

"If you have any query about this document, you may consult issuer, issue managers and underwriters"

PROSPECTUS

FOR

PUBLIC OFFER OF 25,000,000 ORDINARY SHARES OF TK. 10/- EACH AT AN ISSUE PRICE OF TK. 40/- EACH INCLUDING A PREMIUM OF TK. 30/- PER SHARE TOTALING TO TK. 1000,000,000/-

OF

RATANPUR STEEL RE-ROLLING MILLS LIMITED

Opening date for subscription: 13 July 2014

Closing date for subscription: 17 July 2014

For Non-Resident Bangladeshi Quota, subscription closing on: 26 July 2014

UNDERWRITERS

JANATA CAPITAL AND INVESTMENT LIMITED 48,Motijheel Commercial Area (3 rd Floor), Dhaka-1000 Tel: +88-02-9584979, 02-9585028, Fax: 02-7114374, E-mail : info@jcil.com.bd Website: www.jcil-bd.com		SONALI INVESTMENT LIMITED Sara Tower (11th Floor), 11/A, Toyenbee Circular Road, Motijheel C/A, Dhaka. E-mail: info@silbd.com , sblmbu@yahoo.com Phone: 88-02-9568777, PABX: 9556940, 7170001 Ext.101
ROYAL GREEN CAPITAL MARKET LTD. Digonta Tower (1st Floor), 12/1, R.K. Mission Road, Motijheel, Dhaka Tel: +88-02-955-1815, +88-02-9564573, +88-02-9568417, Fax: 9564718 E-mail : rgcml@royalgreen.net	ICB CAPITAL MANAGEMENT LTD. BDBL Bhaban (Level-16), 8 DIT Avenue, Dhaka Tel: +88-02-7160326, 7160327, Fax: +88-02-9555707 E-mail : ceocmcl@accesstel.net Website: www.icbcm.com.bd	TRUST BANK INVESTMENT LIMITED Peoples Insurance Bhaban, 36 Dilkusha C/A, Dhaka-1000 Phone: (PABX) 9572012-3, 9570261,9570263 Fax: 880-02-9552725 E-mail: tblmbank@trustbanklimited.com Website:www.tbilbd.com

CREDIT RATING STATUS


	Long Term	Short Term
Entity Rating	AA ₃	ST-2
Rating Date	4 October 2012	
Rated By	Credit Rating Agency of Bangladesh Ltd. (CRAB)	
Validity of the Rating	31 December 2013	

THE ISSUE SHALL BE PLACED IN "N" CATEGORY

DATE OF BSEC CONSENT: 21 May 2014

ISSUE DATE OF THE PROSPECTUS: 22 May 2014

MANAGERS TO THE ISSUE

ISSUE MANAGER	CO-ISSUE MANAGER
 JANATA CAPITAL AND INVESTMENT LIMITED 48, Motijheel Commercial Area (3 rd Floor), Dhaka-1000 Tel: +88-02-9584979, 02-9585028, Fax: 02-7114374, E-mail : info@jcil.com.bd Website: www.jcil-bd.com	 TRUST BANK INVESTMENT LIMITED Peoples Insurance Bhaban, 36 Dilkusha C/A, Dhaka-1000 Phone: (PABX) 9572012-3, 9570261, 9570263 Fax: 880-02-9552725 E-mail: tblmbank@trustbanklimited.com Website: www.tbilbd.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"



RATANPUR STEEL RE-ROLLING MILLS LIMITED

Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong.

Phone: 88-031-652255-57, Fax: 88-031-650001

Website: www.rsrbmd.com email: rsrm.bd@gmail.com

ACRONYMS

Allotment	:	Letter of Allotment for Shares
AGM	:	Annual General Meeting
BAS	:	Bangladesh Accounting Standards
BB	:	Bangladesh Bank
BDT	:	Bangladeshi Taka
BFRS	:	Bangladesh Financial Reporting Standards
BO A/C	:	Beneficiary Owner Account
BSEC	:	Bangladesh Securities and Exchange Commission
CDBL	:	Central Depository Bangladesh Limited
Certificates	:	Share Certificate
CIB	:	Credit Information Bureau
Companies Act	:	Companies Act, 1994 (Act. No. XVIII of 1994)
CSE	:	Chittagong Stock Exchange Limited
DSE	:	Dhaka Stock Exchange Limited
EMS	:	Express Mail Service
ETP	:	Effluent Treatment Plant
EPS	:	Earnings Per Share
FC Account	:	Foreign Currency Account
FI	:	Financial Institution
FY	:	Financial Year
GAAP	:	Generally Accepted Accounting Principles
GOB	:	The Government of People's Republic of Bangladesh
IAS	:	International Accounting Standards
IPO	:	Initial Public Offering
Issue	:	Public Issue
L/C	:	Letter of Credit
M. S.	:	Mild Steel
NAV	:	Net Asset Value of the Company
NBR	:	National Board of Revenue
NRB	:	Non Resident Bangladeshi
Offering Price	:	Price of the securities of Ratanpur Steel Re-Rolling Mills Limited being offered
RJSC	:	Registrar of Joint Stock Companies & Firms
RSRM	:	Ratanpur Steel Re-Rolling Mills Limited
Securities /share	:	Shares of Ratanpur Steel Re-Rolling Mills Limited
STD Account	:	Short Term Deposit Account
Subscription	:	Application money
USD	:	United States Dollar
VAT	:	Value Added Tax

GENERAL INFORMATION

Janata Capital and Investment Limited (The Issue Manager) and **Trust Bank Investment Limited** (the Co-Issue Manager) have prepared this prospectus based on the information provided by **Ratanpur Steel Re-Rolling Mills Limited**, Issuer and also upon several discussions with the Managing Director and concerned executives of the issuer company. The Directors including Managing Director of **Ratanpur Steel Re-Rolling Mills Limited, Janata Capital and Investment Limited** and **Trust Bank Investment Limited** collectively and individually, having made all reasonable inquiries, 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 Issuer Company or Issue Manager.

The Issue as contemplated in this document 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.

AVAILABILITY OF PROSPECTUS

Prospectus of the Company may be available at the following addresses:

Name of Organization	Contact Person	Contact Number
Company:		
Ratanpur Steel Re-Rolling Mills Limited Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong.	Mr.Obaidur Rahman FCA Chief Financial Officer & Company Secretary	+88-031-652255-57 +88-031-2580380-4 E-mail:obaidur126@yahoo.com
Issue Managers:		
Janata Capital and Investment Ltd. 48, Motijheel C/A , Dhaka -1000	Mr. Swapan Kumar Saha 1 st Asst. General Manager	+88-02-9584979, +88-02-7114375, Email:info@jcil.com.bd
Trust Bank Investment Limited Peoples Insurance Bhaban, 36 Dilkhusha C/A, Dhaka-1000	Mr. A M Ashfaque Bari Nahid AVP	+88-02-9572012-3, +88-02-9570261 Email:manahid@trustbanklimited.com
Underwriters:		
Janata Capital and Investment Ltd. 48, Motijheel C/A , Dhaka -1000	Mr. Swapan Kumar Saha 1 st Asst. General Manager	+88-02-9584979, +88-02-7114375, Email:info@jcil.com.bd
ICB Capital Management Ltd. BDBL Bhaban (Level-16), 8 D.I.T Avenue, Dhaka-1000	Mr. Md. Moshir Rahman Chief Executive Officer	+88-02-716 0326 +88-02-716 0327 Email: info@icbamcl.com.bd
Royal Green Capital Market Ltd. Digonta Tower (1 st Floor), 12/1, R.K. Mission Road, Motijheel, Dhaka	Mr. Nomanur Rashid Executive Officer	+88-01717-040230 E-mail: rgcm@royalgreen.net
Sonali Investment Ltd. 11/A, SaraTower (11 th Floor), Toyenbee Circular Road, Motijheel C/A, Dhaka-1000	Mr. Dr. Md. Waliar Rahman Chief Executive Officer	+88-02-956 8777 +88-02-9556940 E-mail: sbhoid@bdmail.net
Trust Bank Investment Limited Peoples Insurance Bhaban, 36 Dilkhusha C/A, Dhaka-1000	Mr. A M Ashfaque Bari Nahid AVP	+88-02-9572012-3, +88-02-9570261 Email:manahid@trustbanklimited.com
Stock Exchanges :		
Dhaka Stock Exchange (DSE) 9/F, Motijheel, C/A, Dhaka-1000.	DSE Library	+88-02-956 4601-7 +88-02-7175705-9
Chittagong Stock Exchange (CSE) CSE Building, 1080, SK Mujib Road Agrabad C/A, Chittagong.	CSE Library	+88-031-714 632-3 +88-031-720 871-3

Prospectus would also be available on the web sites of BSEC (www.secdb.org), DSE (www.dsebd.org), CSE (www.csebd.com), Ratanpur Steel Re-Rolling Mills Limited (www.rsrbdb.com), Janata Capital and Investment Limited(www.jcil-bd.com) and Trust Bank Investment Limited (www.tbilbd.com) and at the Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

AUDITOR'S INFORMATION

Name	Address	Contact No.
Hoda Vasi Chowdhury & Co Chartered Accountants	National Office BTMC Bhaban (Level- 8) 7-9 Kawran Bazar Commercial area Dhaka- 1215.	+880 2 9120090 +880 2 9140094

TABLE OF CONTENTS

PARTICULARS	PAGE
Acronyms	2
General Information	3
Availability of Prospectus	4
SECTION I: STATUTORY CONDITIONS & DISCLOSURES	9-14
Disclosure in respect of issuance of securities in dematerialized format	9
Conditions under 2CC of the Securities and Exchange Ordinance, 1969	9-14
SECTION II: RISK FACTORS AND MANAGEMENT'S PERCEPTION ABOUT RISKS	15-18
Risk factors & management's perception about the risks	15-18
SECTION III: DECLARATIONS & DUE DELIGENCE CERTIFICATES	19-22
Declaration about the responsibility of the director(s), including the managing director of the company "Ratanpur Steel Re-rolling Mills Limited" in respect of the prospectus	19
Consent of director(s) to serve as director(s)	19
Declaration about filing of prospectus with the registrar of joint stock companies and firms	20
Declaration by the issuer about the approval from Bangladesh Securities and Exchange Commission for any material changes	20
Declaration by the issue manager(s) about the approval from Bangladesh Securities and Exchange Commission for any material changes	20
Due diligence certificate of the manager(s) to the issue	21
Due diligence certificate of the underwriter(s)	22
SECTION IV: ISSUE SIZE AND PURPOSE OF THE PUBLIC OFFERING	23
Financial Summary of the Company	23
Use of Proceeds & Implementation Schedule	23
SECTION V: DESCRIPTION OF BUSINESS	24-27
Incorporation	24
Commencement of Commercial Operation	24
Production facilities	24
Location	24
Nature of business	24
Principal products or services	24
Market of the products	24
Products or service contributing more than 10% of the company's total revenues	25
Name of associates, subsidiary/related holding company and their core areas of business	25
Distribution of the products or services	25
Competitive market condition in the business	25
Sources and availability of raw materials and the names of the principal suppliers	26
Sources of, and requirement for, power, gas and water; or any other utilities	26
Names of the customer who purchase 10% or more of the company's products/services	26
Description of any contract with its principal suppliers and customers	26
Description of any material patents, trademarks, licenses or royalty agreements	26
Number of total employees as on 30 June 2013	26
Production or services rendering capacity and current utilization	27
SECTION VI: DESCRIPTION OF PROPERTY	27-28
Description of property	27-28

SECTION VII: PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION	28-34
Internal and external sources of cash	28
Any material commitments for capital expenditure and expected sources of funds for such expenditure	28
Causes for any material changes from period to period in income, cost of goods sold, other operating expenses and net income	28
Any seasonal aspects of the company's business	29
Any known trends, events or uncertainties that shall have a material effect on the company's future business	29
Any Change in the assets of the Company used to pay off any liabilities	29
Any loan taken by the issuer from its holding/parent company or subsidiary company or loan given to aforesaid company	29
Any future contractual liabilities the company might enter into within next one year, and the impact	29
Future capital expenditure	30
Any VAT, income tax, customs duty or other tax liability including any contingent liabilities	30
Any Operating Lease the company has entered into during the last five years	31
Any Financial commitment, including lease commitment, the company had entered into during the past five years	31
All Personnel related Schemes	31
Break down of all expenses connected with the public issue	31
Information regarding revaluation of assets	32
Transaction between Holding/subsidiary/associate Company and the Issuer within the last five years	33
Auditor's certificate regarding allotment of shares to Directors, Subscribers to the Memorandum of Association and Articles of Association or Sponsor Shareholders for	33
Declaration regarding suppression of material information	34
SECTION VIII: DIRECTORS AND OFFICERS	34-37
Name, age, qualification, experience and position of all Directors of the Company	34
Involvement of Directors in other organization	34
Any family Relationship among Directors and top five officers	35
Short bio-data of each director	35
Credit Information Bureau (CIB) report	36
Particulars of Top executives	37
SECTION IX : INVOLVEMENT OF DIRECTORS AND OFFICERS IN CERTAIN LEGAL PROCEEDINGS	37
Involvement of directors and officers in certain legal proceedings	37
SECTION X : CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	38
Certain Relationships and Related Transactions	38
SECTION XI: EXECUTIVE COMPENSATION	39
Remuneration paid to the top five salaried officers in the last accounting year and the name & designation of each	39
Aggregate amount paid to all directors and officers as a group during the last	39
Remuneration paid to director who was not an officer of the company during the last accounting year	39

Any contract with any director or officer providing for the payment of future compensation	39
Any Plan to substantially increase remunerations/salaries of Officers and Directors	39
SECTION XII: OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES	39
Options granted to Directors, Officers and Employees	39
SECTION XIII: TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM	40
Transaction with the Directors and Subscribers to the Memorandum	40
SECTION XIV: TANGIBLE ASSETS PER SHARE	40
Tangible assets per share	40
SECTION XV: SHARE HOLDING STRUCTURE AND FEATURES OF IPO	40-41
Ownership of the Company's securities	40
List of sponsor/Directors and/or Shareholders who hold 5% or more shares of the Company	41
Post IPO shareholding by the sponsor/directors	41
Securities owned by the officers of the company	41
SECTION XVI: DETERMINATION OF OFFERING PRICE	41-42
Determination of Offering Price	41-42
SECTION XVII: MARKET FOR THE SECURITIES BEING OFFERED	42
Market for the Securities being Offered	42
SECTION XVIII: DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED	43-44
Dividend, voting, pre-emption rights	43
Conversion and liquidation rights	43
Dividend policy	44
Other rights of shareholders	44
SECTION XIX: DEBT SECURITIES	44
Debt Securities	44
SECTION XX: FINANCIAL STATEMENTS	45-98
Auditor's report	45
Statement of Financial Position	46
Statement of Comprehensive Income	47
Statement of Cash Flows	48
Statement of Changes in Equity	49
Notes to the Financial Statements	50-84
Auditors' additional disclosures required to submit and incorporate in the prospectus	85-92
Auditors' report under section 135(1), Para 24(1) of part II Schedule III of Companies Act, 1994	93-95
Auditor's certificate regarding calculation of EPS and Ratios	96-98
Credit Rating Report	99-108
SECTION XXI: LOCK IN PROVISION	109
Lock in Provision	109
SECTION XXII: SUBSCRIPTION, REFUND AND ALLOTMENT	109-110
Refund of Subscription money	109
Subscription by and refund to non-resident Bangladeshi (NRB)	110
Allotment	110
SECTION XXIII: AVAILABILITY OF SECURITIES	110-111
Availability of Securities	110-111
SECTION XXIV: ISSUE MANAGER & UNDERWRITER	111-113
Manager to the issue	111
Underwriters	111-112

	Right of underwriters on company's Board	113
	Relation of officers or directors of the underwriter(s) with the member of the board of the Company	113
	Commission for Underwriters	113
SECTION XXV: APPLICATION FOR SUBSCRIPTION		113-115
	Application for subscription	113-114
	Declaration about Listing of Shares with the Stock Exchange(s)	115
	Trading and Settlement	115
SECTION XXVI: BANKERS' TO THE ISSUE		116
	Bankers' To The Issue	116
SECTION XXVII: MATERIAL CONTRACTS & OTHERS		117
	Material contracts	117
	Commission to the Bankers to the Issue	117
SECTION XXVIII: CORPORATE DIRECTORY		118
	Corporate Directory	118
SECTION XXIX: INFORMATION INCLUDED AS PER BSEC'S NOTIFICATION NO. SEC/CMRRCD/2008/115/ADMIN/30 DATED OCTOBER 05, 2011		119
SECTION XXX: APPLICATION FORM		120-128

SECTION I: STATUTORY CONDITIONS AND DISCLOSURES

DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM

“As per provisions of the Depository Act, 1999 and regulations made there under, shares will be issued in dematerialized condition. All transfer/transmission, splitting or conversion will take place in the Central Depository Bangladesh Ltd. CDBL system and any further issuance of shares (including right/bonus) will also be issued in dematerialized form only.”

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

PART-A

1. The company shall go for Initial Public Offer (IPO) for 2,50,00,000 Ordinary Shares of Tk.10.00 each at an issue price of Tk. 40.00 per share including a premium of Tk. 30.00 per share worth Tk. 100,00,00,000 (Taka One Hundred 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 **5 (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 Managers, 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 Managers 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 Managers. 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 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 Managers shall ensure transmission of the prospectus, abridged version of the prospectus and relevant application forms 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 and application forms to the said Embassies and Missions within **5 (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 Managers within **2 (Two) working days** from the date of said dispatch of the prospectus and the forms.

