

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

“Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions.”

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রোসপেক্টাস পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।”

PUBLIC ISSUE OF 30,000,000 ORDINARY SHARES

ISSUE DATE OF THE PROSPECTUS:

OFFER PRICE TK. 10.00 EACH AT PAR,
TOTAL SIZE OF FUND TO BE RAISED TK. 300,000,000.00

Opening and closing date of subscription:

Opening date of subscription:

Closing date of subscription:

PROSPECTUS

Name of Issuer:



Name of Issue Managers:



BLI Capital Limited



AB Investment Limited
(A Subsidiary of AB Bank Ltd.)

AB Investment Limited

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(a) Preliminary Information and Declarations:

- (i) Name(s), address(s), telephone number(s), web address(s), e-mail(s), fax number(s) and contact persons of the issuer, issue manager(s), underwriter(s), auditors, credit rating company and valuer, where applicable;

ISSUER		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Rhymer Chemical Industries Limited (RCIL) Corporate address: House#08, Flat-E (2 th Floor), Road 13, Dhanmondi, Dhaka-1209., Bangladesh. Factory Address: Village : Kashore,Post Office: Horibari Bazar,Police Station: Valuka,District: Mymensingh. Email: rhymerchemicalind@gmail.com. Web: www.rhymerchemical.com	Tel: +88-02 41020243 Fax: +88-02-4104855 Email: rhymerchemicalind@gmail.com Web: www.rhymerchemical.com	Shaikh Abdus Sattar Company Secretary
ISSUE MANAGERS		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
BLI Capital Limited Rupayan Trade Centre (10th Floor), 114, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000, Bangladesh	Tel: +88-02-41030061-65, +88-02-9559523 Fax: +88-02223352503 E-mail: israil@blicapitaltd.net Web: www.blicapitaltd.com	Md. Israil Hossain ACS Managing Director
AB Investment Limited WW Tower, (7 th Floor) 68 ,Motijheel C/A Dhaka-1000,Bangladesh	Tel: +88-02-9586169 Fax: +88-02-9586126 E-mail: sasharaful@abbl.com Web: www.abbl.com	Sheikh Ashrafal Haque Chief Executive Officer
UNDERWRITERS		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

UniCap Investments Limited Noor Tower ,(4 th Floor) 73 Sonargaon Road, Dhaka-120	Tel: +88-02-9632161 Fax: +88-02-9632163 E-mail: info@unicap-investments.com Web: www.unicap-investments.com	Salamul Latif Choudhury Chief Executive Officer
AUDITOR		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
A HOQUE & CO. Chartered Accountants KHAN MANSION, (5 th Floor) 107, Motijheel Commercial Area Dhaka-1000,Bangladesh	Tel: +02-9564295,9562786 Fax: +88-02-9552853 E-mail: a.hoquecompany@gmail.com www.ahoquecompany.com	Aminul Hoque, FCA
VALUER		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
ATAKHAN & CO. Chartercd Accountants 67, Motijheel C/A., (1st floor) Dhaka-1000,	Tel+880-2-9560933, 9552833, Fax: +880-2 Email: maqbul.abmed@yahoo.com Website: www.atakhanca.com	Mr, Maqbul Ahmed, FCA

The Company is involved with value and credit rating is not applicable for the issuer.

(ii) “A person interested to get a prospectus may obtain from the issuer and the issue manager(s)”.

(iii) “If you have any query about this document, you may consult the issuer, issue manager and underwriter”

“এই প্রোসপেক্টাসে বর্ণিত তথ্য সম্পর্কিত যে কোন জিজ্ঞাসা আপনি প্রতিষ্ঠানটির উল্লেখিত ইস্যুয়ার, ইস্যু ব্যবস্থাপক এবং অবলেখকের সাথে যোগাযোগ করে জেনে নিতে পারেন।”

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(iv) "CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY)."

(v) *'Risks in relation to the First Issue'*

"This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (ten) and the issue price is Tk. 10.00, i.e. the face value. The issue price has been determined and justified by the issuer and the issue manager as stated under the paragraph on "Justification of Issue Price" should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

(vi) *'General Risk'*

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 206-214"

(vii) *'Rhymer Chemical Industries Limited Absolute Responsibility'*

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this prospectus contains all material information with regard to the issuer and the issue, that the information contained in the prospectus are true, fair and correct in all material aspects and are not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."

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(b) **Availability of Prospectus**

- (i) Names, addresses, telephone numbers, fax numbers, website addresses and e-mail addresses and names of contact persons of the institutions where the prospectus and abridged version of prospectus are available in hard and soft forms;

The Prospectus and abridged version prospectus in hard and soft forms of the Company shall be obtained from the following addresses:

ISSUER		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
RHYMER CHEMICAL INDUSTRIES LIMITED		
Corporate address: House#08, Flat-E (2 th Floor), Road 13, Dhanmondi, Dhaka-1209., Bangladesh. Factory Address: Village : Kashore, Post Office: Horibari Bazar, Police Station: Valuka, District: Mymensingh. Email: rhymerchemicalind@gmail.com. Web: www.rhymerchemical.com	Tel: +88-02 41020243 Fax: +88-02-4104855 Email: rhymerchemicalind@gmail.com Web: www.rhymerchemical.com	Shaikh Abdus Sattar Company Secretary
ISSUE MANAGERS		
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
BLI Capital Limited Rupayan Trade Centre (10th Floor), 114, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000, Bangladesh	Tel: +88-02-41030061-65, +88-02-9559523 Fax: +88-02223352503 E-mail: israil@blicapitaltd.net Web: www.blicapitaltd.com	Md. Israil Hossain ACS Managing Director
AB Investment Limited WW Tower, (7 th Floor) 68 ,Motijheel C/A Dhaka-1000, Bangladesh	Tel: +88-02-9586169 Fax: +88-02-9586126 E-mail: sasharaful@abbl.com Web: www.abbl.com	Sheikh Ashrafal Haque Chief Executive Officer
Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
Dhaka Stock Exchange Limited DSE Library, 9/F Motijheel C/A, Dhaka-1000	Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755 E-mail: reasearch@dsebd.org Web: www.dsebd.org	Mrs.Souzia Afrin Librarian
Chittagong Stock Exchange Limited	Tel: 031-714632-3	

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CSE Library,
CSE Building, 1080, Sheikh Mujib Road Agrabad,
Chittagong- 4100.

Fax: 031-714101
E-mail: habib.ullah@cse.com.bd
Web: www.cse.com.bd

Mohaamad Habib Ullah
Deputy Manager

The Prospectus will be available on the websites of **Bangladesh Securities and Exchange Commission** (www.sec.gov.bd), **Dhaka Stock Exchange Limited** (www.dsebd.org), **Chittagong Stock Exchange Limited** (www.csebd.org), **Rhymer Chemical Industries Limited (RCIL)** (www.rhymerchemical.com), **BLI Capital Limited** (www.blicapitaltd.com), **AB Investments Limited** (Web: www.abbl.com) and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

- (ii) Names and dates of the newspapers where abridged version of prospectus was published
Names and dates of the newspapers where abridged version of prospectus was published:

Sl No.	Name of the Newspaper	Date of Publication
01		
02		
03		
04		

(iii) **Definitions and Acronyms or Elaborations**

Acronyms or Elaborations:

A	
“Articles” or “Articles of Association” or “AoA”	The Articles of Association of RHYMER CHEMICAL INDUSTRIES LIMITED
AGM	Annual General Meeting
Allotment	Letter of Allotment of shares
B	
“Board” or “Board of Directors” or “our Board”	The Board of Directors of RHYMER CHEMICAL INDUSTRIES LIMITED , as duly constituted from time to time including any committees thereof
RCIL	RHYMER CHEMICAL INDUSTRIES LIMITED
B. A	Bachelor of Arts
BAS	Bangladesh Accounting Standards
BB	Bangladesh Bank
BDT	Bangladeshi Taka
BFRS	Bangladesh Financial Reporting Standards
BIDA	Bangladesh Investment Development Authority
BLICL	BLI Capital Limited
BO A/C	Beneficiary Owner's Account
BSEC	Bangladesh Securities and Exchange Commission
C	
CAGR	Compound Annual Growth Rate
CDBL	Central Depository Bangladesh Limited
Certificate	Share Certificate
CFO	Chief Financial Officer
CIB	Credit Information Bureau
CIS	Collective Investment Scheme
Commission	Bangladesh Securities and Exchange Commission
CSE	Chittagong Stock Exchange Limited
D	
DSE	Dhaka Stock Exchange Limited
E	
EI	Eligible Investor
E-Mail	Electronic Mail
EPS	Earnings Per Share
Exchanges	Stock Exchanges
F	
FC A/C	Foreign Currency Account
FDR	Fixed Deposit Receipt
FY	Fiscal Year

G	
GBP	Great Britain Pound
GP	General Public
I	
IPO	Initial Public Offering
Issue	Public Issue of shares
Issue Managers	AB Investment Ltd & BLI Capital Limited
Issuer	RHYMER CHEMICAL INDUSTRIES LIMITED
L	
L/C	Letter of Credit
M	
“Memorandum” or “Memorandum of Association” or “MoA”	The Memorandum of Association of RHYMER CHEMICAL INDUSTRIES LIMITED
M.Com	Master of Commerce
M. Sc	Master of Science
MBA	Master of Business Administration
MBS	Master of Business Studies
MS-Word	Microsoft word
N	
NAV	Net Asset Value
NBFI	Non-Banking Financial Institution
NBR	National Board of Revenue
NRB	Non Resident Bangladeshi
O	
“Our Company”	RHYMER CHEMICAL INDUSTRIES LIMITED , a public limited company incorporated under the Companies Act
Offering Price	Price of the Securities of RCIL
P	
PE	Price to Earnings
R	
RJSC	Registrar of Joint Stock Companies and Firms
S	
Securities	Share of RHYMER CHEMICAL INDUSTRIES LIMITED
Securities Market	The Share Market of Bangladesh
Sponsors	The sponsor shareholders of RHYMER CHEMICAL INDUSTRIES LIMITED
Subscription	Application Money
T	
The Company/Issuer	RHYMER CHEMICAL INDUSTRIES LIMITED , a public limited company incorporated under the Companies Act
U	
UK Pound	United Kingdom Pound
USD	United States Dollar
V	
VAT	Value Added Tax
W	

WPPE
WDV

Workers Profit Participation Fund
Written Down Value

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	g)	<u>Any loan taken from or given to any related party or connected person of the issuer with details of the same;</u>	108
	h)	<u>Any future contractual liabilities the issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issuer;</u>	109
	i)	<u>The estimated amount, where applicable, of future capital expenditure;</u>	109
	j)	<u>Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus. Updated income tax status for the last 5 years or from commercial operation, which is shorter;</u>	109
	k)	<u>Any financial commitment, including lease commitment, the company had entered into during the past five years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be effected;</u>	110-113
	l)	<u>Details of all personnel related schemes for which the company has to make provision for in future years;</u>	114
	m)	<u>Break down of all expenses related to the public issue;</u>	115-116

	n)	<u>If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission;</u>	117-119
	o)	<u>Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;</u>	119
	p)	<u>Financial Information of Group Companies: following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, wherever applicable, along with significant notes of auditors;</u>	120
	q)	<u>Where the issuer is a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer;</u>	121
	r)	<u>A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the issuer and rationale of issue price of the shares;</u>	121
	s)	<u>Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public;</u>	121
	t)	<u>Business strategies and future plans - projected financial statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, two Directors, Managing Director, CFO, and Company Secretary.</u>	121-122
	u)	<u>Discussion on the results of operations shall inter-alia contain the following:</u>	122-123
	1)	A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure;	122
	2)	A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure;	122
	3)	The income and sales on account of major products or services;	122-123

		4)	In case, other income constitutes more than 10% of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring;	123
		5)	If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly, if any foreign customer constitutes a significant portion of the issuer's business, disclosure of the fact along with its impact on the business considering exchange rate fluctuations;	123
		6)	In case the issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed.	123
	v)	<u>Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following:</u>		123-124
		1)	Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.;	124
		2)	Significant economic changes that materially affect or are likely to affect income from continuing operations;	124
		3)	Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;	124
		4)	Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known;	124
		5)	The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;	124
		6)	Total turnover of each major industry segment in which the issuer operated;	124
		7)	Status of any publicly announced new products or business segment;	124
		8)	The extent to which the business is seasonal.	124
	w)	Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc.;		124-125
	x)	<u>Details regarding the changes in the activities of the issuer during the last five years which may had a material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors;</u>		125
	y)	<u>Injunction or restraining order, if any, with possible implications;</u>		125
	z)	<u>Technology, market, managerial competence and capacity built-up;</u>		125
	aa)	<u>Changes in accounting policies in the last three years;</u>		125

	bb)	<u>Significant developments subsequent to the last financial year: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months;</u>	125-126
	cc)	<u>If any quarter of the financial year of the issuer ends after the period ended in the audited financial statements as disclosed in the prospectus unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer;</u>	126
	dd)	<u>Factors that may affect the results of operations.</u>	126-127
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(b)	<u>SWOT Analysis;</u>		129-130
(c)	<u>Analysis of the financial statements of last five years;</u>		130-131
(d)	<u>Known trends demands, commitments, events or uncertainties;</u>		131-132
(e)	<u>Trends or expected fluctuations in liquidity;</u>		132
(f)	<u>Off-balance sheet arrangements.</u>		132
CHAPTER (VIII)	<u>DIRECTORS AND OFFICERS</u>		133-149
(a)	<u>Name, Father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him;</u>		134-136
(b)	<u>The date on which he first became a director and the date on which his current term of office shall expire;</u>		136
(c)	<u>If any director has any type of interest in other businesses, names and types of business of such organizations. If any director is also a director of another company or owner or partner of any other concern, the names of such organizations;</u>		136-137
(d)	<u>Statement of if any of the directors of the issuer are associated with the securities market in any manner. If any director of the Issuer Company is also a director of any issuer of other listed securities during last three years then dividend payment history and market performance of that issuer;</u>		137
(e)	<u>Any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers;</u>		138
(f)	<u>A very brief description of other businesses of the directors;</u>		138-139
(g)	<u>Short bio-data of each director;</u>		139-141
(h)	<u>Loan status of the issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank;</u>		142
(i)	<u>Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included;</u>		143

(j)	<u>Changes in the key management persons during the last three years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the information memorandum. If the turnover of key management personnel is high compared to the industry, reasons should be discussed;</u>	143
(k)	<u>A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position;</u>	144-145
(l)	<u>If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.;</u>	146
(m)	<u>If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed;</u>	146
(n)	<u>Interest of the key management persons;</u>	146
(o)	<u>All interests and facilities enjoyed by a director;</u>	146
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(a)	The prospectus shall contain a description of any transaction during the last five years, or any proposed transactions certified by the auditors, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely:	151-152
	(i) Any director or sponsor or executive officer of the issuer;	151-152
	(ii) Any person holding 5% or more of the outstanding shares of the issuer;	151-152
	(iii) Any related party or connected person of any of the above persons;	151-152
(b)	Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;	153
(c)	Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan, and present outstanding of such loan;	153
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(b)	<u>Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year;</u>	155
(c)	<u>If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year;</u>	155
(d)	<u>The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM;</u>	155
(e)	<u>Any contract with any director or officer providing for the payment of future compensation;</u>	155
(f)	<u>If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto;</u>	155
(g)	<u>Any other benefit or facility provided to the above persons during the last accounting year.</u>	156
CHAPTER (XI)	<u>OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES</u>	157-158
CHAPTER (XII)	<u>TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM</u>	15-160
(a)	The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received;	160
(b)	If any assets were acquired or to be acquired within next two financial years from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them;	160
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(b)	<u>There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue;</u>	165-166
(c)	<u>The average cost of acquisition of equity shares by the directors certified by the auditors;</u>	167
(d)	<u>A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors/ directors. In this connection, a statement to be included;</u>	168-169
(e)	<u>Detail of shares issued by the company at a price lower than the issue price;</u>	170
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(b)	<u>A compliance report of Corporate Governance;</u>	174-190
(c)	<u>Details relating to the issuer's audit committee and remuneration committee.</u>	190
CHAPTER (XV)	<u>VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGERS</u>	191-195
(a)	The valuation report of securities to be offered shall be prepared and justified by the issue manager on the basis of the financial and all other information pertinent to the issue;	192

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(b)	To prepare the valuation report, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information;	192
(c)	While preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence.	192
(d)	The issue manager(s) shall, among others, consider the following methods for valuation of the securities:	192-195
(i)	net asset value at historical or current costs;	192-194
(ii)	earning-based-value calculated on the basis of weighted average of net profit after tax for immediately preceding five years;	192-194
(iii)	average market price per share of similar stocks for the last one year.	195
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(c)	<u>If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture;</u>	228

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(d)	<u>If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;</u>	228
(e)	<u>A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer;</u>	228-229
(f)	<u>If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as an annexure to the prospectus;</u>	229
(g)	<u>If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item wise break-up of last three years working capital and next two years projection;</u>	229
(h)	<u>Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project wise, as the case may be;</u>	229
(i)	<u>Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented;</u>	229
(j)	<u>The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies;</u>	229
(k)	<u>Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.</u>	230-270
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(a)	The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the কোম্পানি আইন, ১৯৯৪, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable;	27-329
(b)	<u>Information as is required under section 186 of the কোম্পানি আইন, ১৯৯৪ relating to holding company;</u>	330
(c)	<u>Selected ratios as specified in Annexure-D;</u>	330-335
(d)	<u>Auditors report under Section 135 (1), Para 24 (1) of Part II of Schedule III of the কোম্পানি আইন, ১৯৯৪. The report shall include comparative income statement and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation;</u>	336-339
(e)	<u>Financial spread sheet analysis for the latest audited financial statements;</u>	340-341
(f)	<u>Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;</u>	341
(g)	<u>All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share;</u>	342
(h)	<u>Quarterly or half-yearly EPS should not be annualized while calculating the EPS;</u>	342
(i)	<u>Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position;</u>	342-343
(j)	<u>The Commission may require the issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer;</u>	343
(k)	Following statements for the last five years or any shorter period of commercial operation certified by the auditors:-	343
(i)	<u>Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued;</u>	343-345
(ii)	<u>Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status;</u>	345
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(iv)	<u>Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store & spares parts, inventory of trading goods etc.;</u>	347
(v)	<u>Statement of trade receivables showing receivable from related party and connected persons;</u>	348
(vi)	<u>Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued;</u>	349
(vii)	<u>Statement of other income showing interest income, dividend income, discount received, other non-operating income;</u>	350

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	(viii)	<u>Statement of turnover showing separately in cash and through banking channel;</u>	351-352
	(ix)	<u>Statement of related party transaction;</u>	352
	(x)	<u>Reconciliation of business income shown in tax return with net income shown in audited financial statements;</u>	353
	(xi)	<u>Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel;</u>	353-357
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CHAPTER (I)

EXECUTIVE SUMMARY

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(a) About the industry:

Until recent years soap and water were the only cleaning agents available in Bangladesh. Soap served ‘**Household care**’ markets for many years, until a shortage in animal and vegetable fats and oils, the basic ingredients necessary to make soaps. In 1999 ‘**Unilever**’ introduced ‘**Wheel Powder**’ a ‘**Synthetic detergent**’ and sold 41,000 M. Tons of Detergent powder in the first year. Since then, a good number of other manufacturer’s entered into the field and now the market is estimated at 110,000 M.T. per annum, which is valued at BDT 4.18 billion.

The Detergent market in Bangladesh comprising of both Laundry soaps and Synthetic Detergent Bar and Powder is estimated to 300,000 M.T./annum and is valued at BDT 7.53 billion.

Oil based laundry soaps are being gradually phased out. Synthetic detergents incorporate modern technology, which is just 3 – 4 decades old and offer better value for money.

The detergent market is continuing to grow at a rate approximately equal to GDP growth in the U.S. and developed economies but is growing at a very high rates in some areas as high as 10% in regions of Asia pacific.

The main constituent of a detergent product is a surfactant and can be produced from a variety of feedstocks:

Linear Alkyl Benzene (**LAB**), Primary Alcohols (**PA**), Alpha Olefins (**AO**)

The cleaning process by anionic surfactants is based upon the following phenomena:

- i) Through wetting of substrate and dirt due to reduction of water/substrate and water/dirt surface tension.
- ii) Removing of dirt from substrate.
- iii) Maintaining the dirt in a stable solution or suspension.

Among the many types of surfactants ‘**LABSA**’ or ‘**LAS**’ has been the major **Surfactant** used in Detergent Industry for more than 30 years and continues to represent a majority portion of the surfactants today, because of ‘**LAS**’S environmental safely, Biodegradability, Cleaning effectiveness and cost competitiveness.

‘**LAS**’ has experienced 30 years of ever-increasing use around the world. The total world LAS production capacity in 2002 was estimated at 6.9 million tons, with 3.8 million tons

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consumed in China, India and Southeast Asia. The market for LAS is directly related to the growth of the synthetic detergent and which is as high as 10% in the Asia-pacific region.

Bangladesh produces approx 1,10,000 M.T. of Detergent powder per annum. The market growth being in the range of 12 – 15% per annum. The total demand for ‘LAS’ in Bangladesh is estimated to be around 21,600 M.T. during 2004 and anticipated to grow at the rate of 12 – 15% per annum.

There is no single unit to produce ‘LAS’ in Bangladesh and the entire demand is met through import only.

The global future for detergents is a bright one. Laundry detergents will remain a mainstay in every home in the modern world. The relative share of Oil based laundry soaps will continue to decline, as use of synthetic detergents becomes more widespread. The penetration of Detergent powder in Bangladesh is high, the low per capita consumption indicates that there is a huge potential for growth.

‘Rhymer’ sees this is a very good opportunity for investment and the main objective of the unit is to produce high quality, Cost effective, Biodegradable and environmentally safe Anionic ‘Surfactants’ for the Detergent Industry of Bangladesh. Rhymer’s aim is to carve out a significant market share of the Basics raw materials of Detergent Industry on the basis of value added Philosophy and to attain a highest return on investment in the industrial sector of Bangladesh. The special features of the Project, which include modern process and quality control, state of the Art machinery coupled with efficient management would ensure the objectives of Rhymer’s to achieve.

(b) About the Issuer:

Name of the Issuer	Rhymer Chemical Industries Limited (RCIL)	
Incorporation	As Private Limited Company	August 07, 2004 & Reg. No. C-53815(480)/2004
Converted Public Limited Company	26th January 2012	
Commencement of Commercial Operation	21st April, 2008	
Registered Office & Factory	Registered Office & Factory: Village: Kashore, Post Office: Horibari Bazar, Police Station: Valuka, District: Mymensingh	
Nature of Business	The main objectives of the Company are to carry on the business of manufacturing, trade & supply of linear alkyl benzene sulphonic acid (LABSA) as well as to enter into fast growing detergent industries and market in local market by providing superior quality products.	
	The Company has been established with a view to produce	

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Background of the Company	<p>and supply of different chemicals for local consumption.</p> <p>Principal products: The principal and only product of the company is Linear Alkyl Benzene Sulphonic Acid (LABSA)</p> <p>Linear Alkyl Benzene Sulphonic Acid (LABSA): LABSA, also known as ‘Soft Acid Slurry’ is being produced in the most sophisticated "Multiple Falling Film Reactor". The process is fully automated with most modern computer aided process equipment to produce high quality products with consistency. LABSA is an anionic surfactant widely used in the formulations of Washing Powder, Detergent Powder, Detergent Cake, Liquid Soap, Cleaning Powder, Scouring Bar, Oil Soaps etc. It is specially suited for the manufacture of all types of detergent powders and cakes. Due to its high active matter, quick soluble with water and low salt content, it easily finds its way in to variety of liquid formulations.</p>
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(c) Financial Information:

Major financial information of RHYMER CHEMICAL INDUSTRIES LIMITED (RCIL) is as follows:

Sl. No.	Particulars	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
		For the year	For the year	For the year	For the year	For the year
1	Revenue	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735
2	Gross Income	62,511,167	63,259,672	57,427,113	53,500,549	56,619,555
3	Profit before Income Tax	50,822,610	56,228,540	55,598,025	47,661,992	45,872,159
4	Net Income after Tax	38,277,165	45,091,131	40,868,172	37,700,236	38,094,791
5	Total Assets	805,077,138	783,348,735	837,013,109	778,028,257	712,954,371
6	Share Capital	280,000,000	280,000,000	280,000,000	280,000,000	280,000,000
7	Retained Earnings	264,666,443	226,582,965	170,749,724	130,487,680	92,915,633
8	No. of Shares	28,000,000	28,000,000	28,000,000	28,000,000	28,000,000
9	Face Value	10	10	10	10	10
10	NAV Per Share (with revaluation reserve)	23.23	21.87	20.22	18.79	17.45
11	NAV Per Share (without revaluation reserve)	19.45	18.09	16.45	15.01	13.67
12	Earnings per Share (EPS)	1.37	1.61	1.46	1.35	1.36
13	Diluted Earnings per Share *	1.37	1.61	1.46	1.35	1.36

*Considering total number of outstanding shares of 28,000,000.

(d) Features of the issue and its objects:

Offer Price	Tk. 10.00
Number of Shares	30,000,000
Offer Size	Tk. 300,000,000.00
Purpose of Raising Fund	Proceeds from Initial Public Offering (IPO) will be used for Acquisition of Machinery & Equipment, Construction of building and other civil works and for IPO Expenses
Date of Implementation	Within 24 months after receiving IPO fund

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(e) Legal and other Information:

SL	Name of Certificate/license/Registration	License Issuer/Issuing Authority	Certificate/License No.	Validity/Current Status
1	Incorporation	Registrar of Joint Stock Companies & Firms (RJSC)	Public Limited Company dated August 07, 2004 & C-53815(480)/2004	N/A
2	Trade License	Hobirbari Union Porisod	125	30-Jun-23
3	TIN Certificate	National Board of Revenue	544635560282	N/A
4	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Dhaka	18061005792	N/A
5	Import Registration Certificate (IRC)	Controller of Import & Export, Government of Bangladesh	Ba 0175356	30-Jun-23
6	Fire License	Bangladesh Fire Services and Civil Defense	Mymen/275/2005	30-Jun-22
7	Factory License	Factory and Organization Inspection Authority, Mymensingh	203/Mymensingh	30-Jun-22
8	MCCI	Mymensingh Chamber of Commerce & Industry	250	30-June-23
9	Environment Clearance Certificate	Department of Environment, Dhaka Division	20-44223	Applied for renewal
10	Production License	Department of Home Ministry	58.00.0000.070.04.0 33.17.285	30-June-23
11	Sulphur Use & Stock License	Department of Mymensingh DC Office	04/2007 Mymensingh	31- December-22
12	Sulphur Carrying License	Department of Mymensingh DC Office	24/ Mymensingh	31- December-22
13	Acid Carrying License	Department of Mymensingh DC Office	26/ Mymensingh	31- July-22
14	Acid Sell License	Department of Mymensingh DC Office	25/ Mymensingh	30- June-22
15	Arms & Weapon License	Department of Mymensingh DC Office	05/2015	31- December-22

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(f) Promoters' background:

At the time of incorporation following persons were the subscribers to the memorandum:

Sl. No.	Name of promoter	Position
1.	Mr. Kamal Sharif	Chairman
2.	Mr. Mansoor Ahmed	Director
3.	Mr. Mamunul Huq	Director
4.	Mr. Md. Liaquat Hossain	Director
5.	Mr. Md. Monzur Alam	Director

Their background is stated below:

Mr. Kamal Sharif

Mr. Kamal Sharif is the Sponsor Director & the chairman of Rhymer Chemical Industries Limited. He is from a respectable Muslim Family of Shariotpur district. He is an eminent business personality in Bangladesh. He completed his M.S.S from Dhaka University. At the beginning he started his career as a banker from National Bank Ltd. Mr. Sharif is a successful industrialist and also the chairman of the Finery Limited, Rhymer Apparels Limited and K.K Embroidery Ltd. His social activities are remarkable. He is one of the sponsors of Kalabagn Forkania Madrasa.

Mr. Mamunul Huq

Mr. Mamunul Huq (MBA), son of Late Abdul Odud and Mrs. Romisa Khatun was born in a respectable Muslim family of Dhaka in 1957. He has 23 years of experience in related industry and now using his prudent skill as Managing Director in Rhymer Chemical Industries Limited. Moreover, he is currently acting as the Managing Director of Finery Limited, Rhymer Apparels Limited and Marble Arc Limited.

Md. Liaquat Hossain

Mr. MD. Liaquat Hossain (MBA), son of Late Belayet Hossain and Mrs. Sufia Begum was born in a respectable Muslim family of Rangpur in 1958. He is a director of Rhymer Chemical Industries Limited with more than 23 years experience. He is also the Managing Director of Envirotech limited and Wrap N Pack Limited.

Mr. Mansoor Ahmed

Mr. Mansoor is the Sponsor Director of Rhymer Chemical Industries Limited. He is from a respectable Muslim family and obtained his M.S.C. from Dhaka University. He has acquired first-hand knowledge of business from the very School Life by associating himself with parental business at Narayanganj. He is the Managing Director of Noor Sewing & Dyeing Ltd & Mother Colour Ltd. He has gained 22 years of practical experience as successful business leaders in the Country. With long &

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varied experience in business & possessing modern concept of industrialization, he directly controls administration, procurement of Plant & Machinery and Raw materials of all the sister concern of his Group.

He is a successful Industrialist and also the Director of the Finery Limited, Rhymer Apparels Limited and Marble Arc Limited. He is the Managing Director of Mother Color Limited.

His social activities are remarkable. He established an Orphanage and Madrasa at Isdair in Naryangonj. He is the Member of Red Cross, Lions Club, Narayangonj Club, Dhanmondi Club and also related with many other social activities. He was the team leader for knit Exposition in Japan for the year, 2012. He is a founder of BKMEA and presently he is also Vice President of BKMEA. He gains Gold Medal from Dhaka Press Club in 2008 for his remarkable activities in Garments sector.

He traveled many countries such as USA, Australia, Canada, Japan, India, Thailand, Bangkok, Singapore, Malaysia & many other countries.

Mr. Monzur Alam

Mr. Monzur is the Sponsor Director of Rhymer Chemical Industries Limited. He is from a respectable Muslim family of Khulna district. He is an eminent business personality in Bangladesh. He completed his M.S.S from Rajshahi University on 1982. He is a successful Industrialist and the Director of SAS Fashion Wears Ltd., Ekushey Television (ETV). He is the Member of BGMEA, SCI- Bangladesh from 1974 and served activity in different Executive posts. Member of Mymensingh Club, Sponsor of Khash Shahjahan Late. M. A. Karim High School, Nagurpur, Tangail. He traveled many countries such as India, Thailand, Singapore, Malaysia, Japan, Hong Kong, China, USA, UK, Italy, France, Holland, Germany and Switzerland.

(g) Capital structure and history of capital raising:

The Company intends to issue 30,000,000 ordinary shares of Tk. 10.00 each at par through Initial public offering (IPO) totaling to Tk. 300,000,000.00 subject to regulatory approvals.

Particulars	No. of Shares	Face Value (Tk.)	Issue Price (Tk.)	Amount in Taka
Authorized Capital	100,000,000	10.00	10.00	1,000,000,000
Before IPO:				
Paid up capital	28,000,000	10.00	10.00	280,000,000
After IPO:				
To be issued as IPO	30,000,000	10.00	10.00	300,000,000
Paid up capital (Post IPO)	58,000,000	10.00	10.00	580,000,000

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The Company has raised its paid-up capital in following phases:

Particulars of Allotment	Date of Allotment	Form of Consideration (No. of Shares)			Face Value of Share (Tk.)	Paid-up Capital
		In cash	Other than in cash	Bonus		
		Considering Face Value of Tk.10 each Share				
1 st (Subscriber to the Memorandum & Articles of Association at the time of incorporation)	07/08/2004	100,000	-	-	100	10,000,000
2 nd	20/05/2005	200,000	-	-	100	20,000,000
3 rd	20/06/2010	1,500,000*	-	-	100	150,000,000
4 th	03/11/2012	10,000,000	-	-	100	100,000,000
Total						280,000,000

Notes: *The company has changed the face value of its ordinary shares from Tk.100 each to Tk.10 each by passing an extraordinary resolution in a meeting held on 30th March 2011.

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(h) Summary of Valuation Report of securities:

Particulars	Amount (in Tk.)
Method 1: Net Asset Value (NAV) per share	
1 (A) Net Asset Value per share with revaluation	23.23
1 (B) Net Asset Value per share without revaluation reserve	19.45
Method 2: Historical Earnings based valuation	
2(A) Earnings based Value per share (Market P/E)	21.53
2(B) Earnings based Value per share (Sector P/E)	28.84
Method 3: Average market price of similar stock based valuation	100

The detailed valuation workings of the above mentioned methods are furnished under the head of “valuation Report of securities prepared by the issue Manager” in the prospectus **in page no. 228-232.**

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CHAPTER (II)

CONDITIONS IMPOSED BY THE COMMISSION

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DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM:

As per provisions of the Depository Act, 1999 and regulations made there under, share of the Company will be issued in dematerialized form only and for this purpose Rhymer Chemical Industries Limited (RCIL) will sign an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers, transmissions, splitting or conversions will take place on the CDBL system and any further issuance of shares (including rights and bonus) will also be issued in dematerialized form only.

CONDITIONS UNDER 2CC OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969:

PART-A

1. The Company shall go for Initial Public Offer (IPO) for 30,000,000 ordinary shares of Tk. 10.00 each at par from which 15% of securities will be reserved for the employees of the company and remaining 85% of securities will be reserved for Eligible Investors (EIs) and General Public (GP) totaling to Tk. 300,000,000/- (taka thirty crore) following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act, 1999 and rules made there under.
2. The abridged version of the prospectus, as approved and vetted by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), within **05(five) working days** from the date of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **2 (two) working days** of publication of abridged version of prospectus in the newspaper and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS - Word" format.
3. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspapers.
4. The issuer company and the issue manager shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspapers. A compliance report shall be submitted in this respect to the Commission jointly by the Issuer and the Issue Manager within **02 (Two) working days** from the date of publication of the abridged version of the prospectus in the newspapers.
5. The following declaration shall be made by the company in the prospectus, namely: -

"Declaration about Listing of Shares with the stock exchange (s):

None of the stock exchange(s), if for any reason, grants listing within **20 (twenty) working days** from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within **15 (Fifteen) days** from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said **20 (twenty) working days**, as the case may be.

In case of non-refund of the subscription money within the aforesaid **15 (Fifteen) days**, the Directors of the company, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) above the bank rate, to the subscribers concerned.

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The issue manager, in addition to the issuer company, shall ensure due compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within **7 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days'** time period allowed for refund of the subscription money.”

The stock exchanges shall complete the listing procedure and start of trading of securities within **20 (Twenty) working days** from the closure of subscription.

6. Each General Applicant (General Public and Non-resident Bangladeshi applicants) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk.20,000/- (Taka twenty thousand only) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the subscription. **The application amount shall be Tk.10,000/- (Taka ten thousand only).** Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall verify the list of BO Accounts provided by the Exchanges regarding investment of general applicants in listed securities.
7. The IPO shall stand cancelled in case of under-subscription collectively above 35%. In such an event, the issuer and issue manger shall inform the Commission **within 02 (two) working days** and release the subscription money within 07 (seven) working days after receiving verification report from CDBL and the information from exchanges regarding subscription.
8. In case of under-subscription under any of sub-categories of eligible investors' category or general public category, the unsubscribed portion shall be added to other sub-category of the same category. In case of over subscription in the general public category, the securities shall be allotted on pro-rata basis, any fraction shall be considered to the nearest integer and accumulated fractional securities shall be allotted on random basis.
9. **An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications shall be treated as invalid and shall not be considered for allotment purpose. In addition, 15% (fifteen) of the application money shall be forfeited and deposited to the Commission by the exchange(s) and the balance amount shall be refunded to the applicant.**
10. **The applicants who have applied for more than two applications using same bank account, their applications shall not be considered for allotment purpose. In addition, 15% of their subscription money shall be forfeited and deposited to the Commission by the exchange(s). The balance amount shall be refunded to the applicants.**
11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or sale proceeds of forfeited shares (unit) shall be deposited to the Commission by the exchanges. This is in addition to any other penalties as may be provided for by the law.
12. The company shall furnish the list of allottees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty-Four) hours** of allotment.
13. Shares are not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares, other than alternative investment funds, through stock dividends, shall be subject to a lock-in period of 02(two) years from the date of issuance of the prospectus.
14. If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by

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the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Otherwise, those shares (shares of Sponsors/ Directors/ Promoters) can be dematerialized and shall remain in lock-in under CDBL system and the issuer shall submit a dematerialization confirmation report generated by CDBL system and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/ Directors/Promoters, the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission.

15. **The company shall not declare, approve or distribute any dividend/ bonus shares before listing with any Exchange from the date of this letter.**
16. The company shall not engage itself into any merger/amalgamation or acquisition activities without taking “No Objection” from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting.
17. Each Eligible Investor (EI) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 5,000,000/- (Taka fifty lac) for approved pension funds, recognized provident funds and approved gratuity fund and other EIs of Tk.10,000,000/- (Taka one crore) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the bidding as per clause (e) of sub-rule (1) of rule 2 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall send a report to the Exchanges on the basis of the list of BO Accounts provided by the Exchanges regarding holding of EIs in listed securities and the Exchange shall ensure the compliance in this regard.
18. **The company shall not increase its paid up capital through issuance of bonus shares for next four (4) years from the first trading day at the exchange(s). All sponsor shareholders and directors of the company shall not receive any kind of dividend unless its Earning Per Share (EPS) reach up to Tk.1.00 (one) or more;**
19. **Lock in for all existing shareholders are three (3) years and employees’ shares are two (2) years from the first trading date at the Exchanges.**

PART-B

Application Process

Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of an abridged version of the prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Total Amount and Category of the Applicant.
 - a) Eligible investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).
 - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the

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Stockbrokers/Merchant Bankers where the applicant maintains customer account.

Step-2 (Intermediary):

3. The registered Stock broker/Merchant Banker in the ESS shall:
 - a) Post the amount separately in the customer account equivalent to the application money;
 - b) Accumulate all the applications/buy instructions received up to the cut-off date and transfer the amount to their respective Consolidated Customer Account;
4. The registered Stockbroker/Merchant Banker in the ESS shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and within **3 (three) working days** from the cut-off date, upload to the ESS, the lists of applicants in electronic (text format with tilde '~' separator) format, deposit the full amount received from the General Public and Non-Resident Bangladeshi (NRB) applicants by the method as determined by exchange(s).
5. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to **6 (six) months** from listing of the securities with the exchange.
6. The Exchanges shall prepare a consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification on the next working day. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not, verify more than two applications by an individual; verify more than two applications using same bank account and investment criteria.
7. **On the next working day**, CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
8. After receiving verification report and information from CDBL, the Exchanges shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications **within 5 (five) working days**.
9. **Within next working day**, the Exchanges shall provide the Commission, Issuer and Issue Manager with the soft copy of subscription result.

Step-3 (Issuer):

10. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.
11. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
 - a) Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
 - b) Prepare category wise lists of invalid applicants who are subject to penal provisions as per conditions of the consent letter issued by the Commission in electronic (text format with tilde '~' separator) format mentioning the penalty amount against each applicant;
 - c) Issuer shall issue allotment letters in the names of allottees in electronic format and
 - d) Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

12. 15% Private Offer to employees of the Issuer:

According to the compliance with the provisions of the Commission's Notification No. BSEC/CMRRCD/2009-193/27/Admin/127 dated 19 July 2021, application process of the 'employees & others' category of the issuer in the initial public offering (IPO) through ESS of the Exchanges shall be conducted as follows:

- a. The issuer shall upload the list of the existing employees in the electronic subscription system of the exchange(s) in electronic (text format with tilde '~' separator) format containing Customer ID, Name (as per BO ID), BO ID, Total Quantity, Total Amount, Category of the Applicant, NID, Employee ID, Service Start Date and Designation.
- b. The existing employees of the issuer shall submit application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.
- c. The registered Stockbroker/Merchant Banker in the ESS shall upload the lists of existing employees of the issuer in electronic (text format with tilde '~' separator) format.
- d. The Exchanges shall verify (name, BO ID, amount, duplicate, etc) the applications of existing employees and send the valid BOIDs in electronic (text) format to CDBL for verification. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
- e. CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
- f. The Existing employees of the issuer whose applications are valid and active will be allotted securities as per their applied quantities, **subject to a lock-in period of 2 (two) years from the first trading day at the exchanges.**

Step-4 (Intermediary):

13. On the next working day, Exchanges shall:
 - a) remit the amount of allotted applicants to the Issuer's respective Escrow Account opened for subscription purpose;
 - b) send the penalty amount who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list; and
 - c) Distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.
14. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Bankers shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

Miscellaneous:

15. The Issuer, Issue Manager(s), Stockbrokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
16. The Issuer shall pay the costs related to process the Eligible Investors allotment if claimed by the Exchange concerned up to an amount of Tk. 2,00,000/- (Taka Two Lac) only and Tk. 8,00,000/- (Taka Eight Lac) only for processing the applications of General Public and Non-Resident Bangladeshi (NRB) applicants.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

17. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5/- (Taka five) only per application irrespective of the amount or category for the service provided till withdrawal of the money. The service charge shall be paid by the applicant at the time of submitting an application.
18. The Exchanges shall provide the Issuer with a statement of the remittance.
19. The Exchanges shall send the penalty amount to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
20. The concerned Exchanges are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

PART-C

1. The issue manager(s) shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. In this regard, the issue manager(s) shall submit a compliance report to the Commission within 5 working days from the date of such publications.
2. The fund collected through Initial Public Offer shall not be utilized prior to listing with the Exchange(s) and that utilization of the said fund shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
3. The company shall furnish status report on utilization of Public Offering proceeds audited by foreign affiliated auditors and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each quarter until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.
4. While auditing the utilization of IPO proceeds, the auditors will perform their jobs under the following terms of reference (TOR) and confirm the same in their report/certificate:
 - (a) Whether IPO proceeds have been utilized for the purposes/heads as specified in the prospectus;
 - (b) Whether IPO proceeds have been utilized in line with the condition (if any) of the Commission's consent letter;
 - (c) Whether utilization of IPO proceeds have been completed within the time schedule/implementation schedule as specified in the published prospectus;
 - (d) Whether utilization of IPO proceeds is accurate and for the purpose of the company as mentioned/specified in the published prospectus; and
 - (e) The auditors should also confirm that: (i) assets have been procured/imported/constructed maintaining proper/required procedure as well as at reasonable price; and (ii) auditors' report has been made on verification of all necessary documents/papers/vouchers in support of IPO proceeds making reconciliation with Bank Statement.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

5. All transactions, excluding petty cash expenses, shall be effected by crossed cheques or bank transfers.
6. Proceeds of the Initial Public offer shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in this respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a Board approved agenda thereon and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the Board of Directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information.
7. If any quarter of the financial year-end after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the said quarterly financial statements in accordance with the Commission's Notification BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 and Rules 15 of the Securities and Exchange Rules, 2020.
8. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

PART-D

1. As per provision of the Depository Act, 1999 & Regulations made there under, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only.
2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and the listing regulations of the Exchanges;

Provided that the Board of Directors of the issuer along with the Issue Manager(s) shall conduct a quarterly meeting with the Capital Issue Department of the Commission regarding compliance status of its business plan as mentioned in the Prospectus.

3. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (III)

DECLARATION AND DUE DILIGENCE CERTIFICATES

**DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING
THE CEO OF THE ISSUER IN RESPECT OF THE PROSPECTUS**

[Rule 4 (1) (d)]

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this public issue and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

We also confirm that full and fair disclosures have been made in this prospectus to enable the investors to make a well-informed decision for investment.

Sd/-

Kamal Sharif
Chairman

Sd/-

Md. Monzur Alam
Managing Director & CEO

Sd/-

Mansoor Ahmed
Director

Sd/-

Shahana Akhter
Director

Sd/-

Salman Sharif
Director

Sd/-

A M Sakib Noor
Director

Sd/-

Md. Touhidul Alam
Director

Sd/-

Md. Nazrul Hossain
Independent Director

Sd/-

Md. Ziaul Haque
Independent Director

Date: October 8, 2022

DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
(AB Investments Limited)

[Rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by **RHYMER CHEMICAL INDUSTRIES LIMITED**

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the

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use of proceeds section of the prospectus;

- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

Serial No.	Name of the Issuer	Issue Price	Dividend Payment History
1	Chartered Life Insurance Company Limited	10.00	N/A

For the Issue Manager

Sd/-

Sheikh Ashrafal Haque
Chief Executive Officer
AB Investment Limited

Place: Dhaka
Date: September 14, 2022

DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
(BLI Capital Limited)

[Rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by **RHYMER CHEMICAL INDUSTRIES LIMITED**

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;

- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well-informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;

(k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

Serial No.	Name of Issuer	Issue Price	Dividend Payment History
1	Express Insurance Limited	10.00	10% Cash for the year 2021
2	BD Thai Food & Beverage Limited	10.00	N/A

For the Issue Manager

Sd/-

MD. ISRAIL HOSSAIN FCS
Managing Director
BLI Capital Limited

Place: Dhaka
Date: September 14, 2022

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER

(Unicap Investments Limited)

[Rule 4 (1) (d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 30,000,000 Ordinary Shares of Tk. 300,000,000.00 by RHYMER CHEMICAL INDUSTRIES LIMITED

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

- (1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
- (2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 500,000,000 (Taka Fifty Crore) only and we have the capacity to underwrite a total amount of Tk. 2,500,000,000 (Taka Two Hundred Fifty Crore) only as per relevant legal requirements. We have committed to underwrite for up to Tk. 105,000,000/- (Taka Ten crore fifty Lac) only for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of The Company	Type of Issue	Amount Underwritten (in BDT)
1	Omera Petroleum Limited	IPO	62,589,054
2	First Security Islami Bank Limited	ROD	200,000,000
3	Islami Commercial Insurance Company Limited	IPO	2,000,000
	Total		264,589,054

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

Salamul Latif Choudhury
Chief Executive Officer
Unicap Investments Limited

Place: Dhaka
Date: September 16, 2022

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (IV)

ABOUT THE ISSUER

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (a) Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, fax number, contact person, website address and e-mail address;

Particulars of the Company:

Particulars	Description
Name of the Issuer	Rhymer Chemical Industries Limited (RCIL)
Dates of Incorporation	07 August, 2004 as a private limited company vide Reg. No.C-53815(480)/2004
Commencement of its Commercial Operations	21st April, 2008
Logo	
Registered office & Factory	Village: Kashore Post Office: Hobirbari Bazar Police Station: Valuka, Mymensingh, Bangladesh Factory: Village: Kashore Post Office: Hobirbari Bazar Police Station: Valuka, Mymensingh, Bangladesh.
Telephone No	+88-02-41020243
Fax No	+88-02-4104855
Contact Person	Shaikh Abdus Sattar
Website Address	www.rhymerchemical.com
E-mail Address	rhymerchemicalind@gmail.com

- (b) The names of the sponsors and directors of the issuer:

Name of the Sponsors and Directors:

Sl. No.	Name	Position
1	Mr.Kamal Sharif	Chairman
2	Mr.Monjurul Alam	Managing Director& CEO
3	Mr. Mansoor Ahmed	Director
4	Mrs.Shahana Akhter	Director
5	Mr. Salman Sharif	Director
6.	Mr.M.A Shakib Noor	Director
7	Mr.Touhidul Alam	Director


পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

8.	Md.Nazrul Hossain	Independent Director
9.	Md.Ziaul Haque	Independent Director

(c) **The name, logo and address of the auditors and registrar to the issue, along with their telephone numbers, fax numbers, contact persons, website and e-mail addresses:**

Particulars of Auditor and Registrar to the Issue:



Auditor:

Particulars	Description
Name	A HOQUE & CO
Logo	
Address	KHAN MANSION,(5 th Floor) 107,Motijheel Commercial Area Dhaka-1000,Bangladesh
Telephone Number	+88-02-9562786
Fax Number	+88-02-41021855
Contact Person	A.K.M Aminul Hoque FCA
Website Address	www.ahoquecompany.com
E-mail Address	a.hoquecompany@gmail.com

Registrar to the Issue is not applicable for RCIL

(d) **The name(s) of the stock exchanges where the specified securities are proposed to be listed.**

Name of the Stock Exchanges where the Securities to be listed:


Stock Exchanges	Dhaka Stock Exchange Limited 9/F Motijheel C/A, Dhaka 1000.		Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755
	Chittagong Stock Exchange Ltd. CSE Building, 1080, Sheikh Mujib Road Chittagong 4100.		Tel: +880-2-9513911-15 Fax: +880-2-9513906

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (V)

CORPORATE DIRECTORY OF THE ISSUER

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Name of the Company	Rhymer Chemical Industries Limited (RCIL)
Logo	
Legal Position	Rhymer Chemical Industries Limited, a public limited Company, incorporated in Bangladesh on August 07, 2004 as a Private Limited Company under the Companies Act 1994, with an authorized capital of BDT 1,000,000,000/- and paid-up capital of BDT 280,000,000/-. Subsequently the company was converted into Public Limited Company on January 26, 2012 under the companies Act 1994 with a view to produce and supply Chemical for local consumption
Date of Incorporation	07 August, 2004 & Reg. No. C-53815(480)/2004
Commencement of its Commercial Operations	21st April, 2008
Authorized Capital	Tk. 1,000,000,000 divided into 100,000,000 Ordinary Share of Tk. 10.00 each
Paid up Capital	Tk. 280,000,000 divided into 28,000,000 Ordinary Share of Tk. 10.00 each
Registered Office & Factory	Village: Kashore Post Office: Hobirbari Bazar Police Station: Valuka, Mymensingh, Bangladesh. Factory: Village: Kashore Post Office: Hobirbari Bazar Police Station: Valuka, Mymensingh, Bangladesh
Contact Person	Shaikh Abdus Sattar Company Secretary
Board of Directors	9 Directors.
Auditors	A HOQUE & CO. Chartered Accountants KHAN MANSION,(5 th Floor) 107,Motijheel Commercial Area Dhaka-1000,Bangladesh Phone No: 02-9562786 E-mail:a.hoquecompany@gmail.com.
Tax Consultants	Rafiqul Islam Bhuiyan Tax and law Shelter 80/2,VIP road (Ground Floor) Kakrial,Dhaka-1000 Email:rafiqueri401197@gmail.com
Legal Advisor	Rafiqul Islam Bhuiyan Tax and law Shelter 80/2,VIP road (Ground Floor) Kakrial,Dhaka-1000 Email:rafiqueri401197@gmail.com
Banker for IPO	First Security Islami Bank Limited
Banker of the Company	First Security Islami Bank Limited

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Shaikh Abdus Sattar
Company Secretary

CHAPTER (VI)

DESCRIPTION OF THE ISSUER

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(a) Summary:

- (i) The summary of the industry and business environment of the issuer. The summary shall not be one-sided or biased to highlight the issuer or the issue;

Summary of the industry:

Until recent years soap and water were the only cleaning agents available in Bangladesh. Soap served ‘**Household care**’ markets for many years, until a shortage in animal and vegetable fats and oils, the basic ingredients necessary to make soaps. In 1999 ‘**Unilever**’ introduced ‘**Wheel Powder**’ a ‘**Synthetic detergent**’ and sold 41,000 M. Tons of Detergent powder in the first year. Since then, a good number of other manufacturer’s entered into the field and now the market is estimated at 110,000 M.T. per annum, which is valued at BDT 4.18 billion.

The Detergent market in Bangladesh comprising of both Laundry soaps and Synthetic Detergent Bar and Powder is estimated to 300,000 M.T./annum and is valued at BDT 7.53 billion.

Oil based laundry soaps are being gradually phased out. Synthetic detergents incorporate modern technology, which is just 3 – 4 decades old and offer better value for money.

The detergent market is continuing to grow at a rate approximately equal to GDP growth in the U.S. and developed economies but is growing at a very high rates in some areas as high as 10% in regions of Asia pacific.

The main constituent of a detergent product is a surfactant and can be produced from a variety of feedstocks: Linear Alkyl Benzene (**LAB**), Primary Alcohols (**PA**), Alpha Olefins (**AO**)

The cleaning process by anionic surfactants is based upon the following phenomena:

- iv) Through wetting of substrate and dirt due to reduction of water/substrate and water/dirt surface tension.
- v) Removing of dirt from substrate.
- vi) Maintaining the dirt in a stable solution or suspension.

Among the many types of surfactants ‘**LABSA**’ or ‘**LAS**’ has been the major **Surfactant** used in Detergent Industry for more than 30 years and continues to represent a majority portion of the surfactants today, because of ‘**LAS**’S environmental safely, Biodegradability, Cleaning effectiveness and cost competitiveness.

‘**LAS**’ has experienced 30 years of ever-increasing use around the world. The total world LAS production capacity in 2002 was estimated at 6.9 million tons, with 3.8 million tons

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

consumed in China, India and Southeast Asia. The market for LAS is directly related to the growth of the synthetic detergent and which is as high as 10% in the Asia-pacific region.

Bangladesh produces approx 1,10,000 M.T. of Detergent powder per annum. The market growth being in the range of 12 – 15% per annum. The total demand for ‘LAS’ in Bangladesh is estimated to be around 21,600 M.T. during 2004 and anticipated to grow at the rate of 12 – 15% per annum.

There is no single unit to produce ‘LAS’ in Bangladesh and the entire demand is met through import only.

The global future for detergents is a bright one. Laundry detergents will remain a mainstay in every home in the modern world. The relative share of Oil based laundry soaps will continue to decline, as use of synthetic detergents becomes more widespread. The penetration of Detergent powder in Bangladesh is high, the low per capita consumption indicates that there is a huge potential for growth.

‘Rhymer’ sees this is a very good opportunity for investment and the main objective of the unit is to produce high quality, Cost effective, Biodegradable and environmentally safe Anionic ‘Surfactants’ for the Detergent Industry of Bangladesh. Rhymer’s aim is to carve out a significant market share of the Basics raw materials of Detergent Industry on the basis of value added Philosophy and to attain a highest return on investment in the industrial sector of Bangladesh. The special features of the Project, which include modern process and quality control, state of the Art machinery coupled with efficient management would ensure the objectives of Rhymer’s to achieve.

Business environment:

The Issuer’s business environment is conducive to the business as we have good supply of labsa. The Company has skilled labors as well. The wage of labor is reasonable also. Government policy is favorable to the sector. Overall, it is a business-friendly situation.

(ii) Summary of consolidated financial, operating and other information.

This information is not applicable for Rhymer Chemical Industries Limited (RCIL) since it has no subsidiary company nor does operate under any holding company.

General Information:

(i) Name and address, telephone and fax numbers of the registered office, corporate head office, other offices, factory, business premises and outlets of the issuer;

Particulars	Description
Name	RHYMER CHEMICAL INDUSTRIES LIMITED
Registered Office	Registered Office: Village: Kashore, Post Office: Hobirbari Bazar Police Station: Valuka, Mymensingh,

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Factory Address	Bangladesh. Village: Kashore,Post Office: Hobirbari Bazar Police Station: Valuka, Mymensingh, Bangladesh.
Contact Person	Shaikh Abdus Sattar Company Secretary
Outlets of the issuer	The company sales its products through customer,therefore the Company has no outlets.

(ii) **The board of directors of the issuer;**

Sl. No.	Name	Position
1	Mr.Kamal Sharif	Chairman
2	Mr.Monjurul Alam	Managing Director & CEO
3	Mr. Mansoor Ahmed	Director
4	Mrs.Shahana Akhter	Director
5	Mr. Salman Sharif	Director
6.	Mr.M.A Shakib Noor	Director
7	Mr.Touhidul Alam	Director
8.	Md.Nazrul Hossain	Independent Director
9.	Md.Ziaul Haque	Independent Director

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(iii) **Names, addresses, telephone numbers, fax numbers and e-mail addresses of the chairman, managing director, whole time directors, etc. of the issuer;**

Sl	Name & Address	Telephone and Fax No. & E-mail Address
1	Name: Mr.Kamal Sharif Position: Chairman & Director Address:53, Kalabagan, 1 st lane,Dhanmondi,Dhaka	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
2	Name: Mr.Monjurul Alam Position: Managing Director/ Director Address: Olympia Tower, Flat -B1, 153/1 Monipuri Para. Tejgaon, Dhaka	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
3	Name: Mr. Mansoor Ahmed Position: Director Address:House-45, Road-12/A, Dhanmondi R/A, Dhaka-1209	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
4	Name: Mrs. Shahana Akhter Position: Director Address:70/1 Monipuripara, Flat No-5D, Tejgaon,Dhaka	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
5	Name: Mr. Salaman Sharif Position: Director Address: 53, Kalabagan, 1 st lane,Dhanmondi,Dhaka	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
6	Name:Mr.M.A Shakib Noor Position: Director Address: House-45, Road-12/A, Dhanmondi R/A, Dhaka-1209	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
7	Name: Mr.Touhidul Alam Position: Director Address: Olympia Tower, Flat -B1, 153/1 Monipuri Para. Tejgaon, Dhaka	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
8	Md.Nazrul Hossain Position: Independent Director Address: Cemex Dream Affifa 38-39/A,5-A,Chand Housing Road# 2,Mohammadpur,Dhaka	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com
9	Md.Ziaul Haque Position: Independent Director Address: Sheltech Shafiques Tower Apartment #2/A,House#28,Road: 14/A,Dhanmondi R/A,Dhaka	Tel: +88-02-41020243 Fax: +88-02-41021855 Email:rhymerchemical@gmail.com

**Chairman and Managing Director is the only whole time Director who receives remuneration from the Company.*

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (iv) **Names, addresses, telephone numbers, fax numbers and e-mail addresses of the CFO, company secretary, legal advisor, auditors and compliance officer;**

Sl	Name & Address	Telephone and Fax No. & E-mail Address
1	Mr. Muhammad Amzad Hossain Chief Financial Officer (CFO) House -08, Flat -E (2 ND Floor), Road -13, Dhanmondi, Dhaka-1209	Tel: +88-02-41020243 Fax: +88-02-41021855 Email: rhymer9073@gmail.com
2	Mr. Shaikh Abdus Sattar Company Secretary & Compliance Officer House -08, Flat -E(2 ND Floor), Road -13, Dhanmondi, Dhaka-1209	Tel: +88-02-41020243 Fax: +88-02-41021855 Email: sattar.rhymer@gmail.com
3	Mr.Rafiqul Islam Bhuiyan Legal Advisor 80/2 VIP Road(Ground Floor), Kakrail, Dhaka- 1000	Tel: +88-02-9333158,9346103 Fax: No Fax Number E-mail: rafiqueri401197@gmail.com
4	A HOQUE & CO. Chartered Accountants KHAN MANSION,(5 th Floor) 107,Motijheel Commercial Area Dhaka-1000,Bangladesh	Tel: 02-9564295 Fax: +88-02-9552853 E-mail:a.hoquecompany@gmail.com

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(v) Names, addresses, telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the issue manager(s), registrar to the issue etc.;

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
AB Investment Limited WW Tower, (7 th Floor) 68 ,Motijheel C/A Dhaka-1000,Bangladesh.	Tel: +88-02-9586169 Fax: +88-02-9586126 E-mail: sasharaful@abbl.com Web: www.abbl.com	Sheikh Ashrafal Haque Chief Executive Officer
BLI Capital Limited Rupayan Trade Centre” (10th Floor), 114, Kazi Nazrul Islam Avenue,Banglamotor, Dhaka-1000	Tel: +88-02-41030061-65, +88-02-9559523 Fax: +88-02223352503 E-mail: israil@blicapitaltd.net Web: www.blicapitaltd.com	Md. Israil Hossain FCS Managing Director

Registrar to the issue:

The Company is going to IPO under Fixed Price Method. So, no registrar to the issue is required as per amendments to the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

(vi) **The following details of credit rating, where applicable:**

- a) **The names of all the credit rating agencies from which credit rating has been obtained;**
- b) **The details of all the credit ratings obtained for the issue and the issuer;**
- c) **The rationale or description of the ratings (s) so obtained, as furnished by the credit rating agency(s);**
- d) **Observations and risk factors as stated in the credit rating report.**

As per clause (e) of sub-rule (4) of rule 3 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015, no credit rating report is required by the Company.

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(vii) Following details of underwriting:

a) The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters and the amount underwritten by them;

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person	Amount Underwritten
UniCap Investments Limited Noor Tower ,(4 th Floor) 73 Sonargaon Road, Dhaka-1205,	Tel: +88-02-8392371 Fax: +88-02-8392372 Email: mail@unicap- investments.com Web: www.unicap- investments.com	Salamul Latif Choudhury Chief Executive Officer	105,000,000
Total			105,000,000

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- b) **Declaration by the underwriters that they have sufficient resources as per the regulatory requirements to discharge their respective obligations;**

Declaration by the UniCap Investments Limited

We are one of the underwriters of the Initial Public Offering (IPO) of Rhymer Chemical Industries Limited (RCIL) We will underwrite BDT 105,000,000 for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter:

Sd/-

Salamul Latif Choudhury
Chief Executive Officer
UniCap Investments Limited

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

c) Major terms and conditions of the underwriting agreements.

- (i) The IPO shall stand cancelled if at least 65% in any category of the IPO is not subscribed.
- (ii) In case of under subscription in any category by up to 35% of the IPO the under-subscribed securities shall be taken up by the underwriters.
- (iii) Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.
- (iv) Prior to publication of the prospectus, the Company shall have obtained consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission 1% (one percent) on the amount underwritten.
- (v) The Issuer shall **within 10 (Ten) days** of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Bangladesh Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares **within 15 (Fifteen) days** of the date of said notice and the said amount shall have to be credited into shares subscription account within the said period.
- (vi) In any case **within 7 (seven) days** after the expiry of the aforesaid **15 (fifteen) days**, the Company shall send proof of subscription and payment by the Underwriters to the Commission.

