

Annual Report 2015





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Company Information

An initiative of Summit Group and Alliance Holdings Limited, Summit Alliance Port Limited (SAPL) was initially incorporated as a private company under the Companies Act, 1994 on December 06, 2003 and converted to a Public Limited Company on March 06, 2008.

The Company's registered office is located at Katghar, South Patenga, Chittagong – 4204 and Corporate Office at Summit Centre, 18 Karwan Bazaar C/A, Dhaka – 1215. With the permission of Bangladesh Securities and Exchange Commission (BSEC) vide its letter SEC/CI/IPO-101/08/343 dated July 01, 2008 the Company offered its shares to the Public and after completing all the required formalities, the shares of the Company commenced its trading through both the bourses of the Country effective from October 16, 2008. In 2012 SAPL acquired Ocean Containers Limited, the country's pioneer Off-Dock company in the private sector, by amalgamation and the synergy thus achieved has further strengthen our capability both in terms of capacity and quality of service thereby giving us significant competitive edge over others.



Principal activities of the company are to provide Off-Dock services to its valued clients that include as under:

1. Inland Container Depot comprising transportation and storage of empty containers and redelivery of the containers to various locations as per client's advice.
2. Container Freight Station comprising activities related to Export and Import cargo handling. The services that are provided include:
 - Receiving of export cargo, storage of the same in bonded warehouse, documentation to complete formalities related to export, stuffing (loading) of the cargo in the container and transportation of the same after due

customs formalities to the Port Container Yard or Vessel Hook as per Client's advice.

- Receiving import cargo from port yard, documentation, unstuffing (unloading) of the same after due Customs formalities and handing over of cargo to clients.
- Company also provides some customized services to its clients, such as Container condition survey, its repair and maintenance; Fumigation; etc.

Besides, establishment of the company's River Terminal, the first of its kind in the country's private sector, on 15 acres of Company's freehold land on the bank of river Dhaleshwari in Muktarpur under Munshiganj district is complete. We are awaiting issuance of Bond License from NBR and shall commence operation on receipt of the same. The



River Terminal, being similar in certain respects to the Off-Dock establishment, shall have the bonded warehouse facilities with required handling equipment for Container Freight Station to handle export and import cargos as well as for storage of empty containers. In addition the company shall provide container vessels for transportation of cargo to and from Chittagong Port. Once operational the River Terminal shall help the Exporters and Importers to be competitive by transporting cargo by less costly river transportation as well as help ease the pressure on the already overburdened Dhaka-Chittagong highway. In order to facilitate future expansion the company has also procured adjacent land measuring in total 13.70 acre.

At Chittagong the company has three separate bonded depot on approx. 44 acre freehold land in Patenga, located 6.50 km away from the multipurpose container vessel berths of Chittagong

Port, with facilities to provide both ICD and CFS services as detailed below:

- Total covered space of 511,000 sft including 7,020 sft for specialized Garments on Hanger (GOH), with 11 separate Warehouse spread over our three depot for storage of export cargo before stuffing and transportation of the same after completing Customs and other formalities



- Import Warehouse of 19,500sft to handle import cargo
- Jute Warehouse measuring 8,430 sft
- ICD facility for storage of approx. 6,000 empty container (at any point of time) with developed yard area of over 1.50 million sft
- Plug-points for simultaneously handling 100 Refrigerated (Reefer) containers
- Fleet of heavy and light equipments including, amongst others, Laden Reach Stackers, Cranes, High & Low Mast Forklifts of various capacities, Empty Reach Stackers, Side Stackers Cargo Lifts, Trailers, Prime Movers and other handling equipments like hand-trolleys etc.
- Three Standby generators of 550 KVA, 320 KVA and 220 KVA capacities for supplying power to the entire yard and warehouses



The company has received the Global Security Verification (GSV) certification which is the leading international business network for supporting the development and implementation of measures for enhancing global supply chain security. With this GSV certificate the company was determined by an independent 3rd party expert as having the appropriate security measures in place, **as published by the U.S. Bureau of Customs and Border Protection.**

Considering the immense opportunities in the sector, SAPL is in continuous strive to expand its infrastructure and facilities in order to set the standards and always remain ahead of the industry competitors. The company's continuous investments in equipment and infrastructural development, including purchase of land coupled with the most professional management team in the industry has enabled SAPL to provide high standard of service to clients and gain a significant competitive edge. With the goodwill earned for the quality service of international standard over the years which was possible for the dedicated services provided by qualified and experienced management team and work force, SAPL enjoys an esteemed clientele list including, among others, DAMCO, Kuehne+Nagel Limited, APL Bangladesh Limited, DSV Air & Sea Limited, Maersk Bangladesh Limited and several other prestigious Freight Forwarders and Mainline Operators.

SAPL has two subsidiary companies as under:

Cemcor Limited: A private limited company incorporated under the Company's Act 1994. SAPL holds all but 4 shares of the company's 1,758,300 ordinary shares of Tk.10/- each. Cemcor, in turn, owns 100% shares of Wahid Spinning Mills Limited (WSML) which was purchased from its promoters on 19th September 1999. WSML was incorporated as private limited company on 6th September 1999 under the Companies' Act 1994. Neither Cemcor nor its subsidiary (WSML) is operative.

Container Transportation Services Limited: A private limited company on 25th November 2013 under Companies Act 1994 and with main objective to transport containerized export/import to and from Chittagong Port and other Depots. Company has, in its fleet, 23 number Prime Movers with similar number of trailers and commenced operation from July 2014.



Corporate Directories

Mr. Muhammed Aziz Khan
Chairman

Mr. Jowher Rizvi
Managing Director

Mr. Yasser Rizvi
Addl. Managing Director

Mrs. Anjuman Aziz Khan
Director

Mr. Mohammad Latif Khan
Director

Mr. Nasser Rizvi
Dpty. Managing Director

Ms. Ayesha Aziz Khan
Director

Mr. Faisal Karim Khan
Director

Ms. Azeeza Aziz Khan
Director

Mr. Syed Fazlul Haque
Director

Captain Asif Mahmood
Director

Mr. Abdul-Muyeed Chowdhury
Independent Director

Mr. Lutfe Mawla Ayub
Independent Director

Mr. Imtiaz Mahmood
Independent Director





CORPORATE OFFICE

Summit Centre
18 Karwan Bazar C/A, Dhaka- 1215.

**REGISTERED OFFICE
&**

OFF-DOCK LOCATION
Katghar, South Patenga
Chittagong- 4204.

AUDITORS

A. Qasem & Co.
Gulshan Pink City, Suites # 01-03
Level - 7, Plot # 15, Road # 103
Gulshan Avenue, Dhaka - 1212

LEGAL ADVISOR

Mahmood Jabbar Khan
Barristers & Advocates
Summit Centre
18 Karwan Bazar C/A.
Dhaka- 1215.

MAIN BANKERS

Standard Chartered Bank Limited
Jamuna Bank Limited
Uttara Bank Limited
Standard Bank Limited
IFIC Bank Limited

Notice

12th Annual General Meeting

Notice is hereby given that the 12th Annual General Meeting of Summit Alliance Port Limited will be held at Summit Alliance Port Depot (West), Katghar, South Patenga, Chittagong-4204 on Saturday, the 21st May 2016 at 11- 00 a.m to transact the followings:

Ordinary Resolutions

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31st December 2015 together with the Auditors' Report thereon.
2. To Declare final Dividend
3. To elect/re-elect Directors of the Company retiring in terms of relevant Article of the Company's Articles of Association
4. To appoint Auditors of the Company for the next financial year and fix their remuneration



Syed Fazlul Haque, FCA

Director & Company Secretary

Dhaka, the 27th March 2016

Notes:

1. Members entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend in his/her stead. The Proxy Form must be affixed with requisite revenue stamp and deposited at the Company's Registered Office not less than 48 hours before the time appointed for holding the meeting.
2. The record date was fixed on 21st March 2016 for closing of share transfer book. Members whose names will appear in the Members'/Depository Register on the Record date will be eligible to attend and vote in the AGM and to receive dividend as approved in the AGM.
3. Admission to the meeting will be strictly on production of the attendance slip sent with the notice as well as verification of signatures of member(s) and/ or proxy holder(s).

Members may please note that no food or gift or benefit in cash or kind, other than in the form of dividend, be given/offered at the 12th AGM of the company as per the notification of Bangladesh Securities and Exchange Commission No. SEC/SRMI/2000-953/1950 dated 24th October 2000.



Chairman's Speech



Dear Co-owners of Summit Alliance Port Limited,

It is my privilege and honour to welcome you, the owners of Summit Alliance Port Limited (SAPL) to the 12th Annual General Meeting. SAPL is the pioneering private sector Inland Container Depot and Off-Dock facility in Bangladesh and till today remains the largest player in the industry, handling over 225,000 TEUs in 2015.

Your company recorded a 15.50% growth in revenue and operating profit over the last year. For Export cargo handling SAPL significantly outperformed the industry, enjoying a year-on-year growth of nearly 9% whereas the industry growth was 9.98%. There was also a tremendous growth of 28% for Import cargo handling, another area where SAPL outperformed the industry. The encouraging volume increase was further supplemented by a 4.38% growth for Empty container handling. This volume growth achievement has been a validation of SAPL's policy of providing the highest levels of professional, dedicated quality service without compromising on rates. Your company is hopeful that this positive momentum will continue with the expected annual increase of export volume as well as prospect of release of further import items by the National Board of Revenue to be handled at the Off-Docks.

Aside from the projected revenue increase from the volume growth there has been a concerted effort to increase the rates for the various cargo handling related services being provided by the Off-Docks. With the guidance of Chittagong Port Authority an "Off-Dock & Port Stakeholders Committee" was formed which recommended rate increases ranging from 13.50 - 25% for the different services. As the market leader it is hoped that SAPL will greatly benefit once the enhanced rates are implemented over the course of the year. This rate increase initiative along with the imminent reduction to diesel price, which is a major part of our operating expenses, is expected to substantially increase the company's gross margin over the coming days.

Your company achieved a significant milestone in 2015 by being the only one in the Off-Dock / Inland Container Depot sector to successfully receive USD denominated financing with the 1st disbursement of USD 17.50m (out of the total sanctioned loan of USD 30.51m) taking place. This low-cost financing will benefit the company both in terms of immediate interest costs savings as well as providing opportunities for availing of further such loans as the company continues to expand.

In our efforts to retain the leadership position SAPL introduced two new services in 2015:

- For the first time in the industry a Warehouse Management System (WMS) solution was introduced with the support of SAPL's key client Kuehne+Nagel Bangladesh. With the introduction of WMS the clients will enjoy real-time information with regard to cargo stock and location.

- Through a Bareboat Charter Agreement with Chittagong Port Authority (CPA), SAPL has taken over the full operations and management of CPA's three container vessels. The vessels, presently plying on the CPA - Pangaon ICT route, are providing SAPL with valuable experience of vessel management and helping establish the use of the river ways for container transportation in anticipation of SAPL's own River Terminal commencing operations.

The company's River Terminal project, which is awaiting necessary Regulatory permissions, is on the verge of starting operations and this will add a new dimension to your company in terms of offering unique services to our clients. Aside from the standard export and import container movement via Chittagong Port we are aiming, in the near future, to provide direct links with the numerous ports located along the Eastern coast of India such as Kolkata, Haldia and Paradip. Moreover, with the multi-purpose equipments available at the River Terminal facility, the company is aiming to diversify its activities by handling both containerized and non-containerized cargo such as steel coils and plates in bulk.

Given the tremendous potential of the River Terminal project your company has already identified and acquired the land required for the next phase of expansion with 13.70 acre of prime riverfront land at Muktarpur, Munshiganj being purchased in 2015. Aside from this significant purchase we are continuously looking for opportunities to acquire more land to develop and cater to the increasing demands of our existing Off-Dock clients at Chittagong.

SAPL remains committed to its strategy of providing high quality service and foster a culture and reputation for the highest levels of governance, transparency and integrity. With this in view our Clients have staunchly supported us, acknowledging our quality even when other competitors offered lower rates. They have always valued the services provided by your company with its optimum combination of best quality service and economic rates.

I am grateful and thanks to all our colleagues at SAPL, as well as our Board of Directors for all their contributions in 2015. Most importantly I would like to thank you, our Shareholders / Owners for your continued input and support.

Warm regards and I look forward to seeing you again.



Muhammed Aziz Khan
Chairman

Introducing the Directors



Mr. Muhammed Aziz Khan

Chairman

Muhammed Aziz Khan is the founder of Summit Corporation Limited (formerly known as Summit Industrial and Mercantile Company (Pvt.) Ltd. (SIMCL)). Summit Group is recognized as the largest infrastructure group in Bangladesh employing over 5000 people with investments in the energy sector, ports, shipping, hospitality and information technology.

Under the leadership of Muhammed Aziz Khan, Summit set up the first Independent Power Plant of the country in 1998, Khulna Power Company

Limited. Currently, Summit generates more than 1200 megawatts of electricity and is by far the largest independent power producer in the country. Additional 650 MW of electricity generation facility is under construction. Summit also set up the country's first private Off-Dock facility, Ocean Containers Limited, now known as Summit Alliance Port Limited which is currently handling about 30% of the country's export and about 10% of the country's import volume. Yet another company, Summit Communications Ltd., set up by Mr. Khan is the first company to lay a nationwide telecommunication transmission network laying fibre optic cable to 70% of Bangladesh, and connecting Bangladesh to India and Myanmar through terrestrial fibre optics. IPCO Ltd., a hospitality and real estate company, is building one five star, one three star hotels, convention hall and 1000 high class shops beside the International Airport of Dhaka.

Summit Power Limited, Summit Alliance Port Limited and Khulna Power Company Ltd. are subsidiaries of Summit Group and are currently listed in the Dhaka and Chittagong Stock Exchanges with a combined market capitalization of about Tk. 100 billion.

Mr. Muhammed Aziz Khan was born in 1955. He has an MBA from the Institute of Business Administration (IBA), University of Dhaka. Mr. Khan is also the Chairman of Siraj Khaleda Trust, a member of the Prothom Alo Trust and was also the founder President of Bangladesh Scouts Foundation and Bangladesh Energy Companies Association.

Mr. Muhammed Aziz Khan is married to Anjuman Aziz Khan and has three daughters, Ayesha, Adeeba and Azeeza.



Mr. Jowher Rizvi
Managing Director

Mr. Jowher Rizvi completed his MBA degree in International Finance and Accounting from Indiana University, USA. He also earned MA in Economics with Honors from Dhaka University.

Mr. Rizvi started his professional career with Bank of Credit and Commerce International (BCCI) in 1977 and at the same time was engaged with Institute of Business Administration (IBA) as a part time (Honorary) Lecturer. From 1991 to 1997, he served Union Bank Zambia Ltd., Zambia as its

founder Managing Director. Within a short span of 6 years Mr. Rizvi took the new bank to the 2nd leading position (amongst local private banks) in the competitive Zambian banking sector and had his achievements recognized with the prestigious Banker of the Year award.

Returning to Bangladesh he established Alliance Holdings Limited and started his journey as an entrepreneur. In 1997, in partnership with Summit Group, he entered the Off-Dock business where Mr. Rizvi has since served as the Managing Director of Ocean Containers Limited. Subsequently in 2003, the two sponsors jointly made another valuable addition to the expanding Off-Dock industry of the Country by establishing Summit Alliance Port Limited, which is the only company of its kind now listed with the two major bourses of the country.

Mr. Rizvi, through Alliance Holdings Limited, also has substantial investment in Beverage Manufacturing, Textile, Prefabricated Steel Building Manufacturing, Real Estate Development, Financial Institutions, Lubricant Blending, Telecommunications, Pharmaceutical etc. In spite of his busy schedule, he still finds time to pursue his favorite passion and teaches on part time (honorary) basis at North South University (NSU), Chittagong Port Authority (CPA) Training Institute and National Defense College (NDC).



Mrs. Anjuman Aziz Khan
Director

Mrs. Anjuman Aziz Khan has been on the board of directors for SAPL since the formation of both companies. She has taken a keen interest in ensuring that her responsibilities as a member of the board are fulfilled and decisions are established such that shareholders receive the best returns on their assets.

Aside from fulfilling her role on the board and in business Mrs. Khan is a strong believer of CSR, which she believes is of importance in the development of society. In this view she has taken part in many CSR projects, such as being an active member of the board of SirajKhaleda Trust- a social wing of Summit Group, which has set up a 200 bed hospital for medical services on a charitable basis in Dhaka Cantonment. She is also a contributing member of Assistance of Blind Children (ABC), women's entrepreneurship development as well as supporting Anandapath, a school in Tangail.

With her 22 years of business experience behind her and her ability to evaluate the activities of the company for the betterment of profitability/ efficiency makes her a valuable and trusted member of the board.



Mr. Yasser Rizvi
Addl. Managing Director

Mr. Yasser Rizvi completed his BSc (Hons) in Economics from University College London(UCL), one of the top ranked universities in the UK. He started his professional career in 2002 with Standard Chartered Bank's prestigious International Management Trainee program in Bangladesh where, after the 2 year program, he was fast-tracked as a Manager for the Bank's Consumer Operations department. In 2005 he joined Global Beverage Co. Ltd. as Deputy Managing Director, looking after overall production and distribution activities of the company, helping the company reverse the trend of several loss making years. In a short time span the company was able to undertake a 400% capacity expansion in order to cater to the increased product demand. Mr. Rizvi joined Ocean Containers Ltd. and Summit Alliance Port Ltd. as Deputy Managing Director in 2007 where he directly oversaw expansion work related to land acquisition & development of over 45 acres and warehouse construction of 200,000 sft in order for the company to retain their market leadership position. In addition to his responsibilities at Chittagong Mr. Rizvi is also the Director in-Charge of the upcoming River Container Terminal Project (at Munshiganj) which will commence operations in Q1 2016, the 1st private sector facility of its kind in the country.

Mr. Rizvi has introduced new several new concept which include, amongst others, mechanization of export cargo handling inside the warehouse, innovative designs for import cargo handling warehouse and technology-based security measures for container movement, all of which have since been widely adopted across the country's Off-Dock industry.

As SAPL's nominated Director on the board of the Off-Dock trade body 'Bangladesh Inland Container Depot Association (BICDA)' Mr. Rizvi has actively worked towards formulating growth strategy and sustainability for the industry.



Mr. Nasser Rizvi
Deputy Managing Director

Mr. Nasser Rizvi completed his BSc. in Management from Bentley University, Boston, USA. He started his professional career in 2007 taking the responsibility of Director at Global Beverage Co. Ltd. which included monitoring and supervision of all marketing activities of Virgin Drinks Products as well as overall operational activities of the company and introduced new products such as Appy Fizz, Shark Energy Drink and Parle Agro's fruit based beverage products.

Mr. Nasser Rizvi serves Summit Alliance Port Limited as Deputy Managing Director. His primary responsibility includes overseeing the IT infrastructure and Client relations. He is presently implementing a new software for the company to provide online real time data to clients.

He is also the Managing Director of Oriental Oil Co. Ltd, a company that manufactures and distributes various grades of engine lubricants under the brand Hindustan Petroleum (HP).

Since 2010 Mr. Rizvi is also serving Alliance Holdings Limited as it's Deputy Managing Director, playing an active role in the company's entry into new sectors such as lubricants.

He is also a certified Lead Auditor for ISO 9001:2000.



Mr. Latif Khan
Director

Mr. Md. Latif Khan was born 1958 in Dhaka. He pursued BA in Public Administration at Dhaka University, and subsequently left for higher studies to the U.S in 1981. There, he worked for over 15 years in the financial sector. He was a stockbroker and a financial analyst at Prudential Insurance of America where he received numerous sales achievement awards. He also worked as a Financial Officer at Wells Fargo Bank in California. He returned to Bangladesh in 1997 and thereof joined Summit Group as the Managing Director of Summit Shipping Limited. He has been elected Vice Chairman of Summit Power Limited since 2009. Mr. Khan has established himself as a sound and dynamic businessman of the country.



Ms. Ayesha Aziz Khan
Director

Ms. Ayesha Aziz Khan completed her graduation in Economics and Business from the University College London, London, United Kingdom and Masters in Business Administration (MBA) from Columbia University, New York, USA. Ms. Khan holds the position of Director in several companies of Summit Group. Ms. Khan has extensive experience in the power sector of the country specifically in financial management and structuring for power generation companies, infrastructure finance and structured finance. In her career, she has spearheaded the financial close for multiple power projects, which includes - Summit Uttaranchal Power Company Limited (SUPCL) Summit Purbanchal Power Company Limited (SPPCL), Summit Narayananj Power Limited (SNPL), Summit Power Limited (SPL) and Summit Meghnaghat Power Company Limited (SMPCL).

Her career as Director, Finance has been enriched due to her expertise in building relationships and taking ownership of shaping deals and contract negotiations. Her responsibilities include reporting to the Board in the preparation of budgets and financial reports and reports for Government regulatory agencies. She works towards the company objectives by providing advice and guidance on financial strategy and overseeing all accounting procedures and systems used by the Company. She meets with the Board of Directors regularly to keep them informed, reviewing reports and analyzing projections of sales and income against actual figures and suggesting methods of improving the planning processes.

She is a valuable member of SAARC Chamber of Commerce and Industry, Federation of Bangladesh Chamber of Commerce & Industry (FBCCI), Prime Minister's business delegation to India & the United States of America.



Mr. Faisal Karim Khan
Director

Mr. Faisal Karim Khan, born on 29th July 1985 began his career with Summit Group with a training stint at Summit Power Limited and Summit Alliance Port Limited. Since 2008, Mr. Khan has engaged himself with Summit Alliance Port Limited and Ocean Containers Limited as a member of the Board of Directors and as Deputy Managing Director. Thereafter, Mr. Khan increased his responsibility by taking up the Directorship of Summit Corporation Limited, Cosmopolitan Traders Limited, Summit Power Limited and Summit Communications Limited. Mr. Khan also represented Summit Group in the Board of Directors in National Housing Finance & Investment Limited.

Mr. Khan is currently responsible for the Group's interest in large infrastructure development business, specifically in the power sector. Mr Khan also served the Dhaka Chamber of Commerce and Industry (DCCI) as Convener for National Energy Strategy for Private Sector Development and the Bangladesh-China Chamber of Commerce as Director.

Mr. Khan completed his high school from United World College of the Atlantic, UK, in 2004, and thereafter completed Mechanical Engineering with Business Finance degree from University College London (UCL) and London School of Economics (LSE) in 2007. Mr. Khan is currently enrolled in the MBA course at London Business School.



Ms. Azeeza Aziz Khan
Director

Upon completion of Bachelors in Economics and Business from University College London in the UK, Ms Khan joined Summit group and engaged herself in training with the company's various ventures focusing on the financial aspects allowing her to implement skills gathered from her educational background. She has also involved herself deeply in the group's CSR initiatives which she believes should be an integral part of developing business ethics. Alongside she is also pursuing her Association of Chartered Certified Accountant (ACCA) course in order to further prepare herself for the challenges ahead.

Miss Khan has researched and evaluated derivatives, equities and bonds with the institution from Merrill Lynch, Bank of America Global investing program 2011. She has completed a Training programme with IDCOL in project finance and General Electric Leadership, innovation and strategy programme from Kuala Lumpur.



Mr. Syed Fazlul Haque, FCA
Director & Company Secretary

A Chartered Accountant by profession, Syed Fazlul Haque, started his career as partner of A Qasem & Co, Chartered Accountants in mid 1971. In April 1975 he moved to executive career by joining Biman Bangladesh Airlines, as its Controller of Accounts and since then his long varied career included increasingly higher positions in different local and multinational organizations. Mr. Haque served in Padma Oil Co Ltd for 12 years and left the Company as its CEO in January 1993 to join Glaxo Bangladesh (subsequently renamed as GlaxoSmithKline Bangladesh) as Finance Director. In Glaxo he was promoted as Managing Director of the Company in August 1997 and continued in the position until his retirement on 31st December 2002. On 1st January 2005 Mr. Haque joined Summit Alliance Port Limited.

During the tenure of his long career, Syed Fazlul Haque served as Committee member of Metropolitan Chamber of Commerce & Industries, Foreign Chamber of Commerce & Industries and Bangladesh Employers Federation. At present, besides his assignment as a Director of Summit Alliance Port Ltd. and Ocean Containers Ltd., Mr. Haque is also a Board member of Summit Power Ltd., Summit Purbanchal Power Ltd. and other Companies of Summit Group as well as Director and Audit Committee Chairman of Khulna Power Company Ltd.



Captain Asif Mahmood
 Director (Project & Procurement)

Captain Asif Mahmood joined Ocean Containers Limited in 1999 and at present is holding the position of Director, Projects & Procurement of both Ocean Containers Limited and Summit Alliance Port Limited.

Son of a retired Army officer (Major), Captain Mahmood was born on 13th August 1959. After completion of his College education in 1978 from Adamjee School & College, Dhaka Cantonment, Captain Asif Mahmood entered a career in sailing with renowned companies such as Gulfeast Ship Management Ltd, UASC, NYK, HRC. He has experience in container vessels, Break Bulk Ship and Car Carriers.

Captain Asif Mahmood obtained his professional certificates on class 3 in 1985 from Liverpool (UK), class 2 in 1989 from Cardiff (UK) & Class 1 Master's in 1995 from South Shields (UK).



Mr. Abdul-Muyeed Chowdhury
 Independent Director

Mr. Abdul-Muyeed Chowdhury is an Independent Director of Summit Alliance Port Limited since May 03, 2012. A career civil servant for 33 years, Mr. Chowdhury served as Secretary to the Government of Bangladesh in various ministries from 1994-2000. He served as an Adviser to Caretaker Government in 2001. Mr. Chowdhury has wide knowledge and experience of serving in the in the Board of different public-private organizations which, among others, include his assignment as the first Chairman of SME Foundation Bangladesh, Managing Director of Biman Bangladesh Airlines and Chairman of Bangladesh Telecentre Network (BTN). He is the current Chairman of BRAC Net, Japan-US-Bangladesh joint venture ISP Company and Board member of quite a few listed Companies.

Mr. Abdul-Muyeed Chowdhury is an M.A in History from Dhaka University and studied Public Administration at the University of Tennessee, Knoxville USA in 1981 as a Fulbright Scholar.



Mr. Lutfe M. Ayub
Independent Director

Mr. Lutfe M. Ayub has been inducted as an Independent Director of Summit Alliance Port Limited in the Board meeting held on April 08, 2013. He is currently holding the position of Chairman of Rabab Group Dhaka. Mr. Ayub is a seasoned and recognized business leader with a track record of 26 years of proven successful contributions towards the growth of Garment and Textile sectors at Bangladesh. Mr. Ayub is also nominated Director to Bangladesh Commerce Bank Ltd and Sunflower Life Insurance Company Limited

Mr. Ayub enthusiastically takes part in social and community activities. He is the member of Chittagong Club, Chittagong Boat Club, Bhatiary Golf Club. Besides he is also a founder Director of Chittagong Metropolitan Chamber of Commerce and Industries and a Trustee to Chittagong Independent University and Independent University of Bangladesh Dhaka. Mr. Ayub was recognized as a Commercially Important Person (CIP) multiple times because of his contribution to the promotion of Exports from Bangladesh.



Mr. Imtiaz Mahmood
Independent Director

Mr. Imtiaz Mahmood has been practicing law as Partner of Mahmood, Jabbar Khan, Barristers & Advocates, since May 2000.

Upon completion of Bachelors in LLB (Hons) from University of London, UK in 1993 Mr. Mahmood enrolled with Bangladesh Bar council as an advocate in 1995 and admitted to the Supreme Court of Bangladesh in 1998. From January 1994 to August 1996 Mr. Mahmood was associated with House of Law, Barristers, Solicitors, Advocates and Tax Consultants and thereafter in September 1996 he joined as an associate in Dr. Kamal Hossain & Associates, Barristers, Advocates and Legal Consultants where he continued up to April 2000. In May 2000, Advocate Mahmood started his own Law firm, 'Mahmood Jabbar Khan, Barristers & Associates, with two other partners. He comes with a track record of around 20 years of professional experience with impeccable integrity. His areas of expertise include, corporate and securities law, petroleum, mineral resources, power, communications, admiralty and shipping, mergers and acquisitions, as well as customs, VAT and income tax matters. Advocate Mahmood also acts as professional counselor on Direct Foreign Investment, Joint Ventures, and Project Financing as well as in commercial arbitration including arbitration under the International Chamber of Commerce. He was inducted as an Independent Director in the Board of Summit Alliance Port Limited effective from 14th September 2014.

Mr. Imtiaz Mahmood is happily married to Barrister Sk. Jenefa K. Jabbar and they are blessed with two daughters.

Success Milestones



2003 ▶

Incorporation of the Company



2008 ▶

Conversion from Private to Public Limited Company

Approval of Prospectus from Bangladesh Securities & Exchange Commission for raising of 10 Million Ordinary Shares through Initial Public Offer (IPO)

First trading in Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited



2009 ▶

Acquired approximately 100% shares of Ocean Containers Limited, the country's pioneer Off-Dock company in the private sector.

