



ANNUAL REPORT 2024-2025

Rangpur Dairy & Food Products Limited
www.rdmilk.com

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COMPANY INFORMATION

NAME OF THE COMPANY: RANGPUR DAIRY & FOOD PRODUCTS LIMITED
LEGAL STATUS : Public Limited Company
MANAGING DIRECTOR: M. A. Kabir

BOARD OF DIRECTORS

Rumana Kabir	Chairman
M. A. Kabir	Managing Director
Fahim Kabir	Director Finance
Concrete & Steel Technologies Ltd.	Director (Represented by Mr. Abu Hena Islam)
Bidisha International	Director (Represented by Ms. Afrida Farnaz)
Md. Rezaul Karim	Independent Director
Ahmed Hossain	Independent Director

Audit Committee

Md. Rezaul Karim	Chairman
M. A. Kabir	Member
Ahmed Hossain	Member
Yeasin Arafat	Secretary

Nomination & Remuneration Committee

Ahmed Hossain	Chairman
Md. Rezaul Karim	Member
Fahim Kabir	Member
Yeasin Arafat	Secretary

Company Secretary	Yeasin Arafat
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Head of Internal Audit	Ashraful Alam
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SENIOR EXECUTIVES AND OFFICERS

Finance Director	: Mr. Fahim Kabir
Company Secretary	: Mr. Yeasin Arafat
DGM (Factory)	: Mr. Ashraful Alam
DGM (Share Department)	: Mr. Ranjit Kumar Basak

INVESTORS' RELATIONS DEPARTMENT:

23 Adersha Chayaneer (3rd floor), Ring Road, Adabor, Mohammadpur, Dhaka-1207
Phone: 01978090817, E-mail: share@rdmilk.com.bd, Website: www.rdmilk.com

STATUTORY AUDITORS':

Khan Wahab Shafique Rahman & Co. Chartered Accountants
Rupali Bima Bhaban, 7, Rajuk Avenue (5th & 6th floor), Motijheel, Dhaka-1000.

CORPORATE GOVERNANCE AUDITORS':

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

BANKERS:

NCC Bank Limited: Motijheel, Shyamoli & Rangpur Branch.
Dutch-Bangla Bank Limited: Ring Road Branch, Dhaka.
Islami Bank BD Limited : Shymoli Branch, Dhaka.
Jamuna Bank Limited: Dhanmondi Branch, Dhaka.
Meghna Bank Limited: Motijheel Branch, Dhaka.
Pubali Bank Limited: Ring Road Branch, Dhaka.
Prime Bank Limited : Foreign Ex. Branch, Dhaka.
Union Bank Limited: Hatkhola Branch, Dhaka

HEAD OFFICE:

23 Adersha Chayaneer
Ring Road, Adabor
Mohammadpur, Dhaka-1207

REGISTERED OFFICE & FACTORY:

Salaipur, Baldipukur, Mithapukur
Rangpur-5460

VISION:

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

MISSION:

- To be the market leader in the dairy industry by providing high quality dairy brands to the market.
- To achieve this for delighting customers by providing "Fresh and healthy" Food products with high quality and improved nutritional standards.
- To be a preferred employer by nurturing entrepreneurship, managing career aspirations and providing innovative avenues for employee with enhanced prosperity.
- We are committed to enhance prosperity and the empowerment of the farming community through our unique "Relationship Farming" Model.

MAJOR MILESTONES OF THE COMPANY:

- 2004 : Incorporated as Private Limited Company
- 2007 : Started Commercial Operation.
- 2010 : Conversion to Public Limited Company.
- 2011 : Public Issue of Share through IPO.



RANGPUR DAIRY & FOOD PRODUCTS LIMITED
23 Adarsha Chyaneer, Ring Road, Adabor, Dhaka-1207

NOTICE OF THE 21ST ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting (AGM) of Rangpur Dairy & Food Products Limited will be held on Monday, December 22, 2025 at 11:00 a.m. through a Hybrid System Platform, Venue: Salaipur, Baldipukur, Mithapukur, Rangpur, to transact the following businesses:

1. To receive, consider and adopt the audited Financial Statements of the company for the year ended June 30, 2025 together with reports of the Directors' and Auditors' thereon.
2. To declare Dividends for the year ended as on June 30, 2025.
3. To elect/re-elect Directors of the Company.
4. To appoint Statutory Auditors of the Company for the year 2025-2026 and fix their remuneration.
5. To appoint Compliance Auditor for the year 2025-2026 and fix their remuneration.

Special Business:

6. To change the name of the Company to "Rangpur Dairy & Food Products PLC" from "Rangpur Dairy & Food Products Limited".

Pursuant to the Companies (Second Amendment) Act, 2020 to adopt the change of registered name of the Company to "Rangpur Dairy & Food Products PLC" from "Rangpur Dairy & Food Products Limited" and to amend the relevant clauses of the Memorandum of Association of the Company and other relevant clauses of the Memorandum and Articles of Association of the Company.

The draft of the Special Resolution proposed to be passed is given below.

Resolved that, proposal of changing of registered name of the Company to "Rangpur Dairy & Food Products PLC" from "Rangpur Dairy & Food Products Limited" in accordance with the Companies (Second Amendment) Act, 2020 and amend the relevant clauses of the Memorandum of Association and Articles of Association of the Company, be and hereby approved subject to approval of the regulatory authorities.

Further Resolved that, the old name of the company will be replaced by the new name in all the statutory/title documents, licenses and other relevant documents.

Dated: Dhaka
November 30, 2025.

By order of the Board of Directors

(Yeastin Arafat)
Company Secretary

NOTES:

- a) The members, whose names appeared in the Member's Register of the Company on the Record Date i.e. December 07, 2025 are eligible to participate in the meeting and received dividend.
- b) The 21st AGM of the Company would be conducted through Hybrid System in pursuant to the Bangladesh Securities and Exchange's Order.
- c) Members can cast their vote through online or e-voting starting from 24 hours before the AGM. The AGM link is "<https://rdfood.bdvirtualagm.com>".
- d) As per BSEC notification No. BSEC/CMRRC/2006/158/208/Admin/81, dated 30.06.2018, soft copies of the Annual Report 2024-2025 along with the attendance slip, Proxy Form and the Notice will be forwarded to all members at their respective e-mail addresses available with us as per CDBL record. These are also available in the company's website at: www.rdmilk.com.
- e) A Member eligible to attend the AGM may appoint a proxy to attend and vote on his/her behalf. No person shall act as proxy unless he/she is entitled to be present and vote in his/her own right. The "Proxy Form" duly filled, signed and stamped at BDT 20 must be sent to share department of Rangpur Dairy & Food Products Limited or email at share@rdmilk.com.bd no later than 48 hours before commencement of the AGM.
- f) Members are requested to notify their changes of address, if any.



Photographs of 20th AGM

MESSAGE FROM CHAIRMAN



Dear Shareholders
Assalamu Alaikum,

It gives me immense pleasure to welcome you all to the 21st Annual General Meeting of Rangpur Dairy & Food Products Limited and to present before you the Annual Report for the financial year ended June 30, 2025.

Despite facing numerous internal and external challenges, our company has achieved sustainable revenue growth through the implementation of an efficient management system across all operational areas. By maintaining strong competitiveness in the market, we have continued to progress in line with our strategic vision.

During the year, we expanded both our domestic and international markets by improving product quality and strengthening our distribution network. We also diversified our product portfolio and enhanced our manufacturing capacity through various technical and operational improvements.

However, considering the challenging business environment and the company's financial position, the Board of Directors has recommended a 1% Cash Dividend for the year ended June 30, 2025, subject to the approval of shareholders at the 21st Annual General Meeting.

Looking ahead, we are confident that FY 2025–2026 will be a successful year for Rangpur Dairy & Food Products Limited. We remain committed to taking the right steps to sustain growth, enhance efficiency, and deliver long-term value to our shareholders. I sincerely thank all shareholders for their continued trust and confidence in our company.

We are also grateful to our valued customers for their consistent support and confidence in our products, services, and people. In keeping with our corporate policy, we continue to implement innovative strategies and development projects to sustain growth, increase profitability, and ensure the best possible return on shareholders' investments.

In conclusion, I would like to acknowledge that the business environment surrounding us continues to evolve rapidly. We will respond to these changes with renewed determination and optimism, striving for the sustained welfare and advancement of the company in the coming years.

On behalf of the Board of Directors, I extend my heartfelt thanks and appreciation to all shareholders, stakeholders, employees, and well-wishers for their unwavering support. I look forward to your continued encouragement as we move forward together toward a brighter future.

Rumana Kabir
Rumana Kabir
Chairman

Place: Dhaka
Date: November 01, 2025

MESSAGE FROM MANAGING DIRECTOR



Hon'ble Shareholders,

It is my great pleasure to welcome you all to the 21st Annual General Meeting of Rangpur Dairy & Food Products Limited for the year ended June 30, 2025, which will be held on December 22, 2025. As usual, the Annual Report, containing the Directors' Report and other statutory statements as required by applicable laws and regulatory authorities, has already been circulated for your kind perusal.

The business environment during the year under review was marked by significant challenges. The ongoing war and the persistent foreign currency (U.S. Dollar) crisis have had far-reaching impacts on both global and domestic markets. You are all aware that almost all industries in the country are passing through a difficult phase, and our company is no exception.

Despite these adversities, we have continued to pursue our commitment to growth and sustainability. Rising prices of raw materials, higher production costs, increasing electricity and fuel expenses, and sustained inflationary pressures have affected our profitability. Although sales increased during the year, profits were adversely impacted by the sharp escalation in input costs.

During the financial year 2024–2025, the Company achieved a net profit after tax of Tk. 46.11 million, while total revenue stood at Tk. 1,244.0 million, slightly higher than the previous year. Earnings per share (EPS) was Tk. 0.61. The decline in net profit was mainly due to increased financial interest, corporate tax rate from 15% to 22.5% raw material prices, higher production and distribution costs, and overall inflationary pressure in the economy. Additionally, intensified market competition and rising utility expenses affected the Company's gross margin.

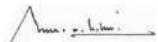
Before concluding, I would like to extend my sincere appreciation to the Government authorities, private sector partners, and civil society organizations for their continued efforts in promoting good governance and protecting shareholders' rights.

Finally, on behalf of the Board of Directors, I express our heartfelt gratitude and appreciation to all our shareholders, customers, suppliers, employees, and other stakeholders for their steadfast support, confidence, and encouragement.

With best wishes for your continued prosperity and success.

Place: Dhaka

Date: November 01, 2025


Engr. M. A. Kabir
Managing Director

Directors' Profile

Mrs. Rumana Kabir

Chairman

Mrs. Rumana Kabir, daughter of Mr. Monirul Huda and Mrs. Nargis Huda, was born in 1964 and hails from a reputed Muslim family in Khulna. She obtained her Master's degree in Social Science from Rajshahi University in 1993.

Mrs. Kabir has extensive business experience, having served in various leadership roles across multiple organizations. As a dynamic and visionary leader, she has been instrumental in guiding the strategic direction of Rangpur Dairy & Food Products Ltd. and its affiliated ventures. She is also a Director of Bangladesh Specialized Hospital Ltd. and has been actively involved in Concrete and Steel Technologies Ltd., gaining vast experience in the construction industry. Mrs. Kabir is widely travelled having visited Thailand, Malaysia, the UK, USA, Canada, China, France, Germany, and Italy for strategic business meetings and professional development. She is actively connected with numerous social and philanthropic organizations. With her proven leadership and experience, Mrs. Kabir confidently leads the company toward continued growth and expansion.

Mr. M. A. Kabir

Managing Director

Mr. M. A. Kabir is the Founder Managing Director of Rangpur Dairy & Food Products Limited. He obtained his Bachelor of Science (B.Sc.) degree in Civil Engineering from the Bangladesh University of Engineering and Technology (BUET) in 1984 and completed Total Quality Management (TQM) training from AOTS, Japan, in 2006.

Mr. Kabir has been actively involved in industries such as telecommunications, consultancy, trading, construction, and healthcare. He is also the Founder Managing Director of Concrete and Steel Technologies Ltd. and Bangladesh Specialized Hospital Ltd. Mr. Kabir possesses an in-depth understanding of product distribution networks across Bangladesh, having successfully led several large-scale business ventures. His exceptional business acumen, strategic foresight, and leadership have played a pivotal role in the sustained growth and expansion of the company. He has also travelled extensively to countries including Singapore, Thailand, Malaysia, Turkey, India, China, Japan, the United Kingdom, Italy, Germany, France, Denmark, the United States, and Canada to foster global partnerships and explore new business opportunities.

Mr. Fahim Kabir

Director

Mr. Fahim Kabir serves as a Director of Rangpur Dairy & Food Products Limited. He completed his undergraduate studies at BRAC University and subsequently earned his Master's degree from a reputed institution in the United Kingdom. With over 10 years of professional experience in business management, Mr. Fahim has served as a Director in several organizations, contributing to their strategic growth and operational excellence. He is also a Director of Bangladesh Specialized Hospital Ltd. He has travelled to several countries, including Thailand, India, Malaysia, the United Kingdom, the United States, China, France, Germany, Italy, and Singapore, for business development and international networking purposes.

Ms. Afrida Farnaz

Director (Nominated by Bidisha International Limited)

Ms. Afrida Farnaz serves as a nominated Director of Rangpur Dairy & Food Products Limited, representing Bidisha International Limited. She holds a Master's degree from the University of Bristol, United Kingdom, and possesses over nine years of professional experience in business management. Ms. Farnaz has strong expertise in the trading sector and serves as an Executive Director in several associated ventures. She is also actively involved with various social and community development organizations across the country, reflecting her commitment to corporate responsibility and social welfare.

Mr. Abu Hena Islam

Director (Nominated by Concrete & Steel Technologies Limited)

Mr. Abu Hena Islam is a nominated Director of Rangpur Dairy & Food Products Ltd. representing Concrete & Steel Technologies Limited. He holds a Master of Commerce (Accounting) degree from National University and brings over 17 years of business experience. He began his career with Power Trade Group and joined Concrete & Steel Technologies Ltd. in 2008, where he continues to serve in a senior capacity. Mr. Islam is a dynamic and energetic professional with extensive experience in management and operations. For business purposes, he has travelled to Thailand, India, Malaysia, China, Sri Lanka, Maldives, and Singapore.

DIRECTOR'S REPORT TO THE SHAREHOLDERS **For the year ended on June 30, 2025**

Honourable Shareholders,
Assalamu alaikum,

The Board of Directors of Rangpur Dairy and Food Products Limited (RDFPL) warmly welcomes all of you at the 21st Annual General Meeting of the company. It is our pleasure to present you the business overviews, audited financial statements with auditor's report and the compliance report of the compliance auditor of the company for the year ended on 30th June 2025 for your consideration, approval and adoption. The business situation has been considering predominant economical present condition of the country.

BUSINESS OVERVIEW

Over the past couple of years, the dairy, food, and allied industries in Bangladesh have faced significant challenges. Smaller companies in this sector have struggled to survive due to intense competition, while power and gas shortages, insufficient investment, and weak infrastructure continue to disrupt industrial production and discourage new investment.

Rangpur Dairy & Food Products Limited (RDFPL) remains committed to producing safe and high-quality food for consumers across the country as well as for international markets. Despite the challenging business environment, the Company has focused on sustainable growth by strategically allocating expenses in line with market demand and continuously enhancing productivity through an efficient management system.

To maintain market competitiveness, RDFPL has expanded both its domestic and international presence by reforming distribution systems, diversifying the product portfolio, and enhancing manufacturing capacities through technical improvements. While the food industry contributes significantly to employment in Bangladesh, rising raw material costs, tax policies, and economic instability have led to increased production and operational expenses. As a result, the Company's net profit after tax has decreased compared to the previous year.

INDUSTRY ANALYSIS

The dairy, food, and allied sectors have experienced slower growth in recent years due to declining consumer purchasing power. While UHT milk and other value-added products are gaining popularity, overall sector growth has been impacted by economic instability, infrastructural limitations, and rising costs.

RDFPL continues to focus on efficient cost management, operational excellence, and market-responsive strategies to ensure sustainable growth despite these challenges.

UHT MILK

Ultra-High Temperature (UHT) milk is rapidly gaining popularity in Bangladesh due to its hygienic nature and convenient storage. Cow's milk is sterilized by heating it to 135–150°C for four seconds and then packaged in six-layer brick packs, which prevent air, moisture, and sunlight from entering, allowing the milk to remain safe and fresh for up to six months at room temperature.

The primary advantage of UHT milk is that it can be consumed directly after opening, without immediate refrigeration. Invented about 60 years ago, this method is gradually gaining traction in Bangladesh. Nutritional awareness, especially during the COVID-19 pandemic, has further boosted UHT milk sales, and this trend continues to grow. Although the production and packaging costs of UHT milk are higher than pasteurized milk, its long-term quality and convenience make it a promising product for the future.

QUALITY CONTROL & PRODUCT SAFETY

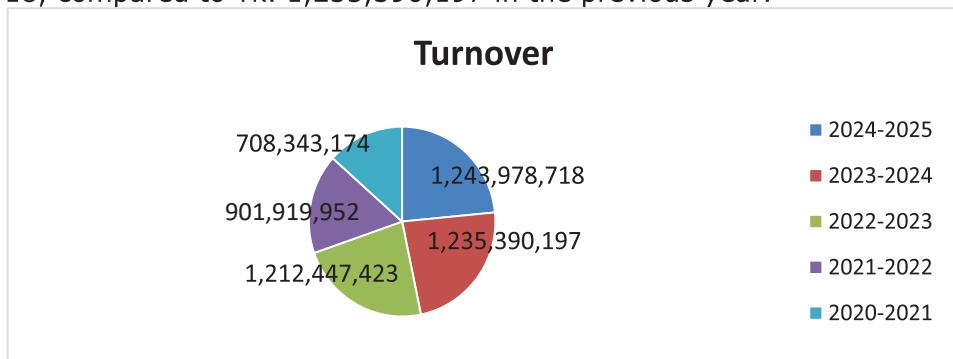
Quality is our top priority. As a food manufacturing company, our primary goal is to provide customers with products that are safe, nutritious, and prepared with the utmost care. From sourcing ingredients to final packaging, we ensure that only the highest-quality materials are used.

Every new product undergoes rigorous testing and is approved by the Bangladesh Standards and Testing Institution (BSTI) before production. We conduct a wide range of tests on both raw materials and finished products, including assessments for shelf-life consistency and heat resistance.

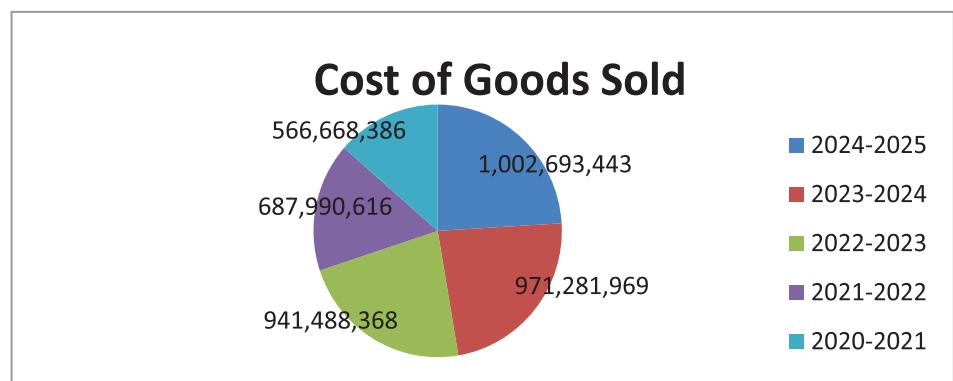
Our packaging approach emphasizes efficiency and clarity, providing consumers with all essential information, from ingredients and nutritional facts to certifications and usage instructions. We believe that quality control is integral to the sustainability of our business. All employees are trained in Good Manufacturing Practices (GMP), which encompass hygiene, safety, and operational excellence, ensuring that every stage of production adheres to the highest standards.

FINANCIAL ANALYSIS:

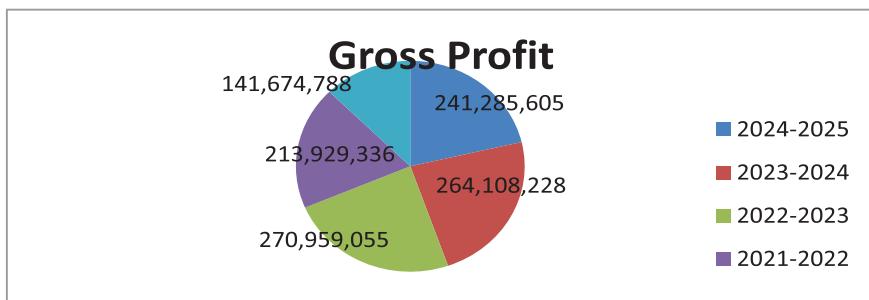
TURNOVER: During the financial year 2024–2025, the Company's turnover was Tk. 1,243,978,718, compared to Tk. 1,235,390,197 in the previous year.



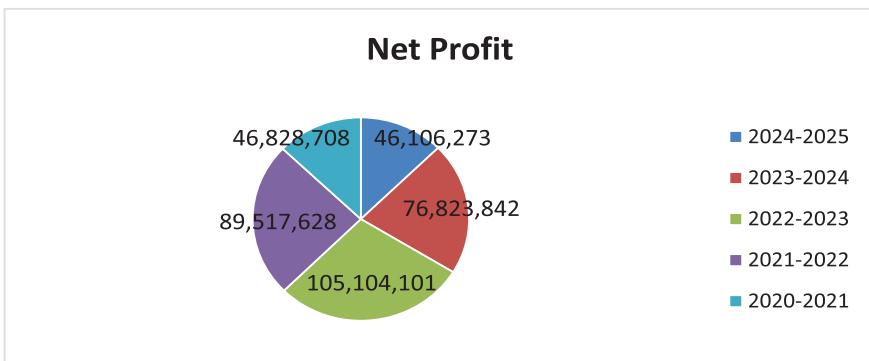
COST OF GOODS SOLD: During the year 2024-2025 cost of goods sold of RDFPL was Tk. 1,002,693,443 as against last year was Tk. 971,281,969.



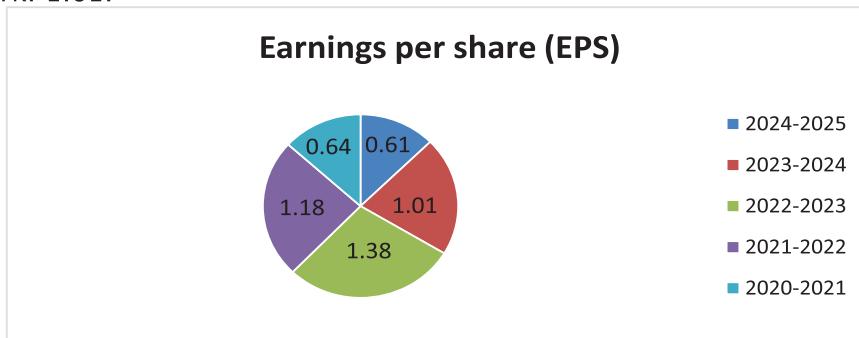
GROSS PROFIT: The Company earned a gross profit of Tk. 241,285,605 during the year, compared to Tk. 264,108,228 in the preceding year.



