# **AUDITORS' REPORT**

AND
STATEMENT OF ACCOUNTS
OF

ORION LABORATORIES LIMITED DHAKA

FOR THE YEAR ENDED DECEMBER 31, 2009

এম, এ, মালেক সিদ্দিকী ওয়ালী এভ কোং M. A. MALEK SIDDIQUI WALI & CO.

**CHARTERED ACCOUNTANTS** 

# মালেক সিদ্দিকী ওয়ালী, চার্টার্ড একাউন্ট্যানট্স

৯/জি, মতিঝিল বা/এ, ঢাকা-১০০০

Malek Siddiqui Wali

CHARTERED ACCOUNTANTS
Partners: Md. Abdul Malek, FCA
Md. Waliullah, FCA

Phone: Off: 9560919; 7172025 FAX: 880-2-7175704 mmswcbd@hotmail.com 9-G, Motijheel C/A

9-G, Motijheel C/A Dhaka – 1000, Bangladesh

# AUDITORS' REPORT TO THE SHAREHOLDERS OF ORION LABORATORIES LIMITED

We have audited the accompanying balance sheet of the *Orion Laboratories Limited* as of December 31, 2009 and the related Profit and Loss Account for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

#### Scope:

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

#### Opinion:

In our opinion, the financial statements prepared in accordance with Bangladesh Accounting Standards (BAS), give a true and fair view of the state of the company's affairs as of December 31, 2009 and of the results of its operation for the year then ended and comply with the applicable sections of the Companies act 1994 and other applicable laws and regulations.

#### We also report that.

- (a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof.
- (b) in our opinion, proper books of accounts as required by law have been kept by the company so far as it appeared from our examination of those books.
- (c) the company's Balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of account and returns.
- (d) the expenditure incurred was for the purposes of the Company's business.

Place: Dhaka Dated: March 07, 2010 (Malek Siddiqui Wali ) Chartered Accountants

# **ORION LABORATORIES LIMITED**

153-154 Tejgaon I/A, Dhaka-1208

# BALANCE SHEET

AS AT DECEMBER 31, 2009

	Notes	Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
APPLICATION OF FUND			
A. Long Term Assets:		750,478,061	711,818,300
Property, Plant & Equipments ( As per Schedule )	3	606,332,061	637,272,300
Investment	4	144,146,000	74,546,000
B. Current Assets		774,843,317	387,750,567
Inventories	5	161,341,878	154,940,816
Trade Receivable		68,230,304	96,165,878
Other Receivables	6	298,637,819	45,069,118
Advance, Deposit & Prepayments	7	199,347,253	74,823,405
Cash and Cash Equivalents	8	47,286,063	16,751,350
C. Current Liabilities		408,595,454	353,108,573
Bank Loans & Credits	9	171,913,675	191,323,761
Creditors & Other Payable	10	176,573,078	127,561.895
Accrued Expenses	11	60,108,701	34,222,917
D. Net Current Assets (B-C)		366,247,863	34,641,994
Total (A+D)		1,116,725,924	746,460,294
SOURCES OF FUND			
E. Shareholder's Equity		830,053,409	402,290,533
Share Capital	12	100,000,000	48,000,000
Share Money Deposits		200,000,000	52,000,000
Revaluation Surplus		464,678,646	488,229,366
Profit Carried Forwarded		65,374,763	(185,938,833)
F. Long Term Loan	13	286,672,515	344,169,761
Total (E+F)		1,116,725,924	746,460,294
Net Asset Value (NAV) Per Share		830.0 <u>5</u>	838.11

This is the Balance Sheet referred to in our report of even date. The annexed Notes form part of these accounts.