Acquired approximately 100% shares of Cemcor Limited



2010 ▶

Approval for denomination of Share value to Tk. 10 from Bangladesh Securities & Exchange Commission



2011 ▶

Awarded Global Security Verification (GSV) Certificate. Published by the U.S. Bureau of Customs and Boarder Protection



2012 ▶

Acquired Ocean Containers Limited through merger with the sanction of the Honorable High Court Division of the Supreme Court of Bangladesh

Crossed 200,000 TEUs in total container handling



2013 ▶

Agreement signed with Green Delta Capital Limited for rendering services as Arranger for Foreign Currency Denominated Syndicated Term Loan Facility for the company's River Terminal project



2014 ▶

Term Sheet signed with Nederlandse Financierings-Maatschappij Voor Ontwikkelingslanden N.V. (FMO) and Infrastructure Development Company Limited (IDCOL) for Foreign Loan of USD 20.51 Million and USD 10.00 Million respectively

BOI clearance received for Foreign Loan of USD 30.51 Million on 29.04.2014



2015 ▶

1st tranche of Foreign Loan of USD 17.50 million (equivalent to BDT 1,373,750,000/-) disbursed on 29.12.2015

Crossed 100,000 TEUs in Export volume handling

Statement of Corporate Governance



The philosophy of corporate governance of the Company is aimed at assisting the top management in efficient conduct of its affairs as well as in meeting obligations to all the stakeholders and is guided by strong emphasis on transparency, accountability and integrity. It provides the Company with strategic guidance as to how the objectives are set and achieved, how risk is monitored and assessed and how the performance is maximized.

The corporate governance framework thus aims at promoting transparency and efficiency in conducting the business, consistently complied with the rule of law, and clearly articulate the division of responsibilities among different supervisory, regulatory and implementation authorities.

Keeping in view the size, complexity and operations, the governance framework of the Company is based on the following principles:

- That the Board is appropriate in size and members are committed to their respective duties and responsibilities.
- That timely flow of information to the Board and its Committees are ensured to enable them discharge their functions effectively.
- That a sound system of risk management and internal control is in place.
- That timely and balanced disclosure of all material information concerning the Company is made to all Stakeholders.
- That all transactions of the Company are transparent and accountability for the same is well established.
- That all regulatory and statutory rules and regulations are complied with.



The Responsibilities of the Board

To ensure effective maintenance of corporate governance, the Board of Summit Alliance Port Limited (SAPL) formulates strategic objectives and policies for the company, provides leadership and supervises management actions in implementing those objectives of the company. In SAPL, Board of Directors is in full control of the company's affairs and is also accountable to the shareholders. The Board firmly believes that the success of the company depends largely on the prevalence of a credible corporate governance practice.

In discharging its responsibilities, the Board fulfills certain key functions that include:

- Review and guide corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance.
- Ensure the integrity of the company's accounting & financial reporting systems, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
- Review company's financial statements and oversee its compliance with applicable audit, accounting and reporting requirement.
- Monitor implementation and effectiveness of the approved strategic and operating plans.
- Establish company's value.
- Oversee the corporate governance of the company.

The Company's policy is to maintain optimum combination of Directors. The short introduction of the Directors has been described in this Annual Report. The Board ensures that the activities of the Company are always conducted with adherence to high ethical standard and in the best interest of the shareholders.



- (c) Senior Management in the Board meeting: At the invitation of the Board, members of senior management attend Board meetings or portions thereof for the purpose of participating in discussions.

Board meetings and procedures

The number of meetings held during the financial year ended 31 December 2014 was 06 (Six). The procedures of the board meeting are mentioned below:

- (a) Selection of Agenda: The Chairman of the Board, in consultation with Managing Director sets the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Any member of the Board may request that an item be included on the agenda.
- (b) Board Materials: Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings to allow the Directors to prepare for discussion of the items at the meeting.

Internal Control Framework

The Management recognizes its responsibilities to present a balanced and understandable assessment of the company's position and prospect. The management has accountability for reviewing and approving the effectiveness of internal controls operated by the company, including financial, operational and compliance controls and risk management.

The company has adequate system of internal control in place. The system of internal control ensures optimal utilization and protection of resources, reporting of financial transactions and compliance with applicable laws and regulations. The system also ensures that assets are safeguarded against loss from unauthorized use or disposition.

Directors' Report to the Shareholders

Dear Shareholders,

Assalam Alaikum and a very good morning.

The Board of Directors of Summit Alliance Port Limited (SAPL) welcomes you all to the 12th Annual General Meeting of the company. We are pleased to submit before you the operational activities and audited financial statements of the company for the year that ended on December 31, 2015.

The Directors' Report is prepared in compliance with section 184 of the Companies Act 1994, Bangladesh Securities and Exchange Commission's notification no- SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August 2012 and other applicable laws and regulations.



Business Activities

Established in December 2003 the Company is located in Patenga Industrial Area on the International Airport Road, Chittagong. SAPL is listed with Dhaka and Chittagong Stock Exchange effective from 16th October 2008. The company (SAPL) has three container depot (including one depot of erstwhile OCL) and all the depots have the certification from Global Security Verification (GSV) which is the leading international network for supporting the development and implementation of measures for enhancing global supply chain security. This GSV certificate has established the fact that the company has the appropriate security measures, as published by the US Bureau of Customs and Border Protection, in place and that these measures are implemented and maintained throughout the facilities. Company's valued clientele includes Maersk Line, APL, Damco, APL Logistics, Kuehne + Nagel, Expo Freight, Mediterranean Shipping Corporation, Hapag Lloyd,

NYK, OOCL, CMA-CGM, Mitsui OSK Lines, PIL, Shipping Corporation of India, China Shipping Lines, Yang Ming Lines, UPS, DSV etc. as well as several other prestigious Main Line Operators and Freight Forwarders who are active in the country.

Principal activities of the company are to provide Off-Dock services to its valued clients and includes as under:

1. Inland Container Depot comprising transportation and storage of empty containers at the Yard and redelivery of the containers to various locations as per client's advice. Company also provides some customized services to its clients, such as Container condition survey, its repair and maintenance; Fumigation; etc
2. Container Freight Station: Comprising activities related to Export cargo handling as well as Import cargo handling and the services include:
 - i. Receiving of export cargo, storage of the



same in bonded warehouse, documentation to complete formalities related to export, stuffing (loading) of the cargo in the container and transportation of the same after due Customs formalities to the Chittagong Port's Container Yard or Vessel Hook point as per Client's advice.

- ii. Receiving import container from Chittagong Port's yard and transporting the same to SAPL's yard, documentation, un-stuffing of the import cargo after due customs formalities and handing over of cargo to clients.

Aside from above mentioned the Off-Dock services the Company has established a River Terminal, the first of its kind in the private sector, on 15 acres of Company's freehold land on the bank of Dhaleshwari River in Muktarpur under Munshiganj district is fully complete barring receipt of Bond License from Pangaon Customs House (under the authority of National Board of Revenue). The River Terminal, being similar in certain respects to the Chittagong Off-Dock establishment, shall have the

bonded warehouse facilities with required handling equipment for Container Freight Station to handle export and import cargos as well as for storage of empty containers. In addition the company shall provide specialized vessels for transportation of containers to and from Chittagong Port. Once operational the River Terminal shall help the Exporters and Importers to be competitive by transporting cargo by less costly river transportation as well as help ease the pressure on the already overburdened Dhaka - Chittagong highway. The project cost has been financed by low cost foreign currency loan from FMO of Netherland and IDCOL of Bangladesh. We have received 1st tranche of the loan amounting to USD 17.50m to cover cost of construction of the facilities, procurement of handling equipment and one Vessel. The 2nd tranche of loan amounting to US\$13.01m is against cost of four vessels.

In order to facilitate future expansion the company has also procured adjacent land measuring in total 13.70 acre.





SAPL has two subsidiary companies as under:

- Cemcor Limited (Cemcor): SAPL holds all but 4 shares of the company's 1,758,300 ordinary shares of Tk.10/- each. Cemcor is a private limited company. Cemcor in turn owns 100% shares of Wahid Spinning Mills Limited (WSML) which was purchased from its promoters on 19th September 1999. WSML was incorporated as private limited company on 6th September 1999 under the Companies' Act 1994. Neither Cemcor nor its subsidiary (WSML) is operative.
- Container Transportation Services Limited (CTSL) was formed as a private limited company on 25th November 2013 under Companies Act 1994 with the main objective to transport containerized export/import cargo to/from Chittagong Port and other Depots. For this purpose the Company has initially procured 20 Prime Movers with equal number of trailers and commenced operation from July 2014. SAPL owns 99% shares of CTSL

Financial Performance and Results

Segment wise performance compared with last year is detailed below:

Particulars	Taka in Thousand	
	2015 Consolidated Position	2014 Restated Consolidated Position
	Total	Total
Revenue	1,019,787	881,718
Cost of Services (Operating Expenses)	(658,195)	(562,884)
Gross Profit	361,592	318,834
Administrative & Sales Promotion Expenses	(120,582)	(110,040)
Operating Profit	241,010	208,794
Other Income	2,852	1,656
Loss on sale of Investments	(12,848)	-
Less: Finance Cost	(21,425)	(14,558)
Less: Contribution to Beneficiaries' Profit Participation	(10,403)	(9,848)
Profit Before Tax	199,186	186,044
Provision for Income Tax	(36,402)	(51,509)
Deferred Tax on temporary difference between accounting and tax depreciation	(13,204)	(16,287)
Net Profit after Tax	149,580	118,248

Taking into consideration balance of profit available for distribution, Directors of the Company would like to report the company's financial results for the year ended 31st December 2015 with the recommendations for appropriation as follows:

Appropriation of Profit		Taka in Thousand
		2015
Retained Earnings at 31st December 2015 (Note-15 to Financial Statements 2015)		245,675
Appropriation recommended by the Board in its meeting held on 22nd February 2016 Dividend for the year 2015:		
• Cash Dividend: NIL (2014:10%)		-
• Stock Dividend: 10% (2014:5%)		171,762
Retained Earnings at 31st December 2015: Net after Appropriations recommended		73,913

Dividend

Board of Directors of the Company recommended 10% Stock Dividend, i.e. one share for 10 shares held on the Record Date (21st March 2016) for 2015 in its meeting held on 22nd February 2016 subject to approval of the shareholders in the ensuing 12th Annual General Meeting.

Management Discussions and Analysis

√ Industry outlook and possible future development

The Off-Dock Industry, being directly tied to the Country's trade performance, continued to experience strong growth of 9.98% in 2015. While Export cargo volume, with the majority being related to the Ready Made Garments (RMG) industry, experienced lower growth than usual of only 3.28% this was offset by the strong Import cargo volumes which enjoyed a growth of 26.88% in same period. This strong growth in import cargo was assisted by the release of additional 8 import items from Chittagong Port which brought the total number of import items being handled by the Off-Docks to 37.

While the Chittagong based Off-Docks, with their extensive infrastructure facilities, proven capacity and experienced management will continue to be a vital part of the country's Trade Supply Chain we envisage that the riverine container handling facilities being constructed near Dhaka shall also gain prominence in the coming years. The Govt. owned Pangaon Inland Container Terminal has recently commenced operations and SAPL's River Terminal at Muktarpur, Munshiganj is also scheduled to start trial operations shortly. Considering that a large portion of the Export & Import trade is based in the Dhaka and Greater Dhaka area the mentioned facilities will offer a geographic advantage to the end clients.

Given the occasional circumstances that can make cargo transport by road (especially the vital Dhaka - Chittagong Highway) unsafe it is hoped that the upcoming River Terminals, with cargo transported through the river network, will provide a much needed risk mitigation for the Exporters & Importers who are presently solely dependent on road use.

√ Business Performance: Detail under 'Business Activities'

• Risks and Concerns

Off-Dock operation is highly dependent on the efficiency of handling exports and imports by Chittagong Port that generate from International trade of the Country. Therefore any disruption in Chittagong Port operation will have adverse impact on the trade volume of the Country and have consequential effect on the business of the Company. However given the importance of Chittagong Port as the gateway for over 90% of the country's containerized export and import cargo we do not foresee the Government allowing such a situation arising. Besides the dependency on Chittagong Port, the project is close to the Bay of Bengal and thereby risking the possibility of being affected by sea driven natural calamities. However the recently constructed protection embankment by the Bangladesh Water Development Board has reduced this risk greatly. Furthermore the same embankment has been earmarked to be part of the Asian Super Highway which should lead to further strengthening of the structure and thereby minimizing any potential risk from sea driven calamities. Finally, all Off-Dock Companies are dependent on renewing permission/clearance from Chittagong Custom House (NBR), Chittagong Port Authority and various other relevant Government Agencies. Delay at any stage can have consequential effect in smooth continuation of the operation.

- **Financial Performance**

Operating Revenue of the company for the year 2015 was Tk.1,019.8m compared to Tk.881.7m of last year reflecting a growth of around 15.7% over last year.

- **Extra-Ordinary Gain or Loss**

There was no extra-ordinary gain during the year under report. However the financial result for the year includes capital loss of Tk.12.8 m from disposal of 'available for sale financial assets'. This resulted in decrease in Net Profit for the year under report.

- **Related Party Transaction**

Refer to Note-31 on Financial Statements.

- **Utilization of proceeds from IPO**

Not applicable

- **Explanation of financial results after IPO**

Not applicable

- **Significant variance between Quarterly and Annual Financial Statements**

There is no significant variance between Quarterly and Annual financial statements.

- **Remuneration of Directors**

Remuneration, performance and other related perquisites/benefits of Executive Directors are reviewed annually and approved by the Chairman and Managing Director. Non Executive Directors including Independent Directors are paid attendance fee per meeting and no other remuneration.

- **Financial Reporting Framework**

- ▶ The Financial Statements prepared by the management of the Company present fairly its State of Affairs, the result of Operations, Cash Flows and Changes in Equity.
- ▶ Proper Books of Accounts have been maintained.

- ▶ 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.
- ▶ International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), as applicable in Bangladesh have been followed in preparation of the Financial Statements.
- ▶ The Company maintains a sound Internal Control System which gives reasonable assurance against any material misstatement. The internal control system is regularly reviewed by the Company's Internal Audit Team.
- ▶ There are no significant doubts upon the Company's ability to continue as a going concern.
- ▶ Significant deviations from the last year's operating results of the Company, if any, have been highlighted herein before in this Report with reasons given as appropriate.
- ▶ Key operating and financial data of immediately preceding 5(five) years has been summarized in Annexure-2;
- ▶ Significant plans and decisions, such as corporate restructuring, business expansion and discontinuance of operations as appropriate, future prospects, risks and uncertainties surrounding the company has been outlined under the related captions of this report;
- ▶ The number of Board meetings held during the year and attendance by each director has been disclosed;
- ▶ The pattern of shareholding has been reported to disclose the aggregate number of shares in Annexure-3.

Directors

• Directors' meeting & attendance

During the year ended December 31, 2015, the Board of Directors held seven (07) meetings. Name of the Directors and the number of meetings attended by each are given below:

Name of Directors	Attended	
Mr. Muhammed Aziz Khan	07	
Mrs. Anjuman Aziz Khan	04	
Mr. Jowher Rizvi	07	
Mr. Abdul-Muyeed Chowdhury	07	Independent Director from 14-03-2012
Mr. Lutfe Mawla Ayub	06	Independent Director from 08-04-2013
Mr. Advocate Imtiaz Mahmood	06	Independent Director from 14-09-2014
Mr. Md. Latif Khan	07	
Ms. Ayesha Aziz Khan	05	
Ms. Azeeza Aziz Khan	06	
Mr. Faisal Karim Khan	03	
Mr. Yasser Rizvi	04	
Mr. Nasser Rizvi	06	
Mr. Syed Fazlul Haque	07	
Captain Asif Mahmood	07	

The Directors who could not attend the meetings were granted leave of absence.

• Directors' Election & re-appointment

As per Article 42 of the Company's Articles of Association Ms. Ayesha Aziz Khan, Ms. Azeeza Aziz Khan and Captain Asif Mahmood shall retire in the 12th Annual General Meeting by rotation and being eligible, offer them for re-election.

• Audit Committee

Audit Committee is comprised of Board members as under:

1.	Mr. Abdul-Muyeed Chowdhury	Independent Director	Chairman
2.	Mr. Lutfe Mawla Ayub	Independent Director	Member
3.	Mr. Yasser Rizvi	Addl. Managing Director	Member
4.	Ms. Ayesha Aziz Khan	Director	Member
5.	Ms. Azeeza Aziz Khan	Director	Member
6.	Captain Asif Mahmood	Director	Member

During the year under report, five meetings of the Audit Committee were held.

Statutory Auditors

A. Qasem & Co, Chartered Accountants were appointed Statutory Auditors of the company in the 11th AGM for the year ended on 31st December 2015 replacing S. F. Ahmed & Co, Chartered Accountants who retired after completing three consecutive years of service as per BSEC Notification: SEC/CMRRCD/2009-193/104/Admin dated 27th July 2015. A. Qasem & Co. expressed their willingness to continue for another term and your Board, on recommendation of Audit Committee, has proposed A. Qasem & Co., Chartered Accountants, for re-appointment as Statutory Auditors of the Company for the next financial year and to continue in the office until holding of the 13th Annual General Meeting of the company, subject to approval of the Shareholders in the forthcoming 12th Annual General Meeting

Business Expansion

The merged company is the first Off-Dock company in the private sector and commenced operations in

April 1986 in the name of Ocean Containers Limited. Since then, your Board has been continuously striving to expand facilities and improve performance standard to accommodate the increased demand that arose from the confidence and trust our valued customers reposed on our high standard services. Your company today has approx. 78.50 acres of freehold land and has built Warehouse facilities of over 490,000sft for handling Export & Import cargo. Yard space of over 4 acre is presently under construction to cater to the additional demand for empty container storage. With the company's large client base, coupled with the consistent volume growth, your Board will continue to make all efforts to retain the existing clients, accommodate their growth and also procure further new clients.

A notable development in 2015 was the introduction of Warehouse Management System (WMS) which allowed SAPL to introduce a new revenue stream of rental income. Furthermore, contracts with existing top clients such as Damco, APL Logistics and Kuehne + Nagel were renewed at favorable terms,

whereby your company is committed to handle their business growth for the coming year.

The company's River Terminal is now complete and expected to commence trial operations within 1st quarter of 2016. Once operational, this river terminal not only will substantially expand SAPL's business activities, thereby improving revenue and profitability of the company but also offer an attractive alternative for the Dhaka based importers and exporters who are presently fully dependent on the congested Dhaka - Chittagong highway. The recently signed Coastal Protocol Agreement between the Governments of Bangladesh and India is also expected to provide strong business opportunities for cross-border cargo movement using the River Terminal in conjunction with river ways of both countries.

Going concern

While approving the financial statements, Directors have made appropriate enquiries and analyzed the significant financial, operating as well as other indicators for enabling them to understand the ability of the company to continue its operations for a foreseeable period. Directors are convinced and have a reasonable expectation that the company has adequate resources to continue its operation consistently for the foreseeable future. Therefore the company adopted the going concern basis in preparing these financial statements.

Corporate Governance

Corporate Governance is the system through which companies are directed, guided and controlled by the Board, keeping in view its accountability to the shareholders. Your company strives to maintain full compliance with the laws, rules and regulations that govern the business and to uphold the highest standards.

Since corporate governance is not a static process, we always continue to improve our practices. A separate chapter on corporate governance has been reported in this Annual Report.





Corporate Social Responsibility

As part of the ongoing commitment to the society and environment in which the Company conducts its business, SAPL remains promise bound to perform its obligation. We shall continue our drive to further promote social and environmental improvements whenever opportunity arises.

Status of Compliance

In order to adhere to the requirements of International Financial Reporting Standards (IFRS), as adopted by Institute of Chartered Accountants of Bangladesh, and other applicable laws and regulations the following salient issues have been considered in preparing the financial statements of the Company:–

- a. Selection of suitable accounting policies and then applying them consistently.
- b. Making judgments and estimates that are reasonable and prudent.
- c. Ensure that the financial statements have been prepared in accordance with Bangladesh Financial Reporting Standards and comply with applicable regulations.
- d. Preparation of financial statements on going concern basis.

A status report on compliance as per the Commission's Notification No.SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August 2012 is enclosed in Annexure-1.

Human Resources Management

People are the most important resource and key to the success of any organization. To develop and equip the employees with key skills, the company places great emphasis on the development of its people and hence efforts are made to send our people to various courses and workshop. Inhouse workshops are also arranged as and when required for updating knowledge on the respective functional areas.

Acknowledgement

The trust and confidence that our valued customers bestow in us is our main driving force. We accept this trust in all humility and shall continue to strive to live up to the expectations. Board expresses its heartfelt thanks and gratitude to all the stakeholders including Investors, Clients, Suppliers, Banks & Financial Institutions, Insurance Companies, Service

Providers, Bangladesh Securities & Exchange Commission, Registrar of Joint Stock Companies & Firms, Central Depository of Bangladesh Limited, Dhaka/Chittagong Stock Exchanges, various Government Authorities and agencies as well as Individuals who have helped us achieve what we are today.

Your Directors would like to put on record its deep appreciation of the efforts made by the employees of the Company. Their commitment and passion, both individually and through teamwork, have helped achieve SAPL that it is today. The Board also recognizes and appreciates the critical support provided by the families of the employees which enables them to focus on their work in SAPL.

We look forward to seeing you at our 12th Annual General Meeting.

On behalf of the Board of Directors,



Jowher Rizvi
Managing Director



পরিচালকবৃন্দের প্রতিবেদন

২০১৫ সালের ৩১শে ডিসেম্বর পর্যন্ত

শেয়ারহোল্ডারদের জন্য পরিচালকবৃন্দের প্রতিবেদন

প্রিয় শেয়ার হোল্ডারবৃন্দ,

আসসালামুআলাইকুম ও শুভ সকাল,

সামিট এল্যায়েন্স পোর্ট লিমিটেড (এসএপিএল) এর ১২তম বার্ষিক সাধারণ সভায় পরিচালনা পর্ষদের পক্ষ থেকে আপনাদের সবাইকে স্বাগত জানাচ্ছি। আপনাদের সামনে ৩১ শে ডিসেম্বর ২০১৫ তারিখে সমাপ্ত আর্থিক বছরের কোম্পানীর পরিচালনা কার্যক্রম এবং নিরীক্ষিত আর্থিক বিবরণী উপস্থাপন করতে পেরে আমরা আনন্দিত।

পরিচালনা পর্ষদের প্রতিবেদন প্রনয়নের ক্ষেত্রে ১৯৯৪ সালের কোম্পানী আইনের ১৮৪ ধারা এবং ০৭ আগস্ট, ২০১২ তারিখে প্রকাশিত বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং এসইসি / সিএমআরআরসিডি/২০০৬ - ১৫৪/১৩৪/ এডমিন /৪৪ অনুসরণ করা হয়েছে।

ব্যবসায়িক কার্যক্রম:

সামিট এল্যায়েন্স পোর্ট লিমিটেড (এসএপিএল) প্রতিষ্ঠিত হয় ২০০৩ সালে চট্টগ্রাম বিমান বন্দর সড়কের নিকটবর্তী পতেঙ্গা শিল্পাঞ্চলে। এই কোম্পানীটির কার্যক্রম মূলত: অভ্যন্তরীণ স্থলবন্দরের অনুরূপ সেবা প্রদান যার মধ্যে খালি কন্টেইনার মজুতকরণ এবং কন্টেইনার ফ্রেইট স্টেশন এর মাধ্যমে আমদানীকৃত পণ্যের আনস্টাফিং করণ এবং রপ্তানী যোগ্য পণ্যের কন্টেইনারে স্টাফিং করণ।

১৬ ই অক্টোবর ২০০৮ সাল হতে এসএপিএল ঢাকা স্টক এক্সচেঞ্জ এবং চট্টগ্রাম স্টক এক্সচেঞ্জ এর নিবন্ধিত একটি কোম্পানী। কোম্পানীটি তার সাবসিডিয়ারী প্রতিষ্ঠান ওশান কন্টেইনারস লিমিটেড (ওসিএল) কে গত ০১ অক্টোবর ২০১২ তারিখে ১৯৯৪ সালের কোম্পানী আইনের ২২৮ ধারা, (ধারা ২২৯ এর সংগে পঠিত) অনুযায়ী এবং অন্যান্য আইন ও সকল প্রযোজ্য বিধি ও একত্রিকরণ প্রক্রিয়া মেনে অধিগ্রহণ করেছে। বর্তমানে কোম্পানীর মোট ডিপোর সংখ্যা হলো তিনটি (বিলুপ্ত



কোম্পানী ওসিএল এর একটি ডিপো সহ) যার প্রতিটি গ্লোবাল সিকিউরিটি ভেরিফিকেশন (জিএসভি) এর সনদ প্রাপ্ত, যা কিনা বৈশ্বিক সাপ্লাই চেইন সিকিউরিটি সমৃদ্ধকরণের শর্তাবলির উন্নয়ন ও বাস্তবায়নের প্রধান আন্তর্জাতিক নেটওয়ার্ক এর সাথে কাজ করে। এই সনদ থাকার অর্থ হচ্ছে কোম্পানীটি তার ব্যবসায়িক সকল কার্যক্রমে আন্তর্জাতিক মানের সিকিউরিটির ব্যবস্থা নিশ্চিত করে, যা ইউএস কাষ্টমস্ এন্ড বর্ডার প্রটেকশন কর্তৃপক্ষ কর্তৃক প্রকাশিত প্রকাশনা থেকে অনুসৃত। কোম্পানীটির নামকরা গ্রাহকদের মধ্যে রয়েছে ডেমকো, মার্কস লাইন, এপিএল, এপিএল লজিস্টিকস্, ইউপিএস, সিএমএ-সিজিএম, এনওয়াইকে, কে-লাইন, ওওসিএল, এমএসসি, হেপাগ-লোয়েড, কুনে+নাগেল লিমিটেড, শিপিং কর্পোরেশন অব ইন্ডিয়া, ইয়াংমিং লাইন, চায়না শিপিং, নরোশিয়া, ডিএসভি ও ড্যানজাস প্রমুখ তাছাড়া বাংলাদেশে পরিচালিত অন্যান্য ফ্রেইট ফরওয়ার্ডার ও রয়েছে।

কোম্পানীটির প্রধান ব্যবসা কার্যক্রম হলো সম্মানিত গ্রাহকদের অফ-ডক (অভ্যন্তরীণ স্থলবন্দর) সেবা প্রদান করা এবং এই কার্যক্রম পরিচালনা করতে গিয়ে যে সকল সেবা প্রদান করা হয় তার সংক্ষিপ্ত বিবরণ নিম্নে উপস্থাপন করা হলো:

১. ইনল্যান্ড কন্টেইনার ডিপো (আইসিডি)- খালি কন্টেইনার পরিবহন এবং মজুত করণ এবং পরবর্তিতে আবার গ্রাহকের চাহিদা অনুযায়ী নির্দিষ্ট গন্তব্যে পৌঁছে দেয়ার ব্যবস্থা করা।
২. কন্টেইনার ফ্রেইট স্টেশন (সিএফএস)- আমদানী ও রপ্তানী কৃত পণ্য, পরিবহন, মজুত করণ সংক্রান্ত যাবতীয় কার্যক্রম পরিচালনা এবং এই ব্যবস্থায় যে সকল কার্যপরিচালনা বা

গ্রাহক সুবিধা প্রদান করা হয়-

- গ্রাহকদের কাছ থেকে রপ্তানী পণ্য সমূহ গ্রহণ, গৃহিত পণ্য সমূহের কোম্পানীর বন্ডেড ওয়ারহাউজে মজুত করণ, মজুতকৃত এই সকল পণ্যের রপ্তানীর ও কাস্টমস্ সংক্রান্ত সকল দলিল দস্তাবেজ তৈরী ও অন্যান্য যাবতীয় আনুষ্ঠানিকতা সম্পন্ন করার মাধ্যমে উক্ত পণ্য সমূহ গ্রাহকের চাহিদা মোতাবেক চট্টগ্রাম বন্দরের কন্টেইনার পোর্ট ইয়ার্ড এ পৌঁছানো এমনকি জাহাজী করণ পর্যন্ত সুবিধা প্রদান।
 - আমদানীকৃত পণ্যের কন্টেইনারের ক্ষেত্রে চট্টগ্রাম বন্দর থেকে কন্টেইনার খালাস করণ কাস্টমস্ এবং আমদানী ক্ষেত্রে যাবতীয় আনুষ্ঠানিকতা সম্পন্ন করণ শেষে কোম্পানীর ডিপোতে উক্ত পণ্য সমূহের আনস্টাফিং সম্পন্ন করে গ্রাহকদের চাহিদা অনুযায়ী সেগুলো নির্দিষ্ট গন্তব্যে পৌঁছানোর ব্যবস্থা করা।
 - এছাড়া কোম্পানী গ্রাহকদের সুবিধার্থে কতিপয় বিশেষায়িত সেবা প্রদান করে থাকে। যেমন: কন্টেইনারের কার্যকারিতা পরিদর্শন ও পরিষ্করণ, এর মেরামত, রক্ষণা বেক্ষন এবং প্রয়োজ্য ক্ষেত্রে বিজানুমুক্ত করণ ইত্যাদি।
- উপরে বর্ণিত অব-ডক সার্ভিস ছাড়া অত্র কোম্পানী মুন্সিগঞ্জ জেলার মুন্সারপুরে ধলেশ্বরী নদীর তীরে কোম্পানীর নিজস্ব ১৫ (পনের) একর জায়গার উপর এই প্রথম বেসরকারী পর্যায়ে নৌ-কন্টেইনার টার্মিনাল স্থাপন করেছে। যেটা জাতীয় রাজস্ব বোর্ডের অধীনে পানগাঁও কাস্টমস্ হাউজের পক্ষ থেকে বন্ড লাইসেন্স পাওয়ার অপেক্ষায় আছে।



