

Tibet

A Symphony of World-Class
Soap Cosmetics & Toiletries

FROM

BANGLADESH

Mission

Time has rewarded us with the rank of leadership. But we will always remember what it means to us to be the leader in the market. we will always try to explore beyond the boundaries of possibilities. Consumer needs and the Consumer needs alone will be our guiding philosophy in manufacturing and marketing of products that beautify people and satisfy their souls...

Vision

We have a vision to attain our avowed mission of Satisfying Consumer Needs. We envisage for a more beautiful tomorrow for the country, for the region and for the whole world.

Board of Directors

Chairman

Mohammad Obaidul Karim

Managing Director

Md. Rezaul Karim

Directors

Md. Ebadul Karim

Mrs. Arzuda Karim

Mrs. Nurun Nahar

Mrs. Shirin Akhter

Independent Director

Professor Dr. M. Shamsheer Ali

Quazi Mamun-Ul-Ashraf

Management Committee

Md. Abul Khair

Zafar Ahmed

Abu Bakar Siddique

Shah Md. Abdul Wadood

Chief Financial Officer

Abu Bakar Siddique

Company Secretary

Md. Ferdous Jaman

Chief Internal Auditor

Mohd. Shamim Kabir

Audit Committee

Quazi Mamun-Ul-Ashraf

Md. Rezaul Karim

Md. Ebadul Karim

General Information

Bankers

Agrani Bank Limited
National Bank Ltd.
Shahajalal Islami Bank Ltd.
BRAC Bank Ltd.
Islami Bank Bangladesh Ltd.
Standard Bank Ltd.
Southeast Bank Ltd.
Modhumati Bank Ltd.
Jamuna Bank Ltd.

Auditors

Kazi Zahir Khan & Co.
Chartered Accountants
67/4, Kakrail (Pioneer Road)
Dhaka - 1000.

Investors Information

Year of Establishment: 1956
Stock Exchange Listing: Dhaka & Chittagong
Status: Public Limited Company
Business Line: Manufacturing of Cosmetics, Toiletries & Beauty Products
Authorized Capital: BDT. 50,00,00,000
Paid Up Capital: BDT. 10,15,62,500
Number of Shareholders: 6,571
Number of Employees: 1,980

Insurer

Islami Commercial Insurance Company Ltd.

Corporate Office

Orion House, 153-154, Tejgaon I/A
Dhaka-1208 Bangladesh.

Registered Office & Factory

36, Shahid Tajuddin Ahmed Sarani,
Tejgaon, Dhaka-1208 Bangladesh.

Training Course for ADSO & DSO 2015



Annual Sales Conference 2013



CSR Program:



Trade Promotional Scheme at Outlet:

Sandalina Sandal Soap Display Program



Clean Master Toilet Cleaner Display Program



Fast Wash Detergent Powder Display Program



The Market Leader since 1956.

Story of the

Tibet

is the story of
Leadership through quality.

Sandalina Sandal Soap

From the time immemorial sandalwood has been used as a natural source of beautification. Sandalina's enormous popularity as to most popular & Grade-1 (TFM 80%). Sandalina Sandal Soap enriched with Sandal Wood Oil, suitable for all kinds of skin. It makes your skin soft and supple.



Tibet Detergent Powder is prepared from effective extra power whitening and brightening agents to protect delicate skin and fabrics. Gentle refreshing touch of jasmine or lemon fragrance keeps a miracle satisfaction of mind all day long.



Tibet 570 Laundry Soap has been a household name in Bangladesh for the last 57 years. This uniquely formulated washing soap is ideal for any cloth washing.



Tibet Chandan Attar is a well renowned and premium quality product. It is specially made from sandal wood extracts. It is 100% alcohol free and Halal. The fragrance lingers all day long. People of all religion can use the Attar.



A high quality bath soap made from 100% vegetable fat. There are three variants of Tibet Beauty Soap.



Tibet Laundry Soap is a popular laundry soap for the upmarket. This soap is also being used widely throughout the country. It is made from vegetable fat.



Bactrol Hand Wash works as a defense against the spread of many illnesses, from the common cold to more serious illnesses such as meningitis, bronchiolitis, influenza, hepatitis A, and most types of infectious diarrhea.



Tibet Pumpkin Hair Oil, a unique product, represents a heritage of more than 57 years in Bangladesh. It is produced from pumpkin extract, nature's proven hair nourishing agent.



Tibet Ball Soap is a high quality washing soap. It is made from vegetable fat. Tibet ball soap is a combination of optical brightener for brightening and protecting the cloth.



Tibet Pure Coconut Oil is made from the finest quality Coconut Oil, directly imported from Colombo, Sri Lanka.



A seamless blend of antibacterial multi-vitamin complex and Henna oil are among the active ingredients of Tibet Medicated Hair Oil.



The unique formula of am.p.m. Tooth Paste protects teeth from infection, removes plaque and protects decay. Its main ingredients- Calcium Carbonate, fights against decay, Triclosan protects against germs, Mouth Freshner Agent removes bad breath.

The Market Leader since 1956.

Story of the

Tibet

is the story of

Leadership through quality.

Fast wash

Fast Wash Detergent Powder is the premium grade white variant detergent powder. Its fluorescent formula removes tough stains and keeps cloths shiny and white. Its Color Guard formula protects the color and fabric of the cloths. Fast Wash Detergent Powder reduces the average time of cleaning and does not cause skin irritation.



Tibet Baby Powder is specially formulated for sensitive baby skin. The most expensive perfume is used to produce the product. It protects babies from skin rash and infection. It does not block the secretion point of hair root. Tibet Baby Powder keeps rejuvenated with unique fragrance.



Ice Cool Prickly Heat Powder gives relief from the itching, heat, rash and skin irritation from hot weather. Its advanced triple action formula provides the cooling therapy to refresh and relax body and mind from unbearable heat and stress.



A unique combination of well-known antiseptic and soothing cream that guards the facial skin against infections, generates profuse non-irritating foam and provides enough moisture that help smooth shaving.

Sandalina Sandal Talc

Taking extra care of delicate skin, Sandalina Sandal Talc keeps skin soft and smooth. It's sweet sandal perfume lingers for a long while.



Irgason-enriched Tibet Prickly Heat Powder helps treat and prevent rashes and chafing. By absorbing excess perspiration it soothes heat irritation quite instantly.



The principal effectiveness of the Ice Cool Soap is manifested in its very brand name, because MENTHOL has been added with all other skin care properties to ensure cooling and refreshing impact. Its unique defense system protects your skin from Summer heat, by importing cooling effect on your skin.



Special beard softening formula gives you the coolest shave and leaves your face fresh for hours after shaving. It reduces friction to make the shave comfortable. Genstar Lather Shaving Cream improves the performance of your razor/blade.



Tibet Luxury Talcum Powder is a deodorant body powder made from the finest and pure imported talc blended with world famous fragrance from Switzerland and other skin care ingredients that provides all over protection against body odor.



A high quality antibacterial soap made from 100% vegetable fat. Specially formulated with TCC which 100% protects your family health. It is also equally effective against body odor, cuts, scratches and pimples. Bactrol Family Health soap keeps your family clean and protected.



Ice Cool Shaving Cream gives the real cooling sensation to the skin and makes your face fresh and clean. It is made with active cooling agent and foaming properties that make the shave more complete and smooth.



Tibet Tooth Powder has a unique formulation, containing Tryclosan, Calcium and Clove Oil. Clove Oil strengthens enamel and give sparkling fresh breath. Tibet Tooth Powder makes the teeth whiter and stronger.

The Market Leader since 1956.

Story of the

Tibet

is the story of
Leadership through quality.

Tibet snow

EMOLIN enriched Tibet Snow is an ideal skin care cream for all seasons. It is a mild skin care cream, made according to the BP (British Pharma Copoiea) grade ingredients added with moisturizer and sufficient skin nutrients. It has strong brand loyalty and brand equity.

Tibet Petroleum Jelly

Tibet Petroleum Jelly is a very popular winter tip for beauty conscious men and women. This unique Tibet Petroleum Jelly is made from the finest contents added by Jojoba Oil, rejuvenating fragrance and moisturizing fragrance.

Tibet lip gel

An addition of Cocoa Butter, extra moisturizing and emollient agents with pure petroleum jelly and mineral oils make this product neat all day long for protection against cracking and chapping of the lips in the dry winter season.

Xpert

Xpert is a highly effective antibacterial dishwash liquid and powder. Lemon fragrancd Xpert Dishwash Liquid and Powder is a special blend of active ingredients that gives fastest cleaning action against grease, oils-fat, stains and other deposits without any scratch.

Tibet Pomade

Tibet Pomade is a well accepted and ideal winter skin care product which made from Rose Oil & pure petroleum jelly added with mineral oils with refreshing fragrance. It protects skin from dryness, penetrates through layers of skin to cure cracked lips, ankle and feet.

Tibet Glycerin

Emolin enriched Tibet Glycerin is a very popular winter solution for beauty conscious men and women. It's 100% pure and natural formulation prevents skin from dryness and improves complexion, resulting the skin to be soft and smooth.

Heel Guard

Cracked Heel Cream

Due to massive loss of moisture from skin, especially in dry weather, heel and adjoining foot edges get cracked and the cracks become increasingly larger. It is a common syndrome throughout the year, but mostly prevalent during winter season. That suggests the crucial importance of an effective heel protection preparation like Heel Guard.

WIPER Glass cleaner

Wiper is one of the finest Glass Cleaners in Bangladesh. After long research and development, a world class glass and household cleaner has been introduced that does not only clean the dusts, but also kill the germs. Clear visibility is ensured now!

FRUITY Chap Stick

Contains Vitamin C and E to protect lips from dry and cold weather. Enriched with cocoa butter, Jojoba Oil and freshly fruity odor, it brings both moisture and fragrance. The botanical extracts prevent collagen loss and flatten fine lines on lips. Keeps your lips smooth and supple.

Tibet BABY LOTION

Specially formulated for Baby's soft and tender skin, the Baby Lotion is a synergistic blend of Aloe Vera Gel, beauty oils, moisturizers and emollient agents. It keeps the Baby's delicate skin soft, gentle and velvety.

CLEAN MASTER

Liquid Toilet Cleaner

Clean Master Liquid Toilet Cleaner is a highly effective toilet cleaner that is enriched with extra power of LABSA and special inorganic chemical. Clean Master Liquid Toilet Cleaner removes tough stains, kills germs and deodorizes toilet within a very short time.

Transmittal Letter

The Hon'ble Shareholders
Bangladesh Securities and Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.

Sub: Annual Report for the year ended June 30, 2015

Dear Sir(s)

We are privileged to inform you that the Board of Directors of Kohinoor Chemical Co. (BD) Ltd. has taken the decision, in its Board Meeting held on October 31, 2015, to hold its 28th Annual General Meeting on Tuesday, December 15, 2015 at 9.30 AM at Officer's Club, 26, Baily Road, Raman, Dhaka.

As per the notification of Bangladesh Securities and Exchange Commission, we are enclosing a copy of the Annual Report together with the Audited Financial Statements including Statement of Financial Position as on June 30, 2015, Statement of Comprehensive Income, Changes in Equity and Cash Flows for the year ended June 30, 2015 along with notes as well as the Directors' Report of the Company thereon for your record/necessary measures.

Yours sincerely

Sd/-

Md. Ferdous Jaman
Company Secretary
Dated: October 31, 2015

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED
36, Shahid Tajuddin Ahmed Sarani, Tejgaon I/A, Dhaka-1208

NOTICE OF THE 28th ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting (AGM) of Shareholders of KOHINOOR CHEMICAL COMPANY (BANGLADESH) Limited will be held on December 15, 2015 Tuesday at 9.30 a.m. at Officers Club, 26 Baily Road, Ramna, Dhaka-1000, Bangladesh, to transact the following businesses:-

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2015 together with the Auditors' Report and Directors' Reports thereon.
2. To declare dividend for the year ended June 30, 2015.
3. To elect directors in terms of the relevant provisions of Articles of Association.
4. To appoint auditors and to fix their remuneration for the financial year 2015-2016.
5. To approve the appointment of the Independent Director.
6. To transact any other business with the permission of the Chair.

Date: October 31, 2015
Dhaka

By Order of the Board

Sd/-
Md. Ferdous Jaman
Company Secretary

Note:

1. "Record Date" shall be the 19th November, 2015 (Thursday). Shareholders whose names appeared in the Depository on the Record Date will be eligible to attend the meeting and will qualify for Dividend.
2. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The proxy form, duly stamped, must be deposited at the Company's Corporate Office not later than 48 hours before the time fixed for the meeting and in default, Form of Proxy will not be treated as valid.
3. Admission into the venue of the AGM will be allowed on the production of the attendance slip sent with the Annual Report

*Attn: As per BSEC guideline the shareholders shall not be entertained with any gift/food item in the AGM.

5 Years

Financial Highlights

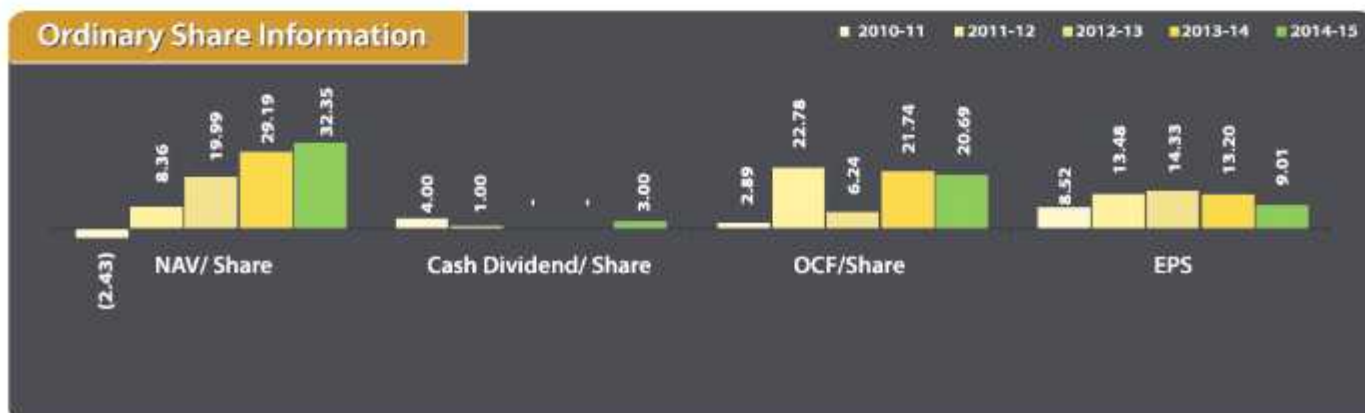
(BDT in Thousand)

	2014-15	2013-14	2012-13	2011-12	2010-11
OPERATIONAL RESULT					
Net Sales Revenue	2,656,901	2,960,859	2,718,968	2,507,492	1,850,615
Gross Profit	477,614	531,335	470,625	429,583	316,272
Operating Profit	152,650	223,123	179,704	137,157	93,068
Net Profit before Tax	118,195	153,832	125,458	83,598	57,533
Net Profit after Tax	91,457	107,217	93,128	67,380	42,582
FINANCIAL POSITION					
Shareholders' equity	328,605	237,147	129,931	41,803	(12,166)
Total Assets	1,656,468	1,745,369	1,668,177	1,567,172	1,422,309
Total Current Assets	1,346,238	1,439,953	1,343,851	1,237,237	1,081,179
Total Current Liabilities	952,818	1,129,436	1,161,068	1,147,021	1,087,407
FINANCIAL RATIOS					
Current Ratio (times)	1.41	1.27	1.16	1.08	0.99
Debt Equity Ratio (times)	4.04	6.36	11.84	36.49	(117.91)
Return on Total Assets (%)	5.52	6.14	8.76	7.56	5.57
Inventory Turnover (times)	2.57	2.58	2.60	2.69	2.19
Price Earning Ratio –DSE (times)	39.28	29.92	16.75	13.35	25.35
ORDINARY SHARES INFORMATION					
Number of Shares Outstanding	10,156,250	8,125,000	6,500,000	5,000,000	*5,000,000
Dividend (Cash) (%)	30.00	-	-	10.00	40.00
Dividend (Stock) (%)	-	25.00	25.00	30.00	-
Net Asset Value per Share (BDT)	32.35	29.19	19.99	8.36	(2.43)
Operating Cash flow per Share (BDT)	20.69	21.74	6.24	22.78	2.89
Earnings per Share (BDT)	9.01	13.20	14.33	13.48	8.52
Number of Shareholders	6,571	5,946	6,026	6,262	5,705
OTHER DATA					
Number of Employees	1,980	1,841	1,702	1,556	1,479
HUMAN RESOURCES					
Officers	380	350	330	311	287
Staff	1,046	949	873	758	716
Workers	554	542	499	487	476
Total	1,980	1,841	1,702	1,556	1,479

