

"If you have any query about this document, you may consult Issuer, Issue manager and Underwriters"

PROSPECTUS

INITIAL PUBLIC OFFER OF 12,000,000 ORDINARY SHARES OF TK. 10/- EACH AT PAR
TOTALING TK. 120,000,000/-

OF

INFORMATION TECHNOLOGY CONSULTANTS LIMITED (ITCL)

For General Public Quota

Opening Date for Subscription: NOVEMBER 2, 2015

Closing Date for Subscription (Cut –off Date): NOVEMBER 11, 2015

MANAGER TO THE ISSUE



BETAONE INVESTMENTS LIMITED

Green Delta AIMS Tower (Level - 4)
51-52, Mohakhali C/A, Dhaka – 1212
Phone: +88 02 9883820, +88 02 9887337; Fax: +88 02 9880733;
E-mail: info@betaone.com.bd;
Website: www.betaone.com.bd

UNDERWRITERS

PRIME FINANCE CAPITAL MANAGEMENT LIMITED	NBL Capital and Equity Management Ltd
PFI Tower (6th Floor), 56 – 57 Dilkusha, Dhaka-1000 Tel: +88 029584874-6 Fax: +88 029584922	Printers Building (8 th Floor), 5 Rajuk Avenue, Dhaka – 1000 Tel: +88 02 7118869 Fax: +88 02 7118840
BETAONE INVESTMENTS LIMITED	
Green Delta AIMS Tower (Level - 4) 51-52, Mohakhali C/A, Dhaka – 1212 Tel: +88 02 9883820, +88 02 9887337; Fax: +88 02 9880733	

Date of Publication of the Prospectus: October 8, 2015

The Issue shall be placed in "N" Category



Information Technology Consultants Limited

Registered and Head Office: Evergreen Plaza (3rd Floor), 260/B Tejgaon I/A,
Dhaka - 1208, Bangladesh

Phone: +88 02 9830310-13; Fax: +88 02 9830309
e-mail: Shyamal@itcbd.com; Website: www.itcbd.com

"CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2006. 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/CHIEF FINANCIAL OFFICER, ISSUE MANAGER, UNDERWRITER AND/OR AUDITOR."

AVAILABILITY OF PROSPECTUS

Prospectus of Information Technology Consultants Limited may be obtained from the Issuer Company, the Issue Manager, the Underwriters and the Stock Exchanges as follows:

ISSUER COMPANY	CONTACT PERSON	CONTACT NUMBER
Information Technology Consultants Limited Evergreen Plaza, 260/B, Tejgaon I/A(3 rd Floor), Dhaka - 1208	Mr. Shyamal Kanti Karmakar Chief Financial Officer	Tel: +88 02 9830310-13, Ext: 5002 Fax: +88 02 9830309 e-mail: shyamal@itcbd.com

MANAGER TO THE ISSUE	CONTACT PERSON	CONTACT NUMBER
BETAONE INVESTMENTS LIMITED Green Delta AIMS Tower (Level - 4) 51-52, Mohakhali C/A, Dhaka – 1212	Mr. Md. Atiquzzaman Managing Director	Tel: +88 02 9883820, +88 02 9887337; Fax: +88 02 9880733; e-mail: atiq@betaone.com.bd

UNDERWRITERS	CONTACT PERSON	CONTACT NUMBER
BETAONE INVESTMENTS LIMITED Green Delta AIMS Tower (Level - 4) 51-52, Mohakhali C/A, Dhaka – 1212	Mr. Md. Atiquzzaman Managing Director	Tel: +88 02 9883820, +88 02 9887337; Fax: +88 02 9880733; e-mail: atiq@betaone.com.bd
NBL Capital and Equity Management Ltd Printers Building (8 th Floor), 5 Rajuk Avenue, Dhaka – 1000	Mr. Md. Tariqul Islam Chief Executive Officer (CC)	Tel: ++88 02 7118869 Fax: +88 02 7118840 e-mail: nblcemlbd@gmail.com
PRIME FINANCE CAPITAL MANAGEMENT LIMITED PFI Tower (6th Floor), 56 – 57 Dilkusha, Dhaka-1000	Mr. M. Mosharraf Hossain PhD, FCA Managing Director & CEO	Tel: +88 029584874-6 Fax: +88 029584922 e-mail: ceo@primefincap.com

STOCK EXCHANGES	AVAILABLE AT	CONTACT NUMBER
Dhaka Stock Exchange Limited (DSE) 9/F Motijheel C/A, Dhaka - 1000	DSE Library	Tel: +88 02 9564601-7 Fax: +88-02-9564727
Chittagong Stock Exchange Limited (CSE) CSE Building, 1080, Sheikh Mujib Road, Agrabad Chittagong - 4100	CSE Library	Tel: +88 031 714632-3 Fax: +88(0) 31-714101

Prospectus would also be available on the websites of **Information Technology Consultants Limited (www.itcbd.com)**, BetaOne Investments Limited(**www.betaone.com.bd**), Bangladesh Securities and Exchange Commission(**www.sec.gov.bd**), Dhaka Stock Exchange Limited(**www.dsebd.org**), Chittagong Stock Exchange Limited(**www.csebd.com.bd**) and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

NAME AND ADDRESS OF THE AUDITOR

Hoda Vasi Chowdhury & Co.

Chartered Accountants

Independent Correspondent Firm to Deloitte Touche Tohmatsu

BTMC Bhaban (8th Floor), 7-9 Karwan Bazar Commercial Area, Dhaka - 1217

Tel: +88 02 9120090; Fax: +88 02 8119298; Website: www.hodavasi.com

TABLE OF CONTENTS

Particulars	Page
SECTION I: STATUTORY CONDITIONS	07-13
Disclosure in respect of issuance of security in demat form	07
Conditions under 2CC of the Securities and Exchange Ordinance, 1969	07
General Information	13
SECTION II: DECLARATIONS AND DUE DILIGENCE CERTIFICATES	14-17
Declaration about the responsibility of the Director(s), including the CEO of the Company “Information Technology Consultants Limited” in respect of the Prospectus	14
Consent of Director (s) to serve as Director(s)	15
Declaration about filing of Prospectus with the Registrar of Joint Stock Companies & Firms	15
Declaration by the issuer about the approval from Bangladesh Securities and Exchange Commission for any material changes	15
Declaration by the Issue Manager about the approval from Bangladesh Securities and Exchange Commission for any material changes	16
Due Diligence Certificate of the Manager to the Issue	16
Due Diligence Certificate of the Underwriter(s)	17
SECTION III: RISK FACTORS AND MANAGEMENT’S PERCEPTION	18-23
SECTION IV: ISSUE SIZE & PURPOSE OF THE PUBLIC OFFERING	24-27
Financial Structure of the Company	24
Use of IPO Proceeds	25
Schedule of Implementation	26
SECTION V: INFORMATION ABOUT THE COMPANY	28-38
Company Profile	28
Nature of Business	28
Principle Products and Services	29
Market for the Products	32
Products/Services that account for more than 10% of the Company’s total revenue	33
Associates, Subsidiary/Related Holding Company and their core areas of business	33
Distribution of Products/Services	33
Competitive Condition of Business	35
Sources and availability of Raw Materials and Principal Suppliers	35
Sources of and requirement for Power, Gas and Water or any other utilities	36
Customer Providing 10% or more Revenues	36
Description of Contract with Principal Suppliers/Customers	36
Material Patents, Trademarks, Licenses or Royalty Agreements	37
Number of Employees	38
Production Capacity and Current Capacity Utilization	38
SECTION VI: DESCRIPTION OF PROPERTY	39 - 42
Location of the Principal Plants and other Property of the Company and their condition	39

Particulars	Page
SECTION VII: PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION	43-51
Internal and External Sources of Cash	43
Material commitments for Capital Expenditure	43
Causes for Material Changes from period to period	44
Seasonal aspects of the Company's business	44
Known trends, events or uncertainties	45
Change in the assets of the Company used to pay-off liabilities	45
Loan taken from or given to Holding/Parent Company or subsidiary Company	45
Future Contractual Liabilities	45
Future Capital Expenditure	45
Vat, Income Tax, Customs duty or other tax liability	45
Operating Lease Agreements during the last five years	46
Financial lease commitments during the last five years	47
Personnel related Scheme	47
Breakdown of estimated expenses for IPO	48
Revaluation of Company's assets	49
Transaction between Subsidiary/Associate/Holding Company and the Issuer	50
Auditors' Certificate regarding any allotment of shares to the Directors and Subscribers to the Memorandum of Association and Articles of Association for any consideration otherwise than for cash	51
Declaration regarding Non - Suppression of Material Information	51
SECTION VIII: INFORMATION ABOUT DIRECTORS AND OFFICERS	52-63
Directors of the Company	52
Information regarding Directors and Directorship	52
Directors' Involvement in other Organizations	53
Family relationship among Directors and top five Officials	53
Short bio-data of directors	53
Credit Information Bureau (CIB) report	55
Description of Top Executives and Departmental Heads	55
Involvement of Directors and Officers in Certain Legal Proceedings	56
Certain relationships and Related Transactions	56
Executive Compensation	57
Options granted to Directors, Officers and Employees	57
Transaction with the Directors and Subscribers to the Memorandum	57
Tangible Assets per Share	58
Ownership of Company's Securities	59
Shareholding Structure	59
Shareholder shareholding of 5% or more of the Company's Securities	63
Securities of the Company owned by the Officers	63
Securities of the Company owned by the Directors	63
SECTION IX: FEATURES OF IPO	64-66
Determination of Offering Price	64
Market for the Securities being Offered	65
Declaration about Listing of Shares with Stock Exchange(s)	65

Particulars	Page
Trading and Settlement	65
Description of Securities outstanding or being offered	65
Dividend, Voting, Preemption Rights	65
Conversion and Liquidation Rights	65
Dividend Policy	65
Other Rights of Shareholders	66
Debt securities	66
SECTION X: PLAN OF DISTRIBUTION	67
Underwriting of Shares	67
Principal terms and conditions of Underwriting Agreement	67
Commission for the Underwriters	67
Officer or Director of the Underwriter(s) acting as Director of the Company	67
SECTION XI: SUBSCRIPTION AND MARKET	68-72
Lock-in Provision	68
Subscription by and refund to Non-Resident Bangladeshi (NRB)	71
Availability of Securities	72
Allotment	72
Application for Subscription	72
SECTION XII: MATERIAL CONTRACTS AND OTHERS	74
Material Contracts	74
Manager to the Issue	74
SECTION XIII: CORPORATE DIRECTORY	75
SECTION XIV: AUDITORS' REPORT AND RELATED CERTIFICATES	76-134
Auditors' Report to the Shareholders of ITCL	76
Auditors' Report to the Shareholders of BEPS	113
Auditors' Report in pursuance of Section-135(1) under Para-24(1) of Part II of the Third Schedule of the Companies Act, 1994	131
Auditors' Certificate regarding Statement of Ratio Analysis	134
SECTION XV: AUDITORS' ADDITIONAL DISCLOSURE	135-162
SECTION XVI: MANAGEMENT DISCLOSURE	163-166
SECTION XVII: IPO APPLICATION PROCESS	167-174

DEFINITION AND ELABORATION OF THE ABBREVIATED WORDS AND TECHNICAL TERMS USED IN THE PROSPECTUS

A		I	
ATM	Automated Teller Machine	Issuer	Information Technology Consultants Ltd.
Allotment	Letter of Allotment of shares	Issue Manager	BetaOne Investments Limited
B		IT	Information Technology
BAS	Bangladesh Accounting Standards	ITCL	Information Technology Consultants Ltd.
BB	Bangladesh Bank	J	
BBS	Bangladesh Bureau of Statistics	JCB	Japan Credit Bureau
BEPS	Bangladesh Electronic Payment System	L	
BSA	Bangladesh Standard of Auditing	L/C	Letter of Credit
BO Account	Beneficiary Owner Account	M	
BIN	Bank Identification Number	MES	Malaysian Electronic Payment System
C		N	
CAPEX	Capital Expenditure	NAV	Net Asset Value
CDBL	Central Depository Bangladesh Limited	NBR	National Board of Revenue
Certificate	Share Certificate	NRB	Non-Resident Bangladeshi
CIB	Credit Information Bureau	O	
CMS	Card Management System	Offering Price	The Price of the Share of Information Technology Consultants Ltd.
Commission/BSEC	Bangladesh Securities and Exchange Commission	Ordinance	Securities and Exchange Ordinance, 1969
Company/Issuer	Information Technology Consultants Ltd.	OSI	Open System Interconnection
Companies Act	Companies Act, 1994 (Act No. XVIII of 1994)	P	
CSE	Chittagong Stock Exchange Limited	PE	Price Earning Ratio
D		PIN	Personal Identification Number
Depository Act	Depository Act, 1999	POS	Point of Sales
DES	Data Encryption System	PCI DSS	Payment Card Industry Data Security Standard
DRS	Disaster Recovery Site/ System	R	
DSE	Dhaka Stock Exchange Limited	R&D	Research and Development
E		Registered Office	Head Office of the Company
EFT	Electronic Fund Transfer	RJSC	Registrar of Joint Stock Companies & Firms Securities and Exchange Commission (Public Issue) Rules, 2006
EFTPOS	Electronic Fund Transfer at Point of Sales	Rules	
EMV	Europay Master Visa	S	
EPS	Electronic Payment System	Securities / Shares	Shares of Information Technology Consultants Ltd.
EPS	Earnings per share	Sponsors	The Sponsor Shareholders of Information Technology Consultants Ltd.
Exchanges	Stock Exchanges	SND Accounts	Short Notice Deposit Account
F		Stockholders	Shareholders
FC Account	Foreign Currency Account	Subscription	Application Money
FI	Financial Institution	T	
FTB	Foreign Trade Bank	TCP	Transmission Control Protocol
FDR	Fixed Deposit Receipt	Tk./Taka/BDT	Legal Currency of Bangladesh
G		TMSS	Thengamara Mohila Sabuj Sangha
GBP	Great Britain Pound	U	
GOB	Government of The People's Republic of Bangladesh	USD	United States Dollar
I		UPS	Uninterruptible power supply
IAS	International Accounting Standards	V	
IP	Internet Protocol	VAT	Value Added Tax
IPO	Initial Public Offering	Vbv	Verified by VISA
IPS	Islamic Payment System		
Issue	Public Issue of Shares of Information Technology Consultants Ltd.		

DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM

As per provision of the Depository Act, 1999 and regulations made there under, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the Central Depository Bangladesh Ltd. (CDBL) system and any further issuance of shares (right/bonus) will 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 12,000,000 Ordinary Shares of Tk. 10.00 each at par totaling to Tk. 120,000,000.00 (Taka Twelve Crore) only following the Securities and Exchange Commission (Public Issue) Rules, 2006, the Depository Act, 1999 and regulations 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 **05 (Five) working days** of issuance of the consent letter. The issuer shall post the full prospectus, vetted by the Bangladesh Securities and Exchange 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 BSEC, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS -Word" format.
3. Sufficient copies of prospectus shall be made available by the issuer so that any person requesting a copy may receive one. A notice shall be placed on the front of the application form distributed in connection with the offering, informing that interested persons are entitled to a prospectus, if they so desire, and that copies of prospectus may be obtained from the issuer and the issue manager. The subscription application shall indicate in bold type that no sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until **25 (Twenty five) days** after the prospectus has been published.
4. The company shall submit 40 (Forty) copies of the printed prospectus to the Bangladesh Securities and Exchange Commission for official record within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.
5. The issuer company and the issue manager shall ensure transmission of the prospectus and abridged version of the prospectus for NRBs through email, simultaneously with publication of the abridged version of the prospectus, to the Bangladesh Embassies and Missions abroad and shall also ensure sending of the printed copies of abridged version of the prospectus to the said Embassies and Missions within **05 (Five) working days** of the publication date by Express Mail Service (EMS) of the postal department. A compliance report shall be submitted in this respect to the BSEC jointly by the issuer and the issue manager within **02 (Two) working days** from the date of said dispatch of the prospectus.
6. The paper clipping of the published abridged version of the prospectus, as mentioned at **condition no. 2 above**, shall be submitted to the Commission within 24 hours of the publication thereof.
7. The company shall maintain separate bank account(s) for collecting proceeds of the Initial Public Offering and shall also open Foreign Currency (FC) account(s) to deposit the application money of the Non Resident Bangladeshis (NRBs) for IPO purpose, and shall incorporate full particulars of said FC account(s) in the prospectus. The company shall open the above-mentioned accounts for IPO purpose; and close these accounts after refund of over-subscription money. Non-Resident Bangladeshi (NRB) means Bangladeshi citizens staying abroad including all those who have dual citizenship (provided they have a valid Bangladeshi passport) or those, whose foreign passport bear a stamp from the concerned Bangladesh Embassy to the effect that no visa is required for traveling to Bangladesh.
8. The issuer company shall apply to all the stock exchanges in Bangladesh for listing within **7 (Seven) working days** from the date of issuance of this letter and shall simultaneously submit the vetted prospectus with all exhibits, as submitted to BSEC, to the stock exchanges and shall also submit copy of the listing application to BSEC.
9. 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 **75 (Seventy Five) 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 **75 (Seventy Five) 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) per month** 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.”

10. The subscription list shall be opened and the sale of securities commenced after **25 (Twenty Five) days** of the publication of the abridged version of the prospectus.
11. The IPO shall stand cancelled and the Issuer shall inform the stock exchanges **within 2 (Two) working days** of receiving verification report and information from CDBL to release the application money, if any of the following events occur:
 - (a) Upon closing of the subscription list it is found that the total number of valid applications (in case of under subscription including the number of the underwriter) is less than the minimum requirement as specified in the listing regulations of the stock exchange(s) concerned; or
 - (b) At least 50% of the IPO is not subscribed.
12. **20% of total public offering shall be reserved for ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী, 10% of total public offering shall be reserved for non-resident Bangladeshi (NRB) and 10% for mutual funds and collective investment schemes registered with the Commission, and the remaining 60% shall be open for subscription by the general public. In case of under-subscription under any of the 20% and 10% categories mentioned above, the unsubscribed portion shall be added to the general public category and, if after such addition, there is over subscription in the general public category, the issuer and the manager to the issue shall jointly conduct an open lottery of all the applicants added together.**
13. All the applicants shall first be treated as applied for one minimum market lot of **500 shares worth Taka 5,000/- (Taka five thousand only)**. If, on this basis, there is over subscription, then lottery shall be held amongst the applicants allocating one identification number for each application, irrespective of the application money. In case of over-subscription under any of the categories mentioned hereinabove, the issuer and the issue manager shall jointly conduct an open lottery of all the applications received under each category separately in presence of representatives from the issuer, the stock exchanges and the applicants, if there be any.
14. **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.**
15. **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 too.**
16. **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.**
17. The company shall furnish the List of Allotees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty Four) hours** of allotment.
18. In the event of under-subscription of the public offering, the unsubscribed portion of securities shall be taken up by the underwriter(s) (subject to Para -11 above). The issuer must notify the underwriters to take up the underwritten shares within **10 (Ten) days** of the closing of subscription on full payment of the share money within 15 (Fifteen) days of the issuer’s notice. The underwriter shall not share any underwriting fee with the issue manager, other underwriters, issuer or the sponsor group.
19. All issued shares of the issuer at the time of according this consent shall be subject to a **lock-in period of 03 (Three) years** from the date of issuance of prospectus or commercial operation, whichever comes later. Provided that the persons (other than Directors and those who hold 5% or more shares in the company), who have subscribed to the shares of the company within immediately preceding 2 (two) years of according consent shall be subject to a **lock-in period of 01 (One) year** from the date of issuance of prospectus or commercial operation, whichever comes later.
20. If any existing sponsor or director of any company transfers any share to any person, other than existing share holders, within preceding 12 (twelve) months of submitting any application for raising of capital or initial public offering (IPO), all shares held by those transferee shareholders shall be subject to a **lock-in period of 3 (three) years** from the date of issuance of prospectus for IPO.
21. **In respect of shares of Sponsors/Directors/Promoters (if in paper format) shall be handed over to security custodian bank registered with BSEC and shall remain till completion of lock in and the name and branch of the bank shall be furnished to the Commission jointly by the issuer and Issue Manager, along with a confirmation thereof from the custodian bank, within 1 (one) week of listing of the shares with the stock exchange(s). Or they (shares of Sponsors/ Directors/ Promoters) can be demated and will remain in lock-in under CDBL system and**

issuer will submit a dematerialization confirmation report generated by CDBL and attested by Managing Director of the company along with lock-in confirmation with BSEC 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 BSEC.

22. The company shall not declare any benefit/dividend other than cash based on the financial statements for the period ended on June 30,2014 before listing of its capital with stock exchange(s).
23. Updated Corporate Governance Guideline of the Commission has to comply with and a compliance report thereof shall be submitted to the Commission before 7 (seven) days of opening of subscription.

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 **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the 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.

PART-C

1. The issuer and the issue manager shall ensure that the abridged version of the prospectus and the full prospectus is published correctly and in strict conformity with the conditions of this letter without any error/omission, as vetted by the Bangladesh Securities and Exchange Commission.
2. The issue manager shall carefully examine and compare the published abridged version of the prospectus on the date of publication with the copy vetted by BSEC. If any discrepancy/ inconsistency 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 BSEC and the stock exchange(s) concerned, correcting the discrepancy/inconsistency as required under 'Due Diligence Certificates' provided with BSEC.
3. Both the issuer company and the issue manager shall, immediately after publication of the prospectus and its abridged version, jointly inform the Commission in writing that the published prospectus and its abridged version are verbatim copies of the same as vetted by the Commission.
4. The fund collected through Public Offering shall not be utilized prior to listing with stock exchanges 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.
5. **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 stock 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, and in the event of any irregularity or inconsistency, the Commission may employ or engage any person, at issuer's cost, to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.**
6. **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.
7. All transactions, excluding petty cash expenses, shall be effected through the company's bank account(s).
 8. Proceeds of the Public Offering shall not be used for any purpose other than those specified in the prospectus. Any deviation in this respect must have prior approval of the shareholders in the shareholders Meeting under intimation to BSEC and stock exchanges.
 9. Directors on the Company's Board will be in accordance with applicable laws, rules and regulations.
 10. The financial statements should be prepared in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) as required by the Securities and Exchange Rules, 1987.
 11. 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 the section 13 of the Securities and Exchange Rules, 1987.
 12. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা 1995 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.
 13. No issuer of a listed security shall utilize more than 1/3rd (one-third) of the fund raised through IPO for the purpose of loan repayment.

PART-D

1. All the above conditions imposed under section 2CC of the Securities and Exchange Ordinance, 1969 shall be incorporated in the prospectus immediately after the page of the table of contents, with a reference in the table of contents, prior to its publication.
2. 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.

PART-E

1. As per provision of the Depository Act, 1999 & regulations made there under, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the Central Depository Bangladesh Ltd. (CDBL) system and any further issuance of shares (Including rights/bonus) will be made in dematerialized form only.

An applicant (including NRB) shall not be able to apply for allotment of shares without Beneficial Owners (BO) account.

2. The company and the issue manager shall ensure due compliance of all the above conditions and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2006.

GENERAL INFORMATION

BetaOne Investments Limited, the Issue Manager, has prepared this prospectus based on information provided by **Information Technology Consultants Limited (the Issuer)** and also several discussions with Chairman, Managing Director, Directors and concerned executives of the Issuer Company all of which are publicly available. The Board of Directors of Information Technology Consultants Limited hereby confirm that to the best of their knowledge and belief, the information contained herein is true and correct in all material aspects and that there are no other material facts, the omission of which, would make any statement herein misleading.

No person is authorized to give any information or to make any representation not contained in this Prospectus and if given or made, any such information or representation must not be relied upon as having been authorized by the Company or the Issue Manager.

The issue, as contemplated in this Prospectus is made in Bangladesh and is subject to the exclusive jurisdiction of the Courts of Bangladesh. Forwarding this Prospectus to any person resident outside Bangladesh in no way implies that the issue is made in accordance with the laws of that country or is subject to the jurisdiction of the laws of that country.

A copy of this Prospectus may be obtained from the Corporate Office of Information Technology Consultants Limited, BetaOne Investments Limited, the Underwriters and the Stock Exchanges where the securities will be traded.

DECLARATIONS AND DUE DILIGENCE CERTIFICATES

Section: II

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTOR(S), INCLUDING THE CEO OF “INFORMATION TECHNOLOGY CONSULTANTS LIMITED” IN RESPECT OF THE PROSPECTUS

This prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity and accuracy 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 action against any or all of us as it may deem fit.

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

Sd/-

Lim Kiah Meng

Chairman & Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Md. Salahuddin Alamgir

Vice Chairman

Sd/-

Kazi Saifuddin Munir, Ph.D

Managing Director & CEO

Sd/-

Lim Kia Hong

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Lim Hwee Hai,

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Madam Lim Hwee Noi

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Madam Fauzjus Tjandra

Nominated Director
Representing Regent Pacific Limited

Sd/-

MS. Goh Peck Hwee

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

CONSENT OF DIRECTOR(S) TO SERVE AS DIRECTOR(S)

We hereby confirm that we have been serving as Director(s) of **Information Technology Consultants Limited** and continue to act as Director(s) of the Company.

Sd/-

Lim Kiah Meng

Chairman & Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Md. Salahuddin Alamgir

Vice Chairman

Sd/-

Kazi Saifuddin Munir, Ph.D

Managing Director & CEO

Sd/-

Lim Kia Hong

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Lim Hwee Hai,

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Madam Lim Hwee Noi

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

Sd/-

Madam Fauzjus Tjandra

Nominated Director
Representing Regent Pacific Limited

Sd/-

MS. Goh Peck Hwee

Nominated Director
Representing SiS Capital (Bangladesh) Pte Ltd.

DECLARATION ABOUT FILING OF PROSPECTUS WITH THE REGISTRAR OF JOINT STOCK COMPANIES AND FIRMS

A dated and signed copy of the Prospectus has been filed for registration with the Registrar of Joint Stock Companies and Firms, Government of Peoples' Republic of Bangladesh, as required under Section 138(1) of the Companies Act, 1994 on or before the date of publication of the prospectus.

DECLARATION BY THE ISSUER ABOUT THE APPROVAL FROM BANGLADESH SECURITIES AND EXCHANGE COMMISSION FOR ANY MATERIAL CHANGES

In case of any material changes in any agreement, contract, instrument, facts and figures, operational circumstances and statement made in the Prospectus subsequent to the preparation of the Prospectus and prior to its publication shall be incorporated in the Prospectus and the said Prospectus should be published with the approval of the Commission.

For Issuer

Sd/-

Kazi Saifuddin Munir, Ph.D

Managing Director & CEO
Information Technology Consultants Limited

DECLARATION BY THE ISSUE MANAGER ABOUT THE APPROVAL FROM BANGLADESH SECURITIES AND EXCHANGE COMMISSION FOR ANY MATERIAL CHANGES

In case of any material changes in any agreement, contract, instrument, facts and figures operational circumstances and statements made in the Prospectus subsequent to the preparation of the Prospectus and prior to its publication, shall be incorporated in the Prospectus and the said Prospectus should be published with the approval of the Commission.

For Manager to the Issue

Sd/-

Md. Atiquzzaman

Managing Director

BetaOne Investments Limited

DUE DILIGENCE CERTIFICATE OF MANAGER TO THE ISSUE

Subject: Public Offer of 12,000,000 Ordinary Shares of Tk. 10/- each at an issue price of Tk. 10/- each at par totaling to Tk. 120,000,000/- of Information Technology Consultants Limited

We, the under-noted Manager to the Issue to the above-mentioned forthcoming issue, state as follows:

1. We, while finalizing the draft prospectus pertaining to the said issue, have examined various documents and other materials as relevant for adequate disclosures to the investors; 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) the draft prospectus forwarded to the Commission is in conformity with the documents, materials and papers relevant to the issue;
- b) all the legal requirements connected with the said issue have been duly complied with; and
- c) the disclosures made in the draft prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue.

For Manager to the Issue

Sd/-

Md. Atiquzzaman

Managing Director

BetaOne Investments Limited

DUE DILIGENCE CERTIFICATE OF THE UNDERWRITERS

Subject: Public Offer of 12,000,000 Ordinary Shares of Tk. 10/- each at an issue price of Tk. 10/- each at par totaling to Tk. 120,000,000/- of Information Technology Consultants Limited

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

1. We, while underwriting the abovementioned 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) 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;
- b) 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
- c) this underwriting commitment is unequivocal and irrevocable.

For Underwriter(s)

Sd/-

Managing Director

BetaOne Investments Limited

Sd/-

Chief Executive Officer (CC)

NBL Capital and Equity Management Ltd

Sd/-

Managing Director & CEO

Prime Finance Capital Management Ltd

RISK FACTORS & MANAGEMENT PERCEPTION**Section: III**

The factors described below may conceivably materially affect investors' decisions as investment in equity shares involves a high degree of risk. The company is operating in a competitive industry involving both external and internal factors having direct as well as indirect effects on the investments. Investors should carefully consider all of the information in this prospectus, including the risk factors, both external and internal, and management perceptions enumerated hereunder before making investment decision. If any of the following risks actually occur, the business, results of operations and financial condition could suffer. This would, in turn, affect the value of its shares. Hence, a rational investor should carefully consider all the information contained in this prospectus including the risk factors elaborated below.

a. Interest Rate Risk

As on 30 June 2014, ITCL had aggregated outstanding short term and long term loan amounting BDT 440.75 million with Trust Bank Limited at interest rate of 15.50% per annum. In addition, the company also had investment in Fixed Deposit Receipt amounting BDT 177.60 million at interest rate ranging from 9.75% - 11.25% with Trust Bank Limited. Therefore, any volatility in interest rate may adversely affect the profitability, cashflow and NAV per share of the company.

Management perception

As on June 30, 2014, ITCL's total short term and long term loan accounted for only 23.32% of its total assets. With proceeds of the IPO, ITCL plans to repay its outstanding loan to the tune of BDT 40 million. As a consequence, the company's debt and interest burden will reduce to some extent. Moreover, in case of volatility in market interest rate, ITCL has the scope to revise the rates and vice versa.

As on June 30, 2014, the company did not have any tradeable fixed income securities other than some FDR with Trust Bank Limited. Such FDRs are not tradeable and are not exposed to volatility of market wide interest rate. Hence, market wide volatility would not have any impact on ITCL's financial position.

b. Exchange Rate Risk

ITCL is exposed to exchange rate risk as their primary equipments and software are imported. On the other hand their revenue is generated in local currency. In case of exchange fluctuation, ITCL carries a potential threat of exchange fluctuation.

Management perception

It's evident that ITCL imports only after receiving contracts / orders. In the cost calculation, they keep a margin of 2-3% to give cushion to the exchange fluctuations.

c. Industry Risk**i.) Supplier Risk**

ITCL procures software and hardware products through import from different countries. Any troubleshooting support and mismatch in L/C opening and shipment from suppliers end for any unavoidable reason may pose threat to timely delivery and pay penalty.

Management perception

ITCL procures softwares from the world-recognized vendor Compass Plus. As agreed with the supplier, ITCL receives regular online and offline training from the vendor. Moreover, ITCL is also entitled to receive version updates of their Switching Software from Complus Plus. In addition, ITCL imports ATM Machines, POS Terminals, and other hardware accessories from the world's recognized vendors like Wincor-Nixdorf, Sand, Verifone, etc. ITCL has cooperation and software support agreement with Wincor-Nixdorf. ITCL has a long-standing relationship with them and as a consequence the suppliers have extended their supports towards ITCL. Moreover, ITCL shall open L/C in advance for the imported goods to maintain on time delivery.

ii.) Buyer Risk

Buyer risk may arise if the client banks do not receive quality products or services from the company or if they do not get on-time delivery of the product or services. In case of delayed service delivery, customer banks may have difficulty to launch desired product that may hamper the reputation of the bank.

Management perception

ITCL is very much cautious about customer satisfaction and always try to provide optimum service delivery. A quality inspection been done before delivery of any hardware products to ensure the desired quality. For optimum service assurance, the company have a dedicated help desk and operation team. Moreover, there is a dedicated account manager for each client for continuous service and support monitoring.

iii.) Risk arising out of Competition

Competition exists for most of the products except third-party transaction processing business. The Company faces stiff Competition for ATM, POS, Switching and CMS software.

Management perception

Dutch Bangla Bank Limited maintains a switch namely 'Nexus' and Brac Bank limited maintains a switch under 'Ombus' for transaction processing of their clients only, whereas ITCL provides an interface under a comprehensive network sharing facility through QCash. As a consequence, all the member banks of ITCL can process their transactions within themselves through a single network facility. Moreover, both Nexus and Omnibus also have interfaces with ITCL for network sharing. Therefore, no direct competition prevails.

On the other hand, ITCL offers easy configured ATM and all software supports for hardwares. ITCL maintains a strong support team for its products and services that ensures one stop solution to its clients which gives the company competitive edge over others.

iv.) Entry Risk

New competitor entry to payment processing industry is not very high due to the high investment and high operating cost. This industry is operated under the key entry barriers like – high requirement of technical knowledge, degree of operating scale, reputation to provide uninterrupted service, efficiency in dispute handling, market education, government policies etc.

Management Perception

The company maintains a steady growth in the industry with good reputation and strong human resources. ITCL provides training to its professionals both from foreign and local organizers to boost the level of efficiency in technological matter. ITCL is exposed to transaction processing system with 33 member banks and has PCI DSS certification for VISA and Master Card operation, which is a key requirement for a company to enter in this industry. As obtaining different types of Certification requires time and huge investment in both infrastructure set up and efficient human resources, it is difficult for a new company to provide one stop service that ITCL renders.

v.) Substitution Risk

ITCL is exposed to substitution risk as technological advancement, changes in terms of product and solution may occur. It is also accompanied with high operating cost and addressing new compliances.

Management Perception

ITCL has expertise in providing customized solutions to its clients through upgrading its software. The company addresses the diversified needs of its clients by incorporating different features in its switching software. Moreover, ITCL is entitled to receive revised versions of its core software as per terms with the supplier. Hence, product substitution offers the company further scope to grow, rather than losing the market share.

d. Market Risk

Market Risk refers to the slow growth and gap in products and solutions that ITCL sells to Banks, i.e. ATMs, POS, Switching Solutions etc. Price Fluctuation may effect ITCL's operation if the company cannot adjust such volatility to its product and service pricing.

Management Perception

Bangladesh being a developing country has prospect of development and growth for all industries. In the year 2013-2014 ITCL sold 354 ATM machines, 1,635 POS machines and 120 UPS; which were 31%, 54% and 300% higher than previous year. Price fluctuation in such industries is minimal as technology has a standardized offering unless it increases in time of offerings of new product or business model, which is also predictable. Moreover, in terms of purchasing products from foreign vendors a certain level of exchange rate fluctuations are involved.

e. Technological Risk

ITCL faces challenges to synchronize itself with technological changes and invest in sophisticated machineries. A right technology is a crucial determinant of competitiveness that ensures better products and services to the customers while minimizing costs. Adjustment to new technologies thus involves relatively large scale investments as well as a longer pay-back period.

Management Perception

ITCL is operating in an industry where coping with technological changes is the key success factor. The company has expertise in construction of middleware software to cater the needs of the clients. On the other side, ITCL is entitled to receive revised versions of its core software as per terms with the supplier. Being a pioneer in this industry, ITCL is working with Bangladesh Bank and many other government organizations to opt new regulations. The company has an in house R & D division interconnected with the compliance and business department that is responsible to produce state of the art solutions in house as per requirements. As ITCL is under VISA and Master Card compliance, the company is capable to adopt relevant modification in the process.

f. Product/Solution Obsolescence Risk

ITCL is exposed to obsolescence risk as service from vendors may be stopped for some ATM or POS model or some software version. Moreover, in the middle of a project the prescribed or implemented solution may get obsolete in reference with world standard.

Management Perception

In compliance with the nature of Business, the company has been and is always in pursuit to cope with new technology and product. As such, the company has variances in product offering to the Banks for ATMs and POS, which has different modalities and functions that automatically obsoletes the previous brand. The Payment Industry deals with new and varied platforms with strict compliance regulations both from local regulatory bodies as well as of foreign patrons and vendors. For any new product or software version release, vendors provide prior notice and the company can take necessary measure in such cases.

g. Change in potential or existing Government regulations:

The Company operates under Companies Act 1994, Customs Act 1969, and Labor Law 2006, Income Tax Ordinance 1984, Income Tax Rules 1984, Value Added Tax (VAT) Rules 1991 and other related regulations. Any abrupt changes of the policies made by the regulatory authorities may adversely affect the business of the company.

Management perception

ITCL is currently working in a favorable condition as Bangladesh Government is continuously pushing towards modernization across all industries. Bangladesh Bank is also supportive towards the new initiatives. National Payment Switch (NPS) is a mentionable step that has recently been incorporated and the project is going on.

According to Income Tax Ordinance 1984, The sixth schedule – PART - A under section 33, income derived from IT Support and Software Maintenance Business is exempted from tax payable till June 30, 2016. As it is an emerging sector, it is highly expected that the Government will not frustrate the growth of the industry with adverse policy measures.

h. Potential changes in the global or national policies

ITCL operates as a support of financial sector of the country, which is influenced by global and national policies and regulations.

Management perception:

Historically ITCL has always complied with all regulatory issues before launching new products in the market. To note, any change in policy will affect all players in the sector, not exclusively ITCL. So management remains ready to adopt the policy related changes of the nation as well as the global environment.

i. History of non operation

History of non-operation raises a doubt over the management and its capacity to run the continuous business in the near future.

Management perception

The company does not have any history of non-operation. Therefore, no risk has arisen in this respect.

j. Operational risk:

Operational Risks are critical in any service-oriented industry and ITCL is not an exception. The operation of ITCL may be affected due to Non-availability of materials, equipments and services. On the other hand, the equipments may face operational and mechanical failures due to natural disasters, terrorist attacks, unforeseen events, lack of supervision and negligence, leading to severe accidents and losses. In addition, Power failure, Connectivity failure, Virus attack, software bugs and hacking may interrupt operation.

Management perception

Acting as a standby solution provider of the Banking Industry, ITCL is involved in processing banking transactions, deal with the disputes, and solve their contingent problems. Thereby, ITCL maintains excess spare parts and excess connectivity to provide high level of technical backend support and to ensure 99.99% uptime. ITCL has a separate substation of 750 KVA, stand-alone and separate online UPS of total 28 KVA and 3 (three) Generators of 333 KVA each to ensure continuous power supply. To make sure security of the system, ITCL operates with Linux System and has virtual private network line to protect against hacking. The company has a business strategy to prevent bugs in softwares by successful test runs. Overall, the company is under technology security compliance by Trustwave against Payment Card Industry Data Security Standard v2.0 (PCI DSS).

k. Management risk:

ITCL belongs to a technology driven industry where the company requires an intellectual know – how management to ensure company's regular operations and future expansion. Any shortcomings in retaining its existing intellectual knowledge base may hamper the continuous upgradation and management of its intellectual property. Moreover, migration of technical know – how professionals in abroad may create scarcity of resources for the company.

Management perception

ITCL has a professional management in place, which is well equipped with the best resources in the market. The company is run by professionally qualified management body, a pool of dynamic talents under the supervision of a very active Board. ITCL ensures its employees growth opportunities through providing competitive remuneration packages, effective local and abroad trainings and building the sense of ownership in the company. ITCL has awarded its shares to its employees; this has established both moral and professional ground for participatory management and ownership. Consequently, the company has been able to retain mid and senior level management professionals for a long time. Due to presence of a competent Board, succession related risk is very limited in ITCL.

l. Risk related to dependence on intangible assets

ITCL is mainly based on intangible asset such as, switching software, ATM Software, POS Software, other softwares and software development. As per audited financials for the year ended June 2014, the company has intangible assets amounting BDT 558,043,068 out of its total non-current asset amounting BDT 861,927,164. Moreover, the company has no land and building of its own.

It is also notable that most of the tangible assets are very movable in nature for example ATM Machinery, Card Printer, computer components etc.

Management Perception

Being a technology driven service provider, ITCL invested in its software procurement and its continuous development. ITCL's prime brand, Q-Cash, the first ever local payment consortium is well protected through trademark and associated banks' products. Moreover, the company is not dependent on single resource for any project or technology whereas skilled resources have some commitment as per company policy. In addition, company arranges regular training for all technical resources to avoid single man dependency. Furthermore, new development is part of this kind of business, which has been done continuously by Research & Development team.

m. Risk related with High Capital Base Company

During last five years, the share capital of the company increased from BDT 529.20 million to BDT 750.00 million. As ITCL is required to invest highly in infrastructure set up for software development, any shortcoming in revenue generation may lead to lower profit and lower return on investment.

Management Perception

ITCL has huge investment in software development for providing uninterrupted services to its valued clients. As cost of borrowing in local money market is high, the company opted for equity investment in development phases since inception. During this development phase, the company had slight upward trend in revenue, although there was volatility in its profit margin. In the year ended on June 30, 2014, the company has generated revenue amounting BDT 670.70 million securing 54% growth in revenue and 195% growth in net profit after tax. In addition, return on equity and return on assets have improved. Due to increased profit, the company has retained earnings amounting BDT 47.78 million in that particular year. The management of the company expects to uphold its revenue trend and provide return to its investors.

n. Risk associate with the subsidiary BEPS running with continuous losses

BEPS is running with continuous Losses over the years, which is a significant risk towards the profitability of the Holding Company ITCL. It also has impact of deteriorated EPS and financial ratios.

Management Perception

In the acquisition period, with a view to strengthen the activities of ITCL, the Board of Directors of the Company has agreed to acquire BEPS as per Board meeting held on 27.06.2009. In this regard BSEC in its letter- SEC/CI/CPLC-229/2010/494, dated- May 25, 2010 has given its consent to raise capital through acquisition. To be able to offer manifold services jointly to the member banks as well as establish ITCL's broader Q-Cash Shared ATM network in Bangladesh, it was expected that the acquisition would help the Company to become sound both financially and technologically. The Management of ITCL had realized that the Company might generate more business by utilizing their own existing resources.

After migration, the revenue of BEPS has been reduced on its transaction processing arena. It is mentionable that both ITCL & BEPS belong to similar nature of business in the Banking sector of Bangladesh. Considering the above, most of the BEPS' members Banks have migrated from BEPS host to ITCL's host within the year 2013 to 2014. Since the acquisition period, BEPS has generated a sum of net profit amounting to Tk.15,487,790/-, which has reflected to ITCL's profitability position.

However, as BEPS is operating under Loss, the holding Company is carrying BEPS losses in its financial statement resulting a risk factor is involved to the shareholders of the ITCL.

Under the circumstances, the Board of Directors of BEPS vides their Board meetings as on 23.5.2015 has decided to voluntary winding up as per the Company Act, 1994, under section-286(Kha). The matter has already been notified in the daily Bhorer Shomoy and the Daily Aajker probhat; dated -21 May, 2015.

The time & mode of acquisition of BEPS and NAV and EPS of both companies at the time of acquisition:

Time of Acquisition of BEPS	27.06.2009
Mode of Acquisition of BEPS	In exchange of BEPS share 1:1
NAV of BEPS at the acquisition period	11.54*
NAV of ITCL at the acquisition period	13.31
EPS of BEPS at the acquisition period	2.79*
EPS of ITCL at the acquisition period	1.3

**for the convenience of presentation, face value of BEPS has been considered BDT 10 instead of BDT 100*

o. Risk factor related to low profit generating company

ITCL generated consolidated net profit after tax amounting BDT 77,720,893 in the year ended June 2014. The diluted EPS of ITCL in the last 5 years stood BDT 0.80, BDT 0.58, BDT 0.55, BDT 0.36 and BDT 1.04 in the year ended June 2010, 2011, 2012, 2013 and 2014 respectively. The low profit base of ITCL may cause lower return on investment for the shareholders.

Management Perception

Revenue of ITCL increased gradually over the last five years of operation from BDT 350.77 million in 2010 to BDT 670.71 million in the year 2014. Net profit margin of ITCL was stable ranging between 9% - 12% in the last four years of operation except in the year ended on 2013. As ITCL is a technology driven company, it has huge equity investment in its business development phase, which caused higher profit but lower EPS. EPS of ITCL in the last 5 years decreased except in the year ended June 2014. The consolidated net profit of ITCL in the year ended June 2014 booked a growth of 195% from the year ended on June 2013. As the business of the company is flourishing due to introduction of multi dimensional payment mechanism, it is expected that ITCL will have higher profit and consistent EPS in the coming years and can provide competitive return on investment for its shareholders.

p. Risk related to Card fee receivables amounting BDT 6,125,350 with AB Bank Limited since 2010

ITCL has a Card fee receivable amounting BDT 6,125,250 with AB Bank Limited since the December 31, 2010. The company did not create any bad debt provision regarding this. If ITCL cannot realize this receivable, it would be charged as expense and will affect EPS of the company.

Management Perception

The said transaction was executed under valid work order from AB Bank Limited. In this connection, the matter can be resolved through legal proceedings. But considering future business prospects, the management of ITCL earnestly wants to settle the issue amicably rather than proceeding legally. A letter was issued dated December 3, 2014 and on August 19, 2015 to AB Bank Limited in this respect. It should be mentioned here that communication in this regard is still going on and AB Bank Limited did not deny ITCL's claim.

q. Risk related to Investment in 2,000 Merchant POS Deployment and Software license for Union Pay International

ITCL has planned to invest to deploy 2,000 Merchant POS through IPO proceed. However, 2,000 locations are not finalized yet. In this connection, if the company fails to deploy 2,000 merchant POS, inventory for POS may increase. In addition, the company plans to invest to procure software license to set up Union Pay International (UPI) issuing and acquiring (EMV and mag-stripe). Q-Cash member banks may not be interested to issue UPI branded cards. Moreover, they might become reluctant to acquire UPI branded cards in their ATM & POS terminals. In such case, company will not get expected revenue from switching software enhancement.

Management Perception

ITCL plans to deploy 2,000 Merchant POS to different merchant locations in metropolitan cities and some potential merchants in urban areas. The company has already made a list of potential merchants in this regard but yet to enter into agreements. The company has long experience to support different banks' merchants as a POS supplier and after sales maintenance provider to the banks. In the year 2013 – 2014, ITCL sold 1,635 POS among which 1,295 Merchant POS were deployed by The City Bank Limited and Trust Bank Limited. Hence, the company has good relations with many merchants and it can expand its merchant POS network easily. Nevertheless, there is demand of merchant POS since only few ten of thousands POS are available in the industry.

UPI is the second largest international payment card after VISA and popular in China, Singapore, Thailand and other Asian countries. Nowadays lots of Visitors are coming in Bangladesh who is using UPI cards. Q-Cash network ATM & POS will be able to acquire these cards' transactions and Transaction processing revenue shall be generated from such transactions. Moreover, one of Q-Cash member bank, Trust Bank limited has planned to issue UPI branded cards after implementation of new module, TranzWare switching system enhancement by ITCL. Besides, ITCL is going to establish own merchant POS network those shall accept UPI branded cards. Since nominal banks' ATM and POS terminal accept UPI branded cards in Bangladesh, Q cash member banks will be contented to acquire UPI branded cards in their ATMs and POS terminals as Banks will also get a commission from UPI card transactions.

r. Risk related to subsidiary's Host processing recivables

Bangladesh Electronic Payment Systems Limited, subsidiary of ITCL has Card host processing fee receivable amounting BDT 13,491,613 but no Card Host processing fee revenue has incurred in the year 2013 – 2014. As member banks of BEPS have migrated from BEPS host to ITCL host, there is risk in collection of Card host processing fee receivable. If the receivables cannot be realized, it will be charged as expense and will affect EPS of the company.

Management Perception

Revenue from Card host processing fee was BDT 9,192,570 in the year ended on 2012 – 2013 before the member banks migrated from BEPS Host to ITCL's Host. The migration process has completed in the year 2013-2014. Therefore, no revenue against card host processing fees was generated by BEPS and BDT 263,931 has been collected during the year 2013-14. Letters have been issued dated August 19, 2015 to the respective banks in this regard. The collection of this receivables is in process.

ISSUE SIZE AND PURPOSE OF THE PUBLIC OFFERING

Section: IV

FINANCIAL STRUCTURE OF THE COMPANY

Particulars	No. of Shares	Amount (BDT)
Authorized Capital as per audited accounts (as on June 30, 2014)	200,000,000	2,000,000,000.00
Pre-IPO Paid-up Capital as per audited accounts (as on June 30, 2014)	75,000,000	750,000,000.00
Capital to be issued through IPO	12,000,000	120,000,000.00
Post-IPO Paid-up Capital	87,000,000	870,000,000.00

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

Particulars of allotment	Date of Allotment	Number of shares issued		Amount of share capital (Taka)
		Consideration in Cash	Consideration other than Cash	
First (Subscription to the Memorandum & Articles of Association at the time of incorporation)	23.08.2000	20,000	----	200,000
Second Allotment	05.07.2003	980,000	----	9,800,000
Third Allotment	10.02.2004	654,340	----	6,543,400
Fourth Allotment	29.02.2004	7,000,000	----	70,000,000
Fifth Allotment	05.04.2004	10,289,280	----	102,892,800
Sixth Allotment	07.09.2004	1,650,000	----	16,500,000
Seventh Allotment	20.01.2008	7,261,480	----	72,614,800
Eighth Allotment	15.04.2008	500,000	----	5,000,000
Ninth Allotment	22.11.2009	21,000,000	----	210,000,000
Tenth Allotment	29.05.2010	----	3,565,000	35,650,000
Eleventh Allotment	16.08.2010	4,000,000	150,000	41,500,000
Twelfth Allotment	04.12.2011	1,79,29,900	----	179,299,000
Total		7,12,85,000	37,15,000	750,000,000

USE OF IPO PROCEEDS

Information Technology Consultants Limited will raise the capital through Initial Public Offering (IPO) in order to meet increasing need for fund for the purpose of expansion and repayment of bank loan. Increase in turnover and saving in financial cost will lead to higher profitability. The Company will utilize the total proceeds of BDT 120,000,000 as per following schedule:

Particulars	Amount in BDT
Expansion of Business ¹ :	69,538,250
Term Loan Adjustment (From term Loan amounting BDT 70,805,830 with Trust Bank Limited)	40,000,000
IPO Expenses	10,461,750
Total	120,000,000

¹**Expansion of Business:** Information Technology Consultants Limited is continuously expanding its business by availing new opportunities of technology and intellect focusing on downstream operations in the Banking sector as well as Govt. sector like Bangladesh Post Office, NBR, Bangladesh bank (NPS Project) and as a certified Payment System Operator first time in Bangladesh under the legal authority of Bangladesh Bank. The Company intends to raise the fund to undertake a number of potential projects. **The expansion of business will require an investment of BDT 74,055,420 from which BDT 69,538,250 will be financed through IPO fund.**

Particulars	Name of Machine/ Software	Quantity	Country of Origin	Per Unit Cost in BDT	Total Cost in BDT	Probable Supplier*	Other Specification (If any)
a) Switching Software Enhancement	TranzWare	1 set	Russia	7,692,420**	7,692,420	Compass Plus (Great Britain) Address: Cumberland house, 35 Park Row, Nottingham, NG1 6EE, UK	n/a
b) 1.00 million Plastic Cards (Prepaid, Debit, Postal Cash Card)	N/A	1,000,000	China	25.5	25,500,000	Plastic Card ID Ltd. Address: 2/C Purana Paltan, Shawon Tower, Level – 9, Suite B1, Dhaka – 1000	n/a
c) Merchant POS Deployment	SAND PS420	2000	China	20,431.5**	40,863,000	Payment InfraFund Pte. Ltd Address: 29, Tanah Merah Kechil Avenue, D'Manor, Singapore 465642	n/a
Total					74,055,420		

*At the time of procurement supplier may change and price may fluctuate; however specifications will be same

** FOB Value in BDT arrived considering exchange rate BDT 79.50/USD

Sd/-

Kazi Saifuddin Munir, Ph.D
Managing Director & CEO
Information Technology Consultants Limited

Sd/-

Shyamal Kanti Karmakar
Chief Financial Officer
Information Technology Consultants Limited

IMPLEMENTATION SCHEDULE

Implementation Schedule - Month wise												
After Receiving IPO Fund	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12
Switching Software Enhancement												
Agreement Signing with Vendor												
L/C Opening												
Product License Delivery & Payment Settlement												
1.00 million Plastic Cards & PIN Mailer Procurement												
Work Order given to the Vendor												
Cards & PIN Mailer Delivery & Payment-Phase 1 (300,000)												
Cards & PIN Mailer Delivery & Payment -Phase 2 (300,00)												
Cards & PIN Mailer Delivery & Payment -Phase 3 (400,000)												
Merchant POS Deployment												
Work Order given to the Vendor												
L/C Opening												
POS Delivery in ITC Premises & Payment Settlement												
Merchant POS Deployment												
Term Loan Adjustment												

1. Switching Software Enhancement

Technical Specification

ITCL will procure a set of software product licenses by Compass Plus, required to set up Union Pay International issuing and acquiring (EMV and mag-stripe), node (1), interface to WAY4 processing system and additional extension of TranzWare Online client dongle keys (10).

Price

Particulars	Price in Quotation	Price in BDT
One Time License Payment	USD 82,000	6,519,000
Support Payments (for 1 year)	USD 14,760	1,173,420
Total	USD 96,760	7,692,420

2. Plastic Cards

ITC will procure 1.0 million Q-Cash plastic cards for bulk issuance through Q-Cash member banks and Bangladesh Post Office.

Card Specifications:

- Card Material : Laminated PVC with glossy/matte finishing.
- Size : ISO Standard (CR80)
- Card dimension : 85.725mm x 53.975mm x 0.76mm
- Magnetic Strip : ISO Standard Hi-Co 2750 Oe-3Tracks will be applied on the card reverse.
- Signature Panel : Signature Panel will be applied on card reverse
- Design : As per approved design.
- Color : As per artwork.
- Manufacturer : CHINA

PIN Mailer Specifications:

- 3-Ply Self Carbon Paper with sprocket margin
- Size : 6.5"x3.7"
- Thickness: 1st & 2nd Ply 55gsm, 3rd ply 80gsm
- Perforated & Fanfold continuous form.
- Printing as per approved design.