চট্টগ্রাম অব-ডক স্থাপনার মতই অনেকটা অত্র নৌ-টার্মিনালটির কন্টেইনার ফ্রেইট স্টেশনের জন্য আমদানি ও রপ্তানীর মালামাল উঠানামানোর নিমিত্তে প্রয়োজনীয় যন্ত্রপাতি সহ বন্ডের গুদামের সুবিধাদি থাকবে এবং খালি কন্টেইনার সংরক্ষণের সুবিধাদি ও থাকবে। এ ছাড়াও অত্র কোম্পানী চট্টগ্রাম বন্দর থেকে কন্টেইনার আনা নেওয়ার জন্য বিশেষ ধরনের জাহাজের ব্যবস্থা করবে। অত্র টার্মিনালটির কার্যক্রম শুরু হলে প্রতিযোগীতামূলক ভাবে রপ্তানী ও আমদানীকারকদের মালামাল সাশ্রয়ী মূল্যে নদীপথে পরিবহন করতে এবং ইতিমধ্যে অত্যধিক যানজটে নিমজ্জিত ঢাকা-চট্টগ্রাম মহাসড়কের উপর চাপ কমাতে সাহায্য করবে। নেদারল্যান্ডের এফ এম ও এবং বাংলাদেশের ইউকল স্বল্প সুদে ঋণের মাধ্যমে অত্র প্রকল্পে অর্থায়ন করেছে। ইতিমধ্যে অত্র কোম্পানী ঋণের প্রথম ভাগের ১৭.৫ মিলিয়ন মার্কিন ডলারের সমতুল্য অর্থ পেয়েছে। যা দিয়ে প্রকল্পের ভৌত অবকাঠামোর নির্মাণ, মালামাল সঞ্চালনের যন্ত্রপাতি ক্রয় ও জাহাজ ক্রয়ের ব্যয় সংকুলান করা হবে। ঋণের দ্বিতীয় ভাগের অর্থ ১৩.০১ মিলিয়ন মার্কিন ডলার চারটি জাহাজ ক্রয়ের ব্যয় সংকুলান করা হবে।

এসএপিএল (SAPL) এর দুটি সহকারী প্রতিষ্ঠান নিম্নরূপ:

- সেমকর লিমিটেড: এসএপিএল (SAPL), কোম্পানীর প্রতিটির ১০ টাকা মূল্যের ১৭,৫৮,৩০০.০০ সাধারণ শেয়ারের ০৪ টি ব্যতীত সকল শেয়ারের সত্ত্বাধীকারী। সেমকর একটি প্রাইভেট লিমিটেড কোম্পানী যেটি ওয়াহীদ স্পিনিং মিলস্ লিমিটেড (WSML) এর ১০০% শেয়ারের মালিক যা এর উদ্যোগতাদের কাছ

থেকে ১৯৯৯ সালের ১৯ সেপ্টেম্বর ক্রয় করে নেয়। ওয়াহীদ স্পিনিং মিলস্ লিমিটেড (WSML) একটি প্রাইভেট লিমিটেড কোম্পানী যা কোম্পানী আইন ১৯৯৪ অনুসরণে ১৯৯৯ সালের ৬ই সেপ্টেম্বর নিবন্ধিত হয়। সেমকর ও তার সহকারী প্রতিষ্ঠান (WSML) একত্রে মুন্সিগঞ্জ জেলার মুক্তারপুরে ধলেশ্বরী নদীর তীরে ১৫ একর জমির উপর একটি নৌ-টার্মিনাল উন্নয়নের কাজ শুরু করেছে। কিন্তু পরবর্তী কালে, এপ্রিল ২০১৩ তে উপরোল্লিখিত জমি (যতটুকু উন্নয়ন সাধিত হয়েছে ততটুকু সহ) এসএপিএল এর নিকট বিক্রি করা হয়। বর্তমানে এসএপিএল (SAPL) সেই উন্নয়ন কার্যক্রম চালিয়ে যাচ্ছে এবং জুন ২০১৪ এর মধ্যে জাহাজ ও অন্যান্য সরঞ্জামাদি ক্রয়সহ Project Infrastructure প্রস্তুতের পরিকল্পনা করা হয়েছে এবং আশা করা যাচ্ছে আইন ও বিধিবিধানগত দাবি দাওয়া সম্পাদনের পর ২০১৪ সালের জুলাই এর দিকে প্রকল্পটির আনুষ্ঠানিক কার্যক্রম শুরু করা হয়েছে।

- সিটিএসএল (CTSL) একটি প্রাইভেট লিমিটেড কোম্পানী যা কোম্পানী আইন ১৯৯৪ অনুসরণে ২০১৩ সালে ২৫ নভেম্বর গঠিত হয় যার নিরানব্বই ভাগ শেয়ার এসএপিএল (SAPL) ধারণ করে যার প্রধান মুখ্য উদ্দেশ্য হবে আমদানী/রপ্তানীকৃত কন্টেইনার চট্টগ্রাম বন্দর ও অন্যান্য ডিপোর মধ্যে আনা-নেয়া করা। কোম্পানী সে লক্ষ্যে ৩০টি প্রাইম মুভার এবং সমসংক্ষক ট্রেলার আমদানী করে এবং ২০১৪ সালের মার্চ মাসের শেষ প্রান্তিকে ব্যবসায়িক কার্যক্রম পরিচালনা শুরু করেছে।



আর্থিক কার্যক্রম ও ফলাফল:

নিচে গত বছরের তুলনায় খাত অনুযায়ী আর্থিক ফলাফলের বিস্তারিত বিবরণ নিম্নে তুলে ধরা হলো:

হাজার টাকা

বিবরণ	২০১৫ একীভূত অবস্থার বিবরণ মোট	২০১৪ পুনঃ নিবেদিত একীভূত অবস্থার বিবরণ মোট
আয়	১,০১৯,৭৮৭	৮৮১,৭১৮
সেবা ব্যয় (পরিচালন ব্যয়)	(৬৫৮,১৯৫)	(৫৬২,৮৮৪)
মোট লাভ	৩৬১,৫৯২	৩১৮,৮৩৪
প্রশাসনিক ও বিপন্ন পেশন ব্যয়	(১২০,৫৮২)	(১১০,০৪০)
পরিচালন মুনাফা	২৪১,০১০	২০৮,৭৯৪
অন্যান্য আয়	২৮৫২	১৬৫৬
শেয়ার বিক্রি বাবদ মূলধন ক্ষতি	(১২,৮৪৮)	-
বাদ: আর্থিক ব্যয়	(২১,৪২৫)	(১৪,৫৫৮)
বাদ: বেনিফিসারিজ প্রফিট পার্টিসিপেশন এর লভ্যাংশের ভাগ	(১০,৪০৩)	(৯,৮৪৮)
কর পূর্ববর্তী মুনাফা	১৯৯,১৮৬	১৮৬,০৪৪
আয়কর সঞ্চিতি	(৩৬,৪০২)	(৫১,৫০৯)
বাদঃ ডেফার্ড ট্যাক্স প্রভিশন	(১৩,২০৪)	(১৬,২৮৭)
কর পরবর্তী নীট মুনাফা	১৪৯,৫৮০	১১৮,২৪৮

বণ্টনযোগ্য মুনাফার কথা বিবেচনা করে কোম্পানীর পরিচালকবৃন্দ ৩১ ডিসেম্বর ২০১৫ পর্যন্ত কোম্পানীর আর্থিক ফলাফল পরিবেশন ও এর সুষ্ঠু বণ্টন /সুপারিশ করেছে তার উপস্থাপন নিম্নে করা হলো:

মুনাফার বণ্টন:

হাজার টাকা

	২০১৫
৩১ ডিসেম্বর ২০১৫ পর্যন্ত সঞ্চিতি মুনাফা (২০১৫ সনের আর্থিক বিবরণী নোট - ১৫)	২৪৫,৬৭৫
বাদ: ২২ ফেব্রুয়ারী ২০১৫ ইং তারিখে অনুষ্ঠিত মুনাফা বন্টনের সুপারিশ অনুযায়ী ২০১৫ সনের লভ্যাংশ :	
• নগদ লভ্যাংশ : নাই (২০১৪: ১০%)	-
• ষ্টক লভ্যাংশ: ১০% (২০১৪: ৫%)	১৭১,৭৬২
অবশিষ্টাংশ	৭৩,৯১৩

লভ্যাংশ:

কোম্পানীর পরিচালনা পর্ষদ ১০% ষ্টক লভ্যাংশ সুপারিশ করেছেন অর্থাৎ আগামীতে অনুষ্ঠিতব্য ১২তম বার্ষিক সাধারণ সভার অনুমোদন সাপেক্ষে ২২ ফেব্রুয়ারী ২০১৬ তারিখে অনুষ্ঠিত সভার সুপারিশ অনুযায়ী ২১ মার্চ ২০১৬ তারিখে নির্ধারিত রেকর্ড তারিখে যে সকল শেয়ারহোল্ডারের নাম সিডিবিএল রেকর্ডে উল্লেখ থাকবে তাঁরা প্রতি ১০টি শেয়ারের বিপরীতে ১টি শেয়ার পাবেন।

ব্যবস্থাপনা পরিস্থিতি আলোচনা এবং বিশ্লেষণ:

বিদ্যমান শিল্পের দৃষ্টিভঙ্গী এবং সম্ভাব্য ভবিষ্যৎ উন্নয়ন

অফ-ডক শিল্পটি দেশের বানিজ্য কার্যক্রমের সাথে সরাসরি যুক্ত হওয়ার কারণে ২০১৫ সনেও ধারাবাহিক ভাবে ৯.৪৬% উচ্চ প্রবৃদ্ধি অর্জন করেছে। রপ্তানী খাতের প্রবৃদ্ধি যার বেশির ভাগই পোশাক খাতের সাথে সম্পৃক্ত, ২০১৫ তে মাত্র ২.২৩% হয়েছে। পক্ষান্তরে একই সময়ে আমদানী খাতের প্রবৃদ্ধি অর্জিত হয়েছে ২৬.৬%।

আমদানী খাতে এই উচ্চহারে প্রবৃদ্ধি অর্জনের কারন চট্টগ্রাম বন্দর কর্তৃপক্ষের ৮টি অতিরিক্ত পণ্যের সরকারী নিয়ন্ত্রন থেকে অব্যাহতি। যার ফলে আমদানীযোগ্য পণ্যের আইটেম সংখ্যা দাড়ায় সর্বমোট ৩৭টি যার পুরোটাই অফ-ডক এর মাধ্যমে আনস্টাফিং সম্পন্ন হয়েছে।

চট্টগ্রাম কেন্দ্রীক অফ-ডক শিল্পে ইতিমধ্যে ভৌত অবকাঠামোর প্রভূত উন্নয়ন ও বিস্তৃতি লাভ করেছে। পাশাপাশি অভিজ্ঞ ব্যবস্থাপনার বদৌলতে ইতিমধ্যে অর্জিত ব্যাপক সামর্থ বৃদ্ধির ফলে দেশের বানিজ্য পরিচালনা ও নিরবিচ্ছিন্ন ব্যবস্থার গতিধারা এগিয়ে চলেছে এবং এর ভিত্তিতে আমরা জোর দিয়ে বলতেপারি যে, ঢাকার পারিপার্শে নৌ-পথে কন্টেইনার ব্যবস্থাও ক্রমান্বয়ে ভবিষ্যতে অধিক গুরুত্ব পাবে। সরকারী মালিকানাধীন পানগাঁও অভ্যন্তরীণ নৌ-কন্টেইনার টার্মিনালের বানিজ্যিক কার্যক্রম সম্প্রতি শুরু হয়েছে এবং মুন্সিগঞ্জ জেলার মুক্তাপুরস্থ সামিট এলায়েন্স পোর্ট লিমিটেড এর নৌ-টার্মিনালটি খুব শিঘ্রইচালু হবে। এর ফলে ঢাকা ও বৃহত্তর ঢাকা কেন্দ্রিক দেশের আমদানী ও রপ্তানী বানিজ্যের বৃহদাংশের সাথে সংশ্লিষ্ট সকল ব্যবসায়ী কে বিরাট সুবিধা প্রদান করবে।

আর্থিক সাফল্যের কার্যক্রম

২০১৫ সনে প্রতিষ্ঠানটির মোট পরিচালন আয়ের পরিমান ১০১৯.৪ মিলিয়ন টাকা যার পূর্বের বছর ছিল ৮৮১.৭ মিলিয়ন টাকা। ২০১৫ সালে এই প্রবৃদ্ধি পূর্ববর্তী বছরের তুলনায় ১৫.৭%।

পরিচালন বহির্ভূত লাভ/ক্ষতি ?

এ বছর পরিচালন বহির্ভূত কোন লাভ ছিলনা। তবে আর্থিক বিবরণীতে মূলধনী ক্ষতি হিসাবে ১২.৮ মিলিয়ন টাকা দেখানো হয়েছে যা শেয়ার বিক্রয়ের কারণে সংঘটিত, ফলে নীট মুনাফা হ্রাস পেয়েছে।

পরিচালক মন্ডলী ও উপস্থিতি

২০১৫ সনের ৩১ ডিসেম্বর পর্যন্ত পরিচালক পর্যদের ০৭ (সাত) টি সভা অনুষ্ঠিত হয়েছে। পরিচালক মন্ডলীর নাম ও সভায় তাদের উপস্থিতির বিবরণ নিম্নে প্রদান করা হলঃ

পরিচালকদের নাম	উপস্থিতি
জনাব মোহাম্মদ আজিজ খাঁন	০৭
জনাবা আঞ্জুমান আজিজ খাঁন	০৪
জনাব জওহর রিজভী	০৭
জনাব আবদুল মূয়ীদ চৌধুরী	০৭
জনাব লুতফে মওলা আইয়ুব	০৬
জনাব এডভোকেট ইমতিয়াজ মাহমুদ	০৬
জনাব লতিফ খাঁন	০৭
জনাবা আয়শা আজিজ খাঁন	০৫
জনাবা আজিজা আজিজ খাঁন	০৬
জনাব ফয়সাল করিম খাঁন	০৩
জনাব ইয়াসের রিজভী	০৪
জনাব নাসের রিজভী	০৬
জনাব সৈয়দ ফজলুল হক	০৭
ক্যাপ্টেন আসিফ মাহমুদ	০৭

যে সকল পরিচালক সভায় উপস্থিত হতে পারেন নি তাদের অনুপস্থিতির জন্য ছুটি মঞ্জুর করা হয়েছে।

পরিচালক মন্ডলীর নির্বাচন ও পুনঃনিয়োগ:

কোম্পানী সংঘ স্মারকের ৪২ নং অনুচ্ছেদ অনুযায়ী জনাবা আয়েশা আজিজ খাঁন, জনাবা আজিজা আজিজ খাঁন এবং ক্যাপ্টেন আসিফ মাহমুদ পালাক্রমে ১২তম বার্ষিক সাধারণ সভায় অবসর গ্রহন করবেন এবং যোগ্যতার ভিত্তিতে পুনঃনিয়োগের প্রস্তাব করা হয়েছে।

নিরীক্ষা কমিটি:

নিরীক্ষা কমিটি নিম্নলিখিত বোর্ড সদস্য দ্বারা গঠিত হবে:

০১ জনাব আবদুল মূয়ীদ চৌধুরী	স্বাধীন পরিচালক	সভাপতি
০২ জনাব লুতফে মওলা আইয়ুব	স্বাধীন পরিচালক	সদস্য
০৩ জনাব ইয়াসের রিজভী	পরিচালক	সদস্য
০৪ জনাবা আয়শা আজিজ খাঁন	পরিচালক	সদস্য
০৫ জনাবা আজিজা আজিজ খাঁন	পরিচালক	সদস্য
০৬ ক্যাপ্টেন আসিফ মাহমুদ	পরিচালক	সদস্য

চলতি বছরে নিরীক্ষা কমিটির ৫ (পাঁচটি) সভা অনুষ্ঠিত হয়।

বিধিবদ্ধ নিরীক্ষক:

১১ তম বার্ষিক সাধারণ সভায় ২০১৫ সনের ৩১ ডিসেম্বর পর্যন্ত বিধিবদ্ধ নিরীক্ষক হিসেবে এ কাসেম এন্ড কোং চার্টার্ড একাউন্ট্যান্ট হিসেবে নিয়োগ দেওয়া হয়েছে। তারা এস এফ আহমেদ এন্ড কোং চার্টার্ড একাউন্ট্যান্ট এর স্থলাভিষিক্ত হবেন। এ কাসেম এন্ড কোং পরবর্তী বছরে কাজ চালিয়ে যাবার জন্য আহ্বাহ প্রকাশ করেছেন। আসন্ন ১২তম বার্ষিক সাধারণ সভার অনুমোদন সাপেক্ষে নিরীক্ষা কমিটি এ কাসেম এন্ড কোং কে কোম্পানীর বিধিবদ্ধ নিরীক্ষক হিসেবে পরবর্তী অর্থ বছরে কাজ করার জন্য নিরীক্ষা কমিটি পুনঃ নিয়োগের সুপারিশ করেছেন এবং পরবর্তী ১৩ তম বার্ষিক সাধারণ সভা অনুষ্ঠিত না হওয়া পর্যন্ত কাজ চালিয়ে যাবার জন্য পরিচালক পর্যদ প্রস্তাব করেছেন।

ব্যবসা-বাণিজ্য সম্প্রসারণ:

১৯৮৬ সনের এপ্রিল মাসে ওসেন কন্টেইনার লিমিটেড বেসরকারী পর্যায়ে প্রথম অফ-ডক হিসেবে বাণিজ্যিক কার্যক্রম শুরু করে। বর্তমানে অত্র কোম্পানীটি তার মূল কোম্পানীতে একত্রিত হয়েছে। আপনাদের পরিচালনা পর্যদ অবিরতভাবে

কোম্পানীর সেবা প্রদান ও প্রত্যাহিক কার্যক্রমের মান এবং সেবার মান উন্নয়নে নিরলস প্রচেষ্টা চালিয়ে যাচ্ছে যা সম্মানিত গ্রাহকদের বিশ্বাস ও উত্তোরোত্তর আস্থা অর্জনে ভূমিকা পালন করে। বর্তমানে আপনাদের এই কোম্পানীর মালিকানায ৭৮.৫০ একর নিস্কটক ভূমি রয়েছে এবং আমদানী ও রপ্তানী কন্টেইনার যোগ্য পণ্য পরিচালনের জন্য ৪,৯০,০০০ (চার লক্ষ নব্বই হাজার) বর্গফুটের সংবক্ষন সুবিধা নির্মান করেছে। খালি কন্টেইনারের অতিরিক্ত চাহিদা মিটানোর জন্য চার একর জায়গার উপর নুতন ইয়ার্ড নির্মান কাজ চলছে। আপনাদের কোম্পানীর গ্রাহক সমাবেশ অনেক বিশাল এবং তাদের উত্তোরোত্তর সম্প্রসারণশীল বাণিজ্যের চাহিদা পূরণ করতে এবং সর্বোপরি আরো নুতন গ্রাহককে সন্নিবেশ করতে আপনাদের বোর্ড জোর প্রচেষ্টা চালিয়ে যাবে।

২০১৫ সনে উল্লেখযোগ্য অগ্রগতি হল যে ওয়ারহাউজ ব্যবস্থাপনা পদ্ধতির প্রচলন যার ফলে সমিট এলায়েন্স পোর্ট লিমিটেডের ভাড়া ভিত্তিক আয়ে নুতন রাজস্ব খাত উন্মোচিত হয়েছে। আরো উল্লেখ্য যে, বিশ্বের নামকরা বৃহৎ কোম্পানী যথা ড্যামকো, এপিএল লজিস্টিকস্ এবং কুহনে+নাগেল এর সাথে

অনুকূল শর্তে চুক্তির নবায়ন এবং উপরোক্ত কোম্পানী সমূহের বাণিজ্যিক সম্প্রসারণের সকল চাহিদা পূরণে আপনাদের এই কোম্পানী অঙ্গীকার করছে।

অত্র কোম্পানীর মুজারপুরস্থ নৌ-টার্মিনালের কাজ সমাপ্ত হয়েছে। আশাকরা যায় ২০১৬ সনের প্রথম ভাগে পরীক্ষামূলকভাবে চালু করা সম্ভব হবে। অত্র টার্মিনালটি চালু হলে সামিট এলায়েন্স পোর্ট লিমিটেডের বানিজ্যিক/ব্যবসায়িক কার্যক্রমই তাৎপর্যপূর্ণ ভাবে শুধু সম্প্রসারিত হবে না, কোম্পানী লাভ এবং রাজস্ব আদায়ের অবস্থাও উন্নত হবে। আবার অন্যদিকে ঢাকা কেন্দ্রীক আমদানী ও রপ্তানীকারক ব্যবসায়ীদের একটি আকর্ষণীয় বিকল্প ব্যবস্থাও উন্মোচিত হবে যারা এতদিন অত্যধিক যানযটে নিমজ্জিত ঢাকা চট্টগ্রাম ব্যস্ত মহাসড়কের উপর নির্ভর করতেন। বাংলাদেশ ও ভারত সরকারের সাথে সম্প্রতি সম্পাদিত সমুদ্র উপকূল প্রোটোকল চুক্তিও দুই দেশের নদীপথ ব্যবহার ও অভ্যন্তরীণ টার্মিনালের মাধ্যমে বহির্বাণিজ্যের জন্য পণ্য পরিবহন একটি শক্তিশালী বানিজ্য সুবিধার দ্বার উন্মোচিত হবে।

চলমান ব্যবসা নীতিঃ

অত্র আর্থিক বিবরণী অনুমোদনের প্রাক্কালে পরিচালকবৃন্দ কোম্পানীর তাৎপর্যপূর্ণ আর্থিক পরিচালন এবং অন্যান্য প্রভাব বিস্তারকারী উপাদান সমূহের যথাযথ অনুসন্ধান ও বিশ্লেষণ পূর্বক এই সিদ্ধান্তে উপনীত হয়েছেন যে কোম্পানী তার বর্তমান কার্যক্রম ভবিষ্যতেও অব্যাহত রাখতে সক্ষম

হবে। চলমান ব্যবসা নীতি অনুসরণ করে অত্র বছরের আর্থিক বিবরণী সমূহ প্রস্তুত করা হয়েছে।

কর্পোরেট গভারনেসঃ

কর্পোরেট গভারনেস হচ্ছে এমন একটি পদ্ধতি যেখানে কোম্পানীর যাবতীয় কার্যাবলী শেয়ার হোল্ডারদের প্রতি জবাবদিহিতার বিষয়টি বিবেচনায় রেখে পরিচালনা পর্ষদ কর্তৃক কোম্পানীগুলোকে নির্দেশনা, পরিচালনা এবং নিয়ন্ত্রণ করা হয়। কোম্পানী তার উপর প্রযোজ্য সকল প্রকার নিয়ম কানুন মেনে চলে এবং সর্বোচ্চ সেবার মান বজায় রেখে ব্যবসা পরিচালনা করছে।

যেহেতু কর্পোরেট গভারনেস কোনরূপ স্থির প্রক্রিয়া নয়, সেহেতু আমরা সবসময় উক্ত প্রক্রিয়াকে সময় উপযোগী করার চেষ্টা করি। কর্পোরেট গভারনেস বিষয়টি বার্ষিক প্রতিবেদনে আলাদা ভাবে প্রতিবেদন আকারে দেয়া হয়েছে।

কর্পোরেট সামাজিক দায়বদ্ধতাঃ

সমাজ ও পরিবেশের প্রতি দায়বদ্ধতার নিরিখে কোম্পানী ব্যবসায়িক কার্যক্রম পরিচালনার জন্য অঙ্গীকারবদ্ধ। চলমান অঙ্গীকারের অংশ হিসেবে ভবিষ্যতেও কোম্পানী সমাজ এবং পরিবেশের উন্নয়নের স্বার্থে কার্যক্রম চালিয়ে যাবে।



সামাজিক দায়বদ্ধতা পরিপালনের বাধ্যবাধকতাঃ

দি ইনিস্টিটিউট অব চার্টার্ড এ্যাকাউন্টেন্টস অব বাংলাদেশ কর্তৃক গৃহীত আন্তর্জাতিক আর্থিক প্রতিবেদনের মান (আইএফআরএস) এবং অন্যান্য প্রযোজ্য নিয়মকানুন যা কোম্পানীর একটি নির্দিষ্ট সময়ের কার্যকলাপ এবং আর্থিক অবস্থার উপস্থাপনের জন্য অত্যাবশ্যিক। নিম্নোক্ত অত্যাবশ্যিকীয় বিষয়গুলো বিবেচনায় রেখে অত্র কোম্পানীর আর্থিক বিবরণী প্রস্তুত করা হয়েছে:

১. উপযুক্ত হিসাব রক্ষণ পলিসি নির্বাচন এবং উহাদের সামঞ্জস্যপূর্ণভাবে অনুসরণ।
২. কোন বিষয়ে বিচার বিশ্লেষণ ও মূল্যায়ন হতে হবে যুক্তি সংগত ও প্রজ্ঞা সম্পন্ন।
৩. আর্থিক প্রতিবেদন সমূহ বাংলাদেশ ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ড এবং প্রযোজ্য অন্যান্য আইন কানুন অনুসরণ করে প্রস্তুত করণ।
৪. চলমান ব্যবসা নীতি অনুসরণ করে আর্থিক বিবরণী প্রস্তুত করণ।

কমিশনের নটিফিকেশন নং : এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪ তারিখ: ০৭-০৮-২০১২ইং অনুযায়ী এই বাধ্যবাধকতার উপর একটি স্টেটাস প্রতিবেদন সংযুক্তি-১ এ যুক্ত করা হল।

মানব সম্পদ ব্যবস্থাপনাঃ

সাধারণ মানুষই সবচেয়ে গুরুত্বপূর্ণ সম্পদ এবং যেকোন প্রতিষ্ঠানের সাফল্যের জন্য ইহা একটি মূল চাবিকাঠি। কোম্পানীতে নিয়োজিত কর্মীদের দক্ষতা উন্নয়নে কোম্পানী যথেষ্ট গুরুত্ব দিচ্ছে এবং তাদেরকে আমরা বিভিন্ন কোর্স ও ওয়ার্কশপে প্রশিক্ষণের জন্য দেশে বিদেশে প্রেরণের চেষ্টা করি। এছাড়াও তাদের নিজ নিজ কর্মক্ষেত্রে দক্ষতা উন্নয়নের জন্য কোম্পানীর অভ্যন্তরেও প্রশিক্ষণের ব্যবস্থা গ্রহণ করা হয়।

কৃতজ্ঞতা স্বীকারঃ

অত্র কোম্পানীর মূল্যবোধ গ্রাহকগণ আমাদের উপর আস্থা ও বিশ্বাস স্থাপন করেছেন যা আমাদের কর্মশক্তি। এই অবস্থাকে আমরা পরম শ্রদ্ধার সাথে গ্রহণ করছি এবং তাদের প্রত্যাশা অনুযায়ী প্রচেষ্টা চালিয়ে যাবো। পরিচালনা পর্ষদ অন্তরের অন্তঃস্থল থেকে সকল স্টেক হোল্ডার যথা বিনিয়োগকারী গ্রাহক, সরবরাহকারী, ব্যাংক ও আর্থিক প্রতিষ্ঠান, ইন্স্যুরেন্স কোম্পানী, সেবা প্রদানকারী, বিএসইসি, রেজিস্ট্রার অব জয়েন্ট স্টক কোম্পানীজ, সিডিবিএল, সিএসই, ডিএসই ও বিভিন্ন সরকারী প্রতিষ্ঠান এর নিকট কৃতজ্ঞতা জানাচ্ছে। যাদের সর্বাত্মক সাহায্য সহযোগীতায় আজ আমরা এতদূর এগিয়ে এসেছি।

আপনাদের পরিচালকগণ প্রতিষ্ঠানের কর্মকর্তা-কর্মচারীদের অবদানের কথা গভীর শ্রদ্ধার সাথে স্মরণ করছে। তাদের ব্যক্তিগত ও যৌথ অবদান কোম্পানীকে বর্তমান অবস্থানে আনতে সহায়তা করেছে। পরিচালনা পর্ষদ কোম্পানীর কর্মকর্তা - কর্মচারীদের পরিবারবর্গের আন্তরিক সহযোগীতার কথাও স্বীকার করছে যার ফলে কর্মকর্তা-কর্মচারীগণ মনোযোগের সহিত তাদের দায়িত্ব পালনে সক্ষম হচ্ছেন।

আমরা আশা করছি আগামীতে অনুষ্ঠিতব্য ১২তম বার্ষিক সাধারণ সভায় আপনাদের সকলের সাথে দেখা হবে।

পরিচালনা পর্ষদের পক্ষে



জওহর রিজভী

ব্যবস্থাপনা পরিচালক

Compliance Report on SEC's Notification

Status of Compliance with the conditions imposed by the Commissions Notification No- SEC/CMRRCD/2006-158/134/Admin/44 dated August 07, 2012.

Annexure-1

Condition No. and Title	Compliance Status (Put \checkmark in the appropriate column)		Remarks (if any)
	Complied	Not complied	
1. BOARD OF DIRECTORS :			
1.1 Board's Size			
The number of the board members of the company shall not be less than 5(five) and more than 20 (twenty) : Provided, however, that in case of banks and non-bank financial institutions, insurance companies and statutory bodies for which separate primary regulators like Bangladesh Bank, Insurance Development and Regulatory Authority, etc, exist, the Boards of those companies shall be constituted as may be prescribed by such primary regulators in so far as those prescriptions are not inconsistent with the aforesaid condition.	\checkmark		
1.2 Independent Directors			
All companies shall encourage effective representation of independent directors on their Board of Directors so that the Board, as a group, includes core competencies considered relevant in the context of each company. For this purpose, the companies shall comply with the following :			
(i) At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	\checkmark		
(ii) For the purpose of this clause "independent director" means a director			
(a) Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	\checkmark		
(b) who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company : Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	\checkmark		
(c) Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/ associated companies;	\checkmark		
(d) Who is not a member, director or officer of any stock exchange;	\checkmark		

Condition No. and Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
	Complied	Not complied	
(e) Who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	√		
(f) Who is not a partner or an executive or was not a Partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm;	√		
(g) Who shall not be an independent director in more than 3 (three) listed companies;	√		
(h) Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBF);	√		
(i) Who has not been convicted for a criminal offence involving moral turpitude.	√		
(iii) The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	√		
(iv) The post of independent director(s) can not remain vacant for more than 90(ninety) days.	√		
(v) The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	√		
(vi) The tenure of office of an independent director shall be for a period of 3(three) years, which may be extended for 1(one) term only.	√		
1.3 Qualification of Independent Director (ID)			
(i) Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	√		
(ii) The person should be a Business Leader/Corporate Leader/ Bureaucrat/University Teacher with Economics or Business Studies or Law background/Professionals like Chartered Accountants, Cost & Management Accountants, Chartered Secretaries. The independent director must have a least 12(twelve) years of corporate management /professional experiences.	√		
(iii) In special cases the above qualifications may be relaxed subject to prior approval of the Commission.	√		
1.4 Chairman of the Board and Chief Executive Officer			
The positions of the Chairman of the Board and the Chief executive Officer of the companies shall be filled by different individuals. The Chairman of the company shall be elected from among the directors of the company. The Board of Directors shall clearly define respective roles and responsibilities of the Chairman and the Chief Executive Officer.	√		

Condition No. and Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
	Complied	Not complied	
1.5 The Director's Report to shareholders	√		
The directors of the companies shall include the following additional statements in the Director's Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994) :¼			
(i) Industry outlook and possible future developments in the industry.	√		
(ii) Segment-wise or product-wise performance.	√		
(iii) Risks and concerns.	√		
(iv) A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	√		
(v) Discussion on continuity of any Extra-Ordinary gain or loss.	√		
(vi) Basis for related party transactions-a statement of all related party transactions should be disclosed in the annual report.	√		
(vii) Utilization of proceeds from public issues, rights issues and/or through any others instruments.			N/A
(viii) An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO). Rights Offer, Direct Listing, etc.			N/A
(ix) If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	√		
(x) Remuneration to directors including independent directors.	√		Only the executive Directors are paid monthly remuneration; others are paid meeting fee and related expenses
(xi) The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	√		
(xii) Proper books of account of the issuer company have been maintained.	√		
(xiii) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	√		
(xiv) International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standard (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	√		
(xv) The system of internal control is sound in design and has been effectively implemented and monitored.	√		

Condition No. and Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
	Complied	Not complied	
(xvi) There are no significant doubts 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 thereof should be disclosed.	√		
(xvii) Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	√		
(xviii) Key operating and financial data of at least preceding 5 (five) years shall be summarized.	√		
(xix) If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.			N/A
(xx) The number of Board meetings held during the year and attendance by each director shall be disclosed.	√		
(xxi) The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by :	√		
(a) Parent/Subsidiary/Associated Companies and other related parties (name wise details);	√		
(b) Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details);	√		
(c) Executives;	√		
(d) Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	√		
Explanation : For the purpose of this clause, the expression "Executive" means top 5 (five) salaried employees of the company, other than the Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer and Head of Internal Audit.			
(xxii) In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders :	√		
(a) a brief resume of the director;	√		
(b) nature of his/her expertise in specific functional areas;	√		
(c) Names of companies in which the person also holds the directorship and the membership of committees of the board.	√		
2. CHIEF FINANCIAL OFFICER (CFO), HEAD OF INTERNAL AUDIT AND COMPANY SECRETARY (CS) :			
2.1 Appointment			
The company shall appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles, responsibilities and duties of the CFO, the Head of Internal Audit and the CS.	√		

Condition No. and Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
	Complied	Not complied	
2.2 Requirement to attend the Board Meetings			
The CFO and the Company Secretary of the companies shall attend the meetings of the Board of Directors, provided that the CFO and/or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters.	✓		
3. AUDIT COMMITTEE :			
(i) The company shall have an Audit Committee as a sub-committee of the Board of Directors.	✓		
(ii) The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	✓		
(iii) The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	✓		
3.1 Constitution of the Audit Committee :			
(i) The Audit Committee shall be composed of at least 3 (three) members.	✓		
(ii) The Board of Directors shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) independent director.	✓		
(iii) All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management experience.	✓		
Explanation : The term "financially literate" means the ability to read and understand the financial statements like Balance Sheet, Income Statement and Cash Flow Statement and a person will be considered to have accounting or related financial management expertise if (s)he possesses professional qualification or Accounting/ Finance graduate with at least 12 (twelve) years of corporate management/professional experiences.			
(iv) When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy(ies) immediately or not later than 1 (one) month from the date of vacancy(ies) in the Committee to ensure continuity of the performance of work of the Audit Committee.	✓		
(v) The company secretary shall act as the secretary of the Committee.	✓		
(vi) The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		

Condition No. and Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
	Complied	Not complied	
3.2 Chairman of the Audit Committee :			
(i) The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	✓		
(ii) Chairman of the Audit Committee shall remain present in the Annual General Meeting (AGM).	✓		
3.3 Role of the Audit Committee :			
Role of audit committee shall include the following :	✓		
(i) Oversee the financial reporting process.	✓		
(ii) Monitor choice of accounting policies and principles.	✓		
(iii) Monitor Internal Control Risk management process.	✓		
(iv) Oversee hiring and performance of external auditors.	✓		
(v) Review along with the management, the annual financial statements before submission to the board for approval.	✓		
(vi) Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	✓		
(vii) Review the adequacy of internal audit function.	✓		
(viii) Review statement of significant related party transactions submitted by the management.	✓		
(ix) Review Management Letters/Letter of Internal Control weakness issued by statutory auditors.	✓		
(x) When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.			N/A
3.4 Reporting of the Audit Committee			
3.4.1 Reporting to the Board of Directors			
(i) The Audit Committee shall report on its activities to the Board of Directors.	✓		
(ii) The Audit Committee shall immediately report to the Board of Directors on the following findings, if any :			
(a) report on conflicts of interests;			No Such incident arose
(b) suspected or presumed fraud or irregularity or material defect in the internal control system;			No Such incident arose
(c) suspected infringement of laws, including securities related laws, rules and regulations;			No Such incident arose

Condition No. and Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
	Complied	Not complied	
(d) any other matter which shall be disclosed to the Board of Directors immediately.			No Such incident arose
3.4.2 Reporting to the Authorities			
If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.			No Such incident arose
3.5 Reporting to the Shareholders and General Investors			
Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company.			N/A
4. EXTERNAL/STATUTORY AUDITORS :			
The issuer company should not engage its external/statutory auditors to perform the following services of the company; namely:			
(i) Appraisal or valuation services or fairness opinions.	✓		
(ii) Financial information systems design and implementation.	✓		
(iii) Book-keeping or other services related to the accounting records or financial statements.	✓		
(iv) Broker-dealer services.	✓		
(v) Actuarial services.	✓		
(vi) Internal audit services.	✓		
(vii) Any other service that the Audit Committee determines.	✓		
(viii) No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	✓		
5. SUBSIDIARY COMPANY:			
(i) Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	✓		The Company's subsidiary is not listed and hence considered N/A.
(ii) At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	✓		
(iii) The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	✓		

Condition No. and Title	Compliance Status (Put √ in the appropriate column)		Remarks (if any)
	Complied	Not complied	
(iv) The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	√		The Company's subsidiary is not listed and hence considered N/A.
(v) The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	√		
6. DUTIES OF CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) :			
The CEO and CFO shall certify to the Board that :			
(i) They have reviewed financial statements for the year and that to the best of their knowledge and belief :	√		
(a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		
(b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.	√		
(ii) There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.	√		
7. REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE :			
(i) The company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	√		Certificate obtained and enclosed with Annual Report
Explanation: Chartered Accountant means Chartered Accountant as defined in the Chartered Accountants Act, 1949 (Act No. XXXVIII of 1949); Cost and Management Accountant means Cost and Management Accountant as defined in the Cost and Management Accountants Ordinance, 1977 (Ordinance No. LIII of 1977); Chartered Secretary means Chartered Secretary as defined in the PwU@vW© †m‡µUvixR AvBb, 2010 (2010 m‡bi 25 bs AvBb).			
(ii) The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	√		Reported in the Directors' Report

Certification on Compliance of Corporate Governance

বসু ব্যানার্জী নাথ এ্যান্ড কোং
BASU BANERJEE NATH & CO.
 CHARTERED ACCOUNTANTS

Taher Chamber (Ground Floor)
 10, Agrabad Comm. Area,
 Chittagong-4100
 Phone: (0) 2512931 (R) 2864760
 Fax: 880-031-721201
 E-mail: bbnathco.ctg1933@yahoo.com
 83 years of service 1933-2016

Dhaka Trade Centre (11th Floor)
 99, Kazi Nazrul Islam Avenue,
 Kawran Bazar,
 Dhaka-1215
 Phones: (0) 9113357 (R) 9116234
 Fax: 880-2-9126763

Certificate on compliance of conditions of Corporate Governance Guidelines of Bangladesh Securities & Exchange Commission to the Shareholders of Summit Alliance Port Limited.

We have examined the statement of Compliance of Corporate Governance Guidelines issued by Bangladesh Securities & Exchange Commission dated 7th August 2012 through Notification # SEC/CMRRC/2006-158/134/Admin/44, appended to the Directors' Report (as Annexure No. 1) of Summit Alliance Port Limited for the year ended 31st December 2015, as has been produced before us for our examination.

The Compliance of conditions of Corporate Governance Guidelines is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance Guidelines. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with conditions of the afore-stated Corporate Governance Guidelines of Bangladesh Securities & Exchange Commission.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or efficacy with which the management has conducted the affairs of the Company.



For Basu Banerjee Nath & Co.
 Chartered Accountants
 Signed by : Gobinda Chandra Paul, FCA, Partner
 Membership No. **282** of the institute of Chartered Accountants of Bangladesh.

Date: February 22, 2016.

Financial Highlights

Annexure-2

	2015	2014	2013	2012	2011
	Taka in '000				
	CONSOLIDATED				
Asset Employed					
Property Plant & Equipment	6,038,201	5,206,646	4,601,437	5,622,471	5,582,294
Asset in Transit	-	-	22,730	-	-
Capital Work in Progress (River Terminal Project)	2,096,584	3,494,505	777,873	432,963	314,563
Preliminary Expenses		-	105	-	-
Long-Term Investment		-	-	-	32,690
Intangible Asset: Goodwill	1,000	1,000	1,000	-	24,853
Net Current Asset (Current Assets – Current Liabilities)	(701,546)	(1,454,515)	(575,769)	(348,688)	(129,857)
Total Asset Employed	7,434,239	7,247,636	4,827,376	4,822,224	5,706,746
Financed B					
Share Capital	1,717,623	1,635,832	1,635,832	1,329,509	1,208,645
Revaluation Surplus	2,902,490	4,891,458	2,505,361	3,723,167	3,487,841
Tax Holiday Reserve		-	-	-	156,222
Fiknancial Assets- Fair Value Reserve	(37,534)				
Capital Reserve	-	84,756	84,756	84,756	-
Retained Earnings	245,675	190,193	302,260	549,932	524,705
Shareholders' Equity	4,828,254	6,802,239	4,528,209	5,687,364	5,377,413
Minority Interest	20	10	20	-	429,953
Long Term Borrowing & Non-Current Liabilities	2,605,964	445,387	299,145	19,382	17,177
Total Capital Employed	7,434,238	7,247,636	4,827,374	5,706,746	5,824,543
Revenue and Profit					
Revenue Earned	1,019,787	881,718	812,246	662,616	711,610
Net Profit After Tax	149,580	118,238	129,840	179,845	186,804
Ratios					
Market Price per Share as at 31st Dec (Restated at Tk.10/- face value)	60.30	82.90	30.30	29.50	57.90
Earnings per Share (EPS)- Taka (Restated at Tk.10/- face value)	0.87	0.72	0.79	1.35	1.54
Price/ Earning (P/E) Ratio- Times	69.31	115.14	38.35	21.85	37.60
Net Asset Value per Share- Taka (Restated at Tk.10/- face value)	28.11	41.58	27.68	42.78	44.49
Price/Equity Ratio- Times	2.15	1.99	1.09	0.69	1.30
Dividend per Share in %	10.00	15.00	15.00	20.00	20.00
Dividend Payout- %	114.94	208.33	189.87	148.15	129.87
Return on Shareholders' Equity- %	3.10	1.74	2.87	3.16	3.47
Current Ratio- Times	0.42	0.30	0.48	0.63	0.86

Note: Figure for the year 2014 & 2013 have been restated, wherever considered necessary, to ensure comparability with the current year and to show the impact of Deferred Tax.

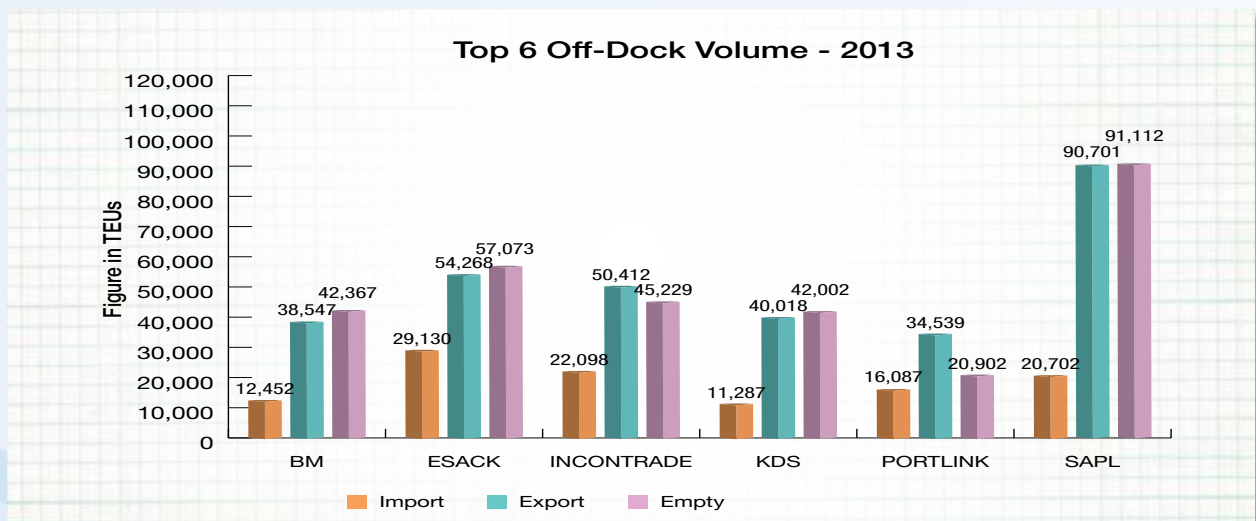
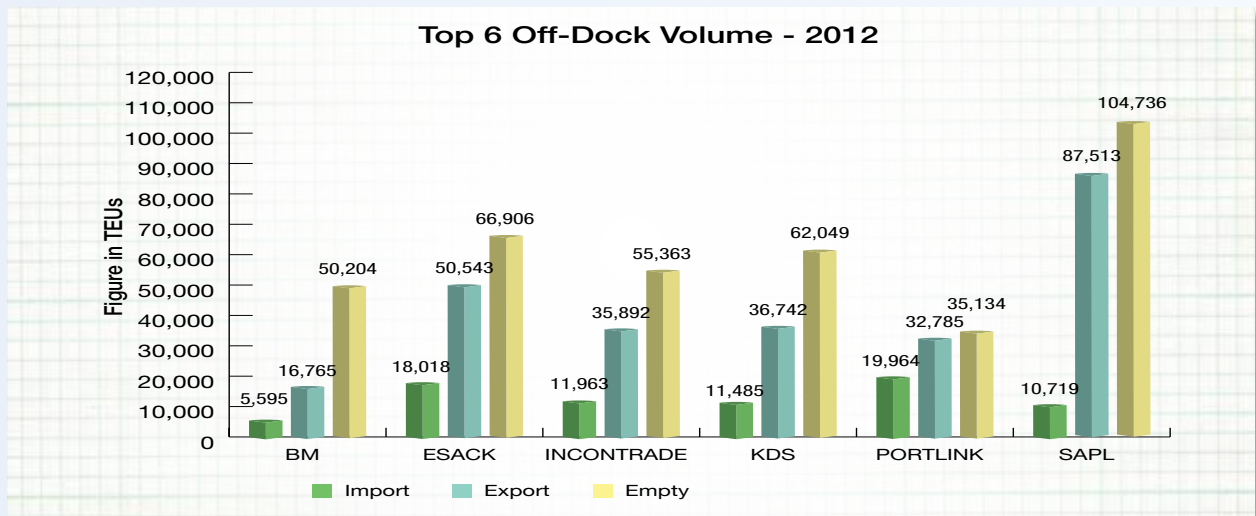
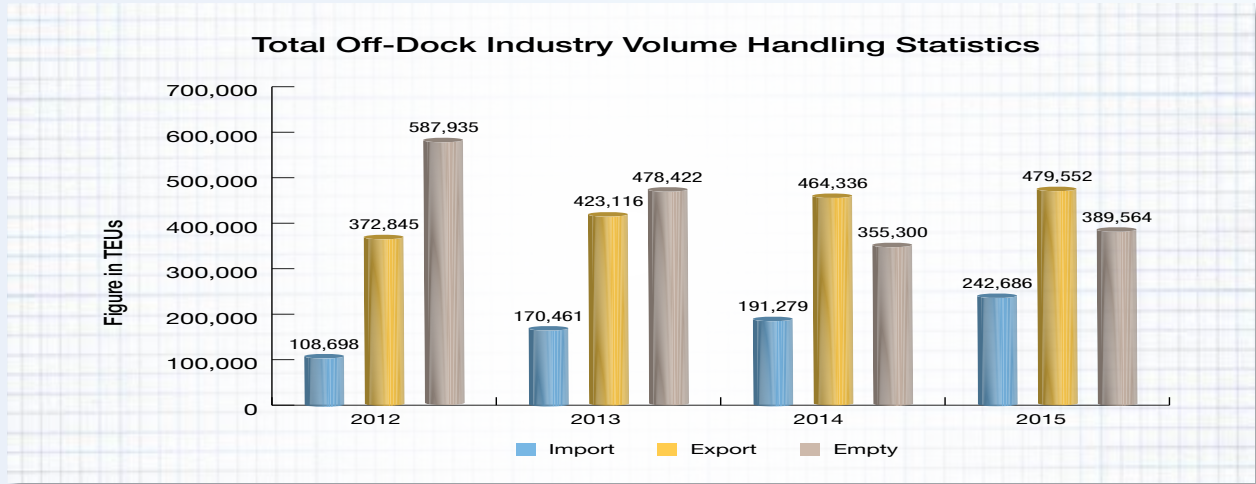
Shareholding Information

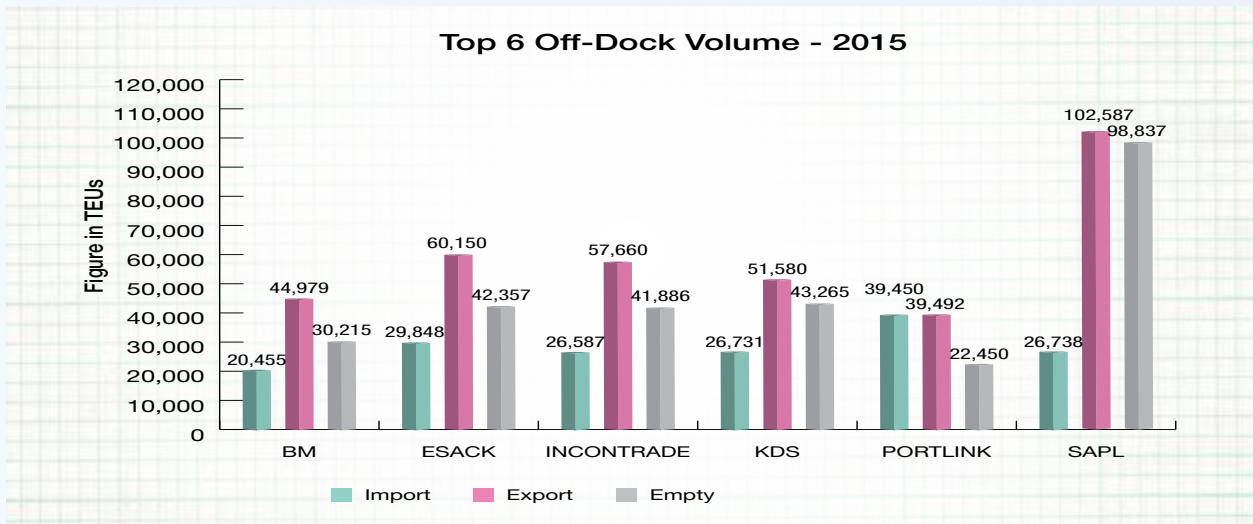
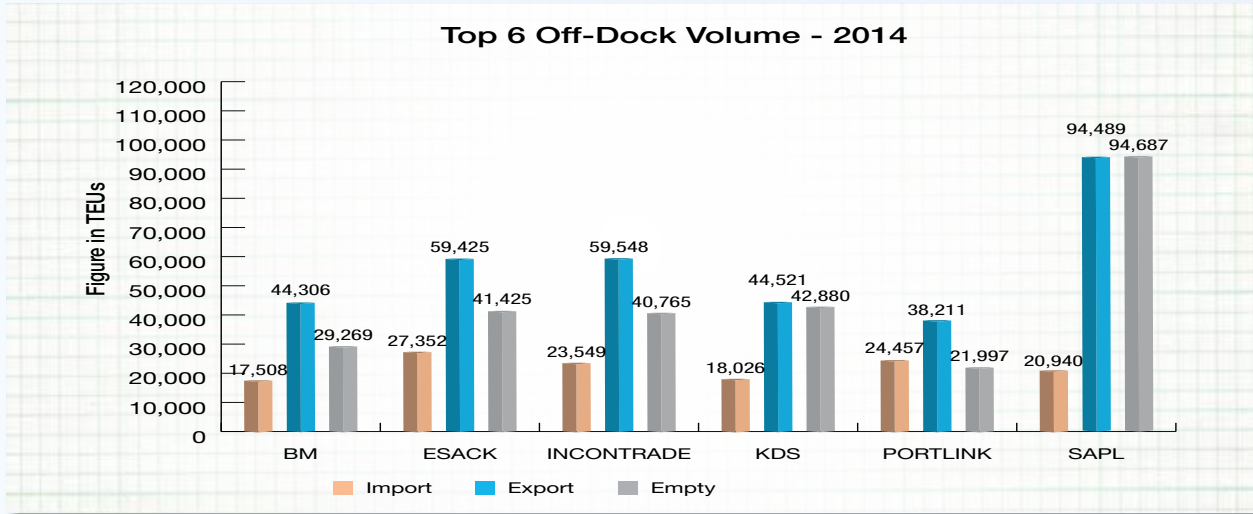
Annexure-3

As on 31st December 2015

Categories of Shareholders	No. of Shareholders	No. of Shares Held
Sponsors:		
Alliance Holdings Limited	1	40,330,244
Summit Holdings Limited	1	13,877,898
Mr. Muhammed Aziz Khan	1	12,080,511
Mrs. Anjuman Aziz Khan	1	8,896,474
Ms. Ayesha Aziz Khan	1	6,323,789
Directors, CEO, Company Secretary, CFO, Head of Internal Audit & Their spouses:		
Mr. Jowher Rizvi, Managing Director	1	8,854,360
Mr. Syed Yasser Haider Rizvi, Addl. Managing Director	1	2,040,274
Mr. Syed Nasser Haider Rizvi, Dy. Managing Director	1	2,040,274
Ms. Azeeza Aziz Khan, Director	1	6,323,789
Mr. Syed Fazlul Haque, Nominee Director AHL & Company Secretary	1	1,189
Captain Asif Mahmood, Nominee Director of AHL	Nil	Nil
Executives of the Company:	Nil	Nil
Shareholders Holding 10% or more voting rights:		
Alliance Holdings Limited	1	40,330,244

Off-Dock Industry Container Handling Statistics





BM	BM Container Depot Limited
ESACK	Esack Brothers Industries Limited -Container Yard
INCONTRADE	Incontrade Limited
KDS	KDS Logistics Limited
PORTLINK	Portlink Logistics Centre Limited
SAPL	Summit Alliance Port Limited

Management Team



Mr. Jowher Rizvi
Managing Director



Mr. Yasser Rizvi
Addl. Managing Director



Mr. Nasser Rizvi
Dpty. Managing Director



Ms. Azeeza Aziz Khan
Director



Mr. Syed Fazlul Haque, FCA
Director & Company Secretary



Captain Asif Mahmood
Director (Project & Procurement)



Capt. Kamrul Islam Mazumder
Executive Director & Chief Operating Officer
(Off Dock)



Md. Abdul Hakim
Chief Operating Officer
(River Terminal)



Md. Mahinul Hoque
General Manager
(Operations, Off Dock)



Mr. Ratan Kumar Nath, FCMA
Addl. General Manager
(Finance & Accounts)



Mr. Aman Ullah Al Kader
Asst. General Manager
(Operations, Off Dock)



Mr. Jainul Abedin
Asst. General Manager
(Legal Affairs)



Ms. Rumi Sen Gupta
Sr. Manager
(HR Department)



Mr. Pankoj Kumar Dey
Sr. Manager
(Head of Internal Audit)

Introducing The Senior Executives

Captain Kamrul Islam Mazumder

Executive Director & Chief Operating Officer (Off Dock)

Capt. Kamrul Islam Mazumder, had his early education at Faujdarhat Cadet College from 1969 to 1975. He passed his HSC in 1975 securing 8th position in the combined list of successful candidates from the Comilla Board. He then graduated from the Bangladesh Marine academy. He passed two professional examinations from Ireland and finally passed his Master Mariner examinations from Liverpool in England. He started his sea career as a cadet with the Bangladesh Shipping Corporation in 1977, later moving to a Hong Kong based Company to serve in various sea-going capacities on board bulk carriers. He commanded bulk carriers from 1992 till 1997 when he left sea to start his shore-based career. Capt. Mazumder joined Maersk Bangladesh Limited as Manager, Chittagong in 1997. During his tenure with Maersk Bangladesh, Capt. Mazumder oversaw pan-country Operations and Security apart from general management of the Chittagong Branch. He last served Maersk Bangladesh Ltd. as General Manager Operations.

Mr. Md. Abdul Hakim

Chief Operating Officer (River Terminal)

Mr. Md. Abdul Hakim, Son of Late Jashem Uddin and Ashiya Khatun were born in 16th June 1964 at Magar Bari, Jamalpur. Mr. Hakim has completed his M.Com (marketing) from University of Rajshahi. Thereafter he involved himself in Summit Industrial & Mercantile Corporation (Pvt.) limited in 1994 and in 1997 he has transferred to Ocean Containers limited (OCL) and was performing his responsibility as General Manager & Head of Operation up to 2012 at Ocean Containers Limited, Chittagong. In May 2012, Mr. Hakim has transferred to Summit Alliance Port Ltd. (River Terminal) situated at Muktarpur under Munshiganj District & presently he is performing as Chief Operating Officer (COO) of the said River Terminal.

Md. Mahinul Hoque

General Manager (Operations, Off Dock)

Md. Mahinul Hoque was born on 1973 and has completed his B.Com (Hons.) & Masters Degree from Chittagong University. Mr. Hoque started his carrier in 2000 with Airlines (GMG Airlines Pvt. Ltd) where he worked for two years as Asst. Manager. After that he joined in MGH Group (Shipping division) in 2002 and worked there for more than 10 years. Before leaving MGH, Mr. Hoque was working as Sr. Manager at Portlink Logistics Centre Ltd. (Operation & Sales), a sister concern of MGH Group. Mr. Hoque joined in this organization on 02 December 2012 and now performing his responsibility as General Manager & Head of Operation of Summit Alliance Port Limited.

Mr. Ratan Kumar Nath, FCMA

Addl. General Manager (Finance & Accounts)

Mr. Ratan Kumar Nath, a qualified Cost and Management Accountant by profession, joined the Company in January 2008 as head of Internal Audit of the Company. Mr. Nath obtained his Masters degree in Accounting from University of Chittagong and subsequently qualified as a Cost & Management Accountant from The Institute of Cost and Management Accountants of Bangladesh (ICMAB). He is now a fellow member of the same Institute. He has 17 years of professional experience. Prior to joining the Company Mr. Nath hold various important position in different organization namely Bangladesh Shipping Corporation (BSC), KDS Group, Abul Khair Group, Meghna Group etc. At Present Mr. Nath has been performing his responsibility as Additional General Manager and Head of Finance and Accounts Department.



Mr. Aman Ullah Al Kader

Asst. General Manager (Operations, Off Dock)

Mr. Aman Ullah Al Kader, Son of Late Md. Mahamudul Haque and Late Mrs. Umma Kulshum was born on 11th March 1971 in Agrabad, Chittagong. Mr. Kader has completed his B.Com (Hons.) degree from Govt. Commerce College under Chittagong University. Thereafter he involved himself in Shipping related works for 16 years working in Birds Bangladesh for 5 years and then in Kuehne Nagel multinational company for 5 years. In 2003 Mr. Kader joined in Ocean Containers Limited as Asst. Manager, Mr. Kader is at present working as Asst. General Manager & Head of Operations of Summit Alliance Port Limited (OCL Depot).

Mr. Jainul Abedin

Assistant General Manager (Legal Affairs)

Mr. Jainul Abedin having his versatile career obtained Masters Degree from Chittagong University in 1973. Thereafter he served as a professor in MES University College, Chittagong up to 1981, following his qualifying in the BCS Admin Cadre in 1982. He served here in various capacities for 17 years and resigned in 1998. After leaving the Govt. service he joined as principal of a non-government English Medium School and served up to 2003. Then, before joining Summit Alliance Port Limited on February, 2008 he served as the General Manager of a shipping company named "Maritime Services Ltd." located at Agrabad, Chittagong. Mr. Abedin although was enrolled as Sr. Manager, Administration, in this organization, has been performing in the Legal Department at present. Above all these, Mr. Abedin was a group commander of our Great Liberation War of 1971 having his another entity as a writer of some books. He underwent training in Law, Survey, Military Affairs, Personnel Management and Container Handling in the Port both at home and abroad.

Ms. Rumi Sen Gupta

Sr. Manager, (HR Department)

Ms. Rumi Sen Gupta, the daughter of Mr. Ranjit Sen Gupta and Mrs. Rita Sen Gupta was born in Anwara, Chittagong. She completed her post graduation with Honors in Economics from Chittagong University. She accomplished her Higher Secondary from Chittagong Govt. College and school certificate from St. Scholastica's Girls' High School. She had also achieved the professional degrees on post graduate diploma in "Personnel Management" from Bangladesh Institute of Personnel Management and the Diploma in "Social Compliance with Bangladesh Labor Law and Human Resource Management" from Bangladesh Institute of Fashion and Technology, Directed by Chittagong BGMEA. She had participated in a training session on ISO 9000:2000 series QMS Auditor / Lead Auditor, organized by DET NORSKE VERITAS (DNV) and honored with a certificate.

Ms. Rumi started her career with KDS Accessories Division (A Sister Concern of KDS Group). She Joined Summit Alliance Port Limited (Former OCL Depot) in 2006 as Asst. Manager – HR Department and currently she is leading Human Resources Department of Summit Alliance Port Limited as Manager.

Mr. Pankoj Kumar Dey

Sr. Manager (Head of Internal Audit)

Mr. Pankoj Kumar Dey, son of Late Nripendra Lal Dey and Mrs. Niva Rani Dey, joined the company, Summit Alliance Port Ltd. in 2005 after completion of Chartered Accountancy Course from Basu Banerjee Nath & Co. Chartered Accountants. During his career with this company, he is still continuing the Chartered Accountancy study and completed 10 subjects out of 18. To boost up his knowledge and to contribute more for the company he was assigned to participate in various training programme in Bangladesh and abroad by the company. As part of his development program, Pankoj attended a short course on "International Training on Ports, Shipping and Container Terminal Management" in Bangkok, Thailand in 2009. Effective from January 2014 he has been performing his responsibility as Head of Internal Audit of the Company.



Audit Committee Report 2015

Pursuant to establishment of Audit Committee of Summit Alliance Port Limited (SAPL) by the Company's Board in its meeting held on 14th March 2012 the Committee subsequently drafted and placed the Audit Committee Charter before the Board which was approved in the Board meeting held on 13th May 2012. The Committee, a sub-committee of the Board, supports the Board in fulfilling its oversight responsibilities.

The Audit Committee of SAPL comprises of the following Board members:

Abdul-Muyeed Chowdhury	Independent Director	Chairman
Lutfi M. Ayub	Independent Director	Member
Ayesha Aziz Khan	Director	Member
Yasser Rizvi	Director	Member
Captain Asif Mahmood	Director	Member

A total of 5 (five) meetings were held since the last Annual General Meeting of SAPL held on 14th March, 2015 including the meeting dated 5th February 2015. Besides Company Secretary who supports the committee as its secretary as well, invitees to the meetings were the CEO and relevant head of other functions as well as representative(s) of External Audit, as required.

Role of the Committee

The Audit Committee's authorities, duties and responsibilities flow from the Board's oversight function and the terms of reference are detailed in Committee Charter approved by the Board. The major responsibilities of the Committee, among others, include:

- Review of the quarterly, half-yearly and annual financial statements and other financial results of the company and, upon its satisfaction of the review, recommend them to the board for approval.
- Monitoring and reviewing the adequacy and effectiveness of the company's financial reporting process, internal control and risk management system.
- Monitoring and reviewing the arrangements to ensure objectivity and effectiveness of the external and internal audit functions. Examine audit findings and material weaknesses in the system and monitor implementation of audit action plans.
- Recommending to the Board for appointment, re-appointment or removal of external auditors.
- Reviewing and monitoring the Company's ethical standards and procedures to ensure compliance with the regulatory and financial reporting requirements.

Activities of the Committee On Company's affairs for the year under report

The Committee during the year 2015 met five times and its activities, among others, include:

- Reviewed, among other issues, the quarterly and half yearly financial statements of the Company and recommended to the Board for adoption and circulation as per the requirement of Bangladesh Securities & Exchange Commission (BSEC).
- Also reviewed the audited financial statements of the Company together with consolidated statements with its subsidiaries for the year ended 31st December 2015 and being satisfied that the critical accounting policies, significant judgments and practices used by the Company are compliant with the required laws and regulations, also confirmed by the external auditor in their independent report, recommended to Board for adoption.
- Committee recommended A. Qasem & Co, Chartered Accountants, for appointment as the external auditors of the Company for the next financial year and untill holding of 13th Annual General Meeting of the Company.
- Committee reviewed the effectiveness of internal financial control and the internal audit procedures.
- Reviewed the recurrent related party transactions during the year under report.
- Reviewed the external auditors' findings arising from audit, particularly comments and responses given by the management through management letter.
- Reviewed the matters of compliance as per requirements of the Bangladesh Securities and Exchange Commission (BSEC).

The committee is of the opinion that adequate controls and procedures are in place to provide reasonable assurance that the company's assets are safeguarded and the financial position of the Company is adequately managed.

On behalf of the Committee



Abdul-Muyeed Chowdhury
Chairman

CEO and CFO's Declaratino to the Board



Dated: February 22, 2015

The Board of Directors
Summit Alliance Port Limited
18, Kawran Bazar C/A
Dhaka-1215.

Dear Board Members,

Certificate on Financial Statements per condition No. 6 of the Notification: SEC/CMRRCD/2006-158/134/Admin/44 issued by Bangladesh Securities and Exchange Commission dated 7th August 2012 on Corporate Governance

This is to certify that:

- We have reviewed financial statements for the year ended 31st December, 2015 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- 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.
- There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the Company's code of conduct.

Thanking you.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Jowher Rizvi'.

Jowher Rizvi
Managing Director

A handwritten signature in black ink, appearing to read 'Syed Fazlul Haque'.

Syed Fazlul Haque
Finance Director

CORPORATE OFFICE: The Alliance Building, 63 Pragati Sarani, Baridhara, Dhaka - 1212, Tel: +88 02 8831704, 8831893, 9840194, Fax: +88 02 9891759, **Head Office & OFF-DOCK:** Katghar, South Patenga, Chittagong - 4204, Tel: +88 031 2500703, 2500933-4, **RIVER TERMINAL:** West Muktarpur, (Near 6th China-Bangladesh Friendship Bridge), Panchashar, Munshiganj

Financial Statements

for the year ended 31 December 2015



AUDITORS' REPORT

To the Share Holders of Summit Port Limited

We have audited the accompanying consolidated financial statements of Summit Alliance Port Ltd., which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year end 31 December 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS) and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

We are not auditors of the subsidiary companies included in the Consolidated Financial Statements.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Summit Alliance Port Ltd. as at 31 December 2015 and its financial performance and its cash flows for the year ended 31 December 2015 in accordance with Bangladesh Financial Reporting Standards (BFRS), and comply with the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

We also report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c. The financial statements dealt with by the report are in agreement with the books of account and returns; and
- d. The expenditure incurred and payments made were for the purposes of the Companies' business.

Dated, Dhaka
22 February 2016



A. Qasem & Co.
Chartered Accountants


CONSOLIDATED AND SEPARATE STATEMENT OF FINANCIAL POSITION as at 31 December 2015


Notes	Amount in Taka							
	As at 31 December 2015		Restated Position as at 31 December 2014		Restated Position as at 01.01.2014			
	Consolidated	Separate	Consolidated	Separate	Consolidated	Separate		
Assets:								
Non Current Assets:								
	Property, Plant and Equipment	4	6,038,200,973	5,984,218,553	5,206,645,545	5,146,660,433	4,601,436,667	4,601,436,667
	Asset in Transit		-	-	-	-	22,729,733	-
	River Terminal Work-in-progress	5	2,096,584,064	2,096,584,064	3,494,505,335	3,494,505,335	777,872,603	777,872,603
	Preliminary Expenses		-	-	-	-	105,400	-
	Intangible Asset: Goodwill		999,975	-	999,975	-	999,975	-
	Investment in Subsidiaries	7	-	190,367,050	-	190,367,050	-	190,367,050
			8,135,785,012	8,271,169,667	8,702,150,855	8,831,532,818	5,403,144,378	5,569,676,320
Current Assets:								
	Accounts Receivable	8	121,741,968	121,741,968	109,712,101	109,712,101	98,880,671	98,880,671
	Intercompany Account - CTSL	24	-	5,038,724	-	32,168	-	25,416,674
	Financial Assets Available for Sale	9	24,359,022	24,359,022	78,048,209	78,048,209	74,317,107	74,317,107
	Other Receivable	9A	726,004	-	30,868,655	30,868,655	203,156,321	203,156,321
	Advances, Deposits & Prepayments	10	117,291,180	116,721,180	299,553,722	299,549,137	121,865,158	121,865,158
	Inventories	11	3,505,926	2,723,946	4,602,094	3,076,119	2,378,914	2,378,914
	Cash & Cash Equivalents	12	241,851,539	241,266,470	96,386,960	95,614,092	22,468,414	17,641,329
			509,475,639	511,851,310	619,171,741	616,900,481	523,066,585	543,656,174
	Total Assets:		8,645,260,651	8,783,020,977	9,321,322,597	9,448,433,300	5,926,210,964	6,113,332,495
Equity and Liabilities:								
Shareholders' Equity:								
	Issued, Subscribed and Paid Up-Capital	13	1,717,623,300	1,717,623,300	1,635,831,720	1,635,831,720	1,635,831,720	1,635,831,720
	Revaluation Surplus	14	2,902,490,467	2,902,490,467	4,891,458,469	4,891,458,469	2,505,361,374	2,505,361,374
	Financial Assets-Fair Value Reserve	6	(37,534,217)	(37,534,217)	-	-	-	-
	Capital Reserve		-	-	84,755,887	97,313,337	84,755,887	97,313,337
	Retained Earnings	15	245,675,225	258,316,989	190,193,017	191,258,030	302,260,556	302,260,556
			4,828,254,775	4,840,896,539	6,802,239,093	6,815,861,556	4,528,209,537	4,540,766,987
	Minority Interest	16	19,648	-	9,742	-	20,500	-
			4,828,274,423	4,840,896,539	6,802,248,835	6,815,861,556	4,528,230,037	4,540,766,987
Liabilities:								
Non Current Liabilities:								
	Liability for Gratuity	17	43,228,880	43,228,880	30,666,910	30,666,910	24,022,940	24,022,940
	Deferred Tax Liability	18	247,369,211	247,369,211	193,815,560	193,815,560	180,144,756	180,144,756
	Long Term Loan	19	2,315,366,042	2,287,839,997	220,904,930	180,442,326	94,977,606	94,977,606
			2,605,964,133	2,578,438,088	445,387,400	404,924,796	299,145,302	299,145,302
Current Liabilities and Provisions:								
	Short Term Loan and Overdraft:	20	772,798,756	752,413,156	1,699,522,141	1,679,136,541	773,948,395	773,948,395
	Accounts Payable	21	31,406,319	31,406,319	57,452,459	57,452,459	34,659,408	34,659,408
	Un-claimed Dividend	22	232,438,975	232,438,975	132,941,280	132,941,280	78,202,430	78,202,430
	Provision for Income Tax	23	7,169,935	6,636,532	61,305,266	61,305,266	62,471,642	62,471,642
	Intercompany Account - Cemcor Ltd	24	-	174,702,135	-	174,702,135	-	302,962,258
	Beneficiaries' Profit Participation Fund	25	12,328,095	12,328,095	9,848,425	9,848,425	-	-
	Other Payables	26	154,880,014	153,761,138	112,616,792	112,260,843	149,553,751	21,176,074
			1,211,022,095	1,363,686,350	2,073,686,363	2,227,646,949	1,098,835,626	1,273,420,207
	Total Shareholders Equity and Liabilities		8,645,260,651	8,783,020,977	9,321,322,597	9,448,433,300	5,926,210,964	6,113,332,495
	Net Asset Value (NAV) per share		28	28	42	42	28	28
	Restated Net Asset Value (NAV) per share		-	-	40	40	-	-
	Contingent Liabilities	36	114,293,040	114,293,040	114,293,040	114,293,040	-	-

I Certain amounts shown here do not correspond to the 2014 financial statements and reflect adjustments made, refer to Note 2.5.
I The annexed notes 1 to 38 form an integral part of these financial statements.

For and on behalf of the Board of Directors of SUMMIT ALLIANCE PORT LIMITED


Chairman


Managing Director


Director


Director & Company Secretary

Dated: Dhaka
22 February 2016


A. Qasem & Co.
Chartered Accountants

CONSOLIDATED AND SEPARATE STATEMENTS COMPREHENSIVE INCOME

For the year ended 31 December 2015

		Amount in Taka			
Note	January to December - 2015		January to December - 2014 (Restated)		
	Consolidated	Separate	Consolidated	Separate	
Revenue	27	1,019,786,966	974,024,559	881,718,289	859,903,300
Operating Expenses	28	658,194,947	620,512,201	562,884,520	546,073,531
Gross Profit		361,592,019	353,512,358	318,833,769	313,829,769
General and Administrative Expenses	30	120,427,369	119,689,822	109,680,859	108,890,339
Advertisement & Sales Promotion Expenses	31	154,700	154,700	358,531	358,531
Operating Profit		241,009,950	233,667,836	208,794,379	204,580,899
Other Income	29	2,851,643	2,851,643	1,656,339	1,656,339
Loss on sale of Financial Assets available for sale		12,847,652	12,847,652	-	-
Finance Expenses	32	21,424,613	15,606,507	14,557,993	9,268,742
Profit Before BPPF		209,589,328	208,065,320	195,892,725	196,968,496
Beneficiaries' Profit Participation Fund	25	10,403,266	10,403,266	9,848,425	9,848,425
Profit before Income Tax		199,186,062	197,662,054	186,044,300	187,120,071
Current Income Tax	23	36,401,541	35,868,138	51,509,102	51,509,102
Deferred Tax		13,204,283	13,204,283	16,286,714	16,286,714
Profit after Income Tax		149,580,238	148,589,633	118,248,484	119,324,255
Net Change in Fair Value of Financial Assets Available-for-Sale	9	(5,302,432)	(5,302,432)	3,731,102	3,731,102
Total Comprehensive Income for the year		144,277,806	143,287,201	121,979,586	123,055,357
Profit Attributable to:					
Equity Holders of the Company		149,570,332	148,589,633	118,248,484	119,324,255
Minority Interest-CTSL (Note 16.1)		9,906	-	(10,758)	-
Net Profit after Tax		149,580,238	148,589,633	118,237,726	119,324,255
Earnings per Share (EPS)	34	0.87	0.87	0.72	0.73
Restated Earning per Share (EPS)		-	-	0.69	0.69

I Certain amounts shown here do not correspond to the 2014 financial statements and reflect adjustments made, refer to Note 2.5.

I The annexed notes 1 to 38 form an integral part of these financial statements.

For and on behalf of the Board of Directors of SUMMIT ALLIANCE PORT LIMITED

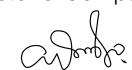

Chairman


Managing Director


Director


Director & Company Secretary

Dated: Dhaka
22 February 2016


A. Qasem & Co.
Chartered Accountants

CONSOLIDATED AND SEPARATE STATEMENT OF CASH FLOWS

For the year ended 31 December 2015

	Amount in Taka			
	January to December - 2015		January to December - 2014	
	Consolidated	Separate	Consolidated	Separate
A. Cash Flow from Operating Activities				
Cash received from Customers and Others	1,032,197,853	986,435,446	850,240,590	850,240,590
Cash paid to Suppliers and Employees	(750,815,222)	(719,178,541)	(473,177,921)	(473,177,921)
Dividend Income	1,495,090	1,495,090	487,619	487,619
Other Income	1,356,553	1,356,553	-	-
Income Tax paid	(29,801,603)	(29,231,603)	(52,675,478)	(52,675,478)
Financial Expenses	(17,582,037)	(11,763,931)	(12,873,919)	(9,268,742)
Net Cash generated from Operating Activities	236,850,634	229,113,014	312,000,891	315,606,068
B. Cash Flow from Investing Activities:				
Acquisition of Property, Plant and Equipments	(232,251,764)	(232,251,764)	(211,969,159)	(171,445,161)
Advance, Deposits and Prepayments	(159,933,256)	(159,937,841)	(177,574,051)	(177,683,979)
River Terminal Project	(801,871,958)	(801,871,958)	(555,671,267)	(555,671,267)
Sale of financial assets	51,390,327	51,390,327	9,300,000	9,300,000
Net Cash used in Investing Activities	(1,142,666,651)	(1,142,671,236)	(935,914,477)	(895,500,407)
C. Cash Flow from Financing Activities:				
Short Term Loan	(154,836,999)	(154,836,999)	(421,149,558)	(441,535,158)
Long Term Loan	2,082,227,304	2,095,163,863	125,927,324	85,464,720
Inter Company Transaction-CTSL	-	(5,006,555)	48,528,876	69,412,050
Dividend Paid	(60,845,162)	(60,845,162)	(190,635,908)	(190,635,908)
Net Cash (used)/generated from Financing Activities	1,866,545,143	1,874,475,147	(437,329,266)	(477,294,296)
Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	960,729,126	960,916,925	(1,061,242,852)	(1,057,188,635)
Cash and Cash Equivalents at the beginning of the year	(1,038,774,438)	(1,039,547,306)	22,468,414	17,641,329
Cash and Cash Equivalents at the end of the year	(78,045,312)	(78,630,381)	(1,038,774,438)	(1,039,547,306)
Net Operating Cash Flow per share	1.38	1.33	1.91	1.93
Net Operating Cash Flow per share-Restated	-	-	1.82	1.84

Note: Cash and Cash Equivalents at as at 31st December is made up as under

Overdraft Balance	(319,896,851)	(319,896,851)	(1,135,161,398)	(1,135,161,398)
Cash at Bank & in hand	241,851,539	241,266,470	96,386,960	95,614,092
	(78,045,312)	(78,630,381)	(1,038,774,438)	(1,039,547,306)

- I Certain amounts shown here do not correspond to the 2014 financial statements and reflect adjustments made, refer to Note 2.5.
- I The annexed notes 1 to 38 form an integral part of these financial statements.

For and on behalf of the Board of Directors of SUMMIT ALLIANCE PORT LIMITED



Chairman



Managing Director



Director



Director & Company Secretary

Dated: Dhaka
22 February 2016

A. Qasem & Co.
Chartered Accountants

STATEMENT OF CHANGES IN EQUITY

as at 31 December 2015

Particulars	Separate					Amount in Taka	
	Share Capital Capital	Revaluation Surplus Surplus	Capital Reserve	Financial Assets Fair Value Reserve	Retained Earnings Earnings	Total	
Balance as on 01 January, 2014	1,635,831,720	2,505,361,373	97,313,337	-	302,260,556	4,540,766,986	
Net Profit after Tax for the year	-	-	-	-	119,324,255	119,324,255	
Cash Dividend 15% for 2013	-	-	-	-	(245,374,758)	(245,374,758)	
Assets Revaluation - 2014	-	2,400,457,972	-	-	-	2,400,457,972	
Depreciation on Revalued amount	-	(15,047,977)	-	-	15,047,977	-	
Provision for Deferred Tax Liability	-	2,615,910	-	-	-	2,615,910	
Adjustment for sale of Assets	-	(5,659,911)	-	-	-	(5,659,911)	
Net Change in fair value of Assets on 31.12.2014	-	3,731,102.00	-	-	-	3,731,102	
Balance as on 31 December, 2014	1,635,831,720	4,891,458,469	97,313,337	-	191,258,030	6,815,861,556	

Particulars	Separate					Amount in Taka	
	Share Capital Capital	Revaluation Surplus Surplus	Capital Reserve	Financial Assets Fair Value Reserve	Retained Earnings Earnings	Total	
Balance as on 01 January, 2015	1,635,831,720	4,891,458,469	97,313,337	-	191,258,030	6,930,965,835	
Net Profit after Tax for the year	-	-	-	-	148,589,633	148,589,633	
Cash Dividend @10% for 2014	-	-	-	-	(163,583,178)	(163,583,178)	
Stock Dividend @5% for 2014	81,791,580	-	-	-	(81,791,580)	-	
De-recognition of Asset Valuation-2014	-	(2,001,160,860)	-	-	-	(2,001,160,860)	
Excess provision made earlier year now added back	-	-	-	-	61,305,269	61,305,269	
Adjustment for depreciation for decrease in revaluation of building	-	9,684,695	-	-	-	-	
Changes in fair value of Financial Assets (Investment) transferred	-	55,097,570	-	-	-	-	
Financial Assets-Fair Value Reserve	-	-	-	(37,534,217)	-	(37,534,217)	
Depreciation on Revalued amount (Note - 4)	-	(5,225,478)	-	-	5,225,478	-	
Deferred Tax Assets on Gratuity Provision	-	-	-	-	-	-	
Capital Reserve transferred to Retained Earnings	-	-	(97,313,337)	-	97,313,337	-	
Provision for Deferred Tax Liability	-	(47,363,929)	-	-	-	(47,363,929)	
Balance as on 31 December ,2015	1,717,623,300	2,902,490,467	-	(37,534,217)	258,316,989	4,840,896,539	

I Certain amounts shown here do not correspond to the 2014 financial statements and reflect adjustments made, refer to Note 2.5.

I The annexed notes 1 to 38 form an integral part of these financial statements.

For and on behalf of the Board of Directors of SUMMIT ALLIANCE PORT LIMITED



Chairman



Managing Director



Director



Director & Company Secretary

Dated: Dhaka
22 February 2016



A. Qasem & Co.
Chartered Accountants

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

as at 31 December 2015

Consolidated	Particulars	Amounts in Taka							Total
		Share Capital	Revaluation Surplus	Retained Earnings	Capital Reserve	Financial Assets- Fair Value Reserve	Minority Interest		
	Company position as on 31st December 2014	1,635,831,720	4,891,458,469	191,258,030	97,313,337	-	-	-	6,815,861,556
	Less :Adjustment for Asset Transferred to SAPL	-	-	-	-	-	-	-	-
	Minority Interest in Wahid Spinning Mills Ltd	-	-	-	-	-	100	-	100
	Minority Interest in Cemcor Ltd	-	-	-	-	-	400	-	400
	Revaluation Surplus of Cemcor Ltd & Wahid Spinning Mills Ltd.	-	-	-	-	-	-	-	-
	Minority Interest in Container Transportation Services Ltd.	-	-	-	-	-	9,242	-	9,242
	Majority Interest in Profit/Loss in CTSL (Note-16.2)	-	-	(1,065,013)	-	-	-	-	(1,065,013)
	Excess payment over face value of Cemcor Ltd.'s Share	-	-	-	(12,557,450)	-	-	-	(12,557,450)
	Balance as on 31st December 2014	1,635,831,720	4,891,458,469	190,193,017	84,755,887	-	9,742	-	6,802,248,835
	Company Position as on 31st Dec, 2015	1,717,623,300	2,902,490,467	258,316,989	-	(37,534,217)	-	-	4,840,896,540
	Minority Interest in Wahid Spinning Mills Ltd.	-	-	-	-	-	100	-	100
	Minority Interest in Cemcor Ltd.	-	-	-	-	-	400	-	400
	Minority Interest in Container Transportation Services Ltd.	-	-	-	-	-	19,148	-	19,148
	Majority Interest in Profit/Loss in CTSL (Note-16.2)	-	-	(84,313)	-	-	-	-	(84,313)
	Excess payment over face value of Cemcor Ltd.'s Share	-	-	(12,557,450)	-	-	-	-	(12,557,450)
	Balance as on 31st December 2015	1,717,623,300	2,902,490,467	245,675,226	-	(37,534,217)	19,648	-	4,828,274,424

! Certain amounts shown here do not correspond to the 2014 financial statements and reflect adjustments made, refer to Note 2.5.
! The annexed notes 1 to 38 form an integral part of these financial statements.


Chairman


Managing Director


Director

For and on behalf of the Board of Directors of SUMMIT ALLIANCE PORT LIMITED


Director & Company Secretary


A. Qasem & Co.
Chartered Accountants

Dated: Dhaka
22 February 2016

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

1. Reporting Entity:

1.1 Company Profile:

Summit Alliance Port Limited (hereinafter referred to as the "Company/SAPL"), initially incorporated as a private limited company under the Companies Act, 1994 on 06 December 2003, was converted into a Public Limited Company on 06 March 2008. The Company's Registered office is at Katghar, South Patenga, Chittagong-4204 with Corporate Office at Summit Centre, 18 Kawran Bazar Commercial Area, Dhaka-1215. With the permission of Securities & Exchange Commission (SEC) vide its letter SEC/CI/IPO-101/08/343 dated 01 July 2008, the company went public and made Initial Public Offer (IPO) of its shares to Public on 01 August 2008 and after completing all the required formalities, the Company commenced trading of its shares through both the bourses of the Country effective from 16 October 2008.

Subsequently pursuant to an application made by the Company along with its subsidiary, Ocean Containers Limited (OCL), under Section 229 read in conjunction with Section 228 of the Companies Act 1994 the High Court Division of the Supreme Court of Bangladesh passed order dated 19 December 2012 in the Company Matter No.225 of 2012, approving amalgamation of OCL with Summit Alliance Port Limited effective from 01 October 2012, the appointed date of the merger. In compliance with the honorable High Court decision, required formalities were complied with and finally OCL was dissolved and ceased to exist and its undertaking was merged and being continued under the name and title of Summit Alliance Port Limited.

