

35th
Annual Report
Financial Year 2017-2018



ORION
Infusion Ltd.
In Search of Excellence



LETTER OF TRANSMITTAL

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

Dear Sir/Madam (s):

ANNUAL REPORT FOR THE YEAR ENDED JUNE 30, 2018

We are pleased to inform you that the Board of Directors of Orion Infusion Ltd. has taken the decision, in its Board Meeting held on October 31, 2018, to hold 35th Annual General Meeting of the Company on December 10, 2018.

In accordance with the requirement of Bangladesh Securities and Exchange Commission, we are enclosing a copy of the Annual Report together with the Audited Financial Statements including Statement of Financial Position as at June 30, 2018, Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended June 30, 2018 along with notes as well as the Directors' Report of the Company thereon for your record/necessary measures.

Yours sincerely

Sd/-

Md. Ferdous Jaman

Company Secretary

Dated: October 31, 2018

Contents

01 About Orion

Orion Group	1
Landmarks	3
Strategic Business Units	5
Profile of Orion Infusion Limited	8
Corporate Information	11
Corporate Bodies	13
Profile of Directors	16
Corporate Structure	18

19 Governance

Our Approach to Governance	19
34 th Annual General Meeting	24
Notice of the 35 th Annual General Meeting	25
Code of Conducts & Business Ethics	26
Risk Management Systems	28

31 Strategic Report

Corporate Chronology	31
Our Structure	33
Business Strategy	34
Business Model	35
Value Chain	37
Our Stakeholders	39
Manufacturing Excellence	41
Local Distribution Network	43
International Network	44
Product Index	45
Our Flagship Products	46
New Product Introduced	47
Human Resource Development	48
Environmental Facet	52



Our Results in Facts & Figures	55
5 Years' Financials at a Glance	57
Graphical View of Selected Financial Indicators	58
Value Added Statement	59
Share Performance	60
Message from the Chairman	61
Bangla Message from the Chairman	62
Message from the CEO	63
Directors' Report	65
Shareholding Position	71
Compliance Statement	72
Audit Committee Report	75
Nomination & Remuneration Committee Report	78
CEO and CFO Report to the Board	79
Compliance Report on IASs & IFRSs	80
Certification on Compliance of Corporate Governance Code	81
Checklist on Compliance of Corporate Governance Code	82



Independent Auditors' Report	93
Statement of Financial Position as at June 30, 2018	95
Statement of Profit or Loss and Other Comprehensive Income for the Year Ended June 30, 2018	96
Statement of Changes in Equity for the Year Ended June 30, 2018	97
Statement of Cash Flows for the Year Ended June 30, 2018	98
Notes to the Financial Statements for the Year Ended June 30, 2018	99

ORION GROUP

ORION GROUP is a leading and continuously thriving corporation and a legendary brand name in the business arena of Bangladesh and beyond. Orion has a long history of determination, commitment towards excellence, integrity, and a firm promise to deliver value to its consumers and clients since early '80s.

Orion Group is endowed with a highly diversified portfolio of Pharma & Healthcare, Power Generation & Energy, Shipping, Infrastructure Development, Real Estate & Construction, Cosmetics & Toiletries, High-tech Agro Products, Consumer Products, Food & Restaurant Chain, Textiles & Garments, Home Appliance sectors and so on. Orion in recent times has exclusively focused in Power Generation & Energy, Consumer Products and Infrastructure Development sectors. Going further to Orion's continuous success, Orion is now on the verge of exploring and developing the untapped Hospitality & Tourism sector of Bangladesh through its commitment in implementing the largest Tourism Resort and Entertainment Village in South Asia, located along the mesmerizing coastline of world's longest Sea Beach Cox's Bazar.

One of another most recent and prospective concerns of Orion Group is Orion Tea Company Limited (OTCL). It started its operation in June, 2017 and is now running full-fledged business operation, expanding its distribution channel throughout the country with the help of more than seven hundred (700) field forces. OTCL is enhancing its operation by marketing of Black Tea under the brand name "Jafflong Tea". By manufacturing high quality tea, the company has already been able to make a significant position in the local market with a confidence to equally compete with the other widely known tea brands. OTCL is confident about making this company one of the most profitable concerns of Orion Group as well as the most prominent tea brand of the country.

Orion also inaugurated its new Liquefied Petroleum Gas (LPG) Bottling Plant in February 2018 in Mongla, Khulna. The new venture, Orion Gas Limited (OGL) has made a remarkable step to plug the gap of fuel supply to countrywide households.

Orion Group took a big step towards the development of sports sector in Bangladesh. Orion will implement at its own cost, the country's first International Roller Skating Stadium at Bhaluka, Mymensingh. This was declared at an auspicious program in January 2018. The program followed the inauguration of the construction work of 'Orion International Roller Skating Stadium' on a ten (10) acre land at Bhaluka owned by Orion. Orion Group appreciates the fact that Bangladesh will take part in and will strive to secure a winning position in Olympic 2020 in Japan. Orion and Bangladesh Roller Skating Federation together have committed to this vision. In this regard, Orion will groom up a strong Roller Skating team on the 'Banked Track' which will be the first of its kind in Bangladesh. The Group desires to achieve a successful remark in the international ground and brighten the name of the country.

Orion has been an integral part in the steady economic growth and significantly increasing socio-economic development of Bangladesh in the past two decades through its contribution in the Trade & Commerce sector of Bangladesh, one of the Next-11 countries possessing high potential for economic growth as analyzed by Goldman Sachs.

Orion has long since been consistently successful in all its major investment undertakings so far and significantly contributed to the country's business environment, growth and stability through its adoption of appropriate business to business, business to government and business to consumers strategies and made an astonishing effort with a desire for excellence and creating value, be it introducing a new brand for consumers or forging a promising public private partnership with the Government of Bangladesh. Being a growth and development-oriented business entity, Orion never stepped back to forge partnership with the Government, Transnational Corporations and to involve foreign technological expertise in its multifaceted ventures as and when required.

Orion Group has recently developed its new vision in line with its diverse portfolios and to put footprint in global corporate platform. The Group has become more diversified followed by huge expansion in different business sectors thus its existence in the corporate world has significant impacts on the society which they can utilize to create positive changes in the society as a whole. Also in this era of globalization, the workforce has become more diversified with wide range of knowledge, skills & expertise and Orion believes that with the changing pattern of human resource management and its global impact, emphasize on human resource is an integral part to the Group's success in long run for which reason the new vision for Orion Group is adopted to align with the current globalization trend. Moreover, Orion Group is concentrating more on its Human Resource as it believes that it can bring transformation in the society by utilizing the potentials & creativity and nurturing the skills of the Group's human resource through promoting team work & integrity and providing them the platform for social development.



Considering the mission of Orion Group, it has kept it all same but made a change in the chronological order and rearranged them according to their priorities.

LANDMARKS

DELIVERING THE BEST AND MAKING A DIFFERENCE



The LONGEST flyover

The 11.8 km long “Mayor Mohammad Hanif Flyover” is the longest flyover and the first PPP project in the country on BOOT basis. This revolutionary and capital intensive project has been operational for traffic since October 2013. It has been cited with commendation as a reference project in the annual study paper of Asian Public Governance (APG) Forum on Public Private Partnership (PPP) & International Public Procurement Forum in 2016 conference titled “Ensuring Successful PPPs for Asia’s Development: Governance and Law.”

The FASTEST HFO power plant

Two (2) 100 MW each HFO based power plants Dutch Bangla Power & Associates Limited and Orion Power Meghnaghat Limited at Siddhirganj and Meghnaghat, Narayanganj, respectively were completed in a record time of just nine (9) months. The plants have been distributing electricity to the national grid on regular basis since 2011 and the contract with BPDB to sell electricity was renewed for five (5) more years till 2021.



The TALLEST building

The 37-storied “City Centre”; the tallest building in the country, is a commercial complex cum multistoried car parking at Motijheel, Dhaka. The landmark building is equipped with the most modern firefighting equipment, automated car parking system, earthquake protection system, and necessary amenities to re-define the working space.

The LARGEST coal based power plant

Orion Power Dhaka Limited (OPDL) is the largest single unit coal based Ultra Super-Critical power plant in Bangladesh being implemented in Gozaria, Munshiganj under IPP basis with a net capacity of 630 MW (Gross 700 MW). Orion Group has adopted “Clean Coal Technology”, a collection of technologies including Flue Gas Desulphurization which has been developed to mitigate the environmental impacts and ensure zero emission to the atmosphere. Similar to OPDL, Orion Power Unit -2 Dhaka Limited is also one of the largest IPP based single unit coal based Ultra Super-Critical power plants being implemented in Gozaria, Munshiganj with a net capacity of 635 MW (Gross 700 MW).





The BIGGEST mushroom plant

Panbo Bangla Mushroom Limited is a 100% export-oriented prudent venture of Orion Group and carries out growing, processing and marketing of cultivated mushrooms. The health conscious segment of the world population has started considering mushroom as one of their regular diets. The key advantage which would help to thrive in an export-oriented mushroom industry in Bangladesh is significant low labour cost. Panbo's production of Baby Button Mushroom (White Button Mushroom or Agaricus Bisporus) coupled with a rapidly growing global demand would create a unique opportunity to step in the very prospective global agro industry.

The LARGEST tourism complex

Orion has been awarded to implement the first ever PPP Project in Tourism & Hospitality Sector of Bangladesh, "Development of Tourism Resort and Entertainment Village" at Parjatan Holiday Complex, Cox's Bazar. The concept design has been executed by Forrec Ltd. of Canada. The entertainment village would be first of its kind in the country. This mega project incorporates multiple resorts (five-star and four-star) with diverse amenities encompassing villa resort, spa hotel, water sports, water taxis, health & fitness center, multiple sports facility, multiplex movie theatre, cultural show, food, beverage and retail, cultural walk promenade and a world class full-fledged Theme Park with twenty nine (29) water and ground based rides and entertainment activities. This Project would be the most giant leap forward in the tourism of Bangladesh for domestic and international tourists.



The BIGGEST Pharma Park

Orion Group is implementing one of the biggest Pharma Parks of the country and so far the finest and most comprehensive pharmaceutical plant at Siddhirganj, Narayanganj where a complete array of pharmaceutical facilities and solutions will be incorporated within single complex. This unique establishment has been designed to follow all latest global standards like USFDA, UK MHRA, Health Canada, and Australian TGA. In addition to conventional pharma products, the new plant will also incorporate state of the art technologies to manufacture cephalosporin, biotech products, oncology, hormones drugs among others.

STRATEGIC BUSINESS UNITS



**COSMETICS &
TOILETRIES**



**FOOTWEAR &
FOOTCARE**



**HOME
APPLIANCES**



REAL ESTATE



**FOOD &
BEVERAGE**



**TEXTILES &
GARMENTS**





PROFILE OF ORION INFUSION LIMITED

PRODUCTION AREA

7,171 sm

THERAPEUTIC CLASS

9

PRESENTATION

39

GENERICS

24


BRANDS

24

Orion Infusion Limited (OIL) was incorporated in 1983 as a state-of-the-art Large Volume Parenterals (LVP) manufacturing company. At its inception, the company was named as "Mala Chemical & Pharmaceutical Industries Ltd," which was changed to Orion Infusion Limited in 1994. In the same year, the company also became a public limited company and was listed in Dhaka Stock Exchange. Subsequently in 1996, the company was enlisted with Chittangong Stock Exchange as well.

