

## Directors' Report



# REVENUE REACHED TK 11 BILLION WHICH WAS HIGHER BY 23% OVER THE PREVIOUS YEAR'S REVENUE OF TK 9 BILLION



The Directors have the pleasure in presenting to the members their report together with the audited financial statements of the Company for the year ended on December 31, 2017.

This report has been prepared in compliance with section 184 of the Companies Act 1994 and Bangladesh Securities and Exchange Commission Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 7 August 2012.

### Principal Activities

The principal activities of the company continued to be manufacturing and marketing of home appliances, consumer electronics and furniture with credit and other financial services available to qualified customers.

### Review of Business

During the year revenue reached Tk 11.1 billion which was higher by 22.8% over the previous year's revenue of Tk 9 billion. Operating profit (profit before taxes excluding other income) amounting Tk 1.2 billion was higher by 26.8% over the previous year's operating profit of Tk 935 million. Net profit before tax for the year stood Tk 1,027 million which was higher by 31.8% over the previous year's net profit of Tk 780 million.

The Chairman's Statement on page 12 and the Chief Executive Officer's review on page 26 state the company's affairs and highlight important events that occurred during the year. The Financial Review on pages 40 to 42 elaborates on the financial results of the company. These reports are integral part of the Directors' Report.

Our subsidiary company started producing results during the year. It went on commercial production in July 2016. In 2017 revenue reached Tk 1.4 billion which was higher by 779% over the previous year's revenue of Tk 164 million. Operating profit reached 206 million against loss of initial/previous year's operating loss of Tk 51 million. Net profit for the year stood Tk 102

million against net loss of Tk. 37 million.

### Investment in International Appliances Limited (IAL)

Initially Singer Bangladesh Limited acquired 40% equity of International Appliances Limited (IAL), a joint venture refrigerator manufacturing company for manufacturing Singer branded refrigerators, deep freezers and other appliances. Later on, an additional 33.85% invested in the equity of IAL under an option agreement between Singer Bangladesh Limited and one of the IAL's shareholders. Further the company tookover 10% shares of IAL from another shareholder.

Thus during the year International Appliances Limited turned into a subsidiary of Singer Bangladesh Limited, further strengthening our refrigerator portfolio. Separate reports including auditors' report, audited financial statements and directors' report thereon for the subsidiary company are provided at the concerned sections of this report. The financial statements of the subsidiary company have duly been consolidated with Singer Bangladesh Limited as per requirements of the Companies Act 1994, Securities and Exchange Rules 1987 and related notifications and in line with the Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS).

### Property, Plant and Equipment

During the year under review, the Company invested a sum of Tk 106 million in property, plant and equipment. Movement in property, plant and equipment during the year is disclosed under note 3 and annexure-I of the financial statements.

### Market Value of Freehold Properties

All freehold lands of the company revalued by an Independent Valuer are reflected in the financial statements. Total appreciation in value was credited to revaluation reserve after providing for tax as required by BFRS.

The recent valuation was carried out as on December 31, 2016. The details of the valuation are given in the Auditors' Report on page 72 and in Note 11.1 to the Financial Statements.

Machinery of our subsidiary International Appliances Limited valued by an Independent Valuer, has been reflected in the consolidated financial statements. The recent valuation was carried out as on October 16, 2017.

### Directors' Responsibilities for Financial Statements

The Statement of the Directors' Responsibilities for financial statements is given on page 50 of this report.

### Corporate and Financial Reporting Framework

In accordance with the Bangladesh Securities and Exchange Commission's Notification SEC/CMRRCD/2006-158/134/ Admin/44 dated 7 August 2012, the Directors are pleased to confirm the following:

### Industry Outlook and Possible Future Development

In a highly competitive business environment in household appliances market, competitors continuously pursue market shares with various activities including price reduction, quality improvement, new product line and other incentives. Singer has continued retaining its leading position by offering superior quality products at competitive prices and wide range of after sales service as well.

Besides, in 2017 economic growth of Bangladesh was good and most of the economic indicators were positive which contributed to increasing the buying capacity of people. We were successful in utilizing the opportunities towards a significant volume growth both in our retail and wholesale channels. We remained Bangladesh's largest retail company selling home appliances and consumer electronic. Our growth was above the industry rate.

Government of Bangladesh has devoted to ensuring access of affordable and reliable electricity for all by 2021. This will accelerate demand of consumer durables in the coming days.

Besides, most of the consumer durable product penetration levels in Bangladesh remain very low. Bangladesh elevating from Least Developed Country to Developing Country which will have demand for durables and this will have positive impact towards our sector.