Note:

* Based on the face value of BDT. 10/-

Graphical Presentation of Selected Growth Indicators

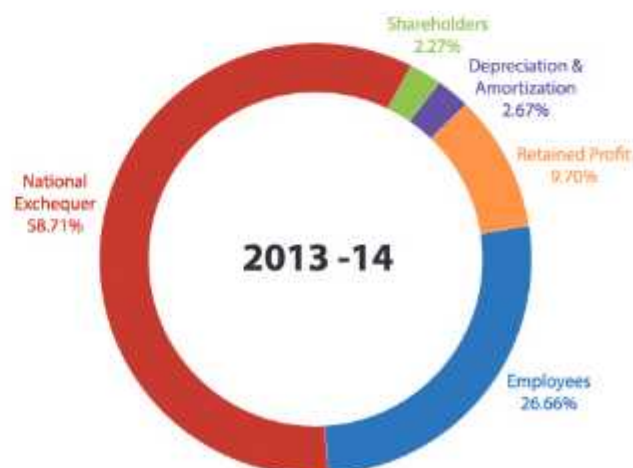
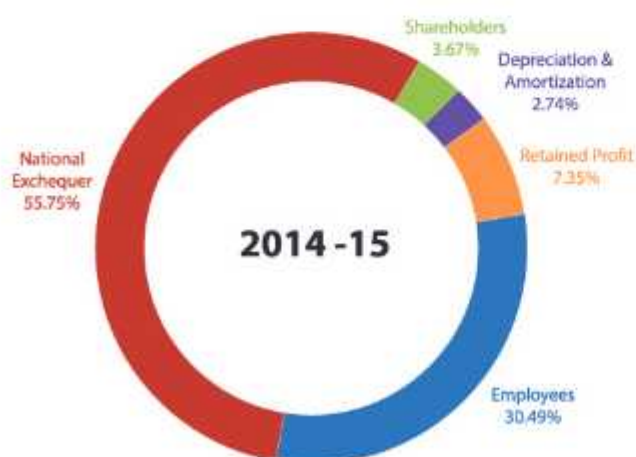


Value Added Statement

For the Year Ended June 30, 2015

(Figures in thousand BDT)

Particulars	2014-15		2013-14	
	Amount	%	Amount	%
Value Added:				
Gross Revenue	3,067,450		3,425,500	
Less: Bought in Materials and Services	(2,247,885)		(2,532,906)	
Add: Other income	9,663		3,244	
Total value added	<u>829,228</u>	<u>100.00</u>	<u>895,838</u>	<u>100.00</u>
Distribution of added value:				
To employees as salaries, wages and allowances	252,827	30.49	238,802	26.66
To National Exchequer	462,257	55.75	525,926	58.71
To shareholders as dividend	30,469	3.67	20,313	2.27
	<u>715,084</u>	<u>89.91</u>	<u>785,041</u>	<u>87.63</u>
Retained for reinvestment and future growth:				
Depreciation and amortization	22,687	2.74	23,893	2.67
Retained profit	60,988	7.35	86,904	9.70
	<u>114,144</u>	<u>10.09</u>	<u>110,797</u>	<u>12.37</u>
	<u>829,228</u>	<u>100.00</u>	<u>895,838</u>	<u>100.00</u>



From the Desk of The Chairman

Dear Fellow Shareholders,

As-salamu Alaikum

I extend a very warm welcome to you all at the 28th Annual General Meeting (AGM) of Kohinoor Chemical Company (BD) Limited. At the very outset, I would like to express my profound gratitude to all of you for the sincere co-operation, continued belief, active support and kind patronage extended to the Company towards making Kohinoor Chemical Company (BD) Limited as a foremost brand of our country.

The Annual report of Kohinoor Chemical Company (BD) Limited containing the Directors' Report and the Audit Committee's report on Financial Statements & Internal Control, the Financial Statements together with the Auditors' Report thereon for the year ended on 30 June 2015, have already been circulated and are in your hands. Different quantitative and qualitative parameters presented in front of you through this Report will provide a detailed overview of your Company's performance during the year 2014-15.

Before I commence discussion on specific issues of your Company, I would like to touch upon the political environment in which the Company achieved its performance during the year 2014-15. Political disturbances prevailed during the first half of 2015 made the said period of the year uncertain and the unprecedented political strike, blockades, violence and unrest adversely affected the business as a whole. These factors and the generally depressed economy, affected not only our company, but also most of the business houses.

During the first six months of the reporting financial year i.e. from July to December, 2014, the performance of your company was highly impressive. But due to the prevalence of political unrest during the last six months of the reporting year i.e. from January to June, 2015, which almost broke the supply chain down, the Company suffered so much and ultimately had not been able to achieve the expected financial performance for the year under review.

Now coming to the discussion on the financial performance of your Company during 2014-15, I would like to inform you that the Company attained net revenue of BDT 2,656.90 million as against BDT 2,960.86 million of the prior year, registering a negative growth of 10.27% over the previous year.

During this financial year, gross profit stood at BDT 477.61 million reflecting a negative growth of 10.11% and also net profit reached to BDT 91.46 million which is lower than the previous year's net profit by 14.70%. As I have told before, the main reason behind such downward result in the overall financial performance of the Company was the existence of political instability of our country. Had it not been for the political turmoil of the country, your Company would surely have attained a position much better than the current one.

Also, the earnings per share for the year 2014-15 is BDT 9.01 compared to previous year's earning per share of BDT 10.56 calculated after adjustment of bonus share. As there is reasonable profit available for distribution as dividend to the shareholders and also considering the business performance of the year under review and keeping in mind the future plan of the company, your Company has recommended 30% cash dividend to its shareholders for the financial year 2014-15.

We would like to inform you that due to the expiration of 2 (two) terms of office of Lt. Col. Kamal Ahmed PSC. (Retrd), he is unable to act as the Independent Director of the Company. Therefore, the Board has appointed Mr. Quazi Mamun-Ul Ashraf in place of Lt. Col. Kamal Ahmed PSC. (Retrd) as the Independent Director of the Board and subsequently, will act as the Chairman of the Audit Committee subject to the approval of Shareholders from this AGM.

Last year KCCL's profitability was quite satisfactory but this is not that much increased rather decreased during the year under report. Therefore, our main target for the next year will be to increase the volume of sales and to capture the market by initiating new marketing strategy including launching of new products.

Likewise previous years, it was our one of the key objects to diversify our products range over the last years. In line with this, your Company has launched one (1) new product namely Tibet Glycerin Rose-60gm during the year under review- a move that will surely help us generate more revenues during the winter season of coming years and should hopefully be one of the major source of revenue for your Company.

You are aware of the fact that Kohinoor Chemical Company (BD) Limited is quite conscious of its responsibility and is trying to be fully compliant with all Government regulations from the inception of its operation and maintaining the increasing trend of its contribution to the National Exchequer. However, the downturn of revenue has badly affected this figure and accordingly, the contribution to national exchequer by your Company in 2014-15 was BDT 462.26 million which is lower than the previous year's contribution by BDT 63.70 million.

As we know, the financial year 2015-16 would be very challenging for the Company as we have to triumph over the negative results of the year 2014-15 as well as to rebound the upward trend of financial performance growth. Still, we are very much optimistic regarding the achievement of the said target in next year because of the coveted position of our brand in the Bangladesh market.

Finally, we are thankful to you, dear Shareholders, for your trust and confidence on us. Your valued suggestions, advices and continuous supports are the driving forces behind the growth and development of this business. Thanks to the commitment, dedication and hard work of the employees who are core to our success.

On behalf of the Board of Directors, I would also like to take this opportunity to sincerely thank and express our appreciation to all valued stakeholders including business partners, customers, bankers, suppliers, government agencies, regulatory authorities and everyone with whom the company interacted with in conducting its business.

We renew our promise to remain committed to generating long term value for our investors through providing superior value to customers, extending our distribution network, efficiency in operation, adapting innovative technology and continued efforts in brand building.

Thank you,

Sd/-

Mohammad Obaidul Karim
Chairman

চেয়ারম্যান-এর বাণী

বিস্মিল্লাহির রাহমানির রাহিম

প্রিয় শেয়ারহোল্ডার ও সহকর্মীবৃন্দ
আসসালামু আলাইকুম,

কোহিনুর কেমিক্যাল কোম্পানী (বাং) লিমিটেড এর পরিচালকমণ্ডলীর পক্ষ থেকে কোম্পানীর ২৮তম বার্ষিক সাধারণ সভায় আপনাদের স্বাগত জানাতে পেরে আমি পরম করুণাময়ের কাছে শুক্রিয়া আদায় করছি এবং সভার শুরুতেই আমাদের কোম্পানীর প্রতি আপনাদের আন্তরিক সহযোগীতা ও সমর্থনের জন্য কৃতজ্ঞতা জানাচ্ছি।

কোহিনুর কেমিক্যাল কোম্পানী (বাং) লিমিটেডের ৩০শে জুন ২০১৫ সমাপ্ত আর্থিক বছরের বার্ষিক প্রতিবেদন ইতিমধ্যে প্রচারিত হয়েছে এবং আপনাদের হাতে পৌঁছেছে যেখানে কোম্পানীর আর্থিক বিবৃতি ও আভ্যন্তরীণ নিয়ন্ত্রন সম্বন্ধে পরিচালকদের প্রতিবেদন ও নিরীক্ষা কমিটির প্রতিবেদন সহ নিরীক্ষকের প্রতিবেদনটি প্রকাশিত হয়েছে। এসব প্রতিবেদনে বিভিন্ন পরিমাণগত ও গুণগত পরিমাপক প্রকাশের মাধ্যমে কোম্পানীর ২০১৪-২০১৫ আর্থিক বছরের কার্যাবলী সম্মাদনের বিস্তারিত তথ্য উঠে এসেছে।

আমি আপনাদের কোম্পানী সম্বন্ধে সুনির্দিষ্ট পটভূমিতে বক্তৃতা দেওয়ার পূর্বে আলোচ্য অর্থ বছরটি যে বিভিন্ন রাজনৈতিক অস্থিরতার মাঝ দিয়ে অতিবাহিত হয়েছে সেটি সবিনয়ে জানাতে চাই। ২০১৫ সালের প্রথম অর্ধ বছরটি কেটেছে হরতাল, অবরোধসহ বিভিন্ন ধরনের প্রতিবন্ধকতার মধ্য দিয়ে। যা দেশের আর্থিক গতিশীলতাকে বাঁধার সম্মুখীন করে। ফলে এতে শুধু আপনাদের কোম্পানীই আর্থিক ক্ষতির সম্মুখীন হয়নি দেশের বড় বড় ব্যবসা প্রতিষ্ঠানও ক্ষতির সম্মুখীন হয়।

আলোচ্য বছরের প্রথম ছয় মাসে কোম্পানীর কার্যকরীতা ছিল যথেষ্ট আশানুরূপ কিন্তু শেষের ছয় মাসে রাজনৈতিক অস্থিরতার কারণে বিপন্ন সহ সমস্ত সরবরাহ ব্যবস্থা ভেঙ্গে পড়ে। ফলে কোম্পানীর পক্ষে পুনর্নির্ধারিত লক্ষ্যে পৌঁছানো সম্ভব হয়নি। এখন আমরা আসি কোম্পানীর ২০১৪-২০১৫ অর্থ বছরের কার্যসম্পাদনের আলোচ্য সূচিতে। আমি আপনাদের জানাতে চাই আলোচ্য অর্থ বছরে কোম্পানীর নীট বিক্রয় ২৬৫.০৯ কোটি টাকা যা পূর্বের বছরে ছিল ২৯৬.০৯ কোটি টাকা। ফলে পূর্ববর্তী বছরের তুলনায় ১০.২৭% ঋনাত্মক প্রবৃদ্ধি দেখা দেয়।

এ অর্থ বছরে আমাদের মোট মুনাফা দাঁড়ায় ৪৭.৭৬ কোটি টাকা যেখানে ১০.১১% ঋনাত্মক প্রবৃদ্ধি প্রতিফলিত হয় এবং নীট মুনাফা হয় ৯.১৫ কোটি টাকা যা পূর্ববর্তী বছরের তুলনায় ১৪.৭০% কম। এরূপ ঋনাত্মক প্রবৃদ্ধির কারণ হল রাজনৈতিক অস্থিরতা যা আমি পূর্বেই আপনাদের বলেছি। দেশ যদি এরূপ গোলযোগ পূর্ণ অবস্থায় না পড়ত তবে নিশ্চয় আপনাদের কোম্পানী আশানুরূপ লক্ষ্যমাত্রায় পৌঁছাতে পারত এবং কাক্ষিত প্রবৃদ্ধি ধরে রাখতে সক্ষম হত।

২০১৪-২০১৫ অর্থ বছরে শেয়ার প্রতি আয় দাঁড়ায় ৯.০১ টাকা যা গত বছর বোনাস শেয়ার সমন্বয় করা পর ছিল ১০.৫৬ টাকা। কোম্পানীর ব্যবসায়িক কার্যক্রম ও ভবিষ্যত পরিকল্পনা মাথায় রেখে আলোচ্য বছরে আপনাদের কোম্পানী ৩০% নগদ লভ্যাংশ দেওয়ার সুপারিশ করছে।

আমরা আপনাদের জানাতে চায় যে কোম্পানীর নিরপেক্ষ পরিচালক লেঃ কলঃ কামাল আহমেদ পিএসসি (অবঃ) ইতিমধ্যে তাঁর দ্বিতীয় মেয়াদ শেষ করেছেন বিধায় এখন তার পক্ষে নিরপেক্ষ পরিচালক হিসাবে ভূমিকা রাখা সম্ভব নয়। ফলে পর্ষদ জনাব কাজী মামুন-উল আশরাফ কে নিরপেক্ষ পরিচালক হিসাবে নিয়োগ করেছেন এবং বার্ষিক সাধারণ সভায় অনুমোদিত হওয়ার পর জনাব কাজী মামুন-উল আশরাফ নিরপেক্ষ পরিচালকের সাথে সাথে নিরীক্ষা কমিটির চেয়ারম্যান হিসাবেও দায়িত্ব পালন করবেন।

গত বছর কোম্পানীর অর্জিত মুনাফা ছিল সন্তোষজনক কিন্তু এবছর কোম্পানীর মুনাফা না বেড়ে বরং কমে গেছে। সুতরাং আগামী বছর আমাদের প্রধান লক্ষ্য হবে বিক্রয় বৃদ্ধি এবং নতুন বিক্রয় কৌশল গ্রহণ করে নতুন নতুন পন্যের মাধ্যমে বাজার দখল করা।

প্রতি বছরের মত পন্য বৈচিত্র্যকরনের আওতায় আপনাদের কোম্পানী এবার তিক্তত গ্লিসারিন রোজ ৬০ গ্রামের ১টি নতুন পন্য সংযোজন করেছে যা আমাদের চলতি বছরে অর্থাৎ ২০১৫-২০১৬ অর্থ বছরের শীতকালীন বিক্রয় বৃদ্ধিতে সহায়ক হবে এবং সঙ্গে সঙ্গে কোম্পানীর মোট বিক্রয় বৃদ্ধি করবে বলে আশা করি।

