

Annual Report

2015 - 2016



AZIZ PIPES LIMITED



৩৪তম বার্ষিক সাধারণ সভায় উপবিষ্ট (বাম থেকে) পরিচালকবৃন্দ, চেয়ারম্যান, ব্যবস্থাপনা পরিচালক (সিসি) ও সহ কোম্পানী সচিব।



৩৪তম বার্ষিক সাধারণ সভায় উপস্থিত সম্মানিত শেয়ারহোল্ডারবৃন্দের একাংশ।

ANNUAL REPORT

2015-2016



AZIZ PIPES LIMITED

Registered Office : 93, Motijheel C/A (3rd Floor), Dhaka-1000, Tel : 9562691

Fax : 88-02-9559675, **URL :** www.azizpipes.com, **E-mail :** info@azizpipes.com

Factory : Amirabad (Shibrampur), Faridpur.

Contents

Board of Directors	03
Letter of the Transmittal	04
Corporate Information	05
Notice of the 35th Annual General Meeting	06
Short Profile of Directors	07
Report of the Directors	09
Corporate Governance Compliance Status Report.....	15
Certificate of Compliance of Corporate Governance Guidelines.....	20
Report of the Audit Committee	21
Declaration of Managing Director & Chief Financial Officer to the Board.....	22

Financial Statements - January to June -2016

Auditors' Report to the shareholders.....	23
Statement of Financial Position	25
Statement of Comprehensive Income	26
Statement of Comprehensive Income (January 2015 to June 2016)	27
Unitwise Statement of Financial Position	28
Unitwise Statement of Comprehensive Income	29
Statement of Cash flows	30
Statement of Changes in Equity	31
Notes to the Financial Statements	32-51

Financial Statements - January to December -2015

Auditors' Report to the shareholders.....	52
Statement of Financial Position	54
Statement of Comprehensive Income	55
Unitwise Statement of Financial Position	56
Unitwise Statement of Comprehensive Income	57
Statement of Cash flows	58
Statement of Changes in Equity	59
Notes to the Financial Statements	60-82
Renewed Certificate of BAPLC	83
Proxy Form and Attendance Slip	85



The Company **AZIZ PIPES LIMITED**

Year of Incorporation 1981
Year of Commencement of Production 1985

MANAGEMENT PERSONNEL

Md. Nurul Absar	Managing Director (C.C)
A.H.M. Zakaria	Asst. Company Secretary
Md. Rashidul Hasan	Asst. General Manager
Md. Mokbul Hossain	Manager (Commercial & Sales)
Md. Eskender Ali	Internal Auditor
Pavel Ahmed	Accounts Officer

Bankers :

Uttara Bank Ltd. : Corporate Branch, 90, Motijheel C/A, Dhaka-1000
National Bank Ltd. : Motijheel Branch, Dhaka
Southeast Bank : Principal Branch, 1 Dilkusha C/A, Dhaka.
Dutch Bangla Bank : Motijheel Foreign Exchange Branch
55, Motijheel C/A, Dhaka-1000

Auditors:

HAQUE SHAHALAM MANSUR & CO.
CHARTERED ACCOUNTANTS
27, Bijoy Nagar, Shaj Bhaban (6th floor)
8-11, Dhaka-1000

Registered Office :

Aziz Bhaban
93, Motijheel C/A (3rd floor), Dhaka-1000

Factory :

Amirabad (Shibrampur), Faridpur.

Product :

UPVC Rigid Pipes
& PVC Profiles

Board of Directors



Md. Aminul Quader Khan
Chairman



Mohd. Abdul Halim
Director



Mohd. Ahsan Ullah
Director



Mohd. Asad Ullah
Director



A T M Ahmedur Rahman
Director



Md. Sultan Jahangiri
Independent Director



Khandaker Nuruzzaman
Independent Director



Md. Nurul Absar
Managing Director (CC)

LETTER OF TRANSMITTAL

All shareholder's
Bangladesh Securities & Exchange Commission
Registrar of Joint Stock Companies & firms
Dhaka Stock Exchange Limited
Chittagong Stock Exchange Limited

Sub: Annual Report for the period from January 2015 to June 2016.

Dear Sir(s),

We are pleased to enclose a copy of the Annual Report for the period from January 2015 to June 2016 (18 months) together with the Audited Financial Statements, Directors Report for the period from January 2015 to June 2016 for your kind information and record.

Yours faithfully,



(AHM Zakaria)
Asst. Company Secretary



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Year of Incorporation 1981
Year of Commencement of Production 1985

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Factory :

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Product :

UPVC Rigid Pipes
& PVC Profiles



AZIZ PIPES LIMITED

Head Office: 93, Motijheel C/A, Dhaka-1000.

Phone: 9562691, Fax: 9559675, Website: www.azizpipes.com

NOTICE OF THE 35TH ANNUAL GENERAL MEETING

Notice is hereby given that the 35th Annual General Meeting of Aziz Pipes Limited will be held on Thursday, the 15th December, 2016 at 10.00 am. at Institution of Diploma Engineers Bangladesh (IDEB), 160/A, Kakrail, Dhaka to transact the following business:

1. To receive, consider and adopt the Audited Financial Statement for the period of 18 Months from January 01, 2015 to June 30, 2016 with reports of the Auditors' and the Directors' thereon.
2. To elect Directors.
3. To approve the audit fees for the period of six months January 1, 2016 to June 30, 2016; to appoint Auditors for the year 2016-2017 and to fix their remuneration.
4. To adopt changes in Accounting year of the company from January-December to July-June pursuant to the provision of the finance Act-2015.
5. To approve appointments of the Independent Directors

BY ORDER OF THE BOARD

(A.H.M Zakaria)

Assistant Company Secretary

Dated: 27.10.2016

(Notes:

- (a) The 'Record date' fixed which was on 22nd May, 2016. Trading of the company's share in the Stock Exchanges will remain suspended on the record date.
 - (b) A Member entitled to attend and vote may appoint a proxy in his stead. The proxy form attached with the Annual Report to be duly affixed with Tk. 20.00 revenue stamp and must be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the Meeting.
 - (c) Members are requested to notify their change of address, if any, to the Company.
 - (d) Admission to the Meeting room will be strictly on production of the attendance slip sent with the Annual Report.
- No gift or benefit in cash or kind shall be paid/offered to the shareholders in the 35th AGM as per BSEC Directive No.SEC/CMRRCD/2009-193/154 dated 24.10.2013.

পরিচালকদের সংক্ষিপ্ত জীবন-বৃত্তান্ত



মোঃ আমিনুল কাদের খান
চেয়ারম্যান

মোঃ আমিনুল কাদের খান ব্যবস্থাপনা বিষয়ে চট্টগ্রাম বিশ্ববিদ্যালয় থেকে ১৯৮৬ সালে স্নাতকোত্তর ডিগ্রী লাভ করেন। তিনি বাংলাদেশ ইনস্টিটিউট অব ব্যাংক ম্যানেজমেন্ট থেকে ব্যাংকিং ডিপ্লোমা সম্পন্ন করেন। বর্তমানে তিনি ইনভেস্টমেন্ট কর্পোরেশন অব বাংলাদেশ (আইসিবি) এর উপ-মহাব্যবস্থাপক হিসেবে কর্মরত আছেন। উক্ত প্রতিষ্ঠানে তার সুদীর্ঘ ২৯ বছরের কর্ম অভিজ্ঞতা আছে। তিনি আইসিবি এর প্রতিনিধি হিসেবে আজিজ পাইপস্ লিমিটেড এর চেয়ারম্যানের দায়িত্ব পালন করছেন। ইহা ছাড়াও তিনি সোনারগাঁ টেক্সটাইল লিঃ ও আইএন্ডএ সোয়েটার লিমিটেডের পরিচালক হিসেবে ইনভেস্টমেন্ট কর্পোরেশন অব বাংলাদেশ এর প্রতিনিধিত্ব করেন।



মোহাম্মদ আব্দুল হালিম
উদ্যোক্তা পরিচালক

মোহাম্মদ আব্দুল হালিম, উদ্যোক্তা পরিচালক হিসেবে আজিজ পাইপস্ লিমিটেডের দায়িত্ব পালন করছেন। তিনি অর্থনীতি বিষয়ে জাহাঙ্গীর নগর বিশ্ববিদ্যালয় থেকে ১৯৭৫ সালে স্নাতকোত্তর ডিগ্রী লাভ করেন। তিনি বিভিন্ন ব্যবসা ও শিল্প প্রতিষ্ঠান প্রতিষ্ঠা করেছেন। এক্ষেত্রে তার দীর্ঘ ৪০ বৎসরের অভিজ্ঞতা আছে। তিনি প্রথম বেসরকারী ব্যাংক, ন্যাশনাল ব্যাংক লিমিটেডের সাবেক পরিচালক ছিলেন।



মোহাম্মদ আহসান উল্লাহ
উদ্যোক্তা পরিচালক

মোহাম্মদ আহসান উল্লাহ আজিজ পাইপস্ লিমিটেডের একজন উদ্যোক্তা পরিচালক। তিনি বাংলাদেশ প্রকৌশল বিশ্ববিদ্যালয় থেকে ইলেকট্রিক্যাল বিষয়ে বিএসসি ইঞ্জিনিয়ারিং ডিগ্রী লাভ করেন। বর্তমানে তিনি বিদেশে অবস্থান/বসবাস করছেন।



মোহাম্মদ আসাদ উল্লাহ
উদ্যোক্তা পরিচালক

মোহাম্মদ আসাদ উল্লাহ বিএসসি ইঞ্জিনিয়ারিং পাশ করেন এবং অহিও স্টেট ইউনিভার্সিটি, ইউ.এস.এ থেকে কেমিক্যাল ইঞ্জিনিয়ারিং ডিগ্রী লাভ করেন। তিনি আজিজ পাইপস্ লিমিটেডের একজন উদ্যোক্তা পরিচালক। বর্তমানে তিনি বিদেশে অবস্থান/বসবাস করছেন।



এ. টি. এম. আহমেদুর রহমান
পরিচালক

এ. টি. এম. আহমেদুর রহমান ফিন্যান্স বিষয়ে ঢাকা বিশ্ববিদ্যালয় থেকে ১৯৮৫ ব্যাচে স্নাতকোত্তর ডিগ্রী লাভ করেন এবং একই বিশ্ববিদ্যালয়ের ইনস্টিটিউট অব বিজনেস অ্যাডমিনিস্ট্রেশন থেকে এমবিএ ডিগ্রী অর্জন করেন। বর্তমানে তিনি ইনভেস্টমেন্ট কর্পোরেশন অব বাংলাদেশ (আইসিবি) এর উপমহাব্যবস্থাপক হিসেবে কর্মরত রয়েছেন। উক্ত প্রতিষ্ঠানে তার সুদীর্ঘ ২৭ বছরের কর্ম অভিজ্ঞতা রয়েছে। তিনি আইসিবি এর প্রতিনিধি হিসেবে আজিজ পাইপস্ লিমিটেড এর পরিচালকের দায়িত্ব পালন করছেন।



মোঃ সুলতান জাহাঙ্গীর
স্বতন্ত্র পরিচালক

মোঃ সুলতান জাহাঙ্গীর অর্থনীতি বিষয়ে জাহাঙ্গীর নগর বিশ্ববিদ্যালয় থেকে ১৯৭৫ সালে স্নাতকোত্তর ডিগ্রী লাভ করেন। ব্যাংকিং সেক্টরে তার সুদীর্ঘ ৩৪ বৎসরের কর্ম অভিজ্ঞতা রয়েছে। তিনি ২০১২ সালে প্রবালী ব্যাংকের মহাব্যবস্থাপক পদ থেকে অবসর গ্রহণ করেন। তিনি বাংলাদেশ অর্থনীতি সমিতির (BEA) সদস্য। বর্তমানে তিনি আজিজ পাইপস্ লিমিটেডের স্বতন্ত্র পরিচালক হিসেবে দায়িত্ব পালন করছেন।



ড. নূরুজ্জামান
স্বতন্ত্র পরিচালক

ড. নূরুজ্জামান ১৯৭৫ সালে জাহাঙ্গীরনগর বিশ্ববিদ্যালয় থেকে অর্থনীতিতে সন্মানসহ মাস্টার্স ডিগ্রী এবং বিটিএ স্কলারশীপ পেয়ে যুক্তরাজ্যের ব্রাডফোর্ট বিশ্ববিদ্যালয় থেকে উন্নয়ন অর্থনীতি বিষয়ে এমএসসি ডিগ্রী লাভ করেন। তিনি বাংলাদেশ প্রাণি কৃষি কমিশনের কার্যক্রম বিভাগের প্রধান হিসেবে ২০১৪ সালে অবসর গ্রহণ করেন। কর্মকালীন সময়ে তিনি যুক্তরাষ্ট্র, যুক্তরাজ্য, অস্ট্রেলিয়া, জাপান, চীন, সিঙ্গাপুর, থাইল্যান্ড, ফিলিপাইন, ইন্দোনেশিয়া, বেলজিয়াম, ফ্রান্স এবং ভারতসহ বিভিন্ন দেশে পেশাগত প্রশিক্ষণ গ্রহণ করেছেন। বিভিন্ন মন্ত্রণালয়ে তাঁর সুদীর্ঘ ৩৫ বছরের কর্ম অভিজ্ঞতা রয়েছে। বিদ্যুৎ, জ্বালানী ও খনিজ সম্পদ এবং শিল্প মন্ত্রণালয়ে চাকুরীকালীন সময়ে তিনি বিভিন্ন সরকারী কোম্পানীর বোর্ডে সরকার কর্তৃক মনোনিত পরিচালক হিসেবে দায়িত্ব পালন করেন। বর্তমানে তিনি আজিজ পাইপস্ লিমিটেডের স্বতন্ত্র পরিচালক হিসেবে দায়িত্ব পালন করছেন।



মোঃ নূরুল আবছার
ব্যবস্থাপনা পরিচালক (সি.সি)

মোঃ নূরুল আবছার চট্টগ্রাম বিশ্ববিদ্যালয় থেকে ১৯৮৯ সালে হিসাব বিজ্ঞানে স্নাতকোত্তর এবং একই বিশ্ববিদ্যালয় থেকে ১৯৯০ সালে এল.এল.বি ডিগ্রী লাভ করেন। পরবর্তীতে তিনি আইসিএবি এর আওতাধীন সিএ ফার্ম মেসার্স এ ওহাব এন্ড কোং থেকে সিএ কোর্স সম্পন্ন করেন। ১৯৯৬ সালে আজিজ পাইপস্ লিমিটেডে হিসাব রক্ষক পদে যোগদান করেন এবং পরবর্তীতে বিভিন্ন পদে নিয়োজিত ছিলেন ও ২০০৯ সালে প্রধান অর্থ কর্মকর্তা হিসেবে পদোন্নতি লাভ করেন। তিনি ৩০ এপ্রিল ২০১৪ তারিখ থেকে ব্যবস্থাপনা পরিচালক এর চলতি দায়িত্ব পালন করছেন।

পরিচালকবৃন্দের প্রতিবেদন

বিস্মিন্দাহির রাহমানির রাহিম

সম্মানিত শেয়ারহোল্ডারগণ, অতিথিবৃন্দ, সহকর্মীগণ এবং উপস্থিত ভদ্র মহোদয় ও মহোদয়াবৃন্দ।

আসসালামু আলাইকুম।

আমি পরিচালনা পর্ষদের পক্ষ থেকে আজিজ পাইপস্ লিমিটেডের ৩৫তম বার্ষিক সাধারণ সভায় আপনাদেরকে স্বাগত জানাচ্ছি এবং ১ জানুয়ারী ২০১৫ থেকে ৩০ জুন ২০১৬ তারিখ পর্যন্ত সময়ের নিরীক্ষিত আর্থিক বিবরণী এবং পরিচালকবৃন্দের প্রতিবেদন আপনাদের সামনে উপস্থাপন করছি।

১। কোম্পানীর কার্যক্রমের উপর সংক্ষিপ্ত পর্যালোচনা :

ব্যবস্থাপনা কর্তৃপক্ষ কোম্পানীর উন্নতিকল্পে নিরলস পরিশ্রমের মাধ্যমে সার্বক্ষণিক প্রচেষ্টা অব্যাহত রেখেছে। কোম্পানীর যন্ত্রপাতির উৎপাদন ক্ষমতা ও উৎপাদিত পাইপের চাহিদা থাকার সত্ত্বেও কেবলমাত্র চলতি মূলধনের অভাবে কাঁচামালের যোগানের ধারাবাহিকতা না থাকায় কাঙ্ক্ষিত উৎপাদন কার্যক্রম পরিচালনা করা সম্ভব হয়নি। আলোচ্য সময়ে চলতি মূলধনের ব্যবস্থা করতে না পারায় উৎপাদন প্রক্রিয়া ব্যাহত হওয়ায় কোম্পানীর ব্যবসায় সার্বিক কার্যক্রমে সন্তোষজনক উন্নতি সাধিত হয়নি। ২০১৫ সালের প্রথম চার মাস দেশব্যাপি রাজনৈতিক অস্থিতিশীলতা বিরাজ করায় মালামাল সরবরাহে প্রতিবন্ধকতা সৃষ্টি হয়, যা কোম্পানীর কার্যক্রম সুষ্ঠুভাবে পরিচালনার ক্ষেত্রে নেতিবাচক প্রভাব ফেলে। আশার বিষয় হলো ২০১৬ সালের জুন মাসে আইনি সহায়তায় কোম্পানী নিজস্ব উদ্যোগে LC করে কিছু পরিমাণ কাঁচামাল আমদানী করেছে, যার সুফল পরবর্তী সময়ে কোম্পানী পাবে বলে আশা করা যায়। নানা প্রতিবন্ধকতা সত্ত্বেও পরিচালনা পর্ষদের যথার্থ নির্দেশনায় প্রশাসনিক ও সাধারণ খরচাদি হ্রাস করে কিছুটা আর্থিক সাশ্রয় হয়েছে, তথাপিও ২০১৫ সালের ১ জানুয়ারী থেকে ৩০ জুন ২০১৬ তারিখ পর্যন্ত সময়ের ব্যবসায় সার্বিক সফলতা আশানুরূপ অর্জন করা সম্ভব হয়নি।

২। আর্থিক ফলাফল :

২০১৬ সালের জুন পর্যন্ত সময়ের ও ২০১৫ সালের আর্থিক ফলাফল এবং বিগত চার বৎসরের ফলাফলের একটি তুলনামূলক চিত্র নিম্নে তুলে ধরা হলো :

বিবরণ	৩০ জুন ২০১৬	২০১৫ সাল	২০১৪ সাল	২০১৩ সাল	২০১২ সাল	২০১১ সাল
১। বিক্রয়	১২,৫৭,৮৮,৭৭৫	২১০,৪৯১,৫২৯	৩০৬,৯৫৬,৭৫৬	৩৩৫,৫৩৫,০৯৪	৪০৭,৮০০,১৫৭	৪০২,৮৫৫,২৭৬
২। বাদঃ বিক্রিত পণ্যের ব্যয়	১১,৪৮,২৯,০৬৪	১৯৯,৬২৯,৪২৪	২৯০,৪০৯,২৬০	৩০৩,০৬৭,৩০১	৩৭০,৫৩৬,৬৭৩	৩৭১,৬৬১,০৩৩
৩। মোট লাভ (১-২)	১,০৯,৫৯,৭০৯	১০,৮৬২,১০৫	১৬,৫৪৭,৪৯৬	৩২,৪৬৭,৭৯৩	৩৭,২৬৩,৪৮৪	৩১,১৯৪,২৪৩
৪। বাদঃ পরিচালন খরচ	৯৬,৯২,৫৯৬	১,৯৮,৪০,৬৭১	২,২৫,২৮,১৬০	২৮,৯৯৭,০৪৩	৩২,১২৭,০৫০	৩৫,০০৮,৯৫৭
৫। পরিচালন লাভ/(ক্ষতি) (৩-৪)	১২,৬৭,৩১৩	(৮৭,৫৩৮,৫৬৬)	(১০,৭৪০,৬৬৪)	৩,৪৭০,৭৫০	৫,১৩৬,৪৩৪	(৩,৮১৪,৭১৪)
৬। গ্রাহক উৎপাদন খরচ সমন্বয়	১,৭৫,৬০,০৫১	১০,০০,০০০	১০,০০,০০০	১০,০০,০০০	১০,০০,০০০	--
৭। বাদঃ শ্রমিকদের মুনাকা তহবিল	--	--	--	১১৭,৬৫৫	২০৬,৮২৬	--
৮। বাদঃ আয়কর সঞ্চিতি	১,১৪,৪৯২	১,২০৩,৩০১	৫৮৮,৯৬৯	৮৯০,২৮৭	২,০৫৯,০০১	৯৭১,৭২৫
৯। পূর্ববর্তী বছরের সমন্বয়	৮২,৩৮,৮৮৩					
১০। নীট লাভ/(ক্ষতি)	(৭৭,৩৯,৭৪৩)	(৮,৭৭৫,২৬৫)	(৬,৩৯১,৬৯৫)	১,৪৬২,৮০৮	১,৮৯০,৬০৭	(৪,৭৮৬,৪৩৯)
১১। যোগঃ পূর্ববর্তী (ক্ষতি)	(৪৭৩,৫৩৩,৭২৪)	(৪৬৭,৫৬৯,৫৫০)	(৪৬৬,৪৩২,৭৮৩)	(৪৩৫,৩৬০,৪৫৪)	(৪৩৭,২৫১,০৬১)	(৪৩২,৪৬৪,৬২২)
১২। সমন্বয়/বিলম্বিত কর	১২,৬৪,৯৯১	২,৮১১,০৯১	৫,২৫৪,৯২৮	(৩২,৫৩৫,১৩৭)	--	--
১৩। ক্রমপুঞ্জীভূত ক্ষতি (১০+১১)-১২	(৪৮,০০,০৮,৪৭৬)	(৪৭৩,৫৩৩,৭২৪)	(৪৬৭,৫৬৯,৫৫০)	(৪৬৬,৪৩২,৭৮৩)	(৪৩৫,৩৬০,৪৫৪)	(৪৩৭,২৫১,০৬১)

৩। পরিকল্পনা বাস্তবায়নঃ

পরিচালনা পর্ষদে কোম্পানীর উন্নয়নকল্পে গৃহীত পরিকল্পনাসমূহের বাস্তবায়ন পরিস্থিতি নিম্নেবর্ণিত হলঃ

- সাউথইষ্ট ব্যাংক লিমিটেডের পুনঃতফসিলিকৃত ঋণের কিস্তি নিয়মিত পরিশোধ করা হচ্ছে। চলতি বছর জুন মাসে ন্যাশনাল ব্যাংক লিঃ ঋণ পুনঃতফসিল করা হয়েছে এবং ইতিমধ্যে কয়েকটি কিস্তি পরিশোধ করা হয়েছে। ডাচ বাংলা ব্যাংক লিঃ এর মামলায় নিম্ন আদালত ব্যাংকের মামলাকৃত টাকা আর্থিক পরিশোধের রায় প্রদান করে এর বিপরীতে ব্যাংক উচ্চ আদালতে আপীল করে যা এখনও নিষ্পত্তি হয়নি। অপরদিকে, উত্তরা ব্যাংক লিঃ এর ঋণের মামলা অর্থঋণ আদালত ও উচ্চ আদালতে সুনানীর অপেক্ষায় রয়েছে।
- উৎপাদন খরচ কমানোর পদক্ষেপ গ্রহণ করার ফলে আর্থিক সাশ্রয় হয়েছে।
- নিজস্ব উদ্যোগে কাঁচামাল আমদানী পদক্ষেপ গ্রহণ ও সরবরাহকারী প্রতিষ্ঠানের নিকট থেকে বিলম্বে পরিশোধের শর্তে কাঁচামাল ক্রয় করে উৎপাদন কার্যক্রম অব্যাহত রেখেছে।

৪। ভবিষ্যৎ পরিকল্পনাঃ

কোম্পানীর কার্যক্রম বৃদ্ধি এবং প্রতিবন্ধকতা দূর করে সুষ্ঠুভাবে পরিচালনার লক্ষ্যে পর্যদ ২০১৬-২০১৭ আর্থিক বছরের জন্য নিম্নলিখিত পরিকল্পনা গ্রহণ করেছেঃ

- ক) ব্যাংকসমূহের ঋণ পুনরতফসীলকরন এবং পুনরতফসীলকৃত ঋণের কিস্তি পরিশোধের চেষ্টা অব্যাহত রাখা এবং চলতি মূলধনের ব্যবস্থা করা;
 - খ) কোম্পানীর উৎপাদন কাজে দীর্ঘদিন ধরে ব্যবহৃত পুরাতন যন্ত্রপাতি BMRE এর ব্যবস্থাকরন;
 - গ) নিরবিচ্ছিন্ন উৎপাদন কার্যক্রম পরিচালনার জন্য কাঁচামাল সরবরাহ নিশ্চিত করে সর্বোত্তম (Optimum) উৎপাদন প্রক্রিয়া আরও জোরদার করা এবং বিক্রয় বৃদ্ধি করন;
 - ঘ) কাঁচামাল আমদানীর ক্ষেত্রে জটিলতা নিরসন করে নিজস্ব উদ্যোগে আমদানীর ব্যবস্থা করা;
- যথাযথভাবে উপরোক্ত পরিকল্পনাসমূহ বাস্তবায়ন সম্ভব হলে আমাদের কোম্পানীর উৎপাদন ও বিক্রয় কার্যক্রম বৃদ্ধি করে লাভজনকভাবে সাফল্যের দ্বারায় ফিরিয়ে আনা সম্ভব হবে।

৫। আগামী আর্থিক বছরের প্রত্যাশাঃ

কোম্পানীতে ব্যবহৃত মেশিনারীজের কর্মক্ষমতা হ্রাস পাওয়ায় মেরামত ও Replacement এর ব্যবস্থা করা, চলতি মূলধনের ব্যবস্থা করা, উৎপাদন ক্ষমতার সর্বোচ্চ ব্যবহার নিশ্চিত করে বিক্রয় কার্যক্রম প্রসারিত করে প্রবৃদ্ধি ও মুনাফা অর্জনের জন্য আমাদের সকল প্রচেষ্টা অব্যাহত রাখা।

৬। আভ্যন্তরীণ নিয়ন্ত্রণঃ

কোম্পানীর আভ্যন্তরীণ নিয়ন্ত্রণ নিশ্চিত করার জন্য আভ্যন্তরীণ নিরীক্ষা কমিটি গঠন এবং একজন আভ্যন্তরীণ নিরীক্ষক হিসেবে কাজ করছে।

৭। মানব সম্পদ ব্যবস্থাপনা ও উন্নয়নঃ

কোম্পানীতে কর্মরত সকলেই কোম্পানির জন্য মূল্যবান সম্পদ। কর্মকর্তা কর্মচারীদের পেশাগত দক্ষতা ও সার্বিকমান ও সামর্থ্য বৃদ্ধির লক্ষ্যে কারিগরি, তথ্য প্রযুক্তিগত ও আধুনিক প্রশিক্ষনে প্রশিক্ষিত করে পেশাগত জ্ঞানে দক্ষ করে গড়ে তোলার পদক্ষেপ গ্রহণ করেছে। প্রশিক্ষিত জনবল উৎপাদন প্রক্রিয়ায় সার্বিক মান নিয়ন্ত্রণের মাধ্যমে গুণগতমান সম্পন্ন পণ্য উৎপাদন করে এবং গ্রাহক সেবা সমন্বিত রাখতে কোম্পানি আন্তরিক।

