



ACI Formulations Limited



Annual Report
2012





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Corporate Management

Board of Directors



Mr. M Anis Ud Dowla
Chairman



Ms. Shusmita Anis
Managing Director



Dr. Arif Dowla
Director



Mrs. Najma Dowla
Director



Mr. C. M. Murshed
Director



Dr. F H Ansarey
Director



Mr. Juned Ahmed Choudhury
Director

Company Secretary

Ms. Sheema Abed Rahman

Auditors

Hoda Vasi Chowdhury & Co,
Chartered Accountants

Financial Consultant

Mr. M. Sekander Ali

Legal Advisor

Barrister Rafique-ul Huq
Huq and Company

Principal Bankers

Standard Chartered Bank
The Hongkong and Shanghai
Banking Corporation Limited
Commercial Bank of Ceylon Plc
Citibank N.A.
The City Bank Limited
BRAC Bank Limited

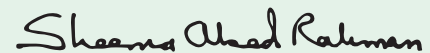
Notice of the 17th Annual General Meeting

Notice is hereby given that the 17th Annual General Meeting of ACI Formulations Limited will be held on Tuesday, 11 June 2013 at 9:00 a.m. at Officers Club, 26 Baily Road, Dhaka, to transact the following business:

AGENDA

- 1) To receive, consider and adopt the Audited Accounts of the Company for the year ended 31 December 2012 together with Reports of the Auditors and the Directors.
- 2) To declare dividend for the year ended 31 December 2012.
- 3) To elect Directors of the Company.
- 4) To confirm appointment of Independent Directors as nominated by the Board.
- 5) To confirm appointment of Ms. Shusmita Anis as Managing Director with effect from 30-12-2012 for a period of 5 years.
- 6) To appoint Auditors for the year 2013 and to fix their remuneration.

By Order of the Board



Sheema Abed Rahman
Company Secretary

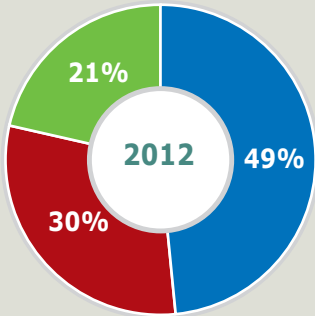
Dhaka
30 April 2013

Notes

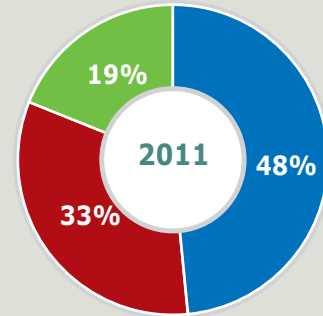
- a. The Record Date shall be on Sunday, 12 May 2013.
- b. The Shareholders' names appearing in the Register of Members of the Company or in the Depository on the Record Date will be eligible to receive the dividend.
- c. The Directors have recommended dividend as follows:
 - i. Cash dividend: @25% or Taka 2.5 per share of Taka 10 each for the year ended 31 December 2012.
- d. A member entitled to attend and vote at the General Meeting may appoint a proxy to attend and vote on his/her behalf. The Proxy Form, duly completed, must be deposited at the Share Office of the Company at 9 Motijheel Commercial Area, Dhaka-1000 not later than 48 hours before the time fixed for the Meeting.
- e. Members are requested to notify the changes of address, if any, well in time. For BO A/C holders, the same to be notified through their respective Depository Participants.
- f. Admittance to the Meeting Venue will be on production of the Attendance Slip that will be sent with the Notice.

Year 2012 - at a Glance

Sales Contribution by Business Unit 2012-2011

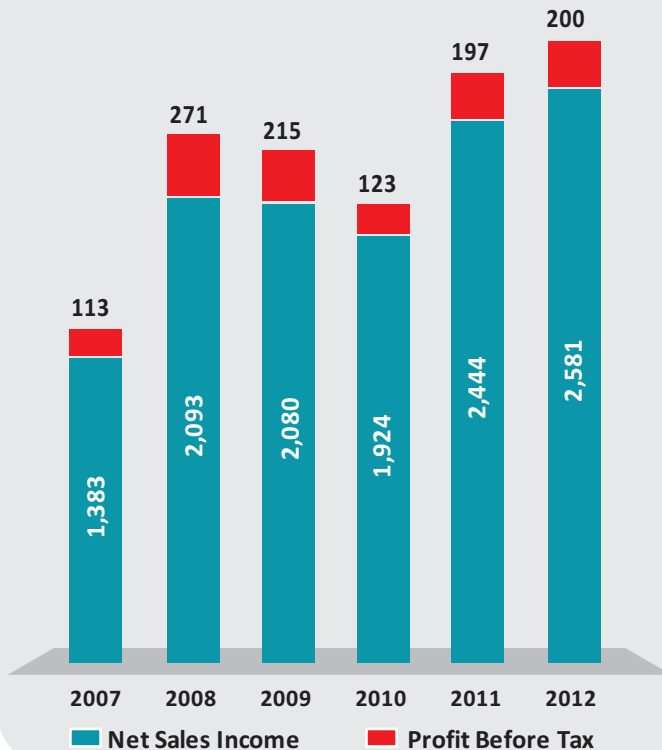


■ Crop Care & Public Health	49%
■ Mosquito Coil	30%
■ Aerosol & Air Freshener	21%

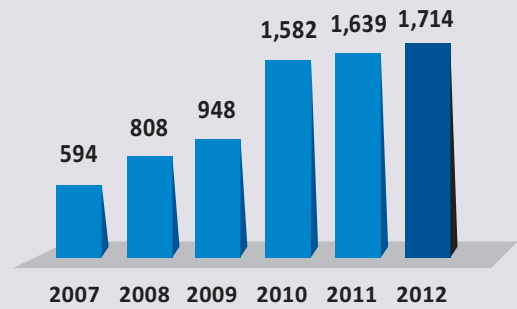


■ Crop Care & Public Health	48%
■ Mosquito Coil	33%
■ Aerosol & Air Freshener	19%

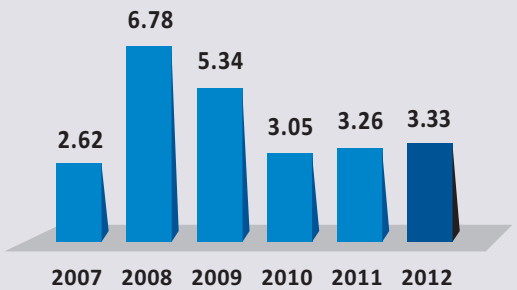
Net Sales Income & Profit Before Tax (Taka in Million)



Shareowners' Equity (Taka in Million)



Earnings Per Share (Taka)

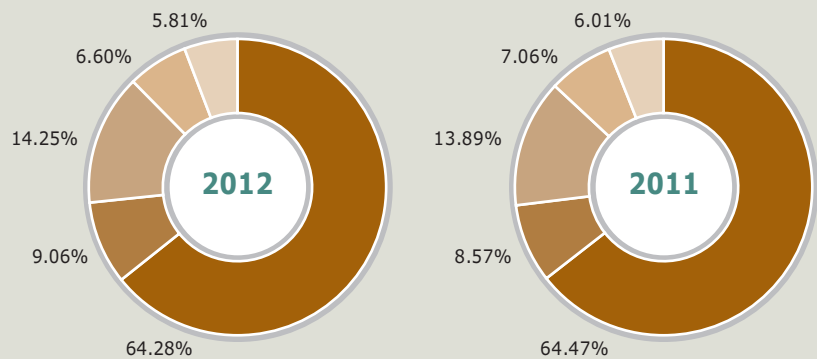


Six Years' Comparative Statistics, from 2007-2012

Particulars	2007	2008	2009	2010	2011	2012
Taka in million						
Authorized Capital	500.00	500.00	500.00	500.00	500.00	500.00
Issued & Paid Capital	250.00	250.00	300.00	300.00	300.00	450.00
Current Assets	1190.59	1,494.80	1,570.93	1,506.60	1,646.05	1,590.00
Tangible Fixed Assets (Gross)	442.50	555.63	685.91	1,137.70	1,262.89	1,353.74
Shareowners' Equity	594.27	808.04	948.28	1,581.93	1,638.78	1,713.74
Turnover (Net)	1,383.12	2,093.47	2,079.94	1,924.40	2,443.66	2,581.04
Gross Profit	212.19	405.46	488.47	458.14	571.86	609.86
Profit Before Tax	112.91	271.36	214.83	122.73	197.49	200.21
Profit After Tax	65.53	203.29	160.33	91.61	146.85	149.96
Dividend	-	75.00	75.00	90.00	225.00	112.50
Current Ratio (Times)	1.40	1.51	1.54	1.61	1.46	1.50
Quick Ratio (Times)	0.93	0.78	0.95	0.86	0.84	0.87
Return on Equity (%)	11.00	25.00	17.00	6.00	9.00	9.00
Inventory Turnover (Times)	3.16	3.02	2.41	2.25	2.67	2.95
Debtors Turnover (Times)	2.52	2.91	2.82	2.82	4.23	4.26
Fixed Assets Turnover (Times)	4.20	5.01	4.05	1.70	2.02	2.05
Net Asset Per Share (Taka)	23.77	26.93	31.61	52.73	36.42	38.08
Market Price Per Share (Taka)	N/A	194.60	171.40	139.80	89.00	73.90
Earnings Per Share (Taka)	2.62	6.78	5.34	3.05	3.26	3.33
Dividend Per Share (Taka)	-	3.00	2.50	3.00	7.50	2.50
Dividend Rate (%)	-	30.00	25.00	30.00	75.00	25.00
Dividend Payout Ratio (%)	-	44.25	46.82	98.36	230.06	75.08
Price Earnings Ratio (Times)	N/A	28.70	32.10	45.84	27.30	22.19
Dividend Yield (%)	N/A	1.54	1.46	2.15	8.43	3.38
Number of Employees	163	271	533	674	798	921

Analysis of Turnover (%)

- Cost of Materials
- Salaries, Wages & Benefits paid to employees
- Expenses
- Duties & Taxes paid to Government Exchequer
- Profit



Comparison of Turnover & Costs over Last Year

	2012	%	2011	%
Turnover (Gross)	2,581.04	100	2,443.66	100
Cost of Materials	1,659.22	64.28	1,575.52	64.47
Salaries, Wages & Benefits paid to employees	233.80	9.06	209.45	8.57
Expenses	367.76	14.25	339.37	13.89
Duties & Taxes paid to Government Exchequer	170.30	6.60	172.47	7.06
Profit	149.96	5.81	146.85	6.01
Total	2,581.04	100.00	2,443.66	100.00



Message from the Chairman

we are on the lookout for expansion opportunity in related areas of operation as well as in diversified fields

M Anis Ud Dowla
Chairman

*Dear Shareowners
and Friends of AEDFL,*

Assalamu Alaikum,

I welcome you to the 17th Annual General Meeting.

When Bangladesh is at a golden crossroad of economic development opportunity, the politics of confrontation rather than politics of conciliation and mutual accommodation have created havoc for the common people. We will not be able to grasp the advantage that lay before us if this confrontation continues. Economic activities are being hampered, generating a lot of anxiety and sense of insecurity amongst the businessmen and the public. This has affected economic growth, reduced investment and increased unemployment.

Inspite of these dangers on the road, our loyal and determined boys and girls have overcome hartals, heat, dust and rain and have presented us with a result slightly better than last year, through their relentless efforts and out of a sense of belongingness with the Company. On behalf of the Board and on my own behalf I congratulate and thank the employees at all levels.

Dear Shareowners, we are on the lookout for expansion opportunity in related areas of operation as well as in diversified fields. Those investments will begin to take shape as soon as we find a peaceful and secure business environment.

You have a new Managing Director. On your behalf and on behalf of my own I congratulate Ms. Shusmita Anis and wish her success.

Sincerely,

M Anis Ud Dowla
Chairman

Audit Committee Report

The Board of Directors of ACI Formulations Limited has constituted an Audit Committee as per Bangladesh Securities and Exchange Commission's (BSEC) guidelines which is appended at the Compliance Report enclosed with the Directors' Report. The Committee consists of Mr. C. M. Murshed, Dr. F H Ansarey, Mrs. Najma Dowla and Ms. Shusmita Anis. Mr. C. M. Murshed is an Independent Director and also the Chairman of the Committee. Ms. Sheema Abed Rahman, Company Secretary, is also the Secretary of the Audit Committee. The Audit Committee is appointed by the main Board. All members of the Audit Committee are financially literate and are able to analyze and interpret financial statements to effectively discharge their duties and responsibilities as members of the Audit Committee.

Purpose of Audit Committee

The role of the Audit Committee is to scrutinize and monitor the authenticity of the financial statements of the Company and review and, where appropriate, make recommendations to the main Board as per Terms of Reference given by the Board. The Audit Committee reviews on business risks, internal controls and compliances. The Committee satisfies itself, by means of suitable steps and appropriate information, that proper and satisfactory internal control systems are in place to identify and contain business risks and that the Company's business is conducted in a proper and economically sound manner. The key responsibilities of the Audit Committee include:

- Monitor the integrity of the financial reporting process ensuring compliance to accounting policies, Standard Operating Procedure (SOP) and principles defined by the Company.
- Monitor internal control and business risk management process as laid down by the Company.
- Oversee hiring and performance of external auditors.
- Monitor and review the effectiveness of internal audit function.
- Other matters as per terms of reference of the Audit Committee.

Authority

The Audit Committee is authorised by the main Board to review any activity within the business as per its Terms of Reference. It is authorised to seek any information it requires from, and require the attendance at any of its meetings of, any Director or member of management, and all employees are expected to co-operate with any request made by the Committee.

The Committee is also authorised to refer any matter to the Board.

Meeting Attendance

The Audit Committee met four times during the year 2012. The details of attendance of each member at the Audit Committee meetings during 2012 are as follows:

Contd.



Composition of Audit Committee	No. of Meeting Attended
Mr. C. M. Murshed Chairman (Independent Non-Executive Director)	4
Mrs. Najma Dowla (Non-Executive Director)	4
Ms. Shusmita Anis	4
Dr. F H Ansarey	3
Ms. Sheema Abed Rahman Secretary, Audit Committee Company Secretary	3

The Audit Committee Meeting is attended by Chief Financial Officer, Internal Auditors of ACI Formulations Ltd and all the above Members of the Audit Committee appointed by the Board. From time to time, the Managing Director also joins the Meeting.

Summary of Activities 2012

In 2012, the Audit Committee reviewed its Terms of Reference in line with requirements of BSEC notification on Corporate Governance. The Committee carried out its duties in accordance with the Terms of Reference of the Audit Committee.

During the year 2012, the Audit Committee carried out the following activities:

1. Internal Control and Business Risk management

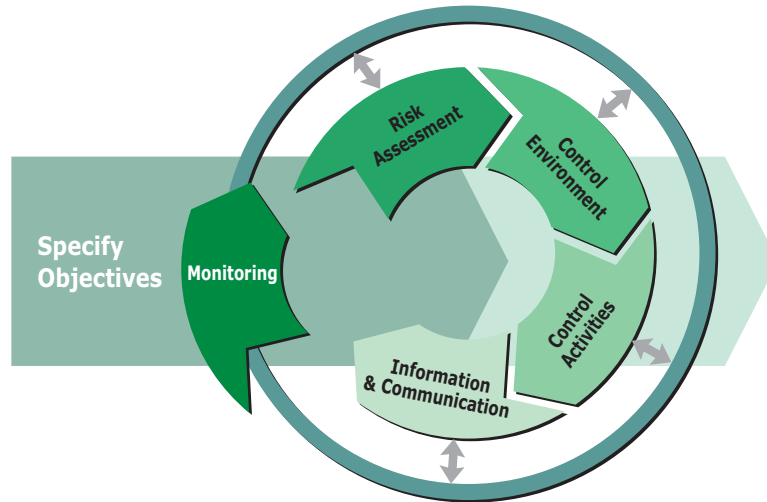
The Board has established a process designed to provide reasonable assurance by the Management regarding the achievement of objectives relating to effectiveness and efficiency of operations, reliability of the information and reporting, compliance with applicable laws, regulation and policy, procedures and safeguarding Company's assets. The internal control system of the Company has been working through five components.

To further strengthen the controls, the Company has introduced and consistently complying the following international standards and guidelines:-

ISO 9001: 2008 Quality Management System

ISO 14001: 2004 Environmental Management System

Business Risk Management is an ongoing process in ACI Formulations Ltd where strategic business units identify the risk, recognize risk factors, review and evaluate risks to the



achievement of business objectives. The Managing Director has to satisfy the Board adequacy of the assigned Business Risk Management and Internal Control Process. Internal Audit is dedicated in a pivotal role into Risk Management Process. As such, Risk Management and Internal Audit department conducts yearly review focusing on to the risk indicators, where a detailed risk map is prepared.

Audit Committee and Managing Director review this risk map periodically.

2. Internal Audit

Audit activities play an essential and useful role in the conduct of successful operations. These activities serve to examine and evaluate financial, administrative and operational activities of the Company, supplying management personnel at all levels with information to assist in their control of the assets and operations and their attainment of objectives for which they are responsible.

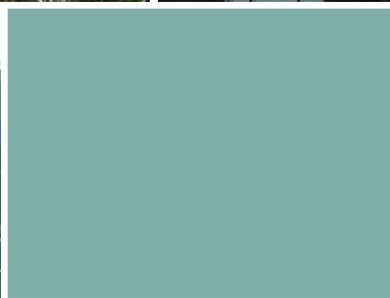
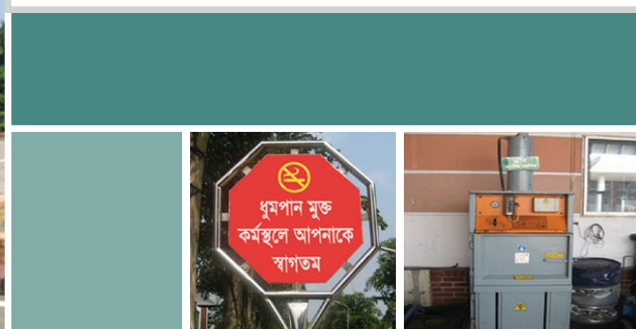
The internal audit activity is established to provide independent, objective assurance and consulting services designed to add value and improve the Company's operation. It helps the SBU's achieving its objective by bringing a systematic, disciplined approach to evaluate risk management, control and governance process. It performs ongoing evaluations of internal controls, advises the audit committee, management and the statutory auditors of the result of their evaluations and makes recommendation to improve risk management, control and governance process. A comprehensive internal audit plan is prepared on yearly basis and Internal Audit activity is always conducted with the highest standards of business ethics, integrity and honest dealings in all areas and functions within the Company and with all outside stakeholders. Internal Audit mainly concentrates on risk-based audit approach, and that allows Internal Audit to provide assurance to the Board that risk management processes are managing risk effectively, in relation to the risk appetite.