OIL is one of the leading pharmaceutical companies in Bangladesh with cutting edge technologies for manufacturing and marketing of IV Fluid, lifesaving intravenous and intravascular saline like Rehydration Solution, Electrolyte Solution, Antiulcerant Solution viz. Ranitidine IV, Amino Acid Solution, Antimicrobial products viz. Ciprofloxacin IV, Metronidazole IV, Ceftriaxone IV & Plasma Substitute viz. Hydroxyethyl Strach Solution, ensuring commitment over quality.

With its modest start more than three decades ago with the mission to improve the health of people of Bangladesh, OIL has today burgeoned out into the leading infusion company in Bangladesh. It has already established itself to the doctors' community, other health care professionals, chemists and patients as a provider of quality medicines and health care services.



VISION

To be regarded as a world-class pharmaceutical company in the field of generic finished products.



MISSION

To improve people's health and achieve stakeholders' satisfaction by manufacturing and marketing pharmaceutical finished products.



VALUES

- Quality in everything we do
- Live up to our commitment
- Transparent and fair in all our dealings
- Take initiative to exceed standards
- Trust and respect for each other
- Work as a team
- Share social responsibility

GOALS



To sustain a significant sales growth above industry average

To develop employees' skills through continuous training and development programs

To be established as one of the most preferred pharmaceutical companies in Bangladesh to work for

To upgrade manufacturing facilities continuously in order to cope with changes in the business environment

To assure quality products from our manufacturing facility through cGMP

To focus on total customer satisfaction

CORPORATE INFORMATION

REGISTERED NAME

Orion Infusion Limited

LEGAL FORM

Public Limited Company incorporated in Bangladesh on May 5, 1983

BUSINESS LINE

Manufacturing and marketing of Large Volume Parenterals (LVP)

REGISTERED AND CORPORATE OFFICE

ORION HOUSE

153-154, Tejgaon Industrial Area

Dhaka-1208, Bangladesh

Tel: +88 02 8870133

Fax: +88 02 8870130

PRODUCTION PLANT

Maikuli, P.S.-Rupganj,

District- Narayanganj,

Bangladesh

NUMBER OF EMPLOYEES

928 as on June 30, 2018

COMPANY E-MAIL

orion@orion-group.net

orion.share@orion-group.net

COMPANY WEBSITE

www.orioninfusion.com

www.orion-group.net



SHARE RELATED INFORMATION

Authorized Capital - BDT 1,000,000,000

Paid-up Capital - BDT 203,597,600

Number of Shareholders - 5,119

Listing Status - Listed with Dhaka Stock Exchange and Chittagong Stock Exchange

CHIEF FINANCIAL OFFICER

Mr. Samareh Banik

COMPANY SECRETARY

Mr. Md. Ferdous Jaman

HEAD OF INTERNAL AUDIT & COMPLIANCE

Mr. Md. Abdus Salam

EXTERNAL AUDITORS

M/S. Khan Wahab Shafique Rahman & Co.

Chartered Accountants

Rupali Bima Bhaban,

7, Rajuk Avenue (5th Floor),

Dhaka-1000, Bangladesh

GOVERNANCE COMPLIANCE AUDITOR

ARTISAN

Chartered Accountants

BSEC Bhaban (Level -10),

102, Kazi Nazrul Islam Avenue,

Kawran Bazar, Dhaka-1215, Bangladesh

PRINCIPAL BANKERS

Agrani Bank Limited

Sonali Bank Limited

National Bank Limited

Shahjalal Islami Bank Limited

Bank Asia Limited

AB Bank Limited

INSURERS

Green Delta Insurance Company Limited

Phoenix Insurance Company Limited

Islami Commercial Insurance Co. Limited



BOARD OF DIRECTORS

Chairman

Mr. Mohammad Obaidul Karim

Managing Director

Mr. Salman Obaidul Karim

Directors

Mrs. Arzuda Karim

Mrs. Zareen Karim

Independent Director

Mr. Md. Shafiqur Rahman



NOMINATION & REMUNERATION COMMITTEE

Chairman

Mr. Md. Shafiqur Rahman
(Independent Director)

Members

Mrs. Arzuda Karim
(Non-executive Director)

Mrs. Zareen Karim
(Non-executive Director)

AUDIT COMMITTEE

Chairman

Mr. Md. Shafiqur Rahman
(Independent Director)

Members

Mrs. Arzuda Karim
(Non-executive Director)

Mrs. Zareen Karim
(Non-executive Director)

MANAGEMENT TEAM

Mr. Salman Obaidul Karim

(Managing Director &
Chief Executive Officer)

Mr. Samaresh Banik

(Chief Financial Officer)

Mr. Md. Harun-Or-Rashid

(Assistant Vice President- Sales)

Mr. Binoy Krishna Barai

(Senior Vice President- Plant)

Ms. Monowara Khatoon

(Assistant Vice President- Accounts)

Mr. Md. Faisal R Ferdous

(Vice President- Human Resource)

PROFILE OF DIRECTORS



MR. MOHAMMAD OBAIDUL KARIM
Chairman

Born in 1954 and a Graduate from the University of Dhaka, Mr. Mohammad Obaidul Karim is a distinguished self-achieved Industrialist & Businessman. He is the Founder Chairman of ORION GROUP and established the Group into one of the largest conglomerates in Bangladesh with his futuristic attitude, determined will and a burning passion. He is an innovative, self-motivated and enterprising Bangladeshi business icon who has instrumented his success in the field of diversified business portfolios. Orion Group comprised of more than fifty (50) individual companies was formed under his dynamic leadership and management power which have received various industrial recognitions.

Mr. Karim is the Chairman of Orion Pharma Limited, Orion Infusion Limited, Kohinoor Chemical Co. (BD) Limited, Digital Power & Associates Limited, Dutch Bangla Power & Associates Limited, Orion Power Meghnaghat Limited, Orion Power Dhaka Limited, Orion Power Unit-2 Dhaka Limited, Orion Power Sonargaon Limited, Orion Power Rupsha Limited, Orion Infrastructure Limited, Orion Infrastructure Development Company Limited, City Centre, Orion Gas Limited, Orion Oil & Shipping Limited, Orion Hospitals Limited, Orion Holdings Limited, Orion Knit Textiles Limited, Orion Footwear Limited, Noakhali Gold Foods Limited, Orion Agro Products Limited, Orion Vegetable Oil & Foods Limited, Orion Capital Limited, Orion Natural Care Limited, Orion Restaurants Limited, Orion Tea Company Limited and Orion Tourism & Entertainment Limited.

Besides being the Chairman of Orion Group, Mr. Karim is also the Founder Chairman of Tejgaon Industrial Owners Association. He is also the President of Dhaka Mohammedan Sporting Club Ltd., a century old legendary and most successful sporting club of the country.



MR. SALMAN OBAIDUL KARIM
Managing Director

Born in 1981 and a Graduate in Business & Computing Management from Brunel University (UK), Mr. Salman Obaidul Karim is an ingenious businessman in Bangladesh. Guided by his father, Mr. Mohammad Obaidul Karim, Mr. Salman Karim has become one of the most young and successful entrepreneurs of the country. Under his leadership, Orion's sustainability efforts were given outstanding shapes through his unique business concepts and visionary leadership skills. Besides his graduation, he experienced a couple of professional trainings in the Brunel UK. After completing his study in the UK, he came back to Bangladesh and joined the family business Orion Group. He has been involved with Orion Group and holds directorship of most of the sister concerns of Orion Group since 2005.

Mr. Salman is the Managing Director of Orion Pharma Limited, Orion Infusion Limited, Digital Power & Associates Limited, Dutch Bangla Power & Associates Limited, Orion Power Meghnaghat Limited, Orion Power Dhaka Limited, Orion Power Unit-2 Dhaka Limited, Orion Power Sonargaon Limited, Orion Power Rupsha Limited, Orion Infrastructure Limited, Orion Infrastructure Development Company Limited, Orion Properties Limited, Orion Gas Limited, Orion Oil & Shipping Limited, Integral Energy Limited, Orion Hospitals Limited, Orion Holdings Limited, Orion Knit Textiles Limited, Orion Footwear Limited, Jafflong Tea Co. Limited, Noakhali Gold Foods Limited, Orion Agro Products Limited, Orion Vegetable Oil & Foods Limited, Orion Natural Care Limited, Orion Restaurants Limited, Orion Tea Company Limited and Orion Tourism & Entertainment Limited.



MRS. ARZUDA KARIM
Founder Director

Born in 1955 and a Masters in Social Science from the University of Dhaka, Mrs. Arzuda Karim, wife of Mohammad Obaidul Karim, has been one of the most successful entrepreneurs in Bangladesh over the years. Mrs. Karim supervises production and commercial divisions of different segments of Orion Group. Her skill, knowledge and adaptability in pharmaceutical production and commercial areas are the main reasons of success in the Group. She is acting as the member of Audit Committee and Nomination & Remuneration Committee.

Mrs. Karim is the Chairman of Jafflong Tea Co. Limited and Intergral Energy Limited and also holds the Directorship of Orion Pharma Limited, Orion Infusion Limited, Kohinoor Chemical Co. (BD) Limited, Digital Power & Associates Limited, Dutch Bangla Power & Associates Limited, Orion Power Meghnaghat Limited, Orion Power Dhaka Limited, Orion Power Unit-2 Dhaka Limited, Orion Power Sonargaon Limited, Orion Infrastructure Limited, Orion Infrastructure Development Company Limited, City Centre, Orion Gas Limited, Orion Oil & Shipping Limited, Orion Renal & General Hospital, Orion Hospitals Limited, Orion Holdings Limited, Orion Footwear Limited, Noakhali Gold Foods Limited, Orion Agro Products Limited, Orion Vegetable Oil & Foods Limited, Orion Natural Care Limited, Orion Tea Company Limited and Orion Tourism & Entertainment Limited.



MRS. ZAREEN KARIM
Director

Born in 1978 and an MBA in Marketing from the North South University, Mrs. Zareen Karim, daughter of Mr. Mohammad Obaidul Karim, is one of the successful young entrepreneurs of the country and has been involved with different business activities since her early career.

Mrs. Zareen Karim is also the Director of Orion Pharma Limited and Orion Holdings Limited. Besides being involved with Orion Group, Mrs. Zareen is the Director of Star Associates Limited and Zeysha Fashionwear Limited with her husband. She is acting as the member of Audit Committee and Nomination & Remuneration Committee.

Her entrepreneurial potentials have gradually changed herself with the growing sensitivity to the role and economic status in the business society. As 'Women Entrepreneur' she accepts challenging roles everyday and has proven her worth beyond any doubt.

