Annual Report
2019-20



UKAS QUALITY MANAGEMENT 063

CERTIFICATION INTERNATIONAL ISO 9001:2000 Cert No: CI/8402

an ISO certified company

Keya Cosmetics Ltd.

Lifeguard

জীবাণু থেকে দেয় ৯৯.৯% সুরক্ষা



Keya Cosmetics Ltd.

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MISSION VISION VALUES

Our Vision

To be a global leader in the chosen areas of business and create opportunities for the development of mankind that leads to economic growth with moral gains.

Our Mission

- To provide superior value by offering quality products and services.
- To continue divers method of empowerment to develop skilled human resources.
- To establish high Tec environment for inspiring new innovation.
- To maintain highest level of morality and integrity.
- To develop the best way of ensuring customer satisfaction.
- We are committed to serve our best towards the stakeholders.

Our Values

- Commitment
- Team work
- Efficiency
- Integrity
- Consistency
- Accountability

LETTER OF TRANSMITTAL

January 04, 2021

The
All Shareholders
Bangladesh Securities & Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Ltd.
Chittagong Stock Exchange Ltd.

Subject: Annual Report for the year ended June 30, 2020.

Dear Sir(s)/Madam(s),

We are pleased to enclose a copy of the Annual Report containing Directors' Report, Auditors' Report along with Audited Financial Statements including Statement of Financial Position as at June 30, 2020, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended June 30, 2020 along with notes thereon and all related Consolidated and Subsidiary Financial Statements for your record and necessary measures.

Yours sincerely



(Md. Noor Hossain)
Company Secretary

NOTICE OF THE 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the 24th Annual General Meeting of the Members of Keya Cosmetics Ltd. will be held on 19th January, 2021 at 12:00 p.m. (Dhaka time). The AGM will be held virtually by using Digital Platform through the link http://keyacosmet24th.digitalagmbd.net to transact the following business:

Ordinary Business:

Agenda-1 : To receive, consider and adopt the Audited Financial Statements for the year ended June 30, 2020 together with the Reports of the Board of Directors and the Auditors thereon;

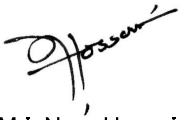
Agenda-2 : To approved dividend for the year ended June 30, 2020 as recommended by the Board of Directors;

Agenda-3 : To elect Directors in place of those who shall retire by rotation in accordance with the provision of Articles of Association of the Company;

Agenda-4 : To appoint Statutory Auditor of the Company for the year ended 30th June 2021 and to fix their remuneration;

Agenda-5 : To appoint Corporate Governance Code Compliance Auditor for the year 2020-2021 and to fix their remuneration;

By order of the Board of Directors



Dated : 04 January 2021

Md. Noor Hossain
Company Secretary

Notes:

- The Record Date was fixed on January 03, 2021. The Shareholders, whose names will appear in the Share Register of the Company at the close of business on the record date, will be eligible to attend the meeting and entitled for the dividend;
- The 24th AGM of the Company would be conducted through Digital Platform in line with Order No. SEC/SRMRC/04-231/25 dated 08 July 2020 of Bangladesh Securities and Exchange Commission. Detail login process for the meeting will be available in the Company's website at www.keyagroupbd.com and www.keyacosmetics.com and the Link will be mailed to the respective shareholders email address available with the Registers.
- A Shareholder eligible to attend the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend and vote on his/her behalf (through digital platform). Forms of Proxy duly filled, signed & stamped must be sent through email to the Share Department of Company at keyasharedpt@keya-bd.com / noorhossain@keya-bd.com at least 48 hours before the time fixed for the Meeting.

Special Notes :

1. In compliance with the Bangladesh Securities and Exchange Commission (BSEC)'s Notification No. SEC/CMRRCD/2009-193/154 thereon dated October 24, 2013. No Gift/Food Box/Gift Coupon/Cash or kind shall be distributed.

2. As per condition no.9(1) & (2) of the BSEC/CMRRCD/2006-158/208/Admin/81, dated 20 June 2018, the soft copy of the Annual Report for the year ended 30th June 2019 to be sent through the e-mail address of the shareholders and also be available in the Company's website www.keyagroupbd.com and www.keyacosmetics.com.

CORPORATE MILESTONES

Company Name	: Keya Cosmetics Limited
Company Registration No.	: C-3092(53)/96
Date of Incorporation	: July 14, 1996
Date of Commercial Operation	: March 05, 1997
Converted into Public Limited Company	: May 07, 1999
Legal Status	: Public Limited Company
Initial Public Offering (IPO)	: 2001
Listing with Dhaka and Chittagong Stock Exchanges	: 2001
Trading Code	: KEYACOSMET
Won the National Export Trophy for Exporting Cosmetics	: 2002-03, 2003-04 & 2004-05.
Date of Amalgamations (Mergers)	: 30th June, 2011 & 28th February, 2015
Authorized Share Capital	: BDT 1500,00,00,000
Paid-up Share Capital	: BDT 10,021,066,590
Number of Shares	: 1,002,106,659
Turnover (net)	: Tk.9,014,045,148 (as on 30.06.2020)
Nature of Business :	
- Cosmetics	: Manufacturing and Selling of Cosmetics & Toiletries Finished Products, Detergent Powder and Soap Noodles Products.
- Cotton Division	: Manufacturing and Selling of Yarn Export & Import
- Spinning Division	: Manufacturing and Selling of Yarn & Yarn Rotor Export & Import
- Knit Composite Division	: 100% Export Oriented Readymade Garments Manufacturing Industries
Export Outlets	: India, Bhutan, Qatar, West Africa, North Korea, Saudi Arabia, Kuwait, Kingdom of Saudi Arabia, Belgium, German, UK and many other Countries of USA and Europe.

Registered Office

Corporate Office & Factory : Jarun, Konabari, Gazipur.
Ph: +880-2-9297147, 9297779
Fax: + 880-2-9297779
Website : www.keyacosmetics.com; www.keyagroupbd.com
E-mail: kgroup@keya-bd.com; keyasharedpt@keya-bd.com

MANAGEMENT APPARATUS

Board of Directors

Mr. Abdul Khaleque Pathan	Sponsor Director & Chairman
Mrs. Khaleda Pervin	Sponsor Director & Managing Director
Ms. Tansin Keya	Director
Mr. Masum Pathan	Sponsor & Director (Nominated by Keya Yarn Mills Ltd.)
Mr. Syed Noorul Alam	Independent Director

Management Committee

Mr. Abdul Khaleque Pathan	Chairman	Chairman
Mrs. Khaleda Pervin	Managing Director	Member
Mr. Masum Pathan	Director	Member
Mr. Alhaj Akkas Ali Pathan	Sr. Executive Director	Member
Mr. M. Miraz Hossain	Director (paid)	Member
Mr. Homaun Kabir FCA	CFO (Head of Accounts)	Member
Mr. Noor Hossain	Company Secretary	Member
Mr. Parimal Kumar Pramanik	GM (Production (Cosmetic)	Member
Mr. Md. Ali Hossain	Head of Production (Garments)	Member
Mr. Md. Shahinur Islam	Head of Production (Spinning)	Member

CFO & Company Secretary

Mr. Homaun Kabir FCA,	Chief Financial Officer
Mr. Md. Noor Hossain,	Company Secretary

Audit Committee

Mr. Syed Noorul Alam	Chairman
Mrs. Tansin Keya	Member
Mr. Masum Pathan	Member
Mr. Noor Hossain	Member Secretary

Nomination and Remuneration Committee (NRC)

Mr. Syed Noorul Alam	Chairman
Mrs. Tansin Keya	Member
Mr. Masum Pathan	Member
Mr. Noor Hossain	Member Secretary

Operational Management Team

Mr. M. Miraz Hossain	Director (Paid)	Keya Group
Mr. Homaun Kabir FCA	CFO	Head of Accounts (Keya Group)
Mr. A. K. Azad	General Manager	Head of Merchandising & Marketing
Mrs. Soniya Ferdousi	General Manager	Head of Supply Chain
Mr. Parimal Kumar Pramanik	General Manager	Head of Production (Cosmetic)
Mr. Shahinur Rahman	DGM	Head of Marketing & Sales (Cosmetics)
Mr. Md. Shahinur Islam	Manager	Head of Production (Spinning)
Mr. Md. Ali Hossain	Manager	Head of Production (Garments)

Statutory Auditors

M/S. FAMES & R
Chartered Accountants

Legal Advisor

Chowdhury & Associates

Insurance

Asia Insurance Limited

Bankers

Southeast Bank Ltd.
Dutch Bangla Bank Ltd.
Sonali Bank Ltd.
Pubali Bank Ltd.
National Bank Ltd.

BOARD OF DIRECTORS



Abdul Khaleque Pathan
Chairman



Mrs. Khaleda Pervin
Managing Director



Masum Pathan
Director



Ms. Tansin Keya
Director



Syed Noorul Alam
Independent Director

PRODUCTS OVERVIEW

Keya Cosmetics Limited a reputed name in the Cosmetics & Toiletries Products Manufacturing & Selling Sector in the Country. We started our business in the year 1996 as a Private Ltd. Company and soon grew into prominence by the virtue of our distinguished quality products and customer friendly approaches. Keeping all our efforts concentrated upon product development, quality control and standardization, we nurture a philosophy of continuous improvement at our unit. All our products are derived through rigorous research and each of them is incorporated with globally recognized quality norms. That's why, clients from all over the world rely upon as a brand synonymous to trust, reliability and innovative products. Products overview are presenting below:

Existing Products:

1. Keya Super Beauty Soap:



Weight Size : 125gm, 100gm, 75gm, 50gm, 35gm & 25gm
Color : Pink, White & Green
Ingredients : Sodium palmitate, Sodium palm kernelate or cocoate, Vitamin E, Cocoa Butter Aqua, Perfume, EDTA, HEDP, Glycerin & Color.
Export Country : India, Bhutan & Kingdom of Saudi Arabia

2. Keya Super Lemon Soap:



Weight Size : 125gm, 100gm, 75gm, 50gm, 35gm & 25gm
Color : Yellow
Ingredients : Sodium palmitate, Sodium palm kernelate or cocoate, Vitamin E, Cocoa Butter Aqua, Perfume, EDTA, HEDP, Glycerin & Color.
Export Country : India, Bhutan & Kingdom of Saudi Arabia

3. Keya Hotel Soap :



Weight Size : 25gm
Color : White & Yellow
Ingredients : Sodium palmitate, Sodium palm kernelate or cocoate, Aqua, Perfume, EDTA, HEDP, Glycerin & Color.

4. Life Guard Soap:



Weight Size : 100gm
Color : Red, Yellow, White
Ingredients : Sodium palmitate, Sodium pamcarnelet, Aqua, Perfume, Glycerine, Titenum-di-oxide, EDTA & color.
Export Country : India & Bhutan

5. Lifeguard Liquid Handwash



Lireguard Hand Wash is made up with advanced antibacterial formula that makes your hands free from 99.9% germas and bacteria. It has vitamin E that makes your hand soft and fresh.

Available In : 200 ml and 180 ml refill
Variation : Fresh & Card and Active Care

Features :
Advance antibacterial formula
Make your hands free from 99.9% germs and becteria
Enriched with Vitamin E
Makes your hand soft and fresh

6. Keya 777 Laundry Soap:



Weight Size	:	130 gm
Color	:	Red
Ingredients	:	Sodium Palmitate, Sodium Palm Kernelate or Cocoate, Glycerin, Perfume & Color.
Export Country	:	India, Bhutan

7. Keya Ball Soap:



Weight Size	:	130gm & 90gm
Color	:	White
Ingredients	:	Sodium Palmitate, Sodium Palm Kernelate or Cocoate & Glycerin.
Export Country	:	India, Bhuta

8. Keya Premium Laundry Soap :



Weight Size	:	130 gm
Color	:	Yellow
Ingredients	:	Soap noodles premium grade, Anti-bacterial agent, Perfume, Color and glycerin.

9. Keya Prickly Heat Powder :



Weight Size	:	100 gm
Color	:	White
Ingredients	:	Purified Talc, Calcium Carbonate, Magnesium Carbonate, Menthol, Perfume, Boric Acid & Irgasan DP- 300.

10. Keya Ice Magic Body Cooler Powder :



Weight Size : 100gm
Color : White
Ingredients : Perfumed Talc, Magnesium Carbonate, Menthol, Perfume & Boric Acid.

11. Keya Natural Care Shampoo :



Weight Size : 100ml, 6ml & 3.5ml
Color : Black
Ingredients : Sodium lauryl ether sulfate, Cocamide dea, Dimethicone emulsion, D- panthenol, Aqua, Tetrasodium edta, Sunflower extract, Amla extract, Color & perfume.

12. . Keya Active Toothpaste :



Weight Size : 200gm, 100gm & 45gm
Color : White
Ingredients : Calcium Carbonate, Sorbitol, Sodium Mono Fluro Phospate, Aqua, Triclosan, Saccharin Sodium , SLS, SCMC, PEG & Flavor.

13. Keya Super Saloon Lather Shaving Cream :



Weight Size : 100 gm
Color : White
Ingredients : Stearic Acid, Coconut Oil, Boric Acid, Potassium hydroxide, Glycerol, Foaming Agent & Fragrance.

14. Keya Lather Shaving Cream :



Weight Size : 50gm
Color : White
Ingredients : Stearic Acid, Coconut Oil, Glycerin, Boric Acid, Potassium Hydroxide, Perfume & Empicol.

15. Keya Lip Gel:



Weight Size : 10gm & 6gm
Ingredients : Liquid paraffin, white petroleum jelly and perfume.

16. Keya Petroleum Jelly



Weight : 50ml & 15ml
Color : White
Ingredients : Liquid paraffin, White petroleum jelly and perfume.

17. Keya Chapstick :



Weight Size : 4.8gm
Color : Strawberry, Lemon & Orange
Ingredients : Paraffinum liquidum, Petrolatum, Ceresin, Beeswax, Octinoxate, Flavor, Methyl Paraben & Tocopherol.

18. Keya Glycerin :



Weight Size : 125ml & 60ml
Color : Natural
Ingredients : Refined Glycerine

19. Power-X Toilet Cleaner :



Weight : 500ml
Color : Blue
Ingredients : Hydro Cloric Acid, Phenol Crystal, Sodium Silicate Gum, Duasyn Ink Blue Slk, Methyl Salicylate, Sulphonic Acid, and Water.

20. Kleeno Dishwash Bar :



Weight : 325gm & 125gm
Color : Green
Ingredients : Sodium LAS, Sodium Carbonate, STPP, Talc, Aqua, Perfume, TCC and Color

21. Kleeno Dishwash Liquid :



Weight : 450ml & 250ml Refill
Color : Yellow
Ingredients : LABSA, Caustic Soda, SLES, AOS, DMDMH, EDTA, Antibacterial agent, Perfume, Aqua and Color

22. Keya Lemon Detergent Powder :



Weight : 1000gm, 500gm, 200gm & 30gm
Ingredients : Sodium Carbonate light, LABSA, Lutensil FB, Zeolite, Calcium Carbonate, SSA, Perfume, Blue speckle, Red speckle and Water.
Export Country : India & Bhutan

23. Keya White Plus Detergent Powder :



Weight : 1000gm, 500gm, 200gm & 22gm
Color : Blue, Orange
Ingredients : Sodium carbonate, LABSA, Zeolite, CMC, Perfume, UMB spackles, Enzyme, Tinopal CBX, Calcium carbonate grade A, Complex di-silicate & Sodium lauryl sulphate.
Export : India & Bhutan

24. Keya Super Excel Detergent Powder :



Weight : 500gm & 20gm
Ingredients : LABSA,Sodium, sulphate, Arkopal, Zeolite, CMC, Tinopal CBS-X, perfume, enzymes, Tinosan HP 100, silicate powder, UMB speckle, Tinopal CBX, perfume, CSDS, Calcium carbonate, Water.
Export : India & Bhutan

25. Keya Soap Noodles :



Weight : 25 kg pack.
Color : White
Speification : TFM 78% (min), TFM 74% (min), TFM 70% (min), TFM 68% (min) & TFM 66% (min)
Ingredients : Palm oil/palm stearine, Palm Kernel oil/palm Kernel Olien, Caustic Soda, Sodium Chloride, EDTA, HEDP, Tinapal CBS-X

26. Keya Easy Wash Detergent Powder



Keya Easy Wash Detergent Powder is made up with Active Particles Formula which cleans stains and dirt from deep inside the cloth easily. Brightness Booster makes your clothes brilliant white. Antibacterial formula keeps clothes free from odor and germs.

AVAILABLE IN : 500 gm

SPECIALTY :

- Dissolves quickly in water and forms sufficient foam
- Active Particles formula cleans dirt and stains from deep inside
- Easy wash with brilliant white

27. Pure Advanced Hand Sanitizer



Pure Advanced Hand Sanitizer which is made up with Advanced Liquid Gel, instantly kills 99.9% of germs that cause illness. Its Antimicrobial formula prevents regrowth of virus and germs.

AVAILABLE IN: 50 ml & 100 ml

SPECIALTY :

- Kills 99.9% of illness causing germs and bacteria
- Antimicrobial formula prevents regrowth of virus and germs
- Non sticky

28. Keya Green Tissue



Green donates to energy, freshness, health and youthfulness. Keya Green Tissue gives you freshness, hygiene and soft feelings. It's super absorbent formula never makes your skin wet. So, it cares for your soft skin at everyday use.

AVAILABLE IN : Perfumed Facial Tissue, Toilet Tissue, Paper Napkin

SPECIALTY :

- Hygiene and Soft feelings
- Super adsorbent
- Fresh & Smart
- Designed for soft skin

29. Keya Milk Bar



Enriched with generous amounts of moisturising agent, pure milk soap leaves the skin feeling pampered and nourishing. With its charming and fresh scent. This bar soap is loved by men and women alike.

