“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“Investment in capital market involves certain degree of risks. The investors are required to read the prospectus and risk factors carefully, assess their own financial conditions and risk taking ability before making their investment decisions.”

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। বিনিয়োগকারীগণ প্রোসপেক্টাস পড়ে এবং ঝুঁকির বিষয়গুলি সতর্কতার সাথে অনুধাবন করে নিজ নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।”

Qualified Investor Offer of 12,000,000 Ordinary Shares

Issue date of the Prospectus: May 10, 2022

OFFER PRICE: TK. 10.00 each at par
TOTAL SIZE OF FUND: TK. 120,000,000.00

Opening and closing date of subscription:

Opening date of subscription: May 22, 2022
Closing date of subscription: May 26, 2022

PROSPECTUS

Name of Issuer:

BD Paints Ltd.

Name of Issue Managers:

CAPM Advisory Limited

Prime Bank Investment Limited

(a) Preliminary Information and Declarations:

(i) **Name(s), address(s), telephone number(s), web address(s), e-mail(s), FAX number(s) and contact persons of the issuer, issue manager(s), underwriter(s), auditors, credit rating company and valuer;**

Issuer		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
BD Paints Ltd. (BDPL) Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229	Tel: +8809678772345 Fax: +8809678772345 (Ext.-110) Email: info@bdpaints.com Web: www.bdpaints.com	**S.M. Mamun Ar Rashid** Company Secretary
Issue Managers		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
CAPM Advisory Limited Tower Hamlet (9th Floor) 16, Kemal Ataturk Avenue Banani C/A, Dhaka-1213.	Tel: +88-02-9822391-2 Fax: +88-02-9822393 E-mail: contact@capmadvisorybd.com Web: www.capmadvisorybd.com	**Tania Sharmin** Managing Director & CEO
Prime Bank Investment Ltd. Tajwar Center (5th Floor) House: 34, Road No: 19/A, Banani, Dhaka-1213	Tel: +88-02-48810316, +88-02-48810315 Fax: +88-02-48810314 E-mail: pbil.bd@gmail.com web: www.pbil.com.bd	**Khandoker Raihan Ali FCA** Managing Director & CEO (CC)
Underwriters		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
CAPM Advisory Limited Tower Hamlet (9th Floor) 16, Kemal Ataturk Avenue Banani C/A, Dhaka-1213.	Tel: +88-02-9822391-2 Fax: +88-02-9822393 E-mail: contact@capmadvisorybd.com Web: www.capmadvisorybd.com	**Tania Sharmin** Managing Director & CEO
Prime Bank Investment Ltd. Tajwar Center (5th Floor) House: 34, Road No: 19/A, Banani, Dhaka-1213	Tel: +88-02-48810316, +88-02-48810315 Fax: +88-02-48810314 E-mail: pbil.bd@gmail.com web: www.pbil.com.bd	**Khandoker Raihan Ali FCA** Managing Director & CEO (CC)

Islami Bank Capital Management Limited Miah Amanullah Bhaban (5th Floor), 63 Dilkusha C/A, Dhaka 1000	Tel: +88-02-47120793-4 Fax: +88-02-47120625 E-mail: md@ibcmlbd.com Web: www.ibcmlbd.com	**Mohammad Abdur Rahim, FCA** Managing Director & CEO
AIBL Capital Management Limited Al-Arafah Tower, Level-15, 63 Purana Paltan, Dhaka-1000	Tel: +88-02-44850100 Fax: +88-02-44850065 E-mail: cml@aibl.com.bd Web: www.al-arafahbank.com	**Md. Riyadh Hossain Mahmud** Chief Executive Officer
Auditor		
Name & Address	**Telephone & Fax Number, E-mail, Web Address**	**Contact Person**
ARTISAN Chartered Accountants Sonargaon Terrace (2nd Floor), House # 52, Road # 13/C, Block # E, Banani, Dhaka-1213, Bangladesh	Tel: +88-02-8189883-7 Fax: +88-02-8180187 E-mail: info@artisan-ca.com web: www.artisan-ca.com	**AFM Alamgir** Chief Executive Partner

The Company has no involvement with Valuer; Credit rating is not applicable for the issuer.

(ii) A person interested to get a prospectus may obtain from the issuer and the issue manager(s).

(iii) "If you have any query about this document, you may consult the issuer, issue manager and underwriter"

(iv) **"CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (QUALIFIED INVESTOR OFFER BY SMALL CAPITAL COMPANIES) RULES, 2018. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY)."**

(v) 'Risks in relation to the First Issue'

"This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (ten) and the issue price is Tk. 10.00, i.e., the face value. The issue price has been determined and justified at par value as stated under the paragraph on "Justification of Issue Price" should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

(vi) 'General Risk'

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. Given the emerging nature of small capital companies, there may be a higher investment risk attached to the securities being offered. The securities to be traded on the Small Capital Platform may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be an active market for trading of such securities. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 113-121"

(vii) 'BD Paints Ltd.'s Absolute Responsibility'

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this prospectus contains all material information with regard to the issuer and the issue, that the information contained in the prospectus are true, fair and correct in all material aspects and are not misleading in any respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect."

(b) **Availability of Prospectus**

(i) W**ebsite addresses and e-mail addresses and names of contact persons of the institutions where the prospectus are available in soft forms;**

The Prospectus and abridged version prospectus in hard and soft forms of the Company shall be obtained from the following addresses:

Issuer	Website and E-mail Address	Contact Person
BD Paints Ltd. (BDPL) Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229	Web: www.bdpaints.com Email: info@bdpaints.com	**S.M. Mamun Ar Rashid** Company Secretary
Issue Managers	**Website and E-mail Address**	**Contact Person**
CAPM Advisory Limited Tower Hamlet (9th Floor) 16, Kemal Ataturk Avenue Banani C/A, Dhaka-1213.	Web: www.capmadvisorybd.com E-mail: contact@capmadvisorybd.com	**Tania Sharmin** Managing Director & CEO
Prime Bank Investment Ltd. Tajwar Center (5th Floor) House: 34, Road No: 19/A, Banani, Dhaka-1213	Web: www. pbil.com.bd E-mail: pbil.bd@gmail.com	**Khandoker Raihan Ali FCA** Managing Director & CEO (CC)
Stock Exchanges	**Website and E-mail Address**	**Contact Person**
Dhaka Stock Exchange Limited DSE Library, 9/F Motijheel C/A, Dhaka-1000	Web: www.dsebd.org E-mail: reasearch@dsebd.org	**Afzalur Rahaman** Manager
Chittagong Stock Exchange Limited CSE Library, CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong-4100.	Web: www.cse.com.bd E-mail: habib.ullah@cse.com.bd	**Mohammad Habib Ullah** Deputy Manager

Prospectus would also be available on the web sites of BSEC (www.sec.gov.bd) and at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

(ii) **Definitions and Acronyms or Elaborations**

Acronyms or Elaborations:

A	
"Articles" or "Articles of Association" or "AoA"	The Articles of Association of BD Paints Ltd., as amended
AGM	Annual General Meeting
Allotment	Letter of Allotment of shares
B	
"Board" or "Board of Directors" or "our Board"	The Board of Directors of BD Paints Ltd., as duly constituted from time to time including any committees thereof
B. A.	Bachelor of Arts
BAS	Bangladesh Accounting Standards
BDPL	BD Paints Ltd.
BDT	Bangladeshi Taka
BFRS	Bangladesh Financial Reporting Standards
BIDA	Bangladesh Investment Development Authority
BO A/C	Beneficiary Owner's Account
BSEC	Bangladesh Securities and Exchange Commission
C	
CAPMAL	CAPM Advisory Limited
CDBL	Central Depository Bangladesh Limited
Certificate	Share Certificate
CFO	Chief Financial Officer
CIB	Credit Information Bureau
CIS	Collective Investment Scheme
Commission	Bangladesh Securities and Exchange Commission
CS	Company Secretary
CSE	Chittagong Stock Exchange Limited
D	
DSE	Dhaka Stock Exchange Limited
E	
E-Mail	Electronic Mail
EPS	Earnings Per Share
Exchanges	Stock Exchanges
F	
FC A/C	Foreign Currency Account
FDR	Fixed Deposit Receipt
FY	Fiscal Year
G	
GBP	Great Britain Pound
H	
HSC	Higher Secondary Certificate
I	
Issue	Qualified Investor Offer
Issue Managers	CAPM Advisory Limited & Prime Bank Investment Limited
Issuer	BD Paints Ltd.

L	
L/C	Letter of Credit
LL.M.	Master of Laws
M	
"Memorandum" or "Memorandum of Association" or "MoA"	The Memorandum of Association of BD Paints Ltd., as amended
M.Com	Master of Commerce
M.Sc	Master of Science
MBA	Masters of Business Administration
MD	Managing Director
MS-Word	Microsoft word
N	
NAV	Net Asset Value
NBFI	Non-Banking Financial Institution
NBR	National Board of Revenue
NRB	Non Resident Bangladeshi
O	
"Our Company"	BD Paints Ltd., a public limited company incorporated under the Companies Act
Offering Price	Price of the Securities of BDPL
P	
PBIL	Prime Bank Investment Limited
PE	Price to Earnings
Q	
QI	Qualified Investor
QIO	Qualified Investor Offer
R	
R & D	Research and Development
RJSC	Registrar of Joint Stock Companies and Firms
S	
Securities	Share of BD Paints Ltd.
Securities Market	The Share Market of Bangladesh
Sponsors	The sponsor shareholders of BD Paints Ltd.
Subscription	Application Money
T	
The Company/Issuer	BD Paints Ltd., a public limited company incorporated under the Companies Act
TIN	Tax Indentification Number
Tk.	Taka
U	
UK Pound	United Kingdom Pound
USD	United States Dollar
V	
VAT	Value Added Tax
W	
WDV	Written Down Value

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CHAPTER (I)

EXECUTIVE SUMMARY

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Paint has been used over the century in our mankind and it has evidence that it can be found in the cave paintings as well. In today's life paint is made artificially and being used in many different ways. There are various kind of paints: plastic emulsion, distemper, outer coat (weather proof), synthetic enamel, etc. Plastic emulsion and distemper are close substitutes of each other. Emulsion is basically used in high-end residence all over the country and distempers are cheaper products, having demand in semi-urban and rural markets. Weather coat is growing very fast and presently holds a significant market share.

In recent years the paint industry of Bangladesh has been experienced positive growth and the growth has been continued in semi-urban and rural areas. This is because of increasing purchasing power. There is a total of 51 large, medium and small sized companies selling paint in Bangladesh. Of these companies, 45 companies manufacture paint within Bangladesh and 6 companies import paint.

The paint Industry is playing an important role in the infrastructure development of the country by ensuring protection to fixed assets. The protection enabled by the paint coatings contributes to the longevity of the structure, resulting in GDP growth of the country.

In 2015, the size of Bangladesh's decorative paint market was about Tk 2,550 crore, according to a number of paint manufacturers and Bangladesh Paint Manufacturer's Association (BPMA). Average growth was around 8 to 10 percent in the last five years. At present, annual consumption stands at about 120,000 tones.

Source: *https://www.thedailystar.net/supplements/painting-the-future-bright-1331338*

(ii) About the Issuer:

Incorporation	As Private Limited Company	April 17, 2014, & C-115399/14
Name Change	Arafat Paint & Chemical Industries Limited was changed to BD Paints Ltd. on September 04, 2016.	
Converted Public Limited Company	July 22, 2014	
Commencement of Commercial Operation	April 17, 2014	
Registered Office	Plot A # 17, BSCIC Industrial Area, Kawnia, Barisal-8200.	
Factory	Plot A # 17, 22, BSCIC Industrial Area, Kawnia, Barisal-8200 and Plot # 117/3 & 114/3 Nayabari Road, Sataish, Tongi, Gazipur	
Dhaka Liaison Office	Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229	
Nature of Business	BD Paints Ltd. carried on business as local manufacturer of different types of paints. The principal activities of the company are to manufacture and marketing different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, bdcem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.	

(iii) Financial Information:

Major financial information of BD Paints Ltd. (BDPL) is as follows:

Sl. No.	Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
1	Sales Revenue	293,762,644	233,603,022	364,517,070	339,342,101	321,545,780
2	Gross Profit	108,194,481	81,108,010	136,934,379	132,729,483	128,878,867
3	Profit before Tax	62,680,369	41,011,816	78,966,643	81,597,462	82,275,797
4	Net Profit after Tax	48,257,055	31,306,246	51,328,318	53,038,350	53,479,268
5	Total Assets	987,852,767	883,788,155	850,466,789	783,767,784	427,977,254
6	Share Capital	500,000,000	500,000,000	500,000,000	500,000,000	220,000,000
7	Retained Earnings	297,055,400	248,798,345	217,492,099	166,163,781	113,125,431
8	Total Liabilities	190,797,367	134,989,810	132,974,690	117,604,003	94,851,822
9	NAV Per Share	15.94	14.98	14.35	13.32	15.14
10	Earnings per Share (EPS)	0.97	0.63	1.03	2.13	2.43

(iv) Features of the issue and its objects:

Offer Price	Tk. 10.00
Number of Shares	12,000,000
Offer Size	Tk. 120,000,000.00
Purpose of Raising Fund	Proceeds from Qualified Investor Offer (QIO) will be used for construction and other civil works, acquisition of machinery & equipment, working capital and for QIO Expenses.
Date of Implementation	After receiving QIO fund

(v) Legal and other Information:

SL	Name of Certificate/license/Registration	License Issuer/Issuing Authority	Certificate/License No.	Validity/ Current Status
1	Trade License	Barisal City Corporation, Barisal	17507	30-Jun-22
		Gazipur City Corporation	96	30-Jun-22
2	TIN Certificate	National Board of Revenue	687708334761	N/A
3	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Khulna	003955042-0804	N/A
		Customs, Excise & VAT Commissionerate, Dhaka (North)	000521152-0102	N/A
4	Import Registration Certificate (IRC)	Controller of Import & Export, Government of Bangladesh, Dhaka.	260326120595721	30-Jun-22
5	BPMA	Bangladesh Paint Manufacturer's Association	048	31-Dec-21
6	Fire License	Bangladesh Fire Services and Civil Defense	Bari-1097/2016-17	30-Jun-22
		Bangladesh Fire Services and Civil Defense	AD/Dhaka-42941/19	30-Jun-22
7	Environment Clearance Certificate	Department of Environment, Barisal Division	21-57627	18-Mar-22
		Department of Environment, Gazipur	21-52756	30-Dec-21
9	Factory License	Factory and Organization Inspection Authority, Barisal	445/Barisal	30-Jun-22
		Factory and Organization Inspection Authority, Gazipur	19416/Gazipur	30-Jun-22
10	Fire Insurance	Crystal Insurance Company Limited	CICLL/PAL/FC-0047/10/2020	25-Oct-21
11	BCCI	The Barisal Chamber of Commerce & Industry	789	30-Jun-22
12	Explosive License	Directorate of Explosive Authority, Barisal	660-3(৫৩)-0063	31-Dec-21
13	ISO 9001:2015	Bureau of Assessment Services	INT-000426 2017	9-Jan-21 (Applied for newal)
14	BSTI License	Bangladesh Standards & Testing Institution	Bari-1198/G-8/2021	30-Jun-23

(vi) Promoters' background:

When the company was incorporated, following persons were the subscribers to the memorandum:

Sl. No.	Name of Promoter	Present Status
1	Md. Amir Hossain	Sponsor
2	Khaleda Begum Liyly	Sponsor
3	Md. Junaed Hossain	Sponsor
4	Md. Bellal Khan	Managing Director
5	Ms. Farzana Akter Eva	Sponsor
6	Md. Amin Ur Rashid	Sponsor
7	Mst. Shahanaz Akter	Sponsor
8	Akhfa Nur	Sponsor

Their background is stated below:

Md. Amir Hossain, Sponsor
Md. Amir Hossain, Father's Name- Late Haji Abdul latif Miah, Mother's Name- Zinnatun Nesa, Address: House-210, Nadia Villa, South Kalibari Road, Barisal Sadar, Barisal. He was born on 12th February, 1965. He is a reputed businessman having 25 years of experience in the field of paints and chemical related industry.

Khaleda Begum Liyly, Sponsor
Khaleda Begum Liyly, Husband's Name- Md. Amir Hossain, Mother's Name-Rokeya Begum, Address- Address: House-210, Nadia Villa, South Kalibari Road, Barisal Sadar, Barisal. She was born on respective muslim family in the year 1964. She is a reputed businesswoman having 22 years of experience in the field of paints and chemical related industry.

Md. Junaed Hossain, Sponsor
Md. Junaed Hossain, Father's Name- Md. Amir Hossain, Mother's Name- Khaleda Begum, Address: House-210, Nadia Villa, South Kalibari Road, Barisal Sadar, Barisal. He was borne in 18th August, 1984. He is a young promising businessman and has an early entrance in the industry having 10 years of professional business experience.

Md. Bellal Khan, Managing Director
Md. Bellal Khan, S/O- Late Abdus Sobhan Khan, Mother's Name- Liyly Begum, Address: Khan Mansion, 617 College Road, Barisal Sadar, Barisal. He was born in 16th August 1985. He completed his B.Sc (Honors), M.Sc. (Statistics) from Jagannath University, Dhaka. After completing his graduation, he engages in the field of business and having 10 years of experience in the field of paints and chemical manufacturing industry. With his dynamic leadership, vision and sincere exertion BD Paints Ltd. able to get a strong position in the paints market of Bangladesh. He is the honorable member of Dhaka Club, Barisal Club and Rotary Club. He visited India, Thailand, Malaysia, China, Japan and Singapure for business purpose.

Ms. Farzana Akter Eva, Sponsor
Ms. Farzana Akter Eva, Husband Name- Md. Rasel, Mother's Name- Khaleda Begum, Address: House-210, Nadia Villa, South Kalibari Road, Barisal Sadar, Barisal born in 1985. She completed Graduation and Master's degree. After completed her graduation she involved in business and have 10 years of professional experience.

Md. Amin-Ur-Rashid, Sponsor Shareholder
Md. Amin-Ur-Rashid, S/O- Late Harun-Ur- Rashid, Address: Akon Bari, 453, West Chandkathi, Jhalokathi. He completed his B. Sc (Botani), M.Sc., MBA, L.L.B from National University. In 2001, he started his business career and having 17 years of professional experience in manufacturing industry.

Mst. Shahanaz Akter, Sponsor Shareholder
Mst. Shahanaz Akter, Husband's Name-Md. Azmol Hossain, Mother's Name-Liyly Begum, Address- Vill- Vodrason, Minar Bari, Narayangonj. She was born on 18th January 1980. She involved in business and having 12 years of professional experience.

Akhfa Nur, Sponsor
Akhfa Nur, Father's Name- Late Md. Matiur Rahman, Mother's Name- Latifa Alam, Address- 202/8, Haji Salimuddin Mollah, Middle Baddah, Gulshan, Dhaka. Her birth date is 1st March, 1985. She involved in business and having 08 years of professional experience.

(vii) Capital structure and history of capital raising:

The Company intends to issue 12,000,000 ordinary shares of Tk. 10.00 each at par through Qualified Investor Offer (QIO) totaling to Tk. 120,000,000.00 subject to regulatory approvals.

Particulars	No. of Shares	Face Value (Tk.)	Issue Price (Tk.)	Amount in Taka
Authorized Capital	100,000,000	10.00	10.00	1,000,000,000
Before QIO:				
Paid up capital	50,000,000	10.00	10.00	500,000,000
After QIO:				
To be issued through QIO	12,000,000	10.00	10.00	120,000,000
Paid up capital (Post QIO)	**62,000,000**	**10.00**	**10.00**	**620,000,000**

The Company has raised its paid-up capital in following phases:

Particulars of Allotment	Date of Allotment	Form of Consideration (No. of Shares)			Face Value of Share (Tk.)	Paid-up Capital
		In cash	Other than in cash	Bonus		
1st (subscriber to the Memorandum & Articles of Association at the time of incorporation)	17-Apr-14	6,000,000	3,500,000	-	10.00	95,000,000
2nd	23-Apr-15	10,500,000	2,000,000	-	10.00	125,000,000
3rd	24-May-18	28,000,000	-	-	10.00	280,000,000
Total					**10.00**	**500,000,000**

(viii) Summary of Valuation Report of securities:

Particulars	Amount (in Tk.)
Method 1: Net Asset Value (NAV) per share/Equity based valuation	15.94
Method 2: Historical Earnings based valuation	18.48
Method 3: Average market price of similar stock based valuation	1,662.58

(ix) Others:

a) **Declaration by the issuer that it has not made any material change including raising of paid-up capital after the date of audited financial statements as included in the prospectus as per 3 (2) (c) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018:**

We, the Issuer, declare that we did not make any material changes including raising of paid-up capital after the date of audited financial statements as included in the prospectus as per 3 (2) (c) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018.

Sd/-
Md. Bellal Khan
Managing Director
BD Paints Ltd.

b) **Declaration by the issue manager that it or any of its connected persons is in no way connected with the issuer or any of its connected person nor does hold any securities thereof as per 3 (2) (b) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018:**

We, the Issue Managers, declare that we do not have any connection with the Issuer, nor any connected persons of us are connected with the Issuer. Moreover, we do not have any connection with the connected persons of the Issuer nor hold any securities thereof.

Sd/-
Tania Sharmin
Managing Director & CEO
CAPM Advisory Limited

Sd/-
Khandoker Raihan Ali FCA
Managing Director & CEO (CC)
Prime Bank Investment Limited

c) **ISSUER DECLARATION IN CONNECTION WITH ISSUE MANAGER**

We, the Issuer, declare that we do not have any connection with the Issue Managers, nor any connected persons of Issue Managers. Moreover, the Issue Managers do not hold any securities of us.

Sd/-
Md. Bellal Khan
Managing Director
BD Paints Ltd.

CHAPTER (II)

CONDITIONS IMPOSED BY THE COMMISSION

Disclosure in respect of issuance of security in Dematerialized Form

As per provision of the Depository Act, 1999 & Regulations made thereunder, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only;

Condition imposed by Commission

1. The Company shall follow all requirements of the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018, the Depository Act, 1999 and other securities Laws, Rules & Regulations for Qualified Investor Offer (QIO) regarding processing of application, subscription, refund, allotment, listing and trading;

2. Subscription period for qualified investor shall be opened within 15 (fifteen) working days from date of consent letter. After fixing subscription period, Issuer and Issue Manager shall inform to the Commission, Exchanges and Qualified Investors accordingly;

3. The issue manager(s) shall carefully examine and compare the issued prospectus vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly communicate with the qualified investor immediately, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **5 (Five) working days** from the date of consent letter;

4. The issuer company and the issue manager shall ensure transmission of the vetted prospectus for NRBs through email to the Bangladesh Embassies and Missions abroad within **5 (Five) working days** from the date of consent letter. A compliance report shall be submitted in this respect to the Exchanges jointly by the Issuer and the Issue Manager within **02 (Two) working** days from the date of said transmission of the prospectus;

5. Qualified investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s). The Issuer, issue manager and exchange(s) shall post the said subscription method on their **websites;**

6. **A qualified investor cannot submit more than one application. In case, an applicant submits more than one application, all applications shall be treated as invalid and shall not be considered for allotment purpose. The minimum application amount shall be Tk. 2,00,000/- (Taka two lac only) or its multiples;**

7. The stock exchanges shall complete the listing procedure and start of trading of securities **within 15 (fifteen) working days in case of over-subscription whereas within 25 (twenty five) working days in case of under-subscription** from the closure of subscription period;

8. In case of over-subscription, The Exchange shall refund excess amount to the qualified investor and send final allotment list through e-mail to the allottees, issuer and issue manager within 3 (three) working days from the closure of subscription period;

9. The Issuer shall issue allotment letters in the names of allottees in electronic format with digital signatures and credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal within 5 (five) working days of receipt of the final allotment list from the exchange;

10. The exchange shall transfer the issue proceeds to the issuer bank account before starting trading of the securities;

11. As per provision of the Depository Act, 1999 & Regulations made thereunder, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only;

12. The Issuer shall pay the costs related to process the qualified Investors subscription and allotment, if claimed by the Exchange, concerned up to an amount of Tk. 200,000/- (Taka Two Lac only). Moreover Exchange(s) shall not claim any cost to qualified investors;

13. The QIO shall stand cancelled in case of under-subscription collectively above 50%, in such an event, the issuer and issue manger shall inform the Commission within 2 (two) working days and release the subscription money within 5(five) working days after receiving verification report from CDBL and the information from exchanges regarding subscription;

14. **If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Otherwise, those shares (shares of Sponsors/ Directors/ Promoters) can be dematerialized and shall remain in lock-in under CDBL system and the issuer shall submit a dematerialization confirmation report generated by CDBL system and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters, the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission;**

15. **The company shall not declare any (cash/stocks) before listing with any Exchange from the date of this consent letter;**

16. **The company shall not also declare any stock dividend within 3 (three) years from the date of listing with stockexchanges(s);**

17. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any Exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000;

18. All transactions, excluding petty cash expenses, shall be affected by crossed cheques or bank transfers. The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in this respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a Board approved agenda thereon and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the Board of Directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information;

19. The utilization of fund collected through Qualified Investor Offer shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc. **The company shall furnish status report on utilization of Public Offering proceeds audited by panel auditor of the Commission and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of every quarter until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus;**

20. **The company shall not engage itself into any merger/amalgamation or acquisition activities without taking "No Objection" from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting;**

21. The concerned Exchanges are authorized to settle any complaints and take necessary actions against any violation of any provision of the qualified investor offer application process with intimation to the Commission;

22. The issuer and the issue manager shall ensure due compliance of all the above conditions, and the listing regulations of the Exchanges. Moreover, the Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company;

23. **Only the Qualified Investors are eligible to participate in trading of securities in SME trading platform. Eligibility of Qualified Investors shall be determined from time to time be the Commission as per the updated notification;**

CHAPTER (III)

DECLARATION AND DUE DILIGENCE CERTIFICATES

Annexure-A

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE CEO OF THE ISSUER IN RESPECT OF THE PROSPECTUS

[Rule 4 (1)(d)]

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity, accuracy and adequacy of the statements made, information given in the prospectus, documents, financial statements, exhibits, annexes, papers submitted to the Commission in support thereof, and confirm, after making all reasonable inquiries that all conditions concerning this qualified investor offer and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

We also confirm that full and fair disclosures have been made in this prospectus to enable the qualified investors to make a well informed decision for investment.

Sd/-
Jannatul Ferdous Mim
Representative of Sabila Sea Foods Ltd.
Chairman

Sd/-
Md. Bellal Khan
Managing Director

Sd/-
Md. Maruful Islam Turan
Representative of IBP Agrovet Ltd.
Director

Sd/-
Mohammad Shaheenul Islam
Independent Director

Place: Dhaka
Date: March 06, 2022

Annexure-B

DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
(CAPM ADVISORY LIMITED)

[Rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Qualified Investor Offer of 12,000,000 Ordinary Shares of Tk. 120,000,000.00 by BD Paints Ltd.

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

(1) We have examined all the documents submitted with the application for the above mentioned qualified investor offer, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;

(2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

(a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;

(b) All the legal requirements relating to the issue as also in the Rules, notifications, guidelines, instructions, etc. framed or issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;

(c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 and other applicable laws;

(d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;

(e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;

(f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;

(g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;

(h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;

(i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the QIO for any further inspection by the Commission;

(j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the Rules has been complied with and our comments, if any;

(k) We also declare that we have not managed any qualified investor offer in the last 05 (five) years.

Sd/-
Tania Sharmin
Managing Director & CEO
CAPM Advisory Limited

Place: Dhaka;
Date: November 14, 2021

Annexure-B

DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
(PRIME BANK INVESTMENT LIMITED)

[Rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Qualified Investor Offer of 12,000,000 Ordinary Shares of Tk. 120,000,000.00 by BD Paints Ltd.

Dear Sir,

We, the issue manager to the above-mentioned forthcoming issue, state and confirm as follows:

(1) We have examined all the documents submitted with the application for the above mentioned qualified investor offer, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;

(2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

(a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;

(b) All the legal requirements relating to the issue as also in the Rules, notifications, guidelines, instructions, etc. framed or issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;

(c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 and other applicable laws;

(d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;

(e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;

(f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;

(g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;

(h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;

(i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the QIO for any further inspection by the Commission;

(j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the Rules has been complied with and our comments, if any;

(k) We also declare that we have managed the qualified investor offer of following issuers in the last 05 (five) years:

Sl. No.	**Issue**	**Year**	**Issue Price (BDT)**	**Dividend Payment History (Year Wise)**				
				2016	**2017**	**2018**	**2019**	**2020**
N/A								

Sd/-
Khandoker Raihan Ali FCA
Managing Director & CEO (CC)
Prime Bank Investment Limited

Place: Dhaka
Date: November 14, 2021

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(CAPM ADVISORY LIMITED)

[Rule 4 (1)(d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Qualified investor offer of 12,000,000 Ordinary Shares of Tk. 120,000,000.00 of BD Paints Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

(1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and qualified to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,000,000.00 (Taka Twenty Five Crore only) and we have the capacity to underwrite a total amount of Tk. 1,250,000,000.00 (Taka One Twenty Five Crore only) as per relevant legal requirements.

We have committed to underwrite for up to Tk. 20,000,000.00 (Two Crore only) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl.	Name of the company	Amount Underwritten (In Tk.)
1	First Security Islami Bank Limited	100,000,000.00
2	AFC Health Limited	20,000,000.00
3	Agrani Insurance Company Limited	2,000,000.00
4	Sonali Paper & Board Mills Limited	5,000,000.00
Total		**127,000,000.00**

(c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

(d) We shall subscribe and take up the un-subscribed securities against the above-mentioned issue within 15 (fifteen) days of calling up thereof by the issuer; and

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Tania Sharmin
Managing Director & CEO
CAPM Advisory Limited

Place: Dhaka;
Date: November 14, 2021

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(PRIME BANK INVESTMENTS LIMITED)
[Rule 4 (1)(d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Qualified investor offer of 12,000,000 Ordinary Shares of Tk. 120,000,000.00 of BD Paints Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

(1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and qualified to carry out the underwriting activities. Our present paid-up capital stands at Tk. 3,000,000,000.00 (Taka Three Hundred Crore Only) and we have the capacity to underwrite a total amount of Tk.15,000,000,000 (Taka Fifteen Hundred Crore) as per relevant legal requirements.

We have committed to underwrite for up to Tk. 10,000,000 (One Crore) only for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the Issue	Amount Underwritten (in BDT)
1	Omera Petroleum Ltd	41,726,036
2	Midland Bank Ltd.	20,000,000
3	Agrani Insurance Company Limited	2,000,000
4	Meghna Insurance Ltd.	10,000,000
5	Global Islami Bank Limited	87,500,000
	Total	**161,226,036**

(c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

(d) We shall subscribe and take up the un-subscribed securities against the above-mentioned issue within 15 (fifteen) days of calling up thereof by the issuer; and

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Khandoker Raihan Ali FCA
Managing Director & CEO (CC)
Prime Bank Investment Limited

Place: Dhaka;
Date: November 14, 2021

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(ISLAMI BANK CAPITAL MANAGEMENT LIMITED)

[Rule 4 (1)(d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Qualified investor offer of 12,000,000 Ordinary Shares of Tk. 120,000,000.00 of BD Paints Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming issue, state individually and collectively as follows:

(1) We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

(2) On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and qualified to carry out the underwriting activities. Our present paid-up capital stands at Tk. 300,000,000 (Taka Thirty Crore only) and we have the capacity to underwrite a total amount of Tk. 1,500,000,000 (Taka One Hundred Fifty Crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 20,000,000.00 (Two Crore only) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl. No.	Name of the Company	Amount Underwritten (in BDT)
01	Subra Systems Ltd. (QIO)	20,000,000.00
02	Achia Sea Foods Ltd. (QIO)	10,000,000.00
03	Union Bank Limited (IPO)	250,000,000.00
04	Al-Arafah Islami Bank Limited (Bond-IPO)	100,000,000.00
05	Shahjalal Islami Bank Limited (Bond-IPO)	100,000,000.00
06	First Security Islami Bank Limited (Right Offer)	100,000,000.00
07	Global Islami Bank Limited (IPO)	100,000,000.00
Total		**680,000,000.00**

(c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

(d) We shall subscribe and take up the un-subscribed securities against the above-mentioned issue within 15 (fifteen) days of calling up thereof by the issuer; and

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Mohammad Abdur Rahim, FCA
Managing Director & CEO
Islami Bank Capital Management Limited

Place: Dhaka;
Date: November 14, 2021

ANNEXURE - C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(AIBL CAPITAL MANAGEMENT LIMITED)

[See rule 4 (1)(d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Qualified investor offer of 12,000,000 Ordinary Shares of Tk. 120,000,000.00 of BD Paints Ltd.

Dear Sir,

We, the under-noted Underwriter to the above-mentioned forthcoming issue, state individually and collectively as follows:

1. We, while underwriting the above mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and
2. On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk.500,000,000 (Fifty Crore) and we have the capacity to underwrite a total amount of Tk.2,500,000,000 (Two Hundred Fifty Crore) as per relevant legal requirements. We have committed to underwrite for up to Tk.10,000,000 (One Crore) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the issue	Amount Underwritten (in BDT)
1	Ratanpur Steel Re-Rolling Mills Lts	10.50 Mn
2	Three Angel Marine Ltd.	30.00 Mn
3	Infinity Technology International Ltd	10.00Mn
4	Union Bank	250.00 Mn
5	BEXIMCO-SUKUK	250.00 Mn
6	Islami Bank Bangladesh Limited Perpetual Bond	160.00 Mn
7	GLOBAL ISLAMI BANK LIMITED.	500.00 Mn
Total		**1,210.50 Mn**

(c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;

(d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Name: Md. Riyadh Hossain Mahmud
Designation: Chief Executive Officer
Company Name: AIBL Capital Management Limited

Place: Dhaka
Date: November 14, 2021

CHAPTER (IV)

ABOUT THE ISSUER

(a) **Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants, telephone number, FAX number, contact person, website address and e-mail address;**

Particulars of the Company:

Particulars		Description
Name of the Issuer	:	BD Paints Ltd. (BDPL)
Dates of Incorporation	:	April 17, 2014, & C-115399/14
Name Change	:	Arafat Paint & Chemical Industries Limited was changed to BD Paints Ltd. on September 04, 2016.
Commencement of its Commercial Operations	:	April 17, 2014
Logo	:	BDPAINTS বাংলার রঙ
Dhaka Liaison Office	:	Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229 Tel: +8809678772345 Fax: +8809678772345 (Ext.-110)
Registered Office	:	Plot A # 17, BSCIC Industrial Area, Kawnia, Barisal-8200 Cell: +8801883011117
Factory	:	Plot A # 17, 22, BSCIC Industrial Area, Kawnia, Barisal-8200 and Plot # 117/3 & 114/3 Nayabari Road, Sataish, Tongi, Gazipur
Contact Person	:	S.M. Mamun Ar Rashid Company Secretary
Website Address	:	Web: www.bdpaints.com
E-mail Address	:	Email: info@bdpaints.com

(b) **The names of the sponsors and directors of the issuer:**

Name of the Sponsors and Directors:

Sponsors:

Sl. No.	Name of Promoter	Present Status
1	Md. Amir Hossain	Sponsor
2	Khaleda Begum Liyly	Sponsor
3	Md. Junaed Hossain	Sponsor
4	Md. Bellal Khan	Sponsor & Managing Director
5	Ms. Farzana Akter Eva	Sponsor
6	Md. Amin Ur Rashid	Sponsor Shareholder
7	Mst. Shahanaz Akter	Sponsor
8	Akhfa Nur	Sponsor

Directors:

Sl.	Director	Designation
1	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	Chairman
2	Md. Bellal Khan	Managing Director
3	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	Director
4	Mohammad Shaheenul Islam	Independent Director

(c) **The name, logo and address of the auditors, along with their telephone numbers, FAX numbers, contact persons, website and e-mail addresses:**

Particulars of Auditor:

Particulars		Description
Name	:	**ARTISAN** Chartered Accountants
Logo	:	ARTISAN Chartered Accountants
Address	:	Sonargaon Terrace (2nd Floor), House # 52, Road # 13/C, Block # E, Banani, Dhaka-1213, Bangladesh
Telephone Number	:	Tel: +88-02-8189883-7
Fax Number	:	Fax: +88-02-8180187
Contact Person	:	**AFM Alamgir** Chief Executive Partner
Website Address	:	www.artisan-ca.com
E-mail Address	:	info@artisan-ca.com

(d) **The name(s) of the stock exchange(s) where the specified securities are proposed to be listed.**

Name of the Stock Exchanges where the Securities to be listed:

Stock Exchanges	**Dhaka Stock Exchange Limited** 9/F Motijheel C/A, Dhaka 1000.		Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755
	Chittagong Stock Exchange Ltd. CSE Building, 1080, Sheikh Mujib Road Chittagong 4100.	CHITTAGONG STOCK EXCHANGE	Tel: +880-2-9513911-15 Fax: +880-2-9513906

CHAPTER (V)

CORPORATE DIRECTORY OF THE ISSUER

Name of the Company	:	BD Paints Ltd. (BDPL)
Logo	:	BDPAINTS বাংলার রঙ
Nature of Business	:	BD Paints Ltd. carried on business as local manufacturer of different types of paints. The principal activities of the company are to manufacture and marketing different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, bdcem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.
Date of Incorporation	:	April 17, 2014, & C-115399/14
Commencement of its Commercial Operations	:	April 17, 2014
Authorized Capital	:	Tk. 1,000,000,000 divided into 100,000,000 Ordinary Share of Tk. 10.00 each
Paid up Capital	:	Tk. 500,000,000 divided into 50,000,000 Ordinary Share of Tk. 10.00 each
Dhaka Liaison Office	:	Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229 Tel: +88- 09678772345 Fax: +88- 09678772345 (Ext.-110) Email: info@bdpaints.com Web: www.bdpaints.com
Registered Office	:	Plot A # 17, BSCIC Industrial Area, Kawnia, Barisal-8200. Cell: +8801883011117
Factory	:	Plot A # 17, 22, BSCIC Industrial Area, Kawnia, Barisal-8200 and Plot # 117/3 & 114/3 Nayabari Road, Sataish, Tongi, Gazipur
Board of Directors	:	5 Directors.
Auditors	:	ARTISAN Chartered Accountants Sonargaon Terrace (2nd Floor), House # 52, Road # 13/C, Block # E, Banani, Dhaka-1213, Bangladesh Tel: +88-02-8189883-7 Fax: +88-02-8180187 E-mail: info@artisan-ca.com web: www.artisan-ca.com
Tax Consultants & Legal Advisors	:	Advocate Md. Enamul Kabir Howlader, LLB House No. 11, Road No. 16, Rupnagar R/A, P.S– Rupnagar, Dhaka Tel: +88-02-9889351 E-mail: ekabir71@gmail.com
Banker for QIO	:	Mercantile Bank Limited
Banker of the Company	:	Janata Bank Limited, Standard Bank Limited, Al-Arafah Islami Bank Limited, Islami Bank Bangladesh Limited, EXIM Bank Limited, Mercantile Bank Limited.
Head of Internal Audit and Compliance (HIAC)	:	S.M. Mamun Ar Rashid

CHAPTER (VI)

DESCRIPTION OF THE ISSUER

(a) Summary:

(i) **The summary of the industry and business environment of the issuer. The summary shall not be one-sided or biased to highlight the issuer or the issue;**

Summary of the industry:

Paint has been used over the century in our mankind and it has evidence that it can be found in the cave paintings as well. In today's life paint is made artificially and being used in many different ways. There are various kind of paints: plastic emulsion, distemper, outer coat (weather proof), synthetic enamel, etc. Plastic emulsion and distemper are close substitutes of each other. Emulsion is basically used in high-end residence all over the country and distempers are cheaper products, having demand in semi-urban and rural markets. Weather coat is growing very fast and presently holds a significant market share.