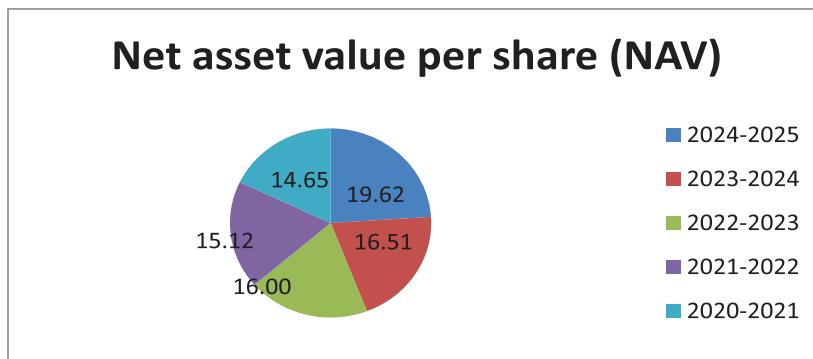
NET PROFIT: The net profit after tax for the year stood at Tk. 46,106,273, compared to Tk. 76,823,842 in the previous year.



EARNINGS PER SHARE (EPS): During the year earnings per share was TK. 0.61 as against last year was Tk. 1.01.



NET ASSET VALUE PER SHARE (NAV): Net Asset Value per share as on June 30, 2025 was Tk. 16.52 as against dated June 30, 2024 was Tk. 16.51.



BRAND AND COMMUNICATIONS:

The Company continues to invest in brand building and communication, adopting innovative techniques to strengthen product recognition, customer loyalty, and market acceptance.

HUMAN RESOURCES:

Employees are the core asset of RDFPL. The Company promotes proactivity, goal orientation, teamwork, and merit-based recognition. The HR Department operates under policies and plans approved by the Board, offering on-the-job training, skill development, and career progression opportunities. RDFPL is an equal opportunity employer and considers human resources as the engine of growth, implementing a dynamic HR strategy to drive organizational success.

RAW MATERIALS:

RDFPL sources most raw milk locally from Rangpur, Thakurgaon, Dinajpur, Bogura, Pabna, Kurigram, Joypurhat, Gaibandha, Nilphamari, Lalmonirhat, Sirajganj, and other districts. Imported materials include packaging materials, mango compound, banana compound, strawberry compound, and aseptic packs from Denmark, Italy, Vietnam, Malaysia, India, and China.

SALES, MARKETING & DISTRIBUTION:

A strong distribution network is key to sales performance. During 2024–2025, RDFPL expanded distribution to under served areas, including the south-west regions facilitated by the Padma Bridge. The Company focuses on direct sales mechanisms and has opened additional depots, resulting in increased sales volume despite stiff competition. Continuous improvements are made in logistics, distribution network, and customer reach to ensure product availability nationwide.

CREDIT RATING:

On July 29, 2025, Emerging Credit Ratings Limited (ECRL) maintained RDFPL's long-term rating at A and short-term rating at ST-3, with a stable outlook, valid until June 30, 2026

EXPANSION & FUTURE PLAN:

The Board and Management are working closely to increase production, expand the product portfolio, and explore new export markets. RDFPL continues to enhance product quality and global market presence to meet growing consumer demand and strengthen customer trust.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

RDFPL remains committed to CSR activities, focusing on improving the prosperity of rural families and providing safe, hygienic, and affordable food products to communities across Bangladesh.

GROSS PROFIT MARGIN RATIO:

Gross Profit is the difference between sales and the cost of goods sold Gross Profit = (Sales-Cost of Goods Sold) The Gross Profit margin is one indicator to diagnose the financial health of a business. Larger gross profit margins are better for business-the higher the percentage, the more the business retains of each taka of sales for other expenses and net profit. Gross Profit Margin % = (Gross Profit/Sales) X 100.

NET PROFIT MARGIN RATIO:

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

FINANCIAL STATEMENT:

The management confirms that the financial statements i.e., the result of its operations, statement of cash flows and changes in equity of Rangpur Dairy & Food Products Limited is prepared and presented fairly.

FINANCIAL DISCLOSURE RESPONSIBILITY OF THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER:

Prior to the submission of the company's financial statements, the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) primarily oversee their review. If their review identifies any unreasonable or incorrect information, they notify the Board accordingly. After completing their review, they provide the Board with a certificate affirming the fairness and accuracy of the financial statements (**Annex-A**). On October 30, 2025, during the Board meeting, the CEO/MD and CFO jointly submitted the certification, in compliance with the institutional governance requirements of the BSEC notification dated June 3, 2018.

BOOKS OF ACCOUNTS:

The management states that Rangpur Dairy & Food Products Limited has been maintained the proper books of accounts.

ACCOUNTING POLICIES:

The management confirms that Rangpur Dairy & Food Products Limited has been consistently applied the appropriate accounting policies in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.

ACCOUNTING STANDARDS:

The management confirms that Rangpur Dairy & Food Products Limited has been followed the International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh in preparation of the financial statements and any departure there from has been adequately disclosed.

INTERNAL CONTROL:

The management confirms that internal control of Rangpur Dairy & Food Products Limited is sound in design and has been effectively implemented and monitored.

RELATED PARTY & TRANSACTIONS:

No related party transaction has been occurred during the year 2024-2025.

SUBSIDIARY AND ASSOCIATES:

There are no subsidiary and associates companies has been occurred during the year 2024-2025.

MINORTY SHAREHOLDERS:

The management confirms that the minority shareholders of Rangpur Dairy & Food Products Limited have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effectively means of redress.

EXTRA-ORDINARY GAIN/(LOSS):

The management confirms that there is no significant extra ordinary gain or loss occurred during the reporting year.

SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND PERIOD ENDED REPORT:

There was some significant difference between quarterly performance and overall period ended performance of the Company. Decline in EPS from Tk. 1.01 to Tk. 0.61 due to higher import costs inflation, and include bank interest rate. NOCFPS also decreased from Tk. 1.47 to Tk. 0.16, mainly due to changes in collection and payment timing. As a result, the company is facing liquidity constraints reflected through delayed payments of bank and other liabilities.

GOING CONCERN:

The management confirms that there is no significant doubt upon the issuer of company's ability to continue as a going concern.

WEBSITE:

www.rdmilk.com; linked with stock exchanges for all disclosures and financial updates.

FINANCIAL RESULTS AND APPROPRIATIONS:

The Directors of the company submitted to report to its shareholders the financial result of the company for the year ended on June 30, 2025 and their recommendations of earnings for the year under review as follows:

Particulars	FY 2024-2025	FY 2023-2024
Net Profit after tax	46,106,273	76,823,842
Add: Accumulated (Surplus brought forward)	272,073,787	232,425,015
Revalued amount	787,551	811,908
Profit Available for Appropriations	318,967,611	310,060,765
Dividend Paid (2023-2024)	(15,194,791)	(37,986,978)
Proposed Dividend (October 30, 2025)	(7,597,396)	(15,194,791)
Balance Carried Forward	296,175,425	256,878,996

RECOMMENDATION OF DIVIDEND

The Board of Directors is pleased to recommend a 1% cash dividend for the year ended 30 June 2025. Payment of the recommended dividend shall be subject to the approval of the shareholders at the 21st AGM. Shareholders whose names appear on the Register of Members or the CDBL Register on the Record Date of 07 December 2025 shall be entitled to receive the cash dividend.

AUDIT COMMITTEE:

In accordance with Condition No. 5 of the Bangladesh Securities and Exchange Commission's (BSEC) notification no. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018, the Audit Committee of the Company has been duly constituted comprising three (3) members, including two (2) Independent Directors of high repute, possessing diversified knowledge and experience.

The Audit Committee has been functioning effectively and prudently in carrying out its responsibilities as per the terms of reference approved by the Board. During the year under review, the Committee held detailed discussions and analyses on matters relating to the internal audit system, preparation of un-audited periodical financial statements, annual financial statements, and the observations made by the external auditors. The Committee's reports and recommendations were placed before the Board for consideration and necessary action.

NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to Condition No. 6 of the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC) through notification no. BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018, the Nomination and Remuneration Committee (NRC) a sub-committee of the Board has been duly formed.

The NRC is responsible for formulating policies and making recommendations to the Board concerning the nomination, evaluation, and remuneration of Directors, top-level executives, and key management personnel in alignment with good governance practices and the Company's strategic objectives.

BOARD MEETINGS:

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

THE PATTERN OF SHAREHOLDING:

In accordance with the requirement of the Bangladesh Securities and Exchange Commission, "The pattern of shareholding" is **annexure-II**.

KEY OPERATING AND FINANCIAL DATA OF AT LEAST PRECEDING 5 (FIVE) YEARS:

The key operating and financial data of at least preceding 5 (five) years is given in **annexure-III**.

COMPLIANCE OF CORPORATE GOVERNANCE:

Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) notification no. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, the Corporate Governance Compliance Report and the Certificate on Compliance of Conditions of Corporate Governance issued by the Compliance Auditors have been made an integral part of this Annual Report and are enclosed as **Annexure – B** and **Annexure – C**, respectively.

REMUNERATION PAID TO THE DIRECTORS INCLUDING INDEPENDENT DIRECTORS:

This remuneration provided in the Notes no 39.00 of the audited financial statements.

DIRECTORS' RETIREMENT AND REAPPOINTMENT

In accordance with the provisions of the Articles of Association of the Company, one-third of the total number of Directors retire by rotation every year. Accordingly, in the forthcoming 21st Annual General Meeting (AGM), Ms. Afrita Farnaz, Mr. Abu Hena Islam, and Mr. Md. Rezaul Karim will retire by rotation and, being eligible, have offered themselves for reappointment.

The Board of Directors has agreed and recommended their reappointment as Directors of the Company for the ensuing term, subject to the approval of the shareholders at the 21st AGM.

APPOINTMENT OF STATUTORY AUDITOR:

In accordance with the provisions of the Companies Act, 1994 and the guidelines of the Bangladesh Securities and Exchange Commission (BSEC), Khan Wahab Shafique Rahman & Co., Chartered Accountants, having its office at Rupali Bima Bhaban, 7 Rajuk Avenue, Motijheel, Dhaka-1000, will retire as the Statutory Auditors of the Company at the 21st Annual General Meeting (AGM). Being eligible, they have expressed their willingness to be reappointed as Statutory Auditors for the financial year 2025–2026.

The Board of Directors, based on the recommendation of the Audit Committee, has approved the proposal to reappoint Khan Wahab Shafique Rahman & Co., Chartered Accountants as the Statutory Auditors of the Company for the year 2025–2026 until conclusion of 22nd AGM, subject to approval by the shareholders at the 21st AGM.

APPOINTMENT OF PROFESSIONAL FIRM WITH RESPECT TO BSEC CORPORATE GOVERNANCECODE:

In accordance with the Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), Tareque & Associates, Cost & Management Accountants, will retire as the Compliance Auditors of the Company at the 21st Annual General Meeting (AGM). Being eligible, the existing Compliance Auditors have expressed their willingness to be reappointed for the financial year 2025–2026.

The Board of Directors, upon the recommendation of the Audit Committee, has approved the proposal to reappoint Tareque & Associates, Cost & Management Accountants as the Compliance Auditors of the Company for the year 2025–2026, subject to the approval of the shareholders at the 21st AGM.

RELATION AND COMMUNICATION WITH THE SHAREHOLDERS:

The Company has been consistently holding its Annual General Meetings (AGMs) in full compliance with the Companies Act, 1994. Through these meetings, shareholders are apprised of the Company's operational performance, significant initiatives, and development activities undertaken during the reporting year. This practice ensures that shareholders, relevant authorities, and other stakeholders receive transparent and timely information regarding the Company's overall progress.

Furthermore, shareholders may obtain any additional information or clarification from the Company's Share Department as and when required.

UNCLAIMER & UNPAID CASH DIVIEDND:

Total unpaid & unclaimed cash dividend of the company was total tk. 18,89,155 as on 30.06.2025. Details are as bellow:

Year	No. of Shareholders	Amount (Tk)
2023-2024	2433	279,551.00
2022-2023	2247	416,599.00
2021-2022	2522	501,058.00
2020-2021	2488	287,252.40
2019-2020	2669	404,694.60
Total		1,889,155.00

RECOGNITION AND COMPLIMENTS:

The Board of Directors extends its heartfelt gratitude to the valued shareholders, the relevant ministries, the National Board of Revenue (NBR), patrons, and all stakeholders of the food industry for their continued support and cooperation. The Board also expresses sincere appreciation to the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange PLC (DSE), Chittagong Stock Exchange PLC (CSE), and other regulatory authorities of the Government of Bangladesh for their guidance and assistance. The Board further thanks the banking partners for their steadfast financial support in sustaining operations and fostering growth.

The Board of Directors also conveys deep appreciation to all officers, employees, buyers, consumers, patrons, well-wishers, and all concerned for their sincere contributions to the Company's success. We remain especially grateful to our respected shareholders for their unwavering trust and continuous support.

The trust and confidence of our shareholders inspire the Board and management to remain dedicated and motivated in advancing Rangpur Dairy & Food Products Limited as a leading enterprise in Bangladesh's business community.

May Almighty Allah accept our sincere efforts for the progress of our Company and the prosperity of our Nation. We pray to Him for continued guidance, blessings, and success in all our future endeavors.

Allah Hafiz

Approved by the Board of Directors and signed on its behalf,

Rumana Kabir
(Rumana Kabir)
Chairman

Annexure I

Board Meeting Attendance Report (2024-2025)

Condition No.: 1(5)(xxii), Total Board Meetings Held: 11, Attendance Details by Director

SL	Name of Directors	Meeting attended
1.	Mrs. Rumana Kabir	11
2.	Mr. M. A. Kabir	11
3.	Mr. Fahim Kabir	10
4.	Ms. Afrida Farnaz (Representative of Bidisha International)	04
5.	Mr. Abu Hena Islam (Representative of Concrete & Steel Technologies Ltd.)	09
6.	Md. Rezaul Karim	08
7.	Mr. Ahmed Hossain	08

Annexure-II

As per BSEC guideline Condition no. 1(5)(xxiii) the **pattern of shareholding** status as on June 30, 2025 is given bellow:

Held by Parent/subsidiary/Associated and other related pattiess Nil
Held by Sponsor & Directors:

Name	Position	No. of shares
Mrs. Rumana Kabir	: Chairman	2,514,721
Mr. M. A. Kabir	: Managing Director	8,174,640
Mr. Fahim Kabir	: Director	2,660,763
Concrete & Steel Technologies Ltd.	: Corporate Director	8,937,838
(Represented by Mr. Abu Hena Islam)		
Bidisha International	: Corporate Director	5,153,785
(Represented by Ms. Afrida Farnaz)		
Mr. Md. Rezaul Karim	: Independent Director	Nil
Mr. Ahmed Hossain	: Independent Director	Nil
Mr. S. M. Fakhar-uz-Zaman	: Sponsor	105,060
Mrs. Sultana Parvin	: Sponsor	951,114

Held by Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit:

Name	Designation	No. of shares
Mr. Yeasin Arafat	Company Secretary	Nil
Mr. Ashraful Alam	Head of Internal Audit	Nil

Held by Top 5 Salaried Executives:

Name	Designation	No. of shares
Mr. Yeasin Arafat	Company Secretary	Nil
Mr. Ashraful Alam	DGM (Factory)	Nil
Mr. Alimuzzaman	DGM (Commercial)	Nil
Mr. Ranjit Kumar Basak	DGM (Share)	Nil
Md. Jahangir Alam	Manager (QC)	Nil

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

Name	Designation	% of shares
Mr. M. A. Kabir	Managing Director	10.76%
Concrete & Steel Technologies Ltd.	Corporate Director	11.76%

Annexure-III

Key operating and financial data of preceding 5 (five) years – Condition no. 1(5)(xix)

Particulars	Unit	2024-2025	2023-2024	2022-2023	2021-2022	2020-2021
Authorized Capital	Taka	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Paid up Capital	Taka	759,739,560	759,739,560	759,739,560	759,739,560	737,611,230
Share Premium	Taka	130,731,200	130,731,200	130,731,200	130,731,200	130,731,200
Revaluation Reserve	Taka	92,011,576	92,011,576	92,701,698	93,413,163	94,146,634
Retained Earnings	Taka	303,772,820	272,073,787	232,425,015	164,470,873	118,253,267
Non-Current Assets	Taka	1,121,534,428	1,025,928,658	970,903,159	855,890,027	776,107,333
Intangible Assets	Taka	4,557,764	3,862,125	3,092,266	2,790,848	3,023,317
Investments	Taka	1,698,357	3,542,356	9,548,636	15,525,881	15,179,686
Current Assets	Taka	850,434,364	771,293,065	733,628,147	649,047,742	588,362,270
Current Liabilities & Provisions	Taka	549,912,962	459,667,974	406,976,543	292,953,872	238,208,970
Net Current Assets	Taka	300,521,402	311,625,382	326,651,604	356,093,870	350,153,833
Non-current liabilities	Taka	138,168,449	86,539,981	91,505,926	79,154,981	60,604,782
Net Sales Revenue	Taka	1,243,978,718	1,235,390,197	1,212,447,423	901,919,952	708,343,174
Cost of Goods Sold	Taka	1,002,693,113	971,281,969	940,488,368	687,990,616	566,668,386
Gross Profit	Taka	241,285,605	264,108,228	270,959,055	213,929,336	141,674,788
Operating Expenses	Taka	108,859,406	126,123,670	120,240,316	88,027,380	70,188,160
Profit from Operation	Taka	132,426,198	137,984,558	150,718,740	125,901,955	71,486,628
Net Profit before Income Tax	Taka	58,463,641	92,320,613	119,575,679	105,167,286	54,944,024
Net Profit/(Loss) after Income Tax	Taka	46,106,273	76,823,842	105,104,101	89,517,628	46,839,370

1. Liquidity Ratios: Current Ratio Quick Ratio Times Interest Earned Ratio Debt to Equity Ratio	1.55 1.01 1.85 0.33	1.68 1.09 3.19 0.25	1.80 1.14 5.45 0.21	2.22 1.51 6.96 0.16	2.47 1.79 4.19 0.16
2. Operating Ratios: Accounts Receivable Inventory Turnover Fixed Asset Turnover Total Asset Turnover	6.25 4.39 1.16 1.26	7.24 4.58 1.24 1.37	8.14 5.09 1.33 1.42	6.84 4.89 1.10 1.20	5.85 4.60 0.92 1.13
3. Profitability Ratios: Gross Margin Operating Income Net Income Return on Assets Return on Equity Earnings Per Share Net Asset Value Per Share	19.40 10.65 3.71 3.34 3.59 0.61 16.92	21.38 11.17 6.22 4.27 6.12 1.01 16.51	22.35 12.43 8.67 6.17 8.65 1.38 16.00	23.72 13.96 9.93 5.95 7.80 1.18 15.12	20.00 10.09 6.61 3.43 4.33 0.64 14.65

Rangpur Dairy & Food Products Limited
Code of Conduct
For
The Chairperson, other Board members and Managing Director

[As per Condition no. 1 (7) of the Notification on Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission vide BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018]

1. Introduction

This Code of Conduct for the Chairperson, other Board members and Chief Executive Officer (hereinafter referred to as "the Code") has been framed and adopted by Rangpur Dairy & Food Products Limited (RDFPL) (hereinafter referred to as "the Company or RDFPL") in compliance with the requirements of the Condition 1 (7) of Corporate Governance Code Notification BSEC/CMRRCD/2006158/207/Admin/80 Dated: 3 June 2018 of Bangladesh Securities and Exchange Commission.

This Code is intended to provide guidance to the Chairperson, other Board members and Managing Director to manage the affairs of the Company in an ethical manner. The purpose of this code is to recognize and emphasize upon the ethical behavior and to develop a culture of honesty and accountability.

This Code of Conduct attempts to set forth the guiding principles on which the Chairperson, other Board members and Managing Director shall operate and conduct themselves with the stakeholders, government and regulatory agencies, employees, customers and suppliers and anyone else with whom it is connected.

2. Definitions

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

"Board" shall mean the Board of Directors of the Company.

"Chief Executive Officer" means Managing Director.

"Directors" shall mean directors on the Board.

"Company" shall mean Rangpur Dairy & Food Products Limited.

3. Principles of the Code of Conduct

The code of conduct is a guidelines of the Executive Body to discharge their duties and responsibility as well as the affairs of the company in an enhancive, honest and in a good faith for the greater interest of the company and to avoid all sorts of conflict of interest.

4. Objective of the Code of Conduct

The core objective of this code of conducts is to provide sound standards of governance, clear understanding of the outline of the company, to balance out among company goal, principal activities and the way in which the Board operate, to foster full development of all individual abilities and skills in the Board and also growth the value of company and for all stakeholders, Page 1 of 4 to recognized the integrity, honesty & accountability and to serve in all spheres of activities of the company.

5. Compliance Guidance

The Chairperson, other Board members and Managing Director must act in a professional and ethical way and in the best interests of the company and shall uphold the highest standards of honesty, trust, fairness, integrity and diligence and also observe the following:

5.1 Transparency, Accountability & Confidentiality of Information

The Chairperson, other Board members and Managing Director should conduct themselves so as to meet the expectations of operational transparency of the stakeholders while at the same time maintaining confidentiality of information in order to foster a culture conducive to good decision making. "Confidential information" includes, among others, all information of the Company not authorized by the management of the Company for public dissemination.

All confidential information must be held in confidence, unless authorized by the Board or otherwise permissible in accordance with this Code; or the same is part of the public domain at the time of disclosure; or is required to be disclosed in accordance with applicable laws.

5.2 Prudent Conduct & behavior

The Chairperson, other Board members and Managing Director shall set service standard for the organization that reflects professionalism, expresses values and attitudes, as well as prudent conduct and positive behavior.

5.3 Conflict of interest

The Chairperson, other Board members and Managing Director shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company. The Chairperson, other Board members and Managing Director should disclose to the board whether they directly, indirectly or on behalf of third parties have a material interest in any transaction or matter directly affecting the Company. The Chairperson, other Board members and Managing Director Officer should facilitate the Independent Directors to perform their role effectively as Board Member and also a member of a committee of the Company. All transactions having conflict of interest should be carried out in accordance with law and be fully disclosed to the Board of Directors.

5.4 Financial Controls and Record

The company shall prepare and maintain its financial statements fairly and accurately in accordance with the applicable laws and accounting standards. Internal accounting and audit procedures fairly and accurately reflect all of the company's business transactions and disposition of assets. All required information shall be accessible to company's auditors and other authorized bodies.

5.5 Compliance with Laws, Rules and Regulations

The Chairperson, other Board members and Managing Director shall ensure compliance with the various legal/regulatory requirements as applicable to the business of the Company and Page 2 of 4 endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.

5.6 Insider Trading

The Chairperson, other Board members and Managing Director shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.

The Chairperson, other Board members and Managing Director should comply with the provision of the Companies Act, 1994 and applicable rules and regulations issued by the Bangladesh Securities Exchange Commission, Dhaka Stock Exchange and Chittagong Stock Exchange, insofar as they relate to prohibitions on insider trading.

5.7 Relationship with Environment

The Chairperson, other Board members and Managing Director should have firm commitment to choose and do the right things, along with the compliance of legal requirements in matters relating to the environment and community.

The Company should be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment in accordance with the applicable laws.

5.8 Human Resources/ Relationship with Employees

The Chairperson, other Board members and Managing Director should strive for causing the Company to maintain cordial employee relations. The Chairperson, other Board members and Managing Director should cause the Company to build competency based human resource systems and maintain human resource policies that have been directed at managing the growth of the organization efficiently.

5.9 Relationship with Customers

The Chairperson, other Board members and Managing Director should ensure that the Company is committed to supply products which ensure the highest quality standards with the requirements of the customers to ensure their total satisfaction.