AVAILABLE IN : 75 gm and 125 gm

VARIATION : Keya Pure Milk Bar & Milk Bar With Rose

SPECIALTY :

- Elegant, long-lasting fragrance
- Makes your skin smooth and supple
- 100% vegetables fat and halal soap bar
- Great for all skin types

30. Short Sleeve T-SHIRT (Men's, Women's Kids/Children) : Keya MC130, Keya MC150, Keya MC180, MC180-OE.



Product Details	: Euro Fit
Weight	: 130 GSM, 150 GSM, 180 GSM+/-5%, Sizes - S-2XL, S-3XL
Unit/Box	: 100 PCS, Packs - 10/PCS
Color	: White, Black, Red, Dk.Navy, Bright Yellow, Navy, Dk.Kelly Green, Heather Grey, Gold, Royal Blue, Dk.Orange, Bottle Green, Lt.Blue, Charcoal.
Made From	: 100% Ring Spun Cotton & 100% Heavy Cotton

31. Short Sleeve POLO SHIRT (Men's, Women's, Children): Keya MPD180



Product Details	: Euro Fit
Weight	:180 PGSM+/-5%
Sizes	: S-3XL
Unit/Box	: 50 PCS, Packs - 5/10PCS
Color	: White, Black, Red, Dk.Navy, Bright Yellow, Navy, Dk.Kelly Green, Heather Grey, Gold, Royal Blue, Dk.Orange, Lt.Blue.
Made From	:100% Ring Spun Cotton

32. Men's SWEAT SHIRT : Keya SWC280



Product Details	: Euro Fit
Weight	: 280 GSM 180 +/-5%
Sizes	: S-3XL
Unit/Box	: 30 PCS, Packs - 5/6PCS
Color	: Black, Red, Dk.Navy, Royal Blue, Bright Yellow, Navy, Dk.Kelly Green, Heather Grey, Dk.Orange.
Made From	: 50% Cotton & 50% Polyester

33. Hooded Sweatshirt with Kangaroo Pocket: Keya SWP280



Product Details	: Euro Fit
Weight	: 280 GSM +/-5%
Sizes	: S-3XL
Unit/Box	: 25 PCS, Packs - 5/5 PCS
Color	: Black, Red, Dk.Navy, Dk.Kelly Green, Heather Grey, Royal Blue, Dk.Orange, Navy.
Made From	: 50% Cotton, 50% Polyester.

34. Hooded Sweatshirt with Full Zip: Keya SWZ280



Product Details	: Euro Fit
Weight	: 280 GSM +/-5%
Sizes	: S-3XL
Unit/Box	: 25 PCS, Packs - 5/5 PCS
Color	: Black, Red, Dk.Navy, Royal Blue, Dk.Kelly Green, Heather Grey, Dk.Orange, Navy.
Made From	: 100% Cotton, 50% Polyester.

চেয়ারম্যানের মহোদয়ের স্বাগত বার্তা
CHAIRMAN'S MASSAGE

Dear Fellow Shareholders,
Assalamualaikum Wa Rahmaullah,

On behalf of the Board of Directors, I hereby present the Annual Report of Keya Cosmetics Ltd. for the year ended June 30, 2020. On the 24th Annual General Meeting, I welcome and thank you all for maintaining your trust and confidence in the Board and Management team of your company. The last financial year brought many challenges for us. The Covid-19 pandemic paralyzed the world and caused an unprecedented disruption in all spheres of life. In this regard, your company quickly shifted focus on safeguarding the safety and well-being of employees while ensuring business continuity, because Keya Cosmetics Limited considers safety of employees as utmost priority and responsibility.

কেয়া কসমেটিকস্ লিঃ এর পরিচালক মন্ডলীর পক্ষ থেকে আমি অত্যন্ত আনন্দের সাথে ৩০শে জুন, ২০২০ সালের সমাপ্ত বছরের বার্ষিক প্রতিবেদন উপস্থাপন করছি। আমি সেই সাথে কোম্পানীর পরিচালকমন্ডলী ও ব্যবস্থাপনার প্রতি আপনাদের বিশ্বাস ও আস্থার জন্য ধন্যবাদ জ্ঞাপন করছি। গত আর্থিক বছরে আমরা ব্যবসায়িক কার্যক্রম পরিচালনার ক্ষেত্রে বিভিন্ন প্রতিকূলতার সম্মুখীন হয়েছি। কভিড-১৯ সমস্ত বিশ্বকে স্থবির করে ফেলে, ফলে জীবনের সর্বক্ষেত্রে নজিরবিহীন অনিশ্চয়তা দেখা দেয়। এর পরিপ্রেক্ষিতে আপনাদের কোম্পানী সঙ্গে সঙ্গে সমস্ত কর্মকর্তা, কর্মচারী ও শ্রমিকদের নিরাপত্তার বিষয়টি নিশ্চিত করে, কারন এটি কোম্পানীর অন্যতম ও সর্বাধিক দায়িত্বের অংশ।

My fellow shareholders, without further ado let me take you all over the financial particulars of your company now. The financial performance of Keya Cosmetics Limited during the first six months of the reporting year was impressive but during the last six months the business saw a downturn in the light of the pandemic. Against the tough business scenario in the last six months of financial year 2019-2020, your company put its best efforts at harnessing best possible return from its core business through wise business practices and practical cost control. During the reporting financial year, Keya Cosmetics Limited attained a Net Revenue of BDT 9,014.04 Million against BDT 10,411.16 million during the previous year. We achieved a Gross Profit of BDT 1,883.71 million against BDT 2,662.53 million during the previous year. The Net Profit after tax of the Company is BDT 236.38 million against BDT (12,368.35) million of previous year. The country wide lockdown which led to halt of production in our factory as well as disruption in the supply chain and distribution of our products resulted into such performance. Moreover, the socio-economic impact of the pandemic which led to decreased demand for consumer goods in the country was unfavorable for our revenue. But rest assured my dear shareholders; the company will make a strong improvement and is already working on our new marketing strategy and innovative solutions to turn-around the situation.

প্রিয় শেয়ারহোল্ডারবৃন্দ, আমি এখন আপনাদের সামনে কোম্পানীর আর্থিক দিক গুলি আলোকপাত করব। আলোচ্য আর্থিক বছরের প্রথম ছয় মাসে কোম্পানীর অগ্রগতি বেশ ভাল। কিন্তু শেষের ছয় মাসে কোম্পানীর আর্থিক অগ্রগতি কভিড-১৯ এর কারনে পিছিয়ে যায়। এত বাধা বিপত্তি সত্তেও আপনাদের কোম্পানী পেশাগত দক্ষতা ও বিবিধ খরচ নিয়ন্ত্রনের মাধ্যমে গত ছয় মাসে ব্যবসায়িক সাফল্য ধরে রাখতে সক্ষম হয়। আলোচ্য আর্থিক বছরে নীট বিক্রয়ের পরিমান দাড়ায় ৯,০১৪.০৪ মিলিয়ন টাকা যা গত বছর ছিল ১০,৪১১.১৬ মিলিয়ন টাকা। মোট মুনাফা অর্জিত হয়েছে ১,৮৮৩.৭১ মিলিয়ন টাকা যা গত বছর ছিল ২,৬৬২.৫৩ মিলিয়ন টাকা। আলোচ্য বছরে কোম্পানীর কর বাদে নীট মুনাফা হয়েছে ২৩৬.৩৮ মিলিয়ন টাকা যা গত বছর লস্ ছিল (১২,৯৬৮.৩৫) মিলিয়ন টাকা ছিল। দেশব্যাপি করনা ভাইরাসের কারণে Lock Down এর জন্য আমাদের কারখানায় উৎপাদন ও পণ্য সরবরাহ বিঘ্ন ঘটে, ফলশ্রুতিতে কোম্পানীর স্বাভাবিক কার্যক্রম ব্যাহত হয়েছে। অধিকন্তু আর্থ-সামাজিক ব্যবস্থায় এরূপ পরিস্থিতির কারণে দেশব্যাপি পণ্যের চাহিদাতেও ঘাটতি দেখা দেয় ফলে বিক্রয়ের ক্ষেত্রে প্রতিকূলতা দেখা দেয়। তারপরেও প্রিয় শেয়ারহোল্ডারবৃন্দ, আপনাদের অবগতির জন্য জানাচ্ছি যে, কোম্পানী ইতিমধ্যে তার স্বাভাবিক অবস্থানে ফিরে এসেছে এবং বিভিন্ন কৌশল অবলম্বনের মাধ্যমে সাফল্য ধরে রাখার চেষ্টা করছে।

The Earnings per share (EPS) for this year is BDT 0.24 and taking into account the financial performance of the Company, the Board has recommended 2% stock dividend. I ensure you that we will step up and deliver a better/satisfactory performance through our

products, services, strategies and business practices in the future.

২০১৯-২০২০ অর্থ বছরে কোম্পানীর শেয়ার প্রতি আয় দাঁড়ায় ০.২৪ টাকা। পরিচালনা পরিষদ আলোচ্য বছরের মুনাফা থেকে ২% বোনাস শেয়ার বিতরনের সিদ্ধান্ত নিয়েছে। আমি আপনাদের নিশ্চয়তা দিচ্ছি যে, আমরা ধারাবাহিকভাবে এ সাফল্য ধরে রাখব এবং ভবিষ্যতে ভোক্তাদের মানসম্পন্ন পন্য ও সেবা সরবরাহ করতে সক্ষম হব।

Your company makes a significant contribution to the National Exchequer in the form of Corporate Tax, Value Added Tax (VAT) and different other duties every year. This year your company has contributed an amount of BDT 475.63 million.

প্রতি বছরের ন্যায় এ বছরেরও আপনাদের কোম্পানী কর, মূসক ও বিভিন্ন ধরণের শুল্ক প্রদানের মাধ্যমে জাতীয় কোষাগারে জমা বৃদ্ধি করে আসছে। ২০১৯-২০২০ অর্থ বছরে আপনাদের কোম্পানীর জাতীয় কোষাগারে ৪৭৫.৬৩ মিলিয়ন টাকা প্রদান করেছে।

My dear Shareholders, the new competitions in the current free and competitive market environment and all our performance and activities in tackling the global corona (Vovid-19) and economic recession are aimed at efficient management, reduction of operational cost and maximizing profits. We will do all our best to make the Company more profitable, value added and reputed enterprise. I seek your cooperation on our new journey.

প্রিয় শেয়ারহোল্ডারবৃন্দ, বর্তমান মুক্ত ও প্রতিযোগিতামূলক বাজার পরিবেশের নতুন প্রতিদ্বন্দ্বিতা এবং বিশ্বব্যাপী করোনার (কভিড-১৯) অর্থনৈতিক মন্দা মোকাবেলায় আমাদের সকল কর্মক্ষমতা এবং কর্মতৎপরতার উদ্দেশ্য একটি দক্ষ ব্যবস্থাপনা, পরিচালনা ব্যয় কমানো এবং অধিক মুনাফা বৃদ্ধিকরণ। কোম্পানীকে লাভজনক, উচ্চ মূল্যমান সম্পন্ন পণ্য উৎপাদন এবং সুনাম অক্ষুন্ন রাখতে আমরা যথাসাধ্য চেষ্টা করব। আমাদের এই নতুন যাত্রাপথে আমি আপনাদের সহযোগিতা কামনা করছি।

Finally, I would now like to take the opportunity over here to thank you for your never ending support and faith. Your valued suggestions, advices and continuous supports are the driving forces behind the growth and development of this business. I would also like to sincerely appreciate all our valued stakeholders including business partners, customers, bankers, suppliers, government agencies, regulatory authorities and everyone with whom the Company interacted with in conducting its business. I am grateful to the management as they have been very determined and focused towards their goals. The success we have achieved so far was only possible because of the collective efforts of all concerned. Let us pray to Almighty Allah that he may guide us in all our endeavours.

পরিশেষে, আমাদের উপর আপনাদের বিশ্বাস ও সহযোগীতার জন্য আমি আপনাদের ধন্যবাদ জানাই। আপনাদের মূল্যবান প্রস্তাবনা, উপদেশ ও সর্বাত্মক সহযোগীতা কোম্পানীর উন্নয়নে সহায়ক ভুমিকা পালন করে। সেই সাথে আমি ধন্যবাদ জানাতে চাই আমাদের সকল গ্রাহক, সরবরাহকারী, ব্যাংক, আর্থিক প্রতিষ্ঠান, সরকারী বিভাগ ও নিয়ন্ত্রনকারী সংস্থাসহ আমাদের কর্মকান্ডের সাথে প্রত্যক্ষ ও পরোক্ষভাবে জড়িত সকলকে। আমি কোম্পানীর ব্যবস্থাপনার প্রতি কৃতজ্ঞতা প্রকাশ করছি, কারণ ব্যবস্থাপনার সঠিক লক্ষ্য নির্ধারণ ও যথাযথ পদক্ষেপের ফলে কোম্পানীর উন্নতি সম্ভব হয়েছে। আমরা যতটুকু সাফল্য অর্জন করেছি তা সকলের সম্মিলিত প্রচেষ্টারই ফল। আসুন আমরা সর্বশক্তিমান আল্লাহ তায়লার নিকট প্রার্থনা করি তিনি যেন আমাদের সকল প্রচেষ্টায় সঠিক দিক নির্দেশন প্রদান করেন।



Abdul Khaleque Pathan
Chairman

KEY PRESENTATION OF THE FINANCIAL HIGHLIGHTS

As at and for the year ended 30 June, 2020

(Taka in million except ratios and per share data)

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Turnover	9,014,045,148	10,411,159,759	10,576,038,751	10,406,605,367	9,267,999,144
Gross Profit	1,883,714,517	2,662,529,768	3,015,994,495	2,984,993,634	2,427,798,716
Operating Profit	1,523,016,237	(11,875,774,682)	2,675,804,821	2,636,481,308	2,005,119,687
Net Profit before Tax	320,135,615	(12,875,963,441)	1,409,179,597	1,819,153,203	149,3529605
Income tax & Deferred tax	83,756,370	92,391,938	197,296,865	144,114,137	170,706,862
Net Profit after Tax	236,379,245	(12,968,355,379)	1,211,882,731	1,675,039,066	1,325,679,167

Ordinary Shares Information

Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Shares outstanding (in million)	1002.10	1,002.10	1002.10	835.08	707.70
Face Value per Share	10.00	10.00	10.00	10.00	10.00
Dividend-Cash (in %)	-	-	-	-	-
Dividend-Stock (in %)	2%	-	10.00	20.00	18.00
Net Asset Value per Share	0.25	0.02	14.02	15.37	15.77
Net Operating Cash Flow per Share	(0.71)	(0.98)	(2.05)	(2.88)	(0.48)
EPS-Earnings per Share (Basic)	0.24	(12.94)	1.21	2.01	1.59
EPS-Earnings per Share (Dialuted)	0.21	(11.76)	-	-	-

Financial Ratios (in percentage)

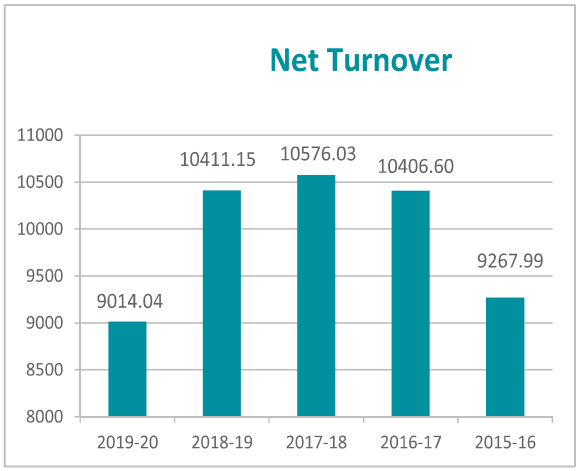
Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Gross Profit Ratio (%)	20.90	25.57	28.52	28.68	26.20
Operating Profit Ratio (%)	16.90	(144.07)	25.30	25.33	21.63
Net Profit Ratio (%)	2.92	(124.56)	11.46	16.10	14.30
Book Value Per Share (Tk.)	0.25	0.02	14.02	15.37	15.77
Interest converge ratio (Time)	1.09	(9.31)	2.07	2.98	1.96
Return on capital employed(%)	12.96	(109.67)	11.73	7.75	6.73
Return on total assets (%)	5.71	(40.93)	4.00	6.30	5.60

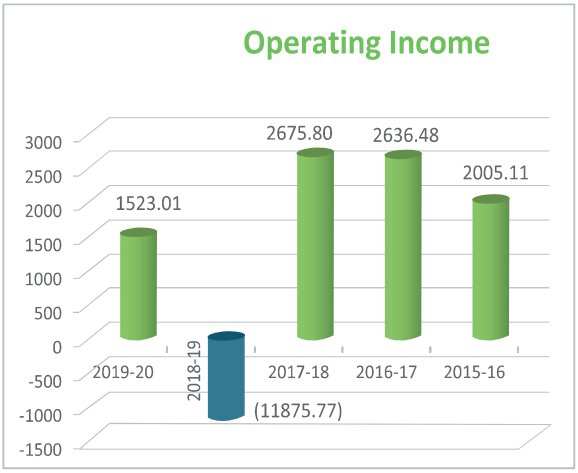
Expenses

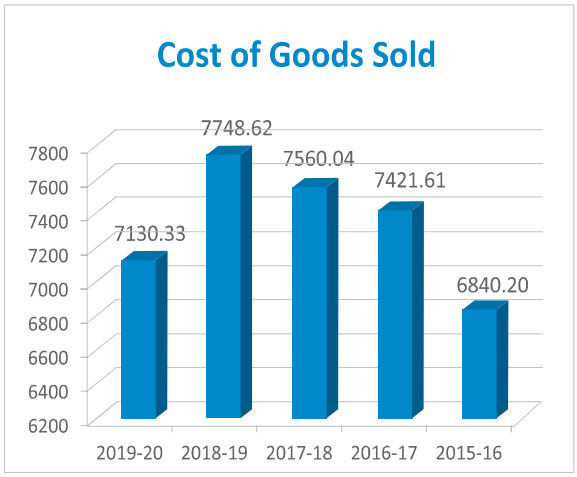
Particulars	2019-20	2018-19	2017-18	2016-17	2015-16
Cost of Goods Sold Ratio	79.10	74.42	71.48	71.32	73.80
Operating Expenses Ratio	4.00	139.64	3.22	3.35	4.56
Inventory Turnover Ratio	0.81	0.78	0.71	0.81	0.83
Materials consume to Cost of Goods Sold Ratio	81.91	73.66	86.72	90.82	83.66

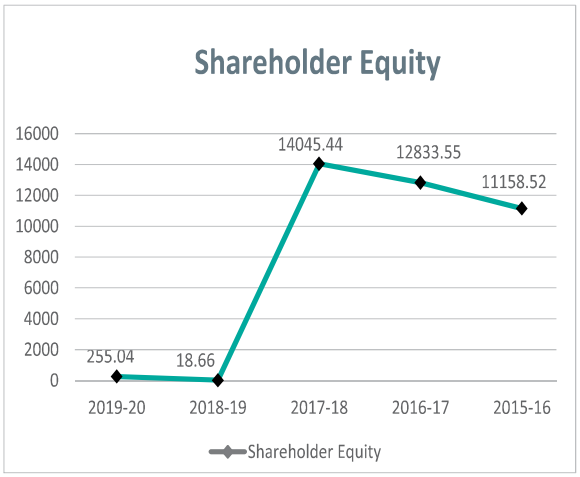
GRAPHICAL PRESENTATION OF KEY PERFORMANCE INDICATORS

For the year ended 30 June, 2020









PROMINENT PRODUCTS OF
Keya cosmetics Ltd.