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 (twenty four)** 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.
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 Managers, in addition to the Issuer Company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within 7 (Seven) days of expiry of the aforesaid 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 and shall remain open for **5 (Five) consecutive banking days**.
11. A non-resident Bangladeshi shall apply either directly by enclosing a foreign demand draft drawn on a bank payable at Dhaka, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking “Account Payee only”. The NRB applicants shall send applications to the issuer company within the closing date of the subscription so as to reach the same to the company by the closing date plus 9 (Nine) days. Applications received by the company after the above time period will not be considered for allotment purpose.

12. The company shall apply the spot buying rate (TT clean) in US Dollar, UK Pound Sterling and Euro of Sonali Bank Limited, which shall be mentioned in the Prospectus, as prevailed on the date of opening of the subscription for the purpose of application of the NRBs and other non-Bangladeshi persons, wherever applicable.
13. The Company and the Issue Managers shall ensure prompt collection/clearance of the foreign remittances of NRBs and other non-Bangladeshi(s), if applicable, for allotment of shares.
14. Upon completion of the period of subscription for securities, the Issuer and the Issue Managers shall jointly provide the Commission and the stock exchanges with the preliminary status of the subscription within **5 (Five) working days**, in respect of the following matters, namely: -
 - (a) Total number of securities for which subscription has been received;
 - (b) Amount received from the subscription; and
 - (c) Amount of commission paid to the bankers to the issue.
15. The Issuer and the Issue Managers shall jointly provide the Commission and the stock exchanges with the list of valid and invalid applicants (i.e. final status of subscription) in electronic form in 2 (Two) CDs and final status of subscription to the Commission within **3 (Three) weeks** after the closure of the subscription along with bank statement (original), branch-wise subscription statement. The list of valid and invalid applicants shall be finalized after examination with the CDBL in respect of BO accounts and particulars thereof.
16. The IPO shall stand cancelled and the application money shall be refunded immediately (but not later than **5 (Five) weeks** from the date of the subscription closure), 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.
17. **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 the general public category, the issuer and the managers to the issue shall jointly conduct an open lottery of all the applicants added together.**
18. All the applicants shall first be treated as applied for one minimum market lot of **200 shares worth Taka 8,000/- (Taka eight 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 Managers 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.
19. **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 application money will be forfeited by the Commission and the balance amount will be refunded to**

the applicant.

20. **The applicant shall provide with the same bank account number in the application form as it is in the BO account of the application.**
21. **The applicants who have applied for more than two applications using same bank account, their applications will not be considered for lottery and the Commission will forfeit 15% of their subscription money too.**
22. Lottery (if applicable) shall be held within **4 (Four) weeks** from closure of the subscription date.
23. The company shall issue share allotment letters to all successful applicants within **5 (Five) weeks** from the date of the subscription closing. Within the same time, refund to the unsuccessful applicants shall be made in the currency in which the value of securities was paid for by the applicants without any interest, through direct deposit to the applicant's bank account as far as possible/ Account Payee Cheque/ refund warrants with bank account number, bank's name and branch as indicated in the securities application forms payable at Dhaka/ Chittagong/ Khulna/ Rajshahi/ Barisal/ Sylhet/ Bogra, as the case may be subject to condition no. 19, 20 and 21 above.

Refund money of the unsuccessful applicants shall be credited directly to their respective bank accounts, who have chosen the option in the IPO application forms, as maintained with the bankers to the issue or any other banks mentioned in the application.

A compliance report in this regard shall be submitted to the Commission within 7 (Seven) weeks from the date of closure of subscription.

24. 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.
25. 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 -16 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 Managers, other underwriters, issuer or the sponsor group.
26. All issued shares of the issuer at the time of according this consent 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 shares in the company), who have subscribed to the shares of the company within immediately preceding 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.

27. 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 Managers, along with a confirmation thereof from the custodian bank, within 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.

28. The company shall apply to the stock exchanges for listing within 7 (Seven) working days of issuance of this letter and shall simultaneously submit to the Commission attested copies of the application filed with the stock exchanges.
29. **The company shall not declare any benefit/dividend based on the financial statements for the year ended on June 30, 2013 before listing of its capital with stock exchange(s).**

PART-B

1. The Issuer and the Issue Managers 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 Managers 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 Managers 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 Managers 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 to 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. **While certifying fund utilization, the auditors have to confirm that assets have been procured/imported/constructed at reasonable price.**
6. All transaction, excluding petty cash expenses shall be effected through the company's bank account(s).
7. 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.
8. Directors on the Company's Board will be in accordance with applicable laws, rules and regulations.
9. 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.

10. A compliance report on corporate governance as per the provision of BSEC notification no. SEC/CMRRCD/ 2006-158/129/Admin/44 dated 7 August 2012 shall be submitted to Commission before 07(seven) working days of the IPO subscription opening.
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 disseminated/transmit/submit the said quarterly half yearly financial statements in accordance with the Commission's Notification SEC/CMMRRCD/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 ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000.

PART-C

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-D

1. 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 (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 Managers shall ensure due compliance of all the above conditions and the Securities and Exchange Commission (Public Issue) Rules, 2006.

SECTION II: RISK FACTORS & MANAGEMENT'S PERCEPTION ABOUT THE RISKS

An investment in equity involves a high degree of risk. Investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment decision. Any of the following risks as well as other risks and uncertainties discussed in this Prospectus could have a materially adverse effect on our business, financial condition and results of operations. In addition, the risks set out in this Prospectus may not be exhaustive and additional risks and uncertainties, not presently known to us, or which we currently deem immaterial, may arise or become material in the future. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein:

1. Interest Rate Risk

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

Management Perception:

In order to manage this risk and overcome it, the Company shall exercise good management in its cash flows, coupled with continued strength in sales and marketing. RSRM is very careful in forecasting the prices of International steels and manage its costs in an effective manner, so as to ensure that the debt repayments are met on schedule, even if the interest rates were to rise. Even equity financing will reduce interest rate risk in future.

2. Exchange Rate Risk

Exchange rate risk occurs due to changes in foreign currency exchange rates. As the Company imports equipment from abroad and earns revenue in local currency, unfavorable volatility or currency fluctuation may affect the profitability of the Company. If exchange rate is decreased against local currency opportunity will be created for generating more profit.

Management Perception:

Appropriate and responsible hedging mechanisms are employed by RSRM in the past in case of significant taka devaluation in order to keep the cost minimum and same will be followed in future. However, if the price of the US dollar appreciates too sharply against the BDT, this will be a nationwide phenomena experienced by the whole industry. In such a scenario, there will be a market adjustment in end product prices.

3. Industry Risks

I. Profitability may reduce

The Company is operating in a highly competitive industry with low profit & highly sensitive to the market. Moreover the Company faces competition from a number of private sector mills those are found to be very aggressive in the market. Inability of offering competitive products will hinder the Company's growth potential.

Management Perception:

The Company has successfully accessed the market till date and is working on offering new and better quality products at competitive terms. Moreover the group's track records of last 3 (three) years for operating in the low profit and highly market sensitive environment establishes its capability.

II. New Entrants may enhance competition

New entrants of similar/higher scale may push the Company in a competitive scenario.

Management Perception

Implementation of similar project generally have a lead time of 5 (five) years and before the earliest entrant the Company will be able to consolidate its both financial as well as market position. Furthermore, with the track record of RSRM and its market reputation it will be very difficult for new comers to make inroads into the quality steels market. Moreover, Steel is a higher capital-intensive industry and therefore, barriers to entry are high. Hence, first-mover's advantage is big and RSRM, with its past experience and performance, will enjoy this advantage.

4. Market and Technology Related Risks

Technology always plays a vital role for each and every type of business. Better technology can increase productivity and reduce costs of production. Firms are exposed to technology risks when there are better technologies available in the market than the one used by the company which may cause technological obsolescence and negative operational efficiency.

Management Perception

The company is aware of technological changes and has adopted new technology according to its needs. Furthermore, routine and proper maintenance of the equipment carried out by the Company ensures longer service life for the existing equipment and facilities.

5. 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) Act 1991, 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

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

6. Potential Changes in Global or National Policies

Changes in the existing global or national policies can have either positive or negative impacts for the company. Any scarcity or price hike of raw materials due to changes in policy in the international market might hamper the production and profitability. Furthermore, the performance of the company would also be hampered due to unavoidable circumstances both in Bangladesh and abroad like

political turmoil. Since the risk involved with the potential changes in global or national policies is a macro factor, it is beyond the capability of RSRM to control.

Management Perception

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

7. History of Non-Operation, if any

The chance of becoming non-operative is minimum.

Management Perception

Ratanpur Steel Re-Rolling Mills Limited was incorporated in Bangladesh as Private Limited Company with limited liability by shares as on the April 22, 1986 under the Companies Act 1913 and started commercial operation on July 01, 1986 and it has no history of non operation till now. The Company has an independent body that is operated by its Memorandum & Articles of Association and other applicable laws implemented by the Government. Besides, the Company's financial strength is satisfactory. So, the chance of becoming non-operative for the Company is minimum.

8. Operational Risks

Non-availability of materials/equipment/services may affect the smooth operational activities of the Company. On the other hand, the equipment 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.

Management Perception

The company is equipped with power backup and security system, which reduce operational risk. Besides, the equipments have insurance coverage in order to get reasonable compensation for any damages. Apart from these, routine security check and proper maintenance of the equipment also reduce/eliminate the operational risk.

9. Availability of Power and Gas

Steel industries require huge and uninterrupted power supply. Any unfavorable change in power related regulations may affect the Company's business. The Company also requires Gas for heating billets and accordingly shortage of gas supply will affect the operation of the Company.

Management Perception

The Company has 16 MW power load connection through 132/33 KV substation with 132 KV National Gridline from PDB which ensures uninterrupted power supply. 4 MW/h is using by RSRM for its existing operation. Furthermore, RSRM gas connection is connected with main distribution line of Chittagong zone. So, Ratanpur Steel Re-Rolling Mills Limited is enjoying uninterrupted and sufficient electricity and gas supply.

10. Sourcing of Raw Materials

As steel market price is so variable, sourcing of raw material is so important. Shortage or price hike of raw materials will affect the Company's operation.

Management Perception

The main raw materials of the company are melting scrap, which are available both in international market and local market through ship breaking yard. The company has bilateral arrangement with a group of independent suppliers of raw materials. Therefore, it is expected that the company will have smooth flow of raw materials. In addition a new billet making plant is in under process which will be in operation within short time.

11. Distribution Risks

For any company, the most crucial wing is the distribution channel. Wide distribution network and control over the network is essential to make the quality product available to the consumer at right time and place.

Management perception

RSRM Group has strong presence all over the country since 1987. Sponsors'/ Directors' experience of more than two decades in this sector is considered the key of RSRM marketing and distribution network.

12. Risk associated with labor unrest

Smooth production is dependent on good relationship with the factory workers and their ability to provide high-quality services. In the event of disagreements with the workers, the company may experience adverse impact.

Management perception

Ratanpur Steel Re-Rolling Mills Limited maintains good atmosphere at the work place and provides all sort of facilities to the workers as per law of the land. So, it is unlikely for them to create such unrest. The company has healthy remuneration and welfare policies for its human resources, which reduces the risk of labor unrest. Again, to meet unique situations, company has alternative ways to overcome such critical circumstances.

SECTION III: DECLARATIONS & DUE DELIGENCE CERTIFICATES

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE MANAGING DIRECTOR OF THE COMPANY “RATANPUR STEEL RE-ROLLING MILLS 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/-
Maksudur Rahman
Managing Director & Director

Sd/-
Mrs. Shamsun Nahar Rahman
Director

Sd/-
Md. Younus Bhuiyan
Director

Sd/-
Md. Mizanur Rahman
Director

Sd/-
Marzanur Rahman
Director

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

We hereby agree that we have been serving as Director(s) of Ratanpur Steel Re-Rolling Mills Limited and confirm to continue to act as a Director(s) of the Company:

Sd/-
Maksudur Rahman
Managing Director & Director

Sd/-
Mrs. Shamsun Nahar Rahman
Director

Sd/-
Md. Younus Bhuiyan
Director

Sd/-
Md. Mizanur Rahman
Director

Sd/-
Marzanur Rahman
Director

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 the 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 REGARDING PROSPECTUS OF RATANPUR STEEL RE-ROLLING MILLS LIMITED

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/-

Maksudur Rahman

Managing Director & Director

Ratanpur Steel Re-Rolling Mills Limited

DECLARATION BY THE ISSUE MANAGER ABOUT THE APPROVAL FROM SECURITIES AND EXCHANGE COMMISSION FOR ANY MATERIAL CHANGES REGARDING PROSPECTUS OF RATANPUR STEEL RE-ROLLING MILLS LIMITED

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 Issue Manager

Sd/-

Md. Jahangir Miah

Chief Executive

Janata capital and Investment Limited

For Co-Issue Manager

Sd/-

Ishtiaque Ahmed Chowdhury

Managing Director

Trust Bank Investment Limited

DUE DILIGENCE CERTIFICATE OF MANAGER TO THE ISSUE

Sub: Public Offer of 25,000,000 Ordinary Shares of Tk 10/- each at an issue price of Tk. 40/- each including a premium of Tk. 30/- per share totaling Tk. 1000,000,000/- of Ratanpur Steel Re-Rolling Mills 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 discussion 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 Issue Manager

Sd/-

Md. Jahangir Miah
Chief Executive
Janata capital and Investment Limited

For Co-Issue Manager

Sd/-

Ishtiaque Ahmed Chowdhury
Managing Director
Trust Bank Investment Limited

DUE DILIGENCE CERTIFICATE OF THE UNDERWRITER(S)

Sub: Public Offer of 25,000,000 Ordinary Shares of Tk 10/- each at an issue price of Tk. 40/- each including a premium of Tk. 30/- per share totalling Tk. 1000,000,000/- of Ratanpur Steel Re-Rolling Mills Limited

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

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

WE CONFIRM THAT:

- a. 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 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/-

Chief Executive/Managing Director/CEO

ICB Capital Management Limited
Sonali Investment Limited
Royal Green Capital Market Limited
Janata Capital and Investment Limited
Trust Bank Investment Limited

SECTION IV: ISSUE SIZE AND PURPOSE OF THE PUBLIC OFFERING

Financial Summary of the Company

Particulars	No. of Shares	Amount (Tk.)
Authorized Capital	100,000,000	1,000,000,000
Paid up capital as on 30 June, 2013 (As per audited accounts June 30, 2013)	29,600,000	296,000,000
Pre- IPO Paid up capital	29,600,000	296,000,000
Initial public offering	25,000,000	250,000,000
Post-IPO Paid up capital	54,600,000	546,000,000

Use of IPO Proceeds & Implementation schedule

Ratanpur Steel Re-Rolling Mills Limited will raise paid-up capital through Initial Public Offering (IPO) in order to meet the present business needs for the purpose of business augmentation and repayment of its debt to enhance profitability in the following way:

Utilization of Fund	Amount in million Tk.	Implementation schedule
A. Working capital	230.00	Within 2-3 months after receiving IPO fund
B. Loan Repayment Sonali Bank Limited. Laldighi Corporate Branch, Chittagong	750.00	Within 15 (fifteen) working days after allotment
C. IPO Expenses	20.00	Within 1 month after obtaining consent from Bangladesh Securities and Exchange Commission (BSEC)
Total	1,000.00	

The Loan with Sonali Bank Limited (Laldighi Corporate Branch, Chittagong) will be partially settled from the IPO proceeds and remaining will be used for support of working capital and IPO expenses.

The company plans to use TK 230.00 million out of total IPO proceeds of TK 1,000 million for working capital requirements the details are as follows:

ELABORATED WORKING CAPITAL REQUIREMENTS					
Particulars	Item	Quantity (In MT)	Rate TK	Tied up Period (In Days)	TK
Raw Materials	M.S Billet	414	51,619	30	641,107,980
Factory overhead and direct labor	Electricity	Monthly Basis		30	11,596,013
	Natural gas				
	Direct labor				
	Others				
Stores & Spares	Stores & Spares	Monthly Basis		90	2,857,886
Work in progress	Cutting Billet	414	52,500	3	65,205,000
Finished Goods	M.S Rod	400	58,565	18	421,668,000
Receivables	Credit sales	400	61,100	30	733,200,000
Cash				Lump sum	10,599,336

Total	1,886,234,215
Source of Finance:	
Sonali Bank Limited (Cash Credit-Hypothecation and Pledge) which will be repaid form proposed IPO proceed	750,000,000
Credit facility from Suppliers	906,234,215
Use of proposed IPO proceed	230,000,000
Total	1,886,234,215

NB. As per rule 8B4(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/-

Obaidur Rahman FCA
Chief Financial Officer & Company Secretary

Sd/-

Maksudur Rahman
Managing Director & Director

SECTION V: DESCRIPTION OF BUSINESS

Incorporation

Ratanpur Steel Re-Rolling Mills Limited was incorporated as a private limited company on 22nd April, 1986 under the Companies Act 1913 and subsequently converted into a public limited company on 26 June, 2012 under the Companies Act, 1994 with the Registrar of Joint Stock Companies and Firms.

Commencement of Commercial Operation:

The Company commenced its commercial operation in 01 July, 1986.

Production Facilities:

The Company is engaged in the manufacturing process of producing M.S. Rod from M.S. Billet and sales of the products and other business related thereto.

