

# বার্ষিক প্রতিবেদন ২০২৩-২০২৪



রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিঃ, কুষ্টিয়া  
RENWICK, JAJNESWAR & CO. (BD) LTD., KUSHTIA

রেণ্টাইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড

রেণ্টাইক রোড, কুষ্টিয়া

সূচিপত্র

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রেগউইক, যজেশ্বর অ্যান্ড কোং(বিডি) লিমিটেড

রেগউইক রোড, কুষ্টিয়া

পরিচালকমন্ডলী

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পরিচালক	:	আজহারুল ইসলাম
পরিচালক	:	মোঃ শহীদুল করীম
পরিচালক	:	মোঃ শফিকুল ইসলাম
পরিচালক (Independent)	:	এম নুরুল আলমএফসিএস
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অন্যান্য তথ্য

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নিরীক্ষক	:	মেসার্স রহমান মোস্তফা আলম অ্যান্ড কোং চাটার্ড অ্যাকাউন্ট্যান্টস বাড়ি #১৯৫ (৩য় তলা, সি-৩), রাস্তা#১, নিউ ডিওএইসএস, মহাখালী, ঢাকা-১২০৬।
কম্প্লায়েন্স অডিটর	:	মেসার্স পোদ্দার অ্যান্ড অ্যাসোসিয়েটস ৬/এ/১ গ্রাউন্ড ফ্লোর, সেগুন বাগিচা, ঢাকা-১০০০।
রেজিস্টার্ড অফিস	:	রেগউইক, যজেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড রেগউইক রোড, কুষ্টিয়া-৭০০০।
শেয়ার অফিস	:	চিনিশিল্ল ভবন (৬ষ্ঠ তলা), ৩ দিলক্ষণা, বাণিজ্যিক এলাকা, ঢাকা-১০০০।
কারখানা	:	রেগউইক রোড, কুষ্টিয়া-৭০০০।



ড. লিপিকা ভদ্র

চেয়ারম্যান (গ্রেড-১)

বাংলাদেশ চিনি ও খাদ্য শিল্প কর্পোরেশন

### বাণী

রেগউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড এর ৩৬তম বার্ষিক সাধারণ সভায় সবাইকে স্বাগত। রেগউইক অ্যান্ড কোং (বিডি) লি. ১৮৮১ সালে আখমাড়াই কলের যন্ত্র/যন্ত্রাংশ তৈরির জন্য স্থাপিত হয়। যজ্ঞেশ্বর ইঞ্জিনিয়ারিং ওয়ার্কস লি. ১৮৯৬ সালে স্থাপিত হয়। মিল দুইটি ১৯৭০ সাল পর্যন্ত ব্যক্তিমালিকানায় পরিচালিত হয়। স্বাধীনতা যুদ্ধের পর ১১ অক্টোবর ১৯৭২ পিও (PO-27) ২৭ আদেশ বলে উভয় প্রতিষ্ঠানকে জাতীয়করণ করে বাংলাদেশ জাহাজ নির্মাণ সংস্থা এবং পরবর্তীতে বাংলাদেশ চিনিকল সংস্থার অধীনে ন্যস্ত করা হয়। ৩ জুলাই ১৯৭৫ সালে উহার ব্যবস্থাপনা পরিবর্তন করে বাংলাদেশ চিনি ও খাদ্য শিল্প কর্পোরেশনের নিকট হস্তান্তর করা হয়। ০১-০৭-১৯৭৯ তারিখে সরকারি আদেশে উভয় মিলকে একীভূত করে রেগউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লি. নামে নামকরণ করা হয়। ১৯৮৮ সালে কোম্পানির শেয়ার অফলোড করা হয় এবং ঢাকা স্টক এক্সচেঞ্জ লি. এ তালিকাভুক্ত করা হয়।

চিনিকলগুলোর চাহিদার ওপর ভিত্তি করে কোম্পানির উৎপাদন লক্ষ্যমাত্রা নির্ধারণ করা হয়ে থাকে। প্রতিষ্ঠানটি লাভজনক করার জন্য চিনি শিল্পের পাশাপাশি বাহিরের প্রতিষ্ঠানের বিভিন্ন যন্ত্রাংশ/যন্ত্রপাতি তৈরির কাজ করার নিমিত্ত বিভিন্ন পদক্ষেপ গ্রহণ করা হচ্ছে। আশা করি এ কাজগুলো সম্পন্ন করতে পারলে লোকসান কাটিয়ে প্রতিষ্ঠানকে লাভজনক করা সম্ভব হবে।

এ প্রতিষ্ঠানটি প্রতিবছর শুঙ্খ, আয়কর এবং ভ্যাট সরকারি কোষাগারে প্রদান করে জাতীয় উন্নয়নে অবদান রাখছে। এছাড়া কর্মসংস্থানের সুযোগ সৃষ্টিসহ অর্থনৈতিক সমৃদ্ধির লক্ষ্যে কাজ করে যাচ্ছে। পরিবেশ সুরক্ষায় বিভিন্ন পদক্ষেপ যেমন- কারখানার অব্যবহৃত জমিতে ফলজ ও বনজ বৃক্ষরোপণের মাধ্যমে বনায়ন করা, ডেঙ্গু প্রতিরোধে মশার বিস্তার যাতে না হয় সে দিকে লক্ষ্য রেখে কারখানার চারপাশ নিয়মিত পরিষ্কার করা হয় এবং কারখানার অভ্যন্তরে নিরাপত্তা, স্বাস্থ্য ও ঝুকি সম্পর্কিত বিধানগুলো মেনে চলা হয়।

আমি রেগউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লি. এর উত্তরোত্তর সমৃদ্ধিতে কোম্পানির শেয়ারহোল্ডার, শ্রমিক/ কর্মকর্তা/কর্মচারী, ঢাকা স্টক এক্সচেঞ্জ পিএলসি ও বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনসহ সংশ্লিষ্ট সকলকে আন্তরিক ধন্যবাদ জ্ঞাপন করছি।

ড. লিপিকা ভদ্র

রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড  
চনিশিল্প ভবন, ৩ দলিকুশা বা/এ, শয়োর অফিসি, ঢাকা।

রেজিস্টার্ড অফিস : রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লি.  
রেণউইক রোড, কুষ্টিয়া-৭০০০।

শেয়ার অফিস : চিনিশিল্প ভবন (৬ষ্ঠ তলা),  
৩ দিলকুশা, বাণিজ্যিক এলাকা, ঢাকা-১০০০।

৩৬ তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি।

রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লি. এর সম্মানিত শেয়ারহোল্ডারগণের জ্ঞাতার্থে জানানো যাচ্ছে যে, কোম্পানির ৩৬ তম বার্ষিক সাধারণ সভা নিম্নলিখিত বিষয়াদি সম্পাদনকল্পে ২৩ ডিসেম্বর ২০২৪/০৮ পৌষ ১৪৩১ তারিখ রোজ সোমবার সকাল ১০:০০ ঘটিকায় হাইব্রিড প্লাটফর্মে, চিনিশিল্প ভবন (৯ম তলা), ৩ দিলকুশা, ঢাকা অনুষ্ঠিত হবে। সভার লিংক: <https://renwickja36.hybridagmbd.net>

- ১। ২৭ ডিসেম্বর ২০২৩ তারিখে অনুষ্ঠিত ৩৫ তম বার্ষিক সাধারণ সভার কার্যবিবরণী অনুমোদন।
- ২। ৩০ জুন ২০২৪ তারিখে সমাপ্ত অর্থবছরের নিরীক্ষিত স্থিতিপত্র, লাভ-লোকসান হিসাব, নিরীক্ষকের প্রতিবেদন এবং পরিচালকমন্ডলীর প্রতিবেদন গ্রহণ ও অনুমোদন।
- ৩। পরিচালকমন্ডলীর সুপারিশকৃত ২০২৩-২০২৪ অর্থবছরের জন্য নো ডিভিডেড ঘোষণা।
- ৪। ২০২৪-২০২৫ অর্থবছরের জন্য নিরীক্ষক নিয়োগ ও তাঁদের পারিশ্রমিক নির্ধারণ।
- ৫। ২০২৪-২০২৫ অর্থবছরের জন্য Compliance Auditor নিয়োগ ও তাঁদের পারিশ্রমিক নির্ধারণ।
- ৬। অবসরপ্রাপ্তকারী পরিচালকমন্ডলীর নির্বাচন/ পুনঃ নির্বাচন।
- ৭। ০১ (এক) জন স্বতন্ত্র পরিচালক নিয়োগ অনুমোদন।
- ৮। চেয়ারম্যান মহোদয়ের অনুমতিক্রমে সাধারণ সভায় আলোচনাযোগ্য যে-কোনো বিষয় আলোচনা।

কোম্পানি বোর্ডের আদেশক্রমে

  
(খালিজা সুলতানা)  
কোম্পানি সচিব

তারিখ: ২৬ নভেম্বর ২০২৪

দ্রষ্টব্য:

- বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের Directive, dated: the 10 March 2021 অনুসরণে কোম্পানির বার্ষিক সাধারণ সভা হাইব্রিড প্লাটফর্মে অনুষ্ঠিত হবে।
- কোম্পানির শেয়ার লেনদেন (ক্রয়-বিক্রয়) ২০-১১-২০২৪ তারিখ বক্ত থাকবে।
- কোম্পানির বার্ষিক সাধারণ সভায় যোগদান এবং অংশগ্রহণের বিস্তারিত যথাসময়ে শেয়ারহোল্ডারদের ই-মেইল আইডিতে জানানো হবে। এটি কোম্পানির ওয়েবসাইট [rjc.bsfic.gov.bd](http://rjc.bsfic.gov.bd) > শেয়ার সংক্রান্ত তথ্যাদিতে পাওয়া যাবে।
- বার্ষিক সাধারণসভায় শেয়ারহোল্ডারের পক্ষে সভায় যোগদান ও ভোটদানের জন্য উপযুক্ত প্রতিনিধি (প্রেসিয়া) নিযুক্ত করতে পারবেন। প্রেসিয়া ফরম সঠিকভাবে পূরণ করে কোম্পানির শেয়ার অফিসের ই-মেইল: [renwickagm@gmail.com](mailto:renwickagm@gmail.com) এ সভা আরম্ভ হওয়ার ৭২ ঘণ্টা পূর্বে প্রেরণ করতে হবে।
- কোম্পানির বার্ষিক সাধারণ সভার আলোচ্যসূচির ওপর শেয়ারহোল্ডারগণ আগাম প্রক্ষ শেয়ার অফিসের ই-মেইল: [renwickagm@gmail.com](mailto:renwickagm@gmail.com) এ প্রেরণ করতে পারবে।
- সভা আরম্ভ হওয়ার ১৫ মিনিট পূর্বে শেয়ারহোল্ডারদের Log in করার জন্য উৎসাহিত করা যাচ্ছে।
- ভার্চুয়াল বার্ষিক সাধারণ সভায় অংশগ্রহণের ক্ষেত্রে যে-কোনো কারিগরি/প্রযুক্তিগত অসুবিধার জন্য 01732890681/01747224411 নম্বরে যোগাযোগ করার জন্য অনুরোধ করা যাচ্ছে।
- সম্মানিত শেয়ারহোল্ডারগণের মধ্যে যারা সরাসরি অংশগ্রহণ করবেন তাঁদের চিনিশিল্প ভবন (৯ম তলা), ৩ দিলকুশা, ঢাকা উপস্থিত থাকার জন্য অনুরোধ করা হলো।
- ২০২৩-২০২৪ অর্থবছরের বার্ষিক প্রতিবেদন শেয়ারহোল্ডারগণের ই-মেইল ঠিকানায় পাঠানো হবে এবং কোম্পানি'র ওয়েবসাইট [rjc.bsfic.gov.bd](http://rjc.bsfic.gov.bd) > শেয়ার সংক্রান্ত ফোল্ডারে পাওয়া যাবে।

বিঃদ্র: সম্মানিত শেয়ারহোল্ডারদের সদয় অবগতির জন্য জানানো যাচ্ছে যে, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের বিধি মোতাবেক বার্ষিক সাধারণ সভায় কোনো প্রকার উপহার/ খাবার/ যাতায়াত ভাতা প্রদানের ব্যবস্থা থাকবে না।

রেগউইক, যজেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড  
২০২৩-২০২৪ অর্থবছরের পরিচালকমন্ডলীর প্রতিবেদন

বিসমিল্লাহির রাহমানির রাহিম,

শিল্প মন্ত্রালয়ের অধীন বাংলাদেশ চিনি ও খাদ্য শিল্প কর্পোরেশন (বিএসএফআইসি) এর নিয়ন্ত্রণাধীন রেগউইক, যজেশ্বর অ্যান্ড কোং (বিডি) লি. এর ৩৬তম বার্ষিক সাধারণ সভায় সম্মানিত শেয়ারহোল্ডারবৃন্দ, প্রতিষ্ঠানের পরিচালকমন্ডলী, কর্মকর্তা, কর্মচারী, শ্রমিক এবং উপস্থিত সুবীৰুন্দ আসসালামু আলাইকুম ওয়ারহুমতল্লাহি ওয়া বারাকাতুহ।

**সম্মানিত শেয়ারহোল্ডারবৃন্দ,**

আপনারা অবগত আছেন যে, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্চ কমিশন কর্তৃক জারিকৃত নির্দেশনার আলোকেই ৩৬তম বার্ষিক সাধারণ সভা হাইব্রিড প্লাটফর্মে অনুষ্ঠিত হচ্ছে। এক্ষেত্রে আপনাদের সহযোগিতা ও উপস্থিতি আশা করছি।

আপনাদের আন্তরিক উপস্থিতি কোম্পানির পরিচালক পর্ষদের সদস্যবৃন্দসহ আমাকে এবং প্রতিষ্ঠানের কর্মকর্তা, কর্মচারী এবং শ্রমিকদের উৎসাহিত ও সম্মানিত করছে। পরিচালকমন্ডলী ও আমার পক্ষ থেকে হাইব্রিড প্লাটফর্মে উপস্থিতি সকলকে আন্তরিক অভিনন্দন।

**সুবীৰুন্দ**

আমি এখন ৩০-০৬-২০২৪ তারিখ সমাপ্ত অর্থবছরের কোম্পানির সামগ্রিক কর্মকাণ্ড, আর্থিক অবস্থা, নিরীক্ষিত স্থিতিপত্র, লাভ লোকসান হিসাব ও নিরীক্ষা প্রতিবেদন সংক্ষিপ্তভাবে আপনাদের অবগতির জন্য উপস্থাপন করছি।

**উৎপাদন:**

বিবরণ	২০২৩-২৪		২০২২-২৩	
	লক্ষ্যমাত্রা	প্রকৃত উৎপাদন	লক্ষ্যমাত্রা	প্রকৃত উৎপাদন
কাস্টিং (মে. টন)	২৫০	২০৪.৯২	২০০	২০২.৯৪
মেশিনিং(মে. টন)	৮৫০	২৯৩.৩৪	৮০০	৩০৫.৪১

২০২৩-২০২৪ অর্থবছরে কাস্টিং ২৫০.০০ মেট্রিক টন এবং মেশিনিং ৮৫০.০০ মেট্রিক টন লক্ষ্যমাত্রা নির্ধারণ করা হয়েছিল। এই লক্ষ্যমাত্রার বিপরীতে কাস্টিং ২০৪.৯২ মেট্রিক টন এবং মেশিনিং ২৯৩.৩৪ মেট্রিক টন অর্জিত হয়েছে যা লক্ষ্যমাত্রার থাক্রমে ৮১.৯৭% এবং ৬৫.১৯%। বিএসএফআইসি'র নিয়ন্ত্রণাধীন চিনিকলগুলোর চাহিদার ভিত্তিতে কোম্পানির উৎপাদনের লক্ষ্যমাত্রা নির্ধারণ করা হয়ে থাকে। সরকারি সিদ্ধান্তের পরিপ্রেক্ষিতে ৬টি চিনিকলের মাডাই কার্যক্রম স্থগিত থাকায়, চাহিদা কমে যাওয়ায় উৎপাদন কম হয়েছে।

**বিক্রয়:**

(লক্ষ টাকায়)

বিবরণ	২০২৩-২০২৪	২০২২-২৩
যন্ত্রাংশ ও ট্রেইলার প্রস্তুত এবং মেরামত	৩৬৬.৬৯	৪৮৬.১২
সার-কট্টাস্ট কমিশন	৫৯.৮৭	১৫.৯০
বিনোদন পার্কের টিকেট বিক্রয়	৩২.০৭	৩৫.১২
মোট	৮৫৮.২৩	৫৩৭.১৪

২০২৩-২৪ অর্থবছরে মোট বিক্রয় হয়েছে ৮৫৮.২৩ লক্ষ টাকা যা গত বছরের তুলনায় ৭৮.৯১ লক্ষ টাকা কম অর্থাৎ ১৪.৬৯% কম বিক্রয় হয়েছে। চিনিকলের চাহিদা হাস পাওয়ায় বিক্রয় গত বছরের তুলনায় হাস পেয়েছে।

**সমন্বিত পন্য বিক্রয় খরচ :**

(লক্ষ টাকায়)

বিবরণ	২০২৩-২৪	২০২২-২৩
সমন্বিত পন্য বিক্রয় খরচ	৫৫৭.১৩	৫৫৬.৮১

২০২৩-২৪ অর্থবছরের সমন্বিত বিক্রয় বায় ৫৫৭.১৩ লক্ষ টাকা যা পূর্ববর্তী বছরের তুলনায় ০.৭২ লক্ষ টাকা বৃদ্ধি পেয়েছে কারণ পূর্ববর্তী বছরের তুলনায় কারখানা ওভারহেড বৃদ্ধি পেয়েছে।

**মুনাফার হার:**

(লক্ষ টাকায়)

বিবরণ	২০২৩-২৪	২০২২-২৩
করপূর্বক মোট মুনাফা/ লোকসান	(৩৬৪.৮৩)	(৩৯২.৭০)
করপূরবর্তী নিট মুনাফা/ লোকসান	(৩৮২.৬৬)	(৪০৬.৬৪)

২০২৩-২৪ অর্থবছরের নিট লোকসানের পরিমাণ (৩৮২.৬৬) লক্ষ টাকা যা পূর্ববর্তী বছরের লোকসানের তুলনায় (৩৯২.৭০) লক্ষ টাকা অর্থাৎ ৫.৯০% হাস পেয়েছে। উল্লেখ্য যে বিবিধ আয় বৃদ্ধি পাওয়ায় ও প্রশাসনিক ব্যয় হাস পাওয়ায় নিট লোকসান কমানো সম্ভব হয়েছে।

**অতিরিক্ত তথ্য:**

- ক) সকল বিবরণীতে কোম্পানি সংক্রান্ত বিষয়াবলি, পরিচালনা নীতিমালা, অর্থ প্রবাহ এবং তারলের পরিবর্তন সঠিকভাবে উপস্থাপিত হয়েছে।
- খ) কোম্পানির হিসাব বহিসমূহ যথাযথভাবে সংরক্ষিত হয়েছে।
- গ) আর্থিক বিবরণী প্রস্তুতকালে হিসাব সংক্রান্ত নীতিমালা যথাযথভাবে অনুসরণ করা হয়েছে।
- ঘ) আর্থিক বিবরণী প্রস্তুতকালে বাংলাদেশে প্রযোজ্য হিসাব মানসমূহ অনুসরণ করা হয়েছে।
- ঙ) অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা যথাযথ ছিল এবং কার্যকর প্রয়োগ ও তত্ত্ববধান নিশ্চিত করা হয়েছে।

