



annual report 2012 - 2013

Connecting Progress

The document provided you with detailed and comprehensive information about the overall performance of BDCOM Online Limited as on June 30, 2013.

A printable version is also available at the BDCOM website: www.bdcom.com

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CORPORATE DIRECTORY

BOARD OF DIRECTORS

CHAIRMAN	:	MR. WAHIDUL HAQUE SIDDIQUI
MANAGING DIRECTOR	:	MR. S.M. GOLAM FARUK ALAMGIR
DIRECTORS	:	MRS. QURRATUL ANN SIDDIQUI M/S. HORNBILL APPAREL LTD.
INDEPENDENT DIRECTOR	:	MR. DAS DEBA PRASHAD
COMPANY SECRETARY	:	A.K.M. KUTUB UDDIN
REGISTERED OFFICE	:	Rangs Nilu Square (5th Floor) Satmosjid Road, House-75, Road- 5/a Dhanmondi R/a, Dhaka-1209

POP (POINT OF PRESENCE) OFFICES

MOTIJHEEL OFFICE:		1/B, Dit Avenue, Cafejheel Building (10th Floor), Motijheel, Dhaka – 1000 Tel: 7162347-8
PANTHOPATH OFFICE:		Firoz Tower, 152/3B-green Road Panthopath, Dhaka, Tel: 8157920-21
GULSHAN OFFICE:		House: 36, Road-117 (1st Floor), Gulshan-1, Dhaka-1212
CHITTAGONG OFFICE:		1646 Sk.mujib Road, Lokman Tower (6th Floor), Pathantuli, Ctg-4100
SYLHET OFFICE:		Ananda Tower & Shopping Complex (6th Floor) 1Flat# 7A, Jail Road, Sylhet
SHARE OFFICE	:	Rangs Nilu Square (5th Floor) Satmosjid Road, House-75, Road- 5/B Dhanmondi R/B, Dhaka-1209
AUDITOR	:	M/s. Atik Khaled & Co. Chartered Accountants
BANKERS & FINANCIAL INSTITUTIONS	:	PRIME BANK LTD EASTERN BANK LIMITED FIRST SECURITY BANK LIMITED NCC BANK LIMITED UNITED COMMERCIAL BANK LIMITED PUBALI BANK LIMITED DUTCH BANGLA BANK LIMITED RUPALI BANK LIMITED SONALI BANK LTD BANK ASIA LTD ISLAMI BANK (BD) LTD IFIC BANK LTD IDLC FINANCE LIMITED
INSURER	:	ASIA PACIFIC GENERAL INSURANCE CO. LTD.

Registered Office

RANGS Nilu Square (5th Floor)
 Satmosjid Road House- 75
 Road- 5/A, Dhanmondi R/A
 Dhaka - 1209

Date of Incorporation

February 12, 1997

Date of Commercial Operation

February 12, 1997

ISO 9001:2000 Certification

Received on 25th February, 2005

Legal Status

Public Limited Company Registered
 with the Joint Stock Company in Bangladesh

Regulatory Authority

Bangladesh Securities And Exchange Commission (BSEC)

Listed in Stock Market

Dhaka Stock Exchange Limited (DSE)
 Chittagong Stock Exchange Limited (CSE)

Authorized Capital

Taka 100.00 Crore

Paid up Capital

Taka 30.30 Crore

Number of Shareholders

9,979

Number of Employees

230

BDCOM'S PROFILE

Nature of Business Activities

- Nationwide ISP Service
- Nationwide data service
- IP Telephony Service
- Software Development
- Automatic Vehicle Location System (AVLS)
- Business Process Outsourcing
- ICT Consultancy Service
- Network Product and Fiber Optic Cable sales
- IT Enable Services.

BDCOM ONLINE LIMITED

Rangs Nilu Square (5th Floor), Satmosjid Road, House # 75, Road- 5/A, Dhanmondi R/a, Dhaka-1209

NOTICE OF THE 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting of the shareholders of BDCOM Online Limited will be held on Saturday, the December 21, 2013 at 10:30 a.m. at the White Hall House # 262/A, Road # 27, Dhanmondi R/A, Dhaka-1209 to transact the following business.

AGENDA:

1. To receive, consider and adopt the audited accounts for the year ended June 30, 2013 together with the reports of the Auditors' and the Directors' thereon.
2. To declare a STOCK DIVIDEND @ 10%.
3. To elect Directors.
4. To consider the variations in utilization of preference shares subscription money as per implementation schedule.
5. To appoint Auditors for the year ended June 30, 2014 and to fix their remuneration.
6. To transact any other business with the permission of the Chair.

By order of the Board

Sd/-

(A.K.M. Kutub Uddin)
Company Secretary

Dated: Oct 28, 2013

Notes:

1. The Record Date shall be on November 17, 2013.
2. A Member entitled to attend and vote at the annual general meeting and also may appoint a proxy to attend the meeting and vote in his/her stead. The proxy form with revenue stamp of tk.10/= must be deposited at the share office, not later than forty eight (48) hours before the time fixed for the meeting.
3. Admission into the meeting hall will be strictly on production of the attendance slip attached with the proxy Form.

বিডিকম অনলাইন লিমিটেড

র্যাংগস নীলু স্কয়ার (৬ষ্ঠ তলা), সাত মসজিদ রোড, বাড়ী-৭৫, সড়ক-৫/এ, ধানমন্ডি আবাসিক এলাকা, ঢাকা-১২০৯

১৭তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এই বিজ্ঞপ্তির মাধ্যমে জানানো যাচ্ছে যে, বিডিকম অনলাইন লিমিটেড এর ১৭তম বার্ষিক সাধারণ সভা নিম্নলিখিত বিষয়াদি সম্পাদনকল্পে আগামী ডিসেম্বর ২১, ২০১৩ শনিবার সকাল ১০.৩০ ঘটিকায় হোয়াইট হল, বাড়ি- ২৬২/এ, রাস্তা- ২৭ ধানমন্ডি আর/এ, ঢাকা- ১২০৯ ঢাকায় অনুষ্ঠিত হবে।

- ১। ২০১৩ সালের ৩০ জুন তারিখে সমাপ্ত অর্থ বছরের নিরীক্ষিত হিসাব-নিকাশ এবং এ সম্পর্কে পরিচালনা পর্ষদ ও নিরীক্ষকের প্রতিবেদন গ্রহণ ও অনুমোদন।
- ২। ১০% বোনাস শেয়ার ঘোষণা।
- ৩। পরিচালক নির্বাচন।
- ৪। অগ্রাধিকার শেয়ার এর মাধ্যমে উত্তোলিত টাকা "Implementation Schedule" অনুযায়ী ব্যয় প্রসঙ্গে।
- ৫। ২০১৪ সালের ৩০ জুন অর্থ-বছরের জন্য নিরীক্ষক নিয়োগ ও পারিতোষিক নির্ধারণ।
- ৬। সভাপতির অনুমতিক্রমে যে কোন বিষয়ের উপর আলোচনা।

পরিচালনা পর্ষদের নির্দেশক্রমে

স্বাক্ষর

(এ. কে. এম. কুতুব উদ্দিন)

কোম্পানী সচিব

তারিখ: অক্টোবর ২৮, ২০১৩

দৃষ্টব্য :

- ১। কোম্পানীর শেয়ার রেকর্ডভুক্ত করার তারিখ নভেম্বর ১৭, ২০১৩।
- ২। শেয়ার হোল্ডারবৃন্দ এই সাধারণ সভায় উপস্থিত থাকতে এবং ভোট প্রদান করতে পারেন অথবা স্বপক্ষে উপস্থিত হয়ে ভোট দিতে একজন প্রক্সি নিয়োগ করতে পারেন। প্রক্সি ফরম যথাযথভাবে পূরণ করে সভার নির্ধারিত সময়ের আটচল্লিশ (৪৮) ঘণ্টা পূর্বে কোম্পানীর শেয়ার অফিসে জমা দিতে হবে।
- ৩। প্রক্সি ফরমের সাথে প্রেরিত উপস্থিতপত্র জমাদান পূর্বক হলে প্রবেশ করতে শেয়ারহোল্ডারগণকে অনুরোধ করা যাচ্ছে।

Directors' Report To The Shareholders For The Year Ended June 30, 2013

Honorable Shareholders, As salamu Alaikum.

The Board of Directors of BDCOM Online Limited welcomes you all to the 17th Annual General Meeting of the company. We are pleased to present before you the audited financial statements of the company for the year ended June 30, 2013.

Financial Results and Appropriation:

The Directors take pleasure in reporting the following financial results of the company for the ended June 30, 2013:

	JUNE 30, 2013	JUNE 30, 2012
Profit before tax	51,013,134	35,828,784
Less: Provision for Income tax	(4,334,992)	(5,484,427)
Net Profit	46,678,142	30,344,357
Less: Sustainable Estimated Loss on Marketable Securities	(13,936,332)	-
Add: Un-appropriated profit brought forward	31,513,507	14,403,411
Adjustment in respect of previous year	(390,686)	(113,461)
Profit available for appropriation	63,864,632	44,634,307

APPROPRIATION RECOMMENDED:

Stock Dividend @ 10% (2011 - 2012)	(27,553,680)	(13,120,800)
Un-appropriated profit carried forward	36,310,952	31,513,507

Dividend:

The Board of directors pleased to recommend for declaration of a STOCK DIVIDEND @10% on the basis of the approval by the shareholders at the 17th Annual General Meeting of the company.

Directors:

The directors retire by rotation in terms of Articles of Association of the company and being eligible, offer herself for re-election is Mrs. Qurratul Ann Siddiqui.

The Board of Directors appointed Mr. Das Deba Prashad as independent Director of the Company as per Bangladesh Securities and Exchange Commission (BSEC) Notification No. SEC/CMRRCD/2006-158/Admin/44 dated 07 August 2012 now seek your post-facto approval.

Utilization details of Preference Shares subscription money as per Implementation Schedule:

As an ICT entrepreneur BDCOM Online Limited has been successfully and consistently providing services for last 16 years, even though ICT industry became very challenging and rapidly changing in its inherent nature. As a result, huge competition from new comers and it becomes very difficult to sustain if it fails to cope up with the market demand. From the strategic point of view, to increase revenue, we took over the business of Eastern Links BD Ltd. (Smile) including its clients, service, network, all active equipments and assets in 2009 and subsequently we had substantial growth in revenue. In the very same year we got introduced with another new challenge i.e., WIMAX, two organizations came up with a large capital and the new WIMAX wireless technology in contrast with our traditional cable & wired technology. Consequently we anticipated a threat in our business. To face this we had decided to come up with WiFi wireless technology based services and newly introduced IP Telephony service in Bangladesh. To arrange finance from capital market we tried to issue right shares to pay off Eastern Link BD (Smile) dues as well as for the procurement of wireless equipments but got rejected unfortunately by the Commission (BSEC) in mid

2009. Afterwards, in July 2010 we applied again including our previous application agenda, we also added our plan of buying a permanent office space and meet up the debt of the bank; fortunately and happily application got accepted this time by Commission (BSEC). It took a long time, almost a year, to complete the process to collect the money from capital market, in the meantime our perception of threat got negative regarding WIMAX providers as they were facing challenges to meet the license compliance. As a matter of fact, we decided to go slow in introducing our WiFi based services since rapid changes in technology which cause risk in this business as new technology takes place within very short time. Considering all these issues and also the greater interest of honorable shareholders we were very cautious and realistic in capital investment which ultimately resulted a 200% growth in revenue of the company today.

As company's mainstream business in data communication for commercial banks was in good shape and required investment in wireless network to accommodate ready business and to make the fund utilization in proper and secured way we have invested the fund in wireless network expansion for country wide data connectivity and got very positive result in revenue growth.

Considering the above, we would like to request for a post-facto approval, since fund utilization has the variation from actual declaration of time limit with the prescribed implementation schedule of preference share subscription fund as mentioned in **Annexure-3** (Page-21)

Auditors:

Auditor M/S Atik Khaled & Co. Chartered Accountants retire at the 17th Annual General Meeting and being eligible offer themselves for re-appointment as Statutory Auditors for the year ended June 30, 2014 with same remuneration as in the year 2012- 2013.

Additional Statements:

The directors are pleased to recount on the following additional statements in respect of report prepared under section 184 of the Companies Act, 1994:

- a) The financial statements prepared by the management for the year ended 30 June 2013 give a true and fair view of the state of the company about the result of its operations, cash flows and changes of equities.
- b) Proper books of accounts of the company have been maintained.
- c) Appropriate accounting policies have been consistently applied in preparation of the Financial statements and that the accounting estimates are based on reasonable and prudent judgment.
- d) In preparation of the financial statements the International Accounting standard, as applicable in Bangladesh have been followed and there has been no departure from the policies.
- e) The system of internal control and internal check are in effect and maintained properly.
- f) The company has sound and strong operational strengths and ability to continue as a going concern. As such, there is no doubt of its continuity.
- g) There is no deviation from last years operating results.
- h) The key operating and financial data for the proceeding five years have been shown in the Financial History of Five years **(Annexure-1)**

- i) The directors have recommended a STOCK DIVIDEND @10%
- j) During the year Eleven (11) Board of Directors meeting were held and the attendance by each Directors are given below:

1) Mr. Wahidul Haque Siddiqui	-	11
2) Mrs. Qurratul Ann Siddiqui	-	11
3) M/s. Hornbill Apparel Ltd.	-	10
4) Mr. Das Deba Prashad	-	6
5) Mr. S.M. Golam Faruk Alamgir	-	11

- k) The pattern of shareholding:

i) Directors:		shares
a) Mr. Wahidul Haque Siddiqui	-	1,612,776
b) Mrs. Qurratul Ann Siddiqui	-	2,364,733
c) M/S Hornbill Apparel Ltd.	-	1,446,666
d) Mr. Das Deba Prashad	-	NIL
ii) Sponsors:		shares
a) Mr. Sumon Ahmed Sabir	-	447,744
b) Mr. A.T.M. Sayeeduzzaman	-	249,199
c) Mr. Mohd. Zulfiquar Hafiz	-	332,446
Company Secretary, Chief Financial Officer and their spouses and minor children Head of Internal Audit	-	NIL
iii) Executives	-	NIL
iv) Shares holders holding 10% or more voting interest in the company	-	NIL

Board Audit Committee:

An Audit committee comprising of the following members of the Board of Directors was formed as per Bangladesh Securities and Exchange Commission Notification No. SEC/CMRRCD/2006-158/Admin/44 dated 07 August 2012

Members of the Audit Committee		
Mr. Das Deba Prashad	-	Chairman
Mrs. Qurratul Ann Siddiqui	-	Member
M/S. Hornbill Apparel Ltd	-	Member

The objective of the Audit Committee is to ensure and to improve the adequacy of internal control system to facilitate smooth functioning of the Company's operation. The Audit Committee carried-out the following tasks during the year 2012-2013:

- Reviewed the 1st Quarter Account for the period ended 30th Sep 2012.
- Reviewed the Half-Yearly Accounts for the period ended 31st December 2012.
- Reviewed the Third Quarter Accounts for the period ended 31st March 2013.
- Reviewed and scrutinize the Annual Financial statements for the year ended 30th June 2013.

The Audit Committee shall carry out its responsibilities as per the provisions of the Law and submit its report to the Board of Directors from time to time.

A Brief Resume of the Directors:

Mr. Wahidul Haque Siddiqui

He is the founder Director and at present he is the Chairman of the Company. He has completed his commerce graduation from University of Dhaka. He has ensured his involvement with many business enterprises, which are playing a vital role in the economy of Bangladesh. Mr. Siddiqui is one of the well known and experienced business person in RMG (Ready made Garments) and apparel sector both in home and abroad. He has passed his last 26 years with RMG sector for the development up-gradation and enhancement of foreign currency reserve of the country. He is also one of the Director of Asia Pacific General Insurance Co. Ltd.

Mrs. Qurratul Ann Siddiqui

Wife of Mr. Wahidul Haque Siddiqui is a bonafide industrialist and doing business successfully for more than a decade. She is also a founder Director of the Company and put her contribution for the social work in Bangladesh. She traveled many countries of the world in connection with business.

M/S. Hornbill Apparel Limited

M/S. Hornbill Apparel Limited is corporate sponsor Director of the Company successfully engaged with apparel business since long.

Mr. Das Deba Prashad

Ex Managing Director of Delta Life Insurance Co. Ltd. Completed his Master's of Commerce (Accounting) from University of Dhaka well known and experienced is Insurance Sector also have vast knowledge in banking & Capital Market. He has participated many local and international industrial events, trainee, seminar and workshop.

Mr. S.M. Golam Faruk Alamgir

Mr. S.M. Golam Faruk Alamgir, MBA(Marketing), Managing Director of the Company, well experienced in ICT Business and has been engaged with the sector for more than 22 years, he has participated many local and international event, training and workshop.

Achievement & Future Plan:

Every year we furnish our achievements by publishing annual report. All our shareholder and stakeholders wait for this report eagerly to ensure steady growth of the company as well as the investment security. BDCOM Management has tried it's best to justify investment through commitments in last 16 years of successful service portfolio in ICT industry of Bangladesh.

2014, will be very challenging year for BDCOM, 17th Anniversary will be celebrated, many big players coming into this market, like, 3G/EVDO services from Telco's, 4G/LTE from WIMAX provider etc.

Today, BDCOM is considered in market place as one of "the largest" Data Communication Service Provider having its country wide strong network coverage in 493 Thanas out of 509, and can provide any kind of ICT solution and services anywhere in Bangladesh by creating new solutions for our partners and businesses and by driving innovation in the ICT industry. More than 40 Commercial Banks with many corporate clients have been served with different solutions. BDCOM is the forerunner in the value centric service market place and an architect of high value end-to-end ICT solutions for both National and International market.

BDCOM's main strength is to consistently provide innovative, reliable, high-quality solutions, products and services with excellent customer care. Our mission is to serve our partner everywhere they live and work. As we continue to break new ground and deliver new solutions, we're focused on delivering the high-quality customer service which is our heritage.

We are now proud to offer one of the most advanced and powerful nationwide backbone networks, carrying 49 gigabytes of data traffic on an average business day to nearly every location in Bangladesh.

As you know, the Internet has enabled and accelerated new forms of human interactions through instant messaging, Internet forums, and social networking. Online shopping has boomed both for major retail outlets and small artisans and traders. Business-to-Business and financial services on the Internet affect supply chains across entire industries. Keeping all this in mind BDCOM has already been put its effort to meet future Internet centric product and service market.

In BDCOM ecosystem, Internet, Data Communication, IP Telephony, IP PBX, Enterprise Web Hosting, Software, Vehicle Tracking, Enterprise Hosting, Web & Graphics Design already been included for long, few more services will be included soon like Mobile Money, Payment Gateway, Internet Banking so on and so forth.

Status of Compliance

Corporate Governance Compliance Report:

Report on compliance as stated in Bangladesh Securities and Exchange Commission (BSEC) Notification No. SEC/CMRRCD/2006-158/Admin/44 dated 07 August 2012 is annexed. **(Annexure-2)**

Acknowledgement:

The Board of Directors records their appreciation for the contribution made by the employees to the operation of the company. The Board also wishes thanks to the valued shareholders, customers, regulatory bodies and other business partners for their outstanding help and support.

On behalf of the Board

Sd/-

(S.M. Golam Faruk Alamgir)
Managing Director

Annexure-1

Key Operating and Financial Data:

Particulars	Figure in thousand taka				
	2012-2013	2011-2012	2010-2011	2009-2010	2008-2009
Authorized Capital	1,000,000	1,000,000	1,000,000	1,000,000	250,000
Paid-up Capital	303,090	275,537	262,416	123,200	123,200
Tax holiday reserve	21,556	21,555	21,555	21,555	21,555
Reserve & Surplus	36,311	31,514	14,403	17,060	13,157
Share holders equities	480,461	451,806	421,575	161,816	157,913
Current Liabilities & Provisions	39,642	25,951	45,886	53,204	52,213
Cash Dividend (Pref. Share)	-	-	14,784	-	-
Cash Dividend (Ordinary Share)	-	-	-	-	12,320
Dividend (Stock)	30,309	27,554	13,121	16,016	-
Turnover	254,592	201,677	172,717	126,138	88,583
Non operating Income	7,784	4,714	5,350	1,428	900
Operating Expenses	102,275	79,145	63,630	42,585	19,827
Administrative & Marketing O/H	73,773	58,903	55,562	44,677	36,814
Depreciation	32,660	29,181	23,505	20,025	12,863
Taxation	4,335	5,484	4,843	1,086	426
Property Plant & Equipment	267,819	261,879	243,795	121,572	117,718
Deferred Expenses (Net)	1,175	1,174	1,174	1,132	518
Long Term Security	6,437	6,429	6,906	6,272	5,709
Inventories	12,678	15,781	19,781	13,631	12,893
Advance, Deposits & Prepayment	10,698	9,294	23,523	21,790	18,208
Bills Receivable	79,825	59,609	53,819	34,362	31,657
Cash & Cash Equivalent	124,548	93,334	96,393	13,150	21,643
Gross Profit	152,317	122,532	109,087	83,552	56,248
Net Profit after Tax	46,678	30,344	28,142	16,127	10,586

Corporate Governance Compliance Report:
Annexure-2

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

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1.1	Board's Size (The Number of Board Members not less than 5 (Five) and not more than 20 (twenty))	✓		
1.2	Independent Directors;			
1.2 (i)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	✓		
1.2 (ii) a)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	✓		
1.2 (ii) b)	who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	✓		
1.2 (ii) c)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies;	✓		
1.2 (ii) d)	who is not a member, director or officer of any stock exchange;	✓		
1.2 (ii) e)	who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	✓		
1.2 (ii) f)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm;	✓		
1.2 (ii) g)	who shall not be an independent director in more than 3 (three) listed companies;	✓		
1.2 (ii) h)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI);	✓		
1.2 (ii) i)	who has not been convicted for a criminal offence involving moral turpitude.	✓		
1.2 (iii)	the independent director shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓		
1.2 (iv)	the post of independent director can not remain vacant for more than 90 (ninety) days.	✓		
1.2 (v)	the Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	✓		
1.2 (vi)	the tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only.	✓		
1.3	Qualification of Independent Director	✓		
1.3 (i)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	✓		
1.3 (ii)	The person should be a Business Leader/Corporate Leader/Bureaucrat/University Teacher with Economics or Business Studies or Law background/Professionals like Chartered Accountants, Cost & Management Accountants, Chartered Secretaries. The independent director must have at least 12 (twelve) years of corporate management/professional experiences.	✓		
1.3 (iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.	✓		
1.4	Chairman of the Board and Chief Executive Officer	✓		
1.5	The Directors' Report to shareholders	✓		
1.5 (i)	Industry outlook and possible future developments in the industry.	✓		
1.5 (ii)	Segment-wise or product-wise performance.	✓		
1.5 (iii)	Risks and concerns.	✓		

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1.5 (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	✓		
1.5 (v)	Discussion on continuity of any Extra-Ordinary gain or loss.	✓		
1.5 (vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report.	✓		
1.5 (vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	✓		
1.5 (viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.	✓		
1.5 (ix)	If significant variance occurs between Quarterly Financial performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	✓		
1.5 (x)	Remuneration to directors including independent directors.	✓		
1.5 (xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	✓		
1.5 (xii)	Proper books of account of the issuer company have been maintained.	✓		
1.5 (xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	✓		
1.5 (xiv)	International Accounting Standards(IAS)/Bangladesh Accounting Standards (BAS)/International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	✓		
1.5 (xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	✓		
1.5 (xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	✓		
1.5 (xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	✓		
1.5 (xviii)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	✓		
1.5 (xix)	If the issuer company has not declared dividend (cash or stock) for the year, the reasons thereof shall be given.	✓		
1.5 (xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	✓		
1.5 (xxi)	The pattern of shareholding shall be reported to disclosed the aggregate number of shares (along with name wise details where stated below) held by;	✓		
1.5 (xxi) a)	Parent/Subsidiary/Associated Companies and other related parties (namewise details);	✓		
1.5 (xxi) b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer Head of Internal Audit and their spouses and minor children (name wise details);	✓		
1.5 (xxi) c)	Executives;	✓		
1.5 (xxi) d)	Share holders holding ten percent (10%) or more voting interest in the company (name wise details).	✓		
1.5 (xxii) a)	a brief resume of the director;	✓		
1.5 (xxii) b)	nature of his/her expertise in specific functional areas;	✓		
	functional areas;	✓		

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
1.5 (xxii) c)	names of companies in which the person also holds the directorship and the membership of committees of the board.	✓		
2	Chief Financial Officer (CFO) Head of Internal Audit & Company Secretary (CS):	✓		
2.1	Appointment of Chief Financial Officer (CFO) Head of Internal Audit & Company Secretary (CS).	✓		
2.2	Requirement to attend the Board Meetings.	✓		
3	Audit Committee.			
3 (i)	The company shall have an Audit Committee as a sub-committee of the Board of directors.	✓		
3 (ii)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	✓		
3 (iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing.	✓		
3.1	Construction of Audit Committee:			
3.1 (i)	The Audit Committee shall be composed of at least 3 (three) members.	✓		
3.1 (ii)	The Board of Directors shall appoint members of the Audit Committee who shall be directors of the company and shall include at least 1 (one) independent director.	✓		
3.1 (iii)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management experience.	✓		
3.1 (iv)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy (ies) immediately or not later than 1 (one) month from the date of vacancy (ies) in the Committee to ensure continuity of the performance of work of the Audit Committee.	✓		
3.1 (v)	The company secretary shall act as the secretary of the Committee.	✓		
3.1 (vi)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
3.2	The Chairman of Audit Committee			
3.2 (i)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	✓		
3.2 (ii)	Chairman of the audit committee shall remain present in the Annual General Meeting (AGM).	✓		
3.3 (i)	Oversee the financial reporting process.	✓		
3.3 (ii)	Monitor choice of accounting policies and principles.	✓		
3.3 (iii)	Monitor Internal Control Risk management process.			
3.3 (iv)	Oversee hiring and performance of external auditors.	✓		
3.3 (v)	Review along with the management, the annual financial statements before submission to the board for approval.	✓		
3.3 (vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval	✓		

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
3.3 (vii)	Review the adequacy of internal audit function.	✓		
3.3 (viii)	Review statement of significant related party transactions submitted by the management.	✓		
3.3 (ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.	✓		
3.3 (x)	When money is raised through Initial Public Offering (IPO)/ Repeat Public Offering (RPO)/ Rights Issue the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on a annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.	✓		
3.4.1	Reporting of The Audit Committee			
3.4.1 (i)	The Audit Committee shall report on its activities to the Board of Directors.	✓		
3.4.1 (ii) a)	a) report on conflicts of interests;	✓		
3.4.1 (ii) b)	b) suspected or presumed fraud or irregularity or material defect in the internal control system;	✓		
3.4.1 (ii) c)	c) suspected infringement of laws, including securities related laws, rules and regulations	✓		
3.4.1 (ii) d)	d) any other matter which shall be disclosed to the Board of Directors immediately.	✓		
3.4.2	Reporting to the Authorities	✓		
3.5	Reporting to the Shareholders and General Investors	✓		
4	External/ Statutory Auditors			
4 (i)	Appraisal or valuation services or fairness opinions.	✓		
4 (ii)	Financial information systems design and implementation.	✓		
4 (iii)	Book-keeping or other services related to the accounting records or financial statements.	✓		
4 (iv)	Broker-dealer services.	✓		
4 (v)	Actuarial services.	✓		
4 (vi)	Internal audit services.	✓		
4 (vii)	Any other service that the Audit Committee determines.	✓		
4 (viii)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	✓		
5	Subsidiary Company			
5 (i)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.	✓		
5 (ii)	Atleast 1(one) independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.	✓		
5 (iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	✓		
5 (iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.	✓		
5 (v)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			
6	Duties of Chief Executive Officer and Chief Financial Officer			
6 (i) a)	these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	✓		

Condition No.	Title	Compliance Status		Remarks
		Complied	Not Complied	
6 (i) b)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.	✓		
6 (ii)	There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.	✓		
7	Reporting and Compliance of Corporate Governance			
7 (i)	The company shall obtain a certificate from a practicing Professional Accountant/Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	✓		
7 (ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	✓		

পরিচালকমন্ডলীর প্রতিবেদন

সন্মানিত শেয়ারহোল্ডারবৃন্দ আস-সালামু আলাইকুম

বিডিকম অনলাইন লিমিটেড এর ১৭-তম বার্ষিক সাধারণ সভায় পরিচালনা পর্ষদের পক্ষ থেকে সবাইকে স্বাগত জানাচ্ছি। আমরা অত্যন্ত আনন্দের সাথে আপনাদের সামনে জুন ৩০, ২০১৩ সমাপ্ত বছরের নিরীক্ষিত আর্থিক বিবরণী উপস্থাপন করছি।

আর্থিক ফলাফল এবং বন্টন:

বিবরণী	৩০.০৬.২০১৩	৩০.০৬.২০১২
করপূর্ব মুনাফা	৫১,০১৩,১৩৪	৩৫,৮২৮,৭৮৪
আয়কর সঞ্চিতি	(৪,৩৩৪,৯৯২)	(৫,৪৮৪,৪২৭)
কর পরবর্তী নীট মুনাফা	৪৬,৬৭৮,১৪২	৩০,৩৪৪,৩৫৭
মার্কেট সিকিউরিটিজ হতে সম্ভাব্য ক্ষতি	(১৩,৯৩৬,৩৩২)	-
বিগত বছরের উদ্ধৃত	৩১,৫১৩,৫০৭	১৪,৪০৩,৪১১
বিগত বছরের সমন্বয়	(৩৯০,৬৮৬)	(১১৩,৪৬১)
বন্টনযোগ্য মুনাফা	৬৩,৮৬৪,৬৩২	৪৪,৬৩৪,৩০৭
বন্টনের জন্য সুপারিশকৃত		
বোনাস শেয়ার @ ১০% (২০১১ - ২০১২)	(২৭,৫৫৩,৬৮০)	(১৩,১২০,৮০০)
স্থানান্তরিত অবশিষ্ট মুনাফা	৩৬,৩১০,৯৫২	৩১,৫১৩,৫০৭

লভ্যাংশ :

পরিচালক পর্ষদ ৩০শে জুন ২০১৩ইং সমাপ্ত বছরের জন্য প্রতিটি ১০ টাকা মূল্যের সাধারণ শেয়ারের উপর ১০% বোনাস শেয়ার সুপারিশ করেছেন, যা ১৭তম বার্ষিক সাধারণ সভায় সম্মানিত শেয়ারহোল্ডারগণের অনুমোদনের জন্য পেশ করা হলো।

পরিচালকমন্ডলী :

পরিচালক জনাবা কুররাতুল আন সিদ্দিকী নিয়ম অনুযায়ী বোর্ড থেকে অবসর গ্রহন করেছেন এবং যোগ্য বিধায় পুনঃনির্বাচিত হওয়ার প্রস্তাব করেছেন।

বাংলাদেশ সিকিউরিটিজ এন্ড একচেঞ্জ নোটিফিকেশন নং SEC/CMRRCD/2006-158/Admin/44 তাং -০৭ আগস্ট, ২০১২ উল্লেখ্যে পরিচালনা পর্ষদ জনাব দাস দেবা প্রসাদকে স্বাধীন পরিচালক হিসাবে নিয়োগ প্রদান করেছেন এখনে তা আপনাদের সদয় অনুমোদনের জন্য পেশ করা হলো।

অগ্রধিকার শেয়ার এর মাধ্যমে উত্তোলিত টাকা Implementation Schedule অনুযায়ী ব্যয় প্রসঙ্গে :

বিডিকম অনলাইন লিমিটেড একটি তথ্যপ্রযুক্তি নির্ভর গ্রাহক সেবা প্রদানকারী প্রতিষ্ঠান। এই তথ্যপ্রযুক্তি দ্রুত বিকাশমান ও পরিবর্তনশীল, এর সাথে সঙ্গতি রেখে ক্রেতার প্রয়োজন অনুযায়ী তাৎক্ষণিক ব্যবস্থা গ্রহণ করতে না পারলে এই শিল্পে টিকে থাকা অত্যন্ত দূরহঃ। উদাহরণ স্বরূপ বাংলাদেশে এযাবৎ ১৫০টিরও বেশি তথ্যপ্রযুক্তি নির্ভর প্রতিষ্ঠান বিলুপ্ত হয়ে গেছে। তাই ২০০৯ সালের মার্চে আমরা Revenue বৃদ্ধির লক্ষে "ইন্টার্ন লিঙ্ক বাংলাদেশ প্রাইভেট লিমিটেড" এর গ্রাহক সেবা সহ তাদের Network ও অন্যান্য কার্যক্রম সরঞ্জামাদি (সম্পদ) অধিগ্রহণ করি এতে আমাদের Revenue সন্তোষ জনক হারে বৃদ্ধি পায় এবং ২০০৯ সালে আমাদের সামনে আর একটি চ্যালেঞ্জ চলে আসে, আমাদের ক্যাবল প্রযুক্তির বিপরীতে বিশাল বিনিয়োগ নিয়ে ক্যাবল বিহীন Wimax বা Radio প্রযুক্তি নিয়ে ২ টি কোম্পানী বাজারে আসে এতে আমাদের ব্যবসায় ঝুঁকির আশংকা করি। এমতাবস্থায় আমরাও Wifi বা Radio প্রযুক্তি ব্যবহার করে ব্যবসায় টিকে থাকা এবং বাংলাদেশে নতুন IP Telephony সেবা চালু করার সিদ্ধান্ত গ্রহণ করি। তাই ইন্টার্ন লিঙ্ক বাংলাদেশ এর দায় পরিশোধ ও নতুন সেবায় বিনিয়োগের লক্ষে Right Share এর মাধ্যমে বাজার থেকে টাকা উত্তোলনের সিদ্ধান্ত গ্রহণ করি এবং ২০০৯ সালের মাঝামাঝি কমিশন বরাবর আবেদন করি এবং

আবেদনটি নাকচ হয়। পরবর্তীতে ২০১০ সালের জুলাই মাসে পূর্বের আবেদনের সঙ্গে একটি স্থায়ী অফিস স্থাপনা ক্রয় ও ব্যাংকের দায় পরিশোধের লক্ষে পুনরায় কমিশন বরাবর Preference Share এর আবেদন করি এবং আবেদনটি গৃহিত হয়। ইতিমধ্যে এই টাকা উত্তোলন প্রক্রিয়া ১ বছরের ও বেশি বিলম্ব হওয়ায় এবং বৃহৎ Investment নিয়ে বাজারে আসা Wimax বা Radio প্রযুক্তি নির্ভর প্রতিষ্ঠান ২ টি আমাদের Revenue তে তেমন কোন প্রভাব ফেলতে না পারায় আমরা Wifi বা Radio প্রযুক্তিতে বিনিয়োগে ধীরে চলো নীতি গ্রহণ করি। এই প্রযুক্তিতে ব্যবহৃত যন্ত্রপাতি প্রতিনিয়ত Up grade হওয়ার কারণে অন্যান্য শিল্পের যন্ত্রপাতির মত দীর্ঘ মেয়াদে ব্যবহার করা যায় না এবং এসব যন্ত্রপাতি অত্যন্ত সংবেদনশীল হওয়ায় সামান্যতেই ক্ষতিগ্রস্ত হওয়ার সম্ভাবনা থাকে বিধায় আমরা কোম্পানী এবং শেয়ার হোল্ডারদের বৃহত্তর স্বার্থে এবং Revenue Growth এর সাথে সঙ্গতি রেখে Capital Investment করার ব্যাপারে যত্নবান হই ফলে কোম্পানী বর্তমান Revenue ২০০% এরও বেশি অর্জনে সক্ষম হয়।

এদিকে সমস্ত বানিজ্যিক ব্যাংকের শাখা সমূহ Online Banking এর আওতায় আনার বাংলাদেশ ব্যাংকের নির্দেশনায় আমাদের সুযোগ সৃষ্টি হয় ৬৪ জেলায় Tower স্থাপন ও Radio প্রযুক্তির মাধ্যমে আমাদের গ্রাহক সেবা ছড়িয়ে দিতে। এ ক্ষেত্রেও আমরা সেবা বিক্রয়ের কার্যাদেশের বিপরীতে বিনিয়োগের সিদ্ধান্ত গ্রহণ করে যন্ত্রপাতির সর্বোত্তম ব্যবহার নিশ্চিত করি। অন্যান্য ব্যবসার সাথে তথ্যপ্রযুক্তি ব্যবসায়ের ভিন্নতার কারণে পূর্ব পরিকল্পনা অনুযায়ী বিনিয়োগ কিছুটা জটিল। এবং যে কোন যান্ত্রিক ত্রুটি তাৎক্ষণিক সিদ্ধান্ত গ্রহণ করে পুনঃ স্থাপন না করলে গ্রাহক বা ব্যবসা হারানোর ভয় থাকে।

ফলশ্রুতিতে সার্বিক এবং সুনির্দিষ্ট ব্যবসার কথা মাথায় রেখে তাৎক্ষণিক সুবিবেচিত সিদ্ধান্ত গ্রহণে যথোপযুক্ত খাতে ব্যয় সাধিত হয়। এতে কোন কোন খাতে অতিরিক্ত ব্যয় করতে হয়েছে এবং খাত বিশেষে সময় বর্ধিত হয়েছে যা সংযুক্ত Implementation Schedule (Annexure 3-পৃষ্ঠা-২১) এ উল্লেখিত। এখনে বিষয়টি আপনাদের সদয় গ্রহণ এবং অনুমোদনের নিমিত্তে পেশ করা হলো।

নিরীক্ষক নিয়োগ:

মেসার্স আতিক খালেদ এন্ড কোং চার্টার্ড একাউন্ট্যান্টের এর কার্যকাল ১৭তম বার্ষিক সাধারণ সভায় সমাপ্ত হচ্ছে এবং যোগ্য বিধায় ২০১৩-২০১৪ অর্থ বছরের জন্য বর্তমানে অর্থাৎ ২০১১-২০১২ অর্থ বছরে প্রাপ্ত পরিতোষিকে পুনঃ নিয়োগ লাভের ইচ্ছা প্রকাশ করেছেন যা আপনাদের অনুমোদনের জন্য পেশ করা হলো।

অতিরিক্ত প্রতিবেদন :

পরিচালনা পর্ষদ, কোম্পানী আইন ১৯৯৪, কার্যবিধি ১৮৪ অনুসারে নিম্নলিখিত প্রতিবেদন আপনাদের সামনে উপস্থাপন করেছে ;

ক. কোম্পানীর ৩০ জুন ২০১৩ সালের আর্থিক বিবরণী, লেনদেন বিবরণী, পরিচালনের ফলাফল, নগদ প্রবাহ এবং ইকুইটি পরিবর্তন সংক্রান্ত বিবরণী সূত্রভাবে উপস্থাপন করা হয়েছে।

খ. কোম্পানীর হিসাব বহিসমূহ যথাযথভাবে সংরক্ষণ করা হয়েছে।

গ. আর্থিক বিবরণীতে উল্লেখিত বিষয় সমূহ ব্যতীত, হিসাব বিবরণী প্রস্তুতের ক্ষেত্রে যথাযথ হিসাব নীতি অনুসরণ করা হয়েছে এবং হিসাবের ধারণাসমূহ সুনির্দিষ্টকরণ এবং বিচক্ষণতার সাথে প্রাক্কলন করা হয়েছে।

ঘ. আর্থিক বিবরণী প্রস্তুত করার ক্ষেত্রে বাংলাদেশে প্রযোজ্য আন্তর্জাতিক হিসাব মানসমূহ অনুসরণ করা হয়েছে।

ঙ. কোম্পানীর অভ্যন্তরীণ নিয়ন্ত্রণ ব্যবস্থা সূত্র এবং যথাযথভাবে বাস্তবায়ন ও তত্ত্বাবধান করা হয়েছে।

চ. চলমান হিসাব ধারণা অনুযায়ী কোম্পানী পরিচালিত হতে যে সক্ষম, এ সম্পর্কে সন্দেহের কোন অবকাশ নেই।

ছ. মূল অপারেশন এবং বিগত পাঁচ বছরের আর্থিক পরিসংখ্যান “পরিশিষ্ট-১” এ সংযোজন করা হলো:

জ. পরিচালনা পর্ষদ ১০% বোনাস শেয়ার এর প্রস্তাব অনুমোদনের জন্য পেশ করেছেন।

ঝ. নিম্নে চলতি বছরে পরিচালনা পর্ষদের ১১টি বোর্ড মিটিং এর উপস্থিতি দেয়া হল:

পরিচালকদের নাম	সভায় উপস্থিতি সংখ্যা
১) জনাব ওয়াহিদুল হক সিদ্দিকী	- ১১
২) জনাবা কুররাতুল আন সিদ্দিকী	- ১১
৩) হর্ণবিল এপারেল লিঃ	- ১০
৪) জনাব দাস দেবা প্রসাদ	- ৬
৫) জনাব এস,এম,গোলাম ফারুক আলমগীর	- ১১

ঞ. পেটার্ন অব শেয়ার হোল্ডিং:

অ. পরিচালকবৃন্দ:	শেয়ার
১) জনাব ওয়াহিদুল হক সিদ্দিকী	- ১,৬১২,৭৭৬
২) জনাবা কুররাতুল আন সিদ্দিকী	- ২,৩৬৪,৭৩৩
৩) মেসার্স হর্ণবিল এপারেল লিঃ	- ১,৪৪৬,৬৬৬
আ. উদ্যোক্তা:	শেয়ার
১) জনাব সুমন আহমেদ সাবির	- ৪৪৭,৭৪৪
২) জনাব এ টি এম সাইদুজ্জামান	- ২৪৯,১৯৯
৩) জনাব মো: জুলফিকার হাফিজ	- ৩৩২,৪৪৬

কোম্পানী সচিব / চিফ ফাইন্যান্সিয়াল অফিসার এবং তাদের গোপ্য:
হেড অব ইনটার্নাল অডিট

কোন শেয়ার নাই।

ই. এক্সিকিউটিভ:

নাই।

ঈ. কোম্পানীর ১০% এর উপরের শেয়ারহোল্ডার বৃন্দ:

নাই।

বোর্ড অডিট কমিটি:

বাংলাদেশ সিকিউরিটিজ এন্ড একচেঞ্জ কমিশনের নোটিফিকেশন নং এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/এডমিন/৪৪
০৭ আগস্ট, ২০১২ অনুযায়ী পরিচালকমন্ডলী কর্তৃক নিম্নলিখিত সদস্যবৃন্দের সমন্বয়ে একটি অডিট কমিটি গঠন করা হয় :

জনাব দাস দেবা প্রসাদ	-	চেয়ারম্যান
জনাবা কুররাতুল আন সিদ্দিকী	-	সদস্য
মেসার্স হর্ণবিল এপারেল লিঃ	-	সদস্য

অডিট কমিটি গঠনের উদ্দেশ্য হলো সঠিকভাবে কোম্পানী পরিচালনার ক্ষেত্রে অভ্যন্তরীণ নিরীক্ষন ব্যবস্থা জেরাদার করা ও সঠিক উন্নয়ন নিশ্চিত করা। ২০১১-২০১২ অর্থবছরে কমিটি নিম্নোক্ত কাজগুলো সম্পন্ন করেছে :-

- ১) ত্রৈমাসিক জুলাই, ২০১২ - সেপ্টেম্বর, ২০১২ সময়ের হিসাব পর্যালোচনা করণ।
- ২) অর্ধ বার্ষিকী জুলাই, ২০১২ - ডিসেম্বর, ২০১২ সময়ের হিসাব পর্যালোচনা করণ।
- ৩) নয় মাসের জুলাই, ২০১২ - মার্চ, ২০১৩ সময়ের হিসাবে পর্যালোচনা করণ।
- ৪) ৩০ জুন, ২০১৩ তারিখে সমাপ্ত অর্থ বৎসরের নিরীক্ষিত হিসাব পর্যালোচনা ও পরীক্ষা করণ।

এসইসি'র বিধান মোতাবেক এতদসংক্রান্ত অডিট রিপোর্ট অডিট কমিটি কর্তৃক কোম্পানীর পরিচালক পর্ষদ সভায় উপস্থাপন করা হয়।

পরিচালকবৃন্দের সংক্ষিপ্ত জীবন বৃত্তান্ত:

জনাব ওয়াহিদুল হক সিদ্দিকী

তিনি বিডিকম অনলাইন লিমিটেড এর একজন উদ্যোক্তা পরিচালক এবং বর্তমানে তিনি কোম্পানীর চেয়ারম্যান এর দায়িত্বে আছেন। তিনি ঢাকা বিশ্ববিদ্যালয় থেকে বানিজ্য বিভাগে গ্রাজুয়েশন ডিগ্রি লাভ করেন। তিনি অনেক ব্যবসা প্রতিষ্ঠানের সাথে সম্পৃক্ত থেকে বাংলাদেশের অর্থনৈতিক উন্নয়নে গুরুত্বপূর্ণ ভূমিকা পালন করেছেন। দেশে বিদেশে রেডিমেইড পার্মেন্টস এবং এ্যাপারেলস শিল্পে জনাব সিদ্দিকী একজন অভিজ্ঞ ব্যক্তিত্ব। তিনি দেশের বৈদেশিক মুদ্রা অর্জনে দীর্ঘ ২৬ বছর এই সেক্টরে সফলতার সাথে কাজ করে যাচ্ছেন। তিনি এশিয়া প্যাসিফিক জেনারেল ইস্যুরেন্স কোম্পানী লিমিটেড এর একজন পরিচালক।

জনাবা কুররাভুল আন সিদ্দিকী

জনাবা সিদ্দিকী হচ্ছেন একজন সফল মহিলা শিল্প উদ্যোক্তা। তিনি অনেক শিল্প প্রতিষ্ঠানের সাথে সম্পৃক্ত থেকে সফলতার সাথে কাজ করে যাচ্ছেন। তিনিও বিডিকমের একজন উদ্যোক্তা পরিচালক। তিনি বিভিন্ন সামাজিক কার্যক্রমের মাধ্যমে দেশের উন্নয়নে ভূমিকা রাখছেন। তিনি ব্যবসায়িক কার্যক্রমের জন্য বিশ্বের অনেক দেশ ভ্রমণ করেছেন।