In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.

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d) Capital Structure:

- (i) **Authorized, issued, subscribed and paid up capital (number and class of securities, allotment dates, nominal price, issue price and form of consideration);**

Particulars	No. of Securities	Class of Securities	Allotment		Nominal & Issue Price (Tk.)	Form of Consideration	Amount in Taka
			Dates	Amount			
Authorized Capital	100,000,000	Ordinary Share	-	-	10.00	-	1,000,000,000
Before IPO:							
Issued, Subscribed and paid up capital	28,000,000	Ordinary Share	Ap per MOA & AOA	1,000,000	10.00	In cash	280,000,000
			20.05.2005	2,000,000	10.00	In cash	
			20.06.2010	15,000,000	10.00	In cash	
			03.11.2012	10,000,000	10.00	In cash	
After IPO:							
To be issued as IPO	30,000,000	Ordinary Share	-	-	10.00	Cash	300,000,000
Paid up capital (Post IPO)	58,000,000	Ordinary Share	-	-	10.00	Cash	580,000,000

Notes: Face Value per shares has been converted from Tk. 100 to Tk.10 each as on 30.03. 2011.The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on March 30, 2011 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(ii) **Size of the present issue, with break-up (number of securities, description, nominal value and issue amount);**

Particulars			%	No. of Ordinary Shares	Nominal Value	Issue price	Issue Amount (Taka)
Initial Public Offering through Fixed price method	Eligible investors (EI)	EI excluding mutual funds and CIS	20%	6,000,000	10	10	60,000,000
		Mutual Funds and CIS	5%	1,500,000			15,000,000
	General public (GP)	GP excluding NRB*	70%	21,000,000			210,000,000
		NRB	5%	1,500,000			15,000,000
Total			100%	30,000,000			300,000,000

(iii) **Paid up capital before and after the present issue, after conversion of convertible instruments (if any) and share premium account (before and after the issue);**

The Company has no convertible instruments and share premium account.

Particulars	Amount in BDT
Paid up capital before the present issue	280,000,000
Paid up capital after the present issue	580,000,000
Paid up capital after conversion of convertible instruments (if any)	N/A
Share premium account before the present issue	N/A
Share premium account after the present issue	N/A

(iv) **Category wise shareholding structure with percentage before and after the present issue and after conversion of convertible instruments (if any);**

The paid-up capital of the Company is Tk. 280,000,000.00. The Company intends to issue 30,000,000 ordinary shares of Tk. 10.00 each at an issue price of Tk. 10.00 through Initial public offering (IPO) totaling to Tk. 300,000,000.00 under Fixed Price Method subject to regulatory approvals. The Company has no convertible instrument.

Category wise shareholding structure with percentage before and after the present issue is as follows:

Sl#	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	17,850,000	17,850,000	63.75%	30.78%
2	Institutional	7,290,000	-	0.26%	12.57%
3	EI	-	6,000,000	-	10.34%

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4	Mutual fund	-	1,500,000		2.59%
5	Individual	2,860,000	2,860,000	10.21%	4.93%
6	GP	-	21,000,000		36.21%
7	Non-Resident Bangladeshis (NRBs)	-	1,500,000	-	2.59%
IPO Shares			30,000,000		
Total		28,000,000	58,000,000	100.00%	100.00%

- (v) **Where shares have been issued for consideration in other than cash at any point of time, details in a separate table, indicating the date of issue, persons to whom those are issued, relationship with the issuer, issue price, consideration and valuation thereof, reasons for the issue and whether any benefits have been accrued to the issuer out of the issue;**

The Company did not issue any of its ordinary shares for consideration in other than cash at any point of time.

- (vi) **Where shares have been allotted in terms of any merger, amalgamation or acquisition scheme, details of such scheme and shares allotted;**

The Company has not allotted any shares in terms of any merger, amalgamation or acquisition scheme.

- (vii) **Where the issuer has issued equity shares under one or more employee stock option schemes, date-wise details of equity shares issued under the schemes, including the price at which such equity shares were issued;**

The issuer has not issued equity shares under one or more employee stock option schemes.

- (viii) **If the issuer has made any issue of specified securities at a price lower than the issue price during the preceding two years, specific details of the names of the persons to whom such specified securities have been issued, relation with the issuer, reasons for such issue and the price thereof;**

The issuer has not made any issue of specified securities at a price lower than the issue price during the preceding two years.

- (ix) **The decision or intention, negotiation and consideration of the issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue;**

The Company has no decision or intention, negotiation and consideration to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue.

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(x) The total shareholding of the sponsors and directors in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock in period and the number and percentage of pledged shares, if any, held by each of them;

Name & Position		Nature of Issue	Date of Allotment and Acquisition & date of shares fully paid-up	No. of shares	Face Value & Issue Price	Consideration	Pre IPO %	Post IPO %	Lock in Period*	Number & % of pledge of shares
Name:	Mr Kamal Sharif.	Ordinary	MoA (30-03-11)	2,50,000	10.00	Cash	9.46%	4.57%	3 Yrs	No Pledge
			30-03-11	5,00,000		Cash				
			30-03-11	37,50,000		Cash				
			Position:	Chairman/Director	16-04-11, 20-8-2022,30-7-2022	(10,000), (22,40,000) & 4,00,000				
			Total	26,50,000.00						
Name:	Monsur Ahmed	Ordinary	MoA (30-03-11)	2,50,000	10.00	Cash	9.46%	4.57%	3 Yrs	No Pledge
			30-03-11	5,00,000		Cash				
			30-03-11	37,50,000		Cash				
			Position:	Director	16-04-11, 20-8-2022,30-7-2022	(10,000), (22,40,000) & 4,00,000				
			Total	26,50,000.00						
Name:	Monzur Alam	Ordinary	MoA (30-03-11)	1,25,000	10.00	Cash	6.339%	3.06%	3 Yrs	No Pledge
			30-03-11	2,50,000		Cash				
			30-03-11	18,75,000		Cash				
Position:	Managing									

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Director/Director			20-8-2022,30-7-2022, 20-3-2022	(13,75,000), 4,00,000 & 500,000						
			Total	17,75,000						
Name:	Mr. Salman Sharif	Ordinary	16.4.2011	10,000	10.00	Cash	8.036%	3.88%	3 Yrs	No Pledge
Position:	Director		20.8.2022	22,40,000						
			-	-						
			Total	22,50,000						
Name:	Mr. Mr.M.A Shakib Noor	Ordinary	16.4.2011	10,000	10.00	Cash	8.036%	3.88%	3 Yrs	No Pledge
Position:	Director		20.8.2022	22,40,000						
			Total	22,50,000						
Name:	Mr. Touhidul Alam	Ordinary	20.8.2022	13,75,000	10.00	Cash	4.91%	2.37%	3 Yrs	No Pledge
Position:	Director									
			Total	13,75,000						
Name:	Mrs. Shahan Akhter	Ordinary	13.3.2017	5,61,251	10.00	Cash	17.5%	8.45%	3 Yrs	No Pledge
Position:	Director		20.8.2017, 30-7-2022	39,38,749 & 4,00,000						
				49,00,000						
			Total	1,78,50,000						

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Notes: Face Value per shares has been converted from Tk. 100 to Tk.10 each as on 30.03.2011. The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on March 30, 2011 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly

*[*From the first trading day]*

**Independent Director Md.Nazrul Hossain and Md.Ziaul Haque does not hold any share of the Company.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (xi) **The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediately preceding the date of filing the prospectus;**

Aggregate shareholding of the Sponsors and Directors:

Sl.	Name of Sponsor & Director	Position	Number of Ordinary Shares held	Percentage	
				Pre-IPO	Post-IPO
1	Kamal Sharif	Chairman	2,650,000	9.46%	4.57%
2	Monsur Ahmed	Director	2,650,000	9.46%	4.57%
3	Monzur Alam	Director	1,775,000	6.34%	3.06%
4	Shahan Akhter	Director	4,900,000	17.50%	8.45%
5	Salman Sharif	Director	2,250,000	8.04%	3.88%
6	M.A Shakib Noor	Director	2,250,000	8.04%	3.88%
7	Touhidul Alam	Director	1,375,000	4.91%	2.37%
Total			17,850,000	63.75%	30.78%

Transfer of specified securities by the sponsor or by the directors of the issuer:

Sl.	Name of the Transferer	Name of the Transferee	Number of Shares
1	Mr. Kamal Sharif	Salman Sharif	22,40,000
2	Mr. Mansoor Ahmed	M.A Shakib Noor	22,40,000
3	Md. Monzur Alam	Touhidul Alam	13,75,000
4	Unicap Investments Limited (Investors account)	Mr. Kamal Sharif	4,00,000
5	Unicap Investments Limited (Investors account)	Mr. Mansoor Ahmed	4,00,000
6	Unicap Investments Limited (Investors account)	Md. Monzur Alam	4,00,000
7	Unicap Investments Limited (Investors account)	Shahana Akhter	4,00,000

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- (xii) **The name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the amount of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership including number of equity shares which they would be entitled to upon exercise of warrant, option or right to convert any convertible instrument;**

Sl.	Name of the Shareholders	Address	Number of Shares Held	Pre IPO %
1	Mr. Kamal Sharif	53, Kalabagan, 1 st lane, Dhanmondi, Dhaka	26,50,000	9.464%
2	Mr. Monsur Ahmed	House-45, Road-12/A, Dhanmondi R/A, Dhaka-1209	26,50,000	9.464%
3	Monzur Alam	Olympia Tower, Flat -B1, 153/1 Monipuri Para. Tejgaon, Dhaka	17,75,000	6.339%
4	Shahan Akhter	70/1 Monipuripara, Flat No-5D, Tejgaon, Dhaka	49,00,000	17.5%
5	Salman Sharif	53, Kalabagan, 1 st lane, Dhanmondi, Dhaka	22,50,000	8.036%
6	M.A Shakib Noor	House-45, Road-12/A, Dhanmondi R/A, Dhaka-1209	22,50,000	8.036%

There is no event or intent of exercising warrant, option or right to convert any convertible instrument.

- (xiii) **The number of securities of the issuer owned by each of the top ten salaried officers, and all other officers or employees as group, indicating the percentage of outstanding shares represented by the securities owned.**

There is no employee in Rhymer Chemical Industries Limited (RCIL) who holds any shares of the Company except the following:

e) Description of Business:

- (i) **The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in;**

Rhymer Chemical Industries Limited Ltd was incorporated as a Private Limited Company on August 7, 2004. The Certificate of Incorporation number is C-23815(480)/2004. The Company started its commercial operation on April 2008. There is no subsidiary company of "RCIL".

- (ii) **Location of the project;**

RCIL factory is situated at Village: Kashore, Post Office: Hobirbari Bazar, Police Station: Valuka, Mymensingh, Bangladesh.

- (iii) **Plant, machinery, technology, process, etc.**

Plant & Machinery:

Plant: To meet the growing demand for its products RCIL gradually enhanced capacity of its production plant.

Machinery: The Company has been using latest machineries to produce high quality products. All the machineries are brand new when procured and are in good condition.

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Technology: In its manufacturing process, RCIL has employed best-in-class technology, uncompromising quality standards and dynamic product innovation. Using state of the Art technology is our prime concern. The technology and machinery used in the production process for manufacturing Carbonated Beverage, Pure drinking water, Hard candy, lollipop and juice.

Process: On receiving the orders from its customers, RCIL manufactures the products and supply those to the customers' destination as per their requirement. Total process of the company leads by the trained professionals, strict monitoring and true measurement which provide competitive advantage to the company.

(iv) Details of the major events in the history of the issuer, including details of capacity or facility creation, launching of plant, products, marketing, change in ownership and/or key management personnel etc.;

History of the issuer	Rhymer Chemical Industries Limited (RCIL) was incorporated as a Private Limited Company August 07, 2004 vide Reg. No.C-53815(480)/2004.
Launching of plant	April ,2008
Capacity (Quantity)	3.24 MT per hour, 24,261.12 MT per year
Capital raise (Last)	Tk. 100,000,000 (Cash consideration) on 3.11.2012
Products	Produce and supply of different chemicals for local consumption.
Market for the product	Local Market
Change in ownership/key management personnel	The followingkey management personnel has been appointed; 1. On 26-Sep-2022 Muhammad Amzad Hossain has been appointed as Chief Financial Officer(CFO).

(v) Principal products or services of the issuer and markets for such products or services. Past trends and future prospects regarding exports (if applicable) and local market, demand and supply forecasts for the sector in which the product is included with source of data;

Principal products:

The principal and only product of the company is Linear Alkyl Benzene Sulphonic Acid (LABSA)

Linear Alkyl Benzene Sulphonic Acid (LABSA): LABSA, also known as 'Soft Acid Slurry' is being produced in the most sophisticated "Multiple Falling Film Reactor". The process is fully automated with most modern computer aided process equipment to produce high quality products with consistency. LABSA is an anionic surfactant widely used in the formulations of Washing Powder, Detergent Powder, Detergent Cake, Liquid Soap, Cleaning Powder, Scouring Bar, Oil Soaps etc. It is specially suited for the manufacture of all types of detergent powders and cakes. Due to its high active matter, quick soluble with water and low salt content, it easily finds its way in to variety of liquid formulations.

Market for such Products:

Major consumers of the products of LABSA are local detergent manufacturers, cosmetic companies and cleaning agents

Past trends and future prospects regarding exports:

Currently the company has no export sale but has an intention to expand and sale in international market.

Future prospect:

Rhymer Chemical Industries Limited can contribute greatly of domestic consumption & national export of Bangladesh. This sector has remarkable growth and noticeable contribution to the overall GDP of the country. As a member of Chemical sector, RCIL also has the opportunity to increase its market share.

Local market, demand and supply forecasts for the sector:

There is a huge demand-supply gap for the product of the Company in the chemical market and at present RCIL is the company which is in production of LABSA. The Company has earned good name & fame in the chemical market of the country for its quality and service. Moreover, the future for detergents industry is a bright one. Laundry detergents will remain a mainstay in every home in the modern world. The relative share of Oil based laundry soaps will continue to decline, as use of synthetic detergents becomes more widespread. High penetration rate and low per capita consumption of Detergent powder in Bangladesh indicates that there is a huge growth potential for the growth of the company. Moreover, there is a few active competitors in the market which produces LABSA. And, the quality of the LABSA produced by RCIL is more than the LABSA imported by its customers. So, it's obvious that the competitive condition of the company is very favorable for RCIL

- (vi) **If the issuer has more than one product or service, the relative contribution to sales and income of each product or service that accounts for more than 10% of the company's total revenues;**

The Company has no product or service that accounts for more than 10% of the Company's total revenues.

- (vii) **Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;**

RCIL has no associate or subsidiary or related holding company.

- (viii) **How the products or services are distributed with details of the distribution channel. Export possibilities and export obligations, if any;**

The Company supplies its products from its own factory premises. RCIL has two covered vans and three tankers for delivery of products with aggregate capacity of approx. 70 tons per shipment. RCIL usually delivers its products to Unilever Bangladesh at its own transportation facility. Customers, other than Unilever Bangladesh Ltd, take the product from factory premises of RCIL by their own transportation facility.

Export possibilities and export obligations:

RCIL does not have any export obligation rather there is good potential of expansion for export.

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(ix) **Competitive conditions in business with names, percentage and volume of market shares of major competitors;**

SL	Name	Estimated Production per day (In MT)	Estimated Sale per day (In MT)	Estimated Local Demand Per Day (In MT)	Estimated Market %
1	Crescent Chemical Ind. Ltd	30	30	170	17.64
2	United Sulpho Chemical Ltd	70	45	170	26.47
3	Wata Chemical Ind.Ltd	24	20	170	11.76

The company is entering into the market with different product lines. Each product line will be facing different competitors. The following table provides main competitors in the different product lines:

Product Lines	Main Competitors
Sulfuric Acid	Wata Chemical Ltd, SR Chemical Industries Ltd, Safa Global Resources, Aayat Chemicals, Bongo Chemicals.

Apart from this, as per annual report of the listed companies and audited financial statements of “RCIL” the sales amounts are presented below:

<i>Amount in BDT</i>				
SL No.	Company Name	Turnover in Taka	Period/Year	Year End
1	Rhymer Chemical Industries Ltd	13,31,23,654	20- 21	30-Jun
2	Wata Chemical Ltd	56,98,12,320		
3	Olympic Industries Limited	182,12,59,231		

There is no data available regarding market shares of the respective listed company in their annual report and elsewhere.

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(x) **Sources and availability of raw materials, names and addresses of the principal suppliers and contingency plan in case of any disruption;**
The major raw materials being used by the **RHYMER CHEMICAL INDUSTRIES LIMITED** are listed below which the company procures from overseas market.
The Company has some trusted suppliers for its raw materials as under:

Name of Suppliers	Address	Name of Raw Materials	Country of Origin
Jintung Petrochemical Corp., Ltd.	Yao Hua Men Nanjing, China 210046, Tel.: 86 25 85563140,Fax: 86 25 5562474	Sulpher & LAB	China
Union Petrochemical Limited	Office: Suite B, 29 Harley Street London, United Kingdom.Shanghai Off. : No. 28, Lane 2001 Longdong Ave. Pudong Shanghai, China.Tel.: 44 2 76124270 (UK), 86 21 58556559 (CN),Fax : 44 2 81816000 (UK), 86 21 51685000 (CN)	Sulpher & LAB	China
Reliance Industries Limited,	Makers Chambers – IV, Nariman Point, Mumbai 400 021, India.Tel.: +91-22-22785000	Sulpher & LAB	India
Tamilnadu Petroproducts Limited	Manali Express Highway, Manali, Chennai – 600068, India.Tel.: +91-44-25941501-10 (10 Lines) +91-44-25941350/60/70/80/90Fax: +91-44-25941139E-mail: secy-legal@tnpetro.com	Sulpher & LAB	India

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Iran Chemical Industries Investment	No. 91- Saidi STR, Africa AVE, Tehran (19679), Iran.Tel.: 0098 21 22054890, 22059867, 0098 21 22057154, 22056082 Fax : 0098 21 22059868 E-mail: info@iciiclab.com & sales@iciiclab.com	Sulpher & LAB	Iran
Prime Basic Chemicals PVT. LTD.	Ultima Liquid Colour AND Additives, Great Britain.	Sulpher & LAB	UK
Dicle Gida Ve Tarim Urunleri Sanayi Ve Ticaret Ltd. STI,	Cilek Mah 162, Cad No. 10, Mersin, Turkey 33020 Tel.: +90-324-2217432, Fax: +90-324- 2217377	Sulpher & LAB	Turkey
Nima Chemi Co. P.J.S	Negarestane 7 Pasdaran, Tehran, Iran,.135795, Tel.: +98-21-22883356, Mob: 00989126445083, Fax: 98-21-22841976	Sulpher & LAB	Iran

Contingency Plan in case of any disruption:

As number of suppliers of raw materials are plenty in the market, if one supplier fails to provide raw material there are always other suppliers available. Therefore, there is no possibility of disruption.

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(xi) Sources of, and requirement for, power, gas and water; or any other utilities and contingency plan in case of any disruption;

All required utility facilities are available at the project site and those are stated below:

Utility	Requirement	Source
Power	The electricity requirement for the project has been estimated about 450 KVA generator/ 360 KW per hour	The Company produces electricity at its premises by using generator.
Gas	122 cubic Meter/hour	Titas Gas Transmission & Distribution Company Limited
Water	40,000-liter water per day	Own Deep Tube-Well

Contingency plan:

The Company has own two Gas Generated power plants namely with a capacity of 360 KVA.

(xii) Names, address(s), telephone number, web address, e-mail and fax number of the customers who account for 10% or more of the company's products or services with amount and percentage thereof;

RCIL has significant dependency on Unilever Bangladesh Limited for generating its revenue.

SL No.	Name of Customers	Address	Contribution (%)
01	Unilever Bangladesh Limited	Police Plaza Concord, Tower-2, Level-6, Gulshan-1, Dhaka.	100%

(xiii) Names, address(s), telephone number, web address, e-mail and fax number of the suppliers from whom the issuer purchases 10% or more of its raw material or finished goods with amount and percentage thereof;

The Company's products are purchased from various suppliers. However, no single supplier provides 10% or more of the Company's total supply of raw materials.

(xiv) Description of any contract which the issuer has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract. If there is not any of such contract, a declaration is to be disclosed duly signed by CEO or MD, CFO and Chairman on behalf of Board of Directors;

Tenure , Variation and Termination:

1. That the Service Provider agrees to provide the Services for a period of 2 (two) years and 07 (seven) months commencing from 01st February 2019 to 31st August 2021("Tenure").
2. That during the validity of this Agreement both the Parties may change, modify or amend any term of this Agreement by mutual understanding and in such event, that change(s), modification and/or amendment shall be in writing, signed by both Parties, and thereafter form an integral part of this Agreement.

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3. That both Parties may renew or extend the terms of this Agreement for such period of time as they mutually agree, 2 (two) months before expiry of the Agreement.
4. That during the Tenure of this Agreement, both Parties shall have right to terminate the Agreement by giving 3 (three) months' notice, in writing. However, the Company reserves the right to terminate the Agreement without providing any notice in case of breach of the terms under this Agreement by the Service Provider and claim compensations as per the laws of the land.

PROCESS OF MANUFACTURING:

01. That the Company shall provide LAB directly to the Service Provider's Factory at Valuka, Mymensingh for converting into LABSA.
02. That the Service Provider shall start commercial supplies from early of June 2019.
03. That the Company shall keep stock of 500 to 1000 MT LAB at the Service Provider's storage tank at any point of time to ensure uninterrupted supply of LABSA 96%.
04. That the Service Provider shall be fully responsible for maintaining of LAB (quantity & quality) stock at their premises and shall be bound to return to the Company in any form as per UBL instructions at any point of time.
05. That the Service Provider shall measure the LAB at their receiving point in presence of the Company Representative and acknowledge the same through e-mail (as communicated by the Company from time to time) on the same day of receipt.
06. That the Service Provider shall make calibration of the weighting bridge and all necessary lab equipment from the Company's nominated Inspection Company.
07. That the Service Provider shall convert the LAB and supply the Company in the form of LABSA 96% against the conversion factor of 1 MT LAB equivalent of minimum 1.25 MT LABSA 96%.
08. That the Service provider shall immediately replace the materials (quality & quantity) rejected by the Company.
09. That the Service Provider shall secure all Raw materials (Caustic, Silica gel & Catalyst) to convert the LAB into LABSA to ensure smooth delivery of LABSA 96% to the Company.
10. That the Service Provider shall take full responsibility to compensate the Company if there is any production loss happened due to supply failure by the Service Provider.

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(xv) Description of licenses, registrations, NOC and permissions obtained by the issuer with issue, renewal and expiry dates;

The Company neither obtained any Patent Right/Trademarks nor signed any royalty agreement with any party. However, RCIL has several regulatory licenses and certificates in order to continue its operations. The table shows list of licenses:

SL	Name of Certificate/license/Registration	License Issuer/Issuing Authority	Certificate/License No.	Validity/Current Status
1	Incorporation	Registrar of Joint Stock Companies & Firms (RJSC)	Public Limited Company dated August 07, 2004 & C-53815(480)/2004	N/A
2	Trade License	Hobirbari Union Porisod	125	30-Jun-23
3	TIN Certificate	National Board of Revenue	544635560282	N/A
4	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Dhaka	18061005792	N/A
5	Import Registration Certificate (IRC)	Controller of Import & Export, Government of Bangladesh	Ba 0175356	30-Jun-23
6	Fire License	Bangladesh Fire Services and Civil Defense	Mymen/275/2005	30-Jun-22
7	Factory License	Factory and Organization Inspection Authority, Mymensingh	203/Mymensingh	30-Jun-22
8	MCCI	Mymensingh Chamber of Commerce & Industry	250	30-June-23
9	Environment Clearance Certificate	Department of Environment, Dhaka Division	20-44223	Applied for renewal
10	Production License	Department of Home Ministry	58.00.0000.070.04.0 33.17.285	30-June-23
11	Sulphur Use & Stock License	Department of Mymensingh DC Office	04/2007 Mymensingh	31- December-22
12	Sulphur Carrying License	Department of Mymensingh DC Office	24/ Mymensingh	31- December-22
13	Acid Carrying License	Department of Mymensingh DC Office	26/ Mymensingh	31- July-22
14	Acid Sell License	Department of Mymensingh DC Office	25/ Mymensingh	30- June-22
15	Arms & Weapon License	Department of Mymensingh DC Office	05/2015	31- December-22

(xvi) Description of any material patents, trademarks, licenses or royalty agreements;

The Company neither obtained any Patent Right/Trademarks nor signed any royalty agreement with any party. However, it has several regulatory licenses and certificate in order to continue its operation.

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(xvii) Number of total employees and number of full-time employees;

Number of employees is as follows:

Particulars	30 June 2022	30 June 2021
Number of Employees	82	84
Total	82	84

RCIL has no part-time employee.

(xviii) A brief description of business strategy;

A business strategy sets out to achieve the desired goals. Business strategy is defined as long-term business planning which is concerned with the scope of a business' activities.

Two main categories can be defining as

- a) Generic Strategy
- b) Competitive Strategy

1. **Generic Strategy:** it is concerned with growth. Now Company is in planning to invest in fixed & current assets in order to create and establish new business which is in line with existing business.

2. **Competitive Strategy: It is concerned with doing things better than rivals. The following competitive strategies are in place**

- **Economic Scale:** With a view to spreading the fixed cost over more units' The Company is trying to increase economic of scale
- **Lower price:** In order to be market Leader, the Company is trying to be competitive price to deal with its rivals.
- **Product Differentiating:** By differentiating in the product line, the Company will be able to make higher price for its product. Hence, product differentiation is on the mind.
- **Better Service:** By excelling in our service, we want to take competitive edge than our competitors
- **Technology:** We have been using innovative technology comparing with our competitors in order to be efficient in the market

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(xix) A table containing the existing installed capacities for each product or service, capacity utilization for these products or services in the previous years, projected capacities for existing as well as proposed products or services and the assumptions for future capacity utilization for the next three years in respect of existing as well as proposed products or services. If the projected capacity utilization is higher than the actual average capacity utilization, rationale to achieve the projected levels.

With regard to above, a table is presented in the following page:

Total actual capacity and its utilization:

Details of comparative statement of production capacity utilization:

Item	Unit	Production Capacity				Actual Production				Capacity Utilization			
		2021-2022	2020-2021	2019-2020	2018-2019	2021-2022	2020-2021	2019-2020	2018-2019	2021-2022	2020-2021	2019-2020	2018-2019
LABSA	Pcs	24,261.12	24,261.12	24,261.12	24,261.12	12,132	12,418	12,951	11,563	50%	51%	53.38%	47.66%

Projected capacity and its utilization:

Item	Unit	Installed Capacity				Capacity utilization for this Products				Actual Capacity Utilization (%)			
		Year-1	Year-2	Year-3	Year-4	Year-1	Year-2	Year-3	Year-4	Year-1	Year-2	Year-3	Year-4
Sulfuric Acid	Pcs	40,692	40,692	40,692	40,692	30,519	32,553.6	34,588.2	34,588.2	75%	80%	85%	85%

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Assumptions for future capacity utilization:

The capacity and its utilization has been prepared on underlying assumption

Assumption indicator	Assumption's Basis	Assumptions Years				
		Year-1	Year-2	Year-3	Year-4	Year-5
Capacity Utilization Increase	Capacity Utilization will be increased as learning efficiency will be increased	75%	80%	85%	85%	90%

Rationale to achieve the projected levels:

The Company has projected that the capacity utilization will increase. As the total market is increased day by day and market share of the company is increasing. Hence, the management of the Company thinks that the projected capacity is attainable

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f) Description of Property:

The written down value of Property, Plant & Equipment's owned by the company as per audited accounts as on 30 June, 2022 are stated below:

Paticulars	Written Down Value as at 30.06.2022
Land & Land Development	14,79,37506
Factory Building & Civil Work	69720132
Furniture & Fixture	1727048
Motor Vehicle	11068644
Plant & Machinery	202841484
Tanker	31,63,895

(i) Location and area of the land, building, principal plants and other property of the company and the condition thereof;

The entire above-mentioned assets are located at the Registered office Kashore, Hobirbari, Valuka, Mymensingh, Bangladesh. All of the above-mentioned Property, Plant & Equipment are in working condition.

(ii) Whether the property is owned by the company or taken on lease;

All the above-mentioned assets of the Company are in its own name.

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iii) Dates of purchase, last payment date of current rent (খাজনা) and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof;

Land:

Deed No	Date of Purchase	Mutation Date	Last Payment Date of Current Rent	R.S Dag No/Mutation No	Deed Value(Tk)	Registration & other Cost	Land Development Cost (Soil, Filling, Leveling & Dressing)	Area of Land (Decimal)	Current Use
7376	29-Sep-04	12/02/2005	19/10/2022	406	225,000	73,061	9,880,748	79.5	79.5
1027	09-Feb-05	03/06/2005	19/10/2022	632	300,000	88,454	11,962,540	96.25	96.25
8209	08-Dec-04	03/06/2005	19/10/2022	632	96,000	31,246	4,225,728	34	34
584	18-Jan-04	03/06/2005	19/10/2022	632	260,000	78,115	10,564,321	85	85
5034	27-Nov-06	19/06/2007	19/10/2022	1019	75,000	15,623	2,112,864	17	17
5723	25-Jul-04	03/06/2005	19/10/2022	632	50,000	15,623	2,112,864	17	17

(iv) The names of the persons from whom the lands has been acquired or proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the issuer or any sponsor or director thereof;

Deed No.	Name of the persons from whom the land has been acquired	Cost of acquisition	Relations
7376	(1) Md Abdus Sattar, (2) Md. Faruk Ahmed, (3) Md. Firoz Ahmed, (4) Nasima Akhter, (5) Shamima Akhter	225,0000	No relation with the issuer
1027	(1) Md Mamunul Haque, (2) Md Ashraful Alam	300,000	
8209	(1) Md Jalal Uddin, (2) Md Abdul Aziz	96,000	
584	(1) Abdur Rafiq dhali (2) Shahidul islam dhali	260,000	
5034	Chan miah	75,000	

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5723	Nizam Uddin Dhali	50,000	
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- (v) **Details of whether the issuer has received all the approvals pertaining to use of the land, if required;**

The Company has received all the approvals pertaining to use of the land from Department of environment.

- (vi) **If the property is owned by the issuer, whether there is amortgage or other type of charge on the property, with name of the mortgagee;**

328.75 decimals lands at Kashore, Hobirmari, Valuka, Mymensingh kawalipara, amortgaged to City Bank Ltd. against Long Term Borrowings.

Name of Mortgagee	Expiry Date	Description of Land/Plot No.	Area in Decimal
City Bank LTD	October 2023	Deed no: 7376, 1027, 8209, 584, 5034, 5723	328.75

- (vii) **If the property is taken on lease, the expiration dates of the lease with name of the lessor, principal terms and conditions of the lease agreements and details of payment;**

No Property is taken by the Company under lease agreement.

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(viii) Dates of purchase of plant and machineries along with seller's name, address, years of sale, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value;

SL NO	Year of Purchase	Name of Supplier	Address	Year of Sale	Condition When Purchased	Name of Machinery	Country of Origin	Useful Economic Life at Purchase	Remaining Economic Life	Purchase Price	Written down value
1	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Bush Bar International and External Lighting, Electro Mechanical Works and Fire Fighting	China	17.28	1.28	8,478,900	7,849,332
2	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	as Generator (Continuous) Gas load & Pressure - 10 PSI Per hour 122.32 Cum Maximum 61062 cum Minimum 36638 cum	USA	17.28	1.28	22,100,000	20,459,051
3	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	K.W. Screw Compressor with Dryer and Receiver	China	17.28	1.28	9,000,000	8,331,740
4	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Gas Heated Boiler Gas load & Pressure - 10 PSI Per hour 127.42 Cum Maximum 63608 cum Minimum 38165 cum	China	17.28	1.28	16,616,000	15,382,244
5	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Chillier	China	17.28	1.28	8,824,800	8,169,549
6	2006	Generattec International	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing	N/A	NEW	Deep Tube- Well	China	17.28	1.28	200,000	185,150

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

		Corporation	100037, P.R.CHINA								
7	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Piping, Valves and Other Mechanical Works	China	17.28	1.28	680,000	629,509
8	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Tools for Erection	China	17.28	1.28	250,000	231,437
9	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Refrigerating unit	China	17.28	1.28	1,870,000	1,731,150
10	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Glycol cooling pump	China	17.28	1.28	265,000	245,323
11	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Glycol recirculation Pump	China	17.28	1.28	290,000	268,467
12	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Cooler water-cooled	China	17.28	1.28	175,000	162,006
13	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Cooler glycol-cooled	China	17.28	1.28	180,000	166,635
14	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Glycol Tank	China	17.28	1.28	350,000	324,012
15	2006	Generatex International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Dryer	China	17.28	1.28	6,255,000	5,790,559

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

16	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Regenerating -air cooler	China	17.28	1.28	1,368,000	1,266,425
17	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Regenerating-air heater	China	17.28	1.28	1,187,000	1,098,864
18	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Regenerating-fan	China	17.28	1.28	45,000	41,659
19	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Liquid sulphur pump	China	17.28	1.28	290,000	268,467
20	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Liquid Sulphur filter	China			130,000	120,347
21	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Underground sulphur melting tank	China	17.28	1.28	980,000	907,234
22	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Submerged pump for liquid sulphur	China	17.28	1.28	520,000	481,389
23	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Molten sulphur head tank	China	17.28	1.28	1,200,000	1,110,899
24	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Sulphur burning furnace	China	17.28	1.28	1,680,000	1,555,258
25	2006	Generattec International	West Wing, Sichuan Mansion, 1 Fuwai Dajie,	N/A	NEW	Burner unit	China	17.28	1.28	840,000	777,629

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

		Corporation	Xicheng District, Beijing 100037, P.R.CHINA								
26	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	SO2 Cooler	China	17.28	1.28	9,800,000	9,072,339
27	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Start-up furnace	China	17.28	1.28	320,000	296,240
28	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Start-up preheated	China	17.28	1.28	380,000	351,785
29	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	SO2/SO3 Converter	China	17.28	1.28	240,000	222,180
30	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	So2 Intermediate Cooler	China	17.28	1.28	278,000	257,358
31	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	SO3 Cooler	China	17.28	1.28	13,560,000	12,553,155
32	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	SO3 Filter	China	17.28	1.28	1,548,000	1,433,059
33	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	SO2/SO3Cooling Fan	China	17.28	1.28	1,360,000	1,259,019
34	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing	N/A	NEW	Oleum Collector	China	17.28	1.28	585,000	541,563

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

			100037, P.R.CHINA								
35	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Oleum Pump	China	17.28	1.28	724,800	670,983
36	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Suffocation Reactor	China	17.28	1.28	16,800,000	15,552,582
37	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	LAB Dosing Pump	China	17.28	1.28	1,285,570	1,190,115
38	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Organic Feed Pump	China	17.28	1.28	757,000	700,792
39	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Tank for un-passed product	China	17.28	1.28	1,060,000	981,294
40	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Static mixer	China	17.28	1.28	975,000	902,605
41	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Gax-Liquid Separator	China	17.28	1.28	1,420,000	1,314,563
42	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Cyclone Separator	China	17.28	1.28	650,000	601,737
43	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Demister	China	17.28	1.28	853,000	789,664

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

44	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Water Dosing Pump	China	17.28	1.28	841,970	779,453
45	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Pre-cut Acid Discharge Pump	China	17.28	1.28	850,000	786,887
46	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Hydrolyser	China	17.28	1.28	776,000	718,381
47	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Cooling Water Pump	China	17.28	1.28	920,000	851,689
48	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Fan	China	17.28	1.28	125000	115,719
49	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Heater	China	17.28	1.28	1,590,000	1,471,941
50	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Electrostatic Mist Precipitator	China	17.28	1.28	1,480,000	1,370,108
51	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Scrubber	China	17.28	1.28	747,000	691,534
52	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Caustic solution Dosing Pump	China	17.28	1.28	1,174,000	1,086,829
53	2006	Generatec International	West Wing, Sichuan Mansion, 1 Fuwai Dajie,	N/A	NEW	Caustic solution Dosing	China	17.28	1.28	338,000	312,903

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

		Corporation	Xicheng District, Beijing 100037, P.R.CHINA			Pump					
54	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Organic Tank	China	17.28	1.28	2,700,000	2,499,522
55	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Pre-cut Tank	China	17.28	1.28	2,400,000	2,221,797
56	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Finished product Tank	China	17.28	1.28		
57	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Daily Finished product tank	China	17.28	1.28		
58	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Laboratory Section (A)	China	17.28	1.28	3,550,000	3,286,409
59	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Laboratory Section (B)	China	17.28	1.28	4,055,000	3,753,912
60	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Roots blower 110 KW	China	17.28	1.28	8,870,000	8,211,393
61	2006	Generatec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	LAB Pump	China	17.28	1.28	690,000	638,767
62	2006	Generatec International	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing	N/A	NEW	LABSA Pump	China	17.28	1.28	760,000	703,569

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

		Corporation	100037, P.R.CHINA								
63	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Plant erection, Design cost and others	China	17.28	1.28	2,550,000	2,360,660
64	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Fire Hydrant & Pump	China	17.28	1.28	1,005,000	930,378
65	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Items, Parts, equipments etc. for Items parts, equipments etc. for Gas Line connection & installation	China	17.28	1.28	13,870,000	12,840,137
66	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Gax-Liquid Separator	China	17.28	1.28	1,420,000	1,314,563
67	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Cyclone Separator	China	17.28	1.28	650,000	601,737
68	2006	Generattec International Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Digester	China	17.28	1.28	853,000	789,664
69	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Roots blower 132KW	China	21.99	5.99	8,870,000	2,416,991
70	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Cooler water-cooled	China	21.99	5.99	175,000	47,686
71	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Cooler glycol-cooled	China	21.99	5.99	180,000	49,048

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

			100037, P.R.CHINA								
72	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Regenerating -air cooler	China	21.99	5.99	1,368,000	372,767
73	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Cooler water-cooled	China	21.99	5.99	175,000	47,686
74	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Air Cooler glycol-cooled	China	21.99	5.99	180,000	49,048
75	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Regenerating -air cooler	China	21.99	5.99	1,368,000	372,767
76	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Regenerating-air heater	China	21.99	5.99	1,187,000	323,446
77	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Liquid sulphur pump	China	21.99	5.99	290,000	79,022
78	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	SO3 Cooler	China	21.99	5.99	23,560,000	6,419,877
79	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	SO3 Filter	China	21.99	5.99	1,548,000	421,815

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

80	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	LAB Dosing Pump	China	21.99	5.99	1,285,570	350,306
81	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Cyclone Separator	China	21.99	5.99	650,000	177,119
82	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Water Dosing Pump	China	21.99	5.99	841,970	229,426
83	2014	'China National Machinery Import & Export Corporation	West Wing, Sichuan Mansion, 1 Fuwai Dajie, Xicheng District, Beijing 100037, P.R.CHINA	N/A	NEW	Pre-cut Acid Discharge Pump	China	21.99	5.99	850,000	231,617
84	2019	'Nanjing Qinuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Air Cooler water-cooled	China	16.72	0.72	175,000	7,503
85	2019	'Nanjing Qinuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Air Cooler glycol-cooled	China	16.72	0.72	180,000	7,718
86	2019	'Nanjing Qinuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Glycol Tank	China	16.72	0.72	350,000	15,006
87	2019	'Nanjing Qinuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Air Dryer	China	16.72	0.72	7,040,000	301,840
88	2019	'Nanjing Qinuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Regenerating -air cooler	China	16.72	0.72	1,368,000	58,653
89	2019	'Nanjing Qinuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Regenerating-air heater	China	16.72	0.72	1,187,000	50,893

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90	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Sulphur burning furnace	China	16.72	0.72	1,680,000	72,030
91	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Burner unit	China	16.72	0.72	840,000	36,015
92	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	SO2 Cooler	China	16.72	0.72	19,800,000	848,925
93	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Start-up furnace	China	16.72	0.72	320,000	13,720
94	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	SO2/SO3 Converter	China	16.72	0.72	240,000	10,290
95	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	So2 Intermediate Cooler	China	16.72	0.72	278,000	11,919
96	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	SO3 Filter	China	16.72	0.72	1,548,000	66,371
97	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	SO2/SO3Cooling Fan	China	16.72	0.72	1,360,000	58,310
98	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Water Dosing Pump	China	16.72	0.72	841,970	36,099
99	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Fan	China	16.72	0.72	125,000	5,359
100	2019	'Nanjing Qiuo Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Electrostatic Mist Precipitator	China	16.72	0.72	1,480,000	63,455

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

101	2019	'Nanjing QINUO Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Scrubber	China	16.72	0.72	747,000	32,028
102	2019	'Nanjing QINUO Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Caustic solution Dosing Pump	China	16.72	0.72	1,174,000	50,335
103	2019	'Nanjing QINUO Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Caustic solution recirculating Pump	China	16.72	0.72	338,000	14,492
104	2019	'Nanjing QINUO Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Dia 60MM Ceramic Ball	China	16.72	0.72	2,975,400	127,570
105	2019	'Nanjing QINUO Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Simatic S7 TD200	China	16.72	0.72	500,000	21,438
106	2019	'Nanjing QINUO Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Dia 9MM Ceramic Ball	China	16.72	0.72	3,538,000	151,692
107	2019	'Nanjing QINUO Auto Control Equipment Co Ltd	No 28, Botong High-Tee Zone, Nanjing 210000, China	N/A	NEW	Dia 3.5-5 MM Ceramic Ball	China	16.72	0.72	4,854,800	208,150
108	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Photocopier with Printer	Bangladesh	22.06	6.06	120,000	32,955
109	2018	'Diptec Computres &	'House no 44/p/2, flat no-1-b, zigatala, new road,	N/A	NEW	Computer	Bangladesh	22.06	6.06	560,000	153,790

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

		Networks	dhanmondi , dhaka 1209								
110	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	UPS	Bangladesh	22.06	6.06	300,000	82,388
111	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Printer	Bangladesh	22.06	6.06	300,000	82,388
112	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Monitor	Bangladesh	22.06	6.06	28,000	7,690
113	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Photocopier	Bangladesh	22.06	6.06	80,000	21,970
114	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Printer Cannon	Bangladesh	22.06	6.06	28,000	7,690
115	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Adaptor	Bangladesh	22.06	6.06	4,800	1,318
116	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	AC Remote	Bangladesh	22.06	6.06	2,500	687
117	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Power cable	Bangladesh	22.06	6.06	200	55
118	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Monitor	Bangladesh	22.06	6.06	58,000	15,928
119	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Air Conditioner (Split Type)	Bangladesh	22.06	6.06	445,000	122,208
120	2018	'Diptec Computres & Networks	'House no 44/p/2, flat no-1-b, zigatala, new road,	N/A	NEW	Air Conditioner	Bangladesh	22.06	6.06	1,120,000	307,580

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

			dhanmondi , dhaka 1209								
121	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Weighting Scale	Bangladesh	22.06	6.06	950,000	260,894
122	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Field Weighting Scale	Bangladesh	22.06	6.06	480,000	131,820
123	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Hydraulic Hand Truck	Bangladesh	22.06	6.06	6,300,000	1,730,138
124	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	WTP- Local Fabrication	Bangladesh	22.06	6.06	1,158,000	318,016
125	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Screw Compressor	Bangladesh	22.06	6.06	12,048,000	4,399,948
126	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Refrigerating unit	Bangladesh	22.06	6.06	1,870,000	513,549
127	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Glycol cooling pump	Bangladesh	22.06	6.06	265,000	72,776
128	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Glycol recirculation Pump	Bangladesh	22.06	6.06	290,000	79,641
129	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Glycol Tank	Bangladesh	22.06	6.06	350,000	96,119
130	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Regenerating-fan	Bangladesh	22.06	6.06	45,000	12,358
131	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Submerged pump for liquid sulphur	Bangladesh	22.06	6.06	520,000	142,805

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

			dhanmondi , dhaka 1209								
132	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Molten sulphur head tank	Bangladesh	22.06	6.06	1,200,000	329,550
133	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Liquid Sulphur filter	Bangladesh	22.06	6.06	130,000	35,701
134	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Static mixer	Bangladesh	22.06	6.06	975,000	267,759
135	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Gax-Liquid Separator	Bangladesh	22.06	6.06	1,420,000	389,968
136	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Digester	Bangladesh	22.06	6.06	853,000	234,255
137	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Hydrolyser	Bangladesh	22.06	6.06	776,000	213,109
138	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Regenerating-fan	Bangladesh	22.06	6.06	45,000	12,358
139	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Liquid sulphur pump	Bangladesh	22.06	6.06	290,000	79,641
140	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Liquid Sulphur filter	Bangladesh	22.06	6.06	130,000	35,701
141	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Molten sulphur head tank	Bangladesh	22.06	6.06	1,200,000	329,550
142	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Oleum Pump	Bangladesh	22.06	6.06	724,000	199,048

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

143	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Static mixer	Bangladesh	22.06	6.06	975,000	267,759
144	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Oleum Collector	Bangladesh	22.06	6.06	5,85,000	160,656
145	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Hydrolyser	Bangladesh	22.06	6.06	776,000	213,109
146	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Cooling Water Pump	Bangladesh	22.06	6.06	920,000	252,655
147	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Pre-cut Acid Discharge Pump	Bangladesh	22.06	6.06	850,000	233,431
148	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Air Heater	Bangladesh	22.06	6.06	1,590,000	436,654
149	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Refrigerating unit	Bangladesh	22.06	6.06	1,870,000	513,549
150	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Glycol cooling pump	Bangladesh	22.06	6.06	265,000	72,776
151	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Glycol recirculation Pump	Bangladesh	22.06	6.06	290,000	79,641
152	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Glycol Tank	Bangladesh	22.06	6.06	350,000	96,119
153	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Oleum Suction Pump	Bangladesh	22.06	6.06	975,000	267,759

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

154	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Keyboard	Bangladesh	22.06	6.06	1,600	439
155	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Mouse	Bangladesh	22.06	6.06	3,000	824
156	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Mouse Pad	Bangladesh	22.06	6.06	1,140	313
157	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Fax Machine	Bangladesh	22.06	6.06	90,000	24,716
158	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Computer Accessories	Bangladesh	22.06	6.06	22,000	6042
159	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Printer Cartage	Bangladesh	22.06	6.06	2,700	741
160	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Calculator	Bangladesh	22.06	6.06	5,400	1,483
161	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Monitor LCD	Bangladesh	22.06	6.06	24,000	6,591
162	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Keyboard	Bangladesh	22.06	6.06	23,352	6,413
163	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	PABX Machine	Bangladesh	22.06	6.06	69,000	18,949
164	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	Air Condition	Bangladesh	22.06	6.06	360,000	98,865
165	2018	'Diptec Computres &	'House no 44/p/2, flat no-1-b, zigatala, new road,	N/A	NEW	Sulpher Dosing Pump	Bangladesh	22.06	6.06	1,120,000	307,580

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

		Netwoks	dhanmondi , dhaka 1209								
166	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	LAB Dosing Pump	Bangladesh	22.06	6.06	269,133	269,133
167	2018	'Diptec Computres & Netwoks	'House no 44/p/2, flat no-1-b, zigatala, new road, dhanmondi , dhaka 1209	N/A	NEW	LABSA Suction Pump	Bangladesh	22.06	6.06	342,183	342,183
Total										33,25,15,242.00	20,28,41,484.28

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(ix) Details of the machineries required to be bought by the issuer, cost of the machineries, name of the suppliers, date of placement of order & the date or expected date of supply etc.

No machineries are required to be bought by the issuer except machineries to be bought from IPO proceeds, the details of which are below:

1. 原料、熔硫工段 Raw material, sulfur melting section	887,817
2. 焚硫转化工段 Sulfur burning conversion section	2,186,415
3. 干吸工段 Dry absorption section	2,303,024
4. 成品酸工段 Final acid section	932,870
5. 汽水工段 Steam-water section	1,457,610
6. 循环水站 Water circulating station	306,098
7. 仪表: DCS集中控制 (温度、压力、液位、浓度分析显示 Instrument: DCS centralized control (temperature, pressure, liquid level, concentration analysis display))	878,352
8. 低压电器: 实用常规 (控制、配电、照明、避雷) Low-voltage appliances: practical routine (control, power distribution, lighting, lightning protection)	848,064
9. 硫酸设备操作平台、钢梯栏杆 (不含土建部分) Sulfuric acid equipment operating platform, steel ladder railing(excluding the part of civil construction)	327,994
10. 硫酸工艺管道、阀门、管件 Sulfuric acid process pipes, valves, pipe fittings	1,092,892
11. 硫酸设备、管道保温及油漆防腐 Sulfuric acid equipment, pipe insulation and paint anti-corrosion	450,534
12. 设计费 Design fee	435,390
13. 运输费 (国内港口) Transportation cost(From factory to China sea ports)	145,130
Grand Total	12,252,190.10

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Remarks:

- 1.The whole factory will request an area of about 5000m²
- 2.The conversion rate of this equipment can reach 99.8%
- 3.The total equipment capacity of sulfuric acid plant is 427kw (including air blower), of which the standby capacity is 142kw. Except that the fan is 10kv High-voltage electrical equipment, other loads are. 380V low-voltage electrical loads When the unit operates at 100% of the design capacity, the required capacity is about 285kw and the annual power consumption is about 2.28 million kW. H.
4. 1 Chinese Yuan=BDT 13.54.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (x) **In case the machineries are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned;**
There are no machineries which are yet to be delivered.
- (xi) **If plant is purchased in brand new condition then it should be mentioned;**
All plants and machineries of the Company were purchased in brand new condition.

Auditor's Certificate Regarding Purchased in Brand New Condition of Machineries of RHYMER CHEMICAL INDUSTRIES LIMITED

Based on our scrutiny and after due verification, we certify that all the machinery were purchased in brand new condition by RHYMER CHEMICAL INDUSTRIES LTD.

Dhaka, Bangladesh
Dated: 18 September, 2022

Sd/-
A. Hoque & Co.
Chartered Accountants

- (xii) **Details of the second hand or reconditioned machineries bought or proposed to be bought, if any, including the age of the machineries, balance estimated useful life, etc. as per PSI certificates of the said machineries as submitted to the Commission;**

The Company neither purchased any second hand or reconditioned machineries nor any plan to purchase in future.

- (xiii) **A physical verification report by the issue manager(s) regarding the properties as submitted to the Commission;**

**PHYSICAL VERIFICATION REPORT
of
RHYMER CHEMICAL INDUSTRIES LIMITED**

A physical verification report by the issue manager(s) regarding the properties as submitted to the Commission;

**PHYSICAL VERIFICATION REPORT
of
RHYMER CHEMICAL INDUSTRIES LIMITED**

This is to certify that we have visited the factory of RHYMER CHEMICAL INDUSTRIES LIMITED (RCIL) on July 05, 2022 and we have found the registered office and factory as details below:

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Visited and Accompanied by:

Particulars	Name & Designation	Company
Visited by (AB Investment Limited)	Sheikh Ashraful Haque <i>Chief Executive Officer</i>	AB Investment Limited
Visited by (BLI Capital Limited)	Md.Israil Hossain FCS <i>Managing Director</i>	BLI Capital Limited
Accompanied by	Shahana Akhter <i>Managing Director</i>	RHYMER CHEMICAL INDUSTRIES LIMITED
	Md.Kabiruzzaman <i>General Manager (Factory)</i>	

Company Overview:

Rhymer Chemical Industries Limited, (hereinafter referred as 'RCIL' or 'the company'), was incorporated as a Public Limited Company under the Companies Act, 1994 on 7th August, 2004. RCIL started its commercial operation in April 2008. The Certificate of Incorporation number is C-53815(480)/2004. The company is engaged in producing **Linear Alkyl Benzene Sulphonic Acid (LABSA)** capacity 3.24 MT/Hour & 24,261.12 MT in a year. The company is running its operation with modern technology and equipments mostly imported from China. The company is marketing its product under the brand name "(LABSA)". The company is currently selling its produced quantity of "(LABSA)" to Unilever Bangladesh Limited.

The company's Corporate office is located at : House # 08, Flat -E(2nd Floor), Road #13, Dhanmondi,Dhaka-1209, Bangladesh, Tel-+880241020246, Fax-+880241021855, E-mail: rhymerchemicalind@gmail.com, Website: www.rhymerchemical.com and the production unit of the company is located at Village: Kashore, Post Office: Hobirbari Bazar,Police Station:Valuka, District: Mymensingh, Bangladesh.

The project is located on 3.5 acres of land at Kashore, Hobirbari, Valuka, Mymensingh. It's an excellent location where many industrial units have already been spurred up. The communications are excellent and the basic infrastructure like, Electricity, Telephone facilities, Water supply and good transportation means are already there. The Sulphonation Plant is housed in a beautifully designed R.C.C. structure surrounded by the Storage, Utility and accommodation for the employees. The factory premises are designed to serve multi purposes, like Production unit, Utility house, Storage, Accommodation facilities. Factory office and internal roads & Drainage system.

The capital structure of the company is as follows:

Authorized Capital	: Tk. 1,000,000,000.00
Paid up Capital	: Tk. 280,000,000.00
Proposed IPO Size	: Tk. 300,000,000.00 (3 Crore Shares @ Tk. 10.00 each)
IPO Size (in share)	: 30,000,000 Shares

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Registered Office& Factory:

Village: Kashore, Post Office: Hobirbari Bazar, Police Station: Valuka, District: Mymensingh, Bangladesh.

Nature of Business:

The main objective of the company is to carry on the business of manufacturing, trade & supply of **Linear Alkyl Benzene Sulphonic Acid (LABSA)** as well as to enter into fast growing detergent industries and market in local market by providing superior products.

Principal products:

The company is currently producing **Linear Alkyl Benzene Sulphonic Acid (LABSA)**.

Description of Property:

We have identified the properties of Rhymer Chemical Industries Limited are as follows:

1. Land:

We have found that 328.75 decimal of land, located at Kashore, Hobirbari Bazar, Valuka, Mymensingh, Bangladesh. The said land surrounded by boundary wall.

2.Building: Details of the building status are discussed below:

Table-1

Sl. no.	Description of Building	Length (feet)	Width (feet)	Total area (sft/rft/cft)	Type of construction	Year of acquisition
1	Factory building (two storied) - Three Stored Hight	184	84	15456	RCC floor, tin-shade roof and brick wall column	2008
2	Factory building (two storied) - Three Stored Hight	80	80	6400	RCC floor, RCC roof and brick wall column	2008
3	Utility building	110	51	5610	RCC floor, brick wall column and tin-shade roof	2008
4	Store building 1 (semi-pacca building)	101	51	5151	RCC floor, brick wall column and tin-shade roof	2008
5	Store building 2 (semi-pacca building)	77	31	2387	RCC floor, steel wall column and tin-shade roof	2008
6	Bungalow 1 (one storied)	36	36	1296	RCC floor, burnt brick wall column and RCC roof	2008

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

7	Bungalow 2 (one storied)	36	36	1296	RCC floor, burnt brick wall column and RCC roof	2008
8	Bungalow 3 (one storied)	36	36	1296	RCC floor, burnt brick wall column and RCC roof	2008
9	Storage tank (lab tank)			128457	RCC floor, MS steel	2008
10	Storage tank (labsa tank)			37743	RCC floor, SS steel	2008
11	Kitchen house (tin shade semi-pacca)	36	13	468	RCC floor, burnt brick wall column and RCC roof	2008
12	Residence building (three storied) - under construction			25272	RCC floor, brick wall column and RCC roof	2010
13	Guard room (one storied)			767	RCC floor, brick wall column and RCC roof	2008
14	Water treatment plant	110	25	2750	RCC floor	2008
15	Pacca boundary wall			2122	Brick wall column	2008
16	Internal road			1514	RCC floor	2008-2009
17	Drainage system			1691	RCC drainage	2008-2009

3.Machinery: Details of the Machinery status are discussed below:

Table-2

SL NO	Name of Machinery	QTY
1	Bush Bar International and External Lighting, Electro Mechanical Works and Fire Fighting	1 lot
2	as Generator (Continuous) Gas load & Pressure - 10 PSI Per hour 122.32 Cum Maximum 61062 cum	1 set

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

	Minimum 36638 cum	
3	K.W. Screw Compressor with Dryer and Receiver	2 sets
4	Gas Heated Boiler Gas load & Pressure - 10 PSI Per hour 127.42 Cum Maximum 63608 cum Minimum 38165 cum	1 set
5	Chillier	1 set
6	Deep Tube- Well	1 set
7	Piping, Valves and Other Mechanical Works	1
8	Tools for Erection	1
9	Refrigerating unit	1
10	Glycol cooling pump	1
11	Glycol recirculation Pump	1
12	Air Cooler water-cooled	1
13	Air Cooler glycol-cooled	1
14	Glycol Tank	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

15	Air Dryer	2
16	Regenerating -air cooler	1
17	Regenerating-air heater	1
18	Regenerating-fan	1
19	Liquid sulphur pump	2
20	Liquid Sulphur filter	1
21	Underground sulphur melting tank	1
22	Submerged pump for liquid sulphur	1
23	Molten sulphur head tank	1
24	Sulphur burning furnace	1
25	Burner unit	1
26	SO ₂ Cooler	1
27	Start-up furnace	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

28	Start-up preheated	1
29	SO ₂ /SO ₃ Converter	1
30	So ₂ Intermediate Cooler	1
31	SO ₃ Cooler	2
32	SO ₃ Filter	1
33	SO ₂ /SO ₃ Cooling Fan	1
34	Oleum Collector	1
35	Oleum Pump	1
36	Suffocation Reactor	1
37	LAB Dosing Pump	2
38	Organic Feed Pump	1 lot
39	Tank for un-passed product	1 set
40	Static mixer	2 sets

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

41	Gas-Liquid Separator	1 set
42	Cyclone Separator	1 set
43	Demister	1 set
44	Water Dosing Pump	1
45	Pre-cut Acid Discharge Pump	1
46	Hydrolyser	1
47	Cooling Water Pump	1
48	Fan	1
49	Air Heater	1
50	Electrostatic Mist Precipitator	1
51	Scrubber	1
52	Caustic solution Dosing Pump	2
53	Caustic solution Dosing Pump	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

54	Organic Tank	1
55	Pre-cut Tank	1
56	Finished product Tank	2
57	Daily Finished product tank	1
58	Laboratory Section (A)	1
59	Laboratory Section (B)	1
60	Roots blower 110 KW	1
61	LAB Pump	1
62	LABSA Pump	1
63	Plant erection, Design cost and others	1
64	Fire Hydrant & Pump	1
65	Items, Parts, equipments etc. for Items parts, equipments etc. for Gas Line connection & installation	1
66	Gas-Liquid Separator	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

67	Cyclone Separator	1
68	Digester	2
69	Roots blower 132KW	1
70	Air Cooler water-cooled	1
71	Air Cooler glycol-cooled	1
72	Regenerating -air cooler	1
73	Air Cooler water-cooled	1
74	Air Cooler glycol-cooled	2
75	Regenerating -air cooler	1 lot
76	Regenerating-air heater	1 set
77	Liquid sulphur pump	2 sets
78	SO ₃ Cooler	1 set
79	SO ₃ Filter	1 set

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

80	LAB Dosing Pump	1 set
81	Cyclone Separator	1
82	Water Dosing Pump	1
83	Pre-cut Acid Discharge Pump	1
84	Air Cooler water-cooled	1
85	Air Cooler glycol-cooled	1
86	Glycol Tank	1
87	Air Dryer	1
88	Regenerating -air cooler	1
89	Regenerating-air heater	2
90	Sulphur burning furnace	1
91	Burner unit	1
92	SO2 Cooler	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

93	Start-up furnace	2
94	SO ₂ /SO ₃ Converter	1
95	So ₂ Intermediate Cooler	1
96	SO ₃ Filter	1
97	SO ₂ /SO ₃ Cooling Fan	1
98	Water Dosing Pump	1
99	Fan	1
100	Electrostatic Mist Precipitator	1
101	Scrubber	1
102	Caustic solution Dosing Pump	1
103	Caustic solution recirculating Pump	1
104	Dia 60MM Ceramic Ball	1
105	Simatic S7 TD200	2

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

106	Dia 9MM Ceramic Ball	1
107	Dia 3.5-5 MM Ceramic Ball	1
108	Photocopier with Printer	1
109	Computer	1
110	UPS	1
111	Printer	2
112	Monitor	1 lot
113	Photocopier	1 set
114	Printer Cannon	2 sets
115	Adaptor	1 set
116	AC Remote	1 set
117	Power cable	1 set
118	Monitor	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

119	Air Conditioner (Split Type)	1
120	Air Conditioner	1
121	Weighting Scale	1
122	Field Weighting Scale	1
123	Hydraulic Hand Truck	1
124	WTP- Local Fabrication	1
125	Screw Compressor	1
126	Refrigerating unit	2
127	Glycol cooling pump	1
128	Glycol recirculation Pump	1
129	Glycol Tank	1
130	Regenerating-fan	2
131	Submerged pump for liquid sulphur	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

132	Molten sulphur head tank	1
133	Liquid Sulphur filter	1
134	Static mixer	1
135	Gas-Liquid Separator	1
136	Digester	1
137	Hydrolyser	1
138	Regenerating-fan	1
139	Liquid sulphur pump	1
140	Liquid Sulphur filter	1
141	Molten sulphur head tank	1
142	Oleum Pump	2
143	Static mixer	1
144	Oleum Collector	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

145	Hydrolyser	1
146	Cooling Water Pump	1
147	Pre-cut Acid Discharge Pump	1
148	Air Heater	2
149	Refrigerating unit	1 lot
150	Glycol cooling pump	1 set
151	Glycol recirculation Pump	2 sets
152	Glycol Tank	1 set
153	Oleum Suction Pump	1 set
154	Keyboard	1 set
155	Mouse	1
156	Mouse Pad	1
157	Fax Machine	1

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

158	Computer Accessories	1
159	Printer Cartage	1
160	Calculator	1
161	Monitor LCD	1
162	Keyboard	1
163	PABX Machine	2
164	Air Condition	1
165	Sulpher Dosing Pump	1
166	LAB Dosing Pump	1
167	LABSA Suction Pump	2

4.Furniture: Details of the Furniture status are discussed below:

Table-3

Sl. no.	Asset description	Quantity
1	Chair Big	14
2	Dining Table Set	2

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

3	Sofa Kusaon	6
4	Sofa	3
5	Aluminium Chair	30
6	Board Table	2
7	Spring Chair	32
8	Dining Table Set for Factory	3
9	Office Table	1
10	Office Chair	18
11	Table Gig Size	7
12	Tea Table	1
13	Plastic Chair, Table and Spring Chair Set	4
14	Aluminium Chair (SS)	3
15	Computer Table Set (with Chair)	1
16	Bed with Mattress (Factory)	5
17	Ware Drop	1
18	Computer Table Set (with Chair)	2
19	SS Steel Chair	8
20	Computer Table Set with Chair (Factory)	5
21	Single Box Bed and Mattress	3
22	Spring Chair	1
23	Single Bed (Teak) for Factory	23
24	Small Chair	6
25	Almirah Wood	13
26	Almirah Steel Small	2
27	Tea Table	4
28	Angle Chair	12

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

29	Sofa Set	5
30	Wood Door	10
31	Computer Table and Chair	1
32	Computer Table and Chair For Factory	8
33	Normal Spring Chair	3
34	Office Decoration	
35	File Cabinet	2
36	Dining Table	2
37	Chair	12
38	Table	1
39	Almirah	3
40	Desk Table	1
41	Wooden Door	17
42	Self	1
43	Almirah	2
44	Locker	1
45	Door for Factory	13
46	Computer Table	4
47	Spring Chair	12
48	Normal Chair	16
49	File Cabinet	4
50	Conference Table	2
51	Reception Desk	1

It is mentionable here that during our visit, we also checked Inventory register and roster (Workers' duty register) and found satisfactory. At that time, we have interviewed the General Manager (Factory), Plant Manager (Factory) and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue. We also noticed that RCIL were in operation and running well.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Signboard:

The signboard of the Company is well displayed at the registered office and factory premises and there is no other Office or Factory within the said factory premises.