Location:

- (a) Head Office:** Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong.
- (b) Factory Address:** 175-176 Baizid Bostami I/A, Baizid Bostami Road, Chittagong.

Nature of Business (as per audited accounts as on June 30, 2013):

The Company is engaged in the manufacturing process of producing M.S. Rod (40 Grade, 60 Grade and 500W) from M.S. Billet and sales/export of the products and other business related thereto.

Principal Products and services:

The principal product of the company is M. S. Rod.

Market of the products:

Major customers are the Contractors, Property Developers, Export Processing Zone, Road and Bridge Construction Company etc.

Products / Service that contributing more than 10% of the Company's total revenue:

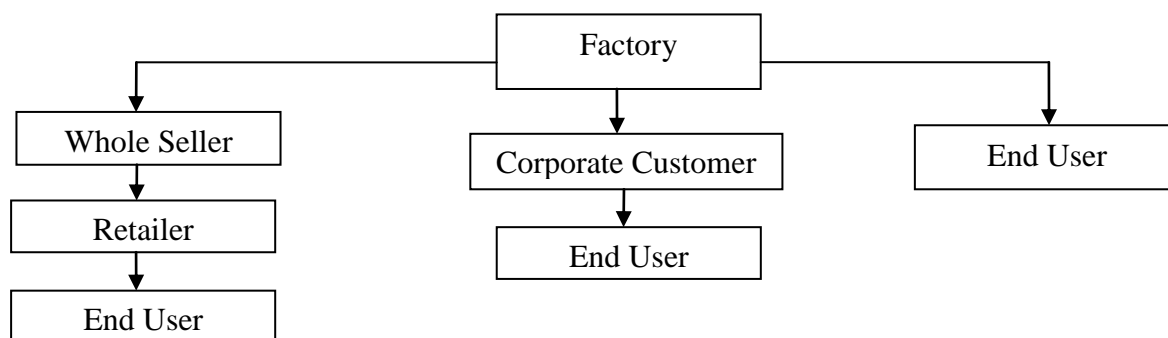
The Company has only one product and it is contributing 100% to its revenue.

Name of the Associates, Subsidiary / Related Holding Company:

Ratanpur Steel Re-Rolling Mills Limited (RSRM) has no associates, subsidiary/ related holding company.

Distribution of Products/ Services:

The Company has strong presence all over the country since 1987 with various construction materials trading and marketing. Sponsors'/ Directors' experience of more than two decades in this sector is considered the key of RSRM marketing and distribution network. Distribution of products of the Company is as follows:

**Competitive market Condition in the Business:**

RSRM always has a solid reputation in the local steel market as one of the modern establishments producing the quality MS rods available in the country. This has enabled RSRM to command the premium prices and still retain the substantial market share in a highly fragmented industry with so many players. Following are the main competitors of RSRM:

Sl. No.	Name of Competitor	Address
1	Bangladesh Steel Re-Rolling Mills Limited	Head Office: Ali Mansion, 1173/1207 Sadarghat Road, Chittagong; Project Site: 4 Fouzderhat Industrial Estates, Latifpur, Sitakunda, Chittagong.
2	Abul Khair Steels Limited	Head office: D.T Road, Pahartali, Chittagong, Bangladesh
3	Kabir Steel Re rolling Mills Limited	KabirManjil, Sk. Mujib road, Chittagong.
4	GPH Ispat Ltd.	Crown Chamber, 325 Asadgonj, Chittagong
5	Baizid Steel Mills Limited	Corporate Head Office: Rahima Center (4th floor), 1618/1839 CDA Avenue, Nasirabad, Chittagong, Dhaka Office: Hosna Center (2 nd floor), Suite 205, 106, Gulshan Avenue, Dhaka 1212
6	Seema Steel Re rolling Mills Limited	Sadharan Bima Bhaban, Sk Mujib Road, Agrabad, Chittagong.

Sources and Availability of Raw Materials and name of the Principal Suppliers:

Sources and Availability of Raw Materials and the Names of the Principal Suppliers of Ratanpur Steel Re-Rolling Mills Limited are as follows:

Sl. No.	Name of Suppliers	Category of Supply	Address
01.	Modern Steel Mills Ltd.	M.S. Billet	Head Office: Nahar Mansion, 116, CDA Avenue, Muradpur, Chittagong.

Sources of and requirement for Power, Gas and Water or any others utilities:

Sl. No.	Description	Source	Current Requirement (Approx.)
1	Electricity	BPDB	4 mwh
2	GAS	Karnafully Gas Systems Ltd	600 m ³ /Hour
3	Water*	Own deep tube well	30 Liter/Hour (Burning Loss)

*Water is 100% recycled and the burning loss is count only.

Names of the Customers who purchase 10% or more of the Company's Products and Services:

The company's products are sold to various customers. However, no single customer provides 10% or more of the Company's total revenue.

Description of any Contract with its Principal Suppliers and Customers:

The Company does not have any contract with any of its suppliers/customers except normal course of business.

Description of any Material Patents, Trademarks, Licenses or Royalty Agreements:

The company has not acquired any Patent, Licenses or Royalty Agreements except Trademark. Ratanpur Steel Re-Rolling Mills Limited registered the trade mark as "RSRM Steel For the Nation" Under Form TM-1/2, Trade Mark Act, 2009, From the Department of Patents, designs and Trade Marks, Chittagong on 06 September, 2012;

**Number of total employees as on 30 June, 2013:**

As at June 30, 2013 RSRM had 300 full time employees out of the total 498 employees, 300 employees receive yearly salaries above BDT 36,000. The table below illustrates the composition of the employees:-

Monthly Salary Range	Employees Position				Total Employee
	Permanent Basis (As per audited accounts June 30, 2013)		Contract Basis		
	Factory	Head Office	Factory	Head Office	
Below 3,000	-	-	-	-	-
Above 3,000	290	48	160	0	498
Total					498

Production or Service Rendering Capacity and Current Utilization:

Total production capacity and current utilization of capacity of the Company are as under:

(As per audited accounts June 30, 2013)

Particulars	July'2012 To June'2013
Installed Capacity in M. Ton	200,000
Production Capacity in M. Ton	187,200
Capacity Utilization in M. Ton	88,040
Capacity Utilization %	47%

(As per audited accounts June 30, 2013)

Particulars	Production Capacity (MT)		Actual Production During the Year (MT)	% of Capacity utilization	% of Excess/(shortfall)
	Per Quarter	Per Year			
MS Rod	46,800	187,200	88,040	47%	(53%)

SECTION VI: DESCRIPTION OF PROPERTY

(a) The Company's registered office is situated at Nahar Mansion 116, C D A Avenue, Muradpur, Chittagong. Bangladesh at rented Premises. The Company is established at its own land and rented premises as under:

Particulars	Address	Status
Head Office	116, C D A Avenue, Muradpur, Chittagong.	On rented premises
Factory	175-176 Baizid Bostami Industrial Area, Chittagong.	On owned land
Customer Service and Delivery shade	51 Baizid Bostami Industrial Area, Chittagong.	On owned land

(b) RSRM owns the following fixed assets at written down value as given below:

(As per audited accounts June 30, 2013)

Particulars	30.06.2013 (W.D.V)
Land & Land Development	1,048,750,000
Factory Building, Civil construction	305,080,199
Plant & Machinery	505,110,255
Logistic Vehicles	66,728,316
Furniture & Fixture	2,160,282
Motor Vehicle	11,853,315
Office Equipment	9,429,333
Machinery under capital lease	113,896,635
Total	2,063,008,336

(c) The Company owns **209.75** Decimals of land located as under:

	Location	Area in Decimal	Status
i)	I/A Plot No – 175, Baizid Bostami Road, Ctg.	48.75	Factory Building
ii)	I/A Plot No – 176, Baizid Bostami Road, Ctg.	50.00	Factory Building
iii)	I/A Plot No – 51, Baizid Bostami Road, Ctg.	111.00	Customer Service & Delivery Shed
	Total	209.75	

Plot No. 175 & 176 (98.75 DM out of 209.75DM) of the Company is mortgaged to the lending Institution namely Sonali Bank Limited, Laldighi Corporate Branch, Chittagong. All machineries are purchased in brand new condition.

(d) The date of expiration of the lease with the name of lessor is given as under:

(Amount in BDT)

Sl. No.	Name of Bank/NBFI	Type of loan	Total Amount (Lac)	Rate of interest	Sanction Date	Monthly Installment	Outstanding Balance as on 30.06.2013
1	IIDFC	Lease Loan	550.00	18% p.a.	30/03/2010	1,377,286	31,301,181
2	IDLC	Lease Loan	749.00	16.7% p.a.	14/11/2012	1,911,130	71,414,805
Total			1,299.00			3,288,416	102,715,986

(e) All the assets are in good condition and no re-conditioned or second hand plant or machinery is used by the company;

SECTION VII: PLAN OF OPERATION & DISCUSSION OF FINANCIAL CONDITION

01. Internal and External sources of Cash:

Internal and External Sources of Cash:

(As per audited accounts)

Particulars	30.06.2013	30.06.2012	30.06.2011	30.06.2010	30.06.2009
Internal sources of Cash					
Share Capital	296,000,000	296,000,000	296,000,000	96,000,000	96,000,000
Share Money Deposit	-	-	-	200,000,000	-
Retained earnings	349,370,327	182,629,334	26,664,153	(137,296,341)	(160,945,470)
Total	645,370,327	478,629,334	322,664,153	158,703,659	(64,945,470)
External Sources of Cash					
Long term portion of Lease Liabilities	87,385,400	30,393,413	40,443,419	-	-
Sub Total	87,385,400	30,393,413	40,443,419	-	-
Grand Total	732,755,727	509,022,747	363,107,572	158,703,659	(64,945,470)

02. Any Material commitment for Capital Expenditure and Expected Sources of funds for such expenditure:

The Company has not entered into any material commitment for capital expenditure for expansion of the project.

03. Causes for any Material changes from period to period in income, Cost of goods sold, other operating expenses and net income:

(As per audited accounts June

30, 2013)

	Amount in BDT				
	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
Revenue	5,253,806,261	5,936,058,395	3,971,094,640	1,439,527,253	429,814,608
Cost of Goods Sold	(4,738,541,235)	(5,352,343,023)	(3,601,999,850)	(1,330,177,744)	(420,151,796)
Gross Profit	515,265,026	583,715,372	369,094,789	109,349,509	9,662,811
Operating Expenses	(61,621,705)	(58,487,423)	(63,514,266)	(36,360,411)	(8,789,476)
Administrative and Other Exp.	(18,795,015)	(19,554,069)	(29,206,668)	(17,707,343)	(6,113,022)
Selling and Distribution Exp.	(42,826,690)	(38,933,355)	(34,307,599)	(18,653,068)	(2,676,454)

Operating Profit	453,643,321	525,227,949	305,580,523	72,989,098	873,335
Finance Cost	(159,680,646)	(133,520,338)	(110,497,936)	(49,339,970)	-
Finance Income	283,456	645,439	275,231	-	-
Profit before income tax and WPPF and Welfare Fund	294,246,131	392,353,050	195,357,818	23,649,128	873,335
Contribution to WPPF and welfare Fund	(14,712,307)	(19,617,653)	(9,767,891)	-	-
Net Profit before income tax	279,533,825	372,735,398	185,589,927	23,649,128	873,335
Income tax Expenses					
Current Tax	(39,896,283)	(131,762,418)	(19,856,849)	-	-
Deferred Tax	(72,896,548)	(85,007,799)	(1,772,583)	-	-
Net Profit after tax	166,740,993	155,965,180	163,960,495	23,649,128	873,335
Earnings per share (EPS)	5.63	5.27	8.13	2.46	0.09

The Company's turnover from 2009 to 2013 increased significantly: (a) Due to increase in capacity utilization and price of the finished goods & due to expansion of capacity by addition of new plant and machinery of Tk. 211.86 million as well as changes government policy for infrastructure development in the public sector in between year 2009 to year 2010. (b) In year 2010 to year 2011 the company again expanded its production capacity by addition of plant and machinery of Tk. 96.00 million. As a result of these efforts in previous years the company utilized almost 62% of its production capacity in the year 2012 which was only 41% in the year 2011. (c) In year 2012 to 2013 addition of plant & machinery 553.8 million for producing TMT Bar (New Product) which will help to profitability and turnover in the upcoming year.

04. Any Seasonal aspect of the Company's Business:

There is no direct seasonal impact on the products of the Company. However, as the construction works remain slowish during rainy season, the sales and production of the Company also reduces at that time.

05. Any known Trends, Events or Uncertainties that shall have a material effect on the company's future business:

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

- Political unrest;
- Natural disaster;
- Entrance of new technology;
- Increase competition;
- Up-trend price of billets in the international market;
- Shortage of Gas or Power supply;

06. Any Change in the Assets of the Company used to pay off any Liabilities:

No asset of the company has been disposed of to pay out any liability of the company.

07. Any Loan taken by the issuer from its Holding/Parent or Subsidiary Company or long given to aforesaid company:

The company does not have any holding/parent or subsidiary company.

08. Any future contractual liabilities the company might enter into within next one year and the impact:

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

09. Future capital expenditure

The Company does not have any plan for future capital expenditure.

10. Any VAT, Income Tax, Customs Duty or other Tax Liability including any contingent liabilities:

- a) VAT: The Company's VAT registration no. 2021000362 and it pays VAT in time and submits return accordingly. The company has no VAT liability as on June 30, 2013.
- b) Income Tax: The Company has been paid income tax and submitted return as regular basis. The Company's TIN No. 341-200-1150/Circle-2, Zone-1. Year wise income tax status of the Company is depicted below (last five years):

Accounting Year ended on	Assessment Year	Assessment Status	Status
30-06-2009	2009-2010	Assessment completed	As per certificate given by DCT of Tax Circle-2(Companies), Tax Zone-1, Chittagong dated 15-12-2010 Income Tax return has been submitted for the assessment year 2009-2010 under Universal Self Assessment System against disclosed income that is considered as settled as per rule.
30-06-2010	2010-2011	Assessment completed	As per certificate given by DCT of Tax Circle-2(Companies), Tax Zone-1, Chittagong dated 15-05-2011 Income Tax return has been submitted for the assessment year 2010-2011 under Universal Self Assessment System against disclosed income that is considered as settled as per rule.
30-06-2011	2011-2012	Assessment completed	Assessment has been Completed and certificate given by DCT of Tax Circle-2(Companies), Tax Zone-1, Chittagong dated 5-09-2012
30-06-2012	2012-2013	Assessment completed	As per certificate given by DCT of Tax Circle-2(Companies), Tax Zone-1, Chittagong dated 25-07-2013 Income Tax return has been submitted for the assessment year 2012-2013 under Universal Self Assessment System against disclosed income that is considered as settled as per rule.
30-06-2013	2013-2014	Not yet submitted	Shall be submitted on or before 31 Dec 2013 as per income tax ordinance 1984 U/S-75.

- c) Customs Duty: On June 30, 2013 the Company's does not have any customs duty obligations.

11. Any Operating Lease the company has entered into during the last five years:

The Company has established its head office at Chittagong as under:

Particulars	Name of Lessor	Area	Period of Lease	Rent per square feet in Tk.	Yearly amount in Tk.
Head Office: Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong, Bangladesh.	Maksudur Rahman Managing Director & Director of the Company	1,000 sft	3 (three) years from July 2013	13.00	1,56,000/-

Note: The Company shall give all of utility bill for their usage and shall give the rent within Tenth date of the running month for current month's rent through check or pay order.

12. Any Financial commitment, including lease commitment, the company had entered into during the past five years:

The company has obtained following Financial lease/Loan facilities during last 05 (five) years.

(Amount in BDT)

Sl. No.	Name of Bank/NBFI	Type of loan	Total Amount (Lac)	Rate of interest	Sanction Date	Monthly Installment	Outstanding Balance as on 30.06.2013
1	IIDFC	Lease Loan	550.00	18% p.a.	30/03/2010	1,377,286	31,301,181
2	IDLC	Lease Loan	749.00	16.7% p.a.	14/11/2012	1,911,130	71,414,805
Total			1,299.00			3,288,416	102,715,986

13. All personnel related Schemes:

The company's remuneration packages include salary and allowances, incentive bonus, special incentives, festival bonus, performance bonus and annual leave encashment. The Company Contributed 5% of net profit before charging the amount to the aforementioned fund in accordance with the requirement of section 15 of Labour Law 2006.