In addition, the population of Bangladesh is young and expanding. Currently only 7 percent of Bangladesh's population of 160 million is classified as middle class and affluent customer (MAC). Bangladesh's MAC population is projected to triple by 2025, to about 34 million. These MAC consumers will have enough to afford durables that offer convenience and luxury.

Increasing population, electrification and urbanization will support the country growth and is expected to fuel income level of people which will enhance their buying capacity. We believe we are well positioned to benefit from our wide presence in almost every corner of the country. This gives us confidence that this trend will continue in the year 2018 as well.

#### Segment Information

The segment information is presented for the purposes of evaluating performance in the notes 2.5 and 40R to the financial statements in this report which is consistent with the total sales value. Products were sold through our own sales centers, such as, Singer Mega, Singer Plus and also through our wholesale dealers and through our corporate sales channel as well.

#### Risk and Concern

Our business may also be affected by risks and uncertainties presently not known to us or that we currently believe to be immaterial. Details of risk factors and the determining ways of how to best handle such event are given on risk management report on pages 46 & 47 of this report.

#### Margin Analysis

Cost of goods sold for the year 2017 was Tk 7,941 million and it was higher by 23.8 % over that of the previous year's. Gross profit margin was 28.2 % for the year 2017 and the previous year's gross margin was 28.8 %. Net profit margin for the year 2017 was 6.8%.

#### Extra-Ordinary Events

No events of extra ordinary gain or loss which would require adjustment or

disclosure in the financial statements occurred during the reporting period.

#### Related Party Transaction

Disclosure of all related party transactions, including basis for such transaction, has been provided in the note 35 of the notes to the financial statements on page no 95.

#### Variance within the Financial Year

There was no event of significant variance between quarterly financial performances during the year under review.

#### Remuneration to Directors

This information is incorporated in the Notes 21.3 of the notes to the financial statements on page 80 with reference to the "Directors fees and remuneration" figures concerning the Board of Directors including Independent Directors.

#### Fairness of Financial Statements

The financial statements together with the notes thereon have been drawn up in conformity with the Companies Act 1994 and Securities and Exchange Rules 1987. These statements fairly present the company's state of affairs, the results of its operations, cash flow and changes in equity.

In compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) notification dated August 7, 2012, Chief Executive Officer and Chief Financial Officer have given the declaration about the fairness of the financial statements which is shown on page 51 of the report

#### Books of Accounts

Proper books of accounts of the Company were maintained.

#### Accounting Policies

Appropriate accounting policies have been consistently applied in preparation of the financial statements and the accounting estimates are based on reasonable and prudent judgment.

#### Application of BAS and BFRS

Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) have been followed in preparation of the financial statements and any deviation there-from has been adequately disclosed.

#### Internal Control

The systems of internal controls were sound and implemented and monitored effectively.

#### Going Concern/Forward Looking Statement

There are no significant doubts about the Company's ability to continue as a going concern.

#### Significant Variance over the Last Year's Operating Result

The significant deviations from last year in the operating results of the Company have been highlighted in the report and reasons thereof have been explained.

#### Five Years' Financial Highlights

The key operating and financial data for the last five years are annexed on page 11.

#### Dividend

Based on the performance of the Company, the Board of Directors recommends dividends @100% for the year 2017, which is 42.8% higher than last year.

#### Board and Committee Meetings and Attendance

During the year, the Board of Directors met six times. Audit Committee met four times and Remuneration Committee met two times.

The attendance record of the Directors is shown in annexure III of this report. The Directors who could not attend the meetings were granted leave of absence.

#### Pattern of Shareholding

The pattern of shareholding is provided on page 36.

#### Corporate Governance Compliance Report

Singer Bangladesh Limited adheres to appropriate good Corporate Governance principles, as described on pages 29 to 31.

The Company also complied with all the requirements of Corporate Governance as required by the Bangladesh Securities and Exchange Commission. Accordingly, Corporate Governance Compliance Report is shown in annexure I of this report.

Further in compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) notification dated August 7, 2012, S. F. Ahmed & Co., Chartered Accountants in Practice issued the Corporate Governance Compliance Certificate which is shown on page 32 of the report.

#### Financial Results and Appropriations:

The Directors are pleased to report the financial results for the year 2017 and recommend the following appropriations:

	Taka in '000	
	2017	2016
Profit before taxation	1,043,268	779,576
Less: Provision for tax	268,159	233,253
Profit after tax	775,109	546,322
Add: Un-appropriated profit brought forward	57,845	36,754
Other comprehensive income	(3,244)	(401)
Prior year's adjustment	10,034	12,031
<b>Profit available for distribution</b>	<b>839,744</b>	<b>594,706</b>
Less: Appropriations		
Final dividend	766,945	536,861
<b>Un-appropriated profit C/F</b>	<b>72,799</b>	<b>57,845</b>

### Contribution to the National Exchequer

During the year under review, your Company paid Taka 3,178 million to the national exchequer in the form of corporate income tax, customs duties and value added tax.

### Credit Rating

The Company achieved AAA+ rating in long term and ECRL-1 for short term with a strong and stable outlook from Emerging Credit Rating Limited.

### Reserves

The total Reserves of the Company stood at Tk. 578 million, details of which are given in Note 11 and in the Statement of Changes in Equity in the Financial Statements.

### Events subsequent to Balance Sheet

The Board of Directors in their meeting held on March 15, 2018 recommended a dividend of Tk. 100% per share of Tk. 10 each) amounting to Tk. 767 million in its 230th board meeting.

### Statutory Payments

The Directors, to the best of their knowledge and belief, are satisfied that all statutory payments in relation to employees and the Government have been made up to date.

### Share Information

The distribution of shareholding and market value of shares are given on page 112 of this report.

Earnings per share, dividend per share and net assets per share are shown in the financial highlights section on page 11 of the annual report.

### Directors

A brief profile of all Directors of the company are provided in the section of "Board of Directors" of this report in pages from 16 to 18.

### Re-appointment of Independent Director

Pursuant to Bangladesh Securities and Exchange Commission (BSEC)

notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 7 August 2012, tenure of office of Dr. Syed Ferhat Anwar, Independent Director of the company expired on February 29, 2018. Dr. Syed Ferhat Anwar being eligible for appointment as Independent Director for 2nd term as per the criteria set in the aforementioned notification, the Board re-appointed him as Independent Director of the company for a period of three years subject to confirmation of the shareholders at the upcoming annual general meeting.

### Re-election of Directors

Mr. Stephen H. Goodman and Mr. Peter James O'Donnel will retire from the office under Article 81 of the Articles of Association of the company. Being eligible, Mr. Stephen H. Goodman and Mr. Peter James O'Donnel have offered themselves for re-election. The Board recommends their re-appointment.

Shareholdings of Directors at the beginning of the year and at the end of the year 2017 are shown in annexure II of this report.

### Appointment of Auditors

As per section 210 of the Companies Act 1994, the company's statutory Auditors Rahaman Rahman Huq, Chartered Accountants retires at the 38th Annual General Meeting as auditors of the Company.

Pursuant to Bangladesh Securities and Exchange Commission (BSEC) order no SEC/CMRRCD/2009-193/104/ Admin dated July 27, 2011 the retiring Auditors Rahaman Rahman Huq, Chartered Accountants are not eligible for reappointment as Statutory Auditors for 2018.

The Audit Committee recommended to appoint A. Qasem & Co., Chartered Accountants as the auditors of the company for the year 2018.

The Directors endorsed recommendation of the Audit Committee for appointment of A.

Qasem & Co., Chartered Accountants as the auditors of the company for the year 2018.

### CEO and CFO's Declaration to Financial Statements

The Chief Executive Officer and Chief Financial Officer are of the opinion that Financial Statements given on page 51 of this report present true and fair view of the company's affairs.

### Human Resources

A dynamic business environment requires having a well trained work force; therefore, the company develops the appropriate management skills to suit the business environment. Various training programs and workshops were carried out during the year.

The management and employee relationship in the company was excellent throughout the year.

### Going Concern

The Board of Directors has reviewed the company's business plan and is satisfied that the company has adequate resources to continue its operations in the foreseeable future. Accordingly the Financial Statements are prepared on the going concern basis.

### Compliance with Laws and Regulations

The company was not engaged in any activities contravening the laws and regulations. All those responsible for ensuring compliance with the provisions in various laws and regulations were able to do so within the stipulated time.

### Environmental Protection

To the best of the Board's knowledge, the company was not engaged in any activity which might prove harmful to environment.

### Conclusion

The company wishes to express its sincere appreciation to all employees of Singer Bangladesh Limited for their contribution and at the same time, thank all the stakeholders for their continued support and confidence.



**M. H. M. Fairouz**  
Managing Director & CEO



**Mohammad Sanaullah**  
Company Secretary

Dhaka, March 15, 2018