Sd/-
Sheikh Ashraful Haque
Chief Executive Officer
AB Investment Limited

Sd/-
Md. Israil Hossain FCS
Managing Director
BLI Capital Limited

Dated: July 05, 2018

- (xiv) **If the issuer is entitled to any intellectual property right or intangible asset, full description of the property, whether these are legally held by the issuer and whether all formalities in this regard have been complied with;**

The Company has no intellectual property right or intangible asset.

- (xv) **Full description of other properties of the issuer;**

Particulars	Written Down Value as at 30 June 2022
Furniture & Fixture	17,27,048
Motor Vehicle	1,10,68,644

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

g) Plan of Operation and Discussion of Financial Condition:

- (i) If the issuer has not started its commercial operation, the company's plan of operations for the period which would be required to start commercial operation which shall, among others, include: -
- Projected financial statements up to the year of commercial operation;
 - The rationale behind the projection;
 - Any expected significant changes in the issuer's policy or business strategies;
 - Detail plan of capital investment with break-up;
 - Summary of the feasibility report, etc.

This section is not applicable as the Company is already in operation.

- (ii) If the issuer had been in operation, the issuer's revenue and results of operations, financial position and changes in financial position and cash flows for the last five years or from commercial operation, which is shorter, shall be furnished in tabular form which shall, among others, include the following information:

Particulars	For the year				
	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
RESULT FROM OPERATION					
Revenue	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735
Cost of Goods Sold	68,403,043	69,863,982	81,511,535	71,442,968	64,380,180
Gross Income	62,511,167	63,259,672	57,427,113	53,500,549	56,619,555
Operating Expenses	10,711,094	4,887,379	5,078,170	6,030,399	5,685,248
Profit from Operation	51,800,073	58,372,293	52,348,943	47,470,150	50,934,307
Other Income	1,848,040	553,561	2,639,671	195,500	199,270
Finance Cost	352,846	179,505	149,313	165,769	190,785
Contribution to WPPF	2,541,128	2,813,011	0	0	0
Profit before Income Tax	50,822,610	56,228,540	55,598,025	47,661,992	45,872,159
Income Tax Expenses	12,545,445	11,137,409	14,729,853	9,961,756	7,777,368
Current Tax	8,899,967	10,556,818	14,700,882	10,238,641	7,813,603
Deferred Tax	3,645,478	580,591	28,971	(276,885)	(36,235)
Net Income after Tax	38,277,165	45,091,131	40,868,172	37,700,236	38,094,791

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHANGES IN FINANCIAL POSITION					
Non-Current Assets	516,914,230	533,939,938	567,749,960	511,300,629	505,030,509
Current Assets	288,162,908	249,408,797	269,263,149	266,727,628	207,923,862
Total Assets	805,077,138	783,348,735	837,013,109	778,028,257	712,954,371
Shareholders' Equity	650,437,077	612,353,599	566,294,869	526,032,825	488,460,778
Non-Current liabilities	18,115,914	44,963,683	92,906,170	116,231,744	146,396,629
Current Liabilities	136,524,148	126,031,453	177,812,070	135,763,688	78,096,964
Total Equity & Liabilities	805,077,139	783,348,735	837,013,109	778,028,257	712,954,371
CHANGES IN CASH FLOWS					
Net cash flows from operating activities	34,663,420	2,549,911	103,275,035	45,406,742	61,703,558
Net cash flows from investing activities	6,876,886	23,586,894	-65,950,292	-16,918,712	-8,197,612
Net Cash flows from financing activities	(40,342,041)	(57,839,166)	-40,673,439	5,832,705	-53,971,099

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(a) **Internal and external sources of cash;**

Particulars	For the year as on				
	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Internal Sources of Cash					
Share Capital	280,000,000	280,000,000	280,000,000	280,000,000	280,000,000
Retained Earnings	264,666,443	226,582,965	170,749,724	130,487,680	92,915,633
Sub-Total	544,666,443	506,582,965	450,749,724	410,487,680	372,915,633
External Sources of Cash					
Long Term Loan	6,943,251	39,334,497	87,857,575	111,212,120	141,100,120
Short Term Borrowings	50,886,999	58,484,947	67,621,530	84,791,111	48,904,637
Sub-Total	57,830,250	97,819,444	155,479,105	196,003,231	190,004,757
Grand Total	602,496,693	604,402,409	606,228,829	606,490,911	562,920,390

(b) **Any material commitments for capital expenditure and expected sources of funds for such expenditure;**

The Company has not yet made any material commitment for capital expenditure except for those that are mentioned in Chapter (XXII) under the head 'Use of Proceeds' from IPO fund.

(c) **Causes for any material changes from period to period in revenues, cost of goods sold, other operating expenses and net income;**

The company's revenue and other income as well as operating expenses and net income have continued to change due to increasing production by adding new machine and increase sales volume.

Particular	For the year								
	1-Jul-21	% of change	1-Jul-20	% of change	1-Jul-19	% of change	1-Jul-18	% of change	1-Jul-17
	to 30-Jun-22		to 30-Jun-21		to 30-Jun-20		to 30-Jun-19		to 30-Jun-18
Revenue	130,914,210	-2%	133,123,654	-4.19%	138,938,648	11.20%	124,943,517	3.26%	120,999,735
Cost of Goods Sold	68,403,043	-2%	69,863,982	14.29%	81,511,535	14.09%	71,442,968	10.97%	64,380,180
Operating Expenses	10,711,094	119%	4,887,379	-3.76%	5,078,170	15.79%	6,030,399	6.07%	5,685,248
Net Income after Tax	38,277,165	-15%	45,091,131	10.33%	40,868,172	8.40%	37,700,236	-1.04%	38,094,791

Causes for changes:

Revenues:

Revenue has been increased except last year due to pandemic situation of COVID-19.

Cost of goods sold:

Decrease of cost of goods sold in period to period is in line with sales volume.

Other operating expenses:

Increase of operating expenses in period to period is in line with production and sale volume due to fixed cost increases like wages and salaries and other utilities.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Net income:

The company thinks that the growth of net profit before and after tax is consistent with the growth of the revenue except last year due to pandemic situation of COVID-19 on the above matters. No unusual changes have been occurred during the last five years except last year due to pandemic situation of COVID-19 on the above matters.

(d) Any seasonal aspects of the issuer's business;

RCIL supplies its products to its regular buyers, who provide sufficient purchase orders to work throughout the year. As a result, no seasonal aspects adversely affect the business of RCIL.

(e) Any known trends, events or uncertainties that may have material effect on the issuer's future business;

There are no known trends, events or uncertainties that may affect on the future business of the Company except following:

- Technological changes,
- Changes in government policy
- Political unrest
- Natural calamities

(f) Any assets of the company used to pay off any liabilities;

None of the assets of the company has been used to pay off any liabilities of the company.

(g) Any loan taken from or given to any related party or connected person of the issuer with details of the same;

The Company did not take or give any loan from or to any related party or connected person of the issuer except non-interest-bearing loan from The Finery Limited during the period from 01 July 2021 to 30 June 2022.

DECLARATION REGARDING ANY LOAN TAKEN OR GIVEN FROM OR TO ANY DIRECTOR OR ANY PERSON CONNECTED WITH THE DIRECTOR OF RHYMER CHEMICAL INDUSTRIES LIMITED

We the management of Rhymer Chemical Industries Limited (RCIL) hereby declared that no loan taken or given from or to any person connected with the Directors of **RHYMER CHEMICAL INDUSTRIES LTD** Limited for the period from 01 July 2021 to 30 June 2022 except Loan of Tk 30,00,000.00 from the finer Ltd.

For and on behalf of

Sd/-

Managing Director

Dated: September 14, 2022

Place: Dhaka

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (h) **Any future contractual liabilities the issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issuer;**

The Company has no plan to enter into any contractual liability within next one year which may affect financial fundamentals of the issuer.

- (i) **The estimated amount, where applicable, of future capital expenditure;**

The Company has no plan for capital expenditure except for those mentioned in the ‘Use of Proceeds’ in Chapter (XXII) of this prospectus.

- (j) **Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus. Updated income tax status for the last 5 years or from commercial operation, which is shorter;**

VAT: VAT no is 000251861-0103. There is no VAT liability of the Company as on 30 June, 2022.

Customs Duty or other tax liabilities: There is no customs duty Liability of the Company as on 30 June, 2022.

Income Tax: The TIN number of the company is 544635560282/circle 112 (Company), Taxes Zone-06, Dhaka. Following are the details of income tax related information of the Company:

Accounting year	Assessment Year	Assessment Status
30-Jun-22	2022-2023	Return Submitted and Assessment is in under process
30-Jun-21	2021-2022	Return Submitted and Assessment is in under process
30-Jun-20	2020-2021	Return Submitted and Assessment is in under process
30-Jun-19	2019-2020	Return Submitted and Assessment is in under process
30-Jun-18	2018-2019	Return Submitted and Assessment is in under process

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(k) Any financial commitment, including lease commitment, the company had entered into during the past five years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be affected;

The Company has financial lease obligation with Nitol Motors Limited the outstanding amount of which is BDT 3,163,895.

Term Loans:

Sl. No.	Name of Bank	Sanction Amount	Purpose of Loan	Sanction Date	Expiry Date	Installment-Quarterly	Outstanding at 30 June, 2022	Mortgage
								/Lien
1	The City Bank Limited	10.68 crore	Long Term	April 6,2006	April 6,2011	20 equal quarterly installments	4.29 crore	328.75.35 decimal land

L/C (sight) for import of Capital Machinery (Single Transaction):

Particular	Description
L/C value	US \$ 15,35,239.00, equivalent BDT 10.68 crore
Purpose	Import of Capital Machinery for surfactant manufacturing entity
Margin	Nil
Commission	0.50% for 1 st quarter, 0.30% subsequent quarters
Settlement	Through Creation of Term loan
Security	Documents of Title Goods, when received
Tenor	180 days

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L/C limit of Tk 9.00 crore:

Particular	Description
Limit	Tk 9.00 crore
Purpose	Import of Raw Materials for surfactant manufacturing plant.
Margin	10% cash at the time of issuance of LCs
Commission	0.50% for 1 st quarter, 0.30% subsequent quarters or part thereof.
Settlement	Through Creation of LTR in the room available within the approved limit and/or by cash from own source.
Security	Documents of Title Goods, when received
Expiry of the limit	1 year from the date of sanction.

LTR limit of Tk 8.00 crore:

Particular	Description
Limit	Tk 8.00 crore
Purpose	Settlement of L/C obligation created under the approved LC limit of Tk 9.00 crore for import of

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

	raw materials.
Rate of interest	13.50% P.A with quarterly rests, subject to revision from time to time.
Tenor of individual LTRs	90 days
Settlement	By cash from business operation and /or from own sources on or before the expiry of individual tenor of respective LTRs.
Security	TR from duly executed.
Expiry of the limit	1 year from the date of sanction.

Cash credit (Hypothecation) Limit of Tk 60.00 Lac:

Particular	Description
Limit	Tk 60.00 Lac
Purpose	Working Capital requirement (Local Purchase/Manufacturing Overhead)
Rate of interest	13.50% P.A with quarterly rests, subject to revision from time to time.
Drawing power	70 % of the stock value or the facility amount which is lower

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Security	Registered hypothecation of entire stock comprising raw materials (local and imported), WIP and products duly insured with Bank Mortgage clause
Expiry of the limit	1 year from the date of sanction.

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(1) Details of all personnel related schemes for which the company has to make provision for in future years;

The Company considers its human resources as the most valuable assets of the Company and has been continuing to train, equip and groom its employees for building a strong foundation. To enhance and advance the professional ability and knowledge of the employees, regular training programs are conducted. The company provides various benefit packages to its employees in addition to a monthly benefit of salary, wages and allowances. There are several benefits for the employee of Asiatic Laboratories Limited like;

- Two Festival Bonus
- Sick Leave & Casual Leave
- Workers Profit Participation Fund
- Yearly Increment / Promotion
- Emergency Medical Service & immediate hospital facility Contract for the Employees, etc.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(m) **Break down of all expenses related to the public issue;**

The following amount to be paid to the Issue Managers, Underwriters and other costs are as follows:

Sl. No.	Particulars	Basis	Amount in BDT (approx.)	
A.	MANAGERS TO THE ISSUE FEES			2,530,000
1	Managers to the Issue fee	Maximum 2% (two percent) of the public offer amount.	2,200,000	
2	VAT against Issue Management Fees	15% of issue management fees	330,000	
B.	FEES RELATED TO LISTING WITH THE STOCK EXCHANGES			3,255,000
3	Prospectus Submission Fees to DSE & CSE	Fixed	100,000	
4	DSE and CSE Annual Fee	Fixed	815,000	
5	Fees related to Listing with the stock exchanges	@ 0.25% on Tk. 10 Crore and 0.15% on the rest amount of paid up capital range; (minimum 50 thousand and maximum Tk. 1 crore for each exchanges)	1,940,000	
6	Data Transmission Fee for DSE & CSE	Fixed	400,000	
C.	BSEC FEES			1,250,000
7	Application fee	Fixed	50,000	
8	Consent fee	fee @ 0.40% on the public offer amount	1,200,000	
D.	IPO RELATED FEES			2,407,500
9	Underwriting commission [Maximum 1% (one percent) on 35% (thirty five percent) of the public offer amount]	Commission @ 0.1% on Underwritten Amount	1,050,000	
10	Vat against Underwriting commission	15% on Underwriting Commission	157,500	
10	Auditors Certification fees	At Actual	1,200,000	
E.	CDBL FEES AND EXPENSES			695,500

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11	Security Deposit	At Actual	500,000	
12	Documentation fee	At Actual	2,500	
13	Annual fee	At Actual	100,000	
14	Connection Fee (TK. 500 per month* 12)	At Actual	6,000	
15	Initial Public Offering fee	@.015% of issue size+.015% of Pre-IPO paid up capital	87,000	
F.	PRINTING AND POST PUBLIC OFFER EXPENSES			5,200,000
16	Publication of prospectus	Estimated (to be paid at actual)	1,500,000	
17	Abride Version of Prospectus and Notice in 4 daily newspaper	Estimated (to be paid at actual)	700,000	
18	Notice for prospectus, Lottery, Refund etc. in 4 daily newspaper	Estimated (to be paid at actual)	1,000,000	
19	Lottery related expenses including BUET fee	Estimated (to be paid at actual)	2,000,000	
Grand Total				15,338,000

N.B.: Actual costs will vary if above mentioned estimates differ and will be adjusted accordingly.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

n) If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and thereason for the revaluation, showing the value of theassets prior to the revaluation separately for each assetrevalued in a manner which shall facilitate comparison between the historical value and the amount afterrevaluation and giving a summary of the valuation reportalong with basis of pricing and certificates requiredunder the revaluation guideline of the Commission;

The company revalued its land on January 16, 2016, which were incorporated in the financial statements for the year ended on June 30, 2016. The valuation was done by renowned chartered accountant firm, ATA KHAN & CO., Chartered Accountants. The revalued amount of the land was Tk. 147,937,500. Before the revaluation, the value of the land was Tk. 42,166,866 and revaluation surplus is Tk. 1.05,770,634.

Particulars	Description
Name of the Valuer	ATA KHAN & CO
Qualification of Valuer	Chartered Accountant
Address of the Valuer	67, Motijheel commercial area, dhaka-1000 ,Bangladesh
Cut-off date of Revaluation	January 16, 2016
Basis of valuation	<p>Present valuation of the land and land development has been arrived at by taking in to considretaionh the location and the market price of recent transfer of the assets. Information has been collected and explained from the local people and mouza value to assess an average current transfer/market rate of the lands with due consiedraytion the development made on the land.</p> <p>Valuation of the subject assets and properties was carried out on the basis of the following applicable standards and guidelines:</p> <p>A) The valuation was undertaken in accordance with Basngladesh Accounting Standard (BAS-16), Bangladesh Finnacial Reporting Stnadrads (BRRS-13) and International Valuation Standards (IVS)</p> <p>B) The valuation was undertaken in accordance with Bangladesh Securities and Exchnage Commission (BSEC) Guideline vide refrence no .SEC/CMRDCD/2009-193/150/ADMIN/...dated August 18,2013.</p>

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

	<p>C) The assets were valued at fair value as per the standards for revaluation of those assets. The definition of fair value is produced below:</p> <p>“Fair value “is the amount for which an asset could be exchanged between knowledgeable willing parties in an arm’s length transaction.</p> <p>(D) Audited Financial Statements as of 30 June 2015 of Rhymer Chemical Industries Ltd audited by Mahfuz Amin Nowsher & co. Chartered Accountants, and after making due verification on the books of accounts of the company relevant to land & land development as on 16 January 2016 were taken into consideration as the base for cost and written down values of those revalued assets.</p> <p>(E)The valuation exercise was undertaken in considering five fundamental principles of Conduct namely Integrity, Objectivity, Competence, Confidentiality and Professional Behavior.</p>
Value of Fixed Assets before revaluation	Tk. 42,166,866
Value of Fixed Assets after revaluation	Tk. 147,937,500
Revaluation Surplus	Tk. 1,05,770,634
Reason for revaluation	The purpose of revaluation of assets has been to assess the estimated fair market value of Land & Land Development Rhymer Chemical Industries Ltd. with the aim to recognize and present them in its financial statements at a fair market value.
Nature of Revalued Assets	Land & Land development
Methods Used	Fair Market Value
Experience and Notable Valuation work was done by the valuer	Saiham Cotton Mills Ltd

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Summary:

ATA KHAN & CO. Chartered Accountants														Annexure-A	
Rhymer Chemical Industries Limited															
Valuation of Land & Land Development															
As on 16 January 2016															
Sl No.	Location Details of the land	Deed No	Date of Acquisition	Seller of the property	Khatian No.	JL No.	Title Holder	Area in Decimal	Type of Acquisition	Cost value as per book as on 16 January 2016		Current assessed value in taka		Revaluation Surplus	
										Per Decimal	Total	Per Decimal	Total		
01	Kashar Gar Mouza, Valuka Upazila at Mayansungh District	7376	29.09.04	Md. Abdus Sattar Md. Faruq Ahmed Md. Feroz Ahmed Nasima Akter Shamima Akter	274 295	276	Rhymer Chemical Industries Limited	79.50	Freehold	128,264.23	10,197,006	450,000	35,775,000	25,577,994	
02	Kashar Gar Mouza, Valuka Upazila at Mayansungh District	1027	09.02.05	Mamunul Haq Md. Ashrafal Alam	274 295	276	Rhymer Chemical Industries Limited	96.25	Freehold	128,264.23	12,345,432	450,000	43,312,500	30,967,068	
03	Kashar Gar Mouza, Valuka Upazila at Mayansungh District	8209	08.12.04	Md. Jalal Uddin Md. Abdul Aziz	274 295	276	Rhymer Chemical Industries Limited	34.00	Freehold	128,264.23	4,360,984	450,000	15,300,000	10,939,016	
04	Kashar Gar Mouza, Valuka Upazila at Mayansungh District	584	18.01.04	Md. Abdur Rafiq Md. Shohidul Islam	274 295	276	Rhymer Chemical Industries Limited	85.00	Freehold	128,264.23	10,902,460	450,000	38,250,000	27,347,540	
05	Kashar Gar Mouza, Valuka Upazila at Mayansungh District	5034	27.11.06	Md. Chand mian	274 295	276	Rhymer Chemical Industries Limited	17.00	Freehold	128,264.23	2,180,492	450,000	7,650,000	5,469,508	
06	Kashar Gar Mouza, Valuka Upazila at Mayansungh District	5723	25.07.04	Md. Nijam uddin Dhali	367	276	Rhymer Chemical Industries Limited	17.00	Freehold	128,264.23	2,180,492	450,000	7,650,000	5,469,508	
Total								328.75			42,166,866		147,937,500	105,770,634	

- o) Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;**

The Company has no subsidiary nor is it operated under a holding company nor does it have any associate company. Hence, no transaction has taken place.

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- p) **Financial Information of Group Companies and Companies under common ownership by more than 50%: following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, wherever applicable, along with significant notes of auditors:**

Particulars	Name of Companies
(1) Date of Incorporation	There is no Group Companies and Companies under common ownership by more than 50%
(2) Nature of Business	
(3) Equity Capital	
(4) Reserves (In Crore)	
(5) Sales (In Crore)	
(6) Profit after Tax (In Crore)	
(7) Earnings Per Share & Diluted Earnings Per Share	
(8) Net Asset Value	
(9) The highest and lowest market price of shares during the preceding six months with disclosures for changes in capital structure during the period, if any securities of the group are listed with any exchange	
(10) Information regarding significant adverse factors relating to the group	
(11) Any of the group companies has become sick or is under winding up	
(12) The related business transactions within the group and their significance on the financial performance of the issuer	
(13) Sales or purchase between group companies or subsidiaries or associate companies when such sales or purchases exceed in value in the aggregate ten percent of the total sales or purchases of the issuer and also material items of income or expenditure arising out of such transactions	

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- q) Where the issuer is a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer;

RHYMER CHEMICAL INDUSTRIES LIMITED is a manufacturing company. For that this declaration is not applicable for the company.

- r) A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the issuer and rationale of issue price of the shares;

Allotment of Shares of the Company for any consideration otherwise than Cash

This is to certify that RHYMER CHEMICAL INDUSTRIES LTD has not made any allotment of shares as at 30th June, 2022 for consideration other than Cash.

We also certify that the Company has not allotted any shares in terms of any merger, amalgamation or acquisition scheme.

Dhaka, Bangladesh

Sd/-

Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

- s) **Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public;**
There is no material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public
- t) **Business strategies and future plans - projected financial statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, two Directors, Managing Director, CFO, and Company Secretary;**

Business strategies

A business strategy sets out to achieve the desired goals. Business strategy is defined as long-term business planning which is concerned with the scope of a business' activities. The company strategies are as follows.

1. **Increase Fixed Assets:** The Company is in planning to invest in fixed assets in order to establish and implement new business in line with its existing business.
2. **Economic Scale:** With a view to spreading the fixed cost over more units' The Company is trying to increase economic of scale
3. **Lower price:** In order to be market Leader, the Company is trying to be competitive price to deal with its rivals.
4. **Product Differentiating:** By differentiating in the product line, the Company will be able to make higher price for its product. Hence, product differentiation is on the mind.

Future plans

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In persuasion of aforesaid Strategies RCIL and its experienced team have been working insistently keeping in consideration future as well. RCIL has a planned for acquisition of Machinery & Equipments, Construction of Building and other civil works by using IPO proceeds.

u) Discussion on the results of operations shall inter-alia contain the following:

- 1) **A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure;**

Particulars	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Non-Current Assets	516,914,230	533,939,938	567,749,960	511,300,629	505,030,509
Current Assets	288,162,908	249,408,797	269,263,149	266,727,628	207,923,862
Shareholders' Equity	650,437,077	612,353,599	566,294,869	526,032,825	488,460,778
Non-Current liabilities	18,115,914	44,963,683	92,906,170	116,231,744	146,396,629
Current Liabilities	136,524,148	126,031,453	177,812,070	135,763,688	78,096,964
Revenue	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735
Cost of Goods Sold	68,403,043	69,863,982	81,511,535	71,442,968	64,380,180
Profit before Income Tax	50,822,610	56,228,540	55,598,025	47,661,992	45,872,159
Net Income after Tax	38,277,165	45,091,131	40,868,172	37,700,236	38,094,791

- 2) **A summary of major items of income and expenditure;**

Major items of income:

Particulars	For the year				
	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Revenue	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735
Other Income	1,848,040	553,561	2,639,671	195,500	199,270

Major items of Expenditure:

Particulars	For the year				
	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Cost of Goods Sold	68,403,043	69,863,982	81,511,535	71,442,968	64,380,180
Operating Expenses	10,711,094	4,887,379	5,078,170	6,030,399	5,685,248
Finance Cost	352,846	179,505	149,313	165,769	190,785

- 3) **The income and sales on account of major products or services;**

The income and sales on account of major products or services are as follows:

The company has only one product and related sales revenue has been shown below:

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Particulars	For the year				
	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Revenue	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735

- 4) **In case, other income constitutes more than 10% of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring;**

The Company's other income is not more than 10% of the total income.

- 5) **If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly, if any foreign customer constitutes a significant portion of the issuer's business, disclosure of the fact along with its impact on the business considering exchange rate fluctuations;**

RCIL has significant dependency on Unilever Bangladesh Limited for generating its revenue.

SL No.	Name of Customers	Address	Contribution (%)
01	Unilever Bangladesh Limited	Police Plaza Concord, Tower-2, Level-6, Gulshan-1, Dhaka	100%

- 6) **In case the issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed.**

The issuer has not followed any unorthodox procedure for recording sales and revenues.

- v) **Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following:**

Particulars	2022-2021	2021-2020	2020-2019	2019-2018	2018-2017
	Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka
Turnover	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735
Cost of goods sold	68,403,043	69,863,982	81,511,535	71,442,968	64,380,180
Gross profit	62,511,167	63,259,672	57,427,113	53,500,549	56,619,555
Operating Expenses	10,711,094	4,887,379	5,078,170	6,030,399	5,685,248
Operating Income	51,800,073	58,372,293	52,348,943	47,470,150	50,934,307
Financial expenses	352,846	179,505	149,313	165,769	190,785
Profit before Other Income	36,429,125	44,537,570	38,228,501	37,504,736	37,895,521
Other income	1,848,040	553,561	2,639,671	195,500	199,270
Net profit before WPPF	53,363,738	59,041,551	55,598,025	47,661,992	45,872,159
Provision for WPPF	2,541,128	2,813,011	0	0	0
Net profit before tax	50,822,610	56,228,540	55,598,025	47,661,992	45,872,159
Income Tax Expense	12,545,445	11,137,409	14,729,853	9,961,756	7,777,368
Current Tax	8,899,967	10,556,818	14,700,882	10,238,641	7,813,603
Deffered Tax	3,645,478	580,591	28,971	(276,885)	(36,235)
Net profit after Tax	38,277,165	45,091,131	40,868,172	37,700,236	38,094,791
Earning Per share (EPS)	1.37	1.61	1.46	1.35	1.36
Diluted Earning Per share*	1.37	1.61	1.46	1.35	1.36

*Considering total number of outstanding shares of 28,000,000.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Analysis of reasons for the changes in significant items of income and expenditure:

There is no change in significant items of income and expenditure of RCIL

- 1) **Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.**

There is no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

- 2) **Significant economic changes that materially affect or are likely to affect income from continuing operations;**

There are no significant economic changes that materially affect or are likely to affect income from continuing operations.

- 3) **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;**

Other than matters as described in the “Risk Factors” and “Plan of operation and discussion of Financial Conditions” of this prospectus, there are no known trends or uncertainties that have had or are expected to have a material adverse impact on revenues or income of the Company from continuing operations.

- 4) **Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known;**

We are aware of the fact that future is always uncertain that affect business. It is expected that labor and material price will go up in future because of inflation and other factors. However, revenue is always adjusted and follows the trend in line with production cost. Hence, any change in cost will be reflected in sales price.

- 5) **The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;**

There is no material increase in sales volume or revenue due to increased sales volume, introduction of new products or services or increased sales prices.

- 6) **Total turnover of each major industry segment in which the issuer operated;**

There are 32 company is enlisted in the capital market.

- 7) **Status of any publicly announced new products or business segment;**

The Company did not announce new products or business segment.

- 8) **The extent to which the business is seasonal.**

RCIL supplies its products to its regular buyers, who provide sufficient purchase orders to work throughout the year. As a result, no seasonal aspects adversely affect the business of RCIL.

- w) **Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company;**

Rescheduling of borrowings with banks:

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The Company has five times rescheduled its borrowings with City Bank Limited due to oil price fall suddenly at the year 2009 as the ingredients of LABSA price are mainly dependent on oil price.

However, there is no history of conversion of loans into equity alongwith reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company.

- x) **Details regarding the changes in the activities of the issuer during the last five years which may have had a material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors;**

There were no changes in the activities of the Company during the last three years and had not any material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

- y) **Injunction or restraining order, if any, with possible implications;**

There was no injunction or restraining order.

- z) **Technology, market, managerial competence and capacity built-up;**

Technology:

RCIL has been using modern machineries and modern technology in order to produce high quality of LABSA. Market has been growing up and the company has good opportunity to maximize market share.

Market:

LABSA is of the basic needs for all detergent producing companies. It is one of the fastest growing industries in the world. The LABSA processing industry in Bangladesh represents one of the major potential sectors within the industrial segments in terms of contribution to value addition and employment. The sector accounts for over 18% of all manufacturing production and employs about 15% of labor forces. All chemical processing enterprises account for 0.5% of the national GDP.

Managerial competence:

All the members of the management team of the company are highly qualified, trained & skilled professionals, well experienced and extremely devoted. The expert team of RCIL, which consists of nearly 100 employees from various disciplines are seasoned and experienced enough to use the facilities for production to fulfil the demand of target customers. Successive strong financial performance is the result of unwavering commitment of the promoters, management efficiency, employee's sincerity, use of appropriate technology, among others.

Capacity built – up

To keep pace with the contemporary technology and customer demand the Company continuously investing and deploying enough resources including human resources.

- aa) **Changes in accounting policies in the last three years;**

The management of the Company has not changed any accounting policies in the last five years.

- bb) : **A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months;**

A statement by the directors:

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

In our opinion, there have no such circumstances arisen since the date of the last financial statements as disclosed in the prospectus which materially and adversely affect or is likely to affect the trading or profitability of the **RHYMER CHEMICAL INDUSTRIES LIMITED (RCIL)** or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/-

Kamal Sharif
Chairman

Sd/-

Md. Monzur Alam
Managing Director & CEO

Sd/-

Mansoor Ahmed
Director

Sd/-

Shahana Akhter
Director

Sd/-

Salman Sharif
Director

Sd/-

A M Sakib Noor
Director

Sd/-

Md. Touhidul Alam
Director

Sd/-

Md. Nazrul Hossain
Independent Director

Sd/-

Md. Ziaul Haque
Independent Director

Date: October 8, 2022

- cc) **If any quarter of the financial year of the issuer ends after the period ended in the audited financial statements as disclosed in the prospectus, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer;**

We are disclosed Financial Statement for the year ended 30th June 2022 and there are no period ended after the reporting period.

- dd) **Factors that may affect the results of operations.**

However, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business, the business operation of the company may be affected by the following events:

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- Increase in production cost;
- Decrease in product selling cost
- Political unrest;
- labor unrest;
- Increase Competition;
- Scarcity of Electricity and raw materials;
- Natural disasterand
- Govt PolicyChanges towards the industry.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (VII)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(a) **Overview of business and strategies:**

Overview of business:

Rhymer Chemical Industries Limited, a public limited Company, incorporated in Bangladesh on August 07, 2004 as a Private Limited Company under the Companies Act 1994, with an authorized capital of BDT 500,000,000/- and paid-up capital of BDT 10,000,000/-. Subsequently the company was converted into Public Limited Company on January 26, 2012 under the companies Act 1994 with a view to produce and supply Chemical for local consumption. At present Company's authorized capital is BDT 1,000,000,000/- and their paid-up capital is BDT 280,000,000/-. After fulfillment of local market requirement, the Company has a vision to export the finished products of the Company outside the country.

Strategies:

A business strategy sets out to achieve the desired goals. Business strategy is defined as long-term business planning which is concerned with the scope of a business' activities. The company strategies are as follows.

1. **Increase Fixed Assets:** The Company is in planning to invest in fixed assets in order to expand its existing business.
2. **Economic Scale:** With a view to spreading the fixed cost over more units' The Company is trying to increase economic of scale
3. **Lower price:** In order to be market Leader, the Company is trying to be competitive price to deal with its rivals.
4. **Product Differentiating:** By differentiating in the product line, the Company will be able to make higher price for its product. Hence, product differentiation is on the mind.

(b) **SWOT ANALYSIS:**

STRENGTHS:

- 1) **The flagship brand** – Rhymer enjoys the premium handling of being the flagship brand. Such strong backing of a company lies RHYMER always strengthens the brand to establish in customers' minds.
- 2) **Good quality detergent ingredients at a lower price** – Rhymer is playing on the USP of giving the good quality product at a lower price and the brand has been so far successful in its objective. Customers are satisfied with the quality of the product and the prices are fairly lower than the mainstream competitors.
- 3) **Existing distribution and sales networks have been a great help** – Over the years RHYMER have developed strong distribution and sales networks and is getting great benefits using the same network without having to invest any more in efforts of selling and supplying.

WEAKNESSES

- 1) **Old giant competitors** – The competition is huge and with giant companies of the world which is why Rhymer cannot allow making these big-name competitors as its weakness to lose against them in the market.

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2) **Similar or substitute products are available at even lower prices** – Since Rhymer markets itself as a low-price detergent's ingredients and there are further lower priced LABSA available in the market at the local level. This low-price strategy sometimes acts as a negative point for the brand.

OPPORTUNITIES

1) **Launching new products with better technology and innovation** – This is what today's customer look for even in the traditional products like detergents. Rhymer explores something in this area.

2) **Changing lifestyle of people** – This is always an opportunity. Put your best analysts to identify what this generation wants and design that. This can only come if a company can understand the changing needs of people and act swiftly upon it.

THREATS

1) **Fake products** – For a product like LABSA, Sulfuric Acid it is very easy for malpractitioners to launch fake products by unregistered cottage industries.

2) **Price wars with competitors** – Since competitors in the industry are all big companies, sometimes price wars prove to be fatal for one or the other.

3) **Ambush marketing by competitors** – For these consumer products, many companies often go for ambush marketing to tarnish the image of another brand. It is important for a brand like Rhymer to always be on top of such threats.

4) **Changes in tax policies** – Products like this where a brand fights for even the slimmest margin, a tax policy change can prove to be a big threat.

(c) **Analysis of the financial statements of last five years with reason(s) of fluctuating revenue or sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before & after tax, EPS etc.**

Particulars	2022-2021	2021-2020	2020-2019	2019-2018	2018-2017
	Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka	Amount in Taka
Turnover	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735
Cost of goods sold	68,403,043	69,863,982	81,511,535	71,442,968	64,380,180
Gross profit	62,511,167	63,259,672	57,427,113	53,500,549	56,619,555
Operating Expenses	10,711,094	4,887,379	5,078,170	6,030,399	5,685,248
Operating Income	51,800,073	58,372,293	52,348,943	47,470,150	50,934,307
Financial expenses	352,846	179,505	149,313	165,769	190,785
Profit before Other Income	36,429,125	44,537,570	38,228,501	37,504,736	37,895,521
Other income	1,848,040	553,561	2,639,671	195,500	199,270
Net profit before WPPF	53,363,738	59,041,551	55,598,025	47,661,992	45,872,159
Provision for WPPF	2,541,128	2,813,011	0	0	0
Net profit before tax	50,822,610	56,228,540	55,598,025	47,661,992	45,872,159
Income Tax Expense	12,545,445	11,137,409	14,729,853	9,961,756	7,777,368
Current Tax	8,899,967	10,556,818	14,700,882	10,238,641	7,813,603

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Deffered Tax	3,645,478	580,591	28,971	(276,885)	(36,235)
Net profit after Tax	38,277,165	45,091,131	40,868,172	37,700,236	38,094,791
Earning Per share (EPS)	1.37	1.61	1.46	1.35	1.36
Diluted Earning Per share*	1.37	1.61	1.46	1.35	1.36

Reason of Fluctuation:

Revenue:

Period to period revenue have been changed due to the effect of customers' demand, sales price and sales volume. The company has maintained steady product quality since inception as well as to create Just in time delivery. So, increase of turnover of the company is relevant.

Other Income:

Other income has been generated from interest received from STD A/C and miscellaneous

Total Income:

Revenue is increased except last year due to the pandemic situation of COVID-19.

Cost of Materials:

The company thinks the costs of materials to revenue are consistent over the years.

Finance Cost and Bank Charge:

Due to repayment of long-term loan, financial expenses have reduced.

Depreciation and Amortization:

The company has increased our capacity installing new machineries; build up factory building and other assets. So, depreciation has been charged accordingly.

The company did not amortize any of its capital expenditure during the last three years.

Other Expenses:

The company did not incur any other expenses other than regular expenses during the last three years

Changes of inventory:

There has been increasing of installed capacity and sales volume over the year. The demand for our products is also increasing. So, we have to maintain sufficient amount of inventory in order to meet the sales order. Thus, inventory is increasing year to year.

Net profit before and after Tax and Earnings per Share

The company thinks that the growth of net profit before and after tax is consistent with the growth of the revenue. No unusual changes have been occurred during the last five years on the above matters.

Earnings per Share are properly calculated through using number of ordinary shares for each year.

(d) Known trends demands, commitments, events or uncertainties that are likely to have an effect on the company's business:

There are no known trends demands, commitments, events or uncertainties that are likely to have an effect on the Company's business except the following:

- ✓ Technological change.
- ✓ Increased competition.
- ✓ Govt. policy changes towards the industry.
- ✓ Political unrest.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

✓ Natural disaster.

(e) **Trends or expected fluctuations in liquidity:**

There are no trends or expected fluctuations in liquidity.

(f) **Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition:**

There are no off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (VIII)

DIRECTORS AND OFFICERS

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (a) Name, Father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director, showing the period for which, the nomination has been made and the name of the organization which has nominated him:

SL	Particulars	Details
1	Name:	Mr. Kamal Sharif
	Father's Name:	M A Sharif
	Age:	66
	Residential Address:	53, Kalabagan, 1 st lane, Dhanmondi, Dhaka
	Educational Qualifications:	M.S.S from Dhaka University
	Experience:	More than 20 years
	Position:	Chairman/Director
	Name of the Institutions and Duration for nominated Director	N/A
2	Name:	Mr. Monjurul Alam
	Father's Name:	M A Karim
	Age:	63
	Residential Address:	Olympia Tower, Flat -B1, 153/1 Monipuri Para. Tejgaon, Dhaka
	Educational Qualifications:	M.S.S from Rajshahi University
	Experience:	More than 20 years
	Position:	Managing Director/Director
	Name of the Institutions and Duration for nominated Director	N/A
3	Name:	Mr. Mansoor Ahmed
	Father's Name:	Rostum Ali
	Age:	64
	Residential Address:	House-45, Road-12/A, Dhanmondi R/A, Dhaka-1209
	Educational Qualifications:	M.S.C. from Dhaka University
	Experience:	More than 20 years
	Position:	Director
	Name of the Institutions and Duration for nominated Director	N/A
4	Name:	Shahana Akhter
	Father's Name:	Husband Name: Mamunul Haque
	Age:	63
	Residential Address:	70/1 Monipuripara, Flat No-5D, Tejgaon, Dhaka
	Educational Qualifications:	Graduated

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	Experience:	More than 20 years
	Position:	Director
	Name of the Institutions and Duration for nominated Director	N/A
5	Name:	Mr. Salman Sharif
	Father's Name:	Kamal Sharif
	Age:	31
	Residential Address:	53, Kalabagan, 1 st lane, Dhanmondi, Dhaka
	Educational Qualifications:	Graduated
	Experience:	N/A
	Position:	Director
	Name of the Institutions and Duration for nominated Director	N/A
6	Name:	Mr.M. A Shakib Noor
	Father's Name:	Mansoor Ahmed
	Age:	30
	Residential Address:	House-45, Road-12/A, Dhanmondi R/A, Dhaka-1209
	Educational Qualifications:	Graduated
	Experience:	N/A
	Position:	Director
	Name of the Institutions and Duration for nominated Director	N/A
7	Name:	Mr. Touhidul Alam
	Father's Name:	Mr. Monjurul Alam
	Age:	26
	Residential Address:	Olympia Tower, Flat -B1, 153/1 Monipuri Para. Tejgaon, Dhaka
	Educational Qualifications:	Graduated
	Experience:	N/A
	Position:	Director
	Name of the Institutions and Duration for Director	N/A

8	Name:	Mr. MD. Nazrul HOSSAIN
	Father's Name:	Mr.Late Sadeque Ali
	Age:	65
	Residential Address:	Cemex Dream Affifa, 38-39/A, 5-A Chand Housing, Road # 2, Mohammadpur, Dhaka.
	Educational Qualifications:	MSS from Dhaka University
	Experience:	More than 20 years

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Position:	Independent Director
Name of the Institutions and Duration for Director	N/A

9	Name:	Mr. MD. Ziaul Haque
	Father's Name:	Mr. Al-haj M.A Aziz Hawlader
	Age:	50
	Residential Address:	Sheltech Shafique's Tower, Apartment # 2/A, House # 28, Road # 14/A, Dhanmondi R/A, Dhaka
	Educational Qualifications:	LLM from Rajshahi University
	Experience:	More than 20 years
	Position:	Independent Director
	Name of the Institutions and Duration for Director	N/A

(b) **The date on which he first became a director and the date on which his current term of office shall expire:**

SL.	Name of the Director	Position	Date of first Directorship	Date of Expiration of Current term
1	Mr. Kamal Sharif	Chairman	07/08/2004	To be decided in AGM
2	Mr. Monjurul Alam	Director	07/08/2004	To be decided in AGM
3	Mr. Mansoor Ahmed	Director	07/08/2004	To be decided in AGM
4	Mrs. Shahana Akhter	Director	10/10/2016	To be decided in AGM
5	Mr. Salman Sharif	Director	20/08/2022	19/08/2025
6	Mr. M. A Shakib Noor	Director	20/08/2022	19/08/2025
7	Mr. Touhidul Alam	Director	20/08/2022	19/08/2025

(c) **If any director has any type of interest in other businesses, names and types of business of such organizations. If any director is also a director of another company or owner or partner of any other concern, the names of such organizations:**

Name	Name of other organizations	Position
Mr. Kamal Sharif	The Finery Limited	Managing Director
	Rhymer Apparels limited	Managing Director
	Mirpur Textile Pvt Ltd.	Managing Director
	Snow king frozen food Pvt. Ltd.	Managing Director
	Marble Arc Limited	Chairman

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Mrs. Shahana Akhter	The Finery Limited	Chairman
	Rhymer Apparels limited	Chairman
	Snow king frozen food Pvt. Ltd.	Chairman
	Mirpur Textile Pvt Ltd.	Chairman
	Marble Arc Limited	Director
Mr. Monsur Ahmed		
	The Finery Limited	Director
	Snow king frozen food Pvt. Ltd.	Director
	Rhymer Apparels limited	Director
	Marble Arc Limited	Director
	Mirpur Textile Pvt Ltd.	Director

(d) **Statement of if any of the directors of the issuer are associated with the securities market in any manner. If any director of the Issuer company is also a director of any issuer of other listed securities during last three years then dividend payment history and market performance of that issuer:**

None of the directors of the Company are involved in securities market and not involved with other listed securities during last three years except followings:

Name of Director	Director of Listed securities			
	Companies	Dividend payment		Closing price
Mr.Kamal Sharif	N/A	Year	Cash/Bonus	
Mr.Monjurul Alam		N/A	N/A	N/A
Mr. Mansoor Ahmed		N/A	N/A	N/A
Mrs.Shahana Akhter		N/A	N/A	N/A
Mr. Salman Sharif		N/A	N/A	N/A
Mr.M.A Shakib Noor		N/A	N/A	N/A
Mr.Touhidul Alam				

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (e) Any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers:

i. Family relationship among directors

Name	Position of the Company	Relationship
Mr. Salman Sharif	Director	Son of Mr.Kamal Sharif
Mr.M.A Shakib Noor	Director	Son of Mr. Mr. Mansoor Ahmed
Mr.Touhidul Alam	Director	Son of Mr.Monjurul Alam

ii. Family relationship among directors and top five officers of the company:

There is no family relationship exist between directors and top five management officers.

- (f) A very brief description of other businesses of the directors:

Mr. Kamal Sharif

Sl. No.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital (Total) in Taka
01.	The Finery Limited	10.07.1990	Garments	Private Ltd.	7,20,000.00
02.	Rhymer Apparels limited	06.8.1997	Apparls	Private	10,00,000.00
03.	Mirpur Textile Pvt Ltd.	11.11.1991	Textile	Private	1,10,00,000.00
04.	Snow king frozen food Pvt. Ltd.	01.09.2002	Foods	Private	1,39,50,000.00
05	Marble Arc Limited	06.03.2003	Stones	Private	1,00,000,00.00

Mrs.Shahana Akhter

Sl. No.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital (Total) in Taka
01.	The Finery Limited	10.07.1990	Garments	Private Ltd.	7,20,000.00
02.	Rhymer Apparels limited	06.8.1997	Apparls	Private	10,00,000.00
03.	Mirpur Textile Pvt Ltd.	11.11.1991	Textile	Private	1,10,00,000.00
04.	Snow king frozen food Pvt. Ltd.	01.09.2002	Foods	Private	1,39,50,000.00
05	Marble Arc Limited	06.03.2003	Stones	Private	1,00,000,00.00

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Mr. Mansoor Ahmed

Sl. No.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital (Total) in Taka
01.	The Finery Limited	10.07.1990	Garments	Private Ltd.	7,20,000.00
02.	Rhymer Apparels limited	06.8.1997	Apparls	Private	10,00,000.00
03.	Mirpur Textile Pvt Ltd.	11.11.1991	Textile	Private	1,10,00,000.00
04.	Snow king frozen food Pvt. Ltd.	01.09.2002	Foods	Private	1,39,50,000.00
05	Marble Arc Limited	06.03.2003	Stones	Private	1,00,000,00.00

(g) Short bio-data of each director:

Mr. Kamal Sharif (Chairman)

Mr. Sharif is the Sponsor Director & the Chairman of Rhymer Chemical Industries Limited and at present the Managing Director of the company. He is from a respectable Muslim family of Shariotpur district. He is an eminent business personality in Bangladesh. He completed his M.S.S from Dhaka University. At the beginning he started his carrier as a Banker from National Bank Ltd.

Mr. Sharif is a successful Industrialist and also the Managing Director of the Finery Limited, Rhymer Apparels Limited and K.K. Embroidery Ltd.

His social activities are remarkable. He is one of the sponsors of Kolabagan Forkania Madrasa, & Sharif Madrasa. He is a Member of BGMEA, Life Member of Dhanmondi Club, Life Member of Dhaka University & Sociology alumni, Joint secretary of Kolabagan Somaj Kollyan Porisod. He was also honored by Prime Minister Crest for his remarkable activities in the Garments Sector.

He traveled many countries such as India, Thailand, Bangkok, Singapore, Malaysia, Sri Lanka, Turkey, Canada & China.

Mr. Mansoor Ahmed (Director)

Mr. Mansoor is the Sponsor Director of Rhymer Chemical Industries Limited. He is from a respectable Muslim family and obtained his M.S.C. from Dhaka University.

He has acquired first-hand knowledge of business from the very School Life by associating himself with parental business at Narayangonj. He is the Managing Director of Noor Sewing & Dyeing Ltd & Mother Colour Ltd. He has gained 22 years of practical experience as successful business leaders in the Country. With long & varied experience in business & possessing modern concept of industrialization, he directly controls administration, procurement of Plant & Machinery and Raw materials of all the sister concern of his Group.

He is a successful Industrialist and also the Director of the Finery Limited, Rhymer Apparels Limited and Marble Arc Limited. He is the Managing Director of Mother Color Limited.

His social activities are remarkable. He established an Orphanage and Madrasa at Isdair in Naryangonj. He is the Member of Red Cross, Lions Club, Narayangonj Club, Dhanmondi Club and also related with many other social activities. He was the team leader for knit

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Exposition in Japan for the year, 2012. He is a founder of BKMEA and presently he is also Vice President of BKMEA. He gains Gold Medal from Dhaka Press Club in 2008 for his remarkable activities in Garments sector.

He traveled many countries such as USA, Australia, Canada, Japan, India, Thailand, Bangkok, Singapore, Malaysia & many other countries.

Mr. Md. Monzur Alam (Managing Director)

Mr. Monzur is the Sponsor Director of Rhymer Chemical Industries Limited. He is from a respectable Muslim family of Khulna district. He is an eminent business personality in Bangladesh. He completed his M.S.S from Rajshahi University on 1982.

He is a successful Industrialist and the Director of SAS Fashion Wears Ltd., Ekushey Television (ETV).

He is the Member of BGMEA, SCI- Bangladesh from 1974 and served activity in different Executive posts. Member of Mymensingh Club, Sponsor of Khas Shahjhani Late. M.A.Karim High School, Nagaipur, Tangail.

He traveled many countries such as India, Thailand, Bangkok, Singapore, Malaysia, Japan, Hong Kong, China, USA, UK, Italy, France, Holland, Germany and Switzerland.

Mr. A M Sakib Noor

Mr. Sakib is a director of Rhymer Chemical Industries Limited. He is from a respectable muslim family and obtained his Bachelor of Commerce degree in Professional Accounting from Macquarie University, Australia and currently enrolled in Chartered Institute of Management Accountants (CIMA) in Australia pursuing a professional qualification. He completed his O and A level studies with a business focused syllabus at Mastermind School (Dhaka). He received the Daily Star Award for excellent results in his school studies. Afterwards, he pursued his higher education in Professional Accounting from Macquarie University (Sydney). During his studies at Macquarie University, he was associated with several social clubs. Besides this, he was fortunate enough to be a part of Peer Assisted Learning (PAL) classes as a facilitator, teaching 1st year university students while he was in 2nd and 3rd year of his studies. PAL is a service offered by the university for its students who require or seek for additional assistance to excel in their studies. Upon completion of his degree, he was offered a job at the same university as a tutor for teaching Accounting and Technology to 2nd year university students. Furthermore, he has been associated with his family's garments & textile business in Narayanganj from a very young age. Shadowing his father, Mr. Mansoor Ahmed, to learn the ways of business, in between his school and university studies and whenever he was back from Australia for vacation. At present, he is also the consulting director of Mother Color Ltd and managing partner of Noor Green Composite. In these concerns, he is responsible for liaising with customers both nationally and internationally, besides various other crucial responsibilities. He is a permanent member of Narayanganj Club Limited and his hobbies include playing golf and travelling. He has

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visited many countries such as Canada, England, Scotland, France, Singapore, Japan, India, Thailand, Switzerland, Malaysia, Turkey, etc. while being a permanent resident of Australia and the United Arab Emirates.

Md. Touhidul Alam

Md. Touhidul Alam is one of the Directors of Rhymer Chemical Industries Ltd and playing active role in the day to day administrative operation of the company. He is also a Director of EFE Textiles Ltd. He belongs from a Muslim family. He completed his Bachelors' of Business Administration in Marketing from North South University.

While he was pursuing his BBA, he also worked for the Digital Service department of bKash Limited as a part time officer. He completed his internship from UNICAP Investments Ltd, which is a Merchant Bank. He participated in some voluntary work for two of the clubs of North South University, they are – NSUMUNC and NSU YEF.

Previously, he worked as the news presenter and reporter in a children-based news program 'Mukto Khobor telecasted from ETV'. He received the runners' up award from UNICEF in under 18 journalism categories in 2012. He went to the Future News Conference which was held in Glasgow, Scotland in 2014.

Mrs. Shahana Akhter (Director)

Mrs. Shahana Akhter is the director of the company. She is from a respectable Muslim family. She has completed Masters in 1981 and passed BCS in 1986. She served in public and private organization for more than 20 years.

Mr. Salman Sharif (Director)

Mr. Salman Sharif is the director of the company. He is from a respectable Muslim family. He has completed Masters. He has been introduced as Business Entrepreneur recently with good education back ground.

Md. Nazrul Hossain (Independent Director)

Md. Nazrul Hossain is the independent director of the company. He has completed MSS from Dhaka University. He is from a respectable Muslim family. He has served as Banker for more than 33 years in various fields as well as in Pharmaceuticals Company.

Md. Ziaul Haque (Independent Director)

Md. Ziaul Haque is the independent director of the company. He has completed LLM from Rajshahi University. He is from a respectable Muslim family. He has 24 years practical experience in Advocacy in the District Court and in the Supreme Court of Bangladesh and worked with many organizations viz BUET, DUET, Jamuna Group of Companies, Islami Bank Bangladesh Limited etc. He achieved University Gold Medal, Agrani Bank Gold Medal for his brilliant success in LLB examination and University Award & Vice Chancellor Award for getting record marks in LLB examination.

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(h) Loan status of the issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank:

Neither the Company nor any of its Directors or shareholders who hold 10% or more shares in the paid-up capital of the issuer is loan defaulter in terms of the CIB report of Bangladesh Bank.

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- (i) Name with position, educational qualification, age, date of joining in the company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included:

Name Designation	Educational Qualification	Age (Years)	Year Of Joining	Experience	Previous Employment	Salary/remuneration paid for the financial year
Mr.Kamal Sharif(Chairman/Director)	M.S.S from Dhaka University	66	7/8/2004	More than 20 years	N/A	Tk 1,00,000 per month from 2021
Mr.Monjurul Alam(MD/Director)	M.S.S from Rajshahi University	63	7/8/2004	More than 20 years	N/A	Tk 1,00,000 per month from 2021
Muhammad Amzad Hossain (CFO)	BBA (DU), MBA(EWU), CMA(UK) & CGMA finalist, CA- Part 1, ITP	37	26/9/2022	11 years	Rongdhanu Group	Tk 75,000.00 per month
Shaikh Abdus Sattar (CS)	M.COM(JU), CA(CC)	48	15/6/2006	22 years	Modhumita Group	Tk 56,000.00 per month
Md.Faruqe Mondal- Manager (Factory)	Diploma (Electrical)	55	1/7/2007	25	KDH Engineering	Tk 65,000.00 per month
Md. Hafizur Rahman- Manager (HR)	MBA	37	1/1/2010	12 years	N/A	Tk 35,000.00 per month

Company has no permanent advisor and consultant.

- (j) **Changes in the key management persons during the last three years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the information memorandum. If the turnover of key management personnel is high compared to the industry, reasons should be discussed:**

The following changes have been made in the senior key management personnel during the last three years:

Name of the employee	Position/Designation	Date of Joining/Resigned	Remarks
<i>Md.Kabiruzzaman</i>	<i>CFO</i>	<i>21/9/2022</i>	Resigned
<i>Muhammad Amzad Hossain</i>	<i>CFO</i>	<i>26/9/2022</i>	Joined

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(k) A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position:

Name, Father's Name, Age & Personal Address		Educational Qualification	Experience (Years)	Position/Post		Holding in other Venture
				Past	Present	
Name	Mr. Kamal Sharif	M.S.S from Dhaka University	More than 20 years	Sponsor & Chairman/Director	Sponsor & Chairman/Director	Chairman & MD
Father's Name:	M.A Sharif					
Age:	66 Years					
Personal Address:	53, Kalabagan, 1 st Lane, Dhanmondi, Dhaka					
Name:	Mr. Monzurul Alam	M.S.S from Rajshahi University	More than 20 Years	Sponsor & MD/Director	Sponsor & MD/Director	No
Father's Name:	MA Karim					
Age:	63Years					
Personal Address:	Olympia Tower, Flat-B1,153/1 Monipuri Para, Tejgaon, Dhaka					
Name:	Mr. Mansoor Ahmed	MSC from Dhaka University	More than 20 Years	Sponsor & Director	Sponsor & Director	Director
Father's Name:	Rostum Ali					
Age:	64					
Personal Address:	House -45,Road - 12/A,Dhanmondi R/A ,Dhaka-1209					
Name:	Mrs. Shahana Akhter	Grdauted	More than 20 years	Director	Director	Chairman & Director
Father's Name:	Husband Name: Mamunul Haque					
Age:	63					
Personal Address	70/1 Monipuri para, Flat No-5D, Tejgaon, Dhaka					
Name:	Salman Sharif	Gratuted	N/A	Director	Director	No
Father's Name:	Kamal Sharif					
Age:	31					

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Personal Address:	53, Kalabagan, 1 st Lane, Dhanmondi, Dhaka					
Name:	A.M Shakib Noor	Graduated	N/A	Director	Director	No
Father's Name:	Mansoor Ahmed					
Age:	30					
Personal Address:	House -45,Road - 12/A,Dhanmondi R/A ,Dhaka-1209					

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- (l) **If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.**

The following directors are not the sponsors of the Company and control of the issuer was acquired in following manner:

Name	Acquisition of Control	Date of Acquisition	Terms of Acquisition	Consideration paid for such Acquisition
Shahana Akhter	13/03/2017,20/8/2017,30/7/2022	13/03/2017,20/8/2017,30/7/2022	N/A	Transfer
Salaman Sharif	16.4.2011.20.8.2022	16.4.2011.20.8.2022	N/A	Transfer
MA SHAKIB NOOR	16.4.2011.20.8.2022	16.4.2011.20.8.2022	N/A	Transfer
Tuhidul Alam	20/8/2022	20/8/2022	N/A	Transfer

- (m) **If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed:**

All the directors have adequate knowledge to carry out this line of business.

- (n) **Interest of the key management persons:**

There is no other interest with the key management persons except salaries, bonuses received from the organization.

- (o) **All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary:**

Facilities whether pecuniary or non-pecuniary enjoyed by the Directors will remain unchanged during the publication period of the Prospectus. Remuneration is received by the chairman and two directors and board meeting fees are received by all the directors. Interest and facility is already disclosed in above point of the Prospectus.