আপনারা সবাই অবগত আছেন যে, কোহিনূর কেমিক্যাল কোম্পানী (বাং) লিমিটেড শুরু থেকেই অত্যন্ত দায়িত্বশীল এবং সচেতনতার সাথে সরকারী বিধি বিধান মেনে আসছে। প্রতি বছর ক্রমবর্ধমান হারে সরকারী কোষাগারে জমা বৃদ্ধি করে আসছে। কিন্তু আলোচ্য বছরে বিক্রয় কমে যাওয়ায় সরকারী কোষাগারে জমার পরিমাণ দাঁড়ায় ৪৬.২৩ কোটি টাকা যা গত বছরের তুলনায় ৬.৩৭ কোটি টাকা কম। আমরা সবাই জানি যে ২০১৪-২০১৫ সালের ঋনাত্মক প্রবৃত্তিকে ছাপিয়ে ধনাত্মক প্রবৃত্তিতে আসার জন্য ২০১৫-২০১৬ অর্থ বছর হবে আমাদের জন্য অত্যন্ত প্রতিযোগিতামূলক। তবে আমরা দৃঢ়ভাবে বিশ্বাস করি আপনারদের কোম্পানীর সুনাম ও বাজারের অবস্থান আমাদের অবশ্যই কাঙ্ক্ষিত লক্ষ্যে নিয়ে যাবে।

প্রিয় শেয়ারহোল্ডারবৃন্দ, আমাদের উপর আপনারদের বিশ্বাস ও আন্তরিকতার জন্য আমরা আপনারদের নিকট কৃতজ্ঞতা জ্ঞাপন করছি। আপনারদের মূল্যবান প্রস্তাবনা, উপদেশ এবং সর্বাত্মক সহযোগিতা আমাদের ব্যবসায়িক প্রবৃদ্ধি ও সফলতা আনয়নে সাহায্য করবে। সেই সঙ্গে আমি কোম্পানীর সমস্ত কর্মকর্তা ও কর্মচারীকে ধন্যবাদ জানাই যাদের অক্লান্ত পরিশ্রম, দক্ষতা ও অভিজ্ঞতা কোম্পানীর উন্নয়নে অবদান রাখছে।

অবশেষে সভার পরিচালকমণ্ডলীর পক্ষ থেকে উপস্থিত সবাইকে আন্তরিক অভিনন্দন ও কৃতজ্ঞতা জানাচ্ছি। একই সঙ্গে আমাদের সকল গ্রাহক, ব্যাংক, আর্থিক প্রতিষ্ঠান, সরবরাহকারী, সরকারি বিভাগ সমূহ ও নিয়ন্ত্রনকারী সংস্থা সহ আমাদের কর্মকাণ্ডের সাথে প্রত্যক্ষ ও পরোক্ষ ভাবে জড়িত সকলকে আন্তরিক ধন্যবাদ এবং কৃতজ্ঞতা জানাচ্ছি।

পরিশেষে আমরা আবার আমাদের অঙ্গীকারের কথা স্মরণ করে বলতে চাই সার্বাধিক ভোক্তা সন্তুষ্টি, সরবরাহ ব্যবস্থা বৃদ্ধিকরণ, কার্যদক্ষতা উন্নয়ন এবং শিল্প ব্যবস্থার আধুনিকীকরণের মাধ্যমে আমরা আমাদের বিনিয়োগকারীদের দীর্ঘমেয়াদী স্বার্থ সংরক্ষনে সচেষ্ট থাকব।

অসীম করুণাময় আল্লাহ্ আমাদের সকলকে পরম সুখ ও শান্তি দান করুন।

আল্লাহ্ হাফেজ।

স্বা/-

মোহাম্মদ ওবায়দুল করিম
চেয়ারম্যান

Directors' Report to The Shareholders

Dear Shareholders,

The Directors have pleasure in submitting hereunder their report together with the Audited Accounts of the company for the year ended on 30th June, 2015 and Auditors' Report thereon:

INDUSTRY OUTLOOK

Cosmetics and toiletries Industry in Bangladesh continues to grow at a double digit rate over the last 15 years reaching to annual turnover of BDT 150 billion in 2014. Of the BDT 150 billion market, local brands dominate in this booming industry with a 60 percent share compared to only 40 percent in the late nineties. By maintaining and supplying quality goods at competitive prices, local producers are being able to reduce the dependence on import of cosmetics and toiletries products which was more than 60 percent before 2000.

The presence of multinational companies is very eminent in this industry. Till now Unilever is the market leader of the sector. However, Kohinoor Chemical Company (BD) Limited is an established company in the country's cosmetics, toiletries and household market segment. It also has a strong presence and holds a significant percentage of market shares in this market and accordingly has positioned itself as one of the top five companies of this sector of Bangladesh.

Since, these products will enjoy sustainable demand in the foreseeable future because of the massive consumerisation coupled with a rising purchasing capacity of middle-income generation, it is expected that Kohinoor Chemical Company (BD) Limited will be able to maintain its position in the cosmetics, toiletries and household sector of Bangladesh in the upcoming years.

HIGHLIGHTS ON FINANCIAL RESULTS

The Board of Directors takes pleasure in reporting the summary of the Financial Results of the Company for the year ended June 30, 2015:

Particulars	2014-15	2013-14	% increase (decrease)
Net Sales Revenue (BDT)	2,656,900,567	2,960,859,038	(10.27)
Cost of Goods Sold (BDT)	(2,179,286,324)	(2,429,523,708)	(10.30)
Gross Profit (BDT)	477,614,243	531,335,331	(10.11)
Operating Profit (BDT)	152,649,508	223,122,686	(31.58)
Net Profit (BT) (BDT)	118,195,293	153,831,672	(23.17)
Net Profit (AT) (BDT)	91,457,444	107,216,680	(14.70)
Earnings per Share	9.01	10.56*	(14.68)

*After adjustment of bonus share

The Company recorded 10.27% negative growth in net sales revenue during the financial year 2014-15 over previous year. Negative revenue growth has derived mainly from the decrease in sale of products because of existence of the continuous political disorder throughout the early period of 2015 which has ultimately resulted in the decrease of bottom line figure of the Company by 14.70% over last financial year.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

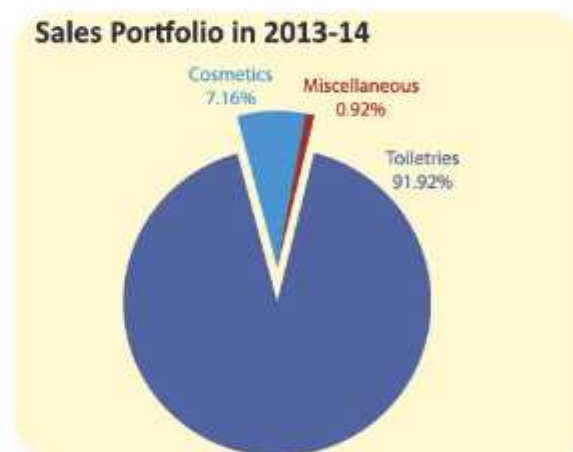
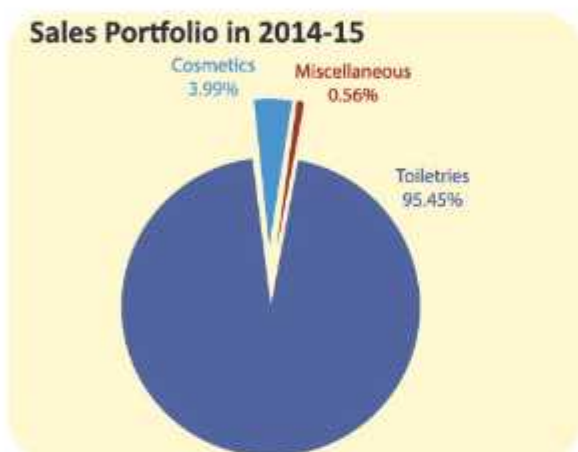
Kohinoor Chemical Company (BD) Limited is operating its business in a single market segment i.e. the cosmetics and toiletries industry of Bangladesh within and outside the territory of Bangladesh. The breakup of product wise gross sales figure and sales figure of the Company into Local and Export Sales are as below:

a) Product wise Sales Breakup:

Year	Toiletries Products	Cosmetics Products	Miscellaneous Products	Total Revenue
2014-15	2,927,961,028	122,444,102	17,044,421	3,067,449,550
2013-14	3,148,817,909	245,274,676	31,407,475	3,425,500,059

b) Local and Export Sales Breakup:

Year	Local	Export	Total Revenue
2014-15	3,065,042,230	2,407,320	3,067,449,550
2013-14	3,423,078,699	2,421,360	3,425,500,059



RISKS AND CONCERNS

The Company is always aware of that business is subject to variety of risks and uncertainties e.g. Industry Risks, Regulatory Risks, Market Risk, Operational Risk, Legal Risk, Interest Rate Risk, Exchange Rate Risk and potential changes in Global or National policies etc. In this respect, KCCL has well defined it's risk management policies and introduced periodic monitoring system that act as an effective tool in mitigating various risks to which our businesses are exposed to in the course of its day-to-day operations as well as in its strategic actions.

COST OF GOODS SOLD, GROSS PROFIT MARGIN AND NET PROFIT MARGIN

The overall costs of raw materials as well as the cost of goods sold relative to net sales remained almost stable during the reporting year and the previous year (raw material cost is 65% of net sales and cost of goods sold is 82% of net sales during both years).

COGS	Value in BDT		% of Total COGS	
	2014-15	2013-14	2014-15	2013-14
Raw Materials	1,743,389,904	1,926,232,566	80.00	79.28
Packing Materials	261,361,531	293,027,039	11.99	12.06
Factory Overhead	197,674,686	193,744,163	9.07	7.97
Manufacturing Cost	2,202,426,121	2,413,003,768	101.06	99.32
WIP (Opening-Closing)	(11,043,407)	8,044,468	(0.51)	0.33
FG (Opening-Closing)	(12,096,390)	8,475,472	(0.56)	0.35
Cost of Goods Sold	2,179,286,324	2,429,523,708	100.00	100.00
Cost of Goods Sold % of Net Sales in 2014-15				82.02%
Cost of Goods Sold % of Net Sales in 2013-14				82.05%



CAPITAL EXPENDITURES

The outflow of fund made for the acquisition of fixed assets of Kohinoor Chemical Company (BD) Limited during the year under report is as follows:

Additional Investment	Amount in BDT	
	2014-15	2013-14
Plant and Machinery	22,620,201	2,949,059
Vehicles	4,554,776	2,009,522
Office Equipment	260,400	35,000
Other Assets	97,000	-
Total	27,532,377	4,993,581

PRODUCT DEVELOPMENT

Kohinoor Chemical Company (BD) Limited is better known for its brand Tibet. Taking into consideration the brand image of Tibet in the market, KCCL launched diversified products under this brand name like Tibet Snow, Tibet Lip-Gel, Tibet 570 laundry soap, Tibet Beauty soap etc. In line with this, the Company launched Tibet Glycerin Rose - 60 gm considering the importance of grabbing mainly the winter season market share for Glycerin.

EXTRA-ORDINARY GAIN OR LOSS

There is no extra-ordinary gain or loss in the financial statements prepared for the financial year under report.

RELATED PARTY TRANSACTION

Since the Company didn't carry out any transactions with related parties during the financial year 2014-15, disclosure of a statement of all related party transactions is not relevant for the reporting year.

UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES, RIGHT SHARES AND/OR THROUGH ANY OTHER INSTRUMENT

Initial Public Offering (IPO) of Kohinoor Chemical Company (BD) limited was made in 1988 and the fund raised thereby has already been utilized and reported accordingly to the respective regulators. No further issue of any instrument was made during the year.

EXPLANATION IF FINANCIAL RESULTS DETERIORATE AFTER THE COMPANY GOES FOR IPO, RPO, RIGHT OFFER, DIRECT LISTING

As stated above, KCCL went for IPO in 1988 and after that the company did not raise any fund by any sort of offerings like Repeated Public Offering, Right Issue, and Direct Listing during the financial year 2014-15. Therefore, no explanation is required in this connection.

EXPLANATION ABOUT SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

No significant variations have occurred between the quarterly and annual financial statements of the Company during the year.

REMUNERATION TO DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Directors of KCCL do not receive any remuneration or other facilities or perquisites during the reporting financial year.

CORPORATE AND FINANCIAL REPORTING

The Directors are pleased to conform the following:

- The Financial Statements of the Company present true and fair view of its state of affairs, the result of its operation, cash flows and changes of equity.
- Books of Accounts have been maintained properly as required by the law.
- Appropriate accounting policies have been consistently applied in formulating the financial statements and accounting estimates were reasonable and prudent.
- The financial statements were prepared in accordance with International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh.
- Internal Control System is sound in design and implemented and monitored effectively.
- Key operating and financial data of preceding five years have been included in the report.

SIGNIFICANT DEVIATION FROM THE OPERATING RESULTS OF LAST YEAR

During the year, no significant variations occurred from the operating results of last year.

GOING CONCERN

Subsequent to the conduction of appropriate enquiries and analysis of the significant operating and financials, the Board ensures that the Company has the ability to continue its operation for a foreseeable future. The Directors have a reasonable anticipation that the resources are adequate to continue its operation without any major interruptions. Therefore, all these analysis qualify the Company as a going concern and consequently the financial statements are also prepared on the basis of going concern assumption.

APPROPRIATIONS OF PROFIT

Considering the annual accounts of Kohinoor Chemical Company (BD) Limited and also the interest of the Shareholders, the Board of Directors has proposed and recommended following appropriation of profit for the financial year 2014-15:

Net profit for the Year (2014-15)	91,457,444	
Add: Profit brought forward from previous year	<u>128,441,147</u>	
Profit available for distribution		219,898,591
Less: Appropriation proposed:		
Cash Dividend @ 30%		<u>30,468,750</u>
Transfer to retained earnings		<u>189,429,841</u>

BOARD MEETINGS HELD

The number of Board Meetings and attendance of the directors, CFO and CS during the financial year 2014-15 were as follows:

Name	Status	Meeting held	Meeting Attended
Mr. Mohammad Obaidul Karim	Chairman	5	5
Mr. Md. Rezaul Karim	Managing Director	5	5
Mr. Md. Ebadul Karim	Director	5	5
Mrs. Arzuda Karim	Director	5	5
Mrs. Nurun Nahar	Director	5	5
Mrs. Shirin Akhter	Director	5	5
Lt. Col. Kamal Ahmed PSC (Retd)	Independent Director	5	5
Dr. M. Shamsher Ali	Independent Director	5	5
Mr. Abu Bakar Siddique	Chief Financial Officer	5	5
Mr. Md. Ferdous Jaman	Company Secretary	5	5

SHAREHOLDING STRUCTURE OF THE COMPANY

The present shareholding structure of the Company is shown in the next chapter 'Annexure to the Directors' Report'.

DECLARATION OF DIVIDEND

With the Directors' recommendation for a cash dividend of BDT 3.00 (30%) per share for the year, the Company will have a payout of BDT 30,468,750 subject to approval in the Annual General Meeting. The dividend will be applicable for the shareholders whose names will appear in the share register of the Company and/or Depository Register of CDBL as on Record Date i.e. November 19, 2015.



ENVIRONMENTAL CONSIDERATION

Kohinoor Chemical Company (BD) Limited is highly committed to providing a healthy and pollution free environment for its employees, customers, suppliers, and all other parties with whom it interacted to conduct its business. They are continuously striving to minimize the environmental impact through their operational excellence. The Company follows different Rules, Regulations and standards applicable for the Company in order to maintain a pollution free environment and its facilities are carefully designed and operated to prevent all forms of pollution.

CONTRIBUTION TO NATIONAL ECONOMY

The total contribution to the National exchequer by Kohinoor Chemical Company (BD) Limited in 2014-15 was BDT 462.26 million in the form of VAT, Supplementary Duty and Advance Income tax paid during the year. The contribution constitutes 17.40% of the net revenue.

ELECTION OF DIRECTORS

With regard to the appointment, retirement and re-appointment of Directors, the Company is governed by its Articles of Association, the Companies Act 1994 and other related legislations. In order to comply with the provision mentioned under Section 91(2) of the Companies Act-1994, at least one third of the Directors shall retire from the office in each Annual General Meeting.

Pursuant to the above, Mr. Md. Ebadul Karim and Mrs. Arzuda Karim, Directors of the Company, retire by rotation from the Board, but being eligible, have offered themselves for re-election. Brief profiles of the Directors being proposed for re-appointment are given in Annexure-II.

