

Directors' Report

TO THE MEMBERS

The Directors of the Company are pleased to present their Report together with the Audited Accounts of the Company for the year ended December 31, 2007.

BUSINESS ACTIVITIES

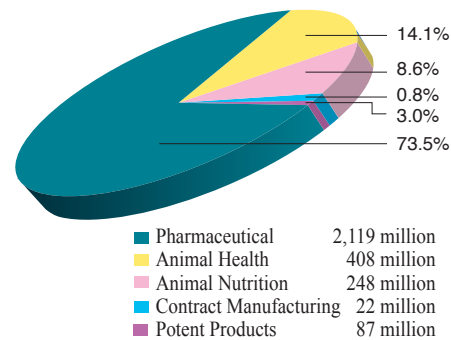
Turnover during 2007 was Taka 2,534.2 million registering a growth of 31.5% over last year's turnover of Taka 1,927.3 million. Profit after tax was Taka 335.9 million – a growth of 38.7%. Earnings per Share (EPS) stood at Taka.348.5 against Taka 251.2 of 2006.

The following products were introduced during the year 2007:

Pharmaceutical Products

1. Sprinkles 1 gm. Sachet
2. Titolax 10 gm. Sachet
3. Trulax Syrup 1 mg/5ml
4. Vaxem HIB
5. Zithrin 250 mg. Tablet

Sales Contribution by Business Units in 2007



FINANCIAL RESULTS

The Directors take pleasure in reporting the following financial results of the Company for the year 2007:

	2007 Taka	2006 Taka
Profit before tax	466,618,826	347,221,767
Less: Provision for tax	130,695,719	105,090,130
Net Profit after tax	335,923,107	242,131,637
Add: Un-appropriated profit brought forward	642,278,182	456,968,084
Add: Tax holiday reserve reversed	588,839	(588,839)
Profit available for appropriation	978,790,128	698,510,882
APPROPRIATION RECOMMENDED:		
Dividend proposed:		
a) Cash dividend @ Taka 50/- per Share of Taka 100 each	48,199,450	40,166,200
b) Stock dividend (Bonus Share) in the ratio of one bonus share for every five (1B:5) Shares held	19,279,800	16,066,500
	67,479,250	56,232,700
Balance Un-appropriated profit carried forward	911,310,878	642,278,182
	978,790,128	698,510,882

DIVIDEND

Renata continues have a very aggressive investment strategy. During 2007 investments made for upgrading the General Facility at Mirpur, and Cephalosporin and Penicillin Facilities at Rajendrapur amounted to Taka 417.6 million. The entire amount was financed through internal cash generation. Investments of this magnitude are to be expected every year for the foreseeable future. Hence the Directors deem it necessary to retain adequate funds for financing capital expenditures.

The Board of Directors is pleased to recommend a cash dividend of Taka 50 per ordinary share of Taka 100. This dividend will entail a payment of Taka 48,199,450. The Board of Directors also recommend for declaration of Stock Dividend (Bonus Shares) in the ratio of one Bonus Share for every five shares held (1B:5) for which an amount of Taka 19,279,800 will have to be transferred to Share Capital Account subject to the approval by the shareholders at the Annual General Meeting.

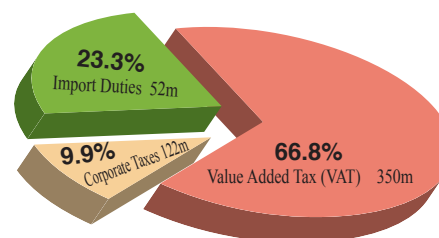
DIRECTORS

The Directors retiring by rotation under Articles 109, 115 and 116 of the Articles of Association of the Company are Mr. S. H. Kabir and Dr. Sarwar Ali and Mr. Md. Ziaul Haque Khondker will retire during the year. All of them being eligible, offer themselves for re-election.

CONTRIBUTION TO NATIONAL EXCHEQUER

During the year under review your Company paid Taka 524 million to the National Exchequer in the form of Corporate Income Tax, Import Duties and Value Added Tax (VAT)

Contribution to Government Exchequer 2007



AUDITORS

The Company's Auditors Messrs Rahman Rahman Huq Chartered Accountants retire at the thirty fifth Annual General Meeting and being eligible offer themselves for reappointment as Auditors for the year 2008 with re-fixation of their remuneration.

CAPITAL EXPENDITURE

The following capital expenditure made by the Company during the year amounted to Tk.417.62 million.

	<u>Taka in Millions</u>
Freehold Land	10.98
Factory Building	10.62
Plant and Machinery	81.60
Office Equipment, Furniture & Fixtures	10.95
Automobile	33.60
Cephalosporin & Penicillin Facilities	269.87
	<u>417.62</u>

The investments were financed with internally generated funds.

CONSOLIDATION OF ACCOUNTS

The Company consistently follows the code of International Accounting Standard as adopted by the Institute of Chartered Accountants of Bangladesh. According to Bangladesh Accounting Standard-27, (BAS-27) the Company has presented all the relevant consolidated financial statements with those of its subsidiaries.

ADDITIONAL STATEMENT

The Directors are pleased to recount on the following additional statements in respect of Report prepared under section 184 of the companies Act 1994.

In our opinion,

- a) The financial statements prepared by the management for the year 2007 give a true and fair view of the state of company and the results of its operations, cash flows and changes in equity.
- b) Proper books of accounts have been maintained by the company as required by applicable Laws, Rules and Standard.
- c) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that accounting estimates are based on reasonable and prudent judgement.
- d) In preparation of the financial statement, the International Accounting Standards, as applicable in Bangladesh have been followed and there has been no departure from the policies.
- e) The system of internal control and internal checks are in effect and monitored properly.
- f) The company has sound and strong operational strengths and ability to continue as a going concern. As such, there is no doubt of its continuity.
- g) There is no significant deviation from last year in operating results.
- h) The key operating and financial data for preceding five years have been shown in the Financial Highlights.
- i) The Directors, have recommended a cash dividend of TK. 50 per share of TK. 100 each and Stock dividend (bonus share) in the ratio of one share for every five shares are held (1B:5).
- j) During the year five Board Meetings were held and attendance by each Director are given below:

1. Mr. Syed Humayan Kabir	Chairman of the Board	5 times
2. Mr. Syed S. Kaiser Kabir	CEO & Managing Director	5 times
3. Mr. Sajida Humayun Kabir	Director	5 times
4. Dr. Sarwar Ali	Director	5 times
5. Mr. Md. Ziaul Haque Khondker	Director	5 times
6. Mr. A. Hasanat Khan	Director	5 times
7. Mr. Manzoor Hasan	Independent Director	5 times

- k) The pattern of Shareholding

(i) Parent/ Subsidiary / Associated companies:

The Shareholding information as on 31st December 2007 and other related information are set out in note- 4.

(ii) Directors:

1. Mr. Syed Humayun Kabir	424 Shares
2. Mr. Syed S. Kaiser Kabir	756 Shares
3. Mr. Sajida Humayun Kabir	0 Shares
4. Dr. Sarwar Ali	54 Shares
5. Mr. Md. Ziaul Haque Khondker	0 Shares
6. Mr. A. Hasanat Khan	0 Shares
7. Mr. Manzoor Hasan	0 Shares

Chief Financial Officer & Company Secretary

Mr. Md. Shafiul Alam 2,358 Shares

(iii) Head of Internal Audit 0 Shares

(iv) Executives:

1. Mr. M. Alamgir Hossain	22 Shares
2. Dr. Manzur Aziz	92 Shares
3. Dr. Sayma Ali	0 Shares
4. Mr. Khalil Musaddeq	0 Shares
5. Dr. Md. Iqbal Hossain	0 Shares

(vi) Shareholders holding 10% or more voting interest :

1. Sajida Foundation	491,632 Shares
2. Business Research International Corp.Inc.	244,148 Shares
3. ICB Unit Fund & Investment Corporation of Bangladesh and First ICB Mutual Fund	102,145 Shares

STATUS OF COMPLIANCE :

Status of compliance as stated in SEC order dated 20th February 2006 annexed.

PERSONNEL

The Directors record their appreciation for the contribution made by the employees to the operation of the Company.

ACKNOWLEDGEMENT:

The Board wishes to thank the Shareholders, Officials of the Drug Administration and other Government officials, Doctors, Chemists, Medical Institutions, Bankers, the Securities and Exchange Commission, the Dhaka Stock Exchange Limited and all well-wishers for their continued support.

On behalf of the Board of Directors



Syed S. Kaiser Kabir
Managing Director
April 22, 2008

Annexure to Directors' Report to Shareholders

Status of compliance with the conditions imposed by the Commission's Order No. SEC/CMRRCD/2006-158/Admin/02-06 dated 09/01/2006, Condition No. 5 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under condition No. 5.00)

Condition No.	Title	Compliance status (put ✓ in the appropriate column)		Explanation for non-compliance with the condition
		Complied	Not complied	
1.00	BOARD OF DIRECTORS			
1.1	Board's Size: (number of directors in the board minimum.5 and maximum. 20)	✓		
1.2(i)	At least 1/10 th of the total number of directors should be independent directors.	✓		
1.2(ii)	The independent director/(s) should be appointed by the elected directors.	✓		
1.3	Chairman of the Board and Chief Executive Officer should preferably be filled by different individual.	✓		
1.4	THE DIRECTORS' REPORT TO SHAREHODERS			
1.4(a)	The financial statements prepared by the management present fairly its state of affairs the result of its operations, cash flows and changes in equity.	✓		
1.4(b)	Proper books of account of the company have been maintained.	✓		
1.4(c)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgement.	✓		
1.4(d)	International Accounting Standards as applicable in Bangladesh have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.	✓		
1.4(e)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1.4(f)	There are no significant doubts upon the Company's ability to continue as a going concern.	✓		
1.4(g)	Significant deviations from the last year's operating result of the Company should be highlighted and reasons thereof should be explained.	✓		
1.4(h)	Key operating and financial data of at least last preceding three years should be summarized.	✓		
1.4(i)	Reason for not declaring Dividend.			Not applicable
1.4(j)	The number of board meeting held during the year and attendance by each director should be disclosed.	✓		
1.4(k)	Disclosure of pattern of shareholding share holding.	✓		
2.00	CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPANY SECRETARY:			
2.1	Appointment of a Chief Financial Officer, Head of Internal Audit and Company Secretary and define their respective roles, responsibilities and duties.	✓		
2.2	The CFO and the Company Secretary should attend meetings of the Board of Directors..	✓		

Condition No.	Title	Compliance status (put ✓ in the appropriate column)		Explanation for non - compliance with the condition
		Complied	Not complied	
3.00	AUDIT COMMITTEE			
3.1(i)	The Audit Committee should be composed of at least 3 members.	✓		
3.1(ii)	The Board of Directors should appoint members of the Audit Committee from the members of the Board with at least one independent director.	✓		
3.1(iii)	Filling up of vacancy caused in the Audit Committee.	✓		No such case
3.2(i)	The Board of Director should select 1 member of Audit Committee to be the Chairman of the Audit Committee.	✓		
3.2(ii)	Qualification of the Chairman of the audit committee.	✓		
3.3.1(i)	Audit Committee should report on the activities to the Board of Directors.	✓		
3.3.1(ii)(a)	Report on conflict of interest.	✓		Does not arise
3.3.1(ii)(b)	Suspected or presumed fraud or irregularity or material defect in the internal control system.	✓		No such incidence
3.3.1(ii)(c)	Suspected infringement of laws, including securities related laws, rules and regulations.	✓		Does not arise
3.3.1(ii)(d)	Any other matter which should be disclosed to the Board of Directors immediately.	✓		
3.3.2	Reporting of any material impact on financial condition and result of operation, unreasonably ignored by the management should report such findings to the Commission.	✓		No such case
3.4	Reporting to the Shareholders though Annual Report the activities of the Audit Committee under the signature of the Chairman of the Audit Committee.	✓		Annexure-II
4.00	EXTERNAL /STATUTORY AUDITORS			
4.00(i)	No appraisal or valuation services or fairness opinions done by external/statutory auditors.	✓		
4.00(ii)	No financial information system design and implementation done by the external/statutory auditors.	✓		
4.00(iii)	No Bookkeeping or other services related to the accounting records or financial statements done by external/statutory auditors.	✓		
4.00(iv)	No Broker dealer services done by the external/statutory auditors.	✓		
4.00(v)	No Actuarial services carried out by the external/statutory auditors.	✓		
4.00(vi)	No Internal audit services done by the external/statutory auditors.	✓		
4.00(vii)	No other service that the Audit Committee determines done by the external/statutory auditors.	✓		