Sl.	Name of Directors	Position	Executive post	Pecuniary	
				Salary	Board Fee
01	Kamal Sharif	Chairman/Director		✓	No
02	Monjurul Alam	Managing Director/Director		✓	No
03	Mansur Ahmed	Director	Director - Finance	No	No
04	Shahana Akhter	Director	Director - Operation	No	No
05	Salman Sharif	Director		No	No
06	MA Shakib Noor	Director		No	No
07	Tuhidul Alam	Director		No	No

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(p) Number of shares held and percentage of share holding (pre-issue):

Sl.	Name of Director	Position	Number of Shares Held	%
				Pre-IPO
1	Kamal Sharif	Chairman	26,50,000	9.464%
2	Mansoor Ahmed	Director	26,50,000	9.464%
3	Md.Monzur Alam	Director and Managing Director	17,75,000	6.339%
4	Tuhidul Alam	Director	13,75,000	4.911%
5	Salman Sharif	Director	22,50,000	8.036%
6	MA Shakib Noor	Director	22,50,000	8.036%
7	Shahan Akhter	Director	49,00,000	17.500%
8	Md.Nazrul Hossain	Independent Director	Nil	Nil
9	Md.Ziaul Haque	Independent Director	Nil	Nil

(q) Change in board of directors during last three years:

Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 31.12.2019
1	Shahana Akhter	10/10/2016		Existing
2	kamal sharif	7/8/2004		Existing
3	Md. Monzur alam	31.12.2019	31.12.2019	Retire & Re-elected as a Director
4	Mansoor Ahmed	31.12.2019	31.12.2019	Retire & Re-elected as a Director
5	Md. Liaquat Hossain	7/8/2004		Existing

Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 29.09.2020
1	Shahana Akhter	10/10/2016		Existing
2	kamal sharif	7/8/2004		Existing
3	Md. Monzur alam	7/8/2004		Existing
4	Mansoor Ahmed	7/8/2004		Existing
5	Md. Liaquat Hossain	7/8/2004	29.09.2020	He was died on 29.09.2020

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Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 31.12.2020
1	Shahana Akhter	31.12.2020	31.12.2020	Retire & Re-elected as a Director
2	kamal sharif	7/8/2004		Existing
3	Md. Monzur alam	7/8/2004		Existing
4	Mansoor Ahmed	7/8/2004		Existing
5	Reyan Ferdous	20.11.2020		Appointed as a new Director

Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 20.08.2021
1	Shahana Akhter	20.08.2021	20.08.2021	Resin from the post of Chairman and appointed as Managing Director
2	kamal sharif	20.08.2021	20.08.2021	Resin from the post of Managing Director and appointed as Chairman
3	Md. Monzur alam	7/8/2004		Existing
4	Mansoor Ahmed	7/8/2004		Existing
5	Reyan Ferdous	20.11.2020		Existing

Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 31.12.2021
1	Shahana Akhter	10/10/2016		Existing
2	kamal sharif	7/8/2004		Existing
3	Md. Monzur alam	31.12.2021	31.12.2021	Retire & Re-elected as a Director
4	Mansoor Ahmed	31.12.2021	31.12.2021	Retire & Re-elected as a Director
5	Reyan Ferdous	20.11.2020		Existing

Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 20.03.2022
1	Shahana Akhter	10/10/2016		Existing
2	kamal sharif	7/8/2004		Existing
3	Md. Monzur alam	7/8/2004		Existing
4	Mansoor Ahmed	7/8/2004		Existing
5	Reyan Ferdous	20.11.2020		Existing
6	Md. Ziaul Haque	20.03.2022		Appointed as a Independent Director
7	Md. Nazrul Hossain	20.03.2022		Appointed as a Independent Director

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Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status as on 30.09.2022
1	Shahana Akhter	10/10/2016	20.08.2022	Resign from the post of Managing Director
2	kamal sharif	7/8/2004		Existing
3	Md. Monzur alam	20.08.2022	20.08.2022	Appointed as new Managing Director
4	Mansoor Ahmed	7/8/2004		Existing
5	Reyan Ferdous	20.11.2020	20.08.2022	Resin from the post of Director and to be only shareholder
6	Salman Sharif	20.08.2022		Appointed as new Director
7	Md. Touhidul Alam	20.08.2022		Appointed as new Director
8	M. A. Sakib Noor	20.08.2022		Appointed as new Director
9	Md. Ziaul Haque	20/3/2022		Existing
10	Md. Nazrul Hossain	20/3/2022		Existing

(r) **Director's engagement with similar business:**

None of the Directors are involve with similar business.

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CHAPTER (IX)

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

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Auditors' Certificate Regarding Transaction between The Issuer and Connected Persons

This is to certify that on the basis of audited financial statements of Rhymer Chemical Industries Limited for the year ended 30 June 2022, 2021, 2020, 2019 & 2018, do not have any transaction during the last five years between the issuer and any of following persons:

- (1) Any Director or sponsor or executive officer of the issuer;
- (2) Any Person holding 5% or more of the outstanding shares of the issuer;
- (3) Any related party or connected person or any of the above persons ;

Except the transactions described in the following table:

Name of Position	Type of Transaction	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Mr. Kamal Sharif (Chairman)	Remuneration	1,200,000/-	-	-	-	-
	Board Meeting Fee	-	-	-	-	-
Mrs. Shahana Akhter (M.D & Director)	Remuneration	-	-	-	-	-
	Board Meeting Fee	-	-	-	-	-
Mr. Mansoor Ahmed (Director)	Remuneration	-	-	-	-	-
	Board Meeting Fee	-	-	-	-	-
Mr. Md. Monzur Alam (Director)	Remuneration	1,200,000/-	-	-	-	-
	Board Meeting Fee	-	-	-	-	-
Reyan Ferdous (Director)	Remuneration	-	-	-	-	-
	Board Meeting Fee	-	-	-	-	-
Md. Nazrul Hossain (Independent Director)	Remuneration	-	-	-	-	-
	Board Meeting Fee	-	-	-	-	-
Md. Ziaul Haque (Independent Director)	Remuneration	-	-	-	-	-
	Board Meeting Fee	-	-	-	-	-
Finary Ltd.	Loan to Issuer	3,000,000/-	-	-	-	-

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Dhaka, Bangladesh

Dated: 18 September, 2022

Sd/-

A. Hoque & Co.

Chartered
Accountants

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- (b) **Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;**

There is no transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus except The Finery Limited and the transaction mentioned in CHAPTER (IX) (a).

- (c) **Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan. and present outstanding of such loan.**

No such loan was taken or given from or to Directors or any person connected with the Directors of Rhymer Chemical Industries Ltd (RCIL).

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CHAPTER (X)

EXECUTIVE COMPENSATION

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (a) **The total amount of remuneration or salary or perquisites paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer:**

SL	Name	Designation	Remuneration/salaries (Tk.)
			For the year ended 30.06.2022
1	Md.Kabiruzzaman	CFO	11,24,000.00
2	Shaikh Abdus Sattar	CS	6,36,522.00
3	Md.Farque Mondal	Manager (U & M)	7,60,674.00
4	Md.Abul Kalam	Manager (Admin -Factory)	6,36,522.00
5	Aminul Islam	Production in charge	5,25,054.00

- (b) **Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year:**

SL.	Particulars	Nature of Transaction	Amount (in Taka)
			For the year ended 30.06.2020
	Directors	Remuneration	24,00,000.00
		Board Meeting Fee	-
	Sub Total		24,00,000.00
3	Officers and Staff	Salary and Allowances	36,82,772.00
	Sub Total		36,82,772.00
	Total		60,82,772.00

- (c) **If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year:**

Kamal Sharif, the Chairman and Md. Monjurul alam, the director of the company received Tk 1,00,000.00 per month each.

- d) **The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM:**

None of the directors, chairman and md receives any board meeting fees from the company.

- e) **Any contract with any director or officer providing for the payment of future compensation:**

There is no such contract between the Company and any of directors or officers regarding any future compensation to be made to them.

- f) **If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto:**

The Company has no plan for substantially increasing remuneration to its directors and /or officers except for those that are paid as annual increment to their salaries.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(g) Any other benefit or facility provided to the above persons during the last accounting year:

No other benefit or facility provided to the above persons during the last accounting year except the remuneration, by the directors mentioned earlier.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XI)

OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

RHYMER CHEMICAL INDUSTRIES LIMITED (RCIL) did not grant any options to its directors, officers and/or any other employees for the purpose of issuing shares.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XII)

TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (a) **The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received;**

Benefit from the company during last five years:

The Directors and subscribers to the memorandum of association have not received any benefits except remuneration (Mr. Kamal Sharif, Chairman and -Md. Monjurul Alam –Managing Director)

- (b) **If any assets were acquired or to be acquired within next two financial years from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them.**

Directors and Subscribers' Asset to the Company;

Directors and subscribers to the memorandum have not transferred any asset to the company. Besides the issuer Company has not received any assets or other considerations from its directors and subscribers to the memorandum.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XIII)

OWNERSHIP OF THE COMPANY'S SECURITIES

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

a) The names, addresses, BO ID Number of all shareholders of the company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such ownership, in tabular form:

Sl #	Name Of Shareholder	Address	BO A/C No.	Number of Shares held	Pre IPO %
1	Kamal Sharif	53 Kala Bagan (1 st Lane), New Market, Dhanmondi, Dhaka, Bangladesh	1605740075690102	26,50,000	9.464%
2	Mansoor Ahmed	House -45, Road-12/A, Jigatola, Dhanmondi, Dhaka, Bangladesh	1605740075690062	26,50,000	9.464%
3	Md.Monzur Alam	41/1 Kazi Nazrul Islam Avenue, Dhaka, Bangladesh	1602770000601611	17,75,000	6.339%
4	Touhidul Alam	41/1 Kazi Nazrul Islam Avenue, Dhaka, Bangladesh	1605740075172896	13,75,000	4.911%
5	Salman Sharif	53 Kala Bagan(1 st Lane), New Market, Dhanmondi, Dhaka, Bangladesh	1605740075689925	22,50,000	8.036%
6	M.A Shakib Noor	House -45, Road-12/A, Jigatola, Dhanmondi, Dhaka, Bangladesh	1605740075689877	22,50,000	8.036%
7	Md.Anowarul Azim	98/6 Middle Paikpara, Mirpur-1,Dhaka, Bangladesh	1204230000157674	30,000	0.107%
8	Ashraful Alam	Suvasta Kunjon, Flat -2 D, House-23, Road-06,Dhanmondi , Dhaka, Bangladesh	1201910019469031	20,000	0.071%
9	Rebeka Sultana	Flat-b4,25 Mitali Road, Jigatola, Dhaka, Bangladesh	1203880035966311	50,000	0.179%
10	Mohammad Shamim Miah	House-8/B, Road-1, Gulshan-1, Dhaka, Bangladesh	1201510040796045	40,000	0.143%
11	Md Mahbubur Rahman	Flat-2 A, House-75, Road-12 A, Dhanmondi R/A, Dhaka, Bangladesh	1204380004927636	50,000	0.179%

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

12	Md.Tipu Sikder	30/16 Mohammadpur, Tajmohal Road, Block-C, Dhaka, Bangladesh	1202680002529597	25,000	0.089%
13	A.K.M Nazmul Haque	Panna Jewelers, 50 Anarkoli Super Market, Sidwashori, Dhaka, Bangladesh	1201830004417946	125,000	0.446%
14	Md.Anamul Haque	Falcon Lodge, 497/2-AB, Flat-A-1,North Ibrahimpur, Kafrul, Dhaka, Bangladesh	1202400004515528	20,000	0.071%
15	R.Y Shamsheer	Southern Wood, Flat-132, House-06,Road-14(New), Dhanmondi, Dhaka, Bangladesh	1202830045545913	2,50,000	0.893%
16	UNICAP Investments Limited (Investors Account)	Noor Tower(5 th Floor), 1/F, Free School Street, 73 Sonargaon Road , Dhaka,Bangladesh	1605740053874191	49,20,0000	17.57%
17	Union Capital Ltd	Noor Tower(5 th Floor), 1/F, Free School Street, 73 Sonargaon Road , Dhaka,Bangladesh	1605740060984302	10,00,000	3.571%
18	Shahan Akhter	70/1 Monipuri Para, Dhaka , Bangladesh	1605740075689968	49,00,000	17.500%
19	Rashique Ramiz	House-67(4 th Floor), Road -02, Sector-14, Uttara, Dhaka, Bangladesh	1605740075694989	10,62,500	3.795%
20	Reyan Ferdous	House-67(4 th Floor), Road -02, Sector-14, Uttara, Dhaka, Bangladesh	1605740075695113	11,87,500	4.241%
21	Abaci Investment Limited (MDA)	Rupayan Prime, House-2, Road-7, Dhanmondi, Dhaka, Bangladesh	1602770045524684	7,00,000	2.5%

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

22	Abaci Investment Limited	Rupayan Prime, House-2, Road-7, Dhanmondi, Dhaka, Bangladesh	1602770003383900	5,00,000	1.786%
23	The Finery Limited	Mirpur, Dhaka, Bangladesh	1605740053874191	1,70,000	0.607%
Grand Total				2,80,00,000.00	100%

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

b) There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue:

SL.	Name of Director, Address, Age & Experience	No. of Shares	%			Position held in other Organization	
			Pre IPO	Other Organization	Position		
1.	Name: Kamal Sharif <i>Chairman</i> Address: 53, Kalabagan, 1st Lane, Dhanmondi, Dhaka Age: 66 Years Experience: More than 22 years BO ID No.: 1605740075690102 TIN No.: 330787833034	26,50,000	9.464%	The Finery Limited Rhymer Apparels limited Mirpur Textile Pvt Ltd. Snow king frozen food Pvt. Ltd. Marble Arc Limited	Managing Director & Chaiman		
2.	Name: Md. Monjurul Alam Managing Director/Director Address: Olympia Tower, Flat-B1,153/1 Monipuri Para Tejgaon, Dhaka Age: 63 years Experience: More than 20 years BO ID No.: 1602770000601611 TIN No.: 613477545433	17,75,000	6.339%				
3.	Name: Mr. Mansur Ahmed <i>Director</i> Address :House-45, Road- 12/A, Dhanmondi, R/A, Dhaka -1209 Age:64 years	26,50,000	9.464%	The Finery Limited Rhymer Apparels limited Mirpur Textile Pvt	Director		

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

	Experience: More than 22 years BO ID No.: 1605740075690062 TIN No. : 423773530473			Ltd. Snow king frozen food Pvt. Ltd. Marble Arc Limited	
4.	Name: Mr. Shahana Akhter <i>Director</i> Address: 70/1 Monipuripara, Flat -5D, Tejgaon, Dhaka Age: 63 years Experience: More than 20 years BO ID No.: 1605740075689968 TIN No.: 453551845122	49,00,000	17.500%	The Finery Limited Rhymer Apparels limited Mirpur Textile Pvt Ltd. Snow king frozen food Pvt. Ltd. Marble Arc Limited	Chairman & Director
5.	Name: Mr. Salman Sharif Director Address: 53, Kalabagan, 1 st Lane, Dhanmondi, Dhaka Age: 31 years Experience: n/a Years BO ID No.: 1605740075689925 TIN No.: 770552855124	22,50,000	8.036%		
6	Name: Mr. MA Shakib Noor Director Address: House-45, Road-12/A, Dhanmondi, R/A, Dhaka -1209 Age: 30 Years Experience: n/a Years BO ID No.: 1605740075689877 TIN No.: 599122292406	22,50,000	8.036%		Not involvrd in other organization
7	Name: Mr. Tuhid Alam Director Address: Olympia Tower, Flat-B1,153/1 Monipuri Para Tejgaon, Dhaka Age: 26 years Experience: n/a years BO ID No.: 1605740075172896 TIN No.: 210801465815	13,75,000	4.911%		Not involvrd in other organization

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

c) The average cost of acquisition of equity shares by the directors certified by the auditors:

This is to certify that all the shares of **RHYMER CHEMICAL INDUSTRIES LTD.** have been allotted at par in face value and in cash and as on 30th June, 2022 the average cost of acquisition of shares by the directors and other shareholders was Tk. 10 each. Necessary particulars of shareholdings by the Directors, allotment date and consideration are given below:

Date of Allotment/Shares were made fully paid up	Nature of Issue	Mr. Kamal Sharif	Mrs. Shahana Akhter	Mr. Mansoor Ahmed	Mr. Md. Monzur Alam	Reyan Ferdous	Consideration	Average cost of Shares
		Chairman	M.D & Director	Director	Director	Director		
As per MOA & AOA	Subscription to the MOA	250,000	-	250,000	125,000	-	In cash	10 (Converted)
20.05.2005	Allotment	500,000	-	500,000	250,000	-	In cash	10 (Converted)
20.06.2010	Allotment	3,750,000	-	3,750,000	1,875,000	-	In cash	10
16.04.2011	Transfer	(10,000)	-	(10,000)	-	-	In cash	10
13.03.2017	Succession Case No.172/2017	-	561,251	-	-	-	-	-
20.08.2017	Transfer	-	3,938,749	-	-	-	In cash	10
04.02.2021	Succession Case No.11/2021	-	-	-	-	531,250	-	-
20.09.2021	Transfer	-	-	-	-	656,250	In cash	10
20.03.2022	Transfer	-	-	-	500,000	-	In cash	10
	Total Share	4,490,000	4,500,000	4,490,000	2,750,000	1,187,500		

The above information is based on books and records provided by the management.

Dhaka, Bangladesh

Dated: 18th September, 2022

Sd/-

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

d) A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors or directors. In this connection, a statement to be included: -

Mr.Kamal Sharif
Sponsor, chairman & director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30/03/2011	cash	Ordinary Shares	250,000	10	10	250,000	9.46%	5%	Own
30/03/2011	cash	Ordinary Shares	500,000	10	10	750,000			Own
30/03/2011	cash	Ordinary Shares	3,750,000	10	10	4,500,000			Own
16/04/2011	Transfer	Ordinary Shares	(10,000)	10	10	4,490,000			Own
20/08/2022	Transfer	Ordinary Shares	(2,240,000)	10	10	2,250,000			Own
30/07/2022	cash	Ordinary Shares	400,000	10	10	2,650,000			Own

Mr.Mansur Ahmed
Sponsor & Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30/03/2011	cash	Ordinary Shares	250,000	10	10	250,000	9.46%	5%	Own
30/03/2011	cash	Ordinary Shares	500,000	10	10	750,000			Own
30/03/2011	cash	Ordinary Shares	3,750,000	10	10	4,500,000			Own
16/04/2011	Transfer	Ordinary Shares	(10,000)	10	10	4,490,000			Own
20/08/2022	Transfer	Ordinary Shares	(2,240,000)	10	10	2,250,000			Own
30/07/2022	cash	Ordinary Shares	400,000	10	10	2,650,000			Own

Mr.Monzur Alam
Sponsor & Managing Director/Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30/03/2011	cash	Ordinary Shares	125,000	10	10	125,000	6.34%	3%	Own
30/03/2011	cash	Ordinary Shares	250,000	10	10	375,000			Own
30/03/2011	cash	Ordinary Shares	1,875,000	10	10	2,250,000			Own
20/08/2022	Transfer	Ordinary Shares	(1,375,000)	10	10	875,000			Own
30/07/2022	cash	Ordinary Shares	400,000	10	10	1,275,000			Own
20/03/2022	cash	Ordinary Shares	500,000	10	10	1,775,000			Own

Mr.Salman Sharif
Director

Date of Allotment/ Transfer of fully	Consideration	Nature of issue	No. of Equity	Face value	Issue Price/Acquisition	Cumulative no. of	% Pre- issue	% Post issue	Sources of fund
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পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

paid- up shares			shares		Price/Transfer Prices	Equity shares	paid up capital	paid up capital	
16/04/2011	Transfer	Ordinary Shares	10,000	10	10	10,000			Own
20/08/2022	Transfer	Ordinary Shares	2,240,000	10	10	2,250,000	8.04%	4%	Own

Mr.M A Shakib
Noor
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
16/04/2011	Transfer	Ordinary Shares	10,000	10	10	10,000			Own
20/08/2022	Transfer	Ordinary Shares	2,240,000	10	10	2,250,000	8.04%	4%	Own

Mr.Touhidul Alam
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20/08/2022	Transfer	Ordinary Shares	1,375,000	10	10	1,375,000	4.91%	2%	Own

Mrs.Shahana
Akhter
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
13.3.2017	Transfer	Ordinary Shares	561,251	10	10	561,251	17.50%	8%	Own
20.8.2017	Transfer	Ordinary Shares	3,938,749	10	10	4,500,000			Own
30.7.2017	Cash	Ordinary Shares	400,000	10	10	4,900,000			Own

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

e) **Detail of shares issued by the company at a price lower than the issue price:**
All the shares are issued by the Company at face value of Tk. 10.00 before this issue

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

f) History of significant (5% or more) changes in ownership of securities from inception:

Mr.Kamal Sharif
Sponsor, chairman & director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
16/04/2011	Transfer	Ordinary Shares	(10,000)	10	10	(10,000)	9.46%	5%	Own
20/08/2022	Transfer	Ordinary Shares	(2,240,000)	10	10	(2,250,000)			Own
30/07/2022	cash	Ordinary Shares	400,000	10	10	(1,850,000)			Own

Mr.Mansur Ahmed
Sponsor & Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
16/04/2011	Transfer	Ordinary Shares	(10,000)	10	10	(10,000)	9.46%	5%	Own
20/08/2022	Transfer	Ordinary Shares	(2,240,000)	10	10	(2,250,000)			Own
30/07/2022	Transfer	Ordinary Shares	400,000	10	10	(1,850,000)			Own

Mr.Monzur Alam
Sponsor & Managing Director/Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20/08/2022	Transfer	Ordinary Shares	(1,375,000)	10	10	(1,375,000)	6.34%	3%	Own
30/07/2022	Transfer	Ordinary Shares	400,000	10	10	(975,000)			Own
20/03/2022	Transfer	Ordinary Shares	500,000	10	10	(475,000)			Own

Mr.Salman Sharif
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
16/04/2011	Transfer	Ordinary Shares	10,000	10	10	10,000	8.04%	4%	Own
20/08/2022	Transfer	Ordinary Shares	2,240,000	10	10	2,250,000			Own

Mr.M A Shakib Noor
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
16/04/2011	Transfer	Ordinary Shares	10,000	10	10	10,000	8.04%	4%	Own

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

20/08/2022	Transfer	Ordinary Shares	2,240,000	10	10	2,250,000			Own
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Mr.Touhidul Alam
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
20/08/2022	Transfer	Ordinary Shares	1,375,000	10	10	1,375,000	4.91%	2%	Own

Mrs.Shahana Akhter
Director

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
13.3.2017	Transfer	Ordinary Shares	561,251	10	10	561,251			Own
20.8.2017	Transfer	Ordinary Shares	3,938,749	10	10	4,500,000			Own
30.7.2017	Cash	Ordinary Shares	400,000	10	10	4,900,000	17.50%	8%	Own

UNICAP Investments Limited (Investors Account)

Date of Allotment/ Transfer of fully paid- up shares	Consideration	Nature of issue	No. of Equity shares	Face value	Issue Price/Acquisition Price/Transfer Prices	Cumulative no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
30.7.2022	Transfer	Ordinary Shares	(1,600,000)	10	10	(1,600,000)	17.57%	8.50%	Own

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XIV)

CORPORATE GOVERNANCE

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

a) **A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Guidelines of the Commission;**

The Company declares that it has been complied with the requirements of the applicable regulations of Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission (BSEC) and accordingly constitutes several committees under the board for good governance. A certificate of compliance from competent authority has been incorporated accordingly.

Sd/-
Md. Monzur Alam
Managing Director
RHYMER CHEMICAL INDUSTRIES LIMITED (RCIL)

b) **A compliance report of Corporate Governance requirements certified by competent authority;**

Compliance Report

Annexure –B

REPORT TO THE SHAREHOLDERS OF

RHYMER CHEMICAL INDUSTRIES LTD.

ON COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

We have examined the compliance status to the Corporate Governance Code by **RHYMER CHEMICAL INDUSTRIES LTD.** for the year ended June 30, 2022. This Code relates to the Notification No. BSEC/CMRRCD/2006 -158/207/Admin/80 Dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance with the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance with the conditions of the Corporate Governance Code as well as the provision of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion based on available documents:

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission.

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- (b) The Company has complied with the provision of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code.
- (c) Proper books and records have been kept by the Company as required under the Companies Act, 1994, the Securities laws and other relevant laws; and
- (d) The Governance of the Company is satisfactory.

Sd/-

Dated: 18.10.2022
Place: Dhaka, Bangladesh

(EnamulKabir, FCA)
Enrolment No.280
Ashraf Uddin & Co.
Chartered Accountants

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**RHYMER CHEMICAL INDUSTRIES LTD. COMPLIANCE
REPORT ON CORPORATE GOVERNANCE CODE**

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006- 158/207/Admin/80, dated June 03, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969.

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put \checkmark in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1.	BOARD OF DIRECTORS (BOD):			
1.1	Board's Size (number of Board members – minimum 5 and maximum 20)	\checkmark		Board size 7 (seven) including Two Independent Directors.
1.2	Independent Directors:			
1.2(a)	At least one fifth (1/5) of the total number of Directors shall be Independent Directors	\checkmark		Mr. Md. Nazrul Hossain and Md. Ziaul Hoque are appointed as Independent Directors
1.2(b)	Independent Director means a director:			
1.2(b) (i)	Who either does not hold any share in the company or holds not less than one percent (1%) shares of the total paid-up shares of the company	\checkmark		Independent Directors declare their compliances
1.2(b) (ii)	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	\checkmark		
1.2(b) (iii)	Who has not been executive of the company in immediately preceding 2 (two) financial years.	\checkmark		
1.2(b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	\checkmark		
1.2(b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder director or officer of any stock exchanges.	\checkmark		
1.2(b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	\checkmark		
	Who is not a partner or executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory			

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1.2(b) (vii)	audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this code	√		
1.2(b) (viii)	Who shall not independent director in more than 5	√		

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	(Five) listed companies.			
1.2(b) (ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or advance to a bank or Non-Bank Financial Institution (NBFI)	√		
1.2(b) (x)	Who has not been convicted for a criminal offence involving moral turpitude.	√		
1.2 (c)	Independent Director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).			Appointed by the BOD and will be approved by the shareholders in the next AGM
1.2 (d)	The post of Independent director(s) cannot remain vacant for more than 90 (ninety) days			Not Applicable
1.2 (e)	The tenure of office of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		
1.3	Qualification of Independent Director (ID)			
1.3(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws regulatory requirements and corporate laws and can make meaningful contribution to business	√		
1.3(b)	Independent director shall have following qualifications:			
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or business association			Not Applicable
1.3(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Chief Financial Officer or Head of Finance Or Accounts or Company Secretary or Head of internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of TK 100.00 million or of a listed company			Not Applicable
1.3(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, Who has at least educational background of bachelor degree in economics or commerce or business or Law			Not Applicable
1.3(b)(iv)	University teacher who has educational background in Economics or Commerce or Business Studies or Law			Not Applicable
1.3(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered	√		

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	Management Accountant or Chartered Secretary or equivalent qualification			
1.3(c)	The independent director shall have at least 10 (ten) years of experience in any filed mentioned in clause (b)	√		
1.3(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the Commission.			Not Applicable
1.4	Duality of Chairperson of the Board of Directors and Managing Directors or Chief Executive Officer:-			
1.4(a)	The position of the Chairperson of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the company shall be filled by different individuals.	√		
1.4(b)	The managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company.	√		
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	√		
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and /or Chief Executive Officer.	√		
1.4 (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Boards meeting the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	√		
1.5	The Directors' Report to Shareholders			
1.5(i)	Industry outlook & possible future development in the industry			Will be complied with
1.5(ii)	Segment- wise or product- wise performance			Will be complied with
1.5(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any.			Will be complied with
1.5(iv)	A discussion on Cost of Goods sold, Gross Profit and Net Profit Margin and Net profit Margin, Where applicable			Will be complied with
1.5(v)	Discussion on continuity of any Extra-Ordinary activities and their implication (gain or loss)			Will be complied with
1.5(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;			Will be complied with
1.5(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;			Not Applicable
1.5(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights offer, Direct listing etc.			Not Applicable

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1.5(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;			Will be complied with
1.5(x)	A statement of Remuneration paid to directors including independent directors			Will be complied with
1.5(xi)	A statement that The financial statements present fairly its state of affairs, the result of its operations, cash flows and changes in equity			Will be complied with
1.5(xii)	Proper books of accounts have been maintained			Will be complied with
1.5(xiii)	A statement that 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			Will be complied with
1.5(xiv)	IAS/BAS/IFRS/BFRS, as applicable in Bangladesh, have been followed and adequate disclosure for any departure			Will be complied with
1.5(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored			Will be complied with
1.5(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress			Will be complied with
1.5(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;			Will be complied with
1.5(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;			Will be complied with
1.5(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized			Will be complied with
1.5(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year			Will be complied with
1.5(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend.			Will be complied with
1.5(xxii)	The total number of Board meetings held during the year and attendance by each director,			Will be complied with
1.5(xxiii)	Pattern of shareholding and name wise details (disclosing aggregate number of shares):			
1.5(xxiii) (a)	Parent/Subsidiary/Associated Companies and other related parties (Name wise details)			Will be complied with

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1.5(xxiii) (b)	Directors, Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Audit (HIA) and their spouses and minor children (Name wise details)			Will be complied with
1.5(xxiii) (c)	Executives			Will be complied with
1.5(xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (Name wise details)			Will be complied with
1.5 (xxiv)	In case of appointment/re-appointment of a Director, disclose:			
1.5(xxiv)(a)	A brief resume of the Director			Will be complied with
1.5(xxiv)(b)	Nature of his /her expertise in specific functional areas			Directors have expertise on the activities of the Company's business
1.5(xxiv)(c)	Name of companies in which the person also holds the directorship and the membership of committees of that Board.			Will be complied with
1.5(xxv)	Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1.5(xxv)(a)	Accounting policies and estimation for preparation of financial statements			Will be complied with
1.5(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes			Will be complied with
1.5(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof			Will be complied with
1.5(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.			Will be complied with
1.5(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe			Will be complied with
1.5(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company			Will be complied with
1.5(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof i.e., actual position shall be explained to the shareholders in the next AGM			Will be complied with
1.5(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A			Will be complied with
1.5(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.			Will be complied with
1.6	Meetings of the Board of Directors			
1.7	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			

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	The Board shall lay down a code of conduct, based			
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1.7(a)	on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company			Will be complied with
1.7(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency			Will be complied with
2	Governance of Board of Directors of Subsidiary Company.			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company			Not Applicable
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company			Not Applicable
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company			Not Applicable
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also			Not Applicable
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			Not Applicable
3.0	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3.1	Appointment:			
3.1(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	√		
3.1(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals.	√		
3.1(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time.	√		
3.1(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	√		
3.1(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).			Will be complied with

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3.2	Requirement to attend Board of Directors' Meetings			
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3.3(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief.			Will be complied with
3.3(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;			Will be complied with
3.3(a)(ii)	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			Will be complied with
3.3 (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;			Will be complied with
3.3 (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.			Will be complied with
4	Board of Directors' Committee.			
4.i	Audit Committee	√		
4.ii	Nomination and Remuneration Committee.	√		
5	AUDIT COMMITTEE:			
5(i)	Responsibility to the Board of Directors	√		
5.1(a)	The Company shall have an Audit Committee as a sub-committee of the Board of Directors	√		
5.1(b)	The Audit Committee shall assist the BOD 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.	√		
5.1(c)	The Audit Committee shall responsible to the BOD. The duties of the Audit Committee shall be clearly set forth in writing	√		
5.2	Constitution of the Audit Committee			
5.2(a)	The Audit Committee shall be composed of at least 3 (three) members	√		
5.2(b)	The BOD shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) independent director.	√		
5.2(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience	√		
	When the term of service of any Committee member expires or there is any circumstance causing any			

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5.2(d)	Committee member to be unable to hold office before 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 shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee			Will be complied with
5.2(e)	The Company Secretary shall act as the Secretary of the Audit Committee.	√		
5.2(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director	√		
5.3	Chairperson of the Audit Committee			
5.3 (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director.	√		
5.3 (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes	√		
5.3 (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):			Will be complied with
5.4	Meeting of the Audit Committee			
5.4(a)	The Audit Committee shall conduct at least its four meetings in a financial year.	√		
5.4(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	√		
5.5	Role of Audit Committee			
5.5(a)	Oversee the financial reporting process	√		
5.5(b)	Monitor choice of accounting policies and principles	√		
5.5(c)	Monitor Internal Control Risk management process	√		
5.5(d)	Oversee hiring and performance of external auditors	√		
5.5(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5.5(f)	review along with the management, the annual financial statements before submission to the Board for approval;	√		
5.5(g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;			Will be complied with
5.5(h)	Review the adequacy of internal audit function;	√		

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5.5(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;			Will be complied with
5.5(j)	Review statement of all related party transactions submitted by the management;	√		
5.5(k)	Review Management Letters or Letter of Internal Control Weakness issued by statutory auditors.			Will be complied with
5.5(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;			Will be complied with
5.5(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:			Will be complied with
5.6	Reporting of the Audit Committee			
5.6.(a)	Reporting to the Board of Directors			
5.6 (a) (i)	The Audit Committee shall report on its activities to the Board.	√		
5.6 (a) (ii)	The Audit Committee shall immediately report to the Board on the following findings, if any			Will be complied with
5.6 (a) (ii)(a)	Report on conflicts of interests			Will be complied with
5.6 (a) (ii)(b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements			Will be complied with
5.6 (a) (ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations			Will be complied with
5.6 (a) (ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately			Will be complied with
5.6.(b)	Reporting to the Authorities.			
5.7	Reporting to the Shareholders and General Investors			
6	Nomination and Remuneration Committee (NRC).			
6.a	Responsibility to the Board of Directors			
6.1(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board	√		
6.1(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive	√		
6.1(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6.2	Constitution of the NRC			
6.2(a)	The Committee shall comprise of at least three	√		

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	members including an independent director			
6.2(b)	All members of the Committee shall be non-executive directors.	√		
6.2(c)	Members of the Committee shall be nominated and appointed by the Board.	√		
6.2(d)	The Board shall have authority to remove and appoint any member of the Committee	√		
6.2(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee	√		
6.2(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee			Will be complied with
6.2(g)	The company secretary shall act as the secretary of the Committee	√		
6.2(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director	√		
6.2(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	√		
6.3	Chairperson of the NRC			
6.3(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director	√		
6.3(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes	√		
6.3(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:			Will be complied with
6.4	Meeting of the NRC			
6.4(a)	The NRC shall conduct at least one meeting in a financial year	√		
6.4(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC			Not Applicable
6.4(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or	√		

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

	two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h)			
6.4(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC	√		
6.5	Role of the NRC			
6.5(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	√		
6.5(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			Will be complied with
6.5(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following			Will be complied with
6.5(b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully			Will be complied with
6.5(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks			Will be complied with
6.5(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals			Will be complied with
6.5(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality			Will be complied with
6.5(b)(iii)	identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board			Will be complied with
6.5(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board			Will be complied with
6.5(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria			Will be complied with
6.5(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies			Will be complied with
6.5(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report			Will be complied with

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

EXTERNAL / STATUTORY AUDITORS:

7.1	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely	√		
7.1(i)	Appraisal or valuation services or fairness opinions	√		
7.1(ii)	Financial information systems design and implementation	√		
7.1(iii)	Book-keeping or other services related to the accounting records or financial statements	√		
7.1(iv)	Broker-dealer services	√		
7.1(v)	Actuarial services	√		
7.1(vi)	Internal audit services or special audit services	√		
7.1(vii)	Any service that the Audit Committee determines	√		
7.1(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1)	√		
7.1(ix)	Any other service that creates conflict of interest	√		
7.2	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; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members	√		
7.3	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders	√		
8.	Maintaining a website by the Company			
8.1	The company shall have an official website linked with the website of the stock exchange			Will be complied while listing
8.2	The company shall keep the website functional from the date of listing			Will be complied while listing
8.3	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s)			Will be complied while listing
9.	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:			
9.1	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	√		
9.2	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	√		

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

9.3	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not	√		
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c) Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate:

Name of Audit Committee Members	Name of Remuneration Committee Members
Md. Nazrul Hossain (Independent Director) (Chairman of the Audit Committee)	Md. Ziaul Hoque (Independent Director) (Chairman of the Remuneration Committee)
Md. Mansoor Ahmed (Director) -Member (Member of the audit committee)	Md. Monzur Alam (Director) (Member of the committee)
Md. Monzur Alam (Director)-Member (Member of the committee)	Reyan Ferdous (Director)-Member (Member of the committee)
Shaikh Abdus Sattar, Company Secretary (Secretary of the audit committee)	Shaikh Abdus Sattar, Company Secretary (Secretary of the Remuneration committee)

The terms of reference of the audit committee are as follows:

- Oversee the financial reporting process;
- Monitor choice of accounting policies and principles;
- Monitor Internal Control Risk management process;
- Oversee hiring and performance of external auditors;
- Review along with the management, the annual financial statements before submission to the board for approval;
- Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;
- Review the adequacy of internal audit function;
- Review statement of significant related party transactions submitted by the management;
- Review Management Letters- Letter of Internal Control weakness issued by statutory auditors.

The terms of reference of the remuneration committee are as follows:

- To assist the Board in developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company;
- Determining the remuneration packages;
- Review the Annual Confidential Report (ACR) of senior management of the company;
- Review and oversee the Company's overall human resources strategy.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XV)

VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

a) The valuation report of securities to be offered shall be prepared and justified by the issue manager on the basis of the financial and all other information pertinent to the issue:

The valuation report of securities offered is prepared and justified by the issue managers, AB Investment Limited and BLI Capital Limited on the basis of the financial and all other information pertinent to the Issue.

b) To prepare the valuation report, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information:

Qualitative and Quantitative factors for Valuation:

Qualitative factors

Some of the qualitative factors that help differentiate Asiatic Laboratories Limited. From their competitors and enable, those to compete successfully in the industry are as follows:

- Experienced Sponsors backed by professional management team
- Favorable Government policies for Rhymer Chemical Industries Limited due to
 - Huge demand in the local & international market
 - Opportunity for excess in global market
 - Competitive advantage for Bangladesh due to available cheap workers
 - Quality of product
- Technologically competent project
- Strategic location of the project.
- Quality asset-based
- Long-standing relationship with clients & suppliers
- Soundtrack record of business transaction
- Belongs to a renowned company namely “Rhymer Chemical Industries Limited.”

Quantitative factors:

Information presented in this prospectus is derived from audited financial statements for the year ended on 30 June 2022, 2021, 2020, 2019 & 2018 as prepared in accordance with IAS and IFRS.

a) While preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence:

The issue manager while preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence.

b) The issue manager(s) shall, among others, consider the following methods for valuation of the securities:

The valuation report of the securities shall be prepared based on the financial and all other information pertinent to the issue. The fair value is determined under different valuation methods referred in clause no. Annexure-E (B) (14) of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 as amendments on July 06, 2017. The following table illustrates the calculation of fair value of Rhymer Chemical Industries Limited. Valuation under different methods as prescribed in clause no. Annexure-E (B) (14) of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 as amendments on July 06, 2017. The issue price at Tk. 10.00 each is justified as details below:

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Method 1(A): Share price on Net Asset Value (NAV)/Equity based valuation		
Net Asset Value per share		
Sl. No.	Particulars	Amount (in Tk.)
a)	Share Capital	280,000,000
b)	Revaluation Reserve	105,770,634
c)	Retained Earnings	264,666,443
Total Shareholders' Equity (A)		650,437,077
Number of Share Outstanding as on 30 June, 2022(B)		28,000,000
Net Asset Value per share as per Audit Report as on 30 June, 2022(A/B)		23.23

Method 1(B): Share price on Net Asset Value (NAV)/Equity based valuation		
Net Asset Value per share (without revaluation reserve)		
Sl. No.	Particulars	Amount (in Tk.)
a)	Share Capital	280,000,000
b)	Retained Earnings	264,666,443
Total Shareholders' Equity (A)		544,666,443
Number of Share Outstanding as on 30 June, 2022 (B)		28,000,000
Net Asset Value per share as per Audit Report as on 30 June, 2022 (A/B)		19.45

Method 2(A): Historical Earnings based value per share				
Earnings based Value per share based on overall Sector P/E				
Year	No. of Share	Net Profit after Tax	Weight of no of shares	Weighted Average Net Profit after Tax
30-Jun-18	28,000,000	42,189,283	0.20	8,437,857
30-Jun-19	28,000,000	37,572,047	0.20	7,514,409
30-Jun-20	28,000,000	40,262,044	0.20	8,052,409
30-Jun-21	28,000,000	46,058,730	0.20	9,211,746
30-Jun-22	28,000,000	38,083,478	0.20	7,616,696
Total	140,000,000	204,165,582	1.00	40,833,116
Weighted Average Net Profit after Tax				40,833,116
No. of shares outstanding before IPO				28,000,000
Weighted Average Earnings per share				1.46
DSE Pharmaceuticals & Chemicals sector average P/E of 03 months from April-22 to June, 2022				19.78

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Earnings based Value per share	28.84
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Method 2(A): Historical Earnings based value per share				
Earnings based Value per share based on overall Market P/E				
Year	No. of Share	Net Profit after Tax	Weight of no of shares	Weighted Average
				Net Profit after Tax
30-Jun-18	28,000,000	42,189,283	0.20	8,437,857
30-Jun-19	28,000,000	37,572,047	0.20	7,514,409
30-Jun-20	28,000,000	40,262,044	0.20	8,052,409
30-Jun-21	28,000,000	46,058,730	0.20	9,211,746
30-Jun-22	28,000,000	38,083,478	0.20	7,616,696
Total	140,000,000	204,165,582	1.00	40,833,116
Weighted Average Net Profit after Tax				40,833,116
No. of shares outstanding before IPO				28,000,000
Weighted Average Earnings per share				1.46
DSE Pharmaceuticals & Chemicals market average P/E of 03 months from April-22 to June, 2022				14.76
Earnings based Value per share				21.53

Calculation Sector P/E of Market P/E &

Month name	Sector P/E	Market P/E
30-Apr-22	20.06	15.4
31-May-22	19.73	14.45
30-Jun-22	19.54	14.44
Average	19.78	14.76

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Method 3: Average market price of similar stock-based valuation

Month End Close Price				
Sl#	Date	WATACHEM	FAR Chemical	ACTIVEFINE
1	29-Jul-21	292.2	12.3	25.7
2	31-Aug-21	312.2	16.6	22.9
3	30-Sep-21	320.5	12.30	30.3
4	31-Oct-21	281.2	11.90	23
5	30-Nov-21	262.1	11.80	24.3
6	30-Dec-21	267.3	12.30	25.6
7	31-Jan-22	270.2	11.40	25.5
8	28-Feb-22	230.9	12.40	22.9
9	31-Mar-22	262.9	12.80	22.6
10	28-Apr-22	248.2	11.70	20.9
11	31-May-22	211.1	12.30	20.9
12	30-Jun-22	214.1	11.20	21.5
Average Price		264.41	12.42	23.84
Average Price of these 3 (Three) Stocks				100
Source: DSE Monthly Review.				
Average market price of similar stock based valuation (Assumption)				
The average month end close price of the peer Company from July, 2021 to June 2022 is considered.				

Rationale for choosing these 3 Companies:

There are thirty-two companies listed in the Pharmaceuticals & Chemicals sector. Among the thirty-two companies RCIL has taken three companies because RCILs product mix, capital structure and revenue matches to these three companies.

The management of the Company in consultation with the Issue Managers has set the issue price at Tk. 10.00 each at par value.

Sd/-

Sheikh Ashraful Haque
Chief Executive Officer
AB Investment Limited

Sd/-

Md.Israil Hossain FCS
Managing Director
BLI Capital Limited

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XVI)

DEBT SECURITIES

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (a) **The terms and conditions of any debt securities that the issuer Company may have issued or is planning to issue within next six months, including their date of redemption or conversion, conversion or redemption features and sinking fund requirements, rate of interest payable, Yield to Maturity, encumbrance of any assets of the issuer of such securities and any other rights the holders of such securities may have;**

Rhymer Chemical Industries Limited has not issued or is planning to issue any debt securities within 6(six) months.

- (b) **All other material provisions giving or limiting the rights of holders of each class of debt securities outstanding or being offered, for example, subordination provisions, limitations on the declaration of dividends, restrictions on the issuance of additional debt or maintenance of asset ratios;**

Rhymer Chemical Industries Limited has not issued or is planning to issue any debt securities

- (c) **Name of the trustee(s) designated by the indenture for each class of debt securities outstanding or being offered and describe the circumstances under which the trustee must act on behalf of the debt holders;**

Rhymer Chemical Industries Limited has not issued or is planning to issue any debt securities therefore there is no trustee for this issue.

- (d) **Repayment/ redemption/conversion status of such securities.**

Rhymer Chemical Industries Limited has not issued or is planning to issue any debt securities; therefore, there is no repayment or redemption or conviction status of such securities.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XVII)

PARTIES INVOLVED AND THEIR RESPONSIBILITIES

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Major Parties Involved		Responsibilities of the Parties
(a) Issue Manager(s)	(1) BLI Capital Limited; (2) AB Investment Limited;	The Issue Manager(s) is responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 including preparation and disclosures made in the prospectus and other responsibilities as mentioned in the due diligence certificate.
(b) Underwriters	(1) Unicap Investments Limited;	The Underwriter(s) is responsible to underwrite the public offering on a firm- commitment basis as per requirement of Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015. In case of under-subscription in any category by up to 35% in an initial public offer, the unsubscribed portion of securities shall be taken up by the underwriter(s).
(c) Statutory Auditors	A HOQUE & CO. Chartered Accountants	Auditors' responsibility is to express an opinion on the financial statements based on the audit. Auditors conducted the audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards required to comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
(d) Cost Auditors	One of members from the institute of chartered management account will provide cost audit report	
(e) Valuer	ATAKHAN & CO. Chartered Accountants	To discover the fair value of the asset of the Company
(f) Credit Rating Company	N/A	

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XVIII)

MATERIAL CONTRACTS

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(a) Major agreements entered into by the Issuer:

The following are material agreements have been entered into by the Company:

1. Underwriting Agreements between the Company and the Underwriters;
 - i. Unicap Investments Limited;
2. Issue Management Agreement between the Company and;
 - i. BLI Capital Limited;
 - ii. AB Investment Limited;

(b) Material parts of the agreements:

Contract	Material parts of the agreements	
Underwriting agreements with i. Unicap Investments Limited;	Signing Date:	With AB Investment Limited, BLI Capital Limited; 27 March, 2022
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.
	Principal Terms and Condition:	<ol style="list-style-type: none">(i) The IPO shall stand cancelled if at least 65% in any category of the IPO is not subscribed.(ii) In case of under subscription in any category by up to 35% of the IPO the un-subscribed securities shall be taken up by the underwriters.(iii) Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.(iv) Prior to publication of the prospectus, the Company shall have obtained consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission 1% (one percent) on the amount underwritten.(v) The Issuer shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Bangladesh Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares within 15 (Fifteen) days of the date of said notice and the said amount shall have to be credited into shares subscription account within the said period.(vi) In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the Underwriters to the Commission.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

		In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.
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Contract	Material parts of the agreements	
Issue Management Agreements with i. BLI Capital Limited; ii. AB Investment Limited;	Signing Date:	With BLI Capital Limited and AB Investment Limited: 27 March, 2022
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement
	Principal Terms and Condition:	(i) According to Article 2.2; the scope of the services to be rendered by the ISSUE MANAGER to the ISSUER under this agreement shall cover Regulatory Compliance, Underwriting Co-operation and after consent tasks. (ii) According to Article 2.3; The ISSUE MANAGER takes the responsibility to take such steps as are necessary to ensure completion of allotment and dispatch of letters of allotment and refund warrants to the applicants according to the basis of allotment approved by the Bangladesh Securities and Exchange Commission. The ISSUER undertakes to bear all expenses relevant to share application processing, allotment, and dispatch of letters of allotment and refund warrant. The ISSUER shall also bear all expenses related to printing and issuance of share certificate and connected govt. stamps and hologram expenses. (iii) According to Article 3.1; without prejudice ISSUER hereby declares that it agrees to comply with all statutory formalities under Companies Act, Guidelines issued by Bangladesh Securities and Exchange Commission and other relevant status to enable it to make the issue. (iv) According to Article 6.1; The ISSUE MANAGER hereby undertake to keep in strict compliance all information (whether written or oral) proprietary documents and data secured in connection with or as a result of this Agreement (Confidential Information) and shall limit the availability of such information to employees, who have a need to see and use it for the express and limited purpose stated in this Agreement. (v) According to Article 8.1; The Issuer and ISSUE MANAGER shall ensure compliance of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, The Listing Regulations of Stock Exchanges, The Companies Act, 1994, the Securities and Exchange (Amendment) Act, 2012 and other relevant rules, regulations, practices, directives, guidelines etc.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(c) Fees payable to different parties

Sl.	Name of the Parties	Role	Fees Payable
1	Unicap Investments Limited	Underwriters	1% on 35% of the Total IPO amount (i.e. Tk. 1,050,000.00)
2	AB Investment Limited BLI Capital Limited	Issue Manager	AB Investment Ltd Tk.20.00 Lac and BLI Capital Limited Tk.2.00 Lac.

Copies of the above-mentioned contracts and documents and the consent order from the Bangladesh Securities and Exchange Commission may be inspected on any working day during office hours at the Company's Corporate office.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XIX)

OUTSTANDING LITIGATIONS, FINE OR PENALTY

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (a) **The following litigations including outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority:**

The issuer or any of its directors was not involved in any of the following type of legal proceedings mentioned below;

- (i) Litigation involving Civil Laws;
- (ii) Litigation involving Criminal Laws;
- (iii) Litigation involving Securities, Finance and Economic Laws;
- (iv) Litigation involving Labor Laws;
- (v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties);
- (vi) Litigation involving any other Laws.

- (b) **Outstanding cases filed by the Company or any of its directors:**

There are no cases including outstanding case filed by the issuer or any of its directors to any of the following types of legal proceedings mentioned below;

- (i) **Litigation involving Civil Laws:** No cases filed by the company or any of its directors.
- (ii) **Litigation involving Criminal Laws:** No cases filed by the company or any of its directors.
- (iii) **Litigation involving Securities, Finance and Economic Laws:** No cases filed by the company or any of its directors.
- (iv) **Litigation involving Labor Laws:** No cases filed by the company or any of its directors.
- (v) **Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties):** No cases filed by the company or any of its directors.
- (vi) **Litigation involving any other Laws:** No cases filed by the company or any of its directors.

CHAPTER (XX)

RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(i) Internal risk factors may include, among others:

- a) **Credit Risk:** This is the risk of default on a debt that may arise because of default by the borrower to pay the loan. In operating any business there is always credit risk lies in the business. As there is always lending and borrowing between parties in the form of money and goods.

Management Perception: Credit Risk mainly lies with Financial Institutions. Management has a credit policy in place and exposure to credit risk is monitored on an on-going basis. To mitigate the credit risk, the management of the company follows robust credit control and collections policies.

- b) **Liquidity Risk:** The risk that a company may be unable to meet short term financial demands. This usually occurs due to the inability to convert its current assets to cash without a loss of capital or income. Liquidity is a common phenomenon of the business.

Management Perception: Effective liquidity risk management requires both a top-down and a bottom-up approach. Strategy, principles and objectives are set at board and management levels. Rhymer Chemical Industries Limited (RCIL) conducts liquidity management in a manner that maintains stability and flexibility in day-to-day funding activities. Our liquidity risk management starts by managing daily payment of Cheques, daily cash inflow and outflow, maturity of deposits and our access to other funding sources as and when required.

- c) **Risk associated with the issuer's interest in subsidiaries, joint ventures and associates:** If the subsidiaries make loss, it affects parent company's balance sheet. In case of associate, there is chance of decline value of investment in associate company. As for joint venture, A joint venture (JV) is a business arrangement in which two or more parties agree to pool their resources for the purpose of accomplishing a specific task. This task can be a new project or any other business activity. In a joint venture (JV), each of the participants is responsible for profits, losses and costs associated with it.

Management Perception: Rhymer Chemical Industries Limited (RCIL) has no subsidiary, associate and joint venture.

- d) **Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the issuer:**

There is risk involved in having limited number of customer and losing of that particular customer has negative impact on company's sales and cash flow as well.

Management Perception: We have huge demand of LABSA. We are depending on limited number of customers i.e Unilever Bangladesh is on our customer with huge unfilled demand for the product while generating revenue.

- e) **Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely:** There is also risk involved in having limited number of suppliers as well. Single or few suppliers may exploit the company by price hike, untimely delivery and low quality of product.

Management Perception: In business, having many suppliers of raw materials helps to get competitive advantage of cheaper price of raw materials. Because, having many suppliers help to bargain with suppliers over price. In addition, having many supplier helps to maintain doing business efficiently. As we hold the views, we are not dependent on a single or few

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suppliers. We have many suppliers from different countries that we have also mentioned in the prospectus.

- f) **More than 20% revenue of the issuer comes from sister concern or associate or subsidiary:** Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on others companies. Hence, there is dependency risk.

Management Perception: We do not have any sister concerns and associate or subsidiary where from 20% or more revenue generates.

- g) **Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any:** Negative earning and negative operating cash flow is risk the going concern risk for the entity.

Management Perception: We have been operating our business efficiently. We are profitable entity and we hve not experienced with negative earnings and negative cash flow.

- h) **Loss making associate or subsidiary or group companies of the issuer:** When associate/subsidiary/group companies of the issuer are, loss making, it affects the issuer and there is negative impact on cash flow of issuer and Balance Sheet as well.

Management Perception: We do not have loss making associate or subsidiary or group companies.

- i) **Financial weakness and poor performance of the issuer or any of its subsidiary or associates:** Financial weakness and poor performance of the issuer have negative impact on the company. As a result, it will be tough to pay loan interest, debt service and dividend. Future growth will be hampered.

Management Perception: Sales is one of the key indicators of success of a business if there is good margin of profit. Rhymer Chemical Industries Limited (RCIL) has been generating sales growth efficiently.

- j) **Decline in value of any investment:** If investment value decline, it will reduce the profit and assets as well.

Management Perception: We do not have any investment.

- k) **Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned:** There is obsolescence risk relating to plant and machinery. If the machinery is purchased in second hand or reconditioned, there high risk of repair and maintenance which has impact on profitability of the company.

Management Perception: We have been using new branded machineries.

- l) **Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recall:** It is loan given and taken from related party and directors as well. If company gives such loan without interest to related party, there is interest burden for the company if the money was taken as loan. On the other hand, if such loan is taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

Management Perception: There is no as such loan given to related party or loan taken from directors as per Audited Accounts for the year ended 30 June,2022 except had the following related party transaction during the last five years-

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Related Party	Relationship	Type of Transaction	Lender	Interest Rate	Balance Loan Amount (Tk.) in 30.06.2022
Finary Ltd.	Common Board of Directors	Short Term Loan	Finary Ltd.	6.00%	3,000,000/-

- m) **Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors:** In these cases there is high chance of compromise among the related companies because of conflict of Interest.

Management Perception: There is no potential conflict of Interest as we do not have any venture which is the same line of activity.

- n) **Related party transactions entered into by the company those may adversely affect competitive edge:** Related party transaction of the issuer creates conflict of interest which reduces the competitive advantage of the issuer.

Management Perception: The company has made some related party transaction in the normal course of business which are managed and accounted efficiently by the management of the company. Management of the company perceives that related party transactions will not adversely affect competitive edge of the company.

- o) **Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan or credit limit and other banking facilities:** All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants, if it goes against potential investors, will make investors in jeopardy.

Management Perception: There are no restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement relating to debt or preference shares or any restrictive covenants of Banks in respect of loan or credit limit and other banking facilities.

- p) **Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees:** In such case, company's business operation will be hampered.

Management Perception: Bangladesh is densely populated country. As a result, detergent is of high demand in our country. strike, work stoppage can hardly affect this sector though we are used to with the political unrest for long time and our business industries are used to dealing with this phenomenon. We provide competitive wages among the competitors of us. In addition, there is government regulation of paying minimum wage. We comply with the rules.

- q) **Seasonality of the business of the issuer:** It is the risk involving that company is not doing business round the year.

Management Perception: We manufacture and sell chemical items. We sell our products round the years.

- r) **Expiry of any revenue generating contract that may adversely affect the business:** This is the risk of losing customers affecting future sales.

Management Perception: We do not have any revenue generating contract that may adversely affect the business.

- s) **Excessive dependence on debt financing which may adversely affect the cash flow:**

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Excessive dependence on debt causes huge interest burden of the company and high risk of insolvency that may result in bankruptcy.

Management Perception: *Company is not dependence on any excessive debt finance and debt equity ratio is less than 1.*

- t) **Excessive dependence on any key management personnel absence of whom may have adverse effect on the issuer's business performance:** Excessive dependence on key management affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel is of bad intention, excessive dependence will also affect the business.

Management Perception: *Corporate Governance is well practiced in our company. We have also well placed organogram in our company. Hence, any change in the key management can be replaced with other persons.*

- u) **Enforcement of contingent liabilities which may adversely affect financial condition:** It is the future burden of liabilities that the investors will take on their shoulders. Contingent liabilities reduced the assets or create obligation to pay the liabilities.

Management Perception: *We do not have any contingent liabilities which may adversely affect financial condition.*

- v) **Insurance coverage not adequately protect against certain risks of damages:** Insurance ensures and protects to deal with uncertainty of future material loss/damage. So, insurance coverage is important for the business.

Management Perception: *We have fire insurance is in place to protect any potential damage of our machineries, inventories and factory building as well.*

- w) **Absence of assurance that directors will continue its engagement with Company after expiry of lock in period:** Directors run the company with the accumulated finance from public and other financing source. If directors discontinue running the business, there will be negative impact on business and share price as well.

Management Perception: *Our directors are involved in the business for long time and they will continue the business after expiry of lock in period.*

- x) **Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure:** Dividend payment is highly dependent on company's ability to generate profit. If company can't earn good amount of profit from operation, it is unlikely to pay dividend.

Management Perception: *We have been earning profit and a profitable entity. We are in belief that we will be able to pay dividend from our earning profit.*

- y) **History of non operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors:** If there is any non-operation of the company, it creates negative impression. Apart from this, short operation history indicates company is gathering knowledge and expertise to be competitive in the market.

Management Perception: *RCIL has been operating its business till to date since commercial operation. Management of RCIL is very experienced and professional and they are trying to make the company more efficient.*

- z) **Risks related to engagement in new type of business, if any:** If it is new business, there is

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risk of viability of the new business.

Management Perception: *There is no as such risk as we are not engaged in any new type of business.*

- aa) **Risk in investing the securities being offered with comparison to other available investment options:** If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception: *We are profitable entity and our business growth will continue in longer period. It is not risky in investing securities in comparison with other available investment option.*

- bb) **Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law:** *It creates a negative impression on the issuer.*

Management Perception: *There are no as such issues arisen in the history of our company.*

- cc) **Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case:** *It creates a negative impression on the issuer.*

Management Perception: *No, we did not have any litigation relating to Tax, VAT or other government claims against of our company.*

- dd) **Registered office or factory building or place of operation is not owned by the issuer:** Factory building should be owned by the company. Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

Management Perception: *Our registered and corporate office is located in its own premises at Village: Kashore Post Office: Hobirbari Bazar, Police Station: Valuka, Mymensingh, Bangladesh,, Bangladesh.*

- ee) **Lack of renewal of existing regulatory permissions/ licenses:** In this case company is not following the law to renew its all licenses.

Management Perception: *There is no such issue relating to lack of existing regulatory permissions/licenses.*

- ff) **Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates:** Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception: *RCIL does not have any listed securities and does not have any listed securities subsidiary or associates.*

- gg) **Issuances of securities at lower than the IPO offer price within one year:** The management ultimate goal is to maximize the wealth of the company. If share price goes up, it maximizes wealth of the company. On the other hand, if share price goes down, it minimizes the wealth of the company.

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Management Perception: Rhymer Chemical Industries Limited (RCIL) has been profitable entity. It has potentiality to grow in future. We believe that our IPO offer price will not be lower within one year.

hh) **Refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission:** If any refusal happened in the above cases, it will create negative impression to the issuer.

Management Perception: Such cases happened for our company when we had first submitted to SEC dated 6th November, 2012 due to the financial statement older than 120 days at the time of submission to the Commission.

(ii) External risk factors may include among others:

a) **Interest Rate Risks:** When interest rate fluctuates, it causes interest risk. Companies who have debt financing are exposed to this risk highly.

Management Perception: The management of the Company is always aware of interest rate, which is concerned to the cost of fund of the Company. The Management prefers in procuring of the long-term fund with minimum fixed interest rate and the short-term fund with reasonable competitive rate. Therefore, management of the Company is emphasizing on equity based financing and repayment of existing debt with newly issued equity

b) **Exchange Rate Risks:** Foreign exchange risk, also known as FX risk or currency risk is a financial risk that exists when a financial transaction is denominated in a currency other than that of the base currency of the company. This risk arises when investment's value changed due to the changes in currency exchange rates.

Management Perception: Management Perception: Appropriate and responsible mechanisms employed by RCIL in the past in case of significant taka devaluation in order to keep the cost minimum and same will be followed in future. However, if the price of US dollar rise so sharply against Taka, this will be a nationwide phenomenon experienced by the whole industry, there will be a market adjustment at the end of product price.

Industry Risks: Industry risk is related with the factors affecting the company such as Raw Material, labor, demand of the product, government policy to the sector, competitor's rivalry.

Management Perception: RCIL is the only LABSA producer in Bangladesh to reduce the gap between demand and supply. The company is well aware of the threat of new competition and has crafted prudent strategy to face the competition. Gigantic company like Unilever Bangladesh is on its customer list with huge unfilled demand for the product.

c) **Economic and Political risks:** This risk can be described as the likelihood that an investment will be affected by macroeconomic conditions such as government regulation, exchange rates, or political stability. In other words, while financing a project, the risk that the output of the project will not produce adequate revenues for covering operating costs and repaying the debt obligations. In a nutshell, economic risk refers to the risk that a venture will be economically unsustainable due to various reasons.

Management Perception: Unless any adverse policies are taken, which may materially affect the industry as a whole, the business of the Company will not be affected. Chemical is an essential commodity. As this is a very basic requirement for people, the demand has never been affected significantly by adverse economic conditions.

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Political risks: Bangladesh experienced with political unrest for over the years. Political instability hampers the smooth operation of business.

Management Perception: During the post-independence period, Bangladesh has gone through a variety of political situations. But presently, a more or less sound and industry friendly political atmosphere is prevailing in the country's industry sector.

d) **Market and Technology-related Risks;**

Market risks: Rhymer Chemical Industries Limited (RCIL) is operating in a free market economy regime. The company might have to face stiff competition from its competitors.

Management perception: Management is fully aware of the market risk, and act accordingly. Market for detergent products in Bangladesh is growing at an exponential rate. Moreover, the company has a strong marketing and brand management to increase the customer base and customer loyalty. The company also adopts latest technologies for its manufacturing facilities.