চ) কোম্পানি'র পরিচালনাগত ব্যাপারে পূর্ববর্তী বছরের তুলনায় কোনো বিচ্যুতি নেই।

ছ) কোম্পানি'র শেয়ারহোল্ডিং পজিশন Annexure-II এ উপস্থাপন করা হয়েছে।

জ) পরিচালকমন্ডলীর বোর্ড সভায় উপস্থিতির বিবরণ Annexure-III এ উপস্থাপন করা হয়েছে।

ঝ) ৫ (পাঁচ) বছরের পরিচালনা ও আর্থিক ফলাফল সমূহ Annexure-IV এ উপস্থাপন করা হয়েছে।

ঞ) কোম্পানি'র চলমান ধারার বিষয়াদি প্রতিবেদনে বর্ণনা করা হয়েছে।

ট) কোম্পানি'র লভ্যাংশ সংক্রান্ত বিষয় প্রতিবেদনে বর্ণনা করা হয়েছে।

ঠ) সিইও/সিএফও এর ঘোষণা সার্টিফিকেট Annexure-A এ উপস্থাপন করা হয়েছে।

ড) কম্প্লায়েন্স অডিটর সার্টিফিকেট Annexure-B এ উপস্থাপন করা হয়েছে।

ঢ) বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের প্রোফর্মান্স নুয়ায়ী কর্পোরেট গভার্নেন্স কম্প্লায়েন্স প্রতিবেদন Annexure-c এ উপস্থাপিত হয়েছে।

ণ) Related party transaction এ সম্পর্কিত তথ্য আর্থিক বিবরণী-Note ৩.১২ এ বর্ণিত আছে।

#### **IAS, IFRS সহ অন্যান্য আরোপযোগ্য আইন ও নীতিসমূহের বাস্তবায়ন:**

কোম্পানি আইন ১৯৯৪ এবং বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন ১৯৮৭ অনুসরণপূর্বক কোম্পানি তার যাবতীয় আর্থিক লেনদেনের হিসাব সংরক্ষণ করাসহ সঠিক আর্থিক অবস্থা প্রকাশ করে। সকল আর্থিক হিসাব International Accounting Standards (IAS), International Financial Reporting Standards (IFRS) সহ অন্যান্য আরোপযোগ্য নীতিসমূহের অনুসরণপূর্বক হিসাব ও প্রতিবেদন প্রস্তুত করা হয়েছে।

#### **আর্থিক প্রতিবেদন ও জবাবদিহি:**

কোম্পানি বার্ষিক প্রতিবেদনের মাধ্যমে প্রতি অর্থবছর শেষে বার্ষিক হিসাব, বছরের শুরু হতে প্রথম ত্রৈমাসিক হিসাব, অর্ধবার্ষিক হিসাব, তৃতীয় ত্রৈমাসিক হিসাব প্রস্তুত এবং তা পরিচালকমন্ডলীর সমন্বয়ে গঠিত নিরীক্ষা কমিটির মাধ্যমে সঠিকতা যাচাইপূর্বক নিয়মানুযায়ী বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ লি. ২টি জাতীয় দৈনিক পত্রিকা ও অনলাইন পত্রিকার মাধ্যমে শেয়ারহোল্ডাদের অবহিত করা হয়েছে। প্রথম ত্রৈমাসিক হিসাব, অর্ধবার্ষিক হিসাব, তৃতীয় ত্রৈমাসিক হিসাব এর সাথে চূড়ান্ত হিসাবে আয়-ব্যয়ের পার্থক্য পরিলক্ষিত হয়নি।

#### **চূড়ান্ত হিসাবের ওপর নিরীক্ষকদের মন্তব্য:**

২০২৩-২০২৪ অর্থবছরের হিসাবের ওপর নিরীক্ষকদের Qualified Opinion & Emphasis of Matter মন্তব্যের প্রেক্ষিতে অডিট কমিটি একটি প্রতিবেদন বোর্ডে উপস্থাপন করেন। বোর্ড এ বিষয়ে বিস্তারিত আলোচনা করে কোম্পানিকে নিরীক্ষকদের মন্তব্যের আলোকে যথাযথ ব্যবস্থা গ্রহণের জন্য নির্দেশনা প্রদান করেন।

#### **চলমান ধারা:**

বাংলাদেশ চিনি ও খাদ্য শিল্প করপোরেশনের নিয়ন্ত্রণাধীন চিনিকলসমূহের চাহিদার ওপর কোম্পানির বিক্রয় কার্যক্রম বিদ্যমান। ইতোমধ্যে ৬টি চিনিকলের উৎপাদন কার্যক্রম স্থগিত করায় রেয়কোর বিক্রয় কার্যক্রমের ওপর প্রভাব পড়েছে। নতুন ব্যবসা সৃষ্টির লক্ষ্যে করপোরেশন শিল্প মন্ত্রণালয়ের মাধ্যমে সংশ্লিষ্ট অন্যান্য মন্ত্রণালয়ের সঙ্গে যোগাযোগ অব্যাহত আছে। এছাড়া মিলসমূহের বাহিরে অন্যান্য সরকারি ও বেসরকারি প্রতিষ্ঠানসমূহেও ব্যবসা বৃক্ষির লক্ষ্যে যোগাযোগ করা হচ্ছে। ব্যাংকের দায়-দেনা বৃক্ষি, পুঁজীভূত লোকসান বৃক্ষি পেয়ে কোম্পানির চলমান ধারা বজায় রাখা ঝুঁকিপূর্ণ হিসেবে প্রতীয়মান হলেও কোম্পানিটি সরকারের নিয়ন্ত্রণাধীন ও আনুকূল্যের কারণে চলমান ধারা ঝুঁকিপূর্ণ নয়।

#### **লভ্যাংশ:**

এ অর্থবছরে কোম্পানির নিট ৩,৮২,৬৬,১৭৮/- (তিনি কোটি বিরাশি লক্ষ ছেষটি হাজার একশত আটাত্তর) ঢাকা লোকসান হওয়ায় লভ্যাংশ প্রদানের সুপারিশ করতে পারছেন। বলে পরিচালকমন্ডলী দুঃখ প্রকাশ করছে।

#### **কর্পোরেট গভার্নেন্স:**

শেয়ার অফলোডিং কোম্পানি হিসেবে বিএসইসি কর্তৃক জারিকৃত কর্পোরেট গভার্নেন্স কোড বাস্তবায়ন করা হয়েছে। এছাড়া কোম্পানির সংশ্লিষ্ট কর্মকর্তাগণ কর্পোরেট গভার্নেন্স এর আলোকে কোম্পানির কর্মকাণ্ড ও পরিচালকমন্ডলীর নির্দেশনা প্রতিপালন করছে।

#### **অডিট কমিটি:**

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/Admin/80 dated 03-June-2018 এর নির্দেশনানুযায়ী পরিচালনাপর্যন্ত কর্তৃক গঠিত স্বতন্ত্র পরিচালকসহ ৩(তিনি) সদস্য বিশিষ্ট অডিট কমিটি গঠন করা হয়েছে। গঠিত অডিট কমিটি অভ্যন্তরীণ নিরীক্ষা পদ্ধতি, আর্থিক প্রতিবেদন এবং বহিঃ নিরীক্ষকদের প্রতিবেদন আলোচনা ও পর্যালোচনাপূর্বক তাঁদের মন্তব্য প্রতিবেদনে পেশ করেছেন। তাঁদের প্রতিবেদন Annexure-V এ উপস্থাপন করা হয়েছে।

#### **অডিট কমিটির সভা ও যোগদান:**

৩০ জুন ২০২৩ সালের সমাপ্ত অর্থবছরে অডিট কমিটির ৪ (চার) টি সভা অনুষ্ঠিত হয়েছে। সভার হাজিরার পরিসংখ্যান বার্ষিক প্রতিবেদন Annexure-III এ উপস্থাপন করা হয়েছে।

### **স্বতন্ত্র পরিচালক:**

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/Admin/80 dated 03-June-2018 অনুযায়ী জনাব এম নুরুল আলম এফসিএস ও জনাব আলী হায়দার চৌধুরী এফসিএসএ স্বতন্ত্র পরিচালক হিসেবে যথাযথ দায়িত্ব পালন করেছেন। স্বতন্ত্র পরিচালক দুইজনকে ৩(তিনি) বছরের জন্য নিয়োগ দেওয়া হয়েছে।

### **নথিনেশন অ্যান্ড রিমুনারেশন কমিটি (এনআরসি) গঠন:**

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/Admin/80 dated 03-June-2018 অনুযায়ী স্বতন্ত্র পরিচালক জনাব আলী হায়দার চৌধুরী এফসিএসএকে চেয়ারম্যান করে ৩(তিনি) সদস্য বিশিষ্ট নথিনেশন অ্যান্ড রিমুনারেশন কমিটি (এনআরসি) গঠন করা হয়েছে। ২০২৩-২০২৪ অর্থবছরে এনআরসির ১টি সভা অনুষ্ঠিত হয়েছে। তাঁদের প্রতিবেদন Annexure-VI এ উপস্থাপন করা হয়েছে।

### **কমপ্লায়েন্স সার্টিফিকেট:**

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং BSEC/CMRRCD/2006-158/207/Admin/80 dated 03-June-2018 অনুযায়ী কমপ্লায়েন্স অডিটর হিসেবে মেসার্স পোদ্দার অ্যান্ড অ্যাসোসিয়েটেস (কস্ট অ্যান্ড ম্যানেজমেন্ট অ্যাকাউন্ট্যান্টস)কে ২৭-১২-২০২৩ তারিখে অনুষ্ঠিত কোম্পানির ৩৫তম বার্ষিক সাধারণ সভায় নিয়োগ দেওয়া হয়েছে। এ ফার্ম অডিট সম্পন্ন করে সার্টিফিকেট প্রদান করেছে যা প্রতিবেদনে Annexure-B এ উপস্থাপন করা হয়েছে।

### **পরিচালকমণ্ডলীর সম্মানী:**

(লক্ষ টাকায়)

বিবরণ	২০২৩-২৪	২০২২-২৩
পরিচালকবৃন্দের সম্মানী	২.১০	২.৩০

২০২৩-২৪ অর্থবছরে পরিচালকবৃন্দের পরিচালনা পর্যবেক্ষণে ০৪ টি বোর্ড সভা, ০৪টি অডিট কমিটির এবং এনআরসি কমিটির ১টি সভা অনুষ্ঠিত হয়েছে।

### **জাতীয় কোষাগারে অবদান:**

সামাজিক অঙ্গীকারের অংশ হিসেবে এবং সরকারের নিয়ন্ত্রণাধীন। বিধায়, কোম্পানি নিয়মিতভাবে জাতীয় কোষাগারে ট্যাঙ্ক, ভ্যাট প্রদান করে থাকে।

### **ব্যবসায়িক ঝুঁকি:**

ব্যবসায়িক কার্যক্রমের সাথে বিভিন্ন ধরণের ঝুঁকি যেমন: পরিকল্পনা ঝুঁকি, আর্থিক ঝুঁকি, আইনগত ঝুঁকি আছে। যুগেগোষি পরিকল্পনা, কাজের স্বচ্ছতা ও নিয়ন্ত্রণ সংস্থার বিধি বিধান পালনের মাধ্যমে ব্যবসায়িক ঝুঁকিকে নিয়ন্ত্রণে রাখা হয়েছে।

### **আইনের প্রতি শ্রুতি:**

কোম্পানিটি গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের নিয়ন্ত্রণাধীন প্রতিষ্ঠান। বিধায়, বিএসইসি, ডিএসই বুলস অ্যান্ড রেগুলেশন, শ্রম আইন প্রতিপালন সহ সরকারের সংশ্লিষ্ট মন্ত্রণালয়ের সকল ধরণের নির্দেশনা, নীতিমালা ও আইনের প্রতি শুদ্ধাশীল এবং রাষ্ট্রীয় আইন ও বুলস যথাযথভাবে পরিপালন করে আসছে।

### **বিধিবেক্ষক পরিশোধ সমূহ:**

কোম্পানিটি সরকারের শিল্প মন্ত্রণালয়ের নিয়ন্ত্রণাধীন। বিধায়, কর্মরত কর্মকর্তা, কর্মচারী ও শ্রমিকদের দেনা পাওনা সরকারি বিধি বিধানের আলোকে পরিশোধ করা হচ্ছে। এছাড়া অন্যান্য দায়-দেনা সমূহ নিয়মিতভাবে পরিশোধ করা হচ্ছে।

### **বার্ষিক কর্মসম্পাদন চুক্তি বাস্তবায়ন (এপিএ):**

প্রাতিষ্ঠানিক দক্ষতা বৃদ্ধি স্বচ্ছতা ও জবাবদিহি জোরদার করা, সুশাসন সংহতকরণ এবং সম্পাদনের যথাযথ ব্যবহার নিশ্চিতকরণের মাধ্যমে কোম্পানির অভিলক্ষ্য অর্জনে, উৎপাদনশীলতা নিরবচ্ছিন্ন রাখতে সরকারের নির্দেশনা মোতাবেক ২০২৩-২৪ অর্থবছরের শুরুতে নির্দিষ্ট সময়ের মধ্যে নির্ধারিত ছকে পরিকল্পনা প্রণয়নপূর্বক বিএসএফআইসির সঙ্গে ২০২৩-২৪ অর্থবছরে কর্মসম্পাদন চুক্তি (APA) সম্পাদিত হয়েছে।

### **শুদ্ধাচার কৌশল ও উত্তীর্ণ উদ্যোগ বাস্তবায়ন:**

জাতীয় শুদ্ধাচার কৌশল বাস্তবায়নের লক্ষ্যে কোম্পানি'র কর্মপরিকল্পনা ও পর্যবেক্ষণ কাঠামো প্রণয়ন করা হয়। তদানুযায়ী প্রাতিষ্ঠানিক ব্যবস্থা দক্ষতা ও নেতৃত্ব উন্নয়ন, শুদ্ধাচার প্রতিষ্ঠান সহায়ক আইন, বিধি, নীতিমালা/ম্যানুয়াল ও প্রজ্ঞাপন/পরিপত্র প্রয়োগ/তথ্য অধিকার সম্পর্কিত কার্যক্রম, শুদ্ধাচার চর্চার জন্য পুরুষার প্রদান, ই-গভার্নেন্স বাস্তবায়ন উত্তীর্ণ উদ্যোগ ও সেবা পদ্ধতি সহজীকরণ জবাবদিহি নির্দিষ্টকরণ, প্রতিষ্ঠানের শুদ্ধাচার সংশ্লিষ্ট কার্যক্রম বাস্তবায়ন করা হচ্ছে।

### **জাতীয় দিবস উদযাপন:**

রেযকো জাতীয় দিবসসমূহ যথাযথ মর্যাদা ও শুদ্ধাচার সাথে উদযাপন করে থাকে।

### **নিরাপত্তা ও অগ্নি নিরাপত্তা ব্যবস্থা:**

কোম্পানির সার্বিক কর্মকাণ্ড নিরবচ্ছিন্ন রাখতে সার্বিক নিরাপত্তার ওপর বিশেষ গুরুত্ব আরোপ করা হয়। এ বিষয়ে কোম্পানির সংশ্লিষ্ট কর্মকর্তা/ কর্মচারীগণ তাদের স্ব-স্ব জ্ঞান ও অভিজ্ঞতার প্রায়োগিক ব্যবস্থাপনায় এবং সেফটি বিধিমালা যথাযথ অনুসরণের মাধ্যমে কোম্পানির

পরিচালন ও রক্ষণাবেক্ষণে নিরাপত্তামূলক ব্যবস্থা অধিকতর জোরদারকরন লক্ষ্যে সিসি ক্যামেরা স্থাপন করা হয়েছে। নিরাপত্তা নিশ্চিত করার স্বার্থে উর্ধ্বতন নিরাপত্তা কর্মকর্তা কর্তৃক নিয়মিত নিরাপত্তা সংক্রান্ত বিষয়াদি পর্যালোচনা করা এবং পরামর্শ মোতাবেক ব্যবস্থা নেওয়া হয়।

#### পরিবেশ সংরক্ষণ:

পরিবেশগত বিধি-বিধান মেনে কোম্পানি পরিচালনা করা হচ্ছে। কারখানার চারদিকের রাস্তা তৈরি, পরিষ্কার-পরিচ্ছন্নতা, উন্নয়নের কাজ করা হয়। কোথাও খালি জায়গা না রেখে কারখানার অভ্যন্তরে, আবাসিক ভবনের চারপাশে যেখানেই খালি জায়গা আছে সেখানেই ফলজ ও বনজ বৃক্ষ রোপণের মাধ্যমে বনায়ন কার্যক্রমের পাশাপাশি ফুলের বাগান পরিচর্চা অব্যাহত আছে। ডেঙ্গু প্রতিরোধে মশার বিস্তার যাতে না হয় সে দিকে লক্ষ্য রেখে কারখানার ডেনসমূহ নিয়মিত পরিষ্কার করা হয়।

#### মানব সম্পদ উন্নয়ন ও প্রশিক্ষণ:

অনুমোদিত মানবসম্পদ কঠামো অনুযায়ী কোম্পানিতে কর্মকর্তা, কর্মচারী ও শ্রমিক কর্মরত রয়েছে। প্রতিষ্ঠানের মানব সম্পদ উন্নয়ন কর্মসূচির অংশ হিসেবে প্রতিটি স্তরের কর্মকর্তা, কর্মচারী ও শ্রমিকদের ক্রমানুসারে আনন্দানিক ও অনানুষ্ঠানিক প্রশিক্ষণ দেওয়া হয়ে থাকে।

#### গুঁজিবাজারের সঙ্গে যোগাযোগ:

কোম্পানিটি ঢাকা স্টক এক্সচেঞ্জ লি. এর তালিকাভুক্ত। সে কারণে বিএসইসি, ডিএসই এর বিধি ও নীতিমালা এবং তাদের জারিকৃত নির্দেশনা সমূহ যথাযথভাবে অনুসরণ করা হচ্ছে।

#### সিডিবিএল (CDBL) কার্যক্রম:

সিডিবিএল এর মাধ্যমে ইলেক্ট্রনিক পদ্ধতিতে সিকিউরিটি এর হিসাবপত্র রাখা, প্রয়োজনীয় দলিলাদি হস্তান্তর করা এবং বস্তুগত কোনো দলিলের হস্তান্তর ব্যতীত মালিকানা পরিবর্তনের সব কাজ সিডিবিএলের মাধ্যমে করা হয়ে থাকে।

#### বিএপিএলসি (BAPLC) কার্যক্রম:

কোম্পানি বাংলাদেশ অ্যাসোসিয়েশন অব পাবলিক লিস্টেড কোম্পানিজ (BAPLC) এর নিয়মিত সদস্য।

#### সরকারি নীতিমালান্যায়ী কর্মকর্তা/কর্মচারীদের জন্য কল্যাণমূলক কার্যক্রম:

কোম্পানিটি গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের নিয়ন্ত্রণাধীন প্রতিষ্ঠান। বিধায়, সরকারি বিধি বিধান ও নিয়মনীতি অনুসরণ পূর্বক পরিচালিত হচ্ছে।

#### পরিচালক নির্বাচন:

কোম্পানির আর্টিক্যাল অব অ্যাসোসিয়েশনের ৯৫ নম্বর বিধি ও কোম্পানি আইনের বিধান অনুযায়ী বর্তমানে নিয়োজিত পরিচালকবুন্দের এক-তৃতীয়াংশ প্রধান প্রকৌশলী জনাব মোঃ শহীদুল করীম এবং চেয়ারম্যান (গ্রেড-১) ড. লিপিকা ভদ্র জ্যেষ্ঠতার ভিত্তিতে এ সভায় অবসর গ্রহণ করবেন এবং তাঁরা ৯৬ নম্বর বিধি অনুযায়ী পুনঃনির্বাচন/মনোনয়নের ইচ্ছা প্রকাশ করেছেন। তাঁরা পুনঃনির্বাচন/মনোনয়নের যোগ্যতা রাখেন।

#### নিরীক্ষক নির্মোগ:

২৭-১২-২০২৩ তারিখে অনুষ্ঠিত কোম্পানির ৩৫ তম বার্ষিক সাধারণ সভার সিদ্ধান্ত অনুযায়ী মেসার্স রহমান মোস্তফা আলম অ্যাস্ট কোং, চার্টার্ড অ্যাকাউন্ট্যান্টসকে সর্বসাকুল্যে ১,১৫,০০০.০০ (এক লক্ষ পনেরো হাজার) টাকা পারিশ্রমিকে ২০২৩-২০২৪ অর্থবছরের জন্য নিরীক্ষক নির্মোগ দেওয়া হয়েছে। তাঁরা নিরীক্ষা কাজ সম্পন্ন করেছে। উক্ত ফার্ম এবছর অবসর গ্রহণ করবে।

#### ভবিষ্যত কার্যক্রম:

- সি এন সি মিলিং মেশিন স্থাপনের মাধ্যমে নতুন যন্ত্রাংশ তৈরি করে মিলের আয় বৃদ্ধি করা সম্ভব হবে;
- প্লাজমা কাটিং মেশিন স্থাপনের মাধ্যমে কারখানার কারিগরী সক্ষমতা তথা প্রতিষ্ঠানের ব্যবসায়িক পরিধি বৃদ্ধি করার চেষ্টা করা হবে;
- আর জে সি নিয়োজিত সাব কন্ট্রাক্টর থেকে ক্রয় হাস করে নিজস্ব কারখানায় যন্ত্রাংশ যেমন-“ট্রেইলার”, “মিল রোলার শ্যাফট” তৈরি করে ব্যবসা বৃদ্ধি করা হবে।
- ফেরিকেশন শপের বিদ্যমান ওভারহেড ম্যানুয়াল ক্রেনটি বৈদ্যুতিক ক্রেনে বুপাত্তর করে কারখানার সক্ষমতা বৃদ্ধি করা হবে।
- ১টি ইনডাকশন ফার্নেস ক্রয় করণ (৫ টন ধারন ক্ষমতা সম্পন্ন)।

#### উপসংহার:

কোম্পানির শ্রমিক, কর্মচারী, কর্মকর্তা ও ব্যবস্থাপনা কর্তৃপক্ষ নানাবিধি সমস্যার মধ্যে কোম্পানির উৎপাদন ও উন্নয়নের ক্ষেত্রে যে অবদান রেখেছেন সেজন্য তাঁদেরকে ধন্যবাদ জ্ঞাপন করছি। ভবিষ্যতে কোম্পানির কর্মকাণ্ডে অধিকতর অবদান রাখার জন্য তাদেরকে আহবান জানাচ্ছি। ভবিষ্যতে যাতে এ কোম্পানি আবার ঘুরে দাঁড়াতে পারে তার আশাবাদ ব্যক্ত করছি।

পরিশেষে কোম্পানির সম্মানিত গ্রাহক, শেয়ারহোল্ডার সংশ্লিষ্ট সকলের আনন্দিত সহযোগিতার কথা শুনার সাথে স্মরণ করছি এবং সর্বশক্তিমান মহান সৃষ্টিকর্তার নিকট কোম্পানির ভবিষ্যৎ উন্নতি ও সমৃদ্ধি কামনা করছি।

সকলকে ধন্যবাদ।

পরিচালকমন্ডলীর পক্ষে

  
(ড. লিপিকা ভদ্র)  
চেয়ারম্যান (গ্রেড-১)  
বিএসএফআইসি

## ANNEXURE -I

**Directors report to the financial statements as per section 184 of company's act 1994.**

**The Directors also report that:**

- The financial statements of the company present true and fair view of company's state of affairs result of its operation, cash flows and changes in equity.
- Books of Accounts have been maintained properly as required by the law.
- Appropriate accounting policies have been consistently applied in formulating the financial statements and accounting estimates were reasonable applied and prudent.
- The financial statements were prepared in accordance with International Accounting Standard (IAS) as applicable in Bangladesh.
- Internal Control System is sound in design and implemented and monitored effectively.
- The Company's revenue depends on Sugar Mills operational activities. Hence there is significant doubts upon the company's ability to continue as a going concern the running of sugar mills activities.

## ANNEXURE -II

Pattern of Shareholding position on June 30, 2024 as required by the revised Corporate Governance Code under section 1.5 (XXIII) issued by BSEC.

Name of the Shareholders	Status	Number of share	Shareholding %
1. Parent/Subsidiary/Associates and other related parties		Nil	
2. Directors			
Sheikh Shoebul Alam ndc (Grade -1) Khondoker Azim Ahmed ndc Engr. Md, Ataur Rahman Khan Engr. Md. Shahidul Karim Md. Shafiqul Islam FCMA M. Nurul Alam FCS Md. Ali Haider Chowdhury FCMA Md. Mahamudul Haque	Nominated Director Nominated Director Nominated Director Nominated Director Nominated Director Independent Director Independent Director Managing Director	Nil Nil Nil Nil Nil Nil Nil Nil	
3. Chief Executive Officer, Chief Financial Officer, Head of Internal Audit and their Spouses and Minor Children		Nil	
4. Executives		Nil	
5. Shareholders Holding 10% or more voting interest in the Company		Nil	

**ANNEXURE -III**

The Board Meeting held and attended by the Directors on June 30, 2024 required by the revised Corporate Governance Code under section 1.5 (XXII) issued by BSEC.

Name of the Director	Meeting Held	Attendance
1. Sheikh Shoebul Alam ndc (Chairman)	4	4
2. Md. Ataur Rahman Khan (Nominated Director)	4	4
3. Abu Bakar Siddique FCMA (Independent Director)	2	2
4. M Nurul Alam FCS (Independent Director)	1	1
5. Md. Ali Hayder Chowdhury FCMA (Independent Director)	4	1
6. Md. Shahidul Karim (Nominated Director)	4	4
7. Md. Shafiqul Islam (Nominated Director)	4	4
8. Md. Mahmudul Haque(Managing Director)	4	4

Audit Committee Meeting attended by the Directors of Renwick, Jajneswar & Co (BD) Ltd. during the year 2023-2024.

Composition	Position	Audit Committee	
		Meeting held	Attended
Mr. Md. Abu Bakar Siddique FCMA	Chairman	2	2
Md. Ali Hayder Chowdhury FCMA	Chairman	2	2
Md. Ataur Rahman Khan	Member	4	4
Md. Shafiqul Islam	Member	4	4
Khadiza Sultana	Company Secretary	4	4

**ANNEXURE -IV**

Five Year's Key Operating and Financial Data. As required by the revised Corporate Governance Code under section 1.5 (XiX) issued by BSEC.

Figure in lac

Operating Data	2023-2024	2022-2023	2021-2022	2020-2021	2019-2020
Operating Revenue/Sales	458.23	537.15	589.47	605.21	1335.74
Operating profit/Gross profit	-98.91	-19.27	-379.29	-176.45	38.09
Profit before tax	-364.43	-392.70	-847.44	-457.36	-636.06
Net profit after tax& WPP & welfare Fund	-382.66	-406.64	-864.76	-466.47	-647.03
Earning per share	-19.13	-20.33	-43.24	-23.32	-32.35

Balance Sheet & Other Data	2022-2023	2022-2023	2021-2022	2020-2021	2019-2020
Retained Earnings	-340.22	-3026.17	-2538.28	-1673.52	-1207.04
Total Assets	2996.59	3520.20	3590.99	3807.19	5069.86
Total Current Assets	2461.44	3071.54	3166.40	3362.23	4603.82
Total Current Liabilities	4236.87	4472.90	4133.00	3493.87	4303.30
Face Value per Share	10	10	10	10	10
Share Outstanding	2000000	2000000	2000000	2000000	2000000
Dividend (Cash)	-	-	-	-	-
Current ratio (time)	0.58:1	0.67:1	0.73:1	0.96:1	1.07:1
Gross profit (%)	-0.22	-0.036	-0.64	-0.29	0.029

**ANNEXURE –V**  
**Report of the Audit Committee**

Report of the audit committee on June 30, 2024. As required by the revised Corporate Governance Code under section 5.7 issued by BSEC.

Dear Shareholder's,

Assalamu Alikum Wa-Rahmatullah

The formation and operation of the Audit Committee is based on the underlying corporate laws and regulations, currently accepted best practice and latest corporate governances of Bangladesh Securities and Exchange Commission (BSEC).

**Composition of the Committee**

In accordance with the requirements of Corporate Governance Code of BSEC, the Audit Committee of Renwick, Jajneswar & CO (BD) Ltd. (RJCO) consists of 3 (three) members from the Board of Directors including one Independent Director. The Company Secretary is working as Member Secretary of the Committee.

**Committee Meeting**

The committee held 4 (four) meetings during the financial year 2023-2024. Audit Committee examined and reviewed the Statements of Financial Position along with other Financial Statements of the company during the year submitted by Rahman Mostafa Alam & Co. Chartered Accountants and recommended to place before the Board Meeting.

**Role & Responsibilities of the Audit Committee**

1. Review and examine the draft Statement of Financial Position and other Financial Statements recommended to place before Board of Directors for their consideration and approval.
2. Review the quarterly and half – yearly financial statements of accounts for proper submission of the same to the shareholders and regulatory authorities.
3. Audit Committee reviews the integrity of financial statements of the Company to ensure that it reflects true and fair view of the company's state of affairs for the year ended 30<sup>th</sup> June 2024.
4. Reviewing Management and Internal Auditor's report on the effectiveness of systems for internal financial control, financial reporting and risk management.
5. Reporting to the Board of Directors on internal audit findings from time to time considering the significance of the issues.

**Committee Report Summary**

The Audit Committee carried out its responsibilities in accordance with its terms of reference. The main activities carried out by the Committee were as follows:

1. Oversee the financial reporting process
2. Worked with the Management to stepup the Internal Audit Function.
3. Monitor choice of accounting policies and principles
4. Reviewed the external audit report for the Company with the external Auditor
5. Reviewed along with the management, quarterly, half yearly and the annual financial statements before submission to the Board for approval
6. Reviewed the management decision and analysis before disclosing in the Annual Report.

On behalf of the Committee



Md. Ali Hayder Chowdhury FCMA

Chairman

Audit Committee

Annexure-VI

Report of the Nomination and Remuneration Committee (NRC)

For the year ended on 30 June 2024

Report of the NRC on June 30,2024. As required by the revised Corporate Governance Code under section 6.5 issued by BSEC.

Dear Shareholder's

Assalamu Alaikum wa-Rahmatullah.

The Nomination and Remuneration Committee (NRC) was constituted by the Board of Directors of Renwick, Jajneswar & Co (BD) Ltd. fulfill the requirements as per the corporate Governance code notification 2018 issued by Bangladesh Securities and Exchange Commission (BSEC) .

The Nomination and Remuneration Committee meeting were attended by the members of the committee and the Managing Director, Chief financial officer and Head of Internal Audit of the company on invitation. The Company Secretary Performed the Secretarial function of the committee. The committee carried out the duties and responsibilities for Nomination and Remuneration policy.

**Composition of Nomination and Remuneration Committee:-**

In accordance with the requirements of corporate Governance code of (BSEC) the Nomination and Remuneration Committee consist of 3 (three) members from the Board of Directors including one Independent Director. The Company Secretary is working as member secretary of the committee.

**Major Activities of Nomination and Remuneration Committee in 2023-2024:-**

The committee held 1 (one) meeting during the financial year 2023-2024. The major activities of Nomination and Remuneration Committee in 2023-2024 are stated below-

- 1) Renwick, Jajneswar & Co (BD) Ltd. is the Concern of Bangladesh Sugar and Food Industries Corporation .This Corporation is governed by Bangladesh Industrial Enterprise (Nationalization) order 2018. Reviewed various activities of Renwick, Jajneswar & Co (BD) Ltd. in the light of Nomination and Remuneration policy of the company i,e Bangladesh Industrial Enterprise (Nationalization) order 2018, Bangladesh Sugar and Food Industries Corporation Employee Service Regulation 1989, National pay scale 2015 and Wages and Productivity Commission 2015.
- 2) Reviewed annual development steps taken, recommend and review the company's human resources and training policy.
- 3) Advise the Management to achieve the sales target so that employees may get marketing incentive.

On behalf of the Nomination and Remuneration Committee.

  
Md. Ali Haider Chowdhury FCMA

Chairman

Nomination and Remuneration Committee

## **ANNEXURE – VII**

### **Brief resume of the Directors**

Directors who seek re-appointment and newly appointed of a Director As per revised Corporate Governance Code under section 1.5(XXIV) issued by BSEC.

#### **Dr. Lipika Bhadra, Chairman (Grade-1)**

Presently Dr. Lipika Bhadra holds the position of Chairman at Bangladesh Sugar & Food Industries Corporation (BSFIC) under the administrative control of Ministry of Industries. She was born in Faridpur District. Her father's name is Jitendra Nath Bhadra and mother's name is Roma Rani Bhadra. She completed her Graduation & Masters degree from the University of Dhaka. She achieved her PhD degree from Western Sydney University. She joined in Bangladesh civil service (Administration cadre) in 1994. She successfully completed a number of professional trainings and courses in home and abroad and worked in different capacity in the Ministry of Health, Cabinet Division, Housing and Public Works Ministry etc. She attended and participated in many foreign trainings and visited USA, Turkey, Australia, Malaysia, Singapore, Indonesia & India.

#### **Md. Abul Kalam Azad (Deputy Secretary)**

Md. Abul Kalam Azad, Deputy Secretary to the Government of the people's Republic of Bangladesh now is working as a Director (Finance) of Bangladesh Sugar & Food Industries Corporation (BSFIC) under the administrative control of Ministry of Industries. He is also a Board of Director as a nominated Director of Shyampur Sugar Mills Ltd. He was born in 1974 in Naogaon District. His father's name is Sher Mohammad and mother's name is Mazedra Begum. He has done his Honors & Masters degree in philosophy from the University of Dhaka. He has achieved his MBA degree from the University of Greenwich, London and scored merit position. He joined in Bangladesh civil service (Administration cadre) in 2005. He joined as an Assistant commissioner at Netrakona Collectorate. Then he was posted in Kishorganj Collectorate. After that he worked as an Assistant Commissioner (Land) in Botiaghata, Khulna and Jessore Sadar, Jessore. Then he worked as an Upzilla Nirbahi officer in Hossainpur upzilla, Kishoreganj. After that he worked in the Ministry of commerce, Local Government Division and Health services Division. He successfully completed a number of professional trainings and courses in China, South Korea and Australia. He visited Dubai, Switzerland, Germany, UK, Turkey & France.

#### **Azharul Islam, Director (Marketing)**

Azharul Islam is working as the Director (Marketing). He was born in Shariatpur district. He has obtained Doctor of veterinary Medicine and M.S degree from Bangladesh Agricultural University, Mymensingh. Mr. Islam joined in Bangladesh Civil service (Administration) in 2006. He worked as Assistant commissioner, Assistant Commissioner (Land), Upazilla Nirbahi Officer, Additional deputy commissioner and Deputy director, Local government in different districts of the country. He was awarded public Administration award in 2022. He visited India, Australia, Singapore, and Malaysia.

#### **Md. Shahidul Karim**

Md. Shahidul Karim, son of the Late Abdul Karim Bhuiyan & Samsunnahar Karim presently works as a full-time permanent employee of Bangladesh Sugar & Food Industries Corporation (BSFIC). His Present position as Chief Engineer, Head office, under the Directorate of Production & Engineering. His service tenure for 34 years (from 11.05.1991 to till date) in BSFIC. He started his service in BSFIC as Asst. Engineer (Civil) then promoted to Deputy Manager (Civil Eng.), Manager (Civil Eng.), Deputy General Manager (Civil Eng.), General Manager (Civil Eng.), in Sugar Mills and Head Office. He earned B.Sc (Civil Engineering) from RUET and M.Sc (Environment Engineering) from BUET. He served as Project Director, Establishment of ETPs at 14 (fourteen) Sugar Mills under BSFIC (under MOIND) for 4 years. He successfully completed different training courses at EIB, CPTU, BIM etc. He has professional Memberships of the Institution of Engineers' Bangladesh (FIEB-8399), Member of Chartered Institute of Purchasing and Supply (CIPS), UK. (No: 005582887).

#### **M Nurul Alam FCS, (Independent Director)**

M Nurul Alam FCS is a renowned corporate governance compliance professional. He is a Chartered Secretary, Practicing in the corporate name of MNA Associates. He served as Chief Ethics & Compliance Officer of multi-national mobile telecommunication company Banglalink for 12 years and retired in 2019. He also served as Deputy Managing Director of Prime Islami Life Insurance Limited from 2019 to 2022. He served as Head of Internal Audit and Company Secretary of Orascom Telecom Bangladesh Limited and GlaxoSmithKline Bangladesh Limited for longtime. Alam is service voluntarily as the Senior Vice President (President in-charge) at Institute of Chartered Secretaries of Bangladesh, Chairman of Corporate Governance Committee and Vice President at The Institute of Internal Auditors Bangladesh. He is holding the Independent Director position in the board of two other listed companies viz Prime Insurance Company Limited and Meghna Pet Industries Ltd. He has been serving as a volunteer to the development of corporate governance and Internal Audit Profession for 16 years. Alam has spoken on the corporate compliance and internal audit at many international conferences including IIA and ICSI IC held in various countries including Rome, Dubai, Istanbul, Amsterdam, Armenia, Singapore and India. Alam is a seasoned professional having 41 years of work experience in the top management positions at MNCs. M Nurul Alam received his post-graduation degree in Accounting from the Chittagong University. He received the professional degree of Chartered Secretary from the Institute of Chartered Secretaries of Bangladesh and he was awarded with fellowship in the year 2009. He received Certified Compliance and Ethics Professional-International certification from the Society of Corporate Compliance and Ethics (SCCE) USA in 2017.

## ANNEXURE – VIII

Compliance of Notification No.SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018.

### 1. **Board of Directors:**

#### 1.1 Board Size:

Renwick, Jajneswar & Co (BD) Ltd. Board of Directors consists of 9 (Nine) members including 2 (two) independent Directors which complies with the requirements by the regulations of BSEC.

