

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।”

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

Issue Date of Prospectus: October 03, 2019

Public Offering of 19,791,666 ordinary shares, of these ordinary shares 60% i.e. 11,875,000 ordinary shares are reserved for Eligible Investor (EI) which includes 50% i.e. 9,895,833 ordinary shares for EI excluding Mutual Funds and CIS and 10% i.e. 1,979,167 ordinary shares for Mutual Funds and CIS at a cut-off price of BDT 30 and remaining 40% i.e. 7,916,666 ordinary shares at a discounted price of BDT 27 per share for General Public including NRB total approximately BDT 570,000,000.

Opening and closing date of subscription:

Opening date of Subscription: **November 04, 2019**  
Closing date of Subscription: **November 11, 2019**

## PROSPECTUS

Of



## ADN Telecom Limited

MANAGER TO THE ISSUE



ICB Capital Management Limited

### CREDIT RATING STATUS

Credit Rating Status	Long Term	Short Term
Entity Rating	A+	ST-2
Validity of Rating	November 13, 2019	
Date of Rating	September 13, 2018	
Outlook	Stable	
Rated By	Emerging Credit Rating Limited	

**(a) Preliminary Information and Declarations:**

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

<b>Issuer Company</b>	<b>Contact person</b>	<b>Telephone, Fax Number, email &amp; web address</b>
<b>ADN Telecom Limited</b> Red Crescent Concord Tower (19th Floor) 17, Mohakhali Commercial Area, Dhaka – 1212.	<b>Md. Enayet Hossain</b> , FCMA, CGMA, ACA Chief Financial Officer  <b>Md. Monir Hossain</b> , FCS Company Secretary	Tel: +8802 9841234, Ext.:124, 113 IP Phone: +8809610008888 Fax: +880 2 9887551 Email: info@adnsl.net Website: www.adnsl.net

<b>Manager to the Issue</b>	<b>Contact person</b>	<b>Telephone, Fax Number, email &amp; web address</b>
<b>ICB Capital Management Ltd.</b> Green City Edge (5th & 6th Floor) 89 Kakrail, Dhaka-1000.	<b>Md. Sohel Rahman</b> Chief Executive Officer (Additional Charge)	Tel: +8802 8300555, +8802 8300367 Fax: +880 2 8300396 E-mail: ceo@icml.com.bd Web: www.icml.com.bd

<b>Underwriter</b>	<b>Contact person</b>	<b>Telephone, Fax Number, email &amp; web address</b>
<b>ICB Capital Management Ltd.</b> Green City Edge (5th & 6th Floor) 89 Kakrail, Dhaka-1000.	<b>Md. Sohel Rahman</b> Chief Executive Officer (Additional Charge)	Tel: +8802 8300555, +8802 8300367 Fax: +880 2 8300396 E-mail :ceo@icml.com.bd Web: www.icml.com.bd

<b>Auditor</b>	<b>Contact person</b>	<b>Telephone, Fax Number, email &amp; web address</b>
<b>Syful Shamsul Alam &amp; Co.</b> Chartered Accountants Paramount Heights (Level 6) 65/2/1Box Culvert Road, Purana Paltan Dhaka – 1000.	<b>Md. Rafiqul Islam</b> , FCA Partner	Tel: +880 2 9555915 Ext.:119 Fax: +8802 9560332 Email: ssac@ssacbd.com www.ssacbd.com

<b>Credit Rating Company</b>	<b>Contact person</b>	<b>Telephone, Fax Number, email &amp; web address</b>
<b>Emerging Credit Rating Limited</b> Shams Rangs, House 104, Park Road Level-A1, A2 & A5, Baridhara, Dhaka-1212.	<b>Arifur Rahman</b> , FCCA CRO	Tel: +880 2 9860911 Ext.:112 Fax: +880 2 986 0828 Email: info@emergingrating.com Web: www.emergingrating.com

- ii) **“A 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.”**

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, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY."

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. 30.00 i.e. '3 times for Eligible Investor including Mutual Funds and CIS' and Tk. 27.00 i.e. '2.70 times for General Public' of the face value. The issue price has been determined and justified by the issuer and the issue manager or 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 an active or sustained trading of the securities or the price after listing."

VI) General Risk:

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. 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) 183-193."

VII) ADN Telecom Limited's Absolute Responsibility:

"The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this red-herring prospectus or prospectus or information memorandum contains all material information with regard to the issuer and the issue, that the information contained in the red-herring prospectus or prospectus or information memorandum 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 of ADN Telecom Limited are available in hard and soft forms at the following addresses:

Issuer Company	Contact person	Telephone, Fax Number, email & web address
<b>ADN Telecom Limited</b> Registered Office: Red Crescent Concord Tower (19th Floor) 17 Mohakhali Commercial Area Dhaka – 1212.	<b>Md. Enayet Hossain</b> , FCMA, CGMA, ACA Chief Financial Officer  <b>Md. Monir Hossain</b> , FCS Company Secretary	Tel: +8802 9841234 Ext.:124, 113 IP Phone: +8809610008888 Fax: +880 2 9887551 Email: info@adnsl.net Website: www.adnsl.net

Manager to the Issue	Contact person	Telephone, Fax Number, email & web address
<b>ICB Capital Management Ltd.</b> Green City Edge (5th & 6th Floor) 89 Kakrail, Dhaka-1000.	<b>Md. Sohel Rahman</b> Chief Executive Officer (Additional Charge)	Tel: +880 2 8300555, +880 2 8300367 Fax: +880 2 8300396 E-mail :ceo@icml.com.bd Web: www.icml.com.bd

Registrar to the Issue	Contact person	Telephone, Fax Number, email & web address
<b>Roots Investment Limited</b> Jiban Bima Tower (12th Floor) 10, Dilkusha C/A ,Dhaka – 1000.	<b>Mohammad Sarwar Hossain</b> Managing Director(Acting)	Tel: +88 02 47120445, +88 02 47120446 Ext.:109 Fax: : +88 02 47120447 E-mail: info@rootsinvestment.com Web: www.rootsinvestment.com

Underwriter	Contact person	Telephone, Fax Number, email & web address
<b>ICB Capital Management Ltd.</b> Green City Edge (5th & 6th Floor) 89 Kakrail, Dhaka-1000.	<b>Md. Sohel Rahman</b> Chief Executive Officer (Additional Charge)	Tel: +880 2 8300555, +880 2 8300367 Fax: +880 2 8300396 E-mail :ceo@icml.com.bd Web: www.icml.com.bd

Stock Exchanges	Available at	Telephone, Fax Number, email & web address
<b>Dhaka Stock Exchange Limited</b> 9/F Motijheel C/A, Dhaka 1000	DSE Library	Tel: 9564601,9576210-18 Fax: 9564727, 9569755 Website: www. dsebd.org
<b>Chittagong Stock Exchange Limited</b> CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong 4100	CSE Library	Tel: 031 -720871 -3 031 -714632-3 Fax: 031 -714101 Website: www.cse.com.bd

Prospectus is also available on the websites of ADN Telecom Limited ([www.adnsl.net](http://www.adnsl.net)), ICB Capital Management Limited ([www.icml.com.bd](http://www.icml.com.bd)), BSEC ([www.sec.gov.bd](http://www.sec.gov.bd)), DSE ([www.dsebd.org](http://www.dsebd.org)), CSE ([www.csebd.com](http://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 News paper	Date of Publication
1	The Daily Star	October 03, 2019
2	The Financial Express	October 03, 2019
3	Samakal	October 03, 2019
4	Share Biz	October 03, 2019



**(iii) Definitions and Acronyms or Elaborations:**

<b>Term</b>	<b>Elaboration</b>
ADNTel	ADN Telecom Limited
Allotment	Allotment of shares
AGM	Annual General Meeting
AVR	Automatic Voltage Regulator
BB	Bangladesh Bank
BTRC	Bangladesh Telecommunication Regulatory Commission
BSEC	Bangladesh Securities and Exchange Commission
BAS	Bangladesh Accounting Standards
BO A/C	Beneficiary Owner's Account or Depository Account
BDT	Bangladeshi Taka
BFRS	Bangladesh Financial Reporting Standards
B2B	Business to Business
B2C	Business to Customer
BMRE	Balancing, Modernization, Rehabilitation and Expansion
Bandwidth	Rate of data transfer
CSE	Chittagong Stock Exchange Limited
CDBL	Central Depository Bangladesh Limited
CIB	Credit Information Bureau
Commission	Bangladesh Securities and Exchange Commission
CLP	Co-located POP
Cut-off Price	The lowest price offered by the bidders at which the total issue could be exhausted
CWDM	Coarse Wavelength Division Multiplexing
Co-location	Co-location is the act of placing multiple (sometimes related) entities within a single location
CISCO	An American multinational technology conglomerate develops, manufactures and sells networking hardware, telecommunications equipment and other high-technology services and products
CPE	Customer Premises Equipment
DAP	District Aggregation POP
DRS	Disaster Recovery Site/ System
DSE	Dhaka Stock Exchange Limited
DWDM	Dense Wavelength Division Multiplexing
DCCI	Dhaka Chamber of Commerce & Industry
DESCO	Dhaka Electric Supply Company
DCR	Duplicate Carbon Rashid
EFT	Electronic Fund Transfer
EPS	Earnings Per Share
ERP	Enterprise Resource Planning
E1	E1 is a format of digital transmission. E1 carries signals at 2 Mbps (32 channels at 64Kbps, with 2 channels reserved for signaling and controlling)
FI	Financial Institution
FC Account	Foreign Currency Account
FY	Financial Year
FDR	Fixed Deposit Receipt
GSM	Global System for Mobile Communications
GBP	Great Britain Pound
GOB	The Government of People's Republic of Bangladesh
Gbps	Gigabits Per Second
GEPON	Gigabit Ethernet Passive Optic Network

IP	Internet Protocol
IT	Information Technology
IPO	Initial Public Offering
IIDFC	Industrial and Infrastructure Development Finance Company
Issue Manager	ICB Capital Management Limited
Issuer	ADN Telecom Limited
ICML	ICB Capital Management Limited
ICP	Infra Connecting POP
ITC	International Terrestrial Cable
IIG	International Internet Gateway
ICX	Inter Connection Exchange
IGW	International Gateway
IPLC	International Private Leased Circuit
IPTSP	IP (Internet Protocol) Telephony Service Provider
ISP	Internet Service Provider
IoT	Internet of Things
IP-VPN	IP Virtual Private Network
IDU	Indoor Unit is a telecommunication device that is used in Internet service to receive and decode transmission
KVA	Kilo-volt-ampere. KVA is a unit of apparent power
L/C	Letter of Credit
LATR	Loan Against Trust Receipt
MOU	Memorandum of Understanding
MPLS	Multi Protocol Level Switching
MNC	Multinational Company
Mbps	Megabits Per Second
MUX	A multiplexer (MUX) is a device that selects one of several analog or digital input signals and forwards the selected input into a single line.
NAV	Net Asset Value per share
NBR	National Board of Revenue
NBFI	Non-Banking Financial Institutions
NRB	Non-Resident Bangladeshi
NTTN	Nationwide Telecommunication Transmission Networks
NOC	Network Operations Center
NIX	National Internet Exchange
Offering Price	Price of the Securities of ADN Telecom Limited
Omni Channel	Multi Channel retailing
OSS-BSS	Operation Support System- Business Support System
ODF	Optical Distribution Frame
OEM	Original Equipment Manufacturer
POP	Point Of Presence
PE	Price to Earnings
PE Ratio	Price-Earnings Ratio
P/BV	Price to Book Value
RAH	Regional Aggregation Hub
R&D	Research and Development
Router	Router is a networking device that forwards data packets between computer networks.
Radio Base	Base Station
SND Account	Short Notice Deposit Account
Sponsors	The subscriber to Memorandum and Articles of ADN Telecom Limited
STD A/C	Short Term Deposit Account
Subscription	Application Money for IPO of ADN Telecom Limited
SEA-ME-WE-4	South East Asia Middle East Western Europe 4
SEA- ME-WE-5	South East Asia Middle East Western Europe 5

SDH	Synchronous Digital Hierarchy
SLA	Service Level Agreement
Secondary Transmission	Secondary Transmission is for ensuring high uptime or redundancy of internet and data connectivity
Tk	Bangladeshi Taka
TIN	Tax Identification Number
USD	United States Dollar
UPS	Uninterruptible Power Supply
UTP	Unshielded Twisted Pair (UTP) cables are widely used in the computer and telecommunications industry as Ethernet cables and telephone wire
VAT	Value Added Tax
VSAT	Very Small Aperture Terminal
WiMAX	Worldwide Interoperability for Microwave Access
WPPF	Workers' Profit Participation Fund
WiFi	Wireless Fidelity

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		(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;	107
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	(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;	108-110
	(l)	Details of all personnel related schemes for which the company has to make provision for in future years;	110
	(m)	Break down of all expenses related to the public issue;	111-112
	(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;	113
	(o)	Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;	113
	(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: 1) Date of Incorporation; 2) Nature of Business; 3) Equity Capital; 4) Reserves; 5) Sales; 6) Profit after tax; 7) Earnings per share and Diluted Earnings Per Share; 8) Net Asset Value; 9) The highest and lowest market price of shares during the preceding six months with disclosures for changes in capital structure during the period, if any securities of the group are listed with any exchange; 10) Information regarding significant adverse factors relating to the group; 11) Any of the group companies has become sick or is under winding up; 12) The related business transactions within the group and their significance on the financial performance of the issuer 13) Sales or purchase between group companies or subsidiaries or associate companies when such sales or purchases exceed in value in the aggregate ten per cent of the total sales or purchases of the issuer and also material items of income or expenditure arising out of such transactions;	114-115
	(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;	116
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	(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;	117
	(t)	Business strategies and future plans - Projected statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, two Directors, Managing Director, CFO, and Company Secretary;	117
	(u)	<b>Discussion on the results of operations shall inter-alia contain the following:</b> (1) A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure; (2) A summary of major items of income and expenditure; (3) The income and sales on account of major products or services; (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; (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, disclosure of the fact along with its impact on the business considering exchange rate fluctuations; (6) In case the issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed.	117-119
	(v)	Comparison of 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 changes in significant items of income and expenditure, inter-alia, containing the following: (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. (2) Significant economic changes that materially affect 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; (4) Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known; (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; (6) Total turnover of each major industry segment in which the issuer operated; (7) Status of any publicly announced new products or business segment; (8) The extent to which the business is seasonal.	119-120
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	(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;	121
	(y)	Injunction or restraining order, if any, with possible implications;	121
	(z)	Technology, market, managerial competence and capacity built-up;	121-122
	(aa)	Changes in accounting policies in the last three years;	122

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		(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 or information memorandum, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer or information memorandum, unaudited financial statements or each of the said quarters duly authenticated by the CEO and CFO of the issuer,;	123-128
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	(b)	The date on which he first became a director and the date on which his current term of office shall expire;		133
	(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;		134-135
	(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 last three years then dividend payment history and market performance of that issuer;		135
	(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;		135
	(f)	A very brief description of other businesses of the directors;		136-137
	(g)	Short bio-data of each director;		137-139
	(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;		140
	(i)	Name with position, educational qualification, age, date of joining in the company, overall experience (in 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;		141-144
	(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		145

		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;	
	(k)	A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions or posts held in the past, directorship held, other ventures of each sponsor and present position;	145-147
	(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.	147
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	(i)	Any director or sponsor or executive officer of the issuer;	
	(ii)	Any person holding 5% or more of the outstanding shares of the issuer;	
	(iii)	Any related party or connected person of any of the above persons.	
	(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;	152
	(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.	153
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	(c)	If any shareholder director received any monthly salary or perquisite or benefit it must be mentioned along with date of approval in AGM or EGM, terms thereof and payments made during the last accounting year;	154
	(d)	The board meeting attendance fees received by the director including the managing director along with date of approval in AGM or EGM;	154
	(e)	Any contract with any director or officer providing for the payment of future compensation;	154
	(f)	If the issuer intends to substantially increase the remuneration paid to its directors and officers in the current year, appropriate information regarding thereto	154
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	(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 option	155
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	(b)	If any assets were acquired or to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them.	156
<b>SECTION (XIII)</b>		<b>OWNERSHIP OF THE COMPANY'S SECURITIES:</b>	157-165
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	(b)	There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue;	159-161
	(c)	The average cost of acquisition of equity shares by the directors certified by the auditors;	161-162
	(d)	A 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:-	162-164
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	(c)	While preparing the valuation report, the issue manager shall avoid exaggeration and biasness and shall exercise independence and due diligence;	173
	(d)	The issue manager(s) shall, among others, consider the following methods for valuation of the securities: 1. net asset value at historical or current costs;	173-175

		<p>2. earning-based-value calculated on the basis of weighted average of net profit after tax for immediate preceding five years or such shorter period during which the issuer was in commercial operation;</p> <p>3. projected earnings for the next three accounting year with rationales of the projection, if not in commercial operation;</p> <p>4. average market price per share of similar stocks for the last one year immediately prior to the offer for common stocks with reference and explanation of the similarities or in case of repeat public offering, market price per share of common stock of the issuer for the aforesaid period.</p>	
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	(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;		240
	(d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds;		240
	(e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the issuer;		241
	(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;		241
	(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		241

		item wise break-up of last three years working capital and next two years projection;	
	(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;	241
	(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	241
	(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;	241-242
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		All types of securities outstanding or being offered with date or proposed date of such issue and to whom those are offered, number of securities and issue or offer price along with the following information:	
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	(c)	Dividend policy;	
	(d)	Other rights of the securities holders.	
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	(b)	Information as is required under section 186 of the কোম্পানি আইন, ১৯৯৪ to holding company;	298
	(c)	Selected ratios as specified in Annexure-D;	299-300
	(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 balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation;	301-304
	(e)	Financial spreadsheet analysis for the latest audited financial statements;	305-306
	(f)	Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;	307
	(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;	307
	(h)	Quarterly or half-yearly EPS should not be annualized while calculating the EPS;	307
	(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.	307
	(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, cost of audit should be borne by the concerned issuer.	307
	<b>k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors:-</b>		308-327
	(i)	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;	308-310

	(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, re-payment schedule and status;	311-316
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	(ix)	Statement of related party transaction;	324-325
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## SECTION: I

### EXECUTIVE SUMMARY

#### (a) About the industry:

At present Information Technology (IT) is a subject of widespread interest in Bangladesh. The Government has declared IT as a thrust sector. Computer training centre will be set up in each divisional and district headquarters of Bangladesh as part of digitalization strategy. A tremendous activity is going on in every sector including e-commerce, e-governance, computer networking, Internet, web browsing, web applications, multimedia product development etc. (<http://www.sdnbd.org/sdi/issues/IT-computer/Prospect%20of%20IT%20in%20Bangladesh.htm>)

The ISPs' role in providing nationwide Internet and data connectivity will be radically expanded soon after the launching of Bangabandhu-1 satellite. The ISPs having in-house capacity to operate VSAT hubs will be at the forefront of delivering the satellite connectivity at the remotest corners of Bangladesh. It will unlock new opportunities to tap by the ISPs. The blended bandwidth of two submarine cables and Bangabandhu-1 satellite will take the resilience of connectivity to an unprecedented level.

User growth percentage of 80,383 % represents the increase in the number of Internet users between the years 2000 and 2017; (<https://www.internetworldstats.com/top20.htm>). It shows that there is huge untapped potential in this high growth market. Bangladesh has steadily developed its infrastructure and capacity to enjoy the fruits of information in the near future. It will be only possible when there will be political commitment with better IT infrastructure, internal network, country domain and above all a high-speed fibre optic link to the Information Superhighway.

Bangabandhu-1 is expected to provide services to all South Asian countries as well as Indonesia, the Philippines, Turkmenistan, Kyrgyzstan and Tajikistan, if its frequency is properly coordinated, according to project documents. (<http://www.thedailystar.net/business/telecom/bangladesh-first-satellite-bangabandhu-launch-deferred-march-btrc-1498096>).

#### (b) About the Issuer:

ADN Telecom Limited was incorporated on September 22, 2003 as 'Advanced Data Networks System Limited' as a private limited company under the Companies Act, 1994 and commenced commercial operations in 2003. The company was renamed as "ADN Telecom Limited" on April 15, 2012 and converted into a public limited company on July 25, 2012. Today ADN Telecom Limited is a renowned name and a leading IT and telecommunication service provider in Bangladesh offering a wide range of data, voice, and Internet services to its local and international clients.

In an era of constant change, made more rapid through Disruptive Innovation and Technology, ADNTel owns the most diverse access network in the country wireless, fiber optic and satellite infrastructures. Its core strength lies in the ability to congregate technologies with human excellence to ensure connectivity.

BTRC has also allocated several radio frequencies in different bands in favor of ADNTel, for its access and transmission networks. These have driven the company to deploy the updated wireless technologies for countrywide Broadband Services. Leading global telecom operators such as, SingTel, TATA Communications and Orange Business Service are ADNTel's business alliances. It also has alliance with Bharti Airtel and Sri Lanka Telecom. These alliances have enabled the company to provide end-to-end solutions, both domestically and internationally.



**(c) Financial Information:**

Last five years financial information of the company is given below:

SL	Particulars	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Amount in BDT				
1	Net Revenue	829,452,281	757,317,248	617,304,977	513,112,791	430,773,170
2	Gross Profit	347,573,231	297,318,643	241,798,974	226,339,255	196,023,084
3	Profit Before Income Tax	152,170,059	125,046,738	95,802,591	119,824,478	114,861,478
4	Net Profit After Income Tax	105,936,997	87,762,243	64,665,545	60,156,720	51,059,522
5	Total Assets	1,237,962,331	1,068,809,985	950,491,198	922,559,695	539,203,114
6	Share Capital	448,600,000	209,295,830	209,295,830	209,295,830	173,600,000
7	Retained Earnings	192,201,027	316,489,443	228,727,200	164,061,655	100,245,059
8	No. of Shares	44,860,000	20,929,583	20,929,583	20,929,583	17,360,000
9	Face Value	10	10	10	10	10
10	NAV per share	16.13	14.20	24.34	21.25	19.49
11	Earnings Per Share	2.52	2.10	1.54	1.50	1.44
12	Diluted Earnings Per Share (restated)	2.36	1.96	1.44	1.34	1.23

**(d) Features of the issue and its objects:**

Face Value	BDT 10
Cut-off Price	BDT 30
Public Offer Price	BDT 27
Number of Shares to be Offered	19,791,666
Total Issue Size	BDT 57 Crore (approximately)
Issue Manager	ICB Capital Management Ltd.
Register to the Issue	Roots Investment Limited
Objectives of the Issue	Proceeds from Initial Public Offering (IPO) will be used for BMRE of infrastructure development, Data center setup, Loan repayment and IPO expenses.

**(e) Legal and other Information:**

Sl.	Particulars	Certificate/License No.	Issue/Renewal Date	Current Status
1.	Certificate of Incorporation	No. C-50557	22-09- 2003	N/A
2.	Certificate of Name Change	No. C-50557	15-04- 2012	N/A
3.	TIN Certificate	433804810094 Taxes Circle -316 (Company), Taxes Zone -15, Dhaka.	17-11-2013	N/A
4.	VAT Registration Certificate	Reg. No. 18131026745 Area Code 180303	25-05-2014	N/A
5.	Export Registration Certificate	RA -0118556	22 -07-2014	Valid for the year 2018-2019. (Renewal under process)
6.	Import Registration Certificate	BA -0205780	26 -04- 2010	Valid for the year 2018-2019. (Renewal under process)

7.	Trade License	License No. 03-089842	19-07-2018	Valid for the year 2019-2020.
8.	DCCI Membership Certificate	Membership Certificate No. 00348, Book No. 004	25-08-2012	Valid till 31 December, 2019.
9.	Fire License	No. DD/Dhaka/25150/2015	12-03-2015	Valid for the year 2019-2020.
10.	Nationwide ISP (Internet Service Provider) License	License No. BTRC/LL/ISP – Nationwide (137) ADNSL/2010-130	05-09-2010	Valid till 05 July, 2020.
11.	Internet Protocol Telephony Service Provider License	License No. BTRC/LL/IPTSP – Nationwide (24) ADNSL/2009-24	01-10-2009	Valid till 30 September, 2024.
12.	VSAT Provider (Hub) License	License No. BTRC/LL/VSAT-P/H (58) ADNSL (Dhaka)/2006-9	28-02-2007	Valid till 27 February, 2020.
13.	BASIS Membership Certificate	Membership No: G-502 Membership Category: General	-	Valid till 31 December 2019.
14.	ISP Association Membership Certificate	Membership ID # 33	-	Valid till 31 December 2019.
15.	BIDA (former BOI) Registration	No. L-84710410021H	11-10-2004	N/A
16.	ISO 9001:2015 Certificate	IND18.7085U/Q	30-01-2018	Valid till 4 February, 2021.

**(f) Promoters' background:**

At the time of incorporation of the Company, the following persons were the subscribers to the memorandum:

SL	Name	Current Status
1	Asif Mahmood	Chairman
2	Md. Moinul Islam	Director
3	Md. Mahfuz Ali Sohel	Director
4	Md. Abu Yousof Zakaria	Sponsor shareholder
5	Mohammad Ali Sarkar	Sponsor shareholder
6	Muhammad Anwarul Karim	Left the company by transferring his shares
7	Mamonoor Rashid	Sponsor shareholder
8	Irshadul Islam	Left the company by transferring his shares
9	Abu Saeed Khan	Left the company by transferring his shares

Their background is stated below:

**Asif Mahmood**  
Chairman

Mr. Asif Mahmood is the founder Chairman of ADNTel since its inception. He holds a B.Sc. in Engineering from NIT, India. A visionary leader enriched with more than 26 years of experience in IT, ICT and Telecommunications, Mr. Mahmood is among the pioneers of systems integration in Bangladesh. As a result, ADNTel today boasts of being country's largest provider of international MPLS service and is the only provider of cellular mobile transmission (Abis over VSAT) solution in Bangladesh.

The alliance of Mr. Asif Mahmood and SingTel, since 1999, is an endorsement of his vigor in advanced satellite communication. It has looped Bangladesh, for the very first time, into the global enterprise networks. As a result, ADNTel today boasts of being country's largest provider of international MPLS service. Under his leadership, ADNTel is by far the

only provider of cellular mobile transmission (Abis over VSAT) solution in Bangladesh.

Mr. Asif Mahmood is a member of Dhaka Chamber of Commerce & Industry (DCCI) and Korea Bangladesh Chamber of Commerce and Industry (KBCCI). He is also the founder member of Wireless Internet Broadband Association (WIBA) and Bangladesh Association of Call Center & Outsourcing (BACCO).

He also chairs the Board of Trustees of "Goodheal Trust" that deals with the development of healthcare in Bangladesh and "Centre for Media & Development Trust" that promote the social development in the country and to support capacity building of media institutions and media professionals.

#### **Md. Moinul Islam**

Director

Mr. Moinul Islam is the founder Director of ADNTel and has over 26 years of experience in the technology industry. Mr. Islam is currently the Chairman of Tech Valley Distributions Ltd .and Managing Director of Tech Valley Computers Ltd and a Director of Advance Technology Computers Ltd. Mr. Islam holds a M.Sc. in Applied Physics & Electronics from Dhaka University. He was the key person in achieving Zero TAX on ICT products among Seven members BCS Delegation in 1998, as well as in formulating the ICT Policy of Bangladesh from FBCCI- the first ever Policy work in the history of FBCCI. He is the former Vice President of Bangladesh Computer Samity and a current member of Dhaka Chamber of Commerce & Industry (DCCI). He is a lifetime member of Ex Adamjee Cantonment Students Association and was a General Body Member (Term 2012-2014) of The Federation of Bangladesh Chambers of Commerce and Industry (FBCCI).

#### **Md. Mahfuz Ali Sohel**

Director

Mr. Md. Mahfuz Ali Sohel is the Founder Director of ADNTel. Among other positions, he is currently the Chairman of Tech Valley Solutions Ltd., Tech Valley Computers Limited and Unus Technology Limited; and the Managing Director of Valley Power Solutions Ltd. and Nodi Agro Industries Ltd. Presently, he is also a Director in Advance Technology Computers Ltd. Mr. Ali has an M.Sc. in Applied Physics & Electronics from Dhaka University and has over 27 years of experience in different fields. Due to his vast experience and knowledge on various fields of business he is a Member of Bangladesh Computer Samity (BCS), Dhaka Chamber of Commerce & Industry (DCCI), Dhaka Army Golf Club, Gulshan Society, Banani Society and Dhanmondi Club Limited.

#### **Md. Abu Yousof Zakaria**

Sponsor Shareholder

Mr. Md. Abu Yousof Zakaria is the Sponsor Shareholder and former Director of the Company. He is currently the Chairman of Unified Business Limited and Managing Director of Tech Valley System Ltd. He has more than 22 years of experience in the ICT industry. Mr. Zakaria has an MBA degree from Finance.

#### **Mohammad Ali Sarker**

Sponsor Shareholder

Mr. Mohammad Ali Sarker is the Sponsor Shareholder and former Director of the Company. He has more than 25 years of experience in IT and telecom sector and has tremendous effort in building strong partnerships with top rated business organizations and attained leadership skills especially in areas of strategic planning, supply chain management, change management and operational efficiencies. At present he is the Managing Director of Tech Valley Networks Limited while he is the sponsor Director of InGen Technology Limited.

#### **Muhammad Anwarul Karim**

Former Sponsor Shareholder

Mr. Muhammad Anwarul Karim was the founder shareholding Director of the Company. Mr. Karim holds MBA degree and has more than 25 years of experience in marketing and business operation of ICT Industry. In 2005, he transferred his entire shares.

#### **Mamonoor Rashid**

Sponsor Shareholder

Mr. Mamonoor Rashid is one of the Sponsor Shareholder and former Director of the Company. Mr. Rashid holds a Masters

of Social Science and has more than 24 years of experience in IT business. Presently he is the Chief Executive Officer (CEO) of Tech Valley Networks Limited.

#### **Late Irshadul Islam**

Former Sponsor Shareholder

Mr. Irshadul Islam was the Sponsor Shareholder and former Managing Director of the Company and contributed a lot to formation and development of the company. Mr. Islam was an MBA from Dhaka University.

#### **Abu Saeed Khan**

Former Sponsor Shareholder

Mr. Abu Saeed Khan was one of the directors since when the company was initially incorporated. He has been working diligently for an affordable and reliable backhaul for Asia. He has been working on the key issues around public/private partnerships and returns on investment. He has more than 20 years of work experience in world-renowned institutions such as Ericsson, United Nations & World Bank.

### **(g) Capital structure and history of capital raising:**

#### **Authorized Capital:**

As on 30 June, 2017 authorized capital of the Company is as follows:

Particulars	No. of Ordinary Shares	Nominal Value in BDT	Total Amount in BDT
Authorized Capital	200,000,000	10	2,000,000,000

#### **Paid-up Capital:**

At present, the Company has paid up capital of BDT 448,600,000 divided by 44,860,000 no. of ordinary shares of BDT 10 each. The detail capital structure and history is given below:

SI	No. of Shares		Class of Share	Allotment date	Nominal Price BDT	Issue Price BDT	Amount in BDT	Form of Consideration
	@ BDT 100 per share	@ BDT 10 per share						
1	20,000	200,000	Ordinary Share	22-09-2003	100	100	2,000,000	Cash
2	780,000	7,800,000	Ordinary Share	28-05-2005	100	100	78,000,000	Cash
3	320,000	3,200,000	Ordinary Share	06-06-2010	100	100	32,000,000	Cash
4	616,000	6,160,000	Ordinary Share	01-04-2012	100	100	61,600,000	Bonus Share
5	-	3,569,583	Ordinary Share	08-01-2014	10	30	35,695,830	Cash (capital raising from other than existing shareholders)
6	-	20,929,583	Ordinary Share	27-09-2016	10	10	209,295,830	Bonus Share
7	-	3,000,834	Ordinary Share	07-06-2017	10	15	30,008,340	Cash (capital raising from other than existing shareholders)
<b>Total:</b>		<b>44,860,000</b>					<b>448,600,000</b>	

*\*The face value of shares was denominated from BDT 100 per share to BDT 10 per share vide special resolution passed in the extra ordinary general meeting held on 25 July 2012 by the shareholders of the Company.*

#### **Paid-up capital before and after Public Issue:**

Particulars	No. of Ordinary Shares	Amount in BDT
Before Initial Public Offering	44,860,000	448,600,000
Initial Public Offering under Book Building Method	19,791,666	197,916,660
After Initial Public Offering	64,651,666	<b>646,516,660</b>

(h) **Summary of Valuation Report of securities:**

Summary of Valuation Methodology of ADN Telecom Limited		Price BDT
SL	Method Used	
1	Net Asset Value (NAV) per share at historical cost (without Revaluation)	16.13
2	Valuation with reference To Earning-Based-Value Per Share (considering overall market P/E)	27.49
3	Average Market price of similar stock Based Valuation	33.66

*Note: The detailed workings of the valuation under above methods are given in this prospectus under the head of Valuation Report of Securities' prepared by the Issue Manager.*

**SECTION: II**  
**CONDITIONS IMPOSED BY THE COMMISSION IN THE CONSENT LETTER**

**Disclosure in respect of issuance of security in Dematerialized Form**

As per provisions of the Depository Act, 1999 and regulations made there under, shares of the Company will be issued in dematerialized form only and for this purpose ADN Telecom Limited 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 Initial Public Offer (IPO) for 1,97,91,666 ordinary shares, from which 60% i.e. 1,18,75,000 ordinary shares are reserved for Eligible Investors (EIs) at cut-off price of Tk. 30.00 and remaining 40% i.e. 79,16,666 ordinary shares at a 10% discounted from the cut-off price of Tk. 27.00 per share for General Public including NRB and Others totaling **Tk. 56,99,99,982.00 (Taka fifty six crore ninety nine lakh ninety nine thousand nine hundred eighty two only)** 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** from the date of issuance of this 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 **5 (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 **5 (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 transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **5 (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) working 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) working 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 compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within **07 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days** time period allowed for refund of the subscription money."

6. All applicants under General Public category shall apply for a minimum lot of 100 shares worth Taka 2,700/- (Taka five thousand only) or its multiples.
7. The IPO shall stand cancelled in case of under-subscription above 35% (thirty five percent) of the quota allotted for General Public category. In such an event, the issuer and issue manger 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 ঈwZMÖ⁻, ঈz⁻ª wewb†qvMKvix.** In case of under-subscription under any of sub-categories of general public category, the unsubscribed portion shall be added to other 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.
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 application will not be considered for lottery and the Commission will forfeit 15% of their subscription money.
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 (unit) before or after issuance of the same by the issuer. The said forfeited application money or share (unit) will be deposited in 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 date of issuance 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 of 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.

## PART-B

### 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 **25<sup>th</sup> (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 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 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 respective customer account maintained with the Stockbroker/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 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 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 Stockbroker/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 draft information.

7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stockbroker/Merchant Bankers, the drafts **and certificates** submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft 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 exchange.

#### **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 do not receive any observation from the Commission or the Exchanges.
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 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 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 (BOID 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 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 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. 5.00 (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 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 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. 2,00,000.00 (taka two lac) for a public issue.
24. The Stockbroker/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 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 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.

**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 status report on 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 in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.**
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 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 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 deviation in respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a board approved agenda 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 ends 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 arising issues concerning Price Sensitive Information as defined under the wmwKDwiwUR I G·±PÄ Kwgkb (myweav±fvMx e`emv wbwI×KiY) wewagvjv ஸ்ஹ 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 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.

**Allocation of Shares of 'ADN Telecom Limited'**

Further to the letter Ref: BSEC/CI/BB-13/2017/617 dated 5<sup>th</sup> September, 2018 regarding consent to commence bidding by the eligible investors, was issued by Bangladesh Securities and Exchange Commission to allocate the shares in the following manner as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015:

Eligible Investor (EI)		General Public (GP)	
EI excluding mutual funds and CIS	Mutual Funds and CIS	GP excluding NRB	NRB
50%	10%	30%	10%
9,895,833	1,979,167	5,937,500	1,979,166

**SECTION: III**  
**DECLARATION AND DUE DILIGENCE CERTIFICATES**

*Annexure-A*

**Declaration about the responsibility of the Directors' including the Managing Director of the ADN Telecom Limited  
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 red-hearing prospectus/ prospectus /information memorandum to enable the investors to make a well informed decision for investment.

Sd/- <b>Asif Mahmood</b> Chairman	Sd/- <b>Md. Moinul Islam</b> Director	Sd/- <b>Md. Mahfuz Ali Sohel</b> Director	Sd/- <b>Niaz Ahmed</b> Director (Nominee of Savoy Ice Cream Factory Limited)
Sd/- <b>Waqar Ahmad Choudhury</b> Director (Nominee of Vanguard AML BD Finance Mutual Fund One)	Sd/- <b>Ghulam Rasool</b> Independent Director	Sd/- <b>Khondkar Atique-E-Rabbani</b> Independent Director	Sd/- <b>Henry Hilton</b> Managing Director

Date: November 11, 2018

*\*Managing Director of the company is an Ex-Officio and shareholder.*

**Due Diligence Certificate by Issue Manager  
[Rule 4(1)(d)]**

**To  
The Bangladesh Securities and Exchange Commission**

**Sub: Public offer of 19,791,666 Ordinary Shares of TK. 570,000,000.00 (approximately) of ADN Telecom Limited.**

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 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 other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;

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

(h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (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 or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the 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 has 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 5 (five) years:

Sl.	Issue Month/Year (July to June)	Issue FY	Issue Price	Dividend Payment History
1	Apollo Ispat Complex Limited	2013-14	22.00	2017- 10%B 2016-5%C, 10%B 2015- 3%C, 12%B, 2014- 15%B
	Shurwid Industries Limited		10.00	2017- No Dividend 2014- 15%B
	Saif Powertec Limited		30.00	2017- 5%C,28%B 2016-5%C, 27%B, 2015- 29%B, 2014- 27%B
	Western Marin Shipyard Limited		35.00	2018- 20%B 2017- 03%C, 12%B 2016- 12%B 2015- 10%B 2014- 5%C, 10%B
2	National Feed Mills Limited	2014-15	10.00	2017- 10%B 2016-15%B 2014- 10%B
	Hamid Fabrics Limited		35.00	2017- 15%C 2015- 15%C, 5%B, 2014- 10%C, 10%B
3	The ACME Laboratories Limited	2015-16	77.00	2017- 35%C 2016-35%C 2015-35%C 2014-35%C
	Doreen Power Generations and Systems Limited		29.00	2017- 10%C,10%B 2016- 10%C, 20%B
4	BBS Cables Limited	2016-17	10.00	2017- 5%C,15%B
5	Aman Cotton Fibarous Limited	2017-18	36.00	N/A

Place: Dhaka  
Date:15-11-2018

**Sd/-**  
**(Md. Sohel Rahman)**  
Chief Executive Officer (Additional Charge)  
ICB Capital Management Limited



**Due diligence certificate by the underwriter**  
**[See rule 4 (1)(d)]**

**To**  
**The Bangladesh Securities and Exchange Commission**

**Sub: Public offer of 19,791,666 Ordinary Shares of Tk. 570,000,000.00 (approximately) of ADN Telecom Limited.**

Dear Sir,

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

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

**WE CONFIRM THAT:**

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 329.65 (Three hundred twenty nine point sixty five) crore and we have the capacity to underwrite a total amount of Tk. 2,207.30 (Taka two thousand two hundred seven point three zero) crore as per relevant legal requirements. We have committed to underwrite for up to Tk. 19.95 (nineteen point nine five) crore for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the Company	Amount Underwritten (in Tk.)
1	STS Holdings Limited	60,900,000.00
2	Delta Hospital Limited	16,000,000.00
3	Desh General Insurance Company Ltd.	5,600,000.00
4	Energypac Power Generation Ltd.	42,500,000.00
5	Ratanpur Steel Re-Rolling Mills Ltd.	37,500,000.00
6	AB Bank Limited	750,000,000.00
7	Mohammed Elias Brothers POY Manufacturing Limited	10,000,000.00
8	Star Ceramics Limited	62,500,000.00
9	Modern Steel Mills Limited	150,000,000.00
10	Dragon Sweater and Spinning Limited	381,666,660.00
11	eGeneration Limited	20,000,000.00
12	Esquire Knit Composite Limited	40,000,000.00
13	Mir Akhter Hossain Limited	20,000,000.00
14	Aman Tex Limited	90,000,000.00
<b>Total=</b>		<b>1,686,666,660.00</b>

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

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

(e) This underwriting commitment is unequivocal and irrevocable.


For the Underwriter:

**Sd/-**  
**(Md. Sohel Rahman)**  
 Chief Executive Officer (Additional Charge)

Date: 15 November, 2018

**SECTION: 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:**

Name of the Issuer	:	ADN Telecom Limited	
Date of Incorporation as a Private Limited Company	:	22-09-2003	
Date of Commencement of Commercial Operation	:	22-09-2003	
Conversion from Private Company to Public Limited	:	25-07-2012	
The Logo of the Issuer	:		
Addresses of Registered & Corporate Office	:	Red Crescent Concord Tower (19th Floor) 17, Mohakhali Commercial Area, Dhaka – 1212.	
Other Offices	:	<b>Chittagong Office:</b> IFCO Complex (10th Floor - South) 1147/A, CDA Avenue GEC Circle, Nasirabad, Chittagong, Bangladesh.	<b>Sylhet Office:</b> Garden Tower Apartment Flat No. - GTA3113, 11th Floor, Shahjalal Bridge Link Road, Sylhet - 3100, Bangladesh.
		<b>Khulna Office:</b> 25-26, BDBL Bhaban (Level-7), (Former Shilpa Bank Bhaban), KDA C/A, Upper Jessore Road, Khulna-9100. Bangladesh.	<b>Faridpur Office:</b> Shamsuddin Tower (Room No. 89) Ward No. 04, Alipur, Faridpur, Bangladesh.
Plants	:	N/A	
POPs	:	73 no. of POPs all around the country.	
Telephone and Fax number	:	Tel: +880 2 9841234 IP Phone: +880 9610 00888 Fax: +880 2 9887551	
Contact Person	:	<b>Md. Enayet Hossain</b> , FCMA, CGMA, ACA Chief Financial Officer Tel: +880 2 9841234 Ext.:124 <b>Md. Monir Hossain</b> , FCS Company Secretary Tel: +880 2 9841234 Ext.:113	
Website and E-mail Address	:	www.adnsl.net info@adnsl.net	

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

The name of existing Sponsors and Directors are presented below:

Sponsors of the company:

Sl. No.	Name
1	Asif Mahmood
2	Md. Moinul Islam
3	Md. Mahfuz Ali Sohel
4	Md. Abu Yousof Zakaria
5	Mohammad Ali Sarkar
6	Mamonoor Rashid


Directors of the Company:

SI No	Name	Status
1	Asif Mahmood	Chairman
2	Md. Moinul Islam	Director
3	Md. Mahfuz Ali Sohel	Director
4	Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director
5	Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director
6	Ghulam Rasool	Independent Director
7	Khondkar Atique-E-Rabbani	Independent Director
8	Henry Hilton	Managing Director*


\*Managing Director of the company is an Ex-Officio member of the Board.

(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:

**Auditor:**

Particulars	Description
<b>Name</b>	: Syful Shamsul Alam & Co. Chartered Accountants
<b>Logo</b>	: 
<b>Address</b>	: Paramount Heights (Level 6) 65/2/1 Box Culvert Road, Purana Paltan, Dhaka – 1000, Bangladesh
<b>Telephone Number</b>	: +8802 9555915 Ext.:119
<b>Fax Number</b>	: +8802 9560332
<b>Contact Person</b>	: <b>Md. Rafiqul Islam, FCA</b> Partner
<b>Website Address</b>	: www.ssacbd.com
<b>E-mail Address</b>	: ssac@ssacbd.com


**Registrar to the Issue:**

Particulars	Description
<b>Name</b>	: <b>Roots Investment Limited</b>
<b>Logo</b>	: 
<b>Address</b>	: Jiban Bima Tower (12th Floor) 10, Dilkusha C/A, Dhaka – 1000.
<b>Telephone Number</b>	: +88 02 47120445, +88 02 47120446, Ext.:109
<b>Fax Number</b>	: +88 02 47120447
<b>Contact Person</b>	: <b>Mohammad Sarwar Hossain</b> Managing Director(Acting)
<b>Website Address</b>	: www.rootsinvestment.com
<b>E-mail Address</b>	: info@rootsinvestment.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.
2	Chittagong Stock Exchange Limited (CSE)		CSE Building, 1080 Sheikh Mujib Road, Chittagong.

**SECTION: V**  
**CORPORATE DIRECTORY OF THE ISSUER**

Name of the Issuer	:	ADN Telecom Limited
Logo	:	
Date of Incorporation	:	22-09-2003
Date of Commercial Operation	:	22-09-2003
Change of Denomination from BDT 100 to BDT 10 per share	:	25-07-2012
Date of Conversion into Public Limited Company	:	25-07-2012
Authorized Capital	:	BDT 2,000,000,000
Issued, Subscribed & Paid-up Capital as on June 30, 2017	:	BDT 448,600,000
Board of Directors	:	8 Directors
Addresses of the Registered & Corporate Office	:	Red Crescent Concord Tower (19th Floor) 17, Mohakhali Commercial Area, Dhaka – 1212, Bangladesh.
Other Offices	:	<div> <b>Chittagong Office:</b>  IFCO Complex (10th Floor - South)  1147/A, CDA Avenue  GEC Circle, Nasirabad,  Chittagong, Bangladesh. </div> <div> <b>Sylhet Office:</b>  Garden Tower Apartment  Flat No. - GTA3113, 11th Floor,  Shahjalal Bridge Link Road, Sylhet - 3100,  Bangladesh. </div> <div> <b>Khulna Office:</b>  25-26, BDBL Bhaban (Level-7),  (Former Shilpa Bank Bhaban), KDA C/A,  Upper Jessore Road, Khulna-9100.  Bangladesh </div> <div> <b>Faridpur Office:</b>  Shamsuddin Tower (Room No. 89)  Ward No. 04, Alipur, Faridpur, Bangladesh. </div>
Plants	:	N/A
POPs	:	73 no. of POPs all around the country.
Telephone and Fax number	:	Tel: +880 2 9841234 IP Phone: +880 9610 008888 Fax: +880 2 9887551
Website and E-mail Address	:	info@adnsl.net www.adnsl.net
Compliance Officer	:	<b>Md. Enayet Hossain</b> , FCMA, CGMA, ACA Chief Financial Officer Tel: +880 2 9841234, Ext.:124
Company Secretary	:	<b>Md. Monir Hossain</b> , FCS Tel: +880 2 9841234, Ext.:113
Banks and NBFIs of the Company	:	The City Bank Limited, IIDFC and IDLC
Bank of the company for IPO	:	ONE Bank Ltd.
Auditor	:	Syful Shamsul Alam & Co. Chartered Accountants Paramount Heights (Level 6) 65/2/1 Box Culvert Road, Purana Paltan, Dhaka – 1000.
Legal Advisor	:	Syed Ishtiaq Ahmed & Associates (SIA & A) Concord Avilash (1st Floor), House 62, Road 11A, Dhanmondi, Dhaka-1209.

## SECTION: VI

### DESCRIPTION OF THE ISSUER

#### (a) Summary:

##### (i) The summary of the industry and business environment of the Company are given below:

ADN Telecom Ltd, the leading ISP, MPLS, IPLC, and IP Telephony service provider in Bangladesh, initiated its glorious journey back in 2003. ADN owns a diverse access network across the whole country through Wireless, Fiber, and Satellite Infrastructure. 'Simplifying Connectivity' has been the core competence of ADN Telecom. Bangladesh Telecommunication Regulatory Commission (BTRC) has awarded ADN numerous esteem licenses, and permissions as the Nationwide Internet Service Provider, Nationwide IP Telephony Service Provider, VSAT Provider with Hub and International MPLS Services are to name a few. ADN Telecom Ltd. is an ISO 9001:2015 certified company. Using the updated technology, ADN Telecom provides world-class service through the most extensive network of customer touch points. (<http://www.adnsl.net/who-we-are/>).

Apart the organization if we looked at the overall industry then we will find Digital Bangladesh is one of the nation's dreams, and so special emphasis is given on the application of digital technologies to realise Vision 2021, which we commonly call Digital Bangladesh. And internet is the oxygen to the dreams. The government of Bangladesh implemented a large number of projects relating to digital technologies and a number of these are already underway. National ICT Policy-2009 was developed with a view to achieve developed status by 2041. Human capital is a key factor to develop and adapt innovative ideas and technologies. Quality ICT education as well as ICT-based education from the primary to tertiary level, along with the orientation of general mass in ICT should receive top priority. And all of our dreams come true when we will be able to ensure the internet all over the country without any further disruption. (<http://www.thedailystar.net/supplements/24th-anniversary-the-daily-star-part-1/digital-bangladesh-dreams-and-reality-73118> )

There are currently 499 entities operating ISP business, including 117 nationwide, 73 in Dhaka and adjoining areas, 57 in zones in the rest of the country, 175 in divisional towns, 29 in districts and 48 in upazilas. There are about 53 lakh active internet connections linked to ISPs as of November using over 350 Gbps of bandwidth, according to the BTRC. The country's total bandwidth consumption is about 530 Gbps. (<http://www.thedailystar.net/business/govt-clears-way-issuing-more-isp-licences-1509982>). Though there are mobile operators, broadband, WiMAX Cyber cafés and Local Service Providers (LSPs) exist in the market but as a ISP provider here we focus more on nationwide ISPs. These 100 plus ISP operators are entitled to provide the Internet service to the customer's end. ([http://www.btrc.gov.bd/sites/default/files/operator\\_list/Internet%20Service%20Provider%20\(ISP\)%20Nationwide.pdf](http://www.btrc.gov.bd/sites/default/files/operator_list/Internet%20Service%20Provider%20(ISP)%20Nationwide.pdf))

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

ADN Telecom Limited has no subsidiary or holding companies. Hence, summary of consolidated financial, operating and other information is not applicable.

**(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 are as follows:**

<b>Name</b>	:	<b>ADN Telecom Limited</b>	
Telephone and fax numbers	:	Tel: +880 2 9841234 IP Phone: +880 9610 008888 Fax: +880 2 9887551	
Registered & Corporate Office address	:	Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Dhaka – 1212, Bangladesh.	
Other offices address	:	<b>Chittagong Office:</b> IFCO Complex (10th Floor - South), 1147/A, CDA Avenue GEC Circle, Nasirabad, Chittagong, Bangladesh.	<b>Sylhet Office:</b> Garden Tower Apartment Flat No. - GTA3113, 11th Floor, Shahjalal Bridge Link Road, Sylhet - 3100, Bangladesh.
		<b>Khulna Office:</b> 25-26, BDBL Bhaban (Level-7), (Former Shilpa Bank Bhaban), KDA C/A, Upper Jessore Road, Khulna-9100. Bangladesh.	<b>Faridpur Office:</b> Shamsuddin Tower, (Room No. 89), Ward No. 04, Alipur, Faridpur, Bangladesh.

*Note: ADN Telecom does not have any factory and outlets but the company has 73 POPs in different districts of Bangladesh.*

**(ii) The Board of Directors of the Issuer:**

Sl. No	Name	Status
1	Asif Mahmood	Chairman
2	Md. Moinul Islam	Director
3	Md. Mahfuz Ali Sohel	Director
4	Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director
5	Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director
6	Henry Hilton	Managing Director
7	Ghulam Rasool	Independent Director
8	Khondkar Atique-E-Rabbani	Independent Director

**(iii) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the Chairman, Managing Director, whole time Directors, etc. of the Issuer:**

Sl.	Name	Position	Address	Telephone number, Fax number and e-mail address
1	Asif Mahmood	Chairman	Charukunjo, Apt.2A, 77, Gulshan Avenue, Gulshan, Dhaka-1212.	Tel: +880 2 9841234 IP Phone: +880 9610 008888 Fax: +880 2 9887551 E-mail: <a href="mailto:asif@atcl.net">asif@atcl.net</a>
2	Md. Moinul Islam	Director	House # 48/2, Shiddeshwari Lane, Shantinagar, Ramna	Tel: +880 2 9841234 IP Phone: +880 9610 008888

			Dhaka-1217.	Fax: +880 2 9887551 E-mail: <a href="mailto:moin.islam1961@gmail.com">moin.islam1961@gmail.com</a>
3	Md. Mahfuz Ali Sohel	Director	Flat # S-6, Road # 04, House # 22, Green View Apartment, Dhanmondi, Dhaka-1205.	Tel: +880 2 8118764 Fax: +880 2 9121230 E-mail: <a href="mailto:sohel@tvsf-bd.com">sohel@tvsf-bd.com</a>
4	Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director	House No. 24, Road No. 1, Block-I, Banani, Dhaka.	Tel: +880 2 57312612 Fax: +880 2 9887551 E-mail: <a href="mailto:niaz.dhk@gmail.com">niaz.dhk@gmail.com</a>
5	Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	House-05, Road-82, Gulshan-02, Dhaka-1212.	Tel: +88 02 9840862 Fax: +88 02 9840863 E-mail: <a href="mailto:waqar_bd@yahoo.com">waqar_bd@yahoo.com</a>
6	Ghulam Rasool	Independent Director	House-66, Road-21, Block-B, Banani, Dhaka-1213.	Tel: +880 2 9841234 Fax: +880 2 9887551 E-mail: <a href="mailto:ghulamgrl@yahoo.com">ghulamgrl@yahoo.com</a>
7	Khondkar Atique-E-Rabbani	Independent Director	Spring Scarlet, Apartment A1, House 64, Road 18, Block A, Banani, Dhaka 1213.	Tel: +880 2 9841234 Fax: +880 2 9887551 E-mail: <a href="mailto:atique.rabbani@gmail.com">atique.rabbani@gmail.com</a>
8	Henry Hilton	Managing Director	House-12, Road-04, Sector-07, Uttara, Dhaka-1230.	Tel: +880 2 9841234 IP Phone: +880 9610 008888 Fax: +880 2 9887551 E-mail: <a href="mailto:henry.hilton@adnsl.net">henry.hilton@adnsl.net</a>

\* Only Chairman and Managing Director of the company are whole time Directors.

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

Name	Position	Address	Telephone, Fax number and e-mail
Md. Enayet Hossain, FCMA, CGMA, ACA	Chief Financial Officer & Compliance Officer	Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Dhaka – 1212.	Tel: +880 2 9841234 Ext.:124 IP Phone: +880 9610 008888 Fax: +880 2 9887551 Email: <a href="mailto:info@adnsl.net">info@adnsl.net</a>
Md. Monir Hossain, FCS	Company Secretary	Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Dhaka – 1212.	Tel: +880 2 9841234 Ext.:113 IP Phone: +880 9610 008888 Fax: +880 2 9887551 Email: <a href="mailto:info@adnsl.net">info@adnsl.net</a>
Syed Ishtiaq Ahmed & Associates (SIA & A)	Legal Advisor	Concord Ovalash (First Floor), House 62, Road 11A, Dhanmondi, Dhaka-1209.	Tel: +880 2 58151535 Fax: +880 258151136 E-mail: <a href="mailto:info@siaalaw.com">info@siaalaw.com</a>
Syful Shamsul Alam & Co. Chartered Accountants	Auditor	Paramount Heights (Level 6) 65/2/1 Box Culvert Road, Purana Paltan, Dhaka – 1000,	Tel: +880 2 9555915 Ext.:119 Fax: +880 2 9560332 Email: <a href="mailto:ssac@ssacbd.com">ssac@ssacbd.com</a>

**(v) Names, addresses, telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the issue manager(s), registrar to the issue etc:**

Name	Address	Contact person	Telephone, Fax number, E-mail and Web.
<b>Manager to the Issue:</b>			
ICB Capital Management Ltd.	Green City Edge (5th & 6th Floor) 89 Kakrail Dhaka-1000.	Md. Sohel Rahman Chief Executive Officer (Additional Change)	Tel: +880 2 8300555, +880 2 8300367 Fax: +880 2 8300396 E-mail: <a href="mailto:ceo@icml.com.bd">ceo@icml.com.bd</a> Web: <a href="http://www.icml.com.bd">www.icml.com.bd</a>

Registrar to the Issue:			
Roots Investment Limited	Jiban Bima Tower (12th Floor) 10, Dilkusha C/A, Dhaka – 1000.	Mohammad Sarwar Hossain Managing Director(Acting)	Tel: +88 02 47120445, +88 02 47120446 Ext.:109 Fax: +88 02 47120447 E-mail:info@rootsinvestment.com Web: www.rootsinvestment.com

**(vi) Details of Credit Rating:**

**a) The names of all the credit rating agencies from which credit rating has been obtained:**

ADN Telecom Limited has been obtaining credit rating since 2013 from Emerging Credit Rating Limited.

**b) The details of all the credit ratings obtained for the issue and the issuer:**

Financial Year	Entity Rating		Rating Date	Outlook
	Long Term	Short Term		
2017-18	A+	ST-2	September 13, 2018	Stable
2016-17	A+	ST-2	September 13, 2017	Stable
2015-16	A+	ST- 2	October 02, 2016	Stable
2014-15	A+	ST- 2	October 02, 2015	Stable
2013-14	A+	ST- 2	October 02, 2014	Stable
2012-13	A+	ST- 2	February 24, 2014	Stable
2011-12	A	ST-2	February 24, 2013	Stable

The Company has not obtained any rating for its issue.

**c) The rationale or description of the ratings (s) so obtained, as furnished by the credit rating agency(s):**

As per Credit Rating Report dated September 13, 2018:

Emerging Credit Rating Limited (ECRL) has affirmed A+ (Pronounced as single A plus) long term credit rating and ST-2 short term credit rating to ADN Telecom Limited (Hereafter referred to as 'ADNTel' or 'the company'). The outlook on the rating is Stable. The assigned rating reflects the strength of the company fundamentals, which is supported by competitive business position, improved profitability, strong cash balance, up-to-date telecom system, additional client base and prudent management team. However, ECRL is concerned about entrance of new ISP license holders (Government owned and non-government owned) in the market in addition current competitive industry scenario, potential changes in regulation by the authority, which may have an impact on the growth of ADNTel's market share and profitability. The rating is based on the audited financial statements of FY 2014-15 to FY 2017-2018 and other qualitative and quantitative information available up to date of rating.

ADN Telecom Limited is one of the leading ISPs in Bangladesh providing a range of services including internet service, data service- IPVPN, IP telephony service, Telehouse& hosting, MPLS and IPLC. The company winged on its operational journey from the year 2003 under the Companies Act, XVIII of 1994 and converted in to a public limited company on July 25, 2012. The operations of the business are stretched all over the nation and managed from its 5 offices centered in Dhaka, Chittagong, Sylhet, Faridpur and Khulna. It owns a diverse access network across the whole country through wireless, fiber and satellite infrastructure. Bangladesh Telecommunication Regulatory Commission (BTRC) has awarded ADNTel numerous esteem licenses and permission as the Nationwide Internet service provider. ADNTel is also an ISO 9001:2005 certified company. To ascertain this requirement, the company has in place various software and customer care point. It has placed Quick book Pro & ERP, which has been developed in house.

With the view of expanding its business operations, ADN Telecom Limited is listing its shares in the stock market in Bangladesh through IPO (Initial Public Offering). On September 05, 2018 it has received consent from Bangladesh Securities and Exchange Commission to commence electronic bidding by the eligible investors to determine the cut-off price of its ordinary shares. Proceeds from Initial public offering (IPO) will be used for balancing, modernization, rehabilitation and expansion of infrastructure development, data centre setup, loan repayment and IPO expenses.



The entity's revenue is generated from both import and export services where local services comprised 57.67% and export services comprised 42.33% of total revenue which has been growing satisfactorily in the last four financial years due to addition of new customers as well as new services such as 'Bulk SMS- Digital business' to its revenue stream. The company has been maintaining a renowned local corporate client base including multinational companies as well as government agencies and embassies. Unilever Bangladesh, Samsung Bangladesh, Chevron, British American Tobacco, British High Commission in Dhaka, Janata Bank Ltd, Sonali Bank Ltd, Agrani Bank Ltd, Rupali Bank Ltd, Dutch Bangla Bank Ltd, BRAC Bank Limited and GE Health Care are some of the major customers of ADNTel.

As per audited financial statement, revenue of the company stood at BDT 920.42million exclusive of VAT in FY 2017-18 recording a revenue growth of 11.00% in comparison to 9.53% growth in the preceding year. Data service-IPVPN and Internet service represents the highest concentration of local revenue with 80.73% and 14.57% respectively which has helped to retain the growth rate. Various initiatives taken by the government in the arena of information and communication technology to achieve the goal of 'Vision 2021' have accelerated the growth of internet users which has promoted to increase ADNTel's revenue in last four financial years. During this period of review country's internet users has more than doubled from 38 million (June 2014) to 88 million (June 2018). On the other hand revenue of ADNTel from Export service in terms of MPLS- service also grew by 10% in FY 2017-18 to BDT 424.04 million (2015-16: BDT 385.40 million) driven by demand of this service outside the local market. Furthermore, the revenues from all other sources have been growing allowing consistent and healthy growth in the total revenue of the company.

Over the last four financial years, the company has maintained a very consistent and satisfactory gross profit margin, which reflects the company's ability to control product costs in line with revenue. In these periods, the gross profit margin of the company has ranged between 39%-44%, which indicates a very low variance. Therefore, the growth in the gross profit kept in line with the growth in revenue. However, company is operating expenses, consisting mainly of administrative, distribution and marketing expenses grew at a higher rate in comparison to the revenue restricting the profit margins to show reflection of the growth in revenue. During the period under review, the operating profit margin ranged between 17.46%-21.87%, which shows a sizeable gap between the gross profit margin and the operating profit margin. On the other hand, the liquidity position of ADN Telecom Limited has been steady throughout the period under review with the current assets of the company covering its current liabilities by more than 1.50 times in each of the periods. Historically, ADNTel has been an equity-based company with very low dependence on debt financing. It has sufficient level of cash resources, which minimizes the company's need for debt financing. As presented in the table below, the debt to equity ratio of the company has been very low and stood at 0.15 times in FY 2017-18 as the term loans has gradually been settled to reduce the debt owed to the NBFIs.

The entity has debt obligation with three financial institutions namely The City Bank Limited, IDLC and IIDFC. The primary purpose of this debt obligation to manage working capital needs, pay import duty & VAT related cost, import wireless machinery & equipment of the company. In FY 2017-18 Company has made payments of term loan facility of BDT 20.49 million and BDT 23.29 million respectively to IIDFC and IDLC. As per outstanding position from respective Financial Institutions, ADN Telecom Limited has total funded outstanding liability of BDT 115.18 million and non-funded outstanding liability of BDT 34.06 million against the total limit of BDT 387.00 million as on June 30, 2018. Moreover, as per supporting documents payment pattern of the company is regular.

ECRL views ADN Telecom Limited outlook as Stable considering current business position, demand for the product, industry outlook and macroeconomic status of the country.

#### **d) Observations and risk factors stated in the Credit Rating Report:**

As per Credit Rating Report dated September 13, 2018:

### **C. BUSINESS RISK ANALYSIS**

#### **C.1. Industry Risk:**

Being involved in internet service provider business, the incumbent operators have tremendous opportunity to deploy new products and features, ongoing technological advancements will create new competitors and embolden existing competitors who lack the legacy cost structure of the incumbents. This competition for customers is expected to limit pricing flexibility, which in combination with the incremental product development costs and higher marketing expenses, can lead to margin

pressure. According to the BTRC, there are 140 nationwide service providers operating in the country and Total 319 ISP licenses awarded in the category A, 31 licenses in the category B, and 91 licenses in category C. so the competition among the provider is very intense and those who has maintained core requirements i.e. networking and connectivity are remain in strong position in the market and ADN Telecom Ltd. has business alliances with among the renowned telecom sector participants in the world, including Singtel, Orange, TATA Communications and Bharti Airtel. The company's foothold in the industry is very strong, with clients including British American Tobacco Bangladesh, Huawei Bangladesh, Chevron Bangladesh, Janata Bank Limited and Sonali Bank Limited, with Singtel, Orange and TATA Communications being their business alliance.

### **C.2. Threat of New Entrance:**

According to BTRC, a total of 319 ISP licenses is awarded so far in category A, 31 licenses in category B and 91 licenses in category C. So if the regulatory body decides to hand more licenses, then the existing Internet Service provider will face stiff competitions from the new entrants. The capital-intensive nature of the industry instigates significant investment in network infrastructure for maintenance and the introduction of new services to replace declining legacy products which is likely to be a permanent characteristic of the internet service industry. Despite the expanding use of telecommunications networks to deliver a broader array of service offerings the expanding capital spending to elevate the standards of emerging markets like Bangladesh will hinder free cash flow growth. Fast moving technological trends resulting to reduced asset life cycles; together with increased competition, the return on investment is likely to be less certain than has been the case for the industry historically.

### **C.3. Listing in the stock market**

ADN Telecom Limited is listing its shares in the stock market in Bangladesh through IPO (Initial Public Offering). On September 05, 2018 it has received consent to commence electronic bidding by the eligible investors to determine the cut-off price of its ordinary shares. Public companies are public property and as such they are expected to comply with the rules of the markets they populate and are subject to more scrutiny and accountability. In addition, once listed, a lack of demand normally translates into a low share price, which carries the risk being undervalued at a certain point. In the public markets, companies' share prices are not only affected by their own performance, but by the performance of the market and the economy as a whole.

### **C.4. Potential and Existing Government Regulation**

The regulatory body of Internet service industry of Bangladesh – Bangladesh Telecommunication Regulatory Commission (BTRC) dictates the telecommunication regulation to a great extent. ADN Telecom Limited has been awarded the license of ISP with some specific conditions, which must be fulfilled within certain time limit. Among them four is listed in the Dhaka Stock exchange with several years of operational experience. The company is also operating under The Companies Act 1994 and local tax policies. As such, any adverse changes in those policy and regulations may impact the company's operations and expansion plan. However, it must be noted it is an industry risk and not company specific risk.

### **C.5. Risk of Frequent Technological Changes & Mitigation Policy**

Explosion in technological innovation has transformed the global network bringing the businesses, consumers and people closer together. The re-structuring of the communications industry has been stimulated by the growth in technology that has encouraged cell phone manufacturers to introduce handsets that would bring convenience to the customers. The frequent changes in the technological sector have increased the business risks in the IT companies as they have to keep up with the changing technological world.

### **C.6. Exchange Rate Risk**

Globalization has made it possible for companies to access resources that would make their businesses viable. This has exposed companies to exchange rate risks as they can be seen to import as well as export goods from various countries or do business with companies residing in those companies. The fluctuation in currencies could hamper company profits and thus, they could mitigate by entering into forward contracts or other financial derivative instruments. ADNTel is dependent on

import as well as export the payment/ receipt against export service is received in foreign currency and thus is exposed to this risk.

### C.7. Interest Rate Risk

To import IT equipment and networking equipment, ADN Telecom Limited is availing financing facility from various financial institution. Interest rate is fixed for the time being. But due to economic change interest may fluctuate which may impact on profitability and cash flow. As per bank correspondence, the company is paying off its finance cost properly.

### C.8. Disaster Risk Management

Disaster remains a major issue for ADN Telecom Limited. They are susceptible to face natural and human made disasters such as fire cyber attack, hurricane, and earthquake. These may hamper ADNTel's operation. The company has infrastructure sharing agreement with Grameen phone Ltd, Fibre@Home and Summit Communications. All vendors will ensure that ADN Telecom Limited gets unhindered and round-the-clock access support. Additionally the company has Twenty five servers located in two different places, so any kind of interruption i.e. Technical difficulties in one server can be tackled by another server. To minimize operating risk of the company, it has burglary, House breaking and fire insurance policy with Reliance Insurance Limited. The twenty five servers of the respective entity are situated in the same tectonic plates, which could be a major risk for the company. As any kind of earth tremor could significantly impact on ADNTel's operations.

### C.9. Human Resource and Knowledge Management

IT company's' most important assets are human resources and accumulated knowledge. The outflow of professionals to developed markets has a two-fold impact on domestic firms. These are high employee attrition rates and increasing wages. In this regard, it is necessary to motivate IT Personnel to work on domestic market. So the company need to emphasis on HR policy to retain qualitative manpower.

## D. FINANCIAL RISK ANALYSIS

The rating process was based on qualitative aspects, which are based on the company's policies in relation with the operating strategies, financial leverage, and ultimate financial goals of the companies. For this purpose of the overall financial risk assessment of the company, ECRL divided the financial portion into five different criteria which are Profitability Analysis, Liquidity Analysis, Cash flow Analysis, Asset Management, Capital Structure, and overall Financial Flexibility. Detailed analysis is presented below:

### D.1. Profitability

**Exhibit 4:** Selected Indicators: ADN Telecom Limited

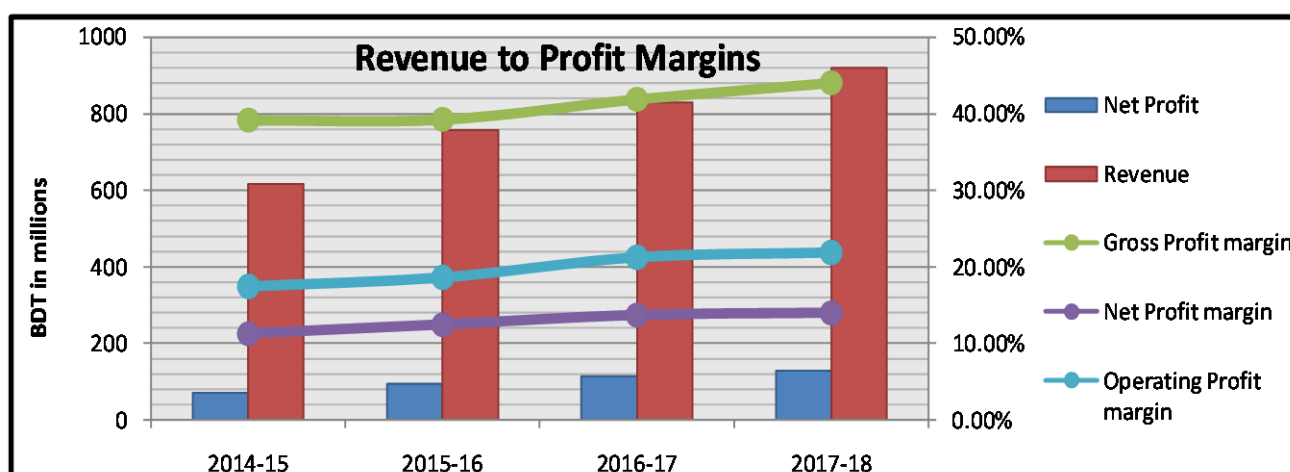
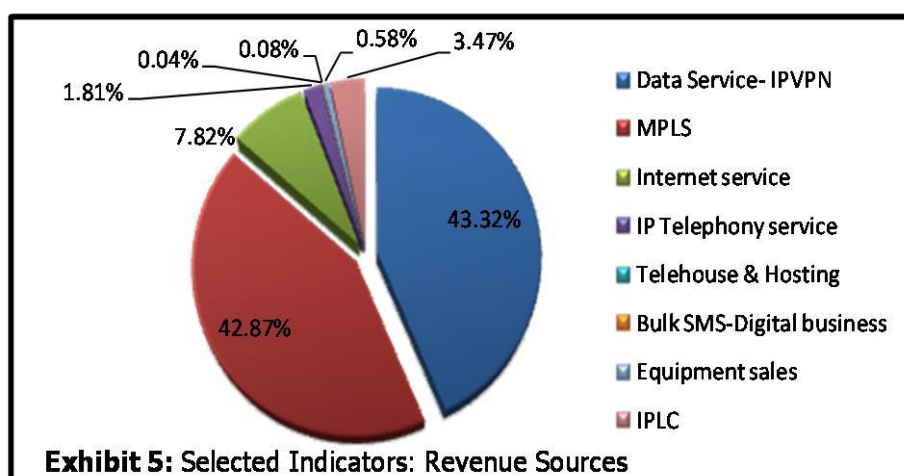
<b>FYE 30 June</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>
Revenue (BDT in millions )	920.42	829.45	757.32	617.30
Revenue Growth (%)	11.00	9.53	22.68	20.31
COS (BDT in Millions)	515.14	481.88	460.00	375.51
COS Growth (%)	6.90	4.76	22.50	30.94
Gross Profit (BDT in millions)	405.28	347.57	297.32	241.80
Operating Profit (BDT in millions)	201.27	176.29	141.02	107.80
Profit before Tax (BDT in millions)	182.31	152.17	125.05	95.80
Net Profit After Tax (BDT millions)	119.63	105.93	87.76	64.67
Gross Profit Margin (%)	44.03	41.90	39.26	39.17
Operating Profit Margin (%)	21.87	21.25	18.62	17.46
Net Profit Margin (%)	13.00	12.77	11.59	10.48
ROA (%)	8.37	8.56	8.21	6.80
ROE (%)	14.18	14.64	14.76	12.69

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*

The entity's revenue is generated from both import and export services which has been growing satisfactorily in the last four financial years due to addition of new customers as well as new services such as Bulk SMS- Digital business to its revenue stream. The company has been maintaining a renowned corporate client base including multinational companies as well as government agencies and embassies. Unilever Bangladesh, Samsung Bangladesh, Chevron, British American Tobacco, British High Commission in Dhaka, Janata Bank Ltd, Sonali Bank Ltd, Agrani Bank Ltd, Rupali Bank Ltd, Dutch Bangla Bank Ltd, BRAC Bank Limited, GE Health Care, are some of the major customers of ADNTel.

As per audited financial statement, revenue of the company stood at BDT 920.42 million in FY 2017-18 exclusive of VAT recording a growth of 11.00% in comparison to 9.53% growth in the preceding year. Local services generated 57.67% of total revenue while the remaining 42.33% is derived from export services. Data service-IPVPN and Internet service represents the highest concentration of local revenue with 80.73% and 14.57% respectively which has helped to retain the growth rate. Various initiatives taken by the government in the arena of information and communication technology to achieve the goal of 'Vision 2021' have accelerated the growth of internet users which has promoted to increase ADNTel's revenue in last four financial years.

During this period of review country's internet users has more than doubled from 38 million (June 2014) to 88 million (June 2018). On the other hand revenue of ADNTel from Export services, particularly, MPLS- service also grew by 10% in FY 2017-18 to BDT 424.04 million (2015-16: BDT 385.40 million) driven by demand of this service outside the local market. Furthermore, the revenues from all other sources have been growing allowing consistent and healthy growth in the total revenue of the company.



During FY 2017-18 ADN Telecom Ltd's total cost base increased by 6.90% to BDT 515.14 million (2016-17: BDT 481.88 million), contributed by increase in bandwidth purchase to meet its customer demands as well as fiber lease rent, POP expense and depreciation charge. Over the last four financial years, the company has maintained a very consistent and satisfactory gross profit margin, which reflects the company's ability to control product costs in line with revenue. In these periods, the gross profit margin of the company has ranged between 39%-44% which indicates a very low variance.

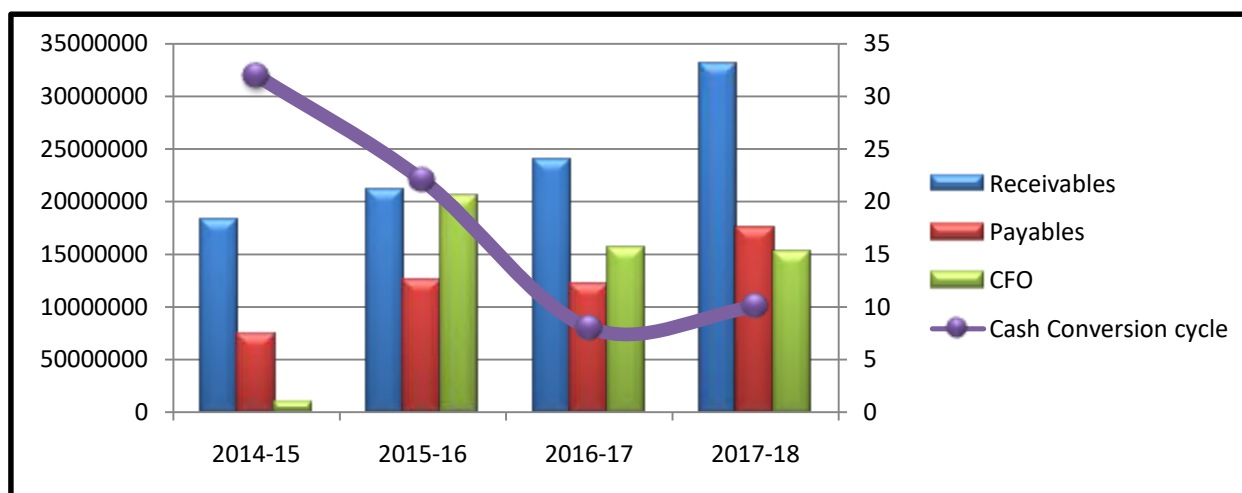
Therefore, the growth in the gross profit kept in line with the growth in revenue. However, company's operating expenses, consisting mainly of administrative, distribution and marketing expenses grew at a higher rate in comparison to the revenue restricting the profit margins to show reflection of the growth in revenue. During the period under review, the operating profit margin ranged between 17.46%-21.87%, which shows a sizeable gap between the gross profit margin and the operating profit margin. The major component of administrative and marketing expenses, i.e. salary and allowances, together with other expenses has been increasing at a higher rate every year with expansion of business and increasing revenues. As a result, the company has not been able to capitalize on the opportunity to leverage its increasing revenues to magnify profitability. With 13.36% growth over the previous year, the net profit after tax amounted to BDT 128.72 million while net profit margin stood at 13.98% in FY2018. ROA dropped slightly from 8.54% (FY 2016-17) to 8.37% as total assets grew by 15.14% which was higher in comparison to the 10.97% growth of revenue in FY 2018. ROE has also slightly decreased in FY 2017-18 due to gradual increase in the equity base of the company.

## D.2. Liquidity Analysis:

**Exhibit 8:** Selected Indicators: ADN Telecom Limited.

FYE 30 June	2017-18	2016-17	2015-16	2014-15
Current Ratio (x)	1.58	1.71	1.57	2.02
Quick Assets Ratio (x)	1.57	1.70	1.56	1.95
Trade Receivables (days)	113	97	94	89
Trade Payables (days)	105	81	78	66
Inventory Turnover (days)	2	1	6	9
Cash Conversion Cycle (days)	10	18	22	32

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*



The liquidity position of ADN Telecom Limited has been steady throughout the period under review with the current assets of the company covering its current liabilities by more than 1.50 times in each of the periods. With growth in business, the current assets of the company have grown and majority of ADNTel's current assets is contributed by trade receivables (57.94%) whereas advance, deposits & prepayments represent 31.39% of current assets in FY 2018. The quick assets ratio is quite similar to the current ratio as ADNTel holds very insignificant amount of inventories due to the nature of its business.

ADN Telecom Limited mostly operates in a B2B model with a portfolio of renowned companies, which requires the company to provide credit facilities to its customers in order to remain competitive in the market and maintain good relationship with its customers. This is further reflected in its receivable days; however, 54.59% of the total receivables are aged from 1-30 days as the company charges its client both on prepaid and postpaid basis. Moreover, amount of bad debts written off during the

year is trivial and provision for bad debts is also low. On the other hand, the company is capable of deferring its payments to suppliers. Over the recent years, it has been deferring payments for longer periods creating an indirect source of funding. Taking all these into account, the cash conversion cycle (CCC) of the company is low and in FY2018 which stood at 10 days which indicates the cash inputs of the company in its operations are turned into cash outputs quickly allowing higher utilization of its resources.

### D.3. Cash-flow Coverage

**Exhibit 9:** Selected Indicators: ADN Telecom Limited.

FYE 30 June	2017-18	2016-17	2015-16	2014-15
CFO (BDT in Millions)	152.58	155.83	204.29	9.35
CFO Interest Coverage (x)	11.58	8.94	20.13	1.08
CFO Debt Coverage (x)	1.18	1.05	1.20	0.05
CFO Short-Term Debt Coverage (x)	2.38	2.77	5.39	0.25

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*

Cash flow from operation is one of the most important parameter to measure financial stability of any organization. The operations ADN Telecom Limited have consistently generated surplus and satisfactory stream of cash flows throughout the periods under review. In FY2017-18, the CFO amounted to BDT 152.58 million which covered the financing expenses of the company by 11.43 times. The interest coverage in the other periods under review has been commendable as well. On the other hand, CFO also covered the company's debt obligations by 1.25 times in FY2017-18, up from 1.05 times in FY2016-17.

### D.4. Leverage & Capital Structure

**Exhibit 10:** Selected Indicators: ADN Telecom Limited.

FYE 30 June	2017-18	2016-17	2015-16	2014-15
Debt-to-Equity (x)	0.15	0.25	0.29	0.40
Interest Coverage ratio	13.75	12.60	16.71	11.88
Total Liabilities to Total Assets (x)	0.41	0.42	0.44	0.46
Long Term Debt Ratio (x)	0.08	0.17	0.22	0.32
Short Term Debt Ratio (x)	0.07	0.08	0.06	0.07

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*

Historically, ADNTel has been an equity based company with very low dependence on debt financing. It has sufficient level of cash resources which minimizes the company's need for debt financing. As presented in the table above, the debt to equity ratio of the company has been very low and stood at 0.15 times in FY 2017-18 as the term loans has gradually been settled to reduce the debt owed to the NBFIs. During FY2017-2018, ADNTel's total equity has increased by 16.53% whereas its total debt has decreased by 15.13% which constitutes to decrease its leverage position. Total liability to total assets reached to 0.41 times in FY 2017-18 indicating that 41% of its total asset is funded by debt. Moreover long term debt ratio as well as short term debt ratio has decreased in FY 2017-18 indicating the company has paid off installment of principal outstanding during the year. In addition that interest coverage ratio represents 13.75 times indicates the company has sufficient profit from operation available to pay off its finance cost.

## D.5. Bank Facilities & Credit History

Exhibit 11: Bank Loan: ADN Telecom Limited (As on June 30, 2018)

Name of Bank /NBF	Types of Loan	Existing Outstanding (BDT in Millions)	Total Limit (BDT in Millions)
The City Bank Limited	Letter of Credit (At sight)	10.57	110.00
	Letter of credit (Deferred)	Nil	(110.00)
	Acceptance (inner limit)	Nil	(110.00)
	Import loan ( inner limit)	20.27	(99.00)
	Letter of credit (At sight)	Nil	50.00
	Import loan( Inner limit)	5.23	(45.00)
	Letter of guarantee	12.20	15.00
	Loan against TR	Nil	(18.00)
	Revolving short term loan	Nil	20.00
	Overdraft	Nil	5.00
	Sight LC Revolving III	Nil	(20.00)
	<b>Total</b>	<b>48.27</b>	<b>200.00</b>
IDLC	Term Loan	38.80	70.00
	Lease Finance	7.60	20.00
	<b>Total</b>	<b>46.40</b>	<b>90.00</b>
IIDFC	Term Loan	50.88	77.00
	Lease finance	3.69	20.00
<b>Total</b>		<b>54.57</b>	<b>97.00</b>
<b>Grand Total</b>		<b>149.24</b>	<b>387.00</b>

The entity has debt obligation with three financial institutions namely The City Bank Limited, IDLC and IIDFC. The primary purpose of this debt obligation is to manage working capital needs, import all types of modem, to pay import duty VAT related cost, import wireless machinery & equipment of the company. In FY 2017-18 Company has made payments of term loan facility of BDT 20.49 million and BDT 23.29 million respectively to IIDFC and IDLC. As per outstanding position from respective Financial Institutions, ADN Telecom Limited has total funded outstanding liability of BDT 115.18 million and non-funded outstanding liability of BDT 34.06 million against the total limit of BDT 387.00 million as on June 30, 2018. Moreover, as per supporting documents payment pattern of the company is regular.

(vii) Following details of underwriting:

a) The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters and the amount underwritten by them:

SI	Name and Address of the underwriters	Contact person	Telephone, Fax No. and e-mail address	Amount underwritten in BDT
1	ICB Capital Management Ltd. Green City Edge (5th & 6th Floor), 89 Kakrail, Dhaka-1000.	Md. Sohel Rahman Chief Executive Officer (Additional Charge)	Tel: +880 2 8300555 +880 2 8300367 Fax: +880 2 8300396 E-mail :ceo@icml.com.bd	199,500,000
<b>Total</b>				<b>199,500,000</b>

**b) Declaration by the Underwriter:**

We are the underwriter of the Initial Public Offering (IPO) of ADN Telecom Limited. We underwrite totaling to BDT 199,500,000.00 (Nineteen crore Ninety Five lac) on a firm commitment basis. In this connection, we hereby declare that:

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

For Underwriter

Sd/-

**(Md. Sohel Rahman)**

Chief Executive Officer (Additional Charge)

Place: Dhaka

Date: September 20, 2017

**c) Major Terms and Conditions of the Underwriting Agreements:**

1. The Underwriter shall underwrite BDT 199,500,000 out of the total amount raised on a firm commitment basis. This commitment is irrevocable and unequivocal.
2. In case of under-subscription in any category by up to 35% in an Initial Public Offer, the undersubscribed portion of securities shall be taken up by the underwriter.
3. In case of failure to deposit the remaining amount by the eligible investors, the unsubscribed securities shall be taken up by the underwriter.
4. The underwriting agreement and the underwritten amount and allocation of underwriting portion shall be revised after completion of the bidding period, where the cut-off price will be determined at nearest integer of the lowest bid price at which the total securities offered to eligible investors would be exhausted. The public offering price will be determined at 10% discount (at nearest integer) from the cut-off price.
5. The issuer, in the event of under subscription, shall send notice to the underwriter(s) within ten days of closure of subscription calling upon them to subscribe the securities and pay for this in cash in full within fifteen days of the date of said notice and the said amount shall be credited into securities subscription account within the said period. If payment is made by Cheque/ Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this agreement, until such time as the Cheque/ Bank Draft has been encashed and the Company's account credited. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and deposit of money by the underwriter to the Commission.

In the case of failure by the underwriter to pay for the shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any issue, until such time as he fulfils his underwriting commitment under this Agreement and also other penalties as may be determined by the Commission may be imposed.

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.

In the case of failure by the Company to call upon the underwriter for the aforementioned purpose within the stipulated time, the Company and its Directors shall individually and collectively be held responsible for the consequences and/or penalties as determined by the Bangladesh Securities and Exchange Commission under the law.

6. The Company shall pay to the underwriter an underwriting commission at the rate of 0.40% of the amount underwritten hereby agreed to be underwritten by it.



**(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	Number of Shares	Class of Securities	Allotment Date	Nominal Price (BDT)	Issue Price (BDT)	Form of Consideration
Authorized Capital	200,000,000	Ordinary Share	-	10	-	-

**Issued, Subscribed and Paid up capital:**

First (at the time of incorporation)	200,000	Ordinary Share	22-09-2003	10	10	Cash
Second	7,800,000	Ordinary Share	28-05-2005	10	10	Cash
Third	3,200,000	Ordinary Share	06-06-2010	10	10	Cash
Fourth	6,160,000	Ordinary Share	01-04-2012	10	10	Bonus Share
Fifth	3,569,583	Ordinary Share	08-01-2014	10	30	Cash
Sixth	20,929,583	Ordinary Share	27-09-2016	10	10	Bonus Share
Seventh	3,000,834	Ordinary Share	07-06-2017	10	15	Cash
<b>Total</b>	<b>44,860,000</b>					

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

Particulars		Percentage (%)	Number of Securities	Description	Nominal Value	Issue Amount (BDT)
Eligible investors (EI)	EI excluding Mutual Funds & CIS	50.00	9,895,833	Ordinary Share	10.00	98,958,330
	Mutual Funds & CIS	10.00	1,979,167			19,791,670
General Public (GP)	General Public excluding NRB	30.00	5,937,500			59,375,000
	NRB	10.00	1,979,166			19,791,660
<b>Total</b>		<b>100.00</b>	<b>19,791,666</b>			<b>197,916,660</b>

**(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);**

Particulars	Amount in BDT
Paid up capital before the present issue (as on June 30, 2017)	448,600,000
Paid up capital after the present issue	646,516,660
Paid up capital after conversion of convertible instruments (if any)	N/A
Share premium account before the present issue (as on June 30, 2017)	83,005,464
Share premium account after the present issue	455,088,786

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

Summary of category wise shareholding structure with percentage before and after the present issue is as follows:

SL. No.	Category of Shareholders	No. of Shares		Percentage (%)	
		Before IPO	After IPO	Before IPO	After IPO
1	Directors & Sponsors	33,337,334	33,337,334	74.31%	51.56%
2	Shareholders other than Directors & Sponsors	11,522,666	11,522,666	25.69%	17.82%
3	Els Other than Mutual Fund & CIS	-	9,895,833	-	15.31%
4	Mutual Fund & CIS	-	1,979,167	-	3.06%
5	General Public	-	5,937,500	-	9.18%
6	NRB	-	1,979,166	-	3.06%
<b>Total</b>		<b>44,860,000</b>	<b>64,651,666</b>	<b>100.00%</b>	<b>100.00%</b>

(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, reason for the issue and whether any benefits have been accrued to the issuer out of the issue:

Date of Issue	Persons to whom those are issued	Relationship with the Issuer	Issue Price	Consideration and Valuation	Reasons for the issue	Benefits from the Issue	No. of shares allotted
01-04-2012	Asif Mahmood	Chairman	10	Other than cash (Bonus)	Distribution of accumulated profit	Enhancement of capital base and Re-investment	2,200,000
	Md. Moinul Islam	Director					1,155,000
	Md. Mahfuz Ali Sohel	Director					1,155,000
	Khandker Mahmooda Saeed	Director					522,500
	Md.Abu Yousof Zakaria	Shareholder					302,500
	Mohammad Ali Sarker	Shareholder					302,500
	Mamonoor Rashid	Shareholder					302,500
	Abdul Matin Miazi	Shareholder					88,000
	Md. Enayet Hossain	Shareholder					88,000
	Henry Hilton	Shareholder					22,000
	Pradip Kumar Dey	Shareholder					22,000
27-09-2016	Asif Mahmood	Chairman	10	Other than cash (Bonus)	Distribution of accumulated profit	Enhancement of capital base and Re-investment	6,200,000
	Md. Moinul Islam	Director					3,255,000
	Md. Mahfuz Ali Sohel	Director					3,255,000
	Khandker Mahmooda Saeed	Director					1,172,500
	Md.Abu Yousof Zakaria	Shareholder					852,500
	Mohammad Ali Sarker	Shareholder					852,500
	Mamonoor Rashid	Shareholder					852,500
	Abdul Matin Miazi	Shareholder					248,000
	Henry Hilton	Shareholder					62,000
	Pradip Kumar Dey	Shareholder					62,000
	SEAF Bangladesh Ventures Limited	Shareholder					643,333
	SEAF Bangladesh Ventures LLC.	Shareholder					642,916
	ADN Technologies Limited	Shareholder					100,000
	City Bank Capital Resources Limited	Shareholder					966,667
	ADN Telecom Limited Employees Provident Fund	Shareholder					100,000
	GSP Finance Company (Bangladesh) Limited	Shareholder					350,000
	Kh. Moinul Ahsan Shamim	Shareholder					100,000
	Vanguard AML BD Finance Mutual Fund One	Shareholder					666,667
	Digicon Technologies Limited	Shareholder					300,000
	KJS Enterprise Limited	Shareholder					80,000
	Saifullah Abdullah Solenkhi	Shareholder					17,000
	Khilfat Jahan Johaira	Shareholder					151,000
Total							27,089,583

\* The company changed the denomination of face value of share from BDT 100 to BDT 10 on 25 July, 2012.

(vi) Where Shares have been allotted in terms of merger, amalgamation or acquisition details of the 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 Company did not issue any equity shares under one or more stock option schemes 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:**

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

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

The Company has no such decision or plan, contract, negotiation and consideration to alter its 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:

Date of Allotment/Shares were made fully paid up	Nature of Issue	No. of Share held by sponsors and directors								Consideration	Face value of share (BDT)	Issue Price (BDT)	Lock in Period
		Asif Mahmood	Md. Moinul Islam	Md. Mahfuz Ali Sohel	Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Md.Abu Yousof Zakaria	Mohammad Ali Sarker	Mamonoor Rashid				
		Director (Sponsor)	Director (Sponsor)	Director (Sponsor)	Director	Director	Sponsor	Sponsor	Sponsor				
22-09-2003 (Subscription of MoA)	Ordinary Shares	40,000	40,000	40,000	-	-	10,000	10,000	10,000	Cash	10	10	3 Years
28-05-2005 (Allotment)		1,560,000	1,560,000	1,560,000	-	-	390,000	390,000	390,000	Cash	10	10	
18-04-2010 (Transfer)		800,000	-	-	-	-	-	-	-	Cash	10	0.94	
06-06-2010 (Allotment)		1,600,000	500,000	500,000	-	-	150,000	150,000	150,000	Cash	10	10	
01-04-2012 (Allotment)		2,200,000	1,155,000	1,155,000	-	-	302,500	302,500	302,500	Bonus	10	10	
08-01-2014 (Allotment)		-	-	-	-	666,667	-	-	-	Cash	10	30	
22-10-2014 (Transfer)		-	-	-	-	-	-	-	-	Cash	10	30	
27-09-2016 (Allotment)		6,200,000	3,255,000	3,255,000	-	666,667	852,500	852,500	852,500	Bonus	10	10	
05-06-2018 (Transfer)		-	-	-	-	-	-	-	-	Cash	10	10	
19-08-2018		-	-	-	1,345,000	-				Cash	10	10	

(Transfer)													
<b>Total</b>		<b>12,400,000</b>	<b>6,510,000</b>	<b>6,510,000</b>	1,345,000	1,333,334	<b>1,705,000</b>	<b>1,705,000</b>	<b>1,705,000</b>	-	-	-	-
<b>Percentage (%)</b>	<b>Pre –IPO</b>	27.64%	14.51%	14.51%	3.00%	2.97%	3.80%	3.80%	3.80%	-	-	-	-
	<b>Post-IPO</b>	19.18%	10.07%	10.07%	2.08%	2.06%	2.64%	2.64%	2.64%	-	-	-	-

\*The company changed in the denomination of face value of share from BDT 100 to BDT 10 on 25 July 2012.

\*\*Lock in for three years from the first trading day in the stock exchange.

(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 red-herring prospectus/prospectus/information memorandum:

The details of the aggregate shareholding of the sponsors and directors after transfer of shares within six months immediate preceding the date of filing the prospectus are given below:

Sl	Name of Sponsor & Director	Position	Number of Shares before Transfer/ Purchase	Details of Transfer/Purchase			Aggregate shareholding in Number
				Date	Number of Shares	Transferor	
1	Asif Mahmood	Chairman	12,400,000	-	-	-	12,400,000
2	Md. Moinul Islam	Director	6,510,000	-	-	-	6,510,000
3	Md. Mahfuz Ali Sohel	Director	6,510,000	-	-	-	6,510,000
4	Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director	-	19-08-2018	1,345,000	Khandker Mahmooda Saeed	1,345,000
5	Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	1,333,334	-	-	-	1,333,334
6	Henry Hilton	Managing Director (Ex-officio)	124,000	-	-	-	124,000
7	Md.AbuYusof Zakaria	Sponsor Shareholder	1,705,000	-	-	-	1,705,000
8	Mohammad Ali Sarker	Sponsor Shareholder	1,705,000	-	-	-	1,705,000
9	Mamonoor Rashid	Sponsor Shareholder	1,705,000	-	-	-	1,705,000
<b>Total :</b>			<b>31,992,334</b>				<b>33,337,334</b>

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

Sl.	Name of the Shareholders	Address	Quantity of Securities Held	Pre-IPO percentage (%)
1	Asif Mahmood	Charukunjo, Apt. # 2A, 77 Gulshan Avenue, Gulshan, Dhaka-1212.	12,400,000	27.64
2	Md. Moinul Islam	House # 48/2, Shiddeshwari Lane, Shantinagar, Ramna Dhaka-1217	6,510,000	14.51
3	Md. Mahfuz Ali Sohel	Flat # S-6, Road # 04, House # 22, Green View Apartment, Dhanmondi, Dhaka-1205.	6,510,000	14.51

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

No officer/executive holds any share of the Company individually or as a group except the followings:

Sl.	Name of the Officers	Position	Number of Share Owned	Percentage (%) of ownership
1	Asif Mahmood	Chairman	12,400,000	27.64
2	Henry Hilton	Managing Director *	124,000	0.28
3	Abdul Matin Miaz	Chief Commercial Officer	296,000	0.66
4	Saifullah Abdullah Solenkhi	Director, IT & Strategy	34,000	0.08

\*Managing Director of the company is an Ex-Officio member of the Board and Shareholder of the Company.

**(d) Description of the 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:

Particulars	Description
Date of Incorporation	22-09-2003
Date of Commercial Operation	22-09-2003
Nature of the business	<p>The principal activities of the company includes providing seamless, secured data and internet connectivity to various grades of customers using fiber, satellite and wireless solutions. ADNTel has been providing services in the market with a high level of success since 2003. ADNTel is the prime service provider for domestic and international connectivity services and solutions duly authorized by the Bangladesh Telecommunication Regulatory Commission (BTRC).</p> <p>ADNTel is a first tier telecom service provider as well as an IT Enabler Service provider. Its range of products allow it to deliver service to mostly corporate, B2B, government, financial institutions, etc. There are future plans to expand coverage to include B2C products and services.</p>
Subsidiaries	The Company has no subsidiaries.

**(ii) Location of the project:**

As ADNTel is a service-oriented company, therefore it does not have any specific project locations. However, most of the existing projects are located both in its registered office and in the other offices of the Company. Also, the locations of the upcoming projects have been mentioned in Section – XXII under the head of “Use of Proceeds”.

## Current POP Locations of ADN Telecom:

A graphical presentation of POP locations is given below:



List of POP and their addresses are given below:

SI.	POP Name	Location Address
1	RCC POP	Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Bir Uttam AK Khandakar Rd, Dhaka.
2	Motijheel POP	10 Dilkusha C/A, Jiban Bima Bhavan, Dhaka.
3	Uttara POP	H # 76, R # 2, Sector # 3, Uttara, Dhaka.
4	Dhanmondi POP	Concord Royal Court, (4th Floor), Plot # 275 (G) Road # 27, Dhanmondi, R/A, Dhaka.
5	Karwan Bazar POP	3/B, AC Bhavan, 5th Floor, Karwanbazar, Dhaka.
6	Panthapath POP	Firoz Tower, 152/3-B, Green Road, Panthapath, Dhaka.
7	Gulshan -1 POP	House#6, Road-133, Gulshan 1, Dhaka.
8	Gulshan -2 POP	East Nibash, 138 Gulshan Avenue, Gulshan 2, Dhaka.



9	Banani Bazar POP	H # 15/A, R # 5, Block # F, Banani, Dhaka.
10	Baridhara POP	Ka-9/A, Road # 12, Baridhara, Dhaka.
11	Mirpur-10 POP	Paradise Home Complex, H # 19, R # 02, Section # 10, Mirpur, Dhaka.
12	Nawabpur POP	161, Nawabpur Road, Khan Electric Market, 10th FL, Dhaka.
13	Shantinagar POP	24/3 Bir Uttam Samsul Alam Road, Chameli Bag, Shantinagar, Dhaka.
14	Wari POP	28/1, Gardenia Cyber Café, Rankin Street, Wari, Dhaka.
15	Tongi POP	Sena Kallayn Comercial Complex, PI-9, Block -F, Tongi Bazar, Gazipur
16	Chandra POP	Niagra Textile, Chandra Mor, Gazipur.
17	Gazipur POP	Sheikh Monzil, Post- Chandana, Joydebpur Chourasta, Gazipur
18	Savar EPZ POP	Fahami Garments, Baipail, Near Epz, Savar, Dhaka
19	Savar GQ POP	Gq Plastic Factory, Genda, Savar.
20	Narayanganj POP	230/1, Lutfu Tower, 12 FI, Bb Road, Chashara, Narayanganj.
21	Ghoshaildanga POP	Sarker Tower, 10th FI, 1103/B, Barek Building Cercle, Agrabad, Goshaildanga, Chittagong
22	GEC POP	Ifco Complex, 1147/A, East Nasirabad, Cda Avenue, Gec Circle, Chittagong
23	Agrabad POP	95, Agrabad C/A, (2nd FL) Chittagong
24	CEPZ POP	BEPZA Administrative Building 1st Floor, CEPZ, Chittagong.
25	Kalurghat POP	Hazi Mustafa Bhaban, Sec-2764/D, Cnb, Kalurghat, Chittagong.
26	KEPZ POP	Bepza Administrative Building, Ground Floor, Karnaphuli Epz, North Potenga, Chittagong
27	Lalkhan Bazar POP	Setra Ahmed 357, Tangkir Pahar, Lalkhan Bazar, Chittagong.
28	Sylhet POP	Garden Tower, Shahjalal Bridge Link Road, Sylhet.
29	Rikabibazar POP- Sylhet	White Rose Shopping Center, Ideal Hospital Building, Rikabibazar, Sylhet
30	Khulna POP	25-26, KDA Commercial Area, Upper Jessor Road, Khulna.
31	Barisal CLP	Basar Road, Barisal
32	Patuakhali CLP	Notun Bazar, Patuakhali Sadar, Patuakhali.
33	Bhola CLP	Near Govt Boys High School, Bhola Town, Bhola Sadar, Bhola.
34	Brahmanbaria CLP	Madrassa Road, Kandi Para Brahmanbaria
35	Chandpur CLP	Shapla Sattar, Chandpur Sadar, Chandpur
36	Comilla CLP	Satter Khan Complex, Monohorpur, Sadar, Comilla
37	Cox's Bazar CLP	Burmese Market, Cox's Bazar
38	Feni CLP	Rahman Market, Housing-23, Pargasia Road, Feni
39	Laxmipur CLP	Laxmipur Town.
40	Noakhali CLP	Majidee Super Market, Super Market Majidee, Noakhali
41	Mawna CLP	Mulaid, Maona, Sreepur, Gazipur.
42	Gopalganj CLP	Vobanipur, Gopalganj Sadar, Gopalganj
43	Jamalpur CLP	Robbani Plaza, Doya Moye Road, Jamalpur
44	Kishoreganj CLP	Castle Salam, Holding No- 613, Borobazar, Kishoreganj Sadar, Sadar, Kishoreganj
45	Madaripur CLP	Raintreetola, Main Road, Puran Bazaar, Madaripur
46	Munshiganj CLP	600, Khacharir More, Lichutola, Munshiganj.
47	Mymensingh CLP	Mymensing Railway Station, Mymensing.
48	Narsingdi CLP	Souradipark, Narsingdi.

49	Netrokona CLP	Syed Manson , Tere Bazar Road, Natrakuna
50	Tangail CLP	Mukta Hospital Bindubashini Girls School Road Tangail
51	Bagerhat CLP	Shaltola Super Market,Shaltola, Bagerhat
52	Chuadanga CLP	Hospital Road, Chuadanga Sadar, Chuadanga
53	Jessore CLP	Al-Amin Machineary, RN Road, Jossore Sadar, Jossore
54	Jhenaidah CLP	Sugandha Rest House, B.B Road, Jhenaidah
55	Kustia CLP	155, Nabab Sirajuddoula Road, Bahadur Khalid, Kustia
56	Magura CLP	Madina Building, Syed Ator Ali Road, Magura Sadar, Magura.
57	Narail CLP	Kollol Super Market , Kalibari Road , Narail
58	Satkhira CLP	Boro Bazar, Satkhira.
59	Bogra CLP	Borogola, Bogra
60	Chapainawabganj CLP	Baten Kha'r Mor,Arambag, Chapainawabganj
61	Joypurhat CLP	Sattar Market, Joypurhat
62	Natore CLP	M. Holding No. 539/A, Kanaikhali, Sadar, Natore
63	Naogaon CLP	Chawkmuktar,Naogaon Sadar,(Opposite Of Borendra Office),Naogaon
64	Pabna CLP	Chapamosjid Road,Pabna
65	Rajshahi CLP	Rajshahi Bsc, Uposhahar,Rajshahi
66	Sirajganj CLP	Jaman Complex S S Road, Sirajganj
67	Thakurgaon CLP	Hotel Salam International,North Circular Road,Thakurgaon.
68	Rangpur CLP	Chachlen Road,Jumma Para, Rangpur
69	Gaibandha CLP	V-Aid Road ,Master Para, Gaibandha
70	Dinajpur CLP	Holding #474/422, Ward#A, Maldahpatty, Sadar, Dinajpur
71	Habiganj CLP	Dakghar Road ,Habiganj
72	Moulvibazar CLP	103 Central Road, Moulvibazar
73	Sunamganj CLP	Holding No- 758, Notunpara, Sadar, Sunamgonj

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

ADNTel neither manufacture any material/ physical product and nor have any plants or related major machineries.

**Data Center for ADNTel Infrastructure:**

ADNTel has Data Centers for its infrastructure and network. Data Centers ensure the following features:

- Raised floor and sandwich panel for environment control
- Precision Air-conditioner
- Multilevel Security System – Manned, Electronic, Biometric
- Closed Circuit Camera - full recording and live monitoring
- Fire control
- 1+1 UPS
- 1+1 Genset
- N+1 Battery Bank
- N+1 Rectifier
- Security - Physical, Biometric Access

### Infrastructure Backbone:

Network Operations Centers (NOC) are established in several central locations from where ADNTel network administrators manage, control and monitor one or more networks. We have NOC at Mohakhali and Motijheel in Dhaka as well as in Chittagong, Sylhet and Khulna.

Regional Aggregation Hubs (RAH) are established at geographically, commercially and technologically important places such as all Divisional Headquarters and Technical District Headquarters. All RAH act as a regional aggregation point and are connected to the Dhaka HQ through Fat Pipe with active redundancy. At present ADNTel has RAH at Dhaka, Chittagong, Sylhet and Khulna. In the near future, RAH will be established at Bogra, Rajshahi, Rangpur, Barisal, Comilla, Mymensingh and Kushtia.

District Aggregation POP (DAP) is district level POP and connects with the nearest RAH. DAP also connects nearest upazilla level Collocated POPs (CLP).

Collocated POPs (CLP) are located at different areas in Bangladesh using the collocation facilities offered by other operators.

Infra Connecting POP (ICP) is established to interconnect different DAPs.

All RAH, DAP, CLP and ICP are capable to deliver last mile services to ADNTel customers.

**(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.:**

Date of Incorporation as Private Limited Company	:	22-09-2003			
Starting of Commercial Operation	:	22-09-2003			
Date of Change of Name	:	15-04-2012			
Conversion from Privateto Public Limited	:	25-07-2012			
Capacity or facility creation	:	Internet Bandwidth Capacity:			
		Year	2015	2016	2017
		Capacity (Monthly) in Mbps	1000	1800	3200
		Capacity Utilized (Monthly) in Mbps	790	1350	2390
		%	79%	75%	75%
		Network Capacity:			
		Year	2015	2016	2017
		Capacity (Monthly) in Mbps	6744	9244	12366
		Capacity Utilized (Monthly) in Mbps	5100	7100	9500
		%	76%	77%	77%
Launching of Plant, products, marketing	:	There is no plant of the Company. Launching of existing major products/service are as below:			
		Year	Service/ Products		
		2004	Data Service-IPVPN		
		2005	Internet service		
		2006	International Private Leased Circuit (IPLC)		
		2007	Multiprotocol Label Switching (MPLS)		
		2010	IP (Internet Protocol) Telephony service		
Change in ownership and/ or key management personnel	:	Date	Changes		
		12-04-2005	Mr. Abu Saeed Khan resigned from the Board due to transfer of his entire shares.		
		18-04-2010	Mr. Irshadul Islam resigned from the Board and Managing Directorship due to transfer of his entire shares.		

			Mr. Asif Mahmood appointed as the Managing Director.
			Mrs. Khandker Mahmooda Saeed joined in the Board as Shareholding Director.
		03-10-2010	Mr. Muhammad Anwarul Karim resigned from the Board due to transfer of his entire shares.
			Mr. Abdul Matin Miazi joined in the Board as Shareholding Director.
			Mr. Md. Enayet Hossain joined in the Board as Shareholding Director.
		30-12-2013	Mr. Md. Abu Yousof Zakaria retired from the Board.
			Mr. Mohammad Ali Sarkar retired from the Board.
			Mr. Mamonoor Rashid retired from the Board.
		01-09-2014	Mr. AKM Shafiul Azam appointment as Independent Director.
			Mr. Md. Enayet Hossain resigned from Board.
			Mr. Abdul Matin Miazi resigned from Board.
		01-09-2017	Mr. AKM Shafiul Azam resigned from Independent Directorship
			Mr. Ghulam Rasool appointment as Independent Director
		11-09-2017	Mr. Asif Mahmood resigned from Managing Directorship.
			Mr. Henry Hilton appointed as Managing Director (Ex-Officio).
		07-01-2018	Mr. Khondkar Atique-E-Rabbani appointment as Independent Director.
		19-08-2018	Mrs. Khandker Mahmooda Saeed resigned from the Board due to transfer of her entire shares.
			Mr. Niaz Ahmed (Represent Savoy Ice Cream Factory Limited) joined in the Board as Nominee Director.
			Mr. Waqar Ahmad Choudhury (Represent Vanguard AML BD Finance Mutual Fund One) joined in the Board as Nominee Director.

(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:

List of principal products and services and markets thereof:

SL	Principal products and services	Market
1	Internet service	Local
2	Data Service-IPVPN	
3	IP (Internet Protocol) Telephony service	
4	Telehouse & Hosting	
5	Equipment Sales	
6	Multiprotocol Label Switching (MPLS)	Export
7	International Private Leased Circuit (IPLC)	

## **Description of the Principal Products and Services are described below:**

### **Internet service:**

ADNTel provides high-speed, secured and reliable internet services, anywhere in Bangladesh. ADNTel also provides cutting-edge technologies such as WiMAX, WiFi, SDH, and GEON through wired infrastructure, wireless means or through satellite. To provide seamless and smooth services, ADNTel's internet infrastructure is connected to both submarine and terrestrial cable. Additionally, ADNTel is connected to different International Internet Gateways (IIG) and National Internet Exchange (NIX).

### **Data Service-IPVPN:**

This is a one-stop service where Internet Protocol Virtual Private Network (IPVPN) can connect multiple locations converging voice, video and data onto one network at required performance levels by managing the bandwidth. This is a network-based solution that is intelligent, understanding the varying needs and performance parameters for different types of traffic. This secure solution allows consolidating different applications, end users and supporting infrastructure onto a single private network.

### **IP (Internet Protocol) Telephony service:**

The IP Telephone solution of ADNTel is a fixed location telephone used over the internet and carries voice. It has all the services of a land phone and allows the user to make video-calls, use voicemail and many other Value Added Services. It offers everything one needs, from a simple stand-alone phone-set to a complete office PABX replacement.

### **Telehouse& Hosting:**

ADNTel offers telehouse and hosting services, otherwise known as Data Center service. These are configured for the most complex installations and co-location space. ADNTel's Data Center complies with industry standards offering co-location facilities with 24X7 restricted access. At present ADNTel have these facilities in two locations of Dhaka city (Motijheel and Mohakhali). There are future expansion plans to establish these facilities in major cities across the country to accommodate increasing demand

### **Equipment Sales:**

When customers are provided a service, it is backed up with equipment (hardware) to facilitate it. Equipment such as fiber, routers, switches, IP telephones, etc. are sold in addition to the service as a part of Service Level Agreements (SLA).

### **Multiprotocol Label Switching (MPLS):**

ADNTel provides global MPLS services in partnership with the foreign carriers. It offers a range of cost effective IP solutions that simplify the operation of corporate data networks with seamless any-to-any connectivity across the world. This service enables users to use a single connection between offices across the Asia Pacific region and beyond and allow the network to manage the application prioritization and routing of traffic.

### **International Private Leased Circuit (IPLC):**

IPLC offers a dedicated secure digital point to point private connection between two locations, one at Bangladesh and the other overseas. ADNTel helps connect major national and international organizations with a direct link to their global offices for end-to-end connectivity using International Private Leased Circuit (IPLC) through high-speed, international long distance cables.

## **Demand and Supply Forecasts for the Sector including market thereof:**

Although it could do much more, still availability of online Internet service is making significant positive changes in the country. The benefits for business communications, both with respect to cost savings and speed, are note worthy. A new social class is being created, mainly amongst the young generation who find the Internet an effective tool for their career development and the globalization of their thoughts and creativity. Many Internet users have stated that a whole new world has been opened to them, they are getting a new source of knowledge, and they are also making relations with many good friends and organizations worldwide. ([https://www.isoc.org/inet97/proceedings/E3/E3\\_1.HTM](https://www.isoc.org/inet97/proceedings/E3/E3_1.HTM) )

Globally our presence in the internet is remarkable. Its shows that Name of Bangladesh included in the top 20 internet user's countries. As a result, it can be presumed that Bangladesh has strong potentials to build digital Bangladesh very soon. (<https://www.internetworldstats.com/top20.htm>) .

<b>TOP 20 COUNTRIES WITH HIGHEST NUMBER OF INTERNET USERS – DECEMBER 31,2017</b>		
<b>Sl</b>	<b>Country or Region</b>	<b>Internet Growth</b>
1	China	3,331%
2	India	9,142%
3	United States	227%
4	Brazil	2,881%
5	Indonesia	7,063%
6	Japan	152%
7	Russia	3,434%
8	Nigeria	49,095%
9	Mexico	3,033%
10	Bangladesh	80,383%
11	Germany	229%
12	Philippines	3,250%
13	Vietnam	31,900%
14	United Kingdom	309%
15	France	610%
16	Thailand	2,378%
17	Iran	22,580%
18	Turkey	2,700%
19	Italy	315%
20	Egypt	10,613%

All of the above statistic and market overview actually showcase the impact on digital era of our country . Its just a beginning of digitalization and if we have a better infrastructure for these particular sector then that day is not far when we will be recognized as a developed digital country in the modern world.

(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:

<b>Particulars</b>	<b>FY 2016-17 (Amount in BDT)</b>		
	<b>MPLS</b>	<b>Data Service-IPVPN</b>	<b>Total</b>
Net revenue	385,400,968	391,227,735	776,628,703
Variable cost	(81,913,214)	(198,626,321)	(280,539,535)
<b>Contribution Margin (CM)</b>	<b>303,487,754</b>	<b>192,601,414</b>	<b>496,089,168</b>
<b>CM percentage (%) of total sales</b>	<b>78.75%</b>	<b>49.23%</b>	<b>63.88%</b>
Fixed cost			(134,898,148)
<b>Gross profit</b>			<b>361,191,020</b>
Operating expenses			(150,132,880)
<b>Operating profit</b>			<b>211,058,140</b>

**(vii) Description of associates, subsidiary and holding Company of the issuer and core area of business thereof:**

The Company has no subsidiary and holding Company except follows:

Name of the Company	Relationship	Nature of business
MyTel Limited	Associate Company	Establishing, Operating, Maintaining International Gateway (IGW) Services.

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

**Sales and Marketing:**

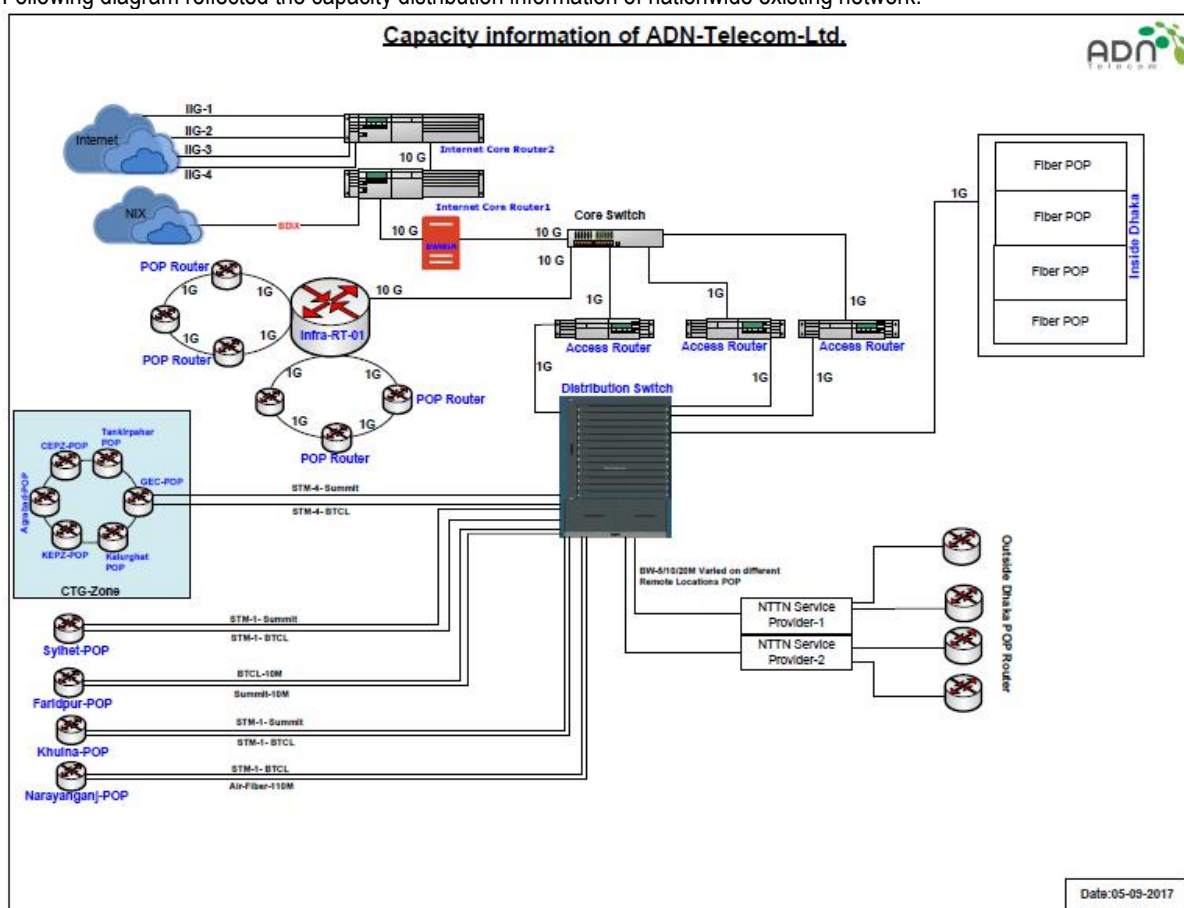
ADNTel is in the business of selling leased bandwidth, IP enable value added service to the local market and connectivity services to the international market.