In recent years the paint industry of Bangladesh has been experienced positive growth and the growth has been continued in semi-urban and rural areas. This is because of increasing purchasing power. There is a total of 51 large, medium and small sized companies selling paint in Bangladesh. Of these companies, 45 companies manufacture paint within Bangladesh and 6 companies import paint.

The paint Industry is playing an important role in the infrastructure development of the country by ensuring protection to fixed assets. The protection enabled by the paint coatings contributes to the longevity of the structure, resulting in GDP growth of the country.

In 2015, the size of Bangladesh's decorative paint market was about Tk 2,550 crore, according to a number of paint manufacturers and Bangladesh Paint Manufacturer's Association (BPMA). Average growth was around 8 to 10 percent in the last five years. At present, annual consumption stands at about 120,000 tones.

Source: *https://www.thedailystar.net/supplements/painting-the-future-bright-1331338*

Business environment:

The Issuer's business environment is conducive to the business as we have good supply of raw materials. We have skilled labors as well. The wage of labor is reasonable also. Overall, it is a business-friendly situation.

(ii) **Summary of consolidated financial, operating and other information;**

This information is not applicable for BD Paints Ltd. since it has no subsidiary company nor does operate under any holding company.

(b) General Information:

(i) **The board of directors of the issuer;**

Sl.	Director	Designation
1	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	Chairman
2	Md. Bellal Khan	Managing Director
3	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	Director
4	Mohammad Shaheenul Islam	Independent Director

(ii) **Names, addresses, telephone numbers, Fax numbers and e-mail addresses of the chairman, managing director, whole time directors, etc. of the issuer;**

Sl.	Name & Address	Telephone and Fax No. & E-mail Address
1	Name: **Jannatul Ferdous Mim** **Representative of Sabila Sea Foods Ltd.** Position: Chairman Address: Khan Mansion, 617 College Road, Barisal Sadar, Barisal	Tel: +88-09678772345 Fax: +88-09678772345 (Ext.-110) E-mail: chairman@bdpaints.com
2	Name: **Md. Bellal Khan** Position: Managing Director Address: Khan Mansion, 617 College Road, Barisal Sadar, Barisal	Tel: +88-09678772345 Fax: +88-09678772345 (Ext.-110) E-mail: md@bdpaints.com
3	Name: **Md. Maruful Islam Turan** **Representative of IBP Agrovet Ltd.** Position: Director Address: 587 Konaari (B.S.C) Road, Mirpur, Po-Nil Nagar-1346, Gazipur Sadar, Gazipur	Tel: +88-09678772345 Fax: +88-09678772345 (Ext.-110) E-mail: maruf@bdpaints.com
4	Name: **Mohammad Shaheenul Islam** Position: Independent Director Address: Nebedita Hasnahena, Flat # 2D, 12/Cha/2/4, Road # 4, Shyamoli, Dhaka-1204	Tel: +88-09678772345 Fax: +88-09678772345 (Ext.-110) E-mail: islam.shaheenul@yahoo.com

* Md. Bellal Khan, Managing Director is the only whole time Director who receives remuneration from the Company.

(iii) **Names, addresses, telephone numbers, FAX numbers and e-mail addresses of the CFO, company secretary, legal advisor, auditors and compliance officer;**

Sl.	Name & Address	Telephone and Fax No. & E-mail Address
1	**Md. Mejanur Rahman** Chief Financial Officer Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229	Tel: +88-09678772345 Fax: +88-09678772345 (Ext.-110) E-mail: cfo@bdpaints.com
2	**S.M. Mamun Ar Rashid** Company Secretary & Compliance Officer Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229	Tel: +88-09678772345 Fax: +88-09678772345 (Ext.-110) E-mail: cs@bdpaints.com
3	**Advocate Md. Enamul Kabir Howlader, LLB** Legal Advisor *House No. 11, Road No. 16, Rupnagar R/A, P.S–Rupnagar, Dhaka*	Tel: +88-02-9889351 Fax: No Fax Number E-mail: ekabir71@gmail.com
4	**ARTISAN** Chartered Accountants Sonargaon Terrace (2nd Floor), House # 52, Road # 13/C, Block # E, Banani, Dhaka-1213, Bangladesh	Tel: +88-02-8189883-7 Fax: +88-02-8180187 E-mail: info@artisan-ca.com

(iv) **Names, addresses, telephone numbers, FAX numbers, contact person, website addresses and e-mail addresses of the issue manager(s), etc.;**

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person
CAPM Advisory Limited Tower Hamlet (9th Floor) 16, Kemal Ataturk Avenue Banani C/A, Dhaka-1213.	Tel: +88-02-9822391-2 Fax: +88-02-9822393 E-mail: contact@capmadvisorybd.com Web: www.capmadvisorybd.com	**Tania Sharmin** Managing Director & CEO
Prime Bank Investment Ltd. Tajwar Center (5th Floor) House: 34, Road No: 19/A, Banani, Dhaka-1213	Tel: +88-02-48810316, +88-02-48810315 Fax: +88-02-48810314 E-mail: pbil.bd@gmail.com web: www.pbil.com.bd	**Khandoker Raihan Ali FCA** Managing Director & CEO (CC)

(v) **Following details of underwriting:**

(a) **The names, addresses, telephone numbers, FAX numbers, contact persons and e-mail addresses of the underwriters and the amount underwritten by them;**

Name & Address	Telephone & Fax Number, E-mail, Web Address	Contact Person	Amount Underwritten
CAPM Advisory Limited Tower Hamlet (9th Floor) 16, Kemal Ataturk Avenue Banani C/A, Dhaka-1213.	Tel: +88-02-9822391-2 Fax: +88-02-9822393 E-mail: contact@capmadvisorybd.com Web: www.capmadvisorybd.com	**Tania Sharmin** Managing Director & CEO	20,000,000
Prime Bank Investment Ltd. Tajwar Center (5th Floor) House: 34, Road No: 19/A, Banani, Dhaka-1213	Tel: +88-02-48810316, +88-02-48810315 Fax: +88-02-48810314 E-mail: pbil.bd@gmail.com web: www.pbil.com.bd	**Khandoker Raihan Ali FCA** Managing Director & CEO (CC)	10,000,000
Islami Bank Capital Management Limited Miah Amanullah Bhaban (5th Floor), 63 Dilkusha C/A, Dhaka 1000	Tel: +88-02-47120793-4 Fax: +88-02-47120625 E-mail: md@ibcmlbd.com Web: www.ibcmlbd.com	**Mohammad Abdur Rahim, FCA** Managing Director & CEO	20,000,000
AIBL Capital Management Limited Al-Arafah Tower, Level-15, 63 Purana Paltan, Dhaka-1000	Tel: +88-02-44850100 Fax: +88-02-44850065 E-mail: cml@aibl.com.bd Web: www.al-arafahbank.com	**Md. Riyadh Hossain Mahmud** Chief Executive Officer	10,000,000
Total			**60,000,000**

(b) **Declaration by the underwriters that they have sufficient resources as per the regulatory requirements to discharge their respective obligations;**

Declaration by CAPM Advisory Limited

We are one of the underwriters of the Qualified Investor Offer (QIO) of BD Paints Ltd. We will underwrite BDT 20,000,000 for the upcoming issue on a firm commitment basis.

In this connection, we hereby declare that: We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter(s):

Sd/-
Tania Sharmin
Managing Director & CEO
CAPM Advisory Limited

Place: Dhaka;
Date: November 14, 2021

DECLARATION BY THE PRIME BANK INVESTMENT LIMITED THAT WE HAVE SUFFICIENT RESOURCES AS PER THE REGULATORY REQUIREMENTS TO DISCHARGE OUR RESPECTIVE OBLIGATIONS

We are one of the underwriters of the Qualified Investor Offer (QIO) of BD Paints Limited. We will underwrite BDT 10,000,000/- (One Crore) only of total qualified investor offer of BDT 120,000,000/- for the upcoming issue on a firm commitment basis. In this connection, we hereby declare that:

We have sufficient resources as per the regulatory requirements to discharge our respective obligation.

For the Underwriter:

Sd/-
Khandoker Raihan Ali FCA
Managing Director & CEO (CC)
Prime Bank Investment Limited

Place: Dhaka;
Date: November 14, 2021

DECLARATION BY ISLAMI BANK CAPITAL MANAGEMENT LIMITED

We are one of the underwriters of the Qualified Investor Offer (QIO) of BD Paints Ltd. We will underwrite BDT 20,000,000 (Two Crore) only for the upcoming issue on a firm commitment basis. In this connection, we hereby declare that:

We have sufficient resources as per the regulatory requirements to discharge our respective obligations.

For the Underwriter(s):

Mohammad Abdur Rahim, FCA
Managing Director & CEO

Place: Dhaka;
Date: November 14, 2021

DECLARATION BY THE AIBL CAPITAL MANAGEMENT LIMITED THAT WE HAVE SUFFICIENT RESOURCES AS PER THE REGULATORY REQUIREMENTS TO DISCHARGE OUR RESPECTIVE OBLIGATIONS

We are one of the underwriters of the Initial Public Offering (IPO) of BD Paints Ltd. We will underwrite Tk. 10,000,000 for the upcoming issue on a firm commitment basis.

We have sufficient resources as per the regulatory requirements to discharge our respective obligation.

For the Underwriter:

Sd/-
Name: Md. Riyadh Hossain Mahmud
Designation: Chief Executive Officer
Company Name: AIBL Capital Management Limited

Place: Dhaka
Date: November 14, 2021

(c) Capital Structure:

(i) **Authorized, issued, subscribed and paid up capital (number and class of securities, allotment dates, nominal price, issue price and form of consideration);**

Particulars	No. of Securities	Class of Securities	Allotment		Nominal & Issue Price (Tk.)	Form of Consideration	Amount in Taka
			Dates	Amount			
Authorized Capital	100,000,000	Ordinary Share	-	-	10.00	-	1,000,000,000
Before QIO:							
Issued, Subscribed and paid up capital	50,000,000	Ordinary Share	17-Apr-14	95,000,000	10.00	Cash+Whole assets and liabilities	500,000,000
			23-Apr-15	125,000,000	10.00	Cash+ Land	
			24-May-18	280,000,000	10.00	Cash	
After QIO:							
To be issued through QIO	12,000,000	Ordinary Share	-	-	10.00	Cash	120,000,000
Paid up capital (Post QIO)	**62,000,000**	**Ordinary Share**	**-**	**-**	**10.00**	**Cash**	**620,000,000**

(ii) **Size of the present issue, with break-up (number of securities, description, nominal value and issue amount);**

Particulars	Securities to be offered	%	No. of Ordinary Shares	Nominal Value	Issue price	Issue Amount (Taka)
Qualified Investor Offer through Fixed Price Method	Qualified investors (QI)	100%	12,000,000	10.00	10.00	120,000,000

(iii) **Paid up capital before and after the present issue, after conversion of convertible instruments (if any) and share premium account (before and after the issue);**

The Company has no convertible instruments and share premium account.

Particulars	Amount in BDT
Paid up capital before the present issue	500,000,000
Paid up capital after the present issue	620,000,000
Paid up capital after conversion of convertible instruments (if any)	N/A
Share premium account before the present issue	N/A
Share premium account after the present issue	N/A

(iv) **Category wise shareholding structure with percentage before and after the present issue and after conversion of convertible instruments (if any);**

The paid-up capital of the Company is Tk. 500,000,000. The Company intends to issue 12,000,000 ordinary shares of Tk. 10.00 each at an issue price of Tk. 10.00 through Qualified Investor Offer (QIO) totaling to Tk. 120,000,000.00 under Fixed Price Method subject to regulatory approvals. The Company has no convertible instrument.

Category wise shareholding structure with percentage before and after the present issue is as follows:

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-QIO	Post-QIO	Pre-QIO	Post-QIO
1	Director & Sponsor	19,573,500	19,573,500	39.15%	31.57%
2	Other than Director & Sponsor	30,426,500	30,426,500	60.85%	49.08%
3	Qualified Investor (QI)	-	12,000,000	0.00%	19.35%
Total		**50,000,000**	**62,000,000**	**100.00%**	**100.00%**

(v) **Where shares have been issued for consideration in other than cash at any point of time, details in a separate table, indicating the date of issue, persons to whom those are issued, relationship with the issuer, issue price, consideration and valuation thereof, reasons for the issue and whether any benefits have been accrued to the issuer out of the issue;**

The Company issued the following ordinary shares for consideration in other than cash (All assets and liabilities & Land):

Date of issue	Persons to whom those are issued	No. of shares allotted	Relationship with the issuer	Issue price	Consideration & Valuation	Reasons for the issue	Benefit from the issue
17-Apr-14	Khaleda Begum Liyly	3,500,000	Sponsor	Tk. 10.00	Other than Cash (all assets and liabilities)	For acquisition of business, the said ordinary shares issued to its sole proprietorship against all assets and liabilities.	Acquisition of business
23-Apr-15	Md. Amir Hossain	1,000,000	Sponsor	Tk. 10.00	Other than Cash (Land)	As per board decision land was acquired	No benefits have been
	Md. Bellal Khan	500,000	Managing Director				

	Md. Amin Ur Rashid	500,000	Sponsor Shareholder				accrued to the issuer out of the issue

(vi) **Where shares have been allotted in terms of any merger, amalgamation or acquisition scheme, details of such scheme and shares allotted**;

The Company has not allotted any shares in terms of any merger, amalgamation or acquisition scheme except followings:

Date of Issue/Allotment date	Name of the Allottee	Relationship with the issuer	Issue Price	Consideration and Valuation	Reason for the issue	Total
17-Apr-14	Khaleda Begum Liyly	Subscriber to the memorandum	10.00	For acquisition of business, the said ordinary shares issued to its sole proprietorship against all assets and liabilities.	Acquisition of business (Through vendor's agreement)	35,000,000

(vii) **Where the issuer has issued equity shares under one or more employee stock option schemes, date-wise details of equity shares issued under the schemes, including the price at which such equity shares were issued;**

The issuer has not issued equity shares under one or more employee stock option schemes.

(viii) **If the issuer has made any issue of specified securities at a price lower than the issue price during the preceding two years, specific details of the names of the persons to whom such specified securities have been issued, relation with the issuer, reasons for such issue and the price thereof;**

The issuer has not made any issue of specified securities at a price lower than the issue price during the preceding two years.

(ix) **The decision or intention, negotiation and consideration of the issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue;**

The Company has no decision or intention, negotiation and consideration to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue.

(x) **The total shareholding of the sponsors and directors in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock in period and the number and percentage of pledged shares, if any, held by each of them;**

Name & Position	Nature of Issue	Date of Allotment and Acquisition & date of shares fully paid-up	No. of shares	Face Value & Issue Price	Consideration	Pre QIO %	Post QIO %	Lock in Period*	Number & % of pledge of shares
Name: **Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.**	Ordinary	11-Jul-16 (Transfer)	1,500,000	10.00	Cash	6.75%	5.44%	1 Yr	No Pledge
		24-May-18	3,000,000		Cash				
Position: Chairman		28-Aug-21 (Trasfer)	(1,126,500)		Cash				
Name: **Md. Bellal Khan**	Ordinary	**Total**	**3,373,500**	10.00		23.00%	18.55%	1 Yr	No Pledge
		17-Apr-14	1,000,000		Cash				
		23-Apr-15	1,000,000		Cash+Other Than Cash				
		24-May-18	5,000,000		Cash				
Position: Director & Managing Director		28-Aug-21 (Trasfer)	4,500,000		Cash				
		Total	**11,500,000**						
Name: **Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.**	Ordinary	11-Jul-16 (Transfer)	1,500,000	10.00	Cash	10.00%	8.06%	1 Yr	No Pledge
Position: Director		24-May-18	3,500,000		Cash				
		Total	**5,000,000**						
Name: **Mohammad Shaheenul Islam** **Position:** Independent Director	Ordinary	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Name: **Md. Amir Hossain**	Ordinary	17-Apr-14	500,000	10.00	Cash	0.00%	0.00%	N/A	N/A
		23-Apr-15	1,000,000		Other than Cash				
Position: Sponsor		28-Dec-15 (Transfer)	(1,500,000)		Cash				
		Total	**-**						
Name: **Khaleda Begum Liyly**	Ordinary	17-Apr-14	3,500,000	10.00	Other than Cash	0.00%	0.00%	N/A	N/A
		23-Apr-15	1,000,000		Cash				
Position: Sponsor		28-Dec-15 (Transfer)	(4,500,000)		Cash				
		Total	**-**						
Name: **Md. Junaed Hossain**	Ordinary	17-Apr-14	500,000	10.00	Cash	0.00%	0.00%	N/A	N/A
		23-Apr-15	1,000,000		Cash				
Position: Sponsor		28-Dec-15 (Transfer)	(1,500,000)		Cash				
		Total	**-**						
Name: **Ms. Farzana Akter Eva**	Ordinary	17-Apr-14	250,000	10.00	Cash	0.00%	0.00%	N/A	N/A
		23-Apr-15	1,250,000		Cash				
Position: Sponsor		28-Dec-15 (Transfer)	(1,500,000)		Cash				
		Total	**-**						

Name: **Md. Amin Ur Rashid**	Ordinary	17-Apr-14	1,000,000	10.00	Cash	1.40%	1.13%	1 Yr	N/A
		23-Apr-15	1,000,000		Cash+Other Than Cash				
		28-Dec-15 (Transfer)	(77,300)		Cash				
		20-Feb-19 (Transfer)	(422,700)		Cash				
Position: Sponsor Shareholder		28-Aug-21 (Trasfer)	(800,000)		Cash				
		Total	**700,000**						
Name: **Mst. Shahanaz Akter**	Ordinary	17-Apr-14	1,375,000	10.00	Cash	0.00%	0.00%	N/A	N/A
		23-Apr-15	2,125,000		Cash				
		6-Jan-19 (Transfer)	(250,000)		Cash				
		20-Feb-19 (Transfer)	(50,000)		Cash				
Position: Sponsor Shareholder		28-Aug-21 (Trasfer)	(3,200,000)		Cash				
		Total	**-**						
Name: **Akhfa Nur**	Ordinary	17-Apr-14	1,375,000	10.00	Cash	0.00%	0.00%	N/A	N/A
		23-Apr-15	2,125,000		Cash				
		5-Feb-19 (Transfer)	(3,100,000)		Cash				
Position: Sponsor Shareholder		20-Feb-19 (Transfer)	(400,000)		Cash				
		Total	**-**						

*[*From the first trading day of the securities]*

(xi) **The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the prospectus;**

Aggregate shareholding of the Sponsors and Directors:

Sl.	Name of Sponsor & Director	Number of Ordinary Shares Held	Face Value & Issue Price	Date of acquisition	Percentage	
					Pre-QIO	Post-QIO
1	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	3,373,500.00	10.00	11-Jul-16	6.75%	5.44%
2	Md. Bellal Khan	10,500,000.00	10.00	17-Apr-14	21.00%	16.94%
3	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	5,000,000.00	10.00	11-Jul-16	10.00%	8.06%
4	Mohammad Shaheenul Islam	-	10.00	-	0.00%	0.00%
5	Md. Amir Hossain	-	10.00	17-Apr-14	0.00%	0.00%
6	Khaleda Begum Liyly	-	10.00	17-Apr-14	0.00%	0.00%
7	Md. Junaed Hossain	-	10.00	17-Apr-14	0.00%	0.00%
8	Ms. Farzana Akter Eva	-	10.00	17-Apr-14	0.00%	0.00%
9	Md. Amin Ur Rashid	700,000.00	10.00	17-Apr-14	1.40%	1.13%
10	Mst. Shahanaz Akter	-	10.00	17-Apr-14	0.00%	0.00%
11	Akhfa Nur	-	10.00	17-Apr-14	0.00%	0.00%
Total		**19,573,500.00**			**39.15%**	**31.57%**

Transfer of specified securities by the sponsor or by the directors of the issuer:

Transfer of specified securities by the sponsor or by the directors of the issuer within six months immediate preceding the date of filling the prospectus:

Transferor	Transferee	No of Share
Shahanaz Akter	Akram Hossain Md. Feroz	1,300,000
	AAA Global Agro & Trading Ltd.	200,000
	Mohammad delu	165,000
	Md. Mizanur Rahman	60,000
	Md. Abdur Rashid	40,000
	Md. Zahid Hossain	150,000
	Mia Md. Tofayel Gonee Manik	100,000
	Mizanur Rahman	80,000
	Abdullah Abu Shahadat	50,000
	Md. Anowar Hossain	19,000
	Md. Asaduzzaman Mia	364,000
	ACPL Employees Provident Fund	112,000
	Jubaida Nasrin	50,000
	Iftakhar Mahdi	50,000
	Md. Moniruzzaman Howlader	60,000
	Most. Khadija Jahan	100,000
	Md. Jahirul Haque	100,000
	Shahin Reja Abu Hena Rayhan	200,000
Total		**3,200,000**

Transferor	Transferee	No of Share
Md. Amin -Ur-Rashid	Helal Uddin Ahmed	200,000
	Warda Mohammed	50,000
	ASENZ Securities Ltd.	100,000
	Ali Akber Sikder	200,000
	Md. Yakub Hossain	100,000
	Mahfuzul Haq	150,000
Total		**800,000**

(xii) **The name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the amount of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership including number of equity shares which they would be entitled to upon exercise of warrant, option or right to convert any convertible instrument;**

Sl.	Name of the Shareholders	Position	Number of Shares Held	Pre QIO %
1	Md. Bellal Khan	Managing Director	10,500,000	21.00%
2	Sabila Sea Foods Ltd.	Director	3,373,500	6.75%
3	IBP Agrovet Ltd.	Director	5,000,000	10.00%
4	Md. Amin Ur Rashid	Sponsor Shareholder	700,000	1.40%
5	Md. Farid Ahmed	Shareholder	2,968,000	5.94%

There is no event or intent of exercising warrant, option or right to convert any convertible instrument.

(xiii) **The number of securities of the issuer owned by each of the top ten salaried officers, and all other officers or employees as group, indicating the percentage of outstanding shares represented by the securities owned.**

No employee or executive holds any shares of the Company individually or as a group except the following:

Sl.	Name of the Shareholder	Position	Address	Number of Shares Held	Pre QIO %
1	Md. Bellal Khan	Managing Director	Plot 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Basundhara R/A, Dhaka-1229	10,500,000	21.00%

(d) Description of Business:

(i) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in;

BD Paints Ltd. was incorporated as a Private Limited Company on April 17, 2014 and subsequently converted into a Public Limited Company on July 22, 2014 under Companies Act 1994 with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh under the Companies Act, 1994. The Company changed its name from Arafat Paint & Chemical Industries Limited to BD Paints Ltd. on September 04, 2016. The Certificate of Incorporation number is C-115399/14.

The Company started its commercial operation on April 17, 2014.

BD Paints Ltd. carried on business as local manufacturer of different types of paints. The principal activities of the company are to manufacture and marketing different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, bdcem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.

There is no subsidiary company of BDPL.

(ii) Location of the project;

BDPL's factory is situated at Plot # 17, 22, BSCIC Industrial Area, Kawnia, Barisal; Plot # 117/3 & 114/3 Nayabari Road, Sataish, Tongi, Gazipur and Dhaka Liaison Office is at Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229.

(iii) Plant, machinery, technology, process, etc.

Plant:

BD Paints Ltd., which has one manufacturing plant facility in Barisal for the past years, is now looking to scale up and is even weighing the possibility of acquiring assets in Dhaka of that country. The company is vertically integrated in generic paint formulation products manufacturer, marketer, promoter and supplier. There is integrated Building Management System, structural design, dust-free environment, fire management system. We have developed an accurate and reliable method for determining lead concentration and use it for screening all our raw materials and paint formulations. The company is scouting for opportunities to access global presence in both decorative and industrial paints.

Machinery:

The modern machines are prime key of Quality production of BD-Paints. The Company has set up the brand-new machineries to ensure smooth and high-quality based production. Moreover, for scale up production and compete in global market BD Paints Ltd. plans to procure highly and heavy machineries in the current fiscal year. These are- Automatic Multi-Head 20L Painting/Coating Filling Machine, Variable Speed Mixer Machine, Automatic Powder Coating Machine, Coating Water Treatment Equipment, Wall Putty Making Machine etc.

Technology:

BD Paints Ltd. has been upgraded and using advanced technology in the paints sector of Bangladesh. The department of Research and Development (R&D) and Total Quality Management (TQM) are furnished with the best technologies in this country. Its manufacturing process heavily integrated technology driven, dynamic in nature and using highly sophisticated state-of-the–art cutting edge technology.

Process:

BD Paints Ltd. designs and implements the plant automation from the definition of specifications to the start-up of the unit. The team is composed of paint process experts and automation engineers bringing solutions and anticipating your needs in terms of computer management of formula, recipes. The company obviously maintains total quality system which includes strict monitoring, process to process regulation, true measurement, equipment calibration. Based on our process engineering expertise and experience, BD Paints Ltd. design and develop innovative solutions, especially dedicated to the paint and coating industry: − original solutions and systems cleaning − solutions for production organization − new designs of modular workshops, in-line systems etc.

(iv) Details of the major events in the history of the issuer, including details of capacity or facility creation, launching of plant, products, marketing, change in ownership and/or key management personnel etc.;

History of the issuer	On April 17, 2014 incorporated as a Private Limited Company.
	Arafat Paint & Chemical Industries Limited was changed to BD Paints Ltd. on September 04, 2016.
	Converted into a Public Limited Company on July 22, 2014.
Launching of plant	On April 17, 2014.
Capacity	5,000.00 M.Ton/Year (as per audit report 2021)
Capital raise (Last)	Tk. 280,000,000.00 (Cash consideration) on May 24, 2018.
Products	Different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, bdcem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.
Market for the product	Local market in Bangladesh
Change in ownership/key management personnel	The followings Directors have been appointed: 1. On February 28, 2021, Jannatul Ferdous Mim, representative of Sabila Sea Foods Ltd., appointed as Chairman. 2. On December 26, 2021, Mohammad Shaheenul Islam appointed as Independent Director for the period of 3 (Three) years. The followings Directors have been resigned: 1. On February 28, 2021, Mohammad Shaheenul Islam resigned from the post of Independent Director.

	2. On December 26, 2021, Md. Moshiul Alam and Md. Ibrahim resigned from the post of Independent Director. The followings key management personnel have been appointed: 1. On 15-Nov-21, Md. Taukir Hasan appointed as Regional Sales Manager; 2. On 1-Nov-21, Md. Masum Parvez appointd as Assistant Manager (Distribution); 3. On 1-Dec-20, Md. Mejanur Rahman appointd as Chief Financial Officer; 4. On 1-Nov-20, Md. Mahbub Alam appointed as Regional Sales Manager; 5. On 5-Aug-20, Sayfullah Mahmud Dulal appointed as Head of Marketing & Sales.

(v) Principal products or services of the issuer and markets for such products or services. Past trends and future prospects regarding exports (if applicable) and local market, demand and supply forecasts for the sector in which the product is included with source of data;

Principal products or services:

The Company has following products under two categories (water based & solvent based):

1. Interior Paints;
2. Exterior Paints;
3. Wood & Metal;
4. Industrial Paints;
5. Marine Paints.

Market for such Products:

All of the products' markets are throughout the Bangladesh.

Past trends and future prospects regarding exports:

In the past we did not export any of our products. Hence, there is no trend regarding export.

Local market, demand and supply forecasts for the sector:

Last 5 years' sales of BD Paints Ltd.:

(Amount in BDT)

Particulars	1-Jul-2020 to 30-Jun-2021	1-Jul-2019 to 30-Jun-2020	1-Jul-2018 to 30-Jun-2019	1-Jul-2017 to 30-Jun-2018	1-Jul-2016 to 30-Jun-2017
Sales Revenue	293,762,644	233,603,022	364,517,070	339,342,101	321,545,780

Paint has been used over the century in our mankind and it has evidence that it can be found in the cave paintings as well. In today's life paint is made artificially and being used in many different ways. There are various kind of paints: plastic emulsion, distemper, outer coat (weather proof), synthetic enamel, etc. Plastic emulsion and distemper are close substitutes of each other. Emulsion is basically

used in high-end residence all over the country and distempers are cheaper products, having demand in semi-urban and rural markets. Weather coat is growing very fast and presently holds a significant market share.

In recent years the paint industry of Bangladesh has been experienced positive growth and the growth has been continued in semi-urban and rural areas. This is because of increasing purchasing power. There is a total of 51 large, medium and small sized companies selling paint in Bangladesh. Of these companies, 45 companies manufacture paint within Bangladesh and 6 companies import paint.

The paint Industry is playing an important role in the infrastructure development of the country by ensuring protection to fixed assets. The protection enabled by the paint coatings contributes to the longevity of the structure, resulting in GDP growth of the country.

In 2015, the size of Bangladesh's decorative paint market was about Tk 2,550 crore, according to a number of paint manufacturers and Bangladesh Paint Manufacturers Association (BPMA). Average growth was around 8 to 10 percent in the last five years. At present, annual consumption stands at about 120,000 tones.

Source: *https://www.thedailystar.net/supplements/painting-the-future-bright-1331338*

(e) Description of Property:

The written down value of property, plant & equipment's owned by the company as per audited accounts as on 30 June, 2021 are stated below:

Particulars	Written down value as on 30-Jun-21
Land	26,942,010
Land development	89,325,747
Building & Civil Construction	64,735,022
Vehicles	7,021,249
Furniture & fixtures	5,096,902
Factory Equipment & Laboratory Equipment	86,245,171
Computer	2,543,548
Office Equipment	2,212,652
Office Decoration	1,941,673
Generator	2,575,620
Water Pump	835,399
Machinery & Equipment	185,427,676
ETP	267,191
Total	**475,169,860**

(i) Location and area of the land, building, principal plants and other property of the company and the condition thereof;

The entire above-mentioned assets are located at owned registered office, factory & rented Dhaka Liaison office. Registered office: Plot # A-17, BSCIC Industrial Area, Kawnia, Barisal, Factory: Plot # A-17, A-22, BSCIC Industrial Area, Kawnia, Barisal; rented Plot # 117/3, 114/3, Noyabari Road, Sataish, Tongi, Gazipur and rented Dhaka Liaison office: Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229.

The Company has 550.87 decimals of land. Among them 68.87 decimals land located at Plot # A-17 & Plot # A-22, BSCIC Industrial Area, Kawnia, Barisal and 482.00 decimals of land located at Sreepur, Gazipur.

All of the above-mentioned Property, Plant & Equipment's are in working good condition.

Particular	Location	Condition of the Property
Land & Land Development	BSCIC Industrial Area, Kawnia, Barisal and Sreepur, Gazipur	Total area is 550.87 decimals. Good condition
Building & Civil Construction	BSCIC Industrial Area, Kawnia, Barisal and Noyabari Road, Sataish, Tongi, Gazipur	Working in good condition
Factory Equipment & Laboratory Equipment		
Machinery & Equipment		Purchased in brand new condition & working in good condition
ETP	BSCIC Industrial Area, Kawnia, Barisal	Working in good condition
Water Pump		

Generator	BSCIC Industrial Area, Kawnia, Barisal and Noyabari Road, Sataish, Tongi, Gazipur	
Computer	BSCIC Industrial Area, Kawnia, Barisal; Noyabari Road, Sataish, Tongi, Gazipur and Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229	Running
Office Decoration		Good condition
Office Equipment		
Vehicles		Running

(ii) Whether the property is owned by the company or taken on lease;

All the assets of the Company are in its own name except factory land which has been taken under 99 (Ninety-Nine) years lease agreement from Bangladesh Small and Cottage Industries Corporation (BSCIC) and Dhaka liaison office at Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229 and Plot # 117/3, 114/3, Noyabari Road, Sataish, Tongi, Gazipur.

(iii) Dates of purchase, last payment date of current rent (খাজনা) and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof;

Land:

Deed No.	Date of purchase	Mutation date	Last payment date of current rent (খাজনা)/Premium	R. S Dag No	Deed Value In Tk.	Land development & Other Cost in Tk.	Area of Land (Decimal)	Current use
1459	Feb 05, 2017	**	Sep 27, 2020	A-17, BSCIC Industrial Area, Kawnia, Barisal	900,000	12,240,804	30.99	Raw materials & finished goods section, administrative building, sales office
11801/017	Oct 10, 2017	**	Sep 27, 2020	A-22, BSCIC Industrial Area, Kawnia, Barisal	1,100,000		37.88	Packaging Material Store (Ground Floor) & Office (1st Floor), Factory, M.T.T Store, Generator Room 100SFT, Multi Utility
7866	28-Jun-21	17-Aug-21	17-Aug-21	Sreepur, Gazipur	18,700,000	81,359,834	416.00	Developed vacant land
8341	30-Jun-21	17-Aug-21	17-Aug-21	Sreepur, Gazipur	890,000		23.00	
8342	30-Jan-21	17-Aug-21	17-Aug-21	Sreepur, Gazipur	1,925,000		43.00	
					23,515,000	**93,600,638**	**550.87**	

**Ownership of the land was not transferred through these lease deed. That's why mutation is in the name of BSCIC.

(iv) If the property is owned by the issuer, whether there is a mortgage or other type of charge on the property, with name of the mortgagee;

There is no mortgage or other type of charge on the property.

(v) If the property is taken on lease, the expiration dates of the lease with name of the lessor, principal terms and conditions of the lease agreements and details of payment;

No Property is taken by the Company under lease agreement except Company's factory land at Plot A # 17, 22, BSCIC Industrial Area, Kawnia, Barisal-8200.

Lessor	Location	Plot No.	Area of Plot (Decimal)	Period of Agreement	Total payment
BSCIC Industrial Area	Kawnia, Barisal	A-17	30.99	From 16-Aug-2011 to 15-Aug-3010	900,000
BSCIC Industrial Area	Kawnia, Barisal	A-22	37.88	From 12-Sep-2011 to 11-Sep-3010	1,100,000

Principal Terms and Conditions of the Lease Agreements:

- That the lessee shall keep the demised property and all buildings, structures and erections from time to time standing therein clean, sanitary and in good order, condition and repair to the satisfaction of the lessor, and in default the lessor may after one month's previous notice in writing carry out all necessary repairs and the cost thereof shall be paid by the lessee on demand and may recovered from the lessee under the Bengal public demands Recovery Act. 1913.

- That the lessee shall preserve intact the boundaries of the demised property and shall keep the same well demarcated and shall point them out when required by the lessor to do so to any officer duly authorized by him in writing to inspect them. Should any boundary mark be missing the lessee shall report the fact to the lessor, if it is found that any boundary pillars are demolished or lost due to any action of the lessee the cost of replacement of such boundary pillars may be realized from the lessee by the lessor.

- That the lessee shall not without the previous written permission and sanction of the Lessor, sell exchange, gift away, charge mortgage, assigned, sub-let or otherwise dispose of part with or, encumber the demised property. Maximum 50% of the built-up area (i.e., structure on the land) of the plot may be given sub-let after taking necessary permission from the lessor. In special case Board of Directors of BSCIC may consider the appeal of the lessee for sub-letting more than 50% of the built-up area. An amount equivalent to one month's rent against each year shall have to be paid to BSCIC and in the event such sanction being given by the Lessor the Lessee shall make a prior payment to the Lessor a fee equivalent to 25% of the market value of the demised property or part thereof so sold. Exchanged or gifted away or changed, mortgaged, assigned sublet or encumbered for a period of 10 years or more and if the period shall be of less than 10 years the fee shall be calculated at the rate of one month's rent for each year period of the charge, mortgage assignment, sub-lease or other encumbrances transfer fee of old 20 Estate's will be 200% of the existing price.

- Provided that if it shall be necessary for the lessee for the purpose of development of the industrial project to obtain loans or advance from any loan giving agency, constituted under a Statute, the demised property may be charged or mortgaged as security for such loans or advances. In case of mortgage of the land to the financial institution(s), NOC may be issued in favour of the allottee after full payment of land premium and other charges up-to-date. any reference being made to the Lessor and/without any fees being paid therefor.

- That the lessee shall not without the previous written permission of the lessor use the demised property of any buildings, structure, etc. therein for any purpose other than the declared industrial purpose of the lessee as set forth in this indenture or for allied industries.

- That the lessee shall construct a pacca culvert over the road side drains connecting approach to building of the lessee.

Liquidation policy:

- If the Lessee be not desirous of renewing this lease after 99 years the Lessor shall at cost of the Lessee do so for such further period and on such terms, covenants and conditions as the Lessor may then determine.

- If the Lessee be not desirous of renewing the lease after 99 years he shall be at liberty to remove all such buildings, structures & machineries etc. erected or fixed by him within three months of the expiry of this lease or such further time as the Lessor may grant, on payment in advance of the rent for such period, part of month being always counted as a full month. Anything (including buildings & machineries) not removed within the prescribed or extended time shall vest in and be the absolute property of the Lessor frees from all claims whatsoever from anybody and the Lessor may remove the same and recover the cost of doing so from the Lessee.

- In the event of the Lessee failing to quit or give up peaceable possession of the demised property in clean good order and condition on the determination of this lease whether by notice or efflux of time or of such further times as may be allowed to the Lessee, the Lessor may to be forthwith re-enter into or upon the demised property and summarily eject the Lessee or any other persons or person therein without intervention of any Court of Law and may retain as his absolute property free from all claims and encumbrances whatsoever from anybody including the Lessee and/or sell free from such claims and encumbrances whatsoever all or any of the goods or things found upon the demised property. The Lessor may further have the demised property put into clean and good order and condition and all such costs shall be recovered from out of the said sale proceed and /or from the Lessee.

(vi) A physical verification report by the issue manager(s) regarding the properties as submitted to the Commission;

This is to certify that we have visited the registered office, factory and Dhaka Liaison office of BD Paints Ltd. on 26 August, 2021 and 28 August, 2021 and we have found the factory as details bellow:

Visited and Accompanied by:

Particulars		Name & Designation	Company
Visited by	:	**Tania Sharmin** *Managing Director & CEO*	CAPM Advisory Limited
Visited by	:	**Khandoker Raihan Ali FCA** *Managing Director & CEO (CC)*	Prime Bank Investment Limited
Accompanied by	:	**Md. Mejanur Rahman** *Chief Financial Officer*	BD Paints Ltd.
	:	**Md. Mahbubur Rahman** *Production Manager*	

Company Overview:

BD Paints Ltd. was incorporated as a Private Limited Company on April 17, 2014 and subsequently converted into a Public Limited Company on July 22, 2014 under Companies Act 1994 with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh under the Companies Act, 1994. The Company changed its name from Arafat Paint & Chemical Industries Limited to BD Paints Ltd. on September 04, 2016. The Certificate of Incorporation number is C-115399/14.

The Company started its commercial operation on April 17, 2014.

BD Paints Ltd. carried on business as local manufacturer of different types of paints. The principal activities of the company are to manufacture and marketing different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, bdcem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.

There is no subsidiary company of BDPL.

The capital structure of the company is as follows:

Authorized Capital : Tk. 1,000,000,000.00
Paid up Capital : Tk. 500,000,000.00
Proposed QIO Size : Tk. 120,000,000.00 (1.20 Crore Shares @ Tk. 10.00 each)
QIO Size (in share) : 12,000,000 Shares

Dhaka Liaison Office:

BDPL's Dhaka liaison office at Plot No. # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Bashundhara R/A, Baridhara, Dhaka-1229.

Registered office & location of the factory:

Registered office is at Plot A # 17, BSCIC Industrial Area, Kawnia, Barisal-8200 and factory is situated at Plot A # 17, 22, BSCIC Industrial Area, Kawnia, Barisal-8200 and Plot # 117/3 & 114/3 Nayabari Road, Sataish, Tongi, Gazipur.

Nature of Business:

The principal activities of the company are to manufacture and marketing different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, bdcem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.

Products:

The Company has following products under two categories (water based & solvent based):

1. Interior Paints;
2. Exterior Paints;
3. Wood & Metal;
4. Industrial Paints;
5. Marine Paints.

Description of property:

We have identified that the factory of Plot # A-17, 22, BSCIC Industrial Area, Kawnia, Barisal and Plot # 117/3 & 114/3 Nayabari Road, Sataish, Tongi, Gazipur. We have found properties at the factory like:

Land: The Company has 550.87 decimals of land. Among them 68.87 decimals land located at Plot # A-17 & Plot # A-22, BSCIC Industrial Area, Kawnia, Barisal and 482.00 decimals of land located at Sreepur, Gazipur which are surrounded by boundary wall.

Buildings: Description in details of the buildings/construction are shown as under:

Buildings Position (Barishal)	Type	Total Area (Sft.)	Status of Use
Fabricated Building-1 (Plot A-17), BSCIC, Barisal	RCC, Column, Wall-Brick Tin shade One Storied Completed Building)	2,100.00	Office Building & Store
Fabricated Building-2 (Plot A-17), BSCIC, Barisal	RCC, Column, Wall-Brick One stories Completed Prefabricated Steel building	3,232.79	Factory
Fabricated Building-3 (Plot A-17), BSCIC, Barisal	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Completed Building)	652.95	Multi Utility
Fabricated Building-4 (Plot A-17), BSCIC, Barisal	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Completed Building)	100.00	Security Room
Total:		**6,085.74**	
Fabricated Building-1 (Plot A-22), BSCIC, Barisal	RCC, Column, Iron Pillar, Wall-Brick Roof-M.S Angle Frame. (Two Storied Prefabricated Completed Building)	7,200.00	Store
Fabricated Building-2 (Plot A-22), BSCIC, Barisal	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Prefabricated Completed Building)	2,964.30	Factory
Fabricated Building-3 (Plot A-22), BSCIC, Barisal	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Completed Building)	652.95	Multi Utility
Fabricated Building-4 (Plot A-22), BSCIC, Barisal	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Completed Building)	700.00	M.T.T Store
Fabricated Building-6 (Plot A-22), BSCIC, Barisal	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Completed Building)	200.00	Generator & Security Room
Total:		**11,717.25**	

(a) **Rental factory building:** Details of the rental factory & warehouse buildings (15,320 &10,500 sft) status are discussed below;

Land Position (Tongi) 15,320 sft	Type	Total Area (Sft)	Status of Use
Plot No. # 117/3	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Prefabricated Completed Building)	7,500	Factory
Plot No. # 117/3	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Prefabricated Completed Building)	2,850	Factory Office
Plot No. # 117/3	Pillar-RCC, Wall-Brick Roof-Brick. (One Storied Prefabricated Completed Building)	4,970	Store
Total:		**15,320**	

Plant and machineries:

Sl. No.	Machineries Name	Quantity
Machinery		
1	Roller Machine	4
2	Mixer Machine	20
3	Oven Machine	1
4	Blower Machine	1
5	Heat Machine	1
6	Adhesive Broiler Machine	1
7	Vam tank	1
8	Comprasher Machine	2
9	Air Machine for body	2
10	Cap Machine	4
11	Structure Dice	48 Pcs
12	Cap Seal Packing Machine	1
13	Powder Press Machine	1
14	Ball press Machine	5
15	Raping Machine	1
16	Folding Machine	2
17	Shit Cutting Machine	1
18	Joint Machine	2
19	Setting Dice	18 Pcs
20	Fitting Rod	6
21	Stone Ball Mixer Machine	1
22	Printing Manual Machine	2
23	SS Dram (572 Ltr.)	55
24	SS Dram (420 Ltr.)	65
25	Ball Mill Machine	1
26	Measurement Cup	5
27	Hagment Gase	3
28	Laboratory Mixture Machine	2
29	Iqka Machine	3
30	Atoritor Machine Stone	7000 Kg
31	Ball Mill Machine Stone	6750 Kg
32	Triple Roller Machine	1
33	Cement paint Ball Mill Machine	1
34	Atoritor Machine	10
35	Filter Machine	1
Laboratory Equipment		
36	Color Spectrometer	3
37	Gloss Meter	3
38	Viscometer	7
39	Scratch Tester	15
40	DFT Gauge (Elcomer)	9
41	Hegman Gauge	18
42	Washability Checker	8
43	Wet film thickness gauge	75
44	Impact Tester	70
45	Applicator 200 Micron	110
46	S.G Cup (100 ml)	120
47	Flow cup (B-4)	125
48	Saging Tester	9

49	Drying Oven	7
50	Drying time recorder	9
51	Barcota 200 micron	103
52	Basic Lab Items	7 set
53	Paint Stirrer Mixer	5
54	Paint Dissolver	5
55	Paint Laboratory Dispersing equipment	5
56	Coating thickness meter	8
57	Colorimeter	10
58	Paints Lab Agitator Equipment's	3
59	Paints shaker Lab Equipment's	3
60	Laboratory Multi Position Magnetic Stirrer	3
61	Homogenizer	1
62	Lab Mixing equipment	3
63	Paint Mixing equipment	3
64	Powder Mixing equipment	3

ETP plant: BD Paints Ltd. has an ETP plant to purify the waste water produced from the manufacturing process in factory building. The Company follows the rules and guide lines of the environment director's policies and directives. During our visit, we found ETP plant is running. Moreover, as per environmental clearance certificate BDPL has planted varies types of trees around the factory.

During our visit of rented corporate office & Dhaka factory (measuring 15,320 sft.) located at Plot # 117/3, Noyabari Road, Sataish, Tongi, Gazipur, we found the factory office, factory and warehouse.

Besides, BDPL has taken another land (rental, rent agreement for 10 years') for factory & warehouse measuring 10,500 sft. near the existing factory located at Plot # 114/3, Noyabari Road, Sataish, Tongi, Gazipur to meet up the demand on market which is under construction for preparing factory and warehouse.

Besides these assets, we have also found other assets like Vehicles, Furniture & fixtures, Computer, Office Equipment, Generator, Water Pump, Water Tank, Printing Positive, Printing Frame, Steel rake, Printing Table, and Skin Rubber.

It is also mentionable here that during our visit, we also checked Inventory register and roster (Workers' duty register) and found satisfactory. We also noticed that most of the machineries of BDPL are in good condition and running well, few types of machinery are out of order.

Signboard:
The signboard of the Company is well displayed at the registered office & factory and corporate office premises and there is no other office or factory within the said factory premises.

Tania Sharmin
Managing Director & CEO
CAPM Advisory Limited

Khandoker Raihan Ali FCA
Managing Director & CEO (CC)
Prime Bank Investment Limited

(f) Plan of Operation and Discussion of Financial Condition:

The issuer's revenue and results from operation, financial position and changes in financial position and cash flows for the last five years:

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
RESULTS FROM OPERATION					
Sales Revenue	293,762,644	233,603,022	364,517,070	339,342,101	321,545,780
Cost of Goods Sold	(185,568,164)	(152,495,012)	(227,582,691)	(206,612,618)	(192,666,913)
Gross Profit	**108,194,481**	**81,108,010**	**136,934,379**	**132,729,483**	**128,878,867**
Operating Expenses	(44,936,054)	(42,392,553)	(54,909,471)	(47,870,752)	(46,627,870)
Operating Profit	**63,258,427**	**38,715,457**	**82,024,908**	**84,858,731**	**82,250,997**
Other Non-Operating Income/(Loss)	4,388,640	4,362,450	890,067	818,604	24,800
Finance Costs	1,832,679	15,500	-	-	-
Profit before Contribution to WPPF & Welfare Fund	**65,814,388**	**43,062,407**	**82,914,975**	**85,677,335**	**82,275,797**
Contribution to WPPF & Welfare Fund	(3,134,018)	(2,050,591)	(3,948,332)	(4,079,873)	-
Profit before Tax	**62,680,369**	**41,011,816**	**78,966,643**	**81,597,462**	**82,275,797**
Income Tax Expenses	(14,423,314)	(9,705,570)	(27,638,325)	(28,559,112)	(28,796,529)
Net Profit after Tax	**48,257,055**	**31,306,246**	**51,328,318**	**53,038,350**	**53,479,268**

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
CHANGES IN FINANCIAL POSITION					
Non-Current Assets	530,929,139	437,447,640	421,492,572	417,879,624	211,223,026
Current Assets	456,923,628	446,340,515	428,974,217	365,888,160	216,754,228
Total Assets	**987,852,767**	**883,788,155**	**850,466,789**	**783,767,784**	**427,977,254**
Shareholders' Equity	797,055,400	748,798,345	717,492,099	666,163,781	333,125,431
Non-Current Liabilities	57,857,738	56,950,362	50,725,779	39,941,716	17,977,983
Short Term Loan	33,262,625	-	-	-	-
Current Liabilities	99,677,004	78,039,448	82,248,911	77,662,287	76,873,840
Total Equity and Liabilities	**987,852,767**	**883,788,155**	**850,466,789**	**783,767,784**	**427,977,253**

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
CHANGES IN CASH FLOWS					
Net cash generated from operating activities	125,913,713	86,092,524	8,742,862	2,208,548	35,541,510
Net cash used in investing activities	(178,661,017)	(99,050,020)	(27,066,007)	(214,514,083)	(8,386,053)
Net cash provided/(used) by financing activities	33,262,625	-	-	280,000,000	-

(a) **Internal and external sources of cash;**

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
Internal Sources of Cash					
Share Capital	500,000,000	500,000,000	500,000,000	500,000,000	220,000,000
Retained Earnings	297,055,400	248,798,345	217,492,099	166,163,781	113,125,431
Sub-Total	**797,055,400**	**748,798,345**	**717,492,099**	**666,163,781**	**333,125,431**
External Sources of Cash					
Bank Overdraft (CC Accounts)	30,519,481	-	-	-	-
LATR (Import of RM) Accounts	2,743,144	-	-	-	-
Sub-Total	**33,262,625**	**-**	**-**	**-**	**-**
Grand Total	**830,318,025**	**748,798,345**	**717,492,099**	**666,163,781**	**333,125,431**

(b) **Any material commitments for capital expenditure and expected sources of funds for such expenditure;**

The Company has not yet made any material commitment for capital expenditure except for those that are mentioned in Chapter (XXI) under the head 'Use of Proceeds' from QIO fund.

(c) **Causes for any material changes from period to period in revenues, cost of goods sold, other operating expenses and net income;**

The company's revenue and other income as well as operating expenses and net income have continued to change due to increasing production by adding new machine and increase sales volume.

Particular	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
Sales Revenue	293,762,644	233,603,022	364,517,070	339,342,101	321,545,780
Cost of Goods Sold	185,568,164	152,495,012	227,582,691	206,612,618	192,666,913
Operating Expenses	44,936,054	42,392,553	54,909,471	47,870,752	46,627,870
Net Profit after Tax	48,257,055	31,306,246	51,328,318	53,038,350	53,479,268

Causes for changes:

Revenues:
The company has installed new machineries in order to increase production capacity. As a result, production increased as well as turnover increased except for the year 2020 and 2021. Through installation of new different types of machineries, the Company has been able to produce various types of products as well as to create the market of new products. So, increase of turnover of the company is relevant.

Cost of goods sold:
The costs of materials to revenue are consistent over the years.

Other operating expenses:
The Company did not incur any other expenses other than regular expenses during the last five years.

Net income:
The growth of net profit before and after tax is consistent with the growth of the revenue except for the year 2020 and 2021.

(d) **Any seasonal aspects of the issuer's business;**

BDPL supplies its products to its regular buyers, who provide sufficient purchase orders to work throughout the year. As a result, no seasonal aspects adversely affect the business of BDPL.

(e) **Any known trends, events or uncertainties that may have material effect on the issuer's future business;**

At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

The business operation of the Company may be affected by the following uncertainties:

I. Political unrest
II. Natural disaster.

(f) **Any assets of the company used to pay off any liabilities;**

None of the assets of the company has been used to pay off any liabilities of the company.

(g) **Any loan taken from or given to any related party or connected person of the issuer with details of the same;**

The Company did not take or give any loan from or to any related party or connected person of the issuer from its inception.

(h) **Any future contractual liabilities the issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issuer;**

The Company has no plan to enter into any contractual liability within next one year which may affect financial fundamentals of the issuer.

(i) **The estimated amount, where applicable, of future capital expenditure;**

The Company has no plan for capital expenditure except for those mentioned in the 'Use of Proceeds' in Chapter (XXI) of this prospectus.

(j) **Break down of all expenses related to the qualified investor offer;**

The following amount to be paid to the Issue Managers, Underwriters and other costs are as follows:

Sl. No.	Particulars	Basis	Amount in BDT (approx.)	
A.	**MANAGERS TO THE ISSUE FEES**			345,000
1	Managers to the Issue fee	Maximum Tk. 300,000	300,000	
2	VAT against Issue Management Fees	15% of issue management fees	45,000	
B.	**FEES RELATED TO LISTING WITH THE STOCK EXCHANGES**			1,234,000
3	Draft prospectus scrutiny fee for DSE & CSE	Fixed	50,000	
4	DSE and CSE Annual Fee	@ 0.025% on Tk. 10 Crore of paid-up capital and 0.01% on the rest amount of paid-up capital;	154,000	
5	Fees related to Listing with the stock exchanges	@ 0.125% on Tk. 10 Crore and 0.075% on the rest amount of paid up capital range;	1,030,000	
C.	**BSEC FEES**			15,000
6	Application fee	Fixed	5,000	
7	Consent fee	Fixed	10,000	
D.	**QIO RELATED FEES**			247,500
8	Underwriting Commission (0.25%)	Commission @ 0.25% on Underwritten Amount	150,000	
9	VAT against Underwriting Commission	15% of Underwriting Commission	22,500	
10	Auditors Certification fees	At Actual	75,000	
E.	**CDBL FEES AND EXPENSES**			701,500
11	Security Deposit	At Actual	500,000	
12	Documentation fee	At Actual	2,500	
13	Annual fee	At Actual	100,000	
14	Connection Fee (TK. 500 per month* 12)	At Actual	6,000	
15	Qualified Investor Offer fee	@.015% of issue size+.015% of Pre-QIO paid up capital	93,000	
Grand Total				**2,543,000**

N.B.: Actual costs will vary if above mentioned estimates differ and will be adjusted accordingly.

(k) **If the issuer has revalued any of its assets, the name, qualification and experiences of the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission;**

BD Paints Ltd. has not made any revaluation of its asset.

(l) **Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;**

The Company has no subsidiary nor it is operated under a holding company nor does it have any associate company. Hence, no transaction has taken place.

(m) **Financial Information of Group Companies: following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, wherever applicable, along with significant notes of auditors:**

Particulars	Name of the Companies	
	Sabila Sea Foods Ltd.	**IBP Agrovet Ltd.**
(1) Date of Incorporation	31 August, 2015	
(2) Nature of Business	Agro based company	
(3) Equity Capital	100,000	100,000
(4) Reserves	Not in operation	
(5) Sales		
(6) Profit after Tax		
(7) Earnings Per Share & Diluted Earnings Per Share		
(8) Net Asset Value	10.00	10.00
(9) The related business transactions within the group and their significance on the financial performance of the issuer	No transactions	
(10) Sales or purchase between group companies or subsidiaries or associate companies when such sales or purchases exceed in value in the aggregate ten percent of the total sales or purchases of the issuer and also material items of income or expenditure arising out of such transactions	No transactions	
(11) Where the issuer is a banking company, insurance company, non-banking financial institution or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer;	Not applicable	
(12) A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the issuer and rationale of issue price of the shares;	There is no any allotment of shares to any person for any consideration otherwise than cash	
(13) Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the qualified investor offer;	There is no material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the qualified investor offer	

(n) **Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc.;**

Rescheduling of borrowings with banks:

the Company did not reschedule of its borrowing.

Conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc.

There is no history of conversion of loan into equity, lock out and strikes.

CHAPTER (VII)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(a) **Overview of business and strategies:**

Overview of business:

BD Paints Ltd. was incorporated as a Private Limited Company on April 17, 2014 and subsequently converted into a Public Limited Company on July 22, 2014 under Companies Act 1994 with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh under the Companies Act, 1994. The Company changed its name from Arafat Paint & Chemical Industries Limited to BD Paints Ltd. on September 04, 2016. The Certificate of Incorporation number is C-115399/14.

The Company started its commercial operation on April 17, 2014.

BD Paints Ltd. carried on business as local manufacturer of different types of paints. The principal activities of the company are to manufacture and marketing different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, bdcem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.

There is no subsidiary company of BDPL.

Strategies:

A business strategy sets out to achieve the desired goals. Business strategy is defined as long-term business planning. The company strategies are as follows:

1. **Increase Fixed Assets**: The Company is in planning to invest in fixed assets in order to expand its existing business.

2. **Economic Scale**: With a view to spreading the fixed cost over more units' company is trying to increase economic of scale

3. **Lower price**: In order to get more market share, the Company is trying to be competitive price to deal with its rivals.

4. **Product Differentiating**: By differentiating in the product line, company will be able to make higher price for its specialized product. Hence, product differentiation is on the mind as well.

(b) **Strengths, Weaknesses, Opportunities and Threats (SWOT) analysis:**

S	W	O	T
STRENGTHS	**WEAKNESSES**	**OPPORTUNITIES**	**THREATS**
1. **Strong Management:** The Company has good management to run the company efficiently. 2. **Product line variety:** The Company's product line has variety. The	1. **Low Financial Position:** The Company needs more finance to be competitive over its rivals. 2. **Inefficient Workforce:** Our workforces are not so skilled in comparison with other industry	**1. High Demand:** The product demand is high and vibrant. **2. Suppliers Availability:** In Paints industry, there are many suppliers. Hence, company has bargaining power over	1. **Intense Competition:** There is high rivalry among the competitors to get the market share. 2. **Shortage of Power:** In our country, there is power shortage which also

Company sells different line of product 3. **Modern Machineries:** The Company has been using modern machineries that smooth its operation. 4. **Technology:** The Company has latest tools and technologies to support production. 5. **Dedicated Workforce:** The Company has dedicated human resources.	sectors. 3. **Poor market share:** The company is copetiting with multi-national companies. Hence, at present market share is poor. 4. **Slim Profit:** Profit margin is slim. 5. **Brand image:** Comparatively, at present, company's brand image is not as high as other companies have. 6. **Lower capacity utilization:** Capacity utilization is not very. However, soon it will be at the decent level.	supplier to purchase raw material cheaply. **3. Competitive Wages:** The Company has advantage due to low wages comparing to other industry sectors. 4. **Easy Bank Loan:** For working capital, there is an easy bank loan facility for the company.	affects production. 3. **Short operational history:** Operation history is short. 4. **Operating the Company's activities on leased land:** Company has been operating on leased land of 99 years.

(c) **Analysis of the financial statements of last five years or shorter period with reason(s) of fluctuating revenue or sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before and after taxes, EPS etc.;**

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
Sales Revenue	293,762,644	233,603,022	364,517,070	339,342,101	321,545,780
Other Non-Operating Income/(Loss)	4,388,640	4,362,450	890,067	818,604	24,800
Total Income	**298,151,284**	**237,965,472**	**365,407,137**	**340,160,705**	**321,570,580**
Cost of Materials	185,568,164	152,495,012	227,582,691	206,612,618	192,666,913
Financial Expenses	1,832,679	15,500	-	-	-
Depreciation Expense	18,679,517	19,094,951	19,940,498	9,389,884	6,752,752
Amortization Expense	-	-	-	-	-
Others Expense	44,936,054	42,392,553	54,909,471	47,870,752	46,627,870
Changes of Inventories	(26,954,705)	26,219,915	40,917,645	30,923,450	39,128,753
Net Profit Before Tax	62,680,369	41,011,816	78,966,643	81,597,462	82,275,797
Net Profit After Tax	48,257,055	31,306,246	51,328,318	53,038,350	53,479,268
EPS	0.97	0.63	1.03	2.13	2.43

Reason of Fluctuation:

Revenue:
The company has installed new machineries in order to increase production capacity. As a result, production increased as well as turnover increased except for the year 2020 and 2021. Through installation of new different types of machineries, the Company has been able to produce various types of products as well as to create the market of new products. So, increase of turnover of the company is relevant.

Other Income:
Other income has been generated from Wastage sales and Bank interest.

Total Income:
Since Revenue is increased, so naturally total income has been increased.

Cost of Materials:
The costs of materials to revenue are consistent over the years.

Finance Cost and Bank Charge:
The Company has no short term or long-term loan from any bank or any financial institution. So, there is no finance cost and extra bank charge which consistent with the revenue.

Depreciation and Amortization:
The management has increased capacity installing new machineries, build up factory building and other assets. So, depreciation has been charged or increased accordingly. The Company did not amortize any of its capital expenditure during the last four years.

Other Expenses:
The Company did not incur any other expenses other than regular expenses during the last four years.

Changes of inventory:
There has been increasing of installed capacity and sales volume over the year. The demand for products is also increasing. So, the management has to maintain sufficient amount of inventory in order to meet the sales order. Thus, inventory is increasing year to year.

Net profit before and after Tax and Earnings per Share
The growth of net profit before and after tax is consistent with the growth of the revenue. No unusual changes have been occurred during the last four years on the above matters.

Earnings per Share are properly calculated through using weighted average number of ordinary shares for each year.

(d) **Known trends demands, commitments, events or uncertainties that are likely to have an effect on the company's business:**

At present, there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business except for those which are naturally beyond control of human being.

The business operation of the Company may be affected by the following uncertainties:

i. Political unrest
ii. Natural disaster

(e) **Trends or expected fluctuations in liquidity:**

There are no trends or expected fluctuations in liquidity.

(f) **Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition:**

There are no off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.

CHAPTER (VIII)

DIRECTORS AND OFFICERS

(a) **Name, Father's name, age, residential address, educational qualification, experience and position of each of the directors of the company and any person nominated or represented to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him:**

SL	Name of Director, Father's Name, Age & Experience		Residential Address	Educational Qualification	Name of the Institutions and Duration for Nominated Director
1	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Jannatul Ferdous Mim** **Representative of Sabila Sea Foods Ltd.** Chairman Nurul Islam 20 Years 2 Years	Mothajuri, Kaliakoir, Gazipur	HSC	3 Years (From 25-Jan-21 to 24-Jan-24)
2	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Md. Bellal Khan** Managing Director Late Abdus Sobhan Khan 36 Years 13 Years	Plot 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Basundhara R/A, Dhaka-1229	M.Sc	-
3	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Md. Maruful Islam Turan** **Representative of IBP Agrovet Ltd.** Director Nurul Islam 33 Years 10 Years	Talihati, Shreepur, Gazipur	HSC	3 Years (From 25-Jan-21 to 24-Jan-24)

4	**Name:** **Position:** **Father's Name:** **Age:** **Experience:**	**Mohammad Shaheenul Islam** Independent Director Md. Abdul Karim Sikder 49 Years 16 Years	Nebedita Hasnahena, Flat # 2D, 12/Cha/2/4, Road # 4, Shyamoli, Dhaka-1204	MBA & M.Com	3 Years (From 26-Dec-21 to 25-Dec-24)

(b) **The date on which he first became a director and the date on which his current term of office shall expire:**

Sl.	Name of the Director	Position	Date of first Directorship	Date of Expiration of Current term
1	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	Chairman	25-Jan-18	8th AGM in 2022
2	Md. Bellal Khan	Managing Director	17-Apr-14	
3	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	Director	25-Jan-18	
4	Mohammad Shaheenul Islam	Independent Director	26-Dec-21	10th AGM in 2024

(c) **If any director has any type of interest in other businesses, names and types of business of such organizations. If any director is also a director of another company or owner or partner of any other concern, the names of such organizations:**

Sl.	Name of Director	Designation in BDPL	Directorship/Ownership with Other Companies	
			Companies	Position
1	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	Chairman	Sabila Sea Foods Ltd.	MD
			IBP Agrovet Ltd.	MD
2	Md. Bellal Khan	Managing Director	Sabila Sea Foods Ltd.	Director
			IBP Agrovet Ltd.	Director
3	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	Director	Not involved in other organization	-
4	Mohammad Shaheenul Islam	Independent Director	Not involved in other organization	-

(d) **A statement, if any of the directors of the issuer are associated with the securities market in any manner. If any director of the Issuer company is also a director of any issuer of other listed securities during last three years then dividend payment history and market performance of that issuer:**

None of the Directors are involved in securities market in any manner and not have any directorship in any issuer of other listed securities during last three years.

(e) **Any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse' sister) among the directors and top five officers:**

i. Family relationship among directors

Sl.	Name	Designation	Relationship
1	Jannatul Ferdous Mim Nominated by Sabila Sea Foods Ltd.	Chairman	Wife of Md. Bellal Khan and sister of Md. Maruful Islam Turan
2	Md. Bellal Khan	Managing Director	Husband of Jannatul Ferdous Mim and brother-in-law of Md. Maruful Islam Turan
3	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	Director	Brother of Jannatul Ferdous Mim and brother-in-law of Md. Bellal Khan
4	Mohammad Shaheenul Islam	Independent Director	No relationship

ii. Family relationship among directors and top five officers of the company:

No family relationship exists between directors and top five management officers.

(f) **A very brief description of other businesses of the directors:**

Jannatul Ferdous Mim
Representative of Sabila Sea Ltd.
Chairman

Sl.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital in Taka
1	Sabila Sea Foods Ltd.	31-Aug-15	Agro based company	Private Limited Company	100,000
2	IBP Agrovet Ltd.	31-Aug-15			100,000

Md. Bellal Khan
Managing Director

Sl.	Name of Companies	Date of Incorporation	Nature of Business	Legal Status	Equity capital in Taka
1	Sabila Sea Foods Ltd.	31-Aug-15	Agro based company	Private Limited Company	100,000
2	IBP Agrovet Ltd.	31-Aug-15			100,000

Md. Maruful Islam Turan
Representative of IBP Agrovet Ltd.
Director
Not involved in other business.

Mohammad Shaheenul Islam
Independent Director
Not involved in other business.

(g) **Loan status of the issuer, its directors and shareholders who hold 5% or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank:**

Neither the Company nor any of its Directors or shareholders who hold 5% or more shares in the paid-up capital of the issuer is loan defaulter in terms of the CIB report of Bangladesh Bank.

(h) **If the Chairman or any director or any shareholder receives any monthly salary than this information should also be included:**

The following Directors are receiving monthly salary for their services rendering in the company:

Name	Designation	Age (Years)	Monthly salary
Md. Bellal Khan	Managing Director	36	100,000

(i) **A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position:**

Name, Father's Name, Age & Personal Address		Educational Qualification	Experience (Years)	Position/Post		Holding in other Venture
				Past	Present	
Name: **Father's Name:** **Age:** **Personal Address:**	**Md. Amir Hossain** Late Hazi Abdul Latif Miah 53 Years House # 210, Nadia Villa, South Kalibari Road, Barisal	B.A.	30 Years	Sponsor & MD	Sponsor	Not involved in other organization
Name: **Father's Name:** **Age:** **Personal Address:**	**Khaleda Begum Liyly** Md. Moazzem Hossain 54 Years House # 210, Nadia Villa, South Kalibari Road, Barisal	B.A.	20 Years	Sponsor & Chairman	Sponsor	Not involved in other organization
Name: **Father's Name:** **Age:** **Personal Address:**	**Md. Junaed Hossain** Md. Amir Hossain 34 Years House # 210, Nadia Villa, South Kalibari Road, Barisal	MA	12 Years	Sponsor & Director	Sponsor	Not involved in other organization
Name: **Father's Name:** **Age:** **Personal Address:**	**Md. Bellal Khan** Late Abdus Sobhan Khan 36 Years Khan Mansion, 617 College Road, Barisal Sadar, Barisal	M.Sc	13 Years	Sponsor & Director	Sponsor & Managing Director	Sabila Sea Foods Ltd. IBP Agrovet Ltd.
Name: **Father's Name:** **Age:** **Personal Address:**	**Ms. Farzana Akter Eva** Md. Amir Hossain 33 Years House # 210, Nadia Villa, South Kalibari Road, Barisal	B.A.	10 Years	Sponsor & Director	Sponsor	Not involved in other organization
Name: **Father's Name:** **Age:** **Personal Address:**	**Md. Amin Ur Rashid** Md. Harun Ur Rashid 41 Years North Chandkhaty, Jhalokatu	MBA	15 Years	Sponsor & Director	Sponsor Shareholder	Not involved in other organization

Name: **Father's Name:** **Age:** **Personal Address:**	**Mst. Shahanaz Akter** Late Abdus Sobhan Khan 38 Years Vodrason, Minar Bari, Narayanganj	B.A.	12 Years	Sponsor Shareholder	Sponsor Shareholder	Not involved in other organization
Name: **Father's Name:** **Age:** **Personal Address:**	**Akhfa Nur** Late Md. Matiur Rahman 33 Years 202/B, Haji Salimuddin Mollah, Middle Baddah, Gulshan, Dhaka	MA	8 Years	Sponsor & Director	Sponsor	Not involved in other organization

(j) **If the present directors are not the sponsors and control of the issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.**

Control of directorship were acquired by the Directors as follows:

Name	Acquisition of Control	Date of Acquisition	Terms of Acquisition	Consideration paid for such Acquisition
Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	25-Jan-18	23-Apr-15	N/A	Cash
Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.			N/A	Cash
Mohammad Shaheenul Islam	26-Dec-21	-	-	Appoint as an Independent Director

(k) **If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out or managed:**

All the directors have adequate knowledge to carry out this line of business.

(l) **Interest of the key management persons:**

There is no other interest with the key management persons except remuberation/salary received by them.

(m) **All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary:**

Facilities whether pecuniary or non-pecuniary enjoyed by the Directors will remain unchanged during the publication period of the Prospectus.

(n) **Number of shares held and percentage of share holding (pre issue):**

Sl.	Name of Director	Position	Number of Shares Held	% Pre-QIO
1	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	Chairman	3,373,500	6.75%
2	Md. Bellal Khan	Managing Director	10,500,000	21.00%
3	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	Director	5,000,000	10.00%
4	Mohammad Shaheenul Islam	Independent Director	-	0.00%
Total			**18,873,500**	**37.75%**

(o) **Change in board of directors during last three years:**

Sl.	Name of the Directors	Date of Joining	Date of retirement	Present Status
1	Mrs. Aysha Siddika	28-Dec-16	28-Feb-21	-
2	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd.	25-Jan-18	8th AGM in 2022	Director
3	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd.	25-Jan-18	8th AGM in 2022	Chairman
4	Mohammad Shaheenul Islam	26-Aug-18	28-Feb-21	-
5	Md. Amir Hossain	17-Apr-14	11-Jul-16	Sponsor
6	Md. Junaed Hossain	17-Apr-14	11-Jul-16	Sponsor
7	Akhfa Nur	28-Dec-15	25-Jan-18	Sponsor
8	Md. Enamul Kabir Howlader	25-Jan-18	26-Aug-18	-
9	Mohammad Shaheenul Islam	26-Dec-21	10th AGM in 2024	Independent Director
10	Md. Moshiul Alam	28-Feb-21	26-Dec-21	-
11	Md. Ibrahim	28-Feb-21	26-Dec-21	-

(p) **Director's engagement with similar business:**

None of the Directors are involve with similar business.

CHAPTER (IX)

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

(a) **TO WHOM IT MAY CONCERN**

This is to certify that the Financial Statements of BD Paints Ltd. furnished for our audit does not have any transaction during the last five years, or any proposed transaction, between the issuer and any of the following persons:

(i) Any director or sponsor or executive officer of the issuer;
(ii) Any person holding 5% or more of the outstanding shares of the issuer;
(iii) Any related party or connected person of any of the above persons;

Except the transactions described in the following table:

Name and Position	Nature of Transaction	Amount in (BDT)									
		2020-2021		2019-2020		2018-2019		2017-2018		2016-2017	
		Transaction	Accrued	Transaction	Accrued	Transaction	Accrued	Transaction	Accrued	Transaction	Accrued
Aysha siddika (Chairman)	Board Meeting Fees	40,0000	-	50,000	-	60,000	-	60,000	-	60,000	-
Mrs. Khaleda Begum Liyly (Ex-Chairman)	Board Meeting Fees	-	-	-	-	-	-	-	-	-	-
	Vendor's Agreement	-	-	-	-	-	-	-	-	-	-
Md. Amir Hossain (Ex-Managing Director)	Remuneration	-	-	-	-	-	-	-	-	-	-
	Board Meeting Fees	-	-	-	-	-	-	-	-	-	-
	Factory Rent	-	-	-	-	-	-	-	-	153,720	12,810
	Purchase of Land	-	-	-	-	-	-	-	-	-	-
	Sales of Land	-	-	-	-	-	-	-	-	19,176,600	-
Md. Bellal Khan (Managing Director)	Remuneration	1,200,000	100,000	1,200,000	100,000	1,200,000	100,000	1,200,000	100,000	1,200,000	100,000
	Board Meeting Fees	50,000	-	50,000	-	60,000	-	60,000	-	60,000	-
	Factory Rent	-	-	-	-	-	-	-	-	-	-
	Purchase of Land	-	-	-	-	-	-	-	-	-	-
	Sales of Land	-	-	-	-	-	-	-	-	9,588,300	-
Md. Amin Ur Rashid (Ex-Director)	Purchase of Land	-	-	-	-	-	-	-	-	-	-
	Sales of Land	-	-	-	-	-	-	-	-	9,588,300	-
Md. Junaed Hossain (Ex-Director)	Board Meeting Fees	-	-	-	-	-	-	-	-	-	-
Akhfa Nur (Ex-Director)	Board Meeting Fees	-	-	-	-	-	-	25,000	-	60,000	-
Jannatul Ferdous Mim (Nominee Director Sabila Sea Food Ltd.)	Board Meeting Fees	45,000	-	30,000	-	35,000	-	15,000	-	-	-
Maruful Islam Turan (Nominee Director IBP Agrobet Ltd.)	Board Meeting Fees	45,000	-	20,000	-	35,000	-	15,000	-	-	-
Total		**1,420,000**	**100,000**	**1,350,000**	**100,000**	**1,390,000**	**100,000**	**1,375,000**	**100,000**	**39,886,920**	**112,810**

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Place: Dhaka;
Date: November 16, 2021

(b) **Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus;**

There is no transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus except the transaction mentioned in CHAPTER (IX) (a).

(c) **Any loans either taken or given from or to any director or any person connected with the director, clearly specifying details of such loan in the prospectus, and if any loan has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns prior to such loan, rate of interest applicable, date of loan taken, date of maturity of loan. and present outstanding of such loan.**

No such loan was taken or given from or to Directors or any person connected with the Directors of BD Paints Ltd.

