

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন ”

“Investment in capital market involves a 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।”

PUBLIC ISSUE OF 30,000,000 ORDINARY SHARES

DATE OF ISSUE OF PROSPECTUS: 21ST SEPTEMBER, 2020

**OFFER PRICE OF THE SECURITIES: TK.10/- EACH AT PAR
TOTAL SIZE OF FUND TO BE RAISED TK. 300,000,000/-**

OPENING AND CLOSING DATE OF SUBSCRIPTION:

OPENING DATE OF SUBSCRIPTION: 19TH OCTOBER, 2020

CLOSING DATE OF SUBSCRIPTION: 25TH OCTOBER, 2020

**PROSPECTUS
OF**



DOMINAGE STEEL BUILDING SYSTEMS LIMITED

**J.R Casero Tower, 11th Floor, 46, Mohakhali C/A,
Dhaka-1212, Bangladesh.**

ISSUE MANAGER



SHAHJALAL EQUITY MANAGEMENT LIMITED

**Al -Razi Complex, Suite# 901, Level-9, Block-C, 166-167
Shaheed Syed Nazrul Islam Sarani, Dhaka-1000, Bangladesh**

(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 values, where applicable;

ISSUER:		
Name & Address	Contact Person	Telephone & Fax Number, Email, Web Address
Dominage Steel Building Systems Ltd. J.R Casero Tower, 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh.	Mohammad Rafiqul Islam Managing Director	Tel: +88-02-222282140-43 Fax: +88-02-222282380 E-mail: info@dominance.net Web: www.dominance.net

ISSUE MANAGER:		
Name & Address	Contact Person	Telephone & Fax Number, Email, Web Address
Shahjalal Equity Management Limited Al -Razi Complex, Suite# 901, Level-9, Block-C, 166-167, Shaheed Syed Nazrul Islam Sarani, Dhaka-1000, Bangladesh.	Md. Mohiuddin Mollah Chief Executive Officer	Phone: +88 02 55111680-681 Fax: +88 02 55111682 E-mail: info@shahjalalequity.com Web: www.shahjalalequity.com

UNDERWRITERS:		
Name & Address	Contact Person	Phone & Fax Number, E-mail, Web Address
Shahjalal Equity Management Limited Al -Razi Complex, Suite# 901, Level-9, Block-C 166-167, Shaheed Syed Nazrul Islam Sarani, Dhaka-1000, Bangladesh.	Md. Mohiuddin Mollah Chief Executive Officer	Phone: +88 02 55111680-681 Fax: +88 02 55111682 E-mail: info@shahjalalequity.com Web: www.shahjalalequity.com

AUDITOR:		
Name & Address	Contact Person	Telephone & Fax Number, E-mail, Web Address
Ashraf Uddin & Co., Chartered Accountants Address: 142/B, Green road (3rd Floor), Dhaka-1215, Bangladesh	Md. Mohiuddin Ahmed, FCA, CFC Partner	Tel. +88 02 9116183 Fax. +880-2-9565767 Email: info@aucbd.com Web :www.aucbd.com

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

(ii) “Any person interested to get a prospectus may obtain from the issuer and the issue manager”

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

“এই প্রোসপেক্টাসে বর্ণিত তথ্য সম্পর্কিত যে কোন জিজ্ঞাসা আপনি প্রতিষ্ঠানটির উল্লিখিত ইস্যুয়ার, ইস্যু ব্যবস্থাপক এবং অবলেক্সের সাথে যোগাযোগ করে জেনে নিতে পারেন।”

(IV) "CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015. 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, MANAGING DIRECTOR, 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 each i.e. the face value. The issue price has been determined and justified by the issuer and the issue manager/bidding by the eligible investors 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 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. 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) 136"

(VII) The Dominage Steel Building Systems 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. Names, addresses, telephone numbers, fax numbers, website addresses and e-mail addresses and names of contact persons of the institutions where the Prospectus and abridged version of Prospectus are available in hard and soft forms;

The Prospectus and Abridge Version of the Prospectus in hard and soft forms of **Dominage Steel Building Systems Ltd.** shall be obtained from the following address:

ISSUER		
Name & Address	Contact Persons	Telephone & Fax Number, E-mail, Web Address
Dominage Steel Building Systems Ltd. J. R Casero Tower. 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh.	Mohammad Rafiqul Islam Managing Director	Tel: +88-02-222282140-43 Fax: +88-02-222282380 E-mail: info@domin角度.net Web: www.dominage.net

ISSUE MANAGER		
Name & Address	Contact Person	Telephone & Fax Number, E-mail, Web Address
Shahjalal Equity Management Limited Al -Razi Complex, Suite# 901, Level-9, Block-C, 166-167, Shaheed Syed Nazrul Islam Sarani, Dhaka-1000, Bangladesh.	Md. Mohiuddin Mollah Chief Executive Officer	Phone: +88 02 55111680-681 Fax: +88 02 55111682 E-mail: info@shahjalalequity.com Web: www.shahjalalequity.com

STOCK EXCHANGES		
Name & Address	Contact person	Telephone & Fax Number, E-mail, Web Address
Dhaka Stock Exchange Limited DSE Library, 9/F Motijheel C/A, Dhaka-1000, Bangladesh.	Afzalur Rahaman Manager	Tel: +88-02-9564601,9576210-18 Fax: +88-02-9564727, +88-02-9569755 E-mail: research@dsebd.org Web: www.dsebd.org
Chittagong Stock Exchange Limited CSE Library, CSE Building, 1080, Sheikh Mujib Road Agrabad, Chattagram- 4100, Bangladesh.	Mohammed Javed Sarwar Assistant Manager	Tel: +031-714632-3, Fax: + 031-714101 E-mail: javed@cse.com.bd Web: www.cse.com.bd

The Prospectus would also be available on the websites of **Dominage Steel Building Systems Ltd.** (www.dominage.net), **Shahjalal Equity Management Limited** (www.shahjalalequity.com), **Bangladesh Securities and Exchanges Commission** (www.sec.gov.bd), **Dhaka Stock Exchange Limited** (www.dsebd.org), **Chittagong Stock Exchange Limited** (www.csebd.com) and Public Reference room of the **Bangladesh Securities and Exchange Commission (BSEC)** for reading and studying.

ii. Names and dates of the Newspapers where Abridged Version of Prospectus was published:

Sl. No	Name of the Newspaper	Date of Publication
1	The Daily New Age	21 st September, 2020
2	The Financial Express	
3	The Daily Samakal	
4	The Daily Share Biz	

iii. Definitions and Acronyms/ Elaborations

Unless the context otherwise indicates, requires or implies, the following terms shall have the meanings set forth below in this Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

A	
AGM	Annual General Meeting
ALLOTMENT	Letter of Allotment of Shares
“Articles” or “Articles of Association” or “AOA”	The Articles of Association of Dominage Steel Building Systems Ltd. as amended
B	
“BOARD” or “BOARDS OF DIRECTORS”	The Board of Directors of Dominage Steel Building Systems Ltd.
BA	Bachelor of Arts
BB	Bangladesh Bank
BDT	Bangladeshi Taka
BPO	Business Process Outsourcing
BEPS	Bangladesh Electronic Payment System
BOA/C	Beneficiary Owner Account
BOI	Board of Investment
BSEC	Bangladesh Securities and Exchange Commission
C	
CFO	Chief Financial Officer
CIB	Credit Information Bureau
CRM	Customer Relationship Management
CERTIFICATE	Share Certificate
COMMISSION	Bangladesh Securities and Exchange Commission
COMPANIES ACT	Companies Act, 1994 (Act. No. XVIII of 1994)
CSE	Chittagong Stock Exchange Limited
COMPANY	Dominage Steel Building Systems Ltd.
CDBL	Central Depository Bangladesh Limited
CEO	Chief Executive Officer
CS	Company Secretary
D	
DSE	Dhaka Stock Exchange Limited
DSBSL	Dominage Steel Building Systems Ltd.
E	
EIs	Eligible Investors
EPB	Export Promotion Bureau
EFT	Electronic Fund Transfer
EPS	Earnings Per Share
EXCHANGES	Stock Exchanges
EU	European Union
F	
FC Account	Foreign Currency Account
FDR	Fixed Deposit Receipt
FOB	Free on Board
FY	Fiscal Year
G	
GBP	Great Britain Pound
GOB	Government of Bangladesh
GP	General Public
H	
HR	Human Resource
HRD	Human Resource Development/Department
I	
IAS	International Accounting Standards
IS	International Standards
IFRS	International Financial Reporting Standards
ICAB	The Institute of Chartered Accountants of Bangladesh

ISSUE MANAGER	Shahjalal Equity Management Limited
ISSUER	Dominage Steel Building Systems Ltd.
IPO	Initial Public Offering
K	
KRA	Key Result Area
L	
L/C	Letter of credit
M	
MP	Market Price
MD	Managing Director
MS -Word	Microsoft Word
“Memorandum” or “ Memorandum of Association” or “MOA”	The Memorandum of Association of Dominage Steel Building Systems Ltd.; As amended
M.COM	Master of Commerce
M.SC	Master of Science
MA	Masters of Arts
MBA	Master of Business Administration
N	
NBR	National Board of Revenue
NAV	Net Asset Value
NRB	Non-Resident Bangladeshi
NRC	Nomination and remuneration committee
NBFI	Non-Bank Financial Institution
O	
OFFERING PRICE	Price of the Share of Dominage Steel Building Systems Ltd. being offered
OUR COMPANY	Dominage Steel Building Systems Ltd.
P	
PE Ratio	Price Earnings Ratio
Q	
QA	Quality Assurance
QC	Quality Control
R	
R & D	Research & Development
REGISTERED OFFICE	Head Office of the Company
RJSC	Registrar of Joint Stock Companies and Firms
RULES	Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and its amendments
S	
SECURITIES MARKET	The Share Market of Bangladesh
SC	Share Certificate
STD ACCOUNT	Short Term Deposit Account
SUBSCRIPTION	Application Money
SPONSORS	The Sponsors Shareholders of DSBSL
STOCKHOLDER	Shareholder
SEML	Shahjalal Equity Management Limited
T	
TIN	Tax Identification Number
TAKA/TK./BDT	Bangladeshi Taka
TT	Telephonic Transfer
U	
USD	United States Dollar
UK	United Kingdom Pound
V	
VAT	Value Added Tax
W	
WDV	Written Down Value
WPPF	Workers Profit Participation Fund

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CHAPTER-I



EXECUTIVE SUMMARY

(a) About the Industry:

Being one of the fastest growing sectors of Bangladesh, the Pre-engineered building industry could well be the next economy booster. A pre-engineered building is designed by a supplier/ manufacturer, to be fabricated using best suited inventory of raw materials available from all sources and manufacturing methods that can efficiently satisfy a wide range of structural and aesthetic design requirements. Within some geographic industry sectors these buildings are also called Pre-Engineered Metal Buildings or simply Pre-Fabricated Steel Buildings as it is becoming increasingly common due to the reduced amount of pre-engineering involved in custom computer- aided designs. Steel structured buildings now have a strong hold in Bangladesh's construction sector. The demand for steel buildings is increasing in the country as it needs low investment and less time, and provides high safety. A higher resale value of the steel structure is another reason it has gained popularity. Local steel-building makers are expecting a bright future for the pre-fabricated building sector as an increasing number of conglomerates, including foreign companies, are setting up such structures for industrial use. The country has immense potential in steel infrastructure as steel consumption per capita is still very low against global standards.

A pre-fabricated steel structure is now being used for different purposes such as setting up factories, multistoried buildings, power plants and bridges. Owners will be able to get four times the value if they sell the steel structure of the building as scrap even after 50 years, which is not possible for conventional buildings. The Pre-engineered steel Industry is mostly involved in building: High rises, Multi-story Buildings, industries, Workshop, Warehouse Housing, Training Center, Gymnasium, Basketball Court, Swimming pools, Markets Shopping center, Bus Station, Police station Border Posts, Grain storage, steel framed commercial buildings and waste/recycling facilities, commercial showrooms, distribution centers, restaurants, CNG stations, Fruit and vegetable Storage, Cold Storage, Equipment storage, Military Applications, Aircraft Hanger etc.

b) About the Issuer

NAME OF THE ISSUER	Dominage Steel Building Systems Ltd.
LOGO OF THE ISSUER	
PRIVATE/ PUBLIC LIMITED COMPANY	Incorporated as a Private Limited Company and subsequently, it was converted to Public Limited Company as on 20 August, 2018
DATE OF INCORPORATION	08 March, 2007
DATE OF COMMENCEMENT OF COMMERCIAL OPERATION	01 September, 2007
CONVERSION DATE OF PRIVATE TO PUBLIC LIMITED COMPANY	20 August, 2018
INCORPORATION NUMBER	C-66036(3527)/07
ADDRESSES OF REGISTERED OFFICE, OTHER OFFICES	J.R Casero Tower. 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh
FACTORY ADDRESS	Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh. Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh
TELEPHONE NUMBER	+88-02-222282140-43
FAX NUMBER	+88-02-222282380
EMAIL ADDRESS	info@dominage.net
BOARD OF DIRECTORS	1. Muhammad Shamsul Islam, Chairman 2. Mohammad Rafiqul Islam, Managing Director 3. Rakibul Islam, Director 4. Abul Kalam Bhyian, Director 5. Sujit Saha, Director 6. Md. Shah Alam, Independent Director 7. Tapan Chandra Banik , Independent Director
PRODUCT	The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building.
AUDITOR'S TO THE COMPANY WITH ADDRESS	Ashraf Uddin & Co., Chartered Accountants Address:142/B, Green road (3rd Floor), Dhaka-1215, Bangladesh
LOGO OF THE AUDITOR	
CONTACT PERSON OF AUDITOR ALONG WITH WEBSITE, E-MAIL ADDRESS, TELEPHONE, FAX NO	Md. Mohiuddin Ahmed, FCA, CFC (Partner) Address:142/B, Green road (3rd Floor), Dhaka-1215, Bangladesh Tel. +88 02 9116183, Fax. +880-2-9565767 Email: info@aucbd.com

BANKERS TO THE IPO	BRAC Bank Limited , Anik Tower, 220/B, Tejgoan Gulshan Link ROAD Tejgoan, Dhaka-1208, Bangladesh
MANAGER TO THE ISSUE	Shahjalal Equity Management Limited Al-Razi Complex, Suite# 901(9 th Floor), Block-C, 166-167 Shaheed Syed Nazrul Islam Sarani, Dhaka-1000, Bangladesh, Phone: +88 02 55111680-681, Fax: +88 02 55111682 E-mail: info@shahjalalequity.com, Web: www. shahjalalequity.com

c) Financial Information.

Major Financial Information of Dominage Steel Building Systems Ltd. is as follows:

Sl. No	Particulars	Amount in Taka				
		30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
1	Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
2	Gross Profit	195,772,070	185,215,082	149,206,852	141,455,082	131,816,432
3	Net Profit Before Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
4	Net Profit After Tax	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
5	Total Assets	1,530,151,943	1,234,217,616	1,202,923,483	1,035,189,110	922,970,477
6	Paid up Capital	650,000,000	98,321,700	173,000	170,000	170,000
7	Retained Earnings	637,477,371	540,759,155	508,832,129	410,759,093	316,224,195
8	No. of Share	65,000,000	9,832,170	17,300	17,000	17,000
9	Face Value	10	10	10	10	10
10	NAV per share	19.81	65.00	29,422.62	24,172.30	18,611.42
11	Earnings per share (Basic)	1.83	1.94	2.41	2.32	2.09
12	Earnings per share (Diluted)	1.49	1.39	1.51	1.45	1.22

*Face value of company's share was Tk. 100/- each and was converted to Tk. 10/- vide Split dated 20 August, 2018

d) Features of the issue and its objects:

Offer Price	BDT.10 per share
Number of Shares	30,000,000 Ordinary Share
Offer Size	BDT.300,000,000/-
Issue Manager	Shahjalal Equity Management Limited
Underwriter(s)	Shahjalal Equity Management Limited
Purpose of Raising Fund	Proceeds from Initial Public Offering (IPO) will be used for Building and other construction, Electrical Instillation, Acquisition of new machinery of the company and IPO expenses.
Date of Implementation	Within 24 months after receiving IPO Fund.

e) Legal & other Information

Sl. No	Name of Certificate/ license/ Registration/ NOC	License Issuer/ Issuing Authority	Certificate / License No	Expiry Date	Remarks
1.	Certificate of Incorporation	Registrar of Joint Stock Companies and Firms, Government of Bangladesh	C-66036(3527)/07	N/A	As a Private Ltd. Company, Dt. 08 March, 2007 & converted to Public Ltd. company on 20 August, 2018
2.	Certificate of Commencement of Business	Registrar of Joint Stock Companies and Firms, Government of Bangladesh	N/A	N/A	Incorporated as a Private Limited Company
3.	TIN Certificate	National Board of Revenue	267750604199	N/A	-
4.	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Dhaka	Building-1: 21031016949 Building-2: 17141020185	N/A	-
5.	Trade License	Narshingdi Savar	53/019 002104	30.06.2021	-
6.	BCI Certificate	Bangladesh Chamber of Industries	D-10	31.12.2020	-
7.	Import Registration Certificate	The controller of Import & Export, Government of Bangladesh	BA0222671	30.06.2021	-

Sl. No	Name of Certificate/ license/ Registration/ NOC	License Issuer/ Issuing Authority	Certificate / License No	Expiry Date	Remarks
8.	Fire License	Bangladesh Fire Services and Civil Defense	Building-1:21745/11	30.06.2021	-
			Building- 2:24433/12	30.06.2021	-
9.	Environment Clearance Certificate	Department of Environment	Factory (Building-1):30.68.63.3.51.221210	09.04.2021	-
			Factory (Building-2):30.26.72.3.267.29 0113/18	10.05.2020	Applied for Renewal
10.	BOI	Bangladesh Investment Development Authority	L-271013043881-H	Nil	-
11.	SBMA Membership Certificate	Steel Building Manufactures Association of Bangladesh	Member No: 04	31.12.2020	-

f) Promoters' Background

The following persons were the subscribers to the Memorandum as a Chairman, Managing Director and Director:

Name of Promoter	Position	Remarks
Ms. Shahin Sultana	Chairman	Resigned from the post as on 25-08-2014
Muhammod Arman	Director	
Muhammad Shamsul Islam	Chairman	Existing
Mohammad Rafiqul Islam	Managing Director	
Sujit Saha	Director	
Rakibul Islam	Director	
Abul Kalam Bhyian	Director	

MUHAMMAD SHAMSUL ISLAM, CHAIRMAN

Muhammad Samsul Islam, Chairman of Dominage Steel Building Systems Ltd. was born in 1976, in a respectable Muslim family. He is a son of late Haji Nur Nabi and Mrs. Salema Khatun and his wife's name is Mrs. Razia Sultana. After completion of B.Sc in Civil Engineering from BUET he started career in engineering sector and gather past experience in this field.

MOHAMMAD RAFIQUUL ISLAM, MANAGING DIRECTOR

Mohammad Rafiqul Islam, Managing Director of Dominage Steel Building Systems Ltd. was born in 1977, in a respectable Muslim family. He is a son of Mohammad Shahjahan and Mrs. Rahima Begum and his wife's name is Mrs. Sharmin Sultana. After completion of B.Sc. in Civil Engineering from BUET he started business as a Dominage Steel Building Systems Ltd.

SUJIT SAHA, DIRECTOR

Sujit Saha, Director of Dominage Steel Building Systems Ltd. was born in 1970, in a respectable Hindu family. He is a son of Sunil Chandra Saha and Taposi Rani Saha and his wife's name is Ranjana Saha. After completion of his Bachelor of Commerce he started his career in construction Industries and gather past experience in this field.

RAKIBUL ISLAM, DIRECTOR

Rakibul Islam, Director of Dominage Steel Building Systems Ltd. was born in 1985, in a respectable Muslim family. He is a son of (Late) Hazi Nur Nabi and Salema Khatun and his wife's name is Mossarrat Mossaddika. He completed BA and concentrated on construction Business.

ABUL KALAM BHYIAN, DIRECTOR

Abul Kalam Bhyian, Director of Dominage Steel Building Systems Ltd. was born in 1956, in a respectable Muslim family. He is a son of (Late) Ibrahim Hossain Bhuiyan and Jarina Khatun and his wife's name is Nasima Akter. After completion of his MA he gathered past experience in Engineering consultancy, Interior Designing and Construction Industries etc.

g) Capital structure and the history of Capital rising.

Particulars	No. Of Ordinary Shares	Nominal Price	Issue Price	Amount (BDT)
Authorized Capital	100,000,000 Shares	10/-	10/-	1,000,000,000/-
Before IPO				
Paid up capital	65,000,000 Share	10/-	10/-	650,000,000/-
After IPO				
To be issued as IPO	30,000,000 Share	10/-	10/-	300,000,000/-
Paid up capital (post IPO)	95,000,000 Share	10/-	10/-	950,000,000/-

History of Capital Raising:

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

Particulars	Date of Allotment	Number of Shares			Amount Of Share Capital (Taka)
		Consideration In Cash	Consideration Other Than Cash	Bonus	
First (Subscription to the MOA at the time of incorporation)	08-03-2007	17,000	-	-	170,000/-
Second Allotment	28-02-2017	300	-	-	3,000/-
Third Allotment	20-05-2018	3,995,830	-	-	39,958,300/-
Forth Allotment	14-06-2018	-	-	5,819,040	58,190,400/-
Five Allotment	31-03-2019	40,167,830	-	-	401,678,300/-
Six Allotment	31-03-2019	15,000,000	-	-	150,000,000/-
Total		59,180,960		5,819,040	650,000,000/-

N:B: The Company has split the face value of its Ordinary Shares from Tk. 100 to Tk. 10 at 20-08-2018

h) Summary of Valuation Report of Securities

VALUATION UNDER DIFFERENT METHODS		OFFER PRICE (BDT)
Method: 1	Net Assets Value Per Share (without revaluation reserve) as on 30 Jun, 2019	19.81
Method: 2	Earning-based-value per share (Considering Average Sector P/E)	16.56
	Earning-based-value per share (Considering Average Market P/E)	18.02
Method: 3	Average Market Price Per Share of Similar Stocks	45.71

Details of Valuation is shown on Page No. 124 of this Prospectus.

(i) Others:

DECLARATION OF MATERIAL CHANGES

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.

Sd/-

Mohammad Rafiqul Islam
Managing Director
Dominage Steel Building Systems Ltd.

ISSUE MANAGER DECLARATION IN CONNECTION WITH ISSUER

We, the Issue Manager, declared 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/-

Md. Mohiuddin Mollah
Chief Executive Officer
Shahjalal Equity Management Limited

ISSUER DECLARATION IN CONNECTION WITH ISSUE MANAGER

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

Sd/-

Mohammad Rafiqul Islam
Managing Director
Dominage Steel Building Systems Ltd.

STATEMENT REGARDING COST AUDIT

This is to certify that, as per Section 220 (1) of the Companies Act, 1994, Cost Audit by order “Cost and Management Accountant” —within the meaning of the Cost and Management Accountants Ordinance, 1977 (LIII of 1977) is not applicable for — “Dominage Steel Building Systems Ltd.”.

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Muhammad	Mohammad	Rakibul	Abul Kalam	Sujit Saha	Md. Shah Alam	Tapan
Shamsul	Rafiqul Islam	Islam	Bhyian	Director	Independent	Chandra Banik
Islam	Managing	Director	Director		Director	Independent
Chairman	Director					Director

MANAGEMENT DECLARATION REGARDING HOLDING ANNUAL GENERAL MEETING



We the management of Dominage Steel Building Systems Ltd., declare that our company is holding Annual General Meeting (AGM) regulatory as per Section.81 of the Companies Act, 1994.

Sd/- Muhammad Shamsul Islam Chairman	Sd/- Mohammad Rafiqul Islam Managing Director	Sd/- Rakibul Islam Director	Sd/- Abul Kalam Bhyian Director	Sd/- Sujit Saha Director	Sd/- Md. Shah Alam Independent Director	Sd/- Tapan Chandra Banik Independent Director
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MANAGEMENT DECLARATION REGARDING ANY MATERIAL CHANGE IN PAID -UP CAPITAL

We the management of Dominage Steel Building Systems Ltd., declared that our company has not made any material change including raising of Paid-up Capital after the date of Audited Financial Statements as included in the Prospectus.

Sd/- Muhammad Shamsul Islam Chairman	Sd/- Mohammad Rafiqul Islam Managing Director	Sd/- Rakibul Islam Director	Sd/- Abul Kalam Bhyian Director	Sd/- Sujit Saha Director	Sd/- Md. Shah Alam Independent Director	Sd/- Tapan Chandra Banik Independent Director
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MANAGEMENT DECLARATION CONSENT OF DIRECTORS TO SERVE AS DIRECTORS

We hereby agree that we have been serving as Directors of “Dominage Steel Building Systems Ltd.” and will continue to act as Directors of the Company.

Sd/- Muhammad Shamsul Islam Chairman	Sd/- Mohammad Rafiqul Islam Managing Director	Sd/- Rakibul Islam Director	Sd/- Abul Kalam Bhyian Director	Sd/- Sujit Saha Director	Sd/- Md. Shah Alam Independent Director	Sd/- Tapan Chandra Banik Independent Director
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MANAGEMENT DECLARATION REGARDING USE OF IPO FUND AND CAPACITY UTILIZATION OF DOMINAGE STEEL BUILDING SYSTEMS LTD.

The expansion with IPO fund is mainly related to introducing new expansion factory Building of Dominage Steel Building Systems Ltd., which includes would be used for to use for building and other construction, acquisition of new capital machinery and electric installation for the IPO proceeds. This will be an additional production line which requires the additional construction of the factory shed other civil works and Capital Machineries. The management believes that is enough to run the business smoothly and successfully. Moreover, the proposed expands the productline to promote sales of existing products along with the new products and will facilitate the company to attract more and more customers with diversified products. This will also reduce the risk of the business and enhance the image of the company. Also, the reduction of working capital cost of Bank Interest will be reduced which will be helpful to generate more earnings. This will boost up Sales Production and acquired maximum Market demand with increasing profitability.

Sd/-
Mohammad Rafiqul Islam
Managing Director

CHAPTER II

CONDITIONS IMPOSED BY THE COMMISSION IN THE CONSENT LETTER

CHAPTER II: CONDITIONS IMPOSED BY THE COMMISSION

DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMATERIALIZED FORM

As per provisions of the Depository Act, 1999 and regulations made thereunder, the share of the Company will be issued in dematerialized form only and for this purpose, Dominage Steel Building Systems Ltd. will sign an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers, transmissions, splitting or conversions will take place on the CDBL system and any further issuance of shares (including rights and bonus) will also be issued in dematerialized form only.

CONDITIONS UNDER 2CC OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969

PART-A

1. The company shall go for the Initial Public Offer (IPO) for 30,000,000 Ordinary shares of Tk. 10.00 each at par totaling to **Tk. 300,000,000 (Thirty Crore)** following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act 1999 and rules made there under.
2. The abridged version of the prospectus, as approved by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), **within 02 (two) working days** of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, **within 05 (Five) working days** from the date of issuance of this letter and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS-Word" format.
3. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.
4. The issuer company and the issue manager shall ensure the transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **05 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper. A compliance report shall be submitted in this respect to the Commission jointly by the Issuer and the Issue Manager within **02 (Two) working days** from the date of said transmission of the prospectus.
5. The following declaration shall be made by the company in the prospectus, namely: -

"DECLARATION ABOUT LISTING OF SHARES WITH THE STOCK EXCHANGE (S):

None of the stock exchange(s), if for any reason, grants listing within **30 (Thirty)** 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 **15 (Fifteen)** days from the date of refusal for listing by the stock exchanges or from the date of expiry of the said **30 (Thirty)** days, as the case may be.

In case of non-refund of the subscription money within the aforesaid **15 (Fifteen)** days, the Directors of the company, 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)** above the bank rate, to the subscribers concerned.

The issue manager, in addition to the Issuer company, shall ensure due to compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within **07 (Seven)** days of the expiry of the aforesaid **15 (Fifteen)** days' time period allowed for refund of the subscription money."

6. All applicants shall apply for a minimum lot of 500 shares worth Taka **5,000/- (Taka five thousand only)** or its multiples.
7. The IPO shall stand canceled in case of under- subscription in any category above 35%. In such an event, the issuer and issue manager shall inform the Commission **within 2 (two) working days** and release the subscription money **within 10 (ten) working days** after receiving verification report from CDBL and the information from exchanges regarding subscription.
8. 20% of the securities reserved for other general public shall be reserved for ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী। In case of under - subscription under any of sub-categories of eligible investor's category or general public category, the unsubscribed portion shall be added to another sub-category of the same category. In case of over subscription in the general public category, the issuer and the issue manager shall jointly conduct an open lottery. In case of over subscription in the eligible investor's category, securities shall be allotted on Pro-rata basis. No eligible investor shall apply for more than **2% (two percent)** of the total securities reserved for the eligible investors.
9. An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, **15% (fifteen)** of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.
10. The applicants who have applied for more than two applications using same bank account, their applications shall not be considered for lottery. In addition, 15% of their subscription money shall be forfeited and deposited to the Commission. The balance amount shall be refunded to the applicants.

11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (Building) before or after issuance of the same by the issuer. The said forfeited application money or share (Building) will be deposited in the account of the Bangladesh Securities and Exchange Commission (BSEC). This is in addition to any other penalties as may be provided for by the law.
12. The company shall furnish the list of allottees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty-Four)** hours of allotment.
13. Shares not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares, other than alternative investment funds, through stock dividends, shall be subject to a lock-in period of 02(two) years from the first trading date of the prospectus.
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). Or they (shares of Sponsors/ Directors/ Promoters) can be demated and shall remain in lock -in under CDBL system and issuer shall submit a dematerialization confirmation report generated by CDBL 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 dividend/bonus shares before listing of its capital with any Exchange from the date of this consent for raising capital.
16. 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.
17. The trading of securities in the plat form of the exchanges shall be started within 10 (ten) working days of listing approval.
18. Each Eligible Investor (EI) who intends to participate in Electronic Subscription Systems (ESS) of shall maintain a minimum investment of Tk. 1,00,00,000.00 (Taka One Crore only) in listed securities at market price as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting subscription as per clause (e) of sub-rule (1) of rule 2 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. The Central Depository Bangladesh Limited (CDBL) shall send a report to the exchange regarding holding of Els in listed securities and the exchange shall ensure the compliance in this regard.

PART-B

Application Process

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit an application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty-fifth)** working day from the date of publication of an abridged version of the prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
 - b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and the Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account and provide the customer with **a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with their application.** No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in the respective customer account maintained with the Stockbroker/Merchant Banker.

- c) Eligible 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).

Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely “Public Issue Application Account”. The Stockbroker/Merchant Banker shall:
 - a) Post the amount separately in the customer account (other than NRB and Foreign applicants), and upon the availability of fund, block the amount equivalent to the application money;
 - b) Accumulate all the application/buy instructions received up to the cut-off date, deposit the amount in the “Public Issue Application Account” maintained with its bank within the first banking hour of **next working day** of the cut-off date;
 - c) Instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.
5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall prepare a list containing the draft information against the respective applicant’s particulars.
6. The Stock broker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde ‘~’ separator) format, the certificate(s) issued by its banker, the drafts and certificates received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the bank draft (FDD) information
7. On the next working day, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) and certificates submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the bank draft (FDD) information. Exchanges shall verify and preserve the bankers’ certificates in their custody.
8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with the exchange.

Step-3 (Issuer)

9. The Issuer shall prepare a consolidated list of the applications and send the applicants’ BO IDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO account Number, Name, Address, Parent’s Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit a report of the final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications within **03 (three) working days** from the date of reporting to the Commission and the Exchanges, if they do not receive any observation from the Commission or the Exchanges.
 Provided that IPO lottery shall be conducted on the licensed digital platform made any of the following institutions under the supervision of Central Depository Bangladesh Limited (CDBL);
 - (a) Bureau for Research Testing and Consultation (BRTC), BUET;
 - (b) Computer Science Department, Dhaka University; and
 - (c) Bangladesh Computer Council.
13. The Issuer and issue manager shall arrange to post the lottery result on their **websites within 06 (six) hours** and on the websites of the Commission and Exchanges within 12 (twelve) hours of the lottery.
14. **Within 02 (two) working days** of conducting a lottery, the Issuer shall:
 - a) Send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde ‘~’ separator) format to the respective Exchange.

- b) Send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
- c) Issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.
- d) Send consolidated allotment data (BO ID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

- 15. **On the next working day**, Exchanges shall distribute the information and allotment letters to the stockbroker/ Merchant Bankers concerned in electronic format and instruct them to:
 - a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
 - b) send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
- 16. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall request its banker to:
 - a) Release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
 - b) Remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the Issuer opened for subscription purposes.
- 17. **On the next working day** of receiving a request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.
- 18. **Simultaneously**, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5 (five) per withdrawal.
- 19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account (**FC account which has been debited to apply by NRB or foreign applicants**) through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

- 20. The Issuer, Issue Manager(s), Stockbrokers and Merchant Bankers shall ensure compliance of the above.
- 21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of an abridged version of the prospectus.
- 22. The amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. The amount deposited by the applicants shall not be used by the Stockbrokers/Merchant Bankers for any purpose other than public issue application.
- 23. The Issuer shall pay the costs related to data transmission if claimed by the Exchange concerned up to an amount of Tk. 2,00,000 (taka two lac) for a public issue.
- 24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5 (Taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting an application.
- 25. The Stockbroker/Merchant Banker shall provide the Issuer with a statement of the remittance and drafts sent.
- 26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.

27. The concerned Exchange is authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

Part-C

1. The issue manager shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the stock exchanges concerned. In this regard, the issue manager shall submit a compliance report to the Commission within 5 working days from the date of such publications.
2. The fund collected through Public Offering shall not be utilized prior to listing with Exchange(s) and that utilization of the said fund shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
3. **The company shall furnish a status report on the utilization of Public Offering proceeds audited by foreign-affiliated auditors and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each month until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report on 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.**
4. **While auditing the utilization of IPO proceeds, the auditors will perform their jobs under the following terms of reference (TOR) and confirm the same in their report/certificate:**
 - (a) Whether IPO proceeds have been utilized for the purposes/heads as specified in the prospectus;
 - (b) Whether IPO proceeds have been utilized in line with the condition (if any) of the Commission's consent letter;
 - (c) Whether the utilization of IPO proceeds have been completed within the time schedule/implementation schedule as specified in the published prospectus;
 - (d) Whether utilization of IPO proceeds is accurate and for the purpose of the company as mentioned/specified in the published prospectus; and
 - (e) The auditors should also confirm that: (i) assets have been procured/imported/constructed maintaining proper/required procedure as well as at a reasonable price; and (ii) auditors' report has been made on verification of all necessary documents/papers/vouchers in support of IPO proceeds making reconciliation with Bank Statement.
5. All transactions, excluding petty cash expenses, shall be effected by crossed cheques or bank transfers.
6. **Proceeds of the public offering shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any material deviation in this respect 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 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.**
7. If any quarter or half-year of the financial year end after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the said quarterly/half-yearly financial statements in accordance with the Commission's Notification SEC/CMRRCD/2008-183/admin/03-34 dated September 27, 2009 and Rules 13 of the Securities and Exchange Rules, 1987.
8. In the event of rising 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.

PART-D

1. 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 Ltd. (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only.
2. The issuer and the issue manager shall ensure due to compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and the listing regulations of the Exchanges.
3. 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.

CHAPTER-III

DECLARATION AND DUE DILIGENCE CERTIFICATES AS PER ANNEXURE(S) –A, B & C



ANNEXURE-A

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS INCLUDING THE MANAGING DIRECTOR OF THE DOMINAGE STEEL BUILDING SYSTEMS LTD., 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 public Issue 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 investors to make a well informed decision for investment.

Sd/-
Muhammad Shamsul Islam
Chairman

Sd/-
Mohammad Rafiqul Islam
Managing Director

Sd/-
Rakibul Islam
Director

Sd/-
Abul Kalam Bhyian
Director

Sd/-
Sujit Saha
Director

Sd/-
Tapan Chandra Banik
Independent Director

Sd/-
Md. Shah Alam
Independent Director

Place: Dhaka
Dated: 27.02.2020



**DUE DILIGENCE CERTIFICATE BY ISSUE MANAGER
(SHAHJALAL EQUITY MANAGEMENT LIMITED) [See rule 4 (1) (D)]**

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 30,000,000 Ordinary shares of Tk. 300,000,000/-by Dominance Steel Building Systems Ltd.

Dear Sir,

We, the issue manager(s) 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 public issue, 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, notification, guidelines, instructions, etc. framed/ issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in the 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 (Public Issue) Rules, 2015 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 another charter of the issuer and that the activities which have been carried out until now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the money 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 (Public Issue) Rules, 2015 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 of 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 the record by us for the next 5 (five) years after the IPO 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 (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules have been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following issuers in the last 05 (five) years:

Sl. No	Name of the Issue	Issue Month/ Year	Listing year	Issue Price	Dividend Payment History				
					2014	2015	2016	2017	2018
N/A									

Place: Dhaka
Date: 15.09.2019

Sd/-
Md. Mohiuddin Mollah
Chief Executive Officer
Shahjalal Equity Management Limited

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER
(SHAHJALAL EQUITY MANAGEMENT LIMITED)
[SEE RULE 4 (1) (D)]**

To

The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 30,000,000 Ordinary shares of Tk. 300,000,000/- of Dominage Steel Building Systems Ltd.

Dear Sir,

We, the under-noted Underwriter(s) to the above-mentioned forthcoming Issue, state individually and collectively are 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 Bangladesh Securities Exchange and Commission as a merchant banker and eligible to carry out the requirements. Our present paid-up capital stands at BDT-250,00,00,00(Twenty-Five Crore) only and has the capacity to underwrite a total amount of BDT- 1,250,000,000 (BDT-One Hundred Twenty-Five Crore) only as per relevant legal requirements. We have committed to underwrite for up to BDT- 105,000,000 (BDT- Ten Crore Fifty Lac) only for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of The Company	Amount Underwritten (BDT)
N/A		

- (c) All information is relevant to our underwriting decision has 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/-

Md. Mohiuddin Mollah
Chief Executive Officer
Shahjalal Equity Management Limited


Place: Dhaka

Dated: 15-09-2019

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	Descriptions
Name of the issuer	Dominage Steel Building Systems Ltd.
Date of incorporation	08 March, 2007
Date of commencement of commercial operation	01 September, 2007
Logo of the issuer	
Addresses of Registered Office, Other offices	J.R Casero Tower 11 th Floor, 46, Mohakhali C/A, Dhaka-1212
Addresses of Factory	Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh. Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh
Telephone Number	+88-02-222282140-43
Fax Number	+88-02-222282380
Contact Person	Mohammad Rafiqul Islam , Managing Director
Website	www.dominage.net
E-mail Address	info@dominage.net

- b) The names of the Sponsors and Directors of the Issuer:

Name of the Sponsors Directors:

Sl. No.	Name of the Sponsor Directors	Designation	Remark
1.	Ms. Shahin Sultana	Chairman	Resigned From the position
2.	Mohammad Rafiqul Islam	Managing Director	-
3.	Muhammad Shamsul Islam	Director	-
4.	Muhammod Arman	Director	Resigned From the position

Name of the existing Directors:

SL. NO.	NAME	DESIGNATION
1.	Muhammad Shamsul Islam	Chairman
2.	Mohammad Rafiqul Islam	Managing Director
3.	Sujit Saha	Director
4.	Rakibul Islam	Director
5.	Abul Kalam Bhyian	Director
6.	Md. Shah Alam	Independent Director
7.	Tapan Chandra Banik	Independent Director

- c) The name, logo and address of the auditors and registrar to the issue, along with their telephone numbers, fax numbers, contact persons, website and e-mail addresses:

Particulars	Name & Address	Logo	Contact person	Telephone and Fax Number
Auditor	Ashraf Uddin & Co Chartered Accountants Address: 142/B, Green road (3rd Floor), Dhaka-1215, Bangladesh		Md. Mohiuddin Ahmed, FCA, CFC Partner	Tel. +88 02 9116183 Fax. +880-2-9565767 Email: info@aucbd.com


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

Sl. No.	Name of the Exchange	Logo	Address,
1	DHAKA STOCK EXCHANGE LIMITED (DSE)		9/F, Motijheel C/A, Dhaka-1000. Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755 Web: www.dsebd.org
2	CHITTAGONG STOCK EXCHANGE LIMITED (CSE)		CSE Building, 1080 Sheikh Mujib Road, Chattagram-4100. Tel: +880-2-9513911-15 Fax: +880-2-9513906, Web: www.cse.com.bd

CHAPTER-V

CORPORATE DIRECTORY OF THE ISSUER

CORPORATE DIRECTORY OF THE ISSUER

Name of The Issuer	Dominage Steel Building Systems Ltd.
Date of Incorporation	March 08, 2007
Date of Commencement of Commercial Operation	September 01, 2007
Conversion Date of Private to Public Limited Company	20 August, 2018
Logo of The Issuer	
Authorized Capital	Tk.1,000,000,000/-
Issued, Subscribed & Paid-Up Capital	Tk. 650,000,000/-
Addresses of registered office, other offices	J.R Casero Tower. 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh
Addresses of Factory Offices	Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh. Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh
Auditor	Ashraf Uddin & Co., Chartered Accountants Address: 142/B, Green road (3rd Floor), Dhaka-1215, Bangladesh Tel. +88 02 9116183, Fax. +880-2-9565767, Email: info@aucbd.com
Board of Directors	<ol style="list-style-type: none"> 1. Muhammad Shamsul Islam, Chairman 2. Mohammad Rafiqul Islam, Managing Director 3. Rakibul Islam, Director 4. Abul Kalam Bhyian, Director 5. Sujit Saha, Director 6. Md. Shah Alam, Independent Director 7. Tapan Chandra Banik, Independent Director
Legal Advisor	Md. Rafiqul Hoq (Benu), Dhaka bar association, Room no # 704 (c) ,6 th floor, Judge court, Dhaka, Bangladesh. Phone: 9124227(R), 9583812 E-mail: benumuhd@gmail.com
Tax Consultant	Md. Fazlul Haque, Rahman & Haque Associates 125/A Shantinagar Palaza (2 nd Floor) Suit No 60.61.62 Shantinagar Dhaka -1000, Phone: 9357633, 8363488 Mobile: 01720547512, Fax: 029338118
Company Secretary	Md. Mahfizur Rahman
Compliance Officer	Md. Zillur Rahaman
Banker to the IPO	BRAC Bank Limited
Banker to the Company	<ul style="list-style-type: none"> • Prime Bank Limited • Bank Asia Limited • Standard Chartered Bank Limited • Southeast Bank Limited

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;**

The summary of the industry:

Being one of the fastest growing sectors of Bangladesh, the Pre-engineered building industry could well be the next economy booster. A pre-engineered building is designed by a supplier/ manufacturer, to be fabricated using best suited inventory of materials available from all sources and manufacturing methods that can efficiently satisfy a wide range of structural and aesthetic design requirements. Within some geographic industry sectors these buildings are also called Pre-Engineered Metal Buildings or simply Pre-Fabricated Steel Buildings as it is becoming increasingly common due to the reduced amount of pre-engineering involved in custom computer- aided designs. Steel structured buildings now have a strong hold in Bangladesh's construction sector. The demand for steel buildings is increasing in the country as it needs low investment and less time, and provides high safety. A higher resale value of the steel structure is another reason it has gained popularity. Local steel-building makers are expecting a bright future for the pre-fabricated building sector as an increasing number of conglomerates, including foreign companies, are setting up such structures for industrial use. The country has immense potential in steel infrastructure as steel consumption per capita is still very low against global standards. A pre-fabricated steel structure is now being used for different purposes such as setting up factories, multistoried buildings, power plants and bridges. Owners will be able to get four times the value if they sell the steel structure of the building as scrap even after 50 years, which is not possible for conventional buildings. The Pre-engineered steel Industry is mostly involved in building: High rises, Multi-story Buildings, industries, Workshop, Warehouse Housing, Training Center, Gymnasium, Basketball Court, Swimming pools, Markets Shopping center, Bus Station, Police station Border Posts, Grain storage, steel framed commercial buildings and waste/recycling facilities, commercial showrooms, distribution centers, restaurants, CNG stations, Fruit and vegetable Storage, Cold Storage, Equipment storage, Military Applications, Aircraft Hanger etc.

The Business environment of the issuer:

Pre-fabricated Steel buildings have become popular not only in the commercial and industrial sector; Pre-fabricated steel buildings are nowadays being used in the building houses as well. Steel buildings offer many benefits and advantages. The many options it offers the customers are so enticing that construction builders nowadays prefer them; steel building offers strength and affordability that one cannot get from traditional building construction methods. The general benefits of steel structured buildings are that it is quick and easy to erect, versatile, strong, cost effective, environment friendly. Moreover, the issuer has good supply of raw materials and availability of affordable labour force in Bangladesh as a result Issuer's business environment is conducive in which it operates. Manpower has become skilled over the period. Furthermore, favorable government policy towards the export-oriented sector has created business friendly situation.

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

This information is not applicable to the Dominage Steel Building Systems Ltd. Since the Company has no associates, subsidiary or holding company.

(b) General information:

- (i) Name and address, telephone and fax numbers of the registered office, corporate head office, other offices, factory, business premises and outlets of the issuer;**

Registered Office & Corporate Office of Dominage Steel Building Systems Ltd.	
Address	: J. R Casero Tower. 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh
Telephone No	: +88-02-222282140-43
Fax Number	: +88-02-222282380
E-mail	: info@dominage.net
Factory -01	
Address	: Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh.
Telephone No	: +88-02-222282140-43
Fax Number	: +88-02-222282380
E-mail	: info@dominage.net
Factory -02	
Address	: Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh
Telephone No	: +88-02-222282140-43
Fax Number	: +88-02-222282380
E-mail	: info@dominage.net
Outlets of the issuer	: There is no outlet of the issuer

(ii) The board of directors of the issuer:

Sl. No	Name	Designation
1	Muhammad Shamsul Islam	Chairman
2	Mohammad Rafiqul Islam	Managing Director
3	Sujit Saha	Director
4	Rakibul Islam	Director
5	Abul Kalam Bhyian	Director
6	Md. Shah Alam	Independent Director
7	Tapan Chandra Banik	Independent Director

(iii) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the Chairman, Managing Director, Wholtime directors, etc. of the issuer:

Sl. No	Name	Designation	Address	Telephone No. Fax No. & e-mail
1.	Muhammad Shamsul Islam	Chairman	J. R Casero Tower. 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh	Tel:88-02-222282140-43, Fax:88-02-222282380, Email: shamsul@dominance.net
2.	Mohammad Rafiqul Islam	Managing Director		Tel:88-02-222282140-43, Fax:88-02-222282380, Email: rafiqul@dominance.net
3.	Sujit Saha	Director		Tel:88-02-222282140-43, Fax:88-02-222282380, Email: sujit.saha@dominance.net
4.	Rakibul Islam	Director		Tel:88-02-222282140-43, Fax:88-02-222282380, Email:rakibul.islam@dominance.net
5.	Abul Kalam Bhyian	Director		Tel:88-02-222282140-43, Fax:88-02-222282380 Email: abul.kalam.bhuiyan @dominance.net
6.	Md. Shah Alam	Independent Director		Tel:88-02-222282140-43, Fax:88-02-222282380 Email:id 1@dominance.net
7.	Tapan Chandra Banik			Tel:88-02-222282140-43, Fax:88-02-222282380 Email: id 2@dominance.net

(iv) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the CFO, Company Secretary, Legal Advisor, Auditors and Compliance Officer;

SL	Name	Designation	Address	Telephone No. Fax No. & e-mail
1	Santush Chandra Saha	Chief Financial Officer	J.R Casero Tower. 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh	Tel:88-02-222282140-43, Fax:88-02-222282380, Email: cfo@dominance.net
2	Mahfizur Rahman	Company Secretary		Tel:88-02-222282140-43, Fax:88-02-222282380, Email: cs@dominance.net
3	Md. Zillur Rahaman	Compliance Officer		Tel:88-02-222282140-43, Fax:88-02-222282380, Email: co@dominance.net
4	Md. Rafiqul Hoq (Benu)	Legal Advisor	Dhaka bar association, Room no #704 (c) , 6 th floor, judge court, Dhaka, Bangladesh	Phone:9124227(R), 9583812 Email: benumuhd@gmail.com Fax: Nil
5	Ashraf Uddin & Co Chartered Accountants	Auditor	Address:142/B, Green road (3rd Floor), Dhaka-1215, Bangladesh	Tel. +88 02 9116183, Fax. +880-2-9565767, Email: info@aucbd.com

(v) Names, addresses, telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the issue manager(s);

Name & Address of Manager to the Issue	Contact Person	Telephone, fax, website & e-mail
Shahjalal Equity Management Limited Al-Razi Complex, Suite# 901(9 th Floor), Block-C 166-167Shaheed Syed Nazrul Islam Sarani, Dhaka-1000, Bangladesh	Md. Mohiuddin Mollah Chief Executive Officer	Phone: +88 02 55111680-681, Fax: +88 02 55111682 Email: info@shahjalalequity.com Web: www. shahjalalequity.com

(vi) Details of Credit Rating:

- The names of all the credit rating agencies from which credit rating has been obtained;
- The details of all the credit ratings obtained for the issue and the issuer;
- The rationale or description of the ratings (s) so obtained, as furnished by the credit rating agency(s);
- Observations and risk factors as stated in the credit rating report.

As per clause (e) of sub-rule (4) of rule 3 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015, A company is required to be rated by credit rating company registered with the Commission for a public offer under book-building method. As the company is offering under fixed price method, the aforementioned rule is not applicable for the issue.

(vii) Details of Underwritings:

- 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 of Underwriter	Telephone Number, Fax Number, & Email addresses	Contact Person & Contact Details	Underwritten Amount in Taka
Shahjalal Equity Management Limited Al-Razi Complex, Suite# 901(9 th Floor), Block-C, 166-167 Shaheed Syed Nazrul Islam Sarani, Dhaka-1000, Bangladesh	Phone: +88 02 55111680-681 Fax: +88 02 55111682 E-mail: info @shahjalalequity.com	Md. Mohiuddin Mollah Chief Executive Officer	105,000,000/-
Total Amount of Underwritten			105,000,000/-

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

All the underwriters have sufficient resources as per the regulatory requirements to discharge their respective obligations which are disclosed in CHAPTER (III) under Due Diligence Certificate by The Underwriter(s) page number 28.

c) Major terms and conditions of the underwriting agreements:

- The IPO shall stand canceled in if at least 65% in any category of the IPO is not subscribed.
- In the case of under subscription in any category by up to 35% of the IPO the under-subscribed securities shall be taken up by the underwriters.
- Notwithstanding anything contained in this Agreement, in the case of any inconsistency between the provision of this Agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.
- Prior to the publication 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 providing for the payment of underwriting commission maximum 0.50% (**Zero points Five Zero**) on the amount underwritten.
- 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 the said notice and the said amount shall have to be credited into shares subscription account within the said period.
- 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 underwriter 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.

(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 ordinary shares	Nominal price	Issue price	Amount (BDT)
Authorized Capital	100,000,000	10/-	10/-	1,000,000,000/-
Before IPO				
Paid up capital	65,000,000	10/-	10/-	650,000,000/-
After IPO				
To be issued as IPO	30,000,000	10/-	10/-	300,000,000/-
Paid up capital (post IPO)	95,000,000	10/-	10/-	950,000,000/-

History of Capital Raising:

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

Particulars	Date of Allotment	Number of Shares			Amount Of Share Capital (Taka)
		Consideration In Cash	Consideration Other Than Cash	Bonus	
First (Subscription to the MOA at the time of incorporation)	08-03-2007	17,000	-	-	170,000/-
Second Allotment	28-02-2017	300	-	-	3,000/-

Particulars	Date of Allotment	Number of Shares			Amount Of Share Capital (Taka)
		Consideration In Cash	Consideration Other Than Cash	Bonus	
Third Allotment	20-05-2018	3,995,830	-	-	39,958,300/-
Forth Allotment	14-06-2018	-	-	5,819,040	58,190,400/-
Fifth Allotment	31-03-2019	40,167,830	-	-	401,678,300/-
Sixth Allotment	31-03-2019	15,000,000	-	-	150,000,000/-
Total		59,180,960		5,819,040	650,000,000/-

N:B: The Company has split the face value of its Ordinary Shares from Tk.100.00 to Tk.10.00 at 20-08-2018

(ii) The size of the present issue, with break-up (number of securities, description, nominal value and issue amount):

Particulars			Percent	No of shares	Nominal Value (Tk.)	Issue Amount (Taka)
Offer price BDT 10.00 each at par, total size of the fund to be raised BDT 300,000,000/-	Eligible Investors (EIs)	Mutual Funds and CIS	10%	3,000,000	10.00	30,000,000
		EIs excluding Mutual Funds and CIS	30%	9,000,000		90,000,000
	General Public	NRB	10%	3,000,000		30,000,000
		GP excluding NRB*	50%	15,000,000		150,000,000
	Total		100%	30,000,000		300,000,000

GP excluding NRB*: 15,000,000 Ordinary Shares will be reserved for General Public and Affected Small Investor.

(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 accounts

Particulars	Amount in BDT
Paid up capital before the present issue	650,000,000/-
Paid up capital after the present issue	950,000,000/-
Paid up capital after conversion of convertible instruments (if any)	N/A
Share premium accounts 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):

Sl. No	Name of Director & Sponsor	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Sponsors & Directors	28,685,750	28,685,750	44.13%	30.20%
2	Institutional	14,275,000	23,275,000	21.96%	24.50%
3	Mutual fund	-	3,000,000	-	3.16%
4	Individual	22,039,250	37,039,250	33.91%	38.99%
5	Non-Residential Bangladeshis (NRBs)	-	3,000,000	-	3.16%
Total		65,000,000	95,000,000	100%	100%

(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;

Date of Issue	Person to Whom those are Issued	Relation with the issuer	Issue price	Consideration and Valuation	Reasons for the issue	Benefit from the issue
14.06.2018	Muhammad Shamsul Islam	Chairman	10/-	Bonus	Payment of Dividend	Increase of Paid Up Capital
	Mohammad Rafiqul Islam	Managing Director				
	Sujit Saha	Director				
	Rakibul Islam	Director				
	Abul Kalam Bhyian	Director				
	Md. Matiur Rahman	Shareholder				
	Mohammad Shfatul Islam	Shareholder				
	FA Trading Corporation	Shareholder				
	ABACI Investment Ltd.	Shareholder				
	BMSL Investment Limited	Shareholder				
	Global Max Packaging Industries Limited	Shareholder				
	Jahir Rayhan Bhuyian	Shareholder				

Date of Issue	Person to Whom those are Issued	Relation with the issuer	Issue price	Consideration and Valuation	Reasons for the issue	Benefit from the issue
	Global Shoes Ltd.	Shareholder				
	Md. Shafiqur Rahman	Shareholder				
	Razia Sultana	Shareholder				
	Ranjana Saha	Shareholder				
	Md. Shoriful Islam	Shareholder				
	Sharmin Sultana Pia	Shareholder				
	Md. Farid Ahmed	Shareholder				
	Heritage Capital Management Ltd.	Shareholder				
	Md. Afzalur Rahman	Shareholder				
	Md. Mahbubur Rahman	Shareholder				
	Tasrin Mujib	Shareholder				

(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.

(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 any equity shares under stock option to its employees.

(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;

Dominance Steel Building Systems Ltd. has not made an issue of specific 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 such 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 and Designation	Nature of Issue	Date of Allotment & Share fully paid-up	No. Of Ordinary shares	Face Value & Issue Price	Consideration	Pre-IPO (%)	Post-IPO (%)	Lock in Period	% of Pledge Share
Muhammad Shamsul Islam Designation: Chairman	Ordinary	08-03-2007	4,250	10/-	Cash	17.15%	11.74%	3 Years	No Pledge
		25-08-2014	4,250	10/-	Transfer				
		20-05-2018	104,3500	10/-	Cash				
		14-06-2018	1,525,400	10/-	Bonus				
		31-03-2019	6,672,600	10/-	Cash				
		06-06-2020	1,899,989	10/-	Transfer				
Total			11,149,989						
Mohammad Rafiqul Islam Designation: Managing Director	Ordinary	08-03-2007	4,250	10/-	Cash	17.15%	11.74%	3 Years	No Pledge
		25-08-2014	4,250	10/-	Transfer				
		20-05-2018	829,500	10/-	Cash				
		14-06-2018	1,215,100	10/-	Bonus				
		31-03-2019	7,196,900	10/-	Cash				
		06-06-2020	1,899,989	10/-	Transfer				
Total			11,149,989						
Sujit Saha Designation: Director	Ordinary	28-02-2017	300	10/-	Cash	3.75%	2.75%	3 Years	No Pledge
		20-05-2018	111,300	10/-	Cash				
		14-06-2018	161,820	10/-	Bonus				
		31-03-2019	1,414,080	10/-	Cash				
		06-06-2020	750,022	10/-	Transfer				
Total			2,437,522						

Name and Designation	Nature of Issue	Date of Allotment & Share fully paid-up	No. Of Ordinary shares	Face Value & Issue Price	Consideration	Pre-IPO (%)	Post-IPO (%)	Lock in Period	% of Pledge Share
Rakibul Islam Designation: Director	Ordinary	20-05-2018	100,000	10/-	Cash	3.04%	2.08%	3 Years	No Pledge
		14-06-2018	145,000	10/-	Bonus				
		31-03-2019	1,729,125	10/-	Cash				
Total			1,974,125						
Abul Kalam Bhyian Designation: Director	Ordinary	20-05-2018	60,000	10/-	Cash	3.04%	2.08%	3 Years	No Pledge
		14-06-2018	87,000	10/-	Bonus				
		31-03-2019	1,827,125	10/-	Cash				
Total			1,974,125						
Md. Shah Alam Independent Director	Ordinary	31.03.2019	400,000	10/-	Cash	0.62%	0.42%	3 Years	No Pledge
Tapan Chandra Banik Independent Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

N.B. i) the shares were made fully paid-up capital at the date of allotment. The company didn't issue any pledged share.
ii) The Company splits its Share Tk. 100/- to Tk.10/- as on 20-08-2018
iii) Lock in starts from the first trading date of the issuer.

- (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:

Name of the Sponsor & Director	Status	No. of Ordinary Shares Held	Face Value & Issue Price	Percentage	
				Pre-IPO	Post-IPO
Muhammad Shamsul Islam	Chairman	11,149,989	10/-	17.15%	11.74%
Mohammad Rafiqul Islam	Managing Director	11,149,989	10/-	17.15%	11.74%
Sujit Saha	Director	2,437,522	10/-	3.75%	2.57%
Rakibul Islam	Director	1,974,125	10/-	3.04%	2.08%
Abul Kalam Bhyian	Director	1,974,125	10/-	3.04%	2.08%

Transferred by the sponsor and/or by the Directors of the issuer:

There are no such transferred within six months immediately preceding the date of filling the prospectus.

- (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 No	Name of Shareholder	Position	Address	Number of Shares hold	Amount of Securities Owned	Percentage of Ownership
1	Muhammad Shamsul Islam	Chairman	Flat: A5, House: 21, Road: 12, Dhanmondi R/A, Dhaka	11,149,989	111,499,890	17.15%
2	Mohammad Rafiqul Islam	Managing Director	Flat: D2, Tenement: 1, Plot: 301/A, Road: 06, Block: E, Bashundhara R/A, Dhaka.	11,149,989	111,499,890	17.15%
3	M/S Bandhan International	Shareholder	Flat-3E, Housse-28, Road-9/A, Dhanmondi R/A, Dhaka-1209	5,000,000	50,000,000	7.69%

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.
None of the employees of the company own any shares of the issuer company "Dominance Steel Building Systems Ltd" except the following:

SL No	Name of Shareholder	Position	Number of Shares hold	% of Pre-IPO
1.	Muhammad Shamsul Islam	Chairman	11,149,989	17.15%
2.	Mohammad Rafiqul Islam	Managing Director	11,149,989	17.15%
3.	Abu Ishaque Mohammed Raihan	Shareholder	125,000	0.19%
4.	Md. Atiqur Rahman	Shareholder	110,000	0.17%
5.	Md. Delowar Hossain	Shareholder	100,000	0.15%
6.	Anirban Joader Tonmoy	Shareholder	40,000	0.06%
7.	Rehana Parvin	Shareholder	130,000	0.20%

(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:**

Date of incorporation and commencement of commercial operation.

Dominance Steel Building Systems Ltd. was incorporated on 08 March, 2007 as private limited company vide registration no is C-66036(3527)/07. It was converted into Public Limited Company on 20 August, 2018. The Commercial Operation started on September 01, 2007.

Nature of the Business of the Issuer:

The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building under “DSBSL” brand. Simultaneously to expedite this race DSBSL Product Research and Development Department works to innovate or introduce new concept and machinery in the production line for the diversified demand of their reverence clients. This is a local own steel base construction company engaged in local development and construction of commercial buildings and factories and also engaged in fabrication, erection of steel parts.

Associates, Subsidiary/related holding Company and their Core areas of business

The Company has no associates, subsidiary or holding company.

(ii) Location of the project:

Head Office	J.R Casero Tower 11 th Floor, 46, Mohakhali C/A, Dhaka-1212
Factory Address	Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh. Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh

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

Plant:

DSBSL factory is located at Factory Building -01 at Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh. Beside housing the factory building, it also has accommodation for the permanent officers of DSBSL Factory. The Dominance Steel Building Systems Ltd. factory building is an example portraying engineering excellence and innovation. It is constructed using a combination of PEB's castellated beams and open web joists. The roof is profiled using Lock seam, which is a leak proof roof system recently introduced by DSBSL.

Machinery:

DSBSL has commenced its business with a view to delivering high quality and sophisticated products and services to the local and international markets. Keeping in the mind regarding delivery of quality and satisfaction, the company installed high tech and automated machineries which help the company to be competitive in the market.

Technology:

DSBSL has the first State of the Art Pre- Engineered Steel Building Manufacturing factory in Bangladesh. Fully equipped with modern machineries and equipment, it is fabricating steel structures in line with contemporary design tools that are compatible with the latest building codes for all buildings. Company's erection practices leverage the modern equipment to ensure safe and timely completion of projects.

Process:

Mainframes are the core materials of high-rise steel structures, bridges etc. It provides for enhanced end-product performance, extended product life, stronger yet lighter products, opportunities to cut costs, repeatable, trouble-free processing, opportunities to simplify processing, maximized yield, shorter production time 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.

Particulars	Status			
Date of Incorporation	8 th March, 2007, as a private limited company			
Registration No.	C-66036(3527)/07			
Conversion Date of Private to Public Limited Company	20 August 2018			
Installed Capacity as on 30-06-2019	6,710(Metric ton) per year			
Actual Production as on 30-06-2019	4,780(Metric ton) per year			
Launching of Plant	March 08, 2007			
Date of Commercial Operation	01 September, 2007			
Change in ownership	Name	Position	Date of Change in Ownership	Remarks
	Ms. Shahin Sultana	Sponsors	25-08-2014	Ms. Shahin Sultana transferred entire shares to Muhammad Shamsul Islam
	Muhammod Arman	Sponsors	25-08-2014	Muhammod Arman transferred entire shares to Mohammad Rafiqul Islam
Key Management Personnel	1. Muhammad Shamsul Islam, Chairman 2. Mohammad Rafiqul Islam, Managing Director 3. Sujit Saha, Director 4. Rakibul Islam, Director 5. Abul Kalam Bhyian, Director 6. Md. Mahfizur Rahman, Company Secretary 7. Md. Zillur Rahaman, Compliance Officer 8. Santush Chandra Saha, Chief Financial Officer 9. Md. Shah Alam, Independent Director 10. Tapan Chandra Banik, Independent Director			
Appointment of Independent Directors	Appointed as Independent Director as on dated: Tapan Chandra Banik: 9 th September, 2019 Md. Shah Alam: 05 February, 2020			

(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 of the Company:

The Company's principal activities are builds pre-engineered steel buildings like factories, warehouses, convention centers, workshop, air craft hangers, commercial show rooms, distribution centers, restaurants, CNG stations, multi storied buildings and so on. It also provides high valued services in terms of designing, fabricating and installation of Steel Buildings to its esteem clients.

Product List

The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building. The company has strong reputation for providing a wide range of building materials products and services. The products of the company are produced through use of both imported and local materials. The company provides following products and Services:

✓ **Pre-fabricated steel structure manufacturing.**

✓ **Others Construction work:**

- i. I-Section
- ii. PPGI Sheet for Roof & Wall Panel
- iii. GP Purlin
- iv. GP Decking Panel
- v. Anchor Bolt (HDG)
- vi. Nut Bolt (HDG)
- vii. Sag Rod (HDG)
- viii. Cable Bracing
- ix. Louver (GP)
- x. Pipe
- xi. Steel Door

Past trends and future prospects regarding exports (if any) and Local Market:

Past Trend: Last 5 years' sales are as follows:

Financial Year	Revenue** (Amount in Tk)
2018-2019	631,432,785
2017-2018	588,793,470
2016-2017	520,609,155
2015-2016	498,339,161
2014-2015	462,311,576

** DSBSL has no Exports in last 5 years.

Future prospects:

Dominage Steel Building Systems Ltd. (DSBSL) is experiencing a steady growth for the last couple of years and aims to be the market leader in Bangladesh. DSBSL plans to capture the unexplored sectors of the Pre-Engineered Building (PEB) in Bangladesh as well as in the foreign markets especially in African continent. DSBSL will establish a galvanizing unit which will enable it to create product variation to compete in greater sectors like transmission lines, hot rolled galvanized section etc. Also, DSBSL has future plan to manufacture welding electrodes as a backward linkage which will enable it to reduce cost of production and give a competitive edge over its competitors.