DIRECTORS' REPORT

Report of Directors to the Shareholders
For the Financial year ended on June 30, 2020

Bismillahir Rahmanir Raheem

Dear Shareholders, Ladies and Gentleman,

We have the pleasure to welcome you on behalf of the Board of Directors at the 24th Annual General Meeting of Keya Cosmetics Limited and present before you the Directors' Report in compliance with Section 184 of the Companies Act 1994, Rule 12 of the Bangladesh Securities and Exchange Rules 1987, Corporate Governance Code 2018 of Bangladesh Securities and Exchange Commission and International Accounting Standard (IAS)-1 codes as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB) along with the Audited Financial Statements containing Statement of Financial Position as at 30 June 2020, Statement of Profit or Loss and Other Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity for the year ended 30 June 2020 with Notes to the Financial Statements for your valuable guidance, opinion and consideration. We express our gratitude to the Almighty Allah for the Company's business success in 2019-2020.

INDUSTRY OUTLOOK AND POSSIBLE FUTURE DEVELOPMENTS

In 2020, Fast Moving Consumer Goods (FMCG) which have a large demand in the domestic market. Local manufacturer is able to satisfy most of the local customers by offering quality products with reasonable price. While most of the manufacturers focus primarily on meeting the demands of the local market, some firms have stated exporting cosmetics and toiletries products

Your Company achieved an all time high performance in its profits in the mentioned period.

The Board of Directors of the Company is pleased to declare operation performance achieved during the year 2019-2020. With prudent management decisions, all indicators and financial health of the company are in the right track. The financial performance of Keya Cosmetics Limited during the first six months of the reporting year was impressive but during the last six months the business saw a downturn in the light of the pandemic. Against the tough business scenario in the last six months of financial year 2019-2020, your company put its best efforts at harnessing best possible return from its core business through wise business practices and practical cost control. During the reporting financial year, Keya Cosmetics Limited attained a Net Revenue of BDT 9,014.04 Million against BDT 10,411.16 million during the previous year. We achieved a Gross Profit of BDT 1,883.71 million against BDT 2,662.53 million during the previous year. The Net Profit after tax of the Company is BDT 236.38 million against BDT (12,368.35) million of previous year. The period would have been more unsuccessful if we had a smooth starting in the beginning of FY 2019-2020, which was slowed down due to unavoidable Covid-19 pandemic situation unrest across the world.

All of you aware that being a cosmetics & toiletries manufacturer and 100% export oriented industry, readymade garments business is directly linked with stability of the internal and external economic factors and despite many unfavorable indicators for Garment industry in home and abroad your company showed a significant rise in the profits.

Prospects of Readymade Garment Sector

In Bangladesh economy, textile industry plays a very important role. It is the largest employer in the country. The export earnings from readymade garments (RMG), knit products and other textile items constitutes about 80% of the total export products of the country. All statistics, research and survey forecast a positive trend of Bangladesh Readymade Garment Sector indicating the annual export growth rate of 13% and a slogan is in the industry people that US$ 50 billion of RMG export in 50th birthday of glorious independence of our country.

The Garments Sector is the largest manufacturing in Bangladesh and plays a significant role in the growth of economy, contributes more than 13% in GDP, 40% industrial value addition comes from the garment sector, generation of about 55 lakh of the country's industrial employment where 80% are female, 150 lakh of peoples in support industries depend on this trade and over 86% of the export earnings. Spinning Sector is a significant part as backward linkage of readymade garment value chain, to stabilize supply chain and control the major costs. The products of the spinning are cotton yarn, polyester, synthetic yarn, woolen yarn and blended yarn mixed of cotton with polyester of different counts. Yarns are being used by the weaving sub-sectors like specialized textiles, handlooms and knitting and hosiery.

Total demand of yarns in Bangladesh around 1.41 million ton, where the local production meet up around 1.12 million ton. In addition, almost 85% of cotton yarns and 50% demand for synthetic and blended yarn of export oriented fabric producing mills are being et by the private sector spinning mills.

PRINCIPAL ACTIVITIES

Keya Cosmetics Limited has four separate divisions namely (i) Cosmetics Division, (ii) Knit Composite Division, (iii) Spinning Division and (iv) Cotton Division. The Cosmetics division engaged in manufacturing of different kind of Beauty Soap, Coconut Oil, Shaving Cream, Laundry Soap, Ball Soap, Prickly Heat Powder, Ice Magic Body Cooler Powder, Natural Care Shampoo, Active Tooth Paste, Petroleum Jelly, Lip gel, Glycerin, Pomade etc. The Detergent powder produces different kind of detergent powder like Lemon Detergent Powder, White plus Detergent Powder, Super Excel Detergent Powder and Super Jet Detergent Powder and the Soap noodles unit produces Sodium Salt of Palmitic Acid (Soap Noodles) which is raw materials of any kind of soap. (ii). The Knit Composite Division produces of 100% export oriented readymade garments of different kind of like T-Shirts (Men's, Ladies & Kids), Polo Shirts (Men's, Ladies & Kids), Sweat Shirts (Men's, Ladies & Kids), Tank Top/Vest (Men's, Ladies & Kids) and all sorts of knitted garments. Right this moment we are holding our distributor in various European Countries such as Germany, Italy, France, Poland, Hungary, Bulgaria, Romania, Czech Republic, Slovakia, Croatia, Greece, Cyprus who are selling " Keya Branded T-Shirt & Polo Shirt " in their respective countries since 2011. Besides, Spinning and Cotton Division produces cotton like Yarns.

OPERATIONAL REVIEW

(i) Investments in the Projects:

The production plants at Jarun, Konabari, Gazipur had continued to improve their operational efficiency both qualitatively and quantitatively by upgrading technological process, research and training. The Company made substantive investments and in this regard at factory installations during the year as detailed below:

Assets Type	2019-2020(Tk.)	2018-2019(Tk.)
Land & Land Development	1,059,437,792	1,059,437,792
Building & Other Const.	221,131,782	231,991,297
Plant & Machinery	2,462,173,708	2,717,215,568
Equipments	23,980,794	25,196,985
Furniture & Fixture	11,262,298	12,212,370
Transport & Vehicle	18,969,887	23,712,359
Software Development	19,976,816	19,417,146
All Other Assets	14,581,353	17,154,533
Total	**3,831,514,431**	**4,106,338,050**

(ii) Quality Control:

The Company places total emphasis on maintaining and improving of quality of its products at every levels of production and handling. The quality control facilities include a high quality standard laboratory building, computerized equipments and tools and a team of highly qualified/trained research personnel who are bent upon a unstinted attainment as ethical and moral objective.

(iii) Sales:

Export:

During the year 2019-2020 under review, the company exports amounted to Tk.687.76 crore as against Tk.850.22 crore in previous year 2018-19 Keya Cosmetics Limited exported its products to India, Bhutan, Qatar, West Africa, North Korea, Europe, USA, German and Kingdom of Saudi Arabia. The exports are expected to rise in the coming years and Company has already engaged 11 foreign countries (Belgium, USA, Germany & UK).

Local Sales:

Keya Cosmetics Limited already engaged 284 distributors entire country. During the year 2019-2020 under review, the company in the local market amounted to Tk.246.27 crore as against Tk.220.17 crore in previous year 2018-19.

(iv). Financial Results:

The operating financial results of the Company for the year 2019-2020 as compared to previous year are summarized below:

Particulars	2019-2020 (Tk.)	2018-2019(Tk.)
Gross Turnover	9,340,379,350	10,703,997,112
Net Turnover	9,014,045,148	10,411,159,759
Gross Profit	1,883,714,517	2,662,529,768
Net Profit before Tax	320,135,615	(12,875,963,441)
Net Profit after Tax	236,379,245	(12,968,355,379)
Cost of goods sold	7,130,330,631	7,748,629,991

Particulars	2019-2020 (Tk.)	2018-2019(Tk.)
Gross Income ratio	20.90	25.57
Net Income before Income Tax Ratio	3.55	(123.67)
Net Income after Income Tax Ratio	2.92	(124.56)
EPS (basic)	0.24	(12.94)
Net Assets Value Per Share (NAV)	0.25	0.02

FAIRNESS OF THE FINANCIAL STATEMENTS

As per Companies Act 1994, it is the responsibility of the Directors to prepare financial statements for each year to be presented before the shareholders in the general meeting. The Financial Statements and other financial information included in this report fairly present in all material respects, the financial conditions, results of operations, cash flows and changes in equity of the Company as of and for the year ended 30 June 2020. A report regarding the fairness of financial statement from the Chief Financial Officer and the Managing Director is also enclosed herewith as Annexure V.

SUBSTANTIAL SHAREHOLDINGS

BSEC's notification dated 20th February 2006 requires a listed company to disclose is the directors' report, the list of shareholders holding ten percent or more voting interest in the company. We are providing below the shareholding status of all sponsors and directors shareholders as on June 30, 2020.

Sl. No	Name of the Director and Sponsor Shareholders	No. of Shares 30.06.2019	(%)	No. of Shares 30.06.2018	(%)
1.	Abdul Khaleque Pathan	312,189,510	31.15	312,189,510	31.15
2.	Mrs. Khaleda Pervin	21,246,960	2.12	21,246,960	2.12
3.	Mr. Masum Pathan	16,660,119	1.67	16,660,119	1.67
4.	Ms. Tansin Keya	20,394,806	2.03	20,394,806	2.03
5.	Mrs. Firoza Begum	32,614,930	3.25	32,614,930	3.25
6.	Keya Yarn Mills Ltd.	60,588,631	6.05	60,588,631	6.05
7.	Khaleque & Co. (Pvt.) Ltd.	3,114,296	0.31	3,114,296	0.31
8.	Keya Sweaters Ltd.	306,982	0.03	306,982	0.03
9.	General Public	534,990,425	53.39	534,990,425	53.39
	TOTAL	**1,002,106,659**	**100.00**	**1,002,106,659**	**100.00**

RISKS AND CONCERNS

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

CODE OF CONDUCT

The Board has laid down a 'Code of Conduct' for the Board members of the Company based on the recommendation of the Nomination and Remuneration Committee. The Board members have certified that they have received, read, understood and affirmed compliance with the codes as framed to ensure and practice sound corporate governance of the Company.

FUTURE PLAN:

We aim to achieve industry-leading growth by investing effectively in our business, developing our people and delivering flawlessly. We commit to ensuring the quality, safety and reliable supply of our products, and to building trust through our approach to engagement, pricing, global health and being a modern employer.

In the upcoming year Keya Cosmetics Limited will set up facility to train workers to make them more efficient so that goods are produced carefully by passing QC. Foreign ETP technicians are coming time to time to our Company to provide technical support to smoothly operate our ETP. The Company is planning to produce its products with more value addition and explore new markets so that the Company can maintain a sustainable growth in coming years.

CONSOLIDATION OF ACCOUNTS

In terms of Regulations of Bangladesh Securities and Exchange Commission, Keya Cosmetics Ltd. has consolidated the Accounts following the codes of IAS-28 & IFRS-10 reflecting shareholders gross benefits/value of investments.

CONTRIBUTION TO THE NATIONAL EXCHEQUER

The Company contributed an amount of Tk. 475,632,785 (including contribution as duty/taxes towards machinery & spare parts imports) to National Exchequer as against Tk. 444,938,713 in the previous year.

HUMAN RESORCE DEVELOPMENT

Keya is committed to enhance the capability of the individual work force through formal training, on job training and by encouraging self learning. The Keya Cosmetics Limited has provided excellent facilities for meetings, conferences, seminars and classroom sessions. External and Internal (local as well as foreign) trainers have conducted training courses for the workers and employees to upgrade their knowledge and skills for production of good quality Cosmetics, Detergent, Soap Noodles, T-Shirts, Polo-Shirts, Sweat-Shirts, Cotton and Yarn to face challenges of globalization. Right this moment we are holding our distributor in various European Countries such as Germany, Italy, France, Poland, Hungary, Bulgaria, Romania, Czech Republic, Slovakia, Croatia, Greece, Cyprus who are selling "Keya Branded T-Shirt & Polo Shirt".

During the year under review 8,735 persons (Note-37.00) of employees working in Factory as well as Head Office of the Company which will ultimately make great contribution to the company's profitability as well their own remuneration in due course

BOARD OF DIRECTORS

(i) Constitution:

The Board of Directors, the top Management echelon, consisting of the 3 (three) private sponsors/successors, 1 (one) Institutional Investors Director and 01 (one) Independent Director provide the policy and strategic support and direction for the entire range of the corporate activities. The Board of Directors consist of 05 (five) numbers of Directors with diversified educational background and experience which provides a balancing character in decision making process. All the Directors are shareholders of the Company except the Independent Director. The pattern of Shareholding as at 30 June 2020 stated as Annexure-II. The Board is re-constituted every year at each Annual General Meeting when one-third of the members retires and seeks normally re-election. During the year 2019-2020, Mrs. Khaleda Pervin, the Sponsor Director and Managing Director of the Company and Mr. Masum Pathan, the Director (Nominated by Keya Yarn Mills Limited) of the Company is going to retire by rotation and as they are eligible, have offered themselves for re-election. Brief resume and other information of the above mentioned directors as per clause 1.5 (xxiv) of BSEC notification date 3rd June 2018 are depicted in Annexure-III.

(ii) Separate Role of The Chairman and Managing Director

The Chairman and the Managing Director of Keya Cosmetics Limited are different persons selected from the Board of Directors. There is a clear division of responsibilities between the Chairman and the Managing Director. The respective responsibilities borne by the Chairman and the Managing Director are:

Chairman's core responsibilities

- Determines broad strategic direction;
- Provides leadership for the Board;
- Encourages a culture of openness to foster a high-performing team of Directors that operates effectively;
- Facilitates the relationship between the Board and the Managing Director;
- Maintains effective communication between the Board, Management of the Company and shareholders generally.

Managing Director's core responsibilities

- Provides leadership for the management;
- Oversees the realization by the Company of the objectives determined by the Board;
- Provides information to the Board as is necessary to enable the Board to monitor the performance of Management;
- Leads the Management of the Company's relationship with its stakeholders;
- Puts in place programs for Management development and succession;
- Establishes and maintains proper internal controls and risk mitigation;
- Discharges such duties and authorities as may be delegated in writing to him by the Board.

(iii) Chief Financial Officer, Head of Internal Audit and Company Secretary:

Chief Financial Officer: Mr. Humaun Kabir FCA, the Chief Financial Officer of the Company. He looks after the overall financial affairs of the Company. Among other functions, the Chief Financial Officer:

- Prepares Quarterly, Half yearly, Third Quarter and Annual Financial Statements;
- Financial reporting procedures in line with the requirement of Bangladesh Accounting Standards;
- Reports financial position of the Company in its board meeting.

Head of Internal Audit & Compliance : Internal Audit support of Company to achieve its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of its risk management and control, Internal Audit activity is governed by the Internal Team, which is approved by the Board.

Company Secretary: Mr. Md. Noor Hossain, Company Secretary of the Company. He provides legal matters to the Board. Among other functions, the Company Secretary:

- Bridges between the Board of Directors and Shareholders on strategic and statutory decision;
- Acts as a quality assurance agent in all information towards the Shareholders and Board;
- Is responsible for ensuring that the appropriate Board procedures are followed;
- Acts as the "Disclosure Officer" of the Company and monitors the compliance of the Acts, rules, regulations, notifications, guidelines, orders/directives etc. issued by the Bangladesh Securities and Exchanges Commission, CDBL and Stock Exchange(s) applicable to the conduct of the business activities of the Company.

The Company Secretary keeps the records of the Company's compliance/noncompliance status of the conditions imposed by BSEC which has been shown in the compliance report on BSEC Notification.

(iv) Audit Committee of the Board:

The Board of Directors of the Company constituted an Audit Committee consisting of 5 (five) members. Out of this 5 (five), 2 (two) is Director, 1 (one) is Independent Director and another two is employees. Mr. Syed Noorul Alam, Independent Director is the Chairman of the Audit Committee. The other members are Mrs. Tansin Keya, the Director, Mr. Masum Pathan, the Director of the Company and Mr. Noor Hossain, Company Secretary of the Company. The Audit Committee carries out its responsibilities as per the provisions of law and submits its report to the Board of Directors time to time. The Audit Committee Report is enclosed herewith as Annexure-IV. The Audit Committee shall also co-ordinate with the internal and external Auditors as and when required.

Role of Audit Committee:

- Oversee the financial reporting process;
- monitor choice of accounting policies and principles;
- monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;
- oversee hiring and performance of external auditors;
- hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;
- 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 the Management's Discussion and Analysis before disclosing in the Annual Report;
- review statement of all related party transactions submitted by the management;
- review Management Letters or Letter of Internal Control weakness issued by statutory auditors;
- 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;

(v) Nomination and Remuneration Committee

Pursuant to BSEC's Corporate Governance Code-2018, the Board formed the Nomination and

Remuneration Committee (NRC) as a Sub-Committee of the Board. The Committee assists the Board in formulating the criteria and policy for determining qualifications and independence of the Board members and senior level management. The NRC currently consists of three members, with Mr. Syed Noorul Alam as the Chairman. The roles and responsibilities, activities, and matters reviewed by the Committee during the year are shown in the relevant committee's reports set out in pages 32 to 33 of this report.

APPOINTMENT OF AUDITORS

The existing Auditors of the company, M/S. FAMES & R, Chartered Accountants retires at the 24th Annual General Meeting and being eligible, have offer themselves for re-appointment as Auditors of the company for the year 2020-2021. Accordingly, after necessary scrutiny, based on the audit performance record and Letter of Interest (LO) submitted to the Company by the interested Audit Firms. The Board of Directors endorsed the recommendation of the Audit Committee for re-appointment of M/S. FAMES & R, Chartered Accountants as the Auditors of the Company for the year 2020-2021 and their remuneration was fixed up at Tk.400,000/- (Taka Four Lac Only) subject to the approval of shareholders in the forthcoming Annual General Meeting

APPOINTMENT OF COMPLIANCE AUDITORS

The Auditors of the M/S. Shafiq Basak & Co., Chartered Accountants retire at this Annual General Meeting and being eligible, have offered themselves for re-appointment as Compliance Auditors of the Company to audit the 'Corporate Governance Code' for the year 2020-2021.

