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## THE EXCELSIOR GROUP

**BENGAL BISCUITS LIMITED** is a Member Company of the **EXCELSIOR GROUP**. The names, nature of activities and the year of Incorporation of all the Members of this Group are mentioned below :

| NAMES &    | NATURE OF ACTIVITIES  | YEAR OF<br>INCORPORATION |
|------------|---|--------------------------|
|            | EXCELSIOR TRADING CORPORATION LTD.<br>Indenters, Exporters & Importers  | 1972                     |
|            | BENGAL BISCUITS LIMITED<br>Manufacturer of high quality Biscuits, Flour, Extruded<br>Snacks, Candy and other Consumer food products | 1980                     |
| <b>9</b> 1 | PHARMA AIDS LIMITED<br>Manufacturer of Neutral Glass Ampoules   | 1981                     |
|            | EXCELSIOR GARMENTS LIMITED<br>100% Export Oriented Readymade Garments   | 1984                     |
|            | EXCELSIOR ENGINEERS LIMITED<br>Engineering Consultants & Fabricators  | 1985                     |
|            | EXCELSIOR SHOES LIMITED<br>Manufacturer of 100% Export Oriented Shoes   | 1988                     |
| ECL        | EXCELSIOR CORPORATION LIMITED<br>Corporate Affairs of the Member Companies  | 1990                     |
|            |   |                          |

## **CORPORATE DIRECTORY**

### **BOARD OF DIRECTORS:**

MR. M. A. KALAM Chairman & Managing Director

MR. M. A. MASUD Director

MR. FAIZUL HASSAN Director

MRS. NURUL AKHTAR AURORA Director

MR. M. SYEDUR RAHMAN Independent Director

#### **CORPORATE SECRETARY:** Mr. K. H. Reza, FCS

AUDITORS: Haque Shahalam Mansur & Co. Chartered Accountants

**BANKER:** Janata Bank Limited Barisal Corporate Branch, Barisal & Topkhana Road Corporate Branch, Dhaka

#### **REGISTERED OFFICE:**

345, Segun Bagicha Ramna, Dhaka-1000 Bangladesh. Phones : 8316481, 9337741-43 Fax : 880-2-8313687, 8313538.

#### FACTORY:

Plot # A-44 – A-46 BSCIC Industrial Estate Kawnia, Barisal Bangladesh.

## BENGAL BISCUITS LIMITED

345, SEGUN BAGICHA, DHAKA-1000

Price Sensitive Information

The valued Shareholders of the Company are here by informed that the Board have recommended no divided in its Board Meeting held on 05-06-2008.

## NOTICE OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given to all the Shareholders of the Company that the 27<sup>th</sup> ANNUAL GENERAL MEETING of the Company will be held in the <u>Barisal Auditorium</u>, Band Road, Barisal, on Monday, the 30<sup>th</sup> June, 2008, at 10:00 a.m. to transact the following agenda:

- 1. To confirm the Minutes of the 26<sup>th</sup> Annual General Meeting;
- 2. To receive, consider and adopt the Audited Accounts of the Company for the Accounting Year ended on 30<sup>th</sup> June, 2007 together with the Auditors' and the Directors' reports thereon;
- 3. To elect Directors as per terms of Article Nos. 120 of the Articles of Association of the Company;
- 4. To appoint Auditors and to fix their remuneration.

By Order of the Board of Directors

Dated: 05-06-2008

sd/-

(K. H. Reza, FCS) Corporate Secretary

#### NOTES:

- 1. The Share Register of the Company will remain closed from 19<sup>th</sup> to 30<sup>th</sup> June, 2008 (both the days inclusive). During that period no share transfer will be effected.
- 2. Vote may be given either personally or by attorney or by proxy and in case of a Company/ Corporation by a representative duly authorised. Such proxy shall be duly authorized by the Member. Forms of Proxy/Power of Attorney/ Authorization letter must be stamped with revenue stamp of Tk. 8.00 (Taka eight) and be deposited at the Company's Registered Office at least 48 hours before the Meeting.
- 3. Members are requested to notify their change of address, if any, to the Company in writing before 19<sup>th</sup> June, 2008.
- 4. Admission into the Auditorium will be only on production of the Attendance Slip.

## বেঙ্গল বিস্কুট লিমিটেড

### সভাপতি ও পরিচালকমন্ডলীর প্রতিবেদন।

সম্মানিত শেয়ারহোল্ডারগণ।

আস্সালামু-আলাইকুম।

অদ্যকার বার্ষিক সাধারণ সভায় উপস্থিত সকলকে আমি ব্যক্তিগতভাবে এবং পরিচালকমন্ডলীর পক্ষ থেকে জানাচ্ছি সাদর অভ্যর্থনা। আমি ৩০শে জুন, ২০০৭ইং এ সমাপ্ত হিসাব বৎসরের কোম্পানীর বার্ষিক প্রতিবেদন, নিরীক্ষিত হিসাব ও তার উপর নিরীক্ষকদের প্রতিবেদন আপনাদের সদয় বিবেচনা, পর্যালোচনা ও অনুমোদনের জন্য উপস্থাপন করছি।

#### কোম্পানীর পরিচিতি ঃ

বেঙ্গল বিস্কুট লিমিটেড ১৯৮০ ইং সালে স্থাপিত হয় এবং ১৯৮৪ ইং সালের ১০ই অক্টোবর উৎপাদন শুরু হয়। বরিশাল সদরে অবস্থিত বিসিক এলাকায় কারখানাটি অবস্থিত। ৪৯,৫০০ বর্গফুট এলাকা উৎপাদন, গুদাম ও সংশ্লিষ্ট কাজে ব্যবহৃত হচ্ছে। অত্র প্রতিষ্ঠানে মোট ৩৫২ জন কর্মকর্তা, কর্মচারী ও শ্রমিক কর্মরত আছেন। বিগত বছর এই সংখ্যা ছিল ৩৭১ জন।

#### ব্যবসায়িক কার্যক্রম ঃ

আলোদ্ত বছরে কোম্পানীর বিক্রয়ের পরিমাণ ৬২১.৯৮ লক্ষ টাকা থেকে ৬৩৫.৬৬ লক্ষ টাকায় উন্নীত হয়। পণ্যের বৈচিত্রকরণের ব্যবস্থা ও বিভিন্ন কৌশলগত পদক্ষেপ নেয়ায় চাহিদার অগ্রগতি স্বত্বেও বিদ্যুৎ সরবরাহে বিঘ্নতা, মেকানিক্যাল সমস্যা, কাঁচামাল ও মোড়ক সামগ্রীর অস্বাভাবিক মূল্য বৃদ্ধির কারণে সঠিক সময়ে উৎপাদন করতে না পারায় সরবরাহে বিঘ্ন ঘটেছে। ইতিমধ্যে আমরা দু'টি জেনারেটর সংগ্রহ করেছি যা বিদ্যুৎ সমস্যার সমাধান করবে। প্রতিনিয়ত মালামালের যেমন, ময়দা, ডালডা, গুড়োদুধ ও মোড়ক সামগ্রীর মূল্য বৃদ্ধির কারণে উৎপাদন ব্যয় কমানো অসন্তব হয়ে পড়েছে। যাহোক, কোম্পানীর বিক্রয় ও মুনাফা বৃদ্ধির লক্ষ্যে কৌশলগত ব্যবস্থাপনার অংশ হিসেবে উৎপাদিত পণ্যের মান বৃদ্ধি ও ভারসাম্যযুক্ত পণ্য বাজারজাত করার একটি প্রকল্পের বাস্তবায়ন প্রক্রিয়াধীন আছে। আমরা আশাবাদী এর সঠিক বাস্তবায়নের সফল অদর ভবিষ্যতে পাওয়া যেতে পারে।

#### আর্থিক ফলাফল ঃ

সুষ্ঠু ব্যবস্থাপনা ও অবচয় গণনার পদ্ধতি পরিবর্তনের কারণে আলোচ্য বছরে কোম্পানীর লোকসান বিগত বছরের তুলনায় কমেছে ৪৬.৬১ লক্ষ টাকা। আর্থিক ফলাফল নিম্নে বর্ণিত হলো ঃ

|                           |   |           | (লক্ষ টাকায়) |
|---------------------------|---|-----------|---------------|
|                           |   | 2006-2009 | 2006-2005     |
| মোট বিক্রয়               | õ | ৬৩৫.৬৬    | ৬২১.৯৮        |
| মোট লাভ                   | 8 | ১৩৬.৩৫    | ১৩৬.৭৮        |
| নীট লাভ/(লোকসান)          | 8 | (૧৮.૨૨)   | (১২৪.৮৩)      |
| শেয়ার প্রতি লাভ/(লোকসান) | 8 | (55.06)   | (১৭.৩8)       |

#### লভ্যাংশ ঘোষণা সংক্রান্ত সিদ্ধান্ত ঃ

আলোচ্য বছরে কোম্পানীর নীট লোকসান হয়েছে ৭৮.২২ লক্ষ টাকা যা বিগত বছরের লোকসানের তুলনায় ৩৭.৩৪% কম এবং পুঞ্জীভূত লোকসানের পরিমাণ ২৫৪.৮৫ লক্ষ টাকা। এমতাবস্থায় কোম্পানীর পরিচালনা পর্যদের পক্ষে এ বছরেও লভ্যাংশ ঘোষণা করা সম্ভবপর হয়নি।

#### পরিচালনা পর্যদ ঃ

বর্তমানে কোম্পানীর পরিচালকমন্ডলীর সদস্যগণ নিম্নরূপ ঃ

১। জনাব এম, এ, কালাম -সভাপতি ও ব্যবস্থাপনা পরিচালক

- ২। জনাব এম, এ, মাসুদ -পরিচালক
- ৩। জনাব ফায়েজুল হাসান পরিচালক
- ৪। মিসেস নূরুল আক্তার অরোরা পরিচালক
- ৫। জনাব সাইদুর রহমান -সতন্ত্র পরিচালক

#### হিসাবকাল পরবর্তী অবস্থা ঃ

এ বছরও কাঁচামাল ও মোড়কসামগ্রীর অস্বাভাবিক মূল্যবৃদ্ধি অব্যাহত রয়েছে। ফলে কাঙ্খিত ফলাফল অর্জিত হচ্ছে না। এতদসত্ত্বেও কোম্পানীর ব্যবসায়িক উন্নয়নকল্পে আন্তরিক প্রচেষ্টা অব্যাহত রয়েছে।

#### কর্পোরেট গভর্নেন্স ঃ

সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন এর নোটিশ নং এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/প্রশাসন/০২-০৮, তারিখ : ফেব্রুয়ারী ২০, ২০০৬ ইং এর নিরিখে কোম্পানীর কর্পোরেট গভর্নেস এর অবস্থান সন্নিবেশিত হয়েছে পরিশিষ্ট-১ এর মধ্যে।

#### পরিচালকগণের অবসর গ্রহণ ও পুনঃনিয়োগ ঃ

কোম্পানীর আর্টিকেলস অব এসোসিয়েশনের ১২০ নং অনুচ্ছেদ অনুসারে জনাব এম, এ, মাসুদ এ বছর পরিচালকমন্ডলীর পর্যদ হতে অবসর গ্রহণ করেছেন। তিনি পুনঃনিয়োগ লাভের যোগ্য বিধায় পুনঃনিয়োগের জন্য আবেদন করেছেন।

#### নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ ঃ

কোম্পানীর বর্তমান নিরীক্ষক মেসার্স হক শাহ আলম মনসুর এন্ড কোং, চার্টার্ড এ্যাকাউন্ট্যান্টস্ তাদের মেয়াদ উত্তীর্ণ হওয়ায় অবসর গ্রহন করেছেন। যোগ্যতাসম্পন্ন হওয়ায় তারা ২০০৭-২০০৮ ইং অর্থ বছরের জন্য কোম্পানীর নিরীক্ষক হিসেবে পুনঃনিয়োগ লাভের জন্য আবেদন করেছেন। অন্য কোন প্রস্তাব না থাকায় পর্ষদ তাদের পূর্বেকার পারিশ্রমিকেই পুনঃনিয়োগদানের জন্য সুপারিশ করছেন।