Price:

Sl.	Card Type	Quantity in Pcs.	Unit Price	Total Cost
1.	Proprietary ATM Card	1,000,000	20.00	20,000,000
2.	PIN Mailer	1,000,000	5.50	5,500,000
Total				25,500,000

3. Merchant POS Deployment

Technical Specification and Price:

Description	Qty	Unit Price	Total Price in USD	Total Price in BDT
Model: PS420 Processor: 32 bits 532MHz RISC ARM 9 Core Display: 3.5 Inch TFT touch screen, Resolution: 320x240, LED backlight Contactless Card Reader: DB31/239.2-2000 OR ISO 14443A/B/NFC Card Reader: GB/T 16649 ISO 7816, EMV 2000, Track 1/2/3 Memory: DDR2 SDRAM 128MB, NAND FLASH: 256 MB. With SD Memory Slot (Expandable up to 16 GB) Scanner: Bar Code Scanner, (Optional: Two dimension code (QR) reader) Keypad: 10 Numeric and Letter Key, 9 Function (led black light), 00 key and camera key Camera: 200M pixel camera, LED flash light, supports short video hooting Bio-metric Scanner: Biometric Finger Vain Scanner Encryption: EMV L1/L2, PCI-PED Printer: High speed silence thermal printer, speed: 58mm/s, paper width 58mm OD40mm Weight: 300 – 600 g Communication & Ports: GSM/GPRS/EDGE/CDMA/3G Modem, 1 SIM/USIM slot, WiFi 802.11 b/g, GPS, USB, Serial Port	2,000	USD 257	5,14,000	40,863,000
Total			514,000	40,863,000

TERMS OF CONTRACT

As per rule 8B-4(C) of Securities and Exchange Commission (Public Issue) Rules, 2006 there is no contract covering any of the activities of the Issuer Company for which the proceeds of sale of securities from IPO is to be used.

Sd/-

Kazi Saifuddin Munir, Ph.D
 Managing Director & CEO
 Information Technology Consultants Limited

Sd/-

Shyamal Kanti Karmakar
 Chief Financial Officer
 Information Technology Consultants Limited

INFORMATION ABOUT THE COMPANY

Section: V

COMPANY PROFILE

Information Technology Consultants Limited (hereinafter referred to as “The Company”, “ITCL”, “IT Consultants Limited”) was incorporated in Bangladesh as a private limited company on August 23, 2000 under the Companies Act 1994. ITCL was converted to a Public Limited Company on March 16, 2008. The registered office of the Company is located at Evergreen Plaza (3rd & 4th Floor), 260/B Tejgaon I/A, Dhaka - 1208, Bangladesh. ITCL started its commercial operation on August 23, 2000.

Established in 2000, Information Technology Consultants Limited (ITCL) is the local leader in the rapidly evolving arena of Electronic Payment & Transaction System. ITCL provides Transaction Processing Services to major Banks, Financial Institutions, Government organizations and retailers with an advanced infrastructure. It operates one of the largest Banks driven independent Q -Cash Shared ATM network in Bangladesh.

ITCL always thrives and innovates new ideas to build a growing electronic transaction processing capacity in Bangladesh. Presently the company provides credit and debit card processing services, Q-cash ATM & POS sharing to more than 35 Banks in the region, ATM sales & support, POS sales & support, KIOSK-Deposit machine sales & support, SMS Solution, Biometric Solution, Remittance management services, MFS (Mobile Financial Services), Online Tax Payment Solution, Post Office Automation and introduction of Postal Cash Card, E-Commerce solution, and manages the most extensive shared ATM networks. Moreover, ITCL has arranged Network sharing facility with Dutch-Bangla Bank Limited Network (Nexus) & OMNIBUS Network (Brac Bank).

NATURE OF BUSINESS

The business of the company interalia includes online Switching Solution, Software Development and Service Provider of Q-Cash member banks shared ATM network.

ITCL has a Subsidiary, Bangladesh Electronic Payment Systems Limited (BEPS) which provides a suite of complete turnkey card management solutions to banks and other financial institutions in Bangladesh and is specialization in implementing global branded (VISA, Master Card, JCB, Diners) Debit Card and ATM card management systems “CARDPRO V5”.

Information Technology Consultants Ltd. is committed to be the leader as Smart Card Solutions Provider in the Banking sector as well as the Automated Transaction processing Industry in Bangladesh.

Company at a glance	
Company Name	Information Technology Consultants Ltd
Type of Business	Automated Transaction Processing solution provider under Q-Cash shared ATM Network, Online-switching solution, Electronic Payment system Operator.
Legal Status	Public Limited Company by shares
Year of Establishment	August 23, 2000
Banker	Trust Bank Limited
Total Manpower	235
Turnover as on June 30, 2014	BDT 670,707,822/-

PRINCIPLE PRODUCTS AND SERVICES

Q-Cash Transaction Processing and Service & Maintenance Products:	Sales Products
Ø ATM Transaction Processing	Ø ATM
Ø POS Transaction Processing	Ø POS Terminal
Ø Merchant Transaction Processing	Ø Kiosk
Ø Remittance Processing	Ø Bio Metric ATM Software solution
Ø Debit & Credit Card Personalization & Management	Ø Switching Software Solution
Ø Transaction Switching solution with automated settlement and reconciliation (Real time)	
Ø Third party VISA Membership support	
Ø SMS Solution	
Ø Internet Banking Solution	
Ø Intefacing/Integration and development of switching solutions/middleware	
Ø E-Commerce Solution	
Ø Mobile Financial Services	
Ø Mobile Wallet Management tagged with/without Card (Digital Money)	
Ø Agent Banking solution with management	
Ø Online Tax Payment solution with development	
Ø Portal Management	
Ø Vendor Management & Support for Ecommerce	
Ø Organizational 360 Degree automation	
Ø Software Development catered towards Banking requirements; i.e. for ATM, KIOSKS ,POS etc (R & D)	
Ø PCIDSS (Payment Card Industry Data Security System) certification (newly introduced)	

ATM Sales & Support:

ITCL is the authorized Local Representative and Certified Service Partner of Wincor Nixdorf in Bangladesh. Wincor Nixdorf ATMs are popular for their reliability, robustness, parts availability, innovative design, functional excellence and compatibility with all modern technologies. All Wincor Nixdorf ATMs are manufactured in Germany and are fully EMV Compliant.

POS terminals Sales & Support:

ITCL provides and supplies the state-of-the-art VeriFone and Sand POS terminals with local technical (Hardware and Software) support for optimum POS performance of ITCL. A country-wide network (with ITCL provided by SAND POS) has been established for this purpose with the collaboration of NCC Bank Limited and TMSS - a NGO. Through these POS, which are used for multiple tasks, be it for a Bank itself, or for a vendor, or for any other institution, with ITCL's POS the following tasks can be completed:

- P2P Transfer (Person to Person)
- Fund Transfer
- Cash Advance
- Cash Deposit
- P2P Card Transfer
- Balance Enquiry
- PIN Change
- VOID
- Settlement
- Log ON

KIOSK-Deposit machines Sales & Support:

These machines facilitate the Banks to provide following services to its valued clientele:

- Cash Deposit
- Cheque Deposit
- Account Debit Instruction
- Utility Bill (Electricity, Water, Gas, Phone, Mobile Phone etc.) Payments through Cash, Cheque, Account Debit Instructions and Card
- School Fees Payment and other institutional payments
- Cheque Book Request
- Bank Statement Request
- Internet Banking
- Supports Inter & Intra-bank Fund Transfer

Debit/Credit/Prepaid Card Personalization & Management

ITCL provides Card Personalization support services to Q-cash Member banks, which is Payment Card Industry Data Security Standard (PCI DSS) Certified under the rules and regulations of VISA International. Debit/Credit/Prepaid card printing and personalization services are being delivered for Q-cash member Banks; hence this saves member Banks a huge investment on Card Personalization as they do not need to buy separate card printers for Indenting (Debit Card), Embossing (Credit Card), etc. Also the Bank saves on Card Printer maintenance, ribbons/consumables, repairs and miscellaneous costs.

Online Payment Gateway

ITCL's own branded Q-Cash Payment gateway is one of the largest payment gateway in Bangladesh and is capable to process any brand (certified) cards and thus facilitating local and international card users to use one of the premium payment gateway in Bangladesh for each and every online transactions.

Remittance Distribution Solution

ITCL provides service to banks in managing their local and foreign currency remittances as an intra-bank and inter-bank solution, which is electronic, accurate, fast and without any reconciliation problems. These transactions can be performed throughout the country network. Remittance Distribution Solution can be implemented in both online and offline Banks, creating an enormous opportunity for offline Banks.

SMS Solution

ITCL offers SMS Banking facility to facilitate Cardholders' Push Pull service for their transaction information. With this service, customers are able to retrieve their balance amount, receive notification on cash withdrawal and deposit or choose any combination of services. The solution has an open architecture that makes it highly scalable. Technically, there is no limit to the number of users the solution can support.

Biometric ATM Solution

ITCL for the first time developed Biometric ATM solution in Bangladesh and this solution has been implemented in Cambodia with Wincor-Nixdorf ATMs for the FTB Banks in collaboration with First Cambodia Co., Ltd.

E-Commerce Solution

ITCL successfully established, tested and launched the secured Q-cash Payment Gateway (Q-cash PG) to facilitate valued cardholder's of buying goods and services and transfer of funds through on-line electronic payments. It performs authentication of electronic transactions in compliance with 3-D Secure Code standards and allows customer identification from an issuer as well as acquirer's side. Our Q-cash PG has additional security features including various access certificates, digital signature verification, as well as support of DPA/CAP (Dynamic PassCode Authentication / Chip Authentication Programme). This solution has been designed to be apt for issuers and acquirers.

Agent Banking Solution

As per Bangladesh Bank's vision and willingness, Agent Banking is taking place in many forms for facilitating especially the unbank people in low cost but in effective manner. ICTL being in the forefront for such products have introduced unique and one of a kind Agent Banking Solution to the banks as well as to their agents. Agent Banking Solution developed and implemented by ITCL is now running in 34 districts by First Security Islami Bank Ltd.

Online Passport Fees Collection

For the first time in Bangladesh, Q-Cash payment gateway has been integrated with Standard Chartered Bank, One Bank and other banks to collect online passport fees.

Online TAX Payment

The National Board of Revenue (NBR) in collaboration with the World Bank are jointly introducing an e-payment system through Sonali Bank with an objective of reducing taxpayers' hassles by automating the payment of taxes, VAT & other regulatory taxes. After the introduction of the e-payment method, people will be able to pay taxes online, or through the ATM booth by Debit or Credit cards from anywhere in the Country through Qcash.

Mobile Financial Services (Digital Money/Wallet)

A Digital Wallet/Money is an Electronic virtual Prepaid Card with M-Banking Facilities that utilizes ATM and all kinds of electronic Communication Technologies including mobile phone. In addition, Electronic Prepaid Card would be used to deposit or draw cash directly from the ATM and other delivery channels. Digital wallet / money enable subscribers to quickly, easily, and securely transfer balances to other subscribers via mobile phones. Transfers are carried out electronically, requiring no intermediary. Any mobile subscriber can avail the mobile money services.

EMV Compliance

ITCL coherence with the world standard and in accordance with govt. rule of Bangladesh has supplied and re-patronizing its entire devices EMV (European, Master, VISA) standard, which is a mandatory now. In alignment with it, ITCL is also in process of providing training and support to all the banks; that are going through this changing phase.

PCIDSS Compliance

The Payment Card Industry Data Security Standard (PCI DSS) is a proprietary information security standard for organizations that handle cardholder information for the major debit, credit, prepaid, e-purse, ATM, and POS cards. ITCL is the first and only organization, which has been certified as PCI DSS compliant.

Market for the products

IT Consultants Ltd has been in forefront for tapping the relatively virgin market in Bangladesh primarily targeting the Banks and Financial Institutions. Over the last decade and so, the need of the terminals, i.e. ATM, KISOK, POS and other related payment solutions have seen a different edge and all these with unique features like MFS, E-Commerce now tagged with these terminals are served to different organizations as well other than financial institutions. Post Offices, Government offices are now clientele of ITCL. Considering this the target literate group of urban people is no more a clientele base rather an addition to the current local city people, rural people are now also a target group of the banks and ITCL as well.

However, not only local market and partners, ITCL has also provided Biometric Solution to Cambodia and ITCL is the only representative of Compass Plus in Asia region.

Q-Cash Member Banks

#	Name of the Members Banks	#	Name of the Members Banks
01	Agrani Bank Limited	27	South Bangla Agriculture and Commerce Bank Ltd.
02	Bangladesh Commerce Bank Limited	28	Southeast Bank Limited
03	Bangladesh Krishi Bank Ltd	29	Standard Bank Limited
04	Bank Asia Limited	30	The City Bank Limited
05	BASIC Bank Limited	31	Trust Bank Limited
06	Eastern Bank Limited	32	Union Bank Limited
07	EXIM Bank Limited	33	Uttara Bank Limited
08	First Security Islami Bank Limited		
09	ICB Islamic Bank Limited	#	Others Financial Institutions
10	IFIC Bank Limited	01	Lanka Bangla Finance Limited
11	Jamuna Bank Limited	#	Government Entities
12	Janata Bank Limited	01	Bangladesh Bank for NPSB
13	Meghna Bank Limited	02	Bangladesh Post Office
14	Mercantile Bank Limited	03	Bangladesh National Board of Revenue
15	Midland Bank Limited	04	Dhaka Metropolitan Police
16	Modhumati Bank Limited	#	Non Member Banks
17	National Bank Limited	01	Standard Chartered Bank Limited
18	NCC Bank Limited	02	Dutch Bangla Bank Limited
19	NRB Bank Limited	03	BRAC Bank Limited
20	NRB Commercial Bank Limited	04	Islami Bank Bangladesh Limited
21	NRB Global Bank Limited	05	United Commercial Bank Limited
22	One Bank Limited	06	Commercial Bank of Ceylon
23	Pubali Bank Limited	07	Prime Bank Limited
24	Shahjalal Bank Limited	08	Mutual Trust Bank Limited
25	Social Islami Bank Limited	09	Dhaka Bank Limited
26	Sonali Bank Limited	10	Premier Bank Limited

Awards & Accreditations:

- Member of Bangladesh Computer Council
- Member of BASIS
- Member of DCCI (Dhaka Chamber of Commerce)
- Member of German-Bangladesh Chamber of Commerce
- Distribution Authorization by Compass Plus, Russia
- Certified local agent of Wincor-Nixdorf, Germany
- ITCL is the Payment System Operator (PSO) license holder in Bangladesh under supervision of Bangladesh Bank

PRODUCT/SERVICES THAT ACCOUNTS FOR MORE THAN 10% OF THE COMPANY'S TOTAL REVENUE
(As per Audited Accounts)

Product/Service	During the year ended on June 30, 2014		During the year ended on June 30, 2013	
	Total Turnover (BDT)	Value Contribution Percentage (%)	Total Turnover (BDT)	Value Contribution Percentage (%)
Q-Cash transaction Processing Fee (Software Service)	138,310,159	21%	144,940,297	33%
Service & Maintenance Fees	82,486,279	12%	51,610,603	12%
Sales Revenue	449,911,384	67%	238,400,830	55%
Total Turnover	670,707,822	100.00%	434,951,730	100.00%

ASSOCIATES, SUBSIDIARY/RELATED HOLDING COMPANY AND THEIR CORE AREAS OF BUSINESS

At present, Information Technology Consultants Limited does not have any associates / related holding company except Bangladesh Electronic Payment Systems Limited (BEPS) as its Subsidiary Company.

Bangladesh Electronic Payment Systems Limited (BEPS) was incorporated, as a private limited company on December 08, 2003 vide Registration No. C-51222 (1517)/2003. Authorized capital is Tk. 250 million divided into 2.50 million ordinary shares of Tk. 100/- each. The paid up capital of the company as on June 30, 2014 is Tk. 40,000,000/- divided into 400,000 ordinary shares of Tk. 100/- each fully paid. The company has become the subsidiary Company of Information Technology Consultants Limited in exchange of 92.875% of its shares. Information Technology Consultants Limited is holding 371,500 Ordinary Shares of Bangladesh Electronic Payment Systems Limited (BEPS).

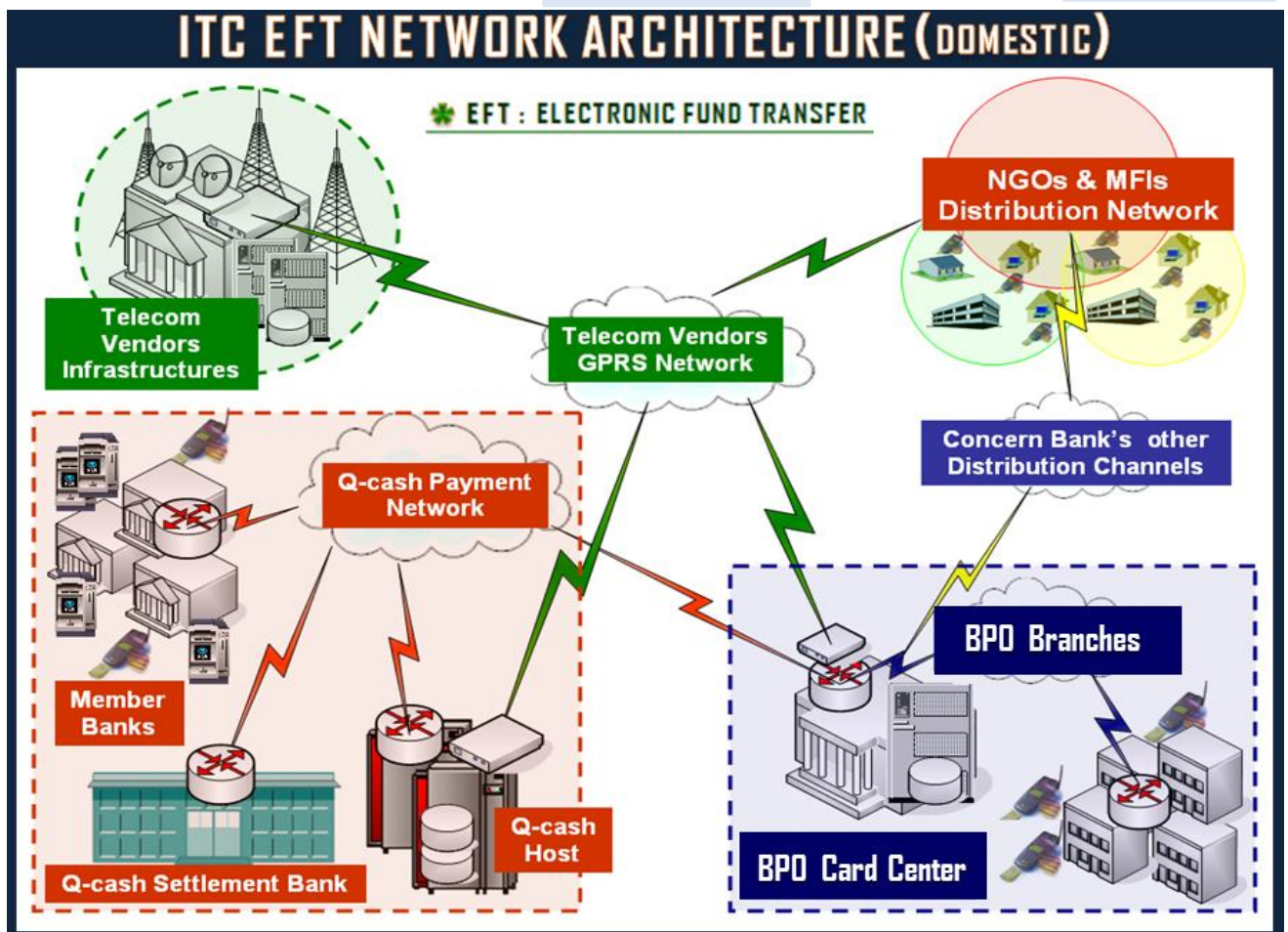
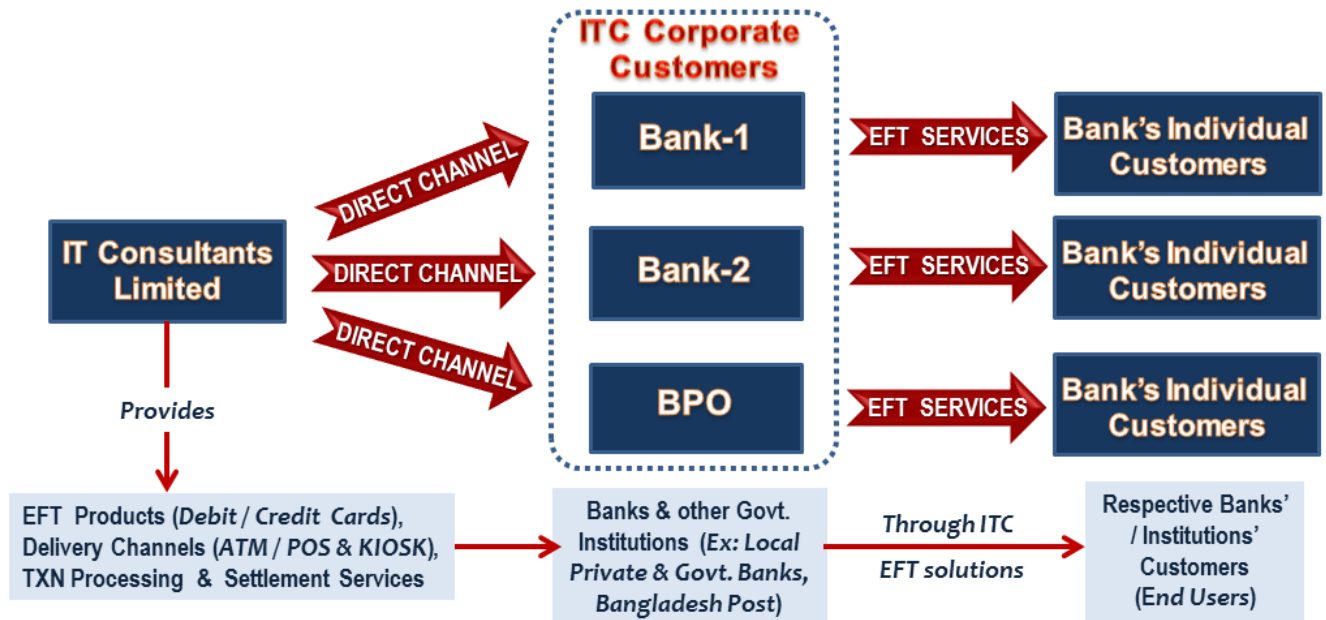
The management of both the Company has jointly agreed upon acquisition of BEPS by ITCL by virtue of their Board meeting held on 27.05.2009 (ITCL) & 27.06.2009 (BEPS). In these consequences, ITCL has acquired 92.875% of BEPS shares in consideration of ITCL's shares at par. In line with this, ITCL obtained consent from the commission vide letter-SEC/CI/CPLC-229/2010/494, dated-May25,2010 for raising ITCL Paid UP capital from Tk.49,35,51,000/- to Tk.52,92,01,000/-.

It may be mentioning here that to be able to offer manifold services jointly to the member banks as well as establish ITCL's broader Q-Cash Shared ATM network in Bangladesh, it was expected that the acquisition would help the Company to become sound both financially and technologically. The Management of ITCL had realized that the Company might generate more business by utilizing their own existing resources.

DISTRIBUTION OF PRODUCTS/SERVICES:

Information Technology Consultants limited imports hardware and software from various world-class vendors across the globe and distributes to the local banks, financial institutions, multinational companies and Government organizations.

Distribution flow chart of Product & Services:



COMPETITIVE CONDITIONS IN THE BUSINESS

Major competitors / key players in the Market:

Service Name	Competitors Name
Debit/Credit/Prepaid Card Personalization & Management	N/A
ATM Sales	aamra technologies Limited
	LEADS Corporation Limited
	International Acumen Ltd.
	dataedge limited
	Technomedia Ltd
	ADN Technologies Ltd
Switching Solution	aamra technologies Limited
	LEADS Corporation Limited
	International Acumen Ltd.
	dataedge limited
	Flora Telecom
	Data Soft
POS Terminals	aamra Technologies Limited
	International Acumen Ltd.
	dataedge Limited
KIOSK-Deposit Machines	ADN Technologies Ltd
	Zara Zaman Limited
	Zanala Bangladesh Limited
	Net World
Remittance Distribution Solution	dataedge Limited
Transaction Switching	N/A
SMS Solution	N/A
Biometric ATM Solution	N/A

Note: ITCL provides all type of services related to Electronic Transaction Payment Industry resulting in being one of the single largest Electronic transaction Processing house in the industry.

SOURCES AND AVAILABILITY OF RAW MATERIALS AND PRINCIPAL SUPPLIERS

ITCL represents some of the most reputed vendors of the world in Bangladesh for EMV and electronic payment systems and solutions for the different organizations, especially for the Financial Organizations. All of these vendors are service and technical partners for ITCL. The reputed service and technology partners of ITCL are:

SL.	Name of Suppliers	Country of Oringin	Type of Service procured
1	Wincor-Nixdorf International GmbH	Germany	ATMs
2	Compass Plus (Great Britain) Limited	Russia	Soft Switch & Banking software solutions
3	NERA Telecommunications Limited	Singapore	POS and its applications
4	Shanghai Sand Information Technology Systems Co. Ltd.	China	POS and its applications
5	Plastic ID Limited	India	EMV & Fund Transfer

SOURCES OF AND REQUIREMENT FOR POWER, GAS AND WATER OR ANY OTHER UTILITIES

Particulars	Sources & Requirement
POWER	ITCL has a separate Substation of its own where the load has been sanctioned of 750 KVA, where the actual load management stands upto 1200 KVA. We have a separate online UPS of 120 KVA which is expandable upto 200 KVA. Other than this we have stand alone and parallel online UPS of about 20 KVA and 8 KVA respectively. We also have state of the art generators (03), capable of producing power of 333 KVA each, whereas the other two works as redundant of each other.
GAS	ITCL does not use any gas for its business operations.
WATER	ITCL use water for daily office operation from WASA.

CUSTOMERS WHO PURCHASE 10% OR MORE OF THE COMPANY'S PRODUCT/SERVICES

#	Name of Customers	Address	Nature of Transaction	Percentage (%)
1	Islami Bank Limited	Islami Bank Tower (8th Floor), 40, Dilkusha-C/A, Dhaka-1000	Sale of ATM, POS, Kiosk & software Service	20%
2	The City Bank Ltd.	City Bank Center, 136, Gulshan Avenue, Gulshan-2, Dhaka-1212	Sale of ATM, POS, Kiosk & software Service	18%
3	United Commercial Bank Ltd	Plot # CWS (A)-1, Road # 34, Gulshan Avenue, Dhaka-1212	Sale of ATM, POS, Kiosk & software Service	10%

DESCRIPTION OF CONTRACT WITH PRINCIPAL SUPPLIERS/CUSTOMERS

ITCL has agreements with various principals and suppliers to supply and provide technical support. Moreover, the Company has various agreements with its client to provide, various goods, services and solutions. The Company makes frequent agreements with various clients for Long Term Service contracts –

Suppliers Name	Duration of the Contract	Type of Agreement	Business for the period 1 st July to 30 June'2014	
			Quantity	Amount (BDT)
Wincor Nixdorf International GmbH, Germany (Contract type: Service Partner Agreement)	1 Year (since 2004)	Auto Renewal	From July 2013 to June, 2014 275 ATM	15.19 Crore
Compass Plus (Great Britain) Limited, Russia (Contract type: International Distributor)	1 Year (since 2004)	Auto Renewal	Various Types of Software	1.96 Crore

Customers' Name	Duration of the Contract	Type of Agreement	Business for the period 1 st July to 30 June'2014	
			Quantity	Amount (BDT)
33 Scheduled Banks and 1 NBF	3-5 years	Auto Renewal	Q Cash Transaction Processing fees, Service and Maintenance and Sales of Hardwares	659,555,968
Bangladesh Post Office CCT Project	10 Years	Auto Renewal	Transaction Processing and Card Fee	11,151,854

MATERIAL PATENTS, TRADEMARKS, LICENSES OR ROYALTY AGREEMENTS

Information Technology Consultants Limited has no material agreements regarding patents, trademarks or royalty agreements except several regulatory licenses and certificates in order to continue its operations. The table below lists the licenses and certifications that the Company has –

	License Issuer/ Issuing Authority	Registration/Certificate/ License No.	Issue Date	Current Status
Certificate of Incorporation	Registrar of Joint Stock Companies & Firms (RJSC)	C-41094(453)/2000	23-08-2000	Public Ltd
TIN Certificate	National Board Of Revenue, Government of Bangladesh	e-TIN:742725911896	20-03-2014	Assessment of tax for the year 2013-2014 completed. Assessment of tax for the year 2014-2015 in under process
VAT Registration Certificate	Customs, Excise and VAT Commissionerate, Government of Bangladesh	19091013038	21-11-2013	Valid
Import Registration Certificate (IRC)	Office of the Chief Controller of Imports & Exports, Government of Bangladesh	Bo-114804	13-03-2001	Valid for the year 2015 - 2016
Trade License	Dhaka City Corporation	03-007865	26-09-2013	Valid for the year 2015 - 2016
BOI Registration Certificate	Board of Investment	L – 84000206035-H	8-6-2002	Valid
Payment Service Operator License	Bangladesh Bank	Ref:PSD/74/2014-624	09-11-2014	Valid
Certificate of Insurance	Bangladesh General Insurance Company Limited	Policy No- BGIC/DZO/FP-0273/05/2014	28-05-2014	Valid till 28-05-2016
	Bangladesh General Insurance Company Limited	Policy No- BGIC/DZO/MISC/BUG/P-0058/05/2014	28-05-2014	Valid till 28-05-2016
Certificate of Registration	Dhaka Chamber of Commerce and Industry	02316	31-12-2011	Valid for the year December 2015
	Bangladesh Association of Software & Information Services (BASIS)	G-238	N/A	Valid for the year December 2015
	Bangladesh Computer Samity	551	12-02-2014	Valid for the year December 2015
	Bangladesh German Chamber of Commerce & Industry	154	03.06-2010	Valid till June 3, 2016
Patent, TradeMark	The Registrar, Department of Patents, Designs & Trade Marks	138440 & 138443	Circular no-26653/2013 & 26407/2013	The Trade Marks Journal No. 272 June – August 2013 Published on August 31, 2013

NUMBER OF EMPLOYEES

As at June 30, 2014 ITCL has a total of 235 employees. All the employees of the company are full time employee. All of the employees of the company receive yearly remuneration above BDT 36,000. The table below illustrates the nature of human resource based on type and location of employment:

Monthly Salary Range (In Taka)	Permanent Basis	Contract Basis	Total Employees
Below 3,000	Nil	Nil	Nil
Above 3,000	235	Nil	235
Total	235	Nil	235

PRODUCTION / SERVICE RENDERING CAPACITY AND CURRENT CAPACITY UTILIZATION

ITCL being a service oriented company, provides credit and debit card processing services, Q-cash ATM & POS sharing to 33 Banks in the region, ATM sales & support, POS sales & support, KIOSK-Deposit machine sales & support, SMS Solution, Biometric Solution, Remittance management services, MFS (Mobile Financial Services), Online Tax Payment Solution, Post Office Automation and introduction of Postal Cash Card, E-Commerce solution, and manages the most extensive shared ATM networks. Due to the nature of business of ITCL, service rendering capacity and its current utilization cannot be assessed.

DESCRIPTION OF PROPERTY

Section: VI

LOCATION OF THE PRINCIPAL PLANTS AND OTHER PROPERTY OF THE COMPANY AND THEIR CONDITION

a) Information Technology Consultants Limited has its head office at Ever Green Plaza (3rd Floor), 260/B, Tejgaon-I/A, Dhaka - 1208, Bangladesh at rented premises. The company does not possess any land & building of its own.

Name of Office and Address	Lessor	Area (sft.)	Date of Agreement	Period of Lease
Evergreen Plaza, 260/B, Tejgaon I/A (3 rd Floor), Tejgaon, Dhaka – 1208	Evergreen Industries Limited	11,350.37	February 1, 2010	Validity of Lease Agreement which will expire on January 31, 2017 & the agreement shall automatically renew after expiration of present term
Evergreen Plaza, 260/B, Tejgaon I/A (4 th Floor), Tejgaon, Dhaka – 1208	Evergreen Industries Limited	2,966.30	-Do-	-Do-
Evergreen Plaza, 260/B, Tejgaon I/A (Ground Floor), Tejgaon, Dhaka – 1208	Evergreen Industries Limited	3,138.33	-Do-	-Do-
Evergreen Plaza, 260/B, Tejgaon I/A (Ground Floor), Tejgaon, Dhaka – 1208	Evergreen Industries Limited	1,086	August 1, 2012	Validity of Lease Agreement will expire on December 21, 2016
House #11, Road #3 Sector# 11, Uttara Model Town, Dhaka – 1230	Engr. M. A. Mannan	1,640	May 26, 2013	Validity of Lease Agreement is 5 years which will expire on May 25, 2018
Holding No. 21, Tejgaon I/A, Dhaka – 1208	Ms. Salma Parvin	5,650	April 1, 2014	Validity of Lease Agreement is 3 years which will expire on March 31, 2017

The Company and its subsidiary possess the following fixed assets at written down value (W.D.V.):

#	Particulars	Location of the Machinery	Country of Origin	No. of Unit	Date of Acquisition	Economic Life as per Pro-forma Invoice	Remaining Useful Life	Brand New/ Re-conditioned Procurement	Amount in Taka 30.06.2014 (W.D.V)
1	ATM Booth	Different Bank Branches and Post Office	Local	27	from 10.8.2005 to 15.10.2014	n/a	5 years	Brand New	7,560,554
2	ATM Machinery	Different Bank Branches and Post Office	Germany	96	from 26 August 2003 to 14 Nov, 2014	n/a	12-19 years	Brand New	90,074,208
3	Card Printer	Office Premises, Evergreen Plaza (4th Floor), 260/B, Tejgaon-I/A, Dhaka	08 nos Italy & 01 no USA	9	from 31.12.2003 to 11.12.2013	n/a	7-10 years	Brand New	20,644,151
4	Computer & Component	Office Premises	different countries	-	From 31.07.2003 to 05.06.2014	n/a	5 years	Brand New	15,488,336
5	Data Centre	Office Premises	different countries	2	From 30.06.2012 to 29.06.2014	n/a	10 years	Brand New	9,428,271
6	Generator	Office Premises	USA	3	30.06.2011	n/a	5 years	Brand New	10,789,200
7	Network Solution	Office Premises	different countries	Comp rehen	from 30.06.2011 to	n/a	5 years	Brand New	4,618,435

	(CISCO)			ive System	17.06.2014				
8	Office Equipment	Office Premises	different countries	205	from 15.08.2003 to 12.04.2011	n/a	5 years	Brand New	13,842,360
9	Online UPS	Office Premises(3rd Floor)	Singapore	1 unit	from 30.06.2011 to 07.02.2013	n/a	5 years	Brand New	11,279,344
10	Operating Equipment	Office Premises	different countries	7	from 2010 to 20.03.2014	n/a	5 years	Brand New	2,283,944
11	Plant & Machinery	Office Premises	different countries	Comprehensive System	from the year 2002 to 04.07.2013	n/a	15-22 years	Brand New	20,207,159
12	POS Terminal	BPO outlet, various merchant	Singapore	1356	from 29.09.2010 to 09.01.2012	n/a	16-19 years	Brand New	23,335,985
13	Power System	Office Premises	local	Comprehensive System	30.06.2012	n/a	5 years	Brand New	9,656,095
14	Switching Hardware	Office Premises	different countries	-	from 30.06.2011 to 29.11.2012	n/a	5 years	Brand New	9,729,602

(As per Audited Accounts)

Total Tangible Assets		276,591,890
1.	Accounting Software	72,000
2.	ATM Software	114,379,578
3.	Mobile Banking Software	950,000
4.	Oracle Software	7,264,175
5.	PCI DSS Security Compliance Software License	1,073,310
6.	POS Software	22,408,378
7.	Q Cash E Portal Software Development	1,052,657
8.	Q Cash Retailer POS Software	8,027,329
9.	Software Development	128,630,460
10.	Switching Software	271,313,181
11.	Call Centre	1,001,300
12.	VMware Software	870,700
13.	Issue Tracking Software (JIRA)	1,000,000
Total Intangible Assets		558,043,068
Total Assets		834,634,958

- b) The company owns the entire above mention properties and there is no lease. The company procured all of its asset in brand new condition
- c) There is no mortgage or other types of lien on the above-mention property.
- d) No property is taken on lease.
- e) The Company has no plant and machinery except Switching Hardware, HSM, Server etc
- f) The company has hypothecation over its present and future fixed assets and floating assets to cover the entire credit facilities.

Certificate of Auditors to the effect that all machineries/ equipment/ properties of the company were purchased in brand new condition:

This is to certify that we have verified the following documents relating to plant and machinery of Information Technology Consultants Limited and found that all were purchased brand new. We also confirm that there are no other machinery except the following.

(1) Name of the Properties	Invoice number
Switching Hardware	Pro/TIS10033
Switching Hardware	B1370/2012910
Switching Hardware	16/09/net/6666
Switching Hardware	12/09/Xser/2711
(2) Name of the Properties	Invoice number
Network Solution (Cisco)	11/04/NET/0918
Network Solution (Cisco)	TISL/14/NET/008
(3) Name of the Properties	Invoice number
Data Center	B/1520/20130623
Data Center	553/2012MT/ITCL/554/2012;
Data Center	B/1569/20131006
Data Center	MT/ITCL/552/2012
(4) Name of the Properties	Invoice number
Call Center	GSL/ITCL/Call Center Solution/001/ 2012
(5) Name of the Properties	Invoice number
Structure Cabling	51301, 51302, 51303, 51304, 51448, 54909
	54911, 54914, 54915, 54916, 54917, 54918
	54919, 54920, 54926, 54910, 54912,
(6) Name of the Properties	Invoice number
Online UPS	51614, 51576
Online UPS	49461,49460, 49459,49458,45457,49456,
Online UPS	51216
Online UPS	Bill/BCB/MC/70/12-13
Online UPS	Bill/BCB/MC/64/12-13
Online UPS	Bill/BCB/MC/64/12-13
Online UPS	Bill/BCB/MC/107/12-13
(7) Name of the Properties	Invoice number
Power System	51305, 51307, 51308, 51310, 51312, 531308A
	51326, 51327, 51434, 21435, 51436, 51437
	51439, 51444, 51445, 51446, 51447, 51449
	51450, 54904, 54905,54907,54913,54923,54924,54927, 54929
(8) Name of the Properties	Invoice number
Power Substation	MRNO. 521
(9) Name of the Properties	Invoice number
Web Application Firewall	INF/01/13
(10) Name of the Properties	Invoice number
Operating Equipment	20121311-06CSL/ITCL/20121311
Operating Equipment	40/13
Operating Equipment	403-12/13
Operating Equipment	SDB/2014/011
(11) Name of the Properties	Invoice number
Plant Machinery	Chq/tc/shf345
Plant Machinery	CHQ/MC/229
Plant Machinery	CHQ/MC/200
Plant Machinery	CHQ/MC/078

Plant Machinery	CHQ/MC/161
Plant Machinery	ITCL/MI-007/IMP
Plant Machinery	TISDN/13-03/000280
Plant Machinery	TISL/14/SRV06/012

(12) Name of the Properties	Invoice number
Furniture & Fixture	PP/QU/RU/10-11/199

(13) Name of the Properties	Invoice number
Office Decoration	PP/QU/RU/10-11/199
Office Decoration	PP/QU/RU/10-11/199
Office Decoration	PP/QU/RU/10-11/199
Office Decoration	PP/QU/RU/10-11/199

(14) Name of the Properties	Invoice number
POS Terminal	PIR0918 (Hardware)
POS Terminal	PIR0925 (Hardware)
POS Terminal	PIR0927 (Software)
POS Terminal	001
POS Terminal	001

(15) Name of the Properties	Invoice number
ATM Machinery	81433852
ATM Machinery	S10032807
ATM Machinery	S10063908A
ATM Machinery	S100893A
ATM Machinery	S100103527
ATM Machinery	S10039000031A, B, C, D

(16) Name of the Properties	Invoice number
Office Equipment	563/2003
Office Equipment	3650
Office Equipment	3444
Office Equipment	10492
Office Equipment	11546
Office Equipment	3514
Office Equipment	1515
Office Equipment	3444
Office Equipment	2832
Office Equipment	562607
Office Equipment	12/09/xser/2711
Office Equipment	12/11/xser/3555
Office Equipment	B/977/22012011
Office Equipment	S-3840
Office Equipment	19995
Office Equipment	1144
Office Equipment	31032011/GL2
Office Equipment	BN/3/009
Office Equipment	1388/S
Office Equipment	GSS-MCOM/154/04/2011
Office Equipment	983
Office Equipment	INV/M-967/2004

Dated: Dhaka
18 February, 2015

Note: For the year ended 2014 – 2015 Hussain Farhad & Co. has been appointed as Statutory Auditor.

Sd/-
Hussain Farhad & Co.
Chartered Accountants

PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION

Section: VII

INTERNAL AND EXTERNAL SOURCES OF CASH

The internal sources of the cash of the company are the share capital, share premium, retained earnings and revaluation reserve. The external sources of cash are long-term and short-term loans.

(As per Audited Accounts)

Particulars	As on 30.06.2014		As on 30.06.2013		As on 30.06.2012	
<i>(Amount in BDT)</i>						
INTERNAL SOURCES OF CASH:	Consolidated	Separate	Consolidated	Separate	Consolidated	Separate
Share Capital	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000	750,000,000
Share Premium	310,201,854	310,201,854	310,201,854	310,201,854	310,201,854	310,201,854
Retained Earnings	47,779,765	40,275,591	-51,384,580	-65,933,148	-78,440,553	-99,533,758
Revaluation Reserve	263,154,934	263,154,934	316,434,847	316,434,847	316,434,847	316,434,847
Tax Holiday Reserve	-	-	1,987,094	-	1,987,094	-
Non Controlling Interest	3,246,782	-	3,776,860	-	4,275,059	-
Sub-total	1,374,383,335	1,363,632,379	1,331,016,075	1,310,703,553	1,304,458,301	1,277,102,943
<i>(Amount in BDT)</i>						
EXTERNAL SOURCES OF CASH:	Consolidated	Separate	Consolidated	Separate	Consolidated	Separate
Long term loan	70,805,830	70,805,830	8,371,949	8,371,949	22,837,659	22,837,659
Bank Overdraft	352,117,439	352,117,439	223,273,439	223,273,439	140,725,838	140,725,838
Inter Company Payables		10,460,289		6,696,489		6,499,632
Current Portion of Long term loan	17,828,670	17,828,670			14,400,000	14,400,000
Sub-total	440,751,939	451,212,228	231,645,388	238,341,877	184,463,129	184,463,129
Grand Total	1,815,135,274	1,814,844,607	1,562,661,463	1,549,045,430	1,488,921,430	1,461,566,072

Information Technology Consultants Limited has been able to generate enough cash from both internal and external sources in order to meet its cash payments and obligations.

MATERIAL COMMITMENTS OF CAPITAL EXPENDITURE

The Company has no material commitment of capital expenditure other than as specified in Section IV 'Utilization of IPO Proceeds' under the head of Issue Size and Purpose of the Public Offering of this Prospectus.

CAUSES FOR MATERIAL CHANGES FROM PERIOD TO PERIOD

The trend of the Company's Net Profit after Tax, EPS and other business indicators are increasing due to the management effort and strategic action taken to face competition in the industry. The following table shows the year-to-year financial performance of Information Technology Consultants that is increasing due to the Company's long-term vision in this sector, experienced top tier management, favorable economic and government rules and regulation, the commendable repayment culture is contributing to the growth of the Company:

(As per Audited Accounts)

Particulars	As at 30.06.2014		As at 30.06.2013		As at 30.06.2012	
	Consolidated	Separate	Consolidated	Separate	Consolidated	Separate
Revenue	670,707,822	669,826,632	434,951,730	420,545,439	432,155,858	388,327,717
Less: Cost of Services & Sales	442,026,430	433,784,686	293,757,744	277,658,901	286,905,620	267,169,572
Gross profit	228,681,392	236,041,946	141,193,986	142,886,538	145,250,238	121,158,145
Less: General & Administrative Expenses	74,955,495	72,745,944	65,201,749	60,245,245	51,528,970	45,419,329
Less: Selling & Distribution Expenses	27,422,726	27,422,726	29,298,614	29,082,364	23,492,920	20,408,709
Less: Other Operating Expenses	12,768,082	12,705,520	4,612,183	4,485,221	6,708,540	5,844,073
Operating Profit	113,535,089	123,167,756	42,081,440	49,073,708	63,519,808	49,486,034
Add: Non Operating Income	4,454,646	4,454,646	1,388,845	1,388,845	412,299	412,299
Profit before Finance Cost & Income Tax	117,989,735	127,622,402	43,470,285	50,462,553	63,932,107	49,898,333
Less: Finance Costs	34,906,246	34,906,246	14,948,649	14,948,649	16,953,691	16,953,691
Profit/(Loss) before contribution to WPP & WF	83,083,489	92,716,156	28,521,636	35,513,904	46,978,416	32,944,642
Contribution to WPP & WF	4,635,808	4,635,808				
Profit/(Loss) before Income Tax	78,447,681	88,080,348	28,521,636	35,513,904	46,978,416	32,944,642
Provision for Income Tax	726,788	726,788	2,178,294	2,178,294	5,262,665	
Profit After Income Tax	77,720,893	87,353,560	26,343,342	33,335,610	41,715,751	32,944,642
Non Controlling Interest	530,078		498,199		-624,942	
Net Profit After Tax	78,250,971	87,353,560	26,841,541	33,335,610	41,090,809	32,944,642

In the year 2014, ITCL has experienced significant increase its revenue in all revenue segments, due to joining of some new member Banks and gathered more work Order against sales of hardwares and software. On the other hand the Company had taken special financial control for minimize cost as well as expenditures. Therefore, the profit margin has significantly increased. It is to be note that the Company is a special and exceptional Tecnological Company. So its revenue could be high at any time subject to customer acceptance and technology adaptation process.

In the year 2013, the revenue of the Company increased due to Q-Cash transaction Processing, but sales revenue occurred as per usual trend. Profit of this year effected subject to increase in Salary and allowances, Amortization and depreciation, selling and general expences.

SEASONAL ASPECTS OF THE COMPANY BUSINESS:

The very nature of the business, which is selling of ATMs & KIOSKS, membership fees and transaction, all these do not have any seasonality in our Business. However, it has been observed that after budget effect do have some impact on the Revenue, as the sales increases after July (Bank Year End) in accordance to the banks' expansion plan of ATMs & KIOSKS. On the other hand, card transaction increases at every end of month due to withdraw of salary and especially in holiday season, i.e EID, Pooja etc.

KNOWN TRENDS, EVENTS OR UNCERTAINTIES

There are no known trends in customer or Bank preference that affect the business operation of the Company. However, business operation of the Company may be affected by some known events as follows:

- Entrance of new technology
- Increase competition
- Political unrest
- Natural disaster

CHANGE IN THE ASSETS OF THE COMPANY USED TO PAY OFF ANY LIABILITIES

No asset of the Company has been disposed to pay off any liability.

LOAN TAKEN FROM OR GIVEN TO HOLDING/PARENT COMPANY OR SUBSIDIARY COMPANY

Information Technology Consultants Limited does not have any Holding/Parent Company except Bangladesh Electronic Payment Systems Ltd. (BEPS) as its Subsidiary Company. During the year 2014, the company has inter company payables with BEPS amounting BDT 10,460,289 (As per note 23 of Audit Report June 30, 2014)

FUTURE CONTRACTUAL LIABILITIES

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

FUTURE CAPITAL EXPENDITURE

The Company does not have any plan for capital expenditure in near future other than as specified in Section IV 'Utilization of IPO Proceeds' under the head of Issue Size and Purpose of the Public Offering and 'Material Commitments of Capital Expenditure' under the head of Plan of Operation and Discussion of Financial Condition of this Prospectus.

VAT, INCOME TAX, CUSTOMS DUTY OR OTHER TAX LIABILITY

Value Added Tax (VAT)

The Company has VAT registration no. 19091013038 area code-190301 and it pays VAT in times and submits return accordingly. The company has no VAT liability.

Income Tax

The Company has **TIN No.** 210-200-7990/Circle-76 & e-TIN: 742725911896 the business of the Company (Software Service and Maintenance) is tax free till June 30, 2016 as per NBR Letter dated 06/07/2015.

Since the Company is generating loss on trading business there is no income tax liability but as per section 16CCC of Income Tax Ordinance 1984, Company is liable to pay the minimum tax on gross receipts @0.33%.

Year wise income tax status of the Company is depicted below:

Accounting Year	Assessment Year	Status
2009-2010	2010-2011	As per certificate given by DCT of Companies Tax Circle-316(Companies), Tax Zone-15, Dhaka, dated 07.09.2011 Income Tax is settled upto assessment year 2010-2011.
2010-2011	2011-2012	As per certificate given by DCT of Companies Tax Circle-316(Companies), Tax Zone-15, Dhaka, dated 07.08.2012 Income Tax is settled upto assessment year 2011-2012.
2011-2012	2012-2013	As per certificate given by DCT of Companies Tax Circle-316(Companies), Tax Zone-15, Dhaka, dated 14.01.2013 Income Tax is settled upto assessment year 2012-2013.
2012-2013	2013-2014	As per certificate given by DCT of Companies Tax Circle-316(Companies), Tax Zone-15, Dhaka, dated 17.04.2014 Income Tax is settled upto assessment year 2013-2014.
2013-2014	2014-2015	This is under process.

Deferred Tax Liability

As there is considerable uncertainty with regard to the taxation of such companies after the expiry of the tax exemption period, no estimation of deferred tax and provision has been made at this stage. (As per Note 3.8 in Audit accounts of 2014)

Customs Duty or other Tax Liability

The Company pays all custom duty as per country's rules and regulations at the time of importing goods. There is no liability pending about custom duty.

OPERATING LEASE AGREEMENT DURING LAST FIVE YEARS

The Company has established its head office and other offices on leased accommodation as under:

Name of Office and Address	Lessor	Area (sft.)	Rent per sft.	Date of Agreement	Period of Lease	Monthly Installment (Amount in BDT)
Evergreen Plaza, 260/B, Tejgaon I/A (3 rd Floor), Tejgaon, Dhaka - 1208	Evergreen Industries Limited	11,350.37	27/-	February 1, 2010	Validity of Lease Agreement will expire on January 31, 2017 & the agreement shall automatically renew after expiration of present term	306,460/-
Evergreen Plaza, 260/B, Tejgaon I/A (4 th Floor), Tejgaon, Dhaka - 1208	Evergreen Industries Limited	2,966.30	27/-	-Do-	-Do-	80,090/-
Evergreen Plaza, 260/B, Tejgaon I/A (Ground Floor), Tejgaon, Dhaka - 1208	Evergreen Industries Limited	3,138.33	27/-	-Do-	-Do-	84,735/-
Evergreen Plaza, 260/B, Tejgaon I/A (Ground Floor), Tejgaon, Dhaka - 1208	Evergreen Industries Limited	1,086	50/-	August 1, 2012	Validity of Lease Agreement will expire on December 21, 2016	54,300/-
House #11, Road #3 Sector# 11, Uttara Model Town, Dhaka - 1230	Engr. M. A. Mannan	1,640	29/-	May 26, 2013	Validity of Lease Agreement is 5 years which will expire on May 25, 2018	48,000/-
Holding No. 21, Tejgaon I/A, Dhaka - 1208	Ms. Salma Parvin	5,650	30/-	April 1, 2014	Validity of Lease Agreement is 3 years which will expire on March 31, 2017	169,500/-

FINANCIAL LEASE COMMITMENT DURING LAST FIVE YEARS

The Company entered into lease commitment to purchase motor vehicles in 2005 & 2007 with Pubali Bank Ltd and in 2008 with National Housing Finance and Investments Ltd. The Company has paid off its lease obligation in full by 2012. Details are as follows:

(As per Audited Accounts)

Name of Institutions	Lease Amount (BDT)	Rate of Interest (%)	Sanction Date	Monthly Installment (BDT)	Lease Period (monthly basis)	Date of Expiry	Outstanding Balance as on June 30, 2014 (BDT)
Pubali Bank Limited	1,225,000/-	13%	23.04.2005	65,566/-	48 months	15.04.2009	Nil
Pubali Bank Limited	1,325,000/-	15%	18.06.2007	36,876/-	48 months	25.06.2010	Nil
National Housing Finance and Investments Limited	1,800,000/-	18%	25.05.2008	52,880/-	48 months	05.05.2012	Nil

PERSONNEL RELATED SCHEME

The Company considers its human resources as the most valuable assets and the profitability of company largely depends on the efficient & effective productivity of human resources. So the Company provides following facilities and incentives to motivate employees for its continued profitability and prosperity. These are as under:

- Festival Bonus :** The Company provides two festival bonus to the employees in every year
- Registered Provident Fund:** The Registered Provident Fund of the company is under process
- Group Health Insurance:** All of the permanent employees of the Company get health insurance benefit under an Group Insurance Coverage from American Life Insurance Company Ltd (MetLife Alico).
- Workers' Profit Participation & Welfare Fund:** The Company has made provision 5% of its net profit before tax as WPPF in accordance with the Bangladesh Labour (Amendments) Act 2013 and which is payable to workers as defined in the said laws. The Company shall pay every year to the participant Fund, Welfare Fund and Worker's Welfare Foundation Fund (established under section 14 of the Bangladesh Worker's Welfare Foundation Act 2006)

BREAKDOWN OF ESTIMATED EXPENSES FOR IPO

Particulars	Basis	Amount in BDT
Issue management fee	1 % of issue size or Tk. 2,000,000 whichever is lower	1,200,000
VAT against issue management fees	15% on issue management fee	180,000
Regulatory expenses Listing related expenses :		
Prospectus Submission for DSE & CSE	Fixed	5,000
Annual fee for DSE & CSE	Paid up capital exceeding Tk. 100 crore per Stock Exchange Tk. 100,000	200,000
Initial listing fee for Stock Exchanges (CSE & DSE)	Total of @0.25% on Tk. 10 crore and 0.15% on rest amount of paid-up capital or maximum Tk. 2 million per stock exchange	2,810,000
BSEC fees		
Application fee	Fixed	10,000
Consent fee	0.15% on public offering amount	180,000
IPO commission		
Underwriting commission	0.50% on the underwritten amount	300,000
Auditor fees including certification fees	At actual	100,000
CDBL fees & expenses		
Documentation fee	At actual	2,500
Annual fee	At actual	100,000
IPO fee	@.0175% of issue size+.0175% of Pre-IPO paid up capital	152,250
Connection fee (500 Tk. per Month*12)		6,000
Security Deposit		500,000
Printing & post IPO expenses		
Expense regarding printing of abridged version of prospectus & notice in 4 national Dailies	Estimated (to be paid at actual)	750,000
Expense regarding printing of prospectus (5000 copies)	Estimated (to be paid at actual)	800,000
Post issue managers expenses (data processing fee) 7 times subscription considered	Estimated (to be paid at actual)	2,016,000
Lottery conduction expense	Estimated (to be paid at actual)	500,000
BUET fee for lottery conduction	Estimated (to be paid at actual)	300,000
Others		
Distribution of prospectus to the overseas countries (Tk.)	Estimated (to be paid at actual)	100,000
Distribution of prospectus within the country (Tk.)	Estimated (to be paid at actual)	100,000
Software for share management	Estimated (to be paid at actual)	50,000
Stationary and others	Estimated (to be paid at actual)	100,000
Grand total		10,461,750

REVALUATION OF COMPANY'S ASSETS AND SUMMARY THEREOF

Since its inception, Information Technology Consultants Limited revalued its fixed assets for the first time in the year 2010. The management of the company has decided to revalue only Plant & Machinery, ATM Machinery, POS Terminal and Card printer among all the fixed assets and Q-cash retailer POS Software, ATM Software, Switching Software, POS Software and Software Development among all the intangible assets as it is observed that the difference between the carrying amount and market value (fair value) will be significant. The revaluation was made on 30 June, 2010 by the enlisted valuer CA firm named Ahmed & Akhter Co., Chartered Accountants as per BAS-16. Details of the revaluation of the assets are given below:

Name of the Independent Valuer	: Ahmed & Akhter Chartered Accountants	
Valuer's Address	: BCIC Bhaban (4 th Floor), 30-31, Dilkusha C/A, Dhaka – 1000	
Date of Signing Revaluation Report	: September 15, 2010	
Cut Off date of Revaluation	: June 30, 2010	
Nature of Revalued Assets	: Fixed Assets (Partial) & Intangible Assets (partial)	
Methods and Significant Assumptions	: For Fixed Asset-Physical verification & determination of fair value; for Intangible Assets-(a) Cost Approach, (b) Income approach, (c) Market Approach	
Value of Fixed asset before Revaluation	: BDT 210,387,488	
Value of Fixed asset after Revaluation	: BDT 526,822,335	
Name and Qualification of Valuation Team Members	Mohammad Akhtar Kamal FCA, FCMA	Md. Abu Rayhan, ACMA
	Md. Alauddin Mridha FCMA	ANM Zakir Al Mamun, MS in Telecommunication
	Mohmmad Naser, MBA, DSC, PgDMC, LLB	Sarker Tauhid Ahmed, BSc in Computer Science
	Ismat Ara, MBA, PgDMC	Tanuja Mondol, MBA, ACCA (Finalist)
Notable Valuation Work done by the Valuer	:	
	▪ Bangladesh Bank	
	▪ Shilpa Bank and Shilpa Rin Sangstha (BDBL)	
	▪ Agrani Bank Limited	
	▪ Bangladesh Petroleum Exploration and Production Company Limited (BAPEX)	
	▪ Progati Industries Limited	
	▪ Chittagong Drydock Limited	
▪ Atlas Bangladesh Limited		
▪ National Tubes Limited		
▪ Gas Transmission Company Limited		

Reasons for valuation:

To ascertain net worth of the High technological project at current value or fair value of the company's information technology equipments and Intellectual properties based Software solutions, we have done the revaluation since these intellectual properties creates value day-by day with new projects accomplishment and fine-tuning the solutions with the requirement of new projects/changed technology.