CHAPTER (X)

EXECUTIVE COMPENSATION

(a) **The total amount of remuneration or salary or perquisites paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer:**

SL	Name	Designation	Remuneration/salaries (Tk.)
			For the year ended 30.06.2021
1	Md. Bellal Khan	Managing Director	1,200,000.00
2	Sayfullah Mahmud Dulal	Head of Sales & Marketing	1,020,000.00
3	S.M. Mamun Ar Rashid	Company Secretary	840,000.00
4	Md. Mejanur Rahman	Chief Financial Officer	840,000.00
5	Md. Abul Bashar	Head of Production	720,000.00

(b) **Aggregate amount of remuneration paid to all directors and officers as a group during the last accounting year:**

SL.	Particulars	Nature of Transaction	Amount (in Taka)
			For the year ended 30.06.2021
1	Directors	Remuneration	-
2	Managing Director	Remuneration	1,200,000
3	Directors	Board Meeting Fee	220,000
4	Officers and staffs	Salary and Allowances	29,800,500

(c) **If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year:**

Md. Bellal Khan, Managing Director is received Tk. 1,200,000.00 for the year ended June 30, 2021. This remuneration was approved in the Annual General Meeting (AGM) dated December 31, 2016.

(d) **The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM:**

The board meeting attendance fees received by the director including the managing director which was approved in the Annual General Meeting (AGM) dated November 10, 2015.

(e) **Any contract with any director or officer providing for the payment of future compensation:**

There is no such contract between the Company and any of it's directors or officers regarding any future compensation to be made to them.

(f) **If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto:**

The Company has no plan for substantially increasing remuneration to its directors and/or officers except for those that are paid as annual increment to their salaries.

(g) **Any other benefitor facility provided to the above persons during the last accounting year:**

No other benefit or facility provided to the above persons during the last accounting year.

CHAPTER (XI)

OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

BD Paints Ltd. did not grant any options to its directors, officers and/or any other employees for the purpose of issuing shares.

CHAPTER (XII)

TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

(a) The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last five years along with the description of assets, services or other consideration received or to be received;

Benefits from the Company during last five years:

The Directors and subscribers to the memorandum of association have not received any benefits except remuneration (received by Md. Bellal Khan, Managing Director) and board meeting fees directly or indirectly and share money deposited during the last five years.

(b) If any assets were acquired or to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them.

Directors and Subscribers' Assets to the Company:

Directors and subscribers to the memorandum have not transferred any asset to the Company except fund, land and all assets and liabilities (from Khaleda Begum Liyly) against allotment of shares.

The following land was acquired by the Company on 23-Apr-15 against allotment of shares from:

1. Md. Amir Hossain
2. Md. Bellal Khan
3. Md. Amin Ur Rashid

Name of Assets	**Transfer against (**Number of ordinary shares)	**Method used to determine the price**	**Remarks**
200.00 decimals of Land	2,000,000	Market Price	-

Later on, the Company sale the same land to above mentioned subscribers to the memorandum on 26-Apr-2017 of Tk. 38,353,200.00

CHAPTER (XIII)

OWNERSHIP OF THE COMPANY'S SECURITIES

a) The names, addresses, BO ID Number of all shareholders of the company before QIO, indicating the amount of securities owned and the percentage of the securities represented by such ownership, in tabular form:

Sl.	Name of the Shareholders	Position	Address	BO IDs	Number of Shares Held	Pre QIO %
1	Md. Bellal Khan	Managing Director	Plot 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Basundhara R/A, Dhaka-1229	1203510073784336	10,500,000	21.00%
2	Sabila Sea Foods Ltd.	Director	Mothajuri, Kaliakoir, Gazipur	1201530066105021	3,373,500	6.75%
3	IBP Agrovet Ltd.	Director	Talihati, Shreepur, Gazipur	1201530066105921	5,000,000	10.00%
4	Md. Amin Ur Rashid	Sponsor Shareholder	North Chandkhaty, Jhalokathi	1205030062016965	700,000	1.40%
5	Md. Farid Ahmed	Shareholder	Flat B-7, Firoza Rose, 12 Eskaton, Dhaka-1000.	1203110016614018	2,968,000	5.94%
6	Salma Zaman	Shareholder	House # -18, Road # 16, Block # B, Banani, Dhaka-1213	1202830041154138	2,000,000	4.00%
7	Akram Hossain Md. Feroz	Shareholder	Lake Garden-2, Apt #8B, 110 Lake Circus, Kalabagan, Dhaka.	1201500000008272	2,301,000	4.60%
8	Abaci Investment Ltd.	Shareholder	Rupayan Prime (7th floor), Plot # 02, Road #07, Dhanmondi Dhaka-1205.	1602770045524680	1,001,000	2.00%
9	Mohammad Delu	Shareholder	Vill: Udaydi, P.O: Haizadi, P.S: Araihazar, Narayongonj-1440	1201630039377608	695,000	1.39%
10	BD Finance Securities Limited	Shareholder	64, Motijheel C/A (2nd Floor), Dhaka.	1205150043284418	510,000	1.02%
11	Modoris Ali	Shareholder	Batshandibazar, P/O. Munshir Bazar, Biswanath, Sylhet.	1203490071899111	501,000	1.00%
12	Mohammed Towhidul Islam	Shareholder	112/Ka, Central Road, Dhanmondi, Dhaka-1205	1202830055707550	501,000	1.00%
13	Shakil Mahmud	Shareholder	Rupayan Center (8th floor), 72, Mohakhali C/A, Dhaka-1212.	1605550062101880	501,000	1.00%
14	Asif Irtaza Islam	Shareholder	Apartment # A-4, 16/2, Tallabagh, Dhaka-1207	1202830004045050	500,000	1.00%
15	Inamul Haq Khan	Shareholder	Road# 10, House # 2, Sector # 11, Uttara, Dhaka-1230	1605430061483336	450,000	0.90%
16	Habibur Rahman Sikder	Shareholder	Vill: Hazinogor, P.O: sharulia, P.S: Demra, Dhaka-1361.	1605550057755190	401,000	0.80%
17	Abdul Kader Miah	Shareholder	Kazirgaon, Chandimart, Samad Road, Matuail, Jatrabari, Dhaka.	1202800018215401	301,000	0.60%

18	Faryal Hafsa Ahmed	Shareholder	222/228, Momin Road, Mozaher Bhaban, 4th Floor, Kotwali, Chittagong.	1205950061454221	301,000	0.60%
19	Homayra Binte Wali	Shareholder	40, Ideal Road, Hazinagar, Sarulia, Demra, Dhaka-1361.	1202830048324800	301,000	0.60%
20	LT. Gen. Md. Shamsul Huque	Shareholder	House # 906, Road # 12, Avenue # 02, DOHs, Mirpur, Dhaka-1216	1201690000776633	300,000	0.60%
21	S.M. Ashfaqur Rahman	Shareholder	13, K.M Das Lane, Dhaka-1203	1202240049275011	257,000	0.51%
22	Shankar Chandra Das	Shareholder	1, Ramakrishna Mission Road, Dhaka.	1201590000700382	250,000	0.50%
23	Md. Kamruzzaman	Shareholder	Choto Shakharia, PO: Nilon Bazar, P.S-Golappur, Tangail	1205200062449451	202,000	0.40%
24	Syed Sakib Naim Uddin	Shareholder	27, Panchlish R/A, Chittagong	1202090043529568	201,000	0.40%
25	Md. Abdur Rashid	Shareholder	74, Suruj Nagar, Jatrabari, Dhaka-1100	1205030061364251	241,000	0.48%
26	Mafizur Rahman	Shareholder	89/K, RK Mission Road, Gopibagh, 7th Lane, Dhaka.	1201710051726866	200,000	0.40%
27	Md. Sajedul Karim	Shareholder	Road# 10, House # 2, Sector # 11, Uttara, Dhaka-1230.	1202010000616941	200,000	0.40%
28	Ayub Hossain Khan	Shareholder	Ka- 67/4 Khanpara, Khilkhet, Dhaka.	1202800000042215	151,000	0.30%
29	Md. Zahid Hossain	Shareholder	NSC, 62/3, Purana Palton, Dhaka	1201590004367882	300,000	0.60%
30	Humayun Kabir	Shareholder	House-40-2/A, Room-406 (4th Floor), Kallanpur, Main road, Dhaka-1207.	1602170063911263	110,000	0.22%
31	Abdur Rob Khan	Shareholder	House #15, Road #07, Block #H, Banasree, Rampura, Dhaka.	1202800063409502	102,000	0.20%
32	Ziaul Ahsan	Shareholder	House-06, Road-9/3, Block-D, Banasree, Dhaka-1219	1205030073950341	102,000	0.20%
33	Khandaker Mainul Hasan	Shareholder	40/B/B, 5th floor, Saima Manzil, Indira road, Dhaka	1201530062709627	101,000	0.20%
34	Md. Mustafizur Rahman	Shareholder	Shena Kollyanbhaban, 13 floor, 195 Motijheel, C/A Dhaka-1000.	1204040000208271	101,000	0.20%
35	Tahmina Nupur	Shareholder	Flat #8/7, Civil Avaiation R/A, Kawla, Kurmitola, Dhaka-1229.	1201730063759395	101,000	0.20%
36	Mia Md. Tofayel Gonee Manik	Shareholder	2/12, Iqbal Road, Flat-B2, Mohammadpur, Dhaka	1203680064696498	200,500	0.40%
37	Abdullah Al Mamun	Shareholder	35, New Chaktai, Bakalia, Chittagong.	1202990020269170	100,000	0.20%
38	Abu Hasnat Md. Rezanur Sohel	Shareholder	Apartment # A7, House # 89, Road #4, Block # B, Banani, Dhaka-12123	1202830059155494	100,000	0.20%

39	Hasina Momtaz	Shareholder	House 3 5-7, Road # 7, Block # F, Rampura, Banasree, Dhaka	1201700046166655	100,000	0.20%
40	Umme Farzana Molla	Shareholder	Azimpur Government Colony, Azimpur, Dhaka	1203440072332128	100,000	0.20%
41	Md. Maksudul Alom	Shareholder	Olympic Cement Ltd, Green Grandeur (11th Floor), 58/E Kemal ataturk Avenue, Babnani, Dhaka	1205200013679193	100,000	0.20%
42	Mizanur Rahman	Shareholder	Road# 20/B, House # 4, Sector # 4, Uttara, Dhaka-1230	1605430062538619	180,000	0.36%
43	ACPL Employees Provident Fund	Shareholder	Birampur, Madhobdi, Norshindhi Sadar, Norshindhi	1203510073755157	162,700	0.33%
44	Foiz Ahmed	Shareholder	257/C, Free Street, Kathal Bagan, Kolabagan, Dhaka	1604940064549491	75,000	0.15%
45	Md. Abul Hasan	Shareholder	31 Mohammadia Super market, Subhanbagh, Dhaka-1207	1202800046686037	51,000	0.10%
46	Md. Akram Hossain	Shareholder	Vill-Dhupoli, Chakpara, Lalpur, Natore	1205590063921418	51,000	0.10%
47	Mrs. Beauty Akter	Shareholder	House #2, Block #C-2, Avenue, Mirpur 10, Dhaka.	1202800044795371	51,000	0.10%
48	Md. Anayet Kabir	Shareholder	House #2, Road #4, Block#C, Section #10, Mirpur, Dhaka	1201630018472359	50,300	0.10%
49	Abdullah Abu Sahadat	Shareholder	Brooklyn Heights Apt No#30380, Bashiruddin Road Dhaka.	1203500062104847	100,000	0.20%
50	Suvra Prakash Dey	Shareholder	House # 4, Banogram Road, Wari, Sutrapur Dhaka-1203	1205030074016314	50,000	0.10%
51	Md. Mijanur Rahaman	Shareholder	Vannara, Mouchak, Kaliakair, Gazipur	1201590018154098	101,000	0.20%
52	Md. Ahsan Habib Raj	Shareholder	Monnafer More, Ghoramara, PS-Boalia, Rajshahi-6200	1201830073818717	30,000	0.06%
53	Md. Shakhawat Hossain	Shareholder	115/B, North Mughdapara, 1st Floor Dhaka-1204	1205590051631396	22,000	0.04%
54	Md. Saliur Rahman	Shareholder	Sayampur Suger Mills High School, Sayampur-5431	1605760064677190	20,000	0.04%
55	Mohammed Anwar Hossain	Shareholder	Cokacola Road, Vatara, Baridhara, Dhaka-1229.	1203110074794624	50,000	0.10%
56	BMSL Investment Ltd.	Shareholder	Shareef Mension (4th Floor), 56-57 Motijheel C/A, Dhaka-1000	1604940020020800	1,000	0.00%
57	Md. Asaduzzaman Mia	Shareholder	17/A, 17/B, Kabi Jasim Uddin Road, Kamlapur, Dhaka	1204500067975104	365,000	0.73%
58	Md. Kamrul Islam	Shareholder	Plot-1338/7, Noorpur, P.O: Donia, Kadomtali, Dhaka.	1203680061725854	50,000	0.10%

59	Mohammad Abul Hossain Hasan	Shareholder	Apt. Chameli, Flat #2/D, 32/1, Chameli Bag, Dhaka	1201950052203093	100,000	0.20%
60	Md. Kadimul Hasan	Shareholder	18/7, Falu Dewan Monjil, B1 (3rd Floor) West Matikata, Dhaka Cantonment.	1203680066487368	50,000	0.10%
61	Md. Ataur Rahman	Shareholder	309/1/1, East Nakhalpara, Tejgaon, Dhaka.	1203680062674284	50,000	0.10%
62	Mohammad Saiful Islam	Shareholder	House # 914/2/B Shahidbugh, Shantinagar, Dhaka-1216.	1205700065278738	200,000	0.40%
63	Mukul Kumar Sarkar	Shareholder	CIS Department, ICDDRB, Mohakhali, Dhaka	1203680002464803	50,000	0.10%
64	Rozina Akter	Shareholder	Flat No# B-7, 12, Eskaton Road, Dhaka	1203110063747688	500,000	1.00%
65	Md. Mosaruf Hossain Dhali	Shareholder	225/8. Manda, Dhaka- 1216	1203110068604961	400,000	0.80%
66	Mst. Rahima	Shareholder	225/8. Manda, Dhaka- 1216	1203110063630693	900,000	1.80%
67	Ayesha Begum	Shareholder	Village- Jafor Ali Mollar Kandi, P.O- Balar Hat, P.S- Shakhipur, Bhedorganj, Shariatpur.	1203110063628170	500,000	1.00%
68	Alamgir Hossain	Shareholder	225/8, Manda, Dhaka-1216	1203110063917110	700,000	1.40%
69	Khadeja Begum	Shareholder	House # 07, Flat # NW-04, Road # 13, Dhaka North City Corporation, Gulshan, Dhaka-1212.	1604940064075801	470,000	0.94%
70	Mohammad Mahmudul Hossain	Shareholder	House # 28 (4th Floor), Road # 12, Sector # 11, Uttara.	1203880030806390	30,000	0.06%
71	Mohammad Motiur Rahman	Shareholder	House No. # 562 (2nd Floor), East Kazipara, Mirpur, Dhaka-1216.	1202530010947031	50,000	0.10%
72	Rina Akter	Shareholder	Holding: 319, Kuralia Road, Chandpur.	1203110073983893	200,000	0.40%
73	Md. Shajahan Hossain	Shareholder	454/C, Khilgaon, Dhaka-1219	1203110064588884	50,000	0.10%
74	Ala Uddin	Shareholder	BMSL INVESTMENT LTD. Shareef Mansion (4th Floor), 56-57, Motijheel C/A	1604940059545467	50,000	0.10%
75	Md. Rajib Ahmmed	Shareholder	House No. #12, Road #3, Block #C, Aftabnagar, Dhaka.	1202950066979408	100,000	0.20%
76	Sajedur Seraj	Shareholder	Elite House, 54, Motijheel Commercial Area, Dhaka	1201710004152130	150,000	0.30%
77	Md. Manik Miah	Shareholder	Molla Bari, Village- Bropaner Char, Purbapara, Gozaria.	1203110073699838	100,000	0.20%
78	Jubaida Nasrin	Shareholder	Nasrin Villa, 6 No. Dhaka Housing, Uttar Adabar, Dhaka.	1204340020835718	50,000	0.10%
79	Iftakhar Mahdi	Shareholder	45/2/B, Dhalka Nagar Lane, Faridabad, Shampur, Dhaka-1204	1204820073498737	50,000	0.10%
80	Md. Maniruzzaman	Shareholder	Village-Putiakhali, Post- Khayerhat, Razapur,	1205590068852361	60,000	0.12%

	Howlader		Jhalokhathi			
81	Most. Khadija Jahan	Shareholder	698, West Shewrapara, Mirpur, Dhaka-1216	1202610011133955	100,000	0.20%
82	Md. Jahirul Haque	Shareholder	Village- Boropory, Post- Chiltabunia, Morolgong, Bagherhat	1202610011133532	100,000	0.20%
83	AAA Global Agro & Trading Ltd.	Shareholder	Lake Garden -2, 110 Lake Circus, Kalabagan, Dhaka.	1202140068669885	200,000	0.40%
84	Shahin Reja Abu Hena Rayhan	Shareholder	23/6, Mirpur Road, Shamoly, Dhaka	1206050073734926	200,000	0.40%
85	Helal Uddin Ahammed	Shareholder	House #5 Road# 7, Block-F, Banasree, Rampura, Dhaka	1204090059565661	200,000	0.40%
86	Warda Mohammed	Shareholder	House #25, Road #5, Block #C, Banasree, Rampura, Dhaka.	1206050073741855	50,000	0.10%
87	Continental Insurance Ltd.	Shareholder	Advance Noorani Tower (13th floor, North side), 1, Mohakhali C/A, Dhaka-1212	1203510009734492	1,500,000	3.00%
88	ASENZ Securities Ltd.	Shareholder	9/1, Swantex Building (4th Floor), Motijheel C/A, Dhaka-1000	1204100019226122	100,000	0.20%
89	Ali Akbar Sikder	Shareholder	2/701, Eastern Orchid 8, Circuit House Road, Ramna Dhaka	1203510004954297	200,000	0.40%
90	Md. Yakub Hossain	Shareholder	House-38, Road-3, Block-D, Banasree, Rampura, Dhaka	1203510073700481	100,000	0.20%
91	Mahfuzul Haq	Shareholder	House-49, Road-04, Block-C, Banani, Gulshan, Dhaka	1203510068894865	150,000	0.30%
92	Mohammad Iqbal	Shareholder	House-70, Road-27, Gulshan-1, Dhaka-1212	1203510072393193	150,000	0.30%
93	Md. Mustafa	Shareholder	South Shama, House#13, Road-06(5th Floor), Dhaka	1203510000007468	100,000	0.20%
94	Impex Trading Co.	Shareholder	BS Residence, House-13 & 15, Road-05, Dhaka-1229	1203510062395504	200,000	0.40%
95	Sheikh Awsafur Rahman	Shareholder	House-42, Road-25, Block-A, Banasree, Dhaka.	1202610005047522	500,000	1.00%
96	Mohammad Zakir Hossain	Shareholder	597 West Nakhal Para (5th Floor), Tejgaon, Dhaka.	1201690000141249	100,000	0.20%
97	Mahrukh Chowdhury	Shareholder	14th Palm Palace, Ward 16, Chawkbazar, Chittagong	1203040069297933	150,000	0.30%
98	Md. Ashraful Islam	Shareholder	Flat- 5D (5th Floor), House-1B, Road-16, Dhanmondi	1203510073851433	40,000	0.08%
99	Nasreen Islam Lipi	Shareholder	Flat- 5D (5th Floor), House-1B, Road-16, Dhanmondi	1203510073849467	30,000	0.06%
100	Safa Maria Islam	Shareholder	Flat- 5D (5th Floor), House-1B, Road-16, Dhanmondi	1203510073850934	30,000	0.06%
101	Suma Akther	Shareholder	Maa Steel, 55 Franch Road, Dhaka	1203510073677761	60,000	0.12%

102	Md. Rabiul Alam	Shareholder	House-62/1, Road No. 8/A, Dhanmondi, Dhaka-1209	1201950073569792	500,000	1.00%
103	Asaduzzaman	Shareholder	Kholadanga, Dhormotola, Kotwali, Jasshore	1202800040250008	50,000	0.10%
104	Md. Jahangir Hossain Sardar	Shareholder	25, Ulon Road, West Rampura, Dhaka.	1205080068280769	60,000	0.12%
105	Md. Nazrul Islam	Shareholder	421/C, Khilgaon, Dhaka-1219	1201950042119491	50,000	0.10%
106	Md. Nurul Amin	Shareholder	257/C, Free School Street, Kathal Bagan, Post: New market-1205	1605400047171694	100,000	0.20%
107	Abdulla Al Mahmud	Shareholder	281/3 (1st Floor), Jafrabad, Sankor, Dhaka	1205690016630932	100,000	0.20%
108	Debabrata Kumar Sarker	Shareholder	244/1, President Road, Narayangang.	1201740053884410	500,000	1.00%
109	Mohammad Abdul Hafiz	Shareholder	Noorjahan, Flat #B-1, House #21, Road #1, Baridhara, Dhaka.	1203510073754101	500,000	1.00%
110	Shahina Fatima	Shareholder	Basundhara Residential Area, Baridhara, Dhaka	1201950073880366	100,000	0.20%
111	Mohammad Shamim Mahbub	Shareholder	1/A, 1-25 Mirpur-1, Shah Ali, Dhaka-1216	1203810025139521	25,000	0.05%
112	Mrs. Rahima Akter	Shareholder	Vill: Daneswar, Post: Rajapara, Comilla Sadar Dhakhin, Adarsha Nagar, Comilla-3500	1203000068064623	25,000	0.05%
113	Farzia Binte Islam	Shareholder	Flat-4/3-B/3,17/A, Shantibag, Dhaka.	1201700073870409	20,000	0.04%
114	Mohammad Mizanur Rahman	Shareholder	165, Khanjahan Ali Road, Post office: Khulna city, Shonabhanga, Khulna.	1204290075110537	40,000	0.08%
115	Md. Emdadul Huq Chowdhury	Shareholder	316, SK Mujib Road, Agrabad, Chittagong.	1605760067765763	300,000	0.60%
116	Md. Mohiuddin	Shareholder	Room # 306, IBA, University Of Dhaka, Dhaka-1000	1604940064021342	100,000	0.20%
117	Md. Iftekharul Amin	Shareholder	Room # 306, IBA,University Of Dhaka, Dhaka-1000	1604940064021128	100,000	0.20%
118	Md. Faruque Hossain	Shareholder	Alikamra, Badarpur Bazar, Chandina, Comilla.	1201820029654891	25,000	0.05%
119	Md. Zia Uddin Thakur	Shareholder	761/1, Monipur, Mirpur, Dhaka-1216	1201950062960212	300,000	0.60%
120	Md. Raiyan Jahan	Shareholder	DOHS, Mirpur, Dhaka-1216	1203680074350440	200,000	0.40%
Total					**50,000,000**	**100.00%**

b) There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the qualified investor offer:

SL	Name of Director, Address, Age & Experience		No. of Share	%	Position held in Other Organization	
				Pre-QIO	Other Organization	Position
1	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Jannatul Ferdous Mim** **Representative of Sabila Sea Foods Ltd.** *Chairman* Mothajuri, Kaliakoir, Gazipur 20 Years 2 Years 1203510073868127 768830716743	3,373,500	6.75%	Sabila Sea Foods Ltd. IBP Agrovet Ltd.	MD MD
2	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Md. Bellal Khan** *Managing Director* Plot 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Basundhara R/A, Dhaka-1229 36 Years 13 Years 1203510073784336 457268541273	10,500,000	21.00%	Sabila Sea Foods Ltd. IBP Agrovet Ltd.	Director Director
3	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Md. Maruful Islam Turan** **Representative of IBP Agrovet Ltd.** *Director* Talihati, Shreepur, Gazipur 33 Years 10 Years 1203510073867869 867703834617	5,000,000	10.00%	Not involved in other organization	-

4	**Name:** **Address:** **Age:** **Experience:** **BO ID No.:** **TIN No.:**	**Mohammad Shaheenul Islam** *Independent Director* Nebedita Hasnahena, Flat # 2D, 12/Cha/2/4, Road # 4, Shyamoli, Dhaka-1204 49 Years 16 Years - 237143514199	-	0.00%	Not involved in other organization	-

c) The average cost of acquisition of equity shares by the directors certified by the auditors:

To Whom It May Concern

After due verification of books and records, we certify that the average cost of acquisition of share by its directors was Tk. 10/- each. The details breakup of acquisition of shares showing average cost per shares is given below:

Date	Allotment/ Transfer	Jannatul Ferdous Mim Representative of Sabila Sea Foods Ltd. Chairman	Md. Bellal Khan Managing Director	Md. Maruful Islam Turan Representative of IBP Agrovet Ltd. Director	Mohammad Shaheenul Islam Independent Director	Consideration	Face value of Share (Tk.)
17-Apr-14	By way of subscription to MoA & AoA	-	1,000,000	-	-	Cash	10
23-Apr-15	Allotment	-	1,000,000	-	-	Cash+Land	10
28-Dec-15	Transfer	-	-	-	-	Cash	10
11-Jul-16	Transfer	1,500,000	-	1,500,000	-	Cash	10
24-May-18	Allotment	3,000,000	5,000,000	3,500,000	-	Cash	10
28-Aug-21	Transfer	(1,126,500)	4,500,000	-	-	Cash	10
Total		**3,373,500**	**11,500,000**	**5,000,000**	**-**		

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Place: Dhaka;
Date: March 06, 2022

CHAPTER (XIV)

VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER

The valuation report of securities offered is prepared and justified by the issue managers (CAPM Advisory Limited and Prime Bank Investment Limited) on the basis of the financial and all other information pertinent to the Issue.

Qualitative and Quantitative factors for Valuation:

Qualitative Justification:

1. **Strong Management:** The Company has good management to run the company efficiently.
2. **Product line variety:** The Company's product line has variety. The Company sells different line of product
3. **Modern Machineries:** The Company has been using modern machineries that smooth its operation.
4. **Technology:** The Company has latest tools and technologies to support production.
5. **Dedicated Workforce:** The Company has dedicated human resources.

Quantitative Justification:

The issue price at Tk. 10.00 each is justified as details below:

Particulars	Amount (in Tk.)
Method 1: Net Asset Value (NAV) per share/Equity based valuation	15.94
Method 2: Historical Earnings based valuation	18.48
Method 3: Average market price of similar stock based valuation	1,662.58

Method 1: Share price on Net Asset Value (NAV)/Equity based valuation

Sl. No.	Particulars	Amount (in Tk.)
a)	Share Capital	500,000,000
b)	Retained Earnings	297,055,400
Total Shareholders' Equity (A)		**797,055,400**
Number of Share Outstanding as on June 30, 2021 (B)		50,000,000
Net Asset Value per share (without revaluation reserve) as per Audit Report as on June 30, 2021 (A/B)		**15.94**

Method 2: Historical Earnings based value per share

Earnings based Value per share based on Overall Market P/E

Year	No. of Share	Net Profit after Tax	Weight (%)	Weighted Average Net Profit after Tax
30-Jun-17	22,000,000	53,479,268	0.0991	5,299,747
30-Jun-18	50,000,000	53,038,350	0.2252	11,945,574
30-Jun-19	50,000,000	51,328,318	0.2252	11,560,432
30-Jun-20	50,000,000	31,306,246	0.2252	7,050,956
30-Jun-21	50,000,000	48,257,055	0.2252	10,868,706
Total	**222,000,000**	**237,409,237**	**1.0000**	**46,725,416**
Weighted Average Net Profit after Tax				**46,725,416**
No. of shares outstanding before IPO				50,000,000
Diluted EPS based on weighted Average of Net Profit after Tax				0.93
Market PE (Considering Lesser P/E of 18.67 & 46.24 is 18.67)				19.78
Earnings based Value per share				**18.48**

Calculation of Average Price Earnings of Market & Miscellaneous Sector:

Particulars	Jul-21	Aug-21	Sep-21	Average
Overall Market P/E	19.20	20.02	20.12	**19.78**
Miscellaneous Sector P/E	47.46	51.14	57.56	**52.05**

Considering Lesser P/E of 18.67 & 46.24 is 18.67

Source: DSE Monthly Review.

Method 3: Average market price of similar stock based valuation

Month end close price		
Sl.	**Date**	***Berger Paints Bangladesh Limited**
1	30-Nov-20	1,327.50
2	30-Dec-20	1,429.50
3	31-Jan-21	1,534.90
4	28-Feb-21	1,554.70
5	31-Mar-21	1,754.70
6	29-Apr-21	1,697.80
7	31-May-21	1,765.00
8	30-Jun-21	1,759.50
9	29-Jul-21	1,778.30
10	31-Aug-21	1,779.80
11	30-Sep-21	1,808.40
12	31-Oct-21	1,760.80
Average Price		**1,662.58**

Source: DSE Monthly Review.

***There is no similar stock in SME Market. Hence, average market price of similar stock is calculate with the stock of main market.**

Average market price of similar stock-based valuation (Assumption)

1. The average month end close price of the peer Company from November 2020 to October 2021 is considered.

Rationale for choosing Berger Paints Bangladesh Limited:

There are fourteen Miscellaneous companies listed in the capital market. Among fourteen companies BDPL has taken only Berger Paints Bangladesh Limited because BDPL's nature matches to it.

The management of the Company in consultation with the Issue Managers have set the issue price at Tk. 10.00 each at par value.

Sd/-
Tania Sharmin
Managing Director & CEO
CAPM Advisory Limited

Sd/-
Khandoker Raihan Ali FCA
Managing Director & CEO (CC)
Prime Bank Investment Limited

CHAPTER (XV)

DEBT SECURITIES

(a) The terms and conditions of any debt securities that the issuer company may have issued or is planning to issue within next six months, including their date of redemption or conversion, conversion or redemption features and sinking fund requirements, rate of interest payable, Yield to Maturity, encumbrance of any assets of the issuer against such securities and any other rights the holders of such securities may have:

The Company has not issued or is planning to issue any debt security within six months.

(b) All other material provisions giving or limiting the rights of holders of each class of debt securities outstanding or being offered, for example subordination provisions, limitations on the declaration of dividends, restrictions on the issuance of additional debt or maintenance of asset ratios:

The Company has not issued any debt security.

(c) Name of the trustee(s) designated by the indenture for each class of debt securities outstanding or being offered and describe the circumstances under which the trustee must act on behalf of the debt holders:

The Company has not issued any debt security. So, there is no trustee for this issue.

(d) Repayment or redemption or conversion status of such securities.

The Company has not issued any debt security. So, there is no repayment or redemption or conversion status of such securities.

CHAPTER (XVI)

PARTIES INVOLVED AND THEIR RESPONSIBILITIES

Major Parties Involved		Responsibilities of the Parties
(a) Issue Manager(s)	(1) CAPM Advisory Limited & (2) Prime Bank Investment Limited.	The Issue Manager(s) is responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018 including preparation and disclosures made in the prospectus and other responsibilities as mentioned in the due diligence certificate.
(b) Underwriters	(1) CAPM Advisory Limited (2) Prime Bank Investment Limited (3) Islami Bank Capital Management Limited & (4) AIBL Capital Management Limited	The Underwriter(s) is responsible to underwrite the Qualified Investor Offer on a firm- commitment basis as per requirement of Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules 2018. In case of under-subscription collectively by up to 50% in a Qualified Investor Offer, the unsubscribed portion of securities shall be taken up by the underwriter(s).
i. Auditors	**ARTISAN** Chartered Accountants	Auditors' responsibility is to express an opinion on the financial statements based on the audit. Auditors conducted the audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards required to comply with relevant 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, consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
ii. Cost and Management Accountants	N/A	
iii. Valuer	N/A	

CHAPTER (XVII)

MATERIAL CONTRACTS

(a) Major agreements entered into by the Issuer:

The following are material agreements have been entered into by the Company:

1. Underwriting Agreements between the Company and the Underwriters;
   i. CAPM Advisory Limited
   ii. Prime Bank Investment Limited
   iii. Islami Bank Capital Management Limited &
   iv. AIBL Capital Management Limited

2. Issue Management Agreement between the Company and;
   i. CAPM Advisory Limited &
   ii. Prime Bank Investment Limited.

(b) Material parts of the agreements:

Contract	Material parts of the agreements	
Underwriting agreements with (1) CAPM Advisory Limited (2) Prime Bank Investment Limited (3) Islami Bank Capital Management Limited & (4) AIBL Capital Management Limited	Signing Date:	With CAPM Advisory Limited, Prime Bank Investment Limited, Islami Bank Capital Management Limited & AIBL Capital Management Limited: **September 6, 2021**
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.
	Principal Terms and Condition:	(i) The QIO shall stand cancelled if at least 50% of the QIO is not subscribed. (ii) In case of under subscription, underwriters shall take the under-subscribed securities up to 50% of the QIO. (iii) Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018, the Qualified Investor Offer Rules shall prevail. (iv) Prior to the sending of the Prospectus, the Company shall obtain a consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and provide for payment of initial underwriting commission not exceeding 0.25% on the amount underwritten. (v) The Issuer shall **within 10 (Ten) days** of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Bangladesh Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares **within 15 (Fifteen) days** of the date of said notice and the said amount shall have to be credited into shares subscription account within

		the said period. (vi) In any case **within 7 (seven) days** after the expiry of the aforesaid **15 (fifteen) days**, the Company shall send proof of subscription and payment by the Underwriters to the Commission. In the case of failure by the underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.

Contract	Material parts of the agreements	
Issue Management Agreements with i. CAPM Advisory Limited & ii. Prime Bank Investment Limited	Signing Date:	With CAPM Advisory Limited and Prime Bank Investment Limited: **25 July, 2021**
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement
	Principal Terms and Condition:	(i) According to Article 2.2; the scope of the services to be rendered by the ISSUE MANAGER to the ISSUER under this agreement shall cover Regulatory Compliance, Underwriting Co-operation and after consent tasks. (ii) According to Article 2.3; The ISSUE MANAGER takes the responsibility to take such steps as are necessary to ensure completion of allotment and dispatch of letters of allotment and refund warrants to the applicants according to the basis of allotment approved by the Bangladesh Securities and Exchange Commission. The ISSUER undertakes to bear all expenses relevant to share application processing, allotment, and dispatch of letters of allotment and refund warrant. The ISSUER shall also bear all expenses related to printing and issuance of share certificate and connected govt. stamps and hologram expenses. (iii) According to Article 3.1; without prejudice ISSUER hereby declares that it agrees to comply with all statutory formalities under Companies Act, Guidelines issued by Bangladesh Securities and Exchange Commission and other relevant status to enable it to make the issue. (iv) According to Article 6.1; The ISSUE MANAGER hereby undertake to keep in strict compliance all information (whether written or oral) proprietary documents and data secured in connection with or as a result of this Agreement (Confidential Information) and shall limit the availability of such information to employees, who have a need to see and use it for the express and limited purpose stated in this Agreement.

		(v) According to Article 8.1; The Issuer and ISSUE MANAGER shall ensure compliance of the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2018, The Listing Regulations of Stock Exchanges, The Companies Act, 1994, the Securities and Exchange (Amendment) Act, 2012 and other relevant rules, regulations, practices, directives, guidelines etc.

(c) Fees payable to different parties

Commission for underwriters:

Sl.	Name of the Parties	Role	Underwritten Amount	Underwriting Commission	Fees Payable
1	CAPM Advisory Limited	Underwriter	20,000,000	50,000	0.25% on 50% of the Total QIO amount (i.e., Tk. 150,000.00)
2	Prime Bank Investment Limited		10,000,000	25,000	
3	Islami Bank Capital Management Limited		20,000,000	50,000	
4	AIBL Capital Management Limited		10,000,000	25,000	
Total			**60,000,000**	**150,000**	

Fees for Issue Managers:

Sl.	Name of the Parties	Role	Issue Management Fee	Fees Payable
1	CAPM Advisory Limited	Issue Manager	200,000	Maximum Tk. 300,000.00
2	Prime Bank Investment Limited		100,000	
Total			**300,000**	

CHAPTER (XVIII)

OUTSTANDING LITIGATIONS, FINE OR PENALTY

(a) **The following outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority:**

The issuer or any of its directors was not involved in any of the following type of legal proceedings mentioned below;

(i) **Litigation involving Civil Laws:** No cases filed against the company or any of its directors.
(ii) **Litigation involving Criminal Laws:** No cases filed against the company or any of its directors.
(iii) **Litigation involving Securities, Finance and Corporate Laws:** No cases filed against the company or any of its directors.
(iv) **Litigation involving Labor Laws:** No cases filed against the company or any of its directors.
(v) **Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties):** No cases filed against the company or any of its directors.
(vi) **Litigation involving any other Laws:** No cases filed against the company or any of its directors.

(b) **Outstanding cases filed by the Company or any of its directors:**

There are no cases including outstanding case filed by the issuer or any of its directors to any of the following types of legal proceedings mentioned below;

(i) **Litigation involving Civil Laws:** No cases filed by the company or any of its directors except for the purpose of collection of trade receivables.
(ii) **Litigation involving Criminal Laws:** No cases filed by the company or any of its directors.
(iii) **Litigation involving Securities, Finance and Corporate Laws:** No cases filed by the company or any of its directors.
(iv) **Litigation involving Labor Laws:** No cases filed by the company or any of its directors.
(v) **Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties):** No cases filed by the Company or any of its directors except the following:

Income Year	Assessment Year	Status
Jun 30, 2018	2018-2019	The Company's income tax assessment has been completed for the assessment year 2017-2018 & 2018-2019 under the Taxes Circle-294 (Companies), Taxes Zone-14, Dhaka. The Company has made an appeal to Commissioner (Appeal), Tax Zone-02, Dhaka for the Assessment year 2017-2018 & 2018-2019.
Jun 30, 2017	2017-2018	

(vi) **Litigation involving any other Laws:** No cases filed by the company or any of its directors.

CHAPTER (XIX)

RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

(i) Internal risk factors may include, among others:

a) **Credit Risk:** This is the risk of default on a debt that may arise because of default by the borrower to pay the loan. In operating any business there is always credit risk lies in the business. As there is always lending and borrowing between parties in the form of money and goods.

Management Perception: *Credit Risk mainly lies with Financial Institutions. Since BD Paints Ltd. (BDPL) is involved in manufacturing* and marketing of different kind of paints*, there is no such credit risk. Regarding credit sales, company tries to ensure credit policy so that operating cycle can be efficient comparing to other competitors.*

b) **Liquidity Risk:** The risk that a company may be unable to meet short term financial demands. This usually occurs due to the inability to convert its current assets to cash without a loss of capital or income. Liquidity is a common phenomenon of the business.