5.10 Shareholders/Investors

The Chairperson, other Board members and Managing Director should be committed to enhance shareholders/investors value and in insuring that the company complies with all regulations and laws that govern shareholders' right. They should also fairly inform its shareholders about all relevant aspects of the company's business and disclose such information in accordance with the respective regulations and agreements.

5.11 Relationship with Suppliers

The Chairperson, other Board members and Managing Director should maintain a good business relationship and liaison with company suppliers. This shall be achieved through Page 3 of 4 proper business communication and by treating suppliers indifferently, fairly and honestly. They also ensure that the supplier is committed to supply the raw materials persistently to keep the production stream moving, as well as consider the availability, quality and price of raw materials.

5.12 Independency

The Chairperson, other Board members and Managing Director should remain independent in all material respects.

The Chairperson, other Board members and Managing Director should act impartial to the Employees, Customers, Suppliers and other Stakeholders.

5.13 Safeguarding the Company's property

The Chairperson, other Board members and Managing Director shall be responsible to protect Company's property regardless of whether the same is tangible or intangible. Further they must ensure that the use of Company's Property for illegal or non-ethical business purposes shall be strictly prohibited. They also assure that all the employees are therefore accountable to take proper and due care of the property entrusted to him/her.

5.14 Equality and safest Working Environment

The Chairperson, other Board members and Managing Director shall maintain equality while dealing with every individual of the company including safest Working Environment.

Compliance with the Code This Code has not specifically addressed every potential form of unacceptable conduct and it is expected that the Chairperson, other Board members and Managing Director will exercise good judgment in compliance with the principles set out in this Code. The Chairperson, other Board members and Managing Director have a duty to avoid any circumstances that would violate the letter or spirit of the Code.

Amendment to the Code of Conduct

The provisions of this Code can be amended/ modified by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC), from time to time and all such amendments/ modifications shall take effect from the date stated therein. The Chairperson, other Board members and Managing Director shall be duly informed of such amendments and modifications.

Publication of the Code of Conduct

Pursuant to Condition 01 (7) (b) of Corporate Governance Code Notification BSEC/CMRRCD/2006-158/207/Admin/80 Dated: 3 June 2018 of Bangladesh Securities and Exchange Commission, this Code of Conduct and any amendments thereto shall be published/posted on the website of the Company i.e. <http://www.rdmilk.com>.



RANGPUR DAIRY & FOOD PRODUCTS LIMITED
23 Adarsha Chyaneer, Ring Road, Adabor, Dhaka-1207

NOMINATION AND REMUNERATION COMMITTEE (NRC) REPORT
Under Condition # 6(5)(c) of CGC

The Nomination and Remuneration Committee (NRC) is as a sub-Committee of the Board of Rangpur Dairy & Food Products Limited. The Board of Directors of the Company has specified the Terms of References in compliance with Corporate Governance Code, 2018 of Bangladesh Securities and Exchange Commission to assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executives.

The Committee is independent of the Company's executive management and is composed of three members headed by me, Ahmed Hossain, Independent Director. The other members of the committee are, Mr. Md. Rezaul Karim, Independent Director and Mr. Fahim Kabir Directors of the company.

During the year 2024-2025, one meeting of the Nomination and Remuneration Committee was held. All members attended the meeting. The proceedings of the meeting were appropriately recorded. No member of the Committee received any meeting attendance fees. The Company has a written policy on nomination and appointment of Directors in the Board. The policy it sets out the detail qualification and other eligibility norms for the members and the process of their nomination. The policy is fair and non-discriminate.

On behalf of the
Nomination and Remuneration Committee

(Ahmed Hossain)
Chairman
Dhaka, October 30, 2025

RANGPUR DAIRY AND FOOD PRODUCTS LIMITED

Dividend Distribution Policy

Introduction:

In compliance with the provisions of directive No. BSEC/CMRRCD/2021-386/03, dated January 14, 2021 issued by the Bangladesh Securities and Exchange Commission, the policy prepared and adopted by Rangpur Dairy & Food Products Limited for payment of dividend to its shareholders will be considered as "Dividend Distribution Policy" of the company.

The "Dividend Distribution Policy" is not an alternative to the decision of the Board for declaring/recommending dividend, which has taken into consideration all the relevant Acts, Rules and Regulations issued by the regularity bodies from time to time and circumstances enumerated hereunder or other factors as may be decided by the Board.

The above Dividend Distribution Policy may be read as a general guide line on different related issues for payment of dividend of the company. It does not neither guarantee any dividend to be declared by the company nor does it constitute a commitment for any future dividend.

Definitions:

Unless otherwise expressly stated herein -

"The Act" means the Companies Act 1994.

"Rules and Regulations" means the Rules and Regulations issued by the regularity bodies from time to time.

"The company" means Rangpur Dairy & Food Products Limited.

"AGM" means the Annual General Meeting of the company.

"Board" means Board of Directors of the company.

"Shareholders" means the Members of the company whose name is registered in Member Register of the company.

"Shares" means Ordinary equity shares held by the members of the company.

"Dividend" means the portion of Profit, the company decides to pay to its shareholders, either in cash or Stock/ bonus out of Profit earned by it.

Types of Dividends:

The Act deals with two types of dividend – Interim and Final.

Interim dividend is the dividend declared by the Board between two AGMs as and when it considers appropriate.

Final dividend is the dividend recommended by the Board for its shareholders for a financial year in consideration of profit earned by the company with the approval of the shareholders in the AGM.

Declaration of Dividend:

Subject to the provisions contained in the Act, Rules and Regulations, the Board of Directors of the company shall take decision for recommendation/payment of dividend, after considering the following factors:

Profit earned by the company for a particular period or during a financial year after setting of any loss or expense of the previous years, if any; not provided in the previous years; and

Undistributed profit of the company of the previous financial years, after setting of any loss or expenses not taken into consideration in the previous years;

Before recommendation/payment of dividend, the Board may transfer a portion of its profit to the company's "Reserve Fund" as may be considered appropriate by them under the given circumstances.

While making recommendation for/payment of dividend, the Board shall consider various external and internal factors of the company, in addition to consideration of profit of the financial year and undistributed profit of the previous years.

Factors that may influence the decision of the Board:

External factors:

- i) If the Board feels it necessary to retain a large portion of profit to build up reserves, in consideration of adverse economic scenario;
- ii) Other factors beyond the control of the Management, like natural calamities or any accident that may affect operation of the company.

Internal factors:

- i) if the liquid fund is not available for payment of dividend;
- ii) if Capital expenditure is needed for expansion/ modernization of the business of the company;
- iii) if fund is needed for meeting outstanding debts.
- iv) if fund is needed for payment of any contingent liability;
- v) any other factors, that may be considered appropriate by the Board.

In consideration of Profit of the company for a particular financial year, the Board may consider payment of dividend even only to a particular class of shareholders.

Review/ Amendment:

The Board may amend, abrogate, modify or revise any or all provisions of this Policy. However, amendment in the Policy so made and any other amendment takes place in Acts, Rules and Regulations will be binding.

Policy approval and effective date:

The Dividend Distribution Policy of the company has been approved by the Board of Directors of the company in its meeting held on 22nd September, 2022 and will be effective since date.

Audit Committee Report

Dear Respected Board of Directors and Shareholders
Assalamualaikum

The Audit Committee of Rangpur Dairy & Food Products Limited pleased to present the committee activities report for the year ended on 30 June 2025. The Audit Committee Report presented under condition No. 5(6)(a) of pursuant to the Corporate Governance Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 issued by Bangladesh Securities & Exchange Commission under section 2CC of the Securities and Exchange Ordinance, 1969.

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

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

Scope of the Audit Committee:

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

- ii) Reviewed the duties, responsibilities, functions, due diligence with due care, objectivity and staffing of internal audit department;
- iii) Recommend to the Board regarding appointment of the external auditors and their terms of appointment;
- iv) Reviewed all the operational policies before being approved by the Board;
- Reviewed the effectiveness and independence for the statutory auditors;
- Reviewed along with the management, the quarterly and the half yearly financial statements before submission to the Board for approval.
- Reviewed along with the management, the annual financial statements before submission to the Board for approval;

Activities of the Audit Committee during the year:

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

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



Md. Rezaul Karim
Independent Director &
Chairman, Audit Committee
Dhaka, October 30, 2025

CERTIFICATE ON REVIEW OF FINANCIAL STATEMENTS

Date: October 30, 2025

The Board of Directors
Rangpur Dairy & Food Products Limited
23 Adarsha Chyaneer, Ring Road, Adabor, Dhaka-1207

Subject: Declaration on Financial Statements for the year ended on June 30, 2025

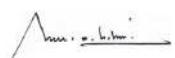
Dear Sir(s),

Pursuant to the Condition no 1.5 (xxvi) of the Notification No. BSEC/ CMRRCD/2006-158/207/Admin/80 dated June 3, 2018 under section 2CC of the Securities and Exchange Commission ordinance, 1969 we do hereby declare that:

- (1) The Financial Statements of Rangpur Dairy & Food Products Limited for the year ended on June 30, 2025 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on June 30, 2025 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) To the best of knowledge and belief, there were no transactions entered into by the Company during the year 2024-2025 which were fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.



(M. A. Kabir)
Managing Director



(Fahim Kabir)
Director Finance

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

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

We have examined the compliance status to the Corporate Governance Code by Rangpur Dairy & Food Products Limited for the year ended on 30 June, 2025. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018 of the Bangladesh Securities and Exchange Commission.

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

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

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

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission except as stated in the remarks column of the statements on the status of the compliance prepared by the Directors of the Company.
- (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.

Sd/-

Place: Dhaka
Dated: 02/11/2025

(N. M. Tareque, FCMA)
N. M. Tareque & Associates
Cost and Management Accountants

Rangpur Dairy & Food Products Limited
Compliance Status of Corporate Governance (2023-2024) Code of BSEC
[As per condition No. 1(5)(xxvii)]

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

(Report Under Condition No. 9)

Condition No.	Title	Compliance Status		Remarks
		Complied	Non-Complied	
1	Board of Directors			
1(1)	The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		
1(2)	Independent Directors			
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): Provided that the Board shall appoint at least 1 (one) female Independent director in the Board of Directors of the company:			We have 2 male independent directors. Steps shall be taken for appointment of (one) female independent director ASAP,
1(2)(b)(i)	Independent Director does not hold any share or holds less than 1% share of the total paid-up shares;	✓		
1(2)(b)(ii)	Not a Sponsor of the Company or non- connectivity with the company's sponsor or director or shareholder who holds 1% or more shares on the basis of family relationship;	✓		
1(2)(b)(iii)	who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1(2)(b)(vi)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1(2)(b)(v)	who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		
1(2)(b)(vi)	Not a Shareholder/Director/Officer of any Member/TREC holder of Stock Exchange	✓		
1(2)(b)(vii)	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;	✓		
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	✓		
1(2)(b)(ix)	Not Convicted by a court of competent jurisdiction as a defaulter in payment of any loan/advance to a Bank or a Non-Bank Financial Institution;	✓		
1(2)(b)(x)	who has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days	✓		
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only:	✓		
1(3)	Qualification of Independent Director.			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business;	✓		
1(3)(b)	Independent director shall have following qualifications:			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company;			N/A
1(3)(b)(ii)	Corporate Leader who is or a top level executive of an unlisted company having 100 million paid up capital or of a listed company	✓		
1(3)(b)(iii)	Former official of government not below 5th Grade of Salary			N/A
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law			N/A

1(3)(b)(v)	Professional like practicing Advocate, Chartered Accountant/Cost Accountant/Chartered Secretary or equivalent qualification;			N/A
1(3)(c)	(c) The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	(d) In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			N/A
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1(4)(e)	In absence of Chairperson of the Board, for the particular Board Meeting, Chairperson may be elected from one of non-executive directors and to be duly recorded.			N/A
1(5)	The Directors' Report to Shareholders			
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);			N/A
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;			N/A
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;			N/A
1(5)(i)	A statement of remuneration paid to the directors including independent directors;	✓		
1(5)(Xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1(5)(Xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1(5)(Xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1(5)(Xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons 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;			N/A
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A

1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;			N/A
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:	✓		
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);			N/A
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		
1(5)(xxiii)(c)	Executives;	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	✓		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	a brief resume of the director;	✓		
1(5)(xxiv)(b)	nature of his or her expertise in specific functional areas; and			
1(5)(xxiv)(c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		
1(5)(xxv)	Management's Discussion and Analysis signed by CEO or MD			
1(5)(xxv)(a)	accounting policies and estimation for preparation of financial statements;	✓		
1(5)(xxv)(b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓		
1(5)(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓		
1(5)(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1(5)(xxv)(e)	briefly explain the financial and economic scenario of the country and the globe;	✓		
1(5)(xxv)(f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
1(5)(xxv)(g)	future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A ; and	✓		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C .	✓		
1(6)	Meetings of the Board of Directors			
1(6)	Compliance under Bangladesh Secretarial Standards (BSS).	✓		
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).	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website.	✓		
2	Governance of Board of Directors of Subsidiary Company.			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	N/A		There is no any subsidiary company of RDFPL.
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;	N/A		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;	N/A		
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	N/A		
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	N/A		

3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).			N/A
3(2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:	✓		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
3(3)(a)(i)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3(3)(a)(ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3(3)(b)	MD or CEO and CFO to certify on due diligence in the Report.	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee.			
4(i)	Audit Committee	✓		
4(ii)	Nomination and Remuneration Committee.	✓		
5	Audit Committee.			
5(1)	Responsibility to the Board of Directors.			
5(1)(a)	The company shall have an Audit Committee as a subcommittee of the Board;	✓		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5(2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5(2)(d)	When the term of service of the Committee member expires, Board shall appoint new Committee member immediately or not later than 1 month of vacancy.			N/A
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5(3)	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5(3)(b)	Absence of Chairperson, the remaining members may elect one of them and reason of absence to be recorded in the minutes.	✓		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	✓		

5(4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	✓		
5(4)(b)	Quorum: presence of 2 or 2/3 members whichever is higher and 1 independent director is must.	✓		
5(5)	Role of Audit Committee			
5(5)(a)	Oversee the financial reporting process;	✓		
5(5)(b)	monitor choice of accounting policies and principles;	✓		
5(5)(c)	Internal Audit and Compliance process to ensure that it is adequately resourced.	✓		
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 determination of audit fees and evaluate performance of external audit.	✓		
5(5)(m)	Oversee whether IPO/RPO proceeds utilized as per the published Prospectus.			No such incident was taken during the year.
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:	✓		
5(6)(a)(ii)(a)	report on conflicts of interests;			No such incident was occurred to report
5(6)(a)(ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliance including securities related laws, rules and regulations; and			
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			
5(6)(b)	Reporting to the Authorities			
5(7)	Reporting to the Shareholders and General Investors	✓		
6	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors	✓		
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓		
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;	✓		
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) .	✓		

6(2)	Constitution of the NRC			
6(2) (a)	The Committee shall comprise of at least three members including an independent director;	✓		
6(2) (b)	All members of the Committee shall be non-executive directors;	✓		
6(2) (c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6(2) (d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6(2) (e)	The board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			No such situation was occurred
6(2) (f)	The Chairperson of the Committee may appoint/co-opt any external non-voting expert for valuable advice.			N/A
6(2) (g)	The company secretary shall act as the secretary of the Committee;	✓		
6(2) (h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
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.	✓		
6(3)	Chairperson of the NRC	✓		
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6(3)(b)	Absence of the Chairperson of the NRC, the remaining members may elect one of them and the reason of absence to be recorded in the minutes;			N/A
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	✓		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the 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);	✓		
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.	✓		
6(5)	Role of the NRC			
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; and	✓		
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.	✓		

7	External or Statutory Auditors.			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-	✓		
7(1)(i)	appraisal or valuation services or fairness opinions;	✓		
7(1)(ii)	financial information systems design and implementation;	✓		
7(1)(iii)	book-keeping or other services related to the accounting records or financial statements;	✓		
7(1)(iv)	broker-dealer services;	✓		
7(1)(v)	actuarial services;	✓		
7(1)(vi)	internal audit services or special audit services;	✓		
7(1)(vii)	any service that the Audit Committee determines;	✓		
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		
7(1)(ix)	any other service that creates conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company:	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
8	Maintaining a website by the Company.			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
9	Reporting and Compliance of Corporate Governance.			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant on yearly basis regarding compliance of conditions of Corporate Governance Code.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the AGM	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		

শেয়ারহোল্ডারগনের প্রতি পরিচালকমণ্ডলীর প্রতিবেদন

৩০শে জুন ২০২৫ সমাপ্ত বছরের জন্য

সন্মানীত শেয়ারহোল্ডারগন,
আস্সালামু আলাইকুম।

রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর পরিচালনা পর্ষদ কোম্পানীর ২১তম বার্ষিক সাধারণ সভায় আপনাদের স্বাগত জানাচ্ছে। আপনাদের সদয় বিবেচনা ও অনুমোদনের জন্য ৩০ জুন ২০২৫ তারিখে সমাপ্ত হিসাব বছরের কোম্পানীর পরিচালনা কার্যক্রম, নিরীক্ষিত আর্থিক বিবরণী, নিরীক্ষকের প্রতিবেদন এবং প্রাতিষ্ঠানিক সুশাসন নিরীক্ষকের প্রতিবেদন আপনাদের সামনে উপস্থাপন করতে পেরে আমরা আনন্দিত।

ব্যবসায়িক কার্যক্রম: ২০২৪-২৫ বছরটি আমাদের কোম্পানী সহ বাংলাদেশের সকল প্রতিষ্ঠানের জন্য একটি চ্যালেঞ্জিং বছর ছিল তদুপরি প্রত্যাশিত আর্থিক ফলাফল অর্জনে সর্বোচ্চ প্রচেষ্টা অব্যাহত রাখা হয়েছে। ভোক্তার জন্য কোম্পানীর উৎপাদিত ভোগ্য পণ্যের মূল্য ক্রয় ক্ষমতার মধ্যে রাখা এবং সুলভে উৎপাদন করার উদ্দেশ্যে কোম্পানীর পরিচালনা পর্ষদ দেশের প্রচলিত বিধি বিধান অনুসারে ব্যবসার কৌশল সংশোধন করেছে। সকল প্রতিকূলতাকে যথাসত্ত্ব পাশ কাটিয়ে ব্যবসা পরিচালনার স্বাভাবিক ধারাবাহিকতা অক্ষুণ্ন রাখতে নতুন উপায় উন্নাবনের জন্য ব্যবস্থাপনা কর্তৃপক্ষ, সকল স্তরের কর্মকর্তা-কর্মচারী, ভোক্তাসহ অনেকের অকৃত্ত সমর্থন ছিল। খাদ্য শিল্প বাংলাদেশে একটি দ্রুত বর্ধনশীল শিল্প হিসাবে পরিচিত, খাদ্য শিল্পের সাথে বাংলাদেশের কর্মসংস্থানের উল্লেখযোগ্য ভূমিকা বিদ্যমান। কিন্তু দেশের কর্মসূক্ষে, অর্থনৈতিক অস্থিরতা ও কাঁচা মালের মূল্য বৃদ্ধির কারণে আমাদের উৎপাদন ও অপারেশনাল ব্যয় উল্লেখযোগ্য হারে বৃদ্ধি পায়। যার ফলে কর পরিশোধের পর কোম্পানীর নীট মুনাফা গত বছরের তুলনায় হ্রাস পেয়েছে।

দুঃখ শিল্প গবেষনা: যদিও দুঃখশিল্প এদেশের একটি পুরনো কৃষি পেশা। বাংলাদেশে এ শিল্পের উন্নয়ন নানাপ্রকার সমস্যা হল গবাদি পশুর প্রজনন, খাদ্য ব্যবস্থাপনা, রোগবালাই, চিকিৎসা এবং উৎপাদিত পণ্যের সঠিক মূল্য নির্ধারণ ও বাজারজাতকরণ। দুঃখশিল্প বিভিন্নস্তরে বিন্যস্ত: প্রথমত: তরলদুধ এবং গুঁড়োদুধ, দ্বিতীয়ত: রয়েছে ফ্লেভারড মিক্স সর্বোপরিশেষে আরো রয়েছে ঘি, মাখন, মিষ্টি এবং অন্যান্য দুঃখজাত খাদ্য সামগ্রী। দাম ও গুণগতমান বিবেচনায় তরলদুধ এবং গুঁড়োদুধ প্রতিযোগিতায় রয়েছে। তরলদুধ পাস্তরিত এবং ইউ এইচ টি পদ্ধতিতে প্রক্রিয়াজাত করা হয়। এর মধ্যে ইউ এইচ টি পদ্ধতিতে প্রক্রিয়াজাত দুধ পাস্তরিত পদ্ধতিতে দুধের তুলনায় বেশী বিশুদ্ধ ও ব্যাকটেরিয়ামুক্ত। তাই ইউ এইচ টি (UHT) পণ্যের জীবন ও গুণগতমান পাস্তরিত দুধের তুলনায় অনেক ভাল। এই জন্য আমাদের দেশে ইউ এইচ টি পণ্যের চাহিদা দিন দিন বৃদ্ধি পাচ্ছে।

ইউ এইচ টি (UHT) মিক্স: ইউ এইচ টি প্রক্রিয়ায় উচ্চ তাপমাত্রায় (অর্ধাং ১৪০ থেকে ১৫০ ডিগ্রী সেলসিয়াস) তরলদুধকে পরিশোধন এবং পরবর্তীতে প্যাকিং ও ব্যাকটেরিয়ামুক্ত করে দীর্ঘ জীবন দানকরে। এসেপটিক পদ্ধতিতে তরল দুধকে প্যাকিং করা হয় এবং ৩-৪ মাস পর্যন্ত ৩০-৫০ ডিগ্রী সেলসিয়াস তাপমাত্রায় ১০০% ব্যাকটেরিয়ামুক্ত রাখা যায়। বাংলাদেশের মত উচ্চতাপমাত্রার দেশে তরল দুধ একটি পচনশীল পণ্য হিসাবে বিবেচনা করা হয়। যেহেতু তাপমাত্রা ৪ ডিগ্রী সেলসিয়াস এর উপরে থাকলেই ক্রমকের কাছ থেকে সংগৃহীত দুধ বাজারজাত করা পর্যন্ত কোন্ত চেইন মানতে হয়। সে কারণে গ্রাম এবং শহর সর্বত্রই ইউ এইচ টি দুধ অধিকতর প্রচলিত হয়। ইউ এইচ টি পণ্যের উৎপাদনে যদিও উৎপাদন ও মোড়কীকরণ খরচ তুলমামূলকভাবে পাস্তরিত দুধের তুলনায় বেশী হলেও দীর্ঘদিন গুণগত মান ঠিক থাকায় এই পণ্যের ভবিষ্যত স্ফূর্তবনাময়।

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

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

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

রঞ্জনি আয়: রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড গত কয়েক বছর রঞ্জনি আয়ের ওপর জোর দেয়া হয়েছে। কিন্তু এ বছরেও দেশের রাজনৈতিক ও অন্যান্য প্রতিবন্ধকতার কারণে কোম্পানী রঞ্জনি থেকে আশানুরূপ আয় অর্জন করতে পারেনি।

মোট বিক্রয়: ২০২৪-২০২৫ অর্থবছরে রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর মোট বিক্রয় ১,২৪৩,৯৭৮,৭১৮ টাকা যা ২০২৩-২০২৪ অর্থ বছরে ছিল ১,২৩৫,৩৯০,১৯৭ টাকা।