The principal activity of the Company/Group is to provide Off-Dock services as Inland Container Depot (ICD) with facilities for Empty Container Storage and Container Freight Station (CFS) for handling both import and export cargo.

Besides, establishment of the company's River Terminal on its 15 acres of freehold land on the bank of river Dhaleswary in Mukhterpur under Munshigonj district, the first of its kind in the country's private sector, is almost complete barring receipt of Bond license from NBR. The River Terminal being similar in certain respect to the off-dock establishment, shall have the bonded warehouse facilities with required handling equipment for container freight station to handle export and import cargo as well as for storage of empty containers. In addition the company shall provide container vessels for transportation of cargo to and from Chittagong Port. Once operational this facility shall help the exporters and importers to be competitive by transporting cargo by less costly river transportation as well as it will help ease the pressure on the already overburdened Dhaka-Chittagong highway.

Profiles of the subsidiaries of the Company are as follows:

Cemcor Limited (Cemcor) is a private limited company incorporated in Bangladesh under the Companies Act, 1994. Cemcor, in turn acquired 100% shares of Wahid Spinning Mills Limited (WSML) from its promoters on 19 September 1999. WSML was incorporated in Bangladesh as a private limited company on 06 September 1999 under the Companies Act, 1994. SAPL acquired Cemcor on 24 August 2009 in order to build a riverine port. Initially at the initiative of SAPL, the parent company, establishment of a River Terminal was taken in hand by Cemcor on the 14 acres of contiguous land, owned by Cemcor and WSML, on the bank of river Sitolakkha in Mukhterpur under Munshigonj district but subsequently the land with the structures so far built was acquired by SAPL at mutually agreed price. The two subsidiaries are non-operative.

The Company also formed another 100% owned Subsidiary under the name of "Container Transportation Services Limited (CTSL)" for transportation of containers (empty/ladden) from/to depot. CTSL was incorporated as private limited company on 25 November 2013 under the Companies Act 1994 and started its commercial operation from July 2014.

2. Basis of Preparation:

2.1 Statement of Compliance:

These financial statements (including consolidations) have been prepared in accordance with the International Accounting Standards (IASs)/International Financial Reporting Standards (IFRSs), so far adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) as Bangladesh Accounting Standards (BAS)/Bangladesh Financial Reporting Standards (BFRS), the Companies Act 1994, the Securities & Exchange Rules 1987, the Income Tax Ordinance 1984 and other applicable laws in force.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

The financial statements were authorised for issue by the Company's Board of Directors in its meeting held on 22 February 2016. The following Bangladesh Financial Reporting Standards/Bangladesh Accounting Standards adopted by the ICAB, have been considered while preparing these financial statements:

Title of BAS/BFRS, Effective Date-

BAS 1: Presentation of Financial Statements

BAS 2: Inventory

BAS 7: Statement of Cash Flows

BAS 8: Accounting Policies, Changes in Accounting Estimates and Errors

BAS 10: Events After the Reporting Period

BAS 12: Income Taxes

BAS 16: Property, Plant and Equipment

BAS 17: Leases

BAS 18: Revenue

BAS 19: Employee Benefits

BAS 21: The Effects of Changes in Foreign Exchange Rates

BAS 23: Borrowing Costs

BAS 24: Related Party

BAS 32: Financial Instruments: Presentation

BAS 33: Earnings Per Share

BAS 36: Impairment of Assets

BAS 37: Provisions, Contingent Liabilities and Contingent Assets

BAS 38: Intangible Assets

BAS 39: Financial Instruments Recognition and Measurement

BFRS 7: Financial Instrument Disclosure

BFRS 10: Consolidated Financial Statements

2.2 Basis of Measurement:

The financial statements have been prepared on historical cost basis, except lands, buildings and other constructions and container handling equipment which have been valued at fair value cost. Financial assets and financial liabilities have been stated at "fair value".

2.3 Use of estimates and judgments :

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

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

In particular, the use of estimates and judgments have most significant effect on the amounts recognized in Notes on Property, Plant and Equipment, Prepayments, Revaluation Surplus, Provision for Gratuity and Provision for Income Tax.

The financial statements are presented in Bangladesh Taka which is the Company's functional and presentational currency.

2.4 Comparative information and General:

Comparative information has been disclosed in respect of the year 2014 for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.

2.5 Change in Accounting Policy: Accounting for Deferred Tax

Company has changed its accounting policy during the year with respect to provision for 'Deferred Tax' arising due to

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

temporary difference between accounting and tax depreciation to remain compliant with stipulation of BAS-12. This change in policy was applied retrospectively and in accordance with BAS 8. The following table summarizes the adjustments made to the Statement of Financial Position on implementation of the policy as changed:

Deferred Tax	<u>Taka</u>
As reported in audited Financial Statements for 2014	81,327,191
Add: Impact of Provision for prior years (Note 18)	<u>98,817,565</u>
Restated balance as on 1 January 2014	180,144,756
Add: Provision for the year 2014	16,286,714
	<u>196,431,470</u>
Less: Adjustment of Deferred Tax Provision for Revaluation	<u>(2,615,910)</u>
Restated balance as on 31 December 2014	193,815,560

Retained Earnings	<u>Taka</u>
As reported in audited Financial Statements for 2014	401,078,121
Less: Impact of Provision for prior years (Note 18)	<u>(98,817,565)</u>
Restated opening balance	302,260,556
Profit during the year 2014	118,248,484
Minority interest	10,758
Cash dividend	<u>(245,374,758)</u>
Depreciation on Revaluation (Note 4)	15,047,977
Closing balance as at 31 December 2014	190,193,017

Effect of Change in Comprehensive Income for the year ended on 31st December 2014:

	<u>Consolidated</u>	<u>Separate</u>
Profit after tax as per audited Financial Statements for the year 2014	134,535,198	135,610,969
Less: Effect of Deferred Tax Provision for the year	<u>(16,286,714)</u>	<u>(16,286,714)</u>
Restated Net Profit after Tax	118,248,484	119,324,255

2.6 Going concern :

The Company has adequate resources to continue its operations in the foreseeable future. The Directors therefore continue to adopt going concern basis in preparing the financial statements. Resources of the Company and its ready access to credit facilities ensure sufficient fund to meet the present requirements of its existing business and operations.

2.7 Level of precision :

All financial figures expressed in Taka have been rounded off to its nearest value/integer.

2.8 Reporting period :

The financial period of the Company under this reporting covers the period from 1 January to 31 December 2015.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

3. Significant Accounting Policies:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

3.1 Basis of Consolidation:

Subsidiaries are entities controlled by the parent Company and their accounts are fully consolidated.

The Accounting policies of Subsidiaries have been changed where necessary to align with the policies adopted by the Group. The financial statements of the subsidiaries have been consolidated with those of Summit Alliance Port Limited in accordance with **BFRS 10: Consolidated Financial Statements**. Intra-group balances and transactions as well as any unrealized income and expenses arising from intra-group transactions are eliminated in preparing consolidated financial statements.

3.2 Property, Plant & Equipment:

i. Recognition and measurement

Items of Property, Plant and Equipment (PPE) are initially measured at cost. After initial recognition, items of PPE are carried at cost less accumulated depreciation and impairment loss. Cost includes expenditures that are directly attributable to the acquisition of an item of PPE. Borrowing costs directly attributable to the construction of plants are included in the cost of those plants.

ii. Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day to day servicing of property, plant and equipment are recognized in Comprehensive Income Statement as and when incurred.

iii. Revaluation

Following the current cost accounting method, Company's Land, Civil Works & Structures are revalued at periodical interval in compliance with BAS-16: Property, Plant & Equipment read in conjunction with BSEC Notification SEC/CMRRCD/2009-193/150/Admin, dated 18 August 2013. After 2011, revaluation was carried out and recognized in the Financial Statements as at 31 December 2014 along with those of its subsidiaries. The revaluation, conducted by Shafiq Basak & Co. Chartered Accountants, resulted in cumulative revaluation surplus net after depreciation and other adjustments amounted to Tk. 4,891.5 million as on 31 December 2014 including River Terminal Asset. However, since according to BSEC notification referred to above has barred upward revaluation of an asset within two years of its acquisition even if the fair value of the asset materially differs from its carrying amount, revaluation effect of several assets that did not meet the criteria of the BSEC notification under reference as on 31 December 2014, have been de-recognized in preparation of the Financial Statements as on 30 June 2015. This has resulted in consequential decrease in NAV on 31 December 2015 compared to that of 2014.

iv. Depreciation

Depreciation is recognized in the Statement of Comprehensive Income on the reducing balance method over the estimated useful life of each PPE. It has been observed that under certain categories of Assets, depreciation has been charged at a rate substantially higher than what it should be based on estimated useful life of the same. Accounting depreciation rates of PPEs are as follows:

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

Name of Assets	Rates (%)
Furniture and Fixture	15
1st Class Construction	2.5
Other than 1st class construction	10
Vehicle	20
Steel Structures	2.5
Office Equipment	20
Electrical Equipment	20
Container Handling Equipment	10

iv. Gain or loss on disposal

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in the statement of comprehensive income. No depreciation is charged on assets at the time of disposal or retirement.

3.3 Intangible Asset: Goodwill

Intangible Asset has been recognized in compliance with BAS 38: Intangible Asset. The intangible asset as booked is the excess of cost of investments over value of assets acquired.

i. Recognition and measurement

Intangible assets that are acquired by the company and have finite useful lives are measured initially at cost. After initial recognition, it is carried at its cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized as per BAS 38-Intangible Assets.

3.4 Lease Assets:

All the lease transactions are classified based on the extent to which risks and rewards incidental to ownership of the assets lie with the lessor or lessee. According to this classification, the lease transactions are identified as finance/operating lease as per the **Bangladesh Accounting Standards No:17 Leases** based on the substance of the transactions, not merely the legal form. However presently the company does not have any leased asset in its possession.

3.5 Inventories :

Inventories are valued at the lower of cost and estimated net realizable value. The cost of inventories is valued at first-in-first-out (FIFO) method and includes expenditures for acquiring the inventories and bringing them to their existing location and condition. Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and selling expenses. When inventories are used, the carrying amount of those inventories are recognized in the period in which the related revenue is recognized.

3.6 Foreign currency transactions:

Foreign currency transactions are translated into Bangladesh Taka at the rate ruling on the transaction date. All monetary assets and liabilities at the statement of financial position date are retranslated using rates prevailing on that date. In accordance with Schedule-XI of the Companies Act 1994 all differences arising on outstanding foreign currency loans are adjusted against the project cost for which such foreign currency borrowing took place. This treatment is not in accordance with BAS-21: The Effects of changes in Foreign Exchange Rates, which requires all differences arising from foreign exchange transactions to be recognized in the comprehensive income statement. However management feels the impact on profit due to difference in treatment is immaterial.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

3.7 Employee benefits :

i. Provident fund

The Company operates a contributory provident fund for all its permanent employees duly recognized by Commissioner of Taxes, Taxes Zone-2, Chittagong vide its memo A:S:/5P-1/PF/Chitt-2/2008 dated December 12, 2008 to which both the employees and the employer equally contribute 10% of the basic pay each, which is invested outside the Group.

ii. Gratuity scheme

The Company also operates an unfunded Gratuity Scheme for its permanent employees, provision for which is made on the basis of latest applicable basic multiplied by length of service with the Company as per the Gratuity Rule. Though no valuation was done to quantify actuarial liabilities as per the **Bangladesh Accounting Standard 19: Employee Benefits**, such valuation is not likely to yield a result significantly different from the current provision.

iii. Beneficiaries' Profit Participation Fund

In terms of amendment in the Bangladesh Labor (Amendment) Act 2013, with the approval of Board of Directors, the Company has introduced BPPF effective from 2014 and accordingly due provisions at 5% of the Net Profit before Tax is made by the company. The Company has also formed Trustee Board for the management of the fund.

3.8 Revenue Recognition Policy:

Revenue from service is measured at the fair value of the consideration received or receivable, net of allowances, discounts and rebates, if any. Revenue is recognized, in compliance with the requirements of BAS 18-Revenue, when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs can be estimated reliably and there is no continuing management involvement with the service.

3.9 Taxation :

Current tax

Provision for income tax has been made in the Accounts at the ruling rate prescribed in the Income Tax Ordinance 1984.

Deferred tax :

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they are reversed, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

Due provision has been made for all deferred tax liability net after adjustment for deferred tax assets as per BAS-12: Income Tax and changed its accounting policy accordingly. Policy Note on the issue is given in Note-2.5 above. Deferred tax is determined at the effective income tax rate prevailing at the reporting date.

3.10 Provisions:

A provision is recognized on the date of Statement of Financial Position if, as a result of past events, the Company has a present legal and constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefit will be required to settle the obligation.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

3.11 Financial Income & Expenses:

Finance income comprises interest income and dividend income on funds invested. Interest income is recognized on maturity.

Finance expense comprises interest expenses on loan, overdraft and bank charges. All borrowing costs are recognized in the Statement of Comprehensive Income using effective interest method except to the extent that are directly attributable to the construction of plants which is capitalized in accordance with **BAS 23: Borrowing Cost**.

3.12 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of an entity and financial liability or equity instrument of another entity.

3.12.1 Financial Assets:

Financial assets carried in the statement of financial position include cash and cash equivalents, trade and other receivable and deposits.

The Group initially recognises receivables and deposits on the date they are originated. All other financial assets are recognized initially on the date at which the Group becomes a party to the contractual provisions of the transaction.

The Group derecognises a financial asset when the contractual rights or probabilities of receiving cash flows from the asset expires or it transfers the right to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

a Cash and Cash Equivalents:

This comprises cash in hand and at banks which are available for use of the Company without any restrictions. For the purpose of cash flow statement, cash and cash equivalents comprise cash in hand, deposits held at financial institutions and short term highly liquid investments. Bank overdrafts that are repayable on demand and form integral part of the Company's cash management are included as a component of cash and cash equivalent for the purpose of Cash Flow Statement. Cash flows from operating activities have been presented under direct method.

b Trade Receivables:

Trade receivable consists of unpaid bill by the receivers of off-dock services and are initially recognized at original invoice amount. However, receivables are subsequently measured at the remaining amount less allowances for doubtful debts, discount, if any, at the period end.

c Available-for-sale of financial assets :

Available-for-sale of financial assets that are non-derivative financial assets are designed as available for sale by the Company. Subsequent to initial recognition at cost, the assets are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented under Equity as 'Financial Assets-Fair Value Reserve'. When an investment is derecognised, the gain or loss accumulated in equity is reclassified as profit or loss.

3.12.2 Financial Liabilities:

Other than debt securities and subordinated liabilities those are recognized on the date they originate, the company recognizes all other financial liabilities initially on the transaction date at which the Company becomes a party to the contractual provisions of the liability. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial liabilities include loans & borrowings, finance lease obligation, accounts payables and other payables.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

3.13 Earnings per Share:

i. Basic EPS

Basic earning per share is calculated by dividing the net profit/loss for the year attributable to ordinary shareholders by the applicable weighted number of ordinary shares outstanding during the year.

ii. Diluted EPS

Diluted earnings per share is calculated by dividing the net profit/loss for the year attributable to ordinary shareholders by the weighted number of ordinary shares outstanding during the year after adjustment for the effects of all dilutive potential ordinary shares.

3.14 Events after the reporting period:

Events after the reporting period that provide additional material information about the Company's position at the date of reporting are reflected in the financial statements. The events after the reporting period that are not adjusting events are disclosed in the notes, if considered material.

3.15 The Board of Directors in its meeting held on 22 February 2016 has proposed Stock Dividend 10% for the year 2015.

3.16 Contingencies:

Contingencies arising from claim, litigation, assessment, fines, penalties and similar items are recorded when it is probable that a liability has been incurred and the amount can reasonably be measured. Details of contingencies as on Statement of Financial Position date are shown separately under note no. 36.

3.17 Dividend Policy:

Company has not yet formulated any specific dividend policy but maintaining a sustainable distribution of profit through cash dividend and stock dividend for the last few years. Details of preceding years are given below:

Years	Cash Dividend	Stock Dividend
2009	20%	10%
2010	50%	25%
2011	10%	10%
2012	10%	10%
2013	15%	Nil
2014	10%	5%

3.19 General:

Comparative Figures for the prior year 2014 have been rearranged, wherever considered necessary, to ensure comparability with the current year.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

4. PROPERTY, PLANT AND EQUIPMENT

Separate - SAPL Only

Particulars	Amount in Taka							
	Land	Building and other Construction	Electrical Equipment	Container handling Equipment	Furniture and Fixtures	Office Equipment	Motor Vehicles	Total
Cost as on 01.01.2015	738,826,062	1,162,623,467	59,163,259	413,349,221	25,222,024	31,618,561	35,391,078	2,466,193,672
Additions during the year	182,985,635	98,740,819	365,049	5,958,243	1,456,882	2,569,070	11,053,751	303,129,449
Transferred from RTP	747,752,569	-	-	-	-	-	-	747,752,569
Disposal / Transferred during the year	(122,057,430)	-	-	-	-	-	-	(122,057,430)
Total Cost	1,547,506,836	1,261,364,286	59,528,308	419,307,464	26,678,906	34,187,631	46,444,829	3,395,018,260
Revaluation as on 1.1.2015	3,034,472,438	63,042,853	379,743	79,193,818	-	844,000	2,675,549	3,180,608,401
De-recognition of Valuation during the year	(26,261,301)	-	-	-	-	-	-	(26,261,301)
Adjustment of Revaluation-2014	(25,500,000)	-	-	-	-	-	-	(25,500,000)
Total Revaluation as on 31.12.2015	2,982,711,137	63,042,853	379,743	79,193,818	-	844,000	2,675,549	3,128,847,100
Gross Block as on 31.12.2015	4,530,217,973	1,324,407,139	59,908,051	498,501,282	26,678,906	35,031,631	49,120,378	6,523,865,360
Rate of Depreciation (%)	-	2.50%	20%	10%	15%	20%	20%	
Accumulated Depreciation as on 1.1.2015:	-	120,043,074	34,392,335	186,334,201	12,118,767	20,068,528	21,701,320	394,658,225
On cost	-	72,727,548	220,288	30,700,356	-	707,064	1,128,160	105,483,416
Total	-	192,770,622	34,612,623	217,034,557	12,118,767	20,775,592	22,829,480	500,141,641
Depreciation during the year:	-	9,343,545	4,954,185	22,653,206	1,965,489	2,310,007	2,737,952	43,964,383
On cost	-	-	31,891	4,849,346	-	27,387	316,854	5,225,478
Total	-	9,343,545	4,986,076	27,502,552	1,965,489	2,337,394	3,054,805	49,189,861
Accumulated Depreciation written off during the year:	-	-	-	-	-	-	-	-
On cost	-	9,684,695	-	-	-	-	-	9,684,695
Total	-	9,684,695	-	-	-	-	-	9,684,695
Written Down Value as on 31st December 2015	1,547,506,836	1,131,977,667	20,181,788	210,320,057	12,594,650	11,809,096	22,005,557	2,956,395,652
Revaluated	2,982,711,137	-	127,564	43,644,116	-	109,549	1,230,535	3,027,822,901
Net Block as on 31.12.2015	4,530,217,973	1,131,977,667	20,309,352	253,964,173	12,594,650	11,918,645	23,236,093	5,984,218,553
Net Block as on 31.12.2014	3,773,298,500	1,032,895,700	24,930,380	275,508,478	13,103,258	11,686,969	15,237,148	5,146,660,433

Depreciation Charged to Statement of Comprehensive income:

Taka		
On Cost	On Revaluation	Total
Operating Expenses	4,881,237	41,832,173
Administrative Expenses	344,241	7,357,688
Total	5,225,478	49,189,861

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

4. PROPERTY, PLANT AND EQUIPMENT Consolidated (SAPL and CTSL)

Particulars	Amount in Taka							
	Land	Building and other Construction	Electrical Equipment	Container handling Equipment	Furniture and Fixtures	Office Equipment	Motor Vehicles	Total
Cost as on 01.01.2015								
SAPL	738,826,082	1,162,623,467	59,163,259	413,349,221	25,222,024	31,618,561	35,391,078	2,466,193,672
CTSL	-	-	-	63,082,123	-	57,095	-	63,139,218
Additions during the year-SAPL	182,985,635	98,740,819	365,049	5,958,243	1,456,882	2,569,070	11,053,751	303,129,449
Transferred from RTP	747,752,569	-	-	-	-	-	-	747,752,569
Disposal /Transferred during the year-SAPL	(122,057,430)	-	-	-	-	-	-	(122,057,430)
Total Cost	1,547,506,836	1,261,364,286	59,528,308	482,389,587	26,678,906	34,244,726	46,444,829	3,458,157,478
Revaluation as on 1.1.2015-SAPL	3,034,472,438	63,042,853	379,743	79,193,818	-	844,000	2,675,549	3,180,608,401
De-Recognition of Valuation during the year-SAPL	(26,261,301)	-	-	-	-	-	-	(26,261,301)
Adjustment of Revaluation-2014-SAPL	(25,500,000)	-	-	-	-	-	-	(25,500,000)
Total Revaluation as on 31.12.2015	2,982,711,137	63,042,853	379,743	79,193,818	-	844,000	2,675,549	3,128,847,100
Gross Block as on 31.12.2015	4,530,217,973	1,324,407,139	59,908,051	561,583,405	26,678,906	35,088,726	49,120,378	6,587,004,578
Rate of Depreciation (%)	-	2.50%	20%	10%	15%	20%	20%	20%
Accumulated Depreciation as on 1.1.2015:								
On cost	-	120,043,074	34,392,335	186,334,201	12,118,767	20,068,528	21,701,320	394,658,225
SAPL	-	-	-	3,154,107	-	-	-	3,154,107
CTSL	-	72,727,548	220,288	30,700,356	-	707,064	1,128,160	105,483,416
Total	-	192,770,622	34,612,623	220,188,664	12,118,767	20,775,592	22,829,480	503,295,748
Depreciation during the year:								
On cost	-	-	-	-	-	-	-	-
SAPL	-	9,343,545	4,954,185	22,653,206	1,965,489	2,310,007	2,737,952	43,964,383
CTSL	-	-	-	5,992,801	-	9,890	-	6,002,691
On Revaluation-SAPL	-	-	31,891	4,849,346	-	27,387	316,854	5,225,478
Total	-	9,343,545	4,986,076	33,495,353	1,965,489	2,347,284	3,054,805	55,192,552
Accumulated Depreciation written off during the year:								
On cost	-	-	-	-	-	-	-	-
On Revaluation	-	9,684,695	-	-	-	-	-	9,684,695
Total	-	9,684,695	-	-	-	-	-	9,684,695
Written Down Value as on 31st December 2015								
At Cost	1,547,506,836	1,131,977,667	20,181,788	264,255,272	12,594,650	11,856,301	22,005,557	3,010,378,072
Revaluated	2,982,711,137	-	127,564	43,644,116	-	109,549	1,230,535	3,027,822,901
Net Block as on 31.12.2015	4,530,217,973	1,131,977,667	20,309,352	307,899,388	12,594,650	11,965,850	23,236,093	6,038,200,973
Net Block as on 31.12.2014	3,775,298,500	1,032,895,700	24,930,380	335,436,495	13,118,553	11,728,769	15,237,148	5,206,645,545
Depreciation Charged to Statement of Comprehensive income:								
Operating Expenses	42,943,737	4,881,237	47,824,974					
Administrative Expenses	7,023,337	344,241	7,367,578					
Total	49,967,074	5,225,478	55,192,552					

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as at and for the year ended on 31 December 2015

	Amount in Taka			
	As at 31.12.2015		As at 31.12.2014	
	Consolidated	Separate	Consolidated	Separate
5 River Terminal Work-in-progress				
Opening Balance	3,494,505,335	3,494,505,335	777,872,603	777,872,603
Addition during the year	1,177,173,427	1,177,173,427	767,233,173	767,233,173
Transfer to Land Account	(747,752,569)	(747,752,569)	-	-
Adjustment of cost of Land from SAPL Account	122,057,430	122,057,430		
Asset Revaluation-2014	-	-	1,949,399,559	1,949,399,559
Adjustment with revaluation of 2014 with SAPL Land	-	-		
De-recognition of Asset Valuation-2014 (Refer Note-3.2)	(1,949,399,559)	(1,949,399,559)	-	-
Closing Balance	2,096,584,064	2,096,584,064	3,494,505,335	3,494,505,335
6 Financial Assets: Fair Value Reserve	Taka	Taka		
Cost of Financial Assets as on 01.01.2015	133,145,779	133,145,779		
Less: Fair Value of the same as on 01.01.2015	78,048,209	78,048,209		
Net negative change in fair value of financial assets	55,097,570	55,097,570		
Less Adjustment for investment sold during the year	(15,851,224)	(15,851,224)		
Add Changes in fair value during the period (Note-9)	5,302,432	5,302,432		
Less Provision for Deferred Tax Assets for the year	(7,014,561)	(7,014,561)		
Balance as on 31.12.2015	37,534,217	37,534,217		
7 Investment in Subsidiaries:				
Investment in Cemcor Ltd.	-	188,387,050	-	188,387,050
Investment in Container Transportation Services Ltd. (Note-6.1)	-	1,980,000	-	1,980,000
	-	190,367,050	-	190,367,050

7.1 Investment in Container Transportation Services Ltd

Container Transportation Services Limited is a subsidiary of Summit Alliance Port Limited (SAPL). Its total number of shares is 200,000 @ Tk.10/- each. SAPL owns 98% of its total paid up shares. There is no active market for the shares of these companies to be traded. So, these shares are measured at cost less impairment in accordance with BAS 39.

8.00 Accounts Receivable:

Opening balance	109,712,101	109,712,101	98,880,671	98,880,671
Add Service Sales during the year	974,024,559	974,024,559	881,718,289	859,903,300
Total	1,083,736,660	1,083,736,660	980,598,960	958,783,971
Collection during the year	961,994,692	961,994,692	870,886,859	849,071,870
Closing balance	121,741,968	121,741,968	109,712,101	109,712,101

NB: Details of Accounts Receivables and its ageing are provided in Note: 8.1 and 8.2 .

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	As at 31.12.2015		As at 31.12.2014	
	Consolidated	Separate	Consolidated	Separate
8.1 Accounts Receivable as on 31.12.2015:				
APL Bangladesh Pvt. Ltd.	162,382	162,382	2,778,674	2,778,674
APL Logistics Ltd	13,269,552	13,269,552	14,685,506	14,685,506
APM Global Logistics Ltd	11,388,211	11,388,211	6,386,226	6,386,226
BS Cargo Agency	2,535,816	2,535,816	3,357,760	3,357,760
BIRDS Bangladesh Agencies Ltd	1,609,565	1,609,565	2,519,122	2,519,122
CMA CGM (BD) Shipping Ltd	2,905,488	2,905,488	3,027,466	3,027,466
Columbia Enterprise Ltd	982,780	982,780	1,477,685	1,477,685
Cosco BD Ltd.	5,444,705	5,444,705	795,776	795,776
GP Shipping Lines Ltd	2,272,670	2,272,670	2,832,162	2,832,162
GBX Logistics Ltd	4,322,343	4,322,343	4,194,139	4,194,139
Global Freight Ltd	3,232,402	3,232,402	1,620,873	1,620,873
Hanjin Shipping BD Ltd	3,643,049	3,643,049	1,648,126	1,648,126
JBS Associates	2,629,433	2,629,433	2,636,451	2,636,451
K-Line Bangladesh Ltd	1,773,031	1,773,031	2,140,344	2,140,344
Kuehne + Nagel Ltd.	17,818,596	17,818,596	8,001,976	8,001,976
PIL BD Ltd.	738,818	738,818	980,739	980,739
MB Steam Ship Solution	1,513,521	1,513,521	2,131,018	2,131,018
NYK Line BD Ltd	4,121,149	4,121,149	3,342,405	3,342,405
Maersk Bangladesh Ltd.	16,430,686	16,430,686	14,944,930	14,944,930
Marco Shipping Lines Limited	4,805,906	4,805,906	5,191,294	5,191,294
Continental Traders BD Ltd	1,939,727	1,939,727	5,329,575	5,329,575
Intermodal Pvt Ltd	9,226	9,226	116,947	116,947
Transmarine Logistics Ltd.	1,234,296	1,234,296	4,560,780	4,560,780
Expor Freight Limited	703,410	703,410	909,790	909,790
Ocean International Ltd	1,203,068	1,203,068	696,368	696,368
QC Shipping Lines Ltd	3,142,096	3,142,096	819,175	819,175
ASL Shipping Ltd	332,474	332,474	-	-
Sea Star Shipping Lines Ltd	693,350	693,350	175,837	175,837
Titan Transportation	413,204	413,204	641,014	641,014
Others	10,471,014	10,471,014	11,769,943	11,769,943
Total:	121,741,968	121,741,968	109,712,101	109,712,101

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

9 Financial Assets Available for Sale and its Fair Value:

Particulars	Amount in Taka						
	Investments in Shares (Cost) on 31-12-2014	Investment in Shares (Number) on 31-12-2015	Investments in Shares (Cost) on 31-12-2015	Market Price of Investment on 31-12-2015	Fair value of Investment on 31-12-2015	Fair value of Investment on 31-12-2014	Change in fair value on 31-12-2015 since 31-12-2014
Padma Oil Company Ltd	19,927,532	-	-	-	16,812,919	-	-
Summit Power Limited	46,525,406	44,110	2,214,960	39.00	1,720,290	33,788,796	(494,670)
United Insurance Limited	764,605	6,133	764,605	25.30	155,165	207,909	(52,744)
United Finance Limited	9,049,791	140,262	9,049,791	20.90	2,931,476	3,787,106	(855,630)
People Leasing Limited	30,999,945	617,216	30,999,945	14.30	8,826,189	12,961,549	(4,135,360)
IFIC Bank Limited	2,885,188	57,733	2,885,188	21.20	1,223,940	1,310,298	(86,358)
S Alam Cold Roll Mills Limited	3,378,038	44,000	3,378,038	30.10	1,324,400	1,518,000	(193,600)
Exim Bank Limited	2,053,440	62,008	2,053,440	8.50	527,068	625,729	(98,661)
Power Grid Limited	2,274,425	25,300	2,274,425	45.30	1,146,090	1,022,120	123,970
Bank Asia Limited	2,860,327	97,828	2,860,327	16.20	1,584,814	1,485,215	99,599
ONE Bank Limited	3,584,940	114,703	3,584,940	15.40	1,766,426	1,610,952	155,474
Trust Bank Limited	2,383,945	62,609	2,383,945	24.00	1,502,616	1,109,901	392,715
Baximco Limited	6,453,197	57,030	6,453,197	28.90	1,648,167	1,805,149	(156,982)
PHP First Mutual Fund	5,000	581	5,000	4.10	2,382	2,566	(184)
Total:	133,145,779	1,329,513	68,907,801		24,359,022	78,048,209	(5,302,432)

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

Receivables are unsecured but considered good and represent dues from various clients against services rendered.