14. Break down of all expenses connected with the public issue

The following amounts to be paid to the Issue Managers, Underwriters & other costs are estimated as follows: The following table shows the amounts paid to the Issue Managers, Underwriters and other costs are estimated as follows:

Sl. No.	Particulars	Nature of Expenditure	Amount in BDT
Issue Management Fees:			2,300,000
1	Managers to the Issue Fee (Janata Capital and Investment Limited- Tk. 14.00 Lac & Trust Bank Investment Limited- Tk. 6.00 Lac)	1.00% of the total amount raised or Tk. 2 million Whichever is lower	2,000,000
2	VAT against Issue Management fee	15 % of Issue Management Fees	300,000
Listing Related Fees:			2,043,000
3	Application Fee for DSE	Fixed	5,000
4	Annual Fee for DSE and CSE	Fixed	200,000
5	Listing Fees for Stock Exchange (DSE & CSE)	Fee @ 0.25% on Tk. 100 million and 0.15% on the rest amount of paid up capital; maximum Tk. 2 million for each exchange	1,838,000

BSEC Fees:			1,510,000
6	Application Fee	Fixed	10,000
7	SEC Consent Fee	Fee @ 0.15% on entire offer	1500,000
IPO Related Fees			5,500,000
8	Underwriting Commission	Commission @ 0.50% on underwritten amount	2,500,000
9	Bankers to the Issue Commission	Commission @ 0.10% of collected amount (Assumed 3 times)	3,000,000
CDBL Fees and Expenses:			783,500
10	Security Deposit	At Actual	500,000
11	Documentation Fee	At Actual	2,500
12	Annual Fee	At Actual	100,000
13	Connection fee (500 TK per Month*12)	At Actual	6,000
14	Initial Public Offering Fees	Fee @ 0.0175% of offer price	175,000
Printing and Post IPO Expenses:			7,863,500
15	Publication of Prospectus	Estimated (to be paid at actual)	700,000
16	Abridged version of Prospectus and Notice in 4 daily newspaper	Estimated (to be paid at actual)	200,000
17	Notice for Prospectus, Lottery, Refund etc. in 4 daily newspaper	Estimated (to be paid at actual)	100,000
18	Printing of Forms	Approximate	2,100,000
19	Lottery Conducting Expenses & BUET fee	Estimated (to be paid at actual)	1,000,000
20	Data Processing, Distribution	Estimated (to be paid at actual)	3,000,000
21	Courier Expenses	Estimated (to be paid at actual)	300,000
22	Allotment & Refund	Estimated (to be paid at actual)	198,000
23	Stationeries and Other Expense	Estimated (to be paid at actual)	265,500
Grand Total			20,000,000
NB: Actual costs will vary if above mentioned estimates differ and will be adjusted accordingly.			

15. Information regarding Revaluation of Company's Assets:

The Company revalued its Land & Land Development as on April 12, 2012 which has been reflected in the Financial Statements of the Company. Particulars of the Valuer and summary of report are as follows:

Name of the valuer	Emerging Resources Limited SAMS RANGS, 104 Park Road, 1 st & 2 nd Floor, Baridhara, Dhaka-1212 Tel: +88 029860911, +88 029860897 Email: info@emergingresource.com
Qualification	Management Consultants run by Professional Chartered Accountants and Engineers
Reasons for Valuation	To ascertain net worth of the project at current value of the land and land development. Also to reflect the actual value of its land and land development under the head fixed assets.
Method of Valuation	Fair Market Value Land values have been estimated by using recent prices for similar plots of land sold in the area. However, certain adjustments have been made for the plus and

minus points of the land possessed by the Company. This has been done with the assistance of brokers and agencies dealing in land.

Area of Land Valued	209.75 decimal
Book Value of land (At the time of valuation)	TK 104,800,000
Current Valuation of Land	TK 1,048,750,000
Revaluation Surplus	TK 943,950,000

Works Done to Date

Over the years Emerging Resources Limited have performed (individually and jointly) numerous Land and Fixed Assets valuation related previous engagements. Particulars of some of the engagements are as follows:

SL No.	Name of Client
1	Macksons Spinning Mill Ltd.-For issuing bonus share
2	Bay Footwear Ltd.
3	M/s. Shalbahan Farms Ltd. (A sister concern of Bay Footwear Ltd.)

16. Transaction between Holding/Subsidiary/Associate Company and Issuer within last five years

There are no transactions with the Subsidiary/Holding and Associate Companies.

17. Auditor's certificate regarding allotment of shares to Directors, Subscribers to the Memorandum of Association and Articles of Association or Sponsor Shareholders for consideration otherwise than for cash

This is to certify that Ratanpur Steel Re-Rolling Mills Limited, Chittagong bearing Registration No.C-15492/1058 of 1985-1986, Date-02.04.1986 has the following capital structure as on 30/06/2013.

Authorized Capital:	Amount in Taka
100,000,000 Ordinary Shares of Taka 10 each	1,000,000,000

Issued, Subscribed and Paid up Capital:

Subscription as per Memorandum of Association & Articles of Association

Name of the Shareholders	Number of Share	Amount in Taka		
		For Cash Consideration	Other than Cash	Total
Maksudur Rahman (Managing Director)	14,865,000	148,650,000	-	148,650,000
Shamsun Nahar Rahman (Director)	5,820,000	58,200,000	-	58,200,000
Md. Younus Bhuiyan (Director)	4,515,000	45,150,000	-	45,150,000
Md. Mizanur Rahman (Director)	1,500,000	15,000,000	-	15,000,000
Marzanur Rahman (Director)	1,500,000	15,000,000	-	15,000,000
Ratanpur Ship Recycling Industries Ltd.	1,350,000	13,500,000	-	13,500,000
Sayed Nushrat Rahman	50,000	500,000	-	500,000
Total	29,600,000	296,000,000	-	296,000,000

Dhaka,

Sd/-
Chartered Accountants

18. Declaration regarding suppression of material information

This is to declare that to the best of our knowledge and belief no information, facts, circumstances, that are disclose-able have been suppressed that can change the terms and conditions under which the offer has been made to the public.

On Behalf of Ratanpur Steel Re-Rolling Mills Limited.

Sd/-

Maksudur Rahman

Director & Managing Director

SECTION VIII: INFORMATION ABOUT DIRECTORS AND OFFICERS

01. Name, Age, Qualification, Experience and Position of all Directors of the Company

Name	Age	Position	Experience	Date of Becoming Director for the 1 st time	Qualification	Date of Expiration of Current Term
Mr. Maksudur Rahman	63	MD & Director	41 Years	22 nd April 1986	Graduate	29 th AGM 2014
Mrs. Shamsun Nahar Rahman	48	Director	31 Years	22 nd April 1986	HSC	31 th AGM 2016
Mr. Md. Younus Bhuiyan	51	Director	31 Years	22 nd April 1986	Graduate	30 th AGM 2015
Mr. Md. Mizanur Rahman	30	Director	6 Years	24 April 2012	Graduate	29 th AGM 2014
Mr. Marzanur Rahman	27	Director	4 Years	24 April 2012	Mechanical Engineer	29 th AGM 2014

02. Involvement of Directors in other organization:

The following table enumerates the legal status of the entities where directors have interest:

Name of Directors	Age	Position with RSRM	Entities where they have Interest	Legal Status	Position	Experience (in years)
Mr. Maksudur Rahman	63	Director & Managing Director	Modern Steel Mills Ltd.	Private	Director	41
			S M Steel Re-Rolling Mills Ltd	Private	Director And Managing Director	
			M Rahman Steel Mills Ltd.	Private	Director And Managing Director	
			Ratanpur Ship Recycling Industries Ltd.	Private	Director And Managing Director	
			Ratanpur Shipping Lines Ltd.	Private	Director	
			Ratanpur Shipping Services Ltd.	Private	Director	
			Ratanpur Real Estate Ltd.	Private	Director	
			Ratanpur Jute Spinners Ltd.	Private	Director	
			JRF Jute Spinners Ltd.	Private	Director	
Mrs. Shamsun Nahar Rahman	48	Director	Modern Steel Mills Ltd.	Private	Director	31
			Ratanpur Ship Recycling Industries Ltd.	Private	Director	

			S M Steel Re-Rolling Mills Ltd	Private	Director	
			M Rahman Steel Mills Ltd.	Private	Director	
Mr. Md. Younus Bhuiyan	49	Director	Ratanpur Shipping Lines Ltd.	Private	Director	31
			Ratanpur Shipping Services Ltd.	Private	Director	
			Ratanpur Real Estate Ltd.	Private	Director	
			Modern Steel Mills Ltd.	Private	Director	
			S M Steel Re-Rolling Mills Ltd	Private	Director	
			M Rahman Steel Mills Ltd.	Private	Director	
			Ratanpur Ship Recycling Industries Ltd.	Private	Director	
Mr. Md. Mizanur Rahman	30	Director	Ratanpur Shipping Lines Ltd.	Private	Director And Managing Director	6
			Ratanpur Shipping Services Ltd.	Private	Director And Managing Director	
			Ratanpur Real Estate Ltd.	Private	Director And Managing Director	
			Ratanpur Jute Spinners Ltd.	Private	Director	
			JRF Jute Spinners Ltd.	Private	Director	
			Modern Steel Mills Ltd.	Private	Director And Managing Director	
Mr. Marzanur Rahman	27	Director	Ratanpur Jute Spinners Ltd.	Private	Director And Managing Director	4
			JRF Jute Spinners Ltd.	Private	Director And Managing Director	
			Modern Steel Mills Ltd.	Private	Director	

03. Any Family Relationship among Directors and Top Five Officers:

Name	Position in the Company	Relationship
Mr. Maksudur Rahman	Managing Director	Self
Mrs. Shamsun Nahar Rahman	Director, Logistics	Wife of Managing Director
Mr. Md. Younus Bhuiyan	Director, Operation	Younger brother of Managing Director
Mr. Zulfiker Ali Azad	Executive Director-Sales	No relationship
Mr. Mohammed Anwar Ali	Executive Director-Factory	No relationship
Mr. Obaidur Rahman FCA	CFO and Company Secretary	No relationship

Family Relationship among the Directors:

Name of the Director	Position in the Company	Relationship
Maksudur Rahman	Director & Managing Director	Self
Shamsunahar Rahman	Director	Wife of Managing Director
Md. Younus Bhuiyan	Director	Brother of Managing Director
Md. Mizanur Rahman	Director	Elder son of Managing Director
Marzanur Rahman	Director	Younger son of Managing Director

04. Short Bio-Data of the Directors:

Maksudur Rahman

Maksudur Rahman the Managing Director of the company, was born in 1950. He is a graduate and having 41 years of business experience. He is the founder of the RSRM group and the Ratanpur Steel Re-Rolling Mills Limited is one of the concerns of the RSRM group. Upon completion of his

Graduation Mr. Rahman started his business in the year 1972 and established a steel Re-rolling Mills in Chittagong in the name of Ratanpur Steel Re-Rolling Mills Limited in the year 1986. After realizing the business risk diversification regarding back ward linkage Mr. Rahman planned to start scrap ship breaking in the year 1990 and till now he is one of the pioneer business man in Chittagong regarding scrap ship breaking and he owned two high-tech scrap ship breaking yard. Giving more emphasize on ship breaking business, Mr. Rahman brought a new concept to acquire second hand live vessel (ocean going) to strengthening ship breaking yard in the near future because the second hand ship having lower useful life and ultimately going into scrap vessel. In the mean-time he is known as one of the intelligent business entrepreneurs' in the country. Mr. Rahman retained multi-dimensional business knowledge and he knows better how to reduce the systematic risk in the business as a result his foot print on the various back ward and forward linkage in the industry as well as business.

Mrs. Shamsunahar Rahman

Mrs. Shamsunahar Rahman, wife of Mr. Maksudur Rahman, was born in 1965 having education qualification HSC. She is the director of the company since inception having 31 years of business experience.

Md. Younus Bhuiyan

Md. Younus Bhuiyan was born in 1964. He is a graduate having 31 years of Business Experience. He is the younger brother of Mr. Maksudur Rahman. From the very beginning of the RSRM group he was involved with this group and one of the key management personnel of this group. He is involved with the operational activities of the company.

Md. Mizanur Rahman

Md. Mizanur Rahman was born in 1982. He is a graduate having 6 years of business experience. He is the elder son of Mr. Maksudur Rahman. Having knowledge of cutting edge technology in the steel industry. He is looking after present business operation of the RSRM group. With change management concept he is trying to create a corporate environment and ensure accountability in the business function among the business unit in the group. The concept of decentralization of work is coming from him and the RSRM group having new business logo and other communication strategy regarding brand promotion and business relationship with stake holders is developing overnight.

Marzanur Rahman

Marzanur Rahman was born in 1986. He is a graduate in mechanical engineering and business management from UK having 4 years of business experience. He is the younger son of Mr. Maksudur Rahman. Having knowledge of cutting edge technology in the steel industry and he is looking after present business operation of the RSRM group.

05. Credit Information Bureau (CIB) report

Neither the Issuer nor any of its directors or shareholders who hold 5% or more shares of the Issuer is loan defaulter in terms of the Credit Information Bureau (CIB) Report of the Bangladesh Bank.

06. Particulars of Top executives

The following table enumerates the date of joining and last five years experiences of the officers.

Name	Age (Years)	Designation	Qualification	Date of Joining	Experience With Company	Last Five Years of Experience
Mr. Maksudur Rahman*	63	Managing Director	Graduate	22 nd April 1986	27 Years	As director of the company
Mrs. Shamsun Nahar Rahman*	48	Director- Logistics	HSC	15 th June 1995	18 Years	As director of the company
Mr. Md. Younus Bhuiyan*	49	Director-Operation	Graduate	1 st January 1989	24 Years	As director of the company
Mr. Zulfiker Ali Azad	50	Executive Director-Sales	Graduate	12 February 2000	13 Years	As executive director of the company
Mr. Mohammed Anwar Ali	70	Executive Director	Mechanical & Industrial Engineer	1 st May 2011	3 Years	As executive director in PHP Group from Nov 2006 to April 2011
Mr. Obaidur Rahman FCA	35	Chief Financial Officer & Company Secretary	Chartered Accountant	5 th September 2011	3 Years	Worked as CFO in Keya Knit Composite Ltd. from March 2009 to Aug 2011
Mr. Md. Shafiqul Islam	46	General Manager-Sales	Post Graduate	15 th March 2012	2 Years	As GM (Sales) in Shun Shing Group from Feb 2007 to Feb 2012
Mr. Mrinal Kanti Mondol	52	Asst. General Manager-Finance and Accounts	Graduate	25 th January 1989	24 Years	As AGM (Finance and Accounts) of the company
Mr. Tapan Kanti Majumder	59	Chief Mechanical Engineer	B.Sc. in Mechanical	20 th June 2011	3 Years	As Chief Mechanical Engineer in BSRM Ltd from Jan 2008 to May 2011
Mr. Mohammad Ali	65	Chief Electrical Engineer	Diploma in Electrical Engineer	25 th April 2006	8 Years	As Chief Electrical Engineer of the company
Mr. Sayed Aftab Ali	68	Manager (Production & Maintenance)	Diploma in Mechanical Engineer	25 th April 2006	8 Years	As Manager (Production & Maintenance) of the company

*Shareholder directors of the company.

SECTION IX: INVOLVEMENT OF DIRECTORS AND OFFICERS IN CERTAIN LEGAL PROCEEDINGS

No Director or Officer of the Company was involved in any of the following types of legal proceedings in the past ten years:

- Any bankruptcy petition filed by or against any company of which any officer or director of the issuer company filling the prospectus was a director, officer or partner at the time of the bankruptcy;
- Any conviction of director, officer in criminal proceedings or any criminal proceedings pending against him.
- Any order, judgment or decree of any Court of competent jurisdiction against any director, officer permanently or temporarily enjoying, 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 of securities or Banking activities.

SECTION X: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company has not entered into any transaction during the last 02 (two) years or any proposed transactions, between the company and any of the following persons:

- (a) Any Director or Executive officer of the issuer.
- (b) Any director or officer.
- (c) Any person owning 5% or more of the outstanding share of the issuer.
- (d) Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons.
- (e) 3 Directors name in Mr. Maksudur Rahman, Mrs. Shamsun Nahar Rahman & Mr. Md. Younus Bhuiyan as a Managing Director, Director-Logistics & Director- Operation working in the Company.
- (f) Except the following transaction shown under note-27 of audited accounts the directors' did not take any other perquisites:

Name	Designation	Annual Remuneration/Salary (BDT)
Mr. Maksudur Rahman	Managing Director	648,294
Md. Younus Bhuiyan	Director-Operation	648,412
Mrs. Shamsun Nahar Rahman	Director-Logistics	648,294
Mr. Md. Mizanur Rahman	Director	-
Mr. Marzanur Rahman	Director	-

- A. The company does not pay any amount as Board Meeting Attendance Fee to its Directors.
- B. Without the above mentioned facilities no director is entitled to any other facilities.
- C. There is no contract with any Director for future compensation.

The following table illustrates the purchases from Modern Steel Mills Limited as common Directorship and transactions with Lessor, Maksudur Rahman (MD & Director):

Sl. No	Name of Related Party	Relationship	Payable as at 30.06.2012	Purchase During the Period	Payment During the Period	Payable as at 30.06.2013
(a)	Modern Steel Mills Limited -Supplier of raw materials (M.S Billet)	Common Directorship	796,013,448	4,880,181,276	4,753,264,202	922,930,522
(b)	Maksudur Rahman Lessor of Rented Head office (Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong)	Managing Director & Director	-	156,000	156,000	-
	Total		796,013,448	4,880,337,276	4,753,420,202	922,930,522

SECTION XI: EXECUTIVE COMPENSATION

Remuneration/Salary paid to top 5 (five) salaried officers of the Company in the last accounting Period:

(As per audited accounts June 30, 2013)

Sl. No.	Name	Designation	Remuneration/Salary (BDT) July, 2012 to June, 2013
1	Mr. Maksudur Rahman*	Managing Director	648,294
2	Md. Anwar Ali	Executive Director	960,000
3	Mr. Obaidur Rahman FCA	CFO & Company Secretary	840,000
4	Md. Younus Bhuiyan*	Director-Operation	648,412
5	Mrs. Shamsun Nahar Rahman*	Director-Logistics	648,294

* Also Shareholders of the Company

Aggregate Amount of Remuneration/Salary paid to Directors & Officers:

(As per audited accounts June 30, 2013)

Sl. No.	Name	Remuneration/Salary (BDT) July, 2012 to June, 2013
1	Managing Director's Remuneration	648,294
2	Directors' Remunerations: Md. Younus Bhuiyan (Director, Operation) Tk. 648,412 Shamsun Nahar Rahman (Director, Logistic) Tk. 648,294 Sub Total Tk. 1,296,706	1,296,706
3	Remunerations/Salary paid to Executives & Employees	8,505,227
	Total	10,450,227

- The company does not pay any amount as Board Meeting Attendance Fee to its Directors.
- The Company did not pay any amount to any Director who was not an Officer of the Company during the last fiscal year except the above mentioned persons.
- There is no contract with any Director/Officer for future compensation.