৮। কোম্পানীর পণ্যসমূহঃ

কোম্পানী আন্তর্জাতিকমান বজায় রেখে গুণগতমান সম্পন্ন পিভিসি পাইপ ও পিভিসি প্রোফাইল তৈরী ও বাজারজাত করে। বর্তমানে চলতি মূলধন সংকটের কারণে প্রাথমিক উত্তের উৎপাদন কার্যক্রম বন্ধ রয়েছে।

৯। উৎপাদিত পণ্যের ব্যয়ঃ

ব্যাংকের সাথে ঋণ সংক্রান্ত জটিলতার কারণে চলতি মূলধনের অভাবে কোম্পানী নিজস্ব উদ্যোগে সরাসরি L/C খুলে কাঁচামাল আমদানী করতে না পারায়, স্থানীয় সরবরাহকারীর নিকট থেকে বাকীতে তুলনামূলক বেশী দরে কাঁচামাল ক্রয় করেছে ফলে উৎপাদিত পণ্যের ব্যয় (COGS) তুলনামূলকভাবে কিছুটা বেশী হয়েছে।

১০। প্রাতিষ্ঠানিক সূশাসনঃ

আজিজ পাইপস্ লিঃ সর্বদাই সকল প্রকার আইন ও নীতিমালা এবং কর্পোরেট গভর্নেন্স গাইডলাইন পরিপালনে অঙ্গীকারাবদ্ধ। প্রাতিষ্ঠানিক সূশাসন চলমান রাখার নিমিত্তে কোম্পানী বিএসইসি, ডিএসই, সিএসই ও অন্যান্য সরকারী সংশ্লিষ্ট প্রতিষ্ঠানের নিয়ম ও আইনকানুন কঠোরভাবে পালন করে। বাংলাদেশ সিকিউরিটিজ এন্ড একচেঞ্জ কমিশন কর্তৃক জারীকৃত নোটিফিকেশন মোতাবেক কোম্পানী কর্পোরেট গভর্নেন্স গাইডলাইন পরিপালন করেছে কিনা সে বিষয় নিরীক্ষার জন্য নিরীক্ষা প্রতিষ্ঠান মের্সার্স এম.আর. খান এন্ড কোং, চার্টার্ড একাউন্টেন্টস কে নিযুক্ত করেছে।

১১। লভ্যাংশ প্রদান না করা প্রসঙ্গেঃ

আলোচ্য সময়ে কোম্পানী ২০১৫ সালে ৮,৭৭৫,২৬৫/- টাকা নীট লোকসানের সম্মুখীন হয়েছে এবং ২০১৬ সালের জুন পর্যন্ত সময়ে Operating Profit হয়েছে, কিন্তু Preproduction expense ১,৭৩,৬০,০৩১/- টাকা Amortize করায় নীট লোকসান হয়েছে ৭৭,৩৯,৭৪৩/- টাকা, যা পঞ্জীকৃত লোকসানের পরিমাণকে আরো বাড়িয়ে দিয়েছে। কোম্পানির আর্থিক সামর্থ্য ও সাধারণ সক্ষমতার পরিমাণও লভ্যাংশ প্রদানের জন্য অনুকূল নয়, সেহেতু কোম্পানির পরিচালনা পর্যদ লভ্যাংশ ঘোষনার প্রস্তাব করতে পারছে না।

১২। সংবিধিবদ্ধ তথ্যঃ

বিএসইসি নোটিফিকেশন নং-এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/প্রশাসন/০২-০৮, তারিখ ২০ ফেব্রুয়ারী, ২০০৬ এর ১.৪নং শর্তানুযায়ী পরিচালনা পর্যদ শেয়ারহোল্ডারগণকে নিশ্চিত করেছে যে-

- (ক) কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরণী পরিষ্কারভাবে এর কাজের অবস্থা, ফলাফল ও অর্থ প্রবাহের অবস্থা স্বচ্ছতার সাথে তুলে ধরেছে।
- (খ) কোম্পানীর হিসাব যথাযথভাবে নথিভুক্ত করা হয়েছে এবং সেগুলি সংরক্ষিত আছে।
- (গ) আর্থিক বিবরণীসমূহ প্রস্তুত করার ক্ষেত্রে যথাযথ নীতিমালা অনুসরণ করা হয়েছে এবং সে বিবরণীসমূহ বিচক্ষণতার সাথে সম্পন্ন করা হয়েছে।
- (ঘ) বাংলাদেশের জন্য গৃহীত আন্তর্জাতিক হিসাব মান (IAS) এবং বাংলাদেশ আর্থিক প্রতিবেদন মান (BFRS) অনুসরণ করে আর্থিক

বিবরণীসমূহ তৈরী করা হয়েছে এবং তা'র ব্যত্যয়ের কারণ যথাযথভাবেই ব্যাখ্যা প্রদান করা হয়েছে।

- (ঙ) আভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা সঠিকভাবে বাস্তবায়ন ও পর্যবেক্ষণ করা হয়েছে।
 (চ) কোম্পানী একটি চলমান প্রকল্প হিসেবে চালু রয়েছে।
 (ছ) এ প্রতিবেদনে গত বৎসরের পরিচালন ফলাফল থেকে তাৎপর্যপূর্ণ বিচ্যুতির উপর আলোকপাত করা হয়েছে এবং তার কারণসমূহ ব্যাখ্যা করা হয়েছে।
 (জ) পূর্ববর্তী চার বছরের আর্থিক ও পরিচালনার প্রধান তথ্যগুলি যথাযথভাবে সন্নিবেশিত হয়েছে।
 (ঝ) ১ জানুয়ারী ২০১৫ থেকে ৩০ জুন ২০১৬ তারিখ পর্যন্ত সময়ে পরিচালনা পর্ষদের মোট ১০টি সভা হয়েছে যাতে পরিচালকবৃন্দের উপস্থিতির বিবরণ নিম্নে প্রদত্ত হলোঃ

ক্রমিক নং	পরিচালকগণের নাম	পদবী	সভা	উপস্থিতি
০১	মোঃ আবুল হোসেন	চেয়ারম্যান	৭	৭
	মোঃ ওয়াহিদুজ্জামান খন্দকার		৩	৩
০২	মোহাঃ আব্দুল হালিম	পরিচালক	১০	১০
০৩	মোঃ আহসান উল্লাহ	পরিচালক	১০	৯
	মোঃ মুকীত হালিম	বিকল্প পরিচালক		
০৪	মোঃ আসাদ উল্লাহ	পরিচালক	১০	৮
	মোঃ ছলিম উল্লাহ	বিকল্প পরিচালক		
০৫	মাহমুদ মিজানুর রহমান	পরিচালক	৭	৬
	মোঃ আমিনুল কাদের খান	পরিচালক	২	-
০৬	মোঃ রফিকুল ইসলাম	পরিচালক	১০	১০
০৭	মোঃ সুলতান জাহাঙ্গীরি	স্বতন্ত্র পরিচালক	১০	১০
০৮	ইঞ্জিঃ শাহজাহান শিকদার	স্বতন্ত্র পরিচালক	৬	৩
	খন্দকার নূরুজ্জামান		১	১

(ঞ) শেয়ার হোল্ডিং এর ধরন নিরীক্ষিত হিসাবের টিকা নং- ৯ বিবরণীতে দেয়া আছে।

পরিচালকগণ কর্তৃক ধারণকৃত শেয়ারের অবস্থা ৩০.০৬.২০১৬ইং তারিখে নিম্নরূপ ছিল।

পরিচালকগণের নাম	পদবী	শেয়ার সংখ্যা	শতকরা হার (%)
মোহাঃ আব্দুল হালিম	উদ্যোক্তা পরিচালক	১০০১৭৫	২.০৭
মোঃ আহসান উল্লাহ	উদ্যোক্তা পরিচালক	২০৭০৭৪	৪.২৭
মোঃ আসাদ উল্লাহ	উদ্যোক্তা পরিচালক	২৩৩৮২৪	৪.৮২
মোঃ ওয়াহিদুজ্জামান খন্দকার	আইসিবি মনোনীত পরিচালক	১৩০৯৪৫০	২৯.০৬
মাহমুদ মিজানুর রহমান			
মোঃ আমিনুল কাদের খান			
মোঃ রফিকুল ইসলাম			
মোঃ সুলতান জাহাঙ্গীরি	স্বতন্ত্র পরিচালক	-	
খন্দকার নূরুজ্জামান	স্বতন্ত্র পরিচালক	-	

প্রধান নির্বাহী কর্মকর্তা, প্রধান অর্থ কর্মকর্তা, কোম্পানী সচিব, প্রধান অভ্যন্তরীণ নিরীক্ষক এবং তাদের স্বীকৃতির শেয়ার মালিকানার অবস্থা ৩০.০৬.২০১৬ইং তারিখে নিম্নরূপ ছিল।

ক্রমিক নং	নাম	শেয়ারের সংখ্যা	স্বীকৃতি	শেয়ারের সংখ্যা
০১	মোঃ নূরুল আবছার ব্যবস্থাপনা পরিচালক (সি.সি) ও প্রধান অর্থ কর্মকর্তা	-	মিসেস নাজনীন আবছার	-
০২	এএইচএম জাকারিয়া সহকোম্পানী সচিব	-	মিসেস সাবরিনা জাকারিয়া	-
০৩	মোঃ ইকেন্দার আলী অভ্যন্তরীণ নিরীক্ষক	-	মিসেস নুরুন্নাহার	-

পরিচালক, প্রধান নির্বাহী কর্মকর্তা, প্রধান অর্থ কর্মকর্তা, কোম্পানী সচিব, প্রধান অভ্যন্তরীণ নিরীক্ষক ব্যতিত শীর্ষ ৫ (পাঁচ) জন বেতনভোগী কর্মকর্তার শেয়ার মালিকানার অবস্থা ৩০.০৬.২০১৬ইং তারিখে নিম্নরূপ ছিল।

ক্রমিক নং	নাম	পদবী	শেয়ারের সংখ্যা
০১	মোঃ রশিদুল হাসান	সহকারী মহা-ব্যবস্থাপক	-
০২	মোঃ মকবুল হোসেন	ব্যবস্থাপক (বিক্রয় ও বাণিজ্যিক)	-
০৩	শেখ ফরিদ আহমেদ	কারখানা ব্যবস্থাপক	-
০৪	দীদার উদ্দিন আহমেদ	উৎপাদন ব্যবস্থাপক	-
০৫	মোঃ মোস্তফা কামাল	সহঃ কারখানা ব্যবস্থাপক	-

১৩। পরিচালকবৃন্দের অবসর ও পুনঃনির্বাচন :

আলোচ্য সময়ে নিম্নলিখিত ব্যক্তিবর্গ কোম্পানীর পরিচালক হিসেবে দায়িত্ব পালন করেছেন।

ক্রমিক নং	পরিচালকবৃন্দের নাম	পদবী	কার্যকাল
০১	মোঃ আবুল হোসেন	পরিচালক	১৯/০৪/২০১৬ তারিখে আইসিবি কর্তৃক প্রত্যাহার
০২	মোঃ ওয়াহিদুজ্জামান খন্দকার	পরিচালক	৩০/০৬/২০১৬ তারিখ পর্যন্ত পর্যদে ছিলেন
০৩	মোহাঃ আব্দুল হালিম	পরিচালক	উদ্যোক্তা
০৪	মোঃ আসাদ উল্লাহ	পরিচালক	উদ্যোক্তা
০৫	মোঃ আহসান উল্লাহ	পরিচালক	উদ্যোক্তা
০৬	মাহমুদ মিজানুর রহমান	পরিচালক	০১/১২/২০১৫ তারিখে আইসিবি কর্তৃক প্রত্যাহার
০৭	মোঃ আমিনুল কাদের খান	পরিচালক	২৮/০৪/২০১৬ তারিখ থেকে পর্যদে আছেন
০৮	মোঃ রফিকুল ইসলাম	পরিচালক	২৮/০৯/২০১৬ তারিখে আইসিবি কর্তৃক প্রত্যাহার
০৯	মোঃ সুলতান জাহাঙ্গীর	স্বতন্ত্র পরিচালক	০১/০৮/২০১৬ তারিখ থেকে ২য় মেয়াদে পর্যদে আছেন
১০	খন্দকার নুরুজ্জামান	স্বতন্ত্র পরিচালক	২৮/০৪/২০১৬ তারিখ থেকে পর্যদে আছেন

কোম্পানির চেয়ারম্যান জনাব মোঃ ওয়াহিদুজ্জামান খন্দকারের পরিবর্তে আইসিবি ২৭-১০-২০১৬ তারিখ পর্যন্ত কোনো প্রতিনিধিকে মনোনয়ন প্রদান করেননি। পরিচালক জনাব মোঃ রফিকুল ইসলাম এর পরিবর্তে আইসিবি জনাব এটিএম আহমেদুর রহমানকে মনোনয়ন প্রদান করায়, পরিচালনা পর্যদের ২১২ তম সভার সিদ্ধান্ত মোতাবেক তাহাকে পরিচালক হিসাবে নিয়োগ প্রদান করেছে, যাহা ২৭-১০-২০১৬ ইংরেজি তারিখ থেকে কার্যকর হবে।

উদ্যোক্তা পরিচালক জনাব মোহাঃ আহসান উল্লাহ, আইসিবি মনোনীত পরিচালক জনাব মোঃ আমিনুল কাদের খান ও ইনডিপেন্ডেন্ট পরিচালক জনাব মোঃ সুলতান জাহাঙ্গীর কোম্পানীর সংঘ বিধির ১২৮ ও ১২৯ ধারা অনুযায়ী পরিচালক পদ থেকে অবসর নিচ্ছেন এবং উক্ত বিধির ১৩০ ধারা অনুযায়ী পুনঃ নির্বাচনের ইচ্ছে প্রকাশ করেছেন, যোগ্য বিধায় তাহাদেরকে পুনঃনিয়োগের প্রস্তাব করছে।

১৪। চেয়ারম্যান পদে মনোনয়ন প্রদান :

পূর্ববর্তী চেয়ারম্যান জনাব মোঃ আবুল হোসেন এবং জনাব মোঃ ওয়াহিদুজ্জামান খন্দকার কে আইসিবি কর্তৃক প্রত্যাহার করায় চেয়ারম্যানের পদটি শূন্য হয়। কোম্পানীর পরিচালনা পর্যদের ২১২তম সভায় আইসিবি কর্তৃক মনোনীত পরিচালক জনাব মোঃ আমিনুল কাদের খান কে পর্যদ চেয়ারম্যান হিসাবে মনোনয়ন প্রদান করেন। যাহা অনুমোদনের জন্য বার্ষিক সভায় প্রস্তাব করছে।

১৫। স্বতন্ত্র পরিচালক নিয়োগ অনুমোদন :

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের ৭ই আগস্ট, ২০১২ইং তারিখের জারীকৃত নটফিকেশন অনুযায়ী জনাব খন্দকার নুরুজ্জামান কে গত ২৮/০৪/২০১৬ইং তারিখে অনুষ্ঠিত কোম্পানীর ২১১তম পর্যদ সভায় স্বতন্ত্র পরিচালক হিসাবে ৩ (তিন) বৎসরের জন্য নিয়োগ প্রদান করা হয়, যাহা অনুমোদনের জন্য বার্ষিক সাধারণ সভায় প্রস্তাব করছে।

১৬। স্বতন্ত্র পরিচালকের পুনঃনিয়োগ :

বিধি মোতাবেক কোম্পানীর স্বতন্ত্র পরিচালক জনাব মোঃ সুলতান জাহাঙ্গীর কে এক মেয়াদ (৩ বৎসর) এর জন্য পুনরায় নিয়োগ প্রদান করা হয়েছে, যাহা অনুমোদনের জন্য বার্ষিক সভায় প্রস্তাব করছে।

১৭। চলমান ব্যবসায়-প্রতিষ্ঠান :

পরিচালনা পর্যদ প্রত্যাশা করে যদি কোম্পানী তার উৎপাদন ক্ষমতার যথাযথ ব্যবহার ও অবকাঠামোগত সম্পদের সর্বোচ্চ ব্যবহার নিশ্চিত করতে পারে তাহলে অত্র কোম্পানী অদূর ভবিষ্যতেও তার কার্যক্রম সুষ্ঠুভাবে চালিয়ে যেতে সক্ষম হবে। এ জন্য আর্থিক বিবরণী প্রস্তুতকালে

একটি চলমান ধারাবাহিক প্রতিষ্ঠান হিসাবে গণ্য করে বিবরণী প্রস্তুতের সিদ্ধান্ত নেয়া হয়েছে।

১৮। জাতীয় কোষাগারে অবদান :

কোম্পানী আলোচ্য সময়ে জাতীয় কোষাগারে প্রত্যক্ষ ও পরোক্ষভাবে প্রায় ৬.০০ কোটি টাকা কর/ভ্যাট/ভূমি প্রদান করেছে।

১৯। আইপিও/আরপিও/আরও :

কোম্পানীতে আলোচ্য সময়ে প্রাথমিক গনপ্রস্তাব, পুনঃগনপ্রস্তাব ও রাইট অফার সংক্রান্ত কার্যাদি সংগঠিত হয়নি।

২০। প্রান্তিক প্রতিবেদন :

আলোচ্য সময়ের বার্ষিক প্রতিবেদনের সাথে প্রান্তিক প্রতিবেদনে প্রাক উৎপাদন খরচ অবলোপন করায় পরিবর্তন পরিলক্ষিত হয়।

২১। সেন্ট্রাল ডিপোজিটরী বাংলাদেশ লিঃ (সিডিবিএল) :

সেন্ট্রাল ডিপোজিটরী সিস্টেম এর মাধ্যমে ইলেকট্রনিক পদ্ধতিতে আজিজ পাইপস্ লিঃ এর শেয়ারসমূহ ২৯/১০/২০০৯ তারিখ থেকে ষ্টক এক্সচেঞ্জ সমূহে লেনদেন হচ্ছে।

২২। আলোচ্য সময়ে নিরীক্ষকের প্রতিবেদনে উল্লেখিত মতামতের উপর আমাদের ব্যাখ্যা:

ক) উৎপাদন ক্ষমতার ব্যবহার, পুঞ্জীভূত লোকসান ও পাওনাদারের দায় পরিশোধে সামর্থ্যতা সম্পর্কে :

◆ উৎপাদন ক্ষমতার ব্যবহার

কোম্পানীর যন্ত্রপাতির সক্ষমতা ও উৎপাদিত পণ্যের চাহিদা থাকা সত্ত্বেও মূলতঃ “চলতি মূলধনের অভাবে” কাঁচামালের যোগানে ধারাবাহিকতা না থাকায় কোম্পানী তার উৎপাদন ক্ষমতার সর্বোচ্চ ব্যবহার করতে সক্ষম হয়নি।

◆ পুঞ্জীভূত লোকসান

কোম্পানী বিগত বছরগুলোতে চলতি মূলধনের অভাবে উৎপাদন ক্ষমতার সর্বোচ্চ ব্যবহার নিশ্চিত করতে পারে নাই- যারফলে কোম্পানীকে লোকসানে পতিত হতে হয়েছে। ফলশ্রুতিতে কোম্পানীর পুঞ্জীভূত লোকসানের পরিমাণ ক্রমশঃ বৃদ্ধি পেয়েছে। চলতি বছর কোম্পানী তার ব্যবহারযোগ্য সক্ষমতার মাত্র ৩৫.৭৩% ব্যবহার করতে সক্ষম হয়েছে। ব্যবহার যোগ্য উৎপাদন ক্ষমতার সর্বোচ্চ ব্যবহার নিশ্চিত করতে পারলে কোম্পানী মুনাফার দ্বারা যিহে আসলে পুঞ্জীভূত লোকসানের পরিমাণ হ্রাস পাবে বলে আশা করা যায়।

◆ দায় পরিশোধে সামর্থ্যতা

নিরীক্ষকের প্রতিবেদনে উল্লেখিত দায়ের পরিমাণ রয়েছে ৫৫.৮৭ কোটি টাকা, তার মধ্যে ৪৯.০৩ কোটি টাকা ব্যাংক ও আর্থিক প্রতিষ্ঠানের, যার মধ্যে ধার্যকৃত সুদের পরিমাণ প্রায় ২৯.০০ কোটি টাকা। কোম্পানী যদি ব্যাংকগুলোর সাথে সংশ্লিষ্ট শ্রেণীবিন্যাসকৃত ঋণ পরিশোধের উদ্দেশ্যে সমঝোতায় উপনীত হতে পারে তাহলে উক্ত ৪৯.০৩ কোটি টাকা দায় থেকে কোম্পানী আংশিক পরিমাণ দায় মওকুফ পাবে বলে আশা করে, ফলশ্রুতিতে কোম্পানীর মোট দায়ের পরিমাণ অনেক হ্রাস পাবে বলে আশা করা যায়।

খ) বিক্রীত পণ্যের ব্যয় (COGS) :

কোম্পানীর উৎপাদিত পণ্যের কাঁচামাল ১০০% আমদানী নির্ভর। কিন্তু আর্থিক প্রতিষ্ঠানগুলোর সাথে ঋণ সংক্রান্ত জটিলতার কারণে কোম্পানী নিজস্ব উদ্যোগে কোন কাঁচামাল আমদানী করতে পারছেননা, যার ফলে কোম্পানী স্থানীয় সরবরাহকারীর নিকট থেকে বিলম্বে পরিশোধ শর্তে কাঁচামাল ক্রয় করে উৎপাদন ও ব্যবসায়িক কার্যক্রম সচল রেখেছে। কোম্পানী L/C খুলে সরাসরি কাঁচামাল আমদানী করতে পারলে AIT/ATV রেয়াত সহ অন্যান্য সুবিধার জন্য কাঁচামালের মূল্য ন্যূনতম ৭% কম হত। মূলতঃ চলতি মূলধনের অভাবে স্থানীয় সরবরাহকারীর নিকট থেকে বাকীতে কাঁচামাল অধিক মূল্যে ক্রয় করার কারণে বিক্রীত পণ্যের ব্যয় (COGS) বেশী পরিলক্ষিত হয়।

গ) ঋণ তহবিল (Loan Fund) :

নিরীক্ষকের প্রতিবেদনে দুইটি ব্যাংকের বিষয়ে মামলা রয়েছে বলে উল্লেখ করা হয়েছে, মামলাগুলো নিষ্পত্তির জন্য কোম্পানীর পদক্ষেপ অব্যাহত আছে। ডাচ বাংলা ব্যাংক এর ঋণের নিষ্পত্তির ব্যাপারে বর্তমানে নিম্ন আদালতে চূড়ান্ত সুনানী/রায়ে পর উচ্চ আদালতে সুনানীর অপেক্ষায় আছে। উক্তরা ব্যাংক লিঃ এর ঋণের মামলাও নিম্ন আদালত/উচ্চ আদালতে সুনানীর অপেক্ষায় রয়েছে। ব্যাংক ও কোম্পানীর স্বার্থসংশ্লিষ্ট মামলা থাকায় বর্ণিত ব্যাংক দায়গুলোর উপর সুদ ধার্য করা হয়নি। তাছাড়া ইতিমধ্যে নিষ্পত্তি ও পুনঃতফসীলিকৃত সাউথইষ্ট ব্যাংক ও ন্যাশনাল ব্যাংক এর ঋণ পুনঃতফসীলিকরনের ক্ষেত্রে অধ্যাকৃত সুদ সম্পূর্ণ মওকুফ পাওয়া প্রেক্ষাপটে ব্যাংক দায়গুলোর ঋণের উপর সুদ ধার্য করা হয়নি।

ঘ) Pre-production Exp. :

২০১৫ সালে কোম্পানী Pre-production খাতে ১০.০০ লক্ষ টাকা এবং ২০১৬ সালে অবশিষ্ট ১,৭৩,৬০,০৩১/- টাকা Amortized করা হয়েছে।

ঙ) Gross Profit কম হওয়া প্রসঙ্গে :

কোম্পানী L/C খুলে সরাসরি কাঁচামাল আমদানী করতে পারলে AIT/ATV রেয়াতসহ অন্যান্য সুবিধার জন্য কাঁচামালের মূল্য ন্যূনতম ৭% কম হত। মূলতঃ চলতি মূলধনের অভাবে স্থানীয় সরবরাহকারীর নিকট থেকে বাকীতে কাঁচামাল ক্রয় করার কারণে বিক্রীত পণ্যের ব্যয় (COGS) বেশী পরিলক্ষিত হয়। যার ফলে কাঙ্ক্ষিত (Standard) Gross Profit অর্জন সম্ভব হয়না। মূলতঃ সরবরাহকারীর AIT/ATV ব্যয় আমাদের খরচ হিসেবে অন্তর্ভুক্তির কারণে উৎপাদন খরচ বেশী হবার ফলে Gross Profit এর পরিমাণ সন্তোষজনক নহে।

৬) Net Loss :

কোম্পানী গত বছর যেখানে বর্ধিত সময়ে পরিচালনা ক্ষতি হয়, সেখানে আলোচ্য বছর একই সময়ে পরিচালনা লাভ অর্জন করতে সক্ষম হয়েছে। মূলতঃ Pre-production খাতে সম্পূর্ণ অংশ IAS-16 ও নিয়ন্ত্রণকারী প্রতিষ্ঠানগুলোর নির্দেশনার আলোকে সম্পূর্ণ অংশ ১,৭৩,৬০,০৩১/- টাকা Amortize করার কারণে কোম্পানীর হিসাব প্রতিবেদনে নীট ক্ষতি পরিলক্ষিত হয়েছে।

২৩। ব্যবস্থাপনা পরিচালকের চলতি দায়িত্ব :

পরিচালনা পর্ষদের সিদ্ধান্ত মোতাবেক গত ৩০/০৪/২০১৪ তারিখ থেকে কোম্পানীর প্রধান অর্থ কর্মকর্তা জনাব মোঃ নূরুল আবছার ব্যবস্থাপনা পরিচালকের চলতি দায়িত্ব পালন করছেন।

২৪। নিরীক্ষক নিয়োগ :

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন এর আদেশ নং-SEC/CMRRCD/2009-193/174/Admin/ 61 তারিখ ০৮/০৭/২০১৫ইং অনুযায়ী কমিশন কর্তৃক অনুমোদিত নিরীক্ষক প্যানেল থেকে নিরীক্ষক নিয়োগ করতে হবে। সে মোতাবেক ২০১৬-১৭ আর্থিক বছরের জন্য প্যানেল ভুক্ত নিরীক্ষা প্রতিষ্ঠানকে নিরীক্ষক হিসেবে নিয়োগ প্রদান করতে হবে। এ বিষয়ে BSEC অনুমোদিত নিরীক্ষক প্যানেল থেকে অগ্রহী নিম্নলিখিত তিনটি নিরীক্ষা প্রতিষ্ঠানকে বিবেচনার জন্য প্রস্তাব করেছে।