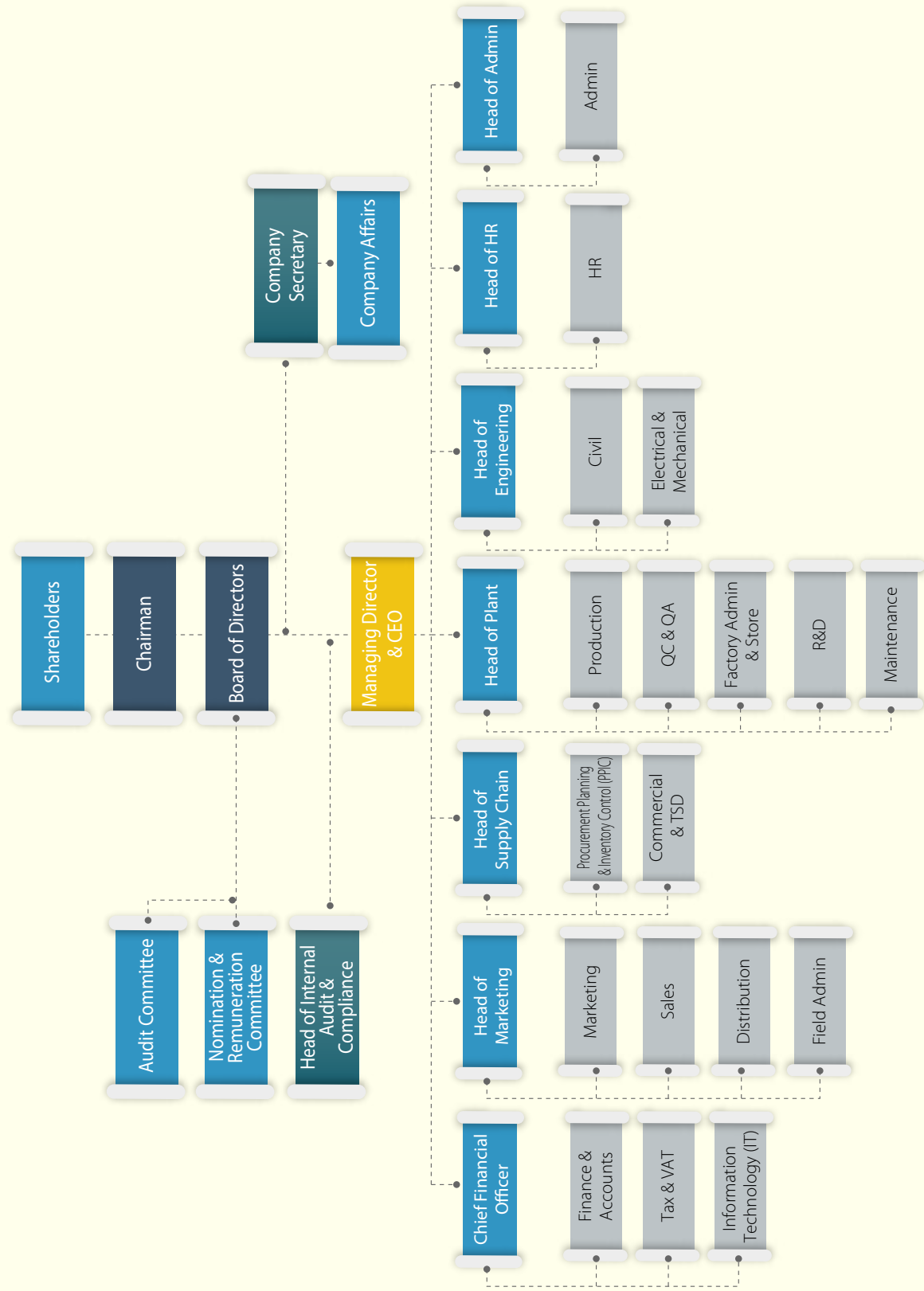


MR. MD. SHAFIQR RAHMAN
Independent Director

Born in 1952 and a post graduate in Accounting from the University of Dhaka, Mr. Md. Shafiqur Rahman was an Advisor in Bangladesh Finance & Investment Company Limited (BD Finance Ltd.) and before that he was the Managing Director & CEO of Social Islami Bank Limited. He brings with him over forty (40) years of experience in banking profession with expertise in Investment, Trade Finance, Branch In-Charge. Mr. Rahman has undergone many national and international training sessions. Needless to say that he has acquired significant experience in the banking sector working at various positions and carrying out various assignments, for which Orion is very hopeful that Mr. Md. Shafiqur Rahman's expertise will add values to the company's future plans.

He is also the Independent Director of Orion Pharma Limited. He is acting as the Chairman of Audit Committee and Nomination & Remuneration Committee of Orion Infusion Limited.

CORPORATE STRUCTURE





OUR APPROCH TO GOVERNANCE

Orion Infusion Limited (OIL) firmly believes that the sustainable success of the company depends on the fair practice of the Corporate Governance. The Board of Directors of Orion Infusion Limited is dedicated to ensuring highest standard of Corporate Governance Code enforced by the Bangladesh Securities & Exchange Commission (BSEC), to keep the company's business integrity and performance on the right track. The Board establishes corporate governance in the company along with setting strategies & guidelines for the management, keeping in mind about ensuring wealth maximization of all stakeholders and a positive impact of the entity's operations on the society as well as on the environment. The Board of Directors puts their best effort to establish an appropriate internal control system and risk management procedures; in order to make sure of the compliance, accountability and transparency at every level of its operation.

Board Composition

As on June 30, 2018, the Board of Orion Infusion Limited is comprised of five (5) Directors including the Chairman of the company. The Board of OIL consists of a wide variety of knowledge, skills and experiences which brings new thinking, insights and perspectives and assists us to move towards the achievement of our long term goals. The Board members have the proper combination and balance of business, entrepreneurial, financial and technical skills that have proved to be one of our greatest competitive edges. The Board composition is reviewed on a regular basis in order to ensure that the Board, collectively, has a balance of required knowledge, experience and expertise to discharge its duties and responsibilities effectively.

The present Board composition of OIL is as follows:

Name	Status	Committee Membership
Mr. Mohammad Obaidul Karim	Chairman	-
Mr. Salman Obaidul Karim	Managing Director	-
Mrs. Arzuda Karim	Director	Member- AC*, NRC*
Mrs. Zareen Karim	Director	Member- AC, NRC
Mr. Md. Shafiqur Rahman	Independent Director	Chairman- AC, NRC

*AC- Audit Committee, NRC- Nomination and Remuneration Committee

In Compliance with the new Corporate Governance Code, Mr. Salman Obaidul Karim cannot hold the same position in any other listed company. As of now, Mr. Salman Obaidul Karim is also acting as the Managing Director / Chief Executive Officer of Orion Pharma Limited because these two companies including OIL are operating under the banner of Orion Group. However, the Board has decided to appoint different individual as the Managing Director / Chief Executive Officer of the company within December 31, 2018 as required by the Code.

In October 2018, Mr. Golam Mohiuddin, who has been holding the office of ID for consecutive two terms (six years), has retired from the Board. Therefore as per the recommendation of Board, Mr. Md. Shafiqur Rahman will be joining the Board in Mr. Golam's place, subject to the approval of the Shareholders in the upcoming AGM.

Board Charter

The Board assumes overall responsibility for the strategic direction of the company. It retains full and effective control over the company, oversees the operations and activities through appropriate delegation of authority to the management. The main role of the Board is to take decisions concerning certain policies, budgets, financing plan and major capital expenditures of the company.

The Board is governed by a formal Board charter setting out its composition, processes and responsibilities. The primary responsibilities of the Board are to:

- Retain full and effective control of the company;
- Give strategic direction to the company;
- Take decisions concerning certain policies, budgets, financing plan and major capital expenditures of the company;
- Monitor management in implementing plans and strategies, as approved by the Board;
- Appoint the CEO, other directors and top management;
- Ensure that succession is planned;

- Identify and regularly monitor key risk areas and key performance indicators of the business;
- Endeavour that the company complies with relevant laws, regulations and codes of business practice;
- Ensure that the company communicates with shareholders and relevant stakeholders openly and promptly;
- Monitor the company's integrated performance;
- Establish a formal and transparent procedure for appointment to the board;
- Regularly review the report provided by the committees; and
- Assess the performance of the Board, its committees and its

individual members on a regular basis.

In order to fulfill their responsibilities, Directors always have unrestricted access to information including financial data, documents, and records of the company.

Board Meeting

In fulfillment of its responsibilities, the Board of Directors of OIL holds periodic meetings and takes appropriate decisions. The Board meets not only for scheduled meeting but also on other occasions to deal with urgent matters that require attention; additional meetings are convened on an ad hoc basis.

As per the provision mentioned under Section 96 of the Companies Act-1994, a meeting of the Board of Directors shall be held at least once in every three months and at least four such meetings shall be held in every year.

Pursuant to the above, the Board met five (5) times during the year under review and all the directors including the Independent Director were present in all meetings. The Company Secretary and the Chief Financial Officer were also present in the Board meetings. However, in order to conform to the new Corporate Governance Code imposed by BSEC, the Head of Internal Audit & Compliance will also attend the Board meeting to be held in the next financial year 2018-19.

Board Appointment, Retirement and Rotation

The company always strictly follows the rules and regulations of different relevant regulatory authorities including BSEC notifications and Companies Act and also its own Articles of Associations regarding the appointment, retirement and re-appointment of directors. In terms of the Companies Act 1994, one third of the directors are required to retire by rotation at each year's AGM. The retiring Directors, being eligible, may offer themselves for re-election by shareholders at the Annual General Meeting.

For the reporting financial year, Mohammad Obaidul Karim, Chairman and Mrs. Arzuda Karim, Director of the company will retire by rotation and also offer themselves for reappointment at the ensuing AGM.

In addition to that as per BSEC notification, the term of an Independent Director is three years which may be prolonged for another three years. However, the appointment / re-appointment of the new Independent Director is subject to the approval by shareholders at the first AGM after their appointment after the recommendation from Board.

Independent Director

The Board of Directors of OIL consists of one qualified Independent Director who ensures independence of the Board and also brings more competencies on the table. The Independent Director is Non-executive Director who has been appointed by the Board with the approval of the shareholders.

Mr. Golam Mohiuddin who held the office of ID for consecutive two terms (six years) has retired from the Board and will be replaced by Mr. Md. Shafiqur Rahman, subject to the approval of the Shareholders in the upcoming AGM.

Company Secretary

The Company Secretary, Mr. Md. Ferdous Jaman works at the centre point of the decision making process in Orion Infusion Limited. He is responsible for ensuring that the Board procedures are followed and that all applicable rules and regulations are complied with. He assists and guides the Chairman and Board of Directors acts with integrity and independence to protect the interests of the company, its shareholders and employees. In compliance with the new Corporate Governance Code, Mr. Jaman cannot hold any executive position in any other company at the same time. As of now, Mr. Jaman is also acting as the Company Secretary of Orion Pharma Limited and Kohinoor Chemical Company (Bangladesh) Limited because these three companies including OIL are operating under the banner of Orion Group. However, the Board has decided to appoint different individual for the position of the Company Secretary within December 31, 2018 as required by the Code.