Pay Increase Intention:

The company does not have any plan to substantially increase remuneration to officer Sd/-Directors except normal & additional annual increments/awards of salaries/allowances as per service regulation/Articles of Association and in line with the performance achieved by individuals.

SECTION XII: OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

The company did not grant any option to any directors, officers and all other employees of the Company or to other person involved with the Company.

SECTION XIII: TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

Benefit from the Company

The Directors and subscribers to the Memorandum of the Company have not received any benefit except remuneration received by directors Mr. Maksudur Rahman, Mrs. Shamsun Nahar Rahman and Md. Younus Bhuiyan for their services rendered to the Company.

Promoters' Asset to Company

Directors and subscribers to the memorandum have not transferred any asset to the company.

SECTION XIV: TANGIBLE ASSETS PER SHARE

The calculation of Net Tangible Assets value per share is as under

Particular	Taka
Non-Current Assets	2,118,020,703
Property Plant and Equipment	2,063,008,336
Capital Work in Progress	55,012,367
Current Assets	2,192,672,783
Advances Deposits and Prepayments	80,565,391
Inventories	1,613,125,611
Accounts Receivable	489,946,817
Cash and Cash Equivalents	9,034,964
Total Assets	4,310,693,485
Less: Liabilities	(2,721,373,158)
Net Tangible assets	1,589,320,327
Number of ordinary shares outstanding (Denominator)	29,600,000
Tangible Assets value per share	53.69

SECTION XV: SHARE HOLDING STRUCTURE AND FEATURES OF IPO

OWNERSHIP OF THE COMPANY'S SECURITIES (As Per Schedule X)

Name	Number of share	Percentage	Total Capital
Mr.Maksudur Rahman (Managing Director)	14,865,000	50.22%	148,650,000
Mrs.Shamsun Nahar Rahman (Director)	5,820,000	19.66%	58,200,000
Mr.Md. Younus Bhuiyan (Director)	4,515,000	15.25%	45,150,000
Mr.Mizanur Rahman (Director)	1,500,000	5.07%	15,000,000
Mr.Marzanur Rahman (Director)	1,500,000	5.07%	15,000,000
Ratanpur Ship Re-cycling Industries Ltd.	1,350,000	4.56%	13,500,000
Mrs. Sayeda Nushrat Rahman	50,000	0.17%	500,000
Total	29,600,000	100%	296,000,000

No officer/executive except the following holds any share of the Company individually or as a group as at 30.06.2013

SHAREHOLDERS SHAREHOLDING 5% OR MORE						
Name of Shareholder	Status	Class of Share	No of Shares Subscribed	Amount of Shares Owned in Taka	Percentage (%)	
					Pre IPO	Post IPO
Maksudur Rahman	Director and Managing Director	Ordinary	14,865,000	148,650,000	50.22%	27.23%
Shamsun Nahar Rahman	Director	Ordinary	5,820,000	58,200,000	19.66%	10.66%
Md. Younus Bhuiyan	Director	Ordinary	4,515,000	45,150,000	15.25%	8.27%
Md. Mizanur Rahman	Director	Ordinary	1,500,000	15,000,000	5.07%	2.75%
Marzanur Raman	Director	Ordinary	1,500,000	15,000,000	5.07%	2.75%
Total			28,200,000	282,000,000	95.27%	51.65%

No securities have owned by the officers of the company.

SECTION XVI: DETERMINATION OF OFFERING PRICE

Determination of Offering Price:

The issue price of at Tk. 40.00 each including a premium of Tk. 30.00 per share is justified as details below:

Justification of Offering Price Under Different Methods	Amount (Tk.)
Method 1 (a): Net Assets Value (NAV) per share	53.69
Method 1 (b): Net Assets Value (NAV) per share without considering asset revaluation	21.80
Method 2: Historical Earnings based value per share	66.68

Method 1 (a) & (b): Price based on Net Assets Value (NAV) per share

Sl. No.	Particulars	Amount (Tk.)
A	Share capital as on 30 June 2013	296,000,000
	Retained Earnings as on 30 June 2013	349,370,327
	Revaluation Surplus of land and land development as on 30 June 2013	943,950,000
	Total shares holders equity as on June 30 2013	1,589,320,327
B	Total number of shares as on 30 June 2013 before IPO	29,600,000
C	Net Assets Value per Share at BDT 10 per share as per audited financial statement (A/B) with revaluation surplus -Method 1 (a)	53.69
D	Net Assets Value per Share at BDT 10 per share without considering asset revaluation -Method 1 (b)	21.80

Method 2: Historical Earnings based value per share

Average Price Earnings of Engineering Sector (Sept, Oct and Nov 2013)*
 $= (20.89 + 20.81 + 22.42)/3 = 64.12/3 = 21.37$

Average Price Earnings of Market (Sept, Oct and Nov 2013)*
 $= (14.36+14.23+15.08)/3 = 43.67/3 = 14.56$

*Source: DSE Monthly review

Sl. No.	Year	No. of shares	Net profit after tax (Tk.)	Weight of no. of share	Weighted Average of Net profit after tax (Tk.)
1	30 June 2009	9,600,000	873,335	0.0889	77,630
2	30 June 2010	9,600,000	23,649,128	0.0889	2,102,145
3	30 June 2011	29,600,000	163,960,495	0.2741	44,937,321
4	30 June 2012	29,600,000	155,965,180	0.2741	42,746,012
5	30 June 2013	29,600,000	166,740,993	0.2741	45,699,383
	Total	108,000,000		1.0000	135,562,491
No. of shares as on 30 June 2013					29,600,000
Weighted average EPS					4.58
3 months average P/E (lower one between engineering sector and Market 21.37 & 14.56)					14.56
Earning Based Value per share (4.58X14.56) Method-2					66.68

SECTION XVII: MARKET FOR THE SECURITIES BEING OFFERED

The issuer shall apply to all the stock exchanges in Bangladesh within 7 (seven) working days from the date of consent accorded by the Commission to issue prospectus.

The issuer will apply at:

Dhaka Stock Exchange Limited (DSE)

9/F, Motijheel C/A, Dhaka-1000

And

Chittagong Stock Exchange Limited (CSE)

CSE Building, 1080 Sk. Mujib Road,
Agrabad C/A, Chittagong.

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

None of the stock exchange(s), if for any reason, grants listing within 75 days from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within fifteen days from the date of refusal for listing by the stock 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 fifteen days, the company directors, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) per month above the bank rate, to the subscribers concerned.

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

Trading and settlement regulation of the stock exchanges shall apply in respect of trading and settlement of the share of the company.

SECTION XVIII: 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. Shareholders shall have the usual voting right in person or by proxy in connection with, among others, selection of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra Ordinary. On a show of hand every shareholder present 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/her. In case of any additional issue of shares for raising further capital the existing shareholders shall be entitled to Right Issue of shares in terms of the guidelines issued by the SEC from time to time.

Conversion & Liquidation Right

If the company at any time issues convertible preference shares or Debenture with the consent of SEC, such holders of Securities shall be entitled to convert such securities into ordinary shares if it is so determined by the company. Subject to the provisions of the Companies Act, 1994, Articles of Association of the Company and other relevant Rules in force, the Shares, if any, of the Company are

freely transferable, the Company shall not charge any fee for registering transfer of shares. No transfer shall be made to firms, minors or persons of unsound mental health.

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 subject to the provision 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 dividend.

Other Rights of Stock Holders

The shareholders shall have the right to receive all periodical reports and statements, audited as well as un-audited, published by the company from time to time. The Directors shall present the financial statements as required under the Law and International Accounting standards. Financial Statements will be prepared in accordance with International Accounting Standards, consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and International Accounting Standard to the shareholders regarding the Financial and operational position of the Company. In case of any declaration of stock dividend by issue of bonus shares, all shareholders shall be entitled to it in proportion to their shareholdings on the date of book closure for the purpose. The shareholders holding not less than 10% of the issued/fully 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.

SECTION XIX: DEBT SECURITIES

There is no debt securities issued by the company and is not planning to issue any of such securities within next six months.

SECTION XX: FINANCIAL STATEMENTS

AUDITOR'S REPORT TO THE SHAREHOLDERS OF

RATANPUR STEEL RE-ROLLING MILLS LIMITED

We have audited the accompanying financial statements of **Ratanpur Steel Re- Rolling Mills Limited**, which comprises the Statement of Financial Position as at 30 June, 2013 and the related Statement of Comprehensive Income and Statement of Cash Flows, Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS), the Companies Act 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 misstatement, 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 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 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 prepared in accordance with Bangladesh Financial Reporting Standards (BFRS), give a true and fair view of the state of the statement of financial Position as at 30 June, 2013 and of the results of its operations, its cash flows and statement of changes in equity for the period ended and comply with the Companies Act 1994 and other applicable laws and regulations.

Further to our opinion in the above paragraph, we state that:

- (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- (ii) in our opinion, proper books of account as required by law have been kept by **Ratanpur Steel Re-Rolling Mills Limited** so far as it appeared from our examination of those books;
- (iii) the company's Statement of Financial Position, Statement of Comprehensive Income, Statement of Cash Flows and its Statement of Changes in Equity dealt with by the report are in agreement with the books of account and returns;
- (iv) the expenditure incurred was for the purpose of the company's business.

Dhaka

Sd/-
Chartered Accountants

Ratanpur Steel Re- Rolling Mills Limited
Statement of Financial Position
As on 30 June, 2013

		<u>30-Jun-13</u>	<u>Amount in BDT</u> <u>30-Jun-12</u>
		Total	Total
Assets:	Notes		
Non-current Assets:		2,118,020,703	2,115,760,705
Property Plant & Equipment	4	2,063,008,336	1,652,644,411
Capital Work- In – Progress	5	55,012,367	463,116,294
Current Assets:		2,192,672,783	1,683,250,817
Advances, Deposits and Prepayments	6	80,565,391	54,560,979
Inventories	7	1,613,125,611	1,247,611,813
Accounts Receivable	8	489,946,817	361,585,394
Cash and cash equivalents	9	9,034,964	19,492,631
Total Assets		<u>4,310,693,485</u>	<u>3,799,011,522</u>
Shareholders' Equity:		1,589,320,327	1,422,579,334
Share Capital	10	296,000,000	296,000,000
Revaluation surplus of land		943,950,000	943,950,000
Retained Earnings		349,370,327	182,629,334
Non-current Liabilities:		247,062,329	117,173,795
Long term portion of lease liabilities	11	87,385,400	30,393,413
Deferred tax liability	12	159,676,930	86,780,382
Current Liabilities:		2,474,310,829	2,259,258,393
Current portion of lease liabilities	11	15,330,586	10,050,007
Short term Liabilities	13	1,365,713,759	1,074,087,510
Deferred Letter of Credit	14	81,524,939	180,434,868
Accounts Payable	15	937,053,485	798,370,654
Advance against Sales	16	11,422,037	33,943,820
Provision for Income Tax	17	39,896,283	131,762,418
Provision for WPPF and Welfare Fund		14,712,307	19,617,652
Outstanding Liabilities	18	8,657,434	10,991,464
Total Liabilities and Shareholders' Equity		<u>4,310,693,485</u>	<u>3,799,011,522</u>

These financial statements should be read in conjunction with the annexed notes

SD/-
Chief Financial Officer
& Company Secretary

SD/-
Director

SD/-
Managing Director

Signed in terms of our separate report of even date annexed

Dhaka

SD/-
Chartered Accountants

Ratanpur Steel Re- Rolling Mills Limited
Statement of Comprehensive Income
For the year ended on 30 June, 2013

Amount in BDT

		<u>30-Jun-13</u>	<u>30-Jun-12</u>
	Notes		
Revenue (Net of VAT)	19	5,253,806,261	5,936,058,395
Cost of Goods Sold	20	(4,738,541,235)	(5,352,343,023)
Gross Profit		515,265,026	583,715,371
Operating Expenses		(61,621,705)	(58,487,423)
Administrative and Other Expenses	21	(18,795,015)	(19,554,069)
Selling and Distribution Expenses	22	(42,826,690)	(38,933,355)
Operating Profit		453,643,321	525,227,948
Finance Cost	23	(159,680,646)	(133,520,338)
Finance Income	24	283,456	645,439
Profit before WPPF and Income Tax		294,246,131	392,353,050
Contribution to WPPF and welfare fund @ 5%		(14,712,307)	(19,617,652)
Net Profit before income tax		279,533,825	372,735,397
Income Tax			
Current Year		(39,896,283)	(131,762,418)
Deferred Tax		(72,896,548)	(85,007,799)
Net Profit after tax		166,740,993	155,965,180
Earning per share (EPS)	25	5.63	5.27

These financial statements should be read in conjunction with the annexed notes

Sd/-
Chief Financial Officer
& Company Secretary

Sd/-
Director

Sd/-
Managing Director

Signed in terms of our separate report of even date annexed

Dhaka

Sd/-
Chartered Accountants

Ratanpur Steel Re-Rolling Mills Limited
Statement of Cash Flow
For the year ended 30 June, 2013

	30-Jun-13	Amount in BDT 30-Jun-12
Cash Flows from Operating activities		
Collection from sales and other income	5,125,728,295	5,819,040,707
Payment for cost and other expenses	(5,187,581,998)	(5,621,023,012)
Income Taxes Paid	(131,762,418)	(19,856,849)
Net cash inflow /(outflow) from operating activities	(193,616,122)	178,160,846
Cash flows from investing activities		
Acquisition of property, plant & equipment	(131,972,841)	(1,760,350)
Capital work in progress	(37,774,302)	(282,681,426)
Net cash inflow /(outflow) from investing activities	(169,747,143)	(284,441,776)
Cash flows from financing activities		
Short term loan	291,626,249	55,954,550
Lease Loan Repayment	(16,120,650)	(8,609,651)
Lease Loan Addition	77,400,000	-
Net cash inflow /(outflow) from Financing activities	352,905,599	47,344,899
Net increase /(Decrease) in cash & cash equivalents	(10,457,666)	(58,936,031)
Cash and cash equivalents at the beginning	19,492,631	78,428,661
Cash and cash equivalents at the end	9,034,964	19,492,631

These financial statements should be read in conjunction with the annexed notes

Sd/-
**Chief Financial Officer
& Company Secretary**

Sd/-
Director

Sd/-
Managing Director

Ratanpur Steel Re- Rolling Mills Limited
Statement Of Changes In Equity
For the year ended 30 June, 2013

Amount in BDT

Particulars	Share Capital	Retained Earnings	Revaluation Reserve	Total Equity
Balance as on 01 July 2011	296,000,000	26,664,154	-	322,664,153
Profit / (Loss) after tax	-	155,965,180	-	155,965,180
Revaluation in Surplus Note 4.1	-	-	943,950,000	943,950,000
Balance as on 30 June 2012	296,000,000	182,629,334	943,950,000	1,422,579,333

Particulars	Share Capital	Retained Earnings	Revaluation Reserve	Total Equity
Balance as on 01 July 2012	296,000,000	182,629,334	943,950,000	1,422,579,333
Profit / (Loss) after tax	-	166,740,993	-	166,740,993
Balance as on 30 June 2013	296,000,000	349,370,327	943,950,000	1,589,320,326

These financial statements should be read in conjunction with the annexed notes

Sd/-
**Chief Financial Officer
& Company Secretary**

Sd/-
Director

Sd/-
Managing Director

Notes to the Financial Statements

1. The Company & its Operations

The company was incorporated in Bangladesh as private limited company on 22 April, 1986 as company limited by shares under the companies Act, 1913 and converted into public limited company on 26 June 2012 under the companies act, 1994. The Company is engaged in the manufacturing process of producing M.S. Rod (40 Grade, 60 Grade and 500W) from M.S. Billet and sales/export of the products and other business related thereto. The company has set up its Re-Rolling Mills at 176, Baized Bostami I/A, Baized Bostami road, Nasirabad, Chittagong, and commenced commercial production from 1986.

2. Summary of Significant Accounting and Valuation policies

2.1 Basis of Preparation and Presentation of the Statements

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of the companies Act 1994, the Securities & Exchange Rules 1987 and International Accounting Standard(IAS) adopted by the Institute of Chartered Accountants of Bangladesh(ICAB), as Bangladesh Accounting Standard (BAS) & Bangladesh Financial Reporting Standard (BFRS).The Board of Directors is responsible for preparing and presenting the financial statement including adequate disclosures, who approved and authorized for issue of these financial statements. The statement of financial position and statement of comprehensive Income have been prepared according to BAS-1 “Presentation of Financial Statement” based on accrual basis of accounting following going concern assumption and statement of cash flow according to BAS 7 “Cash Flow statement”.

2.2 Accounting convention and assumption

The financial statements are prepared under the Historical Cost Convention method.