Management Perception: *Finance is an arts and science of managing fund so that it can manage working capital in efficient way. BD Paints Ltd. (BDPL) is also doing its level best to manage working capital management in efficient way to maintain liquidity risk. Management is dealing with accounts payable, inventory and accounts receivable efficiently.*

c) **Risk associated with the issuer's interest in subsidiaries, joint ventures and associates:** If the subsidiaries make loss, it affects parent company's balance sheet. In case of associate, there is chance of decline value of investment in associate company. As for joint venture, a joint venture (JV) is a business arrangement in which two or more parties agree to pool their resources for the purpose of accomplishing a specific task. This task can be a new project or any other business activity. In a joint venture (JV), each of the participants is responsible for profits, losses and costs associated with it.

Management Perception: *BD Paints Ltd. (BDPL) has no subsidiary, associate and joint venture.*

d) **Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the issuer:** There is risk involved in having limited number of customer and losing of that particular customer has negative impact on company's sales and cash flow as well.

Management Perception: *The Management is always keen to find out new buyers which boost up the sales. The company generates revenues from selling different kinds of paints* products across the country through its dealers. *Hence, the company is not dependent on any particular or limited number of customers to operate the business.*

e) **Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely:** There is also risk involved in having limited number of suppliers as well. Single or few suppliers may exploit the company by price hike, untimely delivery and low quality of product.

Management Perception: *In business, having many suppliers of raw materials helps to get competitive advantage of cheaper price of raw materials. Because, having many suppliers help to bargain with suppliers over price. In addition, having many suppliers help to maintain doing business efficiently. As we hold the views, we are not*

dependent on a single or few suppliers. We have many suppliers from different countries that we have also mentioned in the prospectus.

f) **More than 20% revenue of the issuer comes from sister concern or associate or subsidiary:** Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on others companies. Hence, there is dependency risk.

***Management Perception**: We do not have any sister concerns* and associate or subsidiary.

g) **Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any:** Negative earning and negative operating cash flow risk is the going concern risk for the entity.

***Management Perception:** We have been operating our business efficiently. We do not have any negative earning and negative cash flow from operation.*

h) **Loss making associate/subsidiary/group companies of the issuer:** When associate/ subsidiary/group companies of the issuer are loss making, it affects the issuer and there is negative impact on cash flow of issuer and Balance Sheet as well.

***Management Perception:** We do not have any associate, subsidiary or group of companies.*

i) **Financial weakness and poor performance of the issuer or any of its subsidiary or associates:** Financial weakness and poor performance of the issuer have negative impact on the company. As a result, it will be tough to pay loan interest, debt service and dividend. Future growth will be hampered.

***Management Perception:** Sales is one of the key indicators of success of a business if there is good margin of profit. BD Paints Ltd. (BDPL) has been generating sales growth efficiently.*

j) **Decline in value of any investment:** If investment value decline, it will reduce the profit and assets as well.

***Management Perception:** BD Paints Ltd. do not have any investment.*

k) **Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned:** There is obsolescence risk relating to plant and machinery**.** If the machinery is purchased in second hand or reconditioned, there high risk of repair and maintenance which has impact on profitability of the company.

***Management Perception:** The machineries that are used for BD Paints Ltd. are new machineries.*

l) **Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recall:** It is loan given and taken from related party and directors as well. If company gives such loan without interest to related party, there is interest burden for the company if the money was taken as loan. On the other hand, if such loans are taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

***Management Perception:** There is no as such loan given to related party or loan*

taken from directors.

m) **Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors:** In these cases, there is high chance of compromise among the related companies because of conflict of Interest.

Management Perception: *There is no potential conflict of Interest as we do not have any venture which is in the same line of activity.*

n) **Related party transactions entered into by the company those may adversely affect competitive edge:** Related party transaction of the issuer creates conflict of interest which reduces the competitive advantage of the issuer.

Management Perception: *There is no as such transaction which may adversely affect competitive edge.*

o) **Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan/ credit limit and other banking facilities:** All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants, if it goes against potential investors, will make investors in jeopardy.

Management Perception: *There are no restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement relating to debt or preference shares or any restrictive covenants of Banks in respect of loan or credit limit and other banking facilities.*

p) **Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees:** In such case, company's business operation will be hampered.

Management Perception: *Different kind of strikes are not new in Bangladesh for long time and our business industries are used to dealing with this phenomenon. In relation to wages, we provide competitive wages among the competitors of us.*

q) **Seasonality of the business of the issuer:** It is the risk involving that company is not doing business round the year.

Management Perception: *BD Paints Ltd. manufactures and sells different kind of Paints. The company sells paints products round the years.*

r) **Expiry of any revenue generating contract that may adversely affect the business:** This is the risk of losing customers affecting future sales.

Management Perception: *The Company does not have any revenue generating contract that may adversely affect the business.*

s) **Excessive dependence on debt financing which may adversely affect the cash flow:** Excessive dependence on debt causes huge interest burden of the company and high risk of insolvency that may result in bankruptcy.

Management Perception: *Company is not dependence on any excessive debt financing and there is no long-term debt as well.*

t) **Excessive dependence on any key management personnel absence of whom may have adverse effect on the issuer's business performance:** Excessive dependence on key management affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel are of bad intention, excessive dependence will also affect the business.

Management Perception: *Corporate Governance is well practiced in our company. The company also has well placed o***rganogram in our company. Hence, any change in the key management can be replaced with other persons.**

u) **Enforcement of contingent liabilities which may adversely affect financial condition:** It is the future burden of liabilities that the investors will take on their shoulders**.** Contingent liabilities reduced the assets or create obligation to pay the liabilities.

Management Perception: *We do not have any contingent liabilities which may adversely affect financial condition.*

v) **Insurance coverage not adequately protect against certain risks of damages:** Insurance ensures and protects to deal with uncertainty of future material loss/damage**.** So, insurance coverage is important for the business.

Management Perception: *We have fire insurance is in place.*

w) **Absence of assurance that directors will continue its engagement with Company after expiry of lock in period:** Directors run the company with the accumulated finance from public and other financing source. If directors discontinue running the business, there will be negative impact on business and share price as well.

Management Perception: *Our directors are involved in the business for long time and they will continue the business after expiry of lock in period.*

x) **Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure:** Dividend payment is highly dependent on company's ability to generate profit. If company cannot earn good amount of profit from operation, it is unlikely to pay dividend.

Management Perception: *The Company has been earning profit and a profitable entity. We are in belief that we will be able to pay dividend from our profit.*

y) **History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors:** If there is any non-operation of the company, it creates negative impression**.** Apart from this, short operation history indicates company is gathering knowledge and expertise to be competitive in the market.

Management Perception: *The Company is in paints business for around five years. There was no non-operation history of the company. The company has employed experienced people to run the business under good leadership in the board.*

z) **Risks related to engagement in new type of business, if any:** If it is new business**,** there is risk of viability of the new business.

Management Perception: *There is no as such risk as we are not engaged in any new type of business.*

aa) **Risk in investing the securities being offered with comparison to other available investment options:** If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception: *BD Paints Ltd. is a profitable entity and business growth will continue in the long run. It is not risky in investing securities in comparison with other available investment option.*

bb) **Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law:** *It creates a negative impression on the issuer.*

Management Perception: *There are no as such issues arisen in the history of our company.*

cc) **Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case:** *It creates a negative impression on the issuer.*

Management Perception: *No, we did not have any litigation relating to Tax, VAT or other government claims against of our company.*

Income Year	Assessment Year	Status
Jun 30, 2018	2018-2019	The Company's income tax assessment has been completed for the assessment year 2017-2018 & 2018-2019 under the Taxes Circle-294 (Companies), Taxes Zone-14, Dhaka. The Company has made an appeal to Commissioner (Appeal), Tax Zone-02, Dhaka for the Assessment year 2017-2018 & 2018-2019.
Jun 30, 2017	2017-2018	

dd) **Registered office or factory building or place of operation is not owned by the issuer:** Factory building should be owned by the company**.** Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

Management Perception: Company's registered office and factory is situated at Plot # 17, 22, BSCIC Industrial Area, Kawnia, Barisal. Registered and factory officer is owned by the company. Corporate office is at Plot-117/3, Sataish, Noyabari Road, 27, Tongi, Gazipur, which is rented.

ee) **Lack of renewal of existing regulatory permissions/ licenses:** In this case company is not following the law to renew its all licenses.

Management Perception: *There is no such issue relating to lack of existing regulatory permissions/ licenses.*

ff) **Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates:** Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception: *There is no incident of failure in holding AGM or payment of interest by the issuers. And also the issuer declare no dividend from its inception.*

gg) **Issuances of securities at lower than the QIO offer price within one year:** The management ultimate goal is to maximize the wealth of the company. If share price goes up, it maximizes wealth of the company. On the other hand, if share price goes down, it minimizes the wealth of the company.

Management Perception: *BD Paints Ltd. (BDPL) has been profitable entity. It has potentiality to grow in future. We believe that our QIO price will not be lower within one year.*

hh) **Refusal of application for QIO issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission:** If any refusal happened in the above cases, it will create negative impression to the issuer**.**

Management Perception: *Such cases did not happen for our company.*

(ii) External risk factors may include among others:

a) **Interest Rate Risks:** When interest rate fluctuates, it causes interest risk. Companies who have debt financing are exposed to this risk highly.

Management Perception: *In our country, right now, government is in effort to reduce interest rate in single digit so that business can thrive. As for BD Paints Ltd, the Company does not have any long-term debt financing. Hence, BD Paints Ltd. is not vulnerable to Interest rate risk.*

b) **Exchange Rate Risks:** Foreign exchange risk or currency risk is a financial risk that exists when a financial transaction is denominated in a currency other than that of the base currency of the company. This risk arises when investment's value changed due to the changes in currency exchange rates.

Management Perception: *In the context of Bangladesh Garments and Textiles Industries is the driving force of economy. Bangladesh is the second largest apparel exporter in the world after China. Bangladesh exported garment items worth around $28 billion in 2017-18 fiscal year. Hence, in order to protect exchange risk, Bangladesh Bank, for over the years, has done tremendous job to keep the exchange rate stable. Moreover, macro-economic variable which is beyond our control and exchange risk is adjusted with price.*

c) **Industry Risks:** Industry risk is related with the factors affecting the company such as Raw Material, labor, demand of the product, government policy to the sector, competitor's rivalry.

Management Perception: *BD Paints Ltd. is aware of the above fact. Industry risk is inherent in any kind of business. At the moment industry is favoring for operating business.*

d) **Economic and Political risks:** This risk can be described as the likelihood that an investment will be affected by macroeconomic conditions such as government regulation, exchange rates, or political stability. In other words, while financing a project, the risk that the output of the project will not produce adequate revenues for covering operating costs and repaying the debt obligations. In a nutshell, economic risk refers to the risk that a venture will be economically unsustainable due to various reasons.

Management Perception: *Bangladesh economy is enjoying 7% economic growth and expected economic growth by the government is 7.5%. As a result, huge development work is underway by the govt. Hence, huge expensive infrastructure*

has been under construction that will create employment and per capita income is going up as well. As economy is expanding, so is our business viability and profitability.
Political risks: Bangladesh experienced with political unrest for over the years. Political instability hampers the smooth operation of business.

Management Perception: *Nowadays calm and serene atmosphere is prevailing in our country. There is no political chaos as was at the beginning of 2014. Government is industry friendly and trying to its level best to boost up economic activities in the country.*

e) **Market and Technology-related Risks;**

Market risks: *BD Paints Ltd.* is operating in a free market economy regime. The company might have to face stiff competition from its competitors.

Management perception: *Market risk is dealt with efficiently by the experienced management.*

Technology-related risks: Technology always plays a vital role for each and every type of business. Innovation of new and cost-effective technology can increase productivity and reduce costs of production. On the other hand, obsolete technology may have a negative impact on the business.

Management perception: *Because of nature of the business BD Paints Ltd. applies the latest technology to deal with its operation. If it is does not uses latest technology, it will not be able to cope with the competitors.*

f) **Potential or existing government regulations:** Potential or existing Govt. regulations may hamper the smooth operation of the industry.

Management perception: *The Company is enjoying good atmosphere in operating our business. Government regulations are favorable for the company.*

g) **Potential or existing changes in global or national policies:** Policies from govt has a positive or negative impact on any company along with existing changes in globally.

Management perception: *Nowadays global and national policies do not change without prior notice. For potential changes in policies, local and global leaders consider different issues including industries opinion. We are optimistic that if any policies change unpredictably, we can improvise with new policies without hampering our smooth operation.*

h) **Statutory clearances and approvals those are yet to be received by the issuer:** Statutory clearance and approval is imperative for any business to start off. There are many statutory clearances and approvals need from the regulatory authority in order to be monitored, controlled and guided.

Management Perception: *BD Paints Ltd. has been running its business for around five years. The company has collected all the statutory clearance to operate the business. Hence, there are no as such risks for the Company.*

i) **Competitive condition of the business:** *BD Paints Ltd. (BDPL)* is operating in a free market economy. The company has to face stiff competition from its competitors.

Management Perception: *BD Paints Ltd. (BDPL) has been in the market over the years. The Company is doing well to be competitive with competitors. Hence, there is always check and balance existed among the rivalry companies.*

j) **Complementary and supplementary products/services which may have an impact on business of the issuer:** Complementary goods or services that are used in conjunction with another goods or services. Usually, the complementary goods have no value when consumed alone, but when combined with another good or service, it adds to the overall value of the offering. A product can be considered a complement when it shares a beneficial relationship with another product offering. Supplementary goods are two goods that are used together. For example, if we have a car, we also need petrol to run the car. Supplementary goods have a negative cross elasticity of demand. For instance, when price of petrol goes up, demand for petrol and cars goes down.

Management Perception: *The Company has not faced any challenges relating to supplementary and complementary products and Management are concerned with the issue. In future, if necessary, management may diversify the product to be competitive over the competitors.*

CHAPTER (XX)

DESCRIPTION OF THE ISSUE

(a) Issue Size: Taka 120,000,000.00

(b) Number of securities to be issued;
The Company will offer 12,000,000 Ordinary Shares to Qualified Investor (EI).

(c) Authorized capital and paid-up capital;

Particular	Amount in Tk.
Authorized Capital 100,000,000 Ordinary Share of Tk.10.00 each	1,000,000,000.00
Issued, Subscribed and Paid up Capital **Before QIO** 50,000,000 Ordinary Shares of Taka 10.00 each	500,000,000.00
Qualified Investor Offer through Fixed Price Method 12,000,000 Ordinary Shares of Taka 10.00 each	120,000,000.00
Post QIO Paid up Capital	**620,000,000.00**

(d) Face value, premium and offer price per unit of securities;

Face value per Share	Tk. 10.00 each
Premium	-
Offer Price per Share	Tk. 10.00 each

(e) Holding structure of different classes of securities before and after the issue;

Sl. No.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-QIO	Post-QIO	Pre-QIO	Post-QIO
1	Director & Sponsor	19,573,500	19,573,500	39.15%	31.57%
2	Other than Director & Sponsor	30,426,500	30,426,500	60.85%	49.08%
3	Qualified Investor (QI)	-	12,000,000	0.00%	19.35%
Total		**50,000,000**	**62,000,000**	**100.00%**	**100.00%**

(f) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital.

Proceeds from Qualified Investor Offer (QIO) will be used for working capital.

SL. No.	Particulars	Amount in Taka
1	Construction of building & other civil works	17,013,128
2	Acquisition and Installation of machineries and equipments	55,000,000
3	Working Capital (Raw Materials Purchase)	45,443,872
4	QIO Expenses	2,543,000
Total		**120,000,000**

Feasibility report is not required by us since we are not going to introduce new project.

CHAPTER (XXI)

USE OF PROCEEDS

(a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up;
Sources of Fund:

Particulars	Amount in BDT
Number of Shares issue under Qualified Investor Offer (QIO)	12,000,000
Issue price-at par	10
Total Amount	**120,000,000**

Proceeds from Qualified Investor Offer (QIO) will be used for working capital and for QIO Expenses.

SL. No.	Particulars	Location	Amount in Taka
1	Construction of building & other civil works	Kawnia, BSCIC, Barisal	17,013,128
2	Acquisition and Installation of machineries and equipments	*Kawnia, BSCIC, Barisal & Fulbaria, Gazipur	55,000,000
3	Working Capital (Raw Materials Purchase)		45,443,872
4	QIO Expenses [Details beakdown is at page no. 63]		2,543,000
Total			**120,000,000**

*22 Number of Machinery would be installe in Kawnia, BSCIC, Barisal & 10 Machinery in Fulbaria, Kaliakoir, Gazipur Factory.
Details of building & other civil works:

4-Storied Administrative & Sales Office Building (1,250 sft. per floor)

Particular	Amount in Taka
Up to Grade Beam & Others	1,214,140
Ground Floor	3,949,747
1st Floor	3,949,747
2nd Floor	3,949,747
3rd Floor	3,949,747
Total	**17,013,128**

	(i) Up to Grade Beam & Others	Amount in Taka
1	Drawings including elevation and section of building layoot plan of column beam, Brick wall, toilet, Partition, Stair case, windows, doors etc.-	25,000
2	Foundation Work	162,800
3	Base Casting work (15 nos, Size-6'x6')	306,700
4	Short column (15nos.4'-0" Hight, 12"X12")	66,340
5	Grade Beam (12"X12", 275sft,)	166,300
6	**Others**	
6.1	Safety tank	130,000
6.2	Reserved Tank	110,000
6.3	Gate Collapsible	250,000
	Total	**1,217,140**
7	Ground Floor	3,946,747
8	1st Floor	3,949,747
9	2nd Floor	3,949,747
10	3rd Floor	3,949,747
	Grand Total	**17,013,128**

SL. No. (i) Up to Grade Beam & Others

1	Drawings including elevation and section of building layoot plan of column beam, Brick wall, Toilet, Partition, Stair case, windows, doors etc.-	25,000
	Total	**25,000**

2 Foundation Work

Iteams	Unit	Qty	Materias Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Earth Catting	cft.	3,240	-	-	14	45,360	45,360
12" Sand Filling (Sythet)	cft.	600	52	31,200	10	6,000	37,200
3" Brick Solling	sft.	600	48	28,800	12	7,200	36,000
33" CC	cft.	140	-	-	14	1,960	1,960
Cement HolCem	Bag	28	480	13,440	-	-	13,440
Sylhet Sand	cft.	70	52	3,640	-	-	3,640
3/4" Stone Chips	cft.	140	180	25,200	-	-	25,200
							162,800

3 Base Casting work (15 nos, Size-6'x6')

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Rebar 16 mm	Kg.	1,225	72	88,200	-	-	88,200
3/4 " Stone Chips	cft.	675	180	121,500	-	-	121,500
Cement HolCem	Bag	135	480	64,800	-	-	64,800
Sylhet Sand	cft.	350	52	18,200	-	-	18,200
Labor	cft.	-	-	-	-	14,000	14,000
							306,700

4 Short column (15nos.4'-0" Hight, 12"X12")

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Rebar 16 mm	Kg.	550	72	39,600	-	-	39,600
3/4 Stone Chips	cft.	70	180	12,600	-	-	12,600
Cement HolCem	Bag	14	480	6,720	-	-	6,720
Sylhet Sand	cft.	35	52	1,820	-	-	1,820
Labor	cft.	-	-	-	-	5,600	5,600
							66,340

5 Grade Beam (12"X12", 275sft,)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Rebar 16 mm	Kg.	800	72	57,600	-	-	57,600
3/4 Stone Chips	cft.	275	180	49,500	-	-	49,500
Cement HolCem	Bag	55	480	26,400	-	-	26,400
Sylhet Sand	cft.	150	52	7,800	-	-	7,800
Labor	cft.	-	-	-	-	25,000	25,000
							166,300

6 Others

6.1 Safety tank

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
70 User (15000 ltr.) RCC	-	1	-	130,000	-	-	130,000
							130,000

6.2 Reserved Tank

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
7000 ltr. RCC.	-	1	-	110,000	-	-	110,000
							110,000

6.3 Gate Collapsible

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
M.S. Iron (Double) 5mm	-	2	-	250,000	-	-	250,000
							250,000

7 Ground Floor

7.1	Steel Column (15 nos, Size 8"X18" T=25 mm)	1,061,990
7.2	3" Angle (1792rft)	611,040
7.3	RCC Roof Floor 1250 sft.	429,000
7.4	Partition Wall, 1814 sft, T=125 mm	161,002
7.5	Plaster, 3628 sft,	95,620
7.6	Floor, 1250 sft, T-150mm	298,200
7.7	Electrics Work 1250 sft.	150,000
7.8	Plumbing work 1250 sft.	351,750

7.9	Thai Aluminum Work	326,915
7.10	Tiles Work 1250 sft.	232,030
7.11	Color	150,000
7.12	Grill Work	79,200
		3,946,747

7.1 Steel Column (15 nos, Size 8"X18" T=25 mm)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Steel Column (250 rft)	Kg.	2,110	195	411,450	-	-	411,450
Nut- Bolt 8" 16mm Dia	nos	400	56	22,400	-	-	22,400
Steel Beam (275 rft)	Kg.	1,860	195	362,700	-	-	362,700
Nut- Bolt 8" 16mm Dia	nos	340	56	19,040	-	-	19,040
Steel Sheet (140sft)	Kg.	380	155	58,900	-	-	58,900
Labor	sft.	1,250	-	-	150	187,500	187,500
							1,061,990

7.2 3" Angle (1792rft)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Angle (T=8mm)	Kg.	2,478	110	272,580	-	-	272,580
Steel Sheet (1250sft) T=20mm	Kg.	1,300	155	201,500	-	-	201,500
Nut- Bolt 4" 16mm Dia	nos	840	44	36,960	-	-	36,960
Labor	sft.	1,250	-	-	80	100,000	100,000
							611,040

7.3 RCC Roof Floor 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Rebar 12 mm	Kg.	1,400	72	100,800	-	-	100,800
3/4 " Stone Chips	cft	625	180	112,500	-	-	112,500
Cement HolCem	Bag	125	480	60,000	-	-	60,000
Sylhet Sand	cft	350	52	18,200	-	-	18,200
Labor	cft	1,250	-	-	110	137,500	137,500
							429,000

7.4 Partition Wall, 1814 sft, T=125 mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks	Nos	7,256	12	87,072	-	-	87,072
Cement HolCem	Bag	55	480	26,400	-	-	26,400
Sand (Tok)	cft	450	25	11,250	-	-	11,250
Labor	sft	1,814		-	20	36,280	36,280
							161,002

7.5 Plaster, 3628 sft,

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Cement HolCem	Bag	65	480	31,200	-	-	31,200
Sand (Tok)	cft	400	25	10,000	-	-	10,000
Labor	sft	3,628	-	-	15	54,420	54,420
							95,620

7.6 Floor, 1250 sft, T-150mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks Soling	nos.	3,750	12	45,000	-	-	45,000
3/4" Stone Chips	cft.	625	180	112,500	-	-	112,500
Cement HolCem	Bag.	125	480	60,000	-	-	60,000
Sand (Sylhet)	cft.	350	52	18,200	-	-	18,200
Labor	sft.	1,250	-	-	50	62,500	62,500
							298,200

7.7 Electrics Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Point, Swich, Board, Line etc	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

7.8 Plumbing work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Plumbing work	sft.	1,250	75	93,750	20	25,000	118,750

Sanitary Fittings	-	-	-	233,000	-	-	233,000
							351,750

7.9 Thai Aluminum Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 nos.	sft.	660	319	210,540	-	-	210,540
Door 7 nos.	sft.	245	475	116,375	-	-	116,375
							326,915

7.10 Tiles Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Floor Tiles	sft.	1,250	130	162,500	25	31,250	193,750
Wall Tiles	sft.	264	120	31,680	25	6,600	38,280
							232,030

7.11 Color

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Color work	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

7.12 Grill Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 nos.	sft.	660	120	79,200	-	-	79,200
							79,200

8 1st Floor

8.1	Steel Column (15 nos, Size 8"X18" T=25 mm)	1,061,990
8.2	3" Angle (1792rft)	611,040
8.3	RCC Roof Floor 1250 sft.	429,000
8.4	Partition Wall, 1814 sft, T=125 mm	161,002
8.5	Plaster, 3628 sft,	95,620
8.6	Floor, 1250 sft, T-150mm	298,200
8.7	Electrics Work 1250 sft.	150,000
8.8	Plumbing work 1250 sft.	351,750
8.9	Thai Aluminum Work	326,915

8.10	Tiles Work 1250 sft.	232,030
8.11	Color	150,000
8.12	Grill Work	79,200
		3,946,747

8.1 Steel Column (15 nos, Size 8"X18" T=25 mm)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Steel Column (250 rft)	Kg.	2,110	195	411,450	-	-	411,450
Nut- Bolt 8" 16mm Dia	nos	400	56	22,400	-	-	22,400
Steel Beam (275 rft)	Kg.	1,860	195	362,700	-	-	362,700
Nut- Bolt 8" 16mm Dia	nos	340	56	19,040	-	-	19,040
Steel Sheet (140sft)	Kg.	380	155	58,900	-	-	58,900
Labor	sft.	1,250	-	-	150	187,500	187,500
							1,061,990

8.2 3" Angle (1792rft)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Angle (T=8mm)	Kg.	2,478	110	272,580	-	-	272,580
Steel Sheet (1250sft) T=20mm	Kg.	1,300	155	201,500	-	-	201,500
Nut- Bolt 4" 16mm Dia	nos	840	44	36,960	-	-	36,960
Labor	sft.	1,250	-	-	80	100,000	100,000
							611,040

8.3 RCC Roof Floor 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Rebar 12 mm	Kg.	1,400	72	100,800	-	-	100,800
3/4 " Stone Chips	cft	625	180	112,500	-	-	112,500
Cement HolCem	Bag	125	480	60,000	-	-	60,000
Sylhet Sand	cft	350	52	18,200	-	-	18,200
Labor	cft	1,250	-	-	110	137,500	137,500
							429,000

8.4 Partition Wall, 1814 sft, T=125 mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks	nos	7,256	12	87,072	-	-	87,072
Cement HolCem	Bag	55	480	26,400	-	-	26,400
Sand (Tok)	cft	450	25	11,250	-	-	11,250
Labor	sft	1,814	-	-	20	36,280	36,280
							161,002

8.5 Plaster, 3628 sft,

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Cement HolCem	Bag	65	480	31,200	-	-	31,200
Sand (Tok)	cft	400	25	10,000	-	-	10,000
Labor	sft	3,628	-	-	15	54,420	54,420
							95,620

8.6 Floor, 1250 sft, T-150mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks Soling	nos.	3,750	12	45,000	-	-	45,000
3/4" Stone Chips	cft.	625	180	112,500	-	-	112,500
Cement HolCem	Bag.	125	480	60,000	-	-	60,000
Sand (Sylhet)	cft.	350	52	18,200	-	-	18,200
Labor	sft.	1,250	-	-	50	62,500	62,500
							298,200

8.7 Electrics Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Point, Swich, Board, Line etc.	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

8.8 Plumbing work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Plumbing work	sft.	1,250	75	93,750	20	25,000	118,750

Sanitary Fittings	-	-	-	233,000	-	-	233,000
							351,750

8.9 Thai Aluminum Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 nos.	sft.	660	319	210,540			210,540
Door 7 nos.	sft.	245	475	116,375			116,375
							326,915

8.10 Tiles Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Floor Tiles	sft.	1,250	130	162,500	25	31,250	193,750
Wall Tiles	sft.	264	120	31,680	25	6,600	38,280
							232,030

8.11 Color

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Color work	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

8.12 Grill Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 Nos.	sft.	660	120	79,200	-	-	79,200
							79,200

9 2nd Floor

9.1	Steel Column (15 nos, Size 8"X18" T=25 mm)	1,061,990
9.2	3" Angle (1792rft)	611,040
9.3	RCC Roof Floor 1250 sft.	429,000
9.4	Partition Wall, 1814 sft, T=125 mm	161,002
9.5	Plaster, 3628 sft,	95,620
9.6	Floor, 1250 sft, T-150mm	298,200
9.7	Electrics Work 1250 sft.	150,000

9.8	Plumbing work 1250 sft.	351,750
9.9	Thai Aluminum Work	326,915
9.10	Tiles Work 1250 sft.	232,030
9.11	Color	150,000
9.12	Grill Work	79,200
		3,946,747

9.1 Steel Column (15 nos, Size 8"X18" T=25 mm)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Steel Column (250 rft)	Kg.	2,110	195	411,450	-	-	411,450
Nut- Bolt 8" 16mm Dia	nos	400	56	22,400	-	-	22,400
Steel Beam (275 rft)	Kg.	1,860	195	362,700	-	-	362,700
Nut- Bolt 8" 16mm Dia	nos	340	56	19,040	-	-	19,040
Steel Sheet (140sft)	Kg.	380	155	58,900	-	-	58,900
Labor	sft.	1,250	-	-	150	187,500	187,500
							1,061,990

9.2 3" Angle (1792rft)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Angle (T=8mm)	Kg.	2,478	110	272,580	-	-	272,580
Steel Sheet (1250sft) T=20mm	Kg.	1,300	155	201,500	-	-	201,500
Nut- Bolt 4" 16mm Dia	nos	840	44	36,960	-	-	36,960
Labor	sft.	1,250	-	-	80	100,000	100,000
							611,040

9.3 RCC Roof Floor 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Rebar 12 mm	Kg.	1,400	72	100,800	-	-	100,800
3/4 " Stone Chips	cft	625	180	112,500	-	-	112,500
Cement HolCem	Bag	125	480	60,000	-	-	60,000
Sylhet Sand	cft	350	52	18,200	-	-	18,200
Labor	cft	1,250	-	-	110	137,500	137,500
							429,000

9.4 Partition Wall, 1814 sft, T=125 mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks	nos	7,256	12	87,072	-	-	87,072
Cement HolCem	Bag	55	480	26,400	-	-	26,400
Sand (Tok)	cft	450	25	11,250	-	-	11,250
Labor	sft	1,814	-	-	20	36,280	36,280
							161,002

9.5 Plaster, 3628 sft,

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Cement HolCem	Bag	65	480	31,200	-	-	31,200
Sand (Tok)	cft	400	25	10,000	-	-	10,000
Labor	sft	3,628	-	-	15	54,420	54,420
							95,620

9.6 Floor, 1250 sft, T-150mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks Soling	nos.	3,750	12	45,000	-	-	45,000
3/4" Stone Chips	cft.	625	180	112,500	-	-	112,500
Cement HolCem	Bag.	125	480	60,000	-	-	60,000
Sand (Sylhet)	cft.	350	52	18,200	-	-	18,200
Labor	sft.	1,250	-	-	50	62,500	62,500
							298,200

9.7 Electrics Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Point, Swich, Board, Line etc	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

9.8 Plumbing work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Plumbing work	sft.	1,250	75	93,750	20	25,000	118,750

Sanitary Fittings	-	-	-	233,000	-	-	233,000
							351,750

9.9 Thai Aluminum Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 nos.	sft.	660	319	210,540	-	-	210,540
Door 7 nos.	sft.	245	475	116,375	-	-	116,375
							326,915

9.10 Tiles Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Floor Tiles	sft.	1,250	130	162,500	25	31,250	193,750
Wall Tiles	sft.	264	120	31,680	25	6,600	38,280
							232,030

9.11 Color

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Color work	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

9.12 Grill Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 nos.	sft.	660	120	79,200	-	-	79,200
							79,200

10 3rd Floor

10.1	Steel Column (15 nos, Size 8"X18" T=25 mm)	1,061,990
10.2	3" Angle (1792rft)	611,040
10.3	RCC Roof Floor 1250 sft.	429,000
10.4	Partition Wall, 1814 sft, T=125 mm	161,002
10.5	Plaster, 3628 sft,	95,620
10.6	Floor, 1250 sft, T-150mm	298,200
10.7	Electrics Work 1250 sft.	150,000
10.8	Plumbing work 1250 sft.	351,750
10.9	Thai Aluminum Work	326,915

10.10	Tiles Work 1250 sft.	232,030
10.11	Color	150,000
10.12	Grill Work	79,200
		3,946,747

10.1 Steel Column (15 nos, Size 8"X18" T=25 mm)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Steel Column (250 rft)	Kg.	2,110	195	411,450	-	-	411,450
Nut- Bolt 8" 16mm Dia	nos	400	56	22,400	-	-	22,400
Steel Beam (275 rft)	Kg.	1,860	195	362,700	-	-	362,700
Nut- Bolt 8" 16mm Dia	nos	340	56	19,040	-	-	19,040
Steel Sheet (140sft)	Kg.	380	155	58,900	-	-	58,900
Labor	sft.	1,250	-	-	150	187,500	187,500
							1,061,990

10.2 3" Angle (1792rft)

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Angle (T=8mm)	Kg.	2,478	110	272,580	-	-	272,580
Steel Sheet (1250sft) T=20mm	Kg.	1,300	155	201,500	-	-	201,500
Nut- Bolt 4" 16mm Dia	nos	840	44	36,960	-	-	36,960
Labor	sft.	1,250	-	-	80	100,000	100,000
							611,040

10.3 RCC Roof Floor 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Rebar 12 mm	Kg.	1,400	72	100,800	-	-	100,800
3/4 " Stone Chips	cft	625	180	112,500	-	-	112,500
Cement HolCem	Bag	125	480	60,000	-	-	60,000
Sylhet Sand	cft	350	52	18,200	-	-	18,200
Labor	cft	1,250	-	-	110	137,500	137,500
							429,000

10.4 Partition Wall, 1814 sft, T=125 mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks	nos	7,256	12	87,072	-	-	87,072
Cement HolCem	Bag	55	480	26,400	-	-	26,400
Sand (Tok)	cft	450	25	11,250	-	-	11,250
Labor	sft	1,814	-	-	20	36,280	36,280
							161,002

10.5 Plaster, 3628 sft,

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Cement HolCem	Bag	65	480	31,200	-	-	31,200
Sand (Tok)	cft	400	25	10,000	-	-	10,000
Labor	sft	3,628	-	-	15	54,420	54,420
							95,620

10.6 Floor, 1250 sft, T-150mm

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
No-1 Bricks Soling	Nos.	3,750	12	45,000	-	-	45,000
3/4" Stone Chips	Cft.	625	180	112,500	-	-	112,500
Cement HolCem	Bag.	125	480	60,000	-	-	60,000
Sand (Sylhet)	Cft.	350	52	18,200	-	-	18,200
Labor	Sft.	1,250	-	-	50	62,500	62,500
							298,200

10.7 Electrics Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Point, Swich, Board, Line etc	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

10.8 Plumbing work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Plumbing work	sft.	1,250	75	93,750	20	25,000	118,750

Sanitary Fittings	-	-	-	233,000	-	-	233,000
							351,750

10.9 Thai Aluminum Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 nos.	sft.	660	319	210,540	-	-	210,540
Door 7 nos.	sft.	245	475	116,375	-	-	116,375
							326,915

10.10 Tiles Work 1250 sft.

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Floor Tiles	sft.	1,250	130	162,500	25	31,250	193,750
Wall Tiles	sft.	264	120	31,680	25	6,600	38,280
							232,030

10.11 Color

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Color work	sft.	1,250	90	112,500	30	37,500	150,000
							150,000

10.12 Grill Work

Items	Unit	Qty	Materials Cost		Labor Cost		Amount in Taka
			Rate	Tk.	Rate	Tk.	
Window 22 nos.	sft.	660	120	79,200	-	-	79,200
							79,200

Details of acquisition and installation of machineries and equipments:

Imported Machinery	33,649,616
Local Machinery	18,890,000
Total	**52,539,616**

Details of acquisition and installation of Imported Machinery:

Water base & Solvent base Machine:

Sl.	Description/Machine Name	Model No.	Machine Capacity Per Batch in ltr.	Supplier Name	Unit Price in USD	Quantity	Total price in USD	Total Price in BDT	Location/ Installation Area
1	High Speed Double Shaft Disperser (TSD)	FD75	3000L	Shanghai Rucca Mechanical & Electrical Technology Co. Ltd.	17,400	2	34,800	2,958,000	Kawnia, BSCIC, Barisal & Fulbaria, Gazipur
2	Single Shaft Dispersing Machine (HSD)	MS22	1000L	Shanghai Rucca Mechanical & Electrical Technology Co. Ltd.	9,800	2	19,600	1,666,000	Kawnia, BSCIC, Barisal & Fulbaria, Gazipur
3	Horizontal Sand Mill	DF30	120L-200L	Shanghai Rucca Mechanical & Electrical Technology Co. Ltd.	21,300	2	42,600	3,621,000	Kawnia, BSCIC, Barisal & Fulbaria, Gazipur
4	Horizontal Ribbon Mixer	MR 2.5	2500L	Shanghai Rucca Mechanical & Electrical Technology Co. Ltd.	22,000	1	22,000	1,870,000	Kawnia, BSCIC, Barisal
5	Lab Dispersing Machine	BPF	2L-5L	Shanghai Rucca Mechanical & Electrical Technology Co. Ltd.	1,000	3	3,000	255,000	1 in BSCIC, Barisal & 2 in Fulbaria, Gazipur
6	Vertical Beed Mill	Bead Mill	500L	Shanghai Rucca Mechanical & Electrical Technology Co. Ltd.	8,100	1	8,100	688,500	Kawnia, BSCIC, Barisal
7	Lab disk Type Horizontal Bead Mill	Lab-Bead	500ml-1000ml	Shanghai Rucca Mechanical & Electrical	5,500	1	5,500	467,500	Kawnia, BSCIC, Barisal

				Technology Co. Ltd.					
8	High Speed Dissolved	Hudrualic Type	50 HP	Telematrix Engineers & Consultant, India	23,145	1	23,145	1,967,325	Kawnia, BSCIC, Barisal
9	Automatic Color Dispenser Machine	A1 Automatic Dispenser	500ml-25L	Santint Zhengzhou Sanhua Technology & Industry Co. Ltd.	1,850	25	46,250	3,931,250	25 Exclusive Dealer Point
10	Lab Equipment	Basic (2 Set)		Komal Scientific Co., India	41,560	2	83,120	4,238,950	Kawnia, BSCIC, Barisal & Fulbaria, Gazipur
Sub Total							**288,115**	**24,489,775**	

Filling Machine:

SI No	Description	Model No.	Machine Capacity ltr	Supplier Name	Unit Price in USD	Quantity	Total price in USD	Total Price in BDT	Location/ Installation Area
1	Gravity Type Automatic Filling Machine	DCS-30GY	18.2L (Water base)	Huixin Tech, Guangzhou	6,450	2	12,900	1,096,500	Kawnia, BSCIC, Barisal & Fulbaria, Gazipur
2	Gravity Type Automatic Filling Machine	DCS-30GY-L	3.64L-0.91L (Water base)	Huixin Tech, Guangzhou	6,450	2	12,900	1,096,500	Kawnia, BSCIC, Barisal & Fulbaria, Gazipur
3	Gravity Type Automatic Filling Machine	DCS-30GY-FBC10L	3.64L-50ML (Solvent base)	Huixin Tech, Guangzhou	6,770	2	13,540	1,150,900	Kawnia, BSCIC, Barisal & Fulbaria, Gazipur
4	Gravity Type Automatic Filling Machine	DCS-30GY-FB	18.2L (Solvent base)	Huixin Tech, Guangzhou	25,250	1	25,250	2,146,250	Kawnia, BSCIC, Barisal
	Sub Total						**50,500**	**4,292,500**	
	Total						**338,615**	**28,782,275**	
Local Cost of Duty, Port Charge, C&F, Insurance on Import Machinery (28,782,275)						15%		4,317,341	
Transportation, Installation, etc.								550,000	
Total (Total Cost of Imported Machinery)								**33,649,616**	

Details of acquisition and installation of Local Machinery:

Sl No	Description/ Machine Name	Machine Capacity Per Batch in ltr	Supplier Name	Unit Price in BDT.	Quantity	Total Price in BDT	Location/ Installation Area
1	Atrator Machine	350L-500L	Anha Enterprise	3,500,000	1	3,500,000	Kawnia, BSCIC, Barisal
2	Atrator Machine	100L-200L	Anha Enterprise	2,250,000	1	2,250,000	Kawnia, BSCIC, Barisal
3	Industrial Printer Machine		Anha Enterprise	850,000	1	850,000	Kawnia, BSCIC, Barisal
4	Hand Held Date Cooding Printer		Anha Enterprise	120,000	2	240,000	Kawnia, BSCIC, Barisal
5	MTT Reserver	25000L	Tusha Enterprise	2,500,000	1	2,500,000	Kawnia, BSCIC, Barisal
6	Resin Reserver	25000L	Tusha Enterprise	2,500,000	1	2,500,000	Kawnia, BSCIC, Barisal
7	Mixture Tank With Cooling Jacket	2000L	F. R. Engineering Works	2,000,000	1	2,000,000	Kawnia, BSCIC, Barisal
8	SS Mixture Tank With Cooling Jacket	2000 L	F. R. Engineering Works	1,800,000	1	1,800,000	Kawnia, BSCIC, Barisal
9	SS Mixture Tank With Cooling Jacket	1000 L	F. R. Engineering Works	1,500,000	1	1,500,000	Kawnia, BSCIC, Barisal
Sub Total						**17,140,000**	
Installation & Transportation Cost						1,750,000	
Total						**18,890,000**	

(b) Where the sponsors' contribution or privately placed fund has been brought prior to the qualified investor offer and has already been deployed by the issuer, indication of use of such funds in the cash flow statement;

Tk. 95,000,000.00 (Nine Crore Fifty Lac) through cash and other than cash (all assets and liabilities), Tk. 125,000,000.00 (Twelve Crore Fifty Lac) through cash and other than cash (land) and Tk. 280,000,000.00 (Twenty-Eight Crore) through cash totaling Tk. 500,000,000.00 (Fifty Crore) has been raised prior to the QIO issue on dated April 17, 2014, April 23, 2015 and May 24, 2018 respectively. This fund has already been deployed by the issuer in the following manner:

Accounting Year	Items	Amount in BDT	Reflected in Cash Flows
Date of Incorporation	Acquisition of Fixed Assets	35,000,000	In the statement of cash flows, the figure is included in total amount of acquisition property, plant & equipments under the head of investing activities.
2014-15	Acquisition Property, Plant & Equipments	114,516,531	In the statement of cash flows, the figure is Tk. 94,516,531 & Tk. 20,000,000 included in total amount of acquisition property, plant & equipments & land respectively under the head of investing activities.
	Working capital	70,483,469	In the statement of cash flows, the figure is included in total amount of working capital is revenue expenditure under the head of operating activities.
2017 - 18	Machinery, Factory & Laboratory Equipment	189,887,627	In the statement of cash flows, the figure is included in total amount of acquisition property, plant & equipments under the head of investing activities.
	Advance Warehouse Rent	15,000,000	In the statement of cash flows, the figure is included in total amount of cash payment to others under the head of operating activities.
	FDR	50,000,000	The figure is shown in financial statements under the head of cash & cash equivalent which has kept in the bank as FDR form in favor of the company.
	Cash & cash equivalent	25,112,373	The figure is shown in financial statements under the head of cash & cash equivalent which has kept in the bank account as cash deposit form in favor of the company.
Total		**500,000,000**	

(c) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment, brief description of business and financials of such venture;

The Company has no objects to investment in such type of ventures by using Use of QIO proceeds.