Particulars

Loans considered good in respect of which the Company is fully secured.	121,741,968	109,712,101
Loans considered good for which the Company holds no other security other than the debtor's personal security.	Nil	Nil
Doubtful or bad debts	Nil	Nil
Loans considered good, secured by personal liabilities of one or more parties in addition to the personal security of the debtors.	Nil	Nil
Loans due from companies or firms in which the directors of the Company have interest as directors, partners or managing agents or, in the case of private companies, as members.	Nil	Nil

Aging of Accounts Receivable:

Name of the clients	Balance as on 31.12.2015	Age		
		Upto 3 months	From 3 to 6 month	Above 6 month
APL Bangladesh Pvt. Ltd.	162,382	55,875	106,507	-
APL Logistics Ltd	13,269,552	8,797,278	4,472,274	-
APM Global Logistics Ltd	11,388,211	11,388,211	-	-
BS Cargo Agency	2,535,816	2,535,816	-	-
BIRDS Bangladesh Agencies Ltd	1,609,565	1,609,565	-	-
CMA CGM (BD) Shipping Ltd	2,905,488	2,897,921	-	7,567
Columbia Enterprise Ltd	982,780	982,780	-	-
Cosco BD Ltd.	5,444,705	4,950,901	-	493,804
GP Shipping Lines Ltd	2,272,670	2,182,864	89,806	-
GBX Logistics Ltd	4,322,343	4,277,770	-	44,573
Global Freight Ltd	3,232,402	2,724,648	507,754	-
Hanjin Shipping BD Ltd	3,643,049	2,019,845	379,788	1,243,416
JBS Associates	2,629,433	2,629,433	-	-
K-Line Bangladesh Ltd	1,773,031	1,760,655	-	12,376
Kuehne + Nagel Ltd.	17,818,596	15,683,338	2,135,258	-
PIL BD Ltd.	738,818	738,818	-	-
MB Steam Ship Solution	1,513,521	1,366,634	146,887	-
NYK Line BD Ltd	4,121,149	4,121,149	-	-
Maersk Bangladesh Ltd.	16,430,686	16,430,686	-	-
Marco Shipping Lines Limited	4,805,906	4,805,906	-	-
Continental Traders BD Ltd	1,939,727	1,939,727	-	-
Intermodal Pvt Ltd	9,226	9,226	-	-
Transmarine Logistics Ltd.	1,234,296	1,234,296	-	-
Expor Freight Limited	703,410	703,410	-	-
Ocean International Ltd	1,203,068	1,130,388	-	72,680
QC Shipping Lines Ltd	3,142,096	1,975,932	1,166,164	-
ASL Shipping Ltd	332,474	332,474	-	-
Sea Star Shipping Lines Ltd	693,350	693,350	-	-
Titan Transportation	413,204	-	413,204	-
Others	10,471,013	10,471,013	-	-
	121,741,967	110,449,909	9,417,642	1,874,416

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	31.12.2015		31.12.2014	
	Consolidated	Separate	Consolidated	Separate
9A Other Receivables				
Alliance Holdings Ltd.	-	-	29,607,000	29,607,000
Others	-	-	1,261,655	1,261,655
Total	-	-	30,868,655	30,868,655
10 Advances, Deposits & Prepayments:				
Advances:				
For Software development	1,990,000	1,990,000	1,990,000	1,990,000
For Civil work	2,500,000	2,500,000	1,916,172	1,916,172
For Land Purchase (Note-10A)	36,812,360	36,812,360	227,659,960	227,659,960
Against Salary	3,858,731	3,858,731	1,871,662	1,871,662
For VAT (Appeal and Tribunal)	9,728,990	9,728,990	9,728,990	9,728,990
For Car Loan Facility	1,097,443	1,097,443	496,875	496,875
Advance to Beehive for RT Civil Construction Works	10,600,207	10,600,207	12,740,137	12,740,137
For Pre-fabricated Steel Works	17,525	17,525	8,865,180	8,865,180
For Gazipur Project	258,072	258,072	75,528	75,528
Advance Income Tax	570,000	-	-	-
Against Expenses-RT Project (Note-10B)	8,920,265	8,920,265	-	-
Against Expenses-Off-dock (Note-10C)	11,333,063	11,333,063	3,306,302	3,301,717
Total	87,686,656	87,116,656	268,650,806	268,646,221
Deposits:				
VAT Current Account	4,536,869	4,536,869	7,996,546	7,996,546
Security Deposit with CDBL	400,000	400,000	400,000	400,000
Security Deposit for Bond License	5,323,411	5,323,411	4,028,546	4,028,546
Security Deposit with T&T & Ranks Telecom	325,667	325,667	321,767	321,767
Security Deposit for Land -Auction	-	-	7,019,803	7,019,803
LC Margin Deposit	2,290,825	2,290,825	1,330,903	1,330,903
Margin against Bank Guarantee (For Leased vessel CPA)	10,000,000	10,000,000	-	-
Miscellaneous Deposits	45,000	45,000	1,247,100	1,247,100
Security Deposit with PDB & DPDC	2,821,610	2,821,610	2,821,610	2,821,610
Security Deposit for LG	129,880	129,880	-	-
Security Deposit for Warehouse-Gazipur	1,200,000	1,200,000	1,200,000	1,200,000
Security Deposit with Ansar VDP	564,711	564,711	254,253	254,253
Total	27,637,973	27,637,973	26,620,528	26,620,528

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	31.12.2015		31.12.2014	
	Consolidated	Separate	Consolidated	Separate
Prepayments:				
Pre-paid Insurance	523,539	523,539	466,041	466,041
Prepaid Expenses	-	-	2,843,249	2,843,249
Pre-paid Renewal of License	260,817	260,817	806,298	806,298
Pre-paid Office Rent	1,182,195	1,182,195	166,800	166,800
Total	1,966,551	1,966,551	4,282,388	4,282,388
Grand Total	117,291,180	116,721,180	299,553,722	299,549,137

10A Advance for Land Purchase :

Details of advance for land purchase is stated below:

Mr.Shajahan and others	-	-	150,000,000	150,000,000
Mr. Akbar Ali	12,950,000	12,950,000	12,950,000	12,950,000
Mr. Jahangir Alam	9,847,500	9,847,500	4,997,500	4,997,500
Mr.Mofizur Rahman	8,067,400	8,067,400	8,067,400	8,067,400
Mr.Abdur Rahim	2,200,000	2,200,000	2,200,000	2,200,000
Mr.Faiz Ahmed	1,700,000	1,700,000	1,700,000	1,700,000
Chittagong Properties Ltd	-	-	40,000,000	40,000,000
Mr. Yusuf and others	1,500,000	1,500,000	1,500,000	1,500,000
Others	547,460	547,460	6,245,060	6,245,060
Total	36,812,360	36,812,360	227,659,960	227,659,960

10B Against Expenses-RT Project

Bangladesh Survey Organisation	604,800	604,800	-	-
Tritech Engineering Ltd for AC Supply	870,000	870,000	-	-
Hasan Furniture	403,604	403,604	-	-
Continental Equipment for Spare Parts	117,096	117,096	-	-
Marine House-Consultancy for Bow Truster Design	990,000	990,000	-	-
Al-Amin Digital Scales	1,240,000	1,240,000	-	-
Dird Felt Ltd	171,864	171,864	-	-
Alliance Building Materials-Decoration Materials	258,000	258,000	-	-
Dalco Building Systems-For Office Decoration	1,372,044	1,372,044	-	-
Onti Enterprise- Main office building Construction	400,000	400,000	-	-
Bangladesh Centre for Advance Studies for Environmental Issue	350,000	350,000	-	-
To Mr.Monzur Alam Khan-Legal Advisor	500,000	500,000	-	-
HaskoningDHV-Consultancy Fee	651,423	651,423	-	-
Safe Express	700,000	700,000	-	-
Mr.Saibur-For RT Expenses	291,434	291,434	-	-
Total	8,920,265	8,920,265	-	-

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	31.12.2015		31.12.2014	
	Consolidated	Separate	Consolidated	Separate
10C Against Expenses-Off-dock				
For IOU	2,423,610	2,423,610	1,907,542	1,907,542
For Kuehne & Nagel Employee salary	180,438	180,438	361,721	361,721
For APL Logistics Employee salary	659,532	659,532	444,809	444,809
For APM Global Employee salary	130,100	130,100	32,800	32,800
For Diesel Purchase (DO)	1,816,913	1,816,913	-	-
To Material Handling Solution for Spare Parts	485,901	485,901	485,901	485,901
To Bogra Electric & Engineering for Cargo Lift	1,600,000	1,600,000	-	-
To Sun Shine Dairy Farm-For Parking Yard	3,000,000	3,000,000	-	-
Kamal & Son-For Land Development	400,000	400,000	-	-
Claim receivable from Staffs	77,557	77,557	-	-
Capital Marine Services-Spare Parts	110,000	110,000	-	-
Shah Amanat-For Shed Paint	105,600	105,600	-	-
Others	343,412	343,412	73,529	68,944
Total	11,333,063	11,333,063	3,306,302	3,301,717
11 Inventories:				
Stock of Fuel:				
Diesel	2,653,407	1,871,427	3,926,756	2,400,781
Hydraulic Oil	16,187	16,187	-	-
Mobil	525,320	525,320	-	-
Stock of Electrical Goods	311,012	311,012	675,338	675,338
Total	3,505,926	2,723,946	4,602,094	3,076,119
12 Cash and Cash Equivalents:				
Cash in hand	1,466,481	1,456,836	3,408,055	3,373,843
Cash at Bank (Note - 12.1)	240,385,058	239,809,634	92,978,905	92,240,249
Total	241,851,539	241,266,470	96,386,960	95,614,092
NB: Statement of cash at Bank is provided in Note-12.1				
12.1 Cash at Bank:				
Standard Bank Ltd	6,133,556	6,133,556	2,961,658	2,961,658
Trust Bank Ltd	24,204	24,204	49,116	49,116
Jamuna Bank Ltd	36,558,858	36,261,189	1,827,944	1,532,302
HSBC Bangladesh	282,096	282,096	782,660	782,660
Dutch Bangla Bank Ltd	865,602	842,983	1,199,362	1,199,362
Islami Bank Ltd	-	-	1,125	1,125
BRAC Bank Limited	11,452	11,452	12,280	12,280
Southeast Bank Ltd	32,910	32,910	34,210	34,210
Standard Chartered Bank	194,721,585	194,721,585	68,877,728	68,877,728
Uttara Bank Ltd	1,109,048	1,109,048	2,373,530	2,373,530
IFIC Bank Limited	362,240	362,240	1,251,499	1,251,322
Sonali Bank Limited	28,371	28,371	-	-
Premier Bank Ltd.	255,136	-	442,837	-
Eastern Bank Limited	-	-	13,164,956	13,164,956
Total	240,385,058	239,809,634	92,978,905	92,240,249

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

13. Share Capital:

Authorised Capital:

300,000,000 Ordinary shares of Tk 10 each
200,000,000 Ordinary shares of Tk 10 each

Issued, Subscribed and Paid-Up Capital:

171,762,330 Ordinary shares of Tk. 10 each
163,583,172 Ordinary shares of Tk. 10 each

Amount in Taka	
2015	2014
3,000,000,000	-
-	2,000,000,000
1,717,623,300	1,635,831,720

Shareholding position was as follows:

Name of the shareholders	Percentage of shareholdings		Face Value of shares	
	2015	2014	2015	2014
Mr. Muhammed Aziz Khan	7.033	7.033	120,805,110	115,052,490
Mrs. Anjuman Aziz Khan	5.180	5.180	88,964,740	84,728,330
Mr. Jowher Rizvi	5.155	5.155	88,543,600	84,327,240
Mrs. Sobera Ahmed Rizvi	Nil	2.052	Nil	33,562,880
Ms. Ayesha Aziz Khan	3.682	3.682	63,237,890	60,226,570
Ms. Adeeba Aziz Khan	3.682	3.682	63,237,890	60,226,570
Ms. Azeeza Aziz Khan	3.682	3.682	63,237,890	60,226,570
Mr. Yasser Rizvi	1.188	0.162	20,402,740	2,649,750
Mr. Nasser Rizvi	1.188	0.162	20,402,740	2,649,750
Alliance Holdings Limited	23.480	25.704	403,302,440	420,466,470
Summit Industrial & Mercantile Cor. (Pvt) Ltd.	Nil	5.180	Nil	84,728,330
Summit Holdings Limited	8.080	Nil	138,778,980	Nil
Cosmopolitan Traders (Pvt) Ltd.	Nil	5.180	Nil	84,728,330
Others	37.652	33.149	646,709,280	657,310,930
Total	100.000	100.000	1,717,623,300	1,635,831,720

Clarification of Shareholders by Holding:

Holdings	2015		2014	
	Number of shareholders	Number of Shares	Number of shareholders	Number of Shares
Less than 500 shares	12,223	1,920,454	15,765	2,236,500
500 to 5,000 shares	6,691	10,581,106	6,726	10,165,084
5,001 to 10,000 shares	546	3,940,521	534	3,894,895
10,001 to 20,000 shares	294	4,191,323	251	3,564,376
20,001 to 30,000 shares	101	2,491,863	112	2,818,539
30,001 to 40,000 shares	48	1,681,160	65	2,257,754
40,001 to 50,000 shares	29	1,321,394	28	1,271,799
50,001 to 100,000 shares	59	4,363,688	61	4,243,910
100,001 to 1,000,000 shares	58	15,687,542	51	14,332,557
1,000,001 to above	21	125,583,279	17	118,797,758
Total	20,070	171,762,330	23,610	163,583,172

13.1 Paid up Capital has been increased in 2015 due to added of 5% bonus shares for the year 2014.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	31.12.2015		31.12.2014	
	Consolidated	Separate	Consolidated	Separate
14. Revaluation Surplus				
Opening Balance	4,891,458,469	4,891,458,469	2,505,361,373	2,505,361,373
Net negative effect of change in fair value of financial assets as on 31-12-14 earlier shown, now transferred for treatment separately (Note-6)	55,097,570	55,097,570	-	-
De-recognition of Asset Valuation-2014	(2,001,160,860)	(2,001,160,860)	-	-
Depreciation for the year on revalued amount (Note-4)	(5,225,478)	(5,225,478)	(15,047,977)	(15,047,977)
Assets Revaluation-2014	-	-	2,400,457,972	2,400,457,972
Adjustment for sale of Financial Assets	-	-	(5,659,911)	(5,659,911)
Adjustment for depreciation in revaluation of building	9,684,695	9,684,695	-	-
Provision for Deferred Tax Liability for the year	(47,363,929)	(47,363,929)	2,615,910	2,615,910
Change in Fair Value of Financial Assets Available for Sale (Note - 9)	-	-	3,731,102	3,731,102
Closing balance	2,902,490,467	2,902,490,467	4,891,458,469	4,891,458,469

Several fixed assets of Off-Dock in Chittagong and River Terminal Project at Mukhterpur, Munshigonj amounting to Tk.2.400 billion being revalued amount were recognized in the financial statements for the year ended 31st December 2014 following the provision in clause 31 read in conjunction with clause 34 of BAS 16: Property, Plant & Equipment. However Bangladesh Securities and Exchange Commission prohibits any upward valuation within two years of procurement. Therefore considering the issue as an accounting estimate under BAS-8 and BAS-16, revaluation reserve amounting to Tk.2.0 billion has been de-recognized in the financial statements for the half year ended 30th June 2015.

	31.12.2015		31.12.2014		01.01.2014	
	Consolidated	Separate	Consolidated	Separate	Consolidated	Separate
15. Retained Earnings						
Opening balance	190,193,017	191,258,030	302,260,556	302,260,556	401,078,121	401,078,121
Net Profit after Tax for the year	149,580,238	148,589,633	118,248,484	119,324,255	-	-
Share of (Profit)/Loss of Minority in CTSL	(9,906)	-	10,758	-	-	-
Excess tax provision made earlier years now transferred	61,305,269	61,305,269	-	-	-	-
Stock Dividend - 5%- For the year-2014	(81,791,580)	(81,791,580)	-	-	-	-
Cash Dividend-10%-for the year-2014	(163,583,178)	(163,583,178)	(245,374,758)	(245,374,758)	-	-
Provision for Deferred Tax	-	-	-	-	(98,817,565)	(98,817,565)
Capital Reserve on merger of Ocean Containers transferred (Note-a5.1)	84,755,887	97,313,337	-	-	-	-
Depreciation on Revaluation Surplus (Note -4)	5,225,478	5,225,478	15,047,977	15,047,977	-	-
Closing balance	245,675,225	258,316,989	190,193,017	191,258,030	302,260,556	302,260,556

15.1 Capital Reserve being 'Deferred Credit' arose on amalgamation of Ocean Containers Limited, now is de-recognized with corresponding adjustment to Retained Earnings per Application guidance clause B69€ of BFRS-3.

16. Minority Interest

In Wahid Spinning Mills Ltd	100	100
In Cemcor Ltd	400	400
In Container Transportation Services Ltd (Note-16.1)	19,148	20,000
Total	19,648	20,500

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka					
	31.12.2015		31.12.2014			
	Consolidated	Separate	Consolidated	Separate		
16.1 Portion of Share Capital						
Retained Earnings as on 01.01.2015	20,000		20,000			
Profit for the year (Note - 16.2)	(10,758)		-			
	9,906		(10,758)			
Total	19,148		9,242			
16.2 Majority Interest of Profit/Loss in CTSL						
Total Profit of CTSL	(85,165)		(1,075,771)			
Less: Minority Portion	(852)		(10,758)			
Total	(84,313)		(1,065,013)			
17 Liability for Gratuity						
Opening Balance	30,666,910	30,666,910	24,022,940	24,022,940		
Add: Provision for the year	13,812,860	13,812,860	8,500,500	8,500,500		
Total	44,479,770	44,479,770	32,523,440	32,523,440		
Less: Paid during the year	1,250,890	1,250,890	1,856,530	1,856,530		
Closing Balance	43,228,880	43,228,880	30,666,910	30,666,910		
18 Deferred Tax Liability						
Opening Balance	193,815,560	193,815,560	180,144,756	180,144,756	81,327,191	81,327,191
Add: Provision for Deferred Tax Liability for tax based depreciation (Note 18.1)	13,204,283	13,204,283	16,286,714	16,286,714	98,817,565	98,817,565
Add: Provision made on revaluation surplus	40,349,368	40,349,368	(2,615,910)	(2,615,910)	-	-
Closing balance	247,369,211	247,369,211	193,815,560	193,815,560	180,144,756	180,144,756
18.1						
			31 December 2015			
			Accounting Base	Tax Base	Temporary Difference	
Property, Plant and Equipment			1,408,888,816	852,425,691	556,463,125	
Gratuity Provision			43,228,880	-	(43,228,880)	
			1,452,117,696	852,425,691	513,234,245	
Deferred Tax Liability @ 25% as at 31 December 2015						128,308,562
Impacts have been given on the following dates (Note 2.5)						Taka
1 January 2014						98,817,565
31 December 2014						16,286,714
31 December 2015						13,204,283
						128,308,562

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	31.12.2015		31.12.2014	
	Consolidated	Separate	Consolidated	Separate
19 Long Term Loan				
Local:				
Jamuna Bank Ltd-Term Loan	254,023,109	206,111,464	318,366,530	257,518,326
Foreign				
IDCOL	785,000,000	785,000,000	-	-
FMO	588,750,000	588,750,000	-	-
Total Foreign Loan	1,373,750,000	1,373,750,000	-	-
Bridge Loan:				
Alliance Holdings Ltd	410,368,585	410,368,585	-	-
Summit Industrial and Mercantile Corporation Ltd	374,685,948	374,685,948	-	-
Total Bridge Loan	785,054,533	785,054,533	-	-
Total Long Term Loan (Local and Foreign)	2,412,827,642	2,364,915,997	318,366,530	257,518,326
Less: Current portion (Note - 19.1)	97,461,600	77,076,000	97,461,600	77,076,000
Total	2,315,366,042	2,287,839,997	220,904,930	180,442,326

19.1 The make up of the Long Term Loan outstanding is as under:	As on 31.12.2015 (Gross)	Current portion to be repaid by 31.12.2016	Net after current portion As on 31.12.2015
i. Jamuna Bank Ltd - Term Loan	206,111,464	77,076,000	129,035,464
ii. Jamuna Bank Ltd. Term Loan (For Trailer Import)	9,328,663	7,110,000	2,218,663
iii. Premier Bank Ltd-Term Loan (For Prime Mover Import)	38,582,982	13,275,600	25,307,382
Total	254,023,109	97,461,600	156,561,509

i) Jamuna Bank Ltd - Term Loan

This Term Loan has been taken from Jamuna Bank Ltd, Sonargaon Road Branch, Dhaka to be repaid in sixty monthly installments. Up to Dec 2015, 14 installments paid.

ii) Jamuna Bank Ltd-Term Loan (For Trailer Import)

This Term Loan has been taken from Jamuna Bank Ltd, Sonargaon Road Branch, Dhaka for import of Trailer for Container Transportation Services Ltd and to be repaid in 40 equal monthly installments. Up to Dec 2015 have been paid 21 installments.

iii) Premier Bank Ltd -Term Loan(For Prime Mover Import)

This Term Loan has been taken from Premier Bank Ltd, Karwan Bazar Branch, Dhaka for import of Prime Mover for Container Transportation Services Ltd and to be repaid in 60 monthly installments. Up to Dec 2015 repayment was made for 14 installments.

iv) Bridge Loan has been re-scheduled from short term loan to long term loan. The loan was obtained from two major sponsors to continue uninterrupted works of River Terminal including payment for land purchased at a mutually agreed interest of 12% per annum on outstanding balance. Make up of the loan on 31-12-2015 was:

	Summit Industrial & Mercantile Corporation	Alliance Holdings Limited
Principal amount	346,131,965	386,956,236
Interest Credited	28,553,983	23,412,349
	374,685,948	410,368,585

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	31.12.2015		31.12.2014	
	Consolidated	Separate	Consolidated	Separate
20 Short Term Loan and Overdraft:				
SOD (Secured Overdraft) Note: 20.1	319,896,851	319,896,851	1,135,161,398	1,135,161,398
Time Loan (Note: 20.2)	355,440,305	355,440,305	255,337,237	255,337,237
Loan against UPAS L/C (Note-20.3)	-	-	211,561,906	211,561,906
Add Current portion of Long Term Loan (Note: 20.4)	97,461,600	77,076,000	97,461,600	77,076,000
Total	772,798,756	752,413,156	1,699,522,141	1,679,136,541
20.1 SOD (Secured Overdraft)				
Standard Bank Ltd	20,671,541	20,671,541	827,344,387	827,344,387
Jamuna Bank Ltd	299,225,310	299,225,310	307,817,011	307,817,011
Total	319,896,851	319,896,851	1,135,161,398	1,135,161,398
20.2 Time Loan				
Jamuna Bank Ltd	81,112,805	81,112,805	50,257,792	50,257,792
IIDFCL	274,327,500	274,327,500	205,079,445	205,079,445
Total	355,440,305	355,440,305	255,337,237	255,337,237
20.3 Loan against UPAS L/C				
Eastern Bank Ltd -For Shore Crane import	-	-	102,874,812	102,874,812
Jamuna Bank Ltd - For Reach Stacker import	-	-	65,609,594	65,609,594
Standard Bank Ltd - For Vessel import	-	-	43,077,500	43,077,500
Total	-	-	211,561,906	211,561,906
20.4 Current portion of Long Term Loan				
Term Loan from Jamuna Bank Ltd	77,076,000	77,076,000	77,076,000	77,076,000
Term Loan from Jamuna Bank Ltd against Trailer	7,110,000	-	7,110,000	-
Term Loan from Premier Bank Ltd against Prime Mover	13,275,600	-	13,275,600	-
Total	97,461,600	77,076,000	97,461,600	77,076,000
21. Accounts Payable:				
Dolphin Container Service	927,547	927,547	901,831	901,831
Iqbal & Brothers	1,255,109	1,255,109	1,147,495	1,147,495
Ismail & Co.	1,155,600	1,155,600	-	-
Khaza Container Paribahan	312,583	312,583	732,289	732,289
Priota Containers Transport	1,005,906	1,005,906	1,296,557	1,296,557
Amanat Motors	156,595	156,595	951,733	951,733
Falcon Security Ltd	512,582	512,582	390,421	390,421
Jashim & Brothers	528,125	528,125	375,250	375,250
Sea Land Carrier Services	1,098,952	1,098,952	575,673	575,673
Beehive Engineers Limited	-	-	27,321,062	27,321,062
Bhai Bhai Construction	1,160,975	1,160,975	-	-
Naaf Marine Services	4,381,743	4,381,743	-	-
Sinthea Traders	1,775,450	1,775,450	1,519,045	1,519,045
Others	17,135,152	17,135,152	22,241,103	22,241,103
Total	31,406,319	31,406,319	57,452,459	57,452,459

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

		Amount in Taka			
		31.12.2015		31.12.2014	
		Consolidated	Separate	Consolidated	Separate
22	Un-claimed Dividend				
	For-2014	102,721,248	102,721,248	-	-
	For-2013	90,558,411	90,558,411	91,611,155	91,611,155
	Before-2013	39,159,316	39,159,316	41,330,125	41,330,125
	Total	232,438,975	232,438,975	132,941,280	132,941,280
23	Provision for Income Tax				
	Opening Balance	61,305,266	61,305,266	62,471,642	62,471,642
	Add: Provision for the year (Note - 23.1)	36,401,541	35,868,138	51,509,102	51,509,102
	Less: Excess provision made earlier year now added back	61,305,269	61,305,269	-	-
		36,401,538	35,868,135	113,980,744	113,980,744
	Less Provision for deferred Tax Liability for tax based depreciation (DTL-2)	-	-	-	-
	Less: Paid during the year	29,231,603	29,231,603	52,675,478	52,675,478
	Total	7,169,935	6,636,532	61,305,266	61,305,266
	Note: Excess provision for income tax for the earlier years adjusted based on final assessment order.				
23.1	Taxable Profit for the year				
	Net operating profit for the period (after finance cost & contribution to BPPF)	209,182,071	207,658,063	184,387,961	185,463,732
	Add: Dividend on investment	1,495,090	1,495,090	487,619	487,619
	Add: Other Income	1,356,553	1,356,553	1,168,720	1,168,720
	Loss on sale of Financial Assets available for sale	(12,847,652)	(12,847,652)	-	-
	Total Taxable profit	199,186,062	197,662,054	186,044,300	187,120,071
	Provision for income Tax:				
	On taxable operating profit	35,627,729	35,094,327	51,002,526	51,002,526
	On other income	474,794	474,794	409,052	409,052
	On dividend income	299,018	299,018	97,524	97,524
	Total Income Tax Provision for the year	36,401,541	35,868,139	51,509,102	51,509,102
24	Intercompany Account: Payable/(Receivable)				
	a. Cemcor & Wahid Spinning Mills	-	174,702,135	-	174,702,135
	Balance as on 30-09-2015 after adjustment of cost of land and structures purchased (Note-33)	-	-	-	-
	b. Container Transportation Services Limited (Note 33):	-	(5,038,724)	-	(32,168)

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	31.12.2015		31.12.2014	
	Consolidated	Separate	Consolidated	Separate
25 Beneficiaries' Profit Participation Fund (5%)				
Balance as on 1.1.2015	9,848,425	9,848,425	-	-
Payable for the year	10,403,266	10,403,266	9,848,425	9,848,425
Paid during the year	7,923,596	7,923,596	-	-
Balance as on 31.12.2015	12,328,095	12,328,095	9,848,425	9,848,425
26 Other Payables				
Payable for / to:				
Provident Fund Trustee A/C .	1,181,500	1,181,500	1,661,956	1,661,956
AIT Deduction at Source-Party & Staff	7,886,244	7,886,244	11,194,664	11,194,664
Dividend Tax Payable	3,240,321	3,240,321	-	-
Salary and Holiday and Night Allowance Payable	3,957,776	2,943,347	1,080,652	814,575
Unclaimed Salary and Bonus	193,729	158,652	70,897	70,897
Security Deposit- for Civil Works from Beehive Engineers Ltd.	17,822,527	17,822,527	16,248,021	16,248,021
Security Deposit- for Civil Works-Others	2,467,156	2,467,156	2,083,964	2,083,964
Security Deposit- for Warehouse from Nekan Engineering Ltd.	2,369,584	2,369,584	3,514,844	3,514,844
Security Deposits against service charge from Expo Freight Ltd.	33,572,099	33,572,099	40,000,000	40,000,000
Miscellaneous Payable	805,966	805,966	3,365,339	3,275,467
To The Simco Refrigeration for Electrical Installation-For RTP	11,155,866	11,155,866	-	-
To Beehive Engineers Ltd for Civil Construction Works-RTP	25,156,846	25,156,846	-	-
To MIR Concrete Product Ltd for Civil Construction Works-RTP	2,106,000	2,106,000	-	-
To Nekan Engineering Ltd for Shed Construction works	20,573,262	20,573,262	-	-
To Hazrat Khoaz Khizir Entp for Shed Construction works	3,284,619	3,284,619	-	-
Refund Payable-IPO	3,550,000	3,550,000	3,595,000	3,595,000
Provision for Expenses	6,191,320	6,121,950	86,241	86,241
VAT Account	9,365,199	9,365,199	29,715,214	29,715,214
Total	154,880,014	153,761,138	112,616,792	112,260,843
27 Revenue				
Import Income:				
Cargo Handling-Import	102,106,338	102,106,338	74,547,591	74,547,591
Ground Rent-Import	43,148,189	43,148,189	42,123,449	42,123,449
Movement-Import	4,101,994	4,101,994	3,180,269	3,180,269
Survey Charges	3,268,353	3,268,353	2,523,520	2,523,520
Exit Entry Fee-Import	870,979	870,979	667,201	667,201
Weighment Bridge Charges	2,598,032	2,598,032	2,161,917	2,161,917
License Measurement Charges-Import	1,062,527	1,062,527	1,341,250	1,341,250
Sub-total	157,156,412	157,156,412	126,545,197	126,545,197

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

	Amount in Taka			
	January to December-2015		January to December-2014	
	Consolidated	Separate	Consolidated	Separate
Export Income:				
Laden Container Stuffing & Transportation	195,286,234	195,286,234	179,608,044	179,608,044
Labour Charges	205,277,476	205,277,476	194,289,396	194,289,396
Stand-by-Labour	102,730,171	102,730,171	93,866,389	93,866,389
Laden Holding, Doc. & Palletize cargo Charges	514,893	514,893	915,578	915,578
Space Rent	11,365,119	11,365,119	-	-
Entry and Exit Charges	38,050	38,050	39,600	39,600
Reefer Plug Electricity Charges	5,124,406	5,124,406	8,819,667	8,819,667
Laden Lift on off	162,625	162,625	112,310	112,310
Sub-total	520,498,974	520,498,974	477,650,984	477,650,984
ICD Income:				
Ground Rent-Empty Container	148,599,765	148,599,765	132,914,675	132,914,675
Documentation-Empty Container	19,187,600	19,187,600	17,110,220	17,110,220
Transportation-Empty Container	101,022,910	101,022,910	78,692,445	78,692,445
Lift on/off-Empty Container	27,396,198	27,396,198	26,366,879	26,366,879
Entry and Exit Charges	162,700	162,700	622,900	622,900
Sub-total	296,369,173	296,369,173	255,707,119	255,707,119
Container Haulage Revenue-CTSL				
Export Container Haulage	18,583,629	-	7,917,095.00	-
Import Container Haulage	13,156,524	-	6,781,009.00	-
Empty Container Haulage	14,022,254	-	7,116,885.00	-
Sub-total	45,762,407	-	21,814,989	-
Total	1,019,786,966	974,024,559	881,718,289	859,903,300
28 Operating Expenses				
Salary and Allowances	130,683,458	117,471,412	101,290,842	96,748,474
Employer's Contribution to Provident Fund	4,853,295	4,853,295	4,328,245	4,328,245
Holiday and Night Allowances	9,511,122	9,254,946	9,770,703	7,942,028
Festival Bonus	10,713,178	10,031,864	8,981,108	8,688,984
Leave Encashment	2,155,274	2,155,274	1,274,170	1,274,170
Uniform expenses	101,910	101,910	100,500	100,500
Gratuity expenses	6,616,450	6,616,450	8,500,500	8,500,500
Cargo handling Labour Charges	84,731,299	84,731,299	68,693,198	68,693,198
Container Transportation-Expenses	195,957,965	195,957,965	168,639,043	168,548,643
Container Entrance Fee - Ctg. Port	3,459,600	3,459,600	3,564,550	3,564,550
Custom Documentation-Expenses	1,313,460	1,313,460	1,496,920	1,496,920
Vehicle Tracking Charge	435,129	275,229	195,993	195,993
Truck Parking Yard Rent	3,316,222	3,316,222	3,251,889	3,251,889
Security Charges	19,668,914	19,668,914	15,397,278	15,397,278
Fuel Consumption	60,123,617	45,588,967	45,953,493	39,784,559
Electricity and Water expenses	21,386,764	21,386,764	24,850,766	24,850,766
Repair and Maintenance including Yard	45,758,575	43,924,091	30,561,206	29,855,234
Maintenance of Electrical Installation	6,304,839	6,304,839	4,659,069	4,659,069
Insurance Premium	1,608,884	1,275,141	1,328,292	1,328,292
Renewal Fee	1,670,017	992,386	1,314,043	1,285,633
Depreciation	47,824,975	41,832,173	58,732,712	55,578,606
Total	658,194,947	620,512,201	562,884,520	546,073,531

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

		Amount in Taka			
		January to December-2015		January to December-2014	
		Consolidated	Separate	Consolidated	Separate
29	Other Income	2,851,643	2,851,643	1,656,339	1,656,339
29.1	Miscellaneous Income				
	Miscellaneous Received	100,505	100,505	133,843	133,843
	Interest on FDR	528,550	528,550	852,934	852,934
	Interest on STD	727,498	727,498	181,943	181,943
		1,356,553	1,356,553	1168720	1,168,720
29.2	Dividend on Investment				
	Padma Oil Company Limited	267,296	267,296	273,375	273,375
	Power Grid Limited	22,770	22,770	38,130	38,130
	United Leasing Limited	63,767	63,767	64,093	64,093
	One Bank Ltd	127,459	127,459	83,421	83,421
	Bank Asia Limited	44,474	44,474	-	-
	Trust Bank Limited	22,778	22,778	-	-
	United Insurance Co Limited	4,906	4,906	-	-
	Summit Power Limited	882,240	882,240	-	-
	S Alam Cold Roll Mills Limited	59,400	59,400	28,600	28,600
	Total	1,495,090	1,495,090	487,619	487,619
30	General & Administrative Expenses				
	Directors' Remuneration (Note 30.1)	33,816,000	33,816,000	32,280,000	32,280,000
	Board Meeting attendance fees	526,400	526,400	660,000	660,000
	Salary and Allowances	24,082,484	24,082,484	21,648,302	21,648,302
	Employer's Contribution to PF	1,103,080	1,103,080	988,648	988,648
	Holiday and Night Allowances	199,428	199,428	147,135	147,135
	Leave encashment	557,565	557,565	423,384	423,384
	Festival Bonus	5,975,480	5,975,480	5,403,235	5,366,235
	Medical Expenses	123,412	121,714	26,335	26,335
	Printing & Stationery	5,523,761	5,523,476	4,598,554	4,597,234
	Telephone & Cell Phone	2,107,477	2,041,921	2,023,397	2,003,884
	Postage	94,869	94,035	167,479	167,249
	Newspaper, Books and Periodicals	83,695	83,695	96,851	96,851
	Traveling Expenses	1,852,073	1,852,073	1,432,413	1,432,413
	Conveyance	1,218,875	1,181,888	1,174,374	1,165,515
	Communication expenses	584,179	584,179	307,039	307,039
	Entertainment	4,158,708	4,131,060	3,894,974	3,791,434
	Vehicle Running Expenses	5,468,251	5,091,035	5,038,784	4,776,746
	Meeting Expenses including AGM	6,059,673	6,059,673	5,075,363	5,075,363
	Listing and other Fee	1,999,737	1,999,737	957,442	957,442
	Audit & Professional fee	4,380,489	4,322,989	2,196,625	2,196,625
	Rent Revenue and Taxes	2,368,395	2,368,395	8,424,125	8,424,125
	Office Rent	3,308,728	3,308,728	2,539,490	2,539,490
	Bank Charges	3,510,404	3,487,361	528,894	511,024
	Donation and Gift	48,858	48,858	556,969	556,969
	HR Development Cost	73,880	73,880	94,427	94,427
	Quality Certification-ISO/ C-TPAT	143,842	143,842	121,997	121,997
	Subscription to BICDA & Club	789,921	789,921	977,071	977,071
	General Expenses	2,900,127	2,763,237	3,126,240	2,786,090
	Depreciation	7,367,578	7,357,688	4,771,312	4,771,312
		120,427,369	119,689,822	109,680,859	108,890,339

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

		Amount in Taka			
		January to December-2015		January to December-2014	
		Consolidated	Separate	Consolidated	Separate
30.1	Directors' Remuneration				
SL	Name of Directors	Remuneration Per month	Remuneration Jan to Dec.- 2015	Remuneration Per month	Remuneration Jan to Dec.- 2014
1	Mr. Muhammed Aziz Khan	450,000	5,400,000		
2	Mr. Jowher Rizvi	550,000	6,600,000		
3	Mr. Syed Fazlul Haque	380,000	4,560,000		
4	Mr. Yasser Rizvi	593,000	7,116,000		
5	Mr. Nasser Rizvi	422,500	5,070,000		
6	Ms. Azeeza Aziz Khan	422,500	5,070,000		
		2,818,000	33,816,000		
31	Advertisement and Sales Promotion Expenses				
	Advertisement and Sales Promotion	154,700	154,700	358,531	358,531
32	Finance Expenses (Note - 32.1)	21,424,613	15,606,507	14,557,993	9,268,742
32.1	Finance Expenses:				
	Interest on/charged on:				
	Bank Overdraft	148,461,787	148,461,787	122,996,931	119,391,754
	Term Loan and lease finance	37,143,556	31,387,386	39,065,669	39,065,669
	Time Loan and lease finance	33,746,823	33,746,823	5,418,680	5,418,680
	AHL (Sponsor)	23,412,349	23,412,349	(21,572,703)	(21,572,703)
	SIMCL (Sponsor)	28,553,983	28,553,983	-	-
	Interest on Container Transportation Services Ltd. (CTSL)	506,115	444,179	-	(3,850,851)
	Total Interest	271,824,613	266,006,507	145,908,577	138,452,549
	Less: Interest on CTSL & River Terminal Project Finance capitalized	250,400,000	250,400,000	(131,350,584)	(129,183,807)
	Financial Expenses charged to Income Statement	21,424,613	15,606,507	14,557,993	9,268,742

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

33 Related Party Transactions:

The following related party transactions have been made by the company in the normal course of business. In this regard, the disclosure as per BAS-24 Related Party Disclosures are given below:

Name of Related Party	Relationship	Nature of Transaction	Transaction during the year (Tk)	Taka Closing balance
Cemcor Limited (Payable)	Subsidiary	For purchase of land and other assets	NIL	174,702,135
Alliance Holdings Ltd (Payable)	Sponsor	Bridge Loan	439,975,528	410,368,585
Summit Corporation Ltd.(Payable); Erstwhile SIMCL	Sponsor	Bridge Loan	374,685,948	374,685,948
Container Transportation Services Ltd. (Receivable)	Subsidiary	Advance for Service Received	5,006,555	(5,038,724)
Mr. Muhammed Aziz Khan	Chairman	Remuneration	5,400,000	-
Mr. Jowher Rizvi	MD	Remuneration	6,600,000	-
Mr. Syed Fazlul Haque	Director	Remuneration	4,560,000	-
Mr. Yasser Rizvi	Addl MD	Remuneration	7,116,000	-
Mr. Nasser Rizvi	Dy. MD	Remuneration	5,070,000	-
Ms. Azeeza Aziz Khan	Director	Remuneration	5,070,000	-

34 Consolidated Basic Earning Per Share (EPS)

	Amount in Taka		
	SAPL (Standalone) 31.12.2015	Consolidated 31.12.2015	Consolidated 31.12.2014

Basic earnings per share

The computation of EPS is given below:

a) Profit attributable to Equity holders	148,589,633	149,570,332	118,248,4830
b) Number of shares outstanding	171,762,330	171,762,3300	163,583,1720
Earnings per share (EPS) (a/b)	0.87	0.87	0.72
Restated Earning per Share (EPS)	-	-	0.69

35 Risk Management

The company continuously evaluates all risk that affect the company affairs including following Financial Risk.

1. Credit Risk
2. Liquidity Risk
3. Market Risk

In this respect, both Audit Committee and internal audit department assist the Board by submitting periodic report.

35.1 Credit Risk:

Credit risk is the risk of financial loss of the company if a client fails to meet its contractual obligation and arises principally from client and investment securities. The main clients of the company are well reputed international companies, such as, Maersk Bangladesh Limited, APM Global Logistics Ltd., APL (Bangladesh) Pvt. Ltd., APL Logistics Limited, Kuehne & Nagel Ltd, Continental Traders (Bangladesh) Ltd., Birds Bangladesh Agencies Limited, PIL (Bangladesh) Limited, NYK Line (Bangladesh) Limited, K Line (Bangladesh) Limited etc.

All claims of the company are settled on regular basis as per terms of Agreement. We consider that receivables of the company are good, though unsecured and the risk of bad debts is minimum.

35.2 Liquidity Risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The approach of the company is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation. In this connection, company exercises cash forecast based on sufficient information on regular basis and accordingly arrange for sufficient liquidity to make the expected payment within due date.

NOTES TO THE FINANCIAL STATEMENTS

as at and for the year ended on 31 December 2015

35.3 Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Company's income or the value of its holding of financial instruments. The objectives of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The company considers this type of risk when evaluating risk management.

36 Contingent Liability

	Amount in Taka			
	As at 31.12.2015		As at 31.12.2014	
	Consolidated	Separate	Consolidated	Separate
Summit Alliance Port Limited				
Ocean Containers Limited (erstwhile)				
1. Claim raised Chittagong City Corporation on account of Municipal Tax, Holding Tax & other Levies.	10,134,215.00	10,134,215.00	10,134,215.00	10,134,215.00
2. Claim of VAT Authority challenged before the Higher Authority:				
i. Case No. 54/musak/aniom/2000 dated 27.07.02 challenged by writ petition before High Court vide No. 6214 of 2005	16,768,340.00	16,768,340.00	16,768,340.00	16,768,340.00
ii. Case No. 4th/A(12)/39/musak/OCL/2002/1181 dated 09-04-06 pending before High Court against Writ No.8442 of 2006	5,397,670.00	5,397,670.00	5,397,670.00	5,397,670.00
iii. Case No. 156/musak/aniom/05 dated 29-12-05 pending before Customs, Excise & VAT Appellate Tribunal, Dhaka	19,882,591.00	19,882,591.00	19,882,591.00	19,882,591.00
iv. Case No.4th/A(12)/39/musak/OCL/2002/1845 dated 22-01-07 pending hearing in Appeal	62,110,224.00	62,110,224.00	62,110,224.00	62,110,224.00
	114,293,040.00	114,293,040.00	114,293,040.00	114,293,040.00

37 Container Handling Capacity in TUES

	Quantity
Empty Container	8,000 (at any given time)
Export Container	150,000
Import Container	40,000

38 General

38.1 All the 738 regular employees of the Company as on 31 December 2015 have been receiving annual salary in excess of Tk. 63,600/-.

For and on behalf of the Board of Directors of SUMMIT ALLIANCE PORT LIMITED



Chairman



Managing Director



Director



Director & Company Secretary

Cemcor Limited

Auditors' Report &
Financial Statements
for the year ended 31 December 2015



Reference No. BBNC/520/2015-2016

**INDEPENDENT AUDITORS' REPORT
TO THE SHAREHOLDERS OF
Cemcor Limited**

Report on the Financial Statements:

We have audited the accompanying consolidated financial statements of **Cemcor Limited** and its subsidiary which comprise the consolidated statement of financial position as at December 31, 2015 and the Statement of Changes in equity and Statement of Cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management of Cemcor Limited is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with Bangladesh Financial Reporting Standards (BFRSs) and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility:

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSAs). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

Scope:

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the Financial Statements, whether due to fraud and error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Consolidated Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management as well as evaluating the overall presentation of the Consolidated Financial Statements.

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

Opinion:

In our opinion, the consolidated financial statements give a true and fair view of the financial position of Cemcor Limited and its subsidiary as at 31 December 2015 and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRSs), and comply with the Companies Act, 1994 and other applicable laws and regulations.

Report on other legal and regulatory requirements:

We also report that

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof.
- In our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of those books.
- The company's financial position, and financial performance dealt with by this report are in agreement with the books of account.

Chittagong, January 26, 2016.


(BASU BANERJEE NATH & CO.)
Chartered Accountants



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at December 31, 2015

	NOTES	Amount in Taka	
		31-12-2015	31-12-2014
		Taka	Taka
ASSETS AND PROPERTIES:			
Non-Current Assets			
Property, Plant and Equipment	3	999,975	999,975
		-	-
		-	-
Capital Work in Progress	4	-	-
		-	-
Goodwill	5	999,975	999,975
Current Assets			
Receivable from SAPL	7	174,830,125	174,830,125
		174,702,135	174,702,135
Advance, Deposits & Prepayments	8	-	-
Cash and Cash Equivalents	10	127,990	127,990
Total Properties and Assets		175,830,100	175,830,100
EQUITY AND LIABILITIES:			
Shareholder's Equity			
Issued and Paid up Share Capital	11	175,830,000	175,830,000
		175,830,000	175,830,000
Minority Interest		100	100
Current Liabilities			
Other Payables	14	-	-
Provision for tax	15	-	-
Total Equity and Liabilities		175,830,100	175,830,100

The annexed notes form an integral part of the consolidated statement of financial position.




Chairman



Director

This is the consolidated statement of financial position to in our separate report of even date.

Taher Chamber (Ground Floor)
10, Agrabad Commercial Area
Chittagong-4100
Date - 26 January, 2016.



BASU BANERJEE NATH & CO.
(CHARTERED ACCOUNTANTS)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2015

PARTICULARS	NOTE NO.	Amount in Taka	
		2015 Taka	2014 Taka
Revenue		-	-
Less: Operating Expenses		-	-
GROSS PROFIT		-	-
Less: Administrative & Other Expenses		-	-
Less: Financial Expenses		-	-
Net Profit/(loss) before Tax		-	-
Provision for Income Tax		-	-
Net Profit/(loss) after Tax (Transferred to Retained Earnings)		-	-



Chairman

Signed in terms of our annexed report of even date.

Taher Chamber (Ground Floor)
10, Agrabad Commercial Area
Chittagong-4100
Date - 26 January, 2016.



Director



BASU BANERJEE NATH & CO.
(CHARTERED ACCOUNTANTS)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended December 31, 2015

Particulars	Share Capital	Revaluation Surplus	Retained Earnings	Minority Interest	Total
	Tk.	Tk.	Tk.	Tk.	Tk.
Balance as on January 01, 2015	175,830,000	-	-	100	175,830,100
Net Profit/(Loss) for the year	-	-	-	-	-
Balance as at December 31, 2015	175,830,000	-	-	100	175,830,100

Particulars	Share Capital	Revaluation Surplus	Retained Earnings	Minority Interest	Total
	Tk.	Tk.	Tk.	Tk.	Tk.
Balance as on January 01, 2014	175,830,000	-	-	100	175,830,100
Net Profit/(Loss) for the year	-	-	-	-	-
Balance as at December 31, 2014	175,830,000	-	-	100	175,830,100

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended December 31, 2015

	Amount in Taka	
	2015	2014
Net Profit	-	-
<u>A. CASH FLOWS FROM OPERATING ACTIVITIES:</u>		
Decrease in the value of advance, deposit and prepayment	-	-
Decrease in the value of other payables	-	(128,377,677)
Increase in the value of receivable from WSML	-	128,376,177
Increase in the value of other payables with Cemcor Ltd.	-	-
Adjustment for Items not involving movement of cash:	-	-
Depreciation	-	-
	-	(1,500)
Changes in working capital components	-	-
Increase/(Decrease) in provision for tax	-	-
Net cash from Operating Activities	-	(1,500)
<u>B. CASH FLOWS FROM INVESTING ACTIVITIES:</u>		
Decrease in the value of property, plant & equipment	-	-
Decrease in the value of capital work in progress	-	-
Net cash used in Investing Activities	-	-
<u>C. CASH FLOWS FROM FINANCING ACTIVITIES:</u>		
Loan from SAPL	-	(116,054)
Net cash used in Financing Activities	-	(116,054)
Net Cash Increase/(Decrease) in Cash & Cash Equivalents for the year (A+B+C)	-	(117,554)
Cash and Cash Equivalents at the beginning of the Year	127,990	245,544
Cash and Cash Equivalents at the end of the Year	127,990	127,990



Container Transportation Services Limited

Auditors' Report & Financial Statements for the year ended 31 December 2015



Ref. No. BBNC/515 /2015-2016

Chittagong, January 26, 2016

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
CONTAINER TRANSPORTATION SERVICES LIMITED**

Report on the Financial Statements:

We have audited the accompanying financial statements of **CONTAINER TRANSPORTATION SERVICES LIMITED** namely, Statement of Financial Position as of December 31, 2015 and the related Statement of Profit or Loss Account and other Comprehensive Income, Statement of Changes in Equity, Statement of cash flows for the year than ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements:

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRSs), and for such internal control a management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility:

Our responsibility is to express an expert opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standard on Auditing (BSA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the Financial Statements.

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

Opinion:

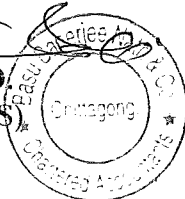
In our opinion, the financial statements of the company prepared in accordance with Bangladesh Financial Reporting Standards (BFRSs), including Bangladesh Accounting Standards (BASs) give a true and fair view of the state of the Company's affairs as of December 31, 2015 and the results of its financial performance, its statement of cash flows and Statement of Changes in Equity for the period then ended.

Report on other legal and regulatory requirements:

In our opinion, the Financial Statements comply with the applicable sections of the Companies Act, 1994 and other applicable laws and regulations.

- We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- In our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of those books;
- The company's statement of financial position and statement of profit or loss account and other comprehensive income dealt with by this report are in agreement from our examination of those books;

Ban Banerjee Nath
BASU BANERJEE NATH & CO.
(CHARTERED ACCOUNTANTS)



STATEMENT OF FINANCIAL POSITION

As on December 31, 2015

PARTICULARS	NOTE	Amount in Taka	
		As of 31.12.2015 TAKA	As of 31.12.2014 TAKA
Assets:			
<u>Non-Current Assets:</u>			
Property, Plant and Equipment	02	53,982,420	59,985,112
<u>Current Assets:</u>			
Advance, Deposits and Prepayments	03	1,296,004	4,585
Inventory-Stock of Fuel		781,980	1,525,975
Cash and Cash Equivalents	04	457,079	644,878
Total Current Assets		2,535,063	2,175,438
Total Assets		56,517,483	62,160,550
<u>Equity and Liabilities:</u>			
<u>Equity Attributable to Owners of the Company</u>			
Issued, Subscribed and Paid Up- Capital	05	2,000,000	2,000,000
Retained Earnings	06	(85,165)	(1,075,771)
Total Equity		1,914,835	924,229
<u>Non Current Liabilities:</u>			
Long Term Loan	07	27,526,045	40,462,604
<u>Current Liabilities:</u>			
Short Term Loan	08	20,385,600	20,385,600
Inter Company Transaction with SAPL		5,038,724	32,168
Provision for Income Tax	09	533,403	-
Other Payable	10	1,118,876	355,949
Total Current Liabilities		27,076,603	20,773,717
Total Equity and Liabilities		56,517,483	62,160,550

Note: The annexed notes 1 to 14 form an integral part of these financial statements.



Chairman

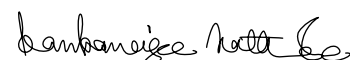


Managing Director



Company Secretary

Taher Chamber (Ground Floor)
10, Agrabad Commercial Area
Chittagong-4100
Date - Chittagong, January 26, 2016.



BASU BANERJEE NATH & CO.
(CHARTERED ACCOUNTANTS)

STATEMENT OF COMPREHENSIVE INCOME

For the period from 1st January 2015 to 31st December 2015

Particulars	NOTES	Amount in Taka	
		2015 Taka	2014 Taka
Service Revenue	11	45,762,407	21,814,989
Operating Expenses	12	37,682,746	16,705,589
Gross Profit		8,079,661	5,109,400
Administrative Expenses	13	737,547	895,920
Profit from operations		7,342,115	4,213,480
Financial Expenses	14	5,818,106	5,289,251
Profit/ (Loss) before income tax		1,524,009	(1,075,771)
Provision for Income Tax		533,403	-
Net Profit		990,606	(1,075,771)

Note: The annexed notes 1 to 14 form an integral part of these financial statements.



Chairman




Managing Director



Company Secretary

Signed in terms of our annexed report of even date.

Taher Chamber (Ground Floor)
10, Agrabad Commercial Area
Chittagong-4100
Date - Chittagong, January 26, 2016.


BASU BANERJEE NATH & CO.
(CHARTERED ACCOUNTANTS)

STATEMENT OF CHANGES IN EQUITY

As at December 31, 2015

Particulars	Share Capital (Taka)	Retained Profit / (Loss) (Taka)	Total (Taka)
Balance as on January 01, 2015	2,000,000	(1,075,771)	924,229
Net Profit/ (Loss) for the period from 1st January 2015 to 31st December 2015 (From Statement of Comprehensive Income)		990,606	990,606
Balance at December 31, 2015	2,000,000	(85,165)	1,914,835

STATEMENT OF CASH FLOWS

As at December 31, 2015

Particulars	Amount in Taka	
	2015 Taka	2014 Taka
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Cash received from Customers and Others	45,762,407	21,814,989
Cash paid to Suppliers and Employees	(31,636,683)	(15,622,014)
Advance, deposits and pre-payments	4,585	-
Income Tax paid	(570,000)	-
Financial Expenses	(5,818,106)	(5,289,251)
Net Cash Provided From Operating Activities	7,742,203	903,724
B. CASH FLOWS FROM INVESTING ACTIVITIES :		
Acquisition of Property, Plant & Equipment	-	(63,139,218)
Net Cash Used in Investing Activities	-	(63,139,218)
C. CASH FLOWS FROM FINANCING ACTIVITIES :		
Short Term Loan	-	20,385,600
Long Term Loan	(12,936,559)	40,462,604
Inter Company Transaction	5,006,556	32,168
Share Capital	-	2,000,000
Net Cash (used)/generated from Financing Activities	(7,930,003)	62,880,372
Increase/(Decrease) in Cash and Cash Equivalent (A+B+C)	(187,800)	644,878
Cash and Cash Equivalents at the beginning of the year	644,878	-
Cash and Cash Equivalent at the end of the year	457,079	644,878
Net Operating Cash Flow per share	38.71	-

For and on behalf of the Board of Directors of Container Transportation Services Ltd.

www.saplbd.com

Head Office & Off-Dock

Katghar, South Patenga, Chittagong - 4204
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Fax : +88-031-2500935

Corporate Office

Summit Centre
18, Karwan Bazar C/A, Dhaka-1215
Phone : +88-02-9130845-54
Fax : +88-02-8189235
E-mail : info@saplbd.com

River Terminal

West Muktarpur, Munshiganj