Projected Revenue:

Financial Year	Revenue (Amount in Tk)
2019-2020	700,890,391
2020-2021	928,584,466
2021-2022	1,019,585,743

(vi) If the issuer has more than one product or service, the relative contribution to sales and income of each product or service that accounts for more than 10% of the company's total revenues;

Product Name	For the year ended June 30 , 2019	
	Revenue in Tk.	Percentage
Pre-fabricated steel structure manufacturing	443,611,840/-	70%

(vii) Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;

There is no associate; subsidiary and holding company of Dominage Steel Building Systems Ltd.

(viii) How the products or services are distributed with details of the distribution channel. Export possibilities and export obligations, if any:

The products are delivered to different buyers under the control of Dominage Steel Building Systems Ltd. by its sales representatives & technical experts. A detailed process flow is presented below:

PROCESS FLOW:

Brief details of Process Flow for Manufacturing:

1. Design

DSBSL has an in-house design department that is led by a highly professional designer supported with a number of other designers and detailers. The design team relentlessly endeavors to provide the client with the most economic design, in keeping with the functionality as well as aesthetically as beautiful as possible. The excellent team of designers and detailers work tirelessly to bring out the most error free design from approval drawing to the shop drawing that needs minimum revision or modification at field level. DSBSL, buildings are designed in compliance with the latest design and building codes (IBC 2006, AISC 2005, AWS 2006, MBMA 2006, AWS 2007, BNBC 2006). The design and engineering department is equipped with the latest design and detailing software along with the relevant books on building codes related to steel building. Cold formed members are designed in accordance with 2007 Edition of Cold Formed Steel Design Manual and American Iron and Steel Institute (AISI). DSBSL follows latest information building codes and is capable of accommodating building in any other codes (e.g. BS, Euro Code) as per client/ consultant requirement. Project proposal is being prepared as per client and Consultant requirement to produce a beneficial and safe environment for future work process of client. Design section specification is set as per economic section can be obtained with accordance to standard code procedure followed for specific project. After final approval from client side along with the work order the Logistic support accumulate specific material with standard from local market or import vendor at DSBSL factory as according to Material standard set in Fabrication and Erection drawing for further fabrication process. DSBSL in house design team is equipped with License software including TEKLA and STAAD PRO to ensure genuine design and highest degree of design integrity. Every international design code, currently in vogue, is considered and incorporated to ensure complete integrity of the design parameters and the building self.

2. Materials Inspection

Factory Quality Control Manager inspects (Color Code, dimension, fault etc.) on the materials as per material standard provided in fabrication with material specification certificate provided by vendor through Logistic. After the material passes the visual inspection some part of materials is sent to lab to confirm the strength and materials composition. After confirmation from lab then the materials are forwarded for cleaning out the extra layer of impurities from plate surface otherwise materials lot is rejected and requested to logistic to replace the materials with required specification lot. Use of Prime Quality product is the hall mark of DSBSL and no product from Bulk Supply, Ship Breaking Material or Non-Standard Product that is not in accordance with the latest international code is used by DSBSL. All materials are imported from a variety of countries that includes Japan, China, India, Korea, Vietnam, etc. The imported plates are subjected to quality test before fabrication under the supervision of the QC Department of DSBSL at the Factory end. Similarly, every item needed for the valuable client is imported from time tested suppliers of world class material be it Bolts, Self-Drilling Screws, Insulation, Sky Lights or even the Welding Consumables. In fact, every accessory that goes with the building is selected so as to endure the test of time and ensure that the DSBSL Quality stands out in every aspect.

i. Cleaning

Cleaning process includes sand blasting and cup brushing methods which facilities are available at our factory maintaining with as per CODE standard. The sand blasting process knocks lose any paint, coating or debris so that the surface can be washed clean with ease, resulting in an extremely smooth surface. Sand blasting removes paint rust, and residue from oxidation from materials quickly and efficiently. Sand blasting can also be used to change the condition of a metal's surface, such as through removing scratches or casting marks. Sand blasting as a cleaning method has been widely used for over a hundred years' cup brushes are most commonly used for debarring and surface finishing, as well as the removal of rust, paint or scale. Brush Research Manufacturing produces cup brushes in a variety of sizes and abrasive types. Our wire cup brushes are best suited for debarring and surface preparation of large surfaces After cleaning process is being finished the material is being inspected for surface roughness, joint fault, impurities on surface etc. Plate with visual default is being sent back to starting point of cleaning process to repeat the process.

ii. Cutting

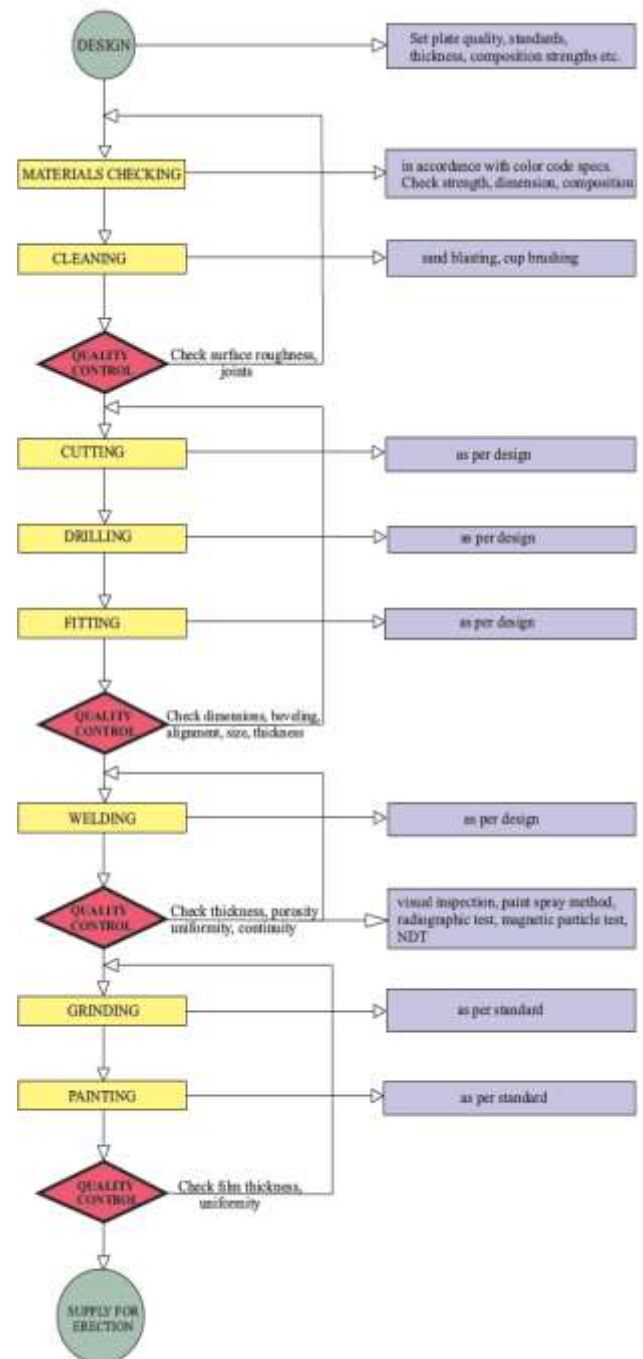
At this stage steel plate is being cut as per requirement from fabrication drawing provided from Design department. Auto cutting machine is available at factory such as CNC cutter, Gas Cutter and Hydraulic Swing Shear cutter. Steel sheet roll is being cut to desired width to produce C or Z section of purling.

iii. Drilling

Cut piece steel plate is being drilled for bolt hole as per fabrication drawing. CNC high speed driller and rotary driller machines are being used for precise drilling of holes.

iv. Fitting

Drilled cut piece steel plate is being fitted to steel section plate by tag welding. All the process is being check by quality control manager for example dimension of plate, beveling, alignment, plate thickness etc. if found unsatisfactory the part is canceled and sent back to cutting of new plate process step. Steel sheet roll is being sent directly to forming machine to produce purling section, Roof and Wall sheet, Decking sheet.



v. **Welding**

Welding is done with auto welding machine available at our factory. Continuous welding is done along with hydraulic pressure holding the beam in line straight to avoid bucking after welding. Welding is applied in accordance with: 2010 American Welding Society (AWS D.1.1.04)

Structural Welding Code – Steel Manual

All the welding process is automated. All the welding line is being checked for thickness, porosity, uniformity, continuity as quality assurance and fault line welding is being repaired or rejected as this checking process. A host of CNC based Auto and Semi-Automatic machines are used for cutting and fabrication. The welding quality is not only due to the following of the AWS Code but also due to the use of MIG machines as well as SAW Machines with welding consumables that are also imported. This quality check is carried out throughout the period of fabrication until completion of painting. This ensures a product of the finest quality and the difference is evident when compared.

vi. **Grinding**

After finishing welding process steel section surface needs to grind at corner to remove undulation appeared after cutting drilling and welding process.

vii. **Painting**

The last step is the painting red oxide at the surface of steel plate to avoid corrosion. The final quality assurance is done for steel section. If found unsatisfactory then sent back at the grinding stage.

viii. **Erection**

The materials are then transported to site for erection. The erection of structural steelwork consists of the assembly of steel components into a frame on site. The processes involve lifting and placing components into position, then connecting them together. Generally this is achieved through bolting but sometimes site welding is used. The assembled frame needs to be aligned before bolting up is completed, and the structure handed over to the principal contractor. The erection process is maintained under American Society of Civil Engineers (ASCE) laws of erection. DSBSL also has set erectors who have worked in different projects and have therefore developed considerable experience and have been able to raise their standard at par with the ISO standard, held by DSBSL. Procedures followed for erection are listed below:

- Before starting erection, it is ensured that complete set of Erection drawings marked “Issued for Construction” are available at site. The cover sheet of DSBSL Erection drawings lists all the drawings in the set along with the latest revision number and date.
- It is the Erector’s responsibility for mobilization, receiving, offloading and furnishing necessary tools for the proper erection of a DSBSL Building.
- The structure should be adequately braced at all times before raising the next component. The structure must be secured with temporary or permanent bracing before release of lifting equipment and at the end of the day, weekends or other shutdowns. When commencing erection of the building, the first bay should be erected with all wind bracing; eave purlins/struts, purlins, girts and flange braces completely installed and all bolts properly tightened to make certain that the building is properly braced.
- All joints should be made up and all bolts are in place before releasing Lifting Equipment.
- Until the first run of roof sheets is secured, temporary scaffold should be used to start sheeting so that Cladding Crew will have something to stand on. Refer to proper method of walking on the roof described in the sheeting section of this Manual.
- All Cladding Crew should be cautioned regarding roof openings. Any uncovered openings should be properly guarded.
- Workers should never slide down columns and other structural members. Ladders should be used to get on and off the building. Wall girts and diagonal braces should not be used as ladders.

Export Obligation & Possibility:

DSBSL doesn't have any export obligations and possibility rather there is a good potential for expansion of export.

(ix) Competitive conditions in business with names, percentage and volume of market shares of major competitors; Listed company:

Dominage Steel Building Systems Ltd. operates in the highly competitive environment. The major engineering sector competitive companies of Dominage Steel Building Systems Ltd. are presented below.

A. Listed Companies

SL. NO	Name of the competitor	Volume in Sales (BDT)	Market Share (%)
1	Bangladesh Building Systems Ltd.	1,279,521,240	67%

Source: Taken from company website 3rd Quarter Financial Statement for the period 31-03-2019

N.B: There is no entity listed with the stock exchanges except the above Companies in List A & there is no data available regarding the market shares of the respective listed companies in their respective annual report.

B. Here some Non-Listed Companies which are a concern as a competitor:

Sl. No	Name of the Competitor	Address of the Competitor
1	Steelmark Buildings Ltd.	17/13 Paribag (2 nd to 4 th Floor) Sonargaon Road, Dhaka-1000, Bangladesh
2	Mcdonald Steel Building Products Ltd.	Level 11, Bir Uttam Mir Shawkat Sarak 186 Tejgaon- Gulshan Link Road, Dhaka-1208, Bangladesh
3	Steelpac	Energy Center, Tejgaon I/A, Dhaka-1208, Bangladesh
4	Buildtrade Engineering Limited	37, Shahid Tajuddin Sharani (new),340, Tejgoan Industrial Area (old)Tejgoan, Dhaka-1208, Bangladesh
5	Peb Steel Alliance Ltd.	The Alliance Building, 4 th & 5 th Floor, 63, Pragati Sarani Baridhara, Dhaka-1212, Bangladesh
6	Tiger Steel Bangladesh Ltd.	House # D-1, Road # 03, DOHS Mohakhali, Dhaka-1206, Bangladesh
7	Modern Structures Limited	15/4 (Level-4), Mirpur Road, Shyamoli,Dhaka-1207, Bangladesh
8	Sarker Steel Limited	13/A, Planners' Tower (18 th Level) Bir Uttam CR Datta Road, Sonargaon Road, Banglamotor, Dhaka-1000, Bangladesh

N.B: Due to unavailability of the information, it is not possible for us to input annual turnover of the above non-listed competitors, in list B.

(x) Sources and availability of raw materials, names and addresses of the principal suppliers and contingency plan in case of any disruption;

Due to pre-fabricated steel Manufacturing Company all the raw materials e.g MS Plate, PPGL Sheet, MS Sheet, Electrodes, Flux, welding wires etc. are mainly imported from China and India along with some of suppliers of local market.

Suppliers Name	Address	Name of raw materials
M/S Akkel Ali & Sons	208, Karimullahbag, Soshanghat Road, Postogula 1204	M S Plate
Wuxi Toko New Material Technology Co. Ltd.	2-21/F, Ramada Plaza, Wuyun Road 589, Huishan EDZ, Wuxi, 214174 China, FAX(+86)510-83597138	Welding Flux, Saw Wire
TATA Bluescope Steel Limited	The Metropolitan, Final Plot No. 27, Wakdewadi, Shivaji Nagar, Pune- 411005. India. Tel: +912066218000.	PPGL Sheet
Navana Welding Electrode Ltd.	Head Office- 125/A, Motijheel C/A, Dhaka 1000, Branch 205 – 207, Tejgaon I/A, Dhaka – 1208. Tel: 9552212	Welding Rod, Flux
M/S Zannath Enterprise	½ French Road, Noyabazar, Dhaka 1100 Tel: 9569319, Mobil: 01920779633	Angle, MS sheet
Asian Tools	54, Nawabpur Road, Dhaka 1100	Screw, Nut boltu
Ananna Steel	Hakkani Iron Market,plot -1, Bitack Pahartoli, Ctg.	M S Plate
Meherun Steel	6 No. English Road, Shop no. 10, Dhaka 1100	M S Plate
General Steel Building	H: 27/1/B,R- 3, Shamoly	MS Plate, sheet screw

Contingency Plan in case of any disruption:

As number of suppliers of raw materials are plenty in the market, if one supplier fails to provide raw material there are always other suppliers available. Therefore, there is no possibility of disruption.

(xi) Sources of, and the requirement for, power, gas and water; or any other utilities and contingency plan in case of any disruption;

All required utility facilities are available at the project site and those are stated below:

UTILITIES	SOURCES AND REQUIREMENT
POWER/ ELECTRICITY	Dominage Steel Building Systems Ltd. has connected load 250KW of Palli Biddut. The required power is available from own captive power generators.
WATER	The required water supply will be available from the own deep tube-well at the project site.
GAS	Not applicable for Dominage Steel Building Systems Ltd.

Contingency Plan:

If any source of utilities disrupts, the Company have the following contingency plan-

- The Company has alternative generator in case of any load shedding
- We have maintenance team to emergency repair of generator.

(xii) Names, address(s), telephone number, web address, e-mail and fax number of the customers who account for 10% or more of the company's products or services with amount and percentage thereof;

Sl. No	Name of Supplier	Address	Telephone & Fax Number	Web address & mail address	Amount in Taka	Percent (%)
1	Bangladesh Power Development Board (BPDB)	WAPDA Building Motijheel C/A, Dhaka-1000	Phone: 9550532 Fax: +880-2-9551093	Web: www.bpdb.gov.bd.com Email: dir.purchase@bpdb.gov.bd	188,456,651	29.85%

(xiii) Names, address(s), telephone number, web address, e-mail and fax number of the suppliers from whom the issuer purchases 10% or more of its raw material or finished goods with amount and percentage thereof;

The suppliers from whom the issuer purchases 10% or more of its raw material/finished goods with amount and Percentage as follows based on audited Financial Statements June 30, 2019

Sl. No	Name of Customers	Address	Contract No	Web/ E-mail Address	Amount	Percentage
1	Jiangyin Dnt Hevy Industry Co. Ltd.	No.3, Zhongnan Road, High & New Technique Industries Development Zone, Jiangyin City, Jiangsu 214429 P.R.China	Tel : 0086-510-86993333, Fax : 0086-510-86135365	Web: http://www.znhi.com.cn E-mail: znhi@znhi.com.cn	100,419,393	23.76%

(xiv) Description of any contract which the issuer has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract. If there is not any of such contract, a declaration is to be disclosed duly signed by CEO or MD, CFO and Chairman on behalf of the Board of Directors;

TO WHOM IT MAY CONCERN

We, on behalf of the Board of Directors certify that the Dominance Steel Building Systems Ltd. did not enter into any contract with its principal suppliers or customers.

Sd/-

Muhammad Shamsul Islam
Chairman

Sd/-

Mohammad Rafiqul Islam
Managing Director

Sd/-

Santush Chandra Saha
Chief Financial Officer

(xv) Description of licenses, registrations, NOC and permissions obtained by the issuer with issue, renewal and expiry dates;

Sl. No	Name of Certificate/ license/ Registration/ NOC	License Issuer/ Issuing Authority	Certificate / License No	Expiry Date	Remarks
1.	Certificate of Incorporation	Registrar of Joint Stock Companies and Firms, Government of Bangladesh	C-66036(3527)/07	N/A	As a Private Ltd. Company, dated 08 March, 2007 & converted to Public Ltd. company on 20 August, 2018
2.	Certificate of Commencement of Business	Registrar of Joint Stock Companies and Firms, Government of Bangladesh	N/A	N/A	Incorporated as a Private Limited Company
3.	TIN Certificate	National Board of Revenue	267750604199	N/A	-
4.	VAT Reg. No.	Customs, Excise & VAT Commissionerate, Dhaka	Building-1: 21031016949 Building-2: 17141020185	N/A	-
5.	Trade License	Narshingdi Savar	53/019 002104	30.06.2021	-
6.	BCI Certificate	Bangladesh Chamber of Industries	D-10	31.12.2020	-
7.	Import Registration Certificate	The controller of Import & Export, Government of Bangladesh	BA0222671	30.06.2021	-

Sl. No	Name of Certificate/ license/ Registration/ NOC	License Issuer/ Issuing Authority	Certificate / License No	Expiry Date	Remarks
8.	Fire License	Bangladesh Fire Services and Civil Defense	Building-1:21745/11	30.06.2021	-
			Building- 2:24433/12	30.06.2021	-
9.	Environment Clearance Certificate	Department of Environment	Factory (Building-1):30.68.63.3.51.221210	09.04.2021	-
			Factory (Building-2):30.26.72.3.267.290113/18	10.05.2020	Applied for Renewal
10.	BOI	Bangladesh Investment Development Authority	L-271013043881-H	Nil	-
11.	SBMA Membership Certificate	Steel Building Manufactures Association of Bangladesh	Member No: 04	31.12.2020	-

(xvi) Description of any material patents, trademarks, licenses or royalty agreements:

Dominage Steel Building Systems Ltd. has no material patents, trademarks or royalty agreements. However, it has several regulatory licenses and certificates in order to continue its operation.

(xvii) Number of total employees and number of full-time employees:

The company has 136 number of employees as of June 30, 2019. Details are as following:

SALARY RANGE (MONTHLY)	NUMBER OF EMPLOYEES		TOTAL
	STAFF	WORKERS	
Below Tk. 15000 per month	24	69	93
Above Tk. 15000 per month	33	10	43
TOTAL	57	79	136

(xviii) A brief description of business strategy:

DSBSL has already able to establish itself as one of the market leaders in the industry. And have plan to expand its operation in coming years which is supported by its prudent management, skilled workforce, modern technology machineries and acceptance of DSBSL's products and services to its current customer. DSBSL's key strategic objectives are:

- To bring the Pre-Engineered Steel Buildings technology to where it is most needed in the world, and help others "build a better life", through industrialization;
- To build high capacity, efficient & cost-effective steel factories for speedy delivery and for benefiting from "large economies of scale".
- To design and fabricate safe and technologically advanced buildings.
- To offer customers versatility in design & fabrication to meet their exact building requirements.
- To offer customer services those are second to none in the industry.

(xix) A table containing the existing installed capacities for each product or service, capacity utilization for these products or services in the previous years, projected capacities for existing as well as proposed products or services and the assumptions for future capacity utilization for the next three years in respect of existing as well as proposed products or services. If the projected capacity utilization is higher than the actual average capacity utilization, rationale to achieve the projected levels.

Total actual capacity and its utilization

Financial Year	Products	Installed Capacity (MT/SFT/RFT)	Actual Capacity (MT/SFT/RFT)	Actual Capacity Utilization (%)
2018-2019	Pre-fabricated steel structure manufacturing & Others	6,710	4,780	71.24%
2017-2018		6,120	4,357	71.19%
2016-2017	Construction work	5,100	3,937	77.19%

Estimated Capacity and its Utilization

Financial Year	Products	Installed Capacity (MT/SFT/RFT)	Utilized Capacity (MT/SFT/RFT)	Actual capacity Utilization (%)
2021-2022	Pre-fabricated steel structure manufacturing & Others	12,576	9,862	78.42%
2020-2021		11,977	8,826	73.69%
2019-2020	Construction work	11,407	7,162	62.78%

The rationale to Achieve:

We have projected that the capacity utilization will be increased as the total market is increased day by day and the market share of the company is increasing. Hence, the management of the Company thinks that the projected capacity is attainable.

(e) Description of Property:

The written down value of Property, Plant and Equipment owned by the company as per audited accounts as 30 June, 2019 are stated below:

Particulars	Amount in taka
	WDV on 30.06.2019
Land & Land Development	176,046,428
Building & Civil Construction	269,705,332
Electrical Equipment & Installation	45,098,835
Furniture & Fixture	6,901,997
Plant & Machinery	173,362,841
Vehicle	9,908,090
Office Equipment	13,549,557
Total	694,573,079

(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 the factory at Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh, Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh and Company's registered office at J. R Casero Tower, 11th Floor, 46, Mohakhali C/A, Dhaka-1212. All of the above-mentioned Property, Plant and Equipment are in working condition. Details are given under as follows:

Sl. No	Name of the Assets	Location and Area	The condition of the Property
1	Land & Land Development	Factory Premises	Position held by the company through own land good in condition
2	Building & Civil Construction	Factory and Head Office	Working in good condition
3	Electrical Equipment	Factory and Head Office	Working in good condition
4	Furniture & Fixture	Factory and Head Office	Good condition
5	Plant & Machinery	Factory	
6	Vehicle	Factory and Head Office	
7	Office Equipment	Factory Premises & Head Office	

Details of Land Properties:

SL. No	Deed No	Dag/ Plot No	Area of the Land (Decimal)	Location of the Land	Year of Acquisition	Remarks
1.	9907/11	46	0.4785	J. R Casero Tower. 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh	2011	Own
2.	4342/12	46	0.4815		2012	Own
3.	2150/11	C.S, S.A-1481, R.S-2015	31.50		2011	Own
4.	2151/11	C.S, S.A-1475, 1476 R.S-2005	40.75		2011	Own
5.	2152/11	C.S, S.A-1475, R.S-2004	7.50		2011	Own
6.	3961/11	C.S, S.A-1476, 1477	18.50		2011	Own
7.	5676/11	C.S, S.A-1476, R.S-2005	10.00		2011	Own
8.	1779/11	C.S, S.A-65, R.S-88	35.00		2011	Own
9.	3222/09	C.S, S.A-64, 65, R.S-87, 88	24.50		2009	Own
10.	5677/11	C.S, S.A-64, R.S-87	4.27		2011	Own
11.	3223/09	C.S, S.A-64, R.S-86, 87	20.00		2009	Own
12.	2400/12	C.S, S.A-1481, R.S-2015	21.75		2012	Own
13.	18866/11	C.A, S.A-1, R.S-87/535	52.00	Aukpara, Ashulia, Savar, Bangladesh	2011	Own
14.	14497/16	C.S, S.A-13, R.S-32	4.13	Mirar Bazar, Gazipur, Bangladesh	2016	Own
15.	2981/19	C.S, S.A-1, R.S-87	78.00	Ashulia, Awokpara, Bangladesh	2019	Own

Details of factory building and other construction:

Particulars	Construction Materials	Total Building Area (Sqft)/ Rft	Usage (sqft)
Site-A: Corporate Office			
Corporate Office	RCC-Grade Beam, RCC-Floor Slab, RCC-Pillar, RCC- Slab with Beam, RCC-Stair, RCC- Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Sprit polish, Thai Aluminum & 5mm Glass in the window, Frameless Swing Tempered Glass Door, Sliding Tempered Glass Door, Glass Partition, CI Sheet Door, Wooden Door, M.S Grill in Window, Floor Tiles, Wall Tiles, Reception Table, reception Chair, Sofa, Centre Table, Conference Table, Conference Chair, Wall Cladding, Decorative False Ceiling, Wall Cabinet, White Board, Vertical Blind, Desk Table, Chair, LED TV, Pending Table, BED, Matrices, Mirror, Artificial Trees, Name Plate, Frosted Paper, Wooden Floor, Curtain Wall, LED Spot Ceiling Lamp, Saucer Light, Tube Lamp, Wall Bracket, One Gang Switch, Two Gang Switch, Three Gang Switch, Four Gang Switch, Two Pin Socket, Three Pin Socket, TV Outlet, Telephone Outlet, Data Socket, MCCB, MCB, MK Switch Box, DB, SDB, MDB, AC, Telephone Set, CO2 Cylinder, ABCE Dry Powder Cylinder, Fire Ball, Projector, Smoke Detector, In-house Server, Voltage Stabilizer, CC Camera, Dextop Computer, Laptop Computer, Wall Hang Fan, Stand Fan, File Cabinet, Photocopy Machine, Scan Machine, Punch Machine, Spiral Binding Machine, Stapler Machine, Black & White Printer, Color Printer, Money Counting Machine.	6,200 sqft	6,200 sqft
Site-B: Factory at Polash			
Sub Station Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Footing, Column, Grade beam, Floor beam, Lintel, Slab, Brick wall, Wall Plaster, Wall Paint, Inside wall, Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm Glass in window & MS- louver, Steel Panel Door, Safety net.	520 sft	520 sft
Factory Shed	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, RCC-Grade Beam, R.CC short column, RCC-Floor Slab, Brick wall, Inside & outside wall plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm thick clear glass, Built up section for steel column, Rafter, Roof purlin, Wall girt, Nut- bolts, Sag rod, Roof & wall bracing, MS- Louver, Roof & wall sheet, Roof Insulation, Canopy, Sliding Door	16,500 sqft	16,500 sqft
Office Building (3- Storied) Office & Admin Building	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, RCC-Grade Beam, RCC-Floor Slab, R.C.C Beam, RCC-Stair, RCC- Lintel, Brick Wall, Outside & Inside Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum, Window grill with 5mm thick Glass in the window, Industrial Door, Gypsum board false ceiling, Glass partition wall, Wooden Door, Thai sewing Door & All Sanitary work.	10,300 sqft	10,300 sqft
Officers canteen and rest room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door & All Sanitary work.	1,050 sqft	1,050 sqft
Diesel store area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, Grade beam, Slab, Lintel, Brick wall, Inside & outside Plaster, Inside Plastic paint, Outside weather coat paint, Thai Aluminum, Window grill with 5mm thick Glass, Built up section for steel column< rafter, purlin, Roof & wall sheet, all capping & flashing, roof Insulation, Door	250 sqft	250 sqft

Particulars	Construction Materials	Total Building Area (Sqft)/ Rft	Usage (sqft)
2- Storied Accommodation with Car parking area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	3,460 sqft	3,460 sqft
Security Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	185 sqft	185 sqft
Septic Tank	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Brick Wall, Roof slab, Plaster, Net- cement finishing, Inlet & outlet piping system, Man hole cover	370 sqft	370 sqft
Surface drain	Earth cutting, 75mm thick brick flat soling Bottom slab & wall casting with reinforcement, Plater with Net- Cement finishing	2,400 rft	2,400 rft
Main Gate	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, 75X50X2mm size main door frame, 50X25X1,5 mm size internal box member with both side 1.2mm thick CI Sheet	300 sqft	300 sqft
Yard area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Leveling & preparing of filed and putting blocks for steel Plate storage (Footing, Short Column, Grade beam, Steel column, Rafter, Purlin, Profile sheet)	2,100 sqft	2,100 sqft
Internal road	Earth cutting, 300mm thick compacted sand layer, 300 mm thick compacted sand khoa, Brick on edging, 75mm thick brick flat soling & RCC paving and brick herring bond	4,950 sqft	4,950 sqft
Boundary Wall	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Column, Grade Beam, Lintel, Brick Wall, Plaster, Paint, French work 3" & 3" Iron Angle with round chin link	33,600 sqft	33,600 sqft
Site-C Ashulia Factory			
Sub Station Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Footing, Column, Grade beam, Floor beam, Lintel, Slab, Brick wall, Wall Plaster, Wall Paint, Inside wall, Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm Glass in window & MS- louver, Steel Panel Door, Safety net.	550 sqft	550 sqft
Factory Shed	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, RCC-Grade Beam, R.CC short column, RCC-Floor Slab, Brick wall, Inside & outside wall plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm thick clear glass, Built up section for steel column, Rafter, Crane bracket, Crane runway beam, Roof purlin, Wall girt, Nut-bolts, Sag rod, Roof & wall bracing, Roof monitor, MS- Louver, Roof & wall sheet, Roof Insulation, Canopy, Sliding Door	21,500 sqft	21,500 sqft
Office Building (3- Storied) Office & Admin Building	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, Grade Beam, RCC-Floor Slab, RCC- Slab Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum & 5mm Glass in the window, Industrial Door, M.S Grill in Window, Built up section for steel column, rafter, Main beam, Secondary beam, Stair beam, Decking sheet, Shear connector, Decking screw, Profile Sheet & All Sanitary work	3,500 sqft	3500 sqft
Go down	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, RCC-Grade Beam, R.CC short column, RCC-Floor Slab, Brick wall,	8,250 sqft	8,250 sqft

Particulars	Construction Materials	Total Building Area (Sqft)/ Rft	Usage (sqft)
	Inside & outside wall plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm thick clear glass, Built up section for steel column, Rafter, Roof purlin, Wall girt, Nut- bolts, Sag rod, Roof & wall bracing, Roof & wall sheet, Roof Insulation, Canopy, Sliding Door		
Diesel store room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, Grade beam, Slab, Lintel, Brick wall, Inside & outside Plaster, Inside Plastic paint, Outside weather coat paint, Thai Aluminum, Window grill with 5mm thick Glass, Built up section for steel column< rafter, purlin, Roof & wall sheet, all capping & flashing, roof Insulation, Door	350 sqft	350 sqft
Car parking area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	650 sqft	650 sqft
Officers canteen and & rest room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	550 sqft	550 sqft
Security Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	235 sqft	235 sqft
Septic Tank	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Brick Wall, Roof slab, Plaster, Net- cement finishing, Inlet & outlet piping system, Man hole cover	550 sqft	550 sqft
Boundary Wall	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Column, Grade Beam, Lintel, Brick Wall, Plaster, Paint, French work 3" & 3" Iron Angle with round chain-link	12494 sqft	12494 sqft
Main Gate	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, 75X50X2mm size main door frame, 50X25X1,5 mm size internal box member with both side 1.2mm thick CI Sheet	700 sqft	700 sqft
Temporary shed	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short Column, Grade beam, Lintel, Brick wall, Plater, Paint, Thai Aluminum with window grill & Glass, Steel Panel Door, Built up section for steel column, Rafter, Purlin, Sag rod, Cable bracing, Roof sheet with all capping & Flashing, Roof Insulation	3,660 sqft	3,660 sqft
Internal road	Earth cutting, 300mm thick compacted sand layer, 300 mm thick compacted sand khoa, Brick on edging, 75mm thick brick flat soling & RCC paving and brick herring bond	6,200 sqft	6,200 sqft
Surface drain	Earth cutting, 75mm thick brick flat soling Bottom slab & wall casting with reinforcement, Plater with Net- Cement finishing	3,200 rft	3,200 rft
Site-D: Mirar Bazar land			
Septic Tank	Brick Wall, Roof slab, Plaster, Net- cement finishing, Inlet & outlet piping system, Man hole cover	200 sqft	200 sqft
Boundary Wall	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Column, Grade Beam, Lintel, Brick Wall, Plaster, Paint, French work 3" & 3" Iron Angle with round chain-link	3,600 sqft	3,600 sqft

(ii) Whether the property is owned by the Company or taken on lease:

All the assets of the Company are in its own name.

(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:

Own Land:

Deed No.	Dates of purchase	Mutation date	Dag/ Plot No	Last payment date of the current rent (খাজনা)	Deed Value	Registration Cost & other Cost	Area of Land (Decimal)	Mutated Area of Land (Decimal)
9907/11	25.10.2011	05.01.2012	46	1426	9,870,000	2,973,250	0.4785	0.4785
4342/12	11.06.2012	26.08.2012	46	1426	10,000,000	2,995,020	0.4815	0.4815
2150/11	27.04.2011	31.10.2011	C.S, S.A-1481 R.S-2015	1426	850,000	131,750	31.50	31.50
2151/11	27.04.2011	18.09.2011	C.S, S.A-1475, 1476, R.S-2005	1426	1,150,000	178,250	40.75	40.75
2152/11	27.04.2011	18.09.2011	C.S, S.A-1475 R.S-2004	1426	500,000	77,500	7.50	7.50
3961/11	17.08.2011	18.09.11	C.S, S.A-1476, 1477, R.S-2005, 2007	1426	400,000	62,000	18.50	18.50
5676/11	11.12.2011	20.02.2012	C.S, S.A-1476 R.S-2005	1426	220,000	34,100	10.00	10.00
1779/11	05.04.2011	18.09.2011	C.S, S.A-65 R.S-88	1426	1,000,000	294,452	35.00	35.00
3222/09	11.11.2009	06.02.2011	C.S, S.A-64,65 R.S-87,88	1426	610,000	206,116	24.50	24.50
5677/11	11.12.2011	20-2-2012	C.S, S.A-64 R.S-87	1426	300,000	38,615	4.27	4.27
3223/09	11.11.2009	06.02.2011	C.S, S.A-64 R.S-86,8 7	1426	500,000	168,258	20.00	20.00
2400/12	04.06.2012	15.10.12	C.S, S.A-1481 R.S-2015	1426	1,087,000	168,485	21.75	21.75
18866/11	03.11.2011	08.01.2012	C.A, S.A-1 R.S-87/535	1426	10,900,000	3,305,078	52.00	52.00
14497/16	03.11.2015	24.10.2016	C.A, S.A-13 R.S-32	1426	2,600,000	266,780	4.125	4.13
2981/19	27.03.2019	24.04.2019	C.A, S.A-01 R.S-87	1426	35,002,415	4,195,530	78.00	78.00
Total					74,989,415	15,095,184	348.86	348.86

Land and land development

Cost for land	Amount in taka
Deed Value	74,989,415
Registration Cost & other Cost	15,095,184
Land and land development cost	85,961,829
Total	176,046,428

(iv) The names of the persons from whom the lands have been acquired or proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the issuer or any sponsor or director thereof:

Deed. No	Name of the seller	Area of land as per Deed (Decimal)	Deed Value	Registration and Development Cost	Total Cost	Relationship
9907/11	Casero Design and Development Limited	0.4785	9,870,000	2,973,250	12,843,250	There is no relation between the seller of land and the issuer or any sponsor or
4342/12	Mrs. Maliha Yousuf	0.4815	10,000,000	2,995,020	12,995,020	
2150/11	"Md. Lutfur Rahman & Md. Nasir Uddin" Md. Tariqur Rahman Khan	31.50	850,000	131,750	981,750	
2151/11	"Md. Rokon Uddin & Kabir Hossain"	40.75	1,150,000	178,250	1,328,250	

Deed. No	Name of the seller	Area of land as per Deed (Decimal)	Deed Value	Registration and Development Cost	Total Cost	Relationship
2152/11	Md. Rokon Uddin & Kabir Hossain	7.50	500,000	77,500	577,500	Director thereof;
3961/11	"Musammat Begum & Md. Sultan Uddin Khan"Md. Nasir Uddin Khan	18.50	400,000	62,000	462,000	
5676/11	Md. Riaz Uddin Bhuyan	10.00	220,000	34,100	254,100	
1779/11	Md. Osman Mia	35.00	1,000,000	294,452	1,294,452	
3222/09	Md. Mujibur Rahman	24.50	610,000	206,116	816,116	
5677/11	Md. Alek Chand	4.27	300,000	38,615	338,615	
3223/09	Md. Alek Chand	20.00	500,000	168,258	668,258	
2400/12	Md. Abdur Rashid	21.75	1,087,000	168,485	1,255,485	
18866/11	"Major (Retd.) Noor Hossain Sardar & Abu Bakar Siddiq "	52.00	10,900,000	3,305,078	14,205,078	
14497/16	Md. Arman	4.13	2,600,000	266,780	2,866,780	
2981/19	Mst. Monowara Begum	78.00	35,002,415	4,195,530	39,198,345	
Total		348.86	74,989,415	15,095,184	90,084,999	

(v) Details of whether the issuer has received all the approvals pertaining to use of the land, if required:

The issuer has received all the approvals pertaining to the use of the land.

(vi) 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;

Name of mortgage	Deed No.	Dag/ Plot No	Area of Land (Decimal)
Southeast Bank Limited	9907/11	46	0.4785
	4342/12	46	0.4815
	2150/11	C.S,S.A-1481 ,R.S-2015	31.50
	2151/11	C.S,S.A-1475,1476,R.S-2005	40.75
	2152/11	C.S,S.A-1475, R.S-2004	7.50
	3961/11	C.S, S.A-1476,1477	18.50
	5676/11	C.S,S.A-1476, R.S-2005	10.00
	1779/11	C.S,S.A-65, R.S-88	35.00
	3222/09	C.S,S.A-64,65, R.S-87,88	24.50
	3223/09	C.S,S.A-64, R.S-86,87	20.00
	2400/12	C.S,S.A-1481, R.S-2015	21.75
	18866/11	C.A, S.A-1, R.S-87/535	52.00
	14497/16	C.A, S.A-13 R.S-32	4.13

(vii) 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 the lease agreement.

(viii) Dates of purchase of plant and machinery along with seller's name, address, years of sale, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value:

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
1	2008-2009	Red Hose Pipe	S.F. Trading	Nawabpur Tower Market, 198, Nawabpur Road, Dhaka	Local	Brand New	450,155	20	9	204,443
2	2008-2009	Mobilization & Re Mobilization	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	425,600	20	9	193,982
3	2008-2009	Lt, CT Meter	Matrix Power & Engineers	86, Monipuri Para, Tejgoanj, Dhaka.	Local	Brand New	475,130	20	9	215,797
4	2009-2010	Machinery, Magnetic Drill, Auto Curter, Vibrator Nodgle	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	401,450	20	10	202,505
5	2010-2011	Scale Machine, Roof Which Machine, Screw, Bosch Power, Dogmatic Clippers, Stand Electro Machine, Ring Dali, Vibrator Machine.	A. B. Traders	62, Nawabpur Road, Dhaka-11000	Local	Brand New	384,540	20	11	213,864
6	2010-2011	Grinding Wheel, Mixture Machine, Vernier Scale, Soil Compactor Machine, 2 Set Generator,	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	507,230	20	11	279,035
7	2011-2012	Red Hose Pipe	S.F. Trading	Nawabpur Tower Market, 198, Nawabpur Road, Dhaka-1100	Local	Brand New	200,000	20	12	121,150
8	2011-2012	Mobilization & Re Mobilization	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	135,000	20	12	81,780
9	2011-2012	Lt, CT Meter	Matrix Power & Engineers	86, Monipuri Para, Tejgoanj, Dhaka.	Local	Brand New	100,000	20	12	60,540
10	2011-2012	Machinery, Magnetic Drill, Auto Curter, Vibrator Nodule	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	629,888	20	12	381,683
11	2011-2012	Scale Machine, Roof Which Machine, Screw, Bosch Power, Dogmatic Clippers, Stand Electro Machine, Ring Dali, Vibrator Machine.	A. B. Traders	62, Nawabpur Road, Dhaka-11000	Local	Brand New	412,930	20	12	250,298
12	2011-2012	Grinding Wheel, Mixture Machine, Vernier Scale, Soil Compactor Machine, 2 Set Generator,	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	775,740	20	12	469,964

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
13	2012-2013	Automatic Level Machine	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	500,000	20	13	328,254
14	2012-2013	One Set Total Station			Local	Brand New	739,120	20	13	485,108
15	2012-2013	Magnetic Drill Bit 38 mm	Famous Harware & Tools	203/3, Nawabpur Road, dhaka-1100, Bangladesh	Local	Brand New	200,000	20	13	131,350
16	2012-2013	Auto Fitting Machine Tools	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	201,075	20	13	132,051
17	2012-2013	Mixture Machine Tools			Local	Brand New	180,000	20	13	118,160
18	2012-2013	Payloader Machine	Construction Machinery Services	440, Kazipara, Mirpur, Dhaka-1216, Bangladesh	Local	Brand New	557,000	20	13	365,470
19	2012-2013	Over Head Crane Machineries	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	825,000	20	13	541,874
20	2012-2013	Hydraulic Uncoiled, Entry Roller and Feeding Section, Cold Rolling Mills, PLC Control System, Product Rack	Xiamen Zheng Liming Metallurgical Machinery Co Ltd.	187#, No. 2 Zhen Nan Road, Tong' An, Xiamen China.	China	Brand New	2,320,679	20	13	1,523,801
21	2012-2013	Steel bar culter machine	Panch Bhai Engineering	98, Narinda Road, Dhaka	Local	Brand New	263,575	20	13	173,076
22	2013-2014	1600 W Solar AC System	Matrix Power & Engineers	86, Monipuri Para, Tejgoanj, Dhaka.	Local	Brand New	416,824	20	14	294,637
23	2013-2014	Compast SP 337	Solution Window Ltd.	2nd Floor, 261/C, kaligaon, Dhaka-1206, Bangladesh	Local	Brand New	960,000	20	14	678,540
24	2013-2014	Supply & Application Of Floor Hardener	Solution Window Ltd.	2nd Floor, 261/C, kaligaon, Dhaka-1206, Bangladesh	Local	Brand New	333,028	20	14	235,355
25	2013-2014	Supply Dr. Fixit piditop			Local	Brand New	300,000	20	14	212,036
26	2013-2014	Red Hose Pipe	S.F. Trading	Nawabpur Tower Market, 198, Nawabpur Road, Dhaka	Local	Brand New	200,000	20	14	141,452
27	2013-2014	Total Station with Box and Trippel Case	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	510,000	20	14	360,568
28	2013-2014	Automatic Level Instrument			Local	Brand New	99,266	20	14	70,238
29	2013-2014	Dind gauge, Outside Micro Meter, Dial Bore Gauge, Telescoping gauge, Fecller gauge, Iron Level, Deft Micrometer	Qutibi Mill Store	205 Nawabpur Road, Presidency Tower, Dhaka-1100.	Local	Brand New	200,000	20	14	141,380
30	2013-2014	Lt, CT Meter	Matrix Power & Engineers	86, Monipuri Para, Tejgoanj, Dhaka.	Local	Brand New	400,000	20	14	282,854
31	2013-2014	Power Troweling Machine	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	240,000	20	14	169,754
32	2013-2014	Fog Compactor Pattol-engieen.5.5H			Local	Brand New	160,000	20	14	113,084

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
33	2013-2014	Excavator	M. R. Trading Corporation	31 Century Tower, Access Road, Hazipara, Agrabad, Chittagong	Local	Brand New	1,500,000	20	14	1,060,354
34	2013-2014	Diesel Sallow in Mixser Machine	Panch Bhai Engineering	98, Narinda Road, Dhaka-1100	Local	Brand New	313,212	20	14	221,500
35	2013-2014	Roof Hoist Machine			Local	Brand New	300,000	20	14	212,040
36	2013-2014	Gus Drill Machine	New Osmani Mill Store	198-202, Nawabpur Road, Nawabpur Tower Market, Dhaka-1100.	Local	Brand New	200,000	20	14	141,385
37	2013-2014	Score Board Model YHL-5 250mm YAOHUA	A. K. Bhuiyan & Co	28/A, Murad Sark (avoy Das Lane), Tikatuly, Dhaka-1203, Bangladesh	Local	Brand New	200,000	20	14	141,374
38	2013-2014	Pad Copy Bill	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	335,000	20	14	236,786
39	2013-2014	CNG Auto Gas Cutter Machine	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	1,057,278	20	14	747,340
40	2013-2014	Sand Blast Machine			Local	Brand New	200,000	20	14	141,452
41	2013-2014	Slitting / Shearing Machine 0.3-1.0 MM	Famous Harware & Tools	203/3, Nawabpur Road, dhaka-1100, Bangladesh	Local	Brand New	1,456,740	20	14	1,029,703
42	2013-2014	Curve Forming Machine	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	1,150,000	20	14	812,964
43	2013-2014	Magnetic Drill M/c 49 mm FCH	Famous Harware & Tools	203/3, Nawabpur Road, dhaka-1100, Bangladesh	Local	Brand New	286,372	20	14	202,410
44	2013-2014	Magnetic Drill Bit 38 mm	Famous Harware & Tools	203/3, Nawabpur Road, dhaka-1100, Bangladesh	Local	Brand New	200,000	20	14	141,360
45	2013-2014	Total Station	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	500,000	20	14	353,354
46	2013-2014	Automatic Level Machine	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	500,000	20	14	353,390
47	2013-2014	1400 W Solar AC System	Matrix Power & Engineers	86, Monipuri Para, Tejgoanj, Dhaka.	Local	Brand New	200,000	20	14	141,452
48	2013-2014	Mobilization & Re Mobilization	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	152,000	20	14	107,452
49	2013-2014	Tape 45 D1 (BD)	The Metal (Pvt) Limited	PBL Tower, (14th Floor), 17th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	785,200	20	14	554,894

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
50	2013-2014	Submersible Pump (Mud Pump)	A. B. Traders	62, Nawabpur Road, Dhaka-1100	Local	Brand New	1,000,000	20	14	707,542
51	2013-2014	Jaypee Batch Mix Plant, Electric Model EX-850/E	Construction Machinery Services	440, Kazipara, Mirpur, Dhaka-1216, Bangladesh	Local	Brand New	300,000	20	14	212,054
52	2013-2014	Wheel Tipping Trailer	The Metal (Pvt) Limited	PBL Tower, (14th Floor), 17th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	980,000	20	14	692,752
53	2013-2014	Vibration Diesel Machine	Bati Ghar-2	96/97/5, Nababpur Road, Dhaka-1100	Local	Brand New	1,336,737	20	14	945,168
54	2013-2014	Hose pipe	A. B. Traders	62, Nawabpur Road, Dhaka-11000	Local	Brand New	47,000	20	14	33,352
55	2014-2015	steel bar culter machine	Panch Bhai Engineering	98, Narinda Road, Dhaka	Local	Brand New	600,000	20	15	454,856
56	2014-2015	Electric Root	Bati Ghar-2	96/97/5, Nababpur Road, Dhaka-1100	Local	Brand New	500,000	20	15	378,654
57	2014-2015	wheel crane	M. R. Trading Corporation	31 Century Tower, Access Road, Hazipara, Agrabad, Chittagong	Local	Brand New	1,505,344	20	15	1,141,556
58	2014-2015	ready mix	Machine ghar	73/1, Lalmohon Shaha street, Dholikhal, Dhaka	Local	Brand New	400,000	20	15	303,025
59	2014-2015	Power trowling	Ezzi Power Tools	Hakim Plaza, 1st Floor, H4/6, Internation Airport Road, Mohakhali Intersection, Dhaka-1212.	Local	Brand New	400,000	20	15	303,215
60	2014-2015	Drill Machine	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	500,000	20	15	378,854
61	2014-2015	Drill Machine, gaining machine	Qutbi Mill Stores	205 Nawabpur Road, Presidency Tower, Dhaka	Local	Brand New	400,000	20	15	302,548
62	2014-2015	steel bar culter machine	Ezzi Power Tools	Hakim Plaza, 1st Floor, H4/6, Internation Airport Road, Mohakhali Intersection, Dhaka-1212.	Local	Brand New	333,000	20	15	252,273
63	2014-2015	tructor 2 whal tipping	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	500,000	20	15	378,548
64	2014-2015	cylinder sean welding	New Osmani Mill Store	198-202, Nawabpur Road, Nawabpur Tower Market, Dhaka-1100.	Local	Brand New	450,000	20	15	341,084

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
65	2014-2015	Wilding Portioner, Mode Welding	New Osmani Mill Store	198-202, Nawabpur Road, Nawabpur Tower Market, Dhaka-1100.	Local	Brand New	500,000	20	15	378,658
66	2014-2015	motor hydergine	Machine ghar	73/1, Lalmohon Shaha street, Dholikhal, Dhaka	Local	Brand New	160,000	20	15	121,152
67	2014-2015	plate steel computer	Jamil engineers Ltd.	PBL Tower, (9th & 14th Floor), 17th North C/A, Gulshan, Circle-2, Dhaka	Local	Brand New	351,962	20	15	266,520
68	2014-2015	submersible pump	A. K. Bhuiyan & Co	28/A, Murad Sark (avoy Das Lane), Tikatuly, Dhaka-1203, Bangladesh	Local	Brand New	1,248,132	20	15	945,153
69	2014-2015	cat grader 140 k	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	1,200,000	20	15	908,524
70	2014-2015	sp 337 , automatic level machine	Solution Window Ltd.	2nd Floor, 261/C, kaligaon, Dhaka-1206, Bangladesh	Local	Brand New	883,305	20	15	669,007
71	2014-2015	jaeu drill hawer, vibration	Qutibi Mill Store	205 Nawabpur Road, Presidency Tower, Dhaka	Local	Brand New	400,000	20	15	302,855
72	2014-2015	Diesel sallow in mixer machine	S.F. Trading	Nawabpur Tower Market, 198, Nawabpur Road, Dhaka	Local	Brand New	800,000	20	15	605,752
73	2014-2015	hydraulic steel bar	M/S Kiron Enterprise	Popular Pharma Gate, Tongi, gazipur-1710	Local	Brand New	2,953,220	20	15	2,236,573
74	2014-2015	Bar Welder Machine	S.F. Trading	Nawabpur Tower Market, 198, Nawabpur Road, Dhaka-1100	Local	Brand New	400,000	20	15	302,952
75	2015-2016	Rollar/Installation/	M. R. Trading Corporation	31 Century Tower, Access Road, Hazipara, Agrabad, Chittagong	Local	Brand New	2,535,650	20	16	2,048,552
76	2015-2016	Jaypee Batch Mix	Construction Machinery Services	440, Kazipara, Mirpur, Dhaka-1216, Bangladesh	Local	Brand New	900,000	20	16	726,977
77	2015-2016	Catpiller Wheel Loader	M/S Comport Trading International	134/7, Darussalam, Mirpur,.	Local	Brand New	1,500,000	20	16	1,211,857
78	2015-2016	Tractor / Tipping Trailer With Accessories	The Metal (Pvt) Limited	PBL Tower, (14th Floor), 17th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	1,245,000	20	16	1,005,829
79	2015-2016	Tractor / Tipping Trailer With Accessories	The Metal (Pvt) Limited	PBL Tower, (14 th Floor), 17th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	1,245,000	20	16	1,005,829
80	2015-2016	Jaypee Batch Mix	Construction Machinery Services	440, Kazipara, Mirpur, Dhaka-1216, Bangladesh	Local	Brand New	925,000	20	16	747,281

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
81	2016-2017	HYD Excavator Brand: Komatsu Model: pc200	Nurjahan & Sons	80/95, Nasirabad I/A, Baizeed Bostami Road, Chittagong.	Local	Brand New	3,000,000	20	17	2,574,991
82	2016-2017	Welding Straightening Machinery Model-ZHJ18	Wuxi Yangtong Mechanical Equipment Co, Ltd.	Yangshan Town, Huishan District, Waxi, City, Jiangsu, China.	China	Brand New	6,688,795	20	17	5,741,546
83	2016-2017	Rollar Machine, Brand : Sakai, Model: TW41	M. R. Trading Corporation	31 Century Tower, Access Road, Hazipara, Agrabad, Chittagong	Local	Brand New	1,350,000	20	17	1,158,935
84	2016-2017	CNC Cutting Machine Model-QSH40/ H Beam Flange Straightens machine	Wuxi Yangtong Mechanical Equipment Co, Ltd.	Yangshan Town, Huishan District, Waxi, City, Jiangsu, China.	China	Brand New	2,969,707	20	17	2,549,182
85	2017-2018	Welding Machineries			China	Brand New	4,497,925	20	18	4,088,273
86	2017-2018	Profile Forming Machine, Decking Panel Machine	M. R. Trading Corporation	31 Century Tower, Access Road, Hazipara, Agrabad, Chittagong	Local	Brand New	7,731,060	20	18	7,026,367
87	2017-2018	Vibration Roller	Panch Bhai Engineering	98, Narinda Road, Dhaka-1100	Local	Brand New	10,012,850	20	18	9,140,572
88	2017-2018	Excavator Machine, Payloader, Wheel Crane Z Type Purlin Making Machine	A. K. Bhuiyan & Co	28/A, Murad Sark (avoy Das Lane), Tikatuly, Dhaka-1203, Bangladesh	Local	Brand New	10,000,000	20	18	9,128,894
89	2017-2018	C-Purlin Making Machine, Hydraulic Swing Cutting Machine	The Metal (Pvt) Limited	PBL Tower, (14th Floor), 17th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	4,970,000	20	18	4,517,205
90	2017-2018	Hydraulic Folding Machine For Sheet Capping	Solution Window Ltd.	2nd Floor, 261/C, kaligaon, Dhaka-1206, Bangladesh	Local	Brand New	11,286,090	20	18	10,297,662
91	2018-2019	Cat Grader, Ate Pillar	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	3,485,635	20	19	3,344,256
92	2018-2019	Jac Drill Machine, Hallo Generator	Bati Ghar-2	96/97/5, Nababpur Road, Dhaka-1100	Local	Brand New	3,891,452	20	19	3,732,736
93	2018-2019	Total Station, Automatic Level Machine	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	2,122,080	20	19	2,035,819
94	2018-2019	Saifuddin, Banding Machine, Speed Level / Floor Hardener, Red Hose pipe	New Osmani Mill Store	198-202, Nawabpur Road, Nawabpur Tower Market, Dhaka-1100.	Local	Brand New	6,594,500	20	19	6,334,788
95	2018-2019	Patrol Engine, Diesel Machine Electric Machine	Modern Machinery Store	212/1, Nawabpur Road, Dhaka-1100	Local	Brand New	1,748,792	20	19	1,678,115
96	2018-2019	Switch Box, Gang Box, Holder Gang, Control Switch	Scale Gallery	236/1 Nawabpur Road, Dhaka-1100.	Local	Brand New	15,176	20	19	14,544

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
97	2018-2019	Curve Bending Machine, Sand Blast pot	A. K. Bhuiyan & Co	28/A, Murad Sark (avoy Das Lane), Tikatuly, Dhaka-1203, Bangladesh	Local	Brand New	3,100,000	20	19	2,984,060
98	2018-2019	Grinding Machine, Nat Driver Machine	Scale Gallery	236/1 Nawabpur Road, Dhaka-1100.	Local	Brand New	773,759	20	19	742,701
99	2018-2019	Profile Forming Machine/ Decking Panel Machine	M. R. Trading Corporation	31 Century Tower, Access Road, Hazipara, Agrabad, Chittagong	Local	Brand New	7,658,400	20	19	7,347,164
100	2018-2019	Vibration Roller	Panch Bhai Engineering	98, Narinda Road, Dhaka-1100	Local	Brand New	10,000,000	20	19	9,623,524
101	2018-2019	Excavator Machine, Payloader, Wheel Crane / Z Type Purlin Making Machine	A. K. Bhuiyan & Co	28/A, Murad Sark (avoy Das Lane), Tikatuly, Dhaka-1203, Bangladesh	Local	Brand New	10,000,000	20	19	9,623,524
102	2018-2019	Weight Batch concrete Mixture plat	Construction Machinery Services	440, Kazipara, Mirpur, Dhaka-1216, Bangladesh	Local	Brand New	651,074	20	19	624,663
103	2018-2019	C-Purlin Making Machine/ Hydraulic Swing Cutting Machine	The Metal (Pvt) Limited	PBL Tower, (14th Floor), 17 th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	5,000,000	20	19	4,828,209
104	2018-2019	Magnetite Drill Machine 49mm	Ezzi Power Tools	Hakim Piazza, 1st Floor, H4/6, Internation Airport Road, Mohakhali Intersection, Dhaka-1212.	Local	Brand New	586,610	20	19	563,212
105	2018-2019	Cat Grader, Cate Pillar	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	1,621,625	20	19	1,575,729
106	2018-2019	Roof Hoist Machine, Rod Cutter Machine, Submersible pump	The Metal (Pvt) Limited	PBL Tower, (14th Floor), 17 th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	1,118,659	20	19	1,093,503
107	2018-2019	Cylinder Seen Welding, Welding positioner	New Osmani Mill Store	198-202, Nawabpur Road, Nawabpur Tower Market, Dhaka-1100.	Local	Brand New	1,190,832	20	19	1,162,390
108	2018-2019	Diesel Shalo Pump, Submersible Pump	Panch Bhai Engineering	98, Narinda Road, Dhaka-1100	Local	Brand New	1,321,405	20	19	1,268,040
109	2018-2019	Hydraulic Folding Machine For Sheet Capping	Solution Window Ltd.	2nd Floor, 261/C, kaligaon, Dhaka-1206, Bangladesh	Local	Brand New	2,853,993	20	19	2,738,009
110	2018-2019	Curve Bending Machine, Sand Blast pot	A. K. Bhuiyan & Co	28/A, Murad Sark (avoy Das Lane), Tikatuly, Dhaka-1203, Bangladesh	Local	Brand New	3,500,000	20	19	3,378,021
111	2018-2019	Diesel Shalo Pump, Submersible Pump	Panch Bhai Engineering	98, Narinda Road, Dhaka-1100	Local	Brand New	1,287,246	20	19	1,244,714

Sl. No	Year of Purchase	Machinery Name	Seller's Name	Address	Country of origin	Condition when Purchased	Cost of Acquisition	Estimate Life year	Remaining Life	Written Down Value
112	2018-2019	Hydraulic Swing Cutting Machine	The Metal (Pvt) Limited	PBL Tower, (14th Floor), 17th North C/A, Gulshan, Circle-2, Dhaka-1212	Local	Brand New	2,500,000	20	19	2,398,866
113	2018-2019	Total Station, Automatic Level Machine	Harroon Enterprises Limited	24 Purana Paltan (Ground Floor), Dr. Nawab Ali Tower, Dhaka-1000	Local	Brand New	2,277,417	20	19	2,194,512
114	2018-2019	Cat Grader, Cate Pillar	Zenith Engineering & Logistic Services	13/1, Sukrabad, (west Panthapath), Ground Floor, Dhaka-1207, Bangladesh	Local	Brand New	3,876,500	20	19	3,728,960
115	2018-2019	Excavator Machine, Payloader, Wheel Crane	A. K. Bhuiyan & Co	28/A, Murad Sark (avoy Das Lane), Tikatuly, Dhaka-1203, Bangladesh	Local	Brand New	7,073,202	20	19	6,796,911
Total amount							197,093,166			173,362,841

(ix) Details of the machineries required to be bought by the issuer, cost of the machineries, name of the suppliers, date of placement of order and the date or expected date of supply, etc.

There is no such machinery which is yet to be delivered except the machinery mentioned in Use of Proceeds which is as follows.

Acquisition of New Plant & Machinery:

Sl. No.	Name of Supplier	Origin	Description	Model	Qty Set/ pcs	Unit Price	Foreign Currency (USD)	Ex. Rate	Amount in taka (BDT)
1	Xigma Bangladesh Office	China	Double-Girder Overhead Crane	LH15T-18.013M-7.863M	2	79,500	159,000	85	13,515,000
2		China	5t Diesel Forklift Xim50t	ISUZU 6BG1	3	33,000	99,000	85	8,415,000
3	Wuxi Yangtong Mechanical Equipment Co., Ltd.	China	H Beam Workstation For Assembly-Welding	ZHJ18	2	152,176	304,352	85	25,869,920
4		China	H Beam Flange Straightening Machine	HYJ-800	1	81,261	81,261	85	6,907,185
5		China	Cnc Cutting Machine	QSH40	1	111,696	111,696	85	9,494,160
6	Hako Machine (Anhui) Manufactory Co., Ltd.	China	Hydraulic Swing Cutter Machine With P40T Control System	AC/MS8-13x6000	2	78,100	156,200	85	13,277,000
7	Xiamen Zheng Liming Metallurgical Machinery Co., Ltd.	China	Yx25-205-1025 Cold Rolling Mills, Auto Crimping Curved Machine	YX25-205-1025, YX25-205-1025	1	60,794	60,794	85	5,167,490
8		China	Automatic C/Z Purlin Roll Forming Machine Moded: Fx450	FX450	2	80,702	161,404	85	13,719,340
9		China	Xiamen Liming Yx153-200-820 Decking Roll Forming Machine	Yx153-200-820	1	84,078	84,078	85	7,146,630
10	Guangzhou Infitech Mechanical And Electrical Equipment Co., Ltd.	China	Infitech-Spray Booth (Paint Chember)	7900X4100X3000	1	155,220	155,220	85	13,193,700
11	Wuxi zhouxiang complete set of welding equipment co. Ltd.	China	Sheet Shot Blasting Machine	BP2500-6	1	192,732	192,732	85	16,382,220

Sl. No.	Name of Supplier	Origin	Description	Model	Qty Set/ pcs	Unit Price	Foreign Currency (USD)	Ex. Rate	Amount in taka (BDT)
12	Newindu international machinery Ltd.	China	12 Ton Hydraulic Crane	SQ12SK3Q	2	120,046	240,092	85	20,407,820
Total cost of machinery									153,495,465
Installation and other cost: & other charges, insurance, other customs related charges & c & f commission, installation charges, carrying a charge							L/c commission		13,814,625
Grand Total									167,310,090

(x) **In case the machineries are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned:**

There are no such machineries which are yet to be delivered.

(xi) **If plant is purchased in brand new condition then it should be mentioned:**

All the assets are in good condition and no re-conditioned or second-hand Assets or Machinery are used by the company.

DECLARATION RELATED TO MACHINERY BEING BRAND NEW

We certify that, all plants & machineries of Dominage Steel Building Systems Ltd. were purchased in brand new condition. There are no re-conditioned or second-hand machineries installed in the Company.

Place: Dhaka

Date: 08 September, 2019

Sd/-
Ashraf Uddin & Co
Chartered Accountants

(xii) **Details of the second hand or reconditioned machinery bought or proposed to be bought, if any, including the age of the machineries, balance estimated useful life, etc. as per PSI certificates of the said machineries as submitted to the Commission:**

The Company neither purchased any second hand or reconditioned machinery nor any plan to purchase in the future.

(xiii) A physical verification report by the Issue Manager(s) regarding the properties as submitted to the Commission:
PHYSICAL VERIFICATION REPORT
OF
DOMINAGE STEEL BUILDING SYSTEMS LTD.

This is to certify that we have visited the factory of Dominage Steel Building Systems Ltd. on September 08, 2019 and we have found the factory as details below:

Visited and Accompanied by:

Particulars	Name & Designation	Company
Visited by	Md. Mohiuddin Mollah, Chief Executive Officer	Shahjalal Equity Management Ltd.
	Md. Riaz Haider, Assistant Manager	
Accompanied by	Mohammad Rafiqul Islam, Managing Director Santush Chandra Saha, Chief Financial Officer	Dominage Steel Building Systems Ltd.

Company Overview:

Dominage Steel Building Systems Ltd was incorporated as a Private Limited Company on 08 March, 2007 under the Companies act 1994 & subsequently started its Commercial operations on September 01, 2007. The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building.

The authorized and paid-up capital of the company is as follows:

Authorized Capital:	Tk. 1,000,000,000/-
Paid up Capital:	Tk. 650,000,000/-
Proposed IPO Size:	Tk. 300,000,000.00 (3.00 Crore Shares @ Tk. 10.00 each)
IPO Size (in share):	30,000,000 Shares

Corporate Office:

J. R Casero Tower. 11th Floor, 46, Mohakhali C/A, Dhaka-1212.

Location of the Factory:

Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh.

Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh

Nature of Business:

The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building under “DSBSL” brand. Simultaneously to expedite this race DSBSL Product Research and Development Department (PRD) works to innovate or introduce new concept and machinery in the production line for the diversified demand of their reverence clients. This is a local own steel base construction company engaged in local development and construction of commercial buildings and factories and also engaged in fabrication, erection of steel parts.

Products:

The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building. The company has strong reputation for providing a wide range of building materials products and services. The products of the company are produced through use of both imported and local materials. The company provides following products and Services:

- ✓ Pre-fabricated steel structure manufacturer
- ✓ Others construction work:
 - i. I-Section
 - ii. PPGI Sheet for Roof & Wall Panel
 - iii. GP Purlin
 - iv. GP Decking Panel
 - v. Anchor Bolt (HDG)
 - vi. Nut Bolt (HDG)
 - vii. Sag Rod (HDG)
 - viii. Cable Bracing
 - ix. Louver (GP)
 - x. Pipe
 - xi. Steel Door

Description of Property:

We have identified the properties of Dominance Steel Building Systems Ltd. are as follows:

Land:

We have found 348.86 decimals of land surrounded by Boundary wall.

Factory Building:

During the course of our visit we have identified the registered office of Dominance Steel Building Systems Ltd. The office premises are located at Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh, Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh.

(A) Details of the status of the building are discussed below:

Particulars	Construction Materials	Total Building Area (Sqft)/Rft	Usage (sqft)
Site-A: Corporate Office			
Corporate Office	RCC-Grade Beam, RCC-Floor Slab, RCC-Pillar, RCC- Slab with Beam, RCC-Stair, RCC-Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Sprit polish, Thai Aluminum & 5mm Glass in the window, Frameless Swing Tempered Glass Door, Sliding Tempered Glass Door, Glass Partition, CI Sheet Door, Wooden Door, M.S Grill in Window, Floor Tiles, Wall Tiles, Reception Table, reception Chair, Sofa, Centre Table, Conference Table, Conference Chair, Wall Cladding, Decorative False Ceiling, Wall Cabinet, White Board, Vertical Blind, Desk Table, Chair, LED TV, Pending Table, BED, Matrace, Mirror, Artificial Trees, Name Plate, Frosted Paper, Wooden Floor, Curtain Wall, LED Spot Ceiling Lamp, Saucer Light, Tube Lamp, Wall Bracket, One Gang Switch, Two Gang Switch, Three Gang Switch, Four Gang Switch, Two Pin Socket, Three Pin Socket, TV Outlet, Telephone Outlet, Data Socket, MCCB, MCB, MK Switch Box, DB, SDB, MDB, AC, Telephone Set, CO2 Cylinder, ABCE Dry Powder Cylinder, Fire Ball, Projector, Smoke Detector, In-house Server, Voltage Stabilizer, CC Camera, Dextop Computer, Laptop Computer, Wall Hang Fan, Stand Fan, File Cabinet, Photocopy Machine, Scan Machine, Punch Machine, Spiral Binding Machine, Stapler Machine, Black & White Printer, Color Printer, Money Counting Machine.	6,200 sqft	6,200 sqft
Site-B: Factory at Polash			
Sub Station Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Footing, Column, Grade beam, Floor beam, Lintel, Slab, Brick wall, Wall Plaster, Wall Paint, Inside wall, Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm Glass in window & MS- louver, Steel Panel Door, Safety net.	520 sft	520 sft
Factory Shed	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, RCC-Grade Beam, R.CC short column, RCC-Floor Slab, Brick wall, Inside & outside wall plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm thick clear glass, Built up section for steel column, Rafter, Roof purlin, Wall girt, Nut- bolts, Sag rod, Roof & wall bracing, MS-Louver, Roof & wall sheet, Roof Insulation, Canopy, Sliding Door	16,500 sqft	16,500 sqft
Office Building (3- Storied) Office & Admin Building	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, RCC-Grade Beam, RCC-Floor Slab, R.C.C Beam, RCC-Stair, RCC-Lintel, Brick Wall, Outside & Inside Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum, Window grill with 5mm thick Glass in the window, Industrial Door, Gypsum board false ceiling, Glass partition wall, Wooden Door, Thai sewing Door & All Sanitary work.	10,300 sqft	10,300 sqft
Officers canteen and & rest room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door & All Sanitary work.	1,050 sqft	1,050 sqft

Particulars	Construction Materials	Total Building Area (Sqft)/Rft	Usage (sqft)
Diesel store area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, Grade beam, Slab, Lintel, Brick wall, Inside & outside Plaster, Inside Plastic paint, Outside weather coat paint, Thai Aluminum, Window grill with 5mm thick Glass, Built up section for steel column< rafter, purlin, Roof & wall sheet, all capping & flashing, roof Insulation, Door	250 sqft	250 sqft
2- Storied Accommodation with Car parking area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	3,460 sqft	3,460 sqft
Security Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	185 sqft	185 sqft
Septic Tank	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Brick Wall, Roof slab, Plaster, Net- cement finishing, Inlet & outlet piping system, Man hole cover	370 sqft	370 sqft
Surface drain	Earth cutting, 75mm thick brick flat soling Bottom slab & wall casting with reinforcement, Plater with Net- Cement finishing	2,400 rft	2,400 rft
Main Gate	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, 75X50X2mm size main door frame, 50X25X1,5 mm size internal box member with both side 1.2mm thick CI Sheet	300 sqft	300 sqft
Yard area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Leveling & preparing of filed and putting blocks for steel Plate storage (Footing, Short Column, Grade beam, Steel column, Rafter, Purlin, Profile sheet)	2,100 sqft	2,100 sqft
Internal road	Earth cutting, 300mm thick compacted sand layer, 300 mm thick compacted sand khoa, Brick on edging, 75mm thick brick flat soling & RCC paving and brick herring bond	4,950 sqft	4,950 sqft
Boundary Wall	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Column, Grade Beam, Lintel, Brick Wall, Plaster, Paint, French work 3" & 3" Iron Angle with round chin link	33,600 sqft	33,600 sqft
Site-C Ashulia Factory			
Sub Station Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Footing, Column, Grade beam, Floor beam, Lintel, Slab, Brick wall, Wall Plaster, Wall Paint, Inside wall, Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm Glass in window & MS- louver, Steel Panel Door, Safety net.	550 sqft	550 sqft
Factory Shed	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, RCC-Grade Beam, R.CC short column, RCC-Floor Slab, Brick wall, Inside & outside wall plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm thick clear glass, Built up section for steel column, Rafter, Crane bracket, Crane runway beam, Roof purlin, Wall girt, Nut- bolts, Sag rod, Roof & wall bracing, Roof monitor, MS- Louver, Roof & wall sheet, Roof Insulation, Canopy, Sliding Door	21,500 sqft	21,500 sqft
Office Building (3- Storied) Office & Admin Building	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, Grade Beam, RCC-Floor Slab, RCC- Slab Lintel, Brick Wall, Plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat Thai Aluminum & 5mm Glass in the window, Industrial Door, M.S Grill in Window, Built up section for steel column, rafter, Main beam, Secondary beam, Stair beam, Decking sheet, Shear connector, Decking screw, Profile Sheet & All Sanitary work	3,500 sqft	3500 sqft

Particulars	Construction Materials	Total Building Area (Sqft)/Rft	Usage (sqft)
Go down	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, RCC-Grade Beam, R.CC short column, RCC-Floor Slab, Brick wall, Inside & outside wall plaster, Wall Paint, Inside wall- Plastic Paint, Outside Wall- Weather Coat, Thai Aluminum, Window grill with 5mm thick clear glass, Built up section for steel column, Rafter, Roof purlin, Wall girt, Nut- bolts, Sag rod, Roof & wall bracing, Roof & wall sheet, Roof Insulation, Canopy, Sliding Door	8,250 sqft	8,250 sqft
Diesel store room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, Grade beam, Slab, Lintel, Brick wall, Inside & outside Plaster, Inside Plastic paint, Outside weather coat paint, Thai Aluminum, Window grill with 5mm thick Glass, Built up section for steel column< rafter, purlin, Roof & wall sheet, all capping & flashing, roof Insulation, Door	350 sqft	350 sqft
Car parking area	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	650 sqft	650 sqft
Officers canteen and & rest room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Stair, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	550 sqft	550 sqft
Security Room	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, R.C.C Column, Grade beam, Floor beam, Floor slab, Lintel, Brick wall Outside & Inside Plaster, Inside Plastic paint, Outside Weather coat paint, Thai Aluminum, Window grill with 5 mm thick glass, Wooden door	235 sqft	235 sqft
Septic Tank	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, Brick Wall, Roof slab, Plaster, Net- cement finishing, Inlet & outlet piping system, Man hole cover	550 sqft	550 sqft
Boundary Wall	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Column, Grade Beam, Lintel, Brick Wall, Plaster, Paint, French work 3" & 3" Iron Angle with round chain-link	12494 sqft	12494 sqft
Main Gate	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short column, 75X50X2mm size main door frame, 50X25X1,5 mm size internal box member with both side 1.2mm thick CI Sheet	700 sqft	700 sqft
Temporary shed	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Short Column, Grade beam, Lintel, Brick wall, Plater, Paint, Thai Aluminum with window grill & Glass, Steel Panel Door, Built up section for steel column, Rafter, Purlin, Sag rod, Cable bracing, Roof sheet with all capping & Flashing, Roof Insulation	3,660 sqft	3,660 sqft
Internal road	Earth cutting, 300mm thick compacted sand layer, 300 mm thick compacted sand khoa, Brick on edging, 75mm thick brick flat soling & RCC paving and brick herring bond	6,200 sqft	6,200 sqft
Surface drain	Earth cutting, 75mm thick brick flat soling Bottom slab & wall casting with reinforcement, Plater with Net- Cement finishing	3,200 rft	3,200 rft
Site-D: Mirar Bazar land			
Septic Tank	Brick Wall, Roof slab, Plaster, Net- cement finishing, Inlet & outlet piping system, Man hole cover	200 sqft	200 sqft
Boundary Wall	Earth cutting in foundation, Single layer Polythene, Single layer brick flat soling, Compacted sand filling, R.C.C Footing, Column, Grade Beam, Lintel, Brick Wall, Plaster, Paint, French work 3" & 3" Iron Angle with round chin link	3,600 sqft	3,600 sqft

(B) PLANT AND MACHINERIES:

All the machineries used for production are purchased in brand new condition. The machineries are running well and maintained properly. The machineries lists are as follows:

Sl. No	Machinery Name	Quantity	Sl. No	Machinery Name	Quantity
1	Red Hose Pipe	2pcs	30	Power trawling	2 Set
2	Mobilization & Re Mobilization	3set	31	Drill Machine	2pcs
3	Lt, CT Meter	5pcs	32	Drill Machine, gaining machine	27nos
4	Machinery, Magnetic Drill, Auto Curter, Vibrator Nodule	4set	33	steel bar clutter machine	1 set
5	Scale Machine, Roof Which Machine, Screw, Bosch Po war, Dogmatic Clippers, Stand Electro Machine, Ring Dali, Vibrator Machine.	7set	34	Grinding Wheel, Mixture Machine, Vernier Scale, Soil Compactor Machine, 2 Set Generator,	4 set
6	tractor 2 whale tipping	1set	35	cylinder Sean welding	1set
7	Red Hose Pipe	1pcs	36	Wilding Portioner, Mode Welding	4set
8	Mobilization & Re Mobilization	1pcs	37	motor hydergine	3pcs
9	Lt, CT Meter	1pcs	38	plate steel computer	1 set
10	Machinery, Magnetic Drill, Auto Curter, Vibrator Nodgle	5set	39	submersible pump	2 set
11	Scale Machine, Roof Which Machine, Screw, Bosch Power, Dogmatic Clippers, Stand Electro Machine, Ring Dali, Vibrator Machine.	8set	40	Grinding Wheel, Mixture Machine, Vernier Scale, Soil Compactor Machine, 2 Set Generator,	5 set
12	cat grader 140 k	1set	41	sp 337 , automatic level machine	5600-liter, 1 set
13	Automatic Level Machine	10set	42	jaeu drill hawer, vibration	8set
14	One Set Total Station	1pcs	43	Diesel sallow in mixer machine	2 set
15	Magnetic Drill Bit 38 mm	5set	44	hydraulic steel bar	3 Nos
16	Auto Fitting Machine Tools	1pcs	45	Bar Welder Machine	2 Nos
17	Mixture Machine Tools	1pcs	46	Rollar/Installation/	2 set
18	Payloder Machine	1pcs	47	Jaypee Batch Mix	1 Set
19	Over Head Crane Machineries	1pcs	48	Catpiller Wheel Loader	1 Set
20	Hydraulic Uncoiled, Entry Roller and Feeding Section, Cold Rolling Mills, PLC Control System, Product Rack	7 Set	49	Tractor / Tipping Trailer With Accessories	1 Set
21	Steel bar culter machine	4 Pcs	50	Tractor/Tipping Trailer With Accessories	2 nos.
22	1600 W Solar AC System	2set	51	Jaypee Batch Mix	1 Nos.
23	Compost SP 337	8000 lt	52	HYD Excavator Brand: Komatsu Model: pc200	1 Nos.
24	Supply & Application Of Floor Hardener	11100.93 Sqf	53	Welding Straightening Machinery Model-ZHJ18	1 Set
25	Supply Dr. Fixit piditop 333.	250 Bag	54	Rollar Machine, Brand : Sakai, Model: TW41	1 Set
26	Red Hose Pipe	2000 foot	55	CNC Cutting Machine Model-QSH40 / H Beam Flange Straighten machine	2 Set
27	Total Station with Box and Trippel Case	3 Set	56	Welding Machineries	52 M.T
28	Automatic Level Instrument	2 set	57	Profile Forming Machine, Decking Panel Machine	2 Set
29	Dind gauge, Outside Micro Meter, Dial Bore Gauge, Telescoping gauge, Fecller gauge, Iron Level, Delfth Micrometer	16 Pcs, 14 Set	58	Excavator Machine, Pay loader, Wheel Crane Z Type Purlin Making Machine	4 Set
59	Lt, CT Meter	8 Pcs	88	Vibration Roller	5 Set
60	Power Troweling Machine	2pcs	89	C-Purlin Making Machine, Hydraulic Swing Cutting Machine	2 Set
61	Fog Compactor Pattol-engieen.5.5H	1nos	90	Hydraulic Folding Machine For Sheet Capping	4 Set
62	Excavator	.08m3	91	Cat Grader, Cate Pillar	2 Set
63	Diesel Sallow in Mixser Machine	18 cft	92	Jac Drill Machine, Shallo Generator	5 Set

Sl. No	Machinery Name	Quantity	Sl. No	Machinery Name	Quantity
64	Roof Hoist Machine	2 Pcs	93	Total Station, Automatic Level Machine	15 Set
65	Gus Drill Machine	6-45mm 1 Pcs	94	Serafoldinh, Banding Machine, Speed Level / Floor Hardener, Red Hose pipe	28 Set, 5 Nos.
66	Score Board Model YHL-5 250mm yaohua	4pcs	95	Pattol Engine, Diesel Machine Electric Machine	20 Nos.
67	Pad Copy Bill	1 Nos	96	Switch Box, Gang Box, Holder Gang, Control Switch	6 Nos.
68	CNG Auto Gas Cutter Machine	1 Nos	97	Curve Bending Machine, Sand Blast pot	4 Set
69	Sand Blast Machine	1 Nos	98	Grinding Machine, Nat Driver Machine	45 Nos.
70	slitting / shearing machine 0.3-1.0 mm	1 Pcs	99	Profile Forming Machine/ Decking Panel Machine	2 Set
71	Curve Forming Machine	1 Nos	100	Vibration Roller	5 Set
72	Magnetic Drill M/c 49 mm FCH	4 Pcs	101	Excavator Machine, Pay loader, Wheel Crane / Z Type Purlin Making Machine	3 Nos. 1 Set
73	Magnetic Drill Bit 38 mm	50 Pcs	102	Weight Batch concrete Mixture plat	2 Set
74	Total Station	10 Set	103	C-Purlin Making Machine/ Hydraulic Swing Cutting Machine	2 Set
75	Automatic Level Machine	10 Pcs	104	Magnate Drill Machine 49mm	7 Nos
76	1400 W Solar AC System	2 Pcs	105	Cat Grader, Cate Pillar	1 set
77	Mobilization & Re Mobilization	1 Nos	106	Roof Hoist Machine, Rod Cutter Machine, Submersible pump	12 Nos
78	Tape 45 D1 (BD)	1 Nos	107	Cylinder Seen Welding, Welding positioner	6 Nos.
79	Submersible Pump(Mud Pupm)	1 Pcs	108	Diesel Shalo Pump, Submersible Pump	7 Nos.
80	Jaypee Batch Mix Plant, Electric Model EX-850/E	.25 cum unit	109	Hydraulic Folding Machine For Sheet Capping	1 Set, 1 Nos.
81	Wheel Tipping Trailer	1 Nos	110	Curve Bending Machine, Sand Blast pot	2 Nos. 4 Set
82	Vibration Diesel Machine	1 Nos	111	Diesel Shalo Pump, Submersible Pump	6 Nos.
83	Hose pipe	1 Nos	112	Hydraulic Swing Cutting Machine	1 Set
84	steel bar culter machine	2 Nos	113	Total Station, Automatic Level Machine	18 Set
85	Electric Root	2 Set	114	Cat Grader, Cate Pillar	2 Set
86	wheel crane	1 Nos	115	Excavator Machine, Pay loader, Wheel Crane	3 Nos.
87	ready mix	1 Nos			

OTHERS:

Besides these assets, we have also found other assets like Furniture and Fixture, Electrical Equipment and Installation, Office Equipment. 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 all machineries of DSBSL are in good condition and running well.

SIGNBOARD:

The signboard of the company is well displayed at the registered office and factory premises and there is no other office-factory within the said factory premises & corporate office building

For the Issue Manager

Sd/-

Md. Mohiuddin Mollah

Chief Executive Officer

Shahjalal Equity Management Limited

- (xiv) If the issuer is entitled to any intellectual property right or intangible asset, full description of the property, whether the same are legally held by the issuer and whether all formalities in this regard have been complied with:

There is no intellectual property right or intangible assets of Dominance Steel Building Systems Ltd.

- (xv) Full description of other properties of the issuer:

The description of other properties of the company has been described in the following summary:

Particulars	Amount in taka
	WDV on 30.06.2019
Land & Land Development	176,046,428
Building & Civil Construction	269,705,332
Electrical Equipment & Installation	45,098,835
Furniture & Fixture	6,901,997
Plant & Machinery	173,362,841
Vehicle	9,908,090
Office Equipment	13,549,557
Total	694,573,079

(f) Plan of operation and discussion of financial condition

- (i) If the issuer has not started its commercial operation, the company's plan of operations for the period which would be required to start commercial operation which shall, among others, include;
- Projected financial statements up to the year of commercial operation;
 - Rationale behind the projection;
 - Any expected significant changes in the issuer's policy or business strategies;
 - Detail plan of capital investment with break-up;
 - Summary of feasibility report, etc.

This section is not applicable to the issuer because the issuer (Dominance Steel Building Systems Ltd.) started its commercial operation on September 01, 2007.

- (ii) If the issuer had been in operation, the issuer's revenue and results from operations, financial position and changes in financial position and cash flows for the last five years or from commercial operation, which is shorter, shall be furnished in tabular form which shall, among others, include the following information:

Revenue and Results from Operation:

Particulars	Amounts In Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Non-Current Assets	890,793,680	692,073,580	591,928,305	561,791,759	548,870,463
Current Assets	639,358,263	542,144,036	610,995,178	473,397,351	374,100,013
Shareholder's Equity	1,287,477,371	1,006,207,009	916,089,583	818,013,547	723,478,649
Non-Current Liabilities	75,226,130	59,348,222	55,691,699	58,239,406	49,991,798
Current Liabilities	167,448,442	168,662,385	231,142,201	158,936,157	149,500,029
Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Gross Profit	195,772,070	185,215,082	149,206,852	141,455,082	131,816,432
Net Profit Before Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Total Comprehensive Income	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Earnings Per Share (EPS) Basic	1.83	1.94	2.41	2.32	2.09
Earnings Per Share (EPS) Diluted	1.49	1.39	1.51	1.45	1.22

** Diluted EPS are calculated with the Outstanding Share as on 30 June, 2019 i.e. 65,000,000 Shares.

Statement of Financial Position:

Particulars	Amount in Taka				
	30 June, 2019	30 June, 2018	30 June, 2017	30 June, 2016	30 June, 2015
Assets					
Non-Current Assets:	890,793,680	692,073,580	591,928,305	561,791,759	548,870,463
Property, Plant & Equipment	694,573,079	510,683,868	422,033,504	427,746,691	451,736,469
Project in Progress (Non-Current Portion)	178,434,247	170,529,153	169,894,800	134,045,067	97,133,994
Capital Work in progress	17,786,355	10,860,560	-	-	-
Current Assets:	639,358,263	542,144,036	610,995,178	473,397,351	374,100,013
Inventories	333,405,588	288,822,096	257,776,870	225,310,071	188,117,549
Trade and Other Receivables	186,702,573	159,152,150	123,512,734	108,715,378	98,526,185

Particulars	Amount in Taka				
	30 June, 2019	30 June, 2018	30 June, 2017	30 June, 2016	30 June, 2015
Advance, Deposits and Prepayments	100,947,242	79,481,189	223,196,667	119,253,516	81,891,063
Cash and Cash Equivalents	18,302,859	14,688,600	6,508,907	20,118,386	5,565,216
Total Assets	1,530,151,943	1,234,217,616	1,202,923,483	1,035,189,110	922,970,477
Shareholders' Equity & Liabilities					
Shareholders' Equity:	1,287,477,371	1,006,207,009	916,089,583	818,013,547	723,478,649
Share Capital	650,000,000	98,321,700	173,000	170,000	170,000
Retained Earnings	637,477,371	540,759,155	508,832,129	410,759,093	316,224,195
Share Money Deposit	-	367,126,154	407,084,454	407,084,454	407,084,454
Non-Current Liabilities:	75,226,130	59,348,222	55,691,699	58,239,406	49,991,798
Long Term Loan	6,101,302	9,154,687	19,174,235	25,036,949	20,207,897
Lease Finance	-	-	-	-	1,337,640
Deferred Tax Liability	69,124,828	50,193,535	36,517,464	33,202,457	28,446,261
Current Liabilities:	167,448,442	168,662,384	231,142,201	158,936,157	149,500,029
Short Term Loan	41,022,820	64,576,937	90,698,599	35,873,113	51,819,882
Trade and Other Payables	39,469,462	53,092,220	64,757,898	52,597,572	49,785,775
Liabilities for Expenses	2,844,973	2,543,151	2,249,878	1,930,234	1,457,750
Income Tax Payable	69,767,858	36,620,111	50,991,107	40,762,362	30,839,155
Liabilities for WPPF	7,439,863	-	-	-	-
Current Portion of Long-Term Loan	6,903,467	11,829,966	22,444,718	26,435,236	13,645,235
Current Portion of Lease Finance	-	-	-	1,337,640	1,952,232
Total Shareholders' Equity & Liabilities	1,530,151,943	1,234,217,616	1,202,923,483	1,035,189,110	922,970,477
Net Assets Value (NAV) per share	19.81	65.00	29,422.26	24,172.30	18,611.42

** NAV is calculated with the Outstanding Share.

Statement of Changes in Financial Position:

Particulars	Share Capital	Retained Earnings	Total Equity
As at June 30, 2019	650,000,000	637,477,371	1,287,477,371
As at June 30, 2018	98,321,700	540,759,155	1,006,207,009
As at June 30, 2017	173,000	508,832,129	916,089,583
As at June 30, 2016	170,000	410,759,093	818,013,547
As at June 30, 2015	170,000	316,224,195	723,478,649

Statement of Cash Flows:

Particulars	Amount in Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
A. Cash Flows from Operating Activities:					
Cash received from Customers	609,882,362	539,126,554	500,814,299	488,149,968	457,017,254
Paid to employee	(32,533,763)	(29,207,591)	(25,411,340)	(39,249,002)	(31,043,124)
Paid for Operating Expenses & Manufacturing Expenses	(37,874,488)	(46,621,033)	(49,317,068)	(50,855,303)	(45,175,099)
Paid to supplier	(222,699,560)	(70,960,489)	(266,906,333)	(225,932,290)	(206,857,999)
Cash Generated from operation	316,774,550	392,337,440	159,179,558	172,113,373	173,941,032
Cash received from Others	226,139	129,884	321,454	457,735	507,144
Cash Payment of Income Tax	(32,040,648)	(30,387,983)	(21,485,051)	(9,773,351)	(9,161,906)
Net Cash Generated from operating Activities	284,960,041	362,079,342	138,015,961	162,797,757	165,286,270
B. Cash Flows from Investing Activities:					
Acquisition of Property, Plant and Equipment	(64,510,266)	(16,441,600)	(28,586,677)	(11,428,443)	(156,332,532)
Capital work in progress	(136,979,170)	(96,423,084)	-	-	-
Paid for Project progress	(220,799,375)	(178,545,628)	(156,050,059)	(128,993,093)	(85,557,125)
Net Cash Flows from Investing Activities	(422,288,811)	(291,410,312)	(184,636,736)	(140,421,536)	(241,889,657)
C. Cash Flows from Financing Activities:					
Net Payment for Financial Expenses	(12,075,118)	(15,733,376)	(10,626,319)	(7,543,102)	(8,931,681)
Received/(Refund) Share Money Deposit	184,552,146	-	3,000	-	97,168,000
Net Received/(Payment) Long Term Loan	(7,979,884)	(20,634,301)	(9,853,231)	17,619,052	(13,560,423)
Net Received/(Payment) Lease Finance	-	-	(1,337,640)	(1,952,232)	(3,603,133)
Net Received/(Payment) Short Term Loan	(23,554,117)	(26,121,661)	54,825,486	(15,946,769)	9,122,931

Particulars	Amount in Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Net Cash Inflow / (Outflow) from Financing Activities	140,943,028	(62,489,338)	33,011,296	(7,823,051)	80,195,694
D. Net Changes in Cash and Cash Equivalents for the year (A+B+C)	3,614,259	8,179,693	(13,609,479)	14,553,170	3,592,307
E. Cash and Cash Equivalents at the beginning of the year	14,688,600	6,508,907	20,118,386	5,565,216	1,972,910
F. Cash and Cash Equivalents at the end of the year (D+E)	18,302,859	14,688,600	6,508,907	20,118,386	5,565,216
NET OPERATING CASH FLOWS PER SHARE (NOCFPS) Basic	5.40	7.78	3.39	4.00	4.35
NET OPERATING CASH FLOWS PER SHARE (NOCFPS) Diluted	4.38	5.57	2.12	2.50	2.54

** NOCEPS are calculated with the Outstanding Share as on 30 June, 2019 i.e. 65,000,000 Shares.

a) Internal and external sources of cash:

Particulars	Amounts In Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Paid up Capital	650,000,000	98,321,700	173,000	170,000	170,000
Retained Earnings	637,477,371	540,759,155	508,832,129	410,759,094	316,224,195
Share Money Deposit	-	367,126,154	407,084,454	407,084,454	407,084,454
Sub-Total	1,287,477,371	1,006,207,009	916,089,583	818,013,547	723,478,649
Short Term Loan	41,022,820	64,576,937	90,698,599	35,873,113	51,819,882
Long Term Loan	6,101,302	9,154,687	19,174,235	25,036,949	20,207,897
Current Portion of Long-Term Loan	6,903,467	11,829,966	22,444,718	26,435,236	13,645,235
Sub-Total	54,027,589	85,561,590	132,317,552	87,345,298	85,673,014
Grand Total	1,341,504,960	1,091,768,599	1,048,407,135	905,358,846	809,151,663

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

The Company has not entered into any material commitments for capital expenditure. However, The Company has a plan to enter the required material commitment for capital expenditure to use of net IPO proceeds as mentioned in 'Use of Proceeds' under section xxii of this prospectus.

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

Dominage Steel Building Systems Ltd.
Statement of Profit or Loss & Other Comprehensive Income (5 Year)

Particulars	Amount in Taka				
	2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Less: Cost of Goods Sold	(435,660,715)	(403,578,388)	(371,402,303)	(356,884,079)	(330,495,143)
Gross Profit	195,772,070	185,215,082	149,206,852	141,455,082	131,816,432
Operating Expenses	(27,685,973)	(25,908,213)	(27,285,199)	(25,155,413)	(24,685,341)
Administrative Expenses	(23,784,808)	(21,698,356)	(20,056,784)	(18,378,161)	(18,392,348)
Marketing & Selling Expenses	(3,901,166)	(4,209,858)	(7,228,415)	(6,777,253)	(6,292,993)
Other Operating Income	-	-	256,984	354,218	340,850
Profit from Operation	168,086,097	159,306,869	122,178,637	116,653,886	107,471,942
Financial Income	226,139	129,884	64,470	103,517	166,294
Financial Expenses	(12,075,118)	(15,733,376)	(10,626,319)	(7,543,102)	(8,931,681)
Profit before Income Tax & WPPF	156,237,118	143,703,377	111,616,788	109,214,302	98,706,555
WPPF Expenses	(7,439,863)	-	-	-	-
Profit Before Income Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Income Tax Expenses	(52,079,039)	(53,585,951)	(13,543,752)	(14,679,402)	(19,270,363)
Current Tax	(33,147,747)	(39,909,880)	(10,228,745)	(9,923,206)	(9,317,845)
Deferred Tax	(18,931,293)	(13,676,071)	(3,315,007)	(4,756,196)	(9,952,518)
Net Profit after tax	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Other Comprehensive Income/ (Loss)	-	-	-	-	-
Total Comprehensive Income	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Earnings Per Share (EPS) Basic	1.83	1.94	2.41	2.32	2.09
Earnings Per Share (EPS) Diluted	1.49	1.39	1.51	1.45	1.22

Causes for changes in the year to year changes in Revenue (%)

Revenue has been changed over the period due to changes in business volume

Causes for changes from year to year of Cost of Goods Sold

Cost of Goods Sold changes over the period due to changes in salary & Cost of Goods Sold.

Causes for changes from year to year of other Operating Expenses

Operating expenses changes due to changes in Selling expense and admin Expenses.

Causes for changes from year to year of Net Income

Net profit after tax changes due to an increase in Revenue and Gross Profit.

d) Any seasonal aspects of the issuer's business:

There is no significant seasonal aspect of the Company's business.

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

There are no known trends, events or uncertainties that may affect the future business of the Company except the following:

1. Technological changes
2. Changes in government policy
3. Political unrest
4. Natural calamities

f) Any assets of the company used to pay off any liabilities:

None of the operating 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 any loan from or given to any related party or connected person of the issuer.

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 future contractual liability within the next year except the normal course of business and in relation to the use of proceeds.

i) The estimated amount, where applicable, of future capital expenditure:

The Company does not have any plan for capital expenditure in the near future other than disclosed in Section xxii under the head of 'Use of Proceeds' and the normal course of business.

j) Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus. Updated income tax status for the last 5 years or from commercial operation, which is shorter;

VALUE ADDED TAX (VAT):

The Company maintains project wise VAT related books of account and pays in time also submits return accordingly. VAT registration no for is BIN: 000172626. The company has no current VAT liability as on 30 June 2019 which is shown in the audited financial statement. VAT current account showed a positive balance (advance payment) as of 30 June 2019.

INCOME TAX:

The Company is a regular tax payer. The TIN number of the company is 267750604199/Circle-090 (Company), Taxes Zone-05, Dhaka, Bangladesh. Following are the details of income tax related information of the Company Year wise income tax status of the company is provided below:

Income Year	Assessment Year	Profit Before Tax	Income Tax Liability	Status
2018-2019	2019-2020	148,797,255	33,147,747	Return submitted and assessment is in under process
2017-2018	2018-2019	143,703,377	39,909,880	
2016-2017	2017-2018	111,616,788	10,228,745	Assessment Completed
2015-2016	2016-2017	109,214,302	9,923,206	
2014-2015	2015-2016	98,706,555	9,317,845	

CUSTOMS DUTY:

There is no such liability outstanding for the company as of 30 Jun, 2019.

OTHER TAX LIABILITY:

There is no other Tax liability as on 30 Jun, 2019.

- k) **Any financial commitment, including lease commitment, the company had entered into during the past five years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be effected;**
There is no Such Commitment by the Company.

- l) **Details of all personnel related schemes for which the company has to make provision for in future years:**

The Company considers its human resources as the most valuable assets of the Company and has been continuing to train, equip and groom its employees for building a strong foundation. In order to enhance and advance the professional ability and knowledge of the employees, regular training programs are conducted. The company provides very us benefit packages to its employees in addition to monthly benefit of salary, wages and allowances. There are several benefits for the employee of Dominance Steel Building Systems Ltd. Like:

- ✓ Two Festival Bonus
- ✓ Maternity Leave, Sick Leave & Casual Leave
- ✓ Workers Participation Provident Fund
- ✓ Yearly Increment / Promotion

- m) **Breakdown of all expenses related to the public issue;**

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

Sl. No	Particulars	Nature of Expenditure	Amount in Tk. (approx.)
Issue Management Fees			3,450,000
1	Manager to the Issue Fee	1% on the public offer amount(Maximum 2%)	3,000,000
	VAT against Issue Management Fees	@ 15% on Issue Management Fees	450,000
Listing Related Expenses			4,500,000
2	Application Fee for Stock Exchanges	Tk. 50,000 for each exchange	100,000
	Listing Fee for Stock Exchanges (DSE & CSE)	0.25% on Tk. 10 crore of paid-up capital and 0.15% on the rest amount of paid-up capital; minimum Tk. 50,000 and Maximum Tk. 10 million for each exchange	3,050,000
	Annual Fee for DSE & CSE	@ 0.05% on Tk. 100 Crore of paid-up capital and 0.02% on the rest amount of paid-up capital; minimum Tk. 50,000 and Maximum Tk. 6 lacs for each exchange	950,000
	Electronic Transmission Fee	Fixed	400,000
BSEC Fees			1,250,000
3	Application Fee	Fixed	50,000
	BSEC Consent Fee	Fee @ 0.40% on the public offering amount	1,200,000
IPO Commission			725,000
4	Underwriting Commission	Commission @ 0.50% on underwritten amount	525,000
5	Auditors' Certification Fees	At Actual	200,000
CDBL Fees and Expenses			751,000
5	Security Deposit	At Actual	500,000
	Documentation Fee	At Actual	2,500
	Annual Fee	At Actual	100,000
	Connection Fee	At Actual	6,000
	IPO Fees	@0.015% of issue size+0.015% of Pre- IPO paid up capital	142,500
Printing and Post IPO Expenses			8,900,000
6	Publication of Prospectus	Estimated (to be paid at actual)3,500 nos of prospectus	700,000
	Notice in 4 daily newspaper	Estimated (to be paid at actual)	700,000
	Notice for Prospectus, Lottery, Refund etc. in 4 daily newspaper		250,000
	Lottery Conducting Expenses & BUET Fee		800,000
	Collection of Forms, Data Processing and Share Software Charge		6,000,000
	Courier Expenses		200,000
	Stationeries and other expenses		250,000
Total			19,576,000

- n) 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:

Dominage Steel Building Systems Ltd. has not revalued any of its assets up to 30 Jun, 2019.

- o) Where the issuer is a holding/ 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;

Dominage Steel Building Systems Ltd. has no subsidiary nor it is operated under a holding company nor does it have an associate company. Hence, no transaction has taken place.

- (p) Financial Information of Group Companies and Companies under common ownership by more than 50%: 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:

The Company has no subsidiary/holding company or associate company. Therefore, no transaction has taken place.

- (q) 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.

- (r) A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with the relationship of that person with the issuer and rationale of the issue price of the shares:

CERTIFICATION REGARDING ANY ALLOTMENT OF SHARES TO ANY PERSON FOR ANY CONSIDERATION OTHERWISE THAN CASH ALONG WITH RELATIONSHIP OF THAT PERSON WITH THE ISSUER

This is to clarify that, **Dominage Steel Building Systems Ltd.** has not allotted any Shares other than Cash except issuance of a Bonus Share as on **14 June, 2018** for **5,819,040 Shares @ Tk. 10** each to the existing Shareholders. A table is given below regarding the allotment of shares to any person for any consideration otherwise than cash along with the relationship of that person with the issuer and rationale of the issue price of the shares:

SL. No.	Date of Issue	Name of the Shareholders	Relation with the issuer	No of Share (S)	Issue price	Value
1.	14-06-2018	Muhammad Shamsul Islam	Chairman	1,525,400	10/-	15,254,000
2.	14-06-2018	Mohammad Rafiqul Islam	Managing Director	1,215,100	10/-	12,151,000
3.	14-06-2018	Sujit Saha	Director	161,820	10/-	1,618,200
4.	14-06-2018	Rakibul Islam		145,000	10/-	1,450,000
5.	14-06-2018	Abul Kalam Bhyian		87,000	10/-	870,000
6.	14-06-2018	Md. Matiur Rahman	Shareholder	43,500	10/-	435,000
7.	14-06-2018	Mohammad Shfatul Islam	Shareholder	142,100	10/-	1,421,000
8.	14-06-2018	FA Trading Corporation	Shareholder	224,750	10/-	2,247,500
9.	14-06-2018	ABACI Investment Ltd.	Shareholder	63,800	10/-	638,000
10.	14-06-2018	BMSL Investment Limited	Shareholder	36,250	10/-	362,500
11.	14-06-2018	Global Max Packaging Industries Limited	Shareholder	33,350	10/-	333,500
12.	14-06-2018	Jahir Rayhan Bhuyian	Shareholder	14,500	10/-	145,000
13.	14-06-2018	Global Shoes Ltd.	Shareholder	43,500	10/-	435,000
14.	14-06-2018	Md. Shafiqur Rahman	Shareholder	26,100	10/-	261,000
15.	14-06-2018	Razia Sultana	Shareholder	159,500	10/-	1,595,000
16.	14-06-2018	Ranjana Saha	Shareholder	14,500	10/-	145,000
17.	14-06-2018	Md. Shoriful Islam	Shareholder	88,960	10/-	889,600
18.	14-06-2018	Sharmin Sultana Pia	Shareholder	261,000	10/-	2,610,000
19.	14-06-2018	Md. Farid Ahmed	Shareholder	245,770	10/-	2,457,700
20.	14-06-2018	Heritage Capital Management Ltd.	Shareholder	529,250	10	5,292,500
21.	14-06-2018	Md. Afzalur Rahman	Shareholder	362,500	10	3,625,000

SL. No.	Date of Issue	Name of the Shareholders	Relation with the issuer	No of Share (S)	Issue price	Value
22.	14-06-2018	Md Mahbuber Rahman	Shareholder	380,630	10	3,806,300
23.	14-06-2018	Tasrin Mujib	Shareholder	14,760	10	147,600
Total				5,819,040		58,190,400

Place: Dhaka
Dated: 08.09.2019

Sd/-
Ashraf Uddin & Co
Chartered Accountants

- (s) 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 public:

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 public.

- (t) Business strategies and future plans - projected financial statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, Directors, Managing Director, CFO, and Company Secretary;

Dominance Steel Building Systems Ltd. was started commercial operation on 01 September, 2007.

- (u) Discussion on the results of operations shall inter-alia contain the following:

1. A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure;

There was no significant adjustment given in the auditors' report during the last financial year. Summary of the financial results and operations are presented below:

Particulars	Amounts In Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Gross Profit	195,772,070	185,215,082	149,206,852	141,455,082	131,816,432
Operating Income	168,086,097	159,306,869	122,178,637	116,653,886	107,471,942
Net Profit Before Income Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Total Comprehensive Income	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Earnings Per Share Basic	1.83	1.94	2.41	2.32	2.09
Earnings Per Share Diluted	1.49	1.39	1.51	1.45	1.22

2. A summary of major items of income and expenditure:

Dominance Steel Building Systems Ltd.
Statement of Profit or Loss & Other Comprehensive Income (5 Year)

Particulars	Amount In Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Cost of sales	(435,660,715)	(403,578,388)	(371,402,303)	(356,884,079)	(330,495,143)
Operating expenses	(27,685,973)	(25,908,213)	(27,285,199)	(25,155,413)	(24,685,341)
Net Profit Before Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Total Comprehensive Income for the period	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193

3. The income and sales on account of major products or services;

The income and sales on account of major products are as follows:

Particulars	Amounts In Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Pre-fabricated steel structure Manufacturing	443,611,840	421,309,990	362,528,684	355,093,961	326,557,733
Others Construction work	187,820,945	167,483,480	158,080,471	143,245,200	135,753,842

4. In case, other income constitutes more than 10% of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring:

Other income of the company is not more than 10% of the total income.

5. If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly if any foreign customer constitutes a significant portion of the issuer's business, the disclosure of the fact along with its impact on the business considering exchange rate fluctuations:

The Company's income is not dependent upon a single customer or a few major customers.

6. In case the issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed:

No unorthodox procedure was followed by the Company for recording its sales and revenue.

(v) Comparison of the recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the change's insignificant items of income and expenditure, inter-alia, containing the following:

Particulars	Amounts In Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Gross Profit	195,772,070	185,215,082	149,206,852	141,455,082	131,816,432
Operating Income	168,086,097	159,306,869	122,178,637	116,653,886	107,471,942
Net Profit Before Income Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Total Comprehensive Income	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Earnings Per Share Basic	1.83	1.94	2.41	2.32	2.09
Earnings Per Share Diluted	1.49	1.39	1.51	1.45	1.22

Analysis of Reasons for the Changes in significant items of income and expenditure:

In the last few years, production capacity has been increased for efficient management and installation of new plant & Machinery as a result significant revenue increased year by year.

(1) Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

There are no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

(2) Significant economic changes that materially affect or are likely to affect income from continuing operations:

There are no significant economic changes that materially affected or are likely to affect income from continuing operations.

(3) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;

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 events:

- Political unrest
- Natural disaster
- Down Trend Demand in International Market
- Change in government policy.

(4) Future changes in the relationship between costs and revenues, in case of events such as a future increase in labor or material costs or prices that will cause a material change are known;

We are aware of the fact that the future is always uncertain that affect business and plan as well. So, in the future cost of labor or materials price may be changed. However, revenue is always adjusted and follows the trend in line with production cost. Hence, any change in cost will be reflected in the sales price. Moreover, we have a strong influence over the market to set the trend as well.

(5) The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices:

There is no material increase in sales volume or revenue due to increased sales volume, the introduction of new products or services or increased sales prices.

(6) Total turnover of each major industry segment in which the issuer operated:

The Company is operating only in BBS industry segment.

(7) Status of any publicly announced new products or business segment:

There are no publicly announced new products or business segment of the Company.

(8) The extent to which the business is seasonal:

The business of the Company is not dependent on any seasonal aspect.

(w) Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lockout, strikes and reasons for the same etc. during the history of operation of the company.

The Company has neither rescheduled its borrowings with financial institutions or banks nor converted its loans into equity. There has been no lockout, strikes etc.



(x) Details regarding the changes in the activities of the issuer during the last five years which may had a material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors:

There were no changes in the activities of the Company during the last five years and had not any material effect on the profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

(y) Injunction or restraining order, if any, with possible implications:

There is no injunction or restraining order.

(z) Technology, market, managerial competence and capacity built-up:

Technology

We have been using modern technology. We have modern machinery which is used to produce good quality products. Management is capable enough to deal with enhancing the capacity of the overall phenomenon of the business capacity and built-up to meet up the demand and have a maximum market share.

Market

DSBSL has separate marketing department. The company advertises in print media and online to build their image in the market.

Managerial Competence

The existing management is competent enough to run the business operation. The management team has proven track record to run large organization and vast experience to minimize the operational risk. The management also appointed such personnel who are capable enough to operate the plant effectively and efficiently. Even though any experienced personnel leave the organization, others have adequate expertise and skills to run the operation.

Capacity builds up

DSBSL aims to be the market leader in this industry. And they are continuously working on their capacity build up which will give them competitive edge over their competitor.

(aa) Changes in accounting policies in the last three years:

The management of the Company has not changed any accounting policies in the last three years.

(bb) Significant developments subsequent to the last financial year: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months:

**DECLARATION REGARDING SIGNIFICANT DEVELOPMENTS SUBSEQUENT
TO THE LAST FINANCIAL YEAR ENDED 30 JUNE, 2019**

To Whom It May Concern

This is to certify that in our opinion there has not arisen any circumstances since the date of the last financial statements on 30 June, 2019 as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or the profitability of the Dominance Steel Building Systems Ltd., or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/-
Muhammad Shamsul Islam
Chairman

Sd/-
Mohammad Rafiqul Islam
Managing Director

Sd/-
Rakibul Islam
Director

Sd/-
Abul Kalam Bhyian
Director

Sd/-
Sujit Saha
Director

Sd/-
Md. Shah Alam
Independent Director

Sd/-
Tapan Chandra Banik
Independent Director

(cc) If any quarter of the financial year of the issuer ends after the period ended in the audited financial statements as disclosed in the prospectus, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer;

There is no unaudited Financial Statements is included in the Prospectus except the 3rd Quarter Financial Statement (Un Audited) as follows:

Dominage Steel Building Systems Ltd.

Statement of Financial Position

As at March 31, 2020

Particulars	Notes	Amount in BDT	
		31-Mar-20	30-Jun-19
Assets			
Non-Current Assets		939,937,542	890,793,680
Property, Plant and Equipment	4.00	712,880,933	694,573,079
Capital Work in Progress	5.00	66,369,361	17,786,355
Projects in Progress (Non-Current Portion)	6.01	160,687,248	178,434,247
Current Assets		715,611,800	639,358,263
Inventories	7.00	350,592,435	333,405,588
Trade and Other Receivables	8.00	200,548,270	186,702,573
Advances, Deposits and Prepayments	9.00	120,878,304	100,947,242
Cash and Cash Equivalents	10.00	43,592,791	18,302,859
Total Assets		1,655,549,342	1,530,151,943
Shareholders' Equity and Liabilities			
Shareholders' Equity		1,369,545,975	1,287,477,371
Share Capital	11.00	650,000,000	650,000,000
Retained Earnings	12.00	719,545,975	637,477,371
Share Money Deposit	13.00	-	-
Non -Current Liabilities		83,339,620	75,226,130
Long Term Loan (Non-current Portion)	14.00	5,202,505	6,101,302
Deferred Tax Liability	15.00	78,137,115	69,124,828
Current Liabilities		202,663,747	167,448,442
Short Term Loan	16.00	47,235,058	41,022,820
Trade and Other Payables	17.00	26,135,860	39,469,462
Liabilities for Expenses	18.00	2,789,882	2,844,973
Income Tax Payable	18.A	104,946,358	69,767,858
Liability for WPPF	18.B	13,752,832	7,439,863
Long Term Loan (Current Portion)	19.00	7,803,757	6,903,467
Total Shareholders' Equity and Liabilities		1,655,549,342	1,530,151,943
Net Asset Value per Share (NAV)	28.00	21.07	19.81

The accompanying notes form an integral part of these financial statements.

Sd-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Place: Dhaka

Dated: 17 June 2020

Dominage Steel Building Systems Ltd.
Statement of Profit or Loss and Other Comprehensive Income
For the period ended March 31, 2020

Particular	Notes	Amount in BDT			
		01 July 2019 to 31 March 2020	01 July 2018 to 31 March 2019	01 Jan. 2020 to 31 March 2020	01 Jan. 2019 to 31 March 2019
Revenue	20.00	508,643,872	464,159,462	184,511,855	160,548,500
Cost of Sales	21.00	(349,770,715)	(319,270,723)	(126,697,358)	(110,383,473)
Gross Profit		158,873,157	144,888,739	57,814,497	50,165,027
Operating Expenses		20,664,976	20,376,421	6,996,580	6,885,335
Administrative Expenses	22.00	17,609,778	17,367,246	5,762,737	5,666,679
Marketing & Selling Expenses	23.00	3,055,198	3,009,175	1,233,844	1,218,656
Profit from Operation		138,208,181	124,512,318	50,817,917	43,279,692
Other Income	24.00	21,050	219,182	7,620	10,245
Financial Expenses	25.00	5,656,869	7,799,212	2,317,691	2,261,907
Profit Before Income Tax & WPPF		132,572,361	116,932,288	48,507,846	41,028,030
Less: WPPF Expenses		(6,312,970)	(5,568,204)	(2,309,897)	(1,953,716)
Profit Before Income Tax		126,259,392	111,364,084	46,197,948	39,074,314
Income Tax Expenses	26.00	(44,190,787)	(38,977,430)	(16,169,282)	(13,676,010)
Current Tax		(35,178,499)	(32,749,345)	(13,211,748)	(11,909,220)
Deferred Tax		(9,012,288)	(6,228,084)	(2,957,534)	(1,766,790)
Net Profit After Tax		82,068,605	72,386,654	30,028,666	25,398,304
Other Comprehensive Income		-	-	-	-
Total Comprehensive Income for the Year		82,068,605	72,386,654	30,028,666	25,398,304
Earnings Per Share (EPS)- Basic	27.00	1.26	1.49	0.46	0.48

The accompanying notes form an integral part of these financial statements.

Sd/-
Managing Director

Sd/-
Chief Financial Officer

Sd/-
Chairman

Sd/-
Company Secretary

Place: Dhaka
Dated: 17 June 2020

Dominage Steel Building Systems Ltd.

Statement of Changes in Equity
For the period ended March 31, 2020

Particulars	Share Capital	Retained Earning	Share Money Deposit	Amount in Tk.
				Total
Balance as at 1st July 2019	650,000,000	637,477,371	-	1,287,477,371
Net Profit after tax for the period	-	82,068,604.54		82,068,605
Balance as at 31 March 2020	650,000,000	719,545,975	-	1,369,545,975

Dominage Steel Building Systems Ltd.

Statement of Changes in Equity
For the period ended March 31, 2019

Particulars	Share Capital	Retained Earning	Share Money Deposit	Total
Balance as at 1st July 2018	98,321,700	540,759,155	367,126,154	1,006,207,009
Addition of share Money Deposit			184,553,000	184,553,000
Share Issue from Share Money Deposits	551,678,300	-	(551,678,300)	-
Less: Refund of Share Money Deposits			(854)	(854)
Net Profit after tax for the period	-	72,386,654		72,386,654
Balance as at 31 March 2019	650,000,000	613,145,809	-	1,263,145,809

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Place: Dhaka
Dated: 17 June 2020

Dominage Steel Building Systems Ltd.

Statement of Cash Flows

For the period ended March 31, 2020

Particulars	Notes	Amounts in BDT	
		01 July 2019 to 31 March 2020	01 July 2018 to 31 March 2019
A. Cash Flows from Operating Activities			
Received from Customers	36.00	494,798,175	443,670,792
Paid to Employees	42.00	(24,040,242)	(23,401,294)
Paid for Manufacturing & Operating Expenses	39.00	(32,698,911)	(31,459,489)
Paid to Supplier	37.00	(157,875,228)	(149,311,716)
Cash Generated from Operation		280,183,794	239,498,292
Received from Others Income	41.00	21,050	219,182
Payment of Income Tax	40.00	(21,841,539)	(24,040,646)
Net Cash Generated from Operating Activities		258,363,306	215,676,829
B. Cash Flows from Investing Activities			
Acquisition of Property, Plant and Equipment		(30,066,478)	(13,664,633)
Capital Work in Progress		(60,892,303)	(127,730,374)
Paid for Projects in Progress (Non-Current Portion)	38.00	(142,671,454)	(179,622,966)
Net Cash Used in Investing Activities		(233,630,235)	(321,017,973)
C. Cash Flows from Financing Activities			
Payment for Financial Expenses		(5,656,869)	(7,799,212)
Received/(Refund) Share money Deposit		-	184,552,146
Received/(Payment) Long Term Loan		1,493	(8,248,542)
Received/(Payment) Short Term Loan		6,212,238	(19,259,631)
Net Cash Used in Financing Activities		556,861	149,244,761
D. Net Increase/(Decrease) Cash and Cash Equivalents (A+B+C)		25,289,932	43,903,618
E. Cash and Cash Equivalents at the Beginning of the Period		18,302,859	14,688,599
F. Cash and Cash Equivalents at the End of the Period (D+E)		43,592,791	58,592,217
Net Operating Cash Flows Per Share (NOCFPS)- Basic (Note # 29.00)		3.97	4.43

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Place: Dhaka

Dated: 17 June 2020

(dd) Factors that may affect the results of operations.

Though there are no known trends, events and/or uncertainties that shall have a material impact on the company's future business, the business operation of the Company may be affected by the following events:

- Increased production cost
- Decrease in per unit sales price
- Increased Competition
- Govt. Policy Changes towards the industry
- Political unrest
- Natural disaster
- Down Trend Demand in International Market

CHAPTER-VII

MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(a) Overview of business and Strategies

Overview of business:

Dominage Steel Building Systems Ltd. was incorporated as a Private Limited Company on 08 March, 2007 under the Companies act 1994 & subsequently started its Commercial operations on September 01, 2007. The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building. Dominage Steel Building System Ltd. (DSBSL) Started its journey from 2007 for fabrication and erection of pre-engineered steel buildings in Bangladesh. Our educational background, dedication and commitment to 'Quality Driven Construction' has turned the company to a trusted name in steel building fabrication and erection industry, particularly in multistoried steel building construction. Our core strength is the ability to delivery unsurpassed service to wide range of clients with understanding and managing a high-quality construction project – completing it on time within budget.

Business strategies:

DSBSL has already able to establish itself as one of the market leaders in the industry. And have plan to expand its operation in coming years which is supported by its prudent management, skilled workforce, modern technology machineries and acceptance of DSBSL's products and services to its current customer. DSBSL's key objectives are:

- To bring the pre-engineered steel buildings technology to where it is most needed in the world, and help others "build a better life", through industrialization;
- To build high capacity, efficient & cost-effective steel factories for speedy delivery and for benefiting from "large economies of scale".
- To design and fabricate safe and technologically advanced buildings.
- To offer customers versatility in design & fabrication to meet their exact building requirements.
- To offer customer services those
- are second to none in the industry.

VISION

Our vision is to be one of the Asian leaders in pre-fabricated steel building, civil engineering design, construction solution and related services.

MISSION

Our mission is to provide innovative, sustainable and valued engineering design solutions to a variety of clients in the selected sectors using teamwork and partnership with client.

(b) SWOT Analysis

A SWOT analysis is a structured planning method that helps to evaluate the strengths, weaknesses, opportunities and threats involved in a business venture. It identifies the internal and external factors that affect a business venture. Strength and Weakness are evaluated with internal factors whereas Opportunities and Threat are evaluated by external factors. Brief SWOT analysis of Dominage Steel Building Systems Ltd. is tabulated below:

STRENGTHS:

1. **Low labour cost:** Countrywide low labour cost has enabled us to compete with foreign competitors outside Bangladesh.
2. **Experienced Management:** Dominage Steel Building Systems Ltd. has experienced & skilled management in this line.
3. **Modern Machinery:** We have been using modern machinery that increases our productivity.
4. **Quality Products:** We have to maintain producing quality products that increase our sales volume over the year.
5. **Reliability:** Be the preferred business partner of the customer and suppliers by offering quality products; providing best and timely service before and after the business transaction.
6. **Strong Distribution Chanel:** We have very strong distribution Channels through which we can smoothly supply our products.

WEAKNESSES:

1. **Capacity building:** Lack of skilled design engineer as well as labor in the manufactured building industry is a prevalent issue. Information technology is not comprehensively utilized compared to other industries.
2. **Cost evaluation:** Inaccurate cost evaluations based on accounting for direct costs only such as material, labor and transportation, and ignoring other indirect cost-related factors such as site facilities, correction works, and equipment use often mislead cost calculation.
3. **Cost of fund:** As the cost of fund for borrowing from banks is very high, profitability reduces. The situation worsens if imported raw materials are in stock for long time.
4. **Raw material sourcing:** Since almost 80% of the materials used in production are imported, the source of raw materials affects pricing very much. Often, the price of raw material depends on volume which in turn requires a large investment.

5. **Inadequate infrastructure:** Instances of unsuitable site conditions for the movement and transportation of manufactured building components which causes cost increase and delays project implementation.
6. **Pricing of product:** Pricing of the final product can increase, as fabrication facilities require overhead for maintenance, equipment and utilities, and also due to higher transport cost and logistics primarily due to module size and distance of site from the factory.

OPPORTUNITIES:

1. **Organizational Goal:** The goal of the Company is to make life of the people secured and safe by providing quality products at a cheaper price and to be a partner in the nation building activities. As DSBSL is the market leader they have to opportune to fulfill their organizational goal.
2. **Government policy favoring the industry:** Since Steel is one of the growing sectors in this country, So Government is fully devoted to extend its cooperation so that Steel industry can flourish over the years.
3. **Reasonable Labor price:** Our industry is Man Machine Combined and reasonable labor price has a huge advantage for cost minimizing that helps us a competitive edge over our competitors.

THREATS:

1. **Customer's perception:** Lack of knowledge about the pre-fab structures often discourages potential customers to use this kind of buildings. The sense of familiarity with conventional RCC building is greater than the desire for experimentation with this type of buildings.
2. **Taxation and exchange rate:** Since raw materials are largely imported, the import duty of the raw materials and exchange rate fluctuation plays a substantial role in product pricing which in turn may make this type of building costlier than conventional RCC structure.
3. **Competition:** Some new local entrants in the pre-fab building industry bids with a lower price as they do not practice the building code, quality control process and often uses sub-standard raw materials to reduce cost. As a result, the building does not serve as long as it should and customers often gets wrong message about this type of building structure and customers gets discouraged to use in upcoming projects.
4. **Infrastructure:** As the materials are produced in factory and delivered to site for erection, transportation of large components may create hurdle by some inevitable circumstances like road width, bridge load capacities and transport curfews.
5. **Dependency:** The pre-fabricated building industry is largely depended on the growth of other industry. A decline in the growth of other industry will have a negative impact of the use of this type of buildings and hence may limit the growth.

- (c) Analysis of the financial statements of last five years with the 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 & after tax, EPS etc.;

Particulars	Amounts In Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Other Income	226,139	129,884	64,470	103,517	166,294
Total Income	631,658,924	588,923,354	520,673,625	498,442,678	462,477,870
Cost of material	387,821,635	358,169,672	295,553,087	293,293,986	272,208,595
Financial Expenses	120,075,118	15,733,376	10,626,319	7,543,102	8,931,681
Depreciation Expenses	17,437,353	13,353,760	34,299,864	35,418,221	29,721,737
Amortization Expenses	-	-	-	-	-
Other Expenses	27,685,973	25,908,213	27,285,199	25,155,413	24,685,341
Changes of inventories	44,583,491	31,045,227	32,466,799	37,192,522	29,002,514
Net Profit Before Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Net Profit After Tax	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Earnings Per Share Basic	1.83	1.94	2.41	2.32	2.09
Earnings Per Share Diluted	1.49	1.39	1.51	1.45	1.22

Causes for changes in revenue year to year:

Revenue has been changed over the period due to changes in business volume.

Causes of Changes in another income year to year:

Other income changes happen due to changes in other income sources.

Causes for changes in Changes in total income year to year:

Total income changes due to changes in the financial period, revenue and expenses.

Causes for Changes in Cost of material:

Cost of material changes due to raw material rate changes in the international market.

Causes of Changes in Finance cost:

Finance cost changes due to interest rate change year to year.

Causes of Changes in depreciation and amortization expense:

Depreciation has been changed over the period due to asset new addition and economic life increase.

Causes of Changes in other expense

Not applicable.

Causes for Changes in Inventories:

Due to meet up the demand of target market, to maintain uninterrupted production and to mitigate the raw material cost inventories are storied; Inventory change is the difference between the inventory totals for the last reporting period and the current reporting period.

Causes for Changes in Net profit before tax:

Due to changes in raw material price, revenue, selling expense and financial expense change which affect the net profit before tax.

Causes for Changes in Net profit after tax:

The growth of the net Profit before & after tax is consistent with the revenue. No unusual change is occurring during the last five years in the above matter.

Causes of Changes in EPS:

Due to changes in a number of shares and cumulative fluctuations of income statements item, EPS has been changed.

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

There are no known trends demands, commitments, events or uncertainties that are likely to have an effect on the Company's business except the following:

- Technological change.
- Increased competition.
- Govt. policy changes towards the industry.
- Political unrest
- 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

Directors and Officers: The following information in respect of directors and officers of the issuer, namely: -

(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;

NAME OF DIRECTORS	FATHER'S NAME	AGE	Residential Address	Educational Qualification	Experience	Position	Name of the Institutions and Duration for Nominated Director
Muhammad Shamsul Islam	Late Haji Md. Nur Nabi	42	Flat: A5, House: 21, Road: 12, Dhanmondi R/A, Dhaka.	B. Sc in Civil Engineering (BUET), MIEB	11	Chairman	-
Mohammad Rafiqul Islam	Mohammad Shajahan	41	Flat: D2, Tenement: 1, Plot: 301/A, Road: 06, Block: E, Bashundhara R/A, Dhaka.	MBA (IBA) B. Sc in Civil Engineering (BUET), MIEB Sun Certified Java Programmer (SCJP2)	11	Managing Director	-
Sujit Saha	Sunil chandra saha	48	House: 162 (2nd Floor), Sahntinagar, Paltan, Dhaka.	Bachelor of Commerce	18	Director	-
Rakibul Islam	Late Hazi Nur Nabi	33	Flat: A5, House: 21, Road: 12, Dhanmondi R/A, Dhaka.	Bachelor of Arts (Hons)	05	Director	-
Abul Kalam Bhyian	Ibrahim Hossain Bhuiyan	62	House: 283, Road: 06, Agrabad CDA, PO: Bandar, PS: Doublemooring, Dist: Chittagong.	Master of Arts	30	Director	-
Md. Shah Alam	A.K.A. Sekendar	50	Flat: 7C, Road: 14, House:05 Dhanmondi Dhaka	M.Com	21	Independent Director	-
Tapan Chandra Banik	Ajit Ranjan Banik	60	House:830,Road:Purat an court road, Alor Mela, Post: Kishorganj-2300	M.S.S (Economics)	35	Independent Director	-

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

Name of Directors	Position	Date of first-time director	Date of expiration of the current term
Muhammad Shamsul Islam	Chairman	08-03-2007	13 th AGM in 2019
Mohammad Rafiqul Islam	Managing Director	08-03-2007	14 th AGM in 2020
Sujit Saha	Director	28-02-2017	13 th AGM in 2019
Rakibul Islam	Director	08-07-2018	14 th AGM in 2020
Abul Kalam Bhyian	Director	08-07-2018	15 th AGM in 2021
Md. Shah Alam	Independent Director	05-02-2020	17 th AGM in 2023
Tapan Chandra Banik	Independent Director	09-09-2019	16 th AGM in 2022

(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;

Name of Directors	Position in DSBSL	Director/ ownership of other companies
Muhammad Shamsul Islam	Chairman	Dominage Developments & Holding Ltd. Dominage Consultants Ltd.
Mohammad Rafiqul Islam	Managing Director	Dominage Developments & Holding Ltd. Dominage Consultants Ltd.
Sujit Saha	Director	Fine Foods Ltd.
Rakibul Islam	Director	Nil
Abul Kalam Bhyian	Director	Nassa Design & Developments Ltd. Nasim International Ltd. Five H Packaging co. Paradise Embroidery & Services
Md. Shah Alam	Independent Director	Anchor Holding Ltd. Fast Build S. Alam Associates
Tapan Chandra Banik	Independent Director	Nil

- (d) Statement of 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 the last three years then dividend payment history and market performance of that issuer:

None of the Directors are involved in securities market and not involved with other listed securities during last three years except followings:

Name of Director	Companies	Dividend payment history last three years		Closing Price
		Year	Stock Dividend	
Sujit Saha	Fine Foods Limited	30 June, 2018	3%	34.80
		30 June, 2017	2%	33.10
		30 June, 2016	2%	7.70

Market Performance Last Three Years:

Particulars	30-06-2018	30-06-2017	30-06-2016
Authorized Capital	1,000,000,000	1,000,000,000	1,000,000,000
Paid up capital	135,669,110	133,008,940	130,400,930
Turnover	46,078,184	47,712,479	34,873,899
Gross profit	4,887,707	13,141,094	14,785,952
Retained Earnings	7,170,693	8,805,229	2,783,471
EPS	0.076	0.649	0.816

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

Name	Designation	Relationship
Muhammad Shamsul Islam	Chairman	Brother of Rakibul Islam.
Mohammad Rafiqul Islam	Managing Director	Son in Law of Abul Kalam Bhyian
Sujit Saha	Director	No family relationship
Rakibul Islam	Director	Brother of Mohammad Shamsul Islam
Abul Kalam Bhyian	Director	Father in Law of Mohammad Rafiqul Islam
Md. Shah Alam	Independent Director	No family relationship with above Directors
Tapan Chandra Banik	Independent Director	

- (f) A very brief description of other businesses of the directors;

Name	Directorship/ Ownership with other companies And Position	
Muhammad Shamsul Islam	Dominage Developments & Holding Ltd.	Managing Director
	Dominage Consultants Ltd.	Director
Mohammad Rafiqul Islam	Dominage Developments & Holding Ltd.	Director
	Dominage Consultants Ltd.	Chairman
Sujit Saha	Fine Foods Ltd.	Chairman
Rakibul Islam	Nil	Nil
Abul Kalam Bhyian	Nassa Design & Developments Ltd.	Chairman
	Nasim International Ltd.	Managing Director
	Five H Packaging co.	Partner
	Paradise Embroidery & Services	
Md. Shah Alam	Anchor Holding Ltd.	Director
	Fast Build	Partner
	S. Alam Associates	Proprietorship
Tapan Chandra Banik	Independent Director	Nil

- (g) Short Bio-Data of each Director;

MUHAMMAD SHAMSUL ISLAM, CHAIRMAN

Muhammad Samsul Islam, Chairman of Dominage Steel Building Systems Ltd. was born in 1976, in a respectable Muslim family. He is a son of late Haji Nur Nabi and Mrs. Salema Khatun and his wife's name is Mrs. Razia Sultana. After completion of B.Sc in Civil Engineering from BUET he started career in engineering sector and gather past experience in this field.