Summary of Revaluation Surplus:
(As per Audited Accounts)

Particulars	Net Book value as on 30.06.2010 (BDT)	Fair Value as on 30.06.2010 (BDT)	Revaluation Surplus as on 30.06.2010 (BDT)
Fixed Assets:			
Plant & Machinery	9,840,074	19,757,320	9,917,246
ATM Machinery	72,142,536	141,380,110	69,237,574
POS Terminal	8,842,191	22,042,064	13,199,873
Card printer	8,916,044	16,250,936	7,334,892
Intangible Assets:			
Q-cash retailer POS Software	4,224,910	8,449,820	4,224,910
ATM Software	14,419,746	20,662,396	6,242,650
Switching Software	60,660,534	197,041,068	136,380,534
POS Software	1,407,415	5,593,760	4,186,345
Software Development	29,934,038	95,644,861	65,710,823
Total	210,387,488	526,822,335	316,434,847

TRANSACTION BETWEEN SUBSIDIARY/HOLDING/ASSOCIATE COMPANY AND THE ISSUER

Information Technology Consultants Limited does not have any transaction with Sister/Holding/Associate Company except Bangladesh Electronic Payment Systems Limited (BEPS) as its Subsidiary Company.

Name of Company	Relationship with the entity	Nature of transaction	Balance as at June 30, 2014	Balance as at June 30, 2013	Balance as at June 30, 2012	Balance as at June 30, 2011	Balance as at June 30, 2010
			Taka	Taka	Taka	Taka	Taka
Bangladesh Electronic Payment Systems Limited (BEPS)	Subsidiary Company	Non interest bearing short term loan	10,460,289	6,696,489	6,499,632	-	-

AUDITOR'S CERTIFICATE REGARDING ANY ALLOTMENT OF SHARES TO THE DIRECTORS AND THE SUBSCRIBER TO THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION FOR ANY CONSIDERATION OTHERWISE THAN FOR CASH.

After due verification, we certify that the paid-up capital of **Information Technology Consultants Ltd.** as of June 30, 2014 was **Taka 75,00,00,000** divided into **7,50,00,000** Ordinary shares of Taka 10/- each, made up as follows:

Particulars of allotment	Date of Allotment	Number of shares issued		Amount of share capital (Taka)
		Consideration in Cash	Consideration other than Cash	
First (Subscription to the Memorandum & Articles of Association at the time of incorporation)	23.08.2000	20,000	----	200,000
Second Allotment	05.07.2003	980,000	----	9,800,000
Third Allotment	10.02.2004	654,340	----	6,543,400
Fourth Allotment	29.02.2004	7,000,000	----	70,000,000
Fifth Allotment	05.04.2004	10,289,280	----	102,892,800
Sixth Allotment	07.09.2004	1,650,000	----	16,500,000
Seventh Allotment	20.01.2008	7,261,480	----	72,614,800
Eighth Allotment	15.04.2008	500,000	----	5,000,000
Ninth Allotment	22.11.2009	21,000,000	----	210,000,000
Tenth Allotment	29.05.2010	----	3,565,000	35,650,000
Eleventh Allotment	16.08.2010	4,000,000	150,000	41,500,000
Twelfth Allotment	04.12.2011	1,79,29,900	----	179,299,000
Total		7,12,85,000	37,15,000	750,000,000

This is also certified that the amounts shown against paid-up capital as cash consideration was deposited in the company's bank account.

The Company, however, has sub-divided the face value of its ordinary share from Taka 100/- to Taka 10/- by passing a special resolution in its Extra-Ordinary General Meeting (EGM) held on 16/04/2009 and necessary amendments in the capital clause of the Memorandum and Articles of Association were made accordingly. Hence, the paid up capital of the Company comes to Taka **750,000,000** divided into **7,50,00,000** ordinary shares of Taka 10/- each.

Dhaka,
Date: October 15 , 2014

Sd/
Hoda Vasi Chowdhury & Co
Chartered Accountants

DECLARATION FOR NON-SUPPRESSION OF MATERIAL INFORMATION

This is to declare that, to the best of our knowledge and belief, no information, facts or circumstances, which should be disclosed have been suppressed, which can change the terms and conditions under which the offer has been made to the public.

For Issuer,

Sd/-
Kazi Saifuddin Munir, Ph.D
Managing Director & CEO
Information Technology Consultants Limited

INFORMATION ABOUT DIRECTORS AND OFFICERS

Section: VIII

DIRECTORS OF THE COMPANY

Name	Designation	Nominated by	Qualification	Age (Years)	Experience (Years)	Period of Nomination
Lim Kiah Meng	Chairman & Nominated Director	SiS Capital (Bangladesh) Pte Limited	Master's Degree in International Management, USA	61	25	12.12.2011
Salahuddin Alamgir	Vice Chairman	N/A	B.Sc from Bangladesh Military Academy	37	16	
Kazi Saifuddin Munir, Ph. D	Managing Director & CEO	N/A	Ph.D in Automation and Robot Technology (Soft Intelligence).	51	25	
Lim Kia Hong	Nominated Director	SiS Capital (Bangladesh) Pte Limited	Bachelor's Degree in Business Administration, USA	57	33	12.12.2011
Lim Hwee Hai	Nominated Director	SiS Capital (Bangladesh) Pte Limited	Master's Degree in Business Administration, Singapore	64	33	12.12.2011
Madam Lim Hwee Noi	Nominated Director	SiS Capital (Bangladesh) Pte Limited	Bachelor's Degree in Commerce, Singapore	63	25	25.06.2012
Madam Fauzjus Tjandra	Nominated Director	Regent Pacific Limited	Bachelor's degree in Office and Administration, Canada	57	25	07.03.2013
MS. Goh Peck Hwee	Nominated Director	SiS Capital (Bangladesh) Pte Limited	Bachelor's degree in Accountancy, Singapore	46	20	18.12.2014

INFORMATION REGARDING DIRECTORS AND DIRECTORSHIP

Name	Designation	Date of becoming Director for the first time	Date of Expiration of Current Term
Lim Kiah Meng	Chairman	12 th December, 2011	16 th AGM in 2016
Md. Salahuddin Alamgir	Vice Chairman	18 th February, 2004	15 th AGM in 2015
Kazi Saifuddin Munir, Ph. D	Managing Director & CEO	20 th August, 2000	17 th AGM in 2017
Lim Kia Hong	Nominated Director	12 th December, 2011	15 th AGM in 2015
Lim Hwee Hai	Nominated Director	12 th December, 2011	16 th AGM in 2016
Madam Lim Hwee Noi	Nominated Director	25 th June, 2012	16 th AGM in 2016
Madam Fauzjus Tjandra	Nominated Director	7 th March, 2013	17 th AGM in 2017
MS Goh Peck Hwee	Nominated Director	18 th December, 2014	17 th AGM in 2017

DIRECTORS' INVOLVEMENT WITH OTHER ORGANIZATIONS

There is no ownership of Directors' of Information Technology Consultants Limited as owner or partner in other organizations except the following:

Name	Designation in the Company	Involvement with other Organization	
		Name of the Organization	Position
Md. Salahuddin Alamgir	Vice Chairman	Starlight Sweaters Limited	Managing Director
		Starlight Knitters Ltd.	Managing Director
		Labib Fashions Ltd.	Managing Director
		Sweater Cottage Ltd	Managing Director
		Matrix Sweaters Ltd.	Managing Director
		Excel Sweaters Ltd.	Managing Director
		Juthi Packaging Industries Ltd	Managing Director
		Labib Dyeing Mills Ltd.	Managing Director
		Nice Cotton Ltd.	Managing Director
		Excel Tele-com (Pvt) Ltd.	Managing Director
		Raidha Collections Ltd	Managing Director
		Information Technology Consultants Ltd	Director & Vice Chairman
Labib Poultry & Fisheries Ltd.	Managing Director		

FAMILY RELATIONSHIP AMONG DIRECTORS AND TOP FIVE OFFICERS

There is no family relationship among directors and top five officers except as disclosed below:

SL.	Name	Position	Relationship
1.	Lim Kiah Meng	Chairman	Husband of Madam Fauzijus Tjandra Brother of Lim Kia Hong
2.	Lim Kia Hong	Nominated Director	Brother of Lim Kiah Meng
3.	Lim Hwee Hai	Nominated Director	Husband of Madam Lim Hwee Noi Relative (Cousin) of Lim Kiah Meng and Lim Kia Hong
4.	Madam Lim Hwee Noi	Nominated Director	Wife of Mr. Lim Hwee Hai Sister of Lim Kiah Meng and Lim Kia Hong
5.	Madam Fauzijus Tjandra	Nominated Director	Wife of Mr. Lim Kiah Meng

SHORT BIO-DATA OF THE DIRECTORS

LIM KIAH MENG

Chairman & Nominated Director

Lim Kiah Meng is Singaporean in national and holds a Bachelor's Degree in Commerce from Nanyang University, Singapore and a Master's Degree in International Management from the American Graduate School of International Management USA. He has over twenty years' experience in the information technology industry and he is an executive director of SiS Group, which is listed on the Stock Exchange of Hong Kong.

SALAHUDDIN ALAMGIR

Vice Chairman

Salahuddin Alamgir, the Chairman of Labib Group is one of the pioneers of Independent Sweater Manufacturer and Exporter of Bangladesh. He has also Trading & IT business. He is highly educated and well respected. He is not only a visionary businessperson but also a social worker. Total 12 organization in his group, among those Matrix Sweaters Ltd. is the largest self-sufficient industry having 5,20,000 Sft. Space and monthly productivity is 7,00,000 pcs.

At present, he is the Managing Director of Starlight Sweaters Limited, Starlight Knitters Ltd, Labib Fashions Ltd, Matrix Sweaters Ltd, Excel Sweaters Ltd, Juthi Packaging Industries Ltd, Labib Dyeing Mills Ltd, Nice Cotton Ltd, Excel Tele-com (Pvt) Ltd, and Labib Poultry & Fisheries Ltd.

KAZI SAIFUDDIN MUNIR, PhD
Managing Director & CEO

Kazi Saifuddin Munir has over 25 year's professional experience in research, project development and implementation. He obtained his Master degree in Mechanical Engineering from Chalmers University of Technology in Sweden. He was a research fellow under Japan/ Sweden Research and Technology Exchange Program. He obtained his licentiate and PhD degree in Automation and Robot Technology (Soft Intelligence) under joint collaboration of Osaka Institute of Technology, Japan and Royal Swedish Institution of Technology, Sweden. He held academic position in Department of Automation and Robot Technology at Chalmers University of Technology, Sweden. He also worked in East Africa as Project Coordinator, Adviser/Consultant in different bilateral technical program under World Bank & UNDP.

During 1993-1994 he was adviser to Ministry of Communication under the World Bank and SIDA Finance Project to re-design and re-build locomotive at CLW in Parbatipur, Pahartali and Dhaka. During 1998-2000 he was Technical Advisor to IPDC Bangladesh Limited through IFC, World Bank.

As regards ITC, he is not only one of the founders but the main architect of this Company. Since inception he has been in all the helm of affairs as its Managing Director & CEO.

In fact, ITCL and all its activities are the brainchild of Dr. K.S Munir. By dint of his super technological expertise, sagacity and indomitable perseverance he has brought the prestige and image of this Company to its Apex leaving no Competitor around.

LIM KIA HONG
Nominated Director

Mr. Lim Kia Hong is Singaporean in national and has graduated with a Bachelor's Degree in Business Administration from the University of Washington, USA. He has more than thirty years experience in the IT industry. He is the Chairman & Chief Executive Officer of SiS Group, which is listed on The Stock Exchange of Hong Kong.

LIM HWEE HAI
Nominated Director

Lim Hwee Hai is Singaporean in national and holds a Bachelor's Degree in Commerce from Nanyang University, Singapore and a Master's Degree in Business Administration from the National University of Singapore. He had six years' experience in finance and banking and has over thirty years' experience in the information technology industry. Mr. Lim is also an executive director in SiS Group, which is listed on The Stock Exchange of Hong Kong.

MADAM LIM HWEE NOI
Nominated Director

Madam Lim is Singaporean in national and holds a Bachelor's Degree in Commerce from Nanyang University, Singapore. She has been a certified public accountant in Singapore for more than thirty years and she is also the Finance Director of SiS Group which is listed on The Stock Exchange of Hong Kong.

MADAM FAUZIUS TJANDRA
Nominated Director

Madam Tjandra is Indonesian in national and holds a Bachelor's Degree in Offices and Administration from University of Western Ontario, Canada. She has over twenty years' experience in IT distribution business.

MS GOH PECK HWEE
Nominated Director

MS Goh Peck Hwee is Singaporean in national and holds a Bachelor's Degree in Accountancy from Nanyang Technological University, Singapore. She is a chartered accountant in Singapore and has over twenty years' experience in Finance and Accounting. She is the Finance Manager of SiS Group, which is listed on the Stock exchange of Hong Kong.

SiS Capital (Bangladesh) Pte Limited

SiS group made Strategic Investment in Information Technology Consultants Limited (ITCL), the largest independent payment solution provider in Bangladesh. The declaration of this investment was in December 12, 2011. Founded in Singapore in 1983, SiS group is a leading Technology Product Distribution and Investment holding company listed on the main board of the Hong Kong Stock Exchange. Its principal business interests include Mobile & IT Products Distribution, Investments in Promising Businesses as well as Investments in Real Estate. SiS Mobile & IT Distribution - SiS group is one of the largest distributors for mobile & IT products in Asia with offices and distribution channels spanning across Asia including Hong Kong, Singapore, Thailand, Indonesia, Philippines. SiS group has one of the largest reseller networks and markets its products through a vast network of IT resellers, retailers, mobile operators and mobile phone resellers over the past decade. SiS has introduced many of the technology companies from USA and have successfully help them in building a strong channel and many of these companies become a household brand in Asia. SiS is a pioneer in the distribution for IT, software, network, smart phones products and has earned its reputation as the Preferred Distributor by many of the world's renowned manufacturers including IBM, Microsoft, Lenovo, Blackberry, HTC, Apple, Asus, Linksys, D-Link, etc.

SiS invests in promising businesses & IT companies that have synergies or where the investments, experience and management involvement can play a part in growing these companies. Over the years, many of the SiS investments have successfully become public listed companies including SiS Distribution Thailand that is listed on The Thailand Stock Exchange. SiS' Real Estate Portfolio includes investments in selected properties consisting of commercial, industrial and residential properties in Hong Kong, Singapore and Japan.

CREDIT INFORMATION BUREAU (CIB) REPORT

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

DESCRIPTION OF TOP EXECUTIVES AND DEPARTMENTAL HEADS

Name of the Executives	Designation	Age	Date of Joining	Educational Qualification	Duration of services	Last Five Years Experience
Kazi Saifuddin Munir, Ph.D	Managing Director & CEO	51	23.08.2000	Ph.D in Automation and Robot Technology (Soft Intelligence)	25 years	As a Managing Director & CEO of Information Technology Consultants Ltd
Md. Haqueful Shaikh	Company Secretary	71	01.09.2011	Masters of Arts	45 years Banking & Finance. Ex Company secretary of Social Islami Bank Ltd	Fast Remit Malaysia as a Managing Director CEO from 2008 to 01.09.2011 & ITCL from 01.09.2011
Ahsan Ullah Chowdhry	Director-Operation	41	01.09.2001	Masters of Arts (India), MBA	13 years	ITCL
Osman Haidar	Director-Business Development	37	25.10.2004 to 30.04.2008 & Rejoin 21.01.2010	B.Sc in CIS & MBA(Finance)	12 Years	ITCL
Md. Faizul Islam	C.T.O (Chief Technology Officer)	37	04.09.2001 to 30.11.2006 & rejoin 01.4.2009	B.Sc Engineering Electronics & communications	13 years	ITCL
Tanzir Mannan Pavel	C.O.O(Chief Operation Office)	37	15.05.2001	M.Sc (Computer Science & Networks),	13 years	ITCL
Md. Muttahidur Rahman	D.C.T.O	35	16.01.2008	B.Sc in Computer science	8 years	Z & Z IT LTD-SYSTEM ANALYST – 2 years
						ITCL - 6 years
						ITCL – 5 years
Zubaer Ahmad	Head of TP & BI	34	08.01.2015	M.B.A	11 years	Progoti Systems Ltd. – 3 years
						ITCL
Shyamal Kanti Karmakar	Chief Financial Officer	46	01.03.2004	M.Com(DU) , ICMA Major Subject	20 Years at Choice Bangladesh Ltd & ILA	ITCL

				Completed	Project Services Ltd from 1994 to 01.03.2004	
Mahmud Al- Hasan Khan	Head of Business	33	03.10.2006	M.B.A	8 years	ITCL

INVOLVEMENT OF DIRECTORS AND OFFICERS IN CERTAIN LEGAL PROCEEDINGS

No Director or Officer of Information Technology Consultants Limited was involved in any of the following types of legal proceedings in the last 10 (Ten) years:

- Any bankruptcy petition filed by or against any company of which any officer or director of the issuer company filing the prospectus was a director, officer or partner at the time of the bankruptcy.
- Any conviction of director, officer in a criminal proceeding or any criminal proceeding pending against him.
- Any order, judgment or decree of any court of competent jurisdiction against any director, officer permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director or officer in any type of business, securities or banking activities.
- Any order of the Bangladesh Securities and Exchange Commission, or other regulatory authority or foreign financial regulatory authority, suspending or otherwise limiting the involvement of any director or officer in any type of business, securities or banking activities.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The details of related party transactions during the period along with the relationship is illustrated below in accordance with the provision of BAS 24:

(a) Related Party Transaction:

During the year under review, the company carried out a number of transactions with related parties in the normal course of business and on an arms' length basis. The nature of the transactions and their total values are as follows:

Name of the Parties	Relationship	Nature of transaction	30th June 2014	30th June 2013
			Closing balance	Closing balance
Trust Bank Ltd	Shareholder	Sale of equipment & Service	14,845,111	17,364,138
National Bank Ltd	Shareholder	Sale of equipment & Service	352,239	353,756
Mercantile Bank Ltd	Shareholder	Sale of equipment & Service	31,486,115	58,999,678
Kazi Saifuddin Munir, Ph.D	Managing Director & Share holder	Remuneration	340,000	270,000
BEPS Limited	Subsidiary Company	Non interest bearing short term loan	10,460,289	6,696,489

Except from the above, The Company did not have any transaction during the last two years, or does not have any proposed transaction, between the issuer and any of the following persons:

- Any director or executive officer of the issuer;
- Any director or officer;
- Any person owning 5% or more of the outstanding shares of the Issuer;
- Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;
- Any transaction or arrangement entered into by the issuer or its subsidiary for 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;

- f) The company did not take or give any loan from or to any Director or any person connected with any Director nor did any Director or any person connected with any Director;
- g) Any Director holding any position, apart from being a Director in the issuer company, in any company, society, trust, organization, or proprietorship or partnership firm is already disclosed in involvement of directors with other organizations in the prospectus;
- h) There were no interests and facilities whether pecuniary or non-pecuniary enjoyed by the Directors except as specified in 'Executive Compensation' under the head of 'Information about Directors and Officers' of this Prospectus.

EXECUTIVE COMPENSATION

a) Remuneration paid to Top Five Salaried Officers

Remuneration paid to top five salaried officers of Information Technology Consultants Limited during last accounting period of July 01, 2013 to July 01, 2014– *(As per Audited Accounts)*

Name	Designation	As at June 30, 2014 (Amount in BDT)	As at June 30, 2013 (Amount in BDT)
Kazi Saifuddin Munir, Ph.D	Managing Director & CEO	4,310,000	4,290,000
Ahsanullah chowdhury	Director-Operation	2,931,750	2,892,000
Osman Haider	Director-Business	2,892,500	2,471,000
Shyamal Kanti Karmakar	Chief Financial Officer	2,228,600	1,782,000
Mahmud Al-Hasan Khan	Head of Business	2,077,000	1,341,500
Total		14,439,850	12,776,500

b) Aggregate amount of Remuneration paid to Directors and Officers

(As per Audited Accounts)

#	Particular	Nature of Payments	As at June 30, 2014 (Amount in BDT)	As at June 30, 2013 (Amount in BDT)
1.	Directors	Board Meeting Fees	N/A	N/A
2.	Officers/Employees	Salary and other allowances	85,867,417	76,750,467/-
		Total	85,867,417/-	76,750,467/-

c) Remuneration paid to any Director who was not an Officer of the Company

The company does not pay any remuneration to any director who was not an officer of the company during the last accounting year.

d) Contract for payment of future compensation

The Company has no contract with any Director/Officer for providing the payment of future compensation.

e) Pay Increase Intention

The company reviews the salary and benefits of employees on annual basis for increment.

OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

The Company has not offered any option for issue of shares to any of the officers, directors and employees or to any outsiders.

TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

(a) Benefits received or given by the Company or the Issuer Company

The Directors and Subscribers to the Memorandum of the Company have not received any benefits directly or indirectly during the last five years except remuneration and car loan facilities given to Managing Director, which are shown in the

following table. The issuer also has not received any assets, services or other considerations from its Directors and subscribers to the memorandum except fund against allotment of shares.

(As per Audited Accounts)

Name of Directors & Subscribers to the Memorandum	Designation	Nature of Value Received	Amount in BDT					Total Balance as on 30.06.2014
			01.07.2013 to 30.06.2014	01.07.2012 to 30.06.2013	01.07.2011 to 30.06.2012	01.07.2010 to 30.06.2011	01.07.2009 to 30.07.2010	
Kazi Saifuddin Munir, Ph. D	Managing Director & CEO	Remuneration	4,310,000	4,290,000	3,680,000	3,360,000	2,410,000	
		Car Loan	1,669,920	1,669,920	1,948,240	1,530,760	1,609,160	8,428,000

Note: The loan has been settled and the ownership of the car has been transferred in the name of Information Technology Consultants Limited. Auditor's declaration in this regard has been included.

(b) Directors' and Subscribers' Assets to the Company

The Directors and Subscribers to the Memorandum of the Company have not transferred any asset to the Company but deposited share money from time to time. Subsequently shares were allotted to the Directors and Subscribers of the Memorandum of the company.

TANGIBLE ASSETS PER SHARE

(As per Audited Accounts)

Particulars	As at June 30, 2014 (Amount in BDT)
ASSETS	
Non-Current Assets:	
Property, plant and Equipment	276,591,890
Capital Work in Progress	27,292,206
Investment	
Total Non-Current Assets [A]	303,884,096
Current Assets:	
Inventories	260,310,975
Accounts Receivables	450,601,709
Other Receivables	15,502,525
Advance, Deposits and Prepayments	274,282,710
Cash & Cash Equivalents	27,092,721
Total Current Assets [B]	1,027,790,640
Total Assets excluding Intangible Assets [C=A+B]	1,331,674,736
LIABILITIES	
Non-Current Liabilities:	
Long Term Loan	70,805,830
Lease Obligation	-
Deferred Tax Liability	-
Total Non-Current Liabilities [D]	70,805,830
Current Liabilities	
Trade Payables	33,443,432
Bank Overdraft	352,117,439
Inter Company Payable	-
Payable for Expenses	8,968,912
Other Liabilities	19,657,748
Secured Loan (Current Portion)	17,828,670
Income Tax Payable	12,512,438
Total Current Liabilities [E]	444,528,639
Total Liabilities [F=D+E]	515,334,469
Net Tangible Assets [G=C-F]	816,340,267
No. of Ordinary Shares outstanding as on June 30, 2014 [H]	75,000,000
Net Tangible Asset Value per Share as at June 30, 2014 [I=G/H]	10.88

OWNERSHIP OF THE COMPANY'S SECURITIES

Shareholding Structure

The shareholding position of the Company as on December 31, 2013 is as under:

#	Name of the Shareholders	Status	Address	No. of Shares subscribed	Subscribed Amount (Tk.)	% of Shareholding (at present)	% of Shareholding (after IPO)
1	Dr. Kazi Saifuddin Munir	Managing Director & CEO	House # 17, Road # 59, Apartment # 301, Concord Regina, Gulshan-2, Dhaka-1212.	3,920,540	39,205,400.00	5.23%	4.51%
2	Salahuddin Alamgir	Director	Flat # B/5, House # 30/A, Road # 4, Sector # 3, Uttara, Dhaka-1230.	4,662,080	46,620,800.00	6.22%	5.36%
3	SiS Capital (Bangladesh) Pte Ltd	Director	4, Leng Kee Road, 02-08, SiS Building, Singapore-159088	28,509,390	285,093,900.00	38.01%	32.77%
4	Ms. Rotraud Anna Khan	Shareholder	House # 35, Road # 18, Block # J, Banani, Dhaka.	1,290,000	12,900,000.00	1.72%	1.48%
5	Mrs. Jahanara Islam	Shareholder	House # 21, Road # 7B, Sector # 3, Uttara, Dhaka-1230	1,997,080	19,970,800.00	2.66%	2.30%
6	Mrs. Shuvra Roy	Shareholder	8-C, Sheltech Monihar, 154/1, Monipuripara, Tejgaon, Dhaka.	2,305,910	23,059,100.00	3.07%	2.65%
7	Excel Telecom (Pvt) Limited	Shareholder	RAK Tower, Plot # 1/A, 5th Floor, Jashimuddin Avenue, Sector # 3, Uttara, Dhaka-1230.	500,000	5,000,000.00	0.67%	0.57%
8	LankaBangla Finance Ltd.-IP Account (14 shareholders)	Shareholder	Safura Tower, Level - 11, 20 Kemal Ataturk Avenue, Banani, Dhaka-1213.	4,300,000	43,000,000.00	5.73%	4.94%
9	Popular Life Insurance Company Limited.	Shareholder	Peoples Insurance Bhaban, 3rd Floor, 36 Dilkusha C/A, Dhaka-1000. Bangladeshi.	2,000,000	20,000,000.00	2.67%	2.30%
10	Mr. Mohammad Rabban Ali	Shareholder	House- 35, Road- 5, Dhanmondi R/A, Dhaka-1205. Bangladeshi.	500,000	5,000,000.00	0.67%	0.57%
11	Trust Bank Limited.	Shareholder	Peoples Insurance Bhaban, 36 Dilkusha C/A, Dhaka-1000. Bangladeshi.	2,000,000	20,000,000.00	2.67%	2.30%
12	AIMS First Guranteed Mutual Fund	Shareholder	Unique Trade Centre (UTC), Level - 6 (SW), 8 Panthapath, Kawran Bazar, Dhaka-1215. Bangladeshi.	250,000	2,500,000.00	0.33%	0.29%
13	Grameen Mutual Fund One	Shareholder		250,000	2,500,000.00	0.33%	0.29%
14	Grameen One: Scheme Two	Shareholder		500,000	5,000,000.00	0.67%	0.57%
15	National Bank Limited.	Shareholder	18 Dilkusha C/A, Dhaka - 1000. Bangladeshi.	2,450,000	24,500,000.00	3.27%	2.82%

16	Ms. Shama Rabbani	Shareholder	House - 35, Road - 5, Dhanmondi R/A, Dhaka-1205.	500,000	5,000,000.00	0.67%	0.57%
17	LankaBangla Securities Limited.	Shareholder	DSE Annex Building, 1st Floor, 9/E Motijheel C/A, Dhaka - 1000.	500,000	5,000,000.00	0.67%	0.57%
18	LankaBangla Finance Limited.	Shareholder	Safura Tower, Level - 11, 20 Kemal Ataturk Avenue, Banani, Dhaka-1213.	500,000	5,000,000.00	0.67%	0.57%
19	Mercantile Bank Limited.	Shareholder	61, Dilkusha C/A, Dhaka-1000.	1,000,000	10,000,000.00	1.33%	1.15%
20	Mr. Mohius Samad Chowdhury	Shareholder	40/2, Dilu Road (2nd Floor), New Eskaton, Dhaka-1217.	360,000	3,600,000.00	0.48%	0.41%
21	Mr. Ahmed Rajeeb Samdani	Shareholder	House No.29, Road No. 11, Block - K, Baridhara, Dhaka-1212.	892,970	8,929,700.00	1.19%	1.03%
22	Partex Beverage Limited	Shareholder	Sena Kalyan Bhaban (16th Floor), 195, Motijheel- C/A, Dhaka- 1000.	642,810	6,428,100.00	0.86%	0.74%
23	Plastic Accessories Limited	Shareholder	Sena Kalyan Bhaban (16th Floor), 195, Motijheel- C/A, Dhaka- 1000.	642,810	6,428,100.00	0.86%	0.74%
24	Partex Plastic Limited	Shareholder	Sena Kalyan Bhaban (16th Floor), 195, Motijheel- C/A, Dhaka- 1000.	321,410	3,214,100.00	0.43%	0.37%
25	Mr. Zohir Ahmed	Shareholder	15, Mohiuddin Lane, Imamgong, Dhaka.	150,000	1,500,000.00	0.20%	0.17%
26	Mr. Yeasir Arafath	Shareholder	227/C (1st floor), Post Office Road, Khilgaon Dhaka	10,000	100,000.00	0.01%	0.01%
27	Mr. Mamudul Hassan	Shareholder	375, Senpara Parbota, Flat No-BC-4, Mirpur, Dhaka.	35,000	350,000.00	0.05%	0.04%
28	Mr. Shumun Mitra	Shareholder	13 No. M.L. Singh Road, Mymensingh-2200.	20,000	200,000.00	0.03%	0.02%
29	Mr. Tariqul Basher	Shareholder	Apt. # A2, Plot # 122/E, Road #13, Banani, Dhaka.	60,000	600,000.00	0.08%	0.07%
30	Kazi Manzur Habib	Shareholder	6, Raj Chandro Munshi Lane, Luxmibazar, Dhaka-1100.	50,000	500,000.00	0.07%	0.06%
31	Md. Abdul Mannan Shojol	Shareholder	ITCL, H#-50, R#- 25, B #A, Banani, Dhaka.	30,000	300,000.00	0.04%	0.03%
32	Md. Fazlul Kabir	Shareholder	7/1 Dakhin gaon (Shahi Bagh), Road No-4, word no-6, P.O. Bashabo, Ps- Sabuzbagh Dhaka-1214.	10,000	100,000.00	0.01%	0.01%
33	Md. Mijanur Rashid	Shareholder	H # 17, R# 4, Sector-4, Uttara, Dhaka-1230.	20,000	200,000.00	0.03%	0.02%
34	Md. Golam Mostafa	Shareholder	H # 17, R# 4, Sector-4, Uttara, Dhaka-1230.	45,000	450,000.00	0.06%	0.05%

35	Md. Sayeed Uz Zaman	Shareholder	R # 12, H# 36, Janata Housing Mirpur-2 Dhaka.	70,000	700,000.00	0.09%	0.08%
36	Mir Abrar Hossain	Shareholder	H # 17, R# 4, Sector-4, Uttara, Dhaka-1230.	105,000	1,050,000.00	0.14%	0.12%
37	Mr. Abdus Salam	Shareholder	H # 17, R# 4, Sector-4, Uttara, Dhaka-1230.	25,000	250,000.00	0.03%	0.03%
38	Md. Asrafal Alam Biplob	Shareholder	H # 17, R# 4, Sector-4, Uttara, Dhaka-1230.	15,000	150,000.00	0.02%	0.02%
39	Md. Abdul Hakim	Shareholder	Vill+ Post: Rupsha, Thana+ Dist.: Sirajganj.	10,000	100,000.00	0.01%	0.01%
40	Md. Gias Uddin Ahammed	Shareholder	129 BK Main Road Khulna.	10,000	100,000.00	0.01%	0.01%
41	Mr. SK Perves Marakar	Shareholder	R # 02, H # 08, Amtoli Mohakhali, Banani, Dhaka-1213.	10,000	100,000.00	0.01%	0.01%
42	Md. Shahadat Hossain	Shareholder	B#-A, Avenue-3, Line-7, House - 12, Sec.-11, Mirpur, Dhaka-1216.	10,000	100,000.00	0.01%	0.01%
43	Md. Aminul Haque	Shareholder	80 Kadamtala, Dhaka-1214.	30,000	300,000.00	0.04%	0.03%
44	Mr. Nitish Basak	Shareholder	22, Bara Bazar Mymensingh.	10,000	100,000.00	0.01%	0.01%
45	Md. Rashed Pervez	Shareholder	Tower # 4, Flat # 11,(F4), Shuvastu Nazar Valley, Gulshan.	15,000	150,000.00	0.02%	0.02%
46	Ms. Hamida Hasnu	Shareholder	H # 08, R # 12, Flat # D3, Dhanmondi R/A	10,000	100,000.00	0.01%	0.01%
47	Ms. Shahjadi Farhana Shafiq	Shareholder	73/ K, Central Road, Dhanmondi, Dhaka.	25,000	250,000.00	0.03%	0.03%
48	Ms. Hasina Akter	Shareholder	KHA- 14/6 Khaaliko Bapari Para, Dhaka-1229.	10,000	100,000.00	0.01%	0.01%
49	Ms. Mariam Begum	Shareholder	7/18, Baily Square Officers Quarter, Baily Road, Dhaka-1000.	30,000	300,000.00	0.04%	0.03%
50	Ms. Farhana Zabin Sony	Shareholder	Flat # A2, H # 1, Road # 127, Gulshan, Dhaka.	40,000	400,000.00	0.05%	0.05%
51	Ms. Tabassum Mushfiq	Shareholder	286, South Paikpare, Mirpur -1, Dhaka-1216.	25,000	250,000.00	0.03%	0.03%
52	Mr. Saiful Islam Sumon	Shareholder	H # 17, R # 59, Appt. # 301, Gulshan - 2, Dhaka - 1212.	15,000	150,000.00	0.02%	0.02%
53	Md. Khairul Islam Ripon	Shareholder	H # 17, R # 59, Appt. # 301, Gulshan - 2, Dhaka - 1212.	5,000	50,000.00	0.01%	0.01%
54	Md. Sikender Badsha	Shareholder	Vill. :- South Junagach Chapani Chowdhuri Para, POST:- Chapani Hat, Up: Dimla, Dist.: Nilphamari.	1,000	10,000.00	0.001%	0.001%
55	Md. Nazrul Islam	Shareholder	PO + Vill : Shahbajpur, PS-Sarail, Dist: B. Baria.	5,000	50,000.00	0.01%	0.01%
56	Mr. Tanzir Mannan Pavel	Shareholder	H # 11, R # 3, Sector # 11, Uttara, Dhaka.	30,000	300,000.00	0.04%	0.03%
57	Mr. Sharif-Uz-Zaman Shakil	Shareholder	12/A, B-E, Lalkuty, Mazar Road, Mirpur - 1, Dhaka.	5,000	50,000.00	0.01%	0.01%
58	Md. Shahid	Shareholder	2/1 Iswar Dos Lane,	10,000	100,000.00	0.01%	0.01%

	Hossain		Pari Das Road, Dhaka.				
59	Md. Wahid Shikder	Shareholder	H # 136, Nobipur Lane, Jikatola, Hajaribag, Dhaka-1209.	10,000	100,000.00	0.01%	0.01%
60	Muhammad Azad Rahman	Shareholder	H # 16, Road # 6, Rupnagar R/A, Mirpur, Dhaka.	25,000	250,000.00	0.03%	0.03%
61	Mr. Zubaer Ahmad	Shareholder	11/5 A North West Jatrabari, Dhaka - 1204.	20,000	200,000.00	0.03%	0.02%
62	Mr. Nandan Kumar Saha	Shareholder	62 no Bangshal Road, Sutarpura, Narayangonj - 1400.	40,000	400,000.00	0.05%	0.05%
63	Mr. A. K. M. Ehteshamul Haque	Shareholder	Flat # A3-02, Asiana Apartment, 04 Holy Lane, Shamoly, Dhaka-1207	20,000	200,000.00	0.03%	0.02%
64	Mr. Majharul Islam	Shareholder	Flat # 5 A, House # 3, Road # 16, Sector - 7, Uttara, Dhaka.	50,000	500,000.00	0.07%	0.06%
65	Mr. A.K.M Siddique Rahman	Shareholder	379/1, West Rampura, DIT Road, Rampura, Dhaka-1219.	10,000	100,000.00	0.01%	0.01%
66	Mr. Iftekhar Ahmed	Shareholder	23, Dilue Road (2nd Floor) Moghbazar Dhaka.	10,000	100,000.00	0.01%	0.01%
67	Regent Pacific Ltd	Director	604, Eastern Harbour Centre, 28 Hoi Chak Street, Quarry Bay, Hong Kong.	7,350,000	73,500,000.00	9.80%	8.45%
68	Qool Bangladesh Ltd	Shareholder	OFFICE: KA-74/2(3 RD FLOOR), KURIL, PRAGATI SARONI, BADDA, DHAKA	1,200,000	12,000,000.00	1.60%	1.38%
69	Mr. Rubel Aziz	Shareholder	House # 8, Road#62, Gulshan-2, Dhaka	705,000	7,050,000.00	0.94%	0.81%
70	LankaBangla Investments Ltd	Shareholder	Eunoos Trade Centre (Level # 21), 52-53, Dilkusha C/A, Dhaka-1000	2,064,000	20,640,000.00	2.75%	2.37%
71	Mr. Wazed Mollah	Shareholder	8H, Sheltech Monihar, 154/1, Monipuripara, Tejgaon, Dhaka-1215	333,333	3,333,330.00	0.44%	0.38%
72	Mr. Binod Kumar Agarwal	Shareholder	Flat no.-12A, Musafir Tower, 90, Kakrail, Dhaka	133,333	1,333,330.00	0.18%	0.15%
73	Mrs. Akhy Bhowmik	Shareholder	Flat no.-6D, Sheltech Mohana, 155, Tejgaon, Dhaka-1215.	33,334	333,340.00	0.04%	0.04%
74	Mr. Mohammad A. Moyeen	Shareholder	Safura Tower, Level - 11, 20 Kemal Atatürk Avenue, Banani, Dhaka-1213.	1,250,000	12,500,000.00	1.67%	1.44%
Total				75,000,000	750,000,000.00	100%	86.21%

Shareholder shareholding of 5% or more of the Company's Securities

There is no shareholders shareholding of 5% or more except the following shareholders of the Company -

#	Name of the Shareholders	Status	Address	No. of Shares subscribed	Subscribed Amount (Tk.)	% of Shareholding (at present)	% of Shareholding (after IPO)
1.	Kazi Saifuddin Munir, Ph.D	Managing Director& CEO	House # 17, Road # 59, Apartment # 301, Concord Regina, Gulshan-2, Dhaka-1212.	3,920,540	39,205,400	5.23%	4.51%
2.	Salahuddin Alamgir	Director	Flat # B/5, House # 30/A, Road # 4, Sector # 3, Uttara, Dhaka-1230.	4,662,080	46,620,800	6.22%	5.36%
3.	SiS Capital (Bangladesh) Pte Ltd.	Director	4,Leng Kee Road, 02-08,SiS Building, Singapore-159088	28,509,390	285,093,900	38.01%	32.77%
4.	LankaBangla Finance Ltd.-IP Account (14 shareholders)	Shareholder	Safura Tower, Level - 11, 20 Kemal Ataturk Avenue, Banani, Dhaka-1213.	4,300,000	43,000,000	5.73%	4.94%
5.	Regent Pacific Ltd.	Director	604, Eastern Harbour Centre, 28 Hoi Chak Street, Quarry Bay, Hong Kong.	7,350,000	73,500,000	9.80%	8.45%
Total				48,742,010	487,420,100	64.99%	56.03%

Securities of the Company owned by the Officers

Mr. Kazi Saifuddin Munir, Ph.D, Managing Director owns 3,920,540 ordinary shares and hold 5.23%, Mr. Tanzir Mannan Pavel, Chief Operation Office owns 30,000 ordinary shares and hold 0.04% and Mr. Zubaer Ahmed, Head of Transaction Processing & Business Initiatives owns 20,000 ordinary shares and hold 0.03% of the Company's shares. Apart from these top 10 salaried officers, 24 other employees own 571,000 ordinary shares and hold 0.76% of the company's shares.

Securities of the Company owned by the Directors

#	Name of the Shareholders	Status	Address	No. of Shares subscribed	Subscribed Amount (Tk.)	% of Shareholding (at present)	% of Shareholding (after IPO)
1.	Kazi Saifuddin Munir, Ph.D	Managing Director	House # 17, Road # 59, Apartment # 301, Concord Regina, Gulshan-2, Dhaka-1212.	3,920,540	39,205,400	5.23%	4.51%
2.	Salahuddin Alamgir	Director	Flat # B/5, House # 30/A, Road # 4, Sector # 3, Uttara, Dhaka-1230.	4,662,080	46,620,800	6.22%	5.36%
3.	SiS Capital (Bangladesh) Pte Ltd. (Represented by Lim Kiah Meng, Lim Kia Hong, Lim Hwee Hai, Lim Hwee Noi, Chiu Lai Chun Rhoda)	Director	4,Leng Kee Road, 02-08,SiS Building, Singapore-159088	28,509,390	285,093,900	38.01%	32.77%
4.	Regent Pacific Ltd. (Represented by Fauzijus Tjandra)	Director	604 Eastern Harbour Centre, 28 Hoi Chak Street, Quarry Bay, Hong Kong.	7,350,000	73,500,000	9.80%	8.45%
Total				44,442,010	444,420,100	59.26%	51.09%

DETERMINATION OF OFFERING PRICE
Net Asset Value (NAV) per share of Information Technology Consultants Limited

NAV per share is based on the information of the latest audited financial statements as on June 30, 2014. NAV per share with revaluation reserve is BDT 18.28 and NAV Per share without Revaluation reserve is BDT 14.77 that has been derived by dividing the net assets at the end of the period by the number of outstanding shares before IPO as shown in the table below:

Method 1 : Net Asset Value Per Share (With Revaluation Reserve)

Particulars	Amount in BDT
Share Capital	750,000,000
Share Premium	310,201,854
Retained Earnings	47,779,765
Revaluation Reserve	263,154,934
Total Share Holders Equity	1,371,136,553
Number of ordinary shares outstanding	75,000,000.00
Net Asset Value (NAV) per share	18.28

Method 2 : Net Asset Value Per Share (Without Revaluation Reserve)

Particulars	Amount in BDT
Share Capital	750,000,000
Share Premium	310,201,854
Retained Earnings	47,779,765
Revaluation Reserve	
Total Share Holders Equity	1,107,981,619
Number of ordinary shares outstanding	75,000,000.00
Net Asset Value (NAV) per share	14.77

Method 2: Historical Earnings Based Value per share (EBVPS)

Year	Paid up Capital	No. of Shares	Weight	Net profit after Tax (BDT)	Weighted Net Profit after tax (BDT)
2010	529,201,000	52,920,100	16%	59,708,273	9,432,419
2011	570,701,000	57,070,100	17%	43,267,083	7,371,131
2012	750,000,000	75,000,000	22%	41,090,809	9,199,704
2013	750,000,000	75,000,000	22%	26,841,541	6,009,476
2014	750,000,000	75,000,000	22%	78,250,971	17,519,387
Total		334,990,200	100%	249,158,677	49,532,116
Number of Shares before IPO					75,000,000
Diluted EPS based on Weighted Average Net Profit (BDT)					0.66
Benchmark Market Multiple*					15.54
Price Per Share					10.26

* Relevant P/E Multiple: Lower value of last three months average P/E of Miscellaneous Sector and Market

Month	15-Mar	15-Apr	15-May	Average
DSE PE	16.52	14.42	15.68	15.54
Sector PE	24.42	19.00	24.63	22.68

Offer Price:

Based on the above-mentioned valuation methodologies as per Securities and Exchange Commission (Public Issue) Rules, 2006, the management of the Company in consultation with the Issue Manager has set the issue price at **BDT 10.00** each at par.

MARKET FOR THE SECURITIES BEING OFFERED

The issuer shall apply to



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



Chittagong Stock Exchange Limited (CSE)
CSE Building, 1080, Sheikh Mujib Road,
Chittagong - 4100

Within 7 (Seven) working days from the date of consent accorded by the Commission to issue Prospectus.

DECLARATION ABOUT LISTING OF SHARES WITH STOCK EXCHANGE(S)

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

In case of non-refund of the subscription money within the aforesaid fifteen (15) days, the company's directors, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (Two Percent) per month above the bank rate, to the subscribers concerned.

The Issue Manager, in addition to the Issuer Company, shall ensure due compliance of the above mentioned conditions and submit compliance report, thereon, to the Commission within seven (7) days of expiry of the aforesaid fifteen (15) 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 and CSE.

DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

Dividend, Voting, Preemption Right

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 right 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 present in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present in person or by proxy shall have one vote for every share held by him or her.

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

Conversion and Liquidation Rights

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

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.
- f) There is no limitation on the payment of dividends to the common stockholders of the Company.

Other Rights of Stockholders

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

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 objects 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 unaudited, published by the company from time to time.

The shareholder holding minimum of 10% shares of paid-up capital of the company shall have the right to requisition Extra-Ordinary General Meeting of the company as provided under Section 84 of the Companies Act, 1994.

DEBT SECURITIES

Information Technology Consultants Limited has not issued or planning to issue any debt securities within 6 (six) months.

PLAN OF DISTRIBUTION

Section: X

UNDERWRITING OF SHARES

The Initial Public offering (IPO) is for 12,000,000 Ordinary Shares of Tk. 10/- each at an issue price of Tk. 10/- each at par totaling to Tk. 120,000,000/- of Information Technology Consultants Limited. As per guideline of Bangladesh Securities and Exchange Commission, 50% of the said amount i.e. 6,000,000 Ordinary Shares of Tk. 10/- each totaling to Tk. 60,000,000/- has been underwritten on a firm commitment basis by the following underwriters:

#	Name of Underwriters	No. of Shares Underwritten	Offer Price (Tk.)	Underwriting Amount (Tk.)	% of Total Underwriting
1.	BetaOne Investments Limited	3,000,000	10	30,000,000	50.00%
2.	NBL Capital and Equity Management Ltd	2,000,000	10	20,000,000	33.33%
3.	Prime Finance Capital Management Limited	1,000,000	10	10,000,000	16.67%
Total		6,000,000	10	60,000,000	100.00%

PRINCIPAL TERMS AND CONDITIONS OF UNDERWRITING AGREEMENT

1. If and to the extent that the shares offered to the public by a Prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the closing date, the Company shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Bangladesh Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares in cash in full within 15 (Fifteen) days of the date of said notice and the said amount shall have to be credited into shares subscription account within the said period.
2. 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 the Agreement, until such time as the Cheque/Bank Draft has been en-cashed and the Company's account credited.
3. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriter to the Commission.
4. 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 the Agreement and also other penalties as may be determined by the Commission may be imposed on him.
5. In case of failure by any underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under the Agreement.
6. In 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 consequence and/or penalties as determined by the Bangladesh Securities and Exchange Commission under the law may be imposed on them.

COMMISSION FOR THE UNDERWRITERS

The Company shall pay to the underwriters an underwriting commission at the rate of **0.50%** of 50% of the public offering amount of the issue value of shares underwritten by them out of the public issue.

OFFICER OR DIRECTOR OF THE UNDERWRITER(S) ACTING AS DIRECTOR OF THE COMPANY

No Officer or Director of the Underwriter(s) is engaged as the Director of the Company.

SUBSCRIPTION AND MARKET

Section:XI

LOCK-IN PROVISION

All issued shares of the issuer at the time of according consent to public offering shall be subject to a lock-in period of 3 (Three) years from the date of issuance of prospectus or commercial operation, whichever comes later.

Provided that the persons, other than directors and those who hold 5% or more, who have subscribed to the shares of the Company within immediately preceding 2 (Two) years of according consent, shall be subject to a lock-in period of 1 (One) year from the date of issuance of prospectus or commercial operation, whichever comes later.

The following table indicates the lock-in status of the shareholders of Information Technology

SL.	Name of the Shareholders	Status	BO ID	Nos. of Shares subscribed	% of shares hold	Date of Acquisition	Expiry date of Lock-in
1	Dr. Kazi Saifuddin Munir	Managing Director	1605770059470462	5,000		23.08.2000	3 years
				70,000		07.05.2003	3 years
				100,000		18.02.2004	3 years
				100,000		05.04.2004	3 years
				1,088,910		07.09.2004	3 years
				106,630		07.09.2004	3 years
				100,000		20.01.2008	3 years
				150,000		16.08.2010	3 years
				2,000,000		06.09.2011	3 years
				200,000		30.11.2011	
				3,920,540	5.23%		3 years
2	Mr. Salahuddin Alamgir	Vice Chairman	1202400004189086	2,000,000		05.04.2004	3 years
				250,000		07.09.2004	3 years
				1,662,080		20.01.2008	3 years
				750,000		06.09.2010	3 years
				4,662,080	6.22%		3 years
3	SiS Capital (Bangladesh) Pte Ltd	Director	1605770059835693	17,929,900		04.12.2011	3 years
				2,959,220		07.03.2013	3 years
				4,620,270		07.03.2013	3 years
				3,000,000		07.03.2013	3 years
				28,509,390	38.01%		
4	*LankaBangla Finance Ltd.-IP Account	Share Holders		4,300,000	5.73%	22.11.2009	3 years
5	Regent Pacific Ltd	Director	1605770059835751	6,600,000		17.11.2011	3 years
				550,000		17.09.2013	3 years
				200,000		17.09.2013	3 years
				7,350,000		9.80%	
6	Mrs. Jahanara Islam	Share Holder	1605770059749950	5,000		12.10.2000	3 years
				140,000		07.05.2003	3 years
				1,011,660		05.04.2004	3 years
				90,420		07.09.2004	3 years
				750,000		06.09.2010	3 years
				1,997,080	2.66%		3 years
7	Mrs. Shuvra Roy	Share Holder	1204480059822866	70,000		07.05.2003	3 years
				200,000		18.02.2004	3 years
				1,024,160		05.04.2004	3 years
				101,170		07.09.2004	3 years
				410,580		20.01.2008	3 years
				500,000		06.09.2010	3 years
				2,305,910	3.07%		3 years
8	Ms. Rotraud Anna	Shareholder	1603870059835650	350,000		05.04.2004	3 years

	Khan			650,000		07.09.2004	3 years
				290,000		20.01.2008	3 years
				1,290,000	1.72%		3 years
9	Excel Telecom (Pvt) Limited	Shareholder	1203050059833841	500,000	0.67%	15.04.2008	3 years
10	Popular Life Insurance Company Limited.	Shareholder	1204680000045409	2,000,000	2.67%	22.11.2009	3 years
11	Mr. Mohammad Rabban Ali	Shareholder	1203710027332489	500,000	0.67%	22.11.2009	3 years
12	Trust Bank Limited.	Shareholder	1205660000122040	2,000,000	2.67%	22.11.2009	3 years
13	AIMS First Guranteed Mutual Fund	Shareholder	1604620000025075	250,000	0.33%	22.11.2009	3 years
14	Grameen Mutual Fund One	Shareholder	1604620000025067	250,000	0.33%	22.11.2009	3 years
15	Grameen One: Scheme Two	Shareholder	1604620016329737	500,000	0.67%	22.11.2009	3 years
16	National Bank Limited.	Shareholder	1203980000035329	2,450,000	3.27%	22.11.2009	3 years
17	Ms. Shama Rabbani	Shareholder	1202090003949215	500,000	0.67%	22.11.2009	3 years
18	LankaBangla Securities Limited.	Shareholder	1201830000007813	500,000	0.67%	22.11.2009	3 years
19	LankaBangla Finance Limited.	Shareholder	1201830000012220	500,000	0.67%	22.11.2009	3 years
20	Mercantile Bank Limited.	Shareholder	1602170000104251	1,000,000	1.33%	22.11.2009	3 years
21	Mr. Mohius Samad Chowdhury	Shareholder	1204500026602336	360,000	0.48%	29.05.2010	3 years
22	Mr. Ahmed Rajeeb Samdani	Shareholder	1204500032808700	892,970	1.19%	29.05.2010	3 years
23	Partex Beverage Limited	Shareholder	1201500019764155	642,810	0.86%	29.05.2010	3 years
24	Plastic Accessories Limited	Shareholder	1201500059797081	642,810	0.86%	29.05.2010	3 years
25	Partex Plastic Limited	Shareholder	1201500059797154	321,410	0.43%	29.05.2010	3 years
26	Mr. Zohir Ahmed	Shareholder	1203410059777208	150,000	0.20%	16.08.2010	3 years
27	Mr. Yeasir Arafath	Shareholder	1601880024865601	10,000	0.01%	16.08.2010	3 years
28	Mr. Mamudul Hassan	Shareholder	1202210008519997	35,000	0.05%	16.08.2010	3 years
29	Mr. Shumun Mitra	Shareholder	1601880058603891	20,000	0.03%	16.08.2010	3 years
30	Mr. Tariqul Basher	Shareholder	1203180026798557	60,000	0.08%	16.08.2010	3 years
31	Kazi Manzur Habib	Shareholder	1601880028723557	50,000	0.07%	16.08.2010	3 years
32	Md. Abdul Mannan Shojol	Shareholder	1202430007535370	30,000	0.04%	16.08.2010	3 years
33	Md. Fazlul Kabir	Shareholder	1202270059527833	10,000	0.01%	16.08.2010	3 years
34	Md. Mijanur Rashid	Shareholder	1205690058601785	20,000	0.03%	16.08.2010	3 years
35	Md. Golam Mostafa	Shareholder	1205690058601793	45,000	0.06%	16.08.2010	3 years
36	Md. Sayeed Uz Zaman	Shareholder	1203580030396446	70,000	0.09%	16.08.2010	3 years

37	Mir Abrar Hossain	Shareholder	1204390022663444	105,000	0.14%	16.08.2010	3 years
38	Mr. Abdus Salam	Shareholder	1203830027540433	25,000	0.03%	16.08.2010	3 years
39	Md. Asraful Alam Biplob	Shareholder	1201700058626493	15,000	0.02%	16.08.2010	3 years
40	Md. Abdul Hakim	Shareholder	1203670059760557	10,000	0.01%	16.08.2010	3 years
41	Md. Gias Uddin Ahammed	Shareholder	1202090058588658	10,000	0.01%	16.08.2010	3 years
42	Mr. SK Perves Marakar	Shareholder	1601880029546691	10,000	0.01%	16.08.2010	3 years
43	Md. Shahadat Hossain	Shareholder	1203020020710479	10,000	0.01%	16.08.2010	3 years
44	Md. Aminul Haque	Shareholder	1202830010805905	30,000	0.04%	16.08.2010	3 years
45	Mr. Nitish Basak	Shareholder	1202250043000208	10,000	0.01%	16.08.2010	3 years
46	Md. Rashed Pervez	Shareholder	1201940020160491	15,000	0.02%	16.08.2010	3 years
47	Ms. Hamida Hasnu	Shareholder	1601880019401588	10,000	0.01%	16.08.2010	3 years
48	Ms. Shahjadi Farhana Shafiq	Shareholder	1202140030205171	25,000	0.03%	16.08.2010	3 years
49	Ms. Hasina Akter	Shareholder	1202400058688678	10,000	0.01%	16.08.2010	3 years
50	Ms. Mariam Begum	Shareholder	1201700037631807	30,000	0.04%	16.08.2010	3 years
51	Ms. Farhana Zabin Sony	Shareholder	1202800025392181	40,000	0.05%	16.08.2010	3 years
52	Ms. Tabassum Mushfiq	Shareholder	1204090058609369	25,000	0.03%	16.08.2010	3 years
53	Mr. Saiful Islam Sumon	Shareholder	1201750028793416	15,000	0.02%	16.08.2010	3 years
54	Md. Khairul Islam Ripon	Shareholder	1201750058609195	5,000	0.01%	16.08.2010	3 years
55	Md. Sikender Badsha	Shareholder	1201750059548832	1,000	0.00%	16.08.2010	3 years
56	Md. Nazrul Islam	Shareholder	1201750058609187	5,000	0.01%	16.08.2010	3 years
57	Mr. Tanzir Mannan Pavel	Shareholder	1601880029095778	30,000	0.04%	16.08.2010	3 years
58	Mr. Sharif-Uz-Zaman Shakil	Shareholder	1203040058620298	5,000	0.01%	16.08.2010	3 years
59	Md. Shahid Hossain	Shareholder	1203830046497398	10,000	0.01%	16.08.2010	3 years
60	Md. Wahid Shikder	Shareholder	1202380033419921	10,000	0.01%	16.08.2010	3 years
61	Muhammad Azad Rahman	Shareholder	1201580004538103	25,000	0.03%	16.08.2010	3 years
62	Mr. Zubaer Ahmad	Shareholder	1203680030286940	20,000	0.03%	16.08.2010	3 years
63	Mr. Nandan Kumar Saha	Shareholder	1601880019401571	40,000	0.05%	16.08.2010	3 years
64	Mr. A. K. M. Ehteshamul Haque	Shareholder	1202370022871821	20,000	0.03%	16.08.2010	3 years
65	Mr. Majharul Islam	Shareholder	1203800046688799	50,000	0.07%	16.08.2010	3 years
66	Mr. A. K. M. Siddiqure Rahman	Shareholder	1203690058558118	10,000	0.01%	16.08.2010	3 years
67	Mr. Iftekhar Ahmed	Shareholder	1202150000209662	10,000	0.01%	16.08.2010	3 years
68	QooL Bangladesh Ltd	Shareholder	1605770059835371	1,200,000	1.60%	17.11.2011	3 years

	Mr. Rubel Aziz	Shareholder	1201500011977670	705,000	0.94%	17.11.2011	3 years
69 70	Lanka Bangla Investments Ltd	Shareholder	1201830043239232	56,000	0.07%	01.11.2011	3 years
				2,000,000	2.67%	31.01.2013	3 years
				8,000	0.01%	08.07.2013	3 years
71	Mr. Wazed Mollah	Shareholder	1202210032312609	333,333	0.44%	17.11.2011	3 years
72	Mr. Binod Kumar Agarwal	Shareholder	1202020001460458	133,333	0.18%	17.11.2011	3 years
73	Mrs. Akhy Bhowmik	Shareholder	1204480059817216	33,334	0.04%	17.11.2011	3 years
74	Mr. Mohammad A. Moyeen	Shareholder	1201830000011570	1,250,000	1.67%	07.03.2013	3 years
Total				75,000,000	100%		

Note: Lock-in Period starts from the date of issuance of Prospectus i.e., October 8, 2015.

*** The break up of lock in under position of LankaBangla IP account**

No.	Name	Status	BOID	Number of shares
1	Mohd. Salim Miah	Share Holder	1605280046940751	100,000
2	Md. Mahabubur Rahman	Share Holder	1605280046935393	400,000
3	A K M Fazlul Haque	Share Holder	1605280046946245	100,000
4	Abu Md. Badruddin	Share Holder	1605280046968787	100,000
5	LankaBangla Securities Limited	Share Holder	1605280046970274	1,200,000
6	Afsar Uz Zaman	Share Holder	1605280046932266	100,000
7	Md. Rafiqul Islam	Share Holder	1605280046934420	30,000
8	Mashrul Haque	Share Holder	1605280046935385	100,000
9	Dr. Md. Abu Syed Tito	Share Holder	1605280046936007	1,500,000
10	Shahnaz Begum Rosy	Share Holder	1605280046936066	70,000
11	Md. Rafiqul Bari	Share Holder	1605280046937558	300,000
12	Rishit Computers Ltd.	Share Holder	1605280046937582	75,000
13	Azim Uddin Ahmed	Share Holder	1605280046937590	25,000
14	Mohammad Belal Hossain Chowdhury	Share Holder	1605280046937756	200,000
				4,300,000.00

SUBSCRIPTION BY AND REFUND TO NON-RESIDENT BANGLADESHI (NRB)

1. 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 concerned Stockbroker/Merchant Banker. 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.
2. The bank draft (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
3. Stockbrokers/Merchant Bankers shall send the bank drafts (FDD) submitted by successful NRB and Foreign applicants to the Stock Exchange and return the drafts submitted by unsuccessful applicants.
4. Stockbrokers/Merchant Bankers shall send the drafts (FDD) submitted by unsuccessful NRB and Foreign applicants who are subject to penal provisions, to the respective Stock Exchange, along with a list.
5. Stock Exchanges shall send the drafts submitted by successful NRB and Foreign applicants and also by unsuccessful NRB and Foreign applicants who are subject to penal provisions, to the Issuer.
6. In case of drafts (FDD) submitted by successful NRB or Foreign applicant for any amount excess to the value of securities to be allotted or by unsuccessful NRB and Foreign applicants who are subject to penal provisions, refund of the balance amount shall be made by the Issuer to the applicant through bank drafts issued in the - same currency **within 7 (seven) working days** of receiving the drafts from Stock Exchange.

AVAILABILITY OF SECURITIES

1. Securities:

	Particulars	Number of Shares	Amount in BDT
A.	20% of IPO of Ordinary Shares are reserved for affected small investors (ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী)	2,400,000	24,000,000.00
B.	10% of IPO of Ordinary Shares shall be reserved for Non- Resident Bangladeshis (NRB)	1,200,000	12,000,000.00
C.	10% of IPO of Ordinary Shares shall be reserved for mutual funds and Collective Investment schemes registered with the Commission	1,200,000	12,000,000.00
D.	Remaining 60% of IPO of Ordinary Shares shall be opened for subscription by the General Public	7,200,000	72,000,000.00
Total (A+B+C+D)		12,000,000	120,000,000.00

- All securities as stated in clause 1(A), 1(B), 1(C), and 1(D) shall be offered for subscription and subsequent allotment by the issuer, subject to any restriction, which may be imposed, from time to time by the Bangladesh Securities and Exchange Commission.
- In case of over-subscription under any of the categories mentioned in the clause 1(A), 1(B), 1(C), and 1(D), the Issue Manager shall conduct an open lottery of all the applications received under each category separately in accordance with the letter of consent issued by the Bangladesh Securities and Exchange Commission.
- In case of under-subscription under any of the 20% and 10% category as mentioned in clause 1(A), 1(B) and 1(C), the unsubscribed portion shall be added to the general public category, and, if after such addition there is oversubscription in the general public category the issuer and the issue manager shall jointly conduct an open lottery of all the applicants added together.
- In case of under-subscription of the public offering, the unsubscribed portion of shares shall be taken up by the underwriter(s).
- The lottery as stated in clause (3) and (4) should be conducted in the presence of the representatives of Issuer, Stock Exchange(s) and the applicants, if there be any.

ALLOTMENT

The company reserves the right of accepting any application, either in whole, or in part. Within 02 (two) working days of conducting lottery, the Issuer shall issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Stock Exchange in electronic form. On the next working day, Stock Exchanges shall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format. The Stockbrokers/Merchant Bankers shall inform the successful applicants about allotment of securities.

APPLICATION FOR SUBSCRIPTION

- Application for shares may be made for a minimum lot for **500** Ordinary shares to the value of **Taka, 5,000/- (Five Thousand Only)**. Prospectus may be obtained from the Registered Office of the Company, members of Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited. Application/ buy instruction must not be for less than **500** shares. Any application/ buy instruction not meeting this criterion will not be considered for allotment purpose.
- 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. subscription closing date).
- 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.
- Application/buy instruction must be in full name of individuals or limited companies or trusts or societies and not in the name of firms, minors or persons of unsound mind. Application/buy instruction from insurance, financial and market intermediary companies and limited companies must be accompanied by Memorandum and Articles of Association.
- 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 makes 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.**
- 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 too.

7. **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.**
8. An IPO applicant shall ensure his/her BO account remains operational till the process of IPO (including securities allotment or refund of IPO application/buy instruction) is completed. If any BO account mentioned in the application/buy instruction is found closed, the allotted security may be forfeited by BSEC
9. Bangladeshi Nationals (including non-resident Bangladeshi Nationals working abroad) and Foreign Nationals shall be entitled to apply for shares
10. Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer/Mutual Fund for an amount equivalent to the application money, with their application to concerned Stockbroker/Merchant Banker. 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.
11. The bank draft (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
12. The IPO subscription money collected from investors (other than Non-Resident Bangladeshis in US Dollar or UK Pound Sterling or EURO) by the Stock brokers/ Merchant Bankers will be remitted to the Company's **Special Notice Deposit (SND) A/CNo. 0017-0320001315** with **Trust Bank Limited, Dilkusha Corporate Branch, Dhaka, Bangladesh** for this purpose.
13. The subscription money collected from Non-Resident Bangladeshis 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:

#	Name of the FC Accounts	Currency	Account No.	Bank	Branch
1.	Information Technology Consultants Ltd	EURO	0017-580400020	Trust Bank Limited	Dilkusha Corporate
2.	Information Technology Consultants Ltd	USD	0017-580200024	Trust Bank Limited	Dilkusha Corporate
3.	Information Technology Consultants Ltd	GBP	0017-580300022	Trust Bank Limited	Dilkusha Corporate

14. ঋতিগ্রহ ঋদ্র বিনিয়োগকারীগণ সকল পাবলিক ইস্যুতে একক অথবা যৌথ হিসাবের যে কোনটি অথবা উভয়টি হতে সংরক্ষিত ২০% কোটায় আবেদন করতে পারবেন। তবে ইচ্ছা করলে ঋতিগ্রহ সংরক্ষিত ২০% কোটায় আবেদন না করে সাধারণ বিনিয়োগকারীদের জন্য নির্ধারিত কোটায়ও আবেদন করতে পারবেন।

APPLICATIONS NOT IN CONFORMITY WITH THE ABOVE REQUIREMENTS ARE LIABLE TO BE REJECTED.

MATERIAL CONTRACTS

The following are material contracts in the ordinary course of business, which have been entered into by the Company:

- a) Underwriting Agreements between the Company and the Underwriters
- b) Issue Management Agreement between the Company and BetaOne Investments Limited
- c) Contract between the Company and the Central Depository Bangladesh Limited (CDBL)

Copies of the aforementioned contracts and documents and a copy of Memorandum of Association and Articles of Association of the Company and the Consent Letter from the Bangladesh Securities and Exchange Commission may be inspected, on any working day during office hours at the Corporate Office of the Company and the Manager to the Issue.

MANAGER TO THE ISSUE

BetaOne Investments Limited, Green Delta AIMS Tower, 51-52 Mohakhali C/A, Dhaka 1212.

The Issue Management Fee for the IPO shall be 1% on the public offering amount or Tk. 2,000,000 only whichever is lower.

CORPORATE DIRECTORY
Section: XIII

REGISTERED OFFICE	:	Information Technology Consultants Limited Evergreen Plaza (3 rd Floor), 260/B Tejgaon I/A, Dhaka - 1208, Bangladesh
AUDITOR	:	Hoda Vasi Chowdhury & Co BTMC Bhaban (8 th floor), 7-9 Kawran Bazar-C/A, Dhaka-1215
MANAGER TO THE ISSUE	:	BetaOne Investments Limited Green Delta AIMS Tower, 51-52 Mohakhali C/A, Dhaka 1212
LEGAL ADVISOR	:	Tanjib-ul Alam & Associates BSEC Bhaban (Level -11), 102 Kazi Nazrul Islam Avenue, Karwan Bazar, Dhaka -1215
TAX CONSULTANT	:	Zahir Ahmed & Co. Chartered Accountants 22, Dilkusha C/A (1 st Floor), Dhaka – 1000
COMPANY SECRETARY	:	Md. Haqueful Shaikh
LEAD BANKER FOR IPO	:	Trust Bank Limited
BANKERS-TO-THE ISSUE	:	Trust Bank Ltd; IFIC Bank Ltd; National Bank Ltd; Mercantile Bank Ltd; The City Bank Ltd; ICB Investment Corporation; Jamuna Bank Ltd; Mutual Trust Bank Ltd; Dhaka Bank Ltd; One Bank Ltd; Commercial Bank Of Ceylon

All investors are hereby informed by the Company that the Company Secretary would be designated as Compliance Officer who will monitor the compliance of the Acts, and rules, regulations, notification, guidelines, conditions, orders/directions etc. issue by the Commission and/or stock exchange(s) applicable to the conduct of the business activities of the Company so as to promote the interest of the investors in the security issued by the Company, and for redressing investors' grievances.

AUDITORS' REPORT TO THE SHAREHOLDERS OF INFORMATION TECHNOLOGY CONSULTANTS LIMITED (ITCL) AND ITS SUBSIDIARY BANGLADESH ELECTRONIC PAYMENT SYSTEMS LIMITED (BEPS)

Section: XIV

**Auditors' Report
To the Shareholders of
Information Technology Consultants Ltd.**

Introduction

We have audited the accompanying financial statements of Information Technology Consultants Ltd. (the "Company"), which comprise the statement of financial position as at 30 June 2014, statement of 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 notes and all related consolidated financial statements of Information Technology Consultants Ltd. and its subsidiary (together referred to as "the Group").

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Accounting Standards (BAS), Bangladesh Financial Reporting Standards (BFRS), the Companies Act (#18) 1994 and other applicable laws and regulations. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conduct our audit in accordance with Bangladesh Standard on Auditing (BSA). Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, 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 evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements including consolidated financial statements, prepared in accordance with Bangladesh Accounting Standards (BAS), Bangladesh Financial Reporting Standards (BFRS), give a true and fair view of the state of the Company's/group's affairs as at 30 June 2014 and of the results of its operations and its cash flows for the year then ended and comply with the Companies Act (#18) 1994, and other applicable laws and regulations.

We also report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the Company/Group so far as it appeared from our examination of these books;
- c) the statement of financial position (balance sheet) and statement of comprehensive income (profit and loss account) dealt with by the report are in agreement with the books of account; and
- d) the expenditures incurred were for the purposes of the Company and its subsidiary.

Dated: Dhaka
September 3, 2014

Sd/-
Hoda Vasi Chowdhury & Co.
Chartered Accountants

Information Technology Consultants Ltd.
Statement of Financial Position
As at 30 June 2014

Notes	2014		2013		
	Consolidated	Separate	Consolidated	Separate	
	Taka	Taka	Taka	Taka	
Assets					
Non Current Assets:					
Property, Plant and Equipment, Net	4.00	276,591,890	260,043,338	284,145,112	264,180,412
Intangible Assets, Net	5.00	558,043,068	550,463,492	544,793,574	535,319,102
Capital Work in Progress	6.00	27,292,206	27,292,206	-	-
Investment in Subsidiaries	7.00	-	37,150,000	-	37,150,000
Preliminary Expenses	8.00	-	-	1,382,187	1,382,187
Goodwill on Acquisition of BEPS	9.00	-	-	2,192,976	-
		861,927,164	874,949,036	832,513,849	838,031,701
Current Assets:					
Inventories	10.00	260,310,975	260,310,975	168,930,117	168,930,117
Accounts Receivable, Net	11.00	450,601,709	424,926,631	318,920,318	292,929,907
Other Receivable	12.00	15,502,525	15,502,525	25,449,414	25,449,414
Advance, Deposits & Prepayments	13.00	274,282,710	273,177,244	254,200,644	252,775,178
Cash and Cash Equivalents	14.00	27,092,721	25,816,833	33,204,135	26,695,104
		1,027,790,640	999,734,208	800,704,628	766,779,720
Total Assets		1,889,717,804	1,874,683,244	1,633,218,477	1,604,811,421
Equity and Liabilities					
Shareholders' Equity:					
Share Capital	15.00	750,000,000	750,000,000	750,000,000	750,000,000
Share Premium	16.00	310,201,854	310,201,854	310,201,854	310,201,854
Retained Earnings	17.00	47,779,765	40,275,591	(51,384,580)	(65,933,148)
Revaluation Reserve	18.00	263,154,934	263,154,934	316,434,847	316,434,847
Tax Holiday Reserve		-	-	1,987,094	-
		1,371,136,553	1,363,632,379	1,327,239,215	1,310,703,553
Non Controlling Interest	19.00	3,246,782	-	3,776,860	-
		1,374,383,335	1,363,632,379	1,331,016,075	1,310,703,553
Non Current Liabilities:					
Secured Loan	20.00	70,805,830	70,805,830	8,371,949	8,371,949
		70,805,830	70,805,830	8,371,949	8,371,949
Current Liabilities:					
Trade Payables	21.00	33,443,432	30,535,189	36,340,366	33,364,993
Bank Overdraft	22.00	352,117,439	352,117,439	223,273,439	223,273,439
Inter Company Payable	23.00	-	10,460,289	-	6,696,489
Payable for Expenses	24.00	8,968,912	8,918,912	6,807,998	6,777,998
Other Liabilities	25.00	19,657,748	19,657,748	15,623,000	15,623,000
Secured Loan (Current Portion)	26.00	17,828,670	17,828,670	-	-
Income Tax Payable	27.00	12,512,438	726,788	11,785,650	-
		444,528,639	440,245,035	293,830,453	285,735,919
Total Liabilities		515,334,469	511,050,865	302,202,402	294,107,868
Total Equity & Liabilities		1,889,717,804	1,874,683,244	1,633,218,477	1,604,811,421
Net Asset Value (NAV) per share	37.00	18.28	18.18	17.67	17.48

The annexed notes from 1 to 40 an integral part of these financial statements.

Sd/-
Kazi Saifuddin Munir, Ph.D
 Managing Director

Sd/-
Md. Salahuddin Alamgir
 Director

Sd/-
Md. Haqueful Shaikh
 Company Secretary

Dated: Dhaka
 3/09/2014

Sd/-
Hoda Vasi Chowdhury & Co.
 Chartered Accountants

Information Technology Consultants Ltd.
Statement of Comprehensive Income
For the year ended 30 June 2014

		2014		2013	
		Consolidated	Separate	Consolidated	Separate
		Taka	Taka	Taka	Taka
Revenue	28.00	670,707,822	669,826,632	434,951,730	420,545,439
Cost of services & sales	29.00	(442,026,430)	(433,784,686)	(293,757,744)	(277,658,901)
Gross Profit		<u>228,681,392</u>	<u>236,041,946</u>	<u>141,193,986</u>	<u>142,886,538</u>
Operating expenses:					
General and administrative expenses	30.00	(74,955,495)	(72,745,944)	(65,201,749)	(60,245,245)
Selling & distribution expenses	31.00	(27,422,726)	(27,422,726)	(29,298,614)	(29,082,364)
Other operating expenses	32.00	(12,768,082)	(12,705,520)	(4,612,183)	(4,485,221)
Total Operating Expenses		<u>(115,146,303)</u>	<u>(112,874,190)</u>	<u>(99,112,546)</u>	<u>(93,812,830)</u>
Operating Profit/(Loss)		<u>113,535,089</u>	<u>123,167,756</u>	<u>42,081,440</u>	<u>49,073,708</u>
Non operating income	33.00	4,454,646	4,454,646	1,388,845	1,388,845
Profit/(Loss) before Finance Costs		<u>117,989,735</u>	<u>127,622,402</u>	<u>43,470,285</u>	<u>50,462,553</u>
Finance costs	34.00	(34,906,246)	(34,906,246)	(14,948,649)	(14,948,649)
Profit/(Loss) before contribution to WPP & WF		<u>83,083,489</u>	<u>92,716,156</u>	<u>28,521,636</u>	<u>35,513,904</u>
Contribution to WPP & WF		(4,635,808)	(4,635,808)	-	-
Profit/(Loss) before Income Tax		<u>78,447,681</u>	<u>88,080,348</u>	<u>28,521,636</u>	<u>35,513,904</u>
Income tax expenses	35.00	(726,788)	(726,788)	(2,178,294)	(2,178,294)
Profit/(Loss) after Income Tax		<u>77,720,893</u>	<u>87,353,560</u>	<u>26,343,342</u>	<u>33,335,610</u>
Profit attributable to:					
Owners of the company (92.875%)		78,250,971	-	26,841,541	-
Non controlling Interest (7.125%)		(530,078)	-	(498,199)	-
Profit for the year		<u>77,720,893</u>	-	<u>26,343,342</u>	-
Earnings per share	36.00	<u>1.04</u>	<u>1.16</u>	<u>0.35</u>	<u>0.44</u>

The annexed notes from 1 to 40 an integral part of these financial statements.

Sd/-
Kazi Saifuddin Munir, Ph.D
 Managing Director

Sd/-
Md. Salahuddin Alamgir
 Director

Sd/-
Md. Haqueful Shaikh
 Company Secretary

Dated: Dhaka
 3/09/2014

Sd/-
Hoda Vasi Chowdhury & Co.
 Chartered Accountants

Information Technology Consultants Ltd.
Statement of Cash Flows
For the year ended 30 June 2014

	2014		2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
A. Cash flow from Operating Activities				
Cash Receipts from Customers/Sales	529,582,624	528,315,000	512,564,157	459,377,715
Cash Paid to Suppliers	(488,587,134)	(485,589,304)	(301,098,652)	(291,516,703)
Cash Generated from Operating Activities	33,880,731	37,383,668	(22,629,058)	134,695
Payment of Short Term Loan	-	-	(14,400,000)	(14,400,000)
Interest Paid	(55,361,426)	(55,361,426)	(36,851,424)	(17,126,943)
Net Cash Provided By/(Used in) Operating Activities	19,514,795	24,747,938	137,585,023	136,468,764
B. Cash flow from Investing Activities:				
Acquisition of Fixed Assets	(58,489,696)	(58,489,696)	(21,908,153)	(21,908,153)
Acquisition of Intangible Assets	(29,630,394)	(29,630,394)	(97,983,100)	(97,983,100)
Disposal of Fixed Assets	60,000	60,000	193,208	-
Net Cash used in Investing Activities	(88,060,090)	(88,060,090)	(119,698,045)	(119,891,253)
C. Cash flow from Financing Activities:				
Received of Secured Loan	62,433,881	62,433,881	(14,465,710)	(14,465,710)
Net Cash Used in Financing Activities	62,433,881	62,433,881	(14,465,710)	(14,465,710)
D. Net changes in cash and cash equivalents (A+B+C)	(6,111,414)	(878,271)	3,421,268	2,111,801
E. Cash and cash equivalents at the beginning of the year	33,204,135	26,695,104	29,782,867	24,583,303
F. Cash and cash equivalents at the end of the year	27,092,721	25,816,833	33,204,135	26,695,104

Sd/-
Kazi Saifuddin Munir, Ph.D
 Managing Director

Sd/-
Md. Salahuddin Alamgir
 Director

Sd/-
Md. Haqueful Shaikh
 Company Secretary

**Information Technology Consultants Ltd.
Consolidated Statement of Changes in Equity
For the year ended 30 June 2014**

Particulars	Equity attributable to owners of the company					Non controlling interest	Total Equity
	Paid-up Capital	Share Premium	Reserves				
			Retained Earnings	Revaluation Reserve	Tax Holiday Reserve		
Balance as at July 01, 2012	750,000,000	310,201,854	(78,440,553)	316,434,847	1,987,094	4,275,059	1,304,458,301
Total comprehensive income for the year	-	-	26,841,541	-	-	(498,199)	26,343,342
Prior Year Adjustment	-	-	214,432	-	-	-	214,432
Balance as at June 30, 2013	750,000,000	310,201,854	(51,384,580)	316,434,847	1,987,094	3,776,860	1,331,016,075
Prior Year Adjustment	-	-	(34,353,633)	-	-	-	(34,353,633)
Restated balance as at 01 July 2013	750,000,000	310,201,854	(85,738,213)	316,434,847	1,987,094	3,776,860	1,296,662,442
Total comprehensive income for the year	-	-	78,250,971	-	-	(530,078)	77,720,893
Transfer from revaluation reserve to retained earnings	-	-	53,279,913	(53,279,913)	-	-	-
Tax Holiday Reserve	-	-	1,987,094	-	(1,987,094)	-	-
Balance as at June 30, 2014	750,000,000	310,201,854	47,779,765	263,154,934	-	3,246,782	1,374,383,335

**Information Technology Consultants Ltd.
Statement of Changes in Equity
For the year ended 30 June 2014**

Particulars	Paid-up Capital	Share Premium	Retained Earnings	Revaluation Reserve	Tax Holiday Reserve	Total Equity
Balance as at July 01, 2012	750,000,000	310,201,854	(99,533,758)	316,434,847	-	1,277,102,943
Total comprehensive income for the year	-	-	33,335,610	-	-	33,335,610
Prior Year Adjustment	-	-	265,000	-	-	265,000
Balance as at June 30, 2013	750,000,000	310,201,854	(65,933,148)	316,434,847	-	1,310,703,553
Prior Year Adjustment	-	-	(34,424,734)	-	-	(34,424,734)
Restated balance as at 01 July 2013	750,000,000	310,201,854	(100,357,882)	316,434,847	-	1,276,278,819
Total comprehensive income for the year	-	-	87,353,560	-	-	87,353,560
Transfer from revaluation reserve to retained earnings	-	-	53,279,913	(53,279,913)	-	-
Balance as at June 30, 2014	750,000,000	310,201,854	40,275,591	263,154,934	-	1,363,632,379

The annexed notes from 1 to 40 an integral part of these financial statements.

Sd/-
Kazi Saifuddin Munir, Ph.D
Managing Director

Sd/-
Md. Salahuddin Alamgir
Director

Sd/-
Md. Haqueful Shaikh
Company Secretary

Information Technology Consultants Ltd.
Notes to the financial statements
For the year ended 30 June 2014

1. Reporting entity

1.1 Company profile

Information Technology Consultants Ltd. was incorporated on August 23, 2000 vide certificate of Incorporation no-C-41094(453)/2000 as a private limited company with a vision to serve as Electronic Transaction Processing (EFT) solution provider in Banking sector of Bangladesh. Subsequently the Company was converted to “Public” Limited Company on 16 March 2008. The consolidated financial statements of the Company as at and for the year ended 30 June 2014 comprise the Company and its subsidiary. Profile of the subsidiary is as under

Bangladesh Electronic Payment Systems Limited (BEPSL) was incorporated as private companies on December 6th, 2003 vide Registration No. C-51222 (1517)/ 2003. Authorized capital is Tk. 250 million divided into 2.50 million ordinary shares of Tk. 100/- each. The paid up capital of the company as on June 30, 2014 is Tk. 40,000,000/- divided into 400,000 ordinary shares of Tk. 100/- each fully paid. The Company has become the subsidiary Company of Information Technology Consultants Limited in exchange of 92.875% of its shares. Information Technology Consultants Limited is holding 371,500 Ordinary Shares of Bangladesh Electronic Payment Systems Limited (BEPSL).

1.2 Nature of business

The business of the company interalia includes online Switching Solution, Software Development and Service Provider of Q-Cash member banks shared ATM network.

Information Technology Consultants Ltd. is committed to be the leader as Smart Card Solutions Provider in the Banking sector as well as the Automated Transaction processing Industry in Bangladesh.

2. Basis of preparation

2.1 Statement of Compliance

These financial statements have been prepared in accordance with Bangladesh Accounting Standards (BAS), Bangladesh Financial Reporting Standards (BFRS), Companies Act (#18) 1994 and other applicable laws and regulations.

The financial statements were authorized for issue by the Board of Directors on 03 September 2014.

2.2 Basis of Measurement

The Financial statements have been prepared on the historical cost basis except for those assets which are stated at revalued amount.

2.3 Functional and presentational currency and level of precision

These financial statements are presented in Bangladeshi Taka (Taka/Tk./BDT) which is both functional currency and presentation currency of the group/Company. The amounts in these financial statements have been rounded off to the nearest Taka.

2.4 Use of estimates and judgments

The preparation of financial statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the report, amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain terms such as long term contracts, provision for doubtful accounts, depreciation and amortization, employees’ benefit plans, taxes reserves and contingencies.

2.5 Reporting Period

These Financial Statements of the Company cover the period from 01 July 2013 to 30 June 2014.

2.6 Presentation of Financial Statements

According to the International Accounting Standard (IAS) – 1 adopted by the ICAB as BAS-1 “Presentation of Financial Statements the complete set of Financial Statement includes the following components:

- i) Statement of Financial Position
- ii) Statement of Comprehensive Income
- iii) Statement of Changes in Equity
- iv) Statement Cash flows
- v) Notes, comprising a summary of significant accounting policies and other explanatory information.

2.7 Responsibility for preparation and presentation of Financial Statements

The management of the Company is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of “the conceptual framework for financial reporting”.

2.8 Going Concern

The company has adequate resources to continue its operation of foreseeable future and hence, the financial statements have been prepared on going concern basis. As per management assessment, there is no material uncertainties related to event or condition which may cast significant doubt upon the company’s ability to continue as a going concern.

3. Significant Accounting Policies

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

3.1 Basis of consolidated and separate financial statements

(a) *Subsidiary*

Subsidiary is the entity controlled by the group. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity. Subsidiary is fully consolidated from the date on which control is transferred to the group. They are de-consolidated from the date on which control ceases.

Name of subsidiary	% of controlling interest	% of non-controlling interest
Bangladesh Electronic Payment Systems Ltd. (BEPS)	92.875	7.125

The accounting policies of subsidiary have been changed when necessary to align them with the policies adopted by the group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(b) *Transactions eliminated on consolidation*

The financial statements of the subsidiary have been consolidated with those of Information Technology Consultants Ltd. in accordance with BFRS 10 Consolidated and Separate Financial Statements. Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions are eliminated in preparing consolidated financial statements.

(c) *Basis of preparation of separate financial statements*

The group has presented separate financial statements in addition to consolidated financial statements.

3.2 Property, plant and equipment

(a) Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner.

(b) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are expensed when incurred.

(c) Revaluation of Fixed Assets

The Company had revalued its fixed assets in the year 2009-2010 viz, Plant & Machinery, ATM Machine, POS Terminal, Card Printers, Q- Cash retailer POS software, ATM software, Switching Software, POS Software and Software Development by a competent consultant *M/s. Ahmed & Akter*, an independent Chartered Accountants firm who have no interest in the assets of the Company.

(d) Depreciation

Depreciation is charged on the basis of diminishing balance method on all tangible assets over their estimated useful economic lives.

The depreciation rates applicable to the principal categories of Fixed Assets are:-

Name of assets	Rate	
	ITCL	BEPS
Plant & Machinery	15%	20%
ATM Machinery	15%	-
POS Terminal	15%	15%
Card Printer	15%	-
Furniture & Fixture	10%	10%
Computer & Components	15%	15%
Office Equipment	15%	15%
Operating Equipment	15%	15%
Office Decoration	10%	20%
ATM Booth	15%	15%
Generator	10%	15%
On Line UPS	10%	-
Switching Hardware	10%	-
Network Solutions-CISCO	10%	-
Power Substation	10%	-
Vehicles	-	20%
Other Assets	-	15%

(e) Retirements and disposals

An asset is derecognized upon disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain or loss from disposal of asset under other income in the statement of comprehensive income.

(f) Capital work in progress

Capital work in progress consists of acquisition costs of plant and machinery, capital components and related installation cost until the date placed in service.

3.3 Intangible assets

(a) Recognition and measurement

The Cost of Intangible Assets are capitalized provided they meet the recognition criteria specified by BAS-38. Capitalization costs include license fees & cost of implementation / system integration services which are capitalized during the period in which the relevant software's are installed for use. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the assets for its intended use.

(b) Subsequent costs

Subsequent cost/expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. Cost of maintenance, upgrading and enhancements are charged off as revenue expenditure unless they bring similar significant additional long term benefits.

(c) Amortization

Amortization of the intangible asset is recognized on the basis of the expected pattern of consumption of the projected future economic benefits embodied in the asset and is applied during the year. Amortization of intangible assets is charged under straight line method.

The amortization rates applicable to the principal categories of Intangible Assets are:-

Name of assets	Rate	
	ITCL	BEPS
Accounting Software	20%	-
ATM Software	3%	-
Mobile Banking Software	5%	-
Oracle Software	5%	-
PCCI DSS Security Compliance Software License	5%	-
POS Software	5%	-
Q Cash E Portal Software Development	5%	-
Q Cash Retailer POS Software	5%	-
Software Development	3%	20%
Switching Software	3%	20%
Call Centre	5%	-
VMware Software	5%	-
Issue Tracking Software (JIRA)	5%	-

3.4 Inventories

Inventories are valued at the lower of cost or net realizable value. The cost is assigned following weighted average cost formula. As per BAS 2 "Inventories" Net realizable value is determined by deducting estimated cost of completion and cost of sales from the estimated sales of the related items.

3.5 Provisions

A provision is recognized in the statement of financial position when the company has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provision is ordinarily measured at the best estimate of the expenditure required to settle the present obligation at the date of statement of financial position. Where the effect of time value of money is material, the amount of provision is measured at the present value of the expenditures expected to be required to settle the obligation.

3.6 Employee Benefits

Workers' Profit Participation Fund (WPPF)

This represents 5% of net profit before tax contributed by the Company as per provisions of Bangladesh Labour (Amendments) Act 2013 and is payable to workers/employees as defined in the said law.

3.7 Contingencies

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence of one or more uncertain future events which are not within the control of the company. In accordance with IAS/BAS 37, there is no contingent liability or asset as on 30 June 2014.

3.8 Revenue

The revenue during the year represents revenue arising from various Services of electronic transaction processing under Q-Cash Shared ATM Network and from the sale of ATM, Kiosk, POS which are recognized when deliveries are made against the sales order received from the respective Bank clients and after satisfying all the conditions for revenue recognition as provided in BAS 18 “Revenue Recognition.”

3.9 Taxation

(a) Current tax

Provision for income Tax has been made during the year as per Income Tax Ordinance 1984.

(b) Deferred tax

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

3.10 Foreign currency transactions

Transactions denominated in foreign currencies are translated into Bangladesh Taka and recorded at rates of exchange ruling on the date of transaction in accordance with BAS 21.

3.11 Finance income and expenses

Finance income comprises interest income which is recognised on accrual basis.

Finance expenses comprise interest expense on loan, overdraft and bank charges. All borrowing costs are recognised in the statement of comprehensive income.

3.12 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.12.1 Financial assets

Financial assets carried in the statement of financial position include cash and cash equivalents, trade and other receivables, other long term receivables and deposits.

(a) Cash and cash equivalents

According to BAS 7 “Cash Flow Statement”, cash comprises of cash in hand and demand deposit and cash equivalents which are of short term, highly liquid investments that are readily convertible to know amount of cash which are subject to an insignificant risk of changes in value, BAS 1 “Presentations of Financial Statements” also provides that cash equivalents are those which have no restriction in use considering the provision of BAS 7 and BAS 1. Cash in hand and bank balance have been considered as cash and cash equivalents.

(b) Accounts receivable

Accounts receivable are created based on original invoice amount and accrued income which is still not billed to customer. During the year doubtful debt were considered.

3.12.2 Financial liability

The company initially recognizes financial liabilities on the transaction date at which the company becomes a party to the contractual provisions of the liability. The company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. Financial liabilities include trade and other payables and other current liabilities.

(a) Trade payables

Liabilities are recognized for amount to be paid in the future for goods and services received, whether or not billed by the supplier.

(b) Loans and borrowings

Principal amounts of the loans and borrowings are stated at their amortised amount. Borrowings repayable after twelve months from the date of statement of financial position are classified as non-current liabilities whereas the portion of borrowings repayable within twelve months from the date of statement of financial position, unpaid interest and other charges are classified as current liabilities.

3.13 Impairment of assets

As all assets of the company shown in the financial statement that are within the scope of BAS – 36 are in physical existence and valued no more than their recoverable amount following International Accounting Standards adopted in Bangladesh, disclosures with regard to “Impairment of Assets” as per BAS-36 have not been considered necessary.

3.14 Statement of Cash Flows

Statement of Cash Flows is prepared principally in accordance with **BAS 7 Cash Flow Statement** shows how the company's cash and cash equivalents changed during the period through inflows and outflows and it has been presented under direct method.

3.15 Earnings per share

The Company/group represents earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

3.16 Events after the Reporting Period

Subsequent events are events after balance sheet date as defined in BAS 10. Any material event after balance sheet adjusting or non-adjusting are adjusted and disclosed.

3.17 General

- i) These financial statements should also be read in conjunction with the audited financial statements of Bangladesh Electronic Payment Systems Limited (BEPSL) for the year ended 30 June 2014.
- ii) Figures appearing in these financial statements have been rounded off to the nearest Taka.
- iii) Previous year's figures have been rearranged, wherever considered necessary to conform to the current year's presentation.

4.00 Property, Plant and Equipment
i) As at 30 June 2014 (Consolidated)

Particulars	Cost Amount				Depreciation				Net book value	
	As at 01 July 2013	Addition during the year	Sales/Disposal during the year	As at 30 June 2014	Rate %	As at 01 July 2013	Charged during the year	Sales/Disposal during the year	As at 30 June 2014	As at 30 June 2014
	Taka	Taka	Taka	Taka		Taka	Taka	Taka	Taka	Taka
ATM Booth	9,618,301	2,900,100	-	12,518,401	15%	4,135,415	822,432	-	4,957,847	7,560,554
ATM Machinery	153,019,559	8,040,000	-	161,059,559	15%	56,508,719	14,476,632	-	70,985,351	90,074,208
Card Printer	20,126,896	9,259,415	-	29,386,311	15%	6,733,084	2,009,076	-	8,742,160	20,644,151
Computer & Component	38,226,713	3,582,700	-	41,809,413	15%	24,220,081	2,100,996	-	26,321,077	15,488,336
Data Centre	7,889,897	3,037,450	-	10,927,347	10%	788,988	710,088	-	1,499,076	9,428,271
Furniture & Fixture	7,065,969	2,400	60,000	7,008,369	10%	4,349,086	271,692	-	4,620,778	2,387,591
Generator	14,800,000	-	-	14,800,000	10%	2,812,000	1,198,800	-	4,010,800	10,789,200
Network Solution (CISCO)	5,676,868	480,000	-	6,156,868	10%	1,078,605	459,828	-	1,538,433	4,618,435
Office Decoration	31,834,218	26,300	-	31,860,518	10%	10,593,220	2,173,452	-	12,766,672	19,093,846
Office Equipment	34,632,275	195,638	-	34,827,913	15%	18,577,309	2,408,244	-	20,985,553	13,842,360
Online UPS	15,126,100	-	-	15,126,100	10%	2,593,500	1,253,256	-	3,846,756	11,279,344
Operating Equipment	3,523,221	460,881	-	3,984,102	15%	1,378,438	321,720	-	1,700,158	2,283,944
Plant & Machinery	45,339,692	3,129,300	-	48,468,992	15%	24,750,717	3,511,116	-	28,261,833	20,207,159
POS Terminal	39,250,177	-	-	39,250,177	15%	11,796,080	4,118,112	-	15,914,192	23,335,985
Power Sub Station	2,460,500	-	-	2,460,500	10%	467,492	199,296	-	666,788	1,793,712
Power System	11,921,101	-	-	11,921,101	10%	1,192,110	1,072,896	-	2,265,006	9,656,095
Structure Cabling	4,871,624	-	-	4,871,624	10%	487,164	438,444	-	925,608	3,946,016
Switching Hardware	12,929,170	-	-	12,929,170	10%	2,118,500	1,081,068	-	3,199,568	9,729,602
Call Centre	100,000	-	-	100,000	10%	-	9,996	-	9,996	90,004
Web Application Firewall	-	83,300	-	83,300	0%	-	-	-	-	83,300
Vehicles	773,500	6	-	773,506	0%	642,283	26,244	-	668,527	104,979
Others Assets - License	491,927	-	-	491,927	15%	309,805	27,324	-	337,129	154,798
Balance as at 30 June 2014	459,677,708	31,197,490	60,000	490,815,198		175,532,596	38,690,712	-	214,223,308	276,591,890
Balance as at 30 June 2013	438,472,480	21,908,153	702,925	459,677,708		134,594,587	41,447,726	509,717	175,532,596	284,145,112

Property, Plant and Equipment (cont'd...)

ii) As at 30 June 2014 (Separate)

Particulars	Cost/Revaluation			Rate %	Depreciation			Net book value As at 30 June 2014 Taka
	As at 01 July 2013 Taka	Addition during the year Taka	Sales/Disposal during the year Taka		As at 01 July 2013 Taka	Charged during the year Taka	Sales/Disposal during the year Taka	
ATM Booth	9,618,301	2,900,100	-	15%	4,135,415	822,432	-	7,560,554
ATM Machinery	153,019,559	8,040,000	-	15%	56,508,719	14,476,632	-	90,074,208
Card Printer	20,126,896	9,259,415	-	15%	6,733,084	2,009,076	-	20,644,151
Computer & Component	36,589,389	3,582,700	-	15%	23,195,788	2,009,040	-	14,967,261
Data Centre	7,889,897	3,037,450	-	10%	788,988	710,088	-	9,428,271
Furniture & Fixture	5,681,948	2,400	60,000	10%	3,616,559	206,544	-	1,801,245
Generator	14,800,000	-	-	10%	2,812,000	1,198,800	-	10,789,200
Network Solution (CISCO)	5,676,868	480,000	-	10%	1,078,605	459,828	-	4,618,435
Office Decoration	29,741,165	26,300	-	10%	8,993,654	2,074,752	-	18,699,059
Office Equipment	31,085,633	195,638	-	15%	16,140,586	2,241,756	-	12,898,929
Online UPS	15,126,100	-	-	10%	2,593,500	1,253,256	-	11,279,344
Operating Equipment	3,523,221	460,881	-	15%	1,378,438	321,720	-	2,283,944
Plant & Machinery	19,757,320	3,129,300	-	15%	7,623,858	1,820,016	-	13,442,746
POS Terminal	27,723,645	-	-	15%	8,597,465	2,868,924	-	16,257,256
Power Sub Station	2,460,500	-	-	10%	467,492	199,296	-	1,793,712
Power System	11,921,101	-	-	10%	1,192,110	1,072,896	-	9,656,095
Structure Cabling	4,871,624	-	-	10%	487,164	438,444	-	3,946,016
Switching Hardware	12,929,170	-	-	10%	2,118,500	1,081,068	-	9,729,602
Call Centre	100,000	-	-	10%	-	9,996	-	90,004
Web Application Firewall	-	83,300	-	0%	-	-	-	83,300
Vehicles	-	6	-	0%	-	-	-	6
Balance as at 30 June 2014	412,642,337	31,197,490	60,000		148,461,925	35,274,564	-	260,043,338
Balance as at 30 June 2013	390,734,184	21,908,153	-		111,162,475	37,299,450	-	264,180,412

Note: 06 (six) nos Vehicles have attributed in to Books of Accounts during the year by transfer price at Tk. 1.00 each as book value. Details are as follows:

1. Dhaka Metro-Ga-17-0391
2. Dhaka Metro-Ga-19-8239
3. Dhaka Metro-Cha-51-5683
4. Dhaka Metro-Ga-23-0373
5. Dhaka Metro-Ga-23-0375
6. Dhaka Metro-Ga-13-6127

5.00 Intangible Assets

i) As at 30 June 2014 (Consolidated)

Particulars	Cost Amount			Amortization			Net book value			
	As at 01 July 2013	Addition during the year	Sales/Disposal during the year	As at 30 June 2014	Rate	As at 01 July 2013	Charged during the year	Sales/Disposal during the year	As at 30 June 2014	As at 30 June 2014
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
Accounting Software	90,000	-	-	90,000	20%	-	18,000	-	18,000	72,000
ATM Software	104,139,357	12,843,705	-	116,983,062	2.5%	-	2,603,484	-	2,603,484	114,379,578
Mobile Banking Software	1,000,000	-	-	1,000,000	5%	-	50,000	-	50,000	950,000
Oracle Software	7,646,500	-	-	7,646,500	5%	-	382,325	-	382,325	7,264,175
PCI DSS Security Compliance Software License	1,129,800	-	-	1,129,800	5%	-	56,490	-	56,490	1,073,310
POS Software	23,102,866	460,655	-	23,563,521	5%	-	1,155,143	-	1,155,143	22,408,378
Q Cash E Portal Software Development	1,108,060	-	-	1,108,060	5%	-	55,403	-	55,403	1,052,657
Q Cash Retailer POS Software	8,449,820	-	-	8,449,820	5%	-	422,491	-	422,491	8,027,329
Software Development	120,290,238	14,455,334	-	134,745,572	2.5%	2,674,477	3,440,635	-	6,115,112	128,630,460
Switching Software	295,941,461	-	-	295,941,461	2.5%	16,484,051	8,144,229	-	24,628,280	271,313,181
Call Centre	1,054,000	-	-	1,054,000	5%	-	52,700	-	52,700	1,001,300
VMware Software	-	870,700	-	870,700	5%	-	-	-	-	870,700
Issue Tracking Software (JIRA)	-	1,000,000	-	1,000,000	5%	-	-	-	-	1,000,000
Balance as at 30 June 2014	563,952,102	29,630,394	-	593,582,496		19,158,528	16,380,900	-	35,539,428	558,043,068
Balance as at 30 June 2013	465,969,002	97,983,100	-	563,952,102		16,789,910	2,368,618	-	19,158,528	544,793,574

Intangible Assets (cont'd...)

ii) As at 30 June 2014 (Separate)

Particulars	Cost Amount				Amortization				Net book value	
	As at 01 July 2013	Addition during the year	Sales/Disposal during the year	As at 30 June 2014	Rate	As at 01 July 2013	Charged during the year	Sales/Disposal during the year	As at 30 June 2014	As at 30 June 2014
	Taka	Taka	Taka	Taka	%	Taka	Taka	Taka	Taka	Taka
Accounting Software	90,000	-	-	90,000	20%	-	18,000	-	18,000	72,000
ATM Software	104,139,357	12,843,705	-	116,983,062	2.5%	-	2,603,484	-	2,603,484	114,379,578
Mobile Banking Software	1,000,000	-	-	1,000,000	5%	-	50,000	-	50,000	950,000
Oracle Software	7,646,500	-	-	7,646,500	5%	-	382,325	-	382,325	7,264,175
PCI DSS Security Compliance Software License	1,129,800	-	-	1,129,800	5%	-	56,490	-	56,490	1,073,310
POS Software	23,102,866	460,655	-	23,563,521	5%	-	1,155,143	-	1,155,143	22,408,378
Q Cash E Portal Software Development	1,108,060	-	-	1,108,060	5%	-	55,403	-	55,403	1,052,657
Q Cash Retailer POS Software	8,449,820	-	-	8,449,820	5%	-	422,491	-	422,491	8,027,329
Software Development	114,757,238	14,455,334	-	129,212,572	2.5%	-	2,868,931	-	2,868,931	126,343,641
Switching Software	272,841,461	-	-	272,841,461	2.5%	-	6,821,037	-	6,821,037	266,020,424
Call Centre	1,054,000	-	-	1,054,000	5%	-	52,700	-	52,700	1,001,300
VMware Software	-	870,700	-	870,700	5%	-	-	-	-	870,700
Issue Tracking Software (JIRA)	-	1,000,000	-	1,000,000	5%	-	-	-	-	1,000,000
Balance as at 30 June 2014	535,319,102	29,630,394	-	564,949,496		-	14,486,004	-	14,486,004	550,463,492
Balance as at 30 June 2013	437,336,002	97,983,100	-	535,319,102		-	-	-	-	535,319,102

	30 June 2014		30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
Opening Balance as on 01 July 2013	-	-	-	-
Add: Addition during the year				
Switching Hardware	24,950,000	24,950,000	-	-
Air Condition	988,700	988,700	-	-
Generator	570,525	570,525	-	-
Office Decoration	663,337	663,337	-	-
Solar Panel	29,644	29,644	-	-
Grounding & Earthing System	90,000	90,000	-	-
	27,292,206	27,292,206	-	-

The Company has set up its Disaster Recovery Unit at Uttara, Dhaka by nature of its business arena in the banking sector. The Company has procured Switching Hardware from Thakral Information Systems Private Ltd., which is installed but yet to be operational. After operational this amount would be transferred to Property, Plant & Equipment of Disaster Recovery Unit of the Company.

7.00 Investment in Subsidiary

Investment in BEPS	-	37,150,000	-	37,150,000
--------------------	---	-------------------	---	-------------------

Information Technology Consultants Limited is holding 92.875% i.e. 3,71,500 Ordinary Shares of Bangladesh Electronic Payment Systems (BEPS) Limited in exchange of its shares. Investment in BEPS has been accounted for under the **cost method** as per the requirement of **BFRS 10**.

8.00 Preliminary Expenses

Opening balance	1,382,187	1,382,187	1,842,915	1,842,915
Less: Amortization during the year	1,382,187	1,382,187	460,728	460,728
	-	-	1,382,187	1,382,187

Preliminary Expenses has been amortized and charged in the statement of Comprehensive Income statement in accordance with BAS 38 Para 69 (ii) as well as BAS 38 Para-104. In the financial year 2012 & 2013, Preliminary Expenses has been amortized 20% per year under straight line method. Remaining Preliminary expenses have been amortized due to management decision during the year.

9.00 Goodwill on acquisition of BEPS

Balance as at 01 July 2013	2,192,976	-	2,192,976	-
Less: Impairment of Goodwill during the period	2,192,976	-	-	-
Closing Balance as at 30 June 2014	-	-	2,192,976	-

10.00 Inventories
i) As at 30 June 2014 (Consolidated)

Inventory Items	Balance as at 30 June 2013		Addition during the year		Consumption during the year		Balance as at 30 June 2014	
	Quantity	Taka	Quantity	Taka	Quantity	Taka	Quantity	Taka
Raw Materials								
KIOSK Accessories	-	7,052,347	-	-	-	2,296,042	-	4,756,305
		7,052,347				2,296,042		4,756,305
Finished Goods								
Stock in Trade - ATM	262	116,501,921	350	166,423,838	329	152,095,710	283	130,830,049
Stock in Trade - ATM (Special)	-	-	25	31,969,542	25	31,969,542	-	-
Stock in Trade - SAND POS	464	10,824,663	2,027	42,030,698	435	9,038,945	2,056	43,816,416
Stock in Trade - Verifone POS	266	6,358,403	1,300	29,522,869	1,200	27,251,879	366	8,629,393
Stock in Trade - KIOSK	48	11,524,552	-	-	16	3,841,518	32	7,683,034
Stock in Trade - UPS	-	-	120	30,999,600	120	30,999,600	-	-
Switching Software	-	-	-	30,340,450	-	30,340,450	-	-
Q Pay - i Top Up	-	-	-	200,000	-	-	-	200,000
		145,209,539		331,486,997		285,537,644		191,158,892
Store Materials								
VISA Card	53,615	8,042,260	-	-	-	-	53,615	8,042,260
Ribbon for Card Printer	-	-	500	1,600,000	310	992,000	190	608,000
Plastic Card	18,000	794,273	-	-	13,023	574,657	4,977	219,616
		8,836,533		1,600,000		1,566,657		8,869,876
Stock in Transit								
LC for ATM Software (LC#10057 & 10301)	-	1,473,026	-	-	-	-	-	45,860,930
LC # 10056 for Switching Software	-	2,115,982	-	-	-	-	-	9,664,972
LC for ATM	-	3,319,712	-	-	-	-	-	-
LC for POS	-	458,802	-	-	-	-	-	-
LC for Embossing Machine	-	464,176	-	-	-	-	-	-
		7,831,698		333,086,997		289,400,343		55,525,902
Total Inventory		168,930,117		333,086,997		289,400,343		260,310,975

Inventories (cont'd...)
ii) As at 30 June 2014 (Separate)

Inventory Items	Balance as at 30 June 2013		Addition during the year		Consumption during the year		Balance as at 30 June 2014	
	Quantity	Amount	Quantity	Amount	Quantity	Amount	Quantity	Amount
Raw Materials								
KIOSK Accessories	-	7,052,347	-	-	-	2,296,042	-	4,756,305
		7,052,347				2,296,042		4,756,305
Finished Goods								
Stock in Trade - ATM	262	116,501,921	350	166,423,838	329	152,095,710	283	130,830,049
Stock in Trade - ATM (Special)	-	-	25	31,969,542	25	31,969,542	-	-
Stock in Trade - SAND POS	464	10,824,663	2,027	42,030,698	435	9,038,945	2,056	43,816,416
Stock in Trade - Verifone POS	266	6,358,403	1,300	29,522,869	1,200	27,251,879	366	8,629,393
Stock in Trade - KIOSK	48	11,524,552	-	-	16	3,841,518	32	7,683,034
Stock in Trade - UPS	-	-	120	30,999,600	120	30,999,600	-	-
Switching Software	-	-	-	30,340,450	-	30,340,450	-	-
Q Pay - i Top Up	-	-	-	200,000	-	-	-	200,000
		145,209,539		331,486,997		285,537,644		191,158,892
Store Materials								
VISA Card	53,615	8,042,260	-	-	-	-	53,615	8,042,260
Ribbon for Card Printer	-	-	500	1,600,000	310	992,000	190	608,000
Plastic Card	18,000	794,273	-	-	13,023	574,657	4,977	219,616
		8,836,533		1,600,000		1,566,657		8,869,876
Stock in Transit								
LC for ATM Software (LC#10057 & 10301)	-	1,473,026	-	-	-	-	-	45,860,930
LC # 10056 for Switching Software	-	2,115,982	-	-	-	-	-	9,664,972
LC for ATM	-	3,319,712	-	-	-	-	-	-
LC for POS	-	458,802	-	-	-	-	-	-
LC for Embossing Machine	-	464,176	-	-	-	-	-	-
		7,831,698		333,086,997		289,400,343		55,525,902
Total Inventory		168,930,117		333,086,997		289,400,343		260,310,975

	30 June 2014		30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
11.00 Accounts Receivable, Net				
ATM Software Support & Maintenance Fee Receivable	18,525,000	18,525,000	17,312,500	17,312,500
Online Tax Payment System Integration Service Receivable	1,550,000	1,550,000	1,550,000	1,550,000
Card Fee Receivable	50,064,139	36,194,747	53,588,691	39,313,960
Connectivity Fee Receivable	11,175,835	8,583,432	8,425,164	6,066,116
Transaction Fee Receivable	10,125,121	8,848,061	6,427,136	5,149,468
Servicing & Maintenance Fee Receivable	34,267,628	32,771,339	14,647,459	13,008,429
Sales Receivable	318,454,052	318,454,052	204,486,709	204,486,709
Others Accounts Receivable	6,439,934	-	12,482,659	6,042,725
	450,601,709	424,926,631	318,920,318	292,929,907
11.01 Card Fee Receivable				
Card Annual Fee Receivable	14,769,063	14,769,063	16,857,398	16,857,398
Card Renewal Fee Receivable	15,602,309	15,602,309	16,633,187	16,633,187
Card Fee Receivable-AB Bank Limited	6,125,250	6,125,250	6,125,250	6,125,250
Card Host Processing Fee Receivable	13,491,613	-	13,755,544	-
Card Embossing Fee Receivable	377,779	-	519,187	-
	50,366,014	36,496,622	53,890,566	39,615,835
Less: Bad Debt Provision	(301,875)	(301,875)	(301,875)	(301,875)
	50,064,139	36,194,747	53,588,691	39,313,960
11.02 Connectivity Fee Receivable				
ATM Link Connectivity Receivables	3,542,090	3,542,090	3,567,090	3,567,090
Host Connectivity Receivables	88,000	88,000	28,000	28,000
VISA Connectivity Receivables	5,311,243	5,311,243	3,273,276	3,273,276
VAP Connectivity Fee Receivable	2,592,403	-	2,359,048	-
	11,533,736	8,941,333	9,227,414	6,868,366
Less: Bad Debt Provision	(357,901)	(357,901)	(802,250)	(802,250)
	11,175,835	8,583,432	8,425,164	6,066,116
11.03 Transaction Fee Receivable				
ATM Transaction Receivable	3,111,888	3,111,888	2,820,018	2,820,018
POS Transaction Fee Receivable	4,286,804	4,283,204	923,641	920,041
Card Cheque Transaction Fee Receivable	137,130	137,130	317,510	317,510
Fund Transfer TXN Fee Receivable	21,710	21,710	-	-
SMS Management Fee Receivable	247,800	247,800	299,800	299,800
SMS Service Fee Receivable	1,046,329	1,046,329	792,099	792,099
DBBL/ATM/POS Sharing & Maintenance Receivable	172,512	-	173,120	-
Push Pull SMS Service Fee Receivable	907,986	-	907,986	-
Push Pull SMS Maintenance Fee Receivable	192,962	-	192,962	-
	10,125,121	8,848,061	6,427,136	5,149,468
11.04 Servicing & Maintenance Fee Receivable				
ATM Servicing & Maintenance Receivables	16,274,699	16,274,699	11,182,935	11,182,935
ATM Booth Servicing & Maintenance Receivable	981,164	981,164	-	-
KIOSK Servicing & Maintenance Receivables	3,308,182	3,308,182	1,495,494	1,495,494
POS Servicing & Maintenance Receivables	2,608,654	2,236,666	844,729	330,000
ATM Booth Construction Fee Receivable	5,265,000	5,265,000	-	-
Grounding/Earthing Service Fee Receivables	68,000	68,000	-	-
Tranzware Retail Re-Installation Receivable	37,500	37,500	-	-
Switching Software Service Fee Receivable	4,600,128	4,600,128	-	-
Card Pro V5 Maintenance Fee Receivable	1,124,301	-	1,124,301	-
	34,267,628	32,771,339	14,647,459	13,008,429
11.05 Sales Receivable				
ATM Sales Receivable	237,394,052	237,394,052	176,076,709	176,076,709
KIOSK Sales Receivable	9,100,000	9,100,000	9,370,000	9,370,000
POS Sales Receivable	700,000	700,000	2,690,000	2,690,000
Switching Software Sale Receivable	43,680,000	43,680,000	15,000,000	15,000,000
UPS Sales Receivable	27,580,000	27,580,000	1,350,000	1,350,000
	318,454,052	318,454,052	204,486,709	204,486,709

		30 June 2014		30 June 2013	
		Consolidated	Separate	Consolidated	Separate
		Taka	Taka	Taka	Taka
11.06 Other Accounts Receivable					
Receivables against Q-Cash Network Sharing from Bank		5,812,725	5,812,725	5,812,725	5,812,725
ATM Booth Construction Receivable		240,138	240,138	240,138	240,138
KIOSK Modification Receivable		230,000	230,000	230,000	230,000
POS Installation Fee Receivable		3,000	-	3,000	-
Others Receivable		7,201,922	-	7,201,922	-
		13,487,785	6,282,863	13,487,785	6,282,863
Less: Bad Debt Provision	11.07	(7,047,851)	(6,282,863)	(1,005,126)	(240,138)
		6,439,934	-	12,482,659	6,042,725
11.07 Bad Debts Provision					
Card Fees					
Mercantile Bank Ltd		229,125	229,125	229,125	229,125
IFIC Bank Ltd		72,750	72,750	72,750	72,750
		301,875	301,875	301,875	301,875
ATM Booth Construction Receivables					
Jamuna Bank Ltd		36,168	36,168	36,168	36,168
AB Bank Ltd		203,970	203,970	203,970	203,970
		240,138	240,138	240,138	240,138
Link Connectivity Changes Receivables					
AB Bank Ltd		317,101	317,101	317,101	317,101
Trust Bank Ltd		120,000	120,000	120,000	120,000
		437,101	437,101	437,101	437,101
Less: Realization of Bad Debts		79,200	79,200	-	-
		357,901	357,901	437,101	437,101
VISA Connectivity Changes Receivables					
Jamuna Bank Ltd		365,149	365,149	365,149	365,149
Provision against Accounts Receivable (BEPS)		764,988	-	764,988	-
		1,130,137	365,149	1,130,137	365,149
Less: Realization of Bad Debts		365,149	365,149	-	-
		764,988	-	1,130,137	365,149
Receivable against Q-cash Network Sharing					
AB Bank Ltd		991,000	991,000		
City Bank Ltd		1,300,332	1,300,332		
IFIC Bank Ltd		1,107,625	1,107,625		
Jamuna Bank Ltd		138,518	138,518		
Janata Bank Ltd		1,350,000	1,350,000		
Mercantile Bank Ltd		925,250	925,250	-	-
		5,812,725	5,812,725	-	-
KIOSK Modification Receivable					
Bank Asia Ltd		230,000	230,000	-	-
		230,000	230,000	-	-
		7,707,627	6,942,639	2,109,251	1,344,263
12.00 Other Receivable					
Interest Receivable from FDR	12.01	7,074,525	7,074,525	18,441,834	18,441,834
Short Term Loan to CEO against Car	12.02	8,428,000	8,428,000	6,758,080	6,758,080
Computer Equipment for BRAC Bank ATM		-	-	87,500	87,500
N Computing		-	-	162,000	162,000
		15,502,525	15,502,525	25,449,414	25,449,414
12.01 Interest Receivable from FDR					
TRUST Bank Limited (FDR A/C : 21516)		6,306,329	6,306,329	18,196,834	18,196,834
TRUST Bank Limited (FDR A/C : 30060)		768,196	768,196	-	-
Bengal Meat Processing Industries Ltd		-	-	245,000	245,000
		7,074,525	7,074,525	18,441,834	18,441,834

An amount of Tk.12,45,000/- had paid to Bengal Meat Processing Industries Ltd as temporary loan and subsequently received Tk.10,00,000/-. The remaining amount of Tk. 245,000/- has been written off during this year.

	30 June 2014		30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
12.02 Short Term Loan				
Loan to CEO against Car	8,428,000	8,428,000	6,758,080	6,758,080

The Company had agreed to provide a car to CEO for official purpose. But unfortunately the company did not provide him a car facility during that period. At that moment CEO has procured one Toyota Hi -Lux Surf Jeep through personal auto Loan of Tk. 50.00 lac from LankaBangla Finance Ltd with 50 nos monthly installment of Tk. 139,160 each and one installment of Tk. 107,669. After that the Board of Directors of the Company has decided to pay the monthly installment amount to CEO. The total value of car was Tk. 64,70,000. Initially CEO had paid Tk. 14,70,000 to the car vendor and the Company repaid the same amount to CEO.

13.00 Advance, Deposits & Prepayments

Advance	13.01	85,692,865	84,623,089	89,335,268	88,265,492
Advance against Office Rent	13.02	2,978,332	2,978,332	1,721,920	1,721,920
Bank Guarantee Margin	13.03	4,834,778	4,799,088	8,621,815	8,266,125
Security Deposit (Non Interest Bearing)	13.04	755,000	755,000	744,000	744,000
Fixed Deposit Receipt (FDR)	13.05	177,595,713	177,595,713	150,000,000	150,000,000
Prepayments	13.06	2,426,022	2,426,022	3,777,641	3,777,641
		274,282,710	273,177,244	254,200,644	252,775,178

All the above advances, deposits and prepayments are considered as good and secured by the company's management.

13.01 Advance

Advance to Suppliers	13.01.01	13,550,045	13,550,045	8,289,700	8,289,700
Advance against Purchase		729,132	729,132	786,592	786,592
Advance to Employees		1,280,800	1,280,800	1,865,300	1,865,300
Advance Income Tax		70,132,888	69,063,112	48,819,486	47,749,710
Advance VAT	17.01	-	-	29,574,190	29,574,190
		85,692,865	84,623,089	89,335,268	88,265,492

13.01.01 Advance to Suppliers

Miguns Technology	1,050,000	1,050,000	1,337,450	1,337,450
The Brandtech.com	600,000	600,000	600,000	600,000
Trustwave	195,000	195,000	195,000	195,000
MOVE International	1,636,230	1,636,230	415,250	415,250
Securex Private Limited	546,000	546,000	-	-
TRAX Technologies Limited	39,750	39,750	-	-
Nawabpur Electric Works	37,500	37,500	-	-
Cross World Power Limited	1,127,500	1,127,500	-	-
Computer Source	3,863,794	3,863,794	-	-
Natty Com Pvt Limited	2,517,566	2,517,566	-	-
Planet Group	720,000	720,000	-	-
Sthapottik Limited	811,345	811,345	-	-
Asia Power Engineering	61,600	61,600	-	-
Prime Tech	200,000	200,000	-	-
Automation Control Engineering	60,000	60,000	-	-
Padma Steel King	83,760	83,760	-	-
CIBL Technology Consultants limited	-	-	585,000	585,000
E-Payment Limited	-	-	1,000,000	1,000,000
Thakral Information Systems Private Limited	-	-	2,500,000	2,500,000
K.M. Enterprise	-	-	22,000	22,000
Nera Telecom	-	-	35,000	35,000
Everest Engineering & Service	-	-	800,000	800,000
R G Associates	-	-	800,000	800,000
	13,550,045	13,550,045	8,289,700	8,289,700

13.02 Advance Against Office Rent

Chittagong Office	29,500	29,500	137,500	137,500
Ranavola Office	40,000	40,000	40,000	40,000
Tejgaon Office	931,532	931,532	1,402,820	1,402,820
Uttara Office (Sector 11)	112,800	112,800	141,600	141,600
Tejgaon Godown	1,864,500	1,864,500	-	-
	2,978,332	2,978,332	1,721,920	1,721,920

13.03 Bank Guarantee Margin

Bank Guarantee	13.03.01	816,340	780,650	725,190	689,500
Earnest Money	13.03.02	2,479,125	2,479,125	3,742,125	3,422,125
Advance Performance Guarantee	13.03.03	120,000	120,000	3,225,000	3,225,000
Performance Guarantee	13.03.04	1,419,313	1,419,313	929,500	929,500
		4,834,778	4,799,088	8,621,815	8,266,125

	30 June 2014		30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
13.03.01 Bank Guarantee				
South East Bank Ltd against ATM Tender	10,000	10,000	50,000	50,000
United Commercial Bank Ltd against ATM Tender	44,500	44,500	134,500	134,500
Ministry of Local Govt.	300,000	300,000	300,000	300,000
Dutch Bangla Bank Ltd against KIOSK Tender	43,750	43,750	-	-
Janata Bank Ltd against Mobile Banking Tender	25,000	25,000	-	-
Social Islami Bank Ltd against Mobile Banking Tender	5,000	5,000	-	-
Standard Bank Ltd against Mobile Banking Tender	40,000	40,000	-	-
Bangladesh Bank - National Payment Switch Tender	312,400	312,400	-	-
Janata Bank Ltd against ATM Tender	-	-	40,000	40,000
United Commercial Bank Ltd against ATM Tender	-	-	50,000	50,000
Uttara Bank Ltd against ATM Tender	-	-	100,000	100,000
South East Bank Ltd against Mobile Banking Tender	-	-	5,000	5,000
South East Bank Ltd against Switching Solution Tender	-	-	10,000	10,000
Dutch Bangla Bank Ltd against POS Terminal	35,690	-	35,690	-
	816,340	780,650	725,190	689,500
13.03.02 Earnest Money				
Al Arafah Islami Bank Ltd against ATM Tender	500,000	500,000	500,000	500,000
Islami Bank Bangladesh Ltd against ATM tender	434,625	434,625	434,625	434,625
NCC Bank Ltd against ATM	862,500	862,500	862,500	862,500
Jamuna Bank Ltd against ATM	300,000	300,000	300,000	300,000
Social Islami Bank Ltd against ATM	50,000	50,000	250,000	250,000
Bank Asia against ATM	282,000	282,000	-	-
Social Islami Bank Ltd against POS	50,000	50,000	-	-
Post Office against POS	-	-	115,000	115,000
Post Office against POS	-	-	960,000	960,000
Bangladesh Post Office	-	-	320,000	-
	2,479,125	2,479,125	3,742,125	3,422,125
13.03.03 Advance Payment Guarantee				
Premier Bank Ltd - Work Order against 08 nos of ATM	120,000	120,000	-	-
One Bank Ltd - Work Order against Switching Software	-	-	3,000,000	3,000,000
City Bank Limited - Work Order against ATM	-	-	225,000	225,000
	120,000	120,000	3,225,000	3,225,000
13.03.04 Performance Guarantee				
City Bank Limited against Work Order for POS	481,470	481,470	403,500	403,500
City Bank Limited against Work Order for KIOSK	20,475	20,475	20,475	20,475
City Bank Limited against Work Order for ATM	616,875	616,875	314,625	314,625
Janata Bank Ltd against Work Order for ATM	54,500	54,500	71,500	71,500
Uttara Bank Ltd against Work Order for ATM	5,993	5,993	-	-
First Security Islami Bank Ltd against Work Order of ATM	157,500	157,500	68,400	68,400
United Commercial Bank Ltd against ATM	82,500	82,500	-	-
Post Office against POS	-	-	51,000	51,000
	1,419,313	1,419,313	929,500	929,500
13.04 Security Deposit (Non Interest Bearing)				
Security Deposit against RAJUK Plot	600,000	600,000	600,000	600,000
Security Deposit against Uttara Office	144,000	144,000	144,000	144,000
DESCO	11,000	11,000	-	-
	755,000	755,000	744,000	744,000
13.05 Fixed Deposit Receipt (FDR)				
FDR at Trust Bank Ltd (FDR A/C : 21516)	124,569,463	124,569,463	100,000,000	100,000,000
FDR at Trust Bank Ltd (FDR A/C : 30060)	52,526,250	52,526,250	-	-
FDR at Trust Bank Ltd (FDR A/C : 31694)	500,000	500,000	-	-
FDR at LankaBangla Finance Ltd	-	-	50,000,000	50,000,000
	177,595,713	177,595,713	150,000,000	150,000,000

The Company has reserved as Fixed Deposit for an amount to Tk. 124.57 million & Tk. 52.5 million through Trust Bank Ltd with interest bearing @ 11.25% & 9.75% respectively. The FDR value of Tk.0.5million has lien to Banglalink Digital Communications Ltd for security deposit against i-Top up service through Q-Cash Network.

	30 June 2014		30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
13.06 Prepayments				
Insurance Premium on Assets	914,894	914,894	835,626	835,626
Google Mail Server Software License Fee	241,285	241,285	253,536	253,536
Oracle Software License Renewal Fee	918,750	918,750	1,021,334	1,021,334
Compliance Validation Service (Addendum)	351,093	351,093	-	-
Group Life Insurance Premium	-	-	1,160,500	1,160,500
Business Promotional Expenses	-	-	431,229	431,229
E Commerce Development	-	-	75,416	75,416
	2,426,022	2,426,022	3,777,641	3,777,641

14.00 Cash and Cash Equivalents

Cash in Hand	120,746	74,785	311,483	246,587
Cash at Bank	26,971,975	25,742,048	32,892,652	26,448,517
	27,092,721	25,816,833	33,204,135	26,695,104

Cash at Bank

Bank ASIA Ltd. (CD A/C : 00333006503)	1,956,204	1,956,204	17,519	17,519
BRAC Bank Ltd. (CD A/C : 1501201589532001)	29,085	29,085	88,321	88,321
City Bank Ltd. (CD A/C : 1102041731001)	41,408	41,408	3,402,333	3,402,333
Dutch Bangla Bank Ltd. (CD A/C : 0116110000002212)	42,243	42,243	102,785	102,785
Eastern Bank Ltd. (CD A/C : 01011060011178)	1,072,733	1,072,733	2,653,215	2,653,215
Eastern Bank Ltd. (STD A/C : 1011360210568)	5,408	5,408	89,452	89,452
IFIC Bank Ltd. (CD A/C : 1001114450001)	2,467	2,467	154,042	154,042
Jamuna Bank Ltd. (CD A/C : 0100210008907)	4,227,795	4,227,795	89,246	89,246
Janata Bank Ltd. (CD A/C : 001013819)	15,665	15,665	1,824	1,824
National Bank Ltd. (CD A/C : 143418)	690,892	690,892	26,009	26,009
NCC Bank Ltd. (CD AC : 00500210003280)	4,878	4,878	476,787	476,787
Pubali Bank (CD A/C : 0061811)	15,168	15,168	15,858	15,858
Shahjalal Bank (CD A/C : 400511100000281)	22,048	22,048	39,163	39,163
Sonali Bank Ltd. (CD AC : 33130481)	24,949	24,949	5,252,241	5,252,241
Trust Bank Ltd. (STD A/C : 00170320000978)	4,254,134	4,254,134	7,248,627	7,248,627
United Commercial Bank Ltd. (CD A/C : 009511100000601)	2,700	2,700	3,275	3,275
Standard Chartered Bank (CD A/C : 01118353501)	13,222,655	13,222,655	6,769,940	6,769,940
EXIM Bank Ltd. (CD A/C : 03911100100275)	2,198	2,198	4,252	4,252
IFIC Bank Ltd., Tejgaon Branch (CD A/C : 1203522605001)	56,237	56,237	5,000	5,000
Mutual Trust Bank Ltd. (CD A/C : 00460210004114)	53,181	53,181	5,000	5,000
Mercantile Bank Ltd. (CD A/C :)	-	-	3,628	3,628
City Bank Ltd (CD A/C : 1305510011031123)	3,097	-	3,787	-
Dutch Bangla Bank Ltd (CD A/C : 1161105216)	499,501	-	5,773,731	-
Dutch Bangla Bank Ltd (Settlement A/C : 1161105849)	686,897	-	623,535	-
First Security Bank Ltd (CD A/C : 11100001753)	37,264	-	38,764	-
United Commercial Bank Ltd (CD A/C : 000111100093075)	3,168	-	4,318	-
	26,971,975	25,742,048	32,892,652	26,448,517

15.00 Share Capital
Authorized Capital

17,500,000 Ordinary Shares of Tk.10/= each
2,50,00,000 Preference Shares of Tk.10/= each

17,500,000	17,500,000	17,500,000	17,500,000
250,000,000	250,000,000	250,000,000	250,000,000
2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000

Issued and Paid up Share Capital

20,000 Ordinary Shares of Tk. 10/- each in 2000
980,000 Ordinary Shares of Tk. 10/- each in 2004
654,340 Ordinary Shares of Tk. 10/- each in 2004
7,000,000 Ordinary Shares of Tk. 10/- each in 2004
10,289,280 Ordinary Shares of Tk. 10/- each in 2004
1,650,000 Ordinary Shares of Tk. 10/- each in 2004
7,261,480 Ordinary Shares of Tk. 10/- each in 2008
500,000 Ordinary Shares of Tk. 10/- each in 2008
21,000,000 Ordinary Shares of Tk. 10/- each in 2009
4,150,000 Ordinary Shares of Tk. 10/- each in 2010
3,565,000 Ordinary Shares of Tk. 10/- each in 2010
17,929,900 Ordinary Shares of Tk. 10/- each in 2011
Total 75,000,000 Ordinary Shares of Tk.10/= each

200,000	200,000	200,000	200,000
9,800,000	9,800,000	9,800,000	9,800,000
6,543,400	6,543,400	6,543,400	6,543,400
70,000,000	70,000,000	70,000,000	70,000,000
102,892,800	102,892,800	102,892,800	102,892,800
16,500,000	16,500,000	16,500,000	16,500,000
72,614,800	72,614,800	72,614,800	72,614,800
5,000,000	5,000,000	5,000,000	5,000,000
210,000,000	210,000,000	210,000,000	210,000,000
41,500,000	41,500,000	41,500,000	41,500,000
35,650,000	35,650,000	35,650,000	35,650,000
179,299,000	179,299,000	179,299,000	179,299,000
750,000,000	750,000,000	750,000,000	750,000,000

	30 June 2014				30 June 2013	
	Consolidated		Separate		Consolidated	Separate
	Taka		Taka		Taka	Taka
Number of Shares	30 June 2014	30 June 2013	30 June 2014	30 June 2014	30 June 2013	30 June 2013
Dr. Kazi Saifuddin Munir	5.23%	5.23%	3,920,540	3,920,540	3,920,540	3,920,540
Mr. Salahuddin Alamgir	6.22%	6.22%	4,662,080	4,662,080	4,662,080	4,662,080
SiS Capital (Bangladesh) Pte Ltd.	38.01%	23.91%	28,509,390	28,509,390	17,929,900	17,929,900
LankaBangla Finance Ltd-IP Account	5.73%	5.73%	4,300,000	4,300,000	4,300,000	4,300,000
Regent Pacific Ltd	9.80%	8.80%	7,350,000	7,350,000	6,600,000	6,600,000
Other shareholders	35.01%	50.12%	26,257,990	26,257,990	37,587,480	37,587,480
	100%	100%	75,000,000	75,000,000	75,000,000	75,000,000

Classification of Shareholders by Holding	Number of holders		Percentage of holdings			
	30 June 2014	30 June 2013	30 June 2014	30 June 2014	30 June 2013	30 June 2013
	Less than 500 shares	0	0	-	-	-
501 to 5,000 shares	4	4	0.02	0.02	0.02	0.02
5,001 to 10,000 shares	13	15	0.17	0.17	0.20	0.20
10,001 to 20,000 shares	7	9	0.00	0.00	0.21	0.21
20,001 to 30,000 shares	8	9	0.00	0.00	0.33	0.33
30,001 to 40,000 shares	4	4	0.00	0.00	0.20	0.20
40,001 to 50,000 shares	3	4	0.19	0.19	0.26	0.26
50,001 to 100,000 shares	2	6	0.17	0.17	0.55	0.55
100,001 to 1,000,000 shares	17	19	11.72	11.72	12.25	12.25
1,000,001 to 10,000,000 shares	14	15	87.72	87.72	85.98	85.98
	72	85	100	100	100	100

16.00 Share Premium

Share Premium from issue of 1,79,29,900 shares in 2011	310,201,854	310,201,854	310,201,854	310,201,854
--	-------------	-------------	-------------	-------------

The Company has issued Share Premium of Tk. 18/- each as per kind consent from the Bangladesh Securities and Exchange Commission vide their Consent Letter - SEC/CI/CPLC-229/2010/859 in 05 December 2011.

17.00 Retained Earnings

Opening Balance as on 01 July 2013		(51,384,580)	(65,933,148)	(78,440,553)	(99,533,758)
Prior year adjustment	17.01	(34,353,633)	(34,424,734)	214,432	265,000
Transfer from revaluation reserve to retained earnings	18	53,279,913	53,279,913	-	-
Tax Holiday Reserve		1,987,094	-	-	-
Profit/(Loss) during the year		78,250,971	87,353,560	26,841,541	33,335,610
		47,779,765	40,275,591	(51,384,580)	(65,933,148)

17.01 Prior year adjustment

Over Provision of Cost of Switching Software	4,430,618	4,430,618	-	-
Realization of Bad Debts	79,200	79,200	-	-
Over Stated of POS Transaction Fee	(63,960)	(63,960)	-	-
Compliance Validation Service (Addendum)	(2,176,781)	(2,176,781)	-	-
Google Mail Server Software License Fee	(110,500)	(110,500)	-	-
Advance Value Added Tax	(36,583,311)	(36,583,311)	-	-
Adjustment of Prior Year POS Sales	-	-	265,000	265,000
Card Host Processing Fee (City Bank)	42,471	-	-	-
TDS (Employee Salary)	28,630	-	-	-
Liabilities against Expenses (Dhaka Com Ltd)	-	-	61,932	-
Security Deposit (T & T)	-	-	(80,000)	-
Security Deposit (Mobile)	-	-	(32,500)	-
	(34,353,633)	(34,424,734)	214,432	265,000

Accumulated Loss has been adjusted with the net profit during the year caused by the significant increase in revenue. Advance Value Added Tax has been deducted by bank from our bills Receivables for the last couple of years, which has been recognized as Advance VAT against monthly service revenue, now it has been adjusted with retained earnings during the year.

18.00 Revaluation Reserve

Opening balance	316,434,847	316,434,847	316,434,847	316,434,847
Addition during the year	-	-	-	-
	316,434,847	316,434,847	316,434,847	316,434,847
Less: Transfer to retained earnings	53,279,913	53,279,913	-	-
	263,154,934	263,154,934	316,434,847	316,434,847

Revaluation reserve Tk. 53,279,913 (difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost) had been transferred directly to retained earnings of which Tk. 38,467,719 relates to the period upto 30 June 2013.

19.00 Non Controlling Interest	30 June 2014	30 June 2013
	Taka	Taka
Paid up Capital	2,850,000	2,850,000
Retained Earnings		
Share of profit up to 30 June 2013	662,005	1,160,204
Share of profit for the year (-74,39,691*7.125%)	(530,078)	(498,199)
Tax Holiday Reserve (3,717,263*7.125%)	264,855	264,855
	396,782	926,860
	3,246,782	3,776,860

	30 June 2014		30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
20.00 Secured Loan				
Long Term Portion				
Trust Bank Ltd	70,805,830	70,805,830	-	-
Sonali Bank Ltd	-	-	8,371,949	8,371,949
	70,805,830	70,805,830	8,371,949	8,371,949

The Company received a 4 (four) years Term Loan of BDT 90.00 million from Trust Bank Limited as on 01.06.2014 to payoff Overdraft liabilities of Dutch-Bangla Bank Limited, Gulshan Branch, modification of 1st Charge with RJSC favoring Trust Bank Ltd, Dilkusha Corporate branch on present and future fixed and floating assets of the Company by way of Hypothecation covering entire credit facilities. The outstanding amount of Project loan for Sonali Bank Ltd has paid as on 24.07.2013.

21.00 Trade Payables					
Payable against Supplier	21.01	29,916,377	29,916,377	32,856,081	32,856,081
Payable for Others	21.02	3,527,055	618,812	3,484,285	508,912
		33,443,432	30,535,189	36,340,366	33,364,993

21.01 Payable against Supplier					
Link 3 Technologies Ltd.		707,380	707,380	551,085	551,085
Metronet (BD) Ltd.		167,700	167,700	57,298	57,298
Telnet Communications Ltd.		308,250	308,250	266,467	266,467
Compass Plus		19,179,234	19,179,234	23,500,000	23,500,000
Eastern Bank Limited (VISA Connectivity)		1,493,805	1,493,805	3,113,381	3,113,381
City Bank Limited (VISA Connectivity)		996,540	996,540	2,125,350	2,125,350
ECSAS Computer & Equipment		4,720,595	4,720,595	2,047,500	2,047,500
Nawabpur Electric Works		266,350	266,350	-	-
BDCOM Online Ltd.		155,750	155,750	-	-
Natty Com Pvt Ltd.		1,657,365	1,657,365	-	-
Sthapottik Ltd.		263,408	263,408	-	-
The Brandtech.Com		-	-	1,195,000	1,195,000
		29,916,377	29,916,377	32,856,081	32,856,081

21.02 Payable for Others					
TDS payable		573,912	573,912	533,642	466,512
VDS Payable		2,953,143	44,900	2,950,643	42,400
		3,527,055	618,812	3,484,285	508,912

22.00 Bank Over Draft					
Trust Bank Ltd (OD)		352,117,439	352,117,439	119,742,357	119,742,357
NCC Bank Ltd (OD)		-	-	29,634,878	29,634,878
Dutch Bangla Bank Ltd (OD)		-	-	73,896,204	73,896,204
		352,117,439	352,117,439	223,273,439	223,273,439

Purpose: To meet working Capital requirement and for payment against purchase of ATM (Automated Teller Machine), POS Terminal.

Repayment term and security details against Bank Over Draft

Name of Banks	Limit in Tk.	A/C Opening Date	Interest Rate	Date of Settlement
Trust Bank Ltd	35,00,00,000	24 January, 2006	15.50%	30 September, 2014 (Renewable)
NCC Bank Ltd	10,00,00,000	10 October, 2010	16.00%	24 December, 2013
Dutch Bangla Bank Ltd	10,00,00,000	17 August, 2005	16.00%	12 May, 2014

23.00 Inter Company Payable					
BEPS		-	10,460,289	-	6,696,489

Inter company payable represents short-term non-interest bearing transaction to meet up its host migration process.

24.00 Payable for Expenses					
Directors Remuneration Payable		340,000	340,000	270,000	270,000
Salaries Payable		8,253,912	8,253,912	6,319,998	6,319,998
Audit Fee Payable		375,000	325,000	145,000	115,000
Internship Allowance Payable		-	-	13,000	13,000
Payable against Purchase		-	-	60,000	60,000
		8,968,912	8,918,912	6,807,998	6,777,998

25.00 Other Liabilities					
Unearned Revenue	25.01	800,000	800,000	6,240,000	6,240,000
Accrued Interest	25.02	14,221,940	14,221,940	9,383,000	9,383,000
Provision for WPP & WF		4,635,808	4,635,808	-	-
		19,657,748	19,657,748	15,623,000	15,623,000

	30 June 2014		30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
25.01 Unearned Revenue				
Unearned Revenue against POS	800,000	800,000	-	-
Unearned Revenue against ATM	-	-	6,240,000	6,240,000
	800,000	800,000	6,240,000	6,240,000
Unearned Revenue contains Tk. 8,00,000/- as advance received from Trust Bank Ltd against 75 nos POS Work Order.				
25.02 Accrued Interest				
Trust Bank Ltd.	14,221,940	14,221,940	4,857,344	4,857,344
Dutch Bangla Bank Ltd.	-	-	3,008,982	3,008,982
NCC Bank Ltd.	-	-	1,203,100	1,203,100
Sonali Bank Ltd.	-	-	313,574	313,574
Total	14,221,940	14,221,940	9,383,000	9,383,000
26.00 Secured Loan (Current Portion)				
Trust Bank Ltd	17,828,670	17,828,670	-	-
	17,828,670	17,828,670	-	-
27.00 Income Tax Payable				
Opening Balance as on 01 July 2013	11,785,650	-	11,785,650	-
Provision during the year	726,788	726,788	-	-
	12,512,438	726,788	11,785,650	-

	01 July 2013 to 30 June 2014		01 July 2012 to 30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
28.00 Revenue				
Q Cash Transaction Processing Fee	28.01 138,310,159	137,884,369	144,940,297	130,534,006
Service & Maintenance Fee	28.02 82,486,279	82,030,879	51,610,603	51,610,603
Sales Revenue	28.03 449,911,384	449,911,384	238,400,830	238,400,830
	670,707,822	669,826,632	434,951,730	420,545,439
28.01 Q cash transaction processing fee				
ATM Software Support & Maintenance Fee	51,204,671	51,204,671	44,784,400	44,784,400
Online Tax Payment System Integration Service	-	-	1,550,000	1,550,000
Card Management & Software License Fee	-	-	2,475,000	2,475,000
	51,204,671	51,204,671	48,809,400	48,809,400
Card Fee				
Card Annual Fee	27,277,215	27,277,215	24,857,159	24,857,159
Card Renewal Fee	17,772,239	17,772,239	19,794,102	19,794,102
Card Host Processing Fee	-	-	9,192,570	-
Card Embossing Fee	-	-	1,148,681	-
	45,049,454	45,049,454	54,992,512	44,651,261
Connectivity Fee				
Link Connectivity Fee	1,090,205	1,090,205	1,241,500	1,241,500
Host Connectivity Fee	300,026	300,026	240,000	240,000
VISA Connectivity Fee	13,140,523	13,140,523	10,318,257	10,318,257
VAP Connectivity Fee	360,525	-	2,448,741	-
	14,891,279	14,530,754	14,248,498	11,799,757
Transaction Fee				
ATM Transaction Fee	14,275,132	14,275,132	9,081,590	9,081,590
POS Transaction Fee	9,527,141	9,527,141	2,829,157	2,829,157
SMS Management Fee	541,720	541,720	578,400	578,400
SMS Service Fee	1,954,833	1,954,833	1,334,815	1,334,815
SMS Management Tool	100,000	100,000	130,924	130,924
Cash Loaded Fee	9,614	9,614	13,012	13,012
Card Cheque Transaction Fee	627,610	627,610	394,350	394,350
Fund Transfer Transaction Fee	63,440	63,440	31,160	31,160
E Payment Fee	-	-	3,380	3,380
VISA Card Migration Fee	-	-	10,876,800	10,876,800
POS Maintenance Fee	-	-	736,520	-
DBBL/ATM/POS Sharing & Maintenance Fee	65,265	-	112,000	-
Push Pull SMS Service Fee	-	-	591,379	-
Push Pull SMS Maintenance Fee	-	-	61,400	-
Card Pro V5 Maintenance Fee	-	-	115,000	-
	27,164,755	27,099,490	26,889,887	25,273,588
	138,310,159	137,884,369	144,940,297	130,534,006
28.02 Service & maintenance fee				
ATM Servicing & Maintenance Fee	58,284,532	58,284,532	43,354,745	43,354,745
KIOSK Servicing & Maintenance Fee	4,904,766	4,904,766	3,712,429	3,712,429
POS Servicing & Maintenance Fee	7,923,689	7,468,289	4,350,537	4,350,537
ATM Carrying & Labour Fee	146,500	146,500	177,692	177,692
Tranzware Retail Re-Installation Fee	104,500	104,500	15,200	15,200
Grounding/Earthing Service Fee	276,000	276,000	-	-
ATM Booth Construction Fee	5,265,000	5,265,000	-	-
ATM Booth Servicing & Maintenance Fee	981,164	981,164	-	-
Switching Software Service Fee	4,600,128	4,600,128	-	-
	82,486,279	82,030,879	51,610,603	51,610,603

	01 July 2013 to 30 June 2014		01 July 2012 to 30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
28.03 Sales revenue				
Sale of ATM	301,116,615	301,116,615	191,769,000	191,769,000
Sale of POS	50,017,600	50,017,600	28,468,000	28,468,000
Sale of KIOSK	4,730,769	4,730,769	8,775,000	8,775,000
Sales of UPS	36,112,000	36,112,000	9,000,000	9,000,000
Biometric ATM Software License Fee	1,079,400	1,079,400	388,830	388,830
Switching Software	56,855,000	56,855,000	-	-
	449,911,384	449,911,384	238,400,830	238,400,830

Sales revenue has significantly increased due to the Company has obtained a lot of Work Orders against ATM, POS, UPS and Switching Software solutions from the several banks. Subsequently the Company has supplied all items during the year. So the sales revenue has recognized in due course during the year.

29.00 Cost of services & sales

Cost of Services	29.01	156,488,786	148,247,042	133,879,856	117,781,013
Cost of Sales	29.02	255,197,194	255,197,194	159,877,888	159,877,888
Cost of Switching Software		30,340,450	30,340,450	-	-
		442,026,430	433,784,686	293,757,744	277,658,901

29.01 Cost of services

Salary & Allowances	58,492,632	58,492,632	61,066,452	55,957,701
ATM Carrying & Labour Charge	4,493,500	4,493,500	4,772,300	4,772,300
ATM Link Connectivity Charge	4,315,360	4,315,360	5,151,668	5,151,668
ATM Servicing & Maintenance	2,127,001	2,127,001	1,902,938	1,902,938
Card Printer Repair and Maintenance	41,850	41,850	473,634	28,642
KIOSK Servicing & Maintenance	2,508,547	2,508,547	146,244	146,244
Mobile Van ATM Servicing & Maintenance	55,860	55,860	14,230	14,230
POS Servicing & Maintenance Expenses	718,146	718,146	860,119	823,483
Post Office Project Expenses	5,170,358	5,170,358	3,966,833	3,966,833
Ribbon for Card Printer	1,726,000	1,726,000	862,263	862,263
SMS Service Charge	1,609,657	1,489,657	1,221,205	654,875
VISA Connectivity Expenses	8,711,872	8,711,872	9,844,271	9,844,271
Short Code Allocation Fee	59,000	59,000	115,000	115,000
MFS Customization & Support Fee	1,590,750	1,590,750	175,000	175,000
Online UPS Servicing & Maintenance Charge	1,535,625	1,535,625	2,559,375	2,559,375
Grounding/Earthing Service Charge	1,564,800	1,564,800	166,200	166,200
Depreciation	31,336,188	27,920,040	34,519,766	30,371,490
ATM Spare Parts	3,383,670	3,383,670	-	-
CryPTA Stick Subscription Renewal Fee	44,520	44,520	-	-
UPS Servicing & Maintenance	55,626	55,626	-	-
Servicing & Maintenance Expenses for Data Centre	209,000	209,000	-	-
Online Tax Payment System Integration Service Charge	1,060,000	1,060,000	-	-
Data Connectivity & Radio Link Charge	356,000	356,000	-	-
Interface Development/Establishment Service Charge	500,000	500,000	-	-
Visa Card Expenses	574,657	574,657	-	-
PCI DSS Security Compliance Expenses	842,626	842,626	-	-
ATM Booth Expenses (a)	3,962,541	3,962,541	-	-
Bangladesh Post Office (BPO)-Sonali Co-Branded Project Expenses (b)	251,400	251,400	-	-
Amortization	16,380,900	14,486,004	2,368,618	-
ATM Paper Roll	-	-	15,600	15,600
Link Installation Charge for ATM	-	-	30,000	30,000
Networking Material Cost	-	-	208,600	208,600
POS Installation Charge	-	-	14,300	14,300
Card Embossing Charge	-	-	1,010,500	-
VAP Connectivity Charge	2,810,700	-	2,224,500	-
DBBL/ATM/POS Sharing & Maintenance charge	-	-	190,240	-
	156,488,786	148,247,042	133,879,856	117,781,013

(a) ATM booth expenses

ATM Booth Construction Expenses	3,646,712	3,646,712	-	-
Security Guard Salary for ATM Booth	315,829	315,829	-	-
	3,962,541	3,962,541	-	-

	01 July 2013 to 30 June 2014		01 July 2012 to 30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
(b) BPO-Sonali co-branded project expenses				
Connection Fee for BPO Sonali	128,000	128,000	-	-
Servicing & Maintenance Fee for BPO Sonali	100,000	100,000	-	-
Service Charge for BPO Sonali	23,400	23,400	-	-
	251,400	251,400	-	-
29.02 Cost of sales				
ATM	152,095,710	152,095,710	120,503,897	120,503,897
ATM (Special)	31,969,542	31,969,542	-	-
KIOSK	3,841,518	3,841,518	6,784,569	6,784,569
Verifone POS	27,251,879	27,251,879	24,853,299	24,853,299
SAND POS	9,038,945	9,038,945	116,123	116,123
UPS	30,999,600	30,999,600	7,620,000	7,620,000
	255,197,194	255,197,194	159,877,888	159,877,888
30.00 General & administrative expenses				
Salary & Allowances	22,258,815	22,258,815	18,548,057	18,348,057
Office Rent	8,558,686	8,558,686	7,406,616	6,795,639
Office Maintenance	2,328,668	2,328,668	3,007,547	2,863,133
Utilities	4,821,112	4,821,112	4,619,759	4,181,738
Insurance Premium	188,288	188,288	134,503	134,503
Insurance Premium on Assets	918,798	918,798	1,469,804	1,469,804
Group Life Insurance Premium	1,160,500	1,160,500	1,181,300	1,181,300
Vehicle Maintenance	3,686,503	3,686,503	3,403,797	2,906,199
Conveyance	3,084,283	3,072,608	2,514,096	2,357,233
Entertainment	2,490,180	2,485,280	1,985,639	1,692,409
Postage & Courier	65,689	65,689	72,285	72,285
Printing & Stationary	1,097,627	1,097,627	1,195,783	1,168,867
Training Expenses	870,718	870,718	38,300	38,300
Internship Allowance	24,899	24,899	18,333	18,333
Security Guard Salary	1,909,185	1,909,185	2,032,348	642,900
Computer Spare Parts	168,995	168,995	14,710	14,710
Internet Bill	949,461	949,461	1,105,949	1,105,949
Legal & Professional Expenses	675,456	675,456	385,375	385,375
Membership Fee	10,900	10,900	44,700	35,850
Mobile Bill	2,391,056	2,391,056	2,180,515	2,169,515
Newspaper Bill	48,377	48,377	35,902	35,902
Service Charge	1,149,824	1,149,824	1,054,064	311,439
Telephone Bill	550,901	550,901	628,043	562,681
Vehicle Running Expenses	1,550,958	1,550,958	1,705,021	1,705,021
Website Development Expenses	49,562	49,562	350,000	350,000
Festival Expenses	1,217,600	1,217,600	967,909	967,909
Books & Periodicals	3,540	3,540	400	400
E-Commerce Development	75,416	75,416	25,140	25,140
Google Mail Server Software License Fee	736,096	736,096	774,554	774,554
Oracle Software License Renewal Fee	1,677,584	1,677,584	510,666	510,666
Antivirus Software License Fee	95,784	95,784	93,750	93,750
Advertisement Expenses	101,534	101,534	22,880	22,880
Depreciation Expenses	7,354,524	7,354,524	6,927,960	6,927,960
Retirement Allowance	100,000	100,000	-	-
Eid Holiday Allowance	391,000	391,000	371,200	-
Internet Security Services	-	-	374,844	374,844
Impairment of Goodwill on Acquisition of BEPS	2,192,976	-	-	-
	74,955,495	72,745,944	65,201,749	60,245,245

	01 July 2013 to 30 June 2014		01 July 2012 to 30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
31.00 Selling & distribution expenses				
Salary & Allowances	9,775,970	9,775,970	6,734,709	6,734,709
Advertisement	712,340	712,340	1,056,230	1,056,230
Business Promotional Expenses	8,573,017	8,573,017	15,709,030	15,517,780
Tender Expenses	117,915	117,915	100,250	75,250
Travelling & Tour Allowance	1,908,680	1,908,680	4,098,395	4,098,395
Plastic Card (Promotional)	2,434,050	2,434,050	1,600,000	1,600,000
Transportation Expenses	2,500	2,500	-	-
Sales Commission for ATM	3,190,000	3,190,000	-	-
Sales Commission for POS	680,000	680,000	-	-
CCT Project Card Promotion Charges	28,254	28,254	-	-
	27,422,726	27,422,726	29,298,614	29,082,364
32.00 Other operating expenses				
Audit Fee (a)	942,000	887,500	145,000	115,000
Bank Charge	237,383	229,321	301,227	280,810
Bank Commission	936,820	936,820	691,428	691,428
Excise Duty	82,470	82,470	76,470	76,470
Consultancy Fee	632,000	632,000	1,100,000	1,100,000
Domain Registration Charge	33,491	33,491	1,922	1,922
Medical Expenses	7,711	7,711	5,058	5,058
Miscellaneous Expenses	1,247,748	1,247,748	572,031	556,691
Registration & Renewals	130,305	130,305	82,660	21,455
Stamp, Duty & Fees	100,967	100,967	26,446	26,446
Trade Mark Expenses	2,100	2,100	173,200	173,200
Bad Debt Expenses (b)	6,682,745	6,682,745	726,013	726,013
Signing Ceremony Expenses	54,400	54,400	70,000	70,000
Amortization of Preliminary Expenses	1,382,187	1,382,187	460,728	460,728
Credit Rating Fee	103,500	103,500	-	-
Gift & Donation	87,785	87,785	-	-
Income Tax Fair Expenses	89,470	89,470	-	-
IPO Expenses	15,000	15,000	-	-
Retainership Fee	-	-	180,000	180,000
	12,768,082	12,705,520	4,612,183	4,485,221
(a) Audit fee				
Special Audit Fee	562,500	562,500	-	-
Statutory Audit Fee	379,500	325,000	145,000	115,000
	942,000	887,500	145,000	115,000
(b) Bad debt expenses				
Bad Debt	395,020	395,020	726,013	726,013
Bad Debt Provision	6,042,725	6,042,725	-	-
Bengal Meat Processing Industries Ltd	245,000	245,000	-	-
	6,682,745	6,682,745	726,013	726,013
33.00 Non-operating income				
Other Income	2,207,656	2,207,656	1,388,845	1,388,845
Foreign Currency Exchange Gain	2,246,990	2,246,990	-	-
	4,454,646	4,454,646	1,388,845	1,388,845
34.00 Finance costs				
Interest on Long Term Loan	1,235,228	1,235,228	4,061,994	4,061,994
Interest on Short Term Loan	54,126,198	54,126,198	32,782,552	32,782,552
Finance Charges - Jamuna Bank	-	-	6,878	6,878
	55,361,426	55,361,426	36,851,424	36,851,424
Interest income on FDR	(20,455,180)	(20,455,180)	(21,902,775)	(21,902,775)
	34,906,246	34,906,246	14,948,649	14,948,649
35.00 Income tax expenses				
Tax on Interest Income	-	-	2,178,294	2,178,294
Income Tax Provision	726,788	726,788	-	-
	726,788	726,788	2,178,294	2,178,294

	01 July 2013 to 30 June 2014		01 July 2012 to 30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
35.01 Income tax provision				
Cash Receipts during the Year	241,020,157	241,020,157	-	-
Non Operating Income	1,242,507	1,242,507	-	-
	242,262,664	242,262,664	-	-
Minimum Tax at 0.30%	726,788	726,788	-	-

Since the Company is operating under loss there is no income tax liability but as per section 16CCC of Income Tax Ordinance 1984, Company is liable to pay the minimum tax on gross receipts.

36.00 Earnings Per Share (EPS)

Net Profit After Tax	77,720,893	87,353,560	26,343,342	33,335,610
Weighted Average Number of Ordinary Shares	75,000,000	75,000,000	75,000,000	75,000,000
	1.04	1.16	0.35	0.44

37.00 Net Assets Value (NAV)

Paid up Capital	750,000,000	750,000,000	750,000,000	750,000,000
Share Premium	310,201,854	310,201,854	310,201,854	310,201,854
Retained Earnings	47,779,765	40,275,591	(51,384,580)	(65,933,148)
Revaluation Reserve	263,154,934	263,154,934	316,434,847	316,434,847
Total Equity with Revaluation Reserve	1,371,136,553	1,363,632,379	1,325,252,121	1,310,703,553
Total number of ordinary shares	75,000,000	75,000,000	75,000,000	75,000,000
	18.28	18.18	17.67	17.48

38.00 Financial risk management

The company has exposures 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

39.00 Number of employees

During the year ended 30 June 2014 the Company had 235 (30 June 2013: 196) employees who received a salary of Tk. 36,000 and above per annum and there were no employees who received a salary less than Tk. 36,000 per annum.

40.00 Related party transactions

The Company has entered into transactions with other entities in normal course of business that fall within the definition of related party as per Bangladesh Accounting Standard: 24 "Related Party Disclosures". The related party transactions are as follows:

Name of the related parties	Transaction during the year	Relationship with the entity	Nature of transaction	Balance as at June 30, 2014	Balance as at June 30, 2013
	Taka			Taka	Taka
Trust Bank Ltd	41,720,338	Shareholder	Sale of equipment & Service	14,845,111	17,364,138
National Bank Ltd	4,677,011	Shareholder	Sale of equipment & Service	352,239	353,756
Mercantile Bank Ltd	6,665,903	Shareholder	Sale of equipment & Service	31,486,115	58,999,678
Dr. Kazi Saifuddin Munir	4,310,000	Managing Director & Share holder	Remuneration	340,000	270,000
BEPS Limited	3,763,800	Subsidiary Company	Non interest bearing short term loan	10,460,289	6,696,489

Additional Disclosures

1. Capital Expenditure Commitment

The Company has not yet made any material commitment for capital expenditure except for those that are required in the course of carrying out of business operations and require fund to be supported by company's revenue.

2. Foreign Currency Earned

During the period the Company earned foreign currencies by BDT 1,079,400 from selling of Biometric ATM software license fee.

3. Credit Facility Not Availed

There was no credit facility available to the company under any contract, but not availed as on 30 June 2014 other than trade credit available in the ordinary course of business.

4. Attendance Status of Board Meeting of Directors

During the period from 01.07.2013 to 30.06.2014 there were 5 (Five) Board Meetings were held. The attendance status of all the meetings is as follows:

Name of Directors	Position	Meeting Held	Attended
Mr.LimKiahMeng	Chairman	5	5
Mr.SalahuddinAlamgir	Vice Chairman	5	5
Mr. Mohammad A. Moyeen	Vice Chairman	5	5
Dr. Kazi SaifuddinMunir	Managing Director & CEO	5	5
Mr. Lim Kia Hong	Nominated Director of SiS Capital (Bangladesh) Ltd	5	5
Mr.LimHweeHai	Nominated Director of SiS Capital (Bangladesh) Ltd	5	5
Madam Lim HweeNoi	Nominated Director of SiS Capital (Bangladesh) Ltd	5	5
Madam FauzijuTjandra	Nominated Director of Regent Pacific Ltd.	5	5
Ms. Chiu Lai Chun Rhoda	Nominated Director of SiS Capital (Bangladesh) Ltd	5	5

For Board Meeting, attendance fees were not paid to the Directors of the Company.