Technology-related risks: Technology always plays a vital role for each and every type of business. Innovation of new and cost effective technology can increase productivity and reduce costs of production. On the other hand, obsolete technology may have a negative impact on the business.

Management perception: RCIL has setup its project with modern brand new imported machineries. Management is very conscious about continuous up gradation of its machineries. RCIL will continuously incorporate marginal changes through BMRE if any needed in future.

e) **Potential or existing government regulations:** Potential or existing Govt. regulations may hamper the smooth operation of the industry.

Management perception: We are enjoying good atmosphere in operating our business. The company always follows the existing rules and a regulation provided the government and always keeps up to date with changes in relevant laws. Government regulations are favorable for the company.

f) **Potential or existing changes in global or national policies:** Policies from govt has a positive or negative impact on any company along with existing changes in globally.

Management perception:

Since inception, the company has engaged its efforts to comply with all regulatory requirements in respect of day-to-day business activities, production, distribution and quality control measures. Total business activities of the company run on the latest state of the art technology and so far comply with the quality control requirements of home and abroad. It is expected that demand for products of the company will increase and the Govt. of Bangladesh will create friendly environment for such export oriented and import substituting industries. The Company is always aware of adopting all types of measures to comply with any change in national or global policies to keep its operations smooth.

g) **Statutory clearances and approvals those are yet to be received by the issuer:** Statutory clearance and approval is imperative for any business to start off. There are many statutory clearances and approvals need by the regulatory authority in order to be monitored, controlled and guided.

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Management Perception: Rhymer Chemical Industries Limited (RCIL) has been running its business over the years. We have collected all the statutory clearance to operate our business. Hence, there are no as such risks for our Company.

Competitive condition of the business: Rhymer Chemical Industries Limited (RCIL) is operating in a free market economy. The company has to face stiff competition from its competitors.

Management Perception: Rhymer Chemical Industries Limited (RCIL) has been in the market over the years. We are doing our level best to be competitive with our competitors. Hence, there is always check and balance existed among the rivalry companies.

- h) **Complementary and supplementary products or services which may have an impact on business of the issuer:** Complementary goods or services that are used in conjunction with another goods or services. Usually, the complementary goods have no value when consumed alone, but when combined with another good or service, it adds to the overall value of the offering. A product can be considered a complement when it shares a beneficial relationship with another product offering Supplementary goods are two goods that are used together. For example, if we have a car, we also need petrol to run the car. Supplementary goods have a negative cross elasticity of demand. For instance, when price of petrol goes up, demand for petrol and cars goes down.

Management Perception: *The Company has not faced any challenges relating to supplementary and complementary products and Management are concerned with the issue. In future, if necessary, management may diversify the product to be competitive over the competitors.*

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CHAPTER (XXI)

DESCRIPTION OF THE ISSUE

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(a) **Issue Size:** Taka 300,000,000.00

(b) **Number of securities to be issued;**

The Company will offer 30,000,000 Ordinary Shares.

(c) **Authorized capital and paid-up capital;**

Particular	Amount in Tk.
Authorized Capital 100,000,000 Ordinary Share of Tk.10.00 each	1,000,000,000.00
Issued, Subscribed and Paid up Capital Before IPO 66,500,000 Ordinary Shares of Taka 10.00 each	280,000,000.00
Initial Public Offering through Fixed Price Method 15,000,000 Ordinary Shares of Taka 10.00 each	300,000,000.00
Post IPO Paid up Capital	580,000,000.00

(d) **Face value, premium and offer price per unit of securities;**

Face value per Share	Tk. 10.00 each
Premium	-
Offer Price per Share	Tk. 10.00 each

(e) **Number of securities to be entitled for each category of applicants;**

Particulars			%	No. of Ordinary Shares	Nominal Value	Issue price	Issue Amount (Taka)
Initial Public Offering through Fixed price method	Eligible investors (EI)	EI excluding mutual funds and CIS	20%	6,000,000	10	10	60,000,000
		Mutual Funds and CIS	5%	1,500,000			15,000,000
	General public (GP)	GP excluding NRB*	70%	21,000,000			210,000,000
		NRB	5%	1,500,000			15,000,000
	Sub Total			100%			30,000,000

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(f) Holding structure of different classes of securities before and after the issue;

Sl#	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Director & Sponsor	17,850,000	17,850,000	63.75%	30.78%
2	Institutional	7,290,000	-	26.04%	12.57%
3	EI	-	6,000,000	-	10.34%
4	Mutual fund	-	1,500,000	-	2.59%
5	Individual	2,860,000	2,860,000	10.21%	4.93%
6	GP	-	21,000,000	-	36.21%
7	Non-Resident Bangladeshis (NRBs)	-	1,500,000	-	2.59%
IPO Shares			30,000,000		
Total		28,000,000	58,000,000	100.00%	100.00%

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

The net proceeds from initial public offering (IPO) will be used for purchase of Machinery & Equipment, construction of building & other Civil Works, Land and land development and IPO Expenditure. Apart from above TK. **15,338,000/-** will be used for IPO expenses out of total IPO proceeds. Summary of feasibility report in a respect of enhanced paid up capital prepared by Shafiq Mizan Rahman & Augustine is incorporated at paragraph (K) of chapter (XXII) 'Use of Proceeds'.

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CHAPTER (XXII)

USE OF PROCEEDS

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- (a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up;

Source of Fund:

Particulars	Amount in (BDT)
Number of Shares issue under Initial Public Offering (IPO)	30,000,000
Issue Price -at par	10
Total Amount	300,000,000

Proceeds from Initial Public Offering (IPO) will be used for Acquisition of Machinery & Equipment, Construction of Building & other Civil Works and IPO Expenses.

Sl. No.	Particulars	Amount in (BDT)	Implementation schedule of IPO Proceeds
A	Loan Adjustment of The City Bank Limited	40,000,000	Immediately after getting IPO proceeds
B	Drawing & Design	300,000	At or When required
C	Land Development with Civil Construction	64,662,000	Within 24 months of receiving IPO fund
D	Machinery & Equipments	165,700,000	Within 24 months of receiving IPO fund
E	Duty, C&F & Carrying Cost	9,000,000	At or When required
F	Erection Cost	5,000,000	At or When required
G	IPO Expenses	15,338,000	At or When required
Total		300,000,000	

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D. Details of Machinery and Equipments:

35000 MTPA 98.5% SULPHURIC ACID PLANT - EQUIPMENT PRICING	
1. 原料、熔硫工段 Raw material, sulfur melting section	887,817
2. 焚硫转化工段 Sulfur burning conversion section	2,186,415
3. 干吸工段 Dry absorption section	2,303,024
4. 成品酸工段 Final acid section	932,870
5. 汽水工段 Steam-water section	1,457,610
6. 循环水站 Water circulating station	306,098
7. 仪表: DCS集中控制 (温度、压力、液位、浓度分析显示 Instrument: DCS centralized control (temperature, pressure, liquid level, concentration analysis display))	878,352
8. 低压电器: 实用常规 (控制、配电、照明、避雷) Low-voltage appliances: practical routine (control, power distribution, lighting, lightning protection)	848,064
9. 硫酸设备操作平台、钢梯栏杆 (不含土建部分) Sulfuric acid equipment operating platform, steel ladder railing(excluding the part of civil construction)	327,994
10. 硫酸工艺管道、阀门、管件 Sulfuric acid process pipes, valves, pipe fittings	1,092,892
11. 硫酸设备、管道保温及油漆防腐 Sulfuric acid equipment, pipe insulation and paint anti-corrosion	450,534
12. 设计费 Design fee	435,390
13. 运输费 (国内港口) Transportation cost(From factory to China sea ports)	145,130
Grand Total	12,252,190.10

Remarks:

- 1.The whole factory will request an area of about 5000m²
- 2.The conversion rate of this equipment can reach 99.8%
- 3.The total equipment capacity of sulfuric acid plant is 427kw (including air blower), of which the standby capacity is 142kw. Except that the far is 10kv High-voltage electrical equipment, other loads are . 380V low-voltage electrical loads When the unit operates at 100% of the design capacity, the required capacity is about 285kw and the annual power consumption is about 2.28 million kW. H

***I CHINESS YEN=BDT 13.54(exchange rate may fluacted)**

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35000 MTPA 98.5% SULPHURIC ACID PLANT - EQUIPMENT LIST

1. Melting Sulphur

No	Item 项目	Qty 数量	Specification 设备规格	Material 主要材质
1	Feeding Hopper 上料仓	1	2000X2000/250X400 H=1500	Q235
2	Belt Conveyor 大倾角皮带机	1	B=500 倾角 $\alpha=50^\circ$ L=20m	PACK组合件
3	Quick Melting Tank 快速熔硫槽	2	$\varnothing 3100 \times 2300$	Q235 20
4	Molten S. Basin 过滤槽、助滤槽、精硫槽	1	11000X4000X2400	Q235 20
5	Sulphur Filter 液硫过滤机	1	F=10m ²	Alloy 合金
6	Liquid Sulfur Storage Tank 液硫储罐	1	$\varnothing 6000 \times 8000$	Q235 20
7	Filter Pump 过滤助滤泵	2	Q=3m ³ H=30m	Alloy 合金
8	Feed Pump 精硫泵	2	Q=3m ³ H=60m	Alloy 合金
9	Liquid Sulfur Underground Tank 液硫地下槽	1	$\varnothing 2200 \times 1800$	Q235 20
10	Condensation Water Recovery Tank 凝结水回收槽	1	$\varnothing 2000 \times 1500$	PP
11	Hand Pull Monorail Pulley 手拉单轨滑车	1	2t	

2. Sulphur Burning

No	Item 项目	Qty 数量	Specification 设备规格	Material 主要材质
12	Geared Diesel Pump 齿轮柴油泵	2	KCB 18.3-3 2m ³ /h 1.5MPa	
13	Diesel Barrel 柴油桶	1	$\varnothing 1800 \times 2400$	Q235
14	Ventilator 通风机	1	10000m ³ /h 6000Pa	Q235
15	SO ₂ Blower 鼓风机	1	300m ³ /min 35KPa	Cast Iron, Alloy 合金
16	Furnace 焚硫炉	1	$\varnothing 2300 \times 9200$	Q235 fire insulating brick 耐火砖保温砖
17	Sulfur Gun 硫枪	1	2m ³ /h	High temp. Alloy
18	Oil Gun 油枪	1	300-500kg/h	
19	Converter 转化器	1	$\varnothing 3700 \times 18500$	Q235 Insulating Brick 保温砖
20	Heat-heat Exchanger 热热交换器	1	F=190m ²	Q235 20
21	Cold-heat Exchanger 冷热交换器	1	F=340m ²	Q235 20
22	Catalyst 催化剂	1	46m ³	
23	Air Silencer 空气消声器	1	300m ³ /min	
24	Electric Single Beam Crane 电动单梁起重机	1	16t/3.2t LK=12m L=9m	

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3. Absorption & Drying				
No	Item 项目	Qty 数量	Specification设备规格	Material主要材质
25	Drying Tower 干燥塔	1	Ø 2400 H=15500	Q235 Acid-Proof Brick耐酸砖
26	1AT 一吸塔	1	Ø 2400 H=14500	Q235 Acid-Proof Brick耐酸砖
27	2AT 二吸塔	1	Ø 2400 H=14000	Q235 Acid-Proof Brick耐酸砖
28	Acid Cooler(Anodic Peotection)酸冷器(阳保)	1	F=255m ²	SS304 SS316L
29	Acid Circulation Pump 干吸酸循环泵	3	Q=100m ³ /h, H=30m	Alloy合金
30	Chimne 烟囱	1		CS
31	Underground Acid Tank 地下槽	1	Ø 2000 H=2100	Q235 Acid-Proof Brick耐酸砖
32	Underground tank pump 地下酸泵	1	Q=20m ³ /h, H=30m	Alloy合金
33	1000MT Acid Storage Tank成品酸贮罐	2	V=1000m ³	Q235
34	Chimney Tower 烟囱塔架	1		CS
35	High Level Tank 高位槽	2	Ø _内 3000x4000	Q235 Acid-Proof Brick耐酸砖
4. Final Product				
No	Item 项目	Qty 数量	Specification设备规格	Material主要材质
36	98% SA Storage Tank 硫酸储罐	2	DN10000x8000	Q235
37	98% SA underground Tank 硫酸地下槽	1	DN2000x2000	Q235 Acid-Proof Brick耐酸砖
38	SA Pump 硫酸泵	1	30m ³ /h H=30m	
39	98% SA High-Level Tank 硫酸高位槽	2	DN4000x4000	Q235
5. Scrubbing System & Cooling Water System				
No	Item 项目	Qty 数量	Specification设备规格	Material主要材质
40	Scrubber 尾吸塔	1	Ø 2000 H=11850	FRP
41	Electric mist eliminator 尾吸电雾	1	36管 Ø 300内切圆	FRP
42	Chimney and Structure Support 烟囱	1	Ø530 H=30m	FRP
43	Scrubber Pump 尾吸循环泵	2	ISW100-100-100	
44	Caustic Pump 碱液泵	2	ISW65-125A	
45	Caustic Tank 化碱槽	1	Ø 2000 H=2000	FRP

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46	Waste heat boiler 火管锅炉	1	4.2MPa F=96.6m2	
47	High Temp Superheater 一段过热器	1	3.9MPa F=152m2	
48	Medium Temp Superheater 四段过热器	1	4.1MPa F=121m2	
49	Economizer (I) I热管省煤器	1	4.4MPa F=225m2	
50	Economizer (II) II热管省煤器	1	4.5MPa F=202m2	
51	Dearator 除氧器	1		
52	Blow Down Expander 连排、定排	2		
53	BFW pump 锅炉给水泵	2		
54	Steam Header 分汽缸	1		
55	Chemical Dosing 加药泵	1		
6. Circulating Water Station				
No	Item 项目	Qty 数量	Specification 设备规格	Material 主要材质
56	Cooling Tower 冷却塔	2	Q=600m ³ /h t=10℃	
57	Circulating Water Pump 循环水泵	4	Q=600m ³ /h H=30m	
58	Pipes and Valves 阀门与管线	1		
7. Other				
No	Item 项目	Qty 数量	Specification 设备规格	Material 主要材质
59	DCS centralized control (temperature, pressure, liquid level, concentration analysis display) DCS集中控制 (温度、压力、液位、浓度分析显示)			
60	Low-voltage appliances: practical routine (control, power distribution, lighting, lightning protection) 低压电器：实用常规 (控制、配电、照明、避雷)			
61	Sulfuric acid equipment operating platform, steel ladder railing(excluding the part of civil construction) 硫酸设备操作平台、钢梯栏杆 (不含土建部分)			
62	Sulfuric acid process pipes, valves, pipe fittings 硫酸工艺管道、阀门、管件			
63	Sulfuric acid equipment, pipe insulation and paint anti-corrosion 硫酸设备、管道保温及油漆防腐			
64	Technology & Engineering Design 设计费			
65	Export packing, China inland transportation & port handling Shang Hai 包装费, 运输费 (上海港)			

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C. Details of Land Development with Civil Construction:

Particulars	Size	Area(Sft./qty/No.)	Rate/sft, cft or unit	Amount Tk.
Finish Goods Store	(65.58ft*128.5ft)	8427sft	1898.66	16,300,000
Raw Materials Godown including structural shed	(65.58ft*131.25ft)	8607sft	581	13,000,000
Equipment basement				15,000,000
Toilet Fittings (set.)				500,000
Labour Shed				1,200,000
Internal Road Making				13,000,000
ETP				4,200,000
Guard shed				612,000
Gate				850,000
Total				64,662,000

The IPO proceeds will have utilized as per the above-mentioned schedule.

Sd/-
Chairman

Sd/-
Managing Director

Sd/-
Chief Financial Officer

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b) Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of prospectus, in details with indication of use of such funds in the financial statements;

Utilization of the total amount of paid-up capital.

Auditor's Certificate regarding Utilization of Share Money Depositing by the Sponsors & Directors of RHYMER CHEMICAL INDUSTRIES LTD.

This is to certify that the Sponsors and Directors of RHYMER CHEMICAL INDUSTRIES LTD. deposited a total amount of Tk. 180,000,000.00 as Paid –up capital of the Company as on June 30, 2022 as follows:

Date of Allotment / Shares were made fully paid up	Nature of Issue	Number of Shares Issued	Face Value (Tk.)	Consideration	Amount of Share Capital (Tk.)	Utilization
As per MOA & AOA	Subscription to the MOA	1,000,000	10	In cash	10,000,000/-	Land Acquisition and Preliminary Expenses
20.05.2005	Allotment	2,000,000	10	In cash	20,000,000/-	Land Development, Purchase of Equipment
20.06.2010	Allotment	15,000,000	10	In cash	150,000,000/-	Purchase of Fixed Assets-Machinery and Construction of Civil Works-Building
		18,000,000	10		180,000,000/-	

It is also certified that the aforesaid amount has been utilized for the business of the Company.

The above balance is certified on the basis of books of accounts, records and documents provided by the Management of the Company.

Sd/-

Dhaka, Bangladesh
Dated: 18 September, 2022

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

**Auditor's Certificate regarding Share Money Utilization of
RHYMER CHEMICAL INDUSTRIES LTD. Pre-IPO Placement Share Money Deposit
Account**

This is to certify that the Shareholders of RHYMER CHEMICAL INDUSTRIES LTD. deposited a total amount of Tk. 100,000,000.00 as Pre-IPO Share Money collection as of 3rd November, 2012 in the concerned bank a/c under the name and style of Rhymer Chemical Industries Ltd. Pre-IPO Placement Share Money Deposit Account against which return of Allotments were submitted to the Register of Joint Stock Companies & Firms as follows:

Allotment	Allotment Date	No. of Shares	Amount in Tk.
3rd Allotment	03/11/2012	10,000,000	100,000,000/-

Name of Bank & Address	Bank Account No.	Amount in Tk.
City Bank Ltd., Principal Office Branch, 10, Dilkusha C/A, Dhaka	2921013306001	100,000,000/-
	Total BDT	100,000,000/-

Placement of Share	Face Value Rate	Total Face Value Amount in Tk.
10,000,000	10/-	100,000,000/-

It is also certified that the aforesaid amount has been utilized for the business of the company as under:

Utilization of Placement Share Money Deposit against paid-up capital:

Particulars	Amount in Tk.
Long Term Loan Adjustment	18,400,000/-
LTR Account Adjustment	40,850,000/-
STL Account Adjustment	6,004,721/-
Cash Credit (CC) Account Adjustment	400,000/-
Document Release 200 MT L/C# 482	3,375,089/-

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Anser Salary from Oct to Dec-12 with Bonus	370,973/-
Interest paid to Union Capital Loan	1,666,670/-
Union Capital Loan Paid	25,000,000/-
Fire Insurance Premium paid to Phoenix Insurance	892,564/-
Application Fee	10,000/-
Office Rent paid	97,000/-
M/s. Mamun Traders	75,000/-
Salary Sept & Oct-12 with Bonus , Gas & electric bill & others	2,535,982/-
Working Capital	322,000/-
Total BDT	100,000,000/-

The above balance is certified on the basis of books of accounts, records and supporting bank statements.

Sd/-

Dhaka, Bangladesh

Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

Auditors' Certificate regarding Allotment of Shares of the Company

This is to certify that the paid-up capital of RHYMER CHEMICAL INDUSTRIES LTD. as on 30th June, 2022 was Taka 280,000,000/- divided into 28,000,000 Ordinary Shares of Taka 10/- each, made up as follows:

Date of Allotment/ Shares were made fully paid up	Nature of Issue	Number of Shares Issued	Face Value (Tk.)	Consideration	Amount of Share Capital (Tk.)
As per MOA & AOA	Subscription to the MOA	1,000,000	10	In cash	10,000,000/-
20.05.2005	Allotment	2,000,000	10	In cash	20,000,000/-
20.06.2010	Allotment	15,000,000	10	In cash	150,000,000/-
03.11.2012	Allotment	10,000,000	10	In cash	100,000,000/-

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		28,000,000	10		280,000,000/-
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This is also certified that the amounts shown against paid-up capital as cash consideration was deposited in the Company's Bank Account.

Sd/-

Dhaka, Bangladesh
Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

c) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture;

The Company has no objects to investment in such type of ventures by using Use of IPO proceeds.

(d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;

IPO proceeds are sufficient to complete the project.

(e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer;

Sl. No.	Projects	Progress made so Far	Approximate date of Completion of the projects	Projected date of full commercial operation
1	Land Acquisition	No land is required to be acquired	-	-
2	Acquisition of	Acquisition and Installation of	Within 24 months	within 3

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	Machinery and Equipments	Machineries and Equipments will be started after receiving of IPO fund	after receiving IPO fund	months of the completion of the project
3	Construction of Building & other civil works	Construction of Building & other civil works will be started after receiving of IPO fund		

Sd/-
Md.Monzur Alam
Managing Director

Sd/-
Muhammad Amzad Hossain
Chief Financial Officer

Sd/-
Mr.Kamal Sharif
Chairman,
On behalf of Board

- (f) **If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus;**
There is no such contract yet to be engaged by the Company.
- (g) **If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item-wise break-up of last three years working capital and next two years projection;**
No objects of the issue are utilization of the issue proceeds for working capital.
- (h) **Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project-wise, as the case may be;**
The Company has planned to expand its existing projects by Acquisition of Machineries and Equipments and Civil Construction, which have been mentioned in Use of IPO proceeds and projects Implementation schedule.
- (i) **Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented;**
The Company has planned to implement to the existing projects by using IPO proceeds after receiving the funds, which have been mentioned in Use of IPO proceeds and projects Implementation schedule.
- (j) **The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies;**
There is no existing or anticipated material transaction in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies.

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- (k) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.

Business Feasibility Review Report

On

Project of

RHYMER CHEMICAL INDUSTRIES LTD.



LABSA & Sulfuric Acid Project

Kashore, Hobirbari Bazar, Valuka, Mymensingh

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INDEPENDENT ASSURANCE REPORT ON THE PROSPECTIVE FINANCIAL INFORMATION

To the Management of Rhymer Chemical Industries Limited

We report on the Business Feasibility Review Report on Project of Rhymer Chemical Industries Limited (the “Company”). This PFI Report and the material assumptions upon which it is based were prepared by the Management of the Company (the “Management”) for the purpose of communication with the Company’s prospective investors as part of their Prospectus. In preparation and presentation of this Report, the Management has elected to comply with the requirements of Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws.

The Management is responsible for the preparation and presentation of the PFI Report, including the assumptions set out through-out the report.

It is our responsibility to examine and report on prospective financial information including examination procedures for best-estimate and hypothetical assumptions made by Management and form an opinion as to whether Management’s best-estimate assumptions are reasonable and consistent with the purpose of the information, the prospective information is properly prepared on the basis of assumptions and the prospective information is prepared and presented on a consistent basis with historical financial statements and appropriate principles.

We conducted our work in accordance with the International Standard on Assurance Engagements 3400, “The Examination of Prospective Financial Information” issued by the International Auditing and Assurance Standards Board (IAASB) and adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). Our work included evaluating the procedures undertaken by the Management in compiling the PFI Report and considering whether the basis of accounting used for the Profit Forecast is consistent with the accounting policies of the Company. We assessed the source, appropriateness and reliability of the evidence supporting management best-estimate assumptions. We also performed clerical and accuracy checks such as re-computation and reviewing internal consistency of management’s planned actions. Our examination focus was based on the extent to which those areas that are particularly sensitive to variation will have a material effect on the results shown in the prospective financial information. This also influenced the extent to which the auditor will seek appropriate evidence. It will also influence the auditors’ evaluation of the appropriateness and adequacy of disclosures.

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Based on our examination of the evidence supporting the assumptions, nothing has come to our attention which causes us to believe that these assumptions do not provide a reasonable basis for the forecast. Further, in our opinion the forecast is properly prepared on the basis of the

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

assumptions and is presented in accordance with International Financial Reporting Standards, Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws. Actual results are likely to be different from the forecast since anticipated events frequently do not occur as expected and the variation may be material. In the case of a projection, the prospective financial information has been prepared for the Company's Prospectus, using a set of assumptions that include hypothetical assumptions about future events and management's actions that are not necessarily expected to occur. Consequently, readers are cautioned that the prospective financial information is not used for purposes other than that described.

On behalf of MARHK & CO., Chartered Accountants

Sd/-

Mizanur Rahman Khan FCA (# 843)

Proprietor

MARHK & CO., Chartered Accountants

Business Feasibility Review Report on Project of Rhymer Chemical Industries Limited

Executive Summary and Company and Project Overview

01. **Name of the Company** : RHYMER CHEMICAL INDUSTRIES LTD.
02. **Location of the project** : Kashore, Hobirbari Bazar, Valuka, Mymensingh
The factory site is very much suitable from different perspective and it enjoys all infrastructure facilities including excellent communication network.
03. **Project Brief** : This Project is a Labsa & Sulfuric Acid manufacturing plant. The Company manufactures linear alkyl benzene sulphonic acid (LABSA) and will produce Sulfuric Acid and market in local market of Bangladesh by providing superior quality products.
At 100% capacity utilization, the project will produce 18,000 M.T of Labsa and 33,000 M.T of Sulfuric Acid yearly.
The implementation of the project will increase national earnings, make significant contribution to GDP and create employment opportunity considerably.
04. **Corporate Setup** : The project is a public limited company formed by the sponsors and incorporated under the Register of Joint Stock Companies & Firms, Government of the People's Republic of Bangladesh under the Companies Act, 1994 vide Registration No. C-53815(480)/2004.
05. **New Investment (IPO)** : BDT 30.00 Crore
06. **Total Investment** : BDT 85.00 Crore
07. **EPS (Projected)** : Tk. 3.40
08. **NAV (Per share) (Projected)** : Tk. 11.10 (Without Revaluation)

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09. **IRR (Internal Rate of Return)** : 24.39%
10. **Break-even point** : 25.75% (Assumed Capacity)
11. **Net Present Value (NPV)** : Tk. 4,095,266
12. **Margin of Safety** : 74.25% (Assumed Capacity)
13. **Pay-Back Period** : 3 Years & 5 Months (Approx.)

14. **Ratios :**

:		Year-2023	Year-2024	Year-2025	Year-2026	Year-2027
a	Gross profit to sales	42.24%	42.31%	42.12%	41.77%	41.43%
b	Operating profit to sales	39.17%	39.44%	39.30%	38.83%	38.54%
c	Net profit to sales	25.32%	26.02%	26.12%	25.82%	25.71%
d	Return on equity	33.98%	37.24%	39.72%	39.26%	41.40%
e	Return on asset	30.60%	29.03%	26.84%	23.47%	21.94%

In view of the Company's growth and increased demand for Sulfuric Acid, the Company is looking to add facilities for Sulfuric Acid production unit. To finance this expansion project, the Company is looking to raise funds through the country's capital markets through an Initial Public Offering (IPO).

Overall, based on an Interest rate of 9% and a project length of 7 years (without BMRE), the Net Present Value (NPV) of the project calculated is BDT 4,095,266 and an Internal Rate of Return (IRR) of 24.39%. The project has a break-even capacity of 25.75% (Assumed Capacity).

SWOT analysis of Rhymer Chemical Industries Ltd. :

➤ Strengths:

The flagship brand – Rhymer enjoys the premium handling of being the flagship brand. Such strong backing of a company lies RHYMER always strengthens the brand to establish in customers' minds.

Good quality ingredients at a lower price – Rhymer is playing on the unique selling proposition of giving the good quality product at a lower price and the brand has been so far successful in its objective. Customers are satisfied with the quality of the product and the prices are fairly lower than the mainstream competitors.

Existing distribution and sales networks have been a great help – Over the years RHYMER have developed strong distribution and sales networks and is getting great benefits using the same network without having to invest any more in efforts of selling and supplying.

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➤ Weaknesses :

Old giant competitors – The competition is huge and with giant companies of the world which is why Rhymer cannot allow making these big-name competitors as its weakness to lose against them in the market.

Similar or substitute products are available at even lower prices – Since Rhymer markets itself as a low price ingredients and there are further lower priced LABSA & Sulfuric Acid available in the market at the local level. This low price strategy sometimes acts as a negative point for the brand.

➤ Opportunities :

Launching new products with better technology and innovation – This is what today's customer look for even in the traditional products. Rhymer can explore something in this area.

Changing lifestyle of people – This is always an opportunity. Put your best analysts to identify what this generation wants and design that. This can only come if a company can understand the changing needs of people and act swiftly upon it.

➤ Threats:

Fake products – For a product like LABSA, Sulfuric Acid it is very easy for mal practitioners to launch fake products by unregistered cottage industries.

Price wars with competitors – Since competitors in the industry are all big companies, sometimes price wars prove to be fatal for one or the other.

Ambush marketing by competitors – Many companies often go for ambush marketing to tarnish the image of another brand. It is important for a brand like Rhymer to always be on top of such threats.

Changes in tax policies – Products like these where a brand fights for even the slimmest margin, a tax policy change can prove to be a big threat.

Investment Analysis

Net Present Value and Internal Rate of Return of the Investment

The Model calculates a **Net Present Value of BDT 4,095,266** considering Interest Rate is 9% and cash flows from 5 Years. Details of our calculation and results are included in **Annexure- 5 Net Present Value (NPV) Calculation**.

The Model also calculates an **Internal Rate of Return (IRR) of 24.39%** over a Project Timeline of 7 Years (without BMRE). Details of our calculation and results are included in **Annexure- 6 Internal Rate of Return (IRR) Calculation**.

Estimated Project Cost: The Project cost (or investment) is calculated at BDT 85.00 Crore. Details of this calculation are included in **Annexure- 1 Investment / Cost of the Project** to this report. The project cost includes the net book value of the Company's existing fixed assets and the additional BDT 30.00 Crore which is expected to be invested from the proceeds of the IPO. This cost is then funded by three sources: Existing equity investment, additional equity investment from the IPO and debt financing from banks and financial institutions.

Free Cash flows: In order to determine free cash flow available to debt and equity holders, the model uses the cash flow generated from operational investment activities. This is extracted from the forecasted cash flow statements.

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Break-Even Analysis and Pay-Back Period

The Model calculates an assumed **break-even production capacity of 25.75%** and a **Break-Even Sales of BDT 22.71 Crore**. The Model also assumes a pay-back period of 3 Years and 5 Months for the initial cost of BDT 72.99 Crore for the project.

Conclusion

The project has a high IRR which show that the forecast has a high level of risk tolerance. The break-even point capacity is low and the overall payback period is short and margin of safety is high. This kind of business has a growing aspect in present business arena. In conclusion it reveals that the project is technically sound, financially viable and economically acceptable.

PROJECT BRIEF

Name and location of the project:

The chemical manufacturing project has been set up under the name & style of “RHYMER CHEMICAL INDUSTRIES LTD.” At Kashore, Hobirbari Bazar, Valuka, Mymensingh, Bangladesh.



Existing Factory Setup of Rhymer Chemical Industries Ltd., Valuka, Mymensingh.

Nature of the project:

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By Nature, the factory is a Labsa manufacturing plant. LABSA, sulfonic acid compound is **used as a foaming agent, cleaning agent in more formulations and toilet soaps for foaming**. Sulfonic acid, LABSA is using in detergent industries, in textile industry as a washing agent, pesticides industries to improve the quality of spray.

Linear alkyl benzene (LAB), the material used to produce LABSA, is derived exclusively from petroleum bi- products--**benzene and paraffin derived from kerosene**. Linear alkyl benzene is the raw material used to manufacture linear alkyl benzene sulphonate (LABSA), an active ingredient in the formulation of detergents.

Sulfuric (or sulphuric) acid, H₂SO₄, is a strong mineral acid. It is soluble in water at all concentrations. Sulfuric acid has many applications and is one of the top products of the chemical industry. Principal uses include fertilizer manufacturing, oil refining, wastewater processing and chemical synthesis.

Applications of Sulfuric acid

Production of Phosphoric acid: Commonly regarded as the main source of consumption of Sulfuric acid, the "wet method" of producing phosphoric acid, is used for manufacture of phosphate fertilizers. Rock phosphate or, fluorapatite, is treated with 93% Sulfuric acid to produce calcium sulfate, hydrogen fluoride (HF) and phosphoric acid (Phosphoric Acid, 2013).

Iron and steel manufacturing: Sulfuric acid is used to remove rust, scaling and other forms of oxidation from rolled sheet and billets before being used for the manufacture of automobiles and other appliances. Since disposal of spent acid and reacquisition of fresh acid has been observed to be costly, most steel plants consist of spent acid regeneration (SAR) units where spent acid is burnt with natural gas, refinery gas or other fuel sources which produce Sulfur Dioxide and Sulfur Trioxide vapours, which are then used to produce "new" Sulfuric acid. SAR units have been incorporated in metal smelting plants, oil refineries, and other industries that require bulk quantities of Sulfuric acid.

Manufacture of Aluminium compounds:

Sulphate is produced in large scale in the paper making industry. Aluminium oxides (Bauxites) are first purified into Aluminium soaps (Al(OH)₃) on paper pulp fibers. Adding Sulfuric acid gives gelatinous Aluminium carboxylates, which coagulates the pulp fibers into a hard paper surface (THE MANUFACTURE OF ALUMINIUM SULFATE). Also Aluminium Hydroxide which is used as a coagulant in water treatment plants is also manufactured from Sulfuric acid.

Manufacture of Ammonium Sulfate: An important nitrogen fertilizer, this is produced in mass scale by reacting Ammonia with Sulfuric acid where Ammonia is converted into Ammonium Sulfate which gets crystallized and is separated by centrifugation or filtering (Gowariker, 2009). Ammonia being a byproduct in coking plants is often supplied to iron and steel making plants along with coke to produce the above as a byproduct, which is used as a form of disposal of waste Sulfuric acid. The byproduct is then sold as an agro chemical.

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Application as a catalyst:

Industry	Use
Nylon manufacturing industry	Conversion of cyclohexanoneoxime to caprolactam
Manheim process	Conversion of salt into Hydrochloric acid
Petroleum refining	Producing isooctane from isobutene and isobutylene

Other uses: Sulfuric acid is also an important component in the manufacture of dyes where acidic media such as Sulfuric acid is used to 'set' the colour of acid dyes that are used to dye of silk, wool, nylon and modified acrylic fibres (ACID DYES). Pigments such as Titanium Dioxide also employ Sulfuric acid to decompose and dissolve their raw deposits. Sulfuric acid is also used as the electrolyte in lead-acid (car) batteries. It is also used as a general dehydrating agent in its concentrated form which is used in detergents.

Management:

The overall management and supervision of the project will be vested with the Board of Directors. The Board of Directors will formulate policies and will provide necessary guidelines for its day-to-day business operation.

The Managing Director will be responsible to the Board of Directors. He will look after the overall business affairs and administration of the project and will provide all required logistic supports. Other directors of the company will assist the Managing Director.

MARKETING ASPECTS

Market Outlook of Labsa

Market Outlook Rapidly growing dish washing liquid demand across the globe, particularly due to positive growth indicators in the food & beverage industry is another factor boosting the global linear alkylbenzene sulfonate (LAS) market size in the recent years. As dish washing liquid is essentially required in the food & beverage sector. Linear alkylbenzenes sulfonate (LAS) belongs to the family of organic compounds. Linear alkylbenzenes sulfonate is generally produced from sulfonation reaction of linear alkylbenzene (LAB). The characteristic properties of linear alkylbenzenes sulfonate mainly depends upon the purity of linear alkylbenzene and sulfonation technology used for LAS production.

Changing lifestyle and shifting preference towards the environmental friendly products have led to significant rise in the demand for linear alkylbenzene sulfonate-based personal care products and detergents. Increasing demand for detergents and cleaners in order to maintain hygiene standard has resulted into increase in demand for linear alkylbenzene sulfonate. Furthermore, industrial norms pertaining to the hygiene standard in the food & beverage, pharmaceutical, healthcare, chemicals and many other industries have led to increase in demand for detergents for industrial cleaning application, which subsequently results into increase in demand for the linear alkylbenzene sulfonate market. Moreover, rising consumer spending, improved lifestyle and increasing demand

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for personal care products across the globe help to increase the demand for linear alkylbenzene sulfonate. Apart from this, availability of alternative synthetic chemicals and pricing advantage over the linear alkylbenzene sulfonate-based products may hamper the growth of the market. The global linear alkylbenzene sulfonate is mainly dominated by the Asia Pacific (APAC) region and is expected to boost the demand for linear alkylbenzene sulfonate over the forecast period, owing to increasing population coupled with growing lifestyle, increasing per capita expenditure and increasing demand for personal care products. Rapid urbanization, industrial growth and changing consumer preference towards environmental-friendly surfactant & detergents help to drive the linear alkylbenzene sulfonate market in APAC and is expected to register significant growth over the forecast period.

Linear alkylbenzene sulfonic acid (LABSA) is the largest-volume synthetic surfactant because of its relatively low cost, good performance. LAB is straight chained and can be dried to a stable powder, which are biodegradable. LAB is also required for the manufacturing of LABSA and linear alkylbenzene sulfonate (LAS), which comprises the largest global share in synthetic surfactant sector. About 82–87% of LAS is used in household detergents, including laundry powders, laundry liquids, dishwashing liquids, and other household cleaners. Industrial, institutional, and commercial cleaners account for most of the other applications, but LAS is also used as an emulsifier (e.g., for agricultural herbicides and in emulsion polymerization) and as a wetting agent. Very small volumes are also used in personal care applications.

Demand –Supply gap:

The products have very high demand in Synthetic Detergent Industry and other chemical industries. The proposed new of unit will to some extent help to meet this consumption indigenously fulfill the demand supply gap.

Imports vs. Indigenous production:

LABSA manufacturing in the country will be very much economical compare to Imports of the same.

Export possibility:

There is a huge demand of the proposed products in the export market. These products are widely used and are in demand in the Synthetic Detergent Industry and other chemical industries etc.

Employment generation (direct and indirect) due to the project during operation skilled, semi-skilled and un-skilled labours approximately 47 numbers will be required for operation etc. Indirect employment: Driver, cleaner for loader & dumper, loading and unloading points where labours are required. **Market supply statistics of Sulfuric Acid**

Statistics indicate that Asia and Oceania (mainly Australia) account to 35-40% of total Sulfuric acid supply while the Americas together account for almost a quarter of world supply. Though China and Australia are among the largest producers of Sulfuric acid, due to the magnitude of their local market both these nations are among the top importers of Sulfuric acid, along with India and Chile. Europe, South Korea and Japan do produce in excess and are net exporters and in fact leading exporters of Sulfuric acid.

Market demand for Sulfuric acid

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Sulfuric acid is one of the world's largest volume industries and arguably the largest industrial chemical produced by mass in the United States. According to news articles and

market projections provided by industrial experts and industry specific data providers, demand for Sulfuric acid for the next few years seem to be growing at a rate of 1.5-2.5% . When analyzing the nature of the demand for Sulfuric acid, several attributes were observed. In general however, it is worthwhile mentioning that the multifarious industrial applications of Sulfuric acid, that spans across many facets of the manufacturing industry, catering to a wide range of human needs is the driving force behind this trend in demand. For instance, fertilizer demand for Sulfuric acid is forecast to grow at about 2.3%. In response, several new phosphate fertilizer plants are scheduled to be constructed over the forecast period, mostly in northern Africa, the Middle East and China. Industrial observers' further point out that non fertilizer Sulfuric acid demand will come primarily from nickel and other metal processing operations.

Population growth and its consequences: Increasing population growth automatically increases, among other things - consumption of food and also requires increased levels of infrastructure. These two effects are significant in terms of the demand on Sulfuric acid. Population growth intensifies need for more cultivation of land for food, which in turn fuels need for more fertilizer. Statistics gathered during the course of the literature survey indicate that 52% of total consumption of Sulfuric acid is attributed to the massive phosphate fertilizer industry, where the manufacture of wet phosphoric acid has a large impact. Thus increase in demand for fertilizer has a significant impact on demand for Sulfuric acid. Firms specializing in forecasting and monitoring industry performance have noted that upcoming fertilizer plants in China, Middle East and South America would increase fertilizer capacity by 12 million metric tons, which obviously would have a complementary effect on the demand for Sulfuric acid.

As far as the second effect of population growth is concerned, the increased demand for metals such as Copper and Nickel tends to increase demand for Sulfuric acid, as more acid needs to be produced to cater for higher levels of metal processing such as leaching of ore. According to IHS, a leading global industry specific information provider, increase in Nickel and Copper leaching, had led to increase in demand for Sulfuric acid by almost 8 million metric tons. They further observe that increased prices in such metals would further increase its supply, thereby prompting them to make further projections in increased acid demand.

The increased demand in petroleum refining, pulp and paper and other chemicals - all of which tends to increase in demand with population growth ultimately prompt further increases in demand for Sulfuric acid. Due to its uses in all of the above industries, growth of these industries complements growth in Sulfuric acid production. It is therefore evident that demand for Sulfuric acid depends on the demand for its end products.

Promotion & Distribution

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The proposed product will reach to the final consumers through the following channels of distribution

- a. Project → detergent manufacturer/Industry → Consumers
- b. Project → Sales center → Consumers
- c. Project → export

Promotional Activities

RHYMER CHEMICAL INDUSTRIES LTD. has a plan to promote its product and name both in market. It will spend a handsome amount for its promotional activities throughout the year. Over the year its promotional activities will become intensive and target specific with the increase of its revenue over time. Besides, the company will participate in the fair, trade show, seminar and workshops to promote its product.

Services:

RHYMER CHEMICAL INDUSTRIES LTD. started its business by meeting the needs of the local detergent manufacturer. Backed by quality ingredients and personalized service, RCIL has grown -- expanding its product line to serve an international clientele. It focuses on providing their customers with quality, service and value. RCIL does not intend to compromise.

RCIL knows that their customers demand the best, and their goal is to see that they get it.

Environmental Aspects

When choosing a plant site, the permissible tolerance levels for various effluents should be considered based on statutory requirements and attention should be given to potential requirements for additional waste treatment facilities. Effluent disposal must be performed with aid from special facilities without creating a public nuisance. Local regulations cover disposal of toxic and harmful effluents and the appropriate authorities must be consulted during the initial site survey to determine the standards that must be met.

The most important environmental issues facing the Sulfuric acid manufacturing industry are fugitive emissions of oxides of Sulfur and Sulfuric acid mist. The principal sources of pollutant are from the burning of Sulfur, which creates SO₂. In plants that maintain high standards of sustainability, most of the SO₂ made is converted to Sulfuric acid and recovered, but a portion of the chemical is emitted to the atmosphere. Ambient air quality is of concern due to emissions of SO₂ and therefore must be monitored periodically.

Disposal of Sulfuric acid is done by being placed in sealed containers or by being absorbed into vermiculite, dry sand or earth. Sulfuric acid is also being disposed of by dilution or neutralization.

These above steps will be taken by RCIL.

Technical Aspects

Labsa Production Process:

LABSA-Linear Alkyl Benzene Sulphonic Acid is produced by mixing exact measured quantities of LAB & Sulfuric Acid 98%. The reaction is carried out for two and a half hours in a water-cooled reactor. The mass is tested in a laboratory for completion of reaction. The total mass is diluted with water through a heat exchanger called diluter and is allowed to settle down. After proper settling, the mass separates into two layers due to density difference. The lower layer is diluted sulfuric acid, which is decanted and transferred to a Diluted Sulfuric acid 75% tank. The upper layer is LABSA, which is transferred to a LABSA tank for transfer to a storage tank for sale to detergent industries, while Diluted Sulfuric acid 75% is transferred/sold to fertilizer industries, being their one of the raw materials. Raw material consumption per tonne of 89+/- 1% acid slurry is Linear alkyl benzene 670-690 kg, Sulphonating agent 98% Sulfuric acid 1050 +/-100kg. LABSA is an anionic surfactant with molecules characterized by a hydrophobic and a hydrophilic group. Alpha-olefin sulfonates (AOS) alkyl sulfates (AS) are also examples of commercial anionic surfactants. They are nonvolatile compounds produced by sulfonation. LABSA is a complex mixture of homologues of different alkyl chain lengths (C10 to C13 or C14) and phenyl positional isomers of 2 to 5-phenyl in proportions dictated by the starting materials and reaction conditions, each containing an aromatic ring sulfonated at the Para position and attached to a linear alkyl chain at any position with the exception of terminal one (1-phenyl). The properties of LABSA differ in physical and chemical properties according to the alkyl chain length, resulting in formulations for various applications in laundry and home care products.

Production Process of Sulfuric Acid:

STEP 1 SO₂ Production and Purification: Spraying melted Sulfur into an excess of dry air at atmospheric pressure. For this step, dry air is obtained by passing air through a Sulfuric acid bed, a dehydrating agent. This is done to avoid acid mist and corrosion in downstream pipes.

Since the mixture of Sulfur Dioxide and air obtained may contain various impurities, which must be removed; (otherwise, it will lead to catalyst poisoning and loss in efficiency) several purification steps are followed, which include a dusting tower, cooling pipes, a scrubbing tower, a drying tower, an arsenic purifier and testing box.

During this purification, the mixture is initially passed through an electric precipitator; consisting of a chamber with high electric potential wires. The electric charge attracts solid particles present in the stream. Then the gas mixture is led to a water scrubber where it is completely freed from dust particles.

It is then dried by a spray of concentrated Sulfuric acid in another chamber through an arsenic purifier where every trace of arsenic oxide is removed.

During this first main step, an excess of air (Oxygen) ensures the Sulfur reacts completely. The combustion of Sulfur generates a lot of heat. It is necessary to cool the gas stream from 1000°C to around 450°C, the optimum temperature for the next step. Heat exchangers are used to remove the excess heat and recycle this heat energy so it can be used to re-melt more Sulfur or power turbines for electricity.

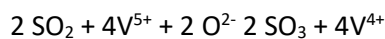
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STEP 2 Catalytic Oxidation of SO₂ and SO₃: Clean, dry Sulfur Dioxide is the feedstock for this stage. This Sulfur Dioxide is mixed with purified air at pressure slightly higher than atmospheric in a counter current manner and is passed through a catalyst tower, called a converter. The tower contains several layers of loosely packed Vanadium Pentoxide or Platinum on perforated shelves. The catalyst is placed in vertical iron pipes inside the converter. The preheated mixture of SulfurDioxide and air form SulfurTrioxide.

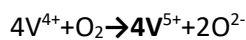
Catalytic oxidation of SO₂ is a reversible process, which depends on several factors such as the correct catalyst, temperature and pressure. Platinum was formerly employed as a catalyst for this reaction, but is now considered susceptible to poisoning by arsenic impurities in the Sulfur feedstock and it is comparatively expensive, vanadium (V) oxide (V₂O₅) is now highly preferred in commercial productions. K₂O may be used as a promoter to enhance the activity of the catalyst.

The mechanism for the catalytic action occurs in two steps:

Step 1: Oxidation of SO₂ into SO₃ by V⁵⁺:



Step 2: Oxidation of V⁴⁺ back into V⁵⁺ by oxygen (catalyst regeneration):



Several factors are taken into account when considering the optimum pressure and temperature for this catalysis

Equilibrium Considerations: To maximize the yield the following measures are adopted:

- * Supply of excess oxygen
- * Apply high pressure (due to 1.5:1 ratio)
- * Apply low temperatures (as reaction is exothermic)

Kinetic Considerations: Deals with catalytic usage, application of high temperature and pressure.

Energy Considerations: Minimizing energy use (thus cost) includes dealing with the following.

- * Applying atmospheric pressure (as high-pressure containers are expensive)
- * Optimizing use of catalysts, or justifying if catalysts are needed as cost of researching, producing and using them are high
- * Heat recovery from exothermic reactions (combustion of Sulfur)

According to the Le Chatelier's principle, at a lower temperature, a high pressure should be used to shift the chemical equilibrium towards the right, hence increasing the percentage yield. However, too low temperatures also are not recommended, as it will lower the formation rate to an uneconomical level. Hence to increase the reaction rate, high temperatures (450 °C) are maintained in the gas stream line by the heat exchangers in the previous processing section.

High pressure would favour the forward reaction. Data gathered from literature points out that it is not possible to build acid resistant towers, which can withstand high pressures. A pressure of 760 - 1520 mm of Hg is used. Excess of oxygen is necessary, as it would favour the forward reaction. Thus, a 5:1 air: SO₂ ratio is used (essentially 1:1 O₂:SO₂) creating an excess of oxygen. While maintaining

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above conditions and in the presence of vanadium pentoxide, a conversion rate of 96% can be obtained by this process.

STEP 3 Absorption of SO₃: The Sulfur Trioxide from the final catalyst bed is dissolved in 98% Sulfuric acid in the absorption tower. The acid is sprayed over the SO₃ and produces an oily liquid called Oleum. This is preferable over directly dissolving Sulfurtrioxide in water as this forms Sulfuric acid mists, due to the large heat of dissolution (130 kJ/mol), which are hard to control and difficult to coalesce. In addition, it is difficult to separate the Sulfuric acid gas from others such as nitrogen once it is produced in gaseous form.

STEP 4 Conversion of Oleum to H₂SO₄: In dilution tanks, water is mixed with Oleum to produce 98% Sulfuric acid (18M). Oleum is reacted with water to form concentrated H₂SO₄. The average percentage yield of this reaction is considered to be around 30%. It is sold either as concentrated (98%) or diluted acid.

Investment / Cost of the Project

Annexure-01

Sl.	Items	Cost amount Incurred (Tk.)	To be incurred (Tk.)	Total (Tk.)	Percentage
1	Land and Land Development	42,167,000	22,345,200	64,512,200	7.84%
2	Civil Work and Construction	93,559,000	37,654,800	131,213,800	17.40%
3	Machinery and Equipment	332,515,000	165,700,000	498,215,000	61.83%
4	Duty, Freight and other charges (6%)	-	9,942,000	9,942,000	0.00%
5	Erection and Installation	-	5,000,000	5,000,000	0.00%
6	Transport / Vehicles	14,895,000	-	14,895,000	2.77%
7	Furniture and fixture	3,730,000	-	3,730,000	0.69%
	Sub-Total	486,866,000	240,642,000	727,508,000	90.54%
	Contingencies (1% of the Fixed cost)	-	2,406,000	2,406,000	0.00%
	Total Fixed cost	486,866,000	243,048,000	729,914,000	90.54%
	Total working capital	50,886,000	69,200,000	120,086,000	9.46%
	Total cost of the project: :	537,752,000	312,248,000	850,000,000	100.00%

MEANS OF FINANCE

Sl.	Items	Amount Tk	Percentage
1	Equity (Paid-up Capital)	280,000,000	33%
2	Bank Loan	270,000,000	32%
3	IPO Proceeds	300,000,000	35%

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	Total:	850,000,000	100%
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Cost of Civil Works & Construction

SL	Particulars	Area	Area(To be incurred)	Amount (Tk.)
1	Industrial Building	(1176+363)=1539 Sqm	-	10,773,000
2	FG Store	500 MT 2 MS tank+50 MT 1 MS tank	8,427 sft	21,950,000
3	RM Godown	500 MT 2 MS tank+50 MT 1 MS tank	8,607 sft	19,681,000
4	RMS room	28,125 sft	-	50,625,000
5	Equipment Basement			15,237,000
6	Guest & Manager's House	110Sqm*3=330 Sqm	-	2,310,000
7	Staff Kitchen	460 sft	-	552,000
8	Staff Shed	2,886 sft	-	3,463,200
9	ETP	-		3,000,000
10	Boundary	1858 Rft	768 Rft	968,000
11	Guard Room	694 Sft	650 sft	1,500,000
12	Miscellaneous			1,155,000
	Total (Tk.)			131,213,800

List of Machinery & Equipment (Incurred)

Production Control Room:

SL	Equipment Name	Rating	Unit
01.	Control Panel	PLC-800A	01 Set
		Manual-1000A	01 Set

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02.	Inverter	132 KW	01
		110 KW	01
		45 KW	01
		30 KW	02
		22 KW	02
		15 KW	02
		2.2 KW	04
03.	Main DB	800A	01
	DB	100A	02
	SDB	63A	02
04.	Changeover Switch	300A	01
		32A	03
05.	ESP Panel		02
06.	AC	4 Ton	03
07.	Tube light Shade	36 W	10
08.	LED light	20 W	02
09.	Ceiling fan		02
10.	CCTV + DVR		01 Set
11.	UPS	4 KVA	01
12.	MK Socket		20
13.	Gang Switch		06
14.	Extension Socket		05

Quality Assurance Room:

SL	Equipment Name	Rating	Unit
01.	AC	4 Ton	01
		2 Ton	01
02.	Fridge		01
03.	Oven		02

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04.	Water Bath		01 Set
05.	Magnetic Stirrer		02
06.	Vacuum Machine		01
07.	Heater		01
08.	Geyser		01
09.	Weight Balance		01
10.	Klett Machine		01 Set
11.	Moisture Analyser		01 Set
12.	Tube Light	36 KW	06 Set
13.	LED Light	15 KW	02 Pcs
14.	Ceiling Fan		02 Pcs

Boiler Room:

SL	Equipment Name	Rating	Unit
01.	Boiler	1.5 Ton/hour	01 Set
02.	Changeover Switch	63A	01
03.	Tube Light	18A	02 Set
04.	LED Light	20A	02 Pcs
05.	DB	100A	01

Compressor Room:

SL	Equipment Name	Rating	Unit
01.	Compressor	30 KW	01 No
		5.5 KW	02 Nos
02.	Dryer		Active – 02, Inactive - 02
03.	Air Reserve Tank		02
05.	Tube Light	18 W	02 Set
06.	LED Light	20W	04 Pcs

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Generator Control:

SL	Equipment Name	Rating	Unit
01.	Gas Generator	450 KVA	01
02.	Diesel Generator	350 KVA	01
		32 KVA	01
03.	Generator Control Panel	1000A	01
04.	LT Panel		01 Set
05.	PFI	220 KVAR	01
06.		210 KVAR	01
	Diesel Gen/REB Changeover Panel	1000 A	01
07.	Battery Charger	24 V	02
08		12 V	01
	Changeover Switch	400 A	01
09.	AC	3.5 Ton	02
		1.5 Ton	01
10.	DB	100 A	04
11.	Exhaust Fan		01
12.	Tube light	36 W	04
		4*(18 W)	03

REB Substation:

SL	Equipment Name	Rating	Unit
01.	Transformer	400 KVA	01
02.	HT Panel		01

List of Machinery & Equipment (To be Incurred)

35000 MTPA 98.5% SULPHURIC ACID PLANT - EQUIPMENT LIST

1.Melting Sulfur

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

No	Item	Qty	Specification	Material
1	Feeding Hopper	1	2000X2000/250X400 H=1500	Q235
2	Belt Conveyor	1	B=500 $\alpha=50^\circ$ L=20m	PACK
3	Quick Melting Tank	2	$\varnothing 3100 \times 2300$	Q235 20
4	Molten S. Basin	1	11000X4000X2400	Q235 20
5	Sulfur Filter	1	F=10m ²	Alloy
6	Liquid Sulfur Storage Tank	1	$\varnothing 6000 \times 8000$	Q235 20
7	Filter Pump	2	Q=3m ³ H=30m	Alloy
8	Feed Pump	2	Q=3m ³ H=60m	Alloy
9	Liquid Sulfur Underground Tank	1	$\varnothing 2200 \times 1800$	Q235 20
10	Condensation Water Recovery Tank	1	$\varnothing 2000 \times 1500$	PP
11	Hand Pull Monorail Pulley	1	2t	

2. Sulfur Burning

No	Item	Qty	Specification	Material
12	Geared Diesel Pump	2	KCB 18.3-3 2m ³ /h 1.5MPa	
13	Diesel Barrel	1	$\varnothing 1800 \times 2400$	Q235
14	Ventilator	1	10000m ³ /h 6000Pa	Q235
15	SO ₂ Blower	1	300m ³ /min 35KPa	Cast Iron, Alloy
16	Furnace	1	$\varnothing 2300 \times 9200$	Q235 fire insulating brick
17	Sulfur Gun	1	2m ³ /h	High temp. Alloy
18	Oil Gun	1	300-500kg/h	
19	Converter	1	$\varnothing 3700 \times 18500$	Q235 Insulating Brick

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

20	Heat-heat Exchanger	1	F=190m ²	Q235 20
21	Cold-heat Exchanger	1	F=340m ²	Q235 20
22	Catalyst	1	46m ³	
23	Air Silencer	1	300m ³ /min	
24	Electric Single Beam Crane	1	16t/3.2t LK=12m L=9m	

3. Absorption & Drying

No	Item	Qty	Specification	Material
25	Drying Tower	1	Ø 2400 H=15500	Q235 Acid-Proof Brick
26	1AT	1	Ø 2400 H=14500	Q235 Acid-Proof Brick
27	2AT	1	Ø 2400 H=14000	Q235 Acid-Proof Brick
28	Acid Cooler(Anodic Peotection)	1	F=255m ²	SS304 SS316L
29	Acid Circulation Pump	3	Q=100m ³ /h, H=30m	Alloy
30	Chimne	1		CS
31	Underground Acid Tank	1	Ø 2000 H=2100	Q235 Acid-Proof Brick
32	Underground tank pump	1	Q=20m ³ /h, H=30m	Alloy
33	1000MT Acid Storage Tank	2	V=1000m ³	Q235
34	Chimney Tower	1		CS
35	High Level Tank	2	Ø _{is} 3000x4000	Q235 Acid-Proof Brick

4. Final Product

No	Item	Qty	Specification	Material
36	98% SA Storage Tank	2	DN10000x8000	Q235
37	98% SA underground Tank	1	DN2000x2000	Q235 Acid-Proof Brick
38	SA Pump	1	30m ³ /h H=30m	
39	98% SA High-Level Tank	2	DN4000x4000	Q235

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

5. Scrubbing System & Cooling Water System				
No	Item	Qty	Specification	Material
40	Scrubber	1	Ø 2000 H=11850	FRP
41	Electric mist eliminator	1	36 Ø 300	FRP
42	Chimney and Structure Support	1	Ø530 H=30m	FRP
43	Scrubber Pump	2	ISW100-160	
44	Caustic Pump	2	ISW65-125A	
45	Caustic Tank	1	Ø 2000 H=2000	FRP
46	Waste heat boiler	1	4.2MPa F=96.6m ²	
47	High Temp Superheater	1	3.9MPa F=152m ²	
48	Medium Temp Superheater	1	4.1MPa F=121m ²	
49	Economizer (I)	1	4.4MPa F=225m ²	
50	Economizer (II)	1	4.5MPa F=202m ²	
51	Dearator	1		
52	Blow Down Expander	2		
53	BFW pump	2		
54	Steam Header	1		
55	Chemical Dosing	1		

6. Circulating Water Station				
No	Item	Qty	Specification	Material
56	Cooling Tower	2	Q=600m ³ /h t=10°C	
57	Circulating Water Pump	4	Q=600m ³ /h H=30m	
58	Pipes and Valves	1		

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

7. Other				
No	Item	Qty	Specification	Material
59	DCS centralized control (temperature, pressure, liquid level, concentration analysis display)) DCS			
60	Low-voltage appliances: practical routine (control, power distribution, lighting, lightning protection)			
61	Sulfuric acid equipment operating platform, steel ladder railing(excluding the part of civil construction)			
62	Sulfuric acid process pipes, valves, pipe fittings			
63	Sulfuric acid equipment, pipe insulation and paint anti-corrosion			
64	Technology & Engineering Design			
65	Export packing, China inland transportation & port handling Shang Hai			

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

A) THE STATEMENT OF FINANCIAL POSITION AS AT 30th June, 2023, 2024, 2025, 2026 & 2027 (projected). Annexure-02					
Property and Assets	AMOUNT (TK.) 30.06.23	AMOUNT (TK.) 30.06.24	AMOUNT (TK.) 30.06.25	AMOUNT (TK.) 30.06.26	AMOUNT (TK.) 30.06.27
Non-Current Assets:	529,975,224	490,921,749	500,600,015	509,150,220	516,698,853
Property, Plant & Equipment	27,128,065	487,789,874	497,154,953	505,360,651	512,530,328
Investment in Shares	2,847,159	3,131,875	3,445,062	3,789,569	4,168,525
Current Assets:	305,135,568	416,054,120	494,811,002	564,880,454	650,811,199
Inventories	197,291,307	233,496,106	261,900,138	273,773,894	293,452,457
Receivable	4,697,857	12,102,007	21,983,356	24,295,649	27,191,378
Advance, Deposits and Pre-payments	40,536,071	78,884,063	107,933,425	141,478,245	162,200,241
Cash & Cash Equivalents	62,610,333	91,571,944	102,994,083	125,332,666	167,967,123
Total Property and Assets	835,110,792	906,975,869	995,411,017	1,074,030,674	1,167,510,052
Shareholders' Equity and Liabilities					
Share Capital					
Authorized: 100,000,000 Ordinary Shares of Tk. 10/-	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Shareholders' Equity:	644,008,159	743,994,169	858,384,328	970,112,743	1,094,228,350
Share Capital	580,000,000	580,000,000	580,000,000	580,000,000	580,000,000
Reserve & Surplus	64,008,159	163,994,169	278,384,328	390,112,743	514,228,350
Non-Current Liabilities:	20,216,330	29,165,047	36,563,356	42,687,797	47,763,276
Long Term Loan	-	-	-	-	-
Deferred Tax Liability	20,216,330	29,165,047	36,563,356	42,687,797	47,763,276
Current Liabilities & Provisions:	170,886,303	133,816,653	100,463,333	61,230,133	25,518,426
Short Term Loan	69,200,000	43,396,506	34,685,369	11,435,237	1,275,679
Account Payables	47,361,572	33,563,351	26,919,686	18,265,671	9,178,954
Liability for Expenses	1,988,902	1,983,711	2,071,727	2,160,774	2,251,251
Provision for WPPF	1,451,721	3,010,728	4,661,372	6,292,316	8,006,042
Provision for Income Tax	50,884,109	51,862,355	32,125,180	23,076,135	4,806,500

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Assumptions Used for forecasted Statement of Financial position

Fixed Assets are forecasted based on fixed assets schedule prepared in **Annexure 11, Annexure-12, Annexure-13, Annexure-14 and Annexure-15**. The annexure details fixed asset additions and depreciation charged each year.