### 1.2 **Independent Directors:**

- (i) In accordance with the requirements as prescribed under the sub-clause the Board of Directors has appointed Mr. M Nurul Alam FCS as the Independent Director of RJC as per clause 1.2 (c).
- (ii) The requirement as prescribed under the sub-clause (b) of BSEC Notification under reference had been fulfilled
- (i) The Board has laid down a code of conduct of all Board members and a record of compliance of the code has been maintained.
- (ii) The tenure of Independent Director nominated shall be 3(three) years which may be for 1 (one) term only.

### 1.3 **Qualification of Independent Directors(ID):**

- (i) The appointed of Independent Director (ID) is a highly knowledgeable and qualified person.
- (ii) They are able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business of the company.
- (iii) No relaxation of the qualification of ID is required.

### 1.4 **Duality of Chairperson of the Board of Directors and Management Director or Chief Executive Officer:**

Different individuals have been appointed for the post of the Chairperson of the Board and Maintaining Director or Chief Executive Officer of the Company. Their roles and responsibilities have been defined clearly.

### 1.5 **The Director's Report to Shareholders:**

All requirements have been fulfilled properly.

### 1.6 **Meeting of the Board of Directors:**

The Company conducts its Board Meeting and fulfills all requirements according to the notification of BSEC guidelines.

### 1.7 **Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:**

All requirements have been fulfilled properly.

### 2. **Governance of Board of Directors of Subsidiary Company:**

There is no Subsidiary Company of the Renwick ,Jajneswar & Co (BD) Ltd.

### 3. **Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):**

Four persons have been appointed for the post of MD or CEO, CFO, HIAC and the CS. the MD or CEO, CFO, HIAC and the CS attend the meeting regularly and fulfill all duties .

### 4. **Board of Directors Committee**

For ensuring good governance in the company, the Board has following sub- committees

- (i) Audit Committee and
- (ii) NRC Committee

### 5. **Audit Committee:**

The Board has constituted an Audit Committee as a sub - committee of the Board for the Company according to the notification of BSEC guidelines.

#### 5.1. **Constitution of the Audit Committee:**

The Audit Committee comprises of 3 (three) members including 1 (one) Independent Director. All the member of the Committee is literate on financial management and able to analysis and interprets financial statements effectively. The Company Secretary acts as secretary of the Committee.

#### 5.2. **Chairman of Audit Committee:**

The Independent Director has been appointed as the Chairman of the Audit Committee. He also attends the Annual General Meeting following the BSEC guidelines.

**5.3. Role of Audit Committee:**

The Audit Committee has performed its duties and responsibilities according to the guidelines given by BSEC.

**5.4. Reporting of the Audit Committee**

The Audit Committee reports to the Board of Directors from time to time. It immediately informs Board of Directors regarding by deviation, conflict of interest and other matters necessary to ensure the true and fair view of the financial statements

**5.5. Reporting to the shareholders and General Investors:**

The Audit Committee Report has been disclosed in the Annual General Meeting of Renwick, Jajneswar & Co (BD) Ltd. and responsibilities according to the guidelines given by BSEC.

**6. Nomination and Remuneration Committee (NRC):**

6.1 The Board has constituted an NRC Committee as a sub - committee of the Board for the Company according to the notification of BSEC guidelines.

**6.2 Constitution of the NRC:**

The NRC comprises of 3 (three) members including 1 (one) Independent Director. All the member of the Committee is literate on financial management and able to analysis and interprets financial statements effectively. The Company Secretary acts as secretary of the Committee.

**6.3 Chairman of NRC:**

The Independent Director has been appointed as the Chairman of the NRC. He also attends the Annual General Meeting following the BSEC guidelines.

**6.4 Role of NRC:**

The NRC has performed its duties and responsibilities according to the guidelines given by BSEC.

**6.5 Reporting of the NRC**

The NRC reports to the Board of Directors from time to time. It immediately informs Board of Directors regarding by deviation, conflict of interest and other matters necessary to ensure the true and fair view of the financial statements

**6.6 Reporting to the shareholders and General Investors:**

The NRC Report has been disclosed in the Annual General Meeting of Renwick, Jajneswar & Co (BD) Ltd. and responsibilities according to the guidelines given by BSEC.

**7. External Statutory Auditors:**

The Board has recommended the Statutory Auditor of Renwick, Jajneswar & CO (BD) Ltd. and approved by the shareholders at the AGM as per BSEC guidelines strictly.

**8. Maintaining a website by the Company:**

The Company has an official website and disclose information.

**9. Reporting and Compliance of Corporate Governance:**

The provision of BSEC regulation has been fulfilled regarding the compliance and reporting of corporate governance.

### **Annexure – IX**

Statement of Management's Discussion and Analysis of Managing Director/CFO under clause 1.5(XXV)

In accordance with the notification of Bangladesh Securities and Exchange Commission No BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018.

As per above clause I undersigned hereby and certify that:

The Company has complied appropriate accounting policies and estimation as per Companies Act 1994, International Accounting Standard (IAS) , International Financial Reporting Standard (IFRS) and other applicable Laws and Regulations for preparation of financial statements.

There is no change in accounting policies and estimation in this financial year, everything is consistent with previous year.

Renwick, Jajneswar & Co (BD) Ltd. financial performance and cash flow is concern to performance of Sugar Mills under control of Bangladesh Sugar and Food Industries Corporation. If Sugar mills are profitable then cash flow of Renwick will increase day by day.

Renwick, Jajneswar & Co (BD) Ltd. is making significant contribution to the economy through regional development, poverty alleviation and employment.

Renwick, Jajneswar & Co (BD) Ltd. Is making significant contribution to the national economy through saving foreign currencies by manufacturing of imported replacement items which are used in Sugar Mills under Bangladesh Sugar and Food Industries Corporation.

For increasing revenue and continuation of foreseeable future the company is going to diversification of its products.



(Md. Mahmudul Haque)  
Managing Director

Renwick, Jajneswar & Co (BD) Ltd.  
Declaration by CEO and CFO

Date: 28/10/2024

The Board of Directors  
Renwick, Jajneswar & Co (BD) Ltd.  
Renwick, Kushtia

**Subject: Declaration of Financial Statements for the year ended on 30.06.2024.**

Dear Sirs,

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

- (1) The Financial Statements of Renwick, Jajneswar & Co (BD) Ltd for the year ended on 30 June 2024 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 to the financial statements to reveal 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 30 June 2024 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.
- (i) 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 member.

Sincerely Yours



Md. Mahmudul Haque  
Chief Executive Officer (CEO)



Md. Mehedi Hasan  
(Chief Financial Officer (CFO))



**Annexure-B**  
[Certificate as per condition No. 1(5)(xxvii)]

**Report to the Shareholders of Renwick, Jajneswar & Co. (BD) Limited  
on compliance on the Corporate Governance Code.**

We have examined the compliance status to the Corporate Governance Code by **Renwick, Jajneswar & Co. (BD) Limited** for the year ended on June 30, 2024. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated. 3 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission Except under conditions number 6(1)(b),6(5)(b)(i);
- (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;
- (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 satisfactory

**For Podder & Associates**

Jayanta Kumer Podder  
Cost & Management Accountants

Place: Dhaka  
Dated: November 28, 2024

**Renwick, Jajneswar & Co.(BD) Limited**  
**Status of Compliance with the Corporate Governance Code (CGC)**  
**For the year ended 30th June 2024**

Status of compliance with the conditions 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:

**(Report under Condition No. 9.00)**

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
<b>1</b>	<b>Board of Directors.-</b>			
1(1)	<b>Size of the Board of Directors</b>			
	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).	✓		The RJC Board is comprised of 09 Directors including the Managing Director.
1(2)	<b>Independent Directors</b>			
1(2)(a)	At least 2 (two) directors or One-fifth (1/5) of the total number of directors in the company's board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s):	✓		02 out of 09 directors are appointed as Independent Director
1(2)(a)(i)	``Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	-	-	The company has not yet appointed any female Independent Director.
1(2)(b)	<b>Without contravention of any provision of any other laws, for the purpose of this clause, an "independent director" means a director-</b>			
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 and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis 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)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		-
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		-
1(2)(b)(vi)	Who is not a shareholder, director excepting independent direct 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 an independent director in more than 5 (five) listed companies;	✓		-
1(2)(b)(ix)	Who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh bank for non-payment of any loan or advance or obligation to a bank or a financial institution; 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)(c)(1)	"Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee(NRC) of the company;"	✓	-	
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;	✓		

1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	✓		-
1(3)	<b>Qualification of Independent Director.-</b>			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		-
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or registered 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;	-		-
1(3)(b)(iii)	Former or existing 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:  Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service;or"	-	-	N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	-		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	✓	-	N/A
1(3)(c)	The independent director(s) shall have at least 10( ten) years of experiences in any field mentioned in clause (b);	✓		-
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-	-	N/A
1(4)	<b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-</b>			
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 non-executive directors as chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	-	-	No such event arose
1(5)	<b>The Directors' Report to the Shareholders</b>			
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);	-	-	No such event arose
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;	✓		-
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or through any others instruments;	-	-	No such case during the year
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.;	-	-	No such case during the year
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;	✓		-
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	✓		-
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		-
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		-
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		-
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		-
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		-
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		-
1(5)(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons thereof 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;	✓	-	Due to loss company has not declared any dividend.
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	-	-	N/A
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		-
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	✓		-
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name- wise details);	✓		-
1(5)(xxiii)(c)	Executives;	✓		-
1(5)(xxiii)(d)	Shareholders holding ten 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/her expertise in specific functional areas;	✓		-

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 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;	-	-	No such changes during the year
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 <b>Annexure-A</b> .	✓		-
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 <b>Annexure-B</b> and <b>Annexure-C</b> ;	✓		-
1(5)(xxviii)	The Directors' report to the Shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality."	✓		-
1(6)	<b>Meetings of the Board of Directors</b>			
	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), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓	-	
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company	✓	-	
2	<b>Governance of Board of Directors of Subsidiary Company:-</b>	<b>RJCL doesn't have any subsidiary Company</b>		
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 of 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
<b>3.</b>	<b>Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO) Head of Internal Audit and Compliance (HIAC) and Company Secretary(CS):-</b>			
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 a Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		-
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		-
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		-
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		-
<b>3(2)</b>	<b>Requirement to attend Board of Director's Meetings</b>			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	✓		-
<b>3(3)</b>	<b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer(CFO)</b>			
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;	✓		-
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 violation of the code of conduct for the company's Board or its member;	✓		-
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		-
3(3)(c)(i)	'Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group reduction of cost or for technical expertise, with prior approval of the commission: Provided further that the remunartion and perquisites of the said CFO or CS shall be shares by appointing companies proportionately;"	✓	CFO & CS are different pereson	
<b>4.</b>	<b>Board of Director's Committee.- For ensuring good governance in the company, the Board shall have at least following sub-committees:</b>			
4(i)	Audit Committee;	✓		-
4(ii)	Nomination and Remuneration Committee	✓	-	
<b>5.</b>	<b>Audit Committee.-</b>			

<b>5(1)</b>	<b>Responsibility to the Board of Directors</b>			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		-
5(1)(b)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		-
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		-
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		Audit Committee (AC) is comprised of 1 (One) Independent Directors
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 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓		-
5(2)(e)	The company secretary shall act as the secretary of the Committee.	✓		-
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		-
5(3)(a)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent director;	✓		-
5(3)(b)	In the absence of the Chairperson of the audit committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of 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 remind present in the Annual General Meeting (AGM):	✓		-
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		-
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		-
5(5)	The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process;	✓		-
5(5)(b)	Monitor choice of accounting policies and principles;	✓		-
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance plan and review of the Internal Audit and Compliance Report;	✓		-

5(5)(d)	Oversee hiring and performance of external auditors.	✓		-
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		-
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval;	✓		-
5.5(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	✓		-
5.5(h)	Review the adequacy of internal audit function;	✓		-
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		-
5(5)(j)	Review statement of all related party transactions submitted by the management;	✓		-
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓		-
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓		-
5(5)(m)	Oversee whether the proceeds raised through Initial public Offering (IPO) or Repeat public Offering(RPO) or Rights Share offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission:	-	-	N/A
5(6)	<b>Reporting of the Audit Committee</b>			
5(6)(a)	<b>Reporting to the Board of Directors</b>			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		-
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-			
5(6)(a)(ii)(a)	report on conflicts of interests;	-	-	No such Incidence arose
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; control system;	-	-	No such Incidence arose
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	-	-	No such Incidence arose
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	No such Incidence arose
5(6)(b)	<b>Reporting to the Authorities:-</b>			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-	-	No such reportable incidence arose
5(7)	Reporting to the Shareholders and General Investors			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		-
<b>6.</b>	<b>Nomination and remuneration Committee(NRC).-</b>			
<b>6(1)</b>	<b>Responsibility to the Board of Directors</b>			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓	-	

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;		v	
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).	v	-	
<b>6(2)</b>	<b>Constitution of the NRC</b>			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	v	-	
6(2)(b)	At least 02( two) members of the committee shall be non -executive directors;"	v	-	
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	v	-	
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	v	-	
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;	-	-	No such case arose
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion form such external expert and/or member(s) of staff shall be required or valuable for the Committee;	-	-	No such occurrence during the year
6(2)(g)	The company secretary shall act as the secretary of the Committee;	v	-	
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	v	-	
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.	v	-	
<b>6(3)</b>	<b>Chairperson of the NRC</b>			
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;	v	-	
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;	v	-	
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	v	-	
<b>6(4)</b>	<b>Meeting of the NRC</b>			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	v	-	
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-	-	No such case arose after formation of NRC
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);	v	-	
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.	v	-	

<b>6(5)</b>	<b>Role of the NRC</b>			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓	-	
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:		✓	
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;	✓	-	
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓	-	
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;	✓	-	
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓	-	
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;	✓	-	
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	✓	-	
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	✓	-	
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	✓	-	
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.	✓	-	
<b>7.</b>	<b>External or Statutory Auditors</b>			
7(1)	The issuer 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 system design and implementation;	✓		-
7 (1) (iii)	Book-keeping or other services related to the accounting records or financial statement;	✓		-
7 (1) (iv)	Broker –dealer services;	✓		-
7 (1) (v)	Actuarial services;	✓		-
7 (1) (vi)	Internal audit services or special audit services;	✓		-
7 (1) (vii)	Any services that the Audit Committee determines.	✓		-
7 (1) (viii)	Audit or certification services on compliance of corporate governance as required under condition No.9(1);	✓		-
7 (1) (ix)	Any other service that creates conflict of interest	✓		-
7(2)	No Partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company:	✓		-
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		-

<b>8.</b>	<b>Maintaining a website by the Company.-</b>			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	<input checked="" type="checkbox"/>		-
8(2)	The company shall keep the website functional from the date of listing.	<input checked="" type="checkbox"/>		-
8(3)	The company shall make available the detailed disclosures on its website as required under the regulations of the concerned stock exchange(s)	<input checked="" type="checkbox"/>		-
<b>9.</b>	<b>Reporting and Compliance of Corporate Governance.-</b>			
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 Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	<input checked="" type="checkbox"/>		
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.	<input checked="" type="checkbox"/>		
9(3)	The directors of the company shall state, in accordance with the <b>Annexure-C</b> attached, in the directors' report whether the company has complied with these conditions or not.	<input checked="" type="checkbox"/>		-

**Independent Auditors' Report**

To the Shareholders of

**Renwick, Jajneswar & Co. (BD) Ltd.**

**Report on the Audit of the Financial Statements**

**Qualified Opinion**

We have audited the financial statements of **Renwick, Jajneswar & Co. (BD) Ltd** (the Company), which comprise the Statement of Financial Position as at June 30, 2024; 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 notes to the financial statements including a summary of significant accounting policies and other explanatory information disclosed in notes 1 to 39 and Annexure- A to B.

In our opinion, except for the effect of the matters described in the basis for Qualified Opinion section of our report, the accompanying financial statements presents fairly in all material respects the financial position of the company as at June 30, 2024 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 (Amendment up to 2020), the Securities and Exchange rules 2020 and other applicable laws and regulations.

**Basis for Qualified Opinion**

**1. Going Concern Threats – Note # 2.02**

Several factors indicate serious threats to the company's ability to continue as a going concern:

- Non-payment of long-term loans.
- Consecutive financial losses resulting in huge accumulated negative retained earnings.
- Non payment of gratuity for an extended period.

Despite these issues, the company has prepared the financial statements based on the going concern assumption, without providing adequate disclosures or justifications in the notes to the financial statements, as required under IAS-1.

**2. Impairment Assessments – Note # 4 & Note # 5**

The company has not performed impairment assessments on long-serving machinery, equipment and spare parts. This non-compliance may lead to an overstatement of asset values and misrepresentation of the company's financial position.

**3. Biological Asset Verification**

We observed trees on the premises, including in the factory and the resort area. However, the company has not conducted a valuation of these biological assets in compliance with IAS-41.

**4. Advance Income Tax – Note # 8**

As disclosed under note no. 8 to the Financial Statements Advance Income Tax stands taka 4,588,956 as on the reporting date remain un-verified by us due to limitation of scope.

**5. Prior Year Adjustment – Note # 11**

No explanation or supporting document was provided regarding the prior year adjustment of Tk. 659,442. Furthermore, the company did not provide the necessary disclosures as required under IAS-8.

**6. Creditors for goods of others – Note # 18.03**

An amount of taka 15,499,383 is included into liabilities for goods of others which remain un-verified by us due to limitation of scope.

**7. Gratuity – Note # 19.02**

The company has an outstanding gratuity liability of Tk. 42,064,857, which has not been settled for an extended period, indicating non-compliance with employee benefit obligations.

**8. Suppliers' Income Tax and VAT Deductions – Note # 20.04**

The total amount for suppliers' income tax and VAT deductions is Tk. 9,791,047 (comprising TDS of Tk. 3,646,654, VDS of Tk. 6,101,283, and TDS on salaries amounting to Tk. 43,110) was carried forward since long. But the company didn't deposit the said amount to Govt. treasury.

**9. BSFIC Current Account – Note # 24.00**

BSFIC Current Account amounting taka 158,231,991 remains un-verified by us due to limitation of scope.

**10.** Due to limitation of scope, we were unable to verify the following amounts, which have been carried forward for an extended period:

Sl. No.	Notes No.	Particulars	Amount (Tk.)
a)	12.00	Quasi Equity Loan from Govt.	100,598,002
b)	15.01	Foreign Currency Loan (China Credit)	5,023,620
c)	15.02	ADP Local Currency Loan (BMRE)	16,900,000
d)	15.03	Interest Payable (China Credit)	8,095,931
e)	15.04	Interest Payable on ADP Loan (BMRE)	49,766,100
f)	18.01	Creditor of Goods of Sugar Mills	4,245,994
g)	18.02	Creditor for Goods of Sub-Contract	289,833
h)	19.01	Sundry Accrued Expenses	6,286,842
i)	25.00	Inter-Project & Others	20,238,158
		<b>Total</b>	<b>211,444,480</b>

**11.** We were not provided with Latest Schedule – X (Shareholders summary) and Form – XII (Particulars of Directors) due to the company is processing to increase its authorized share capital from tk. 200,000,000 to tk. 500,000,000.

**12. Offsetting Negative Balances – Notes 6.03**

The company has offset negative balances, including:

-Dues from sugar mills: Tk. 18,718,003

Offsetting such balances is not permitted under IAS-1, and these should be reported separately for accurate financial presentation.

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

**Emphasis of Matter:**

We draw attention to the matters disclosed below:

1. Sales, purchases and VAT Current Account do not match with VAT Return and accounts as per following particulars:

Particulars	As per VAT Return (Tk.)	As per Accounts (Tk.)	Difference (Tk.)
Sales	4,750,619	45,822,853	41,072,234
Purchase	3,279,011	29,797,752	26,518,741
VAT Current Account	6,819,640	7,400,361	580,721

## Our key audit matters

Risk	Our response to the risk
<b>Revenue recognition</b>	
<b>Refer note no. 27 to the Financial Statements</b>	
The company sales comprise revenue from the sale of products. Revenue from the sale of goods is recognized in the income statement when the significant risks and rewards of ownership have been transferred to the buyer.	<p>Our procedure includes:</p> <p><b>Control test:</b> Evaluation of internal control activities over revenue recognition and testing of key controls.</p> <p><b>Test of details:</b> Testing timeliness of revenue recognition by comparing individual sales transactions to delivery documents.</p> <p><b>Assessing disclosure:</b> considering the adequacy of the entity's disclosure regarding revenue.</p> <p><b>Our result:</b> the result of our testing is satisfactory and we considered the carrying amount of revenue recognized to be acceptable and recorded in correctly.</p>
<b>Refer note no. 05 to the Statement of financial position.</b>	
<b>Inventory</b>	
The company had inventory of Tk. 119,444,915 at June 30, 2024 held in the factory, godown and across multiple product lines. Inventories are carried at the lower of cost and net realizable value. As a result, the management applies judgment in determining the appropriate values for slow-moving or obsolete items.	<p>Our procedure includes:</p> <ol style="list-style-type: none"> <li>1. Evaluating the design and implementation of key inventory controls operating across the company, including stock in the factory and in the godowns;</li> <li>2. Checking the management's inventory count sheet and reconciling the count result to the inventory listing to test the completeness of data;</li> <li>3. Comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories;</li> </ol>

## Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 (Amendment up to 2020), the Securities and Exchange Rules 2020 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

#### **Auditors' Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on other Legal and Regulatory Requirements**

In accordance with the Companies Act 1994 (Amendment up to 2020) and the Securities and Exchange Rules 2020 and relevant notifications issued by Bangladesh Securities and Exchange Commission, we also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) In our opinion, proper books of accounts, as records and other statutory books as required by law have been kept by the Company so far as it appeared from our examination of these books;
- c) The statements of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) The expenditure incurred was for the purposes of the Company's business.

Name of Firm : **Rahman Mostafa Alam & Co., Chartered Accountants**

Signature : 

Name of Auditor : **Arafat Kamal FCA**  
ICAB Enrollment No. : 1184  
Date : 30.10.2024

Place : Dhaka

DVC : 2410301184AS309061

**Renwick, Jajneswar & Co. (BD) Ltd.**
**Statement of Financial Position**

As at 30 June 2024

Particulars	Notes No.	Amount in Taka	
		June 30, 2024	June 30, 2023
<b>Assets</b>			
<b>Non-current assets</b>		<b>53,515,899</b>	<b>44,865,622</b>
Property, Plant & Equipment	4.00	53,515,899	44,865,622
<b>Current assets</b>		<b>246,143,568</b>	<b>307,154,045</b>
Inventory	5.00	119,444,915	121,444,960
Trade and Other Receivables	6.00	105,431,213	167,451,616
Advances, Deposits and Prepayments	7.00	12,412,570	12,702,151
Advance Income Tax	8.00	4,588,956	3,590,424
Cash and Cash Equivalents	9.00	4,265,914	1,964,894
<b>Total assets</b>		<b>299,659,467</b>	<b>352,019,667</b>
<b>Equity and Liabilities</b>			
<b>Shareholder's Equity</b>		<b>(205,662,431)</b>	<b>(175,755,695)</b>
Share Capital	10.00	20,000,000	20,000,000
Retained Earnings	11.00	(340,224,025)	(302,617,289)
Quasi Equity Loan From Govt.	12.00	100,598,002	100,598,002
Government Grant	13.00	13,700,000	6,000,000
Capital Reserve	14.00	263,592	263,592
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>		<b>81,634,968</b>	<b>80,485,108</b>
Foreign Currency Loan (China Credit)	15.01	5,023,620	5,023,620
ADP Local Currency Loan (BMRE)	15.02	16,900,000	16,900,000
Interest Payable (China Credit)	15.03	8,095,931	7,794,514
Interest Payable on ADP Loan(BMRE)	15.04	49,766,100	48,921,100
Deferred Tax Liability	16.00	1,849,317	1,845,874
<b>Current Liabilities</b>		<b>423,686,930</b>	<b>447,290,254</b>
Un-Paid Dividend	17.00	-	77,750
Liability For Goods	18.00	24,223,501	27,085,372
Liability For Expense	19.00	48,899,872	49,198,901
Liabilities for Other Finance	20.00	78,584,284	84,348,314
Bangladesh Welfare Foundation	21.00	-	56,175
Workers Profit Participation Fund	22.00	2,303	2,303
Provision for Leave Pay & Gratuity	23.00	76,618,514	75,673,940
BSFIC Current Account	24.00	158,231,991	174,719,565
Inter-Project & Others	25.00	20,238,158	20,238,158
Provision for Income Tax	26.00	16,888,307	15,889,775
<b>Total Liabilities</b>		<b>505,321,898</b>	<b>527,775,362</b>
<b>Total Equity and Liabilities</b>		<b>299,659,467</b>	<b>352,019,667</b>
<b>Net Asset Value Per Share (NAVPS)</b>	33.00	<b>(102.83)</b>	<b>(87.88)</b>

The annexed notes 1 to 39 and annexure A and B an integral part of these financial statements.

Khadiza Sultana  
Company Secretary



Md. Mahmudul Haque  
Managing Director



Md. Shafiqul Islam  
Director



Md. Ataur Rahman Khan  
Director

**Firms' Name** : Rahman Mostafa Alam & Co., Chartered Accountants

**Signature** : 

**Auditor's Name** : Arafat Kamal FCA

**ICAB Enrollment No.** : 1184

**Date** : 30.10.2024

**Place** : Dhaka

**DVC** : 2410301184AS309061



**Renwick, Jajneswar & Co. (BD) Ltd.**  
**Statement of Profit or Loss and Other Comprehensive Income**  
for the year ended 30 June 2024

<b>Particulars</b>	<b>Notes No.</b>	<b>Amount in Taka</b>	
		<b>July 01, 2023 to June 30, 2024</b>	<b>July 01, 2022 to June 30, 2023</b>
Revenue	27.00	45,822,853	53,714,778
Cost of Goods Sold	28.00	(55,713,472)	(55,641,463)
<b>Gross Profit</b>		<b>(9,890,619)</b>	<b>(1,926,685)</b>
Administrative Expenses	29.00	(28,758,146)	(36,708,096)
<b>Operating Profit</b>		<b>(38,648,765)</b>	<b>(38,634,781)</b>
Miscellaneous Income	30.00	3,354,776	525,971
Financial Expenses	31.00	(1,148,837)	(1,161,082)
<b>Profit before tax</b>		<b>(36,442,827)</b>	<b>(39,269,892)</b>
Current tax	32.00	(1,819,908)	(821,376)
Deferred tax	16.00	(3,443)	(573,046)
<b>Net Profit / (Loss) during the year</b>		<b>(38,266,178)</b>	<b>(40,664,314)</b>
<b>Basic Earnings Per Share (EPS)</b>	35.00	<b>(19.13)</b>	<b>(20.33)</b>

The annexed notes 1 to 39 and annexure A and B an integral part of these financial statements.

Khadiza Sultana  
Company Secretary

Md. Mahmudul Haque  
Managing Director

Md. Shafiqul Islam  
Director

Md. Ataur Rahman Khan  
Director

**Firms' Name** : Rahman Mostafa Alam & Co., Chartered Accountants

**Signature** :

**Auditor's Name** : Arafat Kamal FCA

**ICAB Enrollment No. :** 1184

**Date** : 30.10.2024

**Place** : Dhaka

**DVC** : 2410301184AS309061

**Renwick, Jajneswar & Co. (BD) Ltd.**

**Statement of Changes in Equity**

for the year ended 30 June 2024

**Amount in Taka**

<b>Particulars</b>	<b>Share Capital (Total)</b>	<b>Capital Reserve</b>	<b>Retained Earnings</b>	<b>Previous Years' gratuity adjustment</b>	<b>Govt. Grant</b>	<b>Quasi Equity Loan From Govt.</b>	<b>Total</b>
<b>Balance as at 30.06.2023</b>	20,000,000	263,592	(294,492,790)	(8,124,499)	6,000,000	100,598,002	(175,755,695)
Net Profit / (Loss) during the year	-	-	(38,266,178)	659,442	7,700,000	-	(29,906,736)
<b>Balance as at 30.06.2024</b>	<b>20,000,000</b>	<b>263,592</b>	<b>(332,758,968)</b>	<b>(7,465,057)</b>	<b>13,700,000</b>	<b>100,598,002</b>	<b>(205,662,431)</b>

**Renwick, Jajneswar & Co. (BD) Ltd.**

**Statement of Changes in Equity**

for the year ended 30 June 2023

<b>Particulars</b>	<b>Share Capital (Total)</b>	<b>Capital Reserve</b>	<b>Retained Earnings</b>	<b>Previous Years' gratuity adjustment</b>	<b>Govt. Grant</b>	<b>Quasi Equity Loan From Govt.</b>	<b>Total</b>
<b>Balance as at 01.07.2022</b>	20,000,000	263,592	(253,828,476)	-	-	100,598,002	(132,966,882)
Net Profit / (Loss) during the year	-	-	(40,664,314)	(8,124,499)	6,000,000	-	(42,788,813)
<b>Balance as at 30.06.2023</b>	<b>20,000,000</b>	<b>263,592</b>	<b>(294,492,790)</b>	<b>(8,124,499)</b>	<b>6,000,000</b>	<b>100,598,002</b>	<b>(175,755,695)</b>

Khadiza Sultana  
Company Secretary

Md. Mahmudul Haque  
Managing Director

Md. Shafiqul Islam  
Director

Md. Ataur Rahman Khan  
Director



**Renwick, Jajneswar & Co. (BD) Ltd.**

**Statement of Cash Flows**

for the year ended 30 June 2024

Particulars	Amount in Taka		
	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023	July 01, 2021 to June 30, 2022
<b>A. Cash flows from operating activities:</b>			
Collection from Sales and other Income	109,708,585	99,556,668	74,822,957
Payments to Suppliers and Other Expenses	(103,555,996)	(99,110,119)	(74,043,979)
Payments to and One behalf of Employees	-	-	-
<b>Cash Generated From Operation</b>	<b>6,152,589</b>	<b>446,549</b>	<b>778,977</b>
Financial Expenses	(1,148,837)	(1,161,082)	(1,160,165)
Income Tax	-	(200,000)	-
<b>Net Cash used in operating activities</b>	<b>5,003,752</b>	<b>(914,533)</b>	<b>(381,188)</b>
<b>B. Cash flows from investing activities:</b>			
Acquisition of Property, Plant & Equipment	(10,882,005)	(4,443,507)	-
Advances & Loans made to Other Parties	545,150	-	514,956
<b>Net Cash provided by Investing Activities</b>	<b>(10,336,855)</b>	<b>(4,443,507)</b>	<b>514,956</b>
<b>C. Cash flows from financing activities:</b>			
Dividend Paid	(65,878)	-	(3,400,115)
(Repayment) / Receipt of Inter-Project & Others	-	-	-
Govtment Grant	7,700,000	6,000,000	-
<b>Net Cash provided by Financing Activities</b>	<b>7,634,122</b>	<b>6,000,000</b>	<b>(3,400,115)</b>
<b>Net Increase/ (Decrease) in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>2,301,019</b>	<b>641,960</b>	<b>(3,266,347)</b>
Cash and Cash Equivalents at the beginning of the year	1,964,894	1,322,934	4,589,281
<b>Cash and Cash Equivalents at the end of the year</b>	<b>4,265,914</b>	<b>1,964,894</b>	<b>1,322,934</b>
<b>Cash and Cash Equivalents</b>			
Cash in Hand	70,294	80,877	103,471
Cash at Banks	4,195,619	1,884,017	1,219,462
	<b>4,265,914</b>	<b>1,964,894</b>	<b>1,322,934</b>
<b>Net Operating Cash Flows Per Share :Note 35</b>	<b>2.50</b>	<b>(0.46)</b>	<b>(0.19)</b>

Khadiza Sultana  
Company Secretary

Md. Mahmudul Haque  
Managing Director

Md. Shafiqul Islam  
Director

Md. Ataur Rahman Khan  
Director

## **1.00 GENERAL:**

### **1.01 About the Company:**

Renwick, Jajneswar& Co. (BD) Limited was incorporate with the Register of Joint Stock Companies, Dhaka, Bangladesh on 30-06-1988 vide incorporation no. C-17659 (459)/88 under the Companies Act. 1913 and obtained business commencement certificate i.e. dated 30-06-1988 vide commencement Certificate No- 2783 from the Register of Joint Stock Companies, Dhaka, Bangladesh. The Shares of the Company are publicly traded of the floors at Dhaka Stock Exchange.

### **1.02 Nature of Business:**

The company manufactures various spare parts especially sugar mills spare.

### **1.03 Place of Business:**

The Registered Office of the Company is situated at Renwick, Jajneswar& Co. (BD) Limited, Renwick Road, Kushtia-7000.

The Factory of the Company is situated at Renwick Road, Kushtia-7000.

## **2.00 Basis of Financial Statements Preparation and Presentation:**

### **2.01 Statement of Compliance**

The financial statements have been prepared in accordance with the International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) as adopted by the Institute of Chartered Accountants of Bangladesh.

### **2.02 Going Concern**

The financial statements of the company have been prepared on the assumption that the entity is a going concern and will continue its business for the foreseeable future. Hence it is assumed that the entity has neither intention nor need to liquidate or curtail materially the scale of its operation

### **2.03 Regulatory Compliances**

As required, Renwick, Jeanswar& Co. (BD) Limited complies with the following major legal provisions in addition to the Companies Act 1994 and other applicable laws and regulations:

- a) The Income Tax Act 2023
- b) The Income Tax Rules 1984
- c) The Value Added Tax Act 2012
- d) The Value Added Tax Rules 2016
- e) Securities and Exchange Commission Rules 2020
- f) The Customs Act 1969
- g) The Labor Act 2006 (as amended in 2018)

### **2.04 Corporate Accounting Standards Practiced:**

The financial statements have been prepared in compliance with requirement of IASs (International Accounting Standards) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) as applicable in Bangladesh. The following IASs are applied to the financial statements for the year under audit:

- IAS 1 Presentation of Financial Statements
- IAS 2 Inventories
- IAS 7 Statement of Cash Flows
- IAS8 Accounting Policies, Changes in Accounting Estimates and Errors
- IAS 10 Events after the Reporting period
- IAS12 Income Taxes
- IAS16 Properties, Plant and Equipment
- IAS 19 Employee Benefits
- IAS 23 Borrowing Costs
- IAS 24 Related Party Disclosures

IAS32 Financial Instruments: Presentation  
IAS 33 Earnings per Share  
IAS37 Provisions, Contingent Liabilities and Contingent Assets  
The following IFRS is applicable to the financial statements for the year under review  
IFRS 1 First time Adoption of Bangladesh Financial Reporting Standards  
IFRS 7 Financial instrument: Disclosures  
IFRS 9 Financial instrument  
IFRS 15 Revenue from Contracts with Customers

## **2.05 Measurement Bases Used in Preparing the Financial Statements**

The financial statements have been prepared on "Historical Cost" convention basis, which is one of the most commonly adopted bases provided in "the framework for the preparation and presentation of financial statements" issued by the International Accounting Standard Committee (IASC).

## **2.06 Functional and Presentation Currency**

The financial statements are expressed in Bangladeshi Taka. The figures of financial statements have been rounded off to the nearest Taka.

## **2.07 Components of the Financial Statements:**

According to IAS –1 “Presentation of the Financial Statements” the complete set of financial statement includes the following components

- a) Statement of Financial Position as at June 30, 2024.
- b) Statement of Profit or Loss and Other Comprehensive Income for the year ended June 30, 2024.
- c) Statement of Changes in Equity for the year ended June 30, 2024.
- d) Statement of Cash Flows for the year ended June 30, 2024.
- e) Explanatory Notes to the Financial Statements for the year ended June 30, 2024.

## **2.08 Reporting Period**

The financial period of the company covers 12 Months from 1st July 2023 to 30th June 2024.

## **2.09 Preparation and Presentation of Financial Statements of the Company**

The Board of Directors of Renwick, Jajneswar & Co. (BD) Limited is responsible for the preparation and presentation of financial statements of the Company.

## **2.10 Authorization date for issuing Financial Statements:**

The financial statements were authorized by the Board of Directors on October 28, 2024

## **3.00 Significant Policies:**

### **3.01 Basis of Accounting:**

The Company has adopted International Accounting Standard (IAS) and has prepared its accounts on a going concern basis under the Generally Accepted Accounting Principles on historical cost convention.

## **3.02 Property, Plant & Equipment and Depreciation:**

Property, Plant & Equipment is stated at cost less depreciation in accordance with IAS-16 “Property, Plant & Equipment”. Cost represents cost of acquisition and includes purchase price and other directly attributed cost of bringing the assets to working condition for its intended use. No depreciation is charged on Land & Land development. Depreciation on all other item of PPE is compute on straight line method sufficient to write off depreciable assets retired or otherwise disposal off are eliminated from the assets and accumulated depreciation and any loss on such disposal is reflected in operations for the year.

International Accounting Standard (IAS) 36 named “Impairment of Assets” requires impairment test of property, Plant and Equipment and necessary disclosure in this regard. The company has no laid down policy and procedure with regard to impairment test and no such test was carried out during the year.

Depreciation on addition has been charged on the basis of an asset when it is available for use.

**The Annual depreciation rates applicable to the principal categories are;**

Building & Construction	5%
Water Installment	10%
Electrical Installment	10%
Plant & Machinery	7.50%
Lathe Machine	5%
Over Head Crane	10%
Furniture & fixture	6%
Office Equipment	10%
Transport & Vehicles	20%
Sugarcane Crusher	10%
Loose Tools & other Assets	10%
Television	10%
Renwick Park & Resort	10%
Weigh Bridge	10%
Sundry Assets	10%
Miscellaneous Assets	10%

**3.03 Inventories:**

Inventories comprise of raw materials, semi-finished goods, and finished goods, store and spares Agency Back crusher spares, crusher spares lying with Agents. They are stated at the lower of cost and net realizable value in accordance with IAS-2 “Inventory” after making due allowance for any obsolete or slow-moving item. The cost of inventories assigned by using weighted average cost. Net realizable value is determined after deducting the estimated cost of completion and/or cost to be incurred for affecting the sale price.

**3.04 Trade and Other Receivables:**

These are carried at original amount considered good & collectable during this year, we are made provision on inter sugar mills receivable as per basis of our judgment against previous transaction performance and duration of credit sales collection.

**3.05 Cash and Cash Equivalents:**

According to IAS-7 “Statement of Cash Flows” Cash comprises of cash in hand and demand deposits. IAS 1 “Presentation of Financial Statement” provides that cash and cash equivalents are not restricted in use considered as cash and cash equivalents.

**3.06 Creditors and Accruals:**

Liabilities are recognized for amounts to be paid in future for goods and service received whether or not billed by the supplier.

**3.07 Employee Benefit:**

The company maintains the following benefits for their employees.

**a) Provident fund Scheme:**

The company maintains a contributory Provident Fund Scheme for its officers and Staff to which the employer and the employees (Company) contribute @8.33% and 10% of basic pay respectively.

The company maintains a contributory Provident Fund Scheme for its Workers to which both the employer and the employees (Company) contribute @ 10% of basic pay.

**b) Gratuity Scheme:**

The Company maintains an unfunded Gratuity Scheme for its permanent employees and provision there against is made annually @30% of basic pay and such gratuity is calculated at the rate of last two month's basic salary/wages of the individual employee and no actuarial valuation has been done as per IAS 19 named “Employee Benefit”.

**c) Welfare Profit Participation fund:**

The company provides 5% of net profit before tax after changing such expenses as workers profit participation in accordance with Bangladesh Labor Law 2006 (Amendment) act 2013. But for financial year 2023-24 the company has not made a provision for Profit Participation Fund because of being loss.

**3.08 Taxation:**

The corporate tax for public limited companies is 22.5%. And if the company earned net loss, minimum tax will be 0.60% on total turnover. During the year the entity has earned net loss, so the provision made has been calculated on the minimum tax basis, which is adequate.

**3.09 Deferred Taxation:**

Deferred tax is provided for all temporary differences comprising between the tax base of assets and liabilities and other carrying amounts in financial statements in accordance with the provision of IAS- 12.

**3.10 Cash Flow Statement:**

Cash Flow Statement is prepared principally in accordance with IAS-7 "Cash Flow Statement" and in cash flow the operating Activities have been presented under direct method as prescribed by the Securities and Exchange Rule, 2020

**3.11 Risk and Uncertainties for use of estimates in preparation of Financial Statement:**

The preparation of financial statement in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the reporting amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of audited financial statements and revenues and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain items such as long-term contracts, depreciation, employee benefit plan, tax and reserves etc.

**3.12 Related Party Transactions**

As per International Accounting Standards IAS-24: "Related Party Disclosures", parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with its related parties.

<b>Particulars</b>	<b>Opening</b>	<b>Debit</b>	<b>Credit</b>	<b>Balance</b>
Panchagarh Sugar Mills Ltd.	20,955,268	-	2,004,623	18,950,645
Thakurgaon Sugar Mills Ltd.	14,734,107	52,04,095	9,385,411	10,552,791
Setabgong Sugar Mills Ltd.	23,958,623	-	40,00,000	19,958,623
Shympur Sugar Mills Ltd.	31,039,615	11,12275	5,13,692	31,638,198
Rangpur Sugar Mills Ltd.	5,008,005	-	80,00,000	(2,991,995)
Jaipurhat Sugar Mills Ltd.	(375,918)	21,80,972	98,12,853	(8,007,799)
North Bengal Sugar Mills Ltd.	19,173,114	13,171,783	27,43,43,04	4,910,593
Rajshahi Sugar Mills Ltd.	11,724,118	5,612,265	1,06,03,236	6,733,147
kushtia Sugar Mills Ltd.	4,431,158	31,35,690	24,93,961	5,072,887
Carew & Co. (BD) Ltd.	1,584,046	80,07,185	1,37,79,387	(4,188,156)
Mobarakgang Sugar Mills Ltd.	(1,359,661)	91,37,125	82,33,546	(456,082)
Faridpur Sugar Mills Ltd.	47,654,988	1,44,29,894	2,46,43,836	37,441,046
Zeal Bangla Sugar Mills Ltd.	(3,236,672)	92,63,231	9,100,532	(3,073,972)
Natore Sugar Mills Ltd.	16,104,555	60,64,818	73,42,207	14,827,167
Pabna Sugar Mills Ltd.	14,833,784	-	34,37,414	11,396,370

**3.13 Reporting Currency and level of precision:**

The figures in the financial statements represent Bangladesh currency (Taka).

**3.14 Revenue Recognition:**

The company recognizes revenue when risk of ownership has been transferred to buyer, which satisfied all the condition for the revenue recognition as provide in IFRS 15.

**3.15 Earnings Per Share (EPS):**

- i. The Company calculates Earning per Share (EPS) in accordance with IAS-33 “Earning Per Share” which has been shown on the face of profit & loss account and the computation of EPS is stated in Accounts.
- ii. **Basic Earnings per Share:**  
This has been calculating by dividing the basic earnings by the number of ordinary shares issued by the Company.
- iii. **Diluted Earnings per Share:**  
No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the year under review.

### **3.16 Board Meeting:**

Number of members in the Board of Directors of the Company is Four (4) Board Meeting and Four (4) Audit committee meetings were held during the year to transact various businesses.

### **3.17 Reporting Period:**

The Financial period of the company covers one year from July 01, 2023 to June 30, 2024 of the financial year and is followed consistently.

### **3.18 Comparative Figures:**

Comparative Figures have been reclassified, whenever necessary from statements previously presented to conform to the presentation adopted during the year ended June 30, 2024.

### **3.19 Reason of Increase of Earning per share (EPS)**

- i. Administration expenses have been decreased.
- ii. Other income have been increased

### **3.20 Reason of increase of operating cash flows per share (NOCFPS)**

- i. Increase collection from sales and other income

### **3.21 Reason of decrease of Net Asset Value Per Share:**

- i. During the year the entity has earned net loss of Tk. 38,266,178 and increased accumulated loss as on June 30, 2024 stood at Tk. 340,224,025.
- ii. Trade Receivable decrease because of adjustment with Head Office & Sugar mills
- iii. Bad debt provisions made against credit sales collection. As a result, Net Asset Value Per Share has decrease by Tk. 14.91

### **3.22 Expenditure in Foreign Currencies:**

No payment was made during the year in foreign currency on account of royalty, Professional, consultation fees, interest on others.

### **3.23 Post Balance sheet events:**

There were no significant events that has occurred between the balance sheet date and the date when the financial statements are authorized for issue by the board of director except that the board of directors of RENW'ICK, JAJNESWAR & CO. (BD) LTD. Kushtia in meeting held recommended no dividend declaration during the year subject to approval of shareholder in the ensuing Annual General Meeting.

Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023

**4.00 Property, Plant & Equipment**
**A. Cost:**
**Opening Balance**

Addition during the Year

**Closing Balance**

162,616,642	158,173,135
10,982,005	4,443,507
<b>173,598,647</b>	<b>162,616,642</b>

**B. Accumulated Depreciation:**
**Opening Balance**

Charged during the Year

**Closing Balance**

117,751,020	115,714,156
2,331,728	2,036,864
<b>120,082,748</b>	<b>117,751,020</b>

**Written Down Value (A-B)**

<b>53,515,899</b>	<b>44,865,622</b>
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**\*\*\*Details are Shown in "Annexure-A"**
**5.00 Inventory**

Finished goods

5.01	13,852,474	8,133,318
5.02	58,303,500	61,294,500
5.03	43,615,678	46,357,915
5.04	3,673,263	5,659,227
<b>Total</b>	<b>119,444,915</b>	<b>121,444,960</b>

**5.01 Finished goods**
**Opening Balance**

Addition during the Year

Adjustment during the Year

**Closing Balance**

8,133,318	10,451,302
5,725,385	-
<b>13,858,703</b>	<b>10,451,302</b>
(6,229)	(2,317,984)
<b>13,852,474</b>	<b>8,133,318</b>

**5.02 Work in Process**
**Opening Balance**

Addition during the Year

Adjustment during the Year

**Closing Balance**

61,294,500	62,149,500
600,000	1,020,000
<b>61,894,500</b>	<b>63,169,500</b>
(3,591,000)	(1,875,000)
<b>58,303,500</b>	<b>61,294,500</b>

**5.03 Stores & Spares**
**Opening Balance**

Addition during the Year

Adjustment during the Year

**Closing Balance**

46,357,915	39,845,419
29,797,752	24,407,494
<b>76,155,667</b>	<b>64,252,913</b>
(32,539,989)	(17,894,998)
<b>43,615,678</b>	<b>46,357,915</b>

**5.04 Crushers Spares Lying with agent**
**Opening Balance**

Addition during the Year

Adjustment during the Year

Provision for bad debts of Stock with agent

**Closing Balance**

5,659,227	5,665,539
-	1,350
<b>5,659,227</b>	<b>5,666,889</b>
(34,000)	(7,662)
5,625,227	5,659,227
(1,951,964)	-
<b>3,673,263</b>	<b>5,659,227</b>



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
<b>6.00 Trade &amp; Other Receivables</b>			
Due from Crusher Agents	<b>6.01</b>	-	(1,451,964)
Sundry Debtors	<b>6.02</b>	4,899	11,599
Due from Sugar Mill Under BSFIC	<b>6.03</b>	105,426,315	168,891,981
<b>Total</b>		<b>105,431,213</b>	<b>167,451,616</b>
<b>6.01 Due From Crusher Agents</b>			
Dis-Connected		3,037,309	3,037,309
Dues Under Court Case		6,631,096	6,631,096
<b>Total Dues</b>		<b>9,668,405</b>	<b>9,668,405</b>
Provision For Bad Debts (Discount Agent)		(5,107,983)	(5,107,983)
Provision For Bad Debts (Running Agent)		(4,560,422)	(6,012,386)
<b>Total</b>		-	<b>(1,451,964)</b>
<b>6.02 Sundry Debtors</b>			
Bangladesh Engineering Corporation		134,499	134,499
Chittagong Steel Mills		341,658	341,658
BIWTA		33,396	33,396
Renewal Fee Receivable		5,100	5,100
Mango Sale Receivable		-	6,700
<b>Total Dues</b>		<b>514,652</b>	<b>521,352</b>
Provision for doubtful Debt		(509,753)	(509,753)
<b>Total</b>		<b>4,899</b>	<b>11,599</b>
<b>6.03 Dues From Suger Mills Under BSFIC</b>			
Panchagarh Sugar Mills Ltd.		18,950,645	20,955,268
Thakurgaon Sugar Mills Ltd.		10,552,791	14,734,107
Setabgong Sugar Mills Ltd.		19,958,623	23,958,623
Shympur Sugar Mills Ltd.		31,638,198	31,039,615
Rangpur Sugar Mills Ltd.		(2,991,995)	5,008,005
Jaipurhat Sugar Mills Ltd.		(8,007,799)	-375,918
North Bengal Sugar Mills Ltd.		4,910,593	19,173,114
Rajshahi Sugar Mills Ltd.		6,733,147	11,724,118
kushtia Sugar Mills Ltd.		5,072,887	4,431,158
Carew & Co. (BD) Ltd.		(4,188,156)	1,584,046
Mobarakgang Sugar Mills Ltd.		(456,082)	-1,359,661
Faridpur Sugar Mills Ltd.		37,441,046	47,654,988
Zeal Bangla Sugar Mills Ltd.		(3,073,972)	-3,236,672
Natore Sugar Mills Ltd.		14,827,167	16,104,555
Pabna Sugar Mills Ltd.		11,396,370	14,833,784
<b>Total Dues</b>		<b>142,763,463</b>	<b>206,229,130</b>
Provision for doubtful Debt		(37,337,149)	(37,337,149)
<b>Total</b>		<b>105,426,315</b>	<b>168,891,981</b>



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
<b>7.00 Advances, Deposits and Prepayments</b>			
Advances	<b>7.01</b>	4,785,409	7,239,440
Deposits	<b>7.02</b>	226,800	226,800
Prepayments	<b>7.03</b>	7,400,361	5,235,911
<b>Total</b>		<b>12,412,570</b>	<b>12,702,151</b>
<b>7.01 Advances</b>			
Advance against Salary and Wages	<b>7.01.01</b>	370	32,813
Motor Cycle/ Bi-Cycle Loan	<b>7.01.02</b>	54,325	82,093
Travelling & Conveyance		15,032	20,923
Advance against Expenses/Purchases		51,966	81,207
Advance Against Supplies	<b>7.01.03</b>	1,141,660	1,287,500
Running Bill Paid to Sub-con. Party	<b>7.01.04</b>	3,495,656	5,698,604
House Building Loan	<b>7.01.05</b>	26,400	36,300
<b>Total</b>		<b>4,785,409</b>	<b>7,239,440</b>
<b>7.01.01 Advance against Salary and Wages</b>			
Shofiqul Islam, Waigh Bridge Mechanic		-	4,693
Goljer Hossen, Fitter		-	(498)
Robil Islam, Khalashi		-	(44)
Selim Reza Ripon, Khalashi		370	370
Raihan Chowdury, MLSS		-	12,192
Mokter Hossain, DM, Mechanical Eng		-	16,100
<b>Total</b>		<b>370</b>	<b>32,813</b>
<b>7.01.02 Motor Cycle/ Bi-Cycle Loans</b>			
Elias Hossain, OA Adm		12,673	26,557
Jafar Iqbal, CA		41,652	55,536
<b>Total</b>		<b>54,325</b>	<b>82,093</b>
<b>7.01.03 Advance Against Suppliers</b>			
Linde / BOC (BD) Ltd, Khulna		682,941	915,588
Jamuna Oil Co. Ltd		60,867	115
Bismillah Enterprise		48	48
Monir Iron Store		147,109	147,109
M/S Kushtia Oxygen Depo		-	(11,517)
M/S Bishwas Traders, Kushtia		22,153	22,153
M/S R. S. Enterprise		54,684	54,684
M/S Sarda Traders, Kushtia		5,509	5,509
M/S Murad Sanetary		10,161	10,161
Tijarha Enterprise		51,965	51,965
Maria Electric		3,392	3,392
Fero Alo Co.		34,967	34,787
Imran Hardware		10,778	10,778
M/S Sujana Hardware		8,551	8,551
Bangladesh Insu. & Sanetary (BISIF)		603	603
Sami Computer, Kushtia		3,450	3,450
M/S Rahim Steel Mills Ltd.		44,141	29,899
Mamun Motor Workshop, Kst		225	225
Saver refactories Dhaka		116	-
<b>Total</b>		<b>1,141,660</b>	<b>1,287,500</b>



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
7.01.04	<b>Running Bill Paid to Sub-con. Party</b>		
	M/S Modern Steel Engineering.	3,495,656	5,698,604
	<b>Total</b>	<b>3,495,656</b>	<b>5,698,604</b>
7.01.05	<b>House Building Loan</b>		
	MD. Rakibul Islam, AM (Com)	26,400	36,300
	<b>Total</b>	<b>26,400</b>	<b>36,300</b>
7.02	<b>Deposits</b>		
	Security Deposit	226,800	226,800
	<b>Total</b>	<b>226,800</b>	<b>226,800</b>
7.03	<b>Prepayments</b>		
	VAT Current A/C	7,400,361	5,235,911
	<b>Total</b>	<b>7,400,361</b>	<b>5,235,911</b>
8.00	<b>Advance Income Tax</b>		
	<b>Opening Balance</b>	3,590,424	5,527,085
	Addition during this year	1,819,908	-
		5,410,332	5,527,085
	Last Years' Adjustment	(821,376)	(1,936,661)
	<b>Closing Balance</b>	<b>4,588,956</b>	<b>3,590,424</b>
9.00	<b>Cash and cash equivalents</b>		
	Cash in Hand	70,294	80,877
	Cash at Bank	4,195,619	1,884,017
	<b>Total</b>	<b>4,265,914</b>	<b>1,964,894</b>
9.01	<b>Cash at Bank</b>		
	Sonali Bank Ltd., Kushtia Br. A/C no-3017133003089	2,156,103	381,934
	Rupali Bank Ltd., Kushtia Br. A/C no-3160020002959	2,022,183	1,359,051
	Sonali Bank Ltd., Cor. Br, Dhaka A/C no-1617033017533	-	65,878
	Basic Bank Ltd. Kushtia A/C no-3610-01-0006756	17,334	77,155
	<b>Total</b>	<b>4,195,619</b>	<b>1,884,017</b>



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023

**10.00 Share Capital**

**Authorized Capital: Tk.200,000,000**

20,000,000 Ordinary Shares @ Tk.10.00 each.	200,000,000	200,000,000
	<b><u>200,000,000</u></b>	<b><u>200,000,000</u></b>

**Issued, Called and Paid-up Capital: Tk. 20,000,000**

2,000,000 Ordinary Shares @ Tk.10.00 each	20,000,000	20,000,000
	<b><u>20,000,000</u></b>	<b><u>20,000,000</u></b>

**Paid-up Capital and are classified as follows:**

Classification	No. of Share	In Percentage	Face value (Tk)	Face value (Tk)
General Public	696,711	34.84%	10.00	6,967,110
BSFIC/Govt.	1,020,000	51.00%	10.00	10,200,000
Institute	283,289	14.16%	10.00	2,832,890
<b>Total :</b>	<b>2,000,000</b>	<b>100%</b>		20,000,000

**Distribution of each Class of equity, setting out the number of holders and percentage, in the following categories:**

No. of Shareholder	Holding Range	Total Holdings	In Percentage
1467	Up to 500 Share	109,129	5.46%
97	501 Shares to 5000 Shares	118,245	5.91%
6	5,001 Shares to 10,000 Shares	43,493	2.17%
1	10,001 Shares to 20,000 Shares	10,764	0.54%
1	20,001 Shares to 30,000 Shares	25,502	1.28%
1	30,001 Shares to 40,000 Shares	30,980	1.55%
0	40,001 Shares to 50,000 Shares	-	0.00%
1	50,001 Shares to 1,00,000 Shares	51,027	2.55%
4	100,001 Shares to 1,000,000 Shares	590,860	29.54%
1	1,000,001 Shares to 2,000,000 Shares	1,020,000	51.00%
<b>1579</b>		<b>2,000,000</b>	<b>100%</b>

Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
<b>11.00</b>	<b>Retained Earnings</b>		
	<b>Opening Balance</b>	(302,617,289)	(253,828,476)
	Profit after Tax	(38,266,178)	(40,664,314)
	Gratuity adjustment	-	(8,124,499)
	Prior year adjustment	659,442	-
	<b>Closing Balance</b>	<b>(340,224,025)</b>	<b>(302,617,289)</b>
<b>12.00</b>	<b>Quasi Equity Loan From Govt</b>		
	Quasi Equity Loan From Govt.	100,598,002	100,598,002
	<b>Total</b>	<b>100,598,002</b>	<b>100,598,002</b>
	This has arisen as per Vender's Agreement Dated 25-09-1988		
<b>13.00</b>	<b>Government Grant</b>		
	<b>Opening Balance</b>	<b>6,000,000</b>	-
	Addition during the year	7,700,000	6,000,000
	<b>Closing Balance</b>	<b>13,700,000</b>	<b>6,000,000</b>
<b>14.00</b>	<b>Capital Reserve:</b>		
	Capital Reserve	263,592	263,592
	<b>Total</b>	<b>263,592</b>	<b>263,592</b>
<b>15.00</b>	<b>Long Term Loan</b>		
	The above balance is as per current accounts balance represents ADP loan and China credit Loan received from Government of Bangladesh for BMRE and other purpose through BSFIC. This is made up as follows.		
	Foreign Currency Loan (China Credit)	5,023,620	5,023,620
	ADP Local Currency Loan (BMRE)	16,900,000	16,900,000
	Interest Payable (China Credit)	8,095,931	7,794,514
	Interest Payable on ADP Loan (BMRE)	49,766,100	48,921,100
	<b>Total:</b>	<b>79,785,651</b>	<b>78,639,234</b>
<b>15.01</b>	<b>Foreign Currency Loan (China Credit)</b>		
	Foreign Currency Loan (China Credit)	5,023,620	5,023,620
	<b>Closing Balance</b>	<b>5,023,620</b>	<b>5,023,620</b>

Loan for BMRE WON 2,178538 Equivalent to Tk. 5,023,620 was received for machinery and Spares from China National Complete Plant Export Corporation Under Contract No. 1794 (F) dt,June 25, 1989. The repayment of the loan is to be made in 10 (TEN) installments were over due up to Financial Year 2003-2004. Due to amount is payable to the Govt. Of Bangladesh In Local Currency.