#### অন্যান্য ঃ

ভ্যাট কর্তৃপক্ষ কর্তৃক অযৌক্তিকভাবে ৩.০০ কোটি টাকা ভ্যাট আরোপ এবং উহার উপর আরও ৬.৪২ কোটি টাকা জরিমানা ধার্য্যের বিষয়টি বর্তমানে আদালতে বিচারাধীন রয়েছে।

#### উপসংহার ঃ

পরিচালকমন্ডলী মূল্যবান সহযোগিতা ও সমর্থন দানের জন্য কোম্পানীর সম্মানিত শেয়ারহোল্ডারগণ, ক্রেতা-বিক্রেতা, সরবরাহকারী, সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ঢাকা ও চট্টগ্রাম ষ্টক এক্সচেঞ্জ লিমিটেড, ব্যাংক ও অন্যান্য আর্থিক প্রতিষ্ঠানসমূহ যারা আমাদের কার্যক্রমের সাথে জড়িত তাদের সকলকে আন্তরিক ধন্যবাদ ও অভিনন্দন জানাচ্ছে। একই সাথে কোম্পানীর সকল কর্মকর্তা, কর্মচারী ও শ্রমিকগণকে তাদের দায়িতুশীলতা, নিষ্ঠা ও কর্মতৎপরতার জন্য জানাই আন্তরিক ধন্যবাদ।

পরিচালকমন্ডলীর পক্ষে,

(এম. এ. কালাম) সভাপতি ও ব্যবস্থাপনা পরিচালক।

#### **ANNEXURE-I**

#### The Directors also report that:

- The financial statements of the Company present true and fair view of Company's state of affairs, result of its operations, cash flows and changes in equity.
- Proper books of account as required by law have been maintained.
- Appropriate accounting policies have been followed in formulating the financial Statements and Accounting estimates were reasonable and prudent.
- The financial statement was prepared in accordance with International Accounting Standard (IAS) as applicable in Bangladesh.
- The internal control system is sound in design and effectively implemented and monitored.
- There are no significant doubts upon the company's ability to continue as a going concern.
- There is no significant deviation from the operating result of the last year.
- The number of board meetings and the attendance of directors during the year 2006-2007 were as follows:

| Name of Directors        | Meeting Held | Attended                       |
|--------------------------|--------------|--------------------------------|
| Mr. M. A. Kalam          | 4            | 4                              |
| Mr. M. A. Masud          | 4            | 4                              |
| Mr. Faizul Hassan        | 4            | 4                              |
| Mrs. Nurul Akhter Aurora | 4            | 4                              |
| Mr. M. Syedur Rahman     | 4            | a an an <del>a</del> f is 1350 |

- The pattern of shareholding (along with name wise detail) of parent/subsidiary/associated companies and other related parties, directors, chief executive officer, company secretary, chief financial officer, head of internal audit and their spouse and minor children, executives, shareholders holding 10% or more voting interest in the company as at 30<sup>th</sup> June, 2007 is stated in ANNXURE-II.
- Securities and Exchange Commission compliance report is enclosed herewith as ANNEXURE-III.
- Key operating and financial data of last three years have been presented in summarized form as Past Financial Statistics in ANNEXURE-IV.

#### ANNEXURE-II

## Pattern of Shareholding as on June 30, 2007 :

| Particulars  | Nos. Share<br>holding | Percentage                              |  |
|--|-----------------------|---|--|
| Parent Company   | -                     |   |  |
| Associated Companies:  |                       |   |  |
| Excelsior Trading Corporation Ltd.                                   | 20                    | -                                       |  |
| Other Related Parties:   |                       |   |  |
| Directors:   |                       |   |  |
| Mr. M. A. Kalam  | 45,877                | 6.37%                                   |  |
| Mr. M. A. Masud  | 23,702                | 3.29%                                   |  |
| Mr. Faizul Hassan  | 37,298                | 5.18%                                   |  |
| Mrs. Nurul Akhter Aurora   | 12,433                | 1.73%                                   |  |
| Mr. M. Syedur Rahman   | No Share              | -                                       |  |
| Chief Executive Officer (CEO) and his spouse and minor children:     |                       | -                                       |  |
| Chief Financial Officer (CFO) and his spouse and minor children :    | -                     | -                                       |  |
| Company Secretary (CS) and his spouse and minor children:            |                       |   |  |
| Head of Internal Audit (HIA) and his spouse and minor children:      | -                     | -                                       |  |
| Executives (Top five salaried person other than CEO, CFO, CS, HIA) : |                       |   |  |
| 1. Mr. Mominul Hoque Dhali, General Manager                          | - <u>-</u>            |   |  |
| 2. Mr. Muhammad Azizul Hoque, Sales Manager                          |                       | -                                       |  |
| 3. Mr. Md. Fakhrul Islam, Manager Business Management                |                       | -                                       |  |
| 4. Mr. Md. Mansoor Ahmed, Factory Executive                          |                       | -                                       |  |
| 5. Mr. Md. Abu Baker Siddik, Commercial Executive                    |                       | jan |  |
| Shareholders Holding 10% or more voting right:                       |                       | · · · ·                                 |  |

#### ANNEXURE-III

Status of compliance with conditions imposed by the <u>Securities and Exchange Commission Notification No.</u> <u>SEC/CMRRCD/2006-158/Admin/02-08 dated 20<sup>th</sup> February, 2006</u> issued under section 2CC of the Securities and Exchange Ordinance, 1969:

| Condition |   | Complia  | nce Status         | Explanation for<br>non compliance                        |
|-----------|---|----------|--------------------|--|
| No.       | Title   | Complied | Not<br>Complied    | with the condition                                       |
| 1.1       | 1.1Board's Size: Board Members should not be less than 5<br>(five) and more than 20 (twenty)  |          | il a Mirina.       |  |
| 1.2 (i)   | Independent Director: at least 1/10 <sup>th</sup>   | Complied |                    |  |
| 1.2 (ii)  | Appointment of Independent Director by elected Directors  | Complied |                    |  |
| 1.3       | Chairman of the Board and Chief Executive Officer<br>should preferably be filled by different individuals                           |          | Not<br>Complied    |  |
| 1.4 (a)   | Fairness of financial statements  | Complied |                    | and and a second   |
| 1.4 (b)   | Maintenance of proper books of account Co   |          | -                  |  |
| 1.4 (c)   | Appropriate accounting policies applied consistently  | Complied |                    |  |
| 1.4 (d)   | International accounting standards, as applicable in<br>Bangladesh have been followed in preparing the Comp<br>financial statements |          |                    |  |
| 1.4 (e)   | Sound and effective internal control system   | Complied |                    |  |
| 1.4 (f)   | Ability to continue as going concern  | Complied |                    | n -<br>Salahan ya  |
| 1.4 (g)   | Significant deviations from last year in operating results  | Complied |                    | n a statistica da si |
| 1.4 (h)   | Summary of key operation and financial data   |          |                    | Martin en P  |
| 1.4 (i)   | If dividend has not been declared, the reason thereof   |          | ant and<br>an and  |  |
| 1.4 (j)   | Number of Board meeting held during the year and attendance each director   |          | i gang<br>Alah kan | t no se di   |
| 1.4 (k)   | Pattern of share holding  | Complied | ka Kotya           | up de la comp  |

| Condition<br>No. | T:41  |                   | Compliance Status   |  |
|------------------|---|-------------------|---|--|
| 2.1              | Appointment of:   | . e 10            | States States and States and  | entra qui i                            |
|                  | a) CFO  | Complied          |   |  |
|                  | b) Head of Internal Audit   | Complied          | ind products<br>in the second s |  |
|                  | c) Company Secretary  | Complied          | , mailtea   | The States of                          |
| 2.2              | Attend the Board Meeting by :   |                   |   |  |
|                  | a) CFO  | Complied          |   |  |
| 2<br>2           | b) Company Secretary  | Complied          |   | 1988년 1913년 - 1<br>1<br>1              |
| 3.00             | Constitution of audit committee   | Complied          | e hargar a  |  |
| 3.1 (i)          | The audit committee should be composed of at least three members  | Complied          | n geheel<br>  | on con constantino<br>Marina           |
| 3.1 (ii)         | Members of audit committee should be appointed by<br>the board who are directors and one should be<br>independent director                    | Complied          | ina ang sa  |  |
| 3.1 (iii)        | Board of Director should fill up the vacancy within one month of the vacancy in the audit committee   | Complied          |   |  |
| 3.2 (i)          | Board of Director should select one member of the<br>audit committee to be as chairman of the audit<br>committee                              | Complied          | n in the constant   |  |
| 3.2 (ii)         | Chairman of the audit committee should have a professional qualification or knowledge, understanding and experience in accounting and finance | Complied          |   |  |
| 3.3.1 (i)        | Reporting to the Board of Director of the Audit<br>Committee  | Complied          |   | na se spinov<br>Vistore                |
| 3.3.1(ii)<br>(a) | Report of conflict of interest  | Not<br>Applicable | en en en en eg  |  |
| 3.3.1(ii)<br>(b) | Reporting of any fraud or irregularity or material defect<br>in internal control system   | Not<br>Applicable | en e  |  |
| 3.3.1(ii)<br>(c) | Reporting of infringement of laws, including securities related laws, rules and regulations   | Not<br>Applicable | an a  | Rana maina<br>Nana maina<br>Nana maina |
| 3.3.1(ii)<br>(d) | Reporting of any others matter to the Board of Director   | Not<br>Applicable |   |  |

Annual Report : 2006-2007

| Condition<br>No. | Title  | Complianc         | e Status        | Explanation for<br>non compliance<br>with the<br>condition |  |
|------------------|--|-------------------|-----------------|--|--|
| 3.3.2            | Reporting to the Authorities:  |                   |                 |  |  |
|                  | If the Audit Committee has reported to the Board of<br>Directors about anything which has material impact on<br>the financial condition and results of operation and<br>being ignored by the Board of Directors, the Audit<br>Committee should report such findings to the<br>Commission | Not<br>Applicable |                 |  |  |
| 3.4              | <b>Reporting to the Shareholders:</b><br>Report on activities carried by the Audit Committee<br>including any report made to the Board of Directors<br>under condition 3.3.1 (ii) and the Disclosure of which<br>should be made in the Annual Report                                     | Complied          |                 |  |  |
| 4.00 (i)         | Non-engagement of External/Statutory Auditors in appraisal or valuation  | Complied          |                 |  |  |
| 4.00 (ii)        | Non-engagement of External/Statutory Auditors in designing in financial information system   | Complied          |                 |  |  |
| 4.00 (iii)       | Non-engagement of External/Statutory Auditors in<br>book-keeping or others services related to the<br>accounting records or financial statements   | Complied          |                 |  |  |
| 4.00 (iv)        | Non-engagement of External/Statutory Auditors in broker/dealer services  | Complied          | · · · · · · · · |  |  |
| 4.00 (v)         | Non-engagement of External/Statutory Auditors in actuarial services  | Complied          |                 |  |  |
| 4.00 (vi)        | Non-engagement of External/Statutory Auditors in internal audit services   | Complied          |                 | n alan napa<br>a ana ang a<br>a atau a dan                 |  |
| 4.00 (vii)       | Non-engagement of External/Statutory Auditors in any other services  | Complied          |                 | Seattle  |  |

## Past Financial Statistics :

#### ANNEXURE-IV

(Taka in lac)

| SI.<br>No. | Particulars                     | 2003-2004   | 2004-2005 | 2005-2006 | 2006-2007 |
|------------|---------------------------------|-------------|-----------|-----------|-----------|
| ż          | Ph III                          | fr om herne |           |           |           |
| 1          | Authorised Capital              | 1000.00     | 1000.00   | 1000.00   | 1000.00   |
| 2          | Paid up Capital                 | 720.00      | 720.00    | 720.00    | 720.00    |
| 3          | Reserves & Surplus              | 94.82       | (40.54)   | (178.36)  | (254.85)  |
| 4          | Share Premium                   | 300.00      | 300.00    | 300.00    | 300.00    |
| 5          | Fixed Assets-Written down value | 565.50      | 448.10    | 357.97    | 294.25    |
| 6          | Turnover                        | 747.82      | 608.81    | 621.98    | 635.66    |
| 7          | Gross Profit                    | 203.42      | 143.70    | 136.78    | 136.35    |
| 8          | Net Profit/(Loss)               | (136.60)    | (135.36)  | (124.83)  | (78.22)   |
| 9          | Earning Per Share (EPS)         | (19.35)     | (18.80)   | (17.34)   | (11.08)   |
| 10         | Net Asset Value (NAV) per share | 154.84      | 136.04    | 116.89    | 106.27    |
| 11         | Price Earning Ratio             | (1.52)      | (1.28)    | (2.18)    | (3.16)    |
| 12         | No. of Employees                | 390         | 365       | 371       | 352       |
| 13         | No. of Shareholders             | 5,537       | 5,493     | 5,219     | 5111      |

## **AUDITORS REPORT TO THE SHAREHOLDERS OF** BENGAL BISCUITS LIMITED

We have audited the accompanying Balance Sheet of BENGAL BISCUITS LIMITED as of 30<sup>th</sup> June, 2007 at the related Profit and Loss Account, Statement of Changes in Equity and Cash Flow Statement for the year ender 30<sup>th</sup> June, 2007.