2.3 Principal Accounting Policies

The specific accounting policies have been selected and applied for significant transactions and events that have a material effect within the framework for the preparation and presentation of financial statements

2.4 Application of Accounting Standards

The following BAS are applied to the financial statements for the year under review:

BAS 1	Preparation of Financial Statement
BAS 2	Inventories
BAS 7	Cash Flow Statements
BAS 8	Accounting policies , changes in accounting estimates and error
BAS 10	Events after reporting date
BAS 12	Income Taxes
BAS 16	Property, Plant & Equipment
BAS 17	Lease
BAS 18	Revenue Recognition
BAS 19	Employee Benefit
BAS 21	The effect of changes in foreign exchange rates
BAS 23	Borrowing costs
BAS 24	Related party Transaction
BAS 28	Investments in Associates
BAS 33	Earnings per Share
BAS 37	Provisions, contingent liabilities and contingent assets

2.5 Property, plant & Equipment

Property, plant & Equipment are accounted for according to BAS 16 “Property, Plant and Equipment” at Historical cost less cumulative depreciation except land and land development which consider at revalued and includes expenditures that are directly attributable to the acquisition of the assets. The cost of self constructed/installed assets includes the cost of materials, direct labor and any other costs directly attributable to bringing the assets to the working condition for its intended use and the cost of dismantling and removing the items and restoring the site on which they are located.

2.6 Revaluation of Fixed Assets

Since inception, the company revalued its Land & Land Development for the 1st time in the year 2011-2012. Reserve is created by the sum of revaluation surplus and no depreciation is charged on revalued land and land Development.

2.7 Depreciation of the Property, Plant & Equipment

Depreciation is provided on a diminishing balance method at the annual rate(s) shown below

Category	Rate
Land and land Development	0%
Factory Building & Civil Construction	4%
Plant & Machinery	7%
Machinery under capital lease	7%
Logistics Equipments	7%
Furniture & Fixture	10%
Motor Vehides	20%

Depreciation is recognized in profit and loss account on diminishing balance method over the estimated useful lives of fixed assets. Full year’s depreciation is charged on the assets acquired during the year irrespective of the date of acquisition and no depreciation is charged in the year of disposal/deletion.

2.8 Valuation of Inventories

According to the requirement of BAS-2, Inventories are valued at the lower of cost or net realizable value.

Category	Valuation
Finished goods	Finished goods are valued at cost or net realizable value whichever is lower.
Raw materials	Raw materials are valued at cost or net realizable value whichever is lower.
Store items	Based on weighted average method.

2.9 Leased assets

The leased liability is considered as a capital lease. So the interest expense on Lease liability is charge to income statement under finance cost.

2.10 Cash and cash Equivalents

Cash in hand and cash at banks have been considered as the cash and cash equivalents for preparation of these financial statements as there was insignificant risk of changes in value of these current assets.

2.11 Creditors and Accruals

2.11.1 Trade and other payable

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the company, whether or not billed by the suppliers

2.11.2 Provision

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefit will be required to settle the obligation.

2.12 Taxation

(i) Current Tax

Provision for taxation is calculated on the basis of applicable current tax rate.

(ii) Deferred Tax

The company has decided to adopt policy of recognition of deferred tax in accordance with the Bangladesh Accounting Standard 12 (BAS-12), Deferred tax is provided using the liability method for temporary difference between the carrying value of fixed assets as per accounts and the corresponding income tax written down value. Deferred tax is calculated at the effective income tax rate prevailing at the statement of financial position date.

2.13 Contingent Liabilities and Assets

Contingent liabilities are current or possible obligations, arising from past events and whose existence is due to the occurrence or non- occurrence of one or more uncertain future events, which are not within the control of the company. In accordance with BAS 37 provisions, contingent liabilities and contingent assets are disclose in note 33 of the financial statements.

2.14 Functional and presentation currency

The financial statements are presented in Bangladesh Taka which is the Company's functional currency. All financial information presented in BD Taka has been rounded off to the nearest Taka.

2.15 Revenue

In compliance with the requirement of BAS 18 "Revenue", revenue is recognized only when;

- The productions are invoiced and dispatched to the customers;
- Interest Income is accrued on a time basis by reference to the principal outstanding at the effective interest rate applicable.

2.16 Employee Benefits

2.16.1 Worker's profit participation & welfare funds

The company contributed 5% of net profit before charging the amount to the aforementioned fund in accordance with the requirement of section of labor law 2006.

2.17 Statement of Cash Flow

Statement of cash flow is prepared principally in accordance with BAS 7 “Cash Flow Statement” and the cash flows from operating activities have been presented under direct method.

2.18 Earnings Per Share

The company calculates Earning Per Share (EPS) in accordance with BAS 33 “Earning Per Share” which has been shown on the face of statement of Comprehensive Income and the computation of EPS is stated in Note – 25 of the financial statements.

2.18.1 Basic Earnings

The company calculates earnings for the year attributable of the ordinary shareholders. As there is no preference dividend, minority interest or extra ordinary items, the net profit after tax for the year has been considered as fully attributable to ordinary shareholders.

2.18.2 Basic Earnings per Share

This has been calculated by dividing the basic earnings by the total number of ordinary shares outstanding during the year.

2.18.3 Diluted Earnings per Share

No diluted EPS is required to be calculated for the year as there was no scope for dilution during the year.

2.18.4 Comparative information has been disclosed in respect of the year 2012 for all numeric information in the financial statements and also the narrative and descriptive information where it is relevant for understanding of the current year’s financial statements. Figures for the year 2012 have been rearranged wherever considered necessary to ensure comparability with the current year.

3. Reporting period

The financial period of the companies covers one year from 1st July to 30th June and is followed consistently.

Note	Particulars	30 June 2013	30 June 2012
4	Property Plant & Equipment (At cost)	2,229,711,770	1,750,770,629
	Land and land Development	1,048,750,000	1,048,750,000
	Factory Building & Civil Construction	339,782,119	251,201,806
	Plant & Machinery	595,860,080	318,534,901
	Logistics Equipment	77,810,979	44,856,412
	Furniture & Fixture	2,944,960	2,739,878
	Motor Vehicles	22,956,505	22,956,505
	Office Equipment	11,707,127	6,731,127
	Machinery under capital lease	129,900,000	55,000,000
	Accumulated Depreciation:	166,703,435	98,126,218
	Land and land Development	-	-
	Factory Building & Civil Construction	34,701,920	21,990,245
	Plant & Machinery	90,749,825	52,730,773
	Logistics Equipment	11,082,663	6,060,101
	Furniture & Fixture	784,678	544,646
	Motor Vehicles	11,103,190	8,139,862
	Office Equipment	2,277,794	1,230,090
	Machinery under capital lease	16,003,365	7,430,500
	Written down value	2,063,008,336	1,652,644,411
	(Details shown in Fixed asset schedule)		

4.1 Revaluation

The company revalued its land & land development on 12 April 2012 by Emerging Resources Ltd. following the resolution of the Board of Directors on 30 April 2012 to make a reflection of the present value of those assets in the financial statements as on 30 June 2012. The Company did not revalue its other assets as because the difference of present value and book value of such asset is insignificant. Details of the revaluation of the assets are given below:

Particulars	Net Book value Taka (30.06.2011)	Revalued Amount	Value Increase due to Revaluation
Land & Land development	104,800,000	1,048,750,000	943,950,000

5	Capital Work- In – Progress	55,012,367	463,116,294
	Customer Service & Delivery Shed at plot no 51 (Building & Civil Construction)	18,568,498	88,580,313
	Plant & Machinery	36,443,869	341,581,414
	Logistics Equipment	-	32,954,567
	(Details shown in Capital Work -In- Progress Schedule)		
6	Advances, Deposits and Prepayments	80,565,391	54,560,979

Advances(Note:6.1)	54,890,125	37,291,851
Deposits(Note: 6.2)	6,865,469	4,954,339
Prepayments(Note: 6.3)	18,809,797	12,314,789
6.1 Advance to:	54,890,125	37,291,851
Factory Staff	878,784	721,405
Advance Income Tax(Note- 6.1.1)	12,838,802	6,887,545
Advance to Advertisement Party (Annexure-1)	3,726,045	2,057,955
Advance to Motor Vehicles (Annexure-2)	5,600,000	8,300,000
Advance to Contractor (Annexure-3)	40,000	405,000
Advance to Supplier (Annexure-4)	28,415,632	15,241,798
Value Added Tax-Current Account	3,390,862	3,678,148
6.1.1 Advance Income tax	12,838,802	6,887,545
Opening	6,887,545	1,814,300
Adjustment during the year	(6,887,545)	(1,814,300)
Payment During the year	12,838,802	6,887,545
6.2 Deposits:	6,865,469	4,954,339
Bangladesh Power Development Board	1,140,000	1,140,000
Karnaphuli Gas Distrubution Co. Ltd.	3,802,339	3,802,339
BTCL	12,000	12,000
Lease Deposit	1,911,130	-
6.3 Prepayments:	18,809,797	12,314,789
L/C Margin(Annexure- 5)	18,809,797	12,314,789
7 Inventories	1,613,125,611	1,247,611,813
Finished Goods	690,711,809	515,017,776
Raw Materials	899,925,485	692,346,872
Spares Parts	22,488,317	40,247,166
8 Accounts Receivable (Details shown in Annexure-6) The Directors believe that above receivables are good and fully realisable.	489,946,817	361,585,394
9 Cash and cash equivalents	9,034,964	19,492,631
Cash in hand	3,167,746	3,388,216
Cash at Banks(Note-9.1)	5,867,218	16,104,415
9.1 Cash at Banks	5,867,218	16,104,415
Sonali Bank Limited # 17497	624,742	170,628
Janata Bank Limited # 2788	40,151	58,401
Janata Bank Limited # 293	44,628	557,281
Southeast Bank Limited # 45907	16,560	132,250
Southeast Bank Limited # 02091	605,247	3,398,928

Southeast Bank Limited # 998	210,761	837,488
Standard Chartered Bank Limited # 8001	36,795	30,416
City Bank Limited # 6001	18,177	550,234
AB Bank Limited # 4000	12,284	13,642
AB Bank Limited # 4430	189,816	896,697
Islami Bank Bangladesh Limited # 3718	667,381	2,361,300
United Commercial Bank Limited # 6785	55,308	361,705
United Commercial Bank Limited # 601	570,535	3,372,059
Mercantile Bank Limited # 588	1,339,235	1,703,317
Dutch-Bangla Bank Limited # 0963	372,413	1,284,616
Trust Bank Limited # 277	1,063,187	375,454

10 Share Capital

Authorised Share Capital

10,000,0000 Ordinary Shares of BDT 10 each

1,000,000,000

1,000,000,000

Issued, Subscribed and Paid-up capital

29,600,000 Ordinary Shares of BDT 10 each

296,000,000

296,000,000

10.1 Composition of Share holding as at 30 June, 2013

Name	Number of share	Percentage	Total Capital
Mr.Maksudur Rahman(Managing Director)	14,865,000	50.22%	148,650,000
Mrs.Shamsun Nahar Rahman (Director)	5,820,000	19.66%	58,200,000
Mr.Md. Younus Bhuiyan (Director)	4,515,000	15.25%	45,150,000
Mr.Mizanur Rahman (Director)	1,500,000	5.07%	15,000,000
Mr.Marzanur Rahman (Director)	1,500,000	5.07%	15,000,000
Ratanpur Ship Re-cycling Industries Ltd.	1,350,000	4.56%	13,500,000
Mrs.Sayedra Nushrat Rahman	50,000	0.17%	500,000
Total	29,600,000	100%	296,000,000

11 Lease Liability

102,715,986

40,443,420

IIDFC Lease Liability-13480

31,301,181

40,443,420

IDLC Finance Lease Liability-1001

66,786,247

-

IDLC Finance Lease Liability-1002

4,628,558

-

11.1 IIDFC lease Liability-13480

31,301,181

40,443,420

Due Within one Year

4,689,034

10,050,007

Due After one year

26,612,147

30,393,413

11.2 IDLC Finance Lease Liability-1001

66,786,247

-

Due Within one Year	9,923,036	-
Due After one year	56,863,211	-
11.3 IDLC Finance Lease Liability-1002	4,628,558	-
Due Within one Year	718,516	-
Due After one year	3,910,041	-

11.4 Terms of leased loan (IIDFC)

Lender:

Industrial and Infrastructure Development Finance Company Limited (IIDFC).

Total lease facilities:

The lease loan amount was Eight crore on which 5.5 crore enjoyed by the company.

Interest rate:

Initial interest rate is 14.5% per annum for the one year from the date of disbursement. Thereafter the rate of interest shall be reviewed at annual intervals. Interest rate Revised at 18%, Effective from 01.01.2012.

Loan term:

5.5 years including 6 months principal Moratorium.

Monthly Installment:

Monthly Installment Revised at BDT 13,77,286 which effective from 01.01.2012

Disbursement:

Disbursement was made on March 30, 2010.

Purpose:

The purpose of the loan is for the procurement of the capital machinery.

Repayment:

During moratorium of 6 months interest will be paid on quarterly basis on the outstanding balance. Thereafter the loan will be repayable in 60 equal monthly installment.

Security

a) Post Dated Cheque

b) Demand Promisory Note

c) Personal Guarantee of all Directors of Ratanpur Steel Re-Rolling Mills Limited and Personal Guarantee of Mr. Mizanur Rahman (Son of Mr. Maksudur Rahman).

11.5 Terms of leased loan (IDLC)

Lender:

IDLC Finance Limited

Total lease facilities:

The lease loan amount was Eight crore and eighty lac on which 7.74 crore enjoyed by the company.

Interest rate:

Initial interest rate is 16.70% per annum for the one year from the date of disbursement. Thereafter the rate of interest shall be reviewed at annual intervals.

Loan term:

5 years

Monthly Installment:

Monthly Installment Revised at BDT 19,11,130 which effective from 14.11.2012

Disbursement:

Disbursement was made on 7th January 2013 and 14th November, 2012.

Repayment:

The both Loan facility of IDLC finance will be repayable in 60 equal monthly installment.

Purpose:

The purpose of the loan is for the procurement of the capital machinery.

Security

a) Personal Guarantee from all Directors of the Company.

12	Deferred tax Liability (Details Shown in Annexure- 7)	159,676,930	86,780,382
13	Short term Liabilities	1,365,713,759	1,074,087,510
13.1	Bank Loan	860,826,023	635,816,818
	Sonali Bank: Pledge # 08	343,303,012	306,707,919
	Sonali Bank: Hypo # 22	517,523,011	329,108,899
13.2	Sonali Bank # LTR	504,887,736	438,270,692
13.3	Terms of CC loan (Sonali Bank)		
	Lender: Sonali Bank Limited		
	Total loan: Total loan amount Limit is Tk. 75 crore which consist of Tk. 45 crore of Hypothecation and Tk. 30 crore of pledge loan.		
	Interest rate: Annually Hypo-16% and pledge-15.5% compound interest on three month installment basis. Thereafter the rate of interest shall be reviewed at annual intervals.		
	Margin: 20% margin on both Hypo and Pledge Facility.		
	Re-payment: From sale of finished goods on Daily, weekly or lumpsum payment before the specified date of repayment.		
	Security:		
	Hypo & Pledge		
	a) Raw-materials, work in progress, finished goods, machineries, spare parts etc stored in the Factory and warehouse.		
	b) Industrial Plot no 175 & 176 contained 100 Decimal Land situated Baizid Bostami Industrial Area, Chittagong.		
	Purpose: To meet the working capital requirements.		
	Maturity:		

31-Aug-13

Terms of LTR Loan (Sonali Bank)

Lender

Sonali Bank

Total Loan Facility

Tk 50 Crore LTR Facility for 90 days Period.

Interest Rate Applied

Annually 16 % Interest Rate.

Security

a) Personal Guarantee of all the Directors of Ratanpur Steel Re-rolling Mills Limited.

b) Post Dated Cheque

c) Industrial Plot no 175 & 176 contained 100 Decimal Land situated Baizid Bostami Industrial Area, Chittagong.