The key responsibilities of the Company Secretary include:

- Responsible to advice on the corporate governance and other rules and regulations imposed by different regulatory authorities including RJSC, DSE, CSE, BSEC;
- Most notably, the responsibility for developing and implementing processes to promote and sustain good corporate governance has fallen largely within the remit of the Company Secretary;
- Facilitates the distribution of information to the concerned office or person in a timely manner like agenda items for Board meetings, investor communications and any other corporate announcement including Price Sensitive Information which may have significant material impact on the performance of the company;
- Maintains the necessary link and liaison with the internal organs like Board, Management, different divisions and department and also with the external agencies; and
- Performs company secretarial and legal matters- compliance with Companies Act and Memorandum & Articles of Association; arranging and holding the Board meeting, annual generation

meeting, extra ordinary meeting as well as taking correct record of proceedings; maintaining statutory books.

Chief Financial Officer

The Chief Financial Officer, Mr. Samaresh Banik, is one of the key members of management team and has been serving as a credible, knowledgeable and trusted resource to the CEO. In Compliance with the new Corporate Governance Code, Mr. Banik cannot hold any executive position in any other company at the same time. As of now, Mr. Banik is also acting as the Chief Financial Officer of Orion Pharma Limited because these two companies including OIL are operating under the banner of Orion Group. However, the Board has decided to appoint different individual for the position of the Chief Financial Officer within December 31, 2018 as required by the Code. However, the certification of the CFO on the financial statements is disclosed in Annexure 5.

Major duties and responsibilities of the Company CFO are as follows:

- Responsible for directing the financial functions of the company in accordance with the applicable rules and regulation;
- Works with management team on the strategic vision of the organization including cultivating and fostering strategic relationships and potential alliances;
- Responsible for oversight of financial internal controls and coordination of all financial audits;
- Collaborates with the CEO and other senior leaders on operational and strategic issues as they arise; provide strategic recommendations based on financial analysis and projections, and revenue/expense analysis;
- Oversees all financial transactions, including billing, finance, accounting and reporting; and prepares and communicates monthly, quarterly, half yearly and annual financial statements;
- Develops the budget or financial forecasting for upcoming year considering the long-term budgetary planning and cost management in alignment with the strategic plan; and
- Develops and promotes a framework to drive financial acumen and accountability across the organization.

Head of Internal Audit & Compliance

The Head of Internal Audit & Compliance is one of the top executives of the company responsible for performing the full audit cycle including determining internal audit scope and developing annual plans, risk management and control management over operations' effectiveness, financial reliability and compliance with all applicable directives and regulations. In Compliance with the new Corporate Governance Code, Mr. Md. Abdus Salam has been appointed as the new Company HIAC by the Board.

Major duties and responsibilities of the Company HIAC are as follows:

- Responsible for evaluating the adequacy of the system of internal controls and recommending improvements in controls;
- Assesses compliance with policies and procedures and sound business practices;
- Assesses compliance with the laws, rules, regulations, guidelines etc;
- Reviews operations/programs to ascertain whether results are

consistent with established objectives and whether the operations/programs are being carried out as planned;

- Reviews and appraises the soundness, effectiveness, and proper application of accounting process and assess the adequacy and extent of programs designed to safeguard organization assets; and
- Issues reports to the Audit Committee regarding planning of adequate internal control and financial reporting.

Separation of Work for the Chairman and the Chief Executive Officer

The Chairman of the Board, Mr. Mohammad Obaidul Karim, was elected by the Board of Directors. He does not participate in the operational and regular affairs of the company. The Managing Director, Mr. Salman Obaidul Karim is responsible for all day to day management decisions and for the routine business operation of the company. However, the management has taken permission from the Government (Ministry of Commerce) to appoint Mr. Salman Obaidul Karim as the common Group Managing Director.

The separation of position and role of these positions ensures the compliance of corporate governance guidelines imposed by BSEC and also a balance of authority with regard to the Board's decision-making processes.

Roles and responsibilities of the Chairman include:

- Assesses whether the Board is functioning in accordance with the Memorandum and Articles of Association of the company and other applicable laws, rules and regulations;
- Acts as Chair at meeting of Shareholders (AGM), meeting of Board of Directors and reviews and signs minutes of Board meeting;
- Works with the CEO to ensure that key issues are discussed by the Board in a timely manner, so that the Board has adequate support and all necessary information to make decisions;
- Provides independent advice and counsel to the CEO; and
- Represents the company as its figurehead to the relevant stakeholders.

Roles and responsibilities of the Managing Director/ Chief Executive Officer include:

- Formulates and successfully implements company policy;
- Develops strategic operating plans that reflect the longer-term objectives and priorities established by the Board and also directs strategy towards the profitable growth and operation of the company;
- Maintains the operational performance of the company and closely monitors the operating and financial results against plans and budget;
- Represents the company to major stakeholders; and
- Builds and maintains an effective management team.

Board Committee- Audit Committee

With a view to enabling the Board to carry out its responsibilities and

duties effectively, Audit Committee was established as a sub-committee of the Board by delegating certain of Board's responsibilities to this Board committee.

This committee is consisting of three (3) Directors chaired by an Independent Director, Mr. Md. Shafiqur Rahman. Other members are Mrs. Arzuda Karim, Non-executive Director and Mrs. Zareen Karim, Non-executive Director.

The Audit Committee assists the Board with respect to internal control, financial reporting, risks management, auditing matters, monitoring process, related party transactions etc. The committee has also the responsibility to make sure that all the rules and regulations issued by the regulatory authorities have been complied with and are directly responsible to the Board.

Board Committee- Nomination & Remuneration Committee

The newly formed Nomination and Remuneration Committee consisting of three (3) Directors has been established as a sub-committee of the Board of Orion Infusion Limited in order to assist the Board in formulating nomination policy for the Directors and top executives as well as policy for formal process of considering their remuneration. The Chairman of the committee is an Independent Director, Mr. Md. Shafiqur Rahman. Other members are Mrs. Zareen Karim, Non-executive Director and Mrs. Arzuda Karim, Non-executive Director of the company. Since the committee has recently been formed and they have just started working on their scope of works, the nomination and remuneration policy would be disclosed in next financial year's annual report.

Management Team

The Management Team of Orion Infusion Limited is involved in managing and running the affairs of the company. The team is in full control of the company's affair and is also accountable to the Board of Directors. It builds the confidence of the Board by ensuring that all the activities carried out by them are consistent with high ethical standards. The composition of Management Team is as follows:

Name	Status
Mr. Salman Obaidul Karim	Chief Executive Officer/ Managing Director
Mr. Samaresh Banik	Chief Financial Officer
Mr. Binoy Krishna Barai	SVP, Plant
Mr. Md. Faisal R Ferdous	VP, HR
Mr. Harun-Or- Rashid	AVP, Sales
Ms. Monowara Khatoon	AVP, Accounts

Independence of Board of Directors

At Orion Infusion Limited, the Board of Directors is independent of management and has no association that can interfere with their judgment or scope of work. The Nomination and Remuneration Committee (NRC) has been assigned to assist the Board to review the independence of the Directors as well as the sub-committee members. The Independent Director has submitted a signed and dated declaration to demonstrate his independence to the Board of Directors. The Board of OIL determines and declared at the end of the year that all of its members along with those of its sub-committees are independent.

Statutory (External) Audit

OIL follows the Companies Act 1994, Securities and Exchange Rules 1987 and BSEC's notification with regard to the appointment and reappointment of external auditors. Complying with the rules, the audit committee suggests Statutory Auditors' appointment or reappointment to the Board and the Board recommends the same for the approval of shareholders at the next annual general meeting. Also the remuneration of the external auditors is also approved by the shareholders. In addition to this, Orion Infusion Limited conforms to the laws that the statutory auditor can hold the office for a maximum period of three consecutive years and they act independently to provide audited financial statements. Last year Khan Wahab Shafique Rahman & Co., Chartered Accountants were the External Auditors of Orion Infusion Limited and they have been the statutory auditors of the company for last three consecutive years. Therefore, The Audit Committee has recommended M/S. Fames & R, Chartered Accountants, for appointment as the statutory /external auditors of the company for the next financial year to be end on June 30, 2019. Further to that OIL assures the potential stakeholders in respect of corporate compliance by obtaining a Compliance Certificate from a Chartered Accountants Firm, namely ARTISAN, who provides certification based on audit that we have duly complied with all regulatory requirements of Corporate Governance Code imposed by BSEC.

Communication with Shareholders and Stakeholders

The Board of Directors of the company pays great importance to its investors' community and their information requirements. With the sincere desire to stay close with investors' community, the company always tries to bridge the gap between investors' and the company.

The Company holds regularly the Annual General Meeting as per law with adequate notice and disclosures in the Directors' Report and the Auditors' Report on Accounts/Notes and resolutions are passed with consensus and unanimity. The purpose of the AGM is to enable the company to report on its activities during the past year to its shareholders. The Chairman and other members of the Board answer the questions of the shareholders and note the views and suggestions of them offered at the AGM with utmost seriousness.

A Price Sensitive Information (PSI) convening the date, place and time of holding the Annual General Meeting of Shareholders is published in one Bangla and one English daily-newspaper in compliance with the regulatory requirements. The Annual Reports are also sent in advance to all registered shareholders; at least two weeks before the AGM, so that they have ample of time to review the reports. When selecting the time and venue for the AGM, the convenience of maximum shareholders is given consideration by the company.

Quarterly, Half-yearly and the Annual financial statements are also posted at company's website to keep all the stakeholders informed about the company's financial results. We at OIL aim to be accountable and transparent with all our stakeholders, through proper and timely dissemination of information on the company's financial performance and major developments.

34th ANNUAL GENERAL MEETING

The 34th Annual General Meeting (AGM) for the financial year 2016-17 was held at Officers' Club, 26 Baily Road, Ramna, Dhaka on December 14, 2017. Mr. Mohammad Obaidul Karim, Hon'ble Chairman of the company, presided over the meeting and warmly welcomed all the shareholders for attending the AGM. In this meeting, shareholders were informed about the performance and future prospect of the company.

The shareholders also expressed their views and gave valuable suggestions in the meeting. The Hon'ble Chairman appreciated the shareholders for their active participations, constructive suggestions and valuable advices.



The Board members including the Independent Director, the Chief Financial Officer and the Company Secretary at the 34th AGM

The Chairman giving his speech at the AGM



Shareholders at the AGM

NOTICE OF THE 35th ANNUAL GENERAL MEETING

Notice is hereby given that the 35th ANNUAL GENERAL MEETING (AGM) of the Shareholders of Orion Infusion Limited will be held on Monday, December 10, 2018, at 10.15 a.m. at Officers' Club, 26, Baily Road, Ramna, Dhaka-1000, Bangladesh, to transact the following businesses:-

AGENDA

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended June 30, 2018 together with the Auditors' Report and Directors' Reports thereon.
2. To declare dividend for the year ended June 30, 2018.
3. To elect/re-elect Directors who will retire by rotation as per the relevant provisions of Articles of Association.
4. To consider the post-facto appointment of New Independent Director of the Company
5. To appoint External Auditors and to fix their remuneration for the financial year 2018-2019.
6. To appoint Corporate Governance Compliance Auditor and to fix their remuneration for the financial year 2018-2019.
7. To transact any other business with the permission of the Chair.

By Order of the Board

Date: November 25, 2018
Dhaka

Sd/-

Md. Ferdous Jaman
Company Secretary

Note:

1. "Record Date" shall be November 22, 2018 (Thursday).

Shareholders whose names appeared in the Depository/Members Register on the Record Date will be eligible to attend the meeting and will qualify for Dividend.

2. A member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The proxy form, duly stamped (BDT 20.00), must be deposited at the Company's Corporate Office not later than 48 hours before the time fixed for the meeting and in default, Form of Proxy will not be treated as valid.

3. Annual Report, Attendance Slip and Proxy Form along with the notice are being sent to all the members through post/courier service. The members may collect the Annual Report or the Proxy Form from the registered office of the Company. Admission into the venue of the AGM will be allowed on the production of the Attendance Slip/Proxy Form sent with the Annual Report.

4. Members are requested to notify change of address if any, to the Company.

Attention : As per BSEC Guidelines, the Shareholders shall not be entertained with any gift/food item in the ensuring AGM

STRENGTHENING OUR CODE OF CONDUCT AND BUSINESS ETHICS

In Compliance with the new Corporate Governance Code imposed by BSEC, the existing code of conduct for the Board members including the Chairman and the Managing Director/Chief Executive Officer of the company is under review of the newly formed Nomination & Remuneration Committee to conform to the above mentioned Corporate Governance Code. After finalizing of the said code of conduct, the same shall be posted on the website of the company.

We keep and show accurate data

The business information that we work with is vital to our success. We keep the data in a well organized and easily accessible manner so that it can give us important knowledge for prudent business decisions, playing a crucial role in business growth strategies and financial reporting. We must use all of this information wisely and carefully to get the best value from it.

We follow the best sales and marketing practices

We believe in fair competition and avoid unhealthy rivalry with competitors which might lead to any unethical conduct. We disclose accurate and true information of our products. Marketing and promotion are carried out keeping in mind the well being of the society.

We value confidentiality

For a company information is essential tool which must not have public access and assumed to be confidential which includes trade secrets, business, marketing and service plans, consumer insights, engineering and manufacturing ideas, product recipes, designs, databases, records, salary information and any non-published financial or other data. We also provide access to our customers, and suppliers to share their confidential and proprietary information with us. This is our sole responsibility to properly use and safeguard business information belonging to and shared with the company.

We comply with laws, regulations and social norms

Complying with the prevailing laws, rules and regulations and being in conformity with social norms are the basics of our business. Nationally and internationally where ever we do business we obey the relevant laws and regulations and avoid any action that can discredit the company.

We conduct our business with integrity and honesty

Integrity and honesty are playing key roles to building a strong, solid and successful business. We act in truthful manner both in our communication and conduct. We demonstrate these in our every step and avoid taking any action that maybe questionable.

We respect people and uphold their interest

People are the greatest asset if can be utilized properly. They provide new ideas and concept that can be given practical form. So we maintain our workplace a comfort zone where employees feel valued and respected. We do not engage in any conduct that could be considered as disrespectful, harassing, intimidating and aggressive.

We are accountable and responsible

We take full responsibility for all our business decisions, actions and conduct and we are accountable to the stakeholders. Our accountability and responsibility show the most effective way to achieve high standards.

We are committed in protection of data and assets

Information is vital asset of a company. Information and data which is not in the public domain is considered confidential and proprietary information. Again our customers, suppliers and others also may share their confidential and proprietary information with us. We have the duty to properly use and safeguard business information belonging to and shared with the company. Again we are conscious and committed about other assets of our company to protect these from misappropriation, loss and destruction.

RISK MANAGEMENT SYSTEMS

Orion Infusion Limited assures the stakeholders that it is operating its business smoothly not only with the help of forecasts and projections but also by focusing more on identifying risks and addressing them to ensure that the negative effect of these risks are reduced to the maximum. The responsibility of assessing each risk and determining which of them have significant impact on the business are vested with the Audit Committee.

OIL's risk management systems encompass the factors like identification of emerging risks, determination of the significance of each risk, come up with strategies to ensure the safeguarding against these risks, execution of these strategies to minimize the negative impact of these risks. Below is a list of risks having significant impact on the operation of OIL and also the procedures to mitigate or control those risks.

Principal Risks	Importance of risk	Mitigation process
1. People and Talent		
	Human resources are keys to our success. Risks can come from failure of attracting and retaining sufficient number of quality staff. Again lack of right person in the right place at right time can cause huge loss and fail to achieve the planned growth.	<ul style="list-style-type: none"> • Fair and transparent recruitment process. • Arrangement of succession planning. • Regular training and development programs. • Development in employee leadership and employee engagement. • Remuneration and salary structure based on the industry analysis.
2. Political Instability		
	Instability and turbulence of the political condition severely disrupt the operation and cause downturn of sales of the business. Political risks cannot be avoided but these can be managed. Sales decreased, production hampered due to strike are some risks arising from political instability.	<ul style="list-style-type: none"> • Strong Company Affairs Division to stay on top of political risks such as keep up to date information about volatile political climate, macro and micro political risk environment, change in government, new laws and regulations etc. Careful analysis and evaluations of the situations can save the business from business downturn. • Active participation in key policy development and review.
3. Supply Disruption		
	Disruption of input materials due to machinery breakdown, fire and explosion, faulty design and manufacturing, operating error, interruption of power of suppliers can cause material shortages and production can be hampered at great extent.	<ul style="list-style-type: none"> • Inventory management plan development. • Plan to have alternative supply of crucial materials. • Planning meetings are held regularly. • Development of contingency plan.
4. Liquidity Crisis		
	If we have inability to meet our obligations and expense in time, it will threaten our financial position and our strong existence.	<ul style="list-style-type: none"> • We mitigate the risk by developing strategies and taking appropriate actions designed to ensure that necessary funds and collateral are available when needed. • We have integrated our risk management processes for it.

Principal Risks	Importance of risk	Mitigation process
5. Product Quality		
	Product quality fall can reduce our image and decline the quantity of sale.	<ul style="list-style-type: none"> • We comply with regulations including ISO, WHO in production. • Regular quality inspection. • Computerized product testing. • Well trained workers.
6. Market Demand and Competition		
	Presence of significant number of pharmaceutical companies and also the availability of same generic products from different companies results in tough competition that we are already facing.	<ul style="list-style-type: none"> • Improving on time delivery. • Improving product quality. • Promoting brand generic through right channel. • Adopting effective and efficient marketing strategies. • Community engagement.
7. Information Technology		
	OIL is mostly IT based in its activity. So if these are collapsed, OIL will face operational disruption, loss of data, financial loss and damage to corporate image.	<ul style="list-style-type: none"> • We have developed a strong access security to the server. • Well trained IT department taking care of the security and access over time. • Highly secured software and mailing system.
8. Health and Safety		
	OIL products are manufactured with sensitive pharmaceutical materials. If the safety and health care is not ensured, it will cause devastating impact to OIL.	<ul style="list-style-type: none"> • Compliance with ISO, WHO, Bangladesh Food & Drugs Authority and government regulations. • Precautionary equipment to keep things safe. • Training of workers and employees so that they can take care of health and safety.
9. Stakeholder Relationship		
	Stakeholder relationship is vital for OIL. If it is not maintained well, OIL will lose its trust and the market also. The stakeholders may not step forward if proper relationship is missing.	<ul style="list-style-type: none"> • We ensure that each and every potential stakeholder gets proper significance. • We maintain regular communication to related stakeholders. • Provide them necessary data and fulfill their legitimate needs to maintain smooth and reliable relation.
10. Compliance Issues		
	OIL may lose its market, face damage to corporate image and financial penalty if it does not conform to relevant compliances issues.	<ul style="list-style-type: none"> • We ensure the compliance in every aspect of health and safety, financial and reporting, quality of product, production and plant, international business and so on. • A statement of compliance is provided here in this report.

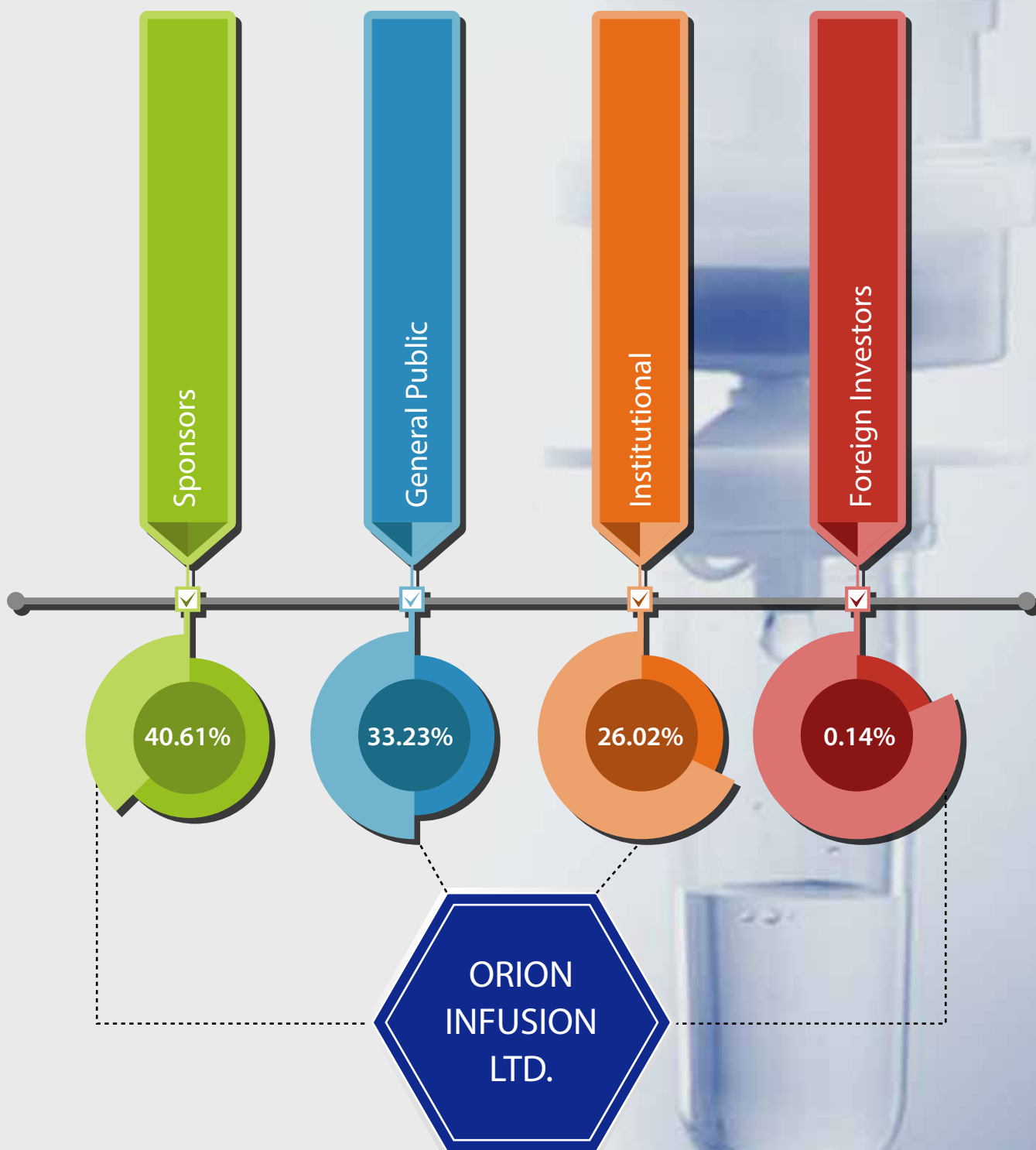
Principal Risks	Importance of risk	Mitigation process
11. Financial Issues		
	Financial risks relates to the interest rate risk and exchange rate risk. Unfavorable movements in the interest rate occur mainly due to Government's monetary policy. Also, unfavorable volatility or currency fluctuation may affect the profitability of the company in case of foreign transaction.	<ul style="list-style-type: none"> • We try to maintain low debt/equity ratio so that adverse impact of interest rate fluctuation is insignificant. • We purchase major portion of raw materials in USD and also export our products in USD. Therefore exchange rate risks are covered by balancing costs and prices of the products.
12. Corporate Reputation		
	If the reputation falls, it will be difficult for OIL to recover it.	<ul style="list-style-type: none"> • We comply with every standard and regulation. • We have world class manufacturing plant. • We properly disclose necessary data for govt., customers and other stakeholders. • We maintain a true and transparent process in every step for our business.
13. Environmental Consideration		
	Failure to make positive contribution to the environmental dimension of sustainability reporting will damage our corporate image.	<ul style="list-style-type: none"> • Maintaining effective waste management. • Adopting air pollution control mechanism.

CORPORATE CRONOLOGY





OUR STRUCTURE



BUSINESS STRATEGY

Orion Infusion Limited formulates strategies and implements them to achieve the organization's objectives in the best possible way, by prioritizing objectives and deploying resources in the most efficient manner.

PRODUCT QUALITY

One of Orion Infusion Limited's key strategies is to focus upon the production of LVP & other life saving IV fluids. The overall organization is guided by the principal of providing the best to the customers. Quality is one way to help consumers to appreciate and believe in what we have to offer. The company believes that quality has to be given the most prominence because it refers to the ability of a product or service to consistently meet or exceed customer requirements or expectations. Our goals of quality control are largely driven by consumer concerns and preferences and we focus on total production systems for achieving quality at minimum cost.

MARKETING & PROMOTION

Orion Infusion Limited provides quality products to uphold brand image. At OIL we evaluate and understand our business strengths, weaknesses, opportunities and threats to make informed decisions. We believe that good marketing keeps drawing our customers' attention to our products and services. Orion Infusion Limited plays by its competitive advantage of cutting edge technology to beat the competitors.

EMPLOYEE MOTIVATION & RETENTION

Orion Infusion Limited puts emphasis on future direction of the organization by always motivating the employees, as it believes that people provide the framework for the future growth and development. We believe that focusing on developing a positive relationship with employees also brings success to the overall organization. At OIL we have successfully established a series of values as the basis for culture such as honesty, excellence, attitude, respect, and teamwork to instill a positive culture in order to motivate the employees.

STAKEHOLDER RELATIONSHIP

All the courses of action of Orion Infusion Limited are undertaken keeping the relevant stakeholders in mind. Every business takes a different approach to stakeholders. The roles of stakeholders differ between businesses, dependent on the rules and responsibilities laid out at the founding of your company or as your business evolved over the years. We believe that influence and perception of a stakeholder can affect the success or failure of an initiative. The Company strives to work in a way that ensures that the wealth of the shareholders is maximized along with complying with other relevant rules. Orion Infusion Limited supports the unprivileged and disaster affected mass population in the country.

ENVIRONMENT PROTECTION

Orion Infusion Limited adopts environment friendly product plans and all other courses of actions are taken in a way so as to implement those plans. OIL realizes that the environment of our planet is degrading at an alarming rate because of non-sustainable urbanization, industrialization and agriculture. We at OIL educate ourselves to educate others and create awareness among all. Staff practices are undertaken in a way so as to reduce waste and consumption in the first place.

FINANCIAL PRIORITY

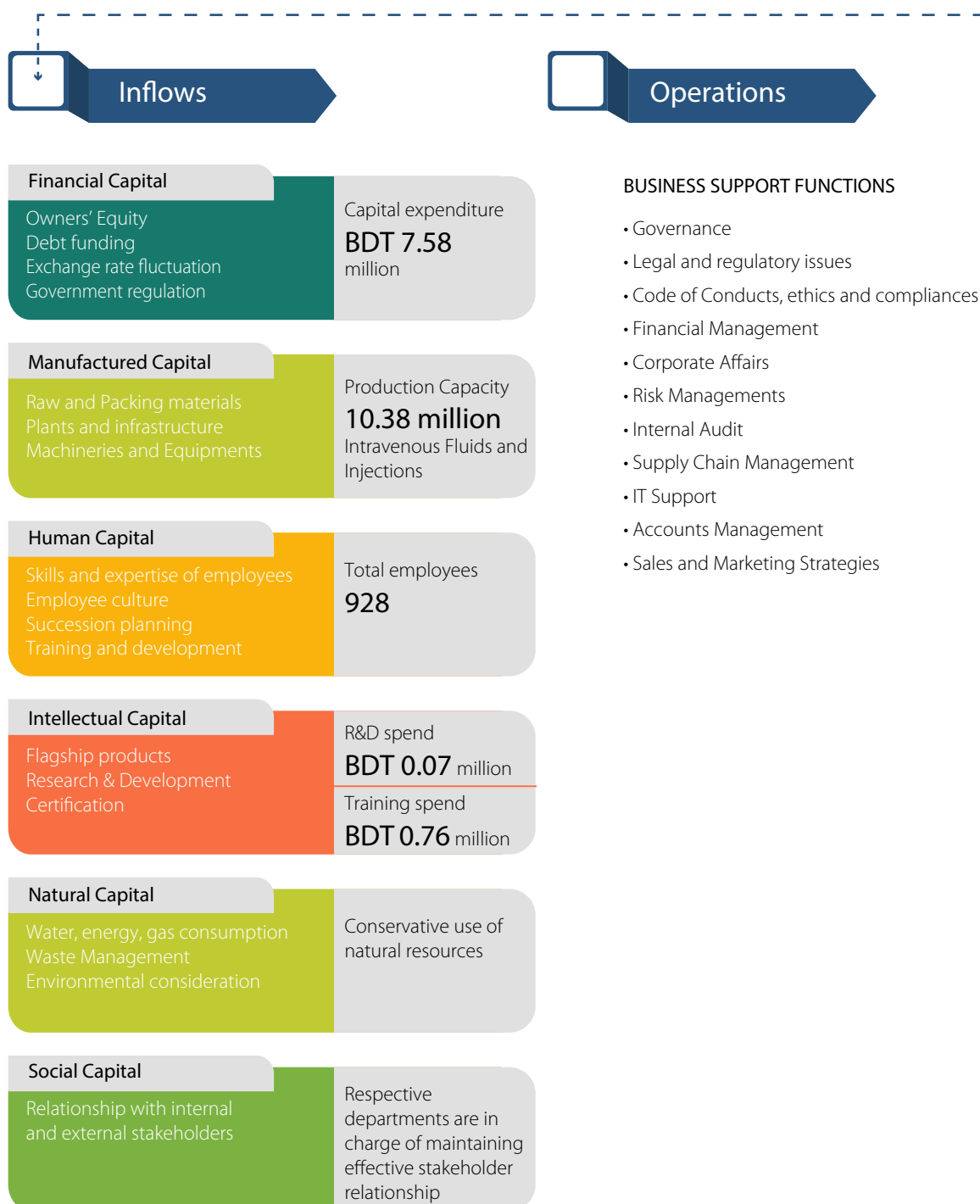
We at OIL take a prudent approach to capital allocation to ensure long-term growth. We also manage our cash flow and achieve our short term goals taking into account both the historical analysis and future targets. We review our working capital requirements periodically. The company utilizes a combination of strategies which helps us to create more growth, opportunities and overall potential.

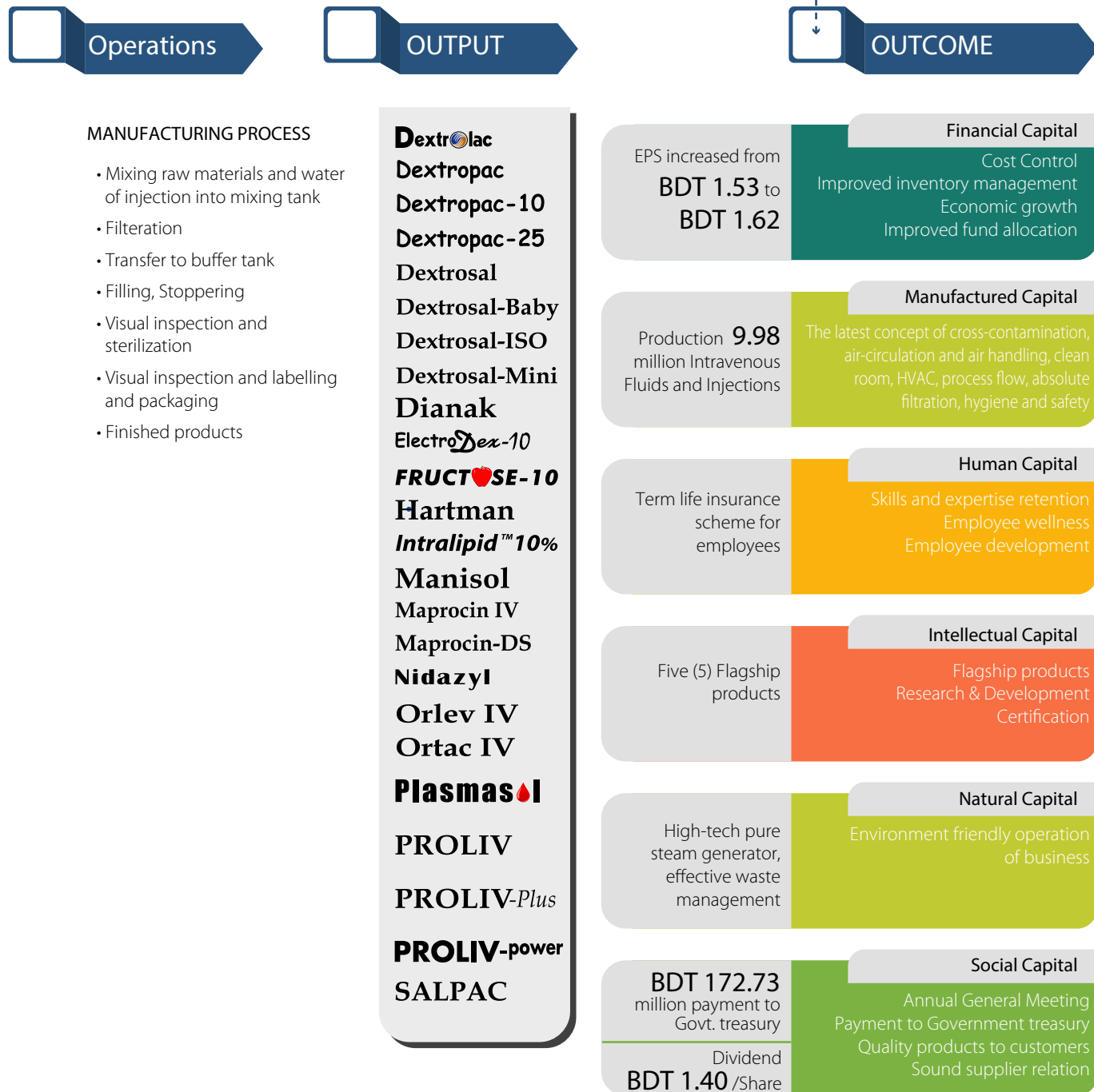
OPERATION MODEL

OIL uses the best technology that helps to maintain the quality of the medicines and enables the management to attain the most effective and efficient production process. We work to have the most output at the lowest cost possible. Our team also carries out reviews of operation process in a continuous basis, to find out bottlenecks, upgrade where necessary and remove unnecessary processes to save both time and cost.

BUSINESS MODEL

Our business model is aimed at creation of values for our stakeholders. It defines how we are operating our business (operations) using different kinds of capital (inflow) and what are the outcomes (output/value creation) we achieve and offer to all of our stakeholders.





VALUE CHAIN

Orion Infusion Limited is creating value by procuring raw materials and using them to manufacture pharmaceutical finished products. The more value it will create, the more profitable it will likely to be. Providing more value to our stakeholders helps us to build competitive advantage. The company is using Porter's Value Chain Analysis in order to understand how the company is creating value, and looking for ways to add more value.

SUPPORT ACTIVITIES

Firm Infrastructure

- The design of the building and factory is good and reflects modern concept
- Prevalence of good governance
- Practice of strong code of business conduct
- Structured departments and hierarchical system
- Improved communication between different departments through the intranet
- Better accounting and financial management practices

Human Resource Management

- Strong HR team to recruit, train and motivate employees
- Excellent corporate culture for team work and leadership development
- Competitive remuneration and compensation benefits
- Ensuring employees' health and safety issues
- Offering healthy working environment
- Nonexistence of gender discrimination

Technology Development

- Highly competitive IT department who supports both IT infrastructure and software
- Automated Central Distribution Centre, distribution channels and depots
- Real time access to sales records from all depots
- Strong IT department is continuously developing many customized software
- Efficient R&D departments continuously engaged with developing new products or upgrading existing one

Procurement

- Direct contact with suppliers
- Good cross border relationship
- IT based procurement planning and inventory management system
- Practice of strong code of business conduct
- Structured departments

Profit



PRIMARY ACTIVITIES

Inbound Logistics

- Good relationship with suppliers
- Sourcing supplies of high quality materials
- Efficient storage facilities- easy storage and retrieval
- Inventories are dealt with swiftness and efficiently
- Hired and owned vehicle fleet
- Supply schedules are matched with production

Operation

- Automated manufacturing processes
- Comply with compliance in every aspect of the production
- Quality control and inspection
- Order fulfillment on time
- Real time inventory and sales tracking system

Outbound Logistics

- On time delivery through 58 customized vehicles
- Inventory management
- Efficient dispatch and delivery system
- Emergency resupply
- Emergency shipment
- 10 Regional Sales Offices and 19 depots all over the country
- 1 Central Distribution Cell

Sales and Marketing

- Efficient field force of 409 number of employees
- Regular training of the sales team through sales training department
- Customer management
- Entering new and emerging markets
- Sales analysis
- Market research
- Branding and promotion of products

Service

- Product complaint form
- Customer survey and seeking feedback
- Structured approach to understand the requirements of individual customers
- Fast response to customer requirement
- Expired product management

Margin



VALUE FOR SOCIETY

- Increased opportunity for serving society and accelerating economic growth
- Creating employment opportunities for local community
- Increased income results in improved yields
- Less consumption of natural resources
- Serving the society by providing high quality medicines that consumer needs
- Participating in the national development process by contributing to national exchequer

OUR STAKEHOLDERS

We believe that our strategy impacts our stakeholders in different ways and we will only succeed in implementing our strategy by taking into consideration the totality of stakeholders' interests. Orion Infusion Limited has always been focusing on identifying who are the major stakeholders having significant influence on the operation of the company, analyzing what actually matters to them, and finally deciding how we can serve their interest.

CONSUMERS

Their Importance

- Ultimate users
- Eventual market
- Final revenue source
- Main source of sustainability of the business

Their Interest

- Product quality
- Price
- Diversified products as per needs
- Social contribution
- Product information
- Compliance

How we serve their purpose

- Market Survey
- Website
- Annual Report
- Launching new products

EMPLOYEES

Their Importance

- Competent employees to attain objectives
- Our image holder and contributor to profit

Their Interest

- Job security
- Periodic salary review in view of adjusting the cost of living
- Transparent recruitment process
- Healthy working environment
- Training & development
- Career growth

How we serve their purpose

- Adjusted salary package
- Pick and drop facilities
- Training opportunities
- Performance reviews and appraisal
- Health & safety facilities
- Employee meeting
- Employee engagement

CUSTOMERS

Their Importance

- Main part of our market
- Source of revenue
- Information provider
- Ensure sustainability

Their Interest

- Certification
- Quality products
- Price
- Diversification
- On time delivery
- After sales service

How we serve their purpose

- Complaint form and Customer satisfaction survey
- Maintenance of enhanced and superior communication
- Seminars and workshops

SHAREHOLDERS, FINANCIAL INSTITUTIONS & ANALYSTS

Their Importance

- Invest for the betterment and growth of the company
- Accountable to them as they seek return on their investment

Their Interest

- Return of investment
- Sustainability and going concern issues
- Effective corporate governance
- Strategic objectives
- Social contribution

How we serve their purpose

- Annual General Meeting
- Annual Report
- Regular repayment of debt and declaration of dividend
- Website
- Regular communication



MEDIA**Their Importance**

- Public perception
- Brand image

Their Interest

- Corporate and industrial insight
- Value creation and International Trade

How we serve their purpose

- Annual Report
- Website
- Business interview

**GOVERNMENT AND
REGULATORY AUTHORITY**
Their Importance

- Control and develop policy
- Provide license and certificates
- Control export import

Their Interest

- Legislative compliance
- Corporate governance
- Environmental and social credentials
- Timely reporting and VAT, Tax payment
- Pricing
- Product quality

How we serve their purpose

- Discussion, seminar and dialogue
- Contribution to national exchequer
- Conform to relevant laws and regulations and reporting to Government and regulatory bodies

COMMUNITIES**Their Importance**

- Sustainability of business
- Brand growth

Their Interest

- Ethical stance
- Social value creation
- Employment
- Environmental preservation
- Health and safety measures

How we serve their purpose

- Annual Report
- Website
- Social awareness

**SUPPLIERS AND
CONTRACTORS**
Their Importance

- Supply production materials and operational facilities
- On time delivery
- Quality of supplied products

Their Interest

- Fair and smooth transaction
- Sustainable growth of the company
- Fair payment

How we serve their purpose

- Regular interaction
- Timely payment to vendors



MANUFACTURING EXCELLENCE ENSURING QUALITY PRODUCTS

With the most advanced technologies, machineries and equipment procedure from Europe, Australia and America, Orion Infusion Limited (OIL) has established the state of art manufacturing plant. To ensure sterile manufacturing environment, the design and construction of OIL plant was adopting the latest concept of cross-contamination, air-circulation and air handling, clean room, HVAC, process flow, absolute filtration, hygiene and safety.

The IV fluids are manufactured under controlled environment leaving no chances for infiltration microbial or entry of pyrogen or other contaminants into the products that ensures products of maximum quality.

OIL is now manufacturing IV fluids by installing high-tech pure steam generator from Europe to produce pure steam during autoclave instead of black steam fulfilling the cGMP requirements.

Sophisticated machineries have been installed by OIL which is fully automated and computer controlled.



QUALITY POLICY

Orion Infusion Limited is dedicated to serving its valued customers with products of excellent quality, through continuous improvement in process & technology, complying with the guidelines of Good Manufacturing Practices (GMP).

A GMP is a system for ensuring that products are consistently produced and controlled according to quality standards. Orion Infusion Limited is committed to fulfill the requirement of GMP to produce high quality of Product. To ensure the implementation of GMP, OIL conducts Internal Audit program (Self Inspection) & take necessary corrective action for any deviations.

TRAINING PROGRAM

Pharmaceutical companies require continuous training for personnel development. The Quality Assurance Department

prepare a Training Plan to ensure that all the employees of the factory receive the training on:

- Safety, health and environment aspects.
- Basic and current good manufacturing practices.
- Based on the job description, they receive the training on.
- Process and the operations carried out in the department.
- Any other areas of operation as identified by the department manager.

Training is conducted by qualified expert staff. The trainers are the experts in the areas of safety, occupational health, quality assurance, engineering, commercial, information technology and other relevant areas.



LOCAL DISTRIBUTION NETWORK



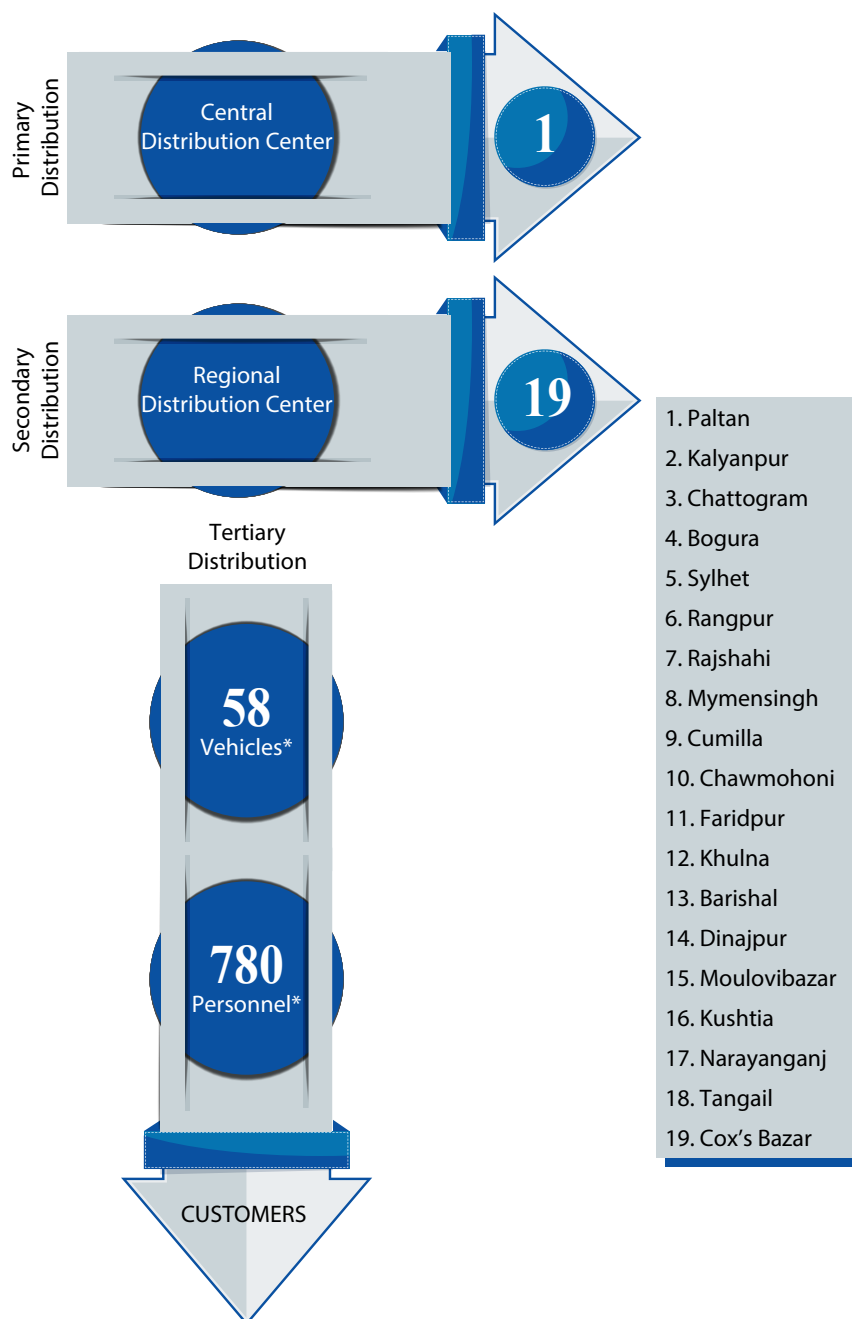
With regard to our distribution channel, we have our own distribution centers including a large number of vehicles and sales depots to ensure coverage of the whole country. 780 people are continuously dedicated to ensure the on-time delivery under the direct supervision of the Central Distribution Cell (CDC). From the CDC the products are sent to the 19 depots from where the 58 customized vehicles help them to reach the end customers.

The distribution channel strengthens our network to meet the need of the community. The width of the distribution network of OIL is very extensive and its channel of distribution takes place through the following consecutive chain.

Primary Distribution: From the finished inventory store, the products are taken to the Central Distribution Cell (CDC) in Dhaka for extensive distribution across the country.

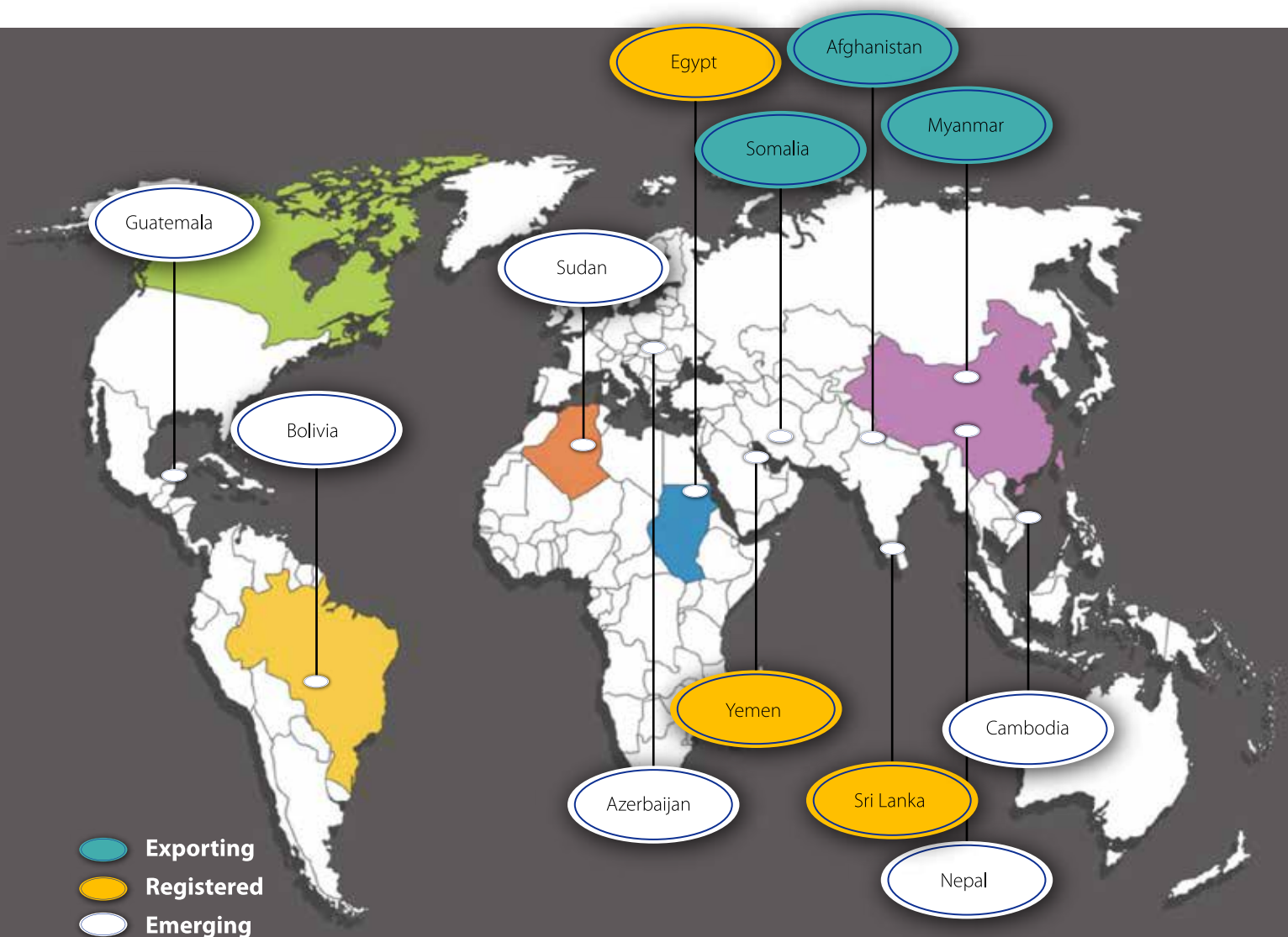
Secondary Distribution: In accordance with the requirements, CDC distributes our products to the 'Regional Distribution Center' (RDC), also known as Depots.

Tertiary Distribution: RDC distributes the products to the respective urban and other remote markets by the company-owned vehicles.



* Given that Orion Pharma Limited and Orion Infusion Limited are two pharmaceutical companies of Orion Group, the distribution network of both these two companies are commonly used by each company as and when required. Therefore, we have mentioned the number of vehicles and number of personnel in consideration of this fact.

INTERNATIONAL NETWORK



With a view to providing healthcare facility globally, Orion Infusion Limited (OIL) has decided to step forward in the overseas pharmaceutical market. Currently we have overseas marketing network in Myanmar, Somalia and Afghanistan. We started exporting in Myanmar since 2017, in Somalia and Afghanistan since 2016.

OIL has obtained Registration in Egypt, Yemen and Sri Lanka. We are also in the process of registering our products and exploring business opportunity in Sudan, Azerbaijan, Cambodia, Nepal, Bolivia and Guatemala. We believe that once the company starts exporting in these countries too, it will have a good contribution in our revenue generation.

PRODUCT INDEX

Therapeutic Class	Trade Name	Generic with Strength	Presentation
Fluid & Nutrient	Dextropac	5% Dextrose	500 ml & 1000 ml in PVC Bag
	Dextropac-10	10% Dextrose	500 ml & 1000 ml in PVC Bag
	Dextropac-25	25% Dextrose	100 ml & 250 ml in PVC Bag
	Fructose-10	10% Fructose	500 ml & 1000 ml in PVC Bag
Fluid & Electrolyte	Dianak	Diarrhoea/Cholera treatment saline	500 ml & 1000 ml in PVC Bag
	Salpac	0.9% Sodium Chloride	100 ml, 500 ml, 1000 ml and 2000 ml in PVC Bag
	Salpac	0.9% Sodium Chloride	100 ml Glass Bottle
	Hartman	Hartmann's solution	500 ml & 1000 ml in PVC Bag
Fat Emulsion for IV Use	Intralipid TM 10%	Intravenous fat emulsion 10%	500 ml in Glass Bottle
Fluid, Nutrient & Electrolyte	Dextrosal	5% Dextrose + 0.9% NaCl	500 ml & 1000 ml in PVC Bag
	Dextrosal-Mini	5% Dextrose + 0.45% NaCl	500 ml in PVC Bag
	Dextrosal-Baby	5% Dextrose + 0.225% NaCl	500 ml in PVC Bag
	Dextrosal- ISO	4.3% Dextrose + 0.18% NaCl	500 ml & 1000 ml in PVC Bag
	Dextrolac	Lactated Ronger's Solution + 5% Dextrose	500 ml & 1000 ml in PVC Bag
	Electrodex-10	10% Dextrose + 0.225% Sodium Chloride Solution	500 ml & 1000 ml in PVC Bag
Plasma Substitute	Plasmasol	6% Hydroxyethyl Starch in Isotonic Sodium Chloride Solution	500 ml in Glass Bottle
Antimicrobial	Nidazyl IV	Metronidazole 500 mg/100 ml	100 ml in PVC Bag
	Maprocin IV	Ciprofloxacin 200 mg/ 100 ml	100 ml in PVC Bag
	Maprocin-DS IV	Ciprofloxacin 400 mg/ 100 ml	100 ml in PVC Bag
	Orlev IV	Levofloxacin 500 mg/ 100 ml	100 ml in PVC Bag
Antiulcerant	Ortac IV	Ranitidine USP 50 mg / 100 ml	100 ml in PVC Bag
Osmotic Diuretic	Manisol	20% Mannitol	500 ml in PVC Bag
Amino Acid Solution	Proliv	5% Composite Amino Acid Solution with D-Sorbitol	500 ml and 100 ml in Glass Bottle
	Proliv-Plus	7% Amino Acid Solution with 10% Glucose & Electrolytes	500 ml in Glass Bottle
	Proliv-Power	8.14% Essential Amino Acid with 5% D-Sorbitol & Electrolytes IV Infusion	500 ml in Glass Bottle

OUR FLAGSHIP PRODUCTS