#### **Respective Responsibilities of Management and Auditors**

The Company's management is responsible for preparing the financial statements, which gave a true and faview, in accordance with Generally Accepted Accounting Principles (GAAP) and the Bangladesh Accounting Standards (BAS) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) Our responsibility to express an independent opinion on these financial statements, presented to us, based on Bangladesh Standard on Auditing (BSA) adopted by ICAB.

#### **Basis of Audit Opinion**

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

#### Our audit observations are as under

#### 1. Utilization of Production Capacity:

The unit-wise production capacity utilization position of the Company is still very poor. In case of Unit 1 Biscuit Plant & Flour Mill-49.07%, Unit-2 : Rice Puff Plant- 4.13%, Unit-3: Candy Plant- 14.56% and Unit 4: Extruded Snacks- 9.36%. In comparison to the total utilization capacity of 4 units, the Company utilized only 44.11%. The management of the Company opined that the shortfall was made due to less demand power problem, mechanical & electrical maintenance problem, higher price of raw & packing material and foil. In our opinion, production capacity must be utilized at the optimum level to strengthen the financia position of the Company. During the year the Company earned a net loss amounting to Tk. 7,980,654 which is 12.55%.

#### 2. Turnover: Tk. 63,566,356

Turnover of the Company increased by 2.15% in comparison with last year. But, the Company has huge ur utilized capacity. Management of the Company should take more marketing strategies to enhance the sale volume for making the company profitable.

#### 3. Cost of Goods Sold (COGS) : Tk. 49,931,373

The Cost of Goods Sold represents 78.55% of the total turnover, which is the higher side and also increase than last year. The main reason of the higher COGS is as for the vicious spiral of the raw materials lik flour, dalda, flavour, materialized foil etc. that is explained by the management. We observed tha Management of the company changed no depreciation to COGS. In our opinion, to ensure the steady profi unit sales price of products should be increased, as per affordable market situation and depreciation of factory related assets should be charged to COGS.

#### 4. Adjustment of Tax-Holiday Reserve : Tk 24,798,587

During the year under audit, management of the Company adjusted entire amount of tax-holiday reserve with retained earning. So, the accumulated loss of the Company decreased by Tk.24,798,587 and loss stands on Tk. 25,484,950.

#### 5. Changing in Depreciation Policy :

During the year the management of the Company has changed the depreciation policy from straight-line method to diminishing balance method to make similarity with income tax authority. For this reason, depreciation cost reduced dramatically but the operating performance is not changed at all..

#### Opinion

Subject to our above comments, the financial statements prepared in accordance with Bangladesh Accounting Standards (BAS), represent a true and fair view of the state of the Company's affairs as of 30<sup>th</sup> June, 2007 and of the results of its operations and its cash flows for the year then ended and comply with the Companies Act. 1994, Securities & Exchange Rules, 1987 and other applicable laws and regulations.

#### We also report that:

- (a) We 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, the Company has kept proper books of account as required by law so far as it appeared from our examination of those books;
- (c) The Company's Balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of account; and
- (d) The expenditure incurred was for the purpose of the company's business.

HAQUE SHAHALAM MANSUR & CO. Chartered Accountants Dated: Dhaka 28<sup>th</sup> October, 2007

## BENGAL BISCUITS LIMITED BALANCE SHEET AS ON 30TH JUNE 2007

| ASSETS                                 | Notes | 2006-2007       | 2005-2006       |
|--|-------|-----------------|-----------------|
| Non-Current Assets                     |       | 33,349,512      | 38,850,633      |
| Fixed Assets                           | 02    | 29,424,990      | 35,797,185      |
| Pre- Operation Expenses                | 03    | 790,326         | 1,185,487       |
| Preliminary and Issue Expenses         | 04    | 800,862         | 1,201,294       |
| Promotional Expenses - Deferred        | 05    | 2,333,334       | 666,667         |
| Current Assets                         |       | 49,173,439      | 52,428,182      |
| Stock- in- Trade                       | 06    | 19,588,087      | 21,489,217      |
| Materials- in- Transit                 | 07    | 1,627,370       | 2,157,544       |
| Accounts Receivable                    | 08    | 23,780,420      | 24,472,586      |
| Advances, Deposits and Prepayments     | 09    | 3,195,326       | 1,816,503       |
| Cash and Bank Balance                  | 10    | 982,236         | 2,492,332       |
| Current Liabilities                    |       | 6,007,901       | 7,114,558       |
| Sundry Creditors                       | 11    | 1,344,099       | 1,666,541       |
| Other Accounts Payable                 | 12    | 4,663,802       | 5,448,017       |
| Net Current Assets                     |       | 43,165,538      | 45,313,624      |
| Net Assets                             | Taka  | 76,515,050      | 84,164,257      |
| FINANCED BY:                           | Notes | 2006-2007       | 2005-2006       |
| Shareholders' Equity                   |       | -<br>76,515,050 | -<br>84,164,257 |
| Issued, Subscribed and Paid-up Capital | 13    | 72,000,000      | 72,000,000      |
| Share Premium                          | 14    | 30,000,000      | 30,000,000      |
| Гах-Holiday Reserve                    |       | _               | 24,798,587      |
| Profit and Loss Account                | a     | (25,484,950)    | (42,634,330     |
| Total Long Term Liabilities & Equity:  | Taka  | 76,515,050      | 84,164,257      |

The accounting policies and other notes form an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

M. A. Kalam

Chairman & Managing Director

Dated: Dhaka 28th October, 2007

F. Hassan Director

HAQUE SHAHALAM MANSUR & CO. Chartered Accountants

K. H. Reza, FCS Corporate Secretary

## BENGAL BISCUITS LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30TH JUNE, 2007

| PARTICULARS                         | Notes | 2006-07           | 2005-06      |
|-------------------------------------|-------|-------------------|--------------|
| Turnover                            | 15    | 63,566,356        | 62,198,491   |
| Cost of goods sold                  | 16    | 49,931,373        | 48,520,167   |
| Gross Profit                        |       | 13,634,983        | 13,678,324   |
| Operating Expenses                  |       | 21,552,363        | 26,264,864   |
| Administrative Expenses             | 17    | 3,585,253         | 3,603,200    |
| Selling and Distribution Expenses   | 18    | 10,679,469        | 10,391,791   |
| Financial Expenses                  | 19    | n <u>−</u> no no. | 80,929       |
| Depreciation                        | 02    | 7,287,641         | 12,188,944   |
| Operating Profit/ (Loss)            |       | (7,917,380)       | (12,586,540) |
| Other Income                        | 20    | 95,642            | 104,005      |
| Net Profit/ (Loss) during the year  |       | (7,821,738)       | (12,482,535) |
| Provision for Income Tax            |       | . (158,916)       | -            |
| Net Profit/ (Loss) after Income Tax |       | (7,980,654)       | (12,482,535) |
| Basic earning per share (EPS)       | 21    | (11.08)           | (17.34)      |

The accounting policies and other notes form an integral part of the financial statements.

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

M. A. Kalam Chairman & Managing Director

Dated: Dhaka 28th October, 2007

F. Hassan Director

HAQUE SHAHALAM MANSUR & CO. Chartered Accountants

V.

K. H. Reza, FCS Corporate Secretary

## **BENGAL BISCUITS LIMITED STATEMENT OF CHANGES IN EQUITY** FOR THE YEAR ENDED 30TH JUNE, 2007

| Particulars                        | Share Capital | Share<br>Premium | Tax Holiday<br>Reserve | Retained<br>Earnings | Total<br>(Taka) |
|------------------------------------|---------------|------------------|------------------------|----------------------|-----------------|
| Balance as on 01-07-2005           | 72,000,000    | 30,000,000       | 24,798,587             | (28,852,902)         | 97,945,685      |
| Net Profit/ (Loss) during the year | ; -           | -                |                        | (12,482,535)         | (12,482,535)    |
| Income-Tax Adjustment              |               | it to            |                        | (1,298,893)          | (1,298,893)     |
| Balance as on 30-06-2006           | 72,000,000    | 30,000,000       | 24,798,587             | (42,634,330)         | 84,164,257      |

| Particulars                        | Share Capital | Share<br>Premium | Tax Holiday<br>Reserve | Retained<br>Earnings | Total<br>(Taka)                  |
|------------------------------------|---------------|------------------|------------------------|----------------------|----------------------------------|
| Balance as on 01-07-2006           | 72,000,000    | 30,000,000       | 24,798,587             | (42,634,330)         | 84,164,257                       |
| Net Profit/ (Loss) during the year | ,<br>_        | -                | -                      | (7,980,654)          | (7,980,654)                      |
| Income-Tax Adjustment              |               |                  | straty pr              | 331,447              | 331,447                          |
| Tax Holiday Reserve                |               | . I              | (24,798,587)           | 24,798,587           | o detector i e te<br>no stategia |
| Balance as on 30-06-2007           | 72,000,000    | 30,000,000       | - 2                    | (25,484,950)         | 76,515,050                       |

The accounting policies and other notes form an integral part of the financial statements.

This is the Statement of Charges in Equity referred to in our report of even date.

M. A. Kalam Chairman & Managing Director

Dated: Dhaka 28th October, 2007

F. Hassan Director

HAQUE SHAHALAM MANSUR & CO. Chartered Accountants

K. H. Reza, FCS Corporate Secretary

## BENGAL BISCUITS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2007

| PARTICULARS                                  | 2006-07         | 2005-06      |
|--|-----------------|--------------|
|  | Taka            | Taka         |
| <b>CASH FLOW FROM OPERATING ATIVITIES :</b>  |                 |              |
| Collection from Sales & Others               | 64,354,164      | 64,802,821   |
| Payment for Costs and Expenses               | (64,337,130)    | (60,260,928) |
| Income Tax Paid                              | (611,684)       | (100,000)    |
| Net Cash generated from Operating Activities | (594,650)       | 4,441,893    |
|  | a de            |              |
| Cash Flow from Investing Activities:         |                 |              |
| Acquisition of Fixed Assets                  | (915,446)       | (3,464,133)  |
| Net cash used in Investing Activities        | (915,446)       | (3,464,133)  |
| Cash Flow from Finaning Activities:          |                 |              |
| Short-Term Loan repaid                       |                 | (884,742)    |
| Long-Term Loan repaid                        | and share at 18 | (1,022,731)  |
| Net Cash Generated from Financing Activities | 40 <u>'</u>     | (1,907,473)  |
| Net Cash Inflow/ (Outflow)                   | (1,510,096)     | (929,713)    |
| Opening Cash & Bank Balance                  | 2,492,332       | 3,422,045    |
| Closing Cash & Bank Balance Taka. :          | 982,236         | 2,492,332    |
|  |                 |              |

The accounting policies and other notes form an integral part of the financial statements.

This is the Cash Flow Statement referred to in our report of even date.