Mataturity

05.07.2013

14	Deferred Letter of Credit (Details Shown in Annexure- 8)	81,524,939	180,434,868
15	Accounts Payable (Details shown in Annexure-9)	937,053,485	798,370,654
16	Advance against sales	11,422,037	33,943,820
	NN Enterprise	-	226,000
	16 Battalion-1	1,195,440	-
	Amanat Shah Dargah	-	23,320
	16 Battalion, Dhaka	5,175,810	32,818,450
	Kesoan	-	47,500
	Bangladesh Navy	-	1,000
	Brig. Saiful	-	54,000
	Brig. Shafiul	267,300	267,300
	Tayeeb , Bakolia	506,250	506,250
	D.K.S Comilla	194,680	-
	ERA Construction	399,500	-
	Jamuna Traders	530,824	-
	Janata Trading Dhaka	193,500	-
	Various Customer	2,377,483	-
	Shahajada Mohd. Enayet Ullah Khan	274,500	-
	ZIA Uddin-Chittagong	306,750	-

17	Provision for Income Tax	39,896,283	131,762,418
	Provision during the year	39,896,283	131,762,418
18	Outstanding liabilities	8,657,434	10,991,464
	Power Development Board	-	2,456,416
	Provision for Gas Bill	1,042,583	1,271,548
	Audit Fees	313,500	313,500
	Provision for Electricity Bill	2,645,965	650,000
	Provision for Salary & wages	4,655,386	6,300,000
19	Revenue	5,182,798,159	5,901,924,243
	Sale of MS Rod 40 Grade	528,856,955	634,911,968
	Sale of MS Rod 60 Grade	4,653,941,204	5,267,012,275
	Sale of :	105,771,391	71,684,439
	Cut Piece Rod	39,664,272	32,825,626
	Misroll	18,509,993	15,256,259
	Scrap	36,491,130	22,870,654
	Rubbish	11,105,996	731,900
	Gross Revenue	5,288,569,550	5,973,608,682
	Value Added Tax(VAT)	(34,763,289)	(37,550,287)
	Net Revenue	5,253,806,261	5,936,058,395
20	Cost of Goods Sold		
	Raw Materials Used (Note: 20.1)	4,672,602,663	5,499,726,866
	Direct Labor	47,359,406	43,054,005
	Electricity Bill	43,560,668	45,922,767
	Wasa Bill	82,959	75,418
	Spare Parts Used (Note : 20.2)	34,294,622	31,176,929

	Loading & Unloading Bill	7,713,848	7,012,589
	Gas Bill	9,937,931	15,851,723
	Carriage Inward	146,830	133,482
	Prime Cost (A)	4,815,698,927	5,642,953,778
	Indirect Expenses associated with production (B)	98,536,341	54,662,990
	Repair & Maintenance	33,012,170	16,506,085
	Medical Exp.	1,198,018	2,099,009
	Depreciation (Note-29)	64,326,153	36,057,896
	Cost of Production (A+B)	4,914,235,268	5,697,616,768
	Opening Finished Goods	515,017,776	169,744,031
	Cost of Goods Available for Sale	5,429,253,044	5,867,360,799
	Closing Finished Goods	(690,711,809)	(515,017,776)
	Cost of Goods Sold	4,738,541,235	5,352,343,023
20.1	Raw Materials Used		
	Opening Stock of Raw Materials	692,346,872	481,500,000
	Purchases of Raw Materials	4,880,181,276	5,710,573,738
	Cost of Raw Materials available for use	5,572,528,148	6,192,073,738
	Closing Raw Materials	(899,925,485)	(692,346,872)
	Cost of Raw Materials used	4,672,602,663	5,499,726,866
20.2	Spare Parts used		
	Opening Stock of Spare Parts	40,247,166	56,391,574
	Purchase during the year	16,535,773	15,032,521
	Spare Parts available for use	56,782,939	71,424,095
	Closing Stock of Spare Parts	(22,488,317)	(40,247,166)
	Spare Parts used during the year	34,294,622	31,176,929
21	Administrative and Other Expenses	18,795,015	19,554,069

Director's remuneration (Note-27)	1,945,000	1,945,000
Sallary & Allowance	4,676,149	4,251,044
Entertainment	992,670	902,427
Travelling Expenses	1,734,756	1,577,051
Legal Expenses	355,616	345,258
Printing & Stationary	294,404	267,640
Paper & Periodicals	93,022	84,565
Postage & Stamp	91,328	83,025
Mobile Bill	535,729	487,026
Electricity Expenses	140,950	128,137
Audit Fees	313,500	313,500
Telephone Bill	185,802	168,911
Fire services Expenses	4,000	4,000
Office Expenses	395,861	359,874
Sundry Expenses	236,638	215,125
Office rent	156,000	156,000
ISO related Expenses	20,074	20,074
Insurance	95,288	95,288
Conveyanance	357,819	325,290
Land Revenue	45,925	45,925
Depreciation (Note-29)	4,251,064	4,559,302
Picnic Expenses	-	240,210
Certificate and Membership Expenses	502,354	456,685
Fees and Renewals	112,335	102,123
Donation and Subscriptions	265,500	1,454,650
Guest house Expenses	222,906	202,642
Repairs and maintenance	379,778	345,253
Medical Expenses	40,800	99,545

	Seminar & Workshop	343,750	312,500
	Trade License	6,000	6,000
22	Selling and Distribution Expenses	42,826,690	38,933,355
	Carriage Outwards	17,650,430	16,045,845
	Sallary & Allowance	3,829,078	3,480,980
	Sales Commission	2,305,025	2,095,477
	Discount allowed	60,342	54,856
	Travelling Expenses	761,510	692,282
	Conveyance-Marketing	438,595	398,723
	Rod testing Expenses	317,164	288,331
	Meeting Expenses	55,286	50,260
	Advertisement Expenses	17,409,261	15,826,601
23	Finance Cost:	159,680,646	133,520,338
	Interest on Lease Loan:	14,209,727	7,593,965
	IIDFC Lease Liability-13480	7,047,181	7,593,965
	IDLC Lease Liability-1001 & 1002	7,162,546	-
	Interest on CC-Hypo:	75,719,260	64,879,014
	Sonali Bank Limited: Hypo # 1027	75,719,260	64,879,014
	Interest on CC-Pledge:	49,462,274	44,632,019
	Sonali Bank Limited: Pledge # 1084	49,462,274	44,632,019
	Interest on Sonali Bank # LTR	20,135,754	16,415,340
	Bank Charges	153,631	-
24	Finance Income	283,456	645,439
	Janata Bank Limited # 293	-	5,248

Southeast Bank Limited # 998	-	52,038
Trust Bank Limited # 277	-	1,668
United Commercial Bank Limited # 601	-	17,643
Southeast Bank Limited# 02091	131,772	148,535
City Bank Limited# 6001	4,037	8,956
AB Bank Limited # 4430	20,172	43,394
United Commercial Bank Limited # 6785	28,789	38,057
Marcentile Bank Limited# 588	66,888	329,899
Dutch Bangla Bank Limited	31,799	-

25 Earnings per share (EPS)	5.63	5.27
Net profit attributable to the shareholders for the year	166,740,993	155,965,180
Weighted no. of ordinary shares outstanding at the end of the year	29,600,000	29,600,000

26 Quantitative movement of Inventories

Raw Materials	Raw Materials (M. Tons)	Raw Materials (M. Tons)
Opening stock	13,032	10,630
Purchase during the year	94,923	105,923
Total	107,955	116,553
Consumed during the year	(90,521)	(103,521)
Closing stock	17,434	13,032
Finished Goods		
Opening stock	8,794	2,946
Production during the period	88,040	97,240
Total	96,834	100,186
Sales during the period	(85,040)	(91,392)
Closing Stock	11,794	8,794

27 Payment information to Directors as Per requirement of schedule XI, part II, Para 4

Name	Gross Remuneration	Income tax deducted	Net paid
Mr.Maksudur Rahman (Managing Director)	648,294	34,000	614,294
Mrs.Shamsun Nahar Rahman (Director)	648,294	16,800	631,494
Md. Younus Bhuiyan (Director)	648,412	17,800	630,612
Mr. Mizanur Rahman (Director)	-	-	-
Mr. Marzanur Rahman (Director)	-	-	-
Total	1,945,000	68,600	1,876,400

28 Production capacity & Actual production

	M. Tons	M. Tons
Production capacity	187,200	156,000
Actual Production	88,040	97,240
Excess/(Shortfall)	(99,160)	(58,760)
Capacity Utilised	47%	62%

29 Depreciation to be charge

Manufacturing	64,326,153	36,057,896
Administrative	4,251,064	4,559,302

Manufacturing overhead include depreciation on Factory Building & civil construction, plant & machinery, machinery under capital lease and Administrative overhead include depreciation on furniture & fixture, Motor Vehicles, office equipment. (See fixed asset schedule)

Related party transaction	Relationship	Outstanding as on 30.06.2013
Modern Steel Mills Ltd	Affiliated Company	922,930,522

31 Contingent Liability

The following contingent liabilities existed on the balance sheet date.

31.1 LC/ILC Liability	239,120,557	123,147,890
Sonali Bank:		
LC # 034310010124	-	59,416,160
LC # 034312010026	-	4,541,390
LC # 034312010029	-	15,368,540
LC # 034312010031	-	2,141,940
LC # 034312010043	-	12,158,230

LC # 034312010057	-	5,271,580
LC # 034312020005	-	6,570,460
LC # 034312020006	13,040,000	17,679,590
LC # 034311020002	39,346,163	
LC # 034311020009	44,825,000	
ILC # 034312990141	40,292,000	-
ILC # 034312990143	53,723,000	-
ILC # 034312990151	47,894,394	-

32 Bank Gurantee

The company have no Bank gurantee on the reporting date

33 Capital Commitment

The company had no capital commitment at the reporting date.

34 Employee Position of Ratanpur Steel Re- Rolling Mills Limited as per requirement of schedule XI, part II, Para 3

Salary Range (Monthly)	Officer & worker	
	Head Office	Factory
For the year ended 30 June 2012	40	250
Below 3,000	-	-
Above 3,000	48	290
For the year ended 30 June 2013	48	290

35 Advances, Deposits & Prepayment(Note:6) as per Schedule XI, Part-1 of the Companies Act 1994.

Advance, Deposits and pre-payments exceeding 6 Months

6,865,469

Not exceeding 6 Months

73,699,922

Other advance, deposits & pre-payments less provision

80,565,391

Advance, deposits and pre-payments considered Good and Secured:

Advance, deposits and pre-payments considered Good without security

Nil

Advance, deposits and pre-payments considered doubtful or Bad

Nil

Advance, deposits and pre-payments Due by Directors

Nil

Other Officers (against salary)

878,784

Advance, Deposits and pre-payments due from companies under same management:

Nil

Maximum Advance, deposits and pre-payments
Due by Directors

Nil

Officers at any time

878,784

36 Event after reporting date.

The company has no such event to report.

SD/-
**Chief Financial Officer
& Company Secretary**

SD/-
Director

SD/-
Managing Director

Advance To Advertisement Party

**Annexure-1
Figures in BDT**

	30 June 2013	30 June 2012
AD & Vision	-	100,000
Sign Collection	177,615	177,615
Pearl Communications	2,198,497	17,840
Digital Media	345,000	825,000
Expand communication	-	400,000
Tisa Advertising	-	300,000
Splender Trading	-	50,000
Dynamic Frame	-	187,500
Abacus Creative Education of Bangladesh	60,000	-
Bangladesh Youth Leadership Center	29,275	-
Bir Chittagong Mancha	14,250	-
Brothers Union- Chittagong	100,000	-
Coxs Add	163,333	-
Momi Ad	372,500	-
Presidency International School	100,000	-
Shahjalal University of Science & Technology	50,000	-
The Bangladesh Rating Agency Limited	115,575	-
	3,726,045	2,057,955

Advance to Motor Vehicles

Annexure-2 Figures in BDT 30 June 2012

30 June 2013

Pacific Motors
Jilan Motors
Desh Construction

-	100,000
-	4,200,000
5,600,000	4,000,000
5,600,000	8,300,000

Advance to contractor

Annexure-3 Figures in BDT 30 June 2012

30 June 2013

Korban Ali Engineering
G.S Trading

40,000	40,000
-	365,000
40,000	405,000

Advance to Supplier

Annexure-4 Figures in BDT 30 June 2012

30 June 2013

Info Ex Bangladesh Ltd
Aramit Limited
Savar Refactories
Johannes
Funka Industries
Avery Bangladesh Ltd
Rafiq Wood Pattern
Arpita Furniture Mart
Golden Bricks Works Ltd
Pioneer Engineer

6,218,132	2,566,160
-	2,207,211
-	80,570
-	1,084,087
7,394,970	4,894,970
-	1,145,000
26,000	20,000
50,000	110,000
-	319,800
-	15,000

Copotronic Info System Ltd	847,500	300,000
AL. M.D Engineering Steel Furniture	-	52,000
Zeemag Industries Limited	-	2,147,000
M.Alam Gas Station	164,000	300,000
Bismillah Motors	4,650,000	-
Energypac Engineering Ltd	1,620,000	-
Aziz Engineering Works	75,030	-
Chittagong Timber Complex & Saw Mill	300,000	-
Deco Touch Aluminium	600,000	-
Effect Maatrik Consortium	200,000	-
Gafur Motors	640,000	-
Janata Capital And Investment Ltd	500,000	-
Jilan Motors	4,200,000	-
Point	60,000	-
Motin Enterprise	50,000	-
P M Trade Link	150,000	-
R R Enterprise	50,000	-
Rashed Hossain	190,000	-
Shatal Refrigeration Service	85,000	-
Sri Sudeb Chandra Sutradhar	270,000	-
Ullash Kanti Nath	75,000	-
	28,415,632	15,241,798

Prepayment for LC Margin

Annexure-5

Figures in BDT

	<u>30 June 2013</u>	<u>30 June 2012</u>
LC # 034310010124	-	5,941,616
LC # 034312010026	-	454,139
LC # 034312010029	-	1,536,854
LC # 034312010031	-	214,194
LC # 034312010043	-	1,215,823
LC # 034312010057	-	527,158
LC # 034312020005	-	657,046
LC # 034312020006	-	1,767,959
LC # 034313010015	764,862	-
ILC # 034312990141	5,124,053	-
ILC # 034312990143	6,831,043	-
ILC # 034312990151	6,089,839	-
	<u>18,809,797</u>	<u>12,314,789</u>

Annexure-6

Figures in BDT

	<u>30 June 2013</u>	<u>30 June 2012</u>
Accounts Receivable		
Project Builders, Dhaka	22,280,650	10,629,150
Pioneer Builders, Dhaka	1,747,000	2,270,000
Polash Iron-Khulna	1,191,000	-
Rupayan Housing Estate-Dhaka	16,816,460	30,457,887
Rupayan Housing Estate-Ctg	1,625,000	-
ANZ Properties, Dhaka	667,641	597,025
Concord Real Estate	9,283,821	7,475,601
Subastu Development, Dhaka	2,870,937	4,594,325
Sun City Builders limited-Dhaka	779,385	-
GM Properties, Dhaka	1,285,000	1,485,000
Amin Mohammad Foundation, Dhaka	17,992,497	16,353,669
Anowar Brothers-Feni	1,401,000	-
Art Engineering ,Dhaka	828,000	1,175,000
Ashraful Islam-Dhaka	200,000	-
GK Builders, Dhaka	2,296,437	1,486,437
Transparent Holdings, Dhaka	1,007,000	3,194,330
Navana Real Estate-LC, Dhaka	-	13,810,950
Navana Real Estate, Dhaka	2,517,656	7,512,100
Rahim & Brothers-Chadanaish,Ctg	220,400	-
	-	-
Rahim Afroz, Dhaka	45,000	168,000

Rahman Brothers-Sylhet	4,300	-
Rahman Enterprise, Chadpur	1,045,000	-
Hyperion Builders, Dhaka	3,044,775	4,244,375
Noksha, Dhaka	-	2,272,000
Assurance Development, Dhaka	1,592,200	2,000
Renesence Development, Dhaka	635,000	835,000
Olive Crown Resources , Dhaka	1,585,500	1,212,750
Omit Enterprise-Jhinaidha	800,000	-
Empaire Holdings, Dhaka	470,000	600,000
ENA DDJ Construction	4,080,000	-
Ershad Enterprise-Choumuhoni	50,000	-
F R Chowdhury Ltd-Dhaka	8,499	-
F S Enterprise-Mymensingh	190,000	-
Faisal Traders-Norshingdi	527,000	-
Farhad Store-Hobigong	2,013,000	-
Fatema Enterprise-Sylhet	891,500	-
Foyjul Islam-Chittagong	48,000	-
Configure Holdings, Dhaka	707,250	1,476,300
D G Shipping Limited	69,225	-
G E O Properties, Dhaka	920,000	222,000
MIS Holdings, Dhaka	1,658,400	1,304,800
ABC Real Estate, Dhaka	1,559,750	1,105,000
Electromart Limited ,Dhaka	1,857,000	1,541,000
Earshad & Sons-Rajshahi	476,020	-
Eastern Polymer Ltd-Khulna	58,345	-
Eastern Trade Centre-Dhaka	7,713,000	-
Bagabari Properties, Dhaka	637,500	1,313,275
Waive Construction, Dhaka	-	4,298,375
Olive Crown, Dhaka	-	939,000
Hypa Traders, Dhaka	-	315,996
Ara Consortium, Dhaka	-	399,500
Hymetak Consortium , Dhaka	-	389,000
Salahe Properties, Dhaka	1,330,000	1,330,000
Super Assets, Dhaka	-	782,600
Comprehensive Holdings, Dhaka	186,000	2,108,750
AG property Development, Dhaka	8,387,550	2,433,580
Building Technology, Dhaka	3,914,038	949,500
Building Technology, Chittagong	4,272,056	-
16 Battalion Dhaka	12,535,623	5,064,781
Babul & Brothers, Khulna	11,000	11,000
Babul Hardware Store-Barishal	444,000	-
Bagdad Trading & Co.-Potia, Ctg	966,900	-
Shamim And Co., Khulna	270,000	370,000
Shan Duilders-Gazipur,Dhaka	2,600,000	-
Sharaboni Enterprise-Gazipur	2,006,500	-
Zia Enterprise, Khulna	-	1,606,500
Rabby Shaheb, Khulna	-	90,000
Riyad Steel, Khulna	479,750	1,314,900