মেসার্স হর্ণবিল এ্যাপারেল লিমিটেড

মেসার্স হর্ণবিল এ্যাপারেল লিমিটেড বিডিকম অনলাইন লিমিটেড এর প্রাতিষ্ঠানিক উদ্যোক্তা পরিচালক, দীর্ঘদিন যাবৎ এ্যাপারেল ব্যবসায় অত্যন্ত সফলতার সহিত যুক্ত আছে।

জনাব দাস দেবা প্রসাদ

ডেলটা লাইফ ইনস্যুরেন্স কোম্পানী লিমিটেড এর প্রাক্তন ব্যবস্থাপনা পরিচালক। ঢাকা বিশ্ববিদ্যালয় থেকে তিনি মাস্টার্স অব কমার্স (হিসাব বিভাগ) সম্পন্ন করেছেন এবং তিনি বীমা, ব্যাংকিং ব্যবসা এবং মূলধন বাজার সম্পর্কে অত্যন্ত দক্ষ এবং এই বিষয়ে তিনি বিস্তারিত জ্ঞান সংরক্ষণ করেন। তিনি অনেক স্থানীয় ও আন্তর্জাতিক সভা সেমিনার এবং প্রশিক্ষণ কার্যক্রমে অংশগ্রহণ করেছেন।

জনাব এস, এম, গোলাম ফারুক আলমগীর

জনাব এস, এম, গোলাম ফারুক আলমগীর, এমবিএ (মার্কেটিং), বিডিকম অনলাইন লিমিটেড এর ব্যবস্থাপনা পরিচালক। তিনি এই সেক্টরে অত্যন্ত দক্ষতার সহিত সুদীর্ঘ ২৩ বছর যাবৎ যুক্ত আছেন। দেশ-বিদেশে অসংখ্য প্রশিক্ষণ এবং কর্মশালায় অংশগ্রহণ করেছেন।

অর্জন এবং ভবিষ্যৎ পরিকল্পনা:

প্রতি বছর বার্ষিক প্রতিবেদন প্রকাশনার মাধ্যমে আমরা আমাদের অর্জন গুলো ব্যক্ত করে থাকি। আমাদের সম্মানিত শেয়ারহোল্ডার এবং ব্যবসায়িক অংশীদারগণ এই প্রতিবেদনের অপেক্ষায় থাকেন তাঁদের বিনিয়োগকৃত অর্থের নিরাপত্তা এবং কোম্পানীর ধারাবাহিক অগ্রগতি নিশ্চিত হওয়ার লক্ষ্যে। বিডিকমের ব্যবস্থাপনা কর্তৃপক্ষের নিরলস ও ঐকান্তিক প্রচেষ্টায় বিগত ১৬ বছর অত্যন্ত সফলতার সাথে বাংলাদেশের ICT শিল্পে নিজেদের আসন সুদৃঢ় করেছে।

১৭ তম বর্ষপূর্তির প্রাক্কালে ২০১৪ সাল বিডিকমের জন্য একটি চ্যালেঞ্জিং বছর। এ বছর টেলিকম কোম্পানী গুলো 3G/EVDO এবং WIMAX কোম্পানী গুলো 4G/LTE পরিসেবা বাজারে নিয়ে আসছে।

বর্তমান সময়ের বৃহত্তম ডাটা কমিউনিকেশন পরিসেবা প্রদানকারী প্রতিষ্ঠান হিসেবে বিডিকম দেশের ৫০৯ টি থানার ৪৯৩ টিতে শক্তিশালী নেটওয়ার্কের আওতায় পরিসেবা প্রদান করছে। যার ফলে আমরা বাংলাদেশের যে কোন স্থানে যে কোন অনলাইন সেবা প্রদানে সক্ষম। আমরা ৪০ টির ও বেশী বানিজ্যিক ব্যাংক এবং বহু কর্পোরেট গ্রাহককে বিভিন্ন সেবা প্রদান করছি। বিডিকমের প্রধান চালিকা শক্তি আধুনিক, নিরবিচ্ছিন্ন এবং উচ্চমানের সেবা প্রদানে সক্ষমতা এবং এর ধারাবাহিকতা।

আমাদের লক্ষ্য দেশের যে কোন প্রান্তে গ্রাহকের চাহিদা অনুযায়ী সেবা তাঁদের দোরগোড়ায় পৌঁছে দেওয়া।

আপনারা জানেন “ইন্টারনেট” বর্তমানে মানুষের যোগাযোগের জন্য একটি অতিদ্রুত ও শক্তিশালী মাধ্যম। ফলশ্রুতিতে সামাজিক ও ব্যবসায়িক যোগাযোগে এ সেবা অতি আবশ্যিকীয় হিসাবে পরিচিতি লাভ করেছে, এসব মাথায় রেখে বিডিকম বর্তমান এবং ভবিষ্যতে আগত অনলাইন পরিসেবা প্রদানে নিজেদের যথাযথ ভাবে সম্পৃক্ত রেখেছে।

বিডিকম ইতোমধ্যে ইন্টারনেট, ডাটা কামউনিকেশন, IP Telephony, IP PBX, Enterprise Web Hosting, Software, Vehicle Tracking, Enterprise Hosting, Web & Graphics Design ইত্যাদি পরিসেবায় নিজেদেও সম্পৃক্ত করেছে এবং অদূর ভবিষ্যতে আরও কিছু নতুন পরিসেবা প্রদানের কাজ করে যাচ্ছে। যেমন, Mobile Money, Payment Gateway, Internet banking ইত্যাদি।

স্বীকৃতি :

আমরা ধন্যবাদ জানাচ্ছি, কোম্পানীর কর্মকর্তা-কর্মচারীদের নিবেদিত প্রাণ ও কঠোর পরিশ্রমের জন্য এবং আরো ধন্যবাদ জানাচ্ছি, আমাদের শেয়ার হোল্ডার, গ্রাহক, ব্যাংক এবং নিয়ন্ত্রণকারী সংস্থার অকুণ্ঠ সাহায্য ও সহযোগিতার জন্য।

ধন্যবাদান্তে

পরিচালকমন্ডলীর পক্ষে

স্বাক্ষর

(এস, এম, গোলাম ফারুক আলমগীর)
ব্যবস্থাপনা পরিচালক

Annexure-3

 IMPLEMENTATION SCHEDULE [Rule-8(k)]
 11 Quarter (From Feb 22 to May 21, 2013)

Purpose	As Per IM Amount (Tk.)	Utilized Amount (Tk.)											Total Utilized Amount (Tk.)			
		1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	5th Quarter	6th Quarter	7th Quarter	8th Quarter	9th Quarter	10th Quarter	11th Quarter				
Pre-occupation Expenses (IP Telephony)	1,500,000	1,600,018	-	-	-	-	-	-	-	-	-	-	-	-	-	1,600,018
Bank Guarantee for Ip Telephony License (BTRC)	1,000,000	1,000,000	-	-	-	-	-	-	-	-	-	-	-	-	-	1,000,000
Preference Issue Expenses	1,500,000	1,476,554	-	-	-	-	-	-	-	-	-	-	-	-	-	1,476,554
Acquisition of Part Assets and Liabilities of Eastern Link BD (Pvt.) Ltd.	20,622,928	20,622,928	-	-	-	-	-	-	-	-	-	-	-	-	-	20,622,928
Transport & Motor Vehicles	5,000,000	2,230,000	-	202,078	-	-	-	-	-	-	-	-	-	-	-	2,432,078
Security Deposit for Additional Bandwidth	2,500,000	1,920,000	-	-	-	-	-	-	-	-	-	-	-	-	-	1,920,000
Furniture & Fixture	800,000	164,700	92,610	-	585,000	-	57,796	65,755	-	-	-	-	-	-	-	965,861
Interior Office Decoration	3,000,000	306,856	36,537	538,816	2,550,816	378,677	41,500	150,000	-	-	-	-	-	-	-	4,003,202
Power Backup Equipments (Generator, Online UPS etc.)	7,500,000	876,830	393,000	294,000	974,181	762,257	246,577	608,367	324,826	225,451	-	-	-	-	-	5,256,489
Procurement of IP Telephony Devices	10,000,000	9,374,257	1,359,160	215,564	269,600	-	-	-	-	-	-	-	-	-	-	13,172,977
WiFi Base Station	49,000,000	-	388,324	2,426,821	1,503,244	819,094	1,356,041	2,820,022	3,090,880	2,454,831	490,195	-	-	-	-	15,349,452
Fiber Network Extension	10,000,000	6,718,681	2,627,136	201,842	-	1,227,297	4,438,620	1,286,420	-	-	-	-	-	-	-	16,499,996
Refund of Bank Loan	17,877,072	23,036,979	-	-	-	-	-	-	-	-	-	-	-	-	-	23,036,979
Equipment and Machinery : (Router, Switch, Server Rack, OLT, ONU, GPON Etc.)	41,300,000	19,004,272	4,003,352	413,110	3,944,535	1,309,108	1,406,943	4,069,745	5,443,605	1,322,877	366,000	-	-	-	-	41,283,547
Procurement of Permanent office Space (Approx. 5000 S. F. Including all relevant expenses)	75,000,000	10,000,000	84,034,069	49,850	-	-	-	-	-	-	-	-	-	-	-	94,083,919
Tax @ 3% (on premium value of pref. share)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	3,696,000
TOTAL	246,400,000	98,332,075	93,529,424	5,001,783	1,048,380	11,256,751	3,269,136	7,547,477	9,000,309	12,555,311	4,003,159	856,195	246,400,000			

Sd/=

Company Secretary

Sd/=

Managing Director

Sd/=

 Alik Khaleed & Co.
 Chartered Accountants

Note-1: Procurement of IP Telephony Device, BDCOM Online Ltd. has inaugurated its IP Telephony service. This service is totally new dimension for our company and most demanding product in ICT as telecommunications are moving towards IP. Here we need further investment in this project to ensure robust next generation IP Telephony service.

Note-2: WiFi technology in on a verge of a transition. New standards are coming up. Along with that Bangladesh Govt. is also in a process of preparing a guideline for WiFi deployment. In this circumstances, BDCOM has its WiFi deployment in the form of radio installation, tower setup and grounding.

Note-3: BDCOM has ensured its existence almost 64 districts and around 493 upazillas of whole Bangladesh through its internet service. We need further investment in network deployment to reach in our ultimate goals.

CERTIFICATION ON COMPLIANCE OF CORPORATE GOVERNANCE GUIDELINES

Certificate on Compliance of Corporate Governance Guidelines

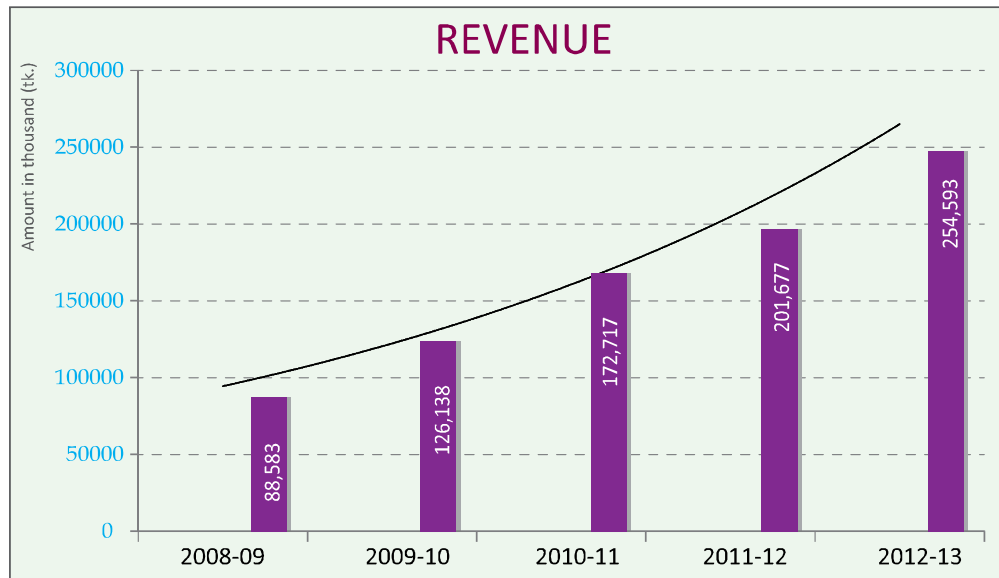
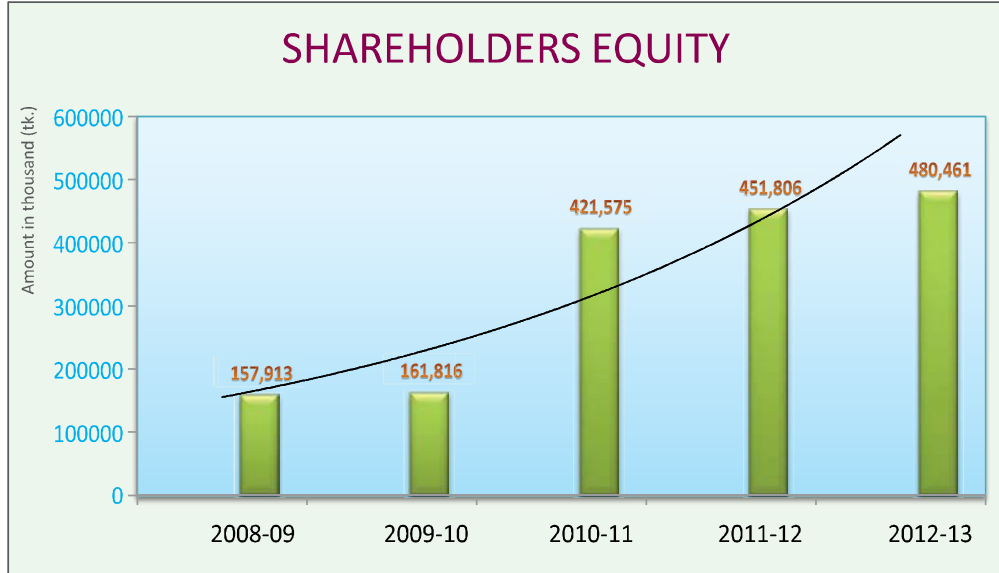
(Issued Under Condition No. 7(1) of Corporate Governance Guidelines of BSEC Vide Notification
No. SEC/CMRRCD/2006-158/134 Admin/44 Dated: 07 Aug 2012)

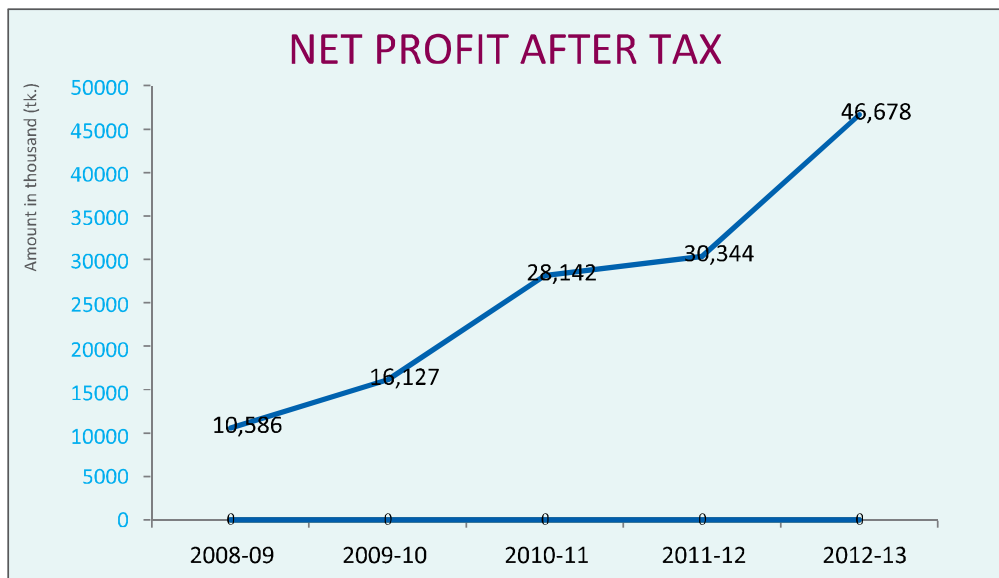
This is to certify here that BDCOM Online Limited has been following the Corporate Governance Compliance Guidelines according to Bangladesh Securities And Exchange Commission (BSEC) Notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 07.08.2012. A status of compliance report is attached (Annexure-2) with the certificate.

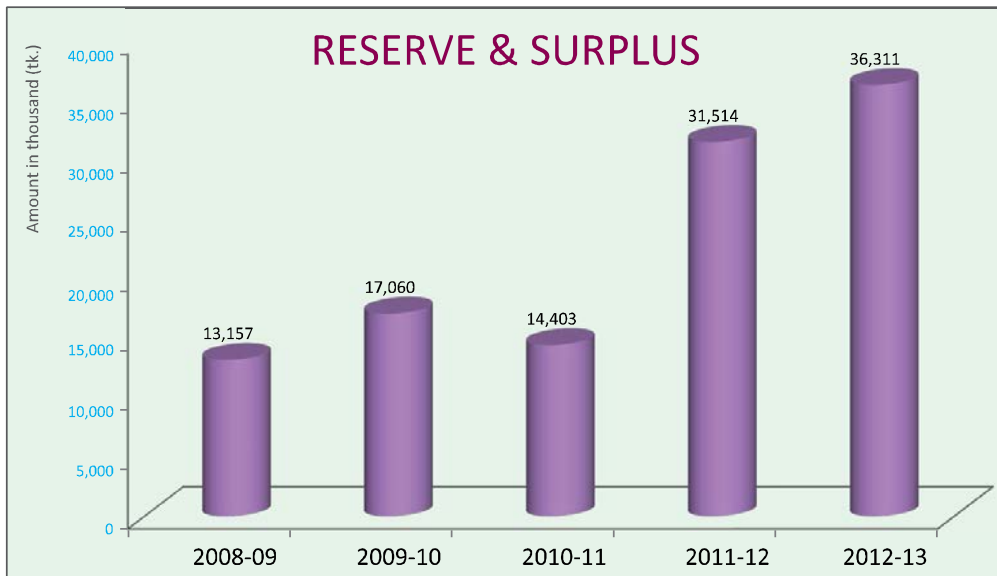
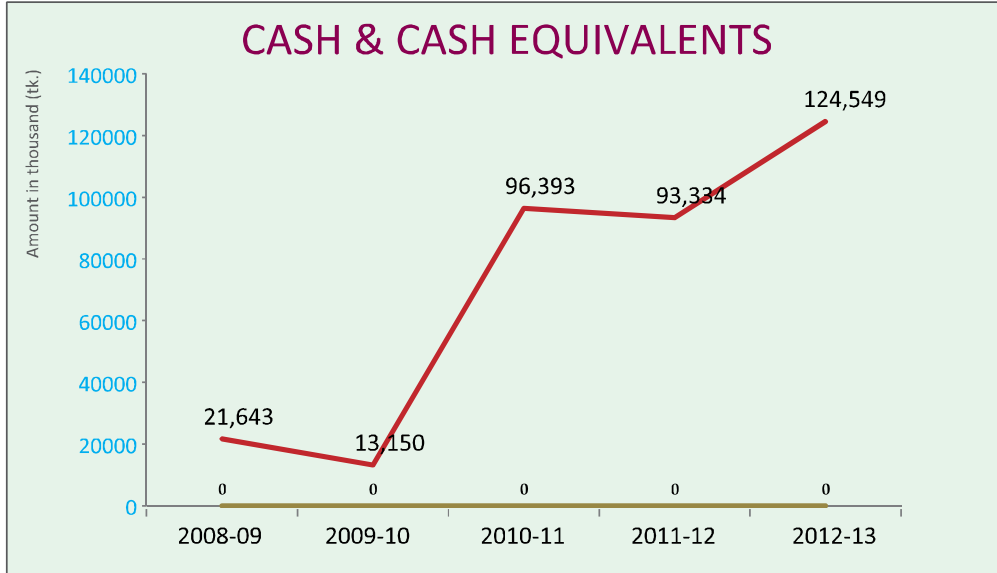
Sd/=

Dhaka
Dated: 28th Oct 2013

Atik Khaled & Co.
Chartered Accountants









15 years Celebration





15 years Celebration





16th Annual General Meeting





16th Annual General Meeting





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Gold	1 Mbps	1600	Unlimited	Free /100 min	20% discount
Diamond	2 Mbps	3000	Unlimited	Free /100 min	50% discount
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Auditor's Report

We have audited the accompanying financial statements of BDCOM Online Limited, which comprise the Statement of Financial Position as at 30 June 2013, and the Statement of Comprehensive Income, Statement of Comprehensive Income Appropriation, Statement of changes in equity and Statement cash flow for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards, Securities and Exchange Commissions Rules 1987, Companies Act 1994 and other rules and regulation. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing, those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of BDCOM Online Limited as of 30 June 2013 and of its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards and comply with the Companies Act 1994, Securities and Exchange Commission Rule 1987 and other applicable laws and regulations.

Auditors' Report -Continued

Report on Other Legal and Regulatory Requirements

We also report that;

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- ii) In our opinion proper books of accounts as required by law have been kept by the company so far as it appeared from our examination of those books;
- iii) The company's Statement of Financial Position, Statement of Comprehensive Income and Statement of cash flow dealt with by the report are in agreement with the books of accounts; and
- iv) The expenditures incurred and payments made were for the purpose of the Company's Business;

Dhaka,
28 October 2013

Sd/-

Atik Khaled & Co.
Chartered Accountants

STATEMENT OF FINANCIAL POSITION
As At 30 June 2013

Particulars	Notes	Amount in Taka	
		30.06.2013	30.06.2012
A. Non-Current Assets		275,182,367	270,409,689
Goodwill		228,000	228,000
Property, Plant and Equipment	3.00	267,818,635	261,879,333
(At cost less accumulated depreciation)			
Deferred Revenue Expenditure (Net)	4.00	698,830	1,873,406
Long Term Security Deposit	5.00	6,436,902	6,428,950
B. Current Assets		244,921,339	207,347,304
Inventories	6.00	12,677,830	15,781,051
Advances, Deposits & Prepayments	7.00	10,698,155	9,294,250
Advance Income Tax & VAT	8.00	11,141,634	9,363,411
Bills Receivable	9.00	79,825,067	59,608,509
Investment In Shares (at Market Value)	21.00	6,030,000	19,966,332
Cash and Cash Equivalents	10.00	124,548,653	93,333,752
C. Current Liabilities and Provisions		39,642,396	25,950,808
Accounts Payable & Other Liabilities	11.00	34,858,644	20,464,628
Provision for Income Tax	12.00	4,334,992	5,484,427
Short Term Loan	13.00	448,760	1,753
D. Net Current Assets (B - C)		205,278,943	181,396,496
E. Total Net Assets (A + D)		480,461,310	451,806,185
F. Financed By :			
Shareholders' Equity:			
Share Capital	14.00	303,090,480	275,536,800
Share Premium	15.00	119,504,000	123,200,000
Tax Holiday Reserve		21,555,878	21,555,878
Retained Earnings		36,310,952	31,513,507
Total Equity & Liabilities		480,461,310	451,806,185
Net Assets Value Per Share (NAV)		15.85	16.40

This should be read in conjunction with the annexed Notes (1 to 22) to the Financial Statements.

Sd/-

Company Secretary

Sd/-

Director

Sd/-

Managing Director

Signed in terms of our separate report on same date.

Dhaka
Date: 28 October 2013

Atik Khaled & Co.
Chartered Accountants

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 30 June 2013

Particulars	Notes	Unit-1 ISP	Unit-2 SDP	Unit-3 IPTSP	Amount in Taka	
					Total 30.06.2013	Total 30.06.2012
Revenue from Sales & Services	16.00	199,102,641	34,471,956	21,018,150	254,592,747	201,676,813
Operating Expenses	17.00	(86,103,177)	(6,412,780)	(9,759,574)	(102,275,531)	(79,144,532)
Gross Profit: A		112,999,464	28,059,176	11,258,576	152,317,216	122,532,281
Administrative and Marketing Expenses	18.00	(62,096,673)	(5,973,868)	(5,703,457)	(73,773,998)	(58,902,924)
Amortization of Deferred Expenses	4.00	(355,309)	(499,263)	(320,004)	(1,174,576)	(1,174,576)
Depreciation on Fixed Assets	3.00	(28,685,591)	(2,164,603)	(1,809,425)	(32,659,619)	(29,181,496)
Financial Charges	19.00	(1,453,813)	(20,277)	(5,434)	(1,479,524)	(2,158,740)
Total Expenses: B		(92,591,386)	(8,658,011)	(7,838,320)	(109,087,717)	(91,417,735)
Operating Profit: A-B		20,408,078	19,401,165	3,420,256	43,229,499	31,114,546
Non-Operating Income	20.00	6,073,204	1,699,676	10,755	7,783,635	4,714,238
Net Profit before Tax		26,481,282	21,100,841	3,431,011	51,013,134	35,828,784
Provision for Income Tax	13.00	(3,672,189)	(467,411)	(195,391)	(4,334,992)	(5,484,427)
Net Profit After Tax		22,809,093	20,633,430	3,235,620	46,678,143	30,344,357
Other Comprehensive Loss : Sustainable Estimated Loss on Marketable Securities	21.00	(13,936,332)	-	-	(13,936,332)	-
Net Profit (transferred to Comprehensive Income Appropriation Account)		8,872,761	20,633,430	3,235,620	32,741,811	30,344,357

This should be read in conjunction with the annexed Notes (1 to 22) to the Financial Statements.

Sd/-
Company Secretary

Sd/-
Director

Sd/-
Managing Director

Signed in terms of our separate report on same date.

Dhaka
Date: 28 October 2013

Atik Khaled & Co.
Chartered Accountants

STATEMENT OF COMPREHENSIVE INCOME APPROPRIATION
For the year ended 30 June 2013

Particulars	Unit-1 ISP	Unit-2 SDP	Unit-3 IPTSP	Amount in Taka	
				Total As on 30.06.2013	Total As on 30.06.2012
Last year's Balance	10,261,809	17,655,826	3,595,872	31,513,507	14,403,411
Prior year's adjustment	72,914	(6,421)	(457,179)	(390,686)	(113,461)
Profit for the year	22,809,093	20,633,430	3,235,620	46,678,143	30,344,357
Sustainable Estimated Loss on Marketable Securities	(13,936,332)	-	-	(13,936,332)	-
Profit Available for distribution	19,207,484	38,282,835	6,374,313	63,864,632	44,634,307
Appropriations :					
Stock Dividend (2011-2012)10%	(8,972,350)	(15,581,330)	(3,000,000)	(27,553,680)	(13,120,800)
Retained Earnings	10,235,134	22,701,505	3,374,313	36,310,952	31,513,507
Earning Per Share (EPS) Note - 22.00				1.54	1.00

This should be read in conjunction with the annexed Notes (1 to 22) to the Financial Statements.

Sd/-

Company Secretary

Sd/-

Director

Sd/-

Managing Director

Signed in terms of our separate report on same date.

Dhaka
Date: 28 October 2013

Atik Khaled & Co.
Chartered Accountants

STATEMENT OF CHANGES IN EQUITIES
For the year ended 30 June 2013

Particulars	Share Capital	Tax Holiday Reserve	Share Premium	Retained Earnings	Amount in Taka	
					Total Equity 30.06.2013	Total Equity 30.06.2012
Balance as on 01.07.12	275,536,800	21,555,878	123,200,000	31,513,507	451,806,185	421,575,289
Net Comprehensive Income after tax	-	-	-	46,678,143	46,678,143	30,344,357
Sustainable Estimated Loss on Marketable Securities	-	-	-	(13,936,332)	(13,936,332)	
Income Tax @ 3% on Share Premium	-	-	(3,696,000)	-	(3,696,000)	-
Stock Dividend (FY: 2011-12)	27,553,680	-	-	(27,553,680)	-	-
Prior Year Adjustment	-	-	-	(390,686)	(390,686)	(113,461)
Balance as on 30.06.2013	303,090,480	21,555,878	119,504,000	36,310,952	480,461,310	451,806,185
Number of Ordinary Shares					30,309,048	27,553,680
Face Value Per Share					10	10
Shareholders' Equity Per Share					15.85	16.40

This should be read in conjunction with the annexed Notes (1 to 22) to the Financial Statements.

Sd/-

Company Secretary

Sd/-

Director

Sd/-

Managing Director

Signed in terms of our separate report on same date.

Dhaka
Date: 28 October 2013

Atik Khaled & Co.
Chartered Accountants

STATEMENT OF CASH FLOWS
For the year ended 30 June 2013

Particulars	Amount in Taka	
	30.06.2013	30.06.2012
A. CASH FLOWS FROM OPERATING ACTIVITIES :		
Receipts from sales, service & others	232,972,284	202,963,618
Purchase of Materials	(2,906,411)	(5,303,215)
Income Tax & VAT	(1,778,223)	(2,210,202)
Cash payment to creditors & others	(163,000,518)	(151,687,845)
NET CASH PROVIDED/USED IN OPERATING ACTIVITIES	65,287,132	43,762,356
B. CASH FLOWS FROM INVESTING ACTIVITIES :		
Acquisition of Tangible Assets	(38,780,781)	(47,265,362)
Sales of Tangible Assets	181,860	-
Long Term Security Deposit	(7,952)	477,637
NET CASH USED IN INVESTING ACTIVITIES	(38,606,873)	(46,787,725)
C. CASH FLOWS FROM FINANCING ACTIVITIES :		
Non Operating Income	7,783,635	4,714,238
Short Term Loan	447,007	(4,748,247)
Tax on Share Premium	(3,696,000)	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	4,534,642	(34,009)
NET CASH OUT FLOW DURING THE YEAR:(A+B+C)	31,214,901	(3,059,378)
Cash & Cash Equivalent at the beginning of the year	93,333,752	96,393,130
Cash & Cash Equivalent at the closing of the year	124,548,653	93,333,752
Net Operating Cash Flow Per Share (NOCF)	2.15	1.59

This should be read in conjunction with the annexed Notes (1 to 22) to the Financial Statements.

Sd/-

Company Secretary

Sd/-

Director

Sd/-

Managing Director

Signed in terms of our separate report on same date.

Dhaka
Date: 28 October 2013

Atik Khaled & Co.
Chartered Accountants

Notes to the Financial Statements

For the year ended 30 June 2013

1.00 Status and Nature of the company:

1.01 Legal Form:

BDCOMONLINELIMITED was incorporated in Bangladesh on 12 February 1997 as a Private Limited Company vide certificate of incorporation No:C-32328 (1449/97) dated 12 February 1997 by the Register of Joint Stock Companies & Firms and was converted into a Public Limited Company on 10 February 2002. The shares of the company are traded with the Dhaka Stock Exchange and Chittagong Stock Exchange.

1.02 Registered office:

Registered office of the company is situated at Rangs Nilu Square (5thFloor), House # 75, Road # 5/A, Satmosjid Road, Dhanmondi R/A, Dhaka - 1209.

1.03 Nature of business:

The Company is primarily engaged as an Internet Service Provider (ISP) in Bangladesh, which includes Dial-up Internet Access, Web Page Software Design & Hosting, Leased Port Internet Access, Total Network Solutions and Nationwide Data Services. In addition, the Company is conducting Customized Software Development, Broadband Internet, Automatic Vehicle Location System (AVLS), Business Process Outsourcing, Fiber Optic and Hardware Sales.

2.00 Significant Accounting Policies:

2.01 Basis of Preparation of Financial Statements

The Financial Statements of the Company are prepared on a going concern basis under historical cost convention and in accordance with the Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS), the Companies Act 1994, the Securities and Exchange Rules 1987 and other laws and rules applicable in Bangladesh.

2.02 Going Concern:

This financial statement has been prepared on the assumption that the entity is a going concern and will continue its business for the foreseeable future. Hence it is assumed that the entity has neither the intention nor the need to liquidate or curtail materially the scale of its operation.

2.03 Cash Flow Statement:

Cash Flow Statement is prepared in accordance with BAS 7 "Cash Flow Statement" and the cash flow from the operating activities has been presented under direct method.

2.04 Reporting period

These financial statements cover a period of one year from 01 July 2012 to 30 June 2013.

2.05 Revenue Recognition:

Service income

Service income arises on services provided by the Company are recognized on an accrual basis. Service charges charged to customers on services provided by the company are credited to income at the time of effecting the transactions in accordance with BAS-18 "Revenue".

Interest income

In terms of the provisions of the BAS-18 "Revenue", the interest income is recognized on accrual basis.

Other income

Other income is recognized in the financial statements on cash basis when the sum of income is actually received during the year as per BAS-18 "Revenue",

2.06 Assets and basis of their valuation:

Cash and cash equivalents

Cash and cash equivalents include notes and coins in hand, unrestricted balances held with various Banks such as cash balances with bank as well as FDR and are used by the Company management for its short-term commitments.

Valuation of Fixed Assets:

Property, Plant and Equipment

a) All fixed assets are stated at cost less accumulated depreciation as per BAS-16" Property, Plant and Equipment". The costs of acquisition of assets comprises of purchase price and are directly attributable to cost for bringing the asset to its working condition for its intended use inclusive of inward freight, duties, non-refundable taxes, etc.

b) The Company recognizes in the carrying amount of an item of property, plant and equipment the cost of any major repairing & maintenance of any item enabling this sustainability of its future economic benefit. Expenditure incurred after the assets have been put into operation, such as repairs and maintenance is normally charged to revenue expenditure in the year in which it is incurred.

c) Depreciation is charged on Fixed Assets at the following rates on reducing balance method from the date of acquisition.

Name of Assets	Rate
Land	0%
Building (Floor Space)	2.5%
Internet & System Hardware	18%
Furniture and Fixture	10%
A.C & PABX	18%
Electric Installation	15%
Telephone & Cable Installation	15%
Office Renovation	18%
Sundry Assets, Books & Periodicals, Cookeries	10%
Motor Vehicle	15%
Office Equipment	15%
Generator	15%
Software Development	15%
Radio & Broad Band Equipment	18%
V-Sat Tower	15%
Optical Fiber Deployment	15%
Neon Sign & Others	20%
Base Tower & Installation	10%
WIFI Base Station	20%

Details of Property, Plant and Equipment are stated in "Schedule-A" annexed hereto.

d) In case of disposal of fixed assets, depreciation is not charged for the month the assets are disposed off. The cost and accumulated depreciation of disposed assets are eliminated from the fixed assets schedule and gain or loss on such disposal is reflected in the income statement.

Long Term Security Deposit

These amounts were deposited with BTCL, Mango Teleservices Ltd and others in connection with telephone lines, bandwidth and others.

Valuation of Inventories

In compliance with the requirements of BAS 2 "Inventories", the Inventories have been valued at weighted average method, which is consistent in line with the previous year's practice.

Bills Receivable

These are carried forward at their original invoice amount and represents realizable value. Management considered the entire bills receivable as good.

2.07 Basis for valuation of liabilities and provisions:

Provision for taxation

Matter related to provision for income tax for the current year are dealt with as per the provision of the Income Tax Ordinance (ITO) 1984 in compliance with BAS-12 "Income Taxes".

Deferred taxation

Deferred tax liability is the sum of income taxes payable in future years in respect of taxable temporary differences. Deferred tax asset is the sum of income taxes recoverable in future years in respect of deductible temporary differences. Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences arising between the carrying values of assets, liabilities, income and expenditure and their respective tax bases. Deferred tax asset or liability are measured using tax rates and tax laws that have been enacted or subsequently enacted at the balance sheet date. The impact on the account of changes in the deferred tax assets and liabilities for the year ended 30 June 2013 to be recognized in the profit and loss account as per BAS-12 "Income Taxes".

Dividend Payments

Final dividend is recognized after the approval of the shareholders in the Annual General Meeting (AGM).

2.08 Earnings per share:

Earning per Share (EPS) is calculated in accordance with BAS-33 "Earning Per Share" which has been shown at the bottom of the Statement of Comprehensive Income Appropriation.

Basic earnings per share

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

Sl. No.	Particulars	30-Jun-13	30-Jun-12
a)	Earnings attributable to the ordinary shareholders	46,678,143	30,344,357
b)	Number of Ordinary Shares.	30,309,048	30,309,048
c)	Earning Per Share (EPS Re-stated 2011-2012)	1.54	1.00

Diluted earnings per share

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

2.09 Tax Holiday Reserve

Software Development Project (SDP), Unit-II of the Company has enjoyed tax holiday for 5 (five) years commencing from January 01, 2002 to December 31, 2006.

Tax holiday reserve had been provided @ 40% of net income of the respective years up to December 31, 2006 in line with the approval from the NBR to invest in the same undertaking or in any new industrial or in stocks and shares of listed Companies or in Government bonds or Securities or for other purposes as specified in the Income Tax Ordinance 1984.

2.10 Foreign Currency Transactions:

Foreign Currency Transactions are converted in to equivalent BD Taka applying the rate of exchange Prevailing at the date of such transactions as per BAS-21 "The Effects of Changes in Foreign Exchange Rates".

2.11 Information about business segments:

Business segment is a distinguishable component of a company that is engaged in providing an individual product or service or a group of related product or service and that is subject to risk and return that are different from those of other business segment. The company had no operational segment either business or geographical segments during the year under review.

2.12 Impairment:

In accordance with the provisions of BAS 36 "Impairment of Assets", the carrying amount of non-financial assets other than inventories of the company involved in the manufacturing of the products. If any such indication exists, then the asset's recoverable amount is estimated and impairment losses are recognized in profit and loss account. No such indication of impairment has been in existence till the end of the year.

2.13 Financial Instruments:

Non-derivative financial instruments comprise of accounts and other receivables, cash and cash equivalents, borrowings and other payables and are shown at transaction cost.

2.14 Borrowing Cost:

The borrowing cost are capitalized unless active development of related assets are interrupted or ceased when the active development are ceased the borrowing cost is directly charged to the Profit & Loss Account as per BAS-23 "Borrowing Cost".

2.15 Related Parties Transactions:

The party is related to the company if any party casts significant influence over the day to day affairs/matters and also holds the controlling power of the management affairs of the company and any transaction made during the year with the party related therewith is termed as related party transaction as per BAS-24 "Related Party Disclosure". During the year under report there are no such related party transactions that exists having influence to the company's business.

2.16 Events after the Reporting date:

As per BAS-10 "Events after the Balance Sheet Date" are those events which may be favorable and unfavorable, and occur between the end of the reporting year and the date when the financial statements are authorized for issue. Two types of events can be identified:

- a) Those that provide evidence of conditions that existed at the end of the reporting year (adjusting events after balance sheet date); and
- b) Those that are indicative of conditions that arose after the reporting year (Non-adjusting events after balance sheet date).

The company has declared 10% Stock Dividend, which is recommended by the Board of Directors in their meeting held at the company's head office on Oct 28, 2013 which would be confirmed in the next Annual General Meeting (AGM) by the shareholders.

2.17 Components of the Financial Statements

- a) Statement of Financial Position (Balance Sheet) as at 30 June 2013;
- b) Statement of Comprehensive Income (Profit and Loss Account) for the year ended 30 June 2013;
- c) Statement of Comprehensive Income Appropriation (Profit & Loss Appropriation Account) for the year ended 30 June 2013;
- d) Statement of changes in equities for the year ended 30 June 2013;
- e) Statement of Cash Flows for the year ended 30 June 2013;
- f) Accounting policies and explanatory Notes to the Financial Statements for the year ended 30 June 2013.

2.18 Comparative:

Comparative data/information have been disclosed in respect of the previous year for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current year's financial statements.

Previous year's figure has been re-arranged whenever considered necessary to ensure comparability with the current year's presentation as per BAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors".

2.19 General

- i) Wherever considered necessary, previous year's figures have been rearranged for the purpose of comparison;
- ii) Figures appearing in the Financial Statements have been rounded off to the nearest Taka.

Explanatory Notes to the Financial Statements

3.00 Property Plant and Equipments : Taka 267,818,635

The break up of the amount is as follows:

Particulars	Unit-1 Taka	Unit-2 Taka	Unit-3 Taka	Amount in Taka	
				30.06.2013	30.06.2012
				Total	Total
Balance as at 30.06.2012	381,924,067	46,167,490	13,366,694	441,458,251	394,194,926
Addition during the year	36,212,070	2,205,823	362,888	38,780,781	47,263,325
	418,136,137	48,373,313	13,729,582	480,239,032	441,458,251
Less: Adjustment during the year	689,690	43,700	-	733,390	-
	417,446,447	48,329,613	13,729,582	479,505,642	441,458,251
Less: Depreciation upto 30.06.2012	143,652,435	32,968,007	2,958,476	179,578,918	150,399,459
	273,794,012	15,361,606	10,771,106	299,926,724	291,058,792
Add: Depreciation adjustment during the year	525,881	25,649	-	551,530	2,037
	274,319,893	15,387,255	10,771,106	300,478,254	291,060,829
Less: Depreciation during the year	28,685,591	2,164,603	1,809,425	32,659,619	29,181,496
Balance as at 30.06.2013	245,634,302	13,222,652	8,961,681	267,818,635	261,879,333

Details are shown in the Schedule-A/1,2,3

4.00 Deferred Revenue Expenditure : Taka 698,830

The break up of the amount is as follows:

Balance as at 30.06.2012	5,872,876	5,872,876
Addition during the year	-	-
	5,872,876	5,872,876
Less: Amortization upto 30.06.2012	3,999,471	2,824,895
	1,873,406	3,047,981
Less: Amortization during the year	1,174,576	1,174,576
Balance as at 30.06.2013	698,830	1,873,406

Details are shown in the Schedule-B

5.00 Long Term Security Deposit : Taka 6,436,902

The break up of the amount is as follows:

BTCL for Telephone Line	1,026,300	1,026,300
Security Agst. Bandwidth (BTCL & Mango Teleservices)	4,944,952	4,937,000
Security Deposit-Others	465,650	465,650
Total Taka	6,436,902	6,428,950

6.00 Inventories : Taka 12,677,830

The break up of the amount is as follows:

Accessories	Note- 6.01	453,969	1,690,404
GLP & GPRS Modem & Accessories	Note- 6.02	1,609,131	2,268,289
IP Telephony Hardware	Note- 6.03	1,647,318	1,942,967
Modem,Media Converter & Concentrators		597,405	1,921,125
Switch, Router, Equipments & Others		5,075,152	2,702,193
Stationery		60,223	47,766
Stock of Fiber Optic		755,597	2,778,837
Radio Equipment		2,479,036	2,429,470
Total Taka		12,677,830	15,781,051

	Amount in Taka		
	30.06.2013	30.06.2012	
6.01 Accessories : Taka 453,969			
The break up of the amount is as follows:			
Computer Accessories	-	-	
Stock-Accessories	404,506	935,575	
Stock-UTP Cable	49,463	754,829	
Total Taka	453,969	1,690,404	
6.02 GLP, GPRS Modem & Accessories : Taka 1,609,131			
The break up of the amount is as follows:			
Modem	197,412	-	
Stock- of Nomadix	418,556	1,255,668	
Stock-GLP	993,163	1,012,621	
Total Taka	1,609,131	2,268,289	
6.03 IP Telephony Hardware : Taka 1,647,318			
The break up of the amount is as follows:			
IP Telephone set	1,647,318	1,928,927	
IP Telephony Equipment	-	14,040	
Total Taka	1,647,318	1,942,967	
7.00 Advances, Deposits & Pre-payments : Taka 10,698,155			
The break up of the amount is as follows:			
a) Advances :			
Against Salary	536,482	670,951	
Advance to suppliers and others	3,261,024	6,188,543	
Material In Transit (L/C Margin)	503,518	-	
Total	4,301,024	6,859,494	
b) Deposits :			
Security Deposit / Earnest Money	6,345,467	2,391,469	
Total	6,345,467	2,391,469	
c) Pre-payments	51,664	43,286	
Total (a+b+c)	10,698,155	9,294,250	
The sum of advances are unsecured but realisable. It includes no such amount which are recoverable from Director & Managing Director of the company.			
8.00 Advance Income Tax and VAT : Taka 11,141,634			
The break up of the amount is as follows:			
Advance VAT	Note- 8.01	2,950,471	3,279,372
Advance Income Tax	Note- 8.02	8,191,163	6,084,039
Total Taka		11,141,634	9,363,411

		Amount in Taka	
		30.06.2013	30.06.2012
8.01 Advance VAT : Taka 2,950,471			
The break up of the amount is as follows:			
VAT Treasury Account		1,505,009	666,585
VAT Procurement Account		1,394,437	1,609,601
VAT Against Supply & Sales		51,025	1,003,186
Total Taka		2,950,471	3,279,372
8.02 Advance Income Tax: Taka 8,191,163			
The break up of the amount is as follows:			
a) Tax Deducted at source			
On Interest Income		864,223	1,156,309
On Import		796	-
On Supply & Sales		3,407,536	1,376,292
Sub Total		4,272,555	2,532,601
b) Advance Tax Paid		3,918,608	3,551,438
Total Taka		8,191,163	6,084,039
9.00 Bills Receivable : Taka 79,825,067			
The break up of the amount is as follows:			
Internet	Note- 9.01	54,438,927	34,219,221
Hardware / Switch	Note- 9.02	3,087,186	2,506,789
IP Telephone Service	Note- 9.03	6,935,134	5,818,206
Web page, Software & Data Transmit	Note- 9.04	15,363,820	17,064,293
Total Taka		79,825,067	59,608,509
The sum of Accounts Receivable are unsecured but realisable. It includes no such amount which are recoverable from Director & Managing Director of the company.			
9.01 Internet : Taka 54,438,927			
The break up of the amount is as follows:			
Internet & Fax		1,625,528	1,634,892
Reseller		196,897	327,113
Installation (Radio & Others)		404,870	250
Corporate B.W		13,595,298	9,114,695
Service rent/Configar		25,516	25,515
Video Confer./Training		-	-
Prepaid dist.		19,321	40,721
Broad Band Internet		1,366,541	1,024,435
Data Connectivity		37,204,956	22,051,601
Total Taka		54,438,927	34,219,221
9.02 Hardware / Switch : Taka 3,087,186			
The break up of the amount is as follows:			
Hardware / Switch		1,545,356	539,725
Fiber Optic		233,121	232,635
DSL setup charge		163,349	184,449
Radio Equipment		-	404,620
Computer & hardware		1,145,360	1,145,360
Total Taka		3,087,186	2,506,789