Inventory: for Inventory movement contains assumptions and forecasting models used for details of cost of goods sold calculations **in Annexure-9**.

Movement in Accounts Receivables and Accounts Payables are forecasted based on paying vendors and receiving payments from customers.

Deferred Tax: For the purpose of this model, Deferred tax is caused by temporary differences between accounting and tax values which would result in future tax outlays. The impact of these temporary differences, while can be material in an individual year usually are balanced over multiple years and will not have any material impact on future cash flows. By making this assumption, the model does not create any artificial future tax incomings or increase the NPV or IRR calculations.

Movement in forecasted loan balances – these balances are calculated based on the Company's intended loan positions at the end of each year.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Annexure-3

B) STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME AS ON 30TH JUNE, 2023, 2024, 2025, 2026 & 2027 (Projected).

Particulars/year	AMOUNT (TK.) 30.06.23	AMOUNT (TK.) 30.06.24	AMOUNT (TK.) 30.06.25	AMOUNT (TK.) 30.06.26	AMOUNT (TK.) 30.06.27
Sales Revenue	778,234,500	830,116,800	881,999,100	881,999,100	933,881,400
Cost of goods Sold	449,506,297	478,920,690	510,503,275	513,571,439	546,984,056
Gross Profit	328,728,203	351,196,110	371,495,825	368,427,661	386,897,344
Selling, Administration and Gen Expenses	23,866,820	23,804,536	24,860,727	25,929,291	27,015,017
Operating Profit	304,861,383	327,391,574	346,635,098	342,498,370	359,882,327
Financial Expenses	10,807,740	11,888,514	13,077,365	14,385,102	15,823,612
Provision for WPPF	14,517,209	15,590,075	16,506,433	16,309,446	17,137,254
Net Profit before tax	279,536,434	299,912,985	317,051,299	311,803,822	326,921,461
Provision for Current Tax	69,884,109	74,978,246	79,262,825	77,950,955	81,730,365
Deferred Tax Expenses	12,575,792	8,948,717	7,398,309	6,124,441	5,075,479
Net Profit after Tax	197,076,534	215,986,021	230,390,165	227,728,425	240,115,617
EPS (Tk.)	3.40	3.72	3.97	3.93	4.14

Assumptions Used for forecasted Statement of Profit or Loss & Comprehensive Income

Sales: Forecast for sales in Annexure-8 and has already been discussed in the market outlook section.

Cost of Goods Sold: Cost of Goods sold calculations details are included in Annexure-9 to this report.

Administrative and Sales Expenses: These expenses are forecasted details are included in Annexures.

Financial Expenses: Financial expenses are forecasted based on 9% of lending rates for loans of the Company and forecasted loan balances which is provided in the Statement of Financial Position.

Worker's Profit Participation provision and Provision for Taxes: These are done based on existing rates and regulations which are in application in Bangladesh. Income Tax provision is calculated using 25% for the years 2023, 2024, 2025, 2026 and 2027 (which is the prevailing rate for publicly listed companies). Provision for WPPF is done at 5% which is line with Labour Act 2005 and Amendment 2013.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Annexure-4

C) STATEMENT OF CASH FLOWS AS AT 30TH JUNE, 2023, 2024, 2025, 2026 & 2027 (Projected).					
Particulars	AMOUNT (TK.) 30.06.23	AMOUNT (TK.) 30.06.24	AMOUNT (TK.) 30.06.25	AMOUNT (TK.) 30.06.26	AMOUNT (TK.) 30.06.27
Cash Flows from Operating Activities:					
Cash Received from Customers	773,536,643	822,712,650	872,117,751	879,686,807	930,985,671
Cash Paid to Suppliers & others	(564,680,752)	(497,453,166)	(513,043,042)	(500,663,777)	(541,485,085)
Cash Paid to Employees & Others	(26,254,586)	(29,973,158)	(31,501,519)	(32,159,887)	(33,782,005)
Cash Paid to Advance, Deposits & Pre-payments	(40,536,071)	(38,347,992)	(29,049,362)	(33,544,820)	(20,721,996)
Income Tax Paid	(19,000,000)	(74,000,000)	(99,000,000)	(87,000,000)	(100,000,000)
Cash Generated from Operating Activities	123,065,233	182,938,335	199,523,828	226,318,323	234,996,585
Net Cash Generated/(Used) from Operating Activities	123,065,233	182,938,335	199,523,828	226,318,323	234,996,585
Cash Flows from Investing Activities:					
Purchase of Non-Current Assets	(243,048,000)	-	(50,000,000)	(50,000,000)	(50,000,000)
Investment in Shares	(2,847,159)	(284,716)	(313,187)	(344,506)	(378,957)
Net Cash used in Investing Activities	(245,895,159)	(284,716)	(50,313,187)	(50,344,506)	(50,378,957)
Cash Flows from Financing Activities:					
Financial Expenses	(10,807,740)	(11,888,514)	(13,077,365)	(14,385,102)	(15,823,612)
Proceeds from IPO	300,000,000	-	-	-	-
IPO Expenses paid	(16,952,000)	-	-	-	-
Dividend Payment	(116,000,000)	(116,000,000)	(116,000,000)	(116,000,000)	(116,000,000)
Increase/(Decrease) in Long Term Loan	(40,000,000)	-	-	-	-
Increase/(Decrease) in Short Term Loan	69,200,000	(25,803,494)	(8,711,137)	(23,250,132)	(10,159,558)
Net Cash from /(used in) Financial Activities	185,440,259	(153,692,008)	(137,788,502)	(153,635,234)	(141,983,170)
Net Increase/(Decrease) in Cash and Cash Equivalents	62,610,333	28,961,611	11,422,138	22,338,583	42,634,458
Cash and Cash Equivalents at beginning of the year	-	62,610,333	91,571,944	102,994,083	125,332,666
Cash and Cash Equivalents at end of the year	62,610,333	91,571,944	102,994,083	125,332,666	167,967,123
Net Operating Cash Flows Per Share (NOCFPS)	2.12	3.15	3.44	3.90	4.05

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Details of Cash Flows calculations :

Particulars	AMOUNT (TK.) 30.06.23	AMOUNT (TK.) 30.06.24	AMOUNT (TK.) 30.06.25	AMOUNT (TK.) 30.06.26	AMOUNT (TK.) 30.06.27
Cash Received from customers :	New Project				
Opening balance of accounts receivable	-	4,697,857	12,102,007	21,983,356	24,295,649
Add : Sales of goods	778,234,500	830,116,800	881,999,100	881,999,100	933,881,400
	778,234,500	834,814,657	894,101,107	903,982,456	958,177,049
Less : Closing balance of accounts receivable	4,697,857	12,102,007	21,983,356	24,295,649	27,191,378
	773,536,643	822,712,650	872,117,751	879,686,807	930,985,671
Payments to Suppliers :					
Cost of goods sold (-Dep.)	414,751,017	447,450,146	477,995,345	480,136,005	512,719,805
Add : Increase/(Decrease) in Inventory	197,291,307	36,204,799	28,404,032	11,873,756	19,678,563
(Increase)/Decrease of Account Payable	(47,361,572)	13,798,221	6,643,665	8,654,016	9,086,716
	564,680,752	497,453,166	513,043,042	500,663,777	541,485,085
Payments to Employees & others :					
Operating Expenses (Admin+Selling expenses-Admin Dep.)	15,178,000	15,936,900	16,733,745	17,570,432	18,448,954
(Increase)/Decrease in Accrued Expenses	(1,988,902)	5,190	(88,016)	(89,047)	(90,477)
Payment to WPPF	13,065,488	14,031,067	14,855,790	14,678,502	15,423,528
	26,254,586	29,973,158	31,501,519	32,159,887	33,782,005

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(Increase)/Decrease in Advance, Deposits & Pre-payments	-	40,536,071	78,884,063	107,933,425	141,478,245
	<u>40,536,071</u>	<u>78,884,063</u>	<u>107,933,425</u>	<u>141,478,245</u>	<u>162,200,241</u>
	(40,536,071)	(38,347,992)	(29,049,362)	(33,544,820)	(20,721,996)
Income Tax Paid	19,000,000	74,000,000	99,000,000	87,000,000	100,000,000
Dividend Payment (20% cash each year)	116,000,000	116,000,000	116,000,000	116,000,000	116,000,000
Financial Expenses	10,807,740	11,888,514	13,077,365	14,385,102	15,823,612
Increase/(Decrease) in Short Term Loan	69,200,000	43,396,506	34,685,369	11,435,237	1,275,679
	<u>-</u>	<u>69,200,000</u>	<u>43,396,506</u>	<u>34,685,369</u>	<u>11,435,237</u>
	69,200,000	(25,803,494)	(8,711,137)	(23,250,132)	(10,159,558)

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Net Present Value (NPV) Calculation:

Annexure-5

Particulars	AMOUNT (TK.) 30.06.23	AMOUNT (TK.) 30.06.24	AMOUNT (TK.) 30.06.25	AMOUNT (TK.) 30.06.26	AMOUNT (TK.) 30.06.27
Future Cash Flow	123,065,233	182,938,335	199,523,828	226,318,323	234,996,585
Interest Rate	9%	per year			
Present Value of Future Cash Flow	112,903,884	153,975,536	154,069,004	160,329,606	152,731,656
Sum of Present Value	734,009,686				
Initial Investment Value	(729,914,420)				
Net Present Value (NPV)	4,095,266				

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Internal Rate of Return (IRR) Calculation:

Annexure-6

Year	Investment	Net benefit	Discounting @ 20%	PV @ 20%	Discounting @ 30%	PV @ 30%
0	729,914,420	-	1.0000	(729,914,420)	1.00	(729,914,420)
1		197,076,534	0.8333	164,230,445	0.7692	151,597,334
2		215,986,021	0.6944	149,990,293	0.5917	127,802,380
3		230,390,165	0.5787	133,327,642	0.4552	104,865,801
4		227,728,425	0.4823	109,822,736	0.3501	79,734,052
5		240,115,617	0.4019	96,497,081	0.2693	64,670,117
6		253,081,860	0.3349	84,756,603	0.2072	52,432,541
7		266,748,281	0.2791	74,444,550	0.1594	42,510,691
				83,154,929		(106,301,505)

$$\text{IRR} = 20 + (30-20) * 83,154,929 / (83,154,929 - (-106,301,505)) = 24.39\%$$

Assumption:

Without major replacement, economic Life of the project is considered as 7 years

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

BREAK-EVEN ANALYSIS		Annexure-7		
				Amount (Tk.)
1	Sales revenue (3rd year)			881999100
2	Total cost of operation, admin & selling and financial expenses			
	Analysis of total cost	Total cost	Fixed cost	Variable cost
	Raw materials'	486486000	0.00	486486000
	Salary	18429390	0.00	18429390
	Repairs & maintenance	19329710	9664860	9664860
	Tax, insurance etc.	5296500	5296500	0.00
	Water, power, fuel	27729100	8318730	19410370
	Stores & spares	10262200	10262200	0.00
	Administrative salary	13404200	13404200	0.00
	Postage, telegram, tel	463050	231525	231525
	Printing & stationery	551250	275625	275625
	Conveyance & travelling	551250	137810	413440
	Depreciation & write-off	40634910	40634910	0.00
	Miscellaneous expenses	551250	551250	0.00
	Legal & audit fee	385880	385880	0.00
	Ad & sales promotion	826880	0.00	826880
	Financial expenses	0.00	0.00	0.00
	Total	624901570	89163490	535738080
3	Break even point (BEP)			
	PV Ratio	0.39		
	Break-even sales	227,118,010		
	Percentage at rated capacity	20.60%		
	Percentage at assumed capacity	25.75%		

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Annexure-8

Estimation of Sales

TK. In '000

	Y-2023	Y-2024	Y-2025	Y-2026	Y-2027
Sales at Rated Capacity	1,220,760,000	1,220,760,000	1,220,760,000	1,220,760,000	1,220,760,000
Efficiency assumed	75%	80%	85%	85%	90%
Sales at Assumed Capacity	915,570,000	976,608,000	1,037,646,000	1,037,646,000	1,098,684,000
Less: VAT (15%)	137,335,500	146,491,200	155,646,900	155,646,900	164,802,600
Net Sales Revenue	778,234,500	830,116,800	881,999,100	881,999,100	933,881,400

The selling price has been estimated as under

a	LABSA	MT	TK.	12,820	Per MT	C.M
b	Sulfuric Acid	MT	TK.	30,000	Per MT	

Thus the yearly sales are given below:

TK. In '000

	Capacity/ Month	Capacity/year	Unit	Selling Price	Amount	
a	Labsa	1,800	18,000	MT	12,820	230,760,000
b	Sulfuric Acid	3,300	33,000	MT	30,000	990,000,000
	Total	5,100	51,000			1,220,760,000

Assumption

8 hours per shift

300 Days in a Year

Sales price of Labsa is only C.M

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Annexure-9

Cost of goods sold

	Particulars	Year-1	Year-2	Year-3	Year-4	Year-5
1	Raw materials	486,486,000	486,486,000	486,486,000	486,486,000	486,486,000
2	Salary & wages	16,716,000	17,551,800	18,429,390	19,350,860	20,318,402
3	Stores & spares	10,262,200	10,262,200	10,262,200	10,262,200	10,262,200
4	Water, power, fuel	25,996,031	27,729,100	27,729,100	29,462,169	31,195,238
5	Repairs & maintenance	19,329,714	19,329,714	19,329,714	19,329,714	19,329,714
6	Rent, tax, insurance	6,442,095	6,442,095	6,442,095	6,442,095	6,442,095
7	Depreciation & written off	46,219,100	41,830,300	37,876,617	34,310,799	31,094,308
8	Other expenses (L.S.)	500,000	525,000	551,250	578,813	607,753
	Cost of goods sold	611,951,141	610,156,209	607,106,367	606,222,649	605,735,710

Efficiency 75% 80% 85% 85% 90%

Assumed 458,963,356 488,124,968 516,040,412 515,289,252 545,162,139

Assumption

Cost of Raw materials and supplies

Tk. In '000

	Description	Qty	Unit	Rate	Total Cost
a	LAB	13,500	MT	0	-
b	Sulfur	12,870	MT	37800	486,486,000
	Total	26,370			486,486,000

LAB is supplied free from Uniliver Bangladesh Ltd.

Average purchase price of Sulfur is 350 USD/MT

1 USD=108 BDT

For production of LABSA LAB 75%

Sulfur 11%

For Sulfuric Acid Sulfur 33%

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Annexure-10

Administrative and Selling Expenses

SL	Description	Year-1	Year-2	Year-3	Year-4	Year-5
1	Board Meeting and AGM Expenses	1,000,000	1,050,000	1,102,500	1,157,625	1,215,506
2	Administrative Salary	11,158,000	11,715,900	12,301,695	12,916,780	13,562,619
3	Postage, Telephone & IT	420,000	441,000	463,050	486,203	510,513
4	Printing & Stationary	500,000	525,000	551,250	578,813	607,753
5	Conveyance & Travelling	500,000	525,000	551,250	578,813	607,753
6	Legal & Audit fees	350,000	367,500	385,875	405,169	425,427
7	Depreciation	11,554,775	10,457,575	9,469,154	8,577,700	7,773,577
8	Advertising & Promotion	750,000	787,500	826,875	868,219	911,630
9	Miscellaneous Expenses	500,000	525,000	551,250	578,813	607,753
	Total	26,732,775	26,394,475	26,202,899	26,148,132	26,222,531

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

SCHEDULE OF FIXED ASSETS FOR THE YEAR ENDED 30TH JUNE, 2023

Annexure-11

Particulars	Cost			R A T E	Depreciation			Written Down Value as on 30.06.2023	Written Down Value as on 30.06.2022
	Opening Balance as on 01.07.2022	Addition during the year	Total Balance as at 30.06.2023		Balance as on 01.07.2022	Charge during the year	Total Balance as on 30.06.2023		
Land & Land Development	42,166,866	22,345,000	64,511,866	--	-	-	-	64,511,866	42,166,866
Building & Civil Construction	93,559,229	37,655,000	131,214,229	3.33%	23,839,097	3,575,592	27,414,689	103,799,540	69,720,132
Plant & Machinery	332,515,242	183,048,000	515,563,242	10%	129,673,758	38,588,948	168,262,706	347,300,536	202,841,484
Transport/Vehicles	14,894,945	-	14,894,945	10%	3,826,301	1,106,864	4,933,165	9,961,780	11,068,644
Furniture & Fixture	3,730,190	-	3,730,190	10%	2,003,142	172,705	2,175,847	1,554,343	1,727,048
Total	486,866,472	243,048,000	729,914,472		159,342,298	43,444,109	202,786,407	527,128,065	327,524,174

**Note:
Allocation of Depreciation**

	Amount (Tk.) 30.06.2023	Amount (Tk.) 30.06.2022
Manufacturing Overhead (80%)	34,755,288	7,585,453
Administrative Expenses (20%)	8,688,822	1,896,363
	<u>43,444,109</u>	<u>9,481,816</u>

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

SCHEDULE OF FIXED ASSETS FOR THE YEAR ENDED 30TH JUNE, 2024

Annexure - 12

Particulars	Cost			R A T E	Depreciation			Written Down Value as on 30.06.2024	Written Down Value as on 30.06.2023
	Opening Balance as on 01.07.2023	Addition during the year	Total Balance as at 30.06.2024		Balance as on 01.07.2023	Charge during the year	Total Balance as on 30.06.2024		
Land & Land Development	64,511,866	-	64,511,866	--	-	-	-	64,511,866	64,511,866
Building & Civil Construction	131,214,229	-	131,214,229	3.33%	27,414,689	3,456,525	30,871,214	100,343,015	103,799,540
Plant & Machinery	515,563,242	-	515,563,242	10%	168,262,706	34,730,054	202,992,760	312,570,482	347,300,536
Transport/Vehicles	14,894,945	-	14,894,945	10%	4,933,165	996,178	5,929,343	8,965,602	9,961,780
Furniture & Fixture	3,730,190	-	3,730,190	10%	2,175,847	155,434	2,331,281	1,398,909	1,554,343
Total	729,914,472	-	729,914,472		202,786,407	39,338,191	242,124,598	487,789,874	527,128,065

Note:

Allocation of Depreciation

	Amount (Tk.) 30.06.2024	Amount (Tk.) 30.06.2023
Manufacturing Overhead (80%)	31,470,552	34,755,287
Administrative Expenses (20%)	7,867,638	8,688,822
	<u>39,338,191</u>	<u>43,444,109</u>

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

SCHEDULE OF FIXED ASSETS FOR THE YEAR ENDED 30TH JUNE, 2025

Annexure-13

Particulars	Cost			R A T E	Depreciation			Written Down Value as on 30.06.2025	Written Down Value as on 30.06.2024
	Opening Balance as on 01.07.2024	Addition during the year	Total Balance as at 30.06.2025		Balance as on 01.07.2024	Charge during the year	Total Balance as on 30.06.2025		
Land & Land Development	64,511,866	-	64,511,866	--	-	-	-	64,511,866	64,511,866
Building & Civil Construction	131,214,229	-	131,214,229	3.33%	30,871,214	3,341,422	34,212,636	97,001,593	100,343,015
Plant & Machinery	515,563,242	50,000,000	565,563,242	10%	202,992,760	36,257,048	239,249,808	326,313,434	312,570,482
Transport/Vehicles	14,894,945	-	14,894,945	10%	5,929,343	896,560	6,825,903	8,069,042	8,965,602
Furniture & Fixture	3,730,190	-	3,730,190	10%	2,331,281	139,891	2,471,172	1,259,018	1,398,909
Total	729,914,472	50,000,000	779,914,472		242,124,598	40,634,922	282,759,520	497,154,952	487,789,874

Note:

Allocation of Depreciation

	Amount (Tk.) 30.06.2025	Amount (Tk.) 30.06.2024
Manufacturing Overhead (80%)	32,507,937	31,470,552
Administrative Expenses (20%)	8,126,984	7,867,638
	<u>40,634,922</u>	<u>39,338,191</u>

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

SCHEDULE OF FIXED ASSETS FOR THE YEAR ENDED 30TH JUNE, 2026

Annexure -14

Particulars	Cost			R A T E	Depreciation			Written Down Value as on 30.06.2026	Written Down Value as on 30.06.2025
	Opening Balance as on 01.07.2025	Addition during the year	Total Balance as at 30.06.2026		Balance as on 01.07.2025	Charge during the year	Total Balance as on 30.06.2026		
Land & Land Development	64,511,866	-	64,511,866	--	-	-	-	64,511,866	64,511,866
Building & Civil Construction	131,214,229	-	131,214,229	3.33%	34212636	3,230,153	37,442,789	93,771,440	97,001,593
Plant & Machinery	565,563,242	50,000,000	615,563,242	10%	239,249,808	37,631,343	276,881,151	338,682,091	326,313,434
Transport/Vehicles	14,894,945	-	14,894,945	10%	6,825,903	806,904	7,632,807	7,262,138	8,069,042
Furniture & Fixture	3,730,190	-	3,730,190	10%	2,471,172	125,902	2,597,074	1,133,116	1,259,018
Total	779,914,472	50,000,000	829,914,472		282,759,519	41,794,302	324,553,821	505,360,651	497,154,953

Note:

Allocation of Depreciation

	Amount (Tk.) 30.06.2026	Amount (Tk.) 30.06.2025
Manufacturing Overhead (80%)	33,435,442	32,507,937
Administrative Expenses (20%)	8,358,860	8,126,984
	<u>41,794,302</u>	<u>40,634,922</u>

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

SCHEDULE OF FIXED ASSETS FOR THE YEAR ENDED 30TH JUNE, 2027

Annexure-15

Particulars	Cost			R A T E	Depreciation			Written Down Value as on 30.06.2027	Written Down Value as on 30.06.2026
	Opening Balance as on 01.07.2026	Addition during the year	Total Balance as at 30.06.2027		Balance as on 01.07.2026	Charge during the year	Total Balance as on 30.06.2027		
Land & Land Development	64,511,866	-	64,511,866	--	-	-	-	64,511,866	64,511,866
Building & Civil Construction	131,214,229	-	131,214,229	3.33%	37442789	3,122,589	40,565,378	90,648,851	93,771,440
Plant & Machinery	615,563,242	50,000,000	665,563,242	10%	276881151	38,868,209	315,749,360	349,813,882	338,682,091
Transport/Vehicles	14,894,945	-	14,894,945	10%	7,632,807	726,214	8,359,021	6,535,924	7,262,138
Furniture & Fixture	3,730,190	-	3,730,190	10%	2,597,074	113,312	2,710,386	1,019,804	1,133,116
Total	829,914,472	50,000,000	879,914,472		324,553,821	42,830,323	367,384,144	512,530,328	505,360,651

**Note:
Allocation of Depreciation**

	Amount (Tk.) 30.06.2027	Amount (Tk.) 30.06.2026
Manufacturing Overhead (80%)	34,264,259	33,435,442
Administrative Expenses (20%)	8,566,065	8,358,860
	<u>42,830,323</u>	<u>41,794,302</u>

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XXIII)

LOCK-IN

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(c) Ordinary shares of the issuer shall be subject to lock-in, from the date of issuance of prospectus or commercial operation, whichever comes later, in the following manner:

(1) shares held by sponsors, directors and shareholders holding 10% (ten percent) or more, for 03 (three) years;

(2) in case, any existing sponsor or director of the issuer transfers any share to any person, those transferred shares, for 03 (three) years;

(3) shares allotted to any person, before 4 (four) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 01 (one) year;

(4) shares held by alternative investment funds, for 01 (one) year;

(5) shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years:

Provided that ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned above.

The following table indicates the Lock-In status of the shareholders of **RHYMER CHEMICAL INDUSTRIES LIMITED**

Sl .	Name of Shareholder	Position	No. of Share	(%)	BO ID	Date of 1st acquisition	Lock-in period*
1	Kamal Sharif	Sponsor Shareholder	26,50,000	9.464%	1605740075690102	20.05.2005	3 Yrs.
2	Mansoor Ahmed	Sponsor Shareholder	26,50,000	9.464%	1605740075690062	20.05.2005	3 Yrs.
3	Md.Monzur Alam	Sponsor Shareholder	17,75,000	6.339%	1602770000601611	20.05.2005	3 Yrs.
4	Touhudul Alam		13,75,000	4.911%	1605740075172896	20.8.2022	3 Yrs
5	Salman Sharif	Shareholder	22,50,000	8.036%	1605740075689925	16.4.2011	3 Yrs.
6	M.A Shakib Noor	Shareholder	22,50,000	8.036%	1605740075689877	16.4.2011	3 Yrs.
7	Md.Anowarul Azim	Shareholder	30,000	0.107%	1204230000157674	3.11.2012	1 Yrs.
8	Ashraful Alam	Shareholder	20,000	0.071%	1201910019469031	3.11.2012	1 Yrs.
9	Rebeka Sultana	Shareholder	50,000	0.179%	1203880035966311	3.11.2012	1 Yrs.
10	Mohammad Shamim Miah	Shareholder	40,000	0.143%	1201510040796045	3.11.2012	1 Yrs.
11	Md Mahbubur Rahman	Shareholder	50,000	0.179%	1204380004927636	3.11.2012	1 Yrs.
12	Md.Tipu Sikder	Shareholder	25,000	0.089%	1202680002529597	3.11.2012	1 Yrs.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

13	A.K.M Nazmul Haque	Shareholder	125,000	0.446%	1201830004417946	3.11.2012	1 Yrs.
14	Md.Anamul Haque	Shareholder	20,000	0.071%	120240000451528	3.11.2012	1 Yrs.
15	R.Y Shamsher	Shareholder	2,50,000	0.893%	1202830045545913	3.11.2012	1 Yrs.
16	UNICAP Investments Limited (Investors Account)	Shareholder	49,20,0000	17.57%	1605740053874191	3.11.2012	1 Yrs.
17	Union Capital Ltd	Shareholder	10,00,000	3.571%	1605740060984302	3.11.2012	1 Yrs.
18	Shahana Akhter	Shareholder	49,00,000	17.500%	1605740075689968	13.3.2017	3 Yrs.
19	Rashique Ramiz	Shareholder	10,62,500	3.795%	1605740075694989	4.2.2021	1 year
20	Reyan Ferdous	Shareholder	11,87,500	4.241%	1605740075695113	4.2.2021	1 year
21	Abaci Investment Limited (MDA)	Shareholder	7,00,000	2.5%	1602770045524684	3.11.2012	1 Yrs.
22	Abaci Investment Limited	Shareholder	5,00,000	1.786%	1602770003383900	3.11.2012	1 Yrs.
23	The Finery Limited	Shareholder	1,70,000	0.607%	1605740053874191	8.20.2021	1 year

***Note: Lock-in Period starts from the first day of trading i.e.....**

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XXIV)

MARKETS FOR THE SECURITIES BEING OFFERED

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Stock Exchanges:

The issuer shall apply to all the relevant exchanges in Bangladesh within seven working days from the date of consent for public offer accorded by the Commission.



Dhaka Stock Exchange Limited (DSE)

9/F, Motijheel C/A, Dhaka-1000; and



Chittagong Stock Exchange Limited (CSE)

CSE Building, 1080 Sheikh Mujib Road, Chittagong.

Declaration about Listing of Shares with Stock Exchanges:

None of the Stock Exchanges, if for any reason, grant listing within 75 days from the closure of subscription, any allotment in terms of this prospectus shall be void and the Company shall refund the subscription money within fifteen days from the date of refusal for listing by the stock exchange, or from the date of expiry of the said 75 (seventy-five) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid fifteen days, the Company directors, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) per month above the bank rate, to the subscribers concerned.

The issue managers, in addition to the issuer Company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within seven days of expiry of the aforesaid fifteen days' time period allowed for refund of the subscription money.

Trading and Settlement;

Trading and Settlement Regulation of the stock exchanges will apply in respect of trading and settlement of the shares of the Company.

THE ISSUE SHALL BE PLACED IN “N” CATEGORY

CHAPTER (XXV)

DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

All types of securities outstanding or being offered with date or proposed date of such issue and to whom those are offered, number of securities and issue or offer price along with the following information:

(a) Dividend, voting and preemption rights;

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

(b) Conversion and liquidation rights;

In terms of provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

(c) Dividend policy;

- i. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively.
- ii. No large dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net profit of the Company shall be conclusive.
- iii. No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- iv. The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.
- v. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- vi. No limitation in payment of dividend is stipulated in any debt instrument or otherwise.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(d) Other rights of the securities holders;

In terms of the provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law & International Accounting Standard. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and International Accounting Standard to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statement and reports, audited as well as un audited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition extra ordinary General Meeting of the company as provided for the section 84 of the Companies Act 1994.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XXVI)

FINANCIAL STATEMENTS

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

AUDITORS' REPORT & AUDITED FINANCIAL STATEMENTS
OF
RHYMER CHEMICAL INDUSTRIES LIMITED
FOR THE YEAR ENDED 30 JUNE 2022

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(a)

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এ, হক এন্ড কোং

A. HOQUE & CO.

CHARTERED ACCOUNTANTS

KHAN MANSION, 5TH FLOOR,
107, MOTIJHEEL C/A, DHAKA-1000.
Tel.: +880-2223382786. 9564295

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF RHYMER CHEMICAL INDUSTRIES LTD.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Rhymer Chemical Industries Ltd. which comprise the Statement of Financial Position as at 30th June, 2022 and the related Statement of Profit or Loss and Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year ended 30th June, 2022 and notes to the Financial Statements including a Summary of Significant Accounting Policies and other explanatory information as disclosed in notes 1 to 49 and Annexure -A.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 30th June, 2022 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements of the International *Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code)* together with the ethical requirements that are relevant to our audit of the financial statements in jurisdiction and we have fulfilled our other ethical responsibilities in accordance with these

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requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatements of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key Audit Matters	How our audit addressed the key audit matters
<p>Revenue</p> <p>The Company has reported a revenue of Taka 130,914,210 for the year ended 30th June, 2022.</p> <p>Following the application of the Revenue Recognition Standard (IFRS 15, Revenue from Contracts with Customers), the Company adopted in its accounting policies.</p>	<p>Our procedures included obtaining an understanding of management's revenue recognition process, we tested a sample of transactions to verify whether the revenue was accounted for in accordance with the revenue accounting policy as disclosed in note 3.03 and 11.00 of the financial statements. In addition, we assessed whether the disclosed revenue accounting policy was in accordance with relevant accounting standards.</p>

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Key Audit Matters	How our audit addressed the key audit matters
<p>Under IFRS 15 revenue is recognized when a performance obligation is satisfied by transferring control over a promised good or service to a customer.</p> <p>Goods are considered as transferred when (or as) the customer obtains control of that goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).</p> <p>The sales of the company are derived from a large number of distributors located over the country with relatively small amount of transactions. As a result, to obtain sufficient audit evidence, high magnitude of audit work and resource are required.</p> <p>We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Company and therefore there is an inherent risk of manipulation of the timing of recognition of</p>	<p>For the revenue recognized throughout the year, we tested selected key controls, including results reviews by management, for their operating effectiveness and performed procedures to gain sufficient audit evidence on the accuracy of the accounting for customer contracts and related financial statement captions.</p> <p>With regard to the implementation of IFRS 15 we verified management's conclusion on assessing different types of contracts and the accuracy of the revised accounting policies in light of the industry specific circumstances and our understanding of the business. We tested the appropriateness of the accounting treatment on a sample basis. In addition, we verified the accuracy of IFRS 15 related disclosures.</p> <p>These procedures included reading significant new contracts to understand the terms and conditions and their impact on revenue recognition. We performed enquiries with management to understand their risk assessments and inspected meeting minutes to identify relevant changes in their assessments and estimates.</p> <p>Our audit approach was a combination of test of</p>

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<p>revenue by management to meet specific targets or expectations.</p> <p>We focused on the proper cut-off of sales to the Company's customers due to the fact that the documents of confirmation of dispatch of goods were provided by numerous transporting agencies based on different locations. There is a risk of differences between the timing of invoicing of products and the dispatch of the products to the company distributors. Accordingly, there could be potential misstatements that these revenue transactions are not recognized in the proper reporting periods.</p>	<p>internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none">◆ Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.◆ We conducted substantive testing of revenue recorded over the year using sampling techniques by examining the relevant supporting documents including sales invoices and depot wise sales bank reconciliation report, bank statement and also, we confirmed selected customers' receivable balances at the balance sheet date, selected on a sample basis by considering the amount outstanding with those customers.◆ We specifically put emphasis on those transactions occurring close before or after the balance sheet date to obtain sufficient evidence over the accuracy of cut-off.◆ We tested the completeness of journal entries compared to financial statements; as well as if there any exception existed that the debit accounts of sales recognition were not related to cash and
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পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

	bank, trade receivable or advances from customers.
Revenue	How our audit addressed the key audit matters
See note no. 3.03 and 11.00 to the financial statements	<ul style="list-style-type: none"> ◆ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.
Valuation of Inventory	How our audit addressed the key audit matters
<p>The Company had inventory of Taka 198,103,188 at 30th June, 2022.</p> <p>Inventories consisting of raw materials, work in process, packing materials, stock in transit, spare parts and finished goods are valued at lower of cost and net realizable value. Cost of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.</p> <p>Cost of inventories is determined by using the weighted average cost formula. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying amount of inventories to the lower of cost and net realizable value.</p>	<p>We tested the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by:</p> <ul style="list-style-type: none"> ◆ evaluating the design and implementation of key inventory controls operating across the company, including those at a sample of, factory production house, warehouse, and sales depots; ◆ evaluating internal controls to monitor or keep track of Inventory Movement; ◆ attending inventory count on 30th June, 2022 and reconciling the count results to the inventory listing to test the completeness of data; ◆ comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories; ◆ reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

<p>Net realizable value is based on estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.</p> <p>See note no. 3.02 and 6.02 to the financial statements</p>	<p>during the year;</p> <ul style="list-style-type: none"> ◆ challenging the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow moving/obsolete stock are valid and complete; ◆ evaluating the correctness of the batch wise costing of final products; ◆ evaluating the correctness of the valuation of raw materials and packing material as per weighted average method; ◆ reviewing the calculation of standard labour hours and their regular comparison with actual labour hours of production; and reviewing the process of valuing work-in-process;
<p>Current Tax Provisioning</p>	<p>How our audit addressed the key audit matters</p>
<p>At the year end the company reported total income tax expense (Current Tax) of BDT. 8,889,967. The opening balance of provision for tax amounting to Tk. 59,109,433 and provision made during the year under audit is Tk. 8,899,967 and thus the total liability for provision for tax Tk. 68,009,400.</p>	<p>Our audit procedure in this area included, among others:</p> <p>Use of own tax specialist to assess the company's tax computation. Our tax specialists were also taking into account the company's tax position and our knowledge and experience of the application of relevant tax legislation.</p>

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

<p>The calculation of the tax expense is a complex process that involves subjective judgments and uncertainties and require specific knowledge and competencies.</p> <p>We have determined this to be a key audit matter, due to the complexity in income tax provisioning.</p>	<p>To analysis and challenge the assumption used to determine tax provision based on our knowledge and experience of the application of the local legislation.</p> <p>Evaluating the adequacy of the financial statement disclosure, including disclosure of key assumption judgments and sensitive related to tax.</p>
<p>Current Tax Provisioning</p>	<p>How our audit addressed the key audit matters</p>
<p>Please, see note no. 3.08 and 10.06 to the financial statements.</p>	
<p>Measurement Deferred Tax Liability</p>	<p>How our Audit Addressed the Key Audit Matters</p>
<p>The Company reported net deferred tax liability totalling Tk. 9,274,663 as at 30th June, 2022. Significant judgment is required in relation to deferred tax liability as their liability is dependent on forecasts of future profitability over a number of years.</p> <p>Please, see note no. 3.08 and 9.02 to the financial statements.</p>	<p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of Deferred Tax Assets and Liabilities and the assumptions used in estimating the future taxable expense of the company.</p> <p>We also assessed the completeness and accuracy of the data used for the estimations of future taxable expense/income.</p> <p>We evaluated the reasonableness of key assumptions, timing of reversal of temporary differences and expiration of tax loss carry forwards, recognition and</p>

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	<p>measurement of Deferred Tax Liability.</p> <p>We assessed the adequacy of the company's disclosures setting out the basis of deferred tax liability balances and the level of estimation involved.</p> <p>We also assisted in evaluating the tax implications, the reasonableness of estimates and calculations determined by management.</p> <p>Finally assessed the appropriateness and presentation of disclosures against IAS 12 Income Tax.</p>
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Other Information

Management is responsible for the other information. The other information comprises all the information in the Annual Report other than the financial statements and our auditors' report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

After going through the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and those charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of Financial Statements in accordance with IFRS's as explain in note 2 & 3 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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The Companies Act, 1994 require the management to ensure effective internal audit, internal control and risk management functions of the Company.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations or has not realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ✦ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ✦ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- ⤴ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ⤴ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ⤴ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Report on Other Legal and Regulatory Requirements:

In accordance with the Companies Act, 1994, International Standards on Auditing (ISAs) and the Securities and Exchange Rules, 2020, we also report that:

- (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- (b) 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 adequate for the purposes of our audit;
- (c) the company's Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income dealt with by the report are in agreement with the books of account.
- (d) the expenditure incurred for the purposes of the company's business.

Sd/-

Dated : 04.09.2022

(A.K.M Aminul Hoque, FCA)

Place : Dhaka, Bangladesh

Enrolment No. 407

DVC-2209040407AS492164

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

A. HOQUE & CO.

CHARTERED ACCOUNTANTS

RHYMER CHEMICAL INDUSTRIES LTD.
STATEMENT OF FINANCIAL POSITION AS ON 30TH JUNE, 2022

	Notes	Balance as at 30.06.2022	Balance as at 30.06.2021
Property and Assets			
Assets			
Non-Current Assets:	5.00	516,914,230	533,939,938
Property, Plant and Equipment	5.01	433,294,808	433,259,330
Capital Work-in-Progress	5.02	77,565,289	97,410,143
Investment in Shares	5.03	2,639,156	2,640,004
Receivables-Non-Current Maturity	5.04	251,082	630,461
Right Use of Assets	5.05	3,163,895	-
Current Assets:	6.00	288,162,908	249,408,797
Inventories	6.01	198,103,188	185,776,545
Receivables-Current Maturity	6.02	11,773,126	5,674,148
VAT Receivable	6.03	86,546	86,546
Advances, Deposits and Pre-payments	6.04	76,260,965	57,130,741
Cash and Cash Equivalents	6.05	1,939,082	740,817
Total Property and Assets		805,077,138	783,348,735
Shareholders' Equity and Liabilities:			
Authorized Share Capital			
100,000,000 Ordinary Shares of Tk. 10/-each.	7.00	1,000,000,000	1,000,000,000
Shareholders' Equity:	8.00	650,437,075	612,353,598
Share Capital	8.01	280,000,000	280,000,000
Revaluation Surplus	8.02	105,770,634	105,770,634
Interest Waved Amount	8.03	-	-
Retained Earnings	8.04	264,666,441	226,582,964
Non-Current Liabilities:	9.00	18,115,914	44,963,683
Long Term Loan	9.01	6,943,251	39,334,497
Deferred Tax Liability	9.02	9,274,663	5,629,186
Lease Liability	9.03	1,898,000	-
Current Liabilities & Provisions:	10.00	136,524,148	126,031,454
Short Term Loan	10.01	50,886,999	58,484,947
Account Payables	10.02	6,503,510	2,183,942
Liability for Expenses	10.03	4,832,217	2,695,924
Reserve for Unrealised Gain/(Loss) on Own Portfolio	10.04	900,258	706,571
Provision for WPPF	10.05	5,354,139	2,813,011
Provision for Income Tax	10.06	68,009,401	59,109,433
Unclaimed Dividend Account	10.07	37,625	37,625
Total Shareholders' Equity and Liabilities		805,077,137	783,348,735
Net Assets Value per Share (NAVPS)	17.00	23.23	21.87

The annexed notes from 1 to 49 and Annexure-A form an integral part of these financial statements

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

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Sd/-
Director

Sd/-
Managing Director

Dated: 04.09.2022
Place: Dhaka, Bangladesh

Sd/-
(A. K. M. Aminul Hoque, FCA)
Enrolment No. 407
DVC-2209040407AS492164
A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

A. HOQUE & CO.

CHARTERED ACCOUNTANTS

**RHYMER CHEMICAL INDUSTRIES LTD.
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30TH JUNE, 2022**

Particulars	Notes	Amount (Tk.)	Amount (Tk.)
		30.06.2022	30.06.2021
Sales (Revenue)	11.00	130,914,210	133,123,654
Less: Cost of Goods Sold	12.00	68,403,043	69,863,982
Gross Profit (A)		62,511,166	63,259,672
Less: Operating Expenses:			
Administrative, Selling and Distribution Expenses	13.00	10,711,094	4,887,379
Total Operating Expenses (B)		10,711,094	4,887,379
Operating Profit / (Loss) (C) = (A-B)		51,800,072	58,372,293
Add: Non-Operating Income:			
Dividend Income		49,566	259,216
Realized Profit/(Loss) on Shares		18,905	35,986
Other Income	14.00	1,848,040	553,561
Total Non-Operating Income (D)		1,916,511	848,763
Less: Non-Operating Expenses			
Financial Expenses	15.00	352,846	179,505
Total Non-Operating Expenses (E)		352,846	179,505
Net Profit before Contribution to WPPF (F)=(C+D-E)		53,363,737	59,041,551
Less: Contribution to WPPF (G)		2,541,128	2,813,011
Net Profit before Tax (H) = (F-G)		50,822,609	56,228,540
Less: Income Tax Expenses			
Current Tax Expense	16.00	8,899,967	10,556,818
Deferred Tax (Income)/Expense	9.02.1	3,645,478	580,591
Total Income Tax Expenses (I)		12,545,445	11,137,409
Profit after Tax attributable to Equity Holders (J)=(H-I)		38,277,164	45,091,131
Other Comprehensive Income/(Loss) for the period:			
Unrealized Gain/(Loss) on Own Portfolio	10.04	(193,687)	967,598
Total Investment Valuation Surplus in Share (K)		(193,687)	967,598
Total Comprehensive Income/(Loss) for the period (L)=(J+K)		38,083,478	46,058,730
Earnings per Share (EPS)	18.00	1.37	1.61

The annexed notes from 1 to 49 and Annexure-A form an integral part of these financial statements

This is the Statement of Profit or Loss and Other Comprehensive Income referred to in our separate report of even date annexed

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Sd/-
Director

Sd/-
Managing Director

Dated: 04.09.2022
Place: Dhaka, Bangladesh

Sd/-
(A.K.M Aminul Hoque, FCA)
Enrolment No. 407
DVC-2209040407AS492164

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Rhymer Chemical Industries Ltd Page: 294

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A. HOQUE & CO.
CHARTERED ACCOUNTANTS

RHYMER CHEMICAL INDUSTRIES LTD.

STATEMENT OF CHANGES IN EQUITY AS ON 30TH JUNE, 2022

Particulars	Share Capital	Revaluation Surplus	Interest Waved Amount	Retained Earnings	Total Shareholder Equity
Balance as on 1st July, 2021	280,000,000	105,770,634	-	226,582,965	612,353,599
Prior year interest waved amount	-	-	-	-	-
Interest Waved Amount transfer from Retained Earnings	-	-	-	-	-
Net Profit after Tax	-	-	-	38,083,478	38,083,478
Balance as on 30th June, 2022	280,000,000	105,770,634	-	264,666,443	650,437,077
Balance as on 1s July, 2020	280,000,000	105,770,634	9,774,511	170,749,724	566,294,869
Prior years interest waved amount	-	-	-	-	-
Interest Waved Amount transfer from Retained Earnings	-	-	(9,774,511)	9,774,511	-
Net Profit after Tax	-	-	-	46,058,730	46,058,730
Balance as on 30th June, 2021	280,000,000	105,770,634	-	226,582,965	612,353,599

The annexed notes from 1 to 49 and Annexure -A form an integral part of these financial statements.

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

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Sd/-
Director

Sd/-
Managing Director

Dated: 04.09.2022
Place: Dhaka, Bangladesh

Sd/-
(A.K.M Aminul Hoque, FCA)
Enrolment No. 407
DVC-2209040407AS492164
A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

A. HOQUE & CO.
CHARTERED ACCOUNTANTS

RHYMER CHEMICAL INDUSTRIES LTD.
STATEMENT OF CASH FLOWS AS ON 30TH JUNE, 2022

	Note	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
A) Cash Flows from Operating Activities:			
Cash Received from Customers	21.00	125,194,611	140,473,810
Cash Paid to Suppliers & Others	22.00	(66,208,092)	(127,235,542)
Cash Paid to Employees & Others	23.00	(7,109,385)	(3,151,759)
Cash Paid to Advance, Deposits & Pre-payments		(19,130,224)	(8,385,360)
Cash Generated from Operating Activities		32,746,910	1,701,149
Dividend Income		49,566	259,216
Realized Gain/(Loss) on Shares		18,905	35,986
Other Income		1,848,040	553,561
Unclaimed Divident Account		-	-
		1,916,511	848,763
Net Cash Generated/(Used) from Operating Activities		34,663,421	2,549,911
B) Cash Flows from Investing Activities:			
Purchase Non-Current Assets		(12,968,816)	(66,421,215)
Capital Work-in-Progress		19,844,854	89,093,690
Investment in Shares		848	914,419
Revaluation Surplus		-	-
Net Cash used in Investing Activities		6,876,886	23,586,894
C) Cash Flows from Financing Activities:			
Financial Expenses		(352,846)	(179,505)
Interest Waved Amount		-	-
Increase/(Decrease) in Long Term Loan		(32,391,246)	(48,523,078)
Increase/(Decrease) in Short Term Loan		(7,597,948)	(9,136,583)
Net Cash from/(used in) Financing Activities		(40,342,041)	(57,839,166)
D) Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		1,198,265	(31,702,361)
E) Cash and Cash Equivalents at beginning of the year		740,817	32,443,178
F) Cash and Cash Equivalents at end of the year		1,939,082	740,817
Net Operating Cash Flows Per Share (NOCFPS)	20.00	1.24	0.08

The annexed notes from 1 to 49 and Annexure -A form an integral part of these financial statements.

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

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Sd/-
Director

Sd/-
Managing Director

Dated: 04.09.2022
Place: Dhaka, Bangladesh

Sd/-

(A.K.M Aminul Hoque, FCA)
Enrolment No. 407
Rhymer Chemical Industries Ltd
A. Hoque & Co.
Chartered Accountants

RHYMER CHEMICAL INDUSTRIES LTD.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE, 2022
FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS**

1.00 Reporting Entity

1.01 Company Profile

The Rhymer Chemical Industries Ltd. was incorporated in Bangladesh as a Private Company liability is Limited by Shares under the Companies Act, 1994 vide Registration No. C-53815(480)/2004 dated on 07.08.2004 and subsequently it was converted into a Public limited company on 10.05.2011 and duly approved by RJSC.

The Registered office of the Company is located at Village: Kashore, Post Office: Hobirbari Bazar, Police Station: Valuka, District: Mymensingh.

1.02 Other Corporate Information

(i) Trade License: 134, dated 23.08.2021

(ii) e-TIN No.: 544635560282, dated 10.11.2021

(iii) VAT Registration No.: 000251861-0103, dated 06.06.2017

1.03 Nature of Business

The main objectives of the Company are to carry on the business of manufacturing, trade & supply of linear alkyl benzene sulphonic acid (LABSA) as well as to enter into fast growing detergent industries and market in local market by providing superior quality products.

1.04 Structure, Content and Presentation of Financial Statements

The presentation of these financial statements is in accordance with the guidelines provided by IAS 1: Presentation of financial statements. The financial statements comprise of:

- ☞ Statement of Financial Position as at 30th June, 2022;
- ☞ Statement of Profit or Loss and Other Comprehensive Income for the year ended 30th June, 2022;
- ☞ Statement of Changes in Equity for the year ended 30th June, 2022;
- ☞ Statement of Cash Flows for the year ended 30th June, 2022;
- ☞ Notes comprising summary of significant accounting policies and other explanatory information.

1.05 Operating Segments

No operating segment is applicable for the Company as required by **IFRS 8**: Operating Segments as the Company has only one operating segments and the operation of Company is within the geographical territory in Bangladesh.

2.00 Basis of Preparation of Financial Statements

2.01 Statement of Compliance

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The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Accounting Standard (IAS) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), the Companies Act, 1994, Securities and Exchange Rules, 2020 and other relevant laws as applicable.

a. Other Regulatory Compliances

The Company is also required to comply with the following major legal provisions in addition to Companies Act, 1994 and other applicable laws and regulations: The Income Tax Ordinance, 1984;

The Income Tax Rules, 1984;

The Value Added Tax Act and Supplementary Duty Act, 2012;

The Value Added Tax Rules, 2016;

The Customs Act, 1969;

The Stamp Act, 1899;

The Bangladesh Securities and Exchange Commission Act, 1993;

The Securities and Exchange Rules, 2020;

The Securities and Exchange Ordinance, 1969;

Bangladesh Labour Act, 2006 (as amended to 2018);

2.03 Compliance with Financial Reporting Standards as applicable in Bangladesh

As per para-14(2) of the Securities & Exchange Rule, 2020 the Company has followed International Accounting Standards (IAS's) and International Financial Reporting Standards (IFRS's) as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) in preparing the financial statements.

Sl. No.	IAS No.	IAS Title	Compliance Status
1	1	Presentation of Financial Statements	Complied
2	2	Inventories	Complied
3	7	Statement of Cash Flows	Complied
4	8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
5	10	Events after the Reporting Period	Complied
6	11	Construction Contracts	N/A
7	12	Income Taxes	Complied
8	16	Property, Plant and Equipment	Complied
9	19	Employee Benefits	Complied
10	20	Accounting for Govt. Grants and Disclosure of Govt. Assistance	N/A
11	21	The Effects of Changes in Foreign Exchange Rates	N/A
12	23	Borrowing Costs	Complied
13	24	Related Party Disclosures	Complied

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14	26	Accounting and Reporting by Retirement Benefit Plan	N/A
15	27	Separate Financial Statements	N/A
16	28	Investment in Associated and Joint Venture	N/A
17	29	Financial Reporting in Hyperinflationary Economics	N/A
18	31	Interest in Joint Ventures	N/A
19	32	Financial Instruments : Presentation	Complied
20	33	Earnings per Share	Complied
21	34	Interim Financial Reporting	N/A
22	36	Impairment of Assets	Complied
23	37	Provisions, Contingent Liabilities and Contingent Assets	N/A
24	38	Intangible Assets	N/A
25	39	Investment in Shares	Complied
26	40	Investment Property	N/A
27	41	Agriculture	N/A

Sl. No.	IFRS No.	IFRS Title	Compliance Status
1	1	First-time adoption of International Financial Reporting Standards	Complied
2	2	Share based Payment	N/A
3	3	Business Combinations	N/A
4	4	Insurance Contracts	N/A
5	5	Non-current Assets held for Sale and Discontinued Operations	N/A
6	6	Exploration for and Evaluation of Mineral Resources	N/A
7	7	Financial Instruments : Disclosures	Complied
8	8	Operating Segments	Complied
9	9	Financial Instrument	Complied
10	10	Consolidated Financial Statements	N/A
11	11	Joint Arrangements	N/A

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12	12	Disclosure of Interests in Other Entities	Complied
13	13	Fair Value Measurement	Complied
14	14	Regulatory Deferral Accounts	N/A
15	15	Revenue from Contracts with Customers	Complied
16	16	Leases	N/A

2.04 **Basis of Measurement**

The financial statements have been prepared based on the accrual basis of accounting and prepare under the historical cost convention except for the revaluation of certain non-current assets which are stated either at revaluated amount or fair market value as explained in the accompanying notes.

2.05 **Accrual basis of Accounting**

The Company prepares its financial statements, except for cash flow information, using the accrual basis of accounting. Since the accrual basis of accounting is used, the company recognizes items as assets, liabilities, equity, income and expenses (the elements of financial statements) when they satisfy the definitions and recognition criteria for those elements in the IFRS conceptual Framework.

2.06 **Functional and Presentation Currency**

Functional and presentation currency items included in these financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka ("BDT") which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest BDT except otherwise indicated.

2.07 **Key Accounting Estimates and Judgments in Applying Accounting Policies**

The preparation of financial statements in conformity with International Financial Reporting Standards including IAS's requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and for contingent assets and liabilities that require disclosure during and at the date of the financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions of accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected as required by IAS 8: "Accounting Policies, Changes in Accounting Estimates and Errors".

In particular, the key areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include accrued expenses, inventory valuation and other payables.

2.08 **Materiality, Aggregation and Off Setting**

Each material item as considered by management significant has been displayed separately in the financial statements. No amount has been set off unless the Company has legal right to set off the amounts and intends to settle on net basis. Income and expenses are presented on a net basis only

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when permitted by the relevant accounting standards. The values of assets or liabilities as shown in the statement of financial position are not off-set by way of deduction from another liability or asset unless there exist a legal right therefore. No such incident existed during the year.

2.09 **Going Concern Assumption**

The financial statements are prepared on the basis of going concern assumption. As per management assessment there is no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

2.10 **Comparative Information**

Comparative information has been disclosed in respect of 2020-2021 in accordance with IAS-1 "Presentation of Financial Statements" for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current periods of financial statements. Prior year figure has been re-arranged wherever considered necessary to ensure comparability with the current period.

2.11 **Changes in Accounting Policies**

There have been no changes in accounting policies. All policies were consistent with the practices of the previous years.

2.12 **Events after the Reporting Period**

Where necessary all the material events after the reporting period have been considered and appropriate adjustment/disclosure have been made in the financial statements.

2.13 **Responsibility for Preparation and Presentation of Financial Statements**

The Board of Directors is responsible for the preparation and presentation of the financial statements as per requirements of Companies Act, 1994.

2.14 **Reporting Period**

The reporting period of the Company covers one year from 1st day of July, 2021 to 30th June, 2022.

2.15 **Approval of Financial Statements**

The financial statements have been approved by the Board of Directors on the 4th day of September, 2022.

3.00 **Significant Accounting Principles and Policies selected and applied for significant transactions and events are depicted below:**

For significant transactions and events that have material effect, the Company's Directors selected and applied significant accounting principles and policies within the framework of IAS1 : Presentation of Financial Statements in preparation and presentation of financial statements that have been consistently applied throughout the year and were also consistent with those use in earlier years.

For proper understanding of the financial statements, accounting policies set out below in one place as prescribed by the IAS 1 : Presentation of Financial Statements:

Assets and Basis of their Valuation

3.01 **Property, Plant and Equipment**

3.01.1 **Recognition and Measurements**

These are capitalized at cost of acquisition and subsequently stated at cost less accumulated depreciation in compliance with the benchmark treatment of *IAS 16 "Property, Plant and Equipment"*. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

In a situation where it can clearly be demonstrated that expenditure has resulted in an increase in future economic benefit expected to be obtained from the use of the fixed assets, the expenditure is capitalized as an additional cost of the assets.

Expenses as capitalized included applicable "Borrowing Costs" in compliance with the provisions of Companies Act, 1994 and IAS 23: Borrowing Costs.

Cost also includes initial estimate of the costs of dismantling, removing the item and restoring this site (generally called asset retirement obligation) are recognized and measured in accordance with IAS 37: Provision, Contingent Liabilities and Contingent Assets.

On retirement or otherwise disposal of fixed assets, the cost and accumulated depreciation are eliminated and any gain or loss on such disposal is reflected in the statement of comprehensive income which is determined with reference to the net book value of assets and the net sales proceeds.

3.01.2 **Maintenance Activities**

Expenditure incurred after the assets have been put into operation, such as repairs & maintenance is normally charged off as revenue expenditure in the year in which it is incurred.

3.01.3 **Subsequent Cost**

The Cost of replacing part of an item of property, plant & equipment is recognized in the carrying amount of the item if it is possible that the future economic benefits embodied within the part will flow to the company and its cost measured reliably. The cost of the day to day servicing of property and equipment are recognized in the Statement of Profit or Loss and Other Comprehensive Income as repairs and maintenance where it is incurred.

3.01.4 **Depreciation on Tangible Fixed Assets**

As required in Paragraph 43 of IAS-16 Property and Equipment, depreciation in respect of all fixed assets is provided to amortize the cost of the assets after commissioning, over their expected useful economic lives in accordance with the provision of IAS 16 "Property, Plant and Equipment".

Depreciation on all other fixed assets is computed using diminishing balance method in amount sufficient to write-off depreciable assets over their estimated useful life. Depreciation has been charged on additions and when it is used. Expenditure for maintenance and repairs are expenses; major replacements, renewals and betterment are capitalized.

The cost and accumulated depreciation of depreciable assets retired or otherwise disposed off are eliminated from the assets and accumulated depreciation and any gain or loss on such disposal is reflected in the comprehensive income statement for the year ended. The annual depreciation rates applicable to the principal categories are:

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<u>Category of Fixed Assets</u>	<u>Rate of Depreciation</u>
Land & Land Development	0%
Building	3.33%
Furniture & Fixture	10%
Motor Vehicle	10%
Machinery & Equipment	10%

Depreciation has been allocated in the following manner:

Cost of goods sold	85%
Administrative Expenses	15%

3.01.5 **Impairment**

The carrying amounts of entity's non-financial assets, other than inventories and deferred tax assets (considered as disclosed separately under respective accounting standards), are reviewed at each reporting date to determine whether there is any indication of impairment, if any such indication exists, the assets' recoverable amounts are estimated. However, no such conditions that might be suggestive of a heightened risk of impairment of assets existed at the reporting date.

An impairment loss is recognized through the statement of comprehensive income whenever the carrying amount of an asset exceeds its recoverable amount.

The recoverable amount of an asset is calculated as the present value of estimated future cash flows, that will be generated using that asset, discounted at an appropriate rate.

Impairment indicators comprise:

- reduced earnings compared to expected future outcome.
- material negative development trends in the sector or the economy in which the company operates; - damage to the asset or changed use of asset.

3.01.6 **Disposal of Property, Plant and Equipment**

An item of Property, Plant and Equipment is removed from the statement of financial position when it is disposed off or when no future economic benefits are expected from its use or disposal. The gain or loss on the disposal of an item of Property, Plant and Equipment is included in the statement of income of the period in which the de-recognition occurs.

3.02 **Inventories**

Inventories consisting of raw materials, work-in-process, finished goods, packing material, stock in transit and spare parts are valued at a lower of cost and net realizable value, Cost of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Cost of inventories is determined

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by using the weighted average cost formula. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying amount of inventories to the lower of cost and net realizable value. Net realizable value is best on estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

<u>Category of Inventories</u>	<u>Basis of Valuation</u>
Raw Materials	Weighted Average Cost Method
Work-in-Progress	Weighted Average Cost Method
Finished Goods	Weighted Average Cost Method
Packing Materials	Weighted Average Cost Method

3.03 **Revenue Recognition**

In compliance with the requirements of IFRS 15 "Revenue" is recognized to the extent that it is probable that the economic benefits will flow to the entity. Revenue is measured at the fair value of the amount of consideration to which the company express to be entitled to, including variable consideration, if any to the extent that it is highly probable that a significant reversal will not occurred.

The Company recognizes as revenue the amount that reflects the consideration to which the Company expects to be entitled in exchange for goods or services when (or as) it transfers control to the customer. To achieve that core principle, this standard establishes a five-step model as follows:

- ♦ Identify the contract with a customer;
- ♦ Identify the performance obligations in the contract;
- ♦ Determine the transaction price;
- ♦ Allocate the transaction price to the performance obligations in the contract; and
- ♦ Recognize revenue when (or as) the entity satisfies a performance obligation.

Considering the five steps model, the company recognizes revenue when (or as) the Company satisfies a performance obligation by transferring a promised goods to a customer. Goods is considered as transferred when (or as) the customer obtains control of that goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).

Sale of Goods

Revenue from the sale of goods is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

(b) **Profit on Bank Deposits**

Profit on bank deposits have been accounted on accrual basis.

(a) **Other Revenues**

Other revenues are recognized when services are rendered and bank interests are earned.

3.04 **Financial Assets & Liabilities and Basis of their Valuation**

3.04.1 **Financial Instruments**

A financial instrument in any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.04.2 **Financial Assets**

The company initially recognises a financial asset in its statement of financial position, when, and only when, the entity becomes a party to the contractual provisions of the instrument.

The company derecognises a financial asset when the contractual rights or probabilities of receiving the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

An entity shall classify financial assets as subsequently measured at amortized cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL) on the basis of both in pursuance of provision 4.1 classification of financial assets under IFRS 9:

- (a) the entity's business model for managing the financial assets; and
- (b) the contractual cash flow characteristics of the financial assets.

3.04.3 **Financial Assets measured at amortized cost**

The asset is measured at the amount recognized at initial recognition minus principal repayments, plus or minus the cumulative amortization of any difference between that initial amount and the maturity amount, and any loss allowance. Interest income is calculated using the effective interest method and is recognized in profit and loss. Changes in fair value are recognized in profit and loss when the asset is derecognized or reclassified.