-

M. Ă. Kalam Chairman & Managing Director

Dated: Dhaka 28th October, 2007

F. Hassan

F. Hassan Director

W. K. H. Reza, FCS

Chartered Accountants

HAQUE SHAHALAM MANSUR & CO.

Corporate Secretary

## **BENGAL BISCUITS LIMITED**

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30<sup>TH</sup> JUNE, 2007.

#### SPECIFIC ACCOUNTING POLICIES SELECTED & OTHER METERIAL INFORMATION: 01.

#### Legal Form of the Enterprise:

The Company was incorporated on 1st November, 1980 as a Private Limited Company under the Companies Act, 1913. Subsequently on 16th May, 1994, it was converted into a Public Limited Company under the same statute. Its shares are listed in the Dhaka and Chittagong Stock Exchange Limited.

### Address of Registered Office and Principal Place of Business:

The Registered Office of the Company is located at 345, Segun Bagicha, Dhaka-1000, and the Factory is located a Plot # A-44 - A-46, BSCIC Industrial Estate, Kawnia, Barisal.

#### Principal Activities and Nature of Operations:

The Company is a manufacturer of high quality Biscuits, Flour, Extruded Snacks, Candy and other consumer food products.

#### **ACCOUNTING POLICIES:**

## Basis of Preparation and Presentation of the Financial Statements:

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of the Companies Act 1994, the Security Exchange Rules 1987 and IASs adopted by the institute of Chartered Accountants of Bangladesh (ICAB), as Bangladesh Accounting Standards (BAS). The balance sheet and profit & loss account have been prepared according to BAS-1 (Presentation of Financial Statements) based on accrual basis following going concern assumption under generally accepted accounting principles and practices in Bangladesh and cash flow statement according to BAS-7 (Cash Flow Statement).

## Recognition of Property, Plant & Equipment and Depreciation:

Properties, Plant & Equipment except leasehold land are stated at cost less accumulated depreciation in accordance with BAS 16 "Property, Plant & Equipment". Cost represents cost of acquisition or construction and include purchase price and other directly attributable cost of bringing the assets to working condition for its intended use, but do not include any capitalized borrowing cost. No depreciation is charged on leasehold land.

Depreciation has been charged using Diminishing Balance Method (DBM) in place of Straight-line Method (SLM) adopted earlier. This has been done as Tax Laws only allow depreciation as per Diminishing Balance Method. By doing so there has a mark difference between the net performance for this year and that for the earlier years. But, there is no such mark improvement in the net operating result when compared with the earlier year. Full year's depreciation is charged on additions irrespective of date when the related assets are put in to use and no depreciation is charged on assets disposed of during the year. Expenditure for maintenance and repairs are expensed, major replacements, renewals and betterment are capitalized.

The cost and accumulated depreciation of depreciable assets retired or otherwise disposed of are eliminated from the assets and accumulated depreciation, and any gain or loss on such disposal is reflected in operations for the year.

The annual depreciation rates have been changed as under as per Income Tax Authorities requirement and treatment thereof has been given in the Company's Accounts.

| Particulars           | Previous rate | Revised rate |
|-----------------------|---------------|--------------|
| Factory Building      | 5%            | 20%          |
| Plant and Machinery   | 10%           | 20%          |
| Furniture and Fixture | 15%           | 10%          |
| Office Equipment      | 15%           | 10%          |
| Factory Equipment     | 15%           | 10%          |
| Vehicles              | 20%           | 20%          |
| Auxiliaries           | 15%           | 20%          |

Depreciation has been charged to Profit and Loss Account consistently.

#### Amortization of Leasehold Land:

Land on BSCIC Industrial Estate, Kawnia, Barisal has been taken on lease from BSCIC on the dates mentioned against each:

| Plot Name            | Area        | Date       |
|----------------------|-------------|------------|
| Plot No. A-45 & A-46 | 33,000 sft. | 10-11-1980 |
| Plot No. A-44        | 16,000 sft. | 10-02-1985 |

#### Measurement Bases used in Preparing the Financial Statements:

All the elements of financial statements have been measured on "Historical Cost" basis which is one of the most commonly adopted bases as provided in "The Framework for the Preparation and Presentation of Financial Statements" issued by the Bangladesh Accounting Standards (BAS).

#### Use of Estimates in Preparation of Financial Statements:

The preparation of financial statements is in conformity with the International Accounting Standards requires management to make estimates and assumption that affects the reported amounts of the assets and liabilities and disclosure of the contingent assets and liabilities at the date of the financial statement, and revenue and expenses during the year reported. Actual result could differ from those estimates. Estimates are used in accounting for certain items such as depreciation, liability for outstanding claims whether due or intimated, taxes etc.

#### Stock-in-Trade:

Stock of raw, packing and other materials have been valued at cost. Average method has been followed for determining the value of Stock and Stock of Finished Goods has been valued at net realizable price.

#### Sundry Creditors and Other Accounts Payable:

Liabilities are recorded at the amount to be paid in the future for settlement in respect of goods and services received by the Company.

#### Cash and Cash equivalents:

For the purpose of Balance Sheet and Cash Flow Statement, Cash in hand and Bank balances represent cash and cash equivalents considering the BAS 1 "Presentation of Financial Statements" and BAS 7 "Cash Flow Statement", which provide that Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to and insignificants risk of changes in value and are not restricted as to use.

#### **Statement of Cash Flows:**

Statement of Cash Flows is prepared principally in accordance with BAS-7 "Cash Flow Statement" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of BAS-7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities Using the Direct Method".

#### **Taxation:**

Tax-holiday period of the Company expired on May 2006. Being a publicly traded Company, it is in a practice of keeping provision for income tax in accordance with Income Tax Ordinance, 1984. As per Finance Act, 2007 and section 16CC, the Company made provision for Income Tax @ 0.25% on turnover.

#### Share Premium:

The Share Premium shall be utilized in accordance with provisions of the Companies Act, 1994 and as directed by the Securities and Exchange Commission in this respect.

The section 57 of the Companies Act, 1994 provides that the Company may apply the Share Premium Account as follows.

- in paying up un-issued shares of the Company to be issued to members of the Company as i. fully paid bonus shares;
- in writing off the preliminary expenses of the Company; ii.
- in writing off the expenses or the commission paid or discount allowed on any issue of shares iii. or debentures of the Company; and
- in providing for the premium payable on the redemption of any redeemable preference shares iv. or of any debenture of the Company.

#### **Revenue Recognition:**

The Company recognizes revenue when risk of ownership has been transferred to the buyer, which satisfied all the conditions for the revenue recognition as provided in IAS-18 "Revenue Recognition."

#### **Accounts Receivable:**

Accounts are receivable in original invoice value. The Current Accounts is maintaining with every party. All Current Accounts are considered good and collectible, and therefore, no amount was written off as bad debt and no debt was considered doubtful to provide for.

#### Earnings per Shares (EPS) :

The company calculates Earning Per Shares (EPS) in accordance with BAS-33 "Earnings Per Share" which has been shown on the face of Profit and Loss Account.

#### **Basic Earnings:**

This represents earning for the year attributable to ordinary shareholders. As there was no preference dividend, minority interest or extra ordinary items the net profit after tax for the year has been considered as fully attributable to the Ordinary Shareholders.

#### Diluted Earning per Share

No diluted EPS is required to be calculated for the year as there was no scope for dilution during the year under review.

Additional Information on Financial Statement:

#### **Responsibility for Preparation and Presentation of Financial Statements:**

The Board of Director is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of "The Framework for the Preparation and Presentation of Financial Statements" issued by the Bangladesh Accounting Standard (BAS).

#### **Components of the Financial Statements:**

According to the Bangladesh Accounting Standard (BAS) 1 "Presentation of Financial Statements" the complete set of Financial Statements includes the following Components":

- i. Balance Sheet as at 30<sup>th</sup> June, 2007;
- ii. Profit and Loss Account for the year ended 30<sup>th</sup> June, 2007;
- iii. Statement of Changes in Equity for the year ended 30<sup>th</sup> June, 2007;
- iv. Statement of Cash Flow for the year ended 30<sup>th</sup> June, 2007; &
- v. Accounting Policies and Explanatory Notes.

#### Risk and Uncertainties for Use of Estimates in Preparation of Financial Statements:

The preparation of financial statements in conformity with the Bangladesh Accounting Standards (BAS) requires management to make estimates and assumptions that effect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain items such as long-term contracts, provision for doubtful accounts, depreciation and amortization, Employees benefit plans, taxes, reserves and contingencies.

#### **Compliance with Local Laws:**

The Financial statements have been prepared in compliance with requirements of the Companies Act, 1994, the Securities add Exchanges Rules, 1987 and other relevant laws and rules.

#### **Compliance with International Accounting Standards (IASs):**

The financial statements have been prepared in compliance with requirements of IASs adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and applicable in Bangladesh.

#### **Reclassifications:**

Certain reclassifications have been made to conform the 2005-06 financial statements and footnotes to the 2006-07 presentation.

#### **Reporting currencies and Level of Precision:**

The figures in the financial statements represent Bangladeshi Taka currency and rounded off to the nearest Taka except where indicates otherwise.

#### **Reporting Period:**

Financial Statements of the Company cover one financial year from 1<sup>st</sup> July to 30<sup>th</sup> June consistently.

#### **Comparative Information:**

Comparative information have been disclosed in respect of the Year 2005-2006 for all numerical information in the financial statements and also the narrative descriptive information when it is relevant for understanding of the current periods of financial statements.

| 02. FIXED ASSETS:     | 29,424,990  |          |            | ntaóo       |   |             |                         |            |              |             |
|-----------------------|-------------|----------|------------|-------------|---|-------------|-------------------------|------------|--------------|-------------|
|                       |             | C 0      | S T        | 1101        | <i>%</i>                                  | D           | EPREC                   | IATION     |              | WDV         |
| PARTICULARS           | at 01-07-06 | addition | Adjustment | at 30-06-07 | rate                                      | at 01-07-06 | Charged                 | Adjustment | at 30-06-07  | at 30-06-07 |
| Factory Building      | 18,371,154  | 129,187  |            | 18,500,341  | 20%                                       | 9,351,192   | 1,829,830               |            | 11,181,022   | 7,319,319   |
| Plant and Machinery   | 168,630,598 | 390,363  | 1          | 169,020,961 | 20%                                       | 142,679,797 | 5,268,233               | 1          | 147,948,030  | 21,072,931  |
| Furniture and Fixture | 2,430,937   |          |            | 2,430,937   | 10%                                       | 2,430,935   |                         | 1          | 2,430,935    | 2           |
| Office Equipment      | 2,139,955   | 27,300   | 8 1 S      | 2,167,255   | 10%                                       | 1,905,346   | 26,191                  | 1 .        | 1,931,537    | 235,718     |
| Factory Equipments    | 118,340     | 1        | 1          | 118,340     | 10%                                       | 17,751      | 10,059                  |            | 27,810       | 90,530      |
| Vehicles              | 4,508,704   | 1        | 1          | 4,508,704   | 20%                                       | 4,450,303   | 11,680                  | 1          | 4,461,983    | 46,721      |
| Auxiliaries           | 8,946,250   | 368,596  | -          | 9,314,846   | 20%                                       | 8,611,559   | 140,657                 |            | 8,752,216    | 562,630     |
| Sub Total Tk:         | 205,145,938 | 915,446  |            | 206,061,384 |   | 169,446,883 | 7,286,650               |            | 176,733,533  | 29,327,851  |
|                       |             |          |            |             |   |             |                         |            | araduma<br>I | )           |
|                       |             | с о      | S T        |             | %   |             | A M O R T I S A T I O N | SATION     |              | WDV         |
| PARTICULARS           | at 01-07-06 | addition | Adjustment | at 30-06-07 | rate                                      | at 01-07-06 | Charge                  | Adjustment | at 30-06-07  | at 30-06-07 |
| Lease hold Land       | 129,989     | 1        |            | 129,989     | 1.01%                                     | 31,859      | 166                     |            | 32,850       | 97,139      |
| Sub Total Tk:         | 129,989     | •        |            | 129,989     | . A                                       | 31,859      | 991                     | 1          | 32,850       | 97,139      |
|                       |             |          |            |             | in an |             |                         |            |              |             |
| Total 30. 06. 2007    | 205,275,927 | 915,446  | •          | 206,191,373 |   | 169,478,742 | 7,287,641               |            | 176,766,383  | 29,424,990  |
|                       |             |          |            |             |   | 122 200 240 | 17 100 044              | (C 047)    | 160 170 710  | 25 707 105  |

