

Annual Report 20/15



ফার্স্ট ফাইন্যান্স লিমিটেড
First Finance Limited

আপনার সকল আর্থিক প্রয়োজনে . . .

Annual Report 2015





ANNUAL 2015 REPORT

| COMPANY AT A GLANCE |

Head Office	:	Jahangir Tower (3rd Floor), 10, Kawranbazar C/A, Dhaka – 1215
Type of Organization	:	Financial Institution
Nature of Business	:	Lease Finance, Term Loan Financing, Real Estate & Housing Financing, SME, Financing & Term Deposit Receipt, (TDR), Monthly Savings Scheme (MSS)
Number of Directors	:	11 (Eleven)
Number of Shareholders	:	8985
Authorized Capital	:	Tk. 5000.00 million
Paid Up Capital	:	Tk. 1162.20 million
Statutory Reserve	:	Tk. 332.94 million
Number of Customers	:	4872 (Investment) & 2287 (Deposits)
Business Thrust Sector	:	Corporate House, Medium Companies, SME, Housing, Transport Companies etc.
Number of Branches	:	6 (Six)
Business Motto	:	Efficient customer service & effective financial solutions
Auditor	:	Kazi Zahir Khan & Co.
Legal Adviser	:	Ms. Rani Akter, Advocate, Bangladesh Supreme Court
Tax Adviser	:	Alhaj Md. Serajul Islam
E-mail	:	info@first-finance.com.bd
URL (Website)	:	www.first-finance.com.bd

Our Bankers

Agrani Bank Limited	Meghna Bank Limited	Social Islami Bank Limited
Al-Arafah Islami Bank Limited	Mercantile Bank Limited	Sonali Bank Limited
Bangladesh Commerce Bank Limited	Midland Bank Limited	South Bangla Agriculture and Commerce Bank
Bangladesh Development Bank Limited	Modhumoti Bank Limited	Southeast Bank Limited
Bank Asia Limited	Mutual Trust Bank Ltd.	Standard Bank Limited
Basic Bank Limited	National Bank Limited	United Commercial Bank Ltd.
Brac Bank Limited	NRB Commercial Bank Ltd.	Uttara Bank Limited
Eastern Bank Limited	One Bank Limited	
Farmers Bank Limited	Premier Bank Limited	
ICB Islamic Bank Limited	Prime Bank Limited	
IFIC Bank Limited	Pubali Bank Limited	
Jamuna Bank Limited	Rupali Bank Limited	
Janata Bank Limited	Shahjalal Islami Bank Limited	

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GLIMPSE OF 22nd AGM



| NOTICE |

FIRST FINANCE LIMITED

Jahangir Tower (3rd Floor), 10, Kawranbazar C/A, Dhaka-1215
Phone: (880-2) 9145487-9, 8189676-7, Fax: 88 02 9142374, www.first-finance.com.bd

Notice of the 23rd Annual General Meeting

Notice is hereby given that the 23rd Annual General Meeting of the Shareholders of First Finance Limited will be held on Thursday, June 9, 2016 at 11.00 a.m. at Trust Melonayaton, Dhaka Cantonment, 545 Old Airport Road, Tejgaon, Dhaka to transact the following businesses:

1. To confirm the proceedings of the 22nd Annual General Meeting of the company held on April 16, 2015;
2. To receive, consider and adopt the audited financial statements of the Company for year ended December 31, 2015 together with the reports of the Director's & Auditor's thereon;
3. To declare dividend for the year ended 2015 as recommended by the Board of Directors;
4. To elect the Directors of the company.
5. To consider the appointment of Independent Director as per Notification of Bangladesh Securities and Exchange Commission. (No. SEC/CMRRCD/2006-158/134/Admin/44, dated: August 07, 2012)
6. To Appoint the External Auditor for the year 2016 and fixation of their remuneration.
7. To transact any other business with the permission of the Chair.

By order of the Board of Directors,

Sd/

(Sarwar Shafiq)

Company Secretary

E-mail: share@first-finance.com.bd

Dated: May 18, 2016

NOTES:

1. The Shareholders whose names will appear in the Depository Register on the 'Record Date' i.e. May 19, 2016 will be entitled to attend the Annual General Meeting.
2. A shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote in his/her stead. The proxy form, a specimen of which may be available in the Annual Report needs to be affixed with a revenue stamp of Tk. 20.00 and submitted to the Registered Office of the Company no later than 48 hours before the day of the Annual General Meeting.
3. Respected shareholders are requested to inform the Company Secretary during office hour regarding the change of address, if any on 19th May, 2016.
4. The Shareholders/Proxy are requested to record their entry at the entrance of AGM on 9th June, 2016 in between 9.00 a.m. to 10.45 a.m.

দৃষ্টি আকর্ষণঃ

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর বিধি নং-এসইসি/এসআরএমআই/২০০০-৯৫৩/১৯৫০ তাং-২৪ অক্টোবর, ২০১৩ মোতাবেক আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার গিফট / খাবার প্রদানের ব্যবস্থা থাকবে না ।

| সাধারণ সভার বিজ্ঞপ্তি |

ফার্স্ট ফাইন্যান্স লিমিটেড

জাহাঙ্গীর টাওয়ার (৪র্থ তলা), ১০ কাওরান বাজার বা/এ, ঢাকা-১২১৫

ফোন: (৮৮০-২) ৯১৪৫৪৮৭-৯, ৮১৮৯৬৭৬-৭, ফ্যাক্স: ৮৮ ০২ ৯১৪২৩৭৪, www.first-finance.com.bd

২৩তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই মর্মে বিজ্ঞপ্তি দেয়া যাচ্ছে যে, ফার্স্ট ফাইন্যান্স লিমিটেড এর শেয়ারহোল্ডারদের ২৩তম বার্ষিক সাধারণ সভায় নিম্নলিখিত আলোচ্যসূচী বিবেচনার জন্য ৯ জুন, ২০১৬, বৃহস্পতিবার, বেলা ১১:০০ টায় ট্রাস্ট মিলনায়তন, ঢাকা ক্যান্টনমেন্ট, ৫৪৫ পুরাতন বিমানবন্দর সড়ক, তেজগাঁও, ঢাকায় অনুষ্ঠিত হবে :

১. ১৬ এপ্রিল, ২০১৫ তারিখে অনুষ্ঠিত ২২তম বার্ষিক সাধারণ সভার কার্যবিবরণী নিশ্চিত করণ;
২. ৩১ ডিসেম্বর, ২০১৫ সমাপ্ত বছরের নিরীক্ষিত আর্থিক প্রতিবেদন, পরিচালকমন্ডলী এবং নিরীক্ষকের প্রতিবেদন গ্রহন, বিবেচনা ও অনুমোদন;
৩. পরিচালনা পর্ষদ কর্তৃক ২০১৫ সালের সমাপ্ত বছরের জন্য সুপারিশকৃত লভ্যাংশ অনুমোদন;
৪. কোম্পানীর পরিচালকবৃন্দের নির্বাচন।
৫. বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের বিজ্ঞপ্তি অনুযায়ী নিরপেক্ষ পরিচালক নিয়োগ বিবেচনা (No. SEC/CMRRCD/2006-158/134/Admin/44, dated: August 07, 2012)
৬. ২০১৬ সনের জন্য নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।
৭. চেয়ারম্যান এর অনুমতিক্রমে অন্য কোন ব্যবসায়িক বিষয়ে আলোচনা।

পরিচালকমন্ডলীর নির্দেশক্রমে

(সরওয়ার শফিক)

কোম্পানী সচিব

ইমেল: share@first-finance.com.bd

তারিখ: ১৮ মে, ২০১৬

নোটঃ

১. রেকর্ড ডেট অর্থাৎ ১৯ মে, ২০১৬ তারিখে যে সকল শেয়ারহোল্ডারগণের নাম ডিপোজিটরি বইতে থাকবে তাঁরাই সাধারণ বার্ষিক সভায় উপস্থিত থাকতে পারবেন।
২. বার্ষিক সাধারণ সভায় অংশগ্রহণ ও ভোট প্রদানের যোগ্য সদস্য/সদস্যা তাঁর স্বপক্ষে সভায় অংশগ্রহণ ও ভোট প্রদানের জন্য প্রক্সি নিয়োগ করতে পারবেন। প্রক্সি ফরম যথাযথভাবে পূরণ করে ৬ ২০.০০(বিশ) টাকার রেভিনিউ স্ট্যাম্প সহযোগে সভার নির্ধারিত সময়ের ৪৮ ঘন্টা পূর্বে কোম্পানীর রেজিস্টার্ড অফিসে অবশ্যই জমা দিতে হবে।
৩. সম্মানিত শেয়ারহোল্ডারদের ১৯ মে, ২০১৬ তারিখে তাঁদের ঠিকানা পরিবর্তন সংক্রান্ত তথ্যাদি, যদি থাকে তাহলে অফিস চলাকালীন সময়ে কোম্পানী সচিবকে অবহিত করার জন্য অনুরোধ করা হলো।
৪. সম্মানিত শেয়ারহোল্ডার/প্রক্সিগণকে ৯ জুন, ২০১৬ তারিখ বার্ষিক সাধারণ সভায় প্রবেশের জন্য সকাল ৯:০০ টা থেকে সকাল ১০.৪৫ টার মধ্যে এন্ট্রি করতে অনুরোধ করা হলো।

দৃষ্টি আকর্ষণঃ

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর বিধি নং এসইসি/সিএমআরসিডি/২০০৯-১৯৩/১৫৮; তাং ২৪ অক্টোবর, ২০১৩ মোতাবেক আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার গিফট/খাবার প্রদানের ব্যবস্থা থাকবে না।

| COMPANY CHRONICLES |

Incorporation of the company	:	28th June, 1993
Commencement of Leasing Business	:	Since Inception
Conversion into Public Company	:	18th July 1996
Licensed From Bangladesh Bank	:	5th October 1999
First Trading on Dhaka & Chittagong Stock Exchange	:	9th October, 2003
Converted into Electronic Share	:	4th January, 2009
Launching of SME Finance	:	1st February, 2011
Introducing of Online Service to our customer	:	1st July, 2013
Name change of the Company (as FFL)	:	23rd July, 2014

| CAPITAL & SHAREHOLDING STRUCTURE |

as at 31st December, 2015

CAPITAL STRUCTURE

Authorized Capital	Tk.5,000.00 million
Issue, Subscribed & Paid-Up Capital	Tk. 1,162.20 million
Statutory Reserve	Tk.332.96 million

SHARE HOLDING STRUCTURE

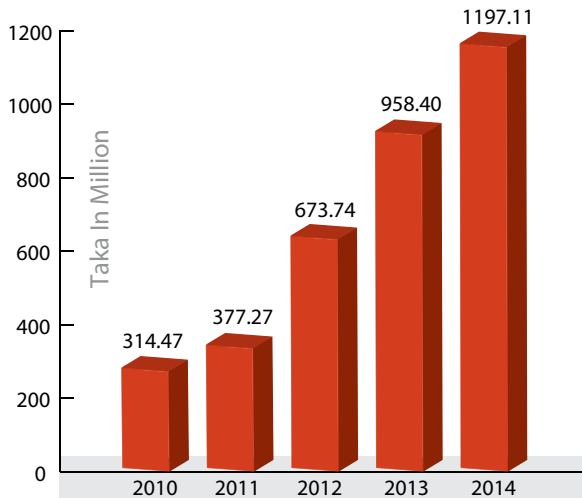
Category of Shareholders	No of Shares	Percentage of total Shares
Director/Sponsor & their related companies	56,803,283	48.88
Institution	18,426,148	15.85
General Public	40,990,827	35.27
Total	116,220,258	100.00

| PERFORMANCE IN THE LAST FIVE YEARS |

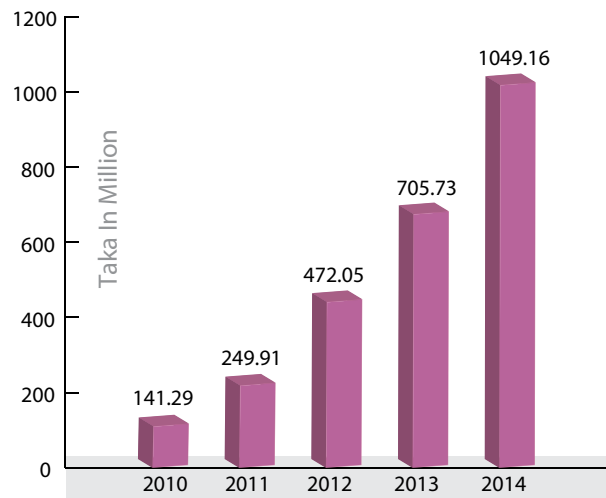
Key operational and financial data of last five years along with the current year have been presented in summarized for as below:

Particular	2015	2014	2013	2012	2011
Operational Income	1,146.23	1,197.11	958.40	673.74	377.27
Operational Expense	957.91	1,049.16	705.73	472.05	249.91
Profit before Tax & Provision	188.32	147.96	252.66	201.69	127.36
Profit after Tax & Provision	9.37	73.28	133.18	176.74	82.30
Shareholders' Equity	1,518.69	1,509.32	1,436.04	1,051.31	874.57
Total Assets	10,774.37	9,864.57	7,218.92	4,928.90	3,278.06
Total Borrowing	7,745.12	7,465.59	5,169.96	3,399.42	1,971.37

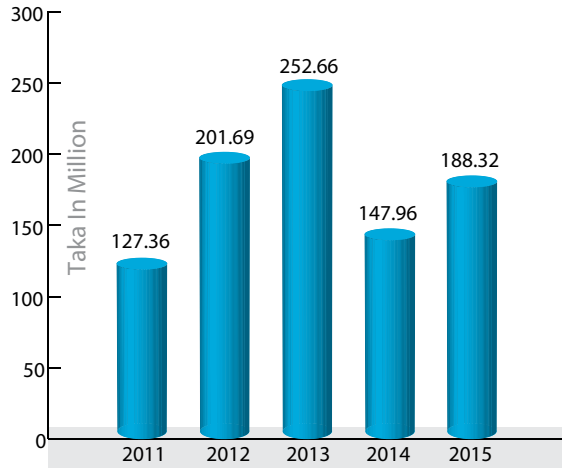
Operational Income



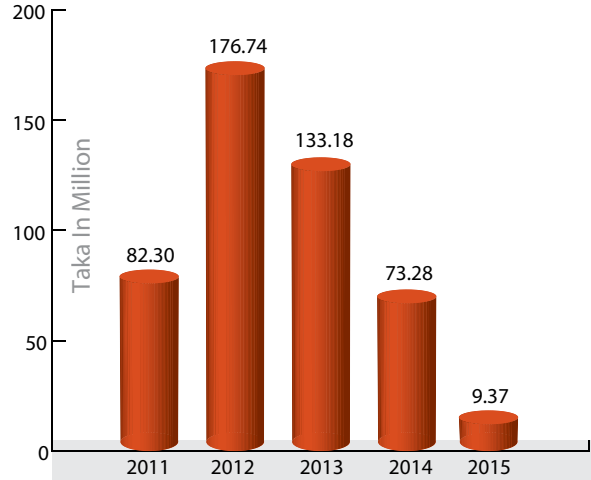
Operational Expense



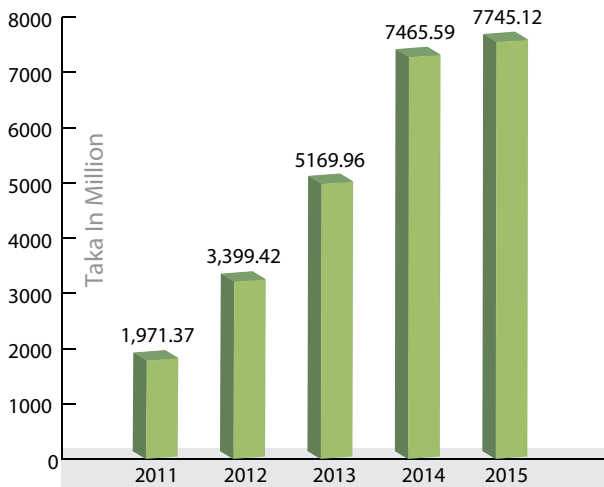
Profit before Tax & Provision



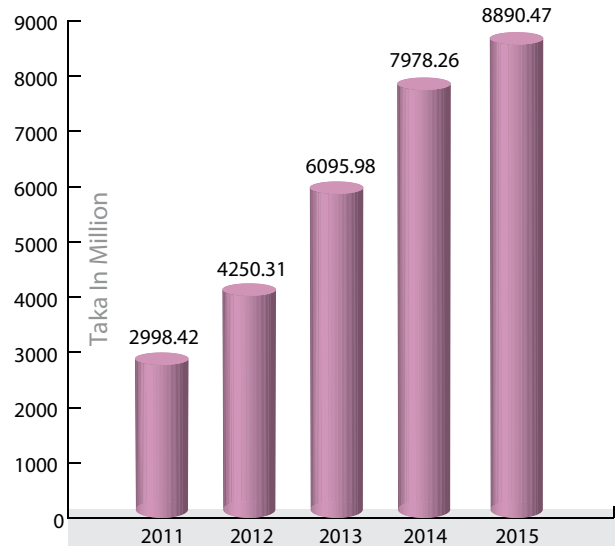
Profit after Tax & Provision



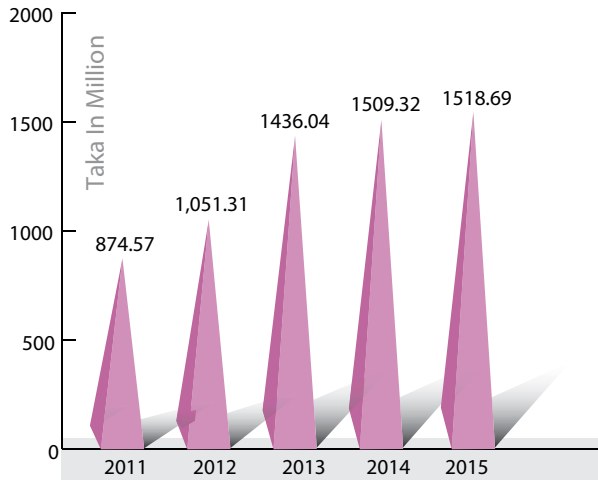
Total Borrowing



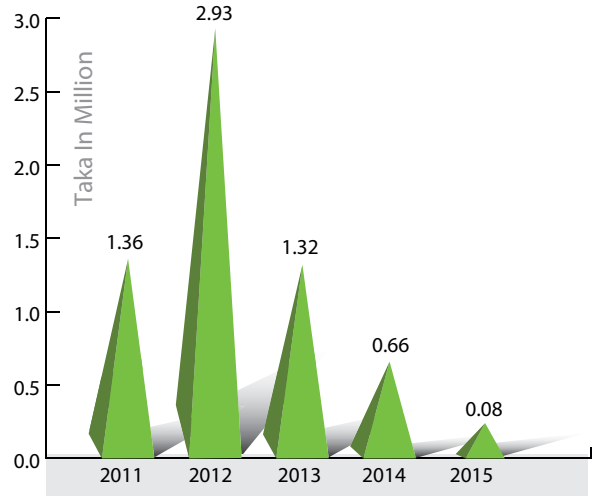
Investment Portfolio



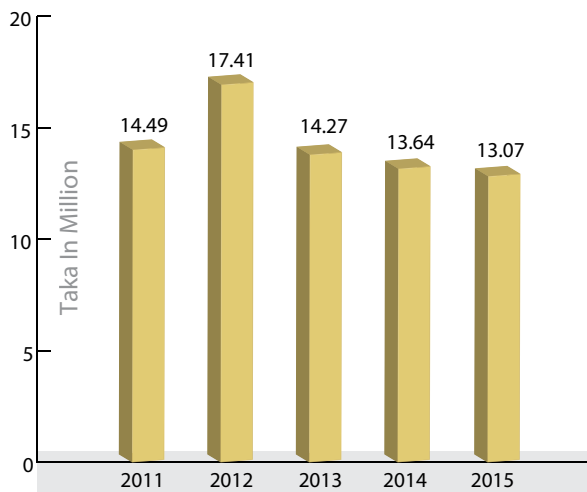
Shareholders' Equity



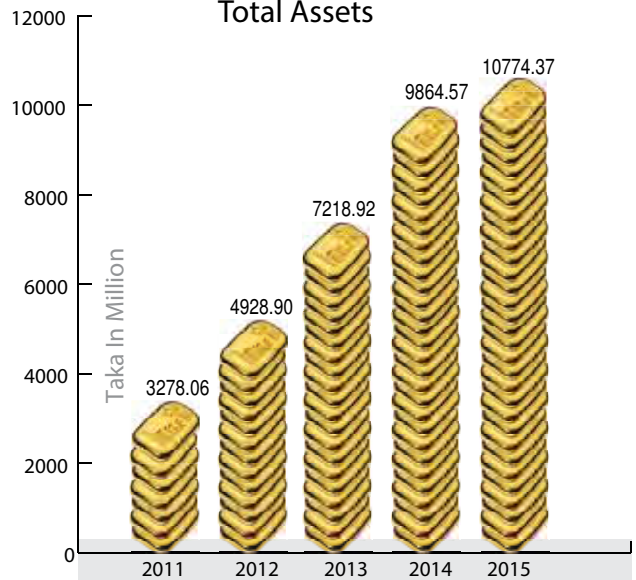
Earning Per Share



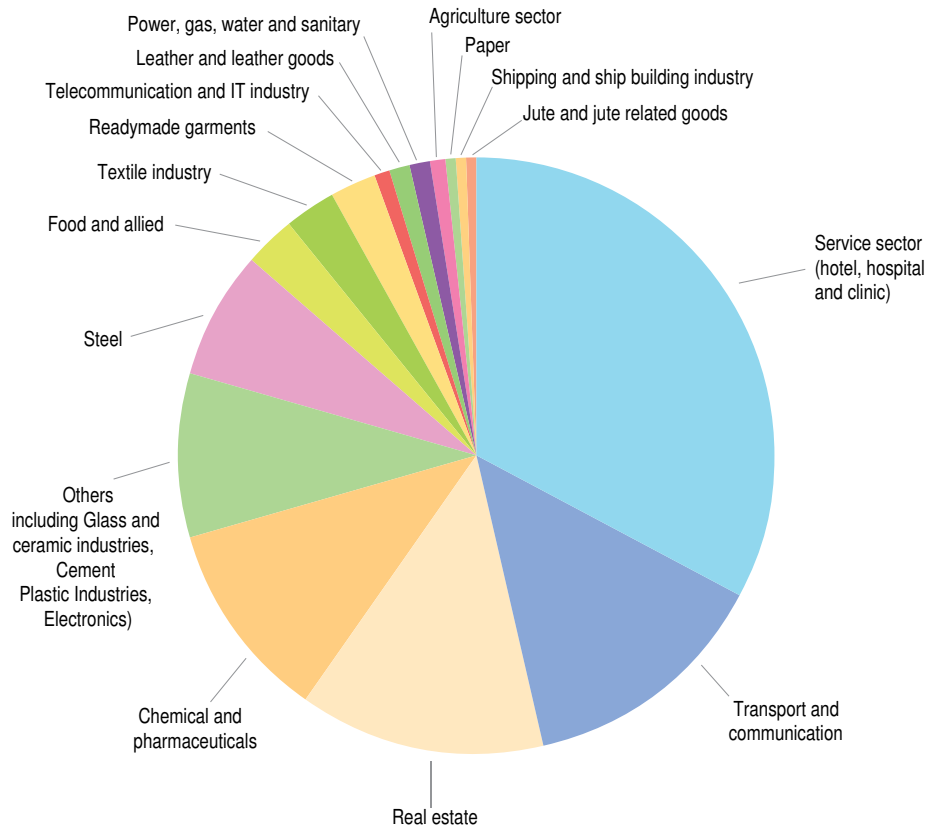
Net Asset Value Per Share



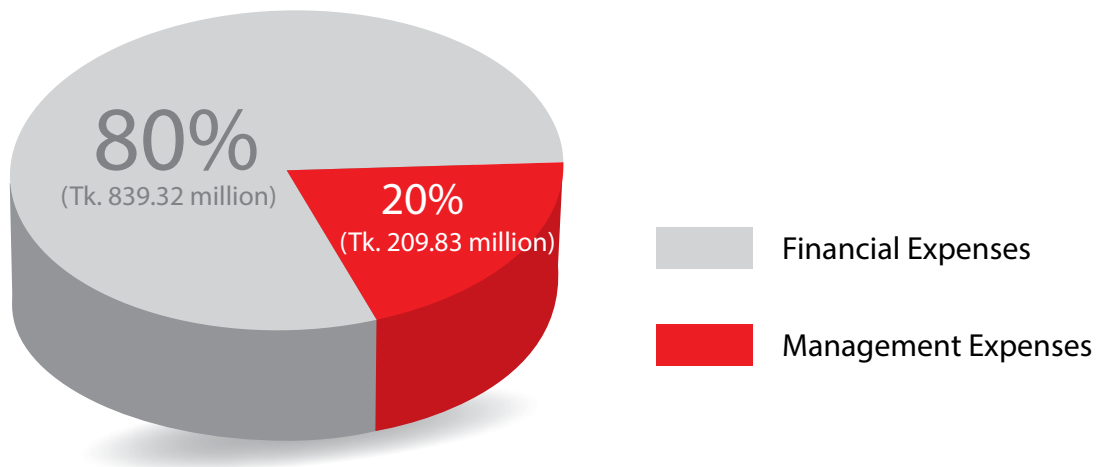
Total Assets



Sector-wise distribution



Operating Expenses Scenario



EXISTING BOARD OF DIRECTORS



A.Q.M.Faisal Ahmed Chowdhury
 Sponsor Director & Chairman



Mujibur Rahman Chowdhury
 Vice Chairman



Rajia Khanam
 Sponsor Director



Rafayel Bin Mahamud Bhuiyan
 Nominated by:
 Oparchor Trade Intl. Ltd.



Sadia Akter
 Nominated by:
 Alphabet Associated Ltd.



Kaiser Robin
 Nominated by:
 Alphabet Systems Limited



Golam Ahmed
 Nominated by:
 Raqas Trade International Limited



Almohit Safat Hossain
 Independent Director



A.K. Nasir Uddin
 Independent Director



Ms. Ruma Yasmin
 Independent Director

| DIRECTOR'S PROFILE |

1. Mr. A.Q.M. Faisal Ahmed Chowdhury, Chairman

Mr. A.Q.M. Faisal Ahmed Chowdhury was born in 1968 in a respected Muslim and renowned business family. Mr. Ahmed has completed his Graduation from Dhaka University. Mr. Faisal Ahmed is the Chairman of the Board of First Finance Limited from 9th May 2016. He was the immediate Vice Chairman of the Board and Chairman of the Executive Committee of First Finance Limited. Mr. Faisal Ahmed is also the founder & Sponsor Director of FFL. He is a well known businessman. He is also the founder Managing Director of Rakson Impex Limited and FAH Textiles Limited. He has his expertise on the Textiles Sector and has been involved in export, indenting & supply of textiles machineries. He is also the Sponsor Director of Alphabet Associates Limited and Alphabet Systems Limited, engaged in Software System development, System design, Import, Trading and Consulting.

2. Qasraj Trading Limited, Institutional Director

(Represented by: Mr. Mujibur Rahman Chowdhury, Vice Chairman of the Board)

Qasraj Trading Limited is established in 24th September, 2006 to carry on the business of Real Estate and construction works, manufacturing, producing, marketing, distribution and deal with organic fertilizer NPKS, Zink sulphet and briquette urea fertilizer and all other allied fertilizer product and imported in the country, fish farming, Fish culture, Fish hatcheries, poultry farming, dairy farming, agricultural farming, pisciculture, horticulture, plantation, flower cultivation, sweater manufacturing factory / industry for the purpose of manufacturing various types, designs and colors of sweater and quality made of wool, acrylic, silk, cotton, synthetic fibers and other fibrous substances, to buy, sell, export, import deal in all sorts of wool, yarn & fabrics products and by products thereof and to arrange for marketing the same within the country or to export of the foreign countries, to carry on all any of the business as importers, exporter's agent of various kinds of machinery, raw materials, equipment, spare parts and other items, trading, Indenting, Clearing, forwarding etc. Mr. Mujibur Rahman Chowdhury has been nominated as Director in the Board of FFL from Qasraj Trading Limited and he represents the Company. He is also the Vice Chairman of the Board and Chairman of the Executive Committee of the company.

3. Mrs. Rajia Khanam, Director

Mrs. Rajia Khanam was born in 1943 in a respectable Muslim Zaminder family of Daudkandi, Comilla and married to a renowned business personality of the Country Late M. A. Qasem, Director of Beximco Group. She is presently residing at Dhaka and having 3 sons and 1 daughter. She is the founder and Sponsor Director of First Finance Limited. She was immediate past Chairman of the Board of FFL. She is also one of the Directors of Raqas Trade International Ltd. Mrs. Rajia Khanam is a successful entrepreneur and a businesswomen of the country.

4. Oparchor Trade International Limited, Institutional Director

(Represented by: Mr. Rafayel Bin Mahamud Bhuiyan)

Oparchor Trade International Limited is established in 18th September, 2006 to carry on the business of Real Estate and construction works, manufacturing, producing, marketing, distribution and deal with organic fertilizer NPKS, Zink sulphet and briquette urea fertilizer and all other allied fertilizer product and imported in the country, fish farming, Fish culture, Fish hatcheries, poultry farming, dairy farming, agricultural farming, pisciculture, horticulture, plantation, flower cultivation, trading, Indenting, Clearing, forwarding etc. Mr. Rafayel Bin Mahamud Bhuiyan has been nominated as Director in the Board of FFL from Oparchor Trade International Limited and he represents the Company. He is also the active member of the Executive Committee and the Audit Committee of the company.

5. Alphabet Associates Limited, Institutional Director (Represented by: Mrs. Sadia Akter)

Alphabet Associates Limited is an IT based company involved in software development, system design, Software and Hardware Maintenance, Software and Hardware Installation and other services related to Computer, Internet & Telecommunication Services including Web development, Web mastering, Web hosting, e-commerce, e-government, e-travel, e-education, Animation, Cyber Cafe, Broadband, DSL, Radio Link, Bandwidth provide, Data services, e-Business, Online Service, LAN, WAN, Voice Communication, Video Conferencing, Video on demand according to Govt. rules, local & international trading, training module development, Export, Import and consulting job. Alphabet Associates Limited is established in 31st December, 1987. Mrs. Sadia Akter has been nominated as Director in the Board of FFL from Alphabet Associates Limited and she represents the Company. She is also an active member of the Audit Committee of the company.

6. Alphabet Systems Limited, Institutional Director (Represented by: Mr. Kaiser Robin)

Alphabet Systems Limited is established in 13th June, 2000 to carry on the business of Companies, Computer, Consultancy, data processing, programming, System designing installation, management, services relating to electronic data processing and or all other allied business. The company is also carry on the business of import, export, and marketing of computer, Computer accessories, hardware & software, peripherals including Network, Hardware, Software, Installing sales & services, electric/ electronic office equipment, training aids, Communication equipment, audio-visual equipment, and all other allied items. Mr. Kaiser Robin has been nominated as Director in the Board of FFL from Alphabet Systems Limited and he represents the Company. He is also an active member of the Audit Committee of the company.

7. Raqas Trade International Limited, Institutional Director (Represented by: Mr. Golam Ahmed)

Raqas Trade International Ltd. is established in 20th July, 2005 to carry on the business of manufacturing of fibrous substances and all type of fast food items, preparing, marketing of Textile items, garments item, knitting item, producing, distribution and deal with organic and all other allied fertilizer produced and imported in the country and to buy, sell, export, import deal in all sorts of wool, yarn & fabrics products and by products thereof and to arrange for marketing the same within the country or to export of the foreign countries. Mr. Golam Ahmed has been nominated as Director in the Board of FFL from Raqas Trade International Limited and he represents the Company. He is also the active member of the Executive Committee of the company.

8. Mr. Almohit Safat Hossain, Independent Director

Mr. Almohit Safat Hossain was born in the year 1966 in a Muslim family. He completed his MBA in Information Systems and Management from University of Hull, East Yorkshire, UK and M. Com in Management from Dhaka University. He is the Independent Director of First Finance Limited and also the member of the Audit Committee of the company. Currently he is working as a part time lecturer at Presidency University, Dhaka. He has some social involvement with Shikor, an old school boy's social association.

9. Mr. A.K. Nasir Uddin, Independent Director

Mr. A.K. Nasir Uddin was born in the year 1944 in a Muslim family. He completed his B. com (Hons.) from University of Dhaka. He is one of the Independent Directors of First Finance Limited and also the Chairman of the Audit Committee of the company. He is the proprietor of BN Production and act as Convener at the Advisory Committee of Bangladesh Film Producer & Distribution Association. He is the member of Bangladesh Film Censor Board and also the permanent member of Dhaka Club. He was the Ex-President of Bangladesh Film Producer & Distribution Association.

10. Ms. Ruma Yasmin, Independent Director

Ms. Ruma Yasmin was born in the year 1971 in an educated family. She has completed her Bachelor of Arts, MSC in Psychology & LLB. She is one of the Independent Directors of the company. She is also a member of Executive Committee of FFL

MEETING OF THE BOARD COMMITTEE



Board Meeting

| EXISTING BOARD COMMITTEES |

EXECUTIVE COMMITTEE	
Mujibur Rahman Chowdhury Vice Chairman & Nominated Director (Nominated by: Qasraj Trading Limited)	Chairman <i>Executive Committee</i>
Rafayel Bin Mahamud Bhuiyan Nominated Director (Nominated by: Oparchor Trade International Limited)	Member <i>Executive Committee</i>
Mr. Golam Ahmed Nominated Director (Nominated by: RaqasTrade International Limited)	Member <i>Executive Committee</i>
Ms. Ruma Yasmin Independent Director	Member <i>Executive Committee</i>

AUDIT COMMITTEE	
A.K Nasir Uddin Independent Director	Chairman <i>Audit Committee</i>
Rafayel Bin Mahamud Bhuiyan Nominated Director (Nominated by: Oparchor Trade International Limite)	Member <i>Audit Committee</i>
Almohit Safat Hossain Independent Director	Member <i>Audit Committee</i>
Mr. Kaiser Robin Nominated Director (Nominated by: Alphabet Systems Limited)	Member <i>Audit Committee</i>

| THE CHAIRMAN'S STATEMENT TO THE SHAREHOLDERS |



*A.Q.M.Faisal Ahmed Chowdhury
Chairman*

Distinguished Shareholders,

On behalf of First Finance Limited's (FFL) respected Board members and dedicated Team of Management, I would like to cordially welcome and thank you all for accepting our invitation and attending at the Annual General Meeting. In this meeting we will present the 23rd Annual Report for year ended 2015 with all the financial performance and the result of operational activities and comparison with last year.

Honorable Shareholder's,

It gives me a great honor to place before you the Director's Report along with the Audited Financial Statement for the year ended December 31, 2015 and Auditor's Report thereon for your perusal. This is a great occasion where various aspects of financials and other affairs are to be discussed and at the same time you would have the opportunity to offer your valuable comments, opinions and guideline that would be helpful in planning the future activities of the company.

FFL established in the year 1993. The Company started its business operation since its inception as a private Limited company with limited vicinity and gradually the company becomes one of the Financial Institution in Bangladesh. Currently the company has been operating Lease Finance, Term Loan Finance, Home Loan, Term Deposit Receipt (TDR), Monthly Savings Scheme (MSS), Real Estate & Housing Finance, Corporate Finance, Working Capital Finance, SME Finance, Women Entrepreneur Loan, Car Loan, Hire Purchase, Bridge Finance, Equity Finance, Structured Finance, Syndicated Finance, Renewable Continuous Loan from 6 branches in 6 different prime locations of the country with an objective to meet up the all types financial needs of the clients. The company's employed over 187 employees and is well diversified into Corporate, SME, Industrial, Retail, Capital Market, Money Market segments.

In the financial year 2015 total investment growth is 11.31% in comparison with 2014 financial year. It is reported that, for some unavoidable circumstances company's operational profit has been decreased 87.21% in the year 2015 in comparison with the year 2014. Since our main focus always was and would be to strengthen our financial health by carefully choosing asset to attain our objectives, we would apply our best effort to overcome the difficulties those we have faced in the year 2015.

The year 2015 had been challenging one for the financial sector. The Board of Directors is in full control of the company's affairs and reviews strategic issues on a regular basis and exercise control over the performance of the company by approving yearly business targets of the Company. The Management is fully accountable to the Board and the Board reviews Management's business performance on monthly basis. The Board determines the objectives and goals and to this end chalks out strategies and work-plan annual basis. Each and every employee is fully responsible to achieve the yearly target and this target is set up as per everyone's designation and rank. In the year 2015, the company achieved Tk. 1,63,90,44,272.00 from investment target and Tk. 4,13,09,41,241.00 from deposit target. In the year 2016 the Board has set an investment target amounting Tk. 6,14,84,00,000.00 and deposit target amounting Tk. 2,56,00,00,000.00 for the company.

I would like to restate here that our Board maintains its effective role in policy formulation and discharging best possible corporate governance. Company policy is added, edited or upgraded by the Management and approved by the Board of Director for ensuring better customer service. Our company's main focus is structured by clear objectives in combination with appropriate vision and values to materialize.

Honorable Shareholders,

During the year 2015, the company financed in the corporate and semi corporate bodies and also given special emphasis on the SME sectors, women entrepreneurs, housing and considerable amount also been financed in this sectors by keeping in mind for the development of social economic of the country.

In the year 2015, the Board also appointed few Senior Officials in different departments for more effective and productive result, mostly have vast experience in the field of financial sector of the country.

Respected Shareholders,

In the year 2015, the company's Paid-Up Capital stood at Tk. 1162.20 million as against 1106.86 million in the preceding year. The Shareholder's Equity also comprise of Non-distributable reserve and Retained Earnings at Tk. 332.94 million and Tk. 23.55 million respectively which stands for total Tk. 1518.69 million.

Honorable Shareholders,

You may kindly know that the working fund of the company mainly consists of shareholders equity, borrowing from banks and fixed deposit receipts (FDR) received from individuals and institutions. Advance Lease Rentals held by the company on lease financing also substantiate in building up working fund of the company. As on December 31, 2015, total Term Deposit stood at Tk. 6606.36 million as against Tk. 5403.05 million as on December 31, 2014 indicating an increase of Tk. 1203.31 million. Bank Borrowing as on December 31, 2015 stood at Tk. 1138.77 million as against Tk. 2062.54 million as on December 31, 2014 showing a decrease of Tk. 923.77 million over the figure at the end of the preceding year. This was due to adjustment of higher interest rate borrowings The liability under the head of Advance Lease Rentals stood from Tk. 51.68 million to Tk. 67.59 million as on December 31, 2015.

Fellow Shareholders,

Since October 9, 2003, your company's shares are being trade in both stock exchanges of the country in Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE). As at December 31, 2015, the market price of your company's share stood respectively at Tk. 11.30 in Dhaka Stock Exchange (DSE) and Tk. 11.20 in Chittagong Stock Exchange (CSE).

Honorable Shareholders

You would be pleased to know that your company has already fully implemented Corporate Governance Guidelines and Good Governance Guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC) and Bangladesh Bank respectively. It is expected that the benefits from these guidelines would be obtained by your company in the coming years.

Eminent shareholders,

As per the guidance of the regulatory authority the Data Centre (BCP) and Disaster Recovery Site (DRS) has been established at Head Office and Board Bazar, Gazipur to protect entire data of the company in electronic format as the part of Business Continuity Plan.

Admirable Shareholders,

The socio-economic exposition states that the existence of every organization is to fulfill the social obligation. FFL believes that CSR adoption and CSR performance is another dimension of measuring its management performance and also believes that business success and social responsibility are equally inclusive; undeniably they depend on each other. The company's CSR Strategy is aimed at fostering self reliance, independence and creativity among the most disadvantaged people. During the year 2015, the company has donated considerable amount of Tk. 15.24 lac at Bangladesh Bank for blanket distribution and also at Individual level for medical ground.

Dear Shareholder,

On behalf of the Board of Directors, I would like to thank the valued shareholders, patrons, borrowers, depositors, electronic & print media, law enforcement agencies, suppliers and all others stakeholders for their trust and confidence towards the company. I would also like to thank to all of our business partners, Bankers, Financial Institutions, Insurance Companies, Registrar of Joint Stock Companies & Firms (RJSC), Bangladesh Security and Exchange Commission (BSEC), Bangladesh Bank, Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE) & CDBL for their cooperation extended to us on every aspects.

Finally, I would also like to thank my fellow Board of Directors for their generous dedication and co-operation. I would like to take this opportunity to acknowledge the contributions of all our shareholders, management, staff and our cherished customers for their continuous support and contributions during the 2015 financial year. We ask for your continued support as we continue to set the new standard in our industry.

SD/-

(A.Q.M. Faisal Ahmed Chowdhury)
Chairman

সম্মানিত শেয়ারহোল্ডারদের প্রতি মাননীয় চেয়ারম্যানের বক্তব্য

সম্মানিত শেয়ারহোল্ডারবৃন্দ,

ফাস্ট ফাইন্যান্স লিমিটেড (এফএফএল) এর সম্মানিত পরিচালকমন্ডলী ও কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষের পক্ষ থেকে আমি আপনাদেরকে আন্তরিকভাবে স্বাগত এবং একইসাথে আমাদের আমন্ত্রণ গ্রহণ করে এ বার্ষিক সাধারণ সভায় যোগদানের জন্য আপনাদের ধন্যবাদ জানাচ্ছি। এই সভায় আমরা ২০১৫ সালের ২৩ তম বার্ষিক প্রতিবেদন সহ গত বছরের আর্থিক কার্য সম্পাদন এবং তার সম্পাদিত কার্যের ফলাফল উপস্থাপন করা হলো।

সম্মানিত শেয়ারহোল্ডারগণ,

৩১শে ডিসেম্বর ২০১৫ সমাপ্ত বছরের পরিচালকমন্ডলীর প্রতিবেদন ও নিরীক্ষিত হিসাবসমূহ এবং নিরীক্ষকের প্রতিবেদন আপনাদের সম্মুখে পেশ করছি। এটি একটি মহান উপলক্ষ্য যেখানে আর্থিক এবং অন্যান্য বিষয়াদির বিভিন্ন দিক নিয়ে আলোচনা করা হয় এবং একই সময়ে আপনাদের মূল্যবান মন্তব্য, মতামত ও দিকনির্দেশনা প্রদানের মাধ্যমে কোম্পানীর ভবিষ্যত কর্ম পরিকল্পনায় সহায়তা করবেন।

১৯৯৩ সালে ফাস্ট ফাইন্যান্স লিমিটেড (এফএফএল) প্রতিষ্ঠিত হয়। কোম্পানী প্রতিষ্ঠালগ্ন থেকে একটি প্রাইভেট লিমিটেড কোম্পানী হিসাবে ব্যবসা কার্যক্রম শুরু করে এবং ধীরে ধীরে এটি বাংলাদেশের একটি অন্যতম আর্থিক প্রতিষ্ঠান হিসেবে প্রতিষ্ঠিত হয়। বর্তমানে কোম্পানী দেশের বিভিন্ন স্থানে গ্রাহকদের আর্থিক চাহিদা পূরণের জন্য ৬ টি শাখার মাধ্যমে লীজ অর্থায়ন (Lease Finance), মেয়াদী অর্থায়ন (Term Loan Finance), আবাসন ঋণ (Home Loan), মেয়াদী আমানত রসিদ (TDR), মাসিক সঞ্চয় ভিত্তিক মেয়াদী আমানত (MSS), আবাসন প্রকল্প ঋণ (Real Estate Finance & Housing Finance), কর্পোরেট ঋণ (Corporate Finance), কার্যকরী মূলধন ঋণ (Working Capital Finance), ক্ষুদ্র ও মাঝারী ঋণ (SME Finance), নারী উদ্যোক্তা ঋণ (Women Entrepreneur), গাড়ীর ঋণ (Car Loan), হায়ার পারচেজ (Hire Purchase), ব্রিজ ফাইন্যান্স (Bridge Finance), ইকুইটি ফাইন্যান্স (Equity Finance), স্ট্রাকচার্ড ফাইন্যান্স (Structured Finance), সিডিকেটেড ফাইন্যান্স ব্যবসা (Syndicated Finance Business), Renewable Continuous Loan প্রদান করছে। কোম্পানীর বর্তমান কর্মী সংখ্যা ১৮৭ জন এবং সকলেই বিভিন্ন বিভাগে যেমনঃ কর্পোরেট, এস.এম.ই., শিল্পখাত, রিটেইল, ক্যাপিটাল মার্কেট এবং মানি মার্কেটে কাজ করে যাচ্ছে।

২০১৪ অর্থ বছরের তুলনায় ২০১৫ অর্থ বছরে ব্যবসায় বিনিয়োগ বৃদ্ধি পেয়েছে ১১.৩১ শতাংশ। বেশ কিছু অপ্রত্যাশিত পরিস্থিতির কারণে ২০১৪ সালের তুলনায় ২০১৫ সালে কোম্পানীর পরিচালনাগত ব্যয় বৃদ্ধির ফলে পরিচালনাগত মুনাফা ৮৭.২১% হ্রাস পেয়েছে। আমাদের মূল উদ্দেশ্য ছিল এবং আছে প্রতিষ্ঠানের আর্থিক ভিত্তিকে মজবুত করার লক্ষ্যে সকল কার্যাবলীকে সতর্কতার সাথে সম্পাদন করা, যার মাধ্যমে বিগত ২০১৫ সালের প্রতিবন্ধকতা হতে প্রতিষ্ঠানকে রক্ষা করে পূর্বের ন্যায্য মুনাফা বৃদ্ধির ধারাবাহিকতায় ফিরিয়ে আনা।

আর্থিক পরিসরে ২০১৫ সাল আমাদের জন্য একটি চ্যালেঞ্জিং বছর ছিল। পরিচালনা পর্ষদের নিয়ন্ত্রণে কোম্পানীর সার্বিক কার্যাবলী এবং কৌশলগত সিদ্ধান্তসমূহ পরিচালিত হয়ে থাকে। কোম্পানীর ব্যবসায়িক যে অনুমোদিত লক্ষ্যমাত্রা দেয়া হয় তা পরিচালনা পর্ষদ কর্তৃক নিয়মিত পর্যবেক্ষিত হয়। ব্যবস্থাপনা কর্তৃপক্ষ নির্ধারিত লক্ষ্যমাত্রার জন্য পরিচালনা পর্ষদের নিকট সম্পূর্ণভাবে দায়বদ্ধ এবং পর্ষদ সভায় পরিচালনা পর্ষদ তাঁদের ব্যবসায়িক কার্য সম্পাদন পর্যালোচনা করে থাকেন। পরিচালনা পর্ষদ কোম্পানীর বার্ষিক লক্ষ্যমাত্রা ও উদ্দেশ্য নির্ধারণ করে থাকেন এবং এই আলোকে কর্ম-পরিকল্পনা ও কৌশলগত নির্দেশনা প্রদান করেন। কর্মকর্তাদের পদবী অনুযায়ী প্রত্যেকের নির্ধারিত বার্ষিক লক্ষ্যমাত্রা অর্জনের ক্ষেত্রে তারা নিজ-নিজ ভাবে দায়বদ্ধ। ২০১৫ সালে কোম্পানী মোট বিনিয়োগের লক্ষ্যমাত্রার মধ্যে ১৬৩,৯০,৪৪,২৭২.০০ টাকা এবং আমানতের লক্ষ্যমাত্রার মধ্যে ৪১৩,০৯,৪১,২৪১.০০ টাকা অর্জন করতে সক্ষম হয়েছে। ২০১৬ সালের জন্য পরিচালনা পর্ষদ কোম্পানীর সকল কর্মকর্তাদের জন্য বিনিয়োগের লক্ষ্যমাত্রা ৬১৪,৮৪,০০,০০০.০০ টাকা এবং আমানতের লক্ষ্যমাত্রা ২৫৬,০০,০০,০০০.০০ টাকা নির্ধারণ করেছেন।

আমি এখানে আরো বলতে চাই যে, প্রতিষ্ঠানের সর্বত্র কর্পোরেট শাসন প্রতিষ্ঠার লক্ষ্যে পরিচালনা পর্ষদ কার্যকরী পদক্ষেপ নিয়েছে। উন্নততর গ্রাহক সেবা নিশ্চিত করার লক্ষ্যে কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রতিনিয়ত নীতিমালা সংযোজিত, পরিবর্তিত ও পরিবর্তিত হয় এবং পরিচালকমন্ডলী কর্তৃক অনুমোদিত হয়ে থাকে। আমাদের কোম্পানীর প্রধান লক্ষ্য হচ্ছে প্রতিষ্ঠানের সুনির্দিষ্ট উদ্দেশ্য অনুযায়ী সকল কাজের সমন্বয় সাধন পূর্বক কার্য সম্পাদন করা।

সম্মানিত শেয়ারহোল্ডারগণ,

২০১৫ সালে কোম্পানী শুধুমাত্র কর্পোরেট এবং আধা-কর্পোরেট সংস্থার মধ্যে ব্যবসায়িক লেনদেন সীমাবদ্ধ রাখেনি বরং বিশেষ কিছু বিভাগে সর্বোচ্চ অগ্রাধিকার প্রদান করেছে, যা দেশের সামাজিক ও অর্থনৈতিক উন্নয়নের জন্য বিশেষভাবে অবদান রাখছে। বিভাগগুলো হলো- ক্ষুদ্র ও মাঝারী ঋণ বিভাগ, মহিলা উদ্যোক্তাদের জন্য ঋণ বিভাগ এবং আবাসন প্রকল্প ঋণ।

গত ২০১৫ সালে পরিচালনা পর্ষদ, বিভিন্ন বিভাগের কাজকে অধিকতর গতিশীল ও কার্যকরী করার জন্য বেশ কিছু উর্ধ্বতন কর্মকর্তা নিয়োগ প্রদান করেছেন, যাদের দেশের বিভিন্ন আর্থিক প্রতিষ্ঠানে বহুদিনের কাজ করার অভিজ্ঞতা রয়েছে।

সম্মানিত শেয়ারহোল্ডারগণ,

২০১৫ সালে কোম্পানির পরিশোধিত মূলধন ৳১১০৬.৮৬ মিলিয়ন থেকে ৳১১৬২.২০ মিলিয়নে দাঁড়িয়েছে। বর্তমানে কোম্পানীর শেয়ারহোল্ডারদের ইকুইটির পরিমাণ দাঁড়িয়েছে অবিতরণযোগ্য সংরক্ষিত তহবিল ৳৩৩২.৯৪ মিলিয়ন এবং বন্টনযোগ্য মুনাফা ৳২৩.৫৫ মিলিয়নসহ মোট ৳১৫১৮.৬৯ মিলিয়ন।

সম্মানিত শেয়ারহোল্ডারগণ,

আপনারা জানেন যে, কোম্পানীর তহবিল প্রধানত শেয়ারহোল্ডারদের ইকুইটি, ব্যাংক থেকে প্রাপ্ত ঋণ এবং মেয়াদী আমানত রসিদ (FDR) যা ব্যক্তি এবং প্রতিষ্ঠান থেকে প্রাপ্ত। অগ্রিম লীজ রেন্টাল গ্রহণের মাধ্যমেও কোম্পানীর তহবিল এর প্রবাহ বৃদ্ধি পায়। ৩১শে ডিসেম্বর ২০১৪ এ কোম্পানীর মেয়াদী আমানত ছিল ৳৫৪০৩.০৫ মিলিয়ন এবং ৩১শে ডিসেম্বর ২০১৫ এ কোম্পানীর মেয়াদী আমানত দাঁড়িয়েছে ৳৬৬০৬.৩৬ মিলিয়ন যা ২০১৪ থেকে ৳১২০৩.৩১ মিলিয়ন বেশী। ৩১শে ডিসেম্বর ২০১৪ এ ব্যাংক হতে সংগৃহীত ঋণ ছিল ৳২০৬২.৫৪ মিলিয়ন এবং ৩১শে ডিসেম্বর ২০১৫ এ ব্যাংক হতে সংগৃহীত ঋণ দাঁড়িয়েছে ৳১১৩৮.৭৭ মিলিয়ন যা ২০১৪ থেকে ৳৯২৩.৭৭ মিলিয়ন কম। এটা সম্ভব হয়েছে কম সুদের হারের ঋণ দ্বারা বেশী সুদের হারের ঋণগুলোকে পরিশোধ করার মাধ্যমে। অগ্রিম লীজ রেন্টাল বাবদ কোম্পানীর দায়বদ্ধতা ৩১শে ডিসেম্বর, ২০১৪ এ ৳৫১.৬৮ মিলিয়ন হতে ৩১শে ডিসেম্বর, ২০১৫ সালে ৳৬৭.৫৯ মিলিয়ন এ দাঁড়িয়েছে।

সুধী শেয়ারহোল্ডারগণ,

৯ অক্টোবর, ২০০৩ থেকে কোম্পানীর শেয়ার দেশের দুইটি স্টক এক্সচেঞ্জ, ঢাকা স্টক এক্সচেঞ্জ এবং চট্টগ্রাম স্টক এক্সচেঞ্জ এ লেনদেন শুরু করে। ৩১শে ডিসেম্বর, ২০১৫ এ কোম্পানীর শেয়ারের দাম ঢাকা স্টক এক্সচেঞ্জ লিঃ (ডিএসই) এবং চট্টগ্রাম স্টক এক্সচেঞ্জ লিঃ (সিএসই) এ যথাক্রমে ১১.৩০ টাকা এবং ১১.২০ টাকা ছিল।

সম্মানিত শেয়ারহোল্ডারগণ,

আপনারা জেনে খুশি হবেন যে, কোম্পানী ইতোমধ্যে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি) ও বাংলাদেশ ব্যাংক দ্বারা জারিকৃত কর্পোরেট পরিচালনা নিয়মাবলী এবং সুশাসন পদ্ধতি সম্পূর্ণরূপে কার্যকর করেছে। আশা করা যাচ্ছে যে, গত বছরের তুলনায় আগামী বছরেও এ নির্দেশাবলী আপনাদের প্রতিষ্ঠানকে আরো লাভবান করবে।

সম্মানিত শেয়ারহোল্ডারগণ,

নিয়ন্ত্রনকারী প্রতিষ্ঠানের নির্দেশনা মোতাবেক প্রধান কার্যালয়ে ডাটা সেন্টার(BCP) ও বোর্ডবাজার, গাজীপুর এ ডাটা রিকোভারী সাইট(DCP) স্থাপন করা হয়েছে। এর মাধ্যমে কোম্পানীর সকল ইলেক্ট্রনিক্স তথ্যাদি যথাযথ সুরক্ষা নিশ্চিত করে যা Business Continuity Plan এর আওতাধীন।

সুধী শেয়ারহোল্ডারগণ,

সামাজিক অর্থনৈতিক বিকাশের লক্ষ্যে প্রতিটি প্রতিষ্ঠানেরই দায়বদ্ধতা রয়েছে। এফএফএল বিশ্বাস করে যে, প্রতিষ্ঠানিক-সামাজিক দায়বদ্ধতা গ্রহণ ও অংশগ্রহণের মাধ্যমে ব্যবস্থাপকীয় কর্মদক্ষতা পরিমাপ করার মাপকাঠী এবং ব্যবসায় উন্নতি ও সামাজিক দায়বদ্ধতা একে অপরের পরিপূরক। সমাজের অনগ্রশীল ব্যক্তিদের আত্মবিশ্বাস, স্বনির্ভরতা ও সৃজনশীলতার উন্নয়নই প্রতিষ্ঠানিক-সামাজিক দায়বদ্ধতার মূল লক্ষ্য। ২০১৫ সালে কোম্পানী CSR কার্যক্রমের আওতায় মোট ১৫.২৪ লক্ষ টাকা বাংলাদেশ ব্যাংক -এর “কমল বিতরণ কর্মসূচী”তে অংশগ্রহণসহ ব্যক্তিগত চিকিৎসাখাতে আর্থিক সহায়তা প্রদান করেছে।

প্রিয় শেয়ারহোল্ডারবন্দ,

পরিচালনা পর্ষদের পক্ষ থেকে আমি সম্মানিত শেয়ারহোল্ডার, পৃষ্ঠপোষক, ঋণগ্রহীতা, আমানতকারী, গনমাধ্যম, আইন-শৃঙ্খলা রক্ষাকারী সংস্থা, বিভিন্ন সরবরাহকারী প্রতিষ্ঠানকে কোম্পানীর প্রতি তাদের বিশ্বাস এবং আস্থা রাখার জন্য আন্তরিকভাবে ধন্যবাদ জানাচ্ছি; যাঁরা আমাদের কোম্পানীকে অভীষ্ট লক্ষ্যে পৌঁছাতে সাহায্য করে যাচ্ছেন। আমি আরো ধন্যবাদ জানাতে চাই আমাদের সকল ব্যবসায়িক সহযোগী, ব্যাংকার্স, আর্থিক প্রতিষ্ঠান, বীমা কোম্পানী, রেজিস্ট্রার অব জয়েন্ট স্টক কোম্পানীজ্ এন্ড ফার্মস (আরজেএসসি), বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (বিএসইসি), বাংলাদেশ ব্যাংক, ঢাকা স্টক এক্সচেঞ্জ লিঃ (ডিএসই), চট্টগ্রাম স্টক এক্সচেঞ্জ লিঃ (সিএসই), সিডিবিএল কে তাদের সার্বক্ষণিক সহযোগিতা করার জন্য।

পরিশেষে, আমি আমাদের সম্মানিত পরিচালনা পর্ষদকে তাদের আন্তরিক নিষ্ঠা ও সহযোগিতার জন্য ধন্যবাদ জ্ঞাপন করছি। আমি ২০১৫ অর্থ বছরের আমাদের সম্মানিত শেয়ারহোল্ডার, কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ, সকল কর্মকর্তা, কর্মচারী ও মূল্যবান গ্রাহকদের চলমান সহযোগিতা ও অবদানের জন্য বিশেষভাবে অভিনন্দন জানাচ্ছি। আমাদের উন্নতির এই চলমান ধারাবাহিকতায় আপনাদের সর্বাঙ্গিক সহযোগিতা অব্যাহত থাকবে বলে আমরা আশা পোষণ করছি।

স্বাক্ষর

(এ.কিউ.এম. ফয়সাল আহমেদ চৌধুরী)
চেয়ারম্যান

EXISTING MANAGEMENT COMMITTEES

MANAGEMENT COMMITTEE (MANCOM)	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>MANCOM</i>
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Member <i>MANCOM</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>MANCOM</i>
Mr. Mirza Akhteruzzaman Begg <i>SVP & Head of Credit Administration Department</i>	Member Secretary <i>MANCOM</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>MANCOM</i>
Mr. Sajib Godfrey Purification <i>VP & Head of Legal Department</i>	Member <i>MANCOM</i>

CREDIT COMMITTEE	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>CREDIT COMMITTEE</i>
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Member <i>CREDIT COMMITTEE</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>CREDIT COMMITTEE</i>
Mr. Mirza Akhteruzzaman Begg <i>SVP & Head of Credit Administration Department</i>	Member <i>CREDIT COMMITTEE</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>CREDIT COMMITTEE</i>
Mr. Sajib Godfrey Purification <i>VP & Head of Legal Department</i>	Member <i>CREDIT COMMITTEE</i>