5. Disclosure as per requirement of Schedule XI, Part II of the Company Act 1994

A. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3

a (i). Employee Position for Information Technology Consultants Limited (As 30 June 2014)

Monthly Salary Range (In Taka)	Permanent Basis	Contract Basis	Total Employees
Below 3,000	Nil	Nil	Nil
Above 3,000	235	Nil	235
Total	235	Nil	235

b. Disclosure as per requirement of Schedule XI, Part II, Para 4

Only the Managing Director is taking monthly remuneration due to he has been working full time/fledged in the Company. During the period Managing Director & CEO has been paid as follows:

Name of Directors	Designation	Remuneration	Festival Bonus	Total Payment
Mr.LimKiahMeng	Chairman	nil	nil	nil
Mr.SalahuddinAlamgir	Vice Chairman	nil	nil	nil
Mr. Mohammad A. Moyeen	Vice Chairman	nil	nil	nil
Dr. Kazi SaifuddinMunir	Managing Director & CEO	3,990,000/-	320,000/-	43,10,000/-
Mr. Lim Kia Hong	Nominated Director of SiS Capital (Bangladesh)Pte Ltd	nil	nil	nil
Mr.LimHweeHai	Nominated Director of SiS Capital (Bangladesh) PteLtd	nil	nil	nil
Madam Lim HweeNoi	Nominated Director of SiS Capital (Bangladesh)Pte Ltd	nil	nil	nil
Madam FauzjusTjandra	Nominated Director of Regent Pacific Ltd.	nil	nil	nil
Ms. Chiu Lai Chun Rhoda	Nominated Director of SiS Capital (Bangladesh) PteLtd	nil	nil	nil
Mohammad Nasir Uddin Chowdhury	Alternate Director of Mr. Mohammad A. Moyeen of LankaBangla Finance Ltd.	nil	nil	nil
Total		3,990,000/-	320,000/-	43,10,000/-

B (i) Period of payment to Directors is from 01 July 2013 to 30June 2014.

B (ii) The above Directors of the company did not take any benefit from the company other than their remuneration and festival bonus.

C. 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.

D. 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.

E. Disclosure as per requirement of Schedule XI, Part II, Para 3

Requirements under condition No.	Compliance status of Disclosure of Schedule XI, Part II, Para 3
3(i)(a) The turnover	BDT 670,707,822/-
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-262 ATMs, 730POS,48Kiosk & Closing stock-283 ATMs,2422POS, 32Kiosk.
3(i)(f) In the case of Companies rendering or supplying services, the gross income derived from services rendered or supplied	BDT 228,681,392/-
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 in below table
3(i)(h) In the case of other companies, the gross income derived under different heads	BDT (7,360,554)/-
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 38,690,712/-
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 726,788/-
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

	ATM		POS(Sand VeriFone) +		KIOSK		Card	
	Qty	Value	Qty	Value	Qty	Value	Qty	Value
Closing stock	283	130,830,049	2422	52,445,809	32	7,683,034	58592	8,261,876
Opening stock	262	116,501,921	730	17,183,066	48	11,524,552	71615	8,836,533
Consumption of raw materials	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Purchase	375	198,393,380	3327	71,553,567	0	0	0	0
Sales	354	184,065,252	1635	36,290,824	16	3,841,518	13023	574,657

3(i)(p) Expenditure incurred on each of the following items:

(i) Consumption of stores and spare parts - **BDT 2,296,042/-**

(ii) Power and Fuel -**BDT 4,821,112/-**

(iii) Rent -**BDT 8,558,686/-**

(iv) Repairs of Buildings- **N/A**

(v) Repairs of Machinery- **N/A**

(vi) (1) Salaries, wages and bonus – **BDT86,217,417/-**

(2) Contribution to provident and other funds - **N/A**

(3) Workmen and staff welfare expenses to the extent not adjusted from any previous provision or reserve. -**N/A**

6. 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.

7. (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 2014.

(III) Debt considered doubtful or bad

The company has made provision for doubtful debts against accounts receivables by BDT 6,042,725 as on 30 June 2014, because of the fact that sales & 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 Directors 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 from sister company under common management as 30 June 2014.

(VI) The maximum amount due by directors or other officers of the company

There is no such debt in case of Directors of the Company and in case of other officers debt amount is BDT 1,280,800 as on 30 June 2014.

8. 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 03 September, 2014.

9. 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 Information Technology Consultants Limited and its subsidiary (BEPS).

10. Proposed Dividend

No dividend is proposed.

11. Internal Control

The following steps have been taken for implementation of an effective internal control procedure of the Company:

A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control.

Regular review of internal audit reports with view to implement the suggestion of internal auditors in respect if internal control technique.

To establish an effective management system that includes planning, organizing and supervising culture in the individual division as well as at Head Office.

INDEPENDENT AUDITORS' REPORT
To
The Shareholders of Bangladesh Electronic Payment Systems Limited

We have audited the accompanying financial statements of **Bangladesh Electronic Payment Systems Limited**, which comprise the statement of financial position as at 30 June 2014, and the statement of 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 these financial statements in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS), 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of **Bangladesh Electronic Payment Systems Limited** as at 30 June 2014 and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards and comply with The Companies Act 1994, Securities and Exchange Rules, 1987 and other applicable laws and regulations.

We also report that:

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

Dated, Dhaka;
26 August 2014

Sd/-
Zahir Ahmed & Co.
Chartered Accountants

Bangladesh Electronic Payment Systems Limited

Statement of Financial Position

as at 30 June 2014

	Notes	Amount in Taka	
		30 June 2014	30 June 2013
Assets			
Non-Current Assets			
		24,128,128	29,439,172
Property, Plant and Equipment (cost less accumulated depreciation)	4	16,548,552	19,964,700
Intangible Assets (cost less accumulated Amortization)	5	7,579,576	9,474,472
Current Assets			
		38,516,721	40,621,397
Accounts Receivable	6	25,675,078	25,990,411
Inter Company Receivable	7	10,460,289	6,696,489
Advances, Deposits and Prepayments	8	1,105,466	1,425,466
Cash and Cash Equivalents	9	1,275,888	6,509,031
Total Assets		<u>62,644,849</u>	<u>70,060,569</u>
Equity and Liabilities			
Equity to the owner			
		47,900,956	55,269,546
Ordinary Share Capital	10	40,000,000	40,000,000
Tax Holiday Reserve	11	-	3,717,263
Retained Earnings		7,900,956	11,552,283
Liabilities			
Current Liabilities			
		14,743,893	14,791,023
Accounts Payable	12	2,958,243	3,005,373
Provision for Income Tax	13	11,785,650	11,785,650
Total Equity and Liability		<u>62,644,849</u>	<u>70,060,569</u>
Net Asset Value Per Share (NAVPS)		<u>11.98</u>	<u>13.82</u>

The accompanying notes form an integral part of this financial statement and are to be read in conjunction therewith.

Sd/-
Md. Salahuddin Alamgir
Director

Sd/-
Kazi Saifuddin Munir, Ph.D
Managing Director

Sd/-
Md. Haqueful Shaikh
Company Secretary

Dated: Dhaka
26/08/2014

Sd/-
Zahir Ahmed & Co.
Chartered Accountants

Bangladesh Electronic Payment Systems Limited

Statement of Comprehensive Income

for the year ended 30 June 2014

	Notes	Amount in Taka	
		30 June 2014	30 June 2013
Revenue	14	881,190	14,406,291
Less: Cost of Services	15	8,241,744	16,098,843
Gross Profit/(Loss)		(7,360,554)	(1,692,552)
Less: Administrative and Other Expenses	16	79,137	5,083,466
Less: Selling and Distribution Expenses	17	-	216,250
Operating Profit/(Loss)		(7,439,691)	(6,992,268)
Less: Financial Expenses		-	-
Profit/(Loss) before Income Tax		(7,439,691)	(6,992,268)
Less: Provision for Income Tax	13	-	-
Net Profit/(Loss) after tax for the period		(7,439,691)	(6,992,268)
Basic Earning Per Share (EPS) on Net Profit after tax	18	(1.86)	(1.75)

The accompanying notes form an integral part of this financial statement and are to be read in conjunction therewith.

Sd/-
Md. Salahuddin Alamgir
Director

Sd/-
Kazi Saifuddin Munir, Ph.D
Managing Director

Sd/-
Md. Haqueful Shaikh
Company Secretary

Dated: Dhaka
26/08/2014

Sd/-
Zahir Ahmed & Co.
Chartered Accountants

Bangladesh Electronic Payment Systems Limited
Statement of Cash Flows
for the year ended 30 June 2014

	Amount in Taka	
	30 June 2014	30 June 2013
Cash Flow from Operating Activities		
Cash received from customers & Other Income	1,267,624	16,901,961
Cash payment to suppliers and employees	(2,985,892)	(9,581,949)
Cash paid against Operating Expenses	(3,514,875)	(6,203,753)
Cash Generated from Operation	(5,233,143)	1,116,259
Financial Expenses	-	-
Net Cash Provided By/(Used in) Operating Activities	(5,233,143)	1,116,259
Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment	-	-
Disposal of Fixed Assets	-	193,208
Net Cash used in Investing Activities	-	193,208
Cash Flow from Financing Activities		
Increase/(Decrease) in Short term financing	-	-
Net Cash Used in Financing Activities	-	-
Net cash inflow/(outflow) for the period (A+B+C)	(5,233,143)	1,309,467
Add: Cash & Cash Equivalents at the beginning of the year	6,509,031	5,199,564
Cash & Cash Equivalents at the end of the year	1,275,888	6,509,031

Sd/-
Md. Salahuddin Alamgir
 Director

Sd/-
Kazi Saifuddin Munir, Ph.D
 Managing Director

Sd/-
Md. Haqueful Shaikh
 Company Secretary

Dated: Dhaka
 26/08/2014

Sd/-
Zahir Ahmed & Co.
 Chartered Accountants

Bangladesh Electronic Payment Systems Limited

Statement of Changes in Equity for the year ended 30 June 2014

Amount in Taka

Particulars	Share Capital	Tax Holiday Reserve	Retained Earnings	Total
For 2013-2014:				
Balance at 01 July 2013	40,000,000	3,717,263	11,552,283	55,269,546
Net Profit/(Loss) during the year	-	-	(7,439,691)	(7,439,691)
Prior Year Adjustment	-	-	71,101	71,101
Tax Holiday Reserve Transferred to Retained Earnings	-	(3,717,263)	3,717,263	-
Balance at 30 June 2014	40,000,000	-	7,900,956	47,900,956
For 2012-2013:				
Balance at 01 July 2012	40,000,000	3,717,263	18,595,119	62,312,382
Prior Year Adjustment	-	-	(50,568)	(50,568)
Net Profit/(Loss) during the year	-	-	(6,992,268)	(6,992,268)
Balance at 30 June 2013	40,000,000	3,717,263	11,552,283	55,269,546

Sd/-
Md. Salahuddin Alamgir
Director

Sd/-
Kazi Saifuddin Munir, Ph.D
Managing Director

Sd/-
Md. Haqueful Shaikh
Company Secretary

Dated: Dhaka
26/08/2014

Sd/-
Zahir Ahmed & Co.
Chartered Accountants

Bangladesh Electronic Payment Systems Limited

Notes to the Financial Statements

for the year ended 30 June 2014

1. Legal Status of the Company

Bangladesh Electronic Payment Systems Limited (BEPSL) was incorporated as private companies on December 08, 2003 vide Registration No. C-51222 (1517)/2003. Authorized capital is Tk. 250 million divided into 2.50 million ordinary shares of Tk. 100/- each. The paid up capital of the company as on June 30, 2014 is Tk. 40,000,000/- divided into 400,000 ordinary shares of Tk. 100/- each fully paid. The company has become the subsidiary Company of Information Technology Consultants Limited in exchange of 92.875% of its shares. Information Technology Consultants Limited is holding 371,500 Ordinary Shares of Bangladesh Electronic Payment Systems Limited (BEPSL).

2. Nature of Business Activities

The company provides a suite of complete turnkey card management solutions to banks and other financial institutions in Bangladesh and is specialization in implementing global branded (VISA, Master Card, JCB, Diners) Debit Card and ATM card management systems “CARDPRO V5”.

3. Basis of preparation and significant accounting policies

3.1 Basis of Measurement of Elements of Financial Position

The financial statements have been prepared on the Historical Cost Basis, and, therefore, do not take into consideration the effect of inflation. The accounting policies, unless otherwise stated, have been consistently applied by the Company and are consistent with those of the previous year.

3.2 Statement on Compliance with Local Laws

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1994, Securities and Exchange Rules, 1987 and other relevant local laws as applicable.

3.3 Statement on Compliance of Bangladesh Accounting Standards

The financial statements have been prepared in accordance with the applicable Bangladesh Accounting Standard (BASs) and Bangladesh Financial Reporting Standard (BFRSs) adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) based on International Accounting Standards (IASs) and International Financial Reporting Standards (IFRSs).

3.4 Going Concern

As per BAS-1, a company is required to make an assessment at the end of each year to ensure that it has the capability to continue as a going concern. The management of the company makes such assessment last couple of years. After completion the assessment, the Management of the Company recognizes that the Company does not anticipate any adverse situation that may affect the going concern status due to its member banks' Host migration. The Management of the Company will look for alternative business strategy to continue its operational activity in line of Electronic Transaction Processing & software development. Therefore, the management of the company states that the Company has adequate resources to continue its operation for the foreseeable future and the directors of the Company continue to adopt going concern basis in preparing the Financial Statements.

3.5 Accrual Basis

The financial statements have been prepared, except cash flow information, using the accrual basis of accounting.

3.6 Structure, Contents and Presentation of Financial Statements

Being the general purpose of financial statements, the presentation of these financial statements is in accordance with the guidelines provided by **BAS 1: “Presentation of Financial Statements”**. A complete set of financial statements comprise:

- i) Statement of Financial Position as at 30 June 2014.
- ii) Statement of Comprehensive Income for the year ended 30 June 2014.
- iii) Statement of Changes in Equity as at 30 June 2014.
- iv) A Statement of Cash Flow for the year ended 30 June 2014.
- v) Notes comprising a summary of significant accounting policies and other explanatory information to the Financial Statements for the year ended 30 June 2014.

3.7 Reporting Period

The Financial Period of the company under audit covers year from 01 July 2013 to 30 June 2014.

3.8 Revenue

Revenue represents the invoice value of services to the customers during the period and it recognized in the income statement when the significant risks and rewards of ownership have been transferred to the buyer by when the delivery certificate is raised against confirmed orders to the buyer and acceptance received from buyers on that services. Revenue shall be measured at the fair value of the consideration received or receivable as per **BAS-18**.

3.9 Property, Plant and Equipment

Initial Recognition and measurement

Property, plant and equipment are capitalized at cost of acquisition and subsequently stated at cost less accumulated depreciation in compliance with the requirements of **BAS-16: Property, Plant and Equipment**. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use inclusive of inward freight, duties, non-refundable taxes and un-allocated expenditures etc.

Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of an item if it is probable that the future economic benefits embodied within the part will flow to the company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the statement of comprehensive income as “Repair & Maintenance” when it is incurred.

Depreciation on Property, Plant and Equipment

Depreciation is provided to amortize the cost or valuation of the assets after commissioning, over the period of their expected useful life, in accordance with the provisions of BAS 16: Property, Plant and Equipment. Full year depreciation is charged in the year of acquisition regardless of the date of purchase. No depreciation is charged in the year of disposal regardless of the date of disposal. Depreciation of an asset begins when it is available for use. Depreciation is charged on all Property, Plant and Equipment. Rates of depreciation is noted below:

Particular of Assets	Rate of Depreciation
Plant & Machinery	20%
POS Terminal	15%
Furniture and Fixture	15%
Computer & Components	15%
Office Equipment	15%
Operating Equipment	15%
Office Decoration	20%
ATM Booth	15%
Generator	15%
Vehicles	20%
Other Assets	15%

The fair value of the property, plant and equipment on 30.06.2014 is not materially differing with the carrying amount.

Recognition of Intangible Assets:

Software costs are capitalized where it is expected to provide future enduring economic benefits. Capitalization costs include license fees & cost of implementation/ system integration services which are capitalized in the period in which the relevant software is installed for use. Costs of maintenance, up gradation and enhancements are charged off as revenue expenditure unless they bring similar significant additional long term benefits. Providing an Electronic Fund Transfer solution provider, the Company has taken a special initiative massive development of its technological infrastructure.

The company amortized the intangible assets in the following rates:

Particular of Intangible Assets	Rate of Amortization
Switching Software	20%
Software Development	20%

3.10 Cash and Cash Equivalent and Statement of Cash Flows

Cash and cash equivalents comprise cash in-hand and in current account that are readily convertible to a known amount of cash, and that are not subject to significant risk of change in value.

The Statement of Cash Flows is prepared using the **Direct Method** as stipulated in Bangladesh Accounting Standards **BAS- 7 “Statement of Cash Flows”**

3.11 Earnings Per Share

The company calculates Earnings Per Share (EPS) in accordance with the requirement of **BAS– 33: “Earning Per Share”**, which has been shown on the face of the Statement of Comprehensive Income and the computation is shown in “Note - 18”.

Basic earnings

This represents earnings for the year ended on 30 June 2014 attributable to the ordinary shareholders.

Basic Earning Per Share

Basic earnings per share has been calculated by dividing the basic earning by the number of ordinary shares outstanding for the year.

3.12 Impairment of Assets

All assets, except inventory, arising from construction contracts and financial assets is assessed at the end of each reporting period to determine whether there is any indication that an assets may be impaired. If any such indication exists the company assesses the recoverable amount. If, and only if, the recoverable amount of an asset is less than its carrying amount, the carrying amount of the assets is reduced to its recoverable amount. The reduction is an impairment loss.

An impairment loss is recognized immediately in profit or loss, unless the asset is carried at revalued amount in accordance with another standard. Any impairment loss of a revalued asset is treated as a revaluation decrease. No such assets have been impaired during the period under audit and for this reason no provision has been made for impairment of assets.

3.13 Authorization date for issuing Financial Statements

The Financial Statements were authorized by the Board of Director’s on 26 August, 2014 for issue after completion of review.

3.14 Reporting Currency

The Financial Statements has been prepared and presented in Bangladesh Currency (Taka), which is the company’s functional currency.

3.15 Risk and uncertainty for use of estimates (Provisions)

The Preparation of Financial Statements in conformity with Bangladesh Accounting Standards requires management to make estimates and assumptions that affect the reported amounts of revenue and expenses, assets and liabilities and disclosure requirements for contingent assets and liabilities during and the date of the Financial Statements. Due to inherent uncertainty involved in making estimates, actual result reported could differ from those estimates.

In accordance with the guidelines in **BAS – 37: “Provisions, Contingent Liabilities and Contingent Assets”**, provisions are recognized in the following situations –

- When the company has an obligation as a result of past events;
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

- Reliable estimate can be made of the amount of the operation.

3.16 Accruals & Deferrals

Deferrals and accruals have been made as per the guidance in **BAS- 1:“Presentation of Financial Statements”**. In order to meet their objectives, Financial Statements, except for the Statement of Cash Flows and related information, are prepared on accrual basis of accounting. Under the basis, the effects of transactions and other events are recognized when they occur (and not when cash or its equivalent is received or paid) and they are recorded in the accounting records and reported in the Financial Statements of the years to which they relate.

Others payable are not interest bearing and are stated at their nominal value.

3.17 Advances, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions or adjustments. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to the statement of comprehensive income.

3.18 Financial Instruments

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

Initial recognition

An entity recognizes a financial assets or liabilities in its Statement of Financial Position when, and only when, the entity becomes a party to the contractual provision of the instrument and subsequently recognized at their Amortized Cost.

Accounts Receivable are recognized at cost or net realizable value from the ordinary course of sales in the market whichever is lower. Accounts Receivables from foreign currency transactions are recognized into Bangladeshi Taka using exchange rates prevailing on the closing date of the accounts in accordance with **BAS-21: “The Effects of Changes in Foreign Exchange Rates”**.

3.19 Segment Reporting

As the Company operates in a single industry segment, so no segment reporting is applicable for the Company as per **BAS -14: “Segment Reporting”**.

3.20 Related Party Disclosures

The Company carried out related party transaction only with Information Technology Consultants Limited. The information as required by **BAS-24: “Related party Disclosure”** has been disclosed separately in notes to the accounts (Note 19).

3.21 Corporate Tax

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (tax loss) for a period. Provision for income tax has not been made during the year as the Company has been enjoying tax free under para-33 of part A of the 6th schedule of Income Tax Ordinance 1984 up to 30th day of June 2019.

3.22 Contingent Assets and Liabilities

A contingent asset is disclosed when it is a possible that asset arises from the past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A contingent liability is disclosed when it is a possible obligation that arises from the past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The company has no contingent assets or liabilities which require disclosure under **BAS-37 “Contingent assets and contingent liabilities”** are not recognized in the financial statements.

A contingent assets is disclosed as per **BAS-37**, where an inflow of or economic benefits is probable. A contingent liability is disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

3.23 Comparative Information

Comparative information has been disclosed as required by **BAS-34: “Interim Financial Reporting”** in respect of the previous period for all numerical information in the current financial statements as below:

- Statement of Financial Position as of the end of the preceding financial period.
- Statement of Comprehensive Income for the comparable year to date period of preceding financial period.
- Statement of Changes in Equity for the comparable year to date period of preceding financial period.
- Statement of Cash Flows for the comparable year to date period of preceding financial period.

Narrative and descriptive information for comparative information have also been disclosed whenever it is relevant for understanding of the current year’s financial statement.

4 Property, Plant and Equipment (Cost less Accumulated Depreciation)

Sl. No.	Assets	Cost		Rates of Dep. (%)	Depreciation		Written Down Value as at 30 June 2014
		Balance as at 01 July 2013	Additions/Disposal during the year		Balance as at 30 June 2014	Charged during the period	
1	Plant & Machinery	25,582,372	-	20%	1,691,100	18,817,959	6,764,413
2	POS Terminal	11,526,532	-	15%	1,249,188	4,447,803	7,078,729
3	Furniture & Fixture	1,384,021	-	10%	797,675	797,675	586,346
4	Computer & Components	1,637,324	-	15%	91,956	1,116,249	521,075
5	Office Equipments	3,546,642	-	15%	166,488	2,603,211	943,431
6	Office Decoration	2,093,053	-	20%	98,700	1,698,266	394,787
7	Vehicles	773,500	-	20%	26,244	668,527	104,973
8	Others Assets - License	491,927	-	15%	27,324	337,129	154,798
	Sub Total (As at 30 June 2014)	47,035,371	-		3,416,148	30,486,819	16,548,552
	Sub Total (As at 30 June 2013)	47,738,295	702,925		4,148,276	27,070,671	19,964,700

5 Intangible (Cost less Accumulated Amortization)

Sl. No.	Assets	Cost		Amor. Rate (%)	Amortization		Written Down Value as at 30 June 2014
		Balance as at 01 July 2013	Adjustment during the year		Balance as at 30 June 2014	Charged during the period	
1	Switching Software (Card Pro)	23,100,000	-	20%	1,323,192	17,807,243	5,292,757
2	Software Development	5,533,000	-	20%	571,704	3,246,181	2,286,819
	Sub Total (As at 30 June 2014)	28,633,000	-		1,894,896	21,053,424	7,579,576
	Sub Total (As at 30 June 2013)	28,633,000	-		2,368,618	19,158,528	9,474,472

		Amount in Taka	
		30 June 2014	30 June 2013
6	Accounts Receivable		
	Receivables (Annexure-A)	26,440,066	26,755,399
	Less: Provision	764,988	764,988
		25,675,078	25,990,411
	Aging of the above balance is as follows:		
	Above 360 days	25,624,141	-
	Above 180 days less than 360 days	815,925	-
		26,440,066	-

Accounts Receivable is secured, considered as service and is falling due within one year. Classification schedule as required by Schedule XI of Companies Act 1994 is as follows:

Sl.	Particulars	Amount in Taka 30.06.2014	Amount in Taka 30.06.2013
I	Accounts Receivable is considered as service in respect of which the company is fully secured	25,675,078	25,990,411
II	Accounts Receivable considered as good in respect of which the company holds no security other than the debtor personal security	-	-
III	Accounts Receivable considered doubtful or bad	-	-
IV	Accounts Receivable due by any director or other officer of the company	-	-
V	Accounts Receivable due by Common Management	-	-
VI	The maximum amount of receivable due by any director or other officer of the company	-	-
	Total	25,675,078	25,990,411

The company makes provision against Accounts Receivable as Accounts Receivable are considered as services.

7 Inter Company Receivable

Information Technology Consultants Limited (Note-19)	10,460,289	6,696,489
	10,460,289	6,696,489

8 Advances, Deposits & Prepayments

The break-up of above head consists of as follows -

Advances (Note-8.1)	1,069,776	1,069,776
Deposits (Note-8.2)	35,690	355,690
	1,105,466	1,425,466

8.1 Advances

Income Tax (Note- 8.1.1)	1,069,776	1,069,776
	1,069,776	1,069,776

		Amount in Taka	
		30 June 2014	30 June 2013
8.1.1	Income Tax		
	Opening Balance	1,069,776	1,069,776
	Add: Addition during the year	-	-
		<u>1,069,776</u>	<u>1,069,776</u>
	Less: Adjustment/ Paid during the period	-	-
		<u>1,069,776</u>	<u>1,069,776</u>
8.2	Deposits		
	Bank Guarantee		
	DBBL against POS Terminal	35,690	35,690
	Earnest Money	-	320,000
		<u>35,690</u>	<u>355,690</u>
9	Cash & Cash Equivalents		
	Cash in hand	45,961	64,896
	Cash at Bank (Note - 9.1)	1,229,927	6,444,135
		<u>1,275,888</u>	<u>6,509,031</u>
9.1	Cash at Bank		
	City Bank Ltd., CD A/C-1101002047001	3,097	3,787
	Dutch Bangla Bank Ltd., CD A/C-1161100005216	499,501	5,773,731
	Dutch Bangla Bank Ltd., Settelement A/C-1161100005849	686,897	623,535
	First Security Bank Ltd., CD A/C-011211100001753	37,264	38,764
	United Commercial Bnak Ltd., CD A/C-000111193075	3,168	4,318
		<u>1,229,927</u>	<u>6,444,135</u>
10	Ordinary Share Capital		
	Authorized Share Capital		
	2,500,000 Ordinary Shares of Tk. 100 each	250,000,000	250,000,000
		<u>250,000,000</u>	<u>250,000,000</u>
	Issued, Subscribed and Paid- up Capital		
	400,000 Ordinary Shares of Tk. 100 each fully paid	40,000,000	40,000,000
		<u>40,000,000</u>	<u>40,000,000</u>

Shareholding Position	%	Total No. of	Value in Taka
Information Technology Consultants Limited	92.9%	3,715,000	37,150,000
Comex Genesys SDN, BHD	7.1%	285,000	2,850,000
	100%	4,000,000	40,000,000

		Amount in Taka	
		30 June 2014	30 June 2013
11 Tax Holiday Reserve			
Opening Balance		3,717,263	3,717,263
Add: Addition during the year		-	-
		3,717,263	3,717,263
Less: Transfer to Retained Earnings		3,717,263	-
		-	3,717,263

The company enjoyed tax holiday for 5 years on income derived from its software development business, commencing from January 01, 2005 to December 31, 2009 under the Income Tax Ordinance, 1984 (xxxvi of 1984) u/s 461 (a) vide their notification under letter no- 1/(870) para-1/2005, dated 13/08/2005. Tax holiday reserve had been provided @ 37.50% of net income of the respective years up to December 31, 2009 in line with the approval from NBR.

12 Accounts Payable			
VAT Current Account		2,908,243	2,908,243
Tax Deducted at Source		-	67,130
Audit Fee		50,000	30,000
		2,958,243	3,005,373

13 Provision for Income Tax			
Opening Balance		11,785,650	11,785,650
Add: Provision during the year		-	-
		11,785,650	11,785,650
Less: Paid/Adjusted during the year		-	-
		11,785,650	11,785,650

Provision for income tax has not been made during the year as the Company has been enjoying tax free under para-33 of part A of the 6th schedule of Income Tax Ordinance, 1984 up to 30th day of June 2019.

14 Revenue			
Card Host Processing Fee		-	9,192,570
Card Embossing Fee		-	1,148,681
POS Servicing & Maintenance Fee		455,400	736,520
DBBL/ATM/POS/Sharing & Maintenance Fee		65,265	112,000
VAP Connectivity Fee		360,525	2,448,741
Push Pull SMS Service Fee		-	591,379
Push Pull SMS Maintenance		-	61,400
Card Pro V5 Maintenance Fee		-	115,000
		881,190	14,406,291

		Amount in Taka	
		30 June 2014	30 June 2013
15	Cost of Services		
	Salary & Allowances for Cost of Services	-	5,108,751
	Card Embossing Charge	-	1,010,500
	Card Printer Repair and Maintenance	-	444,992
	VAP Connectivity Charge	2,810,700	2,224,500
	SMS Service Charge	120,000	566,330
	DBBL/ATM/POS/Sharing & Maintenance Charge	-	190,240
	POS Servicing & Maintenance Expenses	-	36,636
	Depreciation	3,416,148	4,148,276
	Amortization	1,894,896	2,368,618
		8,241,744	16,098,843
16	Administrative Expenses		
	Salary & Allowances	-	200,000
	Office Rent	-	610,977
	Office Maintenance	-	144,414
	Utilities	-	438,021
	Conveyance	11,675	156,863
	Entertainment	4,900	293,230
	Printing & Stationary	-	26,916
	Eid Holiday Allowance	-	371,200
	Security Guard Salary	-	1,389,448
	Membership Fee	-	8,850
	Mobile Bill	-	11,000
	Audit Fee	54,500	30,000
	Miscellaneous Expenses	-	15,340
	Regisration & Renewals	-	61,205
	Bank Charges	8,062	20,417
	Service Charges	-	742,625
	Telephone Bill	-	65,362
	Vehicle Maintenance	-	497,598
		79,137	5,083,466
17	Selling and Distribution Expenses		
	Business Promotional Expenses	-	191,250
	Tender Expenses	-	25,000
		-	216,250
18	Basic Earning Per Share (A/B)	(1.86)	(1.75)
	<u>Earnings attributable to Ordinary Shares:</u>		
	Net Profit/(Loss) after tax before comprehensive income	A (7,439,691)	(6,992,268)
	<u>Number of Ordinary Shares: (Par Value of Tk.100)</u>	B 4,000,000	4,000,000

19 Related Party Disclosure

Transaction with IT Consultants Limited of the entity:

During the year, the Company carried out a number of arm length basis transactions with related parties in the normal course of business. The names of the related parties and nature of these transactions have been set out in accordance with the provisions of BAS 24 -Related Party Disclosures.

Name of the party	30 June 2014	30 June 2013
Information Technology Consultants Limited	10,460,289	6,696,489
	10,460,289	6,696,489

20 General

20.1 Capital Expenditure Commitment

There were no capital expenditures contracted but not incurred or provided as on 30 June 2014.

20.2 Claims not Acknowledged

There is no claim against the Company not acknowledged as debt as on 30 June 2014.

20.3 Credit Facilities not Availed

There is no credit facilities available to the Company but not availed of as on 30 June 2014 under any contract, other than trade credit available in the ordinary course of business.

20.4 Commission, Brokerage or Discount Against Sales

No commission, brokerage or discount was incurred or paid by the Company against service during the period from 01 July 2013 to 30 June 2014.

20.5 Directors Responsibility of the Financial Statements

The Board of Directors takes the responsibility for the preparation and presentation of these financial statements.

20.6 Rounding Off

Amounts appearing in these financial statements have been rounded off to the nearest Taka and wherever considered necessary.

20.7 Rearrangement/Reclassified/Re-statement of Last Year Figures

To facilitate comparison, certain relevant balances pertaining to the previous year have been rearranged, reclassified or re-stated whenever considered necessary to conform to current year presentation.

20.8 All shares have been fully called and paid up.

20.9 Auditor's are paid only statutory audit fees.

20.10 No foreign exchange remitted to the relevant shareholders during the period under audit.

20.11 No amount of money was expended by the company for re-compensating any members of the Board for special service rendered.

20.12 There was no bank guarantee issued by the company on behalf of Directors.

Schedule of Accounts Receivable

as at 30 June 2014

Annexure-A

Disclosure as per requirement of Schedule XI, Part - I (A. Horizontal Form) of Companies Act. 1994

Amount in Taka

Name of Party	Balance as at 1st July 2013	Addition during the year	Realized during the year	Balance as at 30 June 2014
Card Host Processing Fee:				
The City Bank Ltd.	191,781	-	191,781	-
United Commercial Bank Ltd.	7,726,806	-	-	7,726,806
South East Bank Ltd.	1,471,513	-	-	1,471,513
Bank Asia Ltd	797,013	-	-	797,013
EXIM Bank Ltd.	371,690	-	-	371,690
Dhaka Bank Ltd.	552,947	-	72,150	480,797
NCC Bank Ltd.	2,643,794	-	-	2,643,794
Card Embossing Fee:				
The City Bank Ltd.	156,983	-	141,408	15,575
Bank Asia Ltd.	232,781	-	-	232,781
EXIM Bank Ltd.	129,423	-	-	129,423
POS Servicing & Maintenance Fee:				
City Bank Ltd.	459,467	455,400	598,141	316,726
EXIM Bank Ltd.	48,762	-	-	48,762
Bank ASIA Ltd.	6,500	-	-	6,500
DBBL/ATM/POS Sharing & Maintenance Fee:				
The City Bank Ltd.	608	-	608	-
United Commercial Bank Ltd.	112,234	-	-	112,234
South East Bank Ltd.	30,606	-	-	30,606
NCC Bank Ltd.	29,672	-	-	29,672
VAP Connectivity Fee:				
United Commercial Bank Ltd.	1,129,838	360,525	127,170	1,363,193
South East Bank Ltd.	710,111	-	-	710,111
EXIM Bank Ltd.	315,083	-	-	315,083
NCC Bank Ltd.	204,016	-	-	204,016
Push Pull SMS Service Fee:				
United Commercial Bank Ltd.	635,335	-	-	635,335
South East Bank Ltd.	94,922	-	-	94,922
EXIM Bank Ltd.	112,783	-	-	112,783
NCC Bank Ltd.	64,946	-	-	64,946
Push Pull SMS Maintenance Fee:				
United Commercial Bank Ltd.	16,164	-	-	16,164
South East Bank Ltd.	17,000	-	-	17,000
EXIM Bank Ltd.	65,938	-	-	65,938
NCC Bank Ltd.	93,860	-	-	93,860
Card Pro V5 Maintenance Fee:				
EXIM Bank Ltd.	94,289	-	-	94,289
South East Bank Ltd.	75,000	-	-	75,000
United Commercial Bank Ltd.	609,273	-	-	609,273
Dhaka Bank Ltd.	135,000	-	-	135,000
NCC Bank Ltd.	210,739	-	-	210,739
POS Transaction Fee:				
EXIM Bank Ltd.	3,600	-	-	3,600
POS Installation Fee:				
EXIM Bank Ltd.	3,000	-	-	3,000
Others Fee:				
The City Bank Ltd.	3,261,000	-	-	3,261,000
United Commercial Bank Ltd.	2,830,546	-	-	2,830,546
South East Bank Ltd.	528,811	-	-	528,811
Bank ASIA Ltd.	581,565	-	-	581,565
Grand Total	26,755,399	815,925	1,131,258	26,440,066

**AUDITORS' REPORT IN PURSUANCE OF SECTION-135(1) UNDER PARA-24(1) OF
PART II OF THE THIRD SCHEDULE OF THE COMPANIES ACT, 1994**

Information Technology Consultants Ltd.

Auditors' Report Under section 135(1) and Paragraph 24 (1) of part -II of Third Schedule of the Companies Act 1994

We have examined the financial statements of Information Technology Consultants Ltd. for the year ended 30 June 2014 and for the following comparative Balance Sheet (Statements of Assets and Liabilities) and comparative Income statement (Statement of Profit & Loss) for the years ended 30 June, 2013, 2012, 2011 and 2010 audited by G. Kibria & Co. Chartered Accountants and the figures extracted from the financial statements certified in pursuance of Section 135 (1) under paragraph 24 (1) of part -II of Third Schedule of the Companies Act 1994, our report is as under-

A. Statement of Financial Position

Particulars	As at	As at	As at	As at	As at
	30.06.2014	30.06.2013	30.06.2012	30.06.2011	30.06.2010
Amount in BDT					
Non-Current Assets:					
Intangible Assets, Net	558,043,068	544,793,574	449,179,092	379,956,515	342,578,158
Property, Plant and Equipment, Net	276,591,890	284,145,112	303,877,892	298,564,686	244,147,413
Capital Work-in-Progress	27,292,206	-	-	-	-
Goodwill on acquisition of BEPS	-	2,192,976	2,192,976	2,192,976	2,588,424
Preliminary Expenses	-	1,382,187	1,842,916	2,303,645	2,303,645
	861,927,164	832,513,849	757,092,876	683,017,822	591,617,640
Current Assets:					
Inventories	260,310,975	168,930,117	159,351,490	39,637,168	60,543,301
Account Receivables, Net	450,601,709	318,920,318	361,717,202	275,834,406	199,607,679
Other Receivables	15,502,525	25,449,414	19,085,910	3,634,420	-
Advance, Deposits & Prepayments	274,282,710	254,200,644	249,551,197	68,362,119	72,018,488
Lease Assets	-	-	-	581,680	1,658,752
Cash and cash equivalents	27,092,721	33,204,135	29,782,867	15,190,907	10,489,219
Total Current Assets	1,027,790,640	800,704,628	819,488,666	403,240,700	344,317,439
Total Assets	1,889,717,804	1,633,218,477	1,576,581,542	1,086,258,522	935,935,079
Equity and Liabilities:					
Shareholders' Equity					
Share Capital	750,000,000	750,000,000	750,000,000	570,701,000	529,201,000
Share Money Deposit	-	-	-	-	26,550,000
Share Premium	310,201,854	310,201,854	310,201,854	-	-
Retained Earnings	47,779,765	(51,384,580)	(78,440,553)	(118,488,926)	(161,756,009)
Revaluation Reserve	263,154,934	316,434,847	316,434,847	316,434,847	316,434,847
Tax Holiday Reserve	-	1,987,094	1,987,094	1,987,094	1,987,094
	1,371,136,553	1,327,239,215	1,300,183,242	770,634,015	712,416,932
Non Controlling Interest	3,246,782	3,776,860	4,275,059	3,650,117	5,019,173
Total Equity	1,374,383,335	1,331,016,075	1,304,458,301	774,284,132	717,436,105
Non Current Liabilities:					
Secured Loans	70,805,830	8,371,949	22,837,659	61,847,126	58,960,374
Total Non-Current Liabilities	70,805,830	8,371,949	22,837,659	61,847,126	58,960,374
Current Liabilities:					
Trade Payables	33,443,432	36,340,366	39,319,688	16,973,025	19,620,265
Bank Over Draft	352,117,439	223,273,439	139,848,937	192,785,626	77,832,725
Payable for Expenses	8,968,912	6,807,998	10,020,467	8,785,839	-
Other Liabilities	19,657,748	15,623,000	26,534,307	-	23,403,827
Short Term Loan	-	-	7,376,533	10,659,789	24,281,783
Secured Loan (Current Portion)	17,828,670	-	14,400,000	14,400,000	14,400,000
Income Tax Payable	12,512,438	11,785,650	11,785,650	6,522,985	-
Total Current Liabilities:	444,528,639	293,830,453	249,285,582	250,127,264	159,538,600
Total Liabilities	515,334,469	302,202,402	272,123,241	311,974,390	218,498,974
Total Equity & Liabilities	1,889,717,804	1,633,218,477	1,576,581,542	1,086,258,522	935,935,079

Dated: Dhaka
15/10/2014

Sd/-
Hoda Vasi Chowdhury & Co.
Chartered Accountants

B. Income Statement:

Particulars	30.06.2014	30.06.2013	30.06.2012	30.06.2011	30.06.2010
	Amount in BDT				
Revenue	670,707,822	434,951,730	432,155,858	428,886,036	350,771,917
Cost of Sales & Services	(442,026,430)	(293,757,744)	(286,905,620)	(287,840,538)	(209,910,537)
Gross Profit	228,681,392	141,193,986	145,250,238	141,045,498	140,861,380
Operating Expenses					
General and Administrative expenses	(74,955,495)	(65,201,749)	(51,528,970)	(44,750,724)	(22,757,065)
Selling & distribution Expenses	(27,422,726)	(29,298,614)	(23,492,920)	(12,931,802)	(8,937,140)
Other Operating Expenses	(12,768,082)	(4,612,183.00)	(6,708,540)	(4,836,445)	(25,746,203)
	(115,146,303)	(99,112,546)	(81,730,430)	(62,518,971)	(57,440,408)
Operating profit	113,535,089	42,081,440	63,519,808	78,526,527	83,420,972
Non operating Income	4,454,646	1,388,845	412,299	107,917	2,366,796
Profit/(Loss) before Finance Costs	117,989,735	43,470,285	63,932,107	78,634,444	85,787,768
Finance expenses	(34,906,246)	(14,948,649)	(16,953,691)	(30,408,196)	(21,017,178)
Profit/(Loss) before WPP & WF	83,083,489	28,521,636	46,978,416	48,226,248	64,770,590
Contribution to Workers' Profit Participation Fund	(4,635,808)	-	-	-	-
Profit/(Loss) before Income Tax	78,447,681	28,521,636	46,978,416	48,226,248	64,770,590
Tax Holiday Reserve	-	-	-	-	(2,229,558)
Income Tax Expenses	(726,788)	(2,178,294)	(5,262,665)	(4,432,773)	(2,090,211)
Profit/(Loss) after Income Tax	77,720,893	26,343,342	41,715,751	43,793,475	60,450,821
Non Controlling Interest	530,078	498,199	(624,942)	(526,392)	(742,548)
Profit attributable to owners of the Company	78,250,971	26,841,541	41,090,809	43,267,083	59,708,273

C. The statement of Cash Flow:

Particulars	30.06.2014	30.06.2013	30.06.2012	30.06.2011	30.06.2010
	Amount in BDT				
A. Cash Flow From Operating Activities					
Cash receipts from Customer/Sales	529,582,624	512,564,157	368,249,040	365,875,462	206,910,863
Cash paid to suppliers & Others	(488,587,134)	(301,098,652)	(342,192,273)	(96,459,798)	(189,726,662)
Cash generated/(paid) from/to operating activities	33,880,731	(37,029,058)	(313,685,772)	(97,016,377)	(113,628,356)
Finance Cost	(55,361,426)	(36,851,424)	(28,929,386)	(30,948,060)	(21,017,178)
Net cash flow from/(used in) operating activities	19,514,795	137,585,023	(316,558,391)	141,451,227	(117,461,333)
B. Cash flows from Investing Activities:					
Acquisition of Fixed Assets	(58,489,696)	(21,908,153)	(47,520,286)	(92,747,139)	(19,815,879)
Acquisition of Intangible Assets	(29,630,394)	(97,983,100)	(72,183,350)	(40,263,746)	(12,810,422)
Disposal of Fixed Assets	60,000	193,208	362,600	35,300	6,803,431
Net Cash used in Investing activities	(88,060,090)	(119,698,045)	(119,341,036)	(132,975,585)	(25,822,870)
C. Cash Flows from Financing activities:					
Receive/(Payment) of Secured loan	62,433,881	(14,465,710)	(39,009,467)	(18,723,954)	(54,205,543)
Issuance of Ordinary Shares	-	-	179,299,000	41,500,000	210,000,000
Increase/(decrease) share Money Deposit	-	-	-	(26,550,000)	(3,450,000)
Share Premium received	-	-	310,201,854	-	-
Net Cash flow from/(used in) Financing Activities	62,433,881	(14,465,710)	450,491,387	(3,773,954)	152,344,457
Net cash inflow/outflow for the year (A+B+C)	(6,111,414)	3,421,268	14,591,960	4,701,688	9,060,254
Cash and Cash Equivalents as at beginning of the period	33,204,135	29,782,867	15,190,907	10,489,219	1,428,965
Cash and Cash Equivalents as at closing of the period	27,092,721	33,204,135	29,782,867	15,190,907	10,489,219

Dated: Dhaka
15/10/2014

Sd/-
Hoda Vasi Chowdhury & Co.
Chartered Accountants

D. Dividend:

The Company's data relating to dividend is as under:

	30.06.2014	30.06.2013	30.06.2012	30.06.2011	30.06.2010
Cash Dividend (%)	-	Nil	Nil	Nil	Nil
Stock Dividend (%)	-	Nil	Nil	Nil	Nil

E. The company was incorporated on 23 August 2000 in the name of Information Technology Consultants Ltd as a Private Limited Company under the Companies Act 1994 & converted into Public Limited Company on 16 March 2008. The authorized share capital has been changed from 100 crore to 200 crore on 21 August 2011 and denominator of share has been changed from Tk. 100 to Tk. 10 on 16 April 2009.

F. We certify the Parent Company's (ITCL) Statement of Assets and Liabilities (Balance Sheet) as at 30 June 2014, audited by us and for the year ended 30 June 2013, 2012, 2011 & 2010 audited by G. Kibria & Co. Chartered Accountants.

As well as the Subsidiary Company's (BEP SL) Statement of Assets and Liabilities (Balance Sheet) as at 30 June 2014, audited by M/S.Zahir Ahmed & Co. Chartered Accountants and for the year ended 30 June 2013, audited by G. Kibria & Co. Chartered Accountants and for the year ended 30 June 2012, 2011 & 2010 audited by Azad Abul Kalam & Co. Chartered Accountants.

G. We certify the Parent Company's (ITCL) Statement of Operating Results (Income Statement) for the year ended 30 June 2014, audited by us and for the year ended 30 June 2013, 2012, 2011 & 2010 audited by G. Kibria & Co. Chartered Accountants.

As well as the Subsidiary Company's (BEP SL) Statement of Operating Results (Income Statement) for the year ended 30 June 2014, audited by Zahir Ahmed & Co. Chartered Accountants and for the year ended 30 June 2013, audited by G. Kibria & Co. Chartered Accountants and for the year ended 30 June 2012, 2011 & 2010 audited by Azad Abul Kalam & Co. Chartered Accountants.

H. We also enclose and certify the Parent Company's (ITCL) Cash Flow Statement for the year ended 30 June 2014, audited by us and for the year ended 30 June 2013, 2012, 2011 & 2010 audited by G. Kibria & Co. Chartered Accountants.

We also enclose and certify the Subsidiary Company's (BEP SL) Cash Flow Statement for the year ended 30 June 2014, audited by Zahir Ahmed & Co. Chartered Accountants and for the year ended 30 June 2013, audited by G. Kibria & Co. Chartered Accountants and for the year ended 30 June 2012, 2011 & 2010 audited by Azad Abul Kalam & Co. Chartered Accountants.

I. The Company has a subsidiary namely "Bangladesh Electronics Payment Systems Limited" (BEP SL);

J. No proceeds or part of proceeds of the issue of shares were applied directly or indirectly by the company in the purchase of any other business;

K. The Company did not prepare any financial statements for any period subsequent to 30 June 2014; and

L. Figures related to previous years have been rearranged wherever considered necessary.

Dated: Dhaka
15/10/2014

Sd/-
Hoda Vasi Chowdhury & Co.
Chartered Accountants

Information Technology Consultants Ltd.

We have examined the following earnings per share (EPS) and other ratios of **Information Technology Consultants Ltd.** for the year ended on 30 June 2014 audited by Hoda Vasi Chowdhury & Co and year ended on 30 June 2013, 2012, 2011 and 2010 audited by G.Kibria & Co. Chartered Accountants which have been produced by the management of the company to us. The preparation of the EPS and other ratio 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 statement for the year ended 30 June 2014, 2013, 2012, 2011, 2010.

Based on our review, we certify that the company has properly prepared the following EPS and other ratios using acceptable principles on the basis of audited financial statement for the year ended 30 June 2014, 2013, 2012, 2011 and 2010.

Ratio Analysis

Sl.	Name of the Ratios	Formula	30/06/14		30/06/13		30/06/12		30/06/11		30/06/10	
			Amount in Taka	Result	Amount in Taka	Result	Amount in Taka	Result	Amount in Taka	Result	Amount in Taka	Result
1. Liquidity Ratio:												
i	Current Ratio (Times)	$\frac{\text{Current Assets}}{\text{Current Liability}}$	1,027,790,640	2.31	800,704,628	2.73	819,488,666	3.29	403,240,700	1.61	344,317,439	2.16
ii	Quick Ratio (Times)	$\frac{\text{Current Assets}-\text{Inventory}}{\text{Current Liabilities}}$	444,528,639	1.73	293,830,453	2.15	249,285,582	2.65	350,127,264	1.45	159,538,600	1.78
iii	Debt to Equity Ratio (Times)	$\frac{\text{Total Debt}}{\text{Total Equity}}$	440,751,1939	0.32	231,645,388	0.17	184,463,129	0.14	279,692,541	0.36	175,474,882	0.24
			1,374,383,335		1,331,016,075		1,304,458,301		774,284,132		717,436,105	
2. Operating Ratios:												
iv	Accounts Receivable Turnover (Times)	$\frac{\text{Sales}}{\text{Average Accounts Receivable}}$	670,707,822	1.74	434,951,730	1.28	432,155,858	1.36	428,886,056	1.80	350,771,917	2.82
v	Inventory Turnover (Times)	$\frac{\text{Cost of goods sold}}{\text{Average Inventory}}$	384,761,014	1.33	340,318,760	0.97	315,775,804	1.78	237,721,043	4.05	153,660,429	4.23
vi	Assets Turnover Ratio (Times)	$\frac{\text{Sales}}{\text{Total Assets}}$	285,537,644	0.35	164,140,804	0.27	99,494,329	0.27	50,990,235	0.39	36,338,767	0.37
			670,707,822		434,951,730		432,155,858		428,886,056		350,771,917	
			1,889,717,804		1,633,218,477		1,576,581,542		1,086,628,522		935,935,079	
3. Profitability Ratio:												
vii	Gross Margin Ratio (%)	$\frac{\text{Gross Profit}}{\text{Sales}}$	228,681,392	34.10	141,093,986	32.46	145,250,238	33.61	141,045,498	32.89	140,861,380	40.16
viii	Operating Income Ratio (%)	$\frac{\text{Operating Profit}}{\text{Net Sales}}$	670,707,822	16.93	42,081,440	9.67	63,519,808	14.70	78,526,527	18.31	83,420,972	23.78
ix	Net Income Ratio (%)	$\frac{\text{Profit After Tax}}{\text{Net Sales}}$	670,707,822	11.59	26,443,342	6.06	41,715,751	9.65	43,793,473	10.21	60,450,821	17.23
x	Return on Assets (ROA) (%)	$\frac{\text{Profit After Tax}}{\text{Total Assets}}$	77,720,893	4.11	26,443,342	1.61	41,715,751	2.65	43,793,473	4.03	60,450,821	6.46
xi	Return on Equity (After Tax) (%)	$\frac{\text{Profit After Tax}}{\text{Shareholders Equity}}$	1,889,717,804	5.67	1,327,239,215	1.98	1,300,183,242	3.21	770,634,015	5.68	712,416,932	8.49
xii	Earning Per Share (EPS)	$\frac{\text{Profit After Tax}}{\text{Weighted average no. of ord. Share}}$	77,720,893	1.04	26,443,342	0.35	41,715,751	0.56	43,793,473	0.77	60,450,821	1.14
			75,000,000		75,000,000		75,000,000		57,070,100		52,920,100	

Dhaka,
15/10/2014

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

**Auditors' Additional Disclosures relating to the Financial Statements of
Information Technology Consultants Limited (ITCL)
For the year ended 30 June 2014**

Query

It appears from auditors' report under section 135(1), Para 24(l) of Part-II of the Third Schedule of the Companies Act, 1994 that net cash provided from operating activities shows a negative balance of Tk.31,65,58,391 for the period ended on June 30,2012 and negative balances of Tk.11,74,61,333 for the year ended on June 30, 2010 respectively which is a threat for the company to continue as a going concern. Provide auditors' explanation on the above with reasons for such negative cash flows;

Auditors' Response:

In accordance with BSA-570, Para-10 under clause-A2 (Risk Assessments Procedures and Related activities) about Going Concern issues, there are lots of indicators/ events or conditions that make cast significant doubt about the certainty of the enterprise as Going Concern. But all the indicators are not at all inclusive nor do the existences of one or more items always signify that a material uncertainty exists.

In the case of the Company only items exist "Negative operational Cash Flow indicated by historical financial statements". Under this circumstance this negative operational cash flow is not at all a threat for the Company as going concern. Intact.

During the year 2010, Companies Receivables, Inventory have tremendously increased which yield to negative cash flow. On the other hand ,during the year 2012, the Company has invested Tk.15.00 crore in Fixed Deposit and similarly to the year 2010 Inventory & Receivables have increased because operational volume have increased accordingly.

Dated: 05 February, 2015

Sd/-
G. Kibria & Co.
Chartered Accountants

Query

It also appears from the financial statements of it's subsidiary" Bangladesh electronic Payment Systems Limited" that net cash provided from operating activities shows a negative balance of Tk.52,33,143/- for the period ended on June 30, 2014 which is a threat for the company to continue as a going concern and a risk for it's parent's investment there . Provide auditors' explanation on the above with reasons for such negative cash flows;

Auditors' Response:

We have found in the Financial Statements of Bangladesh Electronic Payment Systems Limited which is in continues losses for last two years and it has a negative cash flows in 30 June, 2014 amounting Tk.5,233,143.00, we issued a letter to Bangladesh Electronic Payment Systems Limited by reference no. ZAC-2014-2015 dated 19 August 2014, required to detail explanation of Evaluating Management's Plans for Future Actions as per BSA-570, Para 19 & 20. The entity's explanation is as follows viding the reference no. BEPS/ZA/Audit/01/2014, dated 21 August 2014.

Evaluating Management's Plans for Future Actions As Per BSA- 570 , Para 19 & 20 .