For both local and export market the company uses Direct Marketing and Sales processes thus ensuring customer focus, satisfaction and accountability. Customer care touch points are continuously trained to ensure that proper and effective communication reaches customers and that the delivery of service and after sales services are smooth and without obstacles.

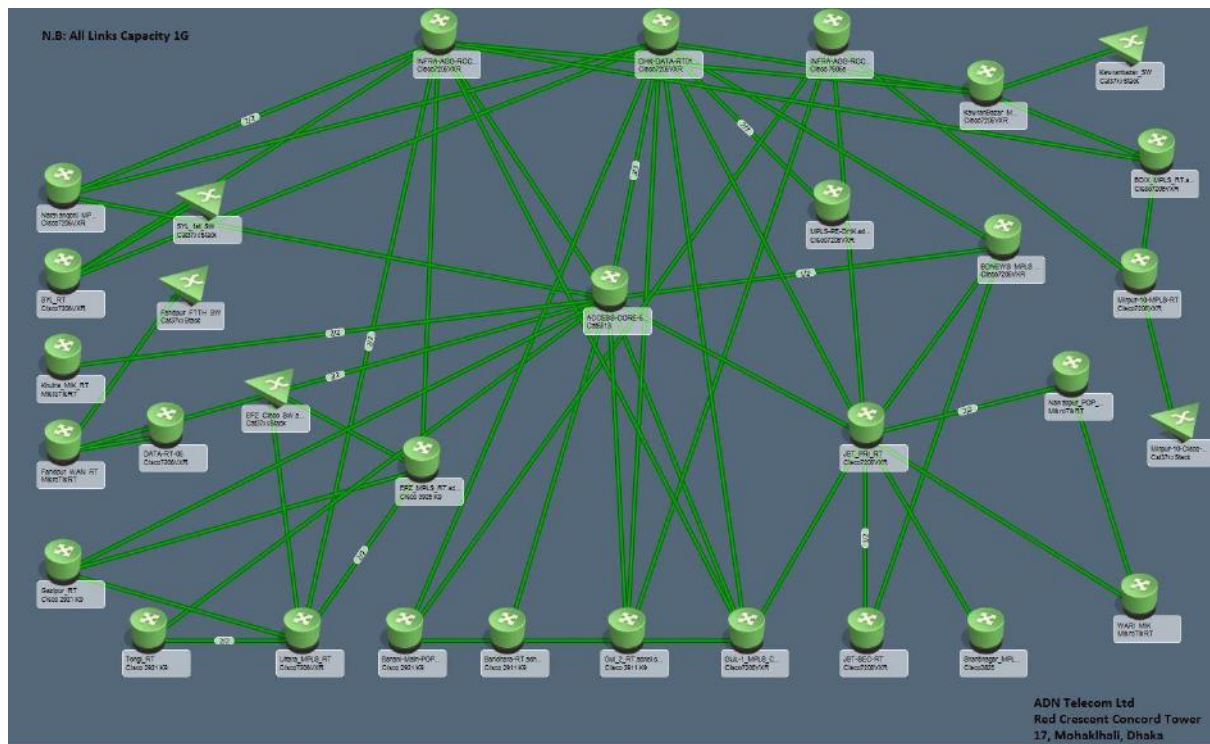
**Capacity Distribution Flow Chart:**

The company is authorized to sell or lease Bandwidth & Capacity services nationwide through its multiple Point of Presence (POP) throughout the nation.

Following diagram reflected the capacity distribution information of nationwide existing network:

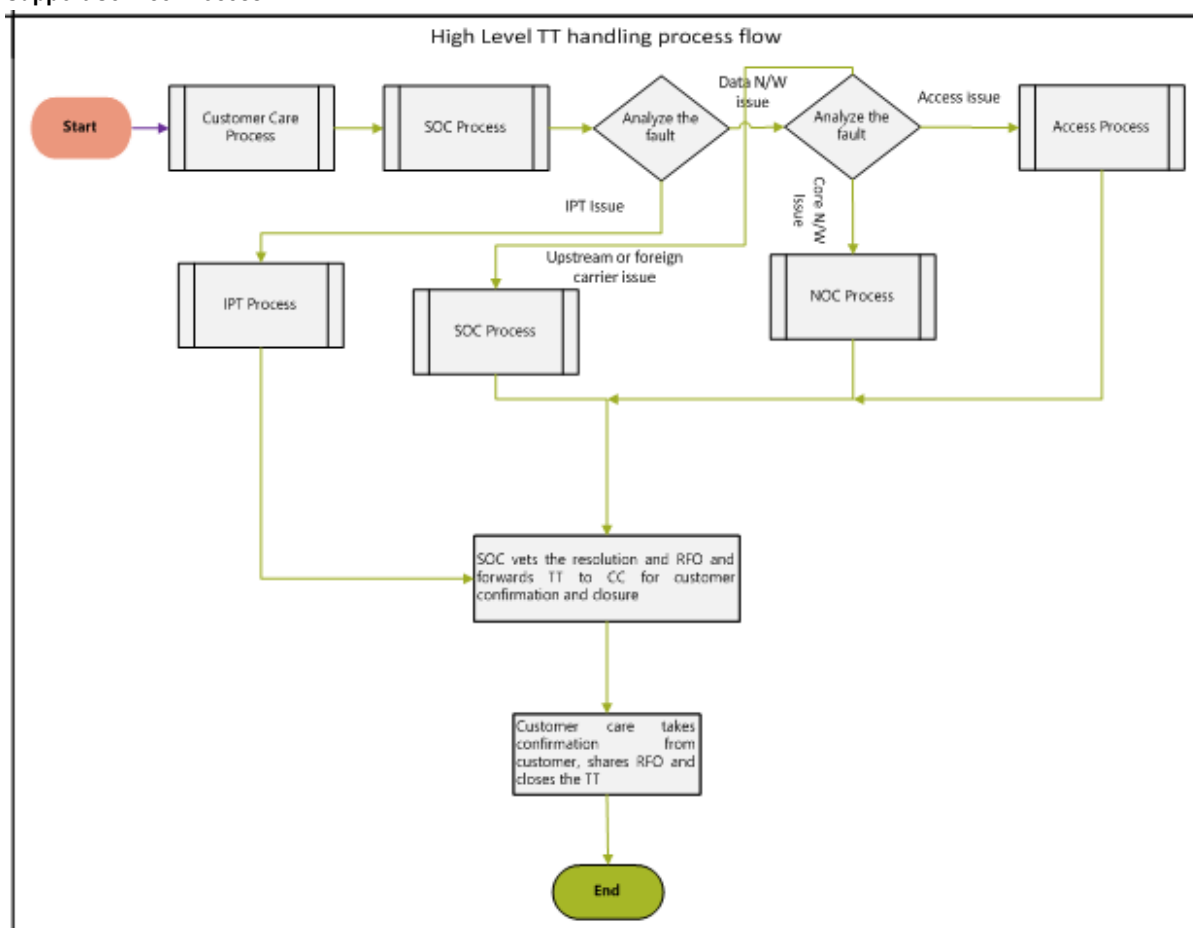


Following diagram reflected the capacity distribution information of the existing network of Dhaka:





## Support Service Process:



## Export Possibilities and Obligation:

At present ADNTel is only provider for existing strategic partners of SingTel, Orange and TATA. So there is possibility of expanding the export business. However, except the ordinary course of business, there is no export obligation.

### (ix) Competitive conditions in business with names, percentage and volume of market share of major competitors:

In Bangladesh, a number of listed companies are engaged in IT Sector. Major competitors are:

SL	Name
1	aamra technologies limited
2	Agni Systems Ltd.
3	BDCOM Online Ltd.
4	Daffodil Computers Ltd.
5	Intech Limited
6	Information Services Network Ltd.
7	IT Consultants Limited

Apart from this, as per annual report of the listed companies and audited financial statements of ADN Telecom Limited, the turnover and paid up capital are presented below:

SL	Name	Revenue in BDT	Paid-up Capital	Year end
1	ADN Telecom Limited	829,452,281	448,600,000	June 30, 2017
		757,317,248	209,295,830	June 30, 2016

12	aamra technologies limited	1,114,779,623	553,693,950	June 30, 2016
3	Agni Systems Ltd.	336,375,715	626,767,680	June 30, 2016
4	BDCOM Online Ltd.	444,680,318	414,082,213	June 30, 2016
5	Daffodil Computers Ltd.	537,852,979	499,122,620	June 30, 2016
6	Intech Limited	114,126,973	233,201,000	June 30, 2016
8	IT Consultants Limited	986,281,850	870,000,000	June 30, 2016

There is no data available regarding market shares of the respective listed company in their annual report.

Source: DSE website and review, Company's website.

**(x) Sources and availability of raw materials and the Names and address of the principal suppliers and contingency plan in the case of disruption:**

ADN Telecom Limited is a service provider Company and most of its raw materials are procured from local sources. The names of the principal suppliers are given below:

SL	Name of Principal Suppliers	Address	Type of Raw Material	Contingency plan in case of any disruption
1	Grameenphone Ltd.	GP House, Bashundhara, Baridhara, Dhaka-1229.	Co-location/ Secondary transmission capacity*.	Numbers of suppliers of raw materials are available in the market. So there is no possibility of disruption
2	Managewell Communication Ltd.**	Red Crescent Concord Tower (4th Floor), 17 Mohakhali C/A, Dhaka-1212.	Internet Bandwidth.	
3	BD Link Communications Ltd	Red Crescent Borak Tower, Level-M, 37/3/A, Eskaton Garden Road, Dhaka-1000.		
4	Summit Communications Limited	Summit Centre, 18, Kawran Bazar, C/A, Dhaka-1215.	Fiber lease rent (underground cable) and transmission capacity.	
5	Fiber @ Home Limited	House # 7/B, Road # 13, Gulshan-1,Dhaka.		

\*Secondary Transmission service has been taken upto June 30, 2017 from Grameen Phone but subsequently as per BTRC guideline, now this service is taking from NTTN service provider.

\*\*The name of Managewell Communication Ltd. has been changed to ADN International Gateway Limited on 4<sup>th</sup> April, 2019.

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

Utilities	Sources and Requirement	Contingency plan
<b>Power</b>	At present total monthly requirement of power is around 70 KVA for its rented registered and corporate office.  DESCO (Dhaka Electric Supply Company Limited) is primary source of electricity of ADNTel.	The Company uses diesel generators as standby with the total capacity of 110 KVA in case of any power disruption. ADNTel have UPS in its corporate office for the IT systems.
<b>Gas</b>	ADNTel is a service oriented company therefore it does not use any gas.	Since the company is engaged in service oriented operations hence there is no particular contingency plan for gas supply.
<b>Water</b>	WASA (Water Supply & Sewerage Authority) provides the water supply of ADNTel. All the tenants in the rented office premises pay monthly water bill proportionately.	Since the company is not engaged in any manufacturing operations hence there is no particular contingency plan for water supply.

**(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 the amount and percentage thereof:**

There is no such single customer who purchases 10% or more of the Company's products except the followings:

Customers Name, Address, Telephone Number	Web Address	E-mail	Fax Number	FY 2016-17	
				BDT	Percentage (%)
<b>Name:</b> Singapore Telecommunications Ltd. <b>Address:</b> 31 Exeter Road, #24-00, Comcenter I Singapore 239732. <b>Telephone Number:</b> (+65) 6248 4248	www.singtel.com	philip@singtel.com	(65) 6735 2172	227,550,970	27.38%
<b>Name:</b> Equant Network Systems Ltd, <b>Address:</b> Garryard House, 25-26 Earlsfort Terrace, Dublin 2, Ireland. <b>Telephone Number :</b> (+353)-1-402-5900	www.orange-business.com	Shahajad.uddin@foisbd.com	353-1-402-5988	140,117,182	15.72%

**(xiii) Names, address(s), telephone number, web address, e-mail and fax number of the suppliers from whom account for 10% or more of its raw materials or finished goods with the amount and percentage thereof:**

The Company has following Suppliers from whom the Company purchases 10% or more of its raw material:

Suppliers Name, Address, Telephone Number	Web Address	E-mail	Fax Number	FY 2016-17	
				BDT	Percentage (%)
<b>Name:</b> Grameen Phone Ltd. <b>Address:</b> GP House, Bashundhara, Baridhara, Dhaka-1229. <b>Telephone Number:</b> 9882958-2958/90	www.grameenphone.com	info@grameenphone.com	+880 2 988 2970	80,798,365	18.44%

**(xiv) Description of any contract which the issuer has with its principal suppliers or customers showing the total amount and quality 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 the CEO or MD, CFO and Chairman on behalf of the Board of Directors:**

The company has agreement with the following principal suppliers:

SL	Name of principal suppliers	Duration of the contact	Transacted amount (BDT) FY 2016-17	Transacted quantity
1	Grameenphone Ltd.	1 Feb 2017 to 31 Jan 2022 (Auto renewal able)	80,798,365	N/A
2	Managewell Communication Ltd.*	18 Jan 2016 to till date (Auto renewal able)	32,813,170	N/A
3	Summit Communications Limited	15 Dec 2016 to 14 Dec 2021 (Auto renewal able)	27,829,140	N/A
4	BD Link Communications Ltd.	Individual service term agreement (Auto renewal able)	27,103,982	N/A
5	Fiber @ Home Limited	28 Aug 2010 to till date (Auto renewal able)	20,586,975	N/A
6	Bangladesh Telecommunication Company Ltd.	Demand note	11,871,004	N/A
7	Bangladesh Submarine Cable Company Ltd.	16 July 2015 to 15 July 2018 (Auto renewal able)	9,161,083	N/A

\*The name of Managewell Communication Ltd. has been changed to ADN International Gateway Limited on 4<sup>th</sup> April, 2019.

The company has agreement with the following principal customers:

SL	Name of principal customers	Duration of the contact	Transacted amount (BDT) FY 2016-17	Transacted quantity
1	Singapore Telecommunications Ltd	Valid till 23 May, 2018 (Auto Renewable)	227,550,970	N/A
2	Equant Network Systems Ltd	Valid till 13 August, 2018 (Auto Renewable)	140,117,182	N/A

(xv) Description of licenses, registration, NOC and permissions obtained by the Issuer with issue, renewal and expiry dates:

Sl.	Particulars	Certificate/License No.	Issue/Renewal Date	Current Status
1.	Certificate of Incorporation	No. C-50557	22-09- 2003	N/A
2.	Certificate of Name Change	No. C-50557	15-04- 2012	N/A
3.	TIN Certificate	433804810094 Taxes Circle -316 (Company), Taxes Zone -15, Dhaka.	17-11-2013	N/A
4.	VAT Registration Certificate	Reg. No. 18131026745 Area Code 180303	25-05-2014	N/A
5.	Export Registration Certificate	RA -0118556	22 -07-2014	Valid for the year 2018-2019. (Renewal under process)
6.	Import Registration Certificate	BA -0205780	26 -04- 2010	Valid for the year 2018-2019. (Renewal under process)
7.	Trade License	License No. 03-089842	19-07-2018	Valid for the year 2019-2020.
8.	DCCI Membership Certificate	Membership Certificate No. 00348, Book No. 004	25-08-2012	Valid till 31 December, 2019.
9.	Fire License	No. DD/Dhaka/25150/2015	12-03-2015	Valid for the year 2019-2020.
10.	Nationwide ISP (Internet Service Provider) License	License No. BTRC/LL/ISP – Nationwide (137) ADNSL/2010-130	05-09-2010	Valid till 05 July, 2020.
11.	Internet Protocol Telephony Service Provider License	License No. BTRC/LL/IPTSP – Nationwide (24) ADNSL/2009-24	01-10-2009	Valid till 30 September, 2024.
12.	VSAT Provider (Hub) License	License No. BTRC/LL/VSAT-P/H (58) ADNSL (Dhaka)/2006-9	28-02-2007	Valid till 27 February, 2020.
13.	BASIS Membership Certificate	Membership No: G-502 Membership Category: General	-	Valid till 31 December 2019.
14.	ISP Association Membership Certificate	Membership ID # 33	-	Valid till 31 December 2019.
15.	BIDA (former BOI) Registration	No. L-84710410021H	11-10-2004	N/A
16.	ISO 9001:2015 Certificate	IND18.7085U/Q	30-01-2018	Valid till 4 February, 2021.

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

The Company does not have any material patents, trademarks, licenses or royalty agreements except as mentioned in the above schedule.

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

Monthly Salary Range (In BDT)	Permanent basis	Contract basis	Total employees As on June 30, 2017	Total employees As on June 30, 2016
Below 6,000	-	1	1	1
Above 6,000	225	222	447	403
<b>Total</b>	<b>225</b>	<b>223</b>	<b>448</b>	<b>404</b>

\* All employees mentioned in the above table are full time employees.

**(xviii) Brief Description of Business strategy:**

1. In this era of Disruptive Innovation and Digital Customer Experience, ADN Telecom aims to focus on product and service diversification (enhancing Wi-Fi, Data center and Infrastructure capacity) and continuously evolve the existing corporate portfolio through digital transformation and innovation.
2. The company intends to introduce new and cutting-edge products, services and technology and expect to introduce Omni Channel Service Experience. This will ensure the prime strategy of building long-lasting and sustainable relationships with businesses and consumers.
3. The company has aggressive expansion plans both nationally and internationally in terms of product/service offerings and builds a strong logistical network to support this expansion.
4. The company is going to continue with the strategy of increasing organizational capacity and competence to enhance our already existing reputation of being a dependable IT enabled service brand amongst financial institutions, local and international conglomerates and MNCs including fast expanding education sector.
5. The innovative and energetic team of ADN Telecom is aiming to explore the newest technologies and build one of the best technological R&D endeavor for the millennium generation of Bangladesh.
6. The company ensure international standard of service delivery, quality management and increase organizational capacity to adapt to international IT best practices and disruptive innovation.
7. The company shall increase communication and relationship with like-minded organizations, service providers, vendors and other concerned stakeholders.
8. The company intends to explore B2C and IoT segments.
9. Finally, the company intends to build sustainable, long-lasting and fruitful business relationships with our investors.

**(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, rational to achieve the projected level:**

Below mentioned table containing the existing installed capacity and capacity utilization in the previous years, projected capacity and the assumptions of future utilization for the next three years based on the market trend and forecast. ADNTel being mainly Internet and Data Connectivity service provider business entity, existing installed and future capacity & utilization of Internet Services are given below:

Internet Bandwidth Capacity						
Item	Existing			Projected		
Year	2015	2016	2017	2018	2019	2020
Capacity (Monthly) in Mbps	1000	1800	3200	8000	15000	25000
Capacity Utilized	790	1350	2390	6200	12050	19500

(Monthly) in Mbps						
%	79%	75%	75%	78%	80%	78%
<b>Network Capacity</b>						
<b>Item</b>	<b>Existing</b>			<b>Projected</b>		
<b>Year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Capacity (Monthly) in Mbps	6744	9244	12366	17366	30000	40000
Capacity Utilized (Monthly) in Mbps	5100	7100	9500	13200	23500	31000
%	76%	77%	77%	76%	78%	78%

**(e) Description of Property:**

The written down value of Property, Plant & Equipment is owned by the company as per audited accounts as on 30 June, 2017 are stated below.

SL	Name of the Assets	Total
1	Land and Land Development	54,876,546
2	Radio Link, Infrastructure & Backbone Equipments	399,076,778
3	Fiber Equipment	119,558,023
4	Computer & Computer Equipments	11,453,219
5	Office Equipments	17,570,393
6	Optical Fiber	22,911,298
7	Furniture & Fittings	10,357,852
8	IPTSP & Video Conference Equipment	4,601,785
9	Motor Vehicle	7,470,412
10	Support Equipment	81,849,653
11	Leasehold Motor Vehicle	4,178,315
<b>Total Amount</b>		<b>733,904,274</b>

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

The Company has 14.46 decimals and 1754 decimals land located at Beraid, Dhaka and Panchagarh respectively. At present lands are vacant in conditions.

Principal plants and other properties are located at the company's register office- Red Crescent Concord Tower (19th Floor) 17, Mohakhali Commercial Area, Dhaka – 1212; other offices- **Chittagong Office:** IFCO Complex (10th Floor - South), 1147/A, CDA Avenue GEC Circle, Nasirabad, Chittagong; **Sylhet Office:** Garden Tower Apartment Flat No. -GTA3113, 11th Floor, Shahjalal Bridge Link Road, Sylhet - 3100; **Khulna Office:** 25-26, BDBL Bhaban (Level-7), (Former Shilpa Bank Bhaban), KDA C/A, Upper Jessore Road, Khulna-9100; **Faridpur Office:** Shamsuddin Tower (Room No. 89) Ward No. 04, Alipur, Faridpur and POPs located different districts in Bangladesh. All principal plants and other properties are working in good conditions.

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

The company owned all assets described as mentioned in above schedule except the following:

SL	Name of assets
1	Leasehold Motor Vehicle

(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:**

Deed No.	Dates of purchase	Mutation & DCR date	Last payment date of current rent (Khajna)	Dag No.			Deed Value (BDT)	Registration Cost (BDT)	Land Development Cost (BDT)	Total Cost (BDT)	*Area of Land (Decimals)		Current use of the Land			
											As per Title Deed (Decimals)	As per Mutation Khatian (Decimals)				
6115	26/06/2016	14/08/2016	Khajna for the Bengali year 1426 has been paid.	R. S Dag No. 1142			Dhaka City Jarip Dag No. 3523			3,55,58,200	35,558,200	4,265,642	1,057,158	14.46	14.13	Vacant
2632	18/10/2015	12/3/2017	Khajna for the Bengali year 1426 has been paid.	SA Dag Nos.			Mutation Dag Nos.			1,24,50,000	12,450,000	1,425,999	119,547	1754	1735	Vacant
				3545	3546	3564	3545	3546	3564							
				3595	3600	3616	3595	3600	3616							
				3599	3607	3629	3599	3607	3629							
				3642	3645	3650	3642	3645	3650							
				3655	3653	3563	3655	3653	3563							
				3526	3554	3511	3526	3554	3511							
				3530	3539	3547	3530	3539	3547							
				3551	3577	3592	3551	3577	3592							
				3604	3626	3131	3604	3626	3131							
				3134	3163	3262	3134	3163	3262							
				3287	3300	3344	3287	3300	3344							
				3351	3359	3358	3351	3359	3358							
				3491	3495	3497	3491	3495	3497							
				3529	3561	3602	3529	3561	3602							
				3613	3641	3519	3613	3641	3519							
				3580	3652	3516	3580	3652	3516							
				3507	3541	3628	3507	3541	3628							
				3586	3543	3606	3586	3543	3606							
				3644	3623	3138	3644	3623	3138							

Deed No.	Dates of purchase	Mutation & DCR date	Last payment date of current rent (Khajna)	Dag No.						Deed Value (BDT)	Registration Cost (BDT)	Land Development Cost (BDT)	Total Cost (BDT)	Area of Land (Decimals)		Current use of the Land
				3226	3304	3315	3226	3304	3315							
				3366	3504	3520	3366	3504	3520							
				3523	3560	3596	3523	3560	3596							
				3274	3291	3301	3274	3291	3301							
				3317	3320	3329	3317	3320	3329							
				3360	3423	3673	3360	3423	3673							
				3480	3460	3537	3480	3460	3537							
				3664	3502	3620	3664	3502	3620							
				3503	3513	3524	3503	3513	3524							
				3538	3504	3598	3538	3504	3598							
				3594	3605	3534	3594	3605	3534							
				3550	3583	3622	3550	3583	3622							
				3643	3699	3549	3643	3699	3549							
				3612	3637	3562	3612	3637	3562							
				3659	3569	3617	3659	3569	3617							
				3639	3661											
Total										48,008,200	5,691,641	1,176,705	54,876,546	1768.46	1749.13	

\*Note:

1. We have purchased 14.46 decimals of land at Beraid, Dhaka under Title Deed No. 6115 dated 26/06/2016, during the mutation it was matched with City Jarip and found that available area of land in the particular Dag is 14.13 decimals.

2. We have purchased 1754 decimals land at Panchagarh under Title Deed No. 2632 dated 18/10/2015 on the basis of previous owner's title, bia deed and bia mutation records. Concern AC Land Office mutated 1735 decimals land in favour of ADN Telecom Ltd.



(iv) The names of the persons from whom the lands has 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:

Serial No.	Names of the persons from whom the lands have been acquired	Area of Land (in decimal)		Cost of Acquisition (Amount in BDT)			Relation
		As per Title Deed	As per Mutation Khatian	Deed value	Registration cost	Total cost	
1	Mr. Md. Abdul Muin Miah, S/o Late Abdul Khalek Bepari alias Abdul Malek.	14.46 Decimals	14.13 decimals	3,55,58,200	5,322,800	40,881,000	N/A
2	(i) Dr. Mst. Kohinur Akter, Daughter of Md. Abul Kashem. (ii) Mst. Farzana Akter, Daughter of Md. Abul Kashem.	1,754 Decimals	1,735 decimals	1,24,50,000	1,545,546	13,995,546	N/A
	<b>Total</b>	<b>1,768.46 decimals</b>	<b>1,749.13</b>	<b>48,008,200</b>	<b>6,868,346</b>	<b>54,876,546</b>	

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

At present, the company is keeping its lands vacant, for which approval pertaining to use of the land is not applicable.

(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 the properties which is under mortgage	Name of the mortgagee
Registered 1 <sup>st</sup> ranking charge on all fixed and floating assets (present and future).	The City Bank Limited, Gulshan Branch.
Floating hypothecation charge against the network and IT Equipments.	IDLC Finance Limited, Head Office
Hypothecation of equipments /machineries.	Industrial and Infrastructure Development Finance Company Limited, Head Office
Except this no assets is mortgaged to anywhere.	

(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:

The Company has followings lease property:

A. Assets taken on lease from Non Banking Financial Institution (NBFI):

SL	Name of Property	Sanction Date	Expiration Date	Lessor Name	Principal terms and conditions		Amount in BDT		
					Interest Rate	No. of Installment	Sanction Amount	Installment	Outstanding
1	Leasehold Motor Vehicle	03-01-2016	30-06-2020	IIDFC	11%	60	3,500,000	82,924	2,620,447
		02-01-2017	27-12-2021		11%	60	2,400,000	52,182	2,219,028

## B. Operating lease agreement:

SL	Lessor	Effective date of lease	Expiration date of lease	Description of leased asset	Lease rent/period per month (BDT)	Liquidation
1	Red Crescent Concord Tower Owners Association	1-Jun-17	31-May-27	Rooftop space measuring 400 square feet and 1(one) Antenna/hub measuring 15 feet height having address at Red Crescent Concord Tower, 17 Mohakhali C/A, Dhaka-1212.	10,000	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
2	Nitol Motors Ltd.	1-Apr-19	31-Mar-21	Space measuring 3350 square feet with car parking in the basement -2, of the 19th floor namely RCC Tower situated at Plot#17, Mohakhali C/A, Dhaka-1212.	280,308	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
3	Mrs. Naima Faizee	1-Apr-16	31-Mar-20	At Office Space measuring 4990 square feet situated at unit A (North) and B (South), Red Crescent Concord Tower, 17 Mohakhali C/A, Dhaka-1212.	284,430	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
4	Bangladesh Red Crescent Society	1-Apr-15	31-Mar-21	At Office Space measuring 3rd floor 'A' 1800 square feet 4th floor 'A & B' unit measuring 4300 square feet total 6100 squarefeet, Red Crescent Concord Tower, 17 Mohakhali C/A, Dhaka-1212.	409,920	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
5	Jibon Bima Corporation	1-Jan-16	31-Dec-19	At 8th floor space measuring 1231 square feet and in the western side of 11th floor measuring 2336 square feet at Jibon Bima Tower, 10 Dilkusha C/A, Motijheel, Dhaka.	284,860	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
6	Mr. Taseen Akhter Haque	1-Oct-14	30-Sep-19	Office space measuring 12000 square feet situated at H# 52, R # 01, Block# F, Banani, Dhaka.	526,654	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor
7	IFCO Complex	1-Jan-19	31-Dec-21	At 10th floor south side, 2400 square feet, IFCO Complex, 1147/A, CDA Avenue, East Nasirabad, Khulshi, Chittagong.	100,800	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
8	IFCO Complex	1-Jan-19	31-Dec-21	Roof top, South side 2 nos 10' feet height antenna and Ground floor, generator space 50 square feet at IFCO Complex, 1147/A, CDA Avenue, East Nasirabad, Khulshi, Chittagong.	37,750	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
9	Mainul Hossain (Tipu)	1-Apr-17	31-Mar-20	Office space measuring 1377 square feet situated at H# 07, R # 01, 971 O R Nizam Road, GEC R/A, Chittagong	48,000	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
10	Commercial Court Properties	1-Oct-17	30-Oct-19	At 2nd floor space measuring 1225 square feet southern side of middle portion, Commercial Court, 95 Agrabad C/A, Chittagong.	57,293	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
11	Mrs. Setara Ahmed	1-Jan-17	31-Dec-21	Roof top, North side 1 nos 70' feet height antenna and one room at 357/A, Siddik Mansion, Lalkhan Bazer, Tankir Pahar, Khulshi, Chittagong.	13,800	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
12	Md Tahamidur Rahman	1-Apr-17	31-Apr-2027	At 7th floor space measuring 600 square feet for office space and roof for antenna, Rabu Tawer, 739/A, Baro Gola, Bogra.	13,800	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.

SL	Lessor	Effective date of lease	Expiration date of lease	Description of leased asset	Lease rent/period per month (BDT)	Liquidation
13	The Man and Company Ltd.	1-Nov-14	31-Oct-19	At Office Space measuring 1100 square feet at suite no-3313 at Garden Tower (10th Floor), Shahjalal Bridge Link Road, Sylhet.	47,029	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.
14	Bangladesh Development Bank Ltd	1-May-16	30-Apr-20	At office space measuring 1100 square feet in the level-7 (North-East Side) and One Antenna at the roof top of the Bangladesh Development Bank Ltd Bhaban at 25-26 KDA commercial Area, Upper Jessore road, Khulna	35,880	In case of termination of the agreement, the lessee will hand over the possession of the demised premises to the lessor.

(viii) Dates of purchase of plant and machineries along with sellers name, address, years of sale, condition when purchased, country of origin and remaining economic life, purchase price and written down value:

Name of Equipment	Date of Purchase	Name of supplier	Address of supplier	Year of Sale	Condition	Country of origin	Useful Economic Life of purchase	Estimated Remaining Useful Life	Total purchase price with other cost* (Amount in BDT)	Written down value ( Amount in BDT)
<b>Radio Link, Infrastructure &amp; Backbone Equipments</b>										
Nano Station	09-04-13	Product Plus Solutions	La 58/1, Middle Badda (3rd Floor), Progati Soroni, Dhaka-1212	N/A	Brand New	China	10	6	5,554,640	3,206,473
ePMP Force 180	29-01-17	Expediter Ltd	Concord Tower ( Ground Floor), 113 Kazi Nazrul Islam Avenue, Manglamotor, Dhaka	N/A	Brand New	USA	10	10	2,999,355	2,874,451
RADIO Cambium Integrated Radio	17-01-16	Expediter Ltd	Concord Tower ( Ground Floor), 113 Kazi Nazrul Islam Avenue, Manglamotor, Dhaka	N/A	Brand New	USA	10	9	1,601,880	1,369,278
Tower	03-07-16	Atomic Power & Co	S.N Supper Market, Dobadia, Uttarkhan, Uttara, Dhaka 1230	N/A	Brand New	Bangladesh	10	9	1,452,000	1,307,993
Cambium ePMP 180	29-03-16	Expediter Ltd	Concord Tower ( Ground Floor), 113 Kazi Nazrul Islam Avenue, Manglamotor, Dhaka	N/A	Brand New	USA	10	9	1,461,715	1,278,300
MicroMax	02-10-13	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	6	1,719,755	1,075,672
Engenius N-150 Wireless Router	27-07-14	Radix Interior & Constructions	356 DIT Road, East Ramoura.	N/A	Brand New	Bangladesh	10	7	1,407,409	995,212
Integrated Radio	30-12-15	Integra Technologies Ltd.	285, West Dhanmondi, Dhaka-1209	N/A	Brand New	Japan	10	8	1,121,316	952,965
Integrated Radio	30-12-15	Integra Technologies Ltd.	285, West Dhanmondi, Dhaka-1209	N/A	Brand New	Japan	10	8	1,061,245	901,913
Eathernet to E1 Converter	31-12-13	Mitsumaru Aircon Ltd.	9, Mirpur Road (5th Floor), Kalyanpur, Dhaka. 1207	N/A	Brand New	China	10	7	1,369,073	890,085
eP MP 1000:5 GHZ Commectozied Radio	14-02-16	Expediter Ltd	Concord Tower ( Ground Floor), 113 Kazi Nazrul Islam Avenue, Manglamotor, Dhaka	N/A	Brand New	USA	10	9	1,020,037	879,747
Cambium Integrated Radio	24-03-16	Integra Technologies Ltd.	285, West Dhanmondi, Dhaka-1209	N/A	Brand New	USA	10	9	996,975	870,509

Engenius N-150 Wireless Router	30-06-14	InGen Technology Limited	JR Tower (3rd, 4th & 13th Floor), 46, Mohakhali C/A, Dhaka-1212.	N/A	Brand New	USA	5	2	2,000,000	798,904
Tower	30-06-14	Atomic Power & Co	S.N Supper Market, Dobadia, Uttarkhan, Uttara, Dhaka 1230	N/A	Brand New	Bangladesh	10	7	1,060,199	741,849
Rocket M5Ti Titanium	04-09-13	Tech-Pro Tele Engineering	Tech-Pro Tele Engineering, 36/2 Lake Circus, (Ground Floor), Kalabagan, Dhaka	N/A	Brand New	USA	10	6	1,083,180	669,198
Nano Station with POE	25-11-15	Tech-Pro Tele Engineering	Tech-Pro Tele Engineering, 36/2 Lake Circus, (Ground Floor), Kalabagan, Dhaka	N/A	Brand New	USA	10	8	669,375	562,458
Tower	18-12-16	Megapower Engineering Ltd.	20/2 West Panthapath, Dhanmondi, Dhaka.	N/A	Brand New	Turkey	10	9	551,250	521,951
Integrated Radio	05-01-16	Integra Technologies Ltd.	285, West Dhanmondi, Dhaka-1209	N/A	Brand New	Japan	10	9	600,705	511,504
Nano Station M5	04-09-13	Tech-Pro Tele Engineering	Tech-Pro Tele Engineering, 36/2 Lake Circus, (Ground Floor), Kalabagan, Dhaka	N/A	Brand New	USA	10	6	5,554,640	3,431,702
ePMP Force 180	29-01-17	Expediter Ltd	Concord Tower (Ground Floor), 113 Kazi Nazrul Islam Avenue, Manglamotor, Dhaka	N/A	Brand New	USA	10	10	2,112,517	2,024,544
Rocket M5Ti Titanium	09-04-13	Product Plus Solutions	La 58/1, Middle Badda (3rd Floor), Progati Soroni, Dhaka-1212	N/A	Brand New	China	10	6	1,083,180	625,277
Double Jacket FTP CAT 6 Cable	29-01-17	Product Plus Solutions	La 58/1, Middle Badda (3rd Floor), Progati Soroni, Dhaka-1212	N/A	Brand New	India	5	5	566,614	519,422
BTS DBS3900 (4T4R) With Antenna	30-04-14	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan, Dhaka 1212	N/A	Brand New	China	10	7	180,504,437	123,287,003
ASN Gateway	30-04-14	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan, Dhaka 1212	N/A	Brand New	China	10	7	10,457,608	7,142,690
WiMAX ASN Gateway with Accssories (MASN 9770)	30-04-2014	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	7	10,457,608	7,142,690
Eathernet to E1 Converter	24-07-14	Titas Computer & Accessories	Gause Pak Bhahan, Shop # 92 (1st Flr), 28/G/1 Toyenbee Circular Road, Motijheel C/A, Dhaka-1000.	N/A	Brand New	China	10	7	2,611,800	1,844,718
Cambium Integrated Radio	15-02-16	Integra Technologies Ltd.	285, West Dhanmondi, Dhaka-1209	N/A	Brand New	USA	10	9	1,993,950	1,720,260

Belkin Wifi Wireless Extender	30-11-16	Network Technology	Plot # LA-31/B, Merul Badda, Gulshan, Dhaka, 1212	N/A	Brand New	China	10	9	1,593,771	1,501,201
Nano Station MIMO5 GHz,	29-06-14	Cloud Wireless Networks	Suite No.-02(6th Floor), 32 Purana Paltan, Dhaka	N/A	Brand New	USA	10	7	1,901,864	1,330,263
Cisco 831,	30-04-14	sapia Networks	1420 E. Roseville Parkway, Suite 140-110, Roseville, CA 95661, Email: matts@sapianet.com, Phone: 877-672-2565, Fax: 415-787-4847.	N/A	Brand New	USA	10	7	1,493,496	1,020,078
Software for I manager M2000	30-04-15	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan, Dhaka 1212	N/A	Brand New	China	10	8	11,849,973	7,763,943
AAA Software	30-04-2014	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	7	12,044,873	8,226,813
AAA Software	30-04-2014	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	7	11,849,973	8,093,694
AAA Software	19-09-14	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	7	10,668,263	7,701,609
AAA Software	30-04-14	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan, Dhaka 1212	N/A	Brand New	China	10	7	8,004,601	5,467,252
AAA Software	30-04-15	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan, Dhaka 1212	N/A	Brand New	China	10	8	12,044,873	9,431,301
CISCO Catalyst 3750G Switch	31-05-15	sapia Networks	1420 E. Roseville Parkway, Suite 140-110, Roseville, CA 95661, Email: matts@sapianet.com, Phone: 877-672-2565, Fax: 415-787-4847.	N/A	Brand New	USA	10	8	4,225,613	3,344,601
Quidway 59300 Terabit Routing Switch	30-04-14	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan, Dhaka 1212	N/A	Brand New	China	10	7	2,423,555	1,655,321

Quidway 59300 Terabit Routing Switch With Accessories	30-04-2014	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	7	2,423,555	1,655,321
POE Power injector	30-11-15	Esquire Electronics Limited	102,Shaheed Tajuddin Ahmed Sarani, Ideal Trade Centre (10th Floor)	N/A	Brand New	China	10	8	5,946,337	5,004,698
I manager M2000	30-04-15	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan, Dhaka 1212	N/A	Brand New	China	10	8	11,849,973	9,278,691
AAA Software	19-09-13	Computer Source Ltd.	House # 11/B, Road # 12 (New),Dhanmondi R/A. Dhaka-1209.	N/A	Brand New	USA	10	6	10,668,263	6,634,783
Others									202,109,654	152,820,442
<b>Total Radio Link, Infrastructure &amp; Backbone Equipments</b>									<b>554,171,100</b>	<b>399,076,778</b>
<b>Fiber Equipment</b>										
4-Port Non Channelized DS3	5-31-2015	sapia Networks	1420 E. Roseville Parkway, Suite 140-110, Roseville, CA 95661, Email: matts@sapianet.com, Phone: 877-672-2565, Fax: 415-787-4847.	N/A	Brand New	USA	10	8	8,142,920	6,445,177
Uplink switch with rack mount kit	6-29-2017	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	10	5,964,553	5,962,918
Slot Chassis,	6-9-2012	Tech Vally Networks Ltd	Tech-Pro Tele Engineering, 36/2 Lake Circus, (Ground Floor), Kalabagan, Dhaka	N/A	Brand New	USA	10	5	3,514,340	1,659,715
2xSTM Aggregate Interface	12-14-2014	System & Services Limited	House 40, Road 7B, Block H,Banani, Dhaka-1213	N/A	Brand New	China	10	7	685,328	510,898
1000BASE-LX/LH SEP transceiver module	3-31-2015	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floo, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	10	8	863,083	668,712
Chassis with 19 Slots	9-30-2014	Smart Technologies (BD) Ltd	Yakub South Centre, 67/D (Old), 156 (New), Mirpur Road (2nd Floor), Lake Circus, Kalabagan, Dhaka 1205	N/A	Brand New	China	10	7	4,114,367	2,982,634

E1 Card	30-11-2012	Smart Technologies (BD) Ltd	Yakub South Centre, 67/D (Old), 156 (New), Mirpur Road (2nd Floor), Lake Circus, Kalabagan, Dhaka 1205	N/A	Brand New	China	10	5	2,197,264	1,190,135
Mainboard	8-27-2014	Beijing Huahuan Electronics Co. Ltd	No.26, Shangdi 6th. Haidian District Beijing China 100085	N/A	Brand New	China	10	7	1,388,387	993,553
Main board with 4 slots	9-29-2016	Beijing Huahuan Electronics Co. Ltd	No.26, Shangdi 6th. Haidian District Beijing China 100085	N/A	Brand New	China	10	9	814,907	753,733
Aggregation Card with dual STM	11-30-2015	SASTech Limited	Twin Brooks Flat-B1,House- 8, Road-2/B Block-J, Baridhara, Dhaka-1212	N/A	Brand New	Latvia	10	8	1,096,768	923,088
LMXE V2.JXMB	11-30-2015	SASTech Limited	Twin Brooks Flat-B1,House- 8, Road-2/B Block-J, Baridhara, Dhaka-1212	N/A	Brand New	Latvia	10	8	1,088,846	916,420
OX 16 C Card for LMXE Mux	11-30-2016	Beijing Huahuan Electronics Co. Ltd	No.26, Shangdi 6th. Haidian District Beijing China 100085	N/A	Brand New	China	10	9	655,117	617,066
STM-1 Interfaces per Card	9-29-2016	Beijing Huahuan Electronics Co. Ltd	No.26, Shangdi 6th. Haidian District Beijing China 100085	N/A	Brand New	China	10	9	651,926	602,987
STM-4 Interface Per Card SFP	6-21-2016	Beijing Huahuan Electronics Co. Ltd	No.26, Shangdi 6th. Haidian District Beijing China 100085	N/A	Brand New	China	10	9	668,538	600,036
H9MO-LMXE.OX16C	11-30-2016	Beijing Huahuan Electronics Co. Ltd	No.26, Shangdi 6th. Haidian District Beijing China 100085	N/A	Brand New	China	10	9	635,744	598,819
Mida Converters	11-30-2015	SASTech Limited	Twin Brooks Flat-B1,House- 8, Road-2/B Block-J, Baridhara, Dhaka-1212	N/A	Brand New	Latvia	10	8	699,102	588,395
Splicer Machine	1-14-2016	RC Group	Eastern Manson (F#6, R#5), 67/9 Kakrail, Dhaka	N/A	Brand New	Japan	10	9	688,800	588,216
Optical Fiber Splice Machine	5-7-2017	Product Plus Solutions	La 58/1, Middle Badda (3rd Floor), Progati Soroni, Dhaka-1212	N/A	Brand New	Japan	10	10	784,350	772,746
4 Port Ethernet Card	12-17-2015	RA Communication	Jibon Bima Tower (8th floor), 10, Dilkisa C/A. Dhaka-1000.	N/A	Brand New	China	10	8	2,390,862	2,023,390
Power Inverter	11-30-2016	Networld Technology	Plot # LA-31/B, Merul Badda, Gulshan, Dhaka, 1212	N/A	Brand New	China	10	9	619,930	583,923
Others									120,570,069	89,575,462
<b>Total Fiber Equipment</b>									<b>158,235,201</b>	<b>119,558,023</b>



<b>Computer &amp; Computer Equipment</b>									<b>32,525,640</b>	<b>11,453,219</b>
<b>Optical Fiber</b>										
Optical Fiber Cable	6-9-2016	RA Communication	Jibon Bima Tower(8th floor),10,Dilkisa C/A.Dhaka-1000.	N/A	Brand New	India	5	4	2,508,792	1,978,165
Optical Fiber Cable	5-17-2016	ARA Technologies	House # 24 (Ground Floor),Road # 13/C, Block-E,Banani,Dhaka-1213.	N/A	Brand New	India	5	4	1,720,000	1,334,532
Optical Fiber Cable	6-13-2017	ARA Technologies	House # 24 (Ground Floor),Road # 13/C, Block-E,Banani,Dhaka-1213.	N/A	Brand New	India	5	5	603,191	597,572
Optical Fiber Cable	4-9-2017	Product Plus Solutions	Suvastu Arcade IT Park,112/A,1st Floor,Elephant Road,Dhaka.	N/A	Brand New	India	5	5	532,316	508,398
Others									26,867,702	18,492,631
<b>Total Optical Fiber</b>									<b>32,232,001</b>	<b>22,911,298</b>
<b>IPTSP &amp; Video Conference Equipment</b>										
16 port FXO Media Gateway	3-10-2016	RA Communication	Jibon Bima Tower (8th floor), 10, Dilkisa C/A. Dhaka-1000.	N/A	Brand New	China	10	8	3,775,457	755,091
16 port FXO Media Gateway	3-16-2013	Fancy World	97/1 Baghbari, Mirpur, Dhaka-1216	N/A	Brand New	Bangladesh	10	5	3,530,227	1,412,091
Cisco Unified Phone	12-14-2015	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floor, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	10	7	2,215,523	443,105
Cisco Unified Phone	12-14-2015	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floor, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	8	5	1,747,449	655,293
Catalyst 3750X 48 Port Data IP Services,	4-30-2014	Acecom Networks Pte Ltd	200 Jalan Sultan Road, #02-13 Singapore (199018) Email: mervinteo@acecomnet.com, Phone: 62953233, Fax: 62953133.	N/A	Brand New	Hong kong	6	2	1,526,278	508,759
Others									514,060	827,445
<b>Total IPTSP &amp; Video Conference Equipment</b>									<b>13,308,994</b>	<b>4,601,785</b>
<b>Support Equipment</b>										
Mikrtik Router	5-31-2017	RA Communication	Jibon Bima Tower (8th floor), 10, Dilkisa C/A. Dhaka-1000.	N/A	Brand New	Latvia	10	10	5,960,482	5,911,492

Mikrtik Router	4-2-2017	RA Communication	Jibon Bima Tower (8th floor),10,DilkisaC/A.Dhaka-1000.	N/A	Brand New	Latvia	10	10	4,896,112	4,776,727
WASN	4-30-2015	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan,Dhaka 1212	N/A	Brand New	China	10	8	5,632,158	4,410,057
Mikrtik Router	2-16-2017	RA Communication	Jibon Bima Tower (8th floor),10, Dilkisa C/A. Dhaka-1000.	N/A	Brand New	Latvia	10	10	4,413,346	4,251,322
NOD-JFDSLCLC	4-5-2015	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	Japan	10	9	4,968,812	4,856,615
Spare Parts For WASN	30-04-2014	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	8	5,632,158	4,846,841
Catalyst 3750*48 port data	3-31-2015	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floo, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	10	8	4,228,673	3,276,352
ASR 1002 VPN+FW Bundle w/ESP-5G, AESK9, Licenses 4GD DRAM(SPA-5X1GE-V2)	6-9-2012	Tech Vally Networks Ltd	Tech-Pro Tele Engineering, 36/2 Lake Circus, (Ground Floor),Kalabagan,Dhaka	N/A	Brand New	USA	10	5	1,923,962	950,385
ASR 1002 VPN+FW Bundle w/ESP-5G, AESK9, Licenses 4GD DRAM	6-9-2012	Tech Vally Networks Ltd	Tech-Pro Tele Engineering, 36/2 Lake Circus, (Ground Floor),Kalabagan,Dhaka	N/A	Brand New	USA	10	5	2,108,989	1,041,783
Intellinet 16 Port Switch	12-31-2015	RA Communication	Jibon Bima Tower (8th floor),10, DilkisaC/A.Dhaka-1000.	N/A	Brand New	China	10	9	649,890	552,496
CISCO 1941 - HSEC +K9	12-14-2015	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floo, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	10	8	652,305	551,510
WS-C3750G-48TS-S	9-19-2013	Acecom Networks Pte Ltd	200 Jalan Sultan Road, #02-13 Singapore (199018) Email: mervinteo@acecomnet.com, Phone: 62953233, Fax: 62953133.	N/A	Brand New	Hong kong	10	6	928,961	577,737
CIS-ASR1006	12-31-2013	BCS Computer	BCS Computer,City IDB Bhaban, Shop # 118,Sher-E-Bangla Nagar	N/A	Brand New	Thailand	10	7	2,288,518	1,487,850
Pro V Serces	31-07-2012	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	5	3,910,733	1,987,510
CIS-ASR1006	12-31-2013	BCS Computer	BCS Computer,City IDB Bhaban, Shop # 118,Sher-E-Bangla Nagar	N/A	Brand New	Thailand	10	7	2,286,789	1,486,726

Pcs Spare Parts For DBS 3900	30-04-2014	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	7	2,004,295	1,698,712
Mikrtik Router	7-15-2014	ARRA Technologies Ltd.	House # 485, Middle Faidabad. Uttara, Dhaka-1230.	N/A	Brand New	China	10	7	2,395,672	1,686,159
Mikrtik Router	9-25-2016	RA Communication	Jibon Bima Tower (8th floor), 10, Dilkisa C/A. Dhaka-1000.	N/A	Brand New	Latvia	10	9	1,635,969	1,511,366
CISCO 2921/K9,CISCO 2921-V/K9,	11-26-2015	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floo, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	10	8	1,034,833	869,827
H9MO-LMFV2/EJ	2-12-2015	Beijing Huahuan Electronics Co. Ltd	No.26, Shangdi 6th. Haidian District Beijing Chaina 100085	N/A	Brand New	China	10	8	1,103,823	841,022
I-Manager M200	30-04-2014	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	8	11,367,185	9,160,108
Tenda 16 port Switch 10/100MBPS	11-30-2014	Modern Technology	Kha-214, Merul Badda, Gulshan, Dhaka-1212.	N/A	Brand New	China	10	7	865,477	641,875
Server	12-10-2015	International Office Machines Ltd	Land Mark Building (3rd Floor),12-14 Gulshan North C/A,Dhaka, 1212	N/A	Brand New	Japan	10	8	758,500	640,465
Rectifier Module	11-30-2016	Eltek Power Pte	Flat: A2, H# 17 R# 42, Gulshan-2, Dhaka	N/A	Brand New	China	10	9	785,167	739,563
Cisco 7206 VXR with NPE-g2	9-19-2013	sapia Networks	1420 E. Roseville Parkway, Suite 140-110, Roseville, CA 95661, Email: matts@sapianet.com, Phone: 877-672-2565, Fax: 415-787-4847.	N/A	Brand New	USA	10	6	1,173,422	729,772
Edge Server	2-23-2017	Tech Vally Networks Ltd	TechValley Networks Limited	N/A	Brand New	USA	10	10	732,187	706,711
Rack Mountable Server	6-11-2015	Computer Source Ltd.	House # 11/B, Road # 12 (New). Dhanmondi R/A. Dhaka-1209.	N/A	Brand New	China	10	8	1,220,000	969,315
Rack Server	5-24-2017	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floo, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	10	10	1,344,000	1,330,376
Uplink switch with rack mount kit	6-29-2017	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	China	10	10	1,820,471	1,819,972
NOD-JFDSLCLC	4-5-2015	A DATANET Singapore Pte Ltd	116 Lavender Street, #03-04 Pek Chuan Building Singapore 338730, Singapore, Phone: +6562975592.	N/A	Brand New	Japan	10	8	2,308,020	1,791,403
DBS 3900	4-30-2014	Huawei	Uday Tower (2nd Floor), 57 & 57/A Gulshan,Dhaka 1212	N/A	Brand New	China	10	7	2,487,083	1,698,712

Mikrtik Router	11-6-2016	RA Communication	Jibon Bima Tower (8th floor),10,DilkisaC/A.Dhaka-1000.	N/A	Brand New	Latvia	10	9	3,521,350	3,293,668
Cisco 871-SEC-K9 Router	4-13-2016	Expediter Ltd	Concord Tower ( Ground Floor),113 Kazi Nazrul Islam Avenue,Manglamotor, Dhaka	N/A	Brand New	USA	10	9	2,906,549	2,553,781
Mikrtik Router	1-1-2017	RA Communication	Jibon Bima Tower (8th floor),10,DilkisaC/A.Dhaka-1000.	N/A	Brand New	Latvia	10	10	2,617,526	2,488,443
Cisco Router	5-31-2015	sapia Networks	1420 E. Roseville Parkway, Suite 140-110, Roseville, CA 95661, Email: matts@sapianet.com, Phone: 877-672-2565, Fax: 415-787-4847.	N/A	Brand New	USA	10	8	2,007,500	1,588,950
Gigabite SFP Industrial Switch	1-28-2016	sapia Networks	1420 E. Roseville Parkway, Suite 140-110, Roseville, CA 95661, Email: matts@sapianet.com, Phone: 877-672-2565, Fax: 415-787-4847.	N/A	Brand New	USA	10	9	1,621,610	1,391,030
CISCO 2901 SEK/K9	4-5-2016	Tech Vally Networks Ltd	Red Crescent Concord Tower (4 & 17th Floo, 17, Mohakhali C/A,Dhaka, 1212	N/A	Brand New	USA	10	9	1,410,272	1,236,016
Cisco 7206 VXR-NPE-G2,2GB Ram	5-31-2015	sapia Networks	1420 E. Roseville Parkway, Suite 140-110, Roseville, CA 95661, Email: matts@sapianet.com, Phone: 877-672-2565, Fax: 415-787-4847.	N/A	Brand New	USA	10	8	1,376,572	1,089,566
Others**									529,863	407,437
<b>Total Support Equipment</b>									<b>99,509,232</b>	<b>81,849,653</b>
<b>Grand Total</b>									<b>873,719,348</b>	<b>633,724,147</b>

\*Total Purchase Price with other cost includes invoice value including import duties and non-refundable purchase taxes, bank charge, insurance permium, carrige, clearing & forwarding agentsCommission.

\*\* Others included cost of Plant & Machinaries which value is less than Taka. 5 Lac.

**(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.:**

Since ADN Telecom Limited is a service-oriented company, therefore machineries are not associated with the operation of the company. However, the Company will procure some equipment for its expansion, which is mentioned in Section XXII under head of "Use of Proceeds" of this prospectus.

**(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:**

The company purchased all the Plants in brand new condition. In this connection, Auditor's certificate is as follows:

**DECLARATION RELATED TO MACHINERIES BEING BRAND NEW**

**TO WHOM IT MAY CONCERN**

ADN Telecom Limited is a domestic and international connectivity service provider company having no plant and machineries of manufacturing nature in the operation process of the company. However, the company use some equipments in it's operation process.

Based on equipment schedule, we do hereby declare that all the equipment of the company were purchased in brand new condition. There are no re-conditioned or second hand equipment installed in the company.

Sd/-

Place: Dhaka

Date: 20 September 2017

Syful Shamsul Alam & Co.  
Chartered Accountants

**(xii) Details of the second hand or reconditioned machineries 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 uses any re-conditioned/second-hand plant & machinery nor any plan to buy secondhand or reconditioned machineries.

**(xiii) A physical verification report by the issue manager(s) regarding the properties as submitted to the commission:**

**Physical Verification Report  
on  
ADN Telecom Limited**

Visited and Accompanied by	Name	Designation and Institutions
Visited by	Mr. Md. Sohel Rahman	Chief Executive Officer (Additional Charge) ICB Capital Management Ltd.
	Mrs. Swapna Roy	Senior Executive Officer ICB Capital Management Ltd.
	Mr. Md. Fazlul Hoque	Executive Officer ICB Capital Management Ltd.
	Mr. Md. Ashadur Rahman	Senior Officer ICB Capital Management Ltd.

Accompanied by	Mr. Mohammad Hamidur Rashid	Head of Technical Operation ADN Telecom Limited
	Mr. Mohammad Abdus Sattar	Manager (F& A) ADN Telecom Limited
	Mr. Rayhan Kamal, ACS	Assistant Company Secretary ADN Telecom Limited

#### Company Overview:

ADN Telecom Limited (Formerly known as Advanced Data Networks System Limited) was incorporated on September 22, 2003 under the Companies Act 1994 as a Private Limited Company. It commenced its commercial operation in 2003. ADN Telecom was converted into public limited company from private limited on July 25, 2012. The authorized and paid-up capital of the company is as follows:

Particulars	Amount in BDT
Authorized Capital	2,000,000,000
Paid up Capital(as on June 30, 2017)	448,600,000
IPO Size (BDT)	570,000,000
Face value	10

During the course we have visited the following Offices, POPs and land of ADN Telecom Limited:

<b>Registered &amp; Corporate Office</b> Red Crescent Concord Tower (19 <sup>th</sup> Floor) 17 Mohakhali C/A, Dhaka-1212, Bangladesh.	<b>Khulna Office</b> 25-26, BDBL Bhaban (Level-7), (Former Shilpa Bank Bhaban), KDA C/A, Upper Jessore Road, Khulna-9100, Bangladesh.
<b>Chittagong Office</b> IFCO Complex (10th Floor - South) 1147/A, CDA Avenue, GEC Circle, Nasirabad, Chittagong, Bangladesh.	<b>Faridpur Office</b> Shamsuddin Tower (Room No. 89) Ward No. 04, Alipur, Faridpur, Bangladesh.
<b>Sylhet Office</b> Garden Tower Apartment Flat No. - GTA3113, 11th Floor, Shahjalal Bridge Link Road, Sylhet - 3100, Bangladesh.	<b>RCC POP</b> Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Bir Uttam AK Khandakar Rd, Dhaka.
<b>Motijheel POP</b> 10 Dilkusha C/A, Jiban Bima Bhaban, Dhaka.	<b>CEPZ POP</b> BEPZA Administrative Building 1st Floor, CEPZ, Chittagong.
<b>Uttara POP</b> H # 76, R # 2, Sector # 3, Uttara, Dhaka.	<b>Kalurghat POP</b> Hazi Mustafa Bhaban, Sec-2764/D, Cnb, Kalurghat, Chittagong.
<b>Dhanmondi POP</b> Concord Royal Court, (4th Floor), Plot # 275 (G) Road # 27, Dhanmondi, R/A, Dhaka.	<b>KEPZ POP</b> Bepza Administrative Building ,Ground Floor, Karnaphuli Epz,North Potenga, Chittagong
<b>Karwan Bazar POP</b> 3/B, AC Bhaban, 5th Floor, Karwanbazar, Dhaka.	<b>Lalkhan Bazar POP</b> Setra Ahmed 357,Tangkir Pahar, Lalkhan Bazar,Chittagong.
<b>Panthapath POP</b> Firoz Tower, 152/3-B, Green Road, Panthapath, Dhaka.	<b>Sylhet POP</b> Garden Tower, Shahjalal Bridge Link Road, Sylhet.
<b>Gulshan -1 POP</b> House#6, Road-133,Gulshan 1, Dhaka.	<b>Rikabibazar POP-Sylhet</b> White Rose Shopping Center, Ideal Hospital Building , Rikabibazar, Sylhet

<b>Gulshan -2 POP</b> East Nibash, 138 Gulshan Avenue, Gulshan 2, Dhaka.	<b>Khulna POP</b> 25-26, KDA Commercial Area, Upper Jessor Road, Khulna.
<b>Banani Bazar POP</b> H # 15/A, R # 5, Block # F, Banani, Dhaka.	<b>Barisal CLP</b> Basar Road, Barisal
<b>Baridhara POP</b> Ka-9/A, Road # 12, Baridhara, Dhaka.	<b>Patuakhali CLP</b> Notun Bazar, Patuakhali Sadar, Patuakhali.
<b>Mirpur-10 POP</b> Paradise Home Complex, H # 19, R # 02, Section # 10, Mirpur, Dhaka.	<b>Bhola CLP</b> Near Govt Boys High School, Bhola Town, Bhola Sadar, Bhola.
<b>Nawabpur POP</b> 161, Nawabpur Road, Khan Electric Market , 10th FL ,Dhaka.	<b>Brahmanbaria CLP</b> Madrasa Road, Kandi Para Brahmanbaria
<b>Shantinagar POP</b> 24/3 Bir Uttam Samsul Alam Road, Chameli Bag, Shantinagar, Dhaka.	<b>Chandpur CLP</b> Shapla Sattar, Chandpur Sadar, Chandpur
<b>Wari POP</b> 28/1, Gardenia Cyber Café, Rankin Street, Wari, Dhaka.	<b>Comilla CLP</b> Satter Khan Complex, Monohorpur, Sadar, Comilla
<b>Tongi POP</b> Sena Kallayn Comercial Complex , PI-9, Block -F, Tongi Bazar, Gazipur	<b>Cox's Bazar CLP</b> Burmese Market, Cox's Bazar
<b>Chandra POP</b> Niagra Textile, Chandra Mor, Gazipur .	<b>Feni CLP</b> Rahman Market, Housing-23, Pargasia Road, Feni
<b>Gazipur POP</b> Sheikh Monzil, Post- Chandana, Joydebpur Chourasta, Gazipur	<b>Laxmipur CLP</b> Laxmipur Town.
<b>Savar EPZ POP</b> Fahami Garments, Baipail, Near Epz, Savar, Dhaka	<b>Noakhali CLP</b> Maijdee Super Market, Super Market Maijdee, Noakhali
<b>Savar GQ POP</b> Gq Plastic Factory, Genda , Savar.	<b>Mawna CLP</b> Mulaid, Maona, Sreepur, Gazipur.
<b>Narayanganj POP</b> 230/1, Lutfu Tower , 12 Fl, Bb Road, Chashara , Narayanganj.	<b>Gopalganj CLP</b> Vobanipur, Gopalganj Sadar, Gopalganj
<b>Ghoshaildanga POP</b> Sarker Tower, 10th Fl, 1103/B, Barek Building Cercle, Agrabad , Goshaildanga, Chittagong	<b>Jamalpur CLP</b> Robbani Plaza, Doya Moye Road, Jamalpur
<b>GEC POP</b> Ifco Complex , 1147/A, East Nasirabad, Cda Avenue, Gec Circle, Chittagong	<b>Kishoreganj CLP</b> Castle Salam, Holding No- 613, Borobazar, Kishoreganj Sadar, Sadar, Kishoreganj
<b>Agrabad POP</b> 95, Agrabad C/A, (2nd FL) Chittagong	<b>Madaripur CLP</b> Raintreetola, Main Road, Puran Bazaar, Madaripur
<b>Munshiganj CLP</b> 600, Khacharir More, Lichutola, Munshiganj.	<b>Satkhira CLP</b> Boro Bazar, Satkhira.
<b>Mymensingh CLP</b> Mymensing Railway Station, Mymensing.	<b>Bogra CLP</b> Borogola, Bogra
<b>Narsingdi CLP</b> Souradipark, Narsingdi.	<b>Chapainawabganj CLP</b> Baten Kha'r Mor, Arambag, Chapainawabganj
<b>Netrokona CLP</b> Syed Manson , Tere Bazar Road, Natrikuna	<b>Joypurhat CLP</b> Sattar Market, Joypurhat
<b>Tangail CLP</b> Mukta Hospital Bindubashini Girls School Road Tangail	<b>Natore CLP</b> M. Holding No. 539/A, Kanaikhali, Sadar, Natore
<b>Bagerhat CLP</b> Shaltola Super Market, Shaltola, Bagerhat	<b>Naogaon CLP</b> Chawkmuktar, Naogaon Sadar, (Opposite Of Borendra Office), Naogaon

<b>Chuadanga CLP</b> Hospital Road, Chuadanga Sadar, Chuadanga	<b>Pabna CLP</b> Chapamosjid Road,Pabna
<b>Jessore CLP</b> Al-Amin Machineary, RN Road, Jossore Sadar, Jossore	<b>Rajshahi CLP</b> Rajshahi Bsc, Uposahar,Rajshahi
<b>Jhenaidah CLP</b> Sugandha Rest House, B.B Road, Jhenaidah	<b>Sirajganj CLP</b> Jaman Complex S S Road, Sirajganj
<b>Kustia CLP</b> 155, Nabab Sirajuddoula Road, Bahadur Khalid, Kustia	<b>Thakurgaon CLP</b> Hotel Salam International, North Circular Road,Thakurgaon.
<b>Magura CLP</b> Madina Building, Syed Ator Ali Road, Magura Sadar, Magura.	<b>Rangpur CLP</b> Chachlen Road,Jumma Para, Rangpur
<b>Narail CLP</b> Kollol Super Market , Kalibari Road , Narail	<b>Gaibandha CLP</b> V-Aid Road ,Master Para, Gaibandha
<b>Moulvibazar CLP</b> 103 Central Road, Moulvibazar	<b>Dinajpur CLP</b> Holding #474/422, Ward#A, Maldahpatty, Sadar, Dinajpur
<b>Sunamganj CLP</b> Holding No- 758, Notunpara, Sadar, Sunamgonj	<b>Habiganj CLP</b> Dakghar Road ,Habiganj
<b>Land</b>	Location-Madani Avenue, Boro Beraid, Badda, Dhaka.
	Location- Ward: 6, Mouja : Bhajanpur, Union: Bhajanpur, Police Station: Tetulia ,District: Panchagarh.

#### Nature of Business:

The principal activities of the company includes providing seamless, secured data & internet connectivity to various grades of customers using fiber, satellite and wireless solutions. ADN Telecom Ltd. has been providing services in the market with a high level of success since 2003. ADN Telecom Ltd. is the prime service provider for domestic and international connectivity services and solutions duly authorized by the Bangladesh Telecommunication Regulatory Commission (BTRC).

ADN Telecom is a first tier Telecom service provider as well as an IT Enabler Service provider. Its range of products allow it to deliver service to mostly corporate, B2B, government, financial institutions, etc. There are future plans to expand coverage to include B2C products and services.

#### Description of Properties:

After physically visit, we have identified the properties of ADN Telecom Limited are as follows:

#### POP:

SI.	POP Name	Location Address	Equipment
1	RCC POP	Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Bir Uttam AK Khandakar Rd, Dhaka.	1. Switch (15, PCs) 2. Cisco Router (20, PCs) 3. Server (22, PCs) 4. MUX (33, PCs) 5. ODF (7, PCs) 6. Radio Base (14, PCs) 7. UPS (5, PCs) 8. Rectifier(1,PCs)
2	Motijheel POP	Jiban Bima Tower, 7, Bangabandhu Avenue, Dhaka.	1. CISCO Router 7206 Series VXR, (2pcs) 2. Switch, (6pcs) 3. Mikrotik Router 750/750 r2, (1pcs) 4. Server-Intel® Xeon® Processor E5-2697 v3,(1pcs) 5. Server-Intel® Xeon® Processor E5-2697 v2, (1pcs)



			6. NEC Express 5800/R110g-1E-1U Rack Server,(1pcs) 7. NEC Express 5800/R120e-2M 2URack Mountable, (1pcs) 8. 16 Slots Manageable Media Converter Chassis, (1pcs) 9. Cisco 2921 Router, (2pcs) 10. Cisco ASR 1006 Router, (2pcs) 11. Dell PowerEdge Server-R730, (3pcs) 12. Cisco ASR 1013 Router, (1pcs) 13. ODF, (12pcs) 14. Media Converter Cabinet, (4pcs) 15. Media Converter, (71pcs) 16. MUX, (8pcs) 17. E1 to Ethernet Converter, (2pcs) 18. SDH Mux-H9MOLMFE, (1pcs) 19. Tejas Mux TJ 1100, (1pcs) 20. AVR, (2pcs) 22. Rectifier, (1pcs) 23. Emerson Presition Aircondition, (1pcs) 24. UPS, (2pcs) 25. Generator,(3pcs)
3	Uttara POP	H # 76, R # 2, Sector # 3, Uttara, Dhaka.	1. CISCO Router 7206 Series VXR,(1pcs) 2. Switch,(3pcs) 3. MUX ,(2pcs) 4. Media Converter Cabinet,(5pcs) 5. Media Converter,(65pcs) 6. ODF,(7pcs) 7. Radio Base,(6pcs) 8. Inverter,(1pcs) 9. Rectifier,(1pcs)
4	Dhanmondi POP	Concord Royal Court, (4th Floor), Plot # 275 (G) Road # 27, Dhanmondi, R/A, Dhaka.	1. CISCO Router 7206 Series VXR,(1Pcs) 2. Mikrotik Router 750/750 r2,(1Pcs) 3. Switch,(3Pcs) 4. MUX ,(1Pcs) 5. Media Converter Cabinet,(3Pcs) 6. Media Converter,(41Pcs) 7. ODF,(7Pcs) 8. Radio Base,(3Pcs) 9. Rectifier,(1Pcs) 10. Inverter,(1Pcs)
5	Karwan Bazar POP	3/B, AC Bhaban, 5th Floor, Behind BSRS Bhaban, Karwanbazar, Dhaka.	1. CISCO Router 7206 Series VXR,(1Pcs) 2. Switch,(1Pcs) 3. Mikrotik Router 750/750 r2,(1Pcs) 4. Media Converter Cabinet,(2Pcs) 5. Media Converter,(24Pcs) 6. ODF,(2Pcs) 7. UPS,(1Pcs)
6	Panthapath POP	Firoz Tower, 152/3-B, Green Road,	1. CISCO Router 7206 Series VXR,(1Pcs)

		Panthapath, Dhaka.	2. Switch,(1Pcs) 3. Mikrotik Router 750/750 r2,(1Pcs) 4. Media Converter Cabinet,(3Pcs) 5. Media Converter,(45Pcs) 6. ODF,(3Pcs) 7. UPS,(1Pcs)
7	Gulshan -1 POP	House#6, Road-133, Gulshan 1, Dhaka.	1. CISCO Router 2600 Series,(1Pcs) 2. CISCO Router 7206 Series VXR,(1Pcs) 3. Switch,(3Pcs) 4. Mikrotik Router 750/750 r2,(1pcs) 5. ODF,(9Pcs) 6. MUX ,(2Pcs) 7. Gepon OLT ,(1Pcs) 8. Media Converter,(94Pcs) 9. Media Converter Cabinet,(5Pcs) 10. Rectifier,(2Pcs)
8	Gulshan -2 POP	East Nibash, 138 Gulshan Avenue, Gulshan 2, Dhaka.	1. 16 Slots Manageable Media Converter Chassis,(1Pcs) 2. Switch,(2Pcs) 3. Mikrotik Router 750/750 r2,(1Pcs) 4. CISCO Router 7206 Series VXR,(1pcs) 5. MUX ,(1Pcs) 6. Media Converter,(43Pcs) 7. Media Converter Cabinet,(2Pcs) 8. Gepon OLT ,(1Pcs) 9. ODF,(4Pcs) 10. Rectifier,(1Pcs) 11. Inverter,(1Pcs)
9	Banani Bazar POP	H # 15/A, R # 5, Block # F, Banani, Dhaka.	1. Switch,(2Pcs) 2. CISCO 2911 Router,(1pcs) 3. MUX ,(1Pcs) 4. Media Converter Cabinet,(3Pcs) 5. Media Converter,(44Pcs) 6. ODF,(3Pcs) 7. UPS,(1Pcs)
10	Baridhara POP	Ka-9/A, Road # 12, Baridhara, Dhaka.	1. Cisco WS-C3750G-48TS-S Switch,(2Pcs) 2. Mikrotik Router 750/750 r2,(1Pcs) 3. CISCO Router 2911 ,(1Pcs) 4. MUX ,(1Pcs) 5. SDH Mux-H9MOLMFE,(1Pcs) 6. Media Converter Cabinet,(2Pcs) 7. Media Converter,(27Pcs) 8. ODF,(3Pcs) 9. UPS,(1Pcs)
11	Mirpur-10 POP	Paradise Home Complex, H # 19, R # 02, Section # 10, Mirpur, Dhaka.	1. CISCO Router 7206 Series VXR,(1Pcs) 2. Switch,(3Pcs) 3. 16 Slots Manageable Media Converter Chassis,(1Pcs) 4. Mikrotik Router 750/750 r2,(1Pcs)

			5. Media Converter Cabinet,(2Pcs) 6. Media Converter,(25Pcs) 7. ODF,(4Pcs) 8. UPS,(1Pcs)
12	Nawabpur POP	161, Nawabpur Road, Khan Electric Market , 10th FL ,Dhaka.	1. Mikrotik Router CCR-1009-8G-1S-PC,(1pcs) 2. Mikrotik Router 750/750 r2,(1pcs) 3. Media Converter,(2pcs) 4. ODF,(2pcs) 5. Radio Base,(3pcs) 6. UPS,(1pcs) 7. AVR,(1pcs)
13	Shantinagar POP	24/3 Bir Uttam Samsul Alam Road, Chameli Bag, Shantinagar, Dhaka.	1. CISCO Router 7206 Series VXR,(1pcs) 2. Switch,(1pcs) 3. ODF,(1pcs) 4. Media Converter Cabinet,(1pcs) 5. Media Converter,(18pcs) 6. UPS,(1pcs)
14	Wari POP	28/1, Gardenia Cyber Café, Rankin Street, Wari, Dhaka.	1. Switch,(3pcs) 2. Mikrotik Router CCR-1009-8G-1S-PC,(1pcs) 3. Media Converter,(1pcs) 4. ODF,(3pcs) 5. UPS,(1pcs)
15	Tongi POP	Sena Kallayn Comercial Complex ,PI-9, Block -F, Tongi Bazar, Gazipur	1. Switch,(1pcs) 2. CISCO 2911 Router,(1pcs) 3. Media Converter Cabinet,(1pcs) 4. Media Converter,(28pcs) 5. ODF,(2pcs) 6. Radio Base,(6pcs) 7. UPS,(1pcs)
16	Chandra POP	Niagra Textile, Chandra Mor, Gazipur .	1. Switch,(1pcs) 2. Mikrotik Router CCR1009,(1pcs) 3. ODF,(1pcs) 4. MUX ,(1pcs) 5. Radio Base,(4pcs) 6. UPS,(1pcs)
17	Gazipur POP	Sheikh Monzil, Post- Chandana, Joydebpur Chourasta, Gazipur	1. Switch,(1pcs) 2. CISCO 2911 Router,(1pcs) 3. Media Converter Cabinet,(1pcs) 4. Media Converter,(17pcs) 5. MUX ,(1pcs) 6. Radio Base,(11pcs) 7. Rectifier,(1pcs) 8. Inverter,(1pcs)
18	Savar EPZ POP	Fahami Garments, Baipail, Near Epz, Savar, Dhaka	1. Cisco 3925 Router,(1pcs) 2. switch,(3pcs) 3. Media Converter Cabinet,(2pcs) 4. Media Converter,(33pcs) 5. ODF,(2pcs) 6. MUX ,(1pcs)

			7. Radio Base,(10pcs) 8. Inverter,(1pcs) 9. Generator,(1pcs) 10. Rectifier,(2pcs)
19	Savar GQ POP	Gq Plastic Factory, Genda, Savar.	1. Switch,(1pcs) 2. Linksys VPN Router 4port (RV041/42) Router,(1pcs) 3. ODF,(2pcs) 4. OLT Device,(1pcs) 5. Media Converter Cabinet,(2pcs) 6. Media Converter,(19pcs) 7. MUX ,(1pcs) 8. UPS,(1pcs)
20	Narayanganj POP	230/1, Lutf Tower, 12 Fl, Bb Road, Chashara, Narayanganj.	1. CISCO Router 7206 Series VXR,(1pcs) 2. Switch ,(2pcs) 3. Mikrotik Router 750/750 r2,(1pcs) 4. ODF,(1pcs) 5. Media Converter Cabinet,(1pcs) 6. MUX ,(1pcs) 7. Media Converter,(14pcs) 8. Radio Base,(10pcs) 9. Inverter,(1pcs) 10. AVR,(1pcs) 11. Rectifier,(1pcs)
21	Ghoshaildanga POP	Sarker Tower, 10th Fl , 1103/B, Barek Building Cercle, Agrabad , Goshaildanga, Chittagong	1. Switch,(1Pcs) 2. Mikrotik Router 750/750 r2,(1Pcs) 3. Media Converter,(2Pcs) 4. Radio Base,(5Pcs) 5. Rectifier,(1Pcs) 6. UPS,(1Pcs)
22	GEC POP	IFCO Complex , 1147/A,East Nasirabad, CDA Avenue, GEC Circle, Chittagong	1. Juniper M120 Router,(1Pcs) 2. Linksys VPN Router 4port (RV041/42) Router,(3Pcs) 3. Mikrotik CCR1016-12G Router,(1Pcs) 4. CISCO Router 7206 Series VXR,(2Pcs) 5. Mikrotik Router 750/750 r2,(5Pcs) 6. CISCO 831 Router,(2Pcs) 7. switch ,(7Pcs) 8. Cisco 2800 Series Router,(2Pcs) 9. MUX ,(7Pcs) 10. TJ1270 -TEJAS MUX,(1Pcs) 11. Media Converter Cabinet,(3Pcs) 12. Media Converter,(46Pcs) 13. Radio Base,(5Pcs) 14. Rectifier,(1Pcs) 15. AVR,(1Pcs) 16. UPS,(4Pcs) 17. Generator,(1Pcs)
23	Agrabad POP	95, Agrabad C/A,(2nd FL) Chittagong	1. Cisco 24 port Switch(SF300),(1Pcs)

			2. Cisco Catalyst 2950 SX 24port Switch,(1Pcs) 3. Media Converter Cabinet,(2Pcs) 4. ODF,(1Pcs) 5. Media Converter,(27Pcs) 6. MUX ,(1Pcs) 7. UPS,(1Pcs)
24	CEPZ POP	BEPZA Administrative Building 1st Floor, CEPZ, Chittagong.	1. Switch,(1Pcs) 2. MUX ,(1Pcs) 3. Media Converter Cabinet,(1Pcs) 4. Media Converter,(6Pcs) 5. UPS,(1Pcs)
25	Kalurghat POP	Hazi Mustafa Bhaban, Sec-2764/D, Cnb, Kalurghat, Chittagong.	1. Cisco Catalyst 2950 SX 24port Switch,(1Pcs) 2. MikroTik RB1100AHX2 Router,(1Pcs) 3. Mikrotik Router 750/750 r2,(1Pcs) 4. Media Converter Cabinet,(1Pcs) 5. Media Converter,(13Pcs) 6. Radio Base,(4Pcs) 7. UPS,(1Pcs)
26	KEPZ POP	BEPZA Administrative Building, Ground Floor, Karnaphuli EPZ,North Potenga, Chittagong	1. Cisco Catalyst 2950 SX 24port Switch,(1Pcs) 2. Media Converter Cabinet,(1Pcs) 3. Media Converter,(1Pcs) 4. Radio Base,(2Pcs) 5. UPS,(1Pcs)
27	Lalkhan Bazar POP	Setra Ahmed 357, Tangkir Pahar, Lalkhan Bazar, Chittagong.	1. Switch,(2Pcs) 2. Media Converter Cabinet,(3Pcs) 3. Media Converter,(35Pcs) 4. MUX ,(1Pcs) 5. Radio Base,(8Pcs) 6. Rectifier,(1Pcs) 7. UPS,(1Pcs) 8. Generator,(2Pcs)
28	Sylhet POP	Garden Tower, Shahjalal Bridge Link Road, Sylhet.	1. Switch,(4pcs) 2. Mikrotik Router 750/750 r2,(1pcs) 3. CISCO Router 7206 Series VXR,(1Pcs) 4. Media Converter Cabinet,(2pcs) 5. Radio Base,(12pcs) 6. Rectifier,(1pcs) 7. UPS,(1pcs) 8. Inverter,(1pcs) 9. Generator,(1pcs)
29	Rikabibazar POP-Sylhet	White Rose Shopping Center, Ideal Hospital Building , Rikabibazar, Sylhet	1. MikroTik RB1100AHX2 Router,(1pcs) 2. Media Converter,(1pcs) 3. Media Converter Cabinet,(1pcs) 4. Radio Base,(3pcs) 5. UPS,(1pcs)
30	Khulna POP	25-26, KDA Commercial Area, Upper Jessor Road, Khulna.	1. Switch,(4pcs) 2. MikroTik CCR1036-12G-4S Router,(2pcs) 3. MUX ,(2Pcs) 4. Radio Base,(9pcs)

			5. Rectifier,(1pcs) 6. UPS,(1pcs) 7. Inverter,(1pcs) 8. Generator,(1pcs)
31	Barisal CLP	Basar Road, Barisal	1. Router, (1PCs) 2. 5 GHZ Base Station, (4PCs) 3. UTP Cable, (400Feet) 4. Fiber Media Converter, (2PCs)
32	Patuakhali CLP	Notun Bazar, Patuakhali Sadar, Patuakhali.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
33	Bhola CLP	Near Govt Boys High School, Bhola Town, Bhola Sadar, Bhola.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
34	Brahmanbaria CLP	Madrasa Road, Kandi Para Brahmanbaria.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
35	Chandpur CLP	Shapla Sattar, Chandpur Sadar, Chandpur.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
36	Comilla CLP	Satter Khan Complex, Monohorpur, Sadar, Comilla.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (200Feet) 4. Fiber Media Converter, (2PCs) 5. Switch, (1PCs)
37	Cox's Bazar CLP	Burmese Market, Cox's Bazar.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. Router, (1PCs)
38	Feni CLP	Rahman Market, Housing-23, Pargasia Road, Feni.	1. 5 GHZ Base Station, (1PCs) 2. UTP Cable, (150Feet) 3. E1 Converter, (1PCs) 4. Fiber Media Converter, (2PCs)
39	Laxmipur CLP	Laxmipur Town.	1. Router, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs)
40	Noakhali CLP	Maijdee Super Market, Super Market Maijdee, Noakhali.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (3PCs)

			3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs)
41	Mawna CLP	Mulaid, Maona, Sreepur, Gazipur.	1. Router, (1PCs) 2. 5 GHZ Base Station, (5PCs) 3. UTP Cable, (700Feet) 4. Fiber Media Converter, (2PCs) 5. Point to Point Backhaul Radio , (1PCs)
42	Gopalganj CLP	Vobanipur, Gopalganj Sadar, Gopalganj.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
43	Jamalpur CLP	Robbani Plaza, Doya Moye Road, Jamalpur.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (200Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
44	Kishoreganj CLP	Castle Salam, Holding No- 613, Borobazar, Kishoreganj Sadar, Sadar, Kishoreganj.	1. Router, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs)
45	Madaripur CLP	Raintreetola, Main Road, Puran Bazaar, Madaripur.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
46	Munshiganj CLP	600, Khacharir More, Lichutola, Munshiganj.	1. 5 GHZ Base Station, (2PCs) 2. UTP Cable, (300Feet) 3. E1 Converter, (1PCs)
47	Mymensingh CLP	Mymensing Railway Station, Mymensing.	1. Router, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (400Feet) 4. Fiber Media Converter, (2PCs) 5. 5 GHZ Base Station, (1PCs)
48	Narsingdi CLP	Souradipark, Narsingdi.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (400Feet) 4. Fiber Media Converter, (2PCs) 5. Point to Point Backhaul Radio , (1PCs) 6. E1 Converter, (1PCs)
49	Netrokona CLP	Syed Manson , Tere Bazar Road, Natrakuna.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
50	Tangail CLP	Mukta Hospital Bindubashini Girls School Road Tangail.	1. 5 GHZ Base Station, (3PCs) 2. UTP Cable, (300Feet) 3. E1 Converter, (1PCs) 4. Router, (1PCs)

51	Bagerhat CLP	Shaltola Super Market, Shaltola, Bagerhat.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
52	Chuadanga CLP	Hospital Road, Chuadanga Sadar, Chuadanga.	1. Router, (1PCs) 2. 5 GHZ Base Station, (3PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs)
53	Jessore CLP	Al-Amin Machineary, RN Road, Jossore Sadar, Jossore.	1. Router, (1PCs) 2. 3.5 GHz Base Station , (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
54	Jhenaidah CLP	Sugandha Rest House, B.B Road, Jhenaidah.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
55	Kustia CLP	155, Nabab Sirajuddoula Road, Bahadur Khalid, Kustia.	1. Router, (1PCs) 2. 5 GHZ Base Station, (3PCs) 3. UTP Cable, (400Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
56	Magura CLP	Madina Building, Syed Ator Ali Road, Magura Sadar, Magura.	1. 5 GHZ Base Station, (1PCs) 2. UTP Cable, (150Feet) 3. E1 Converter, (1PCs) 4. Switch, (1PCs)
57	Narail CLP	Kollol Super Market , Kalibari Road , Narail.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
58	Satkira CLP	Boro Bazar, Satkhira.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs)
59	Bogra CLP	Borogola, Bogra.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
60	Chapainawabganj CLP	Baten Kha'r Mor, Arambag, Chapainawabganj.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
61	Joypurhat CLP	Sattar Market, Joypurhat.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs)



			3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
62	Natore CLP	M. Holding No. 539/A, Kanaikhali, Sadar, Natore.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs)
63	Naogaon CLP	Chawkmuktar, Naogaon Sadar, (Opposite Of Borendra Office), Naogaon.	1. Router, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
64	Pabna CLP	Chapamosjid Road, Pabna.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs)
65	Rajshahi CLP	Rajshahi BSC, Uposhahar, Rajshahi.	1. Router, (1PCs) 2. 5 GHZ Base Station, (4PCs) 3. UTP Cable, (500Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
66	Sirajganj CLP	Jaman Complex S S Road, Sirajganj.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (3 PCs) 3. UTP Cable, (400 Feet) 4. Fiber Media Converter, (2 PCs) 5. E1 Converter, (1PCs)
67	Thakurgaon CLP	Hotel Salam International, North Circular Road, Thakurgaon.	1. Router, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
68	Rangpur CLP	Chachlen Road, Jumma Para, Rangpur	1. Router, (1PCs) 2. 5 GHZ Base Station, (3PCs) 3. UTP Cable, (400Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
69	Gaibandha CLP	V-Aid Road , Master Para, Gaibandha	1. Switch, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150 Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
70	Dinajpur CLP	Holding # 474/422, Ward# A, Maldahpatty, Sadar, Dinajpur.	1. Router, (1PCs) 2. 5 GHZ Base Station, (3PCs) 3. UTP Cable, (400 Feet) 4. Fiber Media Converter, (2PCs)
71	Habiganj CLP	Dakghar Road ,Habiganj	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs)

			5. E1 Converter, (1PCs)
72	Moulvibazar CLP	103 Central Road, Moulvibazar.	1. Switch, (1PCs) 2. 5 GHZ Base Station, (2PCs) 3. UTP Cable, (300Feet) 4. Fiber Media Converter, (2PCs) 5. E1 Converter, (1PCs)
73	Sunamganj CLP	Holding No- 758, Notunpara, Sadar, Sunamgonj	1. Router, (1PCs) 2. 5 GHZ Base Station, (1PCs) 3. UTP Cable, (150Feet) 4. Fiber Media Converter, (2PCs)

#### Computer Software:

At present ADN Telecom use the following major software:

1. The company uses in-house developed web-based Enterprise Resource Planning (ERP) software, called ADN ERP. All the major business processes of the company, such as, Pre Sales, Customer Orders, Customer Relationship Management, Supply Chain Management etc. are managed by the software.
2. Quick Book Pro for maintaining accounts of the company.
3. Human Resources Information System and Performance Management Software.
4. Solarwind for Network Performance Management.

The signboard of the company is well displayed at its registered & corporate office and others office. It is also mentionable that, total no. of employee is 448 as per audited financial statements as on 30 June 2017. During our visit, we also checked salary sheet and attendance register and found satisfactory.

We also noticed that all equipments of ADN Telecom Limited are in good running.

#### Land:

Location	Madani Avenue, Boro Beraid, Badda, Dhaka.	Ward: 6, Mouja, Bhajanpur, Union: Bhajanpur, Police Station: Tetulia, District: Panchagarh.
Area of land (As per Mutation Khatian)	14.13 Decimals.	1735 Decimals.
Signboard in company's name	Yes	Yes
Road beside the land	Yes	Yes
Uses of Land	unused	unused

Sd/-  
(Md. Sohel Rahman)  
Chief Executive Officer (Additional Charge)  
ICB Capital Management Ltd.

Sd/-  
( Swapna Roy)  
Senior Executive Officer  
ICB Capital Management Ltd.

Sd/-  
( Md. Fazlul Hoque)  
Executive Officer  
ICB Capital Management Ltd.

Date: March 20, 2018

(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:

The Company has no intellectual property except the following intangible assets:

Amount in BDT											
SL	Particulars	Cost				Rate of Amortization	Amortization				
		Opening Balance	Addition	Disposal/ Adjustment	Closing Balance		Opening Balance	Charged during the year	Disposal/ Adjustment	Closing Balance	Written down value 30 June 2017
1	Con For Cisco Equipment	388,740	-	-	388,740	20%	212,511	176,229	-	388,740	-
2	Quick Book Software	225,000	-	-	225,000	20%	168,000	11,400	-	179,400	45,600
3	Mikrotik License	24,035	-	-	24,035	20%	14,421	9,614	-	24,035	-
4	Employee Performance Management Software	-	248,400		248,400	20%	-	49,680		49,680	198,720
5	Network performance software	1,697,610	-	-	1,697,610	20%	520,600	235,402	-	756,002	941,608
6	Closing Balance as at 30 June 2017	2,335,385	248,400	-	2,583,785		915,532	482,325	-	1,397,857	1,185,928

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

There are no other properties except the above-mentioned assets.

#### (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:

- (a) Projected financial statements up to the year of commercial operation;
- (b) Rationale behind the projection;
- (c) Any expected significant changes in the issuer's policy or business strategies;
- (d) Detail plan of capital investment with break-up;
- (e) Summary of feasibility report, etc.

This section is not applicable as the company is already in operation since 2003.

(ii) If the issuer had been in operation, the issuer's revenue and results from operation, 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:

ADN Telecom's revenue and results from operation, financial position and changes in financial position and cash flows for the last five years are furnished in tabular form as below:

Particulars	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
(Amount in BDT)					
RESULT FROM OPERATION					
Net Revenue	829,452,281	757,317,248	617,304,977	513,112,791	430,773,170
Cost of Goods Sold & Services	(481,879,050)	(459,998,605)	(375,506,003)	(286,773,536)	(234,750,086)
A. Gross Profit	347,573,231	297,318,643	241,798,974	226,339,255	196,023,084

Administrative Expenses	(99,397,739)	(88,247,330)	(63,590,744)	(57,760,902)	(55,715,775)
Marketing Expenses	(71,882,906)	(68,055,131)	(70,407,783)	(39,599,650)	(23,306,491)
B. Operating Expenses	<b>(171,280,645)</b>	<b>(156,302,461)</b>	<b>(133,998,527)</b>	<b>(97,360,552)</b>	<b>(79,022,266)</b>
C. Profit from operation (A-B)	<b>176,292,586</b>	<b>141,016,182</b>	<b>107,800,447</b>	<b>128,978,703</b>	<b>117,000,818</b>
Financial cost	(17,436,964)	(10,153,204)	(8,649,367)	(4,392,768)	(2,298,686)
Other income	938,502	792,457	1,918,335	1,545,094	159,346
Workers' Profit Participation Fund (WPPF)	(7,609,244)	(6,582,772)	(5,053,471)	(6,306,551)	-
Share of Profit/(Loss) of Associates	(14,821)	(25,925)	(213,353)	-	-
C. Profit before income tax	<b>152,170,059</b>	<b>125,046,738</b>	<b>95,802,591</b>	<b>119,824,478</b>	<b>114,861,478</b>
D. Provision for income tax					
Current tax	(21,560,149)	(15,702,373)	(17,520,461)	(8,696,677)	(22,756,643)
Deferred tax	(24,672,913)	(21,582,122)	(13,616,585)	(50,971,081)	(41,045,313)
Total Provision for income tax	<b>(46,233,062)</b>	<b>(37,284,495)</b>	<b>(31,137,046)</b>	<b>(59,667,758)</b>	<b>(63,801,956)</b>
<b>Particulars</b>	<b>FY 2016-17</b>	<b>FY 2015-16</b>	<b>FY 2014-15</b>	<b>FY 2013-14</b>	<b>FY 2012-13</b>
	<b>(Amount in BDT)</b>				
Net Profit after Tax (C-D)	<b>105,936,997</b>	<b>87,762,243</b>	<b>64,665,545</b>	<b>60,156,720</b>	<b>51,059,522</b>
CHANGES IN FINANCIAL POSITION					
Non-Current Assets	735,090,202	693,837,665	561,605,940	536,884,364	282,057,138
Investment	9,345,901	9,360,722	7,286,647	7,500,000	8,015,000
Current Assets	493,526,228	365,611,598	381,598,612	378,175,332	249,130,976
Total Assets	<b>1,237,962,331</b>	<b>1,068,809,985</b>	<b>950,491,198</b>	<b>922,559,695</b>	<b>539,203,114</b>
Shareholders' Equity	723,806,491	594,411,567	509,414,700	444,749,155	338,432,559
Non-Current Liabilities	225,707,940	241,074,805	251,762,875	269,753,098	56,840,341
Current Liabilities and Provisions	288,447,900	233,323,613	189,313,623	208,057,442	143,930,215
Total Equity and Liabilities	<b>1,237,962,331</b>	<b>1,068,809,985</b>	<b>950,491,198</b>	<b>922,559,696</b>	<b>539,203,114</b>
CHANGES IN CASH FLOWS					
Net Cash Flows from Operating Activities	<b>155,833,529</b>	<b>204,287,882</b>	<b>9,351,045</b>	<b>61,455,815</b>	<b>77,064,838</b>
Net cash used in investing activities	<b>(93,025,741)</b>	<b>(174,057,783)</b>	<b>5,196,760</b>	<b>(129,515,600)</b>	<b>(86,832,208)</b>
Net cash used/provided in by financing activities	<b>33,662,831</b>	<b>(31,865,474)</b>	<b>(47,998,084)</b>	<b>58,222,110</b>	<b>50,070,744</b>

**(ii) (a) Internal and external sources of cash:**

The internal sources of cash are the share capital and retained earnings. The external sources of cash are short-term & long-term borrowings.

(As per Audited Accounts)

<b>Particulars</b>	<b>FY 2016-17</b>	<b>FY 2015-16</b>	<b>FY 2014-15</b>	<b>FY 2013-14</b>	<b>FY 2012-13</b>
	<b>(Amount in BDT)</b>				
<b>Internal Sources of Cash:</b>					
Share Capital	448,600,000	209,295,830	209,295,830	209,295,830	173,600,000
Share Premium	83,005,464	68,626,294	71,391,670	71,391,670	-
Share Money Deposit	-	-	-	-	64,587,500
Retained Earnings	192,201,027	316,489,443	228,727,200	164,061,655	100,245,059
<b>Subtotal</b>	<b>723,806,491</b>	<b>594,411,567</b>	<b>509,414,700</b>	<b>444,749,155</b>	<b>338,432,559</b>
<b>External Sources of Cash:</b>					
Term Loan	120,926,608	121,727,040	30,711,908	52,591,220	49,818,063
Lease Liability	4,839,475	3,252,907	466,480	5,037,145	-
Short term Borrowings	23,238,981	14,445,213	17,960,810	27,181,554	4,629,691
<b>Subtotal</b>	<b>149,005,064</b>	<b>139,425,160</b>	<b>49,139,198</b>	<b>84,809,919</b>	<b>54,447,754</b>
<b>Grand Total</b>	<b>872,811,555</b>	<b>733,836,727</b>	<b>558,553,898</b>	<b>529,559,074</b>	<b>392,880,313</b>

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

The company has no material commitment of capital expenditure other than as specified in Section XXII "Utilization of IPO Proceeds" under the head of Use of Proceeds 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:**

The company's revenues and cost of goods sold & Services, other operating expenses and net income have continued to change due to increase in sales volume and assets.

Particulars	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
	(Amount in BDT)				
Net Revenue	829,452,281	757,317,248	617,304,977	513,112,791	430,773,170
Cost of Goods Sold & Services	(481,879,050)	(459,998,605)	(375,506,003)	(286,773,536)	(234,750,086)
Operating Expenses	(171,280,645)	(156,302,461)	(133,998,527)	(97,360,552)	(79,022,266)
Net Profit after Tax	105,936,997	87,762,243	64,665,545	60,156,720	51,059,522

**Causes for changes in revenues:**

The overall sales increase over the years due to increase of capacity and customer.

**Causes for changes in cost of goods sold & services:**

Increase of cost of goods sold & services in period to period is in the line with sales volume.

**Causes for changes in other operating expenses:**

Increase of operating expenses in period to period is in the line with sale volume.

**Causes for changes in net income:**

Net income increase in period to period is in line with sales volume.

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

As ADN Telecom Limited is engaged in the business of ISP Service, there is no significant seasonal aspect on the Company's business.

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

The business operation of the company may be affected by some known events as follows:

1. Increased competition
2. Introduction of new technology
3. Increase in license fees and other govt. fees
4. Changes in International bandwidth pricing.
5. Major disruption in International carriers/cable systems.
6. Political unrest
7. Natural disaster
8. National level power disaster for long time

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

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

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

Details description loan given or taken from related party or connected person in the FY 2016-17 and FY 2015-16 are described below:

Name	Nature of relationship	Nature of transaction	FY 2016-17 (BDT)			FY 2015-16 (BDT)		
			Loan given	Loan taken	Outstanding balance	Loan given	Loan taken	Outstanding balance
Tech Valley Networks Ltd.	Concern under common management	Intercompany loan transaction	2,000,000	-	-	-	-	-
My Tel Ltd	Concern under common management	Intercompany loan transaction	-	-	29,017,409	13,550,659	-	30,137,409
ADN Eduservices Ltd.	Concern under common management	Intercompany loan transaction	5,000,000	-	5,093,055	-	-	-
ADN Technologies Ltd	Concern under common management	Intercompany loan transaction	6,140,000	-	5,006,655	30,199,500	-	2,006,655
InGen Technology Ltd.	Concern under common management	Intercompany loan transaction	4,200,000	-	24,180,665	7,000,000	-	22,168,032
Bangladesh News 24 Hours Limited	Concern under common management	Intercompany loan transaction	3,000,000	-	-	-	-	-

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

The Company has no plan to enter into any contractual liabilities other than normal course of business within next one year.

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

The Company has no plan to make any capital expenditure except for those mentioned in the 'Use of Proceeds' in this prospectus.

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

**Status of unpaid VAT, Income Tax, custom duty or other tax liability:**

The company has no such unpaid VAT, Income Tax, Customs duty or other tax liability.

**Value Added Tax (VAT)**

The Company's VAT Registration Number is 18131026745 (area code: 180303), and it submits VAT returns on time. VAT liability is created at the time of sale, VAT paid to the Government as deduction at source, and adjusted after collecting the Challans from Customers.

## Income Tax

The company's ETIN is 433804810094 Taxes Circle-316 (Company), Taxes Zone 15, Dhaka. ADN Telecom Ltd. has paid the following Income Tax to the "Government":

Income Year	Assessment Year	Status
2012-13	2013-14	Income tax return was submitted on 20 January 2014. Subsequently, the Deputy Commissioner of Taxes completed the assessment under Section 83(2)/82C of the Income tax ordinance 1984 and issued a demand notice dated 16 February 2014 amounting of taka 1,68,56,729 including interest taka 9,07,789. The interest was charged under section 70 & 73 of aforesaid ordinance. Subsequently demanded tax liability was paid in full.
2013-14	2014-15	Income tax return was submitted on 15 January 2015. Subsequently, the Deputy Commissioner of Taxes completed the assessment under Section 83(2)/82C of the Income tax ordinance 1984 and issued a demand notice dated 14 July, 2015 amounting of taka 25, 96,394. Subsequently demanded tax liability was paid in full.
2014-15	2015-16	Income tax return was submitted on 30 December 2015. Subsequently, the Deputy Commissioner of Taxes completed the assessment under Section 83(2)/82C of the Income tax ordinance 1984 and issued a demand notice dated 30 June, 2016 amounting of taka 2, 33,701. Subsequently demanded tax liability was paid in full.
2015-16	2016-17	Income tax return was submitted on 15 January 2017. Subsequently, the Deputy Commissioner of Taxes completed the assessment under Section 83(2) of the Income tax ordinance 1984 and issued a demand notice dated 28 December 2017 amounting of taka 7,895,826 including interest of taka 568,240. The interest was charged under section 73 of aforesaid ordinance. ADNTel filed an appeal to the Commissioner of Taxes (appeals) on May 09, 2018, which is now in under process. .
2016-17	2017-18	Income tax return was submitted on 14 March 2018 and assessment is under process.

## Customs Duty or other tax liabilities:

The Company does not have any outstanding customs duty or any other similar liabilities.

## Contingent liabilities:

The Company has no contingent liabilities as of June 30, 2017.

**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:**

SL	Lessor	Effective date of lease	Expiration date of lease	Description of leased asset	Lease rent/period per month (BDT)	Liquidation
1	Red Crescent Concord Tower Owners Association	1-Jun-17	31-May-27	Rooftop space measuring 400 square feet and 1(one) Antenna/hub measuring 15 feet height having address at Red Crescent Concord Tower, 17 Mohakhali C/A,Dhaka-1212.	10,000	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.



2	Nitol Motors Ltd.	1-Apr-19	31-Mar-21	Space measuring 3350 square feet with car parking in the basement -2, of the 19th floor namely RCC Tower situated at Plot#17, Mohakhali C/A, Dhaka-1212.	280,308	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
3	Mrs. Naima Faizee	1-Apr-16	31-Mar-20	At Office Space measuring 4990 square feet situated at unit A (North) and B (South), Red Crescent Concord Tower, 17 Mohakhali C/A, Dhaka-1212.	284,430	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
4	Bangladesh Red Crescent Society	1-Apr-15	31-Mar-21	At Office Space measuring 3rd floor 'A' 1800 square feet 4th floor 'A & B' unit measuring 4300 square feet total 6100 square feet, Red Crescent Concord Tower, 17 Mohakhali C/A, Dhaka-1212.	409,920	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
5	Jibon Bima Corporation	1-Jan-16	31-Dec-19	At 8th floor space measuring 1231 square feet and in the western side of 11th floor measuring 2336 square feet at Jibon Bima Tower, 10 Dilkusha C/A, Motijheel, Dhaka.	284,860	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
6	Mr. Taseen Akhter Haque	1-Oct-14	30-Sep-19	Office space measuring 12000 square feet situated at H# 52, R # 01, Block# F, Banani, Dhaka.	526,654	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
7	IFCO Complex	1-Jan-19	31-Dec-21	At 10th floor south side, 2400 square feet, IFCO Complex, 1147/A, CDA Avenue, East Nasirabad, Khulshi, Chittagong	100,800	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
8	IFCO Complex	1-Jan-19	31-Dec-21	Roof top, South side 2 nos 10' feet height antenna and Ground floor, generator space 50 square feet at IFCO Complex, 1147/A, CDA Avenue, East Nasirabad, Khulshi, Chittagong	37,750	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
9	Mainul Hossain (Tipu)	1-Apr-17	31-Mar-20	Office space measuring 1377 square feet situated at H# 07, R # 01, 971 O R Nizam Road, GEC R/A, Chittagong	48,000	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
10	Commercial Court Properties	1-Oct-17	30-Oct-19	At 2nd floor space measuring 1225 square feet southern side of middle portion, Commercial Court, 95 Agrabad C/A, Chittagong	57,293	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
11	Mrs. Setara Ahmed	1-Jan-17	31-Dec-21	Roof top, North side 1 nos 70' feet height antenna and one room at 357/A, Siddik Mansion, Lalkhan Bazar, Tankir Pahar, Khulshi, Chittagong.	13,800	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
12	Md Tahamidur Rahman	1-Apr-17	31-Apr-2027	At 7th floor space measuring 600 square feet for office space and roof for antenna, Rabu Tower, 739/A, Baro Gola, Bogra.	13,800	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
13	The Man and Company Ltd.	1-Nov-14	31-Oct-19	At Office Space measuring 1100 square feet at suite no-3313 at Garden Tower (10th Floor), Shahjalal Bridge Link Road, Sylhet.	47,029	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.

14	Bangladesh Development Bank Ltd	1-May-16	30-Apr-20	At office space measuring 1100 square feet in the level-7 (North-East Side) and One Antenna at the roof top of the Bangladesh Development Bank Ltd Bhaban at 25-26 KDA commercial Area, Upper Jessore road, Khulna	35,880	In case of termination of the agreement the lessee will hand over the possession of the demised premises to the lessor.
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**I) Details of all personnel related schemes for which the company has to make provision for in future years:**

The company has established employee benefits including Provident Fund, Gratuity Benefit, Group Life Insurance Coverage, Hospitalization Benefit Scheme, Laptop Purchase Scheme and Workers' Profit Participation Fund (WPPF) for the welfare of its employees.

The following benefits and related scheme are applicable for company's permanent payroll employees:

Yearly Salary Increment	Upon management approval and salary brackets/scales, annual increments on basic salaries are given to employees.
Allowances	According to pay scales, allowances are given for expenses such as house rent allowance, conveyance allowance, special allowances and medical allowance.
Provident Fund	The Company has a contributory recognized provident fund facility in a Trust Fund named "ADN Telecom Limited Employees' Provident Fund". All regular employees are eligible for membership of the fund. The rate of contribution is 10% of basic salary per month by either party (Employer & Employee). Employees eligible for 50% of employer's and 100% of own contribution with interest once they have completed 3 years of membership. Employees eligible for 100% of employer's and 100% of own contribution with interest once they have completed 5 years of membership of the fund.
Gratuity Benefit	ADNTel make provision against gratuity one month basic salary per year of service. An employee will be entitled to get gratuity benefit after completion of 5 years service as regular employee.
Festival Bonus	Two festival bonus are paid to each employee per year.
Group Life Insurance Coverage	The Company has Group Life Insurance Policy for its employees with Pragati Life Insurance Ltd. The policy covers Group Term Life Insurance including Accidental Death Benefit (ADB), Permanent Total Disability (PTD), Permanent Partial Disability (PPD) & Major Disease Benefit (MDB).
Hospitalization Benefit Scheme	ADNTel has hospitalization benefit scheme for its employees including their spouse and children.
WPPF	The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation in accordance with Bangladesh Labour (Amendment) Act, 2013

**m) Break down of all expenses related to the public issue:**

Estimated IPO expenses are as under. However, final IPO Expense will be determined after the determination of Cut-Off price through bidding process and will be adjusted accordingly with the IPO proceeds.

SL	Particulars	Rate	Amount in Tk.
1	Manager to the issue fees	2% of the public offering amount (including premium)	11,400,000.00
	VAT against Issue Management Fee	@ 15% on the Issue Management Fee	1,710,000.00
2	<b>Listing Related Expenses:</b>		
	Application Fee for Stock Exchanges	Tk. 50,000 for each exchanges	100,000.00
	Listing Fee for DSE & CSE	0.25% on Tk. 100 million 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 exchanges	3,255,800.00
	Annual Fee for Stock Exchanges	0.05% on BDT 100 million of paid-up capital and 0.02% on the rest amount of paid-up capital; minimum BDT 50,000 and Maximum BDT 6 lacs for each Exchange	467,440.00
3	<b>BSEC Fees</b>		
	Application Fee	Tk. 50,000 (non-refundable)	50,000.00
	Consent Fee	0.40% on the public offering amount	2,280,000.00
4	<b>IPO Commission/Expenses:</b>		
	Underwriting Commission	0.40% on the underwritten amount	798,000.00
	Credit Rating Fee	At actual	80,500.00
	Auditors' Certification Fee	At actual	500,000.00
5	<b>CDBL Fees and Expenses:</b>		
	Security Deposit of Eligible Securities	Having paid-up capital above Tk. 50 crore	500,000.00
	Documentation Fee	At actual	2,500.00
	Annual Fee	Having paid-up capital above Tk. 20 crore	100,000.00
	Connection Fee	At actual	6,000.00
	IPO Fees	0.015% of IPO size+0.015% of Pre-IPO paid up capital	152,790.00
7	<b>Printing, Publication and Others:</b>		
	Registrar to the Issue Fee	At actual	1,200,000.00
	Publication of Prospectus	Estimated	800,000
	Abridged version of Prospectus and Notice in 4 daily newspaper	Estimated	900,000
	Notice for Prospectus, Lottery, Refund etc. in 4 daily newspaper	Estimated	346,970
	Electronic Bidding related Expenses	Estimated	1,300,000
	Lottery Conducting Expenses & BUET Fee	Estimated	1,000,000

	Data Processing and Share Software Charge	Estimated	2,000,000
	Courier expenses	Estimated	300,000
	Stationeries and Other Expenses	Estimated	250,000
	<b>Total</b>		<b>29,500,000.00</b>
	NB: The cost of the above mentioned IPO expenses may vary and will be adjusted accordingly		

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

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:

The Company has not revalued any of its assets.

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

ADN Telecom Limited does not have any Holding or Subsidiary Company.

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:

SL. No.	Name of Company	Date of Incorporation	Nature of Business	Year Closing	Accounting Year	Equity Capital in BDT	Reserves	Sales	Profit after Tax	EPS	Diluted EPS	NAV	Status of Listing	Information regarding significant adverse factors	Has become sick or is under winding-up	Related Business Transactions and their significance on the financial performance	Weather Sales or Purchase between companies exceed aggregate 10% of total sales or Purchase
1	Tech Valley Networks Limited	May 27, 2008	IT and IT Enable Service Importer, Exporter and Supplier.	30 June	2017	2,000,000	57,165,332	807,387,923	50,165,514	2,508	2,508	2,958	N/A	No	No	Related business Transactions are disclosed under section VI(f)(g) of this prospectus	No
				30 June	2016	2,000,000	196,999,819	1,016,174,403	78,863,191	3,943	3,943	9,950	N/A	No	No		
				30 June	2015	2,000,000	118,136,628	948,737,717	77,807,433	3,890	3,890	6007	N/A	No	No		
2	ADN Technologies Limited	May 19, 2009	Telecommunication Technologies related products/equipments sales and service. IT Enable Service provider.	30 June	2017	2,000,000	44,474,910	229,274,950	7,507,322	375	375	2,324	N/A	No	No		No
				30 June	2016 (6 month)	2,000,000	36,967,588	172,027,870	12,777,539	639	639	1,948	N/A	No	No		
				31 Dec	2015	2,000,000	24,190,049	169,475,967	8,174,278	409	409	1,310	N/A	No	No		
3	InGen Technology Limited	November 04, 2007	Manufacturer, Distributor, Supplier, Consultant, Importer and Exporter of Renewable Energy.	30 June	2017	2,000,000	19,353,394	340,290,294	(2,536,550)	(127)	(127)	1,068	N/A	No	No		No
				30 June	2016	2,000,000	21,889,945	251,376,939	(8,947,163)	(447)	(447)	1,195	N/A	No	Operating Loss		
				30 June	2015	2,000,000	30,837,108	287,960,718	8,407,865	420	420	1,642	N/A	No	No		
4	InGen Industries Ltd.	January 6, 2009	Importer, Exporter and Supplier.	30 June	2017	2,000,000	(6,391,730)	1,533,912	52,409	2.62	2.62	(220)	N/A	No	Not in Operation		No
				30 June	2016	2,000,000	(6,444,139)	1,411,520	176,108	8.81	8.81	(222)	N/A	No	Not in Operation		
				30 June	2015	2,000,000	(6,620,248)	1,380,900	72,710	3.64	3.64	(231)	N/A	No	Not in Operation		
5	ADN Eduservices Limited	February 23, 2017	IT Enable Service, Training provider, Importer, Exporter and Supplier.	30 June	2017	1,000,000	N/A	N/A	N/A	N/A	N/A	N/A	N/A	No	N/A		No

SL. No.	Name of Company	Date of Incorporation	Nature of Business	Year Closing	Accounting Year	Equity Capital in BDT	Reserves	Sales	Profit after Tax	EPS	Diluted EPS	NAV	Status of Listing	Information regarding significant adverse factors	Has become sick or is under winding-up	Related Business Transactions and their significance on the financial performance	Weather Sales or Purchase between companies exceed aggregate 10% of total sales or Purchase
6	MyTel Limited	December 05, 2011	Establishing, Operating, Maintaining International Gateway (IGW) Services.	30 June	2017	30,000,000	(980,743)	-	(46,315)	(0.02)	(0.02)	30.31	N/A	No	Operating Loss		No
				30 June	2016	30,000,000	(934,428)	-	(81,015)	(0.03)	(0.03)	31.12	N/A	No	Operating Loss		
				30 June	2015	30,000,000	(853,413)	-	(113,355)	(0.04)	(0.04)	22.39	N/A	No	Operating Loss		
7	Bangladesh News 24 Hours Limited	October 17, 2004	News Agency	30 June	2017*	10,000,000	-	-	-	-	-	-	N/A	No	No		No
				30 June	2016	10,000,000	3,855,319	112,884,365	(13,129,761)	(131)	(131)	137	N/A	No	Operating Loss		
				30 June	2015	10,000,000	16,985,080	132,241,217	4,346,486	43.46	43.46	270	N/A	No	No		
8	Advance Technology Computers Ltd.	June 21, 1993	Computer, Telecommunication Technologies related products/ equipments sales and service.	30 June	2017	45,000,000	6,829,203	-	(101,169)	(0.22)	(0.22)	115	N/A	No	Not in Operation		No
				30 June	2016	45,000,000	6,930,372	-	(77,823)	(0.17)	(0.17)	115	N/A	No	Not in Operation		
				30 June	2015	45,000,000	7,008,195	-	(60,325)	(0.13)	(0.13)	116	N/A	No	Not in Operation		

(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:

**DECLARATION BY THE BOARD OF DIRECTORS REGARDING ADHERENCE RELEVANT LAWS AND REGULATORY REQUIREMENTS OF ITS PRIMARY REGULATOR**

We hereby declare that all requirements of the relevant laws and regulatory requirements of our primary regulator (Bangladesh Telecommunication Regulatory Commission) have been adhered to by us.

<p>Sd/-</p> <p><b>Asif Mahmood</b></p> <p>Chairman</p>	<p>Sd/-</p> <p><b>Md. Moinul Islam</b></p> <p>Director</p>	<p>Sd/-</p> <p><b>Md. Mahfuz Ali Sohel</b></p> <p>Director</p>	<p>Sd/-</p> <p><b>Niaz Ahmed</b></p> <p>Director</p> <p>(Nominee of Savoy Ice Cream Factory Limited)</p>
<p>Sd/-</p> <p><b>Waqar Ahmad Choudhury</b></p> <p>Director</p> <p>(Nominee of Vanguard AML BD Finance Mutual Fund One)</p>	<p>Sd/-</p> <p><b>Ghulam Rasool</b></p> <p>Independent Director</p>	<p>Sd/-</p> <p><b>KhondkarAtique-E-Rabbani</b></p> <p>Independent Director</p>	<p>Sd/-</p> <p><b>Henry Hilton</b></p> <p>Managing Director</p>

Date: November 11, 2018

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

**Auditors Certificate regarding any allotment of shares to the person for any consideration other than cash of ADN Telecom Limited**

This is to certify that, based on our examination of share register and its underlying documents, the following shares have been allotted for consideration in otherwise than cash of ADN Telecom Limited as on June 30, 2017.

Date of Allotment	Nature of Issue	No. of Shares Issued	Face Value	Value (BDT)	Relationship with the Issuer	Rational of Issue Price of shares
01-04-12	Bonus Share	6,160,000	10	61,600,000	Existing Shareholders	Bonus issuance out of Retained Earnings
27-09-16	Bonus Share	20,929,583	10	209,295,830	Existing Shareholders	
<b>Total</b>		<b>27,089,583</b>		<b>270,895,830</b>		

Place: Dhaka  
Date: 20 September 2017

Sd/-  
**Syful Shamsul Alam & 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, two Directors, Managing Director, CFO, and Company Secretaries:**

**Business Strategies:**

1. In this era of Disruptive Innovation and Digital Customer Experience, ADN Telecom aims to focus on product and service diversification (enhancing Wi-Fi, Data center and Infrastructure capacity) and continuously evolve the existing corporate portfolio through digital transformation and innovation.
2. The company intends to introduce new and cutting-edge products, services and technology and expect to introduce Omni Channel Service Experience. This will ensure the prime strategy of building long-lasting and sustainable relationships with businesses and consumers.
3. The company has aggressive expansion plans both nationally and internationally in terms of product/service offerings and builds a strong logistical network to support this expansion.
4. The company is going to continue with the strategy of increasing organizational capacity and competence to enhance our already existing reputation of being a dependable IT enabled service brand amongst financial institutions, local and international conglomerates and MNCs including fast expanding education sector.
5. The innovative and energetic team of ADN Telecom is aiming to explore the newest technologies and build one of the best technological R&D endeavor for the millennium generation of Bangladesh.
6. The company ensure international standard of service delivery, quality management and increase organizational capacity to adapt to international IT best practices and disruptive innovation.
7. The company shall increase communication and relationship with like-minded organizations, service providers, vendors and other concerned stakeholders.
8. The company intends to explore B2C and IoT segments.
9. Finally, the company intends to build sustainable, long-lasting and fruitful business relationships with our investors.

**Future plans:**

In persuasion of aforesaid Strategies ADNTel and its experienced team have been working insistently keeping in consideration future as well. ADNTel has planned for expansion of infrastructure development and data centre business by using IPO proceeds.