Sheema Abed Rahman

Sheema Abed Rahman
Secretary, Audit Committee
Company Secretary



C. M. Murshed
Chairman
(Independent Director)



Report of the Directors' to the Shareowners

Sales

The progressive farmers are gradually turning towards commercial farming by adapting new technology and modern agricultural practice for intensive use of land. As a result cropping intensity has increased from 181% to 191% which is a positive development towards our food security. Direct employment generation also increased from 22% to 25.70%. Agriculture is playing a vital role in the socio economic development both in rural and urban areas.

In 2012, we observed inadequate rainfall in Aus-Amon season and cold injury in Boro seedling, lower infestation of pests, and paddy price being below the production cost. The farmers therefore used minimal inputs for their cultivation. The Crop Care business had a negative growth but we achieved 7% growth in turnover over 2011.

The outlook of Crop Care business is bright for us because we have opportunities to grow in market share and penetration strategy to reach new customers. Margins will erode but volume increase will make up.

New Products Development

We added eight new products of Insecticides, Herbicides and Fungicides in our Crop Care product portfolio and launched two insecticides named Goolee 50SC & AC Mix 55EC in 2012. Our newly added products will provide a more cost effective Crop - Pest solutions.

Public Health Products

The Company has developed Public Health product through a series of trials for controlling Vectors of Malaria, Kala - Azar & Dengue and are continuing to supply to the Government for Indoor Residual Spray. Multi - location community - based field trials on several products are ongoing with reputed Research Institutions as a part of future business prospects.

Manufacturing

Our factory is well equipped with modern machineries & equipments for manufacturing of Mosquito coil, Aerosol Insecticide, Sulphur fertilizer etc. We also produce granular insecticide, formulate liquid pesticides and repack wettable and the other powder pesticides.

Our QC laboratory is well equipped with advanced analytical equipment and staffed by qualified chemists and technicians.

Waste Management

We follow "Zero Discharge" Environmental rules. All liquid effluents are fully treated in our ETP unit and the clean water that finally comes out is used for gardening and housekeeping purpose. All solids are incinerated and metal drums are crushed to make them unsuitable for use.

Promotion, Training and Farmers Motivation

To spread our crop-pest solution and new technology in Crop Care, we are maintaining communication with agriculture related Educational Institutions, Research Centers, retailers and farmers. Our well - trained Field Force members are directly going to farmer's level to persuade them to adopt appropriate agronomic practices. We are also providing training to the retailers who are directly selling product to the farmers.

Prospects

We have obtained registration for several new patented products including a bio-chemical which will boost the yield of crops by more than 20% in

case of rice and more than 30% in case of some vegetables. We are launching this product in a big way.

Our Sulphur Technical Manufacturing & Formulation Plant will be able to serve the sulphur requirements of the country as an insecticide and there will be some surplus capacity for use as a soil nutrient.

We are looking at several options for expansion and weighing out their potential. We will expand into new areas and make successful new investments. Your management is in capable hands and your investment will grow in value steadily.

Cost of Goods Sold and Profit Margins

In 2012, one of the key adverse factors in COGS was the unfavourable exchange rate. In fact, Taka devalued around 10% in 2012 with an adverse financial impact on raw material of Taka 53 million. This was one of the main challenges in containing raw material cost. However, the Company was able to overcome this adverse effect through a number of initiatives like efficient price negotiations, productivity improvement which ultimately resulted into gross margin almost the same as per last year. On the other hand, despite increase of the cost of fund, effective control over operating expenses, net profit has rather increased by 2% over 2011.





Financial Results

In 2012, total turnover increased to Tk. 2,581 million from Tk. 2,444 million of 2011, an increase of Tk. 137 million, resulting into 5.6% growth over last year. The cost of sales has also increased by 5.3% mainly due to unfavorable exchange rate variance on imported goods partially offset by decreased raw materials cost resulting into increase in gross profit by 6.6% (Tk. 38 million) over last year. Profit after tax has also increased to Tk. 150 million from Tk. 147 million of 2011 which is higher by 2.1% mainly due to increased gross margin and effective control over operating expenses partially offset by increased financing cost. Earning Per Share (EPS) has also increased by 2% to Tk. 3.33 from Tk. 3.26 (2011).

Appropriation of profit

Considering the financial results of the Company during the year and free reserve carried over, the Directors recommended appropriation of net profit as follows:

	2012 Taka	2011 Taka
Un-appropriated profit from previous year	420,401,577	498,554,370
Add: Net profit after tax for the year	149,963,811	146,847,207
Add: Transferred from revaluation surplus	415,744	-
Total available for appropriation	<u>570,781,132</u>	<u>645,401,577</u>

Appropriation proposed:

	2012	2011
Proposed dividend:		
Cash dividend	112,500,000	75,000,000
Stock dividend	-	150,000,000
Total dividend	<u>112,500,000</u>	<u>225,000,000</u>
Balance carried forward	<u>458,281,132</u>	<u>420,401,577</u>

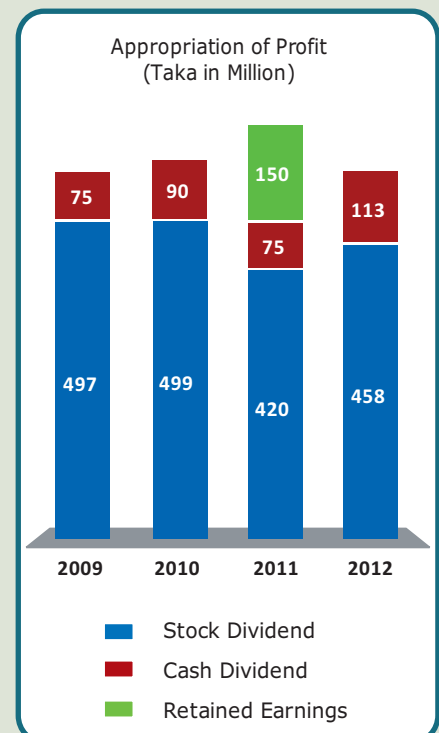
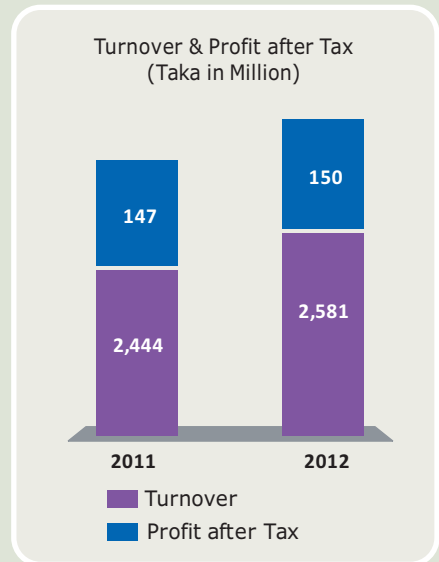
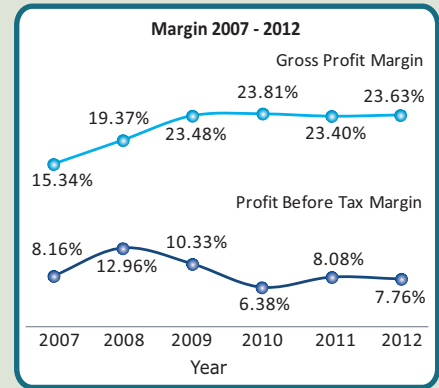
With the balance carried forward in this year and with ploughing back of the profit, Directors are confident that Company will be able to maintain prudent dividend policy in years to come.

Dividend

The Board of Directors is pleased to recommend cash dividend @25% per share of Taka 10 i.e. Taka 2.5 per share for the year 2012 to those shareowners whose names will be appeared in the Share Register of Members of the Company or in the Depository list of CDBL on the Record Date which is Sunday, 12th May 2013.

Contribution to the National Exchequer

During 2012, the Company contributed Tk. 170 million to the National Exchequer in the form of corporate tax, custom duty, VAT etc. This is equivalent to 6.60% of our net sales revenue for the year 2012.



Directors Declaration as to Statutory Information

In connection with preparation and presentation of the financial statements, the Directors also report that:

- Segment-wise performance has been shown in Note - 33 of the Financial Statements.
- The Company is aware of the different risks associated with doing business and is prepared to counter those risks through systematic approach. Financial risks management has been disclosed in the Note - 29 of the Financial Statements.
- No extra ordinary gain or loss exists during the year as recommended by the BAS.
- All transactions with related parties are made on a commercial basis and the basis was the principle of "Arms Length Transaction". Details of related party transaction are disclosed in the Note - 28(a) of the Financial Statement.
- There was no IPO or Right issue during the year.
- No significant variance occurs between Quarterly Financial Performance and Annual Financial Statement.
- During the year, Company has paid a total of Taka 9,750 as Board meeting attendance fees. The remuneration of Directors has been mentioned in Note - 23 & Note 28(b) of the Financial Statements.
- The Financial Statement prepared by the management of the Company present a true and fair view of Company's state of affairs, result of its operation, cash flows and changes in equity.
- Proper books of account of the Company have been maintained.
- Appropriate accounting policies have been consistently followed in formulating the Financial Statements and Accounting estimates are reasonable and accurate.
- Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) have been followed in preparation of the Financial Statements.
- All significant variations in operating results from the previous year have been highlighted and reasons thereof have been explained.
- The key financial and operating data for last six years is disclosed.
- The Company declared dividend in 2012.
- During 2012 a total of 5 Board meetings were held and attendance of each director are shown in Annexure - I, which conform the regulatory requirements.
- Shareholding pattern of the Company as on 31 December 2012 are shown in Annexure -II
- The profiles of directors who have sought for appointment/re-appointment are shown in Annexure - IV.
- The CEO and CFO has certified to the Board that they have reviewed the Financial Statements and believe that these statements do not contain any material untrue statements or omit any material fact or certain statements that might be misleading.
- The CEO and CFO further confirm that Financial Statements together present a true and fair view of the Company's affairs and are in compliance with applicable laws.
- The CEO and CFO have further certified to the Board that there are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.



Composition of the Board

The Board presently consists of 7 members drawn from amongst the major shareowners, business professionals. Mr. M. Anis Ud Dowla currently occupies the position of Chairman of the Board of Directors. A Managing Director has been appointed in December 2012. One additional Independent Director has also been appointed during 2012, making the total to two, which is in conformity with the SEC regulations.

Role of the Board

The Board is the highest level of authority of the Company to oversee its operation through appropriate delegation, reporting and control.

Responsibility of the Board

The Directors hold the ultimate responsibility of conducting the activities of the Company in accordance with the law and in the interest of its shareowners and other stakeholders, keeping in view the long - term interest of the Company.

Functioning of the Board

The Board is required under the law to meet at least once in three months. The number of Board meetings held in 2012 was five. The Directors are kept informed of the results and the major activities through distribution of the monthly statements and quarterly reporting by the Managing Director. The Board agenda includes financial results, consideration of major investments, new business initiatives, borrowings, liquidity, etc. in addition to statutory approvals.

Management through People

The Board has approved the organogram of the Company. The Board is kept informed of the goals and targets of the Company and takes account of the financial performance on a quarterly basis.

Empowerment of People

The Board has given clear guidelines to the Managing Director to ensure that there is appropriate delegation of authority and clear statement of accountability of the management staff all the way down to the Supervisory level and that performance of the individual is judged on the basis of clearly set measurable goals and through objective assessment of their achievement.

Reporting and Communication

The Managing Director keeps herself informed of the performance of various units through the reports, returns and statements she receives every month. At the end of every quarter the entire sales, marketing and factory operation are analyzed and new action plans are prepared to achieve the targets and objectives. Annually the performance of each individual is reviewed on the basis of their achievement of Key Performance Indicators (KPI).





Communication with Shareowners

The company holds the Annual General Meeting (AGM) regularly in time. The Directors attending the AGM note the views and suggestions of the shareowners and institutional stakeholders offered at the AGM and consider them with utmost seriousness. The Managing Director also brings to the notice of the Board any written communication received by her from the shareowners.

Election of Directors

By operation of Article 47 of the Company's Articles of Association Mr. M Anis Ud Dowla and Dr. Arif Dowla retire by rotation and being eligible, offer themselves for re-election.

Independent Director

The term of Mr. C. M. Murshed, Independent Director has also been renewed for a period of 3 years effective 2012.

The Board nominates Mr. Juned Ahmed Chowdhury, HR specialist and an executive director of Pakistan Petroleum Limited for confirmation of directorship of the Board.

Appointment of Managing Director

In terms of provision of Articles of Association of the Company, clause No. 40, the Board of Directors has appointed Ms. Shusmita Anis, Director, ACI Formulations Ltd as a Managing Director of the Company for a term of 5 years with effect from 30-12-2012 subject to the approval in the AGM.

Brief resume and other information of the above mentioned directors as per clause 1.5 (xxii) of SEC Notification dated August 07, 2012 are depicted in Annexure-IV.

Audit Committee

Following the BSEC Guidelines, the Board has constituted an Audit Committee for the Company which is mentioned at the Compliance Report enclosed herewith. The Committee comprises of Mr. C. M. Murshed, Mrs Najma Dowla, Ms Shusmita Anis, Dr. F H Ansarey and Ms. Sheema Abed Rahman. Mr. C. M. Murshed is an Independent Director and also the Chairman of the Committee.



The Audit Committee met four times during the year 2012. The Company Secretary functioned as Secretary of the Committee. The main performances of the Audit Committee during the year were as follows:

1. Reviewed and appraised the performance of internal control system.
2. Reviewed the risks associated with the Company's operation including mitigation and awareness plan.
3. Overseeing hiring and performance of external auditors.
4. Ensuring Company's financial reporting process.
5. Reviewed the matter as required under the BSEC Guidelines

Going Concern

The Board, through appropriate enquiries and analyses, ensures that the resources are adequate to support the operation and that sufficient business opportunities exist to qualify the organization as a going concern and the Directors analyze the financial statements to ensure that. Accordingly, Financial Statements have been prepared on a going concern basis.

The System of Internal Control

The Board of Directors assures that Company has an effective risk management process to confirm that system of internal control is working and all known and impending risks are identified and appropriate process and policies are in place to counter those risks. The internal control system assures in achieving business objectives, provide independent consulting service by instituting a systematic and disciplined approach to risk management.

Corporate Social Responsibility (CSR)

CSR is the responsibility of ACI Group and the projects and programs under CSR are selected on basis of their relevance to the business of the Group of Companies. From next year a brochure on all the projects under CSR of the ACI Group will be published and our shareowners will receive a copy along with their Annual Accounts. We are conscious of our responsibility to manage a sustainable business organization and we are conscious of our social responsibility.

Corporate Governance Compliance Statement

ACI Formulations' Board of Directors is committed to meeting the highest standard of corporate governance and disclosure. The Directors are conscious of their responsibilities in supervision and direction of the affairs of the Company in conformity with the practices of sound corporate governance. In fulfillment of those responsibilities the directors have set for themselves the principles that will be followed in their own involvement in the oversight function and in setting up clear guidelines for the executive management.

We have the pleasure to confirm herewith that the Company has meanwhile complied with all the necessary guidelines under BSEC Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 7 August 2012. The compliance report along with the necessary remarks/disclosure is appended in the Directors' Report of the Company for the year 2012 in continuation pages of Annexure - III. Further a Certificate of Compliance required under the said Guidelines, as provided by Hoda Vasi Chowdhury & Co, Chartered Accountants, is also annexed to this report in Annexure - III.

Auditors

Our Auditor Messrs. Hoda Vasi Chowdhury & Co. Chartered Accountants has sought re-appointment for the year 2013 and the Directors recommend their re-appointment.

On behalf of the Board

Shusmita Anis
Managing Director

Juned Ahmed Choudhury
Independent Director

Annexure-I

Number of Board Meetings Held and Attendance by the Directors

During the year five Board meetings were held and the attendance by each Director was as follow:

<u>Name</u>	<u>No. of Meeting Attended</u>	<u>Remarks</u>
Mr. M Anis Ud Dowla	5	
Mrs. Najma Dowla	3	
Mr. F H Ansarey	5	
Dr. Arif Dowla	5	
Ms. Shusmita Anis	5	
Ms. Sheema Abed Rahman	3	Resigned on 30.10.2012
Mr. C. M. Murshed	4	
Mr. Juned Ahmed Choudhury	-	Joined on 30.10.2012

Annexure-II

Pattern of Shareholding

As per SEC guideline condition no-1.5(xxi), the pattern of shareholding status as on 31 December 2012 is given below:

1.5. (xxi) (a) Held by Parent/ Subsidiary/ Associates and other related parties:

<u>Name</u>	<u>Position</u>	<u>No. of shares</u>
ACI Limited	Parent	24,066,105

1.5. (xxi) (b) Held by Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children etc.:

<u>Name</u>	<u>Position</u>	<u>No. of shares</u>
Mr. M Anis Ud Dowla	Chairman	4,504,500
Ms. Shusmita Anis	Managing Director	1,800
Dr. Arif Dowla	Director	1,800
Mrs. Najma Dowla	Director	4,500
Dr. F H Ansarey	Director	1,129,500
Ms. Sheema Abed Rahman	Company Secretary	1,800
Mr. C. M. Murshed	Independent Director	-
Mr. Juned Ahmed Choudhury	Independent Director	-

1.5 (xxi) (c) Held by Executive:

<u>Name</u>	<u>Position</u>	<u>No. of shares</u>
Ms. Sheema Abed Rahman	Company Secretary	1,800

1.5 (xxi) (d) Held by Shareholders holding ten percent or more voting right:

<u>Name</u>	<u>Position</u>	<u>% of shares</u>
Mr. M Anis Ud Dowla	Chairman	10.01

Hoda Vasi Chowdhury & Co Chartered Accountants

Independent Correspondent Firm to **Deloitte Touche Tohmatsu**

Certificate on compliance of conditions of corporate governance guidelines to the shareholders of ACI Formulations Limited.

We have examined the compliance of conditions of corporate governance guidelines of the Bangladesh Securities and Exchange Commission ("BSEC") by ACI Formulations Limited (the "Company") for the year ended 31 December 2012 as stipulated in clause 7(i) of the BSEC notification no SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012.

The compliance of conditions of corporate governance guidelines as stated in the aforesaid notification and reporting of the status of compliance is the responsibility of the Company's management. Our examination for the purpose of issuing this certification was limited to the checking of procedures and implementations thereof, adopted by the Company for ensuring the compliance of conditions of corporate governance and correct reporting of compliance status on the attached statement on the basis of evidence gathered and representation received.

To the best of our information and according to the explanations given to us, we certify that, as reported on the attached status of compliance statement, the Company has complied with the conditions of corporate governance stipulated in the above mentioned BSEC notification dated 07 August 2012.



A F Nesaruddin, FCA

Partner

ICAB Enrolment Number - 469
For Hoda Vasi Chowdhury & Co
Chartered Accountants

Dated, 30 April 2013

Status of Compliance with the Corporate Governance Guidelines (CGG)

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

(Report under Condition No. 7.00)

Condition No	Title	Compliance Status as on 31 December 2012	Remarks
1.1	Board's Size: The number of the Board members of the Company shall not be less than 5 (five) and more than 20 (twenty)	Complied	
1.2	Independent Directors		
1.2(i)	At least one fifth (1/5) of the total number of directors in the Company's Board shall be Independent Directors	Complied	
1.2(ii)	For the purpose of this clause "Independent Director" means a director:		
1.2(ii)(a)	Who either does not hold share in the Company or holds less than one (1%) shares of the total paid up shares of the Company;	Complied	
1.2(ii)(b)	Who is not sponsor of the Company and is not connected with any sponsor or director or shareholder who holds one percent or more shares of the Company;	Complied	
1.2(ii)(c)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	Complied	
1.2(ii)(d)	Who is not a member, director or officer of any stock exchange;	Complied	
1.2(ii)(e)	Who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	Complied	
1.2(ii)(f)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm;	Complied	
1.2(ii)(g)	Who shall not be an independent director in more than 3 (three) listed companies;	Complied	
1.2(ii)(h)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI);	Complied	
1.2(ii)(i)	Who has not been convicted for a criminal offence involving moral turpitude.	Complied	
1.2(iii)	Independent Director(s) shall be appointed by the Board of Directors and approved by the Shareholders in the Annual General Meeting (AGM).	Complied/ Compliance in process	Two Independent Directors, appointed in the Board in 2012, will be approved in the forthcoming AGM.
1.2(iv)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days.	Complied	
1.2(v)	The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	Complied	
1.2(vi)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	Complied	
1.3	Qualification of Independent Director (ID)		
1.3(i)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	Complied	
1.3(ii)	The person should be a Business Leader / Corporate Leader / Bureaucrat / University Teacher with Economics or Business Studies or Law background / Professionals like Chartered Accountants, Cost & Management Accountants, Chartered Secretaries. The independent director must have at least 12 (twelve) years of corporate management / professional experiences.	Complied	

Contd.

Condition No	Title	Compliance Status as on 31 December 2012	Remarks
1.3(iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.	Not Applicable	
1.4	Chairman of the Board and Chief Executive Officer: The positions of the Chairman of the Board and the Chief Executive Officer of the companies shall be filled by different individuals. The Chairman of the Company shall be elected from among the directors of the Company. The Board of Directors shall clearly define respective roles and responsibilities of the Chairman and the Chief Executive Officer.	Complied	
1.5	Directors Report to Shareholders shall include following additional statements on:		
1.5(i)	Industry outlook and possible future developments in the industry.	Complied	The Directors' report complies with the guideline.
1.5(ii)	Segment-wise or product-wise performance.	Complied	Do
1.5(iii)	Risks and concerns.	Complied	Do
1.5(iv)	Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	Complied	Do
1.5(v)	Discussion on continuity of any Extra-Ordinary gain or loss.	Not Applicable	No extraordinary gain or loss experienced during the period.
1.5(vi)	Statement of all related party transactions.	Complied	The Directors' report complies with the guideline.
1.5(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	Not Applicable	
1.5(viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.	Not Applicable	There was no IPO/RPO/Right Issue in 2012.
1.5(ix)	If significant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	Complied	The Directors' report complies with the guideline.
1.5(x)	Remuneration to directors including independent directors	Complied	Do
1.5(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	Complied	Discussed in "Directors' declaration as to Statutory Information"
1.5(xii)	Proper books of account of the issuer Company have been maintained.	Complied	Do
1.5(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	Complied	Do
1.5(xiv)	International Accounting Standards (IAS) / Bangladesh Accounting Standards (BAS) / International Financial Reporting Standards (IFRS) / Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed.	Complied	Do
1.5(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	Complied	Stated under section "The system of Internal Control" in the Directors' Report.
1.5(xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	Complied	Stated under section "Going Concern" in the Directors' Report.
1.5(xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	Complied	The Directors' report complies with the guideline.

Condition No	Title	Compliance Status as on 31 December 2012	Remarks
1.5(xviii)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	Complied	The Directors' report complies with the guideline.
1.5(xix)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.	Complied	Do
1.5(xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	Complied	Stated in Annexure-I of the Directors' report which comply with the guideline.
1.5(xxi)	The pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by:-		
1.5(xxi)(a)	Parent / Subsidiary / Associated Companies and other related parties (name wise details);	Complied	Stated in Annexure-II of the Directors' report which comply with the guideline.
1.5(xxi)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details);	Complied	Do
1.5(xxi)(c)	Executives ;	Complied	Do
1.5(xxi)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details);	Complied	Do
1.5(xxii)	In case of the appointment / reappointment of a director the company shall disclose the following information to the shareholders:-		
1.5(xxii)(a)	A brief resume of the director;	Complied	The Directors' report complies with the guideline.
1.5(xxii)(b)	Nature of his / her expertise in specific functional areas;	Complied	Do
1.5(xxii)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board;	Complied	Do
2.0	Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS)		
2.1	The company shall appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles, responsibilities and duties of the CFO, the Head of Internal Audit and the CS.	Complied	
2.2	Requirement to attend the Board Meetings The CFO and the Company Secretary of the companies shall attend the meetings of the Board of Directors, provided that the CFO and/or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters.	Complied	
3.0	AUDIT COMMITTEE:		
3.0(i)	The Company shall have an Audit Committee as a sub-committee of the Board of Directors.	Complied	
3.0(ii)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business.	Complied	
3.0(iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	Complied	
3.1	<i>Constitution of the Audit Committee:</i>		
3.1(i)	The Audit Committee shall be composed of at least 3 (three) members.	Complied	
3.1(ii)	The Board of Directors shall appoint members of the Audit Committee who shall be directors of the Company and shall include at least 1 (one) Independent Director.	Complied	The members of the Audit Committee have been appointed by the Board of Directors who are Directors and which includes one Independent Director.

Contd.



Condition No	Title	Compliance Status as on 31 December 2012	Remarks
3.1(iii)	All members of the Audit Committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management experience.	Complied	
3.1(iv)	Filling of casual vacancy in the Audit Committee.	Complied	
3.1(v)	The company secretary shall act as the secretary of the Committee.	Complied	
3.1(vi)	The quorum of the Audit Committee meeting shall not constitute without Independent Director.	Complied	
3.2	<i>Chairman of the Audit Committee</i>		
3.2(i)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	Complied	
3.2(ii)	Chairman of the Audit Committee shall remain present in the Annual General Meeting (AGM)	Complied	
3.3	<i>Role of Audit Committee:</i>		
3.3(i)	Oversee the financial reporting process.	Complied	
3.3(ii)	Monitor choice of accounting policies and principles.	Complied	
3.3(iii)	Monitor Internal Control Risk management process.	Complied	
3.3(iv)	Oversee hiring and performance of external auditors.	Complied	
3.3(v)	Review along with the management, the annual financial statements before submission to the board for approval.	Complied	
3.3(vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	Complied	
3.3(vii)	Review the adequacy of internal audit function.	Complied	
3.3(viii)	Review statement of significant related party transactions submitted by the management.	Complied	
3.3(ix)	Review Management Letters / Letter of Internal Control weakness issued by statutory auditors.	Complied	
3.3(x)	Declaration to Audit Committee by the Company regarding utilization of IPO / RPO, Right issue money.	Not Applicable	There was no IPO/RPO/Right Issue in 2012 .
3.4	<i>Reporting of the Audit Committee:</i>		
3.4.1(i)	The Audit Committee shall report on its activities to the Board of Directors.	Complied	Audit committee informs Board Periodically through its minutes.
3.4.1 (ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-		
3.4.1(ii)(a)	Report on conflicts of interests ;	Complied	There was no reportable case of conflict of interest in 2012.
3.4.1(ii)(b)	Suspected or presumed fraud or irregularity or material defect in the internal control system;	Complied	There was no such case in the year.
3.4.1(ii)(c)	Suspected infringement of laws, including securities related laws, rules and regulations;	Complied	Do
3.4.1(ii)(d)	Any other matter which shall be disclosed to the Board of Directors immediately;	Complied	Do
3.4.2	Reporting to the Authorities – Reported to the Board of Directors about anything which has material impact on the financial condition and results of operation.	Complied	
3.5	Reporting to the Shareholders and General Investors Report on the activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii).	Complied	The Audit Committee(AC) report is disclosed in the Annual Report and signed by the Chairman of the AC.
4.0	EXTERNAL/STATUTORY AUDITORS: The issuer company should not engage its external / statutory auditors to perform the following services of the Company; namely:-		
4.0(i)	Appraisal or valuation services or fairness opinions.	Complied	

Condition No	Title	Compliance Status as on 31 December 2012	Remarks
4.0(ii)	Financial information systems design and implementation.	Complied	
4.0(iii)	Book-keeping or other services related to the accounting records or financial statements.	Complied	
4.0(iv)	Broker-dealer services.	Complied	
4.0(v)	Actuarial services.	Complied	
4.0(vi)	Internal Audit service.	Complied	
4.0(vii)	Any other services that the Audit Committee determines.	Complied	
4.0(viii)	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company.	Complied	
5.0	SUBSIDIARY COMPANY:		
5.0(i)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	Not Applicable	ACI Formulations Limited does not have any subsidiary company.
5.0(ii)	At least 1 (one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	Not Applicable	Do
5.0(iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	Not Applicable	Do
5.0(iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	Not Applicable	Do
5.0(v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	Not Applicable	Do
6.0	Duties of Chief Executive Officer (CEO) and Chief Financial Officer (CFO): The CEO and CFO shall certify to the Board that:-		
6.0(i)	They have reviewed financial statements for the year and that to the best of their knowledge and belief:		
6.0(i)(a)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	Complied	Stated at "Directors' declaration as to Statutory Information".
6.0(i)(b)	These statements together present a true and fair view of the Company's affairs and are in compliance with affairs and are in compliance with applicable laws;	Complied	Do
6.0(ii)	There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.	Complied	Do
7.0	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:		
7.0(i)	The Company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	Complied	Required certificate has been obtained from Messrs. Hoda Vasi Chowdhury & Co; Chartered Accountants' for the year 2012 which is published at Annexure-III of the Directors' Report.
7.0(ii)	The directors of the Company shall state, in accordance with the Annexure attached, in the directors' report whether the Company has complied with these conditions.	Complied	Status of Compliance is published with the Directors' Report as required.

ACI Formulations Ltd.

Brief resume of the Directors who seek appointment/re-appointment

Directors re-election**Mr. M Anis Ud Dowla, Chairman**

Mr. M Anis Ud Dowla has been the Chairman of ACI Formulations Limited since 30 November 1995. Mr. Dowla obtained his Masters in Public Administration from University of Karachi in 1959. Mr. M Anis Ud Dowla has worked with the British Oxygen Group of U.K. in Pakistan, Bangladesh and Kenya for 27 years including 12 years as Managing Director of Bangladesh Oxygen Limited. He joined as Group Managing Director of three ICI companies in Bangladesh in 1987 one of which has been divested and re-named as ACI Limited of which he is the Chairman.

Mr. Dowla has maintained a high profile in business circle and provided leadership to the business community in several capacities including three terms as President, Metropolitan Chamber of Commerce and Industry (MCCI), Dhaka and four terms as President, Bangladesh Employers' Federation (BEF). Mr. Dowla is currently a member of the Executive Committee of MCCI, Dhaka. He has also been elected as a CIP (Commercially Important Person) by the Government of Bangladesh for the last four consecutive terms (2009-12).

Dr. Arif Dowla, Director

Dr. Arif Dowla obtained Ph.D in Mathematics from the University of California, USA. Dr. Arif Dowla took over the charge of Managing Director of ACI Limited in June 2005. Prior to this he served the company as a Deputy Managing Director. He is also the Chairman of Mutual Trust Bank and Tetley ACI (Bangladesh) Limited. He is also a member of the American Mathematical Society. Dr. Dowla has been included in the list of Young Global Leader Honorees 2009 by the World Economic Forum which is an independent international organization committed to improving the state of the world by engaging leaders in partnerships to shape global, regional and industry agenda. He has also been elected as a CIP (Commercially Important Person) by the Government of Bangladesh for two consecutive terms (2009-2010).

Independent Directors

Mr. C. M. Murshed, Independent Director

Mr. C. M. Murshed obtained his Masters Degree from the Indiana University, in the Indiana Executive Program at Bloomington, USA in Business and Economics in the year 1968. He worked for British Oxygen Company for 19 years in leadership positions and his last designation in BOC was that of General Manager. From BOC he was chosen by the Government of Bangladesh and was deputed as Chairman of Bangladesh Textile Corporation where he worked for 3 years. He was then deputed in Foreign Service and served as Ambassador of different countries for 12 years. His last Ambassadorship was in China. He is also the Chairman of Audit Committee of ACI Formulations Ltd. He is Director in Social Marketing Company, UCEP, Airlink Bangladesh Ltd. He is Founder Trustee of Independent University of Bangladesh.

Mr. Juned Ahmed Choudhury, Independent Director

Mr. Juned Ahmed Choudhury obtained B.A (Hons) Degree in Economics from Dhaka University in 1957 and Master of Public Administration from Karachi University in 1959. He received training in Human Resource Development at the National Institute of Administration, Paris, and Institute of Labour Studies in Geneva. He was Director of Shell Oil Company Ltd. and Public Affairs Adviser of Bangladesh Shell Petroleum Development B.V. He was decorated Knight of the Order of Arts and Letters by the Government of France for his contribution to promotion of better Bangladesh-France relationship in the fields of language and culture.

Managing Director

Ms. Shusmita Anis, Managing Director

Ms. Shusmita Anis obtained her academic qualification on Fine Arts Graduate in Graphics Design from San Jose, California, USA. Ms. Shusmita was inducted as a Director in 2003 and later on she was appointed as a Managing Director in December 2012. She is Director of Consolidated Chemical Limited, ACI Pure Flour, Stochastic Logic Limited, ACI Salt Ltd., ACI HealthCare Limited and ACI Foundation. She is also Director in Pioneer Insurance Co. Ltd.



চেয়ারম্যানের বাণী

আমরা ব্যবসার পরিধি বিস্তৃত করার লক্ষ্যে
বিদ্যমান অবস্থার পাশাপাশি বহুবিধ ক্ষেত্র
খুঁজে দেখছি।

এম আনিস উদ্ দৌলা
চেয়ারম্যান

প্রিয় শেয়ারমালিক ও এসিআই এফএল এর শুভাকাজক্ষীবন্দ,

আসসালামু আলাইকুম।

১৭তম বার্ষিক সাধারণ সভায় আমি আপনাদের স্বাগত জানাচ্ছি।

বাংলাদেশ অর্থনৈতিক সমৃদ্ধির সুবর্ণ সুযোগের সুবিধা উপলব্ধি না করে, রাজনৈতিক দলগুলোর পারস্পরিক সমঝোতা ও সহাবস্থানের পরিবর্তে প্রতিদ্বন্দ্বিতাপূর্ণ অব্যাহত সংঘর্ষ ও পরস্পর বিরোধী ধ্বংসাত্মক কার্যকলাপ সাধারণ মানুষের ক্ষতির সৃষ্টি করছে। এ প্রতিদ্বন্দ্বিতাপূর্ণ অবস্থা চলতে থাকলে আমাদের সামনে যে অব্যাহত সুযোগ, তার সদ্ব্যবহার থেকে আমরা বঞ্চিত হব। এতে ব্যাহত হচ্ছে অর্থনৈতিক কর্মকাণ্ড, যা ব্যবসায়ী ও সাধারণ মানুষের মধ্যে উদ্বেগ, উৎকর্ষা এবং নিরাপত্তার অভাব সৃষ্টি হচ্ছে। অর্থনৈতিক সূচকের উর্ধ্বগতি দারুণভাবে বাধাগ্রস্ত হচ্ছে, বিনিয়োগ হ্রাস পাচ্ছে এবং বেকারত্ব বৃদ্ধি পাচ্ছে।

রাস্তার এসব বিপদ সত্ত্বেও আমাদের বিশ্বস্ত ও দৃঢ়প্রতিজ্ঞ কর্মীরা হরতাল, দাবদাহ, ধূলা ও বৃষ্টিতে উপেক্ষা করে তাদের নিরলস চেষ্টা ও কোম্পানীর প্রতি একাত্মবোধে উদ্বুদ্ধ হয়ে আমাদেরকে এ বছর গত বছরের তুলনায় ভাল ফলাফল উপহার দিয়েছে। বোর্ড এবং আমার নিজের পক্ষ থেকে সকল পর্যায়ের কর্মকর্তা-কর্মচারীদের আমি অভিনন্দন ও ধন্যবাদ জানাই।

প্রিয় শেয়ারমালিকবৃন্দ, আমরা ব্যবসার পরিধি বিস্তৃত করার লক্ষ্যে বিদ্যমান অবস্থার পাশাপাশি বহুবিধ ক্ষেত্র খুঁজে দেখছি। আমরা একটি শান্তিপূর্ণ ও নিরাপদ ব্যবসায়িক পরিবেশ পেলেই ঐ সমস্ত বিনিয়োগসমূহ একটি সার্থক আকৃতি নিতে শুরু করবে।

আপনারা একজন নতুন ব্যবস্থাপনা পরিচালক পেয়েছেন। আমি আপনাদের এবং আমার নিজের পক্ষ থেকে মিজ সুস্মিতা আনিস কে অভিনন্দন জানাচ্ছি এবং তাঁর সাফল্য কামনা করছি।

এম আনিস উদ্ দৌলা
চেয়ারম্যান

শেয়ার মালিকদের প্রতি পরিচালকমণ্ডলীর প্রতিবেদন

বিক্রয়

অগ্রমান কৃষক ক্রমাগত নতুন প্রযুক্তি ও আধুনিক কৃষি প্রযুক্তির প্রয়োগের মাধ্যমে বাণিজ্যিক কৃষি কাজের দিকে মনোনিবেশ করেছে। এর ফলে শস্যের ফলন ১৮১% থেকে ১৯১% পর্যন্ত বৃদ্ধি পেয়েছে যা আমাদের খাদ্য নিরাপত্তায় সুনির্দিষ্ট উন্নয়নের দিকে অগ্রযাত্রা। সরাসরি কর্মসংস্থান বৃদ্ধি পেয়েছে ২২% থেকে ২৫.৭%। শহর ও গ্রামের অর্থনৈতিক ও সামাজিক উন্নয়নের পথে কৃষি একটি গুরুত্বপূর্ণ ভূমিকা পালন করেছে।

২০১২ সালে আউশ-আমন মৌসুমে অপরিষ্কার বৃষ্টিপাত, বোরো ধানের বীজতলায় ঠান্ডার প্রকোপ, ফসলে রোগবালাইয়ে কম আক্রমণ এবং কৃষক পর্যায়ে ধানের বিক্রয়মূল্য উৎপাদন খরচের নীচে থাকায় কৃষক চাষাবাদে প্রয়োজনমতো সার কীটনাশক ব্যবহার করে নাই। ক্রপ কেয়ার ব্যবসা খাতে যদিও নিম্নমুখী অবস্থা ছিল তবুও আমরা ২০১১ সালে ৭% প্রবৃদ্ধি অর্জন করেছি।

আমাদের জন্য ক্রপ কেয়ার ব্যবসার ভবিষ্যৎ অত্যন্ত উজ্জ্বল কারণ বাজার পরিধি দখলের সুযোগ রয়েছে এবং নতুন ক্রেতার কাছে পৌঁছানোর জন্য বিভিন্ন কৌশল গ্রহণ করা হয়েছে।

নতুন পণ্য উন্নয়ন

আমরা ৮টি নতুন কীটনাশক, আগাছানাশক এবং ছত্রাকনাশক পণ্য ক্রপ কেয়ার-এর পণ্য তালিকায় সংযোজন করেছি এবং ২০১২ সালে ২টি নতুন কীটনাশক “গুলী ৫০ এসসি” এবং “এসিমিন্স ৫৫ ইসি” বাজারজাত হয়েছে।

পাবলিক হেলথ পণ্য

ম্যালেরিয়া, কালা-জ্বর এবং ডেঙ্গুজ্বরের বাহক নিয়ন্ত্রণের জন্য কোম্পানী জনস্বাস্থ্য উন্নয়নে পণ্য উৎপাদন করেছে এবং সরকারকে আবাসন এলাকার ভিতরে ঔষধ ছিটানোর জন্য নিয়মিত পণ্য সরবরাহ করে আসছে। ভবিষ্যত ব্যবসায়িক সম্ভাবনার আলোকে মাঠ পর্যায়ে বিভিন্ন পণ্যের প্রশিক্ষণ গবেষণা কেন্দ্র কর্তৃক পরীক্ষা-নিরীক্ষা কার্যক্রম অব্যাহত রয়েছে।

উৎপাদন

আমাদের কারখানাটি মশার কয়েল, মশার স্প্রে, সালফার সার উৎপাদন করার জন্য আধুনিক যন্ত্রপাতিতে সমৃদ্ধ। দানাদার কীটনাশক, প্রক্রিয়াজাত তরল কীটনাশক এবং পুনঃ প্যাকেটজাত পানিতে দ্রবণীয় কীটনাশক ও অন্যান্য গুড়া কীটনাশক উৎপাদন করে থাকে।

আমাদের মান নিয়ন্ত্রণকারী পরীক্ষাগারটি অত্যন্ত উন্নত যন্ত্রপাতি ও দক্ষ রসায়নবিদ এবং প্রকৌশলী দ্বারা পরিচালিত।

শিল্প বর্জ্য ব্যবস্থাপনা

আমরা “জিরো ডিসচার্জ” পরিবেশগত নিয়ম অনুসরণ করি। আমাদের কল-কারখানা থেকে নির্গত বর্জ্য পানি আমাদের ইটিপি ইউনিটে এসে পরিশোধিত

হয় এবং পরবর্তীতে যা পরিষ্কার পানি হিসাবে বাগান ও গৃহস্থালি কাজে ব্যবহৃত হয়। সকল কঠিন অবশিষ্ট বর্জ্যগুলো পুড়িয়ে ধ্বংস করা হয় এবং ধাতব ড্রামগুলো দুমড়ে মুচড়ে নষ্ট করা হয় যাতে এগুলো আবার ব্যবহৃত না হয়।

প্রচার, প্রশিক্ষণ ও উদ্বুদ্ধকরণ

শস্য বালাই সমাধান এবং ফসলের যত্নে নতুন প্রযুক্তি সারাদেশে বিস্তৃতির জন্য আমরা কৃষির সাথে সম্পর্কিত বিভিন্ন শিক্ষা প্রতিষ্ঠান, গবেষণাকেন্দ্র এবং আমাদের সম্মানিত পরিবেশক ও খুচরা বিক্রেতাদের সাথে নিয়মিত যোগাযোগ বজায় রেখে যাচ্ছি।

কৃষকদের কৃষিতাত্ত্বিক পরিচর্যা এবং নতুন প্রযুক্তির সাথে অভিযোজনের জন্য আমাদের একদল সুদক্ষ এবং সুপ্রশিক্ষিত মাঠকর্মী প্রতিদিন সরাসরি কৃষকদের উদ্বুদ্ধ করে যাচ্ছে। এছাড়া আমরা বালাইনাশক খুচরা বিক্রেতাদের নিয়মিত প্রশিক্ষণ দিয়ে থাকি, যারা কৃষকদের কাছে সরাসরি বালাইনাশক বিক্রি করে থাকেন।

সম্ভাবনা

আমরা বায়োকেমিক্যাল সহ কিছু নতুন আঙ্গিকের পণ্যের নিবন্ধন লাভ করেছে, যা ধানে ২০ শতাংশ ও সবজিতে ৩০ শতাংশের বেশী উৎপাদন বৃদ্ধিতে ত্বরান্বিত করবে। আমরা এই পণ্য বিস্তৃত পরিসরে চালু করছি।

আমাদের সালফার প্ল্যান্টে উৎপাদিত পণ্য কীটনাশক হিসাবে দেশে সালফারের চাহিদা মিটাতে সক্ষম হবে, অন্যদিকে বাড়তি উৎপাদন ক্ষমতা মাটির পুষ্টিগুণ বৃদ্ধিতে ব্যবহৃত হবে। ব্যবসা সম্প্রসারণের জন্য আমার বেশ কিছু উপায় পর্যবেক্ষণ এবং তাদের সম্ভাব্যতা যাচাই করছি। নতুন বাজার সম্প্রসারণের মাধ্যমে আমরা আমাদের নতুন বিনিয়োগকে সফল করব। আপনাদের দক্ষ ব্যবস্থাপনার মাধ্যমে যা বিকাশ লাভ করবে এবং বিনিয়োগ আরও উত্তরোত্তর সমৃদ্ধি লাভ করবে।

বিক্রিত পণ্যের ব্যয় এবং মুনাফার হার

২০১২ সালে পণ্যের উৎপাদন ব্যয়ের একটি অন্যতম প্রতিবন্ধকতা ছিল অপ্রত্যাশিত বিনিয়োগ হার। ২০১২ সালে কার্যত টাকার মানে অবমূল্যায়ন হয়েছে ১০%, যাহার ফলে কাঁচামালের মূল্যের উপর প্রায় অতিরিক্ত ৫৩ মিলিয়ন টাকার বিরূপ প্রভাব পড়েছে। কাঁচামালের মূল্য ছিল আমাদের অন্যতম প্রধান সমস্যা। তবুও কোম্পানী বিভিন্ন রকম উদ্যোগের মাধ্যমে এই বিপরীতমুখী সমস্যা মোকাবেলা করতে সমর্থ হয়; যেমন- মূল্যের কার্যকরী দরকষাকষি, উৎপাদনশীলতার উন্নতি ইত্যাদি। যার ফলশ্রুতিতে মোট মুনাফা গত বছরের তুলনায় একটু বেশী ছিল।

অন্যদিকে অর্থায়ন ব্যয় বৃদ্ধি সত্ত্বেও, মোট মুনাফা বৃদ্ধি এবং পরিচালন ব্যয়ের উপর কার্যকরী পদক্ষেপ গ্রহণ করার কারণে নীট মুনাফা ২০১১ সালের তুলনায় ২% বৃদ্ধি পেয়েছে।

আর্থিক ফলাফল

২০১২ সালে কোম্পানীর বিক্রয়লব্ধ অর্থ দাঁড়িয়েছে ২,৫৪১ মিলিয়ন টাকা, যা ২০১১ সালে ছিল ২,৪৪৪ মিলিয়ন টাকা। ফলশ্রুতিতে বিক্রয়লব্ধ অর্থ বৃদ্ধি পেয়েছে ১৩৭ মিলিয়ন টাকা, যা বিগত বছরের তুলনায় ৫.৬% বেশী। আমদানী পণ্যের উপর প্রতিকূল বিনিময় হারের প্রভাব সত্ত্বেও কাঁচামালের মূল্য হ্রাসের কারণে বিক্রিত পণ্যের মূল্য গত বছরের তুলনায় ৫.৩% বৃদ্ধি পেয়েছে। ফলশ্রুতিতে গত বছরের তুলনায় মোট মুনাফা ৬.৬% (৩৮ মিলিয়ন টাকা) বৃদ্ধি পেয়েছে। অর্থায়ন ব্যয় বৃদ্ধি সত্ত্বেও মোট মুনাফা বৃদ্ধি এবং অপারেটিং খরচের উপর কার্যকরী পদক্ষেপ গ্রহণ করার কারণে কর-পরবর্তী মুনাফা ২০১১ সালের তুলনায় (১৪৭ মিলিয়ন টাকা) ২.১% বৃদ্ধি পেয়ে ১৫০ মিলিয়ন টাকা হয়েছে। শেয়ার প্রতি আয়ও ৩.২৬ টাকা (২০১১) থেকে ২% বেড়ে ৩.৩৩ টাকায় এসে দাঁড়িয়েছে।

মুনাফা বন্টন

বিগত বছরের অর্থনৈতিক ফলাফল এবং ফ্রি রিজার্ভের আলোকে পরিচালকমণ্ডলী নীট মুনাফার বন্টন নিম্নলিখিত সুপারিশ করেছেন:

	২০১২ টাকা	২০১১ টাকা
বিগত বছরের অবশিষ্ট মুনাফা	৪২০,৪০১,৫৭৭	৪৯৮,৫৫৪,৩৭০
যোগ: কর-পরবর্তী মুনাফা	১৪৯,৯৬৩,৮১১	১৪৬,৮৪৭,২০৭
যোগ: আদায়কৃত পুনঃমূল্যায়ন সঞ্চিতি	৪১৫,৭৪৪	-
সর্বমোট বন্টনযোগ্য তহবিল	৫৭০,৭৮১,১৩২	৬৪৫,৪০১,৫৭৭

প্রস্তাবিত লভ্যাংশ

নগদ লভ্যাংশ	১১২,৫০০,০০০	৭৫,০০০,০০০
স্টক লভ্যাংশ	-	১৫০,০০০,০০০
সর্বমোট লভ্যাংশ	১১২,৫০০,০০০	২২৫,০০০,০০০
অবশিষ্ট স্থিতি	৪৫৮,২৮১,১৩২	৪২০,৪০১,৫৭৭

এ বছরের স্থিতি এবং আগামীতে লভ্যাংশের অংশবিশেষ বিনিয়োগের মাধ্যমে কোম্পানী তার ধারাবাহিক ডিভিডেন্ড পলিসি বজায় রাখতে পারবে বলে পরিচালকমণ্ডলী আস্থাশীল।

লভ্যাংশ

পরিচালকমণ্ডলী আনন্দের সাথে ২০১২ সালের জন্য ২৫% নগদ লভ্যাংশ প্রদানের সুপারিশ করছেন অর্থাৎ প্রতি ১০ টাকার শেয়ারে ২.৫ টাকা হিসাবে পাবে। ২০১৩ সালের ১২ই মে (রোববার) বুক ক্লোজারের সময় যে সকল শেয়ার মালিকগণের নাম কোম্পানীর সদস্যদের শেয়ার রেজিস্টারে বা সিডিবিএল এর ডিপোজিটরীতে অন্তর্ভুক্ত থাকবে তারা এই লভ্যাংশ পাবেন।

জাতীয় রাজস্ব আয়ে অবদান

কোম্পানী ২০১২ সালে কর্পোরেট কর, কাস্টমস্ শুদ্ধ ও মূল্য সংযোজন কর বাবদ ১৭০ মিলিয়ন টাকা জাতীয় রাজস্ব খাতে প্রদান করেছে। এটি বছরের মোট বিক্রয়লব্ধ আয়ের ৬.৬০%।

বিধিবদ্ধ তথ্য সম্বন্ধে পরিচালকমন্ডলীর ঘোষণা

আর্থিক বিবৃতি প্রস্তুত ও উপস্থাপন সম্বন্ধে পরিচালকমন্ডলী আরো জানাচ্ছেন যে :

- আর্থিক বিবৃতির নোট-৩৩ এ সেগমেন্ট রিপোর্টিং ফলাফল পর্যালোচনা করা হয়েছে।
- কোম্পানীর ব্যবসা করার সাথে যুক্ত বিভিন্ন ঝুঁকি সম্বন্ধে সচেতন এবং সেগুলোকে নিয়মানুগ পদ্ধতির মাধ্যমে মোকাবেলায় প্রস্তুত। আর্থিক বিবৃতির নোট-২৯ এ আর্থিক ঝুঁকি ব্যবস্থাপনা বর্ণিত হয়েছে।
- Bangladesh Accounting Standards (BAS) অনুসারে কোন অস্বাভাবিক লাভ বা ক্ষতি এ বছরে বিদ্যমান নেই।
- সংশ্লিষ্ট পক্ষগুলোর সকল লেনদেন বাণিজ্যিক ভিত্তিতে করা হয়েছে যার মূল নীতি "Arms Length Transaction". সংশ্লিষ্ট পক্ষের লেনদেনের বিবরণ আর্থিক বিবৃতির নোট-২৮(a) তে প্রকাশিত হয়েছে।
- কোন IPO বা রাইট ইস্যু এবছরে নেই।
- ত্রৈমাসিক আর্থিক ফলাফল এবং বার্ষিক আর্থিক বিবৃতির মধ্যে উল্লেখযোগ্য পার্থক্য নেই।
- এ বছরে, কোম্পানীর বোর্ড মিটিং এ উপস্থিতি ফি হিসেবে মোট ৯,৭৫০ টাকা প্রদান করা হয়েছে। পরিচালকমন্ডলীর সন্মানিভাতা আর্থিক বিবৃতির নোট-২৩ ও নোট-২৮(b) তে উল্লেখ করা হয়েছে।
- কোম্পানীর ব্যবস্থাপনাবন্দ পক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরণীতে কোম্পানীর স্থিতি, অপারেটিং ফলাফল, অর্থ প্রবাহ এবং ইকুইটিতে পরিবর্তন একটি বাস্তব ও পরিষ্কার চিত্র তুলে ধরা হয়েছে।
- কোম্পানীর হিসাবের বই সুনির্দিষ্টভাবে রক্ষণাবেক্ষণ করা হয়েছে।
- আর্থিক বিবৃতি প্রণয়নে যথাযথ হিসাব নীতি ধারাবাহিকভাবে অনুসরণ করা হয়েছে এবং হিসাবের ভিত্তি যুক্তিসঙ্গত ও সঠিক।
- আর্থিক বিবৃতি প্রস্তুতিতে BAS (Bangladesh Accounting Standards) এবং BFRS (Bangladesh Financial Reporting Standards) অনুসরণ করা হয়েছে।
- বিগত বছরের তুলনায় অপারেটিং ফলাফলে সকল উল্লেখযোগ্য পার্থক্য দৃষ্টিগোচর করা হয়েছে এবং তার ব্যাখ্যা প্রদান করা হয়েছে।
- বিগত ছয় বছরের গুরুত্বপূর্ণ আর্থিক ও পরিচালনাগত তথ্য ২০১২ সালে বার্ষিক প্রতিবেদনে প্রকাশ করা হয়েছে।
- কোম্পানী ২০১২ সালে লভ্যাংশ ঘোষণা করেছে।
- ২০১২ সালে বিধিবদ্ধ নিয়মানুযায়ী গ্রেট বোর্ড মিটিং অনুষ্ঠিত হয়েছে যা Annexure-I এ দেখানো হয়েছে।
- ৩১ ডিসেম্বর ২০১২ সালে কোম্পানীর শেয়ার হোল্ডিং প্যাটার্ন Annexure-II এ দেখানো হয়েছে।
- ২০১২ সালে আর্থিক প্রতিবেদনের Annexure-IV এ যে সমস্ত পরিচালকগণ নির্বাচন বা পুনর্নিয়োগপ্রাপ্ত হয়েছেন তাদের সংক্ষিপ্ত জীবন বৃত্তান্ত অন্তর্ভুক্ত করা হয়েছে।
- CEO এবং CFO বোর্ডকে এই মর্মে সত্যায়িত করেছে যে, তারা আর্থিক বিবৃতি মূল্যায়ন করেছে এবং তারা বিশ্বাস করে যে এই প্রতিবেদনে অসত্য কিছু নেই অথবা কোন উপাদান বাদ দেওয়া হয়নি অথবা এমন কিছু নেই যা ভুল ব্যাখ্যা দিতে পারে।
- CEO এবং CFO আরো নিশ্চয়তা প্রদান করেছে যে, এটি স্বচ্ছ এবং সঠিক উপস্থাপনা এবং প্রযোজ্য আইন মেনে আর্থিক বিবৃতি প্রস্তুত করা হয়েছে।
- CEO এবং CFO বোর্ডকে এ ব্যাপারে আরো সত্যায়িত করেছে যে তাদের জ্ঞান ও বিশ্বাস মতে এমন কোন লেনদেন হয়নি যা প্রতারণামূলক, অনৈতিক অথবা কোম্পানীর স্বীকৃত অভ্যন্তরীণ আচরণ নীতির বরখেলাপ।

পরিচালনা পর্ষদের গঠন

প্রধান শেয়ারমালিক ও ব্যবসায়ীদের নিয়ে ৭ সদস্যের পরিচালনা পর্ষদ গঠিত হয়। জনাব এম আনিস উদ্ দৌলা বর্তমানে বোর্ডের চেয়ারম্যান পদে অধিষ্ঠিত আছেন। ২০১২ সালে ডিসেম্বরে একজন ব্যবস্থাপনা পরিচালক নিয়োগ করা হয়েছে। ২০১২ সালে একজন নতুন স্বতন্ত্র পরিচালক নিয়োগ দান করে সতন্ত্র পরিচালকের সংখ্যা SEC নিয়ম অনুসারে ২ এ উন্নীত করা হয়।

পরিচালনা পর্ষদের ভূমিকা

যথাযথ প্রতিনিধিবর্গ, প্রতিবেদন ও নিয়ন্ত্রণের মাধ্যমে কোম্পানীর কার্যপদ্ধতি তত্ত্বাবধান করার জন্য বোর্ড সর্বোচ্চ ক্ষমতার অধিকার রাখে।

পরিচালনা পর্ষদের দায়িত্ব

কোম্পানীর দীর্ঘমেয়াদি স্বার্থের কথা বিবেচনা করে শেয়ারমালিক ও অন্যান্য স্টেকহোল্ডারদের স্বার্থে ও কোম্পানীর আইন অনুসারে পরিচালকমণ্ডলী কোম্পানীর কার্যক্রম পরিচালনা করার চূড়ান্ত ক্ষমতা রাখে।

পরিচালনা পর্ষদের কার্যক্রম

আইন অনুসারে পরিচালনা পর্ষদ প্রতি তিন মাসে একবার একত্রে মিলিত হয়। ২০১২ সালে পরিচালনা পর্ষদের পাঁচটি সভা হয়েছিল। মাসিক প্রতিবেদন বিতরণের মাধ্যমে নির্বাহী পরিচালক মণ্ডলীকে প্রধান কর্মকাণ্ড ও ফলাফল সম্পর্কে অবহিত করা হয় এবং কোম্পানীর ব্যবস্থাপনা পরিচালক, সকল পরিচালক মণ্ডলীকে ত্রৈমাসিক প্রতিবেদনের মাধ্যমে অবহিত রাখে। পরিচালনা পর্ষদের আলোচ্য সূচীর মধ্যে সংবিধিবদ্ধ অনুমোদন ছাড়াও আর্থিক ফলাফল, প্রধান বিনিয়োগের বিবেচনা, নতুন ব্যবসার পদক্ষেপ, ঋণ গ্রহণ, অর্থের তারল্য ইত্যাদি অন্তর্ভুক্ত থাকে।

ব্যবস্থাপনা পদ্ধতি

পরিচালনা পর্ষদ কোম্পানীর গঠনতন্ত্রে সম্মতি দান করেছে। ত্রৈমাসিক ভিত্তিতে পর্ষদকে কোম্পানীর লক্ষ্য ও উদ্দেশ্য সম্পর্কে অবহিত রাখা হয় এবং আর্থিক কার্য সম্পাদন করা হয়।

ক্ষমতায়ন

পরিচালনা পর্ষদ ব্যবস্থাপনা পরিচালককে স্বচ্ছ দিক নির্দেশনা দিয়ে কোম্পানীর যথার্থ প্রতিনিধিত্বে কর্তৃত্ব বজায় রাখতে এবং তত্ত্বাবধানের সকল ব্যবস্থা নিয়ে ব্যবস্থাপনা কর্মীদের কোম্পানীর জবাবদিহিতার স্বচ্ছ বিবরণী ও কর্মীদের কার্যক্রম সুনির্দিষ্ট পরিমাপক লক্ষ্য দ্বারা মূল্যায়ন করা হয় ও অর্জনের নিমিত্তে বিষয়মুখী লক্ষ্য নির্ধারণ করা হয়।

প্রতিবেদন ও তথ্যবিনিময়

প্রতি মাসে প্রাপ্ত মাসিক প্রতিবেদন ও বিবৃতির মাধ্যমে ব্যবস্থাপনা পরিচালক কোম্পানীর বিভিন্ন ইউনিটের ফলাফল সম্পর্কে অবহিত থাকেন। প্রতি তিন মাস অন্তর বিক্রয়, বিপণন এবং ফ্যাক্টরী অপারেশন বিশ্লেষণ করে কোম্পানীর লক্ষ্য ও উদ্দেশ্য অর্জনের নিমিত্তে নতুন কর্ম পরিকল্পনা তৈরী করা হয়। প্রতি বছর নির্দেশিত মৌলিক দক্ষতা সূচকের সাথে প্রত্যেকের অর্জিত দক্ষতা বিশ্লেষণ করা হয়।

শেয়ার মালিকদের সাথে যোগাযোগ

কোম্পানী নিয়মিতভাবে নির্ধারিত সময়ে বার্ষিক সাধারণ সভা করে থাকে। বার্ষিক সাধারণ সভায় উপস্থিত পরিচালকবৃন্দ শেয়ার মালিকগণের দৃষ্টিভঙ্গি ও পরামর্শ পর্যবেক্ষণ করে এবং বার্ষিক সাধারণ সভায় আমন্ত্রিত প্রাতিষ্ঠানিক স্টেকহোল্ডারদের আন্তরিকতার সাথে বিবেচনা করা হয়। কোম্পানির ব্যবস্থাপনা পরিচালকও শেয়ার মালিকগণের নিকট হতে লিখিত বার্তা গ্রহণ করে পরিচালনা পর্ষদের নোটিশে তা উপস্থাপন করেন।

পরিচালকমণ্ডলীর নির্বাচন

আর্টিকেলস অব এসোসিয়েশন এর ৪৭ অনুচ্ছেদ অনুসারে জনাব এম আনিস উদ্ দৌলা এবং ডক্টর আরিফ দৌলা পর্যায়ক্রমে অবসর গ্রহণ করেছেন এবং যোগ্যতার ভিত্তিতে তাঁদের পূর্ণনির্বাচনে প্রস্তাব রাখছেন।

স্বতন্ত্র পরিচালক

জনাব সি. এম. মোর্শেদকে স্বতন্ত্র পরিচালক পদে আরো তিন বছরের জন্য পূর্ণনির্বাচিত করা হয়েছে, যা ২০১২ সাল থেকে কার্যকর হলো।

স্বতন্ত্র পরিচালক পদের জন্য মানব সম্পদ বিশেষজ্ঞ এবং পাকিস্তান পেট্রোলিয়াম লিমিটেডের নির্বাহী পরিচালক জনাব জুনেদ আহমেদ চৌধুরীর নাম প্রস্তাব করছে বোর্ড।

ব্যবস্থাপনা পরিচালকের নিয়োগ

কোম্পানীর আর্টিকেলস অব এসোসিয়েশনের ধারা নং ৪০ অনুসারে বাৎসরিক সাধারণ সভার সম্মতির ভিত্তিতে মিজ সুমিত্রা আনিস, পরিচালক, এ সি আই ফরমুলেনস লিমিটেড, পাঁচ বছরের জন্য কোম্পানীর ব্যবস্থাপনা পরিচালক হিসাবে নিয়োগ দান করেছেন, যা ৩০-১২-২০১২ থেকে কার্যকর।

উপরোল্লিখিত পরিচালকদের সংক্ষিপ্ত পরিচয় ও অন্যান্য তথ্য ৭ আগস্ট, ২০১২ এর BSEC বিজ্ঞপ্তির দ্বারা ১.৫(xxii) অনুসারে Annexure-IV এ বর্ণিত আছে।

অডিট কমিটি

বাংলাদেশ সিকিউরিটি এন্ড এক্সচেঞ্জ কমিশনের গাইডলাইন অনুসারে কোম্পানীর অডিট কমিটি গঠন করা হয়েছে যা প্রতিপালন প্রতিবেদনে উল্লেখ করা হয়েছে। অডিট কমিটির সদস্যগণ হচ্ছেন জনাব সি. এম. মোর্শেদ, যিনি নিরপেক্ষ পরিচালক এবং অডিট কমিটির চেয়ারম্যান, মিসেস নাজমা দৌলা, ড. এফ এইচ আনসারী,

মিজ সুস্মিতা আনিস এবং মিজ সীমা আবেদ রহমান। অডিট কমিটি ২০১২ সালে চার বার সভা করেছেন। প্রতিষ্ঠানের সচিব অডিট কমিটির সচিব হিসেবে কাজ করেছেন। অডিট কমিটি ২০১২ সালে নিম্নে বর্ণিত প্রধান কাজগুলো করেছেন:

- অভ্যন্তরীণ নিয়ন্ত্রণ পদ্ধতির পর্যালোচনা এবং মূল্যায়ন;
- কোম্পানীর পরিচালনাগত ঝুঁকির পূর্ণবিবেচনা এবং তা কিভাবে সচেতনতা বৃদ্ধির মাধ্যমে মোকাবেলা করা যায়;
- বিধিবদ্ধ অডিটরের নিয়োগ এবং তাদের কাজের মূল্যায়ন;
- কোম্পানীর আর্থিক প্রতিবেদন প্রক্রিয়ার সুনিশ্চিতকরণ;
- বাংলাদেশ সিকিউরিটি এন্ড এক্সচেঞ্জ কমিশনের গাইডলাইনের আলোকে বিভিন্ন বিষয় পর্যালোচনা করা।

চলমান প্রতিষ্ঠান

পরিচালনা পর্ষদ পর্যায়ে অনুসন্ধান এবং বিশ্লেষণের মাধ্যমে নিশ্চিত করেছে যে সম্পদ এবং পর্যায়ে ব্যবসায়িক সুযোগের মাধ্যমে কোম্পানীকে চলমান প্রতিষ্ঠান হিসেবে বিবেচনা করা যায়, যা নিশ্চিতকরণের জন্য পরিচালকগণ আর্থিক হিসাবপত্র বিশ্লেষণ করেছেন এবং চলমান প্রতিষ্ঠানের আলোকে এর ভিত্তিতে আর্থিক হিসাবপত্র প্রস্তুত করা হয়েছে।

অভ্যন্তরীণ নিয়ন্ত্রণ

অভ্যন্তরীণ নিয়ন্ত্রণ পদ্ধতি ঠিকমত কাজ করছে এবং জ্ঞাত ও আসন্ন সকল ঝুঁকি সনাক্ত হয়েছে এবং ঐ সমস্ত ঝুঁকিকে প্রতিহত করার জন্য সঠিক পদ্ধতি এবং কর্মপন্থা গৃহীত হয়েছে - এই বিষয়ে কোম্পানীর একটি কার্যকরী ঝুঁকি ব্যবস্থাপনা পদ্ধতি আছে; পরিচালক পর্ষদ এই ব্যাপারে নিশ্চয়তা দান করছে। ব্যবসার লক্ষ্য অর্জনে একটি নিয়মতান্ত্রিক এবং সুশৃঙ্খল ঝুঁকি ব্যবস্থাপনা প্রণয়নের মাধ্যমে স্বাধীনভাবে পরামর্শদানকরণ নিশ্চিত করে অভ্যন্তরীণ নিয়ন্ত্রণ পদ্ধতি।

কর্পোরেট সামাজিক দায়বদ্ধতা

ব্যবসার সাথে সংশ্লিষ্টতার ভিত্তিতে গ্রুপ অব কোম্পানীর CSR এর অধীন প্রকল্প এবং প্রোগ্রামসমূহ নির্ধারণ করা হয়। আগামী বছর থেকে এসিআই গ্রুপের সিএসআর এর অধীনে সকল প্রকল্পের একটি প্রচারপত্র প্রকাশ হবে। শেয়ার অংশীদাররা তাদের বাৎসরিক হিসাবের সাথে এর একটি কপি পাবেন। আমরা একটি ক্রমবর্ধমান ব্যবসা প্রতিষ্ঠান পরিচালনায় এবং আমাদের সামাজিক দায়িত্ব সম্পর্কে সচেতন।

কর্পোরেট গভর্নেন্স প্রতিপালন প্রতিবেদন

কোম্পানীর পরিচালনা পর্ষদ কর্পোরেট গভর্নেন্সের সর্বোচ্চ মান নিয়ন্ত্রণ এবং তা প্রকাশে বদ্ধপরিকর। পরিচালনা পর্ষদ একটি দক্ষ কর্পোরেট গভর্নেন্সের আলোকে কোম্পানীর কার্যাবলীর প্রতি দেখাশুনা ও দিকনির্দেশনার দায়িত্বের ব্যাপারে সচেতন রয়েছেন। তাদের এই সমস্ত দায়িত্ব পালনের জন্য পরিচালকগণ কার্যকরী ব্যবস্থাপকদের প্রতি সঠিক দিকনির্দেশনা প্রণয়নে এবং কোম্পানীর কাজের উপর সুনির্দিষ্ট নজরদারি প্রতিষ্ঠিত করার জন্য নীতি গ্রহণ করেছেন।

আমরা আপনাদের এই মর্মে নিশ্চিত করছি যে, কোম্পানী বাংলাদেশ সিকিউরিটি এন্ড এক্সচেঞ্জ কমিশন এর নোটিশ নং- এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪ ৭ই আগস্ট ২০১২ অনুযায়ী সমস্ত প্রয়োজনীয় দিকনির্দেশনা পালন করা হয়েছে। কোম্পানীর পরিচালক প্রতিবেদন ২০১২ এর Annexure-III তে প্রয়োজনীয় মন্তব্য সহকারে প্রতিপালন, প্রতিবেদন সংযুক্ত করা হয়েছে। মেসার্স হুদা ভাসী চৌধুরী এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস, কর্তৃক প্রত্যায়িত প্রতিপালন সার্টিফিকেট এই প্রতিবেদনের Annexure-III তে অন্তর্ভুক্ত করা হয়েছে।

অডিটরস্

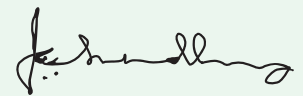
আমাদের অডিটর মেসার্স হুদা ভাসী চৌধুরী এন্ড কোং, চার্টার্ড একাউন্ট্যান্টস ২০১৩ সালের জন্য তাঁদের পুনর্নিয়োগ চেয়েছেন এবং পরিচালকগণ তাঁদের পুনর্নিয়োগে প্রস্তাব রাখছেন।

বোর্ডের পক্ষে,



সুস্মিতা আনিস

ব্যবস্থাপনা পরিচালক



জুনেদ আহমদ চৌধুরী

স্বতন্ত্র পরিচালক

ACI Formulations Limited

**Financial Statements as at
and for the year ended
31 December 2012**



Hoda Vasi Chowdhury & Co

Chartered Accountants

Independent Correspondent Firm to **Deloitte Touche Tohmatsu**

Independent Auditors' Report to the Shareholders of ACI Formulations Limited

We have audited the accompanying financial statements of ACI Formulations Limited (the Company) which comprise the statement of financial position as at 31 December 2012, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended and a summary of significant accounting policies and other relevant explanatory notes thereon.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements prepared in accordance with the Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs), give a true and fair view of the financial position of ACI Formulations Limited as at 31 December 2012 and the results of its financial performance and its cash flows for the year then ended and comply with the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

We also report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c) the statement of financial position and income statement along with the annexed notes 1 to 34 dealt with by the report are in agreement with the books of account; and
- d) the expenditure incurred and payments made were for the purposes of the Company's business.



Hoda Vasi Chowdhury & Co.
Chartered Accountants

Dhaka, 30 April 2013



ACI Formulations Limited

Statement of Financial Position

as at 31 December 2012

	Notes	2012 Taka	2011 Taka
Assets			
Non-current assets			
Property, plant and equipment	4		
At cost/revaluation		1,327,776,045	1,229,783,264
Less: Accumulated depreciation		97,075,474	52,490,189
		1,230,700,571	1,177,293,075
Capital work-in-progress	5	25,977,950	33,113,538
Investment	6	2,600,184	2,396,817
Total non-current assets		1,259,278,705	1,212,803,430
Current assets			
Inventories	7	669,134,103	704,746,537
Trade receivables	8	593,570,865	546,036,962
Advances, deposits and prepayments	9	37,848,062	24,745,835
Advance income tax	10	47,849,264	43,607,832
Inter-company receivables	11	161,977,411	243,764,427
Cash and cash equivalents	12	79,626,787	83,150,407
Total current assets		1,590,006,492	1,646,052,000
Total assets		2,849,285,197	2,858,855,430
Equity and liabilities			
Shareholders' equity			
Share capital	13	450,000,000	300,000,000
Revaluation surplus		692,960,311	693,376,055
Retained earnings		570,781,132	645,401,577
Total equity		1,713,741,443	1,638,777,632
Non-current liabilities			
Long term liabilities	14	13,633,614	34,726,794
Deferred tax liabilities	15	60,388,523	59,234,469
Total non-current liabilities		74,022,137	93,961,263
Current liabilities			
Bank overdrafts	16	72,830,194	58,082,809
Short term loan from banks	17	746,553,165	762,277,352
Long term loan from bank- current portion		24,455,231	21,669,426
Trade payables		46,943,524	97,971,753
Other payables	18	95,667,820	112,959,962
Inter-company payable	19	9,246,666	-
Current tax liability	20	65,825,017	73,155,233
Total current liabilities		1,061,521,617	1,126,116,535
Total equity and liabilities		2,849,285,197	2,858,855,430

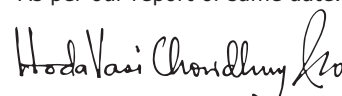
The annexed notes 1 to 34 form an integral part of these financial statements.


Managing Director


Director


Company Secretary

As per our report of same date.



Hoda Vasi Chowdhury & Co.
Chartered Accountants

Dhaka, 30 April 2013

ACI Formulations Limited

Statement of Comprehensive Income

for the year ended 31 December 2012



	<u>Notes</u>	<u>2012</u> <u>Taka</u>	<u>2011</u> <u>Taka</u>
Revenue	21	2,581,043,485	2,443,657,886
Cost of sales	22	(1,971,183,482)	(1,871,798,982)
Gross profit		609,860,003	571,858,904
Administrative, selling and distribution expenses	23	(313,474,009)	(302,740,217)
Results from operating activities		296,385,994	269,118,687
Other income	24	8,690,939	10,246,736
Finance costs		(94,319,665)	(71,477,257)
		210,757,268	207,888,166
Provision for contribution to WPPF		(10,537,863)	(10,394,408)
<i>Profit before taxation</i>		200,219,405	197,493,758
Income tax:			
Current tax expense	20	(49,101,540)	(63,707,518)
Deferred tax income/(expense)	25	(1,154,054)	13,060,967
		(50,255,594)	(50,646,551)
<i>Profit for the year</i>		149,963,811	146,847,207
Other comprehensive income		-	-
Total comprehensive income		149,963,811	146,847,207
Earnings per share (EPS)			
Basic earnings per share (par value Tk. 10)	26	3.33	3.26

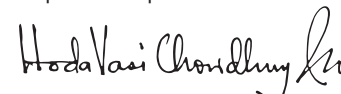
The annexed notes 1 to 34 form an integral part of these financial statements.


Managing Director


Director


Company Secretary

As per our report of same date.



Hoda Vasi Chowdhury & Co.
Chartered Accountants

Dhaka, 30 April 2013

ACI Formulations Limited

Statement of Changes in Equity

for the year ended 31 December 2012

<u>Particulars</u>	Paid up capital Taka	Revaluation reserve Taka	Retained earnings Taka	Total Taka
Balance as per 31 December 2010	300,000,000	693,376,055	588,554,370	1,581,930,425
Comprehensive income for the year 2011				
Profit for the year	-	-	146,847,207	146,847,207
Total Comprehensive income for the year	-	-	146,847,207	146,847,207
Contributions by and distributions to owners of the Company				
Dividends paid during the year	-	-	(90,000,000)	(90,000,000)
Total contributions by and distributions to owners of the Company	-	-	(90,000,000)	(90,000,000)
Balance as at 31 December 2011	300,000,000	693,376,055	645,401,577	1,638,777,632
Comprehensive income for the year 2012				
Profit for the year	-	-	149,963,811	149,963,811
Total Comprehensive income for the year	-	-	149,963,811	149,963,811
Contributions by and distributions to owners of the Company				
Issue of bonus shares	150,000,000	-	(150,000,000)	-
Dividends paid during the year	-	-	(75,000,000)	(75,000,000)
Transaction recognized directly in equity				
Realization of revaluation surplus	-	(415,744)	415,744	-
Transactions with owners of the Company, recognized directly in equity	150,000,000	(415,744)	(224,584,256)	(75,000,000)
Balance as at 31 December 2012	450,000,000	692,960,311	570,781,132	1,713,741,443

ACI Formulations Limited

Statement of Cash Flows

for the year ended 31 December 2012



	2012 Taka	2011 Taka
A) Cash flows from operating activities		
Cash received from customers	2,558,081,714	2,288,963,108
Cash received from other income	8,690,939	10,246,736
	<u>2,566,772,653</u>	<u>2,299,209,844</u>
Cash received/(paid) from/(for):		
Purchase of inventory	(1,943,792,760)	(1,796,964,576)
Operating expenses	(329,229,000)	(274,799,775)
Other creditors	(1,880,195)	1,812,081
Payment for WPPF	(5,509,036)	(6,459,607)
Advances, deposits and prepayments	(13,102,227)	2,802,390
	<u>(2,293,513,218)</u>	<u>(2,073,609,487)</u>
Cash generated from operating activities	<u>273,259,435</u>	<u>225,600,357</u>
Finance costs	(94,319,665)	(71,477,257)
Income tax	(60,673,188)	(48,558,099)
	<u>(154,992,853)</u>	<u>(120,035,356)</u>
<i>Net cash inflows from operating activities</i>	<u>118,266,582</u>	<u>105,565,001</u>
B) Cash flows from investing activities		
Acquisition of property, plant and equipment	(38,708,417)	(69,985,937)
Sale proceeds from property, plant and equipment	494,440	-
Investment	(203,367)	1,202,232
Payments for capital work-in-progress	(53,363,589)	(55,209,917)
<i>Net cash used in investing activities</i>	<u>(91,780,933)</u>	<u>(123,993,622)</u>
C) Cash flows from financing activities		
Inter-company debts received/(paid)	66,461,549	3,159,298
Dividend paid	(74,124,058)	(87,986,794)
Short term loan received/(paid) from/(to) banks	(15,724,185)	127,492,668
Long term loan received/(paid) from/(to) banks	(21,369,960)	(23,983,992)
<i>Net cash from/(used in) financing activities</i>	<u>(44,756,654)</u>	<u>18,681,180</u>
D) Net increase/(decrease) in cash and cash equivalents (A+B+C)	(18,271,005)	252,559
E) Cash and cash equivalents at 1 January	25,067,598	24,815,039
F) Cash and cash equivalents at 31 December (D+E)	<u>6,796,593</u>	<u>25,067,598</u>
Closing balance represents		
Cash in hand and at banks	79,626,787	83,150,407
Bank overdrafts	(72,830,194)	(58,082,809)
	<u>6,796,593</u>	<u>25,067,598</u>



ACI Formulations Limited Notes to the Financial Statements

for the year ended 31 December 2012

1. Reporting entity

1.1 Company profile

ACI Formulations Limited (the "Company") is a company incorporated in Bangladesh. It was incorporated as a private limited company on 29 October 1995 and was converted from private limited to public limited company on 4 May 2005 and listed with both Dhaka Stock Exchange Limited (DSE) and Chittagong Stock Exchange Limited (CSE) on 30 October 2008. The registered office of the Company is situated in Dhaka. The Company went into commercial operations on 1 July 1998. Advanced Chemical Industries Limited (ACI Limited) incorporated in Bangladesh is the immediate as well as ultimate parent of the Company.

1.2 Nature of business

The principal activities of the Company are manufacturing and marketing of a number of agrochemical and consumer products.

Agrochemical products (Crop Care & Public Health) are directly marketed by the Company with the use of depot facilities of ACI Limited.

Some products of ACI Limited Consumer Brands Division are manufactured for them under contract.

2. Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with Bangladesh Financial Reporting Standards (BFRSs), Bangladesh Accounting Standards (BASs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

2.2 Date of authorisation

The Board of Directors has authorised the financial statements on 30 April 2013 for publication.

2.3 Basis of measurement

The financial statements have been prepared on historical cost basis except for certain assets which are stated at revalued amount.

2.4 Functional and presentation currency and level of precision

These financial statements are presented in Bangladesh Taka (Taka/Tk), which is the Company's functional currency.

2.5 Use of estimates and judgments

The preparation of financial statements in conformity with Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs) require management to make judgments, estimates and assumptions that affects the reported amounts of the assets and liabilities and

disclosure of the contingent assets and liabilities at the date of the financial statements, and revenue and expenses during the year reported. Actual results may differ from these estimates.

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

2.6 Reporting period

The financial period of the Company encompasses the period from 1 January to 31 December each year. These financial statements cover one year from 1 January to 31 December 2012.

3. Significant accounting policies

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

3.1 Property, plant and equipment

3.1.1 Recognition and measurement

Items of property, plant and equipment are measured at cost or revaluation less accumulated depreciation. The items of property, plant and equipment were revalued in the year 2004 and 2010 by the firm of professional valuers on the basis of fair market value. Capital work-in-progress represents the cost incurred for acquisition and/or construction of items of property, plant and equipment that were not ready for use at the end of 2012 and these are stated at cost.

Cost includes expenditure that is directly attributable to the acquisition of asset. The cost of self constructed asset includes the cost of material and direct labour, any other costs directly attributable to bringing the assets to the working condition for their intended use. When revalued assets are disposed off, the amounts included in the revaluation surplus are transferred to retained earnings.

Subsequent to initial recognition cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. All other repair & maintenance expense are charged to income statement as it is incurred.

3.1.2 Depreciation

All items of property, plant and equipment (except land) have been depreciated on straight line basis. Depreciation on additions is charged at 50% of normal rates in the year of acquisition and no depreciation is charged in the year of disposal. Depreciation is charged at the rates varying from 2.5% to 20% depending on the estimated useful lives of assets. No depreciation is charged for land and capital work-in-progress.

The revalued items of property, plant and equipment are depreciated based on their revalued amount at the date of revaluation over their remaining estimated useful lives.



The estimated useful lives for the current and comparative years are as follows:

	<u>2012</u>	<u>2011</u>
Building	40 years	40 years
Plant and machinery	10 years	10 years
Furniture and fixture	10 years	10 years
Electrical and other office appliances	5-10 years	5-10 years
Equipment and machinery	5-10 years	5-10 years
Vehicles	5 years	5 years
Deep tube well	10 years	10 years

Depreciation methods, useful lives and residual values are reviewed at each reporting date. No revision in respect of items of property, plant and equipment was done in 2012.

3.1.3 Capitalisation of borrowing costs

Borrowing cost relating to acquisition of fixed assets is capitalised as per Bangladesh Accounting Standard-23: "Borrowing costs" at the weighted average cost of borrowings. However, capitalisation of borrowing costs is ceased when acquisition of relevant asset is completed.

3.2 Provision

A provision is recognised if, as a result of past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

3.3 Income tax expenses

Income tax expenses comprises current and deferred tax. Income tax expense is recognised in the income statement except to the extent that it relates to revaluation of property, plant and equipment which is recognised directly in equity.

3.3.1 Current tax

Current tax expenses has been made on the basis of the Finance Act 2012 and the Income Tax Ordinance 1984.

3.3.2 Deferred tax

Deferred tax is recognised using the balance sheet method. Deferred tax arises due to temporary difference deductible or taxable for the events or transactions recognised in the statement of comprehensive income. A temporary difference is the difference between the tax base of an asset or liability and its carrying amount/reported amount in the statement of financial position. Deferred tax asset or liability is the amount of income tax recoverable or payable in future period(s) recognised in the current period. The deferred tax asset/income or liability/expense does not create a legal liability/recoverability to and from the income tax authority. Deferred tax also arises due to revaluation of property, plant and equipment. The resulting impact of deferred tax assets/liabilities on revaluation surplus is included in the statement of changes in equity.

3.4 Foreign currency transactions

Foreign currency transactions are accounted at exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies at reporting date are translated at rates ruling at the statement of financial position date. All exchange differences are charged/credited to the income statement.

3.5 Financial instruments

Non-derivative financial instruments comprise of investments in shares and term deposit, trade receivables, cash and cash equivalents, trade payables, share capital and interest - bearing borrowings.

3.5.1 Trade receivables

Trade receivables are recognised and carried at original invoiced amount. Receivables are stated at net off provision for doubtful debts. Provision is made in these accompanying financial statements complying the Company's policy and receivables are written off when the debts became finally irrecoverable.

3.5.2 Investment in term deposit

If the Company has the positive intent and ability to hold term deposit to maturity, then such financial assets are classified as held to maturity. Held-to-maturity financial assets are recognised initially at fair value plus any directly attributable transactions cost.

3.5.3 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and all call deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.

3.5.4 Borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost using the effective interest method.

3.6 Financial risk management

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's management policies are established to identify and analyse the risks faced by the Company to set appropriate risk limits and controls and to monitor risk and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has provided in separate notes the information about the Company's exposure to each of the following risks, the Company's objectives, policies and processes for measuring and managing risks and the Company's management of capital. The Company has exposure to the following risks from its use of financial instruments.

- Credit risk (note-29.1)
- Liquidity risk (note-29.2)
- Market risk (note-29.3)



3.7 Revenue recognition

Revenue is recognised upon invoicing the customers for goods sold and delivered. Revenue represents net of Value Added Tax, goods returns and allowances.

3.8 Allocation of common service costs

Expenses for common service costs and facilities are allocated to entities based on common cost sharing agreement and followed consistently.

3.9 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operation capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Stock-in-transit represents the cost incurred up to the date of the statement of financial position for the items that were not received till to the date of the statement of financial position. Inventory losses and abnormal losses are recognised as expenses.

3.10 Finance income

Finance income is netted off with finance expense in these financial statements.

3.11 Statement of cash flows

Statement of cash flows has been prepared under direct method.

3.12 Employees benefit

a) Defined contribution plans (provident fund)

The Company operates a recognised provident fund scheme where employees contribute 10% of their basic salary with equal contribution by the Company. The provident fund is being considered as defined contribution plan being managed by a Board of Trustees.

b) Defined benefit plans (gratuity)

The Company operates an unfunded gratuity scheme, provision in respect of which is made annually covering all its permanent eligible employees. Actuarial valuation of gratuity scheme was last made in 2006 to assess the adequacy of the liabilities provided for the schemes as per Bangladesh Accounting Standard-19: Employee Benefits.

Defined benefit plan is a retirement benefit plan under which amounts to be paid as retirement benefits are determined by reference to employees' earnings and/or year of services. The Employees' Gratuity Fund of the Company is being considered as defined benefit plan.

c) Workers' Profit Participation Fund

The Company has created a 'Workers' Profit Participation Fund' and 5% of profit before charging such expense is transferred to this fund.

3.13 Earnings per share

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting profit or loss for the year attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares, if any. This has been shown on the face of income statement and computation of EPS is stated in note 26.

3.14 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. However, a segment is a distinguishable component of the Company that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company's primary format for segment is based on business segments.

All operating segments' operating results are reviewed regularly by the Company's Managing Director to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available. Segment results that are reported to the Managing Director include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.



4 Property, plant and equipment-2012 At cost

Name of assets	Cost						Depreciation						Written down value as at 31 Dec 2012
	Balance as at 1 January 2012	Addition during the year	Transferred from CWIP	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2012	Balance as at 1 January 2012	Charged during the year	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2012	Written down value as at 31 Dec 2012	
Land	107,890,224	32,221,215	20,063,147	-	-	160,174,586	-	-	-	-	-	160,174,586	
Building	164,519,229	107,336	15,023,698	-	-	179,650,262	4,412,205	4,302,108	-	-	8,714,313	170,935,950	
Plant	208,965,312	3,902,555	13,527,851	(441,447)	63,276	226,017,547	29,363,395	26,036,664	(225,682)	18,984	55,193,361	170,824,186	
Equipment and machinery	13,910,113	1,624,027	150,000	(177,328)	21,520	15,528,332	2,009,117	2,083,780	(52,775)	3,228	4,043,350	11,484,982	
Electric and other appliance	7,307,993	233,264	-	(13,860)	-	7,527,397	1,215,758	1,033,805	(1,386)	-	2,248,177	5,279,220	
Furniture and fixture	9,317,686	620,021	11,734,481	(8,738)	(21,520)	21,641,930	1,712,132	1,735,739	(918)	(3,228)	3,443,725	18,198,205	
Vehicles	12,121,545	-	-	-	-	12,121,545	3,178,612	2,424,308	-	(18,984)	5,602,920	6,518,625	
Deep tube well	63,276	-	-	-	(63,276)	-	18,984	-	-	(18,984)	-	-	
	524,095,377	38,708,417	60,499,177	(641,373)	-	622,661,599	41,910,202	37,616,404	(280,761)	-	79,245,845	543,415,754	

Revaluation

Name of assets	Cost						Depreciation						Written down value as at 31 Dec 2012
	Balance as at 1 January 2012	Addition during the year	Transferred from CWIP	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2012	Balance as at 1 January 2012	Charged during the year	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2012	Written down value as at 31 Dec 2012	
Land	631,685,128	-	-	-	-	631,685,128	-	-	-	-	-	631,685,128	
Building	36,864,035	-	-	-	-	36,864,035	921,601	921,601	-	-	1,843,202	35,020,833	
Plant	27,232,370	-	-	(487,645)	1	26,744,726	7,805,988	5,057,384	(412,810)	-	12,450,562	14,294,163	
Equipment and machinery	2,368,614	-	-	(71,521)	-	2,297,093	672,027	562,836	(25,099)	-	1,209,764	1,087,329	
Electric and other appliance	3,600,641	-	-	(13,860)	-	3,586,781	373,563	372,975	(1,386)	-	745,152	2,841,629	
Furniture and fixture	789,371	-	-	(414)	-	788,957	177,263	144,913	(317)	-	321,859	467,098	
Vehicles	3,147,727	-	-	-	-	3,147,727	629,545	629,545	-	-	1,259,090	1,888,637	
Deep tube well	1	-	-	-	(1)	-	-	-	-	-	-	-	
	705,687,887	-	-	(573,440)	-	705,114,446	10,579,987	7,689,254	(439,612)	-	17,829,629	687,284,817	
Total	1,229,783,264	38,708,417	60,499,177	(1,214,813)	-	1,327,776,045	52,490,189	45,305,658	(720,373)	-	97,075,474	1,230,700,571	

* The Company has capitalised the borrowing costs to the extent of Tk. 4,687,951 on acquisition of qualifying assets during the year 2012.

4.1 Property, plant and equipment-2011 At cost

Name of assets	Cost						Depreciation						Written down value as at 31 Dec 2011
	Balance as at 1 January 2011	Addition during the year	Transferred from CWIP	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2011	Balance as at 1 January 2011	Addition during the year	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2011	Written down value as at 31 Dec 2011	
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	
Land	28,963,308	67,856,926	11,069,990	-	-	107,890,224	-	-	-	-	-	107,890,224	
Building	156,055,675	-	8,463,554	-	-	164,519,229	395,546	4,016,659	-	-	4,412,205	160,107,024	
Plant	196,868,273	-	12,097,039	-	-	208,965,312	4,527,667	24,835,728	-	-	29,363,395	179,601,917	
Equipment and machinery	12,100,363	96,945	1,712,805	-	-	13,910,113	30,984	1,978,133	-	-	2,009,117	11,900,996	
Electric and other appliance	6,901,329	406,664	-	-	-	7,307,993	351,232	864,526	-	-	1,215,758	6,092,235	
Furniture and fixture	7,598,782	1,496,194	222,710	-	-	9,317,686	287,786	1,424,346	-	-	1,712,132	7,605,554	
Vehicles	9,986,398	1,292,008	2,005,939	-	-	12,121,545	969,288	2,209,324	-	-	3,178,612	8,942,933	
Deep tube well	63,276	-	-	-	-	63,276	6,329	12,655	-	-	18,984	44,292	
	418,537,404	69,985,937	35,572,036	-	-	524,095,377	6,568,832	35,341,370	-	-	41,910,202	482,185,175	

Revaluation

Name of assets	Cost						Depreciation						Written down value as at 31 Dec 2011
	Balance as at 1 January 2011	Addition during the year	Transferred from CWIP	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2011	Balance as at 1 January 2011	Addition during the year	Disposal during the year	Adjustment during the year	Balance as at 31 Dec 2011	Written down value as at 31 Dec 2011	
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	
Land	631,685,128	-	-	-	-	631,685,128	-	-	-	-	-	631,685,128	
Building	36,864,035	-	-	-	-	36,864,035	-	921,601	-	-	921,601	35,942,434	
Plant	27,232,370	-	-	-	-	27,232,370	7,805,988	-	-	-	7,805,988	19,426,382	
Equipment and machinery	2,368,614	-	-	-	-	2,368,614	-	672,027	-	-	672,027	1,696,587	
Electric and other appliance	3,600,641	-	-	-	-	3,600,641	-	373,563	-	-	373,563	3,227,078	
Furniture and fixture	789,371	-	-	-	-	789,371	-	177,263	-	-	177,263	612,108	
Vehicles	3,147,727	-	-	-	-	3,147,727	-	629,545	-	-	629,545	2,518,182	
Deep tube well	1	-	-	-	-	1	-	-	-	-	-	1	
	705,687,887	-	-	-	-	705,687,887	-	10,579,987	-	-	10,579,987	695,107,900	
Total	1,124,225,291	69,985,937	35,572,036	-	-	1,229,783,264	6,568,832	45,921,357	-	-	52,490,189	1,177,293,075	

* The Company has capitalised the borrowing costs to the extent of Tk. 7,033,706 on acquisition of qualifying assets during the year 2011.



5. Capital work-in-progress 2012

	Balance as at 1st January Taka	Addition during the year Taka	Transferred to fixed assets Taka	Balance as at 31st December Taka
Land and land development	-	20,063,147	(20,063,147)	-
Building	7,200,887	8,185,151	(15,023,698)	362,340
Plant and machinery	21,119,771	18,173,690	(13,677,851)	25,615,610
Furniture and fixture	4,792,880	6,941,601	(11,734,481)	-
	<u>33,113,538</u>	<u>53,363,589</u>	<u>(60,499,177)</u>	<u>25,977,950</u>

Capital work-in-progress 2011

	Balance as at 1st January Taka	Addition during the year Taka	Transferred to fixed assets Taka	Balance as at 31st December Taka
Land and land development	-	11,069,990	(11,069,990)	-
Building	900,902	16,769,477	(10,469,492)	7,200,887
Plant and machinery	12,574,755	22,354,860	(13,809,844)	21,119,771
Furniture and fixture	-	5,015,590	(222,710)	4,792,880
	<u>13,475,657</u>	<u>55,209,917</u>	<u>(35,572,036)</u>	<u>33,113,538</u>

6. Investment

	2012 Taka	2011 Taka
Investment in term deposit	2,525,184	2,321,817
Investment in shares of ACI Motors Limited	75,000	75,000
	<u>2,600,184</u>	<u>2,396,817</u>

Investment in term deposit amounting to Taka 2,525,184 which is kept as lien against service received from Titas Gas Transmission and Distribution Limited. Therefore, the Company has no intention to encash the said amount and recorded as long term investment.

7. Inventories

Raw materials	216,354,001	311,002,679
Packing materials	47,740,249	98,332,155
Finished goods	334,212,931	233,716,603
Stock in transit	54,295,397	52,328,598
Work-in-process	3,663,640	-
Other inventories (engineering stores and diesel)	<u>22,502,281</u>	<u>18,327,644</u>
	678,768,499	713,707,679
Provision for slow moving inventory	(9,634,396)	(8,961,142)
	<u>669,134,103</u>	<u>704,746,537</u>

In view of innumerable items of inventories and diversified quantities, inventories are presented group-wise.

8. Trade receivables

	2012		2011
	Dues over 6 months Taka	Dues below 6 months Taka	Total Taka
Crop Care & Public Health	163,166,199	491,108,500	654,274,699
			<u>654,274,699</u>
Provision for doubtful debts			(60,703,834)
			<u>593,570,865</u>
			<u>609,402,740</u>
			<u>609,402,740</u>
			<u>(63,365,778)</u>
			<u>546,036,962</u>

9. Advances, deposits and prepayments

	2012 <u>Taka</u>	2011 <u>Taka</u>
Advances to suppliers	24,745,176	12,457,718
Staff advances	2,120,549	5,570,407
Security money and tender deposits	5,028,910	6,517,710
Prepayments	5,953,427	200,000
	<u>37,848,062</u>	<u>24,745,835</u>

10 Advance income tax

Balance as at 1 January	43,607,832	82,012,870
Paid during the year	60,673,188	48,558,099
	<u>104,281,020</u>	<u>130,570,969</u>
Adjustment during the year	(56,431,756)	(86,963,137)
Balance as at 31 December	<u>47,849,264</u>	<u>43,607,832</u>

11 Inter-company receivables

Advanced Chemical Industries Limited	143,567,476	243,764,427
Premiaflex Plastics Limited	18,409,935	-
	<u>161,977,411</u>	<u>243,764,427</u>

12 Cash and cash equivalents

Cash in hand	150,000	150,000
Cash at banks with current accounts	52,729,467	30,781,975
Collection in hand	26,747,320	52,218,432
Total cash and cash equivalents	<u>79,626,787</u>	<u>83,150,407</u>

12.1 Cash and cash equivalents used for cash flow statement purpose

Total cash and cash equivalents	79,626,787	83,150,407
Bank overdrafts used for cash management purpose	(72,830,194)	(58,082,809)
	<u>6,796,593</u>	<u>25,067,598</u>

Details of bank overdrafts alongwith terms and conditions are shown under note 16.

13. Share capital

Authorised

<u>50,000,000</u> Ordinary shares of Tk. 10 each	<u>500,000,000</u>	<u>500,000,000</u>
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Issued and paid up

6,600,000 Ordinary shares of Tk. 10 each	66,000,000	66,000,000
32,500,000 Bonus shares of Tk. 10 each	325,000,000	175,000,000
5,900,000 Right shares of Tk. 10 each	59,000,000	59,000,000
<u>45,000,000</u>	<u>450,000,000</u>	<u>300,000,000</u>

The aforesaid share capital is subscribed as under:

	Number of shares	Percentage
Directors/sponsors	29,710,005	66.02%
Institutions	10,243,872	22.77%
General shareholders	5,046,123	11.21%
	<u>45,000,000</u>	<u>100.00%</u>



A distribution schedule of the above shares is given below as required by the Listing Rules:

<u>Number of shareholders</u>	<u>Share owning</u>	<u>Number of shares</u>	<u>Percentage of total shareholdings</u>
4,657	Less than 500	810,384	1.80%
1,660	501 - 5,000	2,266,429	5.04%
85	5,001 - 10,000	608,525	1.35%
54	10,001 - 20,000	754,630	1.68%
26	20,001 - 30,000	628,640	1.40%
14	30,001 - 40,000	475,040	1.06%
4	40,001 - 50,000	180,930	0.40%
11	50,001 - 100,000	842,352	1.87%
14	1,00,001 - 1,000,000	3,069,220	6.82%
6	Over - 1,000,000	35,363,850	78.59%
<u>6,531</u>		<u>45,000,000</u>	<u>100.00%</u>

	<u>Notes</u>	<u>2012</u> <u>Taka</u>	<u>2011</u> <u>Taka</u>
14. Long term liabilities			
Staff gratuity provision		7,770,548	5,166,709
Other long term liability		5,863,066	5,404,320
Long term loan from bank	14.1	-	24,155,765
		<u>13,633,614</u>	<u>34,726,794</u>
14.1 Long term loan from the City Bank Limited		<u>-</u>	<u>24,155,765</u>

Terms and conditions of the loan are as under:

Amount : Tk 100,000,000

Purpose : To retire documents of imported machineries and to procure machineries from local sources and to meet up the cost of civil constructions.

Tenure : 05 years

Securities for the aforesaid facilities are as follows:

- i) Hypothecation on specific plant, machinery and pre-fabricated structure financed by bank.
- ii) Corporate guarantee of Advanced Chemical Industries Limited.

15. Deferred tax liabilities

Deferred tax on temporary differences

Taxable temporary differences:			
Property, plant & equipment		1,031,973,323	978,679,751
Deductible temporary difference:			
Inventory		(9,634,396)	(8,961,142)
Trade receivables		(60,703,834)	(63,365,778)
Gratuity		(7,770,548)	(5,166,709)
Net taxable temporary differences as at 31 December		<u>953,864,545</u>	<u>901,186,122</u>
Deferred tax liability as of 31 December		<u>60,388,523</u>	<u>59,234,469</u>

	<u>Notes</u>	<u>2012</u> <u>Taka</u>	<u>2011</u> <u>Taka</u>
16 Bank overdrafts			
Standard Chartered Bank	16.1	31,900,545	35,218,868
The Hongkong and Shanghai Banking Corporation Ltd.	16.2	11,186,280	9,278,484
Citibank, N. A.		350	236,059
BRAC Bank Limited	16.3	9,542,659	-
Commercial Bank of Ceylon PLC	16.4	20,200,360	13,349,398
		<u>72,830,194</u>	<u>58,082,809</u>

16.1 Standard Chartered Bank

The Company is enjoying overdraft facility under general banking facilities from Standard Chartered Bank (SCB) under the following terms and conditions:

Limit : Tk 10,000,000.
Purpose : Working capital.
Tenure : On demand.

16.2 The Hongkong and Shanghai Banking Corporation Limited

The Company is enjoying overdraft facility from The Hongkong and Shanghai Banking Corporation Limited (HSBC) under the following terms and conditions:

Limit : Tk 10,000,000.
Purpose : Working capital.
Tenure : On demand.

16.3 BRAC Bank Limited

The Company is enjoying overdraft facility from BRAC Bank Limited under the following terms and conditions:

Limit : Tk 10,000,000.
Purpose : Working capital.
Tenure : On demand.

16.4 Commercial Bank of Ceylon PLC

The Company is enjoying overdraft facility from Commercial Bank of Ceylon PLC under the following terms and conditions:

Limit : Tk 20,000,000.
Purpose : Working capital.
Tenure : On demand.

17. Short term loan from banks

	<u>Notes</u>	<u>2012</u> <u>Taka</u>	<u>2011</u> <u>Taka</u>
Standard Chartered Bank	17.1	148,345,699	131,964,053
The Hongkong and Shanghai Banking Corporation Ltd.	17.2	252,802,759	367,401,411
Citibank, N. A.	17.3	-	7,172,888
BRAC Bank Limited	17.4	202,558,707	-
Commercial Bank of Ceylon PLC	17.5	142,846,000	255,739,000
		<u>746,553,165</u>	<u>762,277,352</u>

17.1 Standard Chartered Bank

The Company is enjoying trade finance facility under general banking facilities from Standard Chartered Bank (SCB) under the following terms and conditions:



17.1.1 Letter of Credit (L/C secured)/Loan Against Trust Receipt (LATR)/short term loan

Amount : Tk 510,000,000.
Purpose : To retire the documents under letters of credit issued by the Standard Chartered Bank.
Tenure : 120 - 270 days.
Payment : On maturity each trust receipt outstanding will be adjusted by debiting Company's bank account and quarterly interest will be charged into the same account.

17.1.2 Acceptance

Amount : Tk 510,000,000 (Inner limit of limit 17.1.1 above).
Purpose : To provide acceptance against usance or deferred L/C.
Tenure : 180 - 270 days.

17.1.3 Import invoice financing

Amount : Tk 150,000,000 (Inner limit of limit 17.1.1 above).
Purpose : To finance 100% local procurement of raw materials.
Tenure : 120 days.

17.1.4 Import loan

Amount : Tk 50,000,000 (Inner limit of limit 17.1.1 above).
Purpose : For granting import loan to meet drawing under machinery and spare parts.
Tenure : 360 days.
Payment : 12 equal monthly installments.

Securities for the facilities mentioned under notes 16.1 and 17.1 are as follows:

- i) Demand promissory note and letter of continuation for Tk 540,000,000 each.
- ii) Registered first charge over stock and book debts of the Company for Tk 540,000,000.
- iii) First charge by way of registered mortgage over the tangible fixed assets of the Company both existing and future where Standard Chartered Bank's share being at least Tk 15,000,000.
- iv) Corporate guarantee from Advanced Chemical Industries Limited supported by board resolution.

17.2 The Hongkong and Shanghai Banking Corporation Limited

The Company is enjoying following facilities from The Hongkong and Shanghai Banking Corporation Limited (HSBC) under the following terms and conditions:

17.2.1 Letters of Credit / Loan Against Trust Receipt (LATR) / Short term loan

Amount : Tk 577,549,000.
Purpose : To retire sight documents by creating import loan and usance documents against borrowers acceptance and issue shipping guarantee. To finance imported raw materials/spares/small machinery on sight and deferred basis.
Tenure : 180 days for imports (loan) and deferred payment bills and 30 days for shipping guarantee.

Securities for the facilities mentioned under notes 16.2 and 17.2 are as follows:

- i) Demand promissory note of Tk 597,549,000 with letter of revival and continuity.
- ii) Letter of set off between different accounts maintained with the bank.
- iii) Corporate guarantee to be executed by Advanced Chemical Industries Limited for Tk 430,000,000 supported by Board Resolution for credit facilities granted to ACI Formulations Limited.
- iv) First pari-passu charge with other lenders over the borrower's stock of raw materials, work-in-progress and finished goods for Tk.430,000,000 registered with the Registrar of Joint Stock Companies and Firms (RJSC).
- v) First pari-passu charge with other lenders over the borrower's book debts/receivables for Tk 430,000,000 registered with the Registrar of Joint Stock Companies (RJSC) on pari-pasu basis with SCB where HSBC's share is Tk 430,000,000.

17.3 Citibank, N. A.

The Company is enjoying following facilities jointly with ACI Limited from Citibank, N. A. under the following terms and conditions:

17.3.1 Letters of Credit/Loan Against Trust Receipts/ Short term loan

Amount : Tk 300,000,000.

Purpose : For import of raw materials, spares and finished goods required for normal course of business.

Tenure : 180 days for imports (loan) and deferred payment bills and 30 days for shipping guarantee.

Securities for the facilities mentioned under note 17.3 is as follows:

Cross corporate guarantee from Advanced Chemical Industries Limited and ACI Formulations Limited.

The agreement permits the use of funds by both Advanced Chemical Industries Limited and ACI Formulations Limited. However the joint utilization limit is capped to Tk. 400,000,000.

17.4 BRAC Bank Limited

The Company is enjoying following facilities from BRAC Bank Limited under the following terms and conditions:

17.4.1 Letters of Credit / Loan Against Trust Receipt (LATR)

Amount : Tk 150,000,000.

Purpose : To retire import documents for raw materials and chemicals.

Tenure : 120 - 180 days.

17.4.2 Revolving loan

Amount : Tk 40,000,000.

Purpose : Working capital.

Tenure : 120 days.

Securities for the facilities mentioned under notes 16.4 and 17.4 are as follows:

- i) Registered first charge over plant and machinery of the Company for Tk. 150,000,000.
- ii) Registered first charge over stock and book debts of the Company for Tk. 200,000,000.
- iii) Corporate guarantee from Advanced Chemical Industries Limited.

17.5 Commercial Bank of Ceylon PLC

The Company is enjoying following facilities from Commercial Bank of Ceylon PLC under the following terms and conditions:

17.5.1 Letters of Credit / Loan Against Trust Receipt (LATR)

Amount : Tk 200,000,000.

Purpose : To retire import documents for raw materials and chemicals.

Tenure : 180 days.

17.5.2 Short term loan

Amount : Tk 100,000,000.

Purpose : Working capital finance.

Tenure : 180 days.

Securities for the facilities mentioned under notes 16.5 and 17.5 are as follows:

Registered first hypothecation charge over stocks and book debts on pari-pasu basis with SCB and HSBC, CBC's share being Tk 320,000,000.



18. Other payables

	<u>2012</u> <u>Taka</u>	<u>2011</u> <u>Taka</u>
Creditors for expenses	63,961,916	82,812,681
Interest payable	7,256,846	9,722,797
Security money payable	682,567	682,566
Unpaid dividend	6,138,690	5,262,748
Withholding tax and VAT	2,204,566	4,084,762
Provision for workers' profit participation fund	15,423,235	10,394,408
	<u>95,667,820</u>	<u>112,959,962</u>

19 Inter-company payables

ACI Salt Limited	<u>9,246,666</u>	<u>-</u>
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20 Current tax liability

Opening balance	73,155,233	96,410,852
Provision made during the year	49,101,540	63,707,518
Adjustment against advance tax	(56,431,756)	(86,963,137)
Closing balance	<u>65,825,017</u>	<u>73,155,233</u>

21 Revenue

Agrochemical products	1,254,685,403	1,177,151,845
Consumer products	1,326,358,082	1,266,506,041
	<u>2,581,043,485</u>	<u>2,443,657,886</u>

In view of innumerable items of sales and diversified quantities, it is not feasible to disclose the quantities against each items of sale.

22. Cost of sales

Particulars	2012			2011 Total
	Crop Care & Public Health	Mosquito Coil	Aerosol	
	Taka	Taka	Taka	
Raw and packing materials				
Opening stock	228,088,500	88,764,460	92,481,873	409,334,833
Purchase	699,762,869	565,452,739	435,777,310	1,700,992,918
Closing stock	927,851,369 (159,730,903)	654,217,199 (66,052,229)	528,259,183 (38,311,119)	2,110,327,751 (264,094,251)
Manufacturing expenses (Ref: Note-23)	768,120,466	588,164,970	489,948,064	1,846,233,500
Stock write off	63,266,477 482,077	111,738,157 -	16,917,374 -	191,922,008 482,077
Opening work-in -process	-	-	-	29,286
Closing work-in-process	-	-	(3,663,640)	-
Cost of goods manufactured	831,869,020	699,903,127	503,201,798	1,826,587,427
Finished goods				
Opening stock	233,716,603	-	-	233,716,603
Purchase	36,705,865	-	-	36,705,865
Closing stock	(334,212,931) (63,790,463)	- -	- -	(334,212,931) (63,790,463)
	768,078,557	699,903,127	503,201,798	1,971,183,482

As per Part II of Schedule XI of the Companies Act 1994, the quantities of raw materials, purchases and stocks should be expressed in quantitative denomination, however this could not be provided as the Company deals with large number of products both locally made and imported.

Raw and packing materials have been procured from local sources and also imported from the following countries:

India
Malaysia
Italy
Japan
China

Raw and packing materials consumed are 66% (approximately) imported.



23. Allocation of expenses

Particulars	2012					2011
	Administrative expenses	Distribution expenses	Manufacturing expenses	Selling expenses	Total	Total
	Taka (A)	Taka (A)	Taka (B)	Taka (A)	Taka	Taka
Salary and wages	66,870,601	8,113,208	88,697,795	70,118,722	233,800,326	209,445,625
Traveling and conveyance	2,304,892	6,239,054	646,939	41,453,421	50,644,306	36,183,414
Rent and rates	4,644,168	3,206,857	1,770,938	289,698	9,911,661	6,638,863
Repair and maintenance	4,084,320	219,826	29,614,963	4,256	33,923,365	22,819,012
Fuel and power	3,266,206	387,249	23,024,065	-	26,677,520	24,482,057
Postage, telephone, fax etc.	-	-	537,821	1,650,791	2,188,612	2,019,213
Printing and stationery	2,476,248	906,713	868,103	1,740,844	5,991,908	3,159,050
Promotional expenses	-	-	2,487,350	52,817,228	55,304,578	70,901,208
Entertainment	736,636	368,538	554,066	1,694,507	3,353,747	3,290,947
Vehicle maintenance	3,226,181	4,691,518	2,444,371	6,773,037	17,135,107	14,869,701
Doubtful debts	-	-	-	9,734,312	9,734,312	27,148,402
Truck and handling	-	3,722,970	2,358,271	-	6,081,241	5,920,408
Legal and professional charge	-	-	-	1,871,839	1,871,839	1,339,050
Audit fees	350,000	-	-	-	350,000	300,000
Insurance	-	-	3,201,824	212,880	3,414,704	3,266,482
Directors' fees	9,750	-	-	-	9,750	9,000
Bank charges	539,463	-	20,478	505,367	1,065,308	644,043
Sundry expenses	-	-	218,386	-	218,386	230,531
Product development expenses	-	-	107,654	1,225,858	1,333,512	1,609,131
Training expenses	-	-	143,446	1,510,269	1,653,715	1,644,061
Depreciation	131,229	-	42,806,518	2,367,911	45,305,658	45,921,356
Lab chemical and apparatus	-	-	471,494	-	471,494	835,112
Donation and subscription	-	-	429,139	-	429,139	407,909
Meeting expenses	281,656	-	-	2,725,786	3,007,442	1,564,360
Contribution to CSR	-	-	-	-	-	1,155,138
	<u>88,921,350</u>	<u>27,855,933</u>	<u>200,403,621</u>	<u>196,696,726</u>	<u>513,877,630</u>	<u>485,804,073</u>

Recovery of expenses for toll manufacturing service charges:

Advanced Chemical Industries Limited	-	-	(8,481,613)	-	(8,481,613)	(8,589,960)
	<u>88,921,350</u>	<u>27,855,933</u>	<u>191,922,008</u>	<u>196,696,726</u>	<u>505,396,017</u>	<u>477,214,113</u>

(A) Administrative, selling and distribution expenses

313,474,009 302,740,217

(B) Manufacturing expenses

191,922,008 174,473,896

505,396,017 477,214,113

	2012 Taka	2011 Taka
24. Other income		
Crop Care & Public Health	5,898,095	4,154,311
Mosquito Coil	14,935	1,362,195
Aerosol	2,777,909	4,730,230
	<u>8,690,939</u>	<u>10,246,736</u>
25. Deferred tax income/(expenses)		
Net taxable temporary differences (Note-15)	953,864,545	901,186,122
Deferred tax liability as of 31 December	60,388,523	59,234,469
Less: Opening balance as of 1 January	59,234,469	72,295,436
	<u>(1,154,054)</u>	<u>13,060,967</u>

26. Earnings per share

26.1. Basic earnings per share

The calculation of basic earnings per share at 31 December was based on the profit attributable to ordinary shareholders as follows:

Profit for the year	149,963,811	146,847,207
Weighted average number of shares outstanding during the year	45,000,000	45,000,000
Basic earnings per share	<u>3.33</u>	<u>3.26</u>

26.2 Diluted earnings per share

No diluted EPS was required to be calculated for the year since there was no scope for dilution of shares for the year 2012.

27 Off balance sheet items

27.1 Commitments

On the statement of financial position date, the Company is enjoying unfunded credit facilities from the following banks:

a) Letters of credit

Standard Chartered Bank	61,283,851	142,953,785
Commercial Bank of Ceylon PLC	19,652,070	17,885,468
The Hongkong and Shanghai Banking Corporation Limited	-	37,437,190
	<u>80,935,921</u>	<u>198,276,443</u>

b) Capital expenditure commitment

i) Contracted but not accounted for	8,901,695	8,745,847
ii) Approved but not contracted for	8,778,780	Nil

27.2 Contingent liabilities

Bank guarantee

The Hongkong and Shanghai Banking Corporation limited	1,581,679	1,581,679
Standard Chartered Bank	43,944	-
	<u>1,625,623</u>	<u>1,581,679</u>

Performance guarantee:

Standard Chartered Bank	5,918,608	6,122,220
	<u>5,918,608</u>	<u>6,122,220</u>



28 Related party transaction

During the year, the Company carried out a number of transactions with related parties in the normal course of business. The names of the related parties and nature of these transactions have been set out in accordance with the provisions of Bangladesh Accounting Standard-24: Related Party Disclosures:

a)	Name of the party	Relationship	Nature of transactions	Transaction value Year		Outstanding balance	
				ended 31 December		as at 31 December	
				2012	2011	2012	2011
			Taka	Taka	Taka	Taka	
	Advanced Chemical Industries Limited	Holding company	Sale of products	1,326,358,082	1,266,506,041	143,567,476	243,764,427
	ACI Motors Limited	Subsidiary of holding company	Service rendering	-	1,772,314	-	-
	Premiaflex Plastics Limited	Subsidiary of holding company	Working capital financing	18,409,935	7,761,000	18,409,935	-
	ACI Foods Limited	Subsidiary of holding company	Working capital financing	-	25,493	-	-
	ACI Logistics Limited	Subsidiary of holding company	Working capital financing	-	9,315,450	-	-
	ACI Salt Limited	Subsidiary of holding company	Working capital financing	9,246,666	141,973	9,246,666	-
						<u>2012</u>	<u>2011</u>
						Taka	Taka
b)	Directors' emoluments						
	Salary					<u>2,010,000</u>	<u>1,995,000</u>

29 Financial risk management

29.1 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations, and arises principally from the Company's receivables from customers and investment securities.

		<u>2012</u>	<u>2011</u>
		Taka	Taka
Exposure to credit risk			
	Note		
Trade receivables	8	593,570,865	546,036,962
Inter-company receivables	11	161,977,411	243,764,427
Cash at bank and collection in hand	12	79,476,787	83,000,407
		<u>835,025,064</u>	<u>872,801,796</u>

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

Bangladesh	<u>593,570,865</u>	<u>546,036,962</u>
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The aging of trade receivables at the reporting date was:

	Note		
Dues below 6 months (Gross amount)	8	491,108,500	451,828,104
Dues over 6 months (Gross amount)	8	163,166,199	157,574,636
		<u>654,274,699</u>	<u>609,402,740</u>
Provision for doubtful debts		<u>(60,703,834)</u>	<u>(63,365,778)</u>
		<u>593,570,865</u>	<u>546,036,962</u>

The movement in the provision for doubtful trade receivables during the year was as follows:

	2012 Taka	2011 Taka
Balance at 1 January	63,365,778	36,217,376
Add: provision made during the year	9,734,312	27,148,402
	<u>73,100,090</u>	<u>63,365,778</u>
Adjustment made during the year	(12,396,256)	-
Balance at 31 December	<u>60,703,834</u>	<u>63,365,778</u>

29.2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets or liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to Company's reputations.

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

As at 31 December 2012

Non derivative financial liabilities

Particulars	Note	Carrying amount	Contractual cash flow	Less than 1 year	01-05 years
Trade payables		46,943,524	(46,943,524)	(46,943,524)	-
Other payables	18	95,667,820	(95,667,820)	(94,985,253)	(682,567)
Inter-company payable	19	9,246,666	(9,246,666)	(9,246,666)	-
Bank overdraft	16	72,830,194	(72,830,194)	(72,830,194)	-
Short term loan from banks	17	746,553,165	(746,553,165)	(746,553,165)	-
Long term loan from bank	14	24,455,231	(24,455,231)	(24,455,231)	-
At 31 December 2012		<u>995,696,600</u>	<u>(995,696,600)</u>	<u>(995,014,033)</u>	<u>(682,567)</u>

As at 31 December 2011

Non derivative financial liabilities

Particulars	Note	Carrying amount	Contractual cash flow	Less than 1 year	01-05 years
Trade payables		97,971,753	(97,971,753)	(97,971,753)	-
Other payables	18	112,959,962	(112,959,962)	(112,277,396)	(682,566)
Bank overdraft	16	58,082,809	(58,082,809)	(58,082,809)	-
Short term loan from banks	17	762,277,352	(762,277,352)	(762,277,352)	-
Long term loan from bank	14	45,825,191	(45,825,191)	(21,669,426)	(24,155,765)
At 31 December 2011		<u>1,077,117,067</u>	<u>(1,077,117,067)</u>	<u>(1,052,278,736)</u>	<u>(24,838,331)</u>



29.3 Market risk

Market risk is the risks that changes in the market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of it's holdings of instruments. The objective of market risk management is to manage and control risk exposures within acceptable parameters, while optimising the return.

Exposure to foreign currency risk

The Company's exposure to foreign currency risk was as follows based on the notional amount:

<u>Description</u>	as at 31 December	
	2012	2011
	USD	USD
Short term interest bearing loan	478,279	-
	<u>478,279</u>	<u>-</u>

The following exchange rate was applied during the year:

	Reporting date Spot Rate	
	2012	2011
USD	79.83	82.6

Market risk-interest rate risk

At the date of statement of financial position the interest rate profile of the Company's interest-bearing financial instruments.

	Carrying amount	
	2012	2011
	Taka	Taka
Fixed rate instrument		
Financial assets	2,525,184	2,321,817
Financial liabilities	843,838,589	866,185,352
Total	<u>846,363,773</u>	<u>868,507,169</u>
Variable rate instrument		
Financial liabilities	38,181,013	-
Total	<u>38,181,013</u>	<u>-</u>

30 Production capacity

The production status (business wise) for the year ended 31 December 2012 are as follows:

<u>Business segment</u>	<u>Capacity</u>	<u>Unit</u>	<u>Actual</u>	<u>% of utilization</u>
Crop Care and Public Health	21,570	M. ton	10,271	48%
Mosquito Coil	1,290,000	Carton	770,391	60%
Aerosol	7,960,000	Pcs	4,544,541	57%

31 Foreign currency transaction

	<u>2012</u>	<u>2011</u>
	Taka	Taka
During the year under review following payments were made in foreign currencies:		
Raw and packing materials	1,011,269,086	920,185,636
Capital machinery	20,145,316	11,394,748
	<u>1,031,414,402</u>	<u>931,580,384</u>

32 Subsequent events

The Board of Directors in their meeting held on 30 April 2013 have recommended cash dividend @ 25% i.e. Taka 2.5 per share of Taka 10 each aggregating to Taka 112,500,000 for the year ended 31 December 2012 subject to approval of the shareholders' in the Annual General Meeting scheduled to be held on 11 June 2013. The financial statements for the year ended 31 December 2012 do not include the effect of the cash dividend which will be accounted for in the period when shareholders' right to receive payment is established.

There are no other events identified after the date of the statement of financial position which require adjustment or disclosure in the accompanying financial statements.



The Company has three reportable segments, as described below, which are the Company's strategic divisions. The strategic division offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic divisions, the Company's CEO reviews internal management reports at least on a quarterly basis. The following summary describes the operations in each of the Company's reportable segments:

Crop Care and Public Health (CC & PH) : To manufacture and sell crop care and public health products.

Mosquito Coil (M Coil) : To manufacture and sell mosquito coil products

Aerosol : To manufacture and sell aerosol and air freshener products.

Particulars	Reportable business segment						Unallocated			Total		
	CC & PH		M Coil		Aerosol							
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011		
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	
Segment revenue:												
External revenues	1,254,685,403	1,177,151,845	-	-	-	-	-	-	-	-	1,254,685,403	1,177,151,845
Inter-segment revenues	-	-	773,764,913	804,381,724	552,593,169	462,124,317	-	-	-	-	1,326,358,082	1,266,506,041
Total revenue	1,254,685,403	1,177,151,845	773,764,913	804,381,724	552,593,169	462,124,317	-	-	-	-	2,581,043,485	2,443,657,886
Interest expense	(80,336,909)	(63,768,597)	(7,188,557)	(4,243,191)	(6,794,199)	(3,465,470)	-	-	-	-	(94,319,665)	(71,477,258)
Depreciation	(21,915,975)	(22,766,820)	(19,343,387)	(19,171,063)	(4,046,296)	(3,983,474)	-	-	-	-	(45,305,658)	(45,921,357)
Manufacturing expenses	(748,574,236)	(695,726,693)	(680,603,483)	(714,311,607)	(499,199,245)	(418,607,259)	-	-	-	-	(1,928,376,964)	(1,828,645,559)
Selling expenses	(194,194,647)	(191,289,160)	(134,168)	(1,156,082)	-	(468,240)	-	-	-	-	(194,328,815)	(192,913,482)
Distribution expenses	(27,855,933)	(27,052,003)	-	-	-	-	-	-	-	-	(27,855,933)	(27,052,003)
Administrative expenses	(36,063,333)	(37,252,945)	(32,678,435)	(26,884,354)	(20,048,353)	(15,869,499)	-	-	-	-	(88,790,121)	(80,006,798)
Other income	5,898,095	4,154,311	14,935	1,362,195	2,777,909	4,730,230	-	-	-	-	8,690,939	10,246,736
Segment result	144,060,342	136,277,442	32,140,227	37,978,740	24,018,836	23,237,575	-	-	-	-	200,219,405	197,493,758
Reportable segment assets	1,908,787,011	1,681,122,083	644,999,432	783,520,622	257,863,435	278,127,860	37,635,319	116,084,865	2,849,285,197	2,858,855,430		
Reportable segment liabilities	395,006,751	341,078,273	89,371,894	98,532,194	78,521,832	94,735,009	572,643,277	685,732,322	1,135,543,754	1,220,077,798		

33.1 Reconciliations of reportable segment revenues, profit or loss, assets and liabilities, and other material items:

	<u>2012</u> Taka	<u>2011</u> Taka
Revenue		
Total revenue from reportable segments	2,581,043,485	2,443,657,886
Other revenue	-	-
Elimination of inter-segment revenue	-	-
Total revenues	<u>2,581,043,485</u>	<u>2,443,657,886</u>
Profit or loss		
Total profit or loss for reportable segments	200,219,405	197,493,758
Other profit or loss	-	-
	<u>200,219,405</u>	<u>197,493,758</u>
Elimination of inter-segments profit	-	-
Unallocated amounts:		
Gain on distribution to owners of the Company	-	-
Other expenses	-	-
Total continuing profit from operations before tax	<u>200,219,405</u>	<u>197,493,758</u>
Assets		
Total assets for reportable segments	2,811,649,878	2,742,770,565
Other assets	-	-
Other unallocated amounts	37,635,319	116,084,865
Total assets	<u>2,849,285,197</u>	<u>2,858,855,430</u>
Liabilities		
Total liabilities for reportable segments	562,900,477	534,345,476
Other liabilities	-	-
Other unallocated liabilities	572,643,277	685,732,322
Total liabilities	<u>1,135,543,754</u>	<u>1,220,077,798</u>

Geographical information

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

Revenue

Bangladesh	2,581,043,485	2,443,657,886
	<u>2,581,043,485</u>	<u>2,443,657,886</u>

Non-current assets

Bangladesh	1,259,278,705	1,212,803,430
	<u>1,259,278,705</u>	<u>1,212,803,430</u>

34 General

34.1 Previous year's figures have been rearranged where necessary to conform to current year's presentation.

34.2 The number of employees drawing Tk 3,000 or more per month was 921 in 2012 (as against 798 in 2011).

34.3 All financial information is presented in Bangladesh Taka have been rounded off to the nearest Taka.


Managing Director


Director


Company Secretary



Corporate Directory

Registered Office

ACI Centre
245 Tejgaon Industrial Area
Dhaka 1208
Phone # (8802) 8878603
Fax # (8802) 8878626 & 8878619

Share Office

9 Motijheel C/A
Dhaka 1000
Phone # (8802) 9556254
Fax # (8802) 9565257

Manufacturing Facilities

ACI Formulations Plant
Rajabari, Sreepur, Gazipur
Phone # (8802) 0682555135
Fax # (8802) 9201070



ACI Formulations Limited

Registered Office
ACI Centre, 245 Tejgaon Industrial Area, Dhaka 1208

PROXY FORM

I/We _____
of _____
being a Member of ACI Formulations Limited, hereby appoint _____

_____ of _____
whose signature is appended below as my/our proxy to attend and vote for me/us and on my/our behalf at the 17th Annual General Meeting of the Company to be held on Tuesday, 11 June 2013 at 9:00 a.m. and/or at any adjournment thereof.

As witness my hands this _____ day of _____ 2013.

Signature on
Tk. 10
Revenue Stamp

(Signature of the Proxy)

(Signature of the Shareowner)

Registered Folio / BO ID No. _____

No. of Shares held _____

Note : A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. The Proxy Form, duly completed, must be deposited at the Share Office of the Company at 9 Motijheel C/A, Dhaka 1000, not later than 48 hours before the time fixed for the meeting.





ACI Formulations Limited
ACI Centre, 245 Tejgaon Industrial Area, Dhaka 1208