Par 1

Total 30. 06. 2006

202,106,122

3,464,133

(294,328)

205,275,927

157,295,745

12,188,944

(5,947)

169,478,742

35,797,185

Schedule of Fixed Assets as on 30-06-2007

Bengal Biscuits Limited Annual Report : 2006-2007

| NOTE<br>No. DESCRIPTION   | 30/06/2007<br>(TK.) | 30/06/2006<br>(TK.) |
|---|---------------------|---------------------|
| 03. PRE-OPERATION EXPENSES : TK. 790,326                                      |                     |                     |
| As per last Account   | 1,185,487           | 1,758,870           |
| Less: Amortization during the year  | 395,161             | 573,383             |
|   | tal: 790,326        | 1,185,487           |
| The Pre-operation expenses have been deferred with a view to write it off     | in 10 years from    | the year            |
| of commercial operation of the respective Unit as per decision taken by the M | Management.         |                     |

| 04. | PRELIMINARY & ISSUE EXPENSES : TK. | 800,862 |     |           |           |
|-----|------------------------------------|---------|-----|-----------|-----------|
|     | As per last Account                |         |     | 1,201,294 | 1,601,726 |
|     | Less: Amortization during the year |         |     | 400,432   | 400,432   |
|     |                                    | Tota    | al: | 800,862   | 1,201,294 |

This represents Preliminary Expenses for different manufacturing units and expenses in respect of Public Issue of Shares. The Company shall continue to be benefited from this expenditure over a number of years. This amount will be amortized in next 10 years as per the decision of management.

#### 05. PROMOTIONAL EXPENSES : TK. 2,333,334

| As per last Account                | 666,667         | 633,333   |
|------------------------------------|-----------------|-----------|
| Add: Addition during the year      | 2,500,000       | 1,000,000 |
|                                    | 3,166,667       | 1,633,333 |
| Less: Amortization during the year | 833,333         | 966,666   |
|                                    | otal: 2,333,334 | 666,667   |

This represents different revenue expenditure which includes sales promotional expenditure (ie.trade offer, merchandizing campaign, P.O.S. materials, etc.) for launching and market penetration of new products.

The company will get benefit of this promotional expenditure in coming years. This amount will be amortized in next five years as per the decision of management.

#### 06. STOCK - IN - TRADE : TK. 19,588,087

|                   |  |         |            | And the second |
|-------------------|--|---------|------------|---|
|                   |  | Total : | 19,588,087 | 21,489,217  |
| Finished goods    |  |         | 2,748,490  | 2,484,961   |
| Other Materials   |  |         | 139,416    | 310,518   |
| Packing Materials |  |         | 6,575,113  | 8,467,632   |
| Raw Materials     |  |         | 10,125,068 | 10,226,106  |
|                   |  |         |            |   |

Physical verification of the inventory was carried out by the Management Staff. Stock has been valued as per Physical Inventory.

Raw, Packing and other materials- valued at cost;

Finished goods- valued at net realisable price.

For determining the cost, average method has been followed.

#### 07. MATERIALS-IN-TRANSIT : TK. 1,627,370

| ente de la claración de branda a seconda de la concerna | Total: | 1,627,370 | 2,157,544 |
|---|--------|-----------|-----------|
| Less: Adjustment during the year                        |        | 530,174   | 309,353   |
| As per last Account                                     |        | 2,157,544 | 2,466,897 |

This represents advance against purchase of local materials. As soon as the materials is received, this amount will be adjusted. 25

|             | 이야지 않는 것이 있어? 이상   | Bengai Biscuits L   | linneu              |
|-------------|--|---------------------|---------------------|
|             |  | Annual Report : 200 | 06-2007             |
| NOTE<br>No. | DESCRIPTION  | 30/06/2007<br>(TK.) | 30/06/2006<br>(TK.) |
| 08.         | ACCOUNTS RECEIVABLE : TK. 23,780,420   |                     |                     |
|             | M/S DAMIT LTD.   | 7,665,857           | 24,472,586          |
|             | M/S RUPALI TRADERS   | 16,114,563          | -                   |
|             | 14 Date 6 Jack Constant Plant Consta | 23,780,420          | 24,472,586          |
|             | The Break-up of Accounts Receivable of DAMIT LTD is given  | n below :           | 84-5-70             |
|             | Particulars:   | 2006-2007           | 2005-2006           |
| =           | Opening Balance  | 24,472,586          | 26,972,911          |
|             | Add- Sales During the year   | 10,531,935          | 62,198,491          |
|             |  | 35,004,521          | 89,171,402          |
|             | Less- Collection During the year   | 27,338,664          | 64,698,816          |
|             | Closing Balance  | 7,665,857           | 24,472,586          |
|             | The Break-up of Accounts Receivable of RUPALI TRADERS  | S is given below :  |                     |
|             | Particulars:   | 2006-2007           | 2005-2006           |
|             | Opening Balance  | a subtract to Ame   |                     |
|             | Add- Sales During the year   | 53,034,420          |                     |
|             |  | 53,034,420          |                     |
|             | Less- Collection During the year   | 36,919,857          |                     |
|             | Closing Balance  | 16,114,563          | -                   |
|             |  |                     |                     |

Renaal Riscuits 1 imited

The Company has contracted with above mentioned sole distributor that keept security money with the Company and the Company maintained Current Accounts with them for all transactions of the year. The receivable amount will be adjusted within 120 days.

No amount was due by the Directors (including Managing Director) of the Company.

No amount was due by the Associated Undertakings.

#### 09. ADVANCES, DEPOSITS & PREPAYMENTS : TK. 3,195,326

|                               | Total: | 3,195,326 | 1,816,503              |
|-------------------------------|--------|-----------|------------------------|
| Prepayments                   |        | 35,600    | 52,398                 |
| Deposits                      |        | 862,290   | 902,052                |
| Advance against land purchase |        | 500,000   | 150,000                |
| Advance against VAT           |        | 1,131,806 | 547,559                |
| Advances                      |        | 665,630   | 164,494                |
|                               |        |           | a provide and a second |

Advance: This includes loan & dues by the employees. These loans are secured, except few cases for which we are persuading to realise for a long time.

Deposits : This includes security deposits made by the Company for electric connection, telephone line, prepaid rent, etc.

In the opinion of the Directors, all current assets, investments, loans and advances have, on realiza-tion in the ordinary course of business, a value at least equal to the amounts at which they are stated in the Balance Sheet.

No amount was due by the Directors (including Managing Director) of the Company.

There is no aggregate amount due by Directors, Officers of the Company or by any associated companies and controlled firms.

There are no claims against the company, which can be acknowledged as debt.

| NOTE<br>No. | DESCRIPTION   | 30/06/2007<br>(TK.) | 30/06/2006<br>(TK.) |
|-------------|---|---------------------|---------------------|
| 10.         | CASH AND BANK BALANCES: TK. 982,236                               |                     |                     |
|             | Cash in Hand<br>Cash at Bank :                                    | 928,924             | 2,349,140           |
|             | Cash at Janata Bank, Barisal Corporate Br. (CD # 52016)           | 2,666               | 2,916               |
|             | Cash at Janata Bank, Topkhana Road Corporate Br. (CD # 533016448) | 1,942               | 140,276             |
|             | Social Investnemt Bank, Principal Br. (CD # 50521)                | 774                 | , sta 1             |
|             | National Bank Ltd., Dilkusha Br. (CD # 36001606)                  | 1,000               | -                   |
|             | National Bank Ltd., Barisal Br. (CD # 792)                        | 18,783              | -                   |
|             | Sonali Bank Ltd, Nagar Bhaban Br. (CD # 201489)                   | 28,147              |                     |
|             | Total   | 982,236             | 2,492,332           |
|             | The Bank balances have been see find to the state of the state    |                     |                     |

The Bank balances have been confirmed and reconciled with respective Bank statements.

Cash in hand verified by the management at the close of the year and a cash custody certificate was furnished to the auditors.

| SUNDRY CREDITORS : TK. 1,344,099  |                                    |            |
|---|------------------------------------|------------|
| Creditors- for Goods & Supplies   | 372,261                            | 311,820    |
| Creditors- for Expenses   | 721,838                            | 594,71     |
| Creditors- for Other Finance  | 250,000                            | 760,000    |
|   | Total : 1,344,099                  | 1,666,541  |
| The movement of Creditors for Goods and Supplies is given belo              | ow:                                |            |
| Particulars:  | 2006-2007                          | 2005-2006  |
| Opening Balance as on 01-07-2006  | 311,826                            | 859,501    |
| Add. Purchase During the Year   | 7,369,045                          | 31,481,798 |
|   | 7,680,871                          | 32,341,299 |
| Less : Payment during the year  | 7,308,610                          | 32,029,473 |
| Closing Balance as on 30-06-2007  | 372,261                            | 311,826    |
| The Break-up of Creditors for Expenses is given below:                      |                                    |            |
| Particulars:  | 2006-2007                          | 2005-2006  |
| Salary & Wages payable  | 574,909                            | 414,802    |
| Audit Fees Payable  | 37,500                             | 37,500     |
| IT deducted at source   | 109,429                            | 142,413    |
| The Break area f C - liter to call a  | 721,838                            | 594,715    |
| The Break-up of Creditors for Other finance is given below:<br>Particulars: | 28                                 |            |
| M/s. Damit Limited, Barisal   | 2006-2007                          | 2005-2006  |
| M/s. Popular Store, Sharup Kathi  | 150,000                            | 750,000    |
| M/s. Rupali Traders, Barisal  |                                    | 5,000      |
| M/s. S. R. Traders, Barisal   | 100,000                            | 104 A. 🖷   |
| Total :   | -                                  | 5,000      |
| These liabilities have arisen in the normal continuous course of busin      | 250,000                            | 760,000    |
| OTHER ACCOUNTS PAYABLE : TK4,663,802  | less                               |            |
| Income – Tax Payable  | 4,504,886                          | 5 449 017  |
|   |                                    | 5,448,017  |
| Provision for Income Tax  | 158 016                            |            |
| Provision for Income Tax 27   | Total: <u>158,916</u><br>4,663,802 |            |

| NOTE<br>NO.                              | DESCF   | RIPTION  |                         | 30-06-2007<br>(Taka)               | 30-06-2006<br>(Taka)        |
|--|---|--|-------------------------|------------------------------------|-----------------------------|
| 13. <u>SE</u><br>AU<br>10                | HARE CAPITAL: TK. 72,00<br>UTHORIZED CAPITAL<br>),00,000 Ordinary Shares of | Tk. 100/= each                                   |                         | 100,000,000                        | 100,000,000                 |
| IS<br>7                                  | SUED, SUBSCRIBED & P<br>20,000 Ordinary Shares of                           | AID UP CAPITAL<br>Tk. 100/= each pai             | d up in                 | 72,000,000                         | 72,000,000                  |
| fu                                       | sition of Shareholding:   | 30-06-200  |                         | 30-06-                             | 2006                        |
| fu                                       | ill   |  |                         | 30-06-<br>No. of Shares            |                             |
| fu<br>a) Compos                          | ill.<br>sition of Shareholding:   | 30-06-200  | 7                       |                                    | %                           |
| fu<br>a) Compos<br>Directors             | ill.<br>sition of Shareholding:   | 30-06-200'<br>No. of Shares                      | 7<br>%                  | No. of Shares                      | 16.57                       |
| fu<br>a) Compos<br>Directors<br>ICB Unit | ill.<br>sition of Shareholding:<br>Fund                                     | 30-06-200'<br>No. of Shares<br>119,310           | 7<br>%<br>16.57         | No. of Shares                      | %<br>16.57<br>1.71          |
| fu<br>1) Compos<br>Directors             | ill.<br>sition of Shareholding:<br>Fund                                     | 30-06-200'<br>No. of Shares<br>119,310<br>11,908 | 7<br>%<br>16.57<br>1.65 | No. of Shares<br>119,310<br>12,288 | %<br>16.57<br>1.71<br>48.29 |