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
15.02	<b>ADP Local Currency Loan (BMRE)</b>		
	ADP Local Currency Loan (BMRE)	16,900,000	16,900,000
	<b>Closing Balance</b>	<b>16,900,000</b>	<b>16,900,000</b>
ADP Local Currency Loan for BMRE of Tk. 16,900,000 was received from Govt. The management did not pay any money to the Govt. though the amount was due till June 30, 2010.			
15.03	<b>Interest Payable (China Credit)</b>		
	<b>Opening Balance</b>	7,794,514	7,493,097
	Interest during the Year	301,417	301,417
	<b>Closing Balance</b>	<b>8,095,931</b>	<b>7,794,514</b>
For the current year the management of the Company charge interest @ 6% on the loan balance as per Gazette which endorsed from BSFIC.			
15.04	<b>Interest Payable on ADP Loan (BMRE)</b>		
	<b>Opening Balance</b>	48,921,100	48,076,100
	Interest during the Year	845,000	845,000
	<b>Closing Balance</b>	<b>49,766,100</b>	<b>48,921,100</b>
For the current year the management of the company charged interest @ 5% p.a. on the loan balance as per decision of the corporation forwarded to the company vide No. B.S.F.I.C/Account (Project) 2008-09,dt. 30-06-2010.			
16.00	<b>Deferred Tax Liability</b>		
	<b>Opening Balance</b>	1,845,874	1,272,828
	Deferred Tax Expense/ (Income)	3,443	573,046
	<b>Closing Balance</b>	<b>1,849,317</b>	<b>1,845,874</b>
****Details shown in Annexure-B.			
17.00	<b>Un-Paid Dividend</b>		
	<b>Opening Balance</b>	77,750	77,750
	Paid during the year	(77,750)	-
	<b>Closing Balance</b>	<b>-</b>	<b>77,750</b>
18.00	<b>Liability For Goods</b>		
	Creditors for Goods of Sugar Mills	4,245,994	4,245,994
	Creditors for Goods of Sub-Contract	289,833	289,833
	Creditors for Goods of Others	19,687,674	22,549,545
		<b>24,223,501</b>	<b>27,085,372</b>



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
<b>18.01</b>	<b>Creditors for Goods of Sugar Mills</b>		
	Creditors for Goods of Sugar Mills	4,245,994	4,245,994
	<b>Closing Balance</b>	<b>4,245,994</b>	<b>4,245,994</b>
<b>18.02</b>	<b>Creditors for Goods of Sub-Contract</b>		
	Creditors for Goods of Sub-Contract	289,833	289,833
	<b>Closing Balance</b>	<b>289,833</b>	<b>289,833</b>
<b>18.03</b>	<b>Creditors for Goods of Others</b>		
	<b>Opening Balance</b>	<b>22,549,545</b>	<b>28,652,534</b>
	Addition during the year	2,404,482	1,470,858
	Adjustment during the year	24,954,027	30,123,392
	<b>Closing Balance</b>	<b>(5,266,353)</b>	<b>(7,573,847)</b>
		<b>19,687,674</b>	<b>22,549,545</b>
<b>19.00</b>	<b>Liability For Expense</b>		
	Sundry Accrued Expenses	6,286,842	8,715,681
	Outstanding Gratuity Bill	42,064,857	39,935,049
	Provision For Incidental Charges Payable to Agents	548,171	548,171
	<b>Total</b>	<b>48,899,872</b>	<b>49,198,901</b>
<b>19.01</b>	<b>Sundry Accrued Expenses</b>		
	BMRE erection Charges	1,378,000	1,378,000
	Audit Fee Provision	115,000	109,500
	Provision For Legal Advisor Fees	134,485	134,485
	Casual Salary and Wages	666,037	1,082,284
	Dhaka stock Exchange Membership	15,000	15,000
	Roller Groving Bill Of KSM	242,550	242,550
	Revenue Stump	-	30
	Steels Tube Bill Of JSM	-	1,588,012
	Workers OT Bill	791,711	1,183,345
	Outstanding Board Meeting	83,700	108,200
	Motiar Rahman, Sk	3,272	3,272
	Ilias Hossain, OA	1,425	1,425
	Md. Abdur Rashid , IT Adviser	10,200	10,200
	GM Abdul Aowal, AAO	562	562
	TSL Commission Payable	148,918	260,862
	Babli Sarkar, AM (Mach)	215	215
	Jahangir Alam, Groupholder	-	(200)
	Md. Giash Uddin, AM(Mach)	605	605
	Delower Hossain, Turner	150	150
	Abdur Rashid Ex MD, RJC	2,548,972	2,548,972
	Prokolpo Discount	44,438	44,438
	Md. Mehedi Hasan, M Accounts	-	3,774
	Akter kamal, OA	550	-
	Badsha Alamgir, Computer Operator	1,055	-
	Mahbubul Alam, Girjanath Road, Kustia	99,456	-
	Robil islam, Khalashi	44	-
	Goljer Hossen, Fitter	498	-
	<b>Total</b>	<b>6,286,842</b>	<b>8,715,681</b>



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
<b>19.02 Outstanding Gratuity Bill</b>			
	Md.Munjur Kader, Ex.Peion	-	106,501
	Md. Monohar Ali, Ex Driver	511,621	660,168
	Md. Abdur Razzak, Ex Driver	892,645	1,083,528
	Md.Omar Ali, Ex Mechanist	275,877	398,230
	Md.Thoidul Islam, Ex. Acc.Assistant	246,920	374,356
	Md.Rafik Uddin, Ex.Turnar	729	100,899
	Md.Abdur Razzak, Ex Habilder	-	49,270
	Md.Arif Uddin, Ex Molder	385,383	519,903
	Md. Nur Islam, Ex Molder	20	20
	Md.Yeakub Ali, Ex.Habilder	520,405	669,928
	Md. Abdul Malek, Ex Molder	-	134,512
	Md.Khan Ali Reja, Ex. Mechanist	-	77,469
	Md.Abdul Karim Shake, Machanick	1	1
	Late Abdul Khalek, Kahlashi	62,070	160,667
	Abdul Khalek, Tarnar	-	55,290
	Yead Ali, Ex. Porter	718,267	889,775
	Robzeli Hossain, Ex. Blacksmith	680,765	848,106
	Korban ALi-1, Ex. Moulder	756,392	932,136
	Hasmot Ali, Ex. Welder	627,268	788,664
	Abdur Rahman, Ex. Moulder	612,655	797,394
	Late Badar Uddin, Fitter	409,044	546,193
	Murad Ali, Ex. Turner	808,089	989,577
	Adal Uddin, Ex. Molder	875,684	1,072,982
	Idris Ali, Welder	681,772	849,224
	Minaj Rahman, Foreman	1,297,686	1,552,984
	Abdur Rasid, Turner	864,751	1,052,534
	Tofazzel Hossain, F.P. Mechanic	942,983	1,089,459
	Mohor Ali, Mechanist	774,745	952,528
	Motiar Rahman, Moulder	634,986	797,240
	Asadul Islam, Time Keeper	80,288	180,909
	Altaf Hossain, Crane Operator	653,828	808,944
	Golger Hossain, Ex. Turner	787,990	937,804
	Soro, Patern Maker	906,855	1,066,571
	Ranjit Kumar Biswas, Ex. Forman	1,203,478	1,394,759
	Md. Amim Uddin, Ex. Tuck Helper.	918,018	1,078,857
	Shahidul Islam,Ex. Mechanics	717,293	861,264
	Abdul Karim, Ex Machinist	512,526	639,409
	Md. Bozlar Rahman, Ex. Moulder	477,634	601,091
	Joinal Abedin, Ex. Moulder	506,293	651,492
	Delowar Hossain, Turner	1,033,165	1,228,005
	Harez Ali, Plamber	816,444	971,863
	Md. Rejon Ali, Mechanic	1,119,876	1,302,941
	Abul Hossain, Asst. Fitter	708,539	863,847
	Afaz Uddin, Peon	960,761	1,149,958
	Delower Hosain, Guest House Cook	1,138,890	1,332,815
	Shoful Alam, Khalasi	1,103,967	1,287,931
	Monohor Ali , Molder	1,300,628	1,509,161
	Nazrul Islam, Peon	1,267,265	1,465,429
	Kiamot Ali, Ex Mechanist	1,455,660	1,678,326
	Atiar Rahman, Ex Habilldar	1,183,274	1,374,135
	Md. Year Ali, Mechanic	940,523	-
	Md. Shoful Islam, Weigh Bridge Mechanic	969,720	-
	Monojit Kumar Bashu, Ex Welder	1,604,492	-
	Bikas Chandra Chakrabarti, Ex turner	1,519,031	-
	Ashadul Haque, Ex Welder	1,605,311	-
	Yead Ali, Ex. Hamarman	1,407,025	-
	Abu Taleb, Ex Plamber	1,555,342	-
	Ranjit Kumar Biswas, Ex. Turner	29,984	-
	<b>Total</b>	<b>42,064,857</b>	<b>39,935,049</b>



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
<b>20.00</b>	<b>Liabilities for Other Finance</b>		
	Security Deposited by the Agents	<b>20.01</b>	544,729
	Security Deposited by the Suppliers	<b>20.02</b>	9,193,652
	Mosque Fund		76,382
	Advance Deposit against Order		20,300
	Officers Association		4,620
	Bangladesh Engineering Works		-
	Officers & Ladies Club		(57,501)
	Provident Fund	<b>20.03</b>	27,610,396
	Salary Payable		9,259,377
	Union Subscription		34,343
	Suppliers Income Tax & VAT Deduction	<b>20.04</b>	9,791,047
	Subcontractors Bill Payable		21,685,970
	Canteen Bill		2,680
	Welfare Fund		418,289
	<b>Total</b>		<b>78,584,284</b>
			<b>84,348,314</b>
<b>20.01</b>	<b>Security Deposited by Agents</b>		
	Renwick Unit		345,658
	Jajneswar Unit		199,071
	<b>Total</b>		<b>544,729</b>
<b>20.02</b>	<b>Security Deposited by the Suppliers</b>		
	Suppliers		3,043,454
	Sub-Contractor		6,150,199
	<b>Total</b>		<b>9,193,652</b>
<b>20.03</b>	<b>Provident Fund</b>		
	BSFIC Officers & Employees P. F. Trust		2,047,885
	Renwick & Co. Ltd. Employees P.F. Trust		25,562,511
	<b>Total</b>		<b>27,610,396</b>
<b>20.04</b>	<b>Suppliers Income Tax &amp; VAT Deduction</b>		
	<b>Opening Balance</b>		10,833,673
	Addition during the year		2,832,799
	Adjustment during the year		(3,875,425)
	<b>Closing Balance</b>		<b>9,791,047</b>
			<b>11,200,367</b>
			<b>1,491,799</b>
			<b>12,692,166</b>
			<b>(1,858,493)</b>
			<b>10,833,673</b>

\* Suppliers Income Tax & VAT is paid of the during year & rest of the balances was very old.



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
21.00	<b>Bangladesh Welfare Foundation</b>		
	<b>Opening Balance</b>	56,175	56,175
	Adjustment during the year	(56,175)	-
	<b>Closing Balance</b>	-	56,175
22.00	<b>Workers Profit Participation Fund</b>		
	Workers Profit Participation Fund	2,303	2,303
	<b>Closing Balance</b>	2,303	2,303
23.00	<b>Leave Pay &amp; Gratuity</b>		
	<b>Opening Balance</b>	75,673,940	73,010,194
	Addition during the year	9,563,210	10,194,007
	Adjustment during the year	85,237,150	83,204,201
	<b>Closing Balance</b>	(8,618,636)	(7,530,261)
23.01		76,618,514	75,673,940
23.01	<b>Addition of Leave Pay &amp; Gratuity</b>		
	Manufacturing Account	7,874,822	4,330,326
	Trading Account	1,688,388	5,863,681
	<b>Closing Balance</b>	9,563,210	10,194,007
24.00	<b>BSFIC Current Account</b>		
	<b>Opening Balance</b>	174,719,565	128,296,527
	Addition during the year	7,519,614	49,423,038
	Adjustment during the year	182,239,180	177,719,565
	<b>Closing Balance</b>	(24,007,189)	(3,000,000)
		158,231,991	174,719,565
25.00	<b>Inter-Project &amp; Others</b>		
	Inter-Project & Others	20,238,158	20,238,158
	<b>Closing Balance</b>	20,238,158	20,238,158
26.00	<b>Provision For Tax</b>		
	<b>Opening Balance</b>	15,889,775	17,205,060
	Addition during the year	1,819,908	821,376
	Adjustment during the year	17,709,683	18,026,436
	<b>Closing Balance</b>	(821,376)	(2,136,661)
		16,888,307	15,889,775



Note No.	Particulars	Amount in Taka	
		June 30, 2024	June 30, 2023
Year wise provision for Tax are given below			
Assessment year	Tax Provision	Paid/Adjusted	Balance
1990-1991	660,370	660,370	-
1991-1992	5,783,719	2,539,630	3,244,089
1992-1993	3,465,779	-	3,465,779
1993-1994	1,708,085	-	1,708,085
1995-1996	4,188,739	-	4,188,739
1996-1997	1,373,986	-	1,373,986
1997-1998	1,075,385	-	1,075,385
1998-1999	1,611,065	-	1,611,065
2008-2009	2,746,716	2,746,716	-
2009-2010	3,068,239	3,068,239	-
2010-2011	6,531,939	6,531,939	-
2017-2018	2,779,294	2,779,294	-
2018-2019	3,537,256	3,537,256	-
2019-2020	2,808,783	2,808,783	-
2020-2021	1,097,046	1,097,046	-
2021-2022	1,033,002	1,033,002	-
2022-2023	1,936,661	1,936,661	-
2023-2024	821,376	821,376	-
2024-2025	1,819,908	-	1,819,908
<b>Grand Total</b>	<b>48,047,348</b>	<b>29,560,312</b>	<b>18,487,036</b>

**Note:** Case settlement at Commissioner (Tax Appeal) IT Year:2008-09,2009-10,2010-11 assessment complete for the assessment year 2017-18, 2018-19, 2019-20, 2020-21, 2021-2022 & 2022-23.



Note No.	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
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**27.00 Revenue**

Sales	41,114,828	55,790,415
Sales Renwick Binodon Park ticket	3,207,130	3,511,720
VAT	(4,446,172)	(7,178,260)
	<b>39,875,786</b>	<b>52,123,875</b>
<b>Other Sale without VAT</b>		
Sales of Sub-Contract Item	5,947,067	1,590,903
	<b>45,822,853</b>	<b>53,714,778</b>

**28.00 Cost of Goods Sold**

Materials Consumed	<b>28.01</b>	10,055,080	7,094,497
Direct Labor	<b>28.02</b>	29,332,079	30,087,628
Factory Overhead	<b>28.03</b>	19,054,470	15,286,354
<b>Cost of Production</b>		<b>58,441,628</b>	<b>52,468,479</b>
Work - in Process (Opening)		61,294,500	62,149,500
Work - in Process (Closing)		(58,303,500)	(61,294,500)
		<b>61,432,628</b>	<b>53,323,479</b>
Finished Goods (Opening)		8,133,318	10,451,302
Finished Goods (Closing)		(13,852,474)	(8,133,318)
<b>Cost of Goods Sold</b>		<b>55,713,472</b>	<b>55,641,463</b>

**28.01 Materials Consumed**

Cust Iron Scarp	904,222	452,594
Pig Iron	1,537,569	1,264,757
Tin Ingot	713,234	650,656
M.S. Shaft/ Angle/ M.S. Rod	479,298	435,759
M.S. Plate	1,377,965	586,261
Brass Scarp/ Brass Dust	-	37,538
Copper Scarp/ Copper Chur	1,800,645	1,279,603
Other Raw Materials	1,072,751	57,924
Other Consumable Materials	941,988	808,321
Scrap Cheip Labour Bill	-	118,381
Loading/Unloading Bill Paid	115,468	203,996
Rolar Dechelling Labor Bill	496,411	632,993
Park Operation Cost	615,530	565,714
<b>Total</b>	<b>10,055,080</b>	<b>7,094,497</b>



Note No.	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
<b>28.02</b>	<b>Direct Labor</b>		
	Basic Salaries & Wages	11,528,083	12,147,329
	Medical Allowance	1,021,855	1,127,203
	Provident Fund Contribution	1,150,511	981,544
	Overtime	187,971	627,347
	Leave Pay & Gratuity	4,406,286	3,029,584
	Bonus	2,064,078	3,183,344
	House Rent Allowance	5,431,736	5,768,843
	Tiffin Allowance	136,244	149,964
	Washing Allowance	68,123	76,382
	Education Allowance	306,439	328,463
	Night Allowance	20,430	51,300
	Routing Shift Allowance	20,700	21,600
	Casual Wages	2,582,008	2,144,379
	Motor Cycle/Bi-Cycle Allowance	3,600	3,600
	Charge Allowance	18,000	18,000
	Risk Allowance	272,494	302,733
	Conveyance Allowance	113,522	126,014
	<b>Total</b>	<b>29,332,079</b>	<b>30,087,628</b>
<b>28.03</b>	<b>Factory Overhead</b>		
	Fuel & Power	4,464,486	3,860,714
	Electricity bill 98%	1,731,265	1,645,017
	Depreciation	1,588,790	1,325,170
	Repair & Maintenance	2,675,587	1,505,030
	Employee Cost	8,594,342	6,950,423
	<b>Total</b>	<b>19,054,470</b>	<b>15,286,354</b>
<b>28.03.01</b>	<b>Employee Cost</b>		
	Basic Salaries & Wages	4,051,306	2,518,956
	Medical Allowance	185,764	203,800
	Provident Fund Contribution	337,471	250,379
	Leave Pay & Gratuity	1,620,912	1,688,554
	Bonus	487,558	684,732
	House rent Allowance	1,402,091	955,513
	Tiffin Allowance	14,827	27,173
	Washing Allowance	7,413	10,487
	Education Allowance	44,133	69,000
	Motor Cycle / Bi-Cycle Allowance	3,600	
	Casual Salary	241,856	411,161
	Overtime bill paid (Staff)	15,759	127,068
	Special Allowance	185,252	-
	<b>Total</b>	<b>8,594,342</b>	<b>6,950,423</b>