Atiq Enterprise, Khulna	163,000	163,000
Nandi Trading, Khulna	413,000	1,374,500
MM Brothers, Khulna	220,000	480,000
Iqbal Traders, Khulna	100,000	100,000
Islam Trade, Khulna	-	2,000
Hasnat Traders, Khulna	-	30,000
Khadija Traders, Khulna	517,000	1,684,000
Khaja Iron Mart-Ctg	70,400	-
Khaja Trading-Chandanish	406,000	-
Amima Traders, Bagerhat	1,306,900	1,511,400
Media Enterprise, Bagerhat	453,800	5,000
Mega Builders Ltd.	490,500	-
Meghna Steel Agency-Savar	271,536	-
Minar Properties Development Ltd. Dhaka	1,999,500	-
Mir Trading-Mymensingh	889,500	-
Nasim Enterprise, Sathkhira	565,700	1,459,050
Nasirabad Jame Mosque	62,000	-
National Builders	190,500	-
National Traders-Pabna	866,600	-
BM Enterprise, Khustia	-	946,000
Azizul Haque , Zineydhaha	1,450,757	1,769,757
Shaikat Traders, Kushtia	-	1,635,450
Maa Steel, Khustia	59,800	59,800
Moulana Enterprise, Gopalganj	335,000	735,000
Mukta Construction Ltd.	653,000	-
Khan Enterprise, Faridpur	438,500	1,462,500
Hakkani Enterprise, Faridpur	1,985,200	3,925,200
Hamid Construction Ltd.-Dhaka	3,540,000	-
Hanako Steel Corporation –Comilla	1,176,000	-
Tajul Islam, Faridpur	4,508,000	3,068,000
Safiqur Rahman, Phtuakhali	-	2,900,000
Masud Enterprise, Barishal	257,450	557,450
Mazidsons Construction Ltd.-Dhaka	5,135,200	-
Howladar Iron, Barisal	29,500	79,500
Hawladar Traders-Sharupkathi	1,204,600	-
Hazi Sanaulla Enterprise-Bhola	310,000	-
Hazrat Amir Ali Shah-Ctg	176,800	-
Nafi Traders, Barishal	355,036	1,330,036
Nahar Traders-Feni	409,000	-
Nairm Traders-Bogra	328,550	-
Moon Traders, Sirajgonj	1,777,700	1,539,300
JK Traders, Sirajgonj	106,000	206,000
Mithu Bhandar, Bagura	-	420,900
HS Enterprise, Bagura	1,357,200	1,638,100
Hadid Traders-Sylhet	68,000	-
Arif Enterprise, Bagura	580,100	580,100
Arifa & Sons-Sylhet	9,800	-
Molla Traders, Bagura	2,063,600	1,315,700

Alam Traders, Bagura	717,700	1,424,700
Alal Traders, Rangpur	104,200	154,200
Alauddin Trading Co. Ltd.-Fridpur	1,581,920	-
Hanama Traders, Dinajpur	87,000	287,000
Al Amin Traders, Dinajpur	-	462,000
Progoti Enterprises, Lalmonirhat	995,250	1,169,400
Awlad & Brothers, Lalmonirhat	12,100	12,100
Awr Real Estate Ltd.-Dhaka	1,660,500	-
Aziz Store-Chittagong	311,500	-
Arshad & Sons, Rajshahi	-	1,240,720
Shah Makdum, Rajshahi	-	1,859,000
Priyo Nibas, Feni	-	2,045,750
Chowmohoni Traders, Noakhali	795,700	1,127,700
Chowdhury Enterprise, Maizdicourt	292,200	-
Clifton Group-Ctg	300,500	-
Ponshotara Brothers, Noakhali	-	486,800
Brothers Trading Corporation, Noakhali	546,700	641,100
Brothers Steel Enterprise-Ctg	815,000	-
Kajol Brothers, Chomuhony	1,190,700	180,700
Kamal Uddin-Fatikchory,Ctg	225,000	-
Priya Steel, Noakhali	1,310,000	1,752,000
Amin & Sons, Noakhali	-	9,000
Gazi Banijjo Bitan	7,350	425,000
Jahan Enterprise, Noakhali	475,500	609,200
Jahangir & Brothers-Ctg	2,715,600	-
Jamal Traders-Pabna	451,200	-
Munshi Traders, Chadpur	1,455,700	1,230,000
Agomon Traders, Laksam	1,795,050	1,354,800
Air Bell Development Technology Ltd.	1,291,700	-
Mojumdar Traders, Comilla	165,000	240,000
DKS Comilla	1,373,000	1,873,000
Amin Construction, Comilla	489,000	489,000
New Comilla Traders, Comilla	-	78,000
Salim Store, Comilla	482,000	682,000
Samdani Trading Corporation-Chadpur	11,500	-
Samta Properties Ltd. Ctg	224,000	-
Sapla Traders-Sylhet	17,000	-
Sarah Auto Rice mills-Dhaka	200,000	-
Sarkar Enterprise-Mymensingh	692,500	-
Subo Enterprise, Voirob	-	493,100
Islam Trade, Narsingdi	-	1,266,000
MM Enterprise, Narsingdi	1,586,100	1,305,500
Shathata Enterprise, Narsingdi	420,500	938,500
SBR Traders-Rajshahi	342,800	-
Seoti-2-Ctg	398,000	-
Seven Star Electronics-Dhaka	1,983,000	-
Shadhin Steel-Uttara,Dhaka	1,200,000	-
Shafiqur Rahman-Patuakhali	1,110,000	-

Bhai Bhai Traders, Narsingdi	350,500	904,500
Bismillah Steel Corporation-Ctg	165,200	-
Bodiul Alam-Sitakunda	1,131,400	-
Bokhtiar-Ctg	44,100	-
Adiyat Traders, Narsingdi	348,500	800,000
Riaj Enterprise, Tangail	-	3,900
Fonivusion Dor & Sons, Mymensingh	-	173,000
Nabi Trading, Mymensingh	-	10,600
Shahin Enterprise, Mymensingh	424,000	10,000
Shahin Traders-Dhaka	3,000,000	-
Zaman & Hasan Enterprise-Kisorgong	202,400	-
Zaman Property Development	750,000	-
Zaman & Co. Mymensingh	65,000	65,000
Zakaria	371,250	-
Janata Trading, Mymensingh	444,600	1,206,500
Jessore Steel Corporation-Jessore	900,000	-
Jibon Iron Traders-Rangpur	413,300	-
Harun & Co., Mymensingh	440,000	900,000
Mahim Enterprise, Mymensingh	12,000	1,342,000
Vot Traders, Sreemangal	-	748,500
Surabi Enterprise, Shylet	-	428,000
HS Enterprise, Shylet	-	773,249
Khan Enterprise, Sylhet	802,000	802,000
Khandokar Trading-Ctg	1,000	-
Kohinur Steel Corporation-Dhaka	200,000	-
Rahi & Rahat, Shylet	1,256,000	633,000
AR Traders, Shylet	369,500	412,500
A S corporation- Dhaka	1,830,000	-
A. Jabbar, Shylet	-	43,000
Soikat Traders-Kustia	994,450	-
Sarif Traders, Shylet	314,000	91,600
Steel Zone-Ctg	870,000	-
Soikat Traders-Feni	456,000	-
Sheikh Traders-Khulna	347,500	-
Sheikh Traders(Sheikh Murad)-Khulna	182,000	-
Shovo Enterprise Bhairab	63,100	-
Shukta Traders-Comilla	306,800	-
Siddique & Company Ltd.-Dhaka	3,748,500	-
Sikder Enterprise -Savar,Dhaka	468,925	-
Silver Sand Reality Ltd-Dhaka	653,400	-
Sithi Traders-Rangpur	837,600	-
SM Ismail Hossain-Jessore	4,000	-
Sohan Traders-Lohagora,Ctg	603,000	-
Sohrab Steel	1,180,000	-
Raju Enterprise, Shylet	99,552	208,000
Raju Enterprise,Bogra	2,106,000	-
Rakeen Construction Ltd.-Dhaka	9,314,208	-
Rakeen Development Company-Dhaka	9,282,860	-

Miraj Enterprise, Shylet	845,000	700,000
Mission Developments Ltd.Ctg	718,750	-
Mission Developments Ltd.Dhaka	698,819	-
Mito Bhandar-Bagura	560,600	-
Rakin Tradings-2, Shylet	590,000	2,102,400
Rasel & Con-Gazipur	1,190,000	-
M. Ali Store, Shylet	228,426	2,189,100
TR Enterprise-Sylhet	673,000	-
TS Enterprise-Rangpur	1,241,400	-
Talukder Traders-Rangamati	521,400	-
Tamisha Group-Dhaka	955,200	-
Tara Mia Enterprise, Shylet	2,032,200	2,678,900
Al- Amin Traders, Shylet	-	1,295,000
Abdullah Traders, Shylet	-	300,000
Makon Mia & Sons, Shylet	1,496,000	331,000
Manik Ratan Enterprise -Dhaka	600,000	-
Mantrust Properties-Dhaka	1,854,000	-
Mars Developments Ltd.-Ctg	423,500	-
Manik & Brothers, Shylet	-	1,351,000
Modina Traders-Bagerhat	941,500	-
Madina Tradings, Kamrangichor	101,700	101,600
Mohidul Islam Ripon	872,560	-
Rahman Enterprise, N. gonj	901,292	1,511,292
Al- Amin Steel, Narayangonj	-	54,000
Monir Enterprise, Narayangonj	271,447	1,090,000
Gazipur Builders, Gazipur	1,206,800	739,800
Genius Builders Ltd-Ctg	780,050	-
Nazrul & Brothers, Gazipur	-	1,200
Riaz & Co., Gazipur	-	823,310
Dipti Enterprise, Gazipur	1,246,070	1,650,000
Disney Properties Ltd.-Dhaka	1,249,250	-
DMP Police Head Quarter-Dhaka	1,817,800	-
Double A Properties Ltd.- Dhaka	672,000	-
Dynasty Development Ltd.-Dhaka	1,785,000	-
Farzana Traders, Gazipur	1,594,000	1,934,000
Moon Steel, Gazipur	522,000	1,800,000
Moon Stone Properties Ltd	549,000	-
Ohhyed & Co, Tangile	-	1,290,000
Sraboni Enterprise, Gazipur	-	1,520,000
Konabari Trade, Gazipur	1,179,674	1,280,000
Shodesh Steel, Uttara, Dhaka	-	1,905,000
SM Traders, Uttara	2,406,000	1,450,000
ST Traders-Sylhet	2,212,500	-
Baitul Jannat Jame Mosque	254,000	354,000
Salim & Traders, Dakinkhan	256,200	1,734,800
Hawladar Steel, Dhaka	800,909	1,340,176
Megna steel Agency, Maripur	-	1,820,000
Barisal Steel, Dhaka	163,000	963,000
Baropir Steel House-Dhaka	810,000	-

Noor Construction, Dhaka	1,247,500	1,347,500
Noor Trading-Fatikchari,Ctg	61,500	-
Norshingdi Iron Center-Lalmonirhat	869,600	-
Nur Mohammad,Fatehnagar,Ctg	118,000	-
Nur Nobi-Feni	216,000	-
Nure Mehedi Nirman Bhandar-Faridpur	1,169,760	-
Nurul Alam-Bakolia,Ctg	31,000	-
Gawshia Habibia, Dhaka	55,000	60,000
Garibae Newaz Steel Corporation-Ctg	696,000	-
Masud Enterprise, Dhaka	4,014,000	3,791,000
Al Ahmmadia	10,000	350,000
Al Amin Steel –Bandarban	792,500	-
Al Imarat Properties Developers Lts.	450,400	-
Rakibul Islam, Dhaka	260,000	460,000
Rahman Trading, Ramrai	-	1,430,000
Farhana Enterprise, Savar	991,500	1,691,500
Hazrat Traders, Savar	350,000	390,000
Hias Properties Ltd.-Ctg	567,500	-
Zaman Traders, Savar	596,441	172,000
Aslam Steel, savar	1,091,000	529,000
Rimi Enterprise, Savar	359,000	409,000
Ripon Store-Sylhet	582,500	-
Mamataz Enterprise, Savar	50,000	1,140,000
Karim Enterprise, Manikgonj	134,000	134,000
MN Mollik, Dhaka	400,000	1,617,000
M Zaman Enterprise-Jessore	1,200,000	-
New Soma Trading, Badda	355,000	790,000
New Uttara Traders-Nilfamari	161,500	-
Confidence Group, Khilgoan	-	640,000
MM Steel , Mohammadpur	1,296,000	1,080,000
MM Uddin Enterprise-Mymensingh	1,490,500	-
Alfa Steel, Rampura, Dhaka	100,000	1,260,000
Alhaj Traders-Dinazpur	10,750	-
Amdad Enterprise-Dhaka	1,490,000	-
Amena Fazal Hafezia Madrasa-Ctg	100,000	-
Mahir Steel , Shamoli, Dhaka	810,250	785,250
Ohporajita Trading Corporation, Badda	-	950,000
Macca Traders-Comilla	103,300	-
Macca Traders-Raujan,Ctg	208,000	-
Makka Trading, Dhaka	-	740,500
R. F. Builders Ltd.	-	9,208,487
Anwara group, Dhaka	-	100,500
See View Resort	-	400,000
Macro Hunts	1,378,700	360,250
Night Frank Development	1,175,200	1,475,200
Allion Holdings	-	791,750
Imperial Hospital ltd.	1,291,500	2,200,000
Eternal Design Development	-	3,090,900
Impulse Property	8,244,384	4,711,884

Index Power & Energy Ltd.-Dhaka	3,680,000	-
Liton Enterprise-Manikgong	1,090,000	-
Lockpur Group-Khulna	13,739,500	-
Lupa Traders-Sylhet	556,340	-
Hythan Properties	500,000	634,000
SG Food and Bevarage	-	840,000
SG Machinery	655,000	1,350,000
SM Nasima Begum Dakhil Madrasha-Ctg	64,000	-
Saad Musa Fabrics	600,000	4,864,000
Mostafa Hossain, Rupaiyan	438,470	638,470
Imperial Development	2,854,200	2,954,200
OK Enterprise	300,745	300,745
Joint Venture Engineers	948,000	948,000
Jowel Enterprise	3,000	-
Joytun Developers Ltd.-Dhaka	2,428,900	-
Jumu Traders-Demra,Dhaka	1,180,000	-
Ishrat Appreal	300,000	300,000
NDE	371,600	371,600
Naba Neer Assets Ltd-Chandraghona	890,000	-
Base Textile	2,000,750	2,000,750
Belaet Hossain-DGM(sonali bank)	682,000	-
Bently Bay Holding Ltd.	1,210,000	-
Best Iron Center-Ctg	915,700	-
BFL-KNL-Joint Venture-Dhaka	5,551,000	-
BFL-HCL Joint Venture-Dhaka	1,755,000	-
Bhai Bhai Steel Corporatin-Savar	1,180,000	-
Bhai Bhai (New Sadik) Traders-Naogaon	429,800	-
Aristrocraft Developer	-	157,500
Arma Real Estate Ltd.-Dhaka	5,654,488	-
Desire Development	335,000	335,000
Jiho Dyteek	4,872,000	6,872,000
Rezaul Karim	409,900	409,900
Mostafa Group	351,500	351,500
Major General Asraf	218,500	518,500
Nazrul Trading	5,315,396	126,000
New Progati Agency-Barisal	710,000	-
New Shajalal Steel Corporation-Perojpur	786,000	-
Mobarak, DG, Janata	407,600	466,900
Servayer Monju	-	212,750
Ataul Hakim	635,000	30,000
Advocate Monaj Shil	66,000	66,000
Propritor Md Jahid	4,700	104,700
Nurul Islam, Sonali GM	372,600	372,600
Brig. Ataul Hakim	-	1,053,000
Brig. Saifur Rahman	57,600	-
Osman Gani, Sonali	-	73,500
Kabir Shaheb,Lakshmipur	417,000	417,000
Salauddin Ahmed	1,215,000	1,215,000
Salekuzzaman-Dhaka	7,500	-

Mostafa Kamal	-	77,755
Royal Shipping	2,050,000	2,050,000
Rupali Steel-Dhaka	224,000	-
A Rouf, Dhaka	748,000	748,000
Adhunik Steel House-Faridpur	494,285	-
Major Hasan	133,015	1,133,015
Rahman Enterprice Ctg.	9,859,892	-
Comedor Jobayar Ahmed	137,400	52,000
Brig. Sarrowar	27,000	27,000
Mostafa Bari	-	1,050,750
Reliance Can Industries Ltd.	2,665,300	2,414,800
Jakaria	-	371,250
Eng. Rafikul Hasan	-	1,874,500
Home Tek Consortium-Dhaka	339,000	-
Homestead Development Ltd., Dhaka	1,602,000	2,672,000
Humayan Kabir Shershah	600	-
Akter, Pahartoli	73,955	73,955
Anwar, janata bank	-	2,000
Major Anwar	15,660	15,660
Major Nazrul	62,800	-
Imam Group	-	2,557,000
Ajmir Engineering	-	121,650
Osi Mia Sowdagar	371,700	371,700
Robin, CEPZ	1,585,410	2,129,100
VIP Tower	17,500	17,500
Ventura Propertise Ltd-Dhaka	1,569,500	-
Wahid & Co-Tongi	628,240	-
Giasuddin, EPZ	624,740	624,740
Wali Enterprise-Barishal	600,000	-
Welcast Propertise Ltd.	657,000	-
Welcome Traders-Barishal	290,500	-
Griho Noksha Holding Ltd.-Dhaka	708,000	-
Gymsum Developers Ltd.-Ctg	798,100	-
Mostafa Kamal, Ctg.	-	97,887
Paddanila- Bibirhat,Ctg	707,500	272,500
Palowan Traders-Fridpur	908,900	-
Pasha Traders-Khulna	7,500	-
Irfan	10,500	10,500
Islam Brothers-Sylhet	872,000	-
MK Steel	6,454,990	5,255,890
Sagorica Louho Bithan	4,193,300	5,142,500
Sagorