



Directors' Report To the Shareholders for the year ended 30 June, 2019

Bismillahir Rahmanir Rahim

Distinguished Shareholders,

Assalamu Alaikum Wa Rahmatullah

On behalf of the Board of Directors of the Deshbandhu Polymer Limited, I am delighted to welcome you to the 13th Annual General Meeting of your company and have the pleasure of presenting the Annual Report along with Audited Financial statements for the year ended 30 June, 2019. We present this Annual Report in compliance with the Companies Act, 1994 and the guidelines issued by Bangladesh Securities and Exchange Commission Rules 1987 and the Listing Rules of Dhaka Stock Exchange Limited & Chittagong Stock Exchange Limited and other applicable rules and regulations.

Management's Discussion and Analysis:

During the period of last few years, the industry is being suffering from restrictions to use Polymer products in few sectors and therefore, the sale revenue, the selling price and profitability has been decreased this year.

The company made a net sale Tk. 799,252,742.00 in the financial year 2018-2019 while it was Tk. 945,699,450.00 during the last financial year and the total comprehensive income Tk. 28,743,046.00 in the financial year 2018-2019 while it was Tk. 34,418,853.00 during the last year.

Turn over to the company decreased by about 15.48% and net profit decreased by 16.49% as compared to the last year due to market demand has drastically fallen down.

Our management team is continuously trying to explore new opportunity to enhance the productivity and profitability of the company. The company is actively looking for increase of production capacity through Product Diversification. We are determined to maintain our uncompromising stand for quality products. As a result we continue to maintain the confidence and reliance of our honorable customers and clients.

Industry outlook and possible future developments in the industry:

The Industry of PP woven bag in Bangladesh is the most important sector. It is becoming one of the largest employers in the Polymer Sector in our country. We are becoming sustainable due to the management's efforts and strategic action.

Production-wise Performance:

We produced PP woven bags 39,408,193 paces against total capacity of 46,200,000 paces which is 85% of production capacity. We earned gross profit of Tk. 116,556,811.00 and net profit of Tk. 28,743,046.00

Risk Factors & Management's Perception about the Risks :

International Financial Reporting Standard (IFRS) 7 - Financial instruments: Disclosures- Requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the Company's policies for controlling risks and exposures.

**Credit Risk:**

Credit risk is the risk of a financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the company's receivables from institutional and export customers etc.

Management Perception:

In monitoring credit risk, debtors are grouped according to their risk profile, i.e. their legal status, financial condition, ageing profile etc. Accounts receivable are related to sale of PP woven bags, the only product of the company. The maximum exposure to credit risk is represented by the carrying amount of each financial assets in the statement of financial position.

Interest Rate Risk:

Interest rate risk is the risk that company faces due to unfavorable movements in interest rates. Changes in the government's monetary policy along with increased demand for loans/investments tend to increase the interest rates. Such rises in interest rates mostly affect companies having floating rate loans or companies investing in debt securities.

Management Perception:

Management of the company emphasizes on equity based financing to reduce dependency on borrowed fund. Therefore, fluctuation of interest rate on borrowing would have lower impact upon the financial performance of the company. Moreover, management of the Company continuously reduced the long term debt balance. As on 30 June 2014 the balance of the long term loan was nil.

Exchange Rate Risk:

Exchange rate risk occurs due to changes in exchange rates. As the Company imports raw materials and plant and Machinery from abroad and also earns a small amount of revenue in foreign currency, unfavorable volatility or currency fluctuations may affect the profitability of the Company. If exchange rate is increased against local currency, opportunity will be created for generating more profit.

Management Perception:

The Company is operating in a highly competitive market. Some of the competitors in this sector are larger than Deshbandhu polymer limited and have broader range of products that may enable them to expand their market share. The business, financial condition and prospects of the Company could be adversely affected if it is unable to compete with its competitors.

Industry Risks:

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Market and Technology Related Risks:

Technology always plays a vital role for each and every type of business. Better technology can increase productivity and reduce costs of production. Firms are exposed to technology risks when there are better technologies available in the market than the one used by the company which may cause technological obsolescence and negative operational efficiency.

Management Perception:

Deshbandhu polymer limited has setup its project with modern brand new imported machineries. Furthermore, routine and proper maintenance of equipment's carried out by the company ensures longer service life for the existing equipment and facilities.



Potential or Existing Government Regulations:

The Company operates under the Company's Act 1994 and other related regulations, Income Tax Ordinance 1984, Income Tax Rules 1984, Customs Act, 1969, Value Added Tax (VAT) Act 1991 and Value Added Tax (VAT) Rules 1991. Any abrupt changes of the policies made by the regulatory authorities may adversely affect the business of the Company.

Management Perception:

Unless any adverse policies are made, which may materially affect the industry as a whole; the business of the company will not be affected. PP woven bags full-fill a very basic need for the packaging of sugar, cement, fertilizer, poultry feed, fisheries feed etc. As this is a very basic requirement for industrial use of the country, it is unlikely that the government will initiate any fiscal measure having adverse effect on the growth of the industry. The government is going to make it mandatory to use bags, these may effect the further growth of the company.

Potential Change in Global or National Policy:

The company operates its business based on imported raw materials. Financial and operating performance of the company may be adversely affected due to unfavorable change in global and national policy.

Management Perception:

All the market players in this industry operate based on mainly imported raw materials and in compliance with national as well as global policies/practices. Any changes in policies will affect all the competitors almost equally. DPL's market standing, brand image and groups behind the company will put it in a comparatively better position to handle any adverse policy.

Non-operating History:

Any interruption in the operations of the company affects the company's image as a going concern. Failure to ensure uninterrupted operation reduces profitability and in the long run weakens the fundamentals of the company.

Management Perception:

There is no history of disruption in the operation of the company.

Operational Risk:

Shortage of power supply, labor unrest, unavailability or price increase of raw material, natural calamities like flood, cyclone, earth quack etc. may disrupt the production of the Company and can adversely impact the profitability of the Company.

Management Perception:

Power requirement for the project is 0.8 MW which is meeting up from its sister concern namely Deshbandhu Sugar Mills Limited who generate power through its own steam generator. Besides this the company has also a gas base generator with a capacity of 1MW. The project of the Company is situated at a high land having less record of flood. The factory building has strong RCC foundation, RCC floor, pre-fabricated steel structure to withstand wind, storm, rain etc. along with good drainage facility. The risks from these factors are also covered through Insurance. The company is also facilitated to keep a rational reserve for any future price escalation of the raw materials.

Cost of goods sold, Gross profit Margin and Net Profit Margin:

1. The cost of goods sold is Tk. 682,695,931.00 in 2018-2019 and Tk. 818,873,316.00 was in 2017-2018.
2. The gross profit ratio is in 14.58% 2018-2019 and was 13.41% in 2017-2018
3. The net profit margin in 3.60% 2018-2019 and 3.64% in 2017-2018.



CONTINUITY OF ANY EXTRA-ORDINARY GAIN OR LOSS:

During the year 2018-2019 there was no such income.

Related party transactions:

During the year, the company carried out a number of transactions with related parties in the normal course of business and on arms length basis. The name of these related parties, nature of transactions and their total value have been set in accordance with the provisions of BAS-24.

Name	Nature of relationship	Nature of transactions	2018-2019 Taka	2017-2018 Taka
Deshbandhu Sugar Mills Ltd.	Share Holder	Short Term Funding	Nil	Nil
		Account Receivables	Dr. 25,820,392	Dr.29,970,190
Deshbandhu Cement Mills Ltd.	Common Directors	Short Term Funding	Dr. 20,936,325	Dr. 23,236,676
	Common Directors	Account Receivables	Dr. 10,420,526	Dr. 12,650,531
Fertilizer Marketing Corp.	Common Directors	Short Term Funding	Nil	Dr. 372,488
		Account Receivables	Nil	Nil
Deshbandu Shipping	Common Directors	Short Term Funding	Nil	Dr. 122,578
		Account Receivables	Nil	Nil
M R Trading	Common Directors	Short Term Funding	Dr. 116,369,321	Dr. 129,365,774
Sahera Auto Rice Mills Ltd.	Common Directors	Short Term Funding	Dr. 10,452,369	Dr. 11,867,080
		Account Receivables	Dr. 1,824,917	Dr. 677,867
Deshbandhu Food & Beverage Ltd.	Common Directors	Short Term Funding	Dr. 10,836,325	Dr.11,066,700
		Account Receivables	Nil	Nil

Utilization of proceeds from public issues, right issues and/or any others instruments :-

IPO of Deshbandhu Polymer Limited was made in the year 2010 and the fund raised thereby has already been utilized as reported to the regulatory authority.

Significant variance occurs:

During the period of last few years, the industry is being suffering from restrictions to use Polymer products in few sectors and therefore, the sale revenue, the selling price and profitability has been decreased this year.

Remuneration to Directors including Independent Director:

No remuneration is received by the Board of Directors & Independent Director.



Corporate and Financial Reporting Framework:

The Law requires that the financial statements of our company follow international financial reporting standards (IFRS) and Bangladesh financial standards (BFRS). This has been done with by to presenting the financial position and performance of the company fairly. In compliance with the requirements of the BSEC's notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 3, 2018 the Directors are pleased to make the following declarations in their report:

1. The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
2. Proper books of account of the company have been maintained.
3. Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.
4. International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed.
5. The system of internal control is sound in design and has been effectively implemented and monitored.
6. There are no significant doubts upon the 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 should be disclosed.
7. Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.
8. Key operating and financial data of at least preceding 5 (five) years shall be Summarized (**Annexed- D**).
9. If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.
10. Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend.
11. The number of Board meetings held during the year and attendance by each director shall be disclosed in the Directors' Report. (**Annexure- H**).
12. The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details) (**Annexure – E**).
13. In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders.
14. A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on.
15. 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
16. 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**.

Going Concern:

The company has adequate resources to continue operational existence for the further. For this reason, the company continues to adopt the going concern basis in preparing the financial statements.

**Dividend:**

The Board of Directors has recommended 5% cash dividend for General Shareholders other than Sponsors/Directors of the company for the year ended 30 June, 2019. The shareholders whose name will appear in the share register of the company or in the depository register on the record date will be eligible to attend the Annual General Meeting and to receive the dividend.

Future Plan:

Considering more and more competition in the domestic market, the management has taken various steps to divert production towards increase sales. In future production capacity expansion is envisaged with a view to increase production volume thereby increasing sales and profit to the benefit of all share holders.

Retire and Reappointment of Director:

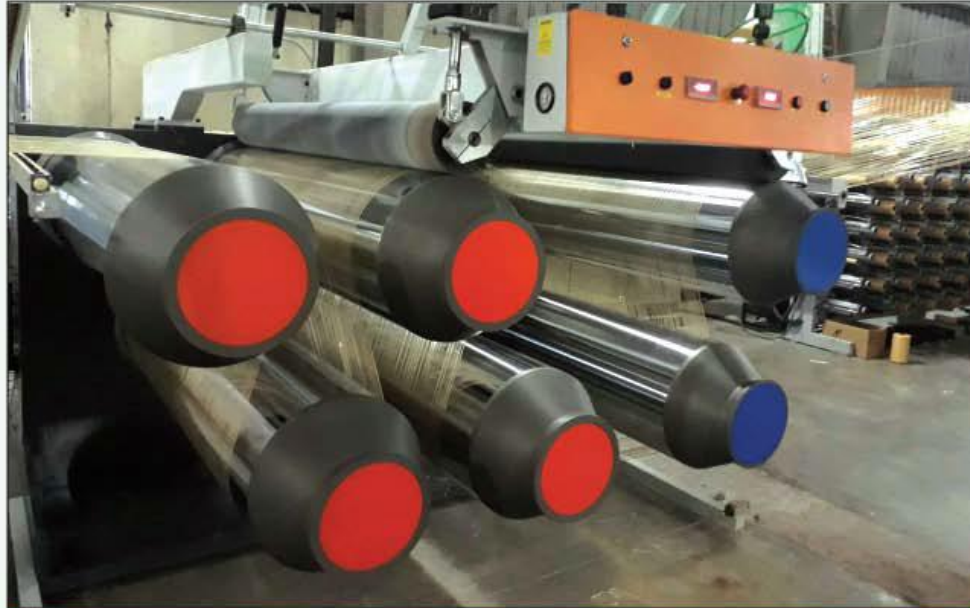
As per Article 127 of the Articles of Association of the Company Mr. Golam Mostafa, Chairman and Mr. Golam Rahman Managing Director will retire by rotation in 13th Annual General Meeting and being eligible, offer themselves for re-appointment. They are recommended for re-appointment.

Auditor:

The existing Auditors Mahfel Huq & Co. Chartered Accountants expressed their willingness to carry out audit for the year ending 30 June, 2020. Their offer may be accepted at the forthcoming 13th Annual General Meeting of the Company at a fee of Tk.125,000.00 (One Lac Twenty Five Thousand Only).

Shareholding Pattern:

The shareholding combination as per Clause-1.5(xxi) of Bangladesh Securities and Exchange Commission Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated June 3, 2018 has been shown separately at (Annexure: -E).