ক) মেসার্স খান ওহাব শফিকুর রহমান এন্ড কোং

খ) মেসার্স জোহা জামান কবির রশীদ এন্ড কোং

গ) মেসার্স রহমান মোস্তফা আলম এন্ড কোং

পরিচালনা পর্ষদ উল্লেখিত তিনটি কোম্পানীর আবেদন পর্যালোচনা করে এবং নিরীক্ষা কমিটির সুপারিশের আলোকে বার্ষিক ১,০০,০০০/- (এক লক্ষ) টাকা পারিশ্রমিকে মেসার্স খান ওহাব শফিকুর রহমান এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস্ কে ২০১৬-২০১৭ আর্থিক বছরের জন্য নিরীক্ষক হিসেবে নিয়োগ দানের জন্য বার্ষিক সাধারণ সভায় সুপারিশসহ উপস্থাপন করছে।

২৫। নিরীক্ষা কমিটি :

নিরীক্ষা কমিটি তিনজন পরিচালক নিয়ে গঠিত। স্বতন্ত্র পরিচালক জনাব মোঃ সুলতান জাহাঙ্গীরি কমিটির চেয়ারম্যানের দায়িত্ব পালন করছেন। নিরীক্ষা কমিটির উদ্দেশ্য হচ্ছে কোম্পানির অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা সুনির্দিষ্ট ও সূচকরূপে পরিচালনা নিশ্চিত করা এবং পরিচালনা পর্ষদকে তথ্য প্রদান করে সহযোগিতা করা। তাছাড়াও বাৎসরিক আর্থিক বিবরণী ও ত্রৈমাসিক (Quarterly) আর্থিক বিবরণী পর্যালোচনা করে প্রয়োজনীয় সুপারিশ ও মতামত পরিচালনা পর্ষদে উপস্থাপন করে থাকেন।

২৬। ঝুঁকি ব্যবস্থাপনাঃ

আমাদের ব্যবসা প্রতিষ্ঠানের বাহ্যিক ও অভ্যন্তরীণ বিভিন্ন ঝুঁকি রয়েছে। ব্যাংক দায়, চলতি মূলধনের অভাব, প্রতিযোগিতা কোম্পানীর সাথে প্রতিযোগিতা, আইনী বিষয় ইত্যাদি ক্ষেত্রে ঝুঁকি মোকাবেলার জন্য প্রস্তুত রয়েছে। আজিজ পাইপস্ লিমিটেড ঝুঁকিসমূহ মোকাবেলায় সার্বক্ষণিক পর্যবেক্ষণের মধ্যে রয়েছে। আশাকরি, কোম্পানি যথা সময়ে ঝুঁকিসমূহ চিহ্নিত করে কাটিয়ে উঠতে সক্ষম হবে।

২৭। সামাজিক দায়বদ্ধতা :

প্রাতিষ্ঠানিক সামাজিক দায়বদ্ধতার অংশ হিসেবে বিভিন্ন সময়ে গরীব ও দুস্থদের মাঝে সাহায্য প্রদান ও ফরিদপুর ইসলামিক এডুকেশন সেন্টার এবং মসজিদ উন্নয়নে সহায়তা প্রদান করেছে।

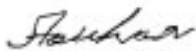
২৮। পরিচালকদের সম্মানি :

কোম্পানীর স্বতন্ত্র পরিচালকসহ পরিচালকগণকে কোন প্রকার সম্মানি প্রদান করা হয় না, কেবলমাত্র পর্ষদ সভায় উপস্থিতির জন্য সম্মানি পেয়ে থাকেন।

২৯। কৃতজ্ঞতা স্বীকার :

পরিশেষে, কোম্পানীকে সকল প্রকার সহযোগিতা করার জন্য পরিচালকবৃন্দের পক্ষ থেকে আমি আমাদের সম্মানিত চেয়ারম্যান হোসেনবুদ্দ, ক্রেতাবর্গ, ভিলারগণ, কর্মকর্তা কর্মচারীবৃন্দ, সরবরাহকারী, ঢাকা ষ্টক এক্সচেঞ্জ, চট্টগ্রাম ষ্টক এক্সচেঞ্জ, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এবং গণপ্রজাতন্ত্রী বাংলাদেশ সরকারের বিভিন্ন এজেন্সীর কাছে কৃতজ্ঞতা প্রকাশ ও ধন্যবাদ জ্ঞাপন করছি। আমি নিশ্চিত যে, সকলের আন্তরিক সহযোগিতা ও প্রচেষ্টায় আগামীতে কোম্পানীর প্রবৃদ্ধি ও মুনাফা অর্জনে সাফল্য লাভ করতে পারবে। আল্লাহ পাক আমাদের সর্বাত্মক সহায় হোন।

ধন্যবাদান্তে,
পরিচালনা পর্ষদের পক্ষে,



(মোঃ আমিনুল কাদের খান)
চেয়ারম্যান

Annexure -III

STATUS OF COMPLIANCE OF CORPORATE GOVERNANCE

Status of compliance with the conditions imposed by Bangladesh Securities and Exchange Commission (BSEC) vide Notification No. SEC/CMRRCD/2006158/134/Admin/44, dated August 7, 2012 (Issued under section 2CC of The Securities and Exchange Ordinance, 1969)

(Report under condition No.7.00)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1.	Board of Directors			
1.1	Board's Size: Board members shall not be less than 5 and more than 20	✓		
1.2	Independent Directors:			
1.2(i)	At least 1/5 of the total members of directors in the company's board shall be independent directors.	✓		
1.2(ii) a	Independent Director does not hold any share or holds less than 1% share of the company.	✓		
1.2(ii) b	Independent Director is not sponsor of the company.	✓		
1.2(ii) c	Independent Director does not have any pecuniary or otherwise relationship with the company.	✓		
1.2(ii) d	Independent Director is not a member, director or officer of any stock exchange.	✓		
1.2(ii) e	Independent Director is not a shareholders, director or officer of any member of stock exchange or an intermediary of the capital market.	✓		
1.2(ii) f	Independent Director is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm;	✓		
1.2(ii) g	They are not the Independent directors in more than 3(three) listed companies;	✓		
1.2(ii) h	Independent director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-bank Financial Institution (NBFI).	✓		
1.2(ii) i	Independent director has not been convicted for a criminal offence involving moral turpitude.	✓		
1.2(iii)	Independent Directors shall be appointed by the board of directors and approved by the shareholders in the AGM.	✓		
1.2(iv)	The post of Independent director cannot remain vacant for more than 90 days	✓		
1.2(v)	The board shall lay down a code of conduct of all board members and annual compliance of the code to be recorded.	✓		
1.2(vi)	The tenure of office of an independent director shall be for a period of 3 (three) years, which any be extended for 1 (one) term only.	✓		
1.3	Qualification of Independent Director (ID):			
1.3(i)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
	Board of Directors			
1.5	Director's report to include declarations on:			
1.5(i)	Industry outlook and possible future developments in the industry.	✓		
1.5(ii)	Segment-wise or product wise performance.	✓		
1.5(iii)	Risks and concerns.	✓		
1.5(iv)	Discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin.	✓		
1.5(v)	Discussion on continuity of any Extra-ordinary gain or loss.	✓		
1.5(vi)	Basis of related party transactions-a statement of all related party transactions should be disclosed in the annual report.	✓		
1.5(vii)	Utilization of proceeds from public issues, rights issues and / or through any other instruments.	✓		
1.5(viii)	Explanations if the financial results deteriorate after the company goes for Initial Public Offering (IPO).	✓		
1.5(ix)	Explanation if variance occurs between quarterly financial and Annual Financial Statements.	✓		
1.5(x)	Remuneration to directors including independent directors.	✓		
1.5 (xi)	Fairness of Financial Statements.	✓		
1.5(xii)	Maintenance of proper books of accounts.	✓		
1.5(xiii)	Consistent application of Accounting Policies in preparation of Financial Statements.	✓		
1.5(xiv)	Observance of Bangladesh Accounting Standards (BAS) /International Accounting Standards(IAS)/ Bangladesh Financial Reporting Standards (BFRS) and International	✓		
1.5(xv)	Soundness and efficiency of internal control.	✓		
1.5 (xvi)	Ability to continue as a going concern.	✓		
1.5(xvii)	Significant deviations in operating results from last year.	✓		
1.5 (xviii)	Key operating and financial data of at least last five years shall be summarized.	✓		
1.5(xix)	If the issuer company has not declared Dividend for the year, the reasons thereof shall be given.	✓		
1.5(xx)	Number of Board Meeting held during the year and attendance by each Director.	✓		
1.5(xxi)	Shareholding pattern.	✓		
1.5(xxi)i	Appointment/Re-appointment of director of the company.	✓		
2.	Chief Financial Officer, Head of Internal Audit and Company Secretary:			
2.1	Appointment of CFO, Head of Internal Audit and Company Secretary and their clearly defined roles, responsibilities and duties.	✓		Mr. Nurul Afsar holds two positions as Managing Director(CC) and CFO accordingly to board decision
2.2	Attendance of CFO and the Company Secretary at Board of Directors Meeting.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3	Audit Committee:			
3.(i)	The Company shall have an Audit Committee as a sub-committee of the Board of Directors.	✓		
3.(ii)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	✓		
3.(iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	✓		
3.1	Constitution of the Audit Committee:			
3.1(i)	Audit Committee shall be composed of at least 3 (three) members.	✓		
3.1(ii)	Board of Directors shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) Independent Director.	✓		
3.1 (iii)	All members of the audit committee should be “financially literate” and at least 1 (one) member shall have accounting or related financial management experience.	✓		
3.1 (iv)	Board of Directors shall appoint new committee members if any vacancies.	✓		
3.1(v)	Company Secretary shall acts as Secretary of the committee.	✓		
3.1(vi)	The Quorum of the Audit Committee meeting shall not constitute without at least 1 (one) Independent Director.	✓		
3.2	Chairman of the Audit Committee:			
3.2(i)	Chairman of the Audit Committee shall be an Independent director.	✓		
3.2(ii)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM).	✓		

Condition No.	Title	Compliance Status (Put ✓ the appropriate column)		Remarks (if any)
		Complied	Not complied	
3.3	Role of the Audit Committee:			
3.3(i)	Oversee the financial reporting process.	✓		
3.3(ii)	Monitor choice of Accounting policies and principles.	✓		
3.3(iii)	Monitor Internal Control Risk management process.	✓		
3.3(iv)	Oversee hiring and performance of external auditors.	✓		
3.3(v)	Review along-with the management the annual the financial statements before submission to the board for approval.	✓		
3.3(vi)	Review quarterly and half yearly Financial Statements before submission to the board for approval.	✓		
3.3(vii)	Review the adequacy of internal audit function.	✓		
3.3 (viii)	Review significant related party transactions.			Not applicable
3.3(ix)	Review management letters/Letter of Internal Control weakness issued by statutory auditors.	✓		
3.3(x)	'Preparing statement of IPO funds utilized and submit to audit committee.			Not applicable
3.4	Reporting of the on Audit Committee's Activities:			
3.4.1	Reporting to the board of directors.	✓		
3.4.1(i)	Audit committee shall report to the Board	✓		
3.4.1(ii)	The Audit committee shall immediately report to the Board of Directors on the following findings if any;	✓		
3.4.1 (ii)a	Report on conflicts of interests.	✓		
3.4.1(ii)b	Suspected or presumed fraud or irregularity or material defect in the internal control system.	✓		
3.4.1 (ii)c	Suspected infringement of laws, including securities related laws, rules and regulations.	✓		
3.4.1(ii)d	Any other matter which shall be disclosed to the Board of Directors immediately.	✓		
3.4.2	Reporting to the Authorities	✓		
3.5	Reporting to the Shareholders and General Investors	✓		
4.	External Statutory Auditors: Statutory auditors not to engage in:			
4(i)	Appraisal or valuation services or fairness opinions.	✓		
4(ii)	Financial information system design and implementation.	✓		
4 (iii)	Book keeping or other services related to the accounting records or financial statements.	✓		
4 (iv)	Broker-dealer services.	✓		
4(v)	Actuarial services.	✓		
4(vi)	Internal audit services.	✓		
4(vii)	Any other services that the audit committee determines.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
4(viii)	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.	✓		
4(ix)	Audit/ certification services on compliance of corporate governance as required under clause (i) of condition No.7	✓		
5.	Subsidiary Company:			
5(i)	Composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the Subsidiary Company.			Not applicable
5(ii)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.			Not applicable
5 (iii)	Minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.			Not applicable
5 (iv)	Minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.			Not applicable
5(v)	Audit committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			not applicable
6.	Duties of Chief Executive Officer (CEO) and Chief Financial Officer (CFO).			
6(i)	They have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		CEO and CFO is the same person certified to the board during finalization of financial statement which is stated in the "Directors declaration as to Financial statements in the Directors Report".
6(i)a	Financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.	✓		
6(i)b	Financial statements together present a true and fair view.	✓		
6(ii)	To the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the code of conduct.	✓		
7.	Reporting and Compliance of Corporate Governance:			
7(i)	The company shall obtain a certificate from a practicing professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of corporate governance guidelines of the commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	✓		Certificate has been obtained from M R Khan & Co, Chartered Accountants which has been published in the Annual Report as annexure IV of Directors Report
7 (ii)	Directors of the company shall state, in accordance with the attached, in the directors' report whether the company has complied with the conditions.	✓		



M. R. KHAN & CO.

Chartered Accountants

**Certificate of compliance of conditions of corporate governance
guidelines to the shareholders of**

Aziz Pipes Limited

We have examined the compliance of conditions of corporate governance guidelines of the Bangladesh Securities and Exchange Commission (BSEC) by Aziz Pipes Limited for the period from January 01, 2015 to June 30, 2016 as stipulated in clause 7(i) of the BSEC notification no SEC/CMRRCD/2006-158/134/Admin/44 dated August 07, 2012.

The compliance of conditions of corporate governance guidelines as stated in the aforesaid notification and reporting of the status of compliance is the responsibility of the management of Aziz Pipes Limited. Our examination for issuing this certification was limited to the checking of procedure and implementation thereof, adopted by Aziz Pipes Limited for ensuring the compliance of conditions of corporate governance and correct reporting of compliance status on the attached statement on the basis of evidence gathered and representation received.

To the best of our information and according to the explanations given to us, we certify that, as reported on the attached status of compliance statement, Aziz Pipes Limited has complied with condition of corporate governance stipulated in the above mentioned BSEC notification dated August 07, 2012.

We also state that such compliance is neither an assurance as to the future viability of the Company nor a certification on the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Dated : Dhaka
November 22, 2016


(M. R. Khan & Co.)
Chartered Accountants



21/A, Purana Paltan, 3rd Floor, Dhaka-1000.
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e-mail: mrk_ca@yahoo.com, shofiq_mrk@yahoo.com

নিরীক্ষা কমিটির প্রতিবেদন

(১ জানুয়ারী ২০১৫ থেকে ৩০ জুন ২০১৬ তারিখ পর্যন্ত সময়ের জন্য)

আজিজ পাইপস্‌ লিঃ এর কার্যক্রম বাস্তবায়নে পরিচালনা পর্ষদকে সহযোগীতার জন্য প্রচলিত নিয়মকানুন, অভ্যন্তরীণ নীতি, নিয়ন্ত্রণ সংস্থা কর্তৃক আরোপিত সকল প্রকার নির্দেশনার যথাযথ পরিপালন ও বাস্তবায়নের জন্য নিরীক্ষা কমিটির কার্যক্রম পরিচালিত হয়।

বর্তমান নিরীক্ষা কমিটিঃ

ক্রমিক নং	নাম	নিরীক্ষা কমিটিতে পদবী	পরিচালনা পর্ষদে পদবী
০১	মোঃ সুলতান জাহাঙ্গীরি	চেয়ারম্যান	স্বতন্ত্র পরিচালক
০২	মোঃ মুকিত হালিম	সদস্য	পরিচালক
০৩	জনাব মোঃ রফিকুল ইসলাম	সদস্য	পরিচালক
০৪	এএইচএম জাকারিয়া	সদস্য সচিব	সহঃ কোম্পানী সচিব

১ জানুয়ারী ২০১৫ থেকে ৩০ জুন ২০১৬ তারিখ পর্যন্ত সমাপ্ত সময়ের অডিট কমিটির ৬টি সভা অনুষ্ঠিত হয়েছে। সভায় সদস্যবৃন্দের উপস্থিতি।

ক্রমিক নং	নাম	পদবী	সভা	উপস্থিতি
০১	ইঞ্জিঃ শাহজাহান শিকদার	চেয়ারম্যান	৩	৩
	মোঃ সুলতান জাহাঙ্গীরি		৩	৩
০২	মোঃ ছলিম উল্লাহ	সদস্য	৩	২
	মোঃ মুকিত হালিম		৩	৩
০৩	মাহমুদ মিজানুর রহমান	সদস্য	৫	৪
	জনাব মোঃ রফিকুল ইসলাম		১	১

বিগত অডিট কমিটির চেয়ারম্যান ইঞ্জিঃ শাহজাহান শিকদার এর ২য় মেয়াদ শেষ হওয়ায় তাহার পরিবর্তে স্বতন্ত্র পরিচালক মোঃ সুলতান জাহাঙ্গীরি পরিচালনা পর্ষদের সিদ্ধান্ত মোতাবেক অডিট কমিটির চেয়ারম্যান এর দায়িত্ব পালন করছেন ও বিকল্প পরিচালক মোঃ ছলিম উল্লাহ এর পরিবর্তে বিকল্প পরিচালক মোঃ মুকিত হালিম এবং পরিচালক মাহমুদ মিজানুর রহমান এর পরিবর্তে পরিচালক জনাব মোঃ রফিকুল ইসলাম অডিট কমিটির সদস্য হিসেবে দায়িত্ব পালন করছেন।

সকল সভার কার্যবিবরণী সময়মত ও নিয়মিতভাবে কোম্পানীর পরিচালনা পর্ষদকে অবহিত করা হয়েছে। প্রতিটি সভায় কোম্পানী সচিব কমিটির সদস্য সচিব হিসাবে এবং ব্যবস্থাপনা পরিচালক (সি.পি.) ও অভ্যন্তরীণ নিরীক্ষক আমন্ত্রিত সদস্য হিসেবে সভায় অংশ গ্রহণ করেছে। এছাড়াও প্রয়োজন অনুসারে অন্যান্য বিভাগীয় প্রধান ও বহিঃনিরীক্ষককেও নিরীক্ষা কমিটির সভায় আমন্ত্রণ জানানো হয়েছে।

নিরীক্ষা কমিটির কার্যক্রমঃ

- আর্থিক প্রতিবেদনে কোম্পানী আইন, বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশনের প্রচলিত আইন এবং অন্যান্য নিয়মনীতি অনুসরণ করা হয়েছে কিনা তা পর্যবেক্ষণ করে।
- অভ্যন্তরীণ নিয়ন্ত্রণ, ঝুঁকি ব্যবস্থাপনার দিকে মজর দেওয়া।
- কোম্পানীর বহিঃনিরীক্ষক নিয়োগের জন্য নিরীক্ষা কমিটি পর্ষদে সুপারিশ করে।
- কমিটি ১ জানুয়ারী ২০১৫ থেকে ৩০ জুন ২০১৬ তারিখ পর্যন্ত সমাপ্ত সময়ে কোম্পানীর আর্থিক প্রতিবেদন পর্যালোচনা এবং উক্ত প্রতিবেদন আন্তর্জাতিক হিসাব মান (IAS) ও বাংলাদেশ হিসাব মানের (BAS) অনুসৃত নিয়মের আলোকে প্রস্তুত হয়েছে কিনা তাহা নিশ্চিত করেছে।
- বার্ষিক, অর্ধ-বার্ষিক এবং ত্রৈ-মাসিক আর্থিক প্রতিবেদন অনুমোদনের জন্য পরিচালনা পর্ষদে সুপারিশ করা।
- অভ্যন্তরীণ নিরীক্ষা প্রতিবেদন পর্যালোচনা এবং অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা উন্নত করতে নিরীক্ষা কার্যক্রম পরিকল্পনা বাস্তবায়ন মনিটর করা।

নিরীক্ষা কমিটি পরিচালনা পর্ষদের সকল সদস্য, নিরীক্ষক, ব্যবস্থাপনা ও নিয়ন্ত্রণকারী কর্তৃপক্ষকে কমিটির দায়িত্ব ও কর্তব্য পালনে তাদের সহযোগীতার জন্য আন্তরিক ধন্যবাদ জ্ঞাপন করছে।



(মোঃ সুলতান জাহাঙ্গীরি)
চেয়ারম্যান, নিরীক্ষা কমিটি

তারিখ : ২৭/১০/২০১৬

পরিচালনা পর্ষদ

আজিজ পাইপস্ লিমিটেড

৯৩, মতিঝিল বা/এ (৪র্থ তলা)

ঢাকা-১০০০।

বিষয় : ব্যবস্থাপনা পরিচালক এবং প্রধান অর্থ কর্মকর্তার ঘোষণা।

বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন ৭ই আগস্ট ২০১২ তারিখের নোটিফিকেশন নং-এসইসি/সিএমআরআরসিডি/ ২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪ অনুযায়ী ১ জানুয়ারী ২০১৫ থেকে ৩০ জুন ২০১৬ তারিখ পর্যন্ত সমাপ্ত সময়ের জন্য আমি ঘোষণা করছি যে,

১. আমি এ সমাপ্ত বছরের আর্থিক বিবরণী পর্যালোচনা করেছি এবং আমার বিশ্বাস মতে,
ক) আর্থিক বিবরণীতে কোন বিষয়-বস্তুতে অসত্য বিবৃতি নেই অথবা কোন গুরুত্বপূর্ণ তথ্য বাদ পড়েনি বা বিভ্রান্তিকর কোন বিবৃতি আসেনি;
খ) আর্থিক বিবরণীতে কোম্পানীর কার্যক্রমের সত্য চিত্র উপস্থাপিত হয়েছে এবং বর্তমান হিসাব মান ও রীতি মেনে আর্থিক বিবরণী তৈরী করা হয়েছে।
২. আমার বিশ্বাস মতে সংশ্লিষ্ট বছরে আর্থিক বিবরণীতে কোন প্রতারণাপূর্ণ, বেআইনী বা কোম্পানীর আচরণবিধি পরিপন্থী কোন লেনদেন সংগঠিত হয়নি।



(মোঃ নূরুল আবছার)

ব্যবস্থাপনা পরিচালক (সি.সি) ও

প্রধান অর্থ কর্মকর্তা

HAQUE SHAH ALAM MANSUR & CO.
 CHARTERED ACCOUNTANTS
 27, Bijoy Nagar, Shaj Bhaban (6th floor), B-11, Dhaka-1000
 Phone: 8311197, 9362649, 9358787

Reference: HSAMC/APL/23/26/2016

Date : 26-10-2016

Auditors' Report To the Shareholders of Aziz Pipes Limited

We have audited the accompanying Financial Statements of Aziz Pipes Limited, which comprise the Statement of Financial Position as at 30 June, 2016, Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the six months ended, and a summary of significant accounting policies and other explanatory notes.

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

Our responsibility is to express an independent opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud and error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

Our audit observations are as under:

1. Utilization of Production Capacity and ability of the Company to pay Debt:

The utilization of production capacity position of the Company is not being optimally utilized. This period production capacity increased than the last corresponding period by 5.23%. Total utilization of attainable capacity of the Company is only 35.73% which was 30.50% at previous period. The management of the Company stated that they could not achieve optimum level of production due to shortfall of working capital. Further, it is mentioned that as of 30th June 2016 the cumulative balance of retained earning stands on negative balance amounting to Tk. 480,008,476 and indebted to the extent of Tk. 558,784,690 consisting of loan fund and current liabilities.

2. Cost of Goods Sold (COGS):

The Cost of Goods Sold represents 91.29% of the total turnover and it was also 97.23% in the last period. The management stated that due to un-availability of the banking facilities, all raw materials have been purchased from local market at higher price to avail local credit facilities. In our opinion for steady profit of the Company the cost of goods sold ratio to turnover should be reduced as much as possible and also sales price of the product should be re-fixed.

3. Loan Fund:

The Company is under process of negotiation for restructuring with two Financial Institutions. Both, the Company and Uttara Bank Ltd. and Dutch Bangla Bank Ltd. have gone into litigation to mitigate their respective grievances and such no interest has been charged during the period against those loans. However, the Company management should take pragmatic actions to negotiate the matter as early as possible. Moreover the company regularly paid Southeast Bank installment and recently National Bank rescheduled of Aziz pipes Ltd loan for the purpose of payment.

4. Gross Profit:

This period company's gross profit rate is 8.71% which previous period was 2.77%. The company's gross ratio is not standard. Due to existing court cases against and consequent non-cooperation from bankers of the company, Aziz Pipes Ltd. is critically suffering from paucity of working capital and total stoppage of imported raw material from foreign suppliers. Absence of imported raw material against LC, company is paying excess amount of around 10% money to local suppliers due to loss of AIT/ATV cost exemption benefits normally availed from imported procurement.

5. Net Profit:

In the current period, the company earned operating profit as against last year same period's operating loss, however, finally net income became negative due to fact that company amortized pre- production expense of Tk. 1,73,60,030.00 during this period.

Subject to our above comments, the financial statements, prepared in accordance with Bangladesh Financial Reporting Standards (BFRS), give a true and fair view of the state of the Company's affairs as at 30 June, 2016 and of the results of its operations and its cash flows for the period then ended and comply with the Companies Act, 1994, the Securities & Exchange Rules, 1987 and other applicable laws and regulations.

We also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, the Company has kept proper books of account as required by law so far as it appeared from our examination of those books;
- c) The Company's Statement of Financial Position and Statement of Comprehensive Income dealt with by the report are in agreement with the books of account; and
- d) The expenditure was incurred for the purposes of the Company's business.

Date : 26-10-2016

Sd/-

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

AZIZ PIPES LIMITED
STATEMENT OF FINANCIAL POSITION
AS ON 30TH JUNE-2016

Particulars	Notes	30th June, 2016 Taka	31st December, 2015 Taka
Property & Assets			
Non-Current Assets		90,048,755	110,817,634
Fixed Assets	2	90,048,755	93,457,603
Pre-Production Expenses	3	-	17,360,031
Current Assets		232,657,116	239,839,018
Inventories	4	135,167,198	110,735,309
Accounts Receivable-Trade	5	65,899,733	102,778,804
Advances, Deposits & Prepayments	6	23,065,573	25,067,678
Cash & Bank Balances	7	8,524,612	1,257,227
Total Assets		322,705,871	350,656,652
Capital & Liabilities			
Shareholders' Equity		(263,232,056)	(255,492,313)
Share Capital	8	48,500,000	48,500,000
Share Premium	9	106,700,000	106,700,000
Revenue Reserves & Surplus	10	61,576,420	62,841,411
Retained Earnings	11	(480,008,476)	(473,533,724)
Loan Fund		227,757,187	173,765,090
Term Loan	12	200,603,950	145,742,630
Deferred Tax	13	27,153,237	28,022,460
Current Liabilities		358,180,740	432,383,875
Cash Credit	14	289,715,222	359,535,025
Accounts Payable (Goods Supply)	15	58,864,420	63,966,627
Creditors & Accruals	16	2,371,208	2,407,064
Staff Gratuity		1,091,869	1,091,869
Provision for Income Tax	17	5,487,440	4,732,709
Unclaimed Dividend		650,581	650,581
Total Shareholders' Equity & Liabilities		322,705,871	350,656,652
Net Asset Value (NAV) per Share		(54.27)	(52.68)

The accounting policies and other notes form an integral part of the financial statements.