Managing Director

Dhaka 7th March, 2010 Director

(MALEK SIDDIQUI WALI)

Chartered Accountants

# ORION LABORATORIES LIMITED PROFIT & LOSS ACCOUNT

FOR THE YEAR ENDED DECEMBER 31, 2009

Particulars	Notes	Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
Revenue (Turnover) From net Sales			
Gross Revenue (Turnover)		1,123,892,019	923,970,120
Less: VAT		156,628,965	130,207,983
Revenue (Turnover) from net Sales		967,263,054	793,762,137
Cost of Goods Sold	14	(458,332,252)	(387,658,732)
Gross Profit		508,930,802	406,103,405
Operating Expenses :		(358,118,743)	(269,496,150)
General & Administrative Expenses	15	(67,490,535)	(53,254,434)
Selling & Distribution Expenses	16	(290,628,208)	(216,241,716)
Operating Profit		150,812,059	136,607,255
Financial Expenses	17	(44,121,594)	(55,058,984)
Profit from Business		106,690,465	81,548,271
Miscellaneous Income		725,631	314,526
Dividend Income		9,287,500	<u>-</u>
Net Profit before Tax		116,703,596	81,862,797
Capital Gain on Sale of Securities		164,610,000	_
		281,313,596	81,862,797
Provision for Tax		(30,000,000)	-
Net Profit after Tax		251,313,596	
Prior Years' Adjustment (Intangible	Addition)	-	8,758,750
Loss brought Forward		(185,938,833)	(276,560,380)
Profit carried forward		65,374,763	(185,938,833)
Earning Fer Share (EPS)		281.31	170.55

This is the Profit & Loss Account referred to in our report of even date.

The annexed Notes form part of these accounts.

Managing Director

Director

Dhaka 7th March, 2010 ( MALEK SIDDIQUI WALI)

**Chartered Accountants** 

# ORION LABORATORIES LIMITED

# CASH FLOW STATEMENT

# FOR THE YEAR ENDED DECEMBER 31, 2009

	Amount in	Amount in
	Taka	Taka
	31.12.2009	31.12.2008
A. Cash Flows from Operating Activities :		
A. Cash Flows from Operating Activities.		
Cash received from Customers	995,198,628	771,686,429
Cash paid to Suppliers and Employees	(943,182,350)	(735,661,533)
Cash Generated from Operation	52,016,278	36,024,896
Other income	725,631	314,526
Income Tax - Deducted at Source	(7,847,731)	(6,829,575)
Net Cash Generated/(Used) from Operating Activities	44,894,178	29,509,847
B. Cash Flows from Investing Activities:		
Acquisition of Property, Plant & Equipment	(12,135,189)	(10,357,216)
Investment in Securities	(99,600,000)	(246,000)
Net Cash Received/(Used) in Investing Activities	(111,735,189)	(10,603,216)
C. Cash Flows from Financing Activities:		
Long Term Loan Received / (Repaid)	(57,497,246)	(25,343,617)
Short Term Loan Received / (Repaid)	(19,410,086)	18,613,737
Share money Deposit	200,000,000	52,000,000
Other Finance Received / (Repaid)	(25,716,944)	(64,631,611)
Net Cash Received/(Used) in Financing Activities	97,375,724	(19,361,491)
Net Increase /(Decrease) in Cash & Cash Equivalents (A+B+C)	30,534,713	(454,860)
Cash & Cash Equivalents at the beginning of the year	16,751,350	17,206,210
Cash & Cash Equivalents at the End of the Year	47,286,063	16,751,350

Managing Director

Director

Dhaka 7th March, 2010 ( MALEK SIDDIQUI WALI)

Chartered Accountants

# ORION LABORATORIES LIMITED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2009

Particulars	Share Capital	Share Money Deposit	Revaluation Surplus	Retained Earnings	Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
Balance at the Beginning of the year	48,000,000	52,000,000	488,229,366	(185,938,833)	402,290,533	(228,560,380)
Issue of Share	52,000.000	(52,000,000)	-	-	-	-
Share Money Deposit	-	200,000.000	-	-	200,000.000	52,000,000
Net Profit For the year	-	-	-	251,313,596	251,313,596	81,862,797
Prior Years' Adjustment (Intangible Addition)	-	•	-	-	-	8,758,750
Depreciation on Revaluation Surplus	-	-	(23,550,720)	-	(23,550,720)	-
Revaluation Surplus on Property, Plant and Equipment						488,229,366
Balance at the end of the Year	100,000,000	200,000,000	464,678,646	65,374,763	830,053,409	402,290,533
Number of Ordinary Shares					1.000,000	480,000
Shareholders' Equity Per Share					830.05	838.11