3.04.4 **Financial Assets measured at fair value through other comprehensive income**

A financial asset shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- (a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows solely payments of principal and interest on the principal amount outstanding.

3.04.5 **Financial Assets measured at fair value through profit or loss**

A financial asset is classified as at fair value through profit or loss if it is classified as held for trading or is designated as such on initial recognition. Financial assets are designated as at fair value through profit or loss if the Company manages such investment and makes purchase or sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Attributable transactions costs are recognized in profit and loss as incurred. Financial assets at fair value through profit or loss are measured at fair value and changes therein which take into account and dividend income are recognized in profit or loss.

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Financial asset includes Receivables-Current Maturity, Advances, Deposits & Pre-payments, Cash and Cash Equivalents.

(a) **Receivables-Current Maturity**

Trade receivables represent the amounts due from customers for delivering goods or rendering services. Trade and other receivables are initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less impairment losses due to non-collectability of any amount so recognized.

(b) **Advance, Deposits and Pre-payments**

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition, prepayments are carried at cost less charges to profit & loss account.

c) Cash and Cash Equivalents

Cash and cash equivalents comprises cash in hand, cash at bank and fixed deposits having maturity of less than three months which are available for use by the company without any restriction.

3.04.6 Financial Liability

A financial liability is recognized when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the company of resources embodying economic benefits. The company initially recognises financial liabilities on the transaction date at which the company becomes a party to the contractual provisions of the liability.

The company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Non-derivative financial liabilities comprise loan and borrowings, long term loan, accounts payables and provisions.

(a) **Loans and Borrowings**

Principal amounts of the loans and borrowings are stated at their amortized amount. Borrowings repayable after twelve months from the date of statement of financial position are classified as non-current liabilities whereas the portion of borrowings repayable within twelve months from the date of statement of financial position, unpaid interest and other charges are classified as current liabilities.

(b) **Long Term Loan**

Long term loan has been shown @ of 16% as non-current portion and @ 84% as current portion.

(c) **Accounts Payables**

The company recognizes a financial liability when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits.

(d) **Provisions**

A provision is recognized on the statement of financial position date if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.05 **Equity Instruments**

Ordinary shares are classified as equity. Investment costs directly attributable to the issue of ordinary shares are recognized as expenses. Paid up share capital represents total amount contributed by the shareholders and bonus shares issued by the Company.

3.06 **Impairment**

(i) **Non-derivative Financial Assets**

Financial assets not classified as at fair value through profit or loss, are assessed at each reporting date to determine whether there is objective evidence of impairment. A financial asset is impaired if objective evidence indicate that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired includes:

- (a) default or delinquency by a debtor;
- (b) restructuring of an amount due to the Company on terms that the Company would not consider otherwise;
- (c) indications that a debtor or issuer will enter bankruptcy;
- (d) adverse changes in the payment status of borrowers or issuers;
- (e) observable data indicating that there is measurable decrease in expected cash flows from a Company of financial assets.

(ii) **Financial Assets measured at amortized cost**

The Company considers evidence of impairment for these assets at both an individual asset and a collective level. All individually significant assets are individually assessed for impairment. Those found not to be impaired are then collectively assessed for any impairment that has been incurred but not yet individually identified. Assets that are not individually significant are collectively assessed for impairment. Collective assessment is carried out by grouping together assets with similar risk characteristics.

In assessing collective impairment, the Company uses historical information on the timing of recoveries and the amount of loss incurred, and makes an adjustment if current economic and credit conditions are such that the actual losses are likely to be greater or lesser than suggested by historical trends.

An impairment loss is calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

(iii) **Non-Financial Assets**

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The carrying amounts of the Company's non-financial assets (other than biological asset, investment property, inventories and deferred tax assets) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of impairment loss (if any). Where it is not possible to determine the recoverable amount of an individual asset, the company estimates the recoverable amount of the Cash Generating Unit (CGU) to which the asset belongs. An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

Impairment losses are recognised in profit or loss. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognised.

3.07 **Derivatives**

The company is not a party to any derivative contract at the statement of financial position date, such as forward exchange contract, currency swap agreement or interest rate option contract to hedge currency exposure related to import of raw materials and others or principal and interest obligations of foreign currency loans.

3.08 **Investment in Shares (IAS-39): Financial Instruments-Recognition and Measurement)**

Investment in marketable ordinary shares has been shown at cost price and classified as available for sale financial instruments as per IAS-39. Any adjustment for diminution in value of share as on closing of the period on an individual investment basis is made in the financial statement which is reflected in the other comprehensive statement.

3.09 **Leases**

IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset as a low value. A lessee recognizes a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemption for short-term leases and leases of low value items.

The Company applied IFRS 16 Lease for the first time on 1st July, 2019. The nature and effect of the changes as a result of adoption of this new accounting standard is described below.

A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. Previously the company used to charge the consideration paid in its books as revenue expenses. IFRS 16 introduced a single, on balance sheet accounting model for leases. As a result, the Company, as a lessee, has recognized right of use assets representing its rights to use underlying assets and lease liabilities representing its obligation to make lease payments. The Company applied IFRS 16 on 1st January, 2019 for the existing lease contracts.

The Company has only office rent agreement, which is classified as operating leases, which under IFRS 16 are required to be recognized on the Company's statement of financial position. The nature and

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timing of expenses related to those leases has changed as IFRS 16 replaced the straight line operating lease expenses (as per IAS-17) with an amortization charge for the right of use assets and interest expense on lease liabilities.

The Company applied the practical expedient to the definition of a lease on transition. This means that it applied IFRS 16 to all contracts entered into before 1st January, 2019 and identified as leases in accordance with IAS 17 and IFRIC 4.

The Company's all contractual payments to the lessor contains only fixed amounts of lease payment and no variable lease payments are embedded with the lease payments. The rental agreements do not include any automatic renewals, nor do they include any guaranteed residual values of the underlying assets.

The Company recognizes right-of-use assets at the commencement date of the lease (i.e. date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term or a change in the in-substance fixed lease payments.

Subsequent Measurement:

The Lease Liability:

Upon initial recognition, the lease liability is being accounted for using amortised cost. Meaning that the initial liability is added by finance charge at company's incremental borrowing cost less subsequent rental payment on monthly basis.

Right to Use Assets:

The leased assets (Right to Use Asset) are depreciated over its useful life on monthly basis using straight line depreciation method.

3.09 Taxation

Income Tax expense comprises current and deferred taxes. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity in accordance with IAS 12: Income Tax.

(a) Current Tax:

Current Tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. The tax rate used for the reporting period was 22.5% as a publicly traded company and 30% was on non-operating income.

(b) Deferred Tax:

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The company has recognized deferred tax using balance sheet method in compliance with the provisions of IAS 12: Income Taxes. The Company's policy of recognition of deferred tax assets / liabilities is based on temporary differences (Taxable or Deductible) between the carrying amount (Book Value) of assets and liabilities for financial reporting purpose and its tax base, and accordingly, deferred tax income/expenses has been considered to determine net profit after tax and earnings per shares (EPS).

A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available, against which temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(c) **Value Added Tax:**

Revenues, expenses and assets are recognized net of the amount of Value Added Tax except:

Where the value added tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the value added tax is recognized as part of the cost of acquisition of the asset or as part of the expense item as applicable; and Receivable and payables that are stated with the amount of value added tax included.

The net amount of value added tax recoverable from, or payable to, taxation authority is included as part of receivables or payables in the statement of financial position.

3.10 **Cost of Post-Employment Benefits**

The company maintains only the following defined benefit plan for its eligible permanent employees. The eligibility is determined accordingly to the terms and conditions as set forth in the labour law.

Contribution to Workers' Profit Participation and Welfare Funds:

This represents 5% of net profit before tax contributed by the company as per provisions of the Bangladesh Labour (amendment) Act, 2006 and is payable to Workers as defined in the said law.

3.11 **Capitalization of Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds as per IAS 23: Borrowing Costs.

3.12 **Accruals, Provisions and Contingencies**

(a) **Accruals**

Accruals are liabilities to pay for goods or services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier, including amounts due to employees. Accruals are reported as part of trade and other payables.

(b) **Provisions**

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A provision is recognized in the statement of financial position when the company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the reporting date. Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

The expense relating to any provision is presented in the income statement net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost. During the reporting year the company has made sufficient provisions where applicable.

(c) **Contingencies**

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company. At the reporting date the company does not have any contingent asset.

Contingent liabilities and assets are not recognized in the statement of financial position of the company.

3.13 **Cash and Cash Equivalents**

For the purposes of the Statement of Financial Position and Cash Flows, cash in hand and bank balances represents cash and cash equivalents considering the *IAS 1 "Presentation of Financial Statements"* and *IAS 7 "Cash Flow Statement"* which provide, that cash and cash equivalents are readily convertible to known amounts of cash and are subject to an insignificant risks of changes in value and are not restricted as to use.

3.14 **Statement of Cash Flows**

The Statement of Cash Flow has been prepared in accordance with the requirements *IAS 7: Statement of Cash Flows*. The cash generated from operating activities has been reported using the Direct Method as prescribed by the Securities and Exchange Rules, 1987 and considering the provisions of *Paragraph 19 of IAS 7* which provided that "*Enterprises are Encouraged to Report Cash Flow From Operating Activities Using the Direct Method*".

3.15 **Earnings per Share (EPS)**

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This has been calculated in compliance with the requirements of IAS 33: Earnings Per Share by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the year.

Basic EPS

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period.

Diluted Earnings Per Share

For the purpose of calculating diluted earnings per shares, an entity adjusts profit or loss attributable to each ordinary equity holders of the entity, and weighted average number of shares outstanding, for the effects of all dilutive potential ordinary shares.

Diluted EPS is only calculated where the company has commitment to issue ordinary shares in future at reporting date. No such commitment is hold by company at reporting date.

3.16 **Risk Exposure**

Interest Rate Risk

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

Management Perception

The management of the company prefers procuring the long term fund with minimum fixed interest rate and the short term fund with reasonable competitive rate. The company maintains low debt/equity ratio; and accordingly, adverse impact of interest rate fluctuation is insignificant.

Exchange Rate Risk

Exchange rate risk occurs due to changes in exchange rates. As the company imports materials and equipment from abroad and also earns revenue in foreign currency, unfavourable volatility or currency fluctuation may affect the profitability of the company. If exchange rate increases against local currency, opportunity arises for generating more profit.

Management Perception

The products of the company are sold mostly in local currency. Therefore, volatility of exchange rate will have no impact on profitability of the company.

Industry Risks

Industry risk refers to the risk of increased competition by entries of new competitors from foreign and domestic sources leading to lower prices, revenues, profit margin, and market share which could have an adverse impact on the business, financial condition and results of operation.

Management Perception

Management is optimistic about growth opportunity in CNG sector in Bangladesh.

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Market Risk

Market risk refers to the risk of adverse market conditions affecting the sales and profitability of the company. Mostly, the risk arises from falling demand for the product or service which

would harm the performance of the company. On the other hand, strong marketing and brand management would help the company increase their customer base.

Management Perception

Management is fully aware of the market risk, and act accordingly. Market for CNG sector in Bangladesh is growing at an exponential rate. Moreover, the company has a strong marketing and brand management to increase the customer base and customer loyalty.

Operational Risks

Non-availabilities of materials/equipment/services may affect the smooth operational activities of the company. On the other hand, the equipment may face operational and mechanical failures due to natural disasters, terrorist attacks, unforeseen events, lack of supervision and negligence, leading to severe accidents and losses.

Management Perception

The company perceives that allocation of its resources properly can reduce this risk factor to great extent. The company hedges such risks in costs and prices and also takes preventive measures therefore.

Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at a reasonable price.

Management Perception

The company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.

Typically, management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date.

Labour Unrest Risk

Smooth production is dependent on good relationship with factory workers and their ability to provide high quality services. In the event of disagreement with workers the company may face adverse impact.

Management Perception

The management personnel both in head office and production premises maintains a good atmosphere at the working place and provides with all necessary facilities to the workers like healthy remuneration,

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employee leave entitlement, termination benefits and workers profit participation fund for its employees which reduces the risk of labour unrest.

3.17 **Events after the Reporting Period**

Events after the reporting period that provide additional information about the Company's position at the date of statement of financial position or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

3.18 **Related Party Disclosure**

As per International Accounting Standard, IAS-24: 'Related Party Disclosures', parties are considered to be related if one of the parties has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The Company carried out transactions in the ordinary course of business on an arm's length

basis at commercial rates with its related parties. Related party disclosures have been given in **Note 24.00**.

4.00 **General**

- (a) All shares have been fully called and paid up;
- (b) There is no preference shares issued by the company;
- (c) The company has not incurred any expenditure in foreign currency against royalties and technical fees;
- (d) Auditors are paid only the statutory audit fees;
- (e) No foreign currency was remitted to the shareholders during the year under audit;
- (f) No money was spent by the company for compensating any member of the board for rendering special services;
- (g) No brokerage was paid against sales during the year under audit;
- (h) No bank guarantee was issued by the company on behalf of its directors.

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021	
5.00 Non-Current Assets	516,914,230	533,939,938	
This is made up as follows:			
5.01 Property, Plant & Equipment	433,294,808	433,259,330	
5.02 Capital Work-in-Progress	77,565,289	97,410,143	
5.03 Investment in Shares	2,639,156	2,640,004	
5.04 Receivables-Non-Current Maturity	251,082	630,461	
5.05 Right Use of Assets	3,163,895	-	
	<u>516,914,230</u>	<u>533,939,938</u>	
5.01 Property Plant & Equipment	433,294,808	433,259,330	
This is made up as follows:			
5.01.1 Cost/revalued Value	592,637,106	583,119,812	
5.01.2 Less: Accumulated Depreciation	159,342,298	149,860,482	
	<u>433,294,808</u>	<u>433,259,330</u>	
5.01.1 Cost/Revalued Value	592,637,106	583,119,812	
This is made up as follows:			
Opening Balance	583,119,812	516,698,597	
Add: Addition during the year	9,517,294	66,421,215	
Less: Adjustment during the year	-	-	
	<u>592,637,106</u>	<u>583,119,812</u>	
5.01.2 Accumulated Depreciation	159,342,298	149,860,482	
This is made up as follows:			
Opening Balance	149,860,482	139,006,892	
Add: Charged during the Year	9,481,816	10,853,590	
Less: Adjustment during the year	-	-	
	<u>159,342,298</u>	<u>149,860,482</u>	
Allocation of Depreciation			
	Basis of Allocation	Allocated Amount	Allocated Amount
Cost of Goods Sold	85%	8,304,026.55	9,225,552
Administrative, Selling & Distribution Expenses	15%	1,465,416	1,628,039
Total	100%	9,769,443	10,853,590
Fixed Assets Register should be maintained more extensively than its present position.			
The details of the above depreciation has been shown in Annexure-A.			
5.02 Capital Work-in-Progress	77,565,289	97,410,143	
This is made up as follows:			
Opening Balance	97,410,143	186,503,833	
Addition during the year	-	-	
Prior Year's Adjustment	(12,682,529)	(22,854,685)	
Transfer to Fixed Assets (Machinery & Equipment and Motor Vehicle)	(7,162,325)	(66,239,005)	
	<u>77,565,289</u>	<u>97,410,143</u>	
During the year under audit an amount of Tk. 12,682,529 has been deducted as Prior Year's Adjustment from Capital Work in Progress in respect of air compressor which was damage in earlier year. Another amount of Tk. 7,162,325 has been deducted as addition to vehicles from Capital Work in Progress.			
5.03 Investment in Shares	2,639,156	2,640,004	
This is made up as follows:			
30.06.2022			
Investment in Shares	No. of Shares	Cost Value	Market Value
ACI Ltd.	806.00	274,015	228,098
IDLC Finance Ltd.	31,475.00	2,365,141	1,510,800
Total		2,639,156	1,738,898
			(900,258)

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		Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
		30.06.2021	
Investment in Shares	No. of Shares	Cost Value	Market Value
			Unrealized (Loss)/Gain
ACI Ltd.	701.00	274,015	184,924
IDLC Finance Ltd.	29,977.00	2,365,139	1,747,659
Prime Bank Ltd.	85.00	850	850
Total		2,640,004	1,933,433
		(706,571)	
5.04	Receivables - Non-Current Maturity	251,082	630,461
This is made up as follows:			
Receivable-Non-Current Maturity (Maturity Over 12 Months)		630,461	662,142
Less: Provision for Bad Debts		379,379	31,681
Receivables-Non-Current Maturity		251,082	630,461
Receivables-Current Maturity (Maturity less than 12 Months)		11,773,126	5,674,148
		<u>12,024,208</u>	<u>6,304,609</u>
Ageing schedule of Accounts Receivables:			
Duration:			
1-30 Days		-	1,891,383
31-60 Days		-	1,576,152
61-90 Days		2,943,281	630,461
91-180 Days		2,943,282	1,260,921.80
181-365 Days		5,886,562	315,230
Over 365 Days		251,082	630,461
		<u>12,024,208</u>	<u>6,304,609</u>
(i) Net receivables are considered good. The company holds no security other than debtors' personal security in the form of work orders etc.			
(ii) No amount was due by the directors (including the Managing Director and Chairman), managers and other officers of the Company or any of them either severally or jointly with any other person.			
5.05	Right Use of Assets	3,163,895	-
This is made up as follows:			
Cost		3,451,522	-
Opening Balance		-	-
Add: Addition during the year		3,451,522	-
Less: Adjustment during the year		-	-
		<u>3,451,522</u>	<u>-</u>
Less: Accumulated Depreciation		287,627	-
Opening Balance		-	-
Add: Charged during the Year		287,627	-
Less: Adjustment during the year		-	-
		<u>287,627</u>	<u>-</u>
Written Down Value		<u>3,163,895</u>	<u>-</u>
6.00	Current Assets	288,162,908	249,408,797
This is made up as follows:			
6.01 Inventories		198,103,188	185,776,545
6.02 Receivables-Current Maturity		11,773,126	5,674,148
6.03 VAT Receivable		86,546	86,546
6.04 Advances, Deposits & Pre-payments		76,260,965	57,130,741
6.05 Cash and Cash Equivalents		1,939,082	740,817
		<u>288,162,908</u>	<u>249,408,797</u>
6.01	Inventories	198,103,188	185,776,545
This is made up as follows:			
Raw Materials		12,473,234	15,642,325
Work-in-Process		4,445,200	7,652,800
Finished Goods		178,510,235	153,689,524
Packing Materials		517,688	517,688
Stock in Transit		1,478,331	710,610
Spare Parts		678,500	7,563,598
		<u>198,103,188</u>	<u>185,776,545</u>

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
(i) Value of Stock of Finished Product & Raw Materials are as follows:		
	Amount (Tk.)	Amount (Tk.)
Raw Materials (Sulpher)	12,473,234	15,642,325
Finished Goods (Labsa)	178,510,235	153,689,524
(ii) There is not damaged goods or slow moving items in the inventory list.		
6.02 Receivables-Current Maturity	11,773,126	5,674,148
The above amount Receivables-Current Maturity from Unilever Bangladesh Ltd. as on 30 June 2022.		
6.03 VAT Recievable	86,546	86,546
This is made up as follows:		
Opening	86,546	86,546
Addition during the year	-	-
Less: VAT Liabilities	-	-
	<u>86,546</u>	<u>86,546</u>
I) The VAT receivable has to be adjusted against VAT payable on sales.		
II) No amount was due by the Directors (including Managing Director) and managing agents of the Company and any of them severally or jointly with any other person.		
III) No amount was due by the Directors (including Managing Director) or any official of the company.		
6.04 Advances, Deposits and Pre-payments	76,260,965	57,130,741
This is made up as follows:		
Advances:		
Againt Salary	26,000.00	-
VAT Current Account	-	280,206
Advance for Flat purchase 6.04.1	8,120,000	-
Advance Deposits 6.04.2	1,897,229	1,310,829
Advance Income Tax 6.04.3	66,217,736	55,539,706
	<u>76,260,965</u>	<u>57,130,741</u>
6.04.1 Advance for Flat Purchase	8,120,000	-
The above advance has been made for the purchase of flat no. E-2 measuring area of 2000 sft. to be constructed under the name and styel of the "Living Space Complex" at Plot No. 707 (Old) 8 (New) Road # 30 (Old) 13 (New), Dhanmondi Residential Area, Dhaka.		
6.04.2 Advance Deposits	1,897,229	1,310,829
This is made up as follows:		
Titas Gas	1,166,400	580,000
Bank Gurantee Margin	504,301	504,301
Pally Bidyut	108,270	108,270
Gas Cylinder	12,356	12,356
Shipping Security	105,902	105,902
	<u>1,897,229</u>	<u>1,310,829</u>
6.04.3 Advance Income Tax	66,217,736	55,539,706
This is made up as follows:		
Opening Balance	55,539,706	47,154,346
Add/Less: Paid during the period	10,678,030	8,385,360
	<u>66,217,736</u>	<u>55,539,706</u>
6.05 Cash and Cash Equivalents	1,939,082	740,817
This is made up as follows:		
Cash in hand	100,039	235,632
Cash at banks:		
National Bank Limited, A/C No.233147336/099933147336	3,011	3,702
First Security Bank Ltd.,- A/C No-111-00006974	1,776,049	437,633
First Security Bank Ltd.,- A/C No-111-00001125	768	-
The City Bank Limited, A/C No.-2921013306001	104	104
The City Bank Limited, A/C No.-1101013306001	4,900	9,535
Eastern Bank Ltd., A/C No.01131070002583	13,558	13,558
Rupali Bank Limited, CD A/c. No.20-3504	40,653	40,653
	<u>1,939,082</u>	<u>740,817</u>

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021			
<p>The above cash at bank balance represents the balance as per bank book which are in agreement with that of bank statement as on 30th June, 2022 except non operating dormant accounts maintained with Eastern Bank Ltd. vide A/c. 01131070002583 which is non-operative for a long time but no steps have been taken to realize the above noted amount</p>					
7.00 Authorised Share Capital					
100,000,000 ordinary shares of BDT 10 each	1,000,000,000	1,000,000,000			
8.00 Shareholders' Equity	650,437,075	612,353,598			
This is made up as follows:					
8.01 Share Capital	280,000,000	280,000,000			
8.02 Revaluation Surplus	105,770,634	105,770,634			
8.03 Interest Waved Amount	-	-			
8.04 Retained Earnings	264,666,441	226,582,964			
	<u>650,437,075</u>	<u>612,353,598</u>			
8.01 Share Capital	280,000,000	280,000,000			
<p>It represents the paid up Share Capital of Tk. 280,000,000 divided into 28,000,000 Ordinary Shares of Tk. 10/- each. This is made up as follows:</p>					
Name of the shareholder	Desig.	No. of Shares 30.06.2022	No. of Shares 30.06.2021	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
Mr. Kamal Sharif	Chairman	4,490,000	4,490,000	44,900,000	44,900,000
Mrs. Shahana Akhter	M.D.	4,500,000	4,500,000	45,000,000	45,000,000
Mr. Mansoor Ahmed	Director	4,490,000	4,490,000	44,900,000	44,900,000
Mr. Md. Monzur Alam	Director	2,750,000	2,250,000	27,500,000	22,500,000
Reyan Ferdous	Director	1,187,500	531,250	11,875,000	5,312,500
Mr. Md.Salman Sharif	Shareholder	10,000	10,000	100,000	100,000
Mr. M. A Sakib Nur	Shareholder	10,000	10,000	100,000	100,000
Mrs. Sufia Hossain	Shareholder	-	375,000	-	3,750,000
Mahbuba Parvin	Shareholder	-	281,250	-	2,812,500
Rashik Ramiz	Shareholder	1,062,500	1,062,500	10,625,000	10,625,000
Placement Holders	Shareholder	9,500,000	10,000,000	95,000,000	100,000,000
Total		28,000,000	28,000,000	280,000,000	280,000,000
The aforesaid share capital is subscribed as under:					
	No of Shares	Percentage			
At the time of Incorporation	10,000,000	4%			
Issued on 20.05.2005	20,000,000	7%			
Issued on 20.06.2010	150,000,000	54%			
Issued on 03.11.2012 by placement	100,000,000	36%			
	<u>280,000,000</u>	<u>100%</u>			
8.02 Revaluation Surplus	105,770,634	105,770,634			
This is made up as follows:					
Opening Balance	105,770,634	105,770,634			
Addition/Purchase during the period	-	-			
Dispose/(Adjustments)/(Sell) during the period	-	-			
	<u>105,770,634</u>	<u>105,770,634</u>			
The details of the above have been shown in Annexure-A.					
8.03 Interest Waved Amount	-	-			
This is made up as follows:					
Balance as on 1st July, 2021	-	9,774,511			
Add: Addition during the period	-	-			
Less: Transfer to Retained Earnings	-	9,774,511			
	<u>-</u>	<u>-</u>			

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
8.04 Retained Earnings	264,666,441	226,582,964
This is made up as follows:		
Balance as on 1st July	226,582,964	170,749,724
Add: Interest Waved Amount	-	9,774,511
Add: Total Comprehensive Income	38,083,478	46,058,730
	<u>264,666,441</u>	<u>226,582,964</u>
9.00 Non-Current Liabilities	18,115,914	44,963,683
This is made up as follows:		
9.01 Long Term Loan	6,943,251	39,334,497
9.02 Deferred Tax Liability	9,274,663	5,629,186
9.03 Lease Liability	1,898,000	-
	<u>18,115,914</u>	<u>44,963,683</u>
9.01 Long Term Loan	6,943,251	39,334,497
The above amount represents the Non-Current Portion of Long Term Loan from the City Bank Ltd.		
Brief Terms & Condition of above Loan		
(i) Loan amount represent the amounts which would be due for repayment after 12 (twelve) months from the date of statement of financial position as on 30th June, 2022.		
(ii) The loan was taken from the above mentioned banks against mortgage of land.		
9.01.1 Distribution of Long Term Loan	42,943,251	75,323,059
This is made up as follows:		
Non-Current Portion of Long Term Loan	6,943,251	39,334,497
Current Portion of Long Term Loan	36,000,000	35,988,562
	<u>42,943,251</u>	<u>75,323,059</u>
9.02 Deferred Tax Liabilities	9,274,663	5,629,186
This is made up as follows:		
Opening	5,629,186	5,048,595
Add: Charged deferred tax expense/(income) during the year(note 8.02.1)	3,645,478	580,591
Closing balance	9,274,663	5,629,186
	<u>9,274,663</u>	<u>5,629,186</u>
9.02.1 Deferred Tax Calculation	3,645,478	580,591
Deferred tax has been calculated based on deductible/taxable temporary difference arising due to difference in the carrying amount of the assets and its tax base in accordance with the provision of International Accounting Standard (IAS) 12.		
Deferred Tax Liabilities is arrived at as follows:		
Carrying amount at balance sheet date (as per account base)	288,521,203	285,321,830
Carrying amount tax base at balance sheet date	254,795,155	266,557,878
Balance Over Tax base	33,726,048	18,763,952
Applicable Tax Rate	27.50%	30%
Beginning Deferred Tax Assets/(Liabilities) balance	5,629,186	5,048,595
Deferred Tax Assets/(Liabilities) required during the period	9,274,663	5,629,186
Deferred Tax Expense/(Income) during the period	3,645,478	580,591
9.03 Lease Liability	1,898,000	-
This is made up as follows:		
At Cost:		
Opening Balance	-	-
Add: Addition during the year	3,451,522	-
	<u>3,451,522</u>	<u>-</u>
Less: Payment during the year	1,553,522	-
Closing Balance	1,898,000	-
Less: Transferred to Current Maturity	-	-
	<u>1,898,000</u>	<u>-</u>

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
10.00 Current Liabilities and Provisions	136,524,148	126,031,454
This is made up as follows:		
10.01 Short Term Loan	50,886,999	58,484,947
10.02 Accounts Payables	6,503,510	2,183,942
10.03 Liabilities for Expenses	4,832,217	2,695,924
10.04 Reserve for Unrealized Gain/(Loss) on Own Portfolio	900,258	706,571
10.05 Provision for WPPF	5,354,139	2,813,011
10.06 Provision for Income Tax	68,009,401	59,109,433
10.07 Unclaimed Dividend Account	37,625	37,625
	<u>136,524,148</u>	<u>126,031,454</u>
10.01 Short Term Loans	50,886,999	58,484,947
This is made up as follows:		
Current Portion of Long Term Loan (note 9.01.1)	36,000,000	35,988,562
Short Term Loan from the Finery Ltd. (note 10.1.1)	3,000,000	-
Loan from Uniliver Bangladesh Limited	-	10,500,000
Loan against purchase of shares (UniCap Investments Ltd)	11,886,999	11,996,385
	<u>50,886,999</u>	<u>58,484,947</u>
10.1.1 Short Term Loan for the Finery Ltd.	3,000,000	-
Rhymer Chemical Industries Ltd. has received amounting to Tk. 3,000,000 as short term loan from the Finery Ltd. bearing interest @ 6.00% p.a. There are common Board of Directors in the both boards of the said companies.		
Brief Terms & Condition of above Loan		
(i) Loan amount represent the amounts which would be due for repayment within 12 (twelve) months from the date of statement of financial position as on 30 June 2022		
(ii) Short term loan is repayable with in twelve months.		
10.02 Accounts Payable	6,503,510	2,183,942
This is made up as follows:		
ABC Engineering	706,487	121,487
Active Environment Techonology	5,000	5,000
Automation Engineering & Controls Ltd.	2,643	2,643
Bhai Bhai Engineering Works	14,760	14,760
Boiler Solution Point	263,719	13,751
Btech Engineering	148,000	-
Pioneer Scientific Stores	181,614	180,258
M/s. Altaf & Sons	3,775,106	673,372
Mamun Traders	555,675	680,675
Rangpur Metal Industries Ltd.	2,348	2,348
Shahnur Sharkar C.N.G. & Filling Station	-	17,390
Tyre & Battery Bazar	80,000	33,400
Waterchem Technology	247,660	314,535
Waterchem Technology BD Limited	300,000	-
Mama Vagna Enterprise (Sulphur Unload)	3,600	3,600
S. M Enterprise	34,720	9,545
Sunnytrance International (CnF)	37,258	37,258
S. M Transport Agency	36,600	25,600
Sagor Enterprise	107,000	47,000
Your's (Printing Company)	1,320	1,320
PAD Liability	-	-
	<u>6,503,510</u>	<u>2,183,942</u>

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
10.03 Liabilities for Expenses	4,832,217	2,695,924
This is made up as follows:		
Financial Expense Payable	180,000	-
Audit Fees (Including VAT)	57,500	57,500
Electricity Bill	722,320	182,220
Directors Remuneration	800,000	-
Gas Bill	2,101,295	1,073,829
Office Rent	-	40,250
Salary & Allowances	967,642	550,000
Telephone, Internet & Others	3,460	-
TDS against dividend	-	792,125
	<u>4,832,217</u>	<u>2,695,924</u>
10.04 Reserve for Unrealised Gain/(Loss) on Own Portfolio	900,258	706,571
This is made up as follows:		
Opening Balance	706,571	1,674,169
Add: Reserve required during the period	193,687	-
Less: Reserve recovered due to reduce unrealised loss	-	(967,598)
	<u>900,258</u>	<u>706,571</u>
10.05 Provision for WPPF	5,354,139	2,813,011
This is made up as follows:		
Opening Balance	2,813,011	-
Add: Provision made during the period	2,541,128	2,813,011
	5,354,139	2,813,011
Less: Payment during the period	-	-
	<u>5,354,139</u>	<u>2,813,011</u>
10.06 Provision for Income Tax	68,009,401	59,109,433
This is made up as follows:		
Opening Balance	59,109,433	48,552,615
Provision made during the period	8,899,967	10,556,818
	<u>68,009,401</u>	<u>59,109,433</u>
10.07 Unclaimed Dividend Account	37,625	37,625
This is made up as follows:		
Opening Balance	37,625	37,625
Add: Cash Dividend during the period	-	-
	37,625	37,625
Less: Dividend Paid during the period	-	-
Closing Balance	<u>37,625</u>	<u>37,625</u>
11.00 Sales/ Revenue	130,914,210	133,123,654
This is made up as follows:		
Sales	150,551,341	153,092,202
Less: VAT	(19,637,131)	(19,968,548)
Net Revenue	<u>130,914,210</u>	<u>133,123,654</u>
12.00 Cost of Goods Sold	68,403,043	69,863,982
This is made up as follows:		
Opening WIP	7,652,800	9,563,200
Raw Material Consumed	12.01 51,941,285	36,166,223
Packing Material Consumed	12.02 -	-
Laboratory Chemicals Consumed	225,175	175,057
	<u>59,819,260</u>	<u>45,904,480</u>
Less: Closing WIP	(4,445,200)	(7,652,800)
Total Consumed	55,374,060	38,251,680
Add: Factory Overhead	12.03 37,849,695	33,950,090
Cost of Production	93,223,754	72,201,770
Add: Opening Finished Goods	153,689,524	151,351,736
Finished Goods Available	246,913,278	223,553,506
Less: Closing Finished Goods	(178,510,235)	(153,689,524)
Cost of Goods Sold	<u>68,403,043</u>	<u>69,863,982</u>

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
12.01 Raw Materials Consumed	51,941,285	36,166,223
This is made up as follows:		
Opening Stock	15,642,325	11,758,259
Add: Purchase of Raw materials	48,772,194	40,050,289
	64,414,519	51,808,548
Less: Closing Stock	(12,473,234)	(15,642,325)
	<u>51,941,285</u>	<u>36,166,223</u>
12.02 Packing Materials Consumed	-	-
This is made up as follows:		
Opening Stock	517,688	517,688
Add: Purchase of Packing Materials	-	-
	517,688	517,688
Less: Closing Stock	(517,688)	(517,688)
	<u>-</u>	<u>-</u>
12.03 Factory Overhead	37,849,695	33,950,090
This is made up as follows:		
Salary & Allowance	8,670,221	8,119,864
Ansar Salary & Bonus	1,288,465	1,068,004
Wages	23,500	25,000
Conveyance	96,080	92,990
Diesel for Production	395,000	169,000
Electric bill	2,966,095	2,073,755
Bonus	1,271,041	766,232
Fuel for Vehicles	1,019,327	759,240
Gas Bill	12,113,525	10,585,832
Insurance for Vehicle	-	943
Medical Expenses	157,348	33,051
Photocopy Expenses	2,373	750
Repair & Maintenance	665,225	623,997
Stationary	17,385	18,671
Vehicle Maintenance	860,083	387,210
Depriciation	8,304,027	9,225,552
	<u>37,849,695</u>	<u>33,950,090</u>
13.00 Adminstrative, Selling & Distribution Expenses	10,711,094	4,887,379
This is made up as follows:		
Salary & Allowances	1,469,626	1,274,196
Professional Fees (Including VAT)	57,500	57,500
Bonus	338,900	126,266
Conveyance	46,508	55,735
Director Remuneration	2,400,000	-
Electric Bill	46,632	40,173
Fuel for Vehicle	101,853	92,997
Gas Bill	-	6,825
IPO Expenses	1,000,000	-
Legal and RJSC Expenses	1,835,000	-
Internet bill	20,000	-
Insurance for Vehicle	-	558
Insurance Premium (Fire)	843,723	843,723
Licence Renewal	107,610	101,007
Office Rent (Including VAT)	414,000	448,500
Repair & Maintenance	167,493	163,300
Stamp	1,320	4,380
Stationary	7,041	4,113
Telephone Bill	9,093	1,557
Wasa Bill	-	6,829
Bad Debts	379,379	31,681
Depriciation	1,465,416	1,628,039
	<u>10,711,094</u>	<u>4,887,379</u>

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		Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021			
(a) The number of employees employed in the administration department throughout the year who received aggregate remuneration less than Tk. 36,000.						
(b) The number of employees employed in the administration department for part of the year who received aggregate remuneration less than Tk. 3,000 per month.						
14.00 Other Income		1,848,040	553,561			
This is made up as follows:						
Interest on FDR		-	433,561			
Scrap Sales		1,848,040	120,000			
		<u>1,848,040</u>	<u>553,561</u>			
15.00 Financial Expenses		352,846	179,505			
This is made up as follows:						
Interest on Short Term Loan		180,000	-			
Bank Charge		172,846	179,505			
		<u>352,846</u>	<u>179,505</u>			
16.00 Current Tax Expenses		8,899,967	10,556,818			
This is made up as follows:						
Net Profit/(Loss) before Tax		50,822,609	56,228,540			
Add: Accounting Depreciation		9,769,443	10,853,590			
		<u>60,592,052</u>	<u>67,082,130</u>			
Less: Tax Depreciation		28,228,535	31,892,737			
Taxable Profit/(Loss)		32,363,517	35,189,393			
Corporate Tax Rate		27.50%	30.00%			
Current Tax		<u>8,899,967</u>	<u>10,556,818</u>			
17.00 Net Asset Value Per Share (NAVPS)		23.23	21.87			
This is made up as follows:						
Net Asset		650,437,075	612,353,599			
Number of Ordinary Shares		28,000,000	28,000,000			
Net Asset Value Per Share (NAVPS)		<u>23.23</u>	<u>21.87</u>			
Net Assets Value per Share has been increased due to increase in network.						
18.00 Earning Per Share (EPS)		1.37	1.61			
This is made up as follows:						
Profit attributable to Ordinary Equity Shareholders		38,277,164	45,091,131			
Number of Ordinary Shares		28,000,000	28,000,000			
Earning Per Share (EPS)		<u>1.37</u>	<u>1.61</u>			
Earning per Share has been decreased due to decrease in turnover compared with that of previous year.						
19.00 Weighted Average Number of Ordinary Shares						
This is made up as follows:						
		Yearly Product				
Particulars	Share Numbers	Outstanding Period	Length in Days	Daily Products	Weighted Average Number of Share 30.06.2022	Weighted Average Number of Share 30.06.2021
Shares at beginning	28,000,000	01.07.2021 to 30.06.2022	184	5,152,000,000	28,000,000	28,000,000
Total					<u>28,000,000</u>	<u>28,000,000</u>
20.00 Net Operating Cash Flow per Share (NOCFPS)					1.24	0.08
This is made up as follows:						
Net Cash Generated by Operating Activities				34,663,421	2,370,406	
Number of Ordinary Shares				28,000,000	28,000,000	
Net Operating Cash Flow per Share (NOCFPS)					<u>1.24</u>	<u>0.08</u>
Net Operating Cash Flows per Share has been increased due to increase cash generation from operating activities.						
21.00 Cash Received from Customer					125,194,611	140,473,810
This is made up as follows:						
Sales & Others				130,914,210	133,123,654	
(Increase)/Decrease in Trade and Other Receivable				(5,719,599)	7,350,156	
Total Cash Inflow				<u>125,194,611</u>	<u>140,473,810</u>	

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	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021		
22.00 Cash Paid to Supplier & Others	(66,208,092)	(127,235,542)		
This is made up as follows:				
Cost of Goods Sold	(68,403,043)	(69,863,982)		
Add: (Increase)/Decrease in Inventory	(12,326,643)	(11,443,266)		
Add: Increase/(Decrease) in Accounts Payable	6,217,568	(55,153,846)		
Add: Depreciation	8,304,027	9,225,552		
Total Cash Outflow	<u>(66,208,092)</u>	<u>(127,235,542)</u>		
23.00 Cash Paid to Employee & Other	(7,109,385)	(3,151,759)		
This is made up as follows:				
Administrative, Selling & Distribution Expenses	(10,711,094)	(4,887,379)		
Add: Increase/(Decrease) in Liabilities for Expenses	2,136,293	107,581		
Add: Depreciation	1,465,416	1,628,039		
Total Cash outflow	<u>(7,109,385)</u>	<u>(3,151,759)</u>		
24.00 Related Party Transaction				
In accordance with paragraph 19 of IAS 24 Related Party Disclosures, the following matters has been disclosed in the following sequential order:				
(i) Parent and Ultimate Controlling Party				
There is no such parent company as well as ultimate holding company / controlling party of the company.				
(ii) Entities with joint control of, or significant influence over				
There is no joint control of, or significant influence over the company.				
(iii) Subsidiaries				
There is no subsidiary company of Rhymer Chemical Industries Ltd.				
(iv) Associates				
There is no associate company of Rhymer Chemical Industries Ltd.				
(v) Joint Venture in which the Entity is a Joint Venturer				
The Company has not entered into Joint Venture Agreement in which the Company is a Joint Venturer.				
(vi) Transactions with Key Management Personnel and their Compensation				
(a) Loans to Director				
During the year, no loan was given to the directors of Company				
(b) Key Management Personnel and their Compensation				
There is no compensation for Chairman, Director and Managing Director except Directors Remuneration and there are also following categories of compensation in accordance with the paragraph 17 of IAS 24: Related Party Disclosures:				
Particulars	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021		
Salary & Allowances	11,767,212	9,394,060		
Directors Remuneration	2,400,000	-		
Workers Profit Participation Fund	2,541,128	2,813,011		
Board Meeting Attendance Fee	-	-		
Provision for Post Employment Benefits	-	-		
	<u>16,708,340</u>	<u>12,207,071</u>		
Company's key management personnel includes the Company's directors. Compensation includes salary, non-cash benefits and contributions to a post employment defined benefits plan.				
(vii) Other Related Party Transactions				
During the period, the company carried out a number of transactions with related parties in the normal course of business. The name of the related parties, nature of transaction and transaction value have been set out in accordance with the provisions of IAS 24: Related Party Disclosure are as follows:				
Name of Related Party	Relationship	Nature of Transaction	Transaction for the year/period	Outstanding / Receivable
			30.06.2022	30.06.2021
The Finary Ltd.	Alliance Companies	Interest bearing loan	3,000,000	-
			-	3,000,000
			-	-

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25.00	Loan and Deferred Liabilities	No Long Term Loan has been given by the sponsors during the period under audit.																											
26.00	Repairs, Upkeep and Maintenance Charges	They are usually charged out as revenue expenditure in the year in which it is incurred.																											
27.00	Advertisement and Promotional Expenses	There is no advertisement and promotional expenses are not charged in the period incurred.																											
28.00	Contingent Assets	There was no Contingent Assets as on 30th June, 2022.																											
29.00	Contingent Liabilities	There was no Contingent Liability as on 30th June, 2022.																											
30.00	Claim against the Company	There was no claim as on 30th June, 2022.																											
31.00	Amount due by Directors	There is no advance in the name of the directors or associates undertaking of the company.																											
32.00	Number of Employees	During the year total number of employees/workers for the company was 82 who drawing Tk. 3,000 or more per month.																											
33.00	Significant Disclosure	Sales amount has been slightly decreased due to the effect of Covid-19.																											
34.00	Remuneration	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2">Salary & Allowances including Bonus</th> <th colspan="2">30.06.2022</th> <th colspan="2">30.06.2021</th> </tr> <tr> <th>Number of Person</th> <th>Amount (Tk.)</th> <th>Number of Person</th> <th>Amount (Tk.)</th> </tr> </thead> <tbody> <tr> <td>Factory Overhead</td> <td style="text-align: center;">75</td> <td style="text-align: right;">9,958,686</td> <td style="text-align: center;">77</td> <td style="text-align: right;">8,119,864</td> </tr> <tr> <td>Administrative, Selling and Distribution</td> <td style="text-align: center;">7</td> <td style="text-align: right;">1,808,526</td> <td style="text-align: center;">7</td> <td style="text-align: right;">1,274,196</td> </tr> <tr> <td>Total</td> <td style="text-align: center;">7</td> <td style="text-align: right;">11,767,212</td> <td style="text-align: center;">84</td> <td style="text-align: right;">9,394,060</td> </tr> </tbody> </table>				Salary & Allowances including Bonus	30.06.2022		30.06.2021		Number of Person	Amount (Tk.)	Number of Person	Amount (Tk.)	Factory Overhead	75	9,958,686	77	8,119,864	Administrative, Selling and Distribution	7	1,808,526	7	1,274,196	Total	7	11,767,212	84	9,394,060
Salary & Allowances including Bonus	30.06.2022		30.06.2021																										
	Number of Person	Amount (Tk.)	Number of Person	Amount (Tk.)																									
Factory Overhead	75	9,958,686	77	8,119,864																									
Administrative, Selling and Distribution	7	1,808,526	7	1,274,196																									
Total	7	11,767,212	84	9,394,060																									
		No amount of money was spent by the company for the directors.																											
35.00	Capital Expenditure Commitment	There was no commitment for capital expenditure and also not incurred or provided for the period ended 30th June, 2022.																											
36.00	Remittance of Dividend	As there were no non-resident shareholders, no dividend was remitted to or received from abroad.																											
37.00	Credit Facility not Availed	There was no credit facility available to the company under any contract and also not availed as on 30th June, 2022 other than trade credit available in the ordinary course of business.																											
38.00	Attendance Status of Board Meeting of Directors	During the year there was four Board Meetings were held. The attendance status of all the meetings is as follows:																											
		<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Name of the Directors</th> <th>Position</th> <th>Meeting Held</th> <th>Attended</th> </tr> </thead> <tbody> <tr> <td>Mr. Kamal Sharif</td> <td>Chairman</td> <td style="text-align: center;">4</td> <td style="text-align: center;">4</td> </tr> <tr> <td>Mrs. Shahana Akhter</td> <td>Managing Director</td> <td style="text-align: center;">4</td> <td style="text-align: center;">4</td> </tr> <tr> <td>Mr. Mansoor Ahmed</td> <td>Director</td> <td style="text-align: center;">4</td> <td style="text-align: center;">4</td> </tr> <tr> <td>Md. Manzur Alam</td> <td>Director</td> <td style="text-align: center;">4</td> <td style="text-align: center;">4</td> </tr> <tr> <td>Reyan Ferdous</td> <td>Director</td> <td style="text-align: center;">4</td> <td style="text-align: center;">4</td> </tr> </tbody> </table>				Name of the Directors	Position	Meeting Held	Attended	Mr. Kamal Sharif	Chairman	4	4	Mrs. Shahana Akhter	Managing Director	4	4	Mr. Mansoor Ahmed	Director	4	4	Md. Manzur Alam	Director	4	4	Reyan Ferdous	Director	4	4
Name of the Directors	Position	Meeting Held	Attended																										
Mr. Kamal Sharif	Chairman	4	4																										
Mrs. Shahana Akhter	Managing Director	4	4																										
Mr. Mansoor Ahmed	Director	4	4																										
Md. Manzur Alam	Director	4	4																										
Reyan Ferdous	Director	4	4																										
39.00	Auditors Fees for Service Rendered	As per Schedule XI, Part II, Para 6 of Companies Act, 1994, auditors are only paid audit fees (including VAT) of Tk. 1,00,000. No other service has been taken from auditor hence other than this no other fees given to auditor.																											

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

40.00 Disclosures as per requirement of Schedule XI, Part II of the Companies Act, 1994 (Employee position as on 30.06.2022)

(A) Disclosure as per requirement of Schedule XI, Part II, Note (11 & 12) 5 of Para 3

Monthly Salary Range	Head Office	Factory	No. of Employees
Above 3,000	7	75	82
Below 3,000	-	-	-
Total	7	75	82

(B) Disclosure as per requirement of Schedule XI, Part II, Para 4

Payment / Perquisites to Directors and Officers

Name	Position	Meeting Attending Fee	Allowance	Amount (Tk.)
Mr. Kamal Sharif	Chairman	-	-	-
Mrs. Shahana Akhter	Managing Director	-	-	-
Mr. Mansoor Ahmed	Director	-	-	-
Md. Manzur Alam	Director	-	-	-
Reyan Ferdous	Director	-	-	-

During the year under review

- (i) No compensation was allowed by the company to the Chief Executive Officer of the company who is also a Director
- (ii) No Board Meeting fees paid to directors for attendend meeting.
- (iii) no amount of money was spent by the company for compensating any member of the board for special services rendered.

41.00 Disclosure as per requirement of Schedule XI, Part II, Para 3

Requirements under Condition No.	Compliance status of Disclosure of Schedule XI, Part II, Para 3	
3(i)(a) The Turnover	130,914,210	
3(i)(b) Commission Paid to Selling Agents (Incentive)	N/A	
3(i)(c) Brokerage and discount of Sales, Other than the usual trade discount	N/A	
3(i)(d)(i) The value of the raw materials consumed, giving item-wise as possible	51,941,285	
3(i)(d)(ii) The opening and closing stocks of goods produced	OB-153,689,524, CB-178,510,235	
3(i) (e) In the case of trading companies, the purchase made and the opening and closing stocks	N/A	
3(i)(f) In the case of companies rendering or supplying services, the gross income derived from services rendered or supplied	N/A	
3(i)(g) Opening and closing stocks, purchases, sales and consumption of raw materials with value and quantity break up for the Company, which falls under one or more categories i.e. manufacturing and/or trading	Qty. (Ton)	Value
	Sulphar 1328.093	Tk. 48,772,194
	Sales 12.099.28	Tk. 130,914,210
3(i)(h) In the case of other companies, the gross income derived under different hea	N/A	
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	7,652,800	
3(i)(i) Provision for depreciation, renewals or diminution in value of fixed assets	9,769,443	
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and the Manager	N/A	
3(i)(I) Charge for income tax and other taxation on profits	12,545,445	
3(i)(m) Reserved for repayment of share capital and repayment of loans	Nil	
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserves, but not including provisions made to meet any specific liability, contingency or commitment, known to exist at the date as at which the balance sheet is made up	Nil	

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Requirements under Condition No.	Compliance status of Disclosure of Schedule XI, Part II, Para 3
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	Nil
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments.	Nil
3(i)(o)(i) Amount withdrawn from above mentioned provisions, as no longer required	Nil
3(i)(p) Expenditure incurred on each of the following items, seperately for each item:	
(i) Consumption of stores and spare parts	6,885,098
(ii) Power and Fuel	16,642,432
(iii) Rent	414,000
(iv) Repairs of Buildings	Nil
(v) Repairs of Machinery	665,225
(vi) Other include:	
(1) Salaries, wages and bonus	Salary-10,139,847, Wages-23,500, Bonus-1,609,941
(2) Contribution to provident and other funds	WPPF 2541128
(3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve.	N/A

42.00 Information regarding accounts receivable, advance in line with Schedule XI

i. Disclosure in line with 4(a) of Part I of Schedule XI

The details of trade receivable are given below:

Sl. No.	Particulars	Amount (Tk.) 30.06.2022	Amount (Tk.) 30.06.2021
1	Within 3 Months	2,943,281	4,097,996
2	Within 6 Months	2,943,282	1,260,922
3	Within 12 Months	5,886,562	315,230
4	More than 12 Months	251,082	630,461

ii. Disclosure in line with 4(b) of Part I of Schedule XI

There are no debts outstanding in this respect.

43.00 Disclosure in line with instruction F of Part I of Schedule XI

In regard to sundry debtors the following particulars shall be given separately:

(I) Debt considered good in respect of which the company is fully secured

Within six months trade debtors occurred in the ordinary course of business are considered good but no security given by the debtors.

(II) Debt considered good for which the company holds no security no security other than the debtors' personal security

Within six months trade debtors have arisen in the ordinary course of business in good faith as well as market reputation of the company for the above mentioned reasons no personal security taken from debtors.

(III) Debts considered doubtful or bad

The company considered more than one year debts are doubtful and has been made accordingly.

(IV) Debt due by directors or other officers of the Company

There is no debt due by directors or other officers of the company.

(V) Debt due by common management

There is no debt under common management.

(VI) The maximum amount due by directors or other officers of the company

There is no such debt in this respect.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

44.00 Disclosure as per requirement of Scheduel XI, Part II, Para 7

The details of production capacity utilization:

96% LABSA Grad disposable items

Particulars	License Capacity (Not Mention)	Installed Capacity per Month Qty. (Pcs.)	Actual Production per Month (Pcs.)	% of Capacity Utilization	% of Excess/ (Shrtage)
LABSA		1800	1011	56.16%	43.84%

(E) Disclosure as per requirement of Schedule XI, Part II, Para 8

Value of import of raw materials under CIF basis as per requirement of Schedule XI

Particulars	Local Purchase (Tk.)	Import (Tk.)	Total Purchase (Tk.)	Consumption (Tk.) on Purchase	% of Consumption on Purchase
Sulphur	-	48,772,194	48,772,194	51,941,285	93.90%

45.00 Disclosure as per requirement of Schedule XI, Part II, Para 8

Value of import of Raw Materials under CIF basis as per requirement of Schedule XI

Particulars	Local Purchase (Tk.)	Import (Tk.)	Total Purchase (Tk.)	Consumption (Tk.) on Purchase	% of Consumption on Purchase
Sulphur	-	48,772,194	48,772,194	51,941,285	93.90%
Total	-	48,772,194	48,772,194	51,941,285	93.90%

46.00 Schedule XI, Part II, Para 8(b) & Para 8(d) Foreign Currencies remitted during the year

During the year under review the company did not remit any amount as dividend, technical know-how, royalty, professional consultation fees, interest and other matters either its shareholder or others.

47.00 Disclosure for purchase in foreign currency during the year

Disclosure as per Para 8 of Schedule XI (kh) of the Companies Act, 1994 regarding purchase made in foreign currency during the year are as follows:

Type of Expenditure	Amount in Foreign Currency	Amount in BDT.
Import of Raw Material	279,668	48,772,194
Total	279,668	48,772,194

48.00 Subsequent Events-Disclosures under IAS-10 "Events After the Reporting Period".

There was no adjusting post statement of Financial Position events of such importance, non-disclosure of which would affect the ability of the users of financial statements to make proper evaluation and decisions.

49.00 General Comments & Observations

- (i) There was no preference share issued by the company;
- (ii) The company has not incurred any expenditure in foreign currency against royalties and technical fees;
- (iii) Auditors are paid statutory audit fees;
- (iv) No amount of money was expended by the company for compensating any members of the Board for special service rendered.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

RHYMER CHEMICAL INDUSTRIES LTD.									
SCHEDULE OF PROPERTY, PLANT AND EQUIPMENTS AS ON 30TH JUNE, 2022									
Annexure-A									
At cost									
Name of Assets	Cost			Rate of Depreciation	Depreciation			Written down value as at 30.06.2022	Written Down Value as at 30.06.2021
	Balance as at 01.07.2021	Addition during the year	Balance as at 30.06.2022		Balance as at 01.07.2021	Charged during the year	Balance as at 30.06.2022		
Land & Development	42,166,866.00	-	42,166,866	-	-	-	-	42,166,866	42,166,866
Building	93,013,201.00	546,028	93,559,229	3.33%	23,063,247	775,850	23,839,097	69,720,132	69,949,954
Furniture and Fixture	3,711,890.00	18,300	3,730,190	10%	1,909,963	93,179	2,003,142	1,727,048	1,801,927
Motor Vehicle	7,573,620.00	7,321,325	14,894,945	10%	3,546,790	279,511	3,826,301	11,068,644	4,026,830
Machinery & Equipment	330,883,601.22	1,631,641	332,515,242	10%	121,340,482	8,333,277	129,673,758	202,841,484	209,543,119
Total (A)	477,349,178	9,517,294	486,866,472		149,860,482	9,481,816	159,342,298	327,524,174	327,488,696
Revaluation									
Name of Assets	Cost			Rate of Depreciation	Depreciation			Written down value as at 30.06.2022	Written Down Value as at 30.06.2021
	Balance as at 01.07.2021	Addition during the year	Balance as at 30.06.2022		Balance as at 01.07.2021	Charged during the year	Balance as at 30.06.2022		
Land & Development	105,770,634	-	105,770,634	-	-	-	-	105,770,634	105,770,634
Total (B)	105,770,634	-	105,770,634	-	-	-	-	105,770,634	105,770,634
Schedule of Right of Use of Assets as on 30th June, 2022									
Name of Assets	Cost			Rate of Depreciation	Depreciation			Written down value as at 30.06.2022	Written down value as at 30.06.2021
	Balance as at 01.07.2021	Addition as at 01.02.2022	Balance as at 30.06.2022		Balance as at 01.02.2022	Charged during the year	Balance as at 30.06.2022		
Vehicle (Tanker)	-	3,451,522	3,451,522	20%	-	287,627	287,627	3,163,895	-
Total (C)	-	3,451,522	3,451,522	-	-	287,627	287,627	3,163,895	-
Total (A+B+C)	583,119,812	12,968,816	596,088,628		149,860,482	9,769,443	159,629,925	436,458,703	433,259,330

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(b) Information as is required under section 186 of the কোম্পানি আইন, 1994 relating to holding company;

This information is not applicable for RCIL

c) Selected ratios as specified in Annexure-D;

**Rhymer Chemical Industries Ltd
Statement of Ratio Analysis**

We have examined the following Earnings per Share (EPS) and other ratios of **Rhymer Chemical Industries Ltd** for the year ended 30 June 2022, 2021, 2020, 2019 and 2018, which have been produced by the management of the Company and provided to us. The preparation of the EPS and the other ratios is the responsibility of the Company's management. Our responsibility is to review them and certify whether they have been properly prepared using stated principle based on Audited Financial Statements for the year ended 30 June 2022, 2021, 2020, 2019 and 2018. Based on the review, we certify that the Company has properly prepared the following EPS and other ratios using stated principles based on Audited Financial Statements. Ratios pertinent to the prospectus are as specified in rule 4(1)(d)/Annexure-D of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

Name of Ratio		For the year ended				
		30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
A.	Liquidity Ratios					
1	Current Ratio (Times)	2.11	1.98	1.51	1.96	2.66
2	Quick Ratio (Times)	0.66	0.50	0.53	0.63	0.46
B.	Operating Ratios					
1	Accounts Receivable Turnover Ratio (Times)	15.01	13.71	14.19	29.15	28.26
2	Inventory Turnover Ratio (Times)	0.36	0.39	0.46	0.41	0.38
3	Assets Turnover Ratio (Times)	0.16	0.16	0.17	0.17	0.17
C.	Profitability Ratios					
1	Gross Margin Ratio (%)	47.75%	47.52%	41.33%	42.82%	46.79%
2	Operating Income Ratio (%)	39.57%	43.85%	37.68%	37.99%	42.09%
3	Net Income Ratio (%)	29.24%	33.87%	29.41%	30.17%	31.48%
4	Return on Assets Ratio (%)	4.82%	5.57%	5.06%	5.06%	5.31%
5	Return on Equity Ratio (%)	5.88%	7.36%	7.22%	7.17%	7.80%
6	Earnings Per Share (EPS)	1.37	1.61	1.46	1.35	1.36
7	EBITDA Margin	46.33%	50.53%	46.96%	46.80%	46.04%
D.	Solvency Ratio					
1	Debt to total Asset Ratio	0.07	0.12	0.19	0.25	0.27
2	Debt to Equity Ratio	0.09	0.16	0.27	0.37	0.39
3	Time Interest Earned Ratio	146.81	325.18	350.60	286.36	266.97
4	Debt Service Coverage Ratio	1.53	1.20	1.53	1.94	1.13
E.	Cash Flow					
1	Net operating Cash Flow Per Share Basic	1.24	0.09	3.69	1.62	2.20
2	Net operating Cash Flow Per Share/EPS	0.90	0.06	2.53	1.20	1.62

We have examined the calculation of the above ratios of **Rhymer Chemical Industries Ltd** for the year ended 30 June 2022, 2021, 2020, 2019 and 2018 and found them correct. Details calculation Shown in Annexure-A.

Dated: 18 September 2022
Place: Dhaka

Sd/-
A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

RHYMER CHEMICAL INDUSTRIES LTD.

Auditors' Certificate regarding calculation of EPS and Ratios

We have examined the following earning per share (EPS) and other ratios of Rymer Chemical Industries Ltd. for the years ended June 30, 2022, 2021, 2020, 2019 & 2018. Our responsibility is to review them and certify as to whether they have been properly prepared using acceptable principles on the basis of audited financial statements.

The following ratios have been calculated by the management based on audited financial statements of Rymer Chemical Industries Limited for the year ended 30 June 2022, 2021 & 2020 were audited by us and for the year ended June 30, 2019 & 2018 were audited Ashraf Uddin & Co., Chartered Accountants. Selected Ratio as specified in Rule 4(1)(d) Annexure D of the Securities and Exchange Commission (Public Issue) Rules, 2015.