Sd/ Chairman	Sd/ Director	Sd/ Managing Director(C.C)	Sd/ Assistant Company secretary
Md.Aminul Quader Khan	Mohd. Abdul Halim	Md.Nurul absar	A H M Zakaria

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

Date: Dhaka
26 October, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

AZIZ PIPES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR SIX MONTHS PERIOD ENDED ON 30TH JUNE, 2016

Particulars	Notes	30 June 2016 Taka	30 June, 2015 Taka
Turnover	18	125,788,773	118,432,757
Cost of Goods Sold	19	114,829,064	115,153,639
Gross Profit		10,959,709	3,279,118
Operating Expenses		9,692,396	8,201,404
Administrative & General Expenses	20	9,108,535	7,972,803
Selling & Distribution Expenses	21	543,339	196,188
Financial Expenses (Bank Charges)	22	40,522	32,413
Operating Profit /(Loss)		1,267,313	(4,922,286)
Pre-Production Expenses, Written Off	23	17,360,031	-
Net Profit / (Loss) before Income Tax		(16,092,718)	(4,922,286)
Income Tax expenses		114,492	(355,260)
Current Tax		(754,731)	(355,260)
Deferred Tax		869,223	-
Net Profit / (Loss) after Income Tax		(15,978,226)	(5,277,546)
Previous Years Adjustment	24	8,238,483	
Net Profit / (Loss)		(7,739,743)	(5,277,546)
Basic Earning per Share (EPS)	25	(1.60)	(1.09)

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Chairman
Md.Aminul Quader Khan

Sd/
Director
Mohd. Abdul Halim

Sd/
Managing Director(C.C)
Md.Nurul absar

Sd/
Assistant Company secretary
A H M Zakaria

This is the Statement of Comprehensive Income referred to in our report of even date.

Date: Dhaka
26 October, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

AZIZ PIPES LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE 18 MONTHS PERIOD ENDED JANUARY-2015 TO 30TH JUNE-2016

Particulars	Jan. 2015 to June 2016 Taka	Jan. 2014 to June 2015 Taka
Turnover	336,280,302	425,389,513
Cost of Goods Sold	(314,458,488)	(405,562,899)
Gross Profit	21,821,814	19,826,614
Operating Expenses	29,533,067	30,729,564
Administrative & General Expenses	28,037,106	29,249,449
Selling & Distribution Expenses	1,365,923	1,359,106
Financial Expenses (Bank Charges)	130,038	121,009
Operating Profit /(Loss)	(7,711,253)	(10,902,950)
Pre-Production Expenses, Written Off	18,360,031	1,000,000
Net Profit / (Loss) before Income Tax	(26,071,284)	(11,902,950)
Income Tax expenses	1,317,793	233,709
Current Tax	(1,386,206)	(1,656,804)
Deferred Tax	2,703,999	1,890,513
Net Profit / (Loss) after Income Tax	(24,753,491)	(11,669,241)
Previous Years Adjustment	8,238,483	-
Net Profit / (Loss)	(16,515,008)	(11,669,241)
Basic Earning per Share (EPS)	(3.41)	(2.41)

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Chairman
Md. Aminul Quader Khan

Sd/
Director
Mohd. Abdul Halim

Sd/
Managing Director (C.C.)
Md. Nurul absar

Sd/
Assistant Company secretary
A H M Zakaria

This is the Statement of Comprehensive Income
referred to in our report of even date.

Date: Dhaka
26 October, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited
Unit Wise Statement of Financial Position
as on 30th June, 2016

Property & Assets	Notes	Unit-1 Taka	Unit-2 Taka	Unit-3 Taka	Unit-4 Taka	Unit-5 Taka	Unit-6 Taka	30 June-16 Taka	31 Dec-15 Taka
Non-Current Assets									
Fixed Assets	2	22,050,707	2,081,158	8,002,162	28,341,302	23,441,547	6,131,881	90,048,755	110,817,634
Pre-Production Expenses	3	-	-	-	-	-	-	-	93,457,803
									17,380,031
Current Assets									
Inventories	4	119,346,172	43,209,425	90,867,804	177,521,195	25,223,656	21,302,837	428,521,089	427,718,774
Inter-Unit Current Account		-	29,581,440	33,567,455	53,278,690	8,612,430	8,927,213	135,167,198	110,735,309
Accounts Receivable-Trade	5	110,346,172	9,078,251	13,037,490	23,935,177	10,202,513	9,648,302	195,863,973	187,879,758
Advances, Deposits & Prepayments	6	-	4,014,005	3,658,003	7,573,222	5,184,088	2,636,255	65,899,733	102,775,804
Cash & Bank Balances	7	-	585,729	604,556	7,216,335	24,625	93,067	8,534,612	25,087,878
									1,257,227
Total Assets		132,396,878	45,340,583	98,869,865	205,862,497	48,665,203	27,434,718	518,569,844	538,536,408
Capital & Liabilities									
Shareholders' Equity									
Share Capital	8	134,677,576	(38,479,025)	(41,382,873)	(75,970,422)	(148,829,410)	(93,267,896)	(263,232,056)	(255,482,313)
Share Premium	9	36,125,000	7,375,000	8,000,000	-	-	-	48,500,000	48,500,000
Revenue Reserves & Surplus	10	79,475,000	16,225,000	11,000,000	-	-	-	106,700,000	106,700,000
Retained Earnings	11	17,436,410	5,112,209	14,206,238	19,619,773	5,201,790	-	61,576,420	62,841,411
		1,641,160	(67,191,234)	(71,569,111)	(96,590,195)	(164,031,200)	(93,267,896)	(480,008,476)	(473,633,724)
Loan Fund									
Term Loan	12	(1,766,727)	11,715,558	74,233,188	73,464,506	27,900,735	42,209,987	227,757,187	173,785,099
Deferred Tax Liabilities	13	-	7,024,125	60,351,288	67,381,075	19,187,842	37,050,070	200,803,950	145,742,830
		(1,766,727)	4,891,433	4,281,210	6,083,431	8,712,913	5,150,977	27,153,237	28,022,480
Current Liabilities									
Cash Credit	14	(513,965)	72,104,050	25,999,730	268,368,413	169,593,858	76,492,627	554,044,713	620,263,631
Inter-Unit Current Account		-	-	-	174,364,454	115,450,768	-	389,715,222	359,535,025
Accounts Payable (Goods Supply)	15	-	56,311,419	9,730,285	29,536,120	54,253,234	75,560,035	195,863,973	187,879,758
Creditors & Accruals	16	-	12,235,124	14,526,380	29,536,120	-	2,566,796	58,894,420	63,866,627
Staff Gratuity		-	262,737	541,078	1,319,532	10,000	237,801	2,371,208	2,407,084
Provision for Income Tax		-	295,813	330,246	232,743	180,426	82,641	1,091,869	1,091,869
Unclaimed Dividend	17	(513,965)	2,865,007	595,235	2,975,439	(270,570)	38,294	5,487,449	4,732,709
		-	333,950	276,508	40,125	-	-	850,581	850,581
Total Shareholders' Equity & Liabilities		132,396,878	45,340,583	98,869,865	205,862,497	48,665,203	27,434,718	518,569,844	538,536,408

The accounting policies and other notes form an integral part of the financial statements.

Sd/ Chairman
Md.Aminul Quader Khan

Sd/ Managing Director (C.C.)
Md.Nurul absar

Sd/ Assistant Company secretary
A.H.M Zakaria

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

Date: Dhaka
28 October, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited

Unit Wise Statement of Comprehensive Income
for the six months period ended on 30th June, 2016

Particulars	Notes	Unit-1 Taka	Unit-2 Taka	Unit-3 Taka	Unit-4 Taka	Unit-5 Taka	Unit-6 Taka	30 June-16 Taka	30 June-15 Taka
Turnover	18	0	24,512,360	28,045,930	66,314,961	0	6,915,522	125,788,773	118,432,757
Cost of Goods Sold	19	(793,654)	(21,802,313)	(24,726,080)	(59,243,440)	(2,126,108)	(6,137,469)	(114,829,064)	(115,153,639)
Gross Profit		(793,654)	2,710,047	3,319,850	7,071,521	(2,126,108)	778,053	10,959,709	3,279,118
Operating Expenses									
Administrative & General Expenses	20	(41,858)	(1,507,468)	(2,257,989)	(4,276,526)	(31,738)	(1,536,295)	(9,651,874)	(8,168,991)
Selling & Distribution Expenses	21	(41,858)	(1,451,506)	(2,165,864)	(3,526,401)	(31,738)	(1,491,168)	(9,108,535)	(7,972,803)
		-	(55,962)	(92,125)	(350,125)	-	(45,127)	(543,339)	(196,189)
Operating Profit		(835,512)	1,202,579	1,061,861	2,794,995	(2,157,846)	(758,242)	1,307,835	(4,889,873)
Financial Expenses (Bank Charges)	22	-	(10,240)	(9,750)	(18,250)	-	(2,282)	(40,522)	(32,413)
Operating Profit		(835,512)	1,192,339	1,052,111	2,776,745	(2,157,846)	(760,524)	1,267,313	(4,922,286)
Amortization of Pre-production Expenses	23	-	-	-	-	(3,928,244)	(13,431,767)	(17,360,031)	-
Net Profit before Income Tax		(835,512)	1,192,339	1,052,111	2,776,745	(6,086,090)	(14,192,311)	(16,092,718)	(4,922,286)
Income Tax Expenses		285,608	(109,871)	(24,571)	(285,287)	232,342	16,271	114,492	(355,260)
Current Tax		-	(147,074)	(168,275)	(397,889)	-	(41,493)	(754,731)	(355,260)
Deferred Tax		285,608	37,203	143,704	112,602	232,342	57,764	869,223	-
Net Profit/(Loss) after Income Tax		(549,904)	1,082,468	1,027,540	2,491,458	(5,853,748)	(14,176,040)	(15,978,226)	(5,277,546)
Previous Years Adjustment	24	-	103,355	142,128	296,595	3,219,816	4,476,589	8,238,483	-
Net Profit/(Loss) available		(549,904)	1,185,823	1,169,668	2,788,053	(2,633,932)	(9,699,451)	(7,739,743)	(5,277,546)
Basic Earning per Share (EPS)	25						(1.69)		(1.09)

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Chairman
Md Aminul Qasder KhanSd/
Director
Mohd. Abdul HalimSd/
Managing Director(C.C)
Md. Nurul KabirSd/
Assistant Company Secretary
A.H.M. ZakariaThis is the Statement of Comprehensive Income
referred to in our report of even date.Date: Dhaka
28 October, 2016HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

AZIZ PIPES LIMITED
CASH FLOW STATEMENT
FOR THE SIX MONTHS PERIOD ENDED ON 30TH JUNE, 2016

Particulars	30th June, 2016 Taka	30th June, 2015 Taka
CASH FLOW FROM OPERATING ACTIVITIES:		
Collection from Sales & Others	162,667,844	126,052,015
Payment for Cost & Expenses	(148,107,927)	(120,821,480)
Net Cash Generated from Operating Activities	14,559,917	5,230,535
CASH FLOW FROM INVESTING ACTIVITIES:		
Acquisition of Fixed Assets	(532,010)	-
Net Cash used in Investing Activities	(532,010)	-
CASH FLOW FROM FINANCING ACTIVITIES:		
Payment of SEBL Block Account	(6,720,000)	(6,720,000)
Financial Exp (Bank Charge)	(40,522)	(32,413)
Net Cash Generated from Financing Activities	(6,760,522)	(6,752,413)
Net Cash Inflow/(Outflow)	7,267,385	(1,521,878)
Opening Cash & Bank Balances	1,257,227	3,026,908
Closing Cash & Bank Balances	8,524,612	1,505,030
Net Operating Cash Flow per Share	3.00	1.08

The accounting policies and other notes form an integral part of the financial statements.

Sd/ Chairman Md.Aminul Quader Khan	Sd/ Director Mohd. Abdul Halim	Sd/ Managing Director(C.C) Md.Nurul absar	Sd/ Assistant Company secretary A H M Zakaria
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This is the Statement of Cash flows
referred to in our report of even date.

Date: Dhaka
26 October, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

AZIZ PIPES LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE SIX MONTHS PERIOD ENDED ON 30TH JUNE, 2016

Particulars	Share Capital	Share Premium	Revenue Reserves & Surplus	Retained Earnings	Total Taka
Balance as on 01-01-2015	48,500,000	106,700,000	65,652,502	(467,569,550)	(246,717,048)
Net Loss during the period	-	-	-	(5,131,887)	(5,131,887)
Balance as on 30-06-2015	48,500,000	106,700,000	65,652,502	(472,701,437)	(251,848,935)

Particulars	Share Capital	Share Premium	Revenue Reserves & Surplus	Retained Earnings	Total Taka
Balance as on 01-01-2016	48,500,000	106,700,000	62,841,411	(473,533,724)	(255,492,313)
Net Loss during the period	-	-	-	(7,739,743)	(7,739,743)
Revaluation Reserve	-	-	(1,264,991)	1,264,991	-
Balance as on 30-06-2016	48,500,000	106,700,000	61,576,420	(480,008,476)	(263,232,056)

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Chairman
Md.Aminul Quader Khan

Sd/
Director
Mohd. Abdul Halim

Sd/
Managing Director(C.C)
Md.Nurul absar

Sd/
Assistant Company secretary
A H M Zakaria

This is the Statement of Changes in Equity referred to in our report of even date.

Date: Dhaka
26 October, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited

Notes, Comprising a Summary of Significant Accounting Policies and Other Explanatory Information for the six months period ended on 30 June, 2016

01. Specific Accounting Policies Selected & Other Material Information:

Legal Form of the Enterprise:

The Company was incorporated on 02 May, 1981 as a Private Limited Company under the Companies Act, 1994. It was converted into a Public Limited Company under the same statute. Its shares are listed in both the Dhaka and Chittagong Stock Exchange Limited.

Address of Registered Office and Principal Place of Business:

The Registered Office of the Company is located at 93, Motijheel C/A, (3rd Floor), Dhaka-1000 and the Factory is located at Amirabad (Shibrampur), Faridpur.

Principles Activities and Nature of Operations:

The Company is manufacturer of high quality PVC Rigid Pipes & PVC Profiles products. Currently due to working capital shortage, PVC plastic wood and PVC flexible corrugated conduit pipes production has been temporally closed.

Accounting Policies:

Basis of Preparation and Presentation of the Financial Statements:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of the Companies Act, 1994 and IAS and IFRS adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), as Bangladesh Accounting Standard (BAS) and Bangladesh Financial Reporting Standard (BFRS). The Statement of Financial Position and Statement of Comprehensive Income have been prepared according to BAS-1 "Presentation of Financial Statements" based on accrual basis of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh and cash flow statement according to BAS-7 "Cash Flow Statement".

Accounting Convention and Assumption:

The financial statements are prepared under the historical cost convention.

Principal Accounting Policies:

The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect within the Framework for preparation and presentation of financial statements. Financial statements have been prepared and presented in compliance with BAS-1 "Presentation of Financial Statements". The previous period's figures were formulated according to the same accounting principles. Compared to the previous period, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Company. However, changes made to the presentation are explained in the note for each respective item.

Accounting and valuation methods are disclosed for reasons of clarity. The Company classified the expenses using the function of expenses method as per BAS-1.

Responsibility for Preparation and Presentation of Financial Statements:

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of "The Framework for the Preparation and Presentation of Financial Statements" issued by the Bangladesh Accounting Standard (BAS).

Legal Compliance:

The financial statements have been prepared and the disclosures of information were made in accordance with the requirements of the Companies Act, 1994, Securities and Exchange Rules 1987, The Income Tax Ordinance, 1984, The VAT Act, 1991, The VAT Rules 1991, Listing Regulations of Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE) and IASs adopted by the ICAB. On the basis of these regulations, Bangladesh Accounting Standards (BAS) & Bangladesh Financial Reporting Standards (BFRS) were applied with the applicable standards at the Statement of Financial Position date.

Critical Accounting Estimates, Assumptions and Judgments:

The preparation of the financial statements in conformity with BFRS 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.

Going Concern:

In spite of working capital constant, 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 at present provide fund to meet the present requirements of existing business.

Financial Instruments: Presentation:

"In compliance to BAS-1 and BAS-32, offsetting is done for a particular vendor or customer when the following conditions are met:

- ◆ Each of the two parties owes the other determinable amounts;
- ◆ The entity has the right to set off against the amount owed by other party;
- ◆ The entity intends to offset;
- ◆ The right of setoff is legally enforceable."

Application of Standards:

The following BASs and BFRSs are applicable for the financial statements for the period under review.

- BAS-1 Presentation of Financial Statements
- BAS-2 Inventories
- BAS-7 Cash Flow Statements
- BAS-8 Accounting Policies, Changes in Accounting Estimates and Errors
- BAS-10 Events after the Balance Sheet Date
- BAS-12 Income Taxes
- BAS-16 Property, Plant & Equipment
- BAS-17 Leases
- BAS-18 Revenue
- BAS-19 Employee Benefits
- BAS-23 Borrowing Costs
- BAS-24 Related Parties Disclosure
- BAS-32 Financial Instruments: Presentation
- BAS-33 Earnings per Share
- BAS-36 Impairment of Assets
- BAS-37 Provisions, Contingent Liabilities and Contingent Assets
- BAS-38 Intangible Assets

Recognition of Property, Plant & Equipment and Depreciation:

Property, Plant & Equipment is stated at cost less accumulated depreciation in accordance with BAS-16 "Property, Plant & Equipment". Cost represents cost of acquisition or construction and

include purchase price and other directly attributable cost of bringing the assets to working conditions for its intended use, but do not include any capitalized borrowing cost.

Depreciation has been charged using Diminishing Balance Method (DBM). Half period's depreciation is charged on additions irrespective of date when the related assets are put into use and no depreciation is charged on assets disposed of during the period. Expenditure for maintenance and repairs are expensed, major replacements, renewals and betterment are capitalized.

The cost and accumulated depreciation of depreciable assets retired or otherwise disposed of are eliminated from the assets and accumulated depreciation, and any gain or loss on such disposal is reflected in operations for the period.

The annual depreciation rates have been charged as under:

Particulars	Rate
Building & Other Constructions	10%
Road & Sewerage	10%
Electrical Installation	15%
Plant & Machinery	10%
Furniture & Fixture	10%
Fittings	10%
Office Equipment	15%
Loose & Tools	15%
Motor Vehicles	20%
Weight Bridge Equipment	15%
Factory Equipment	15%
Pump House	15%
Crockeries & Cutleries	20%
Sundry Assets	15%
Gas Line Installation	10%

Depreciation has been charged to Statement of Comprehensive Income consistently.

Valuation of Inventories:

Inventories are assets held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process. Inventories are stated at the lower of cost or net realizable value in compliance to the requirements of Para 21 and 25 of BAS-2. Costs including an appropriate portion of fixed and variable overhead expenses are assigned inventories by the method most appropriate to the particular class of inventory. Net realizable value represents the estimated selling price for the inventories less all estimated cost of completion and cost necessary to make the sale. Item wise valuation is as follows:

Category of Inventories	Basis of Valuation
Raw & Packing Materials	: At Weighted Average Cost
Work-in-Progress	: At Standard Cost
Finished Goods	: At Standard Cost

Standard cost comprises value of materials, standard activity cost.

Cash & Cash Equivalents:

For the purpose of Balance Sheet and Cash Flow Statement, Cash in Hand and Bank balances represent cash and cash equivalents considering the BAS-1 "Presentation of Financial Statements" and BAS-7 "Cash Flow Statement", which provide that Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to an insignificant risk of changes in value and are not restricted as to use.

Statement of Cash Flows:

Statement of Cash Flows is prepared principally in accordance with BAS-7 "Cash Flow Statement" and the cash flow from the operating activities have been presented under direct method as

prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of BAS-7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities Using the Direct Method".

Taxation:

Current Tax:

The Company is "Publicly Traded Company" as per the Finance Act, 2014 and the rate of Turnover tax applicable is .60% from January to 30 June, 2016. The assessment of the Company has been completed up to the assessment period 2014-2015.

Deferred Tax:

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Statement of Financial Position as liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. APL recognized deferred tax liabilities for all taxable temporary differences.

Share Premium:

The Share Premium shall be utilized in accordance with provisions of the Companies Act, 1994 and as directed by the Securities and Exchange Commission in this respect.

The section 57 of the Companies Act, 1994 provides that the Company may apply the Share Premium Account as follows:

- i. in paying up un-issued shares of the Company to be issued to members of the Company as fully paid bonus shares;
- ii. in amortized off the preliminary expenses of the Company;
- iii. in amortized off the expenses or the commission paid or discount allowed on any issue of shares or debentures of the Company; and
- iv. in providing for the premium payable on the redemption of any redeemable preference shares or of any debenture of the Company.

Employee Benefits (Staff Provident Fund):

The Company provides sufficient fund for staff provident fund each period for all eligible permanent employees but the staff provident fund is yet to recognize. Now, provident fund benefit temporary stop.

Authorization date for issuing Financial Statements:

The financial statements were authorized by the Board of Directors on 27 October, 2016 for issue after completion of review.

Turnover:

Turnover comprises local sales of PVC Pipes, Non-Pressure Pipes, Thread Pipes, and Profile excluding VAT.

Revenue Recognition:

In compliance with the requirements of BAS-18 "Revenue", revenue is recognized only when:

- ☐ The products are invoiced and dispatched to the customers; and
- ☐ Interest income is recognized on accrual basis.

Accrued Expenses and Other Payables:

Liabilities for the goods and services received have been accounted for Payables are not interest bearing and are stated their nominal value.

Accounts Receivable-Trade:

Accounts receivable are in original invoice value. The Current Accounts are maintaining with every

party. All Current Accounts are considered collectable, and therefore, no amount was written off as bad debt and no debt was considered doubtful to provide for.

Contingent Liabilities and Assets:

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. In accordance with BAS-37 Provision, Contingent Liabilities and Contingent Assets are disclosed in the notes to the financial statements.

Earnings per Share:

The Company calculates Earnings per Share (EPS) in accordance with BAS-33 "Earning per Share", which has been shown on the face of Statement of Comprehensive Income, and the computation of EPS is stated in the note.

Basic Earnings:

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

Weighted Average Number of Ordinary Shares Outstanding during the period:

Computation of weighted average number of ordinary shares is not required during the current period, as number of shares outstanding has not been changed during the period under review.

Basic Earnings per Share:

This has been calculated by dividing the basic earnings by number of ordinary shares outstanding during the period.

Diluted Earnings per Share:

No diluted EPS is required to be calculated for the period, as there was no scope for dilution during the period under review.

Components of the Financial Statements:

According to the Bangladesh Accounting Standards (BAS)-1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components:

- ☐ Statement of Financial Position as at 30th June, 2016; (January-June)
- ☐ Statement of Comprehensive Income for the period ended 30th June, 2016;(January-June)
- ☐ Statement of Changes in Equity for the period ended 30th June, 2016;(January-June)
- ☐ Statement of Cash Flows for the period ended 30th June, 2016; (January-June)
- ☐ Accounting Policies and Explanatory Notes.

Comparative:

Financial statements are presented as BAS-1 "Presentation of Financial Statements" and previous period's figures have been restated due to changes in some accounting policies as per BAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors".

Reporting Period:

Financial Statements of the Company cover one financial period from 01 January to 30 June consistently.

Segment Reporting:

No segmental reporting is applicable for the company as required by BAS-14: "Segment Reporting" as the company operates in a single industry segment and within a single geographical territory.

General:

Wherever consideration is necessary, previous period's figures have been rearranged for the purpose of comparison;

Figures appearing in the financial statements have been rounded off to the nearest Taka.

62 Fixed Assets: Tk. 90,048,755

Particulars	Cost			Rate	Depreciation			Revaluation Surplus	Dep. on Revaluation Assets	Written down value as on 30-06-2016
	As on 01.01.2016	Addition during the period	Adjustment during the period		As on 01.01.2016	Charged during the period	Adjustment during the period			
Unit-1										
Land & Land Development	1,202,969	-	-	-	-	-	-	5,278,476	-	6,481,445
Building & Other Construction	8,350,250	-	-	10%	7,152,195	59,903	-	5,424,195	271,210	6,291,137
Roads & Sewerage	107,603	-	-	10%	92,342	763	-	-	-	14,498
Electrical Installation	514,698	-	-	10%	462,400	2,420	-	-	-	29,948
Plant & Machineries	25,780,359	-	-	10%	22,555,596	185,270	-	5,194,164	259,709	8,454,928
Furniture & Fixtures	1,013,373	-	-	10%	745,823	13,378	-	-	-	254,173
Fittings	6,584	-	-	10%	5,922	46	-	-	-	876
Office Equipments	2,590,837	-	-	10%	2,216,848	28,049	-	-	-	345,940
Loose Tools	121,858	-	-	10%	110,825	835	-	-	-	10,298
Motor Vehicles	465,000	-	-	20%	457,800	740	-	-	-	6,860
Weight Bridge Equipments	20,293	-	-	15%	18,420	141	-	-	-	1,733
Factory Equipments	306,066	-	-	15%	270,975	2,762	-	-	-	34,359
Pump House	173,838	-	-	15%	161,455	914	-	-	-	11,270
Croceries & Outlets	68,999	-	-	20%	64,660	431	-	-	-	3,878
Sundry Assets	790,361	-	-	15%	671,405	8,922	-	-	-	110,035
Sub-Total	41,485,558	-	-		34,596,196	304,593	-	15,896,855	930,919	22,986,787
Unit-2										
Building & Other Construction	341,600	-	-	10%	321,738	960	-	266,588	14,329	291,128
Plant & Machineries	4,128,282	-	-	10%	3,783,623	17,233	-	1,538,583	76,979	1,790,030
Sub-Total	4,469,882	-	-		4,105,361	18,226	-	1,805,171	91,308	2,681,158
Unit-3										
Building & Other Construction	212,350	-	-	10%	191,106	762	-	219,943	10,997	223,428
Plant & Machineries	20,130,875	-	-	10%	18,662,886	73,400	-	6,720,152	336,038	7,778,734
Sub-Total	20,343,225	-	-		18,855,992	74,162	-	6,940,095	347,035	8,062,162
Unit-4										
Land & Land Development	1,912,360	-	-	-	-	-	-	8,391,195	-	10,303,555
Building & Other Construction	936,153	-	-	10%	729,762	10,320	-	998,500	49,925	1,144,847
Furniture & Fixtures	416,206	-	-	10%	256,543	7,963	-	-	-	151,880
Fittings	5,358	-	-	10%	4,706	33	-	-	-	620
Office Equipments	1,554,900	160,560	-	15%	1,285,361	27,136	-	-	-	424,964
Factory Equipments	4,458,510	350,000	-	15%	2,826,392	150,534	-	-	-	2,031,584
Electrical Installation	607,800	-	-	10%	546,392	1,606	-	-	-	19,803
Plant & Machineries	23,579,498	-	-	10%	13,510,718	503,439	-	4,916,677	245,834	14,236,164
Croceries & Outlets	111,405	1,450	-	20%	81,528	3,061	-	-	-	28,267
Sub-Total	33,982,196	532,010	-		19,879,402	704,110	-	14,306,372	295,759	28,341,382
Unit-5										
Land & Land Development	474,806	-	-	-	-	-	-	-	-	474,806
Building & Other Construction	11,301,139	-	-	10%	9,937,825	113,166	-	-	-	2,150,149
Furniture & Fixtures	555,146	-	-	10%	419,968	6,759	-	-	-	128,419
Office Equipments	2,622,758	-	-	15%	2,305,090	23,825	-	-	-	293,843
Factory Equipments	2,887,025	-	-	15%	2,547,224	25,485	-	-	-	314,316

Particulars	Cost			Depreciation			Revaluation Surplus	Dep. on Revaluation Assets	Written down value as on 30-06-2016
	As on 01.01.2016	Addition during the period	Adjustment during the period	As on 30-06-2016	Rate	Charged during the period	Adjustment during the period	As on 30-06-2016	
Electrical Installation	2,964,061	-	-	2,964,061	15%	12,804	-	2,951,257	157,919
Plant & Machinery	106,553,807	-	-	106,553,807	10%	1,038,475	-	105,515,332	19,731,020
Crocodiles & Cudlines	155,847	-	-	155,847	20%	1,154	-	154,693	10,381
Weight Bridge Equipments	109,265	-	-	109,265	15%	558	-	108,707	6,880
Loose Tools	279,301	-	-	279,301	15%	1,259	-	278,042	15,528
Motor Vehicles	1,350,000	-	-	1,350,000	20%	4,316	-	1,345,684	38,842
Gas Line Installation	302,398	-	-	302,398	10%	2,375	-	300,023	45,116
Roads & Sewerage	493,106	-	-	493,106	10%	3,912	-	489,194	74,330
Sub-Total	130,048,659	-	-	130,048,659		1,234,065	-	128,814,594	23,441,547
Unit-8									
Land & Land Development	13,855	-	-	13,855	-	-	-	13,855	-
Building & Other Construction	407,869	-	-	407,869	10%	4,816	-	403,053	13,855
Office Equipments	1,046,247	-	-	1,046,247	15%	7,379	-	1,038,868	91,503
Factory Equipments	8,306,466	-	-	8,306,466	15%	42,668	-	8,263,798	91,009
Furniture & Fixtures	149,972	-	-	149,972	10%	1,948	-	148,024	539,068
Electrical Installation	90,500	-	-	90,500	15%	504	-	89,996	37,011
Plant & Machinery	30,374,104	-	-	30,374,104	10%	281,419	-	30,092,685	6,215
Crocodiles & Cudlines	29,107	-	-	29,107	20%	137	-	28,970	1,232
Loose Tools	12,407	-	-	12,407	15%	115	-	12,292	1,411
Motor Vehicles	513,037	-	-	513,037	20%	1,644	-	511,393	12,986
Roads & Sewerage	3,520	-	-	3,520	10%	33	-	3,487	620
Sub-Total	49,947,164	-	-	49,947,164		340,692	-	49,606,472	6,181,861
Total	270,886,619	532,610	-	271,419,229		2,673,867	-	268,745,362	30,623,408

Depreciation Charged

Factory Overhead	3,819,620
Admin. Overhead	121,236
Total:-	3,940,856

03. PRE-PRODUCTION EXPENSES: TK.

The break-up of the amount is shown below :

As per last account
Less: Written off

Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
0	0	0	0	3928244	13,431,787	17,360,031	18,360,031
				(3928244)	(13,431,787)	(17,360,031)	(1,000,000)
				0	0	0	17,360,031

04. INVENTORIES: TK. 135,167,198

The break-up of the amount is shown below :

Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
0	14,536,120	15,025,130	21,030,124	9,812,430	1,320,748	61,724,552	48,875,800
0	15,045,320	18,542,325	21,036,450	0	6,645,601	61,269,696	59,703,267
0	0	0	7,860,846			7,860,846	-
0	3,351,240		3,351,240		960,864	4,312,104	2,156,242
0	20,581,440	33,567,455	53,278,660	9,812,430	8,927,213	135,167,198	110,735,309

Management of the company provided us certificate / documents regarding above inventory.

4.01 Raw Materials: TK. 61,724,552

Item wise quantity and value of closing stock of Raw Materials are as follows:

Items	Quantity (Kg.)	Value (Tk.)
Resin	316,675	24,135,781
Stabilizer SMS-318	42,377	6,580,124
Titanium	1,806	239,873
Calcium Carbonate	151,726	2,482,037
Paraffin Wax	953	167,377
Stearic Acid	1,019	90,426
Natromix GWN 1050	6,010	1,910,519
U.V. Absorber *JF-77 *	500	1,050,000
Pigment-Black	10	202
Barostab PB-51 S-ST-2	1,000	931,000
Hoechst Wax E Powder G-3	2,956	565,250
AC 316A (Oxyd pe wax) G-7	473	90,250
Hoechst Wax PE-190 Powder G-8a	200	165,000
Barolub PA-C (PE WAX) G-8b	1,180	227,810
Barolub L-OH (Cetyl Alcohol) G-19	2,375	475,000
Barolub LS-100 G-70s	2,909	534,780
Indofill KM 323B/Cell builder-Mod.2c	2,787	1,265,382
Plastistrength P-530/Akdenizpro-45	400	80,000
KANE ACE PA-60 Mod.3b	200	60,000
Pigment-Yellow	200	350,000
Pigment-Green	6	16,615
Pigment-Blue	350	210,000
Pigment-Brown	71	42,600
Pigment-Peach	500	287,605
Pigment-Grey	996	597,600
Pigment-Red	200	150,250
DOP	99	21,450
Luvapor 865/50 DB Tr-1	7,025	4,012,450
Other Materials (Mixture & re-cycle)	140,142	14,975,171
		61,724,552

4.02 Finished Goods: TK. 61,269,696

Item wise quantity and value of closing stock of Finished Goods are as follows:

Items	Quantity (Ton)	Value (Tk.)
PVC Rigid Pipes	395	41,250,178
Thread Pipes	98	11,542,130
ASTD Pipes / Profile	69	8,477,388
Total		61,269,696

4.03 Work-in-Process: TK. 4,312,104

Item wise quantity and value of closing stock of Work-in-progress are as follows:

Items	Quantity (Ton)	Value (Tk.)
Rigid, Pipes	38	3,665,966
PVC Profile	6	646,118
Total		4,312,104

05. ACCOUNTS RECEIVABLE-TRADE: TK. 65,899,733

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
	0	7,542,126	8,025,130	8,889,817	0	6,404,008	30,861,081	46,765,934
	0	1,536,125	5,012,360	15,045,360	10,202,513	3,242,294	35,038,652	56,012,870
Total Taka:-	0	9,078,251	13,037,490	23,935,177	10,202,513	9,646,302	65,899,733	102,778,804

The above amount are unsecured No provision was made for bad debt

No amount was due by the Directors (including MD) or any other official of the Company.

06. ADVANCES, DEPOSITS & PREPAYMENTS: TK. 23,065,573

The break-up of the amount is shown below

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
ADVANCES:								
General Advance	0	798125	650126	992560	25135	102,004	2,587,950	2,313,299
Staff Advance	0	451263	530127	752360	215360	363,024	2,312,134	2,012,617
Advance Income Tax	0	102932	1245360	1291502	3948780	903,183	7,492,757	7,395,448
	0	1352320	2425613	3036422	4190275	1368211	12,372,841	11,721,364
DEPOSITS:								
Security Deposits	0	45,315	51,785	229,751	100,216	25,003	452,070	452,070
Margin on Bank Guarantee	0	16,819	89,894	149,117	72,120	131,804	459,754	459,754
Earnest Money	0	51,426	65,281	145,482	81,352	52,069	395,600	395,600
Advance VAT Charges	0	2,548,125	1,025,430	4,012,450	740,125	1,059,178	9,385,308	12,038,890
	0	2,661,685	1,232,390	4,536,800	993,813	1,268,044	10,692,732	13,346,314
Total Taka:-	0	4,014,005	3,658,003	7,573,222	5,184,088	2,636,255	23,065,573	25,067,678

This period Company has paid Tk. 97,309 as Advance Income Tax

All advances are un-secured but good.

In the opinion of the Management of the company, all current assets, investments, loans and advances are on realization in the ordinary course of business, a value at least equal to the amounts at which they are stated in the Statement of Financial Position.

There is no claim against the Company, which can be acknowledged as debt.

No amount was due by the Directors (including Managing Director) and managing agents of the Company and any of them severally or jointly with any other person.

07. CASH & BANK BALANCES: TK. 8,524,612

The break-up of the amount is shown below :

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
CASH:								
Head Office	0	128791	180234	361360	12500	28,414	711,299	143,970
Factory (Cash & Bank)	0	415360	345980	725130	10500	45,274	1,542,244	641,238
	0	544151	526214	1086490	23000	73688	2,253,543	785,208
BANK:								
Agrani Bank-Principal Br.	0	41578					41,578	1,446
Southeast Bank Ltd.	0			6036727			6,036,727	194,940
Standard Bank Ltd.	0				1625		1,625	1,625
Islami Bank Bangladesh Ltd.	0					12,002	12,002	94,891
Exim Bank Ltd.	0		78642				78,642	75,175
Janata Bank	0			5924			5,924	5,924
Mutual Trust Bank Ltd.	0					7,377	7,377	23,279
Jamuna Bank Ltd.	0			87194			87,194	74,739
	0	41578	78642	6129845	1625	19379	6,271,069	472,019
Total Taka:-	0	585729	604856	7216335	24625	93067	8,524,612	1,257,227

The bank balances have been confirmed and reconciled with respective bank statements.

Cash in hand has been verified by the Management at the close of the year and a cash custody certificate was furnished to the Auditors.

08. Share Capital: Tk. 48,500,000

	2016	2015
Authorized Capital		
50,000,000 Ordinary Shares of Tk. 10/- each	<u>500,000,000</u>	<u>500,000,000</u>
Issued, Subscribed & Paid-up Capital		
4,850,000 Ordinary Shares of Tk. 10/- each paid-up in full	<u>48,500,000</u>	<u>48,500,000</u>

(a) Composition of Shareholding:

	2016		2015	
	No. of Shares	%	No. of Shares	%
Directors/Sponsors	1,850,523	38.16	1,950,523	40.22
General Public	2,758,067	56.87	2,656,437	54.77
Financial Institutions	97,440	2.01	95,700	1.97
ICB Investors Account	143,970	2.97	147,340	3.04
Total	4,850,000	100	4,850,000	100

(b) Details of the Shareholding is given below:

The distribution schedule showing the number of Shareholders and their shareholding in percentage has been disclosed below as a requirement of the "Listing Regulation" of Dhaka and Chittagong Stock Exchange.

Range of holdings In number of Shares	No. of Shareholders		No. of Shares		Holding %	
	2016	2015	2016	2015	2016	2015
Less than 500	2,203	2,334	290,352	311,538	5.99	6.42
500 to 5,000	350	378	574,628	609,799	11.85	12.57
5,001 to 10,000	29	34	208,396	245,784	4.30	5.07
10,001 to 20,000	27	29	399,597	417,718	8.24	8.61
20,001 to 30,000	7	9	173,125	218,992	3.57	4.52
30,001 to 40,000	8	7	265,474	229,741	5.47	4.74
40,001 to 50,000	3	1	130,485	47,040	2.69	0.97
50,001 to 100,000	17	16	1,774,193	1,735,638	36.58	35.79
Over 100,000	1	1	1,033,750	1,033,750	21.31	21.31
Total	2,645	2,809	4,850,000	4,850,000	100	100

(c) Option on Un-Issued Shares:

There is no option regarding the authorized capital not yet issued but can be used to increase the paid-up capital through the issuance of new shares against cash contribution and bonus.

(d) Market Price:

The shares of the Company are listed with both the Dhaka and Chittagong Stock Exchange Limited and quoted at Tk. 52.10 (in 2015 Tk. 36.50) per share and Tk. 56.00 (in 2015 Tk. 44.00) per share in the Dhaka and Chittagong Stock Exchange Limited respectively on 30th June, 2016

9 SHARE PREMIUM: TK. 106,700,000

Premium received amounting of Tk. 106,700,000 as against 194,000 ordinary share at the rate of Tk. 550/- each share in the year 1997.

10 REVENUE RESERVE & SURPLUS: TK. 61,576,420

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Revelation Reserve	15,365,936	1,734,863	6,593,090	14,010,613	-	-	37704502	38,969,493
Tax Holiday Reserve	1,970,474	3,277,346	7,533,148	5,609,160	4,626,790	-	23,016,918	23,016,918
General Reserve	100,000	100,000	80,000	-	-	-	280,000	280,000
Dividend Equalization Fund	-	-	-	-	575,000	-	575,000	575,000
Total Taka	17,436,410	5,112,209	14,206,238	19,619,773	5,201,790	-	61,576,420	62,841,411

10.01 REVALUATION RESERVE: TK. 37,704,502Revelation Reserve
Less: Adjustment during the year

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Revelation Reserve	15,890,855	1,826,171	6,940,095	14,306,372	-	-	38,969,493	41,780,584
Less: Adjustment during the year	530,919	91,308	347,005	295,759	-	-	1264991	2,811,091
Total Taka	15,365,936	1,734,863	6,593,090	14,010,613	-	-	37704502	38,969,493

10.02 TAX HOLIDAY RESERVE: TK. 23,016,918**11 RETAINED EARNINGS: TK. (480,008,476)**

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
As per last account	1,660,145	(68,468,385)	(73,085,784)	(98,674,007)	(151,397,268)	(83,568,445)	(473,533,724)	(467,569,550)
Add: Profit/ (Loss) during the year	(549,904)	1,185,823	1,169,868	27,88,053	(2,833,932)	(9,699,451)	(7,739,743)	(8,775,265)
Less: Adjustment Re-valuation	530,919	91,308	347,005	295,759	-	-	1264991	2,811,091
Total Taka	1,641,160	(67,191,234)	(71,569,111)	(95,590,195)	(154,031,200)	(93,267,896)	(480,008,476)	(473,533,724)

12 TERM LOAN: TK. 200,603,950

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Long Term Loan (11.01)	0	0	41,101,262	57,200,000	0	23,619,010	121,920,272	87,539,010
Long Term Loan (Current Portion) (11.02)	0	0	28,850,636	0	0	13,440,000	42,290,636	13,440,000
Interest: A/C	0	7,024,125	0	10,181,075	19,187,842	0	36,393,042	44,783,620
Total Taka	0	7,024,125	69,951,898	67,381,075	19,187,842	37,059,010	200,603,950	145,742,630
12.01 Long Term Loan :121,920,272	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Long Term Loan (SEBL)	0	0	41,101,262	0	0	23,619,010	23,619,010	30,339,010
Long Term Loan (NBL)	0	0	0	0	0	0	41,101,262	0
Long Term Loan (UBL)	0	0	0	57,200,000	0	0	57,200,000	57,200,000
Total Taka	0	0	41,101,262	57,200,000	0	23,619,010	121,920,272	87,539,010

12.02 Long Term Loan Current Portion:-42,290,636

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Long Term Loan (SEBL)	0	0	0	0	0	13,440,000	13,440,000	13,440,000
Long Term Loan (NBL)	0	0	28,850,636	0	0	28,850,636	28,850,636	0
Total Taka	0	0	28,850,636	0	0	13,440,000	42,290,636	13,440,000

This amount represents conversion of overdraft loan into Block term Loan A/C by Southeast Bank Ltd. Principal Branch. As per re-scheduling given by Bank, this Term Loan amount will not attract any interest. As per rescheduling arrangement vide their letter no HO/CAD/1822/200/Dated, 30 December 2007, the terms and condition is given.

Southeast Bank

- a) Aziz Pipes Ltd. will repay Tk. 13,20,00,000 (thirteen crore twenty lac) for final settlement of the liability by 10 (ten) years.
 b) Tk. 1.00 crore will be paid as down payment in two instalment (80 lac & 20 Lac)
 c) Freezing of further charging of interest till full adjustment of the liability which also to be treated as waived subject full adjustment of Tk. 13,20,00,000/-
 d) Rest of Tk. 12.20 crore will pay in 120 instalment within 10 years.
 e) During the year under Audit amount of Tk. 67.20 lac paid as yearly instalment.

National Bank

- a) National bank Limited re-scheduling of Aziz Pipes loan vide MJ/NBL/Mat/2016 of Tk. 86,151,897 which including Tk. 2.65 crore as downpayment and rest of amount would in instalment within next 3 years. Aziz pipe Ltds has already paid 1.52 crore as downpayment.
 b) Freezing of further charging of interest till full adjustment of the liability rest of Tk. 6,99,51,891/-
 Total interest amounting to Tk. 3,63,93,042 has been transferred to interest block which was provision against cash credit before classify period.

13 Deferred Tax: Tk.27,153,237

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
As per last account	(1,451,119)	4,728,636	4,424,914	6,196,033	8,945,255	5,208,741	28,022,460	29,857,236
Add-Adjustment / Addition during the year	(285,608)	(37,203)	(143,704)	(112,602)	(232,342)	(57,764)	(869,223)	(1,834,776)
Total Taka	(1,736,727)	4,691,433	4,281,210	6,083,431	8,712,913	5,150,977	27,153,237	28,022,460

14 CASH CREDIT: TK. 289,715,222

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Uttara Bank Ltd.	0	0	0	174,264,454	0	0	174,264,454	174,264,454
National Bank Ltd.	0	0	0	0	0	0	-	69,819,803
Dutch Bangla Bank Ltd	0	0	0	0	115,450,768	0	115,450,768	115,450,768
Total Taka	0	0	0	174,264,454	115,450,768	0	289,715,222	359,535,025

All the above Banks have filed cases against the Company for realization of their outstanding loans which is still against the above banks for correction of accounts as well as compensation for the well as compensation for lapses of the Banks in providing funds timely. Since filing of the cases against the Company, the Banks neither charged any interest nor sent any demand from note/statement to interest for the period from 01-01-2016 to 30-06-2016 to the Company. In view of the above, interest has not been shown in the Company's accounts for the said period.

15 ACCOUNTS PAYABLE (GOODS SUPPLY): TK. 58,864,420						
	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6
	0	12,235,124	14,526,380	29,536,120	0	2,566,796
	0	12,235,124	14,526,380	29,536,120	0	2,566,796
Total Taka						
						58,864,420
						58,864,420
						58,864,420

The balance represents against the parties for goods supplies of the Company.

16 CREDITORS & ACCRUALS: TK. 2,361,208

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Salary & Allowances	-	-	-	13,297	-	-	13,297	29,212
Electricity Charges (Head Office)	-	-	-	29,332	-	-	29,332	22,759
Electricity Charges (Factory)	-	105,123	180,125	425,630	-	88,960	799,838	799,838
Telephone Charges	-	-	-	20,205	-	-	20,205	28,230
Water Supply & Sewerage	-	-	13,700	-	-	-	13,700	12,189
Canteen Charges	-	-	-	103,778	-	-	103,778	103,778
Audit Fees	-	10,000	10,000	35,000	10,000	10,000	75,000	95,000
Provident Fund	-	22,254	63,128	240,154	-	7,029	332,565	332,565
Wages & Allowances	-	125,360	274,125	452,136	-	131,872	983,493	983,493
Total Taka	-	262,737	541,078	1,319,532	10,000	237,861	2,371,208	2,407,064

17 PROVISION FOR INCOME TAX: TK. 5,487,440

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
As per last account	(513,965)	2,517,933	426,960	2,577,550	(270,570)	(5,199)	4,732,709	6,149,544
Adjustment during the year	-	-	-	-	-	-	-	(1,677,675)
Cash paid during the year	-	147,074	168,275	397,889	-	41,493	754,731	(370,835)
Provision during the year	(513,965)	(2,665,007)	595,235	2,975,439	(270,570)	36,294	5,487,440	631,475
Total Taka								4,732,709

18 TURNOVER: TK. 125,788,7732015
(January to June)

Name of Items	2015 (January to June)		2015 (January to June)	
	Qty-M.Ton	Amount	Qty-M.Ton	Amount
PVC Rigid Pipes	860	115,271,721	870	107,543,682
Thread/ PVC Profile	84	10,517,052	83	10,889,075
	1044	125,788,773	953	118,432,757

19 COST OF GOODS SOLD: TK. 114,829,064

This is made up as under:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015
Opening Stock of Finished Goods	-	3,618,148	18,526,980	28,221,920	923,780	8,412,459	58,703,267
Cost of Goods Manufactured (Note-19.01)	793,654	30,220,617	21,711,730	59,472,980	1,202,348	2,933,264	116,334,593
Filter Making Cost				60,900		60,900	23,235
Cost of Goods available for Sales	793,654	30,220,617	21,711,730	59,533,880	1,202,348	2,933,264	116,395,493
Closing Stock of Finished Goods	793,654	33,838,765	40,238,710	87,755,800	2,126,108	11,345,723	173,178,727
Cost of Goods Sold	-	12,036,452	15,512,630	28,512,360	-	5,208,254	58,025,088
	793,654	21,802,313	24,726,080	59,243,440	2,126,108	6,137,469	114,829,064

19.01 COST OF GOODS MANUFACTURED: TK. 116,334,593

This is made up as under:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015
Cost of Materials Consumed (Note-19.02)	-	27,757,659	18,109,711	52,611,426	-	1,766,903	100,245,689
Electricity & Power	-	1,245,302	1,425,780	2,541,368	-	482,633	5,695,083
Opening Work-In-Process	-	29,002,961	19,535,491	55,152,794	-	2,249,536	106,940,782
Closing Work-In-Process	-	29,002,961	18,535,491	56,877,942	-	2,680,630	108,087,024
Factory Overhead (Note-19.03)	-	1,025,460	812,650	1,875,160	-	598,834	4,312,104
Cost of Goods Manufactured:-	793,654	2,243,116	18,722,841	55,002,782	1,202,348	2,081,796	103,784,920
	793,654	30,220,617	21,711,730	59,472,980	1,202,348	2,933,264	116,334,593

19.02 COST OF MATERIALS CONSUMED: TK. 100,245,689

This is made up as follows:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015
Opening Stock of Raw Materials	-	10,035,420	6,526,135	15,512,458	10,012,459	6,789,329	48,675,800
Materials Purchase	-	32,745,890	28,645,701	51,617,529	-	85,331	113,094,451
Closing Stock of Raw Materials	-	42,781,310	35,171,836	67,129,967	10,012,459	6,874,659	181,970,251
Cost of Materials Consumed:	-	15,023,651	17,082,125	14,518,961	10,012,459	5,107,756	61,724,552
	-	27,757,659	18,109,711	52,611,426	-	1,766,903	100,245,689

Raw Materials Consumption are given below:

Particulars	Quantity (Kg.)	Amount (Tk.)
Opening Stock of Raw Material	403,125	48,875,800
Add. Purchase of Raw Materials	1,354,169	113,094,451
	1,757,294	161,970,251
Less: Closing stock of Raw Materials	685,145	61,724,652
Consumption of Raw Materials	1,072,149	100,245,699

19.03 FACTORY OVERHEAD: TK. 12,549,673

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Wages & Salaries	-	1,726,450	2,168,125	2,854,360	-	336,128	7,085,063	5,645,722
Repairs & Maintenance	-	395,164	376,590	614,057	-	154,876	1,540,687	556,371
Factory Maintenance	-	11,968	23,007	40,092	-	29,236	104,303	68,315
Depreciation	793,654	109,534	421,167	961,689	1,202,348	331,228	3,819,620	2,945,375
Total Taka	793,654	2,243,116	2,968,889	4,470,196	1,202,348	851,468	12,549,673	9,215,783

20 ADMINISTRATIVE & GENERAL EXPENSES: TK. 9,108,535

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Salary & Allowances	-	478,360	728,780	835,680	-	873,661	2,914,481	2,241,254
Board Meeting Fees	-	25,000	35,000	70,000	-	15,000	145,000	135,000
Stationery Expenses	-	27,250	29,780	60,270	-	18,435	135,735	141,319
Telephone Charges	-	35,480	40,250	60,125	-	9,772	145,627	163,491
Travelling & Conveyance	-	75,807	105,420	175,780	-	32,062	389,089	234,539
Entertainment Expenses	-	35,124	40,250	70,125	-	15,549	161,048	144,031
Canteen Charges	-	110,235	180,124	320,430	-	46,362	657,151	703,078
Rent & Rates	-	180,254	225,360	350,125	-	120,261	876,000	996,000
Renewal, Listing & Other Expenses	-	95,124	65,129	205,730	-	31,867	397,870	147,361
Professional Fees	-	70,000	135,460	155,000	-	22,540	383,000	380,250
Electricity Charges	-	10,917	36,442	104,791	-	152,150	112,464	112,464
Fuel & Lubricants	-	54,848	147,670	288,873	-	118,008	609,399	776,168
Water Supply & Sewerage	-	13,057	13,537	19,770	-	18,022	64,396	77,005
Donation (Mosque Maintenance)	-	10,000	15,000	32,400	-	-	57,400	58,200
Uniform Expenses	-	-	-	-	-	-	-	400
Postage & Telegram	-	1,240	5,972	13,996	-	2,135	23,345	20,751
Gardening Expenses	-	-	-	2,475	-	-	2,475	870
Medical Expenses	-	-	-	2,351	-	-	2,351	22,438
Office Maintenance	-	25,571	36,328	52,562	-	41,599	156,060	187,207
Transport Maintenance	-	44,203	125,377	322,547	-	30,300	522,427	252,253
Guest House Expenses	-	-	-	5,855	-	-	5,855	3,600
Advertisement & Publicity	-	36,200	125,365	235,125	-	44,745	441,435	288,958
A.G.M Expenses	-	-	-	20,000	-	-	20,000	358,000
Audit fees	-	10,000	10,000	35,000	-	5,000	60,000	-
Miscellaneous	-	2,300	14,400	22,600	-	-	46,700	37,580
Carrying Charges	-	18,130	10,620	28,311	-	23,275	80,236	35,049
Newspaper & Periodicals	-	2,330	1,150	2,406	-	1,172	7,058	7,506
Insurance Premium	-	8,376	48,174	80,239	-	-	56,550	68,282
Internet Bill Expenses	-	12,700	31,550	80,239	-	-	124,489	76,800
CDRL Expenses	-	9,000	9,000	35,500	-	4,500	58,000	56,000
Vat/Tax deduction at Source	-	60,000	-	231,980	-	-	291,980	145,659
Depreciation	41,858	-	-	38,179	31,738	9,463	121,238	127,280
Total Taka	41,858	1,451,506	2,165,864	3,926,401	31,738	1,491,168	9,108,535	7,972,803

21 SELLING & DISTRIBUTION EXPENSES: TK. 543,339

The break-up of the amount is shown below :

Amount
Polythin Purchase for Profile Packing Purpose
Bamboo Purchase for Truck Loading Purpose
Printer Ink Purchase for Pipe & Profile Printing Purpose
Solvent Purchase for Pipe & Profile Printing Purpose
Plastic Rope Purchase for Pipe & Profile Packing Purpose
Umbrella Purchase for Dealer Distribution Purpose
Total Taka
543,339.00

22 FINANCIAL EXPENSES/(Bank Charges) : TK. 40,522

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Bank Charges	-	10,240	9,750	18,250	-	2,282	40,522	32,413
Total Taka	-	10,240	9,750	18,250	-	2,282	40,522	32,413

23 Pre-production expense : 17,360,031

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Total Taka					3,928,244	13,431,787	17,360,031	-

The management of the company amortized rest of full amount as per compliance BAS-16 and also instruction of regulatory authority,

24 Previous Years Adjustment: TK.8,238,483

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2016	2015
Interest Provision on NBL Loan	-	123,480	170,578	536,845	3,240,269	4,499,408	8,370,578	
Liabilities of NBL as per Accounts	-	24,536,780	14,819,803	24,536,880	1,526,368	4,399,962	69,819,803	
Liabilities fixed-up by NBL	-	(24,536,905)	(14,848,253)	(24,577,140)	(1,546,021)	(4,422,779)	(69,961,896)	
Total Taka	-	103,355	142,128	296,585	3,219,816	4,476,589	8,238,483	0

25 BASIC EARNING PER SHARE (EPS): TK (1.60)

	2016	2015
Net Loss	(7,730,743)	(5,277,546)
Weighted average number of ordinary shares in issue	4,850,000	4,850,000
Basic EPS	(1.60)	(1.09)

26 NET OPERATING CASH FLOW PER SHARE: TK. 3.00

	2016	2015
Net Cash from Operating Activities	14,069,917	5,230,535
Weighted average number of ordinary shares in issue	4,850,000	4,850,000
Net Operating Cash Flow per Share	3.00	1.08

26.00 Disclosure as per requirement of Schedule XI, Part II of the Companies Act, 1994:**A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:**

Employee position of the company as at 30 June, 2016:

Salary (Monthly)	Officer & Staff		Worker	Total Employees
	Factory	Head Office		
Below Tk. 3,000/-	-	-	-	-
Above Tk. 3,000/-	35	28	125	188
Total	35	28	125	188

B. Disclosure as per requirement of Schedule XI, Part II, Para 4:

Name of Directors	Designation	Remuneration	Festival Bonus	Total Payment
Md. Aminul Quader Khan	Chairman	-	-	-
Mohd. Abdul Halim	Director	-	-	-
Mohd. Ahsan Ullah	Director	-	-	-
Mohd. Asad Ullah	Director	-	-	-
Abu Taher Md. Ahmedur Rahman	Director	-	-	-
Md. Sultan Jahangiri	Director	-	-	-
Khondoker Nuruzzaman	Director	-	-	-
Total		-	-	-

Period of payment to Directors is from 01 January, 2016 to 30 June, 2016.

