

Annual Report 2012

Success and Responsibility go together



BRITISH AMERICAN
TOBACCO
BANGLADESH

Bangladesh is a land of infinite possibilities. However, it must be acknowledged that our main driver of development is agriculture, because only progress in agriculture can ensure the progress of industry, commerce, and business - or in other words, lead to overall growth. This is why agriculture is at the core of our identity, it is our root. In this agriculture-centric nation, it is the farmers who forge our destiny and their hard work and dedication propel this nation forward. BAT Bangladesh remains partners of the farming families and enhances their lives through related activities for social change.

Partnering with communities.
Enabling progress.



Photography: Munim Wasif

“British American Tobacco Bangladesh strongly believes that success and responsibility go hand in hand. As the largest private sector tax payer of the country, we are playing our part as a responsible corporate citizen”

Arun Kaul
Managing Director



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ABOUT US

The presence of British American Tobacco in this part of the world can be traced back to 1910. Beginning the journey as Imperial Tobacco 102 years ago, the Company set up its first sales depot at Armanitola in Dhaka. After the partition of India in 1947, Pakistan Tobacco Company was established in 1949. The first factory in Bangladesh (the then East Pakistan) was setup in 1949 at Fauzdarhat in Chittagong. In 1965, the second factory of Pakistan Tobacco Company went into production in Mohakhali, Dhaka. Thereafter, it became Bangladesh Tobacco Company Limited in 1972 immediately after Bangladesh's independence. In 1998, the Company changed its name and identity to British American Tobacco Bangladesh Company Limited (BAT Bangladesh or the Company) aligning the corporate identity with other operating companies in the British American Tobacco Group.

BAT Bangladesh is a part of BAT plc, the world's most international tobacco group, with brands sold in 180 markets around the world.

We make high quality tobacco products for the diverse preferences of consumers, spanning the business 'from crop to consumer' and we are committed to embedding the principles of corporate social responsibility Group wide.

Our Shareholders

We were among the first companies to be listed on the Dhaka and Chittagong Stock Exchanges and currently ranked amongst the top 10 companies in terms of market capitalisation. British American Tobacco Group holds 72.91% of our shares; 11.52% is owned by Investment Corporation of Bangladesh; Shadharan Bima Corporation, Bangladesh Development Bank Limited, Government of People's Republic of Bangladesh, Sena Kallyan Sangstha own 4.66% and a further 10.91% is owned by other shareholders.

Our Portfolio of Products

Our success comes from satisfying informed adult smokers. We manufacture and market high quality and well established international cigarette brands as well as local brands. The brand portfolio of BAT Bangladesh currently consists of Benson & Hedges, John Player Gold Leaf, Pall Mall, Capstan, Star, Derby, Pilot and Hollywood.

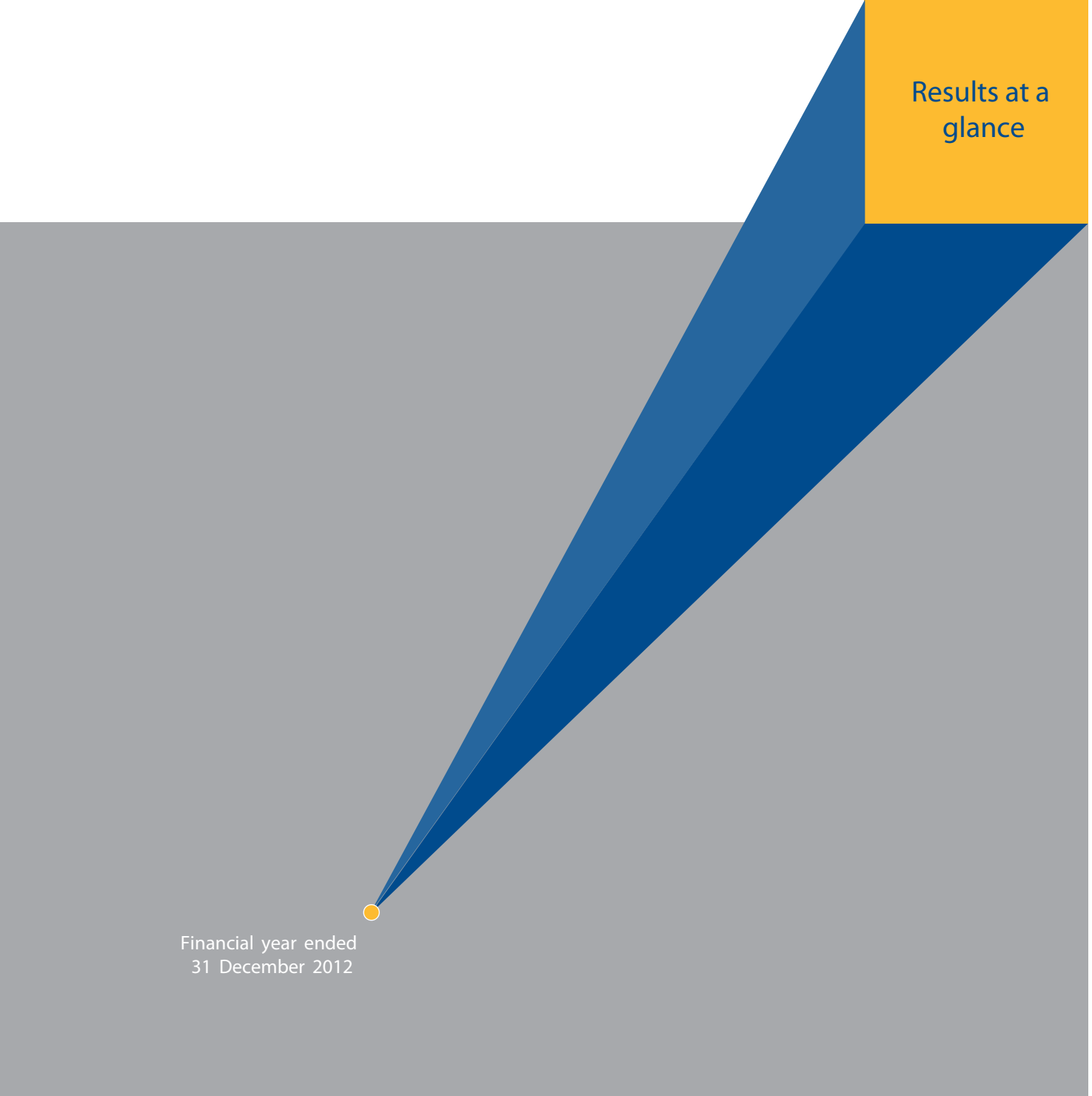
Our Contributions

BAT Bangladesh continues to contribute 2/3rd of the total tax collections from the cigarette industry, and in 2012, the Company contributed BDT 6,698 crores as Supplementary duty, Value Added Tax and other taxes. This represents an increase of BDT 1,107 crores from last year. The Company will continue to support Government proposals that establish a sustainable level of tax contribution to the National Exchequer while ensuring a sustainable growth for the industry.

Our People – Our Strength

BAT Bangladesh employs more than 1,100 people directly and about 50,000 people indirectly as farmers, distributors and local suppliers. We take great pride in saying that BAT Bangladesh is one of the most preferred employers in the country. It is our pool of talented people who bring their difference every day and make BAT Bangladesh a great place to work for all of us.

At BAT Bangladesh, we strive to be a responsible company wherever we operate, may that be to our shareholders, employees, business partners or any other relevant internal and external stakeholders.



Results at a glance

Financial year ended
31 December 2012

gross turnover (GT)

9,017

(BDT crores)

contribution to Govt.

6,698

(BDT crores) 74.28% of GT

net profit

394

(BDT crores) 4.36% of GT

foreign currency income from leaf exports

35.18

(USD million)

net earnings per share

65.69

(BDT)

net dividend per share

50

(BDT)

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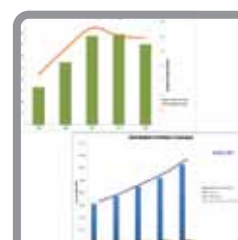
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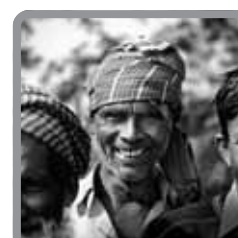
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BAT Bangladesh's afforestation programme is the largest afforestation effort by any private sector business entity in Bangladesh.

Strip plantation, Jhenaidah

CORPORATE INFORMATION

Board of Directors

Mr. Golam Mainuddin	- Chairman
Mr. Arun Kaul	- Managing Director
Mr. Kamrul Hasan	- Non-Executive Director
Mr. K. H. Masud Siddiqui	- Independent Director
Mr. Mohammad Moinuddin Abdullah	- Independent Director
Mr. Jalal Ahmed	- Non-Executive Director
Mr. Md. Fayekuzzaman	- Non-Executive Director
Mr. Anthony Yong	- Finance Director
Mr. Shehzad Munim	- Non-Executive Director

Company Secretary

Mr. Md. Azizur Rahman

Audit Committee

Mr. K. H. Masud Siddiqui	- Chairman
Mr. Md. Fayekuzzaman	- Member
Mr. Golam Mainuddin	- Member
Mr. Md. Azizur Rahman	- Secretary

Board Compensation Committee

Mr. Golam Mainuddin	- Chairman
Mr. Arun Kaul	- Member
Mr. Anthony Yong	- Member
Ms. Rumana Rahman	- Secretary

Board CSR Committee

Mr. Kamrul Hasan	- Chairman
Mr. Arun Kaul	- Member
Mr. Jalal Ahmed	- Member
Mr. Md. Azizur Rahman	- Secretary

Executive Committee

Mr. Arun Kaul	- Managing Director
Mr. Anthony Yong	- Finance Director
Mr. Aynul Kabir	- Head of Legal
Mr. S.M. Khaled	- Head of Supply Chain
Ms. Rumana Rahman	- Head of Human Resources
Mr. Usman Zahur	- Head of Marketing
Mr. Shahed Zubair	- Head of Corporate & Regulatory Affairs

Internal Audit Manager

Mr. SM Kamrul Hasan

Statutory Auditors

A. Qasem & Co., Chartered Accountants

Governance Compliance Auditor

Al-Muqtadir Associates, Chartered Secretaries

Bankers

Standard Chartered Bank
Hongkong and Shanghai Banking Corporation
Citibank N.A.
Commercial Bank of Ceylon
Sonali Bank
Pubali Bank

Registered Office

British American Tobacco Bangladesh Company Limited
New DOHS Road, Mohakhali, Dhaka 1206



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Board of Directors

BOARD COMPOSITION

Mr. Golam Mainuddin, Chairman

Mr. Golam Mainuddin has been the Chairman of British American Tobacco Bangladesh since August 2008. After obtaining his Masters of Science degree from Dhaka University, Mr. Mainuddin pursued the first 30 years of his career in the agro-based industry followed by corporate management over the next decade. He was a Tea Garden Manager at Duncan Brothers from 1969 to 1982. He then joined BAT Bangladesh and soon progressed as the Head of Leaf in 1985. He was appointed as a Director in the Board of Directors of the Company in 1986, and was given the responsibility of Deputy Managing Director in 1997. In addition to his present role as a Board member, Mr. Mainuddin also performs as a member of the BATB Audit Committee. Over the 27 years in BAT Bangladesh, he was instrumental in achieving self sufficiency in tobacco production with strong focus on quality improvements to meet the international standards required for domestic use and export purposes while driving wider introduction of Bangladeshi Tobacco in the world market. He played a key role in popularizing the tree plantation program of BAT Bangladesh, which was greatly praised and acclaimed throughout the country. Mr. Mainuddin concurrently serves as an Independent Director and the Chairman of the Audit Committee of Advanced Chemical Industries (ACI) Bangladesh and Apex Adelchi Footwear Limited. He is also a Director of Federation of Bangladesh Chambers of Commerce and Industries (FBCCI), an Executive Committee member of Metropolitan Chambers of Commerce and Industries (MCCI) and Bangladesh Employers Federation (BEF). He has been elected as a CIP (Commercially Important Person) by the Government of Bangladesh for the last two consecutive terms.



Mr. Arun Kaul, Managing Director

Mr. Arun Kaul was appointed as the Managing Director of BAT Bangladesh in July 2010. Prior to this assignment, he was General Manager of BAT Taiwan. Mr. Kaul joined BAT group in 1996 as the Area Country Head of BAT Oman and thereafter held various senior leadership roles in BAT Group such as Country Manager - Philippines; General Manager - Egypt; Program Director - BAT Iran; Commercial Director - BAT Vietnam etc. Mr. Kaul obtained Master's Degree in Marketing Management from Kellogg Graduate School of Management, Northwestern University, U.S.A. in 1984. He is an MBA majoring in Marketing from the Indian Institute of Management, Calcutta in 1981. He also holds a Bachelor degree in Mechanical Engineering from the Indian Institute of Technology, Delhi in 1978.





Mr. Kamrul Hasan, Non-Executive Director

Mr. Kamrul Hasan obtained B.A. (Hons.) and M.A in English Literature (1st position) from University of Chittagong. He completed a diploma in Public Management from the Connecticut State University, USA. He also achieved Diploma in Development Planning from Planning Academy, Dhaka. He was a former Secretary of the Ministry of Fisheries & Live Stock and the Ministry of Defence. Prior to joining the BATB Board, he was Additional Secretary in the Ministry of Finance (Finance Division). Before that, Mr. Hasan held various important senior positions of the Government of Bangladesh i.e. Economic Relations Division in Finance Ministry, Chairman of Jiban Bima Corporation, Director of Telephone Shilpa Shangstha, WASA Board, Grameen Bank Board and Sheraton Board. Mr. Kamrul Hasan was appointed as Independent Director of BAT Bangladesh in 2004, representing the Government's shares in the Company till July 2011. After that, he has been appointed as one of the Non-Executive Directors and Chairman of Board CSR Committee. He was awarded 'University BLUE' by Chittagong University in 1974 for his remarkable achievements in studies and extra curricular activities. He was a national level Tennis player during 1972-1979.



Mr. K. H. Masud Siddiqui, Independent Director

Mr. K. H. Masud Siddiqui joined Bangladesh Civil Service in 1982 after completion of his Masters from University of Dhaka. He has also earned MA degree in Economics from the Manchester University, England. He further received a Post Graduate Diploma in Development Administration and Management from UK. He was appointed as Secretary of the Ministry of Industries on September 2010 and then appointed as Secretary of Ministry of Liberation War Affairs in 2012. Before this, Mr. Siddiqui led Bangladesh Chemical Industries Corporation as the Chairman. In his around 31 years successful career in the civil service, he held several important positions in both field administration and different Ministries. He also worked in the Prime Minister's Office in the capacity of Director. Mr. Siddiqui joined the Board of Directors of BAT Bangladesh as Independent Director in October 2010 representing Government's shares in the Company. After moving to Ministry of Liberation War Affairs, Mr. Siddiqui has been re-appointed in the Company as an Independent Director as well as the Chairman of Audit Committee. Mr. Siddiqui is also a writer. He has four publications to his credit, such as 'Lok Shadhonar Sangskriti', 'Tasauf and Other Contexts', 'Malgoody Days', and 'Food Entitlement in Bangladesh'.



Mr. Mohammad Moinuddin Abdullah, Independent Director

Mr. Mohammad Moinuddin Abdullah obtained his Honours and Masters degrees in Soil Science from the University of Dhaka. He joined the Ministry of Industries as Secretary in September 2012. He represents the Government's shares in KAFCO as Chairman. Mr. Abdullah joined Bangladesh Civil Service (Administration Cadre) in 1983 and has been serving for nearly 31 years. He was appointed as the Divisional Commissioner of Dhaka in 2010, Director General of Prime Minister's Office as Additional Secretary in 2009. In 1994, he received international training on 'Planning & Appraisal of Rural Development Project' in the UK. He is involved with social and educational organizations for the development of the country. Mr. Abdullah was appointed as Independent Director in the Board of Directors of BAT Bangladesh in October 2012.



Mr. Jalal Ahmed, Non-Executive Director

Mr. Jalal Ahmed, born in 1961, obtained Honours and Masters degrees in Public Administration from the University of Dhaka in 1981-1982. He served Bangladesh Civil Service (Administration Cadre) for 31 years. He had been the Vice Chairman of Export Promotion Bureau from August 2010 to October 2011. During that period, the country attained export growth history which had not happened before. He was also the Chairman of Bangladesh Oil, Gas and Minerals Corporation (Petrobangla). Mr. Jalal Ahmed joined Ministry of Finance as Additional Secretary in September 2012. He was promoted to Additional Secretary to the Government in January 2009. He represents Bangladesh Submarine Cable Company, Bangladesh Telecommunication Company and IPDC as a Director. He joined the Board of Directors of BAT Bangladesh in October 2012 and then has been appointed as a member of the Board CSR Committee.

Mr. Md. Fayekuzzaman, Non-Executive Director

Mr. Md. Fayekuzzaman obtained B.Com. (Hons.) and M.Com. in Management and completed his Post Graduation studies in Investment Planning, Appraisal and Management of Development Finance Institution from Bradford University, United Kingdom. He attended Cambridge Leadership Program organized by the University of Cambridge, United Kingdom and Leadership Essential Program arranged by Columbia University, USA. He was appointed Managing Director of Investment Corporation of Bangladesh (ICB) in July 2010. Prior to this position, he had been Deputy Managing Director of Agrani Bank since 2007. Before that, he was General Manager of ICB. He has been working as a Non-Executive Director and a Member of Audit Committee of BAT Bangladesh since July 2010. Mr. Fayekuzzaman is the Chairman of ICB Capital Management Ltd. He is also Director of Standard Bank Ltd., Bangladesh Development Bank Ltd., IIDFC, CDBL, DSE Ltd., Credit Rating Information and Services Ltd. (CRISL), Credit Rating Agencies of Bangladesh Ltd. (CRAB), Bangladesh Institute of Capital Market, The Institute of Bankers, Bangladesh; GlaxoSmithKline Bangladesh Ltd., ACI Limited, Renata Limited, Linde Bangladesh Ltd., National Tea Company Ltd. and Apex Tannery Ltd.



Mr. Anthony Yong, Finance Director

Mr. Anthony Yong joined British American Tobacco Asia Pacific Region in 2000 as Regional Finance Manager after 8 years in KPMG performing audit and advisory services. He was then transferred to British American Tobacco Malaysia Berhad in 2001 where he performed a variety of finance roles as well as a stint in Strategic Planning and Programme Management Office. In 2008, Mr. Yong was appointed as the Head of Finance for British American Tobacco Switzerland before returning to Asia Pacific in July 2011 as Finance Director for British American Tobacco Bangladesh Company Limited.



Mr. Shehzad Munim, Non-Executive Director

Mr. Shehzad Munim joined BAT Bangladesh as Territory Officer in 1997 after graduating from the Institute of Business Administration (IBA) of Dhaka University. He worked in different marketing roles within BAT Bangladesh before taking up assignments in BAT New Zealand as Group Brand Manager in 2003. There, he subsequently took over the role of Head of Brand Marketing in 2005. In 2006, he took the challenge of developing the innovations process in BAT Australasia as Product and Packaging Innovations Manager. Mr. Shehzad Munim returned to BAT Bangladesh in 2007 as Head of Brand Marketing. In 2008, he assumed the role of Head of Marketing Bangladesh and delivered very strong business results. After completing a very successful tenure as Head of Marketing in Bangladesh, he took over the challenging role of Area Head of Marketing, South Asia Area. Mr. Shehzad Munim has been appointed as one of the Non-Executive Directors of BAT Bangladesh in October 2010.



Mr. Md. Azizur Rahman, Company Secretary

Mr. Md. Azizur Rahman is a fellow (FCS) of the Institute of Chartered Secretaries of Bangladesh and an associate member of Internal Audit Institute. After obtaining his Masters degree in Accounting from the University of Dhaka, he completed Chartered Accountancy course at ICAB. He then obtained the Chartered Secretary professional degree from ICSB. Mr. Rahman joined BAT Bangladesh in March 2002 in Company Secretarial function. In his 21 years of career span, he took the challenges of cross functional assignments which developed his expertise in areas like corporate affairs, finance, audit, corporate banking and records management. Apart from his diverse role as Company Secretary, he is also Secretary of the Audit Committee, Board CSR Committee and Trust Funds of the Company. Mr. Rahman performs as visiting lecturer on corporate affairs in different private universities and professional institutes. As a resource person, he has also conducted professional management courses at various levels. In his capacity as the Secretary General of Intellectual Property Association of Bangladesh (IPAB) and Vice-Chairman of IP Committee of FBCCI, he performs with different national and international organisations for addressing IPR issues in Bangladesh.



EXECUTIVE COMMITTEE





Mr. Arun Kaul, Managing Director

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Mr. Aynul Kabir, Head of Legal

Mr. Aynul Kabir completed LL.B. (Hons.) from University of Dhaka in 1996 and LL.M. from University of Leeds in 1998. Subsequently, he enrolled himself in Nottingham Trent University and was Called to the Bar from the Honourable Society of Lincoln's Inn in 1999. He returned to Bangladesh and joined Lee, Khan & Partners, one of the top corporate law firms, as an Associate and in 2001, he became a Partner of the law firm. Mr. Kabir joined BAT Bangladesh in 2006 as Legal Affairs Manager being in charge of Litigation Management. Subsequently, he looked after the corporate and commercial issues as Corporate and Commercial Counsel. In December 2009, Mr. Kabir was seconded to Ceylon Tobacco Company as Head of Legal where he played a key role in instilling legal best practices, strengthening the company's position on various contractual, labour and commercial legal issues and raising awareness on the role of Legal Function in the business. He returned to BAT Bangladesh in April 2011 as Head of Legal.



Mr. Saifuddin Mohammad Khaled, Head of Supply Chain

Mr. Saifuddin Mohammad Khaled joined BAT Bangladesh as Technical Assistant in 1988 after graduation in Mechanical Engineering from the Indian Institute of Technology (IIT) in 1987. After serving in various leadership capacities in BAT Bangladesh, Mr. Khaled was appointed as the Supply Chain Director of Ceylon Tobacco Company in 2010. He has extensive experience in the areas of manufacturing, supply chain and operations management. He returned to BAT Bangladesh as the Head of Supply Chain in 2012.



Ms. Rumana Rahman, Head of Human Resources

Ms. Rumana Rahman joined BAT Bangladesh in 2001 as a Management Trainee and performed in various roles covering specialist areas like reward, talent and generalist streams of business partnering including the area of Supply Chain HR. Before taking over the Head of HR role, she was posted in Hong Kong, Asia Pacific Regional Office as the Regional HR Planning & Reporting Manager. Ms. Rumana Rahman is the first Bangladeshi female Executive Committee member of BAT Bangladesh.



Mr. Usman Zahur, Head of Marketing

Mr. Usman Zahur joined British American Tobacco in Pakistan as Assistant Brand Manager in 1997 after graduating from Pak-American Institute of Management Sciences. Over the last 16 years, he has worked in various strategic roles within the Marketing department specializing in brand management, trade marketing and strategy planning. In 2007, he was seconded as a Regional Trade Marketing Development Manager of BAT Africa Middle East (Kenya) and then as the Head of Strategy and Planning in BAT South Asia Area. After successfully leading the marketing function in different geographies and roles, Mr. Zahur joined BAT Bangladesh as the Head of Marketing in 2012.



Mr. Shahed Zubair, Head of Corporate and Regulatory Affairs

Mr. Shahed Zubair completed his Bachelors in Electrical and Electronics Engineering from Bangladesh University of Engineering and Technology (BUET), Dhaka, and Masters in Business Administration from IBA, Dhaka University. He joined BAT Bangladesh in 2007 as Corporate Communications Manager. Before that he served in Nestle, Unilever and Banglalink, where he gained diverse knowledge and experience. He moved to the role of Regulatory Affairs Manager in 2007 and was then transferred to BAT Australia working as Area Internal Communications Manager as well as Strategy and Planning Manager in Corporate and Regulatory Affairs (CORA) function. He has over 14 years of experience in global FMCG and Telecommunications. Mr. Zubair joined BAT Bangladesh as Head of Corporate and Regulatory Affairs in 2012.

CHAIRMAN'S STATEMENT

Dear Shareholders,

It is a great honour and privilege to welcome you all at the 40th Annual General Meeting of British American Tobacco Bangladesh Company Limited and to place herewith the Annual Report of the Company for the year 2012. It was another prosperous year for your Company. During 2012, the Company had to operate with multifarious uncertainties and challenges in front. However, our results for the year are driven by revenue growth, an improved operating margin and growth in market share due to successful branding, introduction of new brands, innovations in packaging, cost control and somewhat stabilization of BDT in the second half of the year. Our performance indicates that the Company was on the right track in the year backed by right strategies and having an able leadership to deliver consistent value for our shareholders. I am pleased to report that the Company's Gross Turnover (GT) for the year is BDT 9,017 crores out of which your Company contributed taxes and levies to the National Exchequer for an amount of BDT 6,698 crores i.e. 74.28% of GT. The net profit for the year is BDT 394 crores, i.e. 4.36% of GT. In 2012, the Company earned foreign currency amounting to US\$ 35.18 million from leaf exports. As a result, Earnings Per Share (EPS) has moved up to BDT 65.69. In consideration of that, the Board of Directors is pleased to recommend 400% final cash dividend for you, in addition to the 100% interim cash dividend paid already in November 2012. The total Cash Dividend of the Company therefore stands at 500% for the year 2012. With that performance at the backdrop, the share price of the Company has been trading in both bourses of the country at a much higher price compared to last year, which is indeed a great news.

We are pleased to inform you that your Board has re-appointed Mr. K. H. Masud Siddiqui and appointed Mr. Mohammad Moinuddin Abdullah as Independent Directors and Mr. Jalal Ahmed as Non-Executive Director. The treasure of experience they bring with them has added great value to the Company. This has further strengthened the Corporate Governance standards in the Company. The day to day operations of the business is run and managed by a very competent and dedicated Executive Committee under the leadership of a very dynamic Managing Director. Your Board has considered and dispensed substantial business agenda in different Board meetings during the year and played catalytic roles in protecting your interest and upholding the values of the Company. On this occasion, I can proudly confirm that all members of the Board of Directors have made an effective and significant contribution to the Board and the Company for which I am grateful to them.

Meanwhile, Bangladesh Securities and Exchange Commission (BSEC) has introduced mandatory Guidelines on Corporate Governance. The Board of Directors of the Company is committed to deliver good Governance and exercise best practices in all respects. For us, good governance is about managing the business effectively and responsibly and in a way which is honest, transparent, shows accountability and abiding by the laws of the land. Regarding Governance, the Audit Committee Survey result was in full compliance by your Company in 2012. Apart from the Statutory Audit conducted by A. Qasem & Co., Chartered Accountants, the Board has appointed Al-Muqtadir Associates, Chartered Secretaries, to carry out the Corporate Governance Compliance Audit to be able to certify accordingly in fulfillment of the requirements of BSEC Guidelines.

In conclusion, we believe that we have the strengths and resources to continue our progress. Our employees are working hard and with dedication year on year for achieving the Company's objectives in a highly challenging and competitive market. Their success and efforts have been rewarded by our performance in 2012. Their continued and seamless efforts would propel the Company towards future success. On behalf of the Board, I would like to express my sincere appreciation to you all, our valued Customers, Suppliers, Distributors, Employees of the Company and Government of the Peoples' Republic of Bangladesh for their support and cooperation. I wish the Company every success in the future.

Golam Mainuddin
Chairman



Our performance indicates that the Company was on the right track in the year backed by right strategies and having an able leadership to deliver consistent value for our shareholders.



LEGAL & SECRETARIAL

“ Ensuring business continuity ”

Aynul Kabir
Head of Legal





GOVERNANCE

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“ For us, good governance is about managing the business effectively and responsibly and in a way which is honest, transparent, shows accountability and abiding by the laws of the land ”

STATEMENT OF INTERNAL CONTROL

The Board of Directors of British American Tobacco Bangladesh recognises the importance of sound internal controls and risk management practices to safeguard shareholders' investments and Company's assets. The Board affirms its overall responsibility for Company's system of internal control which includes the establishment of an appropriate control environment and framework as well as reviewing its adequacy and integrity. The Management is tasked by the Board to identify and assess the risks faced by the Company and to design, implement and monitor appropriate internal controls to mitigate and control the identified risks. As there are limitations that are inherent in any internal control system, the system designed can manage rather than eliminate risks that may impact the achievement of the Company's business objectives. Therefore, it provides reasonable but not absolute assurance against material misstatement or loss. The ultimate owner of the internal control system is the Board of Directors as it ensures that the importance of internal controls is understood across the Company and that adequate resource allocations are available.

Risk Management

As part of its internal control and risk management system, the Company has in place an ongoing process for identifying, evaluating, monitoring and managing significant risks faced by the business. Risk Management is firmly embedded in the Company's management system and is every employee's responsibility as the Company firmly believes that this process is critical for the business' sustainability and enhancement of shareholder value. The process includes reviewing and updating the internal controls to take into consideration changes in the regulatory and business environment and it is regularly reviewed by the Board via the Audit Committee.

The Risk Management Committee, chaired by the Finance Director and represented by senior managers from all functions of the Company, meets at least twice a year to review and update the risk register, including detailed assessment of the root causes and potential impact, and the risk mitigation action plans.

To ensure relevance, completeness and robustness of the risk mitigation actions, the Company also considers the element of Business Continuity which is defined as the strategic and tactical capability of the organisation to plan for and respond to incidents and business disruptions in order to continue business operations at an acceptable pre-defined level. To manage this effectively, the Company has in place a framework known as Business Continuity Management which is a holistic management process that identifies potential impacts that threaten an organisation and provides a framework for building resilience and the capability for an effective response that safeguards the interests of its key stakeholders, reputation, brand and value creating activities. This process is developed and embedded throughout the Company from senior management through to the factory floor and across all sites and throughout the supply chain. Selected business continuity plans were reviewed, updated and tested during last year as a part of regular Governance and Management continually develops new plans to support changes in the business environment. Senior Managers own the continuity plans and they make formal presentations to the Risk Management Committee on their readiness to counter various adverse scenarios and regular updates are provided to the Audit Committee on the same.

Internal control assessment process

Central to the Company's internal control and risk management system is its annual Control Self-Assessment process which has been developed and embedded in the business over time. A detailed checklist is developed each year which sets out the various controls and process requirements across all functions in Company and it is updated annually taking into consideration the transforming risk profile as dictated by changes in business and regulatory environment, strategies and functional activities from time to time. All functions of the Company complete this self-assessment together and effectiveness of the controls are assessed with action plans with specific timelines and responsibilities are drawn up where controls are deemed to require further strengthening or enhancement to mitigate key risks. The outcomes of the assessment are reported to the Audit Committee.

Other key elements of the internal control and risk management system

Apart from the above, the other key elements of the Company's internal control and risk management system which have been reviewed and approved by the Board are described below:

a) Policies, procedures and limits of authority

- Clearly defined delegation of responsibilities to committees of the Board and to Management including organisational structures and appropriate authority levels.
- Clearly documented internal policies and procedures are in place and regularly updated to reflect changing risks or improve operational efficiency. All policies are approved by the Board and instances of non-compliance to policies and procedures, if any, are reported to the Audit Committee.

b) Strategic business planning, budgeting and reporting

- The Company Management prepares and provides regular and comprehensive information for the purpose of monitoring of performance against strategic plan as well as Company plan, covering all key financial and operational indicators. On a quarterly basis, the Managing Director reviews with the Audit Committee all issues covering, but not restricted to, strategy, performance, resources and Standards of Business Conduct. The quarterly, half yearly and full year financials are reviewed by the Audit Committee as per the stipulated statutory timelines before they are recommended to the Board for approval.
- Detailed budgeting process requires all functions to prepare annual budgets for the Company plan and these are discussed and approved by the Board.
- Effective reporting systems which allow the identification of significant variances against budgets and plans are in place to monitor performance. Key variances are followed up by Management and reported to the Board.

c) Insurance and physical safeguard

- Adequate insurance and physical security of major Company assets are in place to ensure these are sufficiently covered against mishap that may result in material losses to the Company.

d) Executive Committee meetings

- Executive Committee meetings are held, on a monthly basis and as and when required, between the Managing Director and the Head of Departments, to review, identify, discuss and resolve strategic, operational, financial and key management issues.

e) Other matters

- Written declaration from all management personnel confirming their compliance to the Company's Standard of Business Conduct and all conflicts of interest situations are formally collated and reviewed by management annually and relevant actions are taken, if required, to mitigate relevant risks.
- Any significant control incidents are probed and assessed by relevant members of senior management in detail along with required action plans to correct control weakness and prevent recurrence, reviewed by the Executive Committee and reported to the Audit Committee.

Monitoring and development of awareness of internal control system

The system of internal control is monitored regularly through both on-going activities and separate evaluations. On-going monitoring activities are conducted through regular management activities. The Internal Audit function is responsible for providing an objective and independent view of the design and operational effectiveness of business controls and procedures, as well as management action in dealing with issues of control.

The Board, through the Audit Committee, ensures that an awareness of internal control is enhanced throughout the Company. This occurs through management self-assessment of controls, discussion of internal control issues at management meetings, on the job education on internal control and through creating an environment and control attitude within the Company that is challenging, proactive, and considers the worst case scenarios to gauge the appropriateness of controls. The Board has delegated the process of reviewing the effectiveness of internal controls to the Audit Committee whose functions are described in the Audit Committee Report.

The Board is of the view that the system of internal control of the Company is robust and able to detect any material losses, contingencies or uncertainties that would require disclosure in the Annual Report.



Audit Committee

AUDIT COMMITTEE REPORT



Mr. K. H. Masud Siddiqui
Chairman
(Independent Director)



Md. Fayekuzzaman
Member
(Non-Executive Director)



Mr. Golam Mainuddin
Member
(Non-Executive Director)



Mr. Md. Azizur Rahman
Secretary, Audit Committee
Company Secretary, BATB

The Board of Directors of British American Tobacco Bangladesh Company Limited has constituted an Audit Committee according to the conditions of Bangladesh Securities and Exchange Commission's (BSEC) guidelines which is appended at the Compliance Report enclosed with the Directors' Report. The Committee comprises of Mr. K. H. Masud Siddiqui, Mr. Golam Mainuddin and Mr. Md. Fayekuzzaman, of whom Mr. K. H. Masud Siddiqui is an Independent Director and also the Chairman of the Committee. Mr. Md. Azizur Rahman, Company Secretary, functions as the Secretary of the Committee. The Audit Committee is appointed by the main Board and all the members are Non-Executive Directors. All members of the Audit Committee are financially literate and are able to analyse 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 monitor the integrity of the financial statements of the Company and review and, when appropriate, make recommendations to the main Board on business risks, internal controls and compliance. 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, standards and principles.
- Monitor internal control and business risk management process.
- 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 have information and advice from the Company Legal Advisor, Tax Consultant and Statutory Auditor if required. The terms of reference of the Audit Committee may be amended from time to time as required for the business in line with BSEC notifications subject to approval by the Board.

Meeting Attendance

The Audit Committee met three times during the year 2012. All the members were present in all meetings of the Committee. The details of attendance of each member at the Audit Committee meetings during 2012 are as follows:

Composition of Audit Committee	Number of Audit Committee Meetings		
	Held	Attended	%
Mr. K. H. Masud Siddiqui Chairman (Independent Non-Executive Director)	3	3	100%
Mr. Md. Fayekuzzaman (Non-Executive Director)	3	3	100%
Mr. Golam Mainuddin (Non-Executive Director)	3	3	100%

The Managing Director, Finance Director, Internal Auditors of British American Tobacco Bangladesh Company Limited and representatives of the External Auditors had attended all the meetings upon invitation by the Audit Committee. From time to time, other senior members of management have also been invited by the Audit Committee to attend Audit Committee meetings. The Audit Committee met with the External Auditors and, separately, with the Internal Auditors, on an annual basis without any Executive Director being present.

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. Moreover, an Audit Committee effectiveness survey had been carried out for the year 2012 which reflected full compliance to the effectiveness Guidelines.

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

1. Financial reporting

Reviewed the quarterly and annual audited financial statements of the Company with the Finance Director and Managing Director, focusing particularly on significant changes to accounting policies and practices, adjustments arising from the audits, compliance with accounting standards and other legal requirements before recommending them to the Board for approval.

2. Internal control and Business Risk management

- a. Reviewed BAT Bangladesh's Business Risk Management Framework, including the top risks for the business as well as deep dive of key risks to assess and evaluate the relevance and robustness of mitigation plans.
- b. Reviewed the status, learning and enhancements of the identified Business Continuity Plans.
- c. Reviewed the management self-assessment of controls across the business and the action plans put forward for further enhancement of the same.
- d. Reviewed and recommended to the Board steps to improve the Company's internal control systems derived from the findings of the internal and external auditors.
- e. Received updates on breaches of the Standards of Business Conduct and whistle-blowing incidents and reviewed relevant management action.

3. Internal audit

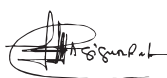
- a. Reviewed internal audit plan as to its consistency with the BAT Bangladesh's Business Risk Management Framework used and adequacy of coverage.
- b. Reviewed the internal audit reports as per BATB's annual audit plan and corresponding actions to improve controls as agreed by management.
- c. Reviewed status reports of Internal Audit to ensure that appropriate actions had been taken to implement the audit recommendations.

4. Related party transactions

- a. Reviewed the recurrent related party transactions entered into by the Company in 2012

5. External audit

- a. Reviewed with the external auditors the Company's Statement of Internal Control before recommending the same for inclusion in the Company's Annual Report 2012.
- b. Reviewed with the external auditors the Company's annual financial statements with the Finance Director and Managing Director, focusing on findings arising from audits particularly the comments and responses in management letter as well as assistance given by the employees of the Company before recommending them to the Board of Directors for approval.
- c. Reviewed the external auditors' audit plan including its nature and scope, audit report, evaluation of internal controls and coordination of the external auditors.
- d. Reviewed the external auditors' findings arising from audits, particularly comments and responses in management letters as well as the assistance given by the employees of the Company in order to be satisfied that appropriate action is being taken.



Md. Azizur Rahman
Secretary, Audit Committee
Company Secretary, BATB



K. H. Masud Siddiqui
Chairman
(Independent Director)

CORPORATE GOVERNANCE STATEMENT

Corporate governance (CG) is a term that refers broadly to the rules, procedure and laws by which businesses are operated, regulated, and controlled in order to ensure the interest of the stakeholders of a corporate body. BAT Bangladesh and its Board of Directors remain committed to high standards of corporate governance. This is central to the continued strong performance of the business in a manner which is sustainable in the long term and gains continued confidence of investors. For BATB, good governance is about managing the business effectively and responsibly and in a way which is honest, transparent and shows accountability.

Bangladesh Securities and Exchange Commission (BSEC) revised the Notification of Corporate Governance on 7 August 2012. This Notification shall be followed by all the listed companies on 'comply basis' within 31 December 2012 which will further enhance the state of corporate governance in the interest of investors and the capital market. Being a responsible corporate citizen, BAT Bangladesh is broadly supportive of the BSEC's efforts to encourage more effective narrative reporting which facilitated to enhance further good corporate governance in the country.

The corporate governance framework of BAT Bangladesh is directed towards achieving the Company's business objectives in a responsible manner. Therefore, in order to comply with laws, regulations, rules; corporate governance codes; articles of association; policies and procedures; the Company constantly exercises good Board practices, effective control processes, transparent disclosures, well-defined shareholders' rights and Board commitments. This statement outlines the adherence to these corporate governance elements as follows:

1. GOOD BOARD PRACTICES :

The Board is collectively responsible to the Company's shareholders for the success of the Company and for its overall strategic direction, its values and its governance. It provides the leadership necessary for the Company to meet its business objective within the framework of its internal controls, while also discharging the Company's obligations to its shareholders.

Board Composition

The Board's composition complies with the requirements by the regulations of BSEC. The Board of the Company consists of nine Directors, comprising five Non-Executive Directors, two Independent Directors and two Executive Directors which include the Managing Director and the Finance Director. A qualified Fellow Chartered Secretary is entrusted the role of Company Secretary.

Principal Responsibilities of the Board

The Board's principal responsibilities include:

- Ensuring that the Company is governed effectively so as to attain its broad objectives.
- Approving the Company business strategy and ensuring that an effective management team and the necessary financial and human resources are in place for the Company to meet its objectives.
- Approving the Company's Annual Report and reviewing its periodical financial reports.
- Organising Annual General Meeting with usual agenda for shareholders deliberations.
- Appropriation of profit and interim dividend declaration and recommendation of final dividend.
- Identifying risk and concern and reviewing the Company's risk management and internal control system.
- Formulating the Company's governance framework and approving the Standards of Business Conduct and policies of the Company.
- Overseeing the conduct of the Company's business to evaluate whether the business is properly managed.
- Ensuring and guiding management to manage external stakeholders.
- Empowering the management's responsibilities through appropriate delegation of authorities for business operation.
- Establishing various Board Committees including the Audit Committee, the CSR Committee and the Compensation Committee and determining its terms of references.
- Receiving and reviewing reports of Board Committees.
- Considering and approving other matters specifically reserved for the attention of the Board.

Board Committees:

The Board has established three Board Committees, to which it has delegated certain of its responsibilities. These are the Audit Committee, Compensation Committee and CSR Committee. Each Board Committee strictly adheres to a set of terms of reference approved by the Board. Their roles, operating procedures and authorities are clearly defined in the terms of reference which are reviewed by the Board from time to time. There is an evaluation process regarding performance of Audit and CSR committees which facilitates in achieving certain governance objectives. The key functions of these committees are as follows:

Audit Committee:

The Board has constituted an Audit Committee for the Company according to the conditions of BSEC guidelines. The Committee comprises of one Independent Director and two Non-Executive Directors. The Independent Director has been appointed by the Board as the Chairman of the Committee. All members of the Audit Committee are literate on financial management and are able to analyse and interpret financial statements to effectively discharge their duties and responsibilities as members of the Audit Committee. The Managing Director, Finance Director, Internal Auditors of British American Tobacco Bangladesh Company limited and representatives of the external auditors had attended all the meetings upon invitation by the Audit Committee. From time to time, other senior members of management have also been invited by the Audit Committee to attend Audit Committee meetings. The Audit Committee met with the external auditors and, separately, with the internal auditors, on an annual basis without any Executive Director being present. They met three times during the year 2012. All the members were present in all meetings of the Committee. The Company Secretary functions as the Secretary of the Committee. The key responsibilities of Audit Committee include:

- Monitor the integrity of the financial reporting process ensuring compliance to accounting policies, standards and principles.
- Monitor internal control and business risk management process.
- Oversee hiring and performance of external auditors.
- Monitor and review the effectiveness of internal audit function.
- Other matters as per terms of reference of Audit Committee.

Board Compensation Committee:

The Board Compensation Committee makes recommendations to the Board on terms of employment of the members of the Executive Committee, managers and employees and decides their specific remuneration. This Committee met 2 (two) times in 2012, and is headed by a Non-Executive Director. The other members include the Managing Director and the Finance Director. The Head of Human Resources functions as the Secretary of the Committee. The remuneration policy is designed to ensure that reward and remuneration package is competitive so that high quality human resource with proven business experience can be recruited, motivated and retained.

CSR Committee:

Corporate Social Responsibility (CSR) is core to the 'Responsibility' strategy of the Company. It is integral to the business sustainability and enhancement of long-term shareholder value. The Company recognises that it has a role to play in helping society to achieve the necessary sustainable balance of economic growth, environmental protection and social progress. Therefore, the Board of Directors of the Company in its meeting held on 11 April 2012 has established a CSR Committee which is a sub-committee of the Board. The Board nominated four Directors to the Board CSR Committee among whom a Non-Executive Director is a Chairman. The purpose of the Board CSR Committee is to ensure management of the Company's CSR initiatives in a way that ensures business sustainability and creates positive impact on image and reputation of the Company among the stakeholders.

Board and Committee Meetings:

The composition of the Board Committee as at 31 December 2012 and the attendance of the Directors at the Board and the Committee meetings held in 2012 are as follows:

Directors	Board	Audit Committee	Board Compensation Committee	CSR Committee
Mr. Golam Mainuddin <i>(Chairman of Board) Non-executive Director</i>	9/9	3/3	2/2	
Mr. Arun Kaul <i>Managing Director</i>	8/9	3/3 <i>(by invitation)</i>	2/2	1/1
Mr. K.H. Masud Siddiqui <i>(Chairman, Audit Committee) Independent Director</i>	9/9	3/3		
Mr. Kamrul Hasan <i>(Chairman, CSR Committee) Non-executive Director</i>	9/9			1/1
Mr. Mohammad Moinuddin Abdullah <i>Independent Director (Appointed, 17 Oct 2012)</i>	2/9			
Mr. Syed Monjurul Islam <i>Non-executive Director (Resigned, 17 Oct 2012)</i>	8/9			1/1
Mr. Jalal Ahmed <i>Non-executive Director (Appointed, 17 Oct 2012)</i>	2/9			
Mr. Md. Fayekuzzaman <i>Non-executive Director</i>	9/9	3/3		
Mr. Shehzad Munim <i>Non-executive Director</i>	4/9			
Mr. Anthony Yong <i>Finance Director</i>	9/9	3/3 <i>(by invitation)</i>	2/2	
Mr. Zakir Ibne Hai <i>Head of CORA (Resigned, 17 Oct 2012)</i>	7/9			1/1

2. EFFECTIVE CONTROL PROCESSES:

The Board of British American Tobacco Bangladesh discharges its responsibilities in ensuring effective control processes in the organisation through the Board Committees. Other than the Board Committees, there is an Executive Committee at the top management level which plays a significant role in managing the business as per the norms of corporate governance and ensures internal controls are in place and supported through a robust risk management process and an effective management information system.

Executive Committee:

The Executive Committee (ExCo) comprises of heads of functions headed by the Managing Director of the Company. The Managing Director is responsible for the stewardship of the Company's assets and the day-to-day management of the Company. It is the duty of the Managing Director, working together with other senior management of the Company, to manage the business of the Company consistent with the policies and directions of the Board. The ExCo comprises of:

- Managing Director
- Finance Director
- Head of Marketing
- Head of Supply Chain
- Head of Legal
- Head of Corporate & Regulatory Affairs
- Head of Human Resources

The ExCo meets monthly to implement the Company's strategy and ensure effective day-to-day operations in line with the Company plan. From time to time, when the Board requires relevant information or updates, relevant member of the ExCo are invited to attend Board meetings to provide any such relevant information or update.

Internal Control Process:

The Company's internal control system is designed at Board, Management and individual level to provide reasonable assurance regarding the achievement of Company's objectives in respect to effectiveness and efficiency of operations, reliability (completeness and timeliness) of financial reporting and management information, compliance with applicable laws, regulations and the Company's policies. The Company has its own internal auditors who are accountable to the Audit Committee. The internal control process is further expanded in the Statement of Internal Control. Some of the key policies and guidelines that govern the internal control process of the company are listed below:

- Standards of Business Conduct
- Procurement Policy & Guidelines
- IT Security Policy
- Finance Policy & Guidelines
- International Marketing Standards
- Records Management Policy
- Agreement Policy
- Employment Policy & Principles

Risk Management:

The Risk Management Committee (RMC) at management level consists of knowledgeable cross functional managers including internal auditors who drive an effective risk management framework in the Company. The risk controllers periodically review the departmental risks and report to RMC. The RMC reviews twice a year the functional risks, identifies the Company's key risks and ensure adequate action plans are in place to mitigate the risks. The key risks of the Company are then endorsed by the Executive Committee and then ratified in Audit Committee as far as effective risk management is concerned. In order to ensure effective risk management in the Company, the RMC is responsible for reviewing risks, maintaining an appropriate level of awareness throughout the Company, ensuring effectiveness of the risk management process. The Company maintains a risk register where all the associated risks as well as action plans are mentioned.

Standards of Business Conduct:

The Company has in place the Standards of Business Conduct (SoBC) which emphasises high standards of business integrity that is required from the employees and Directors of the Company. This SoBC covers the policies regarding whistleblowing process, declaration of conflicts of interest, bribery and corruption, entertainment and gifts, charitable contributions, accurate accounting and records keeping, protection of corporate assets, confidentiality and information security, insider dealing and market abuse, media interviews, competition and anti-trust laws, money laundering and anti-terrorism, trade in the Company's products and sanctions.

STATUTORY AUDITOR:

As per the Companies Act 1994, the Statutory Auditors of BAT Bangladesh are recommended by the Board and appointed by the shareholders at the Annual General Meeting. From corporate governance perspective, the Statutory Auditor plays an independent role in providing reasonable assurance on the annual financial reports and in compliance of laws and regulations for the interest of shareholders and other stakeholders. The management ensures the auditor's sufficient access to the information and creates an atmosphere that allows the auditor's independence while conducting the statutory audit process.

3. TRANSPARENT DISCLOSURE

The Management prepares financial statements with adequate transparent disclosures in accordance with Bangladesh Accounting Standards (BAS), Bangladesh Financial Reporting Standards (BFRS), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations. In order to prepare the financial statements, the management is responsible for designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying accounting policies and making accounting estimates that are reasonable under the circumstances. On a quarterly basis, the Board reviews the financial statements of the Company. The quarterly financial statements, along with notes are published on two daily newspapers as well as the Company's website. Furthermore, half yearly and annual financial statements are sent to all shareholders in a timely manner.

On an annual basis the Directors prepare the Directors' Report as part of the Annual Report which discloses the financial performance as well as non-financial information regarding Company growth, productivity, responsibilities and other information in compliance with BSEC's Notification. The Company abides by the applicable regulations in respect of Price Sensitive Information (PSI).

4. WELL-DEFINED SHAREHOLDERS' RIGHTS:


BAT Bangladesh believes that the management of a successful and productive relationship with its shareholders must be underpinned by the importance of maintaining transparency and accountability to its shareholders. The Board ensures through the Company Secretary that all the Company's shareholders are treated equitably and ensures that the rights of all shareholders are protected.

In order to achieve the good governance, the Company Secretary acts as a bridge between the Shareholders and Board of Directors of the Company who delivers the standard services to its valued shareholders ensuring the well defined shareholders' rights in accordance with applicable laws and Articles of Association of the Company. The Company continues to have regular communication with shareholders through the Annual General Meeting, Annual Report, Quarterly updates on financial performance and at any other time when it believes it to be in the best interests of shareholders generally. The best practices are followed by the Company which consequently helps investors to keep their confidence in the Company.

5. BOARD COMMITMENTS:

The Board is highly committed to its elements of corporate governance in achieving the Company objectives for the interest of the stakeholders. Therefore the Board through its Audit Committee as well as the Management of the Company discusses and reviews the status of governance and takes necessary measures for continuous improvement in Corporate Governance process in line with BSEC's Notification. As such, stakeholders' rights are being protected, the right resources are ensured to be in appropriate places, compliance is being monitored and the policies are being formalised as required for business growth. As a result, the Company's adherence to corporate governance is being recognised by the stakeholders.

On behalf of the Board



Md. Azizur Rahman
Company Secretary



The Company continued tobacco leaf exports, demonstrating its passion and commitment to improve the quality and establish Bangladeshi leaf in the international market.



KEY HIGHLIGHTS

of Directors' Report-2012

- Gross Turnover (GT) BDT **9,017** crores
- Contribution to Government's Exchequer BDT **6,698** crores; **74.28%** of GT
- Net Profit BDT **394** crores; **4.36%** of GT
- Earnings Per Share BDT **65.69**
- Dividend Per Share BDT **50**
- Foreign currency income from Leaf exports **US\$ 35.18** million
- **100%** interim dividend and **400%** final dividend recommended

DIRECTORS' REPORT 2012



SUCCESS
CORPORATE RESPONSIBILITY
GOVERNANCE
COMPLIANCE
EMPLOYEE
SHAREHOLDER
COMMUNITY
PROGRESS

DIRECTORS' REPORT 2012

It is a pleasure and privilege on the part of the Board of Directors to place herewith the Directors' Report and Auditors' Report together with the audited financial statements of British American Tobacco Bangladesh Company Limited for the year ended 31 December 2012 before the Shareholders of the Company.

KEY STRATEGIC PILLARS

Throughout 2012 your Company continued to focus on the key strategic pillars of Growth, Productivity, Responsibility and Winning Organisation as enablers to deliver the desired business results for the financial year. This report presents discussions on the salient features and activities of the business under each pillar and then highlights the financial performance of your Company.

GROWTH

Industry Outlook

Despite considerable macroeconomic challenges in 2012, the cigarette industry witnessed a moderate growth of around 5% in the year. But the volume growth is expected to decline in future due to year on year price increase over inflation with the tax on biri remaining at the same level in the last few years' budget. Low Segment growth continued and Medium Segment declined steadily. The High segment showed some signs of recovery, but post mid-year tax-led price increase, the Premium segment came under heavy pressure and no sign of growth momentum was visible in the segment. Going forward, the different segments in the industry will continue this trend under the prevailing market conditions.

Cigarette Segment Performance

Your Company achieved desirable business results in 2012 despite challenges from the external environment and competitors. This growth was achieved through a focused marketing strategy that was supported and implemented by our employees across all business functions. Our brand portfolio was strengthened through insights on the preferences of adult tobacco smokers. The focus throughout the year was to offer the best product in the selected segments to our consumers.

Like previous years, 2012 featured a strong first half year performance and then a slower second half as the market recovered from the impact of the mid-year tax-led price increase. The Low Segment continued growth momentum and is currently around 60% of the industry. Moreover, the issue of the high indexing gap between Low Segment and all other Segments has widened further. Despite the indexing gap, British American Tobacco Bangladesh brands have had growth across the segment portfolio. This trend is a matter of concern as it negatively impacts not only British American Tobacco Bangladesh but also Government revenue earning from cigarette industry and we continue to engage with policy makers to ensure that balanced taxation policies are implemented. A review on performance of each of the cigarette segments are as follows:

Low Segment: After the launch of new brands in the Low Segment over the last few years, British American Tobacco Bangladesh has gained reasonable foothold in this segment. Despite significant competition, our Low segment brands continue to make inroads into the segment.

Medium Segment: In previous years, Star was on declining trend due to the significant down trading experience in the market. However, with the launch of the new Starlight, we are pleased to share with you that the declining trend has been halted and this product promises to meet the growing consumer preference of smoother taste.

Premium & High Segment: Benson & Hedges and John Player Gold Leaf sales volume met expectations in 2012 albeit coming under intense pressure following the price increase in July. Consistent investment and consumer-relevant innovation behind these brands have helped to reinforce their strong brand equity and to retain the leading brands status within the relevant segments. Notably the launch of Benson & Hedges Switch, the first ever product in the Bangladesh cigarette market supported the brand family in retaining its legacy of being the most innovative and trendy offer in the market.

Leaf Segment Performance

Leaf export volume has decreased marginally from last year. However, foreign exchange earnings from leaf export remained significant. This was a major challenge given that Bangladesh leaf had to compete strongly against neighbouring countries, despite the 10% export duty imposed on exported leaf from Bangladesh which is not present in any other country.

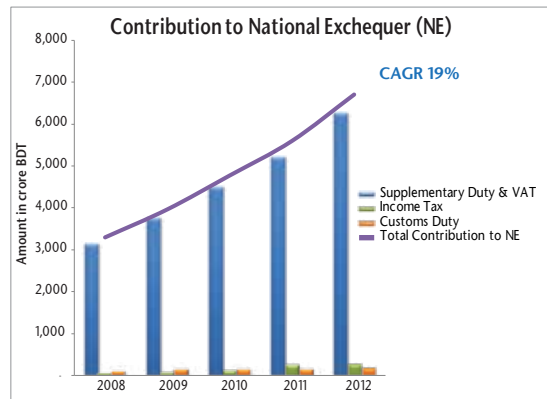
Financial Performance

The Company grew its gross turnover to BDT 9,017 crores, up by BDT 1,482 crores from the previous year. This increase was driven by volume growth and tax-led price increases. Profit before tax improved by 32% from BDT 491 crores last year to BDT 650 crore



in 2012. The higher profit before tax reflects higher volumes, better brand mix and increased price, as well as cost savings and productivity initiatives driven across the Company. There is no significant variance between the quarterly and the annual financial performance of your Company for the year 2012. Furthermore, there is no extra-ordinary gain or loss in 2012. The notes to the annual financial statements explain the variations against the previous year.

British American Tobacco Bangladesh continues to contribute 2/3rd of the total tax collections from the cigarette industry. In 2012, the Company contributed BDT 6,698 crores as supplementary duty, value added tax and other taxes. This represents an increase of BDT 1,107 crores. The Company will continue to support Government proposals that establish a sustainable level of tax contribution to the National Exchequer while ensuring a sustainable growth for the industry.



In the National Budget for 2011-2012, the Corporate Tax rate for a cigarette manufacturer listed in Stock Exchange was increased from 27.5% to 35%. Along with this increase, 10% rebate for paying more than 20% dividends was withdrawn. As a result, applicable Corporate Tax rate for the Company has increased from 24.75% to 35%. The Company acknowledges the Government's revenue growth targets to support the momentum of a growing and expanding economy and it has been working with National Board of Revenue (NBR) over the years to ensure sustainable revenue growth from cigarette industry in the form of indirect tax. However, the Company strongly feels that by targeting the Corporate Tax structure of cigarette manufacturer listed in the Stock Exchange, Government's gain is minimal. Rather, it significantly impacts the shareholders' return (which includes the Government of Bangladesh), discourages the Company to declare high dividends, and takes away the incentive for other tobacco companies to be listed in the stock exchange. The Company strongly hopes that the Government will reinstate the 10% tax rebate for paying more than 20% dividends when considering the upcoming National Budget.

PRODUCTIVITY

Throughout 2012 the Supply Chain was stretched to deliver the highest ever volume production and ensure 100% On-Time-In-Full delivery. Supply Chain continued to implement the productivity improvement initiatives outlined in the Supply Chain Strategy formulated in the previous year. The Green Leaf Threshing Plant (GLTP) capacity was enhanced and productivity initiatives were implemented to ensure improved leaf performance in terms of cost, quality and yields. Furthermore, in cigarette making, capacity was enhanced and productivity initiatives launched to support the high volume growth. The teams also drove improvements in efficiency, quality and waste reduction whilst supporting the innovations within the marketing strategy. Environmental, Health and Safety (EH&S) standards were enhanced across all sites. Supply Chain has also embarked on change management initiatives that promises enhanced technical skills in the factory which would bring productivity gains in the coming years.

Cost of Goods Sold and Profit Margins

The biggest challenge in the area of productivity was the escalating devaluation of the local currency in the first half of the year coupled with increased energy prices. These resulted in a significant upward pressure on the cost base. However, your Company was able to mitigate this through the implementation of proactive foreign exchange risk management strategies as well as applying a strong drive to identify and deliver a number of initiatives that resulted in a phenomenal product cost savings in 2012. Thus cost of goods sold per unit was largely held constant on a like to like basis and this enabled gross profit margin to remain stable over the year.

Furthermore, your Company embarked on a company-wide smart cost management program and analyzed all opportunities to reduce costs. This program has helped to optimise the operating expenses of the Company and focused resources on areas that were required to fuel growth and sustainability. As a result of all these efforts, the Company's operating margin has improved from 21% in 2011 to 24% in 2012.

RESPONSIBILITY

Your Company believes that the business has a key role to play in helping society to achieve the necessary sustainable balance of economic growth, environmental protection and social progress in ways that will build value for all our stakeholders. The Standards of Business Conduct set out what is required of each employee in terms of responsible corporate behavior and personal integrity.

The flagship activity of the Company, the Afforestation Programme, began in 1980. So far, your Company has distributed approximately 7.55 crore saplings throughout Bangladesh including 40 lakh saplings in 2012. This relentless effort makes the program one of the largest private sector driven afforestation programmes in the country. The Company is committed to continuing this programme in the wake of a global and national drive as well as Government initiative to combat the adverse effects of climate change. In 2012, the Company received a number of awards and accolades for the afforestation drive across the country.

Millions of people in Bangladesh face scarcity of safe drinking water due to arsenic contamination. **Probaho**, a community project by British American Tobacco Bangladesh, provides 220,000 litres of safe drinking water free from arsenic and other impurities to arsenic prone rural communities every day. This initiative is aligned with the Government's aim to achieve the

Millennium Development Goals of securing sustainable access to safe drinking water. So far, 43 water filtration plants have been installed, using government approved community based water filtration technology in Jhenaidah, Chuadanga, Meherpur, Kushtia, Tangail, Manikganj, Satkhira, Gopalganj, Lalmonirhat, Kurigram, Jamalpur, Madaripur and Natore ensuring pure drinking water for approximately 110,000 people every day.

2013 has been declared as the "International Year for Water Cooperation" by the United Nations. For Bangladesh, this is very significant as prosperity of the country as well as our future survival will depend on effective and integrated management of water resources. Availability of safe drinking water at an affordable price is now recognised as a basic element of human rights. An Art Exhibition titled "Water Cooperation", jointly organised by BAT Bangladesh and Bengal Gallery of Fine Arts, was inaugurated by the Honourable Finance Minister of Bangladesh Mr. Abul Maal Abdul Muhith on 26 December, 2012. The theme of the exhibition was on water preservation to mark the concept of "International Year of Water Cooperation". The exhibition featured 28 artworks by 14 most celebrated artists of Bangladesh who created these paintings during an art camp held in October 2012.

The Company's supply chain starts with the hard work of around 34,000 registered farmers within the village community. The Company ensures that the sources are sustainable and responsible by proactively setting high standards for agricultural practices. The initiatives include green manuring with Dhaincha (*Sesbania Aculeata*) - an effective approach to enrich soil health and fertility. Dhaincha is also promoted as alternate fuel in leaf growing areas. In 2012, the Company has distributed more than 200 tons of free Dhaincha seeds among farmers. Moreover, Integrated Pest Management (IPM) Clubs have also been expanded in collaboration with the Department of Agricultural Extension to educate the farmers about the adoption of good agricultural practices.

Improving soil fertility and conserving water are integral elements of good cultivation practices. The Company provides the know-how and bears full costs to install compost pits in the homesteads of our registered farmers. This significantly reduces dependency on the use of chemical fertilisers and also reduces the cost of production. The Company plans to establish 80 compost pits in leaf cultivation areas every year. As a water conservation method a proper irrigation system has been introduced which ensures that, only the required level of water is used and there is no wastage.

The Company acknowledges its impact as well as dependence on biodiversity, through the business operations and use of eco-system services, such as forest products, soil and water. So far, 37 biodiversity corners have been established with the help of the registered farmers in order to aware farming communities about the importance of different elements in nature and their contribution to the eco-system. The biodiversity corners are located in Kushtia, Meherpur, Chuadanga, Jhenaidah, Rangpur, Manikganj, Bandarban, Khagrachari and Cox's Bazar districts.

To complement Bangladesh Government's efforts in the renewable energy sector, British American Tobacco Bangladesh has undertaken a project to install Solar Home Systems in village homes that are in remote, off-grid areas of Chittagong Hill Tract districts of the country. The Project is titled 'Deepto' (meaning 'Lighted'). Under Deepto, British American Tobacco Bangladesh has already installed 576 units of Solar Home Systems in four remote villages in Bandarban and Khagrachari districts, giving 3,000 rural people their first access to electricity at home.

The Company supports sensible tobacco regulation that balances the preferences of consumers with the interests of society and enables the business to continue to compete and prosper. All of the marketing activities are governed by Smoking and Tobacco Consumption (Control) Act 2005 and Smoking and Tobacco Consumption (Control) Rules 2006 along with the Company's own International Marketing Principles. These principles embody the commitment to marketing appropriately and only to adult smokers, as well as compliance to the local laws and regulations.

The tobacco industry has an economic impact both in terms of revenue generation for the Government and supporting direct and indirect employment of employees, farmers, suppliers and more than 1.2 million retailers. The Company therefore, seeks that the Government takes an inclusive and participative approach regarding tobacco regulation, so that the regulatory policies reflect the views of all relevant stakeholders and are practical and enforceable on the ground.

WINNING ORGANISATION

BAT Bangladesh is driven by a culture of innovation, transformation and growth. We believe that progressive growth is the outcome of an organisation where the people are engaged in the business and believe that the organisation fosters "a great place to work" culture. The 2012 business agenda has demonstrated how people can deliver results in the face of dynamic ever changing market environment. In line with our agenda of making BAT Bangladesh "a great place to work" significant investment has gone into people development in 2012.

Keeping in line with the Company's vision to develop leaders at all levels, more focus and rigor was brought into learning and development of the employees. 2012 saw the launch of our Global Learning Zone which provides easy access to a very rich library of online learning modules to our employees at their convenience thus helping them in their ambition for development. The site contains 95 training modules for both functional and leadership development along with another 46 simulations. The training coverage also improved in 2012 whereby 149 managers went through various training programmes throughout the year. In an effort to provide development and career opportunities to our employees 83 managers were transferred to various roles with another 59 managers being promoted while 9 managers were sent on international assignments overseas to various countries such as Hong Kong, Japan, United Kingdom etc.

In line with the Company's belief that we draw strength from diversity, we have continued to recruit the best in class management talent in Management Trainees as well as some of the best performing mid career recruits. The company's flagship talent promoting platform "Battle of Minds" ran into its 9th year in 2012. Like the years preceding 2012 Battle of Minds has engaged some of the best universities across the country and has successfully attracted talent to BAT Bangladesh. Over 1200 students participated this year and more than 100 faculty members were involved in various stages. In 2012 the programme was redesigned to cater to the emerging needs of the university graduates by providing them with a real life business challenge which helps them to better transition from academic life to the corporate environment.

The Company's aim towards delivering a highly engaged workforce is further enforced by the level of initiatives taken to bring its people together in various company events. These events provide opportunities for the employees to socialize through their families. Like previous years the Company organized various events such as Family Day, Kid's Carnival and Picnic to continue the effort behind that. In an effort to energize the employees behind the vision and objectives of the Company a successful campaign was launched in 2012 which brought all the management of the organization from various departments together in one mega event. This ensured all employees were motivated and energized to overcome the challenges and meet the objectives of the Company as one integrated team

In 2012 the BAT Bangladesh was awarded the "Best Employer Award" in FMCG sector by Bdjobs.com for the 2nd time which is a testament to our continued focus behind building a world class organization with world class practices and initiatives in developing the talent.

KEY OPERATING & FINANCIAL INFORMATION

The key operating and financial data for the year 2012 along with immediate preceding four years are presented below:

Financial & Operational Performance Summary Operational Results (in million BDT)	2012	2011	2010	2009	2008
Gross Turnover	90,174	75,357	65,987	55,075	45,414
Net Turnover	27,471	23,269	20,946	17,576	14,030
Profit before Tax	6,501	4,914	4,093	2,794	2,248
Profit after Tax	3,942	2,551	2,879	2,069	1,669
Share Capital	600	600	600	600	600
EPS in BDT	65.69	42.51	47.98	34.48	27.81
Leaf Export Volume (million Kg)	11,792	12,045	13,146	10,262	6,831
Contribution to National Exchequer in million BDT	66,983	55,913	47,678	39,613	32,940
Supplementary Duty & VAT	62,703	52,088	45,040	37,498	31,384
Customs Duty	1,720	1,461	1,423	1,390	977
Income Tax	2,560	2,363	1,215	725	580
Supplementary Duty & VAT as % of Turnover	70%	69%	68%	68%	69%
No of Employees	1,119	1,146	1,186	850	852

DIVIDEND

An interim cash dividend of 100% i.e. Tk. 10 (ten) per share amounting to Tk 600,000,000 was paid in November 2012. In view of the performance of the Company and the current cash position, the Board now recommends a final cash Dividend of 400% i.e. Tk. 40 (forty) per share amounting to Tk. 2,400,000,000 for the year 2012, to be approved in the 40th Annual General Meeting of the Company. Inclusive of the 100% interim dividend paid already, the total Cash Dividend of the Company, accordingly, would stand at 500% for the year 2012.

After approval of the above mentioned proposed final dividend, the summary of the total dividend paid in 2012 is represented below:

	Amount in million BDT	
	2012	2011
Profit after Tax	3,942	2,551
Interim Cash Dividend @ 100% i.e. Tk 10 per share for 2012	600	300
Final Cash Dividend @ 400% i.e. Tk 40 per share for 2012	2,400	2,220
Retained Profit for Reinvestment	942	31

BOARD SIZE

The Board of Directors of the Company consists of 9 (nine) Directors, who are Mr. Golam Mainuddin, Mr. Arun Kaul, Mr. K. H. Masud Siddiqui, Mr. Kamrul Hasan, Mr. Jalal Ahmed, Mr. Mohammad Moinuddin Abdullah, Mr. Md. Fayekuzzaman, Mr. Anthony Yong and Mr. Shehzad Munim. The 2 (two) Independent Directors in the Board are Mr. K. H. Masud Siddiqui and Mr. Mohammad Moinuddin Abdullah.

DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Jalal Ahmed who was appointed to the Board after the last Annual General Meeting shall retire at the 40th Annual General Meeting. Mr. Anthony Yong and Mr. Md. Fayekuzzaman shall also retire from the Board by rotation in the same meeting. All the retiring Directors, being eligible, are proposed for re-election at the 40th Annual General Meeting.

Mr. K. H. Masud Siddiqui and Mr. Mohammad Moinuddin Abdullah were appointed by the Board of Directors in accordance with the Notification of BSEC as Independent Directors of the Company. Following the notification of BSEC, the appointment of the Independent Directors will be approved at the 40th Annual General Meeting.

In accordance with the Articles of Association of the Company, Mr. Golam Mainuddin, having reached an age above 65 years shall retire at the 40th Annual General Meeting. However, he being eligible, is proposed for re-election at the 40th Annual General Meeting for one year i.e. until the conclusion of the 41st Annual General Meeting.

The Board of Directors would like to put on record the excellent contributions towards the continuous improvement of the Company by Mr. Syed Monjurul Islam and Mr. Zakir Ibne Hai during their tenure as Directors and wish them every success in the future.

AUDIT COMMITTEE

As per stipulations of 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. K. H. Masud Siddiqui, Mr. Golam Mainuddin and Mr. Md. Fayekuzzaman, of whom Mr. K. H. Masud Siddiqui is an Independent Director and also the Chairman of the Committee. The Audit Committee met three times during the year 2012. All the members were present in all meetings of the Committee. The Company Secretary functioned as the Secretary of the Committee. The main performances of the Audit Committee during the year were as follows:

1. Reviewed and recommended to the Board the quarterly and annual financial statements for the year 2012.
2. Considered and recommended to the Board about appointment and remuneration of the Statutory Auditors of the Company.
3. Reviewed and appraised the performance of the internal control system.
4. Reviewed and considered the report on matters as required under the Bangladesh Securities and Exchange Commission (BSEC) Guidelines.

BOARD COMPENSATION COMMITTEE

The Board Compensation Committee makes recommendations to the Board on terms of employment of the members of the Executive Committee, managers and employees and decides their specific remuneration. This Committee met 2 (two) times in 2012, and is headed by a Non-Executive Director. The other members include the Managing Director and the Finance Director. The Head of Human Resources functions as the Secretary of the Committee.

BOARD CSR COMMITTEE

The Board of Directors of the Company at its meeting held on 11 April 2012 has established a Board CSR Committee. The Board nominated four Directors to the Board CSR Committee among whom a Non-Executive Director is the Chairman. The purpose of the Board CSR Committee is to ensure management of the Company's CSR initiatives in a way that ensures business sustainability and creates positive impact on image and reputation of the Company among the stakeholders.

GOING CONCERN

The Directors are of the opinion that the Company is a going concern. Accordingly, Financial Statements are prepared on a going concern basis.

THE SYSTEM OF INTERNAL CONTROL

The Board of Directors assures the Shareholders that the Company has a robust risk management process to ensure that the system of internal control is sound in design and has been effectively implemented and monitored. Although it is possible that all risks to the business are not known at present, the Company takes reasonable steps to identify material risks that may hamper business results and systematically reviews these risks in light of the changing internal and external environment in order to assess that the controls in place are adequate to address these risks. This report further encloses a detailed discussion on the internal control framework under the Statement of Internal Control.

DIRECTORS' DECLARATION AS TO FINANCIAL STATEMENTS

As part of preparation and presentation of the financial statements, the Directors also report that:

- a) The Financial Statements 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.
- b) Proper books of accounts as required by law have been maintained.
- c) Appropriate accounting policies have been followed in formulating the Financial Statements and Accounting estimates are reasonable and prudent.
- d) The Financial Statements were prepared in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS).
- e) The CEO and CFO have certified to the Board that they have reviewed the financial statements and believe that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- f) The CEO and CFO have certified to the Board that they have reviewed the financial statements and believe that these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.
- g) 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 in violation of the company's codes of conduct.

OTHER REGULATORY DISCLOSURES:

- The Company is aware of its various risks and concerns, mainly from the policy and regulatory fronts, and is prepared to meet those by systematic control. Financial risk management has been disclosed under note 36 of the Financial Statements as per BFRS.

- All transactions with related parties have been made on a commercial basis and the basis was the principle of "Arm's Length Transaction". Details of related party and transactions have been disclosed under note 32 of the financial statements as per BFRS.
- The Company's IPO was made in the sixties. No further issue of any instrument was made during the year.
- From inception, the financial results of the Company have continued to grow as reflected in the yearly financial statements of the Company.
- As per IAS 1 Presentation of Financial Statements, no items of income and expense are to be presented as 'extraordinary gain or loss' in the financial statements. Accordingly, no extraordinary gain or loss has been recognized in the financial statements.
- No significant variations have occurred between quarterly and final financial results of the Company during 2012.
- During the year, the Company has paid a total amount of Tk. 36,000 as Board meeting attendance fees. The remuneration of Directors has been mentioned in Note 27 of the Financial Statements.
- All significant deviations from the previous year in operating results of the Company have been highlighted and reasons thereof have been explained.
- The key operating and financial data for the last five years have been disclosed in the Directors' Report.
- The Company has declared both interim and final dividend for the year 2012.
- During 2012, a total of 9 (nine) Board meetings were held, which met the regulatory requirements in this respect. The attendance records of the Directors are shown in Annexure-1 to this report.
- Shareholding patterns of the Company as on 31 December 2012 are shown in Annexure-1 to this report.
- The Directors' profiles have been included in the Annual Report as per BSEC Guidelines.

CORPORATE GOVERNANCE COMPLIANCE STATEMENT

As part of its imperative policy, British American Tobacco Bangladesh always strives to maximize its shareholder's value and wealth. In doing so, the Company has long been committed to maintaining high standards of Corporate Governance. The Company's Corporate Governance framework is directed towards achieving its business objectives in a manner which is responsible and in accordance with its high standards of honesty, transparency and accountability. The principal characteristics that define effective corporate governance are outlined in the Corporate Governance Statement which is appended in the Annual Report. The statement further expands on the broad practices in British American Tobacco Bangladesh. All the employees are expected to live up to these principles and guidance on them which are communicated regularly throughout the Company through various training and awareness programs.

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/disclosures is appended in the Directors' Report of the Company for the year 2012. Further, a Certificate of Compliance required under the said Guidelines, as provided by M/s. Al-Muqtadir Associates, Chartered Secretaries, is also annexed to this report.

AUDITORS

As per requirements of law, the current statutory auditors of British American Tobacco Bangladesh Company Limited, M/S. A. Qasem & Co., Chartered Accountants, will retire at the 40th Annual General Meeting. They have expressed their willingness to be re-appointed for the year 2013 at the same fees. Based on suggestions of the Audit Committee, the Board recommends the re-appointment of M/S. A. Qasem & Co., Chartered Accountants as the statutory auditors of the Company for the year 2013 and continuation upto the next AGM at a fee of Tk. 8,00,000 (Taka Eight lac) only and requests the Shareholders to approve the appointment.

ACKNOWLEDGEMENTS

The Board of Directors would like to extend its foremost regards and appreciation to the valued Shareholders and other Stakeholders of the company for their persistent support and guidance to the Company that led to its cumulative achievements. The Board also recognises that its journey to attainment during the year was possible because of the cooperation, positive support, and guidance that it had received from the Government of Bangladesh, National Board of Revenue (NBR), Board of Investment (BOI), Registrar of Joint Stock Companies and Firms (RJSC), Securities and Exchange Commission (SEC), Central Depository Bangladesh Limited (CDBL), Dhaka Stock Exchange (DSE), Chittagong Stock Exchange (CSE), the Company's bankers, insurers & financial institutions, vendors, the Press and Media and other business partners. Accordingly, the Board offers its utmost gratitude to them. The Board would also thank each and every customer for their continued support and making the company's brands as their preferred choices.

We also extend to the Management and Employees our warmest greetings and felicitations for being the essential part of British American Tobacco Bangladesh during the year. It was your unrelenting commitment, dedication and diligence throughout the year that led to the Company achieving the awards and accolades in 2012.

We are proud of you all and look forward to your continued support as we march ahead to take British American Tobacco Bangladesh further forward as a leading player within the Bangladesh Business Community.

On behalf of the Board of Directors,



Arun Kaul
Managing Director
26 February 2013



Anthony Yong
Finance Director

PATTERN OF SHAREHOLDINGS

Names of the shareholders along with their position of the shares are listed below:

NAME OF SHAREHOLDER	SHARES HELD	% OF HOLDING
i) Parent/subsidiary/associate/related parties: Raleigh Investment Co. Ltd.	43,745,358	72.91%
ii) Directors/CEO/CS/CFO/Audit Head and their spouses and minor children	nil	nil
iii) Executives (HOD)	nil	nil
iv) Shareholders, who hold 10% or more: Investment Corporation of Bangladesh	6,906,710	11.51%
v) Others Shareholders, who hold less than 10% <ul style="list-style-type: none"> • Sadharan Bima Corporation • Bangladesh Development Bank Limited • President People's Republic of Bangladesh • Sena Kallyan Sangstha • Others 	1,694,047 560,529 386,824 157,258 6,549,274	2.82% 0.93% 0.64% 0.26% 10.93%

The Raleigh Investment Company Limited ("Shareholder"), the major shareholder of the Company, has purchased 3,500,000 and 700,000 fully paid up ordinary shares of BAT Bangladesh from Investment Corporation of Bangladesh and Bangladesh Fund respectively on 27 June 2012.

BOARD MEETINGS

The Board met nine times during the year 2012. The Company Secretary and Chief Financial Officer (Finance Director) were present in the Board meetings. The attendance by each Director is mentioned below:

Present Directors' Name	No. of Attendance	
Mr. Golam Mainuddin	9	
Mr. Arun Kaul	8	
Mr. K.H. Masud Siddiqui	9	(Appointed on 17 October 2012 as an Independent Director)
Mr. Kamrul Hasan	9	
Mr. Mohammad Moinuddin Abdullah	2	(Appointed on 17 October 2012 as an Independent Director)
Mr. Syed Monjurul Islam	8	(Resigned on 17 October 2012)
Mr. Jalal Ahmed	2	(Appointed on 17 October 2012 as a Non-Executive Director)
Mr. Md. Fayekuzzaman	9	
Mr. Anthony Yong	9	
Mr. Shehzad Munim	4	
Mr. Zakir Ibne Hai	7	(Resigned on 17 October 2012)

**Status of compliance with the conditions imposed
by BSEC's Notification on Corporate Governance
(Report under Condition No. 7.00)**

Condition No.	Title	Status	Remarks
1.1	Board Size: The number of the Board members of the company shall not be less than 5 (five) and more than 20 (twenty)	Complied	The BATB Board is comprised of 9 Directors.
1.2 (i)	Independent Directors: At least one fifth (1/5) of the total number of Directors in the company's Board shall be Independent Directors	Complied	There are two Independent Directors in the BATB Board, namely: Mr. K.H. Masud Siddique and Mr. Mohammad Moinuddin Abdullah
1.2 (ii) a)	Independent Director does not hold any share or holds less than 1% shares of the total paid-up capital	Complied	The Independent Directors have declared their compliances.
1.2 (ii) b)	Independent Director or his family members are not connected with the company's any sponsor or Director or Shareholder who holds 1% or more shares	Complied	DO
1.2 (ii) c)	Does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	Complied	DO
1.2 (ii) d)	Independent Director is not a member, Director or officer of any Stock Exchange	Complied	DO
1.2 (ii) e)	Independent Director is not a shareholder, Director or officer of any member of Stock Exchange or an intermediary of the capital market	Complied	DO
1.2 (ii) f)	Independent Director is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of any statutory audit firm	Complied	DO
1.2 (ii) g)	Independent Director shall not be an Independent Director in more than 3 (three) listed companies	Complied	DO
1.2 (ii) h)	Independent Director 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	DO
1.2 (ii) i)	Independent Director has not been convicted for a criminal offence involving moral turpitude	Complied	DO
1.2 (iii)	The Independent Director(s) shall be appointed by the Board of Directors and approved by the shareholders in the AGM	Complied/ In Process	Two Independent Directors have been appointed in Board meeting within 31 December 2012 and will be approved in the forthcoming AGM.
1.2 (iv)	The Post of Independent Director(s) can not remain vacant for more than 90 (ninety) days	Complied	There has been no vacancy in the position of Independent Directors
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	The company has laid down a detailed code of conduct for all known as 'Standards of Business Conduct' which is applicable for the Directors as well. Every Directors has signed a confirmation as to its compliance.
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	The Independent Directors (IDs) are in their first term of office.
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	The qualification and background of IDs justify their abilities as such.
1.3 (ii)	Independent Director 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	Existing Independent Directors are bureaucrats with more than 12 years of experience.

Condition No.	Title	Status	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 and CEO shall be filled by different individuals. Chairman shall be elected from among the Directors. The Board of Directors shall clearly define respective roles and responsibilities of the Chairman and the CEO.	Complied	Chairman of the Board and CEO are different individuals. The roles and responsibilities of the Chairman of the Board and the CEO are approved in Board meeting.
1.5	The Directors' Report to Shareholders 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	The Directors' report complies with the guideline.
1.5 (iii)	Risks and concerns	Complied	Discussed at "System of Internal Control" and "Other Regulatory Disclosure".
1.5 (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin	Complied	The Directors' report complies with the guideline.
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)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report	Complied	Mentioned at "Other Regulatory Disclosure". A statement of all related party transactions are disclosed under Notes to the Financial Statements no. 32
1.5 (vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments	Complied	Mentioned at "Other regulatory disclosure"
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	Complied	Mentioned at "Other regulatory disclosure"
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	Discussed at "Financial Performance" and "Other regulatory disclosure"
1.5 (x)	Remuneration to Directors including Independent Directors	Complied	Discussed at "Financial Performance" and "Other regulatory disclosure"
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	Stated under section "Statutory Information on the Financial Statements" in the Directors Report.
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.

Condition No.	Title	Status	Remarks
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	Discussed in the Directors Report under section "Growth Pillar".
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)	No Declaration of Dividend	Complied	Interim and final dividend declared. The Directors' report complies with the guideline
1.5 (xx)	The number of Board meetings held during the year and attendance by each Director shall be disclosed	Complied	Stated in Annexure -1 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:-	Complied	DO
1.5 (xxi) a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details);	Complied	DO
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		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/re-appointment of a Director the company shall disclose the following information to the shareholders:-a) a brief resume of the Director;b) nature of his/her expertise in specific functional areas;c) names of companies in which the person also holds the Directorship and the membership of committees of the Board	Complied	The Directors Report complies with the guidelines as stated at "Board Composition Section" in the Annual Report.
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 CFO, the Head of Internal Audit and the CS.	Complied	The company has appointed CFO, CS and Head of Internal Audit. There are clearly defined roles, responsibilities and duties which have been approved by Board as per requirement of SEC notification.
2.2	Attendance of CFO and the Company Secretary in the Board meeting	Complied	In practice
3 (i)	The company shall have an Audit Committee as a sub-committee of the Board of Directors	Complied	Already in place. The TOR is available.
3 (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	In practice. The TOR is available.
3 (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	In practice. The duties are clearly written in the TOR of Audit Committee
3.1 (i)	The Audit Committee shall be composed of at least 3 (three) members	Complied	The Audit Committee is composed of 3 (three) members.
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 are appointed by the Board who are Directors and which includes one Independent Director.
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: The term Financially literate means the ability to read and understand the financial statements i.e. Balance Sheet, Income Statement and Cash Flow Statement and a person will be considered to have accounting or related financial management expertise if (s)he possesses professional qualification or Accounting/finance graduate with at least 12 (twelve) years of corporate management/professional experiences.	Complied	Based on the academic qualifications and professional experiences, the Board reviewed and considered that all the existing members of the Audit Committee are "financially literate" and they have "related financial management experience" as per SEC notification.
3.1 (iv)	Casual vacancy in Audit Committee shall be Filled by the Board	Complied	The Board appointed AC member in due time and they work as per the TOR.
3.1 (v)	The company secretary shall act as the secretary of the Committee	Complied	In practice

Condition No.	Title	Status	Remarks
3.1 (vi)	The quorum of the Audit Committee (AC) meeting shall not constitute without at least 1 (one) Independent Director	Complied	In practice
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	Mr. K. H. Masud Siddiqui has been appointed as Independent Director, who is also Chairman of AC
3.2 (ii)	Chairman of the audit committee shall remain present in the Annual General Meeting	Complied	In practice
3.3 (i)	The Role of Audit Committee: Oversee the financial reporting process	Complied	In practice
3.3 (ii)	Monitor choice of accounting policies and principles	Complied	In practice
3.3 (iii)	Monitor Internal Control Risk management process	Complied	In practice
3.3 (iv)	Oversee hiring and performance of external auditors	Complied	In practice
3.3 (v)	Review along with the management, the annual financial statements before submission to the Board for approval	Complied	In practice
3.3 (vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval	Complied	In practice
3.3 (vii)	Review the adequacy of internal audit function	Complied	In practice
3.3 (viii)	Review statement of significant related party transactions submitted by the management	Complied	In practice
3.3 (ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.	Complied	In practice
3.3 (x)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/ prospectus	Not Applicable	There was no IPO/RPO/Rights Issue in 2012 or in recent past. Stated in the Directors' Report under the section "Other Regulatory Disclosure"
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) a)	Report on conflicts of interests to the Board of Directors	Complied	There was no reportable case of conflict of interest in 2012.
3.4.1 (ii) b)	Will report any suspected or presumed fraud or irregularity or material defect in the internal control system to the Board	Complied	There was no such case in the year.
3.4.1 (ii) c)	Will report any suspected infringement of laws, including securities related laws, rules and regulations to the Board	Complied	DO
3.4.1 (ii) d)	Will report any other matter which shall be disclosed to the Board of Directors immediately	Complied	DO
3.4.2	Reporting to the Authorities: If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.	None	DO
3.5	Reporting to the Shareholders and General Investors: report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company	Complied	The Audit Committee report is disclosed in the Annual Report and signed by the Chairman of the AC

Condition No.	Title	Status	Remarks
4 (i)	Non-engagement of external/statutory auditors in appraisal or valuation services or fairness opinions	Complied	In practice
4 (ii)	Non-engagement of external/statutory auditors in financial information systems design and implementation	Complied	In practice
4 (iii)	Non-engagement of external/statutory auditors in Book-keeping or other services related to the accounting records or financial statements	Complied	In practice
4 (iv)	Non-engagement of external/statutory auditors in Broker-dealer services	Complied	In practice
4 (v)	Non-engagement of external/statutory auditors in Actuarial services	Complied	In practice
4 (vi)	Non-engagement of external/statutory auditors in Internal audit services	Complied	In practice
4 (vii)	Non-engagement of external/statutory auditors in any other service that the Audit Committee determines	Complied	In practice
4 (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	The Audit firm has declared as such that none of them holds any shares in the Company.
5 (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	BATB does not have any subsidiary company.
5 (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	BATB does not have any subsidiary company.
5 (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	BATB does not have any subsidiary company.
5 (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	BATB does not have any subsidiary company.
5 (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	BATB does not have any subsidiary company.
6 (i) a)	The CEO and CFO will certify to the Board that they have reviewed the financial statements and believe that these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading	Complied	CEO and CFO certified to the Board during finalisation of Financial Statement. Which is stated in the "Directors' declaration as to financial statements in the Directors' Report".
6 (i) b)	The CEO and CFO will certify to the Board that they have reviewed the financial statements and believe that these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	Complied Complied	CEO and CFO certified to the Board during finalisation of Financial Statement. Which is stated in the "Directors' declaration as to financial statements in the Directors' Report".
6 (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	CEO and CFO certified to the Board during finalisation of Financial Statement. Which is stated in the "Directors' declaration as to financial statements in the Directors' Report".
7 (i)	The company shall obtain a certificate from a Professional Chartered Secretary/Accountant (Chartered Accountant/Cost & Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis	Complied	Required certification has been obtained from M/s Al-Muqtadir Associates, Chartered Secretaries, for the year 2012 which is published as annexure -3 of Directors' Report.
7 (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.

Annexure -3

CERTIFICATE OF COMPLIANCE TO THE SHAREHOLDERS OF
British American Tobacco Bangladesh Company Limited
(As required under the BSEC Guidelines)

We have examined compliance to the BSEC guidelines on Corporate Governance by British American Tobacco Bangladesh Company Limited for the year ended 31st December 2012. These guidelines relate to the Notification no.SEC/CMRRCD/2006-158/134/Admin/44 dated 7th August 2012 of Bangladesh Securities and Exchange Commission (BSEC) on Corporate Governance.

Such compliance to the codes of Corporate Governance is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of Corporate Governance. This is a scrutiny and verification only and not an expression of opinion or audit on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations provided to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned guidelines issued by BSEC. We also state that such compliance is neither an assurance as to the future viability of the Company nor a certification on the efficiency or effectiveness with which the Management has conducted the affairs of the Company.



AL-MUQTADIR ASSOCIATES
Chartered Secretaries & Consultants

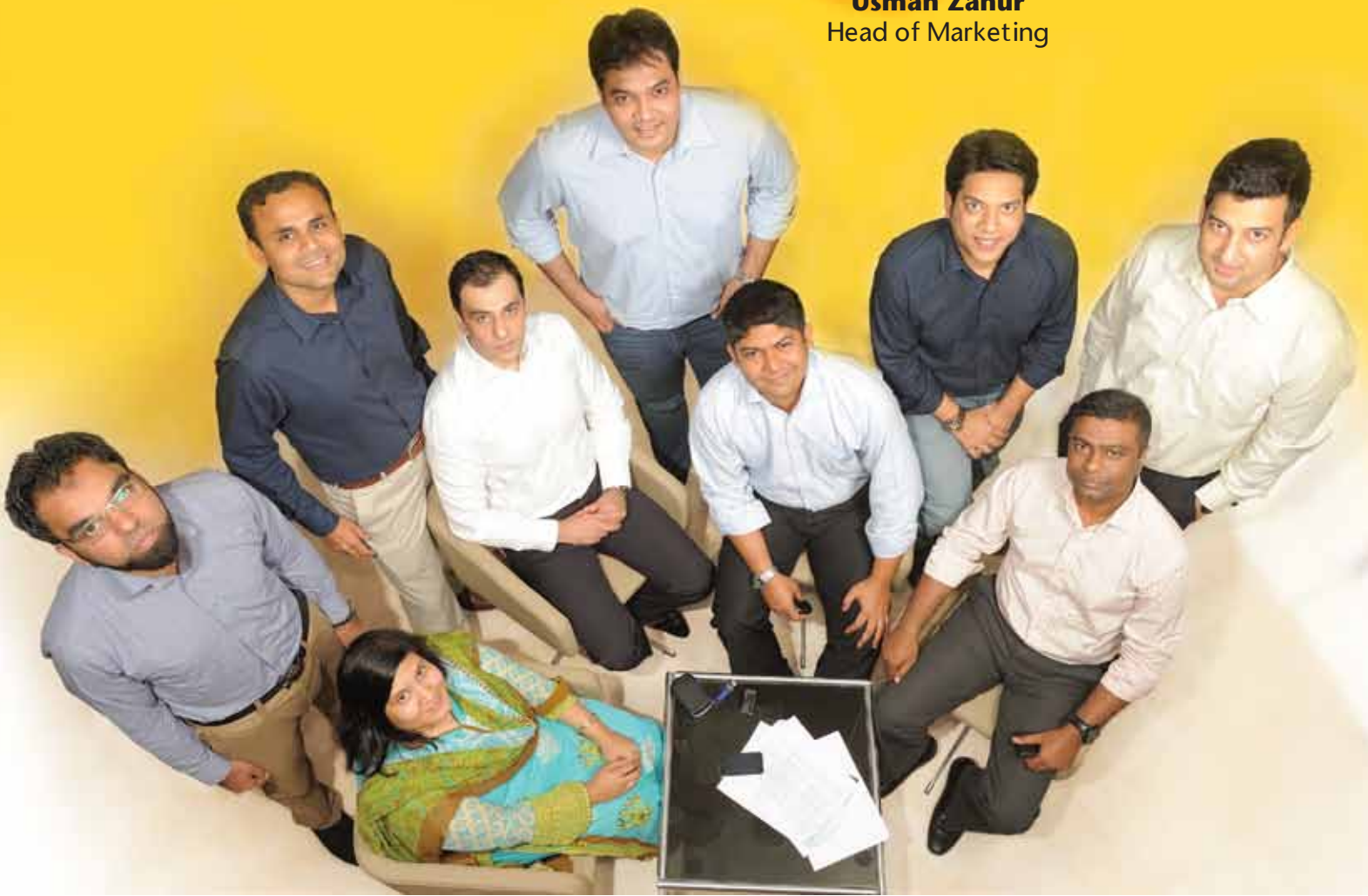
Dhaka, 26 February, 2013



MARKETING

“ The world class Marketing team of BAT Bangladesh delivered breakthrough initiatives leading to absolute leadership ”

Usman Zahur
Head of Marketing





FINANCE

“ Proactively enabling the business to create shareholder value ”

Anthony Yong
Finance Director





★ Since 1953 ★

A. Qasem & Co.

Chartered Accountants

Gulshan Pink City
Suites # 01-03, Level : 7
Plot # 15, Road # 103,
Gulshan Avenue
Dhaka-1212, Bangladesh.
Phone : 880-2-8881824-6
Fax : 880-2-8881822
E-mail : aqasem@aqcbd.com

AUDITORS' REPORT TO THE SHAREHOLDERS of

British American Tobacco Bangladesh Company Limited

We have audited the accompanying financial statements of British American Tobacco Bangladesh Company Limited, which comprise the statement of financial position as at 31 December 2012 and the 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 explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS), the Companies Act 1994, the Securities and Exchange Rules 1987 and applicable laws and regulations 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 (BSA). Those standards require that we comply with relevant 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 auditors consider 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 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 Bangladesh Financial Reporting Standards (BFRS), give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of the results of its operations and cash flows for the year then ended and comply with applicable section of the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

We also report that:

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

Auditors
Dhaka, 26 February 2013

British American Tobacco Bangladesh Company Limited

Statement of Financial Position as at 31 December 2012

	Notes	2012 Taka '000s	2011 Taka '000s
ASSETS			
Non-current assets:			
Property, plant and equipment	4	5,861,627	5,376,634
Current assets:			
Inventories	5	4,956,887	5,373,033
Trade and other receivables	6	937,873	973,825
Advance, deposit and prepayments	7	1,007,539	590,164
Cash and cash equivalents	8	2,270,567	837,393
Total current assets		9,172,866	7,774,415
Total assets		15,034,493	13,151,049
EQUITY AND LIABILITIES			
Shareholder's equity:			
Share capital	9	600,000	600,000
Capital reserve	10	64,896	64,896
Revenue reserve	11	6,368,044	5,246,404
Total equity		7,032,940	5,911,300
Non-current liabilities:			
Gratuity	12	240,592	252,089
Deferred tax liability	13	723,643	669,079
Obligation under finance lease (due after one year)	14.2	7,541	17,876
Total non-current liabilities		971,776	939,044
Current liabilities:			
Provision for expenses	15	2,188,035	1,838,021
Trade and other payables	16	3,245,676	3,467,716
Provision for Corporate Tax	17	1,585,731	977,943
Obligation under finance lease (due within one year)	14.1	10,335	17,025
Total current liabilities		7,029,777	6,300,705
Total equity and liabilities		15,034,493	13,151,049

The annexed notes 1 to 39 form an integral part of these financial statements.



Arun Kaul
Managing Director



Anthony Yong
Director



Md. Azizur Rahman
Company Secretary

As per our report of same date

Dhaka, 26 February 2013



Auditors

British American Tobacco Bangladesh Company Limited
Statement of Comprehensive Income for the year ended 31 December 2012

	Notes	2012 Taka '000s	2011 Taka '000s
Gross turnover		90,174,080	75,357,351
Supplementary duty & VAT		62,702,736	52,088,490
Net turnover	18	27,471,344	23,268,861
Cost of Sales	19	15,946,224	13,455,535
Gross profit		11,525,120	9,813,326
Operating expenses	20	4,612,418	4,567,237
Operating profit		6,912,702	5,246,089
Other Income	21	50,820	36,868
Net financial income/(expense)	22	(119,878)	(110,687)
		6,843,644	5,172,270
Workers' profit participation fund		342,182	258,614
Profit before income tax		6,501,462	4,913,656
Income tax expense:			
Current tax	23.1	2,505,258	2,211,975
Deferred tax	23.1	54,564	151,090
		2,559,822	2,363,065
Profit for the year		3,941,640	2,550,591
Other comprehensive income		-	-
Total comprehensive income for the year		3,941,640	2,550,591
		Taka	Taka
Earnings Per Share	24	65.69	42.51

The annexed notes 1 to 39 form an integral part of these financial statements.



Arun Kaul
Managing Director



Anthony Yong
Director



Md. Azizur Rahman
Company Secretary

As per our report of same date

Dhaka, 26 February 2013



Auditors

British American Tobacco Bangladesh Company Limited

Statement of Changes in Equity for the year ended 31 December 2012

	Share capital	Revenue reserve	Capital reserve	Total
	Taka '000s	Taka '000s	Taka '000s	Taka '000s
Balance at 1 January 2011	600,000	5,575,813	64,896	6,240,709
Dividend paid in 2011:	-	(2,880,000)	-	(2,880,000)
Final Dividend for 2010	-	(2,580,000)	-	(2,580,000)
Interim Dividend for 2011	-	(300,000)	-	(300,000)
Total comprehensive income for the year	-	2,550,591	-	2,550,591
Balance as at 31 December 2011	600,000	5,246,404	64,896	5,911,300
Balance at 1 January 2012	600,000	5,246,404	64,896	5,911,300
Dividend paid in 2012:	-	(2,820,000)	-	(2,820,000)
Final Dividend for 2011	-	(2,220,000)	-	(2,220,000)
Interim Dividend for 2012	-	(600,000)	-	(600,000)
Total comprehensive income for the year	-	3,941,640	-	3,941,640
Balance as at 31 December 2012	600,000	6,368,044	64,896	7,032,940

The annexed notes 1 to 39 form an integral part of these financial statements.



Arun Kaul
Managing Director



Anthony Yong
Director



Md. Azizur Rahman
Company Secretary

As per our report of same date

Dhaka, 26 February 2013



Auditors

British American Tobacco Bangladesh Company Limited

Statement of Cash Flows for the year ended 31 December 2012

	Notes	2012 Taka '000s	2011 Taka '000s
Cash flows from operating activities:			
Collection from distributors, leaf export and others		90,283,106	74,950,453
Payment for costs and expenses		(21,590,921)	(17,794,614)
Supplementary duty and VAT paid		(61,324,848)	(52,099,969)
Cash generated from operation		7,367,337	5,055,870
Income tax paid	17.1	(1,897,470)	(1,880,970)
Interest paid	22	(119,878)	(110,687)
Net cash flows from operating activities		5,349,989	3,064,213
Cash flows from investing activities:			
Acquisition of property, plant and equipment		(1,116,245)	(707,823)
Proceeds from sale of property, plant and equipment	37	30,145	27,686
Net cash used in investing activities		(1,086,100)	(680,137)
Cash flows from financing activities:			
Finance lease obligation		(17,025)	(17,085)
Dividend paid	25	(2,813,690)	(2,873,451)
Net cash used in financing activities		(2,830,715)	(2,890,536)
Net increase/(decrease) in cash and cash equivalents for the year		1,433,174	(506,460)
Cash and cash equivalents at the beginning of the year		837,393	1,343,853
Cash and cash equivalents at the end of the year	8	2,270,567	837,393


The annexed notes 1 to 39 form an integral part of these financial statements.



Arun Kaul
Managing Director



Anthony Yong
Director



Md. Azizur Rahman
Company Secretary

As per our report of same date

Dhaka, 26 February 2013



Auditors

British American Tobacco Bangladesh Company Limited

Notes to the Financial Statements for the year ended 31 December 2012

1. Reporting Entity

British American Tobacco Bangladesh Company Limited (the "Company") is a public limited company incorporated in Bangladesh and its shares are quoted in the Dhaka and Chittagong Stock Exchanges. The address of the Company's registered office is New DOHS Road, Mohakhali, Dhaka-1206, Bangladesh.

The Company manufactures and markets both international and local brands like Benson & Hedges, John Player Gold Leaf, Pall Mall, Capstan, Star, Scissors, Bristol, Pilot and Hollywood.

The Company has its Head Office and the cigarette factory in Dhaka, a green leaf threshing plant in Kushtia, a green leaf redrying plant in Manikganj and a number of leaf and sales offices throughout the country.

2. Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with the Bangladesh Accounting Standards (BAS), Bangladesh Financial Reporting Standards (BFRS), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws in Bangladesh. Cash flows from operating activities are computed under direct method as prescribed by the Securities and Exchange Rules 1987.

2.2 Authorization for issue

The financial statements were approved by the Board of Directors on 26 February 2013.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost convention.

2.4 Functional and presentational currency

These financial statements are prepared in Bangladesh Taka (Taka/Tk.) which is the Company's functional currency. All financial information presented in Taka has been rounded to the nearest thousand.

2.5 Use of estimates and judgments

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

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

2.6 Comparative information

Comparative information has been disclosed in respect of the year 2011 for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements. Certain figures for 2011 have been rearranged wherever considered necessary, to ensure better comparability with the current year's financial statements and to comply with relevant BAS. Please refer to Note 38 for details.

3. Significant accounting policies

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

3.1 Foreign currency

Transactions in foreign currencies are translated to the functional currencies at an exchange rate applicable on the date of transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate prevailing at that date. Foreign exchange differences arising on translation are recognized in statement of comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transactions.

3.2 Property, plant and equipment

3.2.1 Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the property, plant and equipment. Property, plant and equipment under construction are stated at cost. Fully depreciated assets except plant and machinery are carried in the books at one percent of their original cost. Fully depreciated plant and machinery are carried in the books at one Taka.

Buildings constructed by the Company on leasehold land are capitalized and included under the category of leasehold property.

Gains and losses on disposal of items of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized as gain or loss.

3.2.2 Subsequent costs

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

3.2.3 Depreciation

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost less its residual value.

Depreciation is recognized in statement of comprehensive income on the straight-line method with a pro-rata charge based on the month of acquisition. Land is not depreciated. The depreciation rates per annum and residual value applicable to different categories of property, plant and equipment are as follows:

	Useful life (in years)	Residual Value
Freehold building	40	1%
Leasehold building	22	1%
Plant and machinery	5/14	Tk 1
Laboratory equipment	14	1%
Office equipment	3/4/10	1%
Furniture and fixtures	10	1%
Air conditioners	4	1%
Vehicles	4	1%

3.3 Leased assets

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

3.4 Inventories

Inventories are measured at the lower of cost and net realizable value after making due allowance for slow moving and obsolete items. Cost is determined on a weighted average method. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sales.

3.5 Impairment

The carrying amount of non-financial assets, other than inventories are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated and impairment loss is recognized in the statement of comprehensive income.

3.6 Trade and other receivables

Trade and other receivables are initially recognized at cost which is the fair value of the consideration given in return. After initial recognition these are carried at cost less any impairment losses due to uncollectibility of any amount so recognized.

3.7 Cash and cash equivalents

Cash and cash equivalents comprise of cash in hand and with bank including fixed deposits having maturity of three months or less and short term credit arrangements which are held and available for use by the Company without any restriction.

3.8 Retirement benefit schemes

The Company operates one funded and one unfunded gratuity scheme. Provisions in respect of which are made annually covering all its eligible employees other than the expatriates. There are also recognized Provident funds for all employees and a Pension fund for the eligible management staff. An actuarial valuation of the gratuity and pension schemes is also made to assess the adequacy of the liabilities provided for the schemes as per "BAS 19: Employee Benefits"

3.9 Provisions

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

3.10 Revenue recognition policy

3.10.1 Sale of Goods

Revenue from sale of goods is recognized when the significant risk and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and amount of revenue can be measured reliably.

Gross turnover comprises of domestic sales of cigarettes, export of leaf, supplementary duty, export duty and value added tax paid to the Government of Bangladesh.

3.10.2 Interest income

Interest Income is derived from short-term investments and is recognized on an accrual basis.

3.11 Workers' profit participation fund (WPPF)

The Company provides 5% of its profit before charging such expense as WPPF in accordance with the Bangladesh Labour Act 2006.

3.12 Income tax

Income tax expense comprising of current tax and deferred tax, is recognised in the statement of comprehensive income.

3.12.1 Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company qualifies as a "Publicly Traded Cigarette Manufacturing Company"; hence, the applicable tax rate is 35%.

3.12.2 Deferred tax

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

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

3.13 Earnings per share

The Company presents basic earnings per share (EPS) data for its ordinary shares.

3.13.1 Basic earnings per share

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 period.

3.14 Related party transactions

Disclosures have been made in respect of the transactions in which one party has the ability to control or exercise significant influence over the financial and operating policies/decisions over the other, irrespective of whether a price is charged.

3.15 Segment reporting

A segment is a distinguishable component of the group/company that is engaged in providing products of services within a particular economic environment. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company regards its Board of Directors as its chief operating decision maker, as the Board is responsible for allocating resources, assesses performance, and makes strategic decision.

The Company is a single product business primarily engaged in the manufacturing and sale of cigarettes in Bangladesh and this forms the focus of the Company's internal reporting system. While the Company has clearly differentiated brands, segmentation within a wide portfolio of brands is not a part of the regular internally reported financial information to the chief operating decision maker. Therefore, it is not possible to segment the Company's results by brand without a high degree of estimation.

3.16 Materiality and aggregation

Each material class of similar items is presented separately in the financial statements. Items of dissimilar nature or function are presented separately unless they are immaterial.

3.17 Events after the reporting date

Events after the reporting date that provide additional information about the Company's position at the reporting date are reflected in the financial statements. Events after the reporting date that are not adjusting events are disclosed in the notes when material.

4. Property, plant and equipment

Particulars	Cost at		Additions and transfers from WIP during the year		Disposal/adjustment during the year		Cost at 31 December 2012		Accumulated depreciation at 1 January 2012		Depreciation charge for the year		Disposal/adjustment during the year		Accumulated depreciation 31 December 2012		Cost less accumulated depreciation 31 December 2012	
	Taka '000s	2012	Taka '000s	2012	Taka '000s	2012	Taka '000s	2012	Taka '000s	2012	Taka '000s	2012	Taka '000s	2012	Taka '000s	2012	Taka '000s	2012
Original cost:																		
Freehold land	189,759		153,926		-		343,685	-	-	-	-	-	-	-	-	-	-	343,685
Freehold building	573,685		250,825		-		824,510	100,561	100,561	15,823	15,823	116,384	-	116,384	708,126			708,126
Leasehold building	218,610		4,108		-		222,719	83,337	83,337	9,372	9,372	92,709	-	92,709	130,010			130,010
Plant and machinery	6,941,601		551,652		(133)		7,493,121	3,836,239	3,836,239	400,539	400,539	4,236,665	(114)	4,236,665	3,256,456			3,256,456
Laboratory equipment	98,956		7,519		-		106,475	39,577	39,577	6,817	6,817	46,395	-	46,395	60,080			60,080
Office equipment	298,689		74,631		(20,399)		352,921	197,080	197,080	47,976	47,976	225,072	(19,984)	225,072	127,850			127,850
Furniture and fixtures	10,665		1,595		(276)		11,984	5,695	5,695	921	921	6,549	(66)	6,549	5,435			5,435
Air conditioners	206,798		5,678		(80)		212,396	133,975	133,975	26,399	26,399	160,294	(79)	160,294	52,102			52,102
Vehicles	532,413		87,963		(43,204)		577,173	248,327	248,327	119,758	119,758	327,885	(40,200)	327,885	249,288			249,288
	9,071,176		1,137,898		(64,091)		10,144,983	4,644,791	4,644,791	627,605	627,605	5,211,952	(60,443)	5,211,952	4,933,031			4,933,031
Buildings, plant and machinery etc. under construction	950,249		(21,653)		-		928,596	-	-	-	-	-	-	-	-			928,596
2012	10,021,425		1,116,245		(64,091)		11,073,579	4,644,791	4,644,791	627,605	627,605	5,211,952	(60,443)	5,211,952	5,861,627			5,861,627
2011	9,438,109		1,241,237		(657,921)		10,021,425	4,122,547	4,122,547	633,396	633,396	4,644,791	(111,152)	4,644,791	5,376,634			5,376,634

Note:

Reconciliation of depreciation charge for the year:

	2012	2011
Taka '000s	Taka '000s	Taka '000s
Charged to statement of comprehensive income (note 20)	538,117	542,619
Charged to crop	89,488	90,777
	627,605	633,396

	2012	2011
	Taka '000	Taka '000
5. Inventories		
Leaf	3,331,867	3,609,519
Wrapping materials	413,728	303,733
Work in process	25,154	17,425
Finished goods	917,440	1,191,155
Consumable stores	268,698	251,201
	4,956,887	5,373,033

6. Trade and other receivables

Letter of credit	44,659	44,613
Trade debtors	324,760	395,582
Intercompany receivables	25,217	63,421
Sundry debtors	18,516	20,663
Agricultural inputs	524,721	449,546
	937,873	973,825

These are all unsecured but considered good; as such no provision was required to be recognised against these debtors.

7. Advance deposit and pre-payments

Supplementary duty and VAT	216,519	48,317
VAT recoverable	212,909	20,038
Prepaid expenses	578,111	521,809
Advance income tax (setoff with provision for corporate tax, Note 17)	-	-
	1,007,539	590,164

8. Cash and cash equivalents

Cash in hand	3,881	3,372
Cash at banks:		
Dividend accounts	30,886	24,577
Foreign currency accounts	409,492	424,049
Current accounts	256,610	312,390
Fixed and short term deposits	1,569,698	73,005
	2,270,567	837,393

Foreign currency account balances have been converted to Taka at the rate ruling at the reporting date.

	2012	2011
	Taka	Taka
9. Share capital		
Authorised:		
60,000,000 ordinary shares of Tk. 10 each	600,000,000	600,000,000
Issued, subscribed and paid up:		
Issued for cash -		
3 ordinary shares of Tk. 10 each	30	30
Issued for consideration other than cash -		
59,999,997 ordinary shares of Tk. 10 each	599,999,970	599,999,970
	600,000,000	600,000,000
The composition of shareholders at 31 December 2012 was:		
	2012	2011
Raleigh Investment Co. Ltd., UK	72.91%	65.91%
Investment Corporation of Bangladesh	11.51%	17.52%
Sadharan Bima Corporation	2.82%	2.82%
Bangladesh Development Bank Limited	0.93%	0.99%
Government of Bangladesh	0.64%	0.64%
Sena Kallyan Sangstha	0.26%	0.26%
Others	10.92%	11.86%
	100.00%	100.00%

A distribution schedule of the shares as at 31 December 2012 is given below as required by listing regulations:

Number of shares		No. of holders	Total no. of shares	Total holdings
Less than	500 shares	3,164	227,736	0.380%
500 to	5,000 shares	322	427,010	0.712%
5,001 to	10,000 shares	16	107,878	0.180%
10,001 to	20,000 shares	20	303,875	0.506%
20,001 to	30,000 shares	7	182,075	0.303%
30,001 to	40,000 shares	4	147,200	0.245%
40,001 to	50,000 shares	5	226,900	0.378%
50,001 to	100,000 shares	12	934,434	1.557%
100,001 to	1,000,000 shares	13	4,470,406	7.451%
Over	1,000,000 shares	6	52,972,486	88.287%
Total		3,569	60,000,000	100.000%

	2012	2011
	Taka '000s	Taka '000s
10. Capital reserve	64,896	64,896

Capital reserve represents non-remittable reserve of Tk 64,896 thousands which are 90% of the cumulative post tax profit on disposal of property, plant and equipment as defined and directed by Bangladesh Bank. The requirement to create such special reserve on profit from sale of property, plant and equipment has been withdrawn since 1993.

	2012	2011
	Taka '000s	Taka '000s
11. Revenue reserve		
Opening balance	5,246,404	5,575,813
Less: Dividend paid	2,820,000	2,880,000
	<u>2,426,404</u>	<u>2,695,813</u>
Add: Total comprehensive income for the year	3,941,640	2,550,591
Closing balance	<u>6,368,044</u>	<u>5,246,404</u>
	<u>240,592</u>	<u>252,089</u>

This represents total liability of the Company on account of gratuity that would be payable if all eligible employees retire on the reporting date.

13. Deferred tax liability

Opening balance	669,079	517,989
Add : Addition during the year (note 23.2)	54,564	151,090
Closing balance	<u>723,643</u>	<u>669,079</u>

14. Obligation under finance lease

Repayment of finance lease obligation is classified as under:

	2012	2012	2012	2011	2011	2011
	Principal	Interest	Total	Principal	Interest	Total
	Taka '000s	Taka '000s	Taka '000s	Taka '000s	Taka '000s	Taka '000s
14.1 Due within one year	10,335	1,512	11,846	17,025	3,450	20,475
14.2 Due after one year but within five years	7,541	466	8,007	17,876	1,977	19,853
Due after five years	-	-	-	-	-	-
Total obligation under finance lease	<u>17,876</u>	<u>1,977</u>	<u>19,853</u>	<u>34,901</u>	<u>5,427</u>	<u>40,328</u>

		2012	2011
		Taka '000s	Taka '000s
15. Provision for expenses			
Departmental accruals		717,561	626,178
VAT & duty related provision		1,403,656	1,122,308
Other provisions		66,818	89,535
		2,188,035	1,838,021
16. Trade and other payables			
Trade creditors		1,539,414	968,378
Provident/pension funds		13,980	-
Workers' profit participation fund		505	6,460
Wages and other benefits		362,406	303,378
Unclaimed dividend (note 25)		30,886	24,577
Intercompany		1,175,230	2,060,026
Sundry creditors		123,255	104,897
		3,245,676	3,467,716
17. Provision for Corporate Tax			
Opening balance		4,294,866	2,082,891
Charged during the year		2,505,258	2,211,975
		6,800,124	4,294,866
Less: Advance payment of corporate tax (Note 17.1)		(5,214,393)	(3,316,923)
Closing balance		1,585,731	977,943
17.1 Advance payment of corporate Tax			
Opening balance		3,316,923	1,435,953
Add: Paid during the year		1,897,470	1,880,970
Closing balance		5,214,393	3,316,923
18. Net turnover			
	Unit	Qty	
Gross Turnover	Million sticks	29,911	87,411,032
Supplementary duty and VAT			72,416,319
			(62,420,334)
			24,990,698
Turnover from leaf tobacco export	Million Kg	11,792	2,941,032
Export duty			(285,572)
			2,763,048
			(282,402)
			2,480,646
			27,471,344
			23,268,861

	2012	2011
	Taka '000s	Taka '000s
19. Cost of sales		
Raw material consumed	13,274,677	11,200,695
Production overhead (Note 20)	2,671,547	2,254,840
	15,946,224	13,455,535
20. Operating expenses		
Operating expenses include the following items:		
Salaries and wages	1,270,001	1,093,197
Contribution to retirement benefit scheme	93,500	108,384
Staff welfare	126,939	129,270
Brand marketing expenditure	675,105	701,366
Trade marketing expenditure	617,954	1,222,043
Utilities	298,678	186,135
Rent, rates, services and taxes	189,819	159,635
Repairs and maintenance	649,752	516,972
Travelling and training	220,590	148,223
Vehicle running expenses	73,830	59,935
Legal and Secretarial	12,784	12,076
Information Technology	223,833	139,468
Office and administrative expenses	117,618	75,971
Social responsibility	39,863	60,679
Security and safety	41,449	31,431
Market information	261,269	199,698
Distribution expenses	79,988	67,458
Freight and handling	214,108	156,738
Insurance	59,309	47,325
Depreciation	538,117	542,619
Technical assistance fees	786,960	790,362
Audit fees	800	800
Other fees (certification and other fees)	730	1,110
Financial charges	16,386	11,642
Other expenses	674,583	359,540
	7,283,965	6,822,077
Less: Charged to production overhead	2,671,547	2,254,840
	4,612,418	4,567,237
21. Other Income		
Profit on disposal of fixed assets	26,497	14,331
Other miscellaneous income	24,323	22,537
	50,820	36,868
22 Net Financial Income/(Expense)		
Interest income	64,562	31,785
Interest expense	(184,440)	(142,472)
	(119,878)	(110,687)

	2012	2011
	Taka '000s	Taka '000s
23. Tax		
23.1 Current Tax		
Provision for current year	2,505,258	1,773,681
Prior year adjustment	-	438,294
	2,505,258	2,211,975
23.2 Deferred Tax		
As at 31 December, 2012	Taxable/(deductible) temporary difference	
Assets		
Property, plant and equipment		2,360,019
Inventory and debtors		(51,877)
		2,308,142
Liabilities		
Provision for gratuity		240,592
Net taxable temporary difference		2,067,550
Effective deferred tax rate		35%
Deferred tax liability as at 31 December, 2012		723,643
As at 31 December, 2011		
Assets		
Property, plant and equipment		2,226,921
Inventory and debtors		(63,179)
		2,163,742
Liabilities		
Provision for Gratuity		252,089
Net taxable temporary difference		1,911,653
Effective deferred tax rate		35%
Deferred tax liability as at 31 December, 2011		669,079
Charge for the year		54,564

23.3 Reconciliation of Effective Tax Rate

	2012		2011	
	%	Taka '000s	%	Taka '000s
Profit before tax		6,501,462		4,913,657
Current tax expense	38.53%	2,505,258	45.02%	2,211,975
Deferred tax expense	0.84%	54,564	3.07%	151,090
Total tax expense	39.37%	2,559,822	48.09%	2,363,065
Expected income tax using applicable tax rate	35.00%	2,275,512	35.00%	1,719,780
Previous year adjustment			8.92%	438,294
Tax on non deductible expenses	3.53%	229,757	1.10%	53,901
Effective current Tax	38.53%	2,505,269	45.02%	2,211,975
Effective deferred tax	0.84%	54,564	3.07%	151,090
	39.37%	2,559,833	48.09%	2,363,065

24. Earnings per share

24.1 Basic earnings per share

Basic earning per share has been calculated taking a capital base of 60,000,000 ordinary share of Tk. 10 each as issued up to 31 December 2012.

24.2 Diluted earnings per share

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

25. Dividend paid

	Aging Analysis of unclaimed dividend					Taka '000s
	Prior to					2011
	2010	2010	2011	2012	Total	
Opening balance of unclaimed dividend	14,281	3,747	6,549	-	24,577	18,028
Add: Dividend Declared	-	-	-	2,820,000	2,820,000	2,880,000
Final dividend for 2011	-	-	-	2,220,000	2,220,000	2,580,000
Interim dividend for 2012	-	-	-	600,000	600,000	300,000
Less: Closing balance of unclaimed Dividend	14,281	3,747	6,549	6,310	30,887	24,577
Dividend paid	-	-	-	2,813,690	2,813,690	2,873,451

26. Numbers employed

The Company had 1,119 permanent employees as at 31 December 2012 vs. 1,146 employees in 2011 and a varying number of seasonal and temporary workers as required. All permanent employees receive total remuneration in excess of Tk 36,000 per annum per employee.

	2012	2011
	Taka '000s	Taka '000s
27. Remuneration of Directors		
Attendance fee	36	19
Meeting expenses	689	359
Remuneration	42,555	36,176
Retirement benefit scheme	3,317	2,974
Medical and welfare	483	490
Housing	7,202	6,575
	54,282	46,593

28. Remittances of foreign currency

	Taka '000s	Taka '000s
Charge for the year:		
Royalty	348,480	319,799
Technical assistance fee	786,960	790,362
** Above expenses were remitted after converting them into foreign currency at the spot rate on the remittance date.		
	USD '000s	USD '000s
Payment made during the year:		
Royalty (after deduction of withholding tax as per law)	6,109	-
Technical fees (after deduction of withholding tax as per law)	15,437	-
Dividend	20,857	22,957

Royalty and Technical Fee for 2010 and 2011 were paid in 2012. No payments were made in 2011.

29. Capacity

The Company works on continuous operation basis and given the current installed machine configuration, there is capacity to meet variety of specification (e.g. Filter) and packaging (e.g. Hinge Lid, Shell and Slide) configurations. The Directors regularly review the production capability in order to meet future demand of the Company.

Actual production

Cigarettes (in million sticks)	30,040	26,435
30. Value of leaf export earnings received	USD (in 000s) 35,189	39,507

31. Contingent liabilities

There are contingent liabilities in respect of certain legal and tax claims made against the Company. However, these are being vigorously defended by the Company and the directors do not consider it is appropriate to make provision in respect of any of these claims.

32. Related Party Transactions

During the year, the Company carried out a number of transactions with related parties in the normal course of business and on an arms' length basis. The name of related parties, nature of these transactions and their total value have been set out in accordance with the provisions of BAS 24 : Related Party Disclosure.

Name of the parties	Nature of relationship	Amount of Transaction in 2012, Taka '000s	Receivable/(Payable) as at 31 December 2012, Taka '000s
Income			
a. Leaf Export			
The Company sold leaf to:			
BAT (GLP) Limited*	BAT Group company	1,754,505	(42,013)
Pakistan Tobacco Company Limited	BAT Group company	233,265	8,956
b. Management Fee			
Management Fee received/to be received from:			
BAT (GLP) Limited	BAT Group company	347	340
British American Tobacco (PNG) Ltd	BAT Group company	6,519	3,718
British American Tobacco Asia-Pacific Region Limited	BAT Group company	2,306	1,138
BAT Japan LTD	BAT Group company	1,125	1,126
BAT Aspac Service Centre	BAT Group company	10,626	5,650
BAT Holdings Limited	Holding company	3,180	2,407
BAT Indonesia	BAT Group company	1,197	1,197
BAT Uzbekistan	BAT Group company	641	641
Expenses			
c. Procurement of services			
Procurement of information technology, product and other services:			
BASS GSD UK	BAT Group company	252,650	(42,372)
BAT Holdings Limited	Holding company	4,608	(1,485)
British American Tobacco Asia-Pacific Region Limited	BAT Group company	7,965	(7,290)
BAT Aspac Service Centre	BAT Group company	208,921	(13,405)
British American Tobacco Australia Limited	BAT Group company	3,501	(3,418)
BAT Singapore	BAT Group company	32,577	(7,950)
d. Purchase of goods			
Purchase of leaf and wrapping materials from:			
BAT Singapore	BAT Group company	207,302	-
BAT (GLP) Limited**	BAT Group company	717,020	31,053
e. Royalty			
Royalty paid/payable to:			
BAT Holdings Limited	Holding company	313,632	(319,678)
f. Technical and advisory fee			
Payment of fees for technical and advisory support services to:			
BAT Holdings Limited	Holding company	780,415	(766,368)
g. Purchase of equipment			
Pakistan Tobacco Company Limited	BAT Group company	106,140	
BAT Holdings Limited	Holding company	2,972	
British American Tobacco Australia Limited	BAT Group company	11,609	

* Advance received

** Advance paid

2012	2011
Taka '000s	Taka '000s

33. Capital expenditure commitments

Contracted but not provided for in these financial statements

336,810	129,742
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34. Segment Reporting

The Company is domiciled in Bangladesh. The revenue from external customers is BDT 88,263,788 thousand (2011: BDT 73,009,207 thousand). The Company does not have any non current assets that are located outside Bangladesh. There are also no revenue arising from transactions with a single external customer that comprises 10% or more of the Group's revenue for the years ended 31 December 2012 and 31 December 2011.

The Company is a single product business primarily engaged in the manufacturing and sale of cigarettes in Bangladesh and this forms the focus of the Company's internal reporting system. While the Company has clearly differentiated brands, segmentation within a wide portfolio of brands is not part of the regular internally reported financial information to the chief operating decision maker. Therefore, it is not possible to segment the Company's results by brand without a high degree of estimation.

Apart from cigarette manufacturing, the Company exports leaf outside of Bangladesh, which contributes less than 10% of gross and net turnover. However, the break up of cigarette and export sales has been provided in Note 18.

35. Consumption of imported and local raw materials

	2012		2011	
	Wrapping materials	Leaf	Wrapping materials	Leaf
	Taka '000s	Taka '000s	Taka '000s	Taka '000s
Imported:				
Opening stock	264,848	449,232	232,197	341,942
Purchases	2,251,068	1,519,096	1,569,245	1,466,222
Consumption	(2,273,174)	(1,479,961)	(1,536,594)	(1,358,932)
Closing stock (a)	242,742	488,367	264,848	449,232
Domestic:				
Opening stock	38,885	3,160,287	23,945	2,738,619
Purchases	3,662,442	5,499,667	2,706,591	6,302,718
Consumption	(3,530,341)	(3,969,501)	(2,691,651)	(3,225,590)
Export	-	(1,846,953)	-	(2,655,460)
Closing stock (b)	170,986	2,843,500	38,885	3,160,287
Closing stock (a+b)	413,728	3,331,867	303,733	3,609,519

As the Company deals in large number of items which vary in units, item-wise quantity statement of raw materials could not be given.

36. Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including currency risk, fair value interest rate risk and cash flow interest rate risk). The company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried out by a risk management committee under policies & procedure approved by the audit committee. The committee identifies and evaluates financial risks in close co-operation with the Company's treasury function. Treasury function is governed by the treasury committee, headed by the Finance Director and within the requirements of an approved treasury policy.

Market Risk

i) Foreign Exchange Risk

The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar, EURO, and the British Pound. Foreign exchange risk arises from future commercial transactions of recognised assets and liabilities. Management complies with the treasury policy to manage foreign exchange risk against their functional currency.

The Company's exposure to foreign currency risk was as follows on the reporting dates:

	2012			2011		
	'000s BDT			'000s BDT		
	EUR	GBP	USD	EUR	GBP	USD
Foreign currency denominated assets						
Receivable from related parties	-	6,369	10,281	-	-	66,225
Accounts receivable	-	-	40,658	266	686	152,788
Cash at bank	300	349	410,241	446	162	424,770
	300	6,718	461,180	712	848	643,783
Foreign currency denominated liabilities						
Payable to related parties	-	47,424	737,092	-	13,601	1,271,652
Trade and other payables	-	-	108,634	-	17,478	54,773
	-	47,424	845,726	-	31,079	1,326,425
Net exposure	300	(40,706)	(384,546)	712	(30,232)	(682,642)

The following significant exchange rates are applied during the year:

	Exchange rates as at	
	31 Dec 2012	31 Dec 2011
US Dollar (USD)	79.78	81.83
Great Britain Pound (GBP)	129.67	127.17
Euro (EUR)	105.18	106.23

The Company considers a 5% strengthening or weakening of the functional currency against non-functional currencies as a reasonably possible change. At December 31, 2012 if functional currency had weakened/strengthened by 5% against foreign currencies, with all other variables held constant, the profit after taxation for the year would not show any material changes.

ii) Price risk

Price risk represents the risk that the fair value of future cash flows of a financial statement will fluctuate because of a change in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Company is not exposed to equity price risk since there are no investments in equity securities. The Company is also not directly exposed to commodity price risk.

iii) Cash flow and fair value interest rate risk

As the Company has no long term interest bearing assets or liabilities, the Company's income and operating cash flows are substantially independent of changes in market interest rate.

Credit risk

Credit risk represents the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge a contractual obligation. Credit risk mainly arises from trade debtors, advances and prepayments and cash at bank. Group treasury guidelines are followed for managing cash and cash equivalents while short term investment decisions are taken after proper review by treasury committee ensuring compliance with group guidelines. The Company operates almost on a 100% cash sales modality while credits for maximum 3 days are given to selected distributors during extended bank holidays after taking proper approval from finance and marketing functions. As a security for the credit given, cheques for equivalent amount of credit are collected from the customers and kept under the custody of the Company. The maximum exposure to credit risk at the reporting date in terms of carrying value of assets are as follows:

	2012	2011
	Taka '000s	Taka '000s
Receivables from trade debtors (note 6)	324,760	395,582
Receivables from intercompany (note 6)	25,217	63,421
Receivables from sundry debtors (note 6)	18,516	20,663
Agricultural input adjustment (note 6)	524,721	449,546
	<u>893,214</u>	<u>929,212</u>
Cash at banks (note 8)	2,266,686	834,021
	<u>3,159,900</u>	<u>1,763,233</u>
The aging of receivables as at 31 December 2012 was:		
0-30 days	443,277	913,180
31-60 days	189,291	4,897
61-90 days	233,982	1,864
91-180 days	25,437	2,786
181-365 days	-	3,426
More than 365 days	1,228	3,059
	<u>893,214</u>	<u>929,212</u>

Liquidity risk

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

The Company's management monitors rolling forecasts of the liquidity position, expressed in cash and cash equivalents on the basis of expected cash flow and ensures access to short term credit as per credit limit approved by the Board whenever needed in order to meet the high working capital funding requirements and implements investment decisions. As at 31 December 2012, the Company's entire borrowing facility remained unutilised and also the Company had Tk 2.27 billion cash and bank balances. Considering the foregoing and also the fact that the Company was in a positive working capital position as at the year end, management considers the liquidity risk to be low.

Relevant non-derivative financial liabilities at the reporting date are as follows:

	2012	2011
	Taka '000s	Taka '000s
Trade creditors (note 16)	1,539,414	968,378
Provident/Pension funds (note 16)	13,980	-
Unclaimed dividend (note 16)	30,886	24,577
Intercompany (note 16)	1,175,230	2,060,026
Sundry creditors (note 16)	123,255	104,897
	<u>2,882,765</u>	<u>3,157,878</u>

	2012	2011
	Taka '000s	Taka '000s
a) Aging of relevant non-derivative financial liabilities		
0-30 days	2,036,556	1,583,781
31-60 days	117,059	197,187
61-90 days	172,414	121,068
91-180 days	331,401	805,310
181-365 days	170,525	191,524
More than 365 days	54,810	259,008
	2,882,765	3,157,878

Fair value estimation

The carrying values of applicable financial instruments represent their fair values.

37. Sale of property, plant and equipment

	Original cost	Accumulated depreciation	Book value	Sale value	Mode of disposal	Purchaser
	Taka '000s	Taka '000s	Taka '000s	Taka '000s		
Plant and Machinery	133	114	19	6	As per company policy	Third party
Office Equipment	20,399	19,984	415	647	Do	Third party
Furniture and fixtures	276	66	209	209	Do	Third party
Air conditioners	80	79	1	1	Do	Third party
Vehicles	43,204	40,200	3,004	29,282	Do	Employees of the Company
2012	64,091	60,443	3,648	30,145		
2011	124,507	111,152	13,355	27,686		

38. Comparatives

Comparative information in the following major areas has been rearranged to conform with current period's presentation, in compliance to BAS 1 and BAS 32, where it states that, asset and liability can only be setoff when following conditions are met:

- Each of the two parties owes the other determinable amounts.
- The entity has the right to set off against the amount owed by the other party.
- The entity intends to offset.
- The right of setoff is legally enforceable.

i. Advance income tax and provision for corporate tax (notes 7 and 17)

Advance income tax paid has been setoff with provision for corporate tax to comply with BAS 1 and BAS 32, thus reducing the advance deposit and pre-payments and provision for corporate tax by BDT 3,316,923 thousands.

ii. Trade and other receivables and payables (notes 6 and 17):

Receivables from and payables to intercompany which were reported under trade debtors on a net off basis, have been reclassified to intercompany receivables and intercompany payables, to comply with BAS 1 and BAS 32, thus increasing the receivables and payables by BDT 46,983 thousands.

iii. Other income (Note 21):

Other income, which was reported under operating expense, has been reclassified and presented on the face of Statement of Comprehensive Income, thus increasing the operating expense by BDT 36,868 thousands. However, profit after tax for 2011 has remained the same.

iv. Cash flows from operating activities:

Comparative for collection from distributors, leaf export and others has been restated by BDT 46,983 thousands, due to change in closing balance of trade and other receivables because of the change as per disclosure ii. However, net cash flow from operating activities has remained the same.

38.1 Obligation under finance lease (due within one year) (Note 14.1 and Note 16)

Finance lease obligation payable within one year, which were reported under sundry creditors, has been reclassified and reported separately on the face of Statement of Financial position, to comply with BAS 17 and to bring in clarity. As a result, trade and other payables have been reduced by BDT 17,025 thousands.

39. Events after the reporting date

For the year 2012, an interim cash dividend of 100% i.e. Tk. 10 per share amounting to Tk. 600,000,000 was paid in November 2012. The Board of Directors recommended a final cash dividend of 400% i.e. Tk. 40 per share amounting to Tk. 2,400,000,000 at the board meeting held on 26 February, 2013. As a result, total 500% cash dividend for the year 2012, inclusive of 100% interim cash dividend, is recommended by the Board of Directors for approval in the 40th Annual General Meeting of the Company.



Arun Kaul
Managing Director



Anthony Yong
Director



Md. Azizur Rahman
Company Secretary

Snapshots from Corporate Events 2012



ANNUAL SPORTS

This includes badminton, chess, ludo, karaam, volleyball and other competitions for the employees of BAT BANGLADESH. Annual sports Gala was held on December 28, 2012.



ANNUAL IFTAR

Every year BAT Bangladesh arranges an iftar party where both the non-management and management staff have iftar together. Last year the Annual Iftar took place on July 31, 2012.



FAMILY DAY

Family Day is an annual event where all BAT Bangladesh employees bring in their family members, and participate in different games and enjoy the cultural programs. In 2012, Family Day took place on December 19th inside BAT Bangladesh premises where there was enthusiastic participation from all the employees.



FAMILY DAY

There were rides for the children, famous national artists performed and entertained the guests and food was prepared for the whole day. In addition to all of these, the Retirement Gift, Long Service Award and the Good Attendance Award ceremonies were also held.



KID'S CARNIVAL

This is an event that is held every year for the enjoyment of the children of all the employees at an amusement park. Last year, Kid's Carnival took place on October 12 and the children enjoyed all the rides at the park. What is even more special about this event is that scholarships for post-SSC education are given by the Company to the meritorious children of the non-management employees.



MILAD MAHFIL

Eid E Miladunnabi was observed in BAT Bangladesh on January 25, 2012. A Milad Mahfil was held to observe this auspicious event.



FOOTBALL COMPETITION

This annual tournament was held from July 9 – 15, 2012 with great participation, excitement and enthusiasm. For the amusement of the employees, this football tournament is organized every year where eight different departmental teams (composed of both management and non-management staff) play. After the final game, the Champion's trophy is distributed and other players and organizers are also honored with gifts.



TRAINING AND DEVELOPMENT

BAT Bangladesh has a strong training and development framework for its employees. In 2012, a number of international and local trainings were carried out for functional, technical and leadership development which includes programs like business communication, change management, interviewing and assessing skills, employee relations and labour law, fundamental product knowledge, leading teams workshop, personal effectiveness, prince2 and effective teamwork.

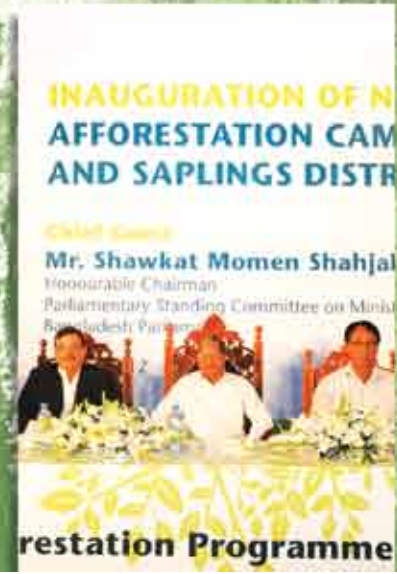


ERF Award



Battle of Minds

Afforestation



restation Programme



Art Exhibition



Shekorer Taane





Deepto Monghlapara...

More than 4,500 people in seven remote villages of Bandarban and Khagrachari districts in Chittagong Hill Tracts now have their first access to electricity at home with 'Deepto'.

'Deepto' is the new CSR initiative of BAT Bangladesh providing solar home systems in remote off-grid areas, free of cost, to complement Government's efforts in the renewable energy sector.

'Deepto' will continue its journey to kindle the light of hope in more remote villages like Monghlapara of Alikadam upazila, Bandarban.

Partnering with communities.
Enabling progress.



BRITISH AMERICAN
TOBACCO
BANGLADESH



CORA

“We drive recognition as a Responsible Tobacco Company, improving long term sustainability for the business”

Shahed Zubair
Head of CORA





যারা বুনে যায় স্বপ্নের বীজ

সম্ভাবনার নতুন সূচনায়

যাদের ক্লান্তিহীন পথচলায়

এগিয়ে যায় দেশ

সেইসব মানুষের

সাফল্যের গল্প শুনতে

আপনিও আসুন এই শেকড়ের টানে..

SOWING SEEDS OF SUCCESS

Bangladesh is a land of infinite possibilities, where agriculture is at the core of its identity, it is also the root of the nation. In this agriculture-centric nation, it is the farmers who shape our destiny; their hard work propels this nation forward. BAT Bangladesh wants to bring the stories of a few of such dedicated and visionary farmers who have propelled themselves forward through their firm convictions.

Through the realization of their own dreams and with the help of four CSR projects of the Company, these farmers have created a new horizon of hope and possibility. The Company believes that these individuals, who are defined by their roots, exemplify those ideals that we all can imitate. Thus, it is the Company's humble effort to exalt those personalities in the form of a timeless piece of publication – 'Sowing Seeds of Success.'

During the launch of this publication, the Company did not only captivate its stakeholders, but also facilitated the interaction between the farmers and the stakeholders through a mind boggling evening followed by an art exhibition, cultural performance and dinner.



Showcasing Farmers' success



Mr. Monzur Hossain - Secretary, Ministry of Agriculture; Mr. Kamrul Hasan - Chairman, Board CSR Committee, BAT Bangladesh along with important Stakeholders launching the publication – 'Sowing Seeds of Success'



Farmer Yunus Ali Hemm receiving a token of gift from the Chairman of the Board CSR Committee



Farmer Mohammad Sirajul Islam sharing his success among the Stakeholders

Faces of Pride



Goching Marma, living in the village of Mukhpara, 18 km from Bandarban town, had been going through dire poverty. In 2000, his life took a turn when he started tobacco plantation. He earned a good amount of money as the Company directly bought his harvest. He has invested part of his earnings and is now the owner of a rice mill, grocery store and land for farming. Now, his sons go to school and his family has a smooth life.

Mosammat Madina Khatun, wife of Late Mohd. Riajuddin Miah lives in Sangrampur village. Riajuddin cultivated tobacco on 1.2 out of 1.6 acres of his land with direct assistance from the Company. Since then, Riajuddin's family has been blessed with happiness & prosperity and the land owned has grown to 6.81 acres. His family now has an extensive plantation of fruit, wood and medical trees. In absence of her husband Mosammat Madina Khatun now steers their revolution forward.



Yunus Ali Hemm from Bondobil village of Chuadanga district has been the breadwinner of his family for quite some time. He received a land of 4 acres from his predecessors. There he cultivated tobacco which enabled him to live his life well and arrange education for his son at BRAC University. His dreams revolved around his son. He leads a simple life and is a successful father as his son is educated and now teaches at a university.

Mojibor Rahman, living in Mirpur village in Kushtia, used to go through financial difficulties in the past like most people in his area. His destiny has changed like everyone else thanks to tobacco farming. Now, he is the owner of 10 acres of farming land. His financial problems have now eased and he is living a decent life with his family.



Khowaj Hossain is the Chairman of the Union of Boalia. He used to take part in student politics but now he is a farmer growing tobacco on 3 acres of land. He says that tobacco farming progresses the lives of people in Kushtia, Meherpur & Jhenidah where the farmers live in concrete houses and each house has a motorcycle.

Mohammad Sirajul Islam from Horinakunda Upazilla of Jhenidah district lost his father at an early age. Due to land related conflicts that his father had left him, he forsaken his education and plunged into the real world. He was facing days of poverty & hardship which slowly cleared up when he started growing tobacco. His fate changed since then and he currently owns two coaches under his business titled "Chuadanga Paribahan".



CSR PROGRAMMES

British American Tobacco Bangladesh (BAT Bangladesh or the Company) strongly believes that a business must demonstrate responsibility in everything it does. The Company is highly committed to responsible behaviour which is an integral part of its sustainability agenda. Sustainable business practices are at the heart of its strategy. It believes that the business has a key role to play in helping society to achieve the necessary sustainable balance of economic growth, environmental protection and social progress in ways that will build value for its stakeholders, including shareholders.

The Company's supply chain starts with direct relationship with about 34,000 tobacco farmers in Bangladesh to whom agronomy support is provided. This support includes providing quality guidance on crop management, soil health, water management and environmental best practices. It also helps them address various economic and social issues associated with their lives and livelihood. The Company's Corporate Social Responsibility activities are designed to ensure progress in farmer communities and to strengthen its relationship with them. These initiatives are not limited to tobacco farming, but covers different areas of need of the community.

The four CSR platforms in which The Company focuses on are: afforestation, pure drinking water, renewable energy and sustainable agriculture. Partnering with the communities and enabling their progress is the foundation of all its CSR initiatives.

Afforestation: BAT Bangladesh's flagship CSR programme stepped into its 32nd year in 2012

So far, the company has distributed more than 75 million saplings free of cost throughout Bangladesh. This relentless effort makes this initiative the largest private sector driven afforestation programme in the country. BATB is committed to continue this programme in future in the wake of a global and national drive to combat the adverse effects of climate change in line with the Government initiative. The Company received a number of awards for the afforestation drive across the country every year, including five National Awards in previous years.

Probaho: Bringing smiles to one hundred thousand people everyday

For millions of people in Bangladesh, the only available drinking water is laced with arsenic and therefore extremely hazardous to health. Having recognised the gravity of the issue, the Company has stepped forward with the 'Probaho' (in English, 'flow') project. Through Probaho, the Company aims to provide rural communities with safe drinking water. This initiative is also aligned with the Government's aim to achieve the Millennium Development Goals (MDGs). So far, 43 water filtration plants have been installed in arsenic-prone areas of Bangladesh using government approved community based water filtration technology providing approximately 220,000 litres of pure drinking water for 110,000 people every day.

Deepto: Bringing a ray of hope to rural communities

To complement Bangladesh Government's efforts in the renewable energy sector, British American Tobacco Bangladesh has undertaken a project to install Solar Home Systems in village homes that are in remote, off-grid areas of Chittagong Hill Tracts districts of the country. The Project is titled 'Deepto' (meaning 'Lighted'). Under Deepto, the Company has already installed 900 units of Solar Home Systems in seven remote villages in Bandarban and Khagrachari districts, giving 4,500 rural people their first access to electricity at home.

'Deepto' will continue its rural journey to kindle hope in remote rural communities by bringing a complete new dimension in the lives of people and enriching with the power of energy.

Building Capacity For Farmers on Sustainable Agriculture

BAT Bangladesh's supply chain starts with the collaborative efforts of thousands of registered farmers in a contract farming method. The Company ensures that the sources are sustainable and responsible by proactively setting high standards for agricultural practices. In recent years, the Company's initiatives included –

- (i) Environmental Approaches [i.e. afforestation, alternate fuel, biodiversity corners & farmers training on biodiversity, IPM (Integrated Pest Management), FFS (Farmers' Field School) etc.] .
- (ii) Soil Fertility [green manuring with dhaincha (*Sesbaniaaculeata*)- an effective approach in enriching soil health and fertility. Dhaincha is also highly accepted as an alternate fuel in leaf growing areas. In 2012, the Company provided more than 200,000 kg dhaincha seeds free of cost to the farmers to increase soil fertility and use as alternate fuel. Moreover, BAT Bangladesh also expanded integrated pest management clubs and Farmers' Field Schools in collaboration with the Department of Agricultural Extension (DAE) to educate farmers about the adoption of bio-friendly agricultural practices.
- (iii) Control Irrigation Management (Tube Irrigation) - this unique irrigation method of reaching target zones in a field by carrying irrigation water through recycled poly tubes to reduce water consumption and conserve important natural resources. This technique ensures that only the required level of water is used and there is no wastage in the channeling of the water.

Dhaka Saplings Distribution Event 2012

The Company launched its Nationwide Afforestation Campaign on 26 June 2012 in Dhaka marking 32 years of its afforestation journey. The Company initiated its afforestation programme in 1980 when the Forest Department called on the private sector to support its endeavour to conserve the forests. Last year, BAT Bangladesh distributed 4.0 million saplings to various organisations and individuals across Bangladesh.

The Honourable Chairman, Parliamentary Standing Committee on Ministry of Agriculture Mr. Shawkat Momen Shahjahan, MP inaugurated the event as the Chief Guest and Mr. Monzur Hossain, Secretary, Ministry of Agriculture, Government of the People's Republic of Bangladesh was the Guest of Honour in the occasion. Mr. Md. Yunus Ali, Chief Conservator of Forests, Bangladesh Forest Department, Mr. Md. Abdul Latif, Director General, Department of Agricultural Extension and Mr. Wais Kabir, PhD, Executive Chairman, Bangladesh Agricultural Research Council (BARC) also attended the event as Special Guests.

The Chief Guest lauded BAT Bangladesh's pioneering role in afforestation. He also called on individuals and corporate houses to contribute to the government's afforestation initiatives. Appreciating BAT Bangladesh's CSR initiatives such as safe drinking water project Probaho and sustainable agriculture, Mr. Shahjahan also urged the private sector to be more involved in CSR.

Mr. Arun Kaul, Managing Director of BAT Bangladesh thanked the Government for its immense support to BAT Bangladesh's CSR activities. Mr. Arun said, "The fight against climate change is a shared responsibility. BAT Bangladesh's environmental efforts would encourage others to come forward and make a difference". He also commended the role of the Ministry of Environment and Forests for its contribution towards this cause.

In 2012, BAT Bangladesh participated in 15 Tree, Fruit and Agri appliances fair organised jointly by District Administration, District Forest and Agricultural Authorities and received seven awards. This year, we will distribute another 4.0 million saplings, through-out the country free of cost.

PRI Publishes Impact Assessment Study Report on Tobacco Farming

A new research report published by Policy Research Institute (PRI) titled 'Tobacco Cultivation: An Assessment of Socio-Economic and Environmental Impacts' was officially launched on 14th October, 2012. The research focuses on the socio economic and environmental impact of tobacco cultivation on farmers' livelihood through field level survey and secondary data analysis.

Shawkat Momen Shahjahan MP, Honourable Chairman, Parliamentary Standing Committee on Ministry of Agriculture was present at the event as the chief guest held at Pan Pacific Sonargaon Hotel, Dhaka. Dr. Sadiq Ahmed, Vice Chairman of PRI chaired the session and moderated the event. Dr. Ahsan H. Mansur, Executive Director, PRI presented the research paper.

Dr. Ahsan Mansur said "... the research has focused on the perception of farmers about tobacco cultivation with emphasis on health and environmental issues and socio-economic benefits."

Some of the key conclusions of the study are listed below:

1. Farmers cultivate tobacco because it yields the highest return among all other crops.
2. As a cash crop tobacco supersedes all other cash crops as it provides a large sum of cash in one go.
3. More than two thirds of farmers report that tobacco does not compete with other food grains.
4. In terms of income and assets positions, tobacco farmers are much better off than their non-tobacco growing counterparts.
5. Proactive role of tobacco companies in promoting tobacco cultivation is recognised, but there is no evidence of interference in actual farming activities.
6. Greater awareness is still needed among the farmers to eliminate child labour. In most cases it has been seen that children working in tobacco farming are doing so during holidays or after school hours.
7. Regarding the health impact of tobacco cultivation, most (about 89%) of the farmers in the second round survey reported that tobacco cultivation does not cause human disease. It is unclear if the rest of the farmers suffering from skin disease and respiratory problems are the result of tobacco cultivation and green leaf handling.
8. Most of the farmers support the notion that tobacco cultivation in general requires more pesticide and fertilisers compared to other major crops despite the low recommended dosage for tobacco compared to the other crops. Better access to credit and fertiliser for tobacco farmers explains this phenomenon.
9. The campaign against tobacco consumption at home should not be mixed up with tobacco leaf export.

In the occasion, Mr. Shawkat Momen Shahjahan said "smoking is harmful and more awareness should be raised to protect peoples' health. However, we should not mix consumption of tobacco with tobacco cultivation as there are thousands of farmers involved in tobacco farming". He added "We should think of the economic benefits of tobacco farming, as the areas which are mainly dependent on tobacco cultivation have experienced poverty alleviation, economic growth and tobacco leaf exports bring foreign currency".



BAT Bangladesh organises Stakeholder Dialogue on World Water Day 2012

To observe World Water Day 2012, BAT Bangladesh organised a Stakeholder Dialogue in association with the country's top business daily Financial Express on 22 March. The objectives of the dialogue were to develop a shared understanding and create awareness on Bangladesh's water scarcity issues and to identify a way forward for managing water more effectively.

The dialogue was moderated by Mr. Moazzem Hossain, Editor of Financial Express and a leading proponent of CSR by businesses in Bangladesh. The panel of experts included 14 specialists on 'Water' from Academia, Government, NGO, International Development Organisation and Private sector.

Water is a fast depleting resource across Asia. As per International Water Management Institute, by 2025, the per capita available water resources in Asia are expected to decline by 15–54 percent compared with 1990 availability. Agriculture's share of water will decline at an even faster rate because of the increasing competition for available water from urban and industrial sectors.

Speakers of the session underscored the need for pragmatic and forward thinking Water Policy by the Government which will ensure safe drinking water for all. They urged Government intervention to ensure responsible water usage at all levels.

Dr. Mahfujul Haque, Associate Professor at the Department of Aquaculture at Bangladesh Agriculture University, presented the Key Note presentation titled "Water resources: Water and food security in Bangladesh". He raised concerns regarding indiscriminate use of water, pervasive pollution and lack of diversified uses of water. He said water consumption was steadily increasing due to population rise. "Now we need to practice quality use of water," he mentioned. He identified some priority issues the Government needs to look into, including surface water quality, salinity intrusion, watershed management, navigation, floodplain sedimentation, land erosion, dry season water shortage etc.

Zakir Ibne Hai, then Head of Corporate and Regulatory Affairs represented BAT Bangladesh in the dialogue and shared the Company's water management best practices and community initiatives. "Sustainable management of all natural resources including water is a business prerogative for us. As a business with an agricultural supply chain, we depend heavily on biodiversity for continued access to natural resources and we endeavour to understand and minimise our impacts on these resources," Mr. Hai commented. He mentioned that BAT Bangladesh provides agronomy support to over 34,000 farmers including guidance on crop management, soil and water protection and runs awareness sessions on best environmental practices covering all areas of agriculture. He also shared the success story of the Company's CSR initiative Probaho, which installs water filtration plants to ensure arsenic free water in rural communities.

The participants commended the initiative and expressed their commitment to raise awareness on Water Management in their respective fields. "BAT Bangladesh is a pioneer in Corporate Social Responsibility in Bangladesh and we are glad to partner with them for this noble initiative," Mr. Moazzem Hossain, Editor of Financial Express commented.

The discussion and suggestions from the dialogue would come out as a full-page supplement in Financial Express shortly. The dialogue is part of BAT Bangladesh's ongoing commitment to Sustainability and Stakeholder inclusiveness.

BAT hosts Sustainable Agriculture Dialogue in Bangladesh

British American Tobacco hosted an independently facilitated stakeholder dialogue on Sustainable Agriculture in Bangladesh on the 8th and 9th of February 2012. The dialogue focused on the challenges confronting agriculture, both now and in the future, and how they might be addressed.

22 officials and experts in the areas of agriculture, environment and sustainability from Bangladesh, India, Sri Lanka, Pakistan, Malaysia, Singapore, Vietnam and UK participated in the two day programme. The participants included representatives from academic and research bodies, government departments, NGOs, specialist consultancies with interest and/or expertise in the promotion of more sustainable approaches to agriculture. They were joined by representatives from British American Tobacco UK, Bangladesh, Pakistan and Sri Lanka.

The dialogue aimed to clarify the challenges confronting agriculture and start the process of collaboration and cooperation. On 8 February, the stakeholders participated in a field visit to the tobacco growing area in Jhenaida where they had the opportunity to experience BAT Bangladesh's sustainable agriculture initiatives and also interacted with groups of farmers including both tobacco and non-tobacco growers. On the following day, the stakeholders attended a roundtable discussion in Dhaka.



The dialogue session created the opportunity for them to share their thoughts and expertise on:

- Growing challenges in agriculture in their countries and the region
- SRTP practices of BAT, Bio Diversity Risk and Opportunity Assessment Tool and Landscape approach in agriculture
- Best practices of different countries and possible opportunities for partnership and collaboration in the field of sustainable agriculture

The session was facilitated by Dr. Ahsan Mansur a leading economist of Bangladesh and Executive Director of Policy Research Institute, an economic advocacy body. Mr. Mansur provided context for the discussion by describing the challenges and risks confronting the agricultural sector in South Asia.

"BAT understands that the challenges we face cannot be solved by one sector alone and are keen to work with other organisations in this area. The dialogue was a great opportunity to debate the issues, but to also share ideas, knowledge and experience," commented Jennie Galbraith, International Sustainability Manager. "We hope to be able to gain consensus on the big issues we are all facing, but more importantly to look at what the solutions may be and how we can best work together to achieve them" she added.

"This dialogue can create opportunities for us in the short and long term to scale up our presence as a credible stakeholder in the area of sustainable agriculture," commented Mr. Zakir Hai, former Head of CORA, BAT Bangladesh.

Participants acknowledged BAT Bangladesh's role in disseminating knowledge and training on sustainable agricultural practices among its 34,000 plus farmer base. "BAT has a big potential role in sustainable farming" one of the stakeholders commented. "BAT's efforts are helping farmers to cope with climate change" added another.

Overall feedback from the stakeholders was extremely positive and they described the initiative as 'forward looking' and 'inspiring'. 'This is a good initiative and must be continued. The circle of collaboration and co-operation to be enhanced onward' one of the stakeholders commented.

British American Tobacco is currently considering how to ensure that the insights and ideas generated during the session can form the foundations for further dialogue and, more importantly, action.



SUPPLY CHAIN

“ People in Supply Chain are passionate and committed to delivering superior Product and Service to our valued Customers and Consumers ”

S. M. Khaled
Head of Supply Chain



ENVIRONMENT, HEALTH & SAFETY

CLOSING THE GAP TO ZERO

BAT as a group, believes in creating an inspiring, motivating and high performing working environment for all its employees across the world. BAT as a socially responsible organization puts a lot of effort and resources in maintaining a world class standard of Health & Safety (H&S) and Environmental practices. As BAT Bangladesh's market growth is rising impressively, the betterment of the Environment, Health & Safety (EHS) standard is even more important for the welfare of the employees and sustainability of the environment. In 2011-12, several initiatives were taken from the management to build the awareness level of EHS among the employees and improve the practices in this sector.

Accident prevention and injury reduction is one of the key focus areas for BAT Group. In November 2012, the Group EHS team has launched a campaign "Closing the Gap to Zero" with the vision to reduce the number of accidents to zero level. The theme operates with the motto of 'STOP, AVOID and MITIGATE'. Nicandro Durante, the Chief Executive Officer (CEO) of BAT has expressed, "We are looking for a step change in performance, accountability and a significant reduction in actual accidents in BAT".

Basically, the accident prevention came into stern focus in BAT during mid-2011, after the Group Operations Director, Des Naughton, launched the 'Call to Action' internal campaign. BAT Bangladesh ensured the campaign was comprehensively communicated and cascaded internally, reinforced during the year and executed as per the EH&S guideline.

All contractual employees of Dhaka Factory and GLTP received professional training on hazardous work. For employees and contractors - shop floor safety awareness briefing, job specific EH&S training, fire aid drills, safety team meetings, usage of right personal protective equipment (PPE), working with safe tools, work at heights and many more essential trainings were conducted. As a part of "Avoiding Accidents" specific trainings on entrapment hazard were given to employees so that they can safe-guard themselves when working with machines. Safe and defensive driving trainings were given to Leaf & Trade team as these exercises are essential for these functions.

BAT Bangladesh's EHS performance has been consistently remarkable for the past few years. There has been reportedly "zero" numbers of fatalities, injuries and accidents in Dhaka Factory, Trade Marketing & Distribution and Leaf sites. Both TM&D and Dhaka Factory won the "Gold Accident Free" awards from the Group EH&S team in 2011. We are committed to ensuring proper risk assessment and safe work practice for maintaining accident free trend across all functions.

The horizon of 'Biodiversity' is wide & diverse, as the term suggests. BATB is one of the benchmark companies in the group in practising 'Biodiversity'. Our Leaf & CORA are meticulously performing the afforestation, green manuring, farmer schools, integrated pest management (IPM) & integrated crop management (ICM) in all our leaf regions. In all our major establishments; i.e. Dhaka Factory, Manikganj RDP, Chechua Leaf Depot etc., we are having biodiversity corners.

In Energy & Water Conservation and Waste Recycling several new and innovative initiatives were taken in 2012 to reduce the overall energy consumption. Four wind turbines were installed in DF on the Dust Recovery Facility (DRF) exhaust, more than 400 lights were replaced by LED energy saving lights and, pilot solar panels have been installed, water



consumption has been reduced by 9% and recycling increased substantially by the use of Effluent Treatment Plant (ETP) water.

The inclusion of paper briquette machine has increased waste recycling by 12% in 2011 over 2010 and, the paper based wastage of Dhaka Factory is now forming briquettes in the compactor machine which is being used in leaf curing as alternate fuel. This environment friendly innovative initiative won the commendation in EHS excellence award in 2011.

In terms of responsibility, in 2011, Odour Abatement Plant 'Cold Plasma' and Sound Attenuation System for Generators and AC Chillers were installed. Our Community project 'Probaho' is providing safe drinking water for the rural people. This project has won the EHS Excellence award in 2011. The employees have won 5 awards out of 20 as best environmental practices in "Taking Care of the Environmental Programme 2012" which is a joint venture of Group, EHS, Group CORA and Earthwatch.

Fire safety is one of the key priorities for the Company. All establishments of the Company are performing fire drills as per schedule and policy requirement. Fire protection and prevention system gap analysis have been conducted and massive installation projects for fire detection and hydrant system are in plan for 2013. The first standard pressurized hydrant system is under construction in Green Leaf Threshing Plant (GLTP), Kushtia and will be in Operation from February, 2013.

BAT Bangladesh has always been committed to leading its operation in a manner that sustains the environment and protects the welfare and safety of its people.



Fire Drill Training Program

Defensive Driving Training Workshop

Paper Briquettes from Factory Waste- Alternate Fuel for Tobacco Curing

Height Work Training with Personal Protective Equipment (PPE)



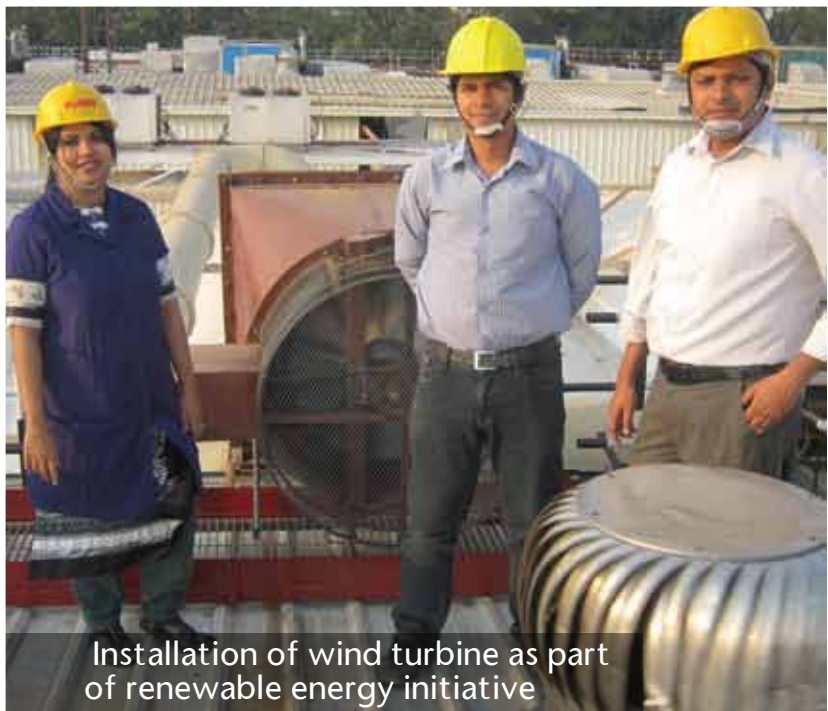
Sound Attenuation System of the Generators



Biodiversity Corner of Dhaka Factory



Cold Plasma Odour Abatement Plant



Installation of wind turbine as part of renewable energy initiative



Solar panel installation for lighting



Energy Conservation & Illumination Increase by LED Light



'Team Work' - Battle of Minds 2012 winners

BATTLE OF MINDS in a league of its own

Isham Ul Haque, and his team, collectively calling themselves 'Team Work', waits outside the entry of the Grand Ballroom at the Pan Pacific Sonargaon Hotel. They have just finished giving their PowerPoint presentation in front of some of the biggest bigwigs of British American Tobacco Bangladesh (BATB), naming Rumana Rahman, Head of Human Resources, Anthony Yong, Finance Director and Usman Zahur, Head of Marketing. They tried to convince them by selling their ideas on how to generate revenue for a stagnant food and beverage business establishment.

As the names of the second and first runners' up are announced, the drum beats roll for the announcement of the winning team. Those nerves by now have been decimated and exhausted to the core, but the battle for them is over. Soon afterwards, 'Team Work' is announced as the Battle of Minds 2012 winner. The team, consisting of students from the Institute of Business Administration of Dhaka University, is beyond ecstatic. What started off as preliminary auditions in 16th July this year ended with the finale on 18th October.

'Battle of Minds 2012 was really an exceptional experience and helped us to identify the gaps between student life and professional life,' said Isham. 'Being a graduating student, such real life experiences were a first for me and it has helped me to learn and grow a lot in this short span of time. I am thrilled to have won today!'

BAT Bangladesh's Battle of Minds was first inaugurated in 2004, with the intention to develop students into future leaders. 'Battle of Minds has been a journey of preparing young undergraduates for the real world, the corporate world. Since 2004, every year British American Tobacco Bangladesh organizes this unique talent showcase where young minds bring their differences', says Rumana Rahman, the Head of Human Resources. How that was to happen was the beauty of the whole concept. By giving the students a hands-on experience in real life business case scenarios, British American Tobacco Bangladesh aims to enlighten them on how to provide accurate business ideas and pointers to establishment owners, by displaying near-immaculate business and entrepreneurial acumen – after all, how the world works today is cut-throat and there are no second chances! By providing cost-cutting measures, clear target audience identification, ideas for profitability, etc. – the participants all get to sell their ideas first-hand, something which they can never dream before entering into a job, or even if they are in their mid-careers.



Participants in action

Not only that, but the best bit lies in showing them the limitations they have to deal with. 'Through various rounds, the participants were given several report decks, which they were to use to ask industrial experts about their desired information,' said Golam Sakib Choudhury, Learning & Sourcing Executive at British American Tobacco Bangladesh. 'We wanted them to be able to ask the experts the right questions,' he also added. 'When a competition goes beyond a competition, and teaches its participants about the limitations and variables at work, that is when they have to step up and use their aptitude to higher levels, which even they never knew they had.'

Arun Kaul, Managing Director of British American Tobacco Bangladesh, commented, 'Battle of Minds has been one of the flagship initiatives of British American Tobacco Bangladesh aimed at developing talented graduates so that they can build bridges between their student and corporate lives.' Various industry experts served as jury panel members throughout the competition. Their purpose was to oversee the progress that the participants were making, and also in making sure that their path to gaining experience was not smooth in any way.

One participant in the finale, from team 'The Beatles' commented, 'Battle of Minds was a revelation of corporate life. It gave us a platform to carry out our plans and strategies and see whether they were of any use or not. Given the limitations and variables, it also taught us something valuable – the ability to adapt. Not only that, but the questions asked by the judges in the finale were daunting. It taught us that there is no right or wrong answers – only what is good for business and what should be done.'

Battle of Minds, after 8 years of annual competition, has turned out to be an engagement platform which involves different stakeholders – such as faculties of various universities, key accounts, parents, various companies, and more. In the process of the competition, BAT Bangladesh intends to bridge the gap between academic knowledge and actual corporate experience for budding competitors – to build them up ahead of time.

For the last 8 years, the Battle of Minds has not only been a competition, but also a legacy. It has become the most sought-after competition for participants. The benchmark is annually turned up a notch. So going forward towards 2013, Battle of Minds can do nothing more than steer the future of this country's graduates in a continuing process to a great future ahead.





HUMAN RESOURCES

“ Creating value through people ”

Rumana Rahman
Head of Human Resources





NOTICE OF 40th ANNUAL GENERAL MEETING

Notice is hereby given that the 40th Annual General Meeting (AGM) of British American Tobacco Bangladesh Company Limited will be held on Monday, 1 April 2013, at 10:30 am at the Ballroom of The Pan Pacific Sonargaon Hotel, 107 Kazi Nazrul Islam Avenue, Dhaka 1215, for transaction of the following businesses:

AGENDA

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31 December 2012, and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend for the year ended 31 December 2012.
3. To elect Directors.
4. To appoint Statutory Auditors for the year 2013 and to fix their remuneration.

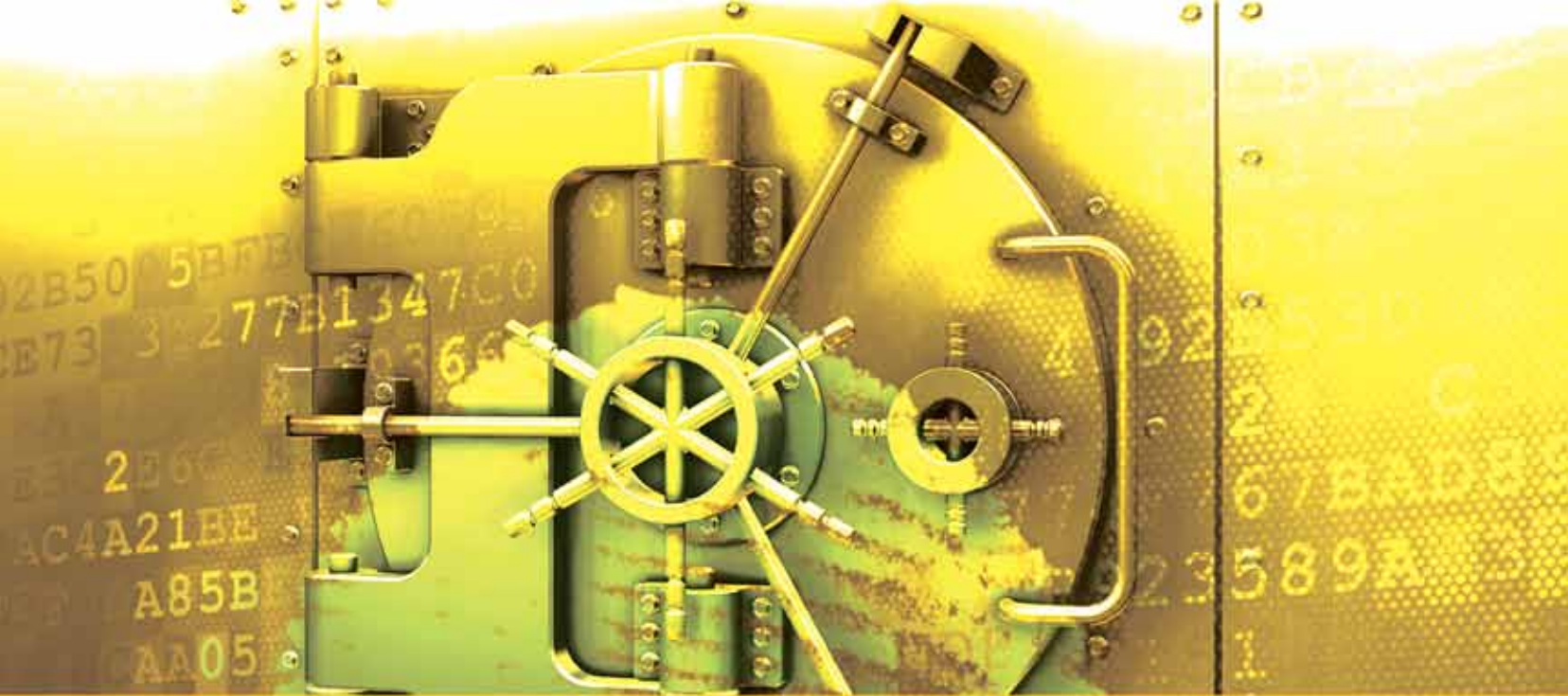
By order of the Board

Md. Azizur Rahman FCS
Company Secretary

14 March 2013

Notes:

- Shareholders whose names appear on the Members/Depository Register on the Record Date i.e. 10 March 2013 shall be eligible to attend the 40th AGM of the Company and to receive the Dividend.
- A Shareholder wishing to appoint a Proxy must deposit the Proxy Form, duly stamped, at the Company's Registered Office by 10:30 am of 30 March 2013.
- Only Shareholders or their validly appointed proxies will be allowed to have access to the registration process to attend the meeting.
- Admission into the auditorium will be allowed strictly on submission of the attendance slip sent with the Notice.
- No children will be allowed at the AGM.



SECURITY

“Protect and Enhance Business”

Faruque Ashfaque
Company Security Manager





INFORMATION TECHNOLOGY

“Bringing in contemporary infrastructure and collaborative tool in the organisation”

SK Hasibul Karim
IT Account Manager





শেয়ারহোল্ডারদের অধিকার নিশ্চিত করাই আমাদের লক্ষ্য

বার্ষিক প্রতিবেদন ২০১২







৪০তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এতদ্বারা জানানো যাচ্ছে যে, ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড-এর ৪০তম বার্ষিক সাধারণ সভা নিম্নে বর্ণিত বিষয়াদি সম্পাদনকল্পে আগামী ১ এপ্রিল ২০১৩ রোজ সোমবার সকাল ১০.৩০ মিনিটে সোনারগাঁও হোটেল, ১০৭ কাজী নজরুল ইসলাম এভিনিউ, ঢাকা-১২১৫ এর বলরুমে অনুষ্ঠিত হবে:

১. ৩১ ডিসেম্বর ২০১২ তারিখে সমাপ্ত বছরের আর্থিক বিবরণী, পরিচালকমণ্ডলীর প্রতিবেদন এবং নিরীক্ষকবৃন্দের প্রতিবেদন গ্রহণ, বিবেচনা ও অনুমোদন।
২. ৩১ ডিসেম্বর ২০১২ তারিখে সমাপ্ত বছরের লভ্যাংশ ঘোষণা।
৩. পরিচালকমণ্ডলীর নির্বাচন।
৪. ২০১৩ সালের জন্য বিধিবদ্ধ নিরীক্ষক নিয়োগ এবং তাঁদের পারিশ্রমিক নির্ধারণ।

বোর্ডের নির্দেশ অনুসারে



১৪ মার্চ ২০১৩

মোঃ আজিজুর রহমান এফসিএস
কোম্পানি সচিব

দ্রষ্টব্য:

- ১০ মার্চ ২০১৩ হচ্ছে রেকর্ড ডেট। যে সকল শেয়ারহোল্ডারগণের নাম উক্ত তারিখে কোম্পানির সদস্য বহি কিংবা ডিপোজিটরি বহিতে বৈধভাবে থাকবে, তারা এই ৪০তম বার্ষিক সাধারণ সভায় যোগদান করতে পারবেন এবং লভ্যাংশ লাভের যোগ্য বলে বিবেচিত হবেন।
- যদি কোনো সদস্য প্রতিনিধি নিয়োগ করতে চান, তবে তাকে অবশ্যই স্ট্যাম্পসহ প্রতিনিধি ফরমটি কোম্পানির রেজিস্টার্ড অফিসে ৩০ মার্চ ২০১৩ তারিখ সকাল ১০.৩০ মিনিটের মধ্যে জমা দিতে হবে।
- শুধুমাত্র শেয়ারহোল্ডারগণ অথবা আইন অনুযায়ী তাদের মনোনীত প্রতিনিধিরাই এই সভায় অংশ নিতে পারবেন।
- বিজ্ঞপ্তির সাথে পাঠানো হাজিরা স্লিপ প্রদর্শনের পর সভায় প্রবেশের অধিকার দেয়া হবে।
- সভায় শিশুদের প্রবেশাধিকার নেই।



★ Since 1953 ★

A. Qasem & Co.

Chartered Accountants

Gulshan Pink City
Suites # 01-03, Level : 7
Plot # 15, Road # 103,
Gulshan Avenue
Dhaka-1212, Bangladesh.
Phone : 880-2-8881824-6
Fax : 880-2-8881822
E-mail : aqasem@aqcbd.com

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড

শেয়ারহোল্ডারদের প্রতি নিরীক্ষকবৃন্দের প্রতিবেদন

আমরা ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড-এর আর্থিক বিবরণীসমূহ নিরীক্ষা করেছি যার মধ্যে উল্লেখ রয়েছে ৩১ ডিসেম্বর ২০১২ তারিখে আর্থিক অবস্থা, সম্মিলিত আয়ের বিবরণী, মালিকানা স্বত্বের পরিবর্তন বিবরণী ও সমাপ্ত বছরের নগদ অর্থ প্রবাহ বিবরণী এবং গুরুত্বপূর্ণ হিসাবরক্ষণ নীতির সারাংশ ও অন্যান্য ব্যাখ্যামূলক তথ্য।

আর্থিক বিবরণীতে ব্যবস্থাপনা কর্তৃপক্ষের দায়িত্ব

বাংলাদেশ ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (বিএফআরএস), কোম্পানি আইন ১৯৯৪, সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ রুলস ১৯৮৭ এবং আইন ও বিধানের সাথে সঙ্গতি রেখে এসব আর্থিক প্রতিবেদন প্রস্তুতকরণ ও সুষ্ঠুভাবে উপস্থাপন ব্যবস্থাপনা কর্তৃপক্ষের দায়িত্ব। এছাড়াও ব্যবস্থাপনা কর্তৃপক্ষ অভ্যন্তরীণ নিয়ন্ত্রণের মাধ্যমে বস্তগত ত্রুটিবিচ্যুতি মুক্ত আর্থিক প্রতিবেদন উপস্থাপনা নিশ্চিত করে।

নিরীক্ষকদের দায়িত্ব

আমাদের দায়িত্ব হচ্ছে, আমাদের নিরীক্ষার ওপর ভিত্তি করে প্রস্তুতকৃত এই আর্থিক প্রতিবেদনের ওপর মতামত প্রকাশ করা। আমাদের এই নিরীক্ষা, বাংলাদেশ স্ট্যান্ডার্ডস অন অডিটিং (বিএসএ) এর নীতিমালা অনুসারে পরিচালনা করা হয়েছে। এই সকল আবশ্যকীয় চাহিদার মধ্যে গুরুত্বপূর্ণ হলো নীতিমালা মেনে চলা এবং নিরীক্ষাটি এমনভাবে পরিকল্পনা এবং পরিচালনা করা যেন আর্থিক প্রতিবেদনে কোনোরূপ বস্তগত অসঙ্গতি তৈরি না হয়।

একটি নিরীক্ষার প্রধান কার্যাবলির মধ্যে রয়েছে আর্থিক প্রতিবেদনের অর্থের অংক সংক্রান্ত উপাত্তসমূহের যথেষ্ট প্রমাণাদি সংগ্রহ করা। নিরীক্ষার পস্থা নির্ধারণের দায়িত্ব নিরীক্ষকের ওপর অর্পিত, যার মধ্যে রয়েছে ইচ্ছাকৃত বা অনিচ্ছাকৃতভাবে সৃষ্ট বস্তগত অসঙ্গতির ঝুঁকি নির্ণয় করা। এই সকল ঝুঁকি নির্ধারণের ক্ষেত্রে পরিস্থিতির ওপর ভিত্তি করে আর্থিক প্রতিবেদন প্রস্তুত করা হয় অভ্যন্তরীণ নিয়ন্ত্রণের ওপর নির্ভর করে। তবে এক্ষেত্রে অভ্যন্তরীণ নিয়ন্ত্রণের যথার্থতা নিয়ে মতামত প্রকাশ করা এর উদ্দেশ্য নয়। নিরীক্ষায়, হিসাবরক্ষণে ব্যবহৃত পস্থাসমূহের যথার্থতা এবং ব্যবস্থাপনা কর্তৃক নির্ধারণকৃত আনুমানিকতার যৌক্তিক অংশসমূহ নিশ্চিত করা হয় এবং আর্থিক প্রতিবেদনের প্রকাশনার মানদণ্ড বিচার করা হয়।

আমাদের বিশ্বাস, এই নিরীক্ষার ওপর আমাদের মতামত প্রকাশের জন্য আমরা যথেষ্ট ও যথার্থ তথ্যাদি অর্জন করেছি।

মতামত

আমাদের মতে, বাংলাদেশ ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (বিএফআরএস) অনুযায়ী তৈরি আর্থিক বিবরণীসমূহ ৩১ ডিসেম্বর, ২০১২ তারিখে কোম্পানির আর্থিক অবস্থান ও সেই তারিখে সমাপ্ত বছরের কর্মকাণ্ডের ফলাফল ও নগদ অর্থ প্রবাহের সত্য ও যথার্থ চিত্র প্রদান করে এবং কোম্পানি আইন ১৯৯৪, সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ রুলস ১৯৮৭ এবং অন্যান্য আইন ও বিধানের সাথে সঙ্গতি রাখে।

আমরা আরও উল্লেখ করছি যে-

- ক) আমাদের জানা মতে এই নিরীক্ষাকার্যের জন্য যাবতীয় তথ্যাদি ও ব্যাখ্যাসমূহ আমরা পেয়েছি এবং যথাযথভাবে যাচাই করেছি।
- খ) আমাদের অভিমত ও পরীক্ষণ অনুযায়ী, কোম্পানি হিসাবরক্ষণের জন্য আইন অনুযায়ী যথাযথ বই সংরক্ষণ করা হয়ে থাকে।
- গ) কোম্পানির আর্থিক অবস্থার বিবরণী এবং সম্মিলিত আয়ের বিবরণী হিসাবরক্ষণ বইয়ের সাথে সঙ্গতিপূর্ণ এবং
- ঘ) যাবতীয় ব্যয় সংঘটিত হয়েছে কোম্পানির ব্যবসায়িক উদ্দেশ্যে।

নিরীক্ষক

ঢাকা, ২৬ ফেব্রুয়ারি ২০১৩

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড

আর্থিক অবস্থার বিবরণী ৩১ ডিসেম্বর ২০১২ অনুযায়ী

সম্পদ	টাকা	২০১২	২০১১
		টাকা '০০০	টাকা '০০০
স্থায়ী সম্পদ:			
সম্পত্তি, কারখানা এবং যন্ত্রপাতি	৪	৫,৮৬১,৬২৭	৫,৩৭৬,৬৩৪
চলতি সম্পদ:			
মজুদ	৫	৪,৯৫৬,৮৮৭	৫,৩৭৩,০৩৩
বাণিজ্য ও অন্যান্য প্রাপ্য	৬	৯৩৭,৮৭৩	৯৭৩,৮২৫
অগ্রিম, জমা ও অগ্রিম পরিশোধ	৭	১,০০৭,৫৩৯	৫৯০,১৬৪
নগদ অর্থ ও সমতুল্য	৮	২,২৭০,৫৬৭	৮৩৭,৩৯৩
মোট চলতি সম্পদ		৯,১৭২,৮৬৬	৭,৭৭৪,৪১৫
মোট সম্পদ		১৫,০৩৪,৪৯৩	১৩,১৫১,০৪৯
মালিকানাধীন এবং দায়			
শেয়ারহোল্ডারের মালিকানাধীন:			
শেয়ার মূলধন	৯	৬০০,০০০	৬০০,০০০
সংরক্ষিত মূলধন তহবিল	১০	৬৪,৮৯৬	৬৪,৮৯৬
সংরক্ষিত মুনাফা তহবিল	১১	৬,৩৬৮,০৪৪	৫,২৪৬,৪০৪
মোট মালিকানাধীন		৭,০৩২,৯৪০	৫,৯১১,৩০০
অ-চলতি দায়:			
গ্র্যাচুইটি	১২	২৪০,৫৯২	২৫২,০৮৯
বিলম্বিত কর দায়	১৩	৭২৩,৬৪৩	৬৬৯,০৭৯
আর্থিক ইজারার বাধ্যবাধকতা (এক বছর পর প্রযোজ্য)	১৪.২	৭,৫৪১	১৭,৮৭৬
মোট অ-চলতি দায়		৯৬৪,৭৬৬	৯৩৯,০৪৪
চলতি দায়:			
সংরক্ষিত ব্যয়	১৫	২,১৮৮,০৩৫	১,৮৩৮,০২১
ব্যবসা ও অন্যান্য দায়	১৬	৩,২৪৫,৬৭৬	৩,৪৬৭,৭১৬
সংরক্ষিত কর্পোরেট কর	১৭	১,৫৮৫,৭৩১	৯৭৭,৯৪৩
আর্থিক ইজারার বাধ্যবাধকতা (এক বছরের মধ্যে প্রযোজ্য)	১৪.১	১০,৩৩৫	১৭,০২৫
মোট চলতি দায়		৭,০২৯,৭৭৭	৬,৩০৩,৭০৫
মোট মালিকানাধীন ও দায়		১৫,০৩৪,৪৯৩	১৩,১৫১,০৪৯

সংযোজিত ১-৩৯ টীকাসমূহ এই হিসাবের অবিচ্ছেদ্য অংশ।



অরুণ কাউল
ব্যবস্থাপনা পরিচালক



অ্যাঙ্কনি ইয়ং
পরিচালক



মোঃ আজিজুর রহমান
কোম্পানি সচিব

আমাদের একই তারিখের প্রতিবেদন অনুযায়ী প্রস্তুতকৃত।



নিরীক্ষক

ঢাকা, ২৬ ফেব্রুয়ারি ২০১৩

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড

সম্মিলিত আয়ের বিবরণী

৩১ ডিসেম্বর ২০১২ তারিখে সমাপ্ত বছরের জন্য

	টাকা	২০১২ টাকা '০০০	২০১১ টাকা '০০০
বিক্রয়লব্ধ অর্থ		৯০,১৭৪,০৮০	৭৫,৩৫৭,৩৫১
শুধু ও মূল্য সংযোজন কর		৬২,৭০২,৭৩৬	৫২,০৮৮,৪৯০
নেট বিক্রয়লব্ধ অর্থ	১৮	২৭,৪৭১,৩৪৪	২৩,২৬৮,৮৬১
বিক্রয় সংক্রান্ত ব্যয়	১৯	১৫,৯৪৬,২২৪	১৩,৪৫৫,৫৩৫
মেট মুনাফা		১১,৫২৫,১২০	৯,৮১৩,৩২৬
পরিচালন ব্যয়	২০	৪,৬১২,৪১৮	৪,৫৬৭,২৩৭
পরিচালন মুনাফা		৬,৯১২,৭০২	৫,২৪৬,০৮৯
অন্যান্য আয়	২১	৫০,৮২০	৩৬,৮৬৮
নেট আর্থিক আয়/(ব্যয়)	২২	(১১৯,৮৭৮)	(১১০,৬৮৭)
		৬,৮৪৩,৬৪৪	৫,১৭২,২৭০
কোম্পানির মুনাফায় শ্রমিকের অংশগ্রহণ তহবিল		৩৪২,১৮২	২৫৮,৬১৪
আয়কর পূর্ব মুনাফা		৬,৫০১,৪৬২	৪,৯১৩,৬৫৬
আয়কর সংক্রান্ত ব্যয়			
চলতি কর	২৩.১	২,৫০৫,২৫৮	২,২১১,৯৭৫
বিলম্বিত কর	২৩.১	৫৪,৫৬৪	১৫১,০৯০
		২,৫৫৯,৮২২	২,৩৬৩,০৬৫
বছরের মুনাফা		৩,৯৪১,৬৪০	২,৫৫০,৫৯১
অন্যান্য সম্মিলিত আয়		-	-
সর্বমোট সম্মিলিত বাৎসরিক আয়		৩,৯৪১,৬৪০	২,৫৫০,৫৯১
		টাকা	টাকা
শেয়ার প্রতি আয় (প্রতি ১০ টাকায়)	২৪	৬৫.৬৯	৪২.৫১

সংযোজিত ১-৩৯ টীকাসমূহ এই আর্থিক প্রতিবেদনের অবিচ্ছেদ্য অংশ।



অরুণ কাউল
ব্যবস্থাপনা পরিচালক



অ্যাঙ্কন ইয়ং
পরিচালক



মোঃ আজিজুর রহমান
কোম্পানি সচিব

আমাদের একই তারিখের প্রতিবেদন অনুযায়ী প্রস্তুতকৃত।



নিরীক্ষক

টাকা, ২৬ ফেব্রুয়ারি ২০১৩

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড

মালিকানা স্বত্বের পরিবর্তন বিবরণী

৩১ ডিসেম্বর ২০১২ তারিখে সমাপ্ত বছরের জন্য

	শেয়ার মূলধন টাকা '০০০	সংরক্ষিত মূলধন তহবিল টাকা '০০০	সংরক্ষিত মুনাফা তহবিল টাকা '০০০	মোট টাকা '০০০
১ জানুয়ারি ২০১১ সালের ব্যালেন্স	৬০০,০০০	৫,৫৭৫,৮১৩	৬৪,৮৯৬	৬,২৪০,৭০৯
পরিশোধকৃত লভ্যাংশ ২০১১:	-	(২,৮৮০,০০০)	-	(২,৮৮০,০০০)
চূড়ান্ত লভ্যাংশ ২০১০	-	(২,৫৮০,০০০)	-	(২,৫৮০,০০০)
অন্তর্বর্তীকালীন লভ্যাংশ ২০১১	-	(৩০০,০০০)	-	(৩০০,০০০)
সর্বমোট সম্মিলিত বাৎসরিক আয়	-	২,৫৫০,৫৯১	-	২,৫৫০,৫৯১
৩১ ডিসেম্বর ২০১১ সালের ব্যালেন্স	৬০০,০০০	৫,২৪৬,৪০৪	৬৪,৮৯৬	৫,৯১১,৩০০
১ জানুয়ারি ২০১২ সালের ব্যালেন্স	৬০০,০০০	৫,২৪৬,৪০৪	৬৪,৮৯৬	৫,৯১১,৩০০
পরিশোধকৃত লভ্যাংশ ২০১২:	-	(২,৮২০,০০০)	-	(২,৮২০,০০০)
চূড়ান্ত লভ্যাংশ ২০১১	-	(২,২২০,০০০)	-	(২,২২০,০০০)
অন্তর্বর্তীকালীন লভ্যাংশ ২০১২	-	(৬০০,০০০)	-	(৬০০,০০০)
সর্বমোট সম্মিলিত বাৎসরিক আয়	-	৩,৯৪১,৬৪০	-	৩,৯৪১,৬৪০
৩১ ডিসেম্বর ২০১২ সালের ব্যালেন্স	৬০০,০০০	৬,৩৬৮,০৪৪	৬৪,৮৯৬	৭,০৩২,৯৪০

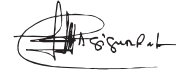
সংযোজিত ১-৩৯ টীকাসমূহ এই আর্থিক প্রতিবেদনের অবিচ্ছেদ্য অংশ।



অরুণ কাউল
ব্যবস্থাপনা পরিচালক



অ্যাঙ্কন ইয়ং
পরিচালক



মোঃ আজিজুর রহমান
কোম্পানি সচিব

আমাদের একই তারিখের প্রতিবেদন অনুযায়ী প্রস্তুতকৃত।



নিরীক্ষক

ঢাকা, ২৬ ফেব্রুয়ারি ২০১৩

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড

নগদ অর্থ প্রবাহের বিবরণী

৩১ ডিসেম্বর ২০১২ তারিখে সমাপ্ত বছরের জন্য

		২০১২	২০১১
	টাকা	টাকা '০০০	টাকা '০০০
পরিচালনা কার্যক্রম থেকে নগদ অর্থ প্রবাহ:			
পরিবেশক, তামাক রপ্তানি এবং অন্যান্য আয় থেকে লব্ধ মূল্য এবং খরচাদি পরিশোধ		৯০,২৮৩,১০৬	৭৪,৯৫০,৪৫৩
সম্পূরক শুল্ক এবং মূল্য সংযোজন কর প্রদান		(২১,৫৯০,৯২১)	(১৭,৭৯৪,৬১৪)
পরিচালনা কার্যক্রম থেকে প্রাপ্ত নগদ অর্থ		৬৮,৬৯২,১৮৫	(৫৭,১৫৬,৮৩৯)
পরিশোধকৃত আয়কর	১৭.১	(১,৮৯৭,৪৭০)	(১,৮৮০,৯৭০)
পরিশোধকৃত সুদ	২২	(১১৯,৮৭৮)	(১১০,৬৮৭)
পরিচালনা কার্যক্রম থেকে নগদ অর্থ		৫,৬৭৪,৮৩৭	৩,০৬৮,২১৩
বিনিয়োগ কার্যক্রম থেকে নগদ অর্থ প্রবাহ:			
সম্পত্তি, কারখানা ও যন্ত্রপাতি ক্রয়		(১,১১৬,২৪৫)	(৭০৭,৮২০)
সম্পত্তি, কারখানা ও যন্ত্রপাতি বিক্রয়লব্ধ আয়	৩৭	৩০,১৪৫	২৭,৬৮৬
বিনিয়োগ কার্যক্রমে নগদ অর্থের ব্যবহার		(১,০৮৬,১০০)	(৬৮০,১৩৪)
আর্থিক কার্যক্রম থেকে নগদ অর্থ প্রবাহ:			
আর্থিক ইজারার বাধ্যবাধকতা		(১৭,০২৫)	(১৭,০৮৫)
পরিশোধকৃত লভ্যাংশ	২৫	(২,৮১৩,৬৯০)	(২,৮৭৩,৪৫১)
আর্থিক কার্যক্রমে নগদ অর্থের ব্যবহার		(২,৮৩০,৭১৫)	(২,৮৯০,৫৩৬)
বছরের নেট নগদ অর্থ ও অর্থসদৃশ সম্পদের বৃদ্ধি/(হ্রাস)		১,৪৩৩,১৭৪	(৫০৬,৪৬০)
বছরের প্রারম্ভিক নগদ অর্থ ও অর্থসদৃশ সম্পদ		৮৩৭,৩৯৩	১,৩৪৩,৮৫৩
বছরের সমাপনী নগদ অর্থ ও অর্থসদৃশ সম্পদ	৮	২,২৭০,৫৬৭	৮৩৭,৩৯৩

সংযোজিত ১-৩৯ টীকাসমূহ এই আর্থিক প্রতিবেদনের অবিচ্ছেদ্য অংশ।



অরুণ কাউল
ব্যবস্থাপনা পরিচালক



অ্যাহসান ইয়াজ
পরিচালক



মোঃ আজিজুর রহমান
কোম্পানি সচিব

আমাদের একই তারিখের প্রতিবেদন অনুযায়ী প্রস্তুতকৃত।



নিরীক্ষক

ঢাকা, ২৬ ফেব্রুয়ারি ২০১৩

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড

হিসাব সংক্রান্ত টীকা

ডিসেম্বর ৩১, ২০১২ তারিখে সমাপ্ত বছরের জন্য

১. প্রতিষ্ঠানের আইনগত রূপ এবং ব্যবসার ধরন

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড একটি পাবলিক লিমিটেড কোম্পানি যা বাংলাদেশে নিবন্ধিত এবং এর শেয়ার ঢাকা ও চট্টগ্রাম স্টক এক্সচেঞ্জসমূহে তালিকাভুক্ত। কোম্পানির রেজিস্ট্রিকৃত কার্যালয় হচ্ছে নিউ ডিওএইচএস রোড, মহাখালী, ঢাকা-১২০৬, বাংলাদেশ।

এই কোম্পানি বিভিন্ন আন্তর্জাতিক এবং স্থানীয় সিগারেট ব্র্যান্ড যেমন: বেনসন অ্যান্ড হেজেস, জন প্লেয়ার গোল্ড লিফ, পাল মাল, ক্যাপস্টান, স্টার, সিজার্স, ব্রিস্টল, পাইলট এবং হলিউড সিগারেট উৎপাদন এবং বাজারজাত করে থাকে।

কোম্পানির প্রধান কার্যালয় এবং সিগারেট তৈরির কারখানা ঢাকায় অবস্থিত কুষ্টিয়াতে গ্রীনলিফ প্রেশিং প্ল্যান্ট, মানিকগঞ্জে গ্রীনলিফ রিড্রাইং প্ল্যান্ট এবং দেশজুড়ে বেশ কয়েকটি লিফ এবং সেলস অফিস রয়েছে।

২. প্রস্তুতকরণের ভিত্তি

২.১ হিসাবরক্ষণের কাঠামো/সঙ্গতি

এই আর্থিক প্রতিবেদনটি বাংলাদেশ ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ডস (বিএফআরএস), কোম্পানি অ্যাক্ট ১৯৯৪, সিকিউরিটিজ এবং এক্সচেঞ্জ বিধি ১৯৮৭ এবং অন্যান্য আইন ও বিধানের সাথে সঙ্গতি বজায় রেখে প্রস্তুত করা হয়েছে। সিকিউরিটিজ এবং এক্সচেঞ্জ বিধি ১৯৮৭ তে নির্দেশিত বিধি অনুযায়ী পরিচালনা কর্মকাণ্ডের নগদ অর্থ প্রবাহের হিসাব করা হয়েছে।

২.২ অনুমোদন

পরিচালনা পর্ষদ কর্তৃক এই আর্থিক বিবরণীসমূহ ২৬ ফেব্রুয়ারি, ২০১৩ তারিখে অনুমোদিত।

২.৩ হিসাবরক্ষণের ভিত্তি

এই আর্থিক বিবরণীটি প্রকৃত খরচের খতিয়ানের আলোকে তৈরি করা হয়েছে।

২.৪ বিবরণীর আর্থিক মূল্যায়নের একক

এই আর্থিক বিবরণীটি বাংলাদেশী টাকার মানদণ্ডে হিসাব করা হয়েছে। আর্থিক বিবরণীতে প্রদর্শিত সকল অর্থমূল্যতা দশমিক যুক্ত সংখ্যার ক্ষেত্রে নিকটবর্তী পূর্ণ সংখ্যা ব্যবহার করা হয়েছে।

২.৪ অনুমিতির ব্যবহার এবং মূল্যায়ন

বিএফআরএস অনুসারে এই আর্থিক বিবরণী প্রস্তুতিতে হিসাবরক্ষণ নীতিতে দায়, আয় এবং খরচের ব্যবহারিক নীতির মূল্যায়ন, হিসাব এবং অনুমিতির আশ্রয় নেয়া হয়েছে। বাস্তবিক হিসাব এসব নিরীক্ষিত হিসাব থেকে ভিন্ন হতে পারে।

এ সকল মূল হিসাব ও অনুমিতিগুলো একটি চলমান প্রক্রিয়ায় পুনঃপর্যবেক্ষণ করা যায়। হিসাবের অনুমিতিগুলো তখনই চিহ্নিত করা হয় যে সময়ে অনুমিতিগুলো পুনর্মূল্যায়ন করা হয়।

২.৬ তুলনামূলক তথ্যাদি

২০১১ সালের সকল আর্থিক তথ্যাদি এই আর্থিক বিবরণীতে প্রকাশ করা হয়েছে চলতি বছরের আর্থিক অবস্থানের সাথে তুলনামূলক বিচার সৃষ্টির উদ্দেশ্যে। চলতি বছরের সাথে যথাযোগ্য তুলনার উদ্দেশ্যে এবং প্রাসঙ্গিক বিএএস এর সাথে অনুবর্তী হওয়ার জন্য ২০১১ সালের আর্থিক তথ্যসমূহকে প্রয়োজন অনুসারে নতুন করে সাজানো হয়েছে। বিস্তারিত অনুসন্ধানের জন্য ৩৮ নং টীকা দেখুন।

৩. গুরুত্বপূর্ণ হিসাবরক্ষণ নীতি

যে সকল হিসাবরক্ষণ নীতি ব্যবহৃত হয়েছে তা পরের পাতায় বর্ণিত হলো এবং সে সকল নীতিসমূহ নিয়মিতভাবে বিবরণীর বিভিন্ন ধাপে ব্যবহৃত হয়েছে।

৩.১ বৈদেশিক মুদ্রা

বৈদেশিক মুদ্রা লেনদেনসমূহকে লেনদেনের নির্দিষ্ট দিনের বিনিময় মূল্যের ভিত্তিতে বাংলাদেশী টাকায় রূপান্তর করা হয়েছে। বৈদেশিক মুদ্রায় চিহ্নিত আর্থিক সম্পত্তি এবং দায়সমূহকেও নির্দিষ্ট দিনের বিনিময় মূল্যের ভিত্তিতে বাংলাদেশী টাকায় রূপান্তর করা হয়েছে। বৈদেশিক মুদ্রা বিনিময়ে তারতম্য লাভক্ষতি হিসাবে উল্লেখ করা হয়েছে। অনার্থিক জিনিসসমূহ যেগুলো বৈদেশিক মুদ্রায় হিসাব করা হয় সেগুলোকেও লেনদেনের নির্দিষ্ট দিনের বিনিময় মূল্যের ভিত্তিতে বাংলাদেশী টাকায় রূপান্তর করা হয়েছে।

৩.২ সম্পত্তি, কারখানা এবং যন্ত্রপাতি

৩.২.১ স্বীকৃতি এবং পরিমাপ

সম্পত্তি, কারখানা এবং যন্ত্রাদিসমূহ নির্ণয় করতে ক্রয় মূল্য হতে বাদ দেওয়া হয় পুঞ্জীভূত অবচয় এবং পুঞ্জীভূত অকার্যকারিতা প্রসূত ক্ষয়ক্ষতি।

ক্রয়মূল্যের মধ্যে অন্তর্ভুক্ত খরচসমূহ হলো সম্পত্তি, কারখানা এবং যন্ত্রাদির সরাসরি ক্রয় খরচ। নির্মাণাধীন সম্পত্তি, কারখানা এবং যন্ত্রাদিগুলো প্রদর্শিত হয়েছে প্রকৃত খরচ অনুযায়ী। কারখানা এবং যন্ত্রাদি বাদে সম্পূর্ণ অবচয় হয়ে যাওয়া সম্পত্তিসমূহ হিসাবের বইতে আনা হয়েছে প্রকৃত খরচের এক শতাংশ হিসেবে। সম্পূর্ণ অবচয় হয়ে যাওয়া কারখানা এবং যন্ত্রাদিসমূহ হিসাবের বইতে দেখানো হয়েছে এক টাকা মূল্যে।

বিক্রিত সম্পত্তি, কারখানা এবং যন্ত্রাদি হতে আয় এবং ক্ষতি নির্ধারিত হয়েছে উক্ত সম্পত্তিসমূহের লিখিত মূল্য হতে বিক্রিত অর্থ বাদ দেওয়ার পর এবং যা কি না লাভ লোকসান হিসেবে দেখানো হয়েছে।

৩.২.২ প্রাসঙ্গিক খরচ

কোনো সম্পত্তি, কারখানা এবং যন্ত্রাদির পুনঃসংযোজন খরচকে সম্পত্তির মূল্য হিসেবে চিহ্নিত করা হয়েছে, সেক্ষেত্রে যখন এটি বিবেচিত হয়েছে যে, এ সকল খরচ ভবিষ্যতে কোম্পানির জন্য অর্থনৈতিক উন্নতি সাধন করবে এবং যখন তা গ্রহণযোগ্যতার সাথে পরিমাপ করা গেছে।

সম্পত্তি, কারখানা এবং যন্ত্রাদির প্রাত্যহিক রক্ষণাবেক্ষণ খরচ সম্মিলিত আয়ের বিবরণীতে খরচকৃত হিসেবে দেখানো হয়েছে।

৩.২.৩ অবচয়

অবচয় নির্ণয় করা হয় অবচয়যোগ্য পরিমাণ হতে যা কোনো সম্পত্তির মূল্য অথবা খরচের প্রতিকল্পের পরিমাণ থেকে এর বিয়োগকৃত বাড়তি মূল্য।

অবচয় সম্মিলিত আয়ের বিবরণীতে দেখানো হয় এবং এর হিসাব স্ট্রেইট লাইন মেথডে করা হয়েছে এবং সম্পদ ক্রয়ের মাসের ওপর ভিত্তি করে আনুপাতিক হারে অবচয় ধার্য করা হয়েছে। ভূমিতে অবচয় ধার্য করা হয় নাই। বিভিন্ন ক্যাটাগরিতে, প্রতি বছর হিসেবে এবং অবশিষ্ট মূল্য সম্পদের অবচয়ের হিসাব নিম্নে দেয়া হলো:

	ব্যবহার সময়কাল (বছর)	অবশিষ্ট মূল্য
লাখেরাজ ভবন	৪০	১%
ইজারাতে নেয়া ভবন	২২	১%
কারখানা এবং মেশিনারি	৫/১৪	টাকা ১
ল্যাবরেটরি এবং যন্ত্রাদি	১৪	১%
অফিস সরঞ্জাম	৩/৪/১০	১%
আসবাবপত্র এবং সাজ-সরঞ্জাম	১০	১%
এয়ার কন্ডিশনার	৪	১%
যানবাহন	৪	১%

৩.৩ ইজারাকৃত সম্পত্তি

যে সকল ইজারার ক্ষেত্রে কোম্পানি মালিকানা বিষয়ক সকল ধরনের ঝুঁকি এবং পুরস্কারের দাবিদার হয় তাদেরকে আর্থিক ইজারা বলে। প্রাথমিক সনাক্তকরণের পর ইজারাকৃত সম্পত্তি তার ভাড়ার প্রকৃত মূল্য থেকে নিম্ন মূল্যে এবং ন্যূনতম ইজারা মূল্যের বর্তমান মূল্যে হিসাব করা হয়েছে। সেইসাথে হিসাবরক্ষণের নীতি অনুযায়ী এই সকল সম্পত্তিকে সম্পত্তি হিসেবে গণ্য করা হয়েছে।

৩.৪ মজুদ

সময় সাপেক্ষ বিক্রয় এবং অবাঞ্ছিত দ্রব্যাদির জন্য নির্দিষ্ট মূল্য নির্ধারণ করে তুলনামূলক স্বল্প মূল্য এবং নীট নিস্পত্তিকৃত দরের উপর ভিত্তি করে মজুদ নির্ধারণ করা হয়। মূল্য নির্ধারণ করা হয় ওয়েইটেড অ্যাভারেজ মেথোড অনুসারে। পণ্যদ্রব্য ক্রয়ের সময়ে আনুষঙ্গিক খরচসমূহ, উৎপাদন অথবা রূপান্তরের খরচ এবং বর্তমান জায়গায় পণ্যদ্রব্য নিয়ে আসার জন্য যে সকল আনুষঙ্গিক খরচ হয়েছে সবই মজুদকৃত পণ্যের খরচ হিসেবে দেখানো হয়েছে।

পণ্যদ্রব্যের আনুমানিক বিক্রয়মূল্য থেকে নির্ধারিত ক্রয়মূল্য এবং উৎপাদনের আনুষঙ্গিক খরচ বাদ দিয়ে গড় মুনাফা মূল্য নির্ধারণ করা হয়।

৩.৫ ক্ষয়ক্ষতি

কোনো ক্ষয়ক্ষতির অস্তিত্ব আছে কি না তা বোঝার জন্য মজুদকৃত পণ্যদ্রব্য ব্যতীত অন্যান্য অ-আর্থিক সম্পদের বহনকৃত পরিমাণ প্রতি বছর প্রতিবেদন জমা দেওয়ার দিনে পর্যবেক্ষণ করা হয়। যদি এ ধরনের কিছু পাওয়া যায় তবে ঐ সম্পদের পুনরুদ্ধারযোগ্য পরিমাণ হিসাব করা হয় এবং এসব ক্ষয়ক্ষতি সম্মিলিত আয়ের বিবরণীতে দেখানো হয়।

৩.৬ ব্যবসা এবং অন্যান্য আদায়যোগ্য হিসাব

ব্যবসা এবং অন্যান্য আদায়যোগ্য হিসাবের মূল্য প্রাথমিকভাবে চিহ্নিত করা হয় সেসব খরচের ভিত্তিতে যা এদের বিনিময়ে দেয়া বস্তুর প্রকৃত মূল্যের সমান। প্রাথমিকভাবে সনাক্তকরণের পর প্রকৃত খরচ থেকে ক্ষতির পরিমাণ বাদ দিয়ে এদের মূল্য নির্ধারণ করা হয়, এসব ক্ষতি আদায়যোগ্য হিসাব অনাদায়ের কারণে হতে পারে।

৩.৭ নগদ অর্থ এবং তার সমতুল্য

এই প্রতিবেদন তৈরি করার সময় হাতে গচ্ছিত নগদ অর্থ ও ব্যাংকে রক্ষিত টাকা, যা কোনো ধরনের নিষেধ ছাড়াই কোম্পানির ব্যবহারের জন্য রাখা হয়েছে তাকে যথাক্রমে অর্থ এবং তার সমতুল্য হিসেবে ধরা হয়েছে।

৩.৮ অবসর গ্রহণ সুবিধা ক্ষিম

কোম্পানি একটি স্বীকৃত এবং একটি অস্বীকৃত গ্র্যাচুইটি ক্ষিম চালু রেখেছে। এই খাতে বার্ষিক বরাদ্দের ব্যবস্থা রাখা হয়েছে। বিদেশী কর্মচারী ব্যতীত কোম্পানির সকল যোগ্য কর্মচারী এই সুবিধা লাভ করে থাকেন। এছাড়া কর্মচারীদের জন্য স্বীকৃত প্রভিডেন্ট ফান্ডস এবং ম্যানেজমেন্ট সদস্যদের জন্য একটি পেনশন ফান্ডও চালু আছে। 'বিএএস ১৯: কর্মচারী সুবিধা' অনুযায়ী দেনার পরিমাণ মূল্যায়নের মাধ্যমে গ্র্যাচুইটি ও পেনশন ফান্ডের পরিমাণ গঠন করা হয়ে থাকে।

৩.৯ সঞ্চিতি

যখন পূর্বের ঘটনার প্রেক্ষিতে কোম্পানির কোনো বর্তমান আইনি অথবা গঠনমূলক বাধ্যবাধকতা গ্রহণযোগ্যভাবে মূল্যায়ন করা যায় তখন সঞ্চিতির ব্যবস্থা করা হয় এবং এটি সম্ভাব্য যে ঐ বাধ্যবাধকতা নির্ধারণ করতে অর্থনৈতিক সুবিধাদির একটি বহিঃপ্রবাহ প্রয়োজন হবে।

৩.১০ আয় শনাক্তকরণ নীতিমালা

৩.১০.১ পণ্য বিক্রয়

যখন মালিকানার ঝুঁকি এবং পুরস্কার ক্রেতার কাছে হস্তান্তর করা হয়, বস্তুর পুনরুদ্ধার যখন সম্ভব হয়, যখন বস্তুর আনুষঙ্গিক খরচের সম্ভাব্য লাভ গ্রহণ যোগ্যভাবে নির্ণয় করা সম্ভব হয়, যখন দ্রব্যের সাথে কোন অবিচ্ছিন্ন ব্যবস্থাপনা জড়িত থাকে না এবং যখন লাভের পরিমাণ গ্রহণযোগ্যভাবে নির্ণয় করা যায়, সেসব ক্ষেত্রে দ্রব্যের বিক্রয় থেকে লাভ শনাক্ত করা যায়।

মোট লেনদেনের পরিমাণ নির্ভর করে স্বদেশে সিগারেট বিক্রয়, তামাক রপ্তানি এবং বাংলাদেশ সরকারকে দেয়া সম্পূরক শুল্ক, রপ্তানি শুল্ক এবং মূল্য সংযোজন করের ওপর ভিত্তি করে।

৩.১০.২ সুদ থেকে আয়

স্বল্প মেয়াদী বিনিয়োগের মাধ্যমে সুদ থেকে আয় হয়ে থাকে এবং উপচিতি ভিত্তিতে চিহ্নিত করা হয়ে থাকে।

৩.১১ কোম্পানির মুনাফায় শ্রমিকের অংশগ্রহণ তহবিল

বাংলাদেশ শ্রম আইন ২০০৬ অনুসারে কোম্পানির লাভের ৫% কোম্পানির মুনাফায় শ্রমিকের অংশগ্রহণ তহবিলে দিয়ে থাকে।

৩.১২ আয়কর

আয়কর ব্যয় চলতি এবং বিলম্বিত কর নিয়ে গঠিত। আয়কর ব্যয়কে সম্মিলিত আয়ের বিবরণীতে দেখানো হয়েছে।

৩.১২.১ চলতি কর

চলতি কর হচ্ছে এ বছরের মোট করযোগ্য আয়ের ওপর কাঙ্ক্ষিত কর যা প্রতিবেদন তারিখে প্রযোজ্য কর হার ব্যবহার করে গণনা করা হয় এবং বিগত বছরগুলোতে প্রদেয় করের সাথে সমন্বয় করা হয়। যেহেতু এটি একটি “পাবলিকলি ট্রেডেড সিগারেট ম্যানুফ্যাকচারিং কোম্পানি” হিসেবে বিবেচিত, তাই এর প্রযোজ্য করের হার ৩৫%।

৩.১২.২ বিলম্বিত কর

আর্থিক প্রতিবেদন তৈরির জন্য সম্পদ ও দায়সমূহের চলতি পরিমাণ এবং আয়কর নির্ধারণের জন্য ব্যবহৃত পরিমাণের মধ্যে সাময়িক পার্থক্য তৈরি করার মাধ্যমে বিলম্বিত কর বিবেচনা করা হয়। বিলম্বিত কর করের হারসমূহের আলোকে পরিমাপ করা হয়, যা সাময়িক পার্থক্যসমূহ বিপরীতভাবে প্রতিভাত হওয়ার প্রেক্ষিতে প্রয়োগ করা হয়, এক্ষেত্রে, যে সমস্ত আইন প্রণীত হয়েছে বা প্রতিবেদন প্রদানের তারিখ দ্বারা বাস্তবিকভাবে প্রণীত হয়েছে, সে সমস্ত আইনের ওপর ভিত্তি করে বিলম্বিত কর পরিমাপ করা হয়। বিলম্বিত করারোপিত সম্পদ এবং দায়সমূহের সমতা বিধান করা হয় যদি চলতি করারোপিত দায় ও সম্পদসমূহের সমতা বিধান করার লক্ষ্যে আইনগতভাবে প্রয়োগযোগ্য অধিকার থাকে এবং যদি সেগুলো একই ধরনের কর প্রদানযোগ্য প্রতিষ্ঠানে একই কর কর্তৃপক্ষ কর্তৃক আরোপিত করসমূহের সাথে সম্পর্কিত থাকে।

একটি বিলম্বিত করারোপিত সম্পত্তি ঐ সীমা অবধি স্বীকৃত হয় যাতে ভবিষ্যতে যে করযোগ্য মুনাফাসমূহ পাওয়া যাবে, তার বিপরীতে কর্তব্যযোগ্য সাময়িক পার্থক্য কাজে লাগানো যায়। বিলম্বিত করারোপিত সম্পত্তিসমূহ প্রত্যেক প্রতিবেদন প্রদানের তারিখে পুনঃবিবেচনা করা হয় এবং এগুলো এমন সীমা অবধি হ্রাস করা হয়, যার পরিশ্রেষ্টিতে সংশ্লিষ্ট কর-বিষয়ক মুনাফা আর বাস্তবায়ন করা সম্ভব হবে না।

৩.১৩ প্রতি শেয়ারে আয়

কোম্পানি সাধারণ শেয়ারের ওপর প্রতি শেয়ারে আয় (ইপিএস) হিসাব করে থাকে।

৩.১৩.১ মৌলিক শেয়ার প্রতি আয়

মৌলিক শেয়ার প্রতি আয় মোট লাভ বা ক্ষতিকে (সাধারণ শেয়ারের ওপর) ভার আরোপিত শেয়ারহোল্ডারদের সংখ্যা (সাধারণ শেয়ারহোল্ডার) দ্বারা ভাগ করে হিসাব করা হয়।

৩.১৪ পক্ষ সম্পর্কিত লেনদেন

কোনো মূল্য ধার্য করা হোক বা না হোক, এক পক্ষের আর্থিক এবং পরিচালন নীতি/সিদ্ধান্তের ওপর নির্দিষ্ট প্রভাব খাটানোর অধিকার সম্পর্কিত যে সকল লেনদেন পরিচালিত সে সকল লেনদেনের বিস্তারিত প্রকাশ করা হয়েছে।

৩.১৫ বিভাগীয় প্রতিবেদন

একটি নির্দিষ্ট অর্থনৈতিক পরিবেশে কোনো প্রকার পণ্যের সেবা পরিবেশনের ক্ষেত্রে কোনো প্রতিষ্ঠানের একটি উল্লেখযোগ্য অংশ হলো প্রতিষ্ঠানটির বিভাগসমূহ। প্রধান নির্বাহী সিদ্ধান্তগ্রহণকারীর কাছে পরিবেশিত অভ্যন্তরীণ প্রতিবেদনের সাথে সামঞ্জস্যপূর্ণ হয় নির্বাহী বিভাগগুলো। প্রতিষ্ঠানটি এর পরিচালক পর্ষদকে প্রধান নির্বাহী সিদ্ধান্তগ্রহণকারী হিসেবে গণ্য করে কারণ সম্পদ বরাদ্দকরণ, কর্মকাণ্ডের পর্যালোচনা এবং কৌশলী সিদ্ধান্ত গ্রহণের দায়িত্ব এই পর্ষদের ওপর ন্যস্ত।

প্রতিষ্ঠানটির প্রাথমিক কর্মকাণ্ডের আওতায় রয়েছে বাংলাদেশে সিগারেট উৎপাদন এবং বিক্রয়। এর আওতায় প্রতিষ্ঠানটির অভ্যন্তরীণ প্রতিবেদন প্রকাশিত হয়। যদিও প্রতিষ্ঠানটির ব্র্যান্ডসমূহের মধ্যে পার্থক্য করা হয়, প্রধান নির্বাহী সিদ্ধান্তগ্রহণকারীর কাছে পরিবেশিত অভ্যন্তরীণ প্রতিবেদনে এই পার্থক্য উল্লেখ করা থাকে না। সেহেতু, উচ্চ পর্যায়ের প্রাক্কলন ছাড়া ব্র্যান্ডের ওপর ভিত্তি করে প্রতিষ্ঠানের ফলাফল ভাগ করা সম্ভব নয়।

৩.১৬ উপাদান তত্ত্ব এবং সমষ্টিকরণ

আর্থিক প্রতিবেদনে একই পণ্যের বিভিন্ন মানের উপাদান আলাদা করে পরিবেশন করা হয়। বিভিন্ন কার্যকারিতার পণ্য আলাদা করে পরিবেশন করা হয় যদি না সেগুলো তদসম্পর্কিত হয়।

৩.১৭ প্রতিবেদন প্রণয়নের পরের ঘটনাসমূহ

প্রতিবেদন প্রণয়নের পরের ঘটনাসমূহ যা কোম্পানি সম্পর্কে প্রয়োজনীয় তথ্য এবং চিত্র প্রদান করে তা আর্থিক বিবরণীতে তুলে ধরা হয়।

প্রতিবেদন প্রণয়নের পরের ঘটনাসমূহ যা সমন্বয় করা হয়নি তা নোটে প্রকাশিত হয়েছে যদি তা গুরুত্বপূর্ণ হয়ে থাকে।

	২০১২ টাকা '০০০	২০১১ টাকা '০০০
৫. মজুদ		
তামাক পাতা	৩,৩৩১,৮৬৭	৩,৬০৯,৫১৯
মোড়ক সামগ্রী	৪১৩,৭২৮	৩০৩,৭৩৩
প্রক্রিয়াধীন কাজ	২৫,১৫৪	১৭,৪২৫
উৎপাদিত পণ্য	৯১৭,৪৪০	১,১৯১,১৫৫
ভোগ্য মালামাল	২৬৮,৬৯৮	২৫১,২০১
	<u>৪,৯৫৬,৮৮৭</u>	<u>৫,৩৭৩,০৩৩</u>
৬. বাণিজ্য এবং অন্যান্য প্রাপ্য		
ঋণপত্র	৪৪,৬৫৯	৪৪,৬১৩
ব্যবসায়িক দেনাদার	৩২৪,৭৬০	৩৯৫,৫৮২
আন্তঃকোম্পানি আদায়যোগ্য	২৫,২১৭	৬৩,৪২১
অন্যান্য দেনাদার	১৮,৫১৬	২০,৬৬৩
কৃষি উপকরণ	৫২৪,৭২১	৪৪৯,৫৪৬
	<u>৯৩৭,৮৭৩</u>	<u>৯৭৩,৮২৫</u>
উক্ত পাওনাগুলো জামানতবিহীন কিন্তু আদায়যোগ্য বলে বিবেচিত বিধায় উক্ত পাওনার বিপরীতে কোনো সঞ্চিতি রাখা হয়নি।		
৭. অগ্রিম, জমা এবং অগ্রিম পরিশোধ		
সম্পূরক শুল্ক ও মূল্য সংযোজন কর	২১৬,৫১৯	৪৮,৩১৭
পুনরুদ্ধার যোগ্য মূল্য সংযোজন কর	২১২,৯০৯	২০,০৩৮
অগ্রিম খরচ	৫৭৮,১১১	৫২১,৮০৯
অগ্রিম আয়কর	-	-
	<u>১,০০৭,৫৩৯</u>	<u>৫৯০,১৬৪</u>
৮. নগদ অর্থ ও তার সমতুল্য		
নগদ অর্থ	৩,৮৮১	৩,৩৭২
ব্যাংকে জমা:		
লভ্যাংশ হিসাব	৩০,৮৮৬	২৪,৫৭৭
বৈদেশিক মুদ্রার হিসাব	৪০৯,৪৯২	৪২৪,০৪৯
চলতি হিসাব	২৫৬,৬১০	৩১২,৩৯০
স্থায়ী জমা	১,৫৬৯,৬৯৮	৭৩,০০৫
	<u>২,২৭০,৫৬৭</u>	<u>৮৩৭,৩৯৩</u>

বৈদেশিক মুদ্রা হিসাবের জের আর্থিক অবস্থার বিবরণীর তারিখের হারে টাকায় রূপান্তর করা হলো।

	২০১২	২০১১
	টাকা	টাকা
৯. শেয়ার মূলধন		
অনুমোদিত		
৬০,০০০,০০০ সাধারণ শেয়ার প্রতিটি ১০ টাকা মূল্যের	৬০০,০০০,০০০	৬০০,০০০,০০০
ইস্যুকৃত, গৃহীত এবং পরিশোধিত:		
নগদে ইস্যুকৃত		
৩টি সাধারণ শেয়ার প্রতিটি ১০ টাকা মূল্যের	৩০	৩০
নগদ ব্যতীত ইস্যুর জন্য বিবেচিত		
৫৯,৯৯৯,৯৯৭টি সাধারণ শেয়ার প্রতিটি ১০ টাকা মূল্যের	৫৯৯,৯৯৯,৯৭০	৫৯৯,৯৯৯,৯৭০
	<u>৬০০,০০০,০০০</u>	<u>৬০০,০০০,০০০</u>
শেয়ার হোল্ডারদের বিন্যাস ৩১ ডিসেম্বর ২০১২ পর্যন্ত:		
রেলি ইনভেস্টমেন্ট কোং লিঃ ইউকে	৭২.৯১%	৬৫.৯১%
ইনভেস্টমেন্ট কর্পোঃ অব বাংলাদেশ	১১.৫১%	১৭.৫২%
সাধারণ বীমা কর্পোরেশন	২.৮২%	২.৮২%
বাংলাদেশ ডেভেলপমেন্ট ব্যাংক লিমিটেড	০.৯৩%	০.৯৯%
বাংলাদেশ সরকার	০.৬৪%	০.৬৪%
সেনা কল্যাণ সংস্থা	০.২৬%	০.২৬%
অন্যান্য	১০.৯২%	১১.৮৬%
	<u>১০০.০০%</u>	<u>১০০.০০%</u>

লিস্টিং রুলের চাহিদা অনুযায়ী উল্লিখিত শেয়ারের বণ্টনসূচি ডিসেম্বর ৩১, ২০১২ পর্যন্ত দেয়া হলো:

শেয়ার সংখ্যা	শেয়ার হোল্ডারের সংখ্যা	মোট শেয়ার সংখ্যা	শতকরা হার
৫০০ এর কম শেয়ার	৩,১৬৪	২২৭,৭৩৬	০.১০৮০%
৫০০ থেকে ৫০০০ শেয়ার	৩২২	৪২৭,০১০	০.৭১২%
৫০০১ থেকে ১০,০০০ শেয়ার	১৬	১০৭,৮৭৮	০.১৮০%
১০,০০১ থেকে ২০,০০০ শেয়ার	২০	৩০৩,৮৭৫	০.৫০৬%
২০,০০১ থেকে ৩০,০০০ শেয়ার	৭	১৮২,০৭৫	০.৩০৩%
৩০,০০১ থেকে ৪০,০০০ শেয়ার	৪	১৪৭,২০০	০.২৪৫%
৪০,০০১ থেকে ৫০,০০০ শেয়ার	৫	২২৬,৯০০	০.৩৭৮%
৫০,০০১ থেকে ১০০,০০০ শেয়ার	১২	৯৩৪,৪৩৪	১.৫৫৭%
১০০,০০১ থেকে ১,০০০,০০০ শেয়ার	১৩	৪,৪৭০,৪০৬	৭.৪৫১%
১,০০০,০০০ শেয়ারের বেশি	৬	৫২,৯৭২,৪৮৬	৮৮.২৮৭%
মোট	<u>৩,৫৬৯</u>	<u>৬০,০০০,০০০</u>	<u>১০০.০০০%</u>

	২০১২	২০১১
	টাকা '০০০	টাকা '০০০
১০. সংরক্ষিত মূলধন তহবিল	৬৪,৮৯৬	৬৪,৮৯৬

সংরক্ষিত মূলধন তহবিল বলতে ৬৪,৮৯৬ হাজার টাকা অপত্যপর্ণযোগ্য সংরক্ষিত তহবিলকে বোঝায় যা বাংলাদেশ ব্যাংক কর্তৃক সংজ্ঞায়িত এবং নির্দেশিত সম্পদ, কারখানা ও যন্ত্রপাতির ওপর ৯০% কর পরবর্তী লভ্যাংশ।

১৯৯৩ সাল থেকে উল্লিখিত সম্পদ, কারখানা ও যন্ত্রপাতির বিক্রয় থেকে লভ্যাংশের ওপর বিশেষ মজুদ তহবিল সৃষ্টির চাহিদা তুলে নেওয়া হয়েছে।

	২০১২	২০১১
	টাকা '০০০	টাকা '০০০
১১. সংরক্ষিত মুনাফা তহবিল		
প্রারম্ভিক জের	৫,২৪৬,৪০৪	৫,৫৭৫,৮১৩
বিয়োগ: পরিশোধকৃত লভ্যাংশ	২,৮২০,০০০	২,৮৮০,০০০
	২,৪২৬,৪০৪	২,৬৯৫,৮১৩
যোগ: সর্বমোট সম্মিলিত বাৎসরিক আয়	৩,৯৪১,৬৪০	২,৫৫০,৫৯১
সমাপনী জের	৬,৩৬৮,০৪৪	৫,২৪৬,৪০৪

১২. গ্র্যাচুইটি	২৪০,৫৯২	২৫২,০৮৯
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এটা হলো বছর শেষে কোম্পানির সমস্ত গ্র্যাচুইটি যা সকল যোগ্য অবসরপ্রাপ্ত কর্মচারীর জন্য প্রদেয় হবে

১৩. বিলম্বিত কর দায়		
প্রারম্ভিক জের	৬৬৯,০৭৯	৫১৭,৯৮৯
যোগ: চলতি বছরের সংরক্ষণের সাথে যোগ (নোট ২৩.২)	৫৪,৫৬৪	১৫১,০৯০
সমাপনী জের	৭২৩,৬৪৩	৬৬৯,০৭৯

১৪. আর্থিক ইজারার বাধ্যবাধকতা

আর্থিক ইজারার ক্ষেত্রে বাধ্যবাধকতা পরিশোধের শ্রেণীবিন্যাস নিম্নরূপ:

	২০১২	২০১২	২০১২	২০১১	২০১১	২০১১
	মূল	সুদ	মোট	মূল	সুদমোট	
	টাকা '০০০	টাকা '০০০	টাকা '০০০	টাকা '০০০	টাকা '০০০	টাকা '০০০
১৪.১ এক বছরের মধ্যে পরিশোধ	১০,৩৩৫	১,৫১২	১১,৮৪৬	১৭,০২৫	৩,৪৫০	২০,৪৭৫
১৪.২ এক বছর পরে কিন্তু ৫ বছরের মধ্যে পরিশোধ	৭,৫৪১	৪৬৬	৮,০০৭	১৭,৮৭৬	১,৯৭৭	১৯,৮৫৩
৫ বছর পরে পরিশোধ	-	-	-	-	-	-
আর্থিক ইজারার মোট বাধ্যবাধকতা	১৭,৮৭৬	১,৯৭৭	১৯,৮৫৩	৩৪,৯০১	৫,৪২৭	৪০,৩২৮

		২০১২	২০১১	
		টাকা '০০০	টাকা '০০০	
১৫. সংরক্ষিত ব্যয়				
বিভাগীয় সঞ্চিতি		৭১৭,৫৬১	৬২৬,১৭৮	
মূল্য সংযোজন কর ও শুল্ক সম্পর্কীয় সঞ্চিতি		১,৪০৩,৬৫৬	১,১২২,৩০৮	
অন্যান্য সঞ্চিতি		৬৬,৮১৮	৮৯,৫৩৫	
		<u>২,১৮৮,০৩৫</u>	<u>১,৮৩৮,০২১</u>	
১৬. ব্যবসা ও অন্যান্য দায়				
বাণিজ্যিক পাওনাদার		১,৫৩৯,৪১৪	৯৬৮,৩৭৮	
প্রভিডেন্ট/পেনশন তহবিল		১৩,৯৮০	-	
মুনাফায় শ্রমিকদের অংশীদারিত্ব তহবিল		৫০৫	৬,৪৬০	
মজুরি এবং অন্যান্য সুবিধা		৩৬২,৪০৬	৩০৩,৩৭৮	
অদাবীকৃত লভ্যাংশ (টাকা ২৫)		৩০,৮৮৬	২৪,৫৭৭	
আন্তঃকোম্পানি		১,১৭৫,২৩০	২,০৬০,০২৬	
বিবিধ পাওনাদার		১২৩,২৫৫	১০৪,৮৯৭	
		<u>৩,২৪৫,৬৭৬</u>	<u>৩,৪৬৭,৭১৬</u>	
১৭. সংরক্ষিত কর্পোরেট কর				
প্রারম্ভিক জের		৪,২৯৪,৮৬৬	২,০৮২,৮৯১	
যোগ: চলতি বছরের পরিশোধ		২,৫০৫,২৫৮	২,২১১,৯৭৫	
		৬,৮০০,১২৪	৪,২৯৪,৮৬৬	
বিয়োগ: অগ্রিম কর্পোরেট কর পরিশোধ (নোট ১৭.১)		(৫,২১৪,৩৯৩)	(৩,৩১৬,৯২৩)	
সমাপনী জের		<u>১,৫৮৫,৭৩১</u>	<u>৯৭৭,৯৪৩</u>	
১৭.১ অগ্রিম পরিশোধিত কর্পোরেট কর				
প্রারম্ভিক জের		৩,৩১৬,৯২৩	১,৪৩৫,৯৫৩	
যোগ: চলতি বছরের পরিশোধ		১,৮৯৭,৪৭০	১,৮৮০,৯৭০	
সমাপনী জের		<u>৫,২১৪,৩৯৩</u>	<u>৩,৩১৬,৯২৩</u>	
১৮. নীট বিক্রয়লব্ধ অর্থ				
	একক	পরিমাণ	টাকা '০০০	টাকা '০০০
মোট বিক্রয় লব্ধ অর্থ	মিলিয়ন স্টিক	২৯,৯১১	৮৭,৪১১,০৩২	৭২,৪১৬,৩১৯
সম্পূরক শুল্ক এবং মূল্য সংযোজন কর			(৬২,৪২০,৩৩৪)	(৫১,৮০২,৯১৮)
			<u>২৪,৯৯০,৬৯৮</u>	<u>২০,৬১৩,৪০১</u>
তামাক পাতা রপ্তানি থেকে আয়	মিলিয়ন কেজি	১১,৭৯২	২,৭৬৩,০৪৮	২,৯৪১,০৩২
রপ্তানি কর			(২৮২,৪০২)	(২৮৫,৫৭২)
			<u>২,৪৮০,৬৪৬</u>	<u>২,৬৫৫,৪৬০</u>
			<u>২৭,৪৭১,৩৪৪</u>	<u>২৩,২৬৮,৮৬১</u>

	২০১২ টাকা '০০০	২০১১ টাকা '০০০
১৯. বিক্রয় সংক্রান্ত ব্যয়		
ব্যবহৃত কাঁচামাল	১৩,২৭৪,৬৭৭	১১,২০০,৬৯৫
উৎপাদন উপরি ব্যয় (টাকা ২০)	২,৬৭১,৫৪৭	২,২৫৪,৮৪০
	<u>১৫,৯৪৬,২২৪</u>	<u>১৩,৪৫৫,৫৩৫</u>
২০. পরিচালন ব্যয়		
পরিচালন ব্যয়ে অন্তর্ভুক্ত:		
বেতন ও মজুরী	১,২৭০,০০১	১,০৯৩,১৯৭
অবসর সুবিধা ক্ষিমে প্রদান	৯৩,৫০০	১০৮,৩৮৪
কর্মচারী কল্যাণ ব্যয়	১২৬,৯৩৯	১২৯,২৭০
ব্র্যান্ড বাজারজাত খরচ	৬৭৫,১০৫	৭০১,৩৬৬
ট্রেড বাজারজাত খরচ	৬১৭,৯৫৪	১,২২২,০৪৩
বিদ্যুৎ ও জ্বালানী	২৯৮,৬৭৮	১৮৬,১৩৫
ভাড়া, অভিকর ও কর	১৮৯,৮১৯	১৫৯,৬৩৫
রক্ষণাবেক্ষণ ও মেরামত	৬৪৯,৭৫২	৫১৬,৯৭২
ভ্রমণ ও প্রশিক্ষণ	২২০,৫৯০	১৪৮,২২৩
যানবাহন খাতে ব্যয়	৭৩,৮৩০	৫৯,৯৩৫
আইন ও কোম্পানি সেক্রেটারিয়াল	১২,৭৮৪	১২,০৭৬
তথ্য প্রযুক্তি	২২৩,৮৩৩	১৩৯,৪৬৮
অফিস ও প্রশাসনিক খরচ	১১৭,৬১৮	৭৫,৯৭১
সামাজিক দায়বদ্ধতা	৩৯,৮৬৩	৬০,৬৭৯
নিরাপত্তা সেবা	৪১,৪৪৯	৩১,৪৩১
বাজার তথ্য	২৬১,২৬৯	১৯৯,৬৯৮
বিতরণ খরচ	৭৯,৯৮৮	৬৭,৪৫৮
পরিবহন	২১৪,১০৮	১৫৬,৭৩৮
বীমা	৫৯,৩০৯	৪৭,৩২৫
অবচয়	৫৩৮,১১৭	৫৪২,৬১৯
কারিগরী সহায়তা ফি	৭৮৬,৯৬০	৭৯০,৩৬২
নিরীক্ষণ ফি	৮০০	৮০০
অন্যান্য ফি (প্রত্যয়ন ও অন্যান্য)	৭৩০	১,১১০
আর্থিক ব্যয়	১৬,৩৮৬	১১,৬৪২
অন্যান্য ব্যয়	৬৭৪,৫৮৩	৩৫৯,৫৪০
	<u>৭,২৮৩,৯৬৫</u>	<u>৬,৮২২,০৭৭</u>
বাদ: উৎপাদনের জন্য উপরি ব্যয়	২,৬৭১,৫৪৭	২,২৫৪,৮৪০
	<u>৪,৬১২,৪১৮</u>	<u>৪,৫৬৭,২৩৭</u>
২১. অন্যান্য আয়		
স্থায়ী সম্পদ বিক্রয়ে লাভ	২৬,৪৯৭	১৪,৩৩১
অন্যান্য বিবিধ আয়	২৪,৩২৩	২২,৫৩৭
	<u>৫০,৮২০</u>	<u>৩৬,৮৬৮</u>
২২. নীট আর্থিক আয়/ (ব্যয়)		
সুদে আয়	৬৪,৫৬২	৩১,৭৮৫
সুদে ব্যয়	(১৮৪,৪৪০)	(১৪২,৪৭২)
	<u>(১১৯,৮৭৮)</u>	<u>(১১০,৬৮৭)</u>

	২০১২	২০১১
	টাকা '০০০	টাকা '০০০
২৩. আয়কর		
২৩.১ চলতি কর		
বর্তমান বছরের জমা	২,৫০৫,২৫৮	১,৭৭৩,৬৮১
বিগত বছরের সমন্বয়	-	৪৩৮,২৯৪
	<u>২,৫০৫,২৫৮</u>	<u>২,২১১,৯৭৫</u>
২৩.২ বিলম্বিত কর		
৩১ ডিসেম্বর, ২০১২ তারিখে		করারোপযোগ্য/ (বাদ যোগ্য) অস্থায়ী ব্যবধান
সম্পদ		
সম্পত্তি, প্ল্যান্ট এবং যন্ত্রপাতি		২,৩৬০,০১৯
মজুদ এবং দেনাদার		(৫১,৮৭৭)
		<u>২,৩০৮,১৪২</u>
দায়		
গ্র্যাচুইটির সঞ্চিতি		২৪০,৫৯২
নীট করারোপযোগ্য ব্যবধান		২,০৬৭,৫৫০
কার্যকরি বিলম্বিত কর হার		৩৫%
৩১ ডিসেম্বর, ২০১২ তারিখ অনুযায়ী বিলম্বিত কর দায়		<u>৭২৩,৬৪৩</u>
১ ডিসেম্বর, ২০১১ অনুযায়ী		
সম্পদ		
সম্পত্তি, প্ল্যান্ট এবং যন্ত্রপাতি		২,২২৬,৯২১
মজুদ ও পাওনাদার		(৬৩,১৭৯)
		<u>২,১৬৩,৭৪২</u>
দায়		
গ্র্যাচুইটির সঞ্চিতি		২৫২,০৮৯
নীট করারোপযোগ্য ব্যবধান		১,৯১১,৬৫৩
কার্যকরি বিলম্বিত কর হার		৩৫%
৩১ ডিসেম্বর, ২০১১ তারিখ অনুযায়ী বিলম্বিত কর দায়		৬৬৯,০৭৯
বছরের জন্য চার্জ		<u>৫৪,৫৬৪</u>

২৩.৩ প্রযোজ্য কর হার সমন্বয়

	২০১২		২০১১	
	%	টাকা '০০০	%	টাকা '০০০
কর পূর্ব লাভ		৬,৫০১,৪৬২		৪,৯১৩,৬৫৭
চলতি কর ব্যয়	৩৮.৫৩%	২,৫০৫,২৫৮	৪৫.০২%	২,২১১,৯৭৫
বিলম্বিত কর ব্যয়	০.৮৪%	৫৪,৫৬৪	৩.০৭%	১৫১,০৯০
মোট কর ব্যয়	৩৯.৩৭%	২,৫৫৯,৮২২	৪৮.০৯%	২,৩৬৩,০৬৫
প্রযোজ্য কর হার অনুযায়ী সম্ভাব্য আয়কর	৩৫.০০%	২,২৭৫,৫১২	৩৫.০০%	১,৭১৯,৭৮০
পূর্ববর্তী বছরের সমন্বয়			৮.৯২%	৪৩৮,২৯৪
কর কর্তন ব্যতীত ব্যয়	৩.৫৩%	২২৯,৭৫৭	১.১০%	৫৩,৯০১
কার্যকরি চলতি কর	৩৮.৫৩%	২,৫০৫,২৬৯	৪৫.০২%	২,২১১,৯৭৫
কার্যকরি বিলম্বিত কর	০.৮৪%	৫৪,৫৬৪	৩.০৭%	১৫১,০৯০
	৩৯.৩৭%	২,৫৫৯,৮৩৩	৪৮.০৯%	২,৩৬৩,০৬৫

২৪. প্রতি শেয়ারে আয়

২৪.১ প্রতি শেয়ারে মৌলিক আয়

প্রতি শেয়ারে মৌলিক আয় হিসাব করা হয়েছে ৩১ ডিসেম্বর ২০১২ তারিখ পর্যন্ত ইস্যুকৃত ১০ টাকা প্রতি শেয়ার হিসেবে ৬০,০০০,০০০ সাধারণ শেয়ারের ভিত্তিতে।

২৪.২ প্রতি শেয়ারে মিশ্র আয়

এ বছরে মিশ্রণের কোনো সুযোগ ছিল না বলে শেয়ার প্রতি মিশ্র আয় হিসাব করার প্রয়োজন নেই।

২৫. লভ্যাংশ প্রদান

	অদাবীকৃত লভ্যাংশের কাল ভিত্তিক পর্যালোচনা					টাকা '০০০
	২০১০	২০১০	২০১১	২০১২	মোট	২০১১
অদাবীকৃত লভ্যাংশের প্রারম্ভিক জের	১৪,২৮১	৩,৭৪৭	৬,৫৪৯	-	২৪,৫৭৭	১৮,০২৮
যোগ: ঘোষণাকৃত লভ্যাংশ	-	-	-	২,৮২০,০০০	২,৮২০,০০০	২,৮৮০,০০০
২০১১ সালের চূড়ান্ত লভ্যাংশ	-	-	-	২,২২০,০০০	২,২২০,০০০	২,৫৮০,০০০
২০১২ সালের অন্তর্বর্তীকালীন লভ্যাংশ	-	-	-	৬০০,০০০	৬০০,০০০	৩০০,০০০
বাদ: অদাবীকৃত লভ্যাংশের সমাপনী জের	১৪,২৮১	৩,৭৪৭	৬,৫৪৯	৬,৩১০	৩০,৮৮৭	২৪,৫৭৭
প্রদত্ত লভ্যাংশ	-	-	-	২,৮১৩,৬৯০	২,৮১৩,৬৯০	২,৮৭৩,৪৫১

২৬. কর্মচারীর সংখ্যা

কোম্পানিতে ৩১ ডিসেম্বর ২০১২ তারিখ অনুযায়ী ১,১১৯ জন স্থায়ী কর্মচারী ছিলেন (২০১১: ১,১৪৬ এর অনুপাতে) এবং প্রয়োজন অনুযায়ী মৌসুমি ও অস্থায়ী কর্মচারী নিয়োগ করা হয়ে থাকে। সব স্থায়ী কর্মচারী বছরে গড়ে ৩৬,০০০ টাকার বেশি পারিশ্রমিক পেয়ে থাকেন।

২৭. পরিচালকবৃন্দের সম্মানী

	২০১২	২০১১
	টাকা '০০০	টাকা '০০০
উপস্থিতি সম্মানী	৩৬	১৯
মিটিং বাবদ ব্যয়	৬৮৯	৩৫৯
বেতন	৪২,৫৫৫	৩৬,১৭৬
অবসরকালীন ভাতা	৩,৩১৭	২,৯৭৪
চিকিৎসা এবং কল্যাণমূলক ভাতা	৪৮৩	৪৯০
গৃহসংস্থান	৭,২০২	৬,৫৭৫
	৫৪,২৮২	৪৬,৫৯৩

২৮. প্রত্যাশযোগ্য বৈদেশিক মুদ্রা

এই বছরের জন্য চার্জ:

রয়্যালটি	৩৪৮,৪৮০	৩১৯,৭৯৯
কারিগরি সহযোগিতা ফি	৭৮৬,৯৬০	৭৯০,৩৬২

** রেমিটেন্সের তারিখে উল্লিখিত রেটের ওপর ভিত্তি করে সকল ব্যয় বৈদেশিক মুদ্রায় রূপান্তর করে রেমিট করা হয়েছে

	২০১২	২০১১
	ইউএসডি '০০০	ইউএসডি '০০০

বছরের মধ্যবর্তী ব্যয়:

রয়্যালটি (আইন অনুযায়ী অপ্রদত্ত কর বাদ দিয়ে)	৬,১০৯	-
কারিগরি ফি (আইন অনুযায়ী অপ্রদত্ত কর বাদ দিয়ে)	১৫,৪৩৭	-
লভ্যাংশ	২০,৮৫৭	২২,৯৫৭

২০১০ এবং ২০১১ সালের রয়্যালটি এবং কারিগরি ফি ২০১২ সালে প্রদান করা হয়েছে। ২০১১ সালে এই সংক্রান্ত কোনো খরচ করা হয়নি।

২৯. উৎপাদন ক্ষমতা

কোম্পানিতে অব্যাহত উৎপাদনের ভিত্তিতে কাজ হয় এবং বর্তমানে স্থাপিত বিভিন্ন ধরনের মেশিন সব ধরনের উৎপাদন ক্ষমতা (যেমন: ফিল্টার) এবং প্যাকেজিং সামগ্রী (যেমন: হিন্জ লিড, শেল ও স্লাইড) আছে। ভবিষ্যতের চাহিদা মেটানোর লক্ষ্যে পরিচালকগণ নিয়মিত উৎপাদন ক্ষমতা পর্যালোচনা করে থাকেন।

প্রকৃত উৎপাদন	২০১২	২০১১
সিগারেট (মিলিয়ন স্টিক)	৩০,০৪০	২৬,৪৩৫

৩০. রপ্তানি থেকে অর্জিত আয়

ইউএস ডি	৩৫,১৮৯	৩৯,৫০৭
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৩১. ঘটনাপেক্ষ দায়

কোম্পানির বিপরীতে কয়েকটি আইনগত ও কর-সংক্রান্ত দাবির প্রেক্ষিতে কিছু অনিশ্চিত দেনা আছে। এগুলোর নিষ্পত্তিকল্পে সর্বাঙ্গিক প্রচেষ্টা চলছে এবং দাবির কোনোটির জন্যই কোনো ব্যবস্থা রাখার প্রয়োজন আছে বলে পরিচালকগণ বিশ্বাস করেন না।

৩২. সংশ্লিষ্ট পার্টার সাথে লেনদেন

চলতি বছরে, কোম্পানি সংশ্লিষ্ট পার্টিসমূহের সাথে ব্যবসার প্রয়োজনে বিভিন্ন লেনদেন পরিচালনা করেছে। এ সমস্ত পার্টির নাম, লেনদেনের প্রকৃতি এবং তাদের প্রকৃত মূল্য বিএএস ২৪: সংশ্লিষ্ট পার্টি তথ্যাদি এর আওতায় দেখানো হয়েছে:

পার্টির নাম	সম্পর্কের প্রকৃতি	২০১২ সালে লেনদেনের পরিমাণ টাকা '০০০	ডিসেম্বর ৩১, ২০১২ অনুযায়ী ব্যালেন প্রাপ্য/প্রদেয় টাকা '০০০
আয়			
ক. লিফ রপ্তানি			
ক্রয়কারি প্রতিষ্ঠান			
বিএটি (জিএলপি) লিমিটেড*	বিএটি গ্রুপ কোম্পানি	১,৭৫৪,৫০৫	(৪২,০১৩)
পাকিস্তান টোব্যাকো কোম্পানি লিমিটেড	বিএটি গ্রুপ কোম্পানি	২৩৩,২৬৫	৮,৯৫৬
খ. ব্যবস্থাপনা ফি			
ব্যবস্থাপনা ফি গ্রহণ/প্রাপ্য:			
বিএটি (জিএলপি) লিমিটেড	বিএটি গ্রুপ কোম্পানি	৩৪৭	৩৪০
ব্রিটিশ আমেরিকান টোব্যাকো (পিএনজি) লিঃ	বিএটি গ্রুপ কোম্পানি	৬,৫১৯	৩,৭১৮
ব্রিটিশ আমেরিকান টোব্যাকো এশিয়া প্যাসিফিক রিজিয়ন লিমিটেড	বিএটি গ্রুপ কোম্পানি	২,৩০৬	১,১৩৮
বিএটি জাপান লিঃ	বিএটি গ্রুপ কোম্পানি	১,১২৫	১,১২৬
বিএটি অ্যাসপাক সার্ভিস সেন্টার	বিএটি গ্রুপ কোম্পানি	১০,৬২৬	৫,৬৫০
বিএটি হোল্ডিংস লিমিটেড	হোল্ডিং কোম্পানি	৩,১৮০	২,৪০৭
বিএটি ইন্দোনেশিয়া	বিএটি গ্রুপ কোম্পানি	১,১৯৭	১,১৯৭
বিএটি উজবেকিস্তান	বিএটি গ্রুপ কোম্পানি	৬৪১	৬৪১
ব্যয়			
গ. পণ্য আহরণ			
তথ্য প্রযুক্তি, পণ্য ও অন্যান্য সেবা আহরণ:			
বিএএসএস জিএসডি ইউকে	বিএটি গ্রুপ কোম্পানি	২৫২,৬৫০	(৪২,৩৭২)
বিএটি হোল্ডিংস লিমিটেড	হোল্ডিং কোম্পানি	৪,৬০৮	(১,৪৮৫)
ব্রিটিশ আমেরিকান টোব্যাকো এশিয়া প্যাসিফিক রিজিয়ন লিমিটেড	বিএটি গ্রুপ কোম্পানি	৭,৯৬৫	(৭,২৯০)
বিএটি অ্যাসপাক সার্ভিস সেন্টার	বিএটি গ্রুপ কোম্পানি	২০৮,৯২১	(১৩,৪০৫)
ব্রিটিশ আমেরিকান টোব্যাকো অস্ট্রেলিয়া লিমিটেড	বিএটি গ্রুপ কোম্পানি	৩,৫০১	(৩,৪১৮)
বিএটি সিঙ্গাপুর	বিএটি গ্রুপ কোম্পানি	৩২,৫৭৭	(৭,৯৫০)
ঘ. পণ্য ক্রয়			
লিফ ও মোড়ক সামগ্রী ক্রয়:			
বিএটি সিঙ্গাপুর	বিএটি গ্রুপ কোম্পানি	২০৭,৩০২	-
বিএটি (জিএলপি) লিমিটেড**	বিএটি গ্রুপ কোম্পানি	৭১৭,০২০	৩১,০৫৩
ঙ. রয়্যালটি			
রয়্যালটি প্রাপ্য/প্রদেয়:			
বিএটি হোল্ডিংস লিমিটেড	হোল্ডিং কোম্পানি	৩১৩,৬০২	(৩১৯,৬৭৮)

চ. কারিগরি ও উপদেষ্টা ফি
কারিগরি ও উপদেষ্টা সেবা গ্রহণ ফি:
বিএটি হোল্ডিংস লিমিটেড

হোল্ডিং কোম্পানি ৭৮০,৪১৫ (৭৬৬,৩৬৮)

ছ. যন্ত্রপাতি ক্রয়
পাকিস্তান টোব্যাকো কোম্পানি লিমিটেড
বিএটি হোল্ডিংস লিমিটেড
ব্রিটিশ আমেরিকান টোব্যাকো অস্ট্রেলিয়া লিমিটেড

বিএটি গ্রুপ কোম্পানি ১০৬,১৪০
হোল্ডিং কোম্পানি ২,৯৭২
বিএটি গ্রুপ কোম্পানি ১১,৬০৯

* অগ্রিম গ্রহণ
** অগ্রিম প্রদান

২০১২ ২০১১
টাকা '০০০ টাকা '০০০

৩৩. প্রতিশ্রুত মূলধনী ব্যয়

চুক্তিবদ্ধ কিন্তু এই সকল আর্থিক প্রতিবেদনে উল্লিখিত নয়

৩৩৬,৮১০ ১২৯,৭৪২

৩৪. বিভক্ত প্রতিবেদন

প্রতিষ্ঠানটির কার্যক্রম বাংলাদেশভিত্তিক। বহির্মুখী গ্রাহকদের কাছ থেকে সংগৃহীত আয়ের পরিমাণ ৮৮,২৬৩,৭৮৮ হাজার টাকা (২০১১: ৭৩,০০৯,২০৭ হাজার টাকা)। বাংলাদেশের বাইরে প্রতিষ্ঠানটির কোনো স্থায়ী সম্পত্তি নেই। ৩১ ডিসেম্বর ২০১২ এবং ৩১ ডিসেম্বর ২০১১ তারিখে বছর শেষে গ্রুপের মোট আয়ের ১০% বা এর বেশি কোনো একটি বহির্মুখী গ্রাহকের কাছ থেকে আর্ভিত হয়নি।

প্রতিষ্ঠানটির প্রাথমিক কর্মকাণ্ডের আওতায় রয়েছে বাংলাদেশে সিগারেট উৎপাদন এবং বিক্রয়। এর আওতায় প্রতিষ্ঠানটির অভ্যন্তরীণ প্রতিবেদন প্রকাশিত হয়। যদিও প্রতিষ্ঠানটির ব্য্রাভসমূহের মধ্যে পার্থক্য করা হয়, প্রধান নির্বাহী সিদ্ধান্তগ্রহণকারীর কাছে পরিবেশিত অভ্যন্তরীণ প্রতিবেদনে এই পার্থক্য উল্লেখ করা থাকে না। সেহেতু, উচ্চ পর্যায়ের প্রাক্কলন ছাড়া ব্য্রাভের ওপর ভিত্তি করে প্রতিষ্ঠানের ফলাফল ভাগ করা সম্ভব নয়।

সিগারেট উৎপাদন ছাড়াও প্রতিষ্ঠানটি বাংলাদেশের বাইরে লিফ রপ্তানি করে। এই রপ্তানি মোট এবং নীট আয়ের ১০% এরও কম অবদান রাখে। তবে সিগারেট এবং রপ্তানির বিশদ বিবরণী টাকা ১৮ এ প্রদত্ত রয়েছে।

৩৫. আমদানিকৃত এবং স্থানীয় কাঁচামালের ব্যবহার

আমদানিকৃত:	২০১২		২০১১	
	মোড়ক সামগ্রী টাকা '০০০	লিফ টাকা '০০০	মোড়ক সামগ্রী টাকা '০০০	লিফ টাকা '০০০
প্রারম্ভিক মজুদ	২৬৪,৮৪৮	৪৪৯,২৩২	২৩২,১৯৭	৩৪১,৯৪২
ক্রয়	২,২৫১,০৬৮	১,৫১৯,০৯৬	১,৫৬৯,২৪৫	১,৪৬৬,২২২
ব্যবহার	(২,২৭৩,১৭৪)	(১,৪৭৯,৯৬১)	(১,৫৩৬,৫৯৪)	(১,৩৫৮,৯৩২)
সমাপনী মজুদ (ক)	২৪২,৭৪২	৪৮৮,৩৬৭	২৬৪,৮৪৮	৪৪৯,২৩২
স্থানীয়:				
প্রারম্ভিক মজুদ	৩৮,৮৮৫	৩,১৬০,২৮৭	২৩,৯৪৫	২,৭৩৮,৬১৯
ক্রয়	৩,৬৬২,৪৪২	৫,৪৯৯,৬৬৭	২,৭০৬,৫৯১	৬,৩০২,৭১৮
ব্যবহার	(৩,৫৩০,৩৪১)	(৩,৯৬৯,৫০১)	(২,৬৯১,৬৫১)	(৩,২২৫,৫৯০)
রপ্তানি	-	(১,৮৪৬,৯৫৩)	-	(২,৬৫৫,৪৬০)
সমাপনী মজুদ (খ)	১৭০,৯৮৬	২,৮৪৩,৫০০	৩৮,৮৮৫	৩,১৬০,২৮৭
সমাপনী মজুদ (ক+খ)	৪১৩,৭২৮	৩,৩৩১,৮৬৭	৩০৩,৭৩৩	৩,৬০৯,৫১৯

যেহেতু কোম্পানির ব্যবহৃত কাঁচামালের ধরনের পরিমাণ তুলনামূলকভাবে অধিক, সেহেতু এর বিশদ বিবরণ প্রদান করা গেল না।

৩৬. আর্থিক ঝুঁকি ব্যবস্থাপনা

কোম্পানিকে প্রতিনিয়ত বহু ধরনের আর্থিক ঝুঁকির সম্মুখীন হতে হয় যেমন: বাজার সংক্রান্ত ঝুঁকি (যার মধ্যে রয়েছে কারেন্সি সংক্রান্ত ঝুঁকি, সঠিক সুদের হার সংক্রান্ত ঝুঁকি এবং নগদ অর্থ প্রবাহ সংক্রান্ত ঝুঁকি), দায় সংক্রান্ত ঝুঁকি এবং তারল্য সংক্রান্ত ঝুঁকি। কোম্পানির সার্বিক ঝুঁকি ব্যবস্থাপনায় লক্ষ্য রাখা হয় আর্থিক বাজারের তারতম্যের ওপর এবং কোম্পানির আর্থিক কর্মকাণ্ডে এর প্রভাব কমানোর প্রচেষ্টায়।

অডিট কমিটির অনুমোদিত কার্যপ্রণালীর ওপর ভিত্তি করে একটি ঝুঁকি ব্যবস্থাপনা কমিটি ঝুঁকি ব্যবস্থাপনা পরিচালনা করেন। কোম্পানির ট্রেজারি কর্মকাণ্ডের সাহায্যে এই কমিটি সকল আর্থিক ঝুঁকি পর্যালোচনা করে থাকেন। ট্রেজারি কর্মকাণ্ডের পরিচালনা করে থাকেন ট্রেজারি কমিটি যার প্রধান হিসেবে থাকেন ফাইন্যান্স ডিরেক্টর এবং এর কর্মকাণ্ড অনুমোদিত ট্রেজারি কার্যপ্রণালীর ভিত্তিতে পরিচালিত হয়ে থাকে।

বাজার ঝুঁকি

(ক) বৈদেশিক মুদ্রা বিনিময়ের ঝুঁকি

কোম্পানি বিবিধ রকম বৈদেশিক মুদ্রা সংক্রান্ত ঝুঁকির সম্মুখীন হতে পারে, যা প্রধানত ইউএস ডলার, ইউরো এবং ব্রিটিশ পাউন্ডের মানের তারতম্যের কারণে সৃষ্টি হয়। ভবিষ্যত বাণিজ্যিক লেনদেন, চিহ্নিত সম্পদ ও দায়ের ভিত্তিতে বৈদেশিক মুদ্রা সংক্রান্ত ঝুঁকি সৃষ্টি হতে পারে। ব্যবহারযোগ্য মুদ্রার আলোকে বৈদেশিক বিনিময়ের ঝুঁকি হ্রাস করার জন্য প্রতিষ্ঠানটির ব্যবস্থাপনা ট্রেজারি নীতিমালা অনুসরণ করে।

প্রতিবেদনের তারিখ অনুযায়ী প্রতিষ্ঠানটির বৈদেশিক মুদ্রা বিনিময়ের ঝুঁকিসমূহ নিম্নরূপ:

	২০১২			২০১১		
	টাকা '০০০			টাকা '০০০		
	ইউরো	পাউন্ড	ডলার	ইউরো	পাউন্ড	ডলার
বৈদেশিক মুদ্রা সংক্রান্ত সম্পত্তি						
সম্পর্কিত সহযোগীদের তরফ থেকে পাওনা	-	৬,৩৬৯	১০,২৮১	-	-	৬৬,২২৫
পাওনা হিসাব	-	-	৪০,৬৫৮	২৬৬	৬৮৬	১৫২,৭৮৮
ব্যাংকে নগদ	৩০০	৩৪৯	৪১০,২৪১	৪৪৬	১৬২	৪২৪,৭৭০
	৩০০	৬,৭১৮	৪৬১,১৮০	৭১২	৮৪৮	৬৪৩,৭৮৩
বৈদেশিক মুদ্রা সংক্রান্ত দায়						
সম্পর্কিত সহযোগীদের নিকট দেনা	-	৪৭,৪২৪	৭৩৭,০৯২	-	১৩,৬০১	১,২৭১,৬৫২
ব্যয়ের ও অন্যান্য দেনা	-	-	১০৮,৬৩৪	-	১৭,৪৭৮	৫৪,৭৭৩
	-	৪৭,৪২৪	৮৪৫,৭২৬	-	৩১,০৭৯	১,৩২৬,৪২৫
নীট এক্সপোজার	৩০০	(৪০,৭০৬)	(৩৮৪,৫৪৬)	৭১২	(৩০,২৩২)	(৬৮২,৬৪২)

বছর জুড়ে নিম্নবর্ণিত উল্লেখযোগ্য বিনিময় হার ব্যবহৃত হয়েছে:

	পরিবর্তনের হার	
	৩১ ডিসেম্বর ২০১২	৩১ ডিসেম্বর ২০১১
মার্কিন ডলার (ইউএসডি)	৭৯.৭৮	৮১.৮৩
ব্রিটিশ পাউন্ড (জিবিপি)	১২৯.৬৭	১২৭.১৭
ইউরো (ইইউআর)	১০৫.১৮	১০৬.২৩

কোম্পানি ব্যবহৃত মূল্যমানের বিপরিতে অব্যবহৃত মূল্যমানের ৫% বৃদ্ধি বা হ্রাসকে কোম্পানি যথাযথ পরিবর্তনের হার হিসেবে যথার্থ মনে করে থাকে। ৩১ ডিসেম্বর, ২০১২ তারিখে অন্যান্য পরিবর্তনশীল সূচকসমূহের স্থিরতার আলোকে ব্যবহৃত মূল্যমানের বিপরিতে অব্যবহৃত মূল্যমানের ৫% বৃদ্ধি বা হ্রাসের ফলে কোম্পানির কর পূর্ব লাভে খুব উল্লেখযোগ্য প্রভাব ফেলবে না।

(খ) মূল্য সংক্রান্ত ঝুঁকি

মূল্য সংক্রান্ত ঝুঁকি বলতে বোঝায় বাজারের আর্থিক তারতম্যের ওপর ভিত্তি করে আর্থিক বিবরণীর ভবিষ্যত নগদ অর্থ প্রবাহের সঠিক মানের তারতম্য (সুদের হার সংক্রান্ত ঝুঁকি বা মুদ্রা হার সংক্রান্ত ঝুঁকি ব্যতীত) যদি তা একক আর্থিক উপাত্ত বা এর প্রস্তুতকারক এর পরিবর্তন বা বাজারে লেনদেনকৃত সমপর্যায়ের আর্থিক উপাত্তের ভিত্তিতে প্রভাবিত হয়।

কোম্পানির ইকুইটি মূল্য সংক্রান্ত ঝুঁকির দায় নেই কারণ ইকুইটিতে কোনো বিনিয়োগ করা হয়নি। কোম্পানি সাধারণ পণ্য মূল্য সংক্রান্ত ঝুঁকির দ্বারাও সরাসরি প্রভাবিত নয়।

(গ) নগদ প্রবাহ ও সঠিক সুদের হার সংক্রান্ত ঝুঁকি

কোম্পানির কার্যকরী নগদ প্রবাহ বাজারের সুদের হার সংক্রান্ত ঝুঁকিমুক্ত। কারণ, কোনো সম্পদ ও দায়ের ক্ষেত্রে কোনো দীর্ঘমেয়াদি সম্পর্ক নেই।

দেনা সংক্রান্ত ঝুঁকি

দেনা সংক্রান্ত ঝুঁকি বলতে বোঝায় চুক্তি অনুযায়ী কার্যক্রম পরিচালনা করতে না পারায় এক পক্ষের আর্থিক অক্ষমতার কারণে অন্য পক্ষের আর্থিক ক্ষতি সৃষ্টি করা। ব্যবসায়িক দেনাদার, অগ্রিম এবং ব্যাংকে নগদ জমার কারণে এই ঝুঁকি সৃষ্টি হয়। গ্রুপ ট্রেজারি কার্যপ্রণালীর ভিত্তিতে নগদ ব্যবস্থাপনা করা হয় এবং স্বল্প মেয়াদী বিনিয়োগের ক্ষেত্রে ট্রেজারি কমিটি গ্রুপের নীতিমালার ভিত্তিতে সিদ্ধান্ত গ্রহণ করে। কোম্পানি ১০০% নগদ লেনদেনে কার্য পরিচালনা করে থাকে আর বর্ধিত ব্যাংক ছুটির কারণে কিছু বিশেষ বিপণনকারীদের ৩ দিনের বাকি দেওয়া হয় ফাইন্যান্স এবং মার্কেটিং এর বিশেষ অনুমোদনের ভিত্তিতে। দেনার বন্ধকী হিসেবে, গ্রাহকদের কাছ থেকে সমপরিমাণ অর্থের চেক সংগ্রহ করা হয় এবং কোম্পানির হেফাজতে রাখা হয়।

সম্পদেরভিত্তিতে সর্বাধিক পরিমাণের দেনা সংক্রান্ত ঝুঁকিসমূহ নিম্নরূপ:

	২০১২ টাকা '০০০	২০১১ টাকা '০০০
ব্যবসায়িক দেনাদার হতে পাওনা (টাকা ৬)	৩২৪,৭৬০	৩৯৫,৫৮২
আন্তঃপ্রাতিষ্ঠানিক পাওনা (টাকা ৬)	২৫,২১৭	৬৩,৪২১
বিবিধ দেনাদার হতে পাওনা (টাকা ৬)	১৮,৫১৬	২০,৬৬৩
কৃষি প্রদান সমন্বয় (টাকা ৬)	৫২৪,৭২১	৪৪৯,৫৪৬
	৮৯৩,২১৪	৯২৯,২১২
ব্যাংকে নগদ (টাকা ৮)	২,২৬৬,৬৮৬	৮৩৪,০২১
	৩,১৫৯,৯০০	১,৭৬৩,২৩৩
৩১ ডিসেম্বর ২০১২ তারিখে প্রাপ্য সময় অনুযায়ী দেখানো হলো:		
০-৩০ দিন	৪৪৩,২৭৭	৯১৩,১৮০
৩১-৬০ দিন	১৮৯,২৯১	৪,৮৯৭
৬১-৯০ দিন	২৩৩,৯৮২	১,৮৬৪
৯১-১৮০ দিন	২৫,৪৩৭	২,৭৮৬
১৮১- ৩৬৫ দিন	-	৩,৪২৬
৩৬৫ দিনের ওপর	১,২২৮	৩,০৫৯
	৮৯৩,২১৪	৯২৯,২১২

তারল্য সংক্রান্ত ঝুঁকি

তারল্য সংক্রান্ত ঝুঁকি এর অর্থ হলো কোনো এককের আর্থিক দায়বদ্ধতা পূরণ করতে না পারা।

প্রয়োজনানুসারে বিনিয়োগ সিদ্ধান্ত প্রয়োগ এবং উচ্চ পর্যায়ের মূলধন বিনিয়োগ চাহিদা পূরণ করতে কোম্পানির ব্যবস্থাপনা নগদ প্রবাহের ভিত্তিতে নগদ বা নগদের সমপর্যায়ে প্রকাশিত তারল্যের অবস্থান সংক্রান্ত পরিবর্তিত ভবিষ্যতবাণী পর্যালোচনা করে থাকে এবং বোর্ড কর্তৃক অনুমোদিত সর্বোচ্চ দেনা প্রদান কার্যপ্রণালীর ভিত্তিতে স্বল্প মেয়াদী দেনা নিশ্চিত করে। ডিসেম্বর ৩১, ২০১২ অনুযায়ী কোম্পানির সম্পূর্ণ ঋণ গ্রহণ সুবিধাদি অব্যবহৃত ছিলো এবং কোম্পানির নগদ এবং ব্যাংক ব্যালেন্সের পরিমাণ দাঁড়ায় ২.২৭ বিলিয়ন টাকা। এই অবস্থানের ভিত্তিতে এবং বছর শেষে কোম্পানির ধনাত্মক কার্যকারী মূলধন অবস্থানের কারণে এই সিদ্ধান্তে উপনীত হওয়া গিয়েছে যে তারল্য সংক্রান্ত ঝুঁকির আশঙ্কা কম।

প্রতিবেদন তারিখ অনুযায়ী প্রাসঙ্গিক অনির্গত আর্থিক দায়সমূহ:

	২০১২ টাকা '০০০	২০১১ টাকা '০০০
ব্যবসায়িক পাওনাদার (টাকা ১৬)	১,৫৩৯,৪১৪	৯৬৮,৩৭৮
প্রভিডেন্ট/পেনশন ফান্ড (টাকা ১৬)	১৩,৯৮০	-
দাবীদারহীন লভ্যাংশ (টাকা ১৬)	৩০,৮৮৬	২৪,৫৭৭
আন্তঃপ্রাতিষ্ঠানিক দেনা (টাকা ১৬)	১,১৭৫,২৩০	২,০৬০,০২৬
অন্যান্য পাওনাদার (টাকা ১৬)	১২৩,২৫৫	১০৪,৮৯৭
	২,৮৮২,৭৬৫	৩,১৫৭,৮৭৮

	২০১২ টাকা '০০০	২০১১ টাকা '০০০
প্রাসঙ্গিক অনির্দিষ্ট আর্থিক দায়সমূহের সময়কাল:		
০-৩০ দিন	২,০৩৬,৫৫৬	১,৫৮৩,৭৮১
৩১-৬০ দিন	১১৭,০৫৯	১৯৭,১৮৭
৬১-৯০ দিন	১৭২,৪১৪	১২১,০৬৮
৯১-১৮০ দিন	৩৩১,৪০১	৮০৫,৩১০
১৮১- ৩৬৫ দিন	১৭০,৫২৫	১৯১,৫২৪
৩৬৫ দিনের ওপর	৫৪,৮১০	২৫৯,০০৮
	২,৮৮২,৭৬৫	৩,১৫৭,৮৭৮

সঠিক মূল্য নির্ধারণ

প্রয়োগযোগ্য সকল আর্থিক উপাত্তসমূহ সঠিক মূল্যে নির্ধারিত রয়েছে।

৩৭. সম্পত্তি, কারখানা ও যন্ত্রপাতি বিক্রয়

	প্রকৃত মূল্য টাকা '০০০	সঞ্চিত অবচয় টাকা '০০০	লিখিত মূল্য টাকা '০০০	বিক্রয় মূল্য টাকা '০০০	বাদ/সমবয় পদ্ধতি	ফেতা
কারখানা ও যন্ত্রপাতি	১৩৩	১১৪	১৯	৬	কোম্পানি নীতিমালা অনুযায়ী	তৃতীয় পক্ষ
অফিস সরঞ্জাম	২০,৩৯৯	১৯,৯৮৪	৪১৫	৬৪৭	ঐ	তৃতীয় পক্ষ
আসবাবপত্র	২৭৬	৬৬	২০৯	২০৯	ঐ	তৃতীয় পক্ষ
এয়ার কন্ডিশনার	৮০	৭৯	১	১	ঐ	তৃতীয় পক্ষ
যানবাহন	৪৩,২০৪	৪০,২০০	৩,০০৪	২৯,২৮২	ঐ	কোম্পানি কর্মচারীবৃন্দ
২০১২	৬৪,০৯১	৬০,৪৪৩	৩,৬৪৮	৩০,১৪৫		
২০১১	১২৪,৫০৭	১১১,১৫২	১৩,৩৫৫	২৭,৬৮৬		

৩৮. তুলনাযোগ্যতা

বিএএস ১ এবং বিএএস ৩২ অনুসারে বর্তমান অবস্থানের পরিবেশনার অনুরূপ তুলনামূলক তথ্যাদি পুনর্বিব্যাখ্যাস করা হয়েছে। বিএএস ১ এবং বিএএস ৩২ অনুযায়ী নিম্নলিখিত শর্ত অনুসারে সম্পদ ও দায় মুক্তি সম্ভব:

- যখন উভয় পক্ষেরই একে অন্যের কাছে নির্ধারণযোগ্য অংক পাওনা থাকে
- যখন অন্য পক্ষের পাওনা টাকা মওকুফের অধিকার থাকে কোনো এক পক্ষের
- যদি এক পক্ষের মওকুফের ইচ্ছা থাকে
- যখন মওকুফ আইনানুগ হয়

১. অগ্রিম আয়কর ও কর্পোরেট কর সঞ্চিতি (টাকা ৭ ও ১৭)

বিএএস ১ এবং বিএএস ৩২ অনুসারে কর্পোরেট করের সঞ্চিতির সাথে অগ্রিম আয় কর উল্লিখিত হয়েছে। এর ফলে ৩,৩১৬,৯২৩ হাজার টাকার কর্পোরেট করের অগ্রিম জমা এবং অগ্রিম প্রদান এবং সঞ্চিতি হ্রাস পেয়েছে।

২. লেনদেন এবং অন্যান্য পাওনা ও দেনা (টাকা ৬ ও ১৭)

বিএএস ১ এবং বিএএস ৩২ অনুসারে আন্তঃপ্রতিষ্ঠান পাওনা এবং দেনা, যেগুলো লেনদেন সংক্রান্ত পাওনাদারদের আওতায় অন্তর্ভুক্ত হয়েছে, সেগুলো আন্তঃপ্রতিষ্ঠান পাওনা এবং আন্তঃপ্রতিষ্ঠান দেনা হিসেবে পুনর্বিব্যাখ্যাস হয়েছে যার ফলে দেনা ও পাওনা ৪৬,৯৮৩ হাজার টাকা বেশি বৃদ্ধি পেয়েছে।

৩. অন্যান্য আয় (টাকা ২১)

পূর্বে পরিচালনা ব্যয়ের আওতায় অন্যান্য আয় অন্তর্ভুক্ত হয়েছিলো যা পরবর্তীতে সম্মিলিত আয় বিবরণীতে পুনর্বিদ্যমান হয়েছে, যার ফলে পরিচালনা ব্যয় ৩৬,৮৬৮ হাজার টাকা বেশি বৃদ্ধি পেয়েছে। তবে ২০১১ সালের কর পরবর্তী মুনাফা আগের মতোই রয়েছে।

৪. পরিচালনা কর্মকাণ্ড বাবদ নগদ প্রবাহ

উপস্থাপনা ২ এর আওতায় যেহেতু লেনদেনের সমাপনী জের এবং অন্যান্য পাওনা পরিবর্তিত হয়েছে, সেহেতু পরিবেশক, লিফ রপ্তানি এবং অন্যান্য খাতের আয় ৪৬,৯৮০ হাজার টাকা বৃদ্ধির মাধ্যমে পুনর্বিদ্যমান হয়েছে। তবে পরিচালনা কর্মকাণ্ড থেকে নীচ নগদ প্রবাহ আগের মতোই রয়েছে।

৩৮.১ আর্থিক ইজারার দায়বদ্ধতা (এক বছরের মধ্যে পরিশোধযোগ্য) (টাকা ১৪.১ এবং টাকা ১৬)

বিএএস ১৭ অনুসারে এবং স্বচ্ছতার প্রয়োজনীয়তায় পূর্বে অন্যান্য পাওনাদারের আওতায় অন্তর্ভুক্ত এক বছরের মধ্যে পরিশোধযোগ্য আর্থিক ইজারার দায়বদ্ধতা পুনর্বিদ্যমান হয়েছে আর্থিক অবস্থান হিসেবে। এর ফলে লেনদেন ও অন্যান্য দেনা হ্রাস পেয়েছে ১৭,০২৫ হাজার টাকা।

৩৯. প্রতিবেদন প্রণয়নের পরবর্তী ঘটনাসমূহ

২০১২ সালের নভেম্বর মাসে ২০১২ সালের জন্য ১০০% অর্থাৎ প্রতি শেয়ারে ১০ টাকা হারে সর্বমোট ৬০০,০০০,০০০ টাকা অন্তর্বর্তীকালীন লভ্যাংশ হিসেবে প্রদান করা হয়েছিল। ২৬ ফেব্রুয়ারি ২০১৩ তারিখে অনুষ্ঠিত বোর্ড সভায় পরিচালক পর্ষদ ৪০০% অর্থাৎ প্রতি শেয়ারে ৪০ টাকা হারে সর্বমোট ২,৪০০,০০০,০০০ টাকা চূড়ান্ত লভ্যাংশ হিসেবে প্রদান করার সুপারিশ করেন যার ফলে পরিচালক পর্ষদ ২০১২ সালের জন্য ১০০% অন্তর্বর্তীকালীন লভ্যাংশসহ সর্বমোট ৫০০% চূড়ান্ত লভ্যাংশ কোম্পানির ৪০তম বার্ষিক সভায় অনুমোদনের জন্য সুপারিশ করেন।



অরুণ কাউল
ব্যবস্থাপনা পরিচালক



অ্যাহসনি ইয়ং
পরিচালক



মোঃ আজিজুর রহমান
কোম্পানি সচিব

‘প্রবাহ’

প্রতিদিন নিশ্চিত করছে ১১০,০০০ মানুষের হাসি



বিএটি বাংলাদেশ সামাজিক দায়বদ্ধতার অংশ হিসেবে ‘প্রবাহ’ প্রকল্পের আওতায় দেশের বিভিন্ন আর্সেনিক ঝুঁকিপূর্ণ এলাকায় স্থাপন করেছে ৪৩টি পানি বিশুদ্ধকরণ প্ল্যান্ট। এই প্রকল্প দেশের প্রত্যন্ত অঞ্চলের মানুষের জন্য আর্সেনিক এবং অন্যান্য জীবাণুমুক্ত ২ লক্ষ ২০ হাজার লিটার বিশুদ্ধ খাবার পানির সরবরাহ নিশ্চিত করছে প্রতিদিন।



OUR PEOPLE

Our Union





দীপ্ত

দীপ্ত মংহুপাড়া...

বি. এ. টি. বাংলাদেশ-এর নতুন সামাজিক উদ্যোগ 'দীপ্ত' পার্বত্য অঞ্চলের তিন হাজারেরও বেশি মানুষের কাছে বিনামূল্যে এরই মধ্যে পৌঁছে দিয়েছে সৌরবিদ্যুৎ। জ্বালানী ও সৌরবিদ্যুৎ খাতে সরকারের উদ্যোগকে আরো এগিয়ে নিতে 'দীপ্ত'-র আওতায় বান্দরবান ও খাগড়াছড়ি জেলার চারটি গ্রামের প্রতিটি ঘরে প্রথমবারের মতো পৌঁছে গেছে সৌরবিদ্যুৎ। লামার মংহুপাড়ার মতো আরো প্রত্যন্ত গ্রামাঞ্চলে আশার আলো ছড়িয়ে দেয়াই 'দীপ্ত'-র লক্ষ্য।

Partnering with communities.
Enabling progress.



BRITISH AMERICAN
TOBACCO
BANGLADESH

SOCIALLY RESPONSIBLE TOBACCO PRODUCTION

BAT Bangladesh replacing the conventional variety by hybrid varieties which has the potential to increase yield by 25% and this will result in less occupancy of land for tobacco cultivation. Currently less than 1% of agricultural land is used for tobacco cultivation with a tenure of 3 to 4 months in a year.



Proxy Form

I/We

of

a Member of British American Tobacco Bangladesh Company Limited, hereby appoint

a. Mr./Mrs.

of or failing him/her

b. Mr./Mrs.

of

either of them may, in writing, appoint anyone to act as my proxy at the 40th Annual General Meeting of the Company to be held on Monday, 1 April 2013 and at any adjournment thereof

As witness by our hand on this day of 2013

Shareholder's

Signature:

Name:

BO/Folio:

Witness

Signature:

Name:

Address:

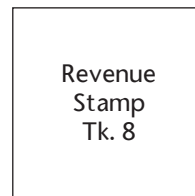
Specimen Signature of the proxies

a.

Name

b.

Name



Note: The proxy form duly completed must be deposited at the Company's registered office, New DOHS Road, Mohakhali, Dhaka-1206, by 10:30 a.m. of 30 March 2013, otherwise the proxy form will not be accepted.

প্রতিনিধিপত্র

আমি/আমরা

ঠিকানা

ব্রিটিশ আমেরিকান টোব্যাকো বাংলাদেশ কোম্পানি লিমিটেড-এর সদস্য হিসেবে

ক. জনাব/বেগম

ঠিকানা অথবা তার অনুপস্থিতিতে

খ. জনাব/বেগম

ঠিকানা

কে বা তাদের যেকোনো একজনকে আমরা/আমাদের প্রতিনিধি হিসেবে আমরা/আমাদের অনুপস্থিতিতে সোমবার ১ এপ্রিল ২০১৩ তারিখে অনুষ্ঠিতব্য কোম্পানির ৪০তম বার্ষিক সাধারণ সভায় এবং তার মূলতবি ঘোষিত সভায় উপস্থিত হওয়া ও ভোটদানের জন্য নিযুক্ত করলাম।

সাক্ষ্য হিসেবে আজ তারিখে, আমার হাতে স্বাক্ষরিত।

শেয়ার হোল্ডার

স্বাক্ষর:

নাম:

বিও/ফোলিও নম্বর:

স্বাক্ষী

স্বাক্ষর:

নাম:

ঠিকানা:

প্রতিনিধির নমুনা স্বাক্ষর

ক.

নাম

খ.

নাম

রেভিনিউ
স্ট্যাম্প
৳ টাকা

বিশেষ দ্রষ্টব্য: প্রতিনিধিপত্র যথাযথভাবে স্বাক্ষর করে ৩০ মার্চ ২০১৩ সকাল ১০.৩০ মিনিটের মধ্যে কোম্পানির রেজিস্টার্ড অফিস নিউ ডিওএইচএস রোড, মহাখালী, ঢাকা-১২০৬ এ অবশ্যই জমা দিতে হবে। অন্যথায় প্রতিনিধিপত্রটি গ্রহণযোগ্য হবে না।



British American Tobacco Bangladesh Company Limited
New D.O.H.S. Road Mohakhali
Dhaka 1206, P.O. Box 6069 Bangladesh
Tel: +88 02 8822791-5, +88 02 8827646-8, +88 02 8829716-8
Fax: +88 02 8822786, Web: www.batbangladesh.com