APPROVAL OF APPOINTMENT OF INDEPENDENT DIRECTOR

As per the condition No. 1.2 (vi) of Notification No.SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August, 2012 imposed by BSEC, the Independent Director shall be appointed for a period of three years which may be extended for one term only. Here, Lt. Col. Kamal Ahmed PSC (Retrd.), the existing Independent Director of the Company, has already completed two term of his appointment. Now according to the aforesaid Corporate Governance Guidelines imposed by BSEC, the Board of Directors needs to appoint a new Independent Director in place of Lt. Col. Kamal Ahmed PSC (Retrd.) from next financial year i.e. 2015-16 subject to the approval of the shareholders in this AGM.

In consideration of this, the Board of Directors has appointed Mr. Quazi Mamun-Ul Ashraf, former Manager & Vice President of Jamuna Bank Limited and a life member of Bangladesh Institute of Bankers, as an Independent Director of the Company in its meeting dated 9th November, 2015 for next three years and seeks approval from the shareholders in this Annual General Meeting. The Board also congratulates the incoming Independent Director and wishes him success in further developing KCCL's position as the leading FMCG Company. Brief resume and other information of the above mentioned Director as per clause 1.5 (xxii) of BSEC notification dated 7th August, 2012 are depicted in Annexure-II.

APPOINTMENT OF AUDITORS

The Directors hereby report that as per the Companies Act 1994 and the Articles of Association of the Company the existing Auditor, M/S. Kazi Zahir Khan & Co., Chartered Accountants, who were appointed as the statutory auditors of the company in the last Annual General Meeting, has carried out the audit for the year ended June 30, 2015, will retire at the conclusion of the ensuing Annual General Meeting.

However, in compliance with the BSEC order no. SEC/CMRRCD/2009-193/174/admin/61 dated July 08, 2015, the Board requires to appoint an Statutory Auditor for the company from the Auditor's panel published by the BSEC on July 16, 2015. Accordingly, after necessary scrutiny, based on the audit performance record and Letter of Interest (LOI) submitted to the Company by the interested Audit firms, the Board recommends M/S Toha Khan Zaman & Co., Chartered



Accountants to be appointed as the Statutory Auditor of the Company for the financial year 2015-16 subject to the approval of Shareholders in the AGM.

STATUS OF COMPLIANCE

In accordance with the requirements stipulated in the Bangladesh Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006- 158/134/Admin/44 dated 7th August, 2012 and Notification No. SEC/CMRRCD/2006-158/147/Admin/48 dated July 21, 2013 issued under section 2CC of the Securities and Exchange Ordinance 1969, the detailed required disclosures are shown in the next chapter 'Annexure to the Directors' Report'. Along with this, we have appointed M/S Poddar & Associates, for issuance of Certificate on compliance of Corporate Governance Guidelines for Kohinoor Chemical Company (BD) Limited for the financial year under report.

ACKNOWLEDGEMENT

The Board of Directors record with deep appreciation the efforts made by the Employees, Workers, Customers, Creditors, Suppliers, Banks, Insurance Companies, Utilities Providers, Government Agencies, BSEC, RJSC, DSE, CSE and the Government in particular.

The Directors would also like to express profound gratitude to all other stakeholders including the Shareholders and Business Partners for their trust and confidence on the Company by supporting the activities of the Company and look forward to their continued support and cooperation in future.

On behalf of the Board

Sd/-

Mohammad Obaidul Karim
Chairman

ANNEXURE TO THE DIRECTORS' REPORT

Category Wise Ownership of Company's Share

As on June 30, 2015

Name of Shareholders	Status	No. of Shares	Shareholding %
i. Parent/ Subsidiary/Associates and Other Related Parties:			
		-	-
ii. Directors:			
Mr. Mohammad Obaidul Karim	Chairman	2,178,515	21.45
Mr. Md. Rezaul Karim	Managing Director	366,796	3.61
Mr. Md. Ebadul Karim	Director	794,921	7.83
Mrs. Arzuda Karim	Director	592,108	5.83
Mrs. Nurun Nahar	Director	508,226	5.00
Mrs. Shirin Akhter	Director	508,062	5.00
Lt. Col. Kamal Ahmed PSC (Retd.)	Independent Director	-	-
Professor Dr. M. Shamsher Ali	Independent Director	-	-
iii. Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouses and Minor Children:			
Mr. Md. Rezaul Karim	Chief Executive Officer	366,796	3.61
Mr. Abu Bakar Siddique	Chief Financial Officer	-	-
Mr. Md. Ferdous Jaman	Company Secretary	-	-
Mr. Mohd. Shamim Kabir	Chief Internal Auditor	-	-
iv. Executives:			
Mr. Md. Abul Khair	Director (Company Affairs)	-	-
Mr. Zafar Ahmed	Head of Sales & Marketing	-	-
Mr. Shah Md. Abdul Wadood	Head of Production	-	-
Mr. A.S.M. Zaman	Head of Distribution	-	-
Mr. Md. Aslam Hossain Baig	Head of HR & Admin	-	-
v. Shareholders Holding 10% or More Voting Interest in the Company:			
Mohammad Obaidul Karim	Chairman	2,178,515	21.45
Type of Shareholders			
		No. of Shares	Shareholding %
Sponsors		4,948,630	48.72
Institutional		1,162,890	11.45
General Public		4,044,730	39.83
Total		10,156,250	100.00



Brief Profile of the Directors Seeking Re-appointment

MR. MD. EBADUL KARIM

Mr. Md. Ebadul Karim is a graduated major with Arts and after completion of his graduation he started his business career by joining the family business and became the director of Kohinoor chemical Company (BD) Limited. He has been running a number of enterprises successfully by dint of his entrepreneurial skill coupled with his vast experience. He is also the Managing Director of Beacon Pharmaceuticals Limited and Beacon Development Limited.

MRS. ARZUDA KARIM

Mrs. Arzuda Karim is the Director of the company since 1993. She is the wife of Mohammad Obaidul Karim, founder Chairman of Orion Group. She has been involved with the Company since its inception and is one of the Founder Directors of KCCL. Being post graduated in MSS, Mrs. Karim supervises marketing & Sales, production and commercial divisions of different segments of Orion Group including the flagship Company of the Group i.e. Orion Pharma Limited and Orion Infusion Limited.

Joining the family business 'ORION GROUP', she became the member of Boards of most of the Group Companies since 1983. She is the director of Orion Infusion Ltd, Orion Pharma Ltd, Orion Power Meghnaghat Ltd, Dutch Bangla Power & Associates Ltd, Orion Infrastructure Ltd, Orion Agro Products Ltd, Jafflong Tea Company Ltd, Orion Power Dhaka Limited and Digital Power & Associates Ltd.

Brief Profile of the Re-appointed Independent Director

MR. QUAZI MAMUN-UL ASHRAF

The recommended ID Mr. Quazi Mamun-UI Ashraf, B.S.S (Hons) and M.S.S in Economics from University of Dhaka, was the Manager and Vice President of Jamuna Bank Limited till 2007. He also served Dhaka Bank Limited since inception. He started his banking career as an officer of IFIC Bank Limited in 1987. He also completed Diploma from Bangladesh Institute of Bankers in order to enhance his banking career. Now, he is the life member of various Association including Bangladesh Institute of Bankers, Bangladesh Red Crescent Society, Anjuman Mufidul Islam, United Nations of Bangladesh, Bangla Academy, Dhaka University Economics Department Alumni Association.

The appointed ID, Mr. Quazi Mamun-UI Ashraf, is a highly knowledgeable and qualified person. He is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.

**Compliance of Notification No.SEC/CMRRCD/2006-158/134/Admin/44
dated 7th August, 2012**

1. Board of Directors:

1.1 Board Size:

KCCL's Board of Directors consists of 8 (eight) members including 2 (one) Independent Directors as on June 30, 2015 which complies with the requirements by the regulations of BSEC.

1.2 Independent Director:

- (i) In accordance with the requirements of this sub-clause the Board of Directors, as empowered by the Regulations, appointed Lt. Col. Kamal Ahmed PSC. (Retd) and Professor Dr. M. Shamsheer Ali as the Independent Directors of KCCL. Since Lt. Col. Kamal Ahmed PSC. (Retd) completed two terms of his appointment during the reporting financial year, the Board has appointed Mr. Quazi Mamun-Ul Ashraf in place of him as the Independent Director of KCCL from financial year 2015-16.
- (ii) All the requirements as prescribed under the sub-clause (ii) of BSEC Notification under reference have been fulfilled.
- (iii) Both the existing Independent Directors were appointed by the Directors and approved by the Shareholders in the Annual General Meeting (AGM). The appointment of newly appointed ID will be approved by the shareholders in this AGM.
- (v) The post of Independent Director was not vacant for more than 90 days.
- (vi) The Board has laid down a code of conduct of all Board members and a record of compliance of the code has been maintained.
- (vii) The tenure of office of the Independent Directors nominated above shall be 3 (three) years which may be extended for 1 (one) term only.

1.3 Qualification of Independent Director (ID):

- (i) The appointed IDs are highly knowledgeable and qualified persons. Both of them are able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.
- (ii) First Independent Director, Mr. Lt. Col. Kamal Ahmed PSC. (Retd), MBA major in Finance, was in Bangladesh Army for more than 20 years. He was also the Vice-Chairman of Milk Vita and CEO of GRH Bangladesh Ltd.
The other Independent Director, Professor Dr. M. Shamsheer Ali, has been teaching at the University level for about 30 years.
The newly appointed Independent Director, Quazi Mamun-Ul Ashraf, in place of Mr. Lt. Col. Kamal Ahmed PSC. (Retd), was the Manager and Vice President of Jamuna Bank Limited and now the life member of many association including Bangladesh Institute of Bankers.
- (iii) No relaxation of the qualification of ID is required.

1.4 Chairman of the Board and Chief Executive Officer:

Different individuals have been appointed for the post of the Chairman of the Board and Chief Executive Officer of the Company. Mr. Mohammad Obaidul Karim is the Chairman and Mr. Md. Rezaul Karim is the Managing Director as well as the Chief Executive Officer of the Company. Their roles and responsibilities have been defined clearly.

1.5 The Director's Report to Shareholders:
All the requirements have been fulfilled properly.

2. Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS):

2.1 Appointment:

The following three different persons have been appointed for the post of CFO, Head of Internal Control and the CS:

Chief Financial Officer : Mr. Abu Bakar Siddique
Head of Internal audit : Mr. Mohd. Shamim Kabir
Company Secretary : Mr. Md. Ferdous Jaman

2.2 Attendance of CFO and CS at the meeting of BOD:

The CFO and the CS attend the meeting regularly.

3. Audit Committee:

The Board has constituted an Audit Committee as a sub-committee of the Board for the Company according to the conditions of BSEC guidelines.

3.1 Constitution of the Audit Committee:

The Audit Committee comprises of 3 (three) members including 1 (one) Independent Director. All the members of the Committee are literate on financial management and are able to analyze and interpret financial statements effectively. The Company Secretary acts as the Secretary of the Committee.

3.2 Chairman of the Audit Committee:

Lt. Col. Kamal Ahmed PSC. (Retd), Independent Director of the Company, had been appointed as the Chairman of the Audit Committee. He also attended the Annual General Meeting following the BSEC guidelines. Due to the expiration of two terms of office of Lt. Col. Kamal Ahmed PSC. (Retd), the newly appointed ID Mr. Quazi Mamun-Ul Ashraf will act as the Chairman of the Audit Committee effective from 9th November, 2015.

3.3 Role of Audit Committee:

The Audit Committee has performed its duties and responsibilities according to the guidelines given by BSEC.

3.4 Reporting of the Audit Committee:

The Audit Committee reports to the Board of Directors from time to time. It immediately informs Board of Directors regarding any deviation, conflict of interest and any other matters necessary to ensure the true and fair view of the financial statements.

3.5 Reporting to the Shareholders and General Investors:

The Audit Committee Report has been disclosed in the Annexure IV of the Annual Report of Kohinoor Chemical Company (BD) Limited.

4. External Statutory Auditors:

The Board has recommended the Statutory Auditor of KCCL and appointed by the shareholders at the AGM following the BSEC guidelines strictly. The internal audit committee monitored and ensured that the statutory auditors were not involved in the services mentioned under point no 4 of the Corporate Governance Guideline imposed by BSEC.

- 5. Subsidiary Company:**
Since KCCL does not have any subsidiary company, the requirements of this section are not applicable for the Company.
- 6. Duties of CEO & CFO:**
All the requirements relating to the duties of CEO and CFO are being complied with. CEO and CFO's declaration to the board has been disclosed in the Annexure V of this Annual Report.
- 7. Reporting and Compliance of Corporate Governance:**
The provisions of BSEC regulation have been fulfilled regarding the compliance of corporate governance. We have obtained the Certificate about compliance of conditions of Corporate Governance Guidelines from a practicing Professional Accountant which has been disclosed in Annexure VII of this report.

Report on the Activities of Audit Committee to the Shareholders

Dear Shareholders,

It is a pleasure on the part of the Audit Committee to introduce this report, which the Committee hopes to be a useful insight into the work of the Audit Committee and the issues it considered during the year. The report takes into account of the Guidance on Audit Committees by the Bangladesh Securities & Exchange Commission's (BSEC) Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969) under Condition No 3.

Constitution and Assistance of the Audit Committee to the Board:

The audit committee of Kohinoor Chemical Company (BD) Limited was formed as a sub-committee of Board as per the terms of reference approved by the Board in accordance with the aforementioned notification of BSEC. The audit committee's function is to support and assist the board in fulfilling its oversight responsibilities in areas such as the integrity of financial reporting, the effectiveness of the risk management and internal control system and related governance and compliance matters.

During the financial year under review, the Audit Committee consisted of the following members:

Sl. No.	Members	Status with the Committee	Status with the Board
1	Lt. Col. Kamal Ahmed, PSC (Retrd.)	Chairman	Independent Director
2	Mr. Md. Rezaul Karim	Member	Managing Director
3	Mr. Md. Ebadul Karim	Member	Director

Secretary: Mr. Md. Ferdous Jaman

The Board considers that all the current Committee members have recent and relevant financial experience as recommended by the BSEC Corporate Governance Guidelines.

Mr. Lt. Col Kamal Ahmed PSC (Retrd.) stood as the Chairman of the Audit Committee duly selected and approved by the Board. He also attended the General Meeting of the Company's shareholders to answer any queries on the Committee's activities. The Company Secretary, Mr. Md. Ferdous Jaman, supports the Committee as its secretary as well which ensures compliance with the Corporate Governance Guidelines issued by the BSEC. The requirements regarding the Quorum of the Committee have also been fulfilled.

Here, Mr. Lt. Col Kamal Ahmed PSC (Retrd.) will be replaced by Mr. Quazi Mamun-Ul Ashraf from 9th November 2015. Therefore, from this date, Mr. Quazi Mamun-Ul Ashraf will be the Chairman of Audit Committee. The next financial years audit committee composition will be as follows:

Sl. No.	Members	Status with the Committee	Status with the Board
1	Mr. Quazi Mamun-Ul Ashraf	Chairman	Independent Director
2	Mr. Md. Rezaul Karim	Member	Managing Director
3	Mr. Md. Ebadul Karim	Member	Director

Regarding the expiration of terms of service or inability to hold the office till expiration period by any Committee members, there was no such situation arose during the year under review making the number of Committee members lower than 3 (three) persons.

The Audit Committee met five (5) times during the financial year 2014-15 and the attendance of the members and secretary of Committee is as below:

Members	Status	Meetings attended
Lt. Col. Kamal Ahmed, PSC (Retrd.)	Chairman	5/5
Mr. Md. Rezaul Karim	Member	5/5
Mr. Md. Ebadul Karim	Member	5/5
Mr. Md. Ferdous Jaman	Secretary	5/5

Scope of Work of Audit Committee:

The authorities, duties and responsibilities of Audit Committee, among others, include:

1. Reviewing the quarterly, half yearly and annual financial statements of the Company and upon satisfaction of the review, recommend them to the Board for approval.
2. Monitoring and reviewing the integrity of the financial reporting process ensuring compliance to the accounting policies and principles, internal control risk management process.
3. Ensuring the adequacy of internal audit function and considering the major findings of the internal investigations and management response and where necessary, ensuring the appropriate actions are taken.
4. Reviewing Management Letter and Letter of Internal Control weakness issued by the statutory auditors on the effectiveness of the systems for internal financial control, financial reporting and risk management.
5. Reviewing statement of significant related party transactions submitted by management.
6. Recommending to the Board the appointment, re-appointment or removal of external auditors and overseeing their performance as well.
7. Ensuring the non-engagement of external auditors in any material non-audit work including appraisal or valuation service or fairness opinions, financial information systems design and implementation, book-keeping, broker-dealer services, actuarial services and internal audit services.

Reporting of the Audit Committee:

The Audit Committee reports to the **Board of Directors** from time to time and is responsible to inform Board of Directors about its regular activities and about any material defects in internal control, conflict of interest and any other matters necessary to ensure the true and fair view of the financial statements. Apart from reporting to the Board, it also needs to report the **Regulatory Authorities** regarding any issue having material financial impact if the Board and the management have unreasonably ignored such issues without making any rectification. It reports to **Shareholders and other interested parties** on annual basis by means of presenting a summary of its activities in the form of this report.

During 2014-15, the audit committee met five times to discharge its duties and responsibilities and accordingly forwarded their reports to the Board. Besides, there was no other issue arose in 2014-15 having significant material impact on Company's financial statements which needed to be disclosed to the Board or the Regulatory Authorities. It presented hereunder its report for the shareholders and other interested parties prepared for the financial year ended June 30, 2015.

Report from the Audit Committee

Dated: October 25, 2015

The Board of Directors
Kohinoor Chemical Co. (BD) Limited
36, Shahid Tajuddin Ahmed Sarani, Tejgaon
Dhaka-1208

Subject: Audit Committee Report for the financial year ended June 30, 2015.

Dear Sirs:

In terms of the condition No.3.5 conferred by the Notification No.SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August, 2012 issued by Bangladesh Securities and Exchange Commission under section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969),

I, the undersigned Independent Director and Chairman of Audit Committee on behalf of the members of Audit Committee, do hereby declare that the committee, on a quarterly basis, reviewed the financial statements of the Company and did not find any statement of significant re-current related party transactions entered into by the Company throughout the year under report.

The committee ensures that the external auditors were not engaged in any material non-audit work of the Company. Also the Committee is of the view that the financial reporting process, the application of accounting policies and principles, the internal control and audit functions and the risk management procedures are adequate to present a true and fair view of the activities and financial status of the Company.

Moreover, the Committee did not find any material deviation, discrepancies or any adverse findings in the areas of reporting and disclosures and did not receive any findings of management through management letter and any weakness in internal control through letter issued by statutory auditors.

M/S. Kazi Zahir Khan & Co., Chartered Accountants, were the External Auditors of Kohinoor Chemical Company (BD) Limited for last year. But in compliance with the BSEC order no. SEC/CMRRCD/2009-193/174/admin/61 dated July 08, 2015, it is mandatory to appoint a Statutory Auditor for the company from the Auditor's panel published by the BSEC on July 16, 2015. Here, after necessary scrutiny the Committee recommends M/S Toha Khan Zaman & Co., Chartered Accountants, for appointment as the external auditors of the Company for the next financial year to be end on June 30, 2016.

On behalf of the Committee

Sd/-

Lt. Col Kamal Ahmed PSC (Retrd.)
Chairman
Audit Committee

Report of the CEO and CFO to the Board

Date: October 25, 2015

The Board of Directors
Kohinoor Chemical Co. (BD) Limited
36, Shahid Tajuddin Ahmed Sarani, Tejgaon
Dhaka-1208

Subject: Certification of CEO and CFO to the Board

Dear Sirs:

In terms of the condition No.6 conferred by the Notification No.SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August, 2012 issued by Bangladesh Securities and Exchange Commission under section 2CC of the Securities and Exchange Ordinance, 1969 (XVII of 1969),

We, the undersigned CEO & Managing Director and the Chief Financial Officer (CFO), do hereby certify to the Board of the Company that we have reviewed the financial statements of Kohinoor Chemical Company (BD) Limited for the year ended June 30, 2015 and to the best of our knowledge and belief:

- i) a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
- b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.
- ii) No transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

Yours sincerely

Sd/-
Md. Rezaul Karim
Managing Director & CEO

Sd/-
Abu Bakar Siddique
Chief Financial Officer

Compliance Report on BAS and BFRS

BAS No.	BAS Title	Remarks
01	Presentation of Financial Statements	Applied
02	Inventories	Applied
07	Statement of Cash Flows	Applied
08	Accounting Policies, Changes in Accounting Estimates and Errors	N/A
10	Events after the reporting period	Applied
11	Construction Contracts	N/A
12	Income Taxes	Applied
16	Property, Plant and Equipment	Applied
17	Leases	N/A
18	Revenue	Applied
19	Employee Benefits	Applied
20	Accounting of Government Grants and Disclosure of Government Assistance	N/A
21	The Effects of Changes in Foreign Exchange Rates	Applied
23	Borrowing Costs	N/A
24	Related Party Disclosures	N/A
26	Accounting and Reporting by Retirement Benefit Plans	Applied
27	Consolidated and Separate Financial Statements	N/A
28	Investment in Associates	N/A
29	Financial Reporting in Hyperinflationary Economics	N/A
32	Financial Instruments: Presentation	Applied
33	Earnings per share	Applied
34	Interim Financial Reporting	Applied
36	Impairment of Assets	N/A
37	Provisions, Contingent Liabilities and Contingent Assets	Applied with some departure
38	Intangible Assets	Applied
39	Financial Instruments: Recognition and Measurement	Applied
40	Investment Property	N/A
41	Agriculture	N/A

BFRS No.	BFRS Title	Remarks
01	First-time Adoption of International Financial Reporting Standards	N/A
02	Share-based Payment	N/A
03	Business Combinations	N/A
04	Insurance Contracts	N/A
05	Non-current Assets Held for Sale and Discontinues Operations	N/A
06	Exploration for and Evaluation of Mineral Resources	N/A
07	Financial Instruments: Disclosures	Applied
08	Operating Segments	N/A
09	Financial Instruments	Applied
10	Consolidated Financial Statements	N/A
11	Joint arrangements	N/A
12	Disclosure of Interests in Other Entities	N/A
13	Fair Value Measurement	Applied

Certification on Compliance of Corporate Governance



PODDER & ASSOCIATES
Cost and Management Accountants

As per BSEC Notification no. SEC/CMRRCD/2006-158/134/Admin/44, dated 07 August, 2012, all the companies listed with any stock exchange in Bangladesh shall comply with condition no. 7. The condition requires that the directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions and prerequisite set by BSEC in their letter.

Compliance Certificate

On

CORPORATE GOVERNANCE

To the Shareholders of

KOHINOOR CHEMICAL COMPANY (BD) LIMITED

"Podder & Associates", being one of the firm of "Professional Accountants" in Bangladesh, takes the gratification to study and opine in attainment of Compliance on Corporate Governance by **Kohinoor Chemical Company (BD) Limited** for the year ended 30 June 2015. This study is completed in accordance with the guideline set by **Bangladesh Securities and Exchange Commission (BSEC)** through the notification SEC/CMRRCD/2006-158/134/Admin/44, dated 07 August, 2012.

Accomplishment of compliance on corporate governance is the conscientiousness of the management of the Company. Our study is imperfect to the measures and execution of such as per guideline set by BSEC. It is neither an audit nor expression of opinion on the financial affairs of the Company.

As per our study and observation on the best of information & explanations provided, **Kohinoor Chemical Company (BD) Limited** has complied with the conditions of Corporate Governance set by Bangladesh Securities & Exchange Commission.

On the above note, we would also like to state that such compliance is neither an assurance as to the future capability of the Company nor the efficiency or effectiveness by which management has conducted the affairs of the Company.

For Podder & Associates

Jayanta Kumer Podder
Cost and Management Accountant

Date: 17 November 2015

Place: Dhaka, Bangladesh

**Status of Compliance with the Corporate Governance Guideline (CGC)
For the year ended 30 June 2015**

Status of compliance with the condition imposed by the Commission's Notification No. letter SEC/CMR-RCD/2006-158/134/Admin/44, dated 7th August, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 7.00)

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1	Board of Directors			
1.1	Boards size			
	The number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty).	√		The KCCL's Board is comprised of 8 Directors including 01 Managing Director.
1.2	Independent Directors			
(i)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	√		02 out of 08 directors are appointed as Independent Director
(ii)	For the purpose of this clause 'Independent directors' means a director-			
a)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		The Independent Directors have declared their compliances.
b)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company ;	√		DO
c)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/ associated companies;	√		DO
d)	Who is not a member, director, or officer of any stock exchange;	√		DO
e)	Who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	√		DO
f)	Who 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;	√		DO
g)	Who shall not be an independent director in more than 3 (three) listed companies;	√		DO
h)	Who 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 (NBF1);	√		DO
i)	Who has not been convicted for a criminal offence involving moral turpitude.	√		DO
(iii)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	√		The appointments are duly approved at AGM
(iv)	The post of independent director(s) can not remain vacant for more than 90(ninety) days.	√		No vacancy occurred
(v)	The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	√		In Practice
(vi)	The tenure of office of an independent director shall be for a period of 3(three) years, which may be extended for 1(one) term only.	√		
1.3	Qualification of Independent Director (ID)			
(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 business.	√		The qualification and background of IDs justify their abilities as such.
(ii)	The person should be a Business Leader/ Corporate Leader/ Bureaucrat/University Teacher with Economics or Business Studies or Law background/Professionals like Chartered Accountants, Cost & Management Accountants, and Chartered Secretaries. The independent director must have a least 12(twelve) years of corporate management /professional experiences.	√		
(iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.			Not applicable
1.4	Chairman of the Board and Chief Executive Officer			
(i)	The position of the chairman of the Board and the Chief Executive Officer of the companies shall be filled by different individuals. The chairman of the company shall be elected from among the directors of the company. The Board of Directors shall clearly define respective roles and responsibilities of the chairman and the chief executive officer.			Different persons hold the positions with specific responsibilities set by the Board

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
1.5	Directors Report to the Shareholders			
(i)	Industry outlook and possible future developments in the industry.	√		The Director's report complies with the guideline.
(ii)	Segment-wise or product-wise performance.	√		Do
(iii)	Risks and concerns.	√		Do
(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	√		Do
(v)	Discussion on continuity of any Extra-Ordinary gain or loss.			Not applicable
(vi)	Basis for related party transactions-a statement of all related party transactions should be disclosed in the annual report.			Not applicable
(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.			Not applicable
(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.			Not applicable
(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.			Not applicable
(x)	Remuneration to directors including independent directors.	√		
(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	√		
(xii)	Proper books of account of the issuer company have been maintained.	√		
(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	√		
(xiv)	International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standard (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	√		
(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	√		
(xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considerer to be a going concern, the fact along with reasons thereof should be disclosed.	√		
(xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.			Not applicable
(xviii)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	√		
(xix)	if the issuer company has not declared dividend (cash or stock) for the year, the reasons there of shall be given.			Company Declared Dividend
(xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	√		
(xxi)	The Pattem of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by:	√		
(xxi) a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details);	√		
(xxi) b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details);	√		No share held except Directors & CEO (as per notification.)
(xxi) c)	Executives;			Not applicable
	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).			Mr. Mohammad Obaidul Karim holds 21.45% share of KCCL.

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
(xxi)	In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders:			
(xxi) a)	a brief resume of the director	√		
(xxi) b)	nature of his/her expertise in specific functional areas;	√		
(xxi) c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	√		
2.0	Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS)			
2.1 Appointment	The company shall Appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles, responsibilities and duties of the CFO, the Head of internal Audit and the CS.	√		Different persons hold the positions with specific responsibilities set by the Board
2.2 Requirement to attend the Board Meetings	The CFO and the Company Secretary of the companies shall attend the meetings of the Board of Directors, provided that the CFO and/or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters.	√		
3.0	Audit Committee			
(i)	The company shall have an Audit Committee as a sub-committee of the Board of Directors.	√		Already in place
(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.	√		In practice
(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	√		In practice
3.1	Constitution of the Audit Committee			
(i)	The Audit Committee shall be composed of at least 3 (three) members.	√		
(ii)	The 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.	√		LT. Col. Kamal Ahmed, PSC (Retd) one of the ID of KCCL, was acted as the Chirman of the Audit committee. As he has successfully completed his two terms of consecutive 6 (six) years, the Board has appointed Mr. Quazi Mamun-Ul Ashraf in place of LT. Col. Kamal Ahmed PSC. (Retrd) as the Independent Director of the Board and subsequently will act as the Chairman of the Audit Committee after the approval of Shareholders in the next AGM
(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.	√		In practice
(iv)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy(ies) immediately or not later than 1 (one) month from the date of vacancy(ies) in the Committee to ensure continuity of the performance of work of the Audit Committee.	√		
(v)	The company secretary shall act as the secretary of the Committee.	√		In practice
(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			
(i)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	√		LT. Col. Kamal Ahmed, PSC (Retd) one of the ID of KCCL, was acted as the Chirman of the Audit committee. As he has successfully completed his two terms of consecutive 6 (six) years, the Board has appointed Mr. Quazi Mamun-Ul Ashraf in place of LT. Col. Kamal Ahmed PSC. (Retrd) as the Independent Director of the Board and subsequently will act as the Chairman of the Audit Committee after the approval of Shareholders in the next AGM
(ii)	Chairman of the Audit Committee shall remain present in the Annual General Meeting (AGM).	√		
3.3	Role of Audit Committee			
(i)	Oversee the financial reporting process.	√		
(ii)	Monitor choice of accounting policies and principles.	√		
(iii)	Monitor Internal Control Risk management process.	√		
(iv)	Oversee hiring and performance of external auditors.	√		
(v)	Review along with the management, the annual financial, statements before submission to the board for approval.	√		
(vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	√		
(vii)	Review the adequacy of internal audit function.	√		

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
(viii)	Review statement of significant related party transactions submitted by the management.			There was no such transaction during the year.
(ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.			Statutory Auditors didn't issue any Management Letter
(x)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.			Not applicable
3.4	Reporting of Audit Committee			
(i)	The Audit Committee shall report on its activities to the Board of Directors.	√		
(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;			There was no reportable case of conflict of interest in 2015.
b)	suspected or presumed fraud or irregularity or material defect in the internal control system;			There was no such case in the year
c)	suspected infringement of laws, including securities related laws, rules and regulations;:			Do
d)	any other matter which shall be disclosed to the Board of Directors immediately.			Do
3.4.2	If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.			Do
3.5	Reporting to the Shareholders and General Investors			
	Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company.	√		
4	External/ Statutory Auditors			
<i>The issuer company should not engage its external/statutory auditors to perform the following services of the company; namely:-</i>				
(i)	Appraisal or valuation services or fairness opinions.	√		
(ii)	Financial information system design and implementation	√		
(iii)	Book-keeping or other services related to the accounting records or financial statement	√		
(iv)	Broker –dealer services	√		
(v)	Actuarial services	√		
(vi)	Internal audit services	√		
(vii)	Any other services that the audit committee determines.	√		
(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.	√		
(ix)	Audit/ Certification services on compliance of corporate governance as required under clause (i) of condition 7.	√		
5	Subsidiary Company			KCCL does not have any subsidiary company
(i)	Provisions relating to the 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.			No subsidiary company
(ii)	At least 1 (one) independent director of the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.			No subsidiary company
(iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.			No subsidiary company
(iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.			No subsidiary company
(v)	The Audit Committee of the holding company shall also review the financial statements, in particular, the investments made by the subsidiary company.			No subsidiary company

Condition No.	Title	Complied	Not Complied	Remarks (IF ANY)
6.0	Duties of Chief Executive Officer (CEO) and Chief Financial Officer(CFO)			
The CEO and CFO shall certify to the Board that:-				
(i)	They have reviewed financial statements for the year and that to the best of their knowledge and belief:	√		
a)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		CEO and CFO certified to the Board during finalization of Financial Statement which is stated in the Annexure to the Directors' Report
b)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.	√		Do
(ii)	There are, 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 company's code of conduct.	√		Do
7.0	Reporting and Compliance of Corporate Governance			
(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.	√		Required certification has been obtained from "PODDER & ASSOCIATES" Cost & Management Accountants for the year ended 30 th June 2015.
(ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	√		

AUDITORS' REPORT
of
KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED

We have audited the accompanying Financial Statements of KOHINOOR CHEMICAL COMPANY (BD) LIMITED, which comprises of statement of Financial Position as at June 30, 2015 and the Statement of Comprehensive Income, Statement of Change in Equity, Statement of Cash Flows as well as Notes to the Financial Statements for the year then ended as prepared by the Management of the Company and produced to us for verification.

Management's Responsibility for the Financial Statement

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS). Our responsibility as Independent Auditor, are established by the Companies Act, 1994. The Securities and Exchange Rules 1987 and the International Standards on Auditing adopted by The Institute of Chartered Accountants of Bangladesh is to form an independent opinion, based on our audit on those financial statements.

Basis of Audit Opinion:

We conducted our audit in accordance with Bangladesh Standards on Auditing. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Evidence supporting the amounts and disclosures in the financial statements is examined on a test within the framework of the audit. An audit also includes assessing the accounting principles used and significant estimates made by board of directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, based on our audit, the financial statements referred to above represent a true and fair view of the State of the Company's affair as at June 30, 2015 and of the results of its operation and its cash flow for the year then ended and comply with the Companies Act 1994, the Securities and Exchange Rules 1987 and other laws and regulation where applicable.

We also report that,

- I) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- II) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books.
- III) The Company's Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of accounts; and
- IV) The expenditure incurred was for the purposes of the company's business;

Dated: Dhaka
31st October, 2015

Sd/-
KAZI ZAHIR KHAN & CO.
CHARTERED ACCOUNTANTS

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED
TEJGAON INDUSTRIAL AREA, DHAKA - 1208.

Statement of Financial Position
As at 30th June, 2015

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014
ASSETS			
Non-Current Assets		310,229,902	305,415,286
Property, Plant and Equipment	3.00	298,322,570	293,507,954
Goodwill	4.00	11,907,332	11,907,332
Current Assets		1,346,238,431	1,439,953,271
Inventories	5.00	731,105,851	963,396,630
Sundry Debtors	6.00	8,239,430	8,361,487
Advances, Deposits and Prepayments	7.00	300,373,494	271,257,925
Fixed Deposit with Banks	8.00	24,599,302	22,201,755
Investment in Marketable Securities	9.00	147,551,754	72,372,295
Inter Project Current Account	10.00	5,824,876	5,583,276
Cash and Cash Equivalents	11.00	128,543,724	96,779,903
TOTAL ASSETS		1,656,468,333	1,745,368,557
Equity and Liabilities			
Shareholders' Equity		328,604,695	237,147,251
Share Capital	12.00	101,562,500	81,250,000
Reserves	13.00	7,143,605	7,143,605
Retained Earnings		219,898,591	148,753,646
Non-Current Liabilities		375,045,423	378,785,762
Provision for Gratuity	14.00	18,752,304	19,356,131
Loan Fund	15.00	326,089,784	326,089,784
Deferred Tax Liability	16.00	30,203,335	33,339,847
Current Liabilities		952,818,215	1,129,435,545
Short Term Loan	17.00	337,223,833	379,737,853
Sundry Creditors	18.00	426,676,747	569,169,496
Accrued Liabilities	19.00	177,837,941	169,850,698
Dividend Payable	20.00	11,079,694	10,677,498
TOTAL EQUITY AND LIABILITIES		1,656,468,333	1,745,368,557
Contingent Liabilities	21.00	268,101,570	268,101,570
Number of Shares used to compute NAV		10,156,250	8,125,000
Net Asset Value (NAV) Per Share		32.35	29.19

These financial Statements should be read in conjunction with the annexed notes from 1 to 30 and were approved by the Board of Directors on 31.10.2015 And were signed on its behalf by.

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed

Date : Dhaka
31st October, 2015

Sd/-
KAZI ZAHIR KHAN & CO.
Chartered Accountants

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED

TEJGAON INDUSTRIAL AREA, DHAKA - 1208.

Statement of Comprehensive Income

For the year ended 30th June, 2015

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014
Revenue from Net Sales	22	2,656,900,567	2,960,859,038
Cost of Goods Sold	23	(2,179,286,324)	(2,429,523,708)
Gross Profit		477,614,243	531,335,331
Operating Expenses		324,964,735	308,212,644
Salaries & Allowances	24	166,417,853	162,080,802
General & Administrative Expenses	25	9,621,036	10,645,536
Selling & Distribution Expenses	26	148,925,846	135,486,307
Profit from Operation		152,649,508	223,122,686
Financial Expenses	27	(38,207,325)	(64,843,857)
Other Income	28	9,662,874	3,244,426
Net Profit before W.P.F. & Income Tax		124,105,058	161,523,256
Workers' Profit Participation Fund		(5,909,765)	(7,691,584)
Net Profit before Income Tax		118,195,293	153,831,672
Income Tax Provision	29	(29,874,361)	(44,418,895)
Deferred Tax Income/(Expenses)	30	3,136,512	(2,196,097)
Net Profit after Income Tax		91,457,444	107,216,680
Earning Per Share (EPS)		9.01	13.20
Effective EPS after adjustment of bonus share			10.56

Annexed notes from 1 to 30 an integral part of these Financial Statement.

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed

Date : Dhaka
31st October, 2015

Sd/-
KAZI ZAHIR KHAN & CO.
Chartered Accountants

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED
TEJGAON INDUSTRIAL AREA, DHAKA - 1208.

Statement of Changes in Equity
For the year ended 30th June, 2015

Particulars	Ordinary Share Capital	Share Premium	Retained Earnings	Reserves	Amount in Taka
Balance at 01 July 2013	65,000,000	-	57,786,967	7,143,605	129,930,572
Capitalized 25% Stock dividend	16,250,000				16,250,000
Net Profit after Tax			107,216,680		107,216,680
Dividend for the year 2012-2013			(16,250,000)		(16,250,000)
Balance on 30 June 2014	81,250,000	-	148,753,647	7,143,605	237,147,251
Capitalized 25% Stock dividend	20,312,500				20,312,500
Net Profit after Tax			91,457,444		91,457,444
Dividend for the year 2013-2014			(20,312,500)		(20,312,500)
Balance at 30 June 2015	101,562,500	-	219,898,591	7,143,605	328,604,695

Sd/-

Managing Director

Sd/-

Director

Sd/-

Company Secretary

Signed in terms of our separate report of even date annexed

Date : Dhaka

31st October, 2015

Sd/-

KAZI ZAHIR KHAN & CO.

Chartered Accountants

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED
TEJGAON INDUSTRIAL AREA, DHAKA - 1208.

Statement of Cash Flows
For the year ended 30th June, 2015

Particulars	Amount in Taka	
	30.06.2015	30.06.2014
A. Cash Flow from Operating Activities :		
Cash Received from Customers	2,666,563,442	2,964,103,465
Cash paid to Suppliers	(2,404,713,035)	(2,726,153,917)
Cash Generated from Operation	261,850,407	237,949,548
Payment for AIT,VAT & SD	(51,708,285)	(61,285,335)
Net Cash Provided by Operating Activities	210,142,122	176,664,213
B. Cash Flow from Investing Activities :		
Acquisition of Property, Plant & Equipment	(27,532,377)	(4,993,581)
Investment in Fixed deposit	(2,397,547)	(2,217,140)
Investment in Marketable Security	(80,989,764)	-
Sales proceeds of Marketable Security	13,990,941	-
Proceeds from sale of Property, Plant & Equipment	152,500	102,200
Net Cash Used in Investing Activities	(96,776,246)	(7,108,521)
C. Cash Flow from Financing Activities :		
Payment of Loan	(42,514,020)	(74,856,668)
Bank Interest & Others Paid	(38,207,325)	(64,843,857)
Dividend Paid	(276,882)	(289,139)
Gratuity Payment	(603,827)	(589,261)
Net Cash Used in Financing Activities	(81,602,054)	(140,578,925)
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	31,763,821	28,976,767
Cash & Cash Equivalents at the beginning of the year	96,779,903	67,803,136
Cash & Cash Equivalent at the end of the year	128,543,724	96,779,903
Operating Cash Flow per Share	20.69	21.74

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed

Date : Dhaka
31st October, 2015

Sd/-
KAZI ZAHIR KHAN & CO.
Chartered Accountants

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED
Notes to the Financial Statements for the year ended June 30, 2015
Forming an integral part of the Financial Statements

1.00 Legal Status and nature of the Company-Disclosure under BAS 1 "Presentation of Financial Statements"

1.01 Background of the Company:

Kohinoor Chemical Company Limited (KCCL) was a fully government owned industry under the direct control of Bangladesh Chemical Industries Corporation (BCIC) up to May 05, 1988. It was transformed into a Public Limited Company under Companies Act, 1913 and was named as **Kohinoor Chemical Company (Bangladesh) Limited** from May 05, 1988. During transformation its Paid-up-Capital was determined at Tk. 50,000,000.00. The Government of the Peoples' Republic of Bangladesh has vested 51% shares of the company to Bangladesh Chemical Industries Corporation. Out of 49% of the shares remaining 34% shares were sold to the public and the rest of the 15% shares were reserved for sale among the officers, staff and workers. Since these shares remained unsold, those were held in the account of the Government. Later, those 15% shares were handed over to the officers, staff and workers of KCCL on July 20, 1991. Subsequently, the ownership of the mentioned 51% shares was transferred from BCIC to the Sponsor Director on 03.08.1993. The shares of the Company are publicly traded in Dhaka and Chittagong Stock Exchange Ltd.

1.02 Activities of the Company:

The main activities of the company are the manufacture and sale of cosmetics and toiletries, i.e soap, tooth paste, powders, shaving cream, hair oil etc.

2.00 Significant Accounting Policies-Disclosure under BAS 1 "Presentation of Financial Statements"

2.01 Basis of Accounting:

The financial statements of the company have been prepared on going concern basis under the historical cost convention except noted otherwise, subject to revaluation of assets and liabilities of the company as appeared in the Balance Sheet on March 31, 1988. The effect of inflation has not been taken into consideration in preparing these financial statements.

2.02 Compliance with Bangladesh Accounting Standards (BASs):

This comprises Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flow, notes and explanatory materials covering accounting policies. This is prepared under the historical cost convention and in accordance with the requirements of the Companies Act, 1994 and the Bangladesh Accounting Standards (BASs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) as well as those standards, disclosures recommended by BASs and as applicable to this Company. The Board of Directors are responsible for preparing and presenting the financial statements including adequate disclosures and to approved and authorized for the issue of this financial statements. The preparation of the financial statements in conformity with the Bangladesh Accounting Standards (BASs) requires Board of Directors to make estimates and assumptions that affect the reported amounts of revenues and expenses, assets and liabilities at the date of the reporting period.

2.03 Compliance with Local Laws:

The financial statements have been prepared in compliance with requirements of the Companies Act 1994, Securities and Exchange Ordinance, 1969, Securities and Exchange Rules, 1987, Listing Regulations of Dhaka and Chittagong Stock Exchange Ltd., and other relevant local laws as applicable.

2.04 Comparative Information:

Comparative information have been given for the financial year 2014-2015 for all numerical information in the financial statements and also for the narrative and descriptive information where it is relevant for understanding current year's financial statements.

2.05 Reporting Currency and Level of Precision:

The figures in the financial statements have been presented in Bangladeshi Taka currency and have been rounded off to the nearest Taka where necessary.

2.06 Foreign Currency Transaction (BAS-21):

Transactions in foreign currencies are translated to Bangladesh Taka at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities are converted at the rates prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies, stated at historical cost, are translated into Bangladesh Taka at the exchange rate ruling at the date of transaction. During the year under audit the company received an amount of Taka 2,407,320 against export sale.

2.07 Property, Plant & Equipment and Depreciation:

An item shall be recognized as Property, Plant & Equipments if, and only it is probable that future economic benefits associated with the item will flow to the entry, and the cost of the item can be measured reliably. Fixed Assets are stated at their cost less accumulated depreciation in accordance with BAS 16 "Property, Plant and Equipment". The cost represents cost of acquisition or construction and capitalization of pre-production expenditure including interest during construction period. Depreciation has been charged on addition and retirement irrespective of date of retirement. All Fixed Assets (except land and land development) on reducing balance method ranging from 2.5% to 25%.

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

Particular of Assets	Rate of Depreciation
Land and land Development	Nil
Building	2.5%-10%
Plant & Machinery	10%
Vehicles	20%-25%
Furniture & Fixture	10%
Office Equipments	10%-25%
Other Assets	20%

2.08 Valuation of Inventories:

Inventories comprise of Raw Material & Packing Materials; Work-in-Process; Finished Goods; Spares, Accessories & Stores and Store-in-Transit. They are stated at the lower of cost and net realizable value, in accordance with BAS-2, Inventories.

- a) The stocks of raw materials and spares have been valued at average cost and the stocks of finished goods have been valued at cost or net realizable value whichever is lower.
- b) Cost of Work-in-Process is determined on the basis of cost of materials only.
- c) Since our audit was post dated, we could not conduct physical inventory of the stock and stores items. However, we have conducted physical inspection of few inventory items on test basis during the period of our audit.

2.09 Fixed Deposit:

We have verified the copies of fixed deposit receipts of the company. The company invested term deposits with different banks which have been shown in the statement of Fixed deposit (Note-8) of the report.

As per the decision of the management Interest Income has been separated on the basis of accrual method. Accrued Interest Income has been separately shown unlike the previous year. Interest received as per Bank statements has been allocated as income during the year while interests till accrued are shown as accrued income.

2.10 Cash and Cash Equivalents:

According to BAS 7 "Statement of Cash Flows ", cash comprises of cash in hand, demand deposits and cash equivalents which are short term highly liquid investments that are readily convertible to cash and which are subject to an insignificant risk of changes in value. BAS 1 "Presentation of Financial Statements" provides that Cash and Cash Equivalents are not restricted in use. Considering the provision of BAS 7 and BAS 1, cash in hand and bank balances have been treated as cash and cash equivalents.

2.11 Earning Per Share (EPS):

Earning per share has been calculated in compliance with the requirements of BAS 33: Earnings per Share is the basic earnings dividing by the weighted average number of ordinary shares outstanding at the end of the year.

2.12 Provision for Income Tax:

The company is a Publicly Traded Company. Income tax assessment up to FY 2012-2013 has already been finalized while assessment for the FY 2013-2014 is under process. The Company has made a profit of Tk. 118,195,293 (before tax) and made a provision for Income Tax Provision of Tk. 29,874,361 in the accounts during the financial year. The company has paid an amount of Tk. 51,708,285 as advance income tax (AIT) during the year under audit.

2.13 Deferred Tax:

The company has decided to adopt policy of reorganization of deferred tax in accordance with the Bangladesh Accounting Standard (BAS) 12. Deferred tax is provided using the liability method for temporary difference between the carrying value of fixed assets as per accounts and the corresponding income tax carrying value. Deferred tax is calculated at the effective Income Tax rate.

2.14 Employees' Provident Fund:

The company has an established contributory provident fund scheme. The fund is wholly administered by a Board of Trustees. No part of the fund is included in the assets of the company.

2.15 Workers' Profit Participation Fund:

The company provides 5% of its profit before Tax after charging Contribution to Workers' Profit Participation Fund in accordance with the Bangladesh Labor Act, 2006.

2.16 Post Balance Sheet Events:

So far no material events after balance sheet date came to our notice, which could have an effect in the financial statements.

2.17 Statement of Cash Flows:

The Statement of Cash Flows is prepared principally in accordance to BAS 7 "Statement of Cash Flows" and the cash flow from the operating activities have been presented under direct method as presented by the Securities and Exchange Rules 1987 and considering the provisions of Paragraph 19 of BAS 7.

2.18 Revenue from Net Sales:

Net Sales is shown at net of VAT & Supplementary Duty. Sales revenue is recognized on accrual basis as and when goods are delivered.

2.19 Payroll:

On the payroll of the company, there were 1967 number of employees drawing remuneration of Tk. 5,000 or above per month, and 13 employees were engaged drawing remuneration below Tk. 5,000 per month. Total number of employees during the year under audit was 1980. The numbers of officers, staff and workers for the financial year 2014-2015 are as follows:

Particulars	Total Persons FY 2014-2015	Salary above Taka 5,000/-	Salary below Taka 5,000/-	Total Persons FY 2013-2014
Officers	380	380	Nil	350
Staff	1046	1046	Nil	949
Workers	554	541	13	542
Total	1980	1967	13	1841

2.20 Reporting period:

The Financial period of the company covers one year from 1 July to 30 June.

2.21 General:

- a) The notes 1 to 30 mentioned in the report form an integral part of the annexed financial statements and accordingly to be read in conjunction therewith.
- b) Components of the Financial Statements.
 - i) Statement of Financial Position as at June 30, 2015.
 - ii) Statement of Comprehensive Income for the year ended June 30, 2015.
 - iii) Statement of Changes in Equity for the year ended June 30, 2015.
 - iv) Statement of Cash Flows for the year ended June 30, 2015.
 - v) Notes, comprising a summary of significant accounting policies and other explanatory information for the year ended June 30, 2015.

2.22 Confirmation of balances:

We have issued balance confirmation certificates to respective banks with which current accounts, savings accounts, overdrafts and fixed deposits are held. However till the period of finalization of this report only eight banks (nine accounts) have confirmed their closing balances with the company.

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED
TEJGAON INDUSTRIAL AREA, DHAKA - 1208.
Schedule of Fixed Assets

3.00 Property, Plant & Equipments

Sl. No.	Particulars	COST			DEPRECIATION				Written Down Value on 30.06.2015		
		Opening Balance 01.07.2014	Addition During the year	Adjustment During the Year	Total Asset on 30.06.2015	Depreciation Rate	Opening Balance 01.07.2014	Charged During the year		Adjustment During the Year	Accumulated Depreciation on 30.06.2015
1	LAND & LAND DEVELOPMENT	94,097,713	-	-	94,097,713	-	-	-	-	-	94,097,713
2	BUILDING	78,543,001	-	-	78,543,001	2.5%-10%	52,748,648	1,227,576	-	53,976,224	24,566,777
3	PLANT & MACHINERY	436,193,109	22,620,201	-	458,813,310	10.00%	285,114,685	16,536,657	-	301,651,343	157,161,968
4	VEHICLES	55,143,751	4,554,776	366,500	59,332,027	20%-25%	35,048,472	4,550,571	335,501	39,283,543	20,068,485
5	FURNITURE & FIXTURES	6,061,428	-	-	6,061,428	10.00%	5,428,047	58,058	-	5,486,104	575,325
6	OFFICE EQUIPMENT	9,942,612	260,400	-	10,203,012	10%-25%	8,638,666	267,618	-	8,906,284	1,296,728
7	OTHER ASSETS	8,452,236	97,000	-	8,549,236	20.00%	7,947,379	46,281	-	7,993,662	555,575
	TOTAL	688,433,850	27,532,377	366,500	715,599,727	-	394,925,896	22,686,761	335,501	417,277,159	298,322,570

DISTRIBUTION OF DEPRECIATION:

FACTORY OVERHEAD	18,480,360	81.46%
ADMIN. OVERHEAD	2,467,596	10.88%
SELLING OVERHEAD	1,738,805	7.66%
TOTAL	22,686,761	100.00%

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014

4.00 Goodwill: Tk. 11,907,332

The valuation of goodwill has been done during period of BCIC management and since then the above amount has been appearing in the balance sheet.

5.00 Inventories : TK.731,105,851

Item wise break-down of the above amount is as follows :

Raw & Packing Materials	5.01	517,870,434	786,447,628
Spares, Accessories & Stores	5.02	76,669,859	55,692,502
Stores in Transit	5.03	23,227,960	31,058,699
Work in Process	5.04	42,513,711	31,470,304
Finished Goods	5.05	70,823,887	58,727,497
Total		731,105,851	963,396,630

Physical inspection of all the stock & stores are conducted by the management of KCCL every end of the month. KCCL management has provided all the store ledger, for verification and the management has duly certified the inventory items.

5.01 Raw and Packing Materials : Tk. 517,870,434

Raw Materials, Chemicals and Packing Materials	a)	507,606,449	776,517,175
Plant Stock	b)	10,263,985	9,930,453
		517,870,434	786,447,628

a) Raw and Packing Materials:TK.507,606,449

Raw Materials :

Soap Raw	192,853,545	390,409,234
Cosmetic Raw	130,209,685	144,469,861

Chemicals (Aromatic) :

Aromatic Chemical	70,377,088	100,798,711
-------------------	------------	-------------

Packing Materials :

Soap Packing	35,131,008	56,160,346
Cosmetic Packing	79,035,122	84,679,022
	507,606,449	776,517,175

b) Plant Stock :Tk.10,263,985

The break-down of the above amount is as follows :

Aromatic Chemicals	10,263,985	9,930,453
	10,263,985	9,930,453

Plant stock are the balance of uninvited materials to process, which are issued from stock & store to work-in-process. Plant stocks are valued at average cost of material.

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014

5.02. Spare, Accessories & Stores :TK.76,669,859

The above balance comprises with as follows :

Spare & Accessories	63,691,343	46,968,464
Consumable Stores	12,978,517	8,724,038
	76,669,859	55,692,502

5.03. Store-in-Transit : TK. 23,227,960

	23,227,960	31,058,699
--	-------------------	-------------------

Store-in-Transit represents raw material purchased from abroad but not received till June 30, 2015. Store-in-Transit has been valued at actual cost incurred on the date of closure of the books of accounts.

5.04. Closing Work-in-Process :TK.42,513,711

The break-up of the above amount is as follows :

Raw Material of Soap	37,131,302	26,519,577
Raw Material of Detergent Powder	1,601,314	1,175,080
Raw Material of Cosmetic	3,781,095	3,775,647
	42,513,711	31,470,304

5.05. Finished Goods:TK.70,823,887

The break-up of the above amount is as follows :

	As on 30 June 2015		As on 30 June 2014	
	Quantity	Amount	Quantity	Amount
Washing Soap	536,518	5,155,173	769,436	6,507,983
Toilet Soap	2,394,879	30,842,776	2,688,858	34,007,275
Tooth Paste	58,792	1,357,139	94,465	2,451,778
Powder	132,467	5,176,649	106,024	2,103,366
Shaving Cream	74,650	1,854,690	41,457	834,874
Snow/Cream	737,665	10,846,990	462,804	5,392,870
Hair Oil	37,342	1,619,689	22,375	1,043,156
Miscellaneous Cosmetics	169,268	3,654,387	51,353	1,173,964
Detergent Powder	602,489	7,970,016	408,093	4,072,562
Glycerin C.P.	16,926	431,302	10,501	281,582
Coconut Oil	40,106	1,915,075	26,182	858,087
		70,823,887		58,727,497

6.00 Sundry Debtors :TK.8,239,430

The break-up of the above amount is as follows :

Trade Receivable	6.01	441,024	456,356
Accounts Receivable	6.02	7,798,406	7,905,131
Total		8,239,430	8,361,487

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014

6.01 Trade Receivable : Tk. 441,024

The break-up of the above amount is as follows :

Ahmedia Enterprise	10,312	10,312
Mostafa Traders	7,665	14,980
Beacon Pharma	19,770	224,809
Others	403,278	206,255
	441,024	456,356

Individual balances are subject to confirmation.

6.02 Accounts Receivable : Tk. 7,798,406

The break-up of the above amount is as follows :

(a) Sirco Soap & Chemicals	5,257,064	5,257,064
(b) Accrued Interest on Fixed deposit	1,676,443	1,791,867
(c) Others	864,899	856,200
	7,798,406	7,905,131

a) Individual balances are subject to confirmation.

b) The outstanding balance of Sirco Soap & Chemical (An enterprise of Bangladesh Mukti Joddha Kallayan Trust) is being carried forward for a long time without making any realization/adjustment. We were informed by the management that a case has already been filed which is still under trial.

7.00 Advance, Deposits & Prepayments : TK.300,373,494

Details break up of the above balance is given below :

Advance, Deposits & Prepayments	7.01	19,734,567	18,510,151
Advance against Tax	7.02	244,973,526	237,684,136
Advance against VAT	7.03	35,665,401	15,063,638
Total		300,373,494	271,257,925

Individual balances are subject to confirmation.

Particulars	Amount in Taka	
	30.06.2015	30.06.2014
7.01 Advances, Deposits & Prepayments : TK.19,734,567		
Details break up of the above balance is given below :		
Advance	14,515,577	8,291,161
Advance against salaries (Officer)	491,052	479,052
Advance against salaries (Staff)	66,000	60,500
Advance against wages (Workers)	366,041	414,541
Advance against expenses	1,070,084	312,836
Advance against supplies/ Purchase	9,768,441	3,466,393
Advance against advertisement (Note 7.01.01)	2,753,960	3,557,840
Deposit	5,218,989	10,218,990
Security against telephone	26,500	26,500
Security against electricity	5,450	5,450
Security against gas	1,326,792	1,326,792
Other deposits	2,613,883	2,613,883
Deposit against VAT		5,000,000
Security against bank guarantee	1,069,364	1,069,364
Shipping guarantee margin	177,001	177,001
	19,734,567	18,510,151
Individual balances are subject to confirmation.		
7.01.01 Advance against Advertisement : TK.2,753,960		
Bangladesh Television	2,703,960	3,507,840
Others	50,000	50,000
	2,753,960	3,557,840
7.02 Advance Tax: TK.244,973,526		
Opening Balance	237,684,136	209,002,140
Add: Paid during the year	51,708,285	61,285,335
	289,392,421	270,287,475
Less: AIT Adjustment for the assessment year 2014-15	(44,418,895)	(32,603,339)
Closing Balance	244,973,526	237,684,136
Individual balances are subject to confirmation.		
7.03 Advance VAT :TK.35,665,401		
The amount paid as VAT which will be adjusted subsequently. The break-up of the above amount is as follows :		
VAT on Import	35,608,795	15,062,927
VAT on Local Purchase	56,607	712
	35,665,401	15,063,638

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

8.00 Fixed Deposit with Banks : TK. 24,599,302

Details are shown on Annexure A

24,599,302	22,201,755
-------------------	-------------------

9.00 Investment in Marketable Securities : TK. 147,551,754

B/O A/C at SJIBL	a)	3,084,851	85,632
Investment in Shares	b)	144,466,903	72,286,663
		147,551,754	72,372,295

a) BO A/C at SJIBL: TK. 3,084,851

3,084,851	85,632
------------------	---------------

Above amount is the balance in Security House.

b) Investment in Marketable Securities : TK. 144,466,903

6,50,000 placement share @ Tk.9.52- in Beacon Pharma	6,190,476	15,000,000
7,26,000 shares @ Tk. 33.25 in NBL	24,137,280	24,137,280
11,46,146 shares @ Tk. 23.06 in Alarafah Bank	26,429,383	26,429,383
1,35,000 shares @ Tk. 49.78 in EBL	6,720,000	6,720,000
3,14,617 shares in Scurpharma @ Tk. 257.42	80,989,764	-
	144,466,903	72,286,663

10.00 Inter Project Current Account : TK. 5,824,876

5,824,876	5,583,276
------------------	------------------

11.00 Cash and Cash Equivalent : Tk. 128,543,724

Cash in Hand	a)	9,302,669	12,378,754
Cash at Bank	b)	51,653,290	26,466,987
Cash in Transit	c)	67,587,765	57,934,162
Total		128,543,724	96,779,903

a) Cash in Hand : TK.9,302,669

9,302,669	12,378,754
------------------	-------------------

The above amount was Company's cash balance as on 30 June, 2015. Our audit team physically verified the cash balance and has found the exact amount to be held as closing cash in hand as on 30 June, 2015.

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

b) Cash at Bank : Tk. 51,653,290

Particulars of the above amount is given below :

Agrani Bank, Tejgaon Branch A/C No.	STD- 692988 (313)	280,886	269,952
Agrani Bank, Ramna Branch A/C No.	STD-104332 (336)	391,017	375,225
Agrani Bank, Ramna Branch A/C No.	STD-104270 (397)	641,341	614,507
Agrani Bank, Ramna Branch A/C No.	CD - 105365 (92015)	43,573	44,843
Agrani Bank, Banglabazar Br. A/C No.	STD-00113 (16)	-	254
National Bank Ltd. Karwan Bazar Br. A/C No.	STD-339	1,068,478	1,028,226
Shahjalal Islami Bank, Dhaka Main A/C	MSND- 0061	37,031,230	14,759,888
Shahjalal Islami Bank, Dividend A/C	MSND- 151	333,751	325,199
Shahjalal Islami Bank, Dividend A/C	MSND-410	4,826,233	4,426,046
Islami Bank Bangladesh Ltd. Kawran bazar Br. A/C	CD- 80203	10,499	12,644
BRAC Bank, Gulshan Br. Dhaka	Saving -769159001	5,087,426	3,675,131
IFIC Bank Ltd. Kawran Bazar	CD -173761001	1,650	2,800
Islami Bank Bangladesh Ltd. Kawran bazar A/C	MSND-6209	1,807,835	803,403
Social Islami Bank Ltd., Principal Br.	CD-5721-9	-	7,399
Al-Arafah Islami Bank Ltd., Motijheel Branch	MSND-4901	3,225	-
Southeast Bank Ltd., Gulshan Branch	CD-17178	8,663	5,578
Modhumati Bank Ltd., Gulshan Branch	SND-006	-	105,224
Modhumati Bank Ltd., Motijheel Branch	SND-025	106,342	
Shahjalal Islami Bank Ltd., Fraction BO A/C	SND-2652	9,903	10,668
Jamuna Bank Ltd., Lalmatia Branch	SND-326	1,240	-
		51,653,290	26,466,987

c) Cash-in-Transit : TK.67,587,765

67,587,765

57,934,162

Above amount is the balance of Pay Order / Bank Draft received against Sales as on June 30, 2015 which has been subsequently deposited into the bank account and confirmed by the management.

Details break up of the above balance is given below:

Central Depot	25,534,665	20,484,131
Chittagong Depot	3,220,896	1,571,054
Khulna Depot	15,026,388	15,066,487
Bogra Depot	11,981,114	10,961,528
Barishal Depot	7,756,266	6,834,589
Sylhet Depot	4,068,436	3,016,373
	67,587,765	57,934,162

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014

12.00 Share Capital : Tk. 101,562,500

Authorized Capital:

50,000,000 Ordinary shares of Tk.10 each 500,000,000 500,000,000

Issued, Subscribed and Paid-up Capital:

1,01,56,250 Ordinary shares of Tk.10 each 101,562,500 81,250,000

The break-down of the shareholders' fund is as follows:

Issued, Subscribed & Paid-up Capital*	12.01	81,250,000	65,000,000
25% Stock dividend for the yr. 2013-14 Capitalized		20,312,500	16,250,000
Total		101,562,500	81,250,000

* Last year's proposed stock dividend has been issued hence the paid up capital has increased accordingly.

12.01 i) The description of shareholders as on June 30, 2015 is as follows:

Description	No. of Shares	% of Share holding	No. of Shares	% of Share holding
	2014-15	2014-15	2013-14	2013-14
Sponsors	4,948,630	48.72%	3,958,904	48.72%
Investment Corporation of Bangladesh (ICB)	1,162,890	11.45%	950,442	11.70%
General Public	4,044,730	39.83%	3,215,654	39.58%
Total	10,156,250	100%	8,125,000	100%

ii) Position of holding shares as on June 30, 2015 is as follows:

Range of Holdings	No. of Shareholders 2015	No. of Shares 2015	% of Shares Holding 2015	% of Shares Holding 2014
Less than 501 shares	6,125	743,730	7.32%	7.41%
501 to 5,000 shares	414	493,445	4.86%	4.73%
5,001 to 10,000 shares	7	52,007	0.51%	0.48%
10,001 to 20,000 shares	5	57,787	0.57%	0.85%
20,001 to 30,000 shares	2	42,741	0.42%	0.31%
30,001 to 40,000 shares	1	38,303	0.38%	0.86%
40,001 to 50,000 shares	-	-	0.00%	0.56%
50,001 to 100,000 shares	6	434,226	4.28%	5.11%
1,00,001 to 10,00,000 shares	10	6,115,496	60.21%	58.24%
Over 10,00,000 shares	1	2,178,515	21.45%	21.45%
Total	6,571	10,156,250	100.00%	100.00%

13.00 Revaluation Reserve : Tk. 7,143,605

The company was revalued during the period of BCIC management and the above balance is being carried forward in the balance sheet since then.