CORPORATE GOVERNANCE COMPLIANCE REPORT

Corporate Governance is the practice of good citizenship, through which the Company is governed by the Board, Keeping in view its accountability to the stockholders and to the society. In accordance with the requirements of the Bangladesh Securities and Exchange Commission's Notification No.SEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 are depicted in the Annexure-I, IV, V VI and VII respectively.

RELATED PARTY TRANSACTION

Basics of the related party transaction with the Company have been elaborated in the audited financial statements in the note number 36.00 in accordance with relevance Bangladesh Financial Reporting Standards.

DIVIDEND

The Board of Directors are pleased to recommend 2% Stock Dividend to all shareholders for the year ended 30 June 2020 which is subject to approval by the shareholders in the ensuring Annual General Meeting. Upon your approval in this General Meeting, the dividend on equity shares, if approved, would be paid the those member whose name appears on the register of members as closing of the business day of record date, the 03rd January 2021.

APPROPRIATION OF PROFIT

The Board of Director recommended the appropriation of the net profit earned during the year 2019-2020 in the following manner :

Net Profit for the year (2019-2020)		236,379,245
Appropriation proposed 2% Stock Dividend Face Value of Stock Dividend (Bonus Share)	220,463,460	220,463,460
Net Un Appropriated Profit		15,915,785

CORPORATE SOCIAL RESPONSIBILITIES

Keya Cosmetics Limited commitment to connect business decisions to ethical, social and environmental concern remains to be one of the strongest foundations of the Company. In Keya, there is more than 1000 depth and daft people, who are working in various level of the Company. Moreover, Keya sponsoring the super hit television magazine "Ettadi" by which, Keya gifting books and trees to the attendee as well as Keya donating money to the very selective and special people, who are working for the nation without taking any penny. Furthermore, KEYA has been donating al large amount in health sector since inception with a view to develop healthcare service and help poor patient and helpless patient to bear medical expenses. In addition also express Medical Insurance, Legal Job-protection for young or soon-to-be mothers, pharmacy on production site, Medical Centre on production site, a company playground for children, Safe and Healthy working conditions.

MANAGEMENT APPRECIATION

The Board of Directors would like to express their deep appreciation to the management and employees for their unrelenting commitment through the year. We would like to place on record our gratitude to our valued business partner for their support and loyalty. We belief all our achievements are the result of the commitment and diligence of all our employees and business partners.

In addition also express their gratitude to the shareholders of the company, Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, National Board of Revenue (NBR), Registrar of Joint Stock Companies and Firms (RJSCF), various government authorities, trade bodies and all bankers and financial institution for their continuous support, co-operation and guidance, as we continue to take Keya Cosmetics Limited forward faster and further as a leading player within business community in Bangladesh.

We are moving further to the next edge of growth and excellence; we seek your continuous support and encouragement as we are used to get from you since beginning of our journey.

On behalf of the Board,



Khaleda Pervin
Managing Director

FRONT VIEW OF FACTORY & FEW SNAPS ON PRODUCTION PROCESS



Cosmetics Division

Spinning Division





Cotton Division

Knit Composite Division



ANNEXURE-I

The Directors also report that:

- Related Party Transactions are depicted in Note No. 36.00 in the Notes of Account.
- Remuneration of Directors including Independent Director has been shown in Note No.28.00 in the Notes of Account.
- The Financial Statement of the Company present true and fair view of the Company's state of affairs, result of its operation, cash flows and changes in equity.
- Proper books of accounts as required by the prevailing law have been maintained.
- Appropriate accounting policies have been followed in formulating the financial statements and accounting estimates were reasonable and prudent.
- The financial statement was prepared in accordance with IAS/BAS/IFRS/BFRS.
- No accounting policy & estimation change during the year.
- No minority shareholding associated with the company.
- No bonus share or stock dividend has been or shall be declared as interim dividend.
- The internal control system is sound in design and is effectively implemented and monitored.
- There is no significant doubt about the company's ability to continue as a going concern.
- There is no significant deviation from the operating result of the last year.
- Key operating and financial data (Corporate Operational Results) of last five years have been presented in summarized form in Page No.17 (of this Annual Report)
- The number of Board Meeting and the Attendance of Directors during the year 2019-2020 were as follows :

Name of Directors	Position	Meeting Held	Attended (30.06.2020)
Mr. Abdul Khaleque Pathan	Chairman	8	8
Mrs. Khaleda Pervin	Managing Director	8	8
Mr. Masum Pathan	Director	8	8
Ms. Tansin Keya	Director	8	6
Mr. Syed Noorul Alam	Independent Director	8	4

- The pattern of shareholding as required by clause 1.5(xxiii) of the BSEC Notification dated 3rd June, 2018 stated in Annexure-II.

Annexure-II

Pattern of shareholding as on 30 June 2020

Particulars		Nos. of Shareholding	Percentage (%)	Remarks
i. Parent/Subsidiary/Associated Companies and other related parties				
Keya Yarn Mills Ltd.		6,05,88,631	6.05	
Keya Sweaters Ltd.		306,982	0.03	
ii. Directors				
Abdul Khaleque Pathan	Director & Chairman		312,189,510	31.15
Mrs. Khaleda Pervin	Director & Managing Director		21,246,960	2.12
Ms. Tansin Keya	Director		20,394,806	2.03
Mr. Masum Pathan	Director (Nominated by Keya Yarn Mills Ltd.)		16,660,119	1.66
Mr. Syed Noorul Alam	Independent Director		Non shareholding Independent Director.	
iii. Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and their Spouses and Minor Children				
Mrs. Khaleda Pervin	Managing Director		21,246,960	2.12
Md. Humaun Kabir FCA	Chief Financial Officer		-	
Md. Noor Hossain	Company Secretary		-	
iv. Executive : (top five salaried other than ECO, CFO, HIA)				
Alhaj Akkas Ali Pathan	Sr. Executive Director		-	
Mr. M Miraz Hossain	Director (paid)		-	
Mr. A. K. Azad	General Manager		-	
Mr. Shahinur Rahman	DGM (Sales & Marketing)		-	
Mr. Parimal Kumar Pramanik	GM (Productions)		-	
v. Shareholders Holding 10% or more voting interest in the Company.				

ANNEXURE-III

Brief Resume of the Directors

Directors who seek re-appointment:

Mrs. Khaleda Pervin

Mrs. Khaleda Pervin has been serving as Managing Director of Keya Cosmetics Limited since 2010 daughter of Abdul Khaleque Pathan one of the Founder/Sponsor Director of the Company. Being eligible the Board of Directors of the KCL recommended to be re-appointed as Director by rotation subject to approval by the Shareholders in the 24th Annual General Meeting of the company to be held on 19th January, 2021.

Mrs. Khaleda Pervin was born in 1980 in Dhaka. She took her Master/MBA from UK. She has implemented modern views & concepts to improve human resources throughout the Company. She is very industrious. She is very cordial towards the employees. She visited abroad for several times. Beyond Keya Group of Industries, She is the Chairperson of MP Sweaters Limited a 100% export oriented sweaters manufacturer company. She has been selected as Commercially Important Person (CIP) in the year 2008-2009 for outstanding contribution in trade and business sector. She traveled abroad many times to attend seminar workshop & meeting with buyers.

Mr. Masum Pathan

Mr. Masum Pathan has been serving as Director (Representative) of Keya Cosmetics Limited since 2013, son of Abdul Khaleque Pathan one of the Founder/Sponsor Director of the Company. Being eligible the Board of Directors of the KCL recommended to be re-appointed as Director by rotation subject to approval by the Shareholders in the 24th Annual General Meeting of the company to be held on 19th January, 2021.

Mr. Masum Pathan was born in 1982 in Dhaka/Gazipur. He took his graduated from UK. He was the sponsor Director of Keya Cosmetics Limited in 1996. He has implemented modern views & concepts to improve human resources throughout the Company. He is very industrious and cordial towards the employees. He is also Director and Managing Director in other company namely Keya Yarn Mills Limited, Keya Agro Process Limited under the Keya Group. He is proactive, gentle, brilliant, enthusiastic, industries and sincere in nature. He traveled abroad many times to attend seminar workshop & meeting with buyers.



ANNEXURE-IV

REPORT OF THE AUDIT COMMITTEE

For the year ended 30th June, 2020.

The Board of Directors of Keya Cosmetics Limited has re-constituted an Audit Committee in terms of the conditions of Bangladesh Securities and Exchange Commission's (BSEC) Corporate Governance Guidelines. All Members of the Audit Committee are financially literate where the Chairman is a financial expart and are able to analyze and interpret financial statements to effectively discharge their duties and responsibilities as Members of the Audit Committee.

The re-constituted Audit Committee consists of the following members:

Sl #	Name	Designation	Position
1	Mr. Syed Noorul Alam	Independent Director	Chairman
2	Mrs. Tansin Keya	Director	Member
3	Mr. Masum Pathan	Director	Member
4	Mr. Noor Hossain	Company Secretary	Member Secretary

- The Cheif Financial Officer attends the Meetings as and when invited.

The Scope of Audit Committee was defined as under:

(a) Review and recommend to the Board to approve the quarterly and annual financial statements prepared for statutory purpose;

(b) Monitor and oversee choice of accounting policies and principles, internal control risk management process, auditing matter, hiring and performance of external auditors;

(c) Review statement of significant related party transactions submitted by the management;

(d) Carry on a supervision role to safeguard the systems of governance and independence of statutory auditors; and

(e) Review and consider the report of internal auditors and statutory auditors' observations on internal control.

Activities carried out during the year

During the period under review the reconstituted Committee met once on 20-12-20200 where among others reviewed the audited financial statements of the company for the year ended June 30, 2020,

Recommended for appointment of External Auditors and fixation of their remuneration, Recommended for appointment of compliance auditor, Reviewed the management discussion and analysis, Reviewed the financial reporting process, Reviewed the choice of accounting policies and principles, Reviewed the effectiveness and independence of the statutory auditors, Evaluate the performance of statutory auditor, Reviewed 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.

The Audit Committee expressed its sincere thanks to the members of the Committee, Board, Management and the auditors for their support in carrying out few of the duties and responsibilities during a short period of time. Going forward, the Committee believe in complying all the requirements as COGC guideline.

Syed Noorul Alam
Chairman
Audit Committee
Date : December 20, 2020



POLICY ON NOMINATION AND REMUNERATION

Regulatory Framework

Clause 6 (5) (b) read with the applicable Clauses of Corporate Governance Code of Bangladesh Securities and Exchange Commission require the Nomination and Remuneration Committee of a company ("NRC") to recommend to the Board of Directors a policy, relating to the appointment, removal and remuneration of the directors, top level executives and to devise a policy on Board diversity.

The said governance code also require NRC to lay down the evaluation criteria for performance evaluation of Board, its Committees and individual directors. Further, the Board of Directors is responsible for monitoring and reviewing of the Board Evaluation framework.

The Board of Directors is also required to satisfy itself that plans are in place for orderly succession for appointments to the Board and to senior management.

This nomination policy is framed as per the requirements of the aforesaid governance code.

Criteria for Board Nominations:

The Nomination and Remuneration Committee (NRC) of the Board is responsible for identifying persons for initial nomination as directors and evaluating incumbent directors for their continued service. The following are the qualifications, positive attributes and independence criteria laid down by the NRC of Keya Cosmetics Limited in terms of Corporate Governance Code, Notification of BSEC and Companies Act, 1994 to be considered for nominating candidates for Board positions/appointment of directors.

Qualifications:

Personal Traits

- Highest personal and professional ethics, integrity and values
- Shares the values and beliefs of the Company.
- Inquisitive and objective perspective, practical wisdom and mature judgment
- Demonstrates intelligence, maturity, wisdom and independent judgment
- Self-confidence to contribute to board deliberations, has a stature that other board members will respect his or her views.

Experience and Background

- Well accomplished in his / her respective field.
- Demonstrated success at policy-setting and strategy development levels in a large organization (such as corporation, government, academic institution or profession)
- Typically first level leadership position (i.e., Chair, MD & CEO or equivalent) or second level (i.e., COO, CFO or other CXO's) unless the Board is seeking a particular skill set (e.g., technology, human resources management or financial expert)

- Leadership role- at the time a potential director's initial candidacy is evaluated must either be current or very fresh and recent, and incumbent directors should continue to demonstrate a sophisticated understanding and current knowledge of complex business issues
- A mastery of a broad knowledge area (e.g., engineering, finance, marketing, corporate affairs, technology, law, human resources management, executive leadership) that complements the skills of current board members and proposed board role
- Absence of adverse events (e.g., bankruptcy affiliations, disqualifications under Companies Act 1994 or other applicable laws etc.) that either disqualify or require adverse disclosures

Fit and proper

- The intangibles of demeanor, attitude and interpersonal skills that indicate the candidate will be an effective member of the board of directors "team" in a major company setting
- Should act on fully informed basis, in good faith, with due diligence and care and in the best interest of the Company and its stakeholders
- Should be able to exercise objective independent judgment on corporate affairs
- Special skills, expertise and background that contribute to the diversity of views and perspective of the board as a whole
- with respect to Directors being nominated for Independent position, the candidate should comply with the "Independence qualifications" as defined by applicable laws
- Willingness to devote sufficient time to carry out the duties and responsibilities effectively, including attendance at meetings
- Willingness to undertake appropriate induction and regularly update and refresh his/ her skills, knowledge and familiarity with the Company
- Commitment to representing the long-term interests of the shareholders and balancing the interests of stakeholders
- Willingness to challenge management in a constructive manner while working effectively as a part of a team in an environment of collegiality and trust
- Adhere to the code of conduct of the Company
- Protecting the legitimate interests of the Company, its shareholders and employees and maintain confidentiality
- Meets the age criteria and applicable tenor restrictions placed by the Board
- Absence of an unacceptable number of other board commitments
- Absence of personal and business relationships/directorship that would pose a conflict of interest to the Board position
- Absence of unfair obstruction in the functioning of the Board/Committees

Positive Attributes

The positive attributes for a director would encompass:

- Ethical Integrity & transparency
- Has/acquires sufficient knowledge in the Company's business and operations
- Demonstrate sound judgment gained through experience & expertise in management/ technical/ financial /governance or regulatory matters
- Foresight - ability to see and prepare for future, anticipate needs, opportunities and threats
- Managerial abilities required to lead and guide the management such as effective communication skills, cultural sensitivity, flexibility, team player, strategic thinking, balancing risk with opportunity, ability to juggle several variables and make complicated decisions etc.

Independence of Directors (only in the case of Independent Directors):

Any relationship between the Company and Directors other than in the normal course will affect the Independence of Directors in many ways. The Committee shall assure that the candidate proposed for the position of Independent Director meets the minimum criteria for Independence set out in the Corporate Governance Code of BSEC.

NOMINATION AND REMUNERATION COMMITTEE REPORT 2020

The Board of Directors of Keya Cosmetics Limited has re-constituted the Nomination and Remuneration Committee (NRC) as per requirement of Bangladesh Securities and Exchange Commission's Notification on Corporate Governance Code-2018. The NRC is a sub-committee of the Board of Directors of Keya Cosmetics Limited. The NRC shall assists the Board in formulating the nomination criteria/policy for determining the qualification, positive attributes, experiences and independence of directors and senior-level executives as well as a policy for a formal process of considering the remuneration of directors and senior-level executives.

Terms of Reference

The Board adopted the roles and responsibilities as depicted in COGC of BSEC as the ToR of Nomination & Renuneration Committee.

Composition

The Nomination and Remuneration Committee of Keya Cosmetics Limited is comprised of three non-executive Directors of the Board including an Independent Director. The Chairperson of the Committee is an Independent Director of the Company. The composition of the present NRC is as follows:

1. Mr. Syed Noorul Alam Independent Director	- Chairman
2. Mrs. Tansin Keya Director	- Member
3. Mr. Masum Pathan Director	- Member
4. Mr. Noor Hossain Company Secretary	- Member Secretary

Further the Head of Finance/CFO attends the meetings, as and when invited.

Qualification

The members of Nomination and Remuneration Committee of Keya Cosmetics Limited possess adequate knowledge on business management and corporate governance matters. The detailed qualifications of the existing members of the Committee.

Activities during the Year :

During the year under review, the Committee met once on 20-12-2020 where the Committee after reviewed the HR and Training & development manual suggested few recommendations. The Committee also reviewed the eligibility of the directors, who are retiring by rotation for reappointment.

In the said meeting the Committee also decided to ensure compliance of the requirements of COGC of BSEC and took initiative to formulate;

1. Board Diversity Policy
2. Nomination and Remuneration Policy
3. Board Evaluation Criteria
4. Code of conduct for the MD, Chairman and Board of Directors.

Roles and Responsibilities

The roles and responsibilities of the Nomination and Remuneration Committee flow directly from the Board's oversight functions. The purpose, authority, duties and responsibilities of NRC are delineated in its terms of reference. The prime responsibilities of the NRC, among others are as follows:

- The Committee shall be independent, responsible and accountable to the Board and the shareholders.
- Formulating the criteria / policy for fixing up fair remuneration for directors and senior management which need to be vetted and accepted by the Board of Directors.
- Obtaining the Board's approval for recruiting suitable candidates to fill the vacancies or to add more competent people from time to time in the Company's Board and also in the senior management position to remain compliant and to strengthen the senior management team.
- Establish the criteria for Board membership and to formulate the standard and transparent process for selection of Directors.
- To ensure that there is diversity in the Board structure taking into consideration age, gender, experience, ethnicity, religion, educational background and nationality.

- Developing the succession plans of Board members and senior-level executives.
- Review major changes and developments in the Company's remuneration, recruitment, retention and termination policies and procedures.
- Reporting to the Board of Directors on the Committee's activities and findings.

Meetings and Attendance

During the financial year 2019-20, the Committee met once. The Managing Director and the Cheif Financial Officer attended the meeting by invitation of the Committee. The attendance of the Members is as under:

Name of the Members	Position	No. of Meetings held whilst a Committee Member	Meeting(s) Attended	Remarks
Mr. Syed Noorul Alam (Independent Director)	Chairman	1	1	Continuing
Mr. Masum Pathan	Member	1	1	Continuing
Mrs. Tansin Keya	Member	1	0	Continuing
Mr. Md. Noor Hossain	Member Secretary	1	1	Continuing
Mr. Homaun Kabir, FCA	CFO	1	1	Continuing

Activities Carried Out during Financial Year 2019-2020

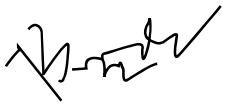
In accordance with the 'Terms of Reference' of Nomination and Remuneration Committee, the Committee carried out the following activities during the financial year 2019-20:

- Reviewed the report of Nomination and Remuneration Committee.
- Reviewed the appointment of Director of the Company.
- Reviewed the recommendation of non-executive director who was to resign by rotation and eligible for re-election/re-appointment as per the provisions of the Articles of Association of the Company.
- Reviewed its charter to satisfy itself that they enable the Committee to fulfill its responsibilities.
- Reviewed and evaluated the company's human resources status and the learning and development programs of the Company.
- Reviewed the scope and electiveness of internal human resource functions and adequacy of it.
- Overseen other issues within the Terms of Reference of the NRC.

Authority

The Nomination and Remuneration Committee is authorized by the Board to review any activity within the business as per its terms of reference. The Committee is authorized to seek any information it requires from, and require the attendance at any of its meetings of, any Director or Member of Management, and all employees are expected to cooperate with any request made by the Committee. The Committee is committed to performing its duties based on equality and fairness according to the principles of good corporate governance so that the Company can be developed consistently and sustainably.

On behalf of the Nomination and Remuneration Committee



Syed Noorul Alam
Independent Director
Chairman of the Nomination and Remuneration Committee

Date : December 20, 2020

ANNEXURE-V

DECLARATION BY CEO AND CFO

Under Condition #1(5)(xxvi) of CGC

The Board of Directors

January 03, 2021

Keya Cosmetics Ltd.

Jarun, Koanabari,

Gazipur.

Subject : Declaration on Financial Statements for the year ended on 30th June, 2020

Dear Sirs,

Pursuant to the condition No.1(5)(xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3rd June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

i) The Financial Statements of Keya Cosmetics Ltd. for the year ended on 30th June, 2020 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed.

ii) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view.

iii) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;

iv) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;

v) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and

vi) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

1) We have reviewed the financial statements for the year ended on 30th June, 2020 and that to the best of our knowledge and belief:

a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b) these financial statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.

2). There are, to the best our knowledge and belief, no transactions entered into by the Company during the year ended 30th June, 2020 which are fraudulent, illegal or violation of the Company's Board of Directors or its members.

(Homaun Kabir, FCA)
Chief Financial Officer

(Khaleda Pervin)
Managing Director

শফিক বসাক এন্ড কোং
SHAFIQ BASAK & CO.
CHARTERED ACCOUNTANTS

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shafiq@shafiqbasak.com

CERTIFICATE OF COMPLIANCE ON CONDITIONS OF THE CORPORATE GOVERNANCE GUIDELINES TO THE SHAREHOLDERS OF

Keya Cosmetics Limited

[As required under the Bangladesh Securities and Exchange Commission (BSEC)]

We have examined the compliance status to the Corporate Governance Code by Keya Cosmetics Limited for the year ended on 30 June 2020. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, dated 3 June 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 to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions 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:

(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: except Conditions No. 1(2)(ii)(c), 1(4)(c), 1(5)(ii), 1(5)(ix), 1(5)(x), 1(5)(xxv)(d), 1(5)(xxv)(e), 1(7)(b), 5(2)(b), 5(4)(a), 5(5)(g), 6(1)(c), 6(2)(b), 6(2)(i), 6(5)(b)(i)a, 6(5)(b)(i)b, 6(5)(b)(i)c

(b) The company has complied with the provisions 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 not satisfactory.

Place : Dhaka
Dated: December 28, 2020

শফিক বসাক এন্ড কোং CHARTERED ACCOUNTANTS SHAFIQ BASAK & CO.

Md. Shafiqul Islam, FCA
Partner
Shafiq Basak & Co.
Chartered Accountants

ANNEXURE-VII

Keya Cosmetics Limited

For the year ended 30 June 2020

STATUS OF COMPLIANCE OF CORPORATE GOVERNANCE CODE

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission vide notification No. SEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 issued under section 2CC of the Bangladesh Securities and Exchange Ordinance, 1969 is presented below:

Condition No.	Title	Compliance Status ("✓"has been put in the appropriate column)		Remarks (If any)
		Complied	Not Complied	
1	**Board of Directors (BoD)**			
1(1)	Size of the Board of Directors: The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	✓		5 Members
1.(2)	**Independent Directors**			
1(2) (a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	✓		1 Member
1(2) (b) (i)	For the purpose of this clause "independent director" means a director) who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company	✓		No share
1(2) (b) (ii)	Who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	✓ ✓		
1(2) (b)(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
1(2) (b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
1(2) (b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		
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;	✓		
1(2) (b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm 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 is not independent director in more than 5 (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 any advance to a bank or a Non-Bank Financial Institution (NBFI); and	✓		
1(2) (b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	✓		
1(2)(ii) c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);		✓	AGM Could not be held because of embargo of honorable high court
1(2)(ii) d)	the post of independent director(s) cannot remain vacant for more than 90 (ninety) days	✓		
1(2) (ii) 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: Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e., six years]:	✓		
1(3)	**Qualification of Independent Director. -**			
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 the business;	✓		
1(3)(b)	Independent director shall have following qualifications:			
(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; or			N/A
(ii)	Corporate Leader who is or was a top-level executive not lower than Chief Executive Officer or Managing Director or Deputy 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; or	✓		
(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; or			N/A
(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or			N/A
(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 Management Accountant or Chartered Secretary or equivalent qualification;			N/A
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			N/A

1(4)	**Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer. -**			
1(4)(a)	The positions 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;		✓	It is appeared from note 28 & declaration provide to us
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 Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		No meeting held on in absence of Chairperson in this year
1(5)	**The Directors' Report to Shareholders**			
	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):-			
1(5)(i)	An industry outlook and possible future developments in the industry;	✓		
1(5)(ii)	The segment-wise or product-wise performance;		✓	
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓		
1(5)(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	✓		
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;	✓		
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	✓		No public/right issue during the year
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;		✓	
1(5)(x)	A statement of remuneration paid to the directors including independent directors;		✓	
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
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;	✓		

1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
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;	✓		
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;	✓		
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;	✓		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;			N/A
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;	✓		
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by: - (a) Parent or Subsidiary or Associated Companies and other related parties (name-wise details); (b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details); (c) Executives; and (d) Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	✓		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders: - (a) a brief resume of the director; (b) nature of his or her expertise in specific functional areas; and (c) names of companies in which the person also holds the directorship and the membership of committees of the Board;	✓		
1(5)(xxv)	A 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;	✓		
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;	✓		

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 immediately preceding five years explaining reasons thereof;	✓		
1(5)(xxv) (d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;		✓	
1(5)(xxv) (e)	briefly explain the financial and economic scenario of the country and the globe;		✓	
1(5)(xxv) (f)	risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓		
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;	✓		Management will ensure this mater
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; and	✓		
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.	✓		
1(6)	**Meetings of the Board of Directors:** The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1(7)	**Code of Conduct for the Chairperson, other Board members and Chief Executive Officer**			
1(7)(a)	The Board shall lay down a code of conduct, based 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;	✓		
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.		✓	
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;			N/A
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;			Do
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;			Do

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;			Do
2(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			Do
3.	**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)	**(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).	✓		
3(2)	**Requirement to attend Board of Directors' Meetings:** The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		We did not find the attendance of HIAC
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: (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and (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;	✓		
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;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		Management will ensure this matter
4.	**Board of Directors' Committee. -**			
	For ensuring good governance in the company, the Board shall have at least following subcommittees: (i) Audit Committee; and (ii) Nomination and Remuneration Committee.	✓		

5.	**Audit Committee. -**			
5(1)	**Responsibility to the Board of Directors.**			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		
5(1)(b)	The Audit Committee shall assist the Board 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 be responsible to the Board; 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 Board shall appoint members of the Audit Committee who shall be non executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;		✓	Documents reveal that two members get remuneration
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;	✓		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any 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;	✓		
5(2)(e)	The company secretary shall act as the secretary of the 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): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		Management will ensure for upcoming AGM.
5(4)	**Meeting of the Audit Committee**			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;		✓	Two meeting held during the 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** The Audit Committee shall: -			
5(5)(a)	Oversee the financial reporting process;	✓		
5(5)(b)	monitor choice of accounting policies and principles;	✓		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
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;		✓	
5(5)(h)	review the adequacy of internal audit function;	✓		
5(5)(i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
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;	✓		
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; and	✓		
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:			N/A
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: -			
5(6)(a)(ii)(a)	report on conflicts of interests;	✓		
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;	✓		During the year not such incidence occurred
5(6)(a)(ii)(c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	✓		Do
5(6)(a)(ii)(d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	✓		Do
5(6)(b)	**Reporting to the Authorities:** If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	✓		Do

5(7)	**Reporting to the Shareholders and General Investors:** Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
6.	**Nomination and Remuneration Committee (NRC).-**			
6(1)	**Responsibility to the Board of Directors**			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee 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).		✓	No written TOR has been obtained
6(2)	**Constitution of the NRC**			
6(2)(a)	The Committee shall comprise of at least three 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;	✓		No such incidence occurred during the year
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;	✓		
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;	✓		No such incident during the year
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	✓		Management will ensure in the upcoming AGM

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;	✓		No such incident occurred during the year
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or 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:	✓		
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:			
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;		✓	
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and		✓	
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;		✓	
6(5)(b)(ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
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;	✓		
6(5)(b)(iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6(5)(b)(v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		
6(5)(b)(vi)	developing, recommending and reviewing annually the company's human resources and training policies;	✓		
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.	✓		
7.	**External or 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); and	✓		
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.	✓		
8(2)	The company shall keep the website functional from the date of 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).	✓		
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.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.			

FAMES & R
CHARTERED ACCOUNTANTS

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Independent Auditor's Report

To the Shareholders of Keya Cosmetics Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Keya Cosmetics Ltd., which comprise the statement of financial position as at June 30, 2020 and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at June 30, 2020 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs). Provided basis for opinion part is relevant with the comments.

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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Subject to the following observation, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

i) Inventory:

The Company has been maintained individual division-wise raw materials register including storing materials. Management has been conducted physical inventory counting as on June 30, 2020, due to COVID -19 pandemic situation we couldn't physically present on that day. The company declared huge amount of stock as obsolescence in previous year and debited to Comprehensive Income Statement, which is accumulated at Tk. 7,117,529,977 as against company received Tk. 249,893,212 as wastage sales proceed. Stock of Goods, Material & Stocks of the company has been reflected in the financial statement with division-wise breakdown but sub-note of the items has not been reflected division-wise breakdown.

ii) Trade Receivable

In previous year company made a provision for bad and doubtful debt against recovery of trade receivable Taka 7,054,125,630 as against Taka 10,951,305,682 has presented during the year which has been under consideration for final declaration as bad debts after details investigation by the management. During our period no bad and doubtful debt has been added. Ageing of the said receivable is not provided.

iii) Provision for Bad & Doubtful Debts

The company made a provision for bad and doubtful debt against recovery of trade receivable for Taka 7,054,125,630 which has been carried forward from previous year's balance without of any changes. As of today the amount is under consideration for final declaration as bad debts after details investigation by the management. Ageing of the said provision is not provided.

iv) Bank Loans & Overdraft (Short Term Loan)

An amount of Taka 7,429,154,412 has been laying with different bank as Bank Loan & Overdraft (Short Term Loan) as against Taka 301,531,450 with Cosmetics division has shown no transaction from previous year and knit Composite division of Taka 135,489,532.00 with Pubali Bank Ltd- CC- Hypo has also shown no transaction from last few years. Management has been correspondent with Banks for regularization these loan account as continued client.

v) Turnover

Turnover of the company has been reflected in the financial statement as Export and local sale with no division-wise breakdown. We have confirmed total turnover as a whole from the provided documents.

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 period. 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 except above mentioned comments.

Turnover (Revenue)

See note # 26 to the financial statements

Key audit matters	How the matters were addressed in our audit
At year-end, the reported total Turnover is Tk. 9,014,045,148. There is also a risk that revenue may be overstated /understated due to the timing differences. We identified revenue recognition as key audit matter as it is one of the key performance indicators of the Company, which give rise to an inherent risk of the existence and the accuracy of the revenue.	We have tested the design and operating effectiveness of key controls focusing on the following: • Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure that revenue is recognized in the appropriate accounting standards. • Segregation of duties in invoice creation and modification and timing of revenue recognition. • Assessing the appropriateness of the Company's accounting policies for revenue recognition and compliance of those policies with applicable accounting standards. • Obtain supporting documentation for sale transaction recorded either side of year-end to determine whether revenue was recognized in the current period. Export sale of Taka 687,76,53,693.00 has been confirmed with checking the bank certificate. Local sale of Taka 246,27,25,657.00 has been confirmed with VAT return and other relevant supporting documents. • Comparing a sample of revenue transactions recognized during the year with the sale invoices and other relevant underlying documentation has been checked. • Critically assessing manual posted transactions to revenue to identify unusual or irregular items, and finally assessed the appropriateness and presentation of disclosures against relevant accounting standards. We were checked the revenue recognition policies have been applied.

Inventory

See note # 6 to the financial statements

Key audit matters	How the matters were addressed in our audit
As at June 30, 2020, the reported amount of inventories is Tk. 9,238,696,503 held in plants warehouses. On the reporting date, inventories are carried at the lower of cost and net realizable value. As such, the companies apply judgment in determining the appropriate values of inventory in accordance with International Accounting Standard (IAS). Considering the risk as stated above the valuation of Inventory is a key audit matter to the Financial Statements.	We have verified the appropriateness of, management's assumptions applied in calculating the value of the inventory as per International Accounting Standards (IASs) by: • Evaluating the design and implementation of key inventory controls operating across the factory, warehouse. • Inventory counts and reconciling the results have been done by the management, due to COVID-19 situation, could not attend physical verification counting.

	• We have collected inventory counting data sheet and relevant certification of inventories from the management, which indicates inventory items were maintained in good condition, and maintaining all compliances. • Reviewing the historical accuracy of inventory provisioning and the level of inventory write off during the year. • Obtaining a detailed review with the subsequent sales to compare with the net realizable value.
Property, Plant & Equipment	
See note # 4 to the financial statements	
Key audit matters	**How the matters were addressed in our audit**
The carrying value of the tangible fixed assets is Tk. 4,425,870,138 as at June 30, 2020. The costs (capital in nature) are classified as an asset, if it is probable that the future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. The useful lives of tangible fixed assets items are based on management's estimates regarding the period over which an asset is expected to be available for use. The estimates of the useful life of the assets is a matter of judgments based on the experience of the entity with similar assets and also take into consideration the physical condition of the assets.	Our audit included the following procedures: • We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent. • We obtained a listing of capital expenditures incurred during the year and, on a sample basis, checked whether the items were procured during the year. • We verified the invoices and L/C documents on sample basis to segregate the capital and operating expenditure and found that the transactions are appropriately classified. • We evaluated whether the useful lives determined and applied by the management were in line with the nature of assets, the physical condition of the assets and its uses. • We have checked whether the depreciation of tangible fixed assets items was commenced from the date of ready to use and found the depreciation had been started accordingly We were satisfied that the property, plant and equipment recognition and measurement policies have been applied appropriately. Based on the work performed, we concluded that property, plant and equipment have been recorded appropriately.
Long Term Loan & Bank Loans & Overdraft	
See note # 18 & 20 to the financial statements	
Key audit matters	**How the matters were addressed in our audit**
As at June 30, 2020, the reported amount of total long-term loan is Tk. 11,300,682,405 and Short-term Borrowings is Tk. 7,429,154,412 respectively. The company borrowed fund from various Bank for the purpose of acquisition of non-current assets and working capital as well. The company may face difficulties due to unfavorable movement in interest rate & monetary policy that may result in short-term and cash flow crisis.	We have tested the design and operating effectiveness of key controls focusing on the following: • Obtaining an understanding of and assessing the design and operating effectiveness of controls designed to ensure the proper use of loan

	• We verified sanction letter, loan schedule, bank statements to confirm the loan outstanding and found that the balance had been reported in the Financial Statements accurately. • We checked the financial expenses and classification of loan and repayment schedule on a test basis as well. • We checked the recording date of transactions and found the recording date is in line with the loan disbursement date. We were satisfied Long Term Loan & Short-Term Loan were recorded properly. Based on the work performed, we concluded that Long Term Loan & Short-Term Loan have been recorded.
Trade and Other Receivable	
See note # 10 & 11 to the financial statements	
Key audit matters	**How the matters were addressed in our audit**
The total amount of Trade Receivables is Tk. 10,951,305,682.00 and other Receivables are Tk. 117,761,902.00 at June 30, 2020. There are significant large numbers of individual small customers. Customers in different business segments and jurisdictions are subject to their independent business risk. The increasing challenges over the economy and operating environment in the manufacturing industry during the year have increased the risks of default on receivables from the customers. In particular, in the event of insolvency of customers, the company is exposed to potential risk of financial loss when the customers fail to meet their contractual obligations in accordance with the requirements of the agreements. Accordingly, we identified the recoverability of Receivables as a key audit matter because of the significance of Receivables to Company's Financial Position and because of the significant degree of management judgment involved in evaluating the adequacy of the allowance for doubtful debts.	Our audit procedures of assess the recoverability of trade receivables & other receivable including the following: • Tested the accuracy of Receivables at year end on a sample basis; • Evaluating the Company's views for making allowance for doubtful debts with reference to the requirements of the prevailing accounting standards; • Assessing the classification of trade receivables & other receivable in the debtors list by comparison with sales invoice and other underlying documentation on a taste basis; • Assessed the recoverability of the debtors on a sample basis through our evaluation of management's assessment with reference to the credit profile of the customers, historical payment pattern of customers and • Inspecting subsequent bank receipts from customers and other relevant underlying documentation relating to trade receivable balances at 30 June 2020; Based on the work performed, we concluded that Trade and Other Receivable have been recorded but needs details breakdown with relevant information.
Measurement of Deferred Tax Liability	
See note # 19 to the financial statements	
Key audit matters	**How the matters were addressed in our audit**
The Company reported net deferred tax liability totaling BDT as at 194,545,488/- Significant judgment is required in relation to deferred tax liability as their recoverability is dependent on forecasts of future profitability over a number of years.	• We obtained an understanding, evaluated the design and tested the operational effectiveness of the company over the recognition and measurement and the assumptions used in estimating the future taxable income.

	• We also assessed the completeness and accuracy of the data used for the estimations of future taxable income. • We involved our tax expertise to assess key assumptions, controls, recognition and measurement of Taxes. • Finally, assessed the appropriateness and presentation of disclosure against IAS 12 Income Tax.
Employee Benefits	
(a) Short-term employee benefits, such as the following, if expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services: (i) wages, salaries and social security contributions; (ii) paid annual leave and paid sick leave; (iii) profit sharing and bonuses; and (iv) non-monetary benefits (such as medical care, housing, cars and free of subsidised goods or services) for current employees; (b) Other long-term employee benefits, such as following: (i) long-termpaid absences such as long-service leave. (ii) jubilee or other long-service benefits; and (iii) long-term disability benefits; and Termination benefits	The objectives of this standard are to prescribe the accounting and disclosure for employee benefits. The standard requires an entity to recognize; (a) a liability when an employee has provided service in exchange for employee benefits to be paid in the future; and (b) an expense when the entity consumes the employee benefit arising from service provided by (c) an employee in exchange for employee benefits.

Other Matter

The financial statements of the Company for the year ended June 30, 2019 were audited by another auditor namely Artisan Chartered Accountants who expressed an modified opinion on these financial statements on December 10, 2019.

Other Information

Management is responsible for the other information. The other information comprises the Director's Report to the Shareholders, Financial Highlights & Financial Performance, Report of the Audit Committee and Certification on Corporate Governance but doesn't include the financial statements and our auditor's report. The Director's Report to the Shareholders, Financial Highlights & Financial Performance, Report of the Audit Committee and Certification on Corporate Governance are expected to be made available to us after the date of this auditor's 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.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRSs, the Companies Act 1994, the Securities and Exchange Rules 1987, relevant notifications issued by Bangladesh Securities and Exchange Commission (BSEC) and other applicable laws and regulations 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.

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 no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's 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 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 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.
- 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 material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's 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 auditor's 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.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, the Securities and Exchange Rules 1987 and relevant notifications issued by Bangladesh Securities and Exchange Commission (BSEC), we also report the following:

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 accounts as required by law have been kept by the Company so far as it appeared from our examination of these books;

c) the 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 accounts and returns; and

d) the expenditure incurred was for the purpose of the Company's business.

Place: Dhaka
Date: December 10, 2020

FAMES & R
DHAKA
BANGLADESH
CHARTERED ACCOUNTANTS

FAMES & R
Chartered Accountants
Fouzia Haque, FCA
Partner
DVC No. 2012221032OS281289

Keya Cosmetics Limited

STATEMENT OF FINANCIAL POSITION

As at 30 June 2020

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019
Assets:			
Non Current Assets		**4,562,196,640**	**4,864,090,994**
Fixed Assets	4.00	4,425,870,138	4,726,790,258
Investments	5.00	136,326,502	137,300,736
Current Assets		**22,659,598,186**	**21,221,771,134**
Inventory	6.00	9,238,696,503	8,376,796,745
Material In Transit	7.00	468,381,127	733,522,280
Advances, Deposit And Prepayment	8.00	1,332,056,763	1,215,666,974
Current Account with Sister Concern	9.00	506,653,802	542,278,364
Trade Receivable	10.00	10,951,305,682	9,998,302,897
Other Receivables	11.00	117,761,902	238,987,610
Cash And Cash Equivalent	12.00	44,742,407	116,216,264
Total Assets		**27,221,794,825**	**26,085,862,128**
Equities and Liabilities:			
Shareholders Equity :		**255,040,624**	**18,661,379**
Share Capital	13.00	10,021,066,590	10,021,066,590
Share Premium (Net off Tax)	14.00	4,615,642	4,615,642
Revaluation Reserve	15.00	468,576	468,576
Tax Holiday Reserve	16.00	45,744,731	45,744,731
Capital Reserve		1,646,562,400	1,646,562,400
Retained Earnings	17.00	(11,463,417,315)	(11,699,796,560)
Non Current Liabilities:		**11,495,227,893**	**10,810,288,300**
Long Term Loan	18.00	11,300,682,405	10,617,912,309
Deferred Tax Liability	19.00	194,545,488	192,375,991
Current Liabilities		**15,471,526,309**	**15,256,912,449**
Bank Loans & Overdraft	20.00	7,429,154,412	7,441,472,633
Trade Payable	21.00	301,209,821	144,386,560
Outstanding Liabilities	22.00	126,491,105	72,535,364
Provision for Income Tax	23.00	535,759,314	536,455,478
Provision for Bad & Doubtful Debts		7,054,125,630	7,054,125,630
Unclaimed Dividend	24.00	7,936,784	7,936,784
Workers Profit Participation & Welfare Fund	25.00	16,849,243	-
Total Equity & Liabilities		**27,221,794,825**	**26,085,862,128**
Net Asset Value (NAV) Per Share	**33.00**	**0.25**	**0.02**

Accompanying notes form the integral part of the financial statements.

Abdul Khaleque Pathan
Chairman

Tansin Keya
Director

Md. Noor Hossain
Company Secretary

Signed in terms of our annexed report of even date.

FAMES & R
Chartered Accountants

Place : Dhaka
Date : December 10, 2020

Keya Cosmetics Limited

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2020

Particulars	Notes	Amount in Taka	
		FY (2019- 2020)	FY (2018- 2019)
Turnover	26.00	9,014,045,148	10,411,159,759
Less: Cost of Goods Sold	27.00	7,130,330,631	7,748,629,991
Gross Profit		**1,883,714,517**	**2,662,529,768**
Less: Operating Expenses:		**360,698,281**	**14,538,304,450**
Administrative Expenses	28.00	175,336,408	186,658,313
Marketing, Selling and Distribution Expenses	29.00	185,361,873	14,351,646,137
Operating Profit		**1,523,016,237**	**(11,875,774,682)**
Less: Non-Operating (Expenses)/Income:		**(1,186,031,379)**	**1,000,188,759**
Financial Expenses	30.00	1,397,923,713	1,275,214,776
Non Operating Income	31.00	211,892,334	275,026,016
Net Profit before WPPF & Tax		**336,984,858**	**(12,875,963,441)**
Less: Contribution to WPPF	25.00	16,849,243	-
Net Profit before Tax		**320,135,615**	**(12,875,963,441)**
Less: Provision for Taxation		**83,756,370**	**92,391,938**
Provision for Income Tax	23.00	81,586,873	90,196,852
Provision for Deferred Tax	19.01	2,169,497	2,195,086
Net Profit after Tax		**236,379,245**	**(12,968,355,379)**
Total Comprehensive Income		**236,379,245**	**(12,968,355,379)**
Earning Per Share (EPS)	32.00	**0.24**	**(12.94)**
Earning Per Share (Diluted EPS)		**0.21**	**(11.76)**

Accompanying notes form the integral part of the financial statements

Abdul Khaleque Pathan
Chairman

Tansin Keya
Director

Md. Noor Hossain
Company Secretary

Signed in terms of our annexed report of even date.

Place : Dhaka
Date : December 10, 2020

FAMES & R
Chartered Accountants

Keya Cosmetics Limited

FAMES & R
Chartered Accountants

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2020

(Figures in Taka)

Particulars	Share Capital	Share Premium	Tax Holiday Reserve	Revaluation Reserve	Retained Earnings	Capital Reserve	Share Holders Equity
Balance as on 01.07.19	10,021,066,590	4,615,642	45,744,731	468,576	(11,699,796,561)	1,646,562,400	18,661,378
Forfeited Shares	-	-	-	-	-	-	-
Issue of Share capital against amalgation	-	-	-	-	-	-	-
Revaluation reserve adjustment	-	-	-	-	-		-
Net profit	-	-	-	-	236,379,245	-	236,379,245
Stock Dividend paid	-	-	-	-	-	-	-
Balance as on 30.06.2020	**10,021,066,590**	**4,615,642**	**45,744,731**	**468,576**	**(11,463,417,316)**	**1,646,562,400**	**255,040,624**
Balance as on 30.06.2019	**10,021,066,590**	**4,615,642**	**45,744,731**	**468,576**	**(11,699,796,561)**	**1,646,562,400**	**1,077,086,990**

Abdul Khaleque Pathan
Chairman

Tansin Keya
Director

Md. Noor'Hossain
Company Secretary

Place : Dhaka
Date : December 10, 2020

Keya Cosmetics Limited

FAMES & R
Chartered Accountants

STATEMENT OF CASH FLOWS

For the year ended 30 June 2020

Particulars	Notes	Amount in Taka	
		FY (2019- 2020)	FY (2018- 2019)
A. Cash From Operating Activities :			
Receipts:			
Cash Received from Sales Revenue		8,061,064,203	11,579,887,326
Cash Received from Other Income		334,092,276	491,595,573
Total Cash Receipts		**8,395,156,479**	**12,071,482,899**
Payments:			
Payment for Purchase & Expenses		9,110,046,784	13,049,798,793
Total Payments		**9,110,046,784**	**13,049,798,793**
Net Cash Used)/Provided from Operating Activities		**(714,890,305)**	**(978,315,893)**
B. Cash Flows From Investing Activities:			
Investment & FDR		-	-
Fixed Assets Acquisition		(27,035,428)	(12,369,670)
Net Cash (used)/provided in Investing Activities		**(27,035,428)**	**(12,369,670)**
C. Cash Flows From Financing Activities:			
Short term Loan		(12,318,222)	(962,022,503)
Long Term Loan		682,770,096	2,045,659,006
Cash and Cash Equivalents are take over from Transferor Companies		-	-
Net Cash (used)/provided in Financing Activities		**670,451,875**	**1,083,636,504**
D. Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)		**(71,473,858)**	**92,950,940**
E. Cash and Cash Equivalents at beginning of the period		116,216,264	23,265,324
F. Cash and Cash Equivalents at the ending of the period (D+E)		**44,742,407**	**116,216,264**
Net Operating Cash Flow Per Share (NOCFPS)	**34.00**	**(0.71)**	**(0.98)**

Accompanying notes form the integral part of the financial statements

Abdul Khaleque Pathan
Chairman

Tansin Keya
Director

Md. Noor Hossain
Company Secretary

Signed in terms of our annexed report of even date.

Place : Dhaka
Date : December 10, 2020

Keya Cosmetics Limited
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 30 June 2020

1.00 REPORTING ENTITY:

1.01 Background of the Company

The company was incorporated in Bangladesh as private limited company on 14 July, 1996 as company limited by shares under the Companies Act; 1994 and converted into public limited company on 07 May 1999 under the Companies Act, 1994. The company was listed with Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE) as a publicly quoted company. Trading of the shares of the company started in two stock Exchanges from the year 2001. The Registered office and factory of the company is at Jarun. Konabari, Gazipur. And the corporate office is located at Priyo Prangan Tower (06th Floor), House No. 19, Road No. 17, Kamal Ataturk Avenue, Banani, Dhaka-1213.

Keya Cosmetics Limited is engaged in production of several kinds and size of soap, shaving cream, toothpaste, coconut oil and other cosmetics items since its incorporation. As on 28 February 2015, the Company took over all assets and liabilities of erstwhile Keya Spinning Mills Ltd, Keya Cotton Mills Ltd and Keya Knit Composite Ltd under a scheme of amalgamation. Individual three companies were public limited, the backward linkage industries of Keya Group. The scheme of amalgamation was duly approved by the Honorable High Court Division of Bangladesh Supreme Court vide case company matter no. 235 of 2013, judgment dated 07-12-2014 with effect from 28 February 2015.

1.02 Sister concern Company

Keya Yarn Mills Limited is a sister concern company of Keya Cosmetics Limited.

2.00 BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

2.01 Statement of Compliance:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of the companies Act 1994, the Securities & Exchange Rules 1987 and International Accounting Standards (IASs), as International Accounting Standards (IASs) & International Financial Reporting Standard (IFRS).The Board of Directors is responsible for preparing and presenting the financial statement including adequate disclosures, Who approved and authorized for issue of these financial statements. The statement of financial position and Statement of Profit or Loss and Other Comprehensive Income have been prepared according to IAS-1 "Presentation of Financial Statements" based on accrual basis of accounting following going concern assumption and statement of cash flow according to IAS-7 "Statement of Cash Flows".

2.01.1 Regulatory Compliances

As required by the company, the management complies with all Rules and Regulations applicable in Bangladesh.

2.01.2 Components of the Financial Statements

According to the International Accounting Standards (IAS)-1"Presentation of Financial Statements" the complete set of financial statements includes the following components:

i. Statement of financial position;

ii. Statement of profit or loss and comprehensive income;

iii. Statement of changes in equity;

iv. Statement of cash flows;

v. Notes, Comprising a Summary of Significant Accounting Policies and Other Explanatory Information.

2.01.3 Measurement bases used in preparing the Financial Statements

The financial statements have been prepared on the historical cost basis, and therefore, do not take into consideration the effect of inflation. The accounting policies, unless otherwise stated, have been consistently applied by the company and are consistent with those of the previous year.

2.01.4 Reporting Currency and Level of Precision

The financial statements are presented in Bangladeshi currency (Taka), which is the Company's functional currency. All financial information presented in Taka has been rounded off to the nearest intiger.

2.01.5 Preparation and Presentation of Financial Statements of the Company

The Board of Directors of the company is responsible for the preparation and presentation of financial statements of Keya Cosmetics Limited.

2.01.6 Use of Estimates and Judgments

The preparation of these financial statements, in conformity with IASs/IFRSs, required management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual amounts may differ from these estimates.

Estimates and underlying assumptions are reviewed on an going concern basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

2.01.7 Reporting Period

The financial year of the company covers the period from July 01, 2019 to June 30, 2020 and is followed consistently.

2.01.8 Statement of Cash Flows

Statement of cash flows is prepared in accordance with "IAS 7: Statement of Cash Flows" and the cash flows from operating activities have been presented under Direct Method as required by the Securities and Exchange Rules 1987 and considering the provisions that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method".

2.01.9 Compliance with the Requirements of Notification of the Securities and Exchange Commission dated 04.06.2008 under ref.#SEC/CMMRPC/2008-181/53/Adm/03/28

a) Notes to the financial statements marked from 1.04 setting out the policies are unambiguous with respect to the reporting framework on which the accounting policies are based.

b) The accounting policies on all material areas have been stated clearly in the notes marked from 1 to 1.02.

c) The accounting standards that underpin the policies adopted by the company can be found in the following places of the notes to the financial statements:

Sl. No.	Name of the IAS	IAS's no.	Compliance status
1	Presentation of Financial Statements	1	Applied
2	Inventories	2	Applied
3	Statement of Cash Flows	7	Applied
4	Accounting policies, Changes in accounting Estimates & Errors	8	Applied
5	Events after the Reporting Period	10	Applied
6	Construction Contracts	11	Not Applied
7	Income Taxes	12	Applied
9	Property, Plant and Equipment	16	Applied
10	Leases	17	Not Applied
11	Revenue	18	Applied
12	Employees Benefits	19	Applied
13	Accounting for Government Grants & Disclosure of Government Assistance	20	Not Applied
14	The Effects of Changes in Foreign Exchange Rates	21	Applied
15	Borrowing Costs	23	Applied
16	Related Party Disclosures	24	Applied
17	Accounting and Reporting by Retirement Benefit Plans	26	Not Applied
18	Consolidated and Separate Financial Statements	27	Not Applied
19	Investment in Associates	28	Not Applied
20	Interest in Joint Ventures	31	Not Applied
21	Financial Instruments: Presentation	32	Applied
22	Earnings Per Share	33	Applied
23	Interim Financial Reporting	34	Applied
24	Impairment of Assets	36	Applied
25	Provision, Contingent Liabilities and Contingent Assets	37	Applied
26	Intangible Assets	38	Applied
27	Financial Instruments: Recognition &Measurement	39	Applied
28	Investment Property	40	Not Applied
29	Agriculture	41	Not Applied

Sl. No.	Name of the IFRS	IFRS No.	Compliance status
1	First-time Adoption of Bangladesh Financial Reporting Standards	1	Not Applied
2	Share based payment	2	Not Applied
3	Business Combinations	3	Not Applied
4	Insurance Contracts	4	Not Applied
5	Non-Current Assets held for sale and discontinued operations	5	Not Applied
6	Exploration for and evaluation of mineral resources	6	Not Applied
7	Financial Instruments: Disclosures	7	Applied
8	Operating Segments	8	Not Applied
9	Financial Instruments	9	Applied
10	Consolidated Financial Statements	10	Not Applied
11	Joint Arrangements	11	Not Applied
12	Disclosure of Interests in Other Entities	12	Not Applied
13	Fair Value Measurement	13	Not Applied

d) The financial statements are in compliance with the International Financial Reporting Standards (IFRS) which are adopted from the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

2.01.10 Standards, amendments or interpretations which became effective during the year

During the year certain amendments to Standards and new interpretations became effective however they did not have any material effect on the financial statements of the Company.

3.00 SIGNIFICANT ACCOUNTING POLICIES:

The specific accounting policies have been selected and applied for significant transactions and events that have a material effect within the framework for the preparation and presentation of financial statements.

3.01 Fixed Assets

3.01.1 Recognition and Measurement

Fixed assets are accounted for according to IAS 16 "Property, Plant and Equipment" at Historical cost less cumulative depreciation except land and land development which consider at revalued and includes expenditures that are directly attributable to the acquisition of the assets.

The cost of self constructed/installed assets includes the cost of materials, direct labor and any other costs directly attributable to bringing the assets to the working condition for its intended use and the cost of dismantling and removing the items and restoring the site on which they are located.

3.01.2 Depreciation

Depreciation is recognized in statement of profit or loss and other comprehensive income on diminishing balance method over the estimated useful lives of fixed assets. Depreciation is charged on addition form the month of acquisition /addition and no depreciation is charged in the month of disposal. Depreciation is provided on a diminishing balance method at the rate(s) shown below:

Category	Rate
Land & Land Development	-
Building & Other Const.	5%
Plant & Machinery	10%
Laboratory Equipment	10%
Other Machinery	10%
Electrical Equipment	15%
Office Equipment	15%
Gas Line Equipment and Installation	20%
Furniture & Fixture	10%
Transport & Vehicle	20%
Fire Fighting Equipment	15%
Other Assets	15%
Software Development	15%
Computer and Accessories	20%

3.01.3 Inventories

3.01.3.1 Valuation of Inventories

Inventories are measured at lower of cost and ex-factory net realizable value in compliance with "IAS 2: Inventories". The cost of inventories is based on weighted average principle and includes expenditure for acquiring the inventories and bringing them to their existing location and condition. Net realizable value is estimated upon selling price in the ordinary course of business less estimated cost of completion. When the inventories are used, the carrying amounts of those inventories are recognized as expense in the year in which the related revenue is recognized. According to the requirement of IAS-2, Inventories are valued at the lower of cost or net realizable value.

Category	Valuation
Finished goods	Finished goods are valued at cost or net realizable value whichever is lower.
Raw materials	Raw materials are valued at cost or net realizable value whichever is lower.
Store items	Based on weighted average method.

3.01.3.3 Revenue Recognition

Revenue from net sales of the company represents invoiced value of sale of finished goods, which are recognized after considering the conditions, set in paragraph 14 of IAS 18: "Revenue". Revenue from the sale of goods is recognized when all the following conditions are satisfied:

- the company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company and
- The cost incurred or to be incurred in respect of the transaction can be measured reliably.

3.01.3.4 Foreign Currency Transaction/Translation

Foreign currency transactions are translated into Bangladeshi Taka at the exchange rates ruling at the transaction dates according to IAS 21: The effect of changes in Foreign Exchange Rates. Monetary assets and liabilities denominated in the foreign currencies are translated at prevailing rates on the balance sheet (financial position) date. Non monetary assets and liabilities denominated in foreign currencies, which are related at historical cost, are translated into Bangladeshi Taka at the exchange date ruling at the date of transactions. Foreign exchange fluctuation gain/losses are charged to Statement of profit or loss and other Comprehensive Income for the respective period.

3.01.3.5 Financial Expenses

Financial costs comprise of interest expense on short term loan. The costs are charged to revenue except those are capitalized in accordance with IAS 23: Borrowing Costs.

3.01.3.6 Financial Instruments

Non-derivative financial instruments comprise trade receivables, trade payables, cash and cash equivalents and share capital.

Trade Receivables

Trade receivables are recognized initially at invoice value and subsequently measured at the remaining amount less allowance for doubtful receivable at the yearend if any. Receivables from foreign currency transactions are recognized in Bangladeshi Taka using exchange rates prevailing on the date of transaction.

Trade Payables

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the company, whether or not billed by the suppliers

Cash and Cash Equivalents

Cash and cash equivalents consist of cash in hand and with banks on current and deposit accounts and short term investments which are held and available for use by the company without any restriction. There is insignificant risk of change in value of the same.

Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effect.

3.01.3.7 Taxation

3.01.3.7.1 Current Tax

Current tax is the expected tax payable on the taxable income for the financial year, using tax rates enacted or subsequently enacted after the reporting date and any adjustment to tax payable in respect of previous years. Provision for taxation is calculated on the basis of applicable current tax rate and incompliance with Finance Act. 2018.

3.01.3.7.2 Deferred Tax

The company has decided to adopt policy of recognition of deferred tax in accordance with the International Accounting Standard 12 (IAS-12), deferred tax is provided using the liability method for temporary difference between the carrying value of fixed assets as per accounts and the corresponding income tax written down value. Deferred tax is calculated at the effective income tax rate prevailing at the statement of financial position date.

3.01.3.7.3 Provisions

As per "IAS 37: Provisions, Contingent Liabilities and Contingent Assets' a provision recognized on the date of statement of financial position if, as a result of past even Company has a present obligation that can be estimated reliably, and it is probable the outflow of economic benefits will be required to settle the obligation. A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation.

3.01.3.7.4 Contingencies

Contingencies arising from claim, litigation assessment, fines, penalties, etc. are recorded it is probable that a liability has been incurred and the amount can be measured relabeling accordance with "IAS 37: Provisions, Contingent Liabilities and Contingent Assets".

3.01.3.7.5 Earning Per Share (EPS)

The company calculates Earning per Share (EPS) in accordance with IAS 33 "Earning per Share" which has been shown on the face of statement of profit or loss and other Comprehensive Income and the computation of EPS is stated in Note-33 of the financial statements.

Basic Earnings

This represents earnings for the period attributable to the ordinary shareholders. As there no preference dividend, minority interest or extra ordinary items, the net profit for the year has been considered as fully attributable to ordinary shareholders. Basic earnings per has been calculated by dividing the net profit or loss by the number of ordinary share outstanding during the year.

Diluted Earnings per Share (DEPS)

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding, for the effect of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there were no potential ordinary shares during the relevant period.

3.01.3.7.6 Contingent Liabilities and Assets

Contingent liabilities are current or possible obligations, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events, which are not within the control of the company. In accordance with IAS 37 provisions, contingent liabilities and contingent assets are disclose in the financial statements.

3.01.3.7.7 Worker's Profit Participation & Welfare Funds

The company contributed 5% of net profit before charging the amount to the aforementioned fund in accordance with the requirement of Section 234 of Labor Act. 2006 (Amendment-2013).

3.01.3.7.8 Segment Reporting

No segmental reporting is applicable for the company as required by "IFRS-08: Operating Segment" as the company operates in a single industry segment and within as geographical segment.

3.01.3.7.9 Event after Statement of Financial Position Date

In compliance with the requirements of "IAS-10: Event After the reporting period" that provide additional information about the company's position at the date of the financial position are reflected in the financial statements but the company has no such event to report in the current financial year.

3.01.3.7.10 Going Concern

The company has adequate resources to continue its operations for foreseeable future. For this reason the directors continue to adopt the going concern basis in preparing the accounts. The resources of the company are sufficient to meet the present obligation of its existing businesses and operations.

3.01.3.7.11 Related Party Disclosures

The company carried out a number of transactions with related parties in the normal course of business and on arms' length basis. The information as required by IAS 24: Related Party Disclosures has been disclosed in a separate note-36 to the accounts.

3.01.3.7.12 Financial Risk Management Policies

The company is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The company does not hold or issue derivative financial instruments for speculative or trading purposes.

Interest Rate Risk

The company has no significant risk of fluctuations in interest rates.

Foreign Currency Risk

The company is exposed to foreign currency risk relating to purchases which are denominated in foreign currencies. The company primarily utilizes forward exchange contracts with maturities of less than one year to hedge such financial liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases, denominated in foreign currencies, for the subsequent period.

Credit Risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the company as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, due to the large number of parties comprising the group's customer base, Management does not anticipate material losses from its debt collection.

Liquidity Risk

The company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the company operations and to mitigate the effects of fluctuations in cash flows.

Fair Values

The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The fair value of trade and other short-term receivables are taken to approximate their carrying value. The fair value of financial assets and liabilities approximate their carrying value.

3.01.3.7.13 General

i) Comparative figures have been re-arranged where considered necessary to ensure better comparability with the current period without causing any impact on the profit and value of assets and liabilities as reported in the financial statements.

ii) Figures have been rearranged wherever considered necessary to ensure comparability with the current year.

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019

4.00 FIXED ASSETS

This is made up as under :

Fixed Assets at cost :		
Opening Balance	9,832,890,709	9,820,521,039
Addition during the period	27,035,428	12,369,670
Adjustment during the period	-	-
Closing Balance	**9,859,926,136**	**9,832,890,709**
Accumulated Depreciation :		
Opening Balance	5,726,552,659	5,394,132,712
Charged during the period	301,859,046	332,419,947
Closing Balance	**6,028,411,705**	**5,726,552,659**
Written Down Value	**3,831,514,431**	**4,106,338,050**
Revaluation:		
Opening Value of Revaluated Assets	930,412,763	930,412,763
Addition during the year	-	-
Less: Accumulated Depreciation this period on Revaluated Assets	336,057,057	309,960,555
Written Down Closing Value of Revaluated Assets	**594,355,706**	**620,452,208**
Written Down Value	**4,425,870,138**	**4,726,790,258**

Details shown in Annexure-A

5.00 INVESTMENT

This is made up as under :

Particulars		
Opening balances	137,300,736	139,573,655
Add: Adjustment /Addition during the period	(974,234)	(2,272,919)
Balance	**136,326,502**	**137,300,736**

6.00 INVENTORY

This is made up as under :

Particulars		
Cosmetics	358,663,916	1,229,016,531
Knit Composite Division	4,988,099,011	3,205,272,562
Cotton Division	566,534,236	1,057,705,509
Spinning Division	3,325,399,341	2,884,802,143
Balance	**9,238,696,503**	**8,376,796,745**

6.01 Details of Inventory

This is made up as under :

Particulars		
Raw & Packing Materials (Note-6.01(a)	6,620,799,620	6,447,105,118
Work in Process (Note-6.01(b)	986,301,962	644,557,170
Finished Stock (Note-6.01(c)	1,265,817,863	700,635,144
Spare Parts & Garments	365,777,058	584,499,314
Balance	**9,238,696,503**	**8,376,796,745**

	Particulars	Notes	Amount in Taka	
			30 June 2020	30 June 2019
6.01(a)	**Raw & Packing Materials**			
	This is made up as under :			
	Particulars			
	Raw Materials		6,543,292,138	6,287,922,471
	Packing Materials		77,507,482	159,182,646
	Balance		**6,620,799,620**	**6,447,105,118**
6.01(b)	**Work in Process**		**986,301,962**	**644,557,170**
6.01(c)	**Finished Stock**		**1,265,817,863**	**700,635,144**
7.00	**MATERIAL IN TRANSIT**			
	This is made up as under :			
	Cosmetics		2,563,245	3,089,483
	Knit Composite Division		251,254,632	402,626,726
	Cotton Division		-	42,245,981
	Spinning Division		214,563,250	285,560,090
	Balance		**468,381,127**	**733,522,280**
8.00	**ADVANCES, DEPOSIT AND PREPAYMENT**			
	This is made up as under :			
	Advance Income Tax (Note -8.01)		683,730,418	616,693,032
	Cosmetics (Note-8.02)		339,797,192	351,028,673
	Knit Composite Division		108,600,785	111,147,249
	Cotton Division		-	47,169,757
	Spinning Division		199,928,369	89,628,264
	Balance		**1,332,056,763**	**1,215,666,974**
8.01	**Advance Income Tax**			
	This is made up as under :			
	Opening balances		616,693,032	547,415,572
	Add: Addition during the year		67,037,385	69,277,461
	Balance		**683,730,418**	**616,693,032**
8.02	**Cosmetics**			
	This is made up as under :			
	VAT Current Account (Note-8.03)		103,956	125,796
	SD Current Account (Note-8.04)		43,900	43,898
	VAT Payment under Sub-Judicial		3,212,239	3,212,239
	Advance against Land purchases		250,000,000	250,000,000
	Advance against Expenses		7,568,546	8,865,963
	Advance Salary		605,601	731,233
	Advance Against House Rent		-	108,000
	Marginal Deposit A/C		75,143,692	84,822,286
	Deposit with Rural Electrification Board (REB)		211,306	211,306
	Security deposit to CDBL		300,000	300,000
	Deposit against TNT		10,000	10,000
	Deposit with BOC		24,000	24,000
	Deposit with TGTDCL (Titas Gas)		2,573,952	2,573,952
	Balance		**339,797,192**	**351,028,673**

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019

8.03 VAT Current Account

This is made up as under :

Opening balances	125,796	4,566,539
Paid through challan	44,608,283	130,042,822
Paid on purchase	268,395,506	140,652,464
Paid on Export (DEDO)	8,199,457	12,178,271
Paid on Advertisement	-	52,879
Less : Payable on sales during the year	(321,225,087)	(287,367,179)
Balance	**103,956**	**125,796**

8.04 SD Current Account

This is made up as under :

Opening balances	43,898	1,275,959
Paid through challan	5,109,117	4,235,000
Adjustment during the period	-	3,108
Less : Payable on sales during the year	(5,109,115)	(5,470,170)
Balance	**43,900**	**43,898**

9.00 CURRENT ACCOUNT WITH SISTER CONCERN

This is made up as under :

Cosmetics (Note-9.01)	506,653,802	542,278,364
Balance	**506,653,802**	**542,278,364**

9.01 Cosmetics

Current Accounts with sister concern stands receivable from Keya Yarn Mills Limited. Details of which are as below:

Previous balance	542,278,364	587,910,927
This year's adjustment	(35,624,562)	(45,632,563)
Total Current Accounts with Sister Concern	**506,653,802**	**542,278,364**

10.00 TRADE RECEIVABLE:

This is made up as under :

Cosmetics (Note-10.01)	492,076,338	695,874,865
Knit Composite Division	5,179,742,011	4,986,579,489
Cotton Division	910,683,733	1,290,775,396
Spinning Division	4,368,803,601	3,025,073,146
Balance	**10,951,305,682**	**9,998,302,897**

No amount was due by the directors, managing agent, managers and other officers of the company and any of them severally or jointly with any other person. Considered good. No provisions has made against the debtors.

10.01 Cosmetics

This is made up as under :

Receivable from Export	684,816	656,036
Receivable from Distributor	491,391,522	695,218,829
Balance	**492,076,338**	**695,874,865**

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019

11.00 OTHER RECEIVABLE:

This is made up as under :

Cosmetics	5,198,378	5,198,378
Knit Composite Division	112,563,524	233,789,232
Balance	**117,761,902**	**238,987,610**

12.00 CASH AND CASH EQUIVALENT

A. Cash in Hand:		
Cosmetics (Note-12.1.01)	1,835,632	1,635,415
Knit Composite Division	4,270,980	4,517,540
Cotton Division	1,681,106	1,637,978
Spinning Division	1,535,891	1,780,650
Balance	**9,323,609**	**9,571,583**
B. Cash at Bank:		
Cosmetics (Note-12.1.02)	31,129,412	50,149,169
Knit Composite Division (Note-12.1.03)	2,524,731	4,145,992
Cotton Division(Note-12.1.04)	995	50,002,100
Spinning Division(Note-12.1.05)	1,763,660	2,347,421
Balance	**35,418,798**	**106,644,681**
Total (A+B)	**44,742,407**	**116,216,264**

12.01 Cosmetics

12.1.01 Cash in Hand

The above balance represents the closing cash in hand. As our appointment was post dated we could not verify the above balance on Financial Position date. However we obtained a cash custody certificate for the same from the management.

12.1.02 Cash at Bank

This is made up as under :

Particulars			Amount in Taka	
			30 June 2020	30 June 2019
Al Arafah Islami Bank Ltd.	CD A/c	0541020006177	8,116	8,806
Megna Bank Ltd.	CD A/c	110111100000514	4,820	5,395
Bank Asia Ltd.	CD A/c	00833007207	201,184	9,764,280
DBBL	CD A/c	0116110000003398	11,103,934	26,963,230
One Bank Ltd.	CD A/c	00118376008	12,261	12,261
Premier Bank Ltd.	CD A/c	010411100012791	27,884	32,204
UNION Bank Ltd.	CD A/c	2613	90,538	91,113
SEBL	CD A/c	11100011624	3,289,384	1,105,461
Sonali Bank Limited	CD A/c	7687	3,439,539	8,868,357
SEBL	STD A/c	001013100001599	12,951,752	3,298,062
Balance			**31,129,412**	**50,149,169**

Particulars			Notes	Amount in Taka	
				30 June 2020	30 June 2019
12.1.03 Cash at Bank					
SEBL	CD A/c	1011100014169		181,034	-
SEBL	CD A/c	15200000319		2,343,697	-
Balance				**2,524,731**	**-**
12.1.04 Cash at Bank					
National Bank Limited	CD A/c	1067001667211		995	-
				995	**-**
12.1.05 Cash at Bank				**-**	**-**
Pubali Bank	CD A/c	3555901035816		226,501	-
Southeast Bank	CD A/c	1011100011434		47,121	-
Al-Arafa Bank	CD A/c	21020052816		1,490,038	-
Balance				**1,763,660**	**-**

13.00 SHARE CAPITAL

Authorized Share Capital :		
1500,000,000 Ordinary Shares @ Tk. 10.00 each	**15,000,000,000**	**15,000,000,000**
Issued, Subscribed & Paid up Capital		
100,21,06,659 Ordinary Shares @ Tk. 10.00 each	**10,021,066,590**	**10,021,066,590**

Composition of Share Holders : **(Amount in Taka)**

Particulars	No. of Share	% of Holding	30 June 2020	30 June 2019
Mr Abdul Khaleque Pathan	312,189,510	31.15%	3,121,895,100	3,121,895,100
Mrs Feruza Begum	32,614,930	3.25%	326,149,300	326,149,300
Mrs Khaleda Pervin	21,246,960	2.12%	212,469,600	212,469,600
Ms Tansin Keya	20,394,806	2.04%	203,948,060	203,948,060
Mr Masum Pathan	16,660,119	1.66%	166,601,190	166,601,190
Khaleque & Co Ltd	3,114,296	0.31%	31,142,960	31,142,960
Keya Yarn Mill Ltd	60,588,631	6.05%	605,886,310	605,886,310
Keya Sweater Ltd	306,982	0.03%	3,069,820	3,069,820
General Public	534,990,425	53.39%	5,349,904,250	5,349,904,250
Total	**1,002,106,659**	**100%**	**10,021,066,590**	**10,021,066,590**

14.00 SHARE PREMIUM

This is made up as under :		
Opening balances	4,615,642	4,615,642
Less : Adjusted to stock dividend during the year	**-**	**-**
Balance	**4,615,642**	**4,615,642**

15.00 REVALUATION RESERVE

This is made up as under :		
Cosmetics	468,576	468,576
Balance	**468,576**	**468,576**

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019
16.00 TAX HOLIDAY RESERVE			
This is made up as under :			
Cosmetics		45,744,731	45,744,731
Balance		**45,744,731**	**45,744,731**
17.00 RETAINED EARNINGS			
This is made up as under :			
Opening Balance		(11,699,796,560)	1,268,558,818
Net profit/ (Loss) during the period		236,379,245	(12,968,355,379)
Balance		**(11,463,417,315)**	**(11,699,796,560)**
18.00 LONG TERM LOAN			
This is made up as under :			
Cosmetics (GSP Finance Ltd. (Note-18.01)		430,771,370	439,861,370
Knit Composite Division (Note-18.02)		3,652,420,108	3,338,764,975
Cotton Division (Note-18.03)		2,455,385,444	3,203,767,413
Spinning Division (Note-18.04)		4,762,105,484	3,635,518,551
Balance		**11,300,682,405**	**10,617,912,309**
18.01 Cosmetics Division			
This is made up as under :			
GSP Finance Ltd.		342,961,370	350,961,370
Standard Bank Gulshan Branch		87,810,000	88,900,000
Balance		**430,771,370**	**439,861,370**
18.02 Knit Composite Division			
This is made up as under :			
Southeast Bank Limited		1,674,980,515	1,361,325,382
National Bank Limited		404,898,171	404,898,171
Pubali Bank Limited		1,572,541,422	1,572,541,422
Balance		**3,652,420,108**	**3,338,764,975**
18.03 Cotton Division			
This is made up as under :			
Southeaset Bank Limited, Gulshan Branch		-	666,118,020
National Bank Limited, Gulshan Branch		2,045,259,404	2,147,964,877
Union Capital Limited, Main Office		359,791,243	338,598,358
Pubali Bank Limited, Principal Branch		50,334,797	51,086,158
Balance		**2,455,385,444**	**3,203,767,413**
18.04 Spinning Division			
This is made up as under :			
Standard Bank Gulshan Branch		121,150,000	121,900,000
National Bank Limited, Gulshan Branch		483,473,953	483,473,953
Pubali Bank Limited, Principal Branch		339,585,700	344,654,790
Bank Asia Ltd., MCB Dilkusha Br.		55,000,000	120,000,000
Souteast Bank Limited, Gulshan Branch		3,359,466,831	2,101,426,808
Social Islami Bank Ltd, Uttara Branch		403,429,000	464,063,000
Balance		**4,762,105,484**	**3,635,518,551**

The above long term loans are secured by registered mortgage of the factory land and land development and building and other civil works and plant and machinery. The rate of interest is varied from 13% to 15%.