(d) If QIO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;

QIO proceeds are sufficient to complete the project.

(e) A schedule mentioning the stages of implementation and utilization of funds received through qualified investors' offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer;

Sl. No.	Projects	Progress made so Far	Approximate date of Completion of the projects	Projected date of full commercial operation
1	Construction of building & other civil works	Construction of building & other civil works will be started after receiving of QIO fund	Within 18 months after receiving QIO fund	Within 3 months of the completion of the project
2	Acquisition and Installation of machineries and equipments	Acquisition and Installation of machineries and equipments will be started after receiving of QIO fund	Within 18 months after receiving QIO fund	
3	Working Capital	After receiving of QIO fund	-	-

Sd/-
Md. Bellal Khan
Managing Director

Sd/-
Md. Mejanur Rahman
Chief Financial Officer

Sd/-
Jannatul Ferdous Mim
Representative of Sabila Sea Foods Ltd.
Chairman
On behalf of Board

(f) If there are contracts covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus;

There is no such contract yet to be engaged by the Company.

(g) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item-wise break-up of last three years working capital and next two years projection;

The basis of estimation for working capital is Percentage of Sales Method. The assumptions regarding working capital is that sales will be increasing over time. In line with increased sales, account receivables, inventory and overhead will increase. BD Paints Ltd. is a growing company. The company will require more working capital to support the smooth business operation.

BD Paints Ltd. does regular business and it is not a seasonal business. The company requires to maintain a significant amount of raw material, stock in process, stock in finished goods and receivable as well. As a result, the company needs to maintain a significant amount of working capital to run the business. In this regard, Management has decided to use QIO proceeds amounting to Tk. 9.73 crore for working capital.

The assumptions for these projections are as follows:

- Capacity utilization will be increased for increasing of demand.
- Revenue will be increased for increasing of demand.
- Trade receivables will increase in line with sales.
- Inventory will increase in line with sales.
- Liabilities for expenses will increase.

Basis of estimations of working capital for the next three years:

Particulars	Years					
	Projected			Audited		
	30-Jun-24	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Revenue will be increase	16%	30%	15%	26%	-36%	7%
Revenue (amount in Tk.)	509,443,178	439,175,153	337,827,041	293,762,644	233,603,022	364,517,070
Cost of Goods Sold (COGS) (amount in Tk.)	303,514,297	262,883,127	203,620,426	185,568,163	152,495,012	227,582,691
Trade receivable	Equivalent 3.73 months sales	Equivalent 3.49 months sales	Equivalent 3.14 months sales	Equivalent 2.15 months sales	Equivalent 4.11 months sales	Equivalent 4.6 months sales
Inventory	Equivalent	Equivalent	Equivalent	Equivalent	Equivalent	Equivalent

	4.32 months sales	4.91 months sales	6.23 months sales	6.24 months sales	9.24 months sales	5.06 months sales
Trade Payable	Equivalent to 48 days of COGS	Equivalent to 43 days of COGS	Equivalent to 39 days of COGS	Equivalent to 22 days of COGS	Equivalent to 8 days of COGS	Equivalent to 12 days of COGS
Advances, Deposits and Prepayments (Tk.)	50,481,745	50,300,958	100,413,209	90,761,558	113,991,276	50,199,561
Cash and Cash Equivalent (Tk.)	25,200,387	16,334,990	48,221,495	3,133,719	22,618,398	35,575,894
Liabilities for Expenses	Equivalent to 3 days of sales revenue	Equivalent to 3 days of sales revenue	Equivalent to 3 days of sales revenue	Equivalent to 3 days of sales revenue	Equivalent to 4 days of sales revenue	Equivalent to 4 days of sales revenue

*% of increase (decrease) has been calculated dividing the current year's data by the previous year's data.

Item-wise break-up of last three years working capital and next three years' projection;

Amount in Taka

Particulars	**30-Jun-24**	**30-Jun-23**	**30-Jun-22**	**30-Jun-21**	**30-Jun-20**	**30-Jun-19**
	Projected			**Audited**		
Current Assets	**417,384,014**	**373,983,573**	**412,378,448**	**349,283,927**	**446,340,516**	**428,974,217**
Inventories	183,187,695	179,796,038	175,422,048	152,855,575	179,810,280	153,590,365
Trade and Other Receivables	158,514,188	127,551,586	88,321,696	52,533,075	79,920,561	139,608,397
Short Term Investment	-	-	-	50,000,000	50,000,000	50,000,000
Advances, Deposits and Prepayments	50,481,745	50,300,958	100,413,209	90,761,558	113,991,276	50,199,561
Cash and Cash Equivalent	25,200,387	16,334,990	48,221,495	3,133,719	22,618,398	35,575,894
Current Liabilities	**200,850,837**	**185,887,007**	**201,857,270**	**190,797,366**	**134,989,810**	**132,974,690**
Trade Payables	40,100,526	31,289,743	21,711,633	10,949,143	3,436,756	7,703,304
Short Term Loan	7,500,000	6,500,000	20,000,000	33,262,625	-	-
Provision for Current Tax	143,430,445	139,421,960	153,461,901	141,240,014	126,816,701	117,111,130
Liabilities for Expenses	3,595,758	3,401,425	2,646,755	2,211,565	2,685,763	4,211,924
Liabilities for WPPF	6,224,108	5,273,879	4,036,981	3,134,018	2,050,591	3,948,332
Dividend Payable	-	-	-	-		
Working Capital Projected and Audited	**216,533,178**	**188,096,565**	**210,521,178**	**158,486,562**	**311,350,706**	**295,999,527**

(h) Where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity wise or project wise, as the case may be;

The Company has planned to expand its existing projects by acquisition of machineries and equipments, which have been mentioned in Use of QIO proceeds and projects Implementation schedule.

(i) Where the issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented;

The Company has planned to implement to the existing projects by using QIO proceeds after receiving the funds, which have been mentioned in Use of QIO proceeds and projects Implementation schedule.

(j) The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies;

There is no existing or anticipated material transaction in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies.

(k) Summary of the project appraisal or feasibility report by the relevant professional people with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.

Feasibility report is not required by us since we are not going to introduce new project.

CHAPTER (XXII)

LOCK-IN

(i) All ordinary shares of the issuer at the time of according consent shall be subject to lock-in for 1 (one) year:

Provided that ordinary shares converted from any other type of securities shall also be subject to lock-in for 1 (one) year.

(ii) The following table indicates the Lock-In status of the shareholders of BD Paints Ltd.:

Sl.	Name of the Shareholders	Position	BO IDs	Number of Shares Held	Pre QIO %	Lock-in period
1	Md. Bellal Khan	Managing Director	1203510073784336	10,500,000	21.00%	1 Yr.
2	Sabila Sea Foods Ltd.	Director	1201530066105021	3,373,500	6.75%	1 Yr.
3	IBP Agrovet Ltd.	Director	1201530066105921	5,000,000	10.00%	1 Yr.
4	Md. Amin Ur Rashid	Sponsor Shareholder	1205030062016965	700,000	1.40%	1 Yr.
5	Md. Farid Ahmed	Shareholder	1203110016614018	2,968,000	5.94%	1 Yr.
6	Salma Zaman	Shareholder	1202830041154138	2,000,000	4.00%	1 Yr.
7	Akram Hossain Md. Feroz	Shareholder	1201500000008272	2,301,000	4.60%	1 Yr.
8	Abaci Investment Ltd.	Shareholder	1602770045524680	1,001,000	2.00%	1 Yr.
9	Mohammad Delu	Shareholder	1201630039377608	695,000	1.39%	1 Yr.
10	BD Finance Securities Limited	Shareholder	1205150043284418	510,000	1.02%	1 Yr.
11	Modoris Ali	Shareholder	1203490071899111	501,000	1.00%	1 Yr.
12	Mohammed Towhidul Islam	Shareholder	1202830055707550	501,000	1.00%	1 Yr.
13	Shakil Mahmud	Shareholder	1605550062101880	501,000	1.00%	1 Yr.
14	Asif Irtaza Islam	Shareholder	1202830004045050	500,000	1.00%	1 Yr.
15	Inamul Haq Khan	Shareholder	1605430061483336	450,000	0.90%	1 Yr.
16	Habibur Rahman Sikder	Shareholder	1605550057755190	401,000	0.80%	1 Yr.
17	Abdul Kader Miah	Shareholder	1202800018215401	301,000	0.60%	1 Yr.
18	Faryal Hafsa Ahmed	Shareholder	1205950061454221	301,000	0.60%	1 Yr.
19	Homayra Binte Wali	Shareholder	1202830048324800	301,000	0.60%	1 Yr.
20	LT. Gen. Md. Shamsul Huque	Shareholder	1201690000776633	300,000	0.60%	1 Yr.
21	S.M. Ashfaqur Rahman	Shareholder	1202240049275011	257,000	0.51%	1 Yr.
22	Shankar Chandra Das	Shareholder	1201590000700382	250,000	0.50%	1 Yr.
23	Md. Kamruzzaman	Shareholder	1205200062449451	202,000	0.40%	1 Yr.
24	Syed Sakib Naim Uddin	Shareholder	1202090043529568	201,000	0.40%	1 Yr.
25	Md. Abdur Rashid	Shareholder	1205030061364251	241,000	0.48%	1 Yr.
26	Mafizur Rahman	Shareholder	1201710051726866	200,000	0.40%	1 Yr.
27	Md. Sajedul Karim	Shareholder	1202010000616941	200,000	0.40%	1 Yr.
28	Ayub Hossain Khan	Shareholder	1202800000042215	151,000	0.30%	1 Yr.

29	Md. Zahid Hossain	Shareholder	1201590004367882	300,000	0.60%	1 Yr.
30	Humayun Kabir	Shareholder	1602170063911263	110,000	0.22%	1 Yr.
31	Abdur Rob Khan	Shareholder	1202800063409502	102,000	0.20%	1 Yr.
32	Ziaul Ahsan	Shareholder	1205030073950341	102,000	0.20%	1 Yr.
33	Khandaker Mainul Hasan	Shareholder	1201530062709627	101,000	0.20%	1 Yr.
34	Md. Mustafizur Rahman	Shareholder	1204040000208271	101,000	0.20%	1 Yr.
35	Tahmina Nupur	Shareholder	1201730063759395	101,000	0.20%	1 Yr.
36	Mia Md. Tofayel Gonee Manik	Shareholder	1203680064696498	200,500	0.40%	1 Yr.
37	Abdullah Al Mamun	Shareholder	1202990020269170	100,000	0.20%	1 Yr.
38	Abu Hasnat Md. Rezanur Sohel	Shareholder	1202830059155494	100,000	0.20%	1 Yr.
39	Hasina Momtaz	Shareholder	1201700046166655	100,000	0.20%	1 Yr.
40	Umme Farzana Molla	Shareholder	1203440072332128	100,000	0.20%	1 Yr.
41	Md. Maksudul Alom	Shareholder	1205200013679193	100,000	0.20%	1 Yr.
42	Mizanur Rahman	Shareholder	1605430062538619	180,000	0.36%	1 Yr.
43	ACPL Employees Provident Fund	Shareholder	1203510073755157	162,700	0.33%	1 Yr.
44	Foiz Ahmed	Shareholder	1604940064549491	75,000	0.15%	1 Yr.
45	Md. Abul Hasan	Shareholder	1202800046686037	51,000	0.10%	1 Yr.
46	Md. Akram Hossain	Shareholder	1205590063921418	51,000	0.10%	1 Yr.
47	Mrs. Beauty Akter	Shareholder	1202800044795371	51,000	0.10%	1 Yr.
48	Md. Anayet Kabir	Shareholder	1201630018472359	50,300	0.10%	1 Yr.
49	Abdullah Abu Sahadat	Shareholder	1203500062104847	100,000	0.20%	1 Yr.
50	Suvra Prakash Dey	Shareholder	1205030074016314	50,000	0.10%	1 Yr.
51	Md. Mijanur Rahaman	Shareholder	1201590018154098	101,000	0.20%	1 Yr.
52	Md. Ahsan Habib Raj	Shareholder	1201830073818717	30,000	0.06%	1 Yr.
53	Md. Shakhawat Hossain	Shareholder	1205590051631396	22,000	0.04%	1 Yr.
54	Md. Saliur Rahman	Shareholder	1605760064677190	20,000	0.04%	1 Yr.
55	Mohammed Anwar Hossain	Shareholder	1203110074794624	50,000	0.10%	1 Yr.
56	BMSL Investment Ltd.	Shareholder	1604940020020800	1,000	0.00%	1 Yr.
57	Md. Asaduzzaman Mia	Shareholder	1204500067975104	365,000	0.73%	1 Yr.
58	Md. Kamrul Islam	Shareholder	1203680061725854	50,000	0.10%	1 Yr.
59	Mohammad Abul Hossain Hasan	Shareholder	1201950052203093	100,000	0.20%	1 Yr.
60	Md. Kadimul Hasan	Shareholder	1203680066487368	50,000	0.10%	1 Yr.
61	Md. Ataur Rahman	Shareholder	1203680062674284	50,000	0.10%	1 Yr.
62	Mohammad Saiful Islam	Shareholder	1205700065278738	200,000	0.40%	1 Yr.
63	Mukul Kumar Sarkar	Shareholder	1203680002464803	50,000	0.10%	1 Yr.

64	Rozina Akter	Shareholder	1203110063747688	500,000	1.00%	1 Yr.
65	Md. Mosaruf Hossain Dhali	Shareholder	1203110068604961	400,000	0.80%	1 Yr.
66	Mst. Rahima	Shareholder	1203110063630693	900,000	1.80%	1 Yr.
67	Ayesha Begum	Shareholder	1203110063628170	500,000	1.00%	1 Yr.
68	Alamgir Hossain	Shareholder	1203110063917110	700,000	1.40%	1 Yr.
69	Khadija Begum	Shareholder	1604940064075801	470,000	0.94%	1 Yr.
70	Mohammad Mahmudul Hossain	Shareholder	1203880030806390	30,000	0.06%	1 Yr.
71	Mohammad Motiur Rahman	Shareholder	1202530010947031	50,000	0.10%	1 Yr.
72	Rina Akter	Shareholder	1203110073983893	200,000	0.40%	1 Yr.
73	Md. Shajahan Hossain	Shareholder	1203110064588884	50,000	0.10%	1 Yr.
74	Ala Uddin	Shareholder	1604940059545467	50,000	0.10%	1 Yr.
75	Md. Rajib Ahmmed	Shareholder	1202950066979408	100,000	0.20%	1 Yr.
76	Sajedur Seraj	Shareholder	1201710004152130	150,000	0.30%	1 Yr.
77	Md. Manik Miah	Shareholder	1203110073699838	100,000	0.20%	1 Yr.
78	Jubaida Nasrin	Shareholder	1204340020835718	50,000	0.10%	1 Yr.
79	Iftakhar Mahdi	Shareholder	1204820073498737	50,000	0.10%	1 Yr.
80	Md. Maniruzzaman Howlader	Shareholder	1205590068852361	60,000	0.12%	1 Yr.
81	Most. Khadija Jahan	Shareholder	1202610011133955	100,000	0.20%	1 Yr.
82	Md. Jahirul Haque	Shareholder	1202610011133532	100,000	0.20%	1 Yr.
83	AAA Global Agro & Trading Ltd.	Shareholder	1202140068669885	200,000	0.40%	1 Yr.
84	Shahin Reja Abu Hena Rayhan	Shareholder	1206050073734926	200,000	0.40%	1 Yr.
85	Helal Uddin Ahammed	Shareholder	1204090059565661	200,000	0.40%	1 Yr.
86	Warda Mohammed	Shareholder	1206050073741855	50,000	0.10%	1 Yr.
87	Continental Insurance Ltd.	Shareholder	1203510009734492	1,500,000	3.00%	1 Yr.
88	ASENZ Securities Ltd.	Shareholder	1204100019226122	100,000	0.20%	1 Yr.
89	Ali Akbar Sikder	Shareholder	1203510004954297	200,000	0.40%	1 Yr.
90	Md. Yakub Hossain	Shareholder	1203510073700481	100,000	0.20%	1 Yr.
91	Mahfuzul Haq	Shareholder	1203510068894865	150,000	0.30%	1 Yr.
92	Mohammad Iqbal	Shareholder	1203510072393193	150,000	0.30%	1 Yr.
93	Md. Mustafa	Shareholder	1203510000007468	100,000	0.20%	1 Yr.
94	Impex Trading Co.	Shareholder	1203510062395504	200,000	0.40%	1 Yr.
95	Sheikh Awsafur Rahman	Shareholder	1202610005047522	500,000	1.00%	1 Yr.
96	Mohammad Zakir Hossain	Shareholder	1201690000141249	100,000	0.20%	1 Yr.
97	Mahrukh Chowdhury	Shareholder	1203040069297933	150,000	0.30%	1 Yr.
98	Md. Ashraful Islam	Shareholder	1203510073851433	40,000	0.08%	1 Yr.

99	Nasreen Islam Lipi	Shareholder	1203510073849467	30,000	0.06%	1 Yr.
100	Safa Maria Islam	Shareholder	1203510073850934	30,000	0.06%	1 Yr.
101	Suma Akther	Shareholder	1203510073677761	60,000	0.12%	1 Yr.
102	Md. Rabiul Alam	Shareholder	1201950073569792	500,000	1.00%	1 Yr.
103	Asaduzzaman	Shareholder	1202800040250008	50,000	0.10%	1 Yr.
104	Md. Jahangir Hossain Sardar	Shareholder	1205080068280769	60,000	0.12%	1 Yr.
105	Md. Nazrul Islam	Shareholder	1201950042119491	50,000	0.10%	1 Yr.
106	Md. Nurul Amin	Shareholder	1605400047171694	100,000	0.20%	1 Yr.
107	Abdulla Al Mahmud	Shareholder	1205690016630932	100,000	0.20%	1 Yr.
108	Debabrata Kumar Sarker	Shareholder	1201740053884410	500,000	1.00%	1 Yr.
109	Mohammad Abdul Hafiz	Shareholder	1203510073754101	500,000	1.00%	1 Yr.
110	Shahina Fatima	Shareholder	1201950073880366	100,000	0.20%	1 Yr.
111	Mohammad Shamim Mahbub	Shareholder	1203810025139521	25,000	0.05%	1 Yr.
112	Mrs. Rahima Akter	Shareholder	1203000068064623	25,000	0.05%	1 Yr.
113	Farzia Binte Islam	Shareholder	1201700073870409	20,000	0.04%	1 Yr.
114	Mohammad Mizanur Rahman	Shareholder	1204290075110537	40,000	0.08%	1 Yr.
115	Md. Emdadul Huq Chowdhury	Shareholder	1605760067765763	300,000	0.60%	1 Yr.
116	Md. Mohiuddin	Shareholder	1604940064021342	100,000	0.20%	1 Yr.
117	Md. Iftekharul Amin	Shareholder	1604940064021128	100,000	0.20%	1 Yr.
118	Md. Faruque Hossain	Shareholder	1201820029654891	25,000	0.05%	1 Yr.
119	Md. Zia Uddin Thakur	Shareholder	1201950062960212	300,000	0.60%	1 Yr.
120	Md. Raiyan Jahan	Shareholder	1203680074350440	200,000	0.40%	1 Yr.
Total				**50,000,000**	**100.00%**	

CHAPTER (XXIII)

MARKETS FOR THE SECURITIES BEING OFFERED

Stock Exchanges:

The issuer shall apply to the following bourses for listing shares within 7 (seven) working days from the date of consent accorded by the Commission to issue the prospectus:

Dhaka Stock Exchange Limited (DSE)
9/F, Motijheel C/A, Dhaka-1000; and

Chittagong Stock Exchange Limited (CSE)
CSE Building, 1080 Sheikh Mujib Road, Chittagong.

Declaration about Listing of Shares with Stock Exchanges:

None of the Stock Exchanges, if for any reason, grant listing within 75 days from the closure of subscription, any allotment in terms of this prospectus shall be void and the Company shall refund the subscription money within fifteen days from the date of refusal for listing by the stock exchange, or from the date of expiry of the said 75 (seventy-five) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid fifteen days, the Company directors, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) per month above the bank rate, to the subscribers concerned.

The issue managers, in addition to the issuer Company, shall ensure due compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within seven days of expiry of the aforesaid fifteen days' time period allowed for refund of the subscription money.

Trading and Settlement;

Trading and Settlement Regulation of the stock exchanges will apply in respect of trading and settlement of the shares of the Company.

THE ISSUE SHALL BE PLACED IN "N" CATEGORY

CHAPTER (XXIV)

DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

All types of securities outstanding or being offered with date or proposed date of such issue and to whom those are offered, number of securities and issue or offer price along with the following information:

(a) Dividend, voting and pre-emption rights;

The Share Capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting rights in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra-ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the BSEC from time to time.

(b) Conversion and liquidation rights;

In terms of provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are freely transferable. The Company shall not charge any fee for registering transfer of shares. No transfer shall be made to a firm, an infant or person of unsound mind.

(c) Dividend policy;

i. The profit of the Company, subject to any special right relating thereto created or authorized to be created by the Memorandum and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid-up on the shares held by them respectively.

ii. No large dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net profit of the Company shall be conclusive.

iii. No dividend shall be payable except out of the profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.

iv. The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.

v. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.

vi. No limitation in payment of dividend is stipulated in any debt instrument or otherwise.

(d) Other rights of the securities holders;

In terms of the provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The Directors shall present the financial statements as required under the law & International Accounting Standard. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as par law and International Accounting Standard to the shareholders regarding the financial and operational position of the company. The shareholders shall have the right to receive all periodical statement and reports, audited as well as un audited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition extra ordinary General Meeting of the company as provided for the section 84 of the Companies Act 1994.

CHAPTER (XXV)

FINANCIAL STATEMENTS

(a) The latest financial statements prepared and audited by the Commission's panel auditors in adherence to the provisions of the Companies Act, 1994, International Financial Reporting Standards (IFRS) for small and medium sized entities;

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
BD PAINTS LIMITED

Report on the Audit of the Financial Statements

Opinion
We have audited the financial statements of **BD Paints Limited** (the "Company"), which comprise the Statement of Financial Position as at 30 June 2021 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 30 June 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) and other applicable laws and regulations.

Basis for Opinion
We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of key audit matters	Our response to key audit matters
Valuation of Property, Plant and Equipment (PPE)	
The carrying value of the PPE amounted to BDT 53,09,29,139 as at 30 June 2021. The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements. Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of	Our audit included the following procedures: • We reviewed the opening balances of PPE which was audited by us including assessed the addition during the year under our audit, checked the related accounting treatment and associated deferred tax as recognized by the company. • We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent; • We obtained a listing of capital expenditures incurred during the year

the assets.	and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals; • We inspected a sample of invoices and L/C documents to determine whether the classification between capital and operating expenditure was appropriate; • We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market price; • We checked whether the depreciation of PPE items was commenced timely, by comparing the date of the classification from capital in progress to ready for use, with the date of the act of completion of the work. • We performed physical asset verification at the year end, observed procedures of asset acquisition, depreciation and disposal and finally assessed the appropriateness and presentation of disclosures as per relevant accounting standards. ***[See note number 3.00 and 4.00 for details]***
Valuation of Inventory	
The Company had inventory of BDT 15,28,55,575 at 30th June 2021 which includes Finished Goods, Raw Materials, Work in Process, Packing Materials and Spare Parts. Inventory value is measured as follows: Inventories are stated at the lower of cost and net realizable value in accordance with IAS-2 'Inventories'. As result, the management apply judgment in determining the appropriate values for value in use, work-in-progress, values for slow moving or obsolete items and need to apply impairment provision. While excess holding of inventories could impact level of inventories can result in stock outs or irregular supply to the market.	We verified the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by: • We evaluated the design and implementation of key inventory controls operating across the company's factory and warehouse; • We challenged the completeness of inventory provisions through assessing actual and forecast sales of inventory lines to assess whether provisions for slow-moving/obsolete stock are valid and complete. • We reviewed the historical accuracy of inventory provisioning and the level of inventory write- offs during the year;

	• We attended inventory counts and reconciling the count results to the inventory listing to test the completeness of data; • We compared the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete; • We discussed with management about their sales forecasting procedures and ordering of inventories, and inquired about remedial action taken in case of excess or shortage of inventories due to difference in forecast and actual results. ***[See note number 5.00 for details]***
Measurement of Deferred Tax Liabilities	
The Company reported net deferred tax liabilities to totaling BDT as at 5,78,57,738. Significant judgment is required in relation to deferred tax liabilities as their recoverability is dependent on forecasts of future profitability over a number of years.	• We obtained an understanding, evaluated the design and tested the operational effectiveness of the company over the recognition and measurement and the assumptions used in estimating the future taxable income. • We also assessed the completeness and accuracy of the data used for the estimations of future taxable income. • We involved our tax expertise to assess key assumptions, controls, recognition and measurement of Taxes. • Finally, assessed the appropriateness and presentation of disclosure against IAS 12 Income Tax. ***[See note number 12.00 for details]***
Revenue Recognition	
At year end the Company reported total revenue of BDT 29,37,62,644. Revenue is measured net of discounts, incentives and rebates earned by customers on the Company's sales. Within a number of the Company's markets,	We have tested the design and operating effectiveness of key controls focusing on the following: • Calculation of discounts, incentives and rebates; • Segregation of duties in invoice creation and modification; and

the estimation of discounts, incentives and rebates recognized based on sales made during the year is material and considered to be complex and judgmental. Therefore, there is a risk of revenue being misstated as a result of faulty estimations over discounts, incentives and rebates. There is also a risk that revenue may be overstated due to fraud through manipulation of the discounts, incentives and rebates recognized resulting from the pressure of local management may feel to achieve performance targets.	• Timing of revenue recognition. Our substantive procedures in relation to the revenue recognition comprises the following: • Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period; • Within a number of the Company's markets, comparing current year rebate accruals to the prior year and, where relevant, completing further inquiries and testing. • Agreeing a sample of claims and rebate accruals to supporting documentation; • Critically assessing manual journals posted to revenue to identify unusual or irregular items; and • Finally assessed the appropriateness and presentation of disclosure against relevant accounting standards. ***[See note number 17.00 for details]***
Employee Benefits	
(a) hort-term employee benefits, such as the following, if expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services: (i) wages, salaries and social security contributions; (ii) paid annual leave and paid sick leave; (iii) profit sharing and bounces; and (iv) non-monetary benefits (such as medical care, housing, cars and free of subsidized goods or services) for current employees;	The objectives of this standard are to prescribe the accounting and disclosure for employee benefits. The standard requires an entity to recognize; (a) a liability when an employee has provided service in exchange for employee benefits to be paid in the future; and (b) an expense when the entity consumes the economic benefit arising from service provided by an employee in exchange for employee benefits. (c) The company has no any other long-term employee benefits, such as following: (i) long-term paid absences such as long-service leave or sabbatical leave; (ii) jubilee or other long-service benefits; and (iii) long-term disability benefits; and (d) Termination benefits

Other information
Management is responsible for the other information. The other information comprises all of the information included in the Annual Report other than the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

As part of an audit in accordance with International Standards on Auditing (ISAs), we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the company's financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

We have not come across any other key audit issue for the year under audit, and as such nothing is reportable.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and the Securities and Exchange Rules, 1987, we also report the following:

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;

c) The statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account and returns; and

d) The expenditure incurred was for the purposes of the Company's business.

Sd/-
ARTISAN
Chartered Accountants
AFM Alamgir, FCA
(Chief Executive Partner)
DVC: 2111180268AS246342

Dated, November 16, 2021
Place: Dhaka

BD PAINTS LIMITED
Statement of Financial Position
As at June 30, 2021

Particulars	Notes	Amount in Taka	
		30 June, 2021	30 June, 2020
ASSETS			
Non-Current Assets		**530,929,139**	**437,447,640**
Property, Plant and Equipment	3.00	475,169,859	387,258,783
Capital Work in Progress	4.00	55,759,280	50,188,857
Current Assets		**456,923,628**	**446,340,515**
Inventories	5.00	152,855,575	179,810,280
Trade and Other Receivables	6.00	70,172,776	79,920,561
Short Term Investment	7.00	50,000,000	50,000,000
Advances, Deposits & Prepayments	8.00	180,761,558	113,991,276
Cash and Cash Equivalents	9.00	3,133,719	22,618,398
Total Assets		**987,852,767**	**883,788,155**
EQUITY & LIABILITIES			
Shareholder's Equity		**797,055,400**	**748,798,345**
Share Capital	10.00	500,000,000	500,000,000
Retained Earnings	11.00	297,055,400	248,798,345
Non-Current Liabilities		**57,857,738**	**56,950,362**
Deferred Tax Liability	12.00	57,857,738	56,950,362
Short Term Loan		**33,262,625**	
Bank Overdraft (CC Accounts)		30,519,481	-
LATR (Import of RM) Accounts		2,743,144	-
Current Liabilities		**99,677,004**	**78,039,448**
Trade Payables	13.00	10,949,143	3,436,756
Provision for WPPF	14.00	3,134,018	2,050,591
Liabilities for Expenses	15.00	2,211,565	2,685,763
Provision for Income Tax	16.00	83,382,277.0	69,866,339
Total Equity and Liabilities		**987,852,767**	**883,788,155**
Net Asset Value (NAV) Per Share	25.00	**15.94**	**14.98**

Annexed notes form an integral part of these financial statements.

Sd/-	Sd/-	Sd/-	Sd/-
Chief Financial Officer	**Company Secretary**	**Director**	**Managing Director**

Signed in terms of our separate report of even date annexed.

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Dhaka
Date: November 16, 2021

BD PAINTS LIMITED
Statement of Profit or Loss and Other Comprehensive Income
For the year ended June 30, 2021

Particulars	Notes	Amount in Taka	
		01.07.2020 To 30.06.2021	01.07.2019 To 30.06.2020
Sales Revenue	17.00	293,762,644	233,603,022
Less: Cost of Goods Sold	18.00	185,568,164	152,495,012
Gross Profit		**108,194,481**	**81,108,010**
Less: Operating Expenses		**44,936,054**	**42,392,553**
Administrative Expenses	19.00	24,707,063	26,020,217
Selling & Distribution Expenses	20.00	20,228,991	16,372,336
Operating Profit		**63,258,427**	**38,715,457**
Other Non-Operating Income / (Loss)	21.00	4,388,640	4,362,450
Finance Costs	22.00	1,832,679	15,500
Profit Before Contribution To WPPF & Welfare Fund		**65,814,388**	**43,062,407**
Less: Contribution To WPPF & Welfare Fund	14.00	3,134,018	2,050,591
Profit Before Tax		**62,680,369**	**41,011,816**
Less: Income Tax Expenses		**14,423,314**	**9,705,570**
Current Tax Expenses	23.00	13,515,938	3,480,988
Deferred Tax Expenses	12.01	907,376	6,224,582
Net Profit after Tax		**48,257,055**	**31,306,246**
Earnings Per Share (EPS)	24.00	**0.97**	**0.63**

Annexed notes form an integral part of these financial statements.

Sd/-	Sd/-	Sd/-	Sd/-
Chief Financial Officer	**Company Secretary**	**Director**	**Managing Director**

Signed in terms of our separate report of even date annexed.

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Dhaka
Date: November 16, 2021

BD PAINTS LIMITED
Statement of Changes in Equity
For the year ended June 30, 2021

Particulars	Share Capital	Retained Earnings	Total Equity
Balance as at 01-07-2020	500,000,000	248,798,345	748,798,345
Year 2020-2021	-	48,257,055	48,257,055
Closing Balance 30-06-2021	**500,000,000**	**297,055,400**	**797,055,400**

BD PAINTS LIMITED
Statement of Changes in Equity
For the year ended June 30, 2020

Particulars	Share Capital	Retained Earnings	Total Equity
Balance as at 01-07-2019	500,000,000	217,492,099	717,492,099
Year 2019-2020	-	31,306,246	31,306,246
Closing Balance 30-06-2020	**500,000,000**	**248,798,345**	**748,798,345**

Annexed notes form an integral part of these financial statements.

Sd/-	Sd/-	Sd/-	Sd/-
Chief Financial Officer	**Company Secretary**	**Director**	**Managing Director**

Signed in terms of our separate report of even date annexed.

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Dhaka
Date: November 16, 2021

BD PAINTS LIMITED
Statement of Cash Flows
For the year ended June 30, 2021

Particulars	Notes	Amount in Taka	
		01.07.2020 To 30.06.2021	01.07.2019 To 30.06.2020
Cash flows from operating activities:			
Cash receipts from customers		347,574,826	328,331,311
Cash receipts from other income		4,388,640	4,362,450
Cash payment to suppliers		(138,832,756)	(175,433,085)
Cash payment to employees		(31,421,807)	(30,117,604)
Cash payment to others		(55,216,065)	(40,625,548)
Cash generated from operations		**126,492,838**	**86,517,524**
Cash payment for income tax		(579,125)	(425,000)
Net Cash generate from Operating activities		**125,913,713**	**86,092,524**
Cash flows from investing activities:			
Acquisition of property, plant and equipment		(42,590,594)	(10,497,570)
Advance for Vehicle		(4,500,000)	-
Advance paid for land purchase		(126,000,000)	(64,000,000)
Paid for capital work in progress		(5,570,423)	(24,552,450)
Net cash used in investing activities		**(178,661,017)**	**(99,050,020)**
Cash flows from financing activities:			
Net Increase/(Decrease) in Short Term Loan		33,262,625	-
Net cash generated from financing activities		**33,262,625**	**-**
Net increase/(decrease) in cash and cash equivalents		**(19,484,679)**	**(12,957,496)**
Cash and cash equivalents at beginning of the year		22,618,398	35,575,894
Cash and cash equivalents at end of the year		**3,133,719**	**22,618,398**
Net operating cash flows per share (NOCFPS)	**26.00**	**2.52**	**1.72**

Annexed notes form an integral part of these financial statements.