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014

14.00 Provision for Gratuity: Tk. 18,752,304

The above balance arrived at as follows:

Opening balance		19,356,131	19,945,392
Add: Provision made during the year		-	-
		19,356,131	19,945,392
Less: Paid during the year		603,827	589,261
Closing balance		18,752,304	19,356,131

15.00 Loan Fund: Tk. 326,089,784

The break-up of the above balance is as under:

Debenture	15.01	287,500,000	287,500,000
Payable to Govt. (interest)	15.02	38,589,784	38,589,784
Total		326,089,784	326,089,784

15.01 Debenture: Tk. 287,500,000

The above balance has been sub-divided in two classes:

	Interest rate		
a) Govt. of Bangladesh	13.50%	103,500,000	103,500,000
b) BCIC	13.50%	184,000,000	184,000,000
		287,500,000	287,500,000

15.02 Interest Payable to Govt.: Tk. 38,589,784

The above amount represents interest payable to the Government (for the period prior up to 30.06.1983) on the price of 3,396 metric tons of fat given to the company out of US Relief & Rehabilitation Grant. This balance has been carried forward as long term and deferred liability since 1991-92.

16.00 Deferred Tax Liability : TK. 30,203,335

Carrying value of Fixed Assets as Accounting base	204,224,857	199,410,241
As Tax base	83,411,517	78,174,434
Temporary Difference	120,813,340	121,235,807
Deferred Tax Liability @ 25.00%	30,203,335	33,339,847

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014

17.00 Short Term Loan : TK. 337,223,833

The above balances are arrived at as under :

Agrani Bank, Ramna Branch A/C No. 833887 (21)	CC. HYPO	2,285,673	7,820,667
Standard Bank Ltd. Gulshan Branch A/C # 471	CC. HYPO	28,592,900	58,137,747
Shahjalal Islami Bank (A/C # 2048)	TR		13,783,312
Shahjalal Islami Bank - Bai Muajjal		246,989,714	95,747,917
Southeast Bank- Gulshan Br-252	OD	891,283	194,434,116
Jamuna Bank-Lalmatia Br-SOD-00798		46,321,987	-
National Bank, Karwan Bazar BR.	(SOD 2572)	12,142,276	9,814,094
Total		337,223,833	379,737,853

We have verified the bank statements /certifications supporting the above balances as produced by the management and found to be in confirmly with the bank statements/certificates.

18.00 Sundry Creditors : TK. 426,676,747

The break-down of the above amount is given below :

Creditors for Goods Supply	18.01	347,675,887	472,277,455
Creditors for Other Finance	18.02	7,967,160	10,342,600
Accrued Expenses	18.03	33,599,851	51,515,137
Advance against Sales	18.04	473,759	349,214
BCIC Current Account	18.05	15,990,426	15,990,426
Creditors for Security Deposits		20,969,664	18,694,664
Total		426,676,747	569,169,496

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

18.01 Creditors for Goods Supply : Tk. 347,675,887

J M S Glass Industries	9,675,956	11,706,107
Polycon Ltd.	6,083,065	6,151,204
S.S. Packaging Industries Ltd.	13,097,513	18,454,841
Dias Metallic Industries	452,119	502,475
Plasticon	22,208,491	33,165,721
The Merchants Ltd.	19,599,015	27,783,994
Bay Fishing Corporation Ltd	15,251,949	27,766,787
Maritime Entrepreneurs (Pvt) Ltd.	8,447,745	10,820,000
Hi-Tec Printing & Packaging Ltd.	11,565,859	13,601,039
Dana Engineering Int.	291,365	175,924
Golden Trading Co.	42,362,187	70,008,219
Unicorn Ind. Ltd	4,375,465	7,833,668
Elite Printing & Packaging Ltd.	4,499,962	4,499,962
Padma Lamitube Ltd.	1,736,256	2,320,821
Sunimex Corporation	16,876,586	20,030,000
Union Chemicals	965,111	2,666,111
Polycord Ltd.	4,271,184	3,796,105
Crecent Chemicals Ltd	2,390,295	1,977,660
Kalyar Replica Ltd	12,708,381	20,542,247
Karim Salt Crushing & R. Ind.	167,400	3,603,525
Piticon Industries	1,352,090	3,517,855
NRG Printing & Packaging	14,671,435	17,146,189
Mim International	9,768,424	13,823,689
Zon Ron Ltd.	18,471,877	27,995,402
Laboni Chemical	16,317,001	24,851,069
Others	89,382,923	96,862,825
Creditors for Goods Supply (Spot Purchase)	686,233	674,013
	347,675,887	472,277,455

The individual balances are subject to confirmation.

18.02 Creditors for Other Finance : Tk. 7,967,160

Factory Union Fee	2,904	2,924
Salary Tax Deduction from Employees	167,600	172,616
Workers' Profit Participation Fund	5,833,631	7,761,317
Deduction of Tax at Source	1,351,472	1,764,255
Provision for Revenue Stamp	48,370	46,980
Employees Contribution to P.F.	368,925	370,851
Others	194,258	223,658
	7,967,160	10,342,600

The individual balances are subject to confirmation.

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

18.03 Accrued Expenses : TK. 33,599,851

Provision for Gas	2,683,725	2,247,427
Provision for Electric Bill	562,840	768,388
Audit Fee	60,000	50,000
Provision for Employers Contribution to P.F.	368,925	370,851
Provision for Advertisement	-	3,609,576
Provision for Legal & Professional fees	50,000	50,000
Income Tax Provision	29,874,361	44,418,895
	33,599,851	51,515,137

The individual balances are subject to confirmation.

18.04 Advance against Sales : Tk. 473,759

Osman Gift House	3,709	2,502
Begum Ali Agency	2,859	9,737
Others	467,191	336,974
	473,759	349,214

The individual balances are subject to confirmation.

18.05 BCIC Current Account: Tk. 15,990,426

The above amount represents accumulated balance of BCIC current account as on June 30, 2015 and the amount is subject to confirmation.

19.00 Accrued Liabilities : TK. 177,837,941

Liabilities for payment against Import	177,837,941	169,850,698
	177,837,941	169,850,698

20.00 Dividend Payable : TK. 11,079,694

The details break-up of the above amount is as follows :

Opening Balance		10,677,498	10,229,602
Add: Fraction dividend for the year	2013-14	679,078	737,034
		11,356,576	10,966,637
Less: Paid in the financial year	2014-15	276,882	289,139
Total		11,079,694	10,677,498

21.00 Contingent Liabilities : Tk. 268,101,570

The above amount includes interest on BCIC/Govt. Debentures interest of Tk.268,101,570 on which the Court of law has issued an injunction to stop payment.

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

22.00 Net Sales Revenue : Tk. 2,656,900,567

Local Sales :	3,065,042,230	3,423,078,699
Washing Soap	524,283,207	578,831,244
Toilet Soap	1,681,425,331	1,947,690,959
Snow & Cream	52,006,447	132,937,666
Tooth Paste	11,254,213	17,983,936
Powder	34,317,018	55,763,363
Hair Oil	26,461,574	42,172,899
Shaving Cream	13,893,434	19,691,309
Coconut Oil	9,659,063	14,400,748
Detergent Powder	694,697,523	582,199,101
Misc.	17,044,421	31,407,475
Export Sales :		
Washing Soap	2,407,320	2,421,360
Gross Sales	3,067,449,550	3,425,500,059
Less : VAT & Supplementary Duty	410,548,982	464,641,021
Total	410,548,982	464,641,021
Net Sales	2,656,900,567	2,960,859,038

Particulars	Notes	Amount in Taka	
		30.06.2015	30.06.2014
23.00 Cost of Goods Sold : TK. 2,179,286,324			
1. Variable Cost (A+B)		2,095,499,125	2,314,991,974
A) Direct Material Cost :			
Add : Material Consumed		2,004,751,435	2,219,259,604
Raw Materials		1,743,389,904	1,926,232,566
Packing Materials		261,361,531	293,027,039
B) Factory Overhead (Variable) :		90,747,690	95,732,370
Gas & Fuel for Generator		28,158,754	27,958,612
Electricity		7,210,202	7,076,343
Oil & Lubricants		2,402,401	2,649,676
Spares & Accessories		31,751,112	34,470,755
Store Consumed		19,960,023	22,275,081
Repair & Maintenance		804,428	829,832
Other Overhead		460,770	472,071
2. Fixed Cost (A+B)		106,926,996	98,011,793
A) Direct Factory Wages & Allowances:		54,736,927	45,234,325
B) Factory Overhead (Fixed) :		52,190,069	52,777,468
Factory Salaries & Allowances		25,761,230	23,794,929
Electricity, Gas & WASA		5,167,208	4,284,249
Repair & Maintenance		65,492	718,657
Depreciation		18,480,360	19,463,436
Other Factory Overhead	23.01	2,715,779	4,516,197
Total Manufacturing Cost (1+2)		2,202,426,121	2,413,003,768
Add: Opening work in process		31,470,304	39,514,772
Total Cost of Goods in Process		2,233,896,425	2,452,518,540
Less : Closing Work in Process		42,513,711	31,470,304
Cost of Goods Manufactured		2,191,382,714	2,421,048,236
Add : Opening Finished Goods		58,727,497	67,202,969
Goods available for sale		2,250,110,211	2,488,251,205
Less : Closing Finished Goods		70,823,887	58,727,497
Cost of Goods Sold		2,179,286,324	2,429,523,708

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

23.01 Other Factory Overhead (Fixed) : Tk. 2,715,779

Repair & Maintenance (Factory Building)	1,501,296	3,142,595
Conveyance	697,676	704,372
Printing	101,664	94,683
Office Stationery	275,770	281,772
Medical Expenses	139,372	292,775
Total	2,715,779	4,516,197

24.00 Salaries & Allowances :Tk.166,417,853

General & Administration:	28,127,678	27,092,121
Staff	11,120,823	10,626,633
Officers	17,006,855	16,465,488
Selling & Distribution:	138,290,175	134,988,681
Staff	84,413,941	82,418,534
Officers	53,876,234	52,570,147
Total	166,417,853	162,080,802

25.00 General & Administrative Expenses : TK. 9,621,036

Break-up of the above amount is given below :

Entertainment	112,500	152,500
Insurance Premium	1,247,378	1,601,112
Legal & Professional Fees	65,000	234,939
Printing	241,677	232,289
Office Stationery	263,507	258,312
News papers & Magagine	83,523	81,248
Postage, Telegram, Telephone, Telex	228,981	239,867
Renewals, Rates & Taxes	811,853	791,949
Conveyance	982,146	1,076,135
Vehicle Running Expenses (Fuel)	1,338,933	1,353,079
Repair & Maintenance (Vehicles)	1,326,378	1,324,079
Repair & Maintenance (General)	-	180,000
Land Revenue		105,000
Audit fee	60,000	50,000
A.G.M Expenses	300,000	192,000
Depreciation	2,467,596	2,598,862
Drinking Water	91,563	174,165
Total	9,621,036	10,645,536

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

26.00 Selling & Distribution Expenses: Tk. 148,925,846

Break-up of the above amount is given below :

Entertainment	536,805	628,418
Carriage Outward	15,038,600	15,699,820
Publicity & Advertisement	118,882,810	103,688,173
Printing	235,568	229,955
Office Stationery	141,873	103,904
Conveyance	713,743	734,697
Electricity	102,400	111,121
Telephone	131,972	123,451
Postage & Telegram	133,308	111,924
Leverage & Uniform		14,400
Renewals, Rates & Taxes	398,627	440,491
Rent	2,070,000	2,028,000
Insurance Premium	534,031	534,989
DD Commission	1,716,959	2,535,421
Newspaper & Magazine	16,480	17,722
Repair & Maintenance (Vehicles)	2,300,588	2,347,067
Vehicle Running Expenses (Fuel)	3,826,583	3,818,028
Loading & Unloading	315,133	313,265
Drinking water	91,562	174,160
Depreciation	1,738,805	1,831,302
Total	148,925,846	135,486,307

27.00 Financial Expenses: Tk. 38,207,325

Break-up of the above amount is given below :

Interest on Bank Loan	37,363,548	64,312,322
Bank Charges & Commission	843,777	531,535
Total	38,207,325	64,843,857

28.00 Other Income : Tk. 9,662,874

Break-up of the above amount is given below :

Interest	2,811,809	2,937,845
Gain/(Loss) on Sale of Fixed Assets	171,501	90,566
Gain on sale of Marketable Securities	5,179,882	
Dividend Income of M/S	1,499,684	
Others	-	216,015
Total	9,662,874	3,244,426

Particulars	Amount in Taka	
	30.06.2015	30.06.2014

29.00 Provision for Income Tax: Tk. 29,874,361

Break-up of the above amount is given below :

	Provision for Tax	
	Income	Tax
Net Profit Before WPPF & Tax excluding income from Marketable securities	117,425,493	29,356,373
Dividend Income (Net of Tax)	1,499,684	-
Gain on Sale of Marketable Securities	5,179,882	517,988
Total	124,105,058	29,874,361

30.00 Deferred Tax Income/(Expences): TK. 3,136,512

Break-up of the above amount is given below :

Opening Balance	33,339,847	31,143,750
Less : Closing Balance	30,203,335	33,339,847
Deferred Tax Income/(Expences)	3,136,512	(2,196,097)

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LIMITED
TEJGAON INDUSTRIAL AREA, DHAKA - 1208.
Schedule of Fixed Deposit
For the year ended 30 June, 2015

Annexure - A

Sl. No.	FDR Number	Name of the Bank	Branch	Date of Issue	Date of Maturity	FDR 2013-14	Interest Income		FDR 2014-15
							Addition during the year	Accrued for the year	
01	0103341/22132	The National Bank Ltd.	Kawran Bazar	14-Aug-05	14-Aug-15	15,903,354	1,748,896	1,312,886	17,652,250
02	0103209/20846	The National Bank Ltd.	Kawran Bazar	11-Dec-05	11-Dec-15	2,149,480	226,413	109,390	2,375,893
03	0103244/21191	The National Bank Ltd.	Kawran Bazar	4-Feb-06	4-Feb-16	1,541,349	158,529	60,204	1,699,878
04	1038/53300001650	Shahjalal Islami Bank Ltd.	Main Branch	5-Aug-03	5-Aug-15	2,557,572	263,709	193,963	2,821,281
05	0249744/24103	Agrani Bank Ltd.	Tejgaon	11-Sep-05	11-Sep-15	50,000	-	-	50,000
	Total					22,201,755	2,397,547	1,676,443	24,599,302

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LTD.

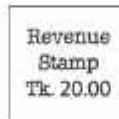
36, Shahid Tajuddin Ahmed Sarani, Tejgaon I/A Dhaka- 1208

PROXY FORM

I/We _____ of _____ being
a member of Kohinoor Chemical Company (BD.) Ltd. hereby appoint Mr./Mrs. _____ of
_____ as my proxy to attend and vote for me/us on my/our behalf at the 28th Annual
General Meeting of the company to be held on Tuesday, the 15th December 2015 at 9:30 am at Officers' Club,
26, Baily Road, Dhaka at any adjournment thereof.

As witness my/our hand this _____ day of _____ 2015 signed by the
said in presence of _____

(Signature of the Proxy)



Signature of the Shareholder(s)
Register Folio No. _____
B/O No. _____
Dated _____

Signature of Witness

Note :

A member entitled to attend and vote at the General Meeting may appoint a proxy to attend and vote in his/her
stead. The proxy form, duly stamped, must be deposited at the Registered Office of the Company not later than
48 hours before the time appointed for the meeting.

Signature Verified

Authorised Signatory

KOHINOOR CHEMICAL COMPANY (BANGLADESH) LTD.

Shareholders Attendance Slip

I/We hereby record my attendance at the 28th Annual General Meeting of the Company to be held on Tuesday,
the 15th December 2015 at 9:30 a.m at Officers' Club, 26, Baily Road, Dhaka.

Name of Member(s) _____ Register Folio/BO No. _____
_____ holding of _____ ordinary Shares of Kohinoor Chemical
Company (BD.) Ltd.

Signature of the Proxy

Signature of the Shareholder(s)

N.B.

1. Please note that AGM can only be attended by the honourable shareholders or properly constituted proxy.
Therefore, any friend or children accompanying with honourable shareholder or proxy cannot be allowed into
the meeting.
2. Please present this slip at the reception Desk.
3. **Any gift/financial allowance will not be allowed.**