MOHAMMAD RAFIQUUL ISLAM, MANAGING DIRECTOR

Mohammad Rafiqul Islam, Managing Director of Dominage Steel Building Systems Ltd. was born in 1977, in a respectable Muslim family. He is a son of Mohammad Shahjahan and Mrs. Rahima Begum and his wife's name is Mrs. Sharmin Sultana. After completion of B.Sc. in Civil Engineering from BUET he started business as a Dominage Steel Building system Limited.

SUJIT SAHA, DIRECTOR

Sujit Saha, Director of Dominage Steel Building Systems Ltd. was born in 1970, in a respectable Hindu family. He is a son of Sunil Chandra Saha and Taposi Rani Saha and his wife's name is Ranjana Saha. After completion of his Bachelor of Commerce he started his career in construction Industries and gather past experience in this field.

RAKIBUL ISLAM, DIRECTOR

Rakibul Islam, Director of Dominance Steel Building Systems Ltd. was born in 1985, in a respectable Muslim family. He is a son of (Late) Hazi Nur Nabi and Salema Khatun and his wife's name is Mossarrat Mossaddika. He completed BA and concentrated on construction Business.

ABUL KALAM BHYIAN, DIRECTOR

Abul Kalam Bhyian, Director of Dominance Steel Building Systems Ltd. was born in 1956, in a respectable Muslim family. He is a son of (Late) Ibrahim Hossain Bhuiyan and Jarina Khatun and his wife's name is Nasima Akter. After completion of his MA he gathered past experience in Engineering consultancy, Interior Designing and Construction Industries etc.

MD. SHAH ALAM, INDEPENDENT DIRECTOR

Md. Shah Alam Independent Director of Dominance Steel Building Systems Ltd. was born in 1969, in a respectable Muslim family. He is a son of A.K.M Sekendar. After completion of his M. Com he gathered experience in Accounts and Finance sector. He is a man of target oriented, problem solving minded and properly equipped with modern tools & technique to challenge business environment and able to attain business object and goal.

TAPAN CHANDRA BANIK, INDEPENDENT DIRECTOR

Tapan Chandra Banik, Independent Director of Dominance Steel Building Systems Ltd. was born in 1959 in respectable Hindu family. He is a son of Ajit Ranjan Banik. After completion of his M.S.S(Economics) he gathered experience in various sector. He is a man of target oriented, problem solving minded and properly equipped with modern tools & technique to challenge business environment and able to attain business object and goal.

(h) Loan status of the issuer, its directors and shareholders who hold 10% 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 10% or more shares in the paid-up capital of the Company is loan defaulter in terms of the CIB report of the Bangladesh Bank.

MANAGEMENT DECLARATION REGARDING DIRECTORS AND SHAREHOLDERS HAVING 10% OR MORE SHARES ARE FREE FROM LOAN DEFAULT

We the management of Dominance Steel Building Systems Ltd, declare that neither the Company nor any of its directors or shareholders who hold 10% or more shares in the paid-up capital of the Company is a loan defaulter in terms of the CIB report of the Bangladesh Bank.

Sd/-
Muhammad Shamsul Islam
Chairman

Sd/-
Mohammad Rafiqul Islam
Managing Director

Sd/-
Abul Kalam Bhyian
Director

Sd/-
Sujit Saha
Director

Sd/-
Rakibul Islam
Director

Sd/-
Md. Shah Alam
Independent Director

Sd/-
Tapan Chandra Banik
Independent Director

- (i) Name with the position, educational qualification, age, date of joining in the company, overall experience (in the year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included:

Name	Designation	Educational Qualification	Age (Years)	Date of Joining	Overall experience (in the year)	Previous Employment	Salary Paid 30.06.2019
Muhammad Shamsul Islam	Chairman	B. Sc in Civil Engineering (BUET), MIEB	42	08-03-2007	11	Nil	1,656,250
Mohammad Rafiqul Islam	Managing Director	MBA (IBA) B. Sc in Civil Engineering (BUET), MIEB Sun Certified Java Programmer (SCJP2)	41	08-03-2007	11	Nil	1,656,250
Santush Chandra Saha	Chief Financial Officer	Master of Business Studies	30	19-05-2019	5	South Asian International Ltd.	57,355
Md. Mahfizur Rahman	Company Secretary	Master of Business Administration	35	01-09-2012	10	Bangladesh Maize Products Ltd.	351,217
Md. Zillur Rahaman	Compliance Officer	Master of Business Studies	30	16-09-2017	2	N/A	315,000
Joyanta Saha	Manager Accounts	Master of Business Studies	31	01-10-2017	7	Germania Corporation Ltd.	441,392
Mohammed Juhurul Islam	Factory Manager	Diploma in Engineering	43	04-08-2010	24	21 st Century Maitry JV	382,158
Rehana Parvin	Manager Logistic	Master of Business Studies	35	04-02-2012	13	RAKIN Canada, Dhaka, Bangladesh	323,411
S.M Abdul Awal	General Manager, Structural Design	BSC in Civil Engineering	36	15-10-2014	11	Marks Holdings Limited	774,996
Md. Delower Hossain	Manager Operation	BSC in Civil Engineering	35	01-11-2010	11	Fair Developments Ltd.	684,996
Anirban Joarder Tonmoy	Senior Architect	B, Arch (Architect)	34	03-08-2016	10	Matreek	594,996

- (j) Changes in the key management persons during the last three years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the information memorandum. If the turnover of key management personnel is high compared to the industry, reasons should be discussed;

Below personnel was key management persons during the last three years.

Key Management	Position	2020	2019	2018	2017
Muhammad Shamsul Islam	Chairman	Continue	Continue	Continue	Continue
Mohammad Rafiqul Islam	Managing Director	Continue	Continue	Continue	Continue
Sujit Saha	Director	Continue	Continue	Continue	Continue
Rakibul Islam	Director	Continue	Continue	-	-
Abul Kalam Bhyian	Director	Continue	Continue	-	-
Santush Chandra Saha	Chief Financial Officer (CFO)	Continue	Continue	-	-
Joyanta Saha	Manager Accounts	Continue	Continue	Continue	Continue
Mahfizur Rahman	Company Secretary (CS)	Continue	Continue	Continue	Continue
Md. Zillur Rahaman	Compliance Officer	Continue	Continue	Continue	Continue
Mohammed Juhurul Islam	Factory Manager	Continue	Continue	Continue	Continue

Key Management	Position	2020	2019	2018	2017
Rehana Parvin	Manager, Logistic	Continue	Continue	Continue	Continue
S.M Abdul Awal	General Manager, Structural Design	Continue	Continue	Continue	Continue
Md. Delower Hossain	Manager Operation	Continue	Continue	Continue	Continue
Anirban Joarder Tonmoy	Senior Architect	Continue	Continue	Continue	Continue
Md. Shah Alam	Independent Director	Continue	-	-	-
Tapan Chandra Banik	Independent Director	Continue	Continue	-	-

(k) A profile of the sponsors including their names, father's name, 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 of the sponsors	Father's Name	Age	Personal address	Educational qualification	Experienc e in the Business	Present Positions in DSBSL	Past positions	Holding in other Venture
Muhammad Shamsul Islam	Late Haji Md. Nur Nabi	42	Flat: A5, House: 21, Road: 12, Dhanmondi R/A, Dhaka.	B. Sc in Civil Engineering (BUET), MIEB	11	Chairman	Managing Director	Dominage Developments & Holding Ltd.
							Director	Dominage Consultants Ltd.
Mohammad Rafiqul Islam	Mohammad Shajahan	41	Flat: D2, Tenement: 1, Plot: 301/A, Road: 06, Block: E, Bashundhara R/A, Dhaka.	MBA (IBA) B. Sc in Civil Engineering (BUET), MIEB Sun Certified Java Programmer (SCJP2)	11	Managing Director	Chairman	Dominage Developments & Holding Ltd.
								Dominage Consultants Ltd.
Ms. Shahin Sultana	Resigned from the post as on 25.08.2014							
Muhammod Arman	Resigned from the post as on 25.08.2014							

(l) 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.

SL. NO	Name	Acquisition of Control	Date of Acquisition	Terms of acquisition	Consideration Paid
1	Sujit Saha	Director	28.02.2017	No terms at acquisitions	Cash
			20.05.2018		Cash
			14.06.2018		Bonus
			31.03.2019		Cash
			06.06.2020		Transfer
2	Rakibul Islam	Director	20.05.2018		Cash
			14.06.2018		Bonus
			31.03.2019		Cash
3	Abul Kalam Bhyian	Director	20.05.2018		Cash
			14.06.2018		Bonus
			31.03.2019		Cash
4	Md. Shah Alam	Independent Director	31.03.2019		Cash
5	Tapan Chandra Banik		N/A	N/A	N/A

- (m) 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;

The entire team of Directors has adequate knowledge to carry out this line of business.

- (n) Interest of the key management persons:

There is no other interest in the key management except remuneration & board meeting fees for Managing Director.

- (o) 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. Interest and facility are already disclosed in Executive Compensation of the Prospectus and in the table below:

SL. NO	Name	Designation	Honorarium and Remuneration	Board meeting Fee (30.06.2019)	Total Amount (30.06.2019)
1	Muhammad Shamsul Islam	Chairman	1,656,250	8,000	1,664,250
2	Mohammad Rafiqul Islam	Managing Director	1,656,250	10,000	1,666,250
3	Sujit Saha	Director	-	6,000	6,000
4	Rakibul Islam	Director	-	6,000	6,000
5	Abul Kalam Bhyian	Director	-	6,000	6,000
6	Md. Shah Alam	Independent Director	-	-	-
7	Tapan Chandra Banik	Independent Director	-	-	-

Note: There are no pecuniary or non-pecuniary interests and facilities enjoyed except mentioned above.

- (p) Number of shares held and percentage of shareholding (pre-issue) as of 30 June, 2019;

Sl. No	Name of shareholder	No of shares held	Shareholding (Pre-Issue)
1	Muhammad Shamsul Islam	11,149,989	17.15%
2	Mohammad Rafiqul Islam	11,149,989	17.15%
3	Sujit Saha	2,437,522	3.75%
4	Rakibul Islam	1,974,125	3.04%
5	Abul Kalam Bhyian	1,974,125	3.04%

- (q) Change in board of directors during the last three years:

Sl. No	Name of the Directors	Present Status	Date of Becoming Director
1.	Sujit Saha	Director	28.02.2017
2.	Rakibul Islam		18.07.2018
3.	Abul Kalam Bhyian		18.07.2018
4.	Md. Shah Alam	Independent Director	05.02.2020
5.	Tapan Chandra Banik	Independent Director	09.09.2019

- (r) Director's engagement with similar business:

None of the directors is engaged with a similar business.

CHAPTER-IX

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

- (a) The prospectus shall contain a description of any transaction during the last five years, or any proposed transactions certified by the auditors, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely:

TO WHOM IT MAY CONCERN

This is to certify that, the company does not have any transaction during the last five years, or any proposed transaction, between the issuer and any of the following persons:

- Any director or sponsor or executive officer of the issuer;
- Any person holding 5% or more of the outstanding shares of the issuer;
- Any related party or connected person of any of the above persons;

Except the following transactions:

A. Directors Remuneration

Name	Position	Amount in (BDT)				
		2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Muhammad Shamsul Islam	Chairman	1,656,250	1,656,250	1,656,250	1,656,250	1,656,250
Mohammad Rafiqul Islam	Managing Director	1,656,250	1,656,250	1,656,250	1,656,250	1,656,250
Ms.Shahin Sultana	Director	-	-	-	-	578,125
Muhammod Arman	Director	-	-	-	-	578,125
Sujit Saha	Director	-	-	-	-	-
Rakibul Islam	Director	-	-	-	-	-
Abul Kalam Bhyian	Director	-	-	-	-	-
Total		3,312,500	3,312,500	3,312,500	3,312,500	4,468,750

Mr. Muhammad Shamsul Islam has been taking honorarium as a Chairman of the Board of Director

B. Board Meeting Fees

Name	Position	Amount in (BDT)				
		2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Muhammad Shamsul Islam	Chairman	8,000	10,000	12,000	12,000	8,000
Mohammad Rafiqul Islam	Managing Director	10,000	12,000	12,000	12,000	8,000
Ms.Shahin Sultana	Director	-	-	-	-	2,000
Muhammod Arman	Director	-	-	-	-	2,000
Sujit Saha	Director	6,000	8,000	6,000	-	-
Rakibul Islam	Director	6,000	-	-	-	-
Abul Kalam Bhyian	Director	6,000	-	-	-	-
Total		36,000	30,000	30,000	24,000	20,000

Dated: 26 December 2019

Place: Dhaka

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

- (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 under caption 'Related Party Transaction' of Audited Financial Statements and "Executive Compensation" part of this prospectus.

- (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.

DSBSL does not have any subsidiary or associate company. No loans either taken or given from or to any director or any person connected with the director, and no loan has been taken from any such person who did not have any stake in the issuer prior to such loan except the transaction.

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. No.	Name	Designation	Amounts in Taka
			30.06.2019
1	Muhammad Shamsul Islam	Chairman	1,656,250
2	Mohammad Rafiqul Islam	Managing Director	1,656,250
3	S.M Abdul Awal	General Manager, Structural Design	774,996
4	Md. Delower Hossain	Manager Operation	684,996
5	Anirban Joarder Tonmoy	Senior Architect	594,996

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

Sl. No	Particulars	Nature of payment	Amounts in Taka 30.06.2019
1	Directors	Directors Honorarium and Remuneration	3,312,500
2	Directors	Board Meeting Attendances Fees	36,000
3	Officers & Executives	Salary & Allowances	13,179,520
Total			16,528,020

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

Payments made during the last accounting year:

SL. No.	Name	Position	Monthly Honorarium and Remuneration in Taka	Date of approval in AGM	Honorarium and Remuneration Paid on 30.06.2019	Payment in Last Financial Year
1	Muhammad Shamsul Islam	Chairman	125,000	30.12.2012	1,656,250	1,656,250
2	Mohammad Rafiqul Islam	Managing Director	125,000		1,656,250	1,656,250

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

Name	Position	30-06-2019		Date of approval in AGM
		Nature of transactions		
		No. of meeting attendance	Board meeting fee	
Muhammad Shamsul Islam	Chairman	4	8,000	30.12.2015
Mohammad Rafiqul Islam	Managing Director	5	10,000	
Sujit Saha	Director	3	6,000	30.12.2017
Rakibul Islam	Director	3	6,000	30.12.2018
Abul Kalam Bhvian	Director	3	6,000	

- (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 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 reviews salary /remuneration of its all officers excluding Managing Director & other Directors during June every year as per Company's employment policy. However, the remuneration of the Managing Director is revised as per the discretion of the Board of Directors of the Company and subsequently approved on AGM.

- (g) Any other benefit or facility provided to the above persons during the last accounting year.

No director or officer of the Company received any other benefit or facility in the last accounting year except which is disclosed above.

CHAPTER-XI

OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

Options Granted to Directors, Officers and Employees:

- 1. The following information in respect of any option held by each director, the salaried officers, and all other officers as a group, namely: -**
 - i. The date on which the option was granted;**
 - ii. The exercise price of the option;**
 - iii. The number of shares or stock covered by the option;**
 - iv. The market price of the shares or stock on the date the option was granted;**
 - v. The expiration date of the option;**
 - vi. Consideration against the option.**

No options have been granted by the Company to any director, officers or employees.

- 2. If such options are held by any person other than the directors, and the officers of the issuer company, the following information shall be given in the prospectus, namely: -**

- i. The total number of shares or stock covered by all such outstanding options;**
- ii. The range of exercise prices;**
- iii. The range of expiration dates;**
- iv. Justification and consideration of granting such an option.**

No options have been granted by the Company to any director, officers or employees.

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;

The Directors and subscribers to the memorandum of the association have not received any benefits except remuneration and board meeting fees during the last five years.

i. Directors Remuneration

Name	Position	Amount in (BDT)				
		2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Muhammad Shamsul Islam	Chairman	1,656,250	1,656,250	1,656,250	1,656,250	1,656,250
Mohammad Rafiqul Islam	Managing Director	1,656,250	1,656,250	1,656,250	1,656,250	1,656,250
Ms.Shahin Sultana	Director	-	-	-	-	578,125
Muhammod Arman	Director	-	-	-	-	578,125
Sujit Saha	Director	-	-	-	-	-
Rakibul Islam	Director	-	-	-	-	-
Abul Kalam Bhyian	Director	-	-	-	-	-
Total		3,312,500	3,312,500	3,312,500	3,312,500	4,468,750

ii. Board Meeting Fees

Name	Position	Amount in (BDT)				
		2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Muhammad Shamsul Islam	Chairman	8,000	10,000	12,000	12,000	8,000
Mohammad Rafiqul Islam	Managing Director	10,000	12,000	12,000	12,000	8,000
Ms.Shahin Sultana	Director	-	-	-	-	2,000
Muhammod Arman	Director	-	-	-	-	2,000
Sujit Saha	Director	6,000	8,000	6,000	-	-
Rakibul Islam	Director	6,000	-	-	-	-
Abul Kalam Bhyian	Director	6,000	-	-	-	-
Total		36,000	30,000	30,000	24,000	20,000

- (b) If any assets were acquired or to be acquired within next two financial years 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 to the memorandum have not transferred any asset to the Company. Besides, the issuer has not received any assets or other considerations from its Directors and subscribers to the memorandum except fund against allotment of shares.

CHAPTER-XIII

OWNERSHIP OF THE COMPANY'S SECURITIES

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

Sl. No.	Name	Address	Position	BO ID	Total No. of Share	Pre IPO%
1.	Muhammad Shamsul Islam	JR Casero Tower, Level-11, 46 Mohakhali C/A, Dhaka	Chairman	1203680063634905	11,149,989	17.15%
2.	Mohammad Rafiqul Islam	JR Casero Tower, Level-11, 46 Mohakhali C/A, Dhaka-1	Managing Director	1203680067608031	11,149,989	17.15%
3.	Sujit Saha	Flat-F2,162 Shantinagor, P.O Shantinagor, Dhaka-1017	Director	1204240062975321	2,437,522	3.75%
4.	Rakibul Islam	Flat: A5, House: 21, Road: 12, Dhanmondi R/A, Dhaka	Director	1203680067903080	1,974,125	3.04%
5.	Abul Kalam Bhyian	House no: 283, Road: 06, Agrabad CDA, P O: Bandar, PS: Doublemooring, Dist: Chittagong,	Director	1203060019852971	1,974,125	3.04%
6.	Razia Sultana	Flat: A5, House: 21, Road: 12, Dhanmondi R/A, Dhaka	Shareholder	1203680065118243	936,000	1.44%
7.	Ranjana Saha	Flat-F2, 162 Shantinagor, P.O Shantinagor, Dhaka-1217,	Shareholder	1204240062539996	267,250	0.41%
8.	Md. Shoriful Islam	Flat: A4, Tenement: 1, Plot: 301/A, Road: 6, Block: E, Bashundhara R/A, Dhaka.	Shareholder	1202650065244069	200,000	0.31%
9.	Sharmin Sultana Pia	Flat: DL, Tenement: 1, Plot: 301/A, Road: 6, Block: E, Bashundhara R/A, Dhaka.	Shareholder	1202650065244050	536,000	0.82%
10.	Mohammad Shafatula Islam		Shareholder	1202650065244042	200,000	0.31%
11.	Md. Jahir Rayhan Bhuiyan	143, Shantibag, Flat-B/3, Dhaka-1217	Shareholder	1605760066260511	24,500	0.04%
12.	ABACI Investment Ltd. (MDA)	Rupayan Prime, 7 th Floor, Plot-02, Road-07, Dhanmondi, Dhaka-1205	Shareholder	1602770045524684	900,000	1.38%
13.	Md. Matiur Rahman	Vill: Char Bahadurpur, P.O: Sujabad - 8250, Muladi, Barisal.	Shareholder	1606060042223806	550,000	0.85%
14.	Global Shoes & Textiles Ltd.	House: 127, Road: 10, Block: C, Niketon, Gulshan, Dhaka.	Shareholder	1606060066398721	1,000,000	1.54%
15.	Global Max Packaging Industries Ltd.	56H, Azimpur Govt., Quarter, Dhaka, Lalbag, Dhaka	Shareholder	1606060066341566	1,000,000	1.54%
16.	Md. Shafiqur Rahman	House: 287/4, Apt. No.-4, Road: 07, Cant. Bazar, Dhaka Cantonment, Dhaka	Shareholder	1606060062153110	100,000	0.15%
17.	Tasrin Mujib	172, Shaheed Belayet Road, Dhaka Cantonment, Dhaka	Shareholder	1605760066332895	100,000	0.15%
18.	Heritage Capital Management Ltd.	Al-Razi Complex, 166-167 Shaheed Syed Nazrul Islam Sarani, Bijoy Nagar, Dhaka	Shareholder	1205950068261091	977,500	1.50%
19.	Md. Afzalur Rahman	Rupayan Prime (7 th Floor) Plot:02, Road-07, Dhanmondi, Dhaka	Shareholder	1605760062191691	875,000	1.35%
20.	Javeed A Matin	House#02, Road#04, Gulshan, Dhaka, Bangladesh	Shareholder	1606060068955377	100,000	0.15%
21.	S M Khurshid-Ul-Alam	Vill- Kabariyabari, Post-Kabariyabari-2054, Sarishabari, Jamalpur	Shareholder	1606060066439098	100,000	0.15%
22.	T M Jobaer	8/A Rupayan Azizpolli, Dhaka Cantonment, Dhaka	Shareholder	1606060066302545	100,000	0.15%
23.	Mohammad Fakhrul Alam	58/E Mohakhali, Customs Officers Quarter, Arani Bhaban, Banani Road-2, Dhaka-1213	Shareholder	1205150062036961	50,000	0.08%
24.	Mr. Kazi Abu Taher	117/A, Rishikesh Das Road, Laxmi Bazar, Dhaka-1000	Shareholder	1203140063401803	50,000	0.08%
25.	Md. Fazlul Haque	Ka -31, Sarker Bari Road (1st floor), Nadda, Gulshan, Dhaka	Shareholder	1606060067240634	200,000	0.31%
26.	Tahmina Islam	47 Shantinagar, Paltan, Dhaka-1000	Shareholder	1606060067256208	50,000	0.08%
27.	Sayed Iqbal Hossain	House-8/1, Lalmatia Dhaka	Shareholder	1606060020769872	50,000	0.08%
28.	Md. Shamsul Alam	460, Arsibad Neer, Dakkin Khan Union, Faydabad, Uttara, Dhaka-1230	Shareholder	1606060061093312	50,000	0.08%
29.	Md. Rashiduzzaman	Chor- Bahadurpur, Muladi, Po-8250, Dist- Barisal	Shareholder	1205150054201081	250,000	0.38%
30.	Md. Shamim Hasan	House-113, Road-6, Block-B, Bashundhara R/A, Dhaka	Shareholder	1606060067259905	100,000	0.15%
31.	Monirul Kabir Biswas	153-154, Orion House, Tejgaon I/A, Dhaka-1208	Shareholder	1606060067259640	50,000	0.08%
32.	Md. Lutfur Rahman	Customs Officers Quarter, ApurboBhaban, 58/E, Road-2, Banani	Shareholder	1606060013625030	70,000	0.11%
33.	Noor Md. Mahbubul Haq	58/E, Officers Quarter, Aroni 1st Floor, Road-2, Banani, Dhaka-1213	Shareholder	1203600064069281	30,000	0.05%
34.	Md. Alamgir Hossain	28/C, East Nayatola, Moghbazar, Dhaka-1217	Shareholder	1201520058015599	100,000	0.15%
35.	Md. Rabiul Hossain	Portland Sattar Tower(8 th Floor), Barik building Moor, Chittagong.	Shareholder	1602510046741063	200,000	0.31%
36.	Arifa Akhter	Building B/23, West Ferozshah Colony, Pahartali, CTG	Shareholder	1201960031598601	200,000	0.31%
37.	Nazia Akter	36/1 North Begun Bari, Tejgaon, Dhaka-1208	Shareholder	1202610048464551	100,000	0.15%
38.	Mohammad Ferdous Jaman	1/10, Iqbal Road, Mohammadpur, Dhaka-1207	Shareholder	1203710048456909	100,000	0.15%

Sl. No.	Name	Address	Position	BO ID	Total No. of Share	Pre IPO%
39.	Nafisa Akther	Flat-C5, Plot-39, Road-12/1, Block-F, Niketan, Gulshan-1, Dhaka-1212	Shareholder	1203060050267918	100,000	0.15%
40.	Samaresh Banik	House No-153, Flat No-504, Crescent Road New Market, Dhanmondi, Dhaka	Shareholder	1204230033656585	100,000	0.15%
41.	Sultana Parvin	House-463, Road-7, Block-H, Bashundhara R/A, Dhaka	Shareholder	1606060028487590	100,000	0.15%
42.	Md. Habibur Rahman Sikder	PBL Tower (13 th floor), 17 new Gulshan North C/A	Shareholder	1203040045061772	250,000	0.38%
43.	Asif Iqbal Chowdhury	House- B-58/7-5, road- AGB Colony Ideal zone, Dhaka-1000	Shareholder	1605550059758671	250,000	0.38%
44.	Sazzadur Rahman	House-39, Road-01, Nurpur, Dania, Kadamtali	Shareholder	1201480066435595	50,000	0.08%
45.	Mohammed Hanif	House-22, Road-09, Road, Block-G, Banani, Dhaka-1213	Shareholder	1201480067160049	200,000	0.31%
46.	Md. Zobair Raihan	House# 22/3, Road# K.B. Ismail Road, Faridpur.	Shareholder	1203410061458021	100,000	0.15%
47.	Md. Hasan Imam	House No-62, Road-10, DIT Project, MerulBadda, Dhaka.	Shareholder	1606060064186096	50,000	0.08%
48.	Md. Shah Alam	House-17, Road-12, Dhanmondi, Dhaka-1207	Shareholder	1205700062746590	400,000	0.62%
49.	Khondaker Muinur Rahman	3/C, Hope Apartment, 21-Shideshwari Road, Dhaka	Shareholder	1201480064004541	150,000	0.23%
50.	Farhana Rabbani Chowdhury	House#3B (N-E), Road#88, Gulshan, Dhaka-1212	Shareholder	1203410066546440	100,000	0.15%
51.	Ryan Enterprise	Vill: Dhupoil Chakpara, Post: Doyarampur, Thana: Lalpur, District: Natore	Shareholder	1202650064981464	200,000	0.31%
52.	Mr. Md. Masudur Rahman	Harun Shaber Building, 117 Hajee Emdad Ali Road (1st Floor), Mohammadpur, Chittagong	Shareholder	1204220057496005	100,000	0.15%
53.	Abdullah Al Mamun	Mabud Shwagorer Bari, North Patenga, East Katgor, Chittagong	Shareholder	1201950067401645	100,000	0.15%
54.	Mohammad Ariful Hoque	412 A/1, Lake Avenue H/S , DT Road Pahartali, Chittagong	Shareholder	1601880067420455	100,000	0.15%
55.	Md. Abdur Razzaque	House#22, Road#14, Sector#11, Uttara, Dhaka-1230	Shareholder	1606060067255840	100,000	0.15%
56.	Md. Jahirul Islam Jewel	Flat no: Padma 02, Bondhon Tower 01, 31/17, Middle Pickpara, Mirpur, Dhaka	Shareholder	1205950068167374	50,000	0.08%
57.	Alak Chandra Sarkar	Flat-E-4, Sky View Kakoli, 23 Siddeshwari Road, Dhaka-1217	Shareholder	1203010063067778	200,000	0.31%
58.	Khaled Mahmud	IDLC investments Limited, DR Tower, 4th Floor, 65/2/2, Purana Paltan, Dhaka	Shareholder	1602510046749340	50,000	0.08%
59.	Bengal Assets Holdings Ltd.	191, Sk. Mujib Road, Nahar Manjil (1st Floor) Agrabad C/A, Chittagong	Shareholder	1205950067422023	2,197,500	3.38%
60.	Chittagong Pesticides & Fisheries Ltd.	Sayedra Mansion (2 nd Floor), Mugultoly, P.O-Bandar-100, Agrabad, Chittgong	Shareholder	1205950068190580	3,000,000	4.62%
61.	Mrs. Nasima Akhter	MNC Apparels Ltd., Plot-78-79, Sector-7, CEPZ, Chattogram.	Shareholder	1201500008552051	500,000	0.77%
62.	Md. Ibrahim Khalil	House-32-2, East Rampura, Dhaka-1219	Shareholder	1202220063883722	300,000	0.46%
63.	Tahamina Akter	20, Arjat Para, Mohakhali, Tejgaon, Dhaka	Shareholder	1201480068066614	50,000	0.08%
64.	Abu Ishaque Mohammed Raiean	House-41, Road-4, Block-C, Section -12, B.hallShahar Housing State, Halishahar, Chittagong	Shareholder	1202020067740450	125,000	0.19%
65.	Md. Atiqur Rahman	House-93/3(B),5th Floor, Uttar Badda, Badda, Dhaka-1212	Shareholder	1202020067771861	110,000	0.17%
66.	Md. Delowar Hossain	Latifa Near, House-739, Askana, Dashkhin Khan, Dakshinkhan, Dhaka	Shareholder	1203680067768708	100,000	0.15%
67.	Anirban Joarder Tonmoy	16-17 NHA Tower, Flat-E7, Level-7, Lalmatia, Dhaka-1207	Shareholder	1604650067889984	40,000	0.06%
68.	Rehana Parvin	559/6, North Ibrahimpur, Kafrul, Dhaka-1216	Shareholder	1604650067889917	130,000	0.20%
69.	E-Securities Ltd.	9/F, Motijheel C/A, Room-509, Dhaka Stock Exchange Bhaban, Motijheel, Dhaka-1000	Shareholder	1202880003801810	1,000,000	1.54%
70.	Mrs. Farzana Moazzam	House-271, Eastern Road, Baridhara DOHS, Dhaka	Shareholder	1202880031459679	200,000	0.31%
71.	Captain M. Moazzam Hossain	Paramount Heights, 12 th &13 th Floor, 65/2/1 Box Culvert Road, Purana Paltan, Dhaka	Shareholder	1202880000037311	800,000	1.23%
72.	Gazi Mukarram Ali Chowdhury	Flat-404, House-15, Road-1, Nasirabad Housing Society, Muradpur, Chittagong	Shareholder	1201950063760118	100,000	0.15%
73.	Mohammed Asif Raihan Chowdhury	Y-9/4, Road-5, Block-A, Chandgaon R/A, Chittagong, Bangladesh	Shareholder	1204830064703441	20,000	0.03%
74.	Shubrata Paul	137, Novel House (2nd Floor), Shantinagar, Dhaka	Shareholder	1205950067534355	1,000,000	1.54%
75.	Parmita Protik Das	Flat-3E, Housse-28, Road-9/A, Dhanmondi R/A, Dhaka-1209	Shareholder	1204220067323511	2,500,000	3.85%
76.	M/S Bandhan International	Flat-3E, Housse-28, Road-9/A, Dhanmondi R/A, Dhaka-1209	Shareholder	1204220067323597	5,000,000	7.69%

Sl. No.	Name	Address	Position	BO ID	Total No. of Share	Pre IPO%
77.	S.M. Malek	House-04, Road-08, Sector-03, Uttara, Dhaka-1230	Shareholder	1201480067353374	2,000,000	3.08%
78.	Lutfur Rahman	RangsAnando, Apt.-D-8, House-48, Road-10/A, Dhanmondi, Dhaka-1208	Shareholder	1203110059591746	1,000,000	1.54%
79.	Farida Parvin	House- 83, Road-07, Sector-o8, Uttara, Dhaka.	Shareholder	1201480066592267	50,000	0.08%
80.	Md. ShafiulAzam Khan	50, KhajeDewan, 2nd Lane, Lalbagh, Dhaka-1211.	Shareholder	1204910042626804	100,000	0.15%
81.	Md. Razaul Karim	NurulAminer Bari, NeamataliShahiMazar, Chittagong	Shareholder	1201960066614991	100,000	0.15%
82.	A.N.M Wahid Hossain	C/O, SayedGolamhaiderMintu, 30 Joynagar North, Chawkbazar, Chittagong	Shareholder	1201960043441538	100,000	0.15%
83.	A.F Mohiuddin Khan	House-32(New), 275 (Old)/KA, Road-16 (New), 27 (Old), Jigatola, Dhanmondi, Dhaka	Shareholder	1201480065132802	100,000	0.15%
84.	Burhan Uddin Choyial	Vill: Chor Mohishkhali, Sarkarkandi, Chor Mohishkhali, P.O-DM Khali-8030, Vedorgonj, Shariotpur	Shareholder	1604940059768339	50,000	0.08%
85.	Md. Baktiar Uddin	House- 18, Road-Polashpur 02, Block-D, Polashpur, Donia, Shampur, Dhaka	Shareholder	1606060067338851	50,000	0.08%
86.	Mrs. Ahsena	House- 62, Road- 10, Merul DIT Project, Gulshan-1212, Badda, Dhaka.	Shareholder	1205590064186101	50,000	0.08%
87.	Md. Mazharul Islam Chowdhury	122/5, North Mugda Para, P.O# Basaboo, Dhaka-1214.	Shareholder	1205590064848083	100,000	0.15%
88.	Alamgir Hossain	Flat-B/7, Firoza Rose, 12, Eskaton Road, Ramna, Dhaka-	Shareholder	1203110063917110	25,500	0.04%
89.	Md. Mosharraf Uddin Khaled	RF Johora Tower, 1401 SK Mujib Road, Agrabad, Ctg	Shareholder	1201960045102131	200,000	0.31%
90.	Mohammad Abul Hossain Hasan	Apt. Chameli, Flat# 2/D, 32/1, Chameli Bag, Dhaka-1217.	Shareholder	1201950052203093	150,000	0.23%
91.	Md. Saidur Rahman	House# 23, Flat# 6/B, Road# 01, Block# E, Bonosree, Rampura, Dhaka.	Shareholder	1204220062713959	50,000	0.08%
92.	Sheikh Nasir Uddin	Sky View Momota Center, Flat No- A/8, Pioner Road 48-49, Kakrail, Dhaka.	Shareholder	1201480017759545	200,000	0.31%
93.	Mohammad Saiful Islam	House- 914/2/B Shaheed Bag, Shaheed Bag, Shantinagar-1216, Motijheel, Dhaka.	Shareholder	1605760065278738	100,000	0.15%
94.	Md Arafat Shums	House-01, North Road, Newmarket-1205, Dhaka.	Shareholder	1605760067100963	100,000	0.15%
95.	Md. Delowar Hassain	267/B, Malibagh, Chowdhuripara, Dhaka.	Shareholder	1606060067281191	100,000	0.15%
96.	S.M. Zahid Bin Faruque	Vill- Bajukathi, P.O-Durgapur, Pirojpur.	Shareholder	1201480064561018	100,000	0.15%
97.	Md. Mehedi Hasan	Vill- Pararhat Road, Amlapara, Prijupur-8500.	Shareholder	1201480064813616	100,000	0.15%
98.	Minhaz Hasnin	10/C Green Square, Green Road, Newmarket-1205, Dhanmondi, Dhaka.	Shareholder	1201480067131068	50,000	0.08%
99.	Mohammad Rashidul Hassan	147/1, Green Road, Tejgaon-1215,	Shareholder	1201480067131504	50,000	0.08%
100.	SK Trims & Industries Ltd.	45, Madrasa Road, 111/33, Tilargati, Sataish, Tongi, Gazipur-1712.	Shareholder	1606060066341748	1,000,000	1.54%
101.	Ahmed Rafi Farid	23/KA, New Eskaton, 5 th floor, Dhaka-1000, Bangladesh	Shareholder	1202200000219643	50,000	0.08%
102.	Nazmoon Nahar Khondaker	Flat -G 6, Tenement-1, Plot-301/A, Road-06, Block -E, Basundhara R/A, Dhaka	Shareholder	1202200003500625	100,000	0.15%
103.	Mina Banik	House -E2, Tenement-2, Road-06, Block-E, Basundhara R/A, Dhaka	Shareholder	1202200067786505	50,000	0.08%
104.	A.S.M. Ahasan Habib Chowdhury	Abdul Majid Chowdhury House, North Haitkandi, Haitkandi- 4311, Mirsora, Chattogram.	Shareholder	1203110060434458	200,000	0.31%
105.	Md. Abul Kasem	158-159, Motijheel, Room-10, 9th Floor, Dhaka.	Shareholder	1202550068807871	100,000	0.15%
106.	Abdus Samad Azad	House- 3/9, block-E, Lalmatia, Mohammadpur, Dhaka	Shareholder	1201910056783517	200,000	0.31%
107.	Md Amran	Chairman Bari, Mizan Market Road, Southpara, Bimanbandar, Ctg	Shareholder	1201960064462656	100,000	0.15%
108.	Md. Ashaduzzaman	House- 10(F1), 5th Floor, L-2, Road-01, Sonali-R/A, Halishohor.	Shareholder	1201950068436063	50,000	0.08%
Total number of shares					65,000,000	100%

(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, a position held in other companies of all the directors before the public issue:

Name of the Directors	Address	Age	Experience (Years)	BO ID Number	TIN number	No. of shares held	Share hold (%) Pre-IPO	Position held in other companies	
								Other Company	Position
Muhammad Shamsul Islam	Flat: D2 Tenement: 1, Plot: 301/A, Road: 06, Block: E, Bashundhara R/A, Dhaka	42	11	1203680063634905	434368934960	11,149,989	17.15%	Dominage Developments & Holding Ltd.	Managing Director
								Dominage Consultants Ltd.	Director
Mohammad Rafiqul Islam	Flat: D2, Tenement: 1, Plot: 301/A, Road: 06, Block: E, Bashundhara R/A, Dhaka.	41	11	1203680067608031	830849571373	11,149,989	17.15%	Dominage Developments & Holding Ltd.	Director
								Dominage Consultants Ltd.	Chairman
Sujit Saha	House: 162 (2nd Floor), Sahntinagar, Paltan, Dhaka.	42	15	1204240062975321	816827147761	2,437,522	3.75%	Fine Foods Ltd.	Chairman
Rakibul Islam	Flat: A5, House: 21, Road: 12, Dhanmondi R/A, Dhaka.	33	8	1203680067903080	168171429462	1,974,125	3.04%	N/A	N/A
Abul Kalam Bhyian	House: 283, Road: 06, Agrabad CDA, PO: Bandar, PS: Doublemooring, Dist: Chittagong.	62	30	1203060019852971	114719990136	1,974,125	3.04%	Nassa Design & Developments Ltd.	Chairman
								Nasim International Ltd.	Managing Director
								Five H Packaging co.	Partner
								Paradise Embroidery & Services	

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

TO WHOM IT MAY CONCERN

This is to certify that all the shares have been allotted to its Director in face value & in cash other than cash and the average cost of acquisition of equity by the Director is Tk. 10 each, Necessary particulars of shareholdings, allotment dates and consideration are given below:

Date of Allotment	Nature of Transaction	Name of Director					Consideration	Face value of Share (Tk.)
		Muhammad Shamsul Islam	Mohammad Rafiqul Islam	Sujit Saha	Rakibul Islam	Abul Kalam Bhyian		
08-03-2007	By Allotment	4,250	4,250	-	-	-	Cash	10.00
25-08-2014	By Allotment	4,250	4,250	-	-	-	Transfer	
28-02-2017	By Allotment	-	-	300	-	-	Cash	10.00
20-05-2018	By Allotment	1,043,500	829,500	111,300	100,000	60,000	Cash	10.00
14-06-2018	By Allotment	1,525,400	1,215,100	161,820	145,000	87,000	Bonus	10.00
31-03-2019	By Allotment	6,672,600	7,196,900	1,414,080	1,729,125	1,827,125	Cash	10.00
06-06-2020	By Allotment	1,899,989	1,899,989	750,022	-	-	Transfer	10.00
Total Number of Shares		11,149,989	11,149,989	2,437,522	1,974,125	1,974,125		

N:B: The Company split its share from Tk. 100/- to Tk. 10/- at 20.08.2018

Date: 08.09.2019

Place: Dhaka

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(d) The detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors or directors. In this connection, a statement to be included:

Muhammad Shamsul Islam, Chairman

Date of allotment /transfer of fully paid-up shares	Consideration	Nature of Issue	No. of equity shares	Face value	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares	% pre-issue paid-up capital	% post issue paid-up capital	Sources of fund
08-03-2007	Cash	Ordinary Share	4,250	10	10	4,250	17.15%	11.74%	Own Source
25-08-2014	Transfer		4,250	10	10	8,500			
20-05-2018	Cash		1,043,500	10	10	1,052,000			
14-06-2018	Bonus		1,525,400	10	10	2,577,400			
31-03-2019	Cash		6,672,600	10	10	92,500,000			
06-06-2020	Transfer		1,899,989	10	10	11,149,989			

Mohammad Rafiqul Islam, Managing Director

Date of allotment /transfer of fully paid-up shares	Consideration	Nature of Issue	No. of equity shares	Face value	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares	% pre-issue paid-up capital	% post issue paid-up capital	Sources of fund
08-03-2007	Cash	Ordinary Share	4,250	10	10	4,250	17.15%	11.74%	Own Source
25-08-2014	Transfer		4,250	10	10	4,250			
20-05-2018	Cash		829,500	10	10	838,000			
14-06-2018	Bonus		1,215,100	10	10	2,053,100			
31-03-2019	Cash		7,196,900	10	10	9,250,000			
06-06-2020	Transfer		1,899,989	10	10	11,149,989			

Sujit Saha, Director

Date of allotment /transfer of fully paid-up shares	Consideration	Nature of Issue	No. of equity shares	Face value	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares	% pre-issue paid-up capital	% post issue paid-up capital	Sources of fund
28-02-2017	Cash	Ordinary Share	300	10	10	300	3.75%	2.75%	Own Source
20-05-2018	Cash		111,300	10	10	111,600			
14-06-2018	Bonus		161,820	10	10	273,420			
31-03-2019	Cash		1,414,080	10	10	1,687,500			
06-06-2020	Transfer		750,022	10	10	2,437,522			

Rakibul Islam, Director

Date of allotment /transfer of fully paid-up shares	Consideration	Nature of Issue	No. of equity shares	Face value	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares	% pre-issue paid-up capital	% post issue paid-up capital	Sources of fund
20-05-2018	Cash	Ordinary Share	100,000	10	10	100,000	3.04%	2.08%	Own Source
14-06-2018	Bonus		145,000	10	10	245,000			
31-03-2019	Cash		1,729,125	10	10	1,974,125			

Abul Kalam Bhyian, Director

Date of allotment /transfer of fully paid-up shares	Consideration	Nature of Issue	No. of equity shares	Face value	Issue price/ acquisition price/ transfer prices	Cumulative no. of equity shares	% pre-issue paid-up capital	% post issue paid-up capital	Sources of fund
20-05-2018	Cash	Ordinary Share	60,000	10	10	60,000	3.04%	2.08%	Own Source
14-06-2018	Bonus		87,000	10	10	147,000			
31-03-2019	Cash		1,827,125	10	10	1,974,125			

**** The Company split its share as on 20-08-2018 to 10 from 100 each.**

(e) Detail of shares issued by the company at a price lower than the issue price:

All the shares are issued by the Company at face value of Tk.10.00 before this issue.

(f) History of significant (5% or more) changes in ownership of securities from inception.

Date of Allotment/ Transfer	Nature of Transaction	Muhammad Shamsul Islam		Mohammad Rafiqul Islam		M/S Bandhan International	
		No. of shares	% Pre-IPO	No. of shares	% Pre-IPO	No. of shares	% Pre-IPO
08-03-2007	By Allotment	4,250	17.15%	4,250	17.15%	-	7.69%
25-08-2014	By Transfer	4,250		4,250		-	
20-05-2018	By Allotment	1,043,500		829,500		-	
14-06-2018	By Allotment	1,525,400		1,215,100		-	
31-03-2019	By Allotment	6,672,600		7,196,900		500,000	
06-06-2020	By Transfer	1,899,989		1,899,989		4,500,000	

CHAPTER-XIV

CORPORATE GOVERNANCE

- (a) A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Guidelines of the Bangladesh Securities and Exchange Commission (BSEC):

Annexure-A

MANAGEMENT DISCLOSURE REGARDING COMPLIANCE WITH THE REQUIREMENTS OF CORPORATE GOVERNANCE GUIDELINES OF BANGLADESH SECURITIES AND EXCHANGE COMMISSION

The Company declares that it is in compliance with the requirements of the applicable regulations of Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission in respect of corporate governance including the constitution of the Board and committees thereof.

Sd/-

Mohammad Rafiqul Islam

Managing Director

Dominance Steel Building Systems Ltd.

- (b) A compliance report of Corporate Governance requirements certified by competent authority:

Annexure-B

[Certificate as per condition No. 1(5) (xxvii)]

REPORT TO THE SHAREHOLDERS OF DOMINANCE STEEL BUILDING SYSTEMS LTD. COMPLIANCE ON THE CORPORATE GOVERNANCE CODE

We have examined the compliance status to the Corporate Governance Code by **Dominance Steel Building Systems Ltd.** for the period ended 30 June, 2019. This Code relates to Notification No. BSEC/CMRRCD/2006-158/207/admin/80 Dated 03 June 2018 of the Bangladesh Securities and Exchange Commission. Such compliance with the Corporate Governance Code is the responsibility of the Dominance Steel Building Systems Ltd. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance with the conditions of the Corporate Governance Code. This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) Dominance Steel Building Systems Ltd. has complied with the conditions of the Corporate Governance Code as stipulated in the above-mentioned Corporate Governance Code issued by the Commission;
- (b) Dominance Steel Building Systems Ltd. has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by Dominance Steel Building Systems Ltd. required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The Governance of the Company is satisfactory.

Dated: 27.02.2020

Place: Dhaka

Sd/-

FAMES & R

Chartered Accountants

**STATUS OF COMPLIANCE REPORT ON CORPORATE GOVERNANCE OF
DOMINAGE STEEL BUILDING SYSTEMS LTD.**

Status of compliance with the conditions imposed by the Commission's Notification No BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June, 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:
(Report Under Condition No: 09)

Condition No.	Title	Compliance Status(Put \checkmark in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1.	Board of Directors:-			
1. (1)	Size of the Board of Directors The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more than 20 (twenty).	\checkmark		
1. (2)	Independent Directors All companies shall have effective representation of independent directors on their Boards, so that the Board, as a group, includes core competencies considered relevant in the context of each company; for this purpose, the companies shall comply with the following:-			
1. (2) (a)	At least one-fifth (1/5) of the total number of directors in the company's Board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);	\checkmark		Total numbers of directors on the board is 07(Seven) includes with two independent directors
1. (2) (b)	For the purpose of this clause "independent director" means a director-			
1. (2) (b) (i)	who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	\checkmark		
1. (2) (b) (ii)	who is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who hold one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above-mentioned shares in the company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	\checkmark		
1. (2) (b) (iii)	who has not been an executive of the company in immediately preceding 2 (two) Financial Years;	\checkmark		
1 (2) (b) (iv)	who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	\checkmark		
1 (2) (b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	\checkmark		
1 (2) (b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of a stock exchange or an intermediary of the capital market;	\checkmark		
1 (2) (b) (vii)	who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	\checkmark		
1(2)(b)(viii)	who is not independent director in more than 5 (five) listed companies;	\checkmark		
1 (2) (b) (ix)	who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI); and	\checkmark		
1 (2) (b) (x)	who has not been convicted for a criminal offence involving moral turpitude:-	\checkmark		

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1 (2) (c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM);	✓		Independent Directors has been appointed by the Board of Directors on 09 th September, 2019 and 05 February, 2020 to be placed to the shareholders for approval in the next AGM.
1 (2) (d)	The post of independent director(s) cannot remain vacant for more than 90(ninety) days; and	✓		
1 (2) (e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only: Provided that a former independent director may be considered for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]; Provided further that the independent director shall not be subject to retirement by rotation as per the, (Companies Act, 1994).	✓		
(3)	Qualification of Independent Director.-			
1 (3) (a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make a meaningful contribution to the business;	✓		
1 (3) (b)	Independent Director Shall have following qualifications:			
1 (3) (b) (i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or business association; or			N/A
1 (3) (b) (ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid-up capital of Tk.100.00 million or of a listed company; or	✓		
1 (3) (b) (iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law; or	✓		
1 (3) (b) (iv)	University Teacher who has an educational background in Economics or Commerce or Business Studies or Law; or			N/A
1 (3) (b) (v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			N/A
1 (3) (c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓		
1 (3) (d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.			No such issue arose
4	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-			
1 (4) (a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓		
1 (4) (b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓		

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1 (4) (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓		
1 (4) (d)	The Board shall clearly define the respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer;	✓		
1 (4) (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of the absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
(5)	The Directors' Report to Shareholders:			
	The Board of the company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):-			
1 (5) (i)	An industry outlook and possible future developments in the industry;	✓		
1 (5) (ii)	The segment-wise or product-wise performance;	✓		
1 (5) (iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on the environment, if any;	✓		
1 (5) (iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓		
1 (5) (v)	A discussion on the continuity of any extraordinary activities and their implications (gain or loss);			No such issue arose
1 (5) (vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1 (5) (vii)	A statement of the utilization of proceeds raised through public issues, rights issues and/or any other instruments;			No such issue arose
1 (5) (viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.;			No such issue arose
1 (5) (ix)	An explanation of any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;			No such matter to explain
1 (5) (x)	A statement of remuneration paid to the directors including Independent Director	✓		Independent Directors have not received any remuneration
1 (5) (xi)	A statement that the financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	✓		
1 (5) (xii)	A statement that proper books of account of the issuer company have been maintained;	✓		
1 (5) (xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	✓		
1 (5) (xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in the preparation of the financial statements and any departure there from has been adequately disclosed;	✓		
1 (5) (xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓		
1 (5) (xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓		

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1 (5) (xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons thereof shall be disclosed;	✓		
1 (5) (xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;			No such matter to explain
1 (5) (xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓		
1 (5) (xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	✓		Business growth and reinvestment
1 (5) (xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	✓		
1 (5) (xxii)	The total number of Board meetings held during the year and attendance by each director;	✓		
1 (5) (xxiii) (a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	-	-	N/A
1 (5) (xxiii) (b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	✓		
1(5)(xxiii) (c)	Executives; and	✓		
1 (5) (xxiii) (d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details);	✓		
1(5) (xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5) (xxiv) (a)	a brief resume of the director;	✓		
1.5 (xxiv) (b)	nature of his or her expertise in specific functional areas; and	✓		
1 (5) (xxiv) (c)	names of companies in which the person also holds the directorship and the membership of committees of the Board;-	✓		
1 (5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1 (5)(xxv) (a)	accounting policies and estimation for preparation of financial statements;	✓		
1 (5) (xxv) (b)	changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in the absolute figure for such changes;	✓		
1 (5) (xxv) (c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediately preceding five years explaining reasons thereof;	✓		
1 (5) (xxv) (d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓		
1 (5) (xxv) (e)	briefly explain the financial and economic scenario of the country and the globe;	✓		
1 (5) (xxv) (f)	risks and concerns issues related to the financial statements, explaining such risk and a concerns mitigation plan of the company; and	✓		
1 (5) (xxv) (g)	future plan or projection or forecast for the company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓		
1 (5) (xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A ; and	✓		
1 (5) (xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C .	✓		

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1 (6)	Meetings of the Board of Directors			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1 (7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officers			
1 (7) (a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓		
1 (7) (b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with the environment, employees, customers and suppliers; and independency.	✓		
2	Governance of Board of Directors of Subsidiary Company.-			The Company has no any subsidiary Company.
2 (a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;			N/A
2 (b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company;			N/A
2 (c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company;			N/A
2 (d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;			N/A
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.			N/A
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS)			
3 (1)	Appointment			
3 (1) (a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓		
3 (1) (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓		
3 (1) (c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓		
3 (1) (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓		
3 (1) (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without the approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		
3 (2)	Requirement to attend the Board of Directors' Meetings			

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3(3)	Duties of Managing Director(MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3 (3) (a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
3 (3) (a) (i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3 (3) (a) (ii)	these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3 (3) (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee. - For ensuring good governance in the company, the Board shall have at least following sub-committees:			
4 (i)	Audit Committee; and	✓		
4 (ii)	Nomination and Remuneration Committee.	✓		
5	Audit Committee.-			
5 (1)	Responsibility to the Board of Directors.			
5(1)(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓		
5(1) (b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5 (2)	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members;	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;			No such matter to explain
5(2)(e)	The company secretary shall act as the secretary of the Committee;	✓		

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5 (3)	Chairperson of the Audit Committee			
5(3) (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5(3) (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.			No such incident arose
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM): Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and the reason for the absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	✓		Will attend in upcoming AGM
5 (4)	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year: Provided that an emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		Independent director will remain present in meeting from onward
5 (5)	Role of Audit Committee:			
5(5)(a)	oversee the financial reporting process;	✓		
5(5)(b)	monitor choice of accounting policies and principles;	✓		
5(5)(c)	monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5(5)(d)	oversee hiring and performance of external auditors;	✓		
5(5)(e)	hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5) (f)	review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5(5) (g)	review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		
5(5) (h)	review the adequacy of internal audit function;	✓		
5(5) (i)	review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5(5) (j)	review statement of all related party transactions submitted by the management;	✓		
5(5) (k)	review Management Letters or Letter of Internal Control weakness issued by statutory auditors;	✓		
5(5) (l)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	✓		
5(5) (m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:			No such matter arose

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
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	Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results: Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.			
5 (6)	Reporting of the Audit Committee			
5 (6) (a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the board on the following findings, if any:			
5(6)(a)(ii)(a)	report on conflicts of interests;			No such incidence arose
5(6)(a)(ii) (b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			
5(6) (a)(ii) (c)	suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and			
5(6)(a)(ii) (d)	any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			
5(6)(b)	Reporting to the Authorities If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			No such reportable incidence arose
5.7	Reporting to the Shareholders and General Investors Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	✓		
6	Nomination and Remuneration Committee (NRC).-			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓		
6(1)(b)	The NRC shall assist the Board in the formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at condition No. 6(5)(b).	✓		
6 (2)	Constitution of the NRC			
6(2) (a)	The Committee shall comprise of at least three members including an independent director;	✓		
6(2)(b)	All members of the Committee shall be non-executive directors;	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the			No such incidence arose

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
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	board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;			No such incidence arose
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		
6(2) (h)	The quorum of the NRC meeting shall not constitute without the attendance of at least an independent director;	✓		
6(2) (i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6 (3)	Chairperson of the NRC			
6(3) (a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓		
6(3) (b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;			No such incidence arose
6(3) (c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders: Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder's queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM.			Will attend in upcoming AGM
6 (4)	Meeting of the NRC			
6(4) (a)	The NRC shall conduct at least one meeting in a financial year;	✓		
6(4) (b)	The Chairperson of the NRC may convene an emergency meeting upon request by any member of the NRC;	✓		
6(4) (c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		
6(4) (d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6 (5)	Role of the NRC			
6(5) (a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
6(5) (b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓		
6(5)(b)(i)	formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓		
6(5) (b)(i)(a)	the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		
6(5)(b)(i)(b)	the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		
6(5)(b)(i)(c)	remuneration to directors, top-level executive involves a balance between fixed and incentive pay reflecting short and long-term	✓		

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
	performance objectives appropriate to the working of the company and its goals;			
6(5)(b) (ii)	devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
6(5)(b) (iii)	identifying persons who are qualified to become directors and who may be appointed in a top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		
6(5)(b) (iv)	formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6(5) (b) (v)	identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	✓		
6(5)(b) (vi)	developing, recommending and reviewing annually the company's human resources and training policies;	✓		
6(5) (c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7	External or Statutory Auditors.-			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:-			
7(1)(i)	appraisal or valuation services or fairness opinions;	✓		
7(1)(ii)	financial information systems design and implementation;	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	✓		
7(1)(iv)	broker-dealer services;	✓		
7(1)(v)	actuarial services;	✓		
7(1)(vi)	internal audit services or special audit services;	✓		
7(1)(vii)	any service that the Audit Committee determines;	✓		
7(1)(viii)	audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	✓		
7(1) (ix)	Any other service that creates a conflict of interest.			No such incidence arose
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
8	Maintaining a website by the Company.-			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.			Will be complied while listing
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).			Will be complied while listing
9	Reporting and Compliance of Corporate Governance.-			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the	✓		

Condition No.	Title	Compliance Status(Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
	Commission and shall such certificate shall be disclosed in the Annual Report.			
9(2)	The professional who will provide the certificate on the compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.			Will appoint in the next AGM
9(3)	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		

c) Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate:

Audit Committee Members	Nomination & Remuneration Committee Members
<ul style="list-style-type: none"> • Md. Shah Alam (Independent Director) Chairman of the committee • Rakibul Islam, Director-Member • Abul Kalam Bhuyan, Director-Member • Mahfizur Rahman, Company Secretary 	<ul style="list-style-type: none"> • Tapan Chandra Banik, (Independent Director) Chairman of the committee • Sujit Saha, Director-Member • Rakibul Islam, Director-Member • Mahfizur Rahman, Company Secretary

The terms of reference of the audit committee are as follows:

- Oversee the Financial Reporting process;
- Monitor choice of accounting policies and principles;
- Monitor Internal Control Risk management process;
- Oversee the hiring and performance of external auditors;
- Review along with the management, the annual financial statements before submission to the board for approval;
- Review along with the management, the quarterly and half-yearly financial statements before submission to the board for approval;
- Review the adequacy of the internal audit function;
- Review statement significantly related party transactions submitted by the management;
- Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.

The terms of reference of the remuneration committee are as follows:

- To assist the Board in developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company;
- Determining the remuneration packages;
- Review the Annual Confidential Report (ACR) of senior management of the company;
- Review and oversee the Company's overall human resources strategy.

CHAPTER-XV

VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER

- a) The valuation report of securities to be offered shall be prepared and justified by the issue manager on the basis of the financial and all other information pertinent to the issue:

The valuation report of the securities offers of Dominance Steel Building Systems Ltd. prepared by issue manager (Shahjalal Equity Management Limited) on the basis of financial and all other information pertinent issues.

- b) To prepare the valuation report, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information:

Qualitative Justification:

- Good Corporate Governance is a key factor for a business and it is well-practiced in DSBSL.
- Management of the company is highly experienced.
- The Company has good profitability and sustainable growth record has been increased day by day.
- The Company has used modern technology, as a result in increased productivity.
- Market share has been growing swiftly.

Quantitative Justification:

Primary Valuation method for the Company is considered on the basis of Net Assets Value and Earnings based valuation per share.

- c) While preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence:

The issue manager while preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence.

- d) The issue manager(s) shall, among others, consider the following methods for valuation of the securities:

The valuation report of the securities is being prepared on the basis of the financial and all other information pertinent to the issue. The fair value is determined under different valuation methods referred to in clause no. Annexure-E (B) (14) of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

The following table illustrates the calculation of the fair value of **Dominance Steel Building Systems Ltd.**

Sl. No	Valuation Methods	Amount in (BDT)
Method-1	Net asset value (without revaluation reserve) 30 June, 2019	19.81
Method-2	i. Earning-based-value per Share (Considering average Sector P/E)	16.56
	ii. Earning-based-value per Share (Considering average Market P/E)	18.02
Method-3	Average market price per share of similar stocks	45.71

The detail valuation working under the above-mentioned methods are furnished under the head of “valuation under different methods as prescribed in Clause No. Annexure- E (B) (14) of Bangladesh Securities and Exchange Commission (public Issue) Rules, 2015” described in this section.

METHODS OF VALUATION:

We have considered the following methods to determine the share price of Dominance Steel Building Systems Ltd.:

THE DETAIL CALCULATION IS ILLUSTRATED BELOW –

The detail calculation is illustrated below –

METHOD 1: NET ASSET VALUE (NAV) AT HISTORICAL OR CURRENT COSTS PER SHARE

The NAV per share is based on the information of the latest audited Financial Statements as on June 30, 2019. The NAV per share at current costs is **BDT. 19.81** that has been derived by dividing the net assets at the end of the period by the number of outstanding shares before IPO as shown in the table below:

Shareholder's Equity	Amount in Taka
	30-Jun-19
Share Capital	650,000,000
Retained Earnings	637,477,371
Total Shareholders' Equity on June 30, 2019	1,287,477,371
No. Of Share Outstanding End of the period	65,000,000
Net Asset Value Per Share	19.81

N: B: Company Splits its Share Tk. 100/- to Tk. 10/- Dated:20-08-2018

METHOD 2: (i) EARNING-BASED-VALUE PER SHARE SECTOR P/E

Earning-based-value per share based on historical information sourced from audited Financial Statements and statistics from Dhaka Stock Exchange Limited (DSE). The value was calculated by considering weighted net profit after tax for last 5 (five) years as per audited Financial Statements and market earnings multiple. The weighted average Earnings per share (EPS) is **BDT. 1.47** And the three months' average DSE Sector P/E is **11.23** Therefore Earning-based-value per share has been derived as **BDT. 16.56**

Year	No. of Share	Net Profit After Tax	Weighted Average No. of Share	Weighted Average Net profit after tax
June 30, 2019	65,000,000	96,718,216	86.80%	83,952,894
June 30, 2018	9,832,170	90,117,426	13.13%	11,832,382
June 30, 2017	17,300	98,073,036	0.02%	22,657
June 30, 2016	17,000	94,534,899	0.02%	21,461
June 30, 2015	17,000	79,436,193	0.02%	18,034
Total	74,883,470	458,879,769	100%	95,847,429
Total Number of Share outstanding				65,000,000
EPS Based on Weighted Average Net Profit After Tax				1.47
Average Sector P/E(Average Sector P/E of Oct, Nov and Dec- 2019)**				11.23
Historical Earning Based Value Per Share (WEPS X sector P/E)				16.56

N:B: The Company had subdivided the face value of its Ordinary Shares from Tk. 100/- to Tk. 10/- at 20-08-2018

(ii) EARNING-BASED-VALUE PER SHARE MARKET P/E

Earning-based-value per share based on historical information sourced from audited Financial Statements and statistics from Dhaka Stock Exchange Limited (DSE). The value was calculated by considering weighted net profit after tax for last 5 (five) years as per audited Financial Statements and market earnings multiple. The weighted average Earnings per share (EPS) is **BDT. 1.47** and the three months' average DSE Market P/E is **12.22** Therefore Earning-based-value per share has been derived as **BDT. 18.02**

Year	No. of Share	Net Profit After Tax	Weighted Average No. of Share	Weighted Average Net profit after tax
June 30, 2019	65,000,000	96,718,216	86.80%	83,952,894
June 30, 2018	9,832,170	90,117,426	13.13%	11,832,382
June 30, 2017	17,300	98,073,036	0.02%	22,657
June 30, 2016	17,000	94,534,899	0.02%	21,461
June 30, 2015	17,000	79,436,192	0.02%	18,034
Total	74,883,470	458,879,769	100%	95,847,429
Total Number of Share outstanding				65,000,000
Diluted EPS Based On Weighted Average Net Profit After Tax				1.47
Average Market P/E (Average Market P/E of Oct, Nov and Dec- 2019)**				12.22
Historical Earning Based Value Per Share (WEPS X Market P/E)				18.02

N:B: The Company had subdivided the face value of its Ordinary Shares from Tk. 100/- to Tk. 10/- at 20-08-2018

Information collected from DSE Monthly Review (Oct, Nov and Dec- 2019)

Month	Average Sector P/E	Average Market P/E
31-Oct-19	11.35	12.61
30-Nov-19	11.01	12.26
30-Dec-19	11.34	11.80
Total	33.70	36.67
Average P/E Ratio	11.23	12.22

Source: DSE Monthly Review

METHOD 3: AVERAGE MARKET PRICE PER SHARE OF SIMILAR STOCKS:

We have considered comparable companies engaged in similar business listed on the Dhaka Stock Exchange Limited to drive valuation on the average market price of the similar stock.

Sl. No	Date	Bangladesh Building Systems Limited	Bangladesh Steel Re-Rolling Mills
1	31-Jan-19	30.70	77.20
2	28-Feb-19	31.70	76.00
3	31-Mar-19	28.10	72.10

Sl. No	Date	Bangladesh Building Systems Limited	Bangladesh Steel Re-Rolling Mills
4	30-Apr-19	27.20	67.00
5	30-May-19	28.40	70.70
6	30-Jun-19	28.10	70.90
7	31-Jul-19	26.20	65.40
8	29-Aug-19	25.40	65.50
9	30-Sep-19	20.50	61.20
10	31-Oct-19	18.40	69.00
11	28-Nov-19	17.80	54.80
12	30-Dec-19	16.00	48.80
Total		298.50	798.60
Average Price		24.88	66.55
Average Price of These 02 (Two Stocks)		45.71	

SOURCES OF INFORMATION:

1. Monthly review published by Dhaka Stock Exchange Ltd.

OFFER PRICE:

Based on the above-mentioned valuation methodologies as per Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015 the management of the Company in consultation with the Issue Manager has set the issue price at **BDT.10.00** each at par value.

CONCLUSION:

Therefore, the issue manager & management of the Company believe that the Offering Price of Tk. 10.00 per Share is justified.

CHAPTER-XVI

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;**

Dominance Steel Building Systems Ltd. has not issued or is planning to issue any debt securities within 6 (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;**

Dominance Steel Building Systems Ltd. has not issued or is planning to issue any debt securities within 6 (six) months.

- 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;**

Dominance Steel Building Systems Ltd. has not issued or is planning to issue any debt securities within 6 (six) months.

- d) Repayment or redemption or conversion status of such securities.**

Dominance Steel Building Systems Ltd. has not issued or is planning to issue any debt securities within 6 (six) months.

CHAPTER-XVII

PARTIES INVOLVED AND THEIR RESPONSIBILITIES, AS APPLICABLE

SL No.	Name of Parties		Responsibilities
(a)	Issue Manager	Shahjalal Equity Management Limited	The Issue Managers will act as the manager of the issue for the public issue as described in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.
(b)	Underwriters	Shahjalal Equity Management Limited	The Underwriters will act as the underwriters to the public issue as described in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.
(c)	Statutory Auditors	Ashraf Uddin & Co Chartered Accountants	To express an opinion on these financial statements based on their audit. The auditor will conduct the audit in accordance with International Standards on Auditing (ISA).
(d)	Cost Auditor	No	N/A
(e)	Valuer	No	N/A
(f)	Credit Rating Company	No	N/A

CHAPTER-XVIII

MATERIAL CONTRACTS

Major agreements entered into by the issuer;

(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. Shahjalal Equity Management Limited

2. Issue Management Agreement between the Company and;

- i. Shahjalal Equity Management Limited

(b) Material parts of the agreements:

1. Issue Management Agreement

Issue Management agreement with	Shahjalal Equity Management Limited
Signing Date	27 September, 2018
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.

2. Underwriting Agreement:

Underwriting Agreements with	Shahjalal Equity Management Limited
Signing Date	15 September, 2019
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.

(c) Fees payable to different parties:

Name of the Parties	Role	Fees Payable
Shahjalal Equity Management Limited	Issue Management Agreement	Amount in taka.3,000,000/-
Shahjalal Equity Management Limited	Underwriting Agreement	Underwriting commission at the rate of 0.50% on 35% of the Total IPO amount.(i.e. Tk. 525,000/-)

CHAPTER-XIX

LITIGATIONS, FINE OR PENALTY

a. The following litigation including 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 Litigation
- ii. **Litigation involving Criminal Laws:**
No Litigation
- iii. **Litigation involving Securities, Finance and Economic Laws:**
No Litigation
- iv. **Litigation involving Labor Laws:**
No Litigation
- v. **Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes or duties):**
No Litigation
- vi. **Litigation involving any other Laws:**
No Litigation

b. Cases including outstanding litigations filed by the company or any of its directors

- i. **Litigation involving Civil Laws:**
No cases filed by the company or any of its directors.
- ii. **Litigation involving Criminal Laws:**
No cases filed by the company or any of its directors.
- iii. **Litigation involving Securities, Finance and Economic 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 or duties):**
No cases filed by the company or any of its directors.
- vi. **Litigation involving any other Laws:**
No cases filed by the company or any of its directors.

CHAPTER-XX

RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

I. Internal risk factors may include, among others:

a) Credit Risk:

The risk of loss of principal or loss of a financial reward stemming from or otherwise meets a contractual obligation. Credit risk arises whenever a borrower is expecting to use future cash flows to pay a current debt. 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.

Management Perception:

Dominage Steel Building Systems Ltd. has a business deal with reputed customers having long standing and proven track record of timely settlement of sales Proceeds. Moreover, we have a robust system of credit control to mitigate the risk of discrepancy in our products. It may further be mentioned that all the sales are made fully secured by instruments like Post Dated Cheque (PDC), Bank Guarantee (BG), Letter of Credit (LC) etc. On principle, Dominage does not allow more 10% of contract value as credit to customers.

b) Liquidity Risk:

The risk of a company being unable to meet the short-term financial obligation. 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:

Dominage Steel Building Systems Ltd. is doing its level best to manage working capital in an efficient way to maintain liquidity risk. Management is dealing with accounts payable and accounts receivable efficiently. The management sets a control system to attain target current ratio over 2.0 to cover the liquidity risk.

c) The risk associated with the issuer's interest in subsidiaries, joint ventures and associates;

The risk may arise when the issuer has any subsidiaries, joint ventures and associates concern.

Management perception:

The Company have no subsidiaries, joint venture and associate's companies. So, there are no such possibilities of arisen risk in this respect.

d) Significant revenue generated from a 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 a limited number of customers and losing that particular customer has a negative impact on the company's sales and Cash flow as well as the pre engineering and steel structure sector.

Management Perception:

Dominage has diversified client base operating in different industry sectors such as Ready-Made Garments (RMG), pharmaceuticals, power, silos etc. The Company is always keen to find out new buyers to avoid dependency on limited number of customers. Also, Dominage is operating in direct market (i.e. with the individual clients) as well the whole sale market (B2B) of iron product covering a wide range of market. We are not dependent on any particular or limited number of customers to operate our business.

e) Dependency on a single or few supplier of raw materials, failure of which may affect production adversely;

An interruption in raw material supply may impediment of the smooth production process.

Management Perception:

The Company is not depended on a single or few supplier of raw materials. DSBSL has a good number of vendors for each and every ingredient and services. At present we are importing raw materials from 6 (six) supplier from China, India, Japan and Taiwan. We are constantly searching for new supplier of raw materials to get a competitive price with better quality. Further, we assume that sourcing of raw material would comparatively easier in times to come as due to globalization.

f) More than 20% revenue of the issuer comes from sister concern or associate or subsidiary;

Having 20% revenue generation from sister concern or associated or subsidiary makes issuer dependent on other companies. Hence, there is a dependency risk Revenue would be concentrated if it comes from sister concern or associate or subsidiary company.

Management Perception:

As the Company has no associate or subsidiary and no sales with any other sister concern, there is no such risk.

g) Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during the last five years, if any;

The Company's financial strength may abrade due to negative earnings and cash flow consecutively for more than five years.

Management Perception:

The company doesn't have any negative earnings, negative cash flows from operating activities, declining profitability, over the last five years and management does not perceive any such risk in upcoming year.

h) Loss-making associate or subsidiary or group companies of the issuer;

The Company may expose to risk of contagion which refers that the financial problem, especially insolvency, of one member of a group will bring about the deterioration in the condition of all members.

Management perception:

We do not have any investment in a subsidiary, associates or group companies.

i) Financial weakness and poor performance of the issuer or any of its subsidiary or associates;

Financial performance has a material impact on the sustainability of the Company as a going concern.

Management perception:

The Company's net profit after Tax and other business performance indicators show increasing trend due to the management dedication and suitable strategic action to face competition in the industry. Current and quick ratios are also in favor of the Company considering the industry.

j) Decline in value of any investment;

Investment value might rise or fall because of market conditions (market risk). The corporate decision, such as whether to expand into a new area of business or merge with another company, can affect the value of the investment.

Management perception

The Company has no such investment. Hence, there is no such type of risk.

k) The risk associated with the useful economic life of plant and machinery, if purchased in second hand or reconditioned;

There is obsolescence risk relating to plant & Machinery. If the machinery is purchased from second-hand or reconditioned there is high risk relating to the profitability of the company.

Management Perception:

Dominage Steel Building Systems Ltd. uses authentic patented machinery for overall operation hence; moreover there all types of machinery are fully covered with service warranty and insurance. Any disruption with the machine is being solved by expert technicians of the Company or manufacturer.

l) Adverse effect on future cash flow if interest-free loan given to the related party or such loans taken from directors may recall;

There is an interest burden on the company if the company gives Loan to the director or related party other excluding Interest if the money taken as loan. On the other hand, if such loan is taken from a related party or Director there will have a negative impact on the cash flows to pay off the loan.

Management perception

No unsettled receipt and payment in case of related party transaction. No director was given to or taken from a loan from the Company. So, no risk shall arise or possibilities to arise in the future.

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.

Conflict of interest between the issuer and its suppliers or major customer arise due to common management may create an impediment in the day to day business operational process.

Management perception

No sponsor or director hold any position or own any stake in the business of its supplier or customer. So, no conflict would arise in this respect.

n) Related party transactions entered into by the company those may adversely affect competitive edge;

In many cases related party transaction is undertaken in the course of the normal business of an entity, in view of the nature of related party relationships and transaction they may carry a higher risk about the ability of the Company to continue in business as a going concern- if the entity's interest is constantly subordinated to that of related party.

Management perception

The Company provides adequate disclosures in the audited financial statements which are sufficient about its related party transaction. The above disclosure is presented in a true and fair view of the company's transaction with the related party. So, there are no such possibilities to arising from the conflict in this respect.

- 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;**
The future business process or revenue may be hindered by any such restrictive covenants stipulated in the agreement with shareholders, with the sponsor or any loan agreement with the bank or financial institutes.

Management Perception

Dominant Steel Building Systems Ltd. is always aware of terms and conditions including any type of restrictive covenants before entering into and signing agreements. 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;**
The future business process of revenue generation may be hindered by no-cooperation of employees.

Management Perception:

The management of the Company always believes that employees are the main strength of concern and if employees have job satisfaction then they will give their best effort to perform their respective duties. The Company is a profitable entity and the management of the Company provides a competitive package to employees and offer them different benefits. However, employee unrest like strikes, work stoppages or increase in wage demands is part of the business and is always well aware of managing labor unrest efficiently. The Company has different incentive packages for employees so that they can be beneficial to such a package. The company maintains WPPF as per labor law of Bangladesh.

- q) Seasonality of the business of the issuer;**

Revenue of the company would be affected if the business is seasonal or if the company is not doing business over the year.

Management Perception:

There are no significant seasonal variations/aspect of the company's business. Yet, the management takes adequate measures to cope with probable seasonal variations.

- r) Expiry of any revenue generating contract that may adversely affect the business;**

The revenue would be squeezed if any contract for which revenue generated had expired.

Management Perception:

The company enters into contract with its customer and suppliers on project basis. But our contract may have fully secured. Therefore, no such risk will arise.

- s) Excessive dependence on debt financing which may adversely affect the cash flow:**

The company may expose to a high degree of risk and its future cash flow from operation shall be squeezed due to financial expenses.

Management Perception:

Though there are some advantages of debt financing, it causes increased financial expenses and creates excessive pressure on free cash flow. Dependence of DSBSL on debt financing is being reduced and the debt to equity ratio of the Company is declining (The Debt to Asset Ratio is 0.04 for the year ended on June 30, 2019 as compared to 0.07 for the year ended on June 30, 2018). All other solvency ratio indicates declining debt financing. Presently, the Company has given more attention to equity financing and strives to go to the public.

- t) Excessive dependence on any key management personnel absence of whom may have an adverse effect on the issuer's business performance;**

Key Management personnel has a key role in the organization for the smooth operation of the company. If key management personnel Revenue is high that has an adverse impact on an organizational day to day activity.

Management perception:

Since the inception of the Company, the employee rotation rate is low. The organizational structure is well designed and maintained in such a way that the absence of any key management person will have no significant impact on Company's overall performance. The company has a strong Human Resource Department and it always put emphasis on training and job rotation which ensures other team members of nearest position is capable of taking the responsibility in the absence of a key management personnel.

- u) Enforcement of contingent liabilities which may adversely affect financial condition;**

Contingent liabilities are likely to have a negative impact on a company's stock share price because they threaten to reduce the company's assets and net profitability. The extent of the impact on share price depends on the estimated probability of the contingent liabilities becoming actual liabilities.

Management Perception:

The Company does not have any other contingent liabilities which may adversely affect the financial condition.

v) Insurance coverage not adequately protect against certain risks of damages;

The Company shall expose to significant loss if its assets are not properly covered by insurance.

Management Perception:

The company has different insurance coverage for all the relating issues that are risky to operate the business. The Company diversifies the risk of damage to its assets by taking insurance policies.

w) Absence of assurance that directors will continue its engagement with Company after the expiry of lock-in period;

The company may expose to certain risk to operate its day to day business operations if the current director's engagement shall not continue after the expiry of the lock-in period

Management perception:

As the directors of the Company are the owner so there is a reasonable guarantee that they will continue after the lock-in period.

x) Ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure:

Any future dividend payment depends on the future revenue generation. Any negative earnings in the future shall be hindered the future financial stability of the company.

Management Perception:

Dominage Steel Building Systems Ltd. is a profitable entity over a long period which is in an uptrend and it has sufficient profit in present capacity to pay a dividend. Besides, its cash flow is positive with good condition, EPS is in positive growth, has a working capital surplus and return on equity is in positive growth. After going to IPO, it will repay the debt of good amount and fulfill the requirement of capital expenditure requirement and expand its business to meet the increased market demand of its product which will decrease financial expenses and increase the profitability. As a result, extra cash will be generated to pay more dividends in the future.

y) History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors;

History of non-operation indicates weak operational management of the Company. Non-operation leads to negative cash flow, incurring of losses and bankruptcy in the worst-case scenario.

Management Perception:

As a manufacturer, DSBSL take their operation very seriously. DSBSL know, if the operation is stopped for one day that can hamper supply to their customers and may result to a failure in time commitment of the project. The company started commercial operation in September 2007 and they are proud to state that the company has never been non-operative to date. Considering the pre engineering and steel structure industry at world perspective, our sponsors have adequate educational background, technical knowhow and operating experience. We have own power supply back up and other required support for the uninterrupted smooth operation.

z) Risks related to engagement in a new type of business, if any;**Management Perception:**

The company has no plan to be engaged in the new type of business as there is risk associated with starting it for different reasons. As such there is no such type of risk.

aa) Risk in investing the securities being offered with comparison to other available investment options;

The Company would be exposed to potential financial distress if the return on investment is low compared to alternative investment options they have.

Management perception:

The Company is a profitable entity and the management operates the business efficiently. There are certain degrees of risk associated with investing in securities in the capital market. The potential investors are requested to carefully read the prospectus and understand the business potential of the company before making investment decision.

bb) Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law;

The company shall have a risk to expose of eroded its brand name and goodwill in case of penalty or action taken by the regulatory authority.

Management Perception:

The Company did not expose to any such penalty from its inception. So, the management of the Company can state that there is a little scope of arising such risk in the near future. The management believes it is highly unlikely of any penalty or action was taken by any regulatory authorities for non-compliance with provisions of any law.

cc) Litigations against the issuer for Tax and VAT related matters and other government claims, along with the disclosures of the amount, the period for which such demands or claims are outstanding, financial implications and the status of the case;

Any litigation in terms of unsettled tax, VAT or any other Govt. claim may hamper the business operation of The Company as well as may create future potential financial losses.

Management perception

The Company has no unsettled tax or VAT cases against which litigation was made in court.

dd) Registered office or factory building or place of operation is not owned by the issuer;

If the office and factory location is not owned by the Company business operation may hamper.

Management Perception:

The registered office is owned by the company where the factory building is owned by the Company. The corporate office is also owned by the company. As their, no such matter arises in this respect.

ee) Lack of renewal of existing regulatory permissions or licenses;

Non-renewal of license may hamper day to day business operation of the company.

Management perception:

All of the regulatory permission and licenses are up to date and duly renewed time to time for smooth operation & production.

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;

There may have a legislative impact on the business operation of any Company by any judgment of Honorable High Court in case of failure of any listed company of the group for not comply with the state laws such as The Companies Act 1994 or payment of dividend to the shareholders in due course.

Management perception:

Dominance Steel Building Systems Ltd. has no listed securities or any of its subsidiaries or associates. Hence, this risk is not applicable to the Company.

gg) Issuances of securities at lower than the IPO offer price within one year;

If the issuer issued share at lower than the IPO offer price within one year, there have possibilities to arise misperception about IPO price.

Management perception:

It has potentiality to grow in future. The company does not have issued securities at lower than IPO offer price within one year. The management of the company believes that our securities price will not be lower than the IPO offer price within one year.

hh) Refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission.

Any refusal of an application for public issue of any securities of the issuer may hinder the confidence of the Company or convey a negative impression about the financial status to the shareholders.

Management perception:

The Company did not apply in past any such application to Bangladesh Securities and Exchange Commission. So, no such refusal of public issue of securities through IPO has occurred in the past in this respect.

II. External risk factors may include among others

a) Interest Rate Risks:

Interest rate risk is the risk that the company faces due to unfavorable movement in the interest rates. Changes in the government's monetary policy, along with increased demand for loans/investments tend to increase the interest rates. Such rises in interest rates mostly affect companies having floating rate loans or companies investing in debt securities.

Management Perception:

The Management of the Company is always aware of the interest rate. If the interest rate increases the cost of the credit fund will increase. Dominance Steel Building Systems Ltd. has always been a cash-rich company and operates with low dependence on debt. As the company maintains the very low debt-equity ratio, the adverse impact of interest rate

fluctuation is insignificant. Moreover, the company is confident of meeting its need for future expenses from its internal sources. In addition, the company emphasizes on equity-based financing to reduce the dependence on bank borrowings. Therefore, the management perceives that the fluctuation of interest rate would have little impact on the performance of the company.

b) Exchange Rate Risks:

Exchange rate risk occurs due to changes in exchange rates where a company is engaged in global trade as it receives as pays in foreign currency. Therefore, fluctuations in the related foreign currency rates may affect adversely to the Company's liquidity and profitability and expose a threat to the stability of the Company.

Management Perception:

The volatility of Taka against USD, GBP, and Euro and the recent trend of local currency devaluation may expose foreign currency risk. In such cases, the management of the company is confident to significantly cushion the foreign currency risk and price escalation risk through forwarding contracts if it is justifiable in terms of the cost-benefit analysis.

c) Industry Risks:

Market Demand Risk:

Market risk arises mainly due to a decrease in demand for the products which would harm the performance of the company. Dominance Steel Building Systems Ltd., like other companies, may face strong competition which might take place even after taking the best quality control measures.

Management Perception:

The Company is aware of the continuing market situation of its production related materials. The management of the Company believes that long term planning for production related material management, exploring number of local markets, job wise costing for its finished products and trustworthy relations with the suppliers could mitigate the risk of rising of materials cost. Moreover, the company procures raw materials from various suppliers to get competitive price advantage.

d) Economic and political risks:

Economic Risks:

The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, commodity and energy prices and various other factors. Any significant changes may adversely affect our business and financials.

Management Perception:

Bangladesh economy is booming for the last few years. Consistent industrial growth along with increased production has made the Per Capita Income higher than that of recent years. In addition, favorable government policies and industry-friendly policies by other regulatory bodies have proved to be very favorable for the instrument.

Political Risks:

The performance of the company may be affected by political and economic instability both in Bangladesh and worldwide. Any instance of political turmoil and disturbance in the country may adversely affect the economy in general.

Management Perception:

The company can prosper in a situation of political stability and a congenial business environment. Political turmoil and disturbance are bad for the economy and so also for this sector. This is why the management of the company is always concerned about the prevailing and upcoming further changes in the global or national policy and shall response appropriately and timely to safeguard its interest.

e) Market and Technology-Related Risks:

Technology always plays a vital role in the existence of any industrial concern. The innovation of new and cost-effective technology may obsolete existing technology, which may cause a negative impact.

Management perception:

Management of Dominance Steel Building Systems Ltd. is aware of recent technological developments in the IT sector and keeps their employees up to date by providing necessary training. Further, Dominance Steel Building Systems Ltd. is marketing the latest technological equipment and also well equipped with the latest technology.

f) Potential or existing government regulations;

The Company operates under Companies Act, 1994, Income Tax Ordinance, 1984, Income Tax Rules, 1984, Value Added Tax (VAT) Act, 1991, Value Added Tax (VAT) Rules, 1991, Customs Act, 1969 and other related regulations. Any abrupt changes in the policies made by the regulatory authorities may unfavorably affect the business of the Company.

Management perception:

Since, the company operates in steel sector; the Government regulations are mostly investment-friendly. However, unless any policy change that may negatively and materially affect the industry as a whole, the business of the company is expected not to be affected. As it is an emerging sector, it is highly expected that the Government will not frustrate the growth of the industry with adverse policy measures.

g) Potential or existing changes in global or national policies;

Changes in the existing global or national policies can have either positive or negative impacts for the company. Any scarcity or price hike of raw materials due to changes in policy in the international market might hamper the production and profitability. Furthermore, the performance of the company would also be hampered due to unavoidable circumstances both in Bangladesh and abroad like political turmoil. Since, the risk involved with the potential changes in global or national policies is a macro factor, it is beyond the capability of DSBSL to control.

Management Perception:

The management of DSBSL is always concerned about the prevailing and upcoming future changes in the global or national policy and shall response appropriately and timely to safeguard its interest. The strong brand equity of the company in the local market and deep and profound knowledge of the sponsors will always endeavor to withstand the unexpected changes or any such potential threats. Nevertheless, political stability and a congenial business environment is definitely the best situation in which DSBSL will achieve its maximum potential. Political turmoil and the disturbance are bad for the economy as a whole and also for the company. On the other hand, Government has special attention to the growth of the industry as it is related to infrastructure development of the country.

h) Statutory clearances and approvals those are yet to be received by the issuer;

To smooth running of the business operation statutory clearance is required.

Management Perception:

The company has collected all the statutory clearance and approval to operate the business. The necessary update and renewal are a continuous process. Hence, there is a limited degree of such risk associated with the company.

i) The competitive condition of the business;

Dominance Steel Building Systems Ltd. is operating in a free market economy regime. The company might have to face stiff competition from its competitors. Easily availability of global products in the local markets adds to the competition, challenging the profitability of the business.

Management Perception:

Bangladesh is the key source of economic labor in the world, gaining proportionally advantages for its industries over their global competitors. Other overhead costs are also low in Bangladesh. As a result, the company has been able to maintain the cost of products most competitive. Moreover, over the last few years the company has built a trustworthy relationship with its customers, which helps the company avoid competition with others.

j) Complementary and supplementary products or services which may have an impact on the business of the issuer.

Complementary and supplementary product may have an impact on the sale of the existing product of the Company.

Management Perception:

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

CHAPTER-XXI

DESCRIPTION OF THE ISSUE

(a) Issue Size: Total issue size of 30,000,000 Ordinary shares of Tk.10.00 each at par totaling Tk.300,000,000/-
Public issue of 30,000,000 Ordinary shares

(b) Number of securities to be issued;
The Company will offer 30,000,000 Ordinary Shares.

Number of shares to be offered	30,000,000 Shares
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Offer price (At par)	Tk. 10/- each
Total offer price	Tk. 300,000,000/-

(c) Authorized Capital and Paid-up Capital;

Authorized Capital: Tk.1,000,000,000/-

Paid-up Capital: Tk. 650,000,000/-

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

Face Value: Tk. 10.00

Offer Price per share: Tk. 10.00

(e) Number of securities to be entitled to each category of applicants;

Category	Particulars	Number of Shares	Amount in BDT
Eligible Investors (EIs)	10% of IPO i.e. 3,000,000 Ordinary Shares shall be reserved for Mutual Funds.	3,000,000	30,000,000
	30% of IPO i.e. 9,000,000 Ordinary Shares shall be reserved for Other Eligible Investors (EIs)	9,000,000	90,000,000
General Public	10% of IPO i.e. 3,000,000 Ordinary Shares shall be reserved for Non- Resident Bangladeshis (NRB)	3,000,000	30,000,000
	50% of IPO i.e. 15,000,000 Ordinary Shares shall be reserved for (ক্ষতিগ্রস্থ ক্ষুদ্র বিনিয়োগকারী) and General Public (excluding NRB).	15,000,000	150,000,000
Total		30,000,000	300,000,000

Other: 15,000,000 Ordinary shares will be reserved for General Public and Affected Small Investors.*

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

Sl. No	Name of Director & Sponsor	No. of Ordinary Shares Hold		Percentage of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Sponsors & Directors	28,685,750	28,685,750	44.13%	30.20%
2	Institutional	14,275,000	23,275,000	21.96%	24.50%
3	Mutual fund	-	3,000,000	-	3.16%
4	Individual	22,039,250	37,039,250	33.91%	38.99%
5	Non-Residential Bangladeshis (NRBs)	-	3,000,000	-	3.16%
Total		65,000,000	95,000,000	100%	100%

(g) The objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital:

Proceeds from Initial Public Offering (IPO) will be used for Building and other construction, Electric Installation, Acquisition of new machinery of the company and IPO expenses.

The Details of which is stated as under:

Sl. No	Particulars	Amount (BDT)
1	Building and other construction	90,423,910
2	Electrical Installation	22,690,000
3	Acquisition of new machinery	167,310,090
4	IPO Expenses	19,576,000
Total		300,000,000

Feasibility Report of enhanced Paid-up Capital:

A. Statement of Financial Positions (Projected)

Particulars	Amount in BDT		Amount in BDT	
	30-06-2019	30-Jun-20	30-Jun-21	30-Jun-22
Assets				
Non-Current Assets	890,793,680	1,056,310,566	1,300,679,546	1,477,846,015
Property, Plant and Equipment	694,573,079	849,461,429	1,005,658,873	1,107,836,835
Capital Working Progress	17,786,355	19,564,990	25,434,487	33,064,833
Project In progress	178,434,247	187,284,147	269,586,186	336,944,347
Current Assets	639,358,263	855,347,395	824,563,230	856,343,406
Inventories	333,405,588	366,058,254	431,948,740	518,338,488
Trade & Other Receivables	186,702,573	196,971,215	216,091,320	245,565,333
Advances, Deposits and Prepayments	100,947,242	70,892,123	71,601,044	75,181,097
Cash and Cash Equivalents	18,302,859	221,425,803	104,922,126	17,258,489
Total Assets	1,530,151,943	1,911,657,961	2,125,242,776	2,334,189,421
Shareholders' Equity and Liabilities				
Shareholders' Equity	1,287,477,371	1,695,476,082	1,872,013,443	2,068,089,993
Share Capital	650,000,000	950,000,000	950,000,000	950,000,000
Retained Earnings	637,477,371	745,476,082	922,013,443	1,118,089,993
Share Money Deposit	-	-	-	-
Non -Current Liabilities	75,226,130	90,916,704	108,984,241	126,613,136
Long Term Loan (Non-Current Portion)	6,101,302	5,592,860	5,126,788	4,699,556
Deferred Tax Liability	69,124,828	85,323,844	103,857,453	121,913,580
Current Liabilities	167,448,442	125,265,176	144,245,092	139,486,292
Short Term Loan	41,022,820	37,604,252	34,470,564	31,598,017
Trade and Other Payables	39,469,462	43,416,408	48,626,377	38,901,102
Liabilities for Expenses	2,844,973	3,085,469	3,265,985	3,295,253
Income Tax Payable	69,767,858	26,325,888	40,312,178	47,302,722
Liability for WPPF	7,439,863	8,504,981	11,769,157	13,071,770
Long Term Loan(Current Portion)	6,903,467	6,328,178	5,800,830	5,317,427
Total Shareholders' Equity and Liabilities	1,530,151,943	1,911,657,961	2,125,242,776	2,334,189,421
Net Asset Value per Share (NAV)- Basic	19.81	17.85	19.71	21.77

B. Statement of Profit or Loss and Other Comprehensive Income (Projected)

Particular	Amount in BDT			
	01 July 2018 To 30 June 2019	01 July 2019 To 30 June 2020	01 July 2020 To 30 June 2021	01 July 2021 To 30 June 2022
Net Revenue	631,432,785	700,890,391	928,584,466	1,019,585,743
Cost of Goods Sold	(435,660,715)	(479,226,787)	(636,761,701)	(698,527,586)
Gross Profit	195,772,070	221,663,604	291,822,765	321,058,157
Operating Expenses	(27,685,973)	(30,022,419)	(34,312,045)	(38,344,029)
Administrative Expenses	(23,784,808)	(25,731,136)	(28,304,250)	(31,134,675)
Marketing & Selling Expenses	(3,901,166)	(4,291,283)	(6,007,796)	(7,209,355)
Profit from Operation	168,086,097	191,641,185	257,510,719	282,714,128
Other Income	226,139	246,039	267,691	293,924
Financial Expenses	(12,075,118)	(13,282,630)	(10,626,104)	(8,500,883)
Profit Before Income Tax & WPPF	156,237,118	178,604,595	247,152,306	274,507,169
Less: Provision for WPPF	(7,439,863)	(8,504,981)	(11,769,157)	(13,071,770)
Profit Before Income Tax	148,797,255	170,099,614	235,383,149	261,435,399
Income Tax Expenses	(52,079,039)	(42,524,904)	(58,845,787)	(65,358,850)
Current Tax	(33,147,747)	(26,325,888)	(40,312,178)	(47,302,722)
Deferred Tax	(18,931,293)	(16,199,016)	(18,533,609)	(18,056,128)
Net Profit After Tax	96,718,216	127,574,711	176,537,362	196,076,549
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the Year	96,718,216	127,574,711	176,537,362	196,076,549
Earnings Per Share (EPS)- Basic	1.83	1.89	1.86	2.06

Dated:08.09.2019
Place: Dhaka

Sd/-
Ashraf Uddin & Co
Chartered Accountants

CHAPTER-XXII

USE OF PROCEEDS

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

Issue Size (Number of Shares to be issued)	Issue Price	Amount in Taka
30,000,000 Shares	10	300,000,000/-
Less: IPO Expense (approx.)		19,576,000/-
Net IPO Proceeds		280,424,000/-

Use of the net proceeds from the IPO:

Net Proceeds from Initial Public Offering (IPO) will be used for Building and other construction, Electric Installation, Acquisition of new machinery of the company and IPO expenses.

The Details of which is stated as under:

Sl. No	Particulars	Amount (BDT)
1.	Building and other construction	90,423,910
2.	Electrical Installation	22,690,000
3.	Acquisition of new plant & machinery	167,310,090
	Total	280,424,000

1. Building and other construction:

Detail Cost Estimate for Proposed 3-Storied 8,895 sft per floor (with foundation of five storied) new Pre- Fabricated Building (8,895x3=26,685.00 Sft.) on Existing Factory Site (Ashulia Factory).

Sl. No	Name of work	Item Name	Quantity		Unit Rate (Tk.)	Amount
1	Pile work: Cast in situ pile (600mm dia) with Reinforced cement concrete works Mixing ratio (1:1.5:3) as Strength 3000 psi using 100% Sylhet sand or coarse & MS-Rebar strength 60Ksi	MS Rod	90,668.00	Kg.	76.00	6,890,768.00
		Cement	5,998.00	bags.	480.00	2,879,040.00
		Sand	11,245.00	Cft.	60.00	674,700.00
		Stone	22,490.00	Cft.	220.00	4,947,800.00
2	Labour for breaking head of hardened cast in situ pileup to require length by any means but without damaging the rest & removing the dismantled materials such as concrete to safe distance including scraps & cleaning concrete etc.	Pile Breaking	824.00	Cft.	132.00	108,768.00
3	Boring/ drilling for cast in situ pile up to required depth & diameter with minimum 6m long temper steel casing	Pile Boring	12,000.00	rft.	280.00	3,360,000.00
4	Pile Cap: Reinforced cement concrete works as per design strength 3500 psi using 1:1.5:3 mix ratio using 100% Sylhet sand or coarse sand of equivalent (FM 2.2) as fine aggregate and 20 mm downgraded stone chips as coarse aggregate, & MS- Rebar strength 60Ksi	MS Rod	22,471.00	Kg.	76.00	1,707,796.00
		Cement	1,314.00	bags.	480.00	630,720.00
		Sand	2,631.00	Cft.	60.00	157,860.00
		Stone	5,263.00	Cft.	220.00	1,157,860.00
5	Earth cutting of foundation work up to depth 3.0m		16,537.00	Cft.	11.00	181,907.00
6	Sand fill work of foundation & Plinth level in well compacted		30,193.00	Cft.	20.00	603,860.00
7	Single layer Polythene work of foundation & floor		11,139.00	sft	4.00	44,556.00
8	Short Column & Grade beam: Reinforced cement concrete works as per design strength 3500 psi using 1:1.5:3 mix ratio using 100% Sylhet sand or coarse sand of equivalent (FM 2.2) as fine aggregate and 20 mm downgraded stone chips as coarse aggregate, & MS- Rebar strength 60Ksi	MS Rod	12,524.00	Kg.	76.00	951,824.00
		Cement	612.00	bags.	480.00	293,760.00
		Sand	1,147.00	Cft.	60.00	68,820.00
		Stone	2,295.00	Cft.	220.00	504,900.00
9	Floor work: Reinforced cement concrete works as per design strength 3500 psi using 1:1.5:3 mix ratio using 100% Sylhet sand or coarse sand of	MS Rod	37,091.00	Kg.	76.00	2,818,916.00
		Cement	4,205.00	bags.	480.00	2,018,400.00
		Sand	7,884.00	Cft.	60.00	473,040.00
		Stone	15,767.00	Cft.	220.00	3,468,740.00

Sl. No	Name of work	Item Name	Quantity		Unit Rate (Tk.)	Amount
	equivalent (FM 2.2) as fine aggregate and 20 mm downgraded stone chips as coarse aggregate, & MS- Rebar strength 60Ksi	Brick Flat Soling	26,685.00	Nos.	12.00	320,220.00
10	Brick work: Brick wall using 1st class local coal burnt bricks, 1:4 mortar proportion with fine sand (FM-1.5)	1st. Class brick	174,560.00	Nos.	12.00	2,094,720.00
		Cement	1,152.00	bags.	480.00	552,960.00
		Sand	6,624.00	Cft.	60.00	397,440.00
11	Tie Column, Suneshed , Syair & Lintel: Reinforced cement concrete works as per design strength 3500 psi using 1:1.5:3 mix ratio using 100% Sylhet sand or coarse sand of equivalent (FM 2.2) as fine aggregate and 20 mm downgraded stone chips as coarse aggregate, & MS- Rebar strength 60Ksi	MS Rod	6,660.00	Kg.	76.00	506,160.00
		Cement	370.00	bags.	480.00	177,600.00
		Sand	692.00	Cft.	60.00	41,520.00
		Stone	1,384.00	Cft.	220.00	304,480.00
12	Surface Drain: Reinforced cement concrete works as per design strength 3500 psi using 1:1.5:3 mix ratio using 100% Sylhet sand or coarse sand of equivalent (FM 2.2) as fine aggregate and 20 mm downgraded stone chips as coarse aggregate, & MS- Rebar strength 60Ksi	MS Rod	5,447.00	Kg.	76.00	413,972.00
		Cement	398.00	bags.	480.00	191,040.00
		Sand	931.00	Cft.	60.00	55,860.00
		Stone	1,231.00	Cft.	220.00	270,820.00
		brick Flat Soling	3,624.00	Nos.	12.00	43,488.00
		Single layer Polythene	1,208.00	Sft.	4.50	5,436.00
		Sand fill	1,860.00	Cft.	20.00	37,200.00
		Earth Cutting	4,566.00	Cft.	11.00	50,226.00
13	Ceiling Plaster, Inner side & Outer side wall Plaster: Mixing ratio (1:4) & Sand (FM-1.5)	Cement	955.00	bags.	480.00	458,400.00
		Sand	4,978.00	Cft.	60.00	298,680.00
14	Thai Glass: 75mm thick Thai section with 5mm thick Glass etc. all complete		2,910.00	Sft.	320.00	931,200.00
15	Grill Work: 12X12 mm Square bar etc. all complete	Bar	2,910.00	Sft.	120.00	349,200.00
16	Paint work: Surface Cleaning with Two coat paint	Plastic Paint	33,184.00	Sft.	16.00	530,944.00
		Weather Coat	33,184.00	Sft.	18.00	597,312.00
17	Pre- Fabricated Steel work: Built up- I- Section for steel column, Main Beam, Secondary beam, Wall bracing, Stair beam & all Joint plate, M.S. Plate - ASTM A572-50.	Pre- Fabricated Built up- I- Section for Steel column, beam (Complete Product)	215,552.00	Kg.	110.00	23,710,720.00
18	0.7mm thick Decking sheet (GP-Type)	GP- Type	21,615.00	Kg.	115.00	2,485,725.00
19	20mm dia shear connector	MS- Type	2,335.00	Kg.	105.00	245,175.00
20	8.8 M Type nut- bolts		2,702.00	Kg.	175.00	472,850.00
21	Anchor Bolts (Hot- Dip)		1,485.00	Kg.	145.00	215,325.00
22	100mm dia Upvc Rain water		960.00	rft.	125.00	120,000.00
23	Two coat Enamel paint over steel surface (I- section)		63,870.00	sft	14.00	894,180.00
24	12 Person capacity Passenger Lift		1.00	Nos.	2,500,000.00	2,500,000.00
25	Internal all sanitary work		26,685.00	sft.	100.00	2,668,500.00
26	Internal all Electrical work		26,685.00	sft	200.00	5,337,000.00
27	Labor Cost of civil work	Civil, Sanitary, Tiles, Paint & Electrical work	26,685.00	Sft.	240.00	6,404,400.00
28	Labor Cost of Steel work	Erection work of Pre- fabricated steel structure	244,933.00	Kg.	6.00	1,469,598.00
28	Underground water Tank: Reinforced cement concrete works as per design strength 3500 psi using 1:1.5:3 mix ratio using 100% Sylhet	MS Rod	3,280.00	Kg.	76.00	249,280.00
		Cement	365.00	bags.	480.00	175,200.00
		Sand	685.00	Cft.	60.00	41,100.00
		Stone	1,364.00	Cft.	220.00	300,080.00

Sl. No	Name of work	Item Name	Quantity		Unit Rate (Tk.)	Amount
	sand or coarse sand of equivalent (FM 2.2) as fine aggregate and 20 mm downgraded stone chips as coarse aggregate, & MS- Rebar strength 60Ksi	brick Flat Soling	1,800.00	Nos.	12.00	21,600.00
		Single layer Polythene	600.50	Sft.	4.00	2,402.00
		Sand fill	5,677.00	Cft.	20.00	113,540.00
		Earth Cutting	7,342.00	Cft.	11.00	80,762.00
29	Overhead water Tank: Reinforced cement concrete works as per design strength 3500 psi using 1:1.5:3 mix ratio using 100% Sylhet sand or coarse sand of equivalent (FM 2.2) as fine aggregate and 20 mm downgraded stone chips as coarse aggregate, & MS- Rebar strength 60Ksi	MS Rod	1,445.00	Kg.	76.00	109,820.00
		Cement	128.00	bags.	480.00	61,440.00
		Sand	239.00	Cft.	60.00	14,340.00
		Stone	486.00	Cft.	220.00	106,920.00
		Plaster	880.00	Sft.	28.00	24,640.00
		Paing	880.00	sft	18.00	15,840.00
		Net- cement finishing work	880.00	sft	12.00	10,560.00
Total Cost for new Pre- Fabricated Building						90,423,910

2. Electric Installation:

Sl. No.	Name of Supplier	Origin	Description	Model	Qty Set/pcs	Unit Price (GBP)	Foreign Currency /BDT	Ex. Rate	Total amount in BDT
1	Petelco	UK	Generator-PRIME POWER 800KVA/STANDBY POWER 880 KVA	WP800	2	65,000	130,000 \$	105	13,650,000
2	Petelco	German	Sub-Station With Installation	1000 KVA (11/0.415) KV	1	Local	7,811,500	-	7,811,500
Installation, Testing, Commission, Transport, Earthling & termination kit & other									1,228,500
Total Taka									22,690,000

3. Acquisition of New Machinery:

Sl. No.	Name Of Supplier	origin	Description	Model	Qty Set/pcs	Unit Price	Foreign Currenc y (USD)	Ex. Rate	Amount in taka (BDT)
1	Xgma Bangladesh Office	China	Double-Girder Overhead Crane	LH15T-18.013M-7.863M	2	79,500	159,000	85	13,515,000
2		China	5t Diesel Forklift Xim50t	ISUZU 6BG1	3	33,000	99,000	85	8,415,000
3	Wuxi Yangtong Mechanical Equipment Co. Ltd.	China	H Beam Work Station For Assembly-Welding	ZHJI8	2	152,176	304,352	85	25,869,920
4		China	H Beam Flange Straight Ening Machine	HYJ-800	1	81,261	81,261	85	6,907,185
5		China	Cnc Cutting Machine	QSH40	1	111,696	111,696	85	9,494,160
6	Hako Machine (Anhui) Manufactory Co., Ltd.	China	Hydraulic Swing Cutter Machine With P40T Control System	AC/MS8-13x6000	2	78,100	156,200	85	13,277,000
7	Xiamen Zheng Liming Metallurgica	China	Yx25-205-1025 Cold Rolling Mills, Auto Crimping Curved Machine	YX25-205-1025, YX25-205-1025	1	60,794	60,794	85	5,167,490

Sl. No.	Name Of Supplier	origin	Description	Model	Qty Set/p cs	Unit Price	Foreign Currency (USD)	Ex. Rate	Amount in taka (BDT)
8	I Machinery Co., Ltd.	China	Automatic C/Z Purlin Roll Forming Machine Moded: Fx450	FX450	2	80,702	161,404	85	13,719,340
9		China	Xiamen Liming Yx153-200-820 Decking Roll Forming Machine	Yx153-200-820	1	84,078	84,078	85	7,146,630
10	Guangzhou Infitech Mechanical And Electrical Equipment Co., Ltd.	China	Infitech-Spray Booth (Paint Chamber)	7900X410 0X3000	1	155,220	155,220	85	13,193,700
11	Wuxi Zhouxiang Complete Set Of Welding Equipment Co. Ltd.	China	Sheet Shot Blasting Machine	BP2500-6	1	192,732	192,732	85	16,382,220
12	Newindu International Machinery Ltd.	China	12 Ton Hydraulic Crane	SQ12SK3 Q	2	120,046	240,092	85	20,407,820
Total Cost Of Machinery									153,495,465
Installation And Other Cost: L/C Commission & Other Charges, Insurance, Other Customs Related Charges & C & F Commission, Installation Charges, Carrying A Charge									13,814,625
Grand Total									167,310,090

The IPO proceeds will be utilized as per the above-mentioned schedule.

Sd/-
Mohammad Rafiqul Islam
Managing Director

Sd/-
Muhammad Shamsul Islam
Chairman

Sd/-
Santush Chandra Saha
Chief Financial Officer

b) Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of a prospectus, in details with an indication of use of such funds in the financial statements:

Financial Year	Items	Amount	Reflected in Cash Flows
2006-2007	Preliminary Expense	170,000	In the statement of Cash Flows, this figure is included as preliminary expenses
2011-2012	Land & Land Development, building & civil construction, Electric equipment's & installation, Furniture & fixture, plant & machinery and office equipment.	77,451,138	In the Statement of Cash flows, the figure is included under the head of financing activities
2012-2013	Land & Land Development, building & civil construction, Electric equipment's & installation, Furniture & fixture, plant & machinery, office equipment and working capital.	137,341,434	In the Statement of Cash flows, the figure is included under the head of financing activities
2013-2014	Land & Land Development, building & civil construction, Electric equipment's & installation, Furniture & fixture, plant & machinery, office equipment and working capital.	93,976,730	In the Statement of Cash flows, the figure is included under the head of financing activities

Financial Year	Items	Amount	Reflected in Cash Flows
2014-2015	Land & Land Development, building & civil construction, Electric equipment's & installation, Furniture & fixture, plant & machinery, office equipment and working capital.	98,315,152	In the Statement of Cash flows, the figure is included under the head of financing activities
2016-2017	Working Capital	3,000	In the Statement of Cash flows, the figure is included under the head of financing activities
2017-2018	Capital raised through bonus share	58,190,400	N/A
2018-2019	Land & Land Development, building & civil construction, Electric equipment's & installation, working capital, capital work in progress and loan payments.	167,520,521	In the Statement of Cash flows, the figure is included under the head of financing activities
2018-2019	Unutilized Share Money Deposit	17,031,625	This is shown on Closing Cash and Cash Equivalents
Total Amount In Taka		650,000,000	

- 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 objective to invest in any joint venture, subsidiary, associate or for any acquisition purpose.

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

IPO proceeds are sufficient to complete the project.

- e) A schedule mentioning the stages of implementation and utilization of funds received through a public offer in a tabular form, progress made so far, giving details of the 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 the Board of Directors of the issuer:

Declaration about the Utilization of Funds Received Through Public Offer

The Company will utilize the total proceeds of BDT 300,000,000/- as mentioned head wise as per the following schedule:

SL.	Particulars	Process made so Far	Implementation Schedule	
			Approximate date of Completion	Projected Date of Commercial Operation
1	Building and other construction	Building and other Construction of will be started after receiving of IPO fund.	Within 24 months after receiving IPO Proceed	After 3 months of the completion of the project
2	Electric Installation	Generator purchase and installation will be started after receiving IPO fund		
3	Acquisition of new plant & machinery	Plant & Machinery for Expansion Building will be started after receiving the IPO fund		

Sd/-
Managing Director
 Dominage Steel Building
 Systems Ltd.

Sd/-
Chief Financial Officer
 Dominage Steel Building Systems Ltd.

Sd/-
Chairman
 Dominage Steel Building Systems
 Ltd.

- 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 contract covering any of the activities of the issuer Company for which the proceeds of the sale of securities from IPO is to be used.

- 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:
There is no object of the issue is the utilization of the issue proceeds for working capital.
- 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 proposed investment is for an expansion project to the existing product line of the Company which has been mentioned in use of IPO proceeds and projects implementation schedule. The Company is undertaking no other activities like diversification, modernization except this expansion.
- 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 is planning to implement the project independently, at a time, not in a phased manner.
- 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 the cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal/ feasibility report:

FEASIBILITY STUDY REPORT OF DOMINAGE STEEL BUILDING SYSTEMS LTD

1. Executive Summary:

Dominage Steel Building Systems Ltd was incorporated as a Private Limited Company on March 08, 2007 under the Companies act 1994 & subsequently started its Commercial operations on 1st September 2007. The main activities of the company is to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building under "DSBSL" brand. Simultaneously to expedite this race DSBSL Product Research and Development Department (PRD) works to innovate or introduce new concept and machinery in the production line for the diversified demand of their reverence clients.

2. Company at glance:

Name of the Company	Dominage Steel Building Systems Ltd
Registered & Corporate Office	J.R Casero Tower 11 th Floor, 46, Mohakhali C/A, Dhaka-1212, Bangladesh
Location of the Project	Factory -01 at Fulbaria, Parulia, Palash, Narshingdi, Bangladesh. Factory -02 at Holding # 31/8, Road # 03, Block # D, Aukpara, Ashulia, Savar, Dhaka, Bangladesh
Legal Status	Public Company Limited by shares.
The market for the product	The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building under "DSBSL" brand.
Date of Incorporation	08 March , 2007
Commercial Operation	01 September, 2007
Date of Convert Private to Public Limited Company	20 August, 2018

3. Nature of Business:

The main activities of the company are to manufacture of various Pre-Engineered Steel Buildings Structure according to the designs and provide full pledge architectural and consultancy services and marketing of the Pre-Engineered Steel Building under "DSBSL" brand. Simultaneously to expedite this race DSBSL Product Research and Development Department (PRD) works to innovate or introduce new concept and machinery in the production line for the diversified demand of their reverence clients. This is a local own steel base construction company engaged in local development and construction of commercial buildings and factories and also engaged in fabrication, erection of steel parts.

4. Means of Finance:

Issue Size (Number of Shares to be issued)	Issue Price	Amount in Taka
30,000,000 Shares	10	300,000,000
Less: IPO Expenses		19,576,000/-
Net IPO Proceeds		280,424,000/-

5. Payback period:

Payback period of the project 3.28 years.

6. Net Present Value (NPV):

Net Asset Value considering 5 years' operating result and discount rate 9% stands Tk. 3,674,768 and considering discount rate 10% stands Tk. (2,751,960).

7. Internal Rate of Return (IRR):

The project promises a financial rate of return about 9.57 % if it completed on schedule.

8. Sensitivity Analysis:

Sensitivity tests have done and the project withstands that tests.

9. Organization set-up:

The overall management of the Company's business will be vested in its Board of Directors. The Managing Director will be CEO or the Company who will assume overall responsibility of day-to-day affairs of the Company. He will be closely assisted by the other Directors of the Company for efficient management of the Company. The organization structure of the Company will be based on online and staff method. The job responsibility of the Management and technical personnel will be clearly defined by the Managing Director and also the board of Directors of the Company.

Directors and their backgrounds:

Name	Position
Muhammad Shamsul Islam	Chairman
Mohammad Rafiqul Islam	Managing Director
Sujit Saha	Director
Rakibul Islam	Director
Abul Kalam Bhyian	Director
Md. Shah Alam	Independent Director
Tapan Chandra Banik	Independent Director

10. Marketing strategy:

- Industry awareness through round tables, discussion sessions and events.
- Circulating corporate newsletter and brochure.
- Showcasing company expertise in global forums and events.
- Participates in local & international trade fair.

11. WEAKNESSES:

a) Capacity building:

Lack of skilled design engineer as well as labor in the manufactured building industry is a prevalent issue. Information technology is not comprehensively utilized compared to other industries.

b) Cost evaluation:

Inaccurate cost evaluations based on accounting for direct costs only such as material, labor and transportation, and ignoring other indirect cost-related factors such as site facilities, correction works, and equipment use often mislead cost calculation

c) Cost of fund:

As the cost of fund for borrowing from banks is very high, profitability reduces. The situation worsens if imported raw materials are in stock for long time.

d) Raw material sourcing:

Since almost 80% of the materials used in production are imported, the source of raw materials affects pricing very much. Often, the price of raw material depends on volume which in turn requires a large investment.

e) Inadequate infrastructure:

Instances of unsuitable site conditions for the movement and transportation of manufactured building components which causes cost increase and delays project implementation.

f) Pricing of product:

Pricing of the final product can increase, as fabrication facilities require overhead for maintenance, equipment and utilities, and also due to higher transport cost and logistics primarily due to module size and distance of site from the factory.

12. THREAT:

a) Customer's perception:

Lack of knowledge about the pre-fab structures often discourages potential customers to use this kind of buildings. The sense of familiarity with conventional RCC building is greater than the desire for experimentation with this type of buildings.

b) Taxation and exchange rate:

Since raw materials are largely imported, the import duty of the raw materials and exchange rate fluctuation plays a substantial role in product pricing which in turn may make this type of building costlier than conventional RCC structure.

c) Competition:

Some new local entrants in the pre-fab building industry bids with a lower price as they do not practice the building code, quality control process and often uses sub-standard raw materials to reduce cost. As a result, the building does not serve as long as it should and customers often gets wrong message about this type of building structure and customers gets discouraged to use in upcoming projects.

d) Infrastructure:

As the materials are produced in factory and delivered to site for erection, transportation of large components may create hurdle by some inevitable circumstances like road width, bridge load capacities and transport curfews.

e) Dependency:

The pre-fabricated building industry is largely depended on the growth of other industry. A decline in the growth of other industry will have a negative impact of the use of this type of buildings and hence may limit the growth.

13. Future prospects:

Dominage Steel Building Systems Ltd (DSBSL) is experiencing a steady growth for the last couple of years and aims to be the market leader in Bangladesh. DSBSL plans to capture the unexplored sectors of the Pre-Engineered Building (PEB) in Bangladesh as well as in the foreign markets especially in African continent. DSBSL will establish a galvanizing unit which will enable it to create product variation to compete in greater sectors like transmission lines, hot rolled galvanized section etc. Also, DSBSL has future plan to manufacture welding electrodes as a backward linkage which will enable it to reduce cost of production and give a competitive edge over its competitors.

14. Methodology:

We have considered the historical data of last few year's revenue and expenses of the Company; we have also talked with staffs. The interviews provided us with the relevant information concerning all aspects sales and expenses. The responses to these open-ended questions have allowed us to have a greater depth of knowledge into their opinions and so we were able to address them to the best of their ability. Every interview had a different idea that is important to the effects of the implementation of sales growth and enough background information was included.

15. Financial projection:

The financial Projection for the addition of DSBSL is highlighted in the table below. These figures account for projected production, Sales and additional staffing requirements. There are many ways to present the projections.

The assumptions underlying the earning forecast are as under:

- Annual production capacity of additional project will run 24 hours a day and 340 days per year.
- The company will complete building and other construction work, electrical installation work and acquisition of new plant & machinery from IPO fund as per the schedule affixed with use of proceeds of prospectus.
- The Occupancy rate buildup has been assumed to be achieved gradually at the rate of 62.78%, 73.69%, 78.42% of estimated attainable capacity as at 30 June 2020, 30 June 2021, 30 June 2022 on the basis of 12 hours working per day.
- I- section, PPGI Sheet for roof, GP Purlin, GP decking panel, Anchor bolt, Nut bolts, Sag Rod, Cable bracing, Louver, Pipe & Steel door and other revenue have been assumed on the basis of price of such products prevailing in the domestic / international market.
- The material price is assumed to increase annually at the rate of average 4% as compared to previous year in the expended project.
- The cost of repair and maintenance for the project was calculated at 0.25% on revenue.
- Annual increment at the rate of average 10% was considered for calculation of wages and salaries.
- Economic life of the project is assumed to be 20 years without any major replacement and depreciation charged on reducing balance method accordingly.
- Total construction period is assumed to be maximum Twenty-Four (24) months.

Feasibility Report:

A. Statement of Financial Positions (Projected)

Particulars	Amount in BDT		Amount in BDT	
	30-06-2019	30-Jun-20	30-Jun-21	30-Jun-22
Assets				
Non-Current Assets	890,793,680	1,056,310,566	1,300,679,546	1,477,846,015
Property, Plant and Equipment	694,573,079	849,461,429	1,005,658,873	1,107,836,835
Capital Working Progress	17,786,355	19,564,990	25,434,487	33,064,833
Project In progress	178,434,247	187,284,147	269,586,186	336,944,347
Current Assets	639,358,263	855,347,395	824,563,230	856,343,406
Inventories	333,405,588	366,058,254	431,948,740	518,338,488
Trade & Other Receivables	186,702,573	196,971,215	216,091,320	245,565,333
Advances, Deposits and Prepayments	100,947,242	70,892,123	71,601,044	75,181,097
Cash and Cash Equivalents	18,302,859	221,425,803	104,922,126	17,258,489
Total Assets	1,530,151,943	1,911,657,961	2,125,242,776	2,334,189,421

Shareholders' Equity and Liabilities

Particulars	Amount in BDT		Amount in BDT	
	30-06-2019	30-Jun-20	30-Jun-21	30-Jun-22
Shareholders' Equity	1,287,477,371	1,695,476,082	1,872,013,443	2,068,089,993
Share Capital	650,000,000	950,000,000	950,000,000	950,000,000
Retained Earnings	637,477,371	745,476,082	922,013,443	1,118,089,993
Share Money Deposit	-	-	-	-
Non -Current Liabilities	75,226,130	90,916,704	108,984,241	126,613,136
Long Term Loan (Non-Current Portion)	6,101,302	5,592,860	5,126,788	4,699,556
Deferred Tax Liability	69,124,828	85,323,844	103,857,453	121,913,580
Current Liabilities	167,448,442	125,265,176	144,245,092	139,486,292
Short Term Loan	41,022,820	37,604,252	34,470,564	31,598,017
Trade and Other Payables	39,469,462	43,416,408	48,626,377	38,901,102
Liabilities for Expenses	2,844,973	3,085,469	3,265,985	3,295,253
Income Tax Payable	69,767,858	26,325,888	40,312,178	47,302,722
Liability for WPPF	7,439,863	8,504,981	11,769,157	13,071,770
Long Term Loan(Current Portion)	6,903,467	6,328,178	5,800,830	5,317,427
Total Shareholders' Equity and Liabilities	1,530,151,943	1,911,657,961	2,125,242,776	2,334,189,421
Net Asset Value per Share (NAV)- Basic	19.81	17.85	19.71	21.77

B. Statement of Profit or Loss and Other Comprehensive Income (Projected)

Particular	Amount in BDT			
	01 July 2018 To 30 June 2019	01 July 2019 To 30 June 2020	01 July 2020 To 30 June 2021	01 July 2021 To 30 June 2022
Net Revenue	631,432,785	700,890,391	928,584,466	1,019,585,743
Cost of Goods Sold	(435,660,715)	(479,226,787)	(636,761,701)	(698,527,586)
Gross Profit	195,772,070	221,663,604	291,822,765	321,058,157
Operating Expenses	(27,685,973)	(30,022,419)	(34,312,045)	(38,344,029)
Administrative Expenses	(23,784,808)	(25,731,136)	(28,304,250)	(31,134,675)
Marketing & Selling Expenses	(3,901,166)	(4,291,283)	(6,007,796)	(7,209,355)
Profit from Operation	168,086,097	191,641,185	257,510,719	282,714,128
Other Income	226,139	246,039	267,691	293,924
Financial Expenses	(12,075,118)	(13,282,630)	(10,626,104)	(8,500,883)
Profit Before Income Tax & WPPF	156,237,118	178,604,595	247,152,306	274,507,169
Less: Provision for WPPF	(7,439,863)	(8,504,981)	(11,769,157)	(13,071,770)
Profit Before Income Tax	148,797,255	170,099,614	235,383,149	261,435,399
Income Tax Expenses	(52,079,039)	(42,524,904)	(58,845,787)	(65,358,850)
Current Tax	(33,147,747)	(26,325,888)	(40,312,178)	(47,302,722)
Deferred Tax	(18,931,293)	(16,199,016)	(18,533,609)	(18,056,128)
Net Profit After Tax	96,718,216	127,574,711	176,537,362	196,076,549
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the Year	96,718,216	127,574,711	176,537,362	196,076,549
Earnings Per Share (EPS)- Basic	1.83	1.89	1.86	2.06

CONCLUSION:

The feasibility of the project has been conducted and analyzed from the viewpoint of marketing, financial, management & economic aspects and found to be worthwhile. The projected financial results and the profitability estimated based on historical data show that the project is viable and lucrative. This projection will help the interested parties to have an idea of the Dominant Steel Building Systems Ltd.

Place: Dhaka

Dated: 27.02.2020

Sd/-

FAMES & R

Chartered Accountants

CHAPTER-XXIII

LOCK-IN

(a) Provisions for lock-in as per these Rules:

Ordinary shares of the issuer, at the time of according consent to the public issue, shall be subject to lock-in, from the first trading day at the exchange in the following manner :

- (a) Shares held by sponsors, directors and shareholders holding 10% (ten percent) or more, for 03 (three) years;
- (b) In case, any existing sponsor or director of the issuer transfers any share to any person, those transferred shares, for 03 (three) years;
- (c) shares allotted to any person, before 4 (four) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 01 (one) year;
- (d) shares held by alternative investment funds, for 01 (one) year; (e) shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years:

Provided that ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned above.

(B) Statement of securities to be locked in for each shareholder along with BO account number, lock-in period and number of securities to be locked-in:

Sl. No.	Name	Position	BO ID	No. of Share	Pre IPO%	Lock in period
1.	Muhammad Shamsul Islam	Chairman	1203680063634905	11,149,989	17.15%	3 Years
2.	Mohammad Rafiqul Islam	Managing Director	1203680067608031	11,149,989	17.15%	3 Years
3.	Sujit Saha	Director	1204240062975321	2,437,522	3.75%	3 Years
4.	Rakibul Islam	Director	1203680067903080	1,974,125	3.04%	3 Years
5.	Abul Kalam Bhyian	Director	1203060019852971	1,974,125	3.04%	3 Years
6.	Razia Sultana	Shareholder	1203680065118243	936,000	1.44%	2 Years
7.	Ranjana Saha	Shareholder	1204240062539996	267,250	0.41%	2 Years
8.	Md. Shoriful Islam	Shareholder	1202650065244069	200,000	0.31%	2 Years
9.	Sharmin Sultana Pia	Shareholder	1202650065244050	536,000	0.82%	2 Years
10.	Mohammad Shafatula Islam	Shareholder	1202650065244042	200,000	0.31%	2 Years
11.	Md. Jahir Rayhan Bhuiyan	Shareholder	1605760066260511	24,500	0.04%	2 Years
12.	ABACI Investment Ltd. (MDA)	Shareholder	1602770045524684	900,000	1.38%	2 Years
13.	Dr. Md. Matiur Rahman	Shareholder	1606060042223806	550,000	0.85%	2 Years
14.	Global Shoes & Textiles Ltd.	Shareholder	1606060066398721	1,000,000	1.54%	2 Years
15.	Global Max Packaging Industries Ltd.	Shareholder	1606060066341566	1,000,000	1.54%	2 Years
16.	Md. Shafiqur Rahman	Shareholder	1606060062153110	100,000	0.15%	2 Years
17.	Tasrin Mujib	Shareholder	1605760066332895	100,000	0.15%	2 Years
18.	Heritage Capital Management Ltd.	Shareholder	1205950068261091	977,500	1.50%	2 Years
19.	Md. Afzalur Rahman	Shareholder	1605760062191691	875,000	1.35%	2 Years
20.	Javeed A Matin	Shareholder	1606060068955377	100,000	0.15%	2 Years
21.	S M Khurshid-Ul-Alam	Shareholder	1606060066439098	100,000	0.15%	2 Years
22.	TM Jobaer	Shareholder	1606060066302545	100,000	0.15%	2 Years
23.	Mohammad Fakhrul Alam	Shareholder	1205150062036961	50,000	0.08%	2 Years
24.	Mr. Kazi Abu Taher	Shareholder	1203140063401803	50,000	0.08%	2 Years
25.	Md. Fazlul Haque	Shareholder	1606060067240634	200,000	0.31%	2 Years
26.	Tahmina Islam	Shareholder	1606060067256208	50,000	0.08%	2 Years
27.	Sayed Iqbal Hossain	Shareholder	1606060020769872	50,000	0.08%	2 Years
28.	Md. Shamsul Alam	Shareholder	1606060061093312	50,000	0.08%	2 Years
29.	Md. Rashiduzzaman	Shareholder	1205150054201081	250,000	0.38%	2 Years
30.	Md. Shamim Hasan	Shareholder	1606060067259905	100,000	0.15%	2 Years
31.	Monirul Kabir Biswas	Shareholder	1606060067259640	50,000	0.08%	2 Years
32.	Md. Lutfor Rahman	Shareholder	1606060013625030	70,000	0.11%	2 Years
33.	Noor Md. Mahbulul Haq	Shareholder	1203600064069281	30,000	0.05%	2 Years
34.	Md. Alamgir Hossain	Shareholder	1201520058015599	100,000	0.15%	2 Years
35.	Md. Rabiul Hossain	Shareholder	1602510046741063	200,000	0.31%	2 Years
36.	Arifa Akhter	Shareholder	1201960031598601	200,000	0.31%	2 Years
37.	Nazia Akter	Shareholder	1202610048464551	100,000	0.15%	2 Years
38.	Mohammad Ferdous Jaman	Shareholder	1203710048456909	100,000	0.15%	2 Years
39.	Nafisa Akhter	Shareholder	1203060050267918	100,000	0.15%	2 Years
40.	Samaresh Banik	Shareholder	1204230033656585	100,000	0.15%	2 Years
41.	Sultana Parvin	Shareholder	1606060028487590	100,000	0.15%	2 Years
42.	Md. Habibur Rahman Sikder	Shareholder	1203040045061772	250,000	0.38%	2 Years
43.	Asif Iqbal Chowdhury	Shareholder	1605550059758671	250,000	0.38%	2 Years
44.	Sazzadur Rahman	Shareholder	1201480066435595	50,000	0.08%	2 Years
45.	Mohammed Hanif	Shareholder	1201480067160049	200,000	0.31%	2 Years

Sl. No.	Name	Position	BO ID	No. of Share	Pre IPO%	Lock in period
46.	Md. Zobair Raihan	Shareholder	1203410061458021	100,000	0.15%	2 Years
47.	Md. Hasan Imam	Shareholder	1606060064186096	50,000	0.08%	2 Years
48.	Md. Shah Alam	Shareholder	1205700062746590	400,000	0.62%	3 Years
49.	Khondaker Muinur Rahman	Shareholder	1201480064004541	150,000	0.23%	2 Years
50.	Farhana Rabbani Chowdhury	Shareholder	1203410066546440	100,000	0.15%	2 Years
51.	Ryan Enterprise	Shareholder	1202650064981464	200,000	0.31%	2 Years
52.	Mr. Md. Masudur Rahman	Shareholder	1204220057496005	100,000	0.15%	2 Years
53.	Abdullah Al Mamun	Shareholder	1201950067401645	100,000	0.15%	2 Years
54.	Mohammad Ariful Hoque	Shareholder	1601880067420455	100,000	0.15%	2 Years
55.	Md. Abdur Razzaque	Shareholder	1606060067255840	100,000	0.15%	2 Years
56.	Md. Jahirul Islam Jewel	Shareholder	1205950068167374	50,000	0.08%	2 Years
57.	Alak Chandra Sarkar	Shareholder	1203010063067778	200,000	0.31%	2 Years
58.	Khaled Mahmud	Shareholder	1602510046749340	50,000	0.08%	2 Years
59.	Bengal Assets Holdings Ltd.	Shareholder	1205950067422023	2,197,500	3.38%	2 Years
60.	Chittagong Pesticides & Fisheries Ltd.	Shareholder	1205950068190580	3,000,000	4.62%	2 Years
61.	Mrs. Nasima Akhter	Shareholder	1201500008552051	500,000	0.77%	2 Years
62.	Md. Ibrahim Khalil	Shareholder	1202220063883722	300,000	0.46%	2 Years
63.	Tahamina Akter	Shareholder	1201480068066614	50,000	0.08%	2 Years
64.	Abu Ishaque Mohammed Raican	Shareholder	1202020067740450	125,000	0.19%	2 Years
65.	Md. Atiqur Rahman	Shareholder	1202020067771861	110,000	0.17%	2 Years
66.	Md. Delowar Hossain	Shareholder	1203680067768708	100,000	0.15%	2 Years
67.	Anirban Joarder Tonmoy	Shareholder	1604650067889984	40,000	0.06%	2 Years
68.	Rehana Parvin	Shareholder	1604650067889917	130,000	0.20%	2 Years
69.	E-Securities Ltd.	Shareholder	1202880003801810	1,000,000	1.54%	2 Years
70.	Mrs. Farzana Moazzam	Shareholder	1202880031459679	200,000	0.31%	2 Years
71.	Captain M. Moazzam Hossain	Shareholder	1202880000037311	800,000	1.23%	2 Years
72.	Gazi Mukarram Ali Chowdhury	Shareholder	1201950063760118	100,000	0.15%	2 Years
73.	Mohammed Asif Raihan Chowdhury	Shareholder	1204830064703441	20,000	0.03%	2 Years
74.	Shubrata Paul	Shareholder	1205950067534355	1,000,000	1.54%	2 Years
75.	Parmita Protik Das	Shareholder	1204220067323511	2,500,000	3.85%	2 Years
76.	M/S Bandhan International	Shareholder	1204220067323597	5,000,000	7.69%	2 Years
77.	S.M. Malek	Shareholder	1201480067353374	2,000,000	3.08%	2 Years
78.	Lutfur Rahman	Shareholder	1203110059591746	1,000,000	1.54%	2 Years
79.	Farida Parvin	Shareholder	1201480066592267	50,000	0.08%	2 Years
80.	Md. ShafiulAzam Khan	Shareholder	1204910042626804	100,000	0.15%	2 Years
81.	Md. Razaul Karim	Shareholder	1201960066614991	100,000	0.15%	2 Years
82.	A.N.M Wahid Hossain	Shareholder	1201960043441538	100,000	0.15%	2 Years
83.	A.F Mohiuddin Khan	Shareholder	1201480065132802	100,000	0.15%	2 Years
84.	Burhan Uddin Choibal	Shareholder	1604940059768339	50,000	0.08%	2 Years
85.	Md. Baktiar Uddin	Shareholder	1606060067338851	50,000	0.08%	2 Years
86.	Mrs. Ahsena	Shareholder	1205590064186101	50,000	0.08%	2 Years
87.	Md.Mazharul Islam Chowdhury	Shareholder	1205590064848083	100,000	0.15%	2 Years
88.	Alamgir Hossain	Shareholder	1203110063917110	25,500	0.04%	2 Years
89.	Md. Mosharraf Uddin Khaled	Shareholder	1201960045102131	200,000	0.31%	2 Years
90.	Mohammad Abul Hossain Hasan	Shareholder	1201950052203093	150,000	0.23%	2 Years
91.	Md. Saidur Rahman	Shareholder	1204220062713959	50,000	0.08%	2 Years
92.	Sheikh Nasir Uddin	Shareholder	1201480017759545	200,000	0.31%	2 Years
93.	Mohammad Saiful Islam	Shareholder	1605760065278738	100,000	0.15%	2 Years
94.	Md Arafat Shums	Shareholder	1605760067100963	100,000	0.15%	2 Years
95.	Md. Delowar Hassain	Shareholder	1606060067281191	100,000	0.15%	2 Years
96.	S.M. Zahid Bin Faruque	Shareholder	1201480064561018	100,000	0.15%	2 Years
97.	Md. Mehedi Hasan	Shareholder	1201480064813616	100,000	0.15%	2 Years
98.	Minhaz Hasnin	Shareholder	1201480067131068	50,000	0.08%	2 Years
99.	Mohammad Rashidul Hassan	Shareholder	1201480067131504	50,000	0.08%	2 Years
100.	SK Trims & Industries Ltd.	Shareholder	1606060066341748	1,000,000	1.54%	2 Years
101.	Ahmed Rafi Farid	Shareholder	1202200000219643	50,000	0.08%	2 Years
102.	Nazmoon Nahar Khondaker	Shareholder	1202200003500625	100,000	0.15%	2 Years
103.	Mina Banik	Shareholder	1202200067786505	50,000	0.08%	2 Years



Sl. No.	Name	Position	BO ID	No. of Share	Pre IPO%	Lock in period
104.	A.S.M. Ahasan Habib Chowdhury	Shareholder	1203110060434458	200,000	0.31%	2 Years
105.	Md. Abul Kasem	Shareholder	1202550068807871	100,000	0.15%	2 Years
106.	Abdus Samad Azad	Shareholder	1201910056783517	200,000	0.31%	2 Years
107.	Md Amran	Shareholder	1201960064462656	100,000	0.15%	2 Years
108.	Md. Ashaduzzaman	Shareholder	1201950068436063	50,000	0.08%	2 Years
Total				65,000,000	100%	

CHAPTER-XXIV

MARKETS FOR THE SECURITIES BEING OFFERED

Market for the Securities being offered:

The issuer shall apply to the following courses 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)
Stock Exchange Building, 9/F Motijheel C/A,
Dhaka, Bangladesh



Chittagong Stock Exchange Limited (CSE)
CSE Building, 1080, Sk. Mujib Road, Agrabad,
Chattagram, Bangladesh

Declaration about Listing of Shares with the Stock Exchange(s):

If none of the Stock Exchange(s), if for any reason, grant listing within **30 (thirty)** 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 **15 (fifteen)** days from the date of refusal for listing by the stock exchange, or from the date of expiry of the said **30 (thirty)** days, as the case may be.

In case of non-refund of the subscription money within the aforesaid **15 (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 manager, in addition to the issuer company, shall ensure due to compliance of the above-mentioned conditions and shall submit compliance report thereon to the Commission within **07 (seven)** days of the expiry of the aforesaid **15 (fifteen)** days' time period allowed for refund of the subscription money.

Trading and Settlement:

Trading and Settlement Regulation of the stock exchanges shall apply in respect of trading and settlement of the shares of the company.

The issue shall be placed in “N” Category with DSE & CSE.

CHAPTER-XXV

DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

Description of securities outstanding or being offered

All types of securities outstanding or being offered with a 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, Pre-emption Rights:

The share capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive the 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 right in person or by proxy in connection with, among others, the 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 in person 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 Issue of Right shares in terms of the guidelines issued by the Bangladesh Securities and Exchange Commission from time to time.

b) Conversion and Liquidation Rights:

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 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 of Association and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the capital paid-up on the shares held by them respectively.
- ii. No larger dividend shall be declared that 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 profits of the Company or any other undistributed profits. The 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. There is no limitation on the payment of dividends to the common stockholders of the Company.

d) Other Rights of the securities holders:

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 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.

CHAPTER-XXVI

FINANCIAL STATEMENTS

- a) The latest financial statements prepared and audited by the Commission's panel auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the Companies Act, 1994, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable;

INDEPENDENT AUDITORS' REPORT

Opinion

We have audited the accompanying financial statements of **Dominance Steel Building Systems Ltd.** ('the company') which comprise the Statement of Financial Position as on 30th June, 2019 and Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows and a summary of significant accounting policies and other Explanatory Notes to the Financial Statement.

In our opinion, the financial statements prepared in accordance with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) give a true and fair view of the financial position of **Dominance Steel Building Systems Ltd.** as of 30th June, 2019 and results of its financial performance and its cash flows for the year then ended & comply with the Companies Act 1994, Securities and Exchange Rules 1987 & other applicable laws & 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 ethical requirement that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 judgments, were of most significant in our audit of the financial statements of the current period. 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.

(1) Recognition of Revenue:

Our audit performed and responses thereon Revenue recognition from construction contracts. The entity's main revenue is construction revenue from the provision of structural steelwork services. The entity recognizes contract revenue and contract cost using the percentage of completion method. (IFRS 15 Revenue from Contracts with Customers) It is very important and involves professional judgment to determine the percentage of completion is measured by reference to the stage of completion of the contract activity at the end of the reporting period, as measured by the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs approved by management. Significant judgment is required in determining the estimated total contract costs. Any change to the total contract costs will impact the percentage of completion, resulting in an impact to the revenue recognized during the year. The accounting policy for revenue recognition for construction contracts is disclosed in Note- 3.12, the amount of contract revenue recognized as per instruction of management for completion of the project.

How our audit addressed the matter:

- Obtained an understanding and evaluated the design and implementation of relevant controls over the contract revenue and contract costs recognition, and tested the operating effectiveness of the controls.
- Performed substantive tests of details on a sampling basis for contract costs incurred during the year and checked that contract costs incurred was recorded in the correct accounting period.
- Re-computed the percentage of completion based on the contract costs incurred for work performed to-date relative to the estimated total contract costs as approved by management and checked that the contract revenue was recognized based on the percentage of completion.
- Assessed the appropriateness and adequacy of the disclosures made in the financial statements.

(2) Projects in progress:

The company has project in progress where there is a current year expenditure of **Tk.422,638,465/-** (refer to note no. 6) which represents almost 33% of total equity. Usually, the construction companies have different working sites going on all the year round. We have checked different sites of the construction work of the company and found in order.

How our audit addressed the matter:

- We have obtained the individual debit vouchers related with the expenses and verify authorization to confirm the amount expensed.
- Verify the stock record in line with the ledger balances to make sure the amount represents actual quantity.
- Inspect the month wise usage of the material in those projects.
- Confirm the physical existence of different items of equipment's (where possible).

- Recalculate the figures to confirm accuracy of the amount presented in the financial statements.
- Compute regulatory deductions.
- Review the company's procurement policy and purchase document to ensure no fictitious transaction took place and purchase were made from approved suppliers.

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. 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 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of (consolidated) financial statements that give a true and fair view in accordance with IFRSs and for such internal control as management determines is necessary to enable the preparation of (consolidated) financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the (consolidated) 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 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 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.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report the following:

- a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;



- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c) The statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account; and
- d) the expenditures were incurred for the purpose of the Company's business.

Place: Dhaka
Date: 5 September 2019

Sd/-
Ashraf Uddin & CO
Chartered Accountants

Dominage Steel Building Systems Ltd.

Statement of Financial Position

As at June 30, 2019

Particulars	Notes	Amount in BDT	
		30-Jun-19	30-Jun-18
Assets			
Non-Current Assets		890,793,680	692,073,580
Property, Plant and Equipment	4.00	694,573,079	510,683,868
Capital Work in Progress	5.00	17,786,355	10,860,560
Projects in Progress (Non-Current Portion)	6.01	178,434,247	170,529,153
Current Assets		639,358,263	542,144,035
Inventories	7.00	333,405,588	288,822,096
Trade and Other Receivables	8.00	186,702,573	159,152,150
Advances, Deposits and Prepayments	9.00	100,947,242	79,481,189
Cash and Cash Equivalents	10.00	18,302,859	14,688,600
Total Assets		1,530,151,943	1,234,217,616
Shareholders' Equity and Liabilities			
Shareholders' Equity		1,287,477,371	1,006,207,009
Share Capital	11.00	650,000,000	98,321,700
Retained Earnings	12.00	637,477,371	540,759,155
Share Money Deposit	13.00	-	367,126,154
Non -Current Liabilities		75,226,130	59,348,222
Long Term Loan (Non-current Portion)	14.00	6,101,302	9,154,687
Deferred Tax Liability	15.00	69,124,828	50,193,535
Current Liabilities		167,448,443	168,662,384
Short Term Loan	16.00	41,022,820	64,576,937
Trade and Other Payables	17.00	39,469,462	53,092,220
Liabilities for Expenses	18.00	2,844,973	2,543,151
Income Tax Payable	18.A	69,767,858	36,620,111
Liability for WPPF	18.B	7,439,863	-
Long Term Loan (Current Portion)	19.00	6,903,467	11,829,966
Total Shareholders' Equity and Liabilities		1,530,151,943	1,234,217,616
Net Asset Value per Share (NAV)	28.00	19.81	65.00

The accompanying notes form an integral part of these financial statements.

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Date: 05 September, 2019

Sd/-
Ashraf Uddin & Co
Chartered Accountants

Dominage Steel Building Systems Ltd.

Statement of Profit or Loss and Other Comprehensive Income

For the year ended June 30, 2019

Particular	Notes	Amount in BDT	
		01 July 2018 to 30 June 2019	01 July 2017 to 30 June 2018
Revenue	20.00	631,432,785	588,793,470
Cost of Sales	21.00	(435,660,715)	(403,578,388)
Gross Profit		195,772,070	185,215,082
Operating Expenses		(27,685,973)	(25,908,213)
Administrative Expenses	22.00	(23,784,808)	(21,698,356)
Marketing & Selling Expenses	23.00	(3,901,166)	(4,209,858)
Profit from Operation		168,086,097	159,306,869
Other Income	24.00	226,139	129,884
Financial Expenses	25.00	(12,075,118)	(15,733,376)
Profit Before Income Tax & WPPF		156,237,118	143,703,377
Less: WPPF Expenses		(7,439,863)	-
Profit Before Income Tax		148,797,255	143,703,377
Income Tax Expenses	26.00	(52,079,039)	(53,585,951)
Current Tax		(33,147,747)	(39,909,880)
Deferred Tax		(18,931,293)	(13,676,071)
Net Profit After Tax		96,718,216	90,117,426
Other Comprehensive Income		-	-
Total Comprehensive Income for the Year		96,718,216	90,117,426
Earnings Per Share (EPS)- Basic	27.00	1.83	1.94
Earnings Per Share (EPS)- Diluted	27.01	1.49	1.39

The accompanying notes form an integral part of these financial statements.

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Date: 05 September, 2019

Sd/-
Ashraf Uddin & Co
Chartered Accountants

Dominage Steel Building Systems Ltd.

Statement of Changes in Equity

For the year ended June 30, 2019

Particulars	Share	Capital	Retained Earning	Share Money Deposit	Amount in Tk.
					Total
Balance as at 1st July 2018	98,321,700		540,759,155	367,126,154	1,006,207,009
Addition of share Money Deposit				184,553,000	184,553,000
Share Issue from Share Money Deposits	551,678,300		-	(551,678,300)	-
Less: Refund of Share Money Deposits				(854)	(854)
Net Profit after tax for the year		-	96,718,216		96,718,216
Balance as at 30 June 2019	650,000,000		637,477,371	-	1,287,477,371

Dominage Steel Building Systems (Pvt.) Ltd.

Statement of Changes in Equity

For the year ended 30 June 2018

Particulars	Share	Capital	Retained Earning	Share Money Deposit	Amount in Tk.
					Total
Balance as at 1st July 2017	173,000		508,832,129	407,084,454	916,089,583
Share Issue from Share Money Deposits	39,958,300		-	(39,958,300)	-
Allotment of Bonus Share	58,190,400		(58,190,400)		-
Net Profit after tax for the year		-	90,117,426		90,117,426
Balance as at 30 June 2018	98,321,700		540,759,155	367,126,154	1,006,207,009

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Date: 05 September ,2019

Sd/-
Ashraf Uddin & Co
Chartered Accountants



Dominage Steel Building Systems Ltd.

Statement of Cash Flows

For the year ended June 30, 2019

Particulars	Notes	Amounts in BDT	
		01 July 2018 To 30 June 2019	01 July 2017 To 30 June 2018
A. Cash Flows from Operating Activities			
Received from Customers	36.00	609,882,362	539,126,554
Paid to Employees	42.00	(32,533,763)	(29,207,591)
Paid for Manufacturing & Operating Expenses	39.00	(37,874,488)	(46,621,033)
Paid to Supplier	37.00	(222,699,560)	(70,960,489)
Cash Generated from Operation		316,774,550	392,337,440
Received from Others Income	41.00	226,139	129,884
Payment of Income Tax	40.00	(32,040,648)	(30,387,983)
Net Cash Generated from Operating Activities		284,960,041	362,079,342
B. Cash Flows from Investing Activities			
Acquisition of Property, Plant and Equipment		(64,510,266)	(16,441,600)
Capital Work in Progress		(136,979,170)	(96,423,084)
Paid for Projects in Progress (Non-Current Portion)	38.00	(220,799,375)	(178,545,628)
Net Cash Used in Investing Activities		(422,288,811)	(291,410,312)
C. Cash Flows from Financing Activities			
Payment for Financial Expenses		(12,075,118)	(15,733,376)
Received/(Refund) Share money Deposit		184,552,146	-
Received/(Payment) Long Term Loan		(7,979,884)	(20,634,301)
Received/(Payment) Short Term Loan		(23,554,117)	(26,121,661)
Net Cash Used in Financing Activities		140,943,028	(62,489,338)
D. Net Increase/(Decrease) Cash and Cash Equivalents (A+B+C)		3,614,259	8,179,693
E. Cash and Cash Equivalents at the Beginning of the Year		14,688,600	6,508,907
F. Cash and Cash Equivalents at the End of the Year (D+E)		18,302,859	14,688,600
Net Operating Cash Flows Per Share (NOCFPS)- Basic (Note # 29.00)		5.40	7.78
Net Operating Cash Flows Per Share (NOCFPS)- Diluted (Note # 29.01)		4.38	5.57

Sd/-
Managing Director

Sd/-
Chairman

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Signed in terms of our separate report of even date annexed.

Place: Dhaka
Date: 05 September ,2019

Sd/-
Ashraf Uddin & Co
Chartered Accountants

Dominage Steel Building Systems Ltd.

Notes, comprising summary of significant accounting policies and other explanatory information

For the year ended 30 June 2019

1.0 REPORTING ENTITY:

1.1 Background of the Company:

Dominage Steel Building Systems Ltd. is a private Limited Company Incorporated on 8 March 2007 Vide Registration No. C- 66036 (3527)/07 under the Companies Act. 1994. Subsequently the Company converted into Public limited company dated on 20 August 2018.

1.2 Address of the Registered & Corporate Office :

The registered and corporate office of the Company is located at J.R. Casero Tower, 11th Floor, 46, Mohakhali C/A, Dhaka-1212. Factory premises of the Company are situated factory-01 and factory-02 respectively at Aukpara, Ashulia and at Palash, Narshingdi.

1.3 Nature of Business Activities:

The principal activities of the Company are construction and development of Pre-engineered Steel Buildings Structure according to its designs and provide full pledge architectural and consultancy services and marketing of the Pre-engineered Steel Building under “DSBSL” brand. To expedite this race DSBSL Product Research and Development Department (PRD) works to innovate or introduce new concept and machinery in the production line for the diversified demand of their reverence clients. This is a local own steel base construction Company engaged in local development and construction of commercial buildings and factories and also engaged in fabrication, erection of steel parts.

1.4 Date of Authorization:

The Financial Statements of Dominage Steel Building Systems Ltd. for the year ended 30 June 2019 was authorized for issue in accordance with a resolution of the Board of Directors on 05 September 2019.

1.5 Reporting Period:

The Financial Statements have been prepared covering year from 1st July 2018 to 30 June 2019.

2.0 Basis of Preparation and Presentation of Financial Statements:

2.1 Preparation and Presentation of Financial Statements

The financial statements have been prepared and the disclosure of information made in accordance with the requirements of the Companies Act 1994 and International Accounting Standards (IASs) and International Financial Reporting Standards (IFRS) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB). The Board of Directors is responsible for preparing and presenting the financial statements including adequate disclosure, which approved and authorized for the issue of these financial statements. The Statements of Financial Position and Statement of Profit or Loss and other Comprehensive Income have been prepared according to IAS-1 “Presentation of Financial Statements” based on an accrual basis of accounting following going concern assumption and Statement of Cash Flows according to IAS 7 “Statement of Cash Flows”.

2.2 Regulatory and Legal Compliances:

The company is also required to comply with the following major laws and regulation in addition to the Companies Act, 1994:

The Income Tax Ordinance, 1984

The Income Tax Rules, 1984

The Value Added Act, 1991

The Customs Act, 1969

Bangladesh Labor Law, 2006

The Securities & Exchange Ordinance, 1969

The Securities and Exchange Rules, 1987

2.3 Statement on Compliance of Accounting Standards:

The Financial Statements have been prepared and presented in accordance with the applicable International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).

2.4 Applicable Accounting Standards:

The following IASs and IFRSs are applicable for the Financial Statements of the Company for the year under review:

IASs:

IAS 1: Presentation of Financial Statements;

IAS 2: Inventories;

IAS 7: Statement 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 21: The Effects of Changes in Foreign Exchange Rates;
IAS 23: Borrowing Costs;
IAS 24: Related Party Disclosures;
IAS 33: Earnings Per Share;
IAS 36: Impairment of Assets;
IAS 37: Provisions, Contingent Liabilities and Contingent Assets; and
IAS 40: Investment Property.

IFRSs:

IFRS 8: Operating Segments;
IFRS 9: Financial Instruments;
IFRS 13: Fair Value Measurement; and
IFRS 15: Revenue from Contracts with Customers.

2.5 Going Concern:

The company has adequate resources to continue in operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. As per management assessment there is no material uncertainties related to event or condition which may cast significant doubt upon the company's ability to continue as a going concern.

2.6 Currency Presentation:

2.6.1 Functional and Presentational Currency and Level of Precision:

The Financial Statements are prepared in Bangladesh Taka (Taka/Tk./BDT) which is the Company's both functional currency and presentation currency. All financial information presented in Taka and has been rounded off to the nearest Taka.

2.6.2 Foreign Currency Transaction/Translation :

Foreign currency transactions are translated into Bangladeshi Taka at the exchange rates ruling at the transaction dates according to BAS 21: "The effect of changes in Foreign Exchange Rates". Monetary assets and liabilities denominated in the foreign currencies are translated at prevailing rates on the balance sheet (financial position) date. Non monetary assets and liabilities denominated in foreign currencies, which are related at historical cost are translated into Bangladeshi Taka at the exchange date ruling at the date of transactions. Foreign exchange fluctuation gain/loses are charged to Statement of profit or loss and other comprehensive income for the respective period.

2.7 Materiality and Aggregation:

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

2.8 Use of Estimates and Judgments:

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the Financial Statements. The account judgments, estimates and assumptions are been used in the following heads of Accounts for the preparation of Financial Statements:

Note: 3.04.1 Recognition, Measurement and Disclosure of Property, Plant and Equipment
Note: 3.04.2 Depreciation on Property, Plant and Equipment
Note: 3.6 Impairment of Assets
Note: 3.8.2 Inventories (Provision for Damage & Obsolete)
Note: 3.11 Provision
Note: 3.8.3 Accounts receivables (Trade Debtors)
Note: 3.9.1 Trade and other Payables

Note: 2.12 Revenue recognition
 Note: 2.6.2 Foreign Currency Transactions and Translations
 Note: 2.18 Employees Benefits
 Note: 2.14 Finance Expenses
 Note: 2.16 Income Taxes (Current and Deferred Tax)

2.9 Components of Financial Statements:

The presentation of these Financial Statements is in accordance with the guidelines provided by IAS-1: "Presentation of Financial Statements". A complete set of Financial Statements comprises:

- (a) Statement of Financial Position as at 30 June 2019;
- (b) Statement of Profit or Loss and other Comprehensive Income for the year ended 30 June 2019;
- (c) Statement of Changes in Equity for the year ended 30 June 2019;
- (d) Statement of Cash Flows for the year ended 30 June 2019; and
- (e) Notes, comprising summary of significant accounting policies and other explanatory information for the year ended 30 June 2019.

3.0 Summary of Significant Accounting Policies:

The accounting policies set out below have been applied consistently (otherwise as stated) to all periods presented in these Financial Statements.

3.1 Accounting Convention and Basis:

The Financial Statements have been prepared in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), the Companies Act, 1994 and other laws and regulations applicable for these financial statements.

3.1.1 Changes in significant accounting policies

Except the changes following, the Company has consistently applied the accounting policies to all periods presented in these financial statements. The Company has initially adopted IFRS 15 Revenue from Contracts with Customers and IFRS 9 Financial Instruments from 1 July 2018. There is no impact on financial statements on initial application of the standards.

3.1.2 IFRS 15 Revenue from contracts with customers

"IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations. The Company has adopted IFRS 15 Revenue from Contracts with Customers. The adoption of this standard has no impact on the Company's financial statements. IFRS 9 sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 Financial Instruments: Recognition and Measurement.

3.1.3 Standards issued but not yet effective

In January 2018, the Institute of Chartered Accountants of Bangladesh (ICAB) has adopted International Financial Reporting Standards issued by the International Accounting Standards Board as IFRSs. As the ICAB previously adopted such standards as Bangladesh Financial Reporting Standards without any modification, this adoption does not have any impact on the financial statements of the Company for annual periods beginning on or after 01 January 2018. A number of new standards are effective for annual periods beginning or after 01 January 2018 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements. Of those standards that are not yet effective, IFRS 16 is expected to have a material impact to the Company's financial statements in the period of initial application.

3.2 Comparative Information:

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

3.3 Rearrangement:

Previous year figure has been rearranged whenever considered necessary to ensure comparability with the current year presentation as per IAS: 8 "Accounting Policies, Changes in Accounting Estimates and Errors".

Before Rearrangement	After Rearrangement
'Project in Progress' previously shown in Non-Current Assets in the Financial Position (Note-6.00)	'Current portion in Project in Progress' shown in Current Assets in the Financial Position under the head of Inventory (note-7.00). Non-Current portion of project in progress shown in Non-Current Assets (note-6.01) in the Financial Position

Before Rearrangement	After Rearrangement
Cash Payments to Suppliers included with 'Project in Progress' under the head of Investing Activities in the 'Statement of Cash Flows'	Cash Payments to Suppliers have separated from 'Project in Progress' and presented separately under the head of 'Payments to Suppliers' in Operating Activities in the 'Statement of Cash Flows' and Non-Current portion of project in progress shown in Investing Activities.

3.4 Property, Plant and Equipment:

3.4.1 Recognition and Measurement:

All property, plant and equipment are initially accounted for at cost and depreciated over their expected useful life in accordance with IAS-16 "Property, Plant and Equipment". The cost of acquisition of an asset comprises 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 nonrefundable taxes. Expenses capitalized also include applicable borrowing cost. On retirement or otherwise disposal of fixed assets, the cost and accumulated depreciation are eliminated and any gain or loss on such disposal is reflected in the statement of profit or loss and other comprehensive income which is determined with reference to the net book value of the assets and the net sales proceeds.

3.4.2 Depreciation :

Depreciation is charged on all fixed assets on a reducing balance method except land and land development. No depreciation is charged on land and land development. Depreciation of an asset begins when it is available for use i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

The annual rates of depreciation applicable to the principal categories of fixed assets are:

Particulars	Rate
Land & Land Development	0%
Building & Civil construction	2.5%
Electric Equipment's & Installation	10%
Furniture & Fixture	10%
Plant & Machinery	5%
Vehicle	10%
Office Equipment	10%

The Company used branded plant and machinery in its production process which were procured from China & European countries. With a small maintenance, the life of the assets can be strengthened and can be modified as per the requirement of the Company. That is why the depreciation on plant and machineries are 5%. The factory buildings life time are also considered 40 years which is very reasonable. That is why, the rate is 2.5%. Another reason is that the main factory building is built with RCC structures and other factory buildings were built with pre-fabricated structures. And Other Fixed Asset's life time is considered 10 years which is very reasonable.

3.4.3 Retirements and disposals

An asset is derecognized upon disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset is recognized as gain or loss from disposal of asset under other income in the statement of comprehensive income.

3.5 Borrowing cost

Interest and other cost incurred in the Company in connection with the borrowing of fund are recognized as expenses in the year in which they are incurred unless such borrowings cost related to acquisition/construction of assets in progress that are required to be capitalized as per IAS-23: "Borrowing Cost".

3.6 Impairment of Assets:

The management of the Company takes physical stocks periodically and recognition of the assets were made accordingly considering the usable condition, wear and tear of the assets as follows:

- The valuation of Property, Plant & Equipment has been made on the basis of the usable condition of the assets as per IAS-36 Impairment of Assets.
- The management of the Company has conducted physical verification of Property, Plant & Equipment on 30.06.2019

Property, Plant & Equipments are consisting of Furniture & Fixture, Vehicles, Office Equipment, Plant & Machineries, Electric Equipment & Installation, Building & Civil construction, Factory Equipment, are valued at lower of cost and net realisable value as per IAS 16: Property, Plant & Equipment Costs include expenditure incurred in acquiring the assets and other costs incurred in bringing them to their existing location and condition. Impairment of assets are made as and when assets became obsolete or unusable for which the management of the company is giving decisions from time to time. The management of the Company reviews the carrying amounts of its assets (Balance Sheet Date) to determine whether there is any indication of impairment In accordance with IAS-36: 'Impairment of Assets'. During the year at Balance Sheet date, there was no indication of impairment of assets; as such, no adjustment was given in the Financial Statements for impairment.

3.7 **Financial Instruments:**

A financial instrument is any contract that gives to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.8 **Financial Assets:**

The Company initially recognizes receivable and deposit on the date that they are originated. All other financial assets are recognized initially on the date at whom the Company becomes a party to the contractual provisions of the transaction. Financial assets include cash and cash equivalents, account receivables, and long term receivables and deposit.

3.8.1 **Project in Progress:**

This is a long term asset account when it forecast for more than a year. Accumulates cost of a project has not yet been placed into service. When the project is finished and placed into the service, the cost is removed from this account and is recorded in revenue. Project investments are included with significant construction activities and mainly purchases of raw materials for construction of projects. The costs are associated with direct cost and it is exactly projects cost. These costs are included in cash forecast for more than a year to complete the projects and the proportional completion costs are transferred to the Statement of Profit or Loss and other Comprehensive Income each year until complete the projects in full. Current portion of project in progress shown in Current Assets under the head of 'Inventory' and Non-Current portion of project in progress shown in Non-Current Assets.

3.8.2 **Inventories:**

Inventories consisting of raw materials, work in progress, finished goods are valued at lower of cost and net realisable value as per IAS 2: Inventory. Cost of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Cost of inventories is determined by using the weighted average cost formula. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying amount of inventories to the lower of cost and net realisable value. Net realisable value is based on estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Impairment of Inventories

Impairment of inventory is made as and when inventory became obsolete or unusable or for slow moving items for which the management of the company is giving decisions from time to time. Based on sales cycle of slow moving items, the sales prices of the products may decrease over time. The management of the Company reviews the carrying amounts of its inventory (Balance Sheet Date) to determine whether there is any indication of impairment. In accordance with IAS-2: 'Inventories'. When the sales price moves below the inventory cost prices, the loss on sales is recognized immediately in the Financial Statements. However, there was no indication of impairment of inventory during the year; and as such, no adjustment was given in the Financial Statements for impairment.

3.8.3 **Trade and Other Receivables:**

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 was provided for as bad debt in the current year's account.

3.8.4 **Advances, Deposits and Prepayments:**

Advances are initially measured at cost. After initial recognition advances are carried at cost less deduction, adjustment or charges to other account heads such as property, plant and equipment, inventory or expenses.

Deposits are measured at payment value.

Prepayments are initially measure at cost. After recognition of prepayments are carried at cost less charges to Statement of Profit or Loss and other Comprehensive Income.

3.8.5 **Cash and Cash Equivalents:**

For the purpose of Financial Position and Statement of Cash Flows, Cash in hand and Bank balances represent cash and cash equivalents considering the IAS-1 "Presentation of Financial Statements" and IAS-7 "Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to an insignificant risk of changes in value and are not restricted as to use.

3.9 **Financial Liability:**

The Company initially recognized debt securities issued and subordinated liabilities and the date that they are originated. All other financial leases obligations, loans and borrowings, account payables and other payables.

3.9.1 **Trade & Other Payables :**

The Company recognizes a financial liability when its contractual obligations arising from the past events are certain and the settlement of which is expected to result in an outflow from the Company of resources embodying economic benefit.

3.10 Statement of Cash Flows:

Statement of Cash Flows is prepared principally in accordance with IAS-7 "Statement of Cash Flows" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules 1987 and 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" as well as the indirect method.

3.11 Provisions:

Provision, Contingent Liabilities and Contingent Assets

The financial statements are prepared in conformity with IAS 37 "Provision, contingent Liabilities and Contingent Assets", which requires management to ensure that appropriate recognition criteria and measurement bases are applied to provision for outstanding expenses, contingent liability, assets and that sufficient information is disclosed in the notes to the accounts to enable its users for their understanding about its nature, timing and amount. In accordance with the guidelines as prescribed by IAS-37 provisions were recognized in the following situations:

- When the company has a present obligation as a result of the past event.
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations and
- Reliable estimate can be made about the sum of the obligation.

We have shown the provision in the statement of financial position at an appropriate level with regard to an adequate provision for risks and uncertainties. The sum of provision estimated and booked represents the reliable estimate of the probable expenses incurred but not paid, which is required to fulfill the current obligation on the Balance Sheet Date.

3.12 Revenue Recognition:

In compliance with the requirements of IFRS-15 "Revenue from Contracts with Customers", an entity shall account for a contract with a customer only when all of the following criteria are met:

- a) The parties to the contract have approved the contract (in writing , orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- b) The entity can identify each party's right regarding the goods or services to be transferred;
- c) The entity can identify the payment terms for the goods or service to be transferred ;
- d) The contract has commercial substance (i.e. the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
- e) It is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or service that will be transferred to the customer.

As per IFRS-15 the revenue of the company was recognized as follows:

- a) In case of percentage completion method, revenue is recognized on the stage of completion at the Balance Sheet date, taking into account the contractual price and revision there to by estimating total revenue including claim/ variations and total cost till completion of the contract and the profit so determined proportionate to the percentage of the actual work done.
- b) In case of Lump sum contracts, revenue is recognized on the completion of milestones as specified in the contract or as identified by the management. Foreseeable losses are accounted for as and when they are determined except to the extent, they are expected to be recovered through claims presented or to be presented to the customer or in arbitration.

In addition, prior year Financial Statements were prepared in accordance with Bangladesh Accounting Standards (BASs) and Bangladesh Financial Reporting Standards (BFRSs). The management has made an assessment of the difference between IFRS and BFRS (mainly IFRS-15 'Revenue from contract with Customers' and IAS-18 'Revenue') and concluded that there are no differences that would impact any numerical amount and disclosures in the financial statement. For better presentation, the management reconciled Statement of Profit or Loss and Other Comprehensive Income as well as Statement of Financial Position of the company with the effect of IFRS-15 para c(8) which is shown below:

Impact on the statements of Financial Position

As at June 30, 2019

July 01, 2018 to June 30, 2019		
As Reported	Adjustment (effect on IFRS-15)	Amount with adoption of IFRS-15

Assets

Non-Current Assets	890,793,680	-	890,793,680
Current Assets			
Trade and Other Receivables	186,702,573	362,386,018	549,088,591
Total Current Assets	639,358,263	362,386,018	1,001,744,281
Total Assets	1,530,151,943	362,386,018	1,892,537,961
Shareholder's Equity and Liabilities			
Shareholder's Equity	1,287,477,371	-	1,287,477,371
Non-Current Liabilities	75,226,130	-	75,226,130
Current Liabilities			
Current Liabilities	167,448,443	-	167,448,443
Unearned revenue	-	362,386,018	362,386,018
Total Current Liabilities	167,448,443	362,386,018	529,834,460
Total Shareholder's Equity and Liabilities	1,530,151,943	362,386,018	1,892,537,961

Impact on the statement of Profit or Loss and other comprehensive Income

For the year ended June 30, 2019

	July 01, 2018 to June 30, 2019		
	As Reported	Adjustment (effect on IFRS-15)	Amount with adoption of IFRS-15
Revenue	631,432,785	-	631,432,785
Operating expenses	(27,685,973)	-	(27,685,973)
Profit from Operation	168,086,097	-	168,086,097
Profit Before Income Tax	148,797,255	-	148,797,255
Income Tax Expenses	(52,079,039)	-	(52,079,039)
Profit after Income Tax	96,718,216	-	96,718,216
Total Comprehensive Income for the year	96,718,216	-	96,718,216

Impact on the statement of Cash Flows

For the year ended June 30, 2019

	July 01, 2018 to June 30, 2019		
	As Reported	Adjustment (effect on IFRS-15)	Amount with adoption of IFRS-15
Net Cash Generated from Operating Activities	284,960,041	-	284,960,041
Net cash Used to Investing Activities	(422,288,811)	-	(422,288,811)
Net cash Generated from Financing Activities	140,943,028	-	140,943,028
Net Increase/(Decrease) Cash and Cash Equivalents	3,614,259	-	3,614,259
Cash and Cash Equivalents at the beginning of the year	14,688,600	-	14,688,600
Cash and Cash Equivalents at the end of the year	18,302,859	-	18,302,859

3.13 Other Income

Other income includes wastage sales and interest income on FDR. It is recognized as income as and when accrued.

3.14 Finance Expenses

Financial expense comprises interest expense on term loan, overdraft, and bank charge. All financial expenses are recognized in the statement of Profit or Loss and Other comprehensive income.

3.15 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.

3.15.1 Basic Earnings per Share

Basic earnings per share are calculated by dividing the earning attributable to the ordinary shareholders of the Company by the weighted average number ordinary share outstanding during the year.

3.15.2 Diluted Earnings per Share

Diluted earnings per share are calculated by dividing the earning attributable to the ordinary shareholders of the Company by the number of ordinary share outstanding during the year as per IAS-33 Anti-Dilution Para.

3.16 Income Tax

Income tax expense comprised of current and deferred tax. Income tax expense is recognized in the Statement of Profit or Loss and Other Comprehensive Income and is accounted for in accordance with the requirement of IAS 12: "Income Taxes".

3.16.1 Current Tax

Current tax is the expected tax payable on the taxable income for the period/year and any adjustment to tax payable in respect of previous years as per the Provisions of Income Tax Ordinance, 1984 and duly amended by the Finance Act from time to time.

The effective tax rate of the Company is provided as follows:

Corporate Tax Rate of the Company	35%
Tax Rate on Other Income:	35%
Taxes on Interest on FDR	35%
Taxes on Dividend Income	20%
Minimum Tax Rate	0.60%

3.16.2 **Deferred Tax**

Deferred tax is made as per the balance sheet assets/liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax (basis used in the computation of taxable profit). Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that the taxable profits will be available against which the deductible temporary differences.

3.17 **Sources of Information**

During our course of preparation and presentation of the Financial Statements it has been considered the relevant financial documents and collected information throughout the accounting year ended 30 June 2019 after overlooking of the head of accounts.

3.18 **Employee Benefit**

The Company maintains defined benefit plan for its eligible permanent employees. The eligibility is determined according to the terms and conditions set forth in the respective deeds. 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 period to which the contributions relate.

a) **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.

b) **Contribution to Workers' Profit Participation and Welfare Funds**

This represents 5% of net profit before tax, contributed by the the Company as per provisions of the Bangladesh Labour Law, 2006 (Amended 2013). The fund will be transferred as per Bangladesh Labour Law, 2006 after completion of necessary legal process.

3.19 **Events after the Reporting Period:**

As per IAS-10 "Event after the Reporting Period" are those event favorable and unfavorable that occurred between the end of the reporting period and the date when the Financial Statements are authorized for the issue. There were no material events that occurred after the reporting period which could affect the values in Financial Statements.

3.20 **Fair Values**

The fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. The fair value of trade and other short-term receivables are taken to approximate their carrying value. The fair value of financial assets and liabilities approximate their carrying value.

3.21 **Operating Segments**

No segmental reporting is applicable for the company as required by "IFRS-8: 'Operating Segments' as the company operates in a single industry segment and within as geographical segment.

3.22 **Measurement of Expected Credit Losses (ECL)**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive). ECLs are discounted at the effective interest rate of the financial asset. At each reporting date, the company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. The Company expected that they have no credit losses on Trade Receivables.

3.23 **General**

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

4.00 Property, Plant and Equipment

A. Cost:

Opening Balance

Add: Addition during the year

Total Assets Value at cost

B. Accumulated Depreciation

Opening Balance

Add: Depreciation Charged for the year

Total Depreciation

Written Down Value (A-B) as at 30.06.2019

The details of above have been shown in Annexure- 'A'

Amounts in BDT	
30-Jun-2019	30-Jun-2018

667,092,168	565,088,044
201,326,564	102,004,124
868,418,732	667,092,168
156,408,300	143,054,540
17,437,353	13,353,760
173,845,653	156,408,300
694,573,079	510,683,868

5.00 Capital Work in Progress

Land & Land Development

(Note # 5.01)

Building & Civil construction

(Note # 5.02)

Plant and Machinery

(Note # 5.03)

4,802,055	1,201,735
9,784,300	6,173,190
3,200,000	3,485,635
17,786,355	10,860,560

5.01 Land & Land Development

Opening Balance

Add: Addition during the year

1,201,735	-
7,625,740	9,764,280
8,827,475	9,764,280

Less: Transfer to Property, Plant and Equipment schedule

Closing Balance

4,025,420	8,562,545
4,802,055	1,201,735

The details of the Addition of Capital Work in Progress (Land & Land Development) are given below:

Name of Party	Product Name		
M/S Iqbal Enterprise	Stone, Brick, Sand	2,000,000	2,215,480
M/S Bhai Bhai Construct	Labour Bill	1,745	4,250
M/S Shahjalal Enterprise	Sand, Stone, Brick	821,940	1,020,450
M/S Sumaiya Enterprise	Local Sand	271,979	952,400
Aral Brick Center	Brick	1,368,313	1,524,580
Prottay Construction	Soil Filling Labour bill	772,000	895,470
M/S Iqbal Enterprise	Stone, Brick	1,626,000	1,742,500
Hazi traders	Brick, Sand, Picket	763,763	1,409,150
		7,625,740	9,764,280

5.02 Building & Civil construction

Opening Balance

Add: Addition during the year

6,173,190	-
52,153,631	34,675,244
58,326,821	34,675,244

Less: Transfer to Property, Plant and Equipment schedule

Closing Balance

48,542,521	28,502,054
9,784,300	6,173,190

The details of the Addition of Capital Work in Progress (Building & Civil construction) are given below:

Name of Party	Product Name		
M/S Akkel Ali & Sons	Ms Plate	8,283,140	5,415,700
M/S Mizan Trading Corporation	Ms Angle Bar, Ms Rod	7,250,000	5,095,789
Insha Chemicals	Piling Benotrite	150,000	-
Alpha Steel Solution	Color Coil	2,600,000	2,410,250
Bangladesh Steel Re-Rolling Ltd.	Ms Rod	8,400,000	5,524,800
M/M Engineering	GP Purlin	3,101,160	2,487,520
General Steel Buildings	Z Shep Steel Purlin, Z Type Channel	2,500,000	1,900,000
Sarker Steel Limited	H-Type Steel Beam	2,000,000	1,000,000
BSRM	MS Angle Bar (10mm-12mm)	5,800,000	3,385,000
M/S Mizan Trading Corporation	MS Angle bar	500,000	210,000
Prottay Construction	Civil Work bill	100,000	-
M/r Ceramic Limited	Tiles	300,000	50,000
M/S.K. Thai Aluminium Fabricators	Thai Aluminium With Glass	371,179	150,140

General Steel Buildings	Galvanized Metal Steel Decking Sheet	2,021,497	854,250
Mehrun Steel	Steel Roof Sheet 0.5mm	2,000,000	1,650,000
Sarker Steel Limited	Supply & Fabrication of Steel Structure	2,000,000	1,850,000
M/S Mizan Trading Corporation	Ms Angle (L-Shep)	335,500	150,000
Ruhan Steel & Engineering	Erection Bill	108,000	-
M/S Motalab Iron Store	Profile Steel Channel U Purlin	2,450,062	1,225,800
Prottay Construction	Civil Work bill	100,000	-
Ruhan Steel & Engineering	Erection Bill	100,000	-
BSRM	Ms Rod	729,677	526,980
NDE Ready Mix Concrete Ltd	Ready Mix Concrete	113,300	215,400
M/ S Zarnath Enterprise	Floor Decking	550,000	201,250
Ruhan Steel & Engineering	Erection Bill	100,000	372,365
NDE Ready Mix Concrete Ltd	Ready Mix Concrete	190,116	-
		52,153,631	34,675,244

5.03 Plant and Machinery

Opening Balance	3,485,635	-
Add: Addition during the year	83,962,722	51,983,560
	87,448,357	51,983,560
Less: Transfer to Property, Plant and Equipment schedule	84,248,357	48,497,925
Closing Balance	3,200,000	3,485,635

6.00 Projects in Progress

Opening Balance	370,715,549	353,947,501
Add: Addition during the year	422,638,465	374,937,720
Less: Transferred to Cost of Sales	(387,821,635)	(358,169,672)
Closing Balance	405,532,379	370,715,549

The details of above have been shown in Annexure- 'B'

6.01 Allocation of Projects in Progress

Projects in Progress (Non- Current Portion)	178,434,247	170,529,153
Projects in Progress (Current Portion)	227,098,132	200,186,396
Total	405,532,379	370,715,549

7.00 Inventories

7.01 Valuation of Inventory and physical stocktaking

The management of the Company takes physical stocks periodically and valuation of stocks were made accordingly considering the wear and tear of the assets as follows:

- The valuation of closing inventory has been made on the basis of lower of cost and net realizable value as per IAS-2.
- The management of the Company has conducted physical verification/stock taking of inventories on 30.06.2019. Inventories consisting of raw materials, work in progress, finished goods are valued at lower of cost and net realisable value as per IAS 2: Inventory. Cost of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Cost of inventories is determined by using the weighted average cost formula. Where necessary, allowance is provided for damaged, obsolete and slow-moving items to adjust the carrying amount of inventories to the lower of cost and net realisable value as the board approve from time to time. Net realisable value is based on estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Impairment of Inventories

Impairment of inventory is made as and when inventory became obsolete or unusable or for slow moving items for which the management of the company is giving decisions from time to time. Based on sales cycle of slow moving items, the sales prices of the products may decreases over time. The management of the company reviews the carrying amounts of its inventory (Balance Sheet Date) to determine whether there is any indication of impairment. In accordance with IAS-2: 'Inventories'. When the sales price moves below the inventory cost prices, the loss on sales is recognized immediately in the Financial Statements. However, there was no indication of impairment of inventory during the year; and as such, no adjustment was given in the Financial Statements for impairment.

7.02 Inventories

Projects in Progress (Current Portion)-Note-6.01		227,098,132	200,186,396
Work-in-process	(Note # 21.00)	58,276,431	46,274,792
Finished Goods	(Note # 21.00)	48,031,025	42,360,908
		333,405,588	288,822,096

The details of above have been shown in Annexure- 'C & D'

8.00 Trade and Other Receivables

Trade Receivables		186,702,573	159,152,150
		186,702,573	159,152,150

Ageing of Trade Receivables

More than six months		-	-
Less than six months		186,702,573	159,152,150
		186,702,573	159,152,150

The classification of receivables as required by the Schedule XI, Part 1, Para 4 of the Companies Act, 1994 are given below:

Particulars	30/Jun/2019	30/Jun/2018
i) Receivables considered good and in respect of which the company is fully secured.	-	-
ii) Receivables considered good for which the company holds no security other than the debtor's personal security.	186,702,573	159,152,150
iii) Receivables considered doubtful or bad.	-	-
iv) Accounts Receivable due by director's or other officers of the company or any of them either severally or jointly with any other person or receivables due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
v) Receivables due by companies under the same management.	-	-
vi) The maximum amount due by directors or other officers of the company at any time during the year.	-	-
Total	186,702,573	159,152,150

9.00 Advances, Deposits & Prepayments

Advance to Employees		165,230	137,520
Advance to Projects		6,782,862	10,205,184
Advance against Local Purchase		13,890,061	19,105,244
Bank Guarantee	(Note # 9.01)	5,222,846	6,680,121
Security Deposit to Palfi Biddut somity (PBS)		1,170,040	1,170,040
Advance Income Tax	(Note # 9.02)	69,595,339	37,554,692
Vat Current Account		1,008,570	4,628,388
L/C margin		3,112,294	-
		100,947,242	79,481,189

9.01 Bank Guarantee

Prime Bank Ltd. (18/2015)	-	2,465,265
Prime Bank Ltd. (Prime/BGL/DMD/12/2017)	-	300,000
Southeast Bank Ltd. (SEBL/MK/PG-06/2018)	3,914,856	3,914,856
Southeast Bank Ltd. (SEBL/MK/PG-09/2018)	1,000,000	-
Southeast Bank Ltd. (SEBL/MK/PG-03/2019)	307,990	-
	5,222,846	6,680,121

9.02 Advance Income Tax

Opening Balance	37,554,692	61,447,586
Add: Addition during the year	32,040,648	30,387,982
	69,595,339	91,835,568
Less: Adjustment During the year	-	54,280,876
Closing Balance	69,595,339	37,554,692

Ageing of above Advances, Deposits & Prepayments

More than six months	75,988,225	45,404,853
Less than six months	24,959,017	34,076,336
	100,947,242	79,481,189

The classification of Advances, Deposits & Prepayments as required by the Schedule XI, Part 1, Para 6 of the Companies Act, 1994 are given below:

Particulars	30/Jun/2019	30/Jun/2018
Advances, deposits & prepayments considered good and in respect of which the company is fully secured	-	-
Advances, deposits & prepayments considered good for which the company holds no security.	100,947,242	79,481,189
Advances, deposits & prepayments considered doubtful or bad	-	-
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 Advances, deposits & prepayments due by firms or private companies respectively in which any director is a partner or a director or a member. respectively in which any director is a partner or a director or a member.	165,230	137,520
Advances, deposits & prepayments due by companies under the same management.	-	-
The maximum amount due by directors or other officers of the company at any time during the year.	-	-

10.00 Cash and Cash Equivalents

Cash in Hand		740,036	450,580
Cash At Bank (Note # 10.01)		17,562,823	12,852,279
FDR (Note # 10.02)		-	1,385,741
		18,302,859	14,688,600

10.01 Cash at Bank

Bank Asia Ltd - A/C No.-04933000382	212,765	564,285
Prime Bank Ltd - A/C. No.-14611090023553	-	1
Standard Chartered Bank Ltd - A/C No.-01-1128332-01	3,598	-
Southeast Bank Ltd - A/C No.-008211100000385	166,080	12,287,993
Southeast Bank Ltd.-13100000049	2,459	-
Southeast Bank Ltd.-13100000051	17,106,759	-
Southeast Bank Ltd.-13100000052	70,657	-
Southeast Bank Ltd.-11100000443	505	-
	17,562,823	12,852,279

10.02 FDR

Prime Bank Ltd.-A/C. No. - 17534	-	1,158,588
Prime Bank Ltd - A/C. No. 17428	-	154,517
Prime Bank Ltd - A/C. No. 19245	-	72,636
	-	1,385,741

11.00 Share Capital

11.01 Authorized Share Capital

100,000,000 Ordinary shares of Tk. 10/- each	1,000,000,000	1,000,000,000
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11.02 Issued, Subscribed, Called-up & Paid-Up Share Capital

65,000,000 Ordinary shares of Tk. 10/- each fully paid up	650,000,000	98,321,700
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11.03 A distribution schedule of the above shares is given below:

Sl. No.	Name	Nature Of Shareholding	% Of Sharehold	No of Shares	30/Jun/2019	30/Jun/2018
1	Muhammad Sham sul	Individual	17.15%	11,149,989	111,499,890	25,774,000
2	Mohammad Rafiqul	Individual	17.15%	11,149,989	111,499,890	20,531,000
3	Sujit Saha	Individual	3.75%	2,437,522	24,375,220	2,734,200
4	Rakibul Islam	Individual	3.04%	1,974,125	19,741,250	2,450,000
5	Abul Kalam Bhuiyan	Individual	3.04%	1,974,125	19,741,250	1,470,000
6	Others	Individual / Institution	55.87%	36,314,250	363,142,500	45,362,500
Total				65,000,000	650,000,000	98,321,700

12.00 Retained Earnings

Opening Balance	540,759,155	508,832,129
Add: Net Profit During the Year	96,718,216	90,117,426
Less: Bonus Allotment	-	(58,190,400)
Closing Balance	637,477,371	540,759,155

13.00 Share Money Deposit

Opening Balance	367,126,154	407,084,454
Add: Addition during the year	184,553,000	-
Less: Allotment during the year	(551,678,300)	(39,958,300)
Less: Refund	(854)	-
Closing Balance	-	367,126,154

14.00 Long Term Loan (Non-Current Portion)

Opening Balance	20,984,653	41,618,954
Add: Addition during the year	3,454,158	5,055,380
Less: Adjusted during the year	11,434,042	25,689,681
Total Outstanding Balance	13,004,769	20,984,653
Less: Long Term Loan (Current Portion)	6,903,467	11,829,966
Long Term Loan (Non-Current Portion)	6,101,302	9,154,687

14.01 Details of Bank Loan

i) Bank Name Southeast Bank Limited

Branch Mohakhali

Sanction Amount 160 Lac

Purpose Import/ Purchase of Machinery

Sanction date 4/Nov/2018

Securities	Particulars of Security	Location
	6200 sqft commercial floor space	floor # 6 & 11, Plot No# 46, Mohakhali C/A, Dhaka.
	52 decimal industrial high land	Awkpara, Ashulia, Savar, Dhaka.
	79.5 decimal industrial high land	Narsingdi, Polash, Dakkhin Dewra.
	130 decimal agricultural high land	Narsingdi, Polash, Uttar Dewra.
	16.5 decimal residential high land	Gazipur, Gazipur Sadar.

Interest Rate 14% Revised from time to time.

ii) Bank Name Standard Chartered Bank

Branch Dharmondi

Limit amount 94 Lac

Purpose Business Working Capital

Sanction date 25/Sep/2016

Securities One cheque Covering entire loan amount.

One post date cheque.

Guarantee of all Directors of Dominage Steel Building (Pvt.) Ltd.

Interest Rate 16% Revised from time to time.

15.00 Deferred Tax Liability

Written down value (Accounting Base)	694,573,079	510,683,868
Written down value (Tax Base)	497,073,571	367,273,768
Temporary Difference	197,499,508	143,410,100
Effective Tax Rate	35.00%	35.00%
	69,124,828	50,193,535

16.00 Short Term Loan

Prime Bank Ltd. A/C No.- LD1735206178	-	5,655,695
Prime Bank Ltd. A/C No.- 14673660017466/2146747004130	-	46,455,211
Prime Bank Ltd. A/C No.-LD1711700002/LD1727411309/LD1812043399	-	12,466,031
Southeast Bank Ltd.-A/C No. CC(H)-733000000020	41,022,820	-
	41,022,820	64,576,937

Details of Bank Loan

i) Bank Name	Southeast Bank Limited
Branch	Mohakhali
Limit amount	2.115 Lac
Purpose	Working Capital & Import/ Procure Raw Materials (To execute work orders).
Renwal date	4-Nov-2018
Securities	

Particulars of Secutity	Location
6200 sft commercial floor space	floor # 6 & 11, Plot No# 46, Mohakhali C/A, Dhaka.
52 decimal industrial high land	Awkpara, Ashulia, Savar, Dhaka.
79.5 decimal industrial high land	Narsingdi, Polash, Dakkhin Dewra.
130 decimal agricultural high land	Narsingdi, Polash, Uttar Dewra.
16.5 decimal residential high land	Gazipur, Gazipur Sadar.

Interest Rate 14% Revised from time to time .

17.00 Trade and Other Payables

Trade Payable		26,706,539	53,092,220
Advance received from clients	(Note # 17.01)	6,000,000	-
Other Payables	(Note # 17.02)	6,762,923	-
		39,469,462	53,092,220

17.01 Advance received from clients

Global Shoes Limited	5,000,000	-
Apon Bhupon Picnic & Shoting Spot	1,000,000	-
	6,000,000	-

17.02 Other Payables

Hazi Traders	763,763	-
Iqbal Enterprise	1,626,000	-
Prottay Construction	772,000	-
MM Engineering	3,101,160	-
Zam Zam Engineering Industries	500,000	-
	6,762,923	-

18.00 Liabilities for Expenses

Salary & Allowance	2,286,730	1,935,049
Director Remuneration	250,000	250,000
Service Charge	12,000	12,000
Provision for Utility Bill	196,243	246,102
Audit Fees	100,000	100,000
	2,844,973	2,543,151

18.A Income Tax Payable

Opening Balance	36,620,111	50,991,107
Add Addition during the year	33,147,747	39,909,880
	69,767,858	90,900,987
Less: Adjusted during the year	-	54,280,876
Closing Balance	69,767,858	36,620,111

18.B Liability for WPPF

Opening Balance	-	-
Add Addition during the year	7,439,863	-
Closing Balance	7,439,863	-

19.00 Long Term Loan (Current Portion) (Note # 14.00)

6,903,467	11,829,966
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20.00 Revenue

Sales	631,432,785	588,793,470
	631,432,785	588,793,470

20.01 Project wise Revenue

Gardenia Wears Ltd	-	3,577,267
Navana CNG Limited LPG Unit	-	13,322,530
Navana CNG Limited LPG Unit	-	28,027,632
Charuta Private Limited	-	293,169
KDS Logistics Ltd	-	610,995
Multi Trade Enterprise Ltd	53,500,000	36,579,855
Navana CNG Limited LPG Unit	-	5,279,193
ACI Limited	-	1,830,905
ACI Limited	-	2,007,699
MG Niche Flair Ltd	46,065,363	35,177,855
Universe Synthetic Fiber Ltd	41,414,277	31,588,561
Navana CNG Limited LPG Unit	-	2,444,979
Navana CNG Limited LPG Unit	-	5,280,898
Filotax Limited	49,742,149	14,760,524
Bangladesh Steel Re-Rolling Mills Limited	-	6,225,484
Golden Harvest Foods Limited	-	6,278,943
Wuhan Promotion Engg. (BD) Ltd	45,945,629	25,108,206
Dharmapur Ceramic Industries Limited	-	31,355,845
BMC Super Salt Limited	-	5,104,106
BJ GEO- Textile Limited	-	31,957,866
Habib Hotel International Ltd	-	975,676
Habib Hotel International Ltd	-	1,724,713
Arman Engineering	28,946,228	26,634,712
MY TH Limited	21,949,130	34,547,974
NPM Apparels Limited	30,803,186	130,388,800
Habib Hotel International Ltd	496,071	1,157,568
BMC Super Salt Limited	3,350,364	7,817,514
ISRAQ Spinning Mill Limited	21,719,840	25,978,420
South East Sweaters Limited	21,266,728	21,700,000
Habib Hotel International Ltd	2,876,689	6,712,273
Jmi Industrial Gas Ltd	36,435,295	34,343,308
Healthy Choice Food & Beverage Ltd	12,013,984	10,000,000
Bangladesh Power Development Board (BPDB)	188,456,650	-
Healthy Choice Food & Beverage Ltd	4,450,000	-
Jmi Industrial Gas Ltd	13,602,901	-
GBB Power Limited	1,873,301	-
BD Paints Ltd	1,900,000	-
BJ GEO- Textile Limited	4,625,000	-
	631,432,785	588,793,470

21.00 Cost of Sales

Raw Material Consumed	(Note # 6.00)	387,821,635	358,169,672
Manufacturing Expenses	(Note # 21.01)	65,510,836	60,320,247
Total Manufacturing Cost		453,332,471	418,489,919
Add: Opening Work in process		46,274,792	38,431,042
		499,607,263	456,920,961
Less: Closing Work in Process		58,276,431	46,274,792
Manufacturing Cost/ Cost of Goods Manufacture		441,330,832	410,646,169
Add: Opening Finished Goods		42,360,908	35,293,127
Cost of Goods available for sale		483,691,740	445,939,296
Less: Closing Finished Goods		48,031,025	42,360,908
Cost of Goods Sold		435,660,715	403,578,388

21.01 Manufacturing Expenses

Wages, Salary and Allowances	13,471,625	12,700,180
Festival Bonus	1,214,890	1,209,560
Labour Charge	1,043,862	963,864
Transportation	2,645,738	2,410,710
Electricity Bill	930,394	1,256,235
Insurance Expenses	435,210	435,210
Erection & Fabrication	6,031,682	8,284,370
Grill & Thai Glass Aluminum Work	5,864,528	3,568,429
Equipment Rent for Project	110,118	95,630
Painting Work	1,082,631	1,037,524
Piling Test & Work	4,837,258	5,011,390
Soil Test	193,406	186,453
Sanitary Work	258,127	242,920
Decking Panel	6,230,475	5,948,240
Survey	120,410	135,000
Tiles Work	1,315,063	1,253,725
Water Proofing Works	980,794	867,090
Power and Fuel	862,361	847,546
Repair and Maintenance	615,021	584,027
Miscellaneous Expenses	287,139	249,463
Entertainment	240,245	213,071
Depreciation	16,739,859	12,819,610
(Annexure- 'A')	65,510,836	60,320,247

22.00 Administrative Expenses

Salary and Allowances	13,179,520	10,684,450
Festival Bonus	1,271,594	1,126,175
Directors Remuneration	3,312,500	3,312,500
Board Meeting Fees	36,000	30,000
License, Registration & Renewal	421,986	504,908
Phone, Fax & Mobile Bill	637,421	623,122
Paper & Periodicals	19,410	19,410
Postage & Courier	48,672	46,460
Printing & Stationery	440,186	392,754
Legal & Professional Fee	362,274	283,000
Electricity Bill	454,431	646,738
Tours & Travelling Expenses	896,334	762,193
Tender Schedule	27,533	23,050
Medical Expenses	371,605	295,672
Internet Bill	164,340	164,340
Donation & Subscription Fee	96,304	130,000
Audit Fees	100,000	100,000
Entertainment	315,784	488,263
Repair & Maintenance	958,658	1,298,960
Miscellaneous Expenses	147,135	365,748
Depreciation	523,121	400,613
(Annexure- 'A')	23,784,808	21,698,356

23.00 Marketing & Selling Expenses

Conveyance	736,871	533,929
Advertisement Expenses	54,132	45,326
Agent Commission	182,365	261,500
Sales Commission	2,315,316	2,823,659
Trade Fair Expenses	294,108	267,906
Depreciation	174,374	133,538
Service Charge	144,000	144,000
(Annexure- 'A')	3,901,166	4,209,858

24.00 Other Income			
Wastage Sales		32,498	72,658
Interest Received from Bank		193,641	57,226
		226,139	129,884
25.00 Financial Expenses			
Bank Charges and Commissions		1,898,392	2,009,174
Interest on Bank Loan		10,176,726	13,724,201
		12,075,118	15,733,376
26.00 Income Tax Expenses			
Current Tax	(Note # 26.01)	33,147,747	39,909,880
Deferred Tax	(Note # 26.02)	18,931,293	13,676,071
		52,079,039	53,585,951
26.01 Current Tax			
Profit before Income Tax		148,797,255	143,703,377
Add: Depreciation Expenses (Accounting Depreciation)		17,437,353	13,353,760
Less: Depreciation Expenses (Tax Depreciation)		(71,526,761)	(52,428,249)
Business Income		94,707,847	104,628,889
Tax Rate		35%	35%
Tax Charge during the year		33,147,747	36,620,111
Short provision for the assessment year 2015-16		-	1,113,392
Short provision for the assessment year 2016-17		-	1,125,327
Short provision for the assessment year 2017-18		-	1,051,050
		33,147,747	39,909,880
26.02 Deferred Tax Expenses/(Income)			
Closing Deferred Tax Liability	(Note # 15.00)	69,124,828	50,193,535
Less: Opening Deferred Tax Liability		50,193,535	36,517,464
Deferred Tax Expenses/(Income) during the year		18,931,293	13,676,071
27.00 Earnings Per Share (EPS) - Basic			
a) Earning attributable to the ordinary shareholders		96,718,216	90,117,426
b) Weighted Average Number of ordinary shares	(Note # 27.02)	52,783,296	46,544,785
Earnings Per Share (EPS) (a/b) - Basic		1.83	1.94
27.01 Earnings Per Share (EPS) - Diluted			
a) Earning attributable to the ordinary shareholders		96,718,216	90,117,426
b) Number of Ordinary Share Outstanding		65,000,000	65,000,000
Earnings Per Share (EPS) (a/b) - Diluted		1.49	1.39
27.02 Calculation of Weighted Average Number of ordinary shares			
Opening No. of Share Alloted		9,832,170	17,300
Share Allotment from Opening Share Money Deposit		36,712,615	3,995,830
Share Allotment from New Share Money Deposit		6,238,510	-
Issuance of Bonus Share		-	5,819,040
Weighted Average Share Money Deposits (in share)		-	36,712,615
		52,783,296	46,544,785
28.00 Net Assets Value per Share (NAV)			
a) Net Asset Value (NAV)*		1,287,477,371	639,080,855
b) Number of ordinary shares		65,000,000	9,832,170
Net Asset Value per Share (NAV) (a/b)		19.81	65.00
* Net Asset Value (NAV) consideration without Share Money Deposit			
29.00 Net Operating Cash Flows per Share (NOCFPS) - Basic			
a) Net Operating Cash Flows		284,960,041	362,079,342
b) Weighted Average Number of ordinary shares	(Note # 27.02)	52,783,296	46,544,785
Net Operating Cash Flows per Share (NOCFPS) (a/b) - Basic		5.40	7.78
29.01 Net Operating Cash Flows per Share (NOCFPS) - Diluted			
a) Net Operating Cash Flows		284,960,041	362,079,342
b) Number of Ordinary Share Outstanding		65,000,000	65,000,000
Net Operating Cash Flows per Share (NOCFPS) (a/b) - Diluted		4.38	5.57

30.00 Other Commitments, Contingencies and relevant information

The requirements of Schedule XI, Part II, Para 3, 4, 7 & 8 of the Companies Act. 1994.

30.01 Contingencies

There is no contingent event that may require recognition of contingent liabilities for the year ended 30 June 2019.

30.02 Capital expenditure commitment

There was no capital expenditure commitment or contract at 30 June 2019. There was no material capital expenditure authorized by the Board but not contracted for as at 30 June 2019.

30.03 Directors interest in contracts with the company

There was no transaction resulting in Director's interest with the company.

30.04 Related Party Disclosure as per para 23, IAS 24

The Company carried out a number of transactions with related parties in the normal course of business on arms length basis.

Name	Designation	Nature of Transaction	Balance as on 30.06.2018	Addition during the Year	Paid during the year	Balance as on 30.06.2019
Mr. Muhammad Shamsul Islam	Chairman	Honararium	125,000	1,656,250	1,656,250	125,000
		Board Meeting Fees	-	8,000	8,000	-
Mr. Mohammad Rafiqul Islam	Managing Director	Remuneration	125,000	1,656,250	1,656,250	125,000
		Board Meeting Fees	-	10,000	10,000	-
Mr. Sujit Saha	Director	Remuneration	-	-	-	-
		Board Meeting Fees	-	6,000	6,000	-
Rakibul Islam	Director	Remuneration	-	-	-	-
		Board Meeting Fees	-	6,000	6,000	-
Abul Kalam Bhuiyan	Director	Remuneration	-	-	-	-
		Board Meeting Fees	-	6,000	6,000	-
Total			250,000	3,348,500	3,348,500	250,000

Transaction with Key Management Personnel of the entity:

a. Managerial Remuneration paid or payable during the year to the directors, including managing directors, a managing agent or manager.	3,348,500
b. Expenses reimbursed to the managing agent	Nil
c. Commission or other Remuneration payable separately to a managing agent or his associate	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
e. The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the Company with the managing agent or his associate during the financial year.	Nil
f. Any other perquisite or benefits in cash or in kind stating, approximate money value where applicable.	Nil
g. Other allowances and commission including guarantee commission	Nil
h Pensions etc.	
(i) Pensions	Nil
(ii) Gratuities	Nil
(iii) Payments from a provident funds, in excess of own subscription and interest thereon	Nil
(iv) Compensation for loss of office	Nil
(v) Consideration in connection with retirement from office	Nil

As per Para-17, IAS- 24:

An entity shall disclose key management personnel compensation in total and for each of the following benefits:

(a) Short-term employee benefits	3,312,500
(b) Post-employee benefits	Nil
(c) Other long term benefits	Nil
(d) Termination benefits and	Nil
(e) share-based payment	Nil

As per Para-18, IAS- 24:

Disclosure requirements of IAS 24 Para 18 minimum disclosure shall include:

a) the amount of transaction	3,348,500
b) the amount of outstanding balance, including commitments	250,000
i) their terms & condition, including whether they are secured, and the nature of the consideration to be provided in settlement	Remuneration & Board Meeting Fee
ii) details of any guarantee given or received	Nil
c) Provisions for doubtful debts related to the amount of outstanding balance	Nil
d) the expenses recognized during the period in respect of bad or doubtful debts due from related parties	Nil

31.00 Production Capacity

Disclosure requirements of Schedule XI, Part II, Para 7, the production capacity and utilization of its are as follows:

Particulars	Quantity (MT/Sft/Rft)	
	30.06.2019	30.06.2018
Installed Capacity	6,710	6,120
Actual Production	4,780	4,357
Capacity Utilization (%)	71.24%	71.19%

32.00 No. of Employees

Quantity wise schedule of sales as required under Schedule XI, Part II, Para 3 of the Companies Act 1994

Particulars	Officer & Staff	Worker	No. of Employees	
			30.06.2019	30.06.2018
Salary within Tk. 15,000 per month	24	69	93	88
Salary range above Tk. 15,000 per month	33	10	43	40
Total	57	79	136	128

33.00 Quantity wise schedule of sales as required under Para 3, Schedule XI, Part II of the Companies Act 1994

Quantity wise schedule of sales, raw material consumed and opening and closing stock of finished goods relating to the financial statements for the period ended 30 June 2019 as required under Schedule XI, Part II, Para 3 of the companies Act 1994 are given below:

A. Turnover

Particulars	30.06.2019		30.06.2018	
	Quantity (MT/Sft/Rft)	Amount in T aka	Quantity (MT/Sft/Rft)	Amount in T aka
Turnover	4,729	631,432,785	4,320	588,793,470
Total	4,729	631,432,785	4,320	588,793,470

B. (i) Raw Materials Consumed in Quantities (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc)

Particulars	30 June 2019	30 June 2018
Raw Material (Value in BDT.)	387,821,635	358,169,672
Raw Material Quantities (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc)	5,098,502	4,536,385

(ii) Particulars in respect of Finished goods

Particulars	30.06.2019		30.06.2018	
	Quantity (MT/Sft/Rft)	Amount in T k	Quantity (MT/Sft/Rft)	Amount in T k
Opening Stock	330	42,360,908	293	35,293,127
Closing Stock	381	48,031,025	330	42,360,908

(iii) Particulars in respect of Work in process:

Particulars	30.06.2019		30.06.2018	
	Qty in (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc)	Amount in T k	Qty in (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc)	Amount in T k
Opening Stock	586,124	46,274,792	486,778	38,431,042
Closing Stock	750,629	58,276,431	586,124	46,274,792

34.00 Financial Risk Management

The management of Company has overall responsibility for the establishment and oversight of the Company's risk management framework. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has exposure to the following risk for its use of financial instruments.

Credit Risk
Liquidity Risk
Market Risk

Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables. Management has a credit policy in place that are controlled and monitored in accordance with terms and conditions prescribed in work order. As at 30th June 2019 the entire part of the receivables are related to sale of goods and subject to insignificant credit risk. Risk exposures from other financial assets, i.e. Cash at bank and other external receivables are nominal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach in managing liquidity (cash and cash equivalents) is to ensure as far as possible, that it will always have sufficient liquidity to meet its liabilities when due under both normal and stressed conditions without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses including financial obligation through preparation of the cash flow forecast with due consideration of time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. In extreme stressed conditions the Company may get support from the related Company in the form of short term financing.

Market Risk

Market risk is the risk that any changes in market prices such as foreign exchange rates and interest will affect the Company's income or the value of its holdings financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters.

(a) Currency risk

The Company is exposed to currency risk on certain revenues and purchases such as revenue from foreign customers and import of raw materials, machineries and equipment. Majority of the Company's foreign currency transactions are denominated in USD and relate to procurement of materials, machineries and equipment from abroad.

(b) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowing. The foreign currency loan is subject to floating rates of interest. Local loans are, however, not significantly affected by fluctuations in interest rate risk. The Company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

35.00 Reconciliation of Net Income or Net Profit with Cash Flows from Operating Activities (Indirect Method) the requirement of Bangladesh Securities and Exchange Commission notification no. BSEC/CMRRCD/2006-158/308/Admin/81, Dated 20 June 2018.

Particulars	Amount in (Tk.)	
	30 June 2019	30 June 2018
Net Profit before Tax	148,797,255	143,703,377
Adjustments to reconcile net income to net cash provided by		
Raw Material Consumed	192,508,599	166,245,596
Depreciation on Fixed Assets	17,437,353	13,353,760
Interest on Loan	12,075,118	15,733,376
Increase in Inventories	(44,583,492)	(31,045,227)
Increase in Trade and other Receivables	(27,550,423)	(35,639,416)
Increase in Advance, Deposits and Prepayments	10,574,594	119,822,584
Increase in Liabilities for Expenses	301,822	293,273
Liability for WPPF	7,439,863	-
Cash Generated from Operating Activities	317,000,689	392,467,324
Advance Income Tax Paid	(32,040,648)	(30,387,983)
Net Cash Generated from Operating Activities	284,960,042	362,079,342

	30-Jun-2019	30-Jun-2018
36.00 Received from customers:	609,882,362	539,126,554
Sales	631,432,785	588,793,470
Add: Closing Balance of Advance from client	6,000,000	-
Less: Opening Balance of Advance from client	-	(14,027,500)
Add: Opening Trade and Other Receivables	159,152,150	123,512,734
Less: Closing Trade and Other Receivables	(186,702,573)	(159,152,150)
37.00 Paid to Supplier		
Purchase	228,224,771	194,030,270
Add: Closing Advance to Projects and others	23,785,217	29,310,428
Less: Opening Advance to Projects and others	(29,310,428)	(152,380,209)
	222,699,560	70,960,489
38.00 Paid for Projects in Progress (Non-Current Portion)		
Purchase	194,413,694	180,907,450
Add: Creditors b/d	53,092,220	50,730,398
Less: Creditors c/d	(26,706,539)	(53,092,220)
	220,799,375	178,545,628
39.00 Paid for Manufacturing & Operating Expenses:	37,874,488	46,621,033
Manufacturing overhead	65,510,836	60,320,247
Administrative Expenses	23,784,808	21,698,356
Selling Expenses	3,901,166	4,209,858
Less: Cash paid to Employee	(32,857,734)	(29,358,537)
Add: Opening Service Charge	12,000	48,000
Add: Opening Provision for Utility Bill	246,102	251,296
Add: Opening Audit Fees	100,000	30,000
Less: Closing Service Charge	(12,000)	(12,000)
Less: Closing Provision for Utility Bill	(196,243)	(246,102)
Less: Closing Audit Fees	(100,000)	(100,000)
Add: Closing Bank Guarantee	5,222,846	6,680,121
Add: Closing Security Deposit to Palli Biddut somity (PBS)	1,170,040	1,170,040
Add: Closing Vat Current Account	1,008,570	4,628,388
Less: Opening Bank Guarantee	(6,680,121)	(4,089,764)
Less: Opening Security Deposit to Palli Biddut somity (PBS)	(1,170,040)	(1,170,040)
Less: Opening Vat Current Account	(4,628,388)	(4,085,068)
Less: Depreciation	(17,437,353)	(13,353,760)
40.00 Income Tax paid:	32,040,648	30,387,983
Opening Income Tax Payable	36,620,111	50,991,107
Add: Tax Charged during the year	33,147,747	39,909,880
Add: Advance Tax c/d	69,595,339	37,554,692
Less: Advance Tax b/d	(37,554,692)	(61,447,586)
Less: Closing Income Tax Payable	(69,767,858)	(36,620,111)
41.00 Cash Received From Other Income		
Wastage Sales Income	32,498	72,658
Interest	198,641	57,226
	226,139	129,884
42.00 Cash Paid to Employees		
Opening Advance to Employees	(137,520)	(24,000)
Closing Advance to Employees	165,230	137,520
Opening Salary & Allowance Payable	1,985,049	1,670,583
Closing Salary & Allowance Payable	(2,286,730)	(1,935,049)
Opening Directors Remuneration Payable	250,000	250,000
Closing Directors Remuneration Payable	(250,000)	(250,000)
Manufacturing Expenses (a)	14,686,515	13,909,740
Administrative Expenses (b)	18,171,219	15,448,797
Total Paid	32,533,763	29,207,591
a) For Manufacturing Expenses		
Salary and Wages	13,471,625.00	12,700,180
Festival Bonus	1,214,890.00	1,209,560
	14,686,515	13,909,740
b) Administrative Expenses		
Salaries and Allowances	13,179,520	10,684,450
Festival Bonus	1,271,594	1,126,175
Directors Remuneration	3,312,500	3,312,500
Board Meeting Fee	36,000	30,000
Medical Expenses	371,605	295,672
	18,171,219	15,448,797

Dominage Steel Building Systems Ltd.

Schedule of Property, Plant and Equipment

As at June 30, 2019

Annexure-A

Particulars	Cost			Dep. Rate (%)	Depreciation			Written down value as at 30 June 2019
	Balance as on 01 July 2018	Addition during the year	Balance as on 30 June 2019		Balance as on 01 July 2018	Charged during the year	Balance as on 30 June 2019	
Land & Land Development	132,823,063	43,223,365	176,046,428	0%	-	-	-	176,046,428
Building & Civil construction	327,648,452	48,542,521	376,190,973	2.5%	100,711,077	5,774,565	106,485,641	269,705,332
Electric Equipment's & Installation	37,707,073	21,672,581	59,379,654	10%	10,777,972	3,502,847	14,280,819	45,098,835
Furniture & Fixture	9,378,908	1,425,234	10,804,142	10%	3,251,941	650,205	3,902,145	6,901,997
Plant & Machinery	112,844,809	84,248,357	197,093,166	5%	18,670,579	5,059,746.33	23,730,325	173,362,841
Vehicle	27,929,842	-	27,929,842	10%	16,920,853	1,100,898.86	18,021,752	9,908,090
Office Equipment	18,760,021	2,214,506	20,974,527	10%	6,075,878	1,349,092	7,424,970	13,549,557
Balance as at 30 June 2019	667,092,168	201,326,564	868,418,732		156,408,300	17,437,353	173,845,653	694,573,079

Allocation of Depreciation

Particulars	Percentage	Amount in Tk.
Manufacturing Expenses	96%	16,739,859
Administrative Expenses	3%	523,121
Marketing & Selling Expenses	1%	174,374
Total	100%	17,437,353

Dominage Steel Building Systems Ltd.

Schedule of Property, Plant and Equipment

As at June 30, 2018

Annexure-A

Particulars	Cost			Dep. Rate (%)	Depreciation			Written down value as at 30 June 2018
	Balance as on 01 July 2017	Addition during the year	Balance as on 30 June 2018		Balance as on 01 July 2017	Charged during the year	Balance as on 30 June 2018	
Land & Land Development	124,260,518	8,562,545	132,823,063	0%	-	-	-	132,823,063
Building & Civil construction	299,146,398	28,502,054	327,648,452	2.5%	95,501,188	5,209,889	100,711,077	226,937,375
Electric Equipment's & Installation	28,891,173	8,815,900	37,707,073	10%	8,520,509	2,257,464	10,777,972	26,929,101
Furniture & Fixture	8,152,208	1,226,700	9,378,908	10%	2,684,750	567,191	3,251,941	6,126,967
Plant & Machinery	64,346,884	48,497,925	112,844,809	5%	15,628,432	3,042,147	18,670,579	94,174,230
Vehicle	27,929,842	-	27,929,842	10%	15,697,632	1,223,221	16,920,853	11,008,989
Office Equipment	12,361,021	6,399,000	18,760,021	10%	5,022,029	1,053,849	6,075,878	12,684,143
Balance as at 30 June 2018	565,088,044	102,004,124	667,092,168		143,054,540	13,353,760	156,408,300	510,683,868

Allocation of Depreciation

Particulars	Percentage	Amount in Tk.
Manufacturing Expenses	96%	12,819,610
Administrative Expenses	3%	400,613
Marketing & Selling Expenses	1%	133,538
Total	100%	13,353,760

Dominage Steel Building Systems Ltd.
Details of Projects in Progress
For the year ended June 30, 2019

Sl. No.	Items Name	Opening Balance as on 01.07.2018		Purchase during the year		Consumed/ Used during the year		Closing Balance as on 30.06.2019	
		Quantity (Kg, Pcs, Sft, Rft, Bus, Bag, Liter etc)	Amount in Tak a	Quantity (Kg, Pcs, Sft, Rft, Bus, Bag, Liter etc)	Amount in Tak a	Quantity (Kg, Pcs, Sft, Rft, Bus, Bag, Liter etc)	Amount in Tak a	Quantity (Kg, Pcs, Sft, Rft, Bus, Bag, Liter etc)	Amount in Tak a
1	MS Bar	426,428	28,570,673	449,387	29,659,528	468,124.92	30,698,245	410,690	27,531,956
2	Cement	99,856	46,932,531	112,544	46,143,000	108,690.27	42,513,002	108,710	50,562,519
3	Bricks	809,182	8,096,820	1,281,651	12,175,680	915,197.89	8,694,380	1,175,635	11,573,120
4	Pickets	577,609	5,487,290	682,000	6,479,000	620,622.11	5,895,910	638,987	6,070,380
5	Stone Chips	117,401	24,654,177	138,612	29,108,460	126,143.34	26,490,302	129,869	27,272,535
6	Bricks Chips	36,499	2,939,839	43,089	3,447,100	39,215.78	3,137,262	40,372	3,229,677
7	Sand	94,101	6,116,570	111,055	7,218,600	108,108.51	6,572,083	104,048	6,763,117
8	Chemical	3,908	488,545	4,614	576,800	4,199.40	524,925	4,321	540,420
9	Anchor Bolt	14,221	2,133,059	16,790	2,518,570	15,279.34	2,291,901	15,732	2,359,728
10	MS Plate	672,688	59,196,482	794,264	69,893,200	717,098.39	63,104,688	749,853	65,987,024
11	Hot Roll	252,101	23,949,543	313,067	28,176,000	285,921.62	25,732,946	279,246	26,392,597
12	MS Angle	12,037	818,502	14,642	966,400	13,325.02	879,451	13,354	905,451
13	C-Channel	6,164	523,865	7,277	618,540	6,622.26	562,892	6,819	579,513
14	Checker Plate	9,246	785,807	10,916	927,820	9,933.89	844,321	10,228	869,306
15	MS Pipe For Bracing	17,189	1,478,259	19,834	1,745,400	18,048.19	1,588,241	18,975	1,635,418
16	Nut Bolt-16mm To 30mm (HDG)	40,951	6,796,822	48,342	7,976,382	43,998.07	7,259,682	45,295	7,473,522
17	C/Z Type GP Purlin-Thickness	133,147	12,648,986	160,593	14,935,176	146,138.92	13,590,920	147,601	13,993,242
18	Sag Rod HDG	4,472	626,088	5,280	739,200	4,805.09	672,712	4,947	692,576
19	Cable Bracing	5,999	299,892	7,080	354,000	6,446.24	322,312	6,633	331,580
20	Turn Bolt	3,751	674,967	4,427	796,810	4,029.00	725,220	4,149	746,547
21	L-Bolt	4,610	783,308	5,442	925,200	4,952.09	841,856	5,100	866,852
22	Purlin Nut Bolt	9,922	1,636,998	11,714	1,932,856	10,660.33	1,758,984	10,976	1,810,900
23	PPGI Sheet	207,362	38,361,706	217,809	40,294,700	222,802.09	41,218,386	202,369	37,438,020
24	EPS Sandwich Panel (Roof & Wall)	11,556	2,542,193	16,822	3,700,890	12,415.92	2,731,303	15,962	3,511,580
25	Insulation	161,829	1,294,629	191,075	1,528,600	175,879.25	1,391,034	179,025	1,432,195
26	Transparent Sheet (Sky Light)	3,376	404,988	5,313	478,180	4,834.87	435,138	3,854	448,030
27	Natural Ventilation	2,234	1,563,340	284	1,845,700	258.42	1,679,756	2,260	1,729,284
28	Gable Trim	9,862	1,873,604	12,182	2,314,650	10,595.37	2,013,120	11,449	2,175,134
29	Ridge Caping	9,035	1,716,522	10,614	2,016,738	9,707.05	1,844,340	9,942	1,888,920
30	L-Flashing	8,230	1,563,718	9,717	1,846,300	8,842.94	1,680,158	9,104	1,729,860
31	External Cornet Trim	11,365	2,159,215	13,418	2,549,400	1,237.45	2,335,115	23,545	4,473,500
32	Sheeting Angle (GP)	3,247	616,918	8,094	728,500	7,365.02	662,882	3,976	682,566
33	Gutter Strip	10,899	435,912	12,868	514,700	11,709.85	468,394	12,057	482,238
34	Steel Down Pipe	2,413	458,406	2,849	541,250	2,592.32	492,541	2,669	507,115
35	4" Dia uPVC Down Pipe	15,145	832,968	17,884	983,600	16,266.36	894,680	16,762	921,918
36	Screw	432,174	2,593,042	510,233	3,061,400	464,357.00	2,786,142	478,050	2,868,300
37	Window Layer-GP Sheet	21,666	3,249,776	25,647	3,847,100	23,278.37	3,491,756	24,035	3,605,120
38	Industrial Exhaust Fan with 2HP motor	95	1,845,609	112	2,179,200	101.69	1,983,047	105	2,041,762
39	Decking Panel	122,989	11,683,933	145,217	13,795,600	132,147.38	12,554,001	136,058	12,925,532
40	Shear Connector Bolt	23,781	2,021,386	28,068	2,385,740	25,551.92	2,171,913	26,297	2,235,213
41	Ready Mix	26,022	6,245,154	30,599	7,343,652	27,959.22	6,710,212	28,661	6,878,594
42	Floor Hardener	67,269	2,690,750	79,400	3,176,000	72,278.43	2,891,137	74,391	2,975,613
43	Welding Rod	8,230	740,707	9,717	8,745,700	8,842.96	7,958,660	9,104	8,194,117
44	Dia Grinding, Cutting & Draining Disk	15,145	1,590,212	17,870	1,876,400	16,272.67	1,708,630	16,743	1,757,982
45	6-26mm Dia Drill Bit	647	1,292,758	763	1,526,300	694.52	1,389,081	716	1,430,027
46	Wire Clamp	6,502	195,042	7,673	230,200	6,985.57	209,567	7,190	215,675
47	Down Pipe Clamp	5,698	142,430	6,727	168,170	6,121.44	153,036	6,303	157,564
48	Royal Bolt 12-16mm dia	1,692	30,734	2,003	60,100	1,817.80	54,513	1,878	56,321
49	Silicon Gum	767	137,996	905	162,860	823.73	148,272	848	152,584
50	Silicon Dispenser	918	320,903	1,081	378,400	985.24	344,835	1,014	354,468
51	Rivet (550 No)	542	243,520	639	287,530	581.44	261,680	600	269,400
52	Rivet Gun, Tape & Accessories	15,938	3,984,451	18,821	4,705,270	17,124.65	4,281,362	17,634	4,408,559
53	Bamboo	1,128	338,223	1,328	398,350	1,211.37	363,410	1,244	373,163
54	Steel Jog	1,372	1,783,446	1,685	2,105,640	1,533.00	1,916,254	1,524	1,972,832
55	Scarfolding	1,078	4,847,862	1,331	5,724,000	1,211.36	5,208,865	1,198	5,362,997
56	Wooden Shuttering	1,204	600,285	1,417	708,380	1,292.12	646,088	1,329	663,607
57	LED Metal Set Lightings	352	2,823,626	416	3,326,810	379.23	3,033,870	389	3,116,566
58	Chain Coppr, PVC Water Tank & Accessories	18,791	4,697,537	22,188	5,546,950	20,189.40	5,047,349	20,789	5,197,138
59	Cable	2,054	4,926,773	2,426	5,817,200	2,207.53	5,293,686	2,272	5,450,317
60	Circuit Breaker	696	1,494,757	821	1,764,900	747.01	1,606,068	770	1,653,589
61	Ceiling Fan 56"	544	1,466,631	666	1,730,540	605.68	1,574,774	604	1,621,397
62	LED Tube Light	565	225,482	665	266,130	605.68	242,273	625	249,339
63	Gang Switch	16,399	2,951,610	19,361	3,485,000	17,618.88	3,171,398	18,141	3,265,212
64	Socket	3,394	815,308	4,011	962,700	3,650.23	876,085	3,755	901,953
65	Alumite Sheet	1,128	33,823	1,333	40,000	1,211.53	36,346	1,250	37,477
66	SDB Board-Panel Board	57	845,556	67	998,343	60.57	908,524	63	935,375
67	GI Wire	4,945	398,646	5,839	467,150	5,313.86	425,309	5,471	437,687
68	Nail	5,149	370,693	6,079	437,680	5,531.92	398,298	5,696	410,075
69	Polythene paper	14,022	1,233,899	16,556	1,456,900	15,065.72	1,325,783	15,512	1,365,016
70	Curving Pipe	12,402	148,818	14,642	175,700	13,325.08	159,901	13,719	164,617
71	Rope	4,886	586,253	5,769	692,300	5,249.25	629,910	5,406	648,643
72	Ruphan sheet	2,631	197,297	3,091	231,860	2,826.52	211,989	2,896	217,168
73	Wire mesh Electro	37,581	269,063	44,371	310,600	40,378.86	282,682	41,574	291,011
74	Door Clamp	1,264	85,864	1,491	101,380	1,356.75	92,259	1,398	94,985
75	Plastic Tipol	114	428,416	133	505,800	121.14	460,319	126	473,897
76	Hardware Accessories	5,416	4,060,556	6,394	4,795,600	5,818.68	4,364,009	5,991	4,493,147
Total		4,695,282	370,715,549	5,809,105	477,638,465	5,095,502	387,821,635	5,405,885	495,537,379



Dominage Steel Building Systems Ltd.
Details of Work in process
For the year ended June 30, 2019

Sl. No.	Items Name	Balance as on 30.06.2019		Annexure-C	
		Quantity (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc)	Amount in Taka	Quantity (Kg, Pcs, Sft, Rft, Box, Bag, Liter etc)	Amount in Taka
1	MS.Bar	68,050	4,491,306	53,230	3,566,352
2	Cement	17,995	7,377,787	12,465	5,858,376
3	Bricks	133,898	1,272,032	101,007	1,010,072
4	Pickets	90,800	862,600	72,101	684,954
5	Stone Chips	18,455	3,875,634	14,655	3,077,473
6	Bricks Chips	5,737	458,986	4,556	364,471
7	Sand	14,793	961,524	11,747	763,505
8	Chemical	614	76,800	488	60,983
9	Anchor Bolt	2,235	335,317	1,776	266,261
10	MS Plate	105,746	9,305,679	83,969	7,389,237
11	Hot Roll	41,832	3,764,860	31,469	2,989,512
12	MS Angle	1,948	128,548	1,503	102,170
13	C-Channel	969	82,350	770	65,393
14	Checker Plate	1,453	123,528	1,154	98,086
15	MS Pipe For Branching	2,641	232,390	2,146	184,525
16	Nur Bolt-16mm To 30mm (HDG)	6,437	1,062,172	5,112	843,417
17	C/Z Type GP Purlin-Thickness	21,381	1,988,420	16,621	1,578,918
18	Sag Rod HDG	703	98,420	559	78,152
19	Cable Branching	943	47,140	749	37,435
20	Turn Bolt	589	106,100	469	84,248
21	I-Bolt	725	123,168	576	97,802
22	Purlin Nut Bolt	1,560	257,326	1,239	204,340
23	PPGI Sheet	32,597	6,030,450	25,884	4,788,523
24	EPS Sandwich Panel (Roof & Wall)	1,817	399,630	1,443	317,331
25	Insulation	25,440	203,516	20,201	161,596
26	Transparent Sheet (Sky Light)	702	63,148	422	50,548
27	Natural Ventilation	38	245,752	279	195,145
28	Gable Trim	1,550	294,530	1,231	233,874
29	Ridge Caping	1,420	269,834	1,128	214,262
30	L-Flashing	1,294	245,817	1,028	195,187
31	External Cornel Trim	1,786	339,410	1,419	269,526
32	Sheeting Angle (GP)	510	96,980	406	77,012
33	Gutter Strip	1,713	68,520	1,361	54,416
34	Steel Down Pipe	379	72,062	302	57,221
35	4" Dia uPVC Down Pipe	2,381	130,943	1,891	103,976
36	Screw	67,940	407,640	53,947	323,678
37	Window Luvier-GP Sheet	3,406	510,860	2,705	405,656
38	Industrial Exsust Fan with 2HP motor	15	290,135	12	230,380
39	Decking Sheet	19,334	1,836,748	15,353	1,458,454
40	Shear Connector Bolt	3,738	317,762	2,969	252,321
41	Ready Mix	4,091	981,738	3,249	779,556
42	Floor Hardener	10,575	422,986	8,397	335,875
43	Welding Rod	1,294	1,164,392	1,028	924,593
44	Dia Grinding, Cutting & Draining Disk	2,381	249,981	1,891	198,499
45	6-26mm Dia Drill Bit	102	203,223	81	161,370
46	Wire Clamp	1,022	30,662	812	24,347
47	Down Pipe Clamp	896	22,391	712	17,779
48	Royal Bolt 12-16mm dia	266	7,976	212	6,333
49	Silicon Gum	121	21,694	96	17,226
50	Silicon Dispenser	144	50,452	115	40,061
51	Rivet (550 No)	85	38,282	68	30,398
52	Rivet Gun , Tape & Accessories	2,505	626,356	1,990	497,362
53	Bamboo	177	53,169	141	42,219
54	Steel Jog	224	280,358	172	222,620
55	Scaffolding	177	762,084	135	605,137
56	Wooden Shuttering	189	94,522	151	75,056

57	LED Metal Set Lighting	55	443,874	45	352,461
58	Chain Coppa, PVC Water Tank & Accessories	2,954	738,453	2,346	586,373
59	Cable	323	774,489	257	614,988
60	Circuit Bracker	109	234,976	87	186,584
61	Celling Fan 56"	89	230,398	68	182,949
62	LED Tube Light	89	35,447	71	28,146
63	Gang Switch	2,581	464,604	2,047	368,436
64	Socket	534	128,173	425	101,776
65	Abonite Sheet	177	5,318	141	4,222
66	SDB Board-Panel Board	9	132,922	8	105,548
67	G I Wire	777	62,197	618	49,387
68	Nail	809	58,274	643	46,272
69	Polythine paper	2,204	193,970	1,751	154,023
70	Curing Pipe	1,950	23,395	1,546	18,589
71	Rope	768	92,160	610	73,180
72	Rupban sheet	414	31,016	329	24,628
73	Wire mash Electro	5,908	41,354	4,691	32,837
74	Door Clamp	198	13,496	158	10,721
75	Plasic Tirpol	18	67,348	15	53,467
76	Hardware Accessories	851	638,477	676	506,986
Total		750,629	58,276,431	586,124	46,274,792

Dominage Steel Building Systems Ltd.

Details of Finished Goods

For the year ended June 30, 2019

				Annexure-D	
Sl. No.	Items Name	Balance as on 30.06.2019		Balance as on 30.06.2018	
		Quantity (MT/Sft/Rft)	Amount in Taka	Quantity (MT/Sft/Rft)	Amount in Taka
1	I - Section	61	7,024,750	45	5,036,836
2	PPGI Sheet for Roof & Wall Panel	28	6,518,020	33	6,271,835
3	GP Purlin	28	3,349,670	26	2,701,452
4	GP Decking Panel	26	3,223,125	27	2,842,819
5	Anchor Bolt (HDG)	27	4,578,240	36	5,050,927
6	Nut bolts (HDG)	20	4,030,970	24	3,996,081
7	Sag Rod (HDG)	32	4,680,150	33	4,304,043
8	Cable Bracing	77	986,710	38	427,352
9	Louver (GP)	15	5,121,322	15	5,090,764
10	Pipe	37	3,865,160	25	2,475,612
11	Steel Door	30	4,652,908	28	4,163,187
Total		381	48,031,025	330	42,360,908

- b) Information as is required under section 186 of the কোম্পানি আইন, ১৯৯৪ relating to holding company;
Not applicable to Dominage Steel Building Systems Ltd. as it is not a holding company.

c) Selected ratios as specified in Annexure-D;

We have examined the following earnings per share (EPS) and other ratios of Dominant Steel Building Systems Ltd. for the year ended June 30, 2019, 2018, 2017, 2016 and 2015 which have been produced by the management of the Company and provided to us. The preparation of the EPS and the other ratios is the responsibility of the Company's management. Our responsibility is to review them and certify as to whether they have been properly prepared using stated principle on the basis of audited financial statements for the year ended June 30, 2019, 2018, 2017, 2016 and 2015. Based on the review, we certify that the Company has properly prepared the following EPS and other ratios using stated principles on the basis of audited financial statements. Ratios pertinent to the prospectus are as specified in rule 4(1)(d)/Annexure-D of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.

Name of Ratio		For the year				
		30 June, 2019	30 June, 2018	30 June, 2017	30 June, 2016	30 June, 2015
A. Liquidity Ratios						
1	Current Ratio (Times)	3.82	3.21	2.64	2.98	2.50
2	Quick Ratio (Times)	1.22	1.03	0.56	0.81	0.70
B. Operating Ratios						
1	Accounts Receivable Turnover Ratio (Times)	3.65	4.17	4.48	4.81	4.82
2	Inventory Turnover Ratio (Times)	1.40	1.48	1.54	1.73	2.63
3	Assets Turnover Ratio (Times)	0.46	0.48	0.47	0.51	0.57
C. Profitability Ratios						
1	Gross Margin Ratio (%)	31.00%	31.46%	28.66%	28.39%	28.51%
2	Operating Income Ratio (%)	26.62%	27.06%	23.47%	23.41%	23.25%
3	Net Income Ratio (%)	15.32%	15.31%	18.84%	18.97%	17.18%
4	Return on Assets Ratio (%)	7.00%	7.40%	8.76%	9.66%	9.75%
5	Return on Equity Ratio (%)	8.43%	9.38%	11.31%	12.27%	16.54%
6	Earnings Per Share (EPS)- Basic	1.83	1.94	2.41	2.32	2.09
7	EBITDA Margin	29.42%	29.35%	30.07%	30.54%	29.71%
D. Solvency Ratios						
1	Debt to total Asset Ratio	0.04	0.07	0.11	0.09	0.10
2	Debt to Equity Ratio (Times)	0.04	0.09	0.14	0.11	0.12
3	Times Interest Earned Ratio (Times)	13.92	10.13	11.50	15.46	12.03
4	Debt Service Coverage Ratio	3.51	2.08	1.08	1.87	1.64
E. Cash Flow Ratios						
1	Net operating Cash Flows Per Share	5.40	7.78	3.39	4.00	4.35
2	Net operating Cash Flows Per Share/EPS Basic	2.95	4.02	1.41	1.72	2.08

**** The Company split its share as on 20 August 2018 to 10.00 from 100.00 each and Restated EPS & NAV is Calculated on the basis of Share as on 30th Jun, 2019.**

Date: 27 February, 2020
Place: Dhaka

Sd/-
Ashraf Uddin & Co
Chartered Accountants

Auditors' Certificate regarding calculation of EPS and Ratios

We have examined the following earnings per share (EPS) and other ratios of Dominage Steel Building Systems Ltd. for the period ended 30 Jun, 2019 and year(s) ended 30 June 2018, 2017, 2016 which have been produced by the management of the company to us. The preparation of the EPS and the other ratios is the responsibility of the company's management. Our responsibility is to review them and certify as to whether they have been properly prepared using acceptable principles on the basis of audited financial statements for the period ended 30 Jun, 2019 and year(s) ended 30 June 2018, 2017, 2016, 2015.

Based on review, we certify that the company has properly prepared the following EPS and other ratios using acceptable principles on the basis of audited financial statements for period year(s) ended 30 June 2019, 2018, 2017, 2016, 2015.

Name of Ratio			Amount in Taka									
			30 June, 2019		30 June, 2018		30 June, 2017		30 June, 2016		30 June, 2015	
			Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result
A. Liquidity Ratios												
1	Current Ratio (Times)	Current Assets	639,358,263	3.82	542,144,036	3.21	610,995,178	2.64	473,397,351	2.98	374,100,013	2.50
		Current Liability	167,448,442		168,662,385		231,142,201		158,936,157		149,500,029	
2	Quick Ratio (Times)	Current Assets- Inventory-Advance	205,005,432	1.22	173,840,750	1.03	130,021,641	0.56	128,833,764	0.81	104,091,401	0.70
		Current Liability	167,448,442		168,662,385		231,142,201		158,936,157		149,500,029	
B. Operating Ratios												
1	Accounts Receivable Turnover Ratio (Times)	Sales	631,432,785	3.65	588,793,470	4.17	520,609,155	4.48	498,339,161	4.81	462,311,576	4.82
		Average Receivables	172,927,362		141,332,442		116,114,056		103,620,782		95,879,024	
2	Inventory Turnover Ratio (Times)	Cost of Sales	435,660,715	1.40	403,578,388	1.48	371,402,303	1.54	356,884,079	1.73	330,495,143	2.63
		Average Inventory	311,113,842		273,299,483		241,543,470		206,713,810		125,660,286	
3	Assets Turnover Ratio (Times)	Sales	631,432,785	0.46	588,793,470	0.48	520,609,155	0.47	498,339,161	0.51	462,311,576	0.57
		Average Total Assets	1,382,184,779		1,218,570,550		1,119,056,296		979,079,793		814,482,260	
C. Profitability Ratios												
1	Gross Margin Ratio (%)	Gross Profit	195,772,070	31.00	185,215,082	31.46	149,206,852	28.66	141,455,082	28.39	131,816,432	28.51%
		Sales	631,432,785		588,793,470		520,609,155		498,339,161		462,311,576	
2	Operating Income Ratio (%)	Operating Profit	168,086,097	26.62	159,306,869	27.06	122,178,637	23.47	116,653,886	23.4%	107,471,942	23.25%
		Sales	631,432,785		588,793,470		520,609,155		498,339,161		462,311,576	
3	Net Income Ratio (%)	Profit After Tax	96,718,216	15.32	90,117,426	15.31	98,073,036	18.84	94,534,899	18.97	79,436,193	17.18%
		Sales	631,432,785		588,793,470		520,609,155		498,339,161		462,311,576	
4	Return on Assets Ratio (%)	Profit After Tax	96,718,216	7.00%	90,117,426	7.40%	98,073,036	8.76%	94,534,899	9.66%	79,436,193	9.75%
		Average Total Assets	1,382,184,779		1,218,570,550		1,119,056,296		979,079,793		814,482,260	
5	Return on Equity Ratio (%)	Profit After Tax	96,718,216	8.43%	90,117,426	9.38%	98,073,036	11.31	94,534,899	12.27	79,436,193	16.5%
		Average Shareholders' Equity	1,146,842,190		961,148,296		867,051,565		770,746,098		480,218,326	
6	Earnings Per Share (EPS)- Basic	Profit After Tax	96,718,216	1.83	90,117,426	1.94	98,073,036	2.41	94,534,899	2.32	79,436,193	2.09
		Weighted Average Number of Shares	52,783,300		46,544,785		40,725,745		40,725,445		38,000,886	
7	EBITDA Margin(%)	EBITDA	185,749,589	29.42	172,790,513	29.35	156,542,971	30.07	152,175,625	30.54	137,359,973	29.7%
		Net Sales	631,432,785		588,793,470		520,609,155		498,339,161		462,311,576	

Name of Ratio			Amount in Taka									
			30 June, 2019		30 June, 2018		30 June, 2017		30 June, 2016		30 June, 2015	
			Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result
D Solvency Ratios:												
1	Debt to total Asset Ratio	Total Debt	54,027,589	0.04	85,561,590	0.07	132,317,552	0.11	88,682,938	0.09	88,962,886	0.10
		Total Assets	1,530,151,943		1,234,217,616		1,202,923,483		1,035,189,110		922,970,477	
2	Debt to Equity Ratio	Total Debt	54,027,589	0.04	85,561,590	0.09	132,317,552	0.14	88,682,938	0.11	88,962,886	0.12
		Total Equity	1,287,477,371		1,006,207,009		916,089,583		818,013,547		723,478,649	
3	Times Interest Earned Ratio (Times)	Operating Profit	168,086,097	13.92	159,306,869	10.13	122,178,637	11.50	116,653,886	15.46	107,471,942	12.03
		Net Interest Expenses	12,075,118		15,733,376		10,626,319		7,543,102		8,931,681	
4	Debt Service Coverage Ratio	Net operating profit	168,086,097	3.51	159,306,869	2.08	122,178,637	1.08	116,653,886	1.87	107,471,942	1.64
		Total Debt Service	47,926,287		76,406,903		113,143,317		62,308,349		65,465,117	
E Cash Flows Ratios												
1	Net operating Cash Flow Per Share	Net operating Cash Flow	284,960,042	5.40	362,079,342	7.78	138,015,961	3.39	162,797,757	4.00	165,286,270	4.35
		Weighted Number of Shares	52,783,296		46,544,785		40,725,745		40,725,445		37,983,886	
2	Net operating Cash Flow Per Share/EPS	Net Operating Cash Flow Per share	5.40	2.95	7.78	4.02	3.39	1.41	4.00	1.72	4.35	2.08
		Earnings Per Share (EPS)- Basic	1.83		1.94		2.41		2.32		2.09	

Dated: 27 February, 2020

Place: Dhaka

Sd/-
Ashraf Uddin & Co
Chartered Accountants

Comparison with the Industry average ratios of the same periods:

Dominance Steel Building Systems Ltd.		Industry Average***	Remark/ Explanation
Particulars	30/06/2019	30/06/2019	
	Ratio	Ratio	
1. Liquidity Ratios :			
Current Ratio (Times)	3.82	2.20	DSBSL Current Ratio is better than the industry average current ratio because of relatively lower current liabilities.
Quick Ratio (Times)	1.22	0.75	DSBSL Ratio is better than the industry average ratio of quick assets is relatively higher.
2. Operating Efficiency Ratios :			
Accounts Receivable Turnover Ratio (Times)	3.65	6.52	DSBSL Ratio is satisfactory as collection period is shorter.
Inventory Turnover Ratio (Times)	1.40	3.65	DSBSL Ratio is satisfactory as inventory is sold timely.
Assets Turnover Ratio (Times)	0.46	0.96	DSBSL Ratio is satisfactory than the average industry
3. Profitability Ratios :			
Gross Margin Ratio (%)	31.00%	20.78%	DSBSL Ratio is better than the average industry ratio.
Operating Income Ratio (%)	26.62%	16.18%	DSBSL Ratio is better than the average industry ratio.
Net Income Ratio (%)	15.32%	11.76%	DSBSL Ratio is better than the average industry ratio.
Return on Assets Ratio (%)	7.00%	7.48%	DSBSL Ratio is satisfactory than the average industry
Return on Equity Ratio (%)	8.43%	9.57%	DSBSL Ratio is satisfactory than the average industry
Earnings Per Share (Basic)	1.83	2.80	DSBSL Ratio is satisfactory than the average industry
EBITDA Margin	29.42%	21.17%	DSBSL Ratio is better than the average industry ratio.
4. Solvency Ratios :			
Debt to Total Asset Ratio	0.04	0.27	DSBSL Ratio is better than the average industry ratio.
Debt to Equity Ratio (Times)	0.04	0.69	DSBSL Ratio is better than the average industry ratio.
Times Interest Earned Ratio (Times)	13.92	5.78	DSBSL Ratio is better as debt burden is lower than assets.
Debt Service Coverage Ratio	3.51	1.31	DSBSL Ratio is satisfactory as Net Operating profit is sufficient to pay the financial expense and long-term debt.
5. Cash Flow ratios :			
Net Operating Cash Flow Per Share	5.40	(1.14)	DSBSL Ratio is better than the average industry ratio.
Net Operating Cash Flow Per Share/EPS	2.95	0.38	DSBSL Ratio is better than the average industry ratio.

* The Industry average ratio is calculated through using the ratio of two listed similar companies namely Bangladesh Building Systems Ltd., Bangladesh Steel Re Rolling Mills for the year ended June 30, 2019. (Source: Annual Report)

Comparison with the Industry average ratios of the same periods:

Dominage Steel Building Systems Ltd.		Industry Average***	Remark/ Explanation
Particulars	30/06/2018	30/06/2018	
	Ratio	Ratio	
1. Liquidity Ratios :			
Current Ratio (Times)	3.21	1.94	DSBSL Current Ratio is better than the industry average current ratio because of relatively lower current liabilities.
Quick Ratio (Times)	1.03	0.66	DSBSL Ratio is better than the industry average ratio of quick assets is relatively higher.
2. Operating Efficiency Ratios :			
Accounts Receivable Turnover Ratio (Times)	4.17	6.96	DSBSL Ratio is satisfactory as collection period is shorter.
Inventory Turnover Ratio (Times)	1.48	1.96	DSBSL Ratio is satisfactory as inventory is sold timely.
Assets Turnover Ratio (Times)	0.48	0.63	DSBSL Ratio is satisfactory than the average industry
3. Profitability Ratios :			
Gross Margin Ratio (%)	31.46%	22%	DSBSL Ratio needs to be improved with the average industry ratio.
Operating Income Ratio (%)	27.06%	18%	DSBSL Ratio is better than the average industry ratio.
Net Income Ratio (%)	15.31%	12%	DSBSL Ratio is better than the average industry ratio.
Return on Assets Ratio (%)	7.40%	7%	DSBSL Ratio is better than the average industry ratio.
Return on Equity Ratio (%)	9.38%	14%	DSBSL Ratio is better than the average industry ratio.
Earnings Per Share (Basic)	1.94	5.60	DSBSL Ratio is better than the average industry ratio.
EBITDA Margin	29.35%	24%	DSBSL Ratio is better than the average industry ratio.
4. Solvency Ratios :			
Debt to Total Asset Ratio	0.07	0.39	DSBSL Ratio is better than the average industry ratio.
Debt to Equity Ratio (Times)	0.09	0.93	DSBSL Ratio is satisfactory with the average industry ratio.
Times Interest Earned Ratio (Times)	10.13	4.72	DSBSL Ratio is better as debt burden is lower than assets.
Debt Service Coverage Ratio	2.08	0.98	DSBSL Ratio is satisfactory as Net Operating profit is sufficient to pay the financial expense and long-term debt.
5. Cash Flow ratios :			
Net Operating Cash Flow Per Share	7.78	4.30	DSBSL Ratio is satisfactory as Net Operating Cash Flow is positive.
Net Operating Cash Flow Per Share/EPS	4.21	0.94	DSBSL Ratio is better than the average industry ratio.

* The Industry average ratio is calculated through using the ratio of two listed similar companies namely Bangladesh Building Systems Ltd., Bangladesh Steel Re Rolling Mills for the year ended June 30, 2018. (Source: Annual Report)

Dominage Steel Building Systems Ltd.		Industry Average***	Remark/ Explanation
Particulars	30/06/2017	30/06/2017	
	Ratio	Ratio	
1. Liquidity Ratios :			
Current Ratio (Times)	2.64	1.63	DSBSL Current Ratio is better than the industry average current ratio because of relatively lower current liabilities.
Quick Ratio (Times)	0.56	0.46	DSBSL Ratio is better than the industry average ratio of quick assets is relatively higher.
2. Operating Efficiency Ratios :			
Accounts Receivable Turnover Ratio (Times)	4.48	7.49	DSBSL Ratio is satisfactory as collection period is shorter.
Inventory Turnover Ratio (Times)	1.54	2.12	DSBSL Ratio is satisfactory as inventory is sold timely.
Assets Turnover Ratio (Times)	0.47	0.64	DSBSL Ratio is satisfactory than the average industry
3. Profitability Ratios :			
Gross Margin Ratio (%)	28.66%	22%	DSBSL Ratio needs to be improved with the average industry ratio.
Operating Income Ratio (%)	23.47%	18%	DSBSL Ratio is better than the average industry ratio.
Net Income Ratio (%)	18.84%	12%	DSBSL Ratio is better than the average industry ratio.
Return on Assets Ratio (%)	8.76%	7%	DSBSL Ratio is better than the average industry ratio.
Return on Equity Ratio (%)	11.31%	12%	DSBSL Ratio is better than the average industry ratio.
Earnings Per Share (Basic)	2.41	3.07	DSBSL Ratio is better than the average industry ratio.
EBITDA Margin	30.07%	23%	DSBSL Ratio is better than the average industry ratio.
4. Solvency Ratios :			
Debt to Total Asset Ratio	0.11	0.43	DSBSL Ratio is better than the average industry ratio.
Debt to Equity Ratio (Times)	0.14	1.08	DSBSL Ratio is satisfactory with the average industry ratio.
Times Interest Earned Ratio (Times)	11.50	5.97	DSBSL Ratio is better as debt burden is lower than assets.
Debt Service Coverage Ratio	1.08	0.62	DSBSL Ratio is satisfactory as Net Operating profit is sufficient to pay the financial expense and long-term debt.
5. Cash Flow ratios :			
Net Operating Cash Flow Per Share	3.39	4.64	DSBSL Ratio is satisfactory as Net Operating Cash Flow is positive.
Net Operating Cash Flow Per Share/EPS	1.41	1.28	DSBSL Ratio is better than the average industry ratio.

* The Industry average ratio is calculated through using the ratio of two listed similar companies namely Bangladesh Building Systems Ltd., Bangladesh Steel Re Rolling Mills for the year ended June 30, 2017. (Source: Annual Report)

Dominage Steel Building Systems Ltd.		Industry Average***	Remark/ Explanation
Particulars	30/06/2016	30/06/2016	
	Ratio	Ratio	
1. Liquidity Ratios :			
Current Ratio (Times)	2.98	1.75	DSBSL Current Ratio is better than the industry average current ratio because of relatively lower current liabilities.
Quick Ratio (Times)	0.81	0.55	DSBSL Ratio is better than the industry average ratio of quick assets is relatively higher.
2. Operating Efficiency Ratios :			
Accounts Receivable Turnover Ratio (Times)	4.81	7.98	DSBSL Ratio is satisfactory as collection period is shorter.
Inventory Turnover Ratio (Times)	1.73	2.87	DSBSL Ratio is satisfactory as inventory is sold timely.
Assets Turnover Ratio (Times)	0.51	0.60	DSBSL Ratio is satisfactory than the average industry
3. Profitability Ratios :			
Gross Margin Ratio (%)	28.39%	23%	DSBSL Ratio needs to be improved with the average industry ratio.
Operating Income Ratio (%)	23.41%	17%	DSBSL Ratio is better than the average industry ratio.
Net Income Ratio (%)	18.97%	12%	DSBSL Ratio is better than the average industry ratio.
Return on Assets Ratio (%)	9.66%	7%	DSBSL Ratio is better than the average industry ratio.
Return on Equity Ratio (%)	12.27%	11%	DSBSL Ratio is better than the average industry ratio.
Earnings Per Share (Basic)	2.32	2.57	DSBSL Ratio is better than the average industry ratio.
EBITDA Margin	30.54%	23%	DSBSL Ratio is better than the average industry ratio.
4. Solvency Ratios :			
Debt to Total Asset Ratio	0.09	0.42	DSBSL Ratio is better than the average industry ratio.
Debt to Equity Ratio (Times)	0.11	1.06	DSBSL Ratio is satisfactory with the average industry ratio.
Times Interest Earned Ratio (Times)	15.46	7.10	DSBSL Ratio is better as debt burden is lower than assets.
Debt Service Coverage Ratio	1.87	0.22	DSBSL Ratio is satisfactory as Net Operating profit is sufficient to pay the financial expense and long-term debt.
5. Cash Flow ratios :			
Net Operating Cash Flow Per Share	4.00	2.40	DSBSL Ratio is satisfactory as Net Operating Cash Flow is positive.
Net Operating Cash Flow Per Share/EPS	1.72	0.91	DSBSL Ratio is better than the average industry ratio.

* The Industry average ratio is calculated through using the ratio of two listed similar companies namely Bangladesh Building Systems Ltd., Bangladesh Steel Re Rolling Mills for the year ended June 30, 2016. (Source: Annual Report)

Dominage Steel Building Systems Ltd.		Industry Average***	Remark/ Explanation
Particulars	30/06/2015	30/06/2015	
	Ratio	Ratio	
1. Liquidity Ratios :			
Current Ratio (Times)	2.50	1.58	DSBSL Current Ratio is better than the industry average current ratio because of relatively lower current liabilities.
Quick Ratio (Times)	0.70	0.48	DSBSL Ratio is better than the industry average ratio of quick assets is relatively higher.
2. Operating Efficiency Ratios :			
Accounts Receivable Turnover Ratio (Times)	4.82	5.92	DSBSL Ratio is satisfactory as collection period is shorter.
Inventory Turnover Ratio (Times)	2.63	2.83	DSBSL Ratio is satisfactory as inventory is sold timely.
Assets Turnover Ratio (Times)	0.57	0.55	DSBSL Ratio is satisfactory than the average industry
3. Profitability Ratios :			
Gross Margin Ratio (%)	28.51%	19%	DSBSL Ratio needs to be improved with the average industry ratio.
Operating Income Ratio (%)	23.25%	22%	DSBSL Ratio is better than the average industry ratio.
Net Income Ratio (%)	17.18%	11%	DSBSL Ratio is better than the average industry ratio.
Return on Assets Ratio (%)	9.75%	7%	DSBSL Ratio is better than the average industry ratio.
Return on Equity Ratio (%)	16.54%	12%	DSBSL Ratio is better than the average industry ratio.
Earnings Per Share (Basic)	2.09	1.97	DSBSL Ratio is better than the average industry ratio.
EBITDA Margin	29.71%	23%	DSBSL Ratio is better than the average industry ratio.
4. Solvency Ratios :			
Debt to Total Asset Ratio	0.10	0.40	DSBSL Ratio is better than the average industry ratio.
Debt to Equity Ratio (Times)	0.12	0.93	DSBSL Ratio is satisfactory with the average industry ratio.
Times Interest Earned Ratio (Times)	12.03	5.92	DSBSL Ratio is better as debt burden is lower than assets.
Debt Service Coverage Ratio	1.64	0.85	DSBSL Ratio is satisfactory as Net Operating profit is sufficient to pay the financial expense and long-term debt.
5. Cash Flow ratios :			
Net Operating Cash Flow Per Share	4.35	2.55	DSBSL Ratio is satisfactory as Net Operating Cash Flow is positive.
Net Operating Cash Flow Per Share/EPS	2.08	2.00	DSBSL Ratio is better than the average industry ratio.

* The Industry average ratio is calculated through using the ratio of two listed similar companies namely Bangladesh Building Systems Ltd., Bangladesh Steel Re Rolling Mills for the year ended June 30, 2015. (Source: Annual Report)

d) Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the কোম্পানি আইন, ১৯৯৪. The report shall include comparative income statements and Financial Statements and the aforementioned ratios for immediate proceeding five 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(I), Para 24(I), of Part-II of Schedule III to the Companies Act 1994

We have complied the accompanying statement of Dominance Steel Building Systems Ltd. U/S 135 (1), Para 24 (1) Part II of Schedule III of Companies Act 1994. The Statement comprises of the financial information for the period ended for the year ended 30th June 2019, audited by Ashraf Uddin & Co., Chartered Accountants. Our report is as under;

i. Statement of Financial Position

A) Statement of Asset & Liabilities of the company as follows:

Particulars	Amount in Taka				
	30 June,2019	30 June,2018	30 June,2017	30 June,2016	30 June,2015
Assets					
Non-Current Assets:	890,793,680	692,073,580	591,928,305	561,791,759	548,870,463
Property, Plant & Equipment	694,573,079	510,683,868	422,033,504	427,746,691	451,736,469
Project in Progress (Non-Current Portion)	178,434,247	170,529,153	169,894,800	134,045,067	97,133,994
Capital Work in progress	17,786,355	10,860,560	-	-	-
Current Assets:	639,358,263	542,144,036	610,995,178	473,397,351	374,100,013
Inventories	333,405,588	288,822,096	257,776,870	225,310,071	188,117,549
Trade and Other Receivables	186,702,573	159,152,150	123,512,734	108,715,378	98,526,185
Advance, Deposits and Prepayments	100,947,242	79,481,189	223,196,667	119,253,516	81,891,063
Cash and Cash Equivalents	18,302,859	14,688,600	6,508,907	20,118,386	5,565,216
Total Assets	1,530,151,943	1,234,217,616	1,202,923,483	1,035,189,110	922,970,477
Shareholders' Equity & Liabilities					
Shareholders' Equity:	1,287,477,371	1,006,207,009	916,089,583	818,013,547	723,478,649
Share Capital	650,000,000	98,321,700	173,000	170,000	170,000
Retained Earnings	637,477,371	540,759,155	508,832,129	410,759,093	316,224,195
Share Money Deposit	-	367,126,154	407,084,454	407,084,454	407,084,454
Non-Current Liabilities:	75,226,130	59,348,222	55,691,699	58,239,406	49,991,798
Long Term Loan	6,101,302	9,154,687	19,174,235	25,036,949	20,207,897
Lease Finance	-	-	-	-	1,337,640
Deferred Tax Liability	69,124,828	50,193,535	36,517,464	33,202,457	28,446,261
Current Liabilities:	167,448,442	168,662,384	231,142,201	158,936,156	149,500,029
Short Term Loan	41,022,820	64,576,937	90,698,599	35,873,113	51,819,882
Trade and Other Payables	39,469,462	53,092,220	64,757,898	52,597,572	49,785,775
Liabilities for Expenses	2,844,973	2,543,151	2,249,878	1,930,234	1,457,750
Income Tax Payable	69,767,858	36,620,111	50,991,107	40,762,362	30,839,155
Liabilities for WPPF	7,439,863	-	-	-	-
Current Portion of Long Term Loan	6,903,467	11,829,966	22,444,718	26,435,236	13,645,235
Current Portion of Lease Finance	-	-	-	1,337,640	1,952,232
Total Shareholders' Equity & Liabilities	1,530,151,943	1,234,217,616	1,202,923,483	1,035,189,110	922,970,477
Net Assets Value (NAV) per share	19.81	65.00	29,422.26	24,172.30	18,611.42

ii. Statement of profit or loss and other comprehensive income:

B) Statement of Operating Result of the company is as under;

Particulars	Amount in Taka				
	FY(2018-2019)	FY(2017-2018)	FY(2016-2017)	FY(2015-2016)	FY(2014-2015)
Revenue	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Less: Cost of Goods Sold	(435,660,715)	(403,578,388)	(371,402,303)	(356,884,079)	(330,495,143)
Gross Profit	195,772,070	185,215,082	149,206,852	141,455,082	131,816,432
Operating Expenses	(27,685,973)	(25,908,213)	(27,285,199)	(25,155,413)	(24,685,341)
Administrative Expenses	(23,784,808)	(21,698,356)	(20,056,784)	(18,378,161)	(18,392,348)
Marketing & Selling Expenses	(3,901,166)	(4,209,858)	(7,228,415)	(6,777,253)	(6,292,993)
Other Operating Income	-	-	256,984	354,218	340,850
Profit from Operation	168,086,097	159,306,869	122,178,637	116,653,886	107,471,942
Financial Income	226,139	129,884	64,470	103,517	166,294
Financial Expenses	(12,075,118)	(15,733,376)	(10,626,319)	(7,543,102)	(8,931,681)
Profit before Income Tax & WPPF	156,237,118	143,703,377	111,616,788	109,214,302	98,706,555
WPPF Expenses	(7,439,863)	-	-	-	-
Profit Before Income Tax	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Income Tax Expenses	(52,079,039)	(53,585,951)	(13,543,752)	(14,679,402)	(19,270,363)
Current Tax	(33,147,747)	(39,909,880)	(10,228,745)	(9,923,206)	(9,317,845)
Deferred Tax	(18,931,293)	(13,676,071)	(3,315,007)	(4,756,196)	(9,952,518)
Net Profit after tax	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Other Comprehensive Income/ (Loss)	-	-	-	-	-
Total Comprehensive Income	96,718,216	90,117,426	98,073,036	94,534,899	79,436,193
Earnings Per Share (EPS) Basic	1.83	1.94	2.41	2.32	2.09
Earnings Per Share (EPS) Diluted	1.49	1.39	1.51	1.45	1.22

[Diluted Earnings per Share for all the years calculated considering the latest number of shares i.e. 65,000,000]

C. Dividend Declared

Particulars	For the year ended				
	FY(2018-2019)	FY(2017-2018)	FY(2016-2017)	FY(2015-2016)	FY(2014-2015)
Cash Dividend	Nil	Nil	Nil	Nil	Nil
Stock Dividend (No. of Shares)	Nil	Nil	5,819,040	Nil	Nil

4. Dominance Steel Building Systems Ltd. was incorporated in Bangladesh as a Private Limited Company with the issuance

5. The Company started its commercial operation on 01 September, 2007.

6. The Company has no subsidiary company as on the Financial Statements date.

7. 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.

8. Figure have been rearranged where necessary and no material impact is found in the financial statements.

iii. Dividend Declared:

Particulars	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Cash dividend	Nil	Nil	Nil	Nil	Nil
Stock dividend (Bonus Share)	Nil	Nil	5,819,040	Nil	Nil

iv. Dominance Steel Building Systems Ltd. was incorporated in Bangladesh as a Private Limited Company with the issuance of Certificate of incorporation bearing no C-66036(3527)/07 dated 08 March, 2007 by the Registrar of Joint Stock Companies & Firms. The Company Converted into Public Limited Company and split of Share value from Tk. 100.00 to Tk. 10.00 dated 20.08.2018. Converted to Public Limited Company as of 20 August, 2018.

v. The Company stated its commercial operation on 01 September, 2007

vi. The Company has no subsidiary company as on the Financial Statements date.

vii. 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

Dated : 27 February, 2020
Place: Dhaka

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

e) Financial Spreadsheet analysis for the latest Audited Financial Statements;

1. Statement of Financial Positions

Dominage Steel Building Systems Ltd.
Statement of Financial Position
For the Period 30 June 2019

Particulars	Amount	Percentage on Total Asset	Grand Total
ASSETS			
Non-Current Assets	890,793,680		58%
Property, Plant and Equipment	694,573,079	45%	
Land & Land Development	176,046,428	12%	
Building & Civil construction	269,705,332	18%	
Electric Equipment's & Installation	45,098,835	3%	
Furniture & Fixture	6,901,997	0%	
Plant & Machinery	173,362,841	11%	
Vehicle	9,908,090	1%	
Office Equipment	13,549,557	1%	
Capital Work in Progress	17,786,355	1%	
Project in Progress(Non-Current Portion)	178,434,247	12%	
Current Assets	639,358,263		42%
Inventories	333,405,588	22%	
Project in Progress(Current Portion)	227,098,132	15%	
Work in process	58,276,431	4%	
Finished Goods	48,031,025	3%	
Store Items	-	0%	
Trade and Other Receivables	186,702,573	12%	
Advances, Deposits and Pre-payments	100,947,242	7%	
Advance to Employees	165,230	0%	
Advance to project	6,782,862	0%	
Advance for local purchase	13,890,061	1%	
Bank Guarantee	5,222,846	0%	
Security Deposit	1,170,040	0%	
Advance Income Tax	69,595,339	5%	
Vat Current Account	1,008,570	0%	
L/C Margin	3,112,294	0%	
Cash and Cash Equivalents	18,302,859	1%	
Total Assets	1,530,151,943		100%
Shareholder's Equity and Liabilities			
Shareholder's Equity	1,287,477,371		84%
Share Capital	650,000,000	42%	
Retained Earnings	637,477,371	42%	
share money deposit	-	0%	
Non-Current Liabilities	75,226,130		5%
long term loan	6,101,302	0%	
Differed Tax	69,124,828	5%	
Current Liabilities	167,448,442		11%
Short Term Borrowings	41,022,820	3%	
Trade and Other Payables	39,469,462	3%	
Liabilities for Expenses	2,844,973	0%	
Salary & Allowance payable	2,286,730	0%	
Director Remuneration	250,000	0%	
Service Charge Payable	12,000	0%	
Provision for Utility Bill	196,243	0%	
Audit Fee	100,000	0%	
Income Tax Payable	69,767,858	5%	
Provision for WPPF	7,439,863	0%	
current portion long term loan	6,903,467	0%	
Total Shareholders' Equity and Liabilities	1,530,151,943		100%

2. Statement of Profit or Loss and Other Comprehensive Income:

Dominage Steel Building Systems Ltd. Statement of Profit or Loss and Other Comprehensive Income For the Period 30 June 2019

Particulars	year ended June 30, 2019	Percentage on Total Turnover	Grand Percentage
Turnover	631,432,785		100%
Revenue	631,432,785		
Less: Cost of Goods Sold	435,660,715		69.00%
Raw Materials Consumed	387,821,635	61.4%	
Manufacturing Overhead	65,510,836	10.4%	
Cost of Manufacture	453,332,471		
Work in Process-Opening	46,274,792		
Work in Process-Closing	(58,276,431)		
Cost of production	441,330,832	69.9%	
Finished goods - Opening	42,360,908		
Finished goods - Closing	(48,031,025)		
Cost of Goods Sold	435,660,715	69.0%	
Gross Profit	195,772,070		31.00%
Less: Operating Expenses	27,685,973		4.38%
Administrative Expenses	23,784,808	3.8%	
Marketing & Selling Expenses	3,901,166	0.6%	
Profit from Operation	168,086,097		26.62%
Add: Other Income	226,139		0.04%
Less: Financial Expenses	12,075,118	1.9%	
Profit before Income Tax & WPPF	156,237,118		24.74%
Less: Provision for WPPF	7,439,863	1.2%	
Profit before Income Tax	148,797,255		23.57%
Less: Income Tax Expenses	52,079,039		8.25%
Current Tax	33,147,747	5.2%	
Differed Tax	18,931,293	3.0%	
Net Profit After Tax	96,718,216		15.32%
Comprehensive Income for the year	-		0.00%
Total Comprehensive Income for the year	96,718,216		15.32%

- f) Earnings per Share (EPS) on the 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;

Audited financial statement for the year ended June 30, 2019

Net Profit after Tax	96,718,216
Total existing number of Share	65,000,000
Earnings per Share (EPS)-Fully Diluted Basis	1.49
Weighted average number of Share	52,783,296
Earnings per Share (EPS)-Weighted average no. of Share basis	1.83

- 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;

Net Profit before Tax	148,797,255
Less: Other Income	226,139
Profit before Tax except Other Income	148,571,116
Less: Income Tax Expenses	52,079,039
Net Profit after Tax	96,492,077
No. of shares	65,000,000
Earnings per Share (EPS)	1.48

- h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS;

Dominage Steel Building Systems Ltd. has not annualized the quarterly or half-yearly EPS.