বিক্রিত পণ্যের ব্যয়: ২০২৪-২০২৫ অর্থবছরে কোম্পানীর বিক্রিত পণ্যের মোট ব্যয় ছিল ১,০০২,৬৯৩,১১৩ টাকা যা ২০২৩-২০২৪ অর্থ বছরে ছিল ৯৭১,২৮১,৯৬৯ টাকা।

মোট লাভ: ২০২৪-২০২৫ অর্থবছরে কোম্পানীর মোট লাভ দাঁড়িয়েছে ২৪১,২৮৫,৬০৫ টাকা যা ২০২৩-২০২৪ অর্থ বছরে ছিল মোট লাভ ২৬৪,১০৮,২২৮ টাকা।

নেট লাভ: ২০২৪-২০২৫ অর্থবছরে কোম্পানীর (কর পরবর্তী) নেট লাভ দাঁড়িয়েছে ৪৬,১০৬,২৭৩ টাকা যা পূর্বের বৎসর ছিল ৭৬,৮২৩,৮৪২ টাকা।

শেয়ার প্রতি আয়: ২০২৪-২০২৫ অর্থবছরে কোম্পানীর শেয়ার প্রতি আয় দাঁড়িয়েছে ০.৬১ টাকা যা ২০২৩-২০২৪ অর্থবছরে ছিল ১.০১ টাকা।

শেয়ার প্রতি নেট সম্পদ: ৩০শে জুন ২০২৫ তারিখে কোম্পানীর শেয়ার প্রতি নেট সম্পদ দাঁড়িয়েছে ১৬.৯২ টাকা যা ৩০শে জুন ২০২৫ তারিখে ছিল ১৬.৫১ টাকা।

আর্থিক ফলাফল ও আবন্টন: পরিচালনা পর্ষদ ৩০শে জুন ২০২৫ সমাপ্ত অর্থ বছরে কোম্পানীর আর্থিক ফলাফল ও আবন্টন আপনাদের কাছে উপস্থাপন করছে :

বিবরণ	২০২৪-২০২৫ সন	২০২৩-২০২৪ সন
করপরবর্তী নেট মুনাফা	৪৬,১০৬,২৭৩	৭৬,৮২৩,৮৪২
যোগঃ পূর্জিত উদ্ধৃত (পূর্ববর্তী বছর থেকে আনীত)	২৭২,০৭৩,৭৮৭	২৩২,৮২৫,০১৫
পুনঃনির্ধারিত হিসাব থেকে আনীত	৭৮৭,৫৫১	৮১১,৯০৫
বন্টনযোগ্য মুনাফা	৩১৮,৯৬৭,৬১১	৩১০,০৬০,৭৬৫
লভ্যাংশ প্রদান (২০২৩-২০২৪)	(১৫,১৯৪,৮৯১)	(৩৭,৯৮৬,৯৭৮)
প্রস্তাবিত লভ্যাংশ (অক্টোবর ৩০, ২০২৫ ইং)	(৭,৫৯৭,৩৯৬)	(১৫,১৯৪,৮৯১)
উদ্ধৃত পরবর্তী বছরে স্থানান্তরিত	২৯৬,১৭৫,৮২৫	২৫৬,৮৭৮,৯৯৬

লভ্যাংশ :

২০২৫ সালের ৩০ অক্টোবর অনুষ্ঠিত কোম্পানির পরিচালনা পর্ষদের সভায় ৩০ জুন ২০২৫ সমাপ্ত হিসাব বছরের জন্য শেয়ারহোল্ডারবৃন্দকে ১% নগদ লভ্যাংশ প্রদানের সুপারিশ করেছেন। ২২ ডিসেম্বর ২০২৫ তারিখে অনুষ্ঠিতব্য কোম্পানীর ২১তম বার্ষিক সাধারণ সভায় (এজিএম) শেয়ারহোল্ডারদের অনুমোদন সাপেক্ষে যেসব শেয়ারহোল্ডারের নাম রেকর্ড ডেট, ০৭ ডিসেম্বর ২০২৫ তারিখে শেয়ারহোল্ডার রেজিস্ট্রিতে থাকবে, তারা এই লভ্যাংশ পাওয়ার জন্য যোগ্য বলে বিবেচিত হবেন।

ক্রেডিট রেটিং প্রতিবেদন: Emerging Credit Ratings Limited (ECRL) RDFPL-এর জন্য দীর্ঘ মেয়াদি রেটিং "এ" এবং স্বল্প মেয়াদি "এসটি-৩" নির্ধারণ করেছে

অডিট কমিটি: বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং বিএসইসি / সিএমআরআরসিডি / ২০০৬-১৫৮ / ২০৭ / এডমিন / ৮০, তারিখ ৩ জুন ২০১৮ এর নির্দেশনা মোতাবেক পরিচালনা পর্ষদ কর্তৃক গঠিত ২ জন ইনডিপেনডেন্ট পরিচালকসহ বহুমুখী পেশাগত অভিজ্ঞতা সম্পন্ন ৩ (তিনি) সদস্য বিশিষ্ট অডিট কমিটি কাজ করছে।

নির্মাণ ও রেম্যনেরেশন কমিটি (এন আর সি): বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের কর্পোরেট গভর্নেন্স কোড (বিএসইসি / সিএমআরআরসিডি / ২০০৬-১৫৮ / ২০৭ / এডমিন / ৮০, তারিখ ৩ জুন, ২০১৮) এর ৬নং শর্ত অনুসারে প্রাতিষ্ঠানিক সুশাসন নির্দেশনা মোতাবেক কোম্পানির পরিচালনা পর্ষদ যোগ্যতা, ইতিবাচক গুনাবলী এবং নীতি প্রয়ন্তে বোর্ডকে সহায়তা করার জন্য বোর্ডের একটি সাব কমিটি হিসাবে রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড ৩ সদস্য বিশিষ্ট একটি এন আর সি কমিটি গঠন করেছে।

অস্বাভাবিক আয় বা ক্ষতি: বাংলাদেশ অ্যাকাউন্টিং স্ট্যান্ডার্ড (বিএএস) ১ অনুসারে আর্থিক বিবরণীতে কোনো ধরনের উল্লেখযোগ্য আয় বা ক্ষতি হয়নি।

প্রাপ্তিক ও বার্ষিক আর্থিক বিবরণীর মধ্যে উল্লেখযোগ্য বিচ্যুতি : এ বছর কোম্পানি প্রাপ্তিক ও বার্ষিক আর্থিক বিবরণীর মধ্যে কোনো ধরনের উল্লেখযোগ্য বিচ্যুতি হয়নি।

সংখ্যালঘু শেয়ারহোল্ডারদের স্বার্থ সুরক্ষা : ব্যবস্থাপনা পর্ষদ কোম্পানির সংখ্যালঘু শেয়ারহোল্ডারদের স্বার্থ বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের প্রাতিষ্ঠানিক সুশাসন নির্দেশিকা, ২০১৮-এর শর্ত ১(৫) ও ১(৬) অনুযায়ী যথাযথভাবে সুরক্ষিত করেছে।

বিক্রয় ও বিতরন : বিতরন কর্মীদের সক্রিয় সহায়তা ছাড়া বিক্রয়কর্মীরা লক্ষ্য অর্জনে সক্ষম নয়। বিক্রয় বৃদ্ধি ত্বরান্বিত করতে কোম্পানি তার বিতরন ব্যবস্থার উন্নয়ন করেছে। আমাদের বিতরন পয়েন্ট ও ডিলারদের লজিস্টিক সহায়তা প্রদানের লক্ষ্যে অতিরিক্ত জনবল ও প্রয়োজনীয় সুবিধা বৃদ্ধি করা হয়েছে। এর ফলে বিক্রয় ও বিতরন ব্যবস্থায় ইতিবাচক অগ্রগতি হয়েছে।

তবে বৈশিক অস্থিতিশীলতা ও প্রতিযোগিতামূলক বাজার পরিস্থিতির কারণে এ বছর প্রত্যাশিত বিক্রয় লক্ষ্যমাত্রা অর্জন সম্ভব হয়নি। তবুও আমাদের বিক্রয় কর্মীরা দেশের প্রত্যন্ত ও অনুন্নত অঞ্চলে পণ্যের সহজ প্রাপ্ত্য নিশ্চিত করতে সর্বদা প্রচেষ্টা চালিয়ে যাচ্ছে।

প্রধান নির্বাহী কর্মকর্তা ও প্রধান অর্থ কর্মকর্তার আর্থিক প্রকাশনার দায়বদ্ধতা : কোম্পানির আর্থিক প্রতিবেদন উপস্থাপনের পূর্বে সেটি নিরীক্ষা ও পর্যালোচনার জন্য প্রধান নির্বাহী কর্মকর্তা (সিইও) এবং প্রধান অর্থ কর্মকর্তা (সিএফও) প্রাথমিকভাবে তদারকি করেন। পর্যালোচনার সময় কোনো অযৌক্তিক বা ভুল তথ্য পরিলক্ষিত হলে তারা তাৎক্ষনিকভাবে বোর্ডকে অবহিত করেন। তাদের যাচাই-বাচাই শেষে আর্থিক প্রতিবেদনের নিরপেক্ষতা ও সত্যতা সম্পর্কে তারা যৌথভাবে প্রত্যয়নপত্র প্রদান করেন (Annex-A)। ৩০ অক্টোবর ২০২৫ তারিখে অনুষ্ঠিত বোর্ড সভায় সিইও/এমডি এবং সিএফও উক্ত যৌথ প্রত্যয়নপত্র দাখিল করেন, যা বিএসইসি কর্তৃক ৩ জুন ২০১৮ তারিখে জারিকৃত প্রাতিষ্ঠানিক সুশাসন নির্দেশনার সকল শর্ত পূরণ করেছে।

কোম্পানির পণ্য : কোম্পানি কৃষি-উৎপাদিত কাঁচামাল থেকে বিভিন্ন ধরনের খাদ্যপণ্য, দুর্ক্ষেতাত পণ্য এবং পানীয় উৎপাদন করে থাকে। আমাদের পণ্যসমূহ টেক্সু প্যাক এবং পিইটি বোতলের মাধ্যমে বাজারজাত করা হয়। এছাড়াও বিভিন্ন ব্র্যান্ড নামে ভিন্ন ভিন্ন পণ্য বাজারে সরবরাহ করা হচ্ছে।

আদেশ প্রতিপালন ব্যবস্থাপনা : অভ্যন্তরীণ নিয়ন্ত্রণ ও আদেশ প্রতিপালন ব্যবস্থা যেকোনো ব্যবসার জন্য অত্যন্ত গুরুত্বপূর্ণ এবং মানসম্মত ব্যবসা পরিচালনার পূর্বশর্ত। কোম্পানি বাজারের দ্রুত পরিবর্তনশীল চাহিদার সাথে সামঞ্জস্য রেখে পরিমাণ নির্ধারণ ও মূল্যায়ন পদ্ধতি হালনাগাত রাখে এবং ক্রেতার অধিকার সুরক্ষা, ভোক্তা আইন ও রঞ্জানি সংক্রান্ত আইনকানুন যথাযথভাবে অনুসরণ করে।

উৎপাদন কার্যক্রম ও প্রযুক্তি ব্যবহার : উৎপাদন সক্ষমতা, কর্মদক্ষতা, উৎপাদনশীলতা ও গুণগতমান বৃদ্ধির লক্ষ্যে কোম্পানি নিয়মিত আধুনিক প্রযুক্তি সংযোজন করছে, গবেষণা কার্যক্রম পরিচালনা করছে এবং কর্মীদের প্রশিক্ষণ প্রদান করছে। সর্বাধুনিক মেশিনারি স্থাপন, নতুন পণ্য বাজারজাতকরণ এবং প্রয়োজনীয় যন্ত্রপাতি ক্রয়ের মাধ্যমে কোম্পানির সার্বিক বিনিয়োগ বৃদ্ধি পেয়েছে, যা নিজস্ব তহবিল এবং ব্যাংক অর্থায়নের মাধ্যমে সম্পন্ন করা হয়েছে।

প্রাতিষ্ঠানিক সুশাসন অনুশীলন : কোম্পানি বিএসইসির প্রাতিষ্ঠানিক সুশাসন নির্দেশিকা (সিজিজি), কোম্পানি আইন ১৯৯৪, ঢাকা ও ঢাট্টগ্রাম স্টক এক্সচেঞ্জের নিয়মকানুনসহ দেশীয় ও আন্তর্জাতিক ব্যবসায়িক চর্চা ও আইনের ভিত্তিতে সুসংহত সুশাসন কাঠামো গড়ে তুলেছে। কোম্পানি সংশ্লিষ্ট নিয়ন্ত্রক সংস্থার সকল নির্দেশনা যথাযথভাবে পালন করে। বিএসইসি নির্দেশনার শর্তাবলী পরিপালন যাচাইয়ের জন্য মের্সেস তারেখ এন্ড এসোসিয়েট্স, কস্ট এন্ড ম্যানেজম্যান্ট একাউন্টসকে ২০২৪-২০২৫ সালের জন্য নিয়োগ করা হয়েছে। আইন অনুযায়ী পরিপালন অবস্থা প্রতিবেদন সংযুক্ত করা হলো (সংযুক্তি-সি)। নির্দেশিকার ৯(২) অনুযায়ী নিরীক্ষকগণ যাচাই-বাচাই শেষে একটি প্রত্যয়নপত্র প্রদান করবেন।

প্রশিক্ষণ ও উন্নয়ন পরিকল্পনা : পরিচালকগণের দক্ষতা বৃদ্ধি এবং কোম্পানির ব্যবসায়িক অবস্থান দৃঢ় করতে বিভিন্ন প্রশিক্ষণ ও উন্নয়নমূলক কার্যক্রম পরিচালিত হচ্ছে। এসব কার্যক্রম পরিচালক, নির্বাহী পরিচালক, অপারেশনাল পরিচালকসহ সংশ্লিষ্ট কর্মকর্তা-কর্মচারীদের সৃজনশীল চিন্তাশক্তি, কর্মেন্দ্যম ও কর্মদক্ষতা বৃদ্ধিতে গুরুত্বপূর্ণ ভূমিকা রাখে। প্রয়োজনীয়তা অনুযায়ী বিভিন্ন পর্যায়ের কর্মীদের দক্ষতা বৃদ্ধি ও মনোবল উন্নয়নে নিয়মিত প্রশিক্ষণ প্রদান করা হয়, যা কোম্পানির টেকসই উন্নয়নে সহায়তা করে।

ব্যবসায় ঝুঁকি ব্যবস্থাপনা : ঝুঁকি সংঘটিত হওয়ার আগে তা চিহ্নিত ও প্রতিরোধমূলক ব্যবস্থা গ্রহণ করাই ঝুঁকি ব্যবস্থাপনার মূল উদ্দেশ্য। ঝুঁকি এড়ানো, সম্ভাব্য ক্ষতি কমানো এবং নেতৃত্বাচক প্রভাবহ্রাসের জন্য কার্যকর কৌশল নির্ধারণ করা হয়। ঝুঁকির প্রকৃতি, ইতিহাস ও সম্ভাব্য প্রভাব মূল্যায়নের মাধ্যমে ব্যবস্থাপনা ঝুঁকিসমূহ সনাক্ত করে এবং ঝুঁকি মোকাবেলার পরিকল্পনা তৈরি করে। ব্যবস্থাপনা পর্যন্ত নিয়মিতভাবে ঝুঁকি নিয়ন্ত্রণ ব্যবস্থার কার্যকারিতা তদারকি করে এবং নতুন ঝুঁকি বা পরিবর্তিত ঝুঁকি সম্পর্কে প্রয়োজনীয় ব্যবস্থা গ্রহণ করে।

ঝুঁকি সনাক্তকরণ ও ঝুঁকি লাষ্ট : ঝুঁকি সনাক্তকরণ ও বিশ্লেষণের উদ্দেশ্য হলো সম্ভাব্য ঝুঁকির উৎস চিহ্নিত করে সেই ঝুঁকি হ্রাসে যথাযথ পদক্ষেপ গ্রহণ করা। ঝুঁকির সম্ভাবনা কমানো ও এর প্রভাব নিয়ন্ত্রণের মাধ্যমে প্রকল্প ও ব্যবসার সার্বিক স্থিতিশীলতা নিশ্চিত করা হয়।

পর্যালোচনা : কোম্পানি নিজস্ব কর্মকর্তা এবং সংশ্লিষ্ট সেবা প্রদানকারী প্রতিষ্ঠানসমূহের মাধ্যমে নিয়মিত ঝুঁকি নিরীক্ষা সম্পন্ন করে। ঝুঁকি নিরীক্ষা একটি স্বতন্ত্র মূল্যায়ন ও দৃষ্টিভঙ্গির কাঠামো প্রদান করে, যেখানে মান, পদ্ধতি এবং আইনগত বাধ্যবাধকতা পরিপালনকে বিশেষভাবে গুরুত্ব দেওয়া হয়।

ভবিষ্যৎ পরিকল্পনা : ব্যবস্থাপনা ও পরিচালনা পরিকল্পনা একে অপরের সাথে নিবিড়ভাবে সম্পৃক্ত। উৎপাদন বাড়নোর পাশাপাশি বাজার সম্প্রসারণ ও বিক্রয় বৃদ্ধির লক্ষ্যে কোম্পানি বিভিন্ন কৌশল গ্রহণ করেছে। বর্তমান চাহিদা বিবেচনায়

অদাবীকৃত ও অপরিশোধিত লভ্যাংশ : অদাবীকৃত ও অপরিশোধিত লভ্যাংশ মোট ১৮,৮৯,১৫৫ টাকা আছে ৩০.০৬.২০২৫ তারিখ পর্যন্ত। অদাবীকৃত ও অপরিশোধিত লভ্যাংশ এর বিস্তারিত বিবরণ নিচে দেয়া হলো :

বছর	শেয়ারহোল্ডারবৃন্দের সংখ্যা	টাকার পরিমাণ	মন্তব্য
২০২৩-২০২৪	২৪৩৩	২,৭৯,৫৫১.০০	
২০২২-২০২৩	২২৪৭	৪,১৬,৫৯৯.০০	
২০২১-২০২২	২৫২২	৫,০১,০৫৮.০০	
২০২০-২০২১	২৪৮৮	২,৮৭,২৫২.৮০	
২০১৯-২০২০	২৬৬৯	৪,০৪,৬৯৪.৬০	
মোট		১৮,৮৯,১৫৫.০০	

সামাজিক প্রতিশ্রুতি: সমাজের প্রতি দায়িত্ববোধের দৃষ্টিকোন থেকে আমরা পরিচালনা করছি বলে বিশ্বাস করি। সেজন্য রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এ আমাদের সকল কার্যক্রম প্রধানত সমাজের মঙ্গলের দিকে লক্ষ্য রেখেই সম্পাদিত হয়ে থাকে। সামাজিক অঙ্গীকারের অংশ হিসেবে কোম্পানী সামাজিক গুরুত্ব সম্পন্ন কাজে সার্বিক সহযোগিতা করে থাকে। আমাদের কোম্পানী পরিবেশ রক্ষায় সর্বদা সচেতন। সামাজিক দায়বদ্ধতা কর্মসূচির অংশ হিসেবে রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড সামাজিক ও মানবিক বিভিন্ন বিষয়কে সমর্থন করে এবং অবদান রাখে।

মানবসম্পদ ব্যবস্থাপনা: একটি প্রতিষ্ঠানের উন্নয়নের জন্য সুদক্ষ মানবসম্পদ অত্যাবশ্যক। প্রতিষ্ঠানের সাফল্য নির্ভর করে বিভিন্ন পদে উপযুক্ত ও দক্ষ মানব সম্পদের ব্যবহার নিশ্চিত করার ওপর। যথাযথ রক্ষণাবেক্ষণ ও অপারেশনের মাধ্যমে প্লান্টের সক্ষমতা বাড়ানোর লক্ষ্যে রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড এ কাজটি যথেষ্ট সতর্কতা ও নিষ্ঠার সঙ্গে করে আসছে। কোম্পানীর সার্বিক উন্নয়ন ত্রুটামূলক করার লক্ষ্যে মানব সম্পদকে চালিকা শক্তি হিসেবে বিবেচনা করা হয়েছে এবং এ লক্ষ্যে কেম্পানীর ব্যাপক মানবসম্পদ উন্নয়নের কৌশলগ্রহণ করেছে। ব্যবস্থাপনা কর্তৃপক্ষ মানবসম্পদেরও প্রশিক্ষণ ও উন্নয়নমূখী শিক্ষা গ্রহণের উপর অধিকতর গুরুত্ব আরোপ করে থাকেন এবং আমরা দক্ষ জনশক্তি গড়ে তোলার জন্য প্রতিনিয়ত কাজ করে যাচ্ছি। নিজ নিজ খাতে কর্মীদের জ্ঞানের পরিধি বাড়াতে রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর যথাযথ প্রশিক্ষণ ও কর্মশালার আয়োজন করে।

করপোরেট কাঠামো: রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর সর্বোচ্চ করপোরেট প্লাটফর্ম হচ্ছে পরিচালনা পর্ষদ। কোম্পানির সার্বিক কৌশল ও নীতিগত সিদ্ধান্ত পরিচালনা পর্ষদই নিয়ে থাকে। রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর পর্ষদে মোট ৭ জন পরিচালক রয়েছেন, যার মধ্যে দুইজন স্বতন্ত্র পরিচালক। রংপুর ডেইরী অ্যান্ড ফুড প্রোডাক্টস লিমিটেড-এর একজন নারী স্বতন্ত্র পরিচালক অঞ্চলেই নিয়োগ প্রদানের নীতিগত সিদ্ধান্ত গ্রহণ করা হয়েছে।

শেয়ারহোল্ডারগণের সাথে যোগাযোগ ও সম্পর্ক: কোম্পানী আইন মোতাবেক কোম্পানী যথারীতি নিয়মিত বার্ষিক সাধারণ সভা আয়োজন করে আসছে, যার মাধ্যমে শেয়ারহোল্ডারগণকে আর্থিক ফলাফল, অগ্রগতি, গৃহীত গুরুত্বপূর্ণ কার্যক্রম প্রত্বে সম্পর্কে অবহিত করা হয়। ফলে শেয়ারহোল্ডারগণ ও সংশ্লিষ্ট প্রতিষ্ঠান কোম্পানী সম্পর্কে বিভিন্ন প্রয়োজনীয় তথ্য যথাসময়ে অবহিত হচ্ছেন। শেয়ারহোল্ডারগণ কোম্পানীর শেয়ার বিভাগ থেকে টেলিফোন, মোবাইল ফোন, ই-মেইল ও ওয়েব সাইট (www.rdmilk.com) সহ সরাসরি যোগাযোগের মাধ্যমে প্রতিনিয়ত প্রয়োজনীয় তথ্যাদি সংগ্রহ ও সেবা নিতে পারছেন।

ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ড (সিএমএসএফ) লভ্যাংশ স্থানান্তর: বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) নির্দেশনা অনুযায়ী, বিএসইসি সিএমআরআরসিডি ২০২১-৩৮৬/০৩, তারিখ ১৪ জানুয়ারী ২০২১ এবং বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ড রুলস ২০২১, কোম্পানী শুধুমাত্র দাবি না করা বা অনাবিতরণ করা বা অমীমাংসিত বন্টনের বিপরীতে রাখা পূর্ববর্তী হিসাব বছরের লভ্যাংশের টাকা "ক্যাপিটাল মার্কেট স্ট্যাবিলাইজেশন ফান্ড (সিএমএসএফ)"-এ জমা করা হয়েছে।

পরিচালকমণ্ডলীর নির্বাচন: কোম্পানীর আর্টিকেলস অফ এ্যাসোসিয়েশন অনুসারে পরিচালক জনাবা আফরিদা ফারনাজ, জনাব আবু হেনা ইসলাম ও জনাব মো: রেজাউল করিম ২১তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং তারা যোগ্য বিধায় পরিচালক পদে পুন: নির্বাচনের প্রস্তাব করা হয় এবং প্রস্তাবনুযায়ী তারা পুন: নির্বাচনের জন্যে আগ্রহ প্রকাশ করেন। এই আগ্রহের প্রেক্ষিতে পরিচালকমণ্ডলী ২১তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডার কর্তৃক অনুমোদন সাপেক্ষে তাদের পুনঃ নিয়োগের অনুমোদন করেছেন।

নিরীক্ষক (সংবিধিবদ্ধ) নিয়োগ: কোম্পানির বর্তমানে কর্মরত সংবিধিবদ্ধ নিরীক্ষক মেসার্স খান ওয়াহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস ২১তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং যোগ্য বিধায় তারা ২০২৫-২০২৬ অর্থ বছরের জন্য পুনঃনিয়োগ-এর জন্য আবেদন করেছেন। কোম্পানির নিরীক্ষা কমিটি আগামী অর্থ বছরের জন্য নিরীক্ষক হিসাবে মেসার্স খান ওয়াহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টসকে নিয়োগের সুপারিশ করেছেন। পরিচালকমণ্ডলী ২০২৫-২০২৬ সালের জন্য নিরীক্ষক হিসাবে মেসার্স খান ওয়াহাব শফিক রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টসকে পুন: নিয়োগের জন্য নিরীক্ষা কমিটির সুপারিশ মোতাবেক ২১তম বার্ষিক সাধারণ সভায় শেয়ারহোল্ডার কর্তৃক অনুমোদন সাপেক্ষে অনুমোদন করেছেন।

প্রাতিষ্ঠানিক সুশাসন সনদের নিরীক্ষক নিয়োগ: বর্তমান প্রাতিষ্ঠানিক সুশাসন সনদের নিরীক্ষক (সিজিসি) মেসার্স তারেখ এন্ড এসোসিয়েটস, কস্ট এন্ড ম্যানেজম্যান্ট একাউন্ট্যান্টস, ২০২৪-২০২৫ সালের নিরীক্ষা কাজ সম্পন্ন করেছেন এবং যোগ্য বিধায় হিসাব ২০২৫-২০২৬ হিসাব বছরের জন্য পুনঃনিয়োগ চেয়েছেন এবং পরিচালকমণ্ডলী মেসার্স তারেখ এন্ড এসোসিয়েটস, কস্ট এন্ড ম্যানেজম্যান্ট একাউন্ট্যান্টসকে নিরীক্ষক (সিজিসি) হিসাবে পুন: নিয়োগের সুপারিশ করেছেন।

কৃতজ্ঞতা ও ধন্যবাদ জ্ঞাপন: পরিচালনা পর্ষদ সম্মানিত শেয়ারহোল্ডার, খাদ্য শিল্পের সাথে সংশ্লিষ্ট মন্ত্রণালয়সহ জাতীয় রাজস্ব বোর্ড ও শ্রম প্রশাসনের অকৃষ্ট সমর্থনের জন্য আন্তরিক ধন্যবাদ জানাচ্ছে। বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ পিএলসি. ও চট্টগ্রাম স্টক এক্সচেঞ্জ পিএলসিসহ সরকারের বিভিন্ন সংস্থা সমূহের সার্বিক সহযোগিতার কথা পরিচালকমণ্ডলী কৃতজ্ঞচিত্তে স্মরণ করছেন।

পরিচালনা পর্ষদ ব্যবসায়ীক সফলতায় আন্তরিক অবদান রাখা সহ সব পর্যায়ের ক্রেতা-ভোক্তা, পৃষ্ঠপোষক ও শুভানুধ্যায়ীকে সার্বিক সহযোগিতার জন্য আন্তরিক মোবারকবাদ জানাচ্ছে। পাশাপাশি কর্মকর্তা, কর্মচারী ও প্রমিকবৃন্দের গভীর আন্তরিকতা, অর্থবহু সহযোগিতা, আনুগত্য ও কর্তব্য নিষ্ঠার জন্য ধন্যবাদ জ্ঞাপন করছেন।

পরিশেষে অব্যাহত সহযোগিতা এবং সমর্থনের জন্য সকল সম্মানিত শেয়ারহোল্ডারগনকে পরিচালনা পর্ষদ আন্তরিক ধন্যবাদ জ্ঞাপন করছে। বাংলাদেশের আপামর জনসাধারণ এবং কোম্পানির উত্তরোত্তর উন্নতি, সমৃদ্ধি ও সার্বিক অগ্রগতির জন্য মহান আল্লাহর দরবারে রহমত কামনা করছি।

আল্লাহ হাফেজ।

পরিচালকমণ্ডলীর পক্ষে

Rumana kabir

(কোম্পানি কর্বির)

চেয়ারম্যান

**Independent Auditors' Report
To the Shareholders
of
Rangpur Dairy & Food Products Limited
Report on the Audit of the Financial Statements**

Qualified Opinion

We have audited the accompanying financial statements of Rangpur Dairy & Food Products Limited (the Company), which comprise the statement of financial position as at 30 June 2025, and 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.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Rangpur Dairy & Food Products Limited as at 30 June 2025, 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 and other applicable laws and regulations.

Basis for Qualified Opinion

1. The Company calculated deferred tax using the prior SRO rate of 15% instead of the current year applicable 22.5%. This resulted in an under-provision of approximately Tk. 26,316,016 with corresponding effect on EPS.
2. The Company has used WPPF balances as internal financing without paying interest, violating Sections 240(3) and 242(1) of the Bangladesh Labor Act 2006 (amended 2013). The balance was Tk. 22,997,297, of which only Tk. 2,811,600 was disbursed during the year.

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), together with the ethical requirements that are relevant to our audit of the financial statements in jurisdictions, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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 following:

1. The Company has disclosed Share Application Money which includes IPO subscription money of Tk. 5,739,018, which has remained unadjusted due to non-claimed of general share applicant and includes IPO application refunds not yet settled. The continued presentation overstates the capital position.
2. Expected Credit Loss (ECL) provision was only 0.10% of total receivables during the year. Hence, the provision might be understated, leading to an overstatement of net receivable and profit.
3. We draw attention to Note 31.00, which explains the decline in EPS from Tk. 1.01 to Tk. 0.61 due to higher import costs inflation, and include bank interest rate. NOCFPS also decreased from Tk. 1.47 to Tk. 0.16, mainly due to changes in collection and payment timing. As a result, the company is facing liquidity constraints reflected through delayed payments of bank and other liabilities.
4. Bank reconciliations contain unadjusted bank interest and charges, old cheques amounting to Tk. 157,810 instances where cheques were issued in excess of bank balances, resulting in negative book balances.
5. Unclaimed dividend Tk. 1,889,155, only where Tk. 194,383 is available in the bank and Tk. 404,694 deposited into the Capital Market Stabilization Fund; the remaining Tk. 1,290,078 has not been made available to the bank after depositing, rather used in the operational activities. The Company calculated deferred tax using the prior SRO rate of 15% instead of the applicable 22.5%, Therefore Tk. 1,909,811 has been understated to others comprehensive income relating to revaluation reserve.
6. We draw attention to certain milk purchases from marginal level of farmers were made in cash, which the management considers necessary due to the nature of its business operations.

Our opinion is not modified in respect of these above matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have fulfilled the responsibilities described in the Auditors' Responsibilities of the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risk of material misstatements of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

We have determined the following key audit matters to communicate in our report.

Revenue

The Key Audit Matter

The Company reported net revenue of Tk. 1,243,978,718 for the year ended 30 June 2025, including export sales of Tk. 71,234,695. Revenue recognition involves judgments in determining the timing and completeness of revenue recorded, especially for domestic and export sales contracts. There is also a risk of overstatement of revenue due to possible management bias or fraud risk pressure to achieve performance targets. Therefore, revenue recognition has been considered a key audit matter.

Refer to Note 24.00 "Revenue".

How the scope of our audit responded to the key audit matter:

- Assessed the appropriateness of the Company's revenue recognition policies with IFRS 15.
- Tested design and operating effectiveness of internal controls over sales recording and invoicing.
- Performed analytical review procedures, including monthly and product-wise trend analysis.
- Verified sales on a sample basis with supporting documents: invoices, delivery challans, VAT returns, payment receipts/bank statements, and export documents where applicable.
- Performed cut-off testing for sales recorded near year-end.
- Obtained balance confirmations from selected customers and performed alternative audit procedures where confirmations were not received.

Property, Plant & Equipment

The Key Audit Matter

The written down value of Property, Plant & Equipment (PPE) stands at Tk. 1,116,976,663 as at June 30, 2025 (June 30, 2024: Tk. 1,022,066,533) representing approximately 56.82% of the total assets of the Company. PPE primarily consists of production machinery, buildings and other operational assets used in dairy production and processing, which are critical to the Company's operations and long-term profitability. On local procurement, the company has not deducted applicable VAT and TDS.

Due to the materiality of PPE to the financial statements and the judgment involved in determining useful lives, residual values, impairment, and capitalization of expenditures, there is a risk whether PPE has been appropriately recognized, depreciated, and disclosed in accordance with applicable accounting standards.

Furthermore, management's assessment of impairment involves forecasts of future cash flows and estimation of recoverable amounts, which are inherently judgmental and subject to uncertainty. Changes in the business environment, technological developments, and utilization levels may also affect the recoverable value of assets.

Please refer Note 5.00 "Property, Plant & Equipment"

How the scope of our audit responded to the key audit matter:

- Obtained and reviewed the fixed asset register and reconciled it with the financial statements.
- Verified additions during the year on a sample basis to assess whether capitalization was made as per IAS 16.
- Physically inspected the assets on a sample basis to confirm their existence and operating condition.
- Assessed whether any idle, obsolete, or non-operational assets existed which could indicate impairment.
- Evaluated the management's judgment in determining useful lives and residual values of assets and tested the depreciation calculation.
- Reviewed management's impairment assessment (if performed) and assessed the reasonableness of assumptions and estimates used for evaluating recoverable values.
- Reviewed internal controls related to safeguarding and recording PPE assets.

Finance Cost & Liquidity Assessment

The Key Audit Matter

The Company incurred financial expenses of Tk. 71,851,226 during the year (preceding year: Tk. 44,198,800), reflecting a significant increase driven by higher borrowing and financing costs. High leverage and financing costs may impact liquidity and the ability to meet short-term obligations. There are management judgments involved in classification of borrowings, accrual of interest, and assessment of future cash flows. Considering the size of finance cost and its potential impact on profitability and liquidity, this has been determined as a key audit matter.

Refer to Note 28.00 "Financial Expenses".

How the scope of our audit responded to the key audit matter:

- Reviewed borrowing agreements and tested interest calculations on a sample basis.
- Evaluated the classification of loans between short-term and long-term.
- Confirmed borrowings and bank balances directly with financial institutions.

- Analyzed finance cost trends and tested reasonableness against borrowing balances and rates.
- Assessed the Company's liquidity position and reviewed management's cash flow projections.
- Evaluated compliance with loan covenants and assessed any indicators of going concern issues.

Inventory Valuation and Existence

The Key Audit Matter

The Company held inventory of Tk. 296,591,121 as of 30 June 2025. Inventories are a significant balance for a dairy-based manufacturing company and require judgment in valuation—especially for raw milk, packaging materials, and finished goods—and involve potential risk of obsolescence or misstatement of production cost. The process of physical counts and valuation under IAS 2 involves significant estimation risk, therefore this area is considered a key audit matter.

Refer to Note 8.00 “Inventories”.

How the scope of our audit responded to the key audit matter:

- Reviewed inventory accounting policy for compliance with IAS 2.
- Evaluated design and operating effectiveness of controls over inventory management.
- Attended year-end physical inventory counts and performed sample test counts.
- Verified costing method and examined basis of overhead allocation.
- Tested inventory valuation on a sample basis with supporting documents (GRNs, purchase invoices, cost sheets).
- Performed analytical review on gross margin trend and inventory turnover.
- Assessed management's estimates related to slow-moving or obsolete inventory.

Accounts Receivable

The Key Audit Matter

Accounts receivable of Tk. 216,553,418 represent approximately 11.0% of the total assets of the Company and are a material item to the financial statements. There is a significant risk regarding the recoverability of these amounts and potential misstatement. As such, management is required to make judgments in determining whether accounts receivable are appropriately valued and to make sufficient provision for aged accounts receivable, if required. Please refer to Note 9 “Accounts Receivables” of the notes to the financial statements.

How the scope of our audit responded to the key audit matter:

- Tested the operating effectiveness of key controls over accounts receivable, including the credit approval process and subsequent follow-up on overdue balances.
- In accordance with ISA 505, we performed external confirmation procedures on a sample of accounts receivable balances.
- Tested the value disclosed based on the replies received and investigated any significant differences.
- Assessed whether appropriate provisions have been recognized for aged accounts receivable by evaluating the aging analysis and management's basis for determining recoverability.

Refer to Note 9.00 "Accounts Receivable".

Other Information

Management is responsible for the other information. The other information comprises all of the information other than the financial statements and our auditor's report thereon.

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.

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 IFRSs, the Companies Act 1994, Bangladesh Securities Rules 2020 as amended up to date 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.

Auditor's 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 auditor's 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management but not for the purpose expressing an opinion on the effectiveness of the company's internal control.
- 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 auditor's 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 auditor's 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 company's 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.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Securities and Exchange Rules 2020 as amended up to date and other applicable laws and regulations, we also report the following:

- 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 required by law have been kept by company so far as it appeared from our examination of these books;
- c) The statements of financial position and statements of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; except those mentioned in basis for qualified opinion para of report.
- d) The expenditures incurred were for the purpose of the company's business, however some cash transaction observed, instead of using banking channel.

Place, Dhaka.

Dated: 30-10-25



Faruk Ahmed FCA

ICAB Enrollment No: 1591

Partner

Khan Wahab Shafique Rahman & Co.

Chartered Accountants

Firm Reg. No.: 11970 E.P.

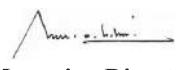
DVC: 2510301591 AS682493

IAS 1.51(a)
IAS 1.10(a),51(b)
IAS 1.51(c)
IAS 1.51(d),(e)
IAS 1.113
IAS 1.56
IAS 1.54(a)
IAS 1.5 (c)

Rangpur Dairy & Food Products Limited
Statement of Financial Position
As at June 30, 2025

	Particulars	Notes	Amount in Taka	
			30.06.2025	30.06.2024
	Non-current assets			
	Property, Plant & Equipment	5.00	1,116,976,663	1,022,066,533
	Intangible Assets	6.00	4,557,764	3,862,125
			1,698,357	3,542,356
IAS 1.54(b)	Investment	7.00	1,698,357	3,542,356
	Current assets		850,434,364	771,293,065
IAS 1.54(g)	Inventories	8.00	296,591,121	270,239,391
IAS 1.54(h)	Accounts Receivable	9.00	216,553,418	181,300,355
IAS 1.77	Advances, Deposits & Pre-Payments	10.00	327,443,938	302,504,336
IAS 1.54(i)	Cash & Cash Equivalents	11.00	9,845,888	17,248,984
			1,973,667,149	1,800,764,079
	Shareholder's equity		1,285,585,738	1,254,556,123
IAS 1.79	Share Capital	12.00	759,739,560	759,739,560
IAS 1.78(e)	Share Premium	13.00	130,731,200	130,731,200
IAS 1.54(r)	Revaluation Reserve	14.00	91,342,158	92,011,576
IAS 1.78(e),108	Retained Earnings	15.00	303,772,820	272,073,787
	Non-current liabilities		138,168,449	86,539,981
IAS 1.55	Long Term Loan	16.00	79,561,197	27,528,658
IAS 1.54(o)	Deferred Tax Liability	17.00	58,607,252	59,011,323
	Current liabilities		549,912,962	459,667,974
IAS 1.61	Current Portion of Long Term Loan	16.00	59,930,711	54,316,823
IAS 1.54(k)	Accounts Payable	18.00	7,166,412	29,782,592
IAS 1.54(m)	Short Term Bank Loan	19.00	419,916,298	308,854,962
IAS 1.104	Provision for WPPF and Welfare Fund	20.00	22,997,297	22,885,715
IAS 1.79	Share Application Money	21.00	5,739,018	5,739,018
IAS 12.47	Provision for Current Income Tax	22.00	12,431,135	15,199,551
IAS 1.70	Unclaimed Dividend		1,889,155	1,609,918
IAS 1.70	Accrued Expenses	23.00	19,842,936	21,279,395
	Total Liabilities		688,081,411	546,207,955
	Total Liabilities & Shareholders Equity		1,973,667,149	1,800,764,079
	Net assets value per share (NAV)	33.00	16.92	16.51

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


Rumana Kabir

Chairman

Managing Director


Md. Shahidul Islam

Director Finance


Faruk Ahmed

Company Secretary

Subject to our separate report of even date.


Faruk Ahmed

Faruk Ahmed FCA

Enrollment No: 1591

Partner

Khan Wahab Shafique Rahman & Co.

Chartered Accountants

Firm Reg. No.: 11970 E.P.

DVC: 2510301591 AS682493

Place: Dhaka
Dated: 30-10-25

Rangpur Dairy & Food Products Limited
Statement of Profit or Loss and Other Comprehensive Income
For the year ended June 30, 2025

Particulars	Notes	Amount in Taka	
		2024-2025	2023-2024
Revenue	24.00	1,243,978,718	1,235,390,197
Less: Cost of Goods Sold	25.00	1,002,693,113	971,281,969
Gross profit		241,285,605	264,108,228
Less: Office & Administrative Expenses	26.00	50,239,745	53,698,918
Less: Marketing & Distribution Expenses	27.00	58,619,661	72,424,752
Profit from operation		132,426,198	137,984,558
Less: Financial Expenses	28.00	71,851,226	44,198,800
Add: Non Operating Income	29.00	811,851	3,150,886
Profit before WPPF and Tax		61,386,823	96,936,643
Less: Contribution to WPPF and Welfare Fund		2,923,182	4,616,031
Net Profit before income tax		58,463,641	92,320,613
Less: Current Tax Expenses	30.01	12,643,307	12,264,147
Less / (Add) : Deferred Tax Expenses / (Income) (On Historical Cost Assets)	30.02	(285,939)	3,232,624
Net profit after income tax		46,106,273	76,823,842
Add: Other Comprehensive Income			
On revaluation surplus of Depreciable Assets	30.02.02	(118,133)	(121,786)
Unrealized Foreign Currency Gain / (Loss)		46,224,406	76,945,628
Total Comprehensive Income			
Earnings per share	31.00	0.61	1.01
Earnings per share (Dilution)	32.00	0.61	1.01

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

Rumana Kabir

Chairman



Managing Director



Director Finance



Company Secretary

Subject to our separate report of even date.

Date d: 30-10-25
Place, Dhaka



Faruk Ahmed FCA
Enrollment No: 1591
Partner
Khan Wahab Shafique Rahman & Co.
Chartered Accountants
Firm Reg. No.: 11970 E.P.
DVC: 2510301591 AS682493

Rangpur Dairy & Food Products Limited
Statement of Changes in Equity
For the year ended June 30, 2025

Particulars	Amount in Taka			
	Share Capital	Share Premium	Revaluation Reserve	Retained Earnings
Balance at July 1, 2024	759,739,560	130,731,200	92,011,576	272,073,787
Net profit after tax for the period	-	-	-	46,106,273
Depreciation charged on revalued amount	-	-	(787,551)	787,551
Deferred tax Expense / (income) On revaluation surplus of Depreciable Assets	-	-	118,133	-
Dividend paid for the year (Cash dividend)	-	-	-	(15,194,791)
Balance at June 30, 2025	759,739,560	130,731,200	91,342,158	303,772,820
Balance at June 30, 2024	759,739,560	130,731,200	92,011,576	272,073,787
				1,254,556,123

Ranmoy Kabir
Chairman

Abul Momin
Managing Director

Abul Momin
Director Finance

Ranmoy Kabir
Company Secretary

Statement of Cash Flows
For the year ended June 30, 2025

Particulars	Amount in Taka	
	2024-2025	2023-2024
A. Cash Flow from Operating Activities:		
Receipts from customers	1,208,725,655	1,214,066,741
Receipts from non operating income	811,851	3,150,886
Payment to suppliers, employees & others	(1,192,236,773)	(1,099,464,704)
Income Tax Paid	(4,791,360)	(6,200,424)
Net Cash Provided by Operating Activities: (A)	12,509,373	111,552,499
B. Cash Flow from Investing Activities:		
Investments	1,843,999	6,006,280
Acquisition of Property, Plant & Equipment	(174,496,508)	(125,855,968)
Acquisition of Intangible Assets	(772,932)	(1,198,985)
Net Cash Used by Investing Activities: (B)	(173,425,441)	(121,048,673)
C. Cash Flow from Financing Activities:		
Proceeds from Long term loan	57,646,427	1,176,916
Proceeds from short term Bank loan	111,061,336	48,555,067
Dividend Paid	(15,194,791)	(37,986,978)
Net Cash Used by Financing Activities: (C)	153,512,972	11,745,005
D. Net Cash inflow/ (outflow) (A+B+C)	(7,403,096)	2,248,831
E) Cash & Cash equivalents at the beginning of the year	17,248,984	15,000,153
G) Closing Cash & Cash equivalents at the end of the year	9,845,888	17,248,984
Net operating cash flow per share	0.16	1.47

Rumana kabir



Chairman

Managing Director



Director Finance



Company Secretary

Rangpur Dairy & Food Products Limited
Notes to the financial statements
For the year ended June 30, 2025

1 Corporate History of the Reporting Entity

1.1 Corporate history

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

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

1.2 Nature of business

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

2 Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with the requirements of the Companies Act 1994, the Securities & Exchange Rules 2020 as amended upto date, the International Accounting Standards (IAS), the International Financial Reporting Standards (IFRS) as well as the other applicable laws and regulations.

2.2 Other Regulatory compliances

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

The Income Tax Act 2023

The Income Tax Rules, 2023

The Value Added Tax Act (VAT) and SD Act, 2012

The Value Added Tax Rules (VAT), 2016

2.3 Basis of measurement

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

2.4 Functional and presentational currency

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

2.5 Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting polices and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis.

2.6 Going concern

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

2.7 Accrual Basis of Accounting:

The financial statements have been prepared, except for cash flow information, using the accrual basis of accounting. Since the accrual basis of accounting is used, the Company recognizes items as assets, liabilities, equity, income and expenses (the elements of financial statements) when they satisfy the definitions and recognition criteria for those elements in the Framework.

2.8 Materiality and Aggregation:

The Company presents separately each material class of similar items. The Company presents separately items of a dissimilar nature or function unless they are immaterial. Financial statements result from processing large numbers of transactions or other events that are aggregated into classes according to their nature or function.

2.9 Statement of Changes in Equity:

Statement of Changes in Equity has been prepared in accordance with IAS 1 -"Presentation of Financial Statements"

2.10 Changes in Accounting Policies:

The company changes its accounting policy only if the change is required by a IFRS or results in the financial statements providing reliable and more relevant information about the effects of transactions, other events or conditions on the company financial position, financial performance or cash flows. Changes in accounting policies is to be made through retrospective application by adjusting opening balance of each affected components of equity i.e. as if new policy has always been applied.