Sd/-	Sd/-	Sd/-	Sd/-
Chief Financial Officer	**Company Secretary**	**Director**	**Managing Director**

Signed in terms of our separate report of even date annexed.

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Dhaka
Date: November 16, 2021

BD PAINTS LIMITED
Notes covering summary of significant accounting policies and other explanatory information For the year 2020- 2021

1.00 REPORTING ENTITY:

1.01 Background of the Company:

BD Paints Limited formerly Arafat Paint & Chemicals Industries Ltd was incorporated on 17 April 2014 vide incorporation No C-115399/14, as a private company limited by shares. The name was changed on 4th September 2016. Arafat Paint & Chemicals Industries Ltd was incorporated as a private Limited Company by share to take over the business of M/S. Arafat Paints and Chemical Works proprietor Mrs. Khaleda Begum Liyly. She started paint and chemical trading business in the year 2001 under the name & style Arafat Paint & Chemical Works. Later on 17th July 2011, she started manufacturing unit to produce paints & chemicals. The company has been converted into a public limited company vide special resolution dated 22th July 2014 under the Companies Act, 1994.

1.02 Registered Office of the Company:

The registered office of the Company is located at A-17, BSCIC Industrial Estate, Barisal and the Factory Unit 1: at A-17, 22 BSCIC Industrial Estate, Barisal, Unit 2: at 117/3, Noyabari Road, Sataish, Tongi, Gazipur and having its Corporate Office at House # 183 (6th Floor), Road # 4, Block # B, Ahmed Akbar Sobhan Road, Basundhara R/A, Baridhara, Dhaka-1229.

1.03 Nature of the business:

BD Paints Limited carried on business as local manufacturer of different types of paints. The principal activities of the company is to manufacture and sell different kinds paints such as distemper, acrylic emulsion, silk emulsion, synthetic, enamel paint, thinner, aerocem, wood protector, wood burnish, burnish oil, white cement, cement paint, weather coat, wall putty, aluminum paint, glycerin powder, chalk powder, black oxide, red oxide, under coat power finale, perfume finale, general car paint and varnish etc.

2.00 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS:

2.01 Statements of Compliance:

The Financial Statements of the Company have been prepared on a going concern basis under historical cost convention and in accordance with the International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs), the Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws & regulation for the company.

2.02 Going Concern:

The company has adequate resources to continue its operation for the foreseeable future. As such, the directors intended to adopt the going concern basis in preparing the financial statements. The current credit facilities and resources of the company provides sufficient fund to meet the present requirements of its existing business.

2.03 Accrual Basis:

The financial statements have been prepared, except cash flow information, using the accrual basis of accounting.

2.04 Components of the Financial Statements:

According to IAS-1 "presentation of the Financial Statements" the complete set of financial statement includes the following components;

a) Statement of Financial Position as at June 30, 2021;
b) Statement of Profit or Loss and other Comprehensive Income for the year ended June 30, 2021;
c) Statement of Changes in Equity for the year ended June 30, 2021;
d) Statement of Cash Flows for the year ended June 30, 2021; and
e) Notes covering summary of significant accounting policies and other explanatory information for the year ended June 30, 2021.

2.05 Accounting Policies & Estimates:

The preparation of these financial statements is in conformity with IASs/IFRSs which require management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis and used for accounting of certain items such as provision for expenses and depreciation.

2.06 Responsibility for Preparation and Presentation of Financial Statements:

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of "the Framework for the preparation and Presentation of Financial Statements"

2.07 Statement of Cash flows:

Statement of Cash flows have been prepared in accordance with IAS-7 "Statement of Cash Flows" and the cash flows from the operating activities have been presented under direct method considering the provisions of Paragraph 19 of IAS-7 which provides that "Entities are encouraged to report cash flows from operating activities using the direct method".

2.08 Applicable accounting standards:

The following IASs and IFRSs are applicable for the financial statements for the year under review:

IASs:

IAS-1	Presentation of Financial Statements;
IAS-2	Inventories;
IAS-7	Statements of Cash flows;
IAS-8	Accounting Policies, Changes in Accounting Estimates and Errors;
IAS 10	Events After the Reporting Period;
IAS 12	Income Taxes;
IAS 16	Property, Plant and Equipment
IAS 19	Employee Benefits;
IAS 24	Related Party Disclosures;
IAS 33	Earnings per Share;
IAS 36	Impairment of Assets;
IAS 37	Provisions, Contingent Liabilities and Contingent Assets;
IAS 39	Financial Instruments: Recognition and Measurement;

IFRSs:

IFRS 7	Financial Instruments: Disclosures;
IFRS 8	Operating Segments;
IFRS 9	Financial Instruments;
IFRS 13	Fair Value Measurement;
IFRS 15	Revenue from Contract with Customers;

2.09 Property, Plant and Equipment:

2.09.1 Recognition and Measurement:

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

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its costs can be measured reliably. The day to day maintenance cost on PPE is recognized in the statements of profit or loss and other comprehensive income as incurred.

2.09.2 Depreciation:

Depreciation on Property, Plant and Equipment other than Land has been computed during the year using the reducing balance method. Depreciation has been charged on addition when the related property, plant and equipment are available for use as per management intention. Depreciation has been charged at the following rates:

Name of fixed Assets	Rate 2021	Rate 2020
Land	0%	0%
Land development	2%	2%
Building	3%	3%
Vehicles	10%	10%
Furniture & Fixture	10%	10%
Factory & Laboratory equipment	5%	5%
Computer	10%	10%
Office Equipment	10%	10%
Generator	10%	10%
Water Pump	5%	5%
Machinery & Equipment	5%	5%
ETP	5%	5%

2.09.3 Retirement and Disposals:

An asset is derecognized on disposal or when no future economic benefits are expected from its use. Gain or loss arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the assets and is recognized as gain or loss from disposal of asset under other income in the statement of profit or loss and other comprehensive income. During the year some machinery has been disposal and nine months depreciation have charged on deposal machinery which is shown in assets schedule.

2.09.4 Impairment:

All fixed assets have been reviewed and it was confirmed that no such fixed assets have been impaired during the year and for this reason no provision has been made for Impairment of Assets according to the IAS 36.

2.10 Revenue Recognition:

Recognition of revenue as per IFRS 15;

1. Identify the contact with customer
2. Identify the performance obligations in the contact
3. Determine the transaction price
4. Allocate the transaction price to the performance obligation in the contact
5. Recognize revenue when (or as) a performance obligation is satisfied.

2.11 Valuation of Current Assets:

Trade and Other Receivable:

These are carried forward at their original invoiced value amount and represents net realizable value. Management considered the entire bills receivable as good and is collectable and therefore, no amount has been provided for as bad debt in the current year's account.

Inventories:

In compliance with the requirements of IAS-2 Inventories, the Inventories have been valued at Cost or Net Realizable value whichever is lower, which is consistent with the previous year's practice. Net realizable value is based on estimated selling price in the ordinary course of business less any further cost expected to be incurred to make the sale.

2.12 Provisions:

A provision shall be recognized when:

a) An entity has a present obligation (legal or constructive) as a result of a past event;
b) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
c) A reliable estimate can be made of the amount of the obligation.

2.13 Employees' Benefit:

The company has accounted for and disclosed employee benefits in compliance with the provisions of IAS 19: Employee Benefits.

The cost of employee benefit is charged off as revenue expenditure in the year to which the contributions relate.

The company's employee benefits include the following:

Short Term Employee Benefits:

Short-term employee benefits include wages, salaries, festival bonuses etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.

Contribution to Workers' Profit Participation and Welfare Funds:

This represents 5% of net profit before tax, after charging the amount contributed by the company as per provisions of the Bangladesh Labor Act-2006 (amendment-2013). The company recognizes contribution to Workers' Profit Participation and Welfare Fund in the accounts from the year 2018. The fund has been transferred to the respective bank account and disbursement has been done within the period among the worker's.

2.14 Advances, Deposits and Prepayments

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

2.15 Functional and Presentational Currency:

The financial statements are prepared in Bangladeshi Taka which is the Company's functional currency.

2.16 Income Tax:

Current Tax:

Current tax is the expected tax payable on the taxable income for the financial year, using tax rates enacted or subsequently enacted after the reporting date and any adjustment to tax payable in respect of previous years. Provision for taxation is calculated on the basis of applicable current tax rate as per ITO 1984. The Company had submitted income tax return for the year (2015-16, 2016-17, 2017-18, 2018-19) and the assessment were completed by the Deputy Commissioner of Taxes (DCT). Due to some disagreement with the assessment order, management was apple to tribunal. For the year 2019-2020 income tax return has been submitted and assessment is under process.

Deferred Tax:

The company recognized deferred tax as per IAS 12 Income Taxes. Deferred tax is recognized for all temporary timing difference arising between the carrying value of assets and liabilities and its tax base values. The rate prevailing at the Financial Position date is used for determining the deferred tax.

2.17 Earnings per share:

The company calculates Earnings per Share (EPS) in accordance with IAS-33 "Earnings per Share" which has been shown on the face of the profit or loss and other comprehensive income.

Basic Earnings:

This represents profit or loss at the end of the year attributable to ordinary share holders of the entity

Basic Earnings per Share:

This has been calculated by dividing profit or loss attributable to ordinary share holders of the entity by the weighted average number of ordinary shares outstanding during the year.

2.18 Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset to one entity and a financial liability or equity instrument to another entity as per IAS-39 "Financial Instruments Recognition and Measurement."

Financial Assets:

Financial assets of the company include cash and cash equivalents, equity instrument to another entity, Trade receivables and other receivables. The Company initially recognizes a financial asset in its statement of financial position when, and only when, the company becomes a party to the contractual provision of the instrument. The company derecognize a financial asset when, and only when; the contractual rights to the cash flows from the financial asset expire or transfer the contractual rights to receive the cash flows of the financial asset.

Financial Liabilities:
The Company initially recognizes a financial liability in its statement of financial position when, and only when, the company becomes a party to the contractual provision of the instrument. The Company derecognizes a financial liability from its statement of financial position when, and only when, it is extinguished, that is when the obligation specified in the contract is discharged or cancelled or expires.

2.19 Cash and Cash Equivalents:
According to IAS 7 Statement of Cash Flows, cash comprises cash in hand, short term deposit and highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in values.

2.20 Events After the Reporting Period:
Events After the Reporting Period are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. Two types of events can be identified:

Adjusting Events - those that provide evidence of conditions that existed at the end of the reporting period.

Non adjusting Events- those that are indicative of conditions that arose after the reporting period.

Management of the company has taken close look whether any events after the reporting period exist that need to take into account during the preparation of financial statements. No such events occurred after the reporting period for which adjustment should be given or report should be made.

2.21 Authorization date for issuing Financial Statements:
The financial statements were authorized by the Board of Directors on August 23, 2021.

2.22 Comparative Information
Comparative information has been disclosed in the respect of previous year for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statement.

2.23 Segmental Reporting:
As required by IFRS-8 "Operating Segments", if an entity operates business activities that may earn revenues or incur expenses, whose operating results are regularly reviewed by the chief operating decision maker and for which discrete financial information is available

The company considers the operation on aggregate basis and manages the operations as a single operating segment. Hence it is felt that such segment reporting is not required to be disclosed.

2.24 Related Party Disclosure
The company carried out a number of transactions with related parties in the normal course of business and on arms' length basis. The information as required by IAS-24: Related Party Disclosures has been disclosed in a separate note to the financial statements.

2.25 General:
i) The figure has been rounded off to the nearest taka.
ii) The Financial Statements have been prepared covering one year from July 01, 2020 to June 30, 2021.

			Amount in Taka	
			30 June, 2021	30 June, 2020
3.00	**Property, Plant and Equipment**			
	These have arrived at as under:			
	(A) Total Cost			
	Opening balance		458,345,131	447,847,562
	Addition during the year (Purchase 482 Decimal of Land)		106,590,594	10,497,570
	Details Information of New Purchased Land:		**564,935,725**	**458,345,132**
	Deed No-7866; Date-28-06-21; CS-143; SA-514 & 510; RS-29 & 30; Area-416 Decimal.			
	Deed No-8341; Date-30-06-21; CS-143; SA-514; RS-29; Area-23 Decimal.			
	Deed No-8342; Date-30-06-21; CS-143; SA-514 & 510; RS-29, 30 & 31; Area-43 Decimal.			
	(B) Accumulated Depreciation			
	Opening balance		71,086,349	51,991,397
	Depreciation Charged for the year		18,679,517	19,094,951
	Total: Depreciation		**89,765,866**	**71,086,349**
	WDV as at 30.06.2021 (A-B)		**475,169,859**	**387,258,783**
	Property, Plant and Equipment's- details are shown in "**Annexure- A"**			
4.00	**Capital Work-In-Progress**			
	Building & Civil Constructions			
	Opening balance		50,188,857	25,636,407
	Addition during the year		5,570,423	24,552,450
	Closing Balance		**55,759,280**	**50,188,857**
	Total: (A+B)		**55,759,280**	**50,188,857**
5.00	**Inventories**			
	This consists of the following			
	Raw Materials	Note: 18.01	84,847,962	97,682,480
	Work-In-Process	Note: 18	8,243,823	11,025,450
	Packing Materials	Note: 18.01	9,543,338	15,254,250
	Finished Goods	Note: 18	49,737,726	55,215,420
	Spare parts	Note: 18.02.1	482,726	632,680
			152,855,575	**179,810,280**
6.00	**Trade and Other Receivables**			
	This consists of the following			
	A. Trade Receivable			

Opening Balance	79,606,178	139,294,014
Sales during the year	337,827,041	268,643,475
Adjusted/ Recovery	(347,574,826)	(328,331,311)
Trade Receivables (Annexure- C)	**69,858,393**	**79,606,178**
B. Other Receivable (Interest on FDR)	314,384	314,384
(A+B)	**70,172,776**	**79,920,561**
Ageing of Accounts Receivable		
More than six months	-	-
Less than six months	69,858,393	79,606,178
	69,858,393	**79,606,178**

The classification of receivables as required as per Para 4, Schedule XI, part –I of the Companies Act 1994. are given below:

Receivables considered good and in respect of which the company is fully secured.	-	-
Receivables considered good for which the company holds no security other than the debtor's personal security.	69,858,393	79,606,178
Receivables considered doubtful or bad.	-	-
Receivable due by directors or other officers of the company or any of them either severally or jointly with any other person or receivable due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
Receivables due by companies under the same management.	-	-
The maximum amount due by directors or other officers of the company at any time during the period.	-	-
Total	**69,858,393**	**79,606,178**

7.00 Short Term Investment

The break-up of the amount is given below:

Short Term FDR	50,000,000	50,000,000
Total:	**50,000,000**	**50,000,000**

8.00 Advances, Deposits & Prepayments

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges to other account heads such as property, plant and equipment or inventory, or any recurring expenses.

The break-up of the amount is given below:

Advance Income Tax	**Note: 8.01**	25,978,884	25,399,761
Goods and Service		2,431,227	2,512,530
Security for Warehouse		21,000,000	21,000,000

Advance for Vehicle		4,500,000	-
Security deposit for Electricity (WZPDCL)		42,000	42,000
Employees		682,525	1,025,500
Advance for land Purchase	**Note: 8.02**	126,000,000	64,000,000
Prepayment (Insurance)		126,922	11,486
Total		**180,761,558**	**113,991,276**

8.01 Advance Income Tax

Opening Balance	25,399,761	24,974,762
Advance Income Tax (TDS) paid during the year (RM Import)	154,125	-
Advance Income Tax on FDR	425,000	425,000
Closing Balance	**25,978,884**	**25,399,761**

8.02 Advance For Land Purchase

Opening Balance	64,000,000	-
Payment during the year	164,874,834	64,000,000
Transfer to Property, Plant and Equipment (Land)	(102,874,834)	-
Closing Balance	**126,000,000**	**64,000,000**

Disclosure as per Schedule XI, Part I, Para 6 of the Companies Act, 1994

Particulars	30.06.2021	30.06.2020
Advances, deposits & prepayments considered good and in respect of which the company is fully secured.	180,079,033	112,965,776
Advances, deposits & prepayments considered good for which the company holds no security.	Nil	Nil
Advances, deposits & prepayments considered doubtful or bad.	Nil	Nil
Advances, deposits & prepayments due by directors or other officers of the company or any of them either severally or jointly with any other person or Advance, deposits & prepayment due by firms or private companies respectively in which any director is a partner or a director or a member.	Nil	Nil
Advances, deposits & prepayments due by companies under the same management.	Nil	Nil
The maximum amount due by directors or other empolyee of the company at any time during the period.	682,525	1,025,500

9.00 Cash and Cash Equivalents

The break-up of the amount is given below:

Cash in Hand		2,884,730	1,547,995
Cash at Bank	**Note: 9.01**	248,989	21,070,403
Total:		**3,133,719**	**22,618,398**

9.01 Cash at Bank

	248,989	**21,070,403**
Mercantile Bank Ltd, Rampura-13091	16,102	17,687
Mercantile Bank Ltd, Elephant Road -483526	-	1,624
Islami Bank Ltd, Barisal-316303		20,921,044
Islami Bank Ltd, Bhanga-92710	15,558	16,248
Islami Bank Ltd, Bhanga-108001	9,055	9,745
Export Import Bank of BD ltd, Uttara Ladies Branch-20133	-	1,399
Mercantile Bank Ltd, Elephant Road -87723	70,603	7,566
Janata Bank Ltd., JBC Branch-219	21,037	-
Al-Arafa Islami Bank Ltd-1016	61,344	35,880
Standrad bank Ltd Green Road-353	55,290	59,210

The bank balance is agreed with respective bank statement.

10.00 Share Capital:

Authorized Capital

100,000,000 Ordinary Shares of Tk. 10 each	**1,000,000,000**	**1,000,000,000**

Issued, Subscribed & Paid-up Capital:

50,000,000 Ordinary Shares of Tk. 10 each fully paid up	**500,000,000**	**500,000,000**

Authorized Capital of the company is Tk. 1,000,000,000 divided into 100,000,000 ordinary shares of Tk. 10 each. Paid up capital of the company was tk. 95,000,000 divided into 9,500,000 ordinary share of tk. 10 each. The company raised its paid up capital from tk. 95,000,000 to tk. 220,000,000 with the consent of Bangladesh Securities and Exchange Commission (BSEC) through allotment dated 23th April, 2015. The paid up capital of the company has been increase from Tk. 95,000,000 to Tk. 220,000,000 through issuance of further 10,500,000 ordinary share of Tk. 10 each totalling Tk. 105,000,000 to the existing shareholders in cash and 2,000,000 ordinary share of Tk. 10 each totalling Tk. 20,000,000 other than cash (land) consideration through said allotment dated 23-04-2015.The paid up capital of the company has been increase from Tk. 220,000,000 to Tk. 500,000,000 through issuance of further 28,000,000 ordinary share of Tk. 10 each totaling Tk. 280,000,000 to the existing shareholders in cash through said allotment dated 24-05-2018. to make it up to its present figure of TK. 500,000,000/-.

10.01 Details of share holding position:

Name	30-06-2021 Share Holding	30-06-2020 Share Holding
Md. Bellal Khan	7,000,000	7,000,000
IBP Agrovet Ltd.	5,000,000	5,000,000
Sabila Sea Foods Ltd.	4,500,000	4,500,000
Md. Amin Ur Rashid	1,500,000	1,500,000
Mst. Shahnaz Akter	3,200,000	3,200,000
Md. Farid Ahmed	3,668,000	3,668,000
Salma Zaman	2,000,000	2,000,000
Md. Golam Reza Dulu	1,002,000	1,002,000
Akram Hossain Md. Feroz	1,002,000	1,002,000
Abaci Investment Ltd.	1,001,000	1,001,000
Aysha Siddika	4,500,000	4,500,000
Nazmun Nahar	1,000,000	1,000,000
Farmers Hopes Ltd.	701,000	701,000
Mohammad Delu	555,000	555,000
BD Finance Securities Limited	510,000	510,000
Horipur Feed Limited	501,000	501,000
Shakil Mahmud	501,000	501,000
Mohammed Towhidul Islam	501,000	501,000
Moderis Ali	501,000	501,000
A.F.M. Anowarul Huq	500,500	500,500
Asif Irtaza Islam	500,000	500,000
Ayesha Begum	500,000	500,000
Istak Ahmed	500,000	500,000
Rozina Akter	500,000	500,000
Inamul Haq Khan	450,000	450,000
Habibur Rahman Sikder	401,000	401,000
Alamgir Hossain	700,000	700,000
Md. Mosaruf Hossain Dhali	400,000	400,000
Mst. Rahima	400,000	400,000
Abdul Kader Miah	301,000	301,000
Homayra Binte Wali	301,000	301,000
Faryal Hafsa Ahmed	301,000	301,000

LT. Gen. Md Shamsul huque	300,000	300,000
Khadeja Begum	270,000	270,000
S.M. Ashfaqur Rahman	251,000	251,000
Shankar Chandra Das	250,000	250,000
Jannatul Marzan	216,500	216,500
Jannatul Ferdous Mim	215,500	215,500
MD. Kamruzzaman	202,000	202,000
Syed Sakib Naim Uddin	201,000	201,000
Taslima Begum	200,500	200,500
Mafizur Rahman	200,000	200,000
Md. Sajedul Karim	200,000	200,000
Ayub Hossain Khan	151,000	151,000
Shahanur Begum	151,000	151,000
Md. Zahid Hossain	150,000	150,000
Humayun Kabir	110,000	110,000
Nazia Rashid	104,000	104,000
Ziaul Ahsan	102,000	102,000
Abdur Rob Khan	102,000	102,000
Md. Mustafizur Rahman	101,000	101,000
Khandaker Mainul Hasan	101,000	101,000
Tahmina Nupur	101,000	101,000
Samsun Naher Khan	100,500	100,500
Abdullah Al Mamun	100,000	100,000
Abu Hasnat Md. Rezanur Sohel	100,000	100,000
Hasina Momtaz	100,000	100,000
Mahamudul Karim Chowdhury	100,000	100,000
Md. Maksudul Alom	100,000	100,000
Mizanur Rahman	100,000	100,000
Mousumi Akter	60,700	60,700
Md. Abul Hasan	51,000	51,000
Mrs. Beauty Akter	51,000	51,000
Foiz Ahmed	51,000	51,000
H. A. Mamun	51,000	51,000
Md. Akram Hossain	51,000	51,000
Md. Anayet Kabir	50,300	50,300

Abdullah Abu Sahadat	50,000	50,000
Suvra Prakash Dey	50,000	50,000
Md. Mizanur Rahman	41,000	41,000
Md. Ahsan Habib Raj	30,000	30,000
Mohammad Mahmudul Hossain	30,000	30,000
Mrs. Rahima Akter	25,000	25,000
Mohammad Shamim Mahbub	25,000	25,000
Md. Shakhawat Hossain	22,000	22,000
Humayun Kabir	20,000	20,000
Md. Saliur Rahman	20,000	20,000
Md. Faruque Hossain	11,000	11,000
Mohammed Anwar Hossain	10,000	10,000
Shaharia Hossain Shuvo	5,000	5,000
Jakia Sultana	5,000	5,000
Md. Abul Khayer	5,000	5,000
Rumana Ahmed Shantana	2,000	2,000
BMSL INVESTMENT LTD.	1,000	1,000
Md. Asaduz zamzn Mia	1,000	1,000
Mohammed Zahirul Houque	1,000	1,000
Rubel Deb	1,000	1,000
Mst. Dilruba Khatun	1,000	1,000
Md. Mudabbir Hossain	500	500
Total	**50,000,000**	**50,000,000**

11.00 Retained Earnings

The break-up of the amount is given below:

Opening Balance	248,798,345	217,492,099
Add: Profit for the year	48,257,055	31,306,246
Closing Balance	**297,055,400**	**248,798,345**

12.00 Deferred Tax Liability

The break-up of the amount is given below:

Carrying Value of Fixed Assets **(Annexure-A)**	475,169,860	387,258,783
As Tax Base	(282,310,735)	(212,026,901)
Temporary Difference	**192,859,125**	**175,231,882**
Deferred Tax Liabilities	**57,857,738**	**56,950,362**

12.01	**Deferred Tax Expenses**			
	Deferred Tax Liabilities		57,857,738	56,950,362
	Opening Deferred Tax Liabilities		56,950,362	50,725,779
	Deferred Tax Expenses		**907,376**	**6,224,582**
13.00	**Trade Payables**			
	The break-up of the amount is given below:			
	Opening Balance		3,436,756	7,703,304
	Purchase during the year		146,426,447	170,959,007
	Adjustment/payment		(138,914,059)	(175,225,555)
	Closing Balance		**10,949,143**	**3,436,756**
14.00	**Provision for WPPF:**			
	Opening Balance		2,050,591	3,948,332
	Addition during the year		3,134,018	2,050,591
	Adjustment/payment		(2,050,591)	(3,948,332)
	Closing Balance		**3,134,018**	**2,050,591**
	Profit before contribution for WPPF		65,814,388	43,062,407
	Provision for contribution @5% Profit after WPPF		**3,134,018**	**2,050,591**
15.00	**Liabilities for Expenses**			
	The break-up of the amount is given below:			
	Wages & Allowance		139,143	523,120
	Salary & Allowances		819,925	980,230
	Director Remuneration		100,000	100,000
	Audit Fee		402,500	402,500
	Electricity bill		53,467	135,234
	Rent		172,560	122,560
	BSCIC Rent & Service Charge		91,949	91,949
	VAT Payable	**Note: 15.01**	369,247	254,720
	Other Expenses		62,774	75,450
	Total		**2,211,565**	**2,685,763**
15.01	**VAT Payable**			
	The break-up of the amount is given below:			
	Opening Balance		254,720	(929,455)
	Rebate From:			
	Raw Material Purchase		(16,730,596)	(19,849,490)
	Racking Material Purchase		(2,420,495)	(2,347,320)

	Treasury Payment	(24,798,778)	(11,659,468)
	VAT on Sales	44,064,397	35,040,453
	Closing Balance	**369,247**	**254,720**
16.00	**Provision for Income Tax**		
	The break-up of the amount is given below:		
	Opening Balance	69,866,339	66,385,351
	Add: Provision during the year	13,515,938	3,480,988
	Closing Balance	**83,382,277**	**69,866,339**

			01.07.2020 To 30.06.2021	01.07.2019 To 30.06.2020
17.00	**Sales Revenue**			
	This is made up as follows:			
	Gross Sales		337,827,041	268,643,475
	Less: VAT		44,064,397	35,040,453
	Sales Revenue		**293,762,644**	**233,603,022**
18.00	**Cost of Goods Sold**			
	The break-up of the amount is given below:			
	Materials Consumed	**Note: 18.01**	145,280,316	124,977,617
	Manufacturing Expenses	**Note: 18.02**	32,028,527	30,838,265
	Opening Work-In-Process		11,025,450	13,065,480
	Closing Work-In-Process		(8,243,823)	(11,025,450)
	Cost of Goods Manufactured		**180,090,470**	**157,855,912**
	Opening Finished Goods		55,215,420	49,854,520
	Closing Finished Goods		(49,737,726)	(55,215,420)
			185,568,164	**152,495,012**
18.01	**Raw Material Consumed**			
	The break-up of the amount is given below:			
	Opening Stock of Raw Materials		97,682,480	80,039,265
	Opening Stock of Packing Materials		15,254,250	9,896,350
	Add: Raw Material Purchased		110,598,251	132,329,934
	Import		3,480,025	-
	Local		107,118,226	132,329,934
	Add: Packing Material Purchased		16,136,634	15,648,798
	Material available for Consumption		**239,671,616**	**237,914,347**
	Closing Stock of Raw Materials		(84,847,962)	(97,682,480)
	Closing Stock of Packing Materials		(9,543,338)	(15,254,250)
			145,280,316	**124,977,617**
18.02	**Manufacturing Expenses**			
	The break-up of the amount is given below:			
	Wages & Allowance		10,122,364	9,431,657
	Carriage Inwards		785,861	917,591
	Electricity Bill		1,060,263	912,093
	Generator Fuel		848,901	730,268
	Factory Rent		840,000	-
	Spare parts	**Note: 18.02.1**	690,424	885,535
	Repair & Maintenance		610,561	660,260
	Insurance Expenses		265,329	137,828
	BSCIC Rent & Service Charge		91,949	91,949
	Depreciation **(Annexure- A)**		16,712,875	17,071,084
			32,028,527	**30,838,265**
18.02.1	**Spare Parts**			
	Opening balance		632,680	734,750
	Purchase during the period		540,470	783,465
	Closing balance		(482,726)	(632,680)
	Consumption		**690,424**	**885,535**
19.00	**Administrative Expenses**			
	The break-up of the amount is given below:			
	Salary & Allowance		11,362,726	13,295,917
	Director Remuneration		1,200,000	1,200,000
	Board Meeting Fee		220,000	150,000
	Rate & Taxes		136,245	182,420

	Entertainment	2,213,267	2,385,650
	Electricity Bill	167,602	32,521
	Telephone & Mobile Bill	172,620	180,450
	Travel & Conveyance	1,726,832	1,816,095
	Printing & Stationary	2,757,652	2,650,120
	Office Expenses	686,478	745,240
	Office Rent Expenses	967,680	367,680
	Miscellaneous Expenses	577,348	672,245
	Fuel & Oil	185,766	125,420
	Repair & Maintenance	268,933	371,230
	Licence & Renewal	82,750	40,063
	Depreciation **(Annexure- A)**	1,186,504	1,157,046
	Audit Fee	402,500	402,500
	Legal & Professional Fee	350,000	205,500
	Papers & Periodicals	42,160	40,120
		24,707,063	**26,020,217**
20.00	**Selling & distribution Expenses**		
	The break-up of the amount is given below:		
	Salary and Allowance	8,315,410	4,260,630
	Transportation	2,409,147	2,232,760
	Advertisement & Publicity	1,504,968	1,462,350
	Carriage Outwards	1,428,482	1,271,455
	Warehouse rent	1,103,040	1,103,040
	Depreciation **(Annexure- A)**	780,138	866,821
	Sales promotion	4,687,806	5,175,280
		20,228,991	**16,372,336**
21.00	**Other non-operating income / (loss)**		
	The break-up of the amount is given below:		
	Wastage Sales	138,640	112,450
	Interest on FDR	4,250,000	4,250,000
		4,388,640	**4,362,450**
22.00	**Finance Costs**		
	The break-up of the amount is given below:		
	Bank Charge & Commission	80,750	15,500
	Bank Interest	1,751,929	-
		1,832,679	**15,500**
23.00	**Current Tax**		
	The break-up of the amount is given below:		
	Profit before tax as per account (Excluding others income)	58,291,729	36,649,366
	Other Income	4,388,640	4,362,450
	Accounting depreciation	18,679,517	19,094,951
	Tax base depreciation	(36,306,759)	(49,396,036)
	Taxable profit	**45,053,127**	**10,710,732**
	Current Tax @ 30.00%, 32.50%	**13,515,938**	**3,480,988**

24.00 Earnings Per Share

The break-up of the amount is given below:

Net Income after tax for the year	48,257,055	31,306,246
Weighted Average number of ordinary shares outstanding	50,000,000	50,000,000
Earnings per share (Basic)	**0.97**	**0.63**

Weighted Average Number of Shares	Weight	2021	2020
50,000,000 Shares	1	50,000,000	50,000,000
Weighted Average Number of Shares		**50,000,000**	**50,000,000**

25.00 Net Asset Value (NAV) Per Share

Total Assets	987,852,767	883,788,155
Less: Non-Current Liabilities+Current Liabilities	190,797,367	134,989,810
Net Assets	**797,055,401**	**748,798,345**
Total Number of Shares	50,000,000	50,000,000
	15.94	**14.98**

26.00 Net operating cash flows per share (NOCFPS)

Net Cash generate from Operating activities	125,913,713	86,092,524
Total Number of Shares	50,000,000	50,000,000
	2.52	**1.72**

27.00 Reconciliation of Net Profit with Cash Flows from Operating Activities:

Profit before Tax	**62,680,369**	**41,011,816**
Add: Non Cash & Non Operating Expanses		
Depreciation on property, plant and equipment	18,679,517	19,094,951
Capital Loss for Sale of Machinery	-	-
	81,359,886	**60,106,768**
Less/Add: Operating Expenses		
Decrease in Trade & Other Receivables	9,747,785	59,687,836
Increase in Inventories	26,954,705	(26,219,915)
Decrease in Advance, Deposit & Prepayments	308,842	633,284
Decrease in Trade Payables	7,512,387	(4,266,548)
Decrease in Liability for contribution to W.P.P.F	1,083,428	(1,897,741)
Income Tax Paid	(579,125)	(425,000)
Decrease in Liabilities for Expenses	(474,198)	(1,526,161)
	125,913,713	**86,092,524**

28.00 Related parties disclosure

The company carried out a number of transactions with related parties. The following are the related parties transactions of the BD Paints Ltd has been disclosed as required by IAS 24 Related Party Disclosures.

(a) Short term employee benefits:

(i) Remuneration

Name	Designation	Nature of Transaction	Amount in (BDT)	Amount in (BDT)
			2020-2021	2019-2020
Md. Bellal Khan	Managing Director	Remuneration	1,200,000	1,200,000
Md. Bellal Khan	Managing Director	Remuneration Payable	100,000	100,000

(ii) Board meeting fee

Name	Designation	Nature of Transaction	2020-2021		2019-2020		Amount in (BDT)	Amount in (BDT)
			Held meeting	Attend meeting	Held meeting	Attend meeting	2020-2021	2019-2020
Md. Bellal Khan	Managing Director		10	10	10	10	50,000	50,000
Jannatul Ferdous Mim	Nominee Director (Sabila Sea Food Ltd.)		10	9	10	6	45,000	30,000
Maruful Islam Turan	Nominee Director (IBP Agrobet Ltd.)		10	9	10	4	45,000	20,000
Md. Shaheenul Islam	Independent Director		10	8	10	0	40,000	-
Aysha siddika	Ex-Director		10	8	10	10	40,000	50,000

(b) Post-employee benefits : Nil
(c) Other long term benefits : Nil
(d) Termination benefits : Nil
(e) Share-based payment : Nil
(f) Others : Nil

29.00 Disclosure as per Schedule XI, Part II, Para 3,4,7 & 8 of the Companies Act.1994

29.01 Schedule of Note 5 Para 3 :-

Employees

Breakup of the expenditure incurred on employees:

Particulars	2020-2021	2019-2020
Receipt aggregate salary throughout the financial year whose salary was not less then Tk. 3000.	127	142
Receipt aggregate salary throughout the financial year whose salary was less then Tk. 3000.	-	-

29.02 Schedule of Para 3:

(a): Sales Revenue

Particulars	2020-2021	2019-2020
Sales Revenue in BDT.	293,762,644	233,603,022
Sales Revenue in Quantity (M.Ton)	2,195.22	1,763.30

b) No Commission paid to selling agents during the year.

c) No brokerage and discount paid on sales during the year.

d)(i): Raw Materials Consumed

Particulars	2020-2021	2019-2020
Raw Materials (Value in BDT)	123,432,769	114,686,719
Raw Materials Quantity (Kg)	1,223,611	1,153,454

(d)(ii): Finished Goods

Particulars	2020-2021	2019-2020
Opening Quantity (M.Ton)	638.45	576.47
Production Quantity (M.Ton)	2,131.88	1,825.28
Clossing Quantity (M.Ton)	575.12	638.45

29.03 Para 4:

The following payments provided or made during the financial year to the directors, including managing director, the managing agent or managers, if any, by the company.

	Particulars	2020-2021	2019-2020
a.	Managerial Remuneration paid or payable during the year to the directors, including managing directors, a managing agent or manager.	1,200,000	1,200,000
b.	Expenses reimbursed to Managing Agent	Nil	Nil
c.	Commission or Remuneration payable separately to a managing agent or his associate	Nil	Nil
d.	Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the company.	Nil	Nil
e.	The money value of the contracts for the sale or purchase of goods and materials or supply of	Nil	Nil

	services, entered into by the company with the managing agent or his associate during the financial year.		
f.	Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable.	Nil	Nil
g.	Other allowances and commission including guarantee commission	Nil	Nil
h	Pensions etc.	Nil	Nil
	(i) Pensions	Nil	Nil
	(ii) Gratuities	Nil	Nil
	(iii) Payments from a provident funds, in excess of own subscription and interest thereon	Nil	Nil
	(iv) Compensation for loss of office	Nil	Nil
	(v) Consideration in connection with retirement from office.	Nil	Nil

29.04 Para 7: Capacity Utilization

The production capacity and utilization of its are as follows:

Particulars	**2020-2021**	**2019-2020**
	Quantity in M.Ton	
Installed Capacity	5,000.00	5,000.00
Actual Production	2,131.88	1,825.28
Capacity Utilization (%)	**42.64**	**36.51**

29.05 Para 8

(a) During the period 1st July 2020 to 30th June 2021 total value of import calculated on CIF basis.

Particulars	**Amount In TK**	**Amount In TK**
Import of raw Materials	3,480,025	-
Components and Spare parts	-	-
Capitals goods	-	-
Total:	**3,480,025**	**-**

(b) Company did not pay any expenditure in foreign currency during the financial year on account of royalty, know-how, professional consultation fees, interest and other matters.