- 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.

Particulars	Amounts in Taka 30-June-2019
Share Capital 30 June, 2019	650,000,000
Retained Earnings 30 June, 2019	637,477,371
Total Share Holder's Equity	1,287,477,371
No. of Shares Outstanding as on 30 June, 2019	65,000,000
Net Assets Value Per Share (NAV)	19.81

- 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. In such a case, the cost of the audit should be borne by the concerned issuer.

It may not be applicable so far.

- k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors:

- (i) Statement of long term and short-term borrowings including borrowing from related party or connected persons with the rate of interest and interest paid or accrued;

Certification on statement of long term and short-term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of Dominance Steel Building Systems Ltd.

After due verification, we certify that the long term and short-term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of Dominance Steel Building Systems Ltd. from July 01, 2014 to June 30, 2019 were as follows:

For the year ended 30 June, 2019

Name of the Bank	Nature of relationship	Nature of borrowings	Balance as on 30 June, 2019	Interest rate (%)	Interest paid (BDT)	Interest accrued (BDT)
Standard Chartered Bank	Lender	Long Term Loan	977,918	16%	451,763	-
Southeast bank Ltd.	Lender	Short Term Loan	41,022,820	14%	4,728,333	-
Southeast bank Ltd.	Lender	Long Term Loan	12,026,851	14%	1,103,086	-
Prime Bank Limited	Lender	Long Term Loan	-	14%	814,151	-
Prime Bank Limited	Lender	Short Term Loan	-	12.5%, 11%, 14%	3,079,393	-
Total					10,176,726	-

For the year ended 30 June, 2018

Name of the Bank	Nature of relationship	Nature of borrowings	Balance as on 30 June, 2018	Interest rate (%)	Interest paid (BDT)	Interest accrued (BDT)
Prime Bank Limited	Lender	Short Term Loan	64,576,937	12.5%, 11%, 14%	8,234,028	-
Standard Chartered Bank	Lender	Long Term Loan	4,480,263	16%	841,456	-
Prime Bank Limited	Lender	Long Term Loan	16,504,390	14%, 11%, 12.5%	4,648,717	-
Total					13,724,201	-

For the year ended 30 June, 2017

Name of the Bank	Nature of relationship	Nature of borrowings	Balance as on 30 June, 2017	Interest rate (%)	Interest paid (BDT)	Interest accrued (BDT)
Prime Bank Limited	Lender	Short Term Loan	90,698,599	11%	8,058,063	-
Prime Bank Limited	Lender	Long Term Loan	34,067,923	11.5%, 12%, 11%	1,005,885	-
Standard Chartered Bank	Lender	Long Term Loan	7,551,031	16%	1,116,612	-
Total					10,180,560	-

For the year ended 30 June, 2016

Name of the Bank	Nature of relationship	Nature of borrowings	Balance as on 30 June, 2016	Interest rate (%)	Interest paid (BDT)	Interest accrued (BDT)
Prime Bank Limited	Lender	Long Term Loan	51,472,185	11.5%, 12%	1,307,001	-
Standard Chartered Bank	Lender	Long Term Loan	-	16%	176,988	-
Prime Bank Limited	Lender	Short Term Loan	35,873,113	14%	4,769,889	-
Total					6,253,878	-

For the year ended 30 June, 2015

Name of the Bank	Nature of relationship	Nature of borrowings	Balance as on 30 June, 2015	Interest rate (%)	Interest paid (BDT)	Interest accrued (BDT)
Prime Bank Limited	Lender	Long Term Loan	31,419,906	11.5%, 12%	2,394,215	-
Standard Chartered Bank	Lender	Long Term Loan	2,433,227	16%	864,964	-
Prime Bank Limited	Lender	Short Term Loan	51,819,882	11.5%, 14%	5,467,171	-
Total					8,726,350	

The company does not have any long-term and short-term borrowings from a related party or connected persons for the period from 01 July, 2014 to 30 June, 2019.

Sd/-

Dated: 08 September 2019
Place: Dhaka

Ashraf Uddin & Co
Chartered Accountants

(ii) Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, repayment schedule and status;

Certification on the statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, the rate of interest, Primary security, collateral or other security, repayment schedule and status of Dominance Steel Building Systems Ltd.

After due verification, we certify that principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, the rate of interest, primary security, collateral or other security, repayment schedule and status of Dominance Steel Building Systems Ltd from 01 July 2014 to 30 June 2019 are as follows;

Long Term Loan:

Particulars	Amounts in Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Names of lenders	Southeast Bank Limited	Prime Bank Ltd.	Prime Bank Ltd.	Prime Bank Ltd	Prime Bank Ltd.
Purpose	Supply and erection of Pre-fabricated Steel building, Vehicle, commercial floor space, Machinery, Vibration Road Roller & Hydraulic Excavator.	Supply and erection of Pre-fabricated Steel building, Vehicle, commercial floor space, Machinery, Vibration Road Roller & Hydraulic Excavator.	Supply and erection of Pre-fabricated Steel building, Vehicle, commercial floor space, Machinery	Supply and erection of Pre-fabricated Steel building, Vehicle, commercial floor space,	Pre-fabricated Steel building, Vehicle, commercial floor space
Collateral Asset	Registered Mortgage of 52.00, 79.50, 130, 16.50 decimal & 6200 sft. Commercial floor space,.	Registered Mortgage of 108.25, 16.50, 84.09, 52 decimal & 6200 sft commercial floor space.	Registered Mortgage of 108.25, 16.50, 84.09, 52 decimal & 6200 sft commercial floor space.	Registered Mortgage of 108.25, 16.50, 84.09, 52 decimal & 6200 sft commercial floor space	Registered Mortgage of 108.25, 16.50, 84.09, 52 decimal & 6200 sft commercial floor space.
Sanctioned Limit	1.6 Crore	10.35 Crore	10.35 Crore	9.15 Crore	4.35 Crore
Rate of Interest	14%	11.5%, 11%	11.5%, 12% & 11%	11.5%, 12%	11.5% to 17%
Primary Security/ Collateral/ Other Security		01 (One) no. of Post-dated cheque covering the loan amount & 6 nos. of cheque, Personal guarantee, work order, Hire Purchase agreement	01 (One) no. of Post-dated cheque covering the loan amount & 6 nos. of cheque, Personal guarantee, work order, Hire Purchase agreement.	01 (One) no. of Post-dated cheque covering the loan amount & 6 nos. of cheque, Personal guarantee, work order	01 (One) no. of Post-dated cheque covering the loan amount & 6 nos. of cheque, Personal guarantee.
Re-payment schedule		Monthly	Deducted shall be made	Deducted shall be made	Monthly

			proportionately 35%, 20% from each running bill & Monthly	proportionately 35%, 20% from each running bill & Monthly	
Status (Outstanding Balance)	12,026,851	16,504,390	34,067,923	51,472,185	31,419,905

Long Term Loan:

Particulars	Amounts in Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun- 16	30-Jun- 15
Names of lenders	Standard Chartered Bank Ltd.			Standard Chartered Bank Ltd.	
Purpose	Working capital			Working capital	
Collateral Asset	N/A			N/A	
Sanctioned Limit	9,400,000			8,900,000	
Rate of Interest	16%	16%	16%	20.5%	
Primary Security/ Collateral/ Other Security	1. Demand Promissory Note and Letter of Continuation of BDT 9,400,000.00 only. (Ninety-Four Lac Only.) 2. One Cheque of Prime Bank Ltd. (AC# 14611060010707) covering entire loan amount and interest. 3. 36 Post Dated Cheques / BEFTN of Prime Bank LTD (AC# 1 4611 06001 0707) each for BDT 329,509.00 covering the installments 4. Debit Authority Form. 5. Irrevocable Letter of Authority 6. Letter of Guarantee			DP Note and Letter of Continuation Date 27.02.2013 of BDT 89,00,000. Undated cheque no. 2162914, Post-dated cheque no 2162915 to 2162950.	
Re-payment schedule	Monthly				Monthly
Status (Outstanding Balance)	977,918	4,480,263	7,551,031	Nil	2,433,227

Lease Finance:

Particulars	Amounts in Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun- 16	30-Jun- 15
Names of lenders	N/A	N/A	N/A	Phoenix Finance & Investment Limited	Phoenix Finance & Investment Limited
Purpose	N/A	N/A	N/A	Purchase of Vehicle	Purchase of Vehicle
Collateral Asset	N/A	N/A	N/A	N/A	N/A
Sanctioned Limit	N/A	N/A	N/A	4,500,000	4,500,000
Rate of Interest	N/A	N/A	N/A	17.75%	17.75%
Primary Security/ Collateral/ Other Security	N/A	N/A	N/A	Personal guarantee of all the director , Total 40(Forty) nos. undated signed MICR cheque (4 nos. cheques of lease finance amount and 36 nos. cheque of rental amount each).	Personal guarantee of all the director , Total 40(Forty) nos. undated signed MICR cheque (4 nos. cheques of lease finance amount and 36 nos. cheque of rental amount each).
Re-payment schedule	N/A	N/A	N/A	Monthly	Monthly
Status (Outstanding Balance)	N/A	N/A	N/A	1,337,640	3,289,872

Short Term Loan:

Particulars	Amounts in Taka				
	30-Jun-19	30-Jun-18	30-Jun-17	30-Jun- 16	30-Jun- 15
Names of lenders	Southeast Bank Limited	Prime Bank Limited	Prime Bank Limited	Prime Bank Limited	Prime Bank Limited
Purpose	Fabrication of steel sheet for construction	Working capital	Working capital	Working capital	Working capital

Collateral Asset	Registered Mortgage of 52.00 ,79.50 ,130, 16.50 decimal & 6200 sft commercial floor space,	Registered Mortgage of 108.25,52,16.50, 84.09 decimal & 6200 sft commercial floor space	Registered Mortgage of 108.25,52,16.50, 84.09 decimal & 6200 sft commercial floor space	Registered Mortgage of 108.25,52,16.50 decimal & 6200 sft commercial floor space	Registered Mortgage of 108.25,52,16.50 decimal & 6200 sft commercial floor space
Sanctioned Limit	5.00 Crore	16.30 Crore	14.50 Crore	3.50 Crore	8.50 Crore
Rate of Interest	14%	12.5%, 11% & 14%	11%	14%	14%
Primary Security/ Collateral/ Other Security		Hypothecation of the stock of raw materials, Work in Process & Finished Goods, Assignment of bill receivable against work order, Postdated cheque and demand promissory note.	Hypothecation of the stock of raw materials, Work in Process & Finished Goods, Assignment of bill receivable against work order, Postdated cheque	Hypothecation of the stock of raw materials, Work in Process & Finished Goods.	Assignment of bill receivable against work order, Post cheque, Hypothecation of the stock of raw materials, Work in Process & Finished Goods.
Re-payment schedule	By depositing daily sale proceeds or cash from own source of the company	Deducted shall be made proportionately 38%, from each running bill, By depositing sales proceeds.	Deducted shall be made proportionately 36%, 38% From each running bill. Depositing sales proceeds	Depositing sales proceeds	Deducted shall be made proportionately 25%,30.00%from each running bill, depositing sales proceeds
Status (Outstanding Balance)	41,022,820	64,576,937	90,698,599	35,873,113	51,819,882

Sd/-

Dated: 08 September 2019
Place: Dhaka

Ashraf Uddin & Co
Chartered Accountants

(iii)Statement of unsecured loans with terms and conditions.

Certification on unsecured loans with terms and conditions of Dominage Steel Building Systems Ltd.

Based on our scrutiny of the relevant financial statements, we certify that the Company has not taken any unsecured loan from any person/ body from 01 July, 2014 to 30 June, 2019.

Sd/-

Dated: 08 September 2019
Place: Dhaka

Ashraf Uddin & Co
Chartered Accountants

(iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store & spares parts, inventory of trading goods etc.;

Certification on statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc. of Dominage Steel Building Systems Ltd.

After due verification, we certify that the statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, Inventory of trading goods etc. of Dominage Steel Building Systems Ltd. from July 01, 2014 to June 30, 2019 were as follows;

Item	Amount in taka				
	30 Jun 2019	30 June 2018	30 June 2017	30 June 2016	30 June 2015
Raw Material (Project in Progress-Current Portion)	227,098,132	200,186,397	184,052,701	151,157,204	123,625,083
Packing Material	-	-	-	-	-
Work in Process	58,276,431	46,274,792	38,431,042	41,710,988	34,673,368
Finished Goods	48,031,025	42,360,908	35,293,127	32,441,879	29,819,098
Consumable Items	-	-	-	-	-
Store and Spares Parts	-	-	-	-	-

Item	Amount in taka				
	30 Jun 2019	30 June 2018	30 June 2017	30 June 2016	30 June 2015
Inventory of Trading Goods	-	-	-	-	-
Total	333,405,588	288,822,097	257,776,870	225,310,071	188,117,549

Dated: 27 February, 2020
Place: Dhaka

Sd/-
Ashraf Uddin & Co
Chartered Accountants

(v) Statement of trade receivables showing receivable from related party and connected persons.

Certification on statement of trade receivables showing receivable from related party and connected persons of Dominage Steel Building Systems Ltd.

After due verification, we certify that statement of trade receivables showing receivable from related party and connected persons of **Dominage Steel Building Systems Ltd.** from July 01, 2014 to June 30, 2019 were as follows:

Particulars	Amount in BDT				
	30 June 2019	30 June 2018	30 June 2017	30 June 2016	30 June 2015
General	186,702,573	159,152,150	123,512,734	108,715,378	98,526,185
From Related Party	-	-	-	-	-
From Connected person	-	-	-	-	-
Total	186,702,573	159,152,150	123,512,734	108,715,378	98,526,185

Dated: 08 September 2019
Place: Dhaka

Sd/-
Ashraf Uddin & Co
Chartered Accountants

(vi) Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued;

Certification on statement of any loan given by Dominage Steel Building Systems Ltd. including Loans to Related Party or Connected Persons with rate of interest and interest realized or accrued.

This is to certify that Dominage Steel Building Systems Ltd. did not give any loan to any Related Party or connected person from 01 July, 2014 to 30 June, 2019.

Dated: 08 September 2019
Place: Dhaka

Sd/-
Ashraf Uddin & Co
Chartered Accountants

(vii) Statement of other income showing interest income, dividend income, discount received, other non-operating income; Auditors certificate regarding other income of Dominage Steel Building Systems Ltd.

Certification on statement of other income showing interest income, dividend income, discount received, other non-operating income of Dominage Steel Building Systems Ltd.

After due verification, we certify that the other income showing interest income, dividend income, discount received and other non-operating income of Dominage Steel Building Systems Ltd. from January 01, 2013 to June 30, 2018 were as follows;

Particulars	Amount in BDT				
	30 June 2019	30 June 2018	30 June 2017	30 June 2016	30 June 2015
Interest Income	193,641	57,226	64,470	103,517	166,294
Dividend Income	-	-	-	-	-
Discount Received	-	-	-	-	-
Other non-operating income (Wastage sales)	32,498	72,658	256,984	354,218	340,850
Total	226,139	129,884	321,454	457,735	507,144

Dated: 08 September 2019
Place: Dhaka

Sd/-
Ashraf Uddin & Co
Chartered Accountants

(viii) Statement of turnover showing separately in cash and through banking channel;

Certification on statement of turnover showing separately in cash and through banking channel of Dominage Steel Building Systems Ltd.

After due verification we certify that the turnover showing separately in cash and through banking channel of Dominage Steel Building Systems Ltd. 01 July, 2014 to 30 June, 2019 were as follows:

Particulars	Amount in BDT				
	30 June 2019	30 June 2018	30 June 2017	30 June 2016	30 June 2015
In Cash	-	-	-	-	-
Through Banking Channel	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576
Total	631,432,785	588,793,470	520,609,155	498,339,161	462,311,576

Sd/-

Dated: 08 September 2019

Place: Dhaka

Ashraf Uddin & Co

Chartered Accountants

(ix) Statement of related party transaction;

Certification on statement of related party transaction of Dominage Steel Building Systems Ltd. After due verifications, we certify that the status of related party transactions of Dominage Steel Building Systems Ltd. from 01 July, 2014 to 30 June, 2019 was as follows:

Except the following transactions:

A. Directors Remuneration

Name	Position	Amount in (BDT)				
		2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Muhammad Shamsul Islam	Chairman	1,656,250	1,656,250	1,656,250	1,656,250	1,656,250
Mohammad Rafiqul Islam	Managing Director	1,656,250	1,656,250	1,656,250	1,656,250	1,656,250
Ms. Shahin Sultana	Director	-	-	-	-	578,125
Muhammod Arman	Director	-	-	-	-	578,125
Sujit Saha	Director	-	-	-	-	-
Rakibul Islam	Director	-	-	-	-	-
Abul Kalam Bhyian	Director	-	-	-	-	-
Total		3,312,500	3,312,500	3,312,500	3,312,500	4,468,750

Mr. Muhammad Shamsul Islam has been taking honorarium as a Chairman of the Board of Director

B. Board Meeting Fees

Name	Position	Amount in (BDT)				
		2018-2019	2017-2018	2016-2017	2015-2016	2014-2015
Muhammad Shamsul Islam	Chairman	8,000	10,000	12,000	12,000	8,000
Mohammad Rafiqul Islam	Managing Director	10,000	12,000	12,000	12,000	8,000
Ms. Shahin Sultana	Director	-	-	-	-	2,000
Muhammod Arman	Director	-	-	-	-	2,000
Sujit Saha	Director	6,000	8,000	6,000	-	-
Rakibul Islam	Director	6,000	-	-	-	-
Abul Kalam Bhyian	Director	6,000	-	-	-	-
Total		36,000	30,000	30,000	24,000	20,000

Sd/-

Dated: 26 December, 2019

Place: Dhaka

Ashraf Uddin & Co

Chartered Accountants

(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;

Certification regarding reconciliation of business income shown in tax return with net income shown in audited financial statements of Dominage Steel Building Systems Ltd

After due verification, we certify that status of reconciliation of business income shown in tax return with net income shown in audited financial statements of Dominage Steel Building Systems Ltd. from 01 July, 2014 to 30 June, 2019 as shown below:

Particulars	Income Year (Amount in Taka)				
	30-Jun-2019	30-Jun-18	30-Jun-17	30-Jun-16	30-Jun-15
Business income shown as per Financial Statement	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Business income shown as per Tax Return	148,797,255	143,703,377	111,616,788	109,214,302	98,706,555
Tax Status	Assessment under process		Assessment is Completed		

Sd/-

Dated: 20 August, 2020

Ashraf Uddin & Co

Place: Dhaka

Chartered Accountants

(xi) Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel;

Certification regarding confirmation that all receipts and payments of Dominage Steel Building Systems Ltd. above Tk. 5,00,000/- (five lac) were made through banking channel.

This is to Certify that all Receipts and Payments of above Tk. 500,000/= (Five Lac) were made through banking channel for the period from 01 July, 2014 to 30 June 2019.

Dated:08 September 2019

Place: Dhaka

Sd/-

Ashraf Uddin & Co

Chartered Accountants

(xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts;

Certification regarding confirmation that Bank Statements of Dominage Steel Building Systems Ltd. are in conformity with its books of accounts.

This is to certify that the bank statements of **Dominage Steel Building Systems Ltd.** from July 01, 2014 to June 30, 2019 are in conformity with its books of accounts.

Dated:08 September 2019

Place: Dhaka

Sd/-

Ashraf Uddin & Co

Chartered Accountants

(xiii) Statement of payment status of TAX, VAT and other taxes or duties;

Certification on statement of payment status of TAX, VAT and other taxes or duties of Dominage Steel Building Systems Ltd.

After due verification, we certify that the status of TAX, VAT and other taxes/duties payment of Dominage Steel Building Systems Ltd. for the last five years as follows:

Particulars	Amount in BDT				
	30 June 2019	30 June 2018	30 June 2017	30 June, 2016	30 June, 2015
Tax (TDS)	32,040,648	30,387,983	21,485,051	9,773,351	9,161,906
VAT	94,714,918	88,319,020	78,091,373	74,750,874	69,346,736
Others Taxes/ Duties	-	-	-	-	-
Total	126,755,566	118,707,003	99,576,424	84,524,225	78,508,642

Dated:08 September 2019

Place: Dhaka

Sd/-

Ashraf Uddin & Co

Chartered Accountants

CHAPTER-XXVII

CREDIT RATING REPORT

As per clause (e) of sub-rule (4) of rule 3 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015, A company is required to be rated by credit rating company registered with the Commission for a public offer under book-building method. As the company is offering under fixed price method, the aforementioned rule is not applicable for the issue.

CHAPTER-XXVIII

PUBLIC ISSUE APPLICATION PROCEDURE

PUBLIC ISSUE APPLICATION PROCESS

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stock broker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stock broker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
 - b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stock broker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02 (two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with his/her application.** No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stock broker/Merchant Banker.
 - c) **Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).**

Step-2 (Intermediary)

3. The Stock broker/Merchant Banker shall maintain a separate bank account only for this purpose namely “Public Issue Application Account”. The Stock broker/Merchant Banker shall:
 - a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
 - b) accumulate all the applications/buy instructions received up to the cut-off date, deposit the amount in the “Public Issue Application Account” maintained with its bank within the first banking hour of **next working day** of the cut-off date;
 - c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stock broker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stock broker/Merchant Banker.
5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stock-broker/Merchant Banker shall prepare a list containing the bank draft (FDD) information against the respective applicant’s particulars.
6. The Stock broker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with “~” tilde separator) format, the certificate(s) issued by its banker, the drafts and certificates received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the bank draft (FDD) information.
7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) and certificates submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the bank draft (FDD) information. Exchanges shall verify and preserve the bankers’ certificates in their custody.

8. The applications/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to 6 months from listing of the securities with the Exchanges.

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges within **10 (ten) working days** from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications within **03 (three) working days** from the date of reporting to the Commission and the Exchanges, if they do not receive any observation from the Commission or the Exchanges.
Provided that IPO lottery shall be conducted on the licensed digital platform made any of the following institutions under the supervision of Central Depository Bangladesh Limited (CDBL);
 - a. Bureau for Research Testing and Consultation (BRTC), BUET;
 - b. Computer Science Department, Dhaka University; and
 - c. Bangladesh Computer Council.
13. The Issuer and issue manager shall arrange posting the lottery result on their websites **within 06 (six) hours** and on the websites of the Commission and the Exchanges within **12 (twelve) hours** of lottery.
14. Within **02 (two) working days** of conducting lottery, the Issuer shall:
 - a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with “~” tilde separator) format to the respective Exchange.
 - b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde separator) format to the Commission and the Exchanges mentioning the penalty amount against each applicant.
 - c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to the respective Exchange in electronic form.
 - d) send consolidated allotment data (BOIDs and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, the Exchanges shall distribute the information and allotment letters to the Stock broker/Merchant Bankers concerned in electronic format and instruct them to:
 - a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
 - b) send the penalty amount of other than NRB and Foreign applicants, who are subject to penal provisions, to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
16. **On the next working day** of receiving the documents from the Exchanges, the Stock brokers/Merchant Banker shall request its banker to:
 - a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
 - b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign), who are subject to penal provisions, to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.
17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.

18. **Simultaneously**, the stock brokers/Merchant Bankers shall release the application money blocked in the customer accounts, inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective ‘Escrow’ accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stock broker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.
19. All bank drafts (FDD) submitted by NRB or Foreign applicants shall be deposited in the Issuer’s respective ‘Escrow’ accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant’s bank account **(FC account which has been debited to apply by NRB or foreign applicants)** through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stock brokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the “Public Issue Application Account” shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stock brokers/Merchant Bankers for any purpose other than public issue application.
23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.
24. The Stock broker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stock broker/Merchant Banker shall provide the Issuer with a statement of the remittance and bank drafts (FDD) sent.
26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

“All eligible Stock Broker and Merchant Banker shall receive the IPO Subscription”

The IPO subscription money collected from the successful application (other than NRB application) by the Stockbroker/Mercent Bankers will be remitted to the Company’s Account No.1501202139605001 With BRAC Bank Limited Gulshan-1, Dhaka-1212, Bangladesh for this purpose. The IPO subscription money collected from successful NRB applicants in US Dollar or UK Pound Sterling or EURO shall be deposited to three FC accounts opened by the Company for IPO purpose are as follows:

SL No	Name of the A/C	Account Number	Type of A/C	Currency	Bank & Branch
1	Dominage Steel Building Systems Ltd.	1501202139605001	Current Account	BDT	BRAC Bank Limited Gulshan-1, Dhaka-1212
2		1501202139605002	FC Account	USD	
3		1501202139605003		GBP	
4		1501202139605004		EURO	



APPLICATION FORM

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“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।”

APPLICATION FOR PUBLIC ISSUE

Date:

Name of Applicant	:																
Client Code	:																
BO ID No.	:																
Category of Applicant	:																
Name of the Company/Fund	:																
Number of Shares/Buildings	:	Shares of Taka Each															
Total Amount in Taka	:																
Amount in Word	:																
Mode of Payment	:																
Cheque/Draft Information	:																

Signature of
Applicants

Signature of
Authorized officer

CHAPTER- XXIX

OTHERS

ADDITIONAL DISCLOUSER BY THE MANAGEMENT REQUIRED BY THE BSEC

Requirements 1:

Updated Import registration certificate, Environment clearance certificate (Factory-01) and steel Building Manufacturers Association of Bangladesh (SBMA) Membership certificate are required to submit;

Our Response

We are submitting herewith online application copy of Import registration certificate, Updated Environment clearance certificate (Factory-01) and steel Building Manufacturers Association of Bangladesh (SBMA) Membership certificate in **Annexure-A** for your kind consideration.

Requirements 2:

It appears from the draft prospectus that the Company issued 50,05,000 shares to top salaried persons. In this connection, Mode of transaction and supporting documents are required to submit;

Our Response

We are submitting herewith Mode of transaction of 5,05,000 shares issued to top salaried persons of Company's employees along with supporting documents in **Annexure-B** for your kind consideration.

Requirements 3:

A declaration of the management of the Company is required to submit whether the Company has any associated, subsidiary, holding company or not;

Our Response

The Company have no any associated, subsidiary, holding company. We are submitting herewith a declaration of the management of the Company in this regard in **Annexure-C** for your kind consideration.

Requirements 4:

Auditor certificate regarding holding of regular AGM is required to submit;

Our Response

We are submitting herewith Auditors' Certificate regarding holding of regular AGM in **Annexure-D** for your kind consideration.

Requirements 5:

It appears from the draft prospectus that Ms. Shahin Sultana transferred to Mr. Mohammad Shamsul Islam dated 25.08.2014 and Mr. Mohammad Shamsul Arman transferred 4250 shares to Mr. Muhammad Rafiqul Islam dated 25.08.2014. In this regard, supporting documents are required to submit;

Our Response

We are submitting herewith supporting documents of above transfer of shares in **Annexure-E** for your kind consideration.

Requirements 6:

It appears from the draft prospectus that pre-fabricated steel structure manufacturing contributes about 70% of revenue amount Tk. 44,36,11,840 for the year ended June 30, 2019. In this regard, break-up of month-wise revenue with supporting documents for the ended June 30, 2019 is required to submit;

Our Response

Month-wise revenue of pre-fabricated steel structure manufacturing is showing below:

Name of the Month	Revenue (Taka)
July-2018	36,677,300.00
August-2018	26,710,702.00
September-2018	30,276,433.00
October-2018	44,623,771.00
November-2018	35,485,600.00
December-2018	56,887,361.00
January-2019	15,000,000.00
February-2019	132,849,236.00
March-2019	20,112,877.00
May-2019	31,075,212.00
June-2019	13,913,348.00
Total Taka	443,611,840.00

We are also submitting herewith the supporting documents in this regard in **Annexure-F** for your kind consideration.

Requirements 7:

It appears from the draft prospectus that the company purchased 10% or more of its raw material from Jiangyin Dnt Heavy Industry Co. Ltd, China for the period of June 30, 2019. In this regard, Letter of credit (L/C) with other relevant documents for the amount of Tk. 100,419,393 is required to submit;

Our Response

We are submitting herewith the supporting document along with Letter of credit (L/C) of purchased of raw material from Jiangyin Dnt Heavy Industry Co. Ltd, China for the period from 01 July 2018 to June 30, 2019 in **Annexure-G** for your kind consideration.

Requirements 8:

Copy of approval from the concern authority pertaining to use of land (Factory) is required to submit;

Our Response

We are submitting herewith the copy of permission of concern authority to use of factory land in **Annexure-H** for your kind consideration.

Requirements 9:

Supporting documents related to mortgage of property in favor of Southeast Bank Limited is required to submit;

Our Response

We are submitting herewith the supporting documents of mortgage of property in favor of Southeast Bank Limited for your kind consideration in **Annexure-I**.

Requirements 10:

Declaration by the Underwriter that they have sufficient resource as per the regulatory requirement to discharge their respective obligation as per the BSEC Public Issue Rules, 2015 is required to submit;

Our Response

We are submitting herewith the declaration by the Underwriter that they have sufficient resource as per the regulatory requirement to discharge their respective obligation as per the BSEC Public Issue Rules, 2015 in **Annexure-J** for your kind consideration.

Requirements 11:

Declaration by the issuer mentioning that they are no way connected with the issue manager or any its securities is required to submit;

Our Response

We are submitting herewith the declaration by the issuer (DSBSL) in this regard in **Annexure-K** for your kind consideration.

Requirements 12:

Declaration by the issuer, its Directors and shareholders having 10% or more shares mentioning that they are free from loan default is required to submit;

Our Response

We are submitting herewith the declaration by the issuer (DSBSL) in this regard in **Annexure-L** for your kind consideration.

Requirements 13:

Board resolution & other documents regarding appointment of Independent Director (Mr. Shawkat Akbar and Mr. Tapan Chandra Banik) are required to submit;

Our Response

We are submitting herewith the Board Resolution and Appointment Letter regarding appointment of Independent Director (Mr. Shawkat Akbar and Mr. Tapan Chandra Banik) in **Annexure-M** for your kind consideration.

Requirements 14.

Declaration from the Management of the issuer and from the auditor regarding loan taken or given from or to any director or any person connected with the Director is required to submit;

Our Response

We are submitting herewith the declaration from the Management of the issuer (DSBSL) in this regard in **Annexure- N** for your kind consideration.

Requirements 15.

Copy of minutes of AGM or EGM or Board meeting regarding monthly salary or prerequisite or benefit paid to any shareholder director during the last accounting year is required to submit;

Our Response

We are submitting herewith the copy of minutes of AGM and Board meeting regarding monthly salary or prerequisite or benefit paid to any shareholder director during the last accounting year in **Annexure-O** for your kind consideration.

Requirements 16.

The company stated in the draft prospectus that it will build a 3 storied building (8,895 sft per floor with foundation of 5 storied) on existing Factory Site is not mentioned in the draft prospectus. As such, approval layout plan for construction of the factory building along with location of the factory site is required to submit;

Our Response

The Company will build 3 storied building (8,895 sft per floor with foundation of 5 storied) on existing Factory site at Ashulia, Savar in Dhaka. We have corrected relevant pages in the draft prospectus in this regard. We are also submitting herewith the approval of the layout plan for construction of the factory building in **Annexure-P** for your kind consideration.

Requirements 17:

Quotation for Electrical Installation and Acquisition of New Plant and Machinery is Required to Submit;

Our Response

We are submitting herewith the quotation for electrical installation and acquisition of new plant and machinery which will be acquired from IPO fund in **Annexure-Q** for your kind consideration.

Requirements 18:

Supporting documents along with bank statement (S) regarding utilization of the utilization of the existing paid up capital TK. 65,00,00,000 -are required to submit;

Our Response

We are submitting herewith supporting documents along with Bank Statements regarding utilization of the existing paid up capital of Tk. 65,00,00,000 in **Annexure- R** for your kind consideration.

Requirements 19.

Deceleration of the management of the company regarding any contract covering any of the activities of the issuer for which the proceeds of sale of securities are to be used, such as contract for the purchase of land or contract of the construction of building etc. are required to submit;

Our Response

We are submitting herewith the deceleration by the management of the company in this regard in **Annexure-S** for your kind consideration.

Requirements 20.

Updated particulars of director (from- xii) of Dominage development & Holdings Ltd as well as Dominage Consultant Ltd. is required to submit;

Our Response

We are submitting herewith the updated Particulars of Directors (from- XII) of Dominage Development & Holdings Ltd. and resolution of the Board and the Resignation letter of Muhammad Shamsul Islam from the post Managing Director of Dominage Consultant Ltd. in **Annexure-T** for your kind consideration.

Part B

Deficiencies in the draft prospectus/ disclosure requirement

Requirements 1:

Declaration by the Underwriter that they have sufficient resources as per the regulatory requirement to discharge their respective obligation as per the BSEC Public Issue Rules, 2015 is to be incorporated in the draft prospectus; (Prospectus page. 37)

Our Response

We are submitting herewith the declaration by the Underwriter that they have sufficient resource as per the regulatory requirement to discharge their respective obligation as per the BSEC Public Issue Rules, 2015 in **Annexure-U** for your kind consideration and incorporated in the draft prospectus (page no. 37).

Requirements 2:

Declaration by the issuer that they are no way connected with the issue manager or any of its securities is required to incorporate in the draft prospectus; (Prospectus page. 20)

Our Response

We have incorporated in the draft prospectus (page no. 20) the declaration by the issuer (DSBSL) page No. as per your requirement.

Requirements 3:

From the draft prospectus (page # 90), it appears that there exists family relationship between Mr. Shamsul Islam, Chairman of the company and Mr. Rakibul Islam, Director of the company. And also, relation exists between Mr. Md. Rafiqul Islam and Mr. Abul Kalam Bhyian. But in the draft prospectus, it was stated that there exists no family relationship among the Directors. Explanation is required; (Prospectus page. 90)

Our Response

There was no family relationship between the Independent Director and other Directors of the board of the Company. We have also declared that there was no family relationship existing director between the Chairman and other Directors of the board of the Company except Mr. Rakibul Islam. Without above mentioned there are no family relationship exist between Director and the Managing Director and other Directors of the board of the Company, except Mr. Abul Kalam Bhyian. We have incorporated the above information in the draft prospectus (page no. 90).

Requirements 4:

The company stated in the draft prospectus that it will build a 3 storied building (8895sft per floor (with foundation of 5 storied) on existing Factory Site. But the specific location of factory site is not mentioned in the draft prospectus. As such, approval layout plan for construction of the factory building along with location of the factory site is required to incorporate in the draft prospectus; (Prospectus page. 149)

Our Response

The Company will build 3 storied building (8,895 sft per floor with foundation of 5 storied) on existing Factory site at Ashulia, Savar in Dhaka. We have incorporated in draft prospectus (Page No. 148) in the relevant pages as per your requirement.

Requirements 5.

Declaration by the issuer its director and shareholders having 10% or more shares mentioning that they are free from loan default is required to incorporate in the draft prospects; (Prospectus page. 91)

Our Response

We have incorporated the declaration by the issuer (DSBSL) in the draft prospectus (Page No. 91) in this regard as per your requirement.

MANAGEMENT ADDITIONAL DISCLOSURE IN REGARDS OF THE OBSERVATION BY DSE**Your Query No. 1:**

Non-compliance of clause (B)(5)(f)(ii)(v)(6) of Annexure-E under rule 5 in connection with total turnover of each major industry segment in which the Company operated:

It is observed from the draft prospectus (page No. 82) that the company did not provide total turnover of each major industry segment in which the Company operated. You are requested to provide with the same.

Our Response:

We have updated our draft prospectus (Page-82) incorporating total turnover of each major industry segment as per DSE requirement.

Your Query No. 2:

Non-compliance of clause 15 of Annexure-G under rule 4(1)(d) in connection with the undertakings of the Company and its directors and shareholders having more than 10% of the share for obtaining CIB Report from Bangladesh Bank:

It is observed that the company did not provide the undertakings of Dominage Steel Building Systems Ltd. and its two directors (Sujit Saha and Tapan Chandra Banik). You are requested to provide the same.

Our Response:

We are sorry for the inadvertent mistake. We are submitting herewith the undertakings of Dominage Steel Building Systems Ltd. and its two directors (Sujit Saha and Tapan Chandra Banik) in **Annexure- 1** for your kind consideration.

Your Query No. 3:

Regarding Schedule of property, plant & equipment:

Referring to the draft prospectus (page No. 192), It is observed that no details of class of assets provided in 2017-18 rather provided only the total number in the “Property, plant and equipment” However, as per Paragraph 73(e) of IAS 16 “Property, Plant and Equipment” and Paragraph 38A of IAS 1 “Presentation of Financial Statements”, details class of assets need to be provided in the FS of comparative period. You are requested to clarify your position regarding the same. You are also requested to comply with Paragraph 73(e) of IAS 16 “Property, Plant and Equipment” and Paragraph 38A of IAS 1 “Presentation of Financial Statements”.

Our Response:

To meet up the above deficiencies we have incorporated the details class of assets of the comparative period of 2017-2018 in the Financial Statements for the year ended 30 June 2019 and have updated draft prospectus (Page-196) accordingly. An updated Financial Statement for the year ended 30th June 2019 is attached in **Annexure-2** for your kind consideration.

Your Query No. 4:

Regarding related party transaction:

As per **Paragraph 23 of IAS 24: ‘Related Party Disclosures’** “Disclosures that related party transactions were made on terms equivalent to those that prevail in arm’s length transactions are made only if such terms can be substantiated.”

Referring to the draft prospectus (note No. 30.04 in page No. 189), it is observed that the company has “Related party transactions”. But no disclosures were found as per **Paragraph 23 of IAS 24: ‘Related Party Disclosures’**. You are requested to clarify your position regarding the same.

Our Response:

To meet up the above deficiencies we have incorporated the disclosure of the related party transactions as per **Paragraph 23 of IAS 24: ‘Related Party Disclosures’** that prevail in arm’s length transactions in the Financial Statements for the year ended 30 June 2019 (**Annexure- 2**) and have amended draft Prospectus (Page-190) accordingly.

Your Query No. 5:

Non-establishment of Workers’ Profit Participation and Welfare Fund (WPPF):

The company has not recognized Workers’ Profit Participation and Welfare Fund as an expense in the Statement of Comprehensive Income for the year ended on 30 June 2015, 30 June 2016, 30 June 2017 and 30 June 2018. As a result, Net Profit after Tax (NPAT) and Earnings per Share (EPS) have been overstated, which do not reflect the actual performance of the entity. You are requested to clarify your position regarding the non-compliance with the Bangladesh Labour Act 2006 as amended up to 2013.

Our Response:

The management of the company has recognized Workers' Profit Participation and Welfare Fund (WPPF) from July 01, 2018 and has formed a Trusty Board on 1st June 2019 as per the condition of Section 232 Bangladesh Labor Act-2006 (As amendment up to 2013). A separate bank account was also opened vide account number 13100000058 in Southeast Bank Ltd. Mohakhali Branch, Dhaka to operate separately the WPPF Fund. We didn't recognize the WPPF since 2015 because we don't need to provide a retrospective effect for the fund. To justify our opinion, we are attaching herewith a legal opinion from Mr. A.M. Masum, Barrister-at-law in **Annexure-3** and an Auditors' Certificate disclosing the effect of WPPF fund from Financial Year 2014-2015 in **Annexure-4** for your kind consideration.

Your Query No. 6:

Regarding Employee Benefit:

It is observed from note No. 3.18 of the draft prospectus that the company maintains a defined benefit plan for its eligible employees. But the company did not make any provisions against employee benefits as per Section 26 & 27 of Bangladesh Labour Act, 2006. Therefore, you are requested to clarify your position regarding the same.

Our Response:

The Company has already established a policy for termination benefits for its employees from January 01, 2020 and it will keep necessary provisions in the next Financial Statements i.e. 2019-2020 to comply with Section 26 & 27 of Bangladesh Labour Act, 2006 we attached Board Munities regarding establishment of termination Benefit for the employees in **Annexure-5** for your kind consideration.

Your Query No. 7:

Regarding preliminary information and declarations (Page-2 of the Prospectus):

Information/statement is not given as a declaration form (Point-ii). You are requested to write this statement as a declaration form.

Our Response:

We have updated our draft Prospectus (**Page-2**) disclosing the declaration as per Public Issue Rules 2015.

Your Query No. 8:

Principal products or services of the Company 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 the source of data. Section (v) of Chapter VI (Description of the Company), (Page-42):

Information regarding future prospects given is overestimated. The average growth rate of this DSBSL over the last 3 years was 8% whereas they predict future growth on average as 18% over the next three years and 32% in the year 2020-21 which is quite high. You are requested to justify such an estimation about the future prospect.

Our Responses:

The current production capacity 6,710 MM which will be increased to 11,407, 11,977 & 12,576 MM through the business expansion by own source and the IPO Proceeds. The utilization capacity which is now 4,780 MM (71.74% of the existing capacity) will be enhanced to 7,162, 8,826 & 9,862 MM by 2020, 2021 and 2022 respectively. The rationales behind the increased projection are first because of the huge expansion of the industrialization in the country in garments sectors as well as other sectors like shoes (leather and non-leather), pharmaceuticals, food processing, packaging, accessories and electronics industries in the country. Secondly, the industries need several compliances to be followed newly in building construction for safety reasons whether it is a prefabricated steel structure or RCC building. As a result, the owners have to forgo the construction of the building through a labor contractor and have to depend on professional contractors like us. The target markets of the company are the construction of pre-fabricated and RCC buildings for the private and private industries and several other govt. and non-govt. projects etc. The total market in the country is Tk.4,500 Crore (Forty-Five Thousand Crore). The main competitor of the company Bangladesh Building Systems Ltd. and Bangladesh Steel Re-Rolling Mills Limited. With the increase of the capacity limit from 6,710 MM to 12,576 MM. The management of the company will be able to increase revenue through its in-house technical expertise. To meet up the above deficiencies we have updated the draft prospectus (Page-42) giving the required disclosure (Principal products or services, markets, Past trends and future prospects, local market, demand and supply forecasts, source of data) as per the requirements of DSE.

Your Query No. 9:

Analysis of the financial statements of last five years with the 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 & after-tax, EPS, etc; (page-86) (Chapter-VII)

The description given about the reasons for changes is not very specific and realistic. You are requested to provide more specific causes of these changes that could clearly map the reasons behind these changes.

Our Responses:

We have updated our draft Prospectus (Page-86) regarding “analysis of the financial statements of last five years with the 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 & after-tax, EPS etc; as per DSE’S requirement.

Your Query No. 10:

To prepare the valuation report, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information (Page-127, Chapter XV)

Qualitative justification given for this valuation is not specific. You are requested to provide more justifiable explanation about this requirement.

Our Responses:

We have updated our draft Prospectus (Page-127) regarding the valuation report considering all qualitative and quantitative factors and explained in detail with the rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information as per the requirement of DSE.

Your Query No.11:

Salary of Chairman (Page-99)

Mr. Muhammad Shamsul Islam, Chairman of DSBSL received Tk. 1,656,250 as remuneration and meeting fee Tk. 8,000 in the year 2018-19 which is same as MD of the same company. Can a Chairman of Board receive remuneration rather than honorarium from the company? You are requested to clarify your position regarding the same.

Our Responses:

The Board of Directors of the company has decided that Mr. Muhammad Shamsul Islam, Chairman of DSBSL will not take any remuneration/ honorarium from the company except his meeting attendance as per the Corporate Governance Code-2018 effective from April 01, 2020. We have attached herewith the minutes of Board regarding amendment of Directors Remuneration in Annexure-6 for your kind consideration.

Your Query No. 12:

Risk Information (Chapter XX)

As per Section 19 of BSEC (Public Issue) Rules, 2015, Risk information and Management perception regarding risks should be clearly stated. Risk factors shall be disclosed in descending order of materiality. Wherever risks about material impact are stated, the financial and other implications of the same shall be disclosed. If it cannot be quantified, a statement shall be furnished about the fact that the implications cannot be quantified. It is found that risk information and management perceptions about these risk factors are very generic and qualitative. Risk information was not arranged in descending order of materiality. Impacts are not well stated. All risk factors are qualitative in nature but the company could include quantitative information here and the impact of those risk factors. Management actually disclosed all the factors as required in the Public issue rule, rather than focusing important and relevant risk factors. You are requested to make such information more informative.

Our Responses:

To comply with the above requirements, we have updated our draft Prospectus (**Page-139-144**) disclosing the Risk information and Management perception regarding risks more clearly including the quantitative information and impact thereon for your kind consideration.

Your Query No.13:

Regarding deferred tax liability:

Deferred tax liability shows increasing trend over the years. It is a long-term liability and will create pressure on company in near future. Further, this liability arising only from Property, Plant and Equipment represents a difference of around 10% between accounting rate of depreciation to that of tax rate. It seems to be unrealistic resulting into an inflated total asset and liability. You are requested to explain the policy of company regarding reducing this liability.

Our Responses:

The management of the company is expecting that with the increase of revenue the current tax burden will rise and deferred tax burden will decrease in near future as there is limited number of Asset addition is expected from IPO proceeds & own source addition. Differed Tax Liability was increased in previous year which are fully related with the addition of Property Plant & Equipment's as there were huge increase of Share Money Deposit & their utilization through addition of Fixed Assets. A table below to show the relation of Differed Tax Liability & addition of Fixed Assets for previous five years are as follows:

Financial Year	2018-2019 Audited	2017-2018 Audited	2016-2017 Audited	2015-2016 Audited	2014-2015 Audited
Income before Tax	155,617,129	143,703,377	111,616,788	109,214,302	98,706,555
Current tax	(35,534,703)	(39,909,880)	(10,228,745)	(9,923,206)	(9,317,845)
Differed Tax	(18,931,293)	(13,676,071)	(3,315,007)	(4,756,196)	(9,952,518)
Net Profit after Tax	101,151,134	90,117,426	98,073,036	94,534,899	79,436,193
Addition of Fixed Assets	201,326,564	102,004,124	28,586,677	11,428,443	156,332,532

A table below to show the relation of Differed Tax Liability & addition of Fixed Assets for the next 3 years (Projected) are as follows:

Financial Year	2021-2022 Projected	2020-2021 Projected	2019-2020 Projected	2018-2019 (Audited)
Income before Tax	261,435,399	235,383,149	170,099,614	155,617,129
Current tax	(47,302,722)	(40,312,178)	(26,325,888)	(35,534,703)
Differed Tax	(18,056,128)	(18,533,609)	(16,199,016)	(18,931,293)
Net Profit after Tax	196,076,549	176,537,362	127,574,711	101,151,134
Addition of Fixed Assets	142,405,036	189,722,514	179,691,799	201,326,564

Your Query No.14:

Regarding ratio analysis (page 200, 202 and where ever these ratios are referred to):

1. Net Operating Cash Flow Per Share/EPS for FY 2017-18 should be 4.79 instead of 4.81
2. Debt Service Coverage Ratio for FY 2018-19, 2017-18 2016-17; 2015-16 and 2014-15 should be 3.51 instead of 3.85, 2.08 instead of 2.77, 1.1 instead of 14.73, 1.9 instead of 19.45 and 1.72 instead of 8.09 accordingly. You are requested to double-check the mathematical accuracy.

Our Responses:

To meet up the above deficiencies, we have corrected Auditors' Certificate of Ratio Analysis (**Annexure-6**) and have corrected our Draft Prospectus (**Page-202**) accordingly.

Your Query No.15:

Regarding Capital Work in Progress of Financial Statements (Chapter XXVI):

In the Statement of Financial Position, Current Assets include Capital Work in Progress Amounting Tk. 17,786,355. Capital Work in Progress represents Land & Land Development Amounting Tk. 4,802,055 (Opening balance Tk. 1,201,735, addition Tk. 7,625,740 and transfer Tk. 4,025,420) and Building & civil construction amounting Tk. 9,784,300 (Opening balance Tk. 6,173,190, addition Tk. 52,153,631 and transfer Tk. 48,542,521). You are requested to incorporate some details in the disclosure notes i.e. item name, party name, sqft, rate, amount etc.

Our Responses:

We have updated our Financial Statement for the year ended 30th June 2019 (**Annexure-2**) disclosing the information about the Capital Work in Process as per DSE requirements and have amended draft Prospectus accordingly.

Your Query No. 16:**Regarding Project in Progress of Financial Statements (Chapter XXVI):**

Reply of the company is “Not-Satisfactory”. The reply of Company on the reviewer’s comments is Not-Satisfactory because of the following grounds and clear requirement of IAS:

Firstly, the Company stated in their reply that ‘it could not meet the criteria of clause (a) to (d) of para 66 of IAS 1’ which is self-contradictory as first two clauses (a) and (b) of the said para are met and applicable for the Company’s affairs of business and clause (c) is prevailed by the Lines 3rd to 5th of Para 68. A clear guideline along with its detailed narratives is stated below for the ready reference:

- * Reference to the Clause (a) of Para 66 of IAS 1, “An entity expects to realize the assets, or intends to sell or consume it, in its normal operating cycle” (Here, it is pertinent to mention that “Current assets include assets (such as inventories and trade receivables) that are sold, consumed, realized as part of the normal operating cycle even when they are not expected to be realized within twelve months after the reporting period.” (Line 3rd to 5th of Para 68 of IAS 1);
- * Reference to the Clause (b) of Para 66 of IAS 1, “An entity holds the assets primarily for the purpose of trading.” If it is considered that the reply of the company is true (i.e. the company does not meet the criterion of said clause (c) then it is questionable regarding the Company’s intention of making its products as well as the purpose of trading of the business.

In addition to the above, another reference of IAS 2 “Inventory” is narrated for your further reference and understanding:

As per Para 6 of IAS 2, “Inventories are assets:

- (a) Held for sales in the ordinary course of business;
- (b) In the process of production for such sale; or in the form of materials or supplies to be consumed in the production process or in the rendering of service.

It is generally accepted that Inventories should be classified as current assets unless otherwise requirements are in place and provided a clear presentation based on current and Non-Current Portion of those assets and disclosure thereon are stated in the relevant notes to Financial Statements.

In our opinion, either the amount of Tk.45.90 Crore shown under ‘Project in Progress’ should be treated and presented as Current assets or presented the same under Current and Non-Current Portion with clear reference of IAS and disclosure therein for the sake of true and fair presentation of Financial Statements.

Our Responses:

We have corrected our Financial Statement for the year ended 30th June 2019 (**Annexure-2**) regarding current portion of the Capital Work in Process and have updated Draft prospectus accordingly.

Your Query No. 17:**Regarding Revenue in the Financial Statements (Chapter XXVI):**

In the Statement of Profit or Loss and Other Comprehensive income, Revenue (note 20) shows amounting Tk. 631,432,785 without any disclosure. According to note 2.4 the management of the company has followed IFRS 8 for operating segments. But there is no such disclosure in the financial statements. You are requested to clarify your position regarding the same.

Our Responses:

We have corrected our Financial Statement for the year ended 30th June 2019 (**Annexure-2**) regarding disclosure of Revenue and have updated Draft prospectus accordingly.

Your Query No. 18:**Regarding the errors found in the presentation of Statement of Cash Flow:**

Project in Progress has been presented in the Non-Current Assets instead of Current Assets in the Statement of Financial Position, cash flow from operating activities and investing activities are misstated accordingly. You are requested to rectify the same.

Our Responses:

We have corrected our Financial Statement for the year ended 30th June 2019 (**Annexure-2**) regarding Statement of Cash Flows in respect of presentation of Project in Progress and have updated Draft prospectus accordingly.

Your Query No.19:

Regarding Financial Ratios:

Financial Ratios presented in the draft prospectus may be misstated. Financial Ratios should be corrected with the reflection of observation to Project in Progress of Financial Statements stated above. Some of the ratios i.e. Current Ratio, Quick Ratio, Inventory Turnover Ratio, etc. need to be changed in line with the presentation of Project in progress. You are requested to rectify the same.

Our Responses:

To meet up the above deficiencies, we have corrected Auditors' Certificate of Ratio Analysis (**Annexure-6**) and have corrected our Draft Prospectus (**Page-202**) accordingly.

Your Query No. 20

Capital raising

Following is the trend of raising capital by the company. It is observed from the trend of capital raising that the company has substantially increase capital from 20.05.18 to 31.03.19.

History of paid-up Capital

Particulars	Share	Amount in Taka	Cumulative in Taka	Remarks
MOA	17,000	170,000	170,000	
Issued as on 28.02.17	300	3,000	173,000	
Issued as on 20.05.18	3,995,830	39,958,300	40,131,300	
Issued as on 14.06.18	5,819,040	58,190,400	98,321,700	
Issued as on 31.03.19	40,167,830	401,678,300	500,000,000	
Issued as on 31.03.19	15,000,000	150,000,000	650,000,000	
Pre-IPO Paid-up capital	65,000,000	650,000,000		
Initial Public Offer (IPO)	30,000,0000	300,000,000		
Post- IPO Paid-up Capital	95,000,000	950,000,000		

From the period from 20.05.18 to 31.03.19, the amount of capital raised of the company was Tk. 49,98,27,000.

Our Responses:

Firstly, the company keeps its capital more than 30% of its equity to its sponsors/directors as per BSEC Directive No SEC/CMRRCD/2009-193/119/ADMIN/34 Dated on 22 November, 2011. So, the above allotment was justified and has followed the Public Issue Rules, 2015. Secondly, the sponsors and directors have invested Share Money since 2012 as follows: As per the Capital Issue Rules 2001, a company needs to apply BSEC for raising paid-up capital if the existing paid-up capital exceeds Tk. 10.00 crore. The paid-up capital of the Company was Tk. 98,321,700/= on 14-6-2018. On 31-03-2019 the Company has further issued capital Tk. 401,678,300/= and Tk. 150,000,000/= respectively in accordance with the BSEC approval dated 31 December 2018. Thus, the company didn't raise capital Tk. 49,98,27,000/= only within the period from 20.05.18 to 31.03.19, rather it has allotted Share against deposit of Share Money through approval of BSEC on 31 December 2018.

Your Query No 21

Addition observation of the Board:

Considering the overall observation and analysis of the status, document and information as submitted by the company, the board opined that the company distributed a significant number of shares (55.87% of the existing shares) to the persons who are not sponsors/directors. Share money deposit of the company could not be verified through cross-checking banking documents.

Our Responses:

We have collected Share Money Deposit from our potential Share Holder from 2012 and all of those funds was used for the company purpose. We are submitting herewith the Bank Statements, Bank Certificates in support of the collection of Share Money Deposit in **Annexure-7**, Auditors Certificate regarding utilization of Share Money Deposit in **Annexure- 8** and Auditors' Certificate regarding the allotment of Share to the Shareholder made in **Annexure- 9** for your kind consideration.

AUDITORS ADDITIONAL DISCLOSURE REQUIRED BY THE BSEC

Issue No. 01

The auditor is required to disclose detailed break-up of land and land development expenses (Note-5.01) as shown in the audited Financial Statement for the year ended June 30, 2019;

Our Explanation:

The detailed break-up of the land and land development (Addition during the year) for the year ended on June 30, 2019 are given below:

Particulars	Amount in Taka
Sylhet Sand	594,200.00
Sand	1,218,409.00
Viti Sand	1,209,800.00
Brick	1,681,955.50
Brick chip	421,600.00
Stone	2,382,040.00
Labor and Loading unloading bill	117,735.00
Total	7,625,740.00

Issue No. 02

The auditor is required to disclose subsequent status of capital work-in progress (Note-5.00) as shown in the audited Financial Statement for the year ended June 30, 2019;

Our Explanation:

A statement of CWIP for the year ended June 30, 2019 and their present status are given below:

SL	Particulars	Amounts	Status as on 31 Dec. 2019
1	Land and Land Development	4,802,055	Balance amount transferred to Property, Plant and Equipment
2	Building & Civil Construction	9,784,300	Balance amount transferred to Property, Plant and Equipment
3	Plant and Machinery	3,200,000	Balance amount transferred to Property, Plant and Equipment
	Total	17,786,355	

Issue No. 03

The auditor is required to disclose Month – wise gross sales and amount of VAT;

Our Explanation:

The month-wise gross sales and amount of VAT are showing below:

Month Name	Sales (Taka)	VAT (Taka)	Total Taka
July-2018	67,942,281.00	10,191,342.00	78,133,623.00
August-2018	64,944,107.00	9,741,616.00	74,685,723.00
September-2018	30,276,433.00	4,541,465.00	34,817,898.00
October-2018	71,486,957.00	10,723,044.00	82,210,001.00
November-2018	55,073,823.00	8,261,073.00	63,334,896.00
December-2018	57,887,361.00	8,683,104.00	66,570,465.00
January-2019	15,000,000.00	2,250,000.00	17,250,000.00
February-2019	140,292,468.00	21,043,870.00	161,336,338.00
March-2019	20,112,877.00	3,016,932.00	23,129,809.00
April-2019	47,214,014.00	7,082,102.00	54,296,116.00
May-2019	31,075,212.00	4,661,282.00	35,736,494.00
June-2019	30,127,252.00	4,519,088.00	34,646,340.00
Total Taka	631,432,785.00	94,714,918.00	726,147,703.00

Issue No. 04

The auditor is required to disclose updated status of Advance against purchase and Advance to employee (Note-9.00) as shown in the audited Financial Statement for the year ended June 30, 2019;

Our Explanation:

A statement of Advance against purchase and Advance to employee for the year ended June 30, 2019 and their present status are given below:

SL	Particulars	Amounts	Status as on 31 Dec. 2019
1	Advance against local purchase	13,890,061	No balance as outstanding
2	Advance to employee	165,230	No balance as outstanding
	Total	14,055,291	

Issue No. 05

The auditor is required to disclose updated status of Trade and other Receivables (Note-8.00) as shown in the audited Financial Statement for the year ended June 30, 2019;

Our Explanation:

Updated status of Trade and other Receivable are showing below:

Particulars	Balance as on 30.06.2019	Subsequently Realized amount up to Dec 31, 2019
Arman Engineering	17,068,439	17,068,439
BJ GEO- Textile Limited	12,151,265	12,151,265
BMC Super Salt Limited	4,289,230	4,289,230
Filotax Limited	23,862,713	23,862,713
Healthy Choice Food & Beverage Ltd.	13,543,341	13,543,341
ISRAQ Spinning Mill Limited	19,490,260	19,490,260
Jmi Industrial Gas Ltd	12,535,075	12,535,075
MG Niche Flair Ltd.	19,680,149	19,680,149
Multi Trade Enterprise Ltd.	21,918,236	21,918,236
MYTH Limited	2,639,191	2,639,191
NPM Apparels Limited	10,794,335	10,794,335
South East Sweaters Limited	13,364,728	13,364,728
Universe Synthetic Fiber Ltd.	6,389,500	6,389,500
Wuhan Promotion Engg. (BD) Ltd.	8,976,111	8,976,111
Total	186,702,573	186,702,573

Issue No. 06

The auditor is required to disclose Information as per requirement of schedule XI, Part-1, Para 4(F), of the Companies Act, 1994;

Our Explanation:

The classification of receivables as required by the Schedule XI, Part 1, Para 4(F) of the Companies Act, 1994 are given below:

Particulars	30-Jun-2019	30-Jun-2018
i) Receivables considered good and in respect of which the company is fully secured.	-	-
ii) Receivables considered good for which the company holds no security other than the debtor's personal security.	186,702,573	159,152,150
iii) Receivables considered doubtful or bad.	-	-
iv) Accounts Receivable due by director's or other officers of the company or any of them either severally or jointly with any other person or receivables due by firms	-	-
v) Receivables due by companies under the same management.	-	-
vi) The maximum amount due by directors or other officers of the company at any time during the year.	-	-
Total	186,702,573	159,152,150

Issue No. 07

The auditor is required to disclose updated status of Trade and other payables (Note-17.00) as shown in the audited Financial Statement for the year ended June 30, 2019;

Our Explanation:

The present status of the trade and other payables as on December 31, 2019 of the company for the year ended 30 June, 2019 are given below:

The details breakdown of trade payable has given below:

Party Name	Balance as on 30.06.2019	Payment Status as on December 31, 2019
Ajmarul Construction	1,014,800	1,014,800
Ananna Steel	1,875,240	1,875,240
Crown Cement Concrete & Building Products Ltd	2,764,310	2,764,310
General Steel Building	3,216,720	3,216,720

Party Name	Balance as on 30.06.2019	Payment Status as on December 31, 2019
M/S Akkel Ali & Sons	2,136,820	2,136,820
M/S Al-Amin Electronic & Engineering	6,482	6,482
M/S Mizan Trading Corporation	1,495,185	1,495,185
M/S Sumaiya Enterprise	2,185,600	2,185,600
M/S Zannath Enterprise	3,253,764	3,253,764
Meherun Steel	1,761,000	1,761,000
Mir Ceramic Limited	1,394,500	1,394,500
MM Engineering	600,650	600,650
Moslam Construction	12,340	12,340
NDE Ready Mix	2,195,470	2,195,470
Ruhan Steel & Engineering	803,458	803,458
Sarker Steel Limited	1,690,200	1,690,200
Vai Construction	300,000	300,000
Total	26,706,539	26,706,539

Advance received from clients.

Name of the clients	Balance as on 30.06.2019	Status as on December 31, 2019 adjusted with the revenue bills
Global Shoes Limited	5,000,000	5,000,000
Apon Bhubon Picnic & Shooting Spot	1,000,000	1,000,000
Total	6,000,000	6,000,000

Other Payables

Party Name	Balance as on 30.06.2019	Paid up to December 31, 2019
Hazi Traders	763,763	763,763
Iqbal Enterprise	1,626,000	1,626,000
Prottay Construction	772,000	772,000
MM Engineering	3,101,160	3,101,160
Zam Engineering Industries	500,000	500,000
Total	6,762,923	6,762,923

Issue No. 08

The auditor is required to disclose whether the issuer has obtained balance confirmation certificates from all the parties of Trade Receivables;

Our Responses:

We have sent balance confirmation letter to all respective parties regarding trade receivables. Most of the above Parties have confirmed their balances with the Company same in writing except few customers which we have verbally confirmed the balances.

Issue No. 09

The auditor is required to disclose detailed break-up of cash received from customers as shown in the cash flow statement for the year ended 30 June 2019;

Our Responses:

The detailed break-up of cash received from customers are as follows:

Particulars	2018-2019
Cash received from customers:	609,882,362
Sales	631,432,785
Add: Closing Balance Advance from client	6,000,000
Less: Opening Balance Advance from client	-
Add: Opening Trade and other receivables	159,152,150
Less: Closing Trade and other receivables	(186,702,573)

Issue No. 10

The auditor is required to disclose detailed break-up of share money deposit (Note-13) as shown in the audited Financial Statement for the year ended June 30, 2019;

Our Responses:

The detailed break-up of the share money deposit is given below:

Financial Year	Cash	Name of Bank (Amount in Tk.)			Total Investment
		Bank Asia Ltd.	Prime Bank Ltd.	Southeast Bank Ltd.	
2006-2007	170,000	-	-	-	170,000
2011-2012	-	80,000,000	-	-	80,000,000
2012-2013	-	85,358,854	51,960,000	-	137,318,854
2013-2014	-	81,097,600	11,500,000	-	92,597,600
2014-2015	-	92,618,000	4,550,000	-	97,168,000
2016-2017	3,000	-	-	-	3,000
2018-2019	-	-	-	184,553,000	184,553,000
Total	173,000	339,074,454	68,010,000	184,553,000	591,810,454
Less: Refund					(854)
Allotment made from Share Money Deposit					591,809,600

Issue No. 11

The auditor is required to disclose Quantity wise information of sales as per requirement of schedule XI, Part –II of the Companies Act, 1994;

Our Responses:

The quantity wise information of sales as per requirement of schedule XI, Part –II of the Companies Act, 1994 is given below:

Particulars	Quantity (MT, Sft., Rft.)	Taka
Revenue	4,729	631,432,785

Issue No. 12

Name of audit engagement partners of the statutory auditors of Financial Statements for the year ended on 30 June, 2019;

Our Responses:

The Engagement partner of the Company for its Audit for the year ended 30 June 2019 is Mr. Mohiuddin Ahmed, FCA, CFC, Partners, Ashraf Uddin & Co. Chartered Accountants.