The above Directors of the company did not take any benefit from the company except attendance fees for

- Expenses reimbursed to the managing agent - Nil
 - Commission or other remuneration payable separately to a managing agent or his associate -Nil
 - Commission received or receivable by the managing agent or his associate as selling or buying agent of other
 - The money value of the contracts for the sale or purchase of goods and materials or supply of services, enter
 - Any other perquisites or benefits in cash or in kind stating- Nil
 - Other allowances and commission including guarantee commission- Nil
- Pensions, etc.-
- 1) Pensions- Nil
 - 2) Gratuities- Nil
 - 3) Payment from Provided Fund- Nil
 - 4) Compensation for loss of office- Nil
 - 5) Consideration in connection with retirement from office- Nil

C. Disclosure as per requirement of Schedule XI, Part II, Para 7:

Details of production capacity utilization:

Particulars	License Capacity (In MT)	Attainable Capacity (In MT) six month	Actual Production (In MT)	Capacity Utilization
Annual Production capacity in MT	11820	3,000	1,072	35.73

D. Disclosure as per requirement of Schedule XI, Part II, Para 8:

Raw materials, spare parts, packing materials and capital machinery:

Items	Purchase (BDT)			Consumption (BDT)	% of consumption
	Import	Local	Total		
Raw materials	2,791,638	10,302,813	113,094,451	100,245,699	88.64%
Spare parts	-	1,540,687	1,540,687	2,077,276	100.00%
Packing materials	-	-	-	-	0.00%
Total					

Value of export:

Particulars	In foreign currencies (US\$)	In BDT
Export	-	-
Total	-	-

- i) The company has not incurred any expenditure in foreign currencies for the period from 01 January, 2016 to 30 June, 2016 on account of royalty, know-how, professional fees, consultancy fees and interest;
- ii) The company has not earned any foreign exchanges for loyalty, know-how, professional fees, consultancy fees and interest;
- iii) The value of export represents for the period 1 January 2016 to 30 June 2016.

E. Disclosure as per requirement of Schedule XI, Part II, Para 3:

Requirements under Condition No.	Compliance status of disclosure of Schedule XI, Part II, Para 3
3(i)(a) The turnover	Complied
3 (i)(b) Commission paid to the selling agent	Not Applicable
3(i)(c) Brokerage and discount on sales, other than the usual trade discount	Not Applicable
3(i)(d)(i) The value of the raw materials consumed, giving item wise as possible	Complied
3(i)(d)(ii) The opening and closing stocks of goods produced	Complied
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Complied
3(i)(f) In the case of companies rendering or supplying services, the gross income derived from services rendered or supplied	Not Applicable
3(i)(g) Opening and closing stocks, purchases and sales and consumption of raw materials with value and quantity break-up for the company, which falls under one or more categories i.e. manufacturing and/or trading	Complied
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Complied
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Complied
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and Manager	Not Applicable
3(i)(l) Charge of income tax and other taxation on profits	Complied
3(i)(m) Revised for repayment of share capital and repayment of loans	Complied
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserve, but not including provisions made to meet any specific liability, contingency or commitment, know to exist at the date as at which the balance sheet is made up	Not Applicable
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	Not Applicable
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments	Not Applicable
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required	Not Applicable
3(i)(p) Expenditure incurred on each of the following items, separately for each item: (i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi) (1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve	Complied

F. Disclosure of Advances, Deposits and Pre-payments of Schedule XI of the Companies Act, 1994:

The details break-up of Advances, Deposits and Pre-payments as per requirement of Schedule XI of the Companies

Particulars	30/06/2016	31/12/2015
Advances, Deposits and Pre-payments exceeding 6 months	8,702,872	8,702,872
Advances, Deposits and Pre-payments not exceeding 6 months	14,296,392	16,364,806
Other Advances, Deposits & Pre-payments less provision	Nil	Nil
Advances, Deposits and Pre-payments considered good and secured	Nil	Nil
Advances, Deposits and Pre-payments considered goods without security	Nil	Nil
Advances, Deposits and Pre-payments considered doubtful or bad	Nil	Nil
Advances, Deposits and Pre-payments due by Directors	Nil	Nil
Advances, Deposits and Pre-payments due by other officers (against salary)	2,312,134	2,012,617
Advances, Deposits and Pre-payments due from companies under same management	-	-
Maximum Advances, Deposits & Pre-payments due by Directors	Nil	Nil
Maximum Advances, Deposits & Pre-payments due by Officers at any time	Nil	Nil

Additional Disclosure as per SEC Rules, 1987 [Rule-12(2)(1)] & Companies Act 1994, part 2 section XI:

- 1 There was no claim against the Company not acknowledged as debts as on 30-06-2016.
- 2 All shares have been fully allotted and paid-up.
- 3 There was no preference shares issued by the Company.
- 4 The Company has no aggregated amount of contract for the capital expenditure to be executed and not provided for the year.
- 5 There was no contingent liabilities as on close of the business as on 30-06-2016 except the sub-judice matters relating to bank loan.
- 6 Aggregate amount due by Directors and other Officers of the Company or associated undertaking:

Director	None
Associated Undertaking	None
Officers	None
- 7 The general advance is the amount disbursed/advanced against expenses for goods & service and also the amount considered good by the management and no collateral security is held against such advances.
- 8 The Company did not pay Brokerage and discount on sales other than the usual trade discount. Further, there is no commission on sale paid by the Company.
- 9 Auditors are paid for only statutory audit fees approved by the shareholders in the last A.G.M.
- 10 No money was expended by the Company for compensating any member of the Board of Directors for special service rendered.
- 11 There was no Bank Guarantee issued by the company on behalf of their Directors of the Company itself except bank loan.
- 12 There are no Non-resident shareholders as on 30 June, 2016.
- 13 No expenses including Royalty, Technical Experts & Professional Advisory Fees and Interest etc. were incurred or paid in foreign currencies during the financial year.
- 14 The Company has no related party transactions as per BAS-24 "Related Party Disclosures".
- 15 No Director received any remuneration from Company except Board Meeting attendance Fees.

Events after reporting period:

No material events occurring after Statement of Financial Position date came to our notice which could be considered after the valuation made in the financial statements.

HAQUE SHAH ALAM MANSUR & CO.
CHARTERED ACCOUNTANTS
27, Bijoy Nagar, Shaj Bhaban (6th floor), B-11,
Dhaka-1000
Phone: 8311197, 9362649, 9358787

Reference: Apr/APL/20/21/2016

Date : 28-04-2016

Auditors' Report To the Shareholders of Aziz Pipes Limited

We have audited the accompanying Financial Statements of Aziz Pipes Limited, which comprise the Statement of Financial Position as at 31 December, 2015, Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended, and a summary of significant accounting policies and other explanatory notes.

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

Our responsibility is to express an independent opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud and error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

Our audit observations are as under:

1. Utilization of Production Capacity and ability of the Company to pay Debt:

The production capacity position of the Company is very poor which was decreased than the last year by 3.58%. Total utilization of attainable capacity of the Company is only 28.92% which was 32.50% at previous year. The management of the Company opined that the shortfall was made due to reduce demand emanated from general economic downturn, shortage of working capital and no-availability of banking support due to sub-judice matter. In our opinion, production capacity must be utilized at the optimum level to strengthen the financial position of the Company. Further, it is mentioned that as of 31 December, 2015 the cumulative balance of retained earning stands on negative balance amounting to Tk. 473,531,424 and indebted to the extent of Tk. 578,126,505 consisting of loan fund and current liabilities. All these facts indicate uncertainty to be a going concern.

2. Cost of Goods Sold (COGS):

The Cost of Goods Sold represents 94.83% of the total turnover, which is the higher side and it was also 94.61% in the last year. The management opined that due to un-availability of the banking facilities, all raw materials have been purchased from local market at higher price to avail local credit facilities. In our opinion for steady profit of the Company the cost of goods sold ratio to turnover should be reduced as much as possible and also sales price of the product should be re-fixed.

3. Pre-Production Expenses:

During the year the Company has been amortized Tk. 1,000,000 against Pre-Production Expenses. We feel that entire rest of the amount should be written off immediately.

4. Loan Fund:

The Company has continuously been defaulting in payment of installments against short-term loan and cash credit from Uttara Bank Ltd., Dutch Bangla Bank Ltd. and National Bank Ltd., which included in Note-12 & 14. The Company is under process of negotiation for restructuring with those Financial Institutions. Both, the Company and Uttara Bank Ltd., Dutch Bangla Bank Ltd. and National Bank Ltd. have gone into litigation to mitigate their respective grievances and such no interest has been charged during the year against those loans. However, the Company management should take pragmatic actions to negotiate the matter as early as possible.

5. Gross Profit:

The company is constantly running at a loss. Its profitability is negative and gross profit rate is only 5%. Due to existing court cases against and consequent non-cooperation from three bankers of the company, Aziz Pipes Ltd. is critically suffering from paucity of working capital and total stoppage of imported raw material from foreign suppliers. Absence of imported raw material against LC, company is paying excess amount of around 10% money to local suppliers due to loss of AIT/ATV cost exemption benefits normally availed from imported procurement. Moreover, due to acute shortage of working capital the company is surviving at present at lower level of production.

Subject to our above comments, the financial statements, prepared in accordance with Bangladesh Financial Reporting Standards (BFRS), give a true and fair view of the state of the Company's affairs as at 31 December, 2015 and of the results of its operations and its cash flows for the year then ended and comply with the Companies Act, 1994, the Securities & Exchange Rules, 1987 and other applicable laws and regulations.

We also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, the Company has kept proper books of account as required by law so far as it appeared from our examination of those books;
- c) The Company's Statement of Financial Position and Statement of Comprehensive Income dealt with by the report are in agreement with the books of account; and
- d) The expenditure was incurred for the purposes of the Company's business.

Sd/-

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited
Statement of Financial Position
as at 31 December, 2015

Property & Assets	Notes	2015 Taka	2014 Taka
Non-Current Assets		110,817,634	119,875,442
Fixed Assets	02	93,457,603	101,515,411
Pre-Production Expenses	03	17,360,031	18,360,031
Current Assets		239,839,018	254,307,043
Inventories	04	110,735,309	115,158,046
Accounts Receivable-Trade	05	102,778,804	108,287,068
Advances, Deposits & Prepayments	06	25,067,678	27,835,021
Cash & Bank Balances	07	1,257,227	3,026,908
Total Assets		350,656,652	374,182,485
Capital & Liabilities			
Shareholders' Equity		(255,492,313)	(246,717,048)
Share Capital	08	48,500,000	48,500,000
Share Premium	09	106,700,000	106,700,000
Revenue Reserves & Surplus	10	62,841,411	65,652,502
Retained Earnings	11	(473,533,724)	(467,569,550)
Loan Fund		173,765,090	189,024,694
Term Loan	12	145,742,630	159,167,458
Deferred Tax Liabilities	13	28,022,460	29,857,236
Current Liabilities		432,383,875	431,874,839
Cash Credit	14	359,535,025	359,535,025
Accounts Payable (Goods Supply)	15	63,966,627	61,357,259
Creditors & Accruals	16	2,407,064	3,090,561
Staff Gratuity		1,091,869	1,091,869
Provision for Income Tax	17	4,732,709	6,149,544
Unclaimed Dividend		650,581	650,581
Total Shareholders' Equity & Liabilities		350,656,652	374,182,485
Net Asset Value (NAV) per Share	24	(52.68)	(50.87)

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Md. Wahiduzzaman Khandaker
Chairman

Sd/
Mohd. Abdul Halim
Director

Sd/
Md. Nurul Absar
Managing Director (C.C)

Sd/
A H M Zakaria
Assistant Company Secretary

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

Date: Dhaka
28 April, 2016

HAQUE SHAHALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited
Statement of Comprehensive Income
for the year ended 31 December, 2015

Particulars	Notes	2015 Taka	2014 Taka
Turnover	18	210,491,529	306,956,756
Cost of Goods Sold	19	(199,629,424)	(290,409,260)
Gross Profit/(Loss)		10,862,105	16,547,496
Operating Expenses		(20,751,155)	(23,439,564)
Administrative & General Expenses	20	(19,928,571)	(22,276,646)
Selling & Distribution Expenses	21	(822,584)	(1,162,918)
Operating Profit /(Loss)		(9,889,050)	(6,892,068)
Financial Expenses	22	(89,516)	(88,596)
Net Profit /(Loss) before WPPF		(9,978,566)	(6,980,664)
Contribution to WPPF		-	-
Net Profit /(Loss) before Income Tax		(9,978,566)	(6,980,664)
Income Tax Expenses		1,203,301	588,969
Current Tax		(631,475)	(1,301,544)
Deferred Tax		1,834,776	1,890,513
Net Profit /(Loss) after Income Tax	23	(8,775,265)	(6,391,695)
Basic Earning per Share (EPS)		(1.81)	(1.32)

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Md. Wahiduzzamam Khandaker
Chairman

Sd/
Mohd. Abdul Halim
Director

Sd/
Md. Nurul Absar
Managing Director (C.C)

Sd/
A H M Zakaria
Assistant Company Secretary

This is the Statement of Comprehensive Income referred to in our report of even date.

Date: Dhaka
28 April, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited
Unit Wise Statement of Financial Position
as at 31 December, 2015

Property & Assets	Notes	Unit-1 Taka	Unit-2 Taka	Unit-3 Taka	Unit-4 Taka	Unit-5 Taka	Unit-6 Taka	2015 Taka	2014 Taka
Non-Current Assets									
Fixed Assets	02	22,886,218	2,190,692	8,423,328	28,909,160	28,603,877	19,904,359	110,817,634	119,875,442
Pre-Production Expenses	03	-	-	-	-	24,675,633	6,472,592	93,457,603	101,515,411
						3,928,244	13,431,787	17,360,031	18,360,031
Current Assets									
Inventories	04	110,346,172	76,919,158	73,076,896	98,530,691	45,096,795	23,749,062	427,718,774	442,331,096
Inter-Unit Current Account		-	13,653,568	25,053,115	45,459,526	10,936,219	15,632,881	110,735,309	115,158,046
Accounts Receivable-Trade	05	110,346,172	50,898,248	26,635,336	-	-	-	187,879,756	188,024,053
Advances, Deposits & Prepayments	06	-	10,537,790	15,038,163	43,182,806	28,012,360	6,007,685	102,778,804	108,287,068
Cash & Bank Balances	07	-	1,687,350	5,914,003	9,389,900	6,089,592	1,986,833	25,067,678	27,835,021
		-	142,202	436,279	499,459	38,624	121,663	1,257,227	3,026,908
Total Assets		133,232,390	79,109,850	81,500,224	127,339,851	73,700,672	43,653,421	538,536,408	562,206,538
Capital & Liabilities									
Shareholders' Equity									
Share Capital	08	135,227,474	(39,664,848)	(41,957,541)	(78,758,475)	(146,770,478)	(83,568,445)	(255,492,313)	(246,717,048)
Share Premium	09	36,125,000	7,375,000	5,000,000	-	-	-	48,500,000	48,500,000
Revenue Reserves & Surplus	10	79,475,000	16,225,000	11,000,000	-	-	-	106,700,000	106,700,000
Retained Earnings	11	17,967,329	5,203,517	15,128,243	19,915,532	4,626,790	-	62,841,411	65,652,502
		1,660,145	(68,468,365)	(73,085,784)	(98,674,007)	(151,397,268)	(83,568,445)	(473,533,724)	(467,569,550)
Loan Fund									
Term Loan	12	(1,481,119)	34,777,700	32,312,375	38,402,538	9,395,375	60,358,221	173,765,090	189,024,694
Deferred Tax Liabilities	13	-	30,049,064	27,887,461	32,206,505	450,120	55,149,480	145,742,630	159,167,458
		(1,481,119)	4,728,636	4,424,914	6,196,033	8,945,235	5,208,741	28,022,460	29,857,236
Current Liabilities									
Cash Credit	14	(513,965)	83,996,998	91,145,390	167,695,788	211,075,775	66,863,645	620,263,631	619,898,892
Inter-Unit Current Account		-	69,819,803	72,545,326	101,719,128	115,430,768	-	359,355,025	359,355,025
Accounts Payable (Goods Supply)	15	-	10,736,165	16,991,204	30,293,940	92,781,197	64,704,619	187,879,756	188,024,053
Creditors & Accruals	16	-	293,334	575,148	1,444,611	5,029	88,942	2,407,064	3,090,561
Staff Gratuity		-	295,813	330,246	232,743	150,426	82,641	1,091,869	1,091,869
Provision for Income Tax	17	(513,965)	2,517,933	426,960	2,577,550	(270,570)	(5,199)	4,732,709	6,149,544
Unclaimed Dividend		-	333,950	276,506	40,125	-	-	650,581	650,581
Total Shareholders' Equity & Liabilities	24	133,232,390	79,109,850	81,500,224	127,339,851	73,700,672	43,653,421	538,536,408	562,206,538
Net Asset Value (NAV) per Share								(52.68)	

The accounting policies and other notes form an integral part of the financial statements.

Sd/
 Md. Wahiduzzaman Khanbaker
 Chairman

Sd/
 Mohd. Abdul Halim
 Director

Sd/
 Md. Nurul Absar
 Managing Director (C.C)

Sd/
 A H M Zakaria
 Assistant Company Secretary

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

Date: Dhaka
 28 April, 2016

HAQUE SHAH ALAM MANSUR & CO.
 Chartered Accountants

Aziz Pipes Limited
Unit Wise Statement of Comprehensive Income
for the year ended 31 December, 2015

Particulars	Notes	Unit-1 Taka	Unit-2 Taka	Unit-3 Taka	Unit-4 Taka	Unit-5 Taka	Unit-6 Taka	2015 Taka	2014 Taka
Turnover	18	0	57,396,292	62,151,860	85,842,784	0	5,100,593	210,491,529	306,956,756
Cost of Goods Sold	19	(1,765,976)	(51,883,343)	(57,914,198)	(79,856,294)	(3,508,006)	(4,701,607)	(199,629,424)	(290,409,260)
Gross Profit/(Loss)		(1,765,976)	5,512,949	4,237,662	5,986,490	(3,508,006)	398,986	10,862,105	16,547,496
Operating Expenses		(96,803)	(2,964,648)	(5,217,441)	(9,907,673)	(323,962)	(2,340,628)	(20,751,155)	(23,439,564)
Administrative & General Expenses	20	(96,803)	(2,854,403)	(4,972,081)	(9,457,546)	(323,962)	(2,223,776)	(19,928,571)	(22,276,846)
Selling & Distribution Expenses	21	-	(110,245)	(245,360)	(450,127)	-	(18,852)	(822,584)	(1,162,918)
Operating Profit		(1,862,779)	2,548,301	(979,779)	(3,921,183)	(3,831,968)	(1,841,642)	(9,889,050)	(6,892,068)
Financial Expenses	22	-	(15,780)	(26,898)	(35,428)	-	(11,410)	(89,516)	(88,586)
Net Profit/(Loss) before WPPF		(1,862,779)	2,532,521	(1,006,677)	(3,956,611)	(3,831,968)	(1,853,052)	(9,978,566)	(6,980,654)
Contribution to WPPF		-	-	-	-	-	-	-	-
Net Profit before Income Tax		(1,862,779)	2,532,521	(1,006,677)	(3,956,611)	(3,831,968)	(1,853,052)	(9,978,566)	(6,980,654)
Income Tax Expenses		653,239	(80,953)	166,041	(136,874)	479,834	123,014	1,203,301	588,969
Current Tax		-	(172,190)	(186,455)	(257,528)	-	(15,302)	(631,475)	(1,301,544)
Deferred Tax		653,239	91,237	352,496	120,854	479,834	138,316	1,834,776	1,890,513
Net Profit/(Loss) after Income Tax		(1,209,540)	2,451,568	(840,636)	(4,093,485)	(3,353,134)	(1,730,038)	(8,775,265)	(6,391,695)
Basic Earning per Share (EPS)	23							(1.81)	(1.32)

The accounting policies and other notes form an integral part of the financial statements.

Sd/ Md. Wahiduzzaman Khandaker Chairman	Sd/ Mohd. Abdul Halim Director	Sd/ Md. Nurul Absar Managing Director (C.C.)	Sd/ A H M Zakaria Assistant Company Secretary
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This is the Statement of Financial Position referred to in our report of even date.

Date: Dhaka
28 April, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited
Statement of Cash Flows
for the year ended 31 December, 2015

Particulars	Note	2015 Taka	2014 Taka
CASH FLOW FROM OPERATING ACTIVITIES:			
Collection from Sales & Others		215,999,793	313,645,787
Payment for Cost & Expenses		(203,555,108)	(306,320,666)
Income Tax		-	-
Net Cash Generated from Operating Activities		12,444,685	7,325,121
CASH FLOW FROM INVESTING ACTIVITIES:			
Acquisition of Fixed Assets		(700,000)	-
Net Cash used in Investing Activities		(700,000)	-
CASH FLOW FROM FINANCING ACTIVITIES:			
Payment of Gratuity		-	-
Payment of SEBL Block Account		(13,424,850)	(13,428,850)
Payment of Dividend		-	(360)
Financial Expenses		(89,516)	(88,596)
Net Cash Generated from Financing Activities		(13,514,366)	(13,517,806)
Net Cash Inflow/(Outflow)		(1,769,681)	(6,192,685)
Opening Cash & Bank Balances		3,026,908	9,219,593
Closing Cash & Bank Balances		1,257,227	3,026,908
Net Operating Cash Flow per Share	25	2.57	1.51

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Md.Wahiduzzamam Khandaker
 Chairman

Sd/
Mohd. Abdul Halim
 Director

Sd/
Md. Nurul Absar
 Managing Director (C.C)

Sd/
A H M Zakaria
 Assistant Company Secretary

This is the Statement of Statement of Cash Flows
 referred to in our report of even date.

Date: Dhaka
28 April, 2016

HAQUE SHAH ALAM MANSUR & CO.
Chartered Accountants

Aziz Pipes Limited
Statement of Changes in Equity
for the year ended 31 December, 2015

Particulars	Share Capital	Share Premium	Revenue Reserves & Surplus	Retained Earnings	Total Taka
Balance as on 01-01-2014	48,500,000	106,700,000	68,775,938	(466,432,783)	(242,456,845)
Net Profit/(Loss) during the year	-	-	-	(6,391,695)	(6,391,695)
Adjustment for Deferred Tax	-	-	-	-	-
Revaluation Reserve	-	-	(3,123,436)	3,123,436	-
Adjustment for Lease Rent	-	-	-	2,131,492	2,131,492
Balance as on 31-12-2014	48,500,000	106,700,000	65,652,502	(467,569,550)	(246,717,048)

Particulars	Share Capital	Share Premium	Revenue Reserves & Surplus	Retained Earnings	Total Taka
Balance as on 01-01-2015	48,500,000	106,700,000	65,652,502	(467,569,550)	(246,717,048)
Net Profit/(Loss) during the year	-	-	-	(8,775,265)	(8,775,265)
Revaluation Reserve	-	-	(2,811,091)	2,811,091	-
Adjustment for Lease Rent	-	-	-	-	-
Balance as on 31-12-2015	48,500,000	106,700,000	62,841,411	(473,533,724)	(255,492,313)

The accounting policies and other notes form an integral part of the financial statements.

Sd/
Md. Wahiduzzamam Khandaker
 Chairman

Sd/
Mohd. Abdul Halim
 Director

Sd/
Md. Nurul Absar
 Managing Director (C.C)

Sd/
A H M Zakaria
 Assistant Company Secretary

This is the Statement of Statement of Changes
 in Equity referred to in our report of even date.