PURCHASE COMMITTEE	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>PURCHASE COMMITTEE</i>
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Member <i>PURCHASE COMMITTEE</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>PURCHASE COMMITTEE</i>
Mr. Mirza Akhteruzzaman Begg <i>SVP & Head of Credit Administration Department</i>	Member <i>PURCHASE COMMITTEE</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member Secretary <i>PURCHASE COMMITTEE</i>
Mr. Sajib Godfrey Purification <i>VP & Head of Legal Department</i>	Member <i>PURCHASE COMMITTEE</i>

EXISTING MANAGEMENT COMMITTEES

ASSET LIABILITY COMMITTEE (ALCO)	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>ALCO</i>
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Member Secretary <i>ALCO</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>ALCO</i>
Mr. Mirza Akhteruzzaman Begg <i>SVP & Head of Credit Administration Department</i>	Member <i>ALCO</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>ALCO</i>
Mr. Sajib Godfrey Purification <i>VP & Head of Legal Department</i>	Member <i>ALCO</i>

MANAGEMENT INFORMATION SYSTEM (MIS)	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>MIS</i>
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Member <i>MIS</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>MIS</i>
Mr. Mirza Akhteruzzaman Begg <i>SVP & Head of Credit Administration Department</i>	Member <i>MIS</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>MIS</i>
Mr. Sajib Godfrey Purification <i>VP & Head of Legal Department</i>	Member <i>MIS</i>
The Head of ICT Department	Member Secretary <i>MIS</i>

ANTI MONEY LAUNDERING COMMITTEE (AMLCO)	
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	CAMLCO <i>AMLCO</i>
Mr. Ripan Chandra Das <i>AVP, ICC Department</i>	Deputy CAMLCO & Member <i>AMLCO</i>
Mr. Mirza Akhteruzzaman Begg <i>SVP & Head of Credit Administration Department</i>	Member <i>AMLCO</i>
Mr. Ajoy Kumar Saha <i>AVP, Accounts & Finance Department</i>	Member <i>AMLCO</i>
Mr. Sree Shatya Smaran Tarafder <i>Senior Officer, ICT Department</i>	Member <i>AMLCO</i>

EXISTING MANAGEMENT COMMITTEES

CENTRAL COORDINATION UNIT (CCU)	
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Chairman <i>CCU</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>CCU</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>CCU</i>
Mr. Ajoy Kumar Saha <i>AVP, Accounts & Finance Department</i>	Member <i>CCU</i>
Mr. Ripan Chandra Das <i>AVP, ICC Department</i>	Member <i>CCU</i>
Mr. Sree Shatya Smaran Tarafder <i>Senior Officer, ICT Department</i>	Member <i>CCU</i>

CIB ONLINE COORDINATION COMMITTEE (COCC)	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>COCC</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>COCC</i>
Ms. Habiba Nasrin <i>AVP, Credit Department</i>	Secretary <i>COCC</i>
Mr. Sree Shatya Smaran Tarafder <i>Senior Officer, ICT Department</i>	Member <i>COCC</i>

ASSET DISPOSAL COMMITTEE (ADC)	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>ADC</i>
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Member <i>ADC</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>ADC</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>ADC</i>
Mr. Sajib Godfrey Purification <i>VP & Head of Legal Department</i>	Member Secretary <i>ADC</i>

| EXISTING MANAGEMENT COMMITTEES |

COMMITTEE FOR RECRUITMENT, PROMOTION, CONFIRMATION, INCREMENT, SALARY, BONUS, TRANSFER, DEMOTION, TERMINATION & OTHER ISSUES	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>of The Committee</i>
Mr. Abul Mansur Ahmed <i>SEVP, Head of ICCD & Treasury Department</i>	Member <i>of The Committee</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>of The Committee</i>
Mr. Mirza Akhteruzzaman Begg <i>SVP & Head of Credit Administration Department</i>	Member <i>of The Committee</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member Secretary <i>of The Committee</i>

| CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE OF FFL AS PER BANGLADESH BANK GUIDELINE |

(a) High Powered Corporate Social Responsibility (CSR) Committee:	
Mr. Almohit Safat Hossain <i>Independent Director of the Board</i>	Chairman <i>of The Committee</i>
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Member <i>of The Committee</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>of The Committee</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>of The Committee</i>

(b) Corporate Social Responsibility (CSR) Management Committee:	
Mr. M. A. Matin <i>Managing Director & Chief Executive Officer</i>	Chairman <i>of The Committee</i>
Mr. Khandaker Monwar Hossain <i>EVP & Head of Credit</i>	Member <i>of The Committee</i>
Mr. Sarwar Shafiq <i>VP & Company Secretary & Head of HRD</i>	Member <i>of The Committee</i>

| MANAGEMENT TEAM & HEAD OFFICE ACTIVITIES |

MANAGEMENT TEAM



HEAD OFFICE



| BRANCH OFFICE ACTIVITIES |

CORPORATE BRANCH

Jahangir Tower, (3rd floor), 10, Karwan Bazar C/A, Dhaka-1215



GULSHAN BRANCH

Gulshan Bhaban, Plot No. 355 (Ground Floor), A K Khandakar Sarak, Mohakhali C/A, Dhaka-1212



| BRANCH OFFICE ACTIVITIES |

AGRABAD BRANCH

S. S. Tower (2nd Floor), 423-440, S. K. Mujib Road, Chowmuhani, Agrabad C/A, Chittagong-4000



SYLHET BRANCH

Lovely Complex (3rd Floor), East Dorga Gate, Sadar Sylhet-3100



| BRANCH OFFICE ACTIVITIES |

BOARD BAZAR BRANCH

Member Complex (3rd & 4th Floor), Board Bazar, Gazipur-1704



WARI BRANCH

Bokul-Tola Complex, (2nd Floor), Plot-6, Folder Street, Wari, Dhaka-1000



EVENTS OF FIRST FINANCE LIMITED

CSR & TRAINING PROGRAMS



Corporate Social Responsibility (CSR)

Blanket handed over to Bangladesh Bank under joint CSR Program.



Corporate Social Responsibility (CSR)

Donation to Mr. Shahjahan Mollah for Cancer Treatment of his son.



Training at FFL Training Centre



Training on ML & CFT

FINANCED BY FIRST FINANCE LIMITED

ASSET & BUSINESS FINANCE



Sale & Lease Back



Home Loan



Lease Finance



Renovation



SME Finance



Women Entrepreneur

| SERVICE OFFERED BY FFL |

MAJOR SERVICES OFFERED BY FFL ARE

- Term Deposits
- Lease/Loan Finance
- Real Estate Related Loans
- Short Term Financing
- SME under Bangladesh Bank Refinance Scheme
- SME Loan
- Monthly Saving Scheme (MSS)
- Structured Finance
- Corporate Finance
- Bridge, Hire Purchase Equity Finance
- Working Capital Finance
- Bill Purchase/Discounting
- Home Loan
- Syndicated Finance
- Renewable Continuous Loan
- Women Entrepreneur Loan
- Car Loan

Lease Finance

First Finance Limited provides lease finance mainly for procurement of industrial machinery, equipment and transport. FFL provides professional advice and financial assistance to the intending clients. The period of lease, rental, charges and other terms and conditions are determined on the basis of type of assets and the extent of assistance required by the applicants. Since introduction of this scheme in 1999, good responses have been received from the intending lessees.

Lease financing became a thrust sector for individual and small enterprise besides medium and large enterprises. FFL has been providing lease finance facility to its customer for acquisition of manufacturing and service equipments for all major industrial sectors. The facility helps the customer to have better financial flexibility under budgetary constraints and to enjoy tax benefit. FFL offers financing vehicles/ CNG conversion/ refueling plant/ sea or river transport, capital machinery/ plant/ equipment/ lift / generator/ boiler, construction equipment/ computer for IT education center, medical equipment etc.

1. Lease Financing

- Asset backed financing against industrial machinery, commercial equipments, office equipments, generators, vehicles, vessels, engines, etc;
- Financing may be extended up to 70% of the acquisition cost;
- Usually for a tenure of 1 to 5 years;
- Repayment through monthly rental;
- Legal ownership remains in the name of FFL throughout lease period;
- Ownership is transferred to the client at the end of term.

1.1. Sale & Lease Back:

- Financing against any of the existing (already procured/in-use) industrial machinery, commercial equipments, office equipments, generators, vehicles, vessel, engines, etc;
- The ownership of the asset comes to FFL at the time of financing;
- Financing may be extended up to 100% of the written down value (cost net of depreciation) depending on the condition of the machine;
- Usually for a tenure of 1 to 5 years depending on original date of purchase and current condition of the asset;
- Repayment through equal monthly rental;
- Ownership is transferred to FFL at the time of financing and remains in the name of FFL throughout lease period;
- Ownership is re-transferred to the client at the end of term.

Bridge Financing

- For meeting the funding requirements of the borrower for any interim period;
- Usually for shorter term;
- Generally through bullet payments.

Structured Finance

1. Syndication

When our clients are in need of large financing for their Greenfield or BMRE ventures, they mandate us to raise the required fund on their behalf, using a variety of financial instruments, such as term loan, lease, working capital, preference shares, securitized bonds etc. FFL, as the lead arranger, raises the fund on a best efforts basis by arranging a syndication of banks and financial institutions.

In a syndication deal, the client has to maintain relationship only with the lead arranger, instead of a number of financial institutions, thus making the process more simple and efficient.

The entire process is usually completed within 3-6 months. However, this may vary based on the complexity of the deal.

What FFL DO : FFL can play the role of both an arranger and an agent in a syndication deal.

1.1. As a Lead Arranger, FFL is mainly involved in:

- Conducting due diligence of the client;
- Preparing Information Memorandum (IM);
- Distributing IM to the targeted financial institutions;
- Negotiating with prospective financiers;
- Coordinating legal and regulatory requirements for deal closing;
- Preparing legal documents and coordinating disbursement.

1.2. As an Agent, our responsibilities include:

- Acting as the contact point between client and financiers;
- Coordinating subsequent repayment by the client;
- Coordinating completion, maintenance and require amendments of related documents;
- Coordinating compliance of various covenants of the facility;
- Structuring periodic renewal of the pricing of the facility;
- Resolving various issues related to the deal.

Real Estate Loans

First Finance Limited officers understand the unique financial needs of developers and builders. We help builders to establish realistic lines of credit. We keep on top of construction progress, which allows you to make timely draws - keeping suppliers and subcontractors paid and projects moving. Let us help you with:

Key Futures:

- Residential Development Loans
- Commercial Real Estate Development Loans
- Custom Construction Loans - Short-term money that helps you with cash flow during construction phases.
- Construction/Permanent Home Mortgage Service - We work with both builder and home buyer to arrange a smooth transition from construction through the homeowner's loan closing.
- Long-Term Financing - Whether it's a development loan or amortizing a commercial building loan, FFL will help you with rates and terms that will make your project successful.

Advantages of taking Non Home Loan from FFL

- Provides an extensive range of non home loan products like Loan for Purchase & Construction of Commercial Property, Loan Against Residential & Commercial Property and Lease Rental Discounting
- Robust service delivery model - door step services ensuring easy and fast approval & disbursal of loans
- Excellent post disbursement services
- Facility of enhancement in loan amount in the event of escalations in cost
- Dedicated team of well-experienced employees who work on best-in-class information systems & network to deliver and provide customer satisfaction
- High standards of ethics, integrity and transparency
- Various repayment options

SME under Bangladesh Bank Refinance Scheme

Bangladesh Bank has already introduced several schemes and programs to flourish and expand SME Enterprises. Refinance scheme funded by Bangladesh Bank, IDA and ADB has been facilitated for the development of SME sector. Existing definition of SME is recommended by Better Business Forum and accepted as a uniform one by Ministry of Industry and Bangladesh Bank.

Access to finance is vital for SME sector development. In many instances, entrepreneurs raise complain regarding high rate of interest. Indeed, higher rate of interest is a major hindrance, but availability of adequate fund is very much important. That is why; Bangladesh Bank is committed to facilitate SME credit through refinance window.

To develop SME sector, the fund of BB through refinance scheme. So far a total of Tk. 32.12 crore has been refinanced (up to December 2015) to 502 enterprises.

SME Loan

The growth of Small and Medium enterprises (SMEs) in terms of size and number has multiple effects on the national economy, specifically on employment generation, GDP growth, and poverty alleviation in Bangladesh. At present, Small & Medium Enterprise sector is playing a vital role in creation of new generation entrepreneurs and 'Entrepreneurs Culture' in the country. Experience shows that borrowers of small enterprise sector prefers collateral free loan since normally they cannot offer high value security to cover the exposure.

To facilitate SME sector of the country, First Finance Limited provides collateral free credit facilities to the small & medium entrepreneurs across the country whose access to traditional credit facilities are very limited. Trading Service, Manufacturing and Cottage Industry are highly appreciable. We are providing all of your financial needs..

Specialty

- Easy to apply
- No charges before Approval
- Helpful environment
- Loan up to Tk. 10.00 lac collateral free
- Financial flexibility
- No hidden cost involved
- We bring fast and quality customer service at your door step
- Competitive Pricing
- Repayment by Equal monthly installments
- No compound interest

Terms and conditions:

Eligibility

- Entrepreneurs need to have minimum 2 years of experience in the same track of business.
- The businessman or woman must have the ongoing concern with minimum operational experience of 02 years
- Sole proprietorship, Partnership, Private Limited Company
- valid trade license, 01-year Bank Statement
- Two acceptable guarantors
- Advance rental deed agreement or possession deed of shop

Service Charge

- We take very low service charge

Car Loan

Your personal, family travels or any kind of daily movements starts with the necessity of owning a car! Purchasing a personal car is no longer a luxury but a matter of fulfilling a necessity. Our car loan will allow you to give way to your tours and travels needs with competitive rates, convenient features and simple procedures.

Benefits

- An opportunity to finance both brand new and re-conditioned cars
- Competitive interest rate
- Expert advice on car market conditions
- Dedicated and supportive service both before and after disbursement
- Partial and full payment option with minimum charges
- Provided that all required documents have been provided to FFL

Terms and conditions:

Eligibility

You are eligible if you are:

- A salaried executive or professional or a businessman
- Between 22 and 60 years of age
- Minimum monthly income of taka. 50,000/= (Spouse income will be included in case of joint application with spouse.)
- A minimum of two (2) years of service

Loan Amount

We provide maximum assistance to fulfill your requirement. We are ready to finance both brand new and re-conditioned cars. You can avail car loan up to 50% of the value of the car (including registration cost). Maximum amount and a special reduction in the rate of interest can be availed in case of Mortgage Property as collateral securities. For more information on our other products, please contact with our relevant department.

Corporate Finance:

The terms corporate finance and corporate financier are also associated with investment. The typical role of First Finance Limited is to evaluate the company's financial needs and raise the appropriate type of capital that best fits those needs. Thus, the terms "corporate finance" and "corporate financier" may be associated with transactions in which capital is raised in order to create, develop, grow or acquire businesses.

Working Capital Finance:

First Finance Limited provide amount of funds which are necessary to an organization to continue its ongoing business operations, until the firm is reimbursed through payments for the goods or services it has delivered to its customers.

- FFL offering working capital financing to assist companies in carrying out day-to-day business operations;
- The financing modes include Term Loan, Short Term Loan, Work-order financing, Business development financing and many other forms of Short-Term Loan facilities;
- FFL offers its clients competitive interest rates at simple terms against these facilities.

Home Loan:

Buying your dream home is indeed an investment of a lifetime. We at First Finance Limited understand your need and recommend you a home loan well suited to meet your budget.

Our experts will help you navigate through the home loan process, thus making home buying a comfortable experience.

Types of Home Loans:

- Home Purchase Loan: This is the basic type of a Home loan, which has the purpose of purchasing new Flat.
- Home Construction Loan: This type of loan is for the construction of home which is already 1st floor roof completed.
- Home Extension Loan: This type of loan serves the purpose when the borrower wants to extend or expand an existing home, like adding an extra room etc.
- Home Improvement Loan: This type of home loan is for renovation or repair of the home or flat, which is already bought.

Benefit:

- For Flat purchase maximum 50% of the cost price (including Car Parking & Registration)
- Maximum Period 10 Years
- Competitive Interest Rate
- Dedicated and Supportive service both before and after disbursement
- Partial and full payment option with minimum charges.
- No Hidden Charges.

Eligibility:

You are eligible If you are:

- A salaried Executive or Professional or Businessman
- Age up to 60 years at loan maturity
- Minimum monthly income of TK. 1,00,000.00 (Spouse income will be included in case of joint application with spouse.)
- Minimum of three (3) years of Service or Business
- A resident of Dhaka, Gazipur, Chittagong & Sylhet

Woman Entrepreneur Loan:

In Bangladesh, huge numbers of potential Small and Medium Woman Entrepreneurs are working in Bangladesh. They have strong footage in business. But many of them do not have cash security to expand their business. We proudly stay with the prominent & prospective woman entrepreneur in our country and finance them under First Finance Limited Woman Entrepreneur Loan. Woman Entrepreneurship has an enormous and potential role in empowering woman and developing society.

We especially promote woman entrepreneur only at 10.00% interest rate providing their working capital to meet their short term cash flow needs so that they become self-dependent.

Eligibility

- Entrepreneurs having a minimum of 2 years experience in the same line of business
- The business must be a going concern with minimum operational experience of 2 years.

Loan Limit

- From Taka 1.00 Lac to Taka 50.00 Lacs.

Interest Rate

- 10.00% the lowest interest rate in the market.
- We offer loan without any collateral for up to Taka 5.00 Lacs;
- We offer loan for Working Capital Finance and/or Lease Finance for business;
- Borrower having loan facilities with other financial institutions can also avail this facility;
- Convenient repayment options are offered, consisting of equal monthly installments repayment schedule;
- We bring fast and quality service at your doorstep.

FFL Deposit Schemes

First Finance Limited (FFL) is authorized by Bangladesh Bank to accept deposit for minimum duration of 3 months. Deposit with FFL is not transferable. FFL reserves the right to change of Interest rate, amend, add or delete any term and condition without any notice.

What we offer:

- FFL offers four distinct types of deposit products for its customers to earn more profit with this various attractive Deposit Schemes.
- **FFL Cumulative Term Deposit**
Under this scheme, the deposited amount will mature to a lump sum amount on completion of the deposit term. Thus the profit on the deposit will be accumulated and thereby, will help the depositor to meet his/her substantial future requirement.

Key Features

- Minimum Deposit Amount : Tk. 10,000
- Minimum Deposit Term : 3 Months

- **FFL Monthly Profit Term Deposit**

Under this scheme, the depositor will receive profit in every month against his/her deposit. Thus the monthly income distribution will help the depositor to maintain monthly profit flow while keeping the original deposit amount unchanged.

Key Features

- Minimum Deposit Amount : Tk. 50,000
- Minimum Deposit Term : 1 year

- **FFL Quarterly Profit Term Deposit**

Under this scheme, the depositor will receive profit in every quarter against his/her deposit. Thus, the quarterly profit distribution will help the depositor to maintain a regular income flow while keeping the original deposit amount intact.

Key Features

- Minimum Deposit Amount : Tk. 50,000
- Minimum Deposit Term : 1 year

• FFL Double Term Deposit

Under this scheme, the deposited amount will mature to a double amount on completion of the deposit term.

Key Features

- Minimum Deposit Amount : Tk. 10,000
- Minimum Deposit Term : 7 years 5 months
- * *Taxes and Excise Duty will be deducted from the profit earned on deposit scheme as per Government rules on payment thereof.*
- * *Interest rates are subject to change at any time without notice.*

The followings are required along with the application:

- A copy of recent passport size photograph of both the depositor and the nominee.
- Copy of National ID/Passport / e-TIN Certificate
- Compliance with KYC (Know your Customer) guideline of Bangladesh Bank.

Aspects of Deposit Schemes

Eligibility

Any Bangladeshi adult citizen, Proprietorship or Partnership concern, Limited Company, Club, Society, Trustee, NGO, Educational Institution and Non Resident Bangladeshi can open deposit account.

Nomination Facility

A Depositor can nominate one or more individuals as his/her nominee who can withdraw the deposit amount with profit in case of death or at the instruction of the depositor.

Account Operation

You can apply solely or jointly. In case of joint account, there is option to have the account operated by either or survivor, or anyone to survivor(s) of the joint depositors to operate the account singly.

Mode of Deposit

You can deposit either by way of A/C payee cheque or Pay Order or Demand Draft of any schedule bank or account deposit in favor of FFL.

Deposit Receipt

For each scheme, a Deposit Receipt will be issued in favor of the depositor(s). You should keep it safely as you have to discharge the Receipt at the time of encashment.

Maturity and Renewal

The maturity will be dependent on the day of deposit. At maturity, the deposit will be renewed with profit unless notice is given to the contrary to FFL.

Loan Against Deposit

A depositor can avail loan(s) up to 80% of the deposited amount. The rate of interest would be 2.50% higher than the rate of interest on existing deposit.

Encashment of Deposit

On maturity or at least after 3 months of the deposit, unless instructed otherwise and acceptable by FFL, repayment will be made by crossed cheque favoring the first named depositor upon receipt of duly discharge Deposit Receipt. If maturity falls on any holiday, repayment shall be made on the next working day.

Renewal of Deposit

Unless any written request for renewal is received at least three days before the date of maturity, the deposit will be automatically renewed for the same period and scheme, at the prevailing rate of return.

Premature Withdrawal

For all products, premature withdrawal will be allowed only after 3 months. In case of premature withdrawal, at the discretion of FFL return on your deposit interest will be calculated at 3% less than the prevailing rate applicable for the period for which the deposit has been maintained. Before 3 months we pay only principal amount subject to prior approval from Bangladesh Bank.

As the rate of return is subject to change from time to time please contact FFL to know the prevailing rate of return before placing your deposits.

MONTHLY SAVINGS SCHEME (MSS)

First Finance Ltd. introduce a special product for its customer which is known as Monthly Savings Scheme (MSS) and the objective of this product is to take part by the people of the country for more global Economical development of Bangladesh.

Terms and conditions for operating of MSS account

Eligibility

- Any Bangladeshi national can open account.
- In case of minor, legal guardian will operate the account.
- For corporate entity, account will be operated by authorized representative(s).

Nomination

- Depositors can nominate maximum two persons as nominee by mentioning first and second priority. In case of absence of first nominee, second nominee will be entertained subject to presentation of evidence.
- Before maturity of the scheme, the account holder can change the nominee by giving written request.
- The nominee will not be allowed to carry on the account in the event of death of the actual account holder.

Timing of deposit

- The deposit must be made within the Banking hours of any working day.
- In case of advance deposit, no profit will be given on the deposited amount before due date.
- If the depositor fails to deposit any installment within the stipulated day, he/she can pay the same along with the next installment. In the case specified charges will be applicable.

Premature encashment

- Premature encashment will be made only after one year from the effective date. In case of premature encashment, at the discretion of First Finance Ltd. interest will be calculated at 2% less than the prevailing rate applicable for the period for which the deposit has been maintained.

Default situation

- If the depositor fails to deposit 3 consecutive installments, the account will be closed automatically and the depositor will be given interest at 2% less than prevailing rate applicable for the period for which the deposit has been maintained.
- Late payment charge is Tk. 50.00 for every Tk. 1,000.00.

Tax and levy

- Income from the deposit is subject to deduction of Tax & Excise Duty as per Income Tax Ordinance and any amendment thereof
- Profit rates may be changed from time to time.

Loan against MSS

- Loan can be availed of maximum up to 90% of deposited amount.

RETURN PLAN of MONTHLY SAVINGS SCHEME (MSS)

Monthly Deposit (Tk.)	Matured Amount (Tk.)			
	3 years	5 years	8 years	10 years
1,000.00	41,394.00	75,907.00	141,130.00	195,848.00
2,000.00	82,790.00	151,823.00	282,280.00	391,721.00
3,000.00	124,183.00	227,730.00	423,415.00	587,571.00
5,000.00	206,973.00	379,555.00	705,697.00	979,297.00
10,000.00	413,943.00	759,102.00	1,411,382.00	1,958,579.00

Effective Date: 01.05.2016

| CORPORATE GOVERNANCE |

First Finance Limited is committed to establish high standard of Corporate Governance. First Finance is in compliance with the requirements of Bangladesh Accounting Standard as far as the disclosure in the financial statement is concerned. The roles of each member of the Board along with responsible officer in the Management have duly been played. Different Committees describes how the principles of Corporate Governance are applied in First Finance Limited. The statements given below shall also give a picture on the practice of Corporate Governance in First Finance Limited.

The Board and its Directors

The Board of Directors is in full control of the company's affairs and is also fully accountable to the shareholders. They firmly believe that the success of the company largely depends upon the credible Corporate Governance practice adopted by the company. The Board, consists of, 10 Members including 3(three) Independent Director, as per the requirement from regulatory body (BSEC), all of whom are independent management. In First Finance, the Chairman of the Board is not the Chairman of any of its Board Committees. Director of the Board have broad range of experience in different fields. The role of the Board is to maximize the long-term performance of the company through the development of a strategy designed to create shareholder's value. The Board reviews strategic issues on a regular basis and exercise control over the performance of the company by approving yearly budgetary targets and monitoring performance against those targets. The Board shall determine the objectives and goals and to this end shall chalk out strategies and work-plan annual basis. It shall specially engage itself in the affairs of making strategies consistent with the determined objectives and goal and in the issue relating to structural change and reorganization for enhancement of institutional efficiency and other relevant policy matters. It shall analyze and monitor at monthly rests development of implementation of the work-plans. The Board shall have its analytical review incorporated in the annual report as regard the success and failure in achieving the business and other targets as set out in its annual budget/work-plan and shall apprise the shareholders of its opinions/recommendations on future plans and strategies. The Board will set the key performance indicator for MD & CEO and other senior executives and will evaluate monthly/quarterly/half yearly/yearly basis.

Board functioning process

The Board meets frequently depending upon the requirement for decision on specific issues. The Board has a schedule of matters reserves for decision including major expenditures, significant investment proposals and policies matters. In certain cases, specific responsibilities are delegated to committees within the defined Terms of References. The Committees are Executive Committee, Board Audit Committee, MANCOM, Credit Committee, Purchase Committee, Asset Liability Committee (ALCO), Management Information System (MIS), Anti Money Laundering Committee (AMLCO), Asset Disposal Committee (ADC), CIB Online Coordination Committee and Recruitment Committee. The Committees have their definite characteristics and they meet as and when required. The Board has full and timely access to all relevant information enabling them to function effectively and efficiently. In case of Board meetings, this consists of comprehensive set of papers including regular business progress reports and documents regarding specific matters. Senior Management Personnel are being invited regularly to attend in the Board Meeting to present matters on the business under transaction by the Board.

Any matters relating to Directors concerning appointment to fill the casual vacancy, retirement and re-election during a year as required under Companies Act, 1994 and the Company's Articles of Association are approved by the shareholders in the next Annual General Meeting. The articles also require that at least one-third of the Directors must retire and the retiring Directors, being eligible seek re-appointment in every Annual General Meeting.

Separate role of the Chairman and Managing Director & Chief Executive Officer

In First Finance, the role of the Chairman and the MD & CEO is separate and independent from each other. The MD & CEO is responsible for the Executive Management of the company's business. The Chairman, who has no Executive Management responsibility, elected by the Board members, runs the Board and presides the Board meeting. Chairman gives approval to the agenda of the Board meeting. Chairman protects the interest of the company and its shareholder. Chairman looks after performance of MD & CEO and the management of the company. MD & CEO and the management are fully responsible for the company's overall performance and they are accountable to the Chairman and the Board of Directors.

Given below is the status Report required to be presented by the company in pursuance to notification No. SEC/CMRRCO/206-158/ Admin/02-08 February.

A. Attendance of Directors in the Board Meetings

Name of The Directors	Meeting held	Attendance	Total Fee Paid (Net)	(Attendance) %
Mr. A.Q.M. Faruk Ahmed Chowdhury Chairman	13	12	51,000	92%
Mr. A.Q.M. Faisal Ahmed Chowdhury Vice Chairman	13	11	46,750	85%
Mrs. Rajia Khanam Director	13	13	55,250	100%
Mr. Mujibur Rahman Chowdhury Nominated Director : Qasraj Trading Limited (Appointed as Nominated Director as on 19-03-2015)	13	13	55,250	100%
Engr. Abul Ahsan Nominated Director : Qasraj Trading Limited (Withdrawn as Nominated Director as on 03-09-2015)	09	08	34,000	89%
Mr. Rafayel Bin Mahamud Bhuiyan Nominated Director : Oparchor Trade International Ltd.	13	13	55,250	100%
Mr. Mustafijur Rahman Independent Director	13	10	42,500	77%
Ms. Sadia Akter Nominated Director : Alphabet Associates Ltd.	13	12	51,000	92%
Mr. Almohit Safat Hossain Independent Director	13	13	55,250	100%
Mr. Mainuddin Ahmed Nominated Director : Alphabet Systems Limited (Withdrawn as Nominated Director as on 03-09-2015)	09	09	38,250	100%
Mrs. Masuma Begum Nominated Director : Alphabet Systems Limited (Appointed as Nominated Director as on 03-09-2015)	04	04	17,000	100%
Ms. Habiba Ahmed Nominated Director : Raqas Trade International Limited (Withdrawn as Nominated Director as on 03-09-2015)	09	09	38,250	100%
Mr. Mostafa Haider Khan Nominated Director : Raqas Trade International Limited (Appointed as Nominated Director as on 03-09-2015)	04	04	17,000	100%
Mr. A.K. Nasir Uddin (Appointed as Independent Director as on 14-02-2015)	11	11	46,750	100%

Leave of absence was granted to the Directors those who could not attend the Meeting

B. Composition of Board of Directors

The Company's Board consists of 10 (ten) Directors including 3 (three) Independent Directors, 2 (two) members are from Sponsor Group, 5 (five) members are Nominated Directors.

EXECUTIVE COMMITTEE

The Executive Committee constituted by the Board, the Committee, consists of 4 members all from Directors Group. Mr. Mujibur Rahman Chowdhury, Vice Chairman of the Board, is the Chairman of the Committee. The matter related for formulating any policies, guidelines, directives for the company and implied the same on the Management. The Executive Committee also formulates Fund Management Policy including policies for minimization of the cost of fund in effective and efficient manner. All the recommendations from the Management including loan/lease proposals have been forwarded to the Board through the Executive Committee. The matter related to ordinary business operations of the company and the matter that the Board of Directors authorize from time to time are vested in this Committee in accordance with General and Operational Policies established and made by the Board of Directors. This Committee assists FFL in taking quick decisions and disposal of Loan/Lease proposals ranging from Tk. 50,00,000.00 to Tk. 1,00,00,000.00 only.

The Managing Director & Chief Executive Officer is attending in the meeting to represents the Management. Other members from top management and all the departmental heads may attend the meeting on call basis, if necessary. The Executive Committee meeting held with the coordination of the Board of Directors and Management. The Managing Director & CEO of the Company represents the Management. Apart from the Loan/Lease proposals, different management related issues have been discussed in the meeting.

AUDIT COMMITTEE

The Audit Committee constituted by the Board, consists of 4 members belonging to Board of Directors. Mr. A.K Nasir Uddin, one of the Independent Directors of the Board, is the Chairman of the Committee and it is one of the compliances of the Regulatory Authorities. Another Independent Directors of the Board are also the members of the Committee. As per the requirement of the Regulatory Authorities, minimum 4 meetings would be held in a year. Total 7 numbers of meetings were held during the year 2015. Different types of Audited and Unaudited accounts have been placed in the Committee for approval of the Board. Different types of compliance report of the Regulatory Authority, Internal Auditor's Report, Audited and Unaudited Financial Statement etc have been placed in the meeting for their directives and decisions. The Audit Committee follows various guidelines, procedures, policies and directives issued by Bangladesh Bank and would act as watcher on the performance of the functionaries of the company.

The Committee also follows the accounting procedure under the guideline from International Accounting Standard (IAS), Bangladesh Accounting Standards (BAS), International Financial Reporting Standards (IFRS) and Bangladesh Financial Reporting Standards (BFRS) as applicable in Bangladesh.

MANAGEMENT COMMITTEE (MANCOM)

The MANCOM is appointed and constituted by the Board as per the guideline of Bangladesh Bank. At present it is containing of six members. MD & CEO is the Chairman of the Committee along with Head of following departments - ICCD & Treasury, Credit, Credit Administration, HRD and Legal are included as MANCOM members. The members of the MANCOM contribute a leading role to the growth of the company by fixing up the yearly target considering interest rate on the light of cost of fund and help to increase the company's portfolio to achieving desired goal. The MANCOM may be called the bridge between the branch management, top Management and the goal point of the company. MANCOM also fixes up the deposit target for making the investment process smooth. MANCOM has a responsibility to extort monthly report from related department on due time for confirming accountability of respective personnel of the company and assures the smooth operation. MANCOM also approves and works on the company policy matter for the sake of company's benefit and also any conflict/changes of the regulatory bodies. The MANCOM also discussed on the issue related activities of the management and ordinary business operation of the company. Once in a month MANCOM also evaluates the employee's business target and the achievement and also find out the short fall. Then the MANCOM discusses and takes necessary step and gives proper suggestions to recover the shortfall with in the period and submit the same to the Board. With the help of MANCOM the company secretary solves the shareholders complains within the shortage possible time to avoid the hassle of the honorable shareholders. MANCOM discusses about the monthly internal audit and compliance report and takes step to meet the compliance and submit the same to the Audit Committee and then Board. MANCOM also advices to the related department to arrange proper training of employees like software, company policy, money laundering policy etc. by the company resources or by hiring the expertise from outside. The committee determines credit rating of the company by its own once in a quarter and arranges to be done by the third party once in a year. Whenever any asset to be sold, the MANCOM has discusses about and evaluates the said asset and provides necessary directives and guidelines to Human Resource & Admin Department for disposing asset and place the same to the Asset Disposal Committee. After discussion, the committee forwarded the decision/ recommendation to the EC/Board for approval. At a glance the MANCOM is responsible for developing organizational and business strategy and sponsoring innovation and development of the best practices across the company.

CREDIT COMMITTEE (CC)

The Committee constituted by the Board. The Committee, consisting of 6 members belongs to the Management. The Managing Director & Chief Executive Officer is the Chairman of the Committee. The matter relates with the loan and lease facilities are being sanctioned in the Committee. The loan proposals beyond the Committee limit are being recommended for Executive Committee and Board. Normally once in a week the Committee's meeting is being held. The Committee assists the Company disposal of loan facility proposal up to Tk. 50, 00,000.00.

PURCHASE COMMITTEE

The Purchase Committee is constituted by the Board. The Chairman of the Purchase Committee, by the virtue of the Board, is the MD & CEO of the company. The Purchase Committee consists of 6 members all belong to the Management Group. Day to day procurement and purchase related issues use to be discussed at the committee meeting.

Any requirement of any employee will be forwarded on the Service Request Form that duly authenticated by the departmental head / in-charge and Managing Director and, for the Branch, duly authenticated by the Operation In-Charge and Branch Manager or Associate Manager and the Departmental Head. The duly completed Service Request Forms will then be forwarded to the Human Resource & Admin Department for further processing.

All the Service Requests will be forwarded to the Purchase Committee meeting. Human Resource & Admin Department will collect minimum 3 (three) quotations from 3 (three) different suppliers/ vendors and prepare a comparative statement for the each product when required.

The Managing Director & Chief Executive Officer can approve, as per his/her jurisdiction, any purchase issues within the limit of Tk. 30,000.00 followed by placing the necessary papers. If the price of the requisite purchase within the limit of Tk. 5,00,000.00 only, the Purchase Committee may approve the purchase. But the purchase above Tk. 5,00,000.00 to Tk. 15,00,000.00 would have to be placed to the MANCOM through Purchase Committee. Any purchase above 15,00,000.00 would have to be placed to the Purchase Committee, then MANCOM, Executive Committee and the Board for final approval. The procurement process with the approval limit of the approval authority mentioned above in the case of General Procurement policy and those also to be followed and maintained in case for every other procurement cases like procurement of Motor Vehicles, Leasing Software(s), setting up of a New Branch / Office, Interior Decoration Work, Printing Materials, Stationary & Crockery Items. The Secretary of Purchase Committee will submit the Procurement Report on monthly basis to the Management.

ASSET LIABILITY COMMITTEE (ALCO)

Asset Liability Committee (ALCO) has been formulated as per the concepts of Bangladesh Bank under the Risk Management Guideline. The Committee consists of 6 members of senior management and the Managing Director & CEO is the Chairman of the Committee. The ALCO's primary goal is to evaluate, monitor and approve practices relating to risk due to imbalances in the capital structure.

The ALCO will responsible for setting limits on the arbitrage of borrowing in the short-term markets, while lending long-term lease/loan. Among the factors considered are liquidity risk, interest rate risk, operational risk and external events that may affect the Financial Institution's forecast and strategic balance-sheet allocations. The ALCO will generally report to the Management Committee and will also have regulatory reporting responsibilities.

MANAGEMENT INFORMATION SYSTEM (MIS)

The Management Information System (MIS) is constituted by the Board. The Committee consists of 7 members and MD & CEO is the Chairman of the Committee. MIS is the heart of the Company. MIS committee refers to the committee where the members of the committee analyze all the management reports like collection and overdue report, report of client addresses, loan outstanding report, cheque status report, sanction-disbursement report, monitoring report, recovery report, CRM-1 report, CRM-2 report, suit file report, expiry loan report, closing report, group wise report, client asset report, revised rate letter, monthly performance report, HR report, purchase report, stationary report, IT report, Bangladesh Bank report, charge commission etc. and take necessary steps accordingly. All types of reports in the prescribed formats have been generated from Software which is maintained and provided by the all departmental heads. MIS committee meeting is held monthly and all the aspects are judged and maintained with strict rules and regulations. In every meeting the committee prescribes some advice for departments and in the next meeting the committee takes feedback from respective department head.

ANTI MONEY LAUNDERING COMMITTEE (AMLCO)

Money Laundering Risk:

Money Laundering Risk is one of the core risk element in banking & NBF1 business out of 6 (six). Money Laundering Risk in defined as the loss of reputation and expenses incurred as penalty for being negligent in prevention of money laundering. In order to manage the risk of money laundering the NBF1 has set up an effective Anti-Money Laundering program in line with Anti Money Laundering Act and Bangladesh Bank guidance which has been updated through inclusion of Anti-Terrorist Act. The NBF1 has developed manuals for prevention of money laundering and introduced Know Your Customer (KYC) program process and timing of Customer Due Diligence (CDD), defining and identifying mechanism and awareness program for the customer and Transaction Profile (TP) including uniform A/C opening form at branch level for meticulous compliance. The NBF1 recognize this risk as a separate classification emphasizing due importance for being compliant on it by way of making conversant of all Executive/Officers through issuing circulars and providing necessary training to them. This risk covers on the loss that the NBF1 may face in the event of devolution of any transactions within the ambit of money laundering while the panel risk is covered under legal risk.

Anti Money Laundering Committee (AMLCO) is composed of 5 (five) members from the Management and Head of ICCD & Treasury Department is the CAMLCO of the Committee. AML addresses various issues which are define in Money Laundering Act & different regulators and also report to Bangladesh Bank, NBR, Ministry of Finance etc. regarding suspicious transactions and/or attempt of suspicious transactions, immediately, if such event occurs.

CIB ONLINE COORDINATION COMMITTEE

CIB Online Coordination Committee has been formulated as per the guideline of Bangladesh Bank. The Committee consists of 3 members and the Managing Director & Chief Executive Officer is the Chairman of the Committee. The main target of this committee is to achieve error free CIB Report with accurate CIB report with up to date classification status of the client. The target of this committee is also providing CIB Report Centrally through CIB Wing of the Credit department very effectively & confidentially according to the guideline of Bangladesh Bank CIB Online Service. The committee meeting is held monthly and all the aspects are maintained with strict rules and regulations.

Subject Criteria of the Meeting:

- Timely reporting for the current month of the company by the batch user file to Bangladesh Bank online software.
- Providing CIB Report to different branch centrally.
- Monthly Error Report Analysis & correction of the error within 03 (Three) working days of the respective week.
- Data entry problem solution, conducted by different branches immediately.
- Directorship changes application analysis, if application submitted by branch & the client for correction.
- Credit management related problem solution if needed.
- Any online data submission to Bangladesh Bank if they want for the CIB report.
- Find out the CIB related problem in the software and forward to the related department.

ASSET DISPOSAL COMMITTEE

The Asset Disposal Committee is constituted by the Board. The Committee consists of 5 members and MD & CEO is the Chairman of the Committee. The reason behind the formation of this committee is to evaluate the mortgaged properties those the company have already owned by the judgment of the court which was not yet dispose or under process to sale and realize the dues. The Committee is also evaluate the existing mortgaged properties and ensure the possession of right & Title of the properties. The meeting of the Asset Disposal Committee shall be held on monthly basis with the updated report of asset disposal. The Committee shall be guided by the MANCOM. The committee should report to the management and the Board monthly.

RECRUITMENT COMMITTEE

The Recruitment Committee is constituted by the Board. The Committee consists of 6 members and chaired by MD & CEO of the Company. The committee plays a vital role for assessing inevitability and importance of recruitment request from different department and branch.

Necessity of Manpower will be informed through authenticated Service Request Form to the Managing Director by the Head of department / In-charge of the related department of Head Office and Operation In-Charge and Branch Manager / Associate Manager of the Branch. The Managing Director will forward the Service Request Form to the Human Resource & Admin Department for further processing.

After that, the concerned Department performs the chronological steps, as advertisement of Recruitment (Printed or Online Media), collection of CV/Resume, and placed the précised list of applicant next to the Recruitment Committee.

The Recruitment Committee will arrange and infer the recruitment procedure as per company policy within stipulated time through the Human Resource & Admin Department.

INTERNAL CONTROL AND COMPLIANCE DEPARTMENT (ICCD):

As per guideline of Bangladesh Bank and requirement of Bangladesh Security and Exchange Commission the Board of Directors establishes the Department of ICC. The Department will be act as the Audit wing and the Compliance wing. The Audit wing will be responsible to examine the authenticity and verification of all financial transaction and other operation activities, and then report to the Board Audit Committee of the company. They also deal with the External and Regulatory Audit and Inspection team. On the other hand the Compliance wing will be responsible for ensuring all compliance with all regulatory requirements while conducting its business.

Though the Board is responsible for approving strategies and policies, the top management has also the responsibility for implementing strategies, setting appropriate Internal Control policies and monitoring the effectiveness of Internal Control System.

Internal Control and Compliance are the tools those help management be effective and efficient while resolving serious problems such as overspending, operational failure, and violation of laws, manuals and policies. In other word Internal Control and Compliance are the structure, policies and procedures those put in place to provide reasonable assurance to the management to meets its objectives and fulfils its responsibilities. Through Internal Control System, FFL identifies its weakness and presume appropriate measures to overcome the same.

- Efficiency and effectiveness of activities (performance objective).
- Reliability, completeness and timelines of financial and management information (information objectives).
- Compliance with applicable laws, policies and regulations (compliance objectives).
- Accountability to the Board.

Managing Director & Chief Executive Officer (CEO):

The MD & CEO of the Company is appointed by the Board of Directors with the permission of Bangladesh Bank. MD & CEO attends in the Board Meeting by invitation of the Board and represents the Management in the Board meeting. Management is responsible for day to day work and overall activities of the company. Being a Head of Management, MD & CEO is fully responsible for overall performance of the company. MD & CEO places the agenda on behalf of the Management to the Board through Company Secretary. He recommends for implementation of policy guideline for the company, rescheduling, re-structuring, waiving of interest, recruitment of employees up to VP level and above to the Board. He also initiates the legal action for the defaults clients, places Annual Performance Report (APR) of the Departmental Head to the Board. He is the Head of Management and the Chairman of MANCOM, Credit Committee, Purchase Committee, ALCO, MIS, CIB Online Coordinating Committee, Asset Disposal Committee and Recruitment Committee of the company. MD & CEO is responsible for authorizing and providing access privilege of the software to the users for any kind of changes, amendment, if required and also to the related department. Preparation of Yearly budget, allocation of business target to the department and branches, reviewing the business performance of the department and branches on monthly basis and achieving the own individual and the total business target of the company are also the prior responsibility of the MD & CEO. He is also the top selecting/selection authority and the member of recruitment panel up to the rank of VP.

Company Secretary (CS):

The Company Secretary is appointed by the Board of Directors. Company Secretary acts as the Bridge between the Board and Management. He/she arranges the Board Meeting, Executive Committee Meeting and Audit Committee Meeting as well as

responsible for collecting issues/ agendas from MANCOM, Credit Committee, HR and any other issues those required to be approved by EC and Board. He/she is solely responsible for timely preparation of Board/ EC/Audit meeting minutes and sends those to Bangladesh Bank on time. Arranging EGM/AGM is his/her one of prime responsibilities. As the Company Secretary of the Public Limited Company, he/she is the signing authority of Share Department. Company Secretary is responsible for the compliance with statutory and regulatory requirements and for ensuring that decisions of the Board of Directors are implemented. It is also the responsibility of Company Secretary is to register and communicate with the Shareholders, to ensure that dividends are paid and to maintain company records, such as list of Directors and Shareholders with their up to date shareholding position.

Internal Auditor:

As per guideline of Bangladesh Bank the Board of Directors establishes an Audit Wing under the Department of ICC, who provide proper support to the Board Audit Committee. The main responsibilities of the Internal Auditors are to examine the authenticity and verification of all financial transactions. They also deal with the external and regulatory audit and inspection teams. Though the Board is responsible for approving strategies and policies, the top management has also the responsibility for implementing strategies, setting appropriate Internal Control policies and monitoring the effectiveness of internal control system.

An effective internal control system consists of following interrelated components:

- Management oversight & Control environment;
- Risk assessment & management;
- Control activities & segregation of duties;
- Accounting, information & communication; and
- Self assessment & monitoring.

The main job of Internal Auditor's is given below-

- Review and Report on performance against Business Target.
- Review and Report on Yearly Budget.
- Review and report on not implemented decisions of CC/MANCOM /Purchases /EC/Board on time or not.
- The examination of Financial and operating information.
- To Verify and report about monthly Loan/lease and other investments of the Branch/Head office.
- Verify and report about monthly TDR received/Renew/Encased from the clients.
- Verify and report about the monthly TDR/FDR investment made to Banks and Financial institution by First Finance Ltd.
- Verify and report about the monthly loan availed from Bank and Financial institution.
- Verify and report about the monthly loan repayment to Bank and Financial institution.
- Verify and report about the close file (loan/lease) of the clients.
- Verify and report about reschedule/Restructure of loan/lease file of the clients.
- Verify and report about the monthly SLR and CLR status of the company.
- Verify and report about the owners copy of vehicle collected on time or not from the clients by branch authority.
- Report on Monthly recovery/collection against loan/Lease and other files as per overdue status of clients.
- Verify and report about company's Policy/office order/code of conduct/ disciplinary measures taken against company's employee and others.
- Verify and report about all regulatory authorities letter especially the default letter from regulatory authorities

(BB, BSEC, Dhaka Stock Exchange and Chittagong Stock Exchange).

- Verify and report about all department activities.
- Ensure the data backup is properly kept and security level of Software operation.
- Ensure all the report is run from software.

Relationship with Shareholders

The Company reports to its shareholders and partners twice a year through Half Yearly (Unaudited) Report and detailed Audited Annual Report. The company also circulates Quarterly Accounts (Unaudited) in the 2 (two) newspapers and 1 (one) online newspaper for the information of the shareholders (as per the requirement of the Regulatory Authorities). The Unaudited Accounts also been delivered to the Regulatory Authority for their information and record. Normally once a year in the Annual General Meeting (AGM), the company meets with its shareholders. But exceptional would be taken place when the company conducts Extra Ordinary General Meeting (EGM) in order to comply with the formalities of the Regulatory Authorities. Various Price Sensitive Information has to circulate in the newspaper for the information of the shareholders. Every shareholders of his/her representative has the right to attend the Annual General Meeting; there they can meet and communicate with the Directors and express their views regarding the company's business, its future and other matter of interest.

The Directors also report that

- The Financial Statement of the Company presents a true and fair view of Company's state of affairs, result of its operation, cash flow and changes in equity.
- Proper books of accounts as required by law have been maintained.
- Appropriate accounting policies have been follows in formulating the Financial Statement and Accounting estimates were reasonable and prudent.
- The Financial Statements are being prepared in accordance with Bangladesh Financial Reporting Standard (BFRS) as adopted by the Institutional of Chartered Accountant of Bangladesh (ICAB).
- There are no significant doubts upon the company's ability to continue as a going concern.
- There is no significant deviation from the operation result of last year.

COMPLIANCE REPORT ON BSEC'S NOTIFICATION

Status of compliance with the conditions imposed by the Bangladesh Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 Issued under section 2CC of the Securities and Exchange Ordinance, 1969

SEC Checklist: (Report under Condition No.7)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (IF ANY)
		Com- plied	Not Com- plied	
1.0	Board of Directors			
1.1	Board's Size			
	Boards size shall not be less than 5 (five) and more than 20 (twenty).	✓		
1.2	Independent Directors			
	(i) Independent Director(s) - at least one fifth (1/5) of the total number of directors	✓		03 Independent Directors out of 11, all are appointed by the Board.
	(ii) a) Independent director does not hold any share or holds less than one percent (1%) shares of total paid up capital	✓		03 Independent directors hold less than one percent (1%) shares of total paid up capital
	(ii) b) Independent Director is not a sponsor of the company and is not connected with the company's Sponsor or Director or Shareholder who holds 1% or more shares of the company (certain family members are also required to comply with this requirement)	✓		
	(ii) c) Independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/ associated companies	✓		
	(ii) d) Independent directors are not the members, directors or officers of any stock exchange	✓		
	(ii) e) Independent director is not the shareholder, director or officers of any member of Stock Exchange or an Intermediary of the capital market	✓		
	(ii) f) Independent director is/was not the partners or executives during preceding 3 (three) years of concerned company's statutory audit firm	✓		
	(ii) g) Independent directors is not the independent director in more than 3 (three) listed companies	✓		
	(ii) h) Independent director is not convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a non-bank financial institution (NBFI)	✓		
	(ii) i) Independent director has not been convicted for a criminal offence involving moral turpitude	✓		

Condition No.		Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (IF ANY)
			Com- plied	Not Com- plied	
	(iii)	The independent director shall be appointed by the Board of Directors and approved by the Shareholders in the AGM	✓		The independent directors were appointed by the Board and AGM
	(iv)	The post of independent directors cannot remain vacant for more than 90 days	N/A		No such vacancy created
	(v)	The Board shall lay down a Code of Conduct of all Board Members and Annual Compliance of the Code to be recorded	✓		Guidelines of Bangladesh Bank are followed in terms of Code of Conduct
	(vi)	The tenure of office of an Independent Directors 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. The independent director must have at least 12 (twelve) years of corporate management/ professional experiences along with other requisites	✓		
	(iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission	N/A		
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 Board of Directors shall clearly define respective roles and responsibilities of the Chairman and the Chief Executive Officer.	✓		
1.5	Directors' Report to Shareholders				
	(i)	Industry outlook and possible future developments in the industry	✓		
	(ii)	Segment-wise or product-wise performance	✓		
	(iii)	Risks and concerns	✓		

Condition No.		Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (IF ANY)
			Com- plied	Not Com- plied	
	(iv)	Discussion on cost of goods sold, gross profit margin and net profit margin	✓		
	(v)	Discussion on continuity of any Extra-Ordinary gain or loss	N/A		First Finance has no such gain/loss
	(vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report	✓		Please refer to Note No. 7.2 of Financial Statement
	(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments	N/A		During 2015 there were no public or right issue of share
	(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		No such instance
	(ix)	If significant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report	✓		Described in Director's Report
	(x)	Remuneration to directors including independent directors	✓		
	(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity	✓		
	(xii)	Keeping proper books of accounts	✓		
	(xiii)	Application of appropriate accounting policies consistently in preparation of Financial Statements	✓		
	(xiv)	International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standards (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)	Soundness of Internal Control System	✓		
	(xvi)	Ability of the Bank to continue as going concern	✓		
	(xvii)	Significant deviations from last year in operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	✓		Described in Director's Report
	(xviii)	Summary of key operating and financial data for the last (05) five years	✓		
	(xix)	Reasons for non-declaration of Dividend (cash or stock) for the year	✓		
	(xx)	Disclosure about number of Board meeting held during the year and attendance by each Director	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (IF ANY)
		Com- plied	Not Com- plied	
	(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:			
	(xxi) a Shareholding pattern of Parent/Subsidiary/Associated Companies and other related parties	✓		
	(xxi) b Shareholding pattern of Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children	✓		
	(xxi) c Shareholding pattern of Executives	✓		
	(xxi) d Shareholding pattern of Shareholders holding ten percent (10%) or more voting interest in the company	✓		
	(xxii) In case of appointment/re-appointment of a Director the Company shall disclose the following information to the Shareholders:			
	(xxi) a a brief resume of the director	✓		
	(xxi) b nature of his/her expertise in specific functional areas	✓		
	(xxi) c names of companies in which the person also holds the directorship and the membership of committees of the board	✓		
2.0	Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS)			
	2.1 Appointment of CFO, Company Secretary & Head of Internal Audit and defining their responsibilities	✓		
	2.2 Attendance of CFO & Company Secretary in the Board of Directors meeting	✓		
3.0	Audit Committee			
	(i) 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) Constitution of Audit Committee with Board Members including 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	✓		
	(iv) Casual Vacancy of the Audit Committee fill up immediately	N/A		There was no such vacancy

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (IF ANY)	
		Com- plied	Not Com- plied		
	(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	✓		
3.2	Chairman of the Audit Committee				
	(i)	Selection of the chairman of the audit Committee	✓		
	(ii)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM)	✓		
3.3	Role of Audit Committee				
	(i)	Oversee the financial reporting process	✓		
	(ii)	Monitor choice of accounting policies and principles	✓		
	(iii)	Monitor Internal Control Risk management process	✓		
	(iv)	Oversee hiring and performance of external auditors	✓		
	(v)	Review along with the management, the annual financial statements before submission to the board for approval	✓		
	(vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval	✓		
	(vii)	Review the adequacy of internal audit function	✓		
	(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)	The company shall disclose to the audit committee about uses/ applications of funds by major category, on a quarterly basis. On an annual basis, the company shall prepare a statement of funds.	✓		
3.4	Reporting of the Audit Committee				
3.4.1	Reporting to the Board of Directors				
	(i)	The Audit Committee shall report on activities to the Board of Directors	✓		
	(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:			
	(ii) a)	Report on conflicts of interest	✓		

Condition No.		Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (IF ANY)
			Com- plied	Not Com- plied	
	(ii) b)	Suspected or presumed fraud or irregularity or material defect in the internal control system	✓		
	(ii) c)	Suspected infringement of laws, including securities related laws, rules and regulations	✓		
	(ii) d)	Any other matter which shall be disclosed to the Board of Directors immediately	✓		
3.4.2		Reporting of anything having material financial impact to the Commission	✓		
3.5		Reporting to the Shareholders and General Investors	✓		
4.0	External/Statutory Auditors should not be engaged in :				
	(i)	Appraisal or valuation services or fairness opinions	✓		
	(ii)	Financial information systems design and implementation	✓		
	(iii)	Book – keeping or other services related to accounting records or Financial Statements	✓		
	(iv)	Broker – dealer services	✓		
	(v)	Actuarial services	✓		
	(vi)	Internal audit services	✓		
	(vii)	Any other services that the Audit Committee determines	✓		
	(viii)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company	✓		
	(ix)	Audit/certification services on compliance of corporate governance as required under clause (i) of condition No. 7	✓		
5.0	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	N/A		No subsidiary company
	(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	N/A		No subsidiary company

Condition No.		Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (IF ANY)
			Com- plied	Not Com- plied	
	(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	N/A		No subsidiary company
	(iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also	N/A		No subsidiary company
	(v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company	N/A		No subsidiary company
6.		Duties of Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
	(i)	They have reviewed financial Statements for the year and that to the best of their knowledge and belief:	✓		
	(i) a)	These financial statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	✓		
	(i) b)	These financial statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	✓		
	(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 Professional Accountant/ Secretary (Chartered Accountant/Cost & 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.	✓		The certificate is enclosed in this Annual Report 2015
	(ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions	✓		

| CERTIFICATE OF CORPORATE GOVERNANCE |



Certificate on Compliance with Conditions of Corporate Governance Guidelines to the Shareholders of First Finance Limited

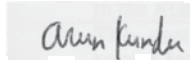
(Issued under Condition No. 7 (i) of Corporate Governance Guidelines of “BSEC” vide notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012)

We have examined the compliance with conditions of the corporate governance guidelines **First Finance Limited** (the “Financial Institution”) for the year ended 31 December 2015. These conditions of corporate governance were issued by the Bangladesh Securities and Exchange Commission (BSEC) vide its notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 and SEC/CMRRCD/2006-158/147/Admin/48 dated 21 July 2013.

Those charged with governance and the management of the Financial Institution is responsible for complying with the conditions of corporate governance guidelines were issued by the Bangladesh Securities and Exchange Commission (BSEC). Those charged with the governance of the Company are also responsible for stating in the Director's report whether the Company has complied with the conditions of corporate governance guidelines.

Our responsibility is to provide a certificate about whether the Financial Institution is in compliance with the said conditions of corporate governance based on our examination. Our examination for the purpose of issuing this certificate was limited to the procedures including implementation thereof as adopted by the Financial Institution for ensuring the compliance of the conditions of corporate governance and correct reporting of the status of the compliance on the attached statement on the basis of evidence gathered and representation received. It is neither an audit nor an expression of opinion on the financial statement of the Financial Institution.

To the best of our information and according to the explanations provided to us by the Financial Institution, we certify that, except as reported on the attached status of compliance Statement, First Finance Limited has complied with the conditions of corporate governance stipulated in the above mentioned BSEC notification dated 07 August 2012 for the year ended 31 December 2015.



Arun Kumer Kundu, FCA
Managing Partner
ARUN & ANJAN
Chartered Accountants

Dated, Dhaka;
16 May, 2016



Head Office: House # 33, SHAH ALI TOWER (13th Floor), Karwan Bazar, Dhaka – 1209.
Branch office: House# 558 East Kazi para, kafrul, Mirpur, Dhaka-1216. Tel: 9104704,
Cell:01819 401724,E-mail: arunrrh@gmail.com

| ABOUT CREDIT RATING |

A credit rating evaluates the credit worthiness of business institutions. It is an evaluation made by a credit rating agency of the debtor's ability to pay back the debt and the likelihood of default. The credit rating represents the credit rating agency's evaluation of qualitative and quantitative information for a company or government; including non-public information obtained by the credit rating agencies analysts. Credit ratings are not based on mathematical formulas. Instead, credit rating agencies use their judgment and experience in determining what public and private information should be considered in giving a rating to a particular company.

First Finance Limited has been taking the Credit Rating from renowned Credit Rating Agencies of Bangladesh every year with prior consent and approval of the company's Board of Directors. The Board of Directors believes that Credit Rating can bring transparency; confirm the compliance of rules and regulations of both the Company and Regulatory Authorities; protect the Company and can open the door for achieving excellence.

The credit rating of "First Finance Limited" which declared as on 10th August, 2015 & validity date on 9th August, 2016.