Note No.	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
<b>29.00</b>	<b>Administrative Expenses</b>		
	Salary and Allowance	<b>29.01</b>	<b>22,444,099</b>
	Director's Fee		29,392,676
	Audit Fee		210,000
	A.G.M. Expense		115,000
	Repair & Maintenance		139,500
	Training Expenses		143,000
	Printing & Stationery		373,829
	Advertisement & Publicity		108,210
	Selling & Distribution Expense		23,702
	Insurance Premium		596,408
	BSFIC Overhead Charges		280,897
	Traveling & Conveyance		782,555
	Postage & Telephone		231,395
	Legal & Professional Fees		557,497
	Rent, Rates & Taxes		419,217
	Entertainment Expense		169,079
	Subscription & Donation		121,841
	Books & Periodicals		575,161
	Stock Exchange Membership Fee & Other Cost		651,592
	Miscellaneous Expense		72,969
	Bad debts		64,659
	Staff Welfare Expense		162,470
	Electricity bill- 2%		333,624
	Depreciation		704,227
	<b>Total</b>		378,378
			234,012
			246,013
			5,000
			20,000
			43,028
			33,202
			91,000
			91,000
			110,800
			168,500
			500,000
			500,000
			85,000
			345,028
			35,332
			33,572
			742,939
			711,694
		<b>28,758,146</b>	<b>36,708,096</b>

**29.01 Salary and Allowance**

Basic Salaries & Wages	9,049,999	11,347,564
Medical Allowance	531,061	579,729
House Rent Allowance	2,559,829	3,236,555
Tiffin Allowance	53,971	46,370
Education Allowance	204,900	237,275
Provided Fund Contribution	719,324	1,076,717
Leave Pay & Gratuity	3,050,870	4,705,840
Recreation Allowance	410,760	779,420
Washing Allowance	13,200	11,885
Casual salary	3,541,858	4,251,160
Bonus	1,745,290	3,114,324
Bangla New Year Bonus	65,773	-
Night Allowance	-	5,838
Special Allowance	497,264	-
<b>Total</b>	<b>22,444,099</b>	<b>29,392,676</b>



Note No.	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
<b>30.00</b>	<b>Miscellaneous Income</b>		
	Scars sales	3,084,906	-
	Tender Form Sales	92,000	48,000
	Other Income	-	316,929
	Tree League Money Received	72,600	80,400
	Haman Dista & Ganiy Spares	75,024	19,902
	Renewal Fee	30,245	36,800
	Security Forfeiture	-	23,940
	<b>Total</b>	<b>3,354,776</b>	<b>525,971</b>
<b>31.00</b>	<b>Financial Expense</b>		
	Bank Charges	2,420	14,665
	Interest on Long Term Loan	1,146,417	1,146,417
	<b>Total</b>	<b>1,148,837</b>	<b>1,161,082</b>
<b>32.00</b>	<b>Current Tax Charge</b>		
	Profit before Tax	(36,442,827)	(39,269,892)
	Accounting base depreciation	2,331,728	2,036,864
	Tax base depreciation	2,277,233	4,902,098
	<b>Taxable Profit for Current Tax</b>	<b>(36,388,331)</b>	<b>(42,135,127)</b>
	Applicable Tax Rate	22.50%	27.50%
	<b>Current Tax Expenses</b>	<b>(8,187,375)</b>	<b>(11,587,160)</b>
	Sales	41,114,828	55,790,415
	Sales Of Sub-Contract Item	5,947,067	1,590,903
	Sales Renwick Binodon Park ticket	3,207,130	3,511,720
	Miscellaneous Income	3,354,776	525,971
	<b>Taxable Income for Current Tax</b>	<b>53,623,801</b>	<b>61,419,009</b>
	Minimum Tax Rate	0.60%	0.60%
	Minimum Tax	<b>321,743</b>	<b>368,514</b>
	<b>Advance Tax Paid</b>	<b>1,819,908</b>	<b>821,376</b>
	<b>Current Tax Expenses</b>	<b>1,819,908</b>	<b>821,376</b>
<b>33.00</b>	<b>Net Asset Value Per Share</b>		
	Total Assets	299,659,467	352,019,667
	Total Liabilities	(505,321,898)	(527,775,362)
	<b>Net Assets Value</b>	<b>(205,662,431)</b>	<b>(175,755,695)</b>
	Number of ordinary shares during the year	2,000,000	2,000,000
	<b>Net Asset Value Per Share</b>	<b>(102.83)</b>	<b>(87.88)</b>



Note No.	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
<b>34.00</b>	<b>Earning Per Share</b>		
	Profit after Tax	(38,266,178)	(40,664,314)
	Number of ordinary shares during the year	2,000,000	2,000,000
	Weighted average no. of shares outstanding	2,000,000	2,000,000
	<b>Earning Per Share</b>	<b>(19.13)</b>	<b>(20.33)</b>
<b>35.00</b>	<b>Net Operating Cash Flows Per Share</b>		
	Net Cash inflow / (outflow) from Operating Activities	5,003,752	(914,534)
	Number of ordinary shares during the year	2,000,000	2,000,000
	<b>Net Operating Cash Flows Per Share</b>	<b>2.50</b>	<b>(0.46)</b>
<b>36.00</b>	<b>Cash Flows from Operating Activities (Indirect Method)</b>		
	<b>Profit before Tax</b>		
	Financial Expenses	1,148,837	1,161,082
	Depreciation Expenses	2,331,728	2,036,864
	Increase/Decrease in Inventories	2,000,045	(2,557,574)
	Increase/Decrease in Trade and Other Receivables	62,020,403	413,740
	Increase/Decrease in Advances, Deposits and Prepayments	289,581	2,210,486
	Increase in advance income Tax	(1,819,908)	-
	Increase/Decrease in Liability For Goods	(2,861,871)	(6,102,989)
	Increase/Decrease in Liability For Expense	(299,030)	181,840
	Increase/Decrease in Liabilities for Other Finance	(5,764,029)	(7,860,209)
	Increase/Decrease in Bangladesh Welfare Foundation	(56,175)	-
	Increase/Decrease in Provision for Leave Pay & Gratuity	944,574	2,663,746
	Increase/Decrease in BSFIC Current Account	(16,487,575)	46,423,038
	Increase/Decrease in Operating Loan From Government		
	<b>Cash Generated from Operations</b>	<b>5,003,752</b>	<b>(699,869)</b>
	Tax paid	-	(200,000)
	Non cash adjustment for sales	-	-
	Financial Expenses	-	(14,665)
	<b>Net Cash Inflow / (Outflow) from Operating Activities</b>	<b>5,003,752</b>	<b>(914,534)</b>
<b>37.00</b>	<b>Other Disclosures</b>		
	<b>Production Capacity</b>		
	<b>(i) Installed: (M.Ton)</b>		
	(-) Casting	562	562
	Machinery Conversion	579	579
		<b>1,141</b>	<b>1,141</b>
	<b>(ii) Production in: (M.Ton)</b>		
	(-) Casting	204.92	202.94
	Machinery Conversion	293.34	305.81
		<b>498</b>	<b>509</b>
	<b>(iii) % of Utilization</b>		
	(-) Casting	36.46	36.11
	(-) Machinery Conversion	50.66	52.82
		<b>87</b>	<b>89</b>



Note No.	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
<b>Human Resources</b>			
(i) No of Officers Employed	12	14	
(ii) No of Staff Employed	27	33	
(iii) No of Worker Employed	53	60	
	<b>92</b>	<b>107</b>	

### 38.00 Additional Disclosure

#### 38.01 Particulars as per the Bangladesh Securities and Exchange Commission Rules, 1987

1. Claim against the Company not acknowledged as debt as on 30-06-2010	Nil
2. Uncalled Liability on Partly paid up Shares	All Shares are fully Paid
3. Arrears of fixed cumulative dividends on Preference Shares together with the period for which the dividends Are in arrears	Nil
4. The Aggregate amount of contracts for capital expenditure remaining to be executed and not provided for.	Nil
5. i) Other sums for which the company is contingently Liable	Nil
ii) Liability against the L/C documents	Nil
6. The general nature of any credit facilities available to the Company under any contract and not taken up at the date of the Balance Sheet.	Nil
7. Aggregate amount due by Directors and officers of the Company or Associated undertaking.	Nil
8. Securities and Exchange Rules, 1987 (Para 4 (BO, 5(AO) (IV) of part -1	Nil
9. Securities and Exchange Rules, 1987 (Para 4 (ii) of part -11) made of disposal of Machinery and Equipment.	Complied

### 39.00 Related Party Disclosures

As per IAS 24 Related Party Disclosures, Parties are considered to be related if one of the party has the ability to control the other party or exercise significant influence over the other party in making financial operating decision.

#### i) As per IAS 24 Disclosure of Key management personnel compensation

- a) Short-term employee benefits paid BDT 961,010.54 to the Managing Director as remuneration and paid Tk. 250,000 to all directors as board meeting attendance fee.
- b) Not paid any post employment benefits
- c) Not paid any other long term benefits
- d) Not paid any termination benefits
- e) Not paid share-based payment



Note No.	Particulars	July 01, 2023 to June 30, 2024	July 01, 2022 to June 30, 2023
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**ii) Disclosure about appointment and re-appointment of Board of Directors**

Name of the Director & Position	Joining Date	Other Engagement
Sheikh Shoebul Alam ndc	26.10.2023	Not engaged with other Organisation
Md. Ataur Rahman Khan	27.12.2023	Not engaged with other Organisation
Md. Shafiqul Islam FCMA	27.12.2023	Not engaged with other Organisation
Md. Ali Haider Chowdhury FCMA	27.12.2023	Not engaged with other Organisation
M Nurul Alam FCS	25.04.2024	Not engaged with other Organisation

**iii) Attendance Status of Director in Board Meetings**

During the year ended 30th June, 2024, four (4) board meetings were held. The attended status of all meetings are as follows :

Name of the Director	Meeting Held	Attendance
1. Md. Shekh Shoebul Alam NDC (Chairman)	4	4
3. Md. Ataur Rahman Khan (Nominated Director)	4	4
4. Abu Bakar Siddique FCMA (Independent Director)	4	2
5. M Nurul Alam FCS (Independent Director)	4	1
5. Md Ali Hayder Chowdhury FCMA (Independent Director)	4	1
7. Md. Shahidul Karim (Nominated Director)	4	4
8. Md. Shafiqul Islam (Nominated Director)	4	4
10. Md. Mahmudul Haque (Managing director)	4	4

**Renwick, Jajneswar & Co. (BD) Ltd.**  
**Schedule of Property, Plant & Equipment**  
**For the year ended June 30, 2024**

**Annexure-A**  
**Amount in Taka**

Particulars	Cost				Rate (%)	Depreciation				Written down value as at June 30, 2024
	Opening balance as at July 01, 2023	Addition during the year	Adjustment during the year	Balance as at June 30, 2024		Opening balance as at July 01, 2023	Charged during the year	Adjustment during the year	Closing Balance as at June 30, 2024	
Land	27,848,400			27,848,400	-	-	-	-	-	27,848,400
<b><u>Building &amp; Other Construction:</u></b>										
Factory building	21,542,124	-	-	21,542,124	5%	20,795,523	185,020	-	20,980,543	561,581
Factory building(BMRE)	7,708,110	-	-	7,708,110	5%	7,708,109	-	-	7,708,109	1
Residential building	6,369,800	-	-	6,369,800	5%	6,369,799	-	-	6,369,799	1
Residential building (BMRE)	637,844	-	-	637,844	5%	637,843	-	-	637,843	1
Boundary Wall at East side	2,050,518	-	-	2,050,518	5%	284,406	102,526	-	386,932	1,663,586
Other building	2,817,865	-	-	2,817,865	5%	1,375,092	82,813	-	1,457,905	1,359,960
Other building(BMRE)	260,844	-	-	260,844	5%	260,843	-	-	260,843	1
Water Installation	464,721	-	-	464,721	10%	464,720	-	-	464,720	1
Electrical Installation	3,597,646	-	-	3,597,646	10%	2,123,724	10,141	-	2,133,865	1,463,781
Electrical Installation(BMRE)	2,499,050	-	-	2,499,050	10%	2,499,049	-	-	2,499,049	1
<b><u>Plant &amp; Machinery:</u></b>										
Factory Plant & Machinery	28,041,560	-	-	28,041,560	7.5%	24,430,820	826,648	-	25,257,468	2,784,092
Plant & Machinery(BMRE)	23,024,114	-	-	23,024,114	7.5%	23,024,113	-	-	23,024,113	1
Lathe Machine	14,612,767	500,000	-	15,112,767	5%	11,283,577	195,391	-	11,478,968	3,633,799
Over Head Crane	1,732,615	-	-	1,732,615	10%	1,732,614	-	-	1,732,614	1
Sugarcane Crushers	4,191,980	-	-	4,191,980	10%	3,166,557	170,904	-	3,337,461	854,519
Weigh Bridge	1,470,000	-	-	1,470,000	7.5%	882,900	110,250	-	993,150	476,850
Loose Tools:	298,719	-	-	298,719	10.0%	298,718	-	-	298,718	1
Dynamic Balancing machine	-	10,482,005	-	10,482,005	0.0%	-	-	-	-	10,482,005
<b><u>Furniture, Fixture &amp; Office Equip.</u></b>										
Furniture & Fixture	432,054	-	-	432,054	6%	362,005	7,185	-	369,190	62,864
Furniture & Fixture(BMRE)	118,356	-	-	118,356	6%	118,355	-	-	118,355	1
Office Equipments	1,297,432	-	-	1,297,432	10%	1,069,677	70,054	-	1,139,731	157,701
<b><u>Transport &amp; Vehicles:</u></b>										
Truck	2,935,700	-	-	2,935,700	20%	2,935,699	-	-	2,935,699	1
Jeep	250,000	-	-	250,000	20%	249,999	-	-	249,999	1
Jeep(BMRE)	1,432,493	-	-	1,432,493	20%	1,432,492	-	-	1,432,492	1
1 M.Ton pickup	1,041,575	-	-	1,041,575	20%	1,041,574	-	-	1,041,574	1
Television	105,480	-	-	105,480	10%	74,429	6,210	-	80,639	24,841
Sundry Assets	187,310	-	-	187,310	10%	157,849	4,910	-	162,759	24,551
Renwick Park And Resort	5,371,495	-	-	5,371,495	10%	2,820,035	537,149	-	3,357,184	2,014,310
Miscellaneous Assets	276,071	-	-	276,071	10%	150,500	22,527	-	173,027	103,044
<b>Total</b>	<b>162,616,642</b>	<b>10,982,005</b>	<b>-</b>	<b>173,598,647</b>		<b>117,751,021</b>	<b>2,331,728</b>	<b>-</b>	<b>120,082,750</b>	<b>53,515,898</b>



**Renwick, Jajneswar & Co. (BD) Ltd.**  
**Schedule of Deferred Tax**  
for the year ended 30 June, 2024

**Annexure-B**

**Deferred tax assets/liability recognized in accordance with the provision of IAS-12, is arrived as follows**

	<b>Amount in Taka</b>	
	<b>30.06.2024</b>	<b>30.06.2023</b>
<b>Opening Balance</b>	1,845,875	1,272,828
Increase/Decrease of Deferred Tax Liability	3,443	573,046
<b>Deferred Tax Liability/Assets</b>	<b>1,849,317</b>	<b>1,845,875</b>

<b>Amount of Financial Position</b>	<b>Tax Base Amount</b>	<b>Temporary Differences</b>
---------------------------------------------	----------------------------	----------------------------------

**At 30 June, 2024**

Property, plant & equipment (Except land)	53,515,898	44,269,311	9,246,587
<b>Net Temporary Differences</b>	<b>53,515,898</b>	<b>44,269,311</b>	<b>9,246,587</b>
Applicable Tax Rate			20.00%
<b>Deferred Tax Liability/Assets</b>			<b>1,849,317</b>

**At 30 June, 2023**

Property, plant & equipment (Except land)	44,865,622	35,636,249	9,229,373
<b>Net Temporary Differences</b>	<b>44,865,622</b>	<b>35,636,249</b>	<b>9,229,373</b>
Applicable Tax Rate			20.00%
<b>Deferred Tax Liability/Assets</b>			<b>1,845,875</b>

রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড  
শেয়ার অফিস, চিনিশিল্ল ভবন (৬ষ্ঠ তলা) ও দিলকুশা বা/এ, ঢাকা-১০০০।

প্রতিনিধি পত্র

শেয়ার সংখ্যা

ফলিও/বিও নম্বর

আমি/আমরা..... ঠিকানা.....

রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড এর শেয়ারহোল্ডার হিসেবে ২৩-১২-২০২৪ তারিখে হাইব্রিড প্লাটফর্ম লিংক :

<https://renwickja36.hybridgmbd.net> এর মাধ্যমে অনুষ্ঠিতব্য কোম্পানির ৩৬তম বার্ষিক সাধারণ সভায় এবং পরবর্তী মূলতবি  
সভায় আমরা/আমাদের পক্ষে ভোট প্রদানের প্রতিনিধি নিযুক্ত করলাম।

প্রতিনিধির স্বাক্ষর..... শেয়ারহোল্ডারের স্বাক্ষর.....

বিঃ দ্রঃ

(১) একজন সদস্য যিনি বার্ষিক সাধারণ সভায় উপস্থিত হওয়ার যোগ্য, তিনি তাঁর পক্ষে উপস্থিত থাকার জন্য এবং ভোট দেওয়ার জন্য  
একজন প্রতিনিধি নিযুক্ত করার ও যোগ্য প্রতিনিধি নিযুক্তির পত্র অবশ্যই সদস্যের স্বাক্ষর অথবা তাঁর নিকট হতে লিখিতভাবে  
যথাযথ ক্ষমতা প্রাপ্ত অ্যাটর্নি কর্তৃক স্বাক্ষরিত হতে হবে। প্রতিনিধি পত্র কোম্পানির শেয়ার অফিসের ই-মেইল:  
renwickagm@gmail.com এ সভা আরম্ভ হওয়ার ৭২ ঘন্টা পূর্বে প্রেরণ করতে হবে।

(২) যদি সদস্য কোনো কোম্পানি বা কর্পোরেশনের হয় সে ক্ষেত্রে এর কমন সিল (যদি থাকে) প্রতিনিধি পত্রে দিতে হবে। এ পত্র এবং  
তৎসহ “পাওয়ার অব অ্যাটর্নি” যার বলে উক্ত “প্রতিনিধি পত্র” সহি করা হয়েছে নোটারি পাবলিক কর্তৃক এর সত্যায়িত কপি  
কোম্পানির শেয়ার অফিসের ই-মেইল renwickagm@gmail.com এ সভা আরম্ভ হওয়ার ৭২ ঘন্টা পূর্বে প্রেরণ করতে হবে।

রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লিমিটেড

৩৬ তম বার্ষিক সাধারণ সভা

তারিখ: ২৩ ডিসেম্বর ২০২৪, সময়: সকাল ১০: ০০ ঘটিকা

হাইব্রিড প্লাটফর্ম লিংক : <https://renwickja36.hybridgmbd.net>

হাজিরা পত্র

আমি ২৩-১২-২০২৪ তারিখে অনুষ্ঠিতব্য রেণউইক, যজ্ঞেশ্বর অ্যান্ড কোং (বিডি) লি. এর ৩৬তম বার্ষিক সাধারণ সভায় আমার উপস্থিতি লিপিবদ্ধ  
করলাম।

শেয়ার হোল্ডারের নাম..... স্বাক্ষর.....

শেয়ার সংখ্যা..... ফলিও/বিও নম্বর.....

প্রতিনিধির নাম..... স্বাক্ষর.....