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019

18.05 Demand on Long Term Liabilities

This is made up as under :

Repayable within one year	809,537,544	809,537,544
Repayable more than one year	10,491,144,861	9,808,374,765
Balance	**11,300,682,405**	**10,617,912,309**

19.00 DEFERED TAX LIABILITY

This is made up as under :

Opening balances	192,375,991	190,180,905
Add/Less: Adjusted during the period	2,169,497	2,195,086
Balance	**194,545,488**	**192,375,991**

19.01 Defered Tax

Deferred tax assets and liabilities have been recognized and measured in accordance with the provision of BAS - 12:"Income Tax". Related deferred tax expenses/income have been recognized in the statement of comprehensive statement.

Carrying amount as on Balance Sheet Date	4,533,361,808	4,726,790,258
Less: Tax based as on Balance Sheet Date	4,446,581,941	4,638,986,828
Taxable Temporary Difference	**86,779,867**	**87,803,430**
Deferred Tax Liability (25 %)	21,694,967	21,950,858
Deferred tax expenses/(income)	**2,169,497**	**2,195,086**

20.00 BANK LOAN & OVERDRAFTS (SHORT TERM LOAN)

This is made up as under :

Cosmetics (Note-20.01)	301,531,450	301,531,450
Knit Composite Division (Note-20.02)	1,845,435,570	1,789,984,129
Cotton Division (Note-20.03)	811,003,488	825,111,253
Spinning Division (Note-20.04)	4,471,183,904	4,524,845,801
Balance	**7,429,154,412**	**7,441,472,633**

20.01 Cosmetics

This is made up as under :

CC Loans CC(P) 556 Sonali Bank Ltd. BBA Branch	99,237,297	99,237,297
CC Hypo CC(H) 548 Sonali Bank Ltd. BBA Branch	28,725,395	28,725,395
CC Hypo CC(H) A/c-000-523-00, Premier Bank Ltd. Banani Branch	53,963,848	53,963,848
LTR- Premier Bank Ltd.	119,604,910	119,604,910
Balance	**301,531,450**	**301,531,450**

20.02 Knit Composite Division

This is made up as under :

Pubali Bank Ltd.-CC (Hypo)	135,489,532	135,489,532
LIM / TR / LTR / TL / DL / PAD	16,111,305	7,211,133
Time Loan SEBL/Force Loan	398,051,169	164,192,864
FBPN/FDBP-SEBL (Sub Contract)	-	8,416,215
FBPN/FDBP-SEBL (EXPORT)	134,290,650	147,018,918
PAD	6,036,479	6,036,479
Off Shore Loan	1,069,461,431	1,160,614,423
Cash Incentive Loan	53,449,500	37,689,120
PSC Pubali Bank Ltd. & Southeast Bank Ltd.	32,545,503	123,315,445
Balance	**1,845,435,570**	**1,789,984,129**

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019
20.03 Cotton Division			
This is made up as under :			
Pubali Bank Limited CC (Hypo)		63,090,617	64,188,106
Pubali Bank Limited Short Term Loan		747,912,871	760,923,147
Balance		**811,003,488**	**825,111,253**
20.04 Spinning Division			
This is made up as under :			
Pubali Bank Ltd. (LTR & PAD)		1,018,326,064	1,036,040,294
South East Bank Ltd.- Gulshan branch		3,389,742,842	3,424,592,596
Pubali Bank Ltd. (Hypo)		63,114,998	64,212,911
Balance		**4,471,183,904**	**4,524,845,801**
21.00 TRADE PAYABLE			
This is made up as under :			
Cosmetics (Note-21.01)		96,725,176	79,214,041
Knit Composite Division		119,546,716	57,565,325
Cotton Division		-	1,921,563
Spinning Division		84,937,929	5,685,631
Balance		**301,209,821**	**144,386,560**
21.01 Cosmetics			
This is made up as under :			
Creditors for Advertisement		27,654,178	21,364,462
Creditors for Materials		63,124,641	46,435,817
Creditors for Transport Expenses		3,436,036	4,212,424
Creditors for Others		2,510,321	7,201,337
Balance		**96,725,176**	**79,214,041**
22.00 OUTSTANDING LIABILITIES			
This is made up as under :			
Cosmetics (Note-22.01)		20,857,290	12,506,358
Knit Composite Division		50,932,548	34,725,811
Cotton Division		36,673,741	14,734,510
Spinning Division		18,027,526	10,568,685
Balance		**126,491,105**	**72,535,364**
22.01 Cosmetics			
This is made up as under :			
Wages & Salary		5,246,536	4,563,256
Directors Remuneration		1,151,439	1,151,439
Audit Fee		400,000	300,000
Gas Bill		14,059,315	5,559,100
Advertisement		-	932,563
Balance		**20,857,290**	**12,506,358**
23.00 PROVISION FOR INCOME TAX			
This is made up as under :			
Opening balances		536,455,478	534,811,321
Add: Addition during the period		81,586,873	90,196,852
Less: Adjusted /payment during the period		(82,283,037)	(88,552,695)
Balance		**535,759,314**	**536,455,478**

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019
24.00 UNCLAIMED DIVIDEND			
This is made up as under :			
Cosmetics (Note-24.01)		4,000,384	4,000,384
Cotton Division		3,936,400	3,936,400
Balance		**7,936,784**	**7,936,784**
25.00 WORKERS PROFIT PARTICIPATION AND WELFARE FUND			
This is made up as under :			
Opening balances		-	47,048,966
Add: Addition during the year		16,849,243	-
Less: Adjusted /payment during the year		-	(47,048,966)
Balance		**16,849,243**	**-**
26.00 TURNOVER			
This is made up as under :			
Sales (Local)		2,462,725,657	2,201,787,673
Sales (Export)		6,877,653,693	8,502,209,439
Gross Turnover		**9,340,379,350**	**10,703,997,112**
Less: VAT (Note-8.03)		(321,225,087)	(287,367,183)
Less: Suplimentary Duty (Note-8.04)		(5,109,115)	(5,470,170)
Balance		**9,014,045,148**	**10,411,159,759**
27.00 COST OF GOODS SOLD			
This is made up as under :			
Raw, Packing and Spare Parts Consumed (Note-27.01)		5,840,672,839	5,707,649,760
Manufacturing Overhead (Note-27.02)		1,977,863,048	2,128,530,576
Add: Opening Work in Progress		644,557,170	697,420,448
Less: Closing Work in Progress		(986,301,962)	644,557,170
Cost of Goods Manufacture		**7,476,791,094**	**7,889,043,614**
Add: Opening Finished Stock & Spare Parts		1,285,134,458	560,221,521
Less: Closing Finished Stock & Spare Parts		(1,631,594,921)	700,635,144
COST OF GOODS SOLD		**7,130,330,631**	**7,748,629,991**
27.01 Raw and Packing Material Consumed			
This is made up as under :			
Opening Stock		6,447,105,118	2,459,000,692
Local Purchase		2,199,909,081	5,615,341,699
Import Purchase		3,825,712,000	4,080,412,486
Goods Available for use		**12,472,726,199**	**12,154,754,877**
Less: Damaged by fire & obsolescence		-	-
Less: Closing Stock		(6,632,053,360)	6,447,105,118
Total		**5,840,672,839**	**5,707,649,760**
27.02 Manufacturing Overhead			
This is made up as under :			
Fuel Oil & Lubricant		9,532,320	31,324,563
Salary and Wages		1,320,093,969	1,351,441,153
Repairs & Maintenance including Spare part & stationary		12,353,897	51,452,635
Utility Charges-Gas		334,841,750	308,502,367
Labour Charges & Overtime		15,313,581	78,965,324
Insurance Premium		22,475,224	22,006,312
Generator Overhauling Charges		4,856,352	5,896,541
Others Factory Expenses		12,429,294	7,956,463
Depreciation (Annex.-A)		245,966,661	270,985,218
Total		**1,977,863,048**	**2,128,530,576**

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019

28.00 ADMINISTRATIVE EXPENSES

This is made up as under :

Salary & Allowances	47,546,676	46,460,666
Director's Remuneration	23,841,048	23,841,648
Conveyance	414,175	214,512
Depreciation (Annex.-A)	81,988,887	90,328,406
Entertainment	1,418,528	512,635
Fees & Forms	5,563,534	4,100,553
Repairs & Maintenance-Office & Vehicle	3,455,654	2,456,352
Medical Expense	267,277	795,634
Misc Expenses	-	542,563
Postage & Courier	45,358	1,609,240
Rates and Taxes	-	127,143
Business Development Expenses	3,713,115	3,256,452
IT expenses	1,274,534	563,145
Freight charges	2,741,225	8,564,698
Donation	725,635	654,562
Stationery	456,325	541,256
Merger Expenses/Audit- legal	400,000	300,000
C&F expenses	-	125,635
Telephone / Fax / Email Expenses	510,204	412,563
Others Expenses	974,234	1,250,650
Total	**175,336,408**	**186,658,313**

29.00 MARKETING, SELLING AND DISTRIBUTION EXPENSES

This is made up as under :

Salary & Allowances	68,456,521	73,191,281
Advertisement	43,844,509	34,436,750
Distribution Expenses	15,543,229	13,635,844
Marketing Meeting Expenses	-	214,563
Carriage Outward	47,084,432	41,058,027
C&F Expenses (Export)	4,149,154	11,033,028
Sample and Gift	120,034	641,520
Repairs & Maintenance of Vehicles	2,907,544	1,146,682
Other Marketing Expenses	3,256,451	4,632,835
Obsolescence of Stock	-	7,117,529,977
Provision for Bad Debts	-	7,054,125,630
Total	**185,361,873**	**14,351,646,137**

30.00 FINANCIAL EXPENSES

This is made up as under :

Bank Charge	62,781,572	42,604,761
Rate Fluctuation-Foreign Exchange	1,291,278	1,773,596
Interest on Bank Loan	1,333,850,864	1,230,836,419
Total	**1,397,923,713**	**1,275,214,776**

31.00 NON OPERATING INCOME

This is made up as under :

Income from DEDO	1,160,342	12,646,590
Dividend Income from CDBL	-	2,855,905
Other Income	11,837,574	11,903,229
Loss On Market Value Of Investment	(974,234)	(2,272,919)
Wastage Sales	199,868,653	249,893,212
Total	**211,892,334**	**275,026,016**

Particulars	Notes	Amount in Taka	
		30 June 2020	30 June 2019

32.00 EARNING PER SHARE (EPS)

This is made up as under :

Earning attributable to the shareholders (Net Profit after Tax)	236,379,245	(12,968,355,379)
Number of ordinary shares outstanding	1,002,106,660	1,002,106,660
Total	**0.24**	**(12.94)**
Earning Per Share (Diluted EPS)	**0.21**	**(11.76)**
Earning attributable to the shareholders (Net Profit after Tax)	236,379,245	(12,968,355,379)
Number of ordinary shares outstanding considering 10% & 2% Stock Dividend	1,124,363,672	1,102,317,326

33.00 NET ASSETS VALUE (NAV) PER SHARE

This is made up as under :

Net Worth of the Company	255,040,624	18,661,379
Number of ordinary shares outstanding	1,002,106,659	1,002,106,660
Balance	**0.25**	**0.02**

34.00 NET OPERATING CASH FLOW PER SHARE

This is made up as under :

Net Operating Cash Flow	(713,916,071)	(978,315,893)
Number of ordinary shares outstanding	1,002,106,660	1,002,106,660
Balance	**(0.71)**	**(0.98)**

35.00 NUMBER OF ORDINARY SHARES

This is made up as under :

Number of ordinary shares outstanding	1,002,106,659	1,002,106,659
Balance	**1,002,106,659**	**1,002,106,659**

36.00 RELATED PARTY TRANSACTION (IAS -24)

This is made up as under :

Investment in Share	5,000,000	5,000,000
Balance	**5,000,000**	**5,000,000**

37.00 Employee Position of Keya

This is made up as under :

Salary Range (Monthly)	Total	Officer & worker	
		Head Office	Factory
For the year ended 30 June 2019	**8,612**	**141**	**8,471**
Below 5,999	4,325	18	4,307
Above 5,999	4,410	126	4,284
For the year ended 30 June 2020	**8,735**	**118**	**8,617**

FAMES & R
Chartered Accountants

Keya Cosmetics Limited

SCHEDULE OF FIXED ASSETS

As at 30 June 2020

Annexure -A

Amount in Taka

Sl No.	Particulars	Cost			Rate	Depreciation			
		Balance as on	Addition	Balance as on		Balance as on	Charge during	Balance as on	Written down
01	Land & Land Development	1,059,437,792	-	1,059,437,792	-	-	-	-	1,059,437,792
02	Building & Other Const.	942,610,210	779,000	943,389,210	5%	710,618,913	11,638,515	722,257,428	221,131,782
03	Plant & Machinery	7,204,473,223	18,532,997	7,223,006,219	10%	4,490,259,954	273,274,627	4,763,534,581	2,459,471,639
04	Laboratory Equipment	1,417,119	-	1,417,119	10%	601,901	81,522	683,423	733,696
05	Other Machinery	12,670,869	-	12,670,869	10%	9,668,570	300,230	9,968,800	2,702,069
06	Electrical Equipment	165,417,218	2,162,087	167,579,305	15%	150,814,824	2,514,672	153,329,496	14,249,809
07	Office Equipment	29,027,395	901,215	29,928,610	15%	20,876,822	1,357,768	22,234,590	7,694,020
08	Gas Line Equipment and	28,030,865	-	28,030,865	20%	26,406,668	324,839	26,731,508	1,299,357
09	Furniture & Fixture	36,848,727	301,294	37,150,021	10%	24,636,357	1,251,366	25,887,723	11,262,298
10	Transport & Vehicle	218,407,657	-	218,407,657	20%	194,695,298	4,742,472	199,437,770	18,969,887
11	Fire Fighting Equipment	98,900	-	98,900	15%	94,297	690	94,988	3,912
12	Other Assets	80,635,831	-	80,635,831	15%	63,481,298	2,573,180	66,054,478	14,581,353
13	Software Development	52,585,239	322,575	52,907,814	15%	33,787,186	2,868,094	36,655,280	16,252,534
14	Computer and Accessories	1,229,664	4,036,260	5,265,924	20%	610,571	931,071	1,541,642	3,724,282
	Total (A)	**9,832,890,709**	**27,035,428**	**9,859,926,136**		**5,726,552,659**	**301,859,046**	**6,028,411,705**	**3,831,514,431**

SCHEDULE OF REVALUED FIXED ASSETS

Sl No.	Particulars	Cost			Rate	Depreciation			
		Balance as on	Addition	Balance as on		Balance as on	Charge during	Balance as on	Written down
01	Land & Land Development	341,970,705	-	341,970,705		-	-	-	341,970,705
02	Building & Other Const.	55,282,579	-	55,282,579	5%	20,249,605	1,751,649	22,001,253	33,281,326
03	Plant & Machinery	533,159,479	-	533,159,479	10%	289,710,950	24,344,853	314,055,803	219,103,676
05	**Total (B)**	**930,412,763**	-	**930,412,763**		**309,960,555**	**26,096,502**	**336,057,057**	**594,355,706**
Balances as on 30.06.2020(A+B)		**10,763,303,472**	**27,035,428**	**10,790,338,899**		**6,036,513,214**	**327,955,548**	**6,364,468,762**	**4,425,870,138**
Balances as on 30.06.2019		**10,750,933,802**	**11,086,259**	**10,762,020,061**		**5,675,199,590**	**240,549,823**	**5,915,749,412**	**4,846,270,648**

Depreciation Expense has been allocated as follows;

Charged in Manufacturing Overhead	245,966,661
Charged in Administration Expense	81,988,887
Total	**327,955,548**

Keya Cosmetics limited

Registered Office : Jarun, Konabari, Gazipur.
Ph: +880-2-9297147, 9297779, Fax: + 880-2-9297779
Website : www.keyacosmetics.com, www.keyagroupbd.com
E-mail: keyasharedpt@keya-bd.com

PROXY FORM

I/We.....

of ..... being Member of Keya Cosmetics Limited and a, holder of ..... shares hereby appoint Mr./Ms.....

as my/our proxy to vote for me/us and on my/our behalf at the 24th Annual General Meeting of the company to be held on Tuesday January 19, 2021 at 12: 00 p.m. and any adjournment thereof.

Signed this ..... day of ..... 2020/2021.

(Signature of the Proxy)

(Member) (Proxy)

BO A/C No. .....

Revenue Stamp

Tk. 20/-

1) This form of proxy, duly completed must be emailed/ deposited at least 48 hours before the meeting at the Company's corporate office. Proxy is invalid if not duly signed and stamped.

2) Signature of the shareholder should agree with the Specimen Signature registered with the Company and depository register.

Keya

সুপার বিউটি সোপ
ভিটামিন ই ও কোকোয়া বাটার এর সমন্বয়ে
শুধুমাত্র তোমারই যত্নে

কারণ তুমি স্পেশাল!



Keya Cosmetics Ltd.

Keya Cosmetics Ltd.

ময়লা কাপড় নিয়ে আর দুশ্চিন্তা নয়!

কারণ আমি ব্যবহার করি এনজাইমের
শক্তি সমৃদ্ধ কেয়া হোয়াইট প্লাস...



নিমিষেই দারুণ সাদা!