(c) Value of all raw materials, spare parts and components consumed during the financial year and the value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption:

Particulars	**2021**				
	Total Consumption	**Import Taka**	**% of Consumption**	**Local Taka**	**% of Consumption**
Raw Materials Consumed	123,432,769	1,272,720	1.03%	122,160,049	98.97%
Spare parts	690,423.62	-	0.00%	690,424	100.00%
Packing Materials Consumed	21,847,546	-	0.00%	21,847,546	100.00%

Particulars	30 June, 2021	30 June, 2020
(d) The amount remitted during the year in foreign currencies on account of dividends.	Nil	Nil
(e) Earnings in foreign exchange classified under the following heads, namely-		
(i) Export of goods calculated on F.O.B basis;	Nil	Nil
(ii) Royalty, know-how, professional and consultation feed;	Nil	Nil
(iii) Interest and dividend;	Nil	Nil
(iv) Other income, indicating the nature thereof.	Nil	Nil

BD PAINTS LIMITED
Property, Plant and Equipment
As at June 30, 2021

Annexure: A

Particulars	Cost				Rate	Depreciation				Written down value as on 30-Jun-21
	Balance as on 01-Jul-20	Addition during the period	Adjustment during the period	Balance as on 30-Jun-21	of Dep.	Balance as on 01-Jul-20	Charged during the period	Adjustment during the year	Balance as on 30-Jun-21	
Land	2,199,760	24,742,250	-	26,942,010	0%	-	-	-	-	26,942,010
Land development	12,041,044	78,132,584	-	90,173,628	2%	553,920	293,961	-	847,881	89,325,747
Building & Civil Construction	71,619,202	-	-	71,619,202	3%	4,882,066	2,002,114	-	6,884,180	64,735,022
Vehicles	11,150,190	-	-	11,150,190	10%	3,348,803	780,138	-	4,128,941	7,021,249
Furniture & fixtures	9,225,810	-	-	9,225,810	10%	3,562,586	566,322	-	4,128,908	5,096,902
Factory Equipment & Laboratory Equipment	105,336,282	-	-	105,336,282	5%	14,551,891	4,539,220	-	19,091,111	86,245,171
Computer	2,779,625	470,000	-	3,249,625	10%	469,244	236,833	-	706,077	2,543,548
Office Equipment	2,496,610	795,760	-	3,292,370	10%	912,112	167,606	-	1,079,718	2,212,652
Office Decoration	2,252,450	-	-	2,252,450	10%	95,035	215,742	-	310,777	1,941,673
Generator	480,000	2,450,000	-	2,930,000	10%	294,182	60,198	-	354,380	2,575,620
Water Pump	1,025,650	-	-	1,025,650	5%	146,283	43,968	-	190,251	835,399
Machinery & Equipment	237,373,508	-	-	237,373,508	5%	42,186,481	9,759,351	-	51,945,832	185,427,676
ETP	365,000	-	-	365,000	5%	83,746	14,063	-	97,809	267,191
Balance as at June 30, 2021	**458,345,131**	**106,590,594**	**-**	**564,935,725**		**71,086,349**	**18,679,517**	**-**	**89,765,865**	**475,169,860**
Balance as at June 30, 2020	**447,847,562**	**10,497,570**	**-**	**458,345,132**		**51,991,397**	**19,094,951**	**-**	**71,086,349**	**387,258,783**

Allocation of Depreciation	**Total**
Factory	16,712,875
Administration	1,186,504
Selling & distribution	780,138
	18,679,517

The Company has Purchased 482 Decimal of Land in Sreepur, Gazipur.

BD PAINTS LIMITED
Property, Plant and Equipment
As at June 30, 2021

Annexure: B

Particulars	Cost				Rate of Dep.	Depreciation				Written down value as on 30-Jun-21
	Balance as on 01-Jul-20	Addition during the year	Adjustment during the year	Balance as on 30-Jun-21		Balance as on 01-Jul-20	Charged during the year	Adjustment during the year	Balance as on 30-Jun-21	
Land	2,199,760	24,742,250	-	26,942,010	0%	-	-	-	-	26,942,010
Land development	12,041,044	78,132,584		90,173,628	5%	1,717,354	676,731	-	2,394,085	87,779,543
Building & Civil Construction	71,619,202	-	-	71,619,202	10%	35,930,094	3,568,911	-	39,499,004	32,120,198
Vehicles	11,150,190	-	-	11,150,190	20%	6,537,794	922,479	-	7,460,273	3,689,917
Furniture & fixtures	9,225,810	-	-	9,225,810	10%	4,015,011	521,080	-	4,536,091	4,689,719
Factory Equipment & Laboratory Equipment	105,336,282	-		105,336,282	20%	62,371,950	8,592,866	-	70,964,817	34,371,465
Computer	2,779,625	470,000	-	3,249,625	30%	1,616,969	366,180	-	1,983,149	1,266,476
Office Equipment	2,496,610	795,760	-	3,292,370	10%	1,014,456	157,372	-	1,171,828	2,120,542
Office Decoration	2,252,450	-		2,252,450	10%	225,245	202,721	-	427,966	1,824,484
Generator	480,000	2,450,000	-	2,930,000	10%	338,424	55,774	-	394,198	2,535,802
Water Pump	1,025,650	-		1,025,650	20%	500,517	105,027	-	605,544	420,106
Machinery & Equipment	237,373,508	-	-	237,373,508	20%	131,781,099	21,118,482	-	152,899,581	84,473,927
ETP	365,000	-		365,000	20%	269,317	19,137	-	288,454	76,546
Balance as at June 30, 2021	**458,345,131**	**106,590,594**	**-**	**564,935,725**		**246,318,231**	**36,306,759**	**-**	**282,624,990**	**282,310,735**
Balance as at June 30, 2020	**447,847,562**	**10,497,570**	**-**	**458,345,132**		**196,922,195**	**49,396,036**	**-**	**246,318,231**	**212,026,901**

(b) **Information as is required under section 186 of the কোম্পানি আইন, ১৯৯৪ relating to holding company;**

This information is not applicable for BDPL.

(c) **Selected ratios as specified in Annexure-D;**

Auditor's certificate regarding calculation of EPS and Ratios

This is to certify that BD Paints Ltd. has maintained the following ratios as computed on the basis of the audited financial statements for the year ended June 30, 2021, 2020, 2019, 2018 and 2017.

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
	Ratio				
I. Liquidity Ratios:					
(i) Current Ratio	3.44	5.72	5.22	4.71	2.82
(ii) Quick Ratio	0.93	1.95	2.74	2.82	1.60
II. Operating Efficiency Ratios:					
(i) Accounts Receivable Turnover Ratio	3.91	2.13	2.86	3.36	4.36
(ii) Inventory Turnover Ratio	1.12	0.91	1.71	2.13	3.10
(iii) Asset Turnover Ratio	0.31	0.27	0.45	0.56	0.85
III. Profitability Ratios:					
(i) Gross Margin Ratio	36.83%	34.72%	37.57%	39.11%	40.08%
(ii) Operating Profit Ratio	21.53%	16.57%	22.50%	25.01%	25.58%
(iii) Net Profit Ratio	16.43%	13.40%	14.08%	15.63%	16.63%
(iv) Return on Assets Ratio	5.16%	3.61%	6.28%	8.75%	14.11%
(v) Return on Equity Ratio	6.24%	4.27%	7.42%	10.62%	17.45%
(vi) Earnings Per Share (EPS)	0.97	0.63	1.03	2.13	2.43
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	27.89%	24.75%	27.97%	27.77%	27.68%

IV.Solvency Ratios:

(i) Debt to Total Assets Ratio	0.03	-	-	-	-
(ii) Debt to Equity Ratio	0.04	-	-	-	-
(iii) Times Interest Earned Ratio	34.52	2,497.77	-	-	-
(iv) Debt Service Coverage Ratio	46.77	-	-	-	-

V. Cash Flow Ratios:

(i) Net Operating Cash Flow per Share (NOCFPS)	2.52	1.72	0.17	0.09	1.62
(ii) NOCFPS to EPS Ratio	2.61	2.75	0.17	0.04	0.66

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Place: Dhaka
Date: November 16, 2021

Ratio Calculation

Particulars	Formula	30-Jun-21		30-Jun-20		30-Jun-19		30-Jun-18		30-Jun-17	
		Calculation	Ratio	Calculation	Ratio	Calculation	Ratio	Calculation	Ratio	Calculation	Ratio
I. Liquidity Ratios:											
(i) Current Ratio	Current Assets/Current Liabilities	456,923,628	3.44	446,340,515	5.72	428,974,217	5.22	365,888,160	4.71	216,754,228	2.82
		132,939,629		78,039,448		82,248,911		77,662,287		76,873,840	
(ii) Quick Ratio	(Current Assets-Inventories-Advance, Deposit & Prepayments)/Current Liabilities	123,306,495	0.93	152,538,958	1.95	225,184,291	2.74	219,323,317	2.82	123,027,237	1.60
		132,939,629		78,039,448		82,248,911		77,662,287		76,873,840	
II. Operating Efficiency Ratios:											
(i) Accounts Receivable Turnover Ratio	Net Sales/Average Accounts Receivables	293,762,644	3.91	233,603,022	2.13	364,517,070	2.86	339,342,101	3.36	321,545,780	4.36
		75,046,669		109,764,479		127,516,338		101,123,470		73,732,513	
(ii) Inventory Turnover Ratio	Cost of Goods Sold /Average Inventory	185,568,164	1.12	152,495,012	0.91	227,582,691	1.71	206,612,618	2.13	192,666,913	3.10
		166,332,928		166,700,323		133,131,543		97,210,995		62,184,894	
(iii) Asset Turnover Ratio	Net Sales/Average Total Assets	293,762,644	0.31	233,603,022	0.27	364,517,070	0.45	339,342,101	0.56	321,545,780	0.85
		935,820,461		867,127,472		817,117,286		605,872,519		379,084,016	
III. Profitability Ratios:											
(i) Gross Margin Ratio	Gross Profit/Net Sales	108,194,481	36.83%	81,108,010	34.72%	136,934,379	37.57%	132,729,483	39.11%	128,878,867	40.08%
		293,762,644		233,603,022		364,517,070		339,342,101		321,545,780	
(ii) Operating Profit Ratio	Operating Profit/Net Sales	63,258,427	21.53%	38,715,457	16.57%	82,024,908	22.50%	84,858,731	25.01%	82,250,997	25.58%
		293,762,644		233,603,022		364,517,070		339,342,101		321,545,780	
(iii) Net Profit Ratio	Net Profit after Tax/Net Sales	48,257,055	16.43%	31,306,246	13.40%	51,328,318	14.08%	53,038,350	15.63%	53,479,268	16.63%
		293,762,644		233,603,022		364,517,070		339,342,101		321,545,780	
(iv) Return on Assets Ratio	Net Profit after Tax/Average Total Assets	48,257,055	5.16%	31,306,246	3.61%	51,328,318	6.28%	53,038,350	8.75%	53,479,268	14.11%
		935,820,461		867,127,472		817,117,286		605,872,519		379,084,016	
(v) Return on Equity Ratio	Net Profit after Tax/Average Total Shareholders Equity	48,257,055	6.24%	31,306,246	4.27%	51,328,318	7.42%	53,038,350	10.62%	53,479,268	17.45%
		772,926,873		733,145,222		691,827,940		499,644,606		306,385,797	
(vi) Earnings Per Share (EPS)	Net Profit after Tax/Weighted Average Number of Ordinary Shares Outstanding	48,257,055	0.97	31,306,246	0.63	51,328,318	1.03	53,038,350	2.13	53,479,268	2.43
		50,000,000		50,000,000		50,000,000		24,915,068		22,000,000	
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	EBITDA/Net Sales	81,937,944	27.89%	57,810,408	24.75%	101,965,406	27.97%	94,248,614	27.77%	89,003,749	27.68%
		293,762,644		233,603,022		364,517,070		339,342,101		321,545,780	
IV. Solvency Ratios:											
(i) Debt to Total Assets Ratio	Total Debt/Total Assets	33,262,625	0.03	-	-	-	-	-	-	-	-
		987,852,767		883,788,155		850,466,789		783,767,784		427,977,254	
(ii) Debt to Equity Ratio	Total Debt/Total Equity	33,262,625	0.04	-	-	-	-	-	-	-	-
		797,055,400		748,798,345		717,492,099		666,163,781		333,125,431	
(iii) Times Interest Earned Ratio	EBIT/Financial Expenses	63,258,427	34.52	38,715,457	2,497.77	82,024,908	-	84,858,731	-	82,250,997	-
		1,832,679		15,500		-		-		-	
(iv) Debt Service Coverage Ratio	Net Operating Profit / Total Debt Service	81,937,944	46.77	57,810,408	-	101,965,406	-	94,248,614	-	89,003,749	-
		1,751,929		-		-		-		-	
V. Cash Flow Ratios:											
(i) Net Operating Cash Flow per Share (NOCFPS)	Net Operating Cash Flow/ Number of Ordinary Shares Outstanding	125,913,713	2.52	86,092,524	1.72	8,742,862	0.17	2,208,548	0.09	35,541,510	1.62
		50,000,000		50,000,000		50,000,000		24,915,068		22,000,000	
(ii) NOCFPS to EPS Ratio	Net Operating Cash Flow per Share/EPS	2.52	2.61	1.72	2.75	0.17	0.17	0.09	0.04	1.62	0.66
		0.97		0.63		1.03		2.13		2.43	

Comparison ratios with the industry average ratios of the same periods:

BD PAINTS LIMITED		Industry Average*	Remark/ Explanation
Particulars	30-Jun-21	31-Mar-21	
	Ratio	Ratio	
I. Liquidity Ratios:			
(i) Current Ratio	3.44	2.00	BDPL's Current Ratio is better than industry average current ratio.
(ii) Quick Ratio	0.93	1.27	BDPL's Ratio is not satisfactory with the industry average ratio.
II. Operating Efficiency Ratios:			
(i) Accounts Receivable Turnover Ratio	3.91	10.01	BDPL's Ratio is not satisfactory with the industry average ratio.
(ii) Inventory Turnover Ratio	1.12	3.71	BDPL's Ratio is not satisfactory with the industry average ratio.
(iii) Asset Turnover Ratio	0.31	1.18	BDPL's Ratio is not satisfactory with the industry average ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	36.83%	39.79%	BDPL's Ratio is satisfactory with the average industry ratio.
(ii) Operating Profit Ratio	21.53%	21.21%	BDPL's Ratio is better than industry average ratio.
(iii) Net Profit Ratio	16.43%	15.29%	BDPL's Ratio is better than industry average ratio.
(iv) Return on Assets Ratio	5.16%	18.06%	BDPL's Ratio is not satisfactory with the industry average ratio.
(v) Return on Equity Ratio	6.24%	27.41%	BDPL's Ratio is not satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	0.97	54.96	BDPL's Ratio is not satisfactory with the industry average ratio.
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	27.89%	24.16%	BDPL's Ratio is better than industry average ratio.
IV. Solvency Ratios:			
(i) Debt to Total Assets Ratio	0.03	0.04	BDPL's Ratio is satisfactory with the average industry ratio.
(ii) Debt to Equity Ratio	0.04	0.06	BDPL's Ratio is satisfactory with the average industry ratio.
(iii) Times Interest Earned Ratio	34.52	97.01	BDPL's Ratio is satisfactory with the average industry ratio.
(iV) Debt Service Coverage Ratio	46.77	Not Available	-

V. Cash Flow Ratios:

(i) Net Operating Cash Flow per Share (NOCFPS)	2.52	71.64	BDPL's Ratio is not satisfactory.
(ii) NOCFPS to EPS Ratio	2.61	1.30	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.

***** The industry average ratio is calculated through using the ratio of a listed similar company namely Berger Paints Bangladesh Limited for the year ended March 31, 2021

BD PAINTS LIMITED		**Industry Average***	**Remark/ Explanation**
Particulars	**30-Jun-20**	**31-Mar-20**	
	Ratio	**Ratio**	
I. Liquidity Ratios:			
(i) Current Ratio	5.72	2.22	BDPL's Current Ratio is better than industry average current ratio.
(ii) Quick Ratio	1.95	1.49	BDPL's Ratio is better than industry average ratio.
II. Operating Efficiency Ratios:			
(i) Accounts Receivable Turnover Ratio	2.13	9.88	BDPL's Ratio is not satisfactory with the industry average ratio.
(ii) Inventory Turnover Ratio	0.91	4.63	BDPL's Ratio is not satisfactory with the industry average ratio.
(iii) Asset Turnover Ratio	0.27	1.37	BDPL's Ratio is not satisfactory with the industry average ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	34.72%	38.48%	BDPL's Ratio is satisfactory with the average industry ratio.
(ii) Operating Profit Ratio	16.57%	18.84%	BDPL's Ratio is better than industry average ratio.
(iii) Net Profit Ratio	13.40%	14.13%	BDPL's Ratio is better than industry average ratio.
(iv) Return on Assets Ratio	3.61%	19.35%	BDPL's Ratio is not satisfactory with the industry average ratio.
(v) Return on Equity Ratio	4.27%	28.16%	BDPL's Ratio is not satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	0.63	49.43	BDPL's Ratio is not satisfactory with the industry average ratio.
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	24.75%	22.03%	BDPL's Ratio is better than industry average ratio.

IV. Solvency Ratios:

(i) Debt to Total Assets Ratio	-	0.04	BDPL's Ratio is Null as the company has no long term & short term debt.
(ii) Debt to Equity Ratio	-	0.07	BDPL's Ratio is Null as the company has no long term & short term debt.
(iii) Times Interest Earned Ratio	2,497.77	1,002.71	BDPL's Ratio is better than industry average ratio.
(iV) Debt Service Coverage Ratio	-	Not Available	BDPL's Ratio is Null as the company has no long term & short term debt.

V. Cash Flow Ratios:

(i) Net Operating Cash Flow per Share (NOCFPS)	1.72	77.65	BDPL's Ratio is not satisfactory.
(ii) NOCFPS to EPS Ratio	2.75	1.57	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.

***** The industry average ratio is calculated through using the ratio of a listed similar company namely Berger Paints Bangladesh Limited for the year ended March 31, 2020.

BD PAINTS LIMITED		**Industry Average***	**Remark/ Explanation**
Particulars	**30-Jun-19**	**31-Mar-19**	
	Ratio	**Ratio**	
I. Liquidity Ratios:			
(i) Current Ratio	5.22	2.23	BDPL's Current Ratio is better than industry average current ratio.
(ii) Quick Ratio	2.74	1.39	BDPL'sRatio is better than industry average ratio.
II. Operating Efficiency Ratios:			
(i) Accounts Receivable Turnover Ratio	2.86	10.93	BDPL's Ratio is not satisfactory with the industry average ratio.
(ii) Inventory Turnover Ratio	1.71	4.64	BDPL's Ratio is not satisfactory with the industry average ratio.
(iii) Asset Turnover Ratio	0.45	1.80	BDPL's Ratio is not satisfactory with the industry average ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	37.57%	44.08%	BDPL's Ratio is satisfactory with the average industry ratio.
(ii) Operating Profit Ratio	22.50%	15.46%	BDPL'sRatio is better than industry average ratio.
(iii) Net Profit Ratio	14.08%	11.00%	BDPL'sRatio is better than industry average ratio.
(iv) Return on Assets Ratio	6.28%	19.85%	BDPL's Ratio is not satisfactory with the industry average

			ratio.
(v) Return on Equity Ratio	7.42%	28.72%	BDPL's Ratio is not satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	1.03	42.07	BDPL's Ratio is not satisfactory with the industry average ratio.
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	27.97%	17.48%	BDPL'sRatio is better than industry average ratio.
IV. Solvency Ratios:			
(i) Debt to Total Assets Ratio	-	-	BDPL's Ratio is Null as the company has no long term & short term debt.
(ii) Debt to Equity Ratio	-	-	BDPL's Ratio is Null as the company has no long term & short term debt.
(iii) Times Interest Earned Ratio	-	365.40	BDPL's Ratio is Null as the company has no financial expenses.
(iV) Debt Service Coverage Ratio	-	Not Available	BDPL's Ratio is Null as the company has no long term & short term debt.
V. Cash Flow Ratios:			
(i) Net Operating Cash Flow per Share (NOCFPS)	0.17	51.45	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.
(ii) NOCFPS to EPS Ratio	0.17	1.22	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.

***** The industry average ratio is calculated through using the ratio of a listed similar company namely Berger Paints Bangladesh Limited for the year ended March 31, 2019.

BD PAINTS LIMITED		**Industry Average *****	**Remark/ Explanation**
Particulars	**30-Jun-18**	**31-Mar-18**	
	Ratio	**Ratio**	
I. Liquidity Ratios:			
(i) Current Ratio	4.71	2.02	BDPL's Current Ratio is better than industry average current ratio.
(ii) Quick Ratio	2.82	1.04	BDPL'sRatio is better than industry average ratio.
II. Operating Efficiency Ratios:			
(i) Accounts Receivable Turnover Ratio	3.36	12.34	BDPL's Ratio is not satisfactory with the industry average ratio.

(ii) Inventory Turnover Ratio	2.13	4.38	BDPL's Ratio is not satisfactory with the industry average ratio.
(iii) Asset Turnover Ratio	0.56	1.89	BDPL's Ratio is not satisfactory with the industry average ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	39.11%	44.62%	BDPL's Ratio is satisfactory with the average industry ratio.
(ii) Operating Profit Ratio	25.01%	14.11%	BDPL'sRatio is better than industry average ratio.
(iii) Net Profit Ratio	15.63%	10.13%	BDPL'sRatio is better than industry average ratio.
(iv) Return on Assets Ratio	8.75%	19.16%	BDPL's Ratio is not satisfactory with the industry average ratio.
(v) Return on Equity Ratio	10.62%	29.25%	BDPL's Ratio is not satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	2.13	7.20	BDPL's Ratio is not satisfactory with the industry average ratio.
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	27.77%	16.50%	BDPL'sRatio is better than industry average ratio.
IV. Solvency Ratios:			
(i) Debt to Total Assets Ratio	-	0.0059	BDPL's Ratio is Null as the company has no long term & short term debt.
(ii) Debt to Equity Ratio	-	0.0087	BDPL's Ratio is Null as the company has no long term & short term debt.
(iii) Times Interest Earned Ratio	-	328.14	BDPL's Ratio is Null as the company has no financial expenses.
(iV) Debt Service Coverage Ratio	-	Not Available	BDPL's Ratio is Null as the company has no long term & short term debt.
V. Cash Flow Ratios:			
(i) Net Operating Cash Flow per Share (NOCFPS)	0.09	0.06	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.
(ii) NOCFPS to EPS Ratio	0.04	0.001	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.

***** The industry average ratio is calculated through using the ratio of a listed similar company namely Berger Paints Bangladesh Limited for the year ended March 31, 2018.

BD PAINTS LIMITED		Industry Average ***	Remark/ Explanation
Particulars	30-Jun-17	31-Mar-17	
	Ratio	Ratio	
I. Liquidity Ratios:			
(i) Current Ratio	2.82	1.87	BDPL's Current Ratio is better than industry average current ratio.
(ii) Quick Ratio	1.60	1.09	BDPL'sRatio is better than industry average ratio.
II. Operating Efficiency Ratios:			
(i) Accounts Receivable Turnover Ratio	4.36	14.40	BDPL's Ratio is not satisfactory with the industry average ratio.
(ii) Inventory Turnover Ratio	3.10	4.38	BDPL's Ratio is not satisfactory with the industry average ratio.
(iii) Asset Turnover Ratio	0.85	1.97	BDPL'sRatio is satisfactory with the industry average ratio.
III. Profitability Ratios:			
(i) Gross Margin Ratio	40.08%	48.60%	BDPL's Ratio is satisfactory with the industry average ratio.
(ii) Operating Profit Ratio	25.58%	16.98%	BDPL'sRatio is better than industry average ratio.
(iii) Net Profit Ratio	16.63%	12.37%	BDPL'sRatio is better than industry average ratio.
(iv) Return on Assets Ratio	14.11%	24.42%	BDPL's Ratio is not satisfactory with the industry average ratio.
(v) Return on Equity Ratio	17.45%	38.47%	BDPL's Ratio is not satisfactory with the industry average ratio.
(vi) Earnings Per Share (EPS)	2.43	7.80	BDPL's Ratio is not satisfactory with the industry average ratio.
(vii) Earnings before interest, taxes, depreciation and amortization (EBITDA) margin	27.68%	19.23%	BDPL's Ratio is satisfactory with the industry average ratio.
IV. Solvency Ratios:			
(i) Debt to Total Assets Ratio	-	0.0007	BDPL's Ratio is Null as the company has no long term & short term debt.
(ii) Debt to Equity Ratio	-	0.0010	BDPL's Ratio is Null as the company has no long term & short term debt.
(iii) Times Interest Earned Ratio	-	507.94	BDPL's Ratio is Null as the company has no financial expenses.

(iV) Debt Service Coverage Ratio	-	Not Available	BDPL's Ratio is Null as the company has no long term & short term debt.

V. Cash Flow Ratios:

(i) Net Operating Cash Flow per Share (NOCFPS)	1.62	0.08	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.
(ii) NOCFPS to EPS Ratio	0.66	0.001	BDPL's Ratio is satisfactory as Net Operating Cash Flow is positive.

***** The industry average ratio is calculated through using the ratio of a listed similar company namely Berger Paints Bangladesh Limited for the year ended March 31, 2017.

(d) **Auditors report under Section 135(1), Paragraph 24(1) of Part II of Schedule III of the কোম্পানি আইন, ১৯৯৪. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation;**

Auditors' report Under Section-135 (1) and Para-24(1) of Part-II of Schedule-III of the Companies Act 1994

We have examined the financial statements of BD Paints Limited for the year ended June 30, 2021, 2020, 2019, 2018 and 2017 which were audited. In pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act 1994, our report is as under:

A) Statements of Assets and Liabilities of the Company are as under:

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
ASSETS:					
Non-Current Assets	**530,929,139**	**437,447,640**	**421,492,572**	**417,879,624**	**211,223,026**
Property, Plant & Equipment	475,169,859	387,258,783	395,856,165	417,879,624	150,571,124
Capital Work in Progress	55,759,280	50,188,857	25,636,407	-	60,651,902
Current Assets	**456,923,628**	**446,340,515**	**428,974,217**	**365,888,160**	**216,754,228**
Inventories	152,855,575	179,810,280	153,590,365	112,672,720	81,749,270
Trade and Other Receivables	70,172,776	79,920,561	139,608,397	115,424,278	86,822,663
Short Term Investment	50,000,000	50,000,000	-	-	-
Advances, Deposits & Prepayments	180,761,558	113,991,276	50,199,561	33,892,123	11,977,721
Cash and Cash Equivalents	3,133,719	22,618,398	85,575,894	103,899,039	36,204,574
Total Assets	**987,852,767**	**883,788,155**	**850,466,789**	**783,767,784**	**427,977,254**
EQUITY & LIABILITIES:					
Shareholders' Equity	**797,055,400**	**748,798,345**	**717,492,099**	**666,163,781**	**333,125,431**
Share Capital	500,000,000	500,000,000	500,000,000	500,000,000	220,000,000
Retained Earnings	297,055,400	248,798,345	217,492,099	166,163,781	113,125,431
Non-Current Liabilities	**57,857,738**	**56,950,362**	**50,725,779**	**39,941,716**	**17,977,983**
Deferred Tax Liability	57,857,738	56,950,362	50,725,779	39,941,716	17,977,983
Short Term Loan	**33,262,625**	**-**	**-**	**-**	**-**
Bank Overdraft (CC Accounts)	30,519,481	-	-	-	-
LATR (Import of RM) Accounts	2,743,144	-			

Current Liabilities	**99,677,004**	**78,039,448**	**82,248,911**	**77,662,287**	**76,873,840**
Trade and Other Payables	10,949,143	3,436,756	7,703,304	20,101,322	30,527,997
Provision for WPPF	3,134,018	2,050,591	3,948,332	4,079,873	-
Liabilities for Expenses	2,211,565	2,685,763	4,211,924	3,950,003	3,410,132
Provision for Income Tax	83,382,277	69,866,339	66,385,351	49,531,089	42,935,711
Total Equity and Liabilities	**987,852,767**	**883,788,155**	**850,466,789**	**783,767,784**	**427,977,253**
Net Assets Value (NAV) per share	15.94	14.98	14.35	13.32	15.14

B) The statements of operating results of the Company are as follow:

Amount in Taka

Particulars	1-Jul-2020 to 30-Jun-2021	1-Jul-2019 to 30-Jun-2020	1-Jul-2018 to 30-Jun-2019	1-Jul-2017 to 30-Jun-2018	1-Jul-2016 to 30-Jun-2017
Sales Revenue	293,762,644	233,603,022	364,517,070	339,342,101	321,545,780
Cost of Goods Sold	185,568,164	152,495,012	227,582,691	206,612,618	192,666,913
Gross Profit	**108,194,481**	**81,108,010**	**136,934,379**	**132,729,483**	**128,878,867**
Operating Expenses	**44,936,054**	**42,392,553**	**54,909,471**	**47,870,752**	**46,627,870**
Administrative Expenses	24,707,063	26,020,217	33,429,832	29,849,604	29,651,787
Selling & Distribution Expenses	20,228,991	16,372,336	21,479,639	18,021,148	16,976,083
Operating Profit	**63,258,427**	**38,715,457**	**82,024,908**	**84,858,731**	**82,250,997**
Other Non-Operating Income/(Loss)	4,388,640	4,362,450	890,067	818,604	24,800
Finance Costs	1,832,679	15,500	-	-	-
Profit before Contribution to WPPF & Welfare Fund	**65,814,388**	**43,062,407**	**82,914,975**	**85,677,335**	**82,275,797**
Contribution to WPPF & Welfare Fund	3,134,018	2,050,591	3,948,332	4,079,873	-
Profit before Tax	**62,680,369**	**41,011,816**	**78,966,643**	**81,597,462**	**82,275,797**
Income Tax Expenses	**14,423,314**	**9,705,570**	**27,638,325**	**28,559,112**	**28,796,529**
Current Tax Expenses	13,515,938	3,480,988	16,854,262	6,595,379	22,823,266
Deferred Tax Expenses	907,376	6,224,582	10,784,063	21,963,733	5,973,263
Net Profit after Tax	**48,257,055**	**31,306,246**	**51,328,318**	**53,038,350**	**53,479,268**
Earnings per Share (EPS)	0.97	0.63	1.03	2.13	2.43
Adjusted Earnings Per Share (EPS)	0.97	0.63	1.03	1.06	1.07

Considering latest number of shares i.e., 50,000,000.00

C) **Dividend declared:**

Particulars	30-Jun-21	30-Jun-20	30-Jun-19	30-Jun-18	30-Jun-17
Cash Dividend	Nil	Nil	Nil	Nil	Nil
Stock Dividend (Bonus Share)	Nil	Nil	Nil	Nil	Nil

D) BD Paints Limited was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing Reg. No. C-115399/14 dated on April 17, 2014 by the Registrar of Joint Stock Companies & Firms. BDPL converted into public Limited Company on July 22, 2014.

E) The Company started its commercial operation in April 17, 2014.

F) The Company has no subsidiary as on the balance sheet date.

G) No proceeds or part of the proceeds of the issue of shares would be applied directly by the company in the purchase of any business.

H) The Company did not prepare any statement of accounts for the period subsequent to June 30, 2021.

Sd/-
AFM Alamgir, FCA
Chief Executive Partner
ARTISAN
Chartered Accountants

Place: Dhaka
Date: November 14, 2021

(e) **Financial spread sheet analysis for the latest audited financial statements;**

BD Paints Ltd.
Statement of Financial Position
As at June 30, 2021

Particulars	Amount	Percentage on Total Asset	Grand Total
ASSETS			
Non-Current Assets	**530,929,139**		**53.75%**
Property, Plant & Equipment	**475,169,859**		**48.10%**
Land	26,942,010	2.73%	
Land development	89,325,747	9.04%	
Building & Civil Construction	64,735,022	6.55%	
Vehicles	7,021,249	0.71%	
Furniture & fixtures	5,096,902	0.52%	
Factory Equipment & Laboratory Equipment	86,245,171	8.73%	
Computer	2,543,548	0.26%	
Office Equipment	2,212,652	0.22%	
Office Decoration	1,941,673	0.20%	
Generator	2,575,620	0.26%	
Water Pump	835,399	0.08%	
Machinery & Equipment	185,427,676	18.77%	
ETP	267,191	0.03%	
Capital Work in Progress	**55,759,280**	**5.64%**	**5.64%**
Current Assets	**456,923,628**		**46.25%**
Inventories	**152,855,575**	**15.47%**	
Raw Materials	84,847,962	8.59%	
Work-In-Process	8,243,823	0.83%	
Packing Materials	9,543,338	0.97%	
Finished Goods	49,737,726	5.03%	
Spare parts	482,726	0.05%	
Trade and Other Receivables	**70,172,776**	**7.10%**	
Short Term Investment	**50,000,000**	**5.06%**	
Advances, Deposits & Prepayments	**180,761,558**	**18.30%**	
Advance Income Tax	25,978,884	2.63%	
Goods and Service	2,431,227	0.25%	
VAT Current A/C	-	0.00%	
Advance for BSCIC Plot	-	0.00%	
Land & Building	-	0.00%	
Security for Warehouse	21,000,000	2.13%	
Advance for Rent	-	0.00%	
Advance for Vehicle	4,500,000	0.46%	
Construction Materials	-	0.00%	
Security deposit for Electricity (WZPDCL)	42,000	0.00%	
Employees	682,525	0.07%	
Advance for land Purchase	126,000,000	12.75%	
Prepayment (Insurance)	126,922	0.01%	
Cash and Cash Equivalents	**3,133,719**	**0.32%**	
Total Assets	**987,852,767**		**100.00%**

Equity & Liabilities			
Shareholders Equity	**797,055,400**		**80.69%**
Share Capital	500,000,000	50.61%	
Retained Earnings	297,055,400	30.07%	
Non-Current Liabilities	**57,857,738**		**5.86%**
Deferred Tax Liability	57,857,738	5.86%	
Short Term Loan	**33,262,625**		**3.37%**
Bank Overdraft (CC Accounts)	30,519,481	3.09%	
LATR (Import of RM) Accounts	2,743,144	0.28%	
Current Liabilities	**99,677,004**		**10.09%**
Trade and Other Payables	10,949,143	1.11%	
Provision for WPPF	3,134,018	0.32%	
Liabilities for Expenses	2,211,565	0.22%	
Provision for Income Tax	83,382,277	8.44%	
Total Equity and Liabilities	**987,852,767**		**100%**

BD Paints Ltd.

Statement of Profit or Loss and Other Comprehensive Income

For the year ended June 30, 2021

Particulars	Year ended June 30, 2021	Percentage on Total Turnover	Grand Percentage
Sales Revenue	293,762,644		**100%**
Sales Revenue	293,762,644	100.00%	
Less: Cost of Goods Sold	**185,568,164**		**63.17%**
Materials Consumed	145,280,316	49.46%	
Manufacturing Expenses	32,028,527	10.90%	
Opening Work-In-Process	11,025,450		
Closing Work-In-Process	(8,243,823)		
Cost of Goods Manufacture	**180,090,470**		
Opening Finished Goods	55,215,420		
Closing Finished Goods	(49,737,726)		
Cost of Goods Sold	**185,568,164**		
Gross Profit	**108,194,481**		**36.83%**
Operating Expenses	**44,936,054**		**15.30%**
Administrative Expenses	24,707,063	8.41%	
Selling & distribution Expenses	20,228,991	6.89%	
Operating Profit	**63,258,427**		**21.53%**
Finance Costs	1,832,679	0.62%	
Net Operating Profit	**61,425,748**		**20.91%**
Other non-operating income / (loss)	4,388,640	1.49%	
Profit before Contribution to WPPF & Welfare Fund	**65,814,388**		**22.40%**
Less: Contribution to WPPF & Welfare Fund	3,134,018	1.07%	
Profit before Tax	**62,680,369**		**21.34%**
Less: Income Tax Expenses	**14,423,314**		**4.91%**
Current Tax Expenses	13,515,938	4.60%	
Deferred Tax Expenses	907,376	0.31%	
Net Profit after Tax	**48,257,055**		**16.43%**

(f) **Earnings per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;**

As per audited financial statement for the year ended June 30, 2021

Particulars	Amount in Taka
Net Profit after Tax	48,257,055
Total existing number of Share	50,000,000
Weighted average number of Share	50,000,000
Earnings per Share (EPS)-Fully Diluted Basis	**0.97**
Earnings per Share (EPS)-Weighted average no. of Share basis	**0.97**

(g) **All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share;**

As per audited financial statement for the year ended June 30, 2021

Particulars	Amount in Taka
Profit before Contribution to WPPF & Welfare Fund	**65,814,388**
Less: Contribution to WPPF & Welfare Fund	3,134,018
Less: Other Non-Operating Income/(Loss)	4,388,640
Net Profit before Tax except Other Non-Operating Income	**58,291,729**
Less: Income Tax Expenses	14,423,314
Net Profit after Tax	**43,868,415**
No. of shares	50,000,000
Earnings per Share (EPS)	**0.88**

(h) **Quarterly or half-yearly EPS should not be annualized while calculating the EPS;**

This information is not applicable for BDPL.

(i) **Net asset value (with and without considering revaluation surplus or reserve) per unit of the securities being offered at the date of the latest audited statement of financial position.**

The Company has not revalued any of its assets.

As per audited financial statement for the year ended June 30, 2021

Particulars	Amount in Taka
Share Capital	500,000,000
Retained Earnings	297,055,400
Total Shareholders' Equity (without revaluation reserve)	**797,055,400**
Total Number of Ordinary Share	50,000,000
Net Assets Value (NAV) (without revaluation reserve) at BDT 10.00 per share	**15.94**

(j) **The Commission may require the issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements.**

If require, BDPL will bear the cost of audit.

CHAPTER (XXVI)

APPLICATION PROCEDURE

We will incorporate these procedures after getting the consent letter from Bangladesh Securities and Exchange Commission.

The QIO subscription money collected from qualified investors by the exchange will be remitted to the Company's **Account No. SND 135413134564655** with Mercantile Bank Limited, Nikunja Branch, Bangladesh for this purpose.

CHAPTER (XXVII)

MANAGEMENT DISCLOSURE

Declaration regarding dividend payment to investors of BD Paints Limited after post QIO Capital raising.

LETTER OF UNDERTAKING

I, Md. Bellal Khan, S/O, Abdus Sobhan Khan and Laily Begum, Managing Director of BD Paints Limited do hereby declare and confirm on behalf of Board of Directors that, we will give at least 10 (ten) percent cash dividend for the next 3 (three) years from the trading with exchanges through Qualified Investor Offer (QIO).

Sd/-
Md. Bellal Khan
Managing Director
BD Paints Limited