Managing Director

Dhaka 7th March, 2010 ( MALEK SIDDIQUI WALI)
Chartered Accountants

# **ORION LABORATORIES LIMITED**

153-154, Tejgaon I/A, Dhaka-1208

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2009

#### 1. $\underline{GENERAL}$ :

#### a) Disclosure on Orion Laboratories Limited

This is a private limited company incorporated in Bangladesh on June 21, 1965 and is now operating under the entrepreneurship of Orion Group.

The company owns and operates a modern pharmaceuticals factory and produces and sells pharmaceuticals drugs and medicine.

# b) Components of the Financial Statements:

- i) Balance Sheet as on December 31, 2009
- ii) Profit and Loss Account for the year ended December 31, 2009
- iii) Statement of Changes in Equity for the year ended December 31, 2009
- iv) Cash Flow Statement for the year ended December 31, 2009
- v) Accounting policies and explanatory notes.

# c) Reporting Currency and Level of Precision:

The figures in the financial statements represent Bangladeshi Taka, which have been rounded off to the nearest taka except where indicated otherwise & Figures of the year 2008 have been rearranged whenever considered necessary to ensure comparability with the current period.

# d) Compliance with Local Laws:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1994.

# e) Compliance with International Accounting Standards:

The financial statements have been prepared in compliance with the requirements of the International Accounting Standards (IASs) approved by the International Accounting Standards Committee (IASC) and as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) as applicable.

# f) Reporting Period:

The financial statements of the company cover one calendar year from 1 January to 31 December next consistently.

# 2. <u>ACCOUNTING POLICIES</u>:

# i) Accrual Basis of Accounting:

The financial statements have been prepared, under the accrual basis of accounting.

# ii) Measurement Basis:

The financial statements have been prepared using the Historical Cost basis.

# iii) Depreciation:

Depreciation has been charged under Reducing Balance method at the following rates: -

<u>Items</u>	Rate of Percentage
Factory & Office Building	10
Plant & Machinery	15
Furniture & Fixture	15
Office Equipments	15
Vehicles	20
Laboratory Equipments	15
Medical Books & Journal	10
Medical Bags	20

No depreciation is charged on additions during the year.

#### iv) Investments:

Investments are stated at cost.

#### v) Inventories:

Inventories have been valued at weighted average cost except finished products stated at trade price without VAT.

# vi) Sales:

Turnover comprises the invoice value of goods supplied by the company and representing Local & Export sales.

# vii) Revenue Recognition:

Sales are recognised at the time of delivery from godown.

# viii) Cash and Cash Equivalents:

Cash in hand and cash at banks have been considered as the cash and cash equivalents for the preparation of this financial statements which were held and available for use by the company without any restriction and there was insignificant risk of changes in value of these current assets.

# ORION LABORATORIES LIMITED SCHEDULE OF FIXED ASSETS PROPERTY, PLANT & EQUIPMENTS As at December 31, 2009

Note - 3

637,272,300	488,229,366	149,042,934	21,242,445		170,285,379	10,357,216	159,928,163	2008	
606,332,061	464,678,646	141,653,415	19,524,708		161,178,123	12,135,189	149,042,934	Total	
164,968	-	164,968	41,242	20%	206,210	1	206,210	Medical Bags	9
144,291	ı	144,291	16,032	10%	160,323	•	160,323	Medical Books & Journal	<del>,</del> ∞
4,827,934	ι	4,827,934	851,988	15%	5,679,922	t	5,679,922	Laboratory Equipments	7
21,161,005		<b>,</b> 21,161,005	3,368,643	20%	24,529,648	7,686,431	16,843,217	Vehicles	<u>,</u>
10,031,350	ı	10,031,350	1,602,799	15%	11,634,149	948,824	10,685,325	Office Equipments	Q1
5,527,875	ı	5,527,875	809,019	15%	6,336,894	943,434	5,393,460	Furniture & Fixture	4>
108,896,943	46,590,940	62,306,003	10,544,030	15%	72,850,033	2,556,500	70,293,533	Plant & Machinery	ယ
158,577,695	137,959,103	20,618,592	2,290,955	10%	22,909,547	1	22,909,547	Factory & Office Building	2
297,000,000	280,128,603	16,871,397			16,871,397	1	16,871,397	Land & Land Development	
Current Cost WDV as on 31.12.2009	Revaluation Surplus	Historical Cost WDV as on 31.12.2009	Depreciation Charged During the Year	Rate of Dep. (%)	Total as on 31.12.2009	Addition	Balance as on 01.01.2009	Particulars	SI.

3.1 Depreciation has been charged during the year (WDV of Historical Cost) as under:

19,524,708	1,368,023	3,720,571	14,436,115	Total	
41,242	41,242	ı	1	Medical Bags	9
16,032	16,032		1	Medical Books & Journal	∞
851,988	•	<b>,</b>	851,988	Laboratory Equipments	7
3,368,643	336,864	2,998,093	33,686	Vehicles	6
1,602,799	528,924	593,036	480,840	Office Equipments	Οī
809,019	444,960	129,443	234,616	Furniture & Fixture	4
10,544,030	1	ı	10,544,030	Plant & Machinery	သ
2,290,955		ı	2,290,955	Factory & Office Building	2
ı	ı	ı	1	Land & Land Development	<b></b>
	Distribution	Admin.	Inclus	1 atticutato	No.
Total	Selling &	General and	Eactory	Dartionlare	Sl.

Notes	Particulars	Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
4	INVESTMENT (AT COST)		
	Orion Infusion Limited (4.43,000 Ordinary Shares @ TK. 100 each)	44,300,000	74,300,000
	ICB Islami Bank Limited (246 Ordinary Shares @ TK. 1000 each)	246,000	246,000
	Orion Holding Limited (99,60,000 Ordinary Shares @ TK. 10 each)	99,600,000	_
	Total:	144,146,000	74,546,000
5	INVENTORIES		
	Raw Materials	55,352,222	52,984,326
	Packing Materials	31,994,538	43,916,152
	Work-in-Process	5,104,559	6,978,247
	Finished Goods	64,046,683	44,544,359
	Stationery & Promotional Materials	4,843,876	6,517,732
	Total:	161,341,878	154,940,816
	OPHED MECHINADI ES		
6	OTHER RECEIVABLES Other Receivable	93,181,218	45,069,118
	Claim Receivable	2,952,226	-
	Dividend Receivables	7,894,375	-
	Receivable against sale of Share	194,610,000	-
		298,637,819	45,069,118
7	ADVANCE, DEPOSIT & PREPAYMENTS		
,		194,163,582	69,170,617
	Advances: Advance Imprest Money	112,250	154,000
	Motor Cycle Advance	6,088,306	6,440,633
	Advance Income Tax	43,691,423	35,843,692
	Advance to Suppliers & C&F Agents	20,540,618	17,083,706
	Advance against Land Purchase	106,065,609	
	Advance against Imported Materials	17,665,376	9,648,586
	Deposits:	5,183,671	5,652,788
	Earnest Money	232.353	202,353
	Security Deposit	2,602,219	3,151,366
	VAT Current Account	196,276	640,429
	Prepayments	2,152,823	1,658,640
	Total:	199,347,253	74,823,405
8	CASH AND CASH EQUIVALENT		,
σ	Cash in Hand	5,794,134	3,335,373
	Balance with Banks on Account	41,491,929	13,415,977
	Short Term Deposit	17,318,902	5,330,038
	Cash at Bank	24,173,027	8,085,939
	Total:	47,286,063	16,751,350

Notes	Particulars	Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
9	BANK LOAN AND CREDITS		
	LIM, Agrani Bank (WASA Branch)	13,308,209	28,622,176
	Cash Credit ( H ) - 48, Agrani Bank ( WASA Branch )	122,452,192	124,117,870
	Cash Credit (P) - 527, Agrani Bank (WASA Branch)	36,153,274	38,583,715
	Total:	171,913,675	191,323,761
10	CREDITORS & OTHER PAYABLES		
	G Lines	82,938,942	56,134,682
	Suppliers Tax deducted at source	3,637,266	3,825,499
	Other Payable	89,996,870	67,601,714
	Total:	<u>176,573,078</u>	127,561,895
11	ACCRUED EXPENSES		
	Accrued Expenses	28,994,124	32,262,565
	Utility Payable	1,064,577	1,940,352
	Provision for Income Tax	30,000,000 50,000	20,000
	Audit Fee		34,222,917
	Total:	60,108,701	34,222,317
12	SHARE CAPITAL		
	Authorized Capital 10,000,000 Ordinary Shares of Tk. 100 each	1,000,000,000	50,000,000
	Subscribed and Paid-up Capital 1,000,000 Ordinary Shares of Tk. 100 each	100,000,000	48,000,000
13	LONG TERM LOAN		
	Interest Free Block Account, Agrani Bank (WASA Branch)	117,783,591	156,790,271
	Project Loan, Agrani Bank (WASA Branch)	31,382,949	46,159,813
	Bai-Murabaha First Security Bank Ltd.	136,359,929	135,489,419
	Loan from SABINCO	1,146,046	5,730,258
	Total:	286,672,515	344,169,761

Notes	Particulars	Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
14	COST OF GOODS SOLD		
	Raw Materials consumed (Notes # 14.1)	280,364,946	260,282,144
	Packing Materials consumed (Notes # 14.2)	102,733,698	66,609,497
	Wages, Allowance & Bonus	37,543,451	31,928,147
	Contributory Provident Fund	1,082,966	980,039
	Electricity	902,394	657,106
	Gas	4,682,812	4,265,111
	WASA	1,150,619	994,298
	Factory Overhead Expenses ( Notes # 14.3 )	33,063,887	21,501,067
	Depreciation (Notes #3.1)	14,436,115	15,376,470
	Manufacturing Cost for the year	475,960,888	402,593,879
	Add: Opening Work-in-process	6,978,247	2,216,097
	Manufacturing Cost	482,939,135	404,809,976
	Less: Closing Work-in-Process	5,104,559	6,978,247
	Cost of Goods Manufactured	477,834,576	397,831,729
	Add: Opening Stock of Finished Goods	44,544,359	34,371,362
	Cost of Goods Available for Sale	522,378,935	432,203,091
	Less: Closing Stock of Finished Goods	64,046,683	44,544,359
	Cost of Goods Sold	458,332,252	387,658,732
14.1	Raw Materials Consumed		
	Opening Stock	52,984,326	29,628,827
	Add: Purchase during the year	282,732,842	283,637,643
	Goods Available for use	335,717,168	313,266,470
	Less: Closing Stock	55,352,222	52,984,326
	Consumed during the year	280,364,946	260,282,144
14.2	Packing Materials Consumed		
	Opening Stock	43,916,152	17,268,782
	Add: Purchase during the year	90,812,084	93,256,867
	Goods Available for use	134,728,236	110,525,649
	Less: Closing Stock	31,994,538	43,916,152
	Consumed during the year	102,733,698	66,609,497
	<del>"</del>		

Notes	Particulars		Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
-				
14.3	Factory Overhead Expenses			
	Repairs & Maintenance		8,096,983	4,972,239
	Fuel & Lubricants		2,754,333	1,404,657
	Printing & Stationery		2,320,677	2,040,909
	News Paper & Periodicals		4,500	12,862
	Washing & Cleaning		820,811	451,155
	Carrying Inward		240,580	243,196
	Workers Uniform		360,888	305,524
	Laboratory Expenses		816,692	296,749
	Medical Expenses		7,756	10,494
	Sample Test & Analysis		15,216	41,253
	Training Expenses		-	120,512
	Traveling & Conveyance		1,314,363	590,717
	Entertainment		191,509	62,668
	Workers' Food Expenses		9,030,658	7,701,764
	Telephone		390,733	310,447
	Miscellaneous Expenses		1,363,012	251,065
	Insurance Premium		822,736	822,736
	Fees & Taxes		266,993	114,350
	Spare Parts		2,781,447	1,471,970
	Godown Rent		1,464,000	275,800
		Total:	33,063,887	21,501,067

			Chartered Assessments
		Amount in Taka	Cha <del>rtered Accountants</del> Amount in Taka
Notes	Particulars	31.12.2009	31.12.2008
	<u> </u>		
15	GENERAL & ADMINISTRATIVE EXPE	NCFC	
13	Salaries, Allowance & Bonus	26,914,837	23,581,572
	Contributory Provident Fund	1,048,202	938,322
	Director's Remuneration	8,100,000	
		3,880,764	
	Printing & Stationery	30,980	,
	Rent, Rates & Taxes	3,353,879	
	Postages, Telephone & Fax	· ·	193,353
	Renewal and Fees	1,154,341	1,025,120
	Bank Charges & Commission	557,075	· · ·
	Fooding & Other Expenses	4,221,168	,
	Audit Fees	50,000	
	News Paper & Periodicals	49,332	
	Advertisement and Publicity	1,530,517	129,040
	Fuel & Lubricants	4,215,070	
	Repairs & Maintenance	2,077,420	
	Traveling & Conveyance	1,846,118	
	Insurance Premium	917,087	
	Software Consultancy & Other Fees	420,000	
	Miscellaneous Expenses	844,921	938,628
	Depreciation ( Notes-3.1)	3,720,571	4,384,738
	Overseas Travel & Training Expenses	1,893,562	
	Security Guard Expenses	664,691	1,095,704
	To	otal: 67,490,535	53,254,434_
16	SELLING AND DISTRIBUTION EXPEN	ISES	
	Salaries, Allowance & Bonus	172,804,779	119,671,380
	Contributory Provident Fund	6,404,567	
	Field Force TA/DA	38,071,568	
	Printing & Stationery	4,949,399	4,044,553
	Postages, Telephone & Fax	5,908,781	4,416,419
	Electricity, Fooding & Others	1,910,424	1,510,032
	Product Development & Other Expenses	3,960,579	3,265,482
	Training & Conference	3,086,740	2,084,511
	Office Rent (Depot)	2,595,497	2,235,581
	Repair & Maintenance	4,121,972	3,160,510
	Traveling & Conveyance	1,723,349	1,380,774
	Bank Charges & Commission	1,172,444	1,190,563
	Carrying & Distribution Expenses	19,557,299	16,491,177
	Promotional Materials	12,574,600	9,912,944
	Sales Discount to retailers	1,836,315	1,336,502
	Sample Expenses	4,836,315	
	Miscellaneous Expenses	1,172,776	
	Export Promotion Expenses	689,370	·
	Depreciation (Notes # 3.1)	1,368,023	
	Lease Rent	-	1,107,267
	Fuel & Lubricants	1,034,972	
	Overseas Traveling & Training	848,439	
	<del>-</del>	otal: 290,628,208	
	2.		

Notes	Particulars	Amount in Taka 31.12.2009	Amount in Taka 31.12.2008
17	FINANCIAL EXPENSES		
	Cash Credit ( Pledge ) - 52/7, Agrani Bank (WASA Branch)	4,243,061	4,889,858
	Cash Credit (Hypo.) - 48 Agrani Bank (WASA Branch)	16,250,703	17,085,486
	Project Loan, Agrani Bank (WASA Branch)	3,450,016	4,882,617
	Agrani Bank -Blocked Account	160,000	331,716
	Interest on SABINCO	419,180	956,605
	Interest on Contributorey Providend Fund	8,620,310	6,943,725
	Bai-Murabaha First Security Bank Ltd.	8,860,510	19,968,977
	LIM, Agrani Bank (WASA Branch)	2,117,814	-
	Total:	44,121,594	55,058,984