BEPS is engaged in similar nature of Payment Transaction Processing business like ITCL in Bangladesh. BEPS was integrated with 09 (Nine) member Banks in Bangladesh such as The City Bank Limited, South East Bank Ltd, United Commercial Bank Ltd, N.C.C Bank Ltd, Dhaka Bank Ltd, BRAC Bank Ltd, EXIM Bank Ltd, Bank Asia Ltd and Prime Bank Ltd. BEPS became ITCL's subsidiary company in the year 2009-10. Subsequently, most of the member banks of BEPS migrated from BEPS host to ITCL host during the year 2013 and 2014. Due to migration process, BEPS could not realize its receivable in the year 2014. As a consequence, net cash provided from operating activities showed a negative balance. However, an amount of Tk. 315,333 was realized against its Account Receivables in the year 2014.

The Management of BEPS has assessed present and future prospects of the company. According to the assessment, the Management of the Company has made an action plan towards execution of its continuing operational activities in line with Electronic Transaction Processing & Software Development. Present & Future action plan are as follows:

- The Infrastructure of the Company is already well established for new business strategy to be implemented.
- Bangladesh Electronic Payment Systems Ltd. has net current asset of Tk.23,772,828.00.
- To reduce expenditure.
- To restructure business policy by alternate business strategy, such as Software Development for banking application, Technological security Compliance, Mobile banking Software, SMS gateway application & other miscellaneous activities of similar nature.
- Recruit personnel of relevant expertise
- To set up a recovery team for collection of Receivables to reduce the collection period at minimum level within the year.

Based on our judgment of the above explanation & practical views, Bangladesh Electronic Payment Systems Limited is a going concern though it presents negative cash flows amounting Tk.52,33,143.00.

Dated: Dhaka
02 February, 2015

Sd/-
Zahir Ahmed & Co
Chartered Accountants

Note: Please refer to the Management disclosure regarding Winding up of BEPS that has been approved vide Board meetings as on 23.5.2015 in the Page no. 171

Query

It appears from note # 3.1(c) to the financial statements for the period ended on June 30, 2014 and the valuation report done by M/S Ahmed & Akter that 'Information Technology Consultants Limited' has revalued its some tangible assets and all its intangible assets on September 15, 2010 to Tk.52,68,22,335 from its cost price 21,03,87,488. Explain the reason for such revaluation in line with the Commission's revaluation guideline;

Auditors' Response:

M/S. Ahmed & Akter, Chartered Accountants firm has revalued some Fixed assets (Tangible & Intangible assets) as per BAS-16 (Property, Plant and Equipment) and BAS-38 & BFRS-3 revised in 2008 (Intangible Assets) and with other method. The asset revaluation was recognized in its financial statements ending on June 30, 2010 as per decision of the Board of Directors and as per requirements of BAS-16. It is required to mention that the said revaluation was done prior to issuance of BSEC notification SEC/CMRRCD/2009-193/150/Admin dated August 18, 2013 which is in effect from August 18, 2013.

Dated: Dhaka
05 February, 2015

Sd/-
Ahmad & Akhtar
Chartered Accountants

Query

It appears from note # 4 to the financial statements for the year ended on June 30, 2014 that the company has presented revaluation surplus of Tk. 31,64,34,847 up to June 30, 2013 without any movement/change though revaluation was made on September 15, 2010. Explain the reason with reference to BAS;

Auditors' Response:

As per BAS -16, the Company has depreciated both revalued amount and cost value of its tangible assets from the year 2011 to 2014 without making any adjustment with revaluation surplus. The Board of Directors of the Company has decided not to amortize its intangible assets and not to make any adjustment with revaluation surplus against the revalued

fixed assets vide the resolutions passed on the board meetings held on 15th May 2010, 7th May 2011, 25th June 2012 and 15th April 2013 for the year ended June 2010, 2011, 2012 and 2013 respectively.

Dated: 05 February, 2015

Sd/-
G. Kibria & Co.
Chartered Accountants

Query:

It appears from note # 25 to the financial statements for the year ended on June 30, 2014 that the company has made provision for WPPF but disbursement from the fund among workers is not clear. Provide the amount of total disbursement from the fund among workers from the very inception of the fund.

Auditors' Response:

We were reported as at 15 January, 2015 that the disbursement from WPPF fund is under process of payment. Trust Deed in connection with WPPF of ITCL has already been completed by virtue of the Company's Board meeting held on 20 March 2014.

Query:

The comparative scenario of Accounts Receivable and turnover for the period ended June 30, 2013 with that of June 30, 2014 was as follows:

Particulars	30-06-2013	Growth (%)	30-06-2014	Growth (%)
Accounts Receivable	318,920,318	-12%	450,601,709	41.29%
Turnover	434,951,730	0.65%	670,707,822	54%

It is observed from above table that turnover during the period 1st July 2013 to 30 June 2014 has been increased by 54% whereas the growth in revenue was only 0.65% during previous period. It is also observed that accounts receivable as on 30 June 2014 has been increased by 41.29% the growth of which was -12% as on 30 June 2013. What is the reason of such unusual growth in revenue and accounts receivables in the year 2014. Also mention whether there is any artificial / fictitious sale in the year 2014 or not with proper justification.

Auditors' Response:

During the year ended 30 June 2014, the Company has collected significant revenue and increase of 54% revenue from last year through obtaining substantial work orders against supply of 354 ATMs, 1635 POS, 120 UPS and Switching Software from several banks in the year 30 June 2014. It is mentionable that ITCL has supplied 25 units of Special high valued PROCASH 285 KMAT & CINEO C2590 FLKMAT ATMs to the City Bank Ltd during the year ended 30 June, 2014. But in the year ended 2013, the Company sold 271 units ATM & 1059 units POS. Comparative scenarios of work orders including values are as follows:

Sales statement:

Name of the Bank	Year -2013	Year-2014	Increase/ (decrease)	Year -2013	Year-2014	Increase/ (decrease)
	Work Order/ Sales Qty	Work Order/ Sales Qty		Value in BDT	Value in BDT	
ATM	271	354	31%	191,769,000	301,116,615	57%
POS	1059	1635	54%	28,468,000	50,017,600	76%
UPS	30	120	300%	9,000,000	36,112,000	301%
Switching Software	-	1	100%	-	56,855,000	100%
Total				229,237,000	444,101,215	94%

Significant Revenue status under Turnover:

Particulars	30 June, 2012	30 June, 2013	Y-12-13(%)	30 June, 2014	Y-13-14(%)
Q-Cash Transaction Processing Fees	151,718,347	144,940,297	-4%	138,310,159	-5%

Servicing & maintenance fee	27,527,967	51,610,603	87%	82,486,279	60%
Sale of ATM	180,241,000	191,769,000	6%	301,116,615	57%
Sale of POS	27960000	28,468,000	2%	50,017,600	76%
Sale of UPS	-	9,000,000	100%	36,112,000	301%
Sale of Kiosk	14,301,794	8,775,000	-39%	4,730,769	-46%
Biometric ATM software license fee	406,750	388,830	-4%	1,079,400	178%
Sale of Switching software	30,000,000	-	-100%	56,855,000	100%
Total	432,155,858	434,951,730	0.65%	670,707,822	54%

Accounts receivable has been increased by 41.29% as on 30 June 2014 not only due to increase of sales & other revenue but also for non-collection or realization of substantial portion of account receivables. On the other hand in the year ended 30 June 2013, ITCL had realized or collected a handsome amount of Tk. 35,67,52,397/- (Y-2011-12 & Y-2012-13) from the Banks against accounts receivable. Below table is an explanation for justification of receivables:

Statement of Accounts Receivable Status

Particulars	30 June, 2012	30 June, 2013	30 June, 2014	12-13	13-14
ATM software support & maintenance fee	13,197,575	17,312,500	18,525,000	31%	7%
Online tax payment system integration service	-	1,550,000	1,550,000	100%	-
Card management & software license fee	550,000	-	-	100%	-
Card fee	52,480,369	53,588,691	50,064,139	2%	-7%
Connectivity fee	6,387,518	8,425,164	11,175,835	32%	33%
Transaction fee	4,757,714	6,427,136	10,125,121	35%	58%
Servicing & maintenance fee	7,626,478	14,647,459	34,267,628	92%	134%
Sale of ATM	224,503,151	176,076,709	237,394,052	22%	35%
Sale of POS	14,201,000	2,690,000	700,000	-81%	-74%
Sale of KIOSK	8,013,397	9,370,000	9,100,000	17%	-3%
Sale of UPS	-	1,350,000	27,580,000	100%	1943%
Sale of Switching software	30,000,000	15,000,000	43,680,000	-50%	191%
Biometric ATM software license fee	-	-	-	0%	0%
Other Receivable	-	12,482,659	6,439,934	100%	-48%
	361,717,202	318,920,318	450,601,709	-12%	41.29%

The business of the Company is of exceptional nature by its operational and technological activities in the banking sector as well as Govt. sectors in Bangladesh such as Bangladesh Post Office, NBR, Dhaka Metropolitan Police (DMP) and Bangladesh Bank. The Company is now a patron and partner of some 'First Time Ever' projects in Bangladesh, mostly introduced and rolled by Government/ Semi Government Organizations and banking sectors. In this connection, the Company generates its income/ sales derived from those professional organizations subject to valid agreement and work order. So, there was no scope to generate or incorporate any artificial / fictitious sales.

Query:

It appears from auditors' report under section 135(1), Para 24 (1) of Part-II of the Third Schedule of the Companies Act, 1994 that growth in net profit after tax during the year 2013 - 2014 is 195% which was -37%, -5%, -28% during the year 2012- 2013, 2011-2012 and 2010 - 2011 respectively. From the above mentioned information, it is observed that growth in net profit after tax (the company's net profit is exempted from tax) in the year 2013-2014 is very high, unusual and abnormal. Explain the reason of such unusual growth in net profit in the year 2013 - 2014.

Auditors' Response:

In line with the explanation about the preceding query, the Company has achieved in the year 2013-2014, 54% higher revenue compared to the year 2012-2013. But the revenue of the preceding year's i.e. 2011-2012 & 2012 -2013 were almost same and percentages (%) of revenue growth are 1% in both years. During the year 2013-2014, the Cost of service and operating expenses were not increased compared to the preceding year's growth. Selling and Distribution Expenses were decreased during the year also. Apart from this, during the year 2014, the Company received some profitable work orders against supply of Special ATM, Switching Solution & Others, which has significantly supported towards the growth of profitability. Details are as follows:

Particulars	30.06.2014	30.06.2013	30.06.2012	30.06.2011	30.06.2010
	Amount in BDT				
Revenue	670,707,822	434,951,730	432,155,858	428,886,036	350,771,917
Cost of Sales & Services	(442,026,430)	(293,757,744)	(286,905,620)	(287,840,538)	(209,910,537)
Gross Profit	228,681,392	141,193,986	145,250,238	141,045,498	140,861,380
Operating Expenses					
General and Administrative expenses	(74,955,495)	(65,201,749)	(51,528,970)	(44,750,724)	(22,757,065)
Selling & distribution Expenses	(27,422,726)	(29,298,614)	(23,492,920)	(12,931,802)	(8,937,140)
Other Operating Expenses	(12,768,082)	(4,612,183)	(6,708,540)	(4,836,445)	(25,746,203)
	(115,146,303)	(99,112,546)	(81,730,430)	(62,518,971)	(57,440,408)
Operating profit	113,535,089	42,081,440	63,519,808	78,526,527	83,420,972
Non-operating Income	4,454,646	1,388,845	412,299	107,917	2,366,796
Profit/(Loss) before Finance Costs	117,989,735	43,470,285	63,932,107	78,634,444	85,787,768
Finance expenses	(34,906,246)	(14,948,649)	(16,953,691)	(30,408,196)	(21,017,178)
Profit/(Loss) before WPP & WF	83,083,489	28,521,636	46,978,416	48,226,248	64,770,590
Contribution to Workers' Profit Participation Fund	(4,635,808)	-	-	-	-
Profit/(Loss) before Income Tax	78,447,681	28,521,636	46,978,416	48,226,248	64,770,590
Tax Holiday Reserve	-	-	-	-	(2,229,558)
Income Tax Expenses	(726,788)	(2,178,294)	(5,262,665)	(4,432,773)	(2,090,211)
Profit/(Loss) after Income Tax	77,720,893	26,343,342	41,715,751	43,793,475	60,450,821
Net Profit Growth	195%	-37%	-5%	-28%	
Revenue Growth	54%	0.65%	0.76%	22%	
Cost of sales & Services -Increased/(decreased)	50%	2%	-0.32%	37%	
Operating expenditure-Increased/(decreased)	16%	21%	31%	9%	

In fact, the below mentioned business transactions were considered additionally to impact upon significant growth in respect of net profit in the year 2013-2014. It is to be noted that no major additional costs were involved in achieving such kind of business transactions. So the unusual growth of net profit in the year 2013-2014 was not achieved in any unusual and abnormal way being the business of the Company was related with the Banks, NBR, BPO, DMP and Bangladesh Bank.

Particulars	Bank Name					Total (Taka)
	UCC Bank Ltd	Islami Bank Bangladesh Ltd	UPS	City Bank Ltd	ATM CINO	
Product Name	Switching Software	ATM	UPS	ATM PC285	ATM CINO	
Quantity	1	120	120	20	5	
Per unit Sales price	56,855,000	781,500	300,933.33	1,325,000	3,750,000	
Total Sales Value	56,855,000	93,780,000	36,112,000	26,500,000	18,750,000	231,997,000
Per unit Cost Price	30,340,450	462,297	258,330	953,906	2,578,286	
Total Cost price	30,340,450	55,475,640	30,999,600	19,078,120	12,891,430	148,785,240
Gross Margin	26,514,550	38,304,360	5,112,360	7,421,880	5,858,570	83,211,760

Query:

It appears from Note # 2.1 to the financial statement for the year ended on 30 June, 2014 that some of regulatory compliances in case of preparation of financial statements are mentioned but compliance status of Securities and Exchange Rules, 1987 for preparing such statements is not mentioned. Please explain the reason and also mention that compliance status of Securities and Exchange Rules, 1987 in case of preparation of financial statements.

Auditors' Response:

The statement of compliance under the Note # 2.1 of the financial statements will be read as follows:

These financial statements have been prepared in accordance with Bangladesh Accounting Standards (BAS), Bangladesh Financial Reporting Standards (BFRS), Companies Act (#18) 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Query:

It is observed from the consolidated financial statements and the financial statements of the company for the year ended June 30, 2014 that the company did not charge any deferred tax though it has revaluation surplus and other non-operating income. Please explain the reason in line with BAS 12.

Auditors' Response:

As there is considerable uncertainty with regard to the taxation of such companies after the expiry of the tax exemption period, the management feels it is not possible to make a reasonable estimate of deferred tax and make its provision at this stage. Furthermore, the Company's tax assessment is based on section 82(C), of the Income Tax Ordinance (#36) 1984; and the revaluation surpluses by ITCL are permanent differences. Thus, provision for deferred tax is not applicable for Information Technology Consultants Limited (ITCL).

Query:

It is observed from consolidated Financial Statements for the year ended June 30, 2014 that cash & cash equivalent at the end of the year shown in the statement of cash flows is not in agreement with cash and cash equivalents shown in the statement of Financial Position. Explain the reason with proper justification.

Auditors' Response:

Cash and Cash equivalent balance shown in the Statement of Financial position accurately. Moreover, Statement of Cash Flow as per auditors' report under section 135(1), Para 24 (1) of part-II of the Third Schedule of the Companies Act, 1994 shows the same balance. Due to an inadvertent mistake in page replacement during documentation, Cash and Cash equivalent balance shown in the Statement of Cash Flows differs from the above mentioned statements. A fresh copy of Statement of Cash Flow obtained.

Query:

It is observed from the consolidated financial statements for the year ended June 30, 2014 that there are rearrangement / restatements of some items. Disclose in which years these treatments occurred. Provide reason and basis for such restatement and as well as impact on EPS and NAV for such rearrangements.

Auditors' Response:

As per BAS 1 Comparative Information has been disclosed 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 (2013-2014). Comparative figures have been re-arranged/restated wherever considered necessary to ensure better comparability with the current year as reported in the financial statements. Following are figures rearranged for the year ended June 30, 2013:

Particulars	30.06.13 (Adjusted)	30.06.13	Difference	Remarks
Accounts receivable,	318,920,318	321,029,569	(2,109,251)	For better presentation, the provision

net				
Income tax payable	(11,785,650)	-	(11,785,650)	head under current liabilities in the Financial Statements of 2013 has now been segregated and provision for bad debts now shown after netting off with accounts receivable and income tax provision is shown separately under the head income tax payable.
Provision	-	(13,894,901)	13,894,901	
Other receivable	25,449,414	23,126,538	2,322,876	Considering the nature of VISA Plastic card and LC Stock in Transit under other current assets, it is now incorporated under inventory head. Furthermore, Interest income receivable also moved to the head other receivable.
Inventories	168,930,117	153,056,159	15,873,958	
Interest income receivable	-	18,196,834	(18,196,834)	
Advance, deposits & prepayments	254,200,644	170,104,001	84,096,643	In spite of showing separately on the face of financial position Bank Guarantee, Deferred Expenses & prepaid expenses is now shown under the head Advance, deposits & prepayments.
Bank Guarantee & Earnest money (Tender)	-	8,621,815	(8,621,815)	
Deferred expense	-	506,645	(506,645)	Due to being intercompany receivable & payable, short term borrowings and short term loan to ITCL was not considered in the consolidated financial statements.
Prepaid expenses	-	81,664,672	(81,664,672)	
Short term borrowings	-	(6,696,489)	6,696,489	
Trade payables	(36,340,366)	(32,856,081)	(3,484,285)	As these amounts are related with trade vendors so the amount is shown under the head trade payables.
Liabilities/Payable against expense	(6,807,998)	(10,292,283)	3,484,285	
Other liabilities	(15,623,000)	-	(15,623,000)	In spite of showing separately Unearned revenue and interest payable is now shown under the single head named Other liabilities.
Unearned revenue	-	(6,240,000)	6,240,000	
Interest payable	-	(9,383,000)	9,383,000	
Net effect			-	

Due to restatement, there was no impact on the net profit and net value of assets and liabilities of the company for the financial year 2012-13. However, the impacts on NAV and EPS for the financial year 2012-13 are as follows:

Impact on EPS& NAV		
Particulars	30.06.13 (Restated)	30.06.13
EPS	0.35	0.36
NAV	17.67	17.70

Query:

Subsequent realization of accounts receivable with schedule thereof. Also mention whether there is any related party transactions in the accounts receivable.

Auditors' Response:

Subsequent realization of account receivables with schedule up to 15 January 2015 is given below:

Particulars	Balance as at 30-Jun-14	Realized up to 15-Jan-15	Balance after realization
ATM Software Support & Maintenance Fee Receivable	18,525,000	12,620,000	5,905,000
Online Tax Payment System Integration Service Receivable	1,550,000	-	1,550,000
Card Fee Receivable	50,064,139	11,165,516	38,898,623

Connectivity Fee Receivable	11,175,835	3,360,711	7,815,124
Transaction Fee Receivable	10,125,121	6,831,062	3,294,059
Servicing & Maintenance Fee Receivable	34,267,628	28,705,626	5,562,002
Sales Receivable	318,454,052	70,771,600	247,682,452
Others Accounts Receivable	6,439,934	-	6,439,934
Total	450,601,709	133,454,515	317,147,194

Schedule of related party transaction in accounts receivable is given below:

Particulars	Balance as at 30-Jun-14	Realized up to 15-Jan-15	Balance after realization
Trust Bank Ltd	14,845,111	5,678,875	9,166,236
National Bank Ltd	352,239	352,239	-
Mercantile Bank Ltd	31,486,115	11,788,253	19,697,862
Total	46,683,465	17,819,367	28,864,098

Query:

Subsequent payment of Accounts Payable and also mention whether accounts payable contains any related party transaction as per BAS 24.

Auditors' Response:

Subsequent payments to accounts payable with schedule up to 15 January 2015 is given below:

Particulars	Balance as at 30-Jun-14	Paid up to 15-Jan-15	Balance after payment
Accounts Payable	29,916,377	7,531,251	22,385,126
Tax Deducted at Source	573,912	509,000	64,912
VAT Deducted at Source	2,953,143	-	2,953,143
Total	33,443,432	8,040,251	25,403,181

There are no related party transactions in accounts payable.

Query:

Year-wise break-up of interest charged on different bank loans, capitalization of loan interest and interest charged as financial expenses on the income statement.

Auditors' Response:

Year-wise break-up of interest charged on different bank loans, capitalization of loan interest and interest charged as financial expenses on the income statement are stated as under:

(a) interest charge on different bank loans:

Particulars	30-06-2014	30-06-2013	30-06-2012	30-06-2011	30-06-2010
Dutch Bangla Bank COD A/C	11,873,927	12,977,423	9,463,542	12,810,606	4,049,598
Dutch Bangla Bank Term Loan	-	2,429,041	4,102,757	5,253,168	7,543,500
Jamuna Bank	-	6,878	406,054	1,203,012	1,685,715
NCC SOD A/C	1,943,807	4,117,867	4,803,390	3,559,427	-
Sonali Bank	72,728	1,632,953	2,942,346	1,940,510	1,478,585
Trust Bank SOD A/C	39,641,797	15,687,262	4,523,099	3,788,942	675,045
Trust Bank Term Loan	1,162,500	-	-	-	-
Jamuna Bank Lease Finance	-	-	251,985	-	-
Uttara Finance	-	-	1,854,533	-	2,428,321

NCC Short Term Loan	-	-	-	59,028	-
DBBL LATR	-	-	-	1,256,295	364,099
Pubali bank ltd	-	-	-	-	186,945
Envoy textile Ltd	-	-	-	-	547,478
National Bank Ltd	-	-	-	-	391,888
City bank Ltd	-	-	-	-	588,932
Total	54,694,759	36,851,424	28,347,706	29,870,988	19,940,106

(b) capitalization of loan interest:

Particulars	30-06-2014	30-06-2013	30-06-2012	30-06-2011	30-06-10
Dutch Bangla Bank COD A/C	11,873,927	12,977,423	9,463,542	12,810,606	4,049,598
NCC SOD A/C	1,943,807	4,117,867	4,803,390	3,559,427	-
Sonali Bank	72,728	1,632,953	2,942,346	1,940,510	1,478,585
Trust Bank SOD A/C	39,641,797	15,687,262	4,523,099	3,788,942	675,045
Total	53,532,259	34,415,505	21,732,377	22,099,485	6,203,228

(c) Interest charge as financial expense on income statement:

Particulars	30-06-2014	30-06-2013	30-06-2012	30-06-2011	30-06-10
Dutch Bangla Bank COD A/C	11,873,927	12,977,423	9,463,542	12,810,606	4,049,598
Dutch Bangla Bank Term Loan	-	2,429,041	4,102,757	5,253,168	7,543,500
Jamuna Bank	-	6,878	406,054	1,203,012	1,685,715
NCC Bank SOD	1,943,807	4,117,867	4,803,390	3,559,427	-
Sonali Bank	72,728	1,632,953	2,942,346	1,940,510	1,478,585
Trust Bank SOD A/C	39,641,797	15,687,262	4,523,099	3,788,942	675,045
Trust Bank Term Loan	1,162,500	-	-	-	-
NCC Short Term Loan	-	-	-	59,028	-
DBBL LATR	-	-	-	1,256,295	364,099
Uttara Finance	-	-	1,854,533	-	2,428,321
Jamuna Bank Lease Finance	-	-	251,985	-	-
Interest from LankaBangla	666,667	-	-	-	-
Pubali Bank Limited	-	-	-	-	186,945
Envoy Textile	-	-	-	-	547,478
National Bank	-	-	-	-	391,888
City Bank limited	-	-	-	-	588,932
Lease Installment against Car-PBL	-	-	-	442,512	442,512
Lease Installment against Car-NHFL	-	-	581,680	634,560	634,560
Total	55,361,426	36,851,424	28,929,386	30,948,060	21,017,178

Query:

Disclosure in accordance with Rule 8.B. (16) (20) (e) & (g) of Securities and Exchange Commission (Public issue) Rules, 2006.

Auditors' Response:

1. Earnings per Share (EPS) on fully diluted basis (The total existing no. of shares):

Particulars	Amount in Taka
Net profit attributable to ordinary shareholders	78,250,971
No. of shares before IPO	75,000,000
Earnings per Share (EPS) on fully diluted basis	1.04

2. Net profit excluding Extra-ordinary income or non-recurring income coming from other than core operations:

Particulars	Amount in Taka
-------------	----------------

Net profit attributable to ordinary shareholders	78,250,971
Other Income	4,454,646
Net profit after tax except other income	73,796,325

3. Earnings per shares excluding extra-ordinary income or non-recurring income coming from other than core operations:

Particulars	Amount in Taka
Net profit attributable to ordinary shareholders	78,250,971
Other Income	4,454,646
Net profit after tax except other income	73,796,325
No. of shares before IPO	75,000,000
Earnings per Share (EPS) on fully diluted basis	0.98

*The Company has no extra- ordinary income except other income.

Query:

It is observed from statement of ratio analysis that Return on Assets and Return on Equity as well as EPS of the Company is declined sharply year by year. Please clarify your position regarding decreasing ROA, ROE and EPS and any measures taken for improvement of the same.

Auditors' Response:

The reason for significant decline in Return on Asset (ROA), Return on Equity (ROE) and EPS is relatively lower Net Profit compared to Total Assets , Shareholders' Equity and Number of shares due to competitive business scenario.

ITCL has experienced volatility in its profitability as the company was running in business development phase. To ensure uninterrupted service and to introduce innovative services to its member banks and other organizations, ITCL invested on software development over the periods. This huge investment was supported by equity investment. The Management of the Company has given emphasis about the upcoming and existing business trend. It is observed from the financial statements that ROA, ROE and EPS in the year 2014 increased than that of previous year.

Query:

Earnings per share (EPS) of the company to be shown for last five years complying Para 64 of BAS 33 and Rule 8.B. (16) (20) (e) of Securities and Exchange Commission (Public Issue) Rules, 2006.

Auditors' Response:

Earnings per share (EPS) of the company for last five years complying Para 64 of BAS 33:

Particulars	Number of share issues	Date of issue	Days weighte d	Weighted average number	Profit attributable to the ordinary shareholders (Taka)	EP S
2009-10						
Opening number of share	28,355,100	Opening	365	28,355,100		
Allotment (First stage)	21,000,000	22/11/2009	219	12,600,000		
Allotment 2nd stage)	3,565,000	29/05/2010	31	302,781		
Weighted average number of share	52,920,100			41,257,881	59,708,273	1.45
2010-11						
Opening number of share	52,920,100	Opening	365	52,920,100		
Allotment (First stage)	4,150,000	16/08/2010	320	3,638,356		
Weighted average number of share	57,070,100			56,558,456	43,267,083	0.76

2011-12						
Opening number of share	57,070,100	Opening	365	57,070,100		
Allotment (First stage)	17,929,900	04/12/2011	210	10,315,833		
Weighted average number of share	75,000,000			67,385,933	41,090,809	0.61
2012-13						
Opening number of share	75,000,000	Opening	365	75,000,000		
Weighted average number of share	75,000,000			75,000,000	26,841,541	0.36
2013-14						
Opening number of share	75,000,000	Opening	365	75,000,000		
Weighted average number of share	75,000,000			75,000,000	78,250,971	1.04

Since share split happened in the earlier period reported for the purpose of EPS calculation (on April 16, 2009 of face value per share from TK 100 to TK 10), hence adjusted/restated EPS (per share of TK 10) for the year ended 30 June, 2010 is not required to compute. We considered net profit after tax and total number shares in computation of EPS in auditors' certificate given under section 135(1) and paragraph 24 (1) of part –II of third schedule of the Companies Act 1994.

Earnings per share (EPS) of the company for last five years complying Rule 8.B. (16) (20) (e) of Securities and Exchange Commission (Public Issue) Rules, 2006

Particulars	30.06.14	30.06.13	30.06.12	30.06.11	30.06.10
Profit attributable to the ordinary shareholders	78,250,971	26,841,541	41,090,809	43,267,083	59,708,273
Number of shares before IPO	75,000,000	75,000,000	75,000,000	57,070,100	52,920,100
Fully diluted earnings per share (EPS)	1.04	0.35	0.56	0.77	1.14

Dated: Dhaka
16 February, 2015

Sd/-
Hoda Vasi CHowdhury & CO.
Chartered Accountants

Query:

It appears from note # 28.03 to the financial statement for the year ended on June 30, 2014 that sales revenue has significantly increased due to company has obtained a lot of work orders against ATM, POS, UPS and switching software solutions from the several banks. Provide name of the banks with amount of sales against ATM, POS, UPS and switching software solution during the year 2013 – 2014

Response:

Name of the banks with amount of sales against ATM, POS, UPS and Switching Software solution included in the sales revenue during the year 2013 – 2014 is attached in the **Annexure 01**.

Query:

Provide cash received against current year sales of ATM, POS, UPS and switching software solutions during the years 2013- 2014 as shown in note # 28.03 and also disclose subsequent realization thereof

Response:

Amount received against current year sales of ATM, POS, UPS and switching software solutions during the year 2013-2014 as shown in note # 28.03 and their subsequent realization are attached in the **Annexure 02**.

Query:

Please mention whether you have obtained copies of balance confirmation certificate against sales of ATM, POS, UPS and switching software solutions made to several banks. If not please send the same to banks and incorporate the same in the report

Response:

Balance confirmation certificates against sales of ATM, POS, UPS and switching software solutions made to several banks during the year 2013- 2014 are enclosed in **Annexure 03**.

Query:

It appears from note 28.03 that sales of UPS has increased from Tk.90 lac to Tk.3.6112 crore during the year ended on 30-06-14 and also from note 11.05 it appears that UPS sales receivables has increased from Tk. 13.50 lac to Tk. 2.758 crore. Provide detailed schedule showing name, address, telephone number, quantity of UPS sold, price per UPS, total price, manufacturing country and amount realized with date & bank name there from up to date of audit report. Also provide detailed schedule of sales of ATM and POS in the same manner as mentioned above

Response:

Detailed schedule showing name, address, telephone number, quantity of sold, price per item, total price, manufacturing country and amount realized with date & bank name there from up to date of audit report for UPS, ATM & POS sales are attached in the **Annexure 04**.

Query:

Please mention five years tax payment (actual) by the company to NBR

Response:

Details schedule of five years tax payment by the company to NBR:

Particulars	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
	BDT	BDT	BDT	BDT	BDT
Advance Income Tax	21,313,402	15,218,068	7,749,645	8,645,668	5,964,904
Tax on Bank Interest	-	2,178,294	1,304,035	-	-
Total	21,313,402	17,396,362	9,053,680	8,645,668	5,964,904

Query:

It appears from note # 17 and 17.01 to the financial statements for the year ended on June 30, 2014 that the company has made prior year adjustment of BDT 34,353,633 against retained earnings. Please mention the reason and basis of such adjustment with reference to BAS. Also mention whether these adjustments were made for previous year errors or not and if for errors, please mention details of those errors;

Response:

Adjustments were made for prior year errors in note 17.01 and details of those errors are presented below:

Particulars	Details	Prior Year Adjustment Gain/(Loss) (BDT)
Over Provision of Cost of Switching Software	In the year 2011-2012 Cost of software had been over provisioned by Tk. 4,430,616 (<i>Provision amount TK. 23,500,000 less actual payment TK. 19,069,382</i>) due to unsettlement of LC retirement during the year.	4,430,618
Realization of Bad Debts	Bad debts amount has been realized from Trust Bank Ltd against Link/ATM connectivity Charges.	79,200
Over Stated of POS Transaction Fee	Trust Bank POS TXN fee- April'13 had been double charged as revenue as an 08.05.13 & 07.07.13	(63,960)
Compliance Validation Service (Addendum)	In the absence of Service level Agreement (SLA) against PCI DSS no payment was made during 2010 - 2013. After completion of SLA the payment was made in 2013-2014	(2,176,781)
Google Mail Server Software License Fee	The payment of Google Mail server Software License Fee for the year 2011-2012 & 2012-2013 was made in the year 2013-14	(110,500)
Advance Value Added Tax	Inadvertently VAT payable has been recognized as sales in earlier years which has been rectified	(36,583,311)
Card Host Processing Fee (City Bank)	Revenue had been understated	42,471
TDS (Employee Salary)	Excess deduction of TDS from salary of BEPS's staff	28,630
Total		(34,353,633)

The prior year adjustment of BDT 34,353,633/- in the notes-17.01 to the financial statements for the year ended on June 30, 2014 has been adjusted subject to compliance with BAS-8, Para- 44.

Query:

Provide detailed description of Card Fee Receivable from AB Bank Ltd. Tk. 61,25,250/- with a comment on balance confirmation certificates from AB bank Ltd. And also amount realized against the AB Bank Ltd. up to date of signing the audit report;

Response:

Details description of card fee receivables from AB Bank Ltd. for Tk. 61,25,250 is given below. Balance confirmation certificate has been obtained.

Item	Quantity	Unit Price	Total Fee receivable
VISA Electron debit plastic Card	20142	250	5,035,500
Credit cards	4359	250	1,089,750
Total			6,125,250

Query:

It appears from note 28.01 that no revenue is incurred from card host processing fee. However note 11.01 shows account receivable (net) from card host processing fee is Tk. 1.35 crore. Explain and also provide detailed schedule.

Response:

The Subsidiary Company (BEPS) has been generating Card Host Processing Fees from their member banks before migration their Cards to ITCL's (Holding Company) host, the migration process has been completed in the year 2013-2014. Therefore no revenue against card host processing fees was generated by BEPS during the year 2013-14. But the mentioned account receivable (net) from Card host Processing Fees of Tk.1.35 crore are being shown as receivables for the preceding year's transaction. Detailed Schedule is given below, which are under process for realization:

Bank's Name	Up to June 2013	Sales during the period	Realization during the period	June 2014
	BDT	BDT	BDT	BDT
The City Bank Ltd	191,781	-	191,781	-
United Commercial Bank Ltd	7,726,806	-	-	7,726,806

South East Bank Ltd	1,471,513	-	-	1,471,513
Bank Asia Ltd	797,013	-	-	797,013
EXIM Bank Ltd	371,690	-	-	371,690
Dhaka Bank Ltd	552,947	-	72,150	480,797
NCC Bank Ltd	2,643,794	-	-	2,643,794
Total	13,755,544	-	263,931	13,491,613

Query:

Provide information regarding accounts receivable and advance as per requirement of Schedule XI, Part-1, Para 4 & 6 of the Companies Act 1994;

Response:

Disclosure as per Schedule XI, Part-1 of the Companies Act 1994:

Particulars	June 30, 2014		June 30, 2013	
	Consolidated Taka	Separate Taka	Consolidated Taka	Separate Taka
Advance exceeding 6 months	260,114,318	259,008,852	239,552,753	237,720,787
Advance not exceeding 6 months	14,168,392	14,168,392	14,647,891	15,054,391
	274,282,710	273,177,244	254,200,644	252,775,178

Advance, deposits & Prepayments considered good & secured	274,282,710	273,177,244	254,200,644	252,775,178
Advance, deposits & Prepayments considered good without security	-	-	-	-
Advance, deposits & Prepayments considered doubtful & bad	-	-	-	-
Advance, deposits & Prepayments due by any director or other officer of the Company	1,280,800	1,280,800	1,865,300	1,865,300
Advance, deposits & Prepayments due from companies under Common Management	-	-	-	-
The Maximum Advance due by directors or officers & staffs at any time	-	-	-	-

Disclosure as per Schedule-XI, Part-1 of the Companies Act,1994

Particulars	June 30, 2014		June 30, 2013	
	Consolidated Taka	Separate Taka	Consolidated Taka	Separate Taka
Maturity less than 6 months	132,199,827	132,546,692	64,959,582	51,905,627
Maturity more than 6 months	318,401,882	292,379,939	253,960,736	241,024,280
	450,601,709	424,926,631	318,920,318	292,929,907

Debts considered good & Security	450,601,709	424,926,631	318,920,318	292,929,907
Debts considered good without security	-	-	-	-
Debts considered doubtful & bad	-	-	-	-
Debts due by directors or other officers & staffs	-	-	-	-
Debts due from companies under same management	-	-	-	-
Maximum debt due by directors or officers & staffs at any time	-	-	-	-

Query:

Provide detailed of Bad Debt Provisions as shown in note 32(B);

Response:

Detailed of bad debt provision as shown in note 32(b) given below:

Particulars	Amount in BDT
Receivable against Q-Cash Network Sharing:	
AB Bank Ltd	991,000
The City Bank Ltd	1,300,332
IFIC Bank Ltd	1,107,625
Jamuna Bank Ltd	138,518
Janata Bank Ltd	1,350,000
Mercantile Bank Ltd	925,250
KIOSK Modification Receivables:	
Bank Asia Ltd	230,000
Total	6,042,725

Query:

Disclose revenue generated against plastic card (promotional) expenses of Tk. 24,34,050/- as shown in note 31.00

Response:

Details statement of Revenue generated against plastic card (promotional) expenses of Tk. 24,34,050/- as shown in note 31.00 are attached in the **Annexure 05**.

Query:

Number of foreign employees working in the company, if any

Response:

There are no foreign employees working in ITCL and its subsidiary company BEPS (Bangladesh Electronic Payment Systems Limited). Management representation in this regard attached here with **Annexure 06**.

Query:

It appears from note # 35.01 to the financial statements for the year ended on June 30, 2014 that there is a declaration mentioning the company is operating under loss there is no income tax liability, which is not clear. Provide auditor's clarification with reasons

Response:

ITCL generates revenue from trading & IT related services. According to the Sixth Schedule part A para-33 of Income Tax Ordinance (#36) 1984 'Any income derived from the business of [software development or Nationwide Telecommunication Transmission Network (NTTN) or]Subs F. A. 2014 Information Technology Enabled Services (ITES) for the period from the first day of July, 2008 to the thirtieth day of June, [2024]Subs. F. A. 2015" is exempted from payment of tax. But tax is applicable on trading & other income. Since the Company is generating loss on trading business(**Annexure 07**) there is no income tax liability but as per section 16CCC of Income Tax Ordinance (#36) 1984, the Company is liable to pay the minimum tax on gross receipts. So ITCL made minimum tax provision on gross receipts from trading & other business.

Query:

Net profit of the company for the last five years (05) has shown unusual trend. Please submit management clarification regarding this and incorporate the same in the draft prospectus

Response:

Management clarification regarding the issue as follows:

Management Clarification:

Initially the Company developed Q-Cash network with 6 (Six) Scheduled Banks of Bangladesh like as AB Bank Ltd, City Bank Ltd, Janata Bank Ltd, Eastern Bank Ltd, Mercantile Bank Ltd & IFIC Bank Ltd. But Last during Couple of years another 29 Banks, Bangladesh Post Office, NBR, DMP & Bangladesh Bank have since joined with ITCL host. As a consequences, revenue has been derived significantly in preceding years to till now through Q-Cash transaction Processing charge, Card Fees, Service & Maintenance and sales also. Revenue of the company also increased over the years due to securing more work order against supply of ATMs, POS, UPS and Switching Software from several banks. On the other

hand, the Cost of service and Operating expenses were low in respect of revenue generation during the financial year 2014 in comparison to preceding years. As such, Net Profit after Tax grew by 195% in the year 2014 to that of previous year.

The table given below shows a comparison over the years in respect of revenue generation and cost efficiency:

Particulars	30.06.2014	Cost as % of Sales	30.06.2013	Cost as % of Sales	30.06.2012	Cost as % of Sales	30.06.2011	Cost as % of Sales
Revenue	670,707,822		434,951,730		432,155,858		428,886,036	
Cost of Sales & Services	442,026,430	65.90%	293,757,744	67.54%	286,905,620	66.39%	287,840,538	67.11%
Gross Profit	228,681,392		141,193,986		145,250,238		141,045,498	
Operating Expenses	115,146,303		99,112,546		81,730,430		62,518,971	
General and Administrative Expenses	74,955,495	11.18%	65,201,749	14.99%	51,528,970	11.92%	44,750,724	10.43%
Selling & Distribution Expenses	27,422,726	4.09%	29,298,614	6.74%	23,492,920	5.44%	12,931,802	3.02%
Other Operating Expenses	12,768,082	1.90%	4,612,183	1.06%	6,708,540	1.55%	4,836,445	1.13%
Operating Profit	113,535,089		42,081,440		63,519,808		78,526,527	
Non-Operating Income	4,454,646		1,388,845		412,299		107,917	
Profit/(Loss) before Financial Costs	117,989,735		43,470,285		63,932,107		78,634,444	
Finance Expenses	34,906,246	5.20%	14,948,649	3.44%	16,953,691	3.92%	30,408,196	7.09%
Profit/(Loss) before WPP & WF	83,083,489		28,521,636		46,978,416		48,226,248	
Contribution to Workers' Profit Participation Fund	4,635,808	0.69%	-		-		-	
Profit/(Loss) before Tax	78,447,681		28,521,636		46,978,416		48,226,248	
Tax Holiday Reserve	-		-		-		-	
Income Tax Expenses	726,788	0.11%	2,178,294	0.50%	5,262,665	1.22%	4,432,773	1.03%
Profit/(Loss) after Income Tax	77,720,893		26,343,342		41,715,751		43,793,475	
Non-Controlling Interest	530,078		498,199		(624,942)		(526,392)	
Profit attributable to owners of the Company	78,250,971		26,841,541		41,090,809		43,267,083	
Net Profit Margin	11.59%		6.06%		9.65%		10.21%	

Query:

It appears from the documents of fixed asset addition that some revenue nature expenditure like purchase of brush, screw and some other consumable items were shown as capital expenditure which is not clear. Provide auditor's clarification with reasons

Response:

As stated in BAS 16 PPE (Property, Plant & Equipment) Para 8 "..... Similarly, if the spare parts and servicing equipment can be used only in connection with an item of property, plant and equipment, they are accounted for as property, plant & equipment." Due to this reason fixed asset addition of operating equipment amounting to TK.460,881 has been accounted under PPE as those items/equipment are the tools of the Company's Service Support Engineers & Technicians.

Query:

Incorporate basic NAV and Diluted NAV as well as basic EPS and diluted EPS (showing retrospective effect) for the last 5 years under ratio analysis

Response:

Basic EPS & Diluted EPS as well as basic NAV & Diluted NAV for last five years given below:

Particulars	2013-2014	2012-2013	2011-2012	2010-2011	2009-2010
Profit attributable to owners of the Company	78,250,971	26,841,541	41,090,809	43,267,083	59,708,273
Weighted Average Number of Shares	75,000,000	75,000,000	67,385,933	56,558,456	41,257,881
Basic EPS	1.04	0.36	0.61	0.76	1.45
Diluted EPS (with the total existing number of shares)	1.04	0.36	0.55	0.58	0.80
Total Equity excluding Minority Interest	1,371,136,553	1,327,239,215	1,300,183,242	770,634,015	712,416,932

Number of Shares	75,000,000	75,000,000	75,000,000	57,070,100	52,920,100
Basic NAV	18.28	17.70	17.34	13.50	13.46
Diluted NAV	18.28	17.70	17.34	10.28	9.50

Query:

It appears from the financial statements prepared for the year ended on June 30, 2010, 2011, 2012 and 2013 that no depreciation and amortization was charged on addition of fixed assets. Justify the reason with reference to BAS

Response:

According to ITCL management, the addition of the fixed assets of the Company has been acquisitioned subject to the delivery date and payment settlement date. As per the nature of the Company's infrastructure, those assets were not in a position to available for use. These were being involved installation, configuration and needed some R&D purpose. That's why, the addition of Fixed Assets were not considered for depreciation and amortization in the year ended on June30, 2010,2011,2012 and 2013 and to follow BAS -16 under para-55.

Query:

It appears from the note #12.02 to the financial statements for the years ended on June 30, 2014 that the company has provided short term loan to CEO for car purchase. Provide a disclosure for the amount disbursed for the year and cumulative amount disbursed in last 5 years including interest charged & realized thereof (mention rate of interest).

Response:

The Board of directors of the Company had agreed to provide a car to CEO for official purpose from company's account. But unfortunately due to financial constraints, the company could not provide him a car facility during that period. In this respect, the Board of Directors of the Company unanimously agreed to purchase a car which is owned by CEO from his own source or taking loan in his name from any bank or financial institution. The company would pay to CEO the cost of the vehicle including interest as per company's financial flexible time. Accordingly the ownership of the car will be transferred to the company as and when the cost of the car is paid to the CEO. The Company has paid an amount to CEO against Car over the years which are given below:

Particulars	Yearly Disbursement amount	Cumulative disbursement amount (including Interest)
Year-2009-2010	1,609,160	1,609,160
Year-2010-2011	1,530,760	3,139,920
Year-2011-2012	1,948,240	5,088,160
Year-2012-2013	1,669,920	6,758,080
Year-2013-2014	1,669,920	8,428,000
	8,428,000	

Query:

Explain why car loan given to CEO is not disclosed in related party transaction

Response:

The procurement cost of the car purchase for CEO has been completed in June 2014. But the transfer price has been paid by CEO from his personal account which is reimbursed subsequently from ITCL according to the decision of the board of directors of ITCL. In this sequence, it is not considered as disclosure in the related party transaction.

Query 24:

Current status of non-interest bearing short term loan from BEPS amounting BDT 10,460,289 /-

Response:

Current status of non-interest bearing short Term Loan from BEPS is BDT 10,454,289/-.

Query:

It appears from note #4 that during the year addition of vehicle is amounting to Tk. 6.00. Explain it.

Response:

In order to strengthen the control, the company has decided to record fully depreciated motor vehicle at a nominal value of taka 1 (one) for each vehicle. The details of such addition of vehicles during the year 2013-2014 are as follows:

1. Dhaka Metro-Ga-17-0391
2. Dhaka Metro-Ga-19-8239
3. Dhaka Metro-Cha-51-5683
4. Dhaka Metro-Ga-13-6127
5. Dhaka Metro-Ga-23-0373
6. Dhaka Metro-Ga-23-0375

Dhaka, 14 July , 2015

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

Disclosure Regarding Car Loan to CEO:

This is to confirm that the car loan of Managing Director (MD) has been settled and the ownership of the car has been transferred in the name of Information Technology Consultants Limited.

Date: August 19, 2015

Sd/-
Hussain Farhad and Co.
Chartered Accountants

Net Assets Value (NAV) with Revaluation Reserve

	01 July 2013 to 30 June 2014		01 July 2012 to 30 June 2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
Paid up Capital	750,000,000	750,000,000	750,000,000	750,000,000
Share Premium	310,201,854	310,201,854	310,201,854	310,201,854
Retained Earnings	47,779,765	40,275,591	(51,384,580)	(65,933,148)
Revaluation Reserve	263,154,934	263,154,934	316,434,847	316,434,847
Total Equity with Revaluation Reserve	1,371,136,553	1,363,632,379	1,325,252,121	1,310,703,553
Total number of ordinary shares	75,000,000	75,000,000	75,000,000	75,000,000
	18.28	18.18	17.67	17.48

Net Assets Value (NAV) without Revaluation Reserve

Paid up Capital	750,000,000	750,000,000	750,000,000	750,000,000
Share Premium	310,201,854	310,201,854	310,201,854	310,201,854
Retained Earnings	47,779,765	40,275,591	(51,384,580)	(65,933,148)
Total Equity without Revaluation Reserve	1,107,981,619	1,100,477,445	1,008,817,274	994,268,706
Total number of ordinary shares	75,000,000	75,000,000	75,000,000	75,000,000
	14.77	14.67	13.45	13.26

Date: August 16, 2015

Sd/-
Hoda Vasi Chowdhury and Co.
Chartered Accountants

Annexure 01

Name of the banks with amount of sales against ATM, POS, UPS and Switching Software solution during the year 2013 – 2014:

a) ATM Sale

SI	Name of Banks	Work Order Reference	Sales	
			Qty.	Amount
01	BASIC Bank Ltd.	BASIC/HO/Card/2013/2000	1	680,000
		BASIC/HO/Card/2013/2041	1	680,000
		BASIC/HO/Card/2013/3623	1	675,000
		BASIC/HO/Card/2013/3743	1	675,000
		BASIC/HO/Card/2014/7072	1	675,000
		BASIC/HO/Card/2014/482	1	675,000
		BASIC/HO/Card/2014/483	1	675,000
02	The City Bank Ltd.	CBL/Fin/Proc/ADC/2013/0350	10	6,300,000
		CBL/Fin/Proc/ADC/2013/0697	10	6,300,000
		CBL/Fin/Proc/ADC/2013/0397	20	26,500,000
		CBL/Fin/Proc/ADC/2013/0274	3	11,250,000
		CBL/Fin/Proc/ADC/2013/0378	2	7,500,000
03	First Security Islami Bank	Letter of Notification	5	3,750,000
		Letter of Notification	5	3,750,000
		Letter of Notification	3	2,250,000
		Letter of Notification	4	3,000,000
		Letter of Notification	3	2,250,000
		Letter of Notification	3	2,250,000
		Letter of Notification	3	2,250,000
04	Agrani Bank Ltd.	As per Agreement	12	15,840,000
05	Trust Bank Ltd.	TBL/HO/GSSD/2012/0001	2	1,350,000
		TBL/HO/GSSD/2013/0341	5	3,000,000
		TBL/HO/GSSD/2013/0341	6	3,600,000
		TBL/HO/GSSD/2013/0341	3	1,800,000
		TBL/HO/GSSD/2013/0341	4	2,400,000
		TBL/HO/GSSD/2013/0341	7	4,200,000
06	One Bank Ltd.	Ref: OBL/ADC-WO020/20131107	2	1,500,000
		Ref: OBL/ADC-WO020/20131107	4	2,884,615
		Ref: OBL/ADC-WO020/20131107	2	1,500,000
07	Uttara Bank Ltd.	UBL:HO:ICTD:Card:2013:2625	2	1,598,000
		UBL:HO:ICTD:Card:2013:3194	1	799,000
08	Standard Bank Ltd.	SBL/S&O/05 ATM/2013	5	3,075,000
09	Prime Bank Ltd.	Prime/HO/FMD/2013/13810	10	6,500,000
		Prime/HO/FMD/2013/13810	8	5,200,000
		Prime/HO/FMD/2013/13810	2	1,300,000
10	United Commercial Bank Ltd.	UCBL/CHO/ITD/2013/491	8	6,240,000
		UCBL/CHO/ITD/2013/491	4	3,120,000
11	NCC Bank Ltd.	NCCBL/HO/Card/2012/0264	10	6,250,000
		NCCBL/HO/Card/2012/0264	3	1,875,000
12	Sonali Bank Ltd.	Card Division/ATM/2301	5	6,300,000
		Card Division/ATM/2301	1	1,260,000
13	Jamuna Bank Ltd.	JBL/HO/Card/2013/4896(A)	10	7,150,000
		JBL/HO/Card/2013/4634	20	14,300,000
14	Shahjalal Bank Ltd.	SJIBL/HO/CSD/2009	9	11,475,000
		SJIBL/HO/CSD/2009	6	7,650,000

15	Islami Bank Ltd.	IBBL/HO/ED/PCHAD/2013/292	25	19,537,500
		IBBL/HO/ED/PCHAD/2013/292	15	11,722,500
		IBBL/HO/ED/PCHAD/2013/292	10	7,815,000
		IBBL/HO/ED/PCHAD/2013/292	70	54,705,000
16	Union Bank Ltd.	Union/HO/ICT/2014/134	1	705,000
17	NRB Commercial Bank	NRBCB/HO/FI&ADC/180/2014	4	2,380,000
Total			354	301,116,615

b) POS Sale

Sl	Name of Banks	Work Order Reference	Sales	
			Qty.	Amount
01	Bangladesh Post Office	D/4-4/2010/PCC/POS(2012-13)	340	10,200,000
02	The City Bank Ltd.	CBL/Fin/Proc/Cards/2013/0493	1200	37,200,000
03	Trust Bank Ltd.	TBL/HO/GSSD/2013/0608	25	708,000.00
		TBL/HO/GSSD/2013/0723	15	403,200.00
		TBL/HO/GSSD/2013/0746	15	403,200.00
		TBL/HO/GSSD/2013/0771	15	403,200.00
		TBL/HO/GSSD/2013/0755	10	280,000.00
		TBL/HO/GSSD/2014/0004	15	420,000
Total			1635	50,017,600

c) UPS Sale

Sl	Name of Banks	Work Order Reference	Sales	
			Qty.	Amount
01	Islami Bank Ltd.	IBBL/HO/ED/PCHAD/2013/292	25	7,320,000
		IBBL/HO/ED/PCHAD/2013/292	15	4,392,000
		IBBL/HO/ED/PCHAD/2013/292	80	24,400,000
Total			120	36,112,000

d) Switching Software Sale

Sl	Name of Banks	Work Order Reference	Sales	
			Qty.	Amount
01	United Commercial Bank Ltd.	UCBL/CHO/ITD/2013/287		13,175,000
		UCBL/CHO/ITD/2013/287		43,680,000
Total				56,855,000

Total-(a+b+c+d)			2,109	444,101,215
------------------------	--	--	--------------	--------------------

Annexure 02

Cash received against current year sales of ATM, POS, UPS and switching software solutions during the years 2013- 2014 and disclose for subsequent realization:

a) ATM Sales

Name of Banks	Sales		Collection or Realization Status					G=(C+D+E+F)	H=(B-F)
	A	B	C	D	E	F			
	Qty.	Amount	Received in the year 2013-14	Received in the year 2014-15	AIT Deduction	VAT Deduction	Total Received Amount	Receivable Amount	
BASIC Bank Ltd.	1	680,000	625,600	-	17,000	37,400	680,000	-	
	1	680,000	631,112	-	48,888	-	680,000	-	
	1	675,000	638,588	-	36,412	-	675,000	-	
	1	675,000	648,000	-	27,000	-	675,000	-	
	1	675,000	648,000	-	27,000	-	675,000	-	
	1	675,000	1,296,000	-	54,000	-	1,350,000	-	
The City Bank Ltd.	10	6,300,000	2,891,166	-	137,680	121,154	6,300,000	-	
			2,948,077	-	201,923	-			
	10	6,300,000	5,896,154	-	403,846	-	6,300,000	-	
			13,250,000	-	-	-			
	20	26,500,000	9,453,366	-	1,146,634	-	26,500,000	-	
			-	2,522,596	127,404	-			
First Security Islami Bank	5	3,750,000	3,600,000	-	150,000	-	3,750,000	-	
	5	3,750,000	3,600,000	-	150,000	-	3,750,000	-	
	3	2,250,000	2,160,000	-	90,000	-	2,250,000	-	
	3	2,250,000	2,160,000	-	90,000	-	2,250,000	-	
	4	3,000,000	2,880,000	-	120,000	-	3,000,000	-	
	3	2,250,000	-	2,171,250	78,750	-	2,250,000	-	
Agrani Bank Ltd.	3	2,250,000	-	2,160,000	90,000	-	2,250,000	-	
	12	15,840,000	-	264,000	-	-	1,848,000	13,992,000	
			-	528,000	-	-			
			-	528,000	-	-			
-			528,000	-	-				
Trust Bank Ltd.	2	1,350,000	270,000	-	-	-	1,350,000	-	
			675,000	-	-	-			
			387,162	-	17,838	-			
	6	3,600,000	720,000	-	-	-	3,600,000	-	
			1,800,000	-	-	-			
			1,038,873	-	41,127	-			
	5	3,000,000	600,000	-	-	-	3,000,000	-	
			1,500,000	-	-	-			
			865,728	-	34,272	-			
	3	1,800,000	360,000	-	-	-	1,800,000	-	
			900,000	-	-	-			
			493,285	-	46,715	-			
	4	2,400,000	480,000	-	-	-	2,400,000	-	
			1,200,000	-	-	-			
-			720,000	-	-				
7	4,200,000	840,000	-	-	-	4,200,000	-		
		2,100,000	-	-	-				
		1,207,413	-	52,587	-				
One Bank Ltd.	2	1,500,000	1,440,000	-	60,000	-	1,500,000	-	
	4	2,884,615	2,740,384	-	144,231	-	2,884,615	-	
	2	1,500,000	-	1,427,884	72,116	-	1,500,000	-	
Uttara Bank Ltd.	2	1,598,000	1,542,070	-	55,930	-	1,598,000	-	
	1	799,000	-	747,065	19,975	31,960	799,000	-	
Standard Bank Ltd.	5	3,075,000	-	2,968,043	106,957	-	3,075,000	-	
Prime Bank Ltd.	10	6,500,000	-	-	-	-	-	6,500,000	
	8	5,200,000	-	-	-	-	-	5,200,000	
	2	1,300,000	-	-	-	-	-	1,300,000	
United Commercial Bank	8	6,240,000	-	2,995,200	124,800	-	3,120,000	3,120,000	
	4	3,120,000	-	1,497,600	62,400	-	1,560,000	1,560,000	
NCC Bank Ltd.	10	6,250,000	-	5,375,000	250,000	-	5,625,000	625,000	
	3	1,875,000	-	1,612,500	75,000	-	1,687,500	187,500	
Sonal Bank Ltd.	5	6,300,000	192,150	-	8,400	9,450	1,470,000	4,830,000	
			-	475,125	26,250	23,625			
			-	289,800	11,025	14,175			
			-	384,300	16,800	18,900			
	1	1,260,000	-	57,960	2,205	2,835	147,000	1,113,000	
Jamuna Bank Ltd.	10	7,150,000	6,901,304	-	248,696	-	7,150,000	-	
	20	14,300,000	-	13,802,609	497,391	-	14,300,000	-	

Shahjalal Bank Ltd.	9	11,475,000	2,295,000	-	-	-	6,885,000	4,590,000
			2,295,000	-	-	-		
			-	2,295,000	-	-		
	6	7,650,000	-	1,530,000	-	-	1,530,000	6,120,000
Islami Bank Ltd.	25	19,537,500	15,620,054	-	986,821	-	16,606,875	2,930,625
	15	11,722,500	9,372,032	-	592,093	-	9,964,125	1,758,375
	70	54,705,000	-	6,330,150	312,600	-	45,170,700	9,534,300
			-	9,495,225	468,900	-		
			-	26,681,398	1,882,427	-		
10	7,815,000	-	-	-	-	-	7,815,000	
Union Bank Ltd.	1	705,000	-	687,375	17,625	-	705,000	-
NRB Commercial Bank	4	2,380,000	-	2,284,800	95,200	-	2,380,000	-
	354	301,116,615	127,585,797	91,290,307	10,051,432	263,279	229,190,815	71,925,800

b) POS Sales

Name of Banks	Sales		Collection or Realization Status					
	A	B	C	D	E	F	G=(C+D+E+F)	H=(B-F)
	Qty.	Amount	Received in the year 2013-14	Received in the year 2014-15	AIT Deduction	VAT Deduction	Total Received Amount	Receivable Amount
Bangladesh Post Office	340	10,200,000	9,421,000	-	408,000	371,000	10,200,000	-
The City Bank Ltd.	1200	37,200,000	17,659,847	-	892,153	-	37,200,000	-
			10,443,777	-	527,463	-		
			5,514,673	-	250,667	-		
			1,819,525	-	91,895	-		
Trust Bank Ltd.	25	708,000	679,680	-	28,320	-	708,000	-
	15	403,200	383,040	-	20,160	-	403,200	-
	15	403,200	774,144	-	32,256	-	806,400	-
	15	403,200						
	10	280,000	-	266,112	2,688	11,200	280,000	-
	15	420,000	-	387,072	16,128	16,800	420,000	-
	1635	50,017,600	46,695,686	653,184	2,269,730	399,000	50,017,600	-

c) UPS Sales

Name of Banks	Sales		Collection or Realization Status					
	A	B	C	D	E	F	G=(C+D+E+F)	H=(B-F)
	Qty.	Amount	Received in the year 2013-14	Received in the year 2014-15	AIT Deduction	VAT Deduction	Total Received Amount	Receivable Amount
Islami Bank Ltd.	25	7,320,000	9,265,789	-	616,211		9,882,000	1,830,000
	15	4,392,000						
	80	24,400,000	2,470,500	122,000	17,629,000	6,771,000		
	120	36,112,000	9,265,789	15,881,735	1,655,876	707,600	27,511,000	8,601,000

d) Switching Software Sales

Name of Banks	Sales		Collection or Realization Status					
	A	B	C	D	E	F	G=(C+D+E+F)	H=(B-F)
	Qty.	Amount	Received in the year 2013-14	Received in the year 2014-15	AIT Deduction	VAT Deduction	Total Received Amount	Receivable Amount
United Commercial Bank Ltd.		13,175,000	12,688,800	-	486,200	-	13,175,000	-
		43,680,000		12,607,200	525,300	-	13,132,500	30,547,500
		56,855,000	12,688,800	12,607,200	1,011,500	-	26,307,500	30,547,500

Annexure 03

Balance confirmation certificate received from the following banks against sales of ATM, POS, UPS & Switching Software Solutions:

Name of the Bank	ATM	POS	UPS	Switching Software	KIOSK	Total
City Bank Limited	4,525,000					4,525,000
Dutch Bangla Bank limited	13,350,000					13,350,000
IFIF Bank Limited	3,400,000					3,400,000
Islami Bank Limited	73,738,500		27,580,000			101,318,500
Januma Bank Limited	24,687,107					24,687,107
Mercantile Bank Limited*	17,439,445				3,400,000	20,839,445
NCC Bank Limited	8,125,000					8,125,000
One Bank Limited	3,575,000					3,575,000
Shahjalal Islami Bank Limited	22,735,000					22,735,000
Social Islami Bank Limited	1,050,000					1,050,000
Standard Bank Limited	3,075,000					3,075,000
Trust Bank Limited*	1,260,000	700,000			620,000	2,580,000
United Commercial bank Limited	9,360,000			43,680,000		53,040,000
First Security Bank Limited	4,500,000					4,500,000
Prime Bank Limited	19,500,000					19,500,000
Uttara Bank Limited	799,000					799,000
Sonali Bank Limited	7,350,000					7,350,000
Union Bank Limited	705,000					705,000
NRB Commercial Bank Limited	2,380,000					2,380,000
Agrani Bank Limited	15,840,000					15,840,000

* Confirmation received from Mercantile Bank Limited & Trust Bank Limited included receivable balances of KIOSK also.

Detailed schedule showing name, address, telephone number, quantity of UPS sold, price per UPS, total price, manufacturing country and amount realized with date & bank name there from up to date of audit report:

a) UPS Item:

Name of Bank	Address	Telephone Number	Quantity	Price per Unit	Total Workorder Price (Excluding VAT)	Manufacturing Country	Realization Status		
							Amount (Including AIT & VDS)	Date	Pay order no.
Islami Bank Bangladesh Ltd.	Engineering Division, 20, Dilkusha -C/A, Dhaka	9560099, 9567161,9567162, EX. 706	120	305,000	36,112,000	Singapore	9,882,000	11.06.14	9085064
							17,629,000	22.09.14	9205968
								01.02.15	9419543
								22.03.15	9549750

b) ATM Items:

Name of Bank	Address	Telephone Number	Quantity	Price per Unit	Total Workorder Price	Manufacturing Country	Realization Status		
							Amount (Including AIT & VDS)	Date	Pay order no.
BASIC Bank Ltd.	Card Division, BFIDC Bhaban (5 th Floor), 73, Motijheel – C/A, Dhaka - 1000	9568935 & 7120948	1	680,000	680,000	Singapore	680,000	20.10.13	1193732
			1	680,000	680,000		680,000	19.12.13	1194163
			1	675,000	675,000		675,000	21.01.14	1238312
			1	675,000	675,000		675,000	06.02.14	1238429
			1	675,000	675,000		675,000	22.04.14	1251718
			1	675,000	675,000		675,000	30.06.14	1252284-5 & 1252356-7
			1	675,000	675,000		675,000		
The City Bank Ltd.	Procurement Division, City Bank Center, 136, Gulshan Avenue, Dhaka	58813483 & 58814375 Ex. 1160 & 1194	10	630,000	6,300,000	Singapore	6,300,000	07.08.13 & 05.10.13	1728071 & 17290331
			10	630,000	6,300,000		6,300,000	05.10.13	17290331
			20	1,325,000	26,500,000	Germany	26,500,000	23.09.13, 22.12.13 & 18.01.15	1728601, 1821032 & 2015881
			3	3,750,000	11,250,000		11,250,000	23.07.13, 15.01.14 & 19.01.15	1728009, 1821281 & 2015880
			2	3,750,000	7,500,000		6,750,000	23.07.13 & 15.01.14	1728600 & 1821281
First Security Islami Bank Ltd.	IT Division, Plot # 12, Block # A, Bashundhara-R/A, Dhaka-1229	8402613-20, EX. 314	5	750,000	3,750,000	Germany	3,750,000	05.08.13	787448
			5	750,000	3,750,000		3,750,000	10.11.13	784646
			3	750,000	2,250,000		2,250,000	11.02.14	785658
			3	750,000	2,250,000		2,250,000	28.04.14	867464
			4	750,000	3,000,000		3,000,000	11.06.14	868024
			3	750,000	2,250,000		2,250,000	04.08.14	868801
			3	750,000	2,250,000		2,250,000	07.09.14	869421
Agrani Bank Ltd.	Card Division, Sunmoon Star Tower (11th Floor), Dhaka - 1000	9562249 & 9563234	12	1,320,000	15,840,000	Singapore	1,848,000	10.08.14, 11.11.14, 18.01.15 & 10.03.15	1168572, 1235423, 1237140 & 1277894
Trust Bank Ltd.	General Service Division, Shadinata Tower, Bir Srestha Shaheed Jahangir Gate, Dhaka Cantonment, Dhaka-1206.	9850635 & 9850638 Ex. 309	2	675,000	1,350,000	Singapore	1,350,000	12.01.12, 06.06.12 & 21.09.13	0100538, 0127128 & 0531126
			6	600,000	3,600,000		3,600,000	04.06.13, 25.09.13 & 18.02.14	0424031, 0531241 & 0555182
			5	600,000	3,000,000		3,000,000	04.06.13, 25.09.13 & 18.02.14	0424031, 0531241 & 0531242
			3	600,000	1,800,000		1,800,000	04.06.13, 25.09.13 & 20.06.14	0424031, 0531241 & 0616732
			4	600,000	2,400,000		2,400,000	04.06.13, 25.09.13 & 27.08.14	0424031, 0531241 & 0616832
			7	600,000	4,200,000		4,200,000	04.06.13, 25.09.13 & 18.05.14	0424031, 0531241 & 0592157
One Bank Ltd.	HRC Bhaban, 46 Kawran Bazar- C/A,	9118161, Ex. 365 & 364	2	750,000	1,500,000	Singapore	1,500,000	13.11.13	0653540
			4	750,000	3,000,000		2,884,615	10.03.14	0655680
			2	750,000	1,500,000		1,500,000	20.07.14	0715104
Uttara Bank Ltd.	Head Office, 47, Bir Uttam Shahid,	9558820, Ex. 108, 1274	2	799,000	1,598,000	Singapore	1,598,000	05.12.13 & 09.01.14	6965037-710
			1	799,000	799,000		799,000	19.08.14	6969123

Standard Bank Ltd.	Metropolitan Chamber Building (3rd Floor), 122-124, Motijheel C/A, Dhaka-1000	01819312509	5	615,000	3,075,000	Singapore	3,075,000	20.07.14 & 10.08.14	1020075-292
Prime Bank Ltd.	ADC Division, Head Office, Dhaka	9585483-84, Ex. 706 & 702	10	650,000	6,500,000	Singapore	Not Received	-	-
			8	650,000	5,200,000		Not Received	-	-
			2	650,000	1,300,000		Not Received	-	-
United Commercial Bank Ltd.	IT Division, Corporate	09611999999	8	780,000	6,240,000	Singapore	3,120,000	08.09.14	1001282
			4	780,000	3,120,000		1,560,000	08.09.14	1001282
NCC Bank Ltd.	Card Division, NCC Bank Bhaban (4th floor), 13/1 &	7122166, 9550521 & 7111547	10	625,000	6,250,000	Singapore	5,625,000	19.01.15 & 21.01.15	0896747 & 49
			3	625,000	1,875,000		1,687,500	19.01.15 & 21.01.15	0896747 & 49
Sonali Bank Ltd.	Head Office, Card Division, Motijheel-C/A, Dhaka-1000	9560366, Ex. 3210	5	1,260,000	6,300,000	Singapore	1,470,000	27.02.14, 14.07.14, 18.09.14 & 30.12.14	0980026, 4626970, 4630143 & 5979759
			1	1,260,000	1,260,000		147,000	18.09.14 & 30.12.14	4630143 & 5979759
Jamuna Bank Ltd.	59/2, Shurama Tower, Purana	9564587, 7115076, Ex.	10	715,000	7,150,000	Singapore	7,150,000	16.03.14	A/C Transfer
			20	715,000	14,300,000		14,300,000	12.01.15	A/C Transfer
Shahjaha Islami Bank Ltd.	Card Division, Jabber Tower (4th floor), Gulshan-1,	9894704, Ex. 651	9	1,275,000	11,475,000	Singapore	6,885,000	24.12.12, 09.03.14 & 07.06.15	0928187, 1052939 & 1058142
			6	1,275,000	7,650,000		1,530,000	28.12.14	1055983
Islami Bank Ltd.	Engineering Division, 20, Dilkusha -C/A, Dhaka – 1000.	9560099, 9567161,9567162, EX. 706	25	781,500	19,537,500	Singapore	16,606,875	11.06.14	9085064
			15	781,500	11,722,500		9,964,125	11.06.14	9085064
			70	781,500	54,705,000		45,170,700	22.09.14, 01.02.15 & 22.03.15	9205968, 9419543 & 9549750
			10	781,500	7,815,000		Not Received	-	-
Union Bank Ltd.	Head Office, Bahela Tower, 72, Gulshan Avenue, Gulshan-1, Dhaka	9859313, Ex. 303	1	705,000	705,000	Singapore	705,000	23.10.14	0011609
NRB Commercial Bank Ltd.	Financial Inclusion & ADC Division, 114, Motijheel C/A, Dhaka	9573422, Ex. 541	4	595,000	2,380,000	Singapore	2,380,000	07.07.14	0006966

c) POS Items:

Name of Bank	Address	Telephone Number	Quantity	Price per Unit	Work Order Value	Manufacturing Country	Realization Status				
							Amount (Including AIT & VDS)	Date	Pay order no.		
Bangladesh Post Office	Dak Bhaban, GPO, Dhaka-1000		340	30,000	10,200,000	Made in China	10,200,000	17.07.13	1730059		
The City Bank Ltd.	Procurement Division, City Bank Center, 136, Gulshan Avenue, Dhaka	58813483 & 58814375 Ex. 1160 & 1194	1200	31,000	37,200,000	Made in China	37,200,000	25.08.13, 11.03.14, 06.05.14 & 05.06.14	1728308, 1821883, 1822416 & 1822707		
Trust Bank Ltd.	General Service Division, Shadhinata Tower, Bir Srestha	9850635 & 9850638 Ex. 309	25	29,500	737,500	Made in China	737,500	26.01.14	0554751		
			15	28,000	420,000		420,000	20.04.14	0591866		
			15	28,000	420,000		420,000	18.03.14	0555285		
			15	28,000	420,000		420,000				
			10	28,000	280,000		280,000			25.08.14	0637944
			15	28,000	420,000		420,000			16.09.14	0068738

Details statement of Revenue generated against plastic card (promotional) expenses of Tk. 24,34,050/- as shown in note 31.00 is given below:

Name of the	Mode of	Bill Reference & Date	Period	Bill Qty.	Billing Amount	Realization		
FIRST SECURITY ISLAMI BANK LTD	Card Annual Fees	ITCL/FSIBL/Card Annual/08	July'13	2135	320,250	13.11.13		
		ITCL/FSIBL/Card Annual/09	August'13	2227	334,050	13.11.13		
		ITCL/FSIBL/Card Annual/10	September'13	2667	400,050	13.11.13		
		ITCL/FSIBL/Card Annual/11	October'13	2120	318,000	17.02.14		
		ITCL/FSIBL/Card Annual/12	November'13	2041	306,150	17.02.14		
		ITCL/FSIBL/Card Annual/13	December'13	1462	219,300	17.02.14		
		ITCL/FSIBL/Card Annual/14	January'14	2018	302,700	17.04.14		
		ITCL/FSIBL/Card Annual/15	February'14	2331	349,650	14.05.14		
		ITCL/FSIBL/Card Annual/16	March'14	2699	404,850	05.06.14		
		ITCL/FSIBL/Card Annual/17	April'14	5776	866,400	25.08.14		
		ITCL/FSIBL/Card Annual/18	May'14	5243	786,450	25.08.14		
		ITCL/FSIBL/Card Annual/19	June'14	1869	280,350	26.11.14		
		ITCL/FSIBL/Card Annual/20	July'14	1314	197,100	26.11.14		
		ITCL/FSIBL/Card Annual/21	August'14	2582	387,300	26.11.14		
		ITCL/FSIBL/Card Annual/22	September'14	2297	344,550	17.11.14		
		ITCL/FSIBL/Card Annual/23	October'14	2091	313,650	14.12.14		
		ITCL/FSIBL/Card Annual/24	November'14	2682	402,300	18.03.15		
		ITCL/FSIBL/Card Annual/25	December'14	2854	428,100	22.03.15		
		ITCL/FSIBL/Card Annual/26	January'15	1739	260,850	21.05.15		
		ITCL/FSIBL/Card Annual/27	February'15	1829	274,350			
		ITCL/FSIBL/Card Annual/28	March'15	2303	345,450	18.06.15		
		ITCL/FSIBL/Card Annual/29	April'15	2180	327,000	Due		
		ITCL/FSIBL/Card Annual/30	May'15	2417	362,550	Due		
		AGRANI BANK LTD	CARD ANNUAL/IS SUANCE FEES	ITCL/Agrani/Issuance/01	April'14	336	40,320	04.09.14
				ITCL/Agrani/Issuance/02	May'14	720	86,400	24.11.14
				ITCL/Agrani/Issuance/03	June'14	604	72,480	24.11.14
		Total				58536	8,730,600	

Date: 9July 2015

HodaVasi Chowdhury & Co
Chartered Accountants
BTMC Bhaban (Level-8)
7-9, Kawran Bazar
Dhaka-1215
Bangladesh

TO WHOM IT MAY CONCERN

We do hereby declare that there are no foreign employees working in ITCL and its Subsidiary Company BEPS (Bangladesh Electronic Payment Systems Limited).

For IT Consultants Limited

Sd/-

Kazi Saifuddin Munir, Ph.D
Managing Director & CEO

Annexure 07
Calculation of Profit or Loss from Taxable Operations (2013-2014)

Particulars	Amount
Sales Revenue	391,844,984
Cost of Sales	(298,819,837)
General & Administration Expenses	(47,923,686)
Selling & Distribution Expenses	(27,422,726)
Other Operating Expenses	(8,462,448)
Finance Costs, net	(34,906,246)
Non-Operating Income	4,454,646
Net Profit /(loss)	(21,235,313)

Income Tax Provision:

Cash Received During the Year	241,020,157
Non Operating Income	1,242,507
	242,262,664
	726,788

Minimum Tax @ 0.30%

Revised Cash Flow statement showing Income Tax payment

Information Technology Consultants Ltd.

Statement of Cash Flows

For the year ended 30 June 2014

	2014		2013	
	Consolidated	Separate	Consolidated	Separate
	Taka	Taka	Taka	Taka
A. Cash flow from Operating Activities				
Cash Receipts from Customers/Sales	529,582,624	528,315,000	512,564,157	459,377,715
Cash Paid to Suppliers	(488,587,134)	(485,589,304)	(301,098,652)	(291,516,703)
Cash Generated from /(Paid to) Operating Activities	55,194,133	58,697,070	(5,232,696)	17,531,057
Payment of Short Term Loan	-	-	(14,400,000)	(14,400,000)
Interest Paid	(55,361,426)	(55,361,426)	(36,851,424)	(17,126,943)
Income Tax paid	(21,313,402)	(21,313,402)	(17,396,362)	(17,396,362)
Cash Generated from Operating Activities	19,514,795	24,747,938	137,585,023	136,468,764
B. Cash flow from Investing Activities:				
Acquisition of Fixed Assets	(58,489,696)	(58,489,696)	(21,908,153)	(21,908,153)
Acquisition of Intangible Assets	(29,630,394)	(29,630,394)	(97,983,100)	(97,983,100)
Disposal of Fixed Assets	60,000	60,000	193,208	-
Net Cash used in Investing Activities	(88,060,090)	(88,060,090)	(119,698,045)	(119,891,253)
C. Cash flow from Financing Activities:				
Received of Secured Loan	62,433,881	62,433,881	(14,465,710)	(14,465,710)
Net Cash generated from /(used in) Financing Activities	62,433,881	62,433,881	(14,465,710)	(14,465,710)
D. Net changes in cash and cash equivalents (A+B+C)	(6,111,414)	(878,271)	3,421,268	2,111,801
E. Cash and cash equivalents at the beginning of the year	33,204,135	26,695,104	29,782,867	24,583,303
F. Cash and cash equivalents at the end of the year	27,092,721	25,816,833	33,204,135	26,695,104

Managing Director

Director

Company Secretary

Sd/-

 Hoda Vasi Chowdhury & Co
Chartered Accountants

Query

It appears from the financial statements prepared for the year ended on June 30, 2010, 2011, 2012 and 2013 that no amortization was charged on revalued Fixed assets which is a non compliance of Paragraph 48 of BAS 16. It is also observed that by avoiding amortization expense the company artificially increased its net profit as well as EPS in the year 2010, 2011, 2012 and 2013. As such the financial statements prepared for those years do not show true and fair view of the company's financial position and its state of affairs. Justify the reason with reference to BAS;

Management Explanation:

The Company did not amortize its Intangible Assets during those year as the Board of Directors of the Company has decided not to amortize of its intangible assets. As per management perception that software of the company are subject to continuous up gradation and modification in order to meet the market demand through its own resources. There is a continuous cost that is being added to the value of the software as a significant no. of scheduled banks are integrated so far with this system under Q-Cash Shared ATM network.

However, the Company has started to amortize its intangible assets during the year 2013-2014 amounting Tk. 14,486,004 under BAS-38.

Query

Justification of acquisition with a company (Bangladesh Electronic Payment Systems Limited) which has continuous Loss and negative EPS;

Management Explanation:

In the acquisition period, Bangladesh Electronic Payment Systems Limited (BEPS) were engaged in providing Core Banking Solution, Credit Card Solution and Transaction Processing services to 09 (nine) leading member banks such as The City Bank Limited, South East Bank Ltd, United Commercial Bank Ltd, N.C.C Bank Ltd, Dhaka Bank Ltd, BRAC Bank Ltd, EXIM Bank Ltd, Bank Asia Ltd and Prime Bank Ltd. Both ITCL and BEPS belong to similar nature of business in the Banking sector of Bangladesh. But they could not explore their business in its business arena. With a view to strengthen the activities of ITCL, the Board of Directors of the Company has agreed to acquire BEPS as per Board meeting held on 27.05.2009. To be able to offer manifold services jointly to the member banks as well as establish ITCL's broader Q-Cash Shared ATM network in Bangladesh, the acquisition would help the Company to become sound both financially and technologically. The Management of ITCL had realized that the Company should be gathered more business to utilize their own existing resources.

Considering the above, most of the BEPS' members Banks have migrated from BEPS host to ITCL's host within the year 2013 to 2014. Since the acquisition period, BEPS has generated a sum of net profit amounting to Tk.15,487,790/-, which has reflected to ITCL's profitability position.

In this connection it is required to mention that Bank Asia, National Bank, City Bank, United Commercial Bank, South East Bank, NCC Bank & EXIM Bank have migrated from BEPS host to ITCL's host during the year 2013 and 2014. It is to be noted that ITCL has gathered significant revenue from the above mentioned BEPS member banks from the preceding two years. Moreover, the Management of BEPS has assessed present and future prospects of the company and made an action plan towards execution of its continuing operational activities in line with Electronic Transaction Processing & Software Development.

Query

It is observed from the audited financials prepared for the year ended June 30, 2013 that revenue has been increased by 0.65% compared to previous year whereas profit after tax has been decreased by 36.85% which seems very unusual trend between revenue and profit after tax. Explain the reason with proper justification;

Management Explanation:

During the year 2013, the Company has spent a significant amount against employee's salary and incurred more business promotional expenses for the hope of future business, Expenses for Post office Project for upcoming revenue and others. As a result, Cost of Service, Operating Expenditure and Selling & Distribution Expenses had increased 33.19%, 21.04%, &86.63% respectively. So the revenue has been increased by 0.65% in the year ended June 30, 2013 compared to previous year.

The table given below shows a vertical comparison across years:

Comprehensive Income Statement Comparison

Particulars	Year-2011-12	Year-2012-13	Increased/ (Decreased)
Revenue (excluding non-Operating Income)	432,155,858	434,951,730	0.65%
Cost of Sales	176,714,750	159,877,888	-9.53%
Cost of Service	26,972,823	35,925,020	33.19%
Operating expenditure	107,592,344	130,226,405	21.04%
Selling & Distribution expenses	12,090,150	22,563,905	86.63%
Total	323,370,067	348,593,218	7.80%
Operating Profit	108,785,791	86,358,512	-20.62%
Non-Operating Income	13,692,029	23,291,620	70.11%
Finance Expenses:			
Interest on Bank Facilities/Bank Over Draft	28,929,386	36,851,424	27.38%
Contribution to WPP & WF			
Profit before depreciation & amortization and income tax	93,548,434	72,798,708	-22.18%
Depreciation & Amortization	45,265,983	44,277,072	-2.18%
Net Profit before Income Tax	48,282,451	28,521,636	-40.93%
Income tax	6,566,700	2,178,294	
Net Profit after Income tax	41,715,751	26,343,342	-36.85%

Query

It is observed from the revaluation report conducted by M/S. Ahmed & Akter that the valuer signed the revaluation report on September 15, 2010. It is also observed from the audited financial statements for the year ended June 30, 2010 that such revalued assets and revaluation surplus were shown in the balance sheet, which is not clear to us. Please explain the reason with reference to BAS;

Management Explanation:

Although the valuation report was signed by Ahmed & Akter on September 15, 2010 and the cutoff date of the report was 30 June 2010, so the effect of valuation has been incorporated in the value of the assets as stated in the draft revaluation report, which was accepted by the board of directors of the Company and decided to adopt the revaluation report within 30 June 2010. Being the draft Revaluation report & final report were same which was adopted in the year ended 30 June, 2010.

Query

Explain why card free receivables from AB Bank Ltd. is amounting to Tk.61,25,250/-

Response: In accordance with work Orders from AB Bank Ltd, Card division against supply of 35,500 nos VISA Electron debit plastic Card & 5499 Credit cards, the Company has procured the same quantities Blank Plastic cards and

subsequently delivered to AB Bank Ltd as on 07.02.2005 & 28.03.2007. As per business understanding with AB Bank Ltd, the company has been personalized those cards as per requirement basis of AB Bank Ltd subject to provide card Annual & renewal fees @Tk.250/- per card. In this connection, AB Bank Ltd had issued 15,358 nos VISA Electron Debit & 1140 units VISA Electron Credit cards up to 31 December 2010 to their customers and simultaneously paid to ITC. After 31 December 2010, ITC has billed to ABBL against remaining 20142 nos VISA Debit Card & 4359 nos VISA Credit card fees @Tk.250/-, which contained those amount e.g (20142 x Tk.250/- + 4359 x Tk.250/-)= Tk. 61,25,250/- as ABBL Card Fee Receivables. But they would not like to pay us 20142 nos VISA Debit Card & 4359 nos VISA Credit card fees @Tk.250/- due to the discrepancies about the system generated reports of ITC & ABBL, which has under process for reconciliation. Relevant documents has been obtained.

Query

What securities the company usually takes for collection of credit sales of UPS;

Response:

The company supplied UPS to Islami Bank Bangladesh Ltd. so far. This sort of transaction has been made under valid work order provided by the bank detailing different terms and conditions. The work order contains detailed information of the supply along with terms of payment. Usually bank does not provide any sort of security in such type of business transactions. As bank is a regulated institution, transactions with bank under valid work order are secured.

Query

It is learnt that Bangladesh Bank is going to implement RTGS very shortly. Explain whether this will be a threat to your business.

Response:

Real-time gross settlement systems (RTGS) is a large-value funds transfer system for interbank electronic credit transfer system where transfer of fund and security take place from one bank to another on a real time and gross basis, while settlement will take place in central bank funds. RTGS is a good initiative of Central Bank.

However, ITCL is processing electronic-payments for the transactions done using plastic cards or virtual cards or mobile banking through ATM, merchant POS, e-commerce, mobile banking, mobile wallet or e-wallet, internet banking channel being the certified Payment System Operator (PSO). Plastic card users and mobile banking customers are increasing rapidly in Bangladesh since Government is pursuing to achieve financial inclusion and thus e-payment delivery channels like ATM, merchant POS, e-commerce, mobile banking, mobile wallet or e-wallet, internet banking services are promptly growing by nature since people are enjoying the benefits of e-payment services.

More than 30 banks were connected with ITCL Switch, Q-Cash network, where interbank transactions have been done since long using ITCL Switch. However, Bangladesh bank has implemented the National Payment Switch Bangladesh (NPSB) where only Q-Cash Switch is connected as PSO and now all the commercial banks can make transaction through Q-Cash network and vice-versa where settlement is done by Bangladesh Bank only. It's a virtue for ITCL that Bangladesh Bank has set interchange fee for ATM cash withdrawal transaction at Tk 20.00 whereas interchange fee was Tk 10.00 in Q-Cash network. In this connection, not only Q-Cash banks are making transaction through ITCL Switch but also other banks are doing same and thus, ITCL is likely to have bigger transaction volume and transaction revenue.

However, ITCL is the local implementation and service support partner for NPSB of Bangladesh Bank where ITCL will get a service and support fee for this engagement. Thus, ITCL is strongly connected with NPSB not only as PSO but also as local implementation partner.

It can be mentioned here that Bangladesh Bank has allowed ITCL to collect different payments using ATM, merchant/bank POS, e-commerce and mobile banking channel e.g. mobile airtime recharge, ISP bill collection, dish bill collection and a letter has been issued in favor of ITCL which is furnished herewith as reference. Bangladesh Bank is willing to bring lot more value added payment services for the cardholders' benefit and ITCL will have higher growth in transaction while new payment services will be introduced as per guideline of Bangladesh Bank.

In view of above, ITCL's business will not be vulnerable even after implementation of RTGS, rather it will boost the business for ITCL with these new initiatives.

Query

It is observed from the audited financials that Information Technology Consultants Limited (ITCL) has acquired 92.875% equity of Bangladesh Electronic Payment Systems Limited (BEPSL) in exchange of 3,715,000 shares of ITCL. It is also observed from the financial

statements of ITCL and BEPS that at the time of acquisition Net Asset Value (NAV) of ITCL was BDT 13.30 which was BDT 11.53 in the case of BEPS. Justify the reason of such unequal exchange of shares (with mode of acquisition) in case of acquisition of BEPS and incorporate the same in the draft prospectus.

Response:

The management of both the Company has jointly agreed upon acquisition of BEPS by ITCL by virtue of their Board meeting held on 27.05.2009(ITCL) & 27.06.2009 (BEPS). In these consequences, ITCL has acquired 92.875% of BEPS shares in consideration of ITCL's shares at par. In line with this, ITCL obtained consent from the commission vide letter-SEC/CI/CPLC-229/2010/494, dated-May25,2010 for raising ITCL Paid UP capital from Tk.49,35,51,000/- to Tk.52,92,01,000/-.

It may be mentioning here that to be able to offer manifold services jointly to the member banks as well as establish ITCL's broader Q-Cash Shared ATM network in Bangladesh, it was expected that the acquisition would help the Company to become sound both financially and technologically. The Management of ITCL had realized that the Company might generate more business by utilizing their own existing resources.

Disclosure regarding Winding up of Bangladesh Electronic Payment Systems Limited (BEPS)

With a view to strengthen the activities of ITCL, the Board of Directors of the Company has agreed to acquire BEPS as per Board meeting held on 27.06.2009. In this regard BSEC in its letter- SEC/CI/CPLC-229/2010/494, dated- May 25,2010 has given its consent to raise capital through acquisition. To be able to offer manifold services jointly to the member banks as well as establish ITCL's broader Q-Cash Shared ATM network in Bangladesh, it was expected that the acquisition would help the Company to become sound both financially and technologically. The Management of ITCL had realized that the Company might generate more business by utilizing their own existing resources.

After migration, the revenue of BEPS has been reduced on its transaction processing arena. It is mentionable that both ITCL & BEPS belong to similar nature of business in the Banking sector of Bangladesh. Considering the above, most of the BEPS' members Banks have migrated from BEPS host to ITCL's host within the year 2013 to 2014. Since the acquisition period, BEPS has generated a sum of net profit amounting to Tk.15,487,790/-, which has reflected to ITCL's profitability position.

However, as BEPS is operating under Loss, the holding Company is carrying BEPS losses in its financial statement resulting a risk factor is involved to the shareholders of the ITCL.

Under the circumstances, the Board of Directors of BEPS vide their Board meetings as on 23.5.2015 has decided to voluntary winding up as per the Company Act, 1994, under section-286(Kha). The matter has already been notified in the daily Bhorer Shomoy and the Daily Aajker Probhat; dated -21 May, 2015.

Date: July 13, 2015

Sd/-
Kazi Saifuddin Munir, Ph.D
Managing Director
Bangladesh Electronic Payment Systems Limited

TO WHOM IT MAY CONCERN

Independent Directors:

The Company is yet to select Independent Directors before listing. The Company shall select Independent Directors as per guidelines given by BSEC in the next AGM of the Company on having approval from the Share Holders.

Sd/-

Kazi Saifuddin Munir, Ph.D
Managing Director & CEO

Sd/-

M.H. Shaikh
Company Secretary

IPO APPLICATION PROCESS

Section: XVII

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the 25th (twenty fifth) working day from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - a. Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the 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.

LIST OF THE STOCKBROKERS of DSE TO RECEIVE IPO APPLICATION

SL.No	Name of TREC Holder	TREC No.	SL.	Name of TREC Holder	TREC No.
1	A.B Ispahani Securities Ltd.	1	46	Al-Muntaha Trading. Co Ltd	49
2	S & H Equities Limited	2	47	Imtiyaz Husain Securities Limited	50
3	Shyamol Equity Management Limited	3	48	S. B. Securities Limited	51
4	Phoenix Securities Limited	4	49	M. Zubair Securities Limited	52
5	Harun Securities Ltd.	5	50	Mian Abdur Rashid Securities Ltd.	53
6	A. K. Khan Securities Ltd.	6	51	UGC Securities Limited	54
7	Apex Investments Limited	7	52	Transcon Securities Ltd.	55
8	Crest Securities Ltd.	8	53	Alpha Equities Ltd.	56
9	International Leasing Securities Limited	9	54	Hasan Securities Ltd.	57
10	Khwaja Equity Services Limited	10	55	IDLC Securities Ltd.	58
11	Brac epl stock brokerage ltd.	11	56	Green Delta Securities Ltd.	59
12	Pasha Capital Ltd.	12	57	Global Securities Ltd.	60
13	MAH Securities Limited	13	58	NCCB Securities & Financial Services Ltd.	61
14	DMR Securities Services Ltd.	14	59	Reliance Brokerage Services Ltd.	62
15	ACE Capital Management Service Ltd.	16	60	Banco Securities Limited	63
16	Adil Securities Ltd.	17	61	Shahjahan Securities Limited	64
17	Greenland Equities Ltd.	18	62	ASENZ Securities Ltd.	65
18	Azam Securities Limited	19	63	E-Securities Ltd.	66
19	BDBL Securities Ltd.	20	64	Sinha Securities Limited	67
20	Royal Capital Ltd.	21	65	Popular Equities Ltd.	68
21	A. R Chowdhury Securities Ltd.	22	66	Mohammad Talha & Co Ltd.	69
22	Ershad Securities Limited	23	67	First Capital Securities Ltd.	70
23	Vision Capital Management Ltd.	24	68	SBC Securities & Investment Ltd.	71
24	Arena Securities Ltd.	25	69	H R Securities & Investments Limited	72
25	EBL Securities Limited	26	70	Prudential Securities Limited	73
26	SAR Securities Ltd.	27	71	HAC Securities Limited	74
27	Sadeque Finance Management Ltd.	28	72	Multi Securities & Services Limited	75
28	Kazi Firoz Rashid Securities Limited	29	73	Square Securities Management Ltd.	76
29	B. D Finance Securities Ltd.	30	74	Royal Green Securities Limited	77
30	ETBL Securities & Exchange Ltd.	31	75	R. N. Trading Limited	78
31	Bulbul Securities Ltd.	32	76	PFI Securities Limited	79
32	Ibrahim Securities Limited	33	77	Latif Securities Ltd.	80
33	B & B Enterprise Limited	34	78	Tamha Securities Limited	81
34	Rashid Investment Services Limited	35	79	Desa Securities Ltd.	85
35	Daulatunnessa Equities Limited	37	80	MAM Securities Ltd.	86
36	Quayum Securities Limited	38	81	Farida Raquib Securities Ltd.	87
37	Shahiq Securities Ltd.(Shanta Securities Limited)	39	82	Asia Securities Ltd.	88
			83	Uniroyal Securities Ltd.	89
38	Haji Ahmad Brothers Securities Ltd.	41	84	Md. Fakhrul Islam Securities Ltd.	90
39	Rapid Securities Limited	42	85	Md. Sahidullah Securities Limited	91
40	AB & Company Limited	43	86	Alhaj Securities & Stocks Limited	93
41	M-Securities Ltd.	44	87	SIBL Securities Ltd.	94
42	Federal Securities And Investment Limited	45	88	Salta Capital Limited	95
43	SAHCO Securities Limited	46	89	Jamal Ahmed Securities Ltd.	97
44	Khurshid Securities Ltd.	47	90	Dhanmondi Securities Ltd.	98
45	Aries Securities Ltd.	48	91	Country Stock (Bangladesh)	99

SL.No	Name of TREC Holder	TREC No.	Sl.	Name of TREC Holder	TREC No.
92	ARC Securities Ltd.	100	141	Bali Securities Ltd.	153
93	Dayton Holdings Ltd	101	142	Indicate Securities Consultants Ltd.	154
94	Howlader Equity Services Limited	102	143	EMES Securities Ltd.	155
95	Prime Islami Securities Ltd.	104	144	Standard Bank Securities Ltd.	156
96	Ali Securities Co. Limited	105	145	Getway Equity Resouces Ltd.	157
97	Island Securities Ltd.	106	146	Investment Promotion Services Limited	158
98	Islami Bank Securities Limited	107	147	Peace Securities Ltd	159
99	Remons Investment & Securities Ltd.	108	148	Anwar Securities Ltd.	160
100	Unique Share Management Ltd.	109	149	Trustee Securities Ltd.	162
101	Ettihad Securities Ltd.	110		SES Company Limited (Unicap Securities	
102	Surma Securities Holding Co. Ltd	111	150	Ltd.	163
103	Nouvelle Securities Ltd.	112	151	Mona Finan. Consultancy & Sec. Ltd.	164
104	CMSL Securities Limited	113	152	Haji Mohammad Ali Securities Ltd.	165
105	Ahmed Iqbal Hasan Securities Ltd.	114	153	Times Securities Ltd.	166
106	Nabiul Karim Securities Limited	115	154	Khurshid Alam Securities Limited	167
107	Murshed Securities Limited	116	155	Subvalley Securities Ltd.	168
108	A N F Management Company Limited	117	156	Merchant Securites Limited	169
109	Saad Securities Ltd.	118	157	Fareast Islami Securities Limited.	170
110	Dragon Securities Limited	119	158	Shah Mohammad Sagir & Co. Ltd.	171
111	Sheltech Brokerage Limited	120	159	Tobarrak Securities Ltd.	172
112	SCL Securities Limited	121	160	Hazrat Amanat Shah Securities Ltd.	173
113	K-Securities and Consultants Ltd.	122	161	T. A. Khan Securities Co. Ltd.	174
114	Shahed Securities Ltd	123	162	BLI Securities Limited	175
115	A B S Safdar & Co. Ltd.	124	163	Peoples Equities Ltd.	176
116	Rose Securities Ltd.	125	164	Anchor Securities Ltd.	177
117	Dynamic Securities Consultants Ltd.	126	165	Beximco Securities Limited	178
118	Doha Securities Limited	127	166	JKC Securities Ltd.	179
119	R N I Securities Ltd.	128		Commerce Bank Securities and Investment	
120	ICB Securities Trading Company Limited	129	167	Ltd.	180
121	Thea Securities Ltd.	130	168	UCB Capital Management Limited	181
122	Harpoon Securities Ltd.	131	169	Nur-E-Alam Siddique & Company Ltd	182
123	LankaBangla Securities Ltd.	132	170	C-Maart Securities Limited	183
124	DSFM Securities Ltd	133	171	Razzak Securities Ltd.	184
125	Moshihor Securities Ltd.	134	172	Delta Capital Limited	185
126	Kazi Equities Ltd.	135	173	G M F Securities Ltd.	186
	Securities Broking & Management Services		174	Habibur Rahman Securities Ltd.	187
127	Ltd.	136	175	Globe Securities Limited	189
128	Alliance Securities & Management Ltd.	137	176	Salam & Company Limited	190
129	Al-Haja Jahanara Securities Ltd.	138	177	Eminent Securities Ltd.	191
130	Aloco Securities Ltd.	139	178	IFIC Securities Ltd.	192
131	Hedayetullah Securities Ltd	140	179	DBL Securities Limited	193
132	Midway Securities Ltd.	142	180	Parkway Securities Ltd.	194
133	K.H.B. Securities Ltd.	143	181	Jahan Securities Ltd.	195
134	City Brokerage Limited	145	182	M&Z Securities Ltd.	196
135	Cosmopolitan Traders (Pvt.) Ltd.	146	183	MTB Securities Ltd.	197
136	Fortune Securities (Pvt.) Ltd.	147	184	Coast To Coast Securities Ltd	198
137	Joytun Securities Intl. Ltd.	148	185	Stock & Bond Limited	199
138	Shakil Rizvi Stock Ltd.	149	186	Total Communication Ltd.	200
139	AHC Securities Limited	151	187	AB Securities Ltd.	201
140	Bangladesh Shilpa Bank	152	188	Prilink Securities Ltd.	202

SL.No	Name of TREC Holder	TREC No.	Sl.	Name of TREC Holder	TREC No.
189	NBL Securities Limited	203	212	Conmark Limited	228
190	Synthia Securities Ltd.	204	213	Modern Securities Ltd.	229
191	A. M. Securities and Financial Services Limited	205	214	Expo Traders Ltd.	230
192	Modern Equity Limited	206	215	Akij Securities Ltd.	231
193	United Enterprises & Co. Ltd.	207	216	Popular Life Insurance Company Ltd.	232
194	Oshadhi Securities Ltd.	208	217	Shahjalal Islami Bank Securities Ltd.	233
195	Mondol Securities Ltd.	209	218	AIBL Capital Market Services Ltd.	234
196	Wifang Securities Ltd.	210	219	PHP Stock & Securities Ltd.	235
197	AD Holdings Limited	213	220	Premier Bank Securities Ltd.	236
198	Pubali Bank Securities Ltd.	214	221	Bank Asia Securities Limited	237
199	Mika Securities Ltd.	215	222	IIDFC Securities Limited	238
200	Sharp Securities Limited	216	223	Dhaka Securities Ltd.	239
201	Rasti Securities Consultant Ltd.	217	224	A N W Securities Ltd.	240
202	Nexus Securities Limited	218	225	One Securities Ltd.	241
203	Prime Bank Securities Limited.	219	226	Trust Bank Securities Ltd.	242
204	BRB Securities Limited	220	227	DLIC Securities Ltd.	243
205	Treasure Securities Ltd	221	228	NLI Securities Ltd.	244
206	A. L. Securities Ltd.	222	229	Meghna Life Securities and Investment Ltd	245
207	Mirror Financial Management Ltd.	223	230	Rupali Bank Securities Limited	246
208	Mercantile Bank Securities Limited	224	231	BD Sunlife Securities Ltd.	248
209	Shohrab Securities & Trade Ltd.	225	232	Sterling Stocks & Securities Ltd.	249
210	FAREAST Stocks & Bonds Ltd.	226	233	Uttara Bank Securities Limited	250
211	United Financial Trading Co. Ltd.	227			

LIST OF THE STOCKBROKERS of CSE TO RECEIVE IPO APPLICATION

SL.No	Name of TREC Holder	TREC No.	Sl.	Name of TREC Holder	TREC No.
1	Alpha Securities Ltd.	CSE 001	58	Century Securities Ltd.	CSE 079
2	ISPI Securities Limited	CSE 002	59	International Leasing Securities Limited	CSE 080
3	Meenhar Securities Limited	CSE 003	60	DBL Securities Limited	CSE 081
4	South Asia Securities Limited	CSE 004	61	UniCap Securities Ltd.	CSE 082
5	Island Securities Ltd.	CSE 005	62	Abacus Securities Ltd.	CSE 083
6	Chittagong Capital Ltd.	CSE 006	63	Skys Securities Limited	CSE 084
7	British bangla Securities Ltd.	CSE 008	64	Galaxy Capital Ltd	CSE 085
8	Saya Securities Ltd.	CSE 010	65	A M Securities and Financial Services Ltd.	CSE 086
9	First Capital Securities Limited.	CSE 011	66	Purabi Securities Ltd.	CSE 087
10	BREC EPL Stock Brokerage Ltd.	CSE 013	67	Reliance Brokerage Services Ltd.	CSE 088
11	Stock & Security Linkway Ltd.	CSE 014	68	D. N. Securities Ltd.	CSE 089
12	UCB Capital Management Ltd.	CSE 015	69	LankaBangla Securities limited	CSE 091
13	Adams Securities Limited	CSE 016	70	Square Securities Management Ltd.	CSE 092
14	North West Securities Ltd.	CSE 019	71	Holy City Securities Ltd.	CSE 093
15	EBL Securities Ltd.	CSE 021	72	Inter-Continental Securities Ltd.	CSE 094
16	Salta Capital Limited	CSE 022	73	PFI Securities Limited	CSE 095
17	Azim Securities Ltd.	CSE 023	74	International Securities Co.Ltd.	CSE 096
18	Uttara Exchange And Securities Limited	CSE 024	75	Multi Securities & Services Limited	CSE 097
19	Sylhet Metro City Securities Ltd.	CSE 025	76	EIC Securities Ltd	CSE 098
20	Be Rich Limited	CSE 027	77	Ten Star (PVT. Limited	CSE 100
21	RAK Capital Ltd.	CSE 028	78	Mona Financial Consultancy and Securities Ltd.	CSE 103
22	Nizam"s Shares & Securities Ltd.	CSE 029	79	Jalabad Securities Limited	CSE 104
23	PHP Stocks & Securities Ltd.	CSE 031	80	Pubali Bank Securities Ltd.	CSE 105
24	A.A Securities Ltd.	CSE 032	81	NC Securities Limited	CSE 107
25	Synet Securities Ltd.	CSE 033	82	Moharam Securities Ltd.	CSE 108
26	Pioneer Shares & Securities Ltd.	CSE 034	83	Sanmar Capital Management Ltd.	CSE 109
27	Vanguard Shares & Securities Ltd.	CSE 036	84	Starport Securities Ltd.	CSE 110
28	Hillcity Securities Ltd.	CSE 037	85	Lotus Shares & Securities Ltd.	CSE 112
29	S.R.Capital Ltd.	CSE 038	86	Cordial Securities Limited	CSE 113
30	Base Capital Ltd.	CSE 040	87	Hassan Shares & Securities Ltd.	CSE 114
31	Remons Investment & Securities Ltd.	CSE 042	88	Vantage Securities Ltd.	CSE 115
32	United Financial Trading Company Ltd.	CSE 043	89	Megacity Securities Ltd.	CSE 116
33	3A & Company Ltd.	CSE 044	90	Hallmark Securities Ltd.	CSE 117
34	ZATL Securities Ltd.	CSE 045	91	IDLC Securities Ltd.	CSE 119
35	Hefazatur Rahman & Co. Ltd.	CSE 046	92	Western Securities Investment Management Ltd.	CSE 120
36	Kishwar Securities Investment Ltd.	CSE 047	93	Jesco Capital Management Ltd.	CSE 121
37	Impel Shares & Securities Ltd.	CSE 049	94	First Lead Securities Ltd.	CSE 122
38	Mirpur Securities Limited	CSE 050	95	Far East Shares & Securities Ltd.	CSE 123
39	E-Securities Limited	CSE 052	96	S. N. Securities Ltd.	CSE 125
40	Royal Capital Limited	CSE 053	97	Amin Securities & Consultants Ltd.	CSE 128
41	Habib Shares & Securities Ltd.	CSE 054	98	Muntaha Shares & Capital Ltd.	CSE 129
42	Prime Financial Consultants & Equities Ltd.	CSE 055	99	Green Delta Securities Ltd.	CSE 130
43	Kabir Securities Limited	CSE 056	100	Phoenix Securities Limited	CSE 131
44	Eastern Shares & Securities Ltd.	CSE 058	101	NCCB Securities and Financial Services Ltd.	CSE 132
45	Reliance Securities Consultant Ltd.	CSE 059	102	City Brokerage Ltd.	CSE 133
46	Chittagong Shares and Securities Ltd.	CSE 060	103	Shahjalal Islami Bank Securities Limited	CSE 134
47	CMSL Securities Limited	CSE 061	104	Popular Life Insurance Company Ltd.	CSE 135
48	Prudential Capital Ltd	CSE 062	105	Premier Leasing Securities Ltd.	CSE 136
49	Associated Capital Securities Ltd.	CSE 063	106	Fareast Stocks & Bonds Limited.	CSE 138
50	Platinum Securities Limited	CSE 064	107	AIBL Capital Market Services Ltd.	CSE 139
51	Finvest Services Limited	CSE 066	108	SIBL Securities Limited	CSE 142
52	Super Shares & Securities Ltd.	CSE 067	109	Prime Islami Securities Ltd	CSE 145
53	T.K. Shares & Securities Ltd.	CSE 069	110	Islami Bank Securities Ltd.	CSE 146
54	Ahmed Securities Services Ltd.	CSE 070	111	Jamuna Bank Securities Ltd	CSE 147
55	Chowdhury Securities Ltd	CSE 073	112	ONE Securities Limited	CSE 148
56	Raja Securities Ltd.	CSE 074	113	Secure Capital Limited	CSE 20
57	Sohel Securities Ltd.	CSE 076	114	JIC Securities Limited	CSE 30

LIST OF THE MERCHANT BANKS TO RECEIVE IPO APPLICATION

Sl.No.	Name of the Merchant Bankers
1	AAA Finance & Investment Limited.
2	AB Investment Limited
3	AFC Capital Ltd.
4	AIBL Capital Management Ltd.
5	Alpha Capital Management Ltd.
6	BD Finance Capital Holdings Ltd.
7	BLI Capital Limited
8	BMSL Investment Ltd.
9	BRAC EPL Investments Limited
10	City Bank Capital Resources Ltd.
11	EBL Investments Ltd.
12	EC Securities Limited
13	EXIM Islami Investment Ltd.
14	FAS Capital Management Ltd.
15	First Securities Services Ltd.
16	First Security Islami Capital & Investment Ltd.
17	Grameen Capital Management Ltd.
18	Green Delta Capital Ltd.
19	ICB Capital Management Ltd.
20	IDLC Investments Ltd.
21	IIDFC Capital Ltd.
22	IL Capital Ltd.
23	Imperial Capital Limited
24	Jamuna Bank Capital Management Ltd.
25	Janata Capital and Investment Ltd.
26	LankaBangla Investments Ltd.
27	MTB Capital Ltd.
28	PLFS Investments Ltd.
29	Prime Bank Investment Ltd.
30	Prime Finance Capital Management Ltd.
31	Rupali Investment Ltd.
32	SBL Capital Management Ltd.
33	Sonali Investment Ltd.
34	Southeast Bank Capital Services Ltd.
35	Swadesh Investment Management Ltd.
36	Trust Bank Investment Limited
37	UniCap Investments Limited
38	Uttara Finance and Investment Ltd.
39	Agrani Equity & Investment Limited
40	Banco Finance and Investment Limited
41	BetaOne Investments Limited
42	CAPM Advisory Limited
43	GSP Investments Limited
44	RACE Portfolio & Issue Management Limited
45	Royal Green Capital Market Limited

শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ, জেনে ও বুঝে বিনিয়োগ করুন।

APPLICATION FOR PUBLIC ISSUE

Date:

Name of applicant	:																		
Client Code	:																		
BO ID No.	:																		
Category of applicant	:																		
Name of the Company/Fund	:																		
Number of Shares/Units	:																		
Total Amount	:																		
Amount in word	:																		
Mode of Payment	:																		
Cheque/Draft Information	:																		

Signature of Applicant(s)

Signature of Authorized Officer