Long term Rating= "A-"

Short term Rating = "AR-3"

Outlook = Stable

The rating prepared by "**Alpha Rating**", based on the financials up to 31st December-2014 (Audited).

| STATEMENT OF COMPLIANCE ON THE GOOD GOVERNANCE GUIDELINE ISSUED BY THE BANGLADESH BANK |

By the DFIM Circular No. 7 dates 25 September 2007, Bangladesh Bank issued a guideline on Good Governance applicable for the financial institutions. The Board of Directors of the Company has taken appropriate steps to comply with the guidelines and implemented the same.

Status Report on compliance with those guidelines is given below:

Sl. No.	Particulars	Compliance Status
1.	Responsibilities and authorities of the Board of Directors:	
1. (a)	Work-planning and strategic management:	
1. (a) (i)	The Board shall determine the objectives and goals and to this end shall chalk out strategies and work-plans on annual basis. It shall specially engage itself in the affairs of making strategies consistent with the determined objectives and goal and in the issue relating to structural change and reorganization for enhancement of institutional efficiency and other relevant policy matters. It shall analyze/monitor at quarterly rests development of implementation of the work-plans.	Complied
1. (a) (ii)	The Board shall have its analytical review incorporated in the Annual Report as regard the success/failure in achieving the business and other targets as set out its annual work-plan and shall apprise the shareholders of its opinions/ recommendations on the future plans and strategies.	Complied
1. (a) (iii)	The Board will set the Key Performance indicator (KPI)s for the CEO and other senior executives and will evaluate half yearly/yearly basis.	Complied
(b)	Reformation of Executive Committee:	
(b) (a)	Executive Committee has been reformed by exclusion of all members from Management Group in terms of Bangladesh bank Circular and only for rapid settlement of the emergency matters (approval of loan/lease application, rescheduling, etc.) arisen from the regular business activities.	Complied
(c)	(c) Financial Management:	
(c) (i)	Annual budget and statutory financial statement shall be adopted finally with the approval of the Board.	Complied
(c) (ii)	Board shall review and examine in quarterly basis various statutory financial statements such as statement of income-expenses, statement of loan/lease, statement of liquidity, adequacy of capital, maintenance of provision, legal affairs including actions taken to the recovery of overdue loan/lease.	Complied

Sl. No.	Particulars	Compliance Status
(c) (iii)	Board shall approve the Company's policy on procurement and collection and shall also approve the expenditures according to policy. The Board shall delegate the authority on the Chief Executive Officer and among other top executives for approval of expenditure within budget to the maximum extend.	Complied
(c) (iv)	The Board shall adopt the operation of bank accounts. Groups may be formed the management to operate bank accounts under joint signatures.	Complied
(d)	Management of loan/lease/investments:	
(d) (i)	Policy on evaluation of loan/lease/investment proposal, sanction and disbursement and its regular collection and monitoring shall be adopted and reviewed by the Board regularly based on prevailing laws and regulations. Board shall delegate the authority of loan/lease/investment especially to management preferably on Chief Executive Officer and other top executives.	Complied
(d) (ii)	No Director shall interfere on the approval of loan proposal associated with him. The director concerned shall not give any opinion on that loan proposal.	Complied
(d) (iii)	Any syndicated loan/lease/investment proposal must be approved by the Board.	Complied
(e)	Risk Management	
(e) (i)	Risk Management Guideline formed in the light of Core Risk Management Guideline shall be approved by the Board and reviewed by the Board regularly.	Complied
(f)	Internal Control and Compliance Management:	
(f) (i)	A regular Audit Committee as approved by the Board shall be formed. Board shall evaluate the reports presented by the Audit Committee on compliance with the recommendation of internal auditor, external auditors and Bangladesh bank Inspection team.	Complied
(g)	Human Resource Management	
(g) (i)	Board shall approve the policy on Human Resource Management and Service Rule. Chairman and director of the Board shall not interfere on the administrative job in line with the approved Service Rule.	Complied
(g) (ii)	Only the authority for the appointment and promotion of the Managing Director & Chief Executive Officer/ Additional Managing Director / Deputy Managing Director / Sr. Executive Vice President / Executive Vice President/ Sr. Vice President / Vice President and other equivalent position shall lie with the Board in compliance with the policy and Service Rule. No director shall be included in any Executive Committee formed for the purpose of appointment and promotion of others.	Complied
(h)	Appointment of Managing Director & CEO	

Sl. No.	Particulars	Compliance Status
	The Board shall appoint a component Managing Director & CEO for the Company with the approval of the Bangladesh Bank and shall approve any increment of his/ her salary and allowances.	Complied
(i)	Benefits offer to the Chairman	
(i) (i)	Chairman may be offered an office room, a personal secretary, a telephone at the office, a vehicle in the business-interest of the Company subject to the approval of the Board.	Complied
2.	Responsibilities of the Chairman of the Board of Directors:	
2. (a)	Chairman shall not participate in or interfere into the administrative or operational and routine affairs of the Company as he has no jurisdiction to apply executive power;	Complied
2. (b)	The minutes of the Board meetings shall be signed by the Chairman;	Complied
2. (c)	Chairman shall sign-off the proposal for appointment of Chief Executive Officer and increment of his salaries & allowances;	Complied
3.	Responsibilities of Chief Executive Officer :	
3. (a)	Chief Executive Officer shall discharge his responsibilities on matters relating to financial, business and administration vested by the Board upon him. He is also accountable for achievement of financial and other business targets by means of business plan, efficient implementation of administrative and financial management;	Complied
3. (b)	Chief Executive Officer shall ensure compliance of Financial Institution Act 1993 and other relevant circulars of Bangladesh Bank and other regulatory authorities;	Complied
3. (c)	All recruitment / promotion/ training except recruitment/ promotion/ training of Sr. Executive Vice President shall be vested upon the Chief Executive. He shall act such in accordance with the approved HR Policy of the Company.	Complied
3. (d)	Chief Executive Officer may re-schedule job responsibilities of employees;	Complied
3. (e)	Chief Executive Officer may take disciplinary actions against the employees except Sr. Executive Vice President,	Complied
3. (f)	Chief Executive Officer shall sign all the letters/statements relating to compliance of policies and guidelines. However, Department/Unit heads may join daily letters/ statements as set out in DFIM circular no. 2 dated 06 January 2009 if so authorized by CEO.	Complied

| DIRECTOR'S REPORT TO THE SHAREHOLDERS OF FIRST FINANCE LIMITED FOR THE YEAR ENDED DECEMBER 31, 2015 |

DEAR SHAREHOLDERS,

The Directors have the pleasure to place their 23rd Annual Report of your company for the year ended on 31st December 2015.

OPERATIONAL PERFORMANCE:

During the year 2015, FFL's Lease/Loan disbursement amount stood at Tk. 1637.00 million as against of Tk. 3499.55 million of preceding year 2014 decreasing Tk. 1861.89 million. Accordingly recovery is Tk. 2204.06 million as against of Tk. 2369.88 million of the preceding year 2014.

FINANCIAL RESULTS AND PROPOSED APPROPRIATION

In the year 2015 the Company's however, earned operational profit which is not in an accepted level; as against last year. The Company's net profit after provision and tax is Tk. 9.37 million. Due to keeping provision, significant variance occurs between Quarterly Financial performance and Annual Financial Statements.

The comparative position of working results of the company for years 2015 and 2014 are given follow:

Description	Year 2015	Year 2014
Operational Income	1146.23	1197.11
Operational Expenses	(957.91)	(1049.15)
Income from Operation	188.32	147.96
Provision for Lease / loan & other assets (Net)	(151.87)	(26.24)
Current Tax	(27.22)	(48.06)
Deferred Tax	(0.14)	(0.38)
Net profit after Tax	9.37	73.28
Profit brought forward	16.05	12.77
Surplus Available for Appropriation	25.42	86.05
The Directors recommended the following Appropriation		
Transferred to Statutory Reserve	1.87	14.66
Proposed Stock Dividend Nil	-	55.34
Profit carried forward	23.55	16.05
	25.42	86.05

COMPANY'S CAPITAL:

On 31st December 2015 Company's Paid-up Capital stood Tk. 1,162.20 million from that of 1,106.86 million of pervious year. At present company's total capital stood at Tk. 1,518.69 million comprise of Paid-up Capital Tk. 1,162.20, non-distributable reserve Tk. 332.94 million and retained earnings of Tk. 23.55 million respectively.

DIVIDEND

Considering the profit and the Company's paid-up capital, the Board of Directors has recommended No Dividend, for approval of the shareholders in 23rd Annual General Meeting for the year ended December 31, 2015.

DIRECTORS:

In accordance with the Article 117 of the Articles of Association of the company, three Directors are to retire by rotation in the 23rd Annual General Meeting. From the Directors of the Company 1) Mr. A.Q.M. Faruk Ahmed Chowdhury, 2) Mrs. Raja Khanam, 3) Mrs. Sadia Akter [Nominated by: Alphabet Associates Limited] will retire. Being eligible Mrs. Raja Khanam and Mrs. Sadia Akter will offer themselves for re-election in pursuant to Article 118 of the Articles of Association of the company.

Mr. A.Q.M Faruk Ahmed Chowdhury, due to his pre-occupation with the business affairs abroad, submitted his resignation letter stating his intention to relinquish his position of Chairmanship in the Board of Directors as well as to surrender his directorship of First Finance Limited. The resignation of Mr. A.Q.M Faruk Ahmed Chowdhury has been accepted in 270th meeting held on 9th May, 2016 of the Board of Directors.

Due to resignation of Mr. A.Q.M Faruk Ahmed Chowdhury, to fill up the consequential vacancy in the position of Chairman of the Board of Directors due to personal reason, the Board with the full vote of confidence elected / appointed Mr. A.Q.M Faisal Ahmed Chowdhury as the new Chairman of the Board of Directors.

Earlier, Alphabet Systems Limited, one of the Institutional Director of First Finance Limited has shown their intension to change their representative on 3rd September, 2015 on 261st Board Meeting and has decided to nominate Mrs. Masuma Begum instead of Mr. Mainuddin Ahmed as the representative of their company in the Board of First Finance Limited. After discussion, the Board has accepted the name of Mrs. Masuma Begum, as the new representative of Alphabet Systems Limited.

At the same time, Raqas Trade International Limited, one of the Institutional Director of First Finance Limited has shown their intension to change their representative on 3rd September, 2015 on 261st Board Meeting. Now, Raqas Trade International Limited has decided to nominate Mr. Mostafa Haider Khan instead of Mrs. Habiba Ahmed as the representative of their company in the Board of First Finance Limited. After discussion, the Board has accepted the name of Mr. Mostafa Haider Khan, as the new representative of Raqas Trade International Limited.

On 261st Board meeting, another Institutional Director Qasraj Trading Limited has shown their intension to withdraw the representation of one of their representatives. Now, Qasraj Trading Limited has decided Md. Mujibur Rahman Chowdhury to be the only representative of their company and decided to withdraw the name of Md. Abul Ahsan as their representative in the Board of First Finance Limited. After discussion, the 261st Board held on 3rd September, 2015 has accepted the intension of Qasraj Trading Limited.

Later on, Alphabet Systems Limited again has shown their intension to change their representation at the Board stating that Mr. Kaiser Robin would represent them instead of Mrs. Masuma Begum. After discussion, the Board at their 268th meeting held on 3rd March, 2016 accepted the new representation of Alphabet Systems Limited.

Also, Raqas Trade International Limited again has shown their intension to change their representation at the Board stating that Mr. Kazi Monzur Quader would represent them instead of Mr. Mostafa Haider Khan. After discussion, the Board at their 268th meeting held on 3rd March, 2016 accepted the new representation of Raqas Trade International Limited.

Later on, Raqas Trade International Limited again has shown their intension to change their representation at the Board stating that Golam Ahmed would represent them instead of Mr. Kazi Monzur Quader. After discussion, the Board at their 270th meeting held on 9th May, 2016 accepted the new representation of Raqas Trade International Limited.

Mr. Mustafijur Rahman, one of the Independent Directors of the company has resigned from the position of Independent Director on 8th February, 2016 at 267th Board Meeting and a casual vacancy has been created due to his resignation.

As per Bangladesh Securities and Exchange Commission Notification No.SEC/CMRRCD/2006-158/134/Admin/44, dated August 07, 2012 the Board has appointed Mrs. Ruma Yasmin, as another Independent Director to fill up the vacant position on 8th February, 2016 in its 267th Board Meeting.

Again, as per Bangladesh Securities and Exchange Commission Notification No.SEC/CMRRCD/2006-158/134/Admin/44, dated August 07, 2012, Clause No. 1.2 (h) (vi) the Board in its 270th Meeting, held on 9th May, 2016 has recommended to extend the tenure for Independent Directorship of Mr. Almohit Safat Hossain for further 1 (one) term.

BOARD MEETING

The Board of Directors met 13 (thirteen) times during the year under report and reviewed matters relating to operation of the Company and took a number of decisions pertaining to sanctioning of finance (loan/lease), procurement of fund, opening of Bank Accounts and organizational matters.

AUDITORS

M/S. Kazi Zahir Khan & Co., Chartered Accountants, 67/4, Kakrail (Pioneer Road), Dhaka-1000, Bangladesh, served as Auditor of FFL for the year 2015 on their appointment in the 22nd AGM held on April 16, 2015. The auditor, M/S. Kazi Zahir Khan & Co., will retire in the 23rd AGM of the company.

Meantime, 9 (Nine) CA Firms have shown their intension to be appointed as our Auditors for the year 2016 at fees as of previous year's auditor's fee. The names of the CA Firms are as follows:

1. G. Kibria & Co.
2. Rahman Mostafa Alam & Co.
3. Ata Khan & Co.
4. Islam Quazi Shafique & Co.
5. Ahmad & Akhtar
6. K.M.Alam & Co.
7. Khan Wahab Shafique Rahman & Co.
8. K.M.Hasan & Co.
9. Ahmed Zaker & Co.

Among the 9 (Nine) numbers of applicants, the Directors of FFL has recommended to appoint G. Kibria & Co., Chartered Accountants, Sadharan Bima Sadan (5th Floor), 24-25, Dilkusha Commercial Area, Dhaka-1000, Bangladesh as the company's Auditor for the year 2016 at a fee of Tk. 1,35,000.00 (Taka One Lac Thirty Five Thousand) only and forwarded the recommendation for the approval in this Annual General Meeting.

CORPORATE GOVERNANCE

Corporate Governance is the system through which the Company is directed, guided and controlled by the Board, keeping in view its accountability to the shareholders. The Board has complied with the requirements set out by BSEC. In this Annual Report a separate write up is incorporated on Corporate Governance.

ACKNOWLEDGEMENT:

The members of the Board of Director of First Finance Limited like to express gratitude to all honorable shareholders, valued clients for their patronage and financial support received from the Banks namely Sonali Bank Ltd., Janata Bank Ltd., Agrani Bank Ltd., Rupali Bank Ltd., Social Investment Bank Limited, Bank Asia Limited, Mercantile Bank Limited, United Commercial Bank Ltd., Mutual Trust Bank Ltd., Uttara Bank Limited, Shahjalal Islami Bank Limited, Basic Bank Limited, Bangladesh Commerce Bank, Prime Bank Limited, Al-Arafah Islami Bank Limited, IFIC Bank Limited, Premier Bank Limited, Southeast Bank Limited, ICB Islamic Bank Limited, National Bank Limited, Bangladesh Development Bank Limited, Pubali Bank Limited, Jamuna Bank Limited, Standard Bank Limited, Standard Chartered Bank Limited, One Bank Limited, Modhumoti Bank Limited, Farmers Bank Limited, NRB Commercial Bank Limited, South Bangla Agriculture Bank Limited, Midland Bank Limited, Meghna Bank Limited, Brac Bank Limited, Eastern Bank Limited. The Directors also express their thanks and profound appreciation for the immense support and co-operation received from Registrar of Joint Stock Companies & Firms (RJSC), Bangladesh Bank, Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange Ltd. (DSE), Chittagong Stock Exchange Ltd. (CSE) and CDBL. The Board Members also pleased to put on record their appreciation for the commitment and dedication extended by the management of the company.

For and on behalf of the Board of Directors

SD/-

(A.Q.M. Faisal Ahmed Chowdhury)

Chairman

সম্মানিত শেয়ারহোল্ডারদের জন্য ৩১ ডিসেম্বর ২০১৫ সমাপ্ত বছরের ফার্স্ট ফাইন্যান্স লিমিটেড এর পরিচালকবৃন্দের প্রতিবেদন |

শ্রিয় শেয়ারহোল্ডারবৃন্দ,

পরিচালকবৃন্দ কর্তৃক আপনাদের কোম্পানীর ৩১ ডিসেম্বর, ২০১৫ সমাপ্ত বছরের ২৩ তম বার্ষিক প্রতিবেদন উপস্থাপন করা হলো।

পরিচালনাগত কর্মদক্ষতা

কোম্পানী ২০১৪ সালে ৮৩৪৯৯.৫৫ মিলিয়ন এবং ২০১৫ সালে ৮১৬৩৭.০০ মিলিয়ন ঋণ বিতরণ করেছে যা গত বছরের তুলনায় ৮১৮৬১.৮৯ মিলিয়ন হ্রাস পেয়েছে। যথারীতি ২০১৪ সালে ঋণ আদায় হয়েছিল ৮২৩৬৯.৮৮ মিলিয়ন এবং ২০১৫ সালে ঋণ আদায় হয়েছে ৮ ২২০৪.০৬ মিলিয়ন।

আর্থিক ফলাফল এবং প্রস্তাবিত উপয়োজন

২০১৪ সালের তুলনায় ২০১৫ সালের কোম্পানির অপারেশনাল মুনাফা খুব একটি সন্তোষজনক পর্যায়ে নেই। কর কর্তনের পর কোম্পানীর নীট মুনাফা ৮ ৯.৩৭ মিলিয়নে দাঁড়িয়েছে। সঞ্চিতির কারণে ত্রৈমাসিক আর্থিক প্রতিবেদন এবং বাৎসরিক আর্থিক প্রতিবেদন এর মধ্যে উল্লেখযোগ্য তারতম্য পরিলক্ষিত হয়েছে।

২০১৫ এবং ২০১৪ সালের কোম্পানীর কাজের আপেক্ষিক অবস্থান নিম্নে দেয়া হলোঃ

বর্ণনা	সাল ২০১৪	সাল ২০১৩
পরিচালনাগত আয়	১১৪৬.২৩	১১৯৭.১১
পরিচালনাগত ব্যয়	(৯৫৭.৯১)	(১০৪৯.১৫)
পরিচালনাগত মুনাফা	১৮৮.৩২	১৪৭.৯৬
ঋণের জন্য সঞ্চিতি	(১৫১.৮৭)	(২৬.২৪)
আয়করের জন্য সঞ্চিতি	(২৭.২২)	(৪৮.০৬)
বিলম্বিত কর	(০.১৪)	(০.৩৮)
আয়করজনিত সঞ্চিতিউত্তোর মুনাফা	৯.৩৭	৭৩.২৮
পূর্ববর্তী বছর হতে আনিত মুনাফা	১৬.০৫	১২.৭৭
বিভাজনের জন্য মুনাফার পরিমাণ	২৫.৪২	৮৬.০৫
পরিচালনা পর্ষদ কর্তৃক বিভাজনের সুপারিশ		
বিধিবদ্ধ সঞ্চিতে স্থানান্তর	১.৮৭	১৪.৬৬
সুপারিশকৃত স্টক ডিভিডেন্ট শূন্য	-	৫৫.৩৪
মুনাফা পরবর্তী বছরে স্থানান্তর	২৩.৫৫	১৬.০৫
	২৫.৪২	৮৬.০৫

কোম্পানীর মূলধন

২০১৫ সালের ৩১শে ডিসেম্বরে কোম্পানির পরিশোধিত মূলধন ৮ ১১০৬.৮৬ মিলিয়ন থেকে ৮ ১১৬২.২০ মিলিয়নে দাঁড়িয়েছে। বর্তমানে কোম্পানীর মোট মূলধন এর পরিমাণ দাঁড়িয়েছে ৮ ১৫১৮.৬৯ মিলিয়ন যার পরিশোধিত মূলধন ৮ ১১৬২.২০ মিলিয়ন, অবিতরণযোগ্য সংরক্ষিত তহবিল ৮৩৩২.৯৪ মিলিয়ন এবং বন্টনযোগ্য মুনাফা ৮২৩.৫৫ মিলিয়ন।

লভ্যাংশ

২৩তম বার্ষিক সাধারণ সভায় পরিচালনা পর্ষদ কোম্পানীর মুনাফা এবং পরিশোধিত মূলধনের উপর ভিত্তি করে শেয়ারহোল্ডারদের কোন ডিভিডেন্ট না প্রদানের জন্য সুপারিশ করেছে।

পরিচালকবৃন্দ

কোম্পানীর Articles of Association এর অনুচ্ছেদ ১১৭ অনুযায়ী ৩ জন পরিচালক ২৩ তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করেন। পরিচালকগণের মধ্যে (১) জনাব এ কিউ এম ফারুক আহমেদ চৌধুরী, (২) জনাবা রাজিয়া খানম এবং (৩) জনাবা সাদিয়া আক্তার [প্রতিনিধিত্বকারী প্রতিষ্ঠান : আলফাবেট এসোসিয়েটস্ লিমিটেড] নিয়মানুযায়ী অবসর গ্রহণ করেন। ২৩ তম বার্ষিক সাধারণ সভায় অনুচ্ছেদ ১১৮ অনুযায়ী জনাবা রাজিয়া খানম এবং জনাবা সাদিয়া আক্তার নিজেদের পুনঃনির্বাচিত করার প্রস্তাব রাখেন।

বিভিন্ন ব্যবসায়িক প্রতিষ্ঠানের সাথে সম্পৃক্ত থাকায় ও ব্যক্তিগত কারণে জনাব এ কিউ এম ফারুক আহমেদ চৌধুরী অত্র প্রতিষ্ঠানের পরিচালনা পর্ষদ সভার চেয়ারম্যান ও পরিচালকের পদ হতে অব্যাহতি প্রদান করেছেন। ৯ই মে ২০১৬ তারিখে অনুষ্ঠিত ২৭০তম পরিচালনা পর্ষদ সভায় জনাব এ কিউ এম ফারুক আহমেদ চৌধুরীর অব্যাহতি পত্র গ্রহন করা হয়।

জনাব এ কিউ এম ফারুক আহমেদ চৌধুরী ব্যক্তিগত কারণে পরিচালনা পর্ষদ সভার চেয়ারম্যান পদ হতে অব্যাহতি গ্রহন করায় উক্ত পদটি শূন্য হওয়ায় পরিচালনা পর্ষদ ২৭০তম সভায় সর্বসম্মতিক্রমে জনাব এ কিউ এম ফয়সাল আহমেদ চৌধুরী-কে নতুন চেয়ারম্যান হিসাবে মনোনীত করেন।

ফার্স্ট ফাইন্যান্স লিমিটেড এর প্রাতিষ্ঠানিক পরিচালক আলফাবেট সিস্টেমস্ লিমিটেড এর প্রতিনিধিত্বকারী পরিবর্তনের জন্য ৩ রা সেপ্টেম্বর ২০১৫ তারিখে অনুষ্ঠিত ২৬১ তম পর্ষদ সভায় ইচ্ছা পোষণ করে এবং জনাব মঈনুদ্দিন আহমেদ এর পরিবর্তে জনাবা মাসুমা বেগম কে মনোনয়নের প্রস্তাব উত্থাপনের প্রেক্ষিতে পরিচালনা পর্ষদ আলফাবেট সিস্টেমস্ লিমিটেড এর নতুন প্রতিনিধিত্বকারী হিসাবে জনাবা মাসুমা বেগম কে অন্তর্ভুক্ত করতে সম্মত হয়েছে।

একই সময়, ফার্স্ট ফাইন্যান্স লিমিটেড এর অপর প্রাতিষ্ঠানিক পরিচালক রাকাস্ ট্রেড ইন্টারন্যাশনাল লিমিটেড এর প্রতিনিধিত্বকারী পরিবর্তনের জন্য ৩ রা সেপ্টেম্বর ২০১৫ তারিখে অনুষ্ঠিত ২৬১ তম পর্ষদ সভায় ইচ্ছা পোষণ করে এবং জনাবা হাবিবা আহমেদ এর পরিবর্তে জনাব মোস্তফা হায়দার খান কে মনোনয়নের প্রস্তাব উত্থাপনের প্রেক্ষিতে পরিচালনা পর্ষদ রাকাস্ ট্রেড ইন্টারন্যাশনাল লিমিটেড এর নতুন প্রতিনিধিত্বকারী হিসাবে জনাব মোস্তফা হায়দার খান কে অন্তর্ভুক্ত করতে সম্মত হয়েছে।

৩ রা সেপ্টেম্বর ২০১৫ তারিখে অনুষ্ঠিত ২৬১ তম পর্ষদ সভায়, ফার্স্ট ফাইন্যান্স লিমিটেড আর একটি প্রাতিষ্ঠানিক পরিচালক কাসরাজ ট্রেডিং লিমিটেড তাদের মনোনীত দুইজন প্রতিনিধিত্বকারী হতে শুধুমাত্র একজনকে প্রতিনিধি হিসাবে অন্তর্ভুক্ত রাখার আশ্রয় প্রকাশ করায় কেবল মাত্র জনাব মুজিবুর বহমান চৌধুরী কে উক্ত প্রতিষ্ঠানের প্রাতিষ্ঠানিক পরিচালক হিসাবে অন্তর্ভুক্ত করা হয়। এ ক্ষেত্রে জনাব আবুল আহসান এর নাম উক্ত প্রতিষ্ঠানের প্রতিনিধিত্বকারী হতে প্রত্যাহার করা হয়।

পরবর্তীতে, প্রাতিষ্ঠানিক পরিচালক আলফাবেট সিস্টেমস্ লিমিটেড আবার তাদের প্রতিনিধিত্বকারী পরিবর্তনের জন্য ৩ রা মার্চ ২০১৬ তারিখে অনুষ্ঠিত ২৬৮ তম পর্ষদ সভায় ইচ্ছা পোষণ করে এবং জনাবা মাসুমা বেগম এর পরিবর্তে জনাব কায়সার রবিন কে মনোনয়নের প্রস্তাব উত্থাপনের প্রেক্ষিতে পরিচালনা পর্ষদ আলফাবেট সিস্টেমস্ লিমিটেড এর নতুন প্রতিনিধিত্বকারী হিসাবে জনাব কায়সার রবিন কে অন্তর্ভুক্ত করতে সম্মত হয়েছে।

একই সময়, অপর প্রাতিষ্ঠানিক পরিচালক রাকাস্ ট্রেড ইন্টারন্যাশনাল লিমিটেড আবার তাদের প্রতিনিধিত্বকারী পরিবর্তনের জন্য ৩ রা মার্চ ২০১৬ তারিখে অনুষ্ঠিত ২৬৮ তম পর্ষদ সভায় ইচ্ছা পোষণ করে এবং জনাব মোস্তফা হায়দার খান এর পরিবর্তে জনাব কাজী মঞ্জুর কাদের কে মনোনয়নের প্রস্তাব উত্থাপনের প্রেক্ষিতে পরিচালনা পর্ষদ রাকাস্ ট্রেড ইন্টারন্যাশনাল লিমিটেড এর নতুন প্রতিনিধিত্বকারী হিসাবে জনাব কাজী মঞ্জুর কাদের কে অন্তর্ভুক্ত করতে সম্মত হয়েছে।

পরবর্তীতে, প্রাতিষ্ঠানিক পরিচালক রাকাস্ ট্রেড ইন্টারন্যাশনাল লিমিটেড আবারও তাদের প্রতিনিধিত্বকারী পরিবর্তনের জন্য ৯ই মে ২০১৬ তারিখে অনুষ্ঠিত ২৭০ তম পর্ষদ সভায় ইচ্ছা পোষণ করে এবং জনাব কাজী মঞ্জুর কাদের এর পরিবর্তে জনাব গোলাম আহমেদ কে মনোনয়নের প্রস্তাব উত্থাপনের প্রেক্ষিতে পরিচালনা পর্ষদ রাকাস্ ট্রেড ইন্টারন্যাশনাল লিমিটেড এর নতুন প্রতিনিধিত্বকারী হিসাবে জনাব গোলাম আহমেদ কে অন্তর্ভুক্ত করতে সম্মত হয়েছে।

এরই মধ্যে অন্যতম একজন নিরপেক্ষ পরিচালক জনাব মোস্তাফিজুর রহমান ৮ই ফেব্রুয়ারী, ২০১৬ সালের ২৬৭তম পর্ষদ সভায় পদ হতে অবসর গ্রহন করেন। ফলে পরিচালকের উক্ত পদটি শূন্য হয়।

বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি)-এর স্মারক নং- এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/এডমিন/৪৪, তারিখ আগস্ট ০৭, ২০১২ অনুযায়ী পরিচালনা পর্ষদ ৮ই ফেব্রুয়ারী, ২০১৬ সালের ২৬৭তম পর্ষদ সভায় জনাবা রফা ইয়াসমিন- কে অপর এক জন নিরপেক্ষ পরিচালক হিসাবে নিয়োগদান করেছে।

এছাড়াও বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি)-এর স্মারক নং- এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/এডমিন/৪৪, তারিখ আগস্ট ০৭, ২০১২ এর ধারা নং. ১.২(এইচ) (vi) অনুযায়ী পরিচালনা পর্ষদ ৯ই মে, ২০১৬ সালের ২৭০তম পর্ষদ সভায় নিরপেক্ষ পরিচালক জনাব আলমোহিত সাফাত হোসেন - কে পরবর্তী আরো এক মেয়াদ সময় কালের জন্য নিরপেক্ষ পরিচালক হিসাবে নিয়োগদান করেছে।

বোর্ড মিটিং

পরিচালনা পর্ষদ এ বছরে কোম্পানীর অপারেশন সম্পর্কিত রিপোর্ট এবং পর্যালোচনার জন্য ১৩ বার সভা করেছেন এবং ঋণ দান, তহবিলের আহরণ, ব্যাংকে নতুন হিসাব খাতা খোলা এবং সাংগঠনিক বেশ কিছু বিষয়ে গুরুত্বপূর্ণ সিদ্ধান্ত গ্রহন করেছে।

নিরীক্ষক

১৬ই এপ্রিল ২০১৫ -এ অনুষ্ঠিত ২২তম বার্ষিক সাধারণ সভায় মেসার্স কাজী জহির খান এন্ড কোং, চার্টার্ড অ্যাকাউন্টেন্টস, ৬৭/৪, কাকরাইল (পাইওনিয়ার রোড), ঢাকা-১০০০, বাংলাদেশ কে ২০১৫ সালের অডিটর হিসাবে দায়িত্ব পালনের জন্য অনুমোদন প্রদান করা হয়। মেসার্স কাজী জহির খান এন্ড কোং অনুষ্ঠিতব্য ২৩ তম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন।

ইতোমধ্যে, ০৯(নয়)-টি সি.এ ফার্ম ২০১৬ সালের জন্য অত্র প্রতিষ্ঠানের বহিঃনিরীক্ষক হিসাবে গত বছরের অনুরূপ পারিশ্রমিকের বিনিময়ে নিযুক্ত হবার ইচ্ছা প্রকাশ করেছেন। সি.এ ফার্মগুলোর নাম নিম্নরূপঃ

1. G. Kibria & Co.
2. Rahman Mostafa Alam & Co.
3. Ata Khan & Co.
4. Islam Quazi Shafique & Co.
5. Ahmad & Akhtar
6. K.M.Alam & Co.
7. Khan Wahab Shafique Rahman & Co.
8. K.M.Hasan & Co.
9. Ahmed Zaker & Co.

আবেদনকৃত উপরোক্ত ০৯(নয়)-টি সি.এ ফার্ম এর মধ্যে G. Kibria & Co. চার্টার্ড অ্যাকাউন্টেন্টস, সাধারণ বীমা সদন(৬ ঠা তলা), ২৪-২৫, দিলকুশা বানিজ্যিক এলাকা, ঢাকা-১০০০, বাংলাদেশ কে পরিচালনা পর্ষদ ২০১৬ সালের বহিঃনিরীক্ষক হিসাবে টাঃ ১,৩৫,০০০/= পারিশ্রমিকের বিনিময়ে নিযুক্ত করার সুপারিশ করেন এবং আসন্ন বার্ষিক সাধারণ সভায় অনুমোদনের জন্য প্রেরণ করেন।

কর্পোরেট শাসন

কর্পোরেট শাসন এমন একটি পদ্ধতি যার মাধ্যমে কোম্পানী পরিচালিত, নির্দেশিত এবং নিয়ন্ত্রিত হয়, কোম্পানির বোর্ড দ্বারা যা তার শেয়ারহোল্ডারদের কাছে দায়বদ্ধতা প্রকাশ করে। বি.এস.ই.সি. এর চাহিদা অনুসারে বোর্ড তার সব কিছু পরিপালন করে। এই বার্ষিক রিপোর্ট এ কর্পোরেট শাসন এর উপর একটি আলাদা লেখার অংশ যুক্ত করা হয়েছে।

স্বীকারোক্তি

ফার্স্ট ফাইন্যান্স লিমিটেড এর পরিচালনা পর্ষদের সদস্যবৃন্দ কৃতজ্ঞতা জানাতে চায় তাদের সম্মানিত শেয়ারহোল্ডারদের, মূল্যবান গ্রাহকদের তাদের পৃষ্ঠপোষকতার জন্য এবং ব্যাংকসমূহকে বিশেষ করে সোনালি ব্যাংক লিঃ, জনতা ব্যাংক লিঃ, অগ্রণী ব্যাংক লিঃ, রূপালী ব্যাংক লিঃ, সোশ্যাল ইসলামী ব্যাংক লিঃ, ব্যাংক এশিয়া লিঃ, মার্কেন্টাইল ব্যাংক লিঃ, ইউনাইটেড কমার্শিয়াল ব্যাংক লিঃ, মিউচুয়াল ট্রাস্ট ব্যাংক লিঃ, উত্তরা ব্যাংক লিঃ, শাহজালাল ইসলামী ব্যাংক লিঃ, বেসিক ব্যাংক লিঃ, বাংলাদেশ কমার্স ব্যাংক লিঃ, প্রাইম ব্যাংক লিঃ, আল-আরাফা ইসলামী ব্যাংক লিঃ, আইএফআইসি ব্যাংক লিঃ, প্রিমিয়ার ব্যাংক লিঃ, সাউথ ইস্ট ব্যাংক লিঃ, আইসিবি ইসলামিক ব্যাংক লিঃ, ন্যাশনাল ব্যাংক লিঃ, বাংলাদেশ ডেভেলপমেন্ট ব্যাংক লিঃ, পূবালী ব্যাংক লিঃ, যমুনা ব্যাংক লিঃ, স্ট্যান্ডার্ড ব্যাংক লিঃ, স্ট্যান্ডার্ড চার্টার্ড ব্যাংক লিঃ, ওয়ান ব্যাংক লিঃ, মধুমতি ব্যাংক লিঃ, ফার্মারস ব্যাংক লিঃ, এনআরবি কমার্শিয়াল ব্যাংক লিঃ, সাউথ বাংলা এগ্রিকালচার ব্যাংক লিঃ, মিডল্যান্ড ব্যাংক লিঃ, মেঘনা ব্যাংক লিঃ, ব্রাক ব্যাংক লিঃ, ইস্টার্ন ব্যাংক লিঃ কে তাদের আর্থিক সহায়তা প্রদানের জন্য। সম্মানিত পরিচালকমন্ডলী গভীরভাবে ধন্যবাদ জানাতে চায় রেজিস্ট্রার অব জয়েন্ট স্টক কোম্পানীজ্ এন্ড ফার্মস (আরজেএসসি), বাংলাদেশ ব্যাংক, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি), ঢাকা স্টক এক্সচেঞ্জ লিঃ, চট্টগ্রাম স্টক এক্সচেঞ্জ লিঃ এবং সিডিবিএল কে তাদের অপরমেয় সহায়তার জন্য। কোম্পানীর পরিচালকমন্ডলী ব্যবস্থাপনা কমিটিকে কোম্পানীর প্রতি তাদের অকৃত্রিম প্রতিশ্রুতি এবং উৎসর্গের জন্য আরো সাধুবাদ জ্ঞাপন করতে চায়।

পরিচালনা পর্ষদের পক্ষে

স্বাক্ষর

(এ.কিউ. এম. ফয়সাল আহমেদ চৌধুরী)
চেয়ারম্যান

| INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF FIRST FINANCE LIMITED |

Date: 27.04.2016

We have audited the accompanying financial statements of First Finance Limited, which comprise the Balance Sheet as at 31 December, 2015, the Profit and Loss Account, 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 notes.

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 (BFRS), the Financial Institution Act 1993, the rules and regulations issued by the Bangladesh Bank, the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an independent opinion on these 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 whether the financial statements are free of 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 our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud and error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purposes 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 financial statements presentation.

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

Basis of qualified opinion

We report that:

- i. As detailed in note-2.6(b), a total amount of Tk. 17.36 crore is required for providing provision of income tax on the incremental income assessed by the tax authorities up to accounting year 2015 for which appeal decision are still pending with honourable High Court. Moreover, during the year, the Company management made shortfall in provision of income tax amounting to Tk. 49,968,788. If this amount has been considered in this account, net profit of the Company during the year and retained earnings would have been reduced by the same amount.

Opinion

Except for the impact of the paragraphs mentioned in basis for qualified opinion, in our opinion, the financial statements present fairly, in all material respects, the financial position of the company as at December 31, 2015 and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRS), and comply with the Financial Institution Act 1993, the rules and regulations issued by the Bangladesh Bank, the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Further to our opinion in the above paragraph, we state 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 Company's Balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of account;
- d) the expenditure incurred and payment made were for the purpose of the company's business;
- e) the financial statements have been drawn up in conformity with the rules and regulations issued by Bangladesh Bank to the extent applicable to the Company;
- f) adequate provisions have been made for advances which are, in our opinion doubtful of recovery;
- g) the Company has followed the instructions issued by Bangladesh Bank in matters of loan/advance classification, provisioning and suspension of interest;
- h) the Company has complied with the relevant laws pertaining to reserves and maintenance of liquid assets; and
- i) the information and explanations required by us have been received and found satisfactory.

SD/-

KAZI ZAHIR KHAN & Co.

Chartered Accountants

Dated : Dhaka

27 April, 2016

First Finance Limited

Balance Sheet

As at 31 December 2015

	Notes	As at 31 December	
		2015 Taka	2014 Taka
PROPERTY AND ASSETS			
Cash	3	114,583,437	52,276,577
In hand (including foreign currencies)		88,955	560,304
Balance with Bangladesh Bank and its agent bank(s) (including foreign currencies)		114,494,482	51,716,273
Balance with other banks and financial institutions	4	1,084,762,397	1,197,529,048
In Bangladesh	4.1	1,084,762,397	1,197,529,048
Outside Bangladesh	4.2	-	-
Money at call and on short notice	5	-	-
Investments	6	46,631,443	49,041,803
Government securities		-	-
Other investments		46,631,443	49,041,803
Leases, loans and advances		8,890,474,710	7,986,943,766
Loans, cash credits, overdrafts, etc	7	8,890,474,710	7,986,943,766
Bills purchased and discounted	8	-	-
Fixed assets including premises, furniture and fixtures	9	162,522,266	168,422,452
Other assets	10	341,403,792	264,383,913
Non-financial institution assets	11	133,989,484	145,974,226
Total Assets		10,774,367,529	9,864,571,785
LIABILITIES AND CAPITAL			
Liabilities			
Borrowings from other banks, financial institutions and agents	12	1,138,765,309	2,062,540,025
Deposits and other accounts	13	6,606,356,425	5,403,051,455
Current deposits and other accounts		-	-
Bills payable		-	-
Savings bank deposits		-	-
Fixed/term deposits		6,601,009,425	5,400,489,455
Monthly Savings Scheme		5,347,000	2,562,000
Bearer certificate of deposit		-	-
Other deposits		-	-
Other liabilities	14	1,510,559,083	889,663,681
Total Liabilities		9,255,680,817	8,355,255,161
Capital/ Shareholders' Equity			
Paid-up capital	15	1,162,202,580	1,106,859,600
Statutory reserve	16	332,935,253	331,061,235
General reserve	17	-	-
Retained earnings	18	23,548,879	71,395,789
Total Shareholders' Equity		1,518,686,712	1,509,316,624
Total Liabilities and Shareholders' Equity		10,774,367,529	9,864,571,785

First Finance Limited
Balance Sheet (Continued)

As at 31 December 2015

	Notes	As at 31 December	
		2015 Taka	2014 Taka
Off-Balance Sheet Items			
Contingent liabilities	19		
Acceptances and endorsements		-	-
Letters of guarantee	19.1	-	-
Irrevocable letters of credit		-	-
Bills for collection		-	-
Other contingent liabilities		-	-
		-	-
Commitments			
	19.2		
Documentary credits and short term trade-related transactions		-	-
Forward assets purchased and forward deposits placed		-	-
Spot and forward foreign exchange contracts		-	-
Undrawn note issuance and revolving underwriting facilities		-	-
Undrawn formal standby facilities, credit lines and other commitments		-	-
		-	-
Total off-Balance Sheet items including contingent liabilities		-	-
		13.07	13.64

The accompanying notes form an integral part of this financial statement.

for First Finance Limited

SD/-	SD/-	SD/-	SD/-
Sarwar Shafiq Company Secretary	M.A. Matin Managing Director & CEO	A.Q.M Faisal Ahmed Chowdhury Vice Chairman	A.Q.M Faruk Ahmed Chowdhury Chairman

Signed in terms of our report of even date annexed

SD/-

KAZI ZAHIR KHAN & Co.
 Chartered Accountants

Dated, Dhaka
 27 April 2016

First Finance Limited
Profit & Loss Account
 For the year ended 31 December 2015

	Notes	For the year ended 31 December	
		2015 Taka	2014 Taka
Operating Income			
Interest income	21	863,125,947	980,308,013
Interest paid on deposits, borrowings, etc	22	(756,731,713)	(846,614,286)
Net interest income		106,394,234,	133,693,728
Investment income	23	(2,011,966)	2,939,655
Commission, exchange and brokerage	24	-	-
Other operating income	25	285,111,740	213,861,636
		283,099,774	216,801,291
Total operating income (a)		389,494,009	350,495,019
Operating Expenses			
Salary and allowances	26	68,418,429	60,297,950
Rent, taxes, insurance, electricity, etc	27	18,395,473	14,879,573
Legal expenses	28	2,366,305	4,583,225
Postage, stamps, telecommunication, etc	29	10,781,567	8,229,639
Stationery, printing, advertisement, etc	30	16,525,098	19,062,248
Chief Executive Officer's salary and fees	31	2,700,000	1,815,000
Directors' fees	32	710,000	1,220,000
Auditors' fee	33	135,000	135,000
Depreciation and repair of company's assets	34	42,640,372	36,964,465
Other expenses	35	38,503,159	55,343,721
Total operating expenses (b)		201,175,402	202,530,821
Profit before provision (c = a-b)		188,318,607	147,964,198
Provision against loans and advances	14.1	(148,500,454)	(24,805,546)
Provision for diminution in value of investments	14.3	(2,804,259)	(1,125,000)
Provision against others assets		(566,000)	(306,000)
Provision for off-balance sheet items/ exposure		-	-
Total provision (d)		(151,870,713)	(26,236,546)
Profit before taxation (e = c-d)		36,447,893	121,727,652
Provision for taxation (f):			
Current tax	14.4	(27,224,242)	(48,064,000)
Deferred tax expenses	14.5	146,436	(384,078)
		(27,077,806)	(48,448,078)
Profit after taxation (g = e - f)		9,370,088	73,279,574
Retained earnings, brought forward		71,395,789	113,395,730
Profit available for appropriation		80,765,877	186,675,304

First Finance Limited
Profit & Loss Account (Continued)
 For the year ended 31 December 2015

	Notes	For the year ended 31 December	
		2015 Taka	2014 Taka
Appropriations			
Statutory reserve		1,874,018	14,655,915
Bonus shares		55,342,980	100,623,600
Cash dividend		-	-
General reserve		-	-
		57,216,998	115,279,515
Retained earnings, carried forward		23,548,879	71,395,789
Earnings Per Share (EPS)		0.08	0.66

The accompanying notes form an integral part of this financial statement.

for First Finance Limited

SD/-	SD/-	SD/-	SD/-
Sarwar Shafiq Company Secretary	M.A. Matin Managing Director & CEO	A.Q.M Faisal Ahmed Chowdhury Vice Chairman	A.Q.M Faruk Ahmed Chowdhury Chairman

Signed in terms of our report of even date annexed

Dated, Dhaka
27 April 2016

SD/-
KAZI ZAHIR KHAN & Co.
 Chartered Accountants

First Finance Limited
Statement of changes in shareholders equity
 For the year ended 31 December 2015

Particulars	Paid-up Capital	Statutory Reserve	General Reserve	Retained Surplus	Total
	Taka	Taka	Taka	Taka	Taka
Balance as on 01 January 2014	1,006,236,000	316,405,320	-	113,395,730	1,436,037,050
Bonus Share Issued for 2013	100,623,600	-	-	(100,623,600)	-
Right Shares Issued	-	-	-	-	-
Net Profit for the year ended 31 December, 2014	-	-	-	73,279,574	73,279,574
Addition made during the year	-	14,655,915	-	(14,655,915)	-
Appropriation made during the year	-	-	-	-	-
Balance as on 31 December 2014	1,106,859,600	331,061,235	-	71,395,789	1,509,316,624
Balance as on 01 January 2015	1,106,859,600	331,061,235	-	71,395,789	1,509,316,624
Bonus Share Issued for 2014	55,342,980	-	-	(55,342,980)	-
Right Shares Issued	-	-	-	-	-
Net Profit for the year ended 31 December, 2015	-	-	-	9,370,088	9,370,088
Addition made during the year	-	1,874,018	-	(1,874,018)	-
Appropriation made during the year	-	-	-	-	-
Balance as on 31 December 2015	1,162,202,580	332,935,253	-	23,548,879	1,518,686,712

The accompanying notes form an integral part of this financial statement.

for First Finance Limited

SD/-	SD/-	SD/-	SD/-
Sarwar Shafiq Company Secretary	M.A. Matin Managing Director & CEO	A.Q.M Faisal Ahmed Chowdhury Vice Chairman	A.Q.M Faruk Ahmed Chowdhury Chairman

Signed in terms of our report of even date annexed

SD/-

KAZI ZAHIR KHAN & Co.
Chartered Accountants

Dated, Dhaka
27 April 2016

First Finance Limited
Statement of Cash Flows
For the year ended 31 December 2015

	For the year ended 31 December	
	2015	2014
	Taka	Taka
Cash Flows from Operating Activities		
Interest receipts	863,125,947	847,295,252
Interest payments	(756,743,379)	(826,368,049)
Dividend receipts	5,111,658	2,939,655
Fee and commission receipts	-	-
Payments to employees	(71,118,429)	(62,112,950)
Income taxes paid	(103,509,352)	(53,220,259)
Receipts from other operating activities	285,111,740	155,834,987
Payments for other operating activities	(106,288,998)	(120,262,839)
Operating profit before changes in operating assets and liabilities	(115,689,189)	(55,894,203)
Changes in operating assets and liabilities		
(Increase)/decrease in operating assets		
Statutory deposit	-	-
Loan, lease and advanced to customers	(903,530,944)	(1,882,283,983)
Other assets	26,489,473	(17,135,187)
Deposit from customers	1,203,304,970	1,759,601,851
Other liabilities	620,895,402	276,746,053
	947,158,901	136,928,734
Net cash from/(used in) operating activities (a)	1,062,848,090	81,034,531
Cash Flows from Investing Activities		
Purchase of fixed assets	(18,710,256)	(96,292,634)
Proceeds from sale of securities	146,525,680	92,453,260
Payment for purchase of securities	(151,238,944)	(96,498,956)
Proceeds from sale of vehicle	2,000,000	6,325,000
Proceeds from sale of non financial institutional assets	11,984,742	8,178,686
Net cash from/(used in) investing activities (b)	(9,438,778)	(85,834,644)
Cash Flows from Financing Activities		
Dividend paid	-	-
Receipt from borrowing and issuance of debt securities	69,367,222,084	10,528,128,826
Repayment of borrowing and issuance of debt securities	(70,471,091,186)	(9,989,015,468)
Net cash from/(used in) financing activities (c)	(1,103,869,103)	539,113,358
Net increase in cash and cash equivalents (a+b+c)	(50,459,791)	534,313,245
Effect of exchange rate changes on cash and cash equivalents	-	-
Cash and cash equivalents at beginning of the year	1,249,805,625	715,492,380
Cash and cash equivalents at end of the year (*)	1,199,345,834	1,249,805,625
(*) Cash and cash equivalents:		
Cash in hand	88,955	560,304
Balance with Bangladesh Bank and its agents bank(s)	114,494,482	51,716,273
Balance with other banks and financial institutions	1,084,762,397	1,197,529,048
	1,199,345,834	1,249,805,625
Net operating Cash flow per share	9.15	0.73

The accompanying notes form an integral part of this financial statement.

for First Finance Limited

SD/-	SD/-	SD/-	SD/-
Sarwar Shafiq Company Secretary	M.A. Matin Managing Director & CEO	A.Q.M Faisal Ahmed Chowdhury Vice Chairman	A.Q.M Faruk Ahmed Chowdhury Chairman

Signed in terms of our report of even date annexed

SD/-

Dated, Dhaka
27 April 2016

KAZI ZAHIR KHAN & Co.
Chartered Accountants

First Finance Limited
Statement of Liquidity Analysis
(Assets and Liability maturity Analysis)

As at 31 December 2015

Amount in Taka

Particulars	Upto 1 month	"1 - 3 months' maturity"	"3 - 12 months' maturity"	"1 - 5 years' maturity"	More than 5 years'	Total
Assets						
Cash	88,955	-	-	-	-	88,955
Balance with Bangladesh Bank and its agent bank(s)	114,494,482	-	-	-	-	114,494,482
Balance with other banks and financial institutions	-	759,333,678	325,428,719	-	-	1,084,762,397
Money at call and on short notice	-	-	-	-	-	-
Investments	-	-	46,631,443	-	-	46,631,443
Loans and advances	209,778,667	419,557,334	2,517,344,004	4,405,352,007	1,338,442,698	8,890,474,710
Fixed assets including assets taken on lease	-	-	-	13,330,000	149,192,266	162,522,266
Other assets	777,500	76,806	11,176,087	329,073,399	300,000	341,403,792
Non-financial institution assets	-	-	-	-	133,989,484	133,989,484
Total Assets	325,139,604	1,178,967,818	2,900,580,254	4,747,755,406	1,621,924,448	10,774,367,529
Liabilities						
Borrowings from Bangladesh Bank, other banks, financial institutions and agents	350,000,000	100,000,000	443,752,735	245,012,574	-	1,138,765,308
Deposits and other accounts	-	639,203,097	2,534,907,747	3,200,714,371	231,531,210	6,606,356,424
Provision and other liabilities	6,943,657	97,860,002	159,916	304,472,118	1,101,123,391	1,510,559,084
Total Liabilities	356,943,657	837,063,099	2,978,820,397	3,750,199,063	1,332,654,601	9,255,680,817
Net Liquidity Excess/(Shortage)	(31,804,053)	341,904,719	(78,240,144)	997,556,344	289,269,847	1,518,686,712

for First Finance Limited

SD/-

Sarwar Shafiq
Company Secretary

SD/-

M.A. Matin
Managing Director & CEO

SD/-

A.Q.M Faisal Ahmed Chowdhury
Vice Chairman

SD/-

A.Q.M Faruk Ahmed Chowdhury
Chairman

Signed in terms of our report of even date annexed

SD/-

KAZI ZAHIR KHAN & Co.
Chartered Accountants

Dated, Dhaka
27 April 2016

First Finance Limited

Notes to the Financial Statements

For the year ended 31 December 2015

1 The Company and Its Activities:

First Finance Limited (“the Company”) was incorporated in Bangladesh as a private limited company on 28 June, 1993 in the name of First Lease International Limited and was subsequently converted into a public limited company on 18 July, 1996. The Company obtained license from Bangladesh Bank on 05 October, 1999 under the Financial Institutions Act 1993. The Company is listed with both Dhaka and Chittagong Stock Exchanges of Bangladesh. The name of the company was renamed to First Lease Finance and Investment Limited on 22 February, 2009 thereafter again the name of the company was renamed to First Finance Limited on 29 June, 2014.

The registered office of the Company is situated at Jahangir Tower (3rd Floor), 10 Kawran Bazar, Dhaka 1215. At present the company operates its business operation through six (6) branches each at Corporate Branch (Kawran Bazar), Gulshan Branch, Agrabad Branch, Sylhet Branch, Board Bazar Branch & Wari Branch.

1.01 Objective of the Company:

The Company provides lease finance for capital machinery, equipment, vehicle, etc both for industrial and commercial purposes. It also provides other loans like term finance, house finance, etc.

2 Summary of Significant Accounting Policies and basis of preparation of the Financial Statements:

2.01 Statement of compliance

The financial statements of the Financial Institution are prepared in accordance with Bangladesh Financial Reporting Standards (BFRSs) and the requirements of the Financial Institutions Act 1993, the rules and regulations issued by Bangladesh Bank, the Companies Act 1994. In case any requirement of the Financial Institutions Act 1993, and provisions and circulars issued by Bangladesh Bank differ with those of BFRS, the requirements of the financial Institutions Act 1993, and provisions and circulars issued by Bangladesh Bank shall prevail. Material departures from the requirements of BFRS are as follows:

i) Investment in shares and securities

BFRS: As per requirements of BAS 39 investment in shares and securities generally falls either under “at fair value through profit and loss account” or under “available for sale” where any change in the fair value (as measured in accordance with BFRS 13) at the year-end is taken to profit and loss account or revaluation reserve respectively.

Bangladesh Bank: As per FID circular 08 dated 03 August, 2002 investments in quoted shares and unquoted shares are revalued at the year end at market price and as per book value of last audited balance sheet respectively. Provision should be made for any loss arising from diminution in value of investment; otherwise investments are recognized at cost.

ii) Provision on loans and advances/investments

BFRS: As per BAS 39 an entity should start the impairment assessment by considering whether objective evidence of impairment exists for financial assets that are individually significant. For financial assets that are not individually significant, the assessment can be performed on an individual or collective (portfolio) basis.

Bangladesh Bank: As per FID circular No. 8 dated 03 August 2002, FID circular No.3 dated 03 May 2006 and DFIM circular No. 03, dated 29 April 2013 a general provision at 0.25% to 5% under different categories of unclassified loans (good/standard loans) has to be maintained regardless of objective evidence of impairment. Also provision for doubtful loans and bad losses has to be provided at 20%, 50% and 100% respectively (Note-2.5) for loans and advances depending on the duration of overdue.

iii) Recognition of interest in suspense

BFRS: Loans and advances to customers are generally classified as ‘loans and receivables’ as per BAS 39 and interest income is recognized through effective interest rate method over the term of the loan. Once a loan is impaired, interest income is recognized in profit & loss account on the same basis based on revised carrying amount.

Bangladesh Bank: As per FID circular No.8 dated 03 August 2002, once a loan is classified, interest on such loans are not allowed to be recognized as income, rather the corresponding amount needs to be credited to an interest suspense account, which is presented as liability in the balance sheet.

iv) Other comprehensive income

BFRS: As per BAS 1 Other Comprehensive Income (OCI) is a component of financial statements or the elements of OCI are to be included in a single Other Comprehensive Income statement.

Bangladesh Bank: Bangladesh Bank has issued templates for financial statements which will strictly be followed by all Financial Institutions. The templates of financial statements issued by Bangladesh Bank do not include Other Comprehensive Income nor are the elements of Other Comprehensive Income allowed to be included in a single Other Comprehensive Income (OCI) Statement. As such the Financial Institution does not prepare the other comprehensive income statement. However, elements of OCI, if any, are shown in the statements of changes in equity.

v) Financial instruments-presentation and disclosure

In several cases Bangladesh Bank guidelines categories, recognize, measure and present financial instruments differently from those prescribed in BAS 39. As such full disclosure and presentation requirements of BFRS 7 and BAS 32 cannot be made in financial statements.

vi) Cash and cash equivalents

BFRS: Cash and cash equivalent items should be reported as cash item as per BAS 7.

Bangladesh Bank: Cash and cash equivalent item such as prize bond is not shown as cash and cash equivalent. Prize bond is shown in investments.

vii) Statement of cash flows

BFRS: The statement of cash flows can be prepared using either the direct method or the indirect method. The presentation is selected to present these cash flows in a manner that is most appropriate for the business or industry. The method selected is applied consistently.

Bangladesh Bank: As per DFIM Circular 11 dated 23 December 2009, cash flow is the mixture of direct and indirect methods.

viii) Balance with Bangladesh Bank: (Cash Reserve Requirement)

BFRS: Balance with Bangladesh Bank should be treated as other asset as it is not available for use in day to day operations as per BAS 7.

Bangladesh Bank: Balance with Bangladesh Bank is treated as cash and cash equivalents.

2.02 Basis of preparation of the financial statements

The financial statements and notes thereon have been prepared in accordance with Bangladesh Bank DFIM circular no. 11 dated 23 December 2009 on a going concern concept under historical cost convention and basically on accrual basis of accounting except for Interest income on balances with other banks and financial institutions in accordance with generally accepted accounting principles and after due compliance with International Accounting Standards/International Financial Reporting Standards so far adopted in Bangladesh as Bangladesh Accounting Standards/ Bangladesh Financial Reporting Standards by the Institute of Chartered Accountants of Bangladesh, the Financial Institution Act 1993, the Companies Act 1994 and other applicable laws and regulations.

2.02.1 Going Concern:

The Company financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

2.02.2 Functional Currency and Presentation Currency:

The financial statements are prepared and presented in Bangladesh Currency (Taka), which is the Company's functional currency. All financial information presented has been rounded off to the nearest Taka except where indicated otherwise.

2.02.3 Materiality and Aggression:

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the company has a legal right to set off the amount and intends to settle on net basis. Income and expenses are presented on a net basis only when permitted by the relevant accounting standards.

2.02.4 Foreign Currency Translation:

Transactions in foreign currencies are translated to Bangladesh Taka at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities are converted at the rates prevailing at the Balance Sheet date.

Non-monetary assets and liabilities denominated in foreign currencies, stated at historical cost are translated into Bangladesh Taka at the exchange rate ruling at the date of transaction.

2.02.5 Reporting Period:

The financial statements cover one year from 01 January, 2015 to 31 December, 2015.

2.03 Revenue recognition:

2.03.1 Accounting for leases

As per International Accounting Standard No. 17 “Leases” as adopted by the Institute of Chartered Accountants of Bangladesh effective from 01 January, 2004 prescribed and practiced for leasing business, outstanding capital outlays invested in fixed assets leased to customers under finance leases have been reflected in the Statement of Financial Position as lease investment and rental on that investments receivable beyond Statement of Financial Position date up to the lease period have been shown as unearned lease rental with corresponding debit in lease investment.

2.03.2 Accounting for term loan

This consists of short-term finance, long-term finance and house finance, books of account where for are maintained based on accrual method of accounting. Outstanding loans along with interest accrued thereon for short-term finance and unrealized principal for long-term finance and house finance are accounted for as finance assets of the Company. Interest earns from such loan is recognized as operational revenue periodically.

2.03.3 Interest on bank deposit

Interest income on balances with other banks and financial institutions are recorded at the time when proceeds are received from a particular bank.

2.03.4 Other operational income

Other operational income is recognized as and when accrued. Such income comprises of service charge, transfer fee, income during construction period (IDCP), delinquent charge and miscellaneous receipts.

2.03.5 Accounting for investment in marketable securities

These securities are bought and held primarily for the purpose of selling in future or hold for dividend income. These are reported at cost. Unrealized gains are not recognized in the Statement of Comprehensive Income. But provision for diminution in value of investment is provided in the financial statements which market price is below the cost price of investment as per Bangladesh Bank guideline (note-14.3).

2.04 Property, plant and equipment

Own financed-assets

Property, plant and equipment (fixed assets) acquired under own finance of the Company are stated at cost less accumulated depreciation. The cost of an item of fixed assets comprising its purchase price and any directly attributable costs associated with bringing the asset to its working condition for its intended use as per BAS - 16 “property, plant and equipment.”

Subsequent expenditure on property, plant and equipment

Subsequent expenditure is capitalized only when it increases the future economic benefits from the assets. All other expenditures are recognized as an expense as and when they are incurred.

Depreciation on fixed assets

Fixed assets are reflected in the financial statements at cost less depreciation. Depreciation on fixed assets under the Company’s own use is charged consistently on reducing balance method at various rates throughout the estimated useful lives of the assets.

The rates of depreciation on various classes of fixed assets are as under:

SL.	Category of fixed assets	Rate
1	Land and building	Nil
2	Motor vehicles	20%
3	Furniture and fixtures	10%
4	Office equipment	15%

2.5 Provision for bad and doubtful debts/investment

Provisions for leased assets has been made on the basis of Bangladesh Bank FID circular nos. 14, 08 and 01, dated 26 June 2000, 03 August 2002, FID Circular No.11 of 2005, FID Circular No. 03 of 2006, 03 January 2007 and DFIM circular No. 03, dated 29 April 2013 issued by Bangladesh Bank. The provision made up to the Statement of Financial Position date is considered adequate in the opinion of management to meet any probable losses.

The provision rates are given below:

Sl.	General Provision on:	Rate
1	Unclassified (SME)	0.25%
2	Unclassified (Term Loan)	1%
3	Special Mentioned Account (SMA)	5%
4	Sub Standard	20%
5	Doubtful	50%
6	Bad	100%

2.06 Income tax

Current tax

a) Provision for corporate income tax is made in the accounts after considering taxable allowances, disallowances and previous assessed loss (if any) as per income tax laws. The rate of corporate income tax applicable for the Company is 40.00%. However, any short/ excess provision, if any, is accounted for the year of finalization of assessment.

b) Total required provision for taxation up to 2015 has been calculated at BDT 42.64 and there against an amount of BDT 25.28 crore has been provided for in the accounts. Full provision was not made due to court cases pending with Appellate Division of Supreme Court for resolution.

Deferred tax

Deferred tax liabilities are the amount of income tax payable in future periods in respect of taxable temporary differences. Deferred tax assets are the amount of income taxes recoverable in future periods in respect of deductible temporary differences. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences arising between the carrying values of assets, liabilities, income and expenditure and their respective tax bases. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantially enacted at the Statement of Financial Position date. The impact on the account of changes in the deferred tax assets and liabilities has also been recognized in the Statement of Comprehensive Income as per BAS-12 "Income Taxes".

2.07 Non-financial institution assets

This represents assets acquired by the company as per judgment of Honorable court against loan/lease.

2.08 Employee benefit obligation

The Company has a recognized provident fund scheme for its employees. The fund consists of contributions both from employees and the employer at a predetermined rate. The fund is approved as a recognized Provident Fund by NBR within the meaning of section 2(52), and read with the provision of part –B of the first schedule of Income Tax Ordinance 1984. The recognition took effect from 31 August 2008. The fund is administered by a Board of Trustees and invested separately from the Company's assets.

The Company also operates a Group Insurance Policy for its permanent employees. The estimates and associated assumptions are based on past experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. However, the estimates and underlying assumptions are reviewed on an ongoing basis and the revision is recognized in the period in which the estimates are revised.

2.09 Liabilities and provisions

All material liabilities and provisions have been included in these financial statements when the Company has a present obligation, legal or constructive result of a past event and it is probable that an outflow of economic benefits will be required to settle that obligation and a reliable estimate can be made thereof.

2.10 Interest on bank loan

Interest on bank loan is accounted for on an accrual basis and charged to Statement of Comprehensive Income under the head "financial expenses" at the implicit rate of interest.

2.11 Statement of Cash Flows

Cash Flow Statement is prepared in accordance with BAS – 7 (direct method) “Statement of Cash Flows” and format provided by the Bangladesh Bank vide DFIM Circular No-11 dated 23 December 2009 as applicable for preparation of Statement of Cash Flows.

2.12 Consolidation procedure

A separate set of records for consolidation of the Statement of Affairs and Income and Expenditure of the branches are maintained at Head Office of the Company at Dhaka from which these accounts are drawn up.

2.13 Statement of liquidity

The liquidity statement has been prepared in accordance with the remaining maturity grouping of the value of assets and liabilities at 31 December 2015.

2.14 Consistency

In accordance with the Bangladesh Financial Reporting Standards framework for the presentation of financial statements together with BAS- 1 “presentation of financial statements” and BAS - 8 “accounting policies, changes in accounting estimates and errors,” the Company” applies the accounting principles and disclosure consistently from one period to the next.

2.15 Risk management

The Company has taken initiative to bring down business risk at an acceptable level by implementing the risk management guidelines covering the following risk areas.

2.15.1 Asset/Liability management

The Company has formed an Asset-Liability Committee (ALCO) for monitoring Statement of Financial Position risk and liquidity risk of the Company. The Statement of Financial Position risk is defined as potential change in earnings due to change in rate of interest, foreign exchange rates which are not of trading nature. ALCO reviews the liquidity requirement, the maturity of assets and liabilities, deposit and lending pricing strategy and the liquidity contingency plan on a regular basis.

2.15.2 Credit risk management

Credit risk is one of the major risks of the Company that may be simply defined as the potential that a borrower or counter party will fail to meet its obligation in accordance with the agreed terms and conditions. To assess and mitigate the credit risk, the management has implemented Credit Risk Management (CRM) manual. Accordingly Company’s credit risk management activities have been designed to identify measure, monitor and control all these issues in line with basic principles of credit management. All the instructions of Bangladesh Bank relating to credit are strictly followed while sanctioning a credit. Loans/leases are classified as per Bangladesh Bank guidelines and provisions are maintained as per those guidelines.

2.15.3 Prevention of money laundering

Money laundering risk is defined as the loss of reputation and expenses incurred as penalty for being negligent in prevention of money laundering. In order to manage the risk of money laundering, the Company has set up an effective Anti-Money Laundering Program in line with Anti-Money Laundering Act and Bangladesh Bank guidelines. The Company employed a Chief Compliance Officer at Head Office and Compliance Officers at branches who independently review the transactions of the accounts to verify suspicious transactions. The Company developed manuals for prevention of money laundering and introduced Know Your Customer (KYC) program and Transaction Profile (TP) of customers at branch level and all other regulations are being complied meticulously. Continuous training is being imparted to all categories of Officers and Executives to enhance expertise for identifying suspicious activities and transactions.

2.16 Head Office and Branches

The Company’s Head Office and Corporate Branch is located at Jahangir Tower (3rd Floor), 10 Kawran Bazaar, Dhaka 1215. The branches are located at:

- i. Corporate Branch** : Jahangir Tower (3rd Floor), 10 Kawran Bazaar, Dhaka 1215.
- ii. Agrabad Branch** : S. S. Tower (2nd Floor) 423/440, Sheikh Mujib Road, Chittagong
- iii. Gulshan Branch** : Gulshan Bhaban, Plot No. 355 (Ground Floor) A. K. Khandaker Sarak, Mohakhali, Dhaka 1212.
- iv. Sylhet Branch** : Lovely complex (2nd & 3rd Floor), East Dorga Gate, Sylhet.
- v. Board Bazar Branch** : Member Complex (3rd & 4th Floor), Board Bazar, Gazipur-1704.
- vi. Wari Branch** : Bakul Tola Complex (2nd Floor), 6 No. Folder Street, Wari, Dhaka-1203.

2.17 Components of financial statements

These financial statements consist of Statement of Financial Position, Statement of Comprehensive Income, Statement of Cash Flows and Statement of Changes in Equity and notes thereto.

2.18 Auditors' working hours

The external auditors, Kazi Zahir Khan & Co, Chartered Accountants, of the Company worked more than 1088 hours covering more than 80% of the Company's risk weighted assets at the reporting date.

2.19 Regulatory and legal compliance

The Company complied with the requirements of applicable laws and regulations.

3 Cash

	As at 31 December	
	2015 Taka	2014 Taka
Cash in hand		
In local currency	88,955	560,304
In foreign currency	-	-
	88,955	560,304
Balance with Bangladesh Bank and its agent bank(s)		
In local currency	114,494,482	51,716,273
In foreign currency	-	-
	114,494,482	51,716,273
	114,583,437	52,276,577

3.1 Statutory deposits

3.1.1 Cash reserve requirement/ ratio (CRR) and statutory liquidity ratio (SLR)

Cash reserve requirement and statutory liquidity ratio have been calculated and maintained in accordance with section 19 of the Financial Institutions Act 1993, rule 5 of the Financial Institutions Rules 1994 and FID circular no. 6 dated 06 November 2003.

(a) Cash reserve requirement/ratio (CRR)

Required reserve (2.5% of term and other deposits)	51,583,488	43,084,809
Actual reserve maintained	114,494,482	51,716,273
Surplus	62,910,994	8,631,464

(b) Statutory liquid reserve (SLR)

Required reserve (5% of total liabilities)	168,842,128	125,110,284
Actual reserve maintained	1,199,345,834	1,249,805,625
Cash in hand	88,955	560,304
Balance with Bangladesh Bank and its agent bank(s)	114,494,482	51,716,273
Balance with other banks and financial institutions	1,084,762,397	1,197,529,048
Surplus	1,030,503,706	1,124,695,341
Total required reserve	220,425,616	168,195,093
Total actual reserve maintained	1,199,345,834	1,301,521,897
Total surplus	978,920,219	1,133,326,804

4 Balance with other banks and financial institutions

In Bangladesh (note 4.1)	1,084,762,397	1,197,529,048
Outside Bangladesh (note 4.2)	-	-
	1,084,762,397	1,197,529,048

	As at 31 December	
	2015 Taka	2014 Taka
4.1 In Bangladesh		
Current accounts with:		
IFIC Bank Ltd, Agrabad Branch, Chittagong	114,981	114,981
Sonali Bank Ltd, Sonargoan Hotel Branch, Dhaka	-	47,310
The City Bank Ltd, Foreign Exchange Branch, Dhaka	-	42,749
Janata Bank Ltd, Local Office, Dhaka	-	13,196
Bangladesh Commerce Bank Ltd, Principal Branch, Dhaka	3,250	4,400
United Commercial Bank Ltd, Kawran Bazar Branch, Dhaka	-	1,692
National Bank Ltd, Kawran Bazar Branch, Dhaka	51,365	865,805
Al-Arafah Islami Bank Ltd, Progati Sarani Branch, Dhaka	10,885	45,553
Prime Bank Ltd, Ring Road Branch, Dhaka	5,220	11,370
Bangladesh Development Bank Ltd, Principal Branch, Dhaka	7,902	8,332
Jamuna Bank Ltd, Motijheel Branch, Dhaka	5	5
South Bangla Agricultural Bank Ltd. Principal Branch, Dhaka	45,585	46,885
Premier Bank Ltd., Kakrail Branch, Dhaka	-	7,700
Standard Bank Ltd., Imamgonj Branch, Dhaka	1	5,545
Pubali Bank Ltd, Banani Branch, Dhaka	-	2,525
One Bank Ltd., Kawran Bazar Branch, Dhaka	415,125	230,000
Social Islami Bank Ltd., Mouchak Branch, Dhaka	16,105	68,732
Midland Bank Ltd., Principal Branch	80,019	4,509
The Farmers Bank Ltd. ,Gulshan Branch	12	1,611,277
National Bank Ltd, Rokeya Sarani Branch, Dhaka	-	10,000
BASIC Bank Ltd.,Bashundhara Br.	3,138	8,353
Sub-total	753,591	3,150,919
Short-term deposit accounts with:		
Bank Asia Ltd, Corpt. Branch, Dhaka	17,035,725	10,296,083
United Commercial Bank Ltd, Kawran Bazar Branch, Dhaka	2,102,678	2,333,941
IFIC Bank Ltd, Dhanmandi Branch, Dhaka	952,797	1,046,869
United Commercial Bank Ltd, Kawran Bazar Branch Dividend	792,556	769,260
IFIC Bank Ltd, Dhanmandi Branch IPO	2,132,532	2,099,561
Shajalal Islami Bank Ltd, Kawran Bazar Branch, Dhaka	762,418	739,261
Social Islami Bank Ltd, Principal Branch, Dhaka	328,111	319,934
Mercantile Bank Ltd, Elephant Road Branch, Dhaka	10,640	201,840
Mutual Trust Bank Ltd, Principal Branch, Dhaka	55,166	55,548
ICB Islami Bank Ltd, Kawran Bazar Branch, Dhaka	11,590	11,820
Bank Asia Ltd, Mohakhali Branch, Dhaka	1,629,317	1,033,451
Bangladesh Commerce Bank Ltd, Bangshal Branch, Dhaka	24,237	24,857
Southeast Bank Ltd, Dhanmondi Branch, Dhaka	27	27
IFIC Bank Ltd, Sheikh Mujib Road Branch, Chittagong	11,083,182	16,174,038
Bank Asia Ltd, Sylhet Main Branch, Sylhet	4,821,036	5,221,591
IFIC Bank Ltd, Gulshan Branch, Dhaka	3,745,875	8,539,737
IFIC Bank Ltd, Kawranbazar Branch, Dhaka	6,804,116	6,390,880
Uttara Bank Ltd, Local Office, Dhaka	20,290	2,592,291
NRB Commercial Bank Ltd, Principal Branch, Dhaka	8,300	6,036
One Bank Ltd, Kawranbazar Branch, Dhaka	3,628,176	2,347,252
Mutual Trust Bank Ltd, Principal Branch, Dhaka (Right Share)	335,235	325,258
Shajalal Islami Bank Ltd, For.x Branch, Dhaka	20,540	21,840
Mutual Trust Bank , Pricipal Branch (Fraction)	63,470	29,726
Premier Bank Ltd. B.Bazar Branch	11,743,751	20,836,047
Brac Bank Ltd , Asadgate Branch	3,630,989	2,658,657
National Bank Asadgate Branch	-	8,094
Eastern Bank Ltd., Sonargoan Road Branch	756,455	2,017,197
IFIC Bank Motijheel Branch	10,560,058	8,122,118
IFIC Bank Board Bazar Branch	940,056	154,915
Modhumoti Bank Ltd. Kanchan Branch	9,482	-
Sub-total	84,008,806	94,378,129

As at 31 December

2015	2014
Taka	Taka

Fixed deposit accounts with:

Mercantile Bank Ltd, Elephant Road Branch, Dhaka	-	-
Social Islami Bank Ltd, Principal Branch, Dhaka	-	-
The Trust Bank Ltd, Dhanmandi Branch, Dhaka	-	-
IFIC Bank Ltd, Dhanmandi Branch, Dhaka	-	-
Peoples Leasing & Financial Services Ltd.	600,000,000	200,000,000
Reliance Finance Ltd.	100,000,000	850,000,000
FAS Finance Ltd.	300,000,000	-
Bangladesh Industrial Finance Co. Ltd.	-	50,000,000
Sub-total	<u>1,000,000,000</u>	<u>1,100,000,000</u>
Grand Total	<u>1,084,762,397</u>	<u>1,197,529,048</u>

4.2 Outside Bangladesh
4.3 Maturity grouping of balances with other banks and financial institutions

On demand	84,762,397	97,529,048
Upto 3 months	-	-
Over 3 months but upto 1 year	1,000,000,000	1,100,000,000
	<u>1,084,762,397</u>	<u>1,197,529,048</u>

5 Money at call and on short notice
6 Investments
6.1 Government securities

Treasury bills	-	-
Bangladesh government treasury bonds	-	-
T & T treasury bonds	-	-
Prize bonds	-	-
Debentures-Bangladesh House Building Finance Corporation	-	-

6.2 Other investments (note 6.2.1)

46,631,443	49,041,803
<u>46,631,443</u>	<u>49,041,803</u>

6.2.1 Other investments - in shares and debentures
Shares

Name of company	No. of shares	Cost Value / Taka	Cost price/Taka	
			31 Dec 2015	31 Dec 2014
AB Bank Ltd	104,794	49.73	5,211,429	4,979,158
Shahjalal Bank Ltd	47,950	20.31	973,765	1,159,907
Social Islami Bank Ltd	-	-	-	498,271
Trust Bank Ltd	-	-	-	443,767
Eastern Bank Ltd	-	-	-	232,841
Jamuna Bank Ltd	-	-	-	417,504
One Bank Ltd	-	-	-	313,830
National Bank Ltd	101,594	10.71	1,088,072	1,586,853
NCC Bank Ltd	57,172	11.76	672,060	708,419
Bayleasing	106,950	77.58	8,297,205	8,689,969
Union Capital	31,211	31.46	981,898	981,798
Islamic Finance	81,872	20.01	1,638,088	2,176,661
CVO Petrochemical	1,926	347.26	668,820	-
Karnaphuli Insurance	15,503	22.82	353,778	353,769
Pragati Insurance	65,185	101.20	6,596,722	6,596,722
Delta Life Insurance	-	-	-	449,370
Padma Islami Life	-	-	-	284,136
Unique Hotel	20,000	48.90	978,021	435,658
GSP Finance BD	49,000	14.28	699,728	-
Far East Knitting	-	-	-	219,800
Januma Oil Co	5,000	155.34	776,700	-
Keya Cos	80,400	15.81	1,271,124	791,100
Lafarge Surma	14,000	77.31	1,082,410	-
BSRM Steel Limited	-	-	-	737,309
Khan Brothers Industries Ltd.	-	-	-	1,036,260
Appollo Ishpat	22,400	18.62	417,012	744,939
Apex Footwear Ltd.	-	-	-	434,131
RAK Ceramic	26,189	68.23	1,786,862	1,358,181
Powergreed of Bangladesh	26,250	59.33	1,557,529	2,879,563
Desco	46,429	63.01	2,925,399	3,349,725
Summit Power	28,393	40.28	1,143,718	1,082,378
Summit Purbachol PCL	-	-	-	580,960
Meghna Petroleum	6,900	156.55	1,080,189	-
MJL Bangladesh	4,000	95.38	381,520	-
BD Submarine Cable	-	-	-	601,374
Beximco Ltd	119,725	30.79	3,685,736	4,299,569
Olympic Accessories	15,680	36.87	578,199	-
Peoples Leasing	25,000	15.59	389,705	-
UCBL	21,000	21.88	459,480	-
United Airways	55,000	9.16	503,800	-
Peninsula Chittagong	14,700	29.42	432,474	617,880
			<u>46,631,443</u>	<u>49,041,803</u>

As at 31 December 2015
Cost Price Realisable Value
Taka Taka

6.3 Valuation of investments

Government securities:

Treasury bills	-	-
Government bonds	-	-
T & T bonds & Prize Bonds	-	-
Debentures - House Building Finance Corporation	-	-

Others: Shares (quoted)

AB Bank Ltd	5,211,429	2,190,195
Shahjalal Bank Ltd	973,765	647,325
National Bank Ltd	1,088,072	954,984
NCC Bank Ltd	672,060	520,265
Bayleasing	8,297,205	2,171,085
Union Capital	981,898	452,560
Islamic Finance	1,638,088	1,269,016
CVO Petrochemical	668,820	647,714
Karnaphuli Insurance	353,778	182,935
Pragati Insurance	6,596,722	1,766,514
Unique Hotel	978,021	1,012,000
GSP Finance BD	699,728	735,000
Januma Oil Co	776,700	785,500
Keya Cos	1,271,124	964,800
Lafarge Surma	1,082,410	1,044,400
Appollo Ishpat	417,012	389,760
RAK Ceramic	1,786,862	1,752,044
Powergreed of Bangladesh	1,557,529	1,204,875
Desco	2,925,399	2,405,022
Summit Power	1,143,718	1,127,202
Meghna Petroleum	1,080,189	1,052,940
MJL Bangladesh	381,520	377,200
Beximco Ltd	3,685,736	3,472,025
Olympic Accessories	578,199	519,008
Peoples Leasing	389,705	357,500
UCBL	459,480	447,300
United Airways	503,800	401,500
Peninsula Chittagong	432,474	233,730
	<u>46,631,443</u>	<u>29,084,398</u>

Total market value of quoted shares is less than cost price against which provision was made for Taka 177,50,000 (note 14.3).

As at 31 December
2015 2014
Taka Taka

7 Leases, Loans and Advances

In Bangladesh

Lease finance	2,141,157,331	2,217,238,639
Term finance	6,727,022,301	5,748,481,684
Home loan refinancing scheme	12,918,266	12,538,572
Receivable Others(Legal Expenses for Clients)	9,376,812	8,684,871
	<u>8,890,474,710</u>	<u>7,986,943,766</u>

Outside Bangladesh

8,890,474,710 7,986,943,766

7.1 Maturity grouping of loans and lease advances

Repayable		
- on demand	209,778,667	199,789,207
- over 1 month but not more than 3 months	419,557,334	399,578,414
- over 3 months but not more than 1 year	2,517,344,004	1,997,892,070
- over 1 year but not more than 5 years	4,405,352,007	4,195,573,347
- over 5 years	1,338,442,698	1,185,425,857
	<u>8,890,474,710</u>	<u>7,978,258,895</u>

	As at 31 December	
	2015	2014
	<u>Taka</u>	<u>Taka</u>
7.2 Significant concentration of leases, loans and advances		
Advance to allied concerns of Directors	10,076,647	-
Advance to the Chief Executive	-	-
Advances to other senior executives	-	-
	<u>10,076,647</u>	<u>-</u>

7.3 Sector-wise distribution

Agriculture sector	71,969,155	64,584,690
Readymade garments	211,707,449	189,985,000
Jute and jute related goods	30,811,438	27,650,000
Plastic industry	4,979,830	4,468,870
Leather and leather goods	95,058,611	85,305,030
Service sector (hotel, hospital and clinic)	2,934,347,436	2,633,265,860
Textile industry	235,223,407	211,088,080
Food and allied	245,134,271	219,982,030
Chemical and pharmaceuticals	941,970,935	845,319,090
Cement	5,014,520	4,500,000
Electronics	1,355,035	1,216,000
Steel	635,502,838	570,296,450
Paper	57,195,611	51,327,000
Real estate	1,189,421,579	1,067,379,820
Telecommunication and IT industry	95,230,130	85,458,950
Glass and ceramic industry	9,336,144	8,378,200
Shipping and ship building industry	55,424,929	49,738,000
Transport and communication	1,208,577,245	1,084,570,000
Power, gas, water and sanitary	87,853,883	78,839,550
Others	774,360,264	694,906,275
Total	<u>8,890,474,710</u>	<u>7,978,258,895</u>

7.4 Advances to customers for more than 10% of total capital of the company

Number of clients to whom loans and advance were sanctioned for more than 10% of total capital of the Company during the year:

Number of clients	11	4
Amount of outstanding advances	2,514,163,066	1,303,308,000
Amount of classified advances	-	-
Amount of recovery/rescheduling thereon	-	-

7.5 Geographical location-wise leases, loans and advances

In Bangladesh:

Dhaka division	6,384,931,674	5,729,799,542
Chittagong division	2,268,564,842	2,035,796,537
Sylhet division	236,978,194	212,662,816
	<u>8,890,474,710</u>	<u>7,978,258,895</u>

Outside Bangladesh

	-	-
	<u>8,890,474,710</u>	<u>7,978,258,895</u>

	As at 31 December	
	2015 Taka	2014 Taka
7.6 Particulars of leases, loans and advances		
(i) Financing considered good in respect of which the Company is fully secured;	7,686,144,732	7,353,983,895
(ii) Financing considered good against which the Company holds no security other than the debtors' personal security;	1,204,329,978	624,275,000
(iii) Financing considered good secured by the personal undertaking of one or more parties in addition to the personal security of the debtors;	-	-
(iv) Financing adversely classified but provision not maintained there against;	-	-
(v) Financing due by directors or employees of the Company or any of them either separately or jointly with any other persons;	-	-
(vi) Financing due from companies or firms in which the directors of the Company are interested as directors, partners or managing agents or, in case of private companies, as members;	-	-
(vii) Maximum total amount of advances, including temporary advances made any time during the year to directors or employees of the Company or any of them either separately or jointly with any other persons;	-	-
(viii) Maximum total amount of advances, including temporary advances approved during the year to companies or firms in which the directors of the Company are interested as directors, partners or managing agents or, in case of private companies, as members;	-	-
(ix) Amount due from banking companies and other financial institutions	-	-
(x) Amount of classified leases, loans and advances on which interest has not been credited to income	3,592,764,541	1,585,728,000
(a) Increase/decrease in provision (specific)		
Amount of loans written off	-	-
Amount realized against loans previously written off	-	-
(b) Provision kept against loans classified as bad /loss on the date of statement of financial position	230,659,959	45,410,640
(c) Interest charged to interest suspense account	748,544,390	255,230,351
(xi) Written off leases, loans and advances		
During the year	-	-
Cumulative to-date	-	-
Amount realized against loans previously written off	-	-
Total amount of written off leases, loans and advances for which lawsuits filed	-	-
7.7 Classification of leases, loans and advances		
Unclassified		
Standard	4,093,380,191	5,768,257,000
Special mention account	1,204,329,978	624,275,000
	5,297,710,169	6,392,532,000
Classified		
Substandard	1,025,870,050	197,351,000
Doubtful	913,166,099	640,625,000
Bad/Loss	1,653,728,392	747,752,000
	3,592,764,541	1,585,728,000
	8,890,474,710	7,978,260,000

		As at 31 December	
		2015	2014
		Taka	Taka
7.8 Particulars of required provision for leases, loans and advances			
Status of classification	Base for provision		
Unclassified (general provision)			
Standard	3,879,208,080	31,038,678	50,318,806
Special mention account	1,071,139,629	53,556,981	26,498,500
		84,595,660	76,817,306
Classified (specific provision)			
Sub-standard	259,866,575	51,973,315	16,901,600
Doubtful	93,456,131	46,728,066	46,274,000
Bad/Loss	230,659,959	230,659,959	45,410,640
		329,361,340	108,586,240
Required provision for loans and advances		413,957,000	185,403,546
Total provision maintained (notes 14.1.1 and 14.1.2)		333,957,000	185,456,546
Excess/(Short) provision		(80,000,000)	53,000
8 Bills purchased and discounted			
		-	-
9 Fixed assets including premises, furniture and fixtures			
Cost			
Furniture and fixtures		80,221,161	71,879,676
Equipment		112,049,417	101,985,646
Software in progress		13,330,000	13,150,000
Motor vehicles		32,466,294	36,074,877
		238,066,872	223,090,199
Less: Accumulated depreciation		75,544,606	54,667,747
Net book value at the end of the year		162,522,266	168,422,452
<i>Details are shown in Annex-A</i>			
10 Other assets			
Income generating			
Investment in shares of subsidiary companies:			
In Bangladesh		-	-
Outside Bangladesh		-	-
		-	-
Non-income generating			
Membership of Dhaka Stock Exchange Ltd		-	-
Advance rent		11,176,087	13,538,787
Interest accrued on investment, commission and brokerage receivable on shares and debentures and other income receivable including principal due		-	-
Security deposit		300,000	300,000
Others (note 10.1)		329,927,705	250,545,126
		341,403,792	264,383,913
10.1 Others			
Corporate income tax		329,073,399	225,564,047
Receivable from BLI Securities Ltd		86,250	184,207
Advance against expenses		768,055	22,787,745
Advance against Motor Cycle (Advance against salary)		-	2,009,126
		329,927,705	250,545,126

As at 31 December

	2015	2014
	<u>Taka</u>	<u>Taka</u>

10.2 Classification

Classification of other assets is as follows:

Standard	329,361,705	250,239,126
Bad/Loss	566,000	306,000
	<u>329,927,705</u>	<u>250,545,126</u>

11 Non-financial institution assets

This represents assets acquired by the company as per judgment of Honorable court against loan/lease.

The above assets are non-earning assets.

Year-wise breakdown is shown as follows:

Year	<u>Amount in Taka</u>
2011	34,429,972
2014	99,559,512
	<u>133,989,484</u>

12 Borrowings from other banks, financial institutions and agents

In Bangladesh (note 12.1)	1,138,765,309	2,062,540,025
Outside Bangladesh	-	-
	<u>1,138,765,309</u>	<u>2,062,540,025</u>

12.1 In Bangladesh

Mutual Trust Bank Ltd.	-	410,294,424
Social Investment Bank Ltd.	-	231,038,208
Uttara Bank Ltd.	200,000,000	278,538,780
Bangladesh Bank refinance	243,973,103	209,170,975
Basic Bank Ltd.	-	100,144,444
Shahjalal Islami Bank Ltd.	-	38,375,000
Bangladesh Development Bank Ltd.	-	56,527
Southeast Bank Ltd.	-	98,384,013
Standard Bank Ltd.	-	98,646,452
Al-Arafah Islami Bank Ltd.	201,792,528	227,385,000
Bank Asia Ltd. (over draft)	(107,390)	(109,615)
Mercantile Bank Ltd. (over draft)	12,149,904	39,164,385
Mutual Trust Bank Ltd. (over draft)	-	168,320,974
Midland Bank Ltd. (Over draft)	30,762,727	45,403
Uttara Bank Ltd. (over draft)	194,428	13,085,045
NRB Commercial Bank (Over Draft)	10	10
BDBL Call Money Loan	-	100,000,000
Pubali Bank Ltd. Call Money Loan	-	50,000,000
NRB Global Bank Ltd. Call Money Loan	80,000,000	-
Sonali Bank Ltd. Call Money Loan	140,000,000	-
Standard Bank Ltd. Call Money Loan	130,000,000	-
BDBL Term Placement	100,000,000	-
	<u>1,138,765,309</u>	<u>2,062,540,025</u>

12.2 Analysis by security

Secured	1,138,765,309	2,062,540,025
Unsecured	-	-
	<u>1,138,765,309</u>	<u>2,062,540,025</u>

		As at 31 December	
		2015	2014
		Taka	Taka
12.3 Repayment pattern			
Repayable			
- on demand		350,000,000	150,000,000
- within one month		100,000,000	220,506,202
- more than one month but less than six months		133,584,352	127,223,192
- more than six months but less than one year		310,168,383	254,446,384
- more than one year but less than five years		245,012,575	1,310,364,247
- more than five years but less than ten years		-	-
- more than ten years		-	-
		1,138,765,309	2,062,540,025
13 Deposit and other accounts			
Term deposit		6,601,009,425	5,400,489,455
Fixed deposit		-	-
Short term deposit		-	-
Staff security deposit		-	-
Deposit pension scheme		-	-
Monthly savings schemes		5,347,000	2,562,000
		6,606,356,425	5,403,051,455
13.1 Maturity analysis of deposits			
From banks, financial institutions and other Institutions :			
Repayable			
- on demand		-	-
- within one month		-	-
- more than one month but less than six months		619,137,623	501,125,000
- more than six months but less than one year		2,439,750,736	1,577,871,884
- more than one year but less than five years		2,366,865,967	2,243,019,797
- more than five years but less than ten years		20,405,000	18,705,000
- unclaimed deposits for ten years or more		-	-
		5,446,159,326	4,340,721,681
Other than banks, financial institutions and other Institutions :			
Repayable			
- on demand		-	-
- within one month		-	-
- more than one month but less than six months		20,065,474	10,699,425
- more than six months but less than one year		95,157,011	91,156,750
- more than one year but less than five years		833,848,405	627,331,872
- more than five years but less than ten years		211,126,210	333,141,728
- unclaimed deposits for ten years or more		-	-
		1,160,197,100	1,062,329,774
		6,606,356,425	5,403,051,455
14 Other liabilities			
Provision for leases, loans and advances (note 14.1)		333,957,000	185,456,546
Interest suspense account (note 14.2)		748,544,390	255,230,351
Provision for Investment (note 14.3)		17,750,000	14,945,741
Provision for corporate income tax (note 14.4)		252,788,242	225,564,000
Provision for other assets		872,000	306,000
Deferred tax liability (note 14.5)		1,807,552	1,953,988
Lease deposit		51,683,876	56,894,725
Unclaimed dividend		594,530	594,530
Share money deposits		159,916	126,717
Interest payable		27,119,316	27,130,982
Sundry creditors		75,282,261	121,460,101
		1,510,559,083	889,663,681

	As at 31 December	
	2015 Taka	2014 Taka
14.1 Provision for leases, loans and advances		
14.1.1 Provision for unclassified leases, loans and advances		
Opening balance	76,870,306	31,407,220
Add: Provision for the year	7,725,353	45,463,086
Less: Transferred to provision for other assets during the year	-	-
General provision for the year		
Closing balance	84,595,659	76,870,306
14.1.2 Provision against classified leases, loans and advances		
Opening balance	108,586,240	129,243,780
Less: Interest amount fully waived during the year	-	-
Add: Recovery of advances previously written off	-	-
Add: Specific provision for the year	140,775,101	(20,657,540)
Closing balance	249,361,341	108,586,240
Closing balance	333,957,000	185,456,546
14.2 Interest suspense account		
Opening balance	255,230,351	124,194,056
Addition during the year	493,314,039	131,036,295
Recovered during the year	-	-
Closing balance	748,544,390	255,230,351
14.3 Provision for Investment		
Opening balance	14,945,741	36,621,302
Add : Total addition during the year	2,804,259	1,125,000
Transferred from provision for unclassified leases, loans and advances during the year	-	-
Addition during the year	2,804,259	1,125,000
Less: Adjustment during the year	-	22,800,561
Closing balance	17,750,000	14,945,741
14.4 Provision for corporate income tax		
Opening balance	225,564,000	177,500,000
Add: Provision made during the year for Current tax	27,224,242	48,064,000
	252,788,242	225,564,000
Less: Settlement during the year	-	-
Closing balance	252,788,242	225,564,000
14.5 Deferred tax liability		
Opening balance	1,953,988	1,569,910
Less: Adjustment during the year	(146,436)	384,078
Closing balance	1,807,552	1,953,988
14.5.1 Deferred tax		
WDV as per Accounts	149,192,267	155,272,452
WDV as per Tax	149,558,358	150,674,834
Difference	366,091	(4,597,618)
Tax Rate	40.00%	42.50%
Deferred Tax Asset / (Liability)	146,436	(1,953,988)
15 Share Capital		
15.1 Authorized capital		
500,000,000 shares of Taka 10 each	5,000,000,000	5,000,000,000

As at 31 December

2015	2014
<u>Taka</u>	<u>Taka</u>

15.2 Issued, subscribed and paid-up capital

10,000,000 ordinary shares of Taka 10 each issued for cash	100,000,000	100,000,000
1,000,000 bonus shares of Taka 10 each issued for 2003	10,000,000	10,000,000
1,100,000 bonus shares of Taka 10 each issued for 2004	11,000,000	11,000,000
2,420,000 bonus shares of Taka 10 each issued for 2005	24,200,000	24,200,000
2,904,000 bonus shares of Taka 10 each issued for 2006	29,040,000	29,040,000
3,484,800 bonus shares of Taka 10 each for 2007	34,848,000	34,848,000
2,090,880 bonus shares of Taka 10 each issued for 2008	20,908,800	20,908,800
17,249,760 bonus shares of Taka 10 each issued for 2009	172,497,600	172,497,600
10,062,360 bonus shares of Taka 10 each issued for 2010	100,623,600	100,623,600
10,062,360 bonus shares of Taka 10 each issued for 2011	100,623,600	100,623,600
15,093,540 bonus shares of Taka 10 each issued for 2012	150,935,400	150,935,400
25,155,900 Right shares of Taka 10 each issued for 2013	251,559,000	251,559,000
1,00,62,360 bonus shares of Taka 10 each issued for 2013	100,623,600	100,623,600
55,34,298 bonus shares of Taka 10 each issued for 2014	55,342,980	-
	<u>1,162,202,580</u>	<u>1,106,859,600</u>

15.3 Percentage of shareholding

Category	As at 31 December			
	2015		2014	
	No. of shares	%	No. of shares	%
Sponsors	56,803,283	48.88%	43,478,842	39.28%
General public including NRB	40,990,827	35.27%	40,699,385	36.77%
Financial institutions	18,426,148	15.85%	26,507,733	23.95%
Investment companies	-	0.00%	-	0.00%
Foreigners	-	0.00%	-	0.00%
	<u>116,220,258</u>	<u>100%</u>	<u>110,685,960</u>	<u>100%</u>

15.4 Classification of shareholders by holding

Holding	As at 31 December			
	No. of shareholders		Total holding percentage (%)	
	2015	2014	2015	2014
Less than 5000	7,818	10,032	6.76	8.97
5001 to 50,000	1,548	1,711	17.97	20.59
50,001 to 100000	104	83	6.00	4.93
100001 to 200000	41	41	4.72	5.01
200001 to 300000	6	5	1.25	1.00
300001 to 400000	3	1	0.90	0.31
400001 to 500000	3	1	1.13	0.38
500001 to 1000000	6	3	3.62	1.89
Over 1,000,001	18	18	57.64	56.92
	<u>9,547</u>	<u>11,895</u>	<u>100</u>	<u>100</u>

15.5 Names of Directors and their shareholdings as on 31 December 2015

Name of Director	Status	As at 31 December	
		2015	2014
Mr. A.Q.M Faruk Ahmed Chowdhury	Chairman	3,220,602	3,067,240
Mr. A.Q.M Faisal Ahmed Chowdhury	Vice Chairman	2,721,064	3,067,680
Mrs. Rajia Khanam	Director	4,238,388	4,036,560
Qasraj Trading Ltd. (Represented by Mr. Mojibur Rahman Chowdhury)	Institutional Director	11,621,656	156,464
Raqas Trade International Ltd (Represented by Mostofa Hider Khan)	Institutional Director	5,794,796	5,518,854
Alphabet Associates Ltd (Represented by Mrs Sadia Akter)	Institutional Director	5,670,588	5,400,560
Opachor Trade International Ltd. (Represented by Mr. Rafayel Bin Mahamud Bhuiyan)	Institutional Director	8,321,520	7,925,258
Alphabet Systems Ltd. (Represented by Masuma Begum)	Institutional Director	5,673,868	5,403,684
Mr. Md. Mustafijur Rahman	Independent Director	161,007	153,340
Mr. Almohit Safat Hossain	Independent Director	-	-
A.K. Nasir Uddin	Independent Director	-	-

15.6 Capital adequacy Ratio:

Capital adequacy ratio has been calculated as per circular issued by Bangladesh Bank.

	As at 31 December	
	2015	2014
	Taka	Taka
Tier-1 (Core Capital)	1,518,686,712	1,509,316,624
Paid-up Capital	1,162,202,580	1,106,859,600
Statutory Reserve	332,935,253	331,061,235
General Reserve	-	-
Retained Surplus	23,548,879	71,395,789
Tier-2 (Supplementary Capital):	84,595,659	76,870,306
General provision maintained against unclassified loans	84,595,659	76,870,306
Other Reserves	-	-
Total Capital Held (Tier 1 + Tier 2)	1,603,282,371	1,586,186,930
Total Risk Weighted Assets (Note 15.6.1)	9,595,390,000	8,975,271,062
Required capital	1,000,000,000	1,000,000,000
(10% of risk-weighted assets or Tk. 100.00 Crore whichever is higher)		
Total Capital Held	1,603,282,371	1,586,186,930
Capital adequacy ratio	16.71	17.67
Core capital	15.83	16.82
Supplementary capital	0.88	0.86

Minimum Capital Adequacy Ratio requirement as per Bangladesh Bank Guideline is 10% on RWA.

Gross Risk-Weighted Assets (RWA) of 2015 in the various categories of risk weights are detailed below:

15.6.1 Total Risk Weighted Assets
(a) Risk Weights for Credit Risk

Risk Weights (both B/S & Off-B/S)	As at 31 December 2015	
	Principal Amount	Risk Weighted Asset
0%	114,600,000	-
20%	84,700,000	16,940,000
50%	4,462,800,000	2,231,400,000
75%	1,042,000,000	781,500,000
100%	2,455,400,000	2,455,400,000
125%	1,605,000,000	2,006,250,000
150%	1,010,400,000	1,515,600,000
Total	10,774,900,000	9,007,090,000

(b) Risk Weights for Market Risk
58,100,000
(c) Risk Weights for Operational Risk
530,200,000
Total Risk Weighted Assets (a+b+c)
9,595,390,000

As at 31 December
 2015 2014
 Taka Taka

16 Statutory reserve

Opening balance	331,061,235	316,405,320
Addition during the year	1,874,018	14,655,915
Closing balance	332,935,253	331,061,235

This was created in terms of clause 6 of Financial Institution Regulation 1994, as 20% of net profit after tax.

17 General reserve

- -

18 Retained earnings

Balance on 01 January 2015	71,395,789	113,395,730
Add: Addition during the year	9,370,088	73,279,574
Less: Transfer to statutory reserve	(1,874,018)	(14,655,915)
Less: Issue of bonus shares	(55,342,980)	(100,623,600)
Balance at 31 December 2015	23,548,879	71,395,789

19 Contingent liabilities and commitments
19.1 Letters of guarantee

Money for which the Company is contingently liable in respect of guarantee given favoring:

Directors	-	-
Government	-	-
Banks and other financial institutions	-	-
Letter of credit	-	-
	-	-

19.2 Commitments

i	Documentary credit and short term business transactions	-	-
ii	Forward assets purchased and forward deposits placed	-	-
iii	Existing facilities, loan facilities and other commitments not accounted for:		
	Less than one year	-	-
	More than one year	-	-
iv	Spot and forward foreign exchange contracts	-	-
v	Other exchange contracts	-	-
		-	-

	As at 31 December	
	2015 Taka	2014 Taka
20 Profit and Loss Statement		
Income		
Interest, discount and similar income	863,125,947	980,308,013
Dividend income	496,350	605,568
Fees, commission and brokerage	-	-
Gains less losses arising from dealing securities	-	-
Gains less losses arising from investment securities	(2,508,316)	2,334,087
Gains less losses arising from dealings in foreign currencies	-	-
Income from non-company's assets	-	-
Other operating income	285,111,740	213,861,636
Profit less losses on interest rate changes	-	-
	1,146,225,722	1,197,109,305
Expenses		
Interest, fees and commission	756,731,713	846,614,286
Losses on loans and advances	-	-
Administrative expenses	120,031,872	110,222,635
Other operating expenses	38,503,159	55,343,721
Depreciation on banking assets	42,640,372	36,964,465
	957,907,115	1,049,145,107
	188,318,607	147,964,198
21 Interest Income		
Interest on loans and advances:		
Lease finance	287,064,475	235,453,140
Term finance	466,761,424	639,886,611
Home loan/Margin loan	1,140,902	952,442
	754,966,801	876,292,193
Interest on:		
Accounts with foreign banks	-	-
Balances with other banks and financial institutions	108,159,146	104,015,820
	863,125,947	980,308,013
22 Interest Paid on Deposits, Borrowings, etc		
Interest on deposits:		
Fixed deposits	644,846,565	616,881,972
Sanchaya plus	-	-
Savings deposits	179,031	4,234
Short-term deposits	-	-
Other deposits	-	-
	645,025,596	616,886,206
Interest on borrowings:		
Local banks including Bangladesh Bank	111,706,117	229,728,080
Foreign banks	-	-
	756,731,713	846,614,286
23 Investment Income		
Dividend on share	496,350	605,568
Gain on Sale of Marketable Securities	(2,508,316)	2,334,087
	(2,011,966)	2,939,655
24 Commission, Exchange and Brokerage		
Commission on trading security	-	-
Exchange gains less losses arising from dealings in foreign currencies	-	-
	-	-

	As at 31 December	
	2015 Taka	2014 Taka
25 Other Income		
Interest during construction period	60,503,402	89,973,630
Delinquent charge	194,184,048	84,623,426
Service charge	11,975,768	18,970,301
Transfer fee	2,178,045	12,971,560
Income on Sale of Non Banking Assets	-	208,902
Gain on sale of vehicle	1,022,534	1,262,039
Other income	15,247,943	5,851,778
	285,111,740	213,861,636
26 Salaries and Allowances		
Salary and allowance	60,884,648	57,799,970
Provident fund contribution	1,919,631	2,497,980
Festival Bonus	5,613,400	-
Casual staff salary	750	-
	68,418,429	60,297,950
27 Rent, Taxes, Insurance, Lighting, etc		
Rent, rates and taxes	14,663,900	10,992,200
Utilities	3,731,573	3,145,906
Insurance	-	741,467
	18,395,473	14,879,573
28 Legal Expenses		
Legal expense	2,255,005	4,583,225
Consultancy fees	111,300	-
	2,366,305	4,583,225
29 Postage, Stamps, Telecommunication, etc.		
Phone, fax and internet	2,875,855	2,357,032
Court fees and stamps	7,575,247	5,562,803
Postage and courier	330,465	309,804
	10,781,567	8,229,639
30 Stationery, Printing, Advertisements etc.		
Advertisement	7,358,908	8,627,786
Stationery and printing	9,166,190	10,434,462
	16,525,098	19,062,248
31 Chief Executive Officer's Salary and Fees		
Basic salary	1,440,000	1,080,000
Allowances	1,020,000	735,000
Festival Bonus	240,000	-
	2,700,000	1,815,000

	As at 31 December	
	2015	2014
	Taka	Taka
32 Directors' Fees		
Directors fees @ Taka 5,000 per Director, per meeting	710,000	1,220,000
	710,000	1,220,000
Directors' fees for attending each board meeting during the year was Taka 5,000 for each board member as per Bangladesh Bank DFIM circular no. 3, dated 24 February 2010. No other fees/remuneration were paid to the Directors for any special services rendered.		
33 Auditors' Fees	135,000	135,000
34 Depreciation and Repairs of Company's Assets		
Repairs		
Furniture and fixtures and equipment	9,638,966	10,203,274
Vehicles	4,215,930	4,271,159
Software development	5,152,500	2,200,000
	19,007,396	16,674,433
Depreciation		
Motor vehicles	4,396,992	3,844,437
Office equipment	12,911,615	10,789,892
Furniture and fixtures	6,324,370	5,655,703
	23,632,976	20,290,032
	42,640,372	36,964,465
35 Other Expenses		
Share issue expenses	2,250,916	1,399,114
AGM expenses, etc	458,377	840,697
Business development expenses	15,742,006	30,920,840
Vehicle expenses	1,151,412	1,534,154
Entertainment	1,348,209	1,779,052
Meeting expenses	415,000	735,000
Bank charges and excise duty	2,522,811	1,930,975
Travelling expenses	3,466,541	2,513,953
Office maintenance	598,023	745,791
Books and periodicals	58,483	48,713
Miscellaneous expenses	8,967,817	11,885,432
Corporate Social responsibility (CSR)	1,523,564	1,010,000
	38,503,159	55,343,721
36 Earnings per Share		
Earnings Attributable to the Ordinary Shareholders (Net profit after tax)	9,370,088	73,279,574
Number of ordinary shares outstanding during the year	116,220,258	110,685,960
Earnings per share	0.08	0.66
36.1 No diluted earnings per share is required to be calculated for the year as there was no dilution during the year.		
37 Net Operating Cash flow per Share		
37.1 Operating profit before changes in operating assets and liabilities	115,689,189	(55,894,203)
Number of ordinary shares outstanding during the year	116,220,258	110,385,960
Net Operating profit before changes in operating assets and liabilities	1.00	(0.51)
37.2 Cash used in operating activities	1,062,848,090	81,034,531
Number of ordinary shares outstanding during the year	116,220,258	110,685,960
Net Cash used in operating activities	9.15	0.73

	As at 31 December	
	2015	2014
	<u>Taka</u>	<u>Taka</u>
38 Net Asset Value per share		
Net Assets	1,518,686,712	1,509,316,624
Number of ordinary shares outstanding	116,220,258	110,685,960
Net Asset Value per share	<u>13.07</u>	<u>13.64</u>

39 Related Party Transactions

During the year, the Company carried out a number of transactions with related parties in the normal course of business and on an arm's length basis. The name of related parties, nature of these transactions and their total value have been set out below:

Name of related parties	Relationship	“Value of transactions”	“Receivable at 31 Dec 2015”	“Receivable at 31 Dec 2014”
A.Q.M. Faisal Ahmed Chowdhury	Vice Chairman	10,300,000	10,076,647	-
		<u>10,300,000</u>	<u>10,076,647</u>	<u>-</u>

40 Board Meeting

During the year under reporting, thirteen (13) board meetings were held.

41 Audit Committee

Name of committee member	Status with the Company	Status with Committee	Educational Qualification
Mr. Almohit Safat Hossain	Independent Director	Chairman	M.Com (Mgt.) & MBA
Ms. Sadia Akter	Institutional Director	Member	BBA
Mr. A.K Nasir Uddin	Independent Director	Member	B.COM. (HONS.)
Mrs. Masuma Begum	Institutional Director	Member	M.S.S (Economics)

During the year 2015 the audit committee has performed the following activities:

- review of the company's draft financial statements for the year ended 31 December 2015 for their presentation to the board for approval;
- recommendation on the appointment of external auditors for the year ending 31 December 2015 and their remuneration;
- review of quarterly financial statements for their presentation to the board for approval;
- review of internal auditor report as issued by the internal auditors for its presentation to board meeting;
- review of internal audit plan for the year 2015; and
- review of Bangladesh Bank Inspection Report along with company's reply for its presentation to the board meeting for approval and onward submission to Bangladesh Bank.

Seven (7) meetings of audit committee were held during the year 2015 where CEO and CFO were invited to participate.

42 Others

	<u>2015</u>	<u>2014</u>
42.1 Contracts and disbursements		
Contracted/Sanction (million)	1,435	4,083
Execution/Disbursement (million)	1,356	3,500

42.2 Credit facility not availed

There was no such credit facility available to the Company as on 31 December 2015 except trade credit available in the ordinary course of business.

42.3 Contingent liabilities

There was no such liabilities for which the Company is contingently liable as on 31 December 2015.

42.4 Payment in foreign currency

During the year 2015, No amount was paid for import of capital machinery for lease. No payments have been made in foreign currency on account of royalty, technical know-how and professional advisor fees, interest, dividend, etc.

42.5 Authorization for issue of the financial statements

“The Board of Directors of the Company has authorized these financial statements for issue on April 27, 2016.”

42.6 Number of employees

No amount was receivable or payable to the Directors of the Company during or at the end of the year 2015. During the year, the number of employees received salary Taka 6,000 or above per month was 187.

42.7 Subsequent event

There is no material adjusting or non-adjusting events after the balance sheet date.

43 Figures in these notes and annexed financial statements have been rounded off to the nearest Taka.

44 Previous year’s figures have been rearranged wherever considered necessary in order to conform to current year’s presentation, without creating any impact on the profit and value of assets and liabilities as reported in the financial statements.

45 These notes form an internal part of these financial statements and accordingly are to be read in conjunction therewith.

for First Finance Limited

SD/-

Sarwar Shafiq
Company Secretary

SD/-

M.A. Matin
Managing Director & CEO

SD/-

A.Q.M Faisal Ahmed Chowdhury
Vice Chairman

SD/-

A.Q.M Faruk Ahmed Chowdhury
Chairman

First Finance Limited
Schedule of Fixed Assets
As at 31 December 2015

Annex-A

Particulars	Cost				Depreciation					"Written down value at 31 Dec 2015"
	"At 01 Jan 2015"	Addition during the year	Disposal made during the year	"Total at 31 Dec 2015"	Rate	"At 01 Jan 2015"	Charge for the year	Adjustment made during the year	"At 31 Dec 2015"	
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	
Office equipment	101,985,646	10,063,771	-	112,049,417	15%	25,971,988	12,911,615	-	38,883,603	73,165,815
Motor vehicles	36,074,877	125,000	3,733,583	32,466,294	20%	11,718,289	4,396,992	2,756,117	13,359,164	19,107,131
Furniture	71,879,676	8,341,485	-	80,221,161	10%	16,977,470	6,324,370	-	23,301,840	56,919,322
Sub Total	209,940,199	18,530,256	3,733,583	224,736,872		54,667,747	23,632,976	2,756,117	75,544,606	149,192,267
Software in Progress	13,150,000	180,000	-	13,330,000	0%	-	-	-	-	13,330,000
Total at 31 December 2015	223,090,199	18,710,256	3,733,583	238,066,872	-	54,667,747	23,632,976	2,756,117	75,544,606	162,522,267
Total at 31 December 2014	138,312,976	102,132,289	17,355,066	223,090,199	-	42,827,556	21,810,661	9,970,470	54,667,747	168,422,452



First Finance Limited
Details of Highlights
 As at 31 December 2015

Annex B

Sl #	Particulars	As at 31 December	
		2015	2014
		Taka	Taka
1	Paid-up capital	1,162,202,580	1,106,859,600
2	Total capital /equity	1,518,686,712	1,509,316,624
3	Total asset	10,774,367,529	9,864,571,785
4	Total deposit	6,606,356,425	5,403,051,455
5	Total loan, lease and advance	8,890,474,710	7,978,258,895
6	Total contingent liabilities and commitments	-	-
7	Credit deposit ratio (%)	74.31	67.72
8	Percentage of classification of loan (%)	42.60	19.88
9	Operating profit	188,318,607	147,964,198
10	Profit after tax and provision	9,370,088	73,279,574
11	Amount of classified loan/ lease	3,592,764,541	1,585,728,000
12	Provision kept against classified loan/ lease	333,957,000	185,456,546
13	Provision surplus/(deficit)	(80,000,000)	53,000
14	Cost of fund (%)	12.43	14.40
15	Interest earning assets	8,890,474,710	7,978,258,895
16	Non-interest earning assets	1,883,892,819	1,886,312,890
17	Return on investment (ROI) (%)	0.11	0.92
18	Return on assets (ROA) (%)	0.09	0.74
19	Income from Investments	(2,011,966)	2,939,655
20	Earning per share (EPS)	0.08	0.66
21	Operating profit per share	0.31	1.10
22	Price earning ratio (times)	140.16	29.45

First Finance Limited
Statement of Tax Assessment Status
 As at 31 December 2015

Accounting Year	Assessment Year	Profit/(Loss) Assessed	“ Tax Provided “	“ Tax Assessed “	“ (Short) / Excess Provision “	Legal Status
2006	2007-08	(245,023,786)	-	1,050,081	(1,050,081)	Tax charged u/s 16C. Loss & excess tax paid to be adjusted.
2007	2008-09	(155,880,273)	9,292,014	-	9,292,014	Loss & excess tax paid to be adjusted.
2008	2009-10	(62,673,066)	30,707,986	5,000	30,702,986	Loss & excess tax paid to be adjusted.
2009	2010-11	(2,849,066)	43,000,000	5,000	42,995,000	Loss & excess tax paid to be adjusted.
2010	2011-12	22,995,525	20,000,000	11,088,521	8,911,479	The income is to be setoff with loss & tax to be adjusted.
2011	2012-13	134,573,473	34,500,000	58,441,988	(23,941,988)	Appeal in high court under process
2012	2013-14	174,675,646	-	80,327,004	(80,327,004)	The income is to be setoff with loss & tax to be adjusted.
2013	2014-15	299,389,304	40,000,000	140,818,673	(100,818,673)	Appeal pending
2014	2015-16	144,735,610	48,064,000	57,457,620	(9,393,620)	Assessment under process
2015	2016-17	193,869,834	27,224,242	77,193,030	(49,968,788)	Assessment under process
Total		503,813,201	252,788,242	426,386,917	(173,598,675)	

PROXY FORM



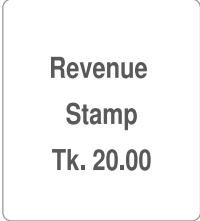
Registered Office: Jahangir Tower (3rd Floor), 10, Kawranbazar C/A, Dhaka- 1215

I/We..... of

 being a Shareholder of FIRST FINANCE LIMITED do hereby appoint Mr./Mrs. of

 as my/our Proxy to attend and vote for me/us and on my/our behalf of the 23rd ANNUAL GENERAL MEETING of the Company to be held on Thursday the 9th June, 2016 at 11.00 a. m. in Trust Milonayaton, 545, Old Airport Road, Dhaka Cantonment, Dhaka-1206 at any adjournment meeting thereof.

As witness my hand thisday2016



Signature of the Proxy
 Dated :

Signature of the Shareholder
 Dated:

BO Account / Register Folio No. :

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Note: A member entitled to attend and vote at the Annual general Meeting may appoint a Proxy to attend and vote in his/her stead, the Proxy Form, duly stamped, must be deposited at the Registered Office of the Company not later than 48 hours before the time appointed for the meeting.



SHAREHOLDER'S ATTENDANCE

23rd Annual General Meeting

I hereby recorded my attendance at the 23rd Annual General Meeting Held held on Thursday the 9th June, 2016 at 11.00 a. m. in Trust Milonayaton, 545, Old Airport Road, Dhaka Cantonment, Dhaka-1206

Name of the Shareholder/Proxy :

BO Account / Register Folio No.:

Holder ofnumber of Ordinary Shares of First Finance Limited.

N. B. Present this slip at the Reception Desk.
 Children and non-member will not be allowed at the meeting.

Signature of Shareholder/Proxy

Annual Report 2015





ফাস্ট ফাইন্যান্স লিমিটেড
First Finance Limited

আপনার সকল আর্থিক প্রয়োজনে . . .

Corporate Branch: Jahangir Tower (3rd Floor), 10, Kawran Bazar C/A, Dhaka-1215, Bangladesh.
Phone (+880-2) 9103 689-90, 9145780, Fax : +880-2-9142251, E-mail: corporate@first-finance.com.bd

Agrabad Branch: S.S. Tower (2nd Floor), 423-440, Sk. Mujib Road, Chowmuhani, Agrabad C/A, Chittagong, Bangladesh.
Phone : (+880-312) 510 961, 510 962, E-mail: ctg@first-finance.com.bd

Gulshan Branch: Gulshan Bhaban, Plot No. : 355, A. K. Khandoker Sarak (Ground Floor), Mohakhali C/A, Dhaka-1212, Bangladesh.
Phone : (+880-2) 9880125, 8815725, 8815601, Fax : +880-2-9880124, E-mail: gulshan@first-finance.com.bd

Sylhet Branch: Lovely Complex (2nd & 3rd Floor), East Darga Gate, Sadar, Sylhet, Bangladesh.
Phone : (+880-821) 716 003, 719 266, Fax: +880-821-716 005 E-mail: sylhet@first-finance.com.bd

Board Bazar Branch: Member Complex (3rd & 4th Floor), Board Bazar, P/O : National University, Gazipur-1704, Bangladesh.
Phone : +880-2-929 3060-1, Fax : +880-2-929 3059, E-mail: gazipur@first-finance.com.bd

Wari Branch: Bokul-Tola Complex (2nd Floor), Plot-6, Folder Street, Wari, Dhaka-1000, Bangladesh.
Phone : (+880-2) 9532301, 9532302, Fax: +880-2-953 2303, E-mail: wari@first-finance.com.bd