(b) Details of the Shareholding Is given below:

The distribution schedule showing the number of Shareholders and their shareholding in percentage has been disclosed below as a requirement of the "Listing Regulation" of Dhaka and Chittagong Stock Exchange.

| No. of               | Folio   | No. of  | Shares  | Holdi   | ng %   |
|----------------------|---|---|---|---|--|
|                      |   | 30.06.2007  | 30.06.2006  | 30.06.2007  | 30.06.2006   |
|                      |   | 74,157  | 75,513  | 10.30   | 10.49  |
|                      | 100 V 100 V 100 V                                       | 46,428  | 49,960  | 6.45  | 6.94   |
|                      |   | 128,545   | 136,729   | 17.85   | 18.99  |
| des rearraine and re |   | 55,572  | 65,432  | 7.72  | 9.09   |
|                      | 48  | 133,188   | 140,428   | 18.50   | 19.50  |
| 7                    | 7   | 108,467   | 110,075   | 15.06   | 15.29  |
| 5                    | 4   | 173,643   | 141,863   | 24.12   | 19.70  |
|                      |   | 720,000   | 720,000   | 100.00  | 100.00   |
|                      | 30.06.2007<br>3,799<br>594<br>587<br>75<br>44<br>7<br>5 | 3,799 3,815   594 635   587 623   75 87   44 48   7 7   5 4 | 30.06.2007   30.06.2006   30.06.2007     3,799   3,815   74,157     594   635   46,428     587   623   128,545     75   87   55,572     44   48   133,188     7   7   108,467     5   4   173,643 | 30.06.2007   30.06.2006   30.06.2007   30.06.2006     3,799   3,815   74,157   75,513     594   635   46,428   49,960     587   623   128,545   136,729     75   87   55,572   65,432     44   48   133,188   140,428     7   7   108,467   110,075     5   4   173,643   141,863 | 30.06.2007   30.06.2006   30.06.2007   30.06.2006   30.06.2007     3,799   3,815   74,157   75,513   10.30     594   635   46,428   49,960   6.45     587   623   128,545   136,729   17.85     75   87   55,572   65,432   7.72     44   48   133,188   140,428   18.50     7   7   108,467   110,075   15.06     5   4   173,643   141,863   24.12 |

2006-2007

| NOTE |  |
|------|--|
| NO.  |  |

#### DESCRIPTION

#### 2005-2006

#### (c) Option on Un-Issued Shares:

There is no option regarding the authorized capital not yet issued but can be used to increase the paid up capital through the issuance of new shares against cash contribution and bonus.

#### (d) Market Price:

The shares of the Company are listed with Dhaka and Chittagong Stock Exchanges and quoted at Tk 34.25 per share and Tk: 35.00 per share in the Dhaka and Chittagong Stock Exchanges respectively on 30th June, 2007.

#### 14. SHARE PREMIUM : TK. 30,000,000.

This shall be utilized for the purposes as provided in the Companies Act 1994 and prescribed under the Securities & Exchange Ordinance 1969 as amended.

63,566,356

#### 15. TURNOVER :

Biscuits, Rice Puff, Candy, Snacks Flour, Atta

| ſ       | 2006-2007  | 2005-2006  |
|---------|------------|------------|
|         | 26,265,629 | 23,244,105 |
|         | 37,300,727 | 38,954,386 |
| Total : | 63,566,356 | 62,198,491 |

16. <u>COST OF GOODS SOLD :</u> TK. <u>49,931,373</u>

TK.

| Particulars                            | 2006-2007  | 2005-2006  |
|--|------------|------------|
| Purchase of :                          |            | ta second  |
| Raw Materials                          | 34,423,048 | 34,558,633 |
| Packing Materials                      | 6,685,805  | 5,599,755  |
| Other Materials                        | 6,565      | 161,125    |
| Total Purchase:                        | 41,115,418 | 40,319,513 |
| Add : Opening stock of Materials       | 19,004,076 | 20,521,473 |
| Materials available for consumption    | 60,119,494 | 60,840,986 |
| Less : Closing stock of Materials      | 16,839,597 | 19,004,076 |
| Materials Consumed                     | 43,279,897 | 41,836,910 |
| Manufacturing Expenses (Note - a)      | 6,915,005  | 6,533,566  |
| Cost of Goods Manufactured             | 50,194,902 | 48,370,476 |
| Add : Opening stock of Finished Goods  | 2,484,961  | 2,634,652  |
| Cost of Goods available for Sale       | 52,679,863 | 51,005,128 |
| Less : Closing stock of Finished Goods | 2,748,490  | 2,484,961  |
| Total Cost of Goods Sold:              | 49,931,373 | 48,520,167 |

Annual Report : 2006-2007

| NOTE | ai sat | DESCRIPTION              |  | 2006-2007 | 2005-2006  |
|------|--------|--------------------------|--|-----------|--|
| NO.  | C 1    | normal with paraantaga : | nel = 11 - 1 for M - 10 for the state of the |           | and the second sec |

| Break-up of materials consumed wit | n percentage |           |        |           |  |
|------------------------------------|--------------|-----------|--------|-----------|--|
| Perticulars                        | 2000         | 2006-2007 |        | 2005-2006 |  |
| Raw Materials                      | 343.57       | 83.56%    | 345.59 | 85.71%    |  |
| Packing Materials                  | 67.51        | 16.42%    | 56.00  | 13.89%    |  |
| Other Materials                    | 0.07         | 0.02%     | 1.61   | 0.40%     |  |
|                                    | 411.15       | 100.00%   | 403.20 | 100.00%   |  |

Bengal Biscuits Limited is the manufacturer of high quality Biscuits, Flour, Extruded Snacks, Candy and other Consumer food products. In the manufacturing process different raw materials of different kinds and units are used for production. Since it is a food item, so special quality of metalized laminated foils are used. Varieties of products are manufactured, so quantity/quality wise material consumption are not possible to furnish with notes.

#### a. <u>MANUFACTURING EXPENSES : TK.</u>

6,915,005

| Particulars                         | amended | atnance 1969 as | 2006-2007  | 2005-2006 |
|-------------------------------------|---------|-----------------|--|-----------|
| Salary and wages                    |         |                 | 3,872,801  | 3,797,438 |
| Bonus                               |         |                 | 112,596  | 217,662   |
| Recreation                          |         |                 | an an and and an | 4,701     |
| Efficiency incentive                |         |                 | Nación de Carlos Carlos de                           | 3,651     |
| Uniform and gloves                  |         |                 | 36,250   | 13,095    |
| Medical and sanitation              |         |                 | 40,106   | 9,134     |
| Conveyance                          |         |                 | 67,050   | 38,211    |
| Carriage, loading and unloading     |         |                 | 403,602  | 357,004   |
| Carriage, roading and amousting     |         |                 | 0.108 80000 10                                       | 1. din 4  |
| Repairs and maintenance             |         |                 | 305,871  | 277,381   |
| Power and electricity               |         |                 | 1,616,709  | 1,445,357 |
| Water bill                          |         |                 | 36,000   | 36,000    |
| Janitorial expenses                 |         |                 | 5.   | 4,125     |
| Telephone, fax and mobile           |         |                 | 67,075   | 65,273    |
| Newspaper, books and periodicals    |         |                 | 8,624  | 7,301     |
| Entertainment                       |         |                 | 91,682   | 32,457    |
| Insurance                           |         |                 | 97,515   | 121,215   |
| Consultation Expenses               |         | • ali ** 9*     | en i en la Builacat                                  | 8,550     |
| Testing Expenses                    |         |                 | 33,979   | 18,684    |
| Fuel, services and cleaning         |         |                 | 105,322  | 54,456    |
| Local rates and taxes               |         |                 | 3,800  | 3,750     |
| Interest, service charge, etc-BSCIC |         |                 | 16,023   | 18,121    |
| Total:                              |         |                 | 6,915,005  | 6,533,566 |

The number of employees/workers each who received salary and wages upto and above Tk. 36,000.00 per annum :

- Upto Tk. 36,000.00 = 257 Nos.

- Above Tk. 36,000.00 = 06 Nos.

()é.

Annual Report : 2006-2007

#### NOTE NO.

#### DESCRIPTION

2006-2007

### 17. ADMINISTRATIVE EXPENSES : TK.

3,585,253

2005-2006

| Particulars                                 | 2006-2007       | 2005-2006 |
|---|-----------------|-----------|
| Director's remuneration                     | 540,000         | 540,000   |
| Salary and allowances                       | 1,206,107       | 1,147,760 |
| Bonus                                       | 112,597         | 84,37     |
| Staff welfare                               | 3,650           | 4,64      |
| Uniform and leverage                        | 2,025           | 1,250     |
| Medical Expenses                            | 1,985           | 1,850     |
| Conveyance                                  | 10,241          | 9,090     |
| Travelling                                  | 77,980          | 26,270    |
| Office rent                                 | 126,000         | 126,000   |
| Renewal and fees                            | 33,080          | 34,910    |
| Repair and maintenance                      | 5,402           | 6,352     |
| Power, Electricity & Expenses               | . 10,256        | 9,543     |
| Janitorial expenses                         | a in the second | 2,58      |
| Photocopy and documentation                 | 8,579           | 7,44      |
| Stationery and printing                     | 28,372          | 23,599    |
| Postage and stamp                           | 14,253          | 11,22     |
| Telephone, mobile and fax                   | 81,815          | 85,260    |
| Fuel, repair, services and cleaning         | 38,253          | 25,620    |
| Subscription, charity and donation          | 850             | 95        |
| Newspaper, books and periodicals            | 7,718           | 4,840     |
| Business promotion                          | 5,430           | 6,21      |
| Entertainment                               | 30,387          | 25,014    |
| Gas and water charge                        | 11,590          | 10,230    |
| Audit fee                                   | 37,500          | 37,500    |
| Legal and consultancy fees                  |                 | 5,02      |
| Bank charges and commission                 | 20,590          | 23,20     |
| AGM expenses                                | 375,000         | 368,610   |
| Amortization of Pre-operational Expenses    | 395,161         | 573,383   |
| Amortization of Preliminery & Issue Expense | 400,432         | 400,432   |
| Total:                                      | 3,585,253       | 3,603,200 |

Director's remuneration including perquisites represents the amount paid to the Managing Director and other three active Directors during the year for services rendered by them as follows:

- Managing Director Tk: 3,60,000

- 3 Directors @ Tk: 60,000 per Year Tk: 1,80,000

Audit Fees includes only auditors remuneration as fixed by the Shareholders in the last Annual General Meeting.

The number of employees each who received salary upto and above Tk. 36,000.00 per annum:

- Upto Tk. 36,000.00 = 24 Nos.

- Above Tk. 36,000.00 = 07 Nos.

Annual Report : 2006-2007

| NOTE   | DESCRIPTION   | 2007 2007 | 2005 2004 |
|--------|---|-----------|-----------|
| NO.    | a second and a second dependence of the second s | 2006-2007 | 2005-2006 |
| 18. SE | CLLING & DISTRIBUTION EXPENSES TK 10 679 469  |           |           |

| Particulars                              | 2006-2007        | 2005-2006    |
|--|------------------|--------------|
| Salary and allowances                    | 1,810,14         | 3 1,714,607  |
| Bonus                                    | 168,06           |              |
| Staff welfare                            | 28,15            |              |
| Travelling                               | 136,12           |              |
| Godown rent                              | 96,00            | 0 96,000     |
| Carriage outwards and loading/ unloading | 546,56           | 4 417,411    |
| Janitorial expenses                      | -                | 3,701        |
| Photocopy and documentation              | 13,05            | 0 3,639      |
| Stationery and printing                  | 26,12            | 3 17,120     |
| Postage and stamp                        | 5,65             | 0 10,038     |
| Telephone, mobile and fax                | 76,56            | 6 -          |
| Fuel, repair, services and cleaning      | 195,64           | 5 131,800    |
| Promotional expenses                     | 959,12           | 0 987,696    |
| Market Survey expenses                   | 16,05            | 0 11,253     |
| Store Damage & Date Expired              | 1,685,16         | 0 1,393,562  |
| Business promotion                       | 8,25             | 0 9,543      |
| Distributors commission & Others         | 905,35           | 9 1,237,159  |
| VAT                                      | 3,066,75         | 2 3,031,840  |
| Entertainment                            | 44,82            | 4 22,190     |
| Distribution of sample                   | 35,35            | 1 37,052     |
| Product design charges                   | 23,19            | 0 14,087     |
| Amortization of Promotional Expenses     | 833,33           | 3 966,666    |
|  | Total: 10,679,46 | 9 10,391,791 |

The number of employees each who received salary upto and above Tk. 36,000.00 per annum:

- Upto Tk. 36,000.00 = 51 Nos.