		Amount in Taka	
		30.06.2013	30.06.2012
9.03	IP Telephone : Taka 6,935,134		
The break up of the amount is as follows:			
	Monthly rent	4,327,247	3,668,811
	Inter-Connectivity	734,846	276,378
	Equipment/IPT set	1,873,041	1,873,017
	Total Taka	6,935,134	5,818,206
9.04	Web page, Software & Data Transmit : Taka 15,363,820		
The break up of the amount is as follows:			
	Software Development	9,167,644	10,874,110
	Web Development	362,184	287,184
	Data transmit	959,102	959,102
	Iptalk	1,907,540	1,999,520
	Domain Hosting & Registration	98,560	459,751
	Dialer Services	101,000	101,000
	AVLS	1,272,270	852,639
	Consultancy Services	19,381	19,381
	Graphics Design	1,476,139	1,511,607
	Total Taka	15,363,820	17,064,293
10.00	Cash and Cash Equivalents : Taka 124,548,653		
The break up of the amount is as follows:			
	Cash in Hand	299,252	290,203
	Cash at Bank	Note- 10.01	44,993,119
	Fixed Deposit Receipts (FDR)	Note- 10.02	79,223,614
	Cash Available in BO Account (Daulatunnessa Equities Ltd.)	Note- 10.03	32,668
	Total Taka	124,548,653	93,333,752
10.01	Cash at Bank : Taka 44,993,119		
The break up of the amount is as follows:			
A. CD Accounts		A/C No.	
	Eastern Bank Ltd.	1061060000757	1,373,852
	Eastern Bank Ltd.	01061060001684	35,748
	First Security Bank Ltd.	010811100001575	563,065
	Sonali Bank Ltd.	001017833	19,425
	Bank Asia Ltd.	06933000002	6,063,999
	Bank Asia Ltd.	02133001275	32,308
	Sub-Total		8,088,396
B. STD Accounts			
	Eastern Bank Ltd.	01061040000139	589
	Prime Bank Ltd	12732030003986	6,885,707
	Prime Bank Ltd	12732080003998	4,230,170
	Prime Bank Ltd	12731080017622	1,085,299
	Prime Bank Ltd	12711020027776	2,509,121
	NCC Bank Ltd.	100210004661	5,769
	Prime Bank Ltd	12751050019650	420,864
			1,693
			7,281,797
			9,678,308
			26,965,617
			709,783
			6,919
			253,195

		Amount in Taka	
		30.06.2013	30.06.2012
First Security Bank Ltd.	010813100000055	-	-
UCBL	8413100000199	70,507	107,319
UCBL	8413100000216	2,057,310	3,555,877
UCBL	1310000274	442,779	586,174
UCBL	8413100000147	5,086,889	5,083,275
Rupali Bank Ltd.	240000228	4,516,742	639,391
Pubali Bank Ltd.	3478102001001	5,351,055	1,230,914
Dutch-Bangla Bank Ltd	171120344	3,118,603	2,205,552
Prime Bank Ltd. (SOD)	320007485	-	5,000,000
Islami Bank BD. Ltd.	20502050900011812	1,123,320	983,200
Sub-Total		36,904,723	64,289,014
Total Taka (A+B)		44,993,119	65,755,719
10.02 FDR Account: Taka 79,223,614			
The break up of the amount is as follows:			
Prime Bank Ltd	1274106000996-7	1,839,418	1,648,169
Prime Bank Ltd	12741020010005	1,587,569	1,428,879
Prime Bank Ltd	12741040027175	7,111,790	6,379,860
Prime Bank Ltd	12741070010994	7,336,726	6,578,911
UCBL	41100009331	6,594,954	5,903,343
UCBL	1200003111	5,928,638	5,315,000
UCBL	1741300048326	5,331,767	-
Bank Asia Ltd.	2155008365	10,302,054	-
IDLC Finance td.	11252217203701	11,291,411	-
IDLC Finance td.	10452217203701	5,420,427	-
IFIC Bank Ltd.	1163276	1,125,089	-
IFIC Bank Ltd.	1186928	10,054,370	-
EBL	1085830033634	5,299,401	-
Total Taka		79,223,614	27,254,162
10.03 Daulatunnessa Equities Ltd: Taka 32,668			
11.00 Accounts Payable & Other Liabilities : Taka 34,858,644			
The break up of the amount is as follows:			
Accounts Payable	Note-11.01	27,803,447	14,113,065
Other Liabilities	Note-11.02	7,055,197	6,351,563
Total Taka		34,858,644	20,464,628
11.01 Accounts Payable : Taka 27,803,447			
The break up of the amount is as follows:			
Sundry Creditors		26,708,002	11,977,584
Unpaid Dividend		1,095,445	1,934,429
Company's Income Tax		-	201,052
Total Taka		27,803,447	14,113,065
11.02 Others Liabilities : Taka 7,055,197			
The break up of the amount is as follows:			
Liability for Expenses	Note- 11.02.(1)	4,507,190	3,453,894
Liability for Other Finance	Note- 11.02.(2)	2,548,007	2,897,669
Total Taka		7,055,197	6,351,563

11.02.(1) Liabilities for Expenses: Taka 4,507,190		Amount in Taka			
		30.06.2013	30.06.2012		
The break up of the amount is as follows:					
Salaries & Allowances		3,827,982	2,940,039		
Outstanding Expenses		599,208	433,855		
Audit Fee Payable		80,000	80,000		
Total Taka		4,507,190	3,453,894		
11.02.(2) Liability for Other Finance: Taka 2,548,007					
The break up of the amount is as follows:					
Tax deducted on Employees Salaries		527,388	610,932		
Tax deducted on Suppliers		591,512	790,022		
Security Deposit -Broadband		1,127,298	1,150,150		
Security Deposit -Others		260,500	320,500		
VAT at Source		41,309	26,065		
Total Taka		2,548,007	2,897,669		
12.00 Provision for Income Tax : Taka 4,334,992					
The break up of the amount is as follows:					
Opening Balance		5,484,427	4,843,664		
Provision made during the year	Note : 12.01	4,334,992	5,484,427		
		9,819,419	10,328,091		
Less : Tax paid during the year		5,484,427	4,843,664		
Provision For Income Tax		4,334,992	5,484,427		
12.01 Provision For Income Tax : Taka 4,334,992					
Particulars	UNIT-1 ISP	UNIT-2 SDP	UNIT-3 IPTSP	Total 30.06.2013	Total 30.06.2012
Operating Income	20,408,078	-	3,420,256	23,828,334	16,388,070
Add : Non-Operating Income	6,073,204	1,699,676	10,755	7,783,635	3,555,302
Total Income	26,481,282	1,699,676	3,431,011	31,611,969	19,943,372
Less : Revenue From IT Enable Services	13,127,866	-	2,720,497	15,848,363	-
Net Profit Before Tax	13,353,416	1,699,676	710,514	15,763,606	19,943,372
Provision for Income Tax @ 27.5%	3,672,189	467,411	195,391	4,334,992	5,484,427
Provision for Income Tax has been charged on Non-operating income of Unit-2, Software Development Project of BDCOM Online Ltd., which is income tax exempted up to 30 June 2015 as per Sixth Schedule, Part-A, Para-33 of Income Tax Ordinance, 1984.					
13.00 Short Term Loan : Taka 448,760					
The break up of the amount is as follows:					
Prime Bank	1277733023932			-	1,753
Prime Bank (SOD)	770002204			448,760	-
Total Taka				448,760	1,753
14.00 Share Capital					
14.01 Authorized Capital : Taka 1000,000,000					
100,000,000 Ordinary shares of Taka. 10 each				1,000,000,000	1,000,000,000

14.02 Issued, Subscribed and Paid-up Capital : Taka 303,090,480	Amount in Taka	
	30.06.2013	30.06.2012
303,090,48 Ordinary shares of Taka. 10 each	303,090,480	275,536,800

14.03 Compositions of Shareholdings

Particulars	As on 30.06.2013		As on 30.06.2012	
	No. of Shares	% of holdings	No. of Shares	% of holdings
Sponsor/Director	6,453,564	21.29	5,866,878	21.29
ICB (M. Fund, UNIT, Capital Management)	2,118,362	6.99	1,240,925	4.50
Financial Institution's, ICB - IA A/C & Other Investors A/C.	2,004,985	6.62	3,475,273	12.62
General Public	19,732,137	65.10	16,970,604	61.59
Total	30,309,048	100.00	27,553,680	100.00

14.04 Distribution Schedule-Disclosure under the Listing Regulations of Stock Exchange

This distribution schedule showing the number of Shareholders and their Shareholdings in percentage has been disclosed as on 30 June 2013 :

Shareholders Range (in number of Shares)	Shareholders		Shareholdings	
	No.	%	No.	%
Less than 500 shares	4,570	45.80	551,217	1.82
500 to 5,000 Shares	4,809	48.19	6,568,396	21.67
5001 to 10,000 shares	314	3.15	2,187,423	7.22
10,001 to 20,000 shares	150	1.50	2,039,562	6.73
20,001 to 30,000 shares	41	0.41	1,023,885	3.38
30,001 to 40,000 shares	22	0.22	755,466	2.49
40,001 to 50,000 shares	12	0.12	544,400	1.80
50,001 to 100,000 shares	36	0.36	2,357,747	7.78
100,001 to 1,000,000 shares	20	0.20	6,574,132	21.69
Over 1,000,000 shares	5	0.05	7,706,820	25.43
Total	9,979	100.00	30,309,048	100

14.05 Option on un-issued shares

The existing unissued shares of the company can be issued as subscribed and paid-up capital through the issuance of new shares upon contribution of cash, bonus or right shares.

14.06 Market Price

The shares of the Company are listed in the Dhaka and Chittagong Stock Exchanges and quoted at Taka 20.90 (High-Taka.21.40,Low-Taka.20.70) per share and Taka 21.00 (High-Taka.21.00 Low-Taka 20.10) per share in the Dhaka and Chittagong Stock Exchange respectively as of 30 June 2013.

14.07 Voting Rights

The rights and privileges of the shareholders are stated in the Articles of Association of the Company.

15.00 Share Premium : Taka 119,504,000

The break up of the amount is as follows:

Share Premium	123,200,000	123,200,000
Less : Tax Paid @ 3% (u/s : 53L of ITO 1984) on Share Premium	3,696,000	-
Total Taka	119,504,000	123,200,000

		Amount in Taka	
		30.06.2013	30.06.2012
16.00 Revenue From Sales, Services & Others : Taka 254,592,747			
The break up of the amount is as follows:			
Revenue from Unit -I	Notes-16.01	199,102,641	152,476,558
Revenue from Unit -II	Notes-16.02	34,471,956	29,445,441
Revenue from Unit -III	Notes-16.03	21,018,150	19,754,814
Total Taka		254,592,747	201,676,813
16.01 Revenue From Unit -I : Taka 199,102,641			
Revenue from Internet/Data Connectivity Services	Note-16.01(a)	166,431,661	
Revenue from IT Enable Services	Note-16.01(b)	13,127,866	
Revenue from Sale of Hardware	Note-16.01(c)	3,116,034	
Revenue from Internet (Educational Institutions)		16,427,080	
Total Taka		199,102,641	
16.01(a) Revenue from Internet/Data Connectivity Services: Taka 166,431,661			
Internet/ Data Connectivity Services		191,396,410	
Less : VAT		24,964,749	
Total Taka		166,431,661	
16.01(b) Revenue from IT Enable Services : Taka 13,127,866			
IT Enable Services		13,718,620	
Less : VAT		590,754	
Total Taka		13,127,866	
16.01(c) Revenue from Sale of Hardware : Taka 3,116,034			
Sale of Hardware		3,240,675	
Less : VAT		124,641	
Total Taka		3,116,034	
16.02 Revenue From Unit -II : Taka 34,471,956			
Revenue from Software & Graphic Design		28,731,673	
Revenue from Web Development, Hosting & Domain Reg.		904,935	
Revenue from AVLS Supply & Services	Note-17.02(a)	4,835,348	
Total Taka		34,471,956	
16.02(a) Revenue from AVLS Supply & Services : Taka 4,835,348			
Sale of AVLS Service		4,857,826	
Less : VAT		22,478	
Total Taka		4,835,348	
16.03 Revenue From Unit -III : Taka 21,018,150			
Revenue from IP Telephony Monthly Rent	Note-16.03(a)	492,365	
Revenue from IP Telephony Outgoing NWD Call	Note-16.03(b)	7,077,440	
Revenue from IP Telephony Outgoing ISD Call	Note-16.03(c)	1,162,032	
Revenue from IP Telephony Incoming NWD Call	Note-16.03(d)	856,982	
Revenue from IT Enable Services	Note-16.03(e)	2,720,497	
Revenue from Sale of Hardware & Equipments	Note-16.03(f)	8,708,834	
Total Taka		21,018,150	

		Amount in Taka				
		30.06.2013	30.06.2012			
16.03(a)	Revenue from IP Telephony Monthly Rent :Taka 492,365					
	Revenue From Monthly Rent	566,220				
	Less : VAT	73,855				
	Total Taka	492,365				
16.03(b)	Revenue from IP Telephony Outgoing NWD Call:Taka 7,077,440					
	Revenue From Outgoing NWD Call	8,139,056				
	Less : VAT	1,061,616				
	Total Taka	7,077,440				
16.03(c)	Revenue from IP Telephony Outgoing ISD Call:Taka 1,162,032					
	Revenue From Outgoing ISD Call	1,336,337				
	Less : VAT	174,305				
	Total Taka	1,162,032				
16.03(d)	Revenue from IP Telephony Incoming NWD Call:Taka 856,982					
	Revenue From Incoming NWD Call	985,529				
	Less : VAT	128,547				
	Total Taka	856,982				
16.03(e)	Revenue from IPTSP IT Enable Services:Taka 2,720,497					
	Revenue From IT Enable Services	2,824,151				
	Less : VAT	103,654				
	Total Taka	2,720,497				
16.03(f)	Revenue from Sales of IPTSP Hardware & Equipments:Taka 8,708,834					
	Revenue From Hardware & Equipments	9,057,187				
	Less : VAT	348,353				
	Total Taka	8,708,834				
17.00	Operating Expenses : Taka 102,275,531					
	The break up of the amount is as follows:					
		UNIT-1	UNIT-2	UNIT-3	Total	Total
	Particulars	ISP	SDP	IPTSP	30.06.2013	30.06.2012
	Operating Expenses Services & Others (Notes- 17.a)	84,765,893	6,412,780	5,087,226	96,265,899	69,840,737
	Operating Expenses Hardware & Others (Notes- 17 .b)	1,337,284	-	4,672,348	6,009,632	9,303,795
	Total Taka	86,103,177	6,412,780	9,759,574	102,275,531	79,144,532
17 (a)	Operating Expenses Services & Others: Taka 96,265,899					
	The break up of the amount is as follows:					
		UNIT-1	UNIT-2	UNIT-3	Total	Total
	Particulars	ISP	SDP	IPTSP	30.06.2013	30.06.2012
	Bandwidth Charges	28,132,401	-	-	28,132,401	25,235,323
	Electricity Charges	3,508,670	-	-	3,508,670	2,939,915
	Telephone Charges	1,363,427	236,718	4,525	1,604,670	1,431,800
	Domain Registration Exp.	-	100,250	-	100,250	216,760
	Data Connectivity & Fiber Rent	51,541,141	-	207,705	51,748,846	37,193,187
	Server Rent and Inter connectivity	191,350	1,249	4,874,996	5,067,595	-
	Filtering Charge	-	-	-	-	-
	Cost of Software (GLP & Others)	-	6,074,563	-	6,074,563	2,819,163
	Freight & Carriage	28,904	-	-	28,904	4,589
	Total Taka	84,765,893	6,412,780	5,087,226	96,265,899	69,840,737

17 (b) Operating Expenses Hardware & Others: Taka 6,009,632
The break up of the amount is as follows:

Particulars	UNIT-1 ISP	UNIT-2 SDP	UNIT-3 IPTSP	Amount in Taka	
				30.06.2013	30.06.2012
Broadband Modem Concentrator & others	191,517	-	-	191,517	49,169
Cost of sales of Hardware	405,599	-	4,672,348	5,077,947	8,094,612
Cost of Sales of Optical Fiber/Cable	651,148	-	-	651,148	313,454
Radio Equipment	73,210	-	-	73,210	491,560
Internet & Telecommunications	15,810	-	-	15,810	355,000
Total Taka	1,337,284	-	4,672,348	6,009,632	9,303,795

18.00 Administrative and Marketing Expenses : Taka 73,773,998

The break up of the amount is as follows:

Particulars	UNIT-1 ISP	UNIT-2 SDP	UNIT-3 IPTSP	Total	
				30.06.2013	30.06.2012
Directors Remuneration	-	-	-	-	1,900,000
Salaries and Allowances	43,455,722	5,290,364	3,532,359	52,278,445	38,792,353
Traveling and Conveyance	3,265,637	21,886	10,965	3,298,488	1,999,968
Office Rent	2,866,307	-	-	2,866,307	4,429,708
Printing and stationeries	627,587	-	17,340	644,927	747,719
Courier & Postage Charges	189,800	-	-	189,800	157,736
Photocopy Charges	1,047	-	-	1,047	534
Advertisement Expenses	286,448	8,546	1,986	296,980	337,043
News Papers & Periodicals	22,461	-	-	22,461	20,632
Entertainment	879,496	58,262	3,608	941,366	566,475
Security charges	132,210	-	-	132,210	168,000
Repair & Maintenance	2,546,237	3,620	23,655	2,573,512	2,113,496
Utility Charges	333,078	-	-	333,078	461,059
Car Maintenance	1,821,230	-	549,740	2,370,970	2,236,600
Annual Listing Fee (DSE, CSE, CDBL, BAPLC)	545,553	-	-	545,553	795,204
License Registration & Renewal Fees	614,864	230,000	1,150,000	1,994,864	1,528,306
Insurance Premium	99,639	-	-	99,639	93,287
Fees & Professional Charges	10,000	-	-	10,000	50,000
AGM Expenses	1,108,341	-	-	1,108,341	646,407
Promotional exp.	1,464,451	271,000	-	1,735,451	427,209
Audit Fee	40,000	20,000	20,000	80,000	80,000
Commission on Sales	239,203	43,000	2,588	284,791	173,240
Tender Participation	35,143	-	1,000	36,143	61,295
Annual Refreshment Expenses	223,704	-	-	223,704	401,384
Revenue Sharing with BTRC	-	23,190	350,966	374,156	-
Sundry Exp.	1,288,515	4,000	39,250	1,331,765	715,270
Total Taka	62,096,673	5,973,868	5,703,457	73,773,998	58,902,924

The number of employees (both casual and permanent of the company as at 30 June 2013 was 230 and all of them received salary and allowances above Taka. 36,000 per year.

19.00 Financial Charges : Taka 1,479,524				Amount in Taka	
				30.06.2013	30.06.2012
The break up of the amount is as follows:					
Particulars	UNIT-1 ISP	UNIT-2 SDP	UNIT-3 IPTSP	Total 30.06.2013	Total 30.06.2012
Bank Interest	1,326,622	-	-	1,326,622	1,884,584
Bank Charges & Others	127,191	20,277	5,434	152,902	274,155
Total Taka	1,453,813	20,277	5,434	1,479,524	2,158,740
20.00 Non Operating Income : Taka 7,783,635					
The break up of the amount is as follows:					
Particulars	UNIT-1 ISP	UNIT-2 SDP	UNIT-3 IPTSP	Total 30.06.2013	Total 30.06.2012
Bank Interest (FDR & STD A/C.)	6,050,048	1,697,627	10,755	7,758,430	4,622,202
Other Income (Fixed Assets Sale)	23,156	2,049	-	25,205	92,036
Total Taka	6,073,204	1,699,676	10,755	7,783,635	4,714,238
21.00 Sustainable Estimated Loss on Marketable Securities : Taka 13,936,332					
This represents the sum of loss (Difference of cost and present market value) investment made in the share of ICB Islami Bank Ltd. in September 2010. The make-up whereof is as under:					
Particulars	No. of Share	Market price per Share			
Cost	1,005,000	19.866997	19,966,332	19,966,332	
Less : Fair Value (At market price on 30.06.2013)	1,005,000	6.000000	6,030,000	19,966,332	
Sustainable Estimated Loss			13,936,332		-
22.00 Earning Per Share (EPS)					
Profit From Continuing Operation attributable to the ordinary Equity holders			46,678,143	30,344,357	
Less: Preference Share Dividend			-	-	
Profit attributable to the ordinary equity holders			46,678,143	30,344,357	
Total outstanding shares as on 30 June 2013			30,309,048	30,309,048	
Earning Per Share (EPS Re-stated - 2011-12)			1.54	1.00	

Schedule-A/1

Fixed Assets Schedule

As at 30 June 2013

 Note: 3.00
 Unit-1 (ISP)

Particulars	Cost			Rate of Dep.	Total as at 30.06.13	Depreciation		W.D.V. as at 30.06.13
	Opening Balance as at 01.07.12	Additions during the year	Adjustment during the year			Charged during the year	Adjustment during the year	
Land	27,000,000	-	-	0%	27,000,000	-	-	27,000,000
Building (Floor Space)	67,101,909	-	-	2.5%	67,101,909	1,635,609	-	63,788,752
Internet System Hardware	114,249,366	8,272,104	-	18%	122,521,470	8,262,259	-	80,109,480
Furniture & Fixture	2,619,519	165,155	163,039	10%	2,621,635	144,556	(101,143)	1,227,446
Office Renovation	7,844,116	720,870	236,901	18%	8,328,085	963,377	(177,845)	3,392,692
Sundry Assets	845,535	-	-	10%	845,535	41,124	-	475,425
Crockeries & Cutleries	61,322	5,685	-	10%	67,007	2,283	-	42,742
A. C. Installation	3,375,229	-	262,750	18%	3,112,479	352,288	(225,209)	1,507,614
PABX Installation	342,783	-	-	18%	342,783	9,193	-	300,905
Office Equipments	11,051,960	740,574	-	15%	11,792,534	655,544	-	7,637,264
V-Sat Tower	3,919,414	-	-	15%	3,919,414	145,207	-	3,096,576
Telephone & Installation	10,378,798	74,746	-	15%	10,453,544	283,238	-	8,800,005
Motor Vehicles	5,882,348	100,522	-	15%	5,982,870	514,190	-	3,047,939
Generator/Online UPS	4,707,144	729,652	27,000	15%	5,409,796	541,662	(21,684)	2,013,035
Cable Installation	4,143,407	1,556,213	-	15%	5,699,620	483,156	-	2,197,134
Broad Band Equipments	47,503,130	569,216	-	18%	48,072,346	5,187,669	-	24,113,063
Radio Equipments	11,302,153	5,649,103	-	18%	16,951,256	1,588,517	-	6,679,892
Electrical Installation	1,457,527	79,182	-	15%	1,536,709	153,866	-	640,629
Optical Fiber Deployment	51,691,613	10,325,928	-	15%	62,017,541	6,343,619	-	20,745,642
Neon Sign & Others	18,767	-	-	20%	18,767	1,787	-	11,617
Base Tower & Installation	2,793,788	3,913,120	-	10%	6,706,908	453,493	-	782,463
WiFi Base Station	3,634,239	3,310,000	-	20%	6,944,239	922,954	-	1,677,425
Sub Total	381,924,067	36,212,070	689,690		417,446,447	28,685,591	(525,881)	171,812,145
					143,652,435	28,685,591	(525,881)	245,634,302

Schedule-A/2

Fixed Assets Schedule

As at 30 June 2013

Note: 3.00
Unit-2 (SDP)

Particulars	Cost			Rate of Dep.	Depreciation		W.D.V. as at 30.06.13
	Opening Balance as at 01.07.12	Additions during the year	Adjustment during the year		Charged during the year	Adjustment during the year	
System Hardware	8,433,990	2,170,104	-	18%	483,230	-	6,948,950
Furniture & Fixture	680,719	-	43,700	10%	23,387	(25,649)	426,532
Office Renovation	1,625,370	-	-	18%	74,181	-	1,287,435
Sundry Assets	86,212	-	-	10%	4,195	-	48,454
Books & Periodicals	73,226	-	-	10%	2,560	-	50,175
A. C. Installation	256,790	-	-	18%	6,267	-	228,240
Electric Installation	150,494	-	-	18%	3,413	-	134,944
Peripheral Equipment	4,461,391	31,900	-	15%	192,072	-	3,375,644
Software Development	28,002,242	-	-	15%	1,289,355	-	20,695,898
Telephone & Installation	1,791,786	3,819	-	15%	69,206	-	1,400,258
Auto Generator	601,190	-	-	15%	16,504	-	507,668
Crockeries & Cutlaries	4,080	-	-	15%	233	-	2,763
Sub Total	46,167,490	2,205,823	43,700		2,164,603	(25,649)	35,106,961
					2,164,603		13,222,652

Schedule-A/3

Fixed Assets Schedule

As at 30 June 2013

 Note: 3.00
 Unit-3 (IPTSP)

Particulars	Cost			Rate of Dep.	Depreciation			W.D.V. as at 30.06.13	
	Opening Balance as at 01.07.12	Additions during the year	Adjustment during the year		Total as at 30.06.13	Charged during the year	Adjustment during the year		Total as at 30.06.13
System Hardware	9,414,491	248,671	-	18%	9,663,162	1,379,340	-	3,197,965	6,465,197
Telephone Installation-IP	245,058	30,879	-	15%	275,937	32,788	-	80,694	195,243
Software Development	3,685,965	53,700	-	15%	3,739,665	392,780	-	1,480,648	2,259,017
Electric Installation	21,180	-	-	15%	21,180	2,565	-	6,642	14,538
Radio Equipment	-	29,638	-	18%	29,638	1,952	-	1,952	27,686
Sub Total	13,366,694	362,888	-		13,729,582	1,809,425	-	4,767,901	8,961,681
Grand Total as on 30.06.2013	441,458,251	38,780,781	733,390		479,505,642	32,659,619	(551,530)	211,687,007	267,818,635
Grand Total as on 30.06.2012	394,194,926	47,263,325	-		441,458,251	29,181,496	(2,037)	179,578,918	261,879,333

Schedule-B

Schedule of Deferred Revenue Expenditure

As at 30 June 2013

Particulars	Original Amount		Rate of Amortisation	Amortization Amount		Net Amount As on 30.06.13
	Balance As on 01.07.2012	Addition during the year		Balance As on 01.07.2012	Charged during the year	
Deferred Revenue Expenses	91,200	-	20%	72,960	18,240	-
Capital Issue Expenses (Pref.share)	1,685,343	-	20%	969,446	337,069	378,828
Pre-Operation Expenses (PTSP)	1,600,018	-	20%	960,012	320,004	320,002
Graphic Design Project Exp.	2,496,315	-	20%	1,997,053	499,263	-
Total as on 30.06.2013	5,872,876	-		3,999,471	1,174,576	698,830
Total as on 30.06.2012	5,872,876	-		2,824,895	1,174,576	1,873,406

As per decision of the Management of the company following steps has been taken :

- 1) To amortize deferred expenses over period of (Five) years commencing from 01.07.2009
- 2) To amortize preference share issue expenses amounting is TK. 208,759 of IP Telephony over a period of 5 (Five) years effective July 01,2010.

Annexure-4
Compliance of Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS)

Name of the BAS	BAS no	Status
Presentation of Financial Statements	1	Applied
Inventories	2	Applied
Cash Flow Statements	7	Applied
Accounting Policies, changes in Accounting Estimates and Errors	8	Applied
Events after the Balance Date	10	Applied
Construction Contracts	11	Applied
Income Taxes	12	Applied
Property, Plant and Equipment	16	Applied
Leases	17	N/A
Revenue	18	Applied
Employee Benefits	19	Applied
Accounting for Government Grants and Disclosure of Government Assistance	20	N/A
The Effects of Changes in Foreign Exchange Rates	21	Applied
Borrowing Costs	23	Applied
Related Party Disclosures	24	Applied
Accounting and Reporting by Retirement Benefit Plans	26	Applied
Consolidated and Separate Financial Statements	27	N/A
Investment in Associates	28	Applied
Interests in Joint Ventures	31	N/A
Financial Instruments: Presentation	32	Applied
Earnings per Shares	33	Applied
Interim Financial Reporting	34	Applied
Impairment of Assets	36	Applied
Provisions, Contingent Liabilities and Contingent Assets	37	Applied
Intangible Assets	38	N/A
Financial Instruments: Recognition and Measurement	39	Applied
Investment Property	40	Applied
Agriculture	41	N/A
Name of the BFRS	BFRS no	Status
First Time Adaption of BFRS	1	N/A
Share Based Payment	2	N/A
Business Combinations	3	N/A
Insurance Contracts	4	N/A
Non-current Assets Held for Sale and Discontinued Operations	5	N/A
Exploration for and Evaluation of Mineral Resources	6	N/A
Financial Instruments: Disclosure	7	Applied
Operating Segments	8	N/A

BDCOM ONLINE LIMITED

Registered, Corporate & Share Office: RANGS Nilu Square (5th Floor), Satmosjid Road, House # 75, Road # 5/A
Dhanmondi R/A, Dhaka-1209, Bangladesh; Ph: +88 09666 333 666, Fax: +88 02 8122789

PROXY FORM

I/We.....of.....

.....being a member of BDCOM Online Limited hereby appointed

Mr./Mrs./Ms.....of.....

.....as my/our proxy to attend and vote for me/us on me/our behalf at the 17th Annual General Meeting of the Company to be held on Saturday, the December 21, 2013 at 10:30 a.m. at the White Hall, House # 262/A, Road # 27, Dhanmondi R/A, Dhaka-1209 and at any Adjournment thereof, as witness my/our hand this..... day of December, 2013 signed by the said in presence of

.....

Revenue Stamp Tk. 10.00

(Signature of the Proxy)

Date.....

(Signature of the Shareholder(s))

(Signature of the witness)

Register folio/BO ID.....

Date.....

Signature verified

Note: A member is entitled to attend and vote at the General meeting may appoint a proxy to attend and vote in his/her stead. The proxy form, duly filled, stamped, signed must be deposited at the share office of the company not later than 48 hours before the time appointed for the meeting'

BDCOM ONLINE LIMITED

Registered, Corporate & Share Office: RANGS Nilu Square (5th Floor), Satmosjid Road, House # 75, Road # 5/A
Dhanmondi R/A, Dhaka-1209, Bangladesh; Ph: +88 09666 333 666, Fax: +88 02 8122789

ATTENDANCE SLIP

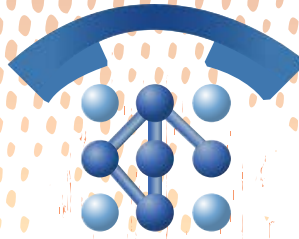
I/We hereby record my/our attendance at the 17th Annual General Meeting being held on Saturday, the December 21, 2013 at 10:30 a.m. at the White Hall, House # 262/A, Road # 27, Dhanmondi R/A, Dhaka-1209.

Name of Member/Proxy

Register Folio/BO. No..... holding of Ordinary Shares of
BDCOM Online Limited

.....
Signature of Shareholder(s)/proxy

N.B : 1. Please present this slip at the reception desk.
2. Please note that AGM can only be attended by the honorable Shareholder and or properly constituted proxy.



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