**(u) Discussion on the results of operations shall inter-alia contains 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:**

SL	Particulars	(Amount in BDT)				
		30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
		Amount in BDT				
1	Net Revenue	829,452,281	757,317,248	617,304,977	513,112,791	430,773,170
2	Gross Profit	347,573,231	297,318,643	241,798,974	226,339,255	196,023,084
3	Profit Before Income Tax	152,170,059	125,046,738	95,802,591	119,824,478	114,861,478
4	Net Profit After Income Tax	105,936,997	87,762,243	64,665,545	60,156,720	51,059,522
5	Total Assets	1,237,962,331	1,068,809,985	950,491,198	922,559,695	539,203,114
6	Share Capital	448,600,000	209,295,830	209,295,830	209,295,830	173,600,000
7	Retained Earnings	192,201,027	316,489,443	228,727,200	164,061,655	100,245,059
8	No. of Shares	44,860,000	20,929,583	20,929,583	20,929,583	17,360,000
9	Face Value	10	10	10	10	10
10	NAV per share	16.13	14.20	24.34	21.25	19.49
11	Earnings Per Share	2.52	2.10	1.54	1.50	1.44
12	Diluted Earnings Per Share (restated)	2.36	1.96	1.44	1.34	1.23

(2) A summary of major items of income and expenditure:

(Amount in BDT)

Particulars	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
<b>Net Revenue</b>	<b>829,452,281</b>	<b>757,317,248</b>	<b>617,304,977</b>	<b>513,112,791</b>	<b>430,773,170</b>
Cost of Goods Sold & Services	(481,879,050)	(459,998,605)	(375,506,003)	(286,773,536)	(234,750,086)
<b>A. Gross Profit</b>	<b>347,573,231</b>	<b>297,318,643</b>	<b>241,798,974</b>	<b>226,339,255</b>	<b>196,023,084</b>
Administrative Expenses	(99,397,739)	(88,247,330)	(63,590,744)	(57,760,902)	(55,715,775)
Marketing Expenses	(71,882,906)	(68,055,131)	(70,407,783)	(39,599,650)	(23,306,491)
<b>B. Operating Expenses</b>	<b>(171,280,645)</b>	<b>(156,302,461)</b>	<b>(133,998,527)</b>	<b>(97,360,552)</b>	<b>(79,022,266)</b>
<b>C. Profit from operation (A-B)</b>	<b>176,292,586</b>	<b>141,016,182</b>	<b>107,800,447</b>	<b>128,978,703</b>	<b>117,000,818</b>
Financial Expenses	(17,436,964)	(10,153,204)	(8,649,367)	(4,392,768)	(2,298,686)
Other income	938,502	792,457	1,918,335	1,545,094	159,346
<b>D. Expenses net off other income</b>	<b>(16,498,462)</b>	<b>(9,360,747)</b>	<b>(6,731,032)</b>	<b>(2,847,674)</b>	<b>(2,139,340)</b>
<b>E. Profit Before WPPF (C-D)</b>	<b>159,794,124</b>	<b>131,655,435</b>	<b>101,069,415</b>	<b>126,131,029</b>	<b>114,861,478</b>
F. Workers' Profit Participation Fund (WPPF)	(7,609,244)	(6,582,772)	(5,053,471)	(6,306,551)	-
G. Share of Profit/(Loss) of Associates	(14,821)	(25,925)	(213,353)	-	-
<b>H. Profit before income tax (E-F-G)</b>	<b>152,170,059</b>	<b>125,046,738</b>	<b>95,802,591</b>	<b>119,824,478</b>	<b>114,861,478</b>
<b>I. Provision for income tax</b>					
Current tax	(21,560,149)	(15,702,373)	(17,520,461)	(8,696,677)	(22,756,643)
Deferred tax	(24,672,913)	(21,582,122)	(13,616,585)	(50,971,081)	(41,045,313)
<b>Total Provision for income tax</b>	<b>(46,233,062)</b>	<b>(37,284,495)</b>	<b>(31,137,046)</b>	<b>(59,667,758)</b>	<b>(63,801,956)</b>
<b>Net Profit after Tax (H-I)</b>	<b>105,936,997</b>	<b>87,762,243</b>	<b>64,665,545</b>	<b>60,156,720</b>	<b>51,059,522</b>

(3) The income and sales on account of major products or services:

(Amount in BDT)

Particulars	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
Multiprotocol Label Switching (MPLS)	385,400,968	364,142,463	225,773,422	172,181,810	160,069,469
International Private Leased Circuit (IPLC)	29,329,704	37,826,634	104,340,463	112,078,652	67,823,332
Internet Service	68,236,501	52,170,884	49,933,401	49,199,812	50,018,958
Data Service-IPVPN	391,227,735	337,368,909	161,938,211	180,436,321	141,914,985
IP Telephony Service	12,189,390	11,420,304	12,820,669	11,384,912	3,183,135
Telehouse & Hosting	383,371	462,330	266,578	508,225	474,578
Equipment Sales	3,462,025	5,304,776	101,027,434	24,792,053	38,555,223
<b>Gross Revenue</b>	<b>890,229,695</b>	<b>808,696,301</b>	<b>656,100,178</b>	<b>550,581,784</b>	<b>462,039,679</b>
Less: VAT	60,777,413	51,362,053	38,795,201	37,468,993	31,266,509
<b>Net Revenue</b>	<b>829,452,282</b>	<b>757,334,248</b>	<b>617,304,978</b>	<b>513,112,791</b>	<b>430,773,170</b>

(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:

The Company's other income is only 0.11% 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, 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. However material part of the income is depended on two customers as stated below:

Customers Name, Address, Telephone Number	Web Address	E-mail	Fax Number	FY 2016-17 Amount in BDT	Percentage (%)
<b>Name:</b> Singapore Telecommunications Ltd. <b>Address:</b> 31 Exeter Road, #24-00, Comcenter I Singapore 239732. <b>Telephone Number:</b> (+65) 6248 4248.	<a href="http://www.singtel.com">www.singtel.com</a>	philip@singtel.com	Fax: (65) 6735 2172	227,125,894	27.38%
<b>Name:</b> Equant Network Systems Ltd. <b>Address:</b> Garryard House, 25-26 Earlsfort Terrace, Dublin 2, Ireland. <b>Telephone Number :</b> (+353)-1-402-5900	<a href="http://www.orange-business.com">www.orange-business.com</a>	Shahajad.uddin@foisbd.com	Fax: 353-1-402-5988	130,407,621	15.72%

Almost 43% of revenue came from its foreign customer of the company. At present local currency is devalued so there is positive impact on the business for dependency on above mentioned customers.

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

The issuer has not followed any unorthodox procedure for recording sales and revenues.

**(v) Comparison of 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 changes in significant items of income and expenditure, inter-alia, containing the following:**

Comparison of 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 changes in significant items of income and expenditure, inter-alia, are given below:

Particulars	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14	FY 2012-13
<b>Net Revenue</b>	<b>829,452,281</b>	<b>757,317,248</b>	<b>617,304,977</b>	<b>513,112,791</b>	<b>430,773,170</b>
Cost of Goods Sold & Services	(481,879,050)	(459,998,605)	(375,506,003)	(286,773,536)	(234,750,086)
<b>A. Gross Profit</b>	<b>347,573,231</b>	<b>297,318,643</b>	<b>241,798,974</b>	<b>226,339,255</b>	<b>196,023,084</b>
Administrative Expenses	(99,397,739)	(88,247,330)	(63,590,744)	(57,760,902)	(55,715,775)
Marketing Expenses	(71,882,906)	(68,055,131)	(70,407,783)	(39,599,650)	(23,306,491)
<b>B. Operating Expenses</b>	<b>(171,280,645)</b>	<b>(156,302,461)</b>	<b>(133,998,527)</b>	<b>(97,360,552)</b>	<b>(79,022,266)</b>
<b>C. Profit from operation (A-B)</b>	<b>176,292,586</b>	<b>141,016,182</b>	<b>107,800,447</b>	<b>128,978,703</b>	<b>117,000,818</b>
Financial Expenses	(17,436,964)	(10,153,204)	(8,649,367)	(4,392,768)	(2,298,686)
Other income	938,502	792,457	1,918,335	1,545,094	159,346
<b>D. Expenses net off other income</b>	<b>(16,498,462)</b>	<b>(9,360,747)</b>	<b>(6,731,032)</b>	<b>(2,847,674)</b>	<b>(2,139,340)</b>
<b>E. Profit Before WPPF (C-D)</b>	<b>159,794,124</b>	<b>131,655,435</b>	<b>101,069,415</b>	<b>126,131,029</b>	<b>114,861,478</b>
F. Workers' Profit Participation Fund (WPPF)	(7,609,244)	(6,582,772)	(5,053,471)	(6,306,551)	-
<b>H. Share of Profit/(Loss) of Associates</b>	<b>(14,821)</b>	<b>(25,925)</b>	<b>(213,353)</b>	<b>-</b>	<b>-</b>
<b>G. Profit before income tax (E-F-G)</b>	<b>152,170,059</b>	<b>125,046,738</b>	<b>95,802,591</b>	<b>119,824,478</b>	<b>114,861,478</b>
<b>I. Provision for income tax</b>					
Current tax	(21,560,149)	(15,702,373)	(17,520,461)	(8,696,677)	(22,756,643)
Deferred tax	(24,672,913)	(21,582,122)	(13,616,585)	(50,971,081)	(41,045,313)
<b>Total Provision for income tax</b>	<b>(46,233,062)</b>	<b>(37,284,495)</b>	<b>(31,137,046)</b>	<b>(59,667,758)</b>	<b>(63,801,956)</b>
<b>Net Profit after Tax (H-I)</b>	<b>105,936,997</b>	<b>87,762,243</b>	<b>64,665,545</b>	<b>60,156,720</b>	<b>51,059,522</b>

**Causes for changes in revenues:**

The overall sales increase over the years due to increase of capacity and customer.

**Causes for changes in cost of goods sold & services:**

Increase of cost of goods sold and services in period to period is in line with sales volume.

**Causes for changes in other operating expenses:**

Increase of operating expenses in period to period is in line with sales volume.

**Causes for changes in net income:**

Net income increase in period to period is in line with sales volume.

**(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 is 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 is no significant economic changes that materially affect 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;**

There are no known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations;

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

Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are not known.

**(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;**

Introduction of new products or services will material increases in net sales or revenue;

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

The Company is operating only in ISP industry segment.

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

There is no event of publicly announced new products or business segment.

**(8) The extent to which the business is seasonal.**

There is no seasonal aspect of the business.

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

The Company has neither rescheduled its borrowings with financial institutions/banks nor converted its loans into equity. There has been no lock out, strikes etc during the history of operation of the company.

**(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/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:**

The Company has no injunction or restraining order from any authority.

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

**Technology:**

ADNTel has Data Center for its infrastructure and network. Data Center ensures the following features:

- Raised floor and sandwich panel for environment control
- Precision Air-conditioner
- Multilevel Security System – Manned, Electronic, Biometric
- Closed Circuit Camera - full recording and live monitoring
- Fire control
- 1+1 UPS
- 1+1 Genset
- N+1 Battery Bank
- N+1 Rectifier
- Security - Physical, Biometric Access

**Infrastructure Backbone:**

Network Operations Centers (NOC) are established in several Central locations from where ADNTel network administrators manage, control and monitor one or more networks. We have NOC at Mohakhali and Motijheel in Dhaka, Chittagong, Sylhet and Khulna.

Regional Aggregation Hubs (RAH) are established at geographically, commercially and technologically important places such as all Divisional Headquarters and Technical District Headquarters. All RAH act as regional aggregation point and are connected to Dhaka HQ through Fat Pipe with active redundancy. At present ADNTel has RAH at Dhaka, Chittagong, Sylhet and Khulna. In near future, RAH will be established at Bogra, Rajshahi, Rangpur, Barisal, Comilla, Mymensingh and Kushtia.

District Aggregation POPs (DAP) are district level POPs and connect with the nearest RAH. DAP also connects nearest upazilla level Collocated POPs (CLP).

Collocated POPs (CLP) are located at different areas in Bangladesh using the collocation facilities offered by other operators.

Infra Connecting POP (ICP) is established to interconnect different DAPs.

All RAH, DAP, CLP and ICP are capable to deliver last mile services to ADNTel customers.

**Market:**

The Government of Bangladesh (GoB) is focused on developing Bangladesh to become a “middle-income country” by 2021, synchronized with Sustainable Development Goals (SDGs). In order to achieve this, the GoB is committed and focused on the Information and Communication Technology (ICT) sector, not only as a business platform, but also one that is integrated into the lives of the general population. The government has planned to boost the ICT sector by establishing high-tech parks nationwide of which thirteen (13) have already been approved or are under construction, and a few are already in operation. The government intends to launch the first satellite (Bangabandhu Satellite - 1) as well as establish Smart Cities, Info Sarkar, Telemedicine, BD Hub projects etc. to enhance growth in this sector. ICT has been identified as the “thrust sector” for the economy of Bangladesh and is projected to contribute 2.6% of the GDP by then.

Internet users in Bangladesh surpassed 70 million mark in the first six months of this year and have registered 6.72 million new users. This added up to a total of 73.4 million users with access to the internet according to BTRC. Mobile internet accounts for 93.4 percent of the total connections. Reports from last year (<http://www.thedailystar.net/business/mobile-operators-lose-users-biometric-sim-registration-574648>) show that there was a decrease in active SIMs (17.64 lakh) in 2016. It is assumed that this decline is due to the SIM bio-registration drive of the GoB launched in December 2015. Following this decline in active SIMs, there has been an increase in new internet connections from 3.112 million in March 2016 to 4.725 million as of June 2017. This shows a 52% increase in internet connections.

**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 built-up:**

In order to continuous growing market demand and strengthening long term sustainability, the company has decided to expand its existing capacity through expansion of the current and future project which is described under the head of “Use of Proceeds” in section XXII of this prospectus.

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

There were no changes in 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 red-herring prospectus or prospectus or information memorandum 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:**

**Statement regarding significant developments subsequent to the last financial year**

In our opinion, there have no such circumstances arisen since the date of the last financial statements as disclosed in the prospectus which materially and adversely affect or is likely to affect the trading or profitability of the ADN Telecom Limited or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/- <b>Asif Mahmood</b> Chairman	Sd/- <b>Md. Moinul Islam</b> Director	Sd/- <b>Md. Mahfuz Ali Sohel</b> Director	Sd/- <b>Niaz Ahmed</b> Director (Nominee of Savoy Ice Cream Factory Limited)
Sd/- <b>Waqar Ahmad Choudhury</b> Director (Nominee of Vanguard AML BD Finance Mutual Fund One)	Sd/- <b>Ghulam Rasool</b> Independent Director	Sd/- <b>Khondkar Atique-E-Rabbani</b> Independent Director	Sd/- <b>Henry Hilton</b> Managing Director

Date: November 11, 2018

**(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 or information memorandum, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer or information memorandum, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer:**

**ADN Telecom Limited**  
Financial Statements (Un-audited)  
For the period ended March 31, 2019



**ADN TELECOM LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT MARCH 31, 2019**

Particulars	Amount in BDT	
	31-Mar-19	30-Jun-18
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, Plant and Equipment	925,124,360	846,750,234
Intangible Assets	806,431	948,743
Investment	9,946,385	9,946,385
<b>Total Non-Current Assets</b>	<b>935,877,176</b>	<b>857,645,362</b>
<b>Current Assets</b>		
Inventories	2,399,500	2,399,500
Trade and Other Receivables	340,348,600	330,802,481
Advance, Deposits and Prepayments	213,582,891	179,242,766
Cash and Cash Equivalents	22,778,045	58,496,216
<b>Total Current Assets</b>	<b>579,109,036</b>	<b>570,940,963</b>
<b>Total Assets</b>	<b>1,514,986,212</b>	<b>1,428,586,325</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Capital &amp; Reserves</b>		
Share Capital	448,600,000	448,600,000
Share Premium	83,005,464	83,005,464
Retained Earnings	366,112,289	311,830,850
<b>Total Equity</b>	<b>897,717,753</b>	<b>843,436,314</b>
<b>LIABILITIES</b>		
<b>Non-Current Liabilities</b>		
Term Loan	103,735,487	107,813,848
Lease Liabilities	9,323,377	11,291,155
Deferred Tax Liability	169,377,396	158,731,425
<b>Total Non-Current liabilities</b>	<b>282,436,260</b>	<b>277,836,428</b>
<b>Current Liabilities</b>		
Short Term Loan	15,289,936	25,497,177
Accrued Expenses	86,902,650	55,533,887
Provision for Workers' Profit Participation Fund (WPPF)	5,655,258	9,085,811
Trade and Other Payables	170,761,856	156,459,845
Provision for Tax Liability	56,222,500	60,736,863
<b>Total Current Liabilities</b>	<b>334,832,200</b>	<b>307,313,583</b>
<b>Total Liabilities</b>	<b>617,268,460</b>	<b>585,150,012</b>
<b>Total Equity and Liabilities</b>	<b>1,514,986,212</b>	<b>1,428,586,325</b>
<b>Net Asset Value (NAV) Per Share</b>	<b>20.01</b>	<b>18.80</b>
The annexed notes form an integral part of the financial statements.		
sd/- <b>Chairman</b>	sd/- <b>Director</b>	sd/- <b>Managing Director</b>
sd/- <b>Chief Financial Officer</b>	sd/- <b>Company Secretary</b>	
Dhaka 25-Apr-2019		

ADN TELECOM LIMITED					
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME					
FOR THE PERIOD JULY 01,2018 TO MARCH 31, 2019					
Particulars		Amount in BDT		Amount in BDT	
		1 Jul to 31 Mar'2019	1 Jul to 31 Mar'2018	1 Jan to 31 Mar'2019	1 Jan to 31 Mar'2018
Net Revenue		704,663,898	678,677,305	253,065,266	234,324,924
Cost of Goods Sold & Services		(411,824,354)	(382,952,947)	(135,759,128)	(126,698,654)
Gross Profit		292,839,544	295,724,358	117,306,138	107,626,270
Operating Expenses					
Administrative Expenses		(91,178,694)	(98,372,434)	(28,234,221)	(31,359,725)
Distribution and Marketing Expenses		(77,875,996)	(65,872,443)	(25,838,487)	(22,880,953)
		(169,054,690)	(164,244,877)	(54,072,708)	(54,240,678)
Profit before Interest and Tax		123,784,854	131,479,481	63,233,430	53,385,592
Other Non-Operating Income		4,683,292	2,421,668	1,793,545	1,000,742
Financial Expense		(9,707,738)	(9,281,568)	(2,803,030)	(3,336,629)
		118,760,408	124,619,581	62,223,945	51,049,705
Workers Profit Participation Fund (WPPF)		(5,655,258)	(5,934,266)	(2,963,045)	(2,430,938)
Profit before Tax		113,105,150	118,685,315	59,260,900	48,618,767
Provision for Tax					
Current Tax		(21,261,741)	(20,470,229)	(10,702,432)	(8,350,580)
Deferred Tax		(10,645,971)	(16,769,725)	(6,279,779)	(9,224,518)
		(31,907,711)	(37,239,954)	(16,982,211)	(17,575,098)
Net Profit After Tax		81,197,439	81,445,361	42,278,689	31,043,669
Other Comprehensive Income		-	-	-	-
Total Comprehensive Income		81,197,439	81,445,361	42,278,689	31,043,669
Earnings Per Share (EPS)		1.81	1.82	0.95	0.69
The annexed notes form an integral part of the financial statements.					
sd/-	sd/-	sd/-			
Chairman	Director	Managing Director			
sd/-	sd/-				
Chief Financial Officer	Company Secretary				
Dhaka					
25-Apr-2019					

**ADN TELECOM LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE PERIOD JULY 01, 2018 TO MARCH 31, 2019**

Particulars	Amount in BDT			
	Ordinary Share Capital	Share Premium	Retained Earnings	Total
Balance as at 1 July 2017	448,600,000	83,005,464	192,201,027	723,806,491
Net Profit after tax	-	-	81,445,361	81,445,361
<b>Balance as at 31 March 2018</b>	<b>448,600,000</b>	<b>83,005,464</b>	<b>273,646,388</b>	<b>805,251,852</b>
Balance as at 1 July 2018	448,600,000	83,005,464	311,830,850	843,436,314
Cash Dividend for 2017-2018	-	-	(26,916,000)	(26,916,000)
Net Profit after tax	-	-	81,197,439	81,197,439
<b>Balance as at 31 March 2019</b>	<b>448,600,000</b>	<b>83,005,464</b>	<b>366,112,289</b>	<b>897,717,753</b>

sd/-  
Chairman

sd/-  
Director

sd/-  
Managing Director

sd/-  
Chief Financial Officer

sd/-  
Company Secretary

Dhaka  
25-Apr-2019

**ADN TELECOM LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE PERIOD JULY 01, 2018 TO MARCH 31, 2019**

Particulars	Note	Amount in BDT	
		1 July 2018 to March'2019	1 July 2017 to March'2018
<b>Cash Flow from Operating Activities</b>			
Cash Received from Customers & Others		723,031,690	632,388,116
Cash Paid to Suppliers & Others		(350,326,934)	(327,339,108)
Paid for Operating Expenses		(204,354,071)	(222,927,272)
<b>Cash generated from Operations</b>		<b>168,350,685</b>	<b>82,121,736</b>
Finance Expenses Paid		(9,201,917)	(7,638,045)
Interest Received on STD		4,683,292	-
Income Tax Paid/Adjustment		(25,776,104)	-
<b>Net Cash Flow from Operating Activities</b>		<b>138,055,956</b>	<b>74,483,691</b>
<b>Cash Flow from Investing Activities</b>			
Acquisition of Property, Plant & Equipments and Intangible Assets		(130,604,748)	(101,496,793)
<b>Net Cash Flows from /(used) for Investing activities</b>		<b>(130,604,748)</b>	<b>(101,496,793)</b>
<b>Cash Flow from Financing Activities</b>			
Repayment of Long Term Borrowing		(29,078,361)	(23,609,605)
Receipt of Long Term Borrowing		25,000,000	-
Repayment of Short Term Borrowing		(26,388,781)	(34,586,984)
Receipt of Short Term Borrowing		16,181,540	28,029,049
Dividend Paid		(26,916,000)	-
Receipt from Lease Finance		-	8,000,000
Repayment to Lease Finance		(1,967,778)	(1,048,853)
<b>Net Cash Flows from/ (used) for Financing Activities</b>		<b>(43,169,380)</b>	<b>(23,216,393)</b>
<b>Net Cash Increase/(Decrease) during the year</b>		<b>(35,718,172)</b>	<b>(50,229,495)</b>
<b>Opening Cash and Cash Equivalents</b>		<b>58,496,216</b>	<b>105,920,885</b>
<b>Closing Cash and Cash Equivalents</b>		<b>22,778,045</b>	<b>55,691,390</b>

sd/-  
Chairman

sd/-  
Director

sd/-  
Managing Director

sd/-  
Chief Financial Officer

sd/-  
Company Secretary

Dhaka  
25-Apr-2019

**(dd) Factors that may affect the results of operations:**

There are no such factors that may affect the results of operations.

## **SECTION: VII**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION**

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

1. In this era of Disruptive Innovation and Digital Customer Experience, ADN Telecom aims to focus on product and service diversification (enhancing Wi-Fi, Data center and Infrastructure capacity) and continuously evolve the existing corporate portfolio through digital transformation and innovation.
2. The company intends to introduce new and cutting-edge products, services and technology and expect to introduce Omni Channel Service Experience. This will ensure the prime strategy of building long-lasting and sustainable relationships with businesses and consumers.
3. The company has aggressive expansion plans both nationally and internationally in terms of product/service offerings and builds a strong logistical network to support this expansion.
4. The company is going to continue with the strategy of increasing organizational capacity and competence to enhance our already existing reputation of being a dependable IT enabled service brand amongst financial institutions, local and international conglomerates and MNCs including fast expanding education sector.
5. The innovative and energetic team of ADN Telecom is aiming to explore the newest technologies and build one of the best technological R&D endeavor for the millennium generation of Bangladesh.
6. The company ensure international standard of service delivery, quality management and increase organizational capacity to adapt to international IT best practices and disruptive innovation.
7. The company shall increase communication and relationship with like-minded organizations, service providers, vendors and other concerned stakeholders.
8. The company intends to explore B2C and IoT segments.
9. Finally, the company intends to build sustainable, long-lasting and fruitful business relationships with our investors.

#### **(b) SWOT ANALYSIS:**

##### **Strength**

- Strong Management with sound track record.
- One of the first ISP in Bangladesh to have a diverse access network of fiber, wireless and satellite.
- Reliable and responsive network and service delivery.
- Largest provider of international MPLS and IPLC service.
- Strong relationship with NTTN's, IIGs, ICXs and IGWs.
- Strategic investment in ITC & IIG.
- Strategic partnerships with SingTel, Orange Business Services and TATA Communications.
- Strategic alliance with Bharti Airtel and Sri Lanka Telecom.
- Nationwide coverage, including remote areas without fiber based infrastructure.

##### **Weakness**

- Inability to offer services requiring smaller bandwidth volume due to cost of laying infrastructure.
- Lack of disruptive technology and limited infrastructure could result in delay in introduction of new innovation.
- Absence of automated tools (OSS-BSS).

##### **Opportunity**

- We are well-positioned to exploit the launching of Bangabandhu 1 satellite.
- Huge activities for digital Bangladesh creating new business arena.
- Opportunity to up sell and cross sell different digital products to large and existing client base.
- Due to availability of SEA-ME-WE-5, the lower price of bandwidth will help to increase the market growth.

- Market is growing high rate.
- Use of new technology concepts like IoT, Cloud Services and Data Centers allow the creation and growth of new services and products.

#### **Threat**

- Market is very competitive.
- Challenges in changes in business policy by regulatory authorities.
- First technology changes, making difficult to adopt.
- Lack of fiber infrastructure upto Union level.

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

Particulars	As per audited accounts				
	As of June 30, 2017	As of June 30, 2016	As of June 30, 2015	As of June 30, 2014	As of June 30, 2013
	(Amount in BDT)				
Net Revenue/Sales	829,452,281	757,317,248	617,304,977	513,112,791	430,773,170
YOY change in sales	9.53%	22.68%	20.31%	19.11%	11.81%
Other income	938,502	792,457	1,918,335	1,545,094	159,346
YOY change in other income	18.43%	-58.69%	24.16%	869.65%	100.00%
Cost of Service	-481,879,050	-459,998,605	-375,506,003	-286,773,536	-234,750,086
YOY change in cost of service	4.76%	22.50%	30.94%	22.16%	3.71%
Financial cost	-17,436,964	-10,153,204	-8,649,367	-4,392,768	-2,298,686
YOY change in Financial cost	71.74%	17.39%	96.90%	91.10%	10.83%
Depreciation and amortization expense	49,333,204	40,518,514	34,801,720	26,633,757	15,120,095
YOY change in Depreciation and amortization expense	21.75%	16.43%	30.67%	76.15%	16.93%
Inventories	2,363,500	1,572,550	12,906,434	6,112,632	61,714
YOY change in inventories	50.30%	-87.82%	111.14%	9804.77%	-75.31%
Profit before income tax	152,170,059	125,046,738	95,802,591	119,824,478	114,861,478
YOY change in Profit before income tax	21.69%	30.53%	-20.05%	4.32%	25.23%
Net Profit after Tax	105,936,997	87,762,243	64,665,545	60,156,720	51,059,522
YOY change in Net Profit after Tax	20.71%	35.72%	7.50%	17.82%	5.94%
Earnings per share	2.52	2.10	1.54	1.50	1.44
YOY Change in EPS	20%	36.36%	2.67%	4.17%	14.29%

**Reason of Fluctuation:****Revenue:**

Due to efficient management, marketing policy and overall demand of various type of IT related services, revenue has grown over the past few years. Overall the Company has experienced favourable growth over the years with average growth rate of around 17% over the past 5 (five) years.

**Other Income:**

The Company maintains some of its liquid assets in short term deposit accounts which attracts interest on quarterly basis. The amount represents the income generated against the unutilised fund maintained in such accounts.

**Cost of Service:**

These are the costs associated with directly carrying out the business activities of the Company. Change in the cost of service from period to period is in line with the change in revenue of the Company.

**Financial Cost:**

This represents the interest on LATR and Term Loan and is paid when due. The fluctuation is primarily due to the timing of taking the loan facilities from various Banks & Financial Institutions.

**Depreciation & Amortisation:**

To keep pace with the growth in revenue, the Company had to invest significantly in Fixed Assets to service its client base. Depreciation on these assets are recognised in the financial statements to reflect their use. ADNTel also has some intangible assets which are amortised over their useful life.

**Inventory:**

Inventory consists of CPE & IDU (i.e. internet routers). These are bought in line with the assessed demand for such products in the market. During the initial stage, these products had significant demand which is also reflected by the increased inventory held by the Company.

**Net Profit before & after tax, EPS, etc:**

The growth of Net Profit before & after tax is consistent with the growth of the revenue. No unusual changes have occurred during the last 5 (five) years on the above matters. EPS are properly calculated in line with BAS 33 using the weighted average number of shares.

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

The company has no known trends demands, event or uncertainties that are likely to have an effect on the company's business except the known trends and uncertainties which have been mentioned in Section VI(f)(ii)(e). Similarly the company has no commitments that are likely to have an effect on the company's business other than as specified in the section-XXII under the head of "Use of Proceeds" of this prospectus.

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

The company has been operating with moderate liquidity. The company is currently enjoying working capital facilities in different modes from various financial institutions, through which it is managing liquidity and meeting its payments for procuring raw materials to carry out the service.

From the cash flow of the company, it has been revealed that the company can generate sufficient fund internally to service its debt burden and other liabilities also. The company generated operating cash flow of BDT 15.58 Core for the year ended June 30, 2017 to meet its liquidity and obligation.

**(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.



**SECTION: VIII**  
**DIRECTORS AND OFFICERS**

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

SL	Name of the Directors	Father's Name	Age	Residential Address	Educational Qualification	Experience	Position in the Company	Name of the Institutions and Duration for Nominated Director
01	Asif Mahmood	Late A.M.Z. Mahmood	52	Charukunjo, Apt.2A, 77, Gulshan Avenue, Gulshan, Dhaka-1212.	B. Sc in Engineering	27	Chairman	-
02	Md. Moinul Islam	Late Mohammad Shafiqul Islam	57	House # 48/2, Shiddeshwari Lane, Shantinagar, Ramna Dhaka-1217.	M. Sc. (Applied Physics & Electronics), D.U	27	Director	-
03	Md. Mahfuz Ali Sohel	Late Mohammad Ali	55	Flat:S-6, Road:04, House:22, Green View Apartment, Dhanmondi, Dhaka-1205	M. Sc. (Applied Physics & Electronics), D.U	28	Director	-
04	Niaz Ahmed	Nek Mohammed	56	House No. 24, Road No. 1, Block-I, Banani, Dhaka	M. Com, LL.B	38	Director	Savoy Ice Cream Factory Limited
05	Waqar Ahmad Choudhury	Nasiruddin Ahmad Choudhury	52	House-05, Road-82, Gulshan-02, Dhaka-1212	Bachelor of Commerce (Finance & Banking) Adelphi University, Long Island, N.Y. USA.	30	Director	Vanguard AML BD Finance Mutual Fund One
06	Ghulam Rasool	Mohammed Moksed Ali	68	House-66, Road-21, Block-B, Banani, Dhaka-1213	MBA, IBA, University of Dhaka	29	Independent Director	-
07	Khondkar Atique-E-Rabbani	Late Khondkar Lutf e Rabbani	64	Spring Scarlet, Apartment A1, House 64, Road 18, Block A, Banani, Dhaka 1213.	FCA	39	Independent Director	-
08	Henry Hilton	James Hilton	53	House No-12, Road No-4, Sector-7, Uttara, Dhaka-1230.	MBA, The International University, Bangladesh.	22	Managing Director	-

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

SL	Name of the Director's	First date of appointment as Director	Date of expiry of current term as Director
01	Asif Mahmood	22-09-2003	AGM of 2020
02	Md. Moinul Islam	22-09-2003	AGM of 2020
03	Md. Mahfuz Ali Sohel	22-09-2003	AGM of 2019
04	Niaz Ahmed	19-08-2018	AGM of 2019
05	Waqar Ahmad Choudhury	19-08-2018	AGM of 2019
06	Ghulam Rasool	01-09-2017	31-08-2020
07	Khondkar Atique -E Rabbani	07-01-2018	06-01-2021
08	Henry Hilton	11-09-2017	10-09-2022

(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	Position in Issuer Company	Directorship/Ownership/Partner with other Organization	Position held
Asif Mahmood	Chairman	ADN Technologies Limited	Chairman
		Tech Valley Networks Limited	Chairman
		InGen Technology Limited	Chairman & Managing Director*
		InGen Industries Limited	Managing Director*
		Bangladesh News 24 Hours Limited	Chairman
		Advance Technology Computers Limited	Chairman & Managing Director *
		Tech Valley Computers Limited	Director
		bdnews24 publishing limited	Chairman
		ADN Eduservices Limited	Chairman
		Renaissance Aviation Services Limited	Managing Director*
		BASE Limited	Chairman
		MyTel Limited	Managing Director*
		Good Heal Trust	Chairman
		Centre for Media & Development Trust	Chairman
		SEAF Ventures Management	Managing Director*
Md. Moinul Islam	Director	Tech Valley Distributions Ltd.	Chairman
		Tech Valley Computers Ltd.	Managing Director*
		Advance Technology Computers Ltd.	Director
		Tech Valley Systems Limited	Chairman
Md. Mahfuz Ali Sohel	Director	Tech Valley Solutions Ltd.	Chairman
		Tech Valley Computers Limited.	Chairman
		Unus Technology Limited	Chairman
		Valley Power Solutions Ltd	Managing Director*
		Nodi Agro Industries Ltd	Managing Director*
		Advance Technology Computers Ltd	Director
Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director	Golden Oil Mills Limited	Managing Director*
		Savoy Ice Cream Factory Limited	Managing Director*
		Al-Arafah Islami Bank Limited	Director
		Islami Commercial Insurance Co. Limited	Director
		Bangla Tel Limited	Director
		BD Link Communication Limited	Director
		Jibondhara Solution Limited	Director
		South East University	Trustee
		Broadway Marketing Co.	Managing Partner
		Golden Trading Co.	Proprietor
		Khaja Corporation	Proprietor
		Trade Plus	Proprietor
Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	Vanguard Asset Management Limited	Director and Managing Director & CEO
		Union Capital Limited	Director
		Nascom (Pvt.) Limited	Director
		Rancom Trading (Pvt.) Limited	Chairman & Managing Director
Ghulam Rasool	Independent Director	N/A	N/A
Khondkar Atique -E Rabbani	Independent Director	The Computers Ltd.	Managing Director*
Henry Hilton	Managing Director	Managewell Communication Ltd.***	Managing Director**

\*All are private limited companies.

\*\* Mr. Henry Hilton, Managing Director of ADN Telecom Limited can work for more than one company at a time under provision of Section 109(2) of Companies Act, 1994 as per approval from Ministry of Commerce dated 16 July 2018.

\*\*\*The name of Managewell Communication Ltd. has been changed to ADN International Gateway Limited on 4<sup>th</sup> April, 2019.

**(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 last three years then dividend payment history and market performance of that issuer:**

None of the Directors are involved in securities market in any manner and nor have any Directorship in any issuer of other listed securities during last three years.

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

There is no family relationship among the Directors and top five Officers of ADN Telecom Limited.

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

Name	Position in Issuer Company	Directorship/Ownership/Partner with other Organization	Nature of Business
Asif Mahmood	Chairman	ADN Technologies Limited	Telecommunication Technologies related products/equipments sales and service. IT Enable Service provider.
		Tech Valley Networks Limited	IT and IT Enable Service Importer, Exporter and Supplier.
		InGen Technology Limited	Manufacturer, Distributor, Supplier, Consultant, Importer and Exporter of Renewable Energy.
		InGen Industries Limited	Importer, Exporter and Supplier.
		Bangladesh News 24 Hours Limited	The company publishes first internet newspaper in Bangladesh, first in the world of its kind.
		Advance Technology Computers Limited	Computer, Telecommunication Technologies related products/equipments sales and service.
		Tech Valley Computers Limited	Computer related products/ equipments sales and service.
		bdnews24 publishing limited	Books Publisher
		ADN Eduservices Limited	IT Enable Service, Training provider, Importer, Exporter and Supplier.
		Renaissance Aviation Services Limited	Aviation.
		BASE Limited	Software Development, IT Training and Consultancy Services.
		MyTel Limited	Establishing, Operating, Maintaining International Gateway (IGW) Services.
		Good Heal Trust	Non-profit organization for improving the quality of health care services.
		Centre for Media & Development Trust	Non-profit organization aims to increase capacity building of Bangladesh media and also works for institutional development in Bangladesh.
		SEAF Ventures Management	Private equity and venture capital fund manager.
Md. Moinul Islam	Director	Tech Valley Distributions Ltd.	Computer related products/ equipments sales and service.
		Tech Valley Computers Ltd.	Computer related products/ equipments sales and service.
		Advance Technology Computers Ltd.	Computer, Telecommunication Technologies related products/ equipments sales and service.
		Tech Valley Systems Limited	Computer related products/ equipments sales and service.
Md. Mahfuz Ali Sohel	Director	Tech Valley Solutions Ltd.	Dealing in IT Equipment, Peripherals like Computers, Servers, Printing & Imaging Products, etc. and Power solution Products and also provides application, security and network solutions.
		Tech Valley Computers Limited.	Computer related products/ equipments sales and service.
		Unus Technology Limited	Power Solution Products and Services.
		Valley Power Solutions Ltd	Power Solution Products and Services.
		Nodi Agro Industries Ltd	Agro Business.
		Advance Technology Computers Ltd	Computer, Telecommunication Technologies related products/ equipments sales and service.

Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director	Golden Oil Mills Limited	Manufacturing establishment of edible grade Coconut Oil
		Savoy Ice Cream Factory Limited	Importer, Exporter and Manufacturer
		Al-Arafah Islami Bank Limited	Bank
		Islami Commercial Insurance Co. Limited	Insurance
		Bangla Tel Limited	International Gateway (IGW) service
		BD Link Communication Limited	International Terrestrial Cable (ITC) service and International Internet Gateway (IIG) service.
		Jibondhara Solution Limited	Interconnection Exchange (ICX) service.
		South East University	University
		Broadway Marketing Co.	Trading
		Golden Trading Co.	Trading
		Khaja Corporation	Trading
		Trade Plus	Trading
Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	Vanguard Asset Management Limited	Asset Management Company
		Union Capital Limited	Non-Banking Financial Institution
		Nascom (Pvt.) Limited	Trading
		Rancom Trading (Pvt.) Limited	Importer, Supplier, IT enable service
Ghulam Rasool	Independent Director	N/A	N/A
Khondkar Atique -E Rabbani	Independent Director	The Computers Ltd.	Software Programmer/IT Training and Software Consulting/ Development.
Henry Hilton	Managing Director	Managewell Communication Ltd.*	Telecommunication, Importer, Exporter and Supplier

\*The name of Managewell Communication Ltd. has been changed to ADN International Gateway Limited on 4<sup>th</sup> April, 2019.

#### (g) Short Bio Data of the Directors:

##### Asif Mahmood

###### Chairman

Mr. Asif Mahmood is the founder Chairman of ADN Telecom since its inception. He holds a B.Sc. in Engineering from NIT, India. A visionary leader enriched with more than 26 years of experience in IT, ICT and Telecommunications, Mr. Mahmood is among the pioneers of systems integration in Bangladesh. As a result, ADN Telecom today boasts of being country's largest provider of international MPLS service and is the only provider of cellular mobile transmission (Abis over VSAT) solution in Bangladesh.

The alliance of Mr. Asif Mahmood and SingTel since 1999 is an endorsement to his vigor in advanced satellite communication. It has looped Bangladesh, for the very first time, into the global enterprise networks. As a result, ADN Telecom today boasts of being country's largest provider of international MPLS service. Under his leadership, ADN Telecom is by far the only provider of cellular mobile transmission (Abis over VSAT) solution in Bangladesh.

Mr. Asif Mahmood is a member of Dhaka Chamber of Commerce & Industry (DCCI) and Korea Bangladesh Chamber of Commerce and Industry (KBCCI). He is also the founder member of Wireless Internet Broadband Association (WIBA) and Bangladesh Association of Call Center & Outsourcing (BACCO).

He also chairs the Board of Trustees of “Goodheal Trust” that deals with the development of healthcare in Bangladesh and “Centre for Media & Development Trust” that promote the social development in the country and to promote capacity building of media institutions and media professionals.

#### **Md. Moinul Islam**

Director

Mr. Moinul Islam is the founder Director of ADN Telecom Limited and has over 26 years of experience in the technology industry. Mr. Islam is currently the Chairman of Tech Valley Distributions Ltd .and Managing Director of Tech Valley Computers Ltd and a Director of Advance Technology Computers Ltd. Mr. Islam holds a M.Sc. in Applied Physics & Electronics from Dhaka University. He was the key person in achieving Zero TAX on ICT products among Seven members BCS Delegation in 1998, as well as in formulating the ICT Policy of Bangladesh from FBCCI- the first ever Policy work in the history of FBCCI. He is the former Vice President of Bangladesh Computer Samity and a current member of Dhaka Chamber of Commerce & Industry (DCCI). He is a lifetime member of Ex Adamjee Cantonment Students Association and was a General Body Member (Term 2012-2014) of The Federation of Bangladesh Chambers of Commerce and Industry (FBCCI).

#### **Md. Mahfuz Ali Sohel**

Director

Mr. Md. Mahfuz Ali Sohel is the Founder Director of ADN Telecom Limited. Among other positions, he is currently the Chairman of Tech Valley Solutions Ltd., Tech Valley Computers Limited and Unus Technology Limited; while being the Managing Director of Valley Power Solutions Ltd. and Nodi Agro Industries Ltd. Presently, he is also a Director in Advance Technology Computers Ltd. Mr. Ali has an M.Sc. in Applied Physics & Electronics from Dhaka University and has over 27 years of experience in different fields. Due to his vast experience and knowledge on various fields of business he is a Member of Bangladesh Computer Samity (BCS), Dhaka Chamber of Commerce & Industry (DCCI), Dhaka Army Golf Club, Gulshan Society, Banani Society and Dhanmondi Club Limited.

#### **Niaz Ahmed**

Director

Mr. Niaz Ahmed is a Director of ADN Telecom Limited (Representing Savoy Ice Cream Factory Limited). He is a distinguished self-achieved businessman. He is the first generation businessman in the country. Starting in the early eighty's with a vision of 'taking our nation a step towards tomorrow', Mr. Niaz Ahmed has been one of the leading Entrepreneurs in the country over the year. The road was had been quite difficult and the tasks forbidding, but Mr. Niaz Ahmed made it possible only by his commitment, dedication and self-confidence. He is an emerging entrepreneur in Bangladesh. Being a business and law graduate, Mr. Ahmed started his career as an advocate. Later he started chemical business and within very short time established himself as a successful businessman.

#### **Waqar Ahmad Choudhury**

Director

Mr. Waqar Ahmad Choudhury is a Director of ADN Telecom Limited (Representing Vanguard AML BD Finance Mutual Fund One). Mr. Waqar was the stakeholder and sponsor Director from 1996 to 2012, of Green Delta Insurance Company Limited, one of the largest General Insurance Companies in Bangladesh. During this period Mr. Choudhury played a pivotal role making equity investments in creating the following ventures:

- ❖ Delta BRAC Housing Limited (DBH), largest housing finance company in Bangladesh.
- ❖ United Hospital Limited, one of the leading corporate hospitals in Bangladesh.
- ❖ Green Delta Securities Limited, having membership of Dhaka Stock Exchange and Chittagong Stock Exchange.
- ❖ Green Delta Capital Limited, one of the leading Merchant Banks in Bangladesh.

Apart from the above investments he played a key role to finalize the equity participation of IFC to Green Delta Insurance Company. He was immediate past Managing Director and CEO of Green Delta LR Holdings Limited with 30 years of experience in the field of investment banking mainly in the capital market, insurance and trading business. Currently he is the Director and Managing Director & CEO of Vanguard Asset Management Ltd. He is also the Director and Chairman of

Executive Committee of Union Capital Limited. Mr. Waqar also the Chairman & Managing Director of Rancom Trading (Pvt.) Limited and Director of Nascom (Pvt.) Ltd. He is widely reputed for crafting requisite strategic vision to achieve business goals. Mr. Waqar holds the Bachelor of Commerce in Finance and Banking from Adelphi University in Long Island, NY, USA.

#### **Ghulam Rasool**

Independent Director

Mr. Ghulam Rasool is an Independent Director of ADN Telecom Limited. Qualified with an MBA, IBA, University of Dhaka, in Marketing; Ghulam has a rich experience of 29 years in the IT industry. He has handled and competently managed the sales, services and later the management function. Presently he is the Managing Director & CEO of Asset Developments & Holdings Ltd.

He was instrumental in establishing Oman Computer Services (OCS) which was the pioneer IT Company of Oman. In his 16 year career with OCS as part of the core team, he witnessed the building of an organization from inception to being the market leader IT Company in Oman. He has worked in the management team holding senior positions. Ghulam is a versatile and effective manager for IT solution providers with experience in different countries of the GCC like Oman, Kuwait and UAE. His 5 year stint in Australia as a Sales Manager of a finance company, gave him the added exposure to training and western systems and procedures of management.

Previously as Managing Director of Macro Software Systems, Oman, his achievement was to bring the company back from the brink after a management crisis threatened its very existence. He effectively retained clients, principles and held the core team together.

In his last assignment as Managing Director & CEO of Tech Valley Networks (TVN), provided leadership to meet the stated goals of the board of TVN by providing guidance to various teams to meet the ever-growing and complex IT solution deployment scenario of the Bangladesh market.

#### **Khondkar Atique-E-Rabbani**

Independent Director

Mr. Khondkar Atique-E-Rabbani, B Tech (Hons) in Statistics from University of Bradford, UK, FCA is serving as an Independent Director of ADN Telecom Limited since January 2018. Mr. Rabbani is the Managing Director of The Computers Ltd, established in Nov 1983 engaged primarily in Software Programmer/ IT Training and Software Consulting/ Development. He is also the Chief Consultant of Atique Rabbani Consulting engaged in Internal Audit, Process Optimization, IT Audit and ERP Consulting.

Mr. Rabbani is a member of the Governing Board and immediate past President of Institute of Internal Auditors Inc, Bangladesh Chapter. Mr Rabbani is the founder member of BASIS (Bangladesh Association of Software and Information Services) formed in 1997 and BCS (Bangladesh Computer Samity) formed in 1987. Mr. Rabbani was past Vice President of DCCI (2016), Independent Director for ICB Securities and Trading Company Ltd (2000 to 2012), Director of Dhaka Chamber of Commerce and Industry (2002-2004 & 2015-2017), Treasurer, BCS and BASIS (1997-99), Secretary, BASIS (1999-2001). He is a Life member of Cadet College Club Ltd. and Mirzapore Ex Cadets Association.

Mr. Rabbani started work as a Programmer in British American Tobacco & Co., in Southampton, UK during 1977-78 as an industrial placement student from University of Bradford, UK. Mr. Rabbani articulated with Arthur Young McClelland Moores & Co. (AYMM & Co), UK and became a member of ICAB (Institute of Chartered Accountants Bangladesh) in 1989. Mr Rabbani's unique blend of IT/Software and Financial/Accounting expertise has been acquired and honed over his involvement in these two fields over the last thirty years in Bangladesh and UK.

Mr. Rabbani writes, plays a guitar, sings and swims in his spare time.

#### **Henry Hilton**

Managing Director

Mr. Henry Hilton is the Ex. Officio Managing Director of ADN Telecom Limited and has been with ADN for over 11 years. Prior to this, he was serving the Company as Head of Sales. He has more than 21 years of experience in corporate sector and before becoming a part of ADN, he worked with Cosmos Group, Heidelberg Cement Bangladesh Limited and Agni Systems Limited. Mr. Henry holding MBA degree from USA and attends a number of workshops& seminars at home and abroad. He is also the Managing Director of ADN International Gateway Limited (Formerly known as Managewell Communication Ltd.)

**(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 and shareholders who hold 10% or more shares in the paid-up capital of the Company is loan defaulter.



(i) Name with position, educational qualification, age, date of joining in the company, overall experience (in 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:

Sl. No.	Name	Designation	Educational Qualification	Age	Date of Joining	Overall Experience	Previous employment	Salary paid for FY 2016-17 (BDT)
1	Asif Mahmood	Chairman	B. Sc. Eng.	52	22-09-2003	27	N/A	2,400,000
2	Henry Hilton	Managing Director	MBA	53	10-07-2006	29	<ul style="list-style-type: none"> <li>• Cosmos Group of Companies Designation: GM</li> <li>• Heidelberg Cement Bangladesh Designation: IT Manager</li> <li>• Agni Systems Ltd Designation: Customer Support Manager</li> </ul>	4,006,859
3	*Abul Mueyed Ziaush Shams	Consultant	MBA in Marketing from IBA, Dhaka University, B. Com Hons. in Management	56	01-11-2006	25 Years	<ul style="list-style-type: none"> <li>• BOC Bangladesh Ltd Designation: Business Manager</li> <li>• New Zealand Milk Bangladesh Ltd Designation: Marketing Manager (HOD)</li> <li>• Unilever Bangladesh Ltd Designation: Product Group Manager</li> </ul>	3,392,500
4	Md. Enayet Hossain	Chief Financial Officer	FCMA, CGMA, ACA	46	22-09-2005	20 Years	<ul style="list-style-type: none"> <li>• Nilkamal Padma Plastics (Pvt) Ltd. Designation: Head of Accounts &amp; Finance</li> <li>• NAZ Bangladesh Ltd Designation: Manager- Accounts &amp; Finance</li> <li>• BeximcoPharmaceuticals Ltd. Designation: Accounts Officer</li> </ul>	3,673,525
5	*Lutfie Najib Khan	Head of Administration	B.Sc	61	01-11-2016	38 Years	<ul style="list-style-type: none"> <li>• Robintex Group Designation: Head of Admin, HR, Security &amp; Compliance</li> <li>• BAN Air Ltd Designation: CEO &amp; Director</li> <li>• Mars Aviation Ltd Designation: Director &amp; CEO</li> <li>• Dutch Bangla Textile Gmb Designation: CEO</li> <li>• International Finance, Investment &amp; Commerce Bank Ltd Designation: AVP</li> <li>• Bank of Credit &amp; Commerce International Designation: Manager</li> </ul>	850,000

Sl. No.	Name	Designation	Educational Qualification	Age	Date of Joining	Overall Experience	Previous employment	Salary paid for FY 2016-17 (BDT)
6	Abdul Matin Miaz	Chief Commercial Officer	B. Sc. Eng. (EEE) from BUET	57	05-11-2006	31Years	<ul style="list-style-type: none"> <li>• Data Soft ITSL Ltd Designation: Project Director</li> <li>• Base Ltd Designation: COO</li> <li>• Techno Vista Ltd Designation: COO</li> <li>• Dutch Bangla Bank Ltd Designation: Sr. Vice President</li> <li>• EGIS II Designation: GIS Specialist</li> <li>• Beximco Computers Designation: Programmer</li> </ul>	3,165,000
7	Saifullah A.Solenkhi	Director, IT & Strategy	MIS, AIUB M.Com and B.Com, Dhaka University	47	25-07-2008	26	<ul style="list-style-type: none"> <li>• Stock Bangladesh.Com Designation: Consultant, Business</li> <li>• Bangladesh Product Designation: Partner</li> <li>• Base Ltd Designation: Director</li> <li>• AIUB Designation: Computer Lab In charge</li> <li>• Rahman Metal Industries Designation: MIS Executive</li> </ul>	2,530,000
8	Md. Rezaul Karim	Director (Technical)	EMBA (Marketing & Finance), North South University B.Sc. in Mechanical Engineering	61	15-06-2016	37	<ul style="list-style-type: none"> <li>• Robi Axiata Limited Designation: Vice President</li> <li>• Grameenphone Ltd Designation: ACE, Vendor Management &amp; Training</li> <li>• BTTB Designation: Project Manager</li> <li>• Telephone Shilpa Sangstha Designation: Senior Engineer</li> </ul>	2,500,000

9	Md. Abul Kashem	Head of Internal Audit	MSS in Political Science, University of Dhaka	61	01-02-2017	33	<ul style="list-style-type: none"> <li>Government of Bangladesh Designation: Controller General of Accounts (Secretary equivalent-Grade 1)</li> <li>Bangladesh Railway Designation: Additional Director General-Finance</li> <li>Financial Management Academy, Dhaka Designation: Director General</li> <li>Ministry of Finance Designation: National Consultant (Audit Specialist)</li> </ul>	550,000
10	**Ferdaus Al Amin	Head of Planning	B. Sc. Eng. (EEE)– BUET	59	26-06-2013	28	<ul style="list-style-type: none"> <li>Fiber@Home Designation: GM, Technology</li> <li>AT&amp;T Engineering, CA USA Designation: Design &amp; Project Engineer</li> <li>E.O Business Systems, Canada Designation: Business Analyst</li> <li>MDS Sciex, ON, Canada Designation: Production Associate</li> <li>Ministry of Post &amp; Telecommunication Designation: Divisional Engineer (Runner of BTRC)</li> </ul>	2,534,400
11	*Mohammad Shawkat Ali	Head of the Chairman's Office	MS (Physics), University of Dhaka	61	01-09-2016	34	Former Civil Servant	525,000
12	Ruhullah Raihan Alhusain	Chief Digital Business & Marketing Officer	Bachelor of Business Administration (Finance & Marketing), University of Texas, Arlington.	38	18-06-2017	15	<ul style="list-style-type: none"> <li>Amarante Consulting Ltd Designation: Consultant</li> <li>iPay Systems Limited Designation: Consultant</li> <li>airtel Bangladesh Head mCommerce Operations</li> <li>TechValley Group Head of Group Governance &amp; Compliance</li> <li>Grameenphone Ltd Head Operations Finance</li> <li>CSL Manager- Training</li> </ul>	108,333
13	Md. Amir Hasan Chowdhury	Head of HR	MBA (HRM), Stamford University, PGDPM from BIM, MSc (Statistics), Jahangirnagar University	49	15-05-2006	21	<ul style="list-style-type: none"> <li>Runner Group Designation: Manager- HR</li> <li>Nilkamal Padma Plastics Pvt. Ltd Designation: Manager-Personnel &amp; Admin.</li> <li>Delta Life Insurance Company Ltd. Designation: Asst. Vice President-HR</li> <li>Tex-Apparel Connection. Designation: Factory Personnel Officer.</li> </ul>	2,102,957

14	Maj. Khandker Muhammad Arif (Retd.)	Head of Regulatory Affairs & ERP	MBA (MIS), DU, Bachelor of Arts	48	07-08-2007	26	<ul style="list-style-type: none"> <li>Bangladesh Military</li> <li>Designation: Major-Last position</li> </ul>	2,208,318
15	Ashraf Khan	Head of IPT & VC	Information Management System, Ryerson University, Toronto, Canada	44	02-06-2013	14	<ul style="list-style-type: none"> <li>Beximco IT- BOL</li> <li>Designation: DGM-Network Services</li> <li>Acklands Grainger Inc.</li> <li>Designation: Sr. Network Administrator</li> <li>Vlink Network Inc, Toronto, Canada</li> <li>Designation: Solution Architect</li> <li>Celestica Inc, Totonto, Canada</li> <li>Designation: Network Analyst</li> </ul>	1,922,880
16	Md. Monir Hossain	Company Secretary	FCS, MSS (Economics)	37	01-04-2009	11	<ul style="list-style-type: none"> <li>Central Hospital Limited</li> <li>Designation: Company Secretary</li> <li>DNS Group</li> <li>Designation: Assistant Company Secretary</li> </ul>	1,561,359
17	Mohammad Hamidur Rashid***	Head of Technical Operation	MBA (MIS), DU BSc in (EEE), Islamic University of Technology, Dhaka	36	25-09-2007	14	<ul style="list-style-type: none"> <li>Insoft systems Ltd</li> <li>Designation: Network Administrator</li> <li>Sirius Broadband (BD) Ltd</li> <li>Designation: Network Engineer</li> </ul>	2,028,663
18	Myenuddin Muhammad Syefullah	Head of Core Technology	BSS	37	03-04-2016	13	<ul style="list-style-type: none"> <li>Gonophone Bangladesh Ltd</li> <li>Designation: Network Engineer</li> <li>Vitals Computers</li> <li>Designation: Hardware Engineer</li> </ul>	1,881,900
19	Mohammad Mahfujul Alam	AGM, International Business	MSS & BSS in Sociology, Rajshahi University	48	01-11- 2006	19	<ul style="list-style-type: none"> <li>TNT International Express</li> <li>Designation: Chief of IT</li> <li>KRC Marketing Agency</li> <li>Designation: Assistant Merchandiser</li> <li>MTC Beverage Ltd</li> <li>Designation: Officer-Sales &amp; Marketing</li> </ul>	1,505,160

Apart from this, no other director or no shareholder of the Company has received any monthly Salary from the Company.

\* Abul Mueyed Ziaush Shams, Lutfu Najib Khan, Mohammad Shawkat Ali Resigned on 31 March 2019.

\*\*Ferdaus Al Amin Retired on 31 August 2019.

\*\*\*Mohammad Hamidur Rashid currently holds the position of Chief Technical Officer.

- (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;**

There is no change otherwise by way of retirement in the normal course in the senior key management personnel of the Company relating to production, planning, finance and marketing during the last three years prior to the date of filing of Prospectus expect followings:

Name	Position	Remarks
Mr. Asif Mahmood	Chairman	Resigned from Managing Directorship on 11 September 2017
Mr. Henry Hilton	Managing Director	Promoted on 11 September 2017
Mr. Faisal Bin Rafek	Former Chief Marketing Officer	Left on 22 June 2017
Mr. Ruhullah Raihan Alhusain	Chief Digital Business & Marketing Officer	Joined on 18 June 2017
Mr. Md. Abul Kashem	Head of Internal Audit	Joined on 01 February 2017
Mr. Lutfе Najib Khan	Head of Administration	Joined on 01 February 2017

It appears from above that employee turnover in the key management positions is not high compared to that of industry rate.

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

Name of the sponsors, father's name and age	Personal addresses	Educational qualifications and Experience	Position		Status of the Sponsor in other ventures and position	
			Past	Present	Name	Position
Name: Asif Mahmood Father's Name: A.M.Z. Mahmood Age: 52	Charukunjo, Apt.2A, 77, Gulshan Avenue, Gulshan, Dhaka-1212.	Educational qualifications B. Sc in Engineering Experience: 27 years.	Chairman & Managing Director	Chairman	ADN Technologies Limited	Chairman
					Tech Valley Networks Limited	Chairman
					InGen Technology Limited	Chairman & Managing Director*
					InGen Industries Limited	Managing Director*
					Bangladesh News 24 Hours Limited	Chairman
					Advance Technology Computers Limited	Chairman & Managing Director*
					Tech Valley Computers Limited	Director
					bdnews24 publishing limited	Chairman
					ADN Eduservices Limited	Chairman
					Renaissance Aviation Services Limited	Managing Director*
					BASE Limited	Chairman
					MyTel Limited	Managing Director*
					Good Heal Trust	Chairman
					Centre for Media & Development Trust	Chairman
					SEAF Ventures Management	Managing Director*

Name of the sponsors, father's name and age	Personal addresses	Educational qualifications and Experience	Position		Status of the Sponsor in other ventures and position	
			Past	Present	Name	Position
Name: Md. Moinul Islam Father's Name: Late Mohammed Shafiqul Islam Age: 56	House # 48/2, Shiddeshwari Lane, Shantinagar, Ramna Dhaka-1217.	Educational qualifications: M. Sc. (Applied Physics, & Electronics), D.U Experience: 27	Director	Director	Tech Valley Distributions Ltd.	Chairman
					Tech Valley Computers Ltd.	Managing Director
					Advance Technology Computers Ltd.	Director
					Tech Valley Systems Limited	Chairman
Name: Md. Mahfuz Ali Sohel Father's Name: Late Mohammad Ali Age: 54	Flat:S-6, Road:04, House:22, Green View Apartment, Dhanmondi, Dhaka-1205	Educational qualifications: M. Sc. (Applied Physics, & Electronics), D.U Experience: 28	Director	Director	Tech Valley Solutions Ltd.	Chairman
					Tech Valley Computers Limited.	Chairman
					Unus Technology Limited	Chairman
					Valley Power Solutions Ltd	Managing Director*
					Nodi Agro Industries Ltd	Managing Director*
					Advance Technology Computers Ltd	Director
Name: Niaz Ahmed Father's Name: Nek Mohammed Age:56	House No. 24, Road No. 1, Block-I, Banani, Dhaka	Educational qualifications: M. Com, LL.B	-	Director	Golden Oil Mills Limited	Managing Director*
					Savoy Ice Cream Factory Limited	Managing Director*
					Al-Arafah Islami Bank Limited	Director
					Islami Commercial Insurance Co. Limited	Director
					Bangla Tel Limited	Director
					BD Link Communication Limited	Director
					Jibondhara Solution Limited	Director
					South East University	Trustee
					Broadway Marketing Co.	Managing Partner
					Golden Trading Co.	Proprietor
					Khaja Corporation	Proprietor
Name: Waqar Ahmad Choudhury	House-05, Road-82, Gulshan-02,	Educational qualifications: Bachelor of	-	Director	Vanguard Asset Management Ltd	Director and Managing Director & CEO

Father's Name: Nasiruddin Ahmad Choudhury Age :52	Dhaka-1212	Commerce (Finance & Banking) Adelphi University, Long Island, N.Y. USA.			Union Capital Ltd.	Director
					Nascom (Pvt.) Ltd	Director
					Rancom Trading (Pvt.) Limited	Chairman & Managing Director
Name: Md. Abu Yousof Zakaria Father's Name: Late Momtaz Uddin Akondo Age: 50	Concord Regency, Flat # 16B, 19/1 Lake Circus, West Panthapath, Dhaka-1205.	Educational qualifications: MBA (Finance) Experience: 22	Director	Sponsor Shareholder	Tech Valley System Ltd	Managing Director
					Unified Business Ltd.	Chairman
Name: Mohammad Ali Sarker Father's Name: Late Abdul Latif Sarker Age: 49	Ena Golden Rhythm, Flat # C-3 (3rd Floor), House # 7/2,Block# C,Lalmatia,Dhaka -1207.	Educational qualifications: MBA Experience: 25	Director	Sponsor Shareholder	Tech Valley Networks Ltd.	Managing Director
					InGen Technology Ltd.	Director
Name: Mamonoor Rashid Father's Name: Late Rashid Ahmed. Age: 51	Apt # 4A, Plot # 81, Road# 08, Block # B, Boshundhara R/A,Dhaka.	Educational qualifications: Masters of Social Science Experience: 24	Director	Sponsor Shareholder	Not involved in other organization	
Name: Muhammad Anwarul Karim Father's Name: Late Azizur Rashid Age: 51	62/1 Chandkhan Pool Lane, Dhaka.	Educational qualifications: MBA Experience: 26	Director	-	Mr. Muhammad Anwarul Karim, Sponsor Shareholder transferred his entire 40,000 no. of shares on 03-10-2010 and has no communication with the issuer company.	
Name: Abu Saeed Khan Father's Name: Late Abu Ahmad Khan Age: 56	Apt. B/8, House No. 04, Road No. 18, Block-A, Banani, Dhaka, Bangladesh.	Educational qualifications: MBA Experience: 21	Director	-	Not involved in other organization	
Name: Late Irshadul Islam Father's Name: Late Shamsul Islam	deceased					

\*All are private limited companies.

**(I) 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.:**

There is no such acquisition in the Company within five years immediately preceding the date of filing this Prospectus. Hence, the information is not applicable.

**(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:**

All the sponsors/directors have experience in the proposed line of business.

**(n) Interest of the Key management persons:**

The interest of the key management persons is given in the sub-section (i) of the current section of the Prospectus.

**(o) All Interest and facilities enjoyed by the directors, whether pecuniary or non-pecuniary:**

There were no such interests and facilities in the form of pecuniary and non-pecuniary enjoyed by the Directors except followings:

Name of Directors	Position	Financial Year	Pecuniary				Non-pecuniary
			Remuneration (BDT)	Board Meeting Attendance Fee	Dividend		
					Stock (Bonus shares)	Cash (Amount in BDT)	
Asif Mahmood	Chairman	2016-17	2,400,000	-	-	-	-
		2015-16	2,400,000	-	-	6,200,000	-
		2014-15	2,400,000	-	6,200,000	-	-
Md. Moinul Islam	Director	2016-17	-	-	-	-	-
		2015-16	-	-	-	3,255,000	-
		2014-15	-	-	3,255,000	-	-
Md. Mahfuz Ali Sohel	Director	2016-17	-	-	-	-	-
		2015-16	-	-	-	3,255,000	-
		2014-15	-	-	3,255,000	-	-
Niaz Ahmed	Director	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
		2014-15	-	-	-	-	-
Waqar Ahmad Choudhury	Director	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
		2014-15	-	-	-	-	-
Ghulam Rasool	Independent Director	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
		2014-15	-	-	-	-	-
Khondkar Atique-E Rabbani	Independent Director	2016-17	-	-	-	-	-
		2015-16	-	-	-	-	-
		2014-15	-	-	-	-	-
Henry Hilton*	Managing Director	2016-17	4,006,859	-	-	-	-
		2015-16	3,230,500	-	-	62,000	-
		2014-15	2,846,700	-	62,000	-	-

\* Mr. Henry Hilton is an ex officio member of the Board.



**(p) Number of Shares held and percentage of Shareholding (Pre issue):**

<b>Name of Shareholders</b>	<b>% of Holding</b>	<b>Number of Shares</b>
<b>(A) Sponsors and Directors:</b>		
Asif Mahmood	27.64%	12,400,000
Md. Moinul Islam	14.51%	6,510,000
Md. Mahfuz Ali Sohel	14.51%	6,510,000
Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	3.00%	1,345,000
Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	2.97%	1,333,334
*Henry Hilton	0.28%	124,000
Md. Abu Yousof Zakaria	3.80%	1,705,000
Mohammad Ali Sarker	3.80%	1,705,000
Mamonoor Rashid	3.80%	1,705,000
<b>Sub-Total:</b>	<b>74.31%</b>	<b>33,337,334</b>
<b>(B) Other than Sponsors &amp; Directors</b>	<b>25.69%</b>	<b>11,522,666</b>
<b>Total (A+B):</b>	<b>100%</b>	<b>44,860,000</b>

\*Mr. Henry Hilton, Managing Director of the Company is an Ex-officio member of the Board.

**(q) Changes in the Board of Directors in last three years:**

Changes in the Board of Directors of the Company during the last three years are given below:

<b>SI</b>	<b>Name</b>	<b>Designation</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>
1	Asif Mahmood	Chairman	Existing	Existing	Existing
2	Md. Moinul Islam	Director	Existing	Existing	Existing
3	Md. Mahfuz Ali Sohel	Director	Existing	Existing	Existing
4	Niaz Ahmed	Director	Appointed	-	-
5	Waqar Ahmad Choudhury	Director	Appointed	-	-
6	Ghulam Rasool	Independent Director	Existing	Appointed	N/A
7	Khondkar Atique-E-Rabbani	Independent Director	Appointed	N/A	N/A
8	Henry Hilton	Managing Director	Existing	Appointed as Ex-Officio	N/A

**(r) Director's engaged with similar business:**

None of the Directors are involved with similar kind of business of ADN Telecom Limited operated under BTRC licenses [Nationwide ISP, Internet Protocol Telephony Service Provider and VSAT Provider (Hub)].

**SECTION: 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:-

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

To Whom It May Concern

This is to certify that the Financial Statements of the ADN Telecom Limited furnished for our audit does not have any transaction during the last 5 (five) years, or any proposed transaction, between the issuer and any of the following persons:

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

Except the transactions described in the following table:

SL	Related Parties	Relationship	Nature of Transaction	2016-17		2015-16		2014-15		2013-14		2012-13	
				Value of transaction during the year	Balance at the end of the year Receivable/ (payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)
				Amount in BDT									
1	Tech Valley Networks Ltd.	Concern under common management	Intercompany Loan	2,000,000	-	(20,000,000)	-	20,000,000	20,000,000	-	-	-	-
			Cost Sharing	-	-	(9,714,470)	-	377,951	9,714,470	3,835,706	9,336,519	3,770,090	5,500,813
2	Tech Valley Computers Ltd.	Concern under common management	Intercompany Loan	2,752,742	(5,000,000)	4,500,000	(7,752,742)	2,149,085	(12,252,742)	198,780	(14,401,827)	(14,600,607)	(14,600,607)
3	ADN Technologies Ltd	Concern under common management	Intercompany Loan	3,000,000	5,006,655	372,825	2,006,655	10,770,314	1,633,830	12,404,144	12,404,144	-	-
			Equipment Purchase					6,828,044	-	21,425,446	6,828,044	3,005,588	(14,802,269)
			Cost Sharing					23,960	-	481,614	23,960	42,082	(252,787)

4	My Tel Ltd	Investment	Intercompany Loan	1,120,000	29,017,409	16,262,409	30,137,409	-	13,875,000	1,750,000	13,875,000	9,587,500	12,125,000
5	Bangladesh News 24 Ltd	Concern under common management	Intercompany Loan	3,000,000	-								
			Cost Sharing			-	-	567,736	-	458,760	567,736	108,976	108,976
6	InGen Industries Ltd.	Concern under common management	Equipment Purchase	(958,800)			(958,800)		(958,800)	(29,300)	(958,800)		(929,500)
			Cost Sharing	(36,500)	-	-	(36,500)	-	(36,500)	(36,500)	(36,500)		
7	InGen Motors Ltd.	Concern under common management	Cost Sharing	-	560,000	-	560,000	80,000	560,000	240,000	480,000	240,000	240,000
8	InGen Technologies Ltd.	Concern under common management	Intercompany Loan	3,000,000	12,750,000	2,500,000	9,750,000	-	7,250,000	6,550,000	7,250,000	700,000	700,000
			Equipment Purchase	-	3,100,000	-	3,100,000	-	3,100,000	3,100,000	3,100,000	-	-
			Cost Sharing	(987,367)	8,330,665	-	9,318,032	2,630,966	9,318,032	2,692,531	11,948,998	2,938,424	9,256,467
9	Advance Technology Computers Ltd.	Concern under common management	Cost Sharing		(4,061,427)		(4,061,427)		(4,061,427)	1,110,640	(4,061,427)	806,840	(5,172,067)
10	ADN Eduservices Ltd.	Concern under common management	Intercompany Loan	5,093,055	5,093,055	-	-	-	-	-	-	-	-
11	Asif Mahmood	Chairman & MD	Director Remuneration	2,400,000	-	2,400,000	-	2,400,000	-	2,400,000	-	1,800,000	-

Place: Dhaka  
Date: 25 March 2018

Sd/-  
Syful Shamsul Alam & 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/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:**

The information given in above under the head Certain Relationships and Related Transactions (Para-a) is applicable in this respect.

- (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.

ADNTel did not taken or given loans from or to any director, How ever Inter-company loan transactions are given below:

Name of The Party	Nature of Relationship	Nature of Transaction	FY-2016-17 (BDT)			FY-2015-16 (BDT)			FY-2014-15 (BDT)		
			Loan Given	Loan Taken	Outstanding Balance	Loan Given	Loan Taken	Outstanding Balance	Loan Given	Loan Taken	Outstanding Balance
Tech Valley Networks Ltd.	Concern under common management	Intercompany loan transaction	2,000,000	-	-	-	-	-	30,000,000	-	29,714,470
Tech Valley Computers Ltd.	Concern under common management	Intercompany loan transaction	-	-	(5,000,000)	-	-	(7,752,742)	-	-	(12,252,742)
My Tel Ltd	Concern under common management	Intercompany loan transaction	-	-	29,017,409	13,550,659	-	30,137,409	-	-	13,875,000
ADN Eduservices Ltd.	Concern under common management	Intercompany loan transaction	5,000,000	-	5,093,055	-	-	-	-	-	-
ADN Technologies Ltd	Concern under common management	Intercompany loan transaction	6,140,000	-	5,006,655	-	-	2,006,655	2,700,000	-	1,633,830
InGen Technologies Ltd.	Concern under common management	Intercompany loan transaction	4,200,000	-	24,180,665	7,000,000	-	22,168,032	-	-	19,668,032
Bangladesh News24 Hours Limited	Concern under common management	Intercompany loan transaction	3,000,000	-	-	-	-	-	-	-	-

As per Board decision time to time, the company gave short-term loans to related parties. The Board in its 91<sup>st</sup> meeting dated 27-03-2017 decided to charge interest on the balance of loan of ADN Eduservices Limited. In addition, Board of Directors on their meeting dated 14-03-2018, took the decisions that, the intercompany loan amounting to Tk. 27,897,409 of MyTel Limited has been transfer to share money deposit with effect from March 01, 2018 and interest @10% per year will be charge against loan amount of the intercompanies with effect from March 01, 2018

**SECTION: 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:**

The total amount of remuneration/salary/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:

(Amount in BDT)

SL	Name	Designation	FY2016-17
1	Asif Mahmood	Chairman *	2,400,000
2	Henry Hilton	Managing Director *	4,006,859
3	Abul Mueyed Ziaush Shams	Consultants	3,392,500
4	Abdul Matin Miazi	Chief Commercial Officer	3,165,000
5	Md. Enayet Hossain	Chief Financial Officer	3,673,525

\*Last year Mr. Asif Mahmood was the Chairman & Managing Director of the Company. Currently he is holding the position of Chairman. It is also to be noted that, previously Mr. Henry Hilton took salary & allowances as Head of Sales who is holding the position of Managing Director from 11-09-2017.

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

(Amount in BDT)

Purpose	FY 2016-17
Salary and Allowance	209,368,876
Directors Remuneration	2,400,000

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

Mr. Asif Mahmood, Chairman is receiving Tk. 2,400,000 per year for his services rendered to the Company. The above-mentioned remuneration was approved in the Annual General Meeting dated December 30, 2013.

**Areas of engagement of Mr. Asif Mahmood:**

The Chairman, in addition to his own role also provides expert opinion on the technical aspect of business innovation for the Company.

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

No Board meeting attendance fees were received by the Directors including the Managing Director of the Company.

- (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 its 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:**

There is no intention to increase remuneration substantially of the Directors and officers in the current year. However, the remuneration of the officers is increased based on annual appraisal of their performance which is made as per company's policies.

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

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

## **SECTION: XI**

### **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 option.

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

**SECTION: 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:

Transaction with the Directors and Subscribers to the Memorandum during the last five years is given below:

Amount in BDT

Name	Nature of Relationship	Nature of transaction	FY 2016-17	FY2015-16	FY2014-15	FY2013-14	FY2012-13
Asif Mahmood	Chairman	Remuneration	2,400,000	2,400,000	2,400,000	2,400,000	1,800,000
		Dividend (Cash)	-	6,200,000	-	-	-
		Dividend (Bonus)	-	-	6,200,000	-	-
Md. Moinul Islam	Director	Remuneration	-	-	-	-	-
		Dividend (Cash)	-	3,255,000	-	-	-
		Dividend (Bonus)	-	-	3,255,000	-	-
Md. Mahfuz Ali Sohel	Director	Remuneration	-	-	-	-	-
		Dividend (Cash)	-	3,255,000	-	-	-
		Dividend (Bonus)	-	-	3,255,000	-	-
Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director	Remuneration	-	-	-	-	-
		Dividend (Cash)	-	-	-	-	-
		Dividend (Bonus)	-	-	-	-	-
Waqar Ahmad Choudhury ( Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	Remuneration	-	-	-	-	-
		Dividend (Cash)	-	666,667	-	-	-
		Dividend (Bonus)	-	-	666,667	-	-
Md.AbuYusof Zakaria	Subscriber to the MoA	Remuneration	-	-	-	-	-
		Dividend (Cash)	-	862,500	-	-	-
		Dividend (Bonus)	-	-	862,500	-	-
Mohammad Ali Sarker	Subscriber to the MoA	Remuneration	-	-	-	-	-
		Dividend (Cash)	-	862,500	-	-	-
		Dividend (Bonus)	-	-	862,500	-	-
Mamonoor Rashid	Subscriber to the MoA	Remuneration	-	-	-	-	-
		Dividend (Cash)	-	862,500	-	-	-
		Dividend (Bonus)	-	-	862,500	-	-

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

The Company did not acquire nor has any plans to acquire any assets from its Directors or Subscribers to the Memorandum.



**SECTION: 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:

Name	Address	BO ID Number	No. of Securities	Pre-IPO (%)	Post- IPO (%)
Asif Mahmood	Charukunjo, Apt.2A, 77, Gulshan Avenue, Gulshan, Dhaka-1212.	1202790015098963	12,400,000	27.64%	19.18%
Md. Moinul Islam	House # 48/2, Shiddeshwari Lane, Shantinagar, Ramna Dhaka-1217.	1204350020748287	6,510,000	14.51%	10.07%
Md. Mahfuz Ali Sohel	Flat:S-6, Road:04, House:22, Green View Apartment, Dhanmondi, Dhaka-1205	1605260034017995	6,510,000	14.51%	10.07%
Md. Abu Yousof Zakaria	Concord Regency, Flat # 16-B, 19/1 Lake Circus, West Panthapath,Dhaka-1205	1202180063439033	1,705,000	3.80%	2.64%
Mohammad Ali Sarker	Ena Golden Rhythm, Flat # C-3 (3rd Floor), House # 7/2,Block# C,Lalmatia,Dhaka-1207.	1605280063613716	1,705,000	3.80%	2.64%
Mamonoor Rashid	Apt # 4A, Plot # 81, Road# 08, Block # B, Boshundhara R/A,Dhaka.	1605280063613684	1,705,000	3.80%	2.64%
Abdul Matin Miaz	166, Tejguni Para, Tejgaon, Dhaka-1215.	1202200000220773	296,000	0.66%	0.46%
Henry Hilton	House # 12, Road # 04 Sector # 07, Uttara, Dhaka-1230.	1605280063613708	124,000	0.28%	0.19%
Pradip Kumar Dey	3/C Afser Property, 5 Hare Street Wari, Dhaka - 1203.	1605280063613692	124,000	0.28%	0.19%
SEAF Bangladesh Ventures Ltd.	Taher Tower, 09th Floor 10 Gulshan (North Circle) Gulshan 02, Dhaka 1212.	1602510065989679	1,286,666	2.87%	1.99%
SEAF Bangladesh Ventures LLC.	1500 K Street, NW, Suite 375, Washington, D.C. 20005.	1605830063415809	1,285,832	2.87%	1.99%
ADN Technologies Limited	Red Crescent Concord Tower (19th Floor), 17, Mohakhali C/A, Dhaka-1212	1204220000914879	200,000	0.45%	0.31%
City Bank Capital Resources Limited	JibonBima Tower (1st floor), 10 Dilkusha C/A, Dhaka-1000.	1204500046667286	1,933,334	4.31%	2.99%
ADN Telecom Limited Employees Provident Fund	Red Crescent Concord Tower (19th Floor), 17, Mohakhali C/A, Dhaka-1212	1204220037275497	200,000	0.45%	0.31%
GSP Finance Company (Bangladesh) Limited	1, Paribagh, Mymensingh Road, Ramna, Dhaka - 1000.	1202830004187028	700,000	1.56%	1.08%
Kh. Moinul Ahsan Shamim	House# 10, Road# 55, Gulshan-02, Dhaka-1212.	1204780000689001	200,000	0.45%	0.31%
Vanguard AML BD Finance Mutual Fund One	Symphony (Level # 6) Plot # SE (F) 9, Road # 142, South Avenue, Gulshan-1, Dhaka-1212.	1604620049756141	1,333,334	2.97%	2.06%
Digicon Technologies Limited	242, Tejgaon I/A, Gulshan Link Road, Dhaka	1201820068084181	600,000	1.34%	0.93%
KJS Enterprise Limited	93 Kakrail (3rd Floor), Ramna, Dhaka	1202020057204145	160,000	0.36%	0.25%
Saifullah Abdullah Solenkh	House 210, Lake Road, New DOHS, Dhaka Cantonment, Dhaka	1202020051281304	34,000	0.08%	0.05%

Khilfat Jahan Johaira	House 210, Lake Road, New DOHS, Dhaka Cantonment, Dhaka	1202020051307810	302,000	0.67%	0.47%
B & B Enterprise Ltd.	DSE Building, 9/F, Motijheel C/A, Room No. 718, Dhaka-1000	1202790028773976	300,000	0.67%	0.46%
Md. Azizul Hoque	DSE Building, 9/F, Motijheel C/A, Room No. 718, Dhaka-1000	1202790003905930	100,000	0.22%	0.15%
Md. Monirul Hoque	DSE Building, 9/F, Motijheel C/A, Room No. 718, Dhaka-1000	1202790003905946	100,000	0.22%	0.15%
Saika Sultana	DSE Building, 9/F, Motijheel C/A, Room No. 718, Dhaka-1000	1202790019726594	100,000	0.22%	0.15%
Shafika Salam	DSE Building, 9/F, Motijheel C/A, Room No. 718, Dhaka-1000	1202790019726586	100,000	0.22%	0.15%
Raisuddin Ahmed Khan	5/H Aminabad Housing Society, 55-56 Siddhesheari, Santinagar, Dhaka	1202790000214964	100,000	0.22%	0.15%
KaziShafiqul Islam	DSE Building, 9/F, Motijheel C/A, Room No. 718, Dhaka-1000.	1203720004767413	350,834	0.78%	0.54%
Md. Ismail Hossain	DSE Building, Room No. 718, 9/F, Motijheel C/A, Dhaka-1000.	1202400062866620	100,000	0.22%	0.15%
Kazi Md. Deen	3 Bishnucharan Das Street, Lalbag, Dhaka.	1202790033806840	100,000	0.22%	0.15%
Kazi Faruq Kader	Apartment: D5, Dream Castel, Plot: 7, Road: 4, Gulshan, Dhaka	1202790061800438	200,000	0.45%	0.31%
Humayun Bokhteyar	5-B, Dream Tower, 72 Siddeswari Road, Shantinagar, Dhaka.	1202790000003759	50,000	0.11%	0.08%
Khwaja Equity Services Ltd.	703 & 704, DSE Building, 9/F, Motijheel C/A, Dhaka-1000.	1202210025379170	300,000	0.67%	0.46%
Ahmad Rashid	DSE Building , Room No. 601, 9/F Motijheel C/A, Dhaka-1000.	1202160000211283	400,000	0.89%	0.62%
Ershad Securities Ltd.	DSE Building , Room No. 414, 9/F Motijheel C/A, Dhaka-1000.	1202320027911837	200,000	0.45%	0.31%
Parkway Securities Ltd.	DSE Building , Room No. 901, 9/E Motijheel C/A, Dhaka-1000.	1201520020432993	200,000	0.45%	0.31%
Parkway Holdings Ltd.	Flat No. 7/B, Pankouri, 20 ChameliBagh, Shantinagar, Dhaka-1217.	1201520058588615	200,000	0.45%	0.31%
Waliur Rahman	Apartment. 304, House: 17, Road: 59, Gulshan-2, Dhaka.	1202790062083850	100,000	0.22%	0.15%
Tareque Muhammad Aminul Islam	House No. 12A, Road No. 25A, Banani, Dhaka-1213.	1604650062955044	400,000	0.89%	0.62%
Anita Khan	Flat-503, Road-51, House- 7 (NWH), Gulshan -2, Dhaka	1203680065090118	600,000	1.34%	0.93%
Md. Hossain Miah	House # 10, Road # 08,Kallanpur, Dhaka.	1202240043440921	50,000	0.11%	0.08%
Sharmin Rahman	Flat No-B/2, House No-8, Road No-14, Sector-1, Uttara, Dhaka.	1203650057920013	50,000	0.11%	0.08%
Zannatul Mahmuda	Amicus Golden Galaxy Flat # A2,(2nd Floor), 222/B Malibag, Dhaka-1217.	1204340063323169	50,000	0.11%	0.08%
Mizanur Rahman	Road # 10, House # 02, Sector # 11, Uttara, Dhaka-1230.	1202190000438021	50,000	0.11%	0.08%
Savoy Ice Cream Factory Ltd.	Navana Tower, 8th Floor, 45 Gulshan Avenue, Gulshan-1, Dhaka-1212	1605740065993470	1,345,000	3.00%	2.08%
<b>Total:</b>			<b>44,860,000</b>	<b>100%</b>	<b>69.39%</b>

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

Name of the Directors'	Address	Age (years)	Experience (years)	BO ID	E- TIN number	No. of shares held	Pre-IPO %	Name of other Company	Position held
Asif Mahmood	Charukunjo, Apt.2A, 77, Gulshan Avenue, Gulshan, Dhaka-1212.	52	27	1202790015098963	736517187873	12,400,000	27.89%	ADN Technologies Limited	Chairman
								Tech Valley Networks Limited	Chairman
								InGen Technology Limited	Chairman & Managing
								InGen Industries Limited	Managing Director
								Bangladesh News 24 Hours Limited	Chairman
								Advance Technology Computers Limited	Chairman & Managing
								Tech Valley Computers Limited	Director
								bdnews24 publishing limited	Chairman
								ADN Eduservices Limited	Chairman
								Renaissance Aviation Services Limited	Managing Director
								BASE Limited	Chairman
								MyTel Limited	Managing Director
								Good Heal Trust	Chairman
								Centre for Media & Development Trust	Chairman
								SEAF Ventures Management	Managing Director
Md. Moinul Islam	House # 48/2, Shiddeshwari Lane, Shantinagar, Ramna Dhaka-1217.	57	27	1204350020748287	115842572779	6,510,000	14.51%	Tech Valley Distributions Ltd.	Chairman
								Tech Valley Computers Ltd.	Managing Director
								Advance Technology Computers Ltd.	Director
								Tech Valley Systems Limited	Chairman
Md. Mahfuz Ali Sohel	Flat:S-6, Road:04, House:22, Green View Apartment, Dhanmondi, Dhaka-1205	55	28	1605260034017995	177170569206	6,510,000	14.51%	Tech Valley Solutions Ltd.	Chairman
								Tech Valley Computers Limited.	Chairman
								Unus Technology Limited	Chairman
								Valley Power Solutions Ltd	Managing Director
								Nodi Agro Industries Ltd	Managing Director

Name of the Directors'	Address	Age (years)	Experience (years)	BO ID	E- TIN number	No. of shares held	Pre-IPO %	Name of other Company	Position held
								Advance Technology Computers Ltd	Director
Niaz Ahmed (Represent Savoy Ice Cream Factory Limited)	House No. 24, Road No. 1, Block-I, Banani, Dhaka	56	38	1605740065993470	630450472146	1,345,000	3.00%	Golden Oil Mills Limited	Managing Director
								Savoy Ice Cream Factory Limited	Managing Director
								Al-Arafah Islami Bank Limited	Director
								Islami commercial Insurance Co. Limited	Director
								Bangla Tel Limited	Director
								BD Link Communication Limited	Director
								Jibondhara Solution Limited	Director
								South East University	Trustee
								Broadway Marketing Co.	Managing Partner
								Golden Trading Co.	Proprietor
								Khaja Corporation	Proprietor
								Trade Plus	Proprietor
Waqar Ahmad Choudhury (Represent Vanguard AML BD Finance Mutual Fund One)	House-05, Road-82, Gulshan-02, Dhaka-1212	52	30	1604620049756141	560368998240	1,333,334	2.97%	Vanguard Asset Management Ltd	Director and Managing Director & CEO
								Union Capital Ltd.	Director
								Nascom (Pvt.) Ltd	Director
								Rancom Trading (Pvt.) Limited	Chairman & Managing Director
Ghulam Rasool	House-66, Road-21, Block-B, Banani, Dhaka-1213	68	29	N/A	428023538537	N/A	N/A	N/A	N/A

Name of the Directors'	Address	Age (years)	Experience (years)	BO ID	E- TIN number	No. of shares held	Pre-IPO %	Name of other Company	Position held
Khondkar Atique-E Rabbani	Spring Scarlet, Apartment A1, House 64, Road 18, Block A, Banani, Dhaka-1213	64	39	N/A	893104277649	N/A	N/A	The Computers Ltd.	Managing Director
Henry Hilton	House No-12, Road No-4, Sector-7, Uttara, Dhaka-1230	53	22	1605280063613708	576125210398	124,000	0.28%	Managewell Communication Limited*	Managing Director

\*The name of Managewell Communication Ltd. has been changed to ADN International Gateway Limited on 4<sup>th</sup> April, 2019.

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

**The Average Cost of Acquisition of Equity Shares by The Directors**

This is to certify that all the shares of the ADN Telecom Limited have been allotted to its Directors in Cash or Bonus and the average cost of acquisition of equity by the directors and necessary particulars of shareholdings, allotments dates and consideration are given below:

Date of Allotment	Nature of Transaction	No. of Shares Held					Consideration	Average acquisition cost of share
		Asif Mahmood	Md. Moinul Islam	Md. Mahfuz Ali Sohel	Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)		
22-09-03	By Subscription MOA	40,000	40,000	40,000	-	-	Cash	10
28-05-05	By Allotment	1,560,000	1,560,000	1,560,000	-	-	Cash	10
18-04-10	Transfer	800,000	-	-	-	-	Cash	0.94
06-06-10	By Allotment	1,600,000	500,000	500,000	-	-	Cash	10
01-04-12	By Allotment (Bonus Shares)	2,200,000	1,155,000	1,155,000	-	-	Bonus	10
08-01-14	By Allotment	-	-	-	-	666,667	Cash	30
27-09-16	By Allotment (Bonus)	6,200,000	3,255,000	3,255,000	-	666,667	Bonus	10

	Shares)							
19-08-18	Transfer	-	-	-	1,345,000	-	Cash	10
<b>Total</b>		<b>12,400,000</b>	<b>6,510,000</b>	<b>6,510,000</b>	<b>1,345,000</b>	<b>1,333,334</b>		

Sd/-

Place: Dhaka

Syful Shamsul Alam & Co.

Date: 30 October 2018

Chartered Accountants

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

A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors / directors:

**Asif Mahmood**

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	Cumulati ve no. of Equity shares	% Pre- issue paid up capital	% Post issue paid up capital	Sources of fund
22/09/2003 (Incorporation)	Cash	Ordinary Share	40,000	10.00	10.00	40,000	27.64%	19.18%	Own Source
28/05/2005 (Allotment)	Cash		1,560,000	10.00	10.00	1,600,000			
18/04/2010 (Transfer)	Cash		800,000	10.00	0.94	2,400,000			
06/06/2010 (Allotment)	Cash		1,600,000	10.00	10.00	4,000,000			
01/04/2012 (Allotment)	Bonus share		2,200,000	10.00	10.00	6,200,000			
27/09/2016 (Allotment)	Bonus share		6,200,000	10.00	10.00	12,400,000			

**Md. Moinul 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
22/09/2003 (Incorporation)	Cash	Ordinary Share	40,000	10.00	10.00	40,000	14.51%	10.07 %	Own Source
28/05/2005 (Allotment)	Cash		1,560,000	10.00	10.00	1,600,000			
06/06/2010 (Allotment)	Cash		500,000	10.00	10.00	2,100,000			
01/04/2012 (Allotment)	Bonus share		1,155,000	10.00	10.00	3,255,000			
27/09/2016 (Allotment)	Bonus share		3,255,000	10.00	10.00	6,510,000			

**Md. Mahfuz Ali Sohel**  
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
22/09/2003 (Incorporation)	Cash	Ordinary Share	40,000	10.00	10.00	40,000	14.51%	10.07%	Own Source
28/05/2005 (Allotment)	Cash		1,560,000	10.00	10.00	1,600,000			
06/06/2010 (Allotment)	Cash		500,000	10.00	10.00	2,100,000			
01/04/2012 (Allotment)	Bonus share		1,155,000	10.00	10.00	3,255,000			
27/09/2016 (Allotment)	Bonus share		3,255,000	10.00	10.00	6,510,000			

**Niaz Ahmed**

Director

(Nominee of Savoy Ice Cream Factory Limited)

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
19/08/2018 (Transfer)	Cash	Ordinary Share	1,345,000	10.00	10.00	13,450,000	3.00%	2.08%	Own Source

**Waqar Ahmad Choudhury**

Director

(Nominee of Vanguard AML BD Finance Mutual Fund One)

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
08/01/2014 (Allotment)	Cash	Ordinary Share	666,667	10.00	30.00	666,667	2.97%	2.06%	Own Source
27/09/2016 (Allotment)	Bonus share		666,667	10.00	10.00	1,333,334			

**Md. Abu Yousof Zakaria**

Sponsor Shareholder

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
22/09/2003	Cash	Ordinary	10,000	10.00	10.00	10,000	3.80%	2.64%	Own

(Incorporation)		Share							Source
28/05/2005 (Allotment)	Cash		390,000	10.00	10.00	400,000			
06/06/2010 (Allotment)	Cash		150,000	10.00	10.00	550,000			
01/04/2012 (Allotment)	Bonus share		302,500	10.00	10.00	852,500			
27/09/2016 (Allotment)	Bonus share		852,500	10.00	10.00	1,705,000			

#### **Mohammad Ali Sarker**

Sponsor Shareholder

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
22/09/2003 (Incorporation)	Cash	Ordinary Share	10,000	10.00	10.00	10,000	3.80%	2.64%	Own Source
28/05/2005 (Allotment)	Cash		390,000	10.00	10.00	400,000			
06/06/2010 (Allotment)	Cash		150,000	10.00	10.00	550,000			
01/04/2012 (Allotment)	Bonus share		302,500	10.00	10.00	852,500			
27/09/2016 (Allotment)	Bonus share		852,500	10.00	10.00	1,705,000			

#### **Mamonoor Rashid**

Sponsor Shareholder

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
22/09/2003 (Incorporation)	Cash	Ordinary Share	10,000	10.00	10.00	10,000	3.80%	2.64%	Own Source
28/05/2005 (Allotment)	Cash		390,000	10.00	10.00	400,000			
06/06/2010 (Allotment)	Cash		150,000	10.00	10.00	550,000			
01/04/2012 (Allotment)	Bonus share		302,500	10.00	10.00	852,500			
27/09/2016 (Allotment)	Bonus share		852,500	10.00	10.00	1,705,000			

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

Issue price has not been discovered yet and which shall be finalized as per book building procedure as specified in the Bangladesh Securities and Exchange Commission (Public issue) Rules, 2015. However it shall be disclosed after finalization of issue price.



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

Date of Allotment/ Transfer	Asif Mahmood		Md. Moinul Islam		Md. Mahfuz Ali Sohel		Md. Abu Yousof Zakaria		Mohammad Ali Sarker		Muhammad Anwarul Karim		Mamonoor Rashid		Irshadul Islam		Abu Saeed Khan		Khandker Mahmooda Saeed	
	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares
22-09-2003 (Subscription of MOA)	25%	40,000	25%	40,000	25%	40,000	5%	10,000	5%	10,000	5%	10,000	5%	10,000	10%	20,000	10%	20,000	-	-
12-04-2005 (Transfer)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10%	20,000	(10%)	(20,000)	-	-
28-05-2005 (Allotment)	19.50%	1,560,000	19.50%	1,560,000	19.50%	1,560,000	4.88%	390,000	4.88%	390,000	4.88%	390,000	4.88%	390,000	19.50%	1,560,000	-	-	-	-
18-04-2010 (Transfer)	10%	800,000	-	-	-	-	-	-	-	-	-	-	-	-	(20%)	(1,600,000)	-	-	10%	800,000
06-06-2010 (Allotment)	14%	1,600,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

*Note: On dated 08-01-2014 and dated 07-06-2017 ADN Telecom Limited issued 3,569,583 no. of ordinary shares and 3,000,834 no. of ordinary shares to 8 no. investors and 17 no. of investors which was 17.06% and 6.69% of holding respectively.*

**SECTION: XIV**  
**CORPORATE GOVERNANCE**

- a) **A disclosure to the effect that the issuer has complied with the requirements of Corporate Governance Guidelines of the Commission:**

**DECLARATION TO THE EFFECT THAT ADN TELECOM LIMITED HAS COMPLIED WITH THE REQUIREMENTS OF CORPORATE GOVERNANCE GUIDELINES OF THE COMMISSION**

The Company declares that it is in compliance with the requirements of the applicable guidelines of Corporate Governance Guidelines of BSEC in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under applicable law.

Sd/-  
**Henry Hilton**  
Managing Director  
ADN Telecom Limited

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

**CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE  
TO THE SHAREHOLDERS OF ADN TELECOM LIMITED**

We, in respect of ADN Telecom Limited (the Company), have examined the status of its compliance with the conditions of Corporate Governance issued by Bangladesh Securities & Exchange Commission (BSEC) through its notification no. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 and subsequently amended through their Notification no. SEC/CMRRCD/2006-158/147/Admin/48 dated July 21, 2013 under section 2CC of the Securities & Exchange Ordinance 1969.

The compliance with the said conditions of Corporate Governance Guidelines of Bangladesh Securities & Exchange Commission (BSEC) and reporting the status thereof is the responsibility of the management of the Company. Our responsibility is to provide a certificate about whether the Company is in compliance with the said conditions of Corporate Governance based on our examination. Our examination for the purpose of issuing this certificate was limited to the procedures including implementation thereof as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance and correct reporting of the status of the compliance on the attached statement on the basis of evidence gathered and representation received. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, except for the matter described in the Non-compliances with conditions of Corporate Governance Guidelines paragraph, we certify that the company has complied with the conditions of Corporate Governance Guidelines as stipulated in BSEC's Notification dated 07 August 2012.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

Dhaka,  
September 24, 2017

Sd/-  
Mahfel Huq & Co.  
Chartered Accountants

**ADN Telecom Limited**  
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Status of compliance with the conditions of Corporate Governance Guidelines as set by Bangladesh Securities & Exchange Commission (BSEC) by the notification # SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 and subsequently amended through their notification # SEC/ CMRRCD/2006 -158/147/Admin/48 dated 21 July 2013 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 7.00)

Condition No.	Title	Compliance Status Put ✓ in the appropriate column)		Remarks
		Complied	Not complied	
1	BOARD OF DIRECTORS:			
1.1	Board's Size [number of Board members to be 5 - 20]	✓		
1.2	Independent Directors			
1.2 (i)	Number of Independent Directors [at least 1/5]	✓		
	Independent Director (ID) means a director:			
1.2 (ii) a)	Holding no share or holding less than 1% shares	✓		
1.2 (ii) b)	Not being a sponsor and connected with any sponsor or director or shareholder holding 1% or more shares	✓		
1.2 (ii) c)	Not having any pecuniary or otherwise relationship with the company or its subsidiary/associated companies	✓		
1.2 (ii) d)	Not being member/director/officer of any stock exchange	✓		
1.2 (ii) e)	Not being shareholder/director/officer of any member of stock exchange or intermediary of capital market	✓		
1.2 (ii) f)	Not being partner/executive at present or during the preceding 3 years of the company's statutory audit firm	✓		
1.2 (ii) g)	Not being an independent director in more than 3 (three) Listed Companies;	✓		
1.2 (ii) h)	Not convicted as defaulter in any loan of a bank or a Non-Bank Financial Institution (NBFi);	✓		
1.2 (ii) i)	Not convicted for a criminal offence	✓		
1.2 (iii)	Independent Director shall be appointed by the Board and approved by the Shareholders in the AGM.	✓		
1.2 (iv)	The post cannot remain vacant for more than 90 days.	✓		
1.2 (v)	The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	✓		
1.2 (vi)	Tenure of office of an independent director: 3 years, may be extended for one term only.	✓		
1.3	Qualification of Independent Director (ID)			
1.3 (i)	Being knowledgeable, having integrity, ability to ensure compliance with laws and make meaningful contribution	✓		
1.3 (ii)	Being a Business Leader/ Corporate Leader/ Bureaucrat/ University Teacher (Economics/Business/Law) /CA /CMA/CS having 12 years of engagement/professional experience	✓		
1.3 (iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.			Not Applicable

1.4	Appointment of Chairman and CEO, defining their roles	√		
1.5	<b>The Director's Report to Shareholders shall include</b>			
1.5 (i)	Industry outlook and possible future developments in the industry.	√		
1.5 (ii)	Segment-wise or product-wise performance.	√		
1.5 (iii)	Risks and concerns.	√		
1.5 (iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	√		
1.5 (v)	Discussion on continuity of any Extra-Ordinary gain or loss.			Not Applicable
1.5 (vi)	Basis for related party transactions- a statement of all related party transactions should be disclosed in the annual report.	√		
1.5 (vii)	Utilization of proceeds from public issues, rights issues and/or through any others Instruments.			Not Applicable
1.5 (viii)	Explanation if the Financial results deteriorate after company going for IPO, RPO, Rights Offer, Direct Listing, etc.			Not Applicable
1.5 (ix)	Explanation about significant variance between Quarterly Financial performance and Annual Financial Statements.			Not Applicable
1.5 (x)	Remuneration to directors including independent directors.	√		
1.5 (xi)	Fair presentation in financial statements.	√		
1.5 (xii)	Maintaining proper books of accounts	√		
1.5 (xiii)	Consistent application of appropriate accounting policies, and accounting estimates being reasonable and prudent.	√		
1.5 (xiv)	Following applicable IAS/BAS/IFRS/BFRS and adequate disclosure for any departure there -from, if any	√		
1.5 (xv)	Soundness and monitoring of internal control system	√		
1.5 (xvi)	Statement regarding ability to continue as going concern	√		
1.5 (xvii)	Significant deviations from last year's operating results	√		
1.5 (xviii)	Summary of key operating/financial data of last 5 years	√		
1.5 (xix)	Reason for non-declaration of Dividend	√		
1.5 (xx)	Number of Board meetings and attendance of directors	√		
1.5 (xxi)	<b>Pattern of shareholding (along with name wise details) by</b>			
1.5 (xxi) a)	Parent/Subsidiary/Associated Companies and related parties	√		
1.5 (xxi) b)	Directors, CEO, CS, CFO, HOIA, their spouses & children	√		
1.5 (xxi) c)	Executives (Top 5 salaried employees other than above)	√		
1.5 (xxi) d)	Shareholders holding 10% or more voting interest.	√		
1.5 (xxii)	<b>In case of the appointment/re-appointment of a director</b>			
1.5 (xxii) a)	A brief resume of the directors	√		
1.5 (xxii) b)	Nature of his/her expertise in specific functional areas	√		
1.5 (xxii) c)	Names of companies in which he/she holds directorship and the membership of committees of the board	√		
2.	<b>CFO, HEAD OF INTERNAL AUDIT AND CS:</b>			
2.1	Appointment of a CFO, a Head of Internal Audit and a CS and defining their roles, responsibilities & duties	√		

2.2	Attendance of CFO and CS in the meetings of the Board	√		
<b>3</b>	<b>AUDIT COMMITTEE</b>			
3 (i)	Having Audit Committee as a sub-committee of the Board	√		
3 (ii)	Audit Committee to assist the Board in ensuring fairness of financial statements and a good monitoring system	√		
3 (iii)	The Audit Committee being responsible to the Board; duties of the Audit Committee to be clearly set forth in writing	√		
<b>3.1</b>	<b>Constitution of the Audit Committee</b>			
3.1 (i)	Audit Committee to be composed of at least 3 members	√		
3.1 (ii)	Audit Committee members to be appointed by Board and at least one Independent Director to be included	√		
3.1 (iii)	Audit Committee members to be "financially literate" and at least one to have accounting/financial experience	√		
3.1 (iv)	Vacancy in Audit Committee making the number lower than 3 to be filled up immediately and within 1 month.	√		
3.1 (v)	The company secretary shall act as the secretary of the Committee.	√		
3.1 (vi)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
<b>3.2</b>	<b>Chairman of the Audit Committee</b>			
3.2 (i)	Chairman to be an Independent Director, selected by the Board of Directors.	√		
3.2 (ii)	Chairman of audit committee to remain present in AGM.	√		
<b>3.3</b>	<b>Role of Audit Committee</b>			
3.3 (i)	Oversee the financial reporting process.	√		
3.3 (ii)	Monitor choice of accounting policies and principles.	√		
3.3 (iii)	Monitor Internal Control Risk management process.	√		
3.3 (iv)	Oversee hiring and performance of external auditors	√		
3.3 (v)	Review the Annual Financial Statements	√		
3.3 (vi)	Review the quarterly and half yearly financial statements.	√		
3.3 (vii)	Review the adequacy of internal audit function.	√		
3.3 (viii)	Review statement of significant related party transactions	√		
3.3 (ix)	Review Letters issued by statutory auditors	√		
3.3 (x)	Review disclosures /statements/declarations about uses of funds raised through IPO/RPO/Rights Issue	√		
<b>3.4</b>	<b>Reporting of the Audit Committee</b>			
<b>3.4.1</b>	<b>Reporting to the Board of Directors</b>			
3.4.1 (i)	Reporting on the activities of Audit Committee	√		
3.4.1 (ii) a)	Reporting on conflicts of interests;	√		
3.4.1 (ii) b)	Reporting on suspected/presumed fraud or irregularity or material defect in the internal control system	√		
3.4.1 (ii) c)	Reporting on suspected infringement of laws	√		
3.4.1 (ii) d)	Reporting on any other matter to disclose immediately.	√		
3.4.2	Reporting to the Authorities	√		

3.5	Reporting to the Shareholders and General Investors.	√		
<b>4</b>	<b>EXTERNAL / STATUTORY AUDITORS</b>			
4 (i)	Non-engagement in appraisal /valuation /fairness opinions	√		
4 (ii)	Non-engagement in designing & implementation of Financial information systems	√		
4 (iii)	Non-engagement in Book Keeping or accounting	√		
4 (iv)	Non-engagement in Broker-Dealer services	√		
4 (v)	Non-engagement in Actuarial services	√		
4 (vi)	Non-engagement in Internal Audit services	√		
4 (vii)	Non-engagement in other service determined by Audit Committee.			Not Applicable
4 (viii)	Possessing no share by any partner or employee of the external audit firm during the tenure of assignment	√		
<b>5</b>	<b>SUBSIDIARY COMPANY</b>			
5 (i)	Composition of Board to be similar to holding company			Not Applicable
5 (ii)	One independent director to be in both holding and subsidiary company.			Not Applicable
5 (iii)	Minutes of Board meetings of subsidiary company to be placed at following Board meeting of holding company			Not Applicable
5 (iv)	Minutes of respective Board meeting of holding company to state that affairs of subsidiary company be reviewed			Not Applicable
5 (v)	Audit Committee of holding company to review financial statements / investments of subsidiary company			Not Applicable
<b>6</b>	<b>DUTIES OF CEO AND CFO:</b>			
6 (i) a)	To certify that they've reviewed financial statements which contain no untrue or misleading statement or omit no material fact	√		
6 (i) b)	To certify that the statements present a true and fair view of affairs and are in compliance with accounting standards and applicable laws	√		
6 (ii)	To certify that no transaction is fraudulent, illegal or violation of company's code of conduct	√		
<b>7</b>	<b>REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:</b>			
7 (i)	Obtaining certificate regarding compliance and sending it to shareholders along with the Annual Report	√		
7 (ii)	To state, in accordance with annexure, in directors' report whether the conditions has been complied with	√		

**(c) Details relating to the Issuer's Audit Committee and Remuneration Committee, including the name of committee members and a summary of terms of reference under which the committee operate**

The name of audit committee members and Nomination & Remuneration Committee (NRC) are as follows:

<b>Audit Committee Members Name</b>	<b>Nomination and Remuneration Committee (NRC)</b>
1. Ghulam Rasool, Independent Director (Chairman)	1. Khondkar Atique-E-Rabbani, Independent Director, (Chairman)
2. Md. Moinul Islam, Director (Member)	2. Md. Moinul Islam, Director (Member)
3. Waqar Ahmad Choudhury, Director (Member)	3. Md. Mahfuz Ali Sohel, Director (Member)

**The terms of reference of the audit committee has been agreed upon as follows:**

- Oversee the financial reporting process.
- Monitor implementation/ following the accounting policies and principles.
- Monitor Internal Control Risk Management Process.
- Oversee hiring and performance of external auditors.
- Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;
- Review along with the management, the Annual Financial Statements and other reports 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 Internal Audit team performance in terms of internal audit report and audit procedure.
- Review the Management's Discussion and Analysis before disclosing in the Annual Report;
- Review statement of significant related party transactions submitted by the management.
- Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.
- 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
- 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.

**The terms of reference of the Nomination and Remuneration Committee (NRC) has been agreed upon as follows:**

- a) NRC shall be independent and responsible or accountable to the Board and to the shareholders;
- b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board:
  - 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:
    - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
    - b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
    - c) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
  - ii. devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;

- iii. identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
- iv. formulating the criteria for evaluation of performance of independent directors and the Board;
- v. identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
- vi. developing, recommending and reviewing annually the company's human resources and training policies



## **SECTION: 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 securities offered of ADN Telecom Limited prepared by issue manager (ICB capital Management Limited) on the basis of financial and all other pertinent information to the issue.

**(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 and quantitative factors of Valuation:**

Qualitative and quantitative factors of Valuation considered for the preparation of Valuation report are given below:

##### **Qualitative Factors:**

1. ADNTel focuses on product and service diversification (Data center setup and enhancing infrastructure capacity) and continuously evolve the existing enterprise portfolio through digital transformation and innovation.
2. ADNTel is a leading Internet and Data service provider and it has more than 14 years' of experience in enterprise segment.
3. Digital transformation of business activities are rapidly growing in Bangladesh and increasingly becoming dependent on internet for communication, growth, recruiting, monitoring and marketing.
4. ADNTel is going to continue with the strategy of increasing organizational capacity and competency to enhance existing reputation of being a dependable IT enable service brand amongst financial institutions, local and international conglomerates and MNC's.
5. The innovative and energetic team of ADNTel is aiming to explore the newest technologies and build one of the best technological R&D endeavor for the millennium generation of Bangladesh.
6. The company is run and managed by very qualified and experienced management.
7. Largest provider of international MPLS and IPLC service.

##### **Quantitative Factors:**

Primary valuation method for the company is considered on the basis of Net Assets Value based valuation, Earnings based valuation per share and average market price of similar stock.

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

The Issue Managers (ICB Capital Management Limited) while preparing the valuation report, avoided exaggeration and biasness and 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 securities shall be 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 in Clause No. Annexure-E (B) (14) of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. The following table illustrates the calculation of fair value of ADN Telecom Limited under different methods:

**Valuation under different methods as prescribed in clause no. Annexure-E(B)(14) of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015**

Summary of Valuation Methodology of ADN Telecom Limited		Price
Sl.	Method Used	
1	Net Asset value (NAV) per share at historical cost (without Revaluation)	16.13
2	Valuation with reference To Earning-Based-Value Per Share (considering overall market P/E)	27.49
3	Average Market price of similar stock Based Valuation	33.66

**Method 1: Net Asset value (NAV) per share at current cost (without revaluation)**

Share capital	448,600,000
Share premium	83,005,464
Retained earnings	192,201,027
<b>Shareholders' Equity (A)</b>	<b>723,806,491</b>
Number of share outstanding as on June 30, 2017 (B)	44,860,000
Net Asset value (NAV) per share (A/B)	16.13

The company did not do any revaluation from its inception.

**Method 2: Valuation with reference to earning-based-value Per Share (Considering Overall Market P/E):** earning-based-value per share based on historical information sourced from audited financial statements and data 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 overall market earnings multiple. The weighted average Earnings Per Share (EPS) is BDT 1.81 and the 3 months average DSE Market P/E is 15.19 Therefore, earning-based-value per share has been derived as BDT 27.49

Year	No. of Shares	Net Profit After Tax	Weight (%)	Weighted Net Profit After Tax
2016-17	44,860,000	105,936,997	0.35886	38,016,551
2015-16	20,929,583	87,762,243	0.16742	14,693,155
2014-15	20,929,583	64,665,545	0.16742	10,826,306
2013-14	20,929,583	60,156,720	0.16742	10,071,438
2012-13	17,360,000	55,039,096	0.13888	7,643,830
<b>Total</b>	<b>125,008,749</b>	<b>373,560,601</b>	<b>1.00000</b>	<b>81,251,280</b>
Weighted average net profit after tax [C]				81,251,280
Number of shares as on June 30, 2017 [D]				44,860,000
Weighted average earnings per share (EPS)[E= C/D]				<b>1.81</b>
DSE overall market average P/E (Considering Lesser P/E of 15.19 & 25.59 is 15.19 ) [F]				15.19
Earning based value per share (BDT) [G=ExF]				<b>27.49</b>

**Calculation of Overall Market & Sectoral P/E:**

Particulars	March, 2018	April, 2018	May, 2018	Average
Overall Market PE	15.67	15.43	14.48	15.19
Sectoral Market PE (IT)	25.37	26.13	25.26	25.59
Considering Lesser P/E of 15.19 & 25.59 is 15.19				

Source:DSE Monthly Review

**Method 3: Average Market Price of Similar Stock Based Valuation:**

The nature of Business of ADN Telecom Limited is similar to the business operation with the Companies listed under IT Sector in Stock Exchanges of Bangladesh. For similar stocks we have considered the comparable companies listed with Dhaka Stock Exchange Limited.

	<b>AAMRATECH</b>	<b>AGNISYS</b>	<b>BDCOM</b>	<b>DAFODILCOM</b>	<b>ITC</b>
<b>31-Jul-17</b>	39.70	28.10	42.90	51.30	48.10
<b>31-Aug-17</b>	38.50	27.50	45.80	48.90	47.50
<b>28-Sep-17</b>	38.90	25.90	42.80	45.90	45.50
<b>31-Oct-17</b>	33.40	23.60	31.60	52.00	40.70
<b>30-Nov-17</b>	31.60	22.90	27.10	46.80	38.00
<b>28-Dec-17</b>	33.30	21.90	27.20	43.40	35.50
<b>31-Jan-18</b>	32.50	20.70	26.80	41.50	33.00
<b>28-Feb-18</b>	31.00	21.20	27.90	38.20	31.50
<b>29-Mar-18</b>	30.40	20.70	29.00	32.60	29.20
<b>30-Apr-18</b>	29.80	20.30	28.50	37.70	29.70
<b>31-May-18</b>	28.60	19.80	27.30	36.70	32.70
<b>28-Jun-18</b>	27.70	19.30	27.10	39.40	42.40
<b>Average Price per share</b>	32.95	22.66	32.00	42.87	37.82
<b>Average Market Price per Share of Similar Stocks</b>					<b>33.66</b>

Source: DSE Monthly Review

**Rationale for choosing these 5 Companies:**

There are eight IT companies listed in the capital market. Among the eight companies ADNTel has taken five companies because ADNTel's capital structure and revenue matches with these 5 (Five) companies.

**Information related to listed IT sector companies:**

<b>S.L</b>	<b>Company Name</b>	<b>Turnover (Taka in crore)</b>	<b>Paid-up Capital (Taka in crore)</b>	<b>EPS</b>	<b>NAV</b>
1.	Aamra Technologies Limited	111.48	55.37	1.48	22.10
2.	Agni Systems Limited	33.64	62.68	1.08	15.20
3	Bdcom Online Limited	44.47	41.41	1.51	14.07
4	Daffodil Computers Limited	53.79	49.92	1.56	12.52
5	Information Technology Consultants Limited	98.63	87.00	0.76	15.86

**Explanation of similarities:**

1. ADNTel having a turnover of BDT 82.95 crore, it is justifiable to consider the companies having more or close to the turnover of ADNTel. In our Analysis, companies having more than BDT 33.64 crore are considered as comparable annual turnovers.
2. Considering the Capital Base of ADNTel of BDT 44.86 crore, companies with paid-up Capital of more than 41.41 crore are considered as comparable companies.
3. Companies having annually published data have been considered only.

**SECTION: XVI**  
**DEBT SECURITIES**

The Company neither issued nor is planning to issue any debt securities within next six months.

**SECTION: XVII**  
**PARTIES INVOLVED AND THEIR RESPONSIBILITIES**

<b>Parties involved</b>	<b>Name</b>	<b>Responsibilities</b>
a) Issue Manager	ICB Capital Management Limited	The Issue Manager is responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015 including preparation and disclosures made in the prospectus, Roadshow and other responsibilities as mentioned in the due diligence certificate.
b) Underwriters	ICB Capital Management Limited	The Underwriter is responsible to underwrite the public offering on a firm- commitment basis as per requirement of Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015. In case of under-subscription in any category by up to 35% in an initial public offer, the unsubscribed portion of securities shall be taken up by the underwriter.
c) Statutory Auditor	Syful Shamsul Alam & Co. Chartered Accountants	To express an opinion on financial statements of the auditor based on their audit. An auditor conducting an audit in accordance with Bangladesh Standards on Auditing (BSA) is responsible for obtaining reasonable assurance that the financial statements taken as a whole are free from material misstatements whether caused by fraud or error.
d) Cost Auditor	N/A.	N/A
e) Valuer	N/A	N/A
f) Credit Rating Agency	Emerging Credit Rating Ltd.	Credit Rating Company is responsible for conducting the long term and short term rating of the company based on its financial statements and other relevant qualitative and quantitative information.

**SECTION: XVIII**  
**MATERIAL CONTRACTS**

**a) Major agreements entered into by the Issuer:**

- 1) Issue Management Agreement between the Company and ICB Capital Management Limited.
- 2) Underwriting Agreement between the Company and Underwriter.
- 3) Registrar to the Issue Agreement with Roots Investment Limited.
- 4) Credit Rating Agreement with Emerging Credit Rating Ltd.

**b) Material part of the agreements:**

Type of Agreement	Particulars	
Issue Management Agreement	Name	ICB Capital Management Limited
	Signing Date	15-06-2016
	Material terms and Conditions	<p><u>According to the Clause No. 02.1:</u></p> <ol style="list-style-type: none"> <li>I. Collect all necessary documents/information from the Issuer as required by the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015;</li> <li>II. Preparation of red-herring prospectus/prospectus/information memorandum prospectus as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015;</li> <li>III. Submitting the red-herring prospectus/prospectus/information memorandum prospectus to the Bangladesh Securities and Exchange Commission (BSEC) Dhaka Stock Exchange (DSE) and Chittagong Stock Exchange (CSE);</li> <li>IV. Liaison with the BSEC, DSE and CSE to co-operate the Issuer for complying with the regulatory queries;</li> <li>V. Filing application for Listing with the stock exchanges after the BSEC consent;</li> <li>VI. Selection and Co-ordination with the Bankers to the Issue in consultation with the Issuer;</li> <li>VII. Selection and Co-ordination with the Underwriters;</li> <li>VIII. Any other services as required to fulfill the requirement of public issue of shares.</li> </ol>
	Fees Payable	BDT 2% of Public Offer amount.
Underwriting Agreement	Name	ICB Capital Management Limited
	Signing Date	19-09-2017
	Material terms and Conditions	<p><u>According to the Clause No. 1.03:</u>  In case of under-subscription in any category by up to 35% in an Initial Public Offer, the undersubscribed portion of securities shall be taken up by the underwriter.</p> <p><u>According to the Clause No. 1.04:</u>  In case of failure to deposit the remaining amount by the eligible investors, the unsubscribed securities shall be taken up by the underwriter.</p> <p><u>According to the Clause No. 2.02:</u></p>

		<p>The underwriting agreement and the underwritten amount and allocation of underwriting portion shall be revised after completion of the bidding period, where the cut-off price will be determined at nearest integer of the lowest bid price at which the total securities offered to eligible investors would be exhausted. The public offering price will be determined at 10% discount (at nearest integer) from the cut-off price.</p> <p><u>According to the Clause No. 2.06:</u> The issuer, in the event of under subscription, shall send notice to the underwriter(s) within ten days of closure of subscription calling upon them to subscribe the securities and pay for this in cash in full within fifteen days of the date of said notice and the said amount shall be credited into securities subscription account within the said period. If payment is made by Cheque/ Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this agreement, until such time as the Cheque/ Bank Draft has been encased and the Company's account credited. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and deposit of money by the underwriter to the Commission. In the case of failure by the underwriter to pay for the shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any issue, until such time as he fulfils his underwriting commitment under this Agreement and also other penalties as may be determined by the Commission may be imposed.</p> <p>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.</p> <p>In the case of failure by the Company to call upon the underwriter for the aforementioned purpose within the stipulated time, the Company and its Directors shall individually and collectively be held responsible for the consequences and/or penalties as determined by the Bangladesh Securities and Exchange Commission under the law.</p> <p><u>According to the Clause No. 2.09:</u> The Company shall pay to the underwriter an underwriting commission at the rate of 0.40% of the amount underwritten hereby agreed to be underwritten by it.</p>
	Fees Payable	BDT 0.40% underwritten amount.
	Name	Roots Investment Limited.
	Signing Date	27-07-2017
Registrar to the Issue Agreement	Material terms and Conditions	<p><u>According to the Clause No. 02:</u> a. The Registrar shall ensure due compliance of the Book-building procedures and the Bangladesh Securities and Exchange Commission (Public Issue)</p>

		<p>Rules, 2015.</p> <p>b. The Registrar shall coordinate all other actions necessary for completing the post-issue functions or to comply with the regulatory requirements with the support of Issuer.</p> <p>c. The Registrar shall coordinate for completing the post-issue processing activities for public issue of the Company within the stipulated time as specified by the Bangladesh Securities and Exchange Commission.</p> <p>d. The Registrar will have to complete all statements and ensure timely delivery of them to the relevant authorities /organizations.</p> <p>e. The Registrar will have to deliver one soft copy of entire database of all applications to the Company in the format and headings specified by the Company.</p>
	Fees Payable	BDT12,00,000 only.
Credit Rating Agreement	Name	Emerging Credit Rating Limited
	Signing Date	30-07-2017
	Material terms and Conditions	<p>Clause No.2.: To enable ECRL to perform rating services of the Rated Subject during the initial rating and continuous surveillance exercise, the Client shall promptly supply all information, data, assistance and grant access to documentation reasonably necessary or relevant to the rating exercise which are within the Client's possession, custody or under the Client's control and/or personnel under the Client's control upon request by ECRL within the stipulated timeframe as set out by ECRL ("Requested Materials").</p> <p>Clause No.7: Any rating which has been assigned based on a rating exercise is valid for a period not exceeding twelve (12) months which shall be calculated from the date of the issuance of an indicative Agreement assigning initial rating of the Rated Subject. The Surveillance Rating will also be valid for a period not exceeding twelve (12) months for each of next three (3) years which shall be calculated from the date of expiry of Initial Rating of the Rated subject. ECRL will charge the Client an update or review fee accordingly in addition to the Rating Fee and Annual Surveillance Fee (as per Clause 5 above). Once an agreement is executed, it cannot be terminated before performing the initial rating and three years continuous surveillance rating as per Credit Rating Rules of 1996.</p> <p>Clause No.17.1: Termination of this contract will be governed by the Credit Rating Companies Rules 1996 of Securities and Exchange Commission (SEC) of Bangladesh and any subsequent law/ordinance/circular thereto.</p>
	Fees Payable	BDT 70,000 only.



## **SECTION: XIX**

### **LITIGATIONS, FINE OR PENALTY**

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

#### **I. Litigation involving Civil Laws:**

There is no litigation against the Issuer or any of its directors in a civil proceeding.

#### **II. Litigation involving Criminal Laws:**

There is no litigation against the Issuer in a criminal proceeding. However, there are following litigations against one of its Director namely Mr. Md. Moinul Islam in a criminal proceeding as stated below:

##### **1) Special Sessions Case No. 306/2016**

The Special Sessions Case No. 306/2016 was filed by Abu Yousuf Zakaria against, Mr. Md. Moinul Islam for dishonor of Cheque being No. LNB 0429550 of Tk.95,00,000/ (Taka Ninety Five Lac only) Under Section 138 of the Negotiable Instruments Act, 1881. Based on an application by Mr. Moinul Islam the Hon'ble High Court Division of the Supreme Court of Bangladesh passed an order on 22.05.2017 staying the proceeding of the case for one year. The Hon'ble High Court Division of the Supreme Court of Bangladesh was further extended the stay order till 30.05.2019. On 12.05.2019 the Hon'ble High Court Division of the Supreme Court of Bangladesh has further extended the stay order till 30.05.2020.

##### **2) Sessions Case No. 13468/15**

The Sessions Case No. 13468/15 was filed by Md. Tozammel Haque Sarker, against, Mr. Md. Moinul Islam for dishonor of Cheque being No. LNB 0429549 of Tk.65,00,000/- (Taka Sixty Five Lac Only) Under Sections 138 & 140 of the Negotiable Instruments Act, 1881. Based on an application by Mr. Moinul Islam the Hon'ble High Court Division of the Supreme Court of Bangladesh passed an order on 16.08.2017 staying the proceeding of the case for one year. The Hon'ble High Court Division of the Supreme Court of Bangladesh was further extended the stay order till 30.05.2019. On 12.05.2019 the Hon'ble High Court Division of the Supreme Court of Bangladesh has further extended the stay order till 30.05.2020.

##### **3) Sessions Case No. 12333/15**

The Sessions Case No. 12333/15 was filed by Md. Mojibur Rahman on behalf of Rangs Electronics Limited against, Mr. Md. Moinul Islam & others, for dishonor of Cheque being No.2617039 of Tk. 2,01,000/- (Taka Two Lac One Thousand only) Under Section 138 of the Negotiable Instruments Act, 1881. At present the case is pending for trial.

##### **4) Sessions Case No. 12317/15**

This Sessions Case No. 12317/15 was filed by Md. Mojibur Rahman on behalf of Rangs Electronics Limited against, Mr. Md. Moinul Islam & others, for dishonor of Cheque being No. 2617038 of Tk.1,80,000/- (Taka One Lac Eighty Thousand only) Under Section 138 of the Negotiable Instruments Act, 1881. At present the case is pending for trial.

##### **5) Sessions Case No. 12307/15**

The Sessions Case no. 12307/15 was filed by Md. Mojibur Rahman on behalf of Rangs Electronics Limited against, Mr. Md. Moinul Islam & others, for dishonor of Cheque being No.2617035 of Tk.1,80,000/- (Taka One Lac Eighty Thousand only) Under Section 138 of the Negotiable Instruments Act, 1881. At present the case is pending for trial.

##### **6) Sessions Case No. 12311/15**

The Sessions Case No. 12311/15 was filed by Md. Mojibur Rahman on behalf of Rangs Electronics Limited against, Mr. Md. Moinul Islam & others, for dishonor of Cheque being No. 2617006 of Tk. 2,40,000/- ( Taka Two Lac Forty Thousand only) Under Section 138 of the Negotiable Instruments Act, 1881. At present the case is pending for trial.

### **III. Litigation involving Securities, Finance and Economic Laws:**

There is no order, judgment or decree of any court of competent jurisdiction against the Issuer or any of its directors permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director(s) or officer in any of securities, Finance and Economic laws.

### **IV. Litigation involving Labor Laws:**

There is no litigation pending against the Issuer or any of its director (s) in connection to applicable Labor Laws.

### **V. Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties):**

There is no case against the Issuer or any of its director (s) in connection to taxation (Income tax, VAT, Customs Duty and any other taxes/duties) except as below:

- 1). The GR Case 536/2011 was filed by State on the ground of evading custom duty of BDT 12,78,438.95 (Twelve Lakh Seventy-Eight Thousand Four Hundred Thirty-Eight Taka and Ninety-Five Paisa Only) during importation of equipment of Tech Valley Networks Limited (TVNL). Mr. Asif Mahmood was implicated in the case as Chairman of TVNL. The case is currently fixed for hearing in the Court of Additional Chief Metropolitan Magistrate, Chittagong. Mr. Asif Mahmood filed a petition under section 561/A of Criminal Procedure Code to quash the proceedings of Bandar Thana case no. 536/11 pending in the Court of learned Additional Chief Metropolitan Magistrate, Chittagong for trial. The High Court Division admitted the petition with a rule to stay the proceedings of the learned Additional Chief Metropolitan Magistrate Court, Chittagong for 6 (six) months from 01.04.2018 and the stay has been extended for further six (6) months from 04.09.2018. On 03.03.2019 the Hon'ble High Court Division of the Supreme Court of Bangladesh has further extended the stay order till 03.09.2019. Which has been further extended for six (6) months on 16.09.2019 by the Hon'ble High Court Division of the Supreme Court of Bangladesh.

### **VI. Litigation involving any other Laws:**

There is no litigation involving any other Laws.

#### **b) Cases including outstanding litigations filed by the Company or any of its directors:**

##### **I. Litigation involving Civil Laws:**

There is no litigation involving Civil Laws.

##### **II. Litigation involving Criminal Laws:**

There is no litigation involving Criminal Laws except as below:

###### **1). CR Case No. 418/2015**

The CR Case No. 418/2015 was filed by Md. Moinul Islam, Chariman, Tech Valley Distribution Limited against, Abu Yousuf Zakaria & others Under Sections 465, 406, 379 & 34 of the Penal Code, 1860 before the Hon'ble Chief Metropolitan Magistrate Court, Dhaka. Currently the case is pending for Charge hearing.

### **III. Litigation involving Securities, Finance and Economic Laws:**

There is no litigation involving Securities, Finance and Economic Laws.

### **IV. Litigation involving Labor Laws:**

There is no litigation involving Labor Laws.

### **V. Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties):**

There is no litigation involving taxation (Income tax, VAT, Customs Duty and any other taxes/duties).

### **VI. Litigation involving any other Laws:**

There is no litigation involving any other Laws.

## **SECTION: XX**

### **RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS**

Investment in equity involves a high degree of risk. Investors should carefully consider all the information in this prospectus, including the risks and uncertainties described below, before making an investment in our equity shares. Any of the following risks, as well as other risks and uncertainties discussed in this prospectus, could have a material adverse effect on our business, financial condition and impact our operations thereby causing the trading price of our shares to decline. This could, result in the loss of all or part of your investment. In addition, the risks set out in this prospectus may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein. However, risk factors as required under the public issue rules described below:

#### **(i) Internal Risk Factors:**

##### **(a) Credit Risk:**

Credit risk is the risk of 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 receivable from customers and investment in securities.

##### ***Management Perception:***

The company's revenue are mainly generated from services provided to Bank, Financial Institution, Multinational Corporate, Public & Private Ltd. companies, ADN's strategic partners among the largest companies in the global telecommunications sector, including Singapore Telecommunications Ltd. (SingTel), Tata Communications Ltd. as well as Orange. The company also has a strategic alliance with Bharti Airtel and Sri Lanka Telecom. The aforesaid clients are renowned organization and smooth in transaction, therefore, the possibility of default by any of these Parties are significantly less.

##### **(b) Liquidity Risk:**

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

##### ***Management Perception:***

The Company's approach is to ensure, sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking Company's reputation. Typically, the Company always ensures sufficient cash and cash equivalent to meet expected operational expenses including servicing of financial obligation through preparation of cash forecast, based on time line of payment of financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in such. The requirement is determined in advance through cash flow projections and credit lines facilities are negotiated with banks accordingly. Furthermore, the Company is in substantial financial health and enjoys a robust liquidity which is expected to continue in subsequent periods.

##### **(c) Risk associated with the issuer's interest in subsidiaries, joint ventures and associates:**

##### ***Management Perception:***

A certain degree of risk exists for the issuer's interest in associate Company. To mitigate such a risk, both concerns have separate management bodies to run the overall operation. The Company has no subsidiaries and joint ventures.

**(d) Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the issuer:**

During the year 2016-2017, 43% of revenue of ADNTel generated from SingTel and Equant Networks Limited. ADNTel may be exposed to the risk of losing one or more customer(s) from which significant revenue is generated and that might have a material impact on ADNTel.

***Management Perception:***

ADNTel strives to ensure that there is no significant dependency on any of its customer base. ADNTel has alliances with major international carrier and any shift in revenue from one of its client can easily be offset against the added revenue from the other alliance. Management dilutes the percentage of the concentration by increasing sales to other customers or entering into new markets. We always make sure our customer relationships are not tied up with just one rather ensures multiple points of contact that will advocate for us if needed.

**(e) Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely:**

ADNTel may be exposed to risk of depending on a single or a few suppliers due to the failure in the supply of quality raw materials in a timely manner.

***Management Perception:***

ADN Telecom Limited, being a Internet and Data Service provider uses only bandwidth as raw material, which is provided by IIG Company. There are 36 IIG company in the market, if, one IIG fails to provide bandwidth then other IIG's are available. Therefore, there is no possibility of disruption of its operation.

**(f) More than 20% revenue of the Company comes from sister concern or associate or subsidiary:**

***Management Perception:***

At present the Company does not generate 20% or more revenue from any of its sister concerns or associate or subsidiary.

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

***Management Perception:***

During the last 5 years the Company has had no negative earnings or negative cash flow from operational activities. Moreover, the Company did not experience any diminishing turnover or profitability in the last 5 years. Hence, the management does not perceive any such risk in the future.

**(h) Loss making associate or subsidiary or group companies of the issuer:**

***Management Perception:***

At present MyTel Limited is the only associate Company of ADNTel that has incurred losses in the last few years, which has no countable impact on ADNTel performance. MyTel Limited has invested in two companies, namely BanglaTel Limited and Jibondhara Solutions Limited. MyTel Limited has incurred losses in the last few years. ADNTel has recognized its portion of loss amounting Tk. 14,821 of MyTel during the year 2016-2017 and has impaired the investment in MyTel accordingly in line with BAS 28: Investment in associates and joint ventures. MyTel has started receiving income from these investments during the financial year 2017-2018. It is pertinent to mention here that ADNTel's investment in MyTel Limited is not material to the financial statements of the Company.

**(i) Financial weakness and poor performance of the Company or any of its subsidiary or associates:**

***Management Perception:***

Sales are one of the key indicators of the success of a business. ADNTel has been experiencing, with an increasing growth in sales, that has boosted the profitability for last five years and so there has been good margin of profit. Current and quick

ratios are also in favor of the Company. The decreasing trend of Debt-to-Equity ratio means that Company is reducing its dependency on debt capital.

ADNTel has an associated Company – MyTel Limited which has incurred losses over the past few years. However MyTel has started receiving income from the investments made during the financial year 2017-2018 and this is expected to continue in the future. However impact financial statements results of MyTel in ADNTel is insignificant.

**(j) Decline in value of any investment:**

ADNTel may be exposed to market risk resulting from the fluctuation value of investment in securities. When the market value of securities falls below the cost price, ADNTel needs to provide the required amount of provision which consequently impacts the profitability of the Company.

***Management Perception:***

ADNTel has an associate company – MyTel Limited which has incurred losses over the past few years. During the year 2016-2017, ADNTel has accounted for investment impairment a sum of Tk. 14,821 to reflect its share of loss from MyTel.

MyTel has started receiving income from the investments made during the financial year 2017-2018 and it is expected to continue in the future. If this situation persists, then no further impairment will have to be recognized in the financial statements. ADNTel has no more investment in securities, which may affect the financial statements.

**(k) Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned:**

***Management Perception:***

ADNTel uses brand new and authentic machineries for overall operation. With all machineries there is an element of having technical issues but the risk is low with new machines. Independent Auditors' certification relating to the purchase condition of assets are provided in this prospectus.

**(l) Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recalled:**

ADNTel may be exposed to risk of interest free loan given to related party.

***Management Perception:***

ADNTel has been enjoying favorable operating cash flows and net cash flows over the past few years. The Company is primarily dependent on the funds generated from its core operations to run its day-to-day activities with very low leverage. The Company has not taken any loan from any of its Directors. But has disbursed short terms loans to 4 (four) of its sister/associate entity and taken loans from related parties. This both way transactions have benefited all the parties. Interest was charged on loan given to a Company with the remaining being charged from the financial year 2017-2018. Considering listing with the stock exchanges moreover to protect the interest of the shareholders, the management of the company decided not to extend any more loan and has taken timely initiative to collect the debt with the related entities.

**(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:**

***Management Perception:***

The sponsors or Directors of ADNTel are not involved in the same line of activity or business.

**(n) Related party transactions entered into by the Company those may adversely affect competitive edge:**

***Management Perception:***

There are no transactions with related parties which may adversely affect ADNTel except for Director's remuneration. However, paying the remunerations to Director(s) are justified, because it would have been costly to hire employees with same level of expertise as the Director posses.

**(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 or credit limit and other banking facilities:**

***Management Perception:***

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

**(p) Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees:**

***Management Perception:***

ADNTel has different benefits for its employees as it believes that employees are an integral part of the business who have the ability to boost up profitability.

**(q) Seasonality of the business of the issuer:**

***Management Perception:***

ADNTel is engaged in the business of ISP and telecom services which is not affected by any seasonal changes or such phenomenon.

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

***Management Perception:***

The Company is not at risk of losing any revenue generating contract that may adversely affect the business.

**(s) Excessive dependence on debt financing which may adversely affects the cash flow:**

***Management Perception:***

ADNTel is not excessively dependent on debt. Based on the financials, as of 30 June 2017, the debt-to-equity ratio was 0.25 and the debt service coverage ratio was 0.36. The Company has been awarded 'A+' for long term and 'ST-2' for short term by Emerging Credit Rating limited. We trust that our initiative to go for IPO will allow us for acquiring perpetual capital enabling ADNTel to avoid over-reliance on debt financing thus improving corporate debt-equity ratio further. Management also perceives that as ADNTel has been generating sufficient cash flow from operating activities, the trend is expected to continue in the coming years which will put it in a stronger position in terms of settlement of debt obligations.

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

***Management Perception:***

ADNTel is a structured Company and has been conducting its business by professionals for decades with good reputation. Corporate governance is enforced and practiced in the organization. The Company also has a well-structured organogram. Any change in key management can be replaced by capable professionals.

**(u) Enforcement of contingent liabilities, which may adversely affect financial condition:**

***Management Perception:***

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

**(v) Insurance coverage not adequately protect against certain risks of damages:**

***Management Perception:***

The Company has different insurance coverage for all the relating issues that are risky in operating business.

**(w) Absence of assurance that directors will continue its engagement with Company after expiry of lock in period:**

**Management Perception:**

The directors are involved in the business for long time and they will continue the engagement after expiry of lock in period.

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

The Company's net profit after tax and other business performance indicators shows an increasing trend due to the Management's dedication and strategic action to face competition and challenges in the industry for sustainable growth. Strong financial performance of preceding successive years is a result of unwavering commitment of the promoters, management efficiency, employees' sincerity and use of appropriate and efficient technology. Over the years the Company's financial performance has improved due to visionary outlook, experience and skilled top tier management, favorable economic and Government rules and regulations, and a commendable repayment culture which is contributing for growth of the Company. The Company also has a robust financial management practice. Furthermore, as of 30 June 2017, Company's retained earnings stood at BDT192,201,027 as shown in the prospectus under business strategies and future plan. Based on which it is assume that Company's net profit after tax for the next three accounting years would be positive. Requirements for working capital and capital expenditure will not affect the ability of the company to declare/pay dividend.

**(y) History of non-operation, if any and short operational history of the issuer and lack of adequate background and experience of the sponsors:****Management Perception:**

The Company has no history of non-operation in the past. The Company is an independent body. It has been in operation abiding its Memorandum & Articles of Association and other applicable laws implemented by the Government. Besides, the Company's financial strength is satisfactory. It has very experienced Directors and Management team to make the Company more efficient and stronger in capturing and maximizing the market. Therefore, the chance of becoming non-operative of the Company is very low.

**(z) Risks related to engagement in new type of business, if any:**

Data center is a new line of business for ADNTel. If the company fails to acquire adequate number of clients after establishment of data center then the company will face major business threat in terms of revenue generation.

**Management Perception:**

Data center is not a new concept for ADN Telecom Limited. ADNTel has deployed Data Center facility for its own consumption in different locations of Dhaka since inception. This is indirectly supporting a significant percentage of ADNTel's operations. Due to the recent demand of data security, data backup and disaster recovery 1000 no. of clients, we want to expand data center facility to meet our client's demand. The company having experienced people and latest technology in data center arena, would have the possibility of acquiring adequate number of clients after establishment of data center for commercial purpose.

**(aa) Risk in investing the securities being offered with comparison to other available investment options:****Management Perception:**

ADNTel is a profitable entity for a long time and the management has been able to operate the business efficiently. There is a certain degree of risk associated with investing in the securities of the Company. The potential investors are requested to carefully read the prospectus and understand the business potential of the Company before making an investment decision.

**(bb) Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law:****Management Perception:**

There were no such penalty or action taken by any regulatory authorities except an administrative fine of BDT 5.00 Lac to the issuer imposed by Bangladesh Telecommunication Regulatory Commission (BTRC) through Letter No. 14.32.0000.007.51.001.15.1374 dated 06 November 2016. ADNTel duly deposited the aforesaid amount on 15/11/2016.

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

***Management Perception:***

ADNTel has no litigations for Tax and VAT related matters and other government claims.

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

***Management Perception:***

ADNTel does not require any factory because of its business nature but its registered office and place of operation are rented. The management believes that investment in business activities is more justified rather than investment of a huge capital expenditure for permanent registered office or place of operation now as it is a fast growing entity.

**(ee) Lack of renewal of existing regulatory permissions or licenses:**

***Management Perception:***

A dedicated team supervises the renewal processes for all the regularity permission/licenses and renewals. There is no risk due to lapses in the validity of renewal of licenses from concerned regulatory authorities.

**(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**

***Management Perception:***

ADNTel strives to maintain compliance with relevant rules & regulations in carrying out the day-to-day activities. The Company has held its AGM every year within the stipulated timeframe. Dates of AGMs (2012 to 2016) are (in reverse order): 22-12-2016, 30-12-2015, 07-12-2014, 30-12-2013 and 19-12-2012. Dividend has also been proposed and declared by the Board several times in the past taking into view the requirements of the Company and its shareholders. ADNTel had always generated significant profit to declare a healthy dividend over the past few years but have not declared in some cases so that the fund can be reinvested in the Company to yield greater returns.

ADNTel has an associate company namely MyTel Limited. This Company has also complied with the requirements pertaining to holding AGM regularly. Dates of AGMs since incorporation to till date are (in reverse order): 20-12-2017, 25-09-2016, 31-12-2015, 31-12-2014, 30-12-2013 and 29-12-2012. However, the Company is yet to declare any dividend as the Company is at the inception stage of its operations.

**(gg) Issuances of securities at lower than the IPO offer price within one year:**

***Management Perception:***

The management's ultimate goal is to expand its business and maximize the wealth of the company. If maximize the growth of the company share price will go up.

**(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:**

***Management Perception:***

There was no 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. It is to be mentioned here that ADNTel had applied for IPO with premium in 2014 for issuance of ordinary shares. But due to circulation of Bangladesh Securities and Exchanges Commission (Public Issue) Rules, 2015, BSEC informed us to submit the revised application compliant with new rules.

**(ii) External Risk Factors:**

**(a) Interest rate risks:**

Interest rate risk is the risk that 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 well informed of interest rates. If the interest rate increases the cost of credit fund will increase. ADNTel is always been a cash-rich Company and operates with low dependence on debt. As the Company maintains very low debt equity ratio, adverse impact of interest rate fluctuation is insignificant. Moreover, the Company is confident about meeting its needs for future expenses from its internal sources. ADNTel emphasizes on equity based financing to reduce the dependence on bank borrowings. Thus the management perceives that the fluctuation of interest rate would have little impact upon the financial and operational performance of the Company.

ADNTel is currently carrying both long term and short-term loans. All the facilities are subject to revision with change of interest rates in the market. The exposure will be minimized as ADNTel plans to retire some portion of the debt gradually in the following years.

**(b) Exchange rate risks:**

Devaluation of local currency against major international currencies i.e. USD, GBP and Euro may affect Company's income.

**Management Perception:**

ADNTel generates more than 40% of its revenue from export services in foreign currency. Management of the Company is aware of the foreign exchange risks associated with such transactions and have considered implementing various hedging instruments to reduce this risk. However, over the past few years, the value of Taka has devalued against major foreign currencies. This has resulted in foreign currency exchange gain in favor of ADNTel. The Company and its management are vigilant of the issue and will move to adopt hedging activities once this favorable trend starts to shift.

**(c) Industry risks:****Market Demand Risk:**

Market risk arises mainly due to decrease in demand of the products, which would harm the performance of the Company. ADNTel, like any other Company operating in a competitive environment, may face strong competition, which might take place even after taking the best quality control measures.

**Management Perception:**

Globally the demands for IT products/solutions are increasing significantly and the trend is experiencing double-digit growth over the last decade. With businesses looking for IT solutions, to increase efficiency and decrease operational expenditure, the industry is still at its nascent stage in meeting expectations and current demands.

This is also reflected in Bangladesh, and learning from global best practices as well as avoiding industry mistakes made especially by our neighboring countries, the IT industry in Bangladesh is actually forging ahead aggressively to meet local demands and create new opportunities for exporting its services.

Additionally, with Bangladesh becoming a middle-income nation, it is expected that more global brands and multinational companies will soon start their operations in Bangladesh thus increasing the demand and customer portfolio for ADNTel.

**Market Competition Risk:**

Liberalization of permission to set up new IT companies by government may result in severe competition amongst companies' causing reduction of income and profitability of the Company.

**Management Perception:**

ADNTel provides comprehensive data, internet, IP Telephony services including IPVPN, MPLS, IPLC, Video conferencing system solution and their implementation & maintenance. Our positive attitude plays the dominant role in our success, in our ability to innovate and serve valued clients. ADN likes to compete because competition brings out the best in us. The Company has the finest people, the latest technology, the best spirit, and the best team in the industry. Each member of the Company plays a vital role in the great chain of Company's success.

**Risks related to Non-availability of Electricity and Other Utilities:**

Just as any other organization, ADNTel relies heavily on power to run its round-the-clock operations and any change in the availability of the natural resource or major change in price may adversely affect its business operations.

**Management Perception:**

All our facilities are equipped with multiple power redundancy viz. UPS, rectifier, long hours backup from battery bank, generators etc. So in case of interruption of electricity operational activities will not be affected.

**(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 last few years. Consistent industrial growth along with increased agricultural 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 proven to be congenial for the economy of the country.

**Political risks:**

The risk that an investment return could suffer as a result of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative bodies, other foreign policy makers, or military control.

**Management Perception:**

The management of the Company believes that more effective management of political risk shall help the companies in protection of their investments and shall improve the performance of business operation. Management perceives that this requires more integration of political risk management into a systematic process as well as having it be embedded in the Company's other business processes. The management of the Company is fully aware of the potential risk related with political outcome and accordingly they have taken several safe guards to prevent the financial loss of the Company.

**(e) Market and technology-related risks:****Market risk:**

Market risk is the risk that any change in market such as demand of product, foreign exchange rates fluctuation, prices of product, increase of competition, squeeze of business through cancellation of work order, shifting of customer to another competitor will affect the Company's business.

**Management Perception:**

Globally the demands for IT products/solutions are increasing significantly and the trend is experiencing double-digit growth over the last decade. With businesses looking for IT solutions to increase efficiency and decrease operational expenditure, the industry is still at its nascent stage in meeting expectations and current demands. It is a similar case in Bangladesh, and learning from global best practices as well as avoiding industry mistakes made especially by our neighboring countries, the IT industry in Bangladesh is actually leap-frogging with meeting local demands and creating new opportunities for export of its services. Additionally, with Bangladesh becoming a middle-income nation, it is expected that more global brands and multinational companies will soon start their operations in Bangladesh thus increasing the demand and customer portfolio for ADNTel.

**Technology-related Risks:**

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

**Management Perception:**

Management of ADNTel is aware of recent technological developments in the IT sector and keeps their employees up to date by providing necessary training. Furthermore, ADNTel is selecting latest technology and equipment for its infrastructure, operation and offers to customers.

**(f) Potential or Existing Government Regulations:**

The Company operates under Companies Act, 1994, taxation policy adopted by NBR, BSEC and BTRC rules and rules adopted by other regulatory bodies. Any abrupt changes of the policies formed by those bodies may affect the business of the Company adversely.

***Management Perception:***

Unless any adverse policy is being taken, which may materially affect the industry as a whole; the business of the Company will not be affected. Furthermore, the government is encouraging private sector entrepreneurs in IT sector. Therefore, it is expected that any new policies of this sector will be business favorable, which will also be helpful for expansion of business of the Company.

**(g) Potential or existing Changes in Global and National Policies:**

The performance of the Company may be affected by the 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 respond appropriately and timely manner to safeguard its interest.

**(h) Statutory clearances and approvals those are yet to be received by the issuer:**

***Management Perception:***

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

**(i) Competitive condition of the business:**

ADNTel is operating in a free market economy. The Company might have to face stiff competition from its competitors. Easily available global products in the local markets add to the competition, challenging the profitability of the business.

***Management Perception:***

Bangladesh is the prime source of cheapest labor in the world, gaining comparative 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 its cost of services 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 business of the issuer:**

***Management Perception:***

The Company has not faced any challenges so far related to supplementary and complementary services and products, and not expecting in near future.

**(iii) Other Risk Factors:**

**(a) Risk associated with BTRC Approval regarding import of Equipment:**

***Management perception:***

ADNTel currently owns 03 (three) telecom licenses (i.e. Nationwide ISP, IPTSP and VSAT Provider with Hub Licenses) from BTRC. The very terms and conditions of these licenses allow the company to "build maintain and operate" those telecom services (e.g. Internet, MPLS, IP Telephony, Video Conference, Satellite based services etc.), which involve importing equipment, both for its own setup (e.g. NOC, POP, Datacentre, transmission infrastructure etc.), as well as for its client. As such, ADNTel is importing various telecom/IT equipment (e.g. Servers, Router, Switches, Gateways, etc.) since 2003. During this long time the company has never been denied by BTRC to import permission for these equipment.

**(b) All the servers of the company are situated in the same tectonic plates**

***Management perception:***

Bangladesh lies at the junction of three plates: the Indian Plate, the Eurasian Plate and the Burma Platelet. Right now ADNTel's has 73 POPs comprised of equipment and servers are located in different region of Bangladesh. These POPs are able to operate independently though connectivity is made among the POPs through different transmission path. Equipment including servers related to POPs and required to keep the network operational are also placed in different Zone of Bangladesh to avoid risk. As part of the process, data backup being done regularly and all the Equipment and servers are under insurance coverage.

**(c) 43% of Revenue of ADNTel comes from 02 (two) foreign Customers.**

***Management Perception:***

ADNTel strives to ensure that there is no significant dependency on any of its customer base. This is achieved by segregating the nature and extent of services provided to a single client. However during the year 2016-2017, 43% of revenue of ADNTel came from Singtel and Equant Networks Limited. ADNTel has partnership with will the major client base and any shift in revenue from one of its client can be very easily offset against the added revenue from the other Partner.

**(d) Concentration Risk on customers.**

***Management Perception:***

Management dilutes the percentage of the concentration by increasing sales to other customers or entering new markets. We make sure our customer relationships are not tied up with just one person. We have multiple points of contact who will advocate for us if needed. We are trying to reduce or limit the amount of sales to the customer concentration by introducing new product line by increasing infrastructure or making significant investments to maintain a large customer to meet their demands. Enhance our relationship with the customer so that we are viewed as a key vendor that cannot be replaced. Furthermore, we are actively working to increase the client base for our existing product lines.

**(e) Concentration Risk on suppliers.**

***Management Perception:***

We are a service provider company and most of our raw materials are procured from local market. There are number of suppliers of raw materials available in the market, if one supplier fails to provide raw material there are always other suppliers available. To diversify our supplier base, we have already shifted our reliance from Grameen Phone Ltd. to several NTTN (Nation-wide Telecommunication Transmission Network) service provider, including Summit Communication Ltd. and Fiber@home Ltd. Currently the dependency on Grameen Phone Ltd. is around 10% of total raw material consumption of the Company. This initiative mitigates our concentration risk on suppliers.

**(f) Disaster Risk Management:**

Disaster remains a major issue for ADN Telecom Limited. They are susceptible to face natural and human made disasters such as fire cyber attack, hurricane and earthquake. These may hamper ADN's operation. The twenty five servers of the respective entity are situated in the same tectonic plates, which could be a major risk for the company. As any kind of earth tremor could significantly impact on ADN's operations.

***Management Perception:***

The company has infrastructure sharing agreement with Grameen phone Ltd, Fibre@Home and Summit Communications. All vendors will ensure that ADN Telecom Limited gets unhindered and round-the-clock access support. Additionally the company has Twenty five servers located in two different places, so any kind of interruption i.e. Technical difficulties in one server can be tackled by another server. To minimize operating risk of the company, it has burglary, House breaking and fire insurance policy with Reliance Insurance Limited.

**(g) Litigation Risk:**

Chairman and Director of the issuer company are involved in few cases (as mentioned in the section of Litigations, Fine or Penalty of this prospectus) but have no impact as those are not related to the issuer company or its activities what so ever. All the cases filed by or against them are either in their capacities as Chairman/Director of the companies or as individuals. Companies reputation may be affected to a certain extent if disreable judgement declared to them.

***Management Perception:***

Although the Chairman and Director are involved in the above mentioned cases in their own capacities. Hence, we feel that there is no business risk for the issuer as the cases are not related with the issuer company.

**SECTION: XXI**  
**DESCRIPTION OF THE ISSUE**

(a) **Issue Size:**  
 BDT 57 Crore

(b) **Number of securities to be issued:**  
 Public issue of 19,791,666 ordinary shares.

(c) **Authorized capital and paid-up capital:**  
 Authorized capital: BDT 2,000,000,000  
 Paid-up capital: BDT 448,600,000

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

Face Value : BDT 10.00 each  
 Cut-off price for Els : BDT 30.00 (premium BDT 20.00)  
 Offer Price per unit of securities for general public and NRB- : BDT 27.00 (premium BDT 17.00)

(e) **Number of securities to be entitled for each category of applicants:**

Public Offering of 19,791,666 ordinary shares, of these ordinary shares 60% i.e. 11,875,000 ordinary shares are reserved for Eligible Investor (EI) which includes 50% i.e. 9,895,833 ordinary shares for EI excluding Mutual Funds and CIS and 10% i.e. 1,979,167 ordinary shares for Mutual Funds and CIS at a cut off price of Tk.30 and remaining 40% i.e. 7,916,666 ordinary shares at a discounted price of Tk. 27 per share for General Public including NRB total approximately Tk. 570,000,000. The position is as follows:

Eligible investors (Els)				General public			
Mutual Funds		Other (Els)		NRB		Others	
%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares
10%	1,979,167	50%	9,895,833	10%	1,979,166	30%	5,937,500

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

The Company does not have different classes of securities. However, the Company has issued and proposed to issue only ordinary shares as per following category:

SL. No.	Category of Shareholders	No. of Shares		Percentage (%)	
		Before IPO	After IPO	Before IPO	After IPO
1	Directors & Sponsors	33,337,334	33,337,334	74.31%	51.56%
2	Shareholders other than Directors & Sponsors	11,522,666	11,522,666	25.69%	17.82%
3	Els Other than Mutual Fund & CIS	-	9,895,833	-	15.31%
4	Mutual Fund & CIS	-	1,979,167	-	3.06%
5	General Public	-	5,937,500	-	9.18%
6	NRB	-	1,979,166	-	3.06%
<b>Total</b>		<b>44,860,000</b>	<b>64,651,666</b>	<b>100.00%</b>	<b>100.00%</b>

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

Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital incorporated are available in the Section No. XXII under the head of “Use of Proceeds”.

List of EIs Allotment:

As per the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, 60% (EI Including Mutual Funds and CIS) of the Proposed issue of 19,791,666 Ordinary Shares i.e. 11,875,000 Ordinary Shares were allotted to Eligible Investor (EI) in the following manner:

Company Name	Eligible Investor (EI)		Total
	Mutual Funds and CIS	EI Excluding mutual fund and CIS	
	10%	50%	
ADN Telecom Limited	1,979,167	9,895,833	11,875,000

**Mutual Funds and CIS**

SI No	Name of EIs	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	AIBL 1st Islamic Mutual Fund	1601670032656781	21,085.	632,550.00	.1776
2	ATC Shariah Unit Fund	1604580062139247	50,056.	1,501,680.00	.4215
3	Asian Tiger Sandhani Life Growth Fund	1601670043502041	50,056.	1,501,680.00	.4215
4	BCB ICL GROWTH FUND	1604620064112891	50,078.	1,502,340.00	.4217
5	CAPM BDBL MUTUAL FUND 01	1604580062240983	50,078.	1,502,340.00	.4217
6	CAPM IBBL Islamic Mutual Fund	1604580064275550	50,078.	1,502,340.00	.4217
7	CAPM UNIT FUND	1604620049839524	50,078.	1,502,340.00	.4217
8	CREDENCE FIRST GROWTH FUND	1604580062906208	50,078.	1,502,340.00	.4217
9	CREDENCE FIRST SHARIAH UNIT FUND	1604580064469912	50,078.	1,502,340.00	.4217
10	Capitec Padma P.F. Shariah Unit Fund	1604580066440664	50,078.	1,502,340.00	.4217
11	DBH First Mutual Fund	1601670023974042	21,085.	632,550.00	.1776
12	EDGE Bangladesh Mutual Fund	1604620065381191	50,078.	1,502,340.00	.4217
13	GRAMEEN ONE: SCHEME TWO	1604620016329737	50,079.	1,502,370.00	.4217
14	Green Delta Mutual Fund	1601670032193259	21,085.	632,550.00	.1776
15	HFAML UNIT FUND	1604580064096932	50,078.	1,502,340.00	.4217
16	HFAML-ACME Employees Unit Fund	1604620066681657	50,078.	1,502,340.00	.4217
17	ICL Balanced Fund	1604620061924201	50,078.	1,502,340.00	.4217
18	IDLC Balanced Fund	1604580063055704	50,079.	1,502,370.00	.4217
19	IDLC Growth Fund	1604620064889812	50,079.	1,502,370.00	.4217
20	LR Global Bangladesh Mutual Fund One	1601670032815156	21,085.	632,550.00	.1776
21	LankaBangla 1st Balanced Unit Fund	1604620062083293	50,079.	1,502,370.00	.4217
22	LankaBangla Al-Arafah Shariah Unit Fund	1604580064681637	50,078.	1,502,340.00	.4217
23	MBL 1st Mutual Fund	1601670034038330	21,085.	632,550.00	.1776
24	MTB UNIT FUND	1604620044751744	50,078.	1,502,340.00	.4217
25	NAM IBBL Islamic Unit Fund	1604580062970426	49,888.	1,496,640.00	.4201
26	NCCBL Mutual Fund-1	1601670040102015	21,085.	632,550.00	.1776
27	NLI First Mutual Fund	1604580037482412	50,078.	1,502,340.00	.4217
28	Prime Finance Second Mutual Fund	1604580043115667	50,078.	1,502,340.00	.4217
29	Prime Financial First Unit Fund	1604620033389306	50,078.	1,502,340.00	.4217
30	Reliance Insurance Mutual Fund	1604620041309123	50,079.	1,502,370.00	.4217
31	Rupali Life Insurance First Mutual Fund	1604620040597192	50,078.	1,502,340.00	.4217

32	SEML IBBL Shariah Fund	1604580062684827	50,078.	1,502,340.00	.4217
33	SEML Lecture Equity Management Fund	1604620060706290	50,078.	1,502,340.00	.4217
34	Sandhani Life Unit Fund	1604620045167045	50,078.	1,502,340.00	.4217
35	Shanta First Income Unit Fund	1604620064617121	50,078.	1,502,340.00	.4217
36	Southeast Bank 1st Mutual Fund	1604580036409473	50,078.	1,502,340.00	.4217
37	UFS-Bank Asia Unit fund	1604580065845271	50,078.	1,502,340.00	.4217
38	UFS-IBBL SHARIAH UNIT FUND	1604580062996371	50,078.	1,502,340.00	.4217
39	UFS-PADMA LIFE ISLAMIC UNIT FUND	1604580062110225	50,078.	1,502,340.00	.4217
40	UFS-PRAGATI LIFE UNIT FUND	1604620062898126	50,078.	1,502,340.00	.4217
41	UFS-Popular Life Unit Fund	1604580061410085	50,078.	1,502,340.00	.4217
42	VIPB ACCELERATED INCOME UNIT FUND	1604580060999479	50,078.	1,502,340.00	.4217
43	VIPB Growth Fund	1604620064256949	50,078.	1,502,340.00	.4217
<b>Sub Total</b>			<b>1,979,167.</b>	<b>59,375,010.</b>	<b>16.6665</b>

#### Others Els

##### Alternative Investment Fund Manager:

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	Athena Venture & Equities Ltd.	1202880061465472	18,968.	569,040.00	.1597
2	BD Venture Limited	1204030061462361	18,968.	569,040.00	.1597
3	Maslin Capital Limited	1202550062056956	18,968.	569,040.00	.1597
<b>Sub Total</b>			<b>56,904.</b>	<b>1,707,120.</b>	<b>.4791</b>

##### Alternative Investment Funds

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	Alternative Investment Fund of Bangladesh	1204590060884946	18,968.	569,040.00	.1597
<b>Sub Total</b>			<b>18,968.</b>	<b>569,040.</b>	<b>.1597</b>

##### Asset Management Companies

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	Alif Assets Management Limited	1204520062643965	18,968.	569,040.00	.1597
2	Alliance Capital Asset Management Limited	1201470060935343	18,968.	569,040.00	.1597
3	Asset and Investment Management Services of Bangladesh Limited	1201470000025083	18,969.	569,070.00	.1597
4	Assurance Asset Management Limited	1203680058401547	18,968.	569,040.00	.1597
5	BDV Asset Management Company Limited	1201830063045236	18,968.	569,040.00	.1597
6	Bloominace Asset Management Company Limited	1201700064434570	18,968.	569,040.00	.1597
7	CAPM (Capital & Asset Portfolio Management) Company Limited	1605270062612291	18,968.	569,040.00	.1597
8	CREDENCE ASSET MANAGEMENT LTD	1204280061152015	18,968.	569,040.00	.1597
9	CandleStone IP Limited	1202650066541895	18,968.	569,040.00	.1597
10	Constellation Asset Management Company Limited	1201820064935019	18,969.	569,070.00	.1597



11	EBL Asset Management Ltd.	1201950064713133	18,968.	569,040.00	.1597
12	EDGE AMC Limited	1205590063298332	18,968.	569,040.00	.1597
13	HF ASSET MANAGEMENT LIMITED	1201730062934235	18,968.	569,040.00	.1597
14	IDLC Asset Management Limited	1203680061585304	18,969.	569,070.00	.1597
15	Impress Capital Limited	1201820055033647	18,968.	569,040.00	.1597
16	Joytun Asset Management Ltd.	1202800063339302	18,968.	569,040.00	.1597
17	LR Global Bangladesh Asset Management Company Limited	1203620039158453	7,986.	239,580.00	.0673
18	LankaBangla Asset Management Company Ltd.	1204030045890257	18,968.	569,040.00	.1597
19	Meghna Asset Management Ltd	1205210064712741	18,968.	569,040.00	.1597
20	National Asset Management Ltd	1202790063397829	18,896.	566,880.00	.1591
21	Prime Finance Asset management Company Limited	1604420046916682	18,968.	569,040.00	.1597
22	RANKS Asset Management Company Ltd.	1204490064936808	18,968.	569,040.00	.1597
23	ROCK ASSET MANAGEMENT LIMITED	1202610063817837	18,968.	569,040.00	.1597
24	Shanta Asset Management Ltd.	1203490060953009	18,968.	569,040.00	.1597
25	Strategic Equity Management Ltd.	1204590065091551	18,968.	569,040.00	.1597
26	VIPB Asset Management Company Ltd.	1201500044807791	18,968.	569,040.00	.1597
<b>Sub Total</b>			<b>482,117.</b>	<b>14,463,510.</b>	<b>4.0592</b>

#### **Banks**

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	Bangladesh Commerce Bank Limited	1203000004128342	18,968.	569,040.00	.1597
2	Dhaka Bank Ltd.	1201630000001072	18,968.	569,040.00	.1597
3	Eastern Bank Limited	1201950030178336	18,968.	569,040.00	.1597
4	ISLAMI BANK BANGLADESH LIMITED	1603700044716333	18,968.	569,040.00	.1597
5	MIDLAND BANK LTD.	1202550062701952	18,968.	569,040.00	.1597
6	Modhumoti Bank Limited	1201470054857861	18,968.	569,040.00	.1597
7	NCC BANK LTD.	1202090000048338	18,968.	569,040.00	.1597
8	NRB BANK LIMITED	1204500055935143	18,969.	569,070.00	.1597
9	National Bank Limited	1203980000035329	18,969.	569,070.00	.1597
10	Pubali Bank Ltd.	1203440044860791	18,968.	569,040.00	.1597
11	SHAHJALAL ISLAMI BANK LIMITED	1204090005685607	18,968.	569,040.00	.1597
12	Southeast Bank Limited	1201500000060633	18,968.	569,040.00	.1597
13	Standard Bank Limited	1602070044983338	18,968.	569,040.00	.1597
14	United Commercial Bank Ltd.	1205590015459615	18,968.	569,040.00	.1597
<b>Sub Total</b>			<b>265,554.</b>	<b>7,966,620.</b>	<b>2.2358</b>

#### **Financial Institutions**

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	Bangladesh Finance And Investment Company Ltd.	1205150002440950	18,968.	569,040.00	.1597
2	Delta Brac Housing Finance Corporation Ltd	1203620020217413	18,968.	569,040.00	.1597
3	FAREAST FINANCE & INVESTMENT LIMITED	1204690000134328	18,969.	569,070.00	.1597
4	IDLC Finance Limited	1602510000744624	18,969.	569,070.00	.1597
5	INDUSTRIAL AND INFRASTRUCTURE DEVELOPMENT COMPANY LIMITED	1204480057176141	18,968.	569,040.00	.1597

6	ISLAMIC FINANCE AND INVESTMENT LIMITED	1201830058578907	18,968.	569,040.00	.1597
7	Lanka Bangla Finance Limited	1201830000012221	18,968.	569,040.00	.1597
8	MIDAS Financing Limited	1201830000101207	18,968.	569,040.00	.1597
9	Meridian Finance & Investment Limited	1203680061474558	18,968.	569,040.00	.1597
10	National Finance Limited	1202020044198628	18,952.	568,560.00	.1596
11	National Housing Finance And Investments Limited	1203110044295090	18,969.	569,070.00	.1597
12	Phoenix Finance & Investments Limited	1203410014915119	18,968.	569,040.00	.1597
13	Prime Finance & Investment Limited	1201740000017151	18,968.	569,040.00	.1597
14	Union Capital Limited	1201910000057140	12,643.	379,290.00	.1065
<b>Sub Total</b>			<b>259,214.</b>	<b>7,776,420.</b>	<b>2.1825</b>

#### **Insurance Companies**

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	Agrani Insurance Company Limited	1202540017855805	18,968.	569,040.00	.1597
2	Asia Pacific General Insurance Company Limited	1204110014843771	18,968.	569,040.00	.1597
3	BANGLADESH NATIONAL INSURANCE CO. LTD.	1205210063381561	18,968.	569,040.00	.1597
4	Bangladesh General Insurance Company	1203510000204471	18,968.	569,040.00	.1597
5	CHARTERED LIFE INSURANCE COMPANY LIMITED	1204780064975952	18,968.	569,040.00	.1597
6	CRYSTAL INSURANCE COMPANY LIMITED	1204780062587404	18,968.	569,040.00	.1597
7	City General Insurance Company Limited	1205150028332076	18,968.	569,040.00	.1597
8	Continental Insurance Limited	1203510009734492	18,968.	569,040.00	.1597
9	Delta Life Insurance Co. Ltd	1603420000842934	18,968.	569,040.00	.1597
10	Fareast Islami Life Insurance Co. Ltd	1205790011903928	18,968.	569,040.00	.1597
11	Green Delta Insurance Company Limited	1203620000042986	18,968.	569,040.00	.1597
12	Islami Commercial Insurance Co. Ltd.	1203880016913892	18,968.	569,040.00	.1597
13	National Life Insurance Company Limited	1205720000268934	18,968.	569,040.00	.1597
14	Padma Islami Life Insurance Ltd.	1204780032968797	18,968.	569,040.00	.1597
15	Paramount Insurance Company Ltd.	1203680001152151	18,968.	569,040.00	.1597
16	Peoples Insurance Co. Ltd	1204450062621367	18,960.	568,800.00	.1597
17	Pragati Life Insurance Limited	1204080009905096	18,968.	569,040.00	.1597
18	Purabi General Insurance Company Ltd.	1201470000003791	18,968.	569,040.00	.1597
19	RELIANCE INSURANCE LIMITED	1203680000008794	3,793.	113,790.00	.0319
20	SUNLIFE INSURANCE COMPANY LIMITED	1205670000803592	18,968.	569,040.00	.1597
21	Sandhani Life Insurance Company Ltd	1201470000004349	18,968.	569,040.00	.1597
22	TAKAFUL ISLAMI INSURANCE LTD.	1204500005139362	18,968.	569,040.00	.1597
<b>Sub Total</b>			<b>402,113.</b>	<b>12,063,390.</b>	<b>3.3856</b>

#### **Merchant Bankers and Portfolio Managers**

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	Sonali Investment Limited	1605180039866810	18,968.	569,040.00	.1597
2	AFC CAPITAL LIMITED	1201950040900165	18,968.	569,040.00	.1597
3	AIBL CAPITAL MANAGEMENT LIMITED	1204290045062825	18,960.	568,800.00	.1597
4	Abaci Investments Limited	1602770003383900	14,225.	426,750.00	.1198
5	Agrani Equity & Investment Limited	1605110020703440	18,969.	569,070.00	.1597

6	Alliance Financial Services Limited	1205150054817961	18,969.	569,070.00	.1597
7	Alpha Capital Management Limited.	1605550049519826	18,968.	569,040.00	.1597
8	Asian Tiger Capital Partners Investments Ltd.	1204500060779129	18,968.	569,040.00	.1597
9	BANCO FINANCE AND INVESTMENT LIMITED	1605570061564795	3,793.	113,790.00	.0319
10	BD Finance Capital Holdings Limited	1205150045165228	18,968.	569,040.00	.1597
11	BLI CAPITAL LIMITED	1605650050408172	18,968.	569,040.00	.1597
12	BMSL Investment Limited	1203110065160476	18,968.	569,040.00	.1597
13	BRAC EPL Investments Limited	1604650000060261	18,968.	569,040.00	.1597
14	CAPM Advisory Limited	1605290048619978	18,969.	569,070.00	.1597
15	EXIM ISLAMI INVESTMENT LTD.	1602480042844534	18,968.	569,040.00	.1597
16	FAS Capital Management Limited	1604630040382971	18,968.	569,040.00	.1597
17	FAS Finance & Investment Limited	1604630019840113	18,968.	569,040.00	.1597
18	First Security Islami Capital & Investment Ltd.	1605140054136021	18,968.	569,040.00	.1597
19	Green Delta Capital Limited	1203620043101779	18,969.	569,070.00	.1597
20	IDLC Investments Limited	1602510045047740	18,969.	569,070.00	.1597
21	IIDFC Capital Limited	1604790028773041	18,968.	569,040.00	.1597
22	IL Capital Limited	1204220046667010	18,968.	569,040.00	.1597
23	IMPERIAL CAPITAL LIMITED	1201950060942951	18,968.	569,040.00	.1597
24	Janata Capital and Investment Limited	1201530034513871	18,968.	569,040.00	.1597
25	LANKABANGLA INVESTMENTS LIMITED	1201830043239232	18,968.	569,040.00	.1597
26	MIDAS INVESTMENT LIMITED	1204240045224956	18,968.	569,040.00	.1597
27	MTB Capital Limited	1605070043537970	18,968.	569,040.00	.1597
28	Meghna Capital Management Ltd.	1205210064983942	18,968.	569,040.00	.1597
29	NBL Capital and Equity Management Ltd.	1203980043489533	18,968.	569,040.00	.1597
30	NRB Equity Management Limited	1605760062455351	18,969.	569,070.00	.1597
31	PLFS INVESTMENTS LIMITED	1605410018300497	18,968.	569,040.00	.1597
32	Prime Bank Investment Limited	1602110007884745	18,968.	569,040.00	.1597
33	Riverstone Capital Limited	1605910060966133	18,968.	569,040.00	.1597
34	Rupali Investment Limited	1605220044999407	18,968.	569,040.00	.1597
35	SBL Capital Management Limited	1604530021647727	18,968.	569,040.00	.1597
36	Sandhani Life Finance Ltd.	1605610032935344	18,354.	550,620.00	.1546
37	Shahjalal Equity Management Limited	1205950065096141	18,968.	569,040.00	.1597
38	Southeast Bank Capital Services Limited	1605530040732747	18,968.	569,040.00	.1597
39	Strategic Finance Ltd.	1204590065833366	18,968.	569,040.00	.1597
40	Swadesh Investment Management Limited	1204380000164777	18,968.	569,040.00	.1597
41	Trust Bank Investment Limited	1205660051158541	18,968.	569,040.00	.1597
42	UniCap Investments Limited	1201910048617192	12,643.	379,290.00	.1065
43	Uttara Finance and Investments Limited	1203770012801322	18,969.	569,070.00	.1597
<b>Sub Total</b>			<b>788,766.</b>	<b>23,662,980.</b>	<b>6.6411</b>

**Recognized Provident, Pension and Gratuity Funds**

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	"CROSS FREIGHT LIMITED" EMPLOYEES PROVIDENT FUND	1204030059705612	18,968.	569,040.00	.1597
2	"GLOBAL AVIATION SERVICES LIMITED" EMPLOYEES PROVIDENT FUND	1204030059705655	18,968.	569,040.00	.1597
3	3A & Company Ltd. Employees Provident Fund	1201840064357666	18,968.	569,040.00	.1597
4	AAMRA HOLDINGS LIMITED EMPLOYEES PROVIDENT FUND	1201830062811332	18,968.	569,040.00	.1597

5	ABACI INVESTMENTS LTD EMPLOYEES CONTRIBUTORY PROVIDENT FUND	1602770061586161	14,225.	426,750.00	.1198
6	ABDULLAH SAAD TRADING LTD E.P.F	1204890062535998	18,968.	569,040.00	.1597
7	AIMS Employees Provident Fund	1201470061222017	18,969.	569,070.00	.1597
8	ARK Strategic Associates Limited Employees Provident Fund	1605280064723421	18,968.	569,040.00	.1597
9	Anaum Associates Ltd. Employees Provident Fund	1204410064934148	3,993.	119,790.00	.0336
10	BASEWAY MANAGEMENT LIMITED E.P.F.	1204890066143252	18,968.	569,040.00	.1597
11	BAY CONSOLIDATION (PVT.) LTD. EMPLOYEES PROVIDENT FUND TRUST.	1204260065044061	18,968.	569,040.00	.1597
12	BCBL Employees Provident Fund	1203000062728769	18,968.	569,040.00	.1597
13	BD VENTURE LTD. EMPLOYEES PROVIDENT FUND	1204030063795776	18,968.	569,040.00	.1597
14	BD Venture Ltd. Employees Gratuity Fund	1204030064974875	16,236.	487,080.00	.1367
15	BEACON PHARMACEUTICALS LTD. EMPLOYEES GRATUITY FUND	1601880065365037	18,968.	569,040.00	.1597
16	BEDL Employees Provident Fund	1202550061369343	18,968.	569,040.00	.1597
17	BIZTRADE INNOVATION LTD. EMPLOYEES GRATUITY FUND	1604940064961162	18,968.	569,040.00	.1597
18	BIZTRADE INNOVATION LTD. EMPLOYEES PROVIDENT FUND	1605650064766109	18,968.	569,040.00	.1597
19	BIZUNI LINK SERVICES LTD. EMPLOYEES PROVIDENT FUND	1605650062922536	18,968.	569,040.00	.1597
20	BLUEBELL INFOTECH LTD. EMPLOYEES PROVIDENT FUND	1201910065846126	18,968.	569,040.00	.1597
21	BMH Elastic & Accessories Ltd. Employees Provident Fund	1203640064802756	10,646.	319,380.00	.0897
22	BMSL Employees Provident Fund	1203110064356364	18,968.	569,040.00	.1597
23	BRAC EPL STOCK BROKERAGE EMPLOYEE PROVIDENT FUND	1201820064941580	18,960.	568,800.00	.1597
24	Bakara Fashions Ltd Employees Provident Fund	1201830063721726	18,968.	569,040.00	.1597
25	Bashundhara Food & Beverage Industries Ltd-Staff Provident Fund	1201910063170199	18,968.	569,040.00	.1597
26	Bashundhara Industrial Complex Limited Employees Provident Fund	1201510064296766	18,968.	569,040.00	.1597
27	Beacon Pharmaceuticals Ltd. Employees (contributory) provident Fund	1601880064821881	18,968.	569,040.00	.1597
28	BizUni Link Services Limited Employees Gratuity Fund	1605650063671836	18,968.	569,040.00	.1597
29	Brain Station 23 Limited Staff PF	1201630065445234	18,968.	569,040.00	.1597
30	CARGO CENTER LIMITED EMPLOYEES PROVIDENT FUND	1204030062589122	18,968.	569,040.00	.1597
31	CBSIL Employees Provident Fund	1203000064313436	18,968.	569,040.00	.1597
32	CHOWDHURY DIGITAL COLOR LAB LTD. EMPLOYEES PROVIDENT FUND	1201780066478215	18,968.	569,040.00	.1597
33	CICL EMPLOYEES PROVIDENT FUND	1204780064505858	18,968.	569,040.00	.1597
34	CMCL Employee Provident & Benevolent Fund	1204800062138541	18,968.	569,040.00	.1597
35	CREDIT RATING AGENCY OF BANGLADESH LIMITED EMPLOYEES GRATUITY FUND	1602770063645388	14,225.	426,750.00	.1198
36	CREDIT RATING AGENCY OF BANGLADESH LTD EMPLOYEES PROVIDENT FUND	1602770062410997	14,225.	426,750.00	.1198
37	CRISL Employees Gratuity Fund	1201960065856273	18,968.	569,040.00	.1597
38	Confidence Salt Limited Employees Provident Fund	1203640062375336	12,642.	379,260.00	.1065
39	Contributory Prov. Fund of GHS	1604650063706577	18,968.	569,040.00	.1597
40	Crisl Employees Provident Fund	1201960064854794	18,968.	569,040.00	.1597
41	Cross Freight Limited Employees Gratuity Fund	1605650063578992	18,968.	569,040.00	.1597
42	DBH EMPLOYEES GRATUITY FUND	1203620063768074	18,968.	569,040.00	.1597
43	DBH STAFF PROVIDENT FUND	1203620062792018	18,968.	569,040.00	.1597
44	DBL Group Employees PF	1602510062941651	18,969.	569,070.00	.1597
45	DIRD FELT LTD. EMPLOYEES PROVIDENT FUND	1203260062463911	18,968.	569,040.00	.1597
46	DOUBLE H TRADING LIMITED EMPLOYEES PROVIDENT FUND	1204500066824009	18,968.	569,040.00	.1597
47	DataFort Limited Employees Gratuity Fund	1605650063580273	18,968.	569,040.00	.1597
48	Digiworld Ltd. Employees Provident Fund	1201950064975845	18,968.	569,040.00	.1597

49	EBL Employees Gratuity Fund Trust	1201950066279105	18,968.	569,040.00	.1597
50	EBL Employees Provident Fund Trust	1201950066271208	18,968.	569,040.00	.1597
51	EBL SECURITIES LIMITED EMPLOYEES GRATUITY FUND	1201950063496943	18,968.	569,040.00	.1597
52	EBL Securities Ltd. Employees Provident Fund	1201950061476798	18,968.	569,040.00	.1597
53	ERP CONSULTANTS BD LTD. EMPLOYEES GRATUITY FUND	1605650064647346	18,968.	569,040.00	.1597
54	ERP Consultants BD Ltd. Employees Provident Fund	1605650064646898	18,968.	569,040.00	.1597
55	ESQUIRE DYEING INDUSTRIES LIMITED (EDIL) EMPLOYEES PROVIDENT FUND	1203680063865106	926.	27,780.00	.0078
56	EVENT FAIR LIMITED EMPLOYEES PROVIDENT FUND	1201830063565793	18,968.	569,040.00	.1597
57	EXPO HOLDINGS (BD) LTD. EMPLOYEES PROVIDENT FUND	1204030062589114	18,968.	569,040.00	.1597
58	Eastern Shares & Securities Limited Employees Provident Fund	1203640062418380	18,968.	569,040.00	.1597
59	Employees Provident Fund of ILSL	1204220061493946	18,968.	569,040.00	.1597
60	Enactive Multi-Services (Pvt.) Ltd. Employees Provident Fund	1203260064940500	18,968.	569,040.00	.1597
61	Eskayef Bangladesh Ltd. Employees Provident Fund	1602510062782765	18,969.	569,070.00	.1597
62	Esquire Knit Composite Limited(EKCL) Employees Provident Fund	1203680063390131	3,322.	99,660.00	.0280
63	Expo Freight Limited Employee's Provident Fund	1204030031916200	18,968.	569,040.00	.1597
64	Expo Freight Limited Employees Gratuity Fund	1204030063402792	18,968.	569,040.00	.1597
65	F & A Consultants Bangladesh Ltd. Employees Gratuity Fund	1201830063664444	18,968.	569,040.00	.1597
66	F&A Consultants Bangladesh Ltd. Employees Provident Fund	1201830063665449	18,968.	569,040.00	.1597
67	F.K.T. AGRO (PVT) LTD. EMPLOYEES PROVIDENT FUND	1202550064958662	18,968.	569,040.00	.1597
68	FFIL Employees (Contributory) Provident Fund	1204690063788614	18,968.	569,040.00	.1597
69	FILIC Employees Provident Fund	1205790006347386	18,968.	569,040.00	.1597
70	FNR FASHION LTD. EMPLOYEES PROVIDENT FUND	1201780065259176	18,968.	569,040.00	.1597
71	FREIGHT CARE AVIATION SERVICES LTD. EMPLOYEES P.F	1204030062589149	18,968.	569,040.00	.1597
72	GCL Employees Provident Fund	1204800066165371	18,968.	569,040.00	.1597
73	GM PUBLICATIONS LTD EMPLOYEES PROVIDENT FUND	1201830063565777	18,968.	569,040.00	.1597
74	GOLDEN INFORMATION TECHNOLOGY LTD. EMPLOYEES PROVIDENT FUND	1202550064574407	18,968.	569,040.00	.1597
75	GVAIL Employees (Contributory) Provident Fund	1201910065734781	18,968.	569,040.00	.1597
76	GVAIL Employees Gratuity Fund	1204680066644742	18,968.	569,040.00	.1597
77	Global Aviation Services Ltd. Employees Gratuity Fund.	1605650063580696	18,968.	569,040.00	.1597
78	Globex Marketing Co. Ltd. Employees Provident Fund	1203260064902254	18,968.	569,040.00	.1597
79	Good Lucktex Limited Employees' Provident Fund	1204560064486592	18,968.	569,040.00	.1597
80	Grameen CyberNet Ltd Employees Provident Fund	1203260062227948	18,968.	569,040.00	.1597
81	HEFAZATUR RAHMAN & CO. LTD. E.P.F	1204890065830991	18,968.	569,040.00	.1597
82	Hwa Well Textiles (BD) Limited Employees Provident Fund	1605550062518491	18,968.	569,040.00	.1597
83	IDLC Asset Management Employees' Gratuity Fund	1203680066897343	17,235.	517,050.00	.1451
84	IDLC Asset Management Limited Employees' Provident Fund	1203680065698381	18,969.	569,070.00	.1597
85	IDLC Employees' Provident Fund	1602510057011151	18,969.	569,070.00	.1597
86	IDLC Investments Limited Employees' Provident Fund	1602510045502811	18,969.	569,070.00	.1597
87	IDLC Securities Limited Employees Provident Fund	1602510057009290	18,969.	569,070.00	.1597
88	IFIL EMPLOYEES PROVIDENT FUND	1201830061881928	18,968.	569,040.00	.1597
89	IIDFC Employees Provident Fund	1604790062775116	18,968.	569,040.00	.1597
90	INDEPENDENT BIZ LTD. EMPLOYEES GRATUITY FUND	1201830064492674	18,968.	569,040.00	.1597
91	INDEPENDENT BIZ LTD. EMPLOYEES PROVIDENT FUND	1201830064492682	18,968.	569,040.00	.1597
92	INNOVANA EVENT LTD. EMPLOYEES GRATUITY FUND	1201830064766810	18,968.	569,040.00	.1597
93	INNOVANA EVENT LTD. EMPLOYEES PROVIDENT FUND	1201830064766802	18,968.	569,040.00	.1597
94	INNOVATION ICT LTD. EMPLOYEES GRATUITY FUND	1201830064766901	18,968.	569,040.00	.1597
95	INNOVATION ICT LTD. EMPLOYEES PROVIDENT FUND	1201830064766896	18,968.	569,040.00	.1597
96	Incepta Pharmaceuticals Employees Provident Fund	1203110061650220	18,968.	569,040.00	.1597

97	Infotainment Media Limited Employees Gratuity Fund	1201830063664436	18,968.	569,040.00	.1597
98	Infotainment Media Ltd. Employees Provident Fund	1204030062883862	18,968.	569,040.00	.1597
99	Island Securities Ltd. Employees (Contributory) Pro. Fund	1201960062925422	18,968.	569,040.00	.1597
100	KDL EMPLOYEES (CONTRIBUTORY) PROVIDENT FUND	1203000063912971	18,968.	569,040.00	.1597
101	KDL Employees Gratuity Fund	1204390064915661	18,968.	569,040.00	.1597
102	KYOTO ENGINEERING AND AUTOMATION LTD. EMPLOYEES PROVIDENT FUND	1602770064694844	9,647.	289,410.00	.0812
103	LANKABANGLA FINANCE LIMITED EMPLOYEES GRATUITY FUND	1204030064716723	18,968.	569,040.00	.1597
104	LANKABANGLA INVESTMENTS LIMITED EMPLOYEES' PROVIDENT FUND	1201830053200901	18,968.	569,040.00	.1597
105	LLOL Employees Gratuity Fund	1204390065948640	18,968.	569,040.00	.1597
106	LLOL Employees' (Contributory) Provident Fund	1205720062960726	18,968.	569,040.00	.1597
107	LankaBangla Asset Management Company Limited Employees Provident Fund	1204030064834195	11,979.	359,370.00	.1009
108	LankaBangla Finance Limited Employees Provident Fund	1204030053199415	18,968.	569,040.00	.1597
109	LankaBangla Securities Limited Employees Provident Fund	1201830060975261	18,968.	569,040.00	.1597
110	Lawyers & Associates Ltd Employees Provident Fund	1201830063485850	18,968.	569,040.00	.1597
111	MEENHAR FISHERIES LTD EMPLOYEES PROVIDENT FUND.	1201780061573549	18,968.	569,040.00	.1597
112	MEENHAR MARINE FOODS LTD EMPLOYEES PROVIDENT FUND	1201780061526835	18,968.	569,040.00	.1597
113	MEENHAR SEA FOODS LIMITED EMPLOYEES PROVIDENT FUND	1201780061514804	18,968.	569,040.00	.1597
114	MIDWAY CONSUMER PRODUCTS LIMITED EMPLOYEES CONTRIBUTORY PROVIDENT FUND	1204590064494186	18,968.	569,040.00	.1597
115	MIKA ENTERPRISES LIMITED EMPLOYEES CONTRIBUTORY PROVIDENT FUND	1203260064301697	18,968.	569,040.00	.1597
116	MIKA ENTERPRISES LIMITED EMPLOYEES GRATUITY FUND	1203260064931682	18,968.	569,040.00	.1597
117	MIKA SECURITIES LTD. EMPLOYEES (CONTRIBUTORY) PROVIDENT FUND	1203260063570051	18,968.	569,040.00	.1597
118	MIKA SECURITIES LTD. EMPLOYEES GRATUITY FUND	1203260064359432	18,968.	569,040.00	.1597
119	Mahiya Enterprises Ltd. Employees Provident Fund	1201570066664415	18,968.	569,040.00	.1597
120	Meenhar securities Limited Employees Provident Fund	1201780061492114	18,968.	569,040.00	.1597
121	Meghna Cement Mills Ltd- Staff Provident Fund	1201510014775878	18,968.	569,040.00	.1597
122	Meridian Finance & Investment Limited Employees Provident Fund	1205950063762647	18,968.	569,040.00	.1597
123	Mika Travels Limited Employees Provident Fund	1203260064724804	18,968.	569,040.00	.1597
124	Mona FCS Ltd. Employee Provident Fund	1201470046129641	18,968.	569,040.00	.1597
125	Multi Securities & Services Ltd. Employees Provident Fund	1202830041434061	18,968.	569,040.00	.1597
126	NAHAR FARM HOUSE LTD. EMPLOYEES' PROVIDENT FUND	1203260066908263	18,968.	569,040.00	.1597
127	NEW GEN SOLOUTIONS LIMITED EMPLOYEE'S PROVIDENT FUND	1203260065757895	18,968.	569,040.00	.1597
128	NHFIL Employees Provident Fund	1201830061564404	18,969.	569,070.00	.1597
129	National Finance Ltd. Employees Provident Fund	1602770061975716	18,952.	568,560.00	.1596
130	National Life Insurance Co. Ltd. Employees Provident Fund	1201830044839493	18,968.	569,040.00	.1597
131	OCEAN ACCESSORIES LIMITED EMPLOYEES PROVIDENT FUND	1203260064186417	18,968.	569,040.00	.1597
132	OCEAN ACCESSORIES LTD. EMPLOYEES GRATUITY FUND	1203260064935086	18,968.	569,040.00	.1597
133	ONESTOP BUSINESS SOLUTION & TRADING LTD. EMPLOYEES GRATUITY FUND	1605650064934014	18,968.	569,040.00	.1597
134	ONESTOP BUSINESS SOLUTION & TRADING LTD. EMPLOYEES PROVIDENT FUND	1605650064733478	18,968.	569,040.00	.1597
135	OR TRADING LTD. EMPLOYEES PROVIDENT FUND	1201780066130326	18,968.	569,040.00	.1597
136	Orion Pharma Limited Employees Contributory Provident Fund	1605280062656808	13,305.	399,150.00	.1120
137	PARAMOUNT INSURANCE PROVIDENT FUND	1605640063888859	15,973.	479,190.00	.1345
138	PMCL Employee Provident Fund	1204570063477895	18,968.	569,040.00	.1597

139	POUSH TEXTILE INDUSTRY LTD EMPLOYEES PROVIDENT FUND	1202420063722324	18,968.	569,040.00	.1597
140	PPL Employees Provident Fund	1204800062933273	18,968.	569,040.00	.1597
141	PRFL Employee Provident & Benevolent Fund	1204800062408094	18,968.	569,040.00	.1597
142	Padma Islami Life Insurance Ltd. Employees Provident Fund	1204780064374774	18,968.	569,040.00	.1597
143	Paradise Employees Provident Fund	1204570063478493	18,968.	569,040.00	.1597
144	Parkway Securities Limited Employees Provident Fund	1201520061641343	18,968.	569,040.00	.1597
145	Perfect Touch Employment Provident Fund	1204800061834041	18,968.	569,040.00	.1597
146	Pharmacil Limited Employees Provident Fund	1203110063444418	18,968.	569,040.00	.1597
147	Potential Employees Provident Fund	1204570063477887	18,968.	569,040.00	.1597
148	Premier Cement Mills Limited Employees Provident Fund	1201960045088787	18,968.	569,040.00	.1597
149	QUASEM DRYCELLS LTD.EMPLOYEES PROVIDENT FUND	1203260061945350	18,968.	569,040.00	.1597
150	Quasem Food Products Ltd. Employees Provident Fund	1203260064475566	18,968.	569,040.00	.1597
151	Quasem Lamps Limited Employees Provident Fund	1203260066550954	18,968.	569,040.00	.1597
152	R.K. GARMENTS ACCESSORIES INDUSTRIES LTD. EMPLOYEES GRATUITY FUND	1203260065717034	18,968.	569,040.00	.1597
153	R.K. GARMENTS ACCESSORIES INDUSTRIES LTD. EMPLOYEES PROVIDENT FUND	1203260064279939	18,968.	569,040.00	.1597
154	RADIANT CAR LTD. EMPLOYEES PROVIDENT FUND	1203260065350864	18,968.	569,040.00	.1597
155	RAVEN SYSTEMS LTD. EMPLOYEES PROVIDENT FUND	1203260062463780	18,968.	569,040.00	.1597
156	RISS FASHION LTD. EMPLOYEES PROVIDENT FUND	1201780065332601	18,968.	569,040.00	.1597
157	RNZ AGRO LTD EMPLOYEES GRATUITY FUND	1201950064908369	18,968.	569,040.00	.1597
158	RNZ AGRO LTD EMPLOYEES PROVIDENT FUND	1201950064908128	18,968.	569,040.00	.1597
159	RNZ Communication Ltd. Employees Gratuity Fund	1201950063916879	18,968.	569,040.00	.1597
160	RNZ Communication Ltd. Employees Provident Fund	1201950063916852	18,968.	569,040.00	.1597
161	Radiant Business Consortium Limited Employees Provident Fund	1203110063445067	18,968.	569,040.00	.1597
162	Radiant Nutraceuticals Limited Employees Provident Fund	1203110063445331	18,968.	569,040.00	.1597
163	Radiant Pharmaceuticals Limited Employees Provident Fund	1203110062711381	18,968.	569,040.00	.1597
164	Reliance Insurance Provident Fund	1201750036943995	3,793.	113,790.00	.0319
165	SATCOM IT LIMITED EMPLOYEES PROVIDENT FUND	1204040061469545	18,969.	569,070.00	.1597
166	SENATOR CONSORTIUM LIMITED EMPLOYEES PROVIDENT FUND	1203260066729222	18,968.	569,040.00	.1597
167	SHADESH MANAGEMENT LIMITED E.P.F	1204890062814823	18,968.	569,040.00	.1597
168	STAFF CONTRIBUTORY PROVIDENT FUND FOR TVS AUTO BANGLADESH LIMITED	1203260062418985	18,968.	569,040.00	.1597
169	STAR CERAMICS LTD. EMPLOYEES PROVIDEND FUND	1205020062321572	3,793.	113,790.00	.0319
170	STAR IMPEX LTD. EMPLOYEES PROVIDEND FUND	1201780065259117	18,968.	569,040.00	.1597
171	STOCK AND BOND LTD. EMPLOYEES CONTRIBUTORY PROVIDENT FUND	1203510061640183	18,968.	569,040.00	.1597
172	STOCK AND BOND LTD. EMPLOYEES GRATUITY FUND	1203510062367536	18,968.	569,040.00	.1597
173	SUNSHINE BANGLA PVT. LTD. EMPLOYEES GRATUITY FUND	1203110065060828	18,968.	569,040.00	.1597
174	SUNSHINE BANGLA PVT. LTD. EMPLOYEES PROVIDENT FUND	1203110066629400	18,968.	569,040.00	.1597
175	SWISS GARDEN LTD. EMPLOYEES GRATUITY FUND	1203510066347092	18,968.	569,040.00	.1597
176	SWISS GARDEN LTD. EMPLOYEES PROVIDENT FUND	1203510064546977	18,968.	569,040.00	.1597
177	Sandhani Life Insurance Co. Ltd. Employee's Gratuity Fund	1201470063462365	18,968.	569,040.00	.1597
178	Sandhani Life Insurance Co. Ltd. Employee's Provident Fund	1201470040729859	18,968.	569,040.00	.1597
179	Simtex Industries Ltd. Employees Contributory Provident Fund	1605120062942193	18,960.	568,800.00	.1597
180	Solid Agro Firms Ltd Employees Provident Fund	1201830063735424	18,968.	569,040.00	.1597
181	Sonali Livestock Ltd Employees Provident Fund	1201830063721734	18,968.	569,040.00	.1597
182	Southeast Bank Capital Services Limited Employees Provident Fund	1201500060670788	18,968.	569,040.00	.1597
183	TALHA HEALTH CARE LIMITED EMPLOYEES PROVIDENT	1203260066551204	18,968.	569,040.00	.1597

	FUND				
184	TECHINNOVATION BD LTD. EMPLOYEES GRATUITY FUND	1201910064575626	18,969.	569,070.00	.1597
185	TECHINNOVATION BD LTD. EMPLOYEES PROVIDENT FUND	1201910064575618	18,969.	569,070.00	.1597
186	THE ACME LABORATORIES LTD. EMPLOYEES PROVIDENT FUND	1203140058536462	18,968.	569,040.00	.1597
187	UCAS EMPLOYEES PROVIDENT FUND	1605550062904961	3,793.	113,790.00	.0319
188	UniCap Securities Employees Contributory Provident Fund	1201910053946845	14,225.	426,750.00	.1198
189	VIPB Asset Management Co. Ltd. Employees Provident Fund	1201820060580516	18,968.	569,040.00	.1597
190	VIPB Asset Management Company Ltd. Employees Gratuity Fund	1201820062576579	18,968.	569,040.00	.1597
191	WINGS CLASSIC TOURS AND TRAVELS LTD EMPLOYEES PF	1204030062589130	18,968.	569,040.00	.1597
192	Wetronic Motors Limited Employees' Provident Fund	1202980064733311	18,968.	569,040.00	.1597
193	aamra networks limited Employees Provident Fund	1201830062424941	18,969.	569,070.00	.1597
194	aamra resources limited Employees Provident Fund	1201830062831353	18,936.	568,080.00	.1595
195	aamra technologies limited employees provident fund	1201830062414390	18,968.	569,040.00	.1597
<b>Sub Total</b>			<b>3,541,467.</b>	<b>106,244,010</b>	<b>29.8175</b>

#### Stock Dealers

SI No	Name of Els	BO ID	Alloted Volume	Alloted Value (BDT)	% of outstanding shares post offering
1	3A & Company Ltd	1201840061865964	18,968.	569,040.00	.1597
2	A. A. Securities Limited	1203760063412334	18,968.	569,040.00	.1597
3	A. L. Securities Ltd.	1203500045200605	18,968.	569,040.00	.1597
4	A.R. CHOWDHURY SECURITIES LTD.	1202820030981801	18,968.	569,040.00	.1597
5	AB & Co. Ltd	1201940007747374	18,969.	569,070.00	.1597
6	AB Securities Limited	1203710026451391	18,968.	569,040.00	.1597
7	ACE CAPITAL MANAGEMENT SERVICE LTD.	1204660039432717	18,968.	569,040.00	.1597
8	ADAMS SECURITIES LTD	1203830038476101	18,968.	569,040.00	.1597
9	AHC SECURITIES LTD.	1204960041270501	18,968.	569,040.00	.1597
10	AIBL CAPITAL MARKET SERVICES LIMITED	1204290019225111	18,928.	567,840.00	.1594
11	AKIJ Securities Limited	1204140016523068	18,968.	569,040.00	.1597
12	AL HAJA JAHANARA SECURITIES LTD.	1203460030627408	18,968.	569,040.00	.1597
13	AL-MUNTAHA TRADING CO. LTD.	1203210030687270	18,968.	569,040.00	.1597
14	ALI SECURITIES CO. LTD.	1202960050888017	18,968.	569,040.00	.1597
15	ALOCO SECURITIES LTD	1202630050966076	18,968.	569,040.00	.1597
16	ALPHA EQUITIES LTD.	1204230040549939	11,979.	359,370.00	.1009
17	AM SECURITIES AND FINANCIAL SERVICES LTD.	1204080016105241	18,968.	569,040.00	.1597
18	ANCHOR SECURITIES LTD	1202950048476574	18,968.	569,040.00	.1597
19	ARC Securities Ltd.	1202580030051617	18,968.	569,040.00	.1597
20	ARENA SECURITIES LTD.	1202850003772483	18,968.	569,040.00	.1597
21	ASENZ SECURITIES LTD.	1204100019226122	18,968.	569,040.00	.1597
22	Adil Securities Ltd	1202060000039196	18,968.	569,040.00	.1597
23	Al-Haj Securities & Stocks Ltd.	1202270000185021	18,968.	569,040.00	.1597
24	Alpha Securities Ltd.	1204450039260134	18,960.	568,800.00	.1597
25	Aries Securities Limited	1203010029391671	18,968.	569,040.00	.1597
26	Associated Capital Securities Ltd.	1203080004167191	18,968.	569,040.00	.1597
27	Azam Securities Limited	1203060004162271	18,968.	569,040.00	.1597
28	Azim Securities Ltd.	1204870061958089	18,968.	569,040.00	.1597



29	BASE CAPITAL LTD.	1204990052522739	18,968.	569,040.00	.1597
30	BD Finance Securities Limited	1205150043284418	18,968.	569,040.00	.1597
31	BD SUNLIFE SECURITIES LTD.	1205670050639259	18,969.	569,070.00	.1597
32	BDBL Investment Services Ltd.	1201920061824845	18,952.	568,560.00	.1596
33	BDBL Securities Limited	1202180045048887	18,960.	568,800.00	.1597
34	BE RICH LIMITED	1204180017222163	18,969.	569,070.00	.1597
35	BEXIMCO SECURITIES LIMITED	1201930016160034	18,354.	550,620.00	.1546
36	BLI Securities Limited	1201500048598349	18,968.	569,040.00	.1597
37	BRAC EPL Stock Brokerage Limited	1201820000005731	18,960.	568,800.00	.1597
38	BRB Securities Limited	1203910038355843	18,968.	569,040.00	.1597
39	Banco Securities Ltd	1202150033195699	18,968.	569,040.00	.1597
40	Bank Asia Securities Limited	1204490045011859	18,968.	569,040.00	.1597
41	British Bengal Securities Limited	1203820012508151	18,968.	569,040.00	.1597
42	Buriganga Equity Management Ltd.	1205980063271625	18,968.	569,040.00	.1597
43	C-Maart Securities Ltd.	1203580007694753	2,659.	79,770.00	.0224
44	CENTURY SECURITIES LIMITED	1202740002848051	18,968.	569,040.00	.1597
45	CHITTAGONG CAPITAL LIMITED	1203790012153033	13,305.	399,150.00	.1120
46	CHOWDHURY SECURITIES LTD.	1204260018461274	18,968.	569,040.00	.1597
47	CMSL Securities Ltd	1201750000001535	18,968.	569,040.00	.1597
48	CORDIAL SECURITIES LIMITED	1203470050890604	18,968.	569,040.00	.1597
49	CREST SECURITIES LTD	1204050028921051	1,996.	59,880.00	.0168
50	Chittagong Shares & Securities Limited	1203230050895631	18,968.	569,040.00	.1597
51	Commerce Bank Securities and Investment Limited	1203000044662073	18,968.	569,040.00	.1597
52	Confidence Equities Limited	1301650062344886	18,968.	569,040.00	.1597
53	D.N. Securities Ltd.	1203860013501896	15,973.	479,190.00	.1345
54	DAULATUNNESSA EQUITIES LIMITED	1204110016443604	18,968.	569,040.00	.1597
55	DBL Securities Limited	1201630043531874	18,968.	569,040.00	.1597
56	DESA SECURITIES LIMITED	1203920014940996	18,968.	569,040.00	.1597
57	DLIC Securities Ltd.	1205730053939461	18,968.	569,040.00	.1597
58	DMR SECURITIES SERVICES LTD.	1203320039848311	18,968.	569,040.00	.1597
59	DSFM Securities Ltd.	1202980004064050	18,968.	569,040.00	.1597
60	DYNAMIC SECURITIES CONSULTANTS LTD	1202370038476185	18,968.	569,040.00	.1597
61	Dayton Holdings Limited	1203450051129552	18,968.	569,040.00	.1597
62	Delta Capital Limited	1202530000819950	18,968.	569,040.00	.1597
63	Dhaka Securities Ltd	1205210061487350	18,968.	569,040.00	.1597
64	Dhanmondi Securities Limited	1203390029289594	18,968.	569,040.00	.1597
65	Dragon Securities Ltd.	1202140000080456	18,968.	569,040.00	.1597
66	E-Securities Limited	1202880003801810	17,243.	517,290.00	.1452
67	EASTERN CAPITAL LIMITED	1205990063864781	18,968.	569,040.00	.1597
68	EBL Securities Limited	1201950000015755	18,968.	569,040.00	.1597
69	Eastern Shares & Securities Ltd	1203640007850771	18,968.	569,040.00	.1597
70	FARIDA RAQUIB SECURITIES LTD	1203270038301295	18,968.	569,040.00	.1597
71	FBL Securities Ltd.	1205870060259359	18,968.	569,040.00	.1597
72	FIRSTLEAD SECURITIES LTD	1203750030648423	18,968.	569,040.00	.1597
73	Far East Shares & Securities Limited	1204200017263638	18,969.	569,070.00	.1597
74	Fareast Islami Securities Ltd.	1205790055232286	18,952.	568,560.00	.1596
75	Federal Securities And Investment Limited	1203050004150059	18,968.	569,040.00	.1597
76	First Capital Securities Ltd.	1204430039584103	18,968.	569,040.00	.1597
77	GALAXY CAPITAL LIMITED	1204800033270280	18,968.	569,040.00	.1597

78	GLOBAL SECURITIES LTD.	1203880028811091	18,968.	569,040.00	.1597
79	GMF Securities.ltd	1201990030226682	18,968.	569,040.00	.1597
80	Gateway Equity Resources Ltd.	1202380000345568	18,968.	569,040.00	.1597
81	Green Delta Securities Ltd.	1203620007742588	18,968.	569,040.00	.1597
82	Greenland Equities Limited	1202190030807625	18,968.	569,040.00	.1597
83	HAC SECURITIES LIMITED	1202840028703445	18,968.	569,040.00	.1597
84	HAJI MOHAMMAD ALI SECURITIES LTD	1204460050952161	18,968.	569,040.00	.1597
85	HARUN SECURITIES LTD.	1204000062000069	18,968.	569,040.00	.1597
86	HEFAZATUR RAHMAN & CO. LTD.	1204890050927617	18,968.	569,040.00	.1597
87	Haji Ahmad Brothers Securities Ltd	1202640029233333	18,968.	569,040.00	.1597
88	Hallmark Securities Ltd.	1204020023309987	18,968.	569,040.00	.1597
89	Harpoon Securities Limited	1203940015369940	18,960.	568,800.00	.1597
90	Hasan Securities Limited	1204820033567045	18,968.	569,040.00	.1597
91	Hazrat Amanat Shah Securities Ltd	1204570028771356	18,968.	569,040.00	.1597
92	Hedayetullah Securities Ltd.	1202050050877735	18,968.	569,040.00	.1597
93	Howlader Equity Services Ltd.	1202260030433948	18,968.	569,040.00	.1597
94	IDLC SECURITIES LIMITED	1203680008053444	18,969.	569,070.00	.1597
95	IFIC SECURITIES LIMITED	1204340043508890	3,793.	113,790.00	.0319
96	IIDFC Securities Limited	1204480020376052	18,968.	569,040.00	.1597
97	INTER CONTINENTAL SECURITIES LIMITED	1301030034950845	18,968.	569,040.00	.1597
98	ISLAND SECURITIES LTD	1201960028837738	18,968.	569,040.00	.1597
99	International Leasing Securities Ltd.	1204220030590007	18,968.	569,040.00	.1597
100	International Securities Co Ltd	1201850000007904	3,794.	113,820.00	.0319
101	Investment Promotion Services Ltd.	1202010061719713	18,968.	569,040.00	.1597
102	Islami Bank Securities Ltd	1603700032969047	18,968.	569,040.00	.1597
103	Ispi Securities Limited	1204770029642745	18,968.	569,040.00	.1597
104	JAHAN SECURITIES LTD.	1202610029280542	18,968.	569,040.00	.1597
105	JESCO CAPITAL MANAGEMENT LTD.	1301030033042976	18,968.	569,040.00	.1597
106	Jamal Ahmed Securities Ltd	1201810000005517	18,968.	569,040.00	.1597
107	Joytun Securities Int. Ltd.	1202800029047556	18,968.	569,040.00	.1597
108	K-Securities & Consultants Ltd.	1202350046570111	3,793.	113,790.00	.0319
109	KABIR SECURITIES LIMITED	1203330029280914	18,969.	569,070.00	.1597
110	KAZI EQUITIES LTD.	1201730029204716	18,968.	569,040.00	.1597
111	KHB Securities Limited	1204520020759867	18,968.	569,040.00	.1597
112	KISHWAR SECURITY INVESTMENT LIMITED.	1204700031431552	18,968.	569,040.00	.1597
113	Kazi Firoz Rashid Securities Ltd.	1202450000545359	18,968.	569,040.00	.1597
114	Khurshid Alam Securities Limited	1202560029259822	18,968.	569,040.00	.1597
115	LankaBangla Securities Limited	1201830000007813	18,968.	569,040.00	.1597
116	M. Securities Ltd.	1202250030345204	18,969.	569,070.00	.1597
117	M. ZUBAIR SECURITIES LTD.	1202890003832461	18,968.	569,040.00	.1597
118	MAM Securities Ltd.	1201540030520453	18,968.	569,040.00	.1597
119	MASCO Shares and Securities Ltd.	1205960050929592	18,960.	568,800.00	.1597
120	MEGHNA LIFE SECURITIES AND INVESTMENT LTD.	1205780058195606	18,968.	569,040.00	.1597
121	MERCANTILE BANK SECURITIES LTD.	1602170046182750	18,969.	569,070.00	.1597
122	MIAN ABDUR RASHID SECURITIES LTD.	1204130045188475	18,968.	569,040.00	.1597
123	MODERN EQUITY LTD.	1203900050881751	18,968.	569,040.00	.1597
124	MODERN SECURITIES LTD	1203570028973202	18,960.	568,800.00	.1597
125	MOSHIHOR SECURITIES LTD	1201580030169036	18,968.	569,040.00	.1597
126	MTB Securities Ltd.	1601880000161286	18,968.	569,040.00	.1597

127	MUNTAHA SHARES & CAPITAL LIMITED	1204950040989661	18,968.	569,040.00	.1597
128	Mah Securities Limited	1204120062858558	18,968.	569,040.00	.1597
129	Md. Sahidullah Securities Ltd.	1202760029429745	18,968.	569,040.00	.1597
130	Meenhar Securities Ltd	1201780019220259	18,968.	569,040.00	.1597
131	Merchant Securities Ltd	1203310005907344	18,968.	569,040.00	.1597
132	Midway Securities Ltd.	1201890029057248	18,968.	569,040.00	.1597
133	Mika Securities Ltd	1203260005126048	18,968.	569,040.00	.1597
134	Mirpur Securities Ltd.	1203970028927180	18,968.	569,040.00	.1597
135	Mohammad Talha & Co. Ltd	1202690051007241	18,968.	569,040.00	.1597
136	Mohammadi Stock Market Ltd	1205880060990197	18,968.	569,040.00	.1597
137	Mona Financial Consultancy & Securities Ltd.	1201470000000763	18,968.	569,040.00	.1597
138	Mondol Securities Ltd.	1203530051153217	18,960.	568,800.00	.1597
139	Multi Securities & Services Limited	1202830003717284	18,968.	569,040.00	.1597
140	Murshed Securities Limited	1202000050941467	15,973.	479,190.00	.1345
141	NATIONAL SECURITIES & CONSULTANTS LTD.	1201500007767708	18,968.	569,040.00	.1597
142	NCCB Securities and Financial Services Limited	1202090044996438	18,968.	569,040.00	.1597
143	NIZAMS SHARES AND SECURITIES LIMITED	1204440050927914	18,968.	569,040.00	.1597
144	NLI SECURITIES LIMITED	1205720053777852	18,968.	569,040.00	.1597
145	NORBAN SECURITIES LIMITED	1204110064263645	18,968.	569,040.00	.1597
146	NRBC BANK SECURITIES LIMITED	1205950062197150	18,929.	567,870.00	.1594
147	Nabiul Karim Securities Ltd	1204170032507280	18,968.	569,040.00	.1597
148	New Era Securities Limited	1206050066863343	18,968.	569,040.00	.1597
149	ONE SECURITIES LIMITED	1205700043557536	18,968.	569,040.00	.1597
150	PASHA CAPITAL LIMITED	1203740053880851	18,968.	569,040.00	.1597
151	PIONEER SHARES & SECURITIES LTD	1204980063439357	18,968.	569,040.00	.1597
152	PRILINK SECURITIES LTD.	1203300005828888	18,968.	569,040.00	.1597
153	PRUDENTIAL CAPITAL LTD.	1204250037999816	18,968.	569,040.00	.1597
154	Parom Securities Ltd.	1205890060789530	18,968.	569,040.00	.1597
155	Phoenix Securities Limited	1203410030216859	18,969.	569,070.00	.1597
156	Prime Bank Securities Limited	1205080038084991	9,480.	284,400.00	.0798
157	Pubali Bank Securities Limited	1203440006495692	18,968.	569,040.00	.1597
158	Quayum Securities Ltd.	1202650025289597	18,968.	569,040.00	.1597
159	RASTI SECURITIES CONSULTANT LTD.	1203360030200233	18,968.	569,040.00	.1597
160	RNI SECURITIES LTD.	1202430028980067	18,968.	569,040.00	.1597
161	ROYAL CAPITAL LIMITED	1201590000001005	18,960.	568,800.00	.1597
162	RUPALI BANK SECURITIES LTD.	1205820052766436	18,968.	569,040.00	.1597
163	Raja Securities Limited	1204810047566389	3,993.	119,790.00	.0336
164	Rapid Securities Ltd	1201900000011350	18,968.	569,040.00	.1597
165	Rashid Investment Services Limited	1202160045159261	18,969.	569,070.00	.1597
166	Reliance Brokerage Services Limited	1203850038318433	18,968.	569,040.00	.1597
167	Reliance Securities Consultant Ltd.	1204320039229492	18,968.	569,040.00	.1597
168	Remons Investment & Securities Ltd.	1202600028884856	18,968.	569,040.00	.1597
169	Rose Securities Ltd	1202540019187226	18,968.	569,040.00	.1597
170	S & H EQUITIES LTD.	1202810030631630	18,968.	569,040.00	.1597
171	S. B. SECURITIES LTD.	1204070016097639	18,968.	569,040.00	.1597
172	S.N.SECURITIES LTD	1301030039490358	18,968.	569,040.00	.1597
173	SADEQUE FINANCE MANAGEMENT LTD.	1204910044087087	18,968.	569,040.00	.1597
174	SAHCO Securities Limited	1205680051285768	18,968.	569,040.00	.1597
175	SALAM & COMPANY LIMITED	1201640000001099	18,968.	569,040.00	.1597

176	SAR Securities Ltd.	1201690000007607	18,968.	569,040.00	.1597
177	SBC Securities & Investment Ltd.	1204550006749122	18,968.	569,040.00	.1597
178	SCL Securities Ltd.	1201570062821331	18,968.	569,040.00	.1597
179	SHAHED SECURITIES LTD.	1202300037954236	18,968.	569,040.00	.1597
180	SHOHRAB SECURITIES & TRADE LTD.	1204040048025437	18,968.	569,040.00	.1597
181	SHYAMOL EQUITY MANAGEMENT LTD.	1202400023261956	18,952.	568,560.00	.1596
182	SIBL SECURITIES LIMITED	1205200044789105	18,968.	569,040.00	.1597
183	SINHA SECURITIES LIMITED	1203140030627218	18,968.	569,040.00	.1597
184	SKYS SECURITIES LIMITED	1203340017227570	18,952.	568,560.00	.1596
185	SOUTH ASIA SECURITIES LIMITED	1202310051029524	18,960.	568,800.00	.1597
186	STOCK AND BOND LTD	1203510028786331	18,968.	569,040.00	.1597
187	SUBVALLEY SECURITIES LTD.	1203630007781341	18,968.	569,040.00	.1597
188	SYLNET SECURITIES LTD	1204310038451260	18,969.	569,070.00	.1597
189	Saad Securites Ltd.	1203150030569148	18,960.	568,800.00	.1597
190	Secure Capital Limited	1205850060373408	18,968.	569,040.00	.1597
191	Securities Broking & Management Services Ltd	1202420029722439	18,968.	569,040.00	.1597
192	Shahjalal Islami Bank Securities Limited	1204090044634741	18,968.	569,040.00	.1597
193	Shakil Rizvi Stock Ltd.	1201510028774467	18,968.	569,040.00	.1597
194	Shanta Securities Ltd.	1203490029025239	18,969.	569,070.00	.1597
195	Sharp Securities limited	1203180019173164	18,968.	569,040.00	.1597
196	Sheltech Brokerage Limited	1202550050945829	18,968.	569,040.00	.1597
197	Smart Share & Securities Ltd	1205900061489748	18,968.	569,040.00	.1597
198	Sohel Securities Ltd.	1202390050897731	18,968.	569,040.00	.1597
199	Southern Capital Limited	1205230045016711	18,968.	569,040.00	.1597
200	Square Securities Management Ltd.	1201560000061025	18,969.	569,070.00	.1597
201	Standard Bank Securities Limited	1205600051708405	18,968.	569,040.00	.1597
202	Sterling Stocks & Securities Ltd.	1205690053649516	18,968.	569,040.00	.1597
203	Super Shares & Securities Ltd.	1204900039383607	3,793.	113,790.00	.0319
204	Synthia Securities Ltd.	1203190004536751	18,968.	569,040.00	.1597
205	Ten Stars (Pvt) limited	1204060028865318	18,968.	569,040.00	.1597
206	Thea Securities Ltd.	1203280028971031	18,968.	569,040.00	.1597
207	Times Securities Limited	1203350043297593	18,968.	569,040.00	.1597
208	Tobarrak Securities Ltd.	1202120045725081	18,968.	569,040.00	.1597
209	Total Communication Ltd.	1203220004814607	18,968.	569,040.00	.1597
210	Transcon Securities Ltd.	1204390019842064	18,968.	569,040.00	.1597
211	Trust Bank Securities Limited	1205660050869603	18,968.	569,040.00	.1597
212	UCB Capital Management Ltd	1205590053704098	18,968.	569,040.00	.1597
213	UGC Securities Limited	1203770036375456	18,968.	569,040.00	.1597
214	UNICAP SECURITIES LIMITED	1201910000012968	14,225.	426,750.00	.1198
215	Uniroyal Securities Ltd	1201770000002901	18,960.	568,800.00	.1597
216	United Financial Trading Co. Ltd.	1203110029000391	18,969.	569,070.00	.1597
217	United Securities Limited	1204780065237057	14,225.	426,750.00	.1198
218	Uttara Exchange & Securities Ltd.	1301030000177454	18,968.	569,040.00	.1597
219	VANGUARD SHARES & SECURITIES LTD.	1206020000143363	18,960.	568,800.00	.1597
220	VISION CAPITAL MANAGEMENT LTD	1204280029275995	18,968.	569,040.00	.1597
221	Vantage Securities Ltd.	1204560021549096	18,968.	569,040.00	.1597
222	WIFANG SECURITIES LIMITED	1203520038128053	18,968.	569,040.00	.1597
223	Western Security Investment Mangement Ltd.	1202930033641081	18,969.	569,070.00	.1597
<b>Sub Total</b>			<b>4,080,730.</b>	<b>122,421,900.</b>	<b>34.3584</b>

**SECTION: XXII**  
**USE OF PROCEEDS**

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

ADN Telecom Limited will raise their capital through Initial Public Offering (IPO) for fund requirement of expansion of existing its infrastructure and repayment of its debt. However, details of the estimated projects cost for this expansion project and financing has been planned as under:

SL No.	Particulars	Required Amount in BDT
1	BMRE for infrastructure development	326,660,018
2	Data center setup	93,236,609
3	Loan repayment	120,603,373
4	Estimated IPO Expenses (Details of estimated IPO expenses approx. have been incorporated in section VI (f) (m) of this Prospectus.	29,500,000
<b>Total</b>		<b>570,000,000</b>

**BREAKDOWN OF USE OF IPO PROCEEDS:**

**1. BMRE for infrastructure Development:**

BMRE for infrastructure development includes the project of Regional Aggregation Hub (RAH), District Aggregation POP (DAP) & Infra Connect POP( ICP), Dense Wavelength Division Multiplexing (DWDM) and Operation Support System-Business Support System (OSS-BSS). Cost of Projects is separately described as below:

SL	Projects	Short description	Amount in BDT
1A	RAH, DAP & ICP Project	Project includes establishing of 89 new POPs (RAH-7, DAP-50 and ICP-32). Nationwide POP infrastructure Project to connect Domestic and International Corporate customers in the most cost effective way and to improve Quality of Service to gain customer satisfaction.	150,030,920
1B	DWDM Project	ADN Telecom has planned to deploy 2 DWDM rings in Dhaka Metro including Gazipur and Savar, each ring having 5 hubs. It will have ring protection for uninterrupted availability and will upgrade to the capacity of 40Gbps by deploying DWDM system.	88,745,603
1C	OSS-BSS Project	Through OSS-BSS we will be able to manage Network systems, Service delivery, service fulfillment, including the network inventory, activation, provisioning, service assurance and customer care in most efficient way and improve overall customer experiences.	87,883,495
<b>Total</b>			<b>326,660,018</b>

**1A. RAH, DAP & ICP Project:**
**RAH- Regional Aggregation Hub**

Rangpur RAH						
Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Cisco ASR 920-4SZ, Dimension 1U, Capacity up to 64 Gbps, Line Card:10/1G Warrenty: 1Year	USA	Pcs	1	749,000	749,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	1	445,000	445,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	1	109,000	109,000
Multiplexer	Tejas TJ1400, Dimension 2U, Capacity up to 10Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	1	755,000	755,000
	Tejas TJ1270, Dimension 1U, Capacity up to 2.5Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	2	382,000	764,000
Network Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	China	Pcs	2	76,500	153,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	3	18,000	54,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	450	32	14,400
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	40	160	6,400
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	40	120	4,800
Fiber Jointer Box	4 Way Terminal Joint	Local	Pcs	6	220	1,320
Fiber Media Converter Chassis	Slots: 14, Nominal output Voltage range 220V, Power Consumption: 240W max, Brand: Totten	China	Pcs	2	15,000	30,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	2	4,000	8,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	28	1,500	42,000
Optical Line Terminal (OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	1	115,000	115,000
Tower	3-leg tower with aviation light, Lighting Arrestor with 16mm 03ft copper rod, including supply & installation	Local	Feet	80	2,800	224,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	4	85,000	340,000
Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	3	40,000	120,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	4	12,000	48,000
Power Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	Local	Pcs	1	25,000	25,000

Power Distribution Box (MDB)	W x L x D, 16x22x6 inch	Local	Inch	1	6,000	6,000
Circuit Breaker	MCB TP: 63A, Brand: Legrand	Local	Pcs	1	3,000	3,000
	MCB TP: 32A, Brand: Legrand	Local	Pcs	2	2,200	4,400
	MCB DP:16A, Brand: Legrand	Local	Pcs	4	1,200	4,800
	MCB SP: 10A, Brand: Legrand	Local	Pcs	4	300	1,200
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	45	550	24,750
Electric Cable	1x10rm, Brand: BRB	Local	300 Meter	1	11,000	11,000
	110/76-3Core, Brand: BRB	Local	300 Meter	1	5,000	5,000
	3x2.5re, Brand: BRB	Local	300 Meter	1	12,500	12,500
Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation	Japan	Pcs	2	160,000	320,000
CCTV	Type of Camera: IR Dome, Resolution: 1.3 MP	China	Pcs	1	40,000	40,000
Access Control System	Finkey Access	China	Pcs	1	70,000	70,000
Generator (Diesel)	Aksa 10 KVA with Canopy	Turkey	Pcs	1	344,000	344,000
Rectifier	Eltek Flatpack 2, 9 KW	China	Pcs	1	152,000	152,000
Inverter	Inverter ( 3 KVA, @48V DC input ) Model: TP630, Brand: TBB	China	Pcs	1	82,500	82,500
Battery	SHENZHEN XYC Front Terminal GEL Battery 12V, 150AH. Backup time: 6hours at full load	China	Pcs	8	25,000	200,000
Grounding	1x10rm NYY, Plained annealed Copper conductor.Earthing Chamber: 3 Pit	Local	Pcs	1	40,000	40,000
POP & Office setup	Furniture and Fixture	Local	Lot	1	450,000	450,000
<b>Sub Total:</b>						<b>5,779,070</b>

Rajshahi RAH						
Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Cisco ASR 920-4SZ, Dimension 1U, Capacity up to 64 Gbps, Line Card:10/1G, Warrenty: 1Year	USA	Pcs	1	749,000	749,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	1	445,000	445,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	1	109,000	109,000
Multiplexing	Tejas TJ1400, Dimension 2U, Capacity up to 10Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	1	755,000	755,000
	Tejas TJ1270, Dimension 1U, Capacity up to 2.5Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	2	382,000	764,000
Network Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	China	Pcs	2	76,500	153,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	3	18,000	54,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	500	32	16,000
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	50	160	8,000
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	48	120	5,760
Fiber Jointer Box	4 Way Terminal Joint	Local	Pcs	6	220	1,320

Fiber Media Converter Chassis	Slots: 14, Nominal output Voltage range 220V, Power Consumption: 240W max, Brand: Totten	China	Pcs	2	15,000	30,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	2	4,000	8,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	32	1,500	48,000
Optical line termination(OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	1	115,000	115,000
Tower	3-leg tower with aviation light, Lighting Arrestor with 16mm 03ft copper rod, including supply & installation	Local	Feet	80	2,800	224,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	4	85,000	340,000
Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	3	40,000	120,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	4	12,000	48,000
Power Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	Local	Pcs	1	25,000	25,000
Power Distribution Box (MDB)	W x L x D, 16x22x6 inch	Local	Inch	1	6,000	6,000
Circuit Breaker	MCB TP: 63A, Brand: Legrand	Local	Pcs	1	3,000	3,000
	MCB TP: 32A, Brand: Legrand	Local	Pcs	2	2,200	4,400
	MCB DP:16A, Brand: Legrand	Local	Pcs	4	1,200	4,800
	MCB SP: 10A, Brand: Legrand	Local	Pcs	4	300	1,200
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	50	550	27,500
Electric Cable	1x10rm, Brand: BRB	Local	300 Meter	1	11,000	11,000
	110/76-3Core, Brand: BRB	Local	300 Meter	1	5,000	5,000
	3x2.5re, Brand: BRB	Local	300 Meter	1	12,500	12,500
Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation	Japan	Pcs	2	160,000	320,000
CCTV	Type of Camera: IR Dome, Resolution: 1.3 MP	China	Pcs	1	40,000	40,000
Access Control System	Finkey Access	China	Pcs	1	70,000	70,000
Generator (Diesel)	Aksa 10 KVA with Canopy	Turkey	Pcs	1	344,000	344,000
Rectifier	Eltek Flatpack 2, 9 KW	China	Pcs	1	152,000	152,000
Inverter	Inverter ( 3 KVA, @48V DC input ) Model: TP630 , Brand: TBB	China	Pcs	1	82,500	82,500
Battery	SHENZHEN XYC Front Terminal GEL Battery 12V, 150AH. Backup time: 6hours at full load	China	Pcs	8	25,000	200,000
Grounding	1x10rm NYY, Plained annealed Copper conductor.Earthing Chamber: 3 Pit	Local	Pcs	1	40,000	40,000
Office Decoration	Furniture and Fixture	Local		1	450,000	450,000
<b>Sub Total</b>						<b>5,791,980</b>



Bogra RAH						
Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Cisco ASR 920-4SZ, Dimension 1U, Capacity up to 64 Gbps, Line Card:10/1G	USA	Pcs	1	749,000	749,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	1	445,000	445,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	1	109,000	109,000
Multiplexing	Tejas TJ1400, Dimension 2U, Capacity up to 10Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	1	755,000	755,000
	Tejas TJ1270, Dimension 1U, Capacity up to 2.5Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	2	382,000	764,000
Network Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	China	Pcs	2	76,500	153,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	3	18,000	54,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	400	32	12,800
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	45	160	7,200
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	40	120	4,800
Fiber Joiner Box	4 Way Terminal Joint	Local	Pcs	6	220	1,320
Fiber Media Converter Chassis	Slots: 14, Nominal output Voltage range 220V, Power Consumption: 240W max, Brand: Totten	China	Pcs	2	15,000	30,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	2	4,000	8,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	32	1,500	48,000
Optical line termination(OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	1	115,000	115,000
Tower	3-leg tower with aviation light, Lighting Arrestor with 16mm 03ft copper rod, including supply & installation	Local	Feet	80	2,800	224,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	4	85,000	340,000
Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	3	40,000	120,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	4	12,000	48,000
Power Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	Local	Pcs	1	25,000	25,000
Power Distribution Box (MDB)	W x L x D, 16x22x6 inch	Local	Inch	1	6,000	6,000
Circuit Breaker	MCB TP: 63A, Brand: Legrand	Local	Pcs	1	3,000	3,000
	MCB TP: 32A, Brand: Legrand	Local	Pcs	2	2,200	4,400
	MCB DP:16A, Brand: Legrand	Local	Pcs	4	1,200	4,800
	MCB SP: 10A, Brand: Legrand	Local	Pcs	4	300	1,200
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	40	550	22,000

Electric Cable	1x10rm, Brand: BRB	Local	300 Meter	1	11,000	11,000
	110/76-3Core, Brand: BRB	Local	300 Meter	1	5,000	5,000
	3x2.5re, Brand: BRB	Local	300 Meter	1	12,500	12,500
Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation	Japan	Pcs	2	160,000	320,000
CCTV	Type of Camera: IR Dome, Resolution: 1.3 MP	China	Pcs	1	40,000	40,000
Access Control System	Finkey Access	China	Pcs	1	70,000	70,000
Generator (Diesel)	Aksa 10 KVA with Canopy	Turkey	Pcs	1	344,000	344,000
Rectifier	Eltek Flatpack 2, 9 KW	China	Pcs	1	152,000	152,000
Inverter	Inverter ( 3 KVA, @48V DC input ) Model: TP630 , Brand: TBB	China	Pcs	1	82,500	82,500
Battery	SHENZHEN XYC Front Terminal GEL Battery 12V, 150AH. Backup time: 6hours at full load	China	Pcs	8	25,000	200,000
Grounding	1x10rm NYY, Plained annealed Copper conductor.Earthng Chamber: 3 Pit	Local	Pcs	1	40,000	40,000
POP & Office setup	Furniture and Fixture	Local		1	450,000	450,000
<b>Sub Total</b>						<b>5,781,520</b>

Barisal RAH						
Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Cisco ASR 920-4SZ, Dimension 1U, Capacity up to 64 Gbps, Line Card:10/1G	USA	Pcs	1	749,000	749,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	1	445,000	445,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	1	109,000	109,000
Multiplexing	Tejas TJ1400, Dimension 2U, Capacity up to 10Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	1	755,000	755,000
	Tejas TJ1270, Dimension 1U, Capacity up to 2.5Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	2	382,000	764,000
Network Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	China	Pcs	2	76,500	153,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	3	18,000	54,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	350	32	11,200
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	37	160	5,920
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	38	120	4,560
Fiber Joiner Box	4 Way Terminal Joint	Local	Pcs	6	220	1,320
Fiber Media Converter Chassis	Slots: 14, Nominal output Voltage range 220V, Power Consumption: 240W max, Brand: Totten	China	Pcs	2	15,000	30,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	2	4,000	8,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	25	1,500	37,500

Optical line termination(OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	1	115,000	115,000
Tower	3-leg tower with aviation light, Lighting Arrestor with 16mm 03ft copper rod, including supply & installation	Local	Feet	80	2,800	224,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	4	85,000	340,000
Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	3	40,000	120,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	4	12,000	48,000
Power Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	Local	Pcs	1	25,000	25,000
Power Distribution Box (MDB)	W x L x D, 16x22x6 inch	Local	Inch	1	6,000	6,000
Circuit Breaker	MCB TP: 63A, Brand: Legrand	Local	Pcs	1	3,000	3,000
	MCB TP: 32A, Brand: Legrand	Local	Pcs	2	2,200	4,400
	MCB DP:16A, Brand: Legrand	Local	Pcs	4	1,200	4,800
	MCB SP: 10A, Brand: Legrand	Local	Pcs	4	300	1,200
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	39	550	21,450
Electric Cable	1x10rm, Brand: BRB	Local	300 Meter	1	11,000	11,000
	110/76-3Core, Brand: BRB	Local	300 Meter	1	5,000	5,000
	3x2.5re, Brand: BRB	Local	300 Meter	1	12,500	12,500
Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation	Japan	Pcs	2	160,000	320,000
CCTV	Type of Camera: IR Dome, Resolution: 1.3 MP	China	Pcs	1	40,000	40,000
Access Control System	Finkey Access	China	Pcs	1	70,000	70,000
Generator (Diesel)	Aksa 10 KVA with Canopy	Turkey	Pcs	1	344,000	344,000
Rectifier	Eltek Flatpack 2, 9 KW	China	Pcs	1	152,000	152,000
Inverter	Inverter ( 3 KVA, @48V DC input ) Model: TP630 Brand: TBB	China	Pcs	1	82,500	82,500
Battery	SHENZHEN XYC Front Terminal GEL Battery 12V, 150AH. Backup time: 6hours at full load	China	Pcs	8	25,000	200,000
Grounding	1x10rm NYY, Plained annealed Copper conductor.Earthing Chamber: 3 Pit	Local	Pcs	1	40,000	40,000
POP & Office setup	Furniture and Fixture	Local		1	450,000	450,000
<b>Sub Total</b>						<b>5,767,350</b>

<b>Mymensingh RAH</b>						
<b>Particulars</b>	<b>Technical Specification and Equipment Details</b>	<b>Country of Origin</b>	<b>Measure of Unit</b>	<b>Qty</b>	<b>Rate</b>	<b>Amount (BDT)</b>
Router	Cisco ASR 920-4SZ, Dimension 1U, Capacity up to 64 Gbps, Line Card:10/1G	USA	Pcs	1	749,000	749,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	1	445,000	445,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	1	109,000	109,000

Multiplexing	Tejas TJ1400, Dimension 2U, Capacity up to 10Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	1	755,000	755,000
	Tejas TJ1270, Dimension 1U, Capacity up to 2.5Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	2	382,000	764,000
Network Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	China	Pcs	2	76,500	153,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	3	18,000	54,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	450	32	14,400
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	42	160	6,720
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	38	120	4,560
Fiber Joiner Box	4 Way Terminal Joint	Local	Pcs	6	220	1,320
Fiber Media Converter Chassis	Slots: 14, Nominal output Voltage range 220V, Power Consumption: 240W max, Brand: Totten	China	Pcs	2	15,000	30,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	2	4,000	8,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	28	1,500	42,000
Optical line termination(OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	1	115,000	115,000
Tower	3-leg tower with aviation light, Lighting Arrestor with 16mm 03ft copper rod, including supply & installation	Local	Feet	80	2,800	224,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	4	85,000	340,000
Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	3	40,000	120,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	4	12,000	48,000
Power Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	Local	Pcs	1	25,000	25,000
Power Distribution Box (MDB)	W x L x D, 16x22x6 inch	Local	Inch	1	6,000	6,000
Circuit Breaker	MCB TP: 63A, Brand: Legrand	Local	Pcs	1	3,000	3,000
	MCB TP: 32A, Brand: Legrand	Local	Pcs	2	2,200	4,400
	MCB DP: 16A, Brand: Legrand	Local	Pcs	4	1,200	4,800
	MCB SP: 10A, Brand: Legrand	Local	Pcs	4	300	1,200
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	50	550	27,500
Electric Cable	1x10m, Brand: BRB	Local	300 Meter	1	11,000	11,000
	110/76-3Core, Brand: BRB	Local	300 Meter	1	5,000	5,000
	3x2.5re, Brand: BRB	Local	300 Meter	1	12,500	12,500
Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation	Japan	Pcs	2	160,000	320,000
CCTV	Type of Camera: IR Dome, Resolution: 1.3 MP	China	Pcs	1	40,000	40,000
Access Control System	Finkey Access	China	Pcs	1	70,000	70,000
Generator (Diesel)	Aksa 10 KVA with Canopy	Turkey	Pcs	1	344,000	344,000
Rectifier	Eltek Flatpack 2, 9 KW	China	Pcs	1	152,000	152,000

Inverter	Inverter ( 3 KVA, @48V DC input ) Model: TP630 Brand: TBB	China	Pcs	1	82,500	82,500
Battery	SHENZHEN XYC Front Terminal GEL Battery 12V, 150AH. Backup time: 6hours at full load	China	Pcs	8	25,000	200,000
Grounding	1x10rm NYY, Plained annealed Copper conductor.Earthing Chamber: 3 Pit	Local	Pcs	1	40,000	40,000
POP & Office setup	Furniture and Fixture	Local		1	450,000	450,000
<b>Sub Total</b>						<b>5,781,900</b>

Comilla RAH						
Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Cisco ASR 920-4SZ, Dimension 1U, Capacity up to 64 Gbps, Line Card:10/1G	USA	Pcs	1	749,000	749,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	1	445,000	445,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	1	109,000	109,000
Multiplexing	Tejas TJ1400, Dimension 2U, Capacity up to 10Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	1	755,000	755,000
	Tejas TJ1270, Dimension 1U, Capacity up to 2.5Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	2	382,000	764,000
Network Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	China	Pcs	2	76,500	153,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	3	18,000	54,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	400	32	12,800
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	50	160	8,000
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	48	120	5,760
Fiber Joiner Box	4 Way Terminal Joint	Local	Pcs	6	220	1,320
Fiber Media Converter Chassis	Slots: 14, Nominal output Voltage range 220V, Power Consumption: 240W max, Brand: Totten	China	Pcs	2	15,000	30,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	2	4,000	8,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	26	1,500	39,000
Optical line termination(OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	1	115,000	115,000
Tower	3-leg tower with aviation light, Lighting Arrestor with 16mm 03ft copper rod, including supply & installation	Local	Feet	80	2,800	224,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	4	85,000	340,000

Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	3	40,000	120,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	4	12,000	48,000
Power Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	Local	Pcs	1	25,000	25,000
Power Distribution Box (MDB)	W x L x D, 16x22x6 inch	Local	Inch	1	6,000	6,000
Circuit Breaker	MCB TP: 63A, Brand: Legrand	Local	Pcs	1	3,000	3,000
	MCB TP: 32A, Brand: Legrand	Local	Pcs	2	2,200	4,400
	MCB DP:16A, Brand: Legrand	Local	Pcs	4	1,200	4,800
	MCB SP: 10A, Brand: Legrand	Local	Pcs	4	300	1,200
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	45	550	24,750
Electric Cable	1x10rm, Brand: BRB	Local	300 Meter	1	11,000	11,000
	110/76-3Core, Brand: BRB	Local	300 Meter	1	5,000	5,000
	3x2.5re, Brand: BRB	Local	300 Meter	1	12,500	12,500
Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation	Japan	Pcs	2	160,000	320,000
CCTV	Type of Camera: IR Dome, Resolution: 1.3 MP	China	Pcs	1	40,000	40,000
Access Control System	Finkey Access	China	Pcs	1	70,000	70,000
Generator (Diesel)	Aksa 10 KVA with Canopy	Turkey	Pcs	1	344,000	344,000
Rectifier	Eltek Flatpack 2, 9 KW	China	Pcs	1	152,000	152,000
Inverter	Inverter ( 3 KVA, @48V DC input ) Model: TP630 Brand: TBB	China	Pcs	1	82,500	82,500
Battery	SHENZHEN XYC Front Terminal GEL Battery 12V, 150AH. Backup time: 6hours at full load	China	Pcs	8	25,000	200,000
Grounding	1x10rm NYY, Plained annealed Copper conductor.Earthing Chamber: 3 Pit	Local	Pcs	1	40,000	40,000
POP & Office setup	Furniture and Fixture	Local		1	450,000	450,000
<b>Sub Total</b>						<b>5,777,030</b>

Kustia RAH						
Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Cisco ASR 920-4SZ, Dimension 1U, Capacity up to 64 Gbps, Line Card:10/1G	USA	Pcs	1	749,000	749,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	1	445,000	445,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	1	109,000	109,000
Multiplexing	Tejas TJ1400, Dimension 2U, Capacity up to 10Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	1	755,000	755,000
	Tejas TJ1270, Dimension 1U, Capacity up to 2.5Gbps, Interface Type E1/STM1/STM4/STM16/GE/FE.	India	Pcs	2	382,000	764,000
Network Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	China	Pcs	2	76,500	153,000

UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	3	18,000	54,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	425	32	13,600
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	50	160	8,000
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	35	120	4,200
Fiber Joiner Box	4 Way Terminal Joint	Local	Pcs	6	220	1,320
Fiber Media Converter Chassis	Slots: 14, Nominal output Voltage range 220V, Power Consumption: 240W max, Brand: Totten	China	Pcs	2	15,000	30,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	2	4,000	8,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	25	1,500	37,500
Optical line termination(OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	1	115,000	115,000
Tower	3-leg tower with aviation light, Lighting Arrestor with 16mm 03ft copper rod, including supply & installation	Local	Feet	80	2,800	224,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	4	85,000	340,000
Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	3	40,000	120,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	4	12,000	48,000
Power Rack	Size: 42U – 800mm Width x 1000mm Depth x 2055mm Height	Local	Pcs	1	25,000	25,000
Power Distribution Box (MDB)	W x L x D, 16x22x6 inch	Local	Inch	1	6,000	6,000
Circuit Breaker	MCB TP: 63A, Brand: Legrand	Local	Pcs	1	3,000	3,000
	MCB TP: 32A, Brand: Legrand	Local	Pcs	2	2,200	4,400
	MCB DP:16A, Brand: Legrand	Local	Pcs	4	1,200	4,800
	MCB SP: 10A, Brand: Legrand	Local	Pcs	4	300	1,200
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	35	550	19,250
Electric Cable	1x10rm, Brand: BRB	Local	300 Meter	1	11,000	11,000
	110/76-3Core, Brand: BRB	Local	300 Meter	1	5,000	5,000
	3x2.5re, Brand: BRB	Local	300 Meter	1	12,500	12,500
Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation	Japan	Pcs	2	160,000	320,000
CCTV	Type of Camera: IR Dome, Resolution: 1.3 MP	China	Pcs	1	40,000	40,000
Access Control System	Finkey Access	China	Pcs	1	70,000	70,000
Generator (Diesel)	Aksa 10 KVA with Canopy	Turkey	Pcs	1	344,000	344,000
Rectifier	Eltek Flatpack 2, 9 KW	China	Pcs	1	152,000	152,000
Inverter	Inverter ( 3 KVA, @48V DC input ) Model: TP630 Brand: TBB	China	Pcs	1	82,500	82,500
Battery	SHENZHEN XYC Front Terminal GEL Battery 12V, 150AH. Backup time: 6hours at full load	China	Pcs	8	25,000	200,000

Grounding	1x10rm NYY, Plained annealed Copper conductor.Earthng Chamber: 3 Pit	Local	Pcs	1	40,000	40,000
POP & Office setup	Furniture and Fixture	Local		1	450,000	450,000
<b>Sub Total</b>						<b>5,769,270</b>
<b>A: Total cost for RAH</b>						<b>40,448,120</b>

**DAP- District Aggregation POP (Number of DAP 50)**

Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Juniper ACX 2200 DC, Dimension 1U, Capacity up to 2 Gbps, Interface Type:10/100/1000Mbps	USA	Pcs	50	350,000	17,500,000
Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	50	445,000	22,250,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	50	109,000	5,450,000
Network Rack	Size: 22U – 800mm Width x 1000mm Depth x 1082mm Height	China	Pcs	50	40,000	2,000,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	100	16,000	1,600,000
Fiber Optic Cable	12 Core Cable for backbone	Local	Meter	15000	32	480,000
Fiber Patch Cord	SC/SC, SC/LC, FC/LC	Local	Pcs	1250	160	200,000
Fiber Patch Cord Adapter	SC/SC, SC/LC, FC/LC	Local	Pcs	1250	120	150,000
Fiber Jointer Box	4 Way Terminal Joint	Local	Pcs	200	220	44,000
Fiber Optical Distribution Frame (ODF)	24 Port	Local	Pcs	50	4,000	200,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	300	1,500	450,000
Optical line termination(OLT)	Phyhome FHL1012B Gigabit EPON OLT, Dimension 1U,	China	Pcs	50	120,000	6,000,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	100	85,000	8,500,000
Radio Base Station with Sector Antenna	Cambium ePMP™ 2000 with Beamforming Antenna	USA	Pcs	150	40,000	6,000,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	100	12,000	1,200,000
Circuit Breaker	MCB SP: 10A, Brand: Legrand	Local	Pcs	100	300	30,000
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	600	550	330,000
Electric Cable	110/76-3Core, Brand: BRB	Local	300 Meter	50	5,000	250,000
<b>B: Total Cost for DAP</b>						<b>72,634,000</b>

**ICP-Infra Connect POP (Number of ICP 50)**

Particulars	Technical Specification and Equipment Details	Country of Origin	Measure of Unit	Qty	Rate	Amount (BDT)
Router	Juniper ACX 2200 DC, Dimension 1U, Capacity up to 2 Gbps, Interface Type:10/100/1000Mbps	USA	Pcs	32	350,000	11,200,000



Switch	Cisco Catalyst 3750-X (WS-C3750X-48T-L) 48 Port, Dimension 1U, Interface Type:10/100/1000Mbps	USA	Pcs	32	445,000	14,240,000
Bandwidth Manager	MikroTik CCR1036-8G-2S+EM	Latvia	Pcs	32	109,000	3,488,000
UTP Cable	Category: Cat-6, Brand: Belden / Panduit	China	Box	64	16,000	1,024,000
Fiber Media Converter	1.25G Duplex, Brand: CNET/DELL	China	Pcs	128	1,500	192,000
Point to Point Backhaul Radio with Antenna	UBNT 5 GHz, (Model AF-5X) high Throughput Point to Point Backhaul Radio with UBNT The AF-5G30-S45 offers 30 dBi of gain antenna.	USA	Pcs	64	85,000	5,440,000
Point to Point Access Radio	Cambium ePMP Force 180 Integrated Radio	USA	Pcs	96	12,000	1,152,000
Circuit Breaker	MCB SP: 10A, Brand: Legrand	Local	Pcs	32	300	9,600
MK box with Socket	Capacity 13A, Brand: Legrand	Local	Pcs	224	550	123,200
Electric Cable(Coil)	110/76-3Core, Brand: BRB	Local	Coil	16	5,000	80,000
<b>C: Total Cost for ICP</b>						<b>36,948,800</b>
<b>Total Cost of RAH, DAP and ICP (A+B+C)</b>						<b>150,030,920</b>

#### 1B. DWDM (Dense Wavelegth Division Multiplexing) Project

##### Metro DWDM Ring Network Project Dhaka for 10 sites of ADN Telecom

Particulars	Technical Specifications and Product Details	Country of Origin	Unit Of Measure	Qty	Unit Price	Amount (BDT)
DWDM Equipment system Installation	Bidirectional DWDM fibre Equipment system; Normal PoPs with DWDM fibre connectivity in RING	Local	POP	5	500,000	2,500,000
	Multi directional DWDM fibre connectivity, additional power system; additional allied equipment space provisioning needed	Local	POP	2	60,000	120,000
	Multi directional (More than 3 direction) DWDM fibre connectivity, additional power system; additional allied equipment space provisioning needed	Local	POP	5	700,000	3,500,000
Rack	ETSI ONE RACK WITHOUT TRU/DOOR	European Union	POP	10	86,334	863,342
	POWER DISTRIBUTION UNIT - ETSI (12 INPUT, 12 OUTPUTS)	European Union	POP	10	312,967	3,129,666
Shelf & Commons	PSS36 SHELF KIT	European Union	Module	10	1,117,995	11,179,947
	PFC PSS-36 POWER FILTER - B VERSION			20	122,434	2,448,684
	FAN UNIT	European Union	Module	10	137,932	1,379,322
	PSS-36 FIRST LEVEL CONTROLLER - ECC	European Union	Module	20	223,171	4,463,424
	PSS-36 SWITCHED INSTALLATION KIT- ETSI	European Union	Module	10	79,071	790,708
	PLUG KIT, XFP DUMMY	European Union	Module	10	5,373	53,726
	SFP DUMMY PLUG KIT	European Union	Module	10	1,364	13,638
Matrix	MT1T9C PSS-36 MATRIX 1.9T			20	815,815	16,316,294
TDM & PACKET cards	10AN10GC - 10X10G ANY VER C	European Union	Module	10	1,935,778	19,357,783
	24ANMB 24 X MULTIRATE UNIVERSAL /SFP (B)			10	1,055,515	10,555,148
Optical Modules	ALU XFP I-64.1/10GBE BASE-L -40/+85	European Union	PC	24	39,055	937,319
	ALU SFP GBE SX -40/+85	European Union	PC	76	3,348	254,415

NMS (Hardware and Software Systems)	DL380 GEN9 2CPU 16 CORE 1350 RHEL OEM LINUX 5YR SUBSCRIPTION 1- 2, SWL-1350_PLAT_SJVS ESWL-MYSQL EE PERSERVER AND M&S- 1350OMS SWL-1350_PLAT_ORDB_LX2-2 GO-GLOBAL UX V2.2 (1 USER)OEM 5Y ALC.50	European Union	Lot	1	2,837,856	2,837,856
Services	Installation & Comissioning	Local	POP	10	734,433	7,344,330
Training	1830 PSS (Photonic Service Switch) R 8.x Introduction 1830 PSS (Photonic Service Switch) -16/32 R 9.0 SWDM Operation & Maintenance 1830 PSS (Photonic Service Switch) -36/64 R 8.x OCS Operation & Maintenance 1350 OMS R.14.0 managed plane for 1830 PSS WDM & 1830 PSS OCS O&M	Local/International	Batch	5	140,000	700,000
<b>Total Cost</b>						<b>88,745,603</b>

#### 1C. OSS-BSS Project

Name of Particulars	Technical specification and Equipment details	Country of Origin	Measure of unit	Qty	Rate	Total cost
Base software platform for in scope modules	Enter prise circuit-10000, Domestic circuit - 10000. Modules are: Customer Web Self Care, Customer Relationship Management, Order management, Billing and invoicing, Inventory management, Voucher management, Trouble ticketing, Work order management, Work force management, Reports and monitoring tool. Warranty 1 year.	India	pcs	1	41,041,000	41,041,000
Implementation including AAA in year 1	Implementation of all modulesexcept Work Force Management (WFM)	India	job	1	22,550,000	22,550,000
WFM to be implemented in Year 2	Implementation of WFM	India	job	1	6,150,000	6,150,000
Customization of the process	Process customization to fit in the company process	India	job	1	4,100,000	4,100,000
Server for Portals	Server Specs for Portals {Chassis Blades} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 128 GB RAM, 4 x 1G NIC ports, 2x600 GB SAS HDD	USA	Pcs	2	752,200	1,504,400
Server for CRM, OM	Server Specs for CRM, OM {Chassis Blades} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 64 GB RAM, 4 x 1G NIC ports, 2x600 GB SAS HDD (15K RPM)	USA	pcs	2	683,825	1,367,650
Server for OCS	Server Specs for OCS {Chassis Blades} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 64 GB RAM, 4 x 1G NIC ports, 2x600 GB SAS HDD (15K RPM)	USA	pcs	2	705,000	1,410,000

Server for billing	Server Specs for Crestel Billing {Chassis Blades} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 128 GB RAM, 4 x 1G NIC ports, 2x600 GB SAS HDD	USA	pcs	2	752,200	1,504,400
Server for provisioning	Server Specs for Crestel Provisioning, WFM {Chassis Blades} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 128 GB RAM, 4 x 1G NIC ports, 2x600 GB SAS HDD	USA	pcs	2	752,200	1,504,400
Server for monitoring and Reporting	Server Specs for Monitoring + Reporting Server {Rack Mounted Server} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 64 GB RAM, 4 x 1G NIC ports, 2x600 GB SAS HDD	USA	pcs	1	683,825	683,825
Server for RDBMS	Server Specs for Crestel RDBMS {Chassis Blades} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 128 GB RAM, 6 x 1G NIC ports, 2 HBA ports, 2x600 GB SAS HDD (15K RPM)	USA	pcs	2	819,000	1,638,000
Server for test server	Server Specs for Test Server {Rack Mounted Server} on RHEL 6.x 64-bit: 2x8 Core Intel Xeon CPUs, 64 GB RAM, 6 x 1G NIC ports, 2x600 GB SAS HDD	USA	pcs	2	790,000	1,580,000
Rack for servers	42 Unit Rack	China	pcs	1	240,200	240,200
Storage	SAN Storage Production dual controller 32 GB cache memory per controller	USA	pcs	1	1,414,300	1,414,300
LAN switch	L3 LAN Switch (48 ports) - 1G and 10G ports	USA	pcs	2	587,660	1,175,320
L2 switch	8 port L2 switch	China	pcs	2	10,000	20,000
<b>Total Cost</b>						<b>87,883,495</b>

Particulars	Technical Specification and Equipment details	Product Origin	Measure of Unit	Quantity	Rate	Total Cost
<b>Decoration &amp; Interior Work</b>						
Raised Floor System	Brand: Uniflair by Schneider Electric. Model:30KAL, calcium sulphate panel, 30 mm, aluminium foil thick. 0.05mm on bottom and HPL laminate col. 577 thick. 0.9mm on top, black self- extinguishing edge banding	Italy	Sft	2200	858	1,887,600

Ventilation Panel	Brand: Uniflair by Schneider Electric. Perforated panels are used where the free under-floor plenum is used for distributing air. Perforated metal panels with 588 holes are in flat steel sheet with a thickness of 3mm, secured to a frame consisting of metal grilles of adequate thickness. The holes are of 13mm diameter and are laid out according to precise geometry. The covering – perforated to the same geometry – is glued on to the panel thus constructed. All metal parts are varnished.	Italy	Sft	220	4,309	948,024
Insulation	To supply, fitting and fixing of Thermal Insulation with both side Anti static Foil paper pasting (Top side Foil cloth and down side plain foil paper for heat preservation and sound absorption)	China	Sft	2420	200	484,000
Ramp	Making of Ramp with Metal Sheet (size LXWXH: 7'-0" x 5'-8" x 1'-4") made with best quality Metal Sheet all complete	N/A	Nos	1	50,000	50,000
SRG-Signal References Grid	1x10 mm BYA , Brand: BRB/BBS	Local	Lot	1	150,000	150,000
Air Grommet	Brand: APC (Schneider), Model: KoldLok®(AR7730), Size: HXWXD=29mm , 2.9CMX279mm , 27.9CMX209mm , 20.9CM	USA	Nos	60	2,500	150,000
Installation	installation would be done by TIA 942 Standard by supplier	N/A	Job	1	600,000	600,000
Brick work	5" brick work with 1st class bricks in cement mortar(1:4)	Local	Sft	438	125	54,750
Plaster work	1/2" thick plaster	Local	Sft.	875	30	26,250
Paint work	Normal Wall Paint	Local	sft	2074	25	51,850
Epoxy Paint work inside Data center	Epoxy paint for server room and power room	Local	Sft	875	165	144,375
Tempered glass door	Tempered glass door (size: 3'-0"X 7'-0")	Local	Nos	2	19,000	38,000
Tempered glass Double door	Tempered glass door (size: 5'-0"X 7'-0")	Local	Nos	2	38,000	76,000
Fire Rated Double Door	Dimension: 5' x 7 Feet, Protection 2 hrs Rating Standard/UL 10c/NFPA 80.	Local	Nos	2	128,000	256,000
Fire Rated SS Door	For NOC, Emergency Door, Dimension: 3.5 x 7 Feet, Protection 2 hrs Rating Standard/UL 10c/ NFPA 80	Local	Nos	2	85,000	170,000
Logo	Supply, fitting & fixing made by plastic wood/glass & sticker at Inside & Entry, as per direction	Local	Job	1	20,000	20,000
Access Control System	PoE-Touch Fingerprint and RFID Access Control, Brand: ANVIZ, Model : P7	China	Nos	7	35,000	245,000

CCTV	IP Metal Domo Type Indoor/Outdoor, 3 MP progressive scan CMOS(IP67) Brand: DAHUA, Model: IPC-HDW 1320SP (3-MP),	China	Nos	16	15,000	240,000
	HDD (Hard Disk Drive), NVR (Network Video Recorder), Supply & Installation		Job	1	250,000	250,000
Pest Control	Master control panel Brand: Maser; Origin: India VHFO digital mini control panel for rodent repellent system	India	Set	3	100,000	300,000
LED Display	4 nos 55" Display Brand: China	China	Nos	2	75,000	150,000
<b>Electrical and Mechanical</b>						-
Electrical Goods	MDB 1 & 2 : 16 & 18 SWG (Standard Wire Gauge) Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	set	2	411,615	823,230
	UPS DB 1 & 2 : 16 & 18 SWG (Standard Wire Gauge) Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	Set	2	269,590	539,180
	CRAC DB: 16 & 18 SWG Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	set	2	259,240	518,480
	SECURITY DB : Box type single phase circuit breaker holder with N+PE . Panel Dimension : (153x254x153) mm (L X W X D). Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	set	1	110,980	110,980
	MCO (Manual Change Over) 63A TP: 18 SWG Sheet steel fabricated, wall mounting with top and bottom cable entry. Box is local & Circuit Breaker Brand: Hevels	India	set	7	20,000	140,000
	Industrial Socket for Rack, Capacity: 32A	Local	set	100	3,500	350,000
	MK & Combined Socket, Brand: Legrand	Local	Nos	20	850	17,000
	Generator ATS Panel: Brand: ISP /PARMEC, Capacity: 500 KVA	UK	Set	2	383,040	766,080
	Energy Management Solution: To monitor & simulating all node power consumption with web base dashboard Brand: Schneider Electric, Software license: 1 Year	USA	Set	1	350,000	350,000
	Surge Protection Device, Brand: Emerson, 50KA for MDB	USA	Nos	2	100,000	200,000

Electrical Cable

Cable for MDB 1 & 2, Brand: BRB/BBS Cable 1Cx300rm NYY Plain annealed Copper conductor	Local	Meter	500	3,055	1,527,500
Cable for AVR 1 & 2 Input/Output , Brand: BRB/BBS Cable 1Cx95rm NYY Plain annealed Copper conductor	local	Meter	184	993	182,712
Cable for UPS-1 & UPS-2 Incoming & Bypass, Brand: BRB/BBS Cable 1Cx120rm NYY Plain annealed Copper conductor	Local	Meter	250	1,241	310,250
Cable for UPS-1 & UPS-2 outgoing, Brand: BRB/BBS Cable 1Cx120rm NYY Plain annealed Copper conductor	Local	Meter	128	1,241	158,848
From MDB-1 & MDB-2 to CRAC DB Brand: BRB/BBS Cable 1x95rm NYY Plain annealed Copper conductor.	Local	Meter	80	933	74,640
Cable for MDB A & MDB B to Utility DB, Brand: BRB/BBS Cable 1x16rm NYY Plain annealed Copper conductor	Local	Meter	80	826	66,080
Insulated Cable for Commando Socket, AC wiring, Power Utility wiring, Security system wiring: Brand: BRB/BBS Cable 3x4rm BYA Plain Copper conductor	Local	Meter	1000	200	200,000
Generator & PDB with ATS (Automatic Transfer Switch) panel installation for backup Generator. Brand: BRB/BBS Cable 1x300rm NYY Plain annealed Copper conductor Local	Local	Meter	900	3,055	2,749,500
Earthing cable for MDB 1 & 2, Brand: BRB/BBS Cable 1Cx150rm BYA Plain annealed Copper conductor	Local	Meter	300	1,450	435,000
Earthing cable for AVR 1 & 2 Input/Output , Brand: BRB/BBS Cable 1Cx50rm BYA Plain annealed Copper conductor	local	Meter	48	493	23,664
Earthing Cable for UPS-1 & UPS-2 Incoming & Bypass, Brand: BRB/BBS Cable 1Cx70rm BYA Plain annealed Copper conductor	Local	Meter	48	687	32,976
Earthing Cable for UPS-1 & UPS-2 outgoing, Brand: BRB/BBS Cable 1Cx70rm BYA Plain annealed Copper conductor	Local	Meter	24	687	16,488
Earthing cable for PAC DB Brand: BRB/BBS Cable 1x50rm BYA Plain annealed Copper conductor.	Local	Meter	24	493	11,832
Earthing cable for Light & Power Sockets : Brand: BRB/BBS Cable 1x1.5rm BYA Ecc Plain Copper conductor.	local	Meter	400	25	10,000

Grounding	From suitable place to Data Center floor : Cable Size: 1x70mm BYA Plain annealed Copper conductor. Earthing Chamber: 6 Nos	Local	Job	1	457,000	457,000
Automatic Voltage Regulator	Installation, Testing & Commissioning, Capacity: 150 KVA, Phase: 3:3 for PAC,	China	Nos	2	700,000	1,400,000
Online UPS	Brand: APC, Model: SY64K160H with Modular Battery , Output power capacity: 64 KVA, Backup time: 30mins at full load Warrenty: 1 year	USA	Nos	2	4,800,000	9,600,000
Generator (Diesel)	Capacity 500 KVA, with Foreign Canopy & ATS (Auto transfer switch), Brand: ISP /PARMEC Fuel Tank: Liter 928	UK	No	2	5,450,418	10,900,836
Electrical Cable Tray/Ladder	Electrical Cable Tray/Ladder for total data center. 16 & 18 SWG Sheet fabricated with inside cable laying with cover	Local	Job	1	558,000	558,000
Installation Charge	Supply, Delivery & Installation with Commissioning	N/A	Job	1	744,957	744,957
Precision Air Conditioner	Brand: Uniflair / Emerson, Country of origin: Italy, Type: Inverter, Total cooling capacity: 35.3 KW/10Ton, Sensible cooling capacity: 33.0 KW, Warrenty: 1 Year	Italy	Nos	7	2,574,000	18,018,000
Comfort Air Conditioner	Capacity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation for Power Room, Warrenty: 1Year	Japan	Nos	6	150,000	900,000
De-Humidifier for power room	3 in 1 –Dehumidifier, Moisture Removal: 20 Litres/Day, Air-Purifier and Dryer. Dehumidifier for Server & Power Room, Brand: White Westinghouse	USA	Nos	2	45,000	90,000
Automatic Fire Suppression System - NAFS 125	Automatic Fire Suppression System for Server Room & Power Room, NAF-S125 with Cylinder & Accessories, Brand: Safety Hitech with all fittings materials supply, installation, testing & commissioning by local agent.	Italy	set	1	3,516,159	3,516,159
Very Early Smoke Detection Apparatus (VESDA)	VESDA System for Server & Power Room, Brand: Xtralis	Australia	Set	2	275,000	550,000
Portable Fire Extinguisher	Brand: J & R, A - 5 Kg ABCE dry power and B, E - 3 kg CO2 Fire Extinguisher by local agent.	China	Nos	6	5,500	33,000
LAN (UTP & Fiber)	Brand - SYSTIMAX/ LS, All type of network connectivity along with Connector, Wire Manager, Patch panel etc with CAT6a cable, OM3 Fiber cable, Brand: SYSTIMAX/ LS	USA	job	1	2,000,000	2,000,000

Server Rack & Network Rack with PDU	Size: 42U – 600mm Width x 1070mm Depth x 1991mm Height. With 2 Nos of 32A Power Distribution Unit in per rack, Brand: APC	USA	Nos	60	110,000	6,600,000
Modular Containment Solutions	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 20 ft x H 7 ft per Containment.	USA	Nos	1	1,333,333	1,333,333
	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 18 ft x H 7 ft per Containment.	USA	Nos	1	1,200,000	1,200,000
	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 10 ft x H 7 ft per Containment.	USA	Nos	1	666,667	666,667
	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 12 ft x H 7 ft per Containment.	USA	Nos	1	800,000	800,000
Datacenter Training	Training on Certified Data Center Facility Operation Manager (CDFOM) & Certified Data Center Professional (CDCP)	N/A	Person	2	100,000	200,000
Audit & Certification	ANSI/TIA-942 DATACENTER AUDIT & CERTIFICATION SERVICES Rated/Tier-3	Singapur	Job	1	2,500,000	2,500,000
Hand Pallet Hydraulic Truck	Hand Pallet Hydraulic Truck for Data Center, Capacity : 3ton, Brand: Any Chinese	China	Nos	1	50,000	50,000
<b>Data Center Active Device Part</b>						-
Data center infrastructure management (DCIM)	Brand: APC, Model: AP9765, Features: # Rack Elevation View, # Workflow Process, # Cooling and Environmental Monitoring, # Alarm Notification, # Infrastructure Device Management, # API, # Reporting etc., Software License: 1 Yr	USA	Job	1	2,254,915	2,254,915
<b>Additional Items</b>						-
Generator Room Construction	Room Size: 20ftx25ft Materials: 5" brick work with 1st class bricks in cement mortar(1:5)	Local	Job	1	1,055,300	1,055,300
10" Brick	10" brick work with 1st class bricks in cement mortar(1:5)	Local	Sft	550	200	110,000



5" x 6" Lintel:	Reinforced Cement Concrete (R.C.C.) work: Cement: sand: brick/stone chips (1:2:4)	Local	Rft	44	294	12,936
Fire Rated Gypsum Partition (Double Layer):	Fire Rated Partition over various areas with 12mm thick fire rated gypsum board in double layer fixing over GI framing with C-Channel of 2' c/c spacing in bottom end 3' c/c on top in/c carrying hanging with GI hook and adjustable clip at 3'c/c in one direction and 2' c/c in opposite all complete as per direction of the authority. (In Data Center, Power Room inside) Brand: Elephant, Origin: Thailand.	Local	Sft	2300	320	736,000
Sliding Glass door	Supply, fitting/fixing of Sliding Glass door, size: 4'8" & 6'6"	Local	Sft	130	295	38,350
Stair	Metal Sheet ramp with red oxide paint	Local	Job	1	8,925	8,925
Electrical Goods with Cable	Utility DB : 16 & 18 SWG (Standard Wire Gauge) Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	Set	1	275,000	275,000
	Busway System for Data Center: 250A busway, End cable tap box / End feed unit -- 250A, 32A-1P Tap-off unit / Plug-in unit, for double feeder circuits -- c.w. 32A SP MCB (x2) & IEC309 angled sockets (x2) Brand: Schneider Electric	France	job	1	5,968,100	5,968,100
	Industrial Socket for Rack, Capacity: 16A	Local	set	20	1,600	32,000
	Cable for MDB 1 & 2 to Rectifier 1 & 2 , Brand: BRB/BBS Cable 1Cx25mm NYY Plain annealed Copper conductor	Local	Meter	100	289	28,900
	Cable for MDB 1 & 2 to Rectifier 1 & 2 , Brand: BRB/BBS Cable 1Cx35mm NYY Plain annealed Copper conductor	Local	Meter	300	386	115,800
	Cable for CRAC DB 1 & 2 to CRAC 1,2,3,4,5,6,7 Brand: BRB/BBS Cable 1Cx16mm NYY Plain annealed Copper conductor	Local	Meter	1000	192	192,000
	Cable for CRAC 1,2,3,4,5,6,7 to Outdoor 1,2,3,4,5,6,7 Brand: BRB/BBS Cable 4Cx6mm NYY Plain annealed Copper conductor	Local	Meter	250	361	90,250
	Cable for MDB 1 & 2 to SPD 1 & 2 Brand: BRB/BBS Cable 4Cx4mm NYY Plain annealed Copper conductor	Local	Meter	120	260	31,200
	Cable for Rectifier 1 & 2 to Load Brand: BRB/BBS Cable 2x6mm NYYF Plain annealed Copper conductor	Local	Meter	300	289	86,700
	Insulated Cable for Industrial Socket, Brand: BRB/BBS Cable 3x6mm NYY Plain Copper conductor	local	Meter	300	271	81,300

	Insulated Cable for Combined Socket, Brand: BRB/BBS Cable 3x2.5mm BYA Plain Copper conductor	local	Meter	200	128	25,600
	Insulated Cable for Power Utility wiring, Security system wiring: Brand: BRB/BBS Cable 1x1.5mm BYA Plain Copper conductor	local	Meter	1600	25	40,000
	Earthing connection to the earthing board of all Generators, UPS, Rectifier, AVR, MDB, Racks and other devices	local	Job	1	97,220	97,220
Branch Circuit Monitoring System	PMM-1000, PMB-1960, BCM2-MCTcable-3M, BCM-BCTcable-3M-1, BCM-BCTcable-3M-2, BCM-BCTcable-3M-3, BCM-BCTcable-3M-4, BCM-250A-CT-4PK, 4xBCM-60A-CT-12PK, Brand: Legrand	France	Job	1	888,500	888,500
Rectifier System	Brand: ELTEK, with Modular Battery , Output power capacity: 16KW expandable to 32 KW, Backup time: 30mins at full load	Norway	Set	2	803,433	1,606,866
Lighting System	Must ensure 500 Lux in horizontal plane in all floor, Brand: OSAKA/ Saif Power,	China	Job	1	200,000	200,000
Emergency Lighting	When the normal AC power fails, the emergency lighting system should sense the power failure and immediately switches to the emergency mode, illuminating more than 10 lamps at a time.	China	Job	1	50,000	50,000
ISP Open Type Rack for Meet Me Room	NetShelter 2 Post Rack 45U #12-24 Threaded Holes Black, Brand: APC	USA	Nos	6	15,660	93,960
Wire Mesh Cable tray for Data Cable	300mm*100mm U type wire mesh cable tray with Accessories , Brand: Lepin,	China	Job	1	510,725	510,725
Fiber Raceway for Data Center	240mm Straight Section with Accessories	China	Job	1	581,821	581,821
<b>Total cost</b>						<b>93,236,609</b>

## 2. Data Center Setup:

Particulars	Technical Specification and Equipment details	Product Origin	Measure of Unit	Quantity	Rate	Total Cost
<b>Decoration &amp; Interior Work</b>						
Raised Floor System	Brand: Uniflair by Schneider Electric. Model:30KAL, calcium sulphate panel, 30 mm, aluminium foil thick. 0,05mm on bottom and HPL laminate col. 577 thick. 0,9mm on top, black self- extinguishing edge banding	Italy	Sft	2200	858	1,887,600

Ventilation Panel	Brand: Uniflair by Schneider Electric. Perforated panels are used where the free under-floor plenum is used for distributing air. Perforated metal panels with 588 holes are in flat steel sheet with a thickness of 3mm, secured to a frame consisting of metal grilles of adequate thickness. The holes are of 13mm diameter and are laid out according to precise geometry. The covering – perforated to the same geometry – is glued on to the panel thus constructed. All metal parts are varnished.	Italy	Sft	220	4,309	948,024
Insulation	To supply, fitting and fixing of Thermal Insulation with both side Anti static Foil paper pasting (Top side Foil cloth and down side plain foil paper for heat preservation and sound absorption)	China	Sft	2420	200	484,000
Ramp	Making of Ramp with Metal Sheet (size LXWXH: 7'-0" x 5'-8" x 1'-4") made with best quality Metal Sheet all complete	N/A	Nos	1	50,000	50,000
SRG-Signal References Grid	1x10 mm BYA , Brand: BRB/BBS	Local	Lot	1	150,000	150,000
Air Grommet	Brand: APC (Schneider), Model: KoldLok®( AR7730), Size: HXWXD=29mm , 2.9CMX279mm , 27.9CMX209mm , 20.9CM	USA	Nos	60	2,500	150,000
Installation	installation would be done by TIA 942 Standard by supplier	N/A	Job	1	600,000	600,000
Brick work	5" brick work with 1st class bricks in cement mortar(1:4)	Local	Sft	438	125	54,750
Plaster work	1/2" thick plaster	Local	Sft.	875	30	26,250
Paint work	Normal Wall Paint	Local	sft	2074	25	51,850
Epoxy Paint work inside Data center	Epoxy paint for server room and power room	Local	Sft	875	165	144,375
Tempered glass door	Tempered glass door (size: 3'-0"X 7'-0")	Local	Nos	2	19,000	38,000
Tempered glass Double door	Tempered glass door (size: 5'-0"X 7'-0")	Local	Nos	2	38,000	76,000
Fire Rated Double Door	Dimension: 5' x 7 Feet, Protection 2 hrs Rating Standard/UL 10c/NFPA 80.	Local	Nos	2	128,000	256,000
Fire Rated SS Door	For NOC, Emergency Door, Dimension: 3.5 x 7 Feet, Protection 2 hrs Rating Standard/UL 10c/ NFPA 80	Local	Nos	2	85,000	170,000
Logo	Supply, fitting & fixing made by plastic wood/ glass & sticker at Inside & Entry, as per direction	Local	Job	1	20,000	20,000
Access Control System	PoE-Touch Fingerprint and RFID Access Control, Brand: ANVIZ, Model : P7	China	Nos	7	35,000	245,000
CCTV	IP Metal Domo Type Indoor/Outdoor, 3 MP progressive scan CMOS(IP67) Brand: DAHUA, Model: IPC-HDW 1320SP (3-MP),	China	Nos	16	15,000	240,000
	HDD (Hard Disk Drive), NVR (Network Video Recorder), Supply & Installation		Job	1	250,000	250,000
Pest Control	Master control panel Brand: Maser; Origin: India VHFO digital mini control panel for rodent repellent system	India	Set	3	100,000	300,000
LED Display	4 nos 55" Display Brand: China	China	Nos	2	75,000	150,000

Electrical and Mechanical						-
Electrical Goods	MDB 1 & 2 : 16 & 18 SWG (Standard Wire Gauge) Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	set	2	411,615	823,230
	UPS DB 1 & 2 : 16 & 18 SWG (Standard Wire Gauge) Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	Set	2	269,590	539,180
	CRAC DB: 16 & 18 SWG Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	set	2	259,240	518,480
	SECURITY DB : Box type single phase circuit breaker holder with N+PE . Panel Dimension :(153x254x153) mm (L X W XD). Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	set	1	110,980	110,980
	MCO (Manual Change Over) 63A TP: 18 SWG Sheet steel fabricated, wall mounting with top and bottom cable entry. Box is local & Circuit Breaker Brand: Hevels	India	set	7	20,000	140,000
	Industrial Socket for Rack, Capacity: 32A	Local	set	100	3,500	350,000
	MK & Combined Socket, Brand: Legrand	Local	Nos	20	850	17,000
	Generator ATS Panel: Brand: ISP /PARMEC, Capacity: 500 KVA	UK	Set	2	383,040	766,080
	Energy Management Solution: To monitor & simulating all node power consumption with web base dashboard Brand: Schneider Electric, Software license: 1 Year	USA	Set	1	350,000	350,000
	Surge Protection Device, Brand: Emerson, 50KA for MDB	USA	Nos	2	100,000	200,000
Electrical Cable	Cable for MDB 1 & 2, Brand: BRB/BBS Cable 1Cx300mm NYY Plain annealed Copper conductor	Local	Meter	500	3,055	1,527,500
	Cable for AVR 1 & 2 Input/Output , Brand: BRB/BBS Cable 1Cx95mm NYY Plain annealed Copper conductor	local	Meter	184	993	182,712
	Cable for UPS-1 & UPS-2 Incoming & Bypass, Brand: BRB/BBS Cable 1Cx120mm NYY Plain annealed Copper conductor	Local	Meter	250	1,241	310,250
	Cable for UPS-1 & UPS-2 outgoing, Brand: BRB/BBS Cable 1Cx120mm NYY Plain annealed Copper conductor	Local	Meter	128	1,241	158,848
	From MDB-1 & MDB-2 to CRAC DB Brand: BRB/BBS Cable 1x95mm NYY Plain annealed Copper conductor.	Local	Meter	80	933	74,640

	Cable for MDB A & MDB B to Utility DB, Brand: BRB/BBS Cable 1x16mm NYY Plain annealed Copper conductor	Local	Meter	80	826	66,080
	Insulated Cable for Commando Socket, AC wiring, Power Utility wiring, Security system wiring: Brand: BRB/BBS Cable 3x4mm BYA Plain Copper conductor	Local	Meter	1000	200	200,000
	Generator & PDB with ATS (Automatic Transfer Switch) panel installation for backup Generator. Brand: BRB/BBS Cable 1x300mm NYY Plain annealed Copper conductor Local	Local	Meter	900	3,055	2,749,500
	Earthing cable for MDB 1 & 2, Brand: BRB/BBS Cable 1Cx150mm BYA Plain annealed Copper conductor	Local	Meter	300	1,450	435,000
	Earthing cable for AVR 1 & 2 Input/Output, Brand: BRB/BBS Cable 1Cx50mm BYA Plain annealed Copper conductor	local	Meter	48	493	23,664
	Earthing Cable for UPS-1 & UPS-2 Incoming & Bypass, Brand: BRB/BBS Cable 1Cx70mm BYA Plain annealed Copper conductor	Local	Meter	48	687	32,976
	Earthing Cable for UPS-1 & UPS-2 outgoing, Brand: BRB/BBS Cable 1Cx70mm BYA Plain annealed Copper conductor	Local	Meter	24	687	16,488
	Earthing cable for PAC DB Brand: BRB/BBS Cable 1x50mm BYA Plain annealed Copper conductor.	Local	Meter	24	493	11,832
	Earthing cable for Light & Power Sockets : Brand: BRB/BBS Cable 1x1.5mm BYA Ecc Plain Copper conductor.	local	Meter	400	25	10,000
Grounding	From suitable place to Data Center floor : Cable Size: 1x70mm BYA Plain annealed Copper conductor. Earthing Chamber: 6 Nos	Local	Job	1	457,000	457,000
Automatic Voltage Regulator	Installation, Testing & Commissioning, Capacity: 150 KVA, Phase: 3:3 for PAC,	China	Nos	2	700,000	1,400,000
Online UPS	Brand: APC, Model: SY64K160H with Modular Battery, Output power capacity: 64 KVA, Backup time: 30mins at full load Warrenty: 1 year	USA	Nos	2	4,800,000	9,600,000
Generator (Diesel)	Capacity 500 KVA, with Foreign Canopy & ATS (Auto transfer switch), Brand: ISP /PARMEC Fuel Tank: Liter 928	UK	No	2	5,450,418	10,900,836
Electrical Cable Tray/Ladder	Electrical Cable Tray/Ladder for total data center. 16 & 18 SWG Sheet fabricated with inside cable laying with cover	Local	Job	1	558,000	558,000
Installation Charge	Supply, Delivery & Installation with Commissioning	N/A	Job	1	744,957	744,957
Precision Air Conditioner	Brand: Uniflair / Emerson, Country of origin: Italy, Type: Inverter, Total cooling capacity: 35.3 KW/10Ton, Sensible cooling capacity: 33.0 KW, Warrenty: 1 Year	Italy	Nos	7	2,574,000	18,018,000
Comfort Air Conditioner	Capcity: 2T, Brand: General, With AC Timer, Supply, Deliver & Installation for Power Room, Warrenty: 1Year	Japan	Nos	6	150,000	900,000

De-Humidifier for power room	3 in 1 –Dehumidifier, Moisture Removal: 20 Litres/Day, Air-Purifier and Dryer. Dehumidifier for Server & Power Room, Brand: White Westinghouse	USA	Nos	2	45,000	90,000
Automatic Fire Suppression System - NAFS 125	Automatic Fire Suppression System for Server Room & Power Room, NAF-S125 with Cylinder & Accessories, Brand: Safety Hitech with all fittings materials supply, installation, testing & commissioning by local agent.	Italy	set	1	3,516,159	3,516,159
Very Early Smoke Detection Apparatus (VESDA)	VESDA System for Server & Power Room, Brand: Xtralis	Australia	Set	2	275,000	550,000
Portable Fire Extinguisher	Brand: J & R, A - 5 Kg ABCE dry power and B, E - 3 kg CO2 Fire Extinguisher by local agent.	China	Nos	6	5,500	33,000
LAN (UTP & Fiber)	Brand - SYSTIMAX/ LS, All type of network connectivity along with Connector, Wire Manager, Patch panel etc with CAT6a cable, OM3 Fiber cable, Brand: SYSTIMAX/ LS	USA	job	1	2,000,000	2,000,000
Server Rack & Network Rack with PDU	Size: 42U – 600mm Width x 1070mm Depth x 1991mm Height. With 2 Nos of 32A Power Distribution Unit in per rack, Brand: APC	USA	Nos	60	110,000	6,600,000
Modular Containment Solutions	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 20 ft x H 7 ft per Containment.	USA	Nos	1	1,333,333	1,333,333
	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 18 ft x H 7 ft per Containment.	USA	Nos	1	1,200,000	1,200,000
	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 10 ft x H 7 ft per Containment.	USA	Nos	1	666,667	666,667
	Supply, Install, Testing & Commissioning of Modular Cold Aisle Containment, Brand: APC, Capacity: w- 4 ft x L- 12 ft x H 7 ft per Containment.	USA	Nos	1	800,000	800,000
Datacenter Training	Training on Certified Data Center Facility Operation Manager (CDFOM) & Certified Data Center Professional (CDCP)	N/A	Person	2	100,000	200,000
Audit & Certification	ANSI/TIA-942 DATACENTER AUDIT & CERTIFICATION SERVICES Rated/Tier-3	Singapur	Job	1	2,500,000	2,500,000
Hand Pallet Hydraulic Truck	Hand Pallet Hydraulic Truck for Data Center, Capacity : 3ton, Brand: Any Chinese	China	Nos	1	50,000	50,000
<b>Data Center Active Device Part</b>						-
Data center infrastructure management (DCIM)	Brand: APC, Model: AP9765, Features: # Rack Elevation View, # Workflow Process, # Cooling and Environmental Monitoring, # Alarm Notification, # Infrastructure Device Management, # API, # Reporting etc., Software License: 1 Yr	USA	Job	1	2,254,915	2,254,915
<b>Additional Items</b>						-

Generator Room Construction	Room Size: 20ftx25ft Materials: 5" brick work with 1st class bricks in cement mortar(1:5)	Local	Job	1	1,055,300	1,055,300
10" Brick	10" brick work with 1st class bricks in cement mortar(1:5)	Local	Sft	550	200	110,000
5" x 6" Lintel:	Reinforced Cement Concrete (R.C.C.) work: Cement: sand: brick/stone chips (1:2:4)	Local	Rft	44	294	12,936
Fire Rated Gypsum Partition (Double Layer):	Fire Rated Partition over various areas with 12mm thick fire rated gypsum board in double layer fixing over GI framing with C-Channel of 2' c/c spacing in bottom end 3' c/c on top in/c carrying hanging with GI hook and adjustable clip at 3'c/c in one direction and 2' c/c in opposite all complete as per direction of the authority. (In Data Center, Power Room inside) Brand: Elephant, Origin: Thailand.	Local	Sft	2300	320	736,000
Sliding Glass door	Supply, fitting/fixing of Sliding Glass door, size: 4'8" & 6'6"	Local	Sft	130	295	38,350
Stair	Metal Sheet ramp with red oxide paint	Local	Job	1	8,925	8,925
Electrical Goods with Cable	Utility DB : 16 & 18 SWG (Standard Wire Gauge) Sheet steel fabricated, Floor/Wall mounting with top and bottom cable entry including bus bar, MCCB (Molded case circuit breakers) circuit breaker & Metering panel, Box is local & Circuit Breaker Brand: Schneider Electric /ABB	Local	Set	1	275,000	275,000
	Busway System for Data Center: 250A busway,End cable tap box / End feed unit -- 250A,32A-1P Tap-off unit / Plug-in unit,for double feeder circuits -- c.w. 32A SP MCB (x2) & IEC309 angled sockets (x2) Brand: Schneider Electric	France	job	1	5,968,100	5,968,100
	Industrial Socket for Rack, Capacity: 16A	Local	set	20	1,600	32,000
	Cable for MDB 1 & 2 to Rectifier 1 & 2 , Brand: BRB/BBS Cable 1Cx25mm NYY Plain annealed Copper conductor	Local	Meter	100	289	28,900
	Cable for MDB 1 & 2 to Rectifier 1 & 2 , Brand: BRB/BBS Cable 1Cx35mm NYY Plain annealed Copper conductor	Local	Meter	300	386	115,800
	Cable for CRAC DB 1 & 2 to CRAC 1,2,3,4,5,6,7 Brand: BRB/BBS Cable 1Cx16mm NYY Plain annealed Copper conductor	Local	Meter	1000	192	192,000
	Cable for CRAC 1,2,3,4,5,6,7 to Outdoor 1,2,3,4,5,6,7 Brand: BRB/BBS Cable 4Cx6mm NYY Plain annealed Copper conductor	Local	Meter	250	361	90,250
	Cable for MDB 1 & 2 to SPD 1 & 2 Brand: BRB/BBS Cable 4Cx4mm NYY Plain annealed Copper conductor	Local	Meter	120	260	31,200
	Cable for Rectifier 1 & 2 to Load Brand: BRB/BBS Cable 2x6mm NYYF Plain annealed Copper conductor	Local	Meter	300	289	86,700
	Insulated Cable for Industrial Socket, Brand: BRB/BBS Cable 3x6mm NYY Plain Copper conductor	local	Meter	300	271	81,300

	Insulated Cable for Combined Socket, Brand: BRB/BBS Cable 3x2.5mm BYA Plain Copper conductor	local	Meter	200	128	25,600
	Insulated Cable for Power Utility wiring, Security system wiring: Brand: BRB/BBS Cable 1x1.5mm BYA Plain Copper conductor	local	Meter	1600	25	40,000
	Earthing connection to the earthing board of all Generators, UPS, Rectifier, AVR, MDB, Racks and other devices	local	Job	1	97,220	97,220
Branch Circuit Monitoring System	PMM-1000, PMB-1960, BCM2-MCTcable-3M, BCM-BCTcable-3M-1, BCM-BCTcable-3M-2, BCM-BCTcable-3M-3, BCM-BCTcable-3M-4, BCM-250A-CT-4PK, 4xBCM-60A-CT-12PK, Brand: Legrand	France	Job	1	888,500	888,500
Rectifier System	Brand: ELTEK, with Modular Battery , Output power capacity: 16KW expandable to 32 KW, Backup time: 30mins at full load	Norway	Set	2	803,433	1,606,866
Lighting System	Must ensure 500 Lux in horizontal plane in all floor, Brand: OSAKA/ Saif Power,	China	Job	1	200,000	200,000
Emergency Lighting	When the normal AC power fails, the emergency lighting system should sense the power failure and immediately switches to the emergency mode, illuminating more than 10 lamps at a time.	China	Job	1	50,000	50,000
ISP Open Type Rack for Meet Me Room	NetShelter 2 Post Rack 45U #12-24 Threaded Holes Black, Brand: APC	USA	Nos	6	15,660	93,960
Wire Mesh Cable tray for Data Cable	300mm*100mm U type wire mesh cable tray with Accessories , Brand: Lepin,	China	Job	1	510,725	510,725
Fiber Raceway for Data Center	240mm Straight Section with Accessories	China	Job	1	581,821	581,821
<b>Total cost</b>						<b>93,236,609</b>

### 3. Loan repayment:

SL No.	Name of the Bank	Amount in BDT
1	The City Bank Ltd	16,451,906
2	Industrial and Infrastructure Development Finance Company Limited (IIDFC)	59,566,808
3	IDLC Finance Limited	44,584,659
	<b>Total</b>	<b>120,603,373</b>

### Proposed Projects Locations:

The company is planning to deploy its projects as mentioned above in different locations in the country. Mentionable here, most of the locations have been identified on the basis of verbal communication. No written agreement has been done yet.

### RAH (Regional Aggregation Hub) Locations:

SI	RAH	Proposed location
1	Bogra	Borogola, Bogra
2	Comilla	Monoharpur, Sadar, Comilla
3	Rajshahi	Station Road, Rajshahi



4	Rangpur	Zahaj Company Mor, Rangpur
5	Barisal	Bibir Pukur, Sadar Road, Barisal.
6	Mymensingh	Station Road, Mymensingh
7	Kustia	N S Road, Kustia

**DAP (District Aggregation POP) Locations:**

SL	DAP Name	Proposed location	RAH	Division	District
1	Bhola DAP	Notun Bazar, Bhola	Barisal	Barisal	Bhola
2	Jhalkathi DAP	JailRoad, Baidarapur, Jhalkathi.	Barisal	Barisal	Jhalkathi
3	Patuakhali DAP	NatunBazar, Patuakhali	Barisal	Barisal	Patuakhali
4	Barguna DAP	Barguna Sadar	Barisal	Barisal	Barguna
5	Madaripur DAP	Puran Bazaar, Madaripur	Barisal	Dhaka	Madaripur
6	Shariatpur DAP	SadarRoad, Palong, Shariatpur	Barisal	Dhaka	Shariatpur
7	Gaibandha DAP	Gaibanda Railway Station Road, Gaibanda.	Bogra	Rangpur	Gaibandha
8	Joypurhat DAP	Thana Road, Joypurhat	Bogra	Rajshahi	Joypurhat
9	Naogaon DAP	Islampur Road, Naogaon	Bogra	Rajshahi	Naogaon
10	Sirajganj DAP	New Dhaka Road ,Sirajganj	Bogra	Rajshahi	Sirajganj
11	Bandarban DAP	Mosjid Road Bandarban,	Chittagong	Chittagong	Bandarban
12	Cox's Bazar DAP	Barmees Market, Coxs Bazar	Chittagong	Chittagong	Cox's Bazar
13	Khagrachhari DAP	Masjid Sarak, Khagrachori	Chittagong	Chittagong	Khagrachhari
14	Rangamati DAP	Banarupa, Sadar, Rangamati	Chittagong	Chittagong	Rangamati
15	Chandpur DAP	Mukitjoddh, Sarak, Chandpur	Comilla	Chittagong	Chandpur
16	Noakhali DAP	Maijdee ,Noakhali	Comilla	Chittagong	Noakhali
17	Laxmipur DAP	Godaun Road, Laxmipur	Comilla	Chittagong	Laxmipur
18	Feni DAP	Pargasia Road, Feni	Comilla	Chittagong	Feni
19	Munshiganj DAP	Mathpara, Munshiganj	Dhaka	Dhaka	Munshiganj
20	Rajbari DAP	Rajbari Railway station Road, Rajbari.	Dhaka	Dhaka	Rajbari
21	Narsingdi DAP	Sadar , Narsingdi.	Dhaka	Dhaka	Narsingdi
22	Brahmanbaria DAP	Mosjid road, Thanapara, Brahmanbaria	Dhaka	Chittagong	Brahmanbaria
23	Manikganj DAP	Sadar, Manikganj	Dhaka	Dhaka	Manikganj
24	Tangail DAP	Victoria Road, Tangail	Dhaka	Dhaka	Tangail
25	Jessore DAP	Municipal Road,Jessore.	Khulna	Khulna	Jessore
26	Narail DAP	Rupganj Bazar, Narail	Khulna	Khulna	Narail
27	Gopalganj DAP	Swarno Potti, Kalibari Road, Gopalganj	Khulna	Dhaka	Gopalganj
28	Satkhira DAP	Kamal Nagar, Satkhira.	Khulna	Khulna	Satkhira
29	Bagerhat DAP	Main Road, Bagerhat.	Khulna	Khulna	Bagerhat
30	Pirojpur DAP	Sadar Road, Pirojpur	Khulna	Barishal	Pirojpur
31	Jhenaidah DAP	Post Office Mmore, Jhenaidah	Kustia	Khulna	Jhenaidah
32	Chuadanga DAP	Shahid Abul Kashem Sarak, Chuadanga	Kustia	Khulna	Chuadanga
33	Meherpur DAP	Hotel Bazar, Meherpur.	Kustia	Khulna	Meherpur
34	Pabna DAP	Abdul Hamid Road, Thanapara, Shalgariya, Pabna	Kustia	Rajshahi	Pabna

35	Magura DAP	PTI Road, Magura.	Kustia	Khulna	Magura
36	Kishoreganj DAP	Borobazar, Kishoreganj	Mymensingh	Dhaka	Kishoreganj
37	Netrokona DAP	Choto Bazar, Netrokona	Mymensingh	Mymensingh	Netrokona
38	Jamalpur DAP	Doya Moye Road, Jamalpur	Mymensingh	Mymensingh	Jamalpur
39	Sherpur DAP	Ragunath Bazar Sherpur Town, Sherpur	Mymensingh	Mymensingh	Sherpur
40	Natore DAP	Kanaikhali, Dhaka Road, Natore	Rajshahi	Rajshahi	Natore
41	Chapainawabganj DAP	Kalitala, Sadar, Chapainawabganj	Rajshahi	Rajshahi	Chapainawabganj
42	Dinajpur DAP	Maldahpatty, Sadar, Sadar, Dinajpur	Rangpur	Rangpur	Dinajpur
43	Thakurgaon DAP	North Circular Road, Thakurgaon.	Rangpur	Rangpur	Thakurgaon
44	Panchagarh DAP	CinemaRoad,Panchagarh	Rangpur	Rangpur	Panchagarh
45	Nilphamari DAP	Sabujpara, Nilphamari	Rangpur	Rangpur	Nilphamari
46	Lalmonirhat DAP	TalukkutaPara,LGED Road, Lalmonirhat	Rangpur	Rangpur	Lalmonirhat
47	Kurigram DAP	Ghoshpara Kurigram.	Rangpur	Rangpur	Kurigram
48	Sunamganj DAP	Notunpaea, Sadar, Sunamganj	Sylhet	Sylhet	Sunamganj
49	Moulvibazar DAP	Shapnapuri, Moulvibazar	Sylhet	Sylhet	Moulvibazar
50	Habiganj DAP	Habiganj Sadar, Hobigonj	Sylhet	Sylhet	Habiganj

**ICP (Infra Connect POP) Locations:**

SL	ICP POP Name	Proposed location	RAH	Division	District
1	Syedpur ICP	Syedpur, Nilphamari	Rangpur	Rangpur	Nilphamari
2	Birganj ICP	Birganj, Dinajpur	Rangpur	Rangpur	Dinajpur
3	Pirganj ICP	Pirganj, Rangpur	Rangpur	Rangpur	Rangpur
4	Gobindoganj ICP	Gobindoganj, Gaibandha	Bogra	Rajshahi	Gaibandha
5	Sherpur ICP	Sherpur, Bogra	Bogra	Rajshahi	Bogra
6	Hatikamrul ICP	Hatikamrul, Sirajganj	Bogra	Rajshahi	Sirajganj
7	Nandigram ICP	Nandigram, Bogra	Bogra	Rajshahi	Bogra
8	Puthia ICP	Puthia, Rajshahi	Rajshahi	Rajshahi	Rajshahi
9	Iswardi ICP	Iswardi, Pabna	Rajshahi	Rajshahi	Pabna
10	Noapara ICP	Noapara, Jessore	Khulna	Khulna	Jessore
11	Chuknagar ICP	Chuknagar, Khulna	Khulna	Khulna	Khulna
12	Bakerganj ICP	Bakerganj, Barishal	Barisal	Barisal	Barishal
13	Gournadi ICP	Gournadi, Barishal	Barisal	Barisal	Barishal
14	Bhanga ICP	Bhanga, Faridpur	Barisal	Dhaka	Faridpur
15	Dohar ICP	Dohar, Dhaka	Dhaka	Dhaka	Dhaka
16	Bhairab ICP	Bhairab, Kishoreganj	Dhaka	Dhaka	Kishoreganj
17	Mirzapur ICP	Mirzapur, Tangail	Dhaka	Dhaka	Tangail
18	Mawna ICP	Mawna, Gazipur	Dhaka	Dhaka	Gazipur
19	Bhaluka ICP	Bhaluka, Mymensingh	Mymensingh	Mymensingh	Mymensingh
20	Muktagacha ICP	Muktagacha, Mymensingh	Mymensingh	Mymensingh	Mymensingh
21	Fulpur ICP	Fulpur, Mymensingh	Mymensingh	Mymensingh	Mymensingh
22	Chhatak ICP	Chhatak, Sunamganj	Sylhet	Sylhet	Sunamganj
23	Goalabazar ICP	Goalabazar, Sylhet	Sylhet	Sylhet	Sylhet

24	Nabiganj ICP	Nabiganj, Habiganj	Sylhet	Sylhet	Habiganj
25	Madhobpur ICP	Madhobpur, Habiganj	Sylhet	Sylhet	Habiganj
26	Chandina ICP	Chandina, Comilla	Comilla	Chittagong	Comilla
27	Gouripur ICP	Gouripur, Comilla	Comilla	Chittagong	Comilla
28	Laksham ICP	Laksham, Comilla	Comilla	Chittagong	Comilla
29	Begumganj ICP	Begumganj, Noakhali	Comilla	Chittagong	Noakhali
30	Pahartoli ICP	Pahartoli, Chittagong	Chittagong	Chittagong	Chittagong
31	Shitakundo ICP	Shitakundo, Chittagong	Chittagong	Chittagong	Chittagong
32	Mirshorai ICP	Mirshorai, Chittagong	Chittagong	Chittagong	Chittagong

**DWDM projects Locations:**

SI	Projected locations
1	Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Bir Uttam AK Khandakar Rd, Dhaka.
2	Jiban Bima Tower, 7, Bangabandhu Avenue Dhaka.
3	H # 76, R # 2, Sector # 3, Uttara, Dhaka.
4	House#6, Road-133, Gulshan 1, Dhaka.
5	Concord Royal Court, (4th Floor), Plot # 275 (G) Road # 27 , Dhanmondi, R/A, Dhaka.
6	Sheikh Monzil, Post- Chandana, Joydebpur Chourasta, Gazipur
7	Fahami Garments, Baipail, Near EPZ, Savar, Dhaka
8	GQ Plastic Factory, Genda , Savar.
9	Near BTCL office, Maghbazar Dhaka
10	Sckaton Area,Maghbazar Dhaka

**Data Center Location:**

S/N	Proposed address
1	Red Crescent Concor Tower (5 <sup>th</sup> Floor), 17 Mohakhali C/A, Dhaka.

Sd/-  
**Md. Enayet Hossain**  
 Chief Financial Officer

Sd/-  
**Henry Hilton**  
 Managing Director

- (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 prospectus, in details with indication of use of such funds in the financial statements;

BDT 107,087,490 and BDT 4,50,12,510 has been raised through private placement prior to the public issue on dated January 8, 2014 and June 7, 2017 respectively. This fund has deployed by the issuer in the following manner:

Accounting Year	Items	Amount in BDT	Reflected in Cash Flows
2012-2013	Acquisition of Property, Plant & Equipment	53,290,264	In the statement of Cash Flows, the figure is included in total amount of fixed assets acquisition under the head of Investing Activities
2012-2013	Loan repayment including interest	11,200,000	In the statement of Cash Flows, the figure is included in total amount of long term loan paid under the head of Financing Activities
2013-2014	Acquisition of Property, Plant & Equipment	42,597,236	In the statement of Cash Flows, the figure is included in total amount of fixed assets acquisition under the head of Investing Activities
2016-2017	Remaining	45,012,510	
<b>Total Amount</b>		<b>152,100,010</b>	

Remaining Tk.4,50,12,510 has been kept in saperate bank account (A/c No. 3101361323001) of The City Bank Limited, Gulshan Avenue Branch, Dhaka, which is already used in the following way:

Date	Items	Amount in BDT
Upto February 28, 2018	Radio Link, Infrastructure & Backbone	21,012,510
	Fibre Equipment	14,000,000
	Optical Fibre	10,000,000
<b>Total</b>		<b>45,012,510</b>

- (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 issuer has no objects to 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.

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

IPO proceeds are sufficient to complete the projects. Hence, the above mentioned information is not required for ADNTel.

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

The Company will utilize the total proceeds of BDT 570,000,000/- as per the following schedule:

SL	Utilization of Fund	Progress Status	Schedule of Implementation	
			Approximate date of Completion	Projected Date of Commercial Operation
1	BMRE for infrastructure Development	After Receiving the IPO Proceeds	Within 12 months of receiving the IPO Proceeds.	After 3 months of the completion of the project.
2	Data Center Setup		Within 9 months of receiving the IPO Proceeds	After 3 months of the completion of the project
3	Loan repayment		Within 30 days of receiving the IPO Proceeds	N/A

*Note: Excluding IPO Expenses.*

Sd/-  
**Md. Enayet Hossain**  
Chief Financial Officer

Sd/-  
**Henry Hilton**  
Managing Director

Sd/-  
**Asif Mahmood**  
Chairman

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

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

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

There is no object of the issue is 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 company has planned to expand its existing projects BMRE for infrastructure Development and Data Center Setup, which have been mentioned in Use of IPO proceeds and projects implementation schedule.

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

The company has planned to implement to the projects by using IPO proceeds after receiving the funds, which have been mentioned in Use of IPO proceeds and projects implementation schedule.

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

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

Name of related party	Relationship	Type of utilization	Type of transactions	Amount in BDT	Percentage of total use of proceeds
Tech Velly Networks Limited	Concern under Common management	Data Center Setup	anticipated	93,236,609	16.36%

**(k) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.**

### **SUMMARY FEASIBILITY REPORT OF ADN TELECOM LIMITED**

#### **EXECUTIVE SUMMARY**

ADNTel was incorporated in 22 September 2003, as 'Advanced Data Networks System Ltd' a private limited company under the Company's Act 1994 and commenced commercial operations the same year. The company was renamed as "ADN Telecom Limited" on 15 April, 2012 and became a public limited company on 25 July, 2012. Today ADN Telecom Limited is a renowned name and a leading IT and telecommunication service provider in Bangladesh offering a wide range of data, voice, and Internet services to its local and international clients. ADNTel has made projections of Statement of Financial Position and Statement of Comprehensive Income for the next three full years. This Feasibility Report discusses and shows the various aspects of BMRE and Data Center project of ADN Telecom Limited.

#### **INTRODUCTION**

ADN Telecom Limited is a renowned name and a leading IT and telecommunication service provider in Bangladesh offering a wide range of data, voice, and Internet services to its local and international clients. In an era of constant change, made more rapid through Disruptive Innovation and Technology, ADN Telecom owns the most diverse access network in the country: wireless, fiber optic and satellite infrastructures. Its core strength lies in the ability to congregate technologies with human excellence to ensure connectivity and achieving satisfactory revenue.

#### **REGISTERED OFFICE**

ADNTel's registered office is situated at Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Dhaka – 1212, Bangladesh.

#### **PROJECT LOCATION**

ADN Telecom Limited is located at Red Crescent Concord Tower (19th Floor), 17, Mohakhali Commercial Area, Dhaka - 1212, Bangladesh. The expansion project is classified as Regional Aggregation Hub (RAH), District Aggregation POP (DAP), Collocated POPs (CLP), Infra Connecting POP (ICP) which are located various location all over the country and Data Center is located at Dhaka. Mentionable here, most of the locations have been identified on the basis of verbal communication. No written agreement has been done yet.

#### **TECHNICAL AND LOGISTICAL**

The technology involved in providing IT and Telecommunication are relatively high-tech and specialized in nature. Moreover, the machine supplier will provide the back bone technical support at the time of erection and installation of the project, so no critical problem is anticipated and maintenance of the machineries and equipment. Besides; ADNTel will recruit high qualified engineering team to get un-interrupted service support. ADNTel also maintains Annual Maintenance Contract (AMC) to various vendors and suppliers as available to ensure fast response and repair from the OEMs. A few problems that may arise from time to time would be sorted out by these resident technicians and experts, thus ensuring smooth operation and good, consistent quality.

## METHODOLOGY

We have independently reviewed accompanying financial estimation and management's forecasts regarding investment in expansion project and the outcomes from the BMRE and Data Center project and historical data of our last couple of year's revenue and expenses. Based on the information presented and assumptions made by management and performing an independent review by our experienced separate technical and financial team, it is recommended that the expansion project of ADN Telecom Limited is financially viable, economically sound and technically feasible. From our Feasibility study we estimate that this initiative will be highly beneficial to the organization and has a high probability of success. Short Summary of the feasibility report is as follows:

## PROJECTED INVESTMENT PLAN AND MEANS OF FINANCE

Amount in Million BDT

PROJECTED INVESTMENT PLAN AND MEANS OF FINANCE	
INVESTMENTS	IPO Proceeds
OSS-BSS	87.88
RAH, DAP & ICP	150.03
DWDM	88.75
Data Center	93.24
<b>Total</b>	<b>419.90</b>
<b>Repayment of Bank Loan</b>	<b>120.60</b>
<b>IPO Expenses</b>	<b>29.50</b>
<b>Total IPO Proceeds</b>	<b>570.00</b>

## FINANCIAL PROJECTIONS

The financial projections for ADN Telecom Limited are highlighted in the table below. This report provides an analysis and evaluation of the new project's prospective profitability; liquidity and financial stability of ADN Telecom Limited. Aspects of this analysis include Technological, Financial and Economic as well as ratios such as Debt, Current, Quick and other ratios.

The assumptions for these projections are as follows:

(Each year calculation is made comparing with respective previous year)

The projected financial statement has been prepared on underlying assumption				
Assumption indicator	Assumption's Basis	Assumptions Years		
		1st Year	2nd Year	3rd Year
Capacity Increase	Capacity will be increased as new Machineries and software will be introduced.	30.29%	49.05%	49.05%
Revenue Increase	Capacity utilization will be increased for new machinery and software installation and efficient use of machinery and software.	20%	29%	31%
Operating Expenses Increase	Operating expenses will be increased due to increase of services area and sales. IPO expense will lead to the higher increase of Operating expenses in 1st year. Expenses will be reduced in 2nd year because of no IPO Expense in the year.	39%	10%	17%
Property, Plant and Equipment Addition	Equipment will be increased in every year for the purpose of services increase.	635.25 Million Tk.	138.15 Million Tk.	182.28 Million Tk.
Paid up Capital Increase	Paid up Capital will be increased by Tk. 570,000,000 through IPO in FY 2017-2018.	570.00 Million Tk.	-	-
Dividend	Dividend is not considered here as the decision is not predetermined.	-	-	-
Cost of Capital	Minimum return expected by the company	15%	15%	15%

**ADN Telecom Limited**  
**Projected Statement of Financial Position**

***BDT in Million***

Particulars	Audited	Projected		
	30-Jun-17	1st Year	2nd Year	3rd Year
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment	733.90	1,212.63	1,282.79	1,365.40
Intangible Assets	1.19	0.75	0.36	0.05
Investment	9.35	10.28	11.31	12.44
<b>Total Non-Current Assets</b>	<b>744.44</b>	<b>1,223.66</b>	<b>1,294.46</b>	<b>1,377.89</b>
<b>Current Assets</b>				
Inventories	2.36	5.05	7.29	7.29
Trade and Other Receivables	230.78	254.37	282.81	319.59
Advance, Deposits and Prepayments	154.46	162.18	170.29	178.81
Cash and Cash Equivalents	105.92	198.23	207.67	578.74
<b>Total Current Assets</b>	<b>493.53</b>	<b>619.83</b>	<b>668.07</b>	<b>1,084.42</b>
<b>Total Assets</b>	<b>1,237.96</b>	<b>1,843.49</b>	<b>1,962.53</b>	<b>2,462.31</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Capital &amp; Reserves</b>				
Share Capital	448.60	448.60	448.60	448.60
Share Premium	83.01	83.01	83.01	83.01
Proceeds from IPO	-	570.00	570.00	570.00
Retained Earnings	192.20	308.92	491.22	740.09
<b>Total Equity</b>	<b>723.81</b>	<b>1,410.53</b>	<b>1,592.82</b>	<b>1,841.70</b>
<b>LIABILITIES</b>				
<b>Non-Current Liabilities</b>				
Term Loan	89.07	-	-	-
Lease liabilities	3.69	-	-	-
Deferred Tax Liability	132.95	182.65	222.87	270.84
<b>Total Non-current liabilities</b>	<b>225.71</b>	<b>182.65</b>	<b>222.87</b>	<b>270.84</b>
<b>Current Liabilities</b>				
Current Portion of Term Loan	31.85	-	-	-
Current Portion of Lease Liabilities	1.15	-	-	-
Short Term Loan	23.24	23.70	24.41	25.15
Accrued expenses	67.17	67.85	68.52	69.21
Provision for Workers Profit Participation Fund	7.61	8.80	10.17	11.75
Trade and Other Payables	120.39	122.80	2.50	160.64
Provision for Tax Liability	37.03	27.17	41.22	83.02
<b>Total Current Liabilities</b>	<b>288.45</b>	<b>250.31</b>	<b>146.83</b>	<b>349.77</b>
<b>Total Liabilities</b>	<b>514.16</b>	<b>432.96</b>	<b>369.70</b>	<b>620.61</b>
<b>Total Equity and Liabilities</b>	<b>1,237.96</b>	<b>1,843.49</b>	<b>1,962.53</b>	<b>2,462.31</b>



**ADN Telecom Limited**

**Projected Statement of Profit or Loss and Other Comprehensive Income**

Particulars	Audited	Projected		
	30-Jun-17	1st Year	2nd Year	3rd Year
<b>Net Revenue</b>	829.45	992.79	1,284.08	1,685.31
Cost of Goods Sold & Services	481.88	551.93	674.36	773.57
<b>Gross Profit</b>	<b>347.57</b>	<b>440.85</b>	<b>609.72</b>	<b>911.73</b>
Administrative Expenses	99.40	125.08	177.29	166.60
Distribution and Marketing Expenses	71.88	83.58	113.83	138.90
<b>Operating Profit</b>	<b>176.29</b>	<b>232.20</b>	<b>318.60</b>	<b>606.24</b>
Other Non-Operating Income	0.94	1.11	1.32	1.56
Financial Expense	17.44	2.84	2.93	3.02
<b>Profit before WPPF</b>	<b>159.79</b>	<b>230.47</b>	<b>316.98</b>	<b>604.78</b>
Workers Profit Participation Fund (WPPF)	7.61	9.58	14.37	25.90
Share of profit/(loss) of associates	0.01	-	-	-
<b>Profit before Income Tax</b>	<b>152.17</b>	<b>220.89</b>	<b>302.62</b>	<b>578.87</b>
<b>Provision for Tax</b>				
Current Tax	21.56	35.55	76.70	139.80
Deferred Tax	24.67	33.28	40.22	47.96
<b>Net Profit After Tax</b>	<b>105.94</b>	<b>152.06</b>	<b>185.69</b>	<b>391.11</b>

• Dividend is not considered

**Expected financial outcomes of the project:**

Internal Rate of Return	29.32	%
Net Present Value ( NPV)	624.74	Million Taka
Pay- Back Period (Operating Profit)	3.10	Years

**WEAKNESSES**

- Inability to offer services requiring smaller bandwidth volume due to cost of laying infrastructure.
- Lack of disruptive technology and limited infrastructure could result in delay in introduction of new innovation.
- Absence of automated tools (OSS-BSS)

**THREATS**

- Market is very competitive.
- Challenges in changes in business policy by regulatory authorities.
- First technology changes, making difficult to adopt.
- Lack of fiber infrastructure up to Union level.

**CONCLUSION**

The feasibility study of the proposed project has been conducted & analyzed from the viewpoint of management, commercial, economic and financial aspects and found to be viable in all respects. The time line of the project is vital for the completion within the estimated cost. From the analysis it reveals that the project is technically sound, financially viable and economically acceptable. The crucial aspect of the project is to raise finance through IPO to complete the project in time.

Dated: March 15, 2018

**Sd/-**  
**Md. Abdus Satter Sarkar, FCMA, ACA**  
**Partner**

**Mahfel Huq & Co.**  
**Chartered Accountants**

## REPORT OF THE INDEPENDENT PRACTITIONER

The Managing Director  
ADN Telecom Limited  
Red Crescent Concord Tower (19th Floor)  
17, Mohakhali C/A, Dhaka-1212

We, Mahfel Huq & Co have inspected the data center's plan and design of ADN Telecom Limited for IPO Proceeds.

We confirm that all the equipments required for data center which will be purchased from IPO proceeds are justifiable considering current market value as disclosed in the prospectus. However, as the time passes on, the availability of the products in the market with the same price level and stock level may affect the total cost and timeliness if the project rollout.

As for the data center standardization, ADNTel planned for complying with TIA-942 Tier-3 requirements. We have compared the planned facilities and provisions with the Rating-3 requirements of the TIA 942 (2014) standard.

The plan complies with all the requirements of the Telecommunications Rating-3, Electrical Rating-3, and Mechanical Rating-3 Parameters except the following items in the Architecture domain:

- Multi Tenant Occupancy within Building:

It is a commercial building and there are other tenants in this building having no commercial kitchen. And it will not create any impact as they will be in other floor. Hence, it satisfies the T-2 requirement.

- Facility design to international Building Code (IBC) Seismic Design Category (SDC) requirements:

According to the provided building design and BNBC 1993 standard, the building was constructed as per Bangladesh's Building Construction standard. Beside that according to Seismic Zone map of BNBC 2006 (Page 6-52 & 6-53) Dhaka has a moderate Vulnerability Level as it is in Zone-2. Dhaka has a Zone Coefficient is 0.15 where Zone-1 has 0.075 and Zone-3 has 0.25. Therefore, we consider it as T2 level.

- Floor Loading Capacity Superimposed life Load:

We received and checked the architectural designs without detail structure design document. Therefore, we estimate its load bearing capacity may not beyond 180 Lbf/ft<sup>2</sup>.

Therefore, we appraised the rating of this planned data center as **T<sub>3</sub>E<sub>3</sub>A<sub>2</sub>M<sub>3</sub>**. It means Tier-3 rating in Telecommunications, Electrical and Mechanical domains though Tier-2 in Architecture domain.

Sd/-  
Md. Shoroer Morshad Porag  
CTIA, CTDC, CDCP, ITIL, VCA-DCV  
Consultant & Team Leader  
Mahfel Huq & Co.  
Chartered Accountants

Dhaka  
Date: March 15, 2018

## SECTION: XXIII LOCK-IN

### (a) Provisions for lock-in:

#### As per Rule-10 of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015:

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 :

- shares held by sponsors, directors and shareholders holding 10% (ten percent) or more, for 03 (three) years;
- in case, any existing sponsor or director of the issuer transfers any share to any person, those transferred shares, for 03 (three) years;
- 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;
- shares held by alternative investment funds, for 01 (one) year;
- 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:

SI	Name	Status	BO ID Number	Allotment Date	Transfer Date	No. of Securities	Locked-in Year(s)	Total no. of Securities	Pre-IPO (%)
1	Asif Mahmood	Chairman	1202790015098963	22-09-2003	-	40,000	3 years	12,400,000	27.64%
				28-05-2005	-	1,560,000			
				-	18-04-2010	800,000			
				06-06-2010	-	1,600,000			
				01-04-2012	-	2,200,000			
2	Md. Moinul Islam	Director	1204350020748287	27-09-2016	-	6,200,000	3 years	6,510,000	14.51%
				22-09-2003	-	40,000			
				28-05-2005	-	1,560,000			
				06-06-2010	-	500,000			
				01-04-2012	-	1,155,000			
3	Md. Mahfuz Ali Sohel	Director	1605260034017995	27-09-2016	-	3,255,000	3 years	6,510,000	14.51%
				22-09-2003	-	40,000			
				28-05-2005	-	1,560,000			
				06-06-2010	-	500,000			
				01-04-2012	-	1,155,000			
4	Niaz Ahmed (Nominee of Savoy Ice Cream Factory Limited)	Director	1605740065993470	-	19-08-2018	1,345,000	3 years	1,345,000	3%
						666,667			
5	Waqar Ahmad Choudhury (Nominee of Vanguard AML BD Finance Mutual Fund One)	Director	1604620049756141	08-01-2014	-	666,667	3 years	1,333,334	2.97%
				27-09-2016	-	666,667			
6	Md. Abu Yousof Zakaria	Sponsors Shareholder	1202180063439033	22-09-2003	-	10,000	3 years	1,705,000	3.80%
				28-05-2005	-	390,000			
				06-06-2010	-	150,000			
				01-04-2012	-	302,500			
				27-09-2016	-	852,500			
7	Mohammad Ali Sarker	Sponsors Shareholder	1605280063613716	22-09-2003	-	10,000	3 years	1,705,000	3.80%
				28-05-2005	-	390,000			
				06-06-2010	-	150,000			
				01-04-2012	-	302,500			
				27-09-2016	-	852,500			
8	Mamonoor Rashid	Sponsors Shareholder	1605280063613684	22-09-2003	-	10,000	3 years	1,705,000	3.80%
				28-05-2005	-	390,000			
				06-06-2010	-	150,000			
				01-04-2012	-	302,500			
				27-09-2016	-	852,500			

9	Abdul Matin Miaz	Shareholder	1202200000220773	01-04-2012	-	48,000	1 year	296,000	0.66%
				27-09-2016	-	248,000	2 years		
10	Henry Hilton	Managing Director (Ex-Officio)	1605280063613708	-	03-10-2010	40,000	3 years	124,000	0.28%
				01-04-2012	-	22,000			
				27-09-2016	-	62,000			
11	Pradip Kumar Dey	Shareholder	1605280063613692	-	03-10-2010	40,000	2 years	124,000	0.28%
				01-04-2012	-	22,000	1 year		
				27-09-2016	-	62,000	2 years		
12	SEAF Bangladesh Ventures Ltd.	Shareholder	1602510065989679	08-01-2014	-	643,333	1 year	1,286,666	2.87%
				27-09-2016	-	643,333	2 years		
13	SEAF Bangladesh Ventures LLC.	Shareholder	1605830063415809	08-01-2014	-	642,916	1 year	1,285,832	2.87%
				27-09-2016	-	642,916	2 years		
14	ADN Technologies Limited	Shareholder	1204220000914879	08-01-2014	-	100,000	1 year	200,000	0.45%
				27-09-2016	-	100,000	2 years		
15	City Bank Capital Resources Limited	Shareholder	1204500046667286	08-01-2014	-	966,667	1 year	1,933,334	4.31%
				27-09-2016	-	966,667	2 years		
16	ADN Telecom Limited Employees Provident Fund	Shareholder	1204220037275497	08-01-2014	-	100,000	1 year	200,000	0.45%
				27-09-2016	-	100,000	2 years		
17	GSP Finance Company (Bangladesh) Limited	Shareholder	1202830004187028	08-01-2014	-	350,000	1 year	700,000	1.56%
				27-09-2016	-	350,000	2 years		
18	Kh. Moinul Ahsan Shamim	Shareholder	1204780000689001	08-01-2014	-	100,000	1 year	200,000	0.45%
				27-09-2016	-	100,000	2 years		
19	Digicon Technologies Limited	Shareholder	1201820068084181	-	22-10-2014	300,000	2 years	600,000	1.34%
				27-09-2016	-	300,000			
20	KJS Enterprise Limited	Shareholder	1202020057204145	-	22-12-2014	80,000	2 years	160,000	0.36%
				27-09-2016	-	80,000			
21	Saifullah Abdullah Solenkhi	Shareholder	1202020051281304	-	22-12-2014	17,000	2 years	34,000	0.08%
				27-09-2016	-	17,000			
22	Khilfat Jahan Johaira	Shareholder	1202020051307810	-	22-12-2014	151,000	2 years	302,000	0.67%
				27-09-2016	-	151,000			
23	B & B Enterprise Ltd.	Shareholder	1202790028773976	07-06-2017	-	300,000	2 years	300,000	0.67%
24	Md. Azizul Hoque	Shareholder	1202790003905930	07-06-2017	-	100,000	2 years	100,000	0.22%
25	Md. Monirul Hoque	Shareholder	1202790003905946	07-06-2017	-	100,000	2 years	100,000	0.22%
26	Saika Sultana	Shareholder	1202790019726594	07-06-2017	-	100,000	2 years	100,000	0.22%
27	Shafika Salam	Shareholder	1202790019726586	07-06-2017	-	100,000	2 years	100,000	0.22%
28	Raisuddin Ahmed Khan	Shareholder	1202790000214964	07-06-2017	-	100,000	2 years	100,000	0.22%
29	Kazi Shafiqul Islam	Shareholder	1203720004767413	07-06-2017	-	350,834	2 years	350,834	0.78%
30	Md. Ismail Hossain	Shareholder	1202400062866620	07-06-2017	-	100,000	2 years	100,000	0.22%
31	Kazi Md. Deen	Shareholder	1202790033806840	07-06-2017	-	100,000	2 years	100,000	0.22%
32	Kazi Faruq Kader	Shareholder	1202790061800438	07-06-2017	-	200,000	2 years	200,000	0.45%
33	Humayun Bokhteyar	Shareholder	1202790000003759	07-06-2017	-	50,000	2 years	50,000	0.11%
34	Khawaja Equity Services Ltd.	Shareholder	1202210025379170	07-06-2017	-	300,000	2 years	300,000	0.67%
35	Ahmad Rashid	Shareholder	1202160000211280	07-06-2017	-	400,000	2 years	400,000	0.89%
36	Ershad Securities Ltd.	Shareholder	1202320027911830	07-06-2017	-	200,000	2 years	200,000	0.45%
37	Parkway Securities Ltd.	Shareholder	1201520020432993	07-06-2017	-	200,000	2 years	200,000	0.45%
38	Parkway Holdings Ltd.	Shareholder	1201520058588615	07-06-2017	-	200,000	2 years	200,000	0.45%
39	Waliur Rahman	Shareholder	1202790062083850	07-06-2017	-	100,000	2 years	100,000	0.22%
40	Tareque Muhammad Aminul Islam	Shareholder	1604650062955044	-	05-06-2018	400,000	2 years	400,000	0.89%
41	Anita Khan	Shareholder	1203680065090118	-	05-06-2018	600,000	2 years	600,000	1.34%
42	Md. Hossain Miah	Shareholder	1202240043440921	-	05-06-2018	50,000	2 years	50,000	0.11%
43	Sharmin Rahman	Shareholder	1203650057920013	-	05-06-2018	50,000	2 years	50,000	0.11%
44	Zannatul Mahmuda	Shareholder	1204340063323169	-	05-06-2018	50,000	2 years	50,000	0.11%
45	Mizanur Rahman	Shareholder	1202190000438021	-	05-06-2018	50,000	2 years	50,000	0.11%
Total								44,860,000	100%

## SECTION: XXIV

### MARKETS FOR THE SECURITIES BEING OFFERED

The issuer shall apply to the following exchanges in Bangladesh within seven working days from the date of consent for public offer accorded by the Commission.

SL	Name of the Exchange	Logo	Address
1	Dhaka Stock Exchange Limited (DSE)		9/F, Motijheel C/A, Dhaka-1000.
2	Chittagong Stock Exchange Limited (CSE)		CSE Building, 1080 Sheikh Mujib Road, Chittagong.

### DECLARATION ABOUT LISTING OF SHARES WITH STOCK EXCHANGE(S)

None of the stock exchange(s), if for any reason, grants listing within 30 (thirty) working 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) working 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 compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within 07 (Seven) days of 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.**

## **SECTION: XXV**

### **DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED**

The company has issued ordinary shares to the subscribers to the memorandum and other shareholders from time to time which has been disclosed in the section XIII "OWNERSHIP OF THE COMPANIE'S SECURITIES"

#### **(a) Dividend, voting and preemption rights:**

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

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

#### **(b) Conversion and liquidation rights:**

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

#### **(c) Dividend policy:**

- a) 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.
- b) No larger dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net Profit of the Company shall be conclusive.
- c) No dividend shall be payable except out of profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- d) 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.
- e) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.

#### **(d) Other rights of the securities holders;**

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

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

As per the Articles of Association of the company, the qualification share of a Director shall be the holding of at least 100,000 shares @ Taka. 10/- each in the Company equivalent to Taka 1,000,000/- (Ten Lac).

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

**SECTION: XXVI**  
**FINANCIAL STATEMENTS**

- (a) The latest financial statements prepared and audited by any of the Commission's panel of auditors in adherence to the provisions of the Securities and Exchange Rules, 1987, the কোম্পানি আইন, ১৯৯৪, International Financial Reporting and Auditing Standards as adopted in Bangladesh from time to time and any other law as applicable;



**ADN Telecom Limited  
Auditors' Report and  
Audited Financial Statements**

**For the year ended 30 June 2017**

**Independent Auditors' Report  
to the Shareholders of ADN Telecom Limited**

**Report on the Financial Statements**

We have audited the accompanying financial statements of ADN Telecom Limited ("the Company") which comprise the statement of financial position as at 30 June 2017, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of financial statements in accordance with Bangladesh Financial Reporting Standards (BFRSs), the company's accounting policy, The Companies Act 1994 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSAs). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes the evaluation of the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 30 June 2017, and of its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRSs).

**Report on Other Legal and Regulatory Requirements**

In accordance with The Companies Act 1994, we also report the followings:

- i) 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;
- ii) 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 and proper returns adequate for the purpose of the audit have been received from branches not visited by us;
- iii) the statement of financial position and statement of comprehensive income dealt with by the report are in agreement with the books of account and returns ; and
- iv) the expenditure incurred was for the purpose of the company's business.

**Sd/-**

**Dated: September 11, 2017**  
**Place: Dhaka**

**Syful Shamsul Alam & Co.**  
**Chartered Accountants**

**ADN TELECOM LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT JUNE 30, 2017**

Particulars	Notes	Amount in BDT	
		30-Jun-17	30-Jun-16
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	4	733,904,274	692,417,813
Intangible Assets	5	1,185,928	1,419,852
Investment	6	9,345,901	9,360,722
<b>Total Non-Current Assets</b>		<b>744,436,103</b>	<b>703,198,387</b>
<b>Current Assets</b>			
Inventories	7	2,363,500	1,572,550
Trade and Other Receivables	8	230,783,227	213,306,717
Advance, Deposits and Prepayments	9	154,458,616	141,282,065
Cash and Cash Equivalents	10	105,920,885	9,450,266
<b>Total Current Assets</b>		<b>493,526,228</b>	<b>365,611,598</b>
<b>Total Assets</b>		<b>1,237,962,331</b>	<b>1,068,809,985</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital &amp; Reserves</b>			
Share Capital	11	448,600,000	209,295,830
Share Premium	12	83,005,464	68,626,294
Retained Earnings	13	192,201,027	316,489,443
<b>Total Equity</b>		<b>723,806,491</b>	<b>594,411,567</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
Term Loan	14	89,072,396	98,950,656
Lease Liabilities	15	3,690,151	2,599,993
Deferred Tax Liability	20	132,945,393	108,272,480
<b>Total Non-Current liabilities</b>		<b>225,707,940</b>	<b>209,823,129</b>
<b>Current Liabilities</b>			
Current Portion of Term Loan	14	31,854,212	22,776,384
Current Portion of Lease Liabilities	15	1,149,324	652,914
Short Term Loan	19	23,238,981	14,445,213
Accrued Expenses	17	67,174,555	48,892,173
Provision for Workers' Profit Participation Fund (WPPF)	18	7,609,244	6,582,772
Trade and Other Payables	16	120,392,762	155,523,459
Provision for Tax Liability	20	37,028,822	15,702,374
<b>Total Current Liabilities</b>		<b>288,447,900</b>	<b>264,575,289</b>
<b>Total Liabilities</b>		<b>514,155,840</b>	<b>474,398,418</b>
<b>Total Equity and Liabilities</b>		<b>1,237,962,331</b>	<b>1,068,809,985</b>
<b>Net Asset Value (NAV) Per Share</b>	29	<b>16.13</b>	<b>14.22</b>

The annexed notes form an integral part of the financial statements.

Sd/-  
Chairman

Sd/-  
Director

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Company Secretary  
As per our report of same date.

Date: September 11, 2017  
Place: Dhaka

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

**ADN TELECOM LIMITED**  
**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED JUNE 30, 2017**

Particulars	Notes	Amount in BDT	
		30-Jun-17	30-Jun-16
<b>Net Revenue</b>	21	<b>829,452,281</b>	<b>757,317,248</b>
Cost of Goods Sold & Services	22	(481,879,050)	(459,998,605)
<b>Gross Profit</b>		<b>347,573,231</b>	<b>297,318,643</b>
<b>Operating Expenses</b>			
Administrative Expenses	23	99,397,739	88,247,330
Distribution and Marketing Expenses	24	71,882,906	68,055,131
		<b>(171,280,645)</b>	<b>(156,302,461)</b>
<b>Profit before Interest and Tax</b>		<b>176,292,586</b>	<b>141,016,182</b>
Other Non-Operating Income	25	938,502	792,457
Financial Expense	26	(17,436,964)	(10,153,204)
		<b>159,794,124</b>	<b>131,655,435</b>
Workers Profit Participation Fund (WPPF)	18	(7,609,244)	(6,582,772)
Share of profit/(loss) of associates	6	(14,821)	(25,925)
<b>Profit before Tax</b>		<b>152,170,059</b>	<b>125,046,738</b>
<b>Provision for Tax</b>			
Current Tax	27	(21,560,149)	(15,702,373)
Deferred Tax	27	(24,672,913)	(21,582,122)
		<b>(46,233,062)</b>	<b>(37,284,495)</b>
<b>Net Profit After Tax</b>		<b>105,936,997</b>	<b>87,762,243</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income</b>		<b>105,936,997</b>	<b>87,762,243</b>
<b>Earnings Per Share (EPS)</b>	28	<b>2.52</b>	<b>2.10</b>
<b>Diluted Earnings Per Share (EPS)</b>	28	<b>2.36</b>	<b>2.10</b>

The annexed notes form an integral part of the financial statements.

Sd/-  
Chairman

Sd/-  
Director

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Company Secretary

As per our report of same date.

Date: September 11, 2017  
Place: Dhaka

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants



**ADN TELECOM LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2017**

Particulars	Amount in BDT			
	Ordinary Share Capital	Share Premium	Retained Earnings	Total
<b>Balance as at July 01, 2015</b>	209,295,830	71,391,670	228,727,200	509,414,700
Net Profit after Tax	-	-	87,762,243	87,762,243
Adjustment during the year	-	(2,765,376)	-	(2,765,376)
<b>Balance as at 30 June 2016</b>	<b>209,295,830</b>	<b>68,626,294</b>	<b>316,489,443</b>	<b>594,411,567</b>
<b>Balance as at 1 July 2016</b>	209,295,830	68,626,294	316,489,443	594,411,567
Stock Dividend for 2014-2015	209,295,830	-	(209,295,830)	-
Cash Dividend for 2015-2016	-	-	(20,929,583)	(20,929,583)
Addition during the year	30,008,340	15,004,170	-	45,012,510
Adjustment during the year	-	(625,000)	-	(625,000)
Net Profit after tax	-	-	105,936,997	105,936,997
<b>Balance as at 30 June 2017</b>	<b>448,600,000</b>	<b>83,005,464</b>	<b>192,201,027</b>	<b>723,806,491</b>

Sd/-  
Chairman

Sd/-  
Director

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Company Secretary

**ADN TELECOM LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED JUNE 30, 2017**

Particulars	Note	Amount in BDT	
		30-Jun-17	30-Jun-16
<b>Cash Flow from Operating Activities</b>			
Cash Received from Customers & Others	32	814,823,678	751,356,010
Cash Paid to Suppliers & Others	33	(474,370,848)	(382,542,735)
Paid for Operating Expenses	34	(144,232,422)	(143,695,974)
<b>Cash generated from Operations</b>		<b>196,220,408</b>	<b>225,117,301</b>
Finance Expenses Paid	35	(16,909,482)	(7,350,580)
Interest Received on STD	25	378,502	792,457
Income Tax Paid	36	(23,855,899)	(15,772,184)
<b>Net Cash Flow from Operating Activities</b>		<b>155,833,529</b>	<b>202,786,993</b>
<b>Cash Flow from Investing Activities</b>			
Acquisition of Property, Plant & Equipments and Intangible Assets	37	(90,585,741)	(172,750,240)
Proceed from Sale of Property, Plant & Equipments	25	560,000	-
Advance for Land (purchase)/adjustment	9.1.3	(3,000,000)	2,293,345
Investment in Associates	6	-	(2,100,000)
<b>Net Cash Flows from /(used) for Investing activities</b>		<b>(93,025,741)</b>	<b>(172,556,895)</b>
<b>Cash Flow from Financing Activities</b>			
Repayment of Long Term Borrowing	38	(20,800,432)	(28,984,868)
Receipt of Long Term Borrowing	39	20,000,000	120,000,000
Repayment of Short Term Borrowing		(30,300,866)	(32,904,875)
Receipt of Short Term Borrowing		39,094,634	29,389,278
Proceed from Issue of Equity Share		45,012,510	-
Dividend Paid		(20,929,583)	-
Payment for Deferred Letter of Credit	16.2.3	-	(122,151,436)
Repayment to Lease Finance	15	(813,432)	(713,573)
Fund Received from Lease Finance	15	2,400,000	3,500,000
<b>Net Cash Flows from/ (used) for Financing Activities</b>		<b>33,662,831</b>	<b>(31,865,474)</b>
<b>Net Cash Increase/(Decrease) during the year</b>		<b>96,470,619</b>	<b>(1,635,375)</b>
<b>Opening Cash and Cash Equivalents</b>		<b>9,450,266</b>	<b>11,085,641</b>
<b>Closing Cash and Cash Equivalents</b>		<b>105,920,885</b>	<b>9,450,266</b>

Sd/-  
Chairman

Sd/-  
Director

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Company Secretary

**ADN Telecom Limited**  
**Notes to the Financial Statements**  
**For the year ended June 30, 2017**

**1.0 Company and its activities**

**a) Company Profile**

ADN Telecom Ltd. (Formerly known as Advanced Data Networks System Limited) was incorporated on 22 September, 2003 under The Companies Act 1994 as a Private Limited Company. It commenced its commercial operation in 2003. ADN Telecom Ltd. was converted into Public Ltd Co. from Private Ltd on 25 July, 2012. The company has been awarded with the ISO 9001:2008 certification for serving its valued customers with the service of excellent quality.

The registered office of the company is located at Red Crescent Concord Tower, 17 Mohakhali C/A, (19th Floor) Dhaka- 1212, Bangladesh. The business office of the company is located at Red Crescent Concord Tower, 17 Mohakhali C/A, (19th Floor) Dhaka- 1212, Bangladesh.

**b) Nature of Business**

The principal activities of the company includes providing seamless, secured data & internet connectivity to various grades of customers using fiber, satellite and wireless solutions. ADN Telecom Ltd. has been providing services in the market with a high level of success since 2003. ADN Telecom Ltd. is the prime service provider for domestic and international connectivity services and solutions duly authorized by the Bangladesh Telecommunication Regulatory Commission (BTRC).

ADN Telecom is a first tier Telecom service provider as well as an IT Enabler Service provider. It's range of products allow it to deliver service to mostly corporate, B2B, government, financial institutions, etc. There are future plans to expand coverage to include B2C products and services.

**c) Legal Compliance**

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of The Companies Act 1994. On the basis of these Regulations, Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) were applied with the applicable standards at the Balance Sheet date.

**d) Compliance with Financial Reporting Standards as applicable in Bangladesh**

BAS/ BFRS	Title	Remarks
BAS 1	Presentation of Financial Statements	Complied
BAS 2	Inventory	Complied
BAS 7	Statement of Cash Flows	Complied
BAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
BAS 10	Events after the Reporting Period	Complied
BAS 11	Construction Contracts	N/A
BAS 12	Income Taxes	Complied
BAS 16	Property, Plant and Equipment	Complied
BAS 17	Leases	Complied
BAS 18	Revenue	Complied
BAS 19	Employee Benefits	Complied
BAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
BAS 21	The Effects of Changes in Foreign Exchange Rates	Complied
BAS 23	Borrowing Costs	Complied
BAS 24	Related Party Disclosures	Complied
BAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
BAS 27	Consolidated and Separate Financial Statements	N/A
BAS 28	Investments in Associates and Joint Ventures	Complied
BAS 31	Interests in Joint Ventures	N/A
BAS 32	Financial Instruments: Presentation	Complied
BAS 33	Earnings per Share	Complied



BAS 34	Interim Financial Reporting	N/A
BAS 36	Impairment of Assets	Complied
BAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
BAS 38	Intangible Assets	Complied
BAS 39	Financial Instruments: Recognition and Measurement	Complied
BAS 40	Investment Property	N/A
BAS 41	Agriculture	N/A
BFRS-1	First Time Adoption of BFRS	N/A
BFRS-2	Share Based Payment	N/A
BFRS-3	Business Combinations	N/A
BFRS-4	Insurance Contracts	N/A
BFRS-5	Non-Current Assets held for Sale and Discontinued Operations	N/A
BFRS-6	Exploration for and Evaluation of Mineral Resources	N/A
BFRS-7	Financial Instruments : Disclosures	Complied
BFRS-8	Operating Segments	Complied
BFRS-10	Consolidated Financial Statements	N/A
BFRS-11	Joint Arrangements	N/A
BFRS-12	Disclosure of Interests in Other Entities	Complied
BFRS-13	Fair Value Measurement	Complied
BFRS-14	Regulatory Deferral Accounts	N/A

## 2.0 Significant Accounting Policies and Basis of Preparation

### 2.01 Statement of Compliance

The financial statements have been prepared on a going concern basis and accrual method under historical cost convention. No consideration was taken for the effect of inflation. The preparation and presentation of the financial statements and the disclosure of information have been made in accordance and in conformity with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) and The Companies Act 1994.

### 2.02 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 are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

### 2.03 Functional and Presentation Currency

Items included in these financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka (Taka/Tk./BDT) which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest Taka.

### 2.04 Reporting Period

These financial statements cover one year starting from July 1, 2016 to June 30, 2017.

### 2.05 Comparative Information and Rearrangement thereof

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.

Figures for prior year have been re-arranged wherever considered necessary to ensure better comparability with current year.

#### **2.06 Use of Estimates and Judgments**

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision of accounting estimates is recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

#### **2.07 Materiality and Aggregation**

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the ADN Telecom Ltd. has a legal right to set off the amounts and intends to settle on net basis. Income and expenses are presented on a net basis only when permitted by the relevant accounting standards.

#### **2.08 Consistency**

In accordance with BFRS framework for the presentation of financial statements together with BAS-1 and BAS-8, ADN Telecom Limited discloses its information consistently from one period to the next. Where selecting and applying new accounting policies, changes in accounting policies, correction of errors, the amount involved are accounted for and disclosed retrospectively in accordance with the requirement of BAS-8. However, for changes in the accounting estimates the related amount is recognized prospectively in the current period and in the next period or periods.

#### **2.09 Foreign Currency Transactions and Translations**

##### **a) Foreign currency transactions**

Transactions/Day End Balances in foreign currencies are converted into respective functional currencies at the rate of exchange ruling at the date of transactions as per BAS 21 'The Effects of Changes in Foreign Exchange Rates'. Effects of Exchange rate differences (rates at which transactions were initially recorded and the rate prevailing on the reporting date/date of settlements) applied on the monetary assets or liabilities of the Company are recorded in the Profit or Loss Account.

##### **b) Foreign currency translations**

Assets and liabilities have been presented into Taka (which is functional currency of the Company) using year end spot rate of exchange of the Company and incomes and expenses are translated using spot rate of exchange. The foreign currency translation difference is a net result of exchange difference of year end standard mid rate and monthly average of standard mid rate arising from translation of functional currency to presentation currency.

#### **2.10 Statement of Cash Flows**

BAS 1 requires that a complete set of financial statement requires preparation of statement of cash flows. The statement of cash flows is prepared as it provides information about cash flows of the enterprise which is useful in providing users of financial statements with the information about ability of the enterprise to generate cash and utilization of those cash.

Statement of cash flows has been prepared under the direct method for the year end, classified by operating, investing and financing activities as prescribed in paragraph 10 and 18(a) of BAS 7 Statement of Cash Flows.

### 2.11 Statement of Changes in Equity

The Statement of Changes in Equity reflects information about the increase or decrease in net assets or wealth. The statement also shows item-wise movement along with the description of changes from the end of last year to the end of current period.

### 2.12 Property, Plant and Equipments

#### a) Recognition and measurement

In pursuant to BAS 16: Property, Plant and Equipment, the cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the entity, and the cost of the item can be measured reliably.

Fixed assets have been accounted for at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs of enhancement of existing assets are recognized as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of such items can be measured reliably. All other expenditures are charged to the Profit and Loss account in the financial period which they are incurred.

#### Assets Obtained under Lease Agreements

In pursuant to BAS 17: Leases, the fixed asset (motor vehicle & equipment) acquired under finance lease is accounted for at the lower of present value of minimum lease payments under the lease agreement and the fair value of asset. The related obligation under the lease is accounted for as liability. Finance charges are allocated to accounting period in a manner so as to provide a constant rate of charge on the outstanding liability.

#### b) Depreciation

No depreciation is charged on land and capital work in progress (CWIP) as the land has unlimited useful life and CWIP has not yet been placed in service.

Depreciation on assets is calculated using the Reducing Balance Method to allocate the cost amount over their estimated useful lives. In respect of addition of fixed assets, depreciation is charged full month in the month of addition. No depreciation is charged in the month of disposal.

Depreciation is charged using the following rates on the fixed assets:

Assets Category	Depreciation Rate	
	FY 2016-2017	FY 2015-2016
Computer & Accessories	30%	30%
Office Equipments	20%	20%
Furniture & Fittings	10%	10%
Radio Link, Infrastructure & Backbone Equipments	5%	5%
Fiber Equipment & Accessories	5%	5%
IPTSP & Video Conference Equipment	20%	20%
Optical Fibre	30%	30%
Motor Vehicle	20%	20%
Leasehold Motor Vehicle	20%	20%
Support Equipment	5%	5%



**c) Gain or Loss on Disposal**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised as profit or loss.

**d) Capitalisation of Borrowing Costs**

As per the requirements of BAS 23: Borrowing Costs, directly attributable borrowing costs are capitalised during construction period for all qualifying assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are those borrowing costs that would have been avoided if the expenditure on the qualifying asset had not been made. All other borrowing costs are recognised as profit or loss in the period in which they are incurred.

**2.13 Intangible Assets**

In accordance with BAS 38 Intangible Assets, the intangible assets (computer software) are recorded at historical cost less accumulated amortization. Amortization is calculated on reducing balance method using the 20% amortization rate.

**2.14 Impairment of Assets**

The carrying amount of Company's assets are reviewed with sufficient regularity to determine whether there is any indication of impairment. Any impairment loss is recognized in the profit and loss account if the carrying amount of an asset exceeds its recoverable amount [BAS 36 *Impairment of Assets*]. No such impairment loss has been arisen and recognized during the year ended 30 June 2017.

**2.15 Valuation of Inventories**

Inventories are stated at lower of cost and Net Realisable Value (NRV) in compliance with the requirements of paras 21 and 25 of BAS-2 (Inventories)

The cost of inventories is based on the weighted average cost principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

Net Realisable Value (NRV) is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

**2.16 Trade and Other Receivables**

Accounts receivable represent the amounts due from subscribers and other parties for services. Accounts receivable are measured at the original invoice amount. Accounts receivables are stated net of allowance for doubtful debts. Other receivables comprise other non-trade receivables and interest receivables. Other receivables are stated net of provision for doubtful debts, if any.

**2.17 Advance, Deposit & Prepayments**

Advances are initially measured at cost. After initial recognition, advance are carried at cost less deduction, adjustment or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of Comprehensive Income.

**2.18 Cash & Cash Equivalents**

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.

## 2.19 Provisions, Contingent Liabilities and Contingent Assets

Provisions are liabilities of uncertain timings or amount. Provisions are recognized when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be repaid to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

All provisions are recognized by making the best estimate of the amounts in accordance with BAS 37: Provisions, Contingent Liabilities and Contingent Assets.

## 2.20 Trade & Other Payables

Trade & other payables for goods and services received have been accounted for those goods and services for which no payment has been made. Payables are not interest bearing and are stated at their normal value.

## 2.21 Employee Benefits

### (a) Provident Fund

The company operates a contributory provident fund for its permanent employees, provision for which is being made annually as per the rules. It is administered by a Board of Trustees and is funded by contribution partly from the employee and partly from the company at predetermined rates. This contribution is invested separately from the company's assets.

### (b) Group Insurance Benefit

The permanent employees of the company are covered under a group term Health Insurance Scheme premium which is being charged to profit and loss account. All regular employees are entitled to the benefits of the Group term insurance coverage from the date of joining.

### (c) Gratuity Benefit

The permanent confirmed employees of the company are covered under a gratuity benefit which is being charged to profit and loss account. Every confirmed regular employee serving the company for continuous period of five years from the date of joining is entitled to receive gratuity to one basic pay, which the employee has drawn last, for every year of service.

### (d) Workers' Profit Participation Fund

The company has made a provision for Workers' Profit Participation Fund (WPPF) for the year ended 30 June 2017. The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation Fund in accordance with Bangladesh Labour Act 2006 as amended 2013.

## 2.22 Taxation

Income Tax Expenses comprise current and deferred taxes. Income tax expenses is recognized in the Statement of Comprehensive Income except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

### a) Current Tax

Current Tax is the tax payable on the taxable income for the year, using tax rates as applicable for the respective concern year as per Income Tax Ordinance (ITO) 1984, and any adjustment to tax payable in respect of previous years.

Current Tax has been calculated on the basis of add and back of some inadmissible and admissible expenses respectively as per ITO 1984.

The tax rate used for the reporting period (Except revenue earned from export service) is as follows:

Year:	Tax rate:
2016-2017	35%
2015-2016	35%

The tax rate used for revenue earned from export service is 17.50% as per The Sixth Schedule- (Part A, Para 28), ITO 1984.



**b) Deferred Tax**

Deferred tax is recognised in compliance with BAS 12: Income Taxes, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and amount used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the date of statement of financial position. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilized. Deferred tax assets are reviewed at each year-end and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**2.23 Capital / Shareholder's Equity**

**a) Authorized Capital**

Authorized capital is the maximum amount of share capital that the Company is authorized by its Memorandum and Articles of Association to issue to shareholders.

**b) Paid-up Capital**

Paid-up Capital represents total amount of shareholder capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholder's meetings. In the event of a winding-up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

**c) Retained Earnings**

The surplus amount after appropriation of profit is kept in Retained Earnings

**d) Share Premium**

The share premium represents the excess amount received by the Company from its shareholders over the nominal/par value of its share. The amount of share premium may be utilized as per the provision of Section 57 of The Companies Act, 1994.

**3.00 Revenue Recognition, Measurement and Presentation**

Revenues are recognized when goods are delivered or services rendered, to the extent that it is probable that the economic benefits from the transactions will flow to the company and the revenues can be reliably measured. Revenues are measured at the fair value of the consideration received or receivable, net of discounts and sales related taxes. These taxes are regarded as collected on behalf of the authorities.

Revenue from rendering services include the following:

- Internet Service
- Data Connectivity-IPVPN
- IP (Internet Protocol) Telephony Services
- Telehouse & Hosting
- Equipment Sales
- Multi Protocol Label Switching (MPLS)
- International Private Leased Circuit (IPLC)

Company provides these services to the client on a monthly basis, and it is charged to the clients as prepaid or postpaid basis. The company recognizes revenue on the following basis:

- a. The company recognizes service as revenue when invoice is raised at the beginning of the month for prepaid customers and at the end of the month for the post paid customers.
- b. Interest income on bank deposits and short-term investments is recognized on receipt or accrual basis.
- c. All other income is recognized on receipt or due basis.

### **3.01 Earnings Per Share (EPS)**

The Company calculates earnings per share (EPS) in accordance with BAS 33 “*Earnings Per Share*” which has been shown on the face of Profit and Loss Account. Earnings per share (EPS) has been calculated by dividing the net profit after tax by the total number of ordinary shares outstanding at the end of the period. Details are shown in note 31 to the financial statements.

#### **Basic Earnings per Share**

Basic earnings per share shall be calculated by dividing profit or loss attributable to ordinary equity holders of the entity (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period.

#### **Diluted Earnings per Share**

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the total number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

### **3.02 Related Party Disclosure**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per BAS 24 ‘Related Party Disclosures’, BSEC guidelines. Details of the related party transactions have been disclosed in note 44.

### **3.03 Components of Financial Statements**

- a) Statement of Financial Position
- b) Statement of Profit or Loss and Other Comprehensive Income
- c) Statement of Changes in Equity
- d) Statement of Cash Flows
- e) Notes to the Financial Statements

### **3.04 Other Regulatory Compliances**

The company is also required to comply with the following major legal provisions in addition to The Companies Act 1994 and other applicable laws and regulations but not limited to:

- The Income Tax Ordinance & Rules, 1984
- The Value Added Tax Act & Rules, 1991
- Bangladesh Telecommunication Regulatory Commission Act, 2001
- The Customs Act 1969
- Bangladesh Labour Act 2006 (Amended in 2013)
- Bangladesh Labour Rules 2015
- The Security & Exchange Rules, 1987

### **3.05 Reconciliation of Books and Account**

Books of account in regard to Parties (in Bangladesh and outside Bangladesh) as well as Bank are reconciled at regular intervals to keep the unreconciled balances within non-material level.

		Amount in BDT	
		30 June 2017	30 June 2016
<b>4.0 Property, Plant &amp; Equipments:</b>			
Freehold Property, Plant & Equipments	Note No-4.1	729,725,958	687,194,918
Leasehold Property, Plant & Equipments	Note No-4.2	4,178,316	5,222,895
		<b>733,904,274</b>	<b>692,417,813</b>
<b>4.1 Freehold Assets:</b>			
Land and Land Development		54,876,546	54,876,546
Radio Link, Infrastructure & Backbone Equipments		399,076,778	395,403,679
Fiber Equipment		119,558,023	115,454,339
Computer & Computer Equipments		11,453,219	12,728,754
Office Equipments		17,570,393	16,498,164
Optical Fiber		22,911,298	17,208,655
Furniture & Fittings		10,357,852	7,477,624
IPTSP & Video Conference Equipment		4,601,785	5,406,441
Motor Vehicle		7,470,412	2,920,128
Support Equipment		81,849,653	59,220,588
<b>Total Freehold Assets</b>		<b>729,725,958</b>	<b>687,194,918</b>
<b>4.2 Leasehold Assets:</b>			
Leasehold Motor Vehicle		4,178,316	5,222,895
<b>Total Lease hold Assets</b>		<b>4,178,316</b>	<b>5,222,895</b>
<b>Total Property, plant &amp; Equipments</b>		<b>733,904,274</b>	<b>692,417,813</b>
* Details of Property, Plant & Equipments are shown in "Annexure- A"			
<b>5.0 Intangible Assets</b>			
Software		<b>1,185,928</b>	<b>1,419,852</b>
* Details of Software are shown in "Annexure- B"			
<b>6.0 Investment in Associates</b>			
<i>This is made up as follows:</i>			
Opening Investment in Share		9,360,722	7,286,647
Addition: During the year		-	2,100,000
Share of profit/(loss) of associates		(14,821)	(25,925)
<b>Total</b>		<b>9,345,901</b>	<b>9,360,722</b>
* ADN Telecom Limited hold 32% share of My Tel Limited of which 25% share was at the time of formation of My Tel Limited, and Subsequently 7% acquired from Mr. Moshir Rahman, shareholder of My Tel Ltd. As per BAS-28 this investment is required to be treated as Investment in Associate using Equity Accounting Method. Under Equity Accounting the carrying value of the Investment in My Tel Ltd. is equal to cost plus any profit earned after acquisition.			
<b>7.0 Inventories</b>			
<i>This is made up as follows:</i>			
Customer premises equipment (CPE) & Indoor Unit (IDU)		2,363,500	1,572,550
		<b>2,363,500</b>	<b>1,572,550</b>
<u>Inventories Details:</u>	<u>Qty</u>	<u>Unit Price</u>	
CPE (Corporate-KZ Broad Band)	661	2,500.00	1,652,500
IDU (USB Modem-Green Packet)	474	1,500.00	711,000
			<b>2,363,500</b>
			<b>1,572,550</b>

\* The Cost Price of CPE & IDU was Tk. 2,450.00 & Tk. 1,750.00 per unit respectively.



**8.0 Trade and Other Receivables***This is made up as follows:*

Trade Receivable	Note No-8.1	202,286,151	186,626,169
Other Receivable	Note No-8.2	31,268,802	28,420,895
		<b>233,554,953</b>	<b>215,047,063</b>
Less: Bad debt written off		2,771,726	1,740,347
		<b>230,783,227</b>	<b>213,306,716</b>

**8.1 Trade Receivable***This is made up as follows:*

Opening Balance	184,885,822	178,924,583
Add: Addition during the year	829,452,281	757,334,239
	<b>1,014,338,103</b>	<b>936,258,822</b>
Less: Received during the year	814,823,678	751,373,000
<b>Net Closing Balance</b>	<b>199,514,425</b>	<b>184,885,822</b>
Add: Bad debt written off	2,771,726	1,740,347
	<b>202,286,151</b>	<b>186,626,169</b>

**Ageing of Accounts Receivable:**

<b>Duration</b>		
1-30 days	112,404,376	85,797,028
31-60 days	66,802,221	46,334,063
61-90 days	9,317,359	30,027,707
91-180 days	7,913,684	15,214,106
181-365 days	4,584,933	7,512,919
Over 365 days	1,263,577	1,740,347
	<b>202,286,151</b>	<b>186,626,169</b>

**8.2 Other Receivables***This is made up as follows:*

Mobile Bill Receivable	4,443	7,771
Interest Receivable	93,055	-
InGen Motors Ltd.	560,000	560,000
Agni Systems Ltd	3,199,882	3,199,882
InGen Technologies Ltd.	24,180,665	22,168,032
Industrial and Infrastructure Development Finance Company Ltd (IIDFC)	3,230,757	2,485,210
	<b>31,268,802</b>	<b>28,420,895</b>

**8.3 Disclosure as per Para F of Schedule XI, Part-1, The Companies Act, 1994**

Receivables considered good in respect of which the company is fully secured.	-	-
Receivables considered good in respect of which the company holds no security other than the debtor personal security.	195,851,329	176,853,339
Receivables considered doubtful or bad.	2,771,726	1,740,347
Receivables due by directors or other officers of the company	-	-
Receivables due by common management.	3,663,096	8,032,483
The maximum amount of receivable due by any director or other officer of the company.	-	-
<b>Total</b>	<b>202,286,151</b>	<b>186,626,169</b>

## 9.0 Advance, Deposits and Prepayments

This is made up as follows:

<u>Particulars</u>			
Advance	Note - 9.1	123,713,844	103,364,857
Deposits	Note - 9.2	26,297,667	31,478,337
Prepayments	Note - 9.3	4,447,105	6,438,871
		<b>154,458,616</b>	<b>141,282,065</b>

\* All the above Advance, Deposits & Prepayments are considered secured by the management.

## 9.1 Advance

This is made up as follows:

Advance against Staff Salary		713,073	947,473
Advance against Imprest Fund		1,040,350	310,000
Advance against Expenses		3,905,560	1,682,791
Advance against Employee Laptop Scheme		822,488	990,722
Advance against Letter of Credit (LC)		27,691,226	13,179,374
Advance Income Tax	Note - 9.1.1	35,595,703	11,973,505
Advance against IPO Expenses	Note - 9.1.2	1,000,000	1,000,000
Advance against C & F Agent		328,977	36,387
Advance to Others	Note - 9.1.3	52,616,466	73,244,604
		<b>123,713,844</b>	<b>103,364,857</b>

### 9.1.1 Advance Income Tax

This is made up as follows:

Advance Income Tax (AIT) Deducted at Source	31,380,397	10,473,505
Advance Tax Paid	4,215,306	1,500,000
	<b>35,595,703</b>	<b>11,973,505</b>

#### Year Wise break up

Income Year 2015-2016/Assessment year 2016-2017	11,973,505	11,973,505
Income Year 2016-2017/Assessment year 2017-2018	23,622,198	-
	<b>35,595,703</b>	<b>11,973,505</b>

### 9.1.2 Advance for IPO Expenses

This is made up as follows:

ICB Capital Management Ltd	1,000,000	1,000,000
	<b>1,000,000</b>	<b>1,000,000</b>

### 9.1.3 Advance to Other

This is made up as follows:

ADN Eduservices Ltd	5,000,000	-
Advance for Land purchase- ADN Technologies Ltd	5,006,655	2,006,655
Advance against Bandwidth Purchase-BD Link	3,590,971	21,615,000
Corolla Corporation	-	700,000
Advance against Bandwidth Purchase-MCL	9,188,181	17,972,290
Advance against Share Purchase	813,250	813,250
My Tel Limited	29,017,409	30,137,409
	<b>52,616,466</b>	<b>73,244,604</b>

\* Advance against share purchase amounting Tk. 813,250 was given for purchasing share of My Tel Limited to Mr. Moshir Rahman, a shareholder of My Tel Limited.