- Above Tk. 36,000.00 = 07 Nos.

#### 19. FINANCIAL EXPENSES : TK NIL

| Particulars                 | silande alt of benil or nonenanmen somme   | 2006-2007                  | 2005-2006 |
|-----------------------------|--|----------------------------|-----------|
| Interest on Short Term Loan | There is a start of a special start of a domain of a | s velgen j <del>e</del> na | 40,61     |
| Interest on Long Term Loan  |  | e Cartegal e               | 40,31     |
|                             | Total:   | ~ 문제 대체도하는 사람              | 80.92     |

Annual Report : 2006-2007

| NOTE<br>NO. | DESCRIPTION   | 30 A | 2006-2007                                | 2005-2006    |
|-------------|---|------|--|--------------|
| 20.         | OTHER INOME : TK. 95,642                            |      | ne e netta comen anti inconsente el esta |              |
|             | Westage Good  |      | 95,642                                   | 104,005      |
| 21.         | PASIC FADAVIC DED CEL -                             | otal | 95,642                                   | 104,005      |
|             | BASIC EARNING PER SHARE (EPS) : TK. (11.08).        |      |  | Alberta - C  |
|             | The computation of EPS is given below:              |      |  |              |
|             | Net Profit after tax                                |      | (7,980,654)                              | (12,482,535) |
|             |   |      |  |              |
|             | Weighted average number of ordinary shares in issue |      | 720,000                                  | 720,000      |
|             | Basic EPS   |      | (11.08)                                  | (17.34)      |
| 22.         | PAYMENT/ PERQUISITES TO DIRECTORS/ OFFICERS:        |      |  |              |

The aggregate amount paid/ provided during the year in respect of Directors and Officers of the Company are disclosed below :

|                      | Directors                              | Officers |
|----------------------|--|----------|
| Remuneration/ Salary | 420,000.00                             |          |
| Bonus                | e<br>Systematika n <del>a</del> sukeen | istines. |
| Perquisites          | 120,000.00                             |          |

No attendance fee for Board Meeting was paid to Directors.

During the year under review, no compensation was allowed by the Company to the Chief Executive Officer of the Company.

No amount was spent by the Company for compensating any number of the Board for special services renedered.

## 23. LIABILITIES FOR CONTINGENT AND OTHER NATURE:

There is no such liabilities except the following :

VAT authority had an illegal claim of VAT for Tk: 9.42 crore against which the Company had lodged an appeal to VAT Appeal Tribunal after the Commissioner (Appeal) of Custom, Excise & VAT has given decision against our favour. The matter is now pending in the court.

There was no credit facilities as on 30-06-2007 availed by the Company under any contract, other than trade credit available in the ordinary course of business.

No guarantees were given by the Company on behalf of the Directors, Manager or other Officers of the Company or any of them severally or jointly with any other person.

| NOTE | and the second second | DESCRIPTION | 2006-2007 | 2005-2006 |
|------|-----------------------|-------------|-----------|-----------|
| NO.  | 1 - 1 - 1             |             |           |           |

#### 24. PRODUCTION CAPACITY:

| Name of Unit         | <b>Production Capacity:</b>        | Capacity Utilized: |
|----------------------|------------------------------------|--------------------|
| Biscuit Plant & Flou | 4683 MT/ year (15.61 MT/ 08 hours) | 2298.09 MT/Year    |
| Rice Puff Plant      | 144 MT/ year (480 kg/ 08 hours)    | 5.94 MT/Year       |
| Candy Plant          | 450 MT/ year (1.50 MT/ 08 hours)   | 65.51 MT/Year      |
| Extruded Snacks      | 120 MT/ year (400 kg/ 08 hours)    | 11.23 MT/Year      |
|                      |                                    |                    |

Unutilised capacity the shortage was made due to less demand, power problem and mechanical & electrical maintenance problem.

#### 25 GENERAL:

- a. There has been no claim against the Company not acknowledged as debt by the Company.
- b. The Company has no aggregate amount of contract for capital expenditure to be executed and not provided for in the accounts.
- c. All shares have been fully called and paid up.
- d. There was no preference share issued by the Company.
- e. There was no Bank Guarantee issued by the Company on behalf of their Directors or the Company itself except for Bank loans.
- f. Auditors are paid only statutory audit fee approved by the shareholders in the last Annual General Meeting.
- g. There is no claim against the Company not acknowledge as debt except claim, which may be arisen on insurance claim.
- h. No amount of money was expended by the Company for compensating any member of the Board for special service rendered.
- i. Cost audit was not implemented.

Number of Shares .....

Folio No. .....

## **PROXY FORM**

| I/W   | /e     |          |         |    |    | of.        |                |    |        |         |        |
|---|--------|----------|---------|----|----|------------|----------------|----|--------|---------|--------|
|   |        |          |         |    |    |            |                |    |        |         |        |
| of  | Bengal | Biscuits | Limited | or | an | authorized | Representative | do | hereby | appoint | Mr./Ms |
| as my/our proxy to attend and vote for me/us and on my/our  |        |          |         |    |    |            |                |    |        |         |        |
| behalf at the 27 <sup>th</sup> Annual General Meeting of the Company to be held on the 30 <sup>th</sup> June, 2008 at Barisal |        |          |         |    |    |            |                |    |        |         |        |
| Auditorium, Band Road, Barisal, at 10.00 a.m. and at any adjournment thereof.   |        |          |         |    |    |            |                |    |        |         |        |

| Affix         |
|---------------|
| Tk. 8.00      |
| Revenue Stamp |

Signature of the Proxy

Signature of the Shareholder

#### NOTE:

- 1. The Proxy Form duly signed and stamped by a Revenue Stamp of Tk. 8.00 (eight) must be deposited at the Company's Registered Office, 345, Segun Bagicha, Ramna, Dhaka, at least 48 hours before the meeting.
- 2. Signature of the Shareholder/Proxy must be similar with the Specimen signature recorded at the Company's Registered Office.

## **ATTENDANCE SLIP**

I do hereby confirm my presence at the 27<sup>th</sup> Annual General Meeting of **Bengal Biscuits Limited** at Barisal Auditorium, Band Road, Barisal, today, the 30<sup>th</sup> June, 2008.

Name of the Shareholder/Proxy:

Register Folio No.

Signature of the Attendant

N.B. Shareholder/Proxy is requested to hand over the Attendance Slip at the entrance of the Meeting Hall.



# Quality food for healthy life

## বেঙ্গল বিস্কুট লিমিটেড ৩৪৫, সেগুন বাগিচা, ঢাকা-১০০০

### বেঙ্গল বিস্কুট লিমিটেড এর ৩০তম বার্ষিক সাধারণ সভার কার্যবিবরণী ঃ

বেঙ্গল বিস্কুট লিমিটেড এর ৩০তম বার্ষিক সাধারণ সভা ৩০ শে জুন, ২০১১ ইং তারিখ রোজ বৃহস্পতিবার সকাল ১০:০০ ঘটিকায় বরিশাল অডিটরিয়াম, বান্দ রোড, বরিশালে অনুষ্ঠিত হয়। সভায় কোম্পানীর নিম্নলিখিত পরিচালকবৃন্দ উপস্থিত ছিলেন ঃ

| ১। জনাব এম, এ, কালাম   | সভাপতি ও ব্যবস্থাপনা পরিচালক |
|------------------------|------------------------------|
| ২। জনাব এম, এ, মাসুদ   | পরিচালক,                     |
| ৩। জনাব ফায়েজুল হাসান | পরিচালক,                     |
| ৪। জনাব সাইদুর রহমান   | পরিচালক (স্বতন্ত্র)।         |
|                        |                              |

কোম্পানীর পরিচালনা পর্ষদের চেয়ারম্যান ও ব্যবস্থাপনা পরিচালক জনাব এম, এ, কালাম উক্ত সভায় সভাপতিত্ব করেন। পবিত্র কোরআন তেলাওয়াত ও তরজমার মাধ্যমে সভার কার্যক্রম আরম্ভ হয়।

সভার শুরুতেই মাননীয় সভাপতি জনাব এম, এ, কালাম উপস্থিত শেয়ারহোল্ডারদের উদ্দেশ্যে স্বাগত ভাষণ দান করেন। তিনি ঢাকাসহ বিভিন্ন স্থান থেকে আগত উপস্থিত সম্মানিত শেয়ারহোল্ডারগণ, আইসিবি ও অন্যান্য আর্থিক প্রতিষ্ঠান থেকে আগত প্রতিনিধিবৃন্দ, সাংবাদিকবৃন্দ এবং উপস্থিত কোম্পানীর কর্মকর্তা-কর্মচারীবৃন্দকে সাধারণ সভায় উপস্থিত হওয়ার জন্য সালাম ও আন্তরিক গুভেচ্ছা জানিয়ে সভা গুরু করেন। তিনি শারীরিক অসুস্থতার কারণে গত ২৯ শে জুন, ২০১০ ইং সালে অনুষ্ঠিত কেম্পানীর ২৯তম বার্ষিক সাধারণ সভায় উপস্থিত থাকতে না পারার জন্য দুঃখ প্রকাশ করেন। উক্ত সভা পরিচালনার জন্য তিনি কোম্পানীর সুযোগ্য পরিচালক জনাব ফায়েজুল হাসানকে এবং তাঁকে সার্বিক সহযোগীতার জন্য শেয়ারহোল্ডারদের ধন্যবাদ জানান।

সভাপতি মহোদয় কোম্পানীর বর্তমান অবস্থা সম্পর্কে আলোচনা করতে গিয়ে বলেন, বার্ষিক প্রতিবেদন দেখলে সহজেই অনুমেয় যে, কোম্পানীর অবস্থা উন্নতির দিকে যাচ্ছে। বর্তমানে কোম্পানী লোকসান দিচ্ছে তবে ভবিষ্যতে কোম্পানী লোকসান কাটিয়ে অতি দ্রুততম সময়ে লাভজনক ভাবে ব্যবসা পরিচালনা করতে পারবে বলে তিনি মনে করেন। তিনি উল্লেখ করেন যে, বর্তমান বিশ্বে অর্থনৈতিক দৈন্যতা আছে, বাংলাদেশ এর বাইরে নয়, তদুপরি আপেক্ষিকভাবে কোম্পানী ভালোভাবে তাদের কার্যক্রম চালিয়ে যাওয়ার চেষ্টা করছে। তিনি অদূর

ভবিষ্যতে শেয়ারহোন্ডারদের একটা ভাল সংবাদ প্রদানের আশাবাদ ব্যক্ত করে সভা পরিচালনার জন্য সকলের সমর্থন ও সহযোগীতা কামনা করেন। অতঃপর তিনি আলোচ্যসূচী অনুযায়ী সভার মূল কার্যক্রম আরম্ভ করেন।

আলোচ্যসূচী ০১ ঃ ২০১০ ইং সালের ২৯শে জুন অনুষ্ঠিত ২৯ তম বার্ষিক সাধারণ সভার কার্যবিবরণী নিশ্চিতকরণ ঃ সভাপতি মহোদয় ২০১০ ইং সালের ২৯শে জুন অনুষ্ঠিত ২৯তম বার্ষিক সাধারণ সভার কার্যবিবরণী অনুমোদনের জন্য সভায় উপস্থাপন করলে জনাব নাজমুল হক খাঁন সুমন (ফলিও নং- ১৫৫৬৭) এর প্রস্তাবক্রমে এবং জনাব মহিউদ্দিন শামীম, (ফলিও নং- ১৫৬২০) এর সমর্থনে নিম্মলিখিত সিদ্ধান্ত সর্বসম্মতিক্রমে গৃহীত ও অনুমোদিত হয়।

গৃহীত সিদ্ধান্ত ঃ "এতদ্বারা ২০১০ ইং সালের ২৯ শে জুন অনুষ্ঠিত ২৯তম বার্ষিক সাধারণ সভার কার্যবিবরণী গৃহীত ও অনুমোদিত হলো।"

আলোচ্যসূচী ০২ ঃ ৩০ শে জুন, ২০১০ ইং তারিখে সমাপ্ত বছরের নিরীক্ষিত হিসাব, পরিচালকমন্ডলী ও নিরীক্ষকবৃন্দের প্রতিবেদন গ্রহন, বিবেচনা ও অনুমোদন।

সভাপতি মহোদয় ২০০৯-২০১০ ইং বছরের নিরীক্ষিত হিসাব, নিরীক্ষক এবং পরিচালকমন্ডলীর প্রতিবেদনের উপর আলোচনার জন্য শেয়ারহোল্ডারদের আহ্বান জানালে নিন্মলিখিত শেয়ারহোল্ডারগণ আলোচনায় অংশ গ্রহন করেন এবং তাদের মূল্যবান বক্তব্য ও পরামর্শ প্রদান করেন ঃ-

#### ১। জনাব মহিউদ্দিন শামীম (ফলিও নং- ১৫৬২০)ঃ

1.