Particulars	Formula		30.06.22		30.06.21		30.06.20		30.06.19		30.06.18
Liquidity Ratios:											
Current Ratio (Times)	Current Assets Current Liability	288,162,908 136,524,148	2.11	249,408,797 126,031,453	1.98	269,263,149 177,812,070	1.51	266,727,628 135,763,688	1.96	207,923,862 78,096,964	2.66
Quick Ratio (Times)	Current Assets-Inventory Current Liabilities	90,059,720 136,524,148	0.66	63,632,252 126,031,453	0.50	94,929,870 177,812,070	0.53	86,171,685.00 135,763,688	0.63	36,035,013 78,096,964	0.46
Operating Efficiency Ratios:											
Accounts Receivable Turnover Ratio (Times)	Net Sales Average Accounts Receivable	130,914,210 8,723,637	15.01	133,123,654 9,707,730	13.71	138,938,648 9,793,593	14.19	124,943,517 4,285,709	29.15	120,999,735 4,282,411	28.26
Inventory Turnover Ratio (Times)	Cost of Goods Sold Average Inventory	68,403,043 191,939,867	0.36	69,863,982 180,054,912	0.39	81,511,535 177,444,611	0.46	71442968 176222396	0.41	64380180 171510346.5	0.38
Asset Turnover Ratio (Times)	Net Sales Average Total Assets	130,914,210 794,212,937	0.16	133,123,654 810,180,922	0.16	138,938,648 807,520,683	0.17	124,943,517 745,491,314	0.17	120,999,735 717,120,786	0.17
Profitability Ratios:											
Gross Margin Ratio (%)	Gross Profit Net Sales	62,511,167 130,914,210	47.75%	63,259,672 133,123,654	47.52%	57,427,113 138,938,648	41.33%	53,500,549 124,943,517	42.82%	56,619,555 120,999,735	46.79%
Operating ProfitRatio (%)	Operating Profit Net Sales	51,800,073 130,914,210	39.57%	58,372,293 133,123,654	43.85%	52,348,943 138,938,648	37.68%	47470150 124,943,517	37.99%	50934307 120,999,735	42.09%
Net Profit Ratio (%)	Net Profit after Tax Net Sales	38,277,165 130,914,210	29.24%	45,091,131 133,123,654	33.87%	40,868,172 138,938,648	29.41%	37,700,236 124,943,517	30.17%	38,094,791 120,999,735	31.48%
Return of Assets Ratio (%)	Net Profit after Tax Average Total Assets	38,277,165 794,212,937	4.82%	45,091,131 810,180,922	5.57%	40,868,172 807,520,683	5.06%	37,700,236 745,491,314	5.06%	38,094,791 717,120,786	5.31%
Return on Equity Ratio (%)	Net Profit after Tax Shareholders' equity	38,277,165 650,437,077	5.88%	45,091,131 612,353,599	7.36%	40,868,172 566,294,869	7.22%	37,700,236 526,032,825	7.17%	38,094,791 488,460,778	7.80%
Earnings Per Share (EPS) (Tk.)	Net Profit after Tax Total Number of Shares	38,277,165 28,000,000	1.37	45,091,131 28,000,000	1.61	40,868,172 28,000,000	1.46	37,700,236 28,000,000	1.35	38,094,791 28,000,000	1.36
EBITDA Margin (%)	EBIT+Depreciation+Amortization Total Revenue	60,657,272 130,914,210	46.33%	67,261,635 133,123,654	50.53%	65,248,298 138,938,648	46.96%	58,476,353 124,943,517	46.80%	55,709,878 120,999,735	46.04%

Sd/-

Dated: 18.09.2022
Place: Dhaka, Bangladesh

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

RHYMER CHEMICAL INDUSTRIES LTD.
Auditors' Certificate regarding calculation of EPS and Ratios

Particulars	Formula		30.06.22		30.06.21		30.06.20		30.06.19		30.06.18
Solvency Ratios:											
Debt to Assets Ratio (Times)	$\frac{\text{Total Debt}}{\text{Total Assets}}$	$\frac{59,728,250}{805,077,138}$	0.07	$\frac{97,819,444}{783,348,735}$	0.12	$\frac{155,479,105}{837,013,109}$	0.19	$\frac{196,003,231}{778,028,257}$	0.25	$\frac{190,004,757}{712,954,371}$	0.27
Debt to Equity Ratio (Times)	$\frac{\text{Total Debt}}{\text{Total Equity}}$	$\frac{59,728,250}{650,437,077}$	0.09	$\frac{97,819,444}{612,353,599}$	0.16	$\frac{155,479,105}{566,294,869}$	0.27	$\frac{196,003,231.00}{526,032,825}$	0.37	$\frac{190,004,757}{488,460,778}$	0.39
Times Interest Earned Ratio (Times)	$\frac{\text{Operating Profit}}{\text{Financial Expenses}}$	$\frac{51,800,073}{352,846}$	146.81	$\frac{58,372,293}{179,505}$	325.18	$\frac{52,348,943}{149,313}$	350.60	$\frac{47,470,150}{165,769}$	286.36	$\frac{50,934,307}{190,785}$	266.97
Debt Service Coverage Ratio (Times)	$\frac{\text{Operating Profit} + \text{Depreciation}}{\text{Payment of Long Term} + \text{Short Term Loan} + \text{Lease}}$	$\frac{61,281,889}{39,989,194}$	1.53	$\frac{69,225,883}{57,659,661}$	1.20	$\frac{61,849,903}{40,524,126}$	1.53	$\frac{58,118,742}{29,888,000}$	1.94	$\frac{60,581,241}{53,780,314}$	1.13
Cash Flow:											
Net Operating Cash Flow per Share (TK.)	$\frac{\text{Net Operating Cash Flow}}{\text{Total Number of Shares}}$	$\frac{34,663,420}{28,000,000}$	1.24	$\frac{2,549,911}{28,000,000}$	0.09	$\frac{103,275,035}{28,000,000}$	3.69	$\frac{45,406,742}{28,000,000}$	1.62	$\frac{61,703,558}{28,000,000}$	2.20
Net Operating Cash Flow per Share /EPS (Times)	$\frac{\text{NOCFPS}}{\text{EPS}}$	$\frac{1.24}{1.37}$	0.90	$\frac{0.09}{1.61}$	0.06	$\frac{3.69}{1.46}$	2.53	$\frac{1.62}{1.35}$	1.20	$\frac{2.20}{1.36}$	1.62

Dated: 18.09.2022
Place: Dhaka, Bangladesh

Sd/-
A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Comparison ratios with the industry average ratios of the same periods:

A. HOQUE & CO.											
CHARTERED ACCOUNTANTS											
RHYMER CHEMICAL INDUSTRIES LTD.											
Ratio Analysis											
We have examined the following accounting ratios of Rhymer Chemical Industries Ltd. for the years ended June 30, 2022, 2021, 2020, 2019 & 2018. The following ratios have been calculated by the management based on audited financial statements of the Company. Our responsibility is to review them and certify as to whether they have been properly prepared using acceptable principles on the basis of audited financial statements.											
Particulars	Formula	30.06.22	Industry Average	30.06.21	Industry Average	30.06.20	Industry Average	30.06.19	Industry Average	30.06.18	Industry Average
Liquidity Ratios:											
Current Ratio (Times)	$\frac{\text{Current Assets}}{\text{Current Liability}}$	2.11	1.03	1.98	2.02	1.51	10.14	1.96	8.92	2.66	8.46
Quick Ratio (Times)	$\frac{\text{Current Assets}-\text{Inventory}}{\text{Current Liabilities}}$	0.66	0.90	0.50	1.82	0.53	5.62	0.63	5.53	0.46	5.32
Operating Efficiency Ratios:											
Accounts Receivable Turnover Ratio (Times)	$\frac{\text{Net Sales}}{\text{Average Accounts Receivable}}$	15.01	1.01	13.71	1.28	14.19	2.12	29.15	7.67	28.26	7.78
Inventory Turnover Ratio (Times)	$\frac{\text{Cost of Goods Sold}}{\text{Average Inventory}}$	0.36	5.58	0.39	2.15	0.46	2.21	0.41	2.31	0.38	1.77
Asset Turnover Ratio (Times)	$\frac{\text{Net Sales}}{\text{Average Total Assets}}$	0.16	0.16	0.16	0.21	0.17	0.25	0.17	0.41	0.17	0.36
Profitability Ratios:											
Gross Margin Ratio (%)	$\frac{\text{Gross Profit}}{\text{Net Sales}}$	47.75%	27.39%	47.52%	28.96%	41.33%	25.10%	42.82%	33.59%	46.79%	33.16%
Operating ProfitRatio (%)	$\frac{\text{Operating Profit}}{\text{Net Sales}}$	39.57%	15.42%	43.85%	18.01%	37.68%	17.49%	37.99%	28.93%	42.09%	27.08%
Net Profit Ratio (%)	$\frac{\text{Net Profit after Tax}}{\text{Net Sales}}$	29.24%	6.03%	33.87%	9.03%	29.41%	12.51%	30.17%	20.96%	31.48%	23.52%
Return of Assets Ratio (%)	$\frac{\text{Net Profit after Tax}}{\text{Average Total Assets}}$	4.82%	1.54%	5.57%	2.01%	5.06%	3.78%	5.06%	8.22%	5.31%	8.42%
Return on Equity Ratio (%)	$\frac{\text{Net Profit after Tax}}{\text{Shareholders' equity}}$	5.88%	4.00%	7.36%	5.57%	7.22%	8.01%	7.17%	12.58%	7.80%	11.52%
Earnings Per Share (EPS) (Tk.)	$\frac{\text{Net Profit after Tax}}{\text{Total Number of Shares}}$	1.37	2.13	1.61	3.15	1.46	4.19	1.35	5.22	1.36	3.78
EBITDA Margin (%)	$\frac{\text{EBIT+Depreciation+Amortization}}{\text{Total Revenue}}$	46.33%	62.58%	50.53%	36.51%	46.96%	41.77%	46.80%	39.61%	46.04%	37.49%
											Sd/-
Dated: 18/09/2022 Place: Dhaka, Bangladesh A. HOQUE & CO. CHARTERED ACCOUNTANTS											A. Hoque & Co. Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

RHYMER CHEMICAL INDUSTRIES LTD. Ratio Analysis											
Particulars	Formula	30.06.22	Industry Average	30.06.21	Industry Average	30.06.20	Industry Average	30.06.19	Industry Average	30.06.18	Industry Average
Solvency Ratios:											
Debt to Assets Ratio (Times)	$\frac{\text{Total Debt}}{\text{Total Assets}}$	0.07	0.22	0.12	0.21	0.19	0.16	0.25	0.14	0.27	0.10
Debt to Equity Ratio (Times)	$\frac{\text{Total Debt}}{\text{Total Equity}}$	0.09	0.46	0.16	0.44	0.27	0.34	0.37	0.27	0.39	0.17
Times Interest Earned Ratio (Times)	$\frac{\text{Operating Profit}}{\text{Financial Expenses}}$	146.81	1.03	325.18	1.38	350.60	23.21	286.36	91.85	266.97	136.16
Debt Service Coverage Ratio (Times)	$\frac{\text{Operating Profit} + \text{Depreciation}}{\text{Payment of Long Term} + \text{Short Term Loan} + \text{Lease}}$	1.53	262.95	1.20	239.05	1.53	217.32	1.94	31.17	1.13	25.51
Cash Flow:											
Net Operating Cash Flow per Share (TK.)	$\frac{\text{Net Operating Cash Flow}}{\text{Total Number of Shares}}$	1.24	3.76	0.09	3.47	3.69	3.15	1.62	6.60	2.20	3.60
Net Operating Cash Flow per Share /EPS (Times)	$\frac{\text{NOCFPS}}{\text{EPS}}$	0.90	2.00	0.06	0.75	2.53	1.19	1.20	1.27	1.62	1.29
<p>The Industry average ratio is calculated through using the ratio of 3 listed similar companies namely Active Fine Chemicals Limited, Far Chemical Industries Limited and Wata Chemicals Limited for the year ended June 30, 2022 (Annualized), 2021, 2020, 2019 & 2018 avoiding any negative ratio's value. (Source: Annual Report)</p> <p>From the calculated ratios, it is observed that the ratios of Rhymer Chemical Industries Ltd. (RCIL) are quite favorable in some areas reflecting stable financial position.</p> <p>The above ratios reveal that RCIL has been maintain consistently satisfactory ratios as compared to industry average over the periods with exception of Accounts Receivable Turnover Ratio, Inventory Turnover Ratio, Net Profit Ratio, Times Interest Earned Ratio and Debt Service Coverage Ratio. The RCIL has been operating with minimum receivables because they are taking only C.M from the customer/buyer and they are regularly paying principal amount of loans with enjoying interest free block accounts with their Banks.</p>											
<p>Dated: 18/09/2022 Place: Dhaka, Bangladesh</p>										<p>sd/- A. Hoque & Co. Chartered Accountants</p>	

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (d) **Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the কোম্পানি আইন 1994. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation;**

AUDITORS' REPORT
Of
Rhymer Chemical Industries Ltd

Under Section 135(1) and Paragraph 24(1)(3) and 25 of Part-II of Third Schedule of the Companies Act 1994

We have examined the financial statements of Rhymer Chemical Industries Ltd. for the year ended on 30th June, 2022, 2021 & 2020 audited by us and for the year ended on 30th June, 2019 & 2018 were audited by Ashraf Uddin & Co., Chartered Accountants. In pursuance of Section 135(1) under Paragraph 24(1) of Part-II of Third Schedule of the Companies Act 1994 our report is as under:

The presentation of these financial statements is the responsibility of the Company's management.

Our responsibility is to review the relevant audited financial statements and confirm that the related information have been correctly extracted from those audited financial statements.

We have reviewed the relevant audited financial statements and confirm that the related information have been correctly extracted from those audited financial statements.

- a. The company was incorporated on 7th August, 2004;
b. The Company has started commercial operation on 5th April, 2008;
c. The Company has no subsidiaries;

d. Dividend declared:

	30.06.2022	30.06.2021	30.06.2020	30.06.2019	30.06.2018
Cash dividend- %	Nil	Nil	Nil	Nil	Nil
Stock dividend (Bonus share)- %	Nil	Nil	Nil	Nil	Nil

e. Enclosures:

- i) The Statement of Assets and Liabilities (Financial Position) of the Company for the year ended 30th June, 2022 and for immediately preceding four years. (**Annexure - A**)
ii) The Statement of operating results (Profit or Loss and other Comprehensive Income) of the Company for the year ended 30th June, 2022 and for immediately preceding four years. (**Annexure - B**)
iii) The Statement of Cash Flows of the Company for the year ended 30th June, 2022 and for immediately preceding four years. (**Annexure - C**)
f. No proceeds or part of proceeds of the issue of shares were applied directly or indirectly by the Company in the purchase of any other business or an interest thereon;
g. Figures related to previous years have been rearranged wherever considered necessary as per IAS- 01

Sd/-

Dated : 18.09.2022

A. Hoque & Co.

Place : Dhaka, Bangladesh

Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

A. HOQUE & CO.					
CHARTERED ACCOUNTANTS					
RHYMER CHEMICAL INDUSTRIES LTD.					
Auditor's Report under section 135(1) and paragraph 24(1) of Part -II of Schedule-III of the Companies Act					
We have examined the financial statements of Rhymer Chemical Industries Ltd. for the years ended June 30, 2022, 2021, 2020, 2019 and 2018. Financial statements for the years ended 30th June, 2022, 2021 and 2020 were audited by us and Financial Statements for the years ended 30th June, 2019 and 2018 were audited by Ashraf Uddin & Co., Chartered Accountants. In pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act our report is as under:					
A) THE STATEMENT OF FINANCIAL POSITION AS AT 30th June, 2022, 2021, 2020, 2019 & 2018.					
Property and Assets	AMOUNT (TK.) 30.06.22	AMOUNT (TK.) 30.06.21	AMOUNT (TK.) 30.06.20	AMOUNT (TK.) 30.06.19	AMOUNT (TK.) 30.06.18
Non-Current Assets:	516,914,230	533,939,938	567,749,960	511,300,629	505,030,509
Property, Plant & Equipment	433,294,808	433,259,330	377,691,704	387,192,665	386,088,729
Capital Work-in-Progress	77,565,289	97,410,143	186,503,833	120,264,828	115,098,643
Investment in Shares	2,639,156	2,640,004	3,554,423	3,843,136	3,843,136
Receivable Non-Current Maturity	251,082	630,461	-	-	-
	3,163,895	-	-	-	-
Current Assets:	288,162,908	249,408,797	269,263,149	266,727,628	207,923,862
Inventories	198,103,188	185,776,545	174,333,279	180,555,943	171,888,849
Receivable Current Maturity	11,773,126	5,674,148	-	-	-
Trade & Other Receivable	-	-	13,741,311	5,845,874	2,725,543
VAT Receivable	86,546	86,546	-	-	-
Advance, Deposits and Pre-payments	76,260,965	57,130,741	48,745,381	44,533,938	31,838,332
Cash & Cash Equivalents	1,939,082	740,817	32,443,178	35,791,873	1,471,138
Total Property and Assets	805,077,138	783,348,735	837,013,109	778,028,257	712,954,371
Shareholders' Equity and Liabilities					
Share Capital					
Authorized: 100,000,000 Ordinary Shares of Tk. 10/-	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Shareholders' Equity:	650,437,077	612,353,599	566,294,869	526,032,825	488,460,778
Share Capital	280,000,000	280,000,000	280,000,000	280,000,000	280,000,000
Revaluation Surplus	105,770,634	105,770,634	105,770,634	105,770,634	105,770,634
Interest Waved Amount	-	-	9,774,511	9,774,511	9,774,511
Retained Earnings	264,666,443	226,582,965	170,749,724	130,487,680	92,915,633
Non-Current Liabilities:	18,115,914	44,963,683	92,906,170	116,231,744	146,396,629
Long Term Loan	6,943,251	39,334,497	87,857,575	111,212,120	141,100,120
Deferred Tax Liability	9,274,663	5,629,186	5,048,595	5,019,624	5,296,509
Lease Liability	1,898,000	-	-	-	-
Current Liabilities & Provisions:	136,524,148	126,031,453	177,812,070	135,763,688	78,096,964
Short Term Loan	50,886,999	58,484,947	67,621,530	84,791,111	48,904,637
Account Payables	6,503,510	2,183,942	57,337,788	12,126,902	1,664,890
Liability for Expenses	4,832,217	2,695,924	2,588,343	3,925,901	2,974,493
Reserve for Unrealized Gain/(Loss) on Own	900,258	706,571	1,674,169	1,068,041	939,852
Provision for WPPF	5,354,139	2,813,011	-	-	-
Provision for Income Tax	68,009,400	59,109,433	48,552,615	33,851,733	23,613,092
Unclaimed Dividend Account	37,625	37,625	37,625	-	-
Total Shareholders' Equity and Liabilities	805,077,138	783,348,735	837,013,109	778,028,257	712,954,371
Net Asset Value Per Share (NAVPS)	23.23	21.87	20.22	18.79	17.45
Dated: 18/09/2022	Sd/-				
Place: Dhaka, Bangladesh	A. Hoque & Co.				
	Chartered Accountants				

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

A. HOQUE & CO.					
CHARTERED ACCOUNTANTS					
RHYMER CHEMICAL INDUSTRIES LTD.					
B) STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME AS AT 30TH JUNE, 2022, 2021, 2020, 2019 & 2018.					
Particulars	AMOUNT (TK.) 30.06.22	AMOUNT (TK.) 30.06.21	AMOUNT (TK.) 30.06.20	AMOUNT (TK.) 30.06.19	AMOUNT (TK.) 30.06.18
Sales (Revenue)	130,914,210	133,123,654	138,938,648	124,943,517	120,999,735
Less: Cost of Goods Sold	68,403,043	69,863,982	81,511,535	71,442,968	64,380,180
Gross Profit (A)	62,511,167	63,259,672	57,427,113	53,500,549	56,619,555
Less: Operating Expenses:					
Administrative, Selling and Distribution Expenses	10,711,094	4,887,379	5,078,170	6,030,399	5,685,248
Total Operating Expenses (B)	10,711,094	4,887,379	5,078,170	6,030,399	5,685,248
Operating Profit/(Loss) (C)=(A-B)	51,800,073	58,372,293	52,348,943	47,470,150	50,934,307
Add: Non-Operating Income:					
Dividend Income	49,566	259,216	11,532	162,111	121,907
Realized Profit/(Loss) on Shares	18,905	35,986	(32,807)	-	(5,192,540)
Profit on Sale of Car	-	-	779,999	-	-
Other Income	1,848,040	553,561	2,639,671	195,500	199,270
Total Non-Operating Income (D)	1,916,511	848,763	3,398,395	357,611	(4,871,363)
Less: Non-Operating Expenses					
Financial Expenses	352,846	179,505	149,313	165,769	190,785
Total Non-Operating Expenses (E)	352,846	179,505	149,313	165,769	190,785
Net Profit before Contribution to WPPF (F)=(C+D-E)	53,363,738	59,041,551	55,598,025	47,661,992	45,872,159
Less: Contribution to WPPF (G)	2,541,128	2,813,011	-	-	-
Net Profit before Tax (H) = (F-G)	50,822,610	56,228,540	55,598,025	47,661,992	45,872,159
Less: Income Tax Expenses					
Current Tax Expenses	8,899,967	10,556,818	14,700,882	10,238,641	7,813,603
Deferred Tax (Income)/Expenses	3,645,478	580,591	28,971	(276,885)	(36,235)
Total Income Tax Expenses (I)	12,545,445	11,137,409	14,729,853	9,961,756	7,777,368
Profit after Tax attributable to Equity Holders (J)=(H-I)	38,277,165	45,091,131	40,868,172	37,700,236	38,094,791
Other Comprehensive Income/(Loss) for the year:					
Unrealized Gain/(Loss) on Own Portfolio	(193,687)	967,598	(606,128)	(128,189)	4,094,492
Total Investment Valuation Surplus in Share (K)	(193,687)	967,598	(606,128)	(128,189)	4,094,492
Total Comprehensive Income/(Loss) for the period (L)=(J+K)	38,083,478	46,058,730	40,262,044	37,572,047	42,189,283
Basic Earning Per Share (EPS)	1.37	1.61	1.46	1.35	1.36

Sd/-

Dated: 18/09/2022
Place: Dhaka, Bangladesh

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

A. HOQUE & CO.

CHARTERED ACCOUNTANTS

RHYMER CHEMICAL INDUSTRIES LTD.

C) STATEMENT OF CASH FLOWS AS AT 30TH JUNE, 2022, 2021, 2020, 2019 & 2018.

Property and Assets	AMOUNT (TK.) 30.06.22	AMOUNT (TK.) 30.06.21	AMOUNT (TK.) 30.06.20	AMOUNT (TK.) 30.06.19	AMOUNT (TK.) 30.06.18
Cash Flows from Operating Activities:					
Cash Received from Customers	125,194,611	140,473,810	131,043,211	121,823,186	124,113,471
Cash Paid to Suppliers & others	(66,208,092)	(127,235,542)	(22,002,169)	(60,596,747)	(56,063,165)
Cash Paid to Employees & Others	(7,109,385)	(3,151,759)	(4,952,959)	(3,481,702)	(5,537,008)
Cash Paid to Advance, Deposits & Pre-payments	(19,130,224)	(8,385,360)	(4,211,443)	(12,695,606)	4,061,623
Cash Generated from Operating Activities	32,746,909	1,701,148	99,876,640	45,049,131	66,574,921
Dividend Income	49,566	259,216	11,532	162,111	121,907
Realized Gain/(Loss) on Shares	18,905	35,986	(32,807)	-	(5,192,540)
Other Income	1,848,040	553,561	3,419,670	195,500	199,270
	1,916,511	848,763	3,398,395	357,611	(4,871,363)
Net Cash Generated/(Used) from Operating Activities	34,663,420	2,549,911	103,275,035	45,406,742	61,703,558
Cash Flows from Investing Activities:					
Purchase Non-Current Assets	(12,968,816)	(66,421,215)	-	(11,752,527)	(6,943,415)
Capital Work-in-Progress	19,844,854	89,093,690	(66,239,005)	(5,166,185)	(6,447,511)
Investment in Shares	848	914,419	288,713	-	5,193,314
Revaluation Surplus	-	-	-	-	-
Net Cash used in Investing Activities	6,876,886	23,586,894	(65,950,292)	(16,918,712)	(8,197,612)
Cash Flows from Financing Activities:					
Financial Expenses	(352,846)	(179,505)	(149,313)	(165,769)	(190,785)
Interest Waved Amount	-	-	-	-	-
Increase/(Decrease) in Long Term Loan	(32,391,246)	(48,523,078)	(23,354,545)	(29,888,000)	(35,866,500)
Increase/(Decrease) in Short Term Loan	(7,597,948)	(9,136,583)	(17,169,581)	35,886,474	(17,913,814)
Net Cash from / (used in) Financial Activities	(40,342,041)	(57,839,166)	(40,673,439)	5,832,705	(53,971,099)
Net Increase/(Decrease) in Cash and Cash Equivalents	1,198,265	(31,702,361)	(3,348,696)	34,320,735	(465,153)
Cash and Cash Equivalents at beginning of the year	740,817	32,443,178	35,791,873	1,471,138	1,936,293
Cash and Cash Equivalents at end of the year	1,939,082	740,817	32,443,178	35,791,873	1,471,138
Net Operating Cash Flows Per Share (NOCFPS)	1.23	0.08	3.69	1.62	2.20

1. The Company started its journey in the year 2004. No proceeds or part of proceeds of the issue of shares were applied directly by the company in purchase of any business.
2. The Company has no subsidiary as on balance sheet date.
3. The Company did not prepare any financial statements after 30 June, 2022.
4. Figures have been restated as per BAS-08 (Accounting Policies, Changes in Accounting Estimates and Error) where necessary and no material impact is found in the financial statements.

Sd/-

Dated: 18/09/2022
Place: Dhaka, Bangladesh

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(e) Financial spread sheet analysis for the latest audited financial statements;

RHYMER CHEMICAL INDUSTRIES LTD.			
Financial Spread Sheet Analysis for the Latest Audited Financial Statements year ended on 30th June, 2022			
Financial spread sheet analysis for the latest audited financial statements Statement of Financial Position as at 30th June, 2022			
Property and Assets	AMOUNT (TK.) 30.06.22	Percentage on Total Assets	Grand Total
Non-Current Assets:	516,914,230		64%
Property, Plant & Equipment	433,294,808	53.82%	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>
Capital Work-in-Progress	77,565,289	9.63%	
Investment in Shares	2,639,156	0.33%	
Receivable Non-Current Maturity	251,082	0.03%	
	3,163,895	0.39%	
Current Assets:	288,162,908		36%
Inventories	198,103,188	24.61%	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>
Receivable Current Maturity	11,773,126	1.46%	
Trade & Other Receivable	-	0.00%	
VAT Receivable	86,546	0.01%	
Advance, Deposits and Pre-payments	76,260,965	9.47%	
Cash & Cash Equivalents	1,939,082	0.24%	
Total Property and Assets	805,077,138		100%
Shareholders' Equity and Liabilities			
Share Capital			
Shareholders' Equity:	650,437,077		81%
Share Capital	280,000,000	34.78%	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>
Revaluation Surplus	105,770,634	13.14%	
Interest Waved Amount	-	0.00%	
Retained Earnings	264,666,443	32.87%	
Non-Current Liabilities:	18,115,914		2%
Long Term Loan	6,943,251	0.86%	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>
Deferred Tax Liability	9,274,663	1.15%	
Lease Liability	1,898,000	0.24%	
Current Liabilities & Provisions:	136,524,148		17%
Short Term Loan	50,886,999	6.32%	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>
Account Payables	6,503,510	0.81%	
Liability for Expenses	4,832,217	0.60%	
Reserve for Unrealized Gain/(Loss) on Own	900,258	0.11%	
Provision for WPPF	5,354,139	0.67%	
Provision for Income Tax	68,009,400	8.45%	
Unclaimed Dividend Account	37,625	0.00%	
Total Shareholders' Equity and Liabilities	805,077,138		100%
Sd/- A. Hoque & Co. Chartered Accountants			
Dated: 18.09.2022 Place: Dhaka, Bangladesh			

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

RHYMER CHEMICAL INDUSTRIES LTD.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30TH JUNE, 2022

Particulars	Period ended June 30, 2022	Percentage on Total Turnover	Grand Percentage
Sales (Revenue)	130,914,210		100%
Less: Cost of Goods Sold	68,403,043	52.25%	
Gross Profit (A)	62,511,167	47.75%	
Less: Operating Expenses:			
Administrative, Selling and Distribution Expenses	10,711,094	8.18%	
Total Operating Expenses (B)	10,711,094	8.18%	
Operating Profit/(Loss) (C)=(A-B)	51,800,073	39.57%	
Add: Non-Operating Income:			
Dividend Income	49,566	0.04%	
Realized Profit/(Loss) on Shares	18,905	0.01%	
Other Income	1,848,040	1.41%	
Total Non-Operating Income (D)	1,916,511	1.46%	
Less: Non-Operating Expenses			
Financial Expenses	352,846	0.27%	
Total Non-Operating Expenses (E)	352,846	0.27%	
Net Profit before Contribution to WPPF (F)=(C+D-E)	53,363,738	40.76%	
Less: Contribution to WPPF (G)	2,541,128	1.94%	
Net Profit before Tax (H) = (F-G)	50,822,610	38.82%	
Less: Income Tax Expenses			
Current Tax Expenses	8,899,967	6.80%	
Deferred Tax (Income)/Expenses	3,645,478	2.78%	
Total Income Tax Expenses (I)	12,545,445	9.58%	
Profit after Tax attributable to Equity Holders (J)=(H-I)	38,277,165	29.24%	
Other Comprehensive Income /(Loss) for the year:			
Unrealized Gain/(Loss) on Own Portfolio	(193,687)	0.15%	
Total Investment Valuation Surplus in Share (K)	(193,687)		
Total Comprehensive Income/(Loss) for the period (L)=(J+K)	38,083,478	29.09%	

Dated: 18.09.2022
Place: Dhaka, Bangladesh

Sd/-
A. Hoque & Co.
Chartered Accountants

(f) Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;

Sl. No	Particulars	Amount in BDT
		30-Jun-22
1	Net Income after Tax	38,277,164
2	No. of shares before IPO	28,000,000
3	Earnings per Share (EPS)	1.37

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

g) All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share;

Particulars	30-Jun-22
Net Profit after Tax	38,277,164/-
Less: Extra-ordinary Income or non-recurring Income	1,916,511/-
Net Profit excluding Extra-ordinary Income or non-recurring Income	36,360,653/-

Earning per shares excluding extra-ordinary income or non-recurring income coming from other than core operations:

Particulars	30-Jun-22
Net Profit excluding Extra-ordinary Income or non-recurring Income	36,360,653/-
Number of Weighted Average Shares before IPO	28000000
Earnings per Share (EPS) excluding Extra-ordinary Income or non-recurring Income	1.3

(h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS;
This information is not applicable for RCIL.

(i) Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position.

Net Asset Value without revaluation:

As per audited financial statement for the year ended June 30, 2022

Particulars	Amount (Tk.)
Share Capital	280,000,000
Retained Earnings	264,666,443
Total Shareholders' Equity (Without revaluation reserve)	544,666,443
Total Number of Ordinary Share	28,000,000
Net Assets Value (NAV) (Without revaluation reserve) at BDT 10.00 per share	19.45

Net Asset Value Per Share:

As per audited financial statement for the year ended June 30, 2022

Particulars	Amount (Tk.)
Share Capital	280,000,000
Retained Earnings	264,666,443
Revaluation Reserve	105,770,634
Total Shareholders' Equity (With revaluation reserve)	650,437,077
Total Number of Ordinary Share	28,000,000

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Net Assets Value (NAV) (With revaluation reserve) at BDT 10.00 per share	23.23
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(j) **The Commission may require the issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer.**

This information is not applicable for RCIL.

(k) **Following statements for the last five years or any shorter period of commercial operation certified by the auditors: -**

(i) **Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued;**

Statement of Long Term and Short Term Borrowings including Borrowings from Related Party or Connected Persons with rate of interest and interest paid or accrued

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** undertook the following long term and short term borrowings including borrowing from related party or connected persons during the last five years:

Year	Sl. No.	Name of Parties	Nature of Relationship	Type of Loan	Outstanding Balance at the year end (TK.)	Rate of Interest (%)	Interest Paid	Interest Accrued
2022 June 30 AS	1	City Bank Ltd.	Lender	Long Term Loan	42,943,251/-	Nil	-	-
	2	Uniliver Bangladesh Ltd.	Lender	Working Capital	-	-	-	-
	3	Finery Ltd.	Lender	Short Term	3,000,000/-	6.00%	-	-
	4	UniCap Investments Ltd.	Lender	Margin Loan	11,886,999/-	Nil	-	-
	5	Nitol Motors Ltd.	Lender	Lease Finance	1,898,000/-	Nil	-	-
June 2021	1	City Bank Ltd.	Lender	Long Term Loan	75,323,059/-	Nil	-	-
	2	Uniliver Bangladesh Ltd.	Lender	Working Capital	10,500,000/-	Nil	-	-

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

	3	UniCap Investments Ltd	Lender	Margin Loan	11,996,385/-	Nil	-	-
As 30 June 2020	1	City Bank Ltd.	Lender	Long Term Loan	111,212,120/-	Nil	-	-
	2	Uniliver Bangladesh Ltd.	Lender	Working Capital	31,500,000/-	Nil	-	-
	3	UniCap Investments Ltd	Lender	Margin Loan	12,766,985/-	Nil	-	-

Year	Sl. No.	Name of Parties	Nature of Relationship	Type of Loan	Outstanding Balance at the year end (TK.)	Rate of Interest (%)	Interest Paid	Interest Accrued
As 30 June 2019	1	City Bank Ltd.	Lender	Long Term Loan	141,100,120/-	Nil	-	-
	2	Uniliver Bangladesh Ltd.	Lender	Working Capital	42,000,000/-	Nil	-	-
	3	UniCap Investments Ltd	Lender	Margin Loan	12,903,111/-	Nil	-	-
June 2018	1	City Bank Ltd.	Lender	Long Term Loan	176,966,620/-	Nil	-	-
	2	UniCap Investments Ltd	Lender	Margin Loan	13,038,137/-	Nil	-	-

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Dhaka, Bangladesh

Sd/

Dated: 18th September, 2022

A. Hoque & Co.
Chartered
Accountants

ii) Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status;

Based on our scrutiny and after due verification, we certify that the principal terms of secured loans as per loan agreement and assets on which charge have been created against those loans of **RHYMER CHEMICAL INDUSTRIES LTD.** for the last five years were as follows:

Particulars	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18
Name of Lender	City Bank Ltd.				
Type of Facility	Long Term Loan				
Purpose	For execution of business operations for the new and upcoming projects.				
Sanctioned Amount	Term Loan Tk. 27.73 Crore				
Rate of Interest	Nil	Nil	Nil	Nil	Nil
Security	311.75 Decimals Land including building at Kashore, Hobibari, Valuka, Mymensingh				
Repayment Schedule	84 months ending on 30 June, 2023	84 months ending on 30 June, 2023	84 months ending on 30 June, 2023	84 months ending on 30 June, 2023	84 months ending on 30 June, 2023
Status (Current Balance)	42,943,251	75,323,059	111,212,120	141,100,120	176,966,620

The above balance is certified on the basis of audited financial statements for the period from 1st July, 2017 to 30th June, 2022. During this period no interest was charged because of all loan accounts of the Company in City Bank Ltd. was interest free block account as per Bank's letter CBL/HO/SAMD/AAM/2016/478 Dated 30th June, 2016.

Dhaka, Bangladesh

Sd/-

Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(iii) Statement of unsecured loans with terms and conditions;

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** had taken unsecured loans during the last five years from Uniliver Bangladesh Limited which was fully repaid in the year ended 30th June, 2022 and loan from Finery Ltd. which was related party. Unsecured loan information of the Company is given below:

Lender	Loan Amount (Tk.)	Interest Rate	Outstanding Balance as at June 30, 2022	Loan Taken in the Year ended
Uniliver Bangladesh Ltd.	42,000,000/-	0.00%	-	June 30, 2019
Finery Ltd.	3,000,000/-	6.00%	3,000,000/-	June 30, 2022

Dhaka, Bangladesh

Sd/

Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc.;

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** had following amount of inventories during the last five years –

Amount in BDT

Particulars	As on June 30, 2022	As on June 30, 2021	As on June 30, 2020	As on June 30, 2019	As on June 30, 2018
Raw Materials	12,473,234/-	15,642,325/-	11,758,259/-	5,869,877/-	5,833,512/-
Work-in-process	4,445,200/-	7,652,800/-	9,563,200/-	6,754,200/-	4,876,210/-
Finished Goods	178,510,235/-	153,689,524/-	151,351,736/-	151,839,605/-	155,582,847/-
Packing Materials	517,688/-	517,688/-	517,688/-	528,107/-	541,127/-
Stock in Transit	1,478,331/-	710,610/-	794,574/-	3,391,863/-	237,201/-
Spare Parts	678,500/-	7,563,598/-	347,822/-	12,172,291/-	4,817,952/-
Total	198,103,188/-	185,776,545/-	174,333,279/-	180,555,943/-	171,888,849/-

The above balance is certified on the basis of audited financial statements for the period from 1st July, 2017 to 30th June, 2022.

Dhaka, Bangladesh

Dated: 18th September, 2022

Sd/-

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পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (v) Statement of trade receivables showing receivable from related party and connected persons;

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** had Trade Receivables from related party or connected persons during the last five years:

Amount in BDT

Name of	As on June 30, 2022	As on June 30, 2021	As on June 30, 2020	As on June 30, 2019	As on June 30, 2018
General	12,024,208/-	6,304,609/-	13,741,311/-	5,845,874/-	2,725,543/-
Related Party	-	-	-	-	-
Connected Persons	-	-	-	-	-
Total	12,024,208/-	6,304,609/-	13,741,311/-	5,845,874/-	2,725,543/-

We also certify that there was no receivable from related party/ connected persons during the period from 1st July, 2017 to 30th June, 2022.

Dhaka, Bangladesh

Dated: 18th September, 2022

Sd/-

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পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- (vi) Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued;

Based on our scrutiny and after due verification, we certify that no interest bearing loan has been given by the issuer **RHYMER CHEMICAL INDUSTRIES LTD.** including loans to related party and connected persons during the last five years.

Dhaka, Bangladesh

Dated: 18th September, 2022

Sd/-

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পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(vii) Statement of other income showing interest income, dividend income, discount received, other non operating income;

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** had the following other income during the last five years

Amount in BDT

Particulars	2021-2022	2020-2021	2019-2020	2018-2019	2017-2018
Interest Income	-	433,561/-	2,474,671/ -	-	-
Dividend Income	49,566/-	259,216/-	11,532/-	162,111/-	121,907/-
Profit on sale of share	18,905/-	35,986/-	(32,807)	-	(5,192,540)
Other non-operating Income	1,848,040/-	120,000/-	944,999/-	195,500/-	199,270/-
Total	1,916,511/-	848,763/-	3,398,395/-	357,611/-	(4,871,363)

The above balance is certified on the basis of audited financial statements for the period from 1st July 2017 to 30th June, 2022.

Dhaka, Bangladesh

Dated: 18th September, 2022

A. Hoque & Co.
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পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(viii) Statement of turnover showing separately in cash and through banking channel;

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** had following amount of turnover through banking channel during the last five years -

Amount in BDT

Particulars	2021-2022	2020-2021	2019-2020	2018-2019	2017-2018
Turnover during the year	130,914,210/-	133,123,654/-	138,938,648/-	124,943,517/-	120,999,735/-
Received in cash	-	-	-	-	-
Turnover Through Banking Channel	125,240,981/-	132,436,298/-	134,930,878/-	131,996,490/-	142,263,431/-

The above balance is certified on the basis of audited financial statements and Bank Statements for the period from 1st July, 2017 to 30th June, 2022. There is no cash transaction with the customer/buyer of the Company during this period. The details turnover through Banking Channel A/C # 11100006974 of the Company in First Security Islami Bank Ltd., Dhanmondi Branch, Dhaka are given below:

2021-22	2020-21	2019-20	2018-19	2017-18
4,135,040.45	6,370,734.60	6,687,879.87	5,361,813.13	5,187,735.56
3,289,735.28	5,179,631.38	5,198,409.49	5,452,522.60	5,947,579.80
9,075,870.09	4,184,099.16	3,827,088.10	9,411,636.34	3,140,115.48
5,807,699.92	9,963,521.26	3,258,172.50	4,300,674.09	10,120,638.48
8,771,529.23	7,606,757.00	3,311,325.50	5,571,602.11	3,967,948.27
299,930.40	7,203,328.44	6,128,128.82	4,398,227.21	5,048,747.25
3,326,917.12	2,193,608.68	6,341,147.56	4,034,269.46	6,508,435.00
6,789,539.27	4,694,743.90	4,933,855.08	4,264,838.25	5,165,139.07
4,314,242.12	4,446,776.30	2,013,775.12	4,740,534.14	5,652,979.33
4,971,989.09	6,938,508.94	2,384,728.00	6,631,123.56	4,355,298.86
149,200.57	3,761,340.12	19,898,910.52	4,010,130.04	4,744,889.19
1,248,524.96	5,342,926.82	7,615,732.74	7,143,401.87	3,296,275.13
3,761,244.07	6,663,880.86	5,329,190.58	6,165,340.53	6,082,013.97
3,655,489.39	5,995,394.46	3,996,999.72	4,843,491.78	9,111,262.32

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

3,162,357.07	2,258,831.64	6,425,175.68	676,020.62	6,428,427.09
1,408,699.08	8,419,236.76	5,852,640.54	6,954,227.82	6,738,755.51
7,559,582.10	4,362,629.16	5,460,637.60	4,816,129.81	6,618,182.84
7,370,508.49	8,356,394.20	6,012,722.44	5,113,451.50	5,372,514.11
9,590,371.91	4,054,605.40	11,114,563.68	5,481,653.95	5,776,289.46
4,603,191.55	7,605,258.98	7,812,661.90	7,247,303.75	6,643,690.99
3,709,547.54	5,910,008.18	11,327,133.40	5,189,313.15	7,210,718.50
6,943,232.95	5,855,903.02	-	7,006,504.65	7,238,590.82
5,097,609.29	5,068,179.72	-	5,402,305.48	6,306,610.12
1,527,191.06	-	-	3,336,758.82	5,600,594.30
5,899,592.02	-	-	4,443,215.69	-
5,682,590.42	-	-	-	-
3,089,555.79	-	-	-	-
125,240,981.23	132,436,298.98	134,930,878.84	131,996,490.35	142,263,431.45

Dhaka, Bangladesh

Sd/-

Dated: 18th September, 2022

A. Hoque & Co.
Chartered
Accountants

(ix) **Statement of related party transaction;**

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** had the following related party transaction during the last five years-

Related Party	Relationship	Type of Transaction	Lender	Interest Rate	Balance Loan Amount (Tk.) in 30.06.2022
Finary Ltd.	Common Board of Directors	Short Term Loan	Finary Ltd.	6.00%	3,000,000/-

Dhaka, Bangladesh

Sd/-

Dated: 18th September, 2022

A. Hoque & Co.
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পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;

Based on our scrutiny and after due verification, we certify the following reconciliation of business income as shown in income tax return with net income (profit) as shown in audited financial statements of **RHYMER CHEMICAL INDUSTRIES LTD.** for the year ended 30th June, 2018 to 30th June, 2022:

Amount in BDT

Particulars	2021-2022	2020-2021	2019-2020	2018-2019	2017-2018
Income before tax shown in Audited Financial Statements	50,822,609/-	56,228,540/-	55,598,025/-	47,661,992/-	45,872,159/-
Income shown in tax return	Return not yet submitted	35,189,392/-	42,002,521/-	29,253,258/-	22,324,581/-

Dhaka, Bangladesh

Sd/-

Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

(xi) Confirmation that all receipts and payments of the issuer above Tk.5, 00,000/- (five lac) were made through banking channel;

We have examined all the relevant documents of the company regarding its payment and receipts made to various parties. Based on our scrutiny and after due verification of all the papers, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** made all receipts above BDT 500,000/- through banking channel (Online deposit/ EFT) but all payments above Tk. 500,000/- have been through cross cheque except specified in the Annexure-A for the year ended June 30, 2018 to June 30, 2022.

Dhaka, Bangladesh
Dated: 18 September, 2022

Sd/-
A. Hoque & Co.
Chartered Accountants

SL	Date	Transaction Mode	Bank's Name	Cheque#	Amount (Tk.)
1	7/8/2021	Cash	FSIBL	850783	3,000,000
2	7/12/2021	Cash	FSIBL	850785	1,000,000
3	7/18/2021	Cash	FSIBL	850787	1,550,000
4	8/17/2021	Cash	FSIBL	850788	8,000,000
5	9/19/2021	Cash	FSIBL	850795	2,200,000
6	10/17/2021	Cash	FSIBL	850801	860,000
7	10/18/2021	Cash	FSIBL	850803	2,000,000
8	10/18/2021	Cash	FSIBL	850804	1,500,000

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

9	11/15/2021	Cash	FSIBL	850810	1,800,000
10	11/15/2021	Cash	FSIBL	850802	1,500,000
11	12/9/2021	Cash	FSIBL	850811	1,000,000
12	1/5/2022	Cash	FSIBL	850816	1,300,000
13	2/20/2022	Cash	FSIBL	1826005	2,000,000
14	2/24/2022	Cash	FSIBL	1826008	1,200,000
15	2/24/2022	Cash	FSIBL	1826009	3,250,000
16	2/27/2022	Cash	FSIBL	1826010	2,300,000
17	3/9/2022	Cash	FSIBL	1826014	1,000,000
18	4/25/2022	Cash	FSIBL	1826054	1,200,000
19	5/19/2022	Cash	FSIBL	1826066	4,800,000
20	5/23/2022	Cash	FSIBL	1826067	8,000,000
21	6/14/2022	Cash	FSIBL	1826075	1,750,000
22	6/15/2022	Cash	FSIBL	1826076	800,000

SL	Date	Transaction Mode	Bank's Name	Cheque#	Amount
1	7/6/2020	Cash	FSIBL	850894	5,000,000
2	7/28/2020	Cash	FSIBL	253851	3,000,000
3	9/13/2020	Cash	FSIBL	253860	5,000,000
4	9/14/2020	Cash	FSIBL	253861	1,800,000
5	9/30/2020	Cash	FSIBL	253867	2,100,000
6	10/28/2020	Cash	FSIBL	253872	1,100,000
7	11/16/2020	Cash	FSIBL	253873	3,400,000
8	12/1/2020	Cash	FSIBL	253876	3,000,000
9	12/1/2020	Cash	FSIBL	253877	1,550,000
10	12/15/2020	Cash	FSIBL	253879	2,200,000
11	12/29/2020	Cash	FSIBL	253885	1,000,000
12	1/14/2021	Cash	FSIBL	253888	3,600,000
13	1/27/2021	Cash	FSIBL	253893	1,800,000
14	2/14/2021	Cash	FSIBL	850751	1,700,000
15	3/4/2021	Cash	FSIBL	850753	4,400,000
16	3/7/2021	Cash	FSIBL	850755	950,000
17	3/15/2021	Cash	FSIBL	850756	3,000,000
18	4/1/2021	Cash	FSIBL	850766	4,500,000
19	4/13/2021	Cash	FSIBL	850769	3,200,000
20	4/28/2021	Cash	FSIBL	850771	1,700,000
21	5/11/2021	Cash	FSIBL	850777	2,600,000
22	6/16/2021	Cash	FSIBL	253897	2,730,000

SL	Date	Transaction Mode	Bank's Name	Cheque#	Amount
1	7/17/2019	Cash	FSIBL	253804	2,500,000
2	7/31/2019	Cash	FSIBL	253807	3,000,000

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

3	8/6/2019	Cash	FSIBL	253812	900,000
4	8/18/2019	Cash	FSIBL	253814	2,000,000
5	8/28/2019	Cash	FSIBL	253816	3,000,000
6	9/12/2019	Cash	FSIBL	253818	1,600,000
7	9/29/2019	Cash	FSIBL	253824	2,000,000
8	9/30/2019	Cash	FSIBL	253826	600,000
9	10/23/2019	Cash	FSIBL	253830	5,000,000
10	10/30/2019	Cash	FSIBL	253834	1,000,000
11	11/24/2019	Cash	FSIBL	253836	1,200,000
12	12/8/2019	Cash	FSIBL	253844	2,000,000

SL	Date	Transaction Mode	Bank's Name	Cheque#	Amount
13	1/5/2020	Cash	FSIBL	253850	7,500,000
14	1/14/2020	Cash	FSIBL	850855	2,500,000
15	1/29/2020	Cash	FSIBL	850856	5,000,000
16	2/13/2020	Cash	FSIBL	850859	2,000,000
17	2/26/2020	Cash	FSIBL	850864	2,000,000
18	3/12/2020	Cash	FSIBL	850865	900,000
19	3/15/2020	Cash	FSIBL	850867	2,100,000
20	4/1/2020	Cash	FSIBL	850870	3,000,000
21	4/6/2020	Cash	FSIBL	850873	1,200,000
22	4/19/2020	Cash	FSIBL	850874	5,000,000
23	5/7/2020	Cash	FSIBL	850876	10,000,000
24	5/20/2020	Cash	FSIBL	850885	5,000,000
25	5/31/2020	Cash	FSIBL	850887	550,000
26	6/11/2020	Cash	FSIBL	850889	4,000,000

SL	Date	Transaction Mode	Bank's Name	Cheque#	Amount
1	7/16/2018	Cash	FSIBL	8414569	5,000,000
2	7/30/2018	Cash	FSIBL	8414574	900,000
3	8/6/2018	Cash	FSIBL	8414575	900,000
4	8/19/2018	Cash	FSIBL	8414576	9,000,000
5	8/30/2018	Cash	FSIBL	8414578	3,500,000
6	9/3/2018	Cash	FSIBL	8414579	700,000
7	9/17/2018	Cash	FSIBL	8414582	3,200,000
8	9/19/2018	Cash	FSIBL	8414584	1,480,000
9	9/29/2018	Cash	FSIBL	8414592	4,300,000
10	10/17/2018	Cash	FSIBL	8414596	3,000,000
11	10/30/2018	Cash	FSIBL	8414600	1,000,000
12	11/13/2018	Cash	FSIBL	9227953	3,500,000

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

13	12/4/2018	Cash	FSIBL	9227951	6,650,000
14	1/6/2019	Cash	FSIBL	9227960	10,000,000
15	1/14/2019	Cash	FSIBL	9227964	2,300,000
16	1/15/2019	Cash	FSIBL	9227966	2,500,000
17	1/20/2019	Cash	FSIBL	9227972	1,000,000
18	1/30/2019	Cash	FSIBL	9227973	4,350,000
19	2/14/2019	Cash	FSIBL	9227978	1,600,000
20	2/19/2019	Cash	FSIBL	9227982	30,000,000
21	2/27/2019	Cash	FSIBL	9227986	1,150,000
22	3/18/2019	Cash	FSIBL	9227989	2,500,000
23	3/20/2019	Cash	FSIBL	9227990	1,200,000
24	4/4/2019	Cash	FSIBL	9227993	600,000
25	4/15/2019	Cash	FSIBL	9227995	1,600,000
26	4/18/2019	Cash	FSIBL	9227902	2,500,000
27	4/23/2019	Cash	FSIBL	9227904	650,000
28	4/28/2019	Cash	FSIBL	9227905	1,300,000
29	5/15/2019	Cash	FSIBL	9227909	3,500,000
30	5/30/2019	Cash	FSIBL	9227942	2,200,000
31	6/12/2019	Cash	FSIBL	9227946	1,700,000
32	6/30/2019	Cash	FSIBL	9227949	3,500,000

SL	Date	Transaction Mode	Bank's Name	Cheque#	Amount
1	7/11/2017	Cash	FSIBL	6521428	5,100,000
2	7/13/2017	Cash	FSIBL	6521429	1,030,000
3	7/16/2017	Cash	FSIBL	6521430	1,225,000
4	7/23/2017	Cash	FSIBL	6521431	4,400,000
5	7/26/2017	Cash	FSIBL	6521432	1,500,000
6	7/31/2017	Cash	FSIBL	6521435	3,000,000
7	8/9/2017	Cash	FSIBL	6521437	1,725,000
8	8/27/2017	Cash	FSIBL	6521439	5,000,000
9	9/13/2017	Cash	FSIBL	6521443	2,000,000
10	9/17/2017	Cash	FSIBL	6521444	1,500,000
11	10/10/2017	Cash	FSIBL	6521448	3,000,000
12	10/31/2017	Cash	FSIBL	6521449	3,100,000
13	11/14/2017	Cash	FSIBL	7448355	3,500,000
14	11/19/2017	Cash	FSIBL	7448359	1,300,000
15	12/13/2017	Cash	FSIBL	7448363	3,800,000
16	1/10/2018	Cash	FSIBL	7448371	5,800,000
17	2/11/2018	Cash	FSIBL	7448380	5,700,000
18	3/4/2018	Cash	FSIBL	7448384	675,000
19	3/13/2018	Cash	FSIBL	7448385	1,550,000

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

20	4/10/2018	Cash	FSIBL	7448392	3,000,000
21	4/10/2018	Cash	FSIBL	7448393	1,550,000
22	4/11/2018	Cash	FSIBL	7448394	800,000
23	5/15/2018	Cash	FSIBL	7448399	3,500,000
24	5/17/2018	Cash	FSIBL	7448400	1,500,000
25	6/10/2018	Cash	FSIBL	8414561	5,000,000
26	6/28/2018	Cash	FSIBL	8414566	1,100,000

(xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts;

We have examined the bank statements and books of accounts of **RHYMER CHEMICAL INDUSTRIES LTD.** Based on our scrutiny and after due verification of all the relevant documents, we certify that bank statements conforms with the books of accounts of **RHYMER CHEMICAL INDUSTRIES LTD.** for the year ended 30th June, 2018 to 30th June, 2022.

Dhaka, Bangladesh

Sd/-

Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

(xiii) Statement of payment status of TAX, VAT and other taxes or duties; and

Based on our scrutiny and after due verification, we certify that **RHYMER CHEMICAL INDUSTRIES LTD.** has paid the following amount of income Tax, VAT and other Taxes/Duties for the year ended 30th June, 2018 to 30th June, 2022:
Amount in BDT

Particulars	2021-2022	2020-2021	2019-2020	2018-2019	2017-2018
Provision for Income Tax during the year	8,899,967	10,556,818	14,700,882	10,238,641	7,813,603
Income Tax paid during the year	10,678,030	8,385,360	9,145,912	9,860,024	1,339,630
VAT	15,301,769	17,846,796	16,701,336	17,580,000	17,450,000
Other Taxes/Duties	1,454,129	1,859,545	1,441,261	-	-

The above balance is certified on the basis of audited financial statements for the period from 1st July, 2017 to 30th June, 2022.

Dhaka, Bangladesh

Sd/-

Dated: 18th September, 2022

A. Hoque & Co.
Chartered Accountants

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XXVII)

CREDIT RATING REPORT

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

As per clause (e) of sub-rule (4) of rule 3 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015, no credit rating report is required by the Company.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XXVIII)

PUBLIC ISSUE APPLICATION PROCEDURE

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Application Process

Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of an abridged version of the prospectus.
1. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Total Amount and Category of the Applicant.
 - a) Eligible investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).
 - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

Step-2 (Intermediary):

2. The registered Stock broker/Merchant Banker in the ESS shall:
 - c) Post the amount separately in the customer account equivalent to the application money;
 - d) Accumulate all the applications/buy instructions received up to the cut-off date and transfer the amount to their respective Consolidated Customer Account;
3. The registered Stockbroker/Merchant Banker in the ESS shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and within **3 (three) working days** from the cut-off date, upload to the ESS, the lists of applicants in electronic (text format with tilde '~' separator) format, deposit the full amount received from the General Public and Non-Resident Bangladeshi (NRB) applicants by the method as determined by exchange(s).
4. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to **6 (six) months** from listing of the securities with the exchange.
5. The Exchanges shall prepare a consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification on the next working day. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not, verify more than two applications by an individual; verify more than two applications using same bank account and investment criteria.
6. **On the next working day**, CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
7. After receiving verification report and information from CDBL, the Exchanges shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications **within 5 (five) working days**.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

8. **Within next working day**, the Exchanges shall provide the Commission, Issuer and Issue Manager with the soft copy of subscription result.

Step-3 (Issuer):

9. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.
10. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
- Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
 - Prepare category wise lists of invalid applicants who are subject to penal provisions as per conditions of the consent letter issued by the Commission in electronic (text format with tilde '~' separator) format mentioning the penalty amount against each applicant;
 - Issuer shall issue allotment letters in the names of allottees in electronic format and
 - Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

11. 15% Private Offer to employees of the Issuer:

According to the compliance with the provisions of the Commission's Notification No. BSEC/CMRRCD/2009-193/27/Admin/127 dated 19 July 2021, application process of the 'employees & others' category of the issuer in the initial public offering (IPO) through ESS of the Exchanges shall be conducted as follows:

- The issuer shall upload the list of the existing employees in the electronic subscription system of the exchange(s) in electronic (text format with tilde '~' separator) format containing Customer ID, Name (as per BO ID), BO ID, Total Quantity, Total Amount, Category of the Applicant, NID, Employee ID, Service Start Date and Designation.
- The existing employees of the issuer shall submit application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.
- The registered Stockbroker/Merchant Banker in the ESS shall upload the lists of existing employees of the issuer in electronic (text format with tilde '~' separator) format.
- The Exchanges shall verify (name, BO ID, amount, duplicate, etc) the applications of existing employees and send the valid BOIDs in electronic (text) format to CDBL for verification. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

- e. CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
- f. The Existing employees of the issuer whose applications are valid and active will be allotted securities as per their applied quantities, **subject to a lock-in period of 2 (two) years from the first trading day at the exchanges.**

Step-4 (Intermediary):

12. On the next working day, Exchanges shall:
 - a) remit the amount of allotted applicants to the Issuer's respective Escrow Account opened for subscription purpose;
 - b) send the penalty amount who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list; and
 - c) Distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.
13. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Bankers shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

Miscellaneous:

14. The Issuer, Issue Manager(s), Stockbrokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
15. The Issuer shall pay the costs related to process the Eligible Investors allotment if claimed by the Exchange concerned up to an amount of Tk. 2,00,000/- (Taka Two Lac) only and Tk. 8,00,000/- (Taka Eight Lac) only for processing the applications of General Public and Non-Resident Bangladeshi (NRB) applicants.
16. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5/- (Taka five) only per application irrespective of the amount or category for the service provided till withdrawal of the money. The service charge shall be paid by the applicant at the time of submitting an application.
17. The Exchanges shall provide the Issuer with a statement of the remittance.
18. The Exchanges shall send the penalty amount to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
19. The concerned Exchanges are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

“All eligible Stock Broker and Merchant Bankers shall receive the IPO subscription”

The IPO subscription money collected from the successful application (other than NRB application) by the stockbroker/Merchant Bankers will be remitted to the Company’s Account no. 0108 11100008131 with First Security Islami Bank Ltd and Bangladesh for this purpose. The IPO subscription money collected from the successful NRB applicants is US Dollar or UK Pound Sterling or EURO shall be deposited to three FC accounts opened by the Company for IPO purposes are as follows :

Sl No	Name of Accounts	Currency	Account No.	Type of A/C	Bank
01	RHYMER CHEMICAL INDUSTRIES LIMITED	BDT	0108 11100008131	Current Account	First Security Islami Bank Ltd.
02		USD	0108 18100000001	FC Account	
03		GBP	0108 18300000001		
04		EURO	0108 18200000001		

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

APPLICATION FORM

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।

Interested persons are entitled to a prospectus, if they desire, and that copies of prospectus may be obtained from the issuer and the issue managers.

RHYMER CHEMICAL INDUSTRIES LIMITED

APPLICATION FOR PUBLIC ISSUE

Date:

Name of applicant	:																		
Client Code	:																		
BO ID No.	:																		
Category of applicant	:																		
Name of the Company/Fund	:																		
Number of Shares/Units	: Shares of Tk. each																	
Total amount in Tk.	:																		
Amount in word	:																		
Mode of payment	:																		
Cheque/Draft information	:																		

Signature of
Applicants

Signature of
Authorized Officer

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

CHAPTER (XXIX)

OTHERS

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

DECLARATION REGARDING COST AUDIT

STATEMENT REGARDING COST AUDIT

This is to certify that, as per Section 220 (1) of the Companies Act, 1994, Cost Audit by order “Cost and Management Accountant” —within the meaning of the Cost and Management Accountants Ordinance, 1977 (LIII of 1977) is not applicable for — “Rhymer Chemical Industries Limited (RCIL)”.

Sd/-

Managing Director
RHYMER CHEMICAL INDUSTRIES LIMITED

Sd/-

Chief Financial Officer
RHYMER CHEMICAL INDUSTRIES LIMITED

Date: September 25, 2022

Declaration by the issuer as required by Rule 3 (2) (c) of the Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015:

DECLARATION OF MATERIAL CHANGES

We, the Issuer, declare that we did not make any material changes including raising of paid-up capital after the date of audited financial statements as included in the prospectus.

Sd/-

Md. Monzur Alam
Managing Director

Declaration by the issue manager as required by Rule 3 (2) (d) of the Bangladesh Securities & Exchange Commission (Public Issue) Rules, 2015:

ISSUE MANAGERS DECLARATION IN CONNECTION WITH ISSUER

We, the Issue Managers, declare that we do not have any connection with the Issuer, nor any connected persons of us are connected with the Issuer. Moreover, we do not have any connection with the connected persons of the Issuer nor hold any securities thereof.

Sd/-

Sheikh Ashraf Haque
Chief Executive Officer
AB Investment Limited

Sd/-

Md. Israil Hossain ACS
Managing Director
BLI Capital Limited

পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন

Declaration regarding holding Annual General Meeting

We declare that the management of Rhymer Chemical Industries Limited (RCIL) has holding its Annual General Meeting (AGM) regularly as per section 81 of the Companies Act,1994.

Dhaka, Bangladesh
Dated: 18 September, 2022

Sd/-
A. Hoque & Co.
Chartered Accountants

CONSENT OF DIRECTORS TO SERVE AS DIRECTORS

We hereby confirm that we have been serving as Directors of Rhymer Chemical Industries Limited and continue to act as Directors of the Company.

Sd/-
(Kamal Sharif)
Chairman

Sd/-
(Md. Monzur Alam)
Managing Director & CEO

Sd/-
(Mansoor Ahmed)
Director

Sd/-
(Shahana Akhter)
Director

Sd/-
(Salman Sharif)
Director

Sd/-
(A M Sakib Noor)
Director

Sd/-
(Md. Touhidul Alam)
Director

Sd/-
Md.Nazrul Hossain
Independent Director

Sd/-
Md.Ziaul Haque
Independent Director