## 9.2 Deposits

*This is made up as follows:*

Bank Guarantee	Note - 9.2.1
Earnest Money	Note - 9.2.2
Lease Deposit	Note - 9.2.3
Security Deposit	Note - 9.2.4

1,211,552	8,246,872
1,744,800	1,722,100
3,941,560	3,941,560
19,399,755	17,567,805
<b>26,297,667</b>	<b>31,478,337</b>

### 9.2.1 Bank Guarantee Margin & Tender Security

*This is made up as follows:*

Bangladesh Bank - Wifi Network Establish
Bangladesh Krishi Bank - Tender of Data Connectivity
Bangladesh Police - Internet Connection
BTRC - IP Telephony Service
Civil Aviation Authority of Bangladesh
DPDC - WAN Connectivity
Hazrat Shahjalal International Airport- Wifi Connectivity
Janata Bank Ltd - WAN Connectivity
Ministry of Health & Family Welfare-WAN Connectivity
National University - Internet Connection
SKC & C Co.Ltd - WAN Connectivity
Sonali Bank Ltd - WAN Connectivity
Southeast Bank Ltd - WAN Connectivity

-	54,519
170,834	173,165
4,500	4,500
100,000	100,000
154,500	-
124,880	124,880
50,000	-
181,925	161,915
22,060	-
26,900	38,900
-	7,161,026
355,953	407,967
20,000	20,000
<b>1,211,552</b>	<b>8,246,872</b>

### 9.2.2 Earnest Money & Tender Security

*This is made up as follows:*

Bangladesh Commerce Bank - WAN Connectivity
Bangladesh Krishi Bank - WAN Connectivity
Chittagong Port Authority - WAN Connectivity
SSF-Internet Connection
RAB- WAN Connectivity
Independent University - WAN Internet Connectivity
Investment Corporation of Bangladesh - Internet Connectivity
Islami Bank Bangladesh Ltd- WAN Connection
Jamuna Oil Company Ltd- WAN Connectivity
Karnaphuli Gas Distribution Company Ltd- WAN Connectivity
Marine Academy Bangladesh - WAN Connectivity
BUET - WAN Connectivity
Prime Bank Ltd -WAN Connectivity.
Rajshahi Krishi Unnayan Bank - WAN Connectivity
Rupali Bank Ltd - Vendor Enlistment Purpose
Rupantarita Praktik Gas co Ltd - WAN Connectivity
Bangladesh Army - Cantonment WiFi Project
UCEP Bangladesh - WAN Connectivity

-	5,000
200,000	200,000
349,900	349,900
5,000	5,000
90,000	60,000
-	33,600
35,000	35,000
332,600	332,600
126,000	126,000
-	20,000
10,000	10,000
25,000	25,000
170,000	170,000
230,000	230,000
65,000	65,000
25,000	25,000
30,000	30,000
51,300	-
<b>1,744,800</b>	<b>1,722,100</b>

### 9.2.3 Lease Deposit

This is made up as follows:

IDLC-Advance Against Initial Deposit

3,941,560	3,941,560
<b>3,941,560</b>	<b>3,941,560</b>

### 9.2.4 a) Security Deposits - Office & Point of Presence (POP) Rent

This is made up as follows:

Agrabad POP	300,000	300,000
Banani POP	30,000	-
Banani Store	1,200,000	1,200,000
Baridhara POP	36,000	36,000
RCC Tower office Rent (3rd & 4th Floor)	1,024,800	1,024,800
Narayangonj POP	149,079	-
BEPZA POP	150,000	150,000
Bogra Office	70,500	-
Chittagong Nazim Uddin Road office	109,998	-
Chittagong Office	500,000	500,000
Chittagong POP	141,000	150,000
Chittagong Port-POP	15,000	15,000
Dhanmondi Office Rent	450,000	-
Gulshan Guest House	-	192,000
Joydevpur POP	-	2,000
Khulna Office	-	28,000
Faridpur POP	50,000	-
Gazipur Store	75,000	75,000
Gazipur POP	150,000	150,000
Gulshan-1 POP	48,000	48,000
Gulshan-2 POP	50,000	50,000
JBT Tower POP & Office Rent	243,738	243,738
Kalurghat POP	90,000	90,000
KEPZ POP	41,727	41,727
Khulna (Shib Bari) POP	20,000	20,000
Khulna Office Rent	-	62,000
Mirpur-10 POP	21,000	21,000
Narayangonj POP	47,921	75,000
RCC Tower (19th floor) Office Rent	731,238	683,400
Nowabpur-POP	200,000	200,000
Shanti Nagar POP	60,000	-
Sylhet Office Rent	50,000	50,000
Sylhet POP-1	27,000	27,000
Sylhet POP-2	50,000	-
Tongi (SKS) POP	50,000	50,000
Uttara POP-1	50,000	50,000
Uttara POP-3	50,000	50,000
Uttara POP-2	72,000	72,000
Uttara Support Office Rent	40,500	40,500
	<b>6,394,501</b>	<b>5,697,165</b>



**b) Security Deposits Others**

*This is made up as follows:*

Bangladesh Bank- WAN Connectivity	-	13,000
Bangladesh Coast Guard - WAN Connectivity	60,000	-
Bangla Phone- WAN Connectivity Purpose	35,000	35,000
Deposit against BTRC Submarine Cable	2,000,000	2,000,000
Bangladesh Police,SB- WAN Connectivity	-	30,000
Bangladesh Secretariate- WAN Connectivity	20,000	-
Bangladesh Submarine Cable Limited- Bandwidth Bill	1,891,290	1,561,056
BD Link Communication Ltd- Bandwidth Bill	5,935,651	5,935,651
BEPZA at Comilla EPZ	50,000	50,000
BTCL- Lease Line Connectivity	789,310	655,280
Cable Entertainment Ltd- Fiber Connectivity Purpose	225,000	225,000
DPDC - WAN Connectivity Purpose	700,000	-
Fiber @ Home- Underground Cabling Bill	300,000	300,000
ICDDR8- Internet Service	-	50,000
ICOM (CoLoCity)- Colocation Rent	36,000	36,000
IFIC Bank Ltd- Vendor Enlistment	-	10,000
Islami Bank Bangladesh Ltd- Internet Connectivity	10,000	10,000
Janata Bank Ltd -WAN Connectivity	155,650	125,200
Mango Tele services Internet Bandwidth Bill	354,000	354,000
Mir Telecom Ltd- Interconnectivity Bill	100,000	100,000
National Bank Ltd. Enlistment	-	10,000
National Defense College Video Conferencing Purpose	64,329	64,329
National University - Internet Bill	-	35,000
Novotel Ltd- Inter Connectivity	100,000	100,000
Rupantarita Prakritik Gas Co- WAN Connectivity.	-	7,500
Sonali Bank Ltd-Internet Connectivity	15,400	-
Sonali Bank -WAN Connectivity	45,600	45,600
Supreme Court of Bangladesh- WAN Connectivity	14,524	14,524
Sylhet Cable Systems Ltd -Fiber Connectivity	9,000	9,000
Security Against -T&T	94,500	94,500
	<b>13,005,254</b>	<b>11,870,640</b>
	<b>19,399,755</b>	<b>17,567,805</b>

**9.3 Prepayments**

*This is made up as follows:*

VAT Current Account	4,447,105	6,438,871
	<b>4,447,105</b>	<b>6,438,871</b>

The Classification of Advance, Deposit & Prepayments as required by the Schedule XI of The Companies Act, 1994 are given below:		
Particulars	Amount in Taka	
Advance, Deposit & Prepayments considered good in respect of which the company is fully secured.	144,451,961	139,275,410
Advance, Deposit & Prepayments considered good in respect of which the company holds no security other than the debtor personal security.	-	-
Advance, Deposit & Prepayments considered doubtful or bad.	-	-
Advance, Deposit & Prepayments due by common management.	10,006,655	2,006,655
The maximum amount of receivable due by any director or other officer of the company.	-	-

**10.0 Cash and Cash Equivalents***This is made up as follows:*

Cash in Hand	Note - 10.1
Cash at Bank	Note - 10.2

427,953	787,394
105,492,932	8,662,872
<b>105,920,885</b>	<b>9,450,266</b>

**10.1 Cash in Hand***This is made up as follows:*

Chittagong Office
Dhaka Office
Sylhet Office

70,000	50,000
347,953	727,394
10,000	10,000
<b>427,953</b>	<b>787,394</b>

**10.2 Cash at Bank***This is made up as follows:***Current A/C**

Bank Asia Ltd., A/C# 02833000153, Mohakhali Branch
BRAC Bank Ltd., A/C# 1501202526004001, Gulshan Branch
Dutch Bangla Bank Ltd., A/C# 114.110.9273, Mohakhali Branch
Eastern Bank Ltd., A/C# 1041070145438, Gulshan Branch
HSBC Bank Bangladesh, A/C# 001-116789-011, Dhaka Branch
Janata Bank Ltd. A/C# 001-101602, Mohakhali Branch
Mercantile Bank Ltd., A/C# 11311100002377, Mohakhali Branch
Mutual Trust Bank Ltd., A/C# 460210003615, Corporate Branch
NRB Global Bank- A/C# 0111100133078 Mohakhali Branch
Rupali Bank Ltd A/C# 0000200014664 Gulshan Branch
The City Bank Ltd., CD A/C# 1101361323001, Gulshan Branch
The City Bank Ltd. OD A/C# 6331361323001, Gulshan Branch
The City Bank Ltd. Dividend Account- 1101361323002, Gulshan Branch

3,431	3,431
90,123	64,887
4,078,103	5,513,717
6,811	246,265
-	250,725
576,286	35,240
230,095	190,795
388,513	157,702
16,582,437	-
669,989	-
37,521,560	1,153,308
3,331	154,831
6,837	-
<b>60,157,515</b>	<b>7,770,900</b>

**Short Term Deposit A/C**

Dutch Bangla Bank Ltd., A/C# 114.120.2440, Mohakhali Branch
HSBC Bank Bangladesh, A/C# 001-116789-067, Dhaka Branch
The City Bank Ltd., A/C# 3101361323001, Gulshan Branch

130,259	402,899
-	15,780
45,205,159	473,292
<b>45,335,418</b>	<b>891,971</b>
<b>105,492,932</b>	<b>8,662,872</b>

\* Bank balances are reconciled at regular intervals to keep the unreconciled balances within non-material level.

**11.0 Share Capital****11.1 Authorized Capital**

200,000,000 -Ordinary Shares of Tk. 10 each

2,000,000,000	2,000,000,000
<b>2,000,000,000</b>	<b>2,000,000,000</b>

**11.2 Issued, Subscribed, and Paid-up Capital**

Ordinary Shares of Tk. 10 each

448,600,000	209,295,830
<b>448,600,000</b>	<b>209,295,830</b>

**11.3 The Details Shareholding positions are as follows:**

Name of Shareholders	30 June 2017		30 June 2016	
	% of Holding	Amount in Taka	% of Holding	Amount in Taka
<b>Sponsors and Directors:</b>				
Asif Mahmood	27.64%	124,000,000	29.62%	62,000,000
Md. Moinul Islam	14.51%	65,100,000	15.55%	32,550,000
Md. Mahfuz Ali Sohel	14.51%	65,100,000	15.55%	32,550,000
Khandker Mahmooda Saeed	5.23%	23,450,000	5.60%	11,725,000
Md. Abu Yousof Zakaria	3.80%	17,050,000	4.07%	8,525,000
Mohammad Ali Sarker	3.80%	17,050,000	4.07%	8,525,000
Mamonoor Rashid	3.80%	17,050,000	4.07%	8,525,000
<b>Sub-Total</b>	<b>73.29%</b>	<b>328,800,000</b>	<b>78.55%</b>	<b>164,400,000</b>
<b>Other than Sponsors Directors ( Note 11.3.1)</b>	<b>26.71%</b>	<b>119,800,000</b>	<b>21.45%</b>	<b>44,895,830</b>
<b>Total</b>	<b>100%</b>	<b>448,600,000</b>	<b>100%</b>	<b>209,295,830</b>

**11.3.1 Other than Sponsor Directors:**

Name of Shareholders	% of Holding	Amount in Taka	% of Holding	Amount in Taka
Abdul Matin Miazi	1.11%	4,960,000	1.18%	2,480,000
ADN Technologies Limited	0.45%	2,000,000	0.48%	1,000,000
ADN Telecom Limited Employees Provident Fund	0.45%	2,000,000	0.48%	1,000,000
Ahmad Rashid	0.89%	4,000,000	0.00%	-
B & B Enterprise Ltd.	0.67%	3,000,000	0.00%	-
City Bank Capital Resources Limited	4.31%	19,333,340	4.62%	9,666,670
Digicon Technologies Limited	1.34%	6,000,000	1.43%	3,000,000
Ershad Securities Ltd.	0.45%	2,000,000	0.00%	-
GSP Finance Company (Bangladesh) Limited	1.56%	7,000,000	1.67%	3,500,000
Henry Hilton	0.28%	1,240,000	0.30%	620,000
Humayun Bokhteyar	0.11%	500,000	0.00%	-
Kazi Faruq Kader	0.45%	2,000,000	0.00%	-
Kazi Md. Deen	0.22%	1,000,000	0.00%	-
Kazi Shafiqul Islam	0.78%	3,508,340	0.00%	-
Kh. Moinul Ahsan Shamim	0.45%	2,000,000	0.48%	1,000,000
Khilfat Jahan Johaira	0.67%	3,020,000	0.72%	1,510,000
Khwaja Equity Services Ltd.	0.67%	3,000,000	0.00%	-
KJS Enterprise Limited	0.36%	1,600,000	0.38%	800,000
Md. Azizul Hoque	0.22%	1,000,000	0.00%	-
Md. Ismail Hossain	0.22%	1,000,000	0.00%	-
Md. Monirul Hoque	0.22%	1,000,000	0.00%	-
Parkway Holdings Ltd.	0.45%	2,000,000	0.00%	-
Parkway Securities Ltd.	0.45%	2,000,000	0.00%	-
Pradip Kumar Dey	0.28%	1,240,000	0.30%	620,000
Raisuddin Ahmed Khan	0.22%	1,000,000	0.00%	-
Saifullah Abdullah Solenkh	0.08%	340,000	0.08%	170,000
Saika Sultana	0.22%	1,000,000	0.00%	-
SEAF Bangladesh Ventures LLC.	2.87%	12,858,320	3.07%	6,429,160
SEAF Bangladesh Ventures Ltd.	2.87%	12,866,660	3.07%	6,433,330
Shafika Salam	0.22%	1,000,000	0.00%	-
Vanguard AML BD Finance Mutual Fund	2.97%	13,333,340	3.19%	6,666,670
Waliur Rahman	0.22%	1,000,000	0.00%	-
	<b>26.71%</b>	<b>119,800,000</b>	<b>21.45%</b>	<b>44,895,830</b>

**12.0 Share Premium**

Opening Balance 1st July	68,626,294	71,391,670
Add: Addition during the year	15,004,170	-
Less: Adjustment during the year	(625,000)	(2,765,376)
Closing Balance	<b>83,005,464</b>	<b>68,626,294</b>

\* The above mentioned Tk. 625,000 adjusted with Share Premium due to expenses incurred for private placement purpose.

**13.0 Retained Earnings**

Opening Balance 1st July	316,489,443	228,727,200
Less: Bonus Share Issue for 2014-2015	(209,295,830)	-
Less: Cash Dividend paid for 2015-2016	(20,929,583)	-
Add: Profit for the Current Year	105,936,997	87,762,243
Closing Balance	<b>192,201,027</b>	<b>316,489,443</b>

**14.0 Long Term Loan**

*This is made up as follows:*

IIDFC (14.1)	64,608,078	51,727,040
IDLC (14.2)	56,318,530	70,000,000
	<b>120,926,608</b>	<b>121,727,040</b>
Current Portion of Term Loan	(31,854,212)	(22,776,384)
<b>Total</b>	<b>89,072,396</b>	<b>98,950,656</b>

**14.1 Industrial and Infrastructure Development Finance Company Ltd (IIDFC) - Term Loan**

*This is made up as follows:*

Opening Balance 1st July	51,727,040	16,454,271
Add: Loan Received during the year	20,000,000	50,000,000
Add: Interest Charged during the year	8,819,954	1,124,728
	<b>80,546,994</b>	<b>67,578,999</b>
Less: Loan Paid during the Year	15,938,916	15,851,959
	<b>64,608,078</b>	<b>51,727,040</b>

Sanction Limit Amount	Tk. 77,000,000 & Tk. 20,000,000
Purpose	To set up a data center and to procure various networking equipments.
Sanction Date	17 February, 2015 & 12 February, 2017
Interest Rate	11%
Security	Hypothecation of equipment, personal guarantee of all directors.
Installment Size	Tk. 1,688,343 per month
No. of Installments	54 Nos.
Tenure	4.5 Years



**14.2 IDLC Finance Limited (IDLC)- Term Loan***This is made up as follows:*

Opening Balance 1st July	70,000,000	14,257,637
Add: Loan Received during the year	-	70,000,000
Add: Interest Charged during the year	7,536,530	1,544,129
	<b>77,536,530</b>	<b>85,801,766</b>
Less: Loan Paid during the year	21,218,000	15,801,766
	<b>56,318,530</b>	<b>70,000,000</b>

Sanction Limit Amount	Tk. 70,000,000
Purpose	Procurement of various networking equipments
Sanction Date	30 March, 2016 & 21 June, 2016
Interest Rate	11%
Security	Hypothecation of Network & IT Equipment, personal guarantee of all directors
Installment Size	Tk. 1,941,220 per month
No. of Installments	48 Nos.
Tenure	4 Years

**15.0 Finance Lease Obligation***This is made up as follows:*

Payment Less than 1 Year	1,149,324	652,914
Payment 2 to 5 Years	3,690,151	2,599,993
Payment more than 5 Years	-	-
	<b>4,839,475</b>	<b>3,252,907</b>
Opening Balance 1st July	3,252,907	466,480
Add: During the year	2,400,000	3,500,000
Add: Interest charged during the year	515,944	182,642
	<b>6,168,851</b>	<b>4,149,122</b>
Less: Loan Paid during the year	1,329,376	896,215
	<b>4,839,475</b>	<b>3,252,907</b>

*The Details Finance Lease Obligation are as follows:*

Lease Agreement no	Date	Total Used	Outstanding	Purpose
IIDFC (Corp)2016/759-33909	03.01.2016	3,500,000	2,620,447	Motor Vehicle
IIDFC (Corp)2017/32242	02.01.2017	2,400,000	2,219,028	Motor Vehicle
<b>Total</b>			<b>4,839,475</b>	

**16.0 Trade and Other Payables***This is made up as follows:*

Trade Payables	Note-16.1	67,196,848	99,737,021
Others Payables	Note-16.2	53,195,913	55,786,438
<b>Total</b>		<b>120,392,762</b>	<b>155,523,459</b>

#### 16.1 Trade Payables

*This is made up as follows:*

Grameenphone Ltd.	31,833,549	27,890,113
BD Link Communication Ltd.	-	28,171,466
Pacific Telecom Ltd.	5,791,572	5,404,936
ARA Technologies	1,564,335	301,812
Singapore Telecommunications Ltd.	-	5,359,853
SkyTel Communications Ltd.	2,137,585	4,380,885
Mir Telecom Ltd.	971,071	4,039,017
Summit Communications Limited	5,848,221	3,572,541
Bangladesh Telecommunication Company Limited	8,198,132	3,273,384
Bangla Phone Limited	565,800	2,055,240
Banglalink Digital Communications Ltd.	683,474	385,867
Atomic Power & Co	604,485	386,758
Bangladesh Submarine Cable Co. Ltd.	-	1,561,056
Integra Technologies Ltd.	-	1,326,757
Global Brand Pvt. Ltd.	134,400	1,152,900
Cable Entertainment Limited	817,508	793,508
Siam Trading & Co	270,425	780,925
Tech-Pro Tele Engineering	406,873	723,450
Fiber @ Home Limited	1,466,238	654,249
Product Plus Solutions	115,242	607,759
Provident Technology	461,331	374,115
ARTISAN	392,157	-
Bangla Trac Communication	313,762	160,671
Aftab IT Ltd	308,174	-
SAS Tech Limited	301,875	11,550
GE Logistic Ltd	292,561	-
RASA Technologies Ltd	265,749	465,558
Air Net com	236,250	313,848
Bangladesh Telecommunication Regulatory Co Limited	223,842	201,004
Axiata Bangladesh Ltd	220,618	250,299
BD Connect Net	145,268	132,316
Metro Coverage Ltd	145,000	145,000
Octopie Ltd	143,071	-
Bio Access Tech Co Ltd	143,000	-
Digicon Telecommunication Ltd	128,184	-
The Chaturanga Design Zone	121,043	-
Anticbd	120,015	213,253
Blacksmith yeard	115,500	157,800
Expediter Ltd	-	482,891
RCC Tower Owners Association	-	485,310
Esquire Electronics Ltd	-	242,878
Tawsif Design & Communications	-	531,770
BRAC CDM SAVAR	-	598,958
Others Trade Payables*	1,710,539	2,147,324
	<b>67,196,848</b>	<b>99,737,021</b>

\* Others payable included some suppliers whose balance is less than Tk. 100,000.

**Ageing of Accounts Payable:**

Duration		
1-30 days	36,185,570	48,535,585
31-60 days	12,587,545	28,874,578
61-90 days	8,599,872	9,877,554
91-180 days	5,635,879	8,876,547
181-365 days	3,019,446	3,572,757
Over 365 days	1,168,536	-
	<b>67,196,848</b>	<b>99,737,021</b>

**16.2 Others Payable***This is made up as follows:*

InGen Industries Ltd.		-	995,300
Tech Valley Computers Ltd.		5,000,000	7,752,742
Advance Technology Computers Ltd.		4,061,427	4,061,427
Advanced against Sales	Note- 16.2.1	78,933	212,700
Employee PF Payable	Note- 16.2.2	1,445,248	-
Security Deposit from Customer		434,341	409,342
Deferred Letter of Credit	Note- 16.2.3	31,955,886	31,251,676
Withholding Tax Payable	Note- 16.2.4	7,240,423	7,895,922
Withholding VAT Payable	Note- 16.2.5	2,979,655	3,207,329
		<b>53,195,913</b>	<b>55,786,438</b>

**16.2.1 Advanced against Sales***This is made up as follows:*

Axiata (Bangladesh) Ltd.	-	192,000
Victoria Carriers	22,933	-
Enam Medical Hospital Pvt Ltd	56,000	-
Khandaker Telecom	-	6,700
Remix Corporation	-	14,000
	<b>78,933</b>	<b>212,700</b>

**16.2.2 Contributory Provident Fund Payable***This is made up as follows:*

Employees Contribution	561,752	-
Employees PF Loan Recovery	321,745	-
Employer Contribution	561,752	-
	<b>1,445,248</b>	<b>-</b>

**16.2.3 Deferred Letter of Credit***This is made up as follows:*

Opening Balance 1st July	Note- 16.2.3.1	31,251,676	153,403,112
Add: Exchange Loss/(Gain)		704,210	-
Less: Payment During the Year		-	(122,151,436)
		<b>31,955,886</b>	<b>31,251,676</b>

**16.2.3.1** Details of total used deferred letter of credit are as follows:

Particulars	USD	BDT
Huawei International-Radio/Infrastructure Equipments	1,857,258	145,111,307
Huawei International-Services	-	20,485,416
<b>Total</b>	<b>1,857,258</b>	<b>165,596,723</b>

*Details Brakeup of outstanding Deferred Letter of Credit are as follows:*

	USD	BDT
<b>LC for Radio /Infrastructure Equipments</b>	1,857,258	145,111,307
Less: 1st Installment	76,684	6,048,473
<b>Balance</b>	<b>1,780,574</b>	<b>139,062,834</b>
Less: 2nd to 5th Installment	1,563,894	122,150,950
<b>Balance</b>	<b>216,680</b>	<b>16,911,885</b>
<b>LC for Service</b>		20,485,416
Less: 1st Installment		6,145,625
<b>Balance</b>		<b>14,339,791</b>
<b>Total</b>		<b>31,251,676</b>

**16.2.4** Withholding Tax Payable

*This is made up as follows:*

Employees Tax Payable	998,321	1,385,225
Director Remuneration Tax Payable	121,351	151,090
Professional & Technical Fees Payable	583,809	189,500
Rent Tax Payable	93,804	288,423
Suppliers Tax Payable	5,443,138	5,881,684
	<b>7,240,423</b>	<b>7,895,922</b>

**16.2.5** Withholding VAT Payable

*This is made up as follows:*

Rent VAT Payable	291,011	98,112
Suppliers VAT Payable	2,688,644	3,109,217
	<b>2,979,655</b>	<b>3,207,329</b>

**17.0** Accrued Expenses

*This is made up as follows:*

Salaries & Allowance	12,934,029	314,240
Director Remuneration	179,000	
Bandwidth and Fiber Rent	24,853,832	31,143,167
IPTSP Interconnection Charges	765,800	568,555
Overtime, Holiday Allowance & Conveyance	924,688	1,671,035
Rent- Baridhara POP	-	31,350
Rent-Gulshan-2	22,800	45,600
Rent-JBT Tower-Motijheel	-	1,058,826
Khulna Office	-	10,000
Gratuity	26,017,719	13,307,362
Vehicle Expense	135,000	225,551
Utilities Expense	1,341,687	516,487
	<b>67,174,555</b>	<b>48,892,173</b>

**18.0 Provision for Workers Profit Participation Funds (WPPF) :***This is made up as follows:*

<b>Particulars</b>			
Opening Balance 1st July		6,582,772	11,360,022
Charge during the year		7,609,244	6,582,772
		<b>14,192,016</b>	<b>17,942,794</b>
Disbursement during the year		6,582,772	11,360,022
<b>Closing Balance</b>		<b>7,609,244</b>	<b>6,582,772</b>

\* As per Bangladesh Labor Act 2006 as amended in 2013, the amount is computed @ 5% of net profit before Income Tax.

**19.0 Short Term Loan***This is made up as follows:*

Loan Against Trust Receipts (LATR)	21,653,791	12,908,466
Short term Loan (STL) for import duty	1,585,189	1,536,747
	<b>23,238,981</b>	<b>14,445,213</b>

*Particulars of Short Terms Loan are as follows:*

<b>Short Term Loan No</b>	<b>Amount</b>
9921361323033	8,477,965
9921361323034	7,458,971
9921361323035	1,718,228
9921361323036	3,998,628
6931361323021	1,585,189
<b>Total</b>	<b>23,238,981</b>

**The City Bank Limited, Head Office**

Sanctioned Limit amount	20 crore
Purpose	To Import various type of equipments
Interest rate	12.5%
Security	RJSC 1st charge of all fixed & floating assets, personal guarantee from all directors and corporate guarantee from ADN Technologies Ltd & Tech Valley Networks Ltd.
Tenure	1 Year

**20.0 Provision for Income Tax***This is made up as follows:*

For Current Tax- Note-20.1	37,028,822	15,702,374
For Deferred Tax- Note-20.2	132,945,393	108,272,480
	<b>169,974,215</b>	<b>123,974,854</b>

**20.1 Provision for Current Tax***This is made up as follows:*

<b>Opening Balance 1st July</b>	15,702,374	14,888,917
Add: Provision made during the year	21,560,149	15,702,373
	<b>37,262,523</b>	<b>30,591,290</b>
Less: Adjustment & Paid during the year- 20.1.1	233,701	14,888,917
<b>Closing Balance</b>	<b>37,028,822</b>	<b>15,702,374</b>



**20.1.1 Adjusted & Paid During the year**

Tax Paid	233,701	3,798,679
Adjusted with Advance income tax	-	11,090,238
	<b>233,701</b>	<b>14,888,917</b>

**20.1.2 Status of pending Assessment of Tax**

The company has been submitted Income Tax Return on 15 January, 2017 & assessment is now under process.

**20.2 Provision for Deferred Tax**

Opening Balance 1st July	108,272,480	86,690,358
Add: Provision made during the year	24,672,913	21,582,122
	<b>132,945,393</b>	<b>108,272,480</b>
Less: Provision realised during the year	-	-
Closing Balance	<b>132,945,393</b>	<b>108,272,480</b>

**20.2.1 Calculation of Deferred Tax:**

	Carrying Amount	Tax Base	Temporary Difference
<b>As on 30 June, 2016</b>			
Property, Plant & Equipment	692,417,813	383,067,870	309,349,943
Applicable Tax Rate			35%
<b>Deferred Tax Liability</b>			<b>108,272,480</b>
<b>As on 30 June, 2017</b>			
Property, Plant & Equipment	733,904,274	354,060,293	379,843,981
Applicable Tax Rate			35%
<b>Deferred Tax Liability</b>			<b>132,945,393</b>

\* Deferred Tax has been calculated on taxable temporary differences only as per Prudent Concept.

		Amount in BDT	
		30-Jun-17	30-Jun-16
<b>21.0 Revenue</b>			
<i>This is made up as follows:</i>			
Local Services	Note-21.1	414,721,609	355,365,141
Less: Discount Allowed		-	(16,990)
		<b>414,721,609</b>	<b>355,348,151</b>
Export Services	Note-21.2	414,730,672	401,969,097
<b>Total</b>		<b>829,452,281</b>	<b>757,317,248</b>
<b>21.1 Local Service</b>			
<i>This is made up as follows:</i>			
Internet Service		68,236,501	52,170,884
Data Service-IPVPN		391,227,735	337,368,909
IP Telephony Service		12,189,390	11,420,304
Telehouse & Hosting		383,371	462,330
Equipment Sales		3,462,025	5,304,776
		<b>475,499,022</b>	<b>406,727,204</b>
Less: VAT		60,777,413	51,362,063
		<b>414,721,609</b>	<b>355,365,141</b>
<b>21.2 Export Service</b>			
<i>This is made up as follows:</i>			
Multiprotocol Label Switching (MPLS)		385,400,968	364,142,463
International Private Leased Circuit (IPLC)		29,329,704	37,826,634
		<b>414,730,672</b>	<b>401,969,097</b>
<b>22.0 Cost of Goods Sold &amp; Services</b>			
<i>This is made up as follows:</i>			
Bandwidth Cost		144,112,430	135,397,158
Infrastructure, Optical Fiber & Network Equipment Cost		75,013,982	104,929,890
Salary & Allowances		102,358,365	79,420,752
Cost of Equipment		2,834,542	4,742,448
Fiber Lease Rent		61,286,453	56,485,039
IP Telephony Inter Connectivity Expenses		6,003,969	4,992,055
BTRC Charges on Equipment		6,528,305	7,606,699
BTRC License Fees		921,000	931,920
Consumable Items		3,489,341	3,058,082
Entertainment		422,826	229,268
Fire and Burglary Insurance Expenses		964,914	858,826
POP Expenses and Rent		17,720,063	12,229,840
Interest on Finance Lease		515,944	182,667
IPTSP Revenue Sharing with BTRC		906,153	725,504
Equipment Repair & Maintenance		1,233,570	938,442
Printing & Stationary		76,580	70,689
Telephone, Fax, Internet & Courier		2,363,358	2,028,609
Training & Development		270,659	297,400
Travelling & Conveyance		1,635,161	1,112,934
Vehicle Expenses		3,974,753	3,679,605
Utilities		5,816,834	4,824,565
Depreciation		43,429,849	35,256,214
		<b>481,879,050</b>	<b>459,998,605</b>

**23.0 Administrative Expenses***This is made up as follows:*

Salary & Allowances
Director Remuneration
Group Life Insurance Premium
Professional & Technical Fees
Telephone, Fax, Internet & Courier Expenses
Office Maintenance
Travelling and Conveyance
Entertainment Expenses
ISO Certificate Expenses
Medical Expenses
Printing & Stationery
Newspaper, Books & Journals
License & Regulatory Fee
Legal Fees
Office Rent
Repairs & Maintenance
Vehicle Expenses
AGM Expenses
Training & Development Expenses
Utilities Expenses
Amortization Expenses
Depreciation

Amount in BDT	
30-Jun-17	30-Jun-16

59,804,143	46,908,274
2,400,000	2,400,000
933,586	696,268
554,157	495,678
1,250,264	1,179,795
2,786,590	1,799,966
250,496	638,055
1,449,872	1,100,142
45,000	51,750
592,279	542,974
1,111,615	1,031,156
110,077	29,918
314,197	363,376
216,500	42,400
11,829,873	10,274,452
1,527,152	2,558,771
2,151,876	5,676,721
133,979	-
1,347,962	1,671,074
4,684,766	5,524,260
482,324	354,963
5,421,031	4,907,337
<b>99,397,739</b>	<b>88,247,330</b>

**24.0 Distribution and Marketing Expenses***This is made up as follows:*

Salary & Allowances
Dealers Sales Expenses
Advertisement Expense
Business Promotion Expenses
Travelling and Conveyance
Entertainment Expense
Printing & Stationery
Telephone, Fax, Internet & Courier
Vehicle Expenses
Tender Participant Expenses
Bad Debts

47,206,368	49,042,619
-	199,434
5,313,658	2,648,262
3,766,256	3,031,176
6,784,188	3,537,880
212,987	260,705
1,118,935	1,064,429
835,646	1,032,708
3,751,767	5,221,947
121,376	175,624
2,771,726	1,840,347
<b>71,882,906</b>	<b>68,055,131</b>

**25.0 Other Non Operating Income***This is made up as follows:*

Interest on Short Term Deposit
Interest on Short Term Loan
Profit / (Loss) on Sales of Assets

285,447	792,457
93,055	-
560,000	-
<b>938,502</b>	<b>792,457</b>



		Amount in BDT	
		30-Jun-17	30-Jun-16
<b>26.0 Financial Expenses</b>			
<i>This is made up as follows:</i>			
Interest on Loan	Note- 26.1	17,032,301	5,890,417
Interest On Deferred Letter of Credit		-	613,432
Bank Service Charges		527,482	2,802,624
Exchange (Gain)/Loss		(122,819)	846,731
		<b>17,436,964</b>	<b>10,153,204</b>
<b>26.1 Interest on Loan</b>			
<i>This is made up as follows:</i>			
Interest on LATR		536,315	1,410,522
Interest on STL		139,501	205,261
Interest on Term Loan		16,356,484	4,274,634
		<b>17,032,301</b>	<b>5,890,417</b>
<b>27.0 Income Tax Expenses</b>			
<i>This is made up as follows:</i>			
Short Provision		-	233,701
Current Tax Expenses	Note- 20.1	21,560,149	15,468,672
Deferred Tax Expenses/(Income)	Note- 20.2	24,672,913	21,582,122
		<b>46,233,062</b>	<b>37,284,495</b>
<b>28.0 Earnings Per Share (EPS):</b>			
<b>28.1 Basic Earnings Per Share (EPS):</b>			
<i>This is made up as follows:</i>			
Profit Attributable to Ordinary Shareholder		105,936,997	87,762,243
Weighted Average Number of Ordinary Shares			
Outstanding during the Year	Note- 28.3 & 28.4	42,056,481	41,859,166
<b>Basic Earnings Per Share</b>		<b>2.52</b>	<b>2.10</b>
<b>28.2 Diluted Earning per Share:</b>			
<i>This is made up as follows:</i>			
Profit Attributable to Ordinary Shareholder		105,936,997	87,762,243
Total number of Existing share		44,860,000	41,859,166
<b>Diluted Earning Per Share</b>		<b>2.36</b>	<b>2.10</b>
* EPS has been calculated as per IAS 33.			
<b>28.3 Weighted Average Number of Ordinary Shares as on 30 June, 2016</b>			
The following calculation is for the denominator of the EPS calculation.			
		<b>Number of Shares in Issue</b>	<b>Weighted Average Number of Shares</b>
Outstanding shares as at 1 July 2016		20,929,583	20,929,583
Bonus Share		20,929,583	20,929,583
		<b>41,859,166</b>	<b>41,859,166</b>

#### 28.4 Weighted Average Number of Ordinary Shares as on 30 June, 2017

The following calculation for the denominator of the EPS calculation.

	Number of Days Outstanding	Number of Shares in Issue	Weighted Average Number of Shares
Outstanding shares as at 1 July 2016	365	20,929,583	20,929,583
Bonus Share	365	20,929,583	20,929,583
Share Issue	24	3,000,834	197,315
		<b>44,860,000</b>	<b>42,056,481</b>

#### 29.0 Net Asset Value Per Share (NAV)

This is made up as follows:

Share Capital	448,600,000	209,295,830
Share Premium	83,005,464	68,626,294
Retained earnings	192,201,027	316,489,443
<b>Net Asset Value (NAV)</b>	<b>723,806,491</b>	<b>594,411,567</b>
Total number of Existing share	44,860,000	41,859,166
<b>Net Asset Value (NAV) Per Share</b>	<b>16.13</b>	<b>14.20</b>

#### 30.0 Disclosure of Managerial Remuneration

Payment information to Director- para 4 of schedule XI, PART II of the Companies Act 1994.

##### 30.1 Details of remuneration paid to Directors during the year July 2016 to June 2017 are as follows:

Name	Designation	Salary	Bonus	Total Remuneration
Asif Mahmood	Chairman & Managing Director	2,400,000	-	2,400,000
<b>Total</b>		<b>2,400,000</b>	<b>-</b>	<b>2,400,000</b>

\* The above mentioned Director of the company did not take any benefit from the company other than the remuneration.

##### 30.2 Executive Compensation

Remuneration paid to top five salaried officers during the year July 2016 to June 2017 are as follows:

Name of the Employee	Designation	30-Jun-17	30-Jun-16
Asif Mahmood	Chairman & Managing Director	2,400,000	2,400,000
Abdul Matin Miaz	Chief Commercial Officer	3,165,000	2,940,000
Md. Enayet Hossain	Chief Financial Officer	3,673,525	3,330,000
Abul Mueyed Ziaush Shams	Consultants	3,392,500	3,250,000
Henry Hilton	Head of Sales	4,006,859	3,230,500

##### 30.3 Aggregate Amount of Remuneration Paid to the Directors and Officers during the year July 2016 to June 2017

Purpose	30-Jun-17	30-Jun-16
Salary & Allowance	209,368,876	175,356,956
Director Remuneration	2,400,000	2,400,000

- i) No amount of money was expended by the company for compensating any member of the board for special services
- ii) The company does not pay any board meeting attendance fees to the directors of the company.

Amount in BDT	
30-Jun-17	30-Jun-16

**30.4 Information as per Schedule-XI, Part-II Para-3 of The Companies Act 1994**

Monthly Salary Range (In Taka)	Permanent Basis	Contract Basis	June'30, 2017	June'30, 2016
Below 6,000		1	1	1
Above 6,000	225	222	447	403
<b>Total</b>	<b>225</b>	<b>223</b>	<b>448</b>	<b>404</b>

**30.5 Auditors Remuneration- para 6 of schedule XI, PART II of The Companies Act, 1994**

Syful Shamsul Alam & Co	230,000	230,000
	<b>230,000</b>	<b>230,000</b>

**31.0 Internal and External Sources of Cash**

*This is made up as follows:*

Particulars	Note	Amount in BDT	
		30 June 2017	30 June 2016
<b>Internal Sources of Cash</b>			
Share Capital & Share Premium	11 & 12	531,605,464	277,922,124
Retained Earnings	13	192,201,027	316,489,443
<b>Total</b>		<b>723,806,491</b>	<b>594,411,567</b>
<b>External Sources of Cash</b>			
Long Term Loans including current portion	14 & 15	125,766,083	124,979,947
Short Term Loans	19	23,238,981	14,445,213
<b>Total</b>		<b>149,005,064</b>	<b>139,425,160</b>
<b>Grand Total</b>		<b>872,811,555</b>	<b>733,836,727</b>

		Amount in BDT	
		30-Jun-17	30-Jun-16
<b>32</b>	<b>Cash Received from Customers</b>		
	Revenue during the year (Note 21)	829,452,281	757,317,248
	Changes in Trade Receivable (Note 8)	(14,628,603)	(5,961,238)
		<b>814,823,678</b>	<b>751,356,010</b>
<b>33</b>	<b>Cash Paid to Suppliers &amp; Others</b>		
	Cost of Goods & Services (Note 22)	(481,879,050)	(459,998,605)
	Changes in Inventories (Note-7)	(790,950)	11,333,884
	Changes in Trade and other Payable increase/(decrease) (Note-16)	(35,130,697)	30,865,772
	Depreciation of Cost of Goods Sold & Services ( Note 22)	43,429,849	35,256,214
		<b>(474,370,848)</b>	<b>(382,542,735)</b>
<b>34</b>	<b>Paid for Operating Expenses &amp; Others</b>		
	Change in Advances, Deposits and Pre-payments (Note 9)	(10,176,551)	(20,664,898)
	Changes in other receivable (Note 8)	(2,847,907)	25,821,246
	Change in Accrued Expenses (Note 17)	18,282,382	11,926,043
	Advance Income Tax Add Back FY-2016-2017 ( Note 9.1.1)	23,622,198	11,973,505
	Advance Income Tax Add Back FY-2015-2016 ( Note 20.1.1)	-	(11,090,238)
	Administrative Expenses (Note 23)	(99,397,739)	(88,247,330)
	Selling and Distribution Expenses (Note 24)	(71,882,906)	(68,055,131)
	Workers' Profit Participation Fund (WPPF) (Note-18)	(7,609,244)	(6,582,772)
	Change in Workers Profit Participation Fund - (Note-18)	1,026,472	1,529,301
	Adjustment for Advance for IPO Expenses ( Note-9.1.2)	(625,000)	(2,765,376)
	Bank Charges (Note 26)	(527,482)	(2,802,624)
	Depreciation Expenses (Note 23)	5,421,031	4,907,337
	Amortization Expenses (Note-23)	482,324	354,963
		<b>(144,232,422)</b>	<b>(143,695,974)</b>
<b>35</b>	<b>Financial Expenses paid</b>		
	Financial Expenses	(16,909,482)	(7,350,580)
		<b>(16,909,482)</b>	<b>(7,350,580)</b>
<b>36</b>	<b>Income Tax Paid</b>		
	AIT deducted during the year ( Note 9.1.1)	(20,906,892)	(10,473,505)
	Advance Tax paid during the year ( Note 9.1.1)	(2,715,306)	(1,500,000)
	Assessed Tax paid during the year ( Note 20.1.1)	(233,701)	(3,798,679)
		<b>(23,855,899)</b>	<b>(15,772,184)</b>
<b>37</b>	<b>Acquisition of Property, Plant &amp; Equipments and Intangible Assets</b>		
	Acquisition of Property, Plant & Equipment (Note-4)	(90,337,341)	(172,798,561)
	Acquisition of Intangible Assets (Note-5)	(248,400)	-
	Adjustment of Property, Plant & Equipments (Note-4)	69,110	130,748
	Adjustment of Accumulated Depreciation( Note-4)	(69,110)	(82,427)
		<b>(90,585,741)</b>	<b>(172,750,240)</b>
<b>38</b>	<b>Repayment of Long Term Borrowing</b>		
	Payment to IIDFC (Note-14.1)	(7,118,962)	(14,727,231)
	Payment to IDLC ( Note-14.2)	(13,681,470)	(14,257,637)
		<b>(20,800,432)</b>	<b>(28,984,868)</b>
<b>39</b>	<b>Receipt of Long Term Borrowing</b>		
	Received from IIDFC (Note-14.1)	20,000,000	50,000,000
	Received from IDLC ( Note-14.2)	-	70,000,000
		<b>20,000,000</b>	<b>120,000,000</b>



#### 40 Financial Risk Management

Bangladesh Financial Reporting Standard BFRS 7: Financial Instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the companies policies for controlling risks and exposures. The company has exposure to the following risks from its use of financial instruments.

- Credit Risk
- Liquidity Risk
- Market Risk

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the company.

#### 41 Credit Risk

Credit risk is the risk of 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 receivable from customers and investment securities. The company's Revenue are made to Bank, Financial Institution, Multinational Corporate, Public & Private Ltd. companies, ADN's strategic partners include among the largest companies in the global telecommunications sector, including Singapore Telecommunications Ltd. (SingTel), Tata Communications Ltd. as well as Orange. The company also has a strategic alliance with Bharti Airtel and British Telecom (BT).

##### Exposure to Credit Risk

The maximum exposure to credit risk at the reporting date was:

	Amount in BDT	
	30 June 2017	30 June 2016
Trade and Other Receivables	230,783,227	213,306,717
Advance, Deposit & Prepayments	154,458,616	141,282,065
Cash and Bank Balance	105,920,885	9,450,266
	<b>491,162,728</b>	<b>364,039,047</b>

##### Credit Exposure by Credit Rating

	As at 30 June 2017		
	Credit Rating	Amount	(%)
Trade and Other Receivables	A+	230,783,227	46.99%
Advance, Deposit & Prepayments	A+	154,458,616	31.45%
<i>Cash and Bank Balance</i>			
Cash on hand	A+	427,953	0.09%
Cash at bank	A+	<b>105,492,932</b>	<b>21.48%</b>
Bank Asia Ltd.	AA2	3,431	0.0007%
BRAC Bank Ltd.	AA2	90,123	0.0183%
Dutch Bangla Bank Ltd..	AA1	4,078,103	0.8303%
Eastern Bank Ltd.	BA3	6,811	0.0014%
Janata Bank Ltd.	AAA	576,286	0.1173%
Mercantile Bank Ltd.	AA-	230,095	0.0468%
Mutual Trust Bank Ltd.	AA-	388,513	0.0791%
NRB Global Bank.	A-	16,582,437	3.3762%
Rupali Bank Ltd.	A	669,989	0.1364%
The City Bank Ltd.	AA2	37,521,560	7.6393%
The City Bank Ltd.	AA2	3,331	0.0007%
The City Bank Ltd.	AA2	6,837	0.0014%
Dutch Bangla Bank Ltd..	AA1	130,259	0.0265%
The City Bank Ltd.	AA2	45,205,159	9.2037%

#### 42 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 to managing liquidity 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 equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

The following are the contractual maturities of financial liabilities as at 30 June 2017

Particulars	Carrying Amount	Maturity period	Nominal interest rate	Within 6 months or less	Within 6 -12 months	More than 1 year
	Taka	Taka	%	Taka	Taka	Taka
Term Loan	120,926,608	Feb-22	11%	15,927,106	15,927,106	89,072,396
Trade and Other Payables	120,392,762	-	N/A	111,709,011	8,683,751	-
Accrued Expenses	67,174,555	-	-	47,022,189	20,152,367	-
Short Term Loan	23,238,981	-	12.5%	23,238,981	-	-
Finance Lease Obligation	4,839,475	Jan-22	N/A	574,662	574,662	3,690,151
Provision for Workers Profit Participation Fund (WPPF)	7,609,244	Jan-18	N/A	7,609,244	-	-
Provision for Tax Liability	37,032,635	-	N/A	-	37,032,635	-
	<b>381,214,260</b>			<b>206,081,193</b>	<b>82,370,520</b>	<b>92,762,547</b>

#### 43 Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rate and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

##### Currency Risk

The Company is exposed to currency risk on purchases of equipments & received currency from global Partners that are denominated in a currency other than the functional currency primarily U. S. Dollars. The effects of foreign purchase are insignificant to the Company. The Company has not entered into any type of derivatives instrument in order to hedge foreign currency risk as at 30 June 2017. There are no foreign currency monetary assets and liabilities as at 30 June 2017 resulting net exposure to foreign currency risk is nil.

##### Interest Rate Risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. Local currency loans are however not significantly affected by fluctuations in interest rates.

#### 44 Related Party Disclosures

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

Name of Company/Party	Relationship	Nature of Transaction	Total Transaction FY-2016-2017		Balance as on 30.06.2017	Balance as on 30.06.2016
			Addition	Payment/ Adjustment		
Tech Valley Networks Ltd.	Common Director	Inter Company Loan	2,000,000	2,000,000	-	-
Tech Valley Computers Ltd.	Common Director	Inter Company Loan	-	2,752,742	(5,000,000)	(7,752,742)
ADN Technologies Ltd.	Common Director	Inter Company Loan	3,000,000	-	5,006,655	2,006,655
My Tel Ltd.	Associates Company	Investment of Share & Loan	-	1,120,000	29,017,409	30,137,409
Bangladesh News 24 hours Ltd	Common Director	Inter Company Loan	3,000,000	3,000,000	-	-
InGen Industries Ltd.	Common Director	Equipment Purchase	-	995,300	-	(995,300)
InGen Motors Ltd.	Common Director	Cost Sharing & Internet Sales	-	-	560,000	560,000
InGen Technologies Ltd.	Common Director	Inter Company Loan, Equipment Purchase, Cost Sharing and Internet Sales	4,200,000	2,187,367	24,180,665	22,168,032
Advance Technology Computers Ltd.	Common Director	Equipment Purchase & Cost Sharing	-	-	(4,061,427)	(4,061,427)
ADN Eduservices Ltd.	Common Director	Inter Company Loan	5,000,000	-	5,000,000	-
Asif Mahmood	Chairman & Shareholder Director	Director Remuneration	2,400,000	2,400,000	-	-

## Annexure-A

## Schedule of Property, Plant &amp; Equipment as on June 30, 2017

Amount in BDT

Particulars	Cost				Rate of Depreciation	Depreciation				
	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance		Opening Balance	Charged during the year	Disposal/ Adjustment	Closing Balance	Written Down Value 30 June 2017
Land and Land Development	54,876,546	-	-	54,876,546	0%	-	-	-	-	54,876,546
Radio Link, Infrastructure & Backbone Equipments	530,336,994	23,834,106	-	554,171,100	5%	134,933,315	20,161,007	-	155,094,322	399,076,778
Fiber Equipment	148,015,178	10,220,024	-	158,235,201	5%	32,560,839	6,116,340	-	38,677,179	119,558,023
Computer & Computer Equipments	29,572,099	2,953,541	-	32,525,640	30%	16,843,345	4,229,076	-	21,072,421	11,453,219
Office Equipments	39,576,409	4,770,461	-	44,346,870	20%	23,078,245	3,698,232	-	26,776,477	17,570,393
Optical Fiber	19,618,638	12,613,363	-	32,232,001	30%	2,409,983	6,910,720	-	9,320,703	22,911,298
Furniture & Fittings	15,664,533	3,757,212	-	19,421,745	10%	8,186,909	876,984	-	9,063,893	10,357,852
IPTSP & Video Conference Equipment	12,981,562	327,432	-	13,308,994	20%	7,575,121	1,132,088	-	8,707,209	4,601,785
Motor Vehicle	5,482,603	5,695,800	69,110	11,109,293	20%	2,562,475	1,145,516	69,110	3,638,881	7,470,412
Support Equipment	73,343,829	26,165,403	-	99,509,232	5%	14,123,241	3,536,338	-	17,659,579	81,849,653
Leasehold Motor Vehicle	11,161,840	-	-	11,161,840	20%	5,938,945	1,044,579	-	6,983,524	4,178,316
<b>Closing Balance as at 30 June 2017</b>	<b>940,630,230</b>	<b>90,337,341</b>	<b>69,110</b>	<b>1,030,898,462</b>		<b>248,212,418</b>	<b>48,850,880</b>	<b>69,110</b>	<b>296,994,188</b>	<b>733,904,274</b>
<b>Closing Balance as at 30 June 2016</b>	<b>767,962,418</b>	<b>172,798,561</b>	<b>130,748</b>	<b>940,630,230</b>		<b>208,131,293</b>	<b>40,163,552</b>	<b>82,427</b>	<b>248,212,418</b>	<b>692,417,813</b>

Allocation of Depreciation

	2016-2017	2015-2016
Cost of Goods Sold & Services	43,429,849	35,256,215
Administration	5,421,031	4,907,337
<b>Total Depreciation</b>	<b>48,850,880</b>	<b>40,163,552</b>

Break Up of Administration Depreciation

	2016-2017	2015-2016
Office Equipment	3,698,232	3,386,928
Furniture & Fixtures	876,984	773,672
Computer & Computer Equipment (20% of total dep)	845,815	746,737
<b>Total</b>	<b>5,421,031</b>	<b>4,907,337</b>



## Annexure-B

## Intangible Assets

Particulars	Cost				Rate of Amortization	Amortization				
	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance		Opening Balance	Charged during the year	Disposal/ Adjustment	Closing Balance	Written Down Value 30 June 2017
Con For Cisco Equipment	388,740	-	-	388,740	20%	212,511	176,229	-	388,740	-
Quick Book Software	225,000	-	-	225,000	20%	168,000	11,400	-	179,400	45,600
Mikrotik License	24,035	-	-	24,035	20%	14,421	9,614	-	24,035	-
Employee Performance Management Software	-	248,400	-	248,400	20%	-	49,680	-	49,680	198,720
Network Performance Software	1,697,610	-	-	1,697,610	20%	520,600	235,402	-	756,002	941,608
Closing Balance as at 30 June 2017	2,335,385	248,400	-	2,583,785		915,533	482,324	-	1,397,857	1,185,928
Closing Balance as at 30 June 2016	2,335,385	-	-	2,335,385		560,570	354,963	-	915,533	1,419,852

Allocation of Amortization

	2016-2017	2015-2016
Administration	482,324	354,963
Total Amortization	48,850,880	40,163,552

## **Additional Disclosures**

### **1. Credit Facility Availed**

There was a credit facility available to the company under the contract with **The City Bank Ltd** vide agreement # CBL/HO/CAD/2016/3020-A date. 02.08.2016 as on 30 June, 2016.

### **2. Attendance Status of Board of Directors Meeting**

During the period from 01.07.2016 to 30.06.2017 there were 12 (Twelve) Board Meetings held. The attendance status of all the meetings are as follows:

<b>Name of the director</b>	<b>Position</b>	<b>Meeting Held</b>	<b>Attended</b>
Asif Mahmood	Chairman & MD	12	12
Md. Moinul Islam	Director	12	12
Md. Mahfuz Ali Sohel	Director	12	12
Khandker Mahmooda Saeed	Director	12	12
AKM Shafiul Azam	Independent Director	12	7

For Board Meeting, attendance fees were not paid to the Directors of the company.

### **3. Quantity Wise Schedule as per Schedule-XI, Part-I of The Companies Act, 1994**

**Quantity Wise Schedule:** The Company's nature of business is service oriented and its service capacity depends on its employed human resources. Therefore, Quantitywise Schedule is not applicable for the company.

### **4. Information as per Schedule-XI, Part-II Para-3 of The Companies Act 1994 in respect of remuneration paid to the employees are as follows:**

#### **a (i). Employee Position for ADN Telecom Limited (As on 30 June 2017)**

<b>Monthly Salary Range (in Taka)</b>	<b>Permanent Basis</b>	<b>Contract Basis</b>	<b>30-Jun-17</b>	<b>30-Jun-16</b>
Below 6,000	-	1	1	1
Above 6,000	225	222	447	403
<b>Total</b>	<b>225</b>	<b>223</b>	<b>448</b>	<b>404</b>

#### **B. Disclosure as per requirement of Schedule XI, Part II, Para 7**

(i) **Details of production capacity utilization:** The Company's nature of business is service oriented and its service capacity depends on its employed human resources. Therefore, production capacity is not applicable for the company.

#### **C. Disclosure as per requirement of Schedule XI, Part II, Para 8**

i) **Raw Materials, Spare Parts, Packing Materials and Capital Machinery:** The Company's nature of business is service oriented and its service capacity depends on its employed human resources. Therefore, Raw Materials, Spare Parts, Packing Materials and Capital Machinery are not applicable for the company.

#### **D. Disclosure as per requirement of Schedule XI, Part II, Para 3**

<b>Requirements under Condition No.</b>	<b>Compliance Status of Disclosure of Schedule XI, Part II, Para 3</b>
3(i)(a) The turnover	BDT 829,452,281.00
3(i)(b) Commission paid to selling agents	N/A
3(i)(c) Brokerage and discount of sales, other than the usual trade discount	N/A
3(i)(d)(i) The value of the raw materials consumed, giving item-wise as possible	N/A
3(i)(d)(ii) The opening and closing stocks of goods produced	N/A
3(i)(e) In the case of trading companies, the purchase made and the opening and closing stocks	Opening Stock CPE 727 Closing Stock CPE 1135

3(i)(f) In the case of Companies rendering or supplying services, the gross income derived from services rendered or supplied	BDT 347,573,231.00
3(i)(g) Opening and Closing stocks, purchases, sales and consumption of raw materials with value and quantity breakup for the Company, which falls under one or more categories i.e. manufacturing and/or trading	Details given below
3(i)(h) In the case of other companies, the gross income derived under different heads	N/A
3(i)(i) Work-in-progress, which have been completed at the commencement and at the end of the accounting period	N/A
3(i)(j) The amount provided for depreciation, renewals or diminution in value of fixed assets	BDT 48,850,880.00
3(i)(k) Interest on the debenture paid or payable to the Managing Director, Managing Agent and the Manager	N/A
3(i)(l) Charge for income tax and other taxation on profits	BDT 46,233,062.07
3(i)(m) Reserved for repayment of share capital and repayment of loans	N/A
3(i)(n)(i) Amount set aside or proposed to be set aside, to reserves, but not including provisions made to meet any specific liability, contingency or commitment, known to exist at the date as at which the Balance Sheet is made up.	N/A
3(i)(n)(ii) Amount withdrawn from above mentioned reserve	N/A
3(i)(o)(i) Amount set aside to provisions made for meeting specific liabilities, contingencies of commitments.	N/A
3(i)(o)(ii) Amount withdrawn from above mentioned provisions, as no longer required.	N/A
3(i)(p) Expenditure incurred on each of the following items, separately for each item: (i) Consumption of stores and spare parts (ii) Power and Fuel (iii) Rent (iv) Repairs of Buildings (v) Repairs of Machinery (vi)(1) Salaries, wages and bonus (2) Contribution to provident and other funds (3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve.	Details given below

3(i)(g) Opening and Closing stocks, purchases, sales and consumption of raw materials with value and quantity breakup for the Company, which falls under one or more categories i.e. manufacturing and/or trading

Name of the items	Opening Balance as at 01.07.2016		Addition		Consumption		Closing Balance as at 30.06.2017	
	Qty	Taka	Qty	Taka	Qty	Taka	Qty	Taka
CPE & IDU	727	1,572,550	436	943,600	28	152,650	1,135	2,363,500
		<b>1,572,550</b>		943,600		<b>152,650</b>		<b>2,363,500</b>

3(i)(p) Expenditure Incurred on each of the following items:

(i) Consumption of Stores- **BDT-1,52,650.00**

(ii) Power & Fuel-**BDT 1,03,01,600.00**

(iii) Rent -**BDT 2,95,49,936.00**

(iv)Repairs of Buildings- N/A

(v) Repairs of Machinery- N/A

(vi) (1) Salaries, wages and bonus- **BDT 209,368,876.00**

(2) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve.-N/A

5. EPS Excluding Extra ordinary Income or non recurring income coming from others than core operations as per commissions notification no. SEC/CMRRCD/2008/186/115/Admin/30 dated October 05, 2011.

Particulars	Amount in Taka
Net Profit attributable to Ordinary Shareholders	105,936,997
Other non-operating income	938,502
Net profit after tax except other no-operating income	104,998,495
Total number of Existing share	44,860,000
Earnings Per Share (EPS)	2.34

6. Ratios as per rule 8B(20)(C) Securities & Exchange Commission (Public issue) Rules 2006 on fully Diluted Basis in addition to the weighted average number of shares basis

ADN Telecom Ltd has calculated Various Financial Ratios which will be showing in the the separate sheet.

7. Auditors' Report under Section 135(1) Paragraph 24(1) of Part II of Third Schedule of The Companies Act, 1994

Auditors' Report under section 135(1) Paragraph 24(1) of Part II will be showing in the the separate sheet.

**8. Balance Confirmation:**

ADN Telecom Limited's Trade Receivable amounting Tk. 202,286,151.00 which includes 1,032 customers & Others Receivable amounting Tk. 31,268,802.00 which includes 5 parties. From both categories of receivable we have circulated as a sample basis of all the major parties from the mentioned figure and we are satisfied based on the documents provided by the ADN Telecom Ltd.

**9. Subsequent Disclosure of Events after the Balance Sheet Date - Under IAS 10**

There is no non-adjusting post balance sheet event of such importance, non-disclosure of which would affect the ability to the users of the Financial Statements to proper evaluation and decision.

**10. (I) Debt considered good in respect of which the company is fully secured**

The debtors occurred in the ordinary course of business are considered good and secured.

**(II) Debt considered good for which the company hold no security other than the debtors' personal security**

There is no such debt in this respect as on 30 June 2017.

**(III) Debt considered doubtful or bad**

The company has made provision for doubt full debts against accounts receivables by BDT 2,771,726.00 as on 30 June 2017, because of the fact that service are being made on regular basis with fixed maturity dates.

**(IV) Debt due by directors or other officers of the company**

There is no such debt in case of Directs of the Company and in case of other officers debt amount is as follows.

**(V) Debt due by Common Management**

There are no amount due form sister company under common management as on 30 June 2017.

**(VI) The maximum amount due by directors or other officers of the company**

There is no amount due from Directors & other Officers of the Company as on 30 June 2017.



**11. Approval of the Financial Statements**

These financial statements were authorized for issue in accordance with a resolution of the company's Board of Directors on September 11, 2017.

**12. Preparation and presentation of Financial Statements of the Company and its Subsidiaries/Events after the Balance Sheet date**

The Board of Directors of respective companies are responsible for the preparation and presentation of Financial Statements of ADN Telecom Limited.

**13. Disclosure regarding Contingent Liabilities & Assets and its Provision as per BAS-37**

The company has no contingent liabilities & assets and its provision as per BAS-37 as on June 30, 2017.

**14. Subsequent Events**

The Board of Directors of the Company in its meeting dated September 11, 2017 appointed Mr. Henry Hilton as the Managing Director (Ex- Officio Member of the Board) of the Company.

Sd/-  
Chairman

Sd/-  
Director

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Company Secretary

**(b) Information as is required under section 186 of the কোম্পানি আইন, ১৯৯৪ relating to holding company;**

Not applicable for ADN Telecom Limited since the company has no subsidiary.

(c) Selected ratios as specified in Annexure-D;

ADN Telecom Limited

Auditors' Certificate regarding calculations of EPS and Ratios

We have examined the accounting ratios of ADN Telecom Limited for the year ended 30 June 2017, 2016, 2015, 2014 and 2013 as submitted to us by its management. The preparation of the following 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.

Based on our review, we certify that the company has properly prepared the following ratios using acceptable principles, on the basis of audited financial statements for the year ended 30 June 2017, 2016, 2015, 2014 and 2013.

Name of Ratio		Formula	Amount in Taka														
			30-06-17			30-06-16			30-06-15			30-06-14			30-06-13		
			Calculation	ADN	Industry Avg*	Calculation	ADN	Industry Avg	Calculation	ADN	Industry Avg	Calculation	ADN	Industry Avg	Calculation	ADN	Industry Avg
A. Liquidity Ratios:																	
1	Current Ratio (Times)	Current Assets	493,526,228	1.71		365,611,598	1.57	2.71	381,598,612	2.02	2.43	378,175,332	1.82	2.85	249,130,976	1.73	3.55
		Current Liabilities	288,447,900			233,323,613			189,313,623			208,057,442			143,930,215		
2	Quick Ratio (Times)	Current Assets - Inventory	491,162,728	1.70		364,039,048	1.56	2.32	368,692,178	1.95	2.03	372,062,700	1.79	2.37	249,069,262	1.73	3.06
		Current Liabilities	288,447,900			233,323,613			189,313,623			208,057,442			143,930,215		
B. Operating Efficiency Ratios:																	
1	Trade Receivable turnover Ratio (Times)	Revenue	829,452,281	4.32		757,317,248	4.16	3.70	617,304,977	4.15	4.65	513,112,791	4.89	6.61	430,773,170	4.69	6.02
		Average Receivable	192,200,124			181,905,203			148,600,595			104,983,014			91,760,335		
2	Inventory Turnover Ratios (Times)	Cost of Revenue	481,879,050	245		459,998,605	64	4	375,506,003	39	5	286,773,536	93	6	234,750,086	1,507	4.85
		Average Inventory	1,968,025			7,239,492			9,509,533			3,087,173			155,817		
3	Assets Turnover Ratios (times)	Revenue	829,452,281	0.72		757,317,248	0.75	0.50	617,304,977	0.66	0.47	513,112,791	0.70	0.50	430,773,170	0.92	0.45
		Average Total Assets	1,153,386,158			1,009,650,592			936,525,447			730,881,405			468,987,118		
C. Profitability Ratios:																	
1	Gross Margin Ratio (%)	Gross Profit*100	347,573,231	41.90%		297,318,643	39.26%	41.08%	241,798,974	39.17%	39.51%	226,339,255	44.11%	39.45%	196,023,084	45.50%	42.6%
		Revenue	829,452,281			757,317,248			617,304,977			513,112,791			430,773,170		
2	Operating Profit Ratio (%)	Operating profit*100	176,292,586	21.25%		141,016,182	19%	8%	107,800,447	17.46%	6.42%	128,978,703	25.14%	17.96%	117,000,818	27.16%	15.9%
		Net Revenue	829,452,281			757,317,248			617,304,977			513,112,791			430,773,170		
3	Net Profit Ratio (%)	Net Profit after tax*100	105,936,997	12.77%		87,762,243	12%	9%	64,665,545	10.48%	7.72%	60,156,720	11.72%	15.09%	51,059,522	11.85%	30.1%
		Net Revenue	829,452,281			757,317,248			617,304,977			513,112,791			430,773,170		
4	Return on Assets Ratios (%)	Net Profit after tax*100	105,936,997	9.18%		87,762,243	9%	5%	64,665,545	6.90%	4.51%	60,156,720	8.23%	6.81%	51,059,522	10.89%	18.5%
		Average Total Assets	1,153,386,158			1,009,650,592			936,525,447			730,881,405			468,987,118		
5	Return on Equity Ratio ( After Tax) (%)	Net Profit after tax*100	105,936,997	14.64%		87,762,243	15%	6%	64,665,545	12.69%	5.58%	60,156,720	13.53%	7.10%	51,059,522	15.09%	19.8%
		Total Shareholders' Equity	723,806,491			594,411,567			509,414,700			444,749,155			338,432,559		
6	Earning Per Shares (EPS) Basic	Net Profit after tax	105,936,997	2.52		87,762,243	2.10	0.80	64,665,545	3.09	0.61	60,156,720	3.15	1.15	51,059,522	2.94	2.44
		Weighted Average Number of Shares	42,056,481			41,859,166			20,929,583			19,061,664			17,360,000		
7	Earning Per Shares (EPS) Diluted	Net Profit after tax	105,936,997	2.36		87,762,243	4.19	0.80	64,665,545	3.09	0.61	60,156,720	2.86	1.15	51,059,522	2.94	2.44
		No of Ordinay Shares	44,860,000			20,929,583			20,929,583			20,929,583			17,360,000		
8	EBITDA Margin	EBITDA*100	218,535,564	26.3%		171,503,181	23%	17%	139,328,375	23%	15%	149,540,975	28%	18%	129,981,573	30%	21%
		Revenue	829,452,281			757,317,248			617,304,977			513,112,791			430,773,170		

**D. Solvency Ratios:**

1	Debt to total Assets Ratio (Times)	Total debt	149,005,064	0.12		139,425,160	0.13	0.27	49,139,198	0.05	0.20	84,809,919	0.09	0.37	54,447,754	0.10	0.21
		Total Assets	1,237,962,331			1,068,809,985			950,491,198			922,559,695			539,203,114		
2	Debt to Equity Ratio (Times)	Total Debt	149,005,064	0.21		139,425,160	0.23	0.38	49,139,198	0.10	0.29	84,809,919	0.19	0.42	54,447,754	0.16	0.25
		Total Shareholders Equity	723,806,491			594,411,567			509,414,700			444,749,155			338,432,559		
3	Times Interest Earned Ratio (Times)	EBIT	169,202,360	9.93		130,984,666	22.06	17.30	104,526,655	11.98	18.28	122,907,218	39.87	30.11	114,861,478	N/A	19.10
		Interest Expenses	17,032,301			5,937,928			8,724,064			3,082,740			-		
4	Debt Service Coverage Ratio	Net Operating Income	176,292,586	1.18		141,016,182	1.01	0.29	107,800,447	2.19	0.55	128,978,703	1.52	0.23	117,000,818	2.15	0.47
		Total Debts	149,005,064			139,425,160			49,139,198			84,809,919			54,447,754		

**E. Cash Flow Ratios:**

1	Net Operating Cash Flow Per share	Operating Cash Flow	155,833,529	3.47		204,287,882	4.88	1.65	9,351,045	0.45	0.70	61,455,815	2.94	1.19	77,064,838	4.44	1.72
		No of Ordinary Shares	44,860,000			41,859,166			20,929,583			20,929,583			17,360,000		
2	Net Operating Cash Flow Per share/EPS	Net Operating Cash flow per share	3.47	1.38		4.88	2.33	1.26	0.45	0.14	0.75	2.94	0.93	1.09	4.44	1.51	1.20
		Earning Per Share (EPS)	2.52			2.10			3.09			3.15			2.94		

*\*Industry Average for the year 30 June 2017 have not provided due to unavailability of information.*

Sd/-

Place: Dhaka

Date: 20 September 2017

Syful Shamsul Alam & Co.  
Chartered Accountants



(d) Auditors report under Section 135(1), Paragraph 24(1) of PartII of Schedule III of the কোম্পানি আইন, ১৯৯৪. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above mentioned inclusion and submission will have to be made for the period since commercial operation;

**ADN Telecom Limited**  
**Auditors' Report under Section-135(1) and para-24(1) of Part II of Schedule-III of The Companies Act 1994**

As required under section 135(1), Para 24(1) of The Companies Act 1994 ADN Telecom Limited prepared the following statements of its assets and liabilities and operating results as at and for the year ended on 30 June 2017, 2016, 2015 2014 and 2013 and submitted those to us for our working and for issuance of our confirmation thereon. Accordingly we have reviewed the relevant audited financial statements and hereby confirm that the following information has been correctly extracted from those audited financial statements:

**A. Statement of Assets and Liabilities**

Particulars	Amounts in Taka as at				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
<b>ASSETS</b>					
<b>Non-Current Assets</b>					
Property, Plant and Equipment (net)	733,904,274	692,417,813	559,831,125	536,453,256	295,871,742
Intangible Assets	1,185,928	1,419,852	1,774,815	431,108	558,663
Investment	9,345,901	9,360,722	7,286,647	7,500,000	7,500,000
<b>Total Non Current Assets</b>	<b>744,436,103</b>	<b>703,198,387</b>	<b>568,892,586</b>	<b>544,384,364</b>	<b>303,930,405</b>
<b>Current Assets</b>					
Inventories	2,363,500	1,572,550	12,906,434	6,112,632	61,714
Trade and Other Receivables	230,783,227	210,106,835	181,875,616	124,570,723	92,049,216
Advance, Deposits and Prepayments	154,458,616	144,481,947	125,788,419	125,664,392	87,434,671
Investment	-	-	-	28,000,000	-
Current A/C with Intercompany	-	-	49,942,503	49,291,665	15,457,280
Cash and Cash Equivalents	105,920,885	9,450,266	11,085,641	44,535,920	54,373,595
<b>Total Current Assets</b>	<b>493,526,228</b>	<b>365,611,598</b>	<b>381,598,612</b>	<b>378,175,332</b>	<b>249,376,476</b>
<b>Total Assets</b>	<b>1,237,962,331</b>	<b>1,068,809,985</b>	<b>950,491,198</b>	<b>922,559,695</b>	<b>553,306,882</b>
<b>EQUITY</b>					
<b>Shareholders' Equity</b>					
Share Capital	448,600,000	209,295,830	209,295,830	209,295,830	173,600,000
Share Premium	83,005,464	68,626,294	71,391,670	71,391,670	-
Share Money Deposit	-	-	-	-	64,587,500
Retained Earnings	192,201,027	316,489,443	228,727,200	164,061,655	103,904,935
<b>Total Shareholders Equity</b>	<b>723,806,491</b>	<b>594,411,567</b>	<b>509,414,700</b>	<b>444,749,155</b>	<b>342,092,435</b>
<b>LIABILITIES</b>					
<b>Non-Current Liabilities</b>					
Term Loan	89,072,396	98,950,656	11,669,405	30,847,774	34,737,649
Finance Lease Obligation	3,690,151	2,599,993	-	234,828	5,037,134
Deferred Letter of Credit	-	31,251,676	153,403,112	165,596,723	-
Deferred Tax Liability	132,945,393	108,272,480	86,690,358	73,073,773	22,102,693
<b>Total Non Current Liabilities</b>	<b>225,707,940</b>	<b>241,074,805</b>	<b>251,762,875</b>	<b>269,753,098</b>	<b>61,877,476</b>
<b>Current Liabilities</b>					
Trade and Other Payables	120,392,762	124,271,783	73,430,372	146,394,441	86,836,610
Provision for Expenses/Accrued Expenses	67,174,555	55,474,945	43,548,902	-	-
Short Term Loan	23,238,981	14,445,213	17,960,810	27,181,554	4,629,691
Current Portion of Long Term Liabilities	31,854,212	22,776,384	19,042,503	21,743,446	15,080,414
Finance Lease Obligation	1,149,324	652,914	466,480	4,802,317	5,676,256
Current A/C with Intercompany	-	-	19,975,639	-	15,055,056
Provision for Workers Profit Participation Fund (WPPF)	7,609,244	-	-	-	-
Provision for Tax Liability	37,028,822	15,702,374	14,888,917	7,935,685	22,058,944
<b>Total Current Liabilities</b>	<b>288,447,900</b>	<b>233,323,613</b>	<b>189,313,623</b>	<b>208,057,442</b>	<b>149,336,970</b>
<b>Total Liabilities</b>	<b>514,155,840</b>	<b>474,398,418</b>	<b>441,076,498</b>	<b>477,810,540</b>	<b>211,214,446</b>
<b>Total Equity and Liabilities</b>	<b>1,237,962,331</b>	<b>1,068,809,985</b>	<b>950,491,198</b>	<b>922,559,695</b>	<b>553,306,882</b>

**B. Income Statement**

Particulars	Amounts in Taka				
	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
<b>Revenue</b>	829,452,281	757,317,248	617,304,977	513,112,791	430,773,170
Cost of Goods & Services	(481,879,050)	(459,998,605)	(375,506,003)	(286,773,536)	(231,553,504)
<b>Gross Profit</b>	<b>347,573,231</b>	<b>297,318,643</b>	<b>241,798,974</b>	<b>226,339,255</b>	<b>199,219,666</b>
<b>Operating Expenses</b>					
Administrative Expenses	99,397,739	88,247,330	63,590,744	57,760,902	54,932,783
Distribution and Marketing Expenses	71,882,906	68,055,131	70,407,783	39,599,650	23,306,491
	<b>(171,280,645)</b>	<b>(156,302,461)</b>	<b>(133,998,527)</b>	<b>(97,360,552)</b>	<b>(78,239,274)</b>
<b>Operating Profit</b>	<b>176,292,586</b>	<b>141,016,182</b>	<b>107,800,446</b>	<b>128,978,703</b>	<b>120,980,392</b>
Other Non-Operating Income	938,502	792,457	1,918,335	1,545,094	159,346
Financial Expense	(17,436,964)	(10,153,204)	(8,649,367)	(4,392,768)	(2,298,686)
<b>Profit before WPPF</b>	<b>159,794,124</b>	<b>131,655,435</b>	<b>101,069,415</b>	<b>126,131,029</b>	<b>118,841,052</b>
Contribution to WPPF	(7,609,244)	(6,582,772)	(5,053,471)	(6,306,551)	-
Share of profit/(loss) of associates	(14,821)	(25,925)	(213,353)	-	-
<b>Profit before Income Tax</b>	<b>152,170,059</b>	<b>125,046,738</b>	<b>95,802,591</b>	<b>119,824,478</b>	<b>118,841,052</b>
Income Tax Expenses	(46,233,062)	(37,284,495)	(31,137,046)	(59,667,758)	(63,801,956)
<b>Profit for the Year</b>	<b>105,936,997</b>	<b>87,762,243</b>	<b>64,665,545</b>	<b>60,156,720</b>	<b>55,039,096</b>
Other Comprehensive Income	-	-	-	-	-
<b>Total Comprehensive Income</b>	<b>105,936,997</b>	<b>87,762,243</b>	<b>64,665,545</b>	<b>60,156,720</b>	<b>55,039,096</b>
<b>Earnings Per Share (EPS)</b>	<b>2.52</b>	<b>2.10</b>	<b>1.54</b>	<b>1.50</b>	<b>1.44</b>
<b>Net profit after tax</b>	<b>105,936,997</b>	<b>87,762,243</b>	<b>64,665,545</b>	<b>60,156,720</b>	<b>55,039,096</b>
Weighted Average No. of Shares <sup>H</sup>	42,056,481	41,859,166	41,859,166	39,991,247	38,289,583
<b>Diluted EPS (Restated)</b>	<b>2.36</b>	<b>1.96</b>	<b>1.44</b>	<b>1.34</b>	<b>1.23</b>
<b>Net profit after tax</b>	<b>105,936,997</b>	<b>87,762,243</b>	<b>64,665,545</b>	<b>60,156,720</b>	<b>55,039,096</b>
No. of outstanding shares	44,860,000	44,860,000	44,860,000	44,860,000	44,860,000

<b>C. Dividend:</b>					
The Company's data relating to dividend is as under					
Forms of Dividend	30-Jun-17	30-Jun-16	30-Jun-15	30-Jun-14	30-Jun-13
Cash Dividend (%)	Nil	5%	Nil	Nil	Nil
Stock Dividend (%)	Nil	Nil	100%	Nil	Nil
<p><b>D.</b> ADN Telecom Limited (Formerly Known as Advanced Data Networks System Limited) was incorporated on September 22, 2003 under The Companies Act, 1994 as a Private Limited Company. It commenced its commercial operation in 2003. ADN Telecom has converted into public on 25th July 2012 from Private Limited. The company has been awarded with the ISO 9001:2008 certification for serving its valued customers with the service of excellent quality;</p> <p><b>E.</b> We Certify the company's Assets and Liabilities (Balance Sheet) as at 30 June 2017 and 2016 was audited by us and for the year ended 30 June, 2015, 2014 was audited by A.Qasem &amp; Co., Chartered Accountants and 2013 was audited by Hoda Vasi Chowdhury and Co., Chartered Accountants.</p> <p><b>F.</b> We certify the company's Statement of operating result (Income Statement) for the year ended 30 June 2017 and 2016 was audited by us and for the year ended 30 June, 2015, 2014 was audited by A.Qasem &amp; Co., Chartered Accountants and 2013 was audited by Hoda Vasi Chowdhury and Co., Chartered Accountants.</p> <p><b>G.</b> Figures related to previous years have been rearranged wherever necessary.</p> <p><b>H.</b> Calculation of basic EPS:</p>					
<b>Weighted Average number of ordinary shares</b>			<b>No. of days outstanding</b>	<b>No. of Shares</b>	<b>2012-13</b>
Full Year			365	17,360,000	17,360,000
Issue of bonus shares during 2016-2017			365	20,929,583	20,929,583
				<b>38,289,583</b>	<b>38,289,583</b>
<b>Weighted Average number of ordinary shares</b>			<b>No. of days outstanding</b>	<b>No. of Shares</b>	<b>2013-14</b>
Full Year			365	17,360,000	17,360,000
Issue of Shares on 08 January 2014	08-01-14	30-06-14	174	3,569,583	1,701,664
Issue of bonus shares during 2016-2017			365	20,929,583	20,929,583
				<b>41,859,166</b>	<b>39,991,247</b>
<b>Weighted Average number of ordinary shares</b>			<b>No. of days outstanding</b>	<b>No. of Shares</b>	<b>2014-15</b>
Full Year			365	20,929,583	20,929,583
Issue of bonus shares during 2016-2017			365	20,929,583	20,929,583
				<b>41,859,166</b>	<b>41,859,166</b>
<b>Weighted Average number of ordinary shares</b>			<b>No. of days outstanding</b>	<b>No. of Shares</b>	<b>2015-16</b>
Full Year			365	20,929,583	20,929,583
Issue of bonus shares during 2016-2017			365	20,929,583	20,929,583
				<b>41,859,166</b>	<b>41,859,166</b>
<b>Weighted Average number of ordinary shares</b>			<b>No. of days outstanding</b>	<b>No. of Shares</b>	<b>2016-17</b>
Full Year			365	20,929,583	20,929,583
Issue of bonus shares during 2016-2017			365	20,929,583	20,929,583
Issue of Shares on 07 June 2017	07-06-17	30-06-17	24	3,000,834	197,315
				<b>44,860,000</b>	<b>42,056,481</b>
<p style="text-align: right;"><b>Sd/-</b></p> <p><b>Place: Dhaka</b> <span style="float: right;"><b>Syful Shamsul Alam &amp; Co.</b></span></p> <p><b>Date: 20 September 2017</b> <span style="float: right;"><b>Chartered Accountants</b></span></p>					

(e) Financial spread sheet analysis for the latest audited financial statements  
ADN Telecom Limited  
STATEMENT OF FINANCIAL POSITION  
As at 30 June 2017

Particulars	30-Jun-17	
	Amount in BDT	% on Total Asset
<b>ASSETS</b>		
<b>Non-Current Assets</b>		
Property, Plant and Equipment	733,904,274	59.28%
Intangible Assets	1,185,928	0.10%
Investment	9,345,901	0.75%
<b>Total Non-Current Assets</b>	<b>744,436,103</b>	<b>60.13%</b>
<b>Current Assets</b>		
Inventories	2,363,500	0.19%
Trade and Other Receivables	230,783,227	18.64%
Advance, Deposits and Prepayments	154,458,616	12.48%
Cash and Cash Equivalents	105,920,885	8.56%
<b>Total Current Assets</b>	<b>493,526,228</b>	<b>39.87%</b>
<b>Total Assets</b>	<b>1,237,962,331</b>	<b>100.00%</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Capital &amp; Reserves</b>		
Share Capital	448,600,000	36.24%
Share Premium	83,005,464	6.71%
Retained Earnings	192,201,027	15.53%
<b>Total Equity</b>	<b>723,806,491</b>	<b>58.47%</b>
<b>LIABILITIES</b>		
<b>Non-Current Liabilities</b>		
Term Loan	89,072,396	7.20%
Lease Liabilities	3,690,151	0.30%
Deferred Tax Liability	132,945,393	10.74%
<b>Total Non-Current liabilities</b>	<b>225,707,940</b>	<b>18.23%</b>
<b>Current Liabilities</b>		
Current Portion of Term Loan	31,854,212	2.57%
Current Portion of Lease Liabilities	1,149,324	0.09%
Short Term Loan	23,238,981	1.88%
Accrued Expenses	67,174,555	5.43%
Provision for Workers' Profit Participation Fund (WPPF)	7,609,244	0.61%
Trade and Other Payables	120,392,762	9.73%
Provision for Tax Liability	37,028,822	2.99%
<b>Total Current Liabilities</b>	<b>288,447,900</b>	<b>23.30%</b>
<b>Total Liabilities</b>	<b>514,155,840</b>	<b>41.53%</b>
<b>Total Equity and Liabilities</b>	<b>1,237,962,331</b>	<b>100.00%</b>

**ADN Telecom Limited**  
**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**As at 30 June 2017**

Particulars	30-Jun-17	
	Amount in BDT	% on Total Sales
<b>Net Revenue</b>	829,452,281	100%
Cost of Goods Sold & Services	481,879,050	58%
<b>Gross Profit</b>	<b>347,573,231</b>	42%
Administrative Expenses	99,397,739	12%
Distribution and Marketing Expenses	71,882,906	9%
<b>Operating Expenses</b>	<b>171,280,645</b>	21%
<b>Profit before Interest and Tax</b>	<b>176,292,586</b>	21%
Other Non-Operating Income	(938,502)	0%
Financial Expense	17,436,964	2%
Workers Profit Participation Fund (WPPF)	7,609,244	1%
Share of profit/(loss) of associates	14,821	0%
<b>Profit before Tax</b>	<b>152,170,059</b>	18%
Current Tax	21,560,149	3%
Deferred Tax	24,672,913	3%
<b>Provision for Tax</b>	<b>46,233,062</b>	6%
<b>Net Profit After Tax</b>	<b>105,936,997</b>	13%
<b>Earnings Per Share (EPS)</b>	<b>2.52</b>	

- (f) Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;

Particulars	Amount in BDT ( 30 June 2017)
Profit Attributable/Net Profit after tax	105,936,997
No. of Shares before IPO	44,860,000
<b>Earnings per share (EPS)</b>	<b>2.36</b>

- (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;

Particulars	Amount in BDT ( 30 June 2017)
<b>Net Profit after tax</b>	<b>105,936,997</b>
Less: Extra Ordinary income or non-recurring income	938,502
<b>Net profit excluding Extra-ordinary income or non-recurring income</b>	<b>104,998,495</b>

Earnings per shares excluding Extra-ordinary income or non-recurring income coming from other than core operations:

Particulars	Amount in BDT ( 30 June 2017)
<b>Net profit excluding Extra-ordinary income or non-recurring income</b>	<b>104,998,495</b>
No. of Shares before IPO	44,860,000
<b>Earnings per share (EPS) excluding Extra-ordinary income or non-recurring income</b>	<b>2.34</b>

- (h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS;

Not applicable for ADN Telecom Limited.

- (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.

(a) Net Asset Value without Revaluation Reserve:

Particulars	Amount in BDT ( 30 June 2017)
<b>Paid up Capital</b>	<b>448,600,000</b>
<b>Share premium</b>	<b>83,005,464</b>
<b>Retained Earnings</b>	<b>192,201,027</b>
<b>Total Shareholders Equity ( Without Revaluation Reserve)</b>	<b>723,806,491</b>
Total Number of Ordinary Share	44,860,000
<b>Net Assets Value (NAV) at BDT 10.00 per share (without Revaluation Reserve)</b>	<b>16.13</b>

(b) Net Asset Value with Revaluation Reserve: Not applicable for ADN Telecom Limited

- (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, cost of audit should be borne by the concerned issuer.

N/A.

(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 rate of interest and interest paid or accrued;

**For the year ended June 30, 2017:**

Name of the parties	Nature of Relationship	Nature of Borrowings	Balance as on 30 June, 2017 (BDT)	Interest rate(%)	Interest paid (BDT)	Interest Accrued (BDT)
The City Bank Ltd	Lender	Short Term	8,477,965	12.50%	17,548,244	Nil
The City Bank Ltd	Lender	Short Term	7,458,971	12.50%		
The City Bank Ltd	Lender	Short Term	1,718,228	12.50%		
The City Bank Ltd	Lender	Short Term	3,998,628	12.50%		
The City Bank Ltd	Lender	Short Term	1,585,189	12.50%		
<b>Sub Total</b>			<b>23,238,981</b>			
IIDFC	Lender	Term Loan	64,608,078	11%		
IIDFC	Lender	Lease Loan	4,839,475	11%		
<b>Sub Total</b>			<b>69,447,553</b>			
IDLC	Lender	Term Loan	56,318,530	11%		
<b>Sub Total</b>			<b>56,318,530</b>			
<b>Total</b>			<b>149,005,064</b>		<b>17,548,244</b>	

**For the year ended Jun 30, 2016:**

Name of the parties	Nature of Relationship	Nature of Borrowings	Balance as on 30 June, 2016 (BDT)	Interest rate(%)	Interest paid (BDT)	Interest Accrued (BDT)
The City Bank Ltd	Lender	Short Term	1,505,224	14.50%	5,507,163	Nil
The City Bank Ltd	Lender	Short Term	1,889,065	14.50%		
The City Bank Ltd	Lender	Short Term	1,386,090	14.50%		
The City Bank Ltd	Lender	Short Term	1,842,968	14.50%		
The City Bank Ltd	Lender	Short Term	2,610,422	14.50%		
The City Bank Ltd	Lender	Short Term	492,885	14.50%		
The City Bank Ltd	Lender	Short Term	2,771,611	14.50%		
The City Bank Ltd	Lender	Short Term	410,201	14.50%		
The City Bank Ltd	Lender	Short Term	383,397	14.50%		
The City Bank Ltd	Lender	Short Term	263,099	14.50%		
The City Bank Ltd	Lender	Short Term	157,404	14.50%		
The City Bank Ltd	Lender	Short Term	243,778	14.50%		
The City Bank Ltd	Lender	Short Term	489,069	14.50%		
<b>Sub Total</b>			<b>14,445,213</b>			
IIDFC	Lender	Term Loan	51,727,040	12.50%		
IIDFC	Lender	Lease Loan	3,252,907	13.00%		
<b>Sub Total</b>			<b>54,979,947</b>			
IDLC	Lender	Term Loan	70,000,000	12%		
<b>Sub Total</b>			<b>70,000,000</b>			
<b>Total</b>			<b>139,425,160</b>		<b>5,507,163</b>	



**For the year ended Jun 30, 2015:**

Name of the parties	Nature of Relationship	Nature of Borrowings	Balance as on 30 June 2017 (BDT)	Interest rate(%)	Interest paid (BDT)	Interest Accrued (BDT)
The City Bank Ltd	Lender	Short Term	2,547,902	14.50%	8,377,626	Nil
The City Bank Ltd	Lender	Short Term	7,576,293	14.50%		
The City Bank Ltd	Lender	Short Term	2,476,561	14.50%		
The City Bank Ltd	Lender	Short Term	2,178,959	14.50%		
The City Bank Ltd	Lender	Short Term	791,540	14.50%		
The City Bank Ltd	Lender	Short Term	1,209,219	14.50%		
The City Bank Ltd	Lender	Short Term	889,060	14.50%		
The City Bank Ltd	Lender	Short Term	291,276	14.50%		
<b>Sub Total</b>			<b>17,960,810</b>			
IIDFC	Lender	Term Loan	16,454,271	14.50%	8,377,626	Nil
<b>Sub Total</b>			<b>16,454,271</b>			
IDLC	Lender	Term Loan	14,257,637	16%		
IDLC	Lender	Lease Loan	466,480	13.00%		
<b>Sub Total</b>			<b>14,724,117</b>			
<b>Total</b>			<b>49,139,198</b>		<b>8,377,626</b>	

**For the year ended Jun 30, 2014:**

Name of the parties	Nature of Relationship	Nature of Borrowings	Balance as on 30 June, 2014 (BDT)	Interest rate(%)	Interest paid (BDT)	Interest Accrued (BDT)
The City Bank Ltd	Lender	Short Term	3,732,727	15.50%	3,249,723	Nil
The City Bank Ltd	Lender	Short Term	14,761,077	15.50%		
The City Bank Ltd	Lender	Short Term	2,079,822	15.50%		
The City Bank Ltd	Lender	Short Term	1,241,560	15.50%		
The City Bank Ltd	Lender	Short Term	1,360,097	15.50%		
The City Bank Ltd	Lender	Short Term	1,608,840	15.50%		
The City Bank Ltd	Lender	Short Term	1,195,195	15.50%		
The City Bank Ltd	Lender	Short Term	1,202,236	15.50%		
<b>Sub Total</b>			<b>27,181,554</b>			
IIDFC	Lender	Term Loan	34,650,188	15.00%	3,249,723	Nil
<b>Sub Total</b>			<b>34,650,188</b>			
IDLC	Lender	Term Loan	17,941,032	16%		
IDLC	Lender	Lease Loan	5,037,145	15.00%		
<b>Sub Total</b>			<b>22,978,177</b>			
<b>Total</b>			<b>84,809,919</b>		<b>3,249,723</b>	

**For the year ended Jun 30, 2013:**

Name of the Parties	Nature of Relationship	Nature of Borrowings	Balance as on 30 June, 2013 (BDT)	Interest rate (%)	Interest paid (BDT)	Accrued Interest (BDT)
The City Bank Ltd	Lender	Short Term	857,084	15.50%	1,885,965	Nil
The City Bank Ltd	Lender	Short Term	2,279,936	15.50%		
The City Bank Ltd	Lender	Short Term	1,492,671	15.50%		
<b>Sub Total</b>			<b>4,629,691</b>			
IIDFC	Lender	Term Loan	49,818,063	17.00%		
<b>Sub Total</b>			<b>49,818,063</b>			
<b>Total</b>			<b>54,447,754</b>		<b>1,885,965</b>	

The ADN Telecom Limited have not taken any long term and short term borrowings from Related Party or Connected Person from 1 July, 2012 to 30 June, 2017.

Place: Dhaka  
Date: 20 September 2017

Sd/-  
Syful Shamsul Alam & 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, re-payment schedule and status;

- 1) Financed by :Industrial and Infrastructure Development Finance Company Limited (IIDFC)  
 Loan Account No :LF#22435/2017  
 Loan Types :Term Loan  
 Purpose of Loan :Networking equipment and machineries  
 Security Types Personal guarantee, Hypothecation of equipment/machineries in favor of IIDFC, 60 (Sixty) post dated Cheque, Security Cheque of principal amount, Undertaking as per IIDFC Formate.

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)	20,000,000				
Rate of Interest	11%				
Re-payment schedule	60				
Status (Current balance)(BDT)	19,011,188				

- 2) Financed by :Industrial and Infrastructure Development Finance Company Limited (IIDFC)  
 Loan Account No :LF#21220/2016  
 Loan Types :Lease Finance  
 Purpose of Loan :Purchase of Vehicle  
 Status of Asset Charges : Registration and Insurance of the Vehicles in favor of IIDFC.  
 Security Types Personal guarantee, Registration and Insurance of the Vehicles in favor of IIDFC, 60 (Sixty) post dated Cheque, Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)	2,400,000				
Rate of Interest	11%				
Re-payment schedule	60				
status (Current balance) (BDT)	2,219,028				

- 3) Financed by :Industrial and Infrastructure Development Finance Company Limited (IIDFC)  
 Loan Account No :LF#18117/2015  
 Loan Types :Lease Finance  
 Purpose of Loan :Purchase of Vehicle  
 Status of Asset Charges : Registration and Insurance of the Vehicles in favor of IIDFC.  
 Security Types Personal guarantee, Registration and Insurance of the Vehicles in favor of IIDFC, 54 (Fifty Four) post dated Cheque, Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)		3,500,000			
Rate of Interest	11%	12.50%			
Re-payment schedule		54			
status (Current balance) (BDT)	2,620,447	3,252,907			

- 4) Financed by :Industrial and Infrastructure Development Finance Company Limited (IIDFC)
- Loan Account No :LF#18117/2015-1
- Loan Types :Term Loan
- Purpose of Loan :Networking equipment and machineries
- Security Types Personal guarantee, Registration and Insurance of the Vehicles in favor of IIDFC, 60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)		20,000,000			
Rate of Interest	11%	12.50%			
Re-payment schedule		60			
status (Current balance) (BDT)	17,949,059	20,000,000			

- 5) Financed by :Industrial and Infrastructure Development Finance Company Limited (IIDFC)
- Loan Account No :LF#18117/2015-2
- Loan Types :Term Loan
- Purpose of Loan :Networking equipment and machineries
- Security Types Personal guarantee, Registration and Insurance of the Vehicles in favor of IIDFC, 60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)		30,000,000			
Rate of Interest	11%	12.50%			
Re-payment schedule		60			
status (Current balance) (BDT)	27,647,831	30,000,000			

- 6) Financed by :Industrial and Infrastructure Development Finance Company Limited (IIDFC)
- Loan Account No :DF#203/2010-1
- Loan Types :Term Loan
- Purpose of Loan :Networking equipment and machineries
- Security Types Personal guarantee, Registration and Insurance of the Vehicles in favor of IIDFC, 60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)					70,000,000
Rate of Interest		12.50%	14.50%	17%	18%
Re-payment schedule					54
status (Current balance) (BDT)		1,727,040	8,206,326	13,899,596	18,692,778

- 7) **Financed by** :Industrial and Infrastructure Development Finance Company Limited (IIDFC)
- Loan Account No** :DF#203/2010
- Loan Types** :Term Loan
- Purpose of Loan** :Networking equipment and machineries
- Security Types** Personal guarantee, Registration and Insurance of the Vehicles in favor of IIDFC, 60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)					70,000,000
Rate of Interest			14.50%	17%	18%
Re-payment schedule					54
status (Current balance) (BDT)			8,247,945	20,750,592	31,125,285

- 8) **Financed by** :IDLC Finance Limited
- Loan Account No** :1028105053826014
- Loan Types** :Term Loan
- Purpose of Loan** :Procure Network & IT Equipments for Different Projects
- Security Types** Personal guarantee, Registration and Insurance of the Vehicles in favor of IIDFC, 60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)		50,000,000			
Rate of Interest	11%	12%			
Re-payment schedule		48			
status (Current balance) (BDT)	38,715,843	50,000,000			

- 9) **Financed by** :IDLC Finance Limited
- Loan Account No** :1028105053826015
- Loan Types** :Term Loan
- Purpose of Loan** :Procure Network & IT Equipments for Different Projects
- Security Types** Personal guarantee, Hypothecation of equipment/machineries in favor of IIDFC, 60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)		20,000,000			
Rate of Interest	11%	12%			
Re-payment schedule		48			
status (Current balance) (BDT)	17,602,687	20,000,000			

- 10) Financed by :IDLC Finance Limited  
 Loan Account No :IDLC/CAD/MEF/DLK/2013/438  
 Loan Types :Term Loan  
 Purpose of Loan :Procure Network & IT Equipments for Different Projects  
 Security Types Personal guarantee, Hypothecation of equipment/machineries in favor of IIDFC,60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)				40,000,000	
Rate of Interest			16%	16%	
Re-payment schedule				48	
status (Current balance) (BDT)			14,257,637	17,941,032	

- 11) Financed by :IDLC Finance Limited  
 Loan Account No :LF#09010904026-01  
 Loan Types :Lease Finance  
 Purpose of Loan :Purchase of Vehicle  
 Status of Asset Charges : Registration and Insurance of the Vehicles in favor of IDLC.  
 Security Types Personal guarantee, Registration and Insurance of the Vehicles in favor of IDLC, 60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IDLC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)				7,000,000	
Rate of Interest				15.20%	
Re-payment schedule				60	
status (Current balance) (BDT)				648,572	

- 12) Financed by :IDLC Finance Limited  
 Loan Account No :LF#09010904026-02  
 Loan Types :Lease Finance  
 Purpose of Loan :Purchase of Equipments  
 Status of Asset Charges : Registration and Insurance of the Equipments in favor of IDLC.  
 Security Types Personal guarantee, Registration and Insurance of the Equipments in favor of IDLC,60 (Sixty) post dated Cheque,Security Cheque of principal amount, Undertaking as per IDLC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)				3,750,000	
Rate of Interest				19.75%	
Re-payment schedule				60	
status (Current balance) (BDT)				705,918	

- 13) Financed by :IDLC Finance Limited  
 Loan Account No :LF#09010904026-03  
 Loan Types :Lease Finance  
 Purpose of Loan :Purchase of Equipments  
 Status of Asset Charges : Registration and Insurance of the Equipments in favor of IDLC.  
 Security Types Personal guarantee, Registration and Insurance of the Equipments in favor of IDLC, 60 (Sixty) post dated Cheque, Security Cheque of principal amount, Undertaking as per IDLC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)				3,500,000	
Rate of Interest				17%	
Re-payment schedule				60	
status (Current balance) (BDT)				853,470	

- 14) Financed by :IDLC Finance Limited  
 Loan Account No :09010803037-04  
 Loan Types :Lease Finance  
 Purpose of Loan :Purchase of Equipments  
 Status of Asset Charges : Registration and Insurance of the Equipments in favor of IDLC.  
 Security Types Personal guarantee, Registration and Insurance of the Equipments in favor of IDLC, 60 (Sixty) post dated Cheque, Security Cheque of principal amount, Undertaking as per IDLC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)				10,000,000	
Rate of Interest				15.54%	
Re-payment schedule				60	
status (Current balance) (BDT)			466,480	2,829,185	

- 15) Financed by :The City Bank Limited  
 Loan Account No :6331361323001  
 Loan Types :Overdeft Facility  
 Purpose of Loan :To meet working capital requirement and overhead expenses, viz, salary, maintenance, transportation, utility, etc.  
 Security Types Personal guarantee, Hypothecation of equipment/machineries in favor of IIDFC, 60 (Sixty) post dated Cheque, Security Cheque of principal amount, Undertaking as per IIDFC Formate

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)	5,000,000	5,000,000	5,000,000	5,000,000	
Rate of Interest	12.50%	14.50%	15.50%	15.50%	
Re-payment schedule	-	-	-	-	-
status (Current balance) (BDT)	(3,331)	(154,831)	-	-	

16) Financed by :The City Bank Limited  
 Loan Account No :9921361323033, 9921361323034, 9921361323035, 9921361323036, 6931361323021  
 Loan Types :LTR Facility  
 Purpose of Loan :Make LC  
 Security Types :Hypothecation of Stock & Receivables & Personal guarantee.

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Sanctioned Amount (BDT)	99,000,000	99,000,000	99,000,000	58,500,000	58,500,000
rate of Interest	12.50%	14.50%	15.50%	15.50%	15.50%
Re-payment schedule					
A/C No:6161361323015					857,084
A/C No:6161361323016					2,279,936
A/C No:6161361323017					1,492,671
A/C No:6161361323023				3,732,727	
A/C No:6161361323024				14,761,077	
A/C No:6161361323025				2,079,822	
A/C No:6161361323027				1,241,560	
A/C No:6161361323028				1,360,097	
A/C No:6161361323029				1,608,840	
A/C No:6161361323030				1,195,195	
A/C No:6931361323001				1,202,236	
A/C No:9921361323004			2,547,902		
A/C No:9921361323005			7,576,293		
A/C No:9921361323006			2,476,561		
A/C No:9921361323007			2,178,959		
A/C No:9921361323008			791,540		
A/C No:9921361323009			1,209,219		
A/C No:6931361323002			889,060		
A/C No:6931361323003			291,276		
A/C No:9921361323017		1,505,224			
A/C No:9921361323018		1,889,065			
A/C No:9921361323019		1,386,090			
A/C No:9921361323020		1,842,968			
A/C No:9921361323021		2,610,422			
A/C No:9921361323022		492,885			
A/C No:9921361323023		2,771,611			
A/C No:9921361323024		410,201			
A/C No:6931361323012		383,397			
A/C No:6931361323013		263,099			
A/C No:6931361323014		157,404			
A/C No:6931361323015		243,778			
A/C No:6931361323016		489,069			
A/C No:9921361323033	8,477,965				
A/C No:9921361323034	7,458,971				
A/C No:9921361323035	1,718,228				
A/C No:9921361323036	3,998,628				
A/C No:6931361323021	1,585,189				

Place: Dhaka  
 Date: 20 September 2017

Sd/-  
 Syful Shamsul Alam & Co.  
 Chartered Accountants



(iii) **Statement of unsecured loans with terms & conditions;**

This is to certify that ADN Telecom Limited did not take any unsecured loan from 1st July 2016 to 30th June 2017 except an interest free Loan from its sister concern Tech Valley Computers Limited amounting to BDT-50,00,000 (Fifty lac taka only).

Place: Dhaka  
Date: 25 March 2018

Sd/-  
Syful Shamsul Alam & 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.;**

Items	Amount in taka				
	2016-17	2015-16	2014-15	2013-14	2012-13
Raw Materials					
Packing Materials					
Stock-in-Process					
Finished Goods					
Consumable Items					
Store & Spares Parts					
Trading Goods	2,363,500	1,572,550	12,906,434	6,112,632	61,714
Inventories in Transit for sales					
<b>Total</b>	<b>2,363,500</b>	<b>1,572,550</b>	<b>12,906,434</b>	<b>6,112,632</b>	<b>61,714</b>

Place: Dhaka  
Date: 20 September 2017

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

(v) **Statement of trade receivables showing receivable from related party and connected persons;**

Particulars	Amount in BDT				
	2016-17	2015-16	2014-15	2013-14	2012-13
General	199,514,425	184,885,822	178,924,583	118,276,607	91,689,420
From Related Party					
From Connected Persons					
<b>Total</b>	<b>199,514,425</b>	<b>184,885,822</b>	<b>178,924,583</b>	<b>118,276,607</b>	<b>91,689,420</b>

Place: Dhaka  
Date: 20 September 2017

Sd/-  
Syful Shamsul Alam & 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;

**For the Year ended Jun 30, 2017**

Name of The party	Nature of Transaction	Amount Given for the year ended 30 June, 2017 (BDT)					Outstanding Amount receivable/(payable)
		Given	Received/Adjustment	Interest Rate	Interest Realized	Interest Accrued	30-06-2017 (BDT)
Tech Valley Networks Ltd.	Intercompany Loan, equipment purchase & cost sharing	2,000,000	2,000,000	-	-	-	-
Tech Valley Computers Ltd.	Intercompany Loan Transaction	-	2,752,742	-	-	-	(5,000,000)
ADN Technologies Ltd.	Intercompany Loan, Equipment purchase & Cost sharing	6,140,000	3,140,000	-	-	-	5,006,655
My Tel Ltd.	Intercompany Loan Transaction	-	1,120,000	-	-	-	29,017,409
Bangladesh News 24 Ltd	Intercompany Loan Transaction & Cost Sharing	3,000,000	3,000,000	-	-	-	-
InGen Industries Ltd.	Computer Equipment purchase	-	995,300	-	-	-	-
InGen Motors Ltd.	Intercompany Cost Sharing	-	-	-	-	-	560,000
InGen Technologies Ltd.	Intercompany Loan, equipment purchase & cost sharing	4,200,000	2,187,367	-	-	-	24,180,665
Advance Technology Computers Ltd.	Intercompany Loan Transaction	-	-	-	-	-	(4,061,427)
ADN Eduservices Ltd.	Intercompany Loan Transaction	5,000,000	-	10%	-	93,055	5,093,055

**For the Year ended Jun 30, 2016**

Name of The party	Nature of Transaction	Amount Given for the year ended 30 June, 2016 (BDT)					Outstanding Amount receivable/(payable)
		Given	Received/Adjustment	Interest Rate	Interest Realized	Interest Accrued	30-06-2016 (BDT)
Tech Valley Networks Ltd.	Intercompany Loan, equipment purchase & cost sharing	32,152,405	61,866,875	-	-	-	-
Tech Valley Computers Ltd.	Intercompany Loan Transaction	-	4,500,000	-	-	-	(7,752,742)
ADN Technologies Ltd.	Intercompany Loan, Equipment purchase & Cost sharing	30,865,670	32,492,845	-	-	-	2,006,655
My Tel Ltd.	Intercompany Loan Transaction	16,262,409	-	-	-	-	30,137,409
Bangladesh News 24 Ltd	Intercompany Loan	-	-	-	-	-	-
InGen Industries Ltd.	Computer Equipment purchase	-	-	-	-	-	(995,300)
InGen Motors Ltd.	Intercompany Cost Sharing	-	-	-	-	-	560,000
InGen Technologies Ltd.	Intercompany Loan, equipment purchase & cost sharing	7,000,000	4,500,000	-	-	-	22,168,032
Advance Technology Computers Ltd.	Intercompany Loan Transaction	-	-	-	-	-	(4,061,427)
ADN Eduservices Ltd.	Intercompany Loan Transaction	-	-	-	-	-	-

**For the Year ended Jun 30, 2015**

Name of The party	Nature of Transaction	Amount Given for the year ended 30 June, 2015 (BDT)					Outstanding Amount receivable/(payable)
		Given	Received/Adjustment	Interest Rate	Interest Realized	Interest Accrued	30-06-2015 (BDT)
Tech Valley Networks Ltd.	Intercompany Loan, equipment purchase & cost sharing	31,871,774	11,493,823	-	-	-	29,714,470
Tech Valley Computers Ltd.	Intercompany Loan Transaction	-	2,149,085	-	-	-	(12,252,742)
ADN Technologies Ltd.	Intercompany Loan, Equipment purchase & Cost sharing	39,216,127	56,838,445	-	-	-	1,633,830
My Tel Ltd.	Intercompany Loan Transaction	-	-	-	-	-	13,875,000
Bangladesh News 24 Ltd	Intercompany Loan Transaction & Cost sharing	-	567,736	-	-	-	-
InGen Industries Ltd.	Computer Equipment purchase	-	-	-	-	-	(995,300)
InGen Motors Ltd.	Intercompany Cost Sharing	80,000	-	-	-	-	560,000
InGen Techonologies Ltd.	Intercompany Loan, equipment purchase & cost sharing	1,476,863	4,107,829	-	-	-	19,668,032
Advance Technology Computers Ltd.	Intercompany Loan Transaction	-	-	-	-	-	(4,061,427)
ADN Eduservices Ltd.	Intercompany Loan Transaction						

**For the Year ended Jun 30, 2014**

Name of The party	Nature of Transaction	Amount Given for the year ended 30 June, 2014 (BDT)					Outstanding Amount receivable/(payable)
		Given	Received/Adjustment	Interest Rate	Interest Realized	Interest Accrued	2014 (BDT)
Tech Valley Networks Ltd.	Intercompany Loan, equipment purchase & cost sharing	5,227,189	1,391,483	-	-	-	9,336,519
Tech Valley Computers Ltd.	Intercompany Loan Transaction	-	198,780	-	-	-	(14,401,827)
ADN Technologies Ltd.	Intercompany Loan, Equipment purchase & Cost sharing	43,686,344	9,375,139	-	-	-	19,256,148
My Tel Ltd.	Intercompany Loan Transaction	1,750,000	-	-	-	-	13,875,000
Bangladesh News 24 Ltd	Intercompany Loan Transaction & Cost	458,760					567,736
InGen Industries Ltd.	Computer Equipment purchase	-	65,800	-	-	-	(995,300)
InGen Motors Ltd.	Intercompany Cost Sharing	240,000	-	-	-	-	480,000
InGen Techonologies Ltd.	Intercompany Loan, equipment purchase & cost sharing	13,356,446	1,013,915	-	-	-	22,298,998
Advance Technology Computers Ltd.	Intercompany Loan Transaction	9,010,640	7,900,000	-	-	-	(4,061,427)
ADN Eduservices Ltd.	Intercompany Loan Transaction						

**For the Year ended Jun 30, 2013**

Name of The party	Nature of Transaction	Amount Given for the year ended 30 June, 2013 (BDT)					Outstanding amount Receivable/(Payable)
		Given	Received/ Adjustment	Interest Rate	Interest Realized	Interest Accrued	30-06-2013 (BDT)
Tech Valley Networks Ltd.	Intercompany Loan, equipment purchase & cost sharing	5,724,273	9,494,363	-	-	-	5,500,813
Tech Valley Computers Ltd.	Intercompany Loan Transaction	-	14,600,607	-	-	-	(14,600,607)
ADN Technologies Ltd.	Intercompany Loan, Equipment purchase & Cost sharing	12,268,824	9,221,154	-	-	-	(15,055,056)
My Tel Ltd.	Intercompany Loan Transaction	9,587,500	-	-	-	-	12,125,000
Bangladesh News 24 Ltd	Intercompany Loan Transaction & Cost Sharing	108,976	-	-	-	-	108,976
InGen Industries Ltd.	Computer Equipment purchase	-	-	-	-	-	(929,500)
InGen Motors Ltd.	Intercompany Cost Sharing	240,000	-	-	-	-	240,000
InGen Techonologies Ltd.	Intercompany Loan, equipment purchase & cost sharing	4,270,789	632,365	-	-	-	9,956,467
Advance Technology Computers Ltd.	Intercompany Loan Transaction	1,125,423	318,583	-	-	-	(5,172,067)
ADN Eduservices Ltd.	Intercompany Loan Transaction						

**Loan given to connected Persons**

No Loan was given by the issuer including Loans to connected Persons for the years from 01 July 2012 to 30 June 2017

Place: Dhaka

Date: 20 September 2017

Sd/-

Syful Shamsul Alam & Co.  
Chartered Accountants

(vii) Statement of other income showing interest income, dividend income, discount received, other non operating income;

Particulars	Amount in BDT				
	2016-17	2015-16	2014-15	2013-14	2012-13
Interest Income	378,502	792,457	2,729,290	1,545,094	159,346
Dividend Income	-	-			
Discount Received	-	-			
Other Non-Operating Income	560,000	-	(810,955)		
<b>Total</b>	<b>938,502</b>	<b>792,457</b>	<b>1,918,335</b>	<b>1,545,094</b>	<b>159,346</b>

Sd/-

Syful Shamsul Alam & Co.  
Chartered Accountants

Place: Dhaka

Date: 20 September 2017

(viii) Statement of turnover showing separately in cash and through banking channel;

Particulars	Amount in BDT				
	2016-17	2015-16	2014-15	2013-14	2012-13
In Cash	-	-	-	-	-
Through Banking Channel	829,452,281	757,317,248	617,304,977	513,112,791	430,773,170
<b>Total</b>	<b>829,452,281</b>	<b>757,317,248</b>	<b>617,304,977</b>	<b>513,112,791</b>	<b>430,773,170</b>

Place: Dhaka  
Date: 20 September 2017

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

(ix) Statement of related party transaction;

S L	Related Parties	Relationship	Nature of Transaction	2016-17		2015-16		2014-15		2013-14		2012-13	
				Value of transaction during the year	Balance at the end of the year Receivable/ (payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)
				Amount in BDT									
1	Tech Valley Networks Ltd.	Concern under common management	Intercompany Loan	2,000,000	-	(20,000,000)	-	20,000,000	20,000,000	-	-	-	-
			Cost Sharing	-	-	(9,714,470)	-	377,951	9,714,470	3,835,706	9,336,519	3,770,090	5,500,813
2	Tech Valley Computers Ltd.	Concern under common management	Intercompany Loan	2,752,742	(5,000,000)	4,500,000	(7,752,742)	2,149,085	(12,252,742)	198,780	(14,401,827)	(14,600,607)	(14,600,607)
3	ADN Technologies Ltd	Concern under common management	Intercompany Loan	3,000,000	5,006,655	372,825	2,006,655	10,770,314	1,633,830	12,404,144	12,404,144		-
			Equipment Purchase					6,828,044	-	21,425,446	6,828,044	3,005,588	(14,802,269)
			Cost Sharing					23,960	-	481,614	23,960	42,082	(252,787)
4	My Tel Ltd	Investment	Intercompany Loan	1,120,000	29,017,409	16,262,409	30,137,409	-	13,875,000	1,750,000	13,875,000	9,587,500	12,125,000
5	Bangladesh News 24 Ltd	Concern under common management	Intercompany Loan	3,000,000	-								
			Cost Sharing			-	-	567,736	-	458,760	567,736	108,976	108,976
6	InGen Industries Ltd.	Concern under common management	Equipment Purchase	(958,800)			(958,800)		(958,800)	(29,300)	(958,800)		(929,500)
			Cost Sharing	(36,500)	-	-	(36,500)	-	(36,500)	(36,500)	(36,500)		
7	InGen Motors Ltd.	Concern under common management	Cost Sharing	-	560,000	-	560,000	80,000	560,000	240,000	480,000	240,000	240,000



8	InGen Technologies Ltd.	Concern under common management	Intercompany Loan	3,000,000	12,750,000	2,500,000	9,750,000	-	7,250,000	6,550,000	7,250,000	700,000	700,000
			Equipment Purchase	-	3,100,000	-	3,100,000	-	3,100,000	3,100,000	3,100,000	-	-
			Cost Sharing	(987,367)	8,330,665	-	9,318,032	2,630,966	9,318,032	2,692,531	11,948,998	2,938,424	9,256,467
9	Advance Technology Computers Ltd.	Concern under common management	Cost Sharing		(4,061,427)		(4,061,427)		(4,061,427)	1,110,640	(4,061,427)	806,840	(5,172,067)
10	ADN Eduservices Ltd.	Concern under common management	Intercompany Loan	5,093,055	5,093,055	-	-	-	-	-	-	-	-
11	Asif Mahmood	Chairman & MD	Director Remuneration	2,400,000	-	2,400,000	-	2,400,000	-	2,400,000	-	1,800,000	-

Place: Dhaka

Date: 25 March 2018

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;

**Reconciliation of Business Income shown in Tax Return with Net Income shown in Audited Financial Statements**

Particulars	Amount in BDT				
	2016-17	2015-16	2014-15	2013-14	2012-13
<b>Income before Income Tax shown in Audited Financial Statement</b>	152,170,059	125,046,738	96,015,944	119,824,478	114,861,478
Less: Other Income	938,502	792,457	1,918,335	1,545,094	159,346
Add: Accounting Depreciation	50,936,565	41,753,667	35,914,930	27,740,895	16,146,481
	<b>202,168,122</b>	<b>166,007,948</b>	<b>130,012,539</b>	<b>146,020,279</b>	<b>130,848,613</b>
Less: Tax Depreciation	112,830,077	111,615,384	94,672,854	111,100,404	56,090,470
Less: Rebate on Tax	22,569,384	14,645,562	11,987,123	10,704,586	20,048,530
	<b>66,768,661</b>	<b>39,747,003</b>	<b>23,352,562</b>	<b>24,215,289</b>	<b>54,709,613</b>
Add: Other Income	938,502	792,457	2,947,901	1,277,733	159,346
<b>Income shown in Tax Return</b>	<b>67,707,164</b>	<b>40,539,460</b>	<b>26,300,463</b>	<b>25,493,022</b>	<b>54,868,959</b>

Sd/-

Place: Dhaka  
Date: 25 March 2018

Syful Shamsul Alam & Co.  
Chartered Accountants

(xi) Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel;

**TO WHOM IT MAY CONCERN**

This is to certify that all receipts and payments of the ADN Telecom Limited above Tk. 500,000/- (Taka Five Lac) were made through Banking Channel for the years from 1 July 2012 to 30 June 2017.

Sd/-

Place: Dhaka  
Date: 20 September 2017

Syful Shamsul Alam & Co.  
Chartered Accountants

(xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts;

This is to certify that Bank Statements of the ADN Telecom Limited are in conformity with its Books of Accounts for the years from 01 July 2012 to 30 June 2017.

Sd/-

Place: Dhaka  
Date: 20 September 2017

Syful Shamsul Alam & Co.  
Chartered Accountants

**(xiii) Statement of payment status of TAX, VAT and other taxes or duties;**

Particulars	Payment Status in BDT				
	2016-17	2015-16	2014-15	2013-14	2012-13
TAX	23,622,198	14,188,811	12,526,224	10,806,894	23,334,162
VAT	60,749,217	51,362,066	28,223,805	24,695,097	22,001,948
Other Taxes/Duties	-	-	-	-	-

Place: Dhaka  
Date: 20 September 2017

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

SECTION: XXVII  
CREDIT RATING REPORT

**ADN Telecom Limited**  
**Credit Rating Report**

Valid From	Valid Till	Rating Action	Long Term Rating	Short Term Rating	Outlook
September 13, 2018	November 13, 2019	Surveillance	A+	ST-2	Stable
September 13, 2017	September 12, 2018	Surveillance	A+	ST-2	Stable
October 02, 2016	October 01, 2017	Surveillance	A+	ST-2	Stable
October 02, 2015	October 01, 2016	Surveillance	A+	ST-2	Stable
October 02, 2014	October 01, 2015	Surveillance	A+	ST-2	Stable
February 24, 2014	February 23, 2015	Surveillance	A+	ST-2	Stable
February 24, 2013	February 23, 2014	Initial	A	ST-2	Stable

**Date of Incorporation** : September 22, 2003  
**Managing Director** : Mr. Henry Hilton  
**Authorized Capital** : BDT 2000.00 Million  
**Paid up Capital** : BDT 448.60 Million (As on June 30, 2018)  
**Current Assets** : BDT 570.94 Million (As on June 30, 2018)  
**Fixed Assets** : BDT 857.65 Million (As on June 30, 2018)





<b>Bank Facility &amp; Loans (in BDT Million):</b>		<b>Outstanding(Funded) (As on June 30, 2018)</b>	<b>Total Limit</b>
The City Bank Limited	Short Term	25.50	200.00
IDLC	Long Term	38.80	90.00
IIDFC	Long Term	50.88	97.00




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 Zahirul Islam [zahirul@emergingrating.com](mailto:zahirul@emergingrating.com)

## 2018 Surveillance Review

### ADN Telecom Limited

#### Major Rating Factors

- Strengths**
-  Strong Management with excellent track record
  -  Support from Vertically Integrated Sister Concern.
  -  Business Alliance with SingTel, Orange Business Services, TATA Communications, Bharti Telecom, Sri Lanka Telecom and Airtel.
  -  Largest provider of international MPLS and IPLC service.

- Challenge/  
Risk**
-  Highly Competitive Market with Strong Competitors.
  -  Operating In Highly Regulated Industry.
  -  Price undercutting by government owned service providers.
  -  Sabotage to infrastructure by external parties.

**Rationale** Emerging Credit Rating Limited (ECRL) has affirmed **A+** (Pronounced as single A plus) long term credit rating and **ST-2** short term credit rating to ADN Telecom Limited (Hereafter referred to as 'ADNTel' or 'the company'). The outlook on the rating is **Stable**. The assigned rating reflects the strength of the company fundamentals, which is supported by competitive business position, improved profitability, strong cash balance, up-to-date telecom system, additional client base and prudent management team. However, ECRL is concerned about entrance of new ISP license holders (Government owned and non-government owned) in the market in addition current competitive industry scenario, potential changes in regulation by the authority, which may have an impact on the growth of ADNTel's market share and profitability. The rating is based on the audited financial statements of FY 2014-15 to FY 2017-2018 and other qualitative and quantitative information available up to date of rating.

ADN Telecom Limited is one of the leading ISPs in Bangladesh providing a range of services including internet service, data service- IPVPN, IP telephony service, Telehouse& hosting, MPLS and IPLC. The company winged on its operational journey from the year 2003 under the Companies Act, XVIII of 1994 and converted in to a public limited company on July 25, 2012. The operations of the business are stretched all over the nation and managed from its 5 offices centered in Dhaka, Chittagong, Sylhet, Faridpur and Khulna. It owns a diverse access network across the whole country through wireless, fiber and satellite infrastructure. Bangladesh Telecommunication Regulatory Commission (BTRC) has awarded ADNTel numerous esteem licenses and permission as the Nationwide Internet service provider. ADNTel is also an ISO 9001:2005 certified company. To ascertain this requirement, the company has in place various software and customer care point. It has placed Quick book Pro & ERP, which has been developed in house.

With the view of expanding its business operations, ADN Telecom Limited is listing its shares in the stock market in Bangladesh through IPO (Initial Public Offering). On September 05, 2018 it has received consent from Bangladesh Securities and Exchange Commission to commence electronic bidding by the eligible investors to determine the cut-off price of its ordinary shares. Proceeds from Initial public offering (IPO) will be used for balancing, modernization, rehabilitation and expansion of infrastructure development, data centre setup, loan repayment and IPO expenses.

The entity's revenue is generated from both import and export services where local services comprised 57.67% and export services comprised 42.33% of total revenue which has been growing satisfactorily in the last four financial years due to addition of new customers as well as new services such as 'Bulk SMS- Digital business' to its revenue stream. The company has been maintaining a renowned local corporate client base including multinational companies as well as government agencies and embassies. Unilever Bangladesh, Samsung Bangladesh, Chevron, British American Tobacco, British High Commission in Dhaka, Janata Bank Ltd, Sonali Bank Ltd, Agrani Bank Ltd, Rupali Bank Ltd, Dutch Bangla Bank Ltd, BRAC Bank Limited and GE Health Care are some of the major customers of ADNTel.

As per audited financial statement, revenue of the company stood at BDT 920.42million exclusive of VAT in FY 2017-18 recording a revenue growth of 11.00% in comparison to 9.53% growth in the preceding year. Data service-IPVPN and Internet service represents the highest concentration of local revenue with 80.73% and 14.57% respectively which has helped to retain the growth rate. Various initiatives taken by the government in the arena of information and communication technology to achieve the goal of 'Vision 2021' have accelerated the growth of internet users which has promoted to increase ADNTel's revenue in last four financial years. During this period of review country's internet users has more than doubled from 38 million (June 2014) to 88 million (June 2018). On the other hand revenue of ADNTel from Export service in terms of MPLS- service also grew by 10% in FY 2017-18 to BDT 424.04 million (2015-16: BDT 385.40 million) driven by demand of this service outside the local market. Furthermore, the revenues from all other sources have been growing allowing consistent and healthy growth in the total revenue of the company.

Over the last four financial years, the company has maintained a very consistent and satisfactory gross profit margin, which reflects the company's ability to control product costs in line with revenue. In these periods, the gross profit margin of the company has ranged between 39%-44%, which indicates a very low variance. Therefore, the growth in the gross profit kept in line with the growth in revenue. However, company is operating expenses, consisting mainly of administrative, distribution and marketing expenses grew at a higher rate in comparison to the revenue restricting the profit margins to show reflection of the growth in revenue. During the period under review, the operating profit margin ranged between 17.46%-21.87% which shows a sizeable gap between the gross profit margin and the operating profit margin. On the other hand, the liquidity position of ADN Telecom Limited has been steady throughout the period under review with the current assets of the company covering its current liabilities by more than 1.50 times in each of the periods. Historically, ADNTel has been an equity-based company with very low dependence on debt financing. It has sufficient level of cash resources, which minimizes the company's need for debt financing. As presented in the table below, the debt to equity ratio of the company has been very low and stood at 0.15 times in FY 2017-18 as the term loans has gradually been settled to reduce the debt owed to the NBFIs.

The entity has debt obligation with three financial institutions namely The City Bank Limited, IDLC and IIDFC. The primary purpose of this debt obligation to manage working capital needs, pay import duty & VAT related cost, import wireless machinery & equipment of the company. In FY 2017-18 Company has made payments of term loan facility of BDT 20.49 million and BDT 23.29 million respectively to IIDFC and IDLC. As per outstanding position from respective Financial Institutions, ADN Telecom Limited has total funded outstanding liability of BDT 115.18 million and non-funded outstanding liability of BDT 34.06 million against the total limit of BDT 387.00 million as on June 30, 2018. Moreover, as per supporting documents payment pattern of the company is regular.

ECRL views ADN Telecom Limited outlook as **Stable** considering current business position, demand for the product, industry outlook and macroeconomic status of the country.

**Exhibit 1: Financial Highlights: ADN Telecom Limited**

<b>FYE 30 June</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>
Revenue (BDT in Millions)	920.42	829.45	757.32	617.30
Revenue Growth (%)	11.00	9.53	22.68	20.31
COS (BDT in Millions)	515.14	481.88	460.00	375.51
COS Growth (%)	6.90	4.76	22.50	30.94
Gross Profit (BDT in Millions)	405.28	347.57	297.32	241.80
Operating Income (BDT in Millions)	201.27	176.29	134.43	102.75
Net Profit After Tax (BDT in Millions)	119.63	105.93	87.76	64.67
Gross Profit Margin (%)	44.03	41.90	39.26	39.17
Operating Profit Margin (%)	21.87	21.25	18.62	17.46
Net Profit Margin (%)	13.00	12.77	11.59	10.48
Current Ratio (x)	1.58	1.71	1.57	2.02
Cash Conversion Cycle (days)	10	18	22	32
Debt to Equity (x)	0.15	0.25	0.29	0.40
Interest Coverage Ratio (x)	13.75	12.60	16.71	11.88
ROA (%)	8.37	8.56	8.21	6.80
ROE (%)	14.18	14.64	14.76	12.69
CFO (BDT)	152.58	155.83	336.00	112.00

*FY2014-15 to FY2017-18 data obtained from audited financial statements*

## **A. BUSINESS DESCRIPTION**

### **A.1. Company Background**

The company embarked its operation with the designated name of Advanced Data Networks System Limited incorporated on September 22, 2003 under the Companies Act XVIII of 1994. Thereafter, it changed its name as ADN Telecom Limited on April 15, 2012. ADNTel began its journey as a private limited company; it converted into public limited company on July 25, 2012. The authorized and paid up capital of the company are BDT 2000.00 million and BDT 448.60 million respectively. ADNTel is an ISO 9001:2008 certified, public limited company operating as a provider-customized data, voice and video connectivity through fiber, satellite wireless solutions. The company holds licenses from Bangladesh Telecommunication Regulatory Commission (BTRC) as a nationwide internet Service provider, Nationwide IP Telephony Service provider and VSAT provider with Hub. The company has developed business alliance with global telecommunications companies including SingTel, TATA Communications, Bharti Airtel, Orange business system and Srilanka Telecom with SingTel and TATA Communications being their business partner. These alliances have enabled the company to provide end-to-end solutions, both domestically and internationally.

With the view of expanding its business operations, ADN Telecom Limited is listing its shares in the stock market in Bangladesh through IPO (Initial Public Offering). On September 05, 2018 it has received consent to commence electronic bidding by the eligible investors to determine the cut-off price of its ordinary shares. Proceeds from Initial public offering (IPO) will be used for BMRE of infrastructure development, data centre setup, loan repayment and IPO expenses.

### **A.2. Principal Products and Services**

ADN Telecom Limited's product/service portfolio is divided into the following broad categories:

- **Internet service:**  
ADNTel provides high-speed, secured and reliable internet services, anywhere in Bangladesh. It provides cutting edge technologies such as WiMAX, WiFi, SDH, and GEOPON through wired infrastructure, wireless means or through satellite. To provide seamless and smooth services, ADNTel's internet infrastructure is connected to both submarine and terrestrial cable. Additionally, ADNTel is connected to different International Internet Gateways (IIG) and National Internet Exchange (NIX).
- **Data Service-IPVPN:**  
This is a one-stop service where Internet Protocol Virtual Private Network (IPVPN) can connect multiple locations converging voice, video and data onto one network at required performance levels by managing the bandwidth. This is a network-based solution that is intelligent, understanding the varying needs and performance parameters for different types of traffic. This secure solution allows consolidating different applications, end users and supporting infrastructure onto a single private network.
- **IP (Internet Protocol) Telephony service:**  
The IP Telephone solution of ADNTel is a fixed location telephone used over the internet and carries voice. It has all the services of a land phone and allows the user to make video-calls, use voicemail and many other Value Added Services. It offers everything one needs, from a simple stand-alone phone-set to a complete office PABX replacement.
- **Telehouse& Hosting:**  
ADNTel offers telehouse and hosting services, otherwise known as Data center service. These are configured for the most complex installations and co-location space. ADNTel's Data Center complies with industry standards offering co-location facilities with 24X7 restricted access. At present ADNTel has this facility in two locations of Dhaka city (Motijheel and Mohakhali). There are future expansion plans to establish these facilities in major cities across the country to accommodate increasing demand.



- **Equipment Sales:**  
When customers are provided a service, it is backed up with equipment (hardware) to facilitate it. Equipment such as fiber, routers, switches, IP telephones, etc. are sold in addition to the service as a part of Service Level Agreements (SLA).
- **Multiprotocol Label Switching (MPLS):**  
ADNTel provides global MPLS services in partnership with the foreign carriers. It offers a range of cost effective IP solutions that simplify the operation of corporate data networks with seamless any-to-any connectivity across the world. This service enables users to use a single connection between offices across the Asia Pacific region and beyond and allow the network to manage the application prioritization and routing of traffic.
- **International Private Leased Circuit (IPLC):**  
IPLC offers a dedicated secure digital point-to-point private connection between two locations, one at Bangladesh and the other overseas. ADNTel helps connect major national and international organizations with a direct link to their global offices for end-to-end connectivity using International Private Leased Circuit (IPLC) through high-speed, international long distance cables.

### A.3. Competitors

The competitions among the internet service providers are intense. There are many competitors who make their mark in the market. The lists are given below:

**Exhibit 2: Competitor's List**

Name	Overview	Products/ services	Client Name
Agni System Limited	<ul style="list-style-type: none"> <li>Operating for over 19 years</li> <li>Offers Fiber and Wireless Broadband.</li> <li>Licenses including ISP, IP Telephone, VSAT and 3.5 GHz Frequency allocation.</li> </ul>	<ul style="list-style-type: none"> <li>Fiber Optic Broadband</li> <li>Wireless Broadband</li> <li>Data/VPN Connectivity</li> <li>IP Telephony</li> <li>Domain/Email/Web Hosting.</li> </ul>	<ul style="list-style-type: none"> <li>Huawei, Airspan, MOTOROLA, CISCO, ZyXEL, Yealink, Draytek, Ubiquity, Welltech,</li> </ul>
BDCOM Online Limited	<ul style="list-style-type: none"> <li>The Company has converted into a public limited company in 2001.</li> <li>Automatic Vehicles location system (AVLS)</li> <li>Cisco and juniper solutions</li> <li>Radio Stations</li> <li>Network products</li> </ul>	<ul style="list-style-type: none"> <li>Broad band internet Service</li> <li>Dial up internet services</li> <li>Corporate VPN</li> <li>Data Communications systems</li> <li>IP Telephony</li> </ul>	<ul style="list-style-type: none"> <li>East West University, Berger, giz, Marvenir, MetlifeAlico, Onebank, Novorair, Bangladesh eye hospital</li> </ul>
Aamra Technologies Limited	<ul style="list-style-type: none"> <li>Aamra technologies limited was initiated on December 31, 2007 with a new name and newer visions and missions that promise to advance Bangladesh in their business sector like never before. As of February 03, 2010, ATL has been incorporated in Bangladesh as a Public Limited Company with the Office of the Registrar of Joint Stock Companies and Firms.</li> </ul>	<ul style="list-style-type: none"> <li>E payment solution</li> <li>International Internet Gateway.</li> <li>Professional service.</li> <li>Server and storage.</li> </ul>	<ul style="list-style-type: none"> <li>Bank Asia Limited, Berger paints Bangladesh Limited, Dhaka Electric supply company Limited, Delta infocom, Dotnet.</li> </ul>

#### A.4. Distribution of product and service

ADN Telecom Limited provides enterprise networking and connectivity solutions to corporate, Multinationals and financial institutions through its nationwide network and affiliation with global telecommunications companies. As a service provider, the company does not require a transportation and distribution network. ADNTel has 42 marketing professionals assigned to promote its brand to various district and city in Bangladesh. The list of affiliate partners are given below:

**Exhibit 3: List of major affiliate partners**

<b>Affiliated Partners</b>	<b>Service/Products Supplied</b>
Grameen Phone Limited	Co-Location/Secondary Transmission Capacity
Managewell Communication Ltd.*	Internet Bandwidth
Summit Communications Limited	Fiber Lease Rent(Under Ground Cable) & Transmission Capacity
BD Link Communications Ltd	Internet Bandwidth
Fiber @ Home Limited	Fiber Lease Rent(Under Ground Cable) & Transmission Capacity
Bangladesh Telecommunication Company Ltd	Co-Location/Secondary Transmission Capacity*
Bangladesh Submarine Cable Company Ltd	Internet Bandwidth

## B. Industry Analysis

### Internet Service Providers (ISP)

The present government has taken significant initiatives in setting the right vision and formulating policies and action plans for transforming the country into "Digital Bangladesh". The focused government initiatives have resulted in an accelerated pace of growth of internet users, which in the last four years have more than doubled from 38 million (June 2014) to 88 million (June 2018). The number of active internet connections in Bangladesh hit 90.50 million in August 2018, contributed by the addition of about 1.80 million new connections to the network in a month. Of them, 84.70 million are connected with mobile internet, 5.73 million with fixed broadband internet while the rest use WiMAX.

ISP services include E-mail, World Wide Web access and Bulletin Board Systems. Over the past couple of years, Internet services have gathered much greater value and scope, resulting in many premium services, which may be priced. According to the Bangladesh Telecommunication Regulatory Commission, all the licensed ISP organizations are divided into two categories: "Nationwide ISP License and Non-Nationwide ISP License."

According to the telecom regulator, BTRC, the country's four mobile operators now have 147 million customers while the number of mobile internet users is 75.40 million. A recent BTRC report published on its website also revealed that a total of 5,345,000 internet users were connected to the internet service providers (ISPs) or public switch telephone networks (PSTN), while 88,000 users were hooked to WiMAX. License has been issued to 851 Internet Service Providers (ISPs) in six categories. The regulator handed over nationwide license to 140 ISPs while 87 licenses for central zone, 183 zonal (south and east) licenses as well as ISP along with cyber cafe, license to 319 operators under A category, 31 license under B category and 91 licenses under C category.

During the last decade, the ICT sector in Bangladesh has made tremendous progress with an estimated annual growth of 20 per cent. Moreover, 21 of the 53 e-citizen services quick-win activities identified by Access to Information (A2I) Programme (based at the Prime Minister's Office) have already been launched. The rest of the activities are being pursued either independently by the implementing ministry/implementing agency.

However, the actual measure of our success in the arena and our relative position among the countries of the world in general, and our neighbors in particular, can only be gauged by various indices periodically published by international organizations such as the World Bank, ITU or the Internet.Org. According to ICT Development Index (IDI), which is one of the core features of the ITU report titled

"Measuring the Information Society Report 2015", Bangladesh's score was low (2.2 out of 10 and 144th position out of 167). "The Inclusive Internet Index: Bridging digital divides" by Internet.Org puts us in 46th position among 75 countries with a score of 57.8. This index "assesses and compares countries according to their enabling environment for the adoption and beneficial use of the internet. Its purpose is to outline the current state of internet inclusion around the world, and to help policymakers and influencers gain a clearer understanding of the factors that contribute to wider and sustainable inclusion." Internet.Org commissioned the Economist Intelligence Unit (EIU) to bring together data from as wide a range of sources as possible to create a comprehensive index of internet inclusion.

"The World Development Report 2016: Digital Dividends" by the World Bank indicates that 141.5 million Bangladeshis are offline which is markedly different from the number of internet subscribers published by the BTRC but it appears that the discrepancy lies in the definition adopted by the two entities. According to BTRC, an internet user is one who has gone online at least once in the last three months, which for all practical purposes cannot be used for serious economic or social impact calculations. According to this World Bank report, Bangladesh has been unable to reap the benefits of faster internet and penetration of mobile phones. It observed that Bangladesh can accelerate growth, create more jobs and deliver better public services by enhancing access to digital technologies.

Bangladesh is still lagging behind its peers in Asia when it comes to internet usage and its awareness, found a recent survey. Only 33 percent of the population aged 15-65 in Bangladesh knows what the internet is, according to the 'AfterAccess' survey conducted by LIRNE Asia, an Asia Pacific-based think-tank, between April last year and June this year. Only 13 percent of the population in Bangladesh uses the internet, the lowest among the countries surveyed in Asia. However, according to the Bangladesh Telecommunication Regulatory Commission, at the end of August there are 9.05 crore active internet connections in the country, meaning the internet penetration is more than 50 percent. The survey interviewed 2,000 households and individuals from 100 wards and villages in 40 districts on a range of topics related to the use of mobile phones, internet, social media and other platforms. The urban-rural gap in internet use was large in most countries, with rural dwellers lagging behind as much as 48 percent in India and 38 percent in Bangladesh.

With the introduction of 4G (LTE) by the mobile operators and fiber optic cable based GPON technology by the ISPs, the requirement for nationwide backhaul transmission capacity is growing by leaps and bounds and the current NTTN operators are not equipped to handle this requirement. A telecom operator having tens of millions of subscribers cannot be dependent on third party transmission suppliers and be expected to meet the quality standards expected by our customers and policymakers. We need to take a serious look at the core problem and resolve it before it is too late.

If the basic telecom infrastructure is strengthened in Bangladesh by means of robust optical fiber transmission networks across the country by multiple providers as well as underground fibers going to each building in the metropolitan areas, the price of internet bandwidth can be brought down significantly. In fact, the price of internet should be kept identical across the country as access to internet has become a basic right of every citizen. This can be easily achieved by covering the transmission cost difference from the Social Obligation Fund which is now sitting idle.

Bangladesh needs to focus more on meaningful internet use to reap optimum benefits from the growing number of people's access to internet and technology. The rate of internet penetration, no doubt, reflects our march forward in terms of people's empowerment, access to technology and preparedness to thrive further. Netizens these days are focusing further on harnessing newer possibilities using the wide-open and vast array of internet resources. Indeed, the growing number of internet connections can give our economy the much-needed boost by adding more to the gross domestic product (GDP). The right thing for Bangladesh now is to put together all relevant initiatives to make productive use of the World Wide Web and generate a sizeable result exploring endless possibilities out of the growing rate of internet literacy and penetration.

## **C. BUSINESS RISK ANALYSIS**

### **C.1. Industry Risk**

Being involved in internet service provider business, the incumbent operators have tremendous opportunity to deploy new products and features, ongoing technological advancements will create new competitors and embolden existing competitors who lack the legacy cost structure of the incumbents.

This competition for customers is expected to limit pricing flexibility, which in combination with the incremental product development costs and higher marketing expenses, can lead to margin pressure. According to the BTRC, there are 140 nationwide service providers operating in the country and Total 319 ISP licenses awarded in the category A, 31 licenses in the category B, and 91 licenses in category C. so the competition among the provider is very intense and those who has maintained core requirements i.e. networking and connectivity are remain in strong position in the market and ADN Telecom Ltd. has business alliances with among the renowned telecom sector participants in the world, including Singtel, Orange, TATA Communications and Bharti Airtel. The company's foothold in the industry is very strong, with clients including British American Tobacco Bangladesh, Huawei Bangladesh, Chevron Bangladesh, Janata Bank Limited and Sonali Bank Limited, with Singtel, Orange and TATA Communications being their business alliance.

### **C.2. Threat of New Entrance**

According to BTRC, a total of 319 ISP licenses is awarded so far in category A, 31 licenses in category B and 91 licenses in category C. So if the regulatory body decides to hand more licenses, then the existing Internet Service provider will face stiff competitions from the new entrants. The capital intensive nature of the industry instigates significant investment in network infrastructure for maintenance and the introduction of new services to replace declining legacy products which is likely to be a permanent characteristic of the internet service industry. Despite the expanding use of telecommunications networks to deliver a broader array of service offerings the expanding capital spending to elevate the standards of emerging markets like Bangladesh will hinder free cash flow growth. Fast moving technological trends resulting to reduced asset life cycles; together with increased competition, the return on investment is likely to be less certain than has been the case for the industry historically.

### **C.3. Listing in the stock market**

ADN Telecom Limited is listing its shares in the stock market in Bangladesh through IPO (Initial Public Offering). On September 05, 2018 it has received consent to commence electronic bidding by the eligible investors to determine the cut-off price of its ordinary shares. Public companies are public property and as such they are expected to comply with the rules of the markets they populate and are subject to more scrutiny and accountability. In addition, once listed, a lack of demand normally translates into a low share price, which carries the risk being undervalued at a certain point. In the public markets, companies' share prices are not only affected by their own performance, but by the performance of the market and the economy as a whole.

### **C.4. Potential and Existing Government Regulation**

The regulatory body of Internet service industry of Bangladesh – Bangladesh Telecommunication Regulatory Commission (BTRC) dictates the telecommunication regulation to a great extent. ADN Telecom Limited has been awarded the license of ISP with some specific conditions which must be fulfilled within certain time limit. Among them four is listed in the Dhaka Stock exchange with several years of operational experience. The company is also operating under The Companies Act 1994 and local tax policies. As such any adverse changes in those policy and regulations may impact the company's operations and expansion plan. However, it must be noted it is an industry risk and not company specific risk.

### **C.5. Risk of Frequent Technological Changes & Mitigation Policy**

Explosion in technological innovation has transformed the global network bringing the businesses, consumers and people closer together. The re-structuring of the communications industry has been stimulated by the growth in technology that has encouraged cell phone manufacturers to introduce handsets that would bring convenience to the customers. The frequent changes in the technological sector have increased the business risks in the IT companies as they have to keep up with the changing technological world.

### **C.6. Exchange Rate Risk**

Globalization has made it possible for companies to access resources that would make their businesses viable. This has exposed companies to exchange rate risks as they can be seen to import as well as export goods from various countries or do business with companies residing in those companies. The

fluctuation in currencies could hamper company profits and thus, they could mitigate by entering into forward contracts or other financial derivative instruments. ADNTel is dependent on import as well as export the payment/ receipt against export service is received in foreign currency and thus is exposed to this risk.

### C.7. Interest Rate Risk

To import IT equipment and networking equipment, ADN Telecom Limited is availing financing facility from various financial institution. Interest rate is fixed for the time being. But due to economic change interest may fluctuate which may impact on profitability and cash flow. As per bank correspondence the company is paying off its finance cost properly.

### C.8. Disaster Risk Management

Disaster remains a major issue for ADN Telecom Limited. They are susceptible to face natural and human made disasters such as fire cyber attack, hurricane, and earthquake. These may hamper ADNTel's operation. The company has infrastructure sharing agreement with Grameen phone Ltd, Fibre@Home and Summit Communications. All vendors will ensure that ADN Telecom Limited gets unhindered and round-the-clock access support. Additionally the company has Twenty five servers located in two different places, so any kind of interruption i.e. Technical difficulties in one server can be tackled by another server. To minimize operating risk of the company, it has burglary, House breaking and fire insurance policy with Reliance Insurance Limited. The twenty five servers of the respective entity are situated in the same tectonic plates, which could be a major risk for the company. As any kind of earth tremor could significantly impact on ADNTel's operations.

### C.9. Human Resource and Knowledge Management

IT company's' most important assets are human resources and accumulated knowledge. The outflow of professionals to developed markets has a two-fold impact on domestic firms. These are high employee attrition rates and increasing wages. In this regard it is necessary to motivate IT Personnel to work on domestic market. So the company need to emphasis on HR policy to retain qualitative manpower.

## D. FINANCIAL RISK ANALYSIS

The rating process was based on qualitative aspects which are based on the company's policies in relation with the operating strategies, financial leverage, and ultimate financial goals of the companies. For this purpose of the overall financial risk assessment of the company, ECRL divided the financial portion into five different criteria which are Profitability Analysis, Liquidity Analysis, Cash flow Analysis, Asset Management, Capital Structure, and overall Financial Flexibility. Detailed analysis is presented below:

### D.1. Profitability

**Exhibit 4:** Selected Indicators: ADN Telecom Limited

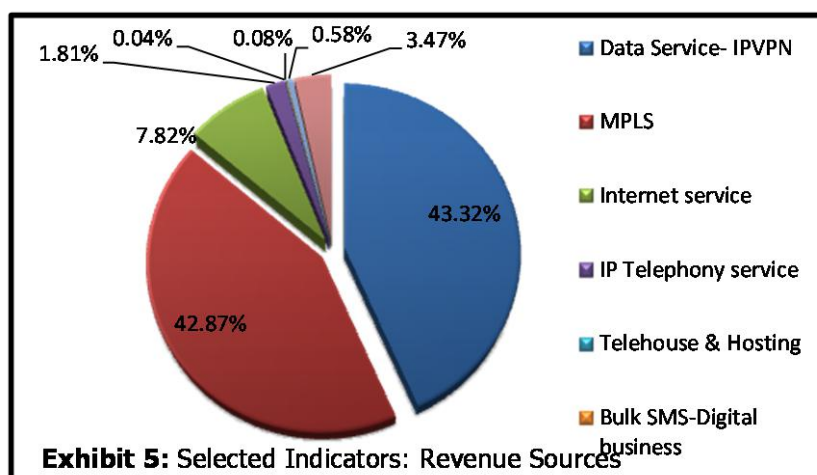
<b>FYE 30 June</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>
Revenue (BDT in millions )	920.42	829.45	757.32	617.30
Revenue Growth (%)	11.00	9.53	22.68	20.31
COS (BDT in Millions)	515.14	481.88	460.00	375.51
COS Growth (%)	6.90	4.76	22.50	30.94
Gross Profit (BDT in millions)	405.28	347.57	297.32	241.80
Operating Profit (BDT in millions)	201.27	176.29	141.02	107.80
Profit before Tax (BDT in millions)	182.31	152.17	125.05	95.80
Net Profit After Tax (BDT millions)	119.63	105.93	87.76	64.67
Gross Profit Margin (%)	44.03	41.90	39.26	39.17
Operating Profit Margin (%)	21.87	21.25	18.62	17.46
Net Profit Margin (%)	13.00	12.77	11.59	10.48
ROA (%)	8.37	8.56	8.21	6.80
ROE (%)	14.18	14.64	14.76	12.69

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*

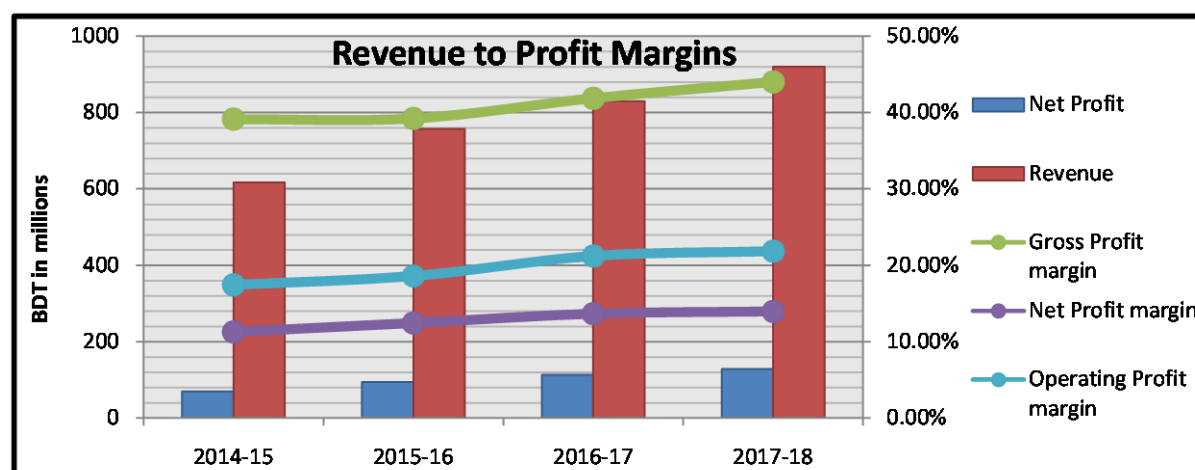
The entity's revenue is generated from both import and export services which has been growing satisfactorily in the last four financial years due to addition of new customers as well as new services such as Bulk SMS- Digital business to its revenue stream. The company has been maintaining a renowned corporate client base including multinational companies as well as government agencies and embassies.

Unilever Bangladesh, Samsung Bangladesh, Chevron, British American Tobacco, British High Commission in Dhaka, Janata Bank Ltd, Sonali Bank Ltd, Agrani Bank Ltd, Rupali Bank Ltd, Dutch Bangla Bank Ltd, BRAC Bank Limited, GE Health Care, are some of the major customers of ADNTel.

As per audited financial statement, revenue of the company stood at BDT 920.42 million in FY 2017-18 exclusive of VAT recording a growth of 11.00% in comparison to 9.53% growth in the preceding year. Local services generated 57.67% of total revenue while the remaining 42.33% is derived from export services. Data service-IPVPN and Internet service represents the highest concentration of local revenue with 80.73% and 14.57% respectively which has helped to retain the growth rate. Various initiatives taken by the government in the arena of information and communication technology to achieve the goal of 'Vision 2021' have accelerated the growth of internet users which has promoted to increase ADNTel's revenue in last four financial years. During this period of review country's internet users has more than doubled from 38 million (June 2014) to 88 million (June 2018). On the other hand revenue of ADNTel from Export services, particularly, MPLS- service also grew by 10% in FY 2017-18 to BDT 424.04 million (2015-16: BDT 385.40 million) driven by demand of this service outside the local market. Furthermore, the revenues from all other sources have been growing allowing consistent and healthy growth in the total revenue of the company.



**Exhibit 6: Selected Indicators: Revenue to Profit Margin**



During FY 2017-18 ADN Telecom Ltd's total cost base increased by 6.90% to BDT 515.14 million (2016-17: BDT 481.88 million), contributed by increase in bandwidth purchase to meet its customer demands as well as fiber lease rent, POP expense and depreciation charge. Over the last four financial years, the company has maintained a very consistent and satisfactory gross profit margin which reflects the company's ability to control product costs in line with revenue. In these periods, the gross profit margin of the company has ranged between 39%-44%, which indicates a very low variance. Therefore, the growth in the gross profit kept in line with the growth in revenue. However, company's operating expenses, consisting mainly of administrative, distribution and marketing expenses grew at a higher rate in comparison to the revenue restricting the profit margins to show reflection of the growth in revenue.

During the period under review, the operating profit margin ranged between 17.46%-21.87%, which shows a sizeable gap between the gross profit margin and the operating profit margin. The major component of administrative and marketing expenses, i.e. salary and allowances, together with other expenses has been increasing at a higher rate every year with expansion of business and increasing revenues. As a result, the company has not been able to capitalize on the opportunity to leverage its increasing revenues to magnify profitability. With 13.36% growth over the previous year, the net profit after tax amounted to BDT 128.72 million while net profit margin stood at 13.98% in FY2018. ROA dropped slightly from 8.54% (FY 2016-17) to 8.37% as total assets grew by 15.14%, which was higher in comparison to the 10.97% growth of revenue in FY 2018. ROE has also slightly decreased in FY 2017-18 due to gradual increase in the equity base of the company.

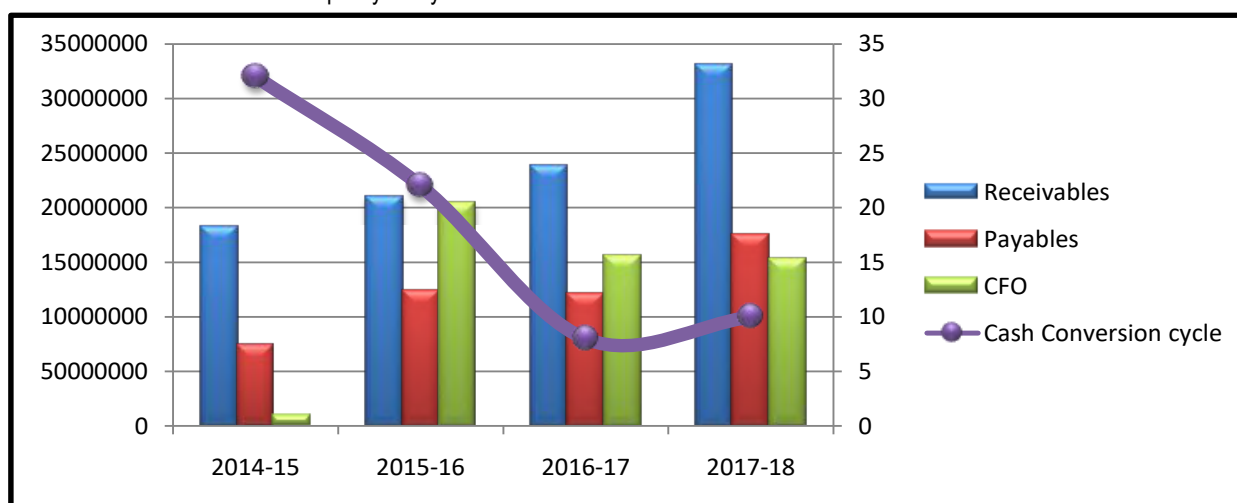
## D.2. Liquidity Analysis:

**Exhibit 7:** Selected Indicators: ADN Telecom Limited.

FYE 30 June	2017-18	2016-17	2015-16	2014-15
Current Ratio (x)	1.58	1.71	1.57	2.02
Quick Assets Ratio (x)	1.57	1.70	1.56	1.95
Trade Receivables (days)	113	97	94	89
Trade Payables (days)	105	81	78	66
Inventory Turnover (days)	2	1	6	9
Cash Conversion Cycle (days)	10	18	22	32

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*

**Exhibit 8:** Selected Indicators: Liquidity analysis



The liquidity position of ADN Telecom Limited has been steady throughout the period under review with the current assets of the company covering its current liabilities by more than 1.50 times in each of the periods. With growth in business, the current assets of the company have grown and majority of ADNTel's current assets is contributed by trade receivables (57.94%) whereas advance, deposits & prepayments represent 31.39% of current assets in FY 2018. The quick assets ratio is quite similar to the current ratio as ADNTel holds very insignificant amount of inventories due to the nature of its business.

ADN Telecom Limited mostly operates in a B2B model with a portfolio of renowned companies which requires the company to provide credit facilities to its customers in order to remain competitive in the market and maintain good relationship with its customers. This is further reflected in its receivable days; however, 54.59% of the total receivables are aged from 1-30 days as the company charges its client both on prepaid and postpaid basis. Moreover, amount of bad debts written off during the year is trivial and provision for bad debts is also low. On the other hand, the company is capable of deferring its payments to suppliers. Over the recent years, it has been deferring payments for longer periods creating an indirect source of funding. Taking all these into account, the cash conversion cycle (CCC) of the company is low and in FY2018 which stood at 10 days which indicates the cash inputs of the company in its operations are turned into cash outputs quickly allowing higher utilization of its resources.

### D.3. Cash-flow Coverage

**Exhibit 9:** Selected Indicators: ADN Telecom Limited.

<b>FYE 30 June</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>
CFO (BDT in Millions)	152.58	155.83	204.29	9.35
CFO Interest Coverage (x)	11.58	8.94	20.13	1.08
CFO Debt Coverage (x)	1.18	1.05	1.20	0.05
CFO Short-Term Debt Coverage (x)	2.38	2.77	5.39	0.25

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*

Cash flow from operation is one of the most important parameter to measure financial stability of any organization. The operations ADN Telecom Limited have consistently generated surplus and satisfactory stream of cash flows throughout the periods under review. In FY2017-18, the CFO amounted to BDT 152.58 million which covered the financing expenses of the company by 11.43 times. The interest coverage in the other periods under review has been commendable as well. On the other hand, CFO also covered the company's debt obligations by 1.25 times in FY2017-18, up from 1.05 times in FY2016-17.

### D.4. Leverage & Capital Structure

**Exhibit 10:** Selected Indicators: ADN Telecom Limited.

<b>FYE 30 June</b>	<b>2017-18</b>	<b>2016-17</b>	<b>2015-16</b>	<b>2014-15</b>
Debt-to-Equity (x)	0.15	0.25	0.29	0.40
Interest Coverage ratio	13.75	12.60	16.71	11.88
Total Liabilities to Total Assets (x)	0.41	0.42	0.44	0.46
Long Term Debt Ratio (x)	0.08	0.17	0.22	0.32
Short Term Debt Ratio (x)	0.07	0.08	0.06	0.07

*FY2014-15 to FY2017-18 data obtained from Audited Financial Statements*

Historically, ADNTel has been an equity-based company with very low dependence on debt financing. It has sufficient level of cash resources, which minimizes the company's need for debt financing. As presented in the table above, the debt to equity ratio of the company has been very low and stood at 0.15 times in FY 2017-18 as the term loans has gradually been settled to reduce the debt owed to the NBFIs. During FY2017-2018, ADNTel's total equity has increased by 16.53% whereas its total debt has decreased by 15.13%, which constitutes to decrease its leverage position. Total liability to total assets reached to 0.41 times in FY 2017-18 indicating that 41% of its total asset is funded by debt. Moreover long term debt ratio as well as short-term debt ratio has decreased in FY 2017-18 indicating the company has paid off installment of principal outstanding during the year. In addition that interest coverage ratio represents 13.75 times indicates the company has sufficient profit from operation available to pay off its finance cost.

### D.5. Bank Facilities & Credit History

**Exhibit 11:** Bank Loan: ADN Telecom Limited(As on June 30, 2018)

<b>Name of Bank /NBFi</b>	<b>Types of Loan</b>	<b>Existing Outstanding (BDT in Millions)</b>	<b>Total Limit (BDT in Millions)</b>
<b>The City Bank Limited</b>	Letter of Credit (At sight)	10.57	110.00
	Letter of credit (Deferred)	Nil	(110.00)
	Acceptance (inner limit)	Nil	(110.00)
	Import loan ( inner limit)	20.27	(99.00)
	Letter of credit (At sight)	Nil	50.00
	Import loan( Inner limit)	5.23	(45.00)
	Letter of guarantee	12.20	15.00
	Loan against TR	Nil	(18.00)
	Revolving short term loan	Nil	20.00
	Overdraft	Nil	5.00
	Sight LC Revolving III	Nil	(20.00)
	<b>Total</b>	<b>48.27</b>	<b>200.00</b>



<b>IDLC</b>	Term Loan	38.80	70.00
	Lease Finance	7.60	20.00
	<b>Total</b>	<b>46.40</b>	<b>90.00</b>
<b>IIDFC</b>	Term Loan	50.88	77.00
	Lease finance	3.69	20.00
<b>Total</b>		<b>54.57</b>	<b>97.00</b>
<b>Grand Total</b>		<b>149.24</b>	<b>387.00</b>

The entity has debt obligation with three financial institutions namely The City Bank Limited, IDLC and IIDFC. The primary purpose of this debt obligation is to manage working capital needs, import all types of modem, to pay import duty VAT related cost, import wireless machinery & equipment of the company. In FY 2017-18 Company has made payments of term loan facility of BDT 20.49 million and BDT 23.29 million respectively to IIDFC and IDLC. As per outstanding position from respective Financial Institutions, ADN Telecom Limited has total funded outstanding liability of BDT 115.18 million and non-funded outstanding liability of BDT 34.06 million against the total limit of BDT 387.00 million as on June 30, 2018. Moreover, as per supporting documents payment pattern of the company is regular.

## **D.6. Collateral and Security**

### **Security**

The company has placed the following as security:

- Registered 1<sup>st</sup> ranking charge on all fixed & floating assets (present & future) of the company
- Personal Guarantee of all the directors of ADN Telecom Limited
- Corporate guarantee of Tech Valley Networks Limited backed by board resolution & MOA covering the entire limit.
- Corporate guarantee of ADN Technologies Limited supported by Board resolution & MOA.
- Usual Charge documents covering Import loans, Short term loan, Bank guarantee and deferred L/Cs limit
- Basic charge documents and counter guarantee against each BG.

## **INSURANCE AND RISK COVERAGE**

The company has insurance policy with Reliance Insurance Limited covering the risk of stock of POS Terminal, ATM machines, Mobile sets with accessories Telco equipments, PABX, and other Tale communication equipments as etc. The property of the insured held by them in trust and / or lightning/ R&SD whilst stored or contained or lying in the first floor and 2<sup>nd</sup> floor of the building built of burnt bricks wall with roof of R.C.C having pucca floor used as warehouse known as ADN Telecom Limited. Total Insured amount is BDT 200.00 million.

## **E. MANAGEMENT AND OTHER QUALITATIVE FACTORS**

### **E.1. Board of Directors:**

#### **Mr. Asif Mahmood - Chairman**

Mr. Asif Mahmood is the founder Chairman of ADN Telecom Ltd. since its inception. He holds a B.Sc. in Engineering from NIT, India. A visionary leader enriched with more than 26 years of experience in IT, ICT and Telecommunications, Mr. Mahmood is among the pioneers of systems integration in Bangladesh. As a result, ADNTel today boasts of being country's largest provider of international MPLS service and is the only provider of cellular mobile transmission (Abis over VSAT) solution in Bangladesh.

The alliance of Mr. Asif Mahmood and SingTel since 1999 is an endorsement to his vigour in advanced satellite communication. It has looped Bangladesh, for the very first time, into the global enterprise networks. As a result, ADN Telecom today boasts of being country's largest provider of international MPLS service. Under his leadership, ADN Telecom became the only provider of cellular mobile transmission (Abis over VSAT) solution in Bangladesh.

Mr. Asif Mahmood is a member of Dhaka Chamber of Commerce & Industry (DCCI) and Korea Bangladesh Chamber of Commerce and Industry (KBCCI). He is also the founder member of Wireless Internet Broadband Association (WIBA) and Bangladesh Association of Call Centre & Outsourcing (BACCO).

He also chairs the Board of Trustees of “Goodheal Trust” that deals with the development of healthcare in Bangladesh and “Centre for Media & Development Trust” that promote the social development in the country and to promote capacity building of media institutions and media professionals.

**Mr. Henry Hilton-Managing Director (Ex-Officio)**

Mr. Henry Hilton is the Ex. Officio Managing Director of ADN Telecom Limited and has been with ADNTel for over 11 years. Prior to this, he was serving the Company as Head of Sales. He has more than 21 years of experience in corporate sector and before becoming a part of ADNTel, he worked with Cosmos Group, Heidelberg Cement Bangladesh Limited and Agni Systems Limited. Mr. Henry holds a MBA degree from USA and attends a number of workshops & seminars at home and abroad. He is also the Managing Director of Managewell Communication Limited.

**Mr. Md. Moinul Islam-Director**

Mr. Md. Moinul Islam is the founder Director of ADN Telecom Limited and has over 26 years of experience in the technology industry. Mr. Islam is currently the Chairman of Tech Valley Distributions Ltd. and Managing Director of Tech Valley Computers Ltd and a Director of Advance Technology Computers Ltd. Mr. Islam holds a M.Sc. in Applied Physics & Electronics from Dhaka University. He was the key person in achieving Zero TAX on ICT products among Seven members BCS Delegation in 1998, as well as in formulating the ICT Policy of Bangladesh from FBCCI- the first ever Policy work in the history of FBCCI. He is the former Vice President of Bangladesh Computer Samity and a current member of Dhaka Chamber of Commerce & Industry (DCCI). He is a lifetime member of Ex Adamjee Cantonment Students Association and was a General Body Member (Term 2012-2014) of The Federation of Bangladesh Chambers of Commerce and Industry (FBCCI).

**Mr. Md. Mahfuz Ali Sohel-Director**

Mr. Md. Mahfuz Ali Sohel is the Founder Director of ADN Telecom Limited. Among other positions, he is currently the Chairman of Tech Valley Solutions Ltd., Tech Valley Computers Limited and Unus Technology Limited; while being the Managing Director of Valley Power Solutions Ltd. and Nodi Agro Industries Ltd. Presently, he is also a Director in Advance Technology Computers Ltd. Mr. Ali has an M.Sc. in Applied Physics & Electronics from Dhaka University and has over 27 years of experience in different fields. Due to his vast experience and knowledge on various fields of business he is a Member of Bangladesh Computer Samity (BCS), Dhaka Chamber of Commerce & Industry (DCCI), Dhaka Army Golf Club, Gulshan Society, Banani Society and Dhanmondi Club Limited.

**Ms. KhandkerMahmooda Saeed-Director**

Ms. KhandkerMahmooda Saeed is a Director of ADN Telecom Limited. Mrs. Saeed holds a Diploma in Fitness and Nutrition from International Correspondence School, Pennsylvania, USA. She has been a Director of ADN Telecom Ltd. since 18th April 2010 and is engaged in the strategic decision making process of the organization.

**Mr. Ghulam Rasool -Independent Director**

Mr. Ghulam Rasool is an Independent Director of ADN Telecom Limited. Qualified with an MBA, IBA, University of Dhaka, in Marketing; Mr. Ghulam has a rich experience of 29 years in the IT industry. He has handled and competently managed the sales, services and later the management function. Presently he is the Managing Director & CEO of Asset Developments & Holdings Ltd.

He was instrumental in establishing Oman Computer Services (OCS) which was the pioneer IT Company of Oman. In his 16 year career with OCS as part of the core team, he witnessed the building of an organization from inception to being the market leader IT Company in Oman. He has worked in the management team holding senior positions. Ghulam is a versatile and effective manager for IT solution providers with experience in different countries of the GCC like Oman, Kuwait and UAE. His 5 year stint in Australia as a Sales Manager of a finance company, gave him the added exposure to training and western systems and procedures of management.

Previously as Managing Director of Macro Software Systems, Oman, his achievement was to bring the company back from the brink after a management crisis threatened its very existence. He effectively retained clients, principles and held the core team together.

In his last assignment as Managing Director & CEO of Tech Valley Networks (TVN), he provided leadership to meet the stated goals of the board of TVN by providing guidance to various teams to meet the ever-growing and complex IT solution deployment scenario of the Bangladesh market.

#### **Mr. Khondkar Atique-E-Rabbani-Independent Director**

Mr. KhondkarAtique-E-Rabbani, B Tech (Hons) in Statistics from University of Bradford, UK, FCA is serving as an Independent Director of ADN Telecom Limited since January 2018. Mr. Rabbani is the Managing Director of The Computers Ltd, established in Nov 1983 engaged primarily in Software Programmer/ IT Training and Software Consulting/ Development. He is also the Chief Consultant of AtiqueRabbani Consulting engaged in Internal Audit, Process Optimization, IT Audit and ERP Consulting and Independent Director of Energypac Power Generation Ltd.

Mr. Rabbani is also currently the President of Institute of Internal Auditors Inc, Bangladesh Chapter. Mr Rabbani is the founder member of BASIS (Bangladesh Association of Software and Information Services) formed in 1997 and BCS (Bangladesh Computer Samity) formed in 1987. Mr. Rabbani was past Vice President of DCCI (2016), Independent Director for ICB Securities and Trading Company Ltd (2000 to 2012), Director of Dhaka Chamber of Commerce and Industry (2002-2004 & 2015-2017), Treasurer, BCS and BASIS (1997-99), Secretary, BASIS (1999-2001). He is a Life member of Cadet College Club Ltd. and Mirzapore Ex Cadets Association.

Mr. Rabbani started working as a Programmer in British American Tobacco & Co. in Southampton, UK during 1977-78 as an industrial placement student from University of Bradford, UK. Mr. Rabbani articulated with Arthur Young McClelland Moores & Co. (AYMM & Co), UK and became a member of ICAB (Institute of Chartered Accountants Bangladesh) in 1989. Mr. Rabbani's unique blend of IT/Software and Financial/Accounting expertise has been acquired and honed over his involvement in these two fields over the last thirty years in Bangladesh and UK. Mr. Rabbani writes, plays guitar, sings and swims in his spare time.

#### **E.2. Management Committee**

Discharge of management duties and responsibilities is entrusted with the Chairman and the management committee. The committee is chaired by the Chairman Mr. Asif Mahmood and nineteen key senior executives. The committee is responsible for handling the basic issues of business policy and corporate strategy that are delegated to the operational departments. It is followed by review of the business performance of the company at regular intervals depicting the company commitments in serving the interest of the company; thus adding more value to the company. The MD also receives support from CEO and CFO. Operational Duty has been delegated to various department heads and each department heads have vast experience in their respective fields.

**Exhibit 12: Description of Senior Executives**

Sl.	Name	Designation	Date of Joining	Overall Experience	Previous employment
1	Asif Mahmood	Chairman	22-09-2003	28years	N/A
2	Henry Hilton	Managing Director	10-07-2006	30 years	<ul style="list-style-type: none"> <li>• Cosmos Group of Companies Designation: GM</li> <li>• Heidelberg Cement Bangladesh Designation: IT Manager</li> <li>• Agni Systems Ltd Designation: Customer Support Manager</li> </ul>
3	Abul Mueyed Ziaush Shams	Consultant	01-11-2006	26 Years	<ul style="list-style-type: none"> <li>• BOC Bangladesh Ltd Designation: Business Manager</li> <li>• New Zealand Milk Bangladesh Ltd Designation: Marketing Manager (HOD)</li> <li>• Unilever Bangladesh Ltd Designation: Product Group Manager</li> </ul>

Sl.	Name	Designation	Date of Joining	Overall Experience	Previous employment
4	Md. Enayet Hossain	Chief Financial Officer	22-09-2005	21 Years	<ul style="list-style-type: none"> <li>• Nilkamal Padma Plastics (Pvt) Ltd. Designation: Head of Accounts &amp; Finance</li> <li>• NAZ Bangladesh Ltd Designation: Manager- Accounts &amp; Finance</li> <li>• Beximco Pharmaceuticals Ltd. Designation: Accounts Officer</li> </ul>
5	Lutfe Najib Khan	Head of Administration	01-11-2016	39 Years	<ul style="list-style-type: none"> <li>• Robintex Group Designation: Head of Admin, HR, Security &amp; Compliance</li> <li>• BAN Air Ltd Designation: CEO &amp; Director</li> <li>• Mars Aviation Ltd Designation: Director &amp; CEO</li> <li>• Dutch Bangla Textile Gmb Designation: CEO</li> <li>• International Finance, Investment &amp; Commerce Bank Ltd Designation: AVP</li> <li>• Bank of Credit &amp; Commerce International Designation: Manager</li> </ul>
6	Abdul MatinMiazi	Chief Commercial Officer	05-11-2006	32Years	<ul style="list-style-type: none"> <li>• Data Soft ITSL Ltd Designation: Project Director</li> <li>• Base Ltd Designation: COO</li> <li>• Techno Vista Ltd Designation: COO</li> <li>• Dutch Bangla Bank Ltd Designation: Sr. Vice President</li> <li>• EGIS II Designation: GIS Specialist</li> <li>• Beximco Computers Designation: Programmer</li> </ul>
7	SaifullahA.Solenkhi	Director, IT & Strategy	25-07-2008	27 years	<ul style="list-style-type: none"> <li>• Stock Bangladesh.Com Designation: Consultant, Business</li> <li>• Bangladesh Product Designation: Partner</li> <li>• Base Ltd Designation: Director</li> <li>• AIUB Designation: Computer Lab In charge</li> <li>• Rahman Metal Industries Designation: MIS Executive</li> </ul>

Sl.	Name	Designation	Date of Joining	Overall Experience	Previous employment
8	Md. Rezaul Karim	Director (Technical)	15-06-2016	38 years	<ul style="list-style-type: none"> <li>• Robi Axiata Limited Designation: Vice President</li> <li>• Grameenphone Ltd Designation: ACE, Vendor Management &amp; Training</li> <li>• BTTB Designation: Project Manager</li> <li>• Telephone ShilpaSangstha Designation: Senior Engineer</li> </ul>
9	Md. Abul Kashem	Head of Internal Audit	01-02-2017	34 years	<ul style="list-style-type: none"> <li>• Government of Bangladesh Designation: Controller General of Accounts (Secretary equivalent-Grade 1)</li> <li>• Bangladesh Railway Designation: Additional Director General-Finance</li> <li>• Financial Management Academy, Dhaka Designation: Director General</li> <li>• Ministry of Finance Designation: National Consultant (Audit Specialist)</li> </ul>
10	Ferdaus Al Amin	Head of Planning	26-06-2013	29 years	<ul style="list-style-type: none"> <li>• Fiber@Home Designation: GM, Technology</li> <li>• AT&amp;T Engineering, CA USA Designation: Design &amp; Project Engineer</li> <li>• E.O Business Systems, Canada Designation: Business Analyst</li> <li>• MDS Sciex, ON, Canada Designation: Production Associate</li> <li>• Ministry of Post &amp; Telecommunication Designation: Divisional Engineer (Runner of BTRC)</li> </ul>
11	Mohammad Shawkat Ali	Head of the Chairman's Office	01-09-2016	35 years	Former Civil Servant
12	Ruhullah Raihan Al husain	Chief Digital Business & Marketing Officer	18-06-2017	16 years	<ul style="list-style-type: none"> <li>• Amarante Consulting Ltd Designation: Consultant</li> <li>• iPay Systems Limited Designation: Consultant</li> <li>• airtel Bangladesh Head mCommerce Operations</li> <li>• Tech Valley Group Head of Group Governance &amp; Compliance</li> <li>• Grameenphone Ltd Head Operations Finance</li> <li>• CSL Manager- Training</li> </ul>

Sl.	Name	Designation	Date of Joining	Overall Experience	Previous employment
13	Md. Amir Hasan Chowdhury	Head of HR	15-05-2006	22 years	<ul style="list-style-type: none"> <li>• Runner Group Designation: Manager- HR</li> <li>• Nilkamal Padma Plastics Pvt. Ltd Designation: Manager-Personnel &amp; Admin.</li> <li>• Delta Life Insurance Company Ltd. Designation: Asst. Vice President-HR</li> <li>• Tex-Apparel Connection. Designation: Factory Personnel Officer.</li> </ul>
14	Maj. Khandker Muhammad Arif (Retd.)	Head of Regulatory Affairs & ERP	07-08-2007	27 years	Bangladesh Military Designation: Major-Last position
15	Md. ZiaulHaque	Head of Sales	17-02-2009	17 years	<ul style="list-style-type: none"> <li>• Easternlink BD (Pvt) Ltd. Designation: Head of Operation</li> <li>• Agni Systems Ltd. Designation: Manager-Data Communication</li> <li>• Metronet Bangladesh Ltd. Designation: Sales Manager</li> </ul>
16	Ashraf Khan	Head of IPT & VC	02-06-2013	15 years	<ul style="list-style-type: none"> <li>• Beximco IT- BOL Designation: DGM-Network Services</li> <li>• Acklands Grainger Inc. Designation: Sr. Network Administrator</li> <li>• Vlink Network Inc, Toronto, Canada Designation: Solution Architect</li> <li>• Celestica Inc, Totonto, Canada Designation: Network Analyst</li> </ul>
17	Md. Monir Hossain	Company Secretary	01-04-2009	12 years	<ul style="list-style-type: none"> <li>• Central Hospital Limited Designation: Company Secretary</li> <li>• DNS Group Designation: Assistant Company Secretary</li> </ul>
18	Mohammad Hamidur Rashid	Head of Technical Operation	25-09-2007	15 years	<ul style="list-style-type: none"> <li>• Insoft systems Ltd Designation: Network Administrator</li> <li>• Sirius Broadband (BD) Ltd Designation: Network Engineer</li> </ul>
19	Myenuddin Muhammad Syefullah	Head of Core Technology	03-04-2016	14 years	<ul style="list-style-type: none"> <li>• Gonophone Bangladesh Ltd Designation: Network Engineer</li> <li>• Vitals Computers Designation: Hardware Engineer</li> </ul>

Sl.	Name	Designation	Date of Joining	Overall Experience	Previous employment
20	Mohammad Mahfujul Alam	AGM, International Business	01-11- 2006	20 years	<ul style="list-style-type: none"> <li>TNT International Express Designation: Chief of IT</li> <li>KRC Marketing Agency Designation: Assistant Merchandiser</li> <li>MTC Beverage Ltd Designation: Officer-Sales &amp; Marketing</li> </ul>

### E.3. Human Resources Policy

The company carries out its employee recruitment process following the recruitment rules guided by a set of recruitment policy. The recruitment policy contains a set of eligible criteria and the qualified candidates have to go through several procedures before getting jobs. The company employs 448 full time employees, distributed across the company's various divisions.

### E.4. Corporate Governance

Corporate governance defines a set of ways or policies that aids in administrating, directing and controlling the activities of a corporation. The main idea lies in following the principles of transparency and accountability that must be adhered to reduce principal-agent issues and protecting the interests of its stakeholders. ADN Telecom Limited has already initiated the process of following the best corporate governance that ensure transparency and accountability of respective individuals diminishing the possibility of principal-agent problems and protecting the company's shareholder, it has recently declared its intention to incorporate corporate governance by formulating internal audit and compliance team with three members. The objectives of the internal audit committee is to assess the effective implementation & verification of continual improvement of Quality Management System against the requirements ISO 9001:2008 and the established documents of the organization.

### E.5. Disaster Management:

Disaster management is a crucial issue for any ISP provider. Any damage made to the network providing bandwidth through the submarine cable or backbone can affect the customer badly. As a result, the reputation of the company will be at risk. ADN Telecom Limited has taken following step to protect such possibility in future:

1. Having two servers in different locations in Dhaka
2. Assign engineer in three locations in Bangladesh ( Dhaka, Chittagong and Khulna)
3. ADNTel has promised to solve any technical difficulties within 2/3 hours in Dhaka and 4/5 hours in outside of Dhaka.

Major Protections are:

- PoP redundancy
- Device redundancy
- Transmission path redundancy
- Upstream redundancy
- Submarine and VSAT service redundancy
- Capacity redundancy
- Bandwidth redundancy
- Power backup

**E.6. Regulatory & Compliance reporting:**  
**BTRC reporting:**

- **Financial reporting:** For IP telephony, the company shares 2% of revenue for local calls and 30% of revenue for international calls to BTRC.

**E.7. Client Servicing:**

To ensure customer satisfaction by providing quality service, the entity has established a customer service team, who is responsible to continuous support to its respective client as well as create link between technical team and customers. The client servicing team operates 24/7, 365 days in a year. ADNTel's entertains its client everyday on 9 to 6 basis and monitor its network on 24/7 basis.

**E.7.1. Customer complaint handing procedures:**

Generally the on duty customer service representative receives and records the customer complaints regarding circuits, links, services and personnel. If the complain is related to the faults of any circuit/link, the representative follows a procedures which is generally known as "Fault Rectification Procedure".

**E.7.2. Fault Rectification Procedures:**

The initial procedure starts by open up a ticket. Then the Customer Service representative sends an email to respective customers and concern departments. At first the Customer Service representative tries to solve the issue over the phone. If he/she fails to solve the problem, the representative transfers the issue to technical department. Technical team then solves the issue by onsite visit and notifies all the concern regarding its updates. Later the technical engineer takes uplink confirmation and sends an email to respective concern. In the mean time the customer representative, record the event, actions, notification and customer feedback into a data base. Finally, after solving the problem the representative close the ticket. Ticket open times and ticket close times can be varied due to the nature of the problem.

**E.7.3. Reporting Procedure:**

Daily link status/calculate total down time report is receipted by HOD and Manager, Customer care.

Organization wise and summary download report receipt by RM & HOD, manager beside this special report receipts by CEO.

**E.7.4. Collecting customer Feedback**

ADNTel's Customer Survey form will be sent to the Client via email/ FAX/ mail twice a year and take feedback once in a week about previous incident. Customer feedback/CRM feedback will be summarized and forwarded it to the concerned department/personnel



## F. CORPORATE INFORMATION

### Board of Directors and Management Team

Mr. Asif Mahmood	Chairman
Mr. Henry Hilton	Managing Director
Mr. Md. Moinul Islam	Director
Mr. Md. Mahfuz Ali Sohel	Director
Ms. Khandaker Mahmooda Saeed	Director
Mr. Ghulam Rasool	Independent Director
Mr. KhondkarAtique-E-Rabbani	Independent Director
Mr. Md. Enayet Hossain	Chief Financial Officer
Mr. Md. Monir Hossain	Company Secretary

The following table illustrates composition of Shareholding Position of ADN Telecom Limited as on June 30, 2018:

SL No.	Name of the Shareholders	No. of Shares Held	% of Holding
1	Mr. Asif Mahmood	12,400,000	27.64%
2	Mr. Md. Moinul Islam	6,510,000	14.51%
3	Mr. Md. Mahfuz Ali Sohel	6,510,000	14.51%
4	Ms. Khandaker Mahmooda Saeed	1,345,000	3.00%
5	Mr. Md. Abu Yousof Zakaria	1,705,000	3.80%
6	Mr.Mohammad Ali Sarker	1,705,000	3.80%
7	Mr. Mamonoor Rashid	1,705,000	3.80%
8	Other than Sponsors and Directors	12,980,000	28.93%
<b>Total:</b>		<b>44,860,000</b>	<b>100.00%</b>

### Auditor

SyfulShamsulAlam& Co.  
Chartered Accountants  
65/2/1 Culvert Road, Dhaka

### Corporate Office

ADN Telecom Limited,  
Red Crescent Concord Tower (19<sup>th</sup> Floor)  
17, Mohakhali C/A  
Dhaka-1212, Bangladesh  
Tel- 02-984-1234-8

### LIST OF ABBREVIATION

ADNTelADN Telecom Limited

BTCL	Bangladesh Telecommunications Company Ltd
BTRC	Bangladesh Telecommunication Regulatory Commission
CA	Certifying Authority
CCC	Cash conversion cycle
CFO	Cash flow from operation
ECRL	Emerging Credit Rating Limited
EDGE	Data Rates for GSM Evolution
GPRS	General Packet Radio Services
IIG	International Internet Gateway
ISP	Internet Service Provider
ROA	Return on asset
ROE	Return on equity
SEC	Security and Exchange Commission

## SECTION: XXVIII

### PUBLIC ISSUE APPLICATION PROCEDURE

To be finalized after obtaining the consent letter from Bangladesh Securities and Exchange Commission.

#### 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 **25<sup>th</sup> (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 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 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 NITA/Foreign Currency account debiting the same account. No banker shall issue more than two drafts from any NITA/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 Stockbroker/Merchant Banker.

#### 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 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. In case of application submitted by the Stock-dealer or the Merchant Banker's own portfolio, the application amount should also be transferred to the "Public Issue Application Account";
  - 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 Stockbroker/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 received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.

7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stockbroker/Merchant Bankers, the drafts submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft 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 exchange.

#### **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 do not receive any observation from the Commission or the Exchanges.
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 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 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 (BOID 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 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 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.5.00 (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 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 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 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.2,00,000.00 (taka two lac) for a public issue.
  24. The Stockbroker/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 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 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 Brokers and Merchant Bankers shall receive the IPO Subscription.**

The IPO subscription money collected from successful applicants (other than NRB applicants) by the Stockbrokers/Merchant Bankers will be remitted to the Company's **Account No.0023000000963** with **ONE Bank Limited, 97 Gulshan Avenue, Gulshan, Dhaka-1212 and 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	Name of the A/C	Account No.	Type of A/C	Currency	Bank & Branch
1	ADN Telecom Limited	0021130000117	FC A/C	GBP	ONE Bank Limited, 97 Gulshan Avenue, Gulshan, Dhaka-1212
2		0021130000128		USD	
3		0021130000139		EURO	

# Application Form

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন।”

Interested persons are entitle to a prospectus, if they desire and that copies of prospectus may be obtained from the issuer and the issue manager.

## ADN Telecom Limited APPLICATION FOR PUBLIC ISSUE

Date	:																					
Name of applicant	:																					
Client Code	:																					
BO ID No.	:	<table> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>																				
Category of applicant	:																					
Name of the Company/Fund	:																					
Number of Shares/Units	:	..... Shares of Tk. .... each.																				
Total amount in Tk.	:																					
Amount in word	:																					
Mode of Payment	:																					
Cheque/Draft information	:																					

\_\_\_\_\_  
Signature of  
Applicant(s)

\_\_\_\_\_  
Signature of  
Authorized Officer

## CHAPTER (XXIX): OTHERS

### Additional Disclosures:

#### Statement regarding Cost Audit

This is to certify that, as per provision of the Companies Act 1994, Cost Audit by the Professional Accountant is not applicable for “ADN Telecom Limited”.

Sd/-  
**Md. Enayet Hossain**  
Chief Financial Officer  
ADN Telecom Limited

Sd/-  
**Henry Hilton**  
Managing Director  
ADN Telecom Limited

Date: March 11, 2018

#### Statement regarding Cost Audit

This is to certify that, as per provision of the Companies Act 1994, Cost Audit by the Professional Accountant is not applicable for “ADN Telecom Limited”.

Sd/-  
**Md. Sohel Rahman**  
Chief Executive Officer (Additional Charge)  
ICB Capital Management Limited

Date: March 12, 2018

**Declarations from Issuer and Issue Manager regarding no way connection of the issue manager or any of its connected persons with the issuer or any of its connected person connected or holding any securities thereof.**

This is to hereby declared that the Issue Manager “ICB Capital Management Limited” or any of its connected persons is in no way connected with the Issuer “ADN Telecom Limited” or any of its connected person nor does hold any securities thereof.

Date: March 14, 2018

Sd/-  
**Henry Hilton**  
Managing Director

This is to hereby declared that the Issue Manager “ICB Capital Management Limited” or any of its connected persons is in no way connected with the Issuer “ADN Telecom Limited” or any of its connected person nor does hold any securities thereof.

Sd/-  
**Md. Sohel Rahman**  
Chief Executive Officer (Additional Charge)  
ICB Capital Management Limited

Date: March 12, 2018

#### **Disclosure of Imprest Fund**

<b>SL#</b>	<b>Particulars</b>	<b>Amount</b>
1	Advance against Travel Allowance	221,000
2	Advance against Fuel	76,100
3	Advance against purchase	473,250
4	Advance against POP Repair & maintenance	170,000
5	Advance against in house staff lunch	100,000
<b>Total Amount</b>		<b>1,040,350</b>

Sd/-  
Md. Enayet Hossain  
Chief Financial Officer

Sd/-  
Henry Hilton  
Managing Director



## Auditors additional disclosure relating to the Financial Statements of ADN Telecom Limited:

1. It is required to confirm if the requirements of the 'Securities and Exchange Rules, 1987 have been complied with while preparing the F/S for the year ended on 30<sup>th</sup> June 2017 as per requirement of rules 3(2)(c) of the 'BSEC (PI) Rules, 2015';

### Response:

Our understanding of the BSEC Public Issue Rules, 2015, section 3(2)(c.) was that the reference to the compliance of Securities and Exchange Rules 1987 is only applicable for listed entities. However, in carrying out our engagement, we have ensured compliance with the applicable rules & regulations as enumerated in the Rules. As BSEC has requested disclosure of the compliance, we hereby confirm the following:

"In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 30 June 2017, and of its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRSs), the Companies Act 1994, Securities and Exchange Rules 1987 and other applicable rules & regulations."

2. Disclosure regarding export earning as schedule XI, part-II, para 8 of the companies Act. 1994 is required;

### Response:

Disclosure regarding export earnings as per schedule XI, Part-II, paragraph 8 of the Companies Act 1994 are as follows:

Details	Amount (USD)	Amount (Tk.)
Export Proceeds as per FOB	-	-
Royalties, know-how, professional and consultancy fees	52,43,508	414,730,672
Interest & dividend	-	-
Others income	-	-

3. Disclosure regarding arm's Length transaction for providing loan to other companies (Tech Valley Networks Ltd., My Tel Ltd., ADN Eduservices Ltd., ADN Technologies Ltd., Ingen Technology Ltd. and Bangladesh News 24 Hours Ltd.) under common management and its pricing are required;

### Response:

The Company has to disclose any related party transactions in accordance with BAS 24. Management of the Company has provided disclosure in the financial statements for its related parties as per paragraph 18 of BAS 24 which was also independently verified by us. We are providing below the basis of arms-length transaction for your kind consideration:

- Loan to related parties: As per BoD decision, short-term loans are provided to related parties. During the disbursement of loan to ADN Eduservices Ltd. which was made on 27 March 2017, the Board has decided to impose risk free interest rate of 10% considering the then current market rate. During the subsequent year the Company has started charging interest on all loans provided to its related parties.
- Receivables/ Payables for Equipment Purchase and Cost Sharing: All such transactions were found to be incurred at a rate which were transacted by them with other non-related parties (i.e. at the rate ADNTel transacts with external third parties)

4. Detailed disclosure (origination, nature of transaction etc.) regarding 'other receivable' on account of 'Agni Systems Ltd' under note No 8.2 to the audited F/S for the year ended 30<sup>th</sup> June 2017 is required;

### Response:

Payments to Agni System Limited was advanced to cover the short term costs of a **Project (Fixed Broad Band Project)** which was refunded by Agni from time to time. The agreement was made with the Company during the year 2013-2014 where ADNTel covers its portion of a Consultant's remuneration and other expenses of the Project which is subsequently adjusted upon receiving the due amount from Agni Systems Ltd.

5. Detailed disclosure (origination, nature of transaction etc.) regarding 'other receivable' on account of 'Ingen Motors Ltd' and 'Ingen Technologies Ltd' under common management as mentioned at note No 8.2 to the audited F/S for the year ended 30<sup>th</sup> June 2017 is required.

*Response:*

*The other receivables represents charges for use of human resources (Security Guard) of ADNTel for the purpose of InGen Motors Limited which was charged according to the proportion of time schedule used for InGen Motors Limited as per BoD Meeting decision.*

*Transactions with Ingen Technologies Ltd. was due to receivables for Inter-Company Loan, Equipment Purchase and Cost Sharing. Detailed break-up is shown in reply to query no. 27. All such transactions were found to be incurred at a rate which were transacted by them with other non-related parties (i.e. at the rate ADNTel transacts with external third parties).*

*Details of the transaction along with the relationship status is provided in note 44 of the financial statements.*

6. Party-wise disclosures regarding 'trade and other receivables' are required.

*Response:*

*Party-wise disclosure relating to "trade and other receivables" are provided in Annexure – A.*

7. Disclosures regarding rationales for trade receivables written off instead of making provision are required.

*Response:*

*Provision for Bad Debts against Trade Receivables have been incorrectly presented as Trade Receivables Write Off in the financial statements. The amount of provision is written off in subsequent years based on the recoverability status from these receivables.*

8. Disclosures (party-wise, total outstanding, etc.) regarding trade receivables written off are required.

*Response:*

*The amount presented in the financial statements as trade receivables written off is in effect provision for bad debts. Party-wise disclosure relating to "Trade Receivable - provision for bad debt" are provided in Annexure – B.*

9. Reasons of non-adjustment of 'Advance Income Tax' are required to be disclosed.

*Response:*

*The full amount of Advance Income tax is related to the Income Year 2015-2016 assessment of which has not yet been completed by the National Board of Revenue (NBR). After completion of the assessment, this amount will be adjusted fully.*

10. Disclosure regarding reasons of provision not being made for trade receivables aged over 180 days are required.

*Response:*

*As per Company's policy, provision is made against specific clients based on their recoverability status. Furthermore, as per paragraph 14, BAS 37, provision can only be recognized if:*

- The entity has a present obligation as a result of past event – which does not exist in this case;*
- An outflow will be required to settle the obligation; and*
- A reliable estimate can be made.*

*As a result, no general provision can be made in line with BAS 37. Furthermore, no standing guidelines of 180 days limit are available to be followed at the time of audit.*

11. Aging of other receivables are required to be disclosed.

*Response:*

*Aging of "other receivables" are provided in Annexure – C.*

12. Disclosure regarding advance to 'ADN Eduservices Ltd., ADN Technologies Ltd' and My Tel Limited under common management as mentioned at note No. 9.1.3 to the F/S are required.

*Response:*

*As stated before, ADNTel disbursed a loan to ADN Eduservices Ltd. which was made on 27 March 2017 on which the Board has decided to impose interest. During the subsequent year the Company has started charging interest on all loans provided to its related parties.*

*ADNTel has paid a sum of Tk. 3,000,000 to ADN Technologies Limited as intercompany loan which is to be used for land purchase by ADN Technologies Limited in favour of ADNTel. Note 9.1.3 of the financial statements, discloses the reasoning for making the payment of Tk. 3,000,000 to ADN Technologies Limited; while note 44 states the nature of the loan facility to the Company.*

*ADNTel made an advance of Tk. 30,137,409 to My Tel Limited as loan to associate for meeting up their temporary finance requirement. During the year ended 30 June 2016, My Tel Limited refunded Tk. 11,20,000 to ADNTel which is adjusted in the financial statements accordingly. As per the BoD decision, interest is being charged during the financial year 2017-2018 (Subsequent year).*

13. Disclosures regarding compliance of the requirement of section 103 of the companies Act, 1994 while providing loan to other companies under common management are required;

*Response:*

*Companies Act 1994 prohibits issue of loans, guarantees or any security to the Directors or party to Directors. However, it goes on to state that such loans can be provided subject to meeting two specific requirements of the same Act:*

- *"The loan is sanctioned by the Board of Directors of any company and approved by the general meeting and, in the balance sheet, there is a specific mention of the loan, guarantee or security, as the case may be" – section 103(1)(ii); and the proviso*
- *Provided further that, in no case the total amount of the loan shall exceed 50% of the paid up value of the shares held by such director in his own name*

*All the loans provided by ADNTel to other Companies has common directorship with Mr. Asif Mahmood who holds 12,40,000 with a face value of Tk. 124,000,000. As per the act, a sum of Tk. 62,000,000 may be provided as loans to his related entities. It is pertinent to mention here that all loans are issued upon receiving approval from the Board & AGM anonymously.*

14. Detailed disclosure (origination, nature of transaction etc.) regarding 'other payable' on account to 'Advance Technology Computer Ltd' under common management as mentioned at note No. 16.2 to the audited F/S for the year ending 30<sup>th</sup> June 2017 is required.

*Response:*

*ADNTel has taken a loan from Advance Technology Computers Ltd during the year 2014-2015. Details of the transaction along with the relationship status is provided in note 44 of the financial statements.*

15. It is required to confirm if section 234, 235, 240, 242, 243 of the Bangladesh Labor Act 2006 is being completed with while maintaining WPPF or not;

*Response:*

*ADNTel has created a Workers' Profit Participation Fund (WPPF) where they transfer 5% of Net Profit before tax in line with section 234 of the Bangladesh Labor Act 2006 as amended in 2013.*

*ADNTel has also formed a trustee in compliance with section 235 of the said Act who are responsible for the investment and administration of the Fund ensuring compliance with section 240, 242 and 243 of the Bangladesh Labor Act 2006 as amended in 2013.*

16. Detailed disclosure regarding gain on sales of assets as mentioned at note No. 25.0 to the Audited F/S for the year ended on 30<sup>th</sup> June 2017 is required;

*Response:*

*ADNTel disposed some of its assets during the year 2016-2017 where they generated a profit.*

*Detailed break-up relating to the gain on disposal of Assets is provided in Annexure – D for your kind consideration.*

17. Certification regarding unsecured loan as provided under rule 5 [Annexure- E(B)(25)(K)(iii)] of the 'BSEC (PI) Rules,2015' is required to be revised since the issuer company has been availing credit facilities from other companies under common management;

*Response:*

*Our earlier certificate was issued, considering non-receipt of any unsecured loan from any financial institutions. Revised certificate, as requested is attached in Annexure – E for your kind consideration.*

18. It appears that 'cash received from customers & others' has been presented after deduction of closing balance of 'trade receivable' arrived form deduction of bad debt written off. As a result, Excess cash received form customer & other has been presented. At the same time, bad debt written off has not been deducted from 'distribution and marketing expenses' while calculating 'paid for operating expenses'. As a result, excess cash payment has been shown in 'paid for operating expenses' As such, the matter is required to be explained in compliance of BAS 7;

*Response:*

*As disclosed in point 7, the amount "bad debt written off" is in effect a provision relating to Accounts Receivable. As this is a non-cash item, changes in this amount needs to be adjusted in preparing the cash flow statement. This amount was adjusted against the head "Cash received from customers & others" as the provision amount related to Accounts receivable while all other changes relating to provision for expenses are presented under the head "Paid for operating expenses".However there is no ultimate effect on Net Operating Cash Flow per share as this was merely an interchange of two heads of accounts.*

19. Details of land development cost;

*Response:*

*Details are provided in Annexure – F.*

20. Details break-up of others as shown in cash flow statement of the audited accounts;

*Response:*

*The entire amount shown under "Cash Received from Customers & Others" represents cash receipt from the Customers of ADNTel and the term "& Others" is totally redundant.*

21. Details description of advance for Land (Purchase/Adjustment) as shown in the cash flow statement;

*Response:*

*During the year 2016-2017 ADNTel has given a sum of Tk. 3,000,000 to ADN Technologies Limited as advance for land purchase in favor of ADNTel. ADNTel, Tech Valley Network Limited and ADN Technologies Limited are creating a fund together which is currently maintained by ADN Technologies Limited for the purchase of land. Note 9.1.3 of the financial statements, discloses the reasoning of the transaction. As the transaction is capital in nature, the cash outflow is shown under investing activities.*

22. Specify whether approval from Board is taken for bad debt written off as shown in note 8.1;

*Response:*

*Provision for Bad Debts was incorrectly presented in the financial statements as Trade Receivables Written Off. Since this is a provision, Board approval is not specifically required.*

23. All information as per requirement of para F&J of Schedule-XI Para-I of the companies Act,1994 are not disclosed (Note 8.3 and 9.3);

*Response:*

*All information as per the requirement of para F&J of Schedule-XI, Para-I of the Companies Act 1994 is disclosed in the financial statements; however, the full requirement as written was not included. This should be presented as follows:*

Note 8.3: Trade receivables:

<b>Details</b>	<b>Amount (Tk.) 2016-2017</b>	<b>Amount (Tk.) 2015-2016</b>
Receivables considered good and in respect of which the company is fully secured.	-	-
Receivables considered good for which the company holds no security other than the debtor's personal security.	195,851,329	176,853,339
Receivables considered doubtful or bad.	2,771,726	1,740,347
Receivables due by directors 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.	-	-
Receivables due by companies under the same management.	3,663,096	8,032,483
The maximum amount due by directors or other officer of the company at any time during the year.	-	-
<b>Total</b>	<b>202,286,151</b>	<b>186,626,169</b>

Note 9.3: Prepayments

<b>Details</b>	<b>Amount (Tk.) 2016-2017</b>	<b>Amount (Tk.) 2015-2016</b>
Advance, deposit & prepayments considered good and in respect of which the company is fully secured.	144,451,961	139,275,410
Advance, deposit & prepayments considered good for which the company holds no security other than the debtor's personal security.	-	-
Advance, deposit & prepayments considered doubtful or bad.	-	-
Advance, deposit & prepayments due by directors 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.	-	-
Advance, deposit & prepayments due to companies under the same management.	10,006,655	2,006,655
The maximum amount due to directors or other officer of the company at any time during the year.	-	-
<b>Total</b>	<b>154,458,616</b>	<b>141,282,065</b>

24. Specify number of customers to whom balance conformation letters were sent and number of customers you have received balance conformation certificate as shown in note 8.00;

**Response:**

Out of a total of 1,049 clients relating to trade receivables, we have issued balance confirmations to 177 clients representing 89.63% of the total receivable amount against which we have received 76 responses representing receipt of 58.24% responses.

25. Details information about export services as shown in financial statements in note 21.02;

**Response:**

Detailed information about export services are provided in Annexure – G.

26. Revised reconciliation of business income shown in tax return with net income shown in audited financial statements by the auditor.

**Response:**

Detailed information about income shown in tax return with net income are provided in Annexure – H.

27. Separate the nature of transaction in statement of related party transaction; and

**Response:**

Revised related party disclosure is attached in Annexure – I.

28. Details of motor vehicles as shown in Annexure-A of the Audited Accounts for the year ended June 30,2017.

**Response:**

Details of Motor Vehicles are provided in Annexure – J.

29. Capacity of products & services

**Response:**

Details of capacity of products & services are provided in Annexure – K.

Date: Dhaka  
25 March 2018

Sd/-  
**Syful Shamsul Alam & Co.**  
**Chartered Accountants**

**Annexure-A**

**Party-wise disclosure relating to "trade and other receivables"**

<u>Details</u>	<u>Amount (Tk.) 30-June-17</u>
Janata Bank Limited	37,007,191
Singapore Telecommunication Ltd	22,106,264
Agrani Bank Ltd.	21,783,506
Sonali Bank Limited	17,001,242
Dutch Bangla Bank Limited	9,137,193
Brac Bank Limited	7,566,695
Equant Network System Ltd.	5,442,350
Rupali Bank Limited (DT)	5,178,814
Tata Communication International Pte Ltd.	4,195,168
DPDC	3,188,090
HED-Ministry of Health & Family Welfare	2,205,200
British American Tobacco	2,022,203
Kazla Technologies Limited (Telemedicine)	1,658,401
AFC HEALTH LTD.	1,640,227
The Daily Star	1,174,500
The City Bank Ltd	1,159,415
A B Bank	1,109,290

Islami Bank Bangladesh Ltd.	1,060,248
Eskayef Bangladesh Limited	1,031,802
Exim Bank Limited	1,014,152
The Prime Minister's Office	948,375
BD NEWS24.Com	848,491
Board of Investment(PM Office)	843,880
Unilever Bangladesh Ltd. (DT)	773,685
Tangail Palli Bidyut Samity	696,000
Banglalink Digital Communications	619,029
Computer Networks System Limited	610,066
Mercantile Bank LTD.	587,989
ST Electronics (Info-Software Systems) Pt	583,557
Walton Hi-Tech Industries Ltd	582,309
Shun Shing Edible Oil Limited	575,000
Kaya Group	550,968
C P Bangladesh	540,580
National University	487,500
Ideal Enterprise	486,305
Prime Bank Limited (FMD)	461,832
Grameenphone Ltd	460,488
Embassy of Libya	458,002
Bangladesh Parjatan Corporation	425,921
HDF Apparels Ltd	424,162
Trust Bank Limited	412,175
Standard Bank Limited	408,659
Prime Bank Ltd.	403,200
Radio Foorti Ltd.	398,430
Cosmos Telecom BD	394,013
Cyberway Technology	385,282
ASCOTT THE RESIDENCE LTD	378,480
Pragati Life Insurance Ltd.	370,600
The Farmers Bank Ltd.	367,213
BASIC Bank Limited	327,868
Bangladesh Edible Oil Ltd	323,288
Virgo Contact Center Services Ltd.	321,641
Chevron Bangladesh	320,426
Opsonin Pharma Limited (DATA)	318,150
FMC Group Bangladesh Ltd	297,043
Samsung India Electronics Pvt. Ltd.	294,857
Citi Bank N.A	284,797
GE Healthcare	283,815
BRAC IT Services Limited (biTS)	283,360
Fortuna Bangladesh Limited	278,779

ProAms Ltd	275,999
PRAN-RFL Group	274,200
Isolux Corsan Bangladesh	263,771
Super Star Group Limited	261,000
United Nations Development Programme, UNDP	252,000
DADA (Dhaka)	250,600
NUTRIENT Cake & Pasty Shop	247,500
Regent Airways	247,039
Holcim Cement (Bangladesh) Ltd	244,042
INGEMAS TSK	243,500
Gonobhaban	237,148
Asttecs VFS	234,314
Gemcon Group(Gem Jute Ltd.)	233,833
Regnum Resource Ltd.	225,843
Mitali Fashions Ltd. (INT)	215,553
IPDC Finance Limited	215,438
Urban Public and Environmental	210,264
Poriborton.com	208,000
Walton Group	201,664
WMGS Services Ltd.	200,789
Abul Khair Group	195,500
Shah Cement	194,881
Hana Hats & Caps Ltd.	193,173
Nestla Bangladesh Ltd.(IPTSP-LTFS)	191,978
IUBAT	188,979
Novus Pharmaceuticals Limited	188,644
Gardenia Cyber Communication	187,110
GramBangla Systems Ltd.	186,100
Textstream Fashion Ltd.	180,061
Shahjalal University of Science and Techn	180,000
SUN Online - Postagola	178,900
Paralekha Online Baridhara	177,240
Axiata Bangladeah Ltd(IPTSP)	176,192
Data edge Limited	173,000
Nestle Bangladesh Limited	170,435
Interport Maritime LTd.	166,780
The Dhaka Mercantile Co-Operative Bank Lt	165,600
Jamuna Bank Ltd.	165,275
Eastern Bank Limited	163,617
Abdul Monem Ltd	160,845
Unilever Bangladesh Ltd, (IPTSP)	159,827
Designer Fashion Ltd	158,600
Romania Food & Beverage Ltd.	158,250



Sanofi-Aventis Bangladesh Limited	157,800
Cisco Technology Bangladesh Ltd	156,249
MAX Group (Baridhara)	154,000
Bangladesh Ordnance Factory	151,694
The Bangladesh Today	150,000
Bengal Group of Industries	149,588
IT Consultant	149,486
Intraco Group	148,198
Brothers Garments	148,000
My Outsourcing Ltd (Coca-Coala)	147,281
ACI Logistics Limited	146,844
Essential Drugs Company Ltd	146,400
Work Field Knit Wears - Luke Dhaka	145,000
Ringtech Bangladesh Ltd. (Haseen Group)	144,600
Paragon Knit Composite Ltd.	144,439
Knit Studio Ltd	144,000
Total Offtech Ltd	140,333
MITHELA TEXTILE INDUSTRY	140,161
Metrocem Cement Ltd	140,000
Nitol Niloy Group	139,600
Mutual Trust Bank Limited	138,357
Southeast Bank Limited	137,855
GlaxoSmithKlien Bangladesh	137,500
United Commercial Bank Limited	137,000
GSK Bangladesh Limited	133,500
GQ Ball Pen Industries Limited	132,819
Adil E Solution	132,500
Ministry of industry	130,000
Atlas Food & Beverage Ltd	128,727
Silkways Card & Printing Ltd	126,617
Ibrahim Cardiac Hospital & Research (INT)	126,250
SS Business Corporation Ltd	125,280
SuperSign Industries ( Electrical) Ltd.	124,905
Diaz Hotel & Resorts	123,774
Zuellig Pharma Bangladesh Ltd (Data)	122,710
NRB Bank	122,700
Rangamati Hill District Council	122,500
Target Australia Sourcing Limited (TGT)	121,524
Khulna WASA	121,467
Lanka Bangla Finance Ltd.	120,783
Edison Group - SB Tel Enterprises Limited	120,661
Hall-Mark Group	120,000
Bengal Plastic Pipes Ltd.	119,551

Daraz BD (IPTSP)	118,702
East End Logistics BD	116,674
bKash Limited	115,677
City University	114,999
Kazi Farms Group	114,823
Paxar Bangladesh Limited - Avery Dennison	113,533
Good Heal Trust	113,500
Nandan Apparels	111,806
Coca-Cola Bangladesh Limited (LTFS)	110,391
Prime Bank Limited	109,593
Daraz BD	109,250
ServoiT	106,000
Mr. Omar Nasif - Team-Bd Chronicle	105,000
Adeptmax Software & Engineering	104,112
Samtex Ltd	104,000
Supreme Court of Bangladesh	103,680
CT Health Ltd	103,500
MILVIK (IPTSP)	103,292
CG-Confidence Electric Ltd	103,000
Midland Bank Ltd.	101,829
Sinha-Medlar Group	101,589
Jinsheng Limited	101,575
Sharif Pharmaceuticals Ltd	101,339
Gazi Tanks	98,900
BANGLADESH DEVELOPMENT GROUP	98,725
Bangladesh Hi-Tech Park Authority	98,648
Nightingale Communication&Service PTE LTD	98,113
Berger Paints Bangladesh Ltd	96,128
Tareque Group	96,000
Wellpac Polymers Ltd	94,000
3rd Eye (Pvt.) Limited	93,242
Duranto Knit Composite Ltd	92,919
My Outsourcing Ltd.	92,603
Zarif Technologies Ltd	92,498
Wei Qi Metal Production Co. Ltd	91,428
Southern Designers Ltd.	91,297
Rangpur Cantonment School & College	91,000
ABC Radio	90,000
AT AUTOMATION LTD	89,139
Provita Feed Limited	88,050
HDF Textiles Ltd.	86,001
Thakurgaon Communication	86,000
Bangladesh Telecommunications Company	85,831

NRB Commercial Bank Limited	85,000
Rick Steel	84,700
EBN Dot Com (Islamic Foundation)	84,000
Wasif Knit Composite Ltd.	83,013
Jamuna Group	82,760
Gazi Tyres	82,225
Mltali Fashions Ltd. (IPTSP)	81,358
Bangladesh Krishi Bank..	80,798
LM Ericsson Bangladesh Limited	80,348
Anchorage The Residence	79,750
Airtel Bangladesh Ltd (IPTSP)	78,753
F A Feed Mills Limited	78,387
International Medical College & Hospital	78,226
Bangladesh Navy	78,074
GONO BISHWABIDYALAY	78,000
Emerging Communications Ltd	76,000
Knittex Ind. Ltd.	75,978
Sonet Enterprise	75,600
Transcom Distributions Ltd	75,559
Quatar Navy	75,048
Sarker Electrics	75,000
Radio Masala Ltd FM	75,000
SAG Fashion Ltd.-Factory	75,000
Dewhirst Group	74,275
Brothers Furniture	73,968
Gaibandha Institute of it	72,710
Election Commission Bangladesh	72,105
Mahjabeen	72,080
ICEL Pvt. Ltd.	72,000
Investment Corporation of Bangladesh	72,000
Shah Trims Limited	72,000
Disrupt Technologies	70,903
MJL Bangladesh	70,750
Edison Electronics	70,667
Aftab Group	70,407
MIM Technologies Limited	70,000
Premier Bank Ltd.	70,000
Lodestar Fashion Ltd	69,500
Ispahani Foods Ltd	69,333
United Hospital Ltd.	69,300
U-Turn	69,263
B.Baria net	69,194
DBL Group-Kashimpur (Jinnat Apparels Ltd.	69,000

DBL-Mawna Fashions Ltd	69,000
Kahn's Catering Ltd. (King's Kitchen)	69,000
Bishwo Rang	68,997
Blue Planet Knitwear Ltd	68,058
Bureau Veritas Consumer Products	68,040
Civic Apparels Ltd.	66,968
Saad Musa City Center	66,890
Kreative Cell	66,276
ESHO.com	65,523
Print Asia Limited.	65,000
Columbia Washing Plant Ltd	64,536
BRB Cable Industries Limited	64,226
Interlink Group	63,000
Sea Pearl Beach Resort & Spa Ltd. (IPTSP)	61,912
Radio Broadcasting FM ( Bangladesh) Co. L	61,500
Biman Bangladesh Airlines	61,061
Food Factory	61,000
Smart Zone	60,901
K-Line Bangladesh Limited	60,750
Semicon Pvt. Limited	60,640
German Bangla Bicycles	60,000
Panjeree Publications Ltd.	60,000
Fakir Apparels Limited	60,000
Mangrove Institute of Science & Technolog	60,000
Royal Danish Embassy	60,000
Shamsher Jute Mills Limited	60,000
Sinha-Venture Energy Resources Limited	60,000
Auto Plex Limited	59,768
Expereo International bv	59,616
Fahrenheit Marketing Communications Ltd	57,387
Bengal Shoe Industries Ltd	57,184
Tivoli Apparels Ltd	57,000
GAZI INTERNATIONAL	55,870
All Fashion BD	55,865
J.F.K Fashion Limited	55,000
Kss Knit Composite Ltd.	54,645
MAQ Paper Industries Ltd	54,324
Pro Dhaka Soft Ltd.	54,267
HDF Holdings Ltd	54,000
Adarsha Group	53,636
Gazi Group	52,592
Bengal Polymer	52,590
Invent Point Computer	52,550

Centre For Disability In Development	51,999
PVH Far East Ltd.	51,750
Opsonin Pharma Limited	51,467
SS Telecom (Internet)	51,000
PRAN Dairy Ltd	50,532
Space Walker	50,000
Marketplace bangladesh (LTFS)	50,000
Popular Telecom Systems Ltd	50,000
Crossline Knit Fabrics Ltd.	50,000
Prescription BD. (IPTSP)	49,779
Wucho Fashion Ltd.	49,501
Alcatel Lucent International Bangladesh B	49,318
My Outsourcing Ltd.(IPTSP)	49,190
Karnaphuli Fertilizer Company Limited	48,875
A.K. Khan & Company Ltd (Ctg)	48,600
National Health Care Network	48,500
Ocean Group	48,300
Farhan Knit Fabrics	48,226
Brainstation	48,072
Three R Enterprise Farms	48,003
International Turkish Hope School Banglad	48,000
Nilsagor Consumer Product Ltd.	48,000
Square Toiletries Limited (LTFS)	47,475
MAX Group (new)	47,468
SB KNITTING LTD.	47,450
Scicom (MSC) Berhad	47,365
HAMM Sourcing Ltd	47,179
Step One Air Sea Freight	47,149
GQ Plastic IPTSP	47,000
Broad Band Solution	46,575
M. Hossain Sizing Mill	46,559
Windmill Infotech Limited	46,260
FAO Representation in Bangladesh (FAO)	46,250
National Fittings and Accessories Ltd	46,150
Narayanganj Club Ltd.	46,000
Pran AGRO Ltd	46,000
Zamans Research & Consulting	45,900
Ibrahim Cardiac Hospital & Research Ins.	45,100
Ashuganj Power Station Company LTD (APSCL	45,000
Bangla Cat	45,000
Bangladesh Petrochemicul LTD	45,000
US-Bangla Airlines	44,874
Nar Sweater Ltd	44,790

Village Education Resource Center (VERC)	44,771
Bank Asia Limited	44,716
edotco Bangladesh co ltd.	44,571
Linkbd.net	44,115
Affan Composite Ltd	44,000
Esquire Electronics Ltd (IPTSP)	43,964
World Food Programme	43,912
Talisman IPTSP	43,908
Bulbul Securities Ltd	43,667
Osman Interlinings Ltd.	43,567
Reedisha Texstripe Limited (RTSL)	43,505
Jalalabad Gas & D System Ltd	43,125
BDConnect .net	42,117
National Health Care Network (NHN)	42,000
Atashi Fashion Ltd.	42,000
HDF Footwear Limited	42,000
Institute of Science, Trade & Techonology	42,000
Labaid Diagnostic	42,000
Navana Building Products Ltd.	42,000
Sun Electronics & communications	41,953
Lafarge Surma Cement Ltd.	41,724
Jassim Al-Mannai	41,548
M. M. Builders & Engineers Limited	41,400
Letter n Colour Ltd.	41,400
Software Shop Ltd.	41,400
National Telecom Ltd.	41,120
Newsmailbd	41,000
Al-Noor Agro Industries Ltd, Bogra	41,000
United Leasing	41,000
Sugar & Spice Restaurant	40,425
Four Dimension	40,001
BERGER Paints Bangladesh Limited	40,000
Embassy of the state of Qatar Dhaka	40,000
Paradise Cables Limited	40,000
Syngenta Bangladesh Limited	40,000
TwoR Solution	39,073
Rahetid	39,000
Super Tex Merchandising Co. Limited	39,000
Digicon technologies ltd	38,348
Dhaka Bangla Media & Communication Ltd	38,125
Mr. Ashraful Arefin (Want ADD)	37,968
Omera Petroleum Ltd	37,700
SI 2 Limited	37,500

Bengal Adhesive & Chemical Ltd	37,177
Chaikhana Kabab & Grill	36,226
Genesis Fashions Ltd (M&J) IPTSP	36,109
Ma Moni Dairy & Poultry Farm	36,001
Arteco Metallic	36,000
Creative Image BD	36,000
Dhaka Medical College	36,000
Friends Stylwear Limited	36,000
Honey World Comb	36,000
Maheen Label Tex Limited	36,000
Kapotakkhi Feed Limited	35,500
High Commission for Pakistan	35,000
IT Landers Ltd	35,000
DBCS Cable System Ltd.	34,500
Padma Islami Life Insurance Limited	34,000
Radio Dhol	34,000
Sunlit IT	34,000
Universal Icon Uttara	34,000
ACI Godrej Pvt. Ltd.	33,950
Golden Oil Mills Ltd	33,925
Next Generation	33,500
A. H. Jute Spinners and Belting Ltd	33,489
OFF SHORE IT Ltd.	33,467
Padma Oil Company Limited	33,300
Mr. Sabbir	33,000
Quantum Properties Ltd, (5th Floor)	33,000
Bil Consortium Ltd	33,000
OFF SHORE IT(MD. House)	33,000
Hossainul Gaffar (CTO, TVN)	32,826
Kutubbug Paper Products	32,775
Radio Masala Ltd-	32,478
Building Technology & Ideas (BTI)	32,350
EnergyPac Electronics Limited	32,000
Cocola Food Products Ltd	32,000
Room to Read Bangladesh	32,000
The Antique Furniture	31,748
M/S Padma Steel Re-Rolling Mills(Al-Ferdo	31,500
Rangs Motors Limited	31,500
Union Specialized Hospital Ltd	31,323
Silkways Cards and Printing Ltd. (IP TSP)	31,321
Karmo Foam and Adhesive Industries Ltd.	31,050
SITA Air	31,050
Super Oil Refinery Ltd.	31,050

National Cement Mills Ltd	31,033
Orchid Styles Limited	31,000
KAS International Sourcing Bangladesh	30,966
Pedrollo nk Limited	30,126
Dignity Textile Mills Ltd.	30,000
Fariha Knit	30,000
High Commission of Brunei Darussalam	30,000
Khwaja Yunus Ali University	30,000
Platinum Apparel Mfg Co.,Ltd	30,000
Global link Sylhet	29,900
Dola Agro Complex Ltd	29,710
Desh Data Entry	29,548
Pro2 Interactive Ltd.	29,000
Walton Plaza-DITF	28,750
FIQRAN	28,387
Info Link	27,931
Guangdong Oppo Mobile Telecom. Corp. Ltd.	27,801
MAPPLE Mobile	27,600
EKUSHEY TELEVISION LIMITED	27,500
Silkways Group (IP TSP)	27,252
Cue Club	27,065
Bengal Feed and Fisheries Ltd	27,000
Kabir Securities Limited	26,622
Fareast Islami Life Insurance Co. Ltd	26,565
Ycosa Limited	26,500
CG-Confidance Steel Limited	26,500
Habib Bank Ltd	26,100
DSL Sweater Ltd	26,000
S F Ahmed & Co.	25,912
Bay Consolidation Ltd	25,500
Oasis Hospital	25,500
Hotel Favour Inn International	25,479
Social Marketing Company (SMC)	25,300
Presbyterian Church of Bangladesh	25,299
P.A. Knit Composite Ltd.	25,180
Columbia Garments (M&J)	25,025
Divine Fashion Pvt. Ltd.	25,000
Gausia Rahman Mainia Monzil	25,000
Commercial Ways Compay Ltd.	25,000
Rock Asset Management	24,913
UYS Lab	24,494
MD Abdul Bahar	24,150
Quazi Enterprises Ltd. (QEL)	24,097



Dhaka Palli Bidyut Samity-4	24,000
Knit Lustre Ltd.	24,000
Semco CNG Station (Madhabpur)	24,000
Tiger IT	24,000
Don Grammar School	23,940
Munimul Islam	23,300
Bank Alfalah Limited	23,000
DBL-Jinnat Apparels Ltd.(Flamingo Fashion	23,000
Singapore Piling South Point Skills Centr	23,000
Sunlife Insurance Company Ltd.	23,000
Tallu Spinning Mills	23,000
World Vision Bangladesh	23,000
Abdullah Money Changer	22,999
Dependent Money Changer	22,999
Journey Maker jobs.com	22,553
Max Foundation Bangladesh Country Office	22,500
Smile Apparels Ltd.	22,500
Mamun ICT	22,497
AB Securitas Bangladesh Ltd	22,080
Nur Group-Raiyan Knit Composite Ltd.	22,000
Four Season Fashion Ltd.	22,000
X CERAMICS LIMITED.-Index Group	22,000
Praxis Traning Technology & Consultancy	22,000
Winmet Tours & Travels	21,839
SQUARE Hospitals Limited	21,700
Shahrasti Computer	21,581
Sylhet Opulence Pvt Ltd	21,516
Mr. Jens-Erik Moelgaard	21,500
want add Md Office	21,500
Lion Feeds Ltd.	21,000
Atova Technology	20,746
Bengal Flexipak Limited	20,700
BERGER-Jenson & Nicholson (BD) Ltd.	20,700
Hamilton Metal Corporation Ltd.	20,700
Wartsila Bangladesh Ltd	20,700
JN Computers	20,441
Rayhan Corporation	20,400
Hello World Communications	20,311
SHUVRO Group	20,182
AMAN Graphics & Design Ltd	20,054
Atherton Imbros Company Ltd.	20,040
Shahiidul Islam Sahin	20,000
DATAFORT LIMITED	20,000

EMK Center	20,000
EZY INFOTECH (PVT) LTD.	20,000
Knitex Limited	20,000
Madina Jute Industries Ltd	20,000
Nafco Pharma Ltd. (Maymensing)	20,000
Quazi Abedin Tex Ltd.	20,000
Rusani Enterprise	20,000
Salim & Brothers	20,000
Sigma Capital Management Ltd	20,000
Sterling Creation Ltd.	20,000
Emtiaj Engineerring Cutting Bending Works	19,806
FIFO Tech	19,659
YES Technology Ltd.	19,655
Gray Food (Melange)	19,600
Fernas Constraction Inc	19,500
Exotic Info Media	19,290
Marketplace bangladesh	19,274
Mer Services Ltd.	19,140
Rupayan Housing Estate Ltd.	19,128
MRS Industries Limited	19,090
A.K Khan & Company Limited	19,000
Cyber Link	19,000
Kabir Steel Re-Rolling Mills Ltd	19,000
Maj Rasel	19,000
EAST COAST GROUP	18,750
SQF Paper Mills (P) Ltd.(Hakkani)	18,443
Ahsan Composite Ltd.	18,384
Walton Service Management System-Thakurga	18,000
Agence France Press(AFP)	18,000
Big Bang Computers Ltd.	18,000
CDD-Centre for Disability In Development	18,000
Kashpia Printing & Packaging Ind.	18,000
Proshika HRDC Trust	18,000
Rancon Sweaters Ltd	18,000
Remex Corporation Limited	18,000
Techno Solutions Ltd	18,000
SB Tel Enterprise Ltd.	17,927
VISION Software Ltd.	17,850
Pacific Design & Sourcing	17,773
CMH-Combined Millitary Hospital	17,750
The Cloth & Fashion	17,719
Oceanic Apparels Ltd.	17,592
AVANT GARMENTS LTD.	17,584

AKIFAH Traders & Co.	17,526
Reve Systems	17,500
Hexing Electrical Company Limited	17,500
Energypac Power Generation Ltd	17,250
JAM Marketing	17,250
Zuellig Pharma Bangladesh (IPTSP)	17,219
Nar Sweater Ltd (IPTSP)	17,211
Modhumoti Bank Ltd	17,143
Maliha CNG Filling Station	17,040
Radio Today	17,039
Bellwoven Company Limited	17,034
Relation Cable Network	17,032
BLUE PLANET FASHION WEAR LTD	17,000
Bengal Plastic	17,000
Sterling Denims Ltd	17,000
FDN Energy Ltd	16,917
SAG Fashion Ltd.-MD House	16,791
Speakers Councils Ltd.	16,774
Akij Group	16,750
Payra Port Authority	16,500
Dhali Construction Ltd.	16,125
COAST Trust - Bhola Management and Traini	16,100
British High Commission	16,001
Tiger Communication	16,000
N.S.Creation	16,000
PRESCRIPTION BD	16,000
Shirat Chemicals Ltd.	16,000
TRADEXCEL AUTO BRICKS Ltd	15,830
Tanaz Fashions Ltd.	15,706
Ak Khan Telecom Limited	15,648
Proshika Computer System Trust	15,600
3F-United Federation of Danish Workers	15,500
Betelco Ltd	15,457
AUTO CROP CARE LIMITED	15,348
Ali Natural Oil Mills & Agro Industries L	15,313
Assign Power Ltd.	15,266
Supreme Electronics Ltd IP	15,229
Neurology Foundation Hospital	15,002
Shahin	15,000
S R COMPUTER	15,000
Tech-BD International	15,000
Active Fine Chemicals	15,000
Mahbbob Kawser	15,000

Orient Allure Lingerie Ltd	15,000
Prime Minister's Office	15,000
SARC HUMAN RIGHTS FOUNDATION (INT)	15,000
Sinha Power Generation Company Ltd.	15,000
Unicom	15,000
Hakro Shishu Niketon (Fuljhury)	14,950
Al Hassan Diamond Gallery	14,917
Tanveer Food Ltd. (Meghna Group)	14,888
Bangladesh Diagonstic	14,804
Dewan Cold Storge	14,742
SM TRADING	14,483
SBAC Bank Ltd.	14,400
ANNANOVASIT	14,097
Boishakhi Television (new)	14,081
M.A Telecom	14,053
Bakhrabad Knitting Industries Ltd	14,000
Bengal Concept & Holdings Ltd.	14,000
Better Technology & Ideas;,Inc	14,000
Dody Group	14,000
Interlink Apparels Limited	14,000
Quantum Properties Ltd.	14,000
Syed Sadat Ahmed	14,000
IT Zone	14,000
Confidence Accessories (Pvt.) Ltd.	13,800
Dipon Consultancy Services Ltd	13,800
Egarosindur Cold Storage	13,800
Intrade Group Limited	13,800
IOC International Limited	13,800
Metro Coverage Limited	13,800
Office of Commercial Affairs, Royal Thai	13,800
Provita Chicks Ltd.	13,800
Business for Future	13,792
SR International Ltd	13,566
Scanwell Logistics Bangladesh (Pvt) Ltd.	13,500
National Homoeo Hall (PVT) Ltd	13,492
Madina Group	13,387
Fortuna Bangladesh (IPTSP)	13,229
Hilly Barta	13,176
PVH Far East Limited (IPTSP)	13,002
Official Residence of the High Commission	13,000
BanglaMa Group-Better Communication & Aut	13,000
GQ Foods Ltd.	13,000
Semco CNG Station (Alenga)	13,000

Big Auto Mobile	12,984
AC World	12,900
Md. Mostafiz Sohel	12,900
ADA Trading Bangladesh Co. LTD	12,883
DG Touch	12,650
Electra International Ltd (H/O)	12,650
Talisman Ltd.	12,554
Navana Batteries Limited	12,421
National Bank Limited, Card Division	12,207
Bangertec Ltd.	12,200
Novartis Bangladesh Limited	12,112
Sayeman Beach Resort Limited (IPTSP)	12,028
Glaze Knitwear Ltd	12,000
AL-Noor Steel Complex Ltd.	12,000
Baizid Steel Industries Ltd	12,000
Bangladesh Shipping Corporation	12,000
Boishakhi TV Mohakhali	12,000
Christian Aid	12,000
Combined Military Hospital (CMH)	12,000
Jeans Manufacturing Co. Ltd	12,000
Nahied Plastic Ltd.	12,000
Padma Rolling Mill	12,000
Primondrial Ltd	12,000
Service Solutions (Pvt.) Ltd.	12,000
Sinha Peoples Energy Ltd.	12,000
Unifill Group	12,000
World Tech	12,000
Lumineux Informatique	11,999
Abosar Prokashana Sangstha	11,954
Laurel Hotels Ltd	11,925
Ferdosh Alam_Autova Technology MD	11,898
InfoLink (IPTSP)	11,723
Digital Graphic Studio	11,679
Motorola Telecommunication Bangladesh Pvt	11,640
Laser Medical Center Ltd.	11,572
Beacon Point	11,500
Li & Fung (Bangladesh) Limited	11,500
Maayas Secutronics Ltd.	11,500
Mamico Limited	11,500
MILVIK [Internet]	11,500
Power Grid Company of Bangladesh Ltd	11,500
X-Telecom (PVT) Ltd.-Madanipur Off	11,500
One Auto Solution	11,430

Creative Zone	11,367
Teletalk Bangladesh Ltd	11,309
Femme Beauty Clinic & Parlour	11,270
Banglar Bani	11,264
Looogo Web	11,200
D-Bangla TV	11,097
Pacific Export	11,067
A.K. fashion (Ahsan Group)	11,067
Asiatic Laboratories Ltd.	11,000
Bangladesh Bank	11,000
Confidence Thread Accessories (Pvt.) Ltd.	11,000
HOTEL SAFINA LTD	11,000
Press Club	11,000
Rahetid (IPTSP)	10,958
Golden Harvest Foods Ltd.	10,925
Novotel Ltd	10,882
Shahriyar Fabric Industries Ltd. (GILDAN)	10,645
Desktop Computer Connection Ltd.(Desktop)	10,622
Rahman Chemical Industries Ltd.	10,535
Nirvana Inn	10,504
3F-Ethical Trading Initiative (ETI)	10,500
Govt. Hazi Muhammad Muhsin College	10,500
The Designer	10,500
Apon Bhubon	10,484
Reckitt Benckiser (Bangladesh) Limited	10,412
Golden Harvest Agro Industries Ltd.	10,405
Crescent Leather products limited	10,350
GTR Technology	10,350
Kshiti Sthapati	10,350
Nawab Abdul Malek Jute Mills Ltd.	10,350
Omera Cylinders Limited	10,300
ISS Technologies Limited	10,143
R.A SHIP BREAKING	10,097
Uni-Gears Ltd (IPTSP)	10,081
Adhipress Bangladesh Ltd	10,000
Atomix System Ltd.	10,000
BDPC	10,000
Embassy of France	10,000
Marine (Agency) Services Limited	10,000
Multi Vision	10,000
Naheed Group - Farzana Naheed & Mir Zubai	10,000
NOVOAIR	10,000
RSPL Health BD LTD	10,000

Transcom Electronics Ltd	10,000
Tri-Zone FPS (BD) Ltd.	10,000
Woori Bank Dhaka Branch	10,000
Principal Kazi Faruky School & College	10,000
Prime Finance Limited	9,988
U.F.M BD Ltd	9,924
Abdur Rouf Khan, MD, Opsonin	9,800
Multi Modern Apparels Ltd.	9,686
MARS Solutions Ltd.	9,500
Jamil Ahmed	9,280
Mahmuda Attires Ltd	9,245
Duty Free Shops	9,206
Reza Kibria	9,200
Saint Martin Fisheries Ltd.	9,200
Bangladesh Export Import Company Ltd	9,200
Mir Telecom	9,148
Sonic Trade Corporation	9,100
Makka Paper & Board Mills Ltd.	9,048
Khaled Group	9,006
Saif Powertec Ltd	9,000
ARK Washing Ltd	9,000
Embassy of the State of Palestine	9,000
Feni Computer Institute	9,000
Khandoker Tawsif	9,000
Walton Service Management System-Gopalgan	9,000
Walton Service Management System-Jamalpur	9,000
Xtreme Communications	9,000
Zahid Eshaq	9,000
Walton Service Management System-Gaibandh	8,999
Power Resources Limited	8,900
Noapara Group	8,860
Shimul Dey	8,827
Suranjan Das Gupta	8,808
CTG News	8,710
First Call Limited	8,625
MrSyed Abdullah al Nahin	8,600
Drooty Limited (IPTSP)	8,569
GLORY Poles Limited	8,558
Narayanganj Engineering and Shipbuilding	8,500
Mr.Sajjad (Director)	8,467
Creation Park	8,400
Impact pr	8,400
Genesis Denim Ltd. (Columbia Apparel)	8,338

SI 2 Limited IP	8,257
Mr. Mobashher Ahmed ( Rumel)	8,178
Hill Side Excelsior	8,147
Ispahani Islamia Eye Institute & Hospital	8,115
IDLC Finance Limited	8,050
National Polymer Industries Ltd.	8,050
UNITY INDUSTRIAL(BD) LIMITED	8,000
German Red Cross Bangladesh-Head Office	8,000
Omera Logistics Limited	8,000
Rafia Paper Limited	8,000
Sanakosh Associates Ltd.	8,000
Shaheed Suhrawardy Medical College Hospit	8,000
BSF Steel Limited	7,999
Vision Multimedia	7,935
Sandeep Ayurvedic Clinics	7,828
BRAMAKS FASHION LTD	7,799
Padma Oil Depot, Guptokhal, CTG	7,650
GTA Sports Ltd.	7,616
ACCC Project	7,600
Australia Bangladesh Solar Power Ltd.	7,600
Avic International	7,500
BRB Hospitals Limited	7,500
Mutual Food Products Ltd	7,500
Panna Rural Development Foundation (PRDF)	7,500
Ranken-Mapl Joint Venture	7,500
Sydney International School	7,500
XID Architecture	7,500
The Daily Samakal	7,500
bproperty.com.limited-Sylhet	7,499
M.I.M Dresses Ltd.	7,475
Genuine Cancer Hospital Limited	7,200
Khandani Restuarant	7,200
Atlas Design Bangladesh	7,200
M/S.Sohel Enterprise	7,200
Karma Entertainment	7,000
Al-Ferdos Re-Rolling Mills Ltd.	7,000
ZED N ZED IT SERVICES LTD.	7,000
Biddyut Limited	7,000
Technohaven Company Ltd.	7,000
Abu Hena Mostofa Kamal Siddiki	6,978
Find Ways Air Services	6,950
Resource Foam & Accessories Ltd.	6,923
The Daily Star IP	6,902



Amadeyr Cloud Ltd.	6,900
iQra DISABLED CHILDREN'S HOSPITAL	6,900
Spring Garden Flat owner association	6,900
United Express (INT)	6,900
Epic Airways Ltd.	6,899
Fifth Avenue	6,775
Lecture Publications Ltd	6,715
Tune Bangladesh Ltd.	6,535
SURGISCOPE HOSPITAL LTD	6,500
International Tobacco Ltd	6,470
Maj. Gen. Mia Md. Zainul Abedin	6,450
Bangladesh Commerce College	6,400
Mr. Ashraf Khan	6,200
IFAD Multi Products Ltd.	6,038
BR Computers	6,035
Akmatro.com	6,000
Anan Chemical Industries Ltd	6,000
Baniful Social Welfare Organization	6,000
Click World Cyber System	6,000
Compustar (Pvt.) Ltd.	6,000
MBK COMPUTER	6,000
Mr.Shahabuddin Ahamed	6,000
Netscope	6,000
Samuda Containers Ltd. (NSD Plant)	6,000
Tanvir Raqib	6,000
The Antique Furniture (Factory)	6,000
B.Brother Group	6,000
Eastern Union	5,999
Keen Surma Security Services LTD.	5,980
The Cubicle (DT)	5,919
Lane IT Limited	5,750
Praava Health	5,750
RM Interlinings Ltd.	5,750
VISA NETWORK	5,750
Arturo José Munguia Tirado	5,700
Marketplace bangladesh (IPTSP)	5,700
Ashrafur Rahman	5,633
National Health Care Network (NHN) (IPTSP)	5,531
Uttam kumar Sinha	5,520
Dohatec New Media	5,500
Shovon Kibriya	5,500
Electra International (Tejgaon)	5,323
Designer Jeans Ltd.	5,309

Internet Empire	5,239
Md.Ahsan Saleh Noor	5,200
SCHOLARSHOME	5,200
Md. Nazim Ahmed Kabiri	5,189
National Heart Foundation Hospital	5,175
PUSTEE FOOD PRODUCTS	5,175
Mosharrefa Begum	5,165
MBK COMPUTER IP	5,101
Amigo Properties & Developments Ltd.	5,000
Asif Matin	5,000
ClicknGo Communications	5,000
Daiyin Group	5,000
Fortuna Leather Craft Ltd IP	5,000
Heart Medical Transcription CO.	5,000
Ideal College	5,000
Kimberley Design	5,000
KKS NETWORK INTERNATIONAL	5,000
Maq paper (Quasem Azam)	5,000
My Outsourcing Ltd.(Western Union Money)	5,000
Ratool Apparels Ltd	5,000
Safe Islami Group Ltd	5,000
Syed Ishtiaque Ahmed and Associates	5,000
Total LP Gas	5,000
Want Ad Ltd.	5,000
Wellpac Polymers Ltd	4,887
Perfect Knowledge Bangladesh	4,850
Debu Enterprise	4,828
IQRA TRAVELS & TOURS	4,760
Mediacom	4,758
Md.Sakhawat	4,600
GH Memorial School	4,600
Hena Fashion Jewellery	4,600
KB BRICKS	4,600
Shetu Pesticides Ltd.-Semco	4,600
Yasir Polymar Industries Ltd.	4,600
Go BD Go Limited (IPTSP)	4,552
Rupayan Housing Estate Ltd. (Data)	4,500
BADC-Mir Kadim Fertilizer Depot	4,500
Khandaker Telecom	4,500
Prothom Protirodh Newspaper	4,500
National Polymer Industries Ltd.	4,428
Customs Office, Osmani Int. Airport	4,140
Ethiopia Restaurant	4,140

Spectra International Limited	4,025
Route to Market International Limited(IPT	4,001
Pathmark Associates Limited	4,001
Ershad Knit Fashion Ltd.	4,000
Eurostar	4,000
GEARS GROUP, HQ	4,000
Lifestream International	4,000
Sign &Design	4,000
Windmill Infotech Limited(INT)	4,000
Altertech IT	3,999
Kaaf Communication	3,984
Social Marketing Company (SMC-IPTSP)	3,836
Jamuna Industrial Agro Group Ltd.	3,833
Octopian Services DMCC	3,645
Shamsuddin	3,600
Lutfa Begum	3,543
Grameen Communications	3,525
FC BANGLADESH LIMITED	3,500
S B Solution	3,500
Saleh Steel Industries Limited	3,500
Ziska Pharmaceuticals Ltd.	3,484
Industrial Engineering & Service	3,450
Milisa O. Iaisna	3,450
QATAR AIRWAYS	3,379
Transcom Distribution Co. Ltd	3,317
Interlink Dresses	3,254
Edison Properties Ltd	3,200
Nirvana Technology	3,120
Venus Telecom Limited	3,113
News 71 (INT)	3,048
Manjur Ahmed	3,043
Wahidur Rahman	3,043
Metlife Alico	3,009
Bangladesh Office Supply & Services Ltd.	3,000
Eastern Apparels Ltd.	3,000
Pacific Overseas Travel Agency	3,000
The Man & Company (Garden Tower)	3,000
Rotary Cancer Detection ulit	3,000
Diamond Life Insurance Co. Ltd.	3,000
Norm Outfit & Accessories Ltd	3,000
Nice Soft Ltd	2,999
Greentech Service	2,999
Brother's Mega shop	2,990

Jahangir Kobir Mahmud	2,990
6 Axis Technologies Limited	2,959
National Phone	2,850
Sam polymer ind ltd	2,839
Shah Amanat Knitting&Dying Industries Ltd	2,819
Bangla Trac Communications Limited	2,808
INSTA	2,700
Mr. Dimpto Goshal	2,700
Well Group	2,700
Digicon Telecommunication Limited (IPTSP)	2,631
Comprotel	2,600
ROOTS (IPTSP)	2,532
Homa Zaman	2,506
Asha Heights	2,500
Denim Attire Ltd.	2,500
Uttara Group	2,500
Wilson Imports Ltd	2,484
Shamahar	2,452
People,s Hospital Limited	2,400
Ambassador Mr. Serajul Islam	2,300
Mr. Hassan O. Rashid	2,300
Prime bank ltd (Corp.Tej)	2,300
International School Dhaka	2,275
Bio-Pro Bangladesh	2,237
Gausia Feed Mills Limited.	2,201
Sorower Jahan	2,200
Md. Allauddin	2,173
KJSEL	2,016
PRESSMEET	2,016
Syed Sheblo Parvez	2,011
Ainigma Technologies Ltd.	2,000
Bils Chittagong	2,000
Commercial Bank of Ceylon PLC	2,000
KBC AGRO Products Limited	2,000
Capital Designs Ltd	2,000
World View Computer (INT)	1,997
The cubicle IP	1,988
Rayhan Rume	1,800
Bangladesh Agricultural Development Corpo	1,765
SM Group-SM Style Ltd.	1,750
Echo Apparels Bangladesh	1,749
Capital Fashions Ltd IPTSP	1,670
Md. Shahed Hossain (IPTSP)	1,653

CIXING Bangladesh Ltd	1,606
Momtaz Uddin Ahmed	1,574
ISS Limited	1,512
Habibur Rob	1,500
Iftkhar Ahmed	1,500
Labaid Diagnostic (Uttara Branch)	1,500
Mohammodia Travels and Tours	1,495
Global Voice Telecom Ltd	1,475
Ashraful Wadud	489
<b>TOTAL</b>	<b>202,286,151</b>

**Party-wise disclosure relating to "Other receivables"**

Details	Amount (Tk.) 30-June-17
Agni Systems Ltd	3,199,882
InGen Motors Ltd.	560,000
InGen Technologies Ltd.	24,180,665
Interest Receivable-ADN Edu Service	93,055
Mobile Bill Receivable	4,443
IIDFC	3,230,757
<b>TOTAL</b>	<b>31,268,802</b>

**Annexure-B**

**Party-wise disclosure relating to "Trade Receivable-provision for bad debt"**

**ADN Telecom Limited**  
**Statement of Bad debts Provision for the year 2016-2017**

Client Name	Services	Due amount
Mercantile Bank LTD.	Data	253,683
INGEMAS TSK	Internet	243,500
Gemcon Group(Gem Jute Ltd.)	Internet	233,833
Poriborton.com	Internet	208,000
Hana Hats & Caps Ltd.	Internet	193,173
Novus Pharmaceuticals Limited	Internet	188,644
Gardenia Cyber Communication	Internet	187,110
Texstream Fashion Ltd.	Internet	180,061
SUN Online - Postagola	Internet	178,900
Data edge Limited	Data	173,000
U.F.M BD Ltd	IPTSP	9,924
MARS Solutions Ltd.	Internet	9,500
Sonic Trade Corporation	Internet	9,100

Khaled Group	IPTSP	9,006
IUBAT	Internet	8,989
CTG News	Internet	8,710
MrSyed Abdullah al Nahin	Internet	8,600
Mr. Mobashher Ahmed ( Rumel)	Internet	8,178
Hill Side Excelsior	Internet	8,147
Ahsan Composite Ltd.	Internet	7,900
Sandeep Ayurvedic Clinics	Internet	7,828
United Nations Development Programme, UNDP	Internet	252,000
Adeptmax Software & Engineering	Internet	104,112
6 Axis Technologies Limited	IPTSP	2,959
3rd Eye (Pvt.) Limited	IPTSP	16,060
ACCC Project	Internet	7,600
Panna Rural Development Foundation (PRDF)	Internet	7,500
Ranken-Mapl Joint Venture	Internet	7,500
Al Hassan Diamond Gallery	IPTSP	7,269
M/S.Sohel Enterprise	Internet	7,200
Al-Ferdos Re-Rolling Mills Ltd.	Internet	7,000
Duranto Knit Composite Ltd	Internet	7,000
Technohaven Company Ltd.	Internet	7,000
Find Ways Air Services	Internet	6,950
International Tobacco Ltd	IPTSP	6,470
Maj. Gen. Mia Md. Zainul Abedin	Internet	6,450
Bangladesh Commerce College	Internet	6,400
Bangertec Ltd.	Telehouse & Hosting	6,100
Akmatro.com	Internet	6,000
Banaful Social Welfare Organization	Internet	6,000
Compustar (Pvt.) Ltd.	Internet	6,000
Netscope	Internet	6,000
B.Brother Group	Internet	6,000
Eastern Union	Internet	5,999
Lane IT Limited	IPTSP	5,750
Ashrafur Rahman	IPTSP	5,633
Mosharrefa Begum	IPTSP	5,165
Asif Matin	Internet	5,000
Daiyin Group	Internet	5,000
Ideal College	Internet	5,000
KKS NETWORK INTERNATIONAL	Internet	5,000
Perfect Knowledge Bangladesh-IPTSP	IPTSP	4,850
Hena Fashion Jewellery	Internet	4,600
Prothom Protirodh Newspaper	Internet	4,500
Bellwoven Company Limited	Internet	4,034
Route to Market International Limited(IPT	IPTSP	4,001
Pathmark Associates Limited	Internet	4,001

Abul Khair Group	Data	14,741
BanglaMa Group-Better Communication & Aut	Internet	4,000
Eurostar	Internet	4,000
Altertech IT	Internet	3,999
Kaaf Communication	IPTSP	3,984
Jamuna Industrial Agro Group Ltd.	Internet	3,833
S B Solution	Internet	3,500
Ziska Pharmaceuticals Ltd.	IPTSP	3,484
S F Ahmed & Co.	IPTSP	3,466
Nirvana Technology(IPTSP)	IPTSP	3,120
GramBangla Systems Ltd.	Data	3,000
Mr. Dimpto Goshal	Internet	2,700
Bio-Pro Bangladesh	IPTSP	2,237
DADA (Dhaka)	Data	2,200
Md. Allauddin	IPTSP	2,173
PRESSMEET	IPTSP	2,016
Syed Sheblo Parvez	IPTSP	2,011
Echo Apparels Bangladesh	IPTSP	1,749
Md. Shahed Hossain (IPTSP)	IPTSP	1,653
ISS Limited	Internet	1,512
Labaid Diagnostic (Uttara Branch)	Internet	1,500
Biman Bangladesh Airlines	Internet	961
<b>Total</b>		<b>2,771,726</b>

**Annexure - C**

**Aging of other receivables**

Duration	Amount in Tk.	
	30 June 2017	30 June 2016
1-30 days	698,164	1,250,376
31-60 days	975,315	2,500,000
61-90 days	1,268,258	1,242,605
91-180 days	3,386,518	4,500,000
181-365 days	1,200,000	-
Over 365 days	23,740,547	18,927,914
<b>Total</b>	<b>31,268,802</b>	<b>28,420,895</b>

**Annexure - D**

**Detailed disclosure regarding gain on sales of assets as mentioned at note No. 25.00 to the Audited F/S for the year ended on 30<sup>th</sup> June 2017**

SI No	Vehicle No	Transfer Value from Leasing company	Depreciation Charged	Written Down Value	Selling price	Gain on Sales
A	B	C	D	E=(C-D)	F	G=(F-E)
1	DM-53-1781	9,110	9,110	-	210,000	210,000
2	DM-17-7054	60,000	60,000	-	350,000	350,000
<b>Total</b>		<b>69,110</b>	<b>69,110</b>	<b>-</b>	<b>560,000</b>	<b>560,000</b>

**Annexure - E****Statement of Unsecured Loans with Terms and condition****To Whom It May Concern**

This is to certify that ADN Telecom Limited did not take any unsecured loan from 1st July 2016 to 30th June 2017 except an interest free Loan from its sister concern Tech Valley Computers Limited amounting to BDT-50,00,000 (Fifty lac taka only).

**Place: Dhaka**  
**Date: 25 March 2018**

**Sd/-**  
**Syful Shamsul Alam & Co.**  
**Chartered Accountants**



## Annexure - F

## Details of land development cost

Serial No.	Names of the persons from whom the lands have been acquired	Area of Land		Cost of Acquisition			Relation
		(in decimal)		Deed value	Registration cost	Total cost	
		As per Title Deed	As per Mutation Khatian				
1	Mr. Md. Abdul Muin Miah,	14.46 Decimals	14.13 decimals	3,55,58,200	5,322,800	40,881,000	N/A
	S/o Late Abdul Khalek Bepari alias Abdul Malek.						
2	(i) Dr. Mst. Kohinur Akter, Daughter of Md. Abul Kashem.	1,754 Decimals	1,735 decimals	1,24,50,000	1,545,546	13,995,546	N/A
	(ii) Mst. Farzana Akter, Daughter of Md. Abul Kashem.						
Total		1,768.46 decimals	1,749.13 decimals	48,008,200	6,868,346	54,876,546	

## Annexure - G

## Details information about export services as shown in financial statements in note 21.02

Sl#	Name of the customers	Amount
1	Bharti Airtel Limited	3,490,820
2	Communication Networks Ltd (British Telecom)	1,436,401
3	Equant Network System Limited	142,373,365
4	Singapore Telecommunication Limited	226,691,562
5	Tata Communication International Pte. Limited	39,731,430
6	Octopian Services DMCC	455,182
7	Experio International B.V	551,912
<b>Total Amount</b>		<b>414,730,672</b>

To Whom It May Concern

## Reconciliation of Business Income shown in Tax Return with Net Income shown in Audited Financial Statements

Particulars	Amount in BDT				
	2016-17	2015-16	2014-15	2013-14	2012-13
<b>Income before Income Tax shown in Audited Financial Statement</b>	152,170,059	125,046,738	96,015,944	119,824,478	114,861,478
Less: Other Income	938,502	792,457	1,918,335	1,545,094	159,346
Add: Accounting Depreciation	50,936,565	41,753,667	35,914,930	27,740,895	16,146,481
	<b>202,168,122</b>	<b>166,007,948</b>	<b>130,012,539</b>	<b>146,020,279</b>	<b>130,848,613</b>
Less: Tax Depreciation	112,830,077	111,615,384	94,672,854	111,100,404	56,090,470
Less: Rebate on Tax	22,569,384	14,645,562	11,987,123	10,704,586	20,048,530
	<b>66,768,661</b>	<b>39,747,003</b>	<b>23,352,562</b>	<b>24,215,289</b>	<b>54,709,613</b>
Add: Other Income	938,502	792,457	2,947,901	1,277,733	159,346
<b>Income shown in Tax Return</b>	<b>67,707,164</b>	<b>40,539,460</b>	<b>26,300,463</b>	<b>25,493,022</b>	<b>54,868,959</b>

Place: Dhaka  
Date: 25 March 2018

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

**Annexure-I**

**To Whom It May Concern**

This is to certify that the Financial Statements of the ADN Telecom Limited furnished for our audit does not have any transaction during the last 5 (five) years, or any proposed transaction, between the issuer and any of the following persons:

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

Except the transactions described in the following table:

SL	Related Parties	Relationship	Nature of Transaction	2016-17		2015-16		2014-15		2013-14		2012-13	
				Value of transaction during the year	Balance at the end of the year Receivable/ (payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)	Value of transaction during the year	Balance at the end of the year Receivable/ (Payable)
				Amount in BDT									
1	Tech Valley Networks Ltd.	Concern under common management	Intercompany Loan	2,000,000	-	(20,000,000)	-	20,000,000	20,000,000	-	-	-	-
			Cost Sharing	-	-	(9,714,470)	-	377,951	9,714,470	3,835,706	9,336,519	3,770,090	5,500,813
2	Tech Valley Computers Ltd.	Concern under common management	Intercompany Loan	2,752,742	(5,000,000)	4,500,000	(7,752,742)	2,149,085	(12,252,742)	198,780	(14,401,827)	(14,600,607)	(14,600,607)
3	ADN Technologies Ltd	Concern under common management	Intercompany Loan	3,000,000	5,006,655	372,825	2,006,655	10,770,314	1,633,830	12,404,144	12,404,144		-
			Equipment Purchase					6,828,044	-	21,425,446	6,828,044	3,005,588	(14,802,269)
			Cost Sharing					23,960	-	481,614	23,960	42,082	(252,787)

4	My Tel Ltd	Investment	Intercompany Loan	1,120,000	29,017,409	16,262,409	30,137,409	-	13,875,000	1,750,000	13,875,000	9,587,500	12,125,000
5	Bangladesh News 24 Ltd	Concern under common management	Intercompany Loan	3,000,000	-								
			Cost Sharing			-	-	567,736	-	458,760	567,736	108,976	108,976
6	InGen Industries Ltd.	Concern under common management	Equipment Purchase	(958,800)			(958,800)		(958,800)	(29,300)	(958,800)		(929,500)
			Cost Sharing	(36,500)	-	-	(36,500)	-	(36,500)	(36,500)	(36,500)		
7	InGen Motors Ltd.	Concern under common management	Cost Sharing	-	560,000	-	560,000	80,000	560,000	240,000	480,000	240,000	240,000
8	InGen Technologies Ltd.	Concern under common management	Intercompany Loan	3,000,000	12,750,000	2,500,000	9,750,000	-	7,250,000	6,550,000	7,250,000	700,000	700,000
			Equipment Purchase	-	3,100,000	-	3,100,000	-	3,100,000	3,100,000	3,100,000	-	-
			Cost Sharing	(987,367)	8,330,665	-	9,318,032	2,630,966	9,318,032	2,692,531	11,948,998	2,938,424	9,256,467
9	Advance Technology Computers Ltd.	Concern under common management	Cost Sharing		(4,061,427)		(4,061,427)		(4,061,427)	1,110,640	(4,061,427)	806,840	(5,172,067)
10	ADN Eduservices Ltd.	Concern under common management	Intercompany Loan	5,093,055	5,093,055	-	-	-	-	-	-	-	-
11	Asif Mahmood	Chairman & MD	Director Remuneration	2,400,000	-	2,400,000	-	2,400,000	-	2,400,000	-	1,800,000	-

Place: Dhaka  
Date: 25 March 2018

Sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

## Details of Motor Vehicles

Sl#	Type of Vehicle	Registration no	Vehicle Name	User Name	Cost of Vehicle	Remarks
<b>Freehold Motor Vehicle</b>						
5	Private	DM-GA-29-3474	Toyota Premio	Group CFO	1,200,000	
1	Private	DH-KHA-12-3620	Toyota Assista	GM-HR	561,000	
2	Private	DH-KHA-12-4321	Probox	Company Secretary	520,500	
4	Private	DM-GA-26-5841	Toyota Filder	Head of Admin	1,577,000	
10	Private	DM-No.17-2343	Station Wagan	Consultant	29,900	Transfer from Leasing company
11	Private	DM-No.17-7174	Station Wagan	Support	72,000	Transfer from Leasing company
13	Private	DM GA-26-5816	Toyota Axio	Support	1,557,000	
3	Cover Van	DH-MA-51-8071	Toyota	Support	1,361,800	
6	Cover Van	DM-MA-51-4510	Toyota Ace	Support	9,110	Transfer from Leasing company
7	Cover Van	DM-MA-51-7179	Toyota Ace	Support	1,220,000	
8	Cover Van	DM-MA-54-2577	TATA	Support	828,277	
9	Pickup	DM-No.14-1604	TATA	Support	650,706	
12	Micro	DM-No.51-5209	Toyota Ace	Support	100,000	Transfer from Leasing company
14	Cover Van	DM MA-58-6728	Toyota Ace	Support	1,422,000	
<b>Total Freehold Motor Vehicle</b>					<b>11,109,293</b>	
<b>Leasehold Motor Vehicle</b>						
15	Private	DM-27-2580	Toyota Axio	Chief Technical Officer	1,750,000	
16	Private	DM-27-3234	Toyota Axio	Head of SCM	1,750,000	
17	Private	DM-27-2840	Toyota Axio	Support	1,750,000	
18	Private	DM-27-2970	Toyota Axio	Support	1,750,000	
19	Cover Van	DM-54-2950	Toyota Dana	Support	1,387,280	
20	Cover Van	DM-54-2951	Toyota Ace	Support	1,387,280	
21	Cover Van	DM-54-2952	Toyota Ace	Support	1,387,280	
<b>Total Leasehold Motor Vehicle</b>					<b>11,161,840</b>	

**Annexure-K**

Below mentioned table contains the existing installed capacity and capacity utilization in the previous years, projected capacity and the assumptions of future utilization for the next three years based on the market trend and forecast. ADNTel being mainly Internet and Data Connectivity service provider business entity, existing installed and future capacity & utilization of Internet Services are given below:

<b>Internet Bandwidth Capacity</b>						
<b>Item</b>	<b>Existing</b>			<b>Projected</b>		
<b>Year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Capacity (Monthly) in Mbps	1000	1800	3200	8000	15000	25000
Capacity Utilized (Monthly) in Mbps	790	1350	2390	6200	12050	19500
%	79%	75%	75%	78%	80%	78%

<b>Network Capacity</b>						
<b>Item</b>	<b>Existing</b>			<b>Projected</b>		
<b>Year</b>	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Capacity (Monthly) in Mbps	6744	9244	12366	17366	30000	40000
Capacity Utilized (Monthly) in Mbps	5100	7100	9500	13200	23500	31000
%	76%	77%	77%	76%	78%	78%

**Auditors' certification regarding regular holding AGM****To Whom It May Concern**

This is to certify that ADN Telecom Limited has held regular Annual General Meetings for the past 5 (five) years. Details are as follows:

<b>Date of financial year end</b>	<b>Date of AGM</b>
30 June 2016	22 December 2016
30 June 2015	30 December 2015
30 June 2014	07 December 2014
30 June 2013	30 December 2013
30 June 2012	19 December 2012

For any further query the undersigned may be contacted.

**Date: Dhaka**  
**25 March 2018**

**Sd/-**  
**Syful Shamsul Alam & Co.**  
**Chartered Accountants**

ADN Telecom Limited

Auditors' Report and  
Audited Financial Statements

For the year ended 30 June 2018

**ADN TELECOM LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT JUNE 30, 2018**

Particulars	Notes	Amount in BDT	
		30-Jun-18	30-Jun-17
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	846,750,235	733,904,274
Intangible Assets	5	948,743	1,185,928
Investment	6	9,946,385	9,345,901
Total Non-Current Assets		857,645,363	744,436,103
Current Assets			
Inventories	7	2,399,500	2,363,500
Trade and Other Receivables	8	330,802,481	238,554,953
Advance, Deposits and Prepayments	9	179,242,766	149,458,616
Cash and Cash Equivalents	10	58,496,216	105,920,885
Total Current Assets		570,940,963	496,297,954
Total Assets		1,428,586,325	1,240,734,057
EQUITY AND LIABILITIES			
Capital & Reserves			
Share Capital	11	448,600,000	448,600,000
Share Premium	12	83,005,464	83,005,464
Retained Earnings	13	311,830,850	192,201,027
Total Equity		843,436,314	723,806,491
LIABILITIES			
Non-Current Liabilities			
Term Loan	14	55,281,994	89,072,396
Lease Liabilities	15	8,664,445	3,690,151
Deferred Tax Liability	20	158,731,425	132,945,393
Total Non-Current liabilities		222,677,864	225,707,940
Current Liabilities			
Current Portion of Term Loan	14	34,395,726	31,854,212
Current Portion of Lease Liabilities	15	2,626,710	1,149,324
Short Term Loan	19	25,497,177	23,238,981
Accrued Expenses	17	55,533,886	69,946,281
Provision for Workers' Profit Participation Fund (WPPF)	18	9,085,811	7,609,244
Trade and Other Payables	16	174,595,973	120,392,762
Provision for Tax Liability	20	60,736,864	37,028,822
Total Current Liabilities		362,472,147	291,219,626
Total Liabilities		585,150,011	516,927,566
Total Equity and Liabilities		1,428,586,325	1,240,734,057
Net Asset Value (NAV) Per Share	29	18.80	16.13

The annexed notes form an integral part of the financial statements.

sd/-  
Chairman

sd/-  
Director

sd/-  
Managing Director

sd/-  
Chief Financial Officer

sd/-  
Company Secretary

As per our report of same date.

Date: October 11, 2018  
Place: Dhaka

sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants



**ADN TELECOM LIMITED**  
**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED JUNE 30, 2018**

Particulars	Notes	Amount in BDT	
		30-Jun-18	30-Jun-17
<b>Net Revenue</b>	21	<b>920,416,440</b>	<b>829,452,281</b>
Cost of Goods Sold & Services	22	(515,136,700)	(481,363,106)
<b>Gross Profit</b>		<b>405,279,740</b>	<b>348,089,175</b>
<b>Operating Expenses</b>			
Administrative Expenses	23	(117,501,682)	(99,397,739)
Distribution and Marketing Expenses	24	(86,509,617)	(71,882,906)
		<b>(204,011,299)</b>	<b>(171,280,645)</b>
<b>Operating Profit</b>		<b>201,268,441</b>	<b>176,808,530</b>
Other Non-Operating Income	25	4,169,099	938,502
Financial Expense	26	(14,635,505)	(17,952,908)
		<b>190,802,035</b>	<b>159,794,124</b>
Workers Profit Participation Fund (WPPF)	18	(9,085,811)	(7,609,244)
Share of profit/(loss) of associates	6	596,484	(14,821)
<b>Profit before Income Tax</b>		<b>182,312,707</b>	<b>152,170,059</b>
<b>Provision for Tax</b>			
Current Tax	27	(36,896,853)	(21,560,149)
Deferred Tax	27	(25,786,031)	(24,672,913)
		<b>(62,682,884)</b>	<b>(46,233,062)</b>
<b>Net Profit After Tax</b>		<b>119,629,823</b>	<b>105,936,997</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income</b>		<b>119,629,823</b>	<b>105,936,997</b>
<b>Basic Earnings Per Share (EPS)</b>	28	<b>2.67</b>	<b>2.52</b>
<b>Diluted Earnings Per Share (EPS)</b>	28	<b>2.67</b>	<b>2.36</b>

The annexed notes form an integral part of the financial statements.

sd/-  
Chairman

sd/-  
Director

sd/-  
Managing Director

sd/-  
Chief Financial Officer

sd/-  
Company Secretary

As per our report of same date.

Date: October 11, 2018  
Place: Dhaka

sd/-  
Syful Shamsul Alam & Co.  
Chartered Accountants

**ADN TELECOM LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 30 JUNE 2018**

Particulars	Ordinary Share Capital	Share Premium	Retained Earnings	Amount in BDT
				Total
<b>Balance as at 1 July 2016</b>	209,295,830	68,626,294	316,489,443	594,411,567
Stock Dividend for 2014-2015	209,295,830	-	(209,295,830)	-
Cash Dividend for 2015-2016	-	-	(20,929,583)	(20,929,583)
Addition during the year	30,008,340	15,004,170	-	45,012,510
Adjustment during the year	-	(625,000)	-	(625,000)
Net Profit after tax	-	-	105,936,997	105,936,997
<b>Balance as at 30 June 2017</b>	<b>448,600,000</b>	<b>83,005,464</b>	<b>192,201,027</b>	<b>723,806,491</b>
 <b>Balance as at 1 July 2017</b>	 448,600,000	 83,005,464	 192,201,027	 723,806,491
Net Profit after tax	-	-	119,629,823	119,629,823
<b>Balance as at 30 June 2018</b>	<b>448,600,000</b>	<b>83,005,464</b>	<b>311,830,850</b>	<b>843,436,314</b>

sd/-  
Chairman

sd/-  
Director

sd/-  
Managing Director

sd/-  
Chief Financial Officer

sd/-  
Company Secretary

**ADN TELECOM LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED JUNE 30, 2018**

Particulars	Note	Amount in BDT	
		30-Jun-18	30-Jun-17
<b>Cash Flow from Operating Activities</b>			
Cash Received from Customers	32	875,787,096	814,823,678
Cash Paid to Suppliers & Others	33	(407,166,565)	(474,370,848)
Paid for Operating Expenses	34	(294,592,987)	(144,232,422)
<b>Cash generated from Operations</b>		<b>174,027,544</b>	<b>196,220,408</b>
Finance Expenses Paid	35	(14,425,566)	(16,909,482)
Interest Received on STD	25	4,169,099	378,502
Income Tax Paid	36	(11,194,915)	(23,855,899)
<b>Net Cash Flow from Operating Activities</b>		<b>152,576,162</b>	<b>155,833,529</b>
<b>Cash Flow from Investing Activities</b>			
Acquisition of Property, Plant & Equipments and Intangible Assets	37	(173,257,817)	(90,585,741)
Proceed from Sale of Property, Plant & Equipments	25	-	560,000
Advance for Land (purchase)/adjustment	9.1.3	(4,200,000)	(3,000,000)
Investment in Associates	6	(4,000)	-
<b>Net Cash Flows from /(used) for Investing activities</b>		<b>(177,461,817)</b>	<b>(93,025,741)</b>
<b>Cash Flow from Financing Activities</b>			
Repayment of Long Term Borrowing	38	(31,248,888)	(20,800,432)
Receipt of Long Term Borrowing	39	-	20,000,000
Repayment of Short Term Borrowing		(30,235,188)	(30,300,866)
Receipt of Short Term Borrowing		32,493,381	39,094,634
Proceed from Issue of Equity Share		-	45,012,510
Dividend Paid		-	(20,929,583)
Payment for Deferred Letter of Credit	16.2.3	-	-
Repayment to Lease Finance	40	(1,548,320)	(813,432)
Fund Received from Lease Finance	15	8,000,000	2,400,000
<b>Net Cash Flows from/ (used) for Financing Activities</b>		<b>(22,539,015)</b>	<b>33,662,831</b>
<b>Net Cash Increase/(Decrease) during the year</b>		<b>(47,424,671)</b>	<b>96,470,619</b>
<b>Opening Cash and Cash Equivalents</b>		<b>105,920,885</b>	<b>9,450,266</b>
<b>Closing Cash and Cash Equivalents</b>		<b>58,496,216</b>	<b>105,920,885</b>
<b>Net Operating Cash Flow per share</b>		<b>3.40</b>	<b>3.71</b>

sd/-  
Chairman

sd/-  
Director

sd/-  
Managing Director

sd/-  
Chief Financial Officer

sd/-  
Company Secretary

**ADN Telecom Limited**  
**Notes to the Financial Statements**  
**For the year ended June 30, 2018**

**1.0 Company and its activities**

**a) Company Profile**

ADN Telecom Ltd. (Formerly known as Advanced Data Networks System Limited) was incorporated on 22 September, 2003 under The Companies Act 1994 as a Private Limited Company. It commenced its commercial operation in 2003. ADN Telecom Ltd. was converted into Public Ltd Co. from Private Ltd on 25 July, 2012. The company has been awarded with the ISO 9001:2008 certification for serving its valued customers with the service of excellent quality.

The registered office of the company is located at Red Crescent Concord Tower, 17 Mohakhali C/A, (19th Floor) Dhaka- 1212, Bangladesh. The business office of the company is located at Red Crescent Concord Tower, 17 Mohakhali C/A, (19th Floor) Dhaka- 1212, Bangladesh.

**b) Nature of Business**

The principal activities of the company includes providing seamless, secured data & internet connectivity to various grades of customers using fiber, satellite and wireless solutions. ADN Telecom Ltd. has been providing services in the market with a high level of success since 2003. ADN Telecom Ltd. is the prime service provider for domestic and international connectivity services and solutions duly authorized by the Bangladesh Telecommunication Regulatory Commission (BTRC).

ADN Telecom is a first tier Telecom service provider as well as an IT Enabler Service provider. It's range of products allow it to deliver service to mostly corporate, B2B, government, financial institutions, etc. There are future plans to expand coverage to include B2C products and services.

**c) Legal Compliance**

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of The Companies Act 1994. On the basis of these Regulations, International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) were applied with the applicable standards at the Balance Sheet date.

**d) Compliance with Financial Reporting Standards as applicable in Bangladesh**

IAS/ IFRS	Title	Remarks
IAS 1	Presentation of Financial Statements	Complied
IAS 2	Inventory	Complied
IAS 7	Statement of Cash Flows	Complied
IAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	Complied
IAS 10	Events after the Reporting Period	Complied
IAS 11	Construction Contracts	N/A
IAS 12	Income Taxes	Complied
IAS 16	Property, Plant and Equipment	Complied
IAS 17	Leases	Complied
IAS 18	Revenue	Complied
IAS 19	Employee Benefits	Complied
IAS 20	Accounting for Government Grants and Disclosure of Government Assistance	N/A
IAS 21	The Effects of Changes in Foreign Exchange Rates	Complied
IAS 23	Borrowing Costs	Complied
IAS 24	Related Party Disclosures	Complied
IAS 26	Accounting and Reporting by Retirement Benefit Plans	N/A
IAS 27	Consolidated and Separate Financial Statements	N/A
IAS 28	Investments in Associates and Joint Ventures	Complied
IAS 31	Interests in Joint Ventures	N/A

IAS 32	Financial Instruments: Presentation	Complied
IAS 33	Earnings per Share	Complied
IAS 34	Interim Financial Reporting	Complied
IAS 36	Impairment of Assets	Complied
IAS 37	Provisions, Contingent Liabilities and Contingent Assets	Complied
IAS 38	Intangible Assets	Complied
IAS 39	Financial Instruments: Recognition and Measurement	Complied
IAS 40	Investment Property	N/A
IAS 41	Agriculture	N/A
IFRS-1	First Time Adoption of BFRS	N/A
IFRS-2	Share Based Payment	N/A
IFRS-3	Business Combinations	N/A
IFRS-4	Insurance Contracts	N/A
IFRS-5	Non-Current Assets held for Sale and Discontinued Operations	N/A
IFRS-6	Exploration for and Evaluation of Mineral Resources	N/A
IFRS-7	Financial Instruments : Disclosures	Complied
IFRS-8	Operating Segments	N/A
IFRS-10	Consolidated Financial Statements	N/A
IFRS-11	Joint Arrangements	N/A
IFRS-12	Disclosure of Interests in Other Entities	Complied
IFRS-13	Fair Value Measurement	Complied
IFRS-14	Regulatory Deferral Accounts	N/A
IFRS-15	Revenue from contracts with customers	Complied

## 2.0 Significant Accounting Policies and Basis of Preparation

### 2.01 Statement of Compliance

The financial statements have been prepared on a going concern basis and accrual method under historical cost convention. No consideration was taken for the effect of inflation. The preparation and presentation of the financial statements and the disclosure of information have been made in accordance and in conformity with International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) and The Companies Act 1994.

### 2.02 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 are no material uncertainties related to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern.

### 2.03 Functional and Presentation Currency

Items included in these financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). These financial statements are presented in Bangladesh Taka (Taka/Tk./BDT) which is also the functional currency of the company. The amounts in these financial statements have been rounded off to the nearest Taka.

### 2.04 Reporting Period

These financial statements cover one year starting from July 1, 2017 to June 30, 2018.

## **2.05 Comparative Information and Rearrangement thereof**

Comparative information has been disclosed in respect of the year for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year's financial statements.

Figures for prior year have been re-arranged wherever considered necessary to ensure better comparability with current year.

## **2.06 Use of Estimates and Judgments**

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision of accounting estimates is recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

## **2.07 Materiality and Aggregation**

Each material item considered by management as significant has been presented separately in financial statements. No amount has been set off unless the ADN Telecom Ltd. has a legal right to set off the amounts and intends to settle on net basis. Income and expenses are presented on a net basis only when permitted by the relevant accounting standards.

## **2.08 Consistency**

In accordance with IFRS framework for the presentation of financial statements together with IAS-1 and IAS-8, ADN Telecom Limited discloses its information consistently from one period to the next. Where selecting and applying new accounting policies, changes in accounting policies, correction of errors, the amount involved are accounted for and disclosed retrospectively in accordance with the requirement of IAS-8. However, for changes in the accounting estimates the related amount is recognized prospectively in the current period and in the next period or periods.

## **2.09 Foreign Currency Transactions and Translations**

### **a) Foreign currency transactions**

Transactions/Day End Balances in foreign currencies are converted into respective functional currencies at the rate of exchange ruling at the date of transactions as per IAS 21 'The Effects of Changes in Foreign Exchange Rates'. Effects of Exchange rate differences (rates at which transactions were initially recorded and the rate prevailing on the reporting date/date of settlements) applied on the monetary assets or liabilities of the Company are recorded in the Profit or Loss Account.

### **b) Foreign currency translations**

Assets and liabilities have been presented into Taka (which is functional currency of the Company) using year end spot rate of exchange of the Company and incomes and expenses are translated using spot rate of exchange. The foreign currency translation difference is a net result of exchange difference of year end standard mid rate and monthly average of standard mid rate arising from translation of functional currency to presentation currency.

## **2.10 Statement of Cash Flows**

IAS 1 requires that a complete set of financial statement requires preparation of statement of cash flows. The statement of cash flows is prepared as it provides information about cash flows of the enterprise which is useful in providing users of financial statements with the information about ability of the enterprise to generate cash and utilization of those cash.

Statement of cash flows has been prepared under the direct method for the year end, classified by operating, investing and financing activities as prescribed in paragraph 10 and 18(a) of IAS 7 Statement of Cash Flows.

### 2.11 Statement of Changes in Equity

The Statement of Changes in Equity reflects information about the increase or decrease in net assets or wealth. The statement also shows item-wise movement along with the description of changes from the end of last year to the end of current period.

### 2.12 Property, Plant and Equipments

#### a) Recognition and measurement

In pursuant to IAS 16: Property, Plant and Equipment, the cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the entity, and the cost of the item can be measured reliably.

Fixed assets have been accounted for at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs of enhancement of existing assets are recognized as a separate asset, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of such items can be measured reliably. All other expenditures are charged to the Profit and Loss account in the financial period which they are incurred.

#### Assets Obtained under Lease Agreements

In pursuant to IAS 17: Leases, the fixed asset (motor vehicle) acquired under finance lease is accounted for at the lower of present value of minimum lease payments under the lease agreement and the fair value of asset. The related obligation under the lease is accounted for as liability. Finance charges are allocated to accounting period in a manner so as to provide a constant rate of charge on the outstanding liability.

#### b) Depreciation

No depreciation is charged on land and capital work in progress (CWIP) as the land has unlimited useful life and CWIP has not yet been placed in service.

Depreciation on assets is calculated using the Reducing Balance Method to allocate the cost amount over their estimated useful lives. In respect of addition of fixed assets, depreciation is charged full month in the month of addition. No depreciation is charged in the month of disposal.

Depreciation is charged using the following rates on the fixed assets:

Assets Category	Depreciation Rate	
	FY 2017-2018	FY 2016-2017
Computer & Accessories	30%	30%
Office Equipments	20%	20%
Furniture & Fittings	10%	10%
Radio Link, Infrastructure & Backbone Equipments	5%	5%
Fiber Equipment & Accessories	5%	5%
IPTSP & Video Conference Equipment	20%	20%
Optical Fibre	30%	30%
Motor Vehicle	20%	20%
Leasehold Motor Vehicle	20%	20%
Support Equipment	5%	5%

#### c) Gain or Loss on Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised as profit or loss.

#### **d) Capitalisation of Borrowing Costs**

As per the requirements of IAS 23: Borrowing Costs, directly attributable borrowing costs are capitalised during construction period for all qualifying assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. The borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are those borrowing costs that would have been avoided if the expenditure on the qualifying asset had not been made. All other borrowing costs are recognised as profit or loss in the period in which they are incurred.

#### **2.13 Intangible Assets**

In accordance with IAS 38 Intangible Assets, the intangible assets (computer software) are recorded at historical cost less accumulated amortization. Amortization is calculated on reducing balance method using the 20% amortization rate.

#### **2.14 Impairment of Assets**

The carrying amount of Company's assets are reviewed as and when necessary to determine whether there is any indication of impairment. Any impairment loss is recognized in the profit and loss account if the carrying amount of an asset exceeds its recoverable amount [IAS 36 *Impairment of Assets*]. No such impairment loss has been arisen and recognized during the year ended 30 June 2018.

#### **2.15 Valuation of Inventories**

Inventories are stated at lower of cost and Net Realisable Value (NRV) in compliance with the requirements of paras 21 and 25 of IAS-2 (Inventories)

The cost of inventories is based on the weighted average cost principle, and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition.

Net Realisable Value (NRV) is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

#### **2.16 Trade and Other Receivables**

Accounts receivable represent the amounts due from subscribers and other parties for services. Accounts receivable are measured at the original invoice amount. Accounts receivables are stated net of allowance for doubtful debts. Other receivables comprise other non-trade receivables and interest receivables. Other receivables are stated net of provision for doubtful debts, if any.

#### **2.17 Advance, Deposit & Prepayments**

Advances are initially measured at cost. After initial recognition, advance are carried at cost less deduction, adjustment or charges to other account heads. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to Statement of Comprehensive Income.

#### **2.18 Cash & Cash Equivalents**

Cash and cash equivalents comprise cash balances and call deposits with maturity of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the company in the management of its short term commitments.

#### **2.19 Provisions, Contingent Liabilities and Contingent Assets**

Provisions are liabilities of uncertain timings or amount. Provisions are recognized when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be repaid to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

All provisions are recognized by making the best estimate of the amounts in accordance with IAS 37: Provisions, Contingent Liabilities and Contingent Assets.



## 2.20 Trade & Other Payables

Trade & other payables for goods and services received have been accounted for those goods and services for which no payment has been made. Payables are not interest bearing and are stated at their normal value.

## 2.21 Employee Benefits

### (a) Provident Fund

The company operates a contributory provident fund for its permanent employees, provision for which is being made annually as per the rules. It is administered by a Board of Trustees and is funded by contribution partly from the employee and partly from the company at predetermined rates. This contribution is invested separately from the company's assets.

### (b) Group Insurance Benefit

The permanent employees of the company are covered under a group term Health Insurance Scheme premium which is being charged to profit and loss account. All regular employees are entitled to the benefits of the Group term insurance coverage from the date of joining.

### (c) Gratuity Benefit

The permanent confirmed employees of the company are covered under a gratuity benefit which is being charged to profit and loss account. Every confirmed regular employee serving the company for continuous period of five years from the date of joining is entitled to receive gratuity to one basic pay, which the employee has drawn last, for every year of service.

### (d) Workers' Profit Participation Fund

The company has made a provision for Workers' Profit Participation Fund (WPPF) for the year ended 30 June 2018. The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation Fund in accordance with Bangladesh Labour Act 2006 as amended 2013.

## 2.22 Taxation

Income Tax Expenses comprise current and deferred taxes. Income tax expenses is recognized in the Statement of Comprehensive Income except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

### a) Current Tax

Current Tax is the tax payable on the taxable income for the year, using tax rates as applicable for the respective concern year as per Income Tax Ordinance (ITO) 1984, and any adjustment to tax payable in respect of previous years.

Current Tax has been calculated on the basis of add and back of some inadmissible and admissible expenses respectively as per ITO 1984.

The tax rate used for the reporting period (Except revenue earned from export service) is as follows:

Year:	Tax rate:
2017-2018	35%
2016-2017	35%

The tax rate used for revenue earned from export service is 17.50% as per The Sixth Schedule- (Part A, Para 28), ITO 1984.

#### **b) Deferred Tax**

Deferred tax is recognised in compliance with IAS 12: Income Taxes, providing for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and amount used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the date of statement of financial position. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilized. Deferred tax assets are reviewed at each year-end and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

### **2.23 Capital / Shareholder's Equity**

#### **a) Authorized Capital**

Authorized capital is the maximum amount of share capital that the Company is authorized by its Memorandum and Articles of Association to issue to shareholders.

#### **b) Paid-up Capital**

Paid-up Capital represents total amount of shareholder capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholder's meetings. In the event of a winding-up of the company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

#### **c) Retained Earnings**

The surplus amount after appropriation of profit is kept in Retained Earnings

#### **d) Share Premium**

The share premium represents the excess amount received by the Company from its shareholders over the nominal/par value of its share. The amount of share premium may be utilized as per the provision of Section 57 of The Companies Act, 1994.

### **3.00 Revenue Recognition, Measurement and Presentation**

Revenues are recognized when goods are delivered or services rendered, to the extent that it is probable that the economic benefits from the transactions will flow to the company and the revenues can be reliably measured. Revenues are measured at the fair value of the consideration received or receivable, net of discounts and sales related taxes. These taxes are regarded as collected on behalf of the authorities.

Revenue from rendering services include the following:

- Internet Service
- Data Connectivity-IPVPN
- IP (Internet Protocol) Telephony Services
- Telehouse & Hosting
- Equipment Sales
- Multi Protocol Label Switching (MPLS)
- International Private Leased Circuit (IPLC)

Company provides these services to the client on a monthly basis, and it is charged to the clients as prepaid or postpaid basis. The company recognizes revenue on the following basis:

- a. The company recognizes service as revenue when invoice is raised at the beginning of the month for prepaid customers and at the end of the month for the post paid customers.
- b. Interest income on bank deposits and short-term investments is recognized on receipt or accrual basis.
- c. All other income is recognized on receipt or due basis.

### 3.01 Earnings Per Share (EPS)

The Company calculates earnings per share (EPS) in accordance with IAS 33 "*Earnings Per Share*" which has been shown on the face of Profit and Loss Account. Earnings per share (EPS) has been calculated by dividing the net profit after tax by the total number of ordinary shares outstanding at the end of the period. Details are shown in note 28 to the financial statements.

#### **Basic Earnings per Share**

Basic earnings per share shall be calculated by dividing profit or loss attributable to ordinary equity holders of the entity (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period.

#### **Diluted Earnings per Share**

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the total number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

### 3.02 Related Party Disclosure

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related party transaction is a transfer of resources, services, or obligations between related parties, regardless of whether a price is charged as per IAS 24 'Related Party Disclosures', BSEC guidelines. Details of the related party transactions have been disclosed in note 44.

### 3.03 Components of Financial Statements

- a) Statement of Financial Position
- b) Statement of Profit or Loss and Other Comprehensive Income
- c) Statement of Changes in Equity
- d) Statement of Cash Flows
- e) notes, comprising a summary of significant accounting policies and other explanatory information

### 3.04 Other Regulatory Compliances

The company is also required to comply with the following major legal provisions in addition to The Companies Act 1994 and other applicable laws and regulations but not limited to:

- The Income Tax Ordinance & Rules, 1984
- The Value Added Tax Act & Rules, 1991
- Bangladesh Telecommunication Regulatory Commission Act, 2001
- The Customs Act 1969
- Bangladesh Labour Act 2006 (Amended in 2013)
- Bangladesh Labour Rules 2015
- The Security & Exchange Rules, 1987
- Corporate Governance Guidelines, 2012

### 3.05 Reconciliation of Books and Account

Books of account in regard to Parties (in Bangladesh and outside Bangladesh) as well as Bank are reconciled at regular intervals to keep the unreconciled balances within non-material level.

		Amount in BDT	
		30-Jun-18	30-Jun-17
<b>4.0 Property, Plant &amp; Equipments:</b>			
Freehold Property, Plant & Equipments	Note No-4.1	832,721,906	729,725,958
Leasehold Property, Plant & Equipments	Note No-4.2	14,028,328	4,178,316
		<b>846,750,235</b>	<b>733,904,274</b>
<b>4.1 Freehold Assets:</b>			
Land and Land Development		54,876,546	54,876,546
Radio Link, Infrastructure & Backbone Equipments		417,191,320	399,076,778
Fiber Equipment		140,598,491	119,558,023
Computer & Computer Equipments		21,717,556	11,453,219
Office Equipments		18,946,801	17,570,393
Optical Fiber		35,658,818	22,911,298
Furniture & Fittings		12,619,157	10,357,852
IPTSP & Video Conference Equipment		8,711,043	4,601,785
Motor Vehicle		5,976,330	7,470,412
Support Equipment		116,425,844	81,849,653
<b>Total Freehold Assets</b>		<b>832,721,906</b>	<b>729,725,958</b>
<b>4.2 Leasehold Assets:</b>			
Leasehold Motor Vehicle		14,028,328	4,178,316
<b>Total Lease hold Assets</b>		<b>14,028,328</b>	<b>4,178,316</b>
<b>Total Property, plant &amp; Equipments</b>		<b>846,750,235</b>	<b>733,904,274</b>
* Details of Property, Plant & Equipments are shown in "Annexure- A"			
<b>5.0 Intangible Assets</b>			
Software		<b>948,743</b>	<b>1,185,928</b>
* Details of Software are shown in "Annexure- B"			
<b>6.0 Investment in Associates</b>			
<i>This is made up as follows:</i>			
Opening Investment in Share		9,345,901	9,360,722
Addition: During the year (6.02)		4,000	-
Share of profit/(loss) of associates (6.01 & 6.02)		596,484	(14,821)
<b>Total</b>		<b>9,946,385</b>	<b>9,345,901</b>
<b>6.01 Investment in My Tel Limited</b>			
<i>This is made up as follows:</i>			
Opening Investment in Share		9,345,901	9,360,722
Addition: During the year		-	-
Share of profit/(loss) of associates		(61,610)	(14,821)
<b>Total</b>		<b>9,284,291</b>	<b>9,345,901</b>
* ADN Telecom Limited hold 32% shares of My Tel Limited of which 25% share was at the time of formation of My Tel Limited, and Subsequently 7% acquired from Mr. Moshir Rahman, shareholder of My Tel Ltd. As per IAS-28 this investment is required to be treated as Investment in Associate using Equity Accounting Method. Under Equity Accounting the carrying value of the Investment in My Tel Ltd. is equal to cost plus any profit earned after acquisition.			

## 6.02 Investment in Managewell Communications Limited

*This is made up as follows:*

Opening Investment in Share	-	-
Addition: During the year	4,000	-
Share of profit/(loss) of associates	658,094	-
<b>Total</b>	<b>662,094</b>	<b>-</b>

\*\* ADN Telecom Limited acquired 40% shares of Managewell Communication Ltd. in this year. As per IAS-28 this investment is required to be treated as Investment in Associate using Equity Accounting Method. Under Equity Accounting the carrying value of the Investment in Managewell Communication Ltd. is equal to cost plus any profit earned after acquisition.

## 7.0 Inventories

*This is made up as follows:*

Customer premises equipment (CPE) & Indoor Unit (IDU)	2,399,500	2,363,500
	<b>2,399,500</b>	<b>2,363,500</b>

<i>Inventories Details:</i>	<i>Qty</i>	<i>Unit Price</i>		
IDU (Corporate-KZ Broad Band)	661	2,500	1,652,500	1,652,500
CPE (USB Modem-Green Packet)	498	1,500	747,000	711,000
			<b>2,399,500</b>	<b>2,363,500</b>

\* The Cost Price of CPE & IDU was Tk. 3,535.00 & Tk. 9,363.56 per unit respectively and sales price in 2017 was Tk. 1,500.00 & 2,500.00 respectively.

## 8.0 Trade and Other Receivables

*This is made up as follows:*

Trade Receivable	Note No-8.1	247,380,001	202,286,151
Other Receivable	Note No-8.2	83,422,479	36,268,802
		<b>330,802,481</b>	<b>238,554,953</b>

### 8.1 Trade Receivable

*This is made up as follows:*

Opening Balance	202,286,151	184,885,822
Add: Addition during the year	989,121,819	890,229,694
	<b>1,191,407,970</b>	<b>1,075,115,515</b>
Less: Received during the year	944,027,969	872,829,364
<b>Net Closing Balance</b>	<b>247,380,001</b>	<b>202,286,151</b>

**Ageing of Accounts Receivable:**

<b>Duration</b>		
1-30 days	135,052,056	112,404,376
31-60 days	82,650,705	66,802,221
61-90 days	11,950,705	9,317,359
91-180 days	9,812,919	7,913,684
181-365 days	5,981,129	4,584,933
Over 365 days	1,932,487	1,263,577
	<b>247,380,001</b>	<b>202,286,151</b>

## 8.2 Other Receivables

*This is made up as follows:*

Mobile Bill Receivable	3,751	4,444
Interest Receivable	3,381,232	93,055
InGen Motors Ltd.	-	560,000
Agni Systems Ltd	3,199,882	3,199,882
InGen Technologies Ltd.	39,991,016	24,180,665
ADN Eduservices Ltd	26,437,337	5,000,000
BDNews24.Com	3,000,000	-
Tech Valley Networks Ltd.	5,304,405	-
Industrial and Infrastructure Development Finance Company Ltd (IIDFC)	2,104,857	3,230,757
	<b>83,422,479</b>	<b>36,268,802</b>

## 8.3 Disclosure as per Para F of Schedule XI, Part-1, The Companies Act, 1994

Receivables considered good and in respect of which the company is fully secured.	-	-
Receivables considered good for which the company holds no security other than the debtor's personal security.	239,680,944	195,851,329
Receivables considered doubtful or bad.	3,673,187	2,771,726
Receivables due by directors 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.	-	-
Receivables due by companies under the same management.	4,025,870	3,663,096
The maximum amount due by directors or other officer of the company at any time during the year.	-	-
<b>Total</b>	<b>247,380,001</b>	<b>202,286,151</b>

## 9.0 Advance, Deposits and Prepayments

*This is made up as follows:*

<b><u>Particulars</u></b>			
Advance	Note - 9.1	152,025,388	118,713,844
Deposits	Note - 9.2	25,379,005	26,297,667
Prepayments	Note - 9.3	1,838,373	4,447,105
		<b>179,242,766</b>	<b>149,458,616</b>

\* All the above Advance, Deposits & Prepayments are considered secured by the management.

## 9.1 Advance

*This is made up as follows:*

Advance against Staff Salary		1,595,613	713,073
Advance against Imprest Fund		674,037	1,040,350
Advance against Expenses		8,532,815	3,905,560
Advance against Employee Laptop Scheme		967,362	822,488
Advance against Letter of Credit (LC)		16,035,226	27,691,226
Advance Income Tax	Note - 9.1.1	45,575,312	35,595,703
Advance against IPO Expenses	Note - 9.1.2	11,185,203	1,000,000
Advance against C & F Agent		-	328,977
Advance Rent- POP and Office		1,948,505	-
Advance to Others	Note - 9.1.3	65,511,315	47,616,466
		<b>152,025,388</b>	<b>118,713,844</b>

### 9.1.1 Advance Income Tax

*This is made up as follows:*

Advance Income Tax (AIT) Deducted at Source  
Advance Tax Paid

44,000,003	31,380,397
1,575,309	4,215,306
<b>45,575,312</b>	<b>35,595,703</b>

#### **Year Wise break up**

Income Year 2015-2016/Assessment year 2016-2017  
Income Year 2016-2017/Assessment year 2017-2018  
Income Year 2017-2018/Assessment year 2018-2019

-	11,973,505
23,622,198	23,622,198
21,953,114	-
<b>45,575,312</b>	<b>35,595,703</b>

### 9.1.2 Advance for IPO Expenses

*This is made up as follows:*

ICB Capital Management Ltd  
Road Show Expenses

4,350,000	1,000,000
6,835,203	-
<b>11,185,203</b>	<b>1,000,000</b>

### 9.1.3 Advance to Other

*This is made up as follows:*

Advance for Land purchase- ADN Technologies Ltd  
Advance against Bandwidth Purchase-BD Link  
AB Hightech Consortium Ltd  
Facility Bigdata II Ltd.  
Advance against Bandwidth Purchase-MCL  
Advance against Share Purchase  
My Tel Limited

9,206,655	5,006,655
3,590,971	3,590,971
2,400,000	-
7,000,000	-
14,603,030	9,188,181
813,250	813,250
27,897,409	29,017,409
<b>65,511,315</b>	<b>47,616,466</b>

\* Advance against share purchase amounting Tk. 813,250 was given for purchasing share of My Tel Limited to Mr. Moshir Rahman, a shareholder of My Tel Limited.

### 9.2 Deposits

*This is made up as follows:*

Bank Guarantee Note - 9.2.1  
Earnest Money Note - 9.2.2  
Lease Deposit Note - 9.2.3  
Security Deposit Note - 9.2.4

1,275,241	1,211,552
1,102,300	1,744,800
4,334,300	3,941,560
18,667,164	19,399,755
<b>25,379,005</b>	<b>26,297,667</b>

### 9.2.1 Bank Guarantee Margin & Tender Security

*This is made up as follows:*

Bangladesh Betar- WAN Connectivity  
Bangladesh Krishi Bank - Tender of Data Connectivity  
Bangladesh Police - Internet Connection  
BTRC - IP Telephony Service  
Civil Aviation Authority of Bangladesh- WAN Connectivity  
DPDC -WAN Connectivity  
Hazrat Shahjalal International Airport- Wifi Connectivity  
Janata Bank Ltd - WAN Connectivity  
Ministry of Health & Family Welfare-WAN Connectivity  
National University - Internet Connection  
Robi Axiata Ltd- 3Z Antenna Alignment Tool  
Bangladesh Computer Council- Internet Connectivity  
Bangladesh Institute of Management- Internet Connectivity  
Sonali Bank Ltd - WAN Connectivity  
Southeast Bank Ltd - WAN Connectivity

50,000	-
232,621	170,834
-	4,500
100,000	100,000
-	154,500
319,030	124,880
50,000	50,000
18,810	181,925
22,060	22,060
26,900	26,900
46,820	-
200,000	-
5,000	-
204,000	355,953
-	20,000
<b>1,275,241</b>	<b>1,211,552</b>

### 9.2.2 Earnest Money & Tender Security

*This is made up as follows:*

Biman Bangladesh Airlines Ltd - WAN Connectivity	87,000	-
Bangladesh Krishi Bank - WAN Connectivity	-	200,000
Chittagong Port Authority - WAN Connectivity	100,000	349,900
SSF-Internet Connection	-	5,000
RAB- WAN Connectivity	-	90,000
Hazrat Shah Jalal, CAAB, Dhaka- WAN Connectivity	30,000	-
Independent University - WAN Internet Connectivity	3,000	-
Investment Corporation of Bangladesh - Internet Connectivity	25,000	35,000
Islami Bank Bangladesh Ltd- WAN Connection	-	332,600
Jamuna Oil Company Ltd- WAN Connectivity	326,000	126,000
Military Institute of Science and Technology (MIST)- WAN Connectivity	60,000	-
Marine Academy Bangladesh - WAN Connectivity	-	10,000
DPDC - ICT Connectivity	-	25,000
Prime Bank Ltd -WAN Connectivity.	-	170,000
Rajshahi Krishi Unnayan Bank - WAN Connectivity	230,000	230,000
Rupali Bank Ltd - WAN Connectivity	65,000	65,000
SSP(Admin), CID, Bangladesh Police-WAN Connectivity	95,000	-
Rupantarita Prakritik Gas co Ltd - WAN Connectivity	-	25,000
Bangladesh Army - Cantonment WiFi Project	30,000	30,000
UCEP Bangladesh - WAN Connectivity	51,300	51,300

87,000	-
-	200,000
100,000	349,900
-	5,000
-	90,000
30,000	-
3,000	-
25,000	35,000
-	332,600
326,000	126,000
60,000	-
-	10,000
-	25,000
-	170,000
230,000	230,000
65,000	65,000
95,000	-
-	25,000
30,000	30,000
51,300	51,300
<b>1,102,300</b>	<b>1,744,800</b>

### 9.2.3 Lease Deposit

*This is made up as follows:*

IDLC-Advance Against Initial Deposit
--------------------------------------

4,334,300	3,941,560
<b>4,334,300</b>	<b>3,941,560</b>

### 9.2.4 a) Security Deposits - Office & Point of Presence (POP) Rent

*This is made up as follows:*

Agrabad POP	300,000	300,000
Badda Store	375,000	-
Banani POP	30,000	30,000
Banani Store	-	1,200,000
Baridhara POP	136,000	36,000
RCC Tower office Rent (3rd & 4th Floor)	1,229,760	1,024,800
Narayangonj POP	22,916	149,079
BEPZA POP	150,000	150,000
Bogra Office	64,500	70,500
Chittagong Nazim Uddin Road office	69,990	109,998
Chittagong Office	500,000	500,000
Chittagong POP	123,000	141,000
Chittagong Port-POP	15,000	15,000
Dhanmondi Office Rent	450,000	450,000
Faridpur POP	50,000	50,000
Gazipur Store	75,000	75,000
Gazipur POP	150,000	150,000
Gulshan-1 POP	48,000	48,000
Gulshan-2 POP	50,000	50,000
Gulshan Office-3 A (Navana Shefali)	150,000	-
Gulshan Office-3 C (Navana Shefali)	150,000	-
JBT Tower POP & Office Rent	243,738	243,738

300,000	300,000
375,000	-
30,000	30,000
-	1,200,000
136,000	36,000
1,229,760	1,024,800
22,916	149,079
150,000	150,000
64,500	70,500
69,990	109,998
500,000	500,000
123,000	141,000
15,000	15,000
450,000	450,000
50,000	50,000
75,000	75,000
150,000	150,000
48,000	48,000
50,000	50,000
150,000	-
150,000	-
243,738	243,738



Kalurghat POP	90,000	90,000
KEPZ POP	41,727	41,727
Kawranbazer POP-2-SD-POP	100,000	-
Khulna (Shib Bari) POP	20,000	20,000
Mawna POP	72,000	-
Mirpur-10 POP	21,000	21,000
Narayangonj POP	-	47,921
RCC Tower (19th floor) Office Rent	731,238	731,238
Nowabpur-POP	200,000	200,000
Rangpur Office	50,000	-
Shanti Nagar POP	60,000	60,000
Sylhet Office Rent	50,000	50,000
Sylhet POP-1	27,000	27,000
Sylhet POP-2	50,000	50,000
Tongi (SKS) POP	100,000	50,000
Uttara POP-1	72,000	50,000
Uttara POP-3	50,000	50,000
Uttara POP-2	50,000	72,000
Uttara Support Office Rent	30,000	40,500
	<b>6,197,869</b>	<b>6,394,501</b>

**b) Security Deposits Others**

*This is made up as follows:*

Bangladesh Coast Guard - WAN Connectivity	-	60,000
Bangla Phone- WAN Connectivity Purpose	35,000	35,000
Bangladesh Ordnance Factory -Internet Connectivity	50,000	-
Deposit against BTRC Submarine Cable	2,000,000	2,000,000
Bangladesh Police, SB- WAN Connectivity	200,000	-
Bangladesh Secretariate- WAN Connectivity	-	20,000
Bangladesh Submarine Cable Limited- Bandwidth Bill	1,891,290	1,891,290
BD Link Communication Ltd- Bandwidth Bill	5,935,651	5,935,651
BEPZA at Comilla EPZ - WAN Connectivity	200,000	50,000
BGB Bibidho Fund-WAN Connectivity	253,408	-
BSMRMU General Fund- Internet Connectivity	19,872	-
BTCL- Lease Line Connectivity	-	789,310
Cable Entertainment Ltd- Fiber Connectivity Purpose	225,000	225,000
Commandant Bangladesh Ordnance- WAN Connectivity	350,000	-
DPDC - WAN Connectivity Purpose	-	700,000
Fiber @ Home- Underground Cabling Bill	300,000	300,000
ICOM (CoLoCity)- Colocation Rent	36,000	36,000
Islami Bank Bangladesh Ltd- Internet Connectivity	10,000	10,000
Janata Bank Ltd -WAN Connectivity	153,250	155,650
Mango Tele services Internet Bandwidth Bill	354,000	354,000
Mir Telecom Ltd- Interconnectivity Bill	100,000	100,000
National Defense College Video Conferencing Purpose	-	64,329
Novotel Ltd- Inter Connectivity	100,000	100,000
Shahjalal Islami Bank Ltd- WAN Connectivity	20,000	-
Sonali Bank Ltd-Internet Connectivity	97,800	15,400
Sonali Bank -WAN Connectivity	-	45,600
Supreme Court of Bangladesh- WAN Connectivity	14,524	14,524
Sylhet Cable Systems Ltd -Fiber Connectivity	9,000	9,000
Security Against -T&T	94,500	94,500
Uttara Bank Ltd-WAN Connectivity	20,000	-
	<b>12,469,295</b>	<b>13,005,254</b>
	<b>18,667,164</b>	<b>19,399,755</b>

### 9.3 Prepayments

*This is made up as follows:*

VAT Current Account	1,838,373	4,447,105
	<b>1,838,373</b>	<b>4,447,105</b>

**The Classification of Advance, Deposit & Prepayments as required by the Schedule XI of The Companies Act, 1994 are given below:**

Particulars	Amount in Taka	
Advance, deposit & prepayments considered good and in respect of which the company is fully secured.	170,036,111	144,451,961
Advance, deposit & prepayments due by directors 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.	-	-
Advance, deposit & prepayments due to companies under the same management.	-	-
Advance, Deposit & Prepayments due by common management.	9,206,655	5,006,655
The maximum amount due to directors or other officer of the company at any time during the year.	-	-
<b>Total</b>	<b>179,242,766</b>	<b>149,458,616</b>

### 10.0 Cash and Cash Equivalents

*This is made up as follows:*

Cash in Hand	Note - 10.1	182,362	427,953
Cash at Bank	Note - 10.2	58,313,854	105,492,933
		<b>58,496,216</b>	<b>105,920,885</b>

#### 10.1 Cash in Hand

*This is made up as follows:*

Chittagong Office	70,000	70,000
Dhaka Office	102,362	347,953
Sylhet Office	10,000	10,000
	<b>182,362</b>	<b>427,953</b>

#### 10.2 Cash at Bank

*This is made up as follows:*

##### Current A/C

Bank Asia Ltd., A/C# 02833000153, Mohakhali Branch	2,856	3,431
BRAC Bank Ltd., A/C# 1501202526004001, Gulshan Branch	67,684	90,123
Dutch Bangla Bank Ltd., A/C# 114.110.9273, Mohakhali Branch	18,742,378	4,078,103
Eastern Bank Ltd., A/C# 1041070145438, Gulshan Branch	1,932,446	6,811
Islami Bangladesh Bank Limited, A/C#20501570100424515 Ramna Branch	3,850	-
Janata Bank Ltd. A/C# 001-101602, Mohakhali Branch	467,305	576,286
Mercantile Bank Ltd., A/C# 11311100002377, Mohakhali Branch	228,708	230,095
Mutual Trust Bank Ltd., A/C# 460210003615, Corporate Branch	173,345	388,513
NRB Global Bank- A/C# 0111100133078 Mohakhali Branch	5,793,812	16,582,437
Rupali Bank Ltd A/C# 0620020001466 Gulshan Branch	1,568,854	669,989
The City Bank Ltd., CD A/C# 1101361323001, Gulshan Branch	28,933,238	37,521,560
The City Bank Ltd. OD A/C# 6331361323001, Gulshan Branch	3,331	3,331
The City Bank Ltd. Dividend Account- 1101361323002, Gulshan Branch	6,147	6,837
	<b>57,923,952</b>	<b>60,157,515</b>

**Short Term Deposit A/C**

Dutch Bangla Bank Ltd., A/C# 114.120.2440, Mohakhai Branch  
The City Bank Ltd., A/C# 3101361323001, Gulshan Branch

97,302	130,259
292,600	45,205,159
<b>389,902</b>	<b>45,335,418</b>
<b>58,313,854</b>	<b>105,492,933</b>

\* Bank balances are reconciled at regular intervals to keep the unreconciled balances within non-material level.  
The above balances have been confirm and reconciled.

**11.0 Share Capital****11.1 Authorized Capital**

200,000,000 -Ordinary Shares of Tk. 10 each

2,000,000,000	2,000,000,000
<b>2,000,000,000</b>	<b>2,000,000,000</b>

**11.2 Issued, Subscribed, and Paid-up Capital**

Ordinary Shares of Tk. 10 each

448,600,000	448,600,000
<b>448,600,000</b>	<b>448,600,000</b>

**11.3 The Details Shareholding positions are as follows:**

Name of Shareholders	30-06-2018		30-06-2017	
	% of Holding	Amount in Taka	% of Holding	Amount in Taka
<b>Sponsors and Directors:</b>				
Asif Mahmood	27.64%	124,000,000	27.64%	124,000,000
Md. Moinul Islam	14.51%	65,100,000	14.51%	65,100,000
Md. Mahfuz Ali Sohel	14.51%	65,100,000	14.51%	65,100,000
Khandker Mahmooda Saeed	3.00%	13,450,000	5.23%	23,450,000
Md.Abu Yousof Zakaria	3.80%	17,050,000	3.80%	17,050,000
Mohammad Ali Sarker	3.80%	17,050,000	3.80%	17,050,000
Mamonoor Rashid	3.80%	17,050,000	3.80%	17,050,000
<b>Sub-Total</b>	<b>71.07%</b>	<b>318,800,000</b>	<b>73.29%</b>	<b>328,800,000</b>
<b>Other than Sponsors Directors ( Note 11.3.1)</b>	<b>28.93%</b>	<b>129,800,000</b>	<b>26.71%</b>	<b>119,800,000</b>
<b>Total</b>	<b>100%</b>	<b>448,600,000</b>	<b>100%</b>	<b>448,600,000</b>

**11.3.1 Other than Sponsor Directors:**

Name of Shareholders	% of Holding	Amount in Taka	% of Holding	Amount in Taka
Abdul Matin Miazi	0.66%	2,960,000	1.11%	4,960,000
ADN Technologies Limited	0.45%	2,000,000	0.45%	2,000,000
ADN Telecom Limited Employees Provident Fund	0.45%	2,000,000	0.45%	2,000,000
Anita Khan	1.34%	6,000,000	0.00%	-
Ahmad Rashid	0.89%	4,000,000	0.89%	4,000,000
B & B Enterprise Ltd.	0.67%	3,000,000	0.67%	3,000,000
City Bank Capital Resources Limited	4.31%	19,333,340	4.31%	19,333,340
Digicon Technologies Limited	1.34%	6,000,000	1.34%	6,000,000
Ershad Securities Ltd.	0.45%	2,000,000	0.45%	2,000,000
GSP Finance Company (Bangladesh) Limited	1.56%	7,000,000	1.56%	7,000,000
Henry Hilton	0.28%	1,240,000	0.28%	1,240,000
Humayun Bokhteyar	0.11%	500,000	0.11%	500,000
Kazi Faruq Kader	0.45%	2,000,000	0.45%	2,000,000
Kazi Md. Deen	0.22%	1,000,000	0.22%	1,000,000
Kazi Shafiqul Islam	0.78%	3,508,340	0.78%	3,508,340
Kh. Moinul Ahsan Shamim	0.45%	2,000,000	0.45%	2,000,000

Khilfat Jahan Johaira	0.67%	3,020,000	0.67%	3,020,000
Khwaja Equity Services Ltd.	0.67%	3,000,000	0.67%	3,000,000
KJS Enterprise Limited	0.36%	1,600,000	0.36%	1,600,000
Md. Azizul Hoque	0.22%	1,000,000	0.22%	1,000,000
Md. Hossain Miah	0.11%	500,000	0.00%	-
Md. Ismail Hossain	0.22%	1,000,000	0.22%	1,000,000
Md. Monirul Hoque	0.22%	1,000,000	0.22%	1,000,000
Mizanur Rahman	0.11%	500,000	0.00%	-
Parkway Holdings Ltd.	0.45%	2,000,000	0.45%	2,000,000
Parkway Securities Ltd.	0.45%	2,000,000	0.45%	2,000,000
Pradip Kumar Dey	0.28%	1,240,000	0.28%	1,240,000
Raisuddin Ahmed Khan	0.22%	1,000,000	0.22%	1,000,000
Saifullah Abdullah Solenkh	0.08%	340,000	0.08%	340,000
Saika Sultana	0.22%	1,000,000	0.22%	1,000,000
SEAF Bangladesh Ventures LLC.	2.87%	12,858,320	2.87%	12,858,320
SEAF Bangladesh Ventures Ltd.	2.87%	12,866,660	2.87%	12,866,660
Shafika Salam	0.22%	1,000,000	0.22%	1,000,000
Sharmin Rahman	0.11%	500,000	0.00%	-
Tareque Muhammad Aminul Islam	0.89%	4,000,000	0.00%	-
Vanguard AML BD Finance Mutual Fund	2.97%	13,333,340	2.97%	13,333,340
Waliur Rahman	0.22%	1,000,000	0.22%	1,000,000
Zannatul Mahmuda	0.11%	500,000	0.00%	-
	<b>28.93%</b>	<b>129,800,000</b>	<b>26.71%</b>	<b>119,800,000</b>

## 12.0 Share Premium

Opening Balance 1st July	83,005,464	68,626,294
Add: Addition during the year	-	15,004,170
Less: Adjustment during the year	-	(625,000)
Closing Balance	<b>83,005,464</b>	<b>83,005,464</b>

\* The above mentioned Tk. 625,000 adjusted with Share Premium due to expenses incurred for private placement purpose.

## 13.0 Retained Earnings

Opening Balance 1st July	192,201,027	316,489,443
Less: Bonus Share Issue for 2014-2015	-	(209,295,830)
Less: Cash Dividend paid for 2015-2016	-	(20,929,583)
Add: Profit for the Current Year	119,629,823	105,936,997
Closing Balance	<b>311,830,850</b>	<b>192,201,027</b>

## 14.0 Long Term Loan

*This is made up as follows:*

IIDFC (14.1)	50,877,574	64,608,078
IDLC (14.2)	38,800,146	56,318,530
	<b>89,677,720</b>	<b>120,926,608</b>
Current Portion of Term Loan	(34,395,726)	(31,854,212)
<b>Total</b>	<b>55,281,994</b>	<b>89,072,396</b>

The above balances has been confirmed by IIDFC & IDLC

## 14.1 Industrial and Infrastructure Development Finance Company Ltd (IIDFC)- Term Loan

*This is made up as follows:*

Opening Balance 1st July	64,608,078	51,727,040
Add: Loan Received during the year	-	20,000,000
Add: Interest Charged during the year	6,759,926	8,819,954
	<b>71,368,004</b>	<b>80,546,994</b>
Less: Loan Paid during the Year	20,490,430	15,938,916
	<b>50,877,574</b>	<b>64,608,078</b>

Sanction Limit Amount	Tk. 77,000,000 & Tk. 20,000,000
Purpose	To set up a data center and to procure various networking equipments.
Sanction Date	17 February, 2015 & 12 February, 2017
Interest Rate	13.5%
Security	Hypothecation of equipment, personal guarantee of all directors.
Installment Size	Tk. 17,54,624 per month
No. of Installments	54 Nos.
Tenure	4.5 Years

#### 14.2 IDLC Finance Limited (IDLC)- Term Loan

*This is made up as follows:*

Opening Balance 1st July	56,318,530	70,000,000
Add: Loan Received during the year	-	-
Add: Interest Charged during the year	5,776,256	7,536,530
	<b>62,094,786</b>	<b>77,536,530</b>
Less: Loan Paid during the year	23,294,640	21,218,000
	<b>38,800,146</b>	<b>56,318,530</b>

Sanction Limit Amount	Tk. 70,000,000
Purpose	Procurement of various networking equipments
Sanction Date	30 March, 2016 & 21 June, 2016
Interest Rate	14.00%
Security	Hypothecation of Network & IT Equipment, personal guarantee of all directors
Installment Size	Tk. 1,941,220 per month
No. of Installments	48 Nos.
Tenure	4 Years

#### 15.0 Finance Lease Obligation

*This is made up as follows:*

Payment Less than 1 Year	2,626,710	1,149,324
Payment 2 to 5 Years	8,664,445	3,690,151
Payment more than 5 Years	-	-
	<b>11,291,155</b>	<b>4,839,475</b>
<b><u>Movement</u></b>		
Opening Balance 1st July	4,839,475	3,252,907
Add: During the year	8,000,000	2,400,000
Add: Interest charged during the year	872,793	515,944
	<b>13,712,268</b>	<b>6,168,851</b>
Less: Loan Paid during the year	2,421,113	1,329,376
	<b>11,291,155</b>	<b>4,839,475</b>

*The Details Finance Lease Obligation are as follows:*

Lease Agreement no	Date	Total Used	Outstanding	Purpose
IIDFC (Corp)2016/759-33909	03.01.2016	3,500,000	1,870,345	Motor Vehicle
IIDFC (Corp)2017/32242	02.01.2017	2,400,000	1,824,145	Motor Vehicle
IDLC 1028207053826001	04.03.2018	4,500,000	4,240,328	Motor Vehicle
IDLC 1028207053826002	04.03.2018	3,500,000	3,356,337	Motor Vehicle
<b>Total</b>			<b>11,291,154</b>	

**16.0 Trade and Other Payables***This is made up as follows:*

Trade Payables	Note-16.1	139,002,640	67,196,848
Others Payables	Note-16.2	35,593,333	53,195,913
<b>Total</b>		<b>174,595,973</b>	<b>120,392,762</b>

**16.1 Trade Payables***This is made up as follows:*

Grameenphone Ltd.	93,177,359	31,833,549
Pacific Telecom Ltd.	5,791,572	5,791,572
ARA Technologies	-	1,564,335
SkyTel Communications Ltd.	2,137,585	2,137,585
Mir Telecom Ltd.	448,744	971,071
Summit Communications Limited	6,240,020	5,848,221
Bangladesh Telecommunication Company Limited	5,706,982	8,198,132
Bangla Phone Limited	-	565,800
RA Communication	6,236,260	-
Banglalink Digital Communications Ltd.	1,390,244	683,474
Atomic Power & Co	-	604,485
Bangladesh Submarine Cable Co. Ltd.	1,025,790	-
Global Brand Pvt. Ltd.	-	134,400
Cable Entertainment Limited	817,508	817,508
Siam Trading & Co	270,425	270,425
Flora Limited	290,765	-
Syful Shamsul Alam	287,500	238,000
CTO Forum Bangladesh	230,000	-
Galleri KAYA	227,125	-
BDIX-SDNF	222,480	-
Max Marketing	162,172	-
Megapower Engineering Ltd	161,595	-
Smart Technologies (BD) Ltd	153,930	109,705
Metro Coverage Ltd	145,000	145,000
TG Logistics (BD) Ltd	140,210	-
SQ Wire & Cable Co Ltd	136,594	-
Chandpur Cable Network	133,875	-
Sanmar Production	129,353	-
The Chaturanga Design Zone	121,043	121,043
Prokoushol Potro	115,000	-
World Travel Service	108,740	-
The print Café	108,150	-
Tech-Pro Tele Engineering	-	406,873
Fiber @ Home Limited	6,350,616	1,466,238
Product Plus Solutions	-	115,242
Provident Technology	-	461,331
ARTISAN	-	177,157
Bangla Trac Communication	431,117	313,762
Aftab IT Ltd	-	308,174
SAS Tech Limited	170,100	301,875
GE Logistic Ltd	463,061	292,561
RASA Technologies Ltd	449,882	265,749
Air Net com	-	236,250

Bangladesh Telecommunication Regulatory Co Limited	225,718	223,842
Axiata Bangladesh Ltd	219,020	220,618
BD Connect Net	-	145,268
Octopie Ltd	-	143,071
Bio Access Tech Co Ltd	-	143,000
Digicon Telecommunication Ltd	-	128,184
Anticbd	306,810	120,015
Blacksmith yeard	406,348	115,500
Esquire Electronics Ltd	233,100	-
Zaara Trading	675,936	-
Amin Associates	224,107	-
Mohona Enterprise	123,480	-
SGS Company	147,153	-
Others Trade Payables*	2,460,171	1,577,834
	<b>139,002,640</b>	<b>67,196,848</b>

\* Others payable included some suppliers whose balance is less than Tk. 100,000.

#### Ageing of Accounts Payable:

<b>Duration</b>		
1-30 days	84,305,242	36,185,570
31-60 days	23,541,196	12,587,545
61-90 days	13,399,815	8,599,872
91-180 days	8,566,214	5,635,879
181-365 days	6,547,691	3,019,446
Over 365 days	2,642,480	1,168,536
	<b>139,002,638</b>	<b>67,196,848</b>

## 16.2 Others Payable

*This is made up as follows:*

Tech Valley Computers Ltd.		5,000,000	5,000,000
Advance Technology Computers Ltd.		4,061,427	4,061,427
Advanced against Sales	Note- 16.2.1	-	78,933
Employee PF Payable	Note- 16.2.2	1,800,065	1,445,248
Security Deposit from Customer		413,041	434,341
Deferred Letter of Credit	Note- 16.2.3	18,136,128	31,955,886
Withholding Tax Payable	Note- 16.2.4	5,065,024	7,240,423
Withholding VAT Payable	Note- 16.2.5	1,117,648	2,979,655
		<b>35,593,333</b>	<b>53,195,913</b>

### 16.2.1 Advanced against Sales

*This is made up as follows:*

Victoria Carriers	-	22,933
Enam Medical Hospital Pvt Ltd	-	56,000
	<b>-</b>	<b>78,933</b>

### 16.2.2 Contributory Provident Fund Payable

*This is made up as follows:*

Employees Contribution	731,072	561,752
Employees PF Loan Recovery	337,921	321,745
Employer Contribution	731,072	561,752
	<b>1,800,065</b>	<b>1,445,248</b>

**16.2.3 Deferred Letter of Credit***This is made up as follows:*

Opening Balance 1st July	Note- 16.2.3.1	31,955,886	31,251,676
Add: Exchange Loss/(Gain)		520,033	704,210
Less: Payment/Adjustment During the Year		(14,339,791)	-
		<b>18,136,128</b>	<b>31,955,886</b>

**16.2.3.1 Details of total used deferred letter of credit for the year 2018 are as follows:**

Particulars	USD	BDT
Huawei International-Radio/Infrastructure Equipments	1,857,258	145,111,307
<b>Total</b>	<b>1,857,258</b>	<b>145,111,307</b>

*Details Brakeup of outstanding Deferred Letter of Credit are as follows:*

	USD	BDT
<b>LC for Radio /Infrastructure Equipments</b>	1,857,258	145,111,307
Less: 1st Installment	76,684	6,048,473
<b>Balance</b>	<b>1,780,574</b>	<b>139,062,834</b>
Less: 2nd to 5th Installment	1,563,894	122,150,950
Exchange Loss/(Gain)	-	1,224,243
<b>Balance</b>	<b>216,680</b>	<b>18,136,128</b>

The exchange rate against the USD Tk. 83.70 as on 30th June 2018 of Bangladesh Bank Rate chart.

**16.2.4 Withholding Tax Payable***This is made up as follows:*

Employees Tax Payable	1,736,810	1,056,672
Director Remuneration Tax Payable	42,000	63,000
Professional & Technical Fees Payable	-	583,809
Rent Tax Payable	108,436	93,804
Suppliers Tax Payable	3,177,778	5,443,138
	<b>5,065,024</b>	<b>7,240,423</b>

**16.2.5 Withholding VAT Payable***This is made up as follows:*

Rent VAT Payable	387,910	291,011
Suppliers VAT Payable	729,738	2,688,644
	<b>1,117,648</b>	<b>2,979,655</b>

**17.0 Accrued Expenses***This is made up as follows:*

Salaries & Allowance	15,435,951	12,934,029
Director Remuneration	179,000	179,000
Bandwidth and Fiber Rent	5,483,568	24,771,130
IPTSP Interconnection Charges	566,966	765,800
Overtime, Holiday Allowance & Conveyance	1,057,674	924,688
Provision for Rent	390,976	76,802
Provision for Bad debts	3,673,187	2,771,726
Gratuity	26,823,485	26,017,719
Vehicle Expense	160,000	135,000
Mobile Bill	318,425	-
Provision for others	42,774	28,700
Utilities Expense	1,401,881	1,341,687
	<b>55,533,886</b>	<b>69,946,281</b>



**18.0 Provision for Workers Profit Participation Funds (WPPF) :***This is made up as follows:*

<b>Particulars</b>		
Opening Balance 1st July	7,609,244	6,582,772
Charge during the year	9,085,811	7,609,244
	<b>16,695,055</b>	<b>14,192,016</b>
Disbursement during the year	7,609,244	6,582,772
<b>Closing Balance</b>	<b>9,085,811</b>	<b>7,609,244</b>

\* As per Bangladesh Labor Act 2006 as amended in 2013, the amount is computed @ 5% of net profit before Income Tax.

**19.0 Short Term Loan***This is made up as follows:*

Loan Against Trust Receipts (LATR)	25,497,177	21,653,791
Short term Loan (STL) for import duty	-	1,585,189
	<b>25,497,177</b>	<b>23,238,981</b>

*Particulars of Short Terms Loan are as follows:*

<b>Short Term Loan No</b>	<b>Amount</b>
LATR#23044 (LC-10017)	469,255
LATR#23045 (LC-10007)	725,871
LATR#23046 (LC-10096)	13,794,673
LATR#23047 (LC-10186)	1,125,753
LATR#23048 (LC-10316)	4,116,677
LATR#23049 (LC-10161)	763,689
LATR#23050 (LC-10177)	4,501,259
<b>Total</b>	<b>25,497,177</b>

**The City Bank Limited, Head Office**

Sanctioned Limit amount	: 20 crore
Purpose	: To Import various type of equipments
Interest rate	: 13.00%
Security	: RJSC 1st charge of all fixed & floating assets, personal guarantee from all directors and corporate guarantee from ADN Technologies Ltd & Tech Valley Networks Ltd.
Tenure	: 1 Year

**20.0 Provision for Income Tax***This is made up as follows:*

For Current Tax- Note-20.1	60,736,864	37,028,822
For Deferred Tax- Note-20.2	158,731,425	132,945,393
	<b>219,468,289</b>	<b>169,974,216</b>

**20.1 Provision for Current Tax***This is made up as follows:*

<b>Opening Balance 1st July</b>	37,028,822	15,702,374
Add: Provision made during the year	36,896,853	21,560,149
	<b>73,925,675</b>	<b>37,262,523</b>
Less: Adjustment & Paid during the year- 20.1.1	13,188,811	233,701
<b>Closing Balance</b>	<b>60,736,864</b>	<b>37,028,822</b>

**20.1.1 Adjusted & Paid During the year**

Tax Paid	1,215,306	233,701
Adjusted with Advance income tax	11,973,505	-
	<b>13,188,811</b>	<b>233,701</b>

**20.1.2 Status of pending Assessment of Tax**

The company has been submitted Income Tax Return on 14 March, 2018 & assessment is now under process.

**20.2 Provision for Deferred Tax**

Opening Balance 1st July	132,945,393	108,272,480
Add: Provision made during the year	25,786,031	24,672,913
	<b>158,731,425</b>	<b>132,945,393</b>
Less: Provision realised during the year	-	-
Closing Balance	<b>158,731,425</b>	<b>132,945,393</b>

**20.2.1 Calculation of Deferred Tax:**

	Carrying Amount	Tax Base	Temporary Difference
<b>As on 30 June, 2017</b>			
Property, Plant & Equipment	733,904,274	354,060,293	379,843,981
Applicable Tax Rate			35%
<b>Deferred Tax Liability</b>			<b>132,945,393</b>
<b>As on 30 June, 2018</b>			
Property, Plant & Equipment	846,750,235	393,231,876	453,518,359
Applicable Tax Rate			35%
<b>Deferred Tax Liability</b>			<b>158,731,426</b>

\* Deferred Tax has been calculated on taxable temporary differences only as per Prudent Concept.

		Amount in BDT	
		30-Jun-18	30-Jun-17
<b>21.0 Revenue</b>			
<i>This is made up as follows:</i>			
Local Services	Note-21.1	530,806,376	475,499,022
Export Services	Note-21.2	458,315,443	414,730,672
		<b>989,121,819</b>	<b>890,229,694</b>
Less: VAT		68,705,379	60,777,413
<b>Total</b>		<b>920,416,440</b>	<b>829,452,281</b>
<b>21.1 Local Service</b>			
<i>This is made up as follows:</i>			
Internet Service		77,368,650	68,236,501
Data Service-IPVPN		428,537,083	391,227,735
IP Telephony Service		17,909,041	12,189,390
Telehouse & Hosting		406,483	383,371
Bulk SMS-Digital Business		820,021	-
Equipment Sales		5,765,098	3,462,025
		<b>530,806,376</b>	<b>475,499,022</b>
Less: VAT		68,705,379	60,777,413
		<b>462,100,997</b>	<b>414,721,609</b>
<b>21.2 Export Service</b>			
<i>This is made up as follows:</i>			
Multiprotocol Label Switching (MPLS)		424,035,484	385,400,968
International Private Leased Circuit (IPLC)		34,279,959	29,329,704
		<b>458,315,443</b>	<b>414,730,672</b>

**Disclosure regarding export earnings as per schedule XI, Part-II, paragraph 8 of the Companies Act 1994 are as follows.**

Details	Amount in USD	Amount in Taka
Export Proceeds as per FOB	-	-
Royalties, know-how, professional and consultancy fees	5,577,434	458,315,443
Interest & dividend	-	-
Others income	-	-

**22.0 Cost of Goods Sold & Services**

*This is made up as follows:*

Bandwidth Cost	161,929,550	144,112,430
Infrastructure, Optical Fiber & Network Equipment Cost	51,665,836	75,013,982
Salary & Allowances	107,528,134	102,358,365
Cost of Equipment	3,006,612	2,834,542
Fiber Lease Rent	63,217,061	61,286,453
IP Telephony Inter Connectivity Expenses	6,638,337	6,003,969
BTRC Charges on Equipment	7,498,073	6,528,305
BTRC License Fees	1,717,260	921,000
Consumable Items	5,614,740	3,489,341
Entertainment	445,003	422,826
Fire and Burglary Insurance Expenses	589,795	964,914
POP Expenses and Rent	21,780,179	17,720,063
IPTSP Revenue Sharing with BTRC	897,141	906,153
Equipment Repair & Maintenance	3,797,727	1,233,570
Printing & Stationary	127,292	76,580
Telephone, Fax, Internet & Courier	2,536,343	2,363,358

Training & Development	307,402	270,659
Travelling & Conveyance	1,798,243	1,635,161
Vehicle Expenses	9,635,645	3,974,753
Utilities	10,066,207	5,816,834
Bulk SMS	537,196	-
Depreciation	53,802,924	43,429,849
	<b>515,136,700</b>	<b>481,363,106</b>

### 23.0 Administrative Expenses

*This is made up as follows:*

Salary & Allowances	68,946,633	59,804,143
Director Remuneration	2,400,000	2,400,000
Group Life Insurance Premium	2,284,712	933,586
Professional & Technical Fees	919,134	554,157
Telephone, Fax, Internet & Courier Expenses	1,706,153	1,250,264
Office Maintenance	3,302,880	2,786,590
Travelling and Conveyance	698,497	250,496
Entertainment Expenses	1,898,204	1,449,872
ISO Certificate Expenses	126,500	45,000
Medical Expenses	703,392	592,279
Printing & Stationery	965,425	1,111,615
Newspaper, Books & Journals	174,319	110,077
License & Regulatory Fee	371,344	314,197
Legal Fees	-	216,500
Office Rent	12,524,958	11,829,873
Repairs & Maintenance	2,624,654	1,527,152
Vehicle Expenses	4,743,534	2,151,876
AGM Expenses	227,137	133,979
Training & Development Expenses	2,324,113	1,347,962
Utilities Expenses	3,713,975	4,684,766
Amortization Expenses	237,185	482,324
Depreciation	6,608,933	5,421,031
	<b>117,501,682</b>	<b>99,397,739</b>

### 24.0 Distribution and Marketing Expenses

*This is made up as follows:*

Salary & Allowances	60,901,507	47,206,368
Advertisement Expense	6,588,262	5,313,658
Business Promotion Expenses	3,835,559	3,766,256
Travelling and Conveyance	3,939,539	6,784,188
Entertainment Expense	398,228	212,987
Printing & Stationery	2,956,064	1,118,935
Telephone, Fax, Internet & Courier	707,596	835,646
Vehicle Expenses	3,297,436	3,751,767
Tender Participant Expenses	195,207	121,376
Bad Debts	3,690,219	2,771,726
	<b>86,509,617</b>	<b>71,882,906</b>

Note- 24.1

#### 24.1 Bad Debts:

Bad debts Provision	3,673,187	2,771,726
Bad debts write off	17,032	-
	<b>3,690,219</b>	<b>2,771,726</b>

**25.0 Other Non Operating Income***This is made up as follows:*

Interest on Short Term Loan  
Interest on Short Term Deposit  
Profit / (Loss) on Sales of Assets

880,922	285,447
3,288,177	93,055
-	560,000
<b>4,169,099</b>	<b>938,502</b>

**26.0 Financial Expenses***This is made up as follows:*

Interest on Term Loan Note- 26.1  
Interest on Finance Lease  
Bank Service Charges  
Exchange (Gain)/Loss Note- 26.2

13,552,773	17,032,301
872,793	515,944
674,444	527,482
(464,506)	(122,819)
<b>14,635,505</b>	<b>17,952,908</b>

**26.1 Interest on Term Loan***This is made up as follows:*

Short Term Loan  
Long Term Loan

1,016,591	675,817
12,536,182	16,356,484
<b>13,552,773</b>	<b>17,032,301</b>

**26.2 Exchange (Gain)/Loss***This is made up as follows:*

Transaction( Gain)/Loss  
Translation ( Gain)/Loss Payable  
Translation ( Gain)/Loss Receivable

(911,267)	(472,543)
520,033	704,210
(73,272)	(354,486)
<b>(464,506)</b>	<b>(122,819)</b>

-

**27.0 Income Tax Expenses***This is made up as follows:*

Short Provision  
Current Tax Expenses Note- 20.1  
Deferred Tax Expenses/(Income) Note- 20.2

7,549,825	-
29,347,028	21,560,149
25,786,031	24,672,913
<b>62,682,884</b>	<b>46,233,062</b>

**28.0 Earnings Per Share (EPS):****28.1 Basic Earnings Per Share (EPS):***This is made up as follows:*

Profit Attributable to Ordinary Shareholder  
Weighted Average Number of Ordinary Shares  
Outstanding during the Year Note- 28.3 & 28.4  
**Basic Earnings Per Share**

119,629,823	105,936,997
44,860,000	42,056,481
<b>2.67</b>	<b>2.52</b>

**28.2 Diluted Earning per Share:***This is made up as follows:*

Profit Attributable to Ordinary Shareholder  
Total number of Existing share  
**Diluted Earning Per Share**

119,629,823	105,936,997
44,860,000	44,860,000
<b>2.67</b>	<b>2.36</b>

\* EPS has been calculated as per IAS 33.

### 28.3 Weighted Average Number of Ordinary Shares as on 30 June, 2017

The following calculation is for the denominator of the EPS calculation.

	Number of Days Outstanding	Number of Shares in Issue	Weighted Average Number of Shares
Outstanding shares as at 1 July 2016	365	20,929,583	20,929,583
Bonus Share	365	20,929,583	20,929,583
Share Issue	24	3,000,834	197,315
		<b>44,860,000</b>	<b>42,056,481</b>

### 28.4 Weighted Average Number of Ordinary Shares as on 30 June, 2018

The following calculation for the denominator of the EPS calculation.

	Number of Days Outstanding	Number of Shares in Issue	Weighted Average Number of Shares
Outstanding shares as at 1 July 2017	365	44,860,000	44,860,000
		<b>44,860,000</b>	<b>44,860,000</b>

### 29.0 Net Asset Value Per Share (NAV)

*This is made up as follows:*

Share Capital	448,600,000	448,600,000
Share Premium	83,005,464	83,005,464
Retained earnings	311,830,850	192,201,027
<b>Net Asset Value (NAV)</b>	<b>843,436,314</b>	<b>723,806,491</b>
Total number of Existing share	44,860,000	44,860,000
<b>Net Asset Value (NAV) Per Share</b>	<b>18.80</b>	<b>16.13</b>

### 30.0 Disclosure of Managerial Remuneration

Payment information to Director- para 4 of schedule XI, PART II of the Companies Act 1994.

#### 30.1 Details of remuneration paid to Directors during the year July 2017 to June 2018 are as follows:

<u>Name</u>	<u>Designation</u>	<u>Salary</u>	<u>Bonus</u>	<u>Total Remuneration</u>
Asif Mahmood	Chairman	2,400,000	-	2,400,000
<b>Total</b>		<b>2,400,000</b>	<b>-</b>	<b>2,400,000</b>

\* The above mentioned Director of the company did not take any benefit from the company other than the remuneration.

### 30.2 Executive Compensation

Remuneration paid to top five salaried officers during the year July 2017 to June 2018 are as follows:

Name of the Employee	Designation	30-Jun-18	30-Jun-17
Asif Mahmood	Chairman	2,400,000	2,400,000
Henry Hilton	Managing Director	3,829,420	3,806,859
Md. Enayet Hossain	Chief Financial Officer	3,775,280	3,673,525
Abul Mueyed Ziaush Shams	Consultants	3,460,372	3,392,500
Abdul Matin Miazi	Chief Commercial Officer	3,185,372	3,165,000

**30.3 Aggregate Amount of Remuneration Paid to the Directors and Officers during the year July 2017 to June 2018**

Purpose	30-Jun-18	30-Jun-17
Salary & Allowance	237,376,274	209,368,876
Director Remuneration	2,400,000	2,400,000

i) No amount of money was expensed by the company for compensating any member of the board for special services rendered.

ii) The company does not pay any board meeting attendance fees to the directors of the company.

**30.4 Information as per Schedule-XI, Part-II Para-3 of The Companies Act 1994**

Monthly Salary Range (In Taka)	Permanent Basis	Contract Basis	June'30, 2018	June'30, 2017
Below 3,000	0	0	0	1
Above 3,000	268	236	504	447
<b>Total</b>	<b>268</b>	<b>236</b>	<b>504</b>	<b>448</b>

**30.5 Auditors Remuneration- para 6 of schedule XI, PART II of The Companies Act, 1994**

Syful Shamsul Alam & Co

287,500	238,000
<b>287,500</b>	<b>238,000</b>

**31.0 Internal and External Sources of Cash**

*This is made up as follows:*

Particulars	Note	Amount in BDT	
		30 June 2018	30 June 2017
<b>Internal Sources of Cash</b>			
Share Capital & Share Premium	11 & 12	531,605,464	531,605,464
Retained Earnings	13	311,830,850	192,201,027
<b>Total</b>		<b>843,436,314</b>	<b>723,806,491</b>
<b>External Sources of Cash</b>			
Long Term Loans including current portion	14 & 15	100,968,875	125,766,083
Short Term Loans	19	25,497,177	23,238,981
<b>Total</b>		<b>126,466,052</b>	<b>149,005,064</b>
<b>Grand Total</b>		<b>969,902,366</b>	<b>872,811,555</b>

		Amount in BDT	
		30-Jun-18	30-Jun-17
<b>32</b>	<b>Cash Received from Customers</b>		
	Revenue during the year (Note 21)	920,416,440	829,452,281
	Changes in Trade Receivable (Note 8.01 & 26.02)	(44,629,344)	(14,628,603)
		<b>875,787,096</b>	<b>814,823,678</b>
<b>33</b>	<b>Cash Paid to Suppliers &amp; Others</b>		
	Cost of Goods & Services (Note 22)	(515,136,700)	(481,879,050)
	Changes in Inventories (Note-7)	(36,000)	(790,950)
	Changes in Trade and other Payable increase/(decrease) (Note-16)	54,203,211	(35,130,697)
	Depreciation of Cost of Goods Sold & Services ( Note 22)	53,802,924	43,429,849
		<b>(407,166,565)</b>	<b>(474,370,848)</b>
<b>34</b>	<b>Paid for Operating Expenses &amp; Others</b>		
	Change in Advances, Deposits and Pre-payments (Note 9)	(25,584,150)	(10,176,551)
	Changes in other receivable(Note 8)	(47,153,678)	(2,847,907)
	Change in Accrued Expenses (Note 17)	(14,412,395)	18,282,382
	Advance Income Tax Add Back FY-2016-2017 ( Note 9.1.1)	9,979,609	23,622,198
	Advance Income Tax Add Back FY-2015-2016 ( Note 20.1.1)	(11,973,505)	-
	Administrative Expenses (Note 23)	(117,501,682)	(99,397,739)
	Selling and Distribution Expenses (Note 24)	(86,509,617)	(71,882,906)
	Workers' Profit Participation Fund (WPPF) (Note-18)	(9,085,811)	(7,609,244)
	Change in Workers Profit Participation Fund - (Note-18)	1,476,567	1,026,472
	Adjustment for Advance for IPO Expenses ( Note-9.1.2)	-	(625,000)
	Bank Charges (Note 26)	(674,444)	(527,482)
	Depreciation Expenses (Note 23)	6,608,933	5,421,031
	Amortization Expenses (Note-23)	237,185	482,324
		<b>(294,592,987)</b>	<b>(144,232,422)</b>
<b>35</b>	<b>Financial Expenses paid</b>		
	Financial Expenses ( Note-26)	(14,425,566)	(16,909,482)
		<b>(14,425,566)</b>	<b>(16,909,482)</b>
<b>36</b>	<b>Income Tax Paid</b>		
	AIT deducted during the year ( Note 9.1.1)	(12,619,606)	(20,906,892)
	Advance Tax paid during the year ( Note 9.1.1)	2,639,997	(2,715,306)
	Assessed Tax paid during the year ( Note 20.1.1)	(1,215,306)	(233,701)
		<b>(11,194,915)</b>	<b>(23,855,899)</b>
<b>37</b>	<b>Acquisition of Property, Plant &amp; Equipments and Intangible Assets</b>		
	Acquisition of Property, Plant & Equipment (Note-4)	(173,257,817)	(90,337,341)
	Acquisition of Intangible Assets (Note-5)	-	(248,400)
	Adjustment of Property, Plant & Equipments (Note-4)	-	69,110
	Adjustment of Accumulated Depreciation( Note-4)	-	(69,110)
		<b>(173,257,817)</b>	<b>(90,585,741)</b>
<b>38</b>	<b>Repayment of Long Term Borrowing</b>		
	Payment to IIDFC (Note-14.1)	(13,730,504)	(7,118,962)
	Payment to IDLC ( Note-14.2)	(17,518,384)	(13,681,470)
		<b>(31,248,888)</b>	<b>(20,800,432)</b>
<b>39</b>	<b>Receipt of Long Term Borrowing</b>		
	Received from IIDFC (Note-14.1)	-	20,000,000
		<b>-</b>	<b>20,000,000</b>
<b>40</b>	<b>Repayment to Lease Finance</b>		
	Total Payment to Lease Finance (Note-15)	(2,421,113)	(1,329,376)
	Interest Charge during the year (Note-15)	872,793	515,944
		<b>(1,548,320)</b>	<b>(813,432)</b>



#### 41 Financial Risk Management

Bangladesh Financial Reporting Standard BFRS 7: Financial Instruments: Disclosures - requires disclosure of information relating to: both recognized and unrecognized financial instruments, their significance and performance, accounting policies, terms and conditions, net fair values and risk information- the companies policies for controlling risks and exposures. The company has exposure to the following risks from its use of financial instruments.

- Credit Risk
- Liquidity Risk
- Market Risk

The Board of Directors has overall responsibility for the establishment and oversight of the company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the company.

#### 42 Credit Risk

Credit risk is the risk of 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 receivable from customers and investment securities. The company's Revenue are made to Bank, Financial Institution, Multinational Corporate, Public & Private Ltd. companies, ADN's strategic partners include among the largest companies in the global telecommunications sector, including Singapore Telecommunications Ltd. (SingTel), Tata Communications Ltd. as well as Orange. The company also has a strategic alliance with Bharti Airtel and British Telecom (BT).

##### Exposure to Credit Risk

The maximum exposure to credit risk at the reporting date was:

	Amount in BDT	
	30 June 2018	30 June 2017
Trade and Other Receivables	330,802,481	238,554,953
Advance, Deposit & Prepayments	179,242,766	149,458,616
Cash and Bank Balance	58,496,216	105,920,885
	<b>568,541,463</b>	<b>493,934,454</b>

##### Credit Exposure by Credit Rating

As at 30 June 2018			
	Credit Rating	Amount	(%)
Trade and Other Receivables		330,802,481	58.18%
Advance, Deposit & Prepayments		179,242,766	31.53%
<i>Cash and Bank Balance</i>			
Cash on hand		182,362	0.03%
Cash at bank		105,492,932	18.56%
Bank Asia Ltd.	AA2	2,856	0.0005%
BRAC Bank Ltd.	AA2	67,684	0.0119%
Dutch Bangla Bank Ltd.	AA1	18,742,378	3.2966%
Eastern Bank Ltd.	BA3	1,932,446	0.3399%
Islami Bank Ltd.	AA+	3,850	0.0007%
Janata Bank Ltd.	AAA	467,305	0.0822%
Mercantile Bank Ltd.	AA-	228,708	0.0402%
Mutual Trust Bank Ltd.	AA-	173,345	0.0305%
NRB Global Bank.	A-	5,793,812	1.0191%
Rupali Bank Ltd.	A	1,568,854	0.2759%
The City Bank Ltd.	AA2	28,933,238	5.0890%
The City Bank Ltd.	AA2	3,331	0.0006%
The City Bank Ltd.	AA2	6,147	0.0011%
Dutch Bangla Bank Ltd..	AA1	97,302	0.0171%
The City Bank Ltd.	AA2	292,600	0.0515%

#### 43 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 to managing liquidity 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 equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. Moreover, the Company seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

The following are the contractual maturities of financial liabilities as at 30 June 2018

Particulars	Carrying Amount	Maturity period	Nominal interest rate	Within 6 months or less	Within 6 -12 months	More than 1 year
	Taka	Taka	%	Taka	Taka	Taka
Term Loan	89,677,720	Feb-22	13.50%	17,197,863	17,197,863	55,281,994
Trade and Other Payables	174,595,973	-	N/A	-	174,595,973	-
Accrued Expenses	55,533,886	-	-	38,873,720	16,660,166	-
Short Term Loan	25,497,177	.	13.50%	25,497,177	-	-
Finance Lease Obligation	11,291,155	Jan-22	N/A	1,313,355	1,313,355	8,664,445
Provision for Workers Profit Participation Fund (WPPF)	9,085,811	Jan-19	N/A	9,085,811	-	-
Provision for Tax Liability	60,736,864	-	N/A	-	60,736,864	-
	<b>426,418,586</b>			<b>91,967,927</b>	<b>270,504,221</b>	<b>63,946,439</b>

#### 44 Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rate and interest rates will affect the Company's income or the value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

##### Currency Risk

The Company is exposed to currency risk on purchases of equipments & received currency from global Partners that are denominated in a currency other than the functional currency primarily U. S. Dollars. The effects of foreign purchase are insignificant to the Company. The Company has not entered into any type of derivatives instrument in order to hedge foreign currency risk as at 30 June 2018. There are no foreign currency monetary assets and liabilities as at 30 June 2018 resulting net exposure to foreign currency risk is nil.

##### Interest Rate Risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. Local currency loans are however not significantly affected by fluctuations in interest rates.

#### 45 Related Party Disclosures

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

SL	Name of Company/Party	Relationship	Nature of Transaction	Total Transaction FY 2017-2018		Balance as on 30.06.2018	Balance as on 30.06.2017
				Addition	Payment/ Adjustment		
1	Tech Valley Networks Ltd.	Concern under common management	Intercompany Loan	10,000,000	4,695,595	5,304,405	-
2	Tech Valley Computers Ltd.	Concern under common management	Intercompany Loan			(5,000,000)	(5,000,000)
3	ADN Technologies Ltd	Concern under common management	Intercompany Loan	4,200,000	-	9,206,655	5,006,655
4	My Tel Ltd	Investment	Intercompany Loan		1,120,000	27,897,409	29,017,409
5	Managewell Communications Ltd	Investment	Service Purchase	8,784,109	3,369,260	14,603,030	9,188,181
6	Bangladesh News 24 Ltd	Concern under common management	Intercompany Loan	3,000,000		3,000,000	-
7	InGen Motors Ltd.	Concern under common management	Cost Sharing	-	-	-	560,000
8	InGen Technologies Ltd.	Concern under common management	Intercompany Loan	16,000,000		28,750,000	12,750,000
			Equipment Purchase			3,100,000	3,100,000
			Cost Sharing		189,649	8,141,016	8,330,665
9	Advance Technology Computers Ltd.	Concern under common management	Cost Sharing	-	-	(4,061,427)	(4,061,427)
10	ADN Eduservices Ltd.	Concern under common management	Intercompany Loan	15,000,000	-	20,000,000	5,000,000
			Cost Sharing	6,437,337	-	6,437,337	
11	Asif Mahmood	Chairman	Director Remuneration	2,400,000	2,400,000	200,000	200,000

As per Board of Director Meeting all related party's 10% Interest has been charged on receivable amount, Such loan will be settle as and when fund will be avaiable of respective company. As all are common directors of the related company, so all receivable amount are secured.

#### 46 Credit Facility Availed

There was a credit facility available to the company under the contract with **The City Bank Ltd** vide agreement # CBL/HO/CAD/CORP/2017/311 date. 04.10.2017 as on 30 June, 2017.

#### 47 Attendance Status of Board of Directors Meeting

During the period from 01.07.2017 to 30.06.2018 there were 12 (Twelve) Board Meetings held. The attendance status of all the meetings are as follows:

Name of the director	Position	Meeting Held	Attended	Remarks
Asif Mahmood	Chairman	12	12	
Henry Hilton	Managing Director Ex-Officio	12	10	Appointed 11.09.2017
Md. Moinul Islam	Director	12	12	
Md. Mahfuz Ali Sohel	Director	12	12	
Khandker Mahmooda Saeed	Director	12	11	
AKM Shafiul Azam	Independent Director	12	1	Resigned on 01.09.2017
Ghulam Rasool	Independent Director	12	11	Appointed 01.09.2017
Khondkar Atique-E- Rabbani	Independent Director	12	5	Appointed 07.01.2018

For Board Meeting, attendance fees were not paid to the Directors of the company.

#### 48 Quantity Wise Schedule as per Schedule-XI, Part-I of The Companies Act, 1994

**Quantity Wise Schedule:** The Company's nature of business is service oriented and its service capacity depends on its employed human resources. Therefore, Quantitywise Schedule is not applicable for the company.

#### 49 Subsequent Disclosure of Events after the Balance Sheet Date - Under IAS 10

There is no non-adjusting post balance sheet event of such importance, non-disclosure of which would affect the ability to the users of the Financial Statements to proper evaluation and decision.

#### 50 Subsequent Events

The Board of Directors (BoD), on the 107<sup>th</sup> meeting held on 19 August 2018 considered the transfer of shares and change in Directorship from Ms. Khandker Mahmooda Saeed to Savoy Ice Cream Factory Limited represented by Mr. Niaz Ahmed. In addition an existing shareholder, Vanguard AML BD Finance Mutual Fund One represented by Mr. Waqar Ahmad Choudhury was considered and included as a Director of the Company in the same meeting. Both these changes will be in effect subject to necessary approvals from the concerned authorities.

BSEC (Bangladesh Securities & Exchange Commission) accorded its consent to ADN Telecom Limited to commence electronic bidding by the eligible investors to determine the cut-off price of ordinary shares of ADN Telecom Limited vide its letter no. BSEC/CI/BB-13/2017/617 dated 05 September 2018.

The Board of Directors (Bod) of the company has approved the financial statements on 11 October 2018 and recommended 06% cash dividend for the financial year ended 30 June 2018.

sd/-  
Chairman

sd/-  
Director

sd/-  
Managing Director

sd/-  
Chief Financial Officer

sd/-  
Company Secretary

## Annexure-A

## Schedule of Property, Plant &amp; Equipment as on June 30, 2018

Amount in BDT

Particulars	Cost				Rate of Depreciation	Depreciation				
	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance		Opening Balance	Charged during the year	Disposal/ Adjustment	Closing Balance	Written Down Value 30 June 2018
Land and Land Development	54,876,546	-		54,876,546	0%	-	-		-	54,876,546
Radio Link, Infrastructure & Backbone Equipments	554,171,100	39,221,735		593,392,835	5%	155,094,322	21,107,193		176,201,515	417,191,320
Fiber Equipment	158,235,201	27,623,399		185,858,600	5%	38,677,179	6,582,930		45,260,109	140,598,491
Computer & Computer Equipments	32,525,640	16,640,469		49,166,109	30%	21,072,421	6,376,132		27,448,553	21,717,556
Office Equipments	44,346,870	5,490,588		49,837,458	20%	26,776,477	4,114,180		30,890,657	18,946,801
Optical Fiber	32,232,001	24,388,397		56,620,398	30%	9,320,703	11,640,877		20,961,580	35,658,818
Furniture & Fittings	19,421,745	3,480,832		22,902,577	10%	9,063,893	1,219,527		10,283,420	12,619,157
IPTSP & Video Conference Equipment	13,308,994	5,682,895		18,991,889	20%	8,707,209	1,573,637		10,280,846	8,711,043
Motor Vehicle	11,109,293	-		11,109,293	20%	3,638,881	1,494,082		5,132,963	5,976,330
Support Equipment	99,509,232	39,241,532		138,750,764	5%	17,659,579	4,665,341		22,324,920	116,425,844
Leasehold Motor Vehicle	11,161,840	11,487,970		22,649,810	20%	6,983,524	1,637,958		8,621,482	14,028,328
<b>Closing Balance as at 30 June 2018</b>	<b>1,030,898,462</b>	<b>173,257,817</b>	<b>-</b>	<b>1,204,156,279</b>		<b>296,994,188</b>	<b>60,411,857</b>	<b>-</b>	<b>357,406,045</b>	<b>846,750,235</b>
<b>Closing Balance as at 30 June 2017</b>	<b>940,630,230</b>	<b>90,337,341</b>	<b>69,110</b>	<b>1,030,898,462</b>		<b>248,212,418</b>	<b>48,850,880</b>	<b>69,110</b>	<b>296,994,188</b>	<b>733,904,274</b>

Allocation of Depreciation

	2017-2018	2016-2017
Cost of Goods Sold & Services	53,802,924	43,429,849
Administration	6,608,933	5,421,031
<b>Total Depreciation</b>	<b>60,411,857</b>	<b>48,850,880</b>

Break Up of Administration Depreciation

	2017-2018	2016-2017
Office Equipment	4,114,180	3,698,232
Furniture & Fixtures	1,219,527	876,984
Computer & Computer Equipment (20% of total dep)	1,275,226	845,815
<b>Total</b>	<b>6,608,933</b>	<b>5,421,031</b>

## Annexure-B

## Intangible Assets

Particulars	Cost				Rate of Amortization	Amortization				
	Opening Balance	Addition	Disposal/ Adjustment	Closing Balance		Opening Balance	Charged during the year	Disposal/ Adjustment	Closing Balance	Written Down Value 30 June 2018
Quick Book Software	225,000	-	-	225,000	20%	179,400	9,120	-	188,520	36,480
Employee Performance Management Software	248,400	-	-	248,400	20%	49,680	39,744	-	89,424	158,976
Network Performance Software	1,697,610	-	-	1,697,610	20%	756,002	188,322	-	944,324	753,286
Closing Balance as at 30 June 2018	<b>2,171,010</b>	-	-	<b>2,171,010</b>		<b>985,082</b>	<b>237,186</b>	-	<b>1,222,268</b>	<b>948,743</b>
Closing Balance as at 30 June 2017	<b>2,335,385</b>	<b>248,400</b>	-	<b>2,583,785</b>		<b>915,533</b>	<b>482,324</b>	-	<b>1,397,857</b>	<b>1,185,928</b>

Allocation of Amortization

	2017-2018	2016-2017
Administration	237,186	482,324
Total Amortization	<b>48,850,880</b>	<b>40,163,552</b>

The following declaration has been published in The Daily Star at page no. 4, The Financial Express at page no. 3, Share Biz at page no. 3, Samakal at page no. 12 on 07-08-2019.

**DECLARATION**  
**on**  
**IPO of ADN Telecom Limited**

This is for the information of all concerned that following changes in the Board of Directors of the Company has been made in the draft prospectus of ADN Telecom Limited after the successful completion of bidding ended on November 08, 2018 by the Eligible Investor (EI).

<b>Previous Board of Directors</b>	<b>Current Board of Directors</b>
Asif Mahmood- Chairman	Asif Mahmood- Chairman
Md. Moinul Islam- Director	Md. Moinul Islam- Director
Md. Mahfuz Ali Sohel- Director	Md. Mahfuz Ali Sohel- Director
Khandker Mahmooda Saeed- Director	Niaz Ahmed- Director (Nominee of Savoy Ice Cream Factory Limited)
Ghulam Rasool- Independent Director	Waqar Ahmad Choudhury- Director (Nominee of Vanguard AML BD Finance Mutual Fund One)
Khondkar Atique-E-Rabbani- Independent Director	Ghulam Rasool- Independent Director
Henry Hilton-Managing Director (Ex-Officio)	Khondkar Atique-E-Rabbani- Independent Director
-	Henry Hilton-Managing Director (Ex-Officio)

The reason of above changes stated as, one of the Board Members, Mrs. Khandker Mahmooda Saeed was diagnosed with Cancer and was under treatment in Bangkok, Thailand for a long time. To bear the high cost of cancer treatment in abroad, she had to sell her entire holding of shares to Savoy Ice Cream Factory Limited and accordingly released from the Board of ADN Telecom. Unfortunately, during treatment she passed away on 7 April 2019.

In such a situation, to fulfill the vacant position of Mrs. Saeed, Mr. Niaz Ahmed representing Savoy Ice Cream Factory Limited along with Mr. Waqar Ahmad Choudhury representing Vanguard AML BD Finance Mutual Fund One have been appointed as two representative Directors to further strengthen the Board of ADN Telecom Limited.

Sd/- <b>Asif Mahmood</b> Chairman	Sd/- <b>Md. Moinul Islam</b> Director	Sd/- <b>Md. Mahfuz Ali Sohel</b> Director	Sd/- <b>Niaz Ahmed</b> Director (Nominee of Savoy Ice Cream Factory Limited)
Sd/- <b>Waqar Ahmad Choudhury</b> Director (Nominee of Vanguard AML BD Finance Mutual Fund One)	Sd/- <b>Ghulam Rasool</b> Independent Director	Sd/- <b>Khondkar Atique-E-Rabbani</b> Independent Director	Sd/- <b>Henry Hilton</b> Managing Director
Sd/- <b>Md. Sohel Rahman</b> Chief Executive Officer (Additional Charge) ICB Capital Management Limited			