

#### SUMMIT POWER LIMITED

2006 ANNUAL REPORT



# Empowering Bangladesh we can and we will

SUMMIT'S COMMITMENT

## Corporate Objectives

#### OBJECTIVES

- Generate and provide uninterrupted reasonably priced electricity to our customers.
- Efficient utilization of Capital, Machines, Material and Human Resources.
- Continuous improvement of customer satisfaction and resource management.

#### VISION

To provide quality & uninterrupted electricity to the vast majority of rural Bangladesh for their personal, social & economic development.

#### MISSION

"Empowering Bangladesh, we can & we will."

To expand the company into a power generation capacity to the tune of 1000 MW which is a modest 20% of the electricity requirement of Bangladesh.



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## Company Information



Summit Power Limited (SPL) sponsored by Summit Group was incorporated in Bangladesh on March 30, 1997 as a Private Limited Company. On June 7, 2004 the company was converted to Public Limited Company under the companies Act 1994. The company had initially established three 11 MW power plants for sale of electricity to Rural Electrification Board (REB) on Build, Own and Operate (BOO) basis at Savar, Narsingdi and Comilla. The plants commenced generation of power in 2001. After a subsequent capacity expansion, Comilla plant is now generating a total 24.50 MW of electricity effective from 15th November 2006 and Narshingdi expanded plant is generating a total 35.30 MW of electricity from 16th of December 2006. The entire generated electricity is sold to Palli Biddut Samity (PBS) under Power Purchase Agreements signed with REB and Implementation Agreement signed with the Government of Bangladesh.

Further the company has also signed project agreements with REB and Government of Bangladesh (GOB) to expand its Savar plant capacity by an additional 33.75 MW. With this implementation, the company's total generated capacity will rise to about 105 MW by 2007.



## Corporate Directory

#### **Board of Directors**

Muhammed Aziz Khan Chairman & Managing Director Anjuman Aziz Khan Director Md. Farid Khan Director Md. Latif Khan Director Ayesha Aziz Khan Director Sanadina Khan Director Advocate Salahuddin Ahmad Director Syed Fazlul Haque FCA Director Tapan Krishna Podder FCA, FCMA Director Helal Uddin Ahmed Director

#### **Company Secretariat**

Md. Mamunur Rashid FCMA Company Secretary
Md. Monirul Islam Deputy Manager



Summit Centre 18 Kawran Bazar C/A, Dhaka-1215 Phone-9137485-6. Fax-913 9284 email:spl@summitpower.org web: www.summitpower.org

#### > Auditors

Rahman Rahman Huq (Member firm of KPMG) Chartered Accountants 9 Mohakhali C/A, Dhaka

#### > Legal Advisor

Mahmood Jabbar Khan Baristers & Advocates Summit Centre (6th floor), 18 Kawran Bazar C/A, Dhaka-1215

Daman Diana

#### Power Plants

Ashulia-Savar Madhabdi-Narshingdi Chandina-Comilla

#### > Main Bankers

Standard Chartered Bank Dutch Bangla Bank Ltd. Commercial Bank of Ceylon Ltd. The Premier Bank Ltd. Bank Al-Falah Ltd.



## Notice of the 10th Annual General Meeting

Notice is hereby given that the 10th Annual General Meeting of the Shareholders of Summit Power Limited will be held on the **31st day of May 2007**, at Bangladesh China Friendship Conference Centre, Sher-E-Bangla Nagar, Dhaka at **11.30 A.M** to transact the following businesses:

#### Agenda:

- 1. To receive and adopt the Directors Report and the audited financial statements for the year ended December 31, 2006 together with the auditors report thereon.
- 2. To declare dividend for the year 2006 as recommended by the Board of Directors.
- 3. To elect Directors in place of those retiring.
- 4. To appoint auditors for the year 2007 and to fix their remuneration.

Dhaka. 9th May 2007

By order of the Board

(Md. Mamunur Rashid FCMA)
Company Secretary

#### Notes:

- The record date of the company is May 13, 2007 for closing of share transfer book.
   Members whose name will appear in the members Register on that date will be eligible to attend and vote in the Annual General Meeting and to receive dividend as approved in the AGM.
- 2. Members entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote on his/her behalf. The proxy form must be affixed with requisite revenue stamp and must be submitted to the Registered Office of the company not less than 48 hours before the time fixed for the Annual General Meeting.
- 3. Admission into the meeting venue will be allowed on production of the Attendance Slip attached with the Proxy Form.



From Left- Member of the Board of Directors Mr. Helal Uddin Ahmed, Mr. Tapan Krishna Podder, Syed Fazlul Haque, Mrs. Anjuman Aziz Khan, Mr. Muhammed Aziz Khan, Mr. Md. Farid Khan, Advocate Salahuddin Ahmad, Mr. Md. Latif Khan and Mr. Md. Mamunur Rashid, Company Secretary are seen on the dias of 9th Annual General Meeting



## Letter from the Chairman to the owners

### Dear Fellow Shareholders,



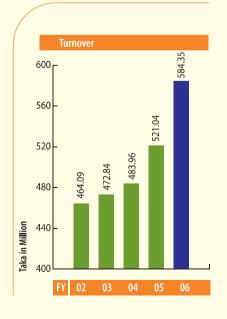
Thank you for coming to your 10th Annual General Meeting. You will be pleased to know that we have come quite a way during the last year. We have added an additional 38 MW to our 33 MW of 2005, an increase of 115%. We are even more excited and optimistic about the future. By October-November 2007, we will Inshallah add another 34 MW in our Savar plant, which is currently under construction. This will make our capacity to 105 MW from 33 MW.

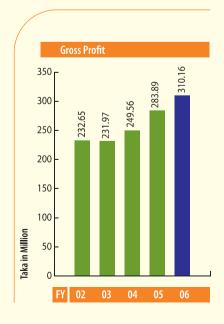
#### **Future Beacons**

Summit is now on its way to become the company we have always dreamed of. Huge electricity shortage in Bangladesh, our experience and your support will enable us to grow every year. Distributed power will be the future of Bangladesh and your company is still the only company who can implement distributed power, efficiently with reliability and at low cost. We are also continuously striving to receive further awards from the Government of Bangladesh for setting up power plants. Further we have been looking into opportunities to enter into larger power projects. We are excited about the power sector. Only 32% of populations have access to electricity, yet Bangladesh has enough natural gas, the main raw material for generating electricity. Rural people pay for their electricity. The company is striving to establish small power plants of the range from 10 MW to 50 MW around the country.

#### **Pursuit of Excellence**

Dear shareholders, Summit Power Limited has succeeded for a number of reasons. We are guided in everything we do by a strong sense of purpose, honesty, business ethics and pursuit of excellence to conduct our business well. Our financier's trust, dedicated efficient personnel and the right technology, generate electricity reliably at an affordable cost. We will remain true to our philosophy of high ethical standards, and the pursuit of excellence in all our efforts. We shall face each challenge and opportunity with the same dedication and honesty of the yester years. We will become a top tier business establishment of the world.





#### Vision

Our vision is to provide quality and uninterrupted electricity to vast majority of rural Bangladesh for their personal, social and economic development. To expand the company into a power generation capacity to the tune of 1000 MW, which is a modest 20% of the electricity requirement of Bangladesh. Summit's motto is "Empowering Bangladesh, we can & we will"



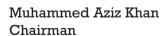
#### **Internal Controls & Risk Mitigations**

The company's well defined organization structure, predefined authority levels, documented policy guidelines and an extensive system of internal controls ensure optimal utilization and protection of resources, reporting of financial transactions and compliance with applicable laws and regulations. The company has adequate systems of internal control in place. This is to ensure that your assets are safeguarded against loss from unauthorized use or disposition. We operate under the premise that all accidents are preventable. We have set very high standards to protect our people, to operate our power plants, to generate safe and environmentally clean electricity.

#### Acknowledgement

I am very proud of what we have accomplished, a best quality company capable of taking the challenges of generating power to empower Bangladesh. I humbly thank all the members in the Summit family, our shareholders, our customer Rural Electrification Board and financiers. I am grateful to the regulatory authorities, the Securities & Exchange Commission, Registrar of Joint Stock Companies & Firms, Stock Exchanges for their extensive support and co-operation towards the business of the company.

Once again thank you for attending our 10th Annual General Meeting.





## Introducing the Directors



**Muhammed Aziz Khan** 



Anjuman Aziz Khan



Md. Farid Khan



Md. Latif Khan



Ayesha Aziz Khan



Sanadina Khan



Advocate Salahuddin Ahmad



Syed Fazlul Haque



Tapan Krishna Podder



Helal Uddin Ahmed

#### Muhammed Aziz Khan

Chairman & Managing Director

Mr. Muhammed Aziz Khan, a renowned and pioneering leading business personality in power sector of Bangladesh, After graduation Mr. Khan did his MBA in 1986 from the Institute of Business Administration (IBA), University of Dhaka. Mr. Khan has established himself as a dynamic and pro-active entrepreneur who has built Summit Group-recognized as the largest infrastructure Industrial organization of Bangladesh. He is also the Chairman of Khulna Power Co. Ltd., country's first Independent Power Producer (IPP). Mr. Khan has helped to formulate the Private Sector Power Generation Policy of Bangladesh. He has 35 years of business experience, setting up country's first Inland Container Depot (ICD)-"Ocean Container Ltd", First Tanks Terminal-"Summit United Tanks Terminal", now known as "South Eastern Tanks Terminal". Mr. Khan was the Founder President of Bangladesh Energy Companies Association (BECA), which is formed to represent and to promote the interests of private sector business organizations engaged in the energy sector.

Mr. Khan has set up "Siraj Khaleda Trust"- a social wing of Summit Group, which is setting up 200 beds for medical services on charitable basis in Dhaka Cantonment. He enthusiastically takes part & contributes to social activities such as to help to acid burn and drug victims to mention a few amongst host of other activities.

#### Anjuman Aziz Khan

Director

Mrs. Anjuman Aziz Khan, wife of Mr. Muhammed Aziz Khan has 21 years of business experience in Summit. Mrs. Khan is a member of Siraj Khaleda Trust- a social wing of Summit Group, which is setting up 200 beds for medical services on charitable basis in Dhaka Cantonment. She enthusiastically takes part & contributes to social activities such as "Assistance of Blind Children" and "women's entrepreneurship development".

#### Md. Farid Khan

Director

Mr. Md. Farid Khan was born in 1960. Mr. Khan is a business graduate from Dhaka University. He is involved in business since 1980. He started his business career with trading in plastic compound, fertilizer and other commodities. He was an integral part of the team that pioneered export of molasses and fertilizer from Bangladesh. Mr. Farid Khan has proved to be an entrepreneur with special skills in the development of new projects. He was solely instrumental in setting up Liquefied Petroleum Gas (LPG) project and Tanks Terminal in Mongla. Through this project Mr. Khan has succeeded in bringing large amount of foreign Investment in Bangladesh energy sector.

#### Md. Latif Khan

Director

Mr. Md. Latif Khan was born on 28 December 1958 in Dhaka. He pursued BA in Public Administration at Dhaka University, and subsequently left for higher studies to the U.S. in 1981. There, he worked for over 15 years in the financial sector. He was a stockbroker and a financial analyst at Prudential Insurance of America where he received numerous sales achievement awards. He also worked as a Financial Officer at Wells Fargo Bank in California. He returned to Bangladesh in 1997 and thereof joined Summit Group as the Managing Director of Summit Shipping Limited. Mr. Khan has established himself as a sound and dynamic businessman of the country.

#### Ayesha Aziz Khan

Director

Born in 1981 Ms. Ayesha Aziz Khan has completed her graduation in Economics and Business from the University College of London in 2002 and Masters in Business Administration from Columbia University, New York, USA. Presently Ms. Khan is holding the position of Director in several companies of Summit Group.



#### Sanadina Khan

Director

Ms. Sanadina Khan, Daughter of Mr. Jafer Ummeed Khan, was born in 1979. She completed her Masters in Computing Science from the University of Nottingham, England in 2002. She completed her second Masters in Applied Finance & Professional Accounting from the University of Queensland Australia. After the completion of her Masters, she joined in the management position of Summit Group.

Presently Ms. Khan is holding the position of Director in several companies of Summit Group.

Advocate Salahuddin Ahmad Director

Mr. Salahuddin Ahmad is the Additional Attorney General of Bangladesh and a practicing Advocate of the Supreme Court of Bangladesh. He has extensive experience in the field of commercial and corporate law as well as knowledge and experience of energy law and practice in the areas of oil and gas exploration contracts and in relation to various power projects in Bangladesh. He is also a Senior Associate of Dr. Kamal Hossain and Associates.

He obtained a degree of B.Sc Economics from the London School of Economics and M.A from the London University. He also obtained a LLM from the Columbia law School in 1984. He has taught Economics at Dhaka University where he was an Associate Professor in Economics, and has also taught at the Institute of Business Administration, Dhaka University.

#### Syed Fazlul Haque FCA

Director

A Chartered Accountant by profession, Syed Fazlul Haque, started his career as Partner of A Qasem & Co, Chartered Accountants in mid 1971. In April 1975 he moved to executive career by joining Biman, Bangladesh Airlines, as its Controller of Accounts and since then his long varied career

included increasingly higher positions in different local and multinational organizations. Leaving Biman in May 1978, Eazlul went to Libya to serve in Ammonia Plant, Benghazi for a short span of two years. On return, Fazlul joined Burmah Eastern Limited (now Padma Oil Co. Ltd) in January 1981 as Finance Manager & Company Secretary and was promoted as CEO of the Company in September 1991. Fazlul left Padma in January 1993 to join Glaxo Bangladesh as Finance Director where he was made Managing Director of the Company in August 1997. Fazlul served the Company (subsequently renamed as GlaxoSmihKline Bangladesh after merger with SmithKline Beecham in November 2000) until he retired on 31st December 2002.

During the tenure of his long career, Fazlul served as committee member of Metropolitan Chamber of Commerce & Industries, Foreign Chamber of Commerce & Industries and Bangladesh Employers Federation. Fazlul is married to Rebecca and they are blessed with one daughter and a son.

#### Tapan Krishna Podder FCA, FCMA

Director

A Qualified Chartered Accountant as well as Cost & Management Accountant by profession Mr. Podder started his career as a Senior Principal Officer in Investment Corporation of Bangladesh (ICB) in 1984. He rendered his long 15-years of services in Industrial Development & Leasing Company (IDLC) for the period from 1985 to 2000. Mr. Podder left IDLC from its position as the General Manager and joined Prime Finance & Investment Limited (PFI) as its Managing Director. He served in PFI till January 2006. Mr. Podder did his Masters of Commerce in Accounting from University of Dhaka in 1979.

#### Helal Uddin Ahmed

Director

Mr. Helal Uddin Ahmed completed his Masters from Dhaka University in 1978. After completion his education he started his career as a businessman. Mr. Helal formed SAN Engineers in 1982 and engaged with the business of Bangladesh Chemical Industries Corporation (BCIC) for supplying various chemicals items such as Liquid chloride, Caustic Soda, Hydrogen peroxide Soda Ash, PVC compound etc. Mr. Helal is the Director of Savar Refractories Ltd. which is a public limited company and largest producer of refractories materials in Bangladesh. He is the founder member of Kabi Nazrul Islam University at Trishal, Mymensingh.

#### **SUCCESS MILESTONES** Incorporation of the Company March 30, 1997 Signing of Project Agreements with REB & GOB February 10, 2000 **Commercial operation at Savar** February 8, 2001 **Commercial operation at Narshingdi** April 1, 2001 **Commercial operation at Comilla** June 02, 2001 Conversion from private to public limited company June 07, 2004 January 13, 2005 **Appointment of Issue Manager Credit Rating by CRISL** March 29, 2005 Agreement with CDBL June 19, 2005 Approval of Prospectus from SEC June 25, 2005 Signing of Project Agreements for expansion at Madhabdi and Comilla with REB & GOB June 28, 2005 June 28, 2005 **Publication of Prospectus** Subscription opens for public August 27, 2005 October 03, 2005 Allotment of IPO shares Listing with CSE October 23, 2005 November 10, 2005 **Listing with DSE** First trading in Stock Exchanges November 15, 2005 Signing of Project Agreements for expansion at Savar with REB & GOB March 20, 2006 Commercial operation at Comilla expansion project November 15, 2006 Commercial operation at Madhabdi expansion project December 16, 2006 CDBL - Central Depository Bangladesh Limited CRISL - Credit Rating Information & Services Limited GOB - Government Of Bangladesh REB - Rural Electrification Board SEC - Securities & Exchange Commission DSE - Dhaka Stock Exchange Limited - Chittagong Stock Exchange Limited CSE **IPO** - Initial Public Offering



## Corporate Governance

The corporate governance philosophy of the Company is aimed at assisting the top management in efficient conduct of its affairs as well as in meeting obligations to all the stakeholders and is guided by strong emphasis on transparency, accountability and integrity. It provides the Company with strategic guidance as to how the objectives are set and achieved, how risk is monitored and assessed and how the performance is maximized.

Keeping in view the size, complexity and operations, the governance framework of the Company is based on the following principles:

- That the Board is appropriate in size and members are committed to their respective duties and responsibilities
- That timely flow of information to the Board and its Committees are ensured to enable them to discharge their functions effectively
- That a sound system of risk management and internal control is in place.
- That timely and balanced disclosure of all material information concerning the Company is made to all Stakeholders.
- That all transactions of the Company are transparent and accountability for the same is well established.
- That we are compliant with all regulatory and statutory rules and regulations.

#### The Responsibilities of the Board

To ensure effective maintenance of corporate governance, the Board of Summit formulates strategic objectives and policies for the company, provides leadership in implementing those objectives as well as supervises management of the company's affairs. In Summit, Board of Directors is in full control of the company's affairs and is also accountable to the shareholders. The Board firmly believes that the success of the company depends largely on the prevalence of a credible corporate governance practice.

In discharging its responsibilities, the Board fulfills certain key functions, including:

- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance.
- Ensuring the integrity of the company's accounting & financial reporting systems are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
- Reviewing company's financial statements and oversee its compliance with applicable audit, accounting and reporting requirement.
- Monitoring implementation and effectiveness of the approved strategic and operating plans.
- Establish company's value.
- Oversee the corporate governance of the company

The Company's policy is to maintain optimum combination of Directors from both Sponsors and general public. The Board of Directors of the Company comprises of 10 Directors of which six are from the sponsors, three from general investors and one as independent Director. The short introduction of the Directors has been described in page 11. The Board ensures that the activities of the Company are always conducted with adherence to high ethical standard and in the best interest of the shareholders.

#### **Board meetings and procedures**

The Board meets at least once in a quarter. The number of meetings held during the financial year ended 31 December 2006 was 8. The procedures of the board meeting are mentioned below:

(a) Selection of Agenda: The Chairman of the Board sets the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Any member of the Board may request that an item be included on the agenda.

(b) Board Materials: Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings to allow the Directors to prepare for discussion of the items at the meeting. internal controls operated by the company, including financial, operational and compliance controls and risk management.

The company has adequate system of internal control in place. The well defined organization structure, predefined authority levels, documented policy guidelines and an extensive system of internal controls ensure optimal utilization and protection of resources, reporting of financial transactions and compliance with applicable laws and regulations. The system also ensures that assets are safeguarded against loss from unauthorized use or disposition.



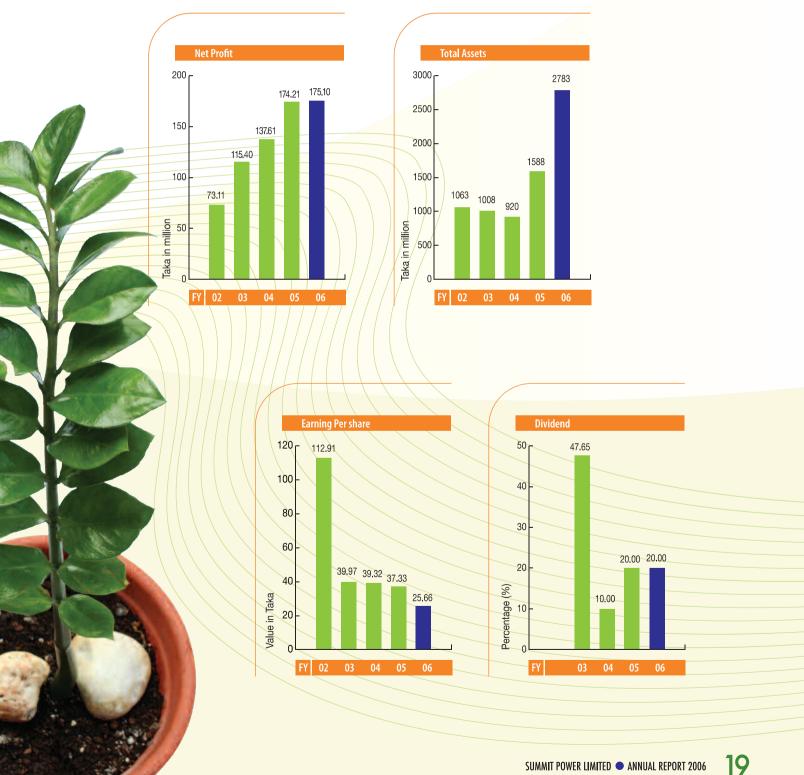
(c) Senior Management in the Board meeting: At the invitation of the Board, members of senior management attended Board meetings or portions thereof for the purpose of participating in discussions.

#### **Internal Control Framework**

The Management recognizes its responsibilities to present a balanced and understandable assessment of the company's position and prospect. The management has accountability for reviewing and approving the effectiveness of

## Financial Highlights

	2006	2005	2004	2003	200
Operating data (Taka in million)					
Turnover	584.35	521.04	483.96	472.84	464.09
Operating Expenses	274.19	237.15	234.40	240.87	231.44
Gross Profit	310.16	283.89	249.56	231.97	232.6
General & Admin Expenses	102.83	73.76	57.29	53.30	61.19
Interest & Financial Charges	46.76	48.05	51.24	70.80	106.0
Net Profit	175.10	174.21	137.61	115.40	73.1
Balance Sheet data (Taka in million)					
Paid up Capital	715.00	650.00	350.00	350.00	196.00
Shareholders Equity	1154.49	1044.38	508.63	455.11	358.1
Total Debt	1494.80	512.29	387.94	508.14	635.3
Current Assets	253.79	385.63	107.12	104.83	133.8
Current Liabilities	644.39	205.48	140.51	162.37	186.4
Total Assets	2782.70	1588.23	920.37	1008.23	1062.5
Total Liabilities	1628.21	543.85	411.74	553.12	704.3
Financial ratios					
Gross profit ratio (%)	53.08	54.49	51.57	49.06	50.1
Net profit ratio (%)	29.97	33.43	28.43	24.41	15.7
Return on total assets (%)	6.29	10.97	14.95	11.45	6.8
Debt Equity ratio	56: 44	33: 67	43:57	53:47	64: 30
Other data					
Weighted average Earning Per share (Taka)	25.66	37.33	39.32	39.97	112.9
Dividend (%)	20.00	20.00	10.00	47.65	
Total No of shares outstanding	71,50,000	65,00,000	35,00,000	35,00,000	19,60,000
Weighted average no of shares outstanding	68,25,000	46,66,667	35,00,000	24,67,500	64750
Total no of sponsors shares under lock in	45,00,000	45,00,000	-	-	
Total no of free float shares	26,50,000	20,00,000	-	-	



# Directors' Report to the Shareholders for the year ended 31st December, 2006



#### Bismillahir Rahmanir Rahim

Dear Shareholders,

Assalamualykum,

The Board of Directors of Summit Power Limited (SPL) welcomes you all in the 10th Annual General Meeting of the company. We have the pleasure in submitting before you the operational activities and audited financial statements of the company for the year ended December 31, 2006.

The Directors' Report is prepared in compliance with the section 184 of the Companies Act 1994 and Securities & Exchange Commission's notification no- SEC/CMRRCD/2006-158/Admin/02-08 dated 20th February 2006.

#### Operating Results

During the year 2006 the company exported 251,252 MWH electricity from its three power plants and earned a total revenue of Tk. 584.35 million representing 12% growth over 2005. A brief highlight of the performance of the three plants in terms of capacity utilization for the last three years are given below:

#### Average Plant Factor (%)

Name of Plants	2006 2005 2004
Savar	83.03 82.12 84.39
Narsingdi	\$76.37\\\ 88.40\\\\\ 84.58\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
Comilla	*79.44 85.47 85.75

\* Comilla expansion plant has been generating electricity from 15th November 2006 and that of Narshingdi expansion plant has started generation from 16th of December 2006. In view of the above commissioning of the expansion plants, some expected disturbance took place in generation in the year 2006.

স্মিয় শেয়ারখেন্ডারবৃদ,

আসসালামু আলাইকুম,

সামিট পাওয়ার লিমিটেড এর দশম বার্ষিক সাধারণ সভায় পরিচালনা পর্যদের পক্ষ থেকে আপনাদের সবাইকে স্বাগত জানাচ্ছি। আমরা অত্যন্ত আনন্দের সাথে উপস্থাপন করছি ৩১ ডিসেম্বর ২০০৬ ইং সমাপ্ত বছরের কোম্পানীর পরিচালনা কার্যক্রম, নিরীক্ষিত আর্থিক বিবরনী ও নিরীক্ষকের প্রতিবেদন।

পরিচালনা পর্যদের প্রতিবেদন প্রণয়নের ক্ষেত্রে ১৯৯৪ সালের কোম্পানী আইনের ১৮৪ ধারা এবং সিকিউরিটিজ এন্ড এক্সচেন্জ কমিশনের নোটিফিকেশন নং এস ই সি / সি এম আর আর সি ডি / ২০০৬-১৫৮ / এডমিন / ০২-০৮, তারিখ ফেব্রুয়ারী ২০, ২০০৬ ইং অনুসরণ করা হয়েছে।

#### প্রিচালনার ফ্লাফ্রন

কোম্পানী ২০০৬ সালে ৩টি বিদ্যুৎ কেন্দ্রের মাধ্যমে মোট ২৫১,২৫২ মেগাওয়াট আওয়ার বিদ্যুৎ বিতরণ করেছে। উপরোক্ত বিক্রয় থেকে ২০০৬ সালে কোম্পানীর মোট রাজস্ব আয় ছিল ৫৮৪.৩৫ মিলিয়ন টাকা, ২০০৫ এর তুলনায় রাজস্ব প্রবৃদ্ধি ১২ শতাংশ। ৩ টি বিদ্যুৎ কেন্দ্রের গত তিন বছরের উৎপাদন ক্ষমতার ব্যবহার সংক্ষিপ্তভাবে নিম্নে উপস্থাপন করা হলো ঃ

		গড় উৎপাদন ক্ষমতা (%)		
বিদ্যুৎ কেন্দ্রের নাম	२००७	2006	2008	
সাভার	b0.00	৮২.১২	৮৪.৩৯	
নরসিংদী	*৭৬ <b>.৩</b> ৭	bb.80	b8.6b	
কুমিল্লা	*৭৯.৪৪	৮৫.৪৭	b&.9&	

কুমিল্লা সম্প্রসারণ বিদ্যুৎ কেন্দ্র ১৫ই নভেম্বর ২০০৬ ইং এবং নরসিংদি সম্প্রসারণ কেন্দ্র ১৬ই ডিসেম্বর ২০০৬ ইং তারিখ থেকে বিদ্যুৎ উৎপাদন করে আসছে। ২০০৬ সালে সম্প্রাসারিত বিদ্যুৎ কেন্দ্রের নির্মাণ কাজের ফলে পুরাতন বিদ্যুৎ কেন্দ্রের উৎপাদন কিছুটা ব্যাহত হয়েছে।

#### **Financial Results**

During the year 2006, the company's net profit amounted to Tk. 175.10 million as compared to Tk. 174.21 million of year 2005. This is in the backdrop that the company has undertaken expansion programs to increase its total generating capacity to 105 MW. It is imperative that sufficient funds are available to finance the uninterrupted progress of the project work. In view of this, the Directors would like to report the company's financial results for the year ended 31st December 2006 with the recommendations for appropriation as follows:

#### **Appropriation of Profit**

Figure in million taka

Tk. 359.48

Tk. 175.10
Tk. 184.38
k. 359.48
Tk. 143.00
Tk. 216.48

#### Dividend

Total

Your Directors have recommended 20% stock dividend (1 share for every 5 shares held) on 7,150,000 ordinary share of Tk. 100 each, for the year ended December 31, 2006, subject to approval by the shareholders at the 10th Annual General Meeting.

#### Directors meeting & attendance

During the year ended December 31, 2006, the Board of Directors held 08 meetings. Name of Directors who attended the Board meetings are given below:

#### আর্থিক ফ্রশাফ্রন

২০০৬ সালে কোম্পানীর নীট মুনাফা ছিল ১৭৫.১০ মিলিয়ন টাকা যার বিপরীতে ২০০৫ সালে ছিল ১৭৪.২১ মিলিয়ন টাকা। আপনারা নিশ্চয় অবগত আছেন যে, আপনাদের কোম্পানী ইতিমধ্যেই বর্তমান ৩৩ মেগাওয়াট কে প্রায় ১০৫ মেগাওয়াট এ উন্নীত করনের পদক্ষেপ গ্রহন করেছেন। প্রকল্পের কাজের ধারাবাহিক ও অব্যাহত অগ্রগতির জন্য পর্যাপ্ত পরিমানে অর্থের চাহিদা বিদ্যমান রয়েছে।

সে প্রেক্ষিতে পরিচালকমন্ডলী কোম্পানীর আর্থিক ফলাফল পেশসহ ৩১ শে ডিসেম্বর ২০০৬ ইং সমাপ্ত বছরের জন্য নিম্নলিখিত আবন্টন সুপারিশ করছে ঃ

#### লাভ আবন্টন

	(মিলিয়ন টাকা)
২০০৬ সমাপ্ত সালের নীট লাভ	३१৫.३०
পূর্ববর্তী বছরের আনীত লাভ	368.0b
বন্টনযোগ্য লাভ	৩৫৯.৪৮
বন্টন সমূহ ঃ	
প্রস্তাবিত সঞ্চিত লভ্যাংশ	\$80.00
লাভ লোকসান আবন্টন হিসাবে স্থানান্তর	২১৬.৪৮
মোট	৩৫৯.৪৮

#### লভ্যাংশ

পরিচালনা পর্ষদ ৩১ ডিসেম্বর ২০০৬ ইং সমাপ্ত বছরের জন্য প্রতিটি ১০০ টাকা মুল্যের ৭১,৫০,০০০ সাধারণ শেয়ারের উপর ২০ শতাংশ সঞ্চিত্ত লভ্যাংশ (প্রতি ৫টি শেয়ারের বিপরীতে ১টি শেয়ার) সুপারিশ করেছেন যা দশম বার্ষিক সাধারণ সভায় সম্মানিত শেয়ারহোন্ডারগণের অনুমোদনের জন্য পেশ করা হবে।

#### পরিচালক মন্দ্রলীর সভা অবং উপন্থিতি

২০০৬ সালের ৩১ শে ডিসেম্বর সমাপ্ত বছরে পরিচালনা পর্যদের মোট ৮টি সভা অনুষ্ঠিত হয়। নিম্নে পরিচালকগণের নাম সহ উপস্থিতির তালিকা দেয়া হলো ঃ

পরিচালকগনের নাম	উপস্থিতির সংখ্যা
জনাব মুহাম্মদ আজিজ খান	ob
মিসেস আনজুমান আজিজ খান	ob
জনাব মোঃ ফরিদ খান	09
জনাব মােঃ লতিফ খান	০৬
আয়েশা আজিজ খান	০২
সানাদিনা খান	০২
এডভোকেট সালাহ উদ্দিন আহমদ	०२
সৈয়দ ফজলুল হক	00
জনাব তপন কৃষ্ণ পোদ্দার	०२
হেলাল উদ্দিন আহমেদ	०७

#### Name of Directors Attended Mr. Muhammed Aziz Khan 80 Mrs. Aniuman Aziz Khan 08 Mr. Md. Farid Khan 07 Mr. Md. Latif Khan 06 Ms. Ayesha Aziz Khan 02 Ms. Sanadina Khan 02 Advocate Salahuddin Ahmad 02 Syed Fazlul Hague FCA 03 Mr. Tapan Krishna Podder FCA, FCMA 02 Mr. Helal Uddin Ahmed 03

#### **Board of Directors**

As per Article 23(b) of the Articles of Association Mrs. Anjuman Aziz Khan, Mr. Md. Latif Khan and Ms. Sanadina Khan shall retire in the 10th Annual General Meeting by rotation and being eligible, offer themselves for re-election.

#### Auditors

M/s Rahman Rahman Hug, Chartered Accountants, located at 9 Mohakhali C/A, Dhaka-1212, the only Member Firm of KPMG in Bangladesh, was appointed as the auditor of the company in the 9th Annual General Meeting held on June 25, 2006. They have carried out the audit for the year 2006 and the auditor of the company will retire in the 10th Annual General Meeting. Being eligible under section 212 of the companies Act, 1994 they have expressed their willingness for reappointment for the year 2007. As recommended by the Board, the resolution to reappoint M/S Rahman Rahman Hug as auditor will be placed at the forthcoming Annual General Meeting of the company.

#### **Business Expansion**

Your company was established in 1997 and became the first independent power company in the private sector. The company commenced generation of power in 2001 in its three power plants at Savar, Narsingdi and Comilla with operating capacity of 11 MW each. Since capacity expansion, Comilla plant has been generating 24.50 MW electricity from 15th

#### পরিচালনা পর্ষদ

কোম্পানীর আর্টিকেল অব এসোসিয়েশন এর ২৩(খ) বিধান মোতাবেক মিসেস আনজুমান আজিজ খান, জনাব মোঃ লতিফ খান এবং সানাদিনা খান দশম বার্ষিক সাধারণ সভায় পর্যায়ক্রমে অবসর গ্রহন এবং বিধি মোতাবেক যোগ্য বিধায় নিজেদের পুনঃনিয়োগের প্রস্তাব করেছেন।

#### নিবীক্ষবা

মেসার্স রহমান রহমান হক, চার্টার্ড একাউনটেন্ট, ৯ মহাখালী বা/এ, ঢাকা-১২১২ বাংলাদেশে কেপিএমজি এর একমাত্র সদস্য ফার্ম কে ২৫ শে জুন ২০০৬ ইং তারিখে অনুষ্ঠিত ৯ম বার্ষিক সাধারণ সভায় নিয়োগ দেয়া হয়েছিল। তারা ২০০৬ সালের নিরীক্ষা কাজ সম্পন্ন করেছেন এবং দশম বার্ষিক সাধারণ সভায় অবসর গ্রহন করবেন। ১৯৯৪ সালের কোম্পানী আইনের ২১২ ধারা মোতাবেক তারা ২০০৭ সালের জন্য পূনঃনিয়োগ প্রাপ্তির আবেদন করেছেন। পরিচালনা পর্ষদের সুপারিশ ক্রমে পূনঃনিয়োগের জন্য তাদের আবেদন নবম বার্ষিক সাধারণ সভায় পেশ করা হবে।

#### ব্যবসায়িক প্রসার

আপনাদের কোম্পানী বেসরকারী খাতে প্রথম বিদ্যুৎ উৎপাদনকারী প্রতিষ্ঠান হিসাবে ১৯৯৭ সালে প্রতিষ্ঠিত হয়। কোম্পানী সাভার, নরসিংদী ও কুমিল্লার স্থাপিত প্রতিটি ১১ মেগাওয়াট ক্ষমতা সম্পন্ন বিদ্যুৎ কেন্দ্র থেকে ২০০১ সাল থেকে নিরবিচ্ছিন্ন ভাবে বিদ্যুৎ উৎপাদন করে আসছে। ১৫ই নভেম্বর ২০০৬ ইং তারিখ থেকে কুমিল্লা প্রান্ট বর্ধিতাংশ সহ ২৪.৫০ মেগাওয়াট এবং নরসিংদী প্রান্ট ৩৫.৩০ মেগাওয়াট বিদ্যুৎ উৎপাদন করে আসছে। উৎপাদিত সমুদয় বিদ্যুৎ "বিদ্যুৎ ক্রয় চুক্তি" মোতাবেক পল্লী বিদ্যুতায়ন বোর্ড এর নিকট বিক্রয় করে আসছে।

এছাড়া কোম্পানী বাংলাদেশ সরকার ও আর ই বি এর সাথে তাদের সাভার বিদ্যুৎ কেন্দ্রে অতিরিক্ত আরো ৩৩.৭৫ মেগাওয়াট ক্ষমতা বৃদ্ধির লক্ষ্যে চুক্তি স্বাক্ষর করেছে। যার সম্প্রসারণ কাজ পূর্নদোমে চলছে। আগামী অক্টোবর ২০০৭ ইং সাল থেকে উক্ত বিদ্যুৎ কেন্দ্র উৎপাদন শুরু করবে বলে আমরা আশা করছি। এই প্রকল্প বাস্তবায়ন হলে কোম্পানীর মোট বিদ্যুৎ উৎপাদন ক্ষমতা বর্তমান ৩৩ মেগাওয়াট হইতে ১০৫ মেগাওয়াট-এ উন্নীত হবে।

#### ব্যবসায়িক মুঁকি ও অধিক্যয়তা

আপনাদের কোম্পানীর ২০০১ সাল থেকে তিনটি বিদ্যুৎ কেন্দ্রের মাধ্যমে বিদ্যুৎ উৎপাদন করছে। বিদ্যুৎ উৎপাদনের ক্ষেত্রে প্রাকৃতিক গ্যাস প্রধান কার্টামাল হিসাবে ব্যবহার হচ্ছে। পল্লী বিদ্যুতায়ন বোর্ড কোম্পানীকে বিদ্যুৎ উৎপাদনের নিমিত্তে চুক্তি মোতাবেক তিতাস গ্যাস ট্রান্সমিশন ও ডিস্টিবিউশন কোঃ লিঃ ও November 2006 and that of Narshingdi power plant has started generation of 35.30 MW electricity from 16th of December 2006. The entire generated electricity is sold to Rural Electrification Board (REB) under the Power Purchase Agreements.

Further the company has also signed project agreements with Government of Bangladesh (GOB) and REB for additional supply of electricity in the Savar region and accordingly full pledged work has been going on to expand the Savar plant capacity by 33.75 MW. We expect the plant to go into operation from October 2007. With this implementation, the company's total capacity will rise approximately to 105 MW from 33 MW in 2005.

#### **Business Risk & uncertainties**

Your company has been generating electricity in its three plants since 2001. Natural gas is used as input for operation of the power generating sets of the company. REB is contract bound to supply required gas to the company from Titas Gas Transmission & Distribution Co. Ltd., and Bakhrabad Gas systems Ltd. The risk of non-availability of spare parts in operation & maintenance is mitigated through a Spare Parts Support Agreements (SPSA) with original equipment manufacturers for major maintenance. A maintenance support agreement has been signed with original equipment supplier M/s Wartsila Finland OY. REB is agreement bound to pay tariff within a specific period on billing.

#### Going concern

While approving the financial statements, Directors have made appropriate enquires and analyzed the significant financial, operating as well as other indicators for enabling them to understand the ability of the company to continue its operations for a foreseeable period. Directors are convinced and have a reasonable expectation that the company has adequate resources to continue its operation consistently for the foreseeable future. Therefore the company adopted the going concern basis in preparing these financial statements.

বাখরাবাদ গ্যাস সিস্টেমস লিঃ হইতে প্রয়োজনীয় গ্যাস সরবরাহের নিশ্চয়তা প্রদান করেছে। বিদ্যুৎ কেন্দ্রের মেরামত ও রক্ষনাবেক্ষন কার্যে ব্যবহৃত খুচরা যন্ত্রাংশের সহজলভ্যতা নিশ্চিত এবং ব্যবসায়িক ঝুঁকি কমানোর লক্ষ্যে কোম্পানী মূল ইকুইপমেন্ট প্রভুতকারী প্রতিষ্ঠানের সাথে খুচরা যন্ত্রাংশ সরবরাহ চুক্তি সম্পাদন করেছে। এ ছাড়া মূল ইকুইপমেন্ট সরবরাহকারী ওয়ার্টসিলা ফিনল্যাভ এর সাথে বিদ্যুৎ কেন্দ্র মেরামত ও রক্ষনাবেক্ষণ চুক্তি সাক্ষর করেছে। আর ই বি চুক্তি মোতাবেক বিদ্যুৎ বিলের অর্থ নির্ধারিত সময়ের মধ্যে পরিশোধ করায় ব্যবসায়িক ঝুঁকি

#### চলমান ব্যবসায়

কোম্পানীর পরিচালনা পর্যদ হিসাব বিবরণী অনুমোদনের সময় কোম্পানী চলমান ব্যবসায় হিসাবে টিকে থাকতে সক্ষম কিনা তা পরিচালন, আর্থিক এবং অন্যান্য সূচক সমূহ অনুসন্ধান ও বিশ্লেষনের মাধ্যমে নিশ্চিত হয়েছেন। পরিচালনা পর্যদ এই মর্মে আশাবাদ ব্যক্ত করেন যে, কোম্পানীর পর্যাপ্ত সম্পদের উপর ভিত্তি করে ভবিষ্যতে এর কার্যক্রম সফলতার সাথে চালিয়ে যেতে সক্ষম। এই কারণে তারা চলমান ব্যবসায় ধারনার উপর ভিত্তি করে হিসাব বিবরনী প্রনয়নের সিদ্ধান্ত গ্রহন করেন।

#### यासिया समाप्रम

কর্পোরেট সুশাসন এমন একটি পদ্ধতি যার মাধ্যমে কোন প্রতিষ্ঠান পরিচালনা পর্ষদ কর্তৃক নির্দেশিত, পরিচালিত ও নিয়ন্ত্রিত হয়। আপনাদের কোম্পানী প্রচলিত আইন, রুলস ও রেগুলেশন অনুসরনের মাধ্যমে ব্যবসায়ীক সর্বোচ্চ সুনাম রক্ষায় সদা সচেষ্ট। যদিও কর্পোরেট সুশাসন একটি চলমান প্রক্রিয়া, তথাপি আমরা আমাদের প্রতিষ্ঠানে কর্পোরেট সুশাসন প্রতিষ্ঠা অব্যাহত রেখেছি। আমরা ইতিমধ্যে অভিট কমিটি, নির্বাহী কমিটি, কারিগরী কমিটি, ক্রয় কমিটি, অপারেশন ও মেইনটেন্যান্স কমিটি গঠন করেছি যা "Annexure-3" এ দেখা যেতে পারে। এ ছাড়াও কর্পোরেট সুশাসনের উপর আলাদাভাবে প্রতিবেদন উপস্থাপন করা হয়েছে।

#### কর্মোরেট সামাজিক দায়িত্ব

সমাজের কর্পোরেট নাগরিক হিসাবে আপনাদের কোম্পানীর উদ্দোক্তাগন নিম্নলিখিত সামাজিক দায়িত্ব পালন করে আসছে। আপনাদের কোম্পানী কর্তৃক অংশগ্রহনকৃত কয়েকটি উল্লেখযোগ্য উদাহরণ নিম্নে উপস্থাপন করা হলোঃ

#### (ক) সিরাজ-খালেদা ট্রাষ্ট

সামিটের একটি কল্যানমুখী কর্মকান্ড হলো সিরাজ-খালেদা ট্রাষ্ট। এই ট্রাষ্ট ১২ কোটি টাকা ব্যয়ে ঢাকা ক্যান্টনমেন্ট এলাকায় ২০০ শয্যা বিশিষ্ট একটি হাসপাতাল নির্মাণের প্রকল্প গ্রহন করেছে। উক্ত হাসপাতাল প্রতিষ্ঠার মাধ্যমে

#### Corporate Governance

Corporate Governance is the system through which companies are directed, guided and controlled by the Board, keeping in view its accountability to the shareholders. Your company strives to maintain full compliance with the laws, rules and regulations that govern our business and to uphold the highest standards.

Since corporate governance is not a static process, we continue to improve our practices; including formation of an Audit Committee, Executive Committee, Technical Committee, Purchase Committee, Operation & Maintenance Committee, which may be seen in Annexure-3. A separate chapter on corporate governance has

been reported before.



As a corporate citizen the sponsor company discharges its following social responsibility ethically and within the scope that is permitted during the course of running its business. Your company participates in the events mentioned below:

#### (i) Siraj-Khaleda Trust

Siraj-Khaleda Trust is the welfare wing of Summit. The Trust is funding the construction of a 200 bed Hospital Building Complex in Dhaka Cantonment Area, at a cost of TK 120 million, to extend inexpensive modern medical treatment to the underprivileged people of the area.

(গ) প্রথম আলো সহায়ক তহবিলে সামিট
মুহাম্মদ আজিজ খান "প্রথম আলো সহায়ক তহবিল''
সামাজিক আন্দোলনের উপদেষ্টা। মাদক বিরোধী আন্দোলন
এবং এসিড দগ্ধদের সাহায্যের জন্য " প্রথম আলো সহায়ক
তহবিল" গঠন করা হয়। মাদকাসক্তি নিরাময়ে মাদকবিরোধী
সামাজিক আন্দোলনে সামিট জনগনের সচেতনতা বৃদ্ধিতে
গুরুত্বপূর্ণ ভূমিকা পালন করে আসছে।

এলাকার সুবিধা বঞ্চিত লোকজন চিকিৎসা সুবিধা পাবে।

খেলাধুলার মান উনুয়নে সামিট প্রতি বৎসর "সামিট

কাপ গলফ টুর্নামেন্ট (প্রো-এম)" এর আয়োজন

(খ) সামিট কাপ গলফ টুর্নামেন্ট (প্রো-এম)

প্রতিযোগীতায় প্রফেশনাল ও

এ্যামেচার গলফারগণ অংশ

গ্রহন করে।

করে। কুর্মিটোলা গলফ ক্লাবে অনুষ্ঠিত

(ঘ) পরিবেশ সংরক্ষনে যত্নশীল পরিবেশ সংরক্ষনে সামিট সর্বোচ্চ মাত্রায় গুরুত্ব দিয়ে থাকে। কর্পোরেট দর্শনের অংশ হিসাবে প্রতিটি বিদ্যুৎ কেন্দ্রে পর্যাপ্ত পরিমানে গাছপালা লাগানো হয়েছে। এ ছাড়াও কাওরান বাজারে সামিট সেন্টারের সামনে অবস্থিত আম্বরশাহ মসজিদ এলাকায় পর্যাপ্ত পরিমানে বৃক্ষ রোপন করেছে। কর্পোরেট ও সামাজিক দায়িত্ববাধ থেকে নগরীর য়ে কোন ব্যস্ততম এলাকা কিংবা কেন্দ্র সমূহে আরও অধিক পরিমানে বৃক্ষ রোপন সামিট বদ্ধ পরিকর।



(ii) Summit Cup Golf Tournament (Pro-Am) Summit has been sponsoring a golf tournament titled "Summit Cup Golf Tournament (Pro-Am)" every year to promote goodwill and quality of sports. It is held at Kurmitola Golf Club where professional and amateur golfers participate to compete for the prized trophies.

রাখার জন্য সিকিউরিটিজ এন্ড এক্সচেন্জ কমিশন সম্প্রতি সকল তালিকাভূক্ত কোম্পানিতে কর্পোরেট সুশাসন প্রতিষ্ঠায় "Comply or Explain basis" এ নোটিফিকেশন জারি করেছেন। এস ই সির উক্ত নোটিফিকেশনের ভিত্তিতে কোম্পানীর পরিচালনা পর্ষদ বাস্তবতার নিরিখে অধিকাংশ ক্ষেত্রেই যথায়থ পদক্ষেপ গ্রহন করেছেন।

সিকিউরিটিজ এন্ড এক্সচেন্জ কমিশনের নোটিফিকেশন নং

#### (iii) Summit joins Prothom Alo Sahayak Tahbil

Muhammed Aziz Khan is an enthusiastic patron of the social campaigns sponsored by 'Prothom Alo Sahayak Tahbil' (Prothom Alo Support Fund). The program of the Prothom Alo Sahayak Tahbil includes anti drug campaigns and promotes support for acid burn victims.

এস ই সি / সি এম আর আর সি ডি / ২০০৬-১৫৮/ এডমিন /০২-০৮, তারিখ ফেব্রুয়ারী ২০, ২০০৬ ইং এর শর্ত ৫.০০ এর ভিত্তিতে গৃহীত পদক্ষেপ এর একটি বিবরণ Annexure- 1 এ সন্নিবেশিত করা হয়েছে।

সিকিউরিটিজ এন্ড এক্সচেন্জ কমিশনের নোটিফিকেশন নং এস ই সি / সি এম আর আর সি ডি / ২০০৬-১৫৮/ এডমিন /০২-০৮, তারিখ ফেব্রুয়ারী ২০, ২০০৬ ইং এর প্রেক্ষিতে অতিরিক্ত তথ্যাদির বিবরণ ঃ

(ক) কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রনীত আর্থিক বিবরনী সমূহ কোম্পানীর আর্থিক অবস্থা, কার্যাবলীর ফলাফল, নগদ প্রবাহ বিবরনী, কোম্পানী ইকুয়িটির পরিবর্তন সংক্রান্ত যাবতীয় তথ্যাবলী বাংলাদেশ একাউনটিং ষ্ট্যান্ডার্ড অনুযায়ী স্বচ্ছ ও পরিপূর্ণ ভাবে উপস্থাপন করা হয়েছে।



Summit adheres to the highest standards to protect the environment. As a corporate philosophy strict attention is given to ensure environmental harmony in all its business units. For example, in all Summit power plants, extensive number of saplings were planted. It also planted saplings along the side of the Ambar Shah Mosque, the lone historical landmark in the Karwan Bazar area. Summit regarded it a worthy opportunity to fulfill its corporate responsibility in adding greenery where possible, be it in a busy commercial area or in its power plants.

#### **Human Resources Management**

Your company recognizes that People are the most important resource and key to the success of any organization. To develop and equip the employees with key skills, the company places great emphasis on the development of its people and hence regular courses and workshops are arranged for their training and for updating knowledge on the respective functional areas.

- (খ) কোম্পানীর সঠিক ও যথোপযুক্ত হিসাব সংরক্ষন করা হয়েছে।
- (গ) আর্থিক বিবরনী প্রনয়নের ক্ষেত্রে উপয়ুক্ত হিসাব রক্ষণ নীতিমালা অনুসরন, নিয়মিত প্রয়োগ ও বিচার বিশ্লেষন করা হয়েছে।
- (ঘ) আর্থিক বিবরনী সমূহ প্রনয়নের ক্ষেত্রে বাংলাদেশে প্রযোজ্য ইন্টারন্যাশনাল একাউনটিং ষ্ট্যান্ডার্ড অনুসরন এবং সংশ্লিষ্ট হিসাব নীতিমালা অনুসূত হয়েছে।
- (৩) কোম্পানীতে উপযুক্ত আভ্যন্তরীন নিয়ন্ত্রন ব্যবস্থা বিদ্যমান। আভ্যন্তরীন নিয়ন্ত্রন ব্যবস্থার মাধ্যমে কোম্পানীর সম্পদের অবৈধ ব্যবহার এবং ক্ষতি রহিত করার পদক্ষেপ নেয়া হয়েছে। নিয়মিত ভাবে ব্যবসায়িক ঝুঁকি নির্ণয় ও পর্যবেক্ষন করা হয়।
- (চ) কোম্পানী চলমান ব্যবসায় হিসাবে ভবিষ্যত কার্যক্রম চালিয়ে যেতে সক্ষম।
- (ছ) উল্লেখিত লাভ আবন্টন এবং আর্থিক দক্ষতা ব্যতিরেকে কোম্পানীর পরিচালনায় গত বৎসরের তুলনায় কোন উল্লেখযোগ্য বিচ্যুতি ঘটে নাই।
- (জ) কোম্পানীর গত তিন বৎসরের পরিচালনার উপাত্তসমূহ ইতিপূর্বে প্রদর্শিত "পরিচালনার ফলাফল" নামক হেডিং-এ এবং আর্থিক ফলাফল পৃথক ভাবে "Financial Highlight" এর মাধ্যমে প্রদর্শন করা হয়েছে।

#### **Status of Compliance**

The Securities and Exchange Commission has issued a notification for all listed companies in order to improve Corporate Governance in the interest of the investors and capital market on "Comply or Explain" basis. The Board of Directors of the Company has taken appropriate steps to comply with the requirements of the most recent SEC's notification and implemented as many of those as practicable.

Status of compliance under condition no-5.00 of the Securities & Exchange Commission's notification no-SEC/CMRRCD/2006-158/Admin/02-08 dated February 20, 2006 has been annexed in **Annexure -1**.

Additional statement in pursuance to the notification no-SEC/CMRRCD/2006-158/Admin/02-08 dated February 20, 2006 of the Securities & Exchange Commission:

- (a) The financial statements prepared in accordance with Bangladesh Accounting Standards, gives a true and fair view of the state of the company's affairs as of 31 December 2006 and of the results of its operations, its cash flows and changes in equity for the year ended December 31, 2006.
- (b) Proper books of accounts of the company have been maintained.
- (c) The company has used appropriate accounting policies in the preparation of financial statements, supported by reasonable and prudent judgments and estimates as necessary.
- (d) International Accounting Standards, as applicable in Bangladesh have been followed in the preparation of the financial statements and in compliance with relevant accounting policies.
- (e) The company has a sound internal control system. This is to ensure that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are authorized, recorded and reported correctly. The business risk is also identified and monitored on a regular basis.
- (f) There is no significant doubt upon the companies ability to continue as a going concern.
- (g) There is no significant deviation from the last year's operating of the company except as

- (ঝ) পরিচালনা পর্ষদ ৩১শে ডিসেম্বর ২০০৬ ইং সমাপ্ত বছরের জন্য লভ্যাংশ সুপারিশ করেছে।
- (এঃ) পরিচালক পর্যদের অনুষ্ঠিত সভার সংখ্যা এবং পরিচালকবৃন্দের উপস্থিতির সংখ্যা ইতিপূর্বে উল্লেখ করা হয়েছে।
- (ট) ৩১ই ডিসেম্বর ২০০৬ ইং, সমাপ্ত বছরে কোম্পানীর শেয়ারহোল্ডিং কাঠামো Annexure-2 এ সন্নিবেশিত রয়েছে।

#### মৈকজ্জা স্মার্যার

আপনাদের পরিচালক পর্ষদ কোম্পানীর ব্যবসায়িক কর্মকান্ডে সার্বিক সাহায্য ও সহযোগীতার জন্য সম্মানিত শেয়ারহোল্ডারদের আন্তরিক কৃতজ্ঞতা জ্ঞাপন করছে। আমাদের উপর আপনাদের বিশ্বাস আগামী দিনে চলার পথে সহায়ক হবে।

পরিচালক পর্ষদ বিভিন্ন আর্থিক প্রতিষ্ঠান, ব্যাংক, কোম্পানীর প্রাহক ঢাকা, নরসিংদী ও কুমিল্লা পল্লী বিদ্যুৎ সমিতি সহ উহার নিয়ন্ত্রনকারী প্রতিষ্ঠান পল্লী বিদ্যুতায়ন বোর্ডের প্রতিও গভীর কৃতজ্ঞতা প্রকাশ করছে। একই সাথে পরিচালক পর্ষদ প্রত্যেক বিনিয়োগকারী, সরকারী কর্তৃপক্ষ, সিকিউরিটিজ এড এক্সচেন্জ কমিশন, রেজিষ্টার অব জয়েন্ট ষ্টক কোম্পানীজ এড ফার্মস, ঢাকা ষ্টক এক্সচেন্জ লিমিটেড, চট্রগ্রাম ষ্টক এক্সচেন্জ লিমিটেড সহ সকল প্রতিষ্ঠানকে তাদের সার্বিক সহযোগীতার জন্য ধন্যবাদ জানাছে।

আপনাদের পরিচালক মন্ডলী কোম্পানীর সকল স্তরের কর্মকর্তা কর্মচারীদের সম্মিলিত প্রচেষ্টা, নিরলস ও কঠোর পরিশ্রমের মাধ্যমে কোম্পানীর প্রবৃদ্ধি ও অগ্রগতি সাধনে অবদান রাখার জন্য ধন্যবাদ জানাচ্ছে।

দশম বার্ষিক সাধারণ সভায় আপনাদের উপস্থিতি একান্তভাবে কামনা করছি।

পরিচালনা পর্যদের পক্ষে.

মুহাম্মদ আজিজ খান চেয়ারম্যান

ঢাকা। ২৯ এপ্রিল, ২০০৭

highlighted in the appropriation of profit and financial performance herein before.

- (h) The key operating data for the last three years is given under the heading 'Operating Results' herein before and the Financial Results for five years have been shown in separate chapter, under the heading "Financial Highlights".
- (i) The Board has recommended dividend for the year ended December 31, 2006.
- (j) The number of Board meetings held during the year and the attendance by each Director has been mentioned before.
- (k) Pattern of shareholding as on 31st December 2006 has been shown in **Annexure-2**

#### Acknowledgement

Your Board of Directors would like to place on record its deep gratitude to the hon'ble shareholders for their co-operation and support towards the business of the company. Your faith in us enables us to move forward.

The Board would like to express their grateful appreciation for the assistance and co-operation received from the financial Institutions, Banks, our customers Dhaka, Narshingdi & Comilla Palli Bidyut Samities and its principal Rural Electrification Board (REB). The Board also express their thanks to each and every investor, Government authorities, the Securities & Exchange Commission, Registrar of Joint Stock Companies & Firms, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited for their extensive support and co-operation.

Your Directors also wish to express their thanks to the employees of the company at all levels for their team spirit, hard work and dedicated service towards the growth and progress of the company.

We look forward to seeing you at our 10th Annual General Meeting.

On be half of the Board of Directors,

Muhammed Aziz Khan Chairman

Dhaka. 29th April, 2007



# Compliance Report on SEC's Notification

ANNEXURE -1

Status of Compliance with the conditions imposed by the Commissions Notification No- SEC/EMRRCD/2006-158/Admin/02-08 dated February 20, 2006 issued under section 2CC of the Security & Exchange Ordinance 1969.

(Report under condition no-5.00)

Condition	Title	Compliance status		Explanation for	
		Complied	Not complied	non-compliance with the condition	
1.1	Board's size	V			
1.2	Appointment of Independent Non-shareholder Director	The state of the s			
1.3	Chairman of the Board and Chief Executive Officer be different person		1	In view of the size and volume of activ- ities it is preferable	
1.4	Directors' report to include declarations on:			to have one person	
	a. Fairness of state of the affairs	V		to hold both posi-	
	b. Keeping proper books of accounts	V		tions.	
	c. Consistent application of Accounting Policies in preparation of financial statements	<b>V</b>			
	d. Observance of Bangladesh Accounting Standard(BAS)	$\sqrt{}$			
	e. Soundness and efficiency of Internal Control	$\sqrt{}$			
	f. Ability of Summit Power to continue as a going concern	$\sqrt{}$			
	g. Significant deviations from last year in operating results	$\sqrt{}$			
	h. Presentation of key operating and financial data for last three years	$\sqrt{}$			
	i. Declaration of dividend	$\sqrt{}$			
	j. Number of Board meeting held during the year and attendance by each Director	$\sqrt{}$			
	k. Shareholding pattern	$\sqrt{}$			
2.1	Appointment of CFO, Head of Internal Audit and Company Secretary		V	The position of Head of Internal Audit is yet to be	
2.2	Attendance of CFO and Company Secretary in the Board meeting	V		filled up. In view of the size and volume of activities the CFO is acting as Company Secretary.	

/_///				
Condition	n Title	Compliance status		Explanation for
		Complied	Not complied	non-compliance with the condition
3.0	Formation of Audit Committee	$\sqrt{}$		
3.1	i. Number of members of Audit Committee	$\sqrt{}$		
	ii. Inclusion of non-shareholder Director in the Audit Committee	V		
	iii. Fill the casual vacancy in Audit Committee	$\sqrt{}$		
3.2	i. Selection of the Chairman of Audit Committee	$\sqrt{}$		
	ii. Qualification of Audit Committee Chairman	$\sqrt{}$		
3.3.1	i. Report by the Audit Committee on its activities to the Board of Directors		$\sqrt{}$	Under Process
	ii. Report to the Board by the Audit Committee on:			
	a. Conflicts of interests			Linked to condition -3.3.1
	b. Suspected or presumed fraud or irregularity or material defect in the internal control system			Linked to condition -3.3.1
	c. Suspected infringement of laws, including securities related laws, rules and regulations			Linked to condition -3.3.1
	d. Any other matter			Linked to condition -3.3.1
3.3.2	Reporting to the SEC by the Audit Committee			Linked to condition -3.3.1
3.4	Reporting to the shareholders and general investors			Linked to condition -3.3.1
4.0	Statutory Auditors not to engage in:			
	i. Appraisal or valuation services	$\sqrt{}$		
	ii. Financial information systems design and implementation	$\sqrt{}$		
	iii. Book keeping or other services related to financial state- ments	V		
	iv. Broker-dealer services	$\sqrt{}$		
	v. Actuarial services	$\sqrt{}$		
	vi. Internal audit services			
	vii. Any other services that the Audit committee determines	$\sqrt{}$		

## Shareholding information

#### ANNEXURE -2

Categories of Shareholder	No. of Shareholder	No. of Shares held
Sponsors:		
Summit Industrial & Mercantile Corporation (Pvt.) Ltd	01	45,64,670
Euro Hub Investments Limited	01	385,000
Mr. Mainul Abedin	01	110
Dr. Mirza Khairuzzaman	01	55
Advocate Imtiaz Mahmood	01	55
Mr. Azharul Haque	01	55
Mr. A.N.M. Tariqur Rashid	01	55
Directors, CEO, Company Secretary, CFO, Head of Internal Audit and their spouses:		
Mrs. Jesmin Sultana (Wife of Md. Mamunur Rashid, FC & Company Secretary)	01	55
Executives	-	NIL
Shareholders holding 10% or more voting rights	-	NIL

## Management Committees

#### **ANNEXURE -3**

Audit Committee	
/ Audit committee	
Syed Fazlul Haque FCA	Chairman
Mr. Md. Farid Khan, Director	Member
Ms. Ayesha Aziz Khan	Member
Mr. A.N. M Tariqur Rashid, General Manager	Member
Mr. Md. Mamunur Rashid FCMA, Financial Controller	Member Secretary
THE PARTICLE AND A CONTROL CON	Member Secretary
Executive Committee	
Mr. Muhammed Aziz Khan, Managing Director	Chairman
Mr. Md. Farid Khan, Director	Member
Dr. Mirza Khairuzzaman, Executive Director	Member
Mr. Saiful Alam, General Manager	Member
Mr. A.N. M Tariqur Rashid, General Manager	Member
Mr. Md. Mamunur Rashid FCMA, Financial Controller	Member
Purchase Committee	
Mr. Md. Farid Khan, Director	Chairman
Mr. Saiful Alam, General Manager	Member
Mr. A.N. M Tariqur Rashid, General Manager	Member
Mr. Md. Mamunur Rashid FCMA, Financial Controller	Member
Technical Committee	
Mr. Saiful Alam, General Manager	Chairman
Mr. Solaiman Patwary, Manager (Mechanical Maintenance)	Member
Mr. Zakir Hossain, Manager (Electrical Maintenance)	Member
Mr. Abdus Sobhan, Manager (Instrumentation & Control)	Member
Mr. A.K.M Asadul Alam Siddique, Manager (Operation)	Member
Operation & Maintenance Committee	
Mr. Saiful Alam, General Manager	Chairman
Mr. Solaiman Patwary Manager (Mechanical Maintenance)	Member
Mr. Zakir Hossain, Manager (Electrical Maintenance)	Member
Mr. Abdus Sobhan, Manager (Instrumentation & Control)	Member
Plant Manager	Member

# Management team Md. Zakir Hossain Commander M Emdadul Haque Md. Solaiman Patwary A.K.M. Asadul Alam Siddique Md. Abdus Sobhan Md. Farid Khan A.N.M Tariqur Rashid Muhammed Aziz Khan Saiful Alam Dr. Mirza Khairuzzaman Md. Mamunur Rashid SUMMIT POWER LIMITED ANNUAL REPORT 2006

# Introducing of the Senior Executives

**Dr. Mirza Khairuzzaman**Executive Director



Dr. Mirza Khairuzzaman obtained his degree in Engineering in 1964 from BUET, Dhaka and PhD. in 1973 from University of Aston in Birmingham, UK. He is a Fellow (life) of Institution of Engineers, Bangladesh. He joined teaching in Engineering College, Rajshahi, (now

RUET) in 1965 and left to join Bangladesh Steel and Engineering Corporation in 1974. He served in different management positions in BSEC including MD of Machine Tools Factory, National Tubes Limited and Head of Planning department of BSEC. He was later Member (Eng.) of Board of Directors of BSEC, Chairman of Board of Directors of General Electricity Manufacturing Company, Chittagong Dry Dock, Khulna Shipyard Ltd. and Eastern Tubes Ltd. He joined Summit Power Limited in 1999 during its inception and is the Executive Director (COO) of the company.

Dr. Khairuzzaman served at different national level Committees on Engineering, Quality Control and Safety and was Convener of the Committee on Sick Engineering Industries in Bangladesh. He is an external member of the Selection Committee of teachers of Department of Materials and Metallurgical Engineering of BUET.

**Saiful Alam**General Manager, Operation & Maintenance



Mr. Alam obtained his degree in Mechanical Engineering in 1980 from Khulna Engineering College (now KUET). He is a member of Institute of Engineers, Bangladesh. In 1980, he joined BPDB as an Assistant Engineer. He worked in different Power stations as an Executive Engineer.

He worked as a Mechanical Design Engineer in TPK, India. He has also worked as Manager of Shajibazar Power Station. In 2003, he left BPDB and joined in Summit Power Limited. Mr. Alam received training at home and abroad.

**A.N.M Tariqur Rashid**General Manager, Planning & Development



A.N.M. Tariqur Rashid obtained bachelor degree in engineering. After passing the graduation, he joined Bangladesh Power Development Board (BPDB) and worked in wide range of fields within BPDB ranging from power plant operation and maintenance to commercial section for more

than eight years. He also took part in designing, evaluating and developing the first ever bidding packages to seek private participation in power sector. Sensing the opportunity in private sector, he resigned from BPDB in the middle of 1999 and has been working in Summit Group since then. During last fifteen years, the career of Mr. Rashid has transformed into a professional level, by working different areas of power sector spanning from planning to arranging and securing supply side equipment to administrating the project management to participating project financing to efficient structuring of project construction and O&M activities.

Md. Mamunur Rashid FCMA
Financial Controller & Company Secretary



A qualified Cost & Management Accountant Mr. Mamun completed his Bachelors of Commerce and Masters of Commerce in Management under University of Dhaka in 1987 and 1989 and secured First Class 2nd and First class 4th position respectively. He is a fellow mem-

ber of the Institute of Cost & Management Accountants of Bangladesh (ICMAB). He joined Summit Power Limited in 2002. Before joining Summit Mr. Mamun had accumulated more than 13 years experience in different Government, non-Government and large private organizations. He rendered his professional services in Rahim Afrooz, BRAC, Desh Group of Companies, Bangladesh Power Development Board, Bangladesh Parjatan Corporation and Bangladesh Steel & Engineering Corporation at various responsible positions.

Mr. Mamun completed one year International Diploma in MIS & IT from BRAC Information Technology Institute in 2000. He is actively associated with the council of ICMAB and was elected as the Vice-Chairman in 2004 and General Secretary in 1999 & 2002 of Dhaka Branch of ICMAB.



# Introducing of the Senior Executives

### Md. Solaiman Patwary

Manager, Narshingdi power Plant



A Marine Engineer Mr. Patwary started his career as Junior Engineer in a foreign Ship. Prior to joining Summit Mr. Patwary has got 21 years professional experience as 5th Engineer, 4th Engineer, 3rd Engineer, 2nd Engineer and as Chief Engineer in foreign flag vessel since 1979. He obtained certifi-

cate of competency of Class 1(motor), Marine Engineer, U.K. Mr. Patwary did his class-2 Marine Engineering from Singapore and class 1 Marine Engineering degree from England. He attended various training, workshops and seminars at both home and abroad.

Md. Zakir Hossain Manager, Electrical Maintenance

Mr. Md. Zakir Hossain is an Electrical Engineer, graduated



from BUET in 1969. He is a fellow of Institute of Engineers Bangladesh. Before joining Summit Power Limited Mr. Zakir worked in different Foreign and Private companies. He has about 35 years of working experience in different organizations at the senior level. The organizations are

Azzawiya Oil Refinery Libya, Eastern Refinery, Chittagong, El-Beida Electricity Corporation, Libya, Bangladesh Power Development Board etc. Mr. Zakir completed 16 months of higher practical Training in the filed of Electrical Engineering and Power Economy in West Germany.

Md. Abdus Sobhan Manager, Instrumentation & Control

Mr. Sobhan is an Electrical Engineer, graduated from



BUET in 1977 and secured 1st Class. He is a member of The Institution of Engineers, Bangladesh. Before joining Summit in 2000 Mr. Sobhan accumulated 22 years of experience in different Govt., Semi Govt. and Private Organizations at home & abroad. In 1977, he started his career from

Khulna Engineering College as a Lecturer in Electrical Engineering department. He had 18 years of experience in 450MW Steam, Gas Turbine Power Plants and Seawater

Desalination Plants in the Secretariat of Electricity under the Govt. of Libya. He received on job training from both home & abroad.

### A.K.M. Asadul Alam Siddique

Manager, Comilla Power plant

Mr. A.K.M Asadul Alam did his Naval Architecture &



Marine Engineering from BUET, Dhaka and a member of The Institution of Engineers, Bangladesh. He did his class II and class I Marine Engineering from England in 1993 and 1996 respectively. Prior to joining Summit in 2003 Mr. Asad has accumulated 16 years of experience in

different organization at home & abroad. He started his career as Naval Architect with the Ship Designer & Consultant in 1987. After that he served in MV Ocean Pride of OPSL, Singapore and MZ Ghazi of IRISL, Iran as Chief Engineer. He rendered his services as 3rd Engineer, 4th Engineer, 5th Engineer and as a Cadet in Bangladesh Shipping Corporation from 1989 to 1993.

### Commander M Emdadul Haque,(E),psc,BN(Retd) Manager, Savar Power Plant



Commander M Emdadul Haque, (E), psc, BN(Retd) is a retired officer of Bangladesh Navy. He was graduated on Naval Architecture & Marine Engineering from BUET in 1984. He served the Navy for almost 24 years till July 2003. Mr. Emdad served as Chief Engineer of 3 Frigates, vital appointments in the Navy Dockyard and other shore

establishments including Chief Inspector of Naval Stores, which involved a pain staking duties of operation, maintenance, repair and quality control of ship born machinery and equipment. He is also trained as Marine Engineering Specialist from Royal Naval Engineering College UK in 1987. He is a graduate of Defense Services Command and Staff College, Mirpur. He has also attained degree on 'Masters on Defense Studies'(MDS) from National University. He has keen interest on subjects related to power generation and energy saving devices. He has also knacks on professional writings.

Memorable Events

### Energy Adviser visits Summit's Power plant at Madhabdi, Narshingdi

Hon'ble Adviser of Ministry of Energy & Mineral Resources Mr. Tapan Chowdhury visited 35 MW Power Plant located at Madhabdi, Narshingdi on Sunday, March 18, 2007. During visits he expressed satisfaction at the quality and maintenance of the power plant of Summit.





Partial view of august gathering at the exchange of views program during the Energy Advisor's visit.

From Right to left: Mr. Salahuddin Ahmed Khan, CEO, DSE, Mr. Md. Mozammel Haque, Member (Engineering), REB, Mr. Md. Habib Ullah Majumder, Chairman, REB, Hon'ble Energy Adviser Mr. Tapan Chowdhury, Mr. Muhammed Aziz Khan, Chairman & Managing Director and Mr. Md. Farid Khan, Director of Summit Power Ltd.

# Memorable Events

Summit Cup Golf Tournament (Pro-Am)

Summit has been sponsoring a golf tournament titled "Summit Cup Golf Tournament (Pro-Am)" every year. It is held at Kurmitola Golf Club where professional and amateur golfers participate to compete for the prized trophies.



President, Kurmitola Golf Club, Chief of Army Staff, Lt. General Moeen U Ahmed, ndc, psc participates in the Summit Cup Golf Tournament at Kurmitola Golf Club.



Mr. Muhammed Aziz Khan, Chairman of Summit Group handing over a crest to the hon'ble Chief guest, Chief of Naval Staff, Rear Admiral Sarwar Jahan Nizam on the occasion of prize distribution ceremony held at Kurmitola Golf Club.

Prize Distribution Ceremony of "Summit Cup Golf Tournament (Pro-Am)" held at Kurmitola Golf Club. Chief of Naval Staff, Rear Admiral Sarwar Jahan Nizam (7th from the left front), Chief of General Staff Major General Iqbal Karim Bhuiyan (8th from the left front) and Mr. Muhammed Aziz Khan, Chairman, Summit Group (5th from the left front) are seen with the winners of the trophies.



### SPL avails syndicated loan facilities for BDT 1,250 Million arranged by SCB.



Standard Chartered Bank (SCB) has arranged a BDT 1250 million loan through syndication for Summit Power Limited (SPL) to finance its 33.75 MW expansion unit at Savar. The other syndication member banks are BRAC Bank Limited, IFIC Bank Limited, Infrastructure Development Company Limited, Mutual Trust Bank Limited, National Bank Limited, National Credit & Commerce Bank Limited, One Bank Limited, Premier Bank Limited, Saudi-Bangladesh Industrial and Agricultural Investment Company Limited, State Bank of India, United Commercial Bank Limited.

The Chairman & Managing Director, Mr. Muhammed Aziz Khan handing over a crest to the CEO of Standard Chartered Bank Mr. Osman Murad.

Mr. Muhammed Aziz Khan, Chairman & Managing Director delivering his speech on the occasion of signing ceremony





The CEO's and
Managing Directors of all
participating bank of the
syndication facilities



### Spare Parts and Maintenance Agreements Signed with Wartsila

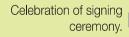
Summit Power Limited signed a long-term Spare Parts Procurement Agreement and a Maintenance Agreement with Wartsila, Finland OY the main equipment supplier of the expanded power plants of Summit Power. Senior management personnel of both the companies were present in the signing ceremony. The agreements will provide uninterrupted supply of original spares of Wartsila to the power plants and maintenance support from the original equipment manufacturer.



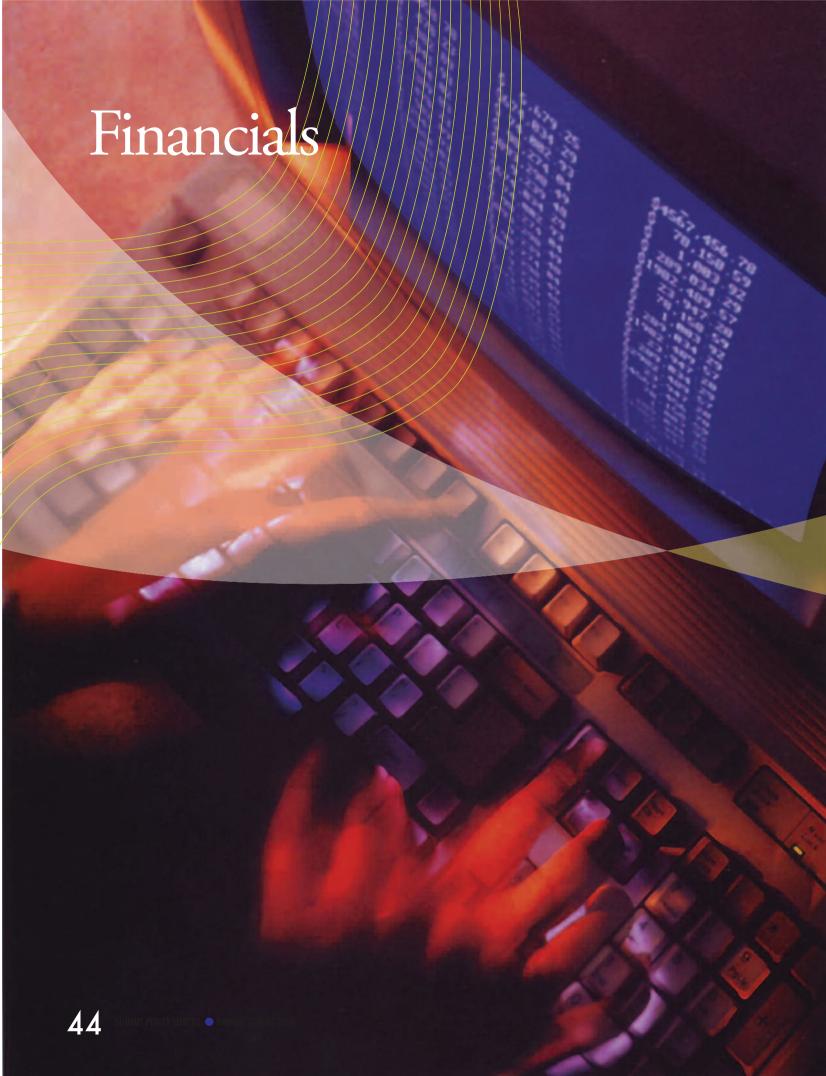
Partial view of agreement signing with Wartsila, Finland OY.



The signed agreement is being exchanged between Executive Director, Dr. Mirza Khairuzzaman of Summit Power Limited and Sales Support Manager of Wartsila, Finland Mr. Kari Kallvik.







# **Auditors' Report**

### to the Shareholders of Summit Power Limited

We have audited the accompanying balance sheet of Summit Power Limited. as of 31 December 2006 and the related profit and loss account, statement of changes in equity and cash flow statement for the year then ended. The preparation of these financial statements is the responsibility of the company's management. Our responsibility is to express an independent opinion on these financial statements based on our audit.

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

In our opinion, the financial statements, prepared in accordance with Bangladesh Accounting Standards, give a true and fair view of the state of the company's affairs as of 31 December 2006 and of the results of its operations and its cash flows for the year then ended and comply with the Companies Act 1994, Securities and Exchange Rules 1987 and other applicable laws and regulations.

### We also report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of those books;
- c) the company's balance sheet and profit and loss account dealt with by the report are in agreement with the books of accounts; and
- d) the expenditure incurred was for the purposes of the company's business.

Without qualifying our opinion above, we draw readers' attention to note 1.2 which explains how the company will continue in operational existence for the foreseeable future in spite of its large net current liability position as at the year end.

Dhaka, 29 April 2007

# **Balance Sheet**

as at 31 December 2006

	Notes	2006 Taka	2005 Taka
Assets			
Property, plant and equipment	4	2,308,036,101	811,572,357
Capital work in progress	5	220,753,275	390,872,521
Intangible assets	6	113,400	153,600
Total non-current assets		2,528,902,776	1,202,598,478
Inventories	7	111,724,006	45,491,139
Stock in transit		_	3,714,213
Accounts receivables	8	73,111,666	48,035,424
Other receivables	9	19,394,459	-
Advances, deposits and prepayments	10	22,210,038	6,438,065
Cash and bank balances	11	27,352,148	281,955,597
Total current assets		253,792,317	385,634,438
Total assets		2,782,695,093	1,588,232,916
Equity			
Share capital	12	715,000,000	650,000,000
Share premium	13	80,000,000	80,000,000
Proposed cash dividend		_	65,000,000
Proposed stock dividend		143,000,000	65,000,000
Retained earnings		216,486,124	184,384,109
Total equity attributable to equity holders of the company		1,154,486,124	1,044,384,109
Liabilities			
Project loan-Long term portion	14	979,717,696	334,247,536
Obligation under financial lease-long term portion	15	-	1,188,775
Deferred liability for gratuity	16	4,097,434	2,928,374
Total non-current liabilities		983,815,130	338,364,685
Overdraft		6,500,000	-
Short term loan	17	42,711,134	-
Trade creditors	18	22,750,546	16,255,205
Other creditors and accruals	19	53,413,084	10,771,448
Intercompany payable	20	893,796	1,601,920
Obligation under finance lease - short term portion	15	1,188,775	1,062,172
Project loan - short term portion	14	515,077,745	175,793,377
Dividend payable		1,858,759	-
Total current liabilities		644,393,839	205,484,122
Total liabilities		1,628,208,969	543,848,807
Total equity and liabilities		2,782,695,093	1,588,232,916

The annexed notes 1 to 36 form an integral part of these financial statements.

Managing Director

Company Secretary

As per our report of same date.

**Auditors** 

Dhaka, 29 April 2007

# **Profit and Loss Account**

for the year ended 31 December 2006

	Notes	2006 Taka	2005 Taka
Continuing operations			
Revenue	21	584,345,654	521,042,084
Cost of sales	22	(274,189,903)	(237,149,906)
Gross profit		310,155,751	283,892,178
General and administrative expenses	23	(102,832,244)	(73,764,382)
Other income	24	1,237,846	4,417,986
Exchange gain		130,381	779,034
Result from operating activities		208,691,734	215,324,816
Finance income		13,170,411	6,932,724
Finance expense	25	(46,760,130)	(48,050,700)
Net financial cost		(33,589,719)	(41,117,976)
Profit for the year		175,102,015	174,206,840
Earnings per share (EPS)		25.66	37.33

The annexed notes 1 to 36 form an integral part of these financial statements.

**Managing Director** 

Company Secretary

As per our report of same date.

Dhaka, 29 April 2007

**Auditors** 

# Statement of Changes in Shareholders Equity for the year ended 31 December 2006

	Share capital	Share premium	Proposed cash dividend	Proposed stock dividend	Dividend distribution tax	Retained earnings	Total
	Taka	Taka	Taka	Taka	Taka	Taka	Taka
Balance at 1 January 2005	350,000,000	-	14,952,455	-	3,500,000	140,177,269	508,629,724
Issue of ordinary shares	300,000,000	80,000,000	-	-	-	-	380,000,000
Appropriation of 2005 profit	-	_	65,000,000	65,000,000	-	44,206,840	174,206,840
Payment	-	_	(14,952,455)	-	(3,500,000)	-	(18,452,455)
Balance at 31 December 2005	650,000,000	80,000,000	65,000,000	65,000,000	-	184,384,109	1,044,384,109
Issue of bonus shares	65,000,000	_	-	(65,000,000)	-	-	-
Appropriation of 2006 profit	-	_	-	143,000,000	-	32,102,015	175,102,015
Payment	-	-	(65,000,000)	-	-	-	(65,000,000)
Balance at 31 December 2006	715,000,000	80,000,000	-	143,000,000	-	216,486,124	1,154,486,124

# **Cash Flow Statement**

for the year ended 31 December 2006

		2006 Taka	2005 Taka
A.	Cash flow from operating activities:		
	Cash receipt from customers Cash paid to suppliers and employees	559,269,412 (417,070,476)	514,373,956 (273,568,317)
	Cash generated from operations Financial charges Proceeds from sale of scrap	142,198,936 (46,390,174) 1,237,846	240,805,639 (48,184,677) 4,417,986
	Net cash flow from operating activities	97,046,608	197,038,948
B.	Cash flow from investing activities:		
	Purchase of property plant and equipment (Note 27) Finance income	(173,613,856) 13,170,411	(196,533,075) 6,932,724
	Net cash used in investing activities	(160,443,445)	(189,600,351)
C.	Cash flow from financing activities:		
	Overdraft / short term loan Project loan (payment)/ receipt Lease finance Share capital Share premium Dividend Dividend distribution tax	49,211,134 (176,344,714) (1,062,172) - (63,141,241)	(102,820,710) (949,053) 300,000,000 80,000,000 (14,952,455) (3,500,000)
	Net cash out flow from financing activities	(191,336,993)	257,777,782
D.	Net cash inflow/(outflow) for the year (A+B+C)	(254,733,830)	265,216,379
E.	Opening cash and bank balances Exchange gain	281,955,597 130,381	15,960,184 779,034
		282,085,978	16,739,218
E	Closing cash and bank balances (D+E)	27,352,148	281,955,597

### **Notes to the Accounts**

for the year ended 31 December 2006

### 1

### REPORTING ENTITY

1.1 Summit Power Limited. (the company) was incorporated in Bangladesh on 30 March 1997 as a Private Limited Company. On 7 June 2004 the company registered itself as a Public Limited Company under the Companies Act 1994.

The principal activity of this company is to set up power plants for generation and supply of electricity. Earlier the company had three power plants located at Ashulia (Savar), Madhabdi (Narsingdi) and Chandina (Comilla) having production capacity of 11 MW each. The plants started commercial production on 8 February 2001, 1 April 2001 and 2 June 2001 at Ashulia, Madhabdi and Chandina respectively. During the year under review, the company has expanded its Madhabdi (Narsingdi) and Chandina (Comilla) plants by additional 24.30 MW and 13.50 MW respectively and started commercial operation on 16 December and 15 November 2006 respectively.

The company has also undertaken activities to expand capacity of its Savar plant by an additional 25 +/- 10% + 25% MW. It is likely to initiate operation in the year 2007.

The company supplies its generated electricity to Rural Electrification Board.

#### 1.2 Future prospects

As of balance sheet date, the company's current liabilities exceeded its current assets by Tk 390,601,522. The management is, however, confident that the company will continue in operational existence for the foreseeable future on the basis of improved profitability and continued support of its bankers, equipment vendors and construction contractors.

### 2

### BASIS OF PREPARATION

#### 2.1 Statement of compliance

The financial statements have been prepared in accordance with Bangladesh Accounting Standards (BAS), as per requirements of Securities Exchange Rules 1987 and the Companies Act 1994.

#### 2.2 Basis of measurement

Financial statements have been prepared on the historical cost basis.

#### 2.3 Functional and presentational currency and level of precision

The financial statements are prepared in Bangladesh Taka (Taka/Tk), which is the company's functional currency. All financial information presented in Taka have been rounded off to the nearest taka.

#### 2.4 Use of estimates and judgement

The preparation of financial statements requires management to make judgements, 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.

#### 2.5 Reporting period

The financial period of the company covers one year from 1 January to 31 December and is followed consistently.

### 3

### SIGNIFICANT ACCOUNTING POLICIES

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

### 3.1 Property, plant and equipment

#### 3.1.1 Recognition and measurement

Items of property, plant and equipment (PPE) are initially measured at cost. After initial recognition, an item of PPE is carried at cost less accumulated depreciation and impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

# **Notes to the Accounts Continued**

for the year ended 31 December 2006

#### 3.1.2 Capitalisation of borrowing cost

Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with BAS 23: Borrowing Cost, allowed alternative treatment. Capitalisation of borrowing costs cease from the date of independent engineer's report which, in accordance with Power Purchase Agreement, confirms the availability of plants for use.

#### 3.1.3 Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognised 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 recognised in the profit and loss account as incurred.

#### 3.1.4 Depreciation

Depreciation is recognised in the profit and loss account on a straight line basis over the estimated useful lives of each property, plant and equipment.

Plant and machinery are depreciated from the month on which the asset comes into use or being capitalised. According to the Power Purchase Agreement independent acquirer's report confirms the availability of plants for use. Other items of property, plant and equipment continue to be depreciated for a full year in the year of capitalisation irrespective of the date on which the asset comes into use or being capitalised. In case of disposals, no depreciation is charged in the year of disposal.

Depreciation of power plant has been charged considering 30 years useful life and residual value as 15% of original cost, on straight line basis on the ground that management intends to continue with operation after completion of 15 years as stated in the Power Purchase Agreement (PPA). According to PPA the management can apply for extension of the agreement two years before the expiry of the agreement and management has decided to exercise this option unless it would clearly be not in the interest of the company at that stage.

Rate of depreciation on other property, plant and equipment considering the useful life of assets are as follows:

Furniture and fixtures	10%
Office and electrical equipment	20%
Office decoration	20%
Motor vehicles	20%
Maintenance equipment	20%
Civil works and others	20%

### 3.1.5 Retirements and disposals

An asset is derecognised on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised as gain and loss from disposal of asset under other income in the profit and loss account.

### 3.2 Intangible assets

Intangible assets include IT softwares.

#### 3.2.1 Recognition and measurement

An intangible asset is recognised if it is probable that future economic benefits that are attributable to the asset will flow to the enterprise and cost of the asset can be measured reliably.

An intangible asset is measured initially at cost. After initial recognition, an intangible asset is carried at its cost less accumulated amortisation and accumulated impairment losses.

### 3.2.2 Amortization of intangible assets

IT software is amortized over 5 years from the year of first utilization.

Amortisation of addition to intangible assets is charged from the year of acquisition and are amortised under straight line method.

### 3.3 Lease assets

#### 3.3.1 Classification

All the lease transactions have been classified based on the extent to which risks and rewards incident to ownership of the assets

### Notes to the Accounts Continued

for the year ended 31 December 2006

lie with the lessor or lessee. According to this classification, all the lease transactions have been identified as finance lease as per International and Bangladesh Accounting Standard No. 17 "Leases" based on the substance of the transactions, not merely the legal form.

### 3.3.2 Recognition and measurement

Finance leases have been recognized as assets and liabilities in the balance sheet at amounts equal at the inception of lease to the lower of fair value of leased property and present value of minimum lease payments. The interest implicit in the lease has been spread equally over the lease term.

#### 3.3.3 Depreciation

Finance leases give rise to depreciation expense for a depreciable asset as well as a finance expense for each accounting period. The depreciation policy for depreciable assets is consistent with that for depreciable assets which are owned.

#### 3.4 Inventories

Inventories are measured at lower of cost and estimated net realizable value. The cost of inventories is valued at first in first out cost method and includes expenditure for acquiring the inventories and bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and selling expenses. When inventories are used, the carrying amount of those inventories are recognised in the period in which the related revenue is recognised.

#### 3.5 Trade receivables

Trade receivables are recognised at cost which is the fair value of the consideration given for them.

#### 3.6 Other receivables

Other receivables includes insurance claim receivable.

#### 3.7 Advance, deposits and prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads such as PPE or inventory etc.

Deposits are measured at payment value.

Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to profit and loss account.

#### 3.8 Cash and cash equivalents

Cash and cash equivalents comprise cash at hand and cash at bank, which were held and available for use of the company without any restriction.

### 3.9 Provisions

A provision is recognised on the balance sheet date if, as a result of past events, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

#### 3.10 Contingencies

Contingencies arising from claim, litigation assessment, fines, penalties etc. are recorded when it is probable that a liability has been incurred and the amount can reasonably be measured.

### 3.11 Retirement benefits

The company operates an unfunded gratuity scheme for its permanent employees, provision for which is made on the basis of latest applicable salary and length of services with the company as per gratuity rules. The scheme falls under the category of a Defined Benefits Scheme. Though no valuation was done in 2006 to quantify actuarial liabilities as per Bangladesh Accounting Standard 19: Employee Benefits, such valuation is not likely to yield a result significantly different from the current provision. The company also operates a recognised contributory provident fund for all its permanent employees.

### **Notes to the Accounts Continued**

for the year ended 31 December 2006

Gratuity scheme is not recognised by the National Board of Revenue.

The provident fund is administered by the Board of Trustee and is funded by contributions from employees and from the company @ 10% of the basic pay. These contributions are invested separately from the company's business.

#### 3.12 Revenue

Revenue is recognized in the income statement, upon supply of electricity, quantum of which is determined by survey of meter reading.

#### 3.13 Taxation

No provision is required for current income tax on the company's profits as the company has received exemption from all such taxes from the Government of Bangladesh under the private sector power generation policy for a period of 15 years from start of its commercial operation.

#### 3.14 Deferred tax

As there is considerable uncertainty with regard to the taxation of such companies after the expiry of the tax exemption period, the management feels it is not possible to make a reasonable estimate of deferred tax assets/liabilities at this stage.

#### 3.15 Foreign currency translation

Foreign currency transactions are translated into Bangladeshi taka at the rates ruling on the transaction date. All monetary assets and liabilities at the balance sheet date are retranslated using rates prevailing on that day. In accordance with Schedule XI of Companies Act 1994 all differences arising on outstanding foreign currency loans are adjusted against the fixed assets for which such foreign currency borrowing took place. This treatment is not in accordance with Bangladesh Accounting Standard 21, however management feel the impact on profits due to the difference in treatment is totally immaterial. All other differences are taken to the profit and loss account.

### 3.16 Finance income and expenses

Finance income comprise interest income on funds invested. Interest income is recognised on maturity.

Finance expenses comprise interest expense on loan, overdraft, finance lease and bank charges. All borrowing costs are recognised in the profit and loss account using effective interest method except to the extent that they are capitalised during construction period of the plants in accordance with BAS 23: Borrowing cost.

### 3.17 Earning per share

#### Basic earning per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

### Diluted earning per share

Diluted earnings per share is calculated by dividing the net profit or loss for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period after adjustment for the effects of all dilutive potential ordinary shares.

#### 3.18 Cash flow statement

Cash flows from operating activities have been presented under direct method.

### Notes to the Accounts Continued

for the year ended 31 December 2006

### PROPERTY, PLANT AND EQUIPMENT

	Cost Depreciation					Written down				
Name of assets	Balance at 1 January 2006	Addition during the year	Disposal during the year	Balance at 31 December 2006	Rate %	Balance at 1 January 2006	Charged during the year	Adjustment during the year	Balance at 31 December 2006	value at 31 December 2006
	Taka	Taka		Taka		Taka	Taka	Taka	Taka	Taka
Own assets:										
Furniture and fixtures	871,924	280,040	-	1,151,964	10	493,838	115,196		609,034	542,930
Office and electrical equipment	4,741,922	314,130	-	5,056,052	20	3,928,177	398,182		4,326,359	729,693
Office decoration	2,974,821	9,404,914	-	12,379,735	20	2,817,807	1,928,019		4,745,826	7,633,909
Motor vehicles	9,084,748	2,930,000	-	12,014,748	20	4,329,227	2,402,949		6,732,176	5,282,572
Maintenance equipment	748,689	106,300	-	854,989	20	532,597	133,582		666,179	188,810
Civil works and others	25,900,938	943,944	-	26,844,882	20	6,070,460	5,368,976		11,439,436	15,405,446
Plant and machinery:										
Savar Power Plant	312,383,257	567,358	-	312,950,615	3.33	60,507,666	8,279,734		68,787,400	244,163,215
Narsingdi Power Plant (Unit-1)	315,225,196	572,518	-	315,797,714	3.33	58,224,910	8,467,924		66,692,834	249,104,880
Narsingdi Power Plant (Unit-2)	-	956,423,751	-	956,423,751	3.33	-	-	-	-	956,423,751
Chandina Power Plant (Unit-1)	332,445,932	603,797	-	333,049,729	3.33	58,460,388	9,045,779		67,506,167	265,543,562
Chandina Power Plant (Unit-2)	-	562,423,950	-	562,423,950	3.33	-	1,326,617		1,326,617	561,097,333
	1,004,377,427	1,534,570,702	-	2,538,948,129		195,365,070	37,466,958		232,832,028	2,306,116,101
Leased assets:										
Motor vehicles	3,200,000	-	-	3,200,000	20	640,000	640,000	-	1,280,000	1,920,000
Total	1,007,577,427	1,534,570,702	-	2,542,148,129		196,005,070	38,106,958	-	234,112,028	2,308,036,101
Total 2005:										
Own	954,655,414	49,722,013	_	1,004,377,427		161,836,761	33,528,309	-	195,365,070	809,012,357
Leased	-	3,200,000	-	3,200,000		-	640,000	-	640,000	2,560,000
	954,655,414	52,922,013		1,007,577,427		161,836,761	34,168,309	-	196,005,070	811,572,357

- In 2006, additions to power plants at Savar, Narsingdi and Chandina include exchange losses of Tk 567,358, Tk 572,518 and Tk 603,797 respectively. These losses were incurred in the conversion of the company's USD loan to Taka. In 2005, additions to power plants at Savar, Narsingdi and Chandina include exchange losses of Tk 1,059,089, Tk 1,068,939 and Tk 1,128,622 respectively. This treatment is in accordance with Schedule XI of Companies Act 1994.
- 4.2 In 2006, expansion power plants at Narsingdi and Chandina include interest capitalisation of Tk 15,412,906 as oppose to Tk. 1,661,111 in 2005. These changes were incurred on the long term loan from The Premier Bank Limited.

#### 5 CAPITAL WORK IN PROGRESS

	Balance as at 1 Jan 2006 Taka	Addition during the year Taka	Adjusted to property, plant and equipment or profit and loss account Taka	Balance as at 31 Dec 2006 Taka
For Narsingdi and Chandina Expansion Project				
Advance for plant and machinery	221,146,855	_	221,146,855	_
Advance for construction contract	96,066,360	_	96,066,360	_
Advance for design and engineering works	50,000,000	_	50,000,000	-
Other payment related to expansion project (loan				-
arrangement fee, interest on loan, etc.)	23,659,306	-	23,659,306	-
	390,872,521	-	390,872,521	-
For Savar Expansion Project				
Advance for plant and machinery	_	131,441,652	-	131,441,652
Advance for construction contract	_	63,679,688	-	63,679,688
Other payment related to expansion project (loan				
arrangement fee, interest on loan, etc.)	_	25,631,935	-	25,631,935
-	-	220,753,275	-	220,753,275
	390,872,521	220,753,275	390,872,521	220,753,275

# **Notes to the Accounts Continued**

for the year ended 31 December 2006

### INTANGIBLE ASSETS

	Cost			Amortisation					Written down	
Name of assets	Balance at 1 January 2006 Taka	Addition during the year Taka	Disposal during the year	Balance at 31 December 2006 Taka	Rate %	Balance at 1 January 2006 Taka	Charged during the year Taka	Adjustment during the year Taka	Balance at 31 December 2006 Taka	value at 31 December 2006 Taka
IT software	256,250	-	-	256,250	20	102,650	40,200	-	142,850	113,400
Total	256,250	-	-	256,250	20	102,650	40,200	-	142,850	113,400
2005	91,250	165,000	-	256,250	20	62,450	40,200	-	102,650	153,600

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		Cost		(	Stock of spare		
Particulars	Balance at 1 January 2006 Taka	Addition during the year Taka	Balance at 31 December 2006 Taka	Balance at 1 January 2006 Taka	Utilisation during the year Taka	Balance at 31 December 2006 Taka	parts & fuel at 31 December 2006 Taka
Compressor spare parts Electrical spare parts Schedule and protective spare parts Spare parts -others Fuel	462,946 5,281,581 142,128,467 2,399,011 45,830,280	- 110,402,563 329,606 19,782,064	462,946 5,281,581 252,531,030 2,728,617 65,612,344	17,950 603,217 103,232,530 1,835,355 44,922,094	17,791 7,147 49,888,666 340,621 14,027,141	35,741 610,364 153,121,196 2,175,976 58,949,235	427,205 4,671,217 99,409,834 552,641 6,663,109
2006 total	196,102,285	130,514,233	326,616,518	150,611,146	64,281,366	214,892,512	111,724,006
2005 total	164,351,536	31,750,749	196,102,285	118,142,094	32,469,052	150,611,146	45,491,139

# 8 ACCOUNTS RECEIVABLES

	2006 Taka	2
Dhaka Palli Bidyut Samity -1	16,187,033	15,829
Narsingdi Palli Bidyut Samity -1	15,926,830	16,086
Narsingdi Palli Bidyut Samity-1 (for expansion unit)	9,275,080	
Comilla Palli Bidyut Samity -1	15,619,374	16,119
Comilla Palli Bidyut Samity-1 (for expansion unit)	16,103,349	
	73,111,666	48,035

### OTHER RECEIVABLES

Insurance claim-Paramount Insurance Co. Ltd.	19,394,459	
	19,394,459	-

# **Notes to the Accounts** Continued

for the year ended 31 December 2006

# 10 ADVANCES, DEPOSITS AND PREPAYMENTS

	2006 Taka	20 Ta
Advances:		
M/S Enem Express	_	529,7
M/S Projukti Annasha	185,000	22,0
Moody International (BD) Ltd	_	23,4
Modern Erection Ltd.	_	50,0
Adroit Environment Consultant Ltd.	20,000	,
Bangla Trac Ltd.	489	
ION Exchanges WTS Ltd.	85,000	
J&J Corporation	30,000	
Piyal International Ltd.	60,000	
Advance against office decoration	_	898,
Advance against spare parts	385,655	245,
Advance against rent	24,500	
Advance to officers and employees	54,300	
Deposits:		
Security deposit	918,988	894,
Prepayments:		
Land lease rent	227,445	211,
Bank guarantee commission and insurance bond commission	-	585,
Insurance premium	2,399,750	431,
Stand by letter of credit commission	96,927	220,
	4,488,054	4,113,
Intercompany transaction - prepaid rent	4 404 040	
Summit Industries and Mercantile Corp. (Pvt.) Ltd.	1,424,640	
Summit Corporation	1,068,480	
Cosmopolitan Traders (Pvt.) Ltd.	7,608,323	
Pank quarantee marrin	10,101,443	E70
Bank guarantee margin Margin for letter of credit	2,449,106 2,058,935	578,9 1,745,9
Deferred expenses	2,058,935 3,112,500	1,740,
peletten eyhetises	7,620,541	2,324,
	22,210,038	6,438,

# **Notes to the Accounts Continued**

for the year ended 31 December 2006

# 11 CASH AND BANK BALANCES

	2006	2005
	Taka	Taka
Cash at hand	238,061	164,458
Cash at bank:		
Arab Bangladesh Bank Ltd., Kawran Bazar Branch	806	1,306
Bank Al Falah Ltd. Dhaka Main Br.	9,280	-
Bank Al Falah Ltd. Gulshan Br.	99,630	-
Citibank N.A., Main Branch	(5,608)	(2,850)
Citibank N.A., Main Branch (Dollar A/c)	2,309,924	2,182,858
Commercial Bank of Ceylon Ltd., Dhaka Main Br.	-	1,597,805
Dhaka Bank Ltd., Kawran Bazar Branch	(1,267,329)	447,566
Dhaka Bank Ltd., Kawran Bazar Branch (STD A/c)	2,023,235	1,338,049
Dhaka Bank Ltd., Local Office	944	341,935
Dhaka Bank Ltd., Local Office (JV A/c)	-	300
Dhaka Bank Ltd., Uttara Branch	5,142	6,921
Dutch Bangla Bank Ltd, Baburhat Branch	7,780	8,080
Dutch Bangla Bank Ltd., Kawran Bazar Branch	(328,751)	(6,322,953)
Dutch Bangla Bank Ltd., Kawran Bazar Branch (STD A/c)	2,510,182	10,685,870
Eastern Bank Ltd., Sonargaon Road Branch	7,740	8,200
NCC Bank Ltd. Dhanmondi Branch	9,400	-
One Bank Ltd., Principal Branch	1,853	2,429
One Bank Ltd., Principal Branch (STD A/c)	9,883	9,917
Premier Bank Ltd., Kawran Bazar Branch.	(3,984,200)	12,003,391
Rupali Bank Ltd, Madhaiya Bazar Branch	8,741	8,991
Southeast Bank Ltd., Dhanmondi Branch	3,652	5,652
Southeast Bank Ltd., Dhanmondi Branch (STD A/c)	2,028	3,852
Southeast Bank Ltd., Kawran Bazar Branch	3,830	5,830
Standard Chartered Bank, Current A/c	4,709,851	4,418,884
Standard Chartered Bank, Collection A/c	445,601	4,360,920
Standard Chartered Bank, Debt Servicing A/c	4,743,140	35,389,636
Standard Chartered Bank, Collection a/c (expansion)	8,665	-
Standard Chartered Bank, Debt Servicing A/c (expansion)	609,167	-
The City Bank Ltd., Kawran Bazar Branch	18,608	2,394
Southeast Bank Ltd., Dhanmondi Branch, IPO A/c	231,195	48,286,156
The Premier Bank Ltd., Kawran Bazar Branch, dividend A/c	2,037,325	-
FDR A/C:		
Bank Asia Ltd. Corporate Br.	3,000,000	-
The City Bank Ltd., Kawran Bazar Branch.	-	10,000,000
The Premier Bank Ltd., Kawran Bazar Branch.	-	100,000,000
Commercial Bank of Ceylon Ltd., Dhaka Main Br.	9,882,373	7,000,000
IPDC of Bangladesh Ltd.	-	50,000,000
	27,352,148	281,955,597

# Notes to the Accounts Continued

for the year ended 31 December 2006

# 12 SHARE CAPITAL

	2006 Taka	200 Tak
Authorised: 10,000,000 ordinary shares of Tk 100 each	1,000,000,000	1,000,000,00
Issued, subscribed and paid-up:		
6,500,000 (2005: 6,500,000) ordinary shares of Tk 100 each	650,000,000	650,000,00
650,000 (2005: Nil) bonus ordinary shares of Tk 100 each	65,000,000	
	715,000,000	650,000,00

### Shareholding position was as follows:

Name of shareholders	Percentage of	Percentage of shareholding		Value (Taka)	
	2006	2005	2006	2005	
Summit Industrial & Mercantile					
Corporation (Pvt.) Limited	63.84	63.84	456,467,000	414,970,000	
Euro Hub Investments Ltd.	5.38	5.38	38,500,000	35,000,000	
Other shareholders	30.77	30.77	220,033,000	200,030,000	
	100.00	100.00	715,000,000	650,000,000	

### Classification of shareholders by holding:

Holdings	Numb	er of holders	% of holders	
	2006	2005	2006	2005
Less than 500 shares	8.710	17,625	7.12	16.16
500 to 5,000 shares	262	277	4.89	6.27
5,001 to 10,000 shares	13	13	1.11	1.37
10,001 to 20,000 shares	3	6	0.63	1.48
20,001 to 30,000 shares	2	3	0.68	1.08
30,001 to 40,000 shares	1	-	0.52	-
40,001 to 50,000 shares	3	1	1.72	0.66
50,001 to 100,000 shares	2	-	1.96	-
100,001 to 1,000,000 shares	4	2	17.53	9.14
1,000,001 to 10,000,000 shares	1	1	63.84	63.84
	9,001	17,928	100.00	100.00

13 SHARE PREMIUM - TK 80,000,000

This represents issue of 2,000,000 ordinary shares in October 2005 for Tk 140 each, including premium of Tk 40 per share.

# Notes to the Accounts Continued

for the year ended 31 December 2006

# 14 PROJECT LOAN

	2006 Taka	200: Tak
Long term portion:		
Existing project:		
Standard Chartered Bank	81,400,000	215,000,00
IPDC of Bangladesh Limited	9,389,381	17,586,42
•	90,789,381	232,586,42
Expansion Project - Narsingdi and Chandina:		
Standard Chartered Bank	240,000,000	
Dutch-Bangla Bank Limited	245,000,000	
Commercial Bank of Ceylon Limited	175,000,000	
Bank Al-Falah Limited	128,000,000	
The Premier Bank Limited	100,928,315	101,661,11
	888,928,315	101,661,11
	979,717,696	334,247,53
Short term portion:		
Existing Project:		
Standard Chartered Bank	133,600,000	167,000,00
IPDC of Bangladesh Limited	9,389,380	8,793,37
	142,989,380	175,793,37
Expansion Project - Narsingdi and Chandina:		
Standard Chartered Bank	60,000,000	
Dutch-Bangla Bank Limited	35,000,000	
Commercial Bank of Ceylon Limited	35,000,000	
Bank Al-Falah Limited	32,000,000	
The Premier Bank Limited	16,666,668	
	178,666,668	
Expansion Project - Savar:		
Standard Chartered Bank	123,387,377	
The Premier Bank Limited	70,034,320	
	193,421,697	
	515,077,745	175,793,37

### Repayment term

#### i) Standard Chartered Bank:

This is repayable in 20 quarterly instalments of Taka 27,400,000 each commencing from June 2003. Other two are repayable in 20 installments each of Taka 6,000,000 and Taka 15,000,000 commencing from June 2005 and from December 2006 respectively. Interest bearing rate of 11.50 to 12.50 per annum, is also payable on guarterly basis.

#### ii) The Premier Bank Limited:

This is repayable in 24 quarterly instalments of Taka 4,166,667 each commencing from March 2007. Interest, bearing rate of 15 per annum, is also payable on quarterly basis.

### iii) Commercial Bank of Ceylon Limited

This is repayable in 24 quarterly instalments of Taka 8,750,000 each commencing from March 2007. Interest, bearing rate of 13 per annum, is also payable on quarterly basis.

### iv) Dutch-Bangla Bank Limited

This is repayable in 24 quarterly instalments of Taka 11,666,667 each commencing from June 2007. Interest, bearing rate of 14.5 per annum, is also payable on quarterly basis.

### Notes to the Accounts Continued

for the year ended 31 December 2006

#### v) Bank Al-Falah Limited

This is repayable in 20 quarterly instalments of Taka 8,000,000 each commencing from March 2007. Interest, bearing rate of 14.5 per annum, is also payable on quarterly basis.

#### vi) IPDC of Bangladesh Ltd.:

This is repayable in 15 half yearly installments of US\$ 66,667 each commencing from December 2001. Interest, bearing rate of LIBOR + 4% per annum, is payable on half yearly basis commencing from June 2001. In addition to this, supervision fee at the rate of 1% per annum is payable on half yearly basis commencing from June 2001.

#### Security details

#### i) Standard Chartered Bank:

The loan from Standard Chartered Bank is secured by the plant and machinery and other assets of the company.

#### ii) The Premier Bank Limited:

The Premier Bank loan is secured by pari-passu charge with other lenders on the fixed and floating assets of the company.

### iii) Commercial Bank of Ceylon Limited

Commercial Bank Ltd. is secured by pari-passu charge with other lenders on the fixed and floating assets of the expansion plant of the company.

#### iv) Dutch-Bangla Bank Limited

Dutch-Bangla Bank Ltd. is secured by pari-passu charge with other lenders on the fixed and floating assets of the company.

#### v) Bank Al-Falah Limited

The loan from Bank Al-Falah Ltd. is secured by first charge of the expansion plant and machinery of the power plant at Chandina, Comilla and Madhabdi, Narsingdi of the company.

#### vi) IPDC of Bangladesh Ltd.:

IPDC loan is secured by insurance bond issued by Paramount Insurance Co. Ltd.

### OBLIGATION UNDER FINANCE LEASE

Obligation under finance lease has been recognised as liability in the balance sheet at amount equal at the inception of lease to the lower of fair value of leased property and present value of minimum lease payments. The interest rate implicit in the lease has been used to calculate the present value of minimum lease payments. The total of minimum lease payments at the balance sheet date and their present value, for each of the following periods are as follows:

Repayment of lease obligation under finance lease:

		2006		2005
	Principal Taka	Interest Taka	Total Taka	Total Taka
Due within one year	1,188,775	74,104	1,262,879	1,062,172
Due after one year	-	-	-	1,188,775
Later than five years	-	-	-	-
Total obligation under finance lease	1,188,775	74,104	1,262,879	2,250,947

### 16 DEFERRED LIABILITY FOR GRATUITY

The company, for its present eligible local employees, operates a gratuity scheme.

Gratuity scheme is not recognised by the National Board of Revenue.

The gratuity fund is administered by the Board of Trustee of the fund and is not funded by contributions from the company. One time gratuity equals to one basic salary per employee per year.

	2006 Taka	2005 Taka
Opening balance	2,928,374	821,995
Addition during the year	1,676,567	2,133,789
	4,604,941	2,955,784
Less: payment during the year	507,507	27,410
Closing balance	4,097,434	2,928,374

# **Notes to the Accounts Continued**

for the year ended 31 December 2006

### 17 SHORT TERM LOAN

				2006 Taka	2005 Taka
Commercial Ba	ylon Ltd.		Interest rate 13% 15%	17,453,031 25,258,013	
				42,711,044	

See note 14 for security details.

# 18 TRADE CREDITORS

	22.750.546	16.255.205
Mobil Jamuna Lubricants Ltd.	628,723	651,623
Gas and utility	506,311	391,819
Gas bill - Chandina extension power plant	4,399,273	-
Gas bill - Chandina power plant	4,853,671	5,650,874
Gas bill - Narsingdi extension power plant	2,843,825	-
Gas bill - Narsingdi power plant	4,787,956	5,024,926
Gas bill - Savar power plant	4,730,787	4,535,963

# 19 OTHER CREDITORS AND ACCRUALS

	53,413,084	10,771,448
Rent, rates and taxes - Savar plant	-	2,500
Central Courier Service (Pvt.) Ltd.	-	98,400
ndependent Engineer remuneration	133,000	-
Technical assistance fee	693,000	1,732,500
Legal expenses and environmental fees	80,000	20,000
AIT & VAT - Deduction at source	25,977,411	510,864
Security service expenses	81,928	43,890
Food and lodging expenses	12,400	10,400
Audit and certification fees	222,063	172,425
Repairs and maintenance	6,000	
Communication expenses	252,991	215,469
Tax on directors' remuneration	497,500	796,250
Director's remuneration	- 1,000	440,000
Salary and allowances	24,586	1,927,448
Bank charges and interest	40,138	41,297
Stand By Letter of Credit (SBLC) commission	78,365	_
Operation Insurance Bond commission	292,750	
Payable to Suppliers Payable to EPC contractor	19,876,896	104,445
Payable to our agents - Wartsila	87,000	104,445
Payable to C&F agents Payable to C&F agents - Wartsila	36,202	197,796
Euro Hub Investments Ltd initial issue of shares	4,457,764 563,090	4,457,764

# 20 INTERCOMPANY PAYABLES

Summit corporation- rent, rates and taxes Summit Industrial and Mercantile Corporation (pvt) Ltd rent, rates and taxes	400,260 493,536	731,872 870,048
	893,796	1,601,920

# Notes to the Accounts Continued

for the year ended 31 December 2006

# 21 REVENUE

Revenue from the older three plants consists of capacity component and energy component invoiced to Rural Electrification Board

		2006		
Plants	Capacity component Taka	Energy component Taka	Total Taka	Tota Taka
Savar power plant	119,711,536	65,069,378	184,780,914	168,981,173
Narsingdi power plant	119,310,729	58,592,845	177,903,574	176,586,64
Chandina power plant	123,673,204	62,221,506	185,894,710	175,474,26
	362,695,469	185,883,729	548,579,198	521,042,08
Revenue from the expansion plants invoiced to F	ural Electrification Board (REB).		10 110 707	
Narsingdi power plant			13,143,797	
Narsingdi power plant Chandina power plant			13,143,797 22,622,659 35,766,456	

# 22 COST OF SALES

	2006 Taka	200: Tak
Gas consumption - Savar	50,203,320	52,322,280
Gas consumption - Narsingdi	50,698,219	58,993,729
Gas consumption - Chandina	59,752,700	63,398,56
Gas consumption - Narsingdi - (Expansion unit)	6,712,542	2
Gas consumption - Chandina - (Expansion unit)	8,762,77	
Tools and spare consumption	50,254,225	23,421,74
Lube and other oil expenses	14,027,14	9,047,30
Lube oil testing expenses	629,723	651,62
Meter and water testing expenses	77,600	220,23
Maintenance works expenses	5,951,602	3,370,73
Depreciation on plant and machinery (Note - 4)	27,120,054	25,723,68
	274,189,903	237,149,90

# **Notes to the Accounts Continued**

for the year ended 31 December 2006

# 23 GENERAL AND ADMINISTRATIVE EXPENSES

Salary and allowances Gratuity fund Directors remuneration Tax on directors remuneration Board meeting attendance fees Travelling and conveyance Vehicle fuel and maintenance Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on lease assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Fechnical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	2006	200
Gratuity fund Directors remuneration Tax on directors remuneration Board meeting attendance fees Travelling and conveyance Vehicle fuel and maintenance Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Depreciation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and benefit Bonus	Taka	Tak
Directors remuneration Tax on directors remuneration Board meeting attendance fees Travelling and conveyance Vehicle fuel and maintenance Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	29,926,085	23,420,92
Tax on directors remuneration Board meeting attendance fees Travelling and conveyance Vehicle fuel and maintenance Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Esperciation on lease sesses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	1,676,567	2,133,78
Board meeting attendance fees Travelling and conveyance Vehicle fuel and maintenance Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and benefit Bonus	7,700,000	7,845,00
Travelling and conveyance Vehicle fuel and maintenance Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation no lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	1,925,000	1,961,25
Vehicle fuel and maintenance Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	347,700	194,70
Entertainment Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	5,879,199	2,092,43
Printing and stationery General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on leher fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	3,021,416	2,077,87
General repair and maintenance Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	1,057,607	439,19
Office expenses Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	968,070	482,1
Communication expenses Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	818,018	648,46
Office rent Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	138,822	51,37
Utility expenses Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training	2,698,017	1,601,76
Trade license and other fees Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	4,329,572	2,698,5
Advertisement and publicity Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	2,492,604	2,220,5
Gift and compliments Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	773,160	260,1
Food and lodging expenses Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	736,100	203,4
Miscellaneous expenses Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	332,509	301,4
Legal and professional fees Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	205,650	128,0
Uniform and liveries Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	327,448	200,6
Security services expenses Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  1 Directors remuneration Salaries and benefit Bonus	6,731,805	2,165,4
Insurance premium Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	212,520	181,1
Land lease rental Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration Salaries and benefit Bonus	773,089	525,0
Environmental compliance cost Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  I Directors remuneration  Salaries and benefit Bonus	4,957,902	4,034,7
Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	2,038,470	1,867,6
Donation and subscription IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	240,000	240,0
IPDC supervision charges Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  I Directors remuneration  Salaries and benefit Bonus	2,273,000	2,777,2
Audit fees Other professional fees paid to auditors Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  I Directors remuneration  Salaries and benefit Bonus	256,890	322,8
Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	209,000	172,4
Depreciation on other fixed assets (Note - 4) Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	97,284	26,1
Depreciation on lease assets (Note - 4) Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	10,346,904	7,804,6
Amortisation (Note - 6) ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training   Directors remuneration  Salaries and benefit Bonus	640,000	640,0
ISO certification expenses Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	40,200	40,2
Technical assistance fee AGM Expenses Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	375,588	
Annual fees-DSE, CSE and CDBL Education and training  Directors remuneration  Salaries and benefit Bonus	2,838,545	3,999,8
Education and training  Directors remuneration  Salaries and benefit  Bonus	2,638,345	
Directors remuneration Salaries and benefit Bonus	920,203	
Directors remuneration Salaries and benefit Bonus	1,888,955	5,5
Salaries and benefit Bonus	102,832,244	73,764,3
Salaries and benefit Bonus		
Bonus	5,940,000	6,520,00
	1,760,000	1,325,0
For a few attendings to and providing	7,700,000	7,845,0
Fees for attending board meeting	216,000	108,0
Utility	1,320,000	1,630,0
	9,236,000	9,583,0

### Notes to the Accounts Continued

for the year ended 31 December 2006

### OTHER INCOME

	2006 Taka	2005 Taka
Sale of empty lube oil drums Sale of wood box, old machinery etc.	1,004,846 233,000	805,015 3,612,971
	1,237,846	4,417,986

## 25 FINANCE EXPENSES

Interest on loan:		
Standard Chartered Bank	37,200,058	43,044,015
Dutch -Bangla Bank Ltd.	1,042,067	-
Commercial Bank of Ceylon Ltd.	822,105	-
Bank Al-Falah Ltd	595,467	-
The Premier Bank Ltd.	520,966	-
IPDC of Bangladesh Limited	2,432,233	2,627,112
Prime Finance & Investment Limited	200,706	313,827
	42,813,602	45,984,954
Other bank charges and commission:		
Bank charges	1,289,132	597,339
Bank guarantee commission	119,037	90,058
Operation bond commission	878,250	965,152
Insurance bond commission	1,660,109	413,197
	3,946,528	2,065,746
	46,760,130	48,050,700

### 26 CASH FLOW STATEMENT

During the period, the company purchased property, plant and equipment and paid for capital work in progress with an aggregate cost of Tk. 1,317,035,553 of which Tk. 1,143,421,697 was financed by means of long term and short term bank finance. Cash payment of Tk. 173,613,856 were made from the company's own source.

In 2005, the company purchased property, plant and equipment and paid for capital work in progress with an aggregate cost of Tk. 419,733,075 of which Tk. 223,200,000 was financed by means of long term, short term bank and lease finance. Cash payment of Tk. 196,533,075 were made from the company's own source.

# Notes to the Accounts Continued

for the year ended 31 December 2006

## 27 CONTINGENT LIABILITY

Contingent liability existed for the company of Tk 329,902,485 as on 31 December 2006 in relation to issue of construction bond, operation bond, insurance bond and bank guarantee by third parties.

Nature of contingent liability	Expiry date	2006 Taka	200 Tak
Construction Bond-Savar expansion plant	12/31/07	175,000,000	
Construction Bond-Narsingdi & Chandina expansion plant		-	179,200,00
Operation Bond -All existing plants	8/31/07	70,260,000	70,260,00
Operation Bond -Narsingdi expansion plant	12/16/07	39,200,000	
Operation Bond -Chandina expansion plant	11/13/07	22,400,000	
Insurance Bond-IPDC	6/30/07	18,666,760	29,633,29
Bank Guarantee-Caterpillar (DBL)	8/30/07	4,158,000	4,158,00
Bank Guarantee- CCIE (SCB)		217,725	227,99
		329,902,485	283,479,28

### 28 COMMITMENT OF CAPITAL EXPENDITURE

The following letter of credits and local purchase were outstanding as of 31 December 2006 against which the company is committed to procure machinery and construction:

Company name	L/C no.	Currency	L/C value
Wartsila NSD	248607020010	EUR	7,863,516
UDECO Ltd	under process	USD	3,960,611
UDECO Ltd	N/A	Taka	143,525,607

### 29 COMMITMENT OF WORKING CAPITAL EXPENDITURE

The following letter of credits and local purchase were outstanding as of 31 December 2006 against which the company is committed to procure spare parts:

Cater Pillar	248606012597	USD	55,450
Cater Pillar	248606013409	USD	55,450
Cater Pillar	248606011650	USD	15,559
Cater Pillar	265506011620	USD	320,058
Cater Pillar	21530601020	USD	23,027

### 30 REMITTANCE OF FOREIGN CURRENCY

	Name of the recipient	2006 USD	2005 USD
Technical assistance fee Technical assistance fee Dividend	Beckingsdale Ltd. Caterpillar Asia Pte Ltd. Euro Hub Investments Ltd.	745,000 24,750 42,367	39,600 54,730

The Euro Hub Investments Ltd. is a non-resident shareholder who holds 385,000 shares.

### 31 RECEIPTS OF FOREIGN CURRENCY

Caterpillar Asia Pte Ltd.	Compensation against damage of cylinder head core	-	61,898

### Notes to the Accounts Continued

for the year ended 31 December 2006

### VALUE OF IMPORTS CALCULATED ON CIF BASIS

	2006 Taka	2005 Taka
Spare parts (includes stock in transit)	104,427,939	22,725,818

### RELATED PARTY TRANSACTION

Name of the party	Nature of relationship	Nature of transaction	Transaction value (Taka)
Summit Industrial and Mercantile Corporation Ltd.	Parent company	Rental payment	2,340,480
Summit Industrial and Mercantile Corporation Ltd.	Parent company	Short term loan received	6,500,000
Cosmopolitan Traders (Pvt) Ltd.	Common shareholders/directors	Land lease rent payment	7,914,000
Summit Corporation	Common shareholders/directors	Rental payment	1,871,592

### CAPACITY

Name of plants	Licenced capacity	Installed capacity	Plant factor (% on licensed capacity)	Energy generated (MwH)	Energy sold (MwH)
Ashulia - Savar	11 MW	11.99 MW	Average 83.03 Maximum 99.27	82,436	80,035
Madhabdi - Narsingdi	11 MW	11.99 MW	Average 76.37 Maximum 98.67	75,111	72,093
Chandina - Comilla	11 MW	11.99 MW	Average 79.44 Maximum 99.14	79,838	76,557
Madhabdi - Narsingdi Unit - II	24.30 MW	26.19 MW	Average 45.38 Maximum 84	9,084	9,026
Chandina - Comilla Unit - II	13.50 MW	13.94 MW	Average 61.97 Maximum 100	13,591	13,541

### 35 POST BALANCE SHEET EVENT

No material events had occurred after the balance sheet date to the date of issue of these financial statements, which could affect the values stated in the financial statements.

### GENERAL

### 36.1 Number of employees

During the year ended on 31 December 2006 there were 87 employees who received salary Tk 36,000 and above per year. (2005: 91)

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

Summit Centre, 18 Kawran Bazar C/A, Dhaka-1215

### PROXY FORM

another member of the company	, as my proxy to attend and vote for me on	my behalf at the 10th Annual Genera
Meeting of the Company to be	held on Thursday, the 31st day of May 200	7 at 11.30 A.M and at any adjournmen
thereof.		
As witness my hand this presence of	day of	, 2007 signed by the said i
		Revenue Stamp Tk. 8.00
(Signature of the Proxy)		
Folio/BO ID		
		ature of the Shareholder(s)
		1 / B( )
NOTE: A member entitled to attend and	vote at the General Meeting may appoint a I	Proxy to attend and vote in his/her stead
NOTE: A member entitled to attend and	vote at the General Meeting may appoint a I must be deposited at the Registered Office	Proxy to attend and vote in his/her stead of the Company not later than 48 hour
NOTE: A member entitled to attend and The Proxy Form, duly stamped, before the time appointed for the	vote at the General Meeting may appoint a I must be deposited at the Registered Office e meeting.	Proxy to attend and vote in his/her stead of the Company not later than 48 hour Signature Verified Authorised Signatory
NOTE: A member entitled to attend and The Proxy Form, duly stamped, before the time appointed for the	vote at the General Meeting may appoint a I must be deposited at the Registered Office	Proxy to attend and vote in his/her stead of the Company not later than 48 hour Signature Verified Authorised Signatory
The Proxy Form, duly stamped, before the time appointed for the	vote at the General Meeting may appoint a I must be deposited at the Registered Office e meeting.	Proxy to attend and vote in his/her stead of the Company not later than 48 hour Signature Verified Authorised Signatory
NOTE: A member entitled to attend and The Proxy Form, duly stamped, before the time appointed for the	vote at the General Meeting may appoint a I must be deposited at the Registered Office e meeting.  SUMMIT POWER LIMIT	Proxy to attend and vote in his/her stead of the Company not later than 48 hour Signature Verified Authorised Signatory  ED  NCE SLIP
NOTE: A member entitled to attend and The Proxy Form, duly stamped, before the time appointed for the S H A R I  I/We hereby record my attendar 2007 at 11.30 A.M.	vote at the General Meeting may appoint a I must be deposited at the Registered Office e meeting.  SUMMIT POWER LIMIT EHOLDERS' ATTENDA	Proxy to attend and vote in his/her stead of the Company not later than 48 hour Signature Verified Authorised Signatory  ED  NCESLIP g held on Sunday, the 31st day of May

### **NOTE:**

- 1. Please note that AGM can only be attended by the honourable shareholder or properly constituted proxy. Therefore, any friend or children accompanying with honourable shareholder or proxy cannot be allowed into the meeting.
- 2. Please present this slip at the reception Desk.





# Empowering Bangladesh we can and we will

SUMMIT'S COMMITMENT

Power turns the wheels of the industry, illuminates the homes and offices and indeed serves as the most important catalyst for progress and prosperity of a nation. Summit, a pioneer in private sector power generation, has drawn up program to raise its generation capacity to 1000 MW, representing 20% of the country's requirement.

### **SUMMIT POWER LIMITED**

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