Date: Dhaka
 28 April, 2016

HAQUE SHAH ALAM MANSUR & CO.
 Chartered Accountants

Aziz Pipes Limited

Notes, Comprising a Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31 December, 2015

01. Specific Accounting Policies Selected & Other Material Information:

Legal Form of the Enterprise:

The Company was incorporated on 02 May, 1981 as a Private Limited Company under the Companies Act, 1994. It was converted into a Public Limited Company under the same statute. It's shares are listed in both the Dhaka and Chittagong Stock Exchange Limited.

Address of Registered Office and Principal Place of Business:

The Registered Office of the Company is located at 93, Motijheel C/A, (3rd Floor), Dhaka-1000 and the Factory is located at Amirabad (Shibrampur), Faridpur.

Principles Activities and Nature of Operations:

The Company is manufacturer of high quality PVC Rigid Pipes & PVC Profiles products. Currently due to working capital shortage, PVC plastic wood and PVC flexible corrugated conduit pipes production has been temporally closed.

Accounting Policies:

Basis of Preparation and Presentation of the Financial Statements:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of the Companies Act, 1994 and IAS and IFRS adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), as Bangladesh Accounting Standard (BAS) and Bangladesh Financial Reporting Standard (BFRS). The Statement of Financial Position and Statement of Comprehensive Income have been prepared according to BAS-1 "Presentation of Financial Statements" based on accrual basis of accounting following going concern assumption under generally accepted accounting principles and practices in Bangladesh and cash flow statement according to BAS-7 "Cash Flow Statement".

Accounting Convention and Assumption:

The financial statements are prepared under the historical cost convention.

Principal Accounting Policies:

The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect within the Framework for preparation and presentation of financial statements. Financial statements have been prepared and presented in compliance with BAS-1 "Presentation of Financial Statements". The previous year's figures were formulated according to the same accounting principles. Compared to the previous year, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Company. However, changes made to the presentation are explained in the note for each respective item.

Accounting and valuation methods are disclosed for reasons of clarity. The Company classified the expenses using the function of expenses method as per BAS-1.

Responsibility for Preparation and Presentation of Financial Statements:

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of "The Framework for the Preparation and Presentation of Financial Statements" issued by the Bangladesh Accounting Standard (BAS).

Legal Compliance:

The financial statements have been prepared and the disclosures of information were made in accordance with the requirements of the Companies Act, 1994, Securities and Exchange Rules 1987, The Income Tax Ordinance, 1984, The VAT Act, 1991, The VAT Rules 1991, Listing Regulations of Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE) and IASs

adopted by the ICAB. On the basis of these regulations, Bangladesh Accounting Standards (BAS) & Bangladesh Financial Reporting Standards (BFRS) were applied with the applicable standards at the Statement of Financial Position date.

Critical Accounting Estimates, Assumptions and Judgments:

The preparation of the financial statements are in conformity with BFRS 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.

Going Concern:

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

Financial Instruments: Presentation:

"In compliance to BAS-1 and BAS-32, offsetting is done for a particular vendor or customer when the following conditions are met:

- Each of the two parties owes the other determinable amounts;
- ◆ The entity has the right to set off against the amount owed by other party;
- ◆ The entity intends to offset;
- ◆ The right of setoff is legally enforceable."

Application of Standards:

The following BASs and BFRSs are applicable for the financial statements for the year under review.

- BAS-1 Presentation of Financial Statements
- BAS-2 Inventories
- BAS-7 Cash Flow Statements
- BAS-8 Accounting Policies, Changes in Accounting Estimates and Errors
- BAS-10 Events after the Balance Sheet Date
- BAS-12 Income Taxes
- BAS-16 Property, Plant & Equipment
- BAS-17 Leases
- BAS-18 Revenue
- BAS-19 Employee Benefits
- BAS-23 Borrowing Costs
- BAS-24 Related Parties Disclosure
- BAS-32 Financial Instruments: Presentation
- BAS-33 Earnings per Share
- BAS-36 Impairment of Assets
- BAS-37 Provisions, Contingent Liabilities and Contingent Assets
- BAS-38 Intangible Assets

Recognition of Property, Plant & Equipment and Depreciation:

Property, Plant & Equipment is stated at cost less accumulated depreciation in accordance with BAS-16 "Property, Plant & Equipment". Cost represents cost of acquisition or construction and include purchase price and other directly attributable cost of bringing the assets to working conditions for its intended use, but do not include any capitalized borrowing cost.

Depreciation has been charged using Diminishing Balance Method (DBM). Full year's depreciation is charged on additions irrespective of date when the related assets are put into use and no depreciation is charged on assets disposed of during the year. Expenditure for maintenance and repairs are expensed, major replacements, renewals and betterment are capitalized.

The cost and accumulated depreciation of depreciable assets retired or otherwise disposed of are eliminated from the assets and accumulated depreciation, and any gain or loss on such disposal is reflected in operations for the year.

The annual depreciation rates have been charged as under:

Particulars	Rate
Building & Other Constructions	10%
Road & Sewerage	10%
Electrical Installation	15%
Plant & Machinery	10%
Furniture & Fixture	10%
Fittings	10%
Office Equipment	15%
Loose & Tools	15%
Motor Vehicles	20%
Weight Bridge Equipment	15%
Factory Equipment	15%
Pump House	15%
Crockeries & Cutleries	20%
Sundry Assets	15%
Gas Line Installation	10%

Depreciation has been charged to Statement of Comprehensive Income consistently.

Valuation of Inventories:

Inventories are assets held for sale in the ordinary course of business, in the process of production for such sale or in the form of materials or supplies to be consumed in the production process. Inventories are stated at the lower of cost or net realizable value in compliance to the requirements of Para 21 and 25 of BAS-2. Costs including an appropriate portion of fixed and variable overhead expenses are assigned inventories by the method most appropriate to the particular class of inventory. Net realizable value represents the estimated selling price for the inventories less all estimated cost of completion and cost necessary to make the sale. Item wise valuation is as follows:

Category of Inventories	Basis of Valuation
Raw & Packing Materials	: At Weighted Average Cost
Work-in-Progress	: At Standard Cost
Finished Goods	: At Standard Cost

Standard cost comprises value of materials, standard activity cost.

Cash & Cash Equivalents:

For the purpose of Balance Sheet and Cash Flow Statement, Cash in Hand and Bank balances represent cash and cash equivalents considering the BAS-1 "Presentation of Financial Statements" and BAS-7 "Cash Flow Statement", which provide that Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to an insignificant risk of changes in value and are not restricted as to use.

Statement of Cash Flows:

Statement of Cash Flows is prepared principally in accordance with BAS-7 "Cash Flow Statement" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of BAS-7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities Using the Direct Method".

Taxation:**Current Tax:**

The Company is "Publicly Traded Company" as per the Finance Act, 2015 and the rate of Turnover tax applicable is 0.30% from January to 31 December, 2015. The assessment of the Company has been completed up to the assessment year 2014-2015.

Deferred Tax:

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and are accounted for using the Statement of Financial Position as liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. APL recognized deferred tax liabilities for all taxable temporary differences.

Share Premium:

The Share Premium shall be utilized in accordance with provisions of the Companies Act, 1994 and as directed by the Securities and Exchange Commission in this respect.

The section 57 of the Companies Act, 1994 provides that the Company may apply the Share Premium Account as follows:

- i. in paying up un-issued shares of the Company to be issued to members of the Company as fully paid bonus shares;
- ii. in amortized off the preliminary expenses of the Company;
- iii. in amortized off the expenses or the commission paid or discount allowed on any issue of shares or debentures of the Company; and
- iv. in providing for the premium payable on the redemption of any redeemable preference shares or of any debenture of the Company.

Employee Benefits (Staff Provident Fund):

The Company provides sufficient fund for staff provident fund each year for all eligible permanent employees but the staff provident fund is yet to recognize. Now provident fund benefit temporary stop.

Workers' Profit Participation Fund:

Contribution to Workers' Profit Participation Fund has been made at 5% of the net profit after charging such contribution.

Authorization date for issuing Financial Statements:

The financial statements were authorized by the Board of Directors on 29 April, 2015 for issue after completion of review.

Turnover:

Turnover comprises local sales of PVC Pipes, Non-Pressure Pipes, Thread Pipes, and Profile excluding VAT.

Revenue Recognition:

In compliance with the requirements of BAS-18 "Revenue", revenue is recognized only when:

- ◆ The products are invoiced and dispatched to the customers; and
- ◆ Interest income is recognized on accrual basis.

Accrued Expenses and Other Payables:

Liabilities for the goods and services received have been accounted for Payables are not interest bearing and are stated their nominal value.

Accounts Receivable-Trade:

Accounts are receivable in original invoice value. The Current Accounts are maintaining with every party. All Current Accounts are considered collectable, and therefore, no amount was written off as

bad debt and no debt was considered doubtful to provide for.

Contingent Liabilities and Assets:

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. In accordance with BAS-37 Provision, Contingent Liabilities and Contingent Assets are disclosed in the notes to the financial statements.

Earnings per Share:

The Company calculates Earnings per Share (EPS) in accordance with BAS-33 "Earning per Share", which has been shown on the face of Statement of Comprehensive Income, and the computation of EPS is stated in the note.

Basic Earnings:

This represents earnings for the year attributable to the 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 ordinary shareholders.

Weighted Average Number of Ordinary Shares Outstanding during the year:

Computation of weighted average number of ordinary shares is not required during the current year, as number of shares outstanding has not been changed during the year under review.

Basic Earnings per Share:

This has been calculated by dividing the basic earnings by number of ordinary shares outstanding during the year.

Diluted Earnings per Share:

No diluted EPS is required to be calculated for the year, as there was no scope for dilution during the year under review.

Components of the Financial Statements:

According to the Bangladesh Accounting Standards (BAS)-1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following components":

- ◆ Statement of Financial Position as at 31 December, 2015;
- ◆ Statement of Comprehensive Income for the year ended 31 December, 2015;
- ◆ Statement of Changes in Equity for the year ended 31 December, 2015;
- ◆ Statement of Cash Flows for the year ended 31 December, 2015 &
- ◆ Accounting Policies and Explanatory Notes.

Comparative:

Financial statements are presented as BAS-1 "Presentation of Financial Statements" and previous year's figures have been restated due to changes in some accounting policies as per BAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors".

Reporting Period:

Financial Statements of the Company cover one financial year from 01 January to 31 December consistently.

Segment Reporting:

No segmental reporting is applicable for the company as required by BAS-14: "Segment Reporting" as the company operates in a single industry segment and within a single geographical territory.

General:

Wherever considered necessary, previous year's figures have been rearranged for the purpose of comparison;

Figures appearing in the financial statements have been rounded off to the nearest Taka.

02 Fixed Assets: Tk. 93,457,603

Particulars	Cost			Rate	Depreciation			Revaluation Surplus	Dep. on Revaluation Assets	Written down value as on 31-12-2015
	As on 01.01.2015	Addition during the year	Adjustment during the year		As on 31-12-2015	Charged during the year	Adjustment during the year			
Unit-1										
Land & Land Development	1,202,969	-	-	-	1,202,969	133,117	-	5,278,476	-	6,481,445
Building & Other Construction	8,350,250	-	-	10%	8,350,250	-	-	6,026,883	602,088	6,622,250
Roads & Sewerage	107,603	-	-	10%	107,603	1,666	-	-	-	15,261
Electrical Installation	514,668	-	-	15%	514,668	5,694	-	-	-	32,268
Plant & Machineries	25,760,909	-	-	10%	25,760,909	411,712	-	5,771,316	577,132	8,696,597
Furniture & Fixtures	1,013,373	-	-	10%	1,013,373	28,728	-	-	-	267,550
Fittings	6,594	-	-	10%	6,594	103	-	-	-	922
Office Equipments	2,580,837	-	-	15%	2,580,837	65,968	-	-	-	373,989
Loose Tools	121,958	-	-	15%	121,958	1,865	-	-	-	11,133
Motor Vehicles	465,000	-	-	20%	465,000	1,850	-	-	-	7,400
Weight Bridge Equipments	20,293	-	-	15%	20,293	18,420	-	-	-	1,873
Factory Equipments	308,068	-	-	15%	308,068	6,546	-	-	-	37,091
Pump House	173,639	-	-	15%	173,639	2,150	-	-	-	12,184
Crockeries & Cutleries	68,999	-	-	20%	68,999	1,077	-	-	-	4,309
Sub-Total	41,495,559	-	-	15%	41,495,559	682,959	-	17,076,675	1,179,820	22,896,218
Unit-2										
Building & Other Construction	341,600	-	-	10%	341,600	2,207	-	318,431	31,843	306,450
Plant & Machineries	4,128,282	-	-	10%	4,128,282	38,295	-	1,710,648	171,065	1,884,242
Sub-Total	4,469,882	-	-		4,469,882	40,502	-	2,029,079	202,908	2,190,692
Unit-3										
Building & Other Construction	212,350	-	-	10%	212,350	1,664	-	244,381	24,438	236,187
Plant & Machineries	20,130,875	-	-	10%	20,130,875	163,110	-	7,466,836	746,694	8,188,141
Sub-Total	20,343,225	-	-		20,343,225	164,804	-	7,711,217	771,122	8,423,328
Unit-4										
Land & Land Development	1,912,360	-	-	-	1,912,360	-	-	8,391,195	-	10,303,555
Building & Other Construction	936,153	-	-	10%	936,153	22,932	-	1,109,444	110,944	1,204,991
Furniture & Fixtures	416,206	-	-	10%	416,206	17,740	-	-	-	189,663
Fittings	5,358	-	-	10%	5,358	72	-	-	-	652
Office Equipments	1,554,900	-	-	15%	1,554,900	47,919	-	-	-	271,539
Factory Equipments	4,456,510	-	-	15%	4,456,510	323,315	-	-	-	1,632,118
Electrical Installation	607,800	-	-	15%	607,800	3,778	-	-	-	21,408
Plant & Machineries	22,879,488	-	-	10%	22,879,488	1,118,753	-	5,462,974	546,297	14,965,457
Crockeries & Cutleries	111,405	-	-	20%	111,405	7,469	-	-	-	29,677
Sub-Total	32,882,190	-	-		32,882,190	1,541,978	-	14,963,613	657,241	28,809,180

Particulars	Cost			Rate	Depreciation			Revaluation Surplus	Dep. on Revaluation Assets	Written down value as on 31-12-2015
	As on 01.01.2015	Addition during the year	Adjustment during the year		As on 31-12-2015	Charged during the year	Adjustment during the year			
Unit-5										
Land & Land Development	474,806	-	-	-	474,806	-	-	-	-	474,806
Building & Other Construction	11,301,139	-	-	10%	11,301,139	251,479	-	-	-	2,263,314
Furniture & Fixtures	555,146	-	-	10%	555,146	15,020	-	-	-	135,178
Office Equipments	2,622,758	-	-	15%	2,622,758	56,059	-	-	-	317,868
Factory Equipments	2,887,025	-	-	15%	2,887,025	59,965	-	-	-	339,801
Electrical Installation	2,984,061	-	-	15%	2,984,061	30,128	-	-	-	170,723
Plant & Machineries	106,553,807	-	-	10%	106,553,807	2,307,722	-	-	-	20,769,494
Crockeries & Cutleries	155,847	-	-	20%	155,847	2,883	-	-	-	11,534
Weight Bridge Equipments	109,265	-	-	15%	109,265	1,313	-	-	-	7,438
Loose Tools	279,301	-	-	15%	279,301	2,962	-	-	-	18,787
Motor Vehicles	1,350,000	-	-	20%	1,350,000	10,789	-	-	-	43,158
Gas Line Installation	302,368	-	-	10%	302,368	5,277	-	-	-	47,490
Roads & Sewerage	493,106	-	-	10%	493,106	8,694	-	-	-	78,242
Sub-Total	130,048,659	-	-	-	130,048,659	2,752,291	-	-	-	24,875,633
Unit-6										
Land & Land Development	13,855	-	-	-	13,855	-	-	-	-	13,855
Building & Other Construction	407,869	-	-	10%	407,869	10,702	-	-	-	96,319
Office Equipments	1,046,247	-	-	15%	1,046,247	17,363	-	-	-	98,388
Factory Equipments	8,306,486	-	-	15%	8,306,486	100,935	-	-	-	571,965
Furniture & Fixtures	149,972	-	-	10%	149,972	4,329	-	-	-	38,569
Electrical Installation	90,500	-	-	15%	90,500	1,186	-	-	-	8,719
Plant & Machineries	30,374,104	-	-	10%	30,374,104	625,376	-	-	-	5,628,381
Crockeries & Cutleries	29,107	-	-	20%	29,107	342	-	-	-	1,369
Loose Tools	12,407	-	-	15%	12,407	269	-	-	-	1,525
Motor Vehicles	513,037	-	-	20%	513,037	3,610	-	-	-	14,440
Roads & Sewerage	3,520	-	-	10%	3,520	72	-	-	-	652
Sub-Total	40,847,104	-	-	-	40,847,104	764,184	-	-	-	6,472,572
Total	270,186,619	-	700,000	-	270,886,619	5,946,718	-	-	-	93,457,603
2014	270,186,619	-	-	-	270,186,619	6,582,526	-	-	-	101,515,411

Depreciation allocation as under:

Factory Overhead	5,490,032
Administrative Overhead	267,777
Total	5,757,809

03. Pre-Production Expenses: Tk. 17,360,031

The break-up of the amount is shown below :

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
As per last account	-	-	-	-	4,178,244	14,181,787	18,360,031	19,360,031
Less: Written off	-	-	-	-	250,000	750,000	1,000,000	1,000,000
Closing balance	-	-	-	-	3,928,244	13,431,787	17,360,031	18,360,031

This above expense were incurred before commencement of production of the related units, plastic wood (unit-5) and PVC profile (unit-6) in the year 1998 to 2001. Amortization of the above expenses has not been made upto 2008 due to continuous loss of the Company in the subsequent years. But from the year 2009, management of the Company amortized of the pre-production expenses.

04. Inventories: Tk. 110,735,309

The break-up of the amount is shown below :

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Raw Materials (Note-5.01)	-	10,035,420	6,526,135	15,512,458	10,012,459	6,789,328	48,875,800	49,970,279
Finished Goods (Note-5.02)	-	3,618,148	18,526,980	28,221,920	923,760	8,412,459	59,703,267	62,608,320
Work-in-Process (Note-5.03)	-	-	-	1,725,148	-	431,094	2,156,242	2,579,447
Total	-	13,653,568	25,053,115	45,459,526	10,936,219	15,632,881	110,735,309	115,158,046

At the end of the year physical verification of Inventories was carried out jointly by the Company Official and Auditors. The basis of valuation is stated in Note-2.

4.01 Raw Materials: Tk. 48,875,800

Item wise quantity and value of closing stock of Raw Materials are as follows:

Items	Quantity (Kg.)	Value (Tk.)
Resin	147,250	14,135,781
Stabilizer SMS-318	36,401	6,580,124
Titanium	491	65,215
Calcium Carbonate	35,116	701,235
Paraffin Wax	1,204	85,125
Stalic Acid	1,151	102,145
Nafionix GWN 1050	5,107	1,623,450
U.V.Absorber "JF-77"	500	1,050,000
Barostab V 20MC-ST-1	-	-
Barostab PB-51 S-ST-2	1,000	931,000
Hoechst Wax E Powder G-3	2,958	565,250
AC 316A (Oxyd.pe wax) G-7	473	90,250
Hoechst Wax PE-190 Powder G-8a	200	165,000
Barolub PA -C (PE WAX) G-8b	1,181	227,810
Barolub L-OH (Cetyl Alcohol) G-19	2,800	560,000
Barolub LS-100 G-70s	2,909	534,780
Indofill KM 323B/Cell builder-Mod.2c	3,397	1,542,368
Plasstrength P-530/Akdenizpro-45	400	80,000
KANE ACE PA-60 Mod.3b	200	60,000
Pigment-Yellow	200	350,000
Pigment-Green	13	36,000
Pigment-Blue	350	210,000
Pigment-Brown	70	42,000
Pigment-Peach	121	69,600
Pigment-Grey	996	597,600
Pigment-Red	200	150,250
DOP	98	21,450
Pigment-Black	150	3,036
Luvopor 885/50 DB Tr-1	7,025	4,012,450
Other Materials (Mixture)	150,212	14,283,891
Total		48,875,800

4.02 Finished Goods: Tk. 59,703,267

Item wise quantity and value of closing stock of Finished Goods are as follows:

Items	Quantity (Ton)	Value (Tk.)
PVC Rigid Pipes	325	39,842,150
Thread Pipes	86	9,812,410
Corrugated Pipes	5	620,125
PVC Plastic / Profile	78	9,428,582
Total		59,703,267

4.03 Work-in-Process: Tk. 2,156,242

Item wise quantity and value of closing stock of Work-in-progress are as follows:

Items	Quantity (Ton)	Value (Tk.)
Rigid, Pipes	16	1,695,124
PVC Profile	4	461,118
Total		2,156,242

05. Accounts Receivable-Trade: Tk. 102,778,804

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Debt due below 6 Months	-	6,512,489	9,012,458	27,123,886	-	4,117,101	48,785,934	47,041,708
Debt due over 6 Months	-	4,025,301	6,025,705	16,058,920	28,012,360	1,890,594	56,012,870	61,245,360
Total	-	10,537,790	15,038,163	43,182,806	28,012,360	6,007,685	102,778,804	108,287,068

The above amounts are unsecured but good. No provision was made for bad No amount was due by the Directors (including Managing Director) or any other official of the Company.

06. Advances, Deposits & Prepayments: Tk. 25,067,678

The break-up of the amount is shown below

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Advances:								
General Advance	-	125,750	436,180	725,431	845,892	180,246	2,313,289	862,039
Staff Advance	-	245,360	384,520	753,482	280,307	338,938	2,012,817	1,416,923
Advance Income Tax	-	(46,240)	1,297,223	1,291,502	3,949,780	903,183	7,395,448	9,073,123
Sub-Total	-	324,870	2,117,923	2,770,425	5,085,779	1,422,367	11,721,364	11,352,085
Deposits:								
Security Deposits	-	45,315	51,785	229,751	100,216	25,003	452,070	452,070
Margin on Bank Guarantee	-	16,819	89,894	149,117	72,120	131,804	459,754	459,754
Earnest Money	-	51,426	65,281	145,482	81,352	52,059	395,600	395,600
Advance VAT Charges	-	1,248,920	3,589,120	6,095,125	750,125	355,600	12,038,990	15,175,512
Sub-Total	-	1,362,480	3,796,080	6,619,475	1,003,813	564,466	13,346,314	16,482,936
Total	-	1,687,350	5,914,003	9,389,900	6,089,592	1,986,833	25,067,678	27,835,021

All advances are un-secured but good.

In the opinion of the Directors, all current assets, investments, loans and advances are on realization in the ordinary course of business, a value at least equal to the amounts at which they are stated in the Statement of Financial Position.

There is no claim against the Company, which can be acknowledged as debt.

No amount was due by the Directors (including Managing Director)

07. Cash & Bank Balances: Tk. 1,257,227

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Cash:								
Head Office	-	35,120	20,479	58,421	6,500	23,450	143,970	500,028
Factory (Cash & Bank)	-	82,357	118,420	290,124	52,124	98,213	641,238	264,077
Sub-Total	-	117,477	138,899	348,545	58,624	121,663	785,208	764,105
Bank Balances:								
Agrani Bank-Principal Br.	-	1,446	-	-	-	-	1,446	30,148
Southeast Bank Ltd.	-	-	194,940	-	-	-	194,940	405,992
Standard Bank Ltd.	-	-	1,625	-	-	-	1,625	2,775
Islami Bank Bangladesh Ltd.	-	-	94,891	-	-	-	94,891	1,265,525
Exim Bank Ltd.	-	-	-	75,175	-	-	75,175	221,169
Janata Bank Ltd.	-	-	5,924	-	-	-	5,924	7,074
Mutual Trust Bank Ltd.	-	23,279	-	-	-	-	23,279	23,279
Jamuna Bank Ltd.	-	-	-	74,739	-	-	74,739	308,841
Sub-Total	-	24,725	297,360	149,914	-	-	472,019	2,262,803
Total	-	142,202	436,279	498,459	58,624	121,663	1,257,227	3,026,908

The bank balances have been confirmed and reconciled with respective bank statements.

Cash in hand has been verified by the Management at the close of the year and a cash custody certificate was furnished to the Auditors.

08. Share Capital: Tk. 48,500,000

	2015	2014
Authorized Capital		
50,000,000 Ordinary Shares of Tk. 10/- each	<u>500,000,000</u>	<u>500,000,000</u>
Issued, Subscribed & Paid-up Capital		
4,850,000 Ordinary Shares of Tk. 10/- each paid-up in full	<u>48,500,000</u>	<u>48,500,000</u>

(a) Composition of Shareholding:

	2015		2014	
	No. of Shares	%	No. of Shares	%
Directors/Sponsors	1,950,523	40.22	1,950,523	40.22
General Public	2,656,437	54.77	2,539,979	52.37
Financial Institutions	95,700	1.97	194,548	4.01
ICB Investors Account	147,340	3.04	164,950	3.40
Total	4,850,000	100	4,850,000	100

(b) Details of the Shareholding is given below:

The distribution schedule showing the number of Shareholders and their shareholding in percentage has been disclosed below as a requirement of the "Listing Regulation" of Dhaka and Chittagong Stock Exchange Limited.

Range of holdings In number of Shares	No. of Shareholders		No. of Shares		Holding %	
	2015	2014	2015	2014	2015	2014
Less than 500	2,334	2,804	311,538	394,277	6.42	8.13
500 to 5,000	378	543	609,799	825,737	12.57	17.02
5,001 to 10,000	34	49	245,784	352,530	5.07	7.27
10,001 to 20,000	29	38	417,718	553,155	8.61	11.41
20,001 to 30,000	9	8	218,992	201,980	4.52	4.16
30,001 to 40,000	7	4	229,741	142,350	4.74	2.94
40,001 to 50,000	1	1	47,040	44,530	0.97	0.92
50,001 to 100,000	16	5	1,735,638	414,718	35.79	8.55
Over 100,000	1	6	1,033,750	1,920,723	21.31	39.6
Total	2,809	3,458	4,850,000	4,850,000	100	100

(c) Option on Un-Issued Shares:

There is no option regarding the authorized capital not yet issued but can be used to increase the paid-up capital through the issuance of new shares against cash contribution and bonus.

(d) Market Price:

The shares of the Company are listed with both the Dhaka and Chittagong Stock Exchange Limited and quoted at Tk. 36.50 (in 2014 Tk. 20.00) per share and Tk. 44.00 (in 2014 Tk. 22.00) per share in the Dhaka and Chittagong Stock Exchange Limited respectively on 31 December, 2015

9 Share Premium: Tk. 106,700,000

Premium received amounting of Tk. 106,700,000 as against 194,000 ordinary share at the rate of Tk. 550/- each share in the year 1997.

10. Revenue Reserves & Surplus: Tk. 62,841,411

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Revaluation Reserve (Note-11.01)	15,896,855	1,826,171	6,940,095	14,306,372	-	-	38,969,493	41,780,584
Tax Holiday Reserve (Note-11.02)	1,970,474	3,277,348	7,533,148	5,609,160	4,626,790	-	23,016,918	23,016,918
General Reserve	100,000	100,000	80,000	-	-	-	280,000	280,000
Dividend Equalization Fund	-	-	575,000	-	-	-	575,000	575,000
Total	17,967,329	5,203,517	15,128,243	19,915,532	4,626,790	-	62,841,411	65,652,502

10.01 Revaluation Reserve: Tk. 38,969,493

This represents revaluation surplus arose from revaluation of certain fixed assets by professional values in the year 1996 on the basis of Market value of the year.

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Revaluation Reserve	17,076,675	2,029,079	7,711,217	14,963,613	-	-	41,780,584	44,904,020
Less: Adjustment during the year	1,179,820	202,908	771,122	657,241	-	-	2,811,091	3,123,436
Total	15,896,855	1,826,171	6,940,095	14,306,372	-	-	38,969,493	41,780,584

10.02 Tax Holiday Reserve: Tk. 23,016,918

This has been provided as per provision of section 45 (2B) (C) of the Income Tax Ordinance 1984.

11. Retained Earnings: Tk. (473,533,724)

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
As per last account	1,889,865	(71,122,841)	(73,018,270)	(95,237,763)	(148,044,134)	(81,838,407)	(487,569,550)	(488,432,783)
Add: Profit(Loss) during the year	(1,209,540)	2,451,568	(840,636)	(4,093,485)	(3,353,134)	(1,730,038)	(8,775,265)	(6,391,895)
Add: Adjustment for Revaluation	1,179,820	202,908	771,122	657,241	-	-	2,811,091	3,123,436
Add: Adjustment for Lease Rent	-	-	-	-	-	-	-	2,131,492
Total	1,860,145	(68,468,365)	(73,085,784)	(98,674,007)	(151,397,268)	(83,568,445)	(473,533,724)	(467,589,550)

12. Term Loan: Tk. 145,742,630

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Long Term Loan (SEBL)	0	5,012,489	5,791,141	7,512,480	450,120	25,012,780	43,779,010	57,203,838
Long Term Block A/C (UBL)	0	18,012,450	14,050,360	14,512,950	0	10,624,240	57,200,000	57,200,000
Interest Block Account	0	7,024,125	8,045,960	10,181,075		19,512,460	44,763,620	44,763,620
Total	0	30,049,064	27,887,461	32,206,505	450,120	55,149,480	145,742,630	159,167,458

This amount represents conversion of overdraft loan into Block Term Loan A/C by Southeast Bank Ltd., Principal Branch. As per re-scheduling given by Bank, this Term Loan amount will not attract any interest. As per re-scheduling arrangement vide their letter no. HO/CAD/822/2007/ dated: 30 December 2007, the terms and condition is given below:

- Aziz Pipes Ltd. will repay Tk. 13,20,00,000 (thirteen crore twenty lac) for final settlement of the liability by 10 (ten) years;
- Tk. 1.00 crore will be paid as down payment in two installment (80 lac & 20 lac);
- Freesing of further charging of interest till full adjustment of the liability which also to be treated as waived subject full adjustment of Tk. 13,20,00,000/-;
- Rest of Tk. 12.20 crore will pay in 120 installment within 10 years;
- During the year under Audit amount of Tk. 134.00 lac paid as yearly installment.

Uttara Bank Ltd., Corporate Branch converted of short term loan Tk. 57,200,000 segregated into (cash credit hypothecation/pledge) to blocked term loan A/C and as per understanding given by the Bank this segregated amount will not attract any interest and as such has been treated accordingly by the Company.

Total interest amounting to Tk. 44,763,620 has been transferred to interest block which was provision against cash credit before classify period.

13. Deferred Tax Liabilities: Tk. 28,022,460

	2015	2014
Balance as on 1 January	(827,880)	4,819,873
Add: (Reduction)/addition during the year	(653,239)	(91,237)
Balance as on 31 December	(1,481,119)	4,728,636

14. Cash Credit: Tk. 359,535,025

Cash credits are availed from the followings Banks and are secured against hypothecation of Fixed & Floating assets i.e. on Raw materials. Work-in-process stores & spares and also personal guarantee of all Directors of the Company.

	2015	2014
Uttara Bank Ltd.	174,264,454	174,264,454
National Bank Ltd.	69,819,803	69,819,803
Dutch Bangla Bank Ltd.	115,450,768	115,450,768
Total	359,535,025	359,535,025

All the above Banks have filed cases against the Company for realization of their outstanding loans which is still against the above banks for correction of accounts as well as compensation for lapses of the Banks in providing funds timely unsettled. The Company also filed cases against the above banks for correction of accounts as well as compensation for lapses of the Banks in providing funds timely.

Since filing of the cases against the Company, the Banks neither charged any interest nor sent any demand from note/statement of interest for the period from 01-01-2015 to 31-12-2015 to the Company.

In view of the above, interest has not been shown in the Company's accounts for the said period.

15. Accounts Payable (Goods Supply): Tk. 63,966,627

The balance represents against the parties for goods supplies of the Company.

16. Creditors & Accruals: Tk. 2,407,064

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Salary & Allowances		-		29,212			29,212	291,586
Electricity Charges (Head Office)				22,759			22,759	24,776
Electricity Charges (Factory)		125,480	285,240	338,818		50,300	799,838	1,001,813
Telephone Charges				28,230			28,230	55,923
Canteen Charge		17,250	29,360	35,125		22,043	103,778	193,082
Water Supply & Sewerage				12,189			12,189	15,568
Audit Fees	-	10,000	12,000	63,000	-	10,000	95,000	95,000
Provident Fund	-	22,254	63,128	240,154	5,029	2,000	332,565	332,565
Wages & Allowances	-	118,350	185,420	675,124	-	4,599	983,493	1,080,248
Total	-	293,334	575,148	1,444,611	5,029	88,942	2,407,064	3,090,561

Most of the outstanding liabilities have subsequently been paid;

No liabilities in the Statement of Financial Position are at a value less than the amount at which it is repayable at the date of the Statement of Financial Position.

17. Provision for Income Tax: Tk. 4,732,709

The break-up of the amount is shown below:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
As per last account	(513,965)	2,806,597	846,558	3,166,717	(253,008)	96,845	6,149,544	4,848,000
Adjustment during the year	-	(375,730)	(503,600)	(726,245)	(17,562)	(54,538)	(1,677,675)	-
Cash paid during the year	-	(85,124)	(102,453)	(120,450)	-	(82,608)	(370,635)	-
Provision during the year	-	172,190	186,455	257,528	-	15,302	631,475	1,301,544
Total	(513,965)	2,517,933	426,960	2,577,550	(270,570)	(5,199)	4,732,709	6,149,544

The Company recognized no deferred Tax liability in accordance with paragraph-47 of BAS-12

Tax provision on Turnover during the years made as following basis:-

	Turnover	Tax provision
Turnover January-2015 to December-2015	210,491,529	631,475
Turnover Tax 2015 @ .30 %		631,475
Tk.	210,491,529	631,475

18 Turnover: Tk. 210,491,529

Name of Items	2015		2014	
	Qty-M.Ton	Amount	Qty-M.Ton	Amount
PVC Rigid Pipes	1620	183,841,974	2,105	271,062,042
Thread/ASTD Pipes	195	21,548,962	213	26,705,123
Plastic Wood	0	0	14	1,905,230
PVC Profile	52	5,100,583	52	7,284,361
Total	1,867	210,491,529	2,384	306,956,756

Currently due to working capital shortage, PVC Plastic Wood and PVC Flexible Corrugated Conduit Pipes production has been temporarily closed.

19 Cost of Goods Sold: Tk. 199,629,424

This is made up as under:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Opening Stock of Finished Goods	-	9,825,416	12,045,698	32,546,980	923,780	7,266,466	62,608,320	78,163,257
Less: Adjustment	-	-	-	-	-	-	-	-
Cost of Goods Manufactured (Note-21.01)	1,765,976	45,676,075	64,395,480	75,507,999	3,508,006	5,847,600	196,701,136	274,730,254
Fittings Making Cost	-	-	-	23,235	-	-	23,235	124,089
Cost of Goods available for Sales	1,765,976	45,676,075	64,395,480	75,531,234	3,508,006	5,847,600	196,724,371	274,854,323
Closing Stock of Finished Goods	-	55,501,491	76,441,178	108,078,214	4,431,766	13,114,066	259,332,681	353,017,580
Cost of Goods Sold	1,765,976	3,618,148	18,526,980	28,221,920	923,780	8,412,459	59,703,267	62,608,320
	1,765,976	51,883,343	57,914,198	79,855,294	3,508,006	4,701,607	199,629,424	290,469,260

19.01 Cost of Goods Manufactured: Tk. 196,701,136

This is made up as under:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Cost of Materials Consumed (Note-201.02)	-	42,052,069	57,865,880	62,594,473	829,677	3,551,800	166,893,899	243,024,931
Electricity & Power (Absorbed)	-	1,725,438	2,465,207	4,545,124	-	638,418	9,374,187	10,948,983
Opening Work-In-Process	-	43,777,507	60,331,087	67,139,597	829,677	4,190,218	178,268,086	253,973,914
Closing Work-In-Process	-	-	-	2,014,256	-	565,191	2,579,447	594,350
Factory Overhead (Note-21.03)	-	43,777,507	60,331,087	67,428,705	829,677	4,324,315	178,847,533	254,568,284
Cost of Goods Manufactured	1,765,976	1,898,508	4,064,393	8,079,294	2,678,329	1,523,285	20,009,845	22,741,437
Cost of Materials Consumed: Tk. 166,893,899	1,765,976	45,676,075	64,395,480	75,507,999	3,508,006	5,847,600	196,701,136	274,730,254

This is made up as follows:

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Opening Stock of Raw Materials	-	6,248,120	7,512,690	19,546,321	10,842,136	5,824,012	49,970,279	42,415,884
Add: Materials Purchase	-	45,842,369	56,879,325	58,560,810	-	4,517,116	165,799,420	250,579,546
Less: Closing Stock of Raw Materials	-	52,087,489	64,392,015	78,106,931	10,842,136	10,341,128	215,769,899	292,995,210
Cost of Materials Consumed	-	10,035,420	6,526,135	15,512,458	10,012,459	6,789,328	48,875,800	49,970,279
	-	42,052,069	57,865,880	62,594,473	829,677	3,551,800	166,893,899	243,024,931

Raw Materials Consumption are given below:

Particulars

	Quantity (Kg)	Amount (Tk.)
Opening Stock of Raw Material	407,156	49,970,279
Add. Purchase of Raw Materials	1,730,980	165,799,420
Less. Closing stock of Raw Materials	2,138,136	215,769,899
Consumption of Raw Materials	403,125	48,875,800
	1,735,011	166,893,899

19.03 Factory Overhead: Tk. 20,009,845

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Wages & Salaries	-	1,325,450	2,536,451	4,639,423	-	751,230	9,252,554	10,047,943
Repairs & Maintenance	-	312,458	526,890	1,220,140	-	17,788	2,077,276	3,057,258
Factory Maintenance	-	17,250	85,128	95,490	-	12,117	189,983	244,338
Depreciation	1,765,976	243,410	935,926	2,124,241	2,678,329	742,150	8,490,032	9,391,898
Total	1,765,976	1,898,568	4,064,393	8,079,294	2,678,329	1,523,285	20,009,845	22,741,437

20 Administrative & General Expenses: Tk. 19,928,571

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Salary & Allowances	-	1,245,368	2,436,785	4,227,471	-	658,766	8,568,390	8,357,959
Board Meeting Fees	-	35,000	45,000	185,000	-	25,000	270,000	309,304
Stationery Expenses	-	34,120	85,126	125,320	-	26,627	271,193	363,141
Telephone Charges	-	35,420	85,125	185,120	-	17,060	282,725	331,151
Travelling & Conveyance	-	125,460	178,240	390,125	-	28,375	722,200	548,951
Entertainment Expenses	-	48,780	85,124	140,320	-	34,900	290,124	282,690
Canteen Charges	-	245,360	380,429	670,124	-	93,902	1,359,816	1,514,068
Rent & Rates	-	288,000	576,000	864,000	-	144,000	1,872,000	1,870,500
Fuel & Lubricants	-	139,693	295,124	840,125	-	21,570	1,296,512	1,984,000
Audit Fees	-	10,000	12,000	63,000	-	10,000	95,000	85,000
Renewal Listing & Other Expenses	-	52,450	85,125	145,265	-	40,399	303,239	816,598
Professional Fees	-	45,000	85,000	95,000	-	5,000	230,000	570,650
Electricity Charges	-	65,124	88,125	120,135	-	12,723	268,107	285,095
Water Supply & Sewerage	-	13,450	45,236	80,125	-	10,140	148,961	181,825
Donation (Mosque Maintenance)	-	12,450	20,500	48,500	-	29,650	111,100	166,985
Uniform Expenses	-	-	-	2,300	-	-	2,300	40,100
Postage & Telegram	-	3,450	15,240	28,480	-	4,821	51,981	50,741
Gardening Expenses	-	-	-	3,440	-	-	3,440	18,323
Medical Expenses	-	-	-	57,608	-	-	57,608	17,714
Office Maintenance	-	85,124	74,250	122,408	-	40,627	322,409	483,189
Transport Maintenance	-	98,125	80,126	210,360	-	81,565	470,176	984,584
Guest House Expenses	-	-	-	18,546	-	-	18,546	23,422
A.G.M. Expenses	-	105,235	152,360	308,125	-	99,454	665,174	733,600
Advertisement & Publicity	-	85,124	110,250	185,124	-	33,942	414,440	575,241
Miscellaneous	-	10,245	20,136	40,250	-	10,799	81,430	97,240
Carrying Charges	-	15,460	35,460	85,125	-	6,224	142,269	104,408
Newspaper & Periodicals	-	1,540	2,980	4,750	-	588	13,858	13,874
Insurance Premium	-	12,450	24,150	41,096	-	-	77,696	82,334
Internet Bill Expenses	-	30,125	45,240	85,125	-	-	178,100	184,897
CDBL Expenses	-	10,850	18,950	48,201	-	15,610	76,001	85,000
Amortized-off Preproduction Expenses	-	-	-	-	250,000	750,000	1,000,000	1,000,000
Depreciation	96,803	-	-	74,978	73,982	22,034	267,777	314,084
Total	96,803	2,854,403	4,972,081	9,457,546	323,962	2,223,776	19,928,571	22,276,646

21 Selling & Distribution Expenses : 822, 584

Expenses	2015						2014					
	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6
Polythn Purchase for Profile Packing Purpose	-	160,000.00	-	-	-	-	-	160,000.00	-	-	-	-
Bamboo Purchase for Truck Loading Purpose	-	235,000.00	-	-	-	-	-	235,000.00	-	-	-	-
Printer Ink Purchase for Pipe & Profile Printing Purpose	-	133,656.00	-	-	-	-	-	133,656.00	-	-	-	-
Solvent Purchase for Pipe & Profile Printing Purpose	-	80,000.00	-	-	-	-	-	80,000.00	-	-	-	-
Plastic Rope Purchase for Pipe & Profile Packing Purpose	-	40,498.00	-	-	-	-	-	40,498.00	-	-	-	-
Umbrella Purchase for Dealer Distribution Purpose	-	173,430.00	-	-	-	-	-	173,430.00	-	-	-	-
Selling & Distribution Expenses	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	822,584.00	-	-	-	-	-	822,584.00	-	-	-	-

22 Financial Expenses: Tk. 89,516

	Unit-1	Unit-2	Unit-3	Unit-4	Unit-5	Unit-6	2015	2014
Bank Charges	-	15,780	26,898	35,428	-	11,410	89,516	88,598
Total	-	15,780	26,898	35,428	-	11,410	89,516	88,598

23 Earnings Per Share (EPS): Tk. (1.81)

The computation of EPS is given below:
Net Profit after tax

Weighted average number of ordinary shares in issue

Earnings Per Share (EPS) (Per value Tk. 10)

24 Net Assets Value per Share (NAV): Tk. (52.68)

The Computation of NAV is given below

Net Assets	(255,492,313)	(246,717,048)
Number of Shares outstanding during the year	4,850,000	4,850,000
Net Assets Value per Share (NAV) (Per value Tk. 10)	(52.68)	(50.87)

25 Net Operating Cash Flows per Share (NOCFPS): Tk. 2.57

The computation is given below:

Net Cash from Operating Activities

Weighted average number of ordinary shares in issue

Net Operating Cash Flow per Share

	2015	2014
Net Cash from Operating Activities	12,444,685	7,325,121
Weighted average number of ordinary shares in issue	4,850,000	4,850,000
Net Operating Cash Flow per Share	2.57	1.51

26 Disclosure as per requirement of Schedule XI, Part II of the Companies Act, 1994:**A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:**

Employee position of the company as at 31 Dec, 2015:

Salary (Monthly)	Officer & Staff		Worker	Total Employees
	Factory	Head Office		
Below Tk. 3,000/-	-	-	-	-
Above Tk. 3,000/-	28	27	114	169
Total	28	27	114	169

B. Disclosure as per requirement of Schedule XI, Part II, Para 4:

Name of Directors	Designation	Remuneration	Festival Bonus	Total Payment
Md. Abul Hossain	Chairman	-	-	-
Mohd. Abdul Halim	Director	-	-	-
Mohd. Ahsan Ullah	Director	-	-	-
Mohd. Asad Ullah	Director	-	-	-
Mahmud Mizanur Rahman	Director	-	-	-
Md. Rafiqul Islam	Director	-	-	-
Engr. Shahjahan Sikder	Director	-	-	-
Md. Sultan Jahangiri	Director	-	-	-
Total		-	-	-

Period of payment to Directors is from 01 January, 2015 to 31 December, 2015.

The above Directors of the company did not take any benefit from the company except attendance fees for Board Meeting and others are as follows:

- Expenses reimbursed to the managing agent - Nil
 - Commission or other remuneration payable separately to a managing agent or his associate -Nil
 - Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into such concerns with the company-Nil
 - The money value of the contracts for the sale or purchase of goods and materials or supply of services, enter into by the company with the managing agent or his associate during the financial year-Nil
 - Any other perquisites or benefits in cash or in kind stating-Nil
 - Other allowances and commission including guarantee commission-Nil
- Pensions, etc.-
- 1) Pensions-Nil
 - 2) Gratuities-Nil
 - 3) Payment from Provided Fund-Nil
 - 4) Compensation for loss of office-Nil
 - 5) Consideration in connection with retirement from office-Nil

C. Disclosure as per requirement of Schedule XI, Part II, Para 7:

Details of production capacity utilization:

Particulars	License Capacity (In MT)	Attainable Capacity (In MT)	Actual Production (In MT)	Capacity Utilization
Annual production capacity in MT	11820	7,000	1,735	24.79%

D. Disclosure as per requirement of Schedule XI, Part II, Para 8:

Raw materials, spare parts, packing materials and capital machinery:

Items	Purchase (BDT)			Consumption (BDT)	% of consumption of total purchase
	Import	Local	Total		
Raw materials	-	165,799,420	165,799,420	166,893,899	100.66%
Spare parts	-	2,077,276	2,077,276	2,077,276	100.00%
Packing materials	-	-	-	-	0.00%
Total					

Value of export:

Particulars	In foreign currencies (US\$)	In BDT
Export	-	-
Total	-	-

- i) The company has not incurred any expenditure in foreign currencies for the period from 01 January, 2015 to 31 December, 2015 on account of royalty, know-how, professional fees, consultancy fees and interest;
- ii) The company has not earned any foreign exchanges for loyalty, know-how, professional fees, consultancy fees and interest;
- iii) The value of export represents for the period from 01 January, 2015 to 31 December, 2015.

E. Disclosure as per requirement of Schedule XI, Part II, Para 3:

Requirements under Condition No.	Compliance status of disclosure of Schedule XI, Part II, Para 3
3(i)(a) The turnover	Complied
3 (i)(b) Commission paid to the selling agent	Not Applicable
3(i)(c) Brokerage and discount on sales, other than the usual trade discount	Not Applicable
3(i)(d)(i) The value of the raw materials consumed, giving item wise as possible	Complied
3(i)(d)(ii) The opening and closing stocks of goods produced	Complied
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Complied
3(i)(f) In the case of companies rendering or supplying services, the gross income derived from services rendered or supplied	Not Applicable
3(i)(g) Opening and closing stocks, purchases and sales and consumption of raw materials with value and quantity break-up for the company, which falls under one or more categories i.e. manufacturing and/or trading	Complied
3(i)(h) In the case of other companies, the gross income derived under different heads	Not Applicable
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	Complied
3(i)(j) Provision for depreciation, renewals or diminution in value of fixed assets	Complied
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and Manager	Not Applicable
3(i)(l) Charge of income tax and other taxation on profits	Complied
3(i)(m) Revised for repayment of share capital and repayment of loans	Complied
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserve, but not including provisions made to meet any specific liability, contingency or commitment, know to exist at the date as at which the balance sheet is made up	Not Applicable
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments	Not Applicable
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required	Not Applicable
3(i)(p) Expenditure incurred on each of the following items, separately for each item: (i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi) (1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve	Complied

F. Disclosure of Advances, Deposits and Pre-payments of Schedule XI of the Companies Act, 1994:

The details break-up of Advances, Deposits and Pre-payments as per requirement of Schedule XI of the Companies Act, 1994 as stated below:

Particulars	31-12-2015	31-12-2014
Advances, Deposits and Pre-payments exceeding 6 months	8,702,872	10,380,547
Advances, Deposits and Pre-payments not exceeding 6 months	16,364,806	17,454,474
Other Advances, Deposits & Pre-payments less provision	Nil	Nil
Advances, Deposits and Pre-payments considered good and secured	Nil	Nil
Advances, Deposits and Pre-payments considered goods without security	Nil	Nil
Advances, Deposits and Pre-payments considered doubtful or bad	Nil	Nil
Advances, Deposits and Pre-payments due by Directors	Nil	Nil
Advances, Deposits and Pre-payments due by other officers (against salary)	2,012,617	1,416,923
Advances, Deposits and Pre-payments due from companies under same management	-	-
Maximum Advances, Deposits & Pre-payments due by Directors	Nil	Nil
Maximum Advances, Deposits & Pre-payments due by Officers at any time	Nil	Nil

Additional Disclosure as per SEC Rules, 1987 [Rule-12(2)] & Companies Act 1994, part 2 section XI:

- 1 There was no claim against the Company not acknowledged as debts as on 31-12-2015.
- 2 All shares have been fully allotted and paid-up.
- 3 There was no preference shares issued by the Company.
- 4 The Company has no aggregated amount of contract for the capital expenditure to be executed and not provided for the year.
- 5 There was no contingent liabilities as on close of the business as on 31-12-2015 except the sub-judice matters relating to bank loan.
- 6 Aggregate amount due by Directors and other Officers of the Company or associated undertaking:

Director	None
Associated Undertaking	None
Officers	None
- 7 The general advance is the amount disbursed/advanced against expenses for goods & service and also the amount considered good by the management and no collateral security is held against such advances.
- 8 The Company did not pay Brokerage and discount on sales other than the usual trade discount. Further, there is no commission on sale paid by the Company.
- 9 Auditors are paid for only statutory audit fees approved by the shareholders in the last A.G.M.
- 10 No money was expended by the Company for compensating any member of the Board of Directors for special service rendered.
- 11 There was no Bank Guarantee issued by the company on behalf of their Directors of the Company itself except bank loan.
- 12 There are no Non-resident shareholders as on 31 December, 2015.
- 12 No expenses including Royalty, Technical Experts & Professional Advisory Fees and Interest etc. were incurred or paid in foreign currencies during the financial year.
- 13 The Company has no related party transactions as per BAS-24 "Related Party Disclosures".
- 14 No Director received any remuneration from Company except Board Meeting attendance Fees.

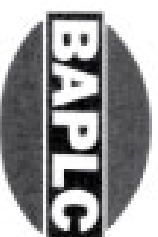
Events after reporting period:

No material events occurring after Statement of Financial Position date came to our notice which could be considered after the valuation made in the financial statements.

BANGLADESH ASSOCIATION OF PUBLICLY LISTED COMPANIES

Ref. No: BA-2016/251

Date of issue : 10th October 2016



Renewed Certificate

This is to certify that

AZIZ PIPES LIMITED

is an Ordinary Member of Bangladesh Association of Publicly Listed Companies and is entitled to all the rights and privileges appertaining thereto.

This certificate remains current until 31st December 2016.




Secretary-General

Note :



AZIZ PIPES LIMITED

REGISTERED OFFICE: AZIZ BHABAN, 93 MOTIJHEEL C/A (3RD FLOOR), DHAKA-1000.

PROXY FORM

I/We.....

Folio /BO ID #

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

of..... being a member of **Aziz Pipes Limited** do hereby appoint Mr./Mrs./Miss

Folio /BO ID #

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

of as my proxy to attend and vote for me/ us and on my/ our behalf at the **35th ANNUAL GENERAL MEETING** of the Company to be held on the Thursday, the **15th December, 2016 at 10.00 am** at Institution of Diploma Engineers Bangladesh (IDEB) , 160/A, Kakrail, Dhaka or at any adjournment thereof.

As witness my / our hand this day of December, 2016

AFFIX 20
TK. STAMP

(Signature of the Proxy)

No. of Share(s)

(Signature of the Shareholder)

NOTE

- 1) A member entitled to attend and vote at the 35th Annual General Meeting may appoint proxy to attend and vote in his/ her stead.
- 2) The Proxy Form duly completed, stamped and signed must be deposited at least 48 hours before the meeting at the Company's Registered Office.



AZIZ PIPES LIMITED

REGISTERED OFFICE: AZIZ BHABAN, 93 MOTIJHEEL C/A (3RD FLOOR), DHAKA-1000.

ATTENDANCE SLIP

I do hereby record my attendance at the **35th ANNUAL GENERAL MEETING** being held on Thursday, the **15th December, 2016 at 10.00 am** at Institution of Diploma Engineers Bangladesh (IDEB), 160/A Kakrail, Dhaka.

Name of the Shareholder: Signature of the Shareholder:

Folio /BO ID #

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No. of Share(s)

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Name of the Attorney/Proxy: Signature of the Attorney/Proxy:.....

- N.B. (i) Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip.
 (ii) Signature of Shareholder should confirm to the specimen Signature recorded with the Company.
 (iii) Please bring this attendance slip with you. Admission into the meeting room will not be allowed without it.

No gift or benefit in cash or kind shall be paid/offered to the shareholders in the 35th AGM as per BSEC Directive No.SEC/CMRRCD/2009-193/154 dated 24.10.2013



৩৪তম বার্ষিক সাধারণ সভায় সম্মানিত শেয়ারহোল্ডার বক্তব্য রাখছেন।



৩৪তম বার্ষিক সাধারণ সভায় উপস্থিত সম্মানিত শেয়ারহোল্ডারবৃন্দ।



৩৪তম বার্ষিক সাধারণ সভায় উপস্থিত সম্মানিত শেয়ারহোল্ডারবৃন্দের
নিবন্ধনকরনের একাংশ।



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Factory : Amirabad (Shibrampur), Faridpur.