ANNEXURE - D 05 (Five) Year's Financial Highlights

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

Particulars	2019	2018	2017	2016	2015
Revenue	799,252,742	945,699,450	733,827,609	562,355,995	614,632,078
Cost of Sales	(682,695,931)	(818,873,316)	(655,108,570)	(483,963,773)	(543,452,848)
Gross Profit	116,556,811	126,826,134	78,719,039	78,392,222	71,179,229
Administrative Expenses	(17,721,315)	(20,622,257)	(15,370,935)	(12,184,197)	(15,788,604)
Selling and Distribution Expenses	(10,219,725)	(13,510,565)	(8,982,100)	(5,895,421)	(8,099,434)
Operating Profit	88,615,771	92,693,312	54,366,004	60,312,604	47,291,191
Financing cost	(70,642,730)	(58,227,847)	(43,922,447)	(42,347,348)	(35,035,103)
Financing income	16,236,492	11,497,138	11,174,830	10,757,075	9,507,470
Net profit/ (Loss) before WPPF and income tax	34,209,533	45,962,603	21,618,387	28,722,331	21,763,558
Provision for Contribution to WPPF	(1,629,025)	(2,188,695)	(1,029,447)	(1,367,730)	(1,036,360)
Net profit / (Loss) before income tax	32,580,507	43,773,907	20,588,940	27,354,601	20,727,198
Provision for income tax:					
Current tax	(8,145,127)	(10,943,477)	(5,147,235)	(1,687,068)	(1,843,896)
Deferred tax	4,307,665	1,588,423	4,940,565	(15,257,559)	4,159,873
Net Profit after tax for the year	28,743,046	34,418,853	20,382,270	10,409,975	23,043,175
Increase/Diminution in the value of investment in share	-	-	111,489	(59,067)	(13,426)
Total Comprehensive income for the year	28,743,046	34,418,853	20,493,759	10,350,907	23,029,749
Earning Per Share of Tk. 10 each (2019-restated)	0.47	0.56	0.37	0.19	0.41



ANNEXURE - E PATTERN OF SHAREHOLDING AS ON 30 JUNE, 2019

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

Sl. No.	Shareholder's Group		No. of Share held
1.	Mr. Golam Mostafa	Chairman	1,227,303
2.	Mr. Golam Rahman	Managing Director	2,173,858
3.	Deshbandhu Sugar Mills Limited (Nominated By Mr. Md. Mainul Islam Lal)	Director	14,726,866
4.	Deshbandhu Distilleries Ltd. (Nominated By Mr. Md. Akheruzaman)	Director	1,227,303
5.	Deshbandhu Shipping Limited	Shareholder	1,227,303
6.	Mr. Md. Mainul Islam Lal	Shareholder	151
7.	Mr. Md. Akheruzaman	Shareholder	151
8.	Mr. Provash Chokrobarti	Shareholder	151
9.	Mr. Md. Abdul Khaleque	Shareholder	151
10.	Late Golam Rasul Putul	Shareholder	151
12.	Md. Mofiz Uddin Chowdhury	Independent Director	Nil
13.	Chief Financial Officer and his spouse and minor children	-	Nil
14.	Company Secretary and his spouse and minor children	-	Nil
15.	Head of Internal Audit and his spouse and minor children	-	Nil
16.	Executive (Top five salaried person other than CEO, CFO, CS.)	-	Nil
		TOTAL	20,583,388

Shareholders holding ten percent (10%) or voting interest in the company (Name wise details).

Sl. No.	Shareholding position	No. of Share	Remarks
01.	Deshbandhu Sugar Mills Limited	14,726,866	Mentioned in the Sl.No.3 of Annexure-E



ANNEXURE - F
Classification of Shareholders by Holding 61,365,150 Shares
as on 30 June, 2019

Sl. No.	Range of Shareholding	No. of holders	Holding	Percentage %
1.	Less than 500 shares	2,510	383,429	0.625%
2.	500 to 5,000 shares	5,042	7,272,350	11.851%
3.	5,001 to 10,000 shares	530	3,944,474	6.428%
4.	10,001 to 20,000 shares	323	4,695,018	7.651%
5.	20,001 to 30,000 shares	107	2,693,466	4.389%
6.	30,001 to 40,000 shares	57	2,004,815	3.267%
7.	40,001 to 50,000 shares	28	1,276,216	2.080%
8.	50,001 to 1,00,000 share	49	3,524,881	5.744%
9.	1,00,001 to 10,00,000 share	45	11,246,687	18.328%
10.	10,00,001 to 100,00,00,000 shares	8	24,323,814	39.638%
Total		8,699	61,365,150	100%

Category wise shareholding as on 30th June, 2019 is summarized as follows :

Category	Total Shareholders	Total Shareholding	Percentage%
Sponsor and Director	10	20,583,388	33.54%
General Public (Including Financial Institute)	10,009	40,781,762	66.46%
Total	10,019	61,365,150	100%



ANNEXURE - G

Brief Resume of the Reappointed Directors

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

Mr. Golam Mostafa:

Mr. Golam Mostafa is one of the Sponsor Directors and Chairman of Deshbandhu Polymer Limited. He is one of the most promising and brilliant entrepreneurs that the Bangladesh Corporate World has ever witnessed. Mr. Mostafa, with his vibrant presence in the business arena over a period of three decades, has gathered immense knowledge of business and the knowhow of corporate business. During the period he has made an immense contribution to Bangladesh economy. He has not only established himself as one of the fastest moving and growing businessmen of his time, but also became a member of some of the most prestigious institutions, such as Dhaka Chamber of Commerce & Industry (DCCI), Bangladesh Fertilizer Association (BFA), American Chamber of Commerce in Bangladesh (AMCCB), Dhaka Club, Uttara Dharla Samity and Student Welfare Association, Shopping Complex Owners Association and Bangladesh Sugar Refinery Association. He is also a Director of Deshbandhu Sugar Mills Limited, Deshbandhu Cement Mills Limited, Sahera Auto Rice Mills Limited, Deshbandhu Fiber Limited, Deshbandhu Food & Beverage Limited, Deshbandhu Textile Mills Limited, Deshbandhu Packaging Limited, Deshbandhu Holdings Limited etc. Mr. Golam Mostafa was recognized as a Commercially Important Person (CIP) of Bangladesh in 2008.

As one of the early entrants and pioneers in the real estate business, he owns the Rapa Plaza in partnership, which is just an inkling to this visionary's farsightedness, as he walked into this partnership when Dhaka city was still to know of the 'now booming' shopping mall trend. Mr. Mostafa's superior entrepreneurship has always helped him to keep his pace and thoughts a step ahead from all others. Thus he was the first entrepreneur to set up the first ever Sugar Refinery in Bangladesh, which has now been solely dedicated in manufacturing and marketing of refined sugar.

Awarded with the National Awards for outstanding business activities in the field of Real estate and Sugar Industry, Mr. Golam Mostafa is surely one of the most sought after entrepreneur and industrialist of the current times.

Mr. Golam Rahman:

Golam Rahman is one of the Sponsor Directors as well as the Managing Director of Deshbandhu Polymer Limited. He is with an array of achievements and recognitions already listed in his name, is one of the most promising and eminent entrepreneurs of current times. Mr. Rahman grew up in an ideal and noble Muslim household. He finished his schooling and college to eventually become a Commerce Graduate.

From the very beginning of his promising career as an entrepreneur, he had made his presence felt ever since he has entered the business scene right after graduation. Being an integral part of sought after institutions like Bangladesh Chamber of Commerce and Industries (BCCI), Bangladesh Fertilizer Association (BFA), and Uttara Dharla Students Welfare Association Dhaka. He is also a Director of Deshbandhu Sugar Mills Limited, Deshbandhu Cement Mills Limited, Sahera Auto Rice Mills Limited, Deshbandhu Fiber Limited, Deshbandhu Food & Beverage Limited, Deshbandhu Textile Mills Limited, Deshbandhu Packaging Limited, Deshbandhu Holdings Limited etc. Mr. Golam Rahman was recognized as a Commercially Important Person (CIP) of Bangladesh in 2013.

His journey has not been free of bumps and hurdles but the man had his vision and determination all set on his goal and never had he lost his focus for a moment.



Conclusion:

The Board of Directors takes this opportunity of expressing its sincere appreciation and gratitude to the valued customers, bankers and other stakeholders for their continued support and cooperation. The Board also expresses its profound gratitude to Bangladesh Securities & Exchange Commission (BSEC), Dhaka Stock Exchange Limited (DSE), Chittagong Stock Exchange Limited (CSE), Registrar of Joint Stock Companies and Firms (RJSC), Central Depository Bangladesh Limited (CDBL) and all other concerned bodies for their help, assistance, valuable guidance and advice being extended to the company from time to time.

On behalf of the Board of Directors, I am also expressing my appreciation to the management and all staff of the Company for their outstanding efforts, loyalty, sincere services and dedication.

The Directors are pleased to record with appreciation and gratitude the co-operation and support provided by shareholders, customers, banks, workers and employees of the company without whose active support; the result would not have been possible.

Looking forward for a bright future for all of us.

Thanking you,
On behalf of the Board of Directors,

Golam Mostafa
Chairman