2.11 Changes in Accounting Estimates:

Estimates arise because of uncertainties inherent within them, judgement is required but this does not undermine reliability. Effect of changes of accounting estimates is included in statement of profit or loss and other comprehensive income. The preparation of the financial statements are in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies.

2.12 Segment Reporting:

No segmental reporting is applicable for the company as required by IFRS-8: "Operating Segment" as the company operates in a single industry segment and within a single geographical territory.

2.13 Foreign Currency Transaction:

Transaction in foreign currencies are converted into Bangladesh Taka at the Exchange rate prevailing on the date of transaction in accordance with provisions of IAS 21 "The Effects of Changes in Foreign Currency Rate".

2.14 Applicable standards:

The following IASs are applicable for the financial statements:

IAS:1 Presentation of Financial Statements

IAS:2 Inventories

IAS:7 Statements of Cash Flows

IAS:8 Accounting policies, Changes in Accounting Estimates and Errors

IAS:10 Events after the reporting period

IAS:12 Income Taxes

IAS:16 Property, Plant and Equipment

IAS:19 Employee Benefits

IAS:23 Borrowing Costs

IAS:24 Related Party Disclosures

IAS:32 Financial Instruments (Presentation)

IAS:33 Earnings Per Share

IAS:34 Interim Financial Reporting

IAS:37 Provisions, Contingent Liabilities and Assets
IAS:38 Intangible Assets
IFRS: 7 Financial Instruments: Disclosures
IFRS: 9 Financial Instruments
IFRS: 15 Revenue from contracts with customers

2.15 Reporting period

The financial period of the company covers 12 months end from July 1, 2024 to June 30, 2025.

3 Significant accounting policies

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

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

3.1 Financial instruments

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

3.2 Property, plant and equipment

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

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

3.2.2 Subsequent costs

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

3.2.3 Measurement of Property, Plant & Equipment after Recognition:

Cost Model

After recognition as an asset, an item of property, plant and equipment shall be carried at its cost less any accumulated depreciation.

Revaluation model

The revaluation model requires an asset, after initial recognition, to be measured at a revalued amount, which is its fair value less subsequent accumulated depreciation.

Where an asset's carrying amount is increased as a result of a revaluation, the increase is recognized in equity under the heading of revaluation reserve. However, the increase is recognized in other comprehensive income to the extent that it reverses a revaluation decrease of the same asset previously recognized in profit or loss.

Where an asset's carrying amount is decreased as a result of a revaluation, the decrease is recognized in other comprehensive income. However, the decrease is recognized in equity to the extent of any credit balance existing in the revaluation reserve in respect of that asset. The decrease recognized in equity reduces the amount accumulated under the heading of revaluation reserve.

The revaluation reserve included in equity in respect of an item of property, plant and equipment is transferred directly to retained earnings when the asset is derecognized. However, some of the surplus is transferred as the asset is used by the Company. In such a case, the amount of the revaluation reserve transferred would be the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost.

3.2.4 Property, Plant & Equipment and Depreciation

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

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

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

3.2.5 Intangible asset

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

3.2.6 Capital work-in-progress

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

3.2.7 Impairment of Assets:

The carrying amounts of property, plant and equipment are reviewed at each Statement of Financial Position date to determine whether there is any indication of impairment loss as per IAS 36: Impairment of Assets. If any such indication exists, recoverable amount is estimated in order to determine the extent of the impairment loss, if any. Impairment loss is recorded on judgmental basis, for which provision may differ in the future years based on the actual experience.

It is difficult to assess the Plant & Machinery every year. There is no indication that assets may be impaired.

3.2.8 Assets Revaluation Reserve:

This represents the difference between the book value and the re-valued amount of land and development Building of the Company as assessed by professional valuers in the year April, 20, 2010. The reserve is not distributable.

3.3 Revenue recognition

Revenue is recognised for a contract with a customer that is within the scope of IFRS-15 only when all of the following criteria are met:

- i) Identify the contract (s) with a customer.
- ii) Identify the performance obligations in the contract.
- iii) Determine the transaction price.
- iv) Allocate the transaction price of the performance obligations in the contracts.
- v) Recognise revenue when (or as) the entity satisfies a performance obligation.

3.4 Inventories

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

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

3.5 Accounts receivables

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

3.6 Cash and cash equivalents

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

3.7 Statements of Cash Flows

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

3.7.01 Foreign Currency Transactions

Foreign currency transactions are recorded, on initial recognition in the functional currency at the spot exchange rate ruling at the transaction date.

At the end of each reporting period in compliance with the provision of (IAS) 21: The Effects of Changes in Foreign Exchange Rates.

- (a) Foreign currency monetary items are translated using the closing rate.
- (b) Non-monetary items that are measured in terms of historical costs in a foreign currency are translated using the exchange rate at the date of the transaction.
- (c) Non-monetary items that are measured at fair value in a foreign currency is translated using the exchange rate at the date when the fair value is determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rate different from those at which they were translated on initial recognition during the period or in previous financial statements is recognized in Statement of Profit or Loss and Other Comprehensive Income in the period in which they arise.

3.8 Investments

Income on Investment is recognized on accrual basis (if any).

3.9 Borrowing Costs

Financial Expenses (Borrowing Costs) when incurred is added as revenue expenses in accordance with IAS-23 “Borrowing Cost”. Borrowing costs relating to property, plant and equipment year of completion of erection are capitalized, (if any).

3.10 Accrued Expenses and Other Payables

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

3.11 Advances, deposits and prepayments

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

Deposits are measured at payment value.

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

3.12 Responsibility of the Preparation and Presentation of the Financial Statements

The Board of Directors are responsible for preparing and presenting the financial statements in accordance with IAS, IFRS, the Company Act, 1994 the Securities & Exchange Rules 2020 as amended upto date and other applicable laws including adequate disclosures, who approved and authorized for issue of these financial statements.

3.13 Events after the Reporting Period

In compliance with the requirements of IAS 10: Events After Reporting Period Date, adjusting events that provide additional information about the company's position at the Events After Reporting Period Date are reflected in the financial statements. Events after Reporting Period date that are non adjusting events are disclosed in the notes when material. As at June 30, 2025, the company did not have any adjusting events reporting period.

3.14 Provisions

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

- a. when the company has an obligation (legal or constructive) as a result of past events;
- b. when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- c. reliable estimates can be made of the amount of the obligation.

3.15 Income Taxes

a) Current Tax

Income Tax is assessed based on SRO No. 199 - law/Income Tax/2015 - Income Tax Act, 2023 Dated June 22, 2023 under section 76, sub-section (1).

b) Deferred Tax

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

3.16 Earnings Per Share

This has been calculated in compliance with the requirements of IAS 33: Earnings Per Share by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year. Basic earnings represent earnings for the year attributable to ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

3.17 Employee Benefits

The following employee benefits has given by the company:

- a) Short-term Employee Benefits
 - i) Paid Wages, Salaries and no Social Security Contributions;
 - ii) Paid 20 (Twenty) days Annual (Casual Leave), 14 (Fourteen) days Medical (Sick Leave)
 - iii) Paid Festival Bonuses and 05 (Five) percent WPPF(Workers Profit Participation Fund) as profit-sharing;
 - iv) No non-monetary benefit for current employees except lunch facility and accidental medical facilities at work station;
- b) Post-employment Benefits
 - i) No Retirement benefits has provided to its employees.
 - ii) No other post employment benefits such as post-employment life insurance and post employment medical care has provided by the company.
- c) Other Long-term Employee Benefits,such as the followings:
 - i) No long-term benefit such as long-service leave or sabbatical leave has been provided.
 - ii) No jubilee or other long-service benefits has been provided.
 - iii) No long-term disability benefits has been paid by the company.
- d) No termination benefits has been provided but paid onetime financial benefit due to death of any employee on the basis of financial condition of employee.

3.18 Comparative Information and Rearrangement Thereof

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

3.19 Key Management personl Compensation:

Key management personl compensation include Managing Director and Director remmuration Tk. 6,028,750 which disclosed Notes No. 26 of the financial statements.

4 Additional information on Financial Statements:

4.1 Responsibility for the preparation and presentation of Financial Statements

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

4.2 Authorization date for issuing Financial Statements

The Financial Statements were authorized by the Board of Directors on October 30, 2025 for issuing after the completion of review.

4.3 Components of the Financial Statements

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

- i) Statement of Financial Position as at June 30, 2025.
- ii) Statement of Profit or Loss and other Comprehensive Income for the year ended June 30, 2025.
- iii) Statement of Changes in Equity for the year ended June 30, 2025.
- iv) Statement of Cash Flows for the year ended June 30, 2025.
- v) Explanatory notes to the Financial Statements.

4.4 Related Party Disclosures

The company carried out a number of transactions with related parties in the normal course of business and on arms' length basis. The information as required by IAS-24: Related Party Disclosures has been disclosed in a separate note (note no 39.00) in the Financial Statement.

Notes	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
5.00 Property, Plant & Equipment:			
Opening Balance (at cost)		1,757,024,944	1,631,168,976
Add: Addition during the year		174,496,508	125,855,968
Less: Adjustment During the Year		-	-
Total		1,931,521,452	1,757,024,944
Depreciation:			
Opening Balance		734,958,412	663,358,083
Add: Charged during the year		79,586,377	71,600,329
Less: Adjustment During the Year		-	-
Total		814,544,789	734,958,412
Written Down Value at June 30, (A-B)			
The details Schedule of Property, Plant & Equipment have been shown in attached Annexure- A.			
6.00 Intangible Assets:			
Opening Balance		4,291,251	3,092,266
Addition during the year		772,932	1,198,985
Amortization during the year		5,064,183	4,291,251
Written Down Value as June 30, 2025		(506,418)	(429,125)
Intangible assets include software & various types of long-time license related issues		4,557,764	3,862,125
7.00 Investment :			
FDR		-	2,040,000
NCCB Securities & Financial Services Ltd.		766,060	982,703
NRBC Bank Securities Ltd.		527,603	519,653
Capital Market Stabilization Fund		404,694	-
Total		1,698,357	3,542,356
Investment is included in various Companies Stock & FDR			
8.00 Inventories:			
Raw Materials		212,778,516	200,045,638
Finished Goods		77,190,175	63,275,760
Work In Progress		6,125,495	6,265,753
Stationery		496,935	652,240
Total		296,591,121	270,239,391
9.00 Accounts Receivable:			
Accounts Receivable		216,770,188	181,481,836
Less: Expected credit loss		(216,770)	(181,482)
Total		216,553,418	181,300,355
a) Ageing of the above receivables is given Below:			
1 to 3 Months	4 to 6 Months	7 to 12 Months	1 Year and above
106,437,759	84,497,644	13,126,287	12,708,498
106,437,759	84,497,644	13,126,287	12,708,498
b) Receivables are unsecured but considered good.			
c) There is no debt due by or to directors or other officers of the company			
d) There is no debt due by the directors and officers within the common management of the company.			
e) The details of Accounts Receivable are shown in Annexure-B .			
f) The receivable figure is regularly realized. As such the effect of expected credit loss is minimal.			
10.00 Advances, Deposits & Pre-Payments:			
Advance to new office		661,085	661,085
Advance to factory/Chilling		67,711,371	59,504,089
Advance to Parties		145,839,056	141,042,723
Advance for Machinery		91,323,711	81,784,651
Advance income Tax		16,837,608	15,625,816
VAT Current Account		4,932,167	3,747,032
Security Deposit		138,940	138,940
Total		327,443,938	302,504,336
a) All Advances & Deposits are considered good and recoverable by the management.			
b) There is no amount due from Directors or officers of the Company.			
c) There is no advances due by or to within the common management of the company.			

Annexure- C
Note:10.01

Notes	Particulars	Amount in Taka																																																																																	
		30.06.2025	30.06.2024																																																																																
10.01 Advance for Machinery:																																																																																			
Apon Engineering Workshop		16,783,090	13,639,990																																																																																
Basic Engineering		30,992,386	27,956,386																																																																																
Shaheen Enterprise		26,180,170	22,330,170																																																																																
Techno Prime Engineering		-	-																																																																																
Chowdhury Enterprise		-	-																																																																																
ESS (Engineering and Support service)		11,971,242	9,356,972																																																																																
JS Builders		-	755,860																																																																																
Santek Agencies & Services Ltd.		-	-																																																																																
Sumon Engineering		-	688,450																																																																																
United Engineering		5,396,823	7,056,823																																																																																
Total		91,323,711	81,784,651																																																																																
Aging of Advance for Machinery:																																																																																			
Due to 1-6 months		53,700,000	23,149,000																																																																																
Due to 7-12 months		33,300,000	39,210,000																																																																																
Above 1 year		91,323,711	19,425,651																																																																																
Total		178,323,711	81,784,651																																																																																
11.00 Cash & Cash Equivalents :																																																																																			
Cash in Hand	Note: 11.01	9,519,864	9,200,506																																																																																
Cash at Bank	Note: 11.02	326,024	8,048,478																																																																																
Total		9,845,888	17,248,984																																																																																
11.01 Cash in Hand:																																																																																			
Cash in Hand (Head Office)		8,937,864	8,504,125																																																																																
Cash in Hand (Factory)		582,000	696,381																																																																																
Total		9519864	9,200,506																																																																																
11.02 Cash at Bank:																																																																																			
<table border="1"> <thead> <tr> <th>Name of Bank</th> <th>Name of Branch</th> <th>Account Number</th> <th>Amount in Taka</th> </tr> <tr> <th></th> <th></th> <th></th> <th>30.06.2025</th> </tr> </thead> <tbody> <tr> <td>Islami Bank Bd. PLC.</td> <td>Shyamoli Br.</td> <td>2090900006902</td> <td>31,787</td> </tr> <tr> <td>Prime Bank PLC.</td> <td>Foreign Ex. Br.</td> <td>12631060018441</td> <td>157,810</td> </tr> <tr> <td>Pubali Bank PLC.</td> <td>Ring Road Br.</td> <td>4648901003315</td> <td>428,931</td> </tr> <tr> <td>NCC Bank PLC.</td> <td>Shyamoli Br.</td> <td>0055-0325000141</td> <td>2,102</td> </tr> <tr> <td>NCC Bank PLC.</td> <td>Motijheel Main Br.</td> <td>0002-0315000047</td> <td>4,954</td> </tr> <tr> <td>NCC Bank PLC.</td> <td>Motijheel Main Br.</td> <td>0002-0325000760</td> <td>(188,474)</td> </tr> <tr> <td>NCC Bank PLC.</td> <td>Shyamoli Br.</td> <td>00550325000409</td> <td>83500</td> </tr> <tr> <td>Dutch-Bangla Bank PLC.</td> <td>Ring Road Br.</td> <td>148-120-0004782</td> <td>272,316</td> </tr> <tr> <td>Dutch-Bangla Bank PLC.</td> <td>Ring Road Br.</td> <td>79</td> <td>349,064</td> </tr> <tr> <td>NCC Bank PLC.</td> <td>Shyamoli Br.</td> <td>0055-0325000516</td> <td>194,383</td> </tr> <tr> <td>Union Bank PLC.</td> <td>Hatkhola Br.</td> <td>0041210000209</td> <td>2761.5</td> </tr> <tr> <td>Meghna Bank PLC.</td> <td>Motijheel Br.</td> <td>110311100000403</td> <td>(1,370,862)</td> </tr> <tr> <td>NCC Bank PLC. (USD)</td> <td>Motijheel Main Br.</td> <td>0002-0251008241</td> <td>0</td> </tr> <tr> <td>NCC Bank PLC. (Euro)</td> <td>Motijheel Main Br.</td> <td>0002-0253000521</td> <td>32248</td> </tr> <tr> <td>NCC Bank PLC. (GBP)</td> <td>Motijheel Main Br.</td> <td>0002-0252000247</td> <td>35884.02</td> </tr> <tr> <td>Jamuna Bank PLC.</td> <td>Dhanmondi Br.</td> <td>0011-0210014668</td> <td>288990</td> </tr> <tr> <td>Meghna Bank PLC. (USD)</td> <td>Motijheel Br.</td> <td>110316100000002</td> <td>630</td> </tr> <tr> <td colspan="2">Total:</td><td>326,024</td><td>8,048,478</td></tr> </tbody> </table>				Name of Bank	Name of Branch	Account Number	Amount in Taka				30.06.2025	Islami Bank Bd. PLC.	Shyamoli Br.	2090900006902	31,787	Prime Bank PLC.	Foreign Ex. Br.	12631060018441	157,810	Pubali Bank PLC.	Ring Road Br.	4648901003315	428,931	NCC Bank PLC.	Shyamoli Br.	0055-0325000141	2,102	NCC Bank PLC.	Motijheel Main Br.	0002-0315000047	4,954	NCC Bank PLC.	Motijheel Main Br.	0002-0325000760	(188,474)	NCC Bank PLC.	Shyamoli Br.	00550325000409	83500	Dutch-Bangla Bank PLC.	Ring Road Br.	148-120-0004782	272,316	Dutch-Bangla Bank PLC.	Ring Road Br.	79	349,064	NCC Bank PLC.	Shyamoli Br.	0055-0325000516	194,383	Union Bank PLC.	Hatkhola Br.	0041210000209	2761.5	Meghna Bank PLC.	Motijheel Br.	110311100000403	(1,370,862)	NCC Bank PLC. (USD)	Motijheel Main Br.	0002-0251008241	0	NCC Bank PLC. (Euro)	Motijheel Main Br.	0002-0253000521	32248	NCC Bank PLC. (GBP)	Motijheel Main Br.	0002-0252000247	35884.02	Jamuna Bank PLC.	Dhanmondi Br.	0011-0210014668	288990	Meghna Bank PLC. (USD)	Motijheel Br.	110316100000002	630	Total:		326,024	8,048,478
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12.00 Share Capital:																																																																																			
Authorized Capital :																																																																																			
100,000,000 Ordinary Shares of Tk. 10/- each		1,000,000,000	1,000,000,000																																																																																
Issued, Subscribed, Called-up & Paid-up Capital:																																																																																			
75,973,956 Ordinary Shares of Tk. 10/- each		759,739,560	759,739,560																																																																																
The Shareholding position of the Company is as under:																																																																																			
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Notes	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
Details of Number of Shareholders and percentage as under:			
Share Holding Range	Percentage (%)	No. of share holders	No. of Shares
01-499 shares	1.80%	6,882	1,366,339
500-5,000 shares	9.58%	3,780	7,277,969
5,001-10,000 shares	7.11%	703	5,404,702
10,001-20,000 shares	8.56%	445	6,506,959
20,001-30,000 shares	5.67%	174	4,311,514
30,001-40,000 shares	3.89%	84	2,958,482
40,001-50,000 shares	2.70%	44	2,050,687
50,001-100,000 shares	7.81%	83	5,932,305
100,001- 1,000,000 shares	18.78%	61	14,268,252
1,000,001- 1,000,000,000 shares	34.09%	7	25,896,747
Total	100.00%	12,263	75,973,956
Details of Number of Shares			
Opening Number of Shares		75,973,956	75,973,956
Stock Dividend		-	-
Closing Number of Shares		75,973,956	75,973,956
13.00 Share Premium:			
Share Premium		130,731,200	130,731,200
Total:		130,731,200	130,731,200
The above amount received when issued share through initial public offering.			
14.00 Revaluation Reserve:			
Opening Balance		92,011,576	92,701,698
Adjustment during the year		(787,551)	(811,908)
(Less)/Add: Transfer Deferred tax Expense / (income) On revaluation surplus of Depreciable Assets to Reatined Earnings		91,224,025	91,889,790
Less: Transfer Deferred tax Expense / (income) On revaluation surplus of Non-Depreciable Assets to Reatined Earnings		118,133	121,786
Total		91,342,158	92,011,576
The revaluation reserve includes Land & Land Development and Factory Building of the company. The revalued amount as per valuation report of Online Survey & Inspection Company , a licensed certified surveyor, Government of Bangladesh, dated : April 20, 2010 based on the Financial Statements as on December 31, 2009. The re-valuation surplus amount was accounted for Tk. 109,112,305 as on December 31, 2010.			
15.00 Retained Earnings:			
Opening Balance		272,073,787	232,425,015
Profit/(Loss) during the year		46,106,273	76,823,842
Depreciation charged on revalued amount		787,551	811,908
Dividend paid for the year		(15,194,791)	(37,986,978)
Total		303,772,820	272,073,787
16.00 Long Term Loan:			
Megna Bank Ltd.	Note No.16.01	78,115,062	23,256,940
NCC Bank Ltd.	Note No.16.02	1,446,135	4,271,718
		79,561,197	27,528,658
16.01 Megna Bank Ltd.			
Opening Balance		70,401,027	64,887,139
Addition during the year		91,400,576	28,449,042
Interest charged during the year		18,853,709	8,631,060
Payment during the year		(44,948,772)	(31,566,214)
Less: Current Portion Maturity of Long term Loan		135,706,540	70,401,027
		57,591,478	47,144,087
		78,115,062	23,256,940
16.02 NCC Bank Ltd.			
Opening Balance		11,444,454	15,781,426
Addition during the year		-	-
Interest charged during the year		1,128,721	1,551,225
Payment during the year		(8,787,807)	(5,888,197)
Less: Current Portion Maturity of Long term Loan		3,785,368	11,444,454
		2,339,233	7,172,736
		1,446,135	4,271,718

Notes	Particulars	Amount in Taka	
		30.06.2025	30.06.2024

Limits of various facilities extended by Banks are as follows:

Name of the Bank: Meghna Bank PLC.

Nature: Term Loan

Sanction Limit: Tk. 206,200,000

Expiry Date: 08.06.2025, 11.10.2026, 29.08.2026, 29.08.2028, 03.07.2029, 30.06.2030.

Securities:

a) Registered mortgage of 257 decimal project land along with factory building and other structure at Vill: salaipur, Baldipukur, Rangpur .
 b) Post dated cheque(s) covering the limit.

Name of the Bank: NCC Bank PLC.

Nature: Term Loan

Sanction Limit: Tk. 19,460,000

Validity: 36 Months

Interest Rate: 14.5 % P.a. subject to revision from time to time.

17.00 Deferred Tax Liability:

Opening Balance

On Historical Cost Assets (Through Retained Earnings relating to previous Years) (Note : 30.02.01)

Add: Deferred Tax expenses during the year (Note : 30.02)

On Historical Cost Assets (Through Profit & Loss Accounts)

On Revaluation Reserve of Depreciable Assets (Through OCI)

On Revaluation Reserve of Non-Depreciable Assets (Through OCI)

Total

Deferred tax liability on taxable temporary differences between carrying amount as per accounts and tax base amounts as on 30.06.2024 has been calculated into accounts in line with IAS-12.

Computation of deferred tax liability on taxable temporary differences and deferred on revaluation increase has been shown at Annexure - E.

18.00 Accounts Payable:

Sundry Creditors

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

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

c) All creditors were paid on regular basis.

59,011,323	55,900,486
59,011,323	55,900,486
(404,072)	3,110,837
(285,939)	3,232,624
(118,133)	(121,786)
-	-
58,607,252	59,011,323

19.00 Short Term Bank Loan :

Meghna Bank PLC. (Cash Credit)-017

Meghna Bank PLC. (LTR)

NCCB PLC. (LTR)

Overdraft Loan

NCCB PLC. (OD)

Meghna Bank PLC. (Time Loan)

Total

78,292,583	72,521,806
28,536,041	5,752,897
7,358,255	3,081,698
-	-
15,080,134	10,384,130
290,649,286	217,114,432
419,916,298	308,854,962

Limits of various facilities extended by Banks are as follows:

Name of the Bank: Meghna Bank PLC.

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

Sanction Limit: Tk. 400,000,000

Expiry Date: 31.07.2025

Interest Rate: 14.50 % P.a. subject to revision from time to time.

Securities:

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

b) Registered mortgage of 378 decimal project land along with factory building and other structure at Vill: salaipur, Baldipukur, Rangpur .

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

Limits of various facilities extended by Banks are as follows:

Name of the Bank: NCC Bank PLC.

Nature: L/C & Import Loan (LTR)

Sanction Limit: Tk. 40,000,000

Expiry Date: 30.06.2025

20.00 Provision for WPPF and Welfare Fund:

Opening Balance

Addition during the year

Payment made during the year

Total

22,885,715	21,658,099
2,923,182	4,616,031
(2,811,600)	(3,388,415)
22,997,297	22,885,715

Notes	Particulars	Amount in Taka	
		30.06.2025	30.06.2024

21.00 Share Application money:

General Public	5,002,753	5,002,753
Non- Resident Bangladeshi	736,265	736,265
Total	5,739,018	5,739,018

This represents subscription money received from IPO which is ready for refund on Availability of Bank Account No. That will be refunded whenever claimed by the applicants.

22.00 Provision for Current Income Tax:

Opening Balance	15,199,551	28,752,759
Current year Tax	12,643,307	12,264,147
	27,842,858	41,016,906
Payment during the year	(4,791,360)	(6,200,424)
Adjust with AIT	(10,620,363)	(19,616,931)
Total	12,431,135	15,199,551

23.00 Accrued Expenses:

Audit fee	230,000	215,000
Electricity Bill	1,327,512	1,467,706
Salary & Allowances	9,002,672	10,575,858
Tax payable	8,152,337	8,152,337
Vat Payble	1,000,000	738,079
Other Liabilities	130,415	130,415
Total	19,842,936	21,279,395

All accrued Expenses were paid on regular basis.

Notes	Particulars	Amount in Taka	
		2024-2025	2023-2024
24.00	Revenue:		
	Gross Sales Revenue	1,265,295,909	1,252,271,113
	Sales Return	(153,330)	(625,866)
	Market Damage	-	(3,159,922)
	VAT	1,265,142,579	1,248,485,325
	SD	(18,311,651)	(11,761,348)
	Total:	(2,852,210)	(1,333,780)
		1,243,978,718	1,235,390,197
	Note: During The Year the Company Exported an Amount of Taka 71,234,695 Which included Sales Revenue		
25.00	Cost of Goods Sold:		
	Raw materials Consumed	Note: 25.01	828,651,723
	Wages		10,651,404
	Power Cost	Note: 25.02	59,822,182
	Prime Cost		899,125,309
	Manufacturing Overhead	Note: 25.03	117,341,961
	Cost of Production		1,016,467,270
	Opening Work-In-Progress		6,265,753
	Closing Work-In-Progress		(6,125,495)
	Cost of Goods Manufactured		1,016,607,528
	Opening finished goods		63,275,760
	Closing finished goods		(77,190,175)
	Cost of Goods Sold:		1,002,693,113
25.01	Raw Materials Consumed:		
	Opening stock		200,045,638
	Purchase during the year		841,384,601
	Raw materials available for use		1,041,430,239
	Closing Stock		(212,778,516)
	Raw materials Consumed:		828,651,723
25.02	Power Cost:		
	Electricity bill		17,071,028
	Fuel & Diesel		42,751,154
	Gas Charges		6,900
	Total		59,829,082
25.03	Manufacturing Overhead		
	Salary & Allowances		40,802,218
	Festival Bonus		3,631,529
	Entertainment		162,992
	Chilling Center Expenses		606,307
	Factory Maintenance		28,000
	Generator Maintenance		-
	Internet Bill		279,694
	Medical Expenses		4,405
	Repair & Maintenance		96,576
	Depreciation		71,627,740
	Public Relation		102,500
	Total:		117,341,961
26.00	Office & Administrative Expenses:		
	Salary & Allowances		20,401,109
	Director Remuneration		6,028,750
	Festival Bonus		5,447,294
	Conveyance		75,940
	Entertainment		244,489
	Audit Fee		230,000
	Electric bill		171,198
	Fees & Charges		221,860
	Fine & Penalties		31,700
	Fuel & Oil		608,081
	General Expenses		418,263
	Insurance Premium		1,458,772
	Iftar Bill		174,294
	Meeting Fees		107,201
	Mobile Bill		1,187,658
	Office Maintenance		330,045
	Office Rent		75,450
	Photocopy Bill		5,622
			23,601,354
			6,000,000
			6,328,690
			98,450
			330,158
			221,500
			248,629
			947,209
			273,865
			756,560
			644,267
			-
			198,380
			72,000
			1,951,790
			-
			69,000
			7,134

Notes	Particulars	Amount in Taka	
		2024-2025	2023-2024
	Postage Telex courier	16,800	19,610
	Paper & Periodic	3,880	2,918
	Printing & Stationary	1,274,123	1,238,780
	Repair & Maintenance	-	469,210
	Renewal Fee	1,189,639	849,047
	Amortization of Intangible Assets	506,418	429,125
	Realized Foreign Currency Gain / (Loss)	-	-
	Service Charge	355,326	162,759
	Telephone	-	557
	Annual Listing Fee	429,870	523,856
	Design Bill	30,000	1,000
	AGM Expenses	995,706	766,790
	Picnic	30,000	-
	WASA Bill	31,362	39,783
	Fooding Allowance	35,148	15,890
	Computer Accessories	149,110	168,925
	Legal Fees	16,000	1,150
	Bad Debts	-	100,500
	Depreciation	7,958,638	7,160,033
	Total:	50,239,745	53,698,918
27.00	Marketing & Distribution Expenses :		
	Salary & Allowances	40,802,218	47,202,708
	TA/DA	7,993,680	11,258,463
	Carrying Charges/Distribution Expenses	5,413,697	8,325,739
	Advertising & Publicity	463,990	696,328
	Tour & Travels	150,797	269,011
	Free Sample	4,637	-
	Distribution Expenses	488,269	1,146,111
	Vehicle Maintenance	2,888,138	3,167,235
	Toll Charge	112,465	123,675
	Brand Promotion	-	-
	Incentive	85,000	54,000
	Expected Credit Loss	216,770	181,482
	Total:	58,619,661	72,424,752
28.00	Financial Expenses:		
	Interest on Loan	71,621,568	43,759,194
	Bank Charges & Commission	229,658	439,606
	Total:	71,851,226	44,198,800
29.00	Non Operating Income:		
	Bank Interest	25,444	5,595
	Fish Sale	932,613	1,042,417
	Unrealized Foreign Currency Gain/(Loss)	9,274	96,301
	Gain from Investment of Share	(208,693)	1,103,720
	Others Income	-	160,644
	Dividend Income	2,213	213,915
	Miscellaneous Sale	-	445,794
	FDR Interest income	51,000	82,500
	Total:	811,851	3,150,886
	Note:Others Income Include Sales Of Wastage Matarials and Tyre Tube, spares etc.		
30.00	Income Tax Expense:		
	Current year Tax	Note: 30.01	12,643,307
	Provision for Prior year adjustment		12,643,307
	Deferred Tax expense/(Income)	Note: 30.02	(285,939)
	Total:		12,357,368
	Current year tax is considered as regular tax or minimum tax whichever is higher.		3,232,624
			15,496,771

Notes	Particulars	Amount in Taka	
		2024-2025	2023-2024
30.01	Current year Tax Provision:		
i)	Computation of Taxable profit for current tax calculation:		
	Net Profit before income tax	58,463,641	92,320,613
	Accounting base depreciation	79,586,377	71,600,329
		138,050,018	163,920,941
	Tax base depreciation	(82,725,718)	(99,942,972)
	Taxable profit for current tax	55,324,300	63,977,969
	Taxable calculation :		
			30,000
			200,000
			9,146,695
	Tax @ 22.50%	12,447,968	9,376,695
	Whichever is higher among (I, ii & iii) will be recognised as current year income Tax. Here calculation of Current Tax figure is higher than others.		
i)	Standard Rate (Tax @ 22.50%)	12,447,968	-
	(Previous year was rat progressive @ 15.00% but this year standard 22.50%)		
ii)	Minimum tax U/S-163(2)	11,832,155	8,569,334
	Tax deducted at Sources		
iii)	Minimum tax U/S-163(5)	1,264,330,728	1,251,636,211
	Total Receipt	1.00%	0.60%
	tax rate		
	Minimum Tax	12,643,307	7,509,817
	Provision for Tax (Higher of i, ii, iii)	12,643,307	9,376,695
	Whichever is higher among (i, ii & iii) will be recognised as current year income Tax. Here calculation of Current Tax figure is higher than others.		
30.02	Deferred Tax Expenses / (Income) During the Year.		
	On Historical Cost Assets	(Note-30.02.01)	(285,939)
			3,232,624
	Deferred Tax Expense (Through Profit & Loss Account)	(285,939)	3,232,624
	On Revaluation Reserve of Depreciable Non-Current Assets.	(Note-30.02.02)	(118,133)
			(121,786)
	On Revaluation Reserve of Non-Depreciable Non-Current Assets.	(Note-30.02.03)	-
			-
	Deferred Tax Expense (Through Other Comprehensive Income)	(118,133)	(121,786)
30.02.01	Deferred Tax liability / (asset) on Historical Cost.		
A.	<u>Carrying Amount Of Accounting Base:</u>		
	Property, Plant & Equipment (Annexure- E)	1,116,976,663	1,022,066,532
	Intangible Assets (Annexure - E)	4,557,764	3,862,125
		1,121,534,427	1,025,928,658
	Less: Revaluation Increase (For Separate calculation as OCI item)	25,464,145	26,251,696
	Net Carrying Cost	1,096,070,282	999,676,962
	Less: Land Value (Avoided as permanent Differences)	178,238,724	172,482,864
	Net Carrying Historical cost (Net of Land & Land Development)	917,831,558	827,194,098
	<u>B. Tax Based WDV (Estimated Based on 3rd Schedule)</u>	566,951,339	474,407,617
	Temporary Taxable / (Deductable) Differences (A-B)	350,880,219	352,786,481
	Deferred Tax Liability @ 15% on Temporary Taxable Difference as on 30.06.2025 on Historical Cost of Assets	52,632,033	52,917,972

Notes	Particulars	Amount in Taka	
		2024-2025	2023-2024
Deferred Tax Expenses / (Income) on Historical Cost.			
	Closing Deferred Tax Liability / (Assets)	52,632,033	52,917,972
	Opening Deferred Tax Liability / (Assets)	52,917,972	49,685,348
	Deferred Tax Expense up to June 30, 2024	(285,939)	3,232,624
	Less: Transfer to Retained Earnings relating to previous Years	-	-
	Deferred Tax Expense during the year on Historical Cost Assets	(285,939)	3,232,624
<hr/>			
30.02.02	Deferred Tax liability / (asset) on Revaluation Reserve of Depreciable Non-Current Assets.		
A.	Carrying Amount Of Accounting Base:		
	Building (Annexure- E)	25,464,145	26,251,696
B.	Tax Based WDV (Estimated Based on 3rd Schedule):	-	-
	Temporary Taxable / (Deductable) Differences (A-B)	25,464,145	26,251,696
	Deferred Tax Liability @ 15% on Temporary Taxable Difference as on 30.06.2025 on Revaluation Reserve of Depreciable Non-Current Assets.	3,819,622	3,937,754
	Closing Deferred Tax Liability	3,819,622	3,937,754
	Opening Deferred Tax Liability	3,937,754	4,059,541
	Deferred Tax Expense during the year on Revaluation Reserve of Depreciable Non-Current Asset (Transfer to Retained Earnings Through Other Comprehensive Income)	(118,133)	(121,786)
<hr/>			
30.02.03	Deferred Tax liability / (asset) on Revaluation Reserve of Non-Depreciable Non-Current Assets.		
A.	Carrying Amount Of Accounting Base:		
	Land & Land Developments (Annexure- E)	71,853,231	71,853,231
B.	Tax Based WDV (Estimated Based on 3rd Schedule):		
	Temporary Taxable / (Deductable) Differences (A-B)	71,853,231	71,853,231
	Deferred Tax Liability @ 15% on Temporary Taxable Difference as on 30.06.2025 on Revaluation Reserve of Non-Depreciable Non-Current Assets.	-	-
<hr/>			
Deferred Tax Expenses / (Income) on Revaluation Reserve of Non-Depreciable Non-Current Assets.			
	Closing Deferred Tax Liability	-	-
	Opening Deferred Tax Liability	-	-
	Deferred Tax Expense during the year on Revaluation Reserve of Non-Depreciable Non-Current Asset (Transfer to Retained Earnings Through Other Comprehensive Income)	-	-
<hr/>			
31.00	Earnings Per Share:		
	Net Profit after Income Tax	46,106,273	76,823,842
	No. of Share	75,973,956	75,973,956
	Earnings per share	0.61	1.01
<hr/>			
32.00	Earning per share (dilution) declaration of stock dividend		
	Net Profit after Income Tax	46,106,273	76,823,842
	No. of Share	75,973,956	75,973,956
	Earnings per share	0.61	1.01
<hr/>			
33.00	Net assets value per share (NAV)		
	Net assets value	1,285,585,738	1,254,556,123
	No. of Share	75,973,956	75,973,956
	Net assets value per share	16.92	16.51

Notes	Particulars	Amount in Taka	
		2024-2025	2023-2024
34.00	Reconciliation of Net Profit with cash flows from Operating Activities:		
	Profit before Tax	58,463,641	92,320,613
	Adjustment for:		
	Depreciation on property, plant and Equipment	79,586,377	71,600,329
	Amortization on intangible asset	506,418	429,125
	Financial Expense	71,851,226	44,198,800
		210,407,663	208,548,867
	(Increase) / Decrease in Inventories	(26,351,730)	(945,231)
	(Increase) / Decrease in Accounts Receivable	(35,253,063)	(47,751,004)
	(Increase) / Decrease in Advances, Deposits & Pre-Payments (excluding advance for Machinery)	(35,989,091)	(60,023,600)
	Increase / (Decrease) in Accounts Payable	(22,616,180)	18,021,787
	Increase / (Decrease) in Provision for WPPF and Welfare Fund	111,582	1,227,616
	Increase/(Decrease) Unpaid Dividend	279,237	416,913
	Increase / (Decrease) in Accrued Expenses	(1,436,459)	2,456,853
		89,151,959	121,952,202
	Income Tax paid	(4,791,360)	(6,200,424)
	Interest & bank charge paid	(71,851,226)	(44,198,800)
	Net Cash Provided by Operating Activities	12,509,373	71,552,978

35.00 Additional Information as per requirement of Companies ACT, 1994

a) Total number of factory employees (received annual salaries & wages Tk 40,802,218 & above) was 340 nos .

b) Total number of head office and Marketing and Distribution officers & employees (received annual salaries & wages Tk. 61,203,327 & above) was 640 nos .

c) Payment to Directors as Remuneration & Perquisite in the Year are shown at Note-26.

36.00 PLANT CAPACITY & UTILIZATION:

Name of Products	Annual Attainable Capacity (Oty.M.Ton)	Actual Production during the year	
		(Qty Ton)	% of Capacity
Fresh and Flavored Milk	25,000	14,152	57

37.00 PAYMENT IN FOREIGN CURRENCY & FOREIGN CURRENCY EARNED :

a) No payment in foreign currency (except import cost of materials) was made in the Period. foreign currency earned By Exporting Products During the Year Exported an Amount of Taka 71,234,695 Which included Sales Revenue

38.00 COMMISSION , BROKERAGE & DISCOUNT TO THE SELLING AGENT :

Company had no selling agent as such no payment of commission, brokerage and discount was made.

39.00 RELATED PARTY & TRANSACTIONS :

As per IAS 24 : Related party disclosure and as defined in the Security & Exchange Rules 2020 the related party transaction are as follows:

Particulars	30/Jun/2025	30/Jun/2024
Managing Director remuneration	3,600,000	3,600,000
Director remuneration	2,428,750	2,400,000
Board meeting attendance fees	107,201	20,000
Total	6,135,951	6,020,000

The board meeting attendance fees received by the Directors and Company Secretary are as follows:

Name	Designation	No. of Meeting	Attendance	Fee
Mrs. Rumana Kabir	Chairman	11	11	16,500
Mr. M.A.Kabir	Managing Director	11	11	16,500
Mr. Fahim Kabir	Director	11	10	15,000
Mrs .Afrida Farnaz	Director	11	4	5,201
Mr. Abu Hema Islam	Director	11	9	13,500
Mr. Ahmed Hossain	Independent Director	11	8	12,000
Mr. Rezaul Karim	Independent Director	11	8	12,000
Mr. Yeasin Arafat	Company Secretary	11	11	16,500
Total				107,201

40.00 Additional Disclosure as per schedule XI of Companies ACT 1994:

Particulars	Qty (Ton)	Amount (In Taka)
Opening working process	112	6,265,753
Closing working Process	114	6,125,495
Raw Materials Purchases	13,924	901,213,683
Opening Raw Materials	3,991	200,045,638
Closing Raw Materials	4,015	212,778,516
Raw Materials Consumed	14,435	888,480,805
Opening finished goods	1,136	63,275,760
Closing finished goods	1,219	72,365,789
Revenue (Net Off)		1,265,295,910

41.00 Contingent Assets and Liabilities:**41.01 Contingent Assets**

A contingent asset is disclosed when it is a possible asset that arises from the past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

41.02 Contingent Liabilities

A contingent liability is disclosed when it is a possible obligation that arises from the past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The company has no contingent assets or liabilities which require disclosures under IAS-37. Contingent assets and contingent liabilities are not recognized in the financial statements.

A contingent asset is disclosed as per IAS-37, where an inflow of economic benefits is probable. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

42.00 Risks Associated with Financial Instruments:**42.01 Liquidity Risk**

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The company's approach to managing liquidity (cash and cash equivalents) is to ensure as far as possible that it will always have sufficient liquidity to meet its liabilities when due under both normal and stressed conditions without incurring unacceptable losses or risking damage to the company's reputation. Typically, the company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses including financial obligations through preparation of the cash flow forecast with due consideration of time line of payment of the financial obligation and accordingly arrange for sufficient liquidity / fund to make the expected payment within due date. In extreme stressed conditions the company may get support from the related company in the form of short term financing. Again it is in the position to negotiate with banks for facilities such as - Cash Credit Hypo, Loan against Trust Receipt, Bank Overdraft etc.

42.02 Credit Risk

Credit risk is the risk of a financial loss to the company if a customer or counter party to a financial instrument fails to meet its contractual obligations and arises principally from the company's receivables.

The company has basic ways to lower the risk of not getting money-

1. Thoroughly check a new customer's credit record
2. Establish credit limits
3. Develop a standard process for handling and monitoring overdue accounts on an ongoing basis.

Moreover the company has a strong credit recovery department. They constantly monitor the credit and the recovery position.

Risk exposures from other financial assets i.e cash at bank and other external receivable are nominal.

42.03 Market Risk

Market risk is the risk that any change in market prices such as foreign exchange rates and interest rates will affect the company's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters. The company is exposed to these as it has no hedging facility against these sorts of risk.

a) Currency Risk

The company is exposed to currency risk on certain purchases since the company imports materials from abroad, unfavorable volatility of currency fluctuation may affect the profitability of the company.

b) Interest Rate

Interest rate risk is the risk that arises due to changes in interest rates on borrowings.

42.04 Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle its obligations on time or at a reasonable price.

43.00 Events after the reporting period:

The Board of Directors of Rangpur Dairy & Food Products Limited in its Board meeting held on October 30, 2025 recommended 1% Cash dividends for the year 2024-2025 subject to approval of shareholders in the Twenty One coming AGM.

Rangpur Dairy & Food Products Limited
Schedule of Property, Plant & Equipment
As at June 30, 2025

Particulars	Cost			Depreciation			Written down value as at June 30, 2025
	Balance as at July 01, 2024	Addition during the year	Balance as at June 30, 2025	Rate of Dep. (%)	Balance as at July 01, 2024	Charged during the year	
Land & Land Development	172,482,864	5,755,860	178,238,724	-	56,430,778	6,164,732	62,595,510
Factory Building	236,183,840	29,532,054	265,715,894	3%	6,137,230	321,566	6,458,796
Furniture & Fixture	8,618,232	3,836,650	12,454,882	10%	46,696,538	4,303,817	51,000,355
Vehicles	89,706,610	177,860	99,884,470	10%	551,351,574	61,237,164	612,588,739
Plant & Machinery	1,102,629,917	113,922,501	1,216,552,418	10%	20,344,338	749,625	21,093,964
Electrical Installation	27,740,886	181,278	27,922,164	10%	6,089,500	861,626	6,951,126
Office Equipment	13,058,047	5,173,927	18,231,974	10%	40,808,388	5,196,177	46,004,566
Factory Equipment	85,946,376	14,880,778	100,827,154	10%	4,942,447	713,988	5,656,435
Generator	18,374,947	1,035,600	19,410,547	5%	2,283,225	30%	2,157,619
Shop Sign	2,283,225	-	2,283,225	30%	37,682	2,195,301	87,924
Total as at 30.06.2025	1,757,024,944	174,496,508	1,931,521,452	-	734,958,412	79,586,377	814,544,789
Total as at 30.06.2024	1,631,168,976	125,855,968	1,757,024,944	-	663,358,083	71,600,329	734,958,412
							1,022,066,532

Allocation of Depreciation:

Administrative
 Manufacturing Overhead
79,586,377

Description	Asset Value Before Revaluation (Tk.)	Revalued Amount (Tk.)	Revaluation Surplus (Tk.)	Revaluation Reserve as at July 01, 2024	Depreciation charged on Revalued Amount		Balance as at June 30, 2025	Revaluation Reserve as at June 30, 2025
					Balance as at July 01, 2024	Charged during the year		
Land and Land Development	33,485,923	105,339,154	71,853,231	71,853,231	-	-	-	71,853,231
Building	54,287,026	91,546,100	37,259,074	26,251,696	11,007,378	787,551	11,794,929	25,464,145
Total as at 30.06.2025	87,772,949	196,885,254	98,104,927	11,007,378	787,551	11,794,929	97,317,376	
Total as at 30.06.2024	87,772,949	196,885,254	109,112,305	98,916,835	10,195,470	811,908	11,007,378	98,104,927

Rangpur Dairy & Food Products Limited
Schedule of Accounts Receivable

As at June 30th, 2025

Annexure-B

SL NO	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
6	Alif Enterprise	2,455,970	2,075,468
8	Armmazan Enterprise	2,960,759	2,322,311
12	Adamjee School	44,432	44,496
13	Anita Resturent & Canteen	15,686	15,695
14	Babu Store	3,136,995	3,632,983
15	Badda Van	5,870,767	3,947,265
16	Baipal Van	5,899,755	3,947,255
17	Bangshal Van	2,134,165	2,508,279
18	Bangladesh Specialized Hospital Ltd.	921,568	932,167
19	Bhai Bhai Electronics	1,879,991	2,180,011
20	Bhai Bhai Enterprise	1,938,869	2,339,069
21	Bhai Bhai General Store(Surma)	-	2,435,436
23	Bismillah Traders (Gazipur)	1,146,254	2,117,914
24	Bismillah Ent (Saver)	-	2,566,011
26	Chittagong Van	8,043,359	3,029,922
27	Daily Super Shop	16,122	15,902
28	Depot Sales	-	3,030,441
29	Dakhinkhan Van	5,055,671	2,737,998
30	Delowar Store (Chandpur)	1,621,685	1,822,016
31	Demra Van	2,848,079	1,955,998
33	Dip Enterprise (Cumilla)	2,569,884	2,751,053
34	Feni Van	5,777,109	4,013,006
35	Ferdousi Traders	1,331,461	1,711,994
36	Fakrul V Store (Sylhet)	2,672,042	2,972,049
37	Green Life Hospital	-	37,179
38	Incentive Receivle	9,527,838	8,049,122
39	Ideal School & College	104,752	101,242
42	Jakir Enterprise (Laxmi)	2,365,345	2,767,060
43	Kallanpur Van	3,419,924	2,086,010
44	Kamringirchor Van	3,114,620	2,145,999
45	Kawranbazar Van	4,194,384	3,562,003
47	Kazi Traders(sunaimuri)	2,794,570	2,494,220
48	Khandaker Enterprise	2,527,893	2,936,012
49	Khan Traders (Chandpur)	1,940,064	2,039,996
52	Kurmitola General Hospital	-	11,863
55	Ma Departmental Store	4,014,351	3,814,412
56	Majdee Van	7,518,386	6,021,923
57	Manikdi Van	2,593,726	2,493,841
58	Maniknagor Van	2,282,920	2,182,999
59	Mahmud Enterprise	-	1,684,012
60	Majvandare Entprise (CTG)	1,775,559	1,963,005
61	Ma Traders	-	2,012,828

SL NO	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
62	Meena Bazar (DM)	325,914	325,868
63	Minu Bazer	51,199	51,199
64	Mehedi Mart (Rangdhanu Builders)	67,777	67,777
65	Mirpur Van	6,850,599	3,943,090
66	Mogbazar Van	1,996,015	1,894,999
67	Momin Enterprise	2,238,062	2,238,067
68	Mr.Shawkat Ali (Banani)	354,099	354,099
69	Ma Babar Dowa Ent (Laxmipur)	-	2,432,038
70	Mama-Vagna Enterprise	-	2,860,176
71	Manarat Dhaka International School	-	16,054
72	Medi 24 Pharma	19,308	33,464
74	Nasrin Traders(Rng)	9,018,804	9,918,813
76	Nahar Enterprise (Noakhali)	2,436,783	2,637,115
78	Pinki Enterprise (Tongi)	3,080,833	3,280,901
79	Prince Bazar (Mirpur 1)	53,634	50,162
80	Prince Bazar (Mohammadpur)	4,472	4,472
81	Prince Bazar (Pallabi)	25,998	25,588
82	Prince Bazer (Shyamoli)	18,121	18,512
83	Prova Enterprise	4,235,956	5,236,005
84	Prantee Enterprise	1,565,547	1,965,569
85	Popular Hospital	5,184	2,282
86	Prince Super Shop Ltd.	20,561	18,264
87	Rahim Afroz Super Store Ltd.	1,392,355	1,298,991
88	Rahman Enterprise	2,057,929	2,357,996
90	RS Enterprise (NG)	2,489,041	2,655,048
91	Saddam enterprise	-	1,809,132
92	Saima Enterprise	-	1,866,015
94	Shikder Organic Market	78,748	79,597
95	Sourav Enterprise	1,598,635	1,541,994
96	Sharam Traders (Feni)	-	1,531,972
97	Shwapno Shopping Mall	2,042,097	2,205,963
98	Saver Van	3,070,966	2,872,012
99	Sinha Enterprise	-	1,535,010
100	Sobahan V. Store	-	3,150,250
101	Suha Enterprise	1,699,811	1,499,073
103	Saiful Enterpsise (Sunam)	751,885	2,552,046
104	Sohag Enterprise (Sylhet)	2,567,524	2,320,304
105	Sohid Monsur Ali Medical College	-	11,308
106	S.S. Shoes (Noakhali)	2,447,624	2,538,306
107	Talukder Enterprise(Rangpur)	1,442,281	1,642,000
108	Trust Family Needs	59,912	58,452
110	Tasnim Store (Mymen)	3,426,522	3,926,546
111	Unimart(Gulshan)	116,829	116,829
113	Uttara Sector Van	2,025,283	2,225,306
114	Vai Vai Enterprise	1,266,346	1,466,252
115	Wholesale Club	48,586	44,357

SL NO	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
116	Zakia Traders	1,095,402	1,294,095
117	Adabor Van	3,006,885	
118	Ali Enterprise (Cumilla)	2,852,833	
119	Ashuliya Van	1,417,324	
120	Bepary Telecome (Narayangonj)	1,554,128	
121	Bhai Bhai Traders (Surma)	2,035,436	
122	Bijoy Catering	3,800	
123	B.R Enterprise (Chandpur)	1,779,285	
124	Comilla Van Point	2,280,633	
125	Kathalbagan Van	1,092,923	
126	Khadiza Enterprise (Munshigonj)	1,464,961	
127	Khirul Haque Enterprise (Cox's Bazar)	1,508,988	
128	Lalbag Van	2,081,556	
129	Ma-Baba Enterprise (Sylhet)	1,703,500	
130	Ma Enterprise (Netrokona)	2,029,631	
131	Mayer Doya Traders (Laxmipur)	1,222,995	
132	Mohammadpur Van	5,108,847	
133	Mohiuddin Enterprise (Cox's Bazar)	1,350,003	
134	Nahid Enterprise (Keranigonj)	1,334,983	
135	Nandipara Van	2,202,942	
136	Nobinagor V. Store (Sylhet)	1,474,992	
137	Rahima Enterprise(Sylhet)	1,260,048	
138	Saddam Store (Rangamati)	1,609,117	
139	Saifa Enterprise (Keranigong)	1,130,101	
140	School Milk Project	1,236,598	
141	Shonirakhra Van	1,021,351	
142	Shwapno Traders (Laxmipur)	1,639,961	
143	Sohid Anowar Girls Canteen	363	
144	Sohid Monsur Ali Medical College	11,308	
145	Sultan Traders (Rangpur)	1,268,129	
146	TSK Enterprise (B. Baria)	1,524,976	
Total		216,770,188	181,481,836
Less:	Expected credit loss	(216,770)	(181,482)
Closing Balance		216,553,418	181,300,355

Rangpur Dairy & Food Products Limited
Schedule of Advance to Parties
As at June 30th, 2025

Annexure-C

	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
1	Advance to Fish Project	19,946,353	19,826,353
3	Ali Enterprise	5,275,300	7,267,800
4	Apurbo Ad. Media	2,030,317	2,035,117
8	Alfa International	335,000	340,000
10	Anchor Exim USA Ltd	209,547	209,547
12	Anower Trading	-	600
13	Bangla Trac Ltd.	605,887	384,016
14	Bdcom Online Ltd.	169,085	68,451
15	Brack Dairy & Food Project	570,000	1,170,000
16	BSMC	5,637,892	9,296,892
17	BD Jobs	126,168	109,368
18	Barishal Boiler Store	6,162,140	6,227,500
20	Bilal Trading Pte Ltd.	94,460	-
22	Best Business Bond	622,225	630,625
24	BASF, Germany	563,753	568,253
25	Bonoful	-	10,550
26	Capital Powertech	-	50,000
27	CMYK Digital Ltd	35,000	-
28	Community Agro Food	-	160,107
30	Codware Ltd.	208,000	18,000
31	Chapi Agro Marketing Company	-	8,000
32	Classic Freight Ltd.	495,870	483,670
33	DITF	2,475,030	2,695,530
34	Digital Engravers	396,981	-
35	Dolphine Computer Ltd.	173,450	159,850
36	ESS paper & Packaging	-	1,360
37	Eamu Corporation	146,826	166,826
38	Emerging Credit Rating Ltd.	99,000	34,500
41	Food Plast International	7,282,888	13,772,099
42	Faridpur Special Gayoa Ghee	899,462	150,000
50	4H Pacaging & Accessories	-	16,425
51	Hasan Chemical	210,493	444,518
52	Henan Lihao Chem Plant Ltd.	-	2,355,963
53	Igloo Foods Ltd.	-	112,600
54	Infinite Exim International	223,092	5,000
55	IFAD Autos	1,673,611	1,694,111
58	Intercloud Ltd.	166,303	139,738
61	Janani Enterprise	-	154,307
62	Japan Air Malaysia Snd Bhd	662,065	662,065
64	Jilani Trading Corporation	-	400,040
65	Jist Industrial Co. Ltd.	188,196	189,396

	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
67	Jaya Marketing	-	296,420
68	Khan Engraving	-	34,500
69	K. Ferdows	100,000	-
70	KR Flexipack Ltd.	180,515	-
72	Light Electric	-	290,000
73	LC Margin	1,063,908	1,063,908
74	LN Mills Ltd.	147,184	155,421
75	Jessor autos	251,150	48,500
76	Meghna Automation	2,174,000	4,198,000
79	Maas Business Pte. Ltd.	-	65,997
81	Masum Refrigeration	8,587,028	11,318,428
82	Meghna Pvc Ltd.	30,500	-
83	Modern Enterprise	206,400	66,000
84	Mohananda Vally	-	7,078
85	Monaz Airtechnology Ltd.	-	4,975
86	M/S. Bari	470,771	471,271
87	MH Motors	448,155	466,655
88	Mr. Asraf	-	1,033,198
89	Mr. Shakwat	-	31,320
90	Modern Printing Solution	-	5,000
91	Micron Industries Pvt. Ltd.	-	100,000
92	Masterchembd	-	7,500
93	Manikgonj Color Process & Print	661,132	1,334,882
94	Maritime Enterprenure Pvt Ltd	981,758	832,858
95	National Art Press	-	62,490
96	Nikuth Packaging	-	11,000
97	Nasir Glassware & Tube Industries Ltd.	-	4,637
99	Orana Vietnam Co Ltd	-	1,053,379
100	One Stop	7,118,165	4,237,275
102	Purplebot Digital Ltd.	271,000	-
103	Plastoccats Limited	247,050	7,050
107	Plus Distribution	-	3,819,450
108	Powertrade Bulding Products	16,790,098	14,293,950
109	PUMA Engineering	109,500	108,500
118	Ryans Archive	-	4,600
120	Rainbow Software Ltd.	80,720	79,720
121	Rapid Pack Ltd.	215,327	1,399
122	Ripon Hardware Store	-	200,000
124	Sayed Enterprise	12,241,370	1,715,370
125	Star Home International	1,546,702	1,546,702
128	Shahara Power	9,589,023	10,439,623
129	Shamahar Information Technology	72,855	89,190
131	Surjo Ent	-	16,000
134	Sabbir Enterprise	-	44,000
135	Siam Chemical	960,270	181,520
136	Siam Enterprise & Siam Plastic	2,941,257	2,955,257

	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
138	Star Seven Printing & Packaging.	576,070	601,070
139	Swopnil Trading	522,000	523,500
140	Safa Traders	420,678	265,675
141	Shafiq Basak & Co.	-	50,000
142	Shurjo Enterprise	-	248,813
143	Siam Packaging	68,600	70,000
144	Sincos Engineers Ltd	-	141,799
145	Six Seasons Food	127,950	129,600
146	Sultan Trade House	650,450	450,450
147	Sumaiya Plastic	-	32,000
148	Security Money(Chilling)	270,737	279,737
149	Sunford Stationary	-	41,115
151	Tinstar Internatinal Trading Company Ltd.	-	134,112
152	Toha Corporation	-	21,500
153	Top Tech Enterprise	-	419,000
154	Totalplas Industries Ltd.	-	254,710
155	Tech Valley Solution Ltd.	82,500	82,500
156	Thane Systems	-	31,800
157	T.S Engineering Works	-	130,000
158	Wire Digital Multimedia	896,108	262,108
159	World Engineering & Technology	724,521	774,521
160	Zaman Trading	200,000	150,000
161	Zaman & Sons	-	37,250
162	ZK Foils Limited	-	450,000
163	Zisan Food Ltd	704,263	739,263
164	SS Metal	189,657	-
165	Amin Corporation	100,000	-
166	Arisha Enterprise	200,000	-
167	Babul Refrigeration	34,490	-
168	Bangla Shanghai Plate Making Ltd.	70,000	-
169	Bhai Bhai Automobie & Body Builders	130,000	-
170	Bluelog Ltd.	37,749	-
171	Bright Plastic Industries	152,000	-
172	Bud-O-Leaves	48,000	-
173	Chemexco Trading Pte. Ltd	25,963	-
174	Divine IT Ltd.	1,000,000	-
175	Eco Green Corporation	203,573	-
176	Eqra Perfumery	62,375	-
177	Eye Multimedia	580,000	-
178	Freight Management Ltd.	118,960	-
179	Fresh Plastic & Printing Packaging	301,070	-
180	Global Printing Technologies	138,000	-
181	Global Trading	2,492,862	-
182	Impex Energy Ltd.	141,320	-
183	Insaf Plastic Industries	28,900	-
184	Ishaan Enterprise	227,460	-

	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
185	Jamuna Distillery Ltd.	5,425	-
186	Jobbar Food Products	51,400	-
187	Kazi Media Ltd.	250,000	-
188	Modern Plastic	14,000	-
189	Mostofa Enterprise	1,541,590	-
190	Ningbo Waltery International Trade Co. Ltd.	8,537	-
191	One ST Corporation	177,000	-
192	Orange Trade International	645,033	-
193	Oxide Ink Industries	74,100	-
194	Popular Trading	176,375	-
195	Republic Insurance	272,410	-
196	Safety Trade International	82,400	-
197	Saiful Enterprise	188,100	-
198	Sharjah Store	50,050	-
199	SM Corporation	319,395	-
200	South Haven Corporation	50,000	-
201	Totalplas Industries Ltd.	249,710	-
202	Vital Link International	36,918	-
203	Xclusive Can Limited	160,228	-
210	Ava Enterprise	4,789,897	-
Total:		145,839,056	141,042,723

Rangpur Dairy & Food Products Limited
Schedule of Accounts Payable
As at June 30, 2025

Annexure-D

S/I	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
1	Ava Enterprise	-	313,514
6	Asia Perfumery House	35,500	7,500
7	Al-Muqsit Trading House	105,581	85,980
8	Alam Tyres & Battery	-	2,580
10	Bangla Tack	-	15,000
15	Banglalink Digital Communication Ltd.	-	14,923
17	Bonoful	111,318	-
18	Bluelog Ltd.	-	18,578
22	Century Paper & Stationery	41,958	2,410
24	Eqra Perfumery	-	10,000
25	Emtiaz Enterprise	445,852	448,852
26	Eco Green Corporation	-	2,434,283
27	Farhan and brothers	-	10,200
32	Golden Trading	-	3,710
33	Keya Enterprise	13,700	-
36	Kalam Store	-	48,150
37	KR Flexipack Ltd.	-	22,815
44	IPI SRL Socio Unico	252,466	6,587,762
45	Janoni Traders	-	9,458
50	Kashem Varities Store	197,275	197,275
52	Modern Plastic	-	66,000
55	Mama Auto Mobile	230,350	-
57	Muslim Food Products	-	13,376
59	Mostofa Enterprise	-	3,000
64	Orana Vietnam Co. Ltd.	531,791	-
65	Orange Trade International	-	443,357
66	Popular Trading	-	13,220
68	Parakha Agro Industries Ltd	931,909	13,091,673
70	Padma Plastic Factory	81,380	34,030
75	Rupali Flling Station	72,679	1,374,044
80	Sam saad Store	200,625	808,785
83	Sincos Engeneer Ltd.	5,151	-
84	Star Tech & Enginnering Ltd.	55,050	55,050
86	Shoma Food Products	85,290	-
87	Sumaiya Plastic	85,900	-
89	Salam Wood Ghor	114,850	62,660
90	SK Pakaging	167,040	15,536
91	SS Industries	47,485	1,996,086
92	Suzara Corporation	106,400	206,400
93	Thane Syestem	46,400	-
95	Vegan Agro Ltd	-	408,500
96	Victoria Scientific Traders	80,750	73,900
97	Walton Chemical Industries	187,500	189,000
98	Walton Plaza	32,798	670,985
100	Khan Wahab Shafique Rahman & Co.	24,000	24,000
102	Amana Oil Mills	195,224	-

S/I	Particulars	Amount in Taka	
		30.06.2025	30.06.2024
103	Billal Enterprise	101,000	-
104	Bismillah Engineering Workshop	205,000	-
105	Borishal Traders	75,000	-
106	BRB Cables	1	-
107	Busra Enterprise	780	-
108	Capital Powertech	75,500	-
109	Dynamic Pyrolysis Ind. (Pvt.) Ltd.	127,608	-
110	Foodchem Aroma Corporation	105,890	-
111	Greenify Enviornmental Technology Ltd.	34,000	-
112	Igloo Foods Ltd.	31,400	-
113	Jinan Hontylift Machinery Co. Ltd.	55,714	-
114	JR Pro Pack & Accessories	114,000	-
115	Light Electric	211,239	-
116	Maersk Bangladesh Ltd.	430,948	-
117	Meghna Insurance Company Ltd.	99,800	-
118	Mohananda Vally	129,798	-
119	Phoenix Insurance Co. Ltd.	17,681	-
120	Ramim Plastic	15,072	-
121	Shariatpur Chatni Bhander	120,000	-
122	Shurjo Enterprise	38,267	-
123	Sokrio Technologies Ltd.	150,000	-
124	Sonali Agencies	28,800	-
125	Sova Trims Ltd.	45,650	-
126	Sunford Stationary	11,475	-
127	Sun Traders	8,000	-
128	Taiyeba Plastic Ind.	70,009	-
129	Tareq Traders	21,120	-
130	Techsource Engineering	890	-
131	Top Tech Solution BD Limited	12,600	-
132	T.S Engineering Works	118,000	-
133	Wit Packaging & Accessories Ind.	35,400	-
134	Zaman & Sons	139,550	-
135	Al Amin Traders	20,000	-
136	Howladar Printers	29,998	-
Total:		7,166,412	29,782,592

Rangpur Dairy & Food Products Limited
Schedule of Property, Plant & Equipment
Written Down Value of Accounting Base
As on 30.06.2025

Annexure -F

A. On Total (Historical + Revalued Amount):

Particulars	Cost including Revalued Amount			Depreciation			Written down value as at June 30, 2025
	Balance as at July 01, 2024	Addition during the year	Balance as at June 30, 2025	Rate of Dep. (%)	Balance as at July 01, 2024	Charged during the year	
Land & Land Development	172,482,864	5,755,860	178,238,724	-	-	-	178,238,724
Factory Building	236,183,840	29,532,054	265,715,894	3%	56,430,778	6,164,732	62,595,510
Furniture & Fixture	8,618,232	3,836,650	12,454,882	10%	6,137,230	321,566	6,458,796
Vehicles	89,706,610	177,860	89,884,470	10%	46,696,538	4,303,817	51,000,355
Plant & Machinery	1,102,629,917	113,922,501	1,216,552,418	10%	551,351,574	61,237,164	612,588,739
Electrical Installation	27,740,886	181,278	27,922,164	10%	20,344,338	749,625	21,093,964
Office Equipment	13,058,047	5,173,927	18,231,974	10%	6,089,500	861,626	6,951,126
Factory Equipment	85,946,376	14,880,778	100,827,154	10%	40,808,388	5,196,177	46,004,566
Generator	18,374,947	1,035,600	19,410,547	5%	4,942,447	713,988	5,656,435
Shop Sign	2,283,225	-	2,283,225	30%	2,157,619	37,682	2,195,301
Total as at 30.06.2025	1,757,024,944	174,496,508	1,931,521,452		734,958,412	79,586,377	814,544,789
							1,116,976,663

B. On Revalued Amount:

Particulars	Revalued Amount			Depreciation			Written down value as at June 30, 2025
	Balance as at July 01, 2024	Addition during the year	Balance as at June 30, 2025	Rate of Dep. (%)	Balance as at July 01, 2024	Charged during the year	
Land and Land Development	71,853,231	-	71,853,231	-	-	-	71,853,231
Building	37,259,074	-	37,259,074	3%	11,007,378	787,551	11,794,929
Total as at 30.06.2025	109,112,305	-	109,112,305		11,007,378	787,551	11,794,929
							97,317,376

C. On Intangible Amount:

Particulars	WDV			Depreciation			Written down value as at June 30, 2025
	Balance as at July 01, 2024	Addition during the year	Balance as at June 30, 2025	Rate of Dep. (%)	Balance as at July 01, 2024	Charged during the year	
Software	4,291,251	772,932	5,064,183	10%	40,808,388	506,418	-
Total as at 30.06.2025	4,291,251	772,932	5,064,183		40,808,388	506,418	-
							4,557,764

Rangpur Dairy & Food Products Limited
Schedule of Property, Plant & Equipment
Written Down Value of Tax Base
As on 30.06.2025

Annexure -E

Particulars	WDV			Rate of Dep. (%)	Depreciation charged during the year	Written down value as at June 30, 2025
	Balance as at July 01, 2024	Addition during the year	Balance as at July 01, 2024			
Land & Land Development	29,299,862	5,755,860	35,055,722	-	-	35,055,722
Factory Building	50,948,685	29,532,054	80,480,739	10%	8,048,074	72,432,665
Furniture & Fixture	5,614,085	3,836,650	9,450,735	10%	945,074	8,505,662
Vehicles	21,274,146	177,860	21,452,006	10%	2,145,201	19,306,805
Plant & Machinery	278,863,737	113,922,501	392,786,238	15%	58,917,936	333,868,302
Electrical Installation	33,892,505	181,278	34,073,783	10%	3,407,378	30,666,405
Office Equipment	6,922,523	5,173,927	12,096,450	10%	1,209,645	10,886,805
Factory Equipment	40,164,381	14,880,778	55,045,159	10%	5,504,516	49,540,643
Software	923,877	772,932	1,696,809	20%	339,362	1,357,447
Generator	6,237,359	1,035,600	7,272,959	30%	2,181,888	5,091,071
Shop Sign	266,457	-	266,457	10%	26,646	239,811
Total as at 30.06.2025	474,407,617	175,269,440	649,677,057		82,725,718	566,951,339



Rangpur Dairy & Foods Products Limited

23 Adaesha Chyaneer, Ring Road, Adabor, Dhaka-1207

PROXY FORM

I/We.....(Name)

of(Address)

being a member of **Rangpur Dairy & Foods Products Limited** and entitled to vote hereby appoint
Mr./Mrs./Miss.....(Name)

of(Address)

as my/our proxy to attend and vote for me/us and on my/our behalf at the 21st ANNUAL GENERAL
MEETING of the Company to be held on Monday the December 22, 2025 at 11.00 a.m. and/or at any
adjournment thereof. As witness I/We put my/our hand(s) this -----day of -----2025

Revenue
Stamp

Signature of Shareholder(s) Signature of the Proxy:

BO ID:

No. of Shares held:

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

.....
Signature verified

Note:>The Proxy Form, duly completed, signed and affixed with revenue stamp must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. Proxy will be invalid if not signed and stamped as explained above.

>Signature of the shareholder should match with the Specimen Signature registered with the Company.



Rangpur Dairy & Foods Products Limited

23 Adaesha Chyaneer, Ring Road, Adabor, Dhaka-1207

ATTENDANCE SLIP

I/We hereby record my attendance at the 21st ANNUAL GENERAL MEETING of **Rangpur Dairy & Foods Products Limited** being held on Monday the December 22, 2025 at 11.00 a.m.

Signature of Shareholder(s) Signature of the Proxy:

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

BO ID:

No. of Shares held:

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

পাঞ্জিনো
পুষ্টি



Rangpur Dairy & Food Products Limited

23, Adarsha Chayaneer Housing Society, Ring Road, Adabor, Dhaka-1207, Bangladesh

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