আলোচনার শুরুতেই তিনি গত কয়েক দিনের প্রতিকুল আবহাওয়ার মধ্যেও সভায় উপস্থিত হতে পেরে আল্লাহর কছে শুকরিয়া আদায় করেন। তিনি সভাপতি ও ব্যবস্থাপনা পরিচালক জনাব এম, এ, কালাম এর সু-স্বাস্থ্য কামনা করেন। তিনি বলেন শারীরিক অসুস্থতার জন্য আমরা গত বছরের সভায় সভাপতি মহোদয়কে পাইনি। আমরা গত বছর আল্লাহর কাছে দোয়া করেছিলাম, মাননীয় সভাপতি ও ব্যবস্থাপনা পরিচালক জনাব এম, এ, কালাম এর সু-স্বাস্থ্য কামনা গত বছর আল্লাহর কাছে দোয়া করেছিলাম, মাননীয় সভাপতি ও ব্যবস্থাপনা পরিচালক জনাব এম, এ, কালাম যেন পুরোপুরি সুস্থ হয়ে কোম্পানীর হাল ধরতে পারেন এবং কোম্পানীটি ভালোভাবে পরিচালিত করতে পারেন। তিনি উল্লেখ করেন যে, এক সময় কোম্পানীর অবস্থা ভালো ছিল, ঢাকা শেরাটন হোটেলে বার্ষিক সভা করা হত এবং ডিভিডেন্ট প্রদান করা হত। বর্তমানে যেহেতু কোম্পানীর অবস্থা কিছুটা মন্দ, তাই কোম্পানীর অবস্থা আরো ভালো করা হলে শেয়ারহোল্ডাররা তাদের প্রত্যাশিত লভ্যাংশ পাবেন। তিনি কোম্পানীর ব্যবস্থা করেন। তিনি মিলাকসান হ্রাস পাওয়াকে শুভ লক্ষণ বলে মন্তব্য করেন। তিনি Administrative, Selling and Distribution Cost নিয়ন্ত্রনের জন্য কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষকে ধন্যবাদ জ্ঞাপন ও বিক্রয় বাড়ানোর জন্য অনুরোধ জানান। তাছাড়া

কোম্পানীর ভবিষ্যত পরিকল্পনার বিষয়ে জানানোর জন্য অনুরোধ করেন। কোম্পানীতে যারা কাজ করেন তাদের কাজের মূল্যায়ন করতে অনুরোধ করেন। পরিশেষে তিনি আগামী বছরে **ডিভিডেন্ট** পাওয়ার আশাবাদ ব্যক্ত করে এবং উপস্থিত সবাইকে ধন্যবাদ জানিয়ে বক্তব্য শেষ করেন।

#### ২। জনাব নাজমুল হক খাঁন সুমন (ফলিও নং-১৫৫৬৭)ঃ

জনাব খাঁন তার বক্তব্যে বলেন যে, বর্তমানে বেঙ্গল বিস্কুট লিমিটেড এর শেয়ার OTC মার্কেটে লেন-দেন হওয়ায় শেয়ারহোল্ডারগণের সমস্যা হচ্ছে। তিনি জানান যে, Capital gain এবং Dividend কে সামনে রেখে শেয়ার ব্যবসা পরিচালনা করতে হবে। বর্তমানে কোম্পানী কোন ডিভিডেন্ট দিতে পারছে না অন্যদিকে বিনিয়োগকারীরা Capital gain করতে পারছে না। শেয়ারটি OTC মার্কেট থেকে বের করে স্বাভাবিক মার্কেটে আনার ব্যবস্থা গ্রহণের অনুরোধ জানান। পরিশেষে তিনি সভাপতি ও ব্যবস্থাপনা পরিচালক জনাব এম, এ, কালামকে শারীরিক অসুস্থতা সত্বেও বার্ষিক সাধারণ সভায় উপস্থিত হওয়ার জন্য ধন্যবাদ জানান এবং আল্লাহর কাছে তার সুস্থতা কামনা করেন।

#### সভাপতির বক্তব্য ঃ

সভাপতি সম্মানীত শেয়ারহোন্ডারদের মূল্যবান বক্তব্য ও পরামর্শের জন্য ধন্যবাদ জ্ঞাপন করেন। কোম্পানীর উৎপাদন ও বিক্রয় বৃদ্ধি প্রসঙ্গে তিনি জানান যে, বর্তমান সময়ে বিস্কুট উৎপাদনে ব্যবহৃত প্রতিটি কাঁচামাল এবং প্যাকিং সামগ্রীর দাম বৃদ্ধি পেয়েছে, তবুও সার্বিকভাবে আমাদের সু-ব্যবস্থাপনার জন্য কোম্পানীর অবস্থা ভালো হচ্ছে। আশা করি আমাদের বিক্রয় ও উৎপাদন বৃদ্ধি পাবে এবং আপনারা যেভাবে আশা করছেন আমরা সেভাবে কোম্পানী পরিচালনা করতে পারবো। OTC মার্কেট থেকে শেয়ারটিকে বের করে আনার প্রসঙ্গে তিনি জানান যে, বেঙ্গল বিস্কুটের শেয়ার OTC মার্কেট থেকে বের করার জন্য সকল প্রকার প্রচেষ্টা অব্যাহত রয়েছে। তিনি বেঙ্গল বিস্কুটের শেয়ার বাভাবিক ট্রেডের আওতায় নিয়ে আসার জন্য শেয়ারহোন্ডারদের সিকিউরিটিজ এন্ড এন্থকে জিনান। পরিশেষ আবারও সকলকে ধন্যবাদ ও কৃতজ্ঞতা জানিয়ে ২০০৯-২০১০ ইং বছরের হিসাব, পরিচালকমন্ডলীর এবং নিরীক্ষকবৃন্দের প্রতিবেদন অনুমোদনের জন্য উপস্থিত শেয়ারহোন্ডারগণের প্রতি অনুরোধ জানালে জনাব এম, এ, ওহাব (ফলিও নং - ১৫৬৯৬) এর প্রস্তাবক্রমে এবং জন্যনি নাজমুল হক খাঁন সুমন (ফলিও নং -১৫৫৬৭) এর সমর্থনে নিন্মলিখিত সিদ্ধান্ত সিদ্ধান্ত সে অনুমোদিত হয়।

গৃহীত সিদ্ধান্ত ঃ "৩০ শে জুন, ২০১০ ইং তারিখে সমাপ্ত বছরের নিরীক্ষিত হিসাব ও উহার উপর পরিচালকমন্ডলীর এবং নিরীক্ষকবৃন্দের প্রতিবেদন সর্বসম্মতিক্রমে গৃহীত ও অনুমোদিত হলো।"

আলোচ্যসূচি ০৩ ঃ আর্টিকেল অব এসোসিয়েশন এর ১২০ নং অনুচ্ছেদ অনুয়ায়ী পরিচালকমন্ডলীর অবসর গ্রহন, নিয়োগ ও পূনঃনিয়োগ ঃ

কোম্পানীর আর্টিকেল অব এসোসিয়েশনের ১২০ নং অনুচ্ছেদ অনুযায়ী মিসেস নুরুল আক্তার অরোরা এ বছর পরিচালকমন্ডলীর পর্ষদ হতে অবসর গ্রহন করেছেন। তিনি পূনঃনিয়োগের যোগ্য বিধায় পূনঃনিয়োগের জন্য আবেদন করেছেন। বিষয়টি বিবেচনার জন্য উপস্থাপন করা হলে জনাব এম, এ, ওহাব (ফলিও নং- ১৫৬৯৬) এর প্রস্তাবক্রমে এবং জনাব সোহরাব হোসেন লিংকন (ফলিও নং- ১৫৩৪৬) এর সমর্থনে নিন্মলিখিত সিদ্ধান্ত সর্বসম্মতিক্রমে গৃহীত হয়।

গৃহীত সিদ্ধান্ত ঃ "এতদ্বারা মিসেস নুরুল আক্তার অরোরা কোম্পানীর পরিচালক পদে পূনঃনিয়োগ প্রাপ্ত হলেন।" আলোচ্যসুচী ০৪ ঃ নিরীক্ষক নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ ঃ

কোম্পানীর নিরীক্ষক মেসার্স পিনাকী এন্ড কোম্পানী, চার্টাড এ্যাকাউন্ট্যান্টস্ এ বছর অবসর গ্রহন করেছেন। তাদের চুক্তির মেয়াদ শেষ হওয়ায় তারা ২০১০-২০১১ ইং অর্থ বছরের জন্য নিরীক্ষক হিসাবে পূনঃনিয়োগের জন্য আবেদন করেছেন। অন্য কোন প্রস্তাব না থাকায় এবং মেসার্স পিনাকী এন্ড কোম্পানী যোগ্য বিধায়, পরিচালনা পর্যদ তাদের পূর্ববর্তী একই পারিশ্রমিকে অর্থাৎ ৫০,০০০/- (পঞ্চাশ হাজার) টাকায় পূনঃনিয়োগের জন্য সুপারিশ করেছেন। বিবেচনার জন্য উপস্থাপন করা হলে জনাব নাজমুল হক খাঁন সুমন (ফলিও নং- ১৫৫৬৭) এর প্রস্ত াবক্রমে এবং জনাব মোঃ আবুল মনসুর (ফলিও নং- ১৩৮৬২) এর সমর্থনে নিন্মলিখিত সিদ্ধান্ত সর্বসম্মতিক্রমে গৃহীত হয় ঃ

গৃহীত সিদ্ধান্ত ঃ "এতদ্বারা মেসার্স পিনাকী এন্ড কোম্পানী, চার্টাড এ্যাকাউন্ট্যান্টস কে, তাদের পারিশ্রমিক বাবদ বাৎসরিক ৫০,০০০/- (পঞ্চাশ হাজার) টাকায় ২০১০-২০১১ ইং অর্থ বছরের জন্য নিরীক্ষক হিসাবে নিয়োগ প্রদান করা হলো।"

পরিশেষে আর কোন আলোচ্য বিষয় না থাকায় সভাপতি উপস্থিত সকল শেয়ারহোল্ডারকে তাদের সক্রিয় অংশ গ্রহন ও আন্তরিক সহযোগিতার মাধ্যমে ৩০তম বার্ষিক সাধারণ সভা সাফল্য মন্ডিত করার জন্য কৃতজ্ঞতা প্রকাশ এবং আন্তরিক ধন্যবাদ জানিয়ে সভার সমাপ্তি ঘোষনা করেন।

(এম, এ, কালাম) সভাপতি বেঙ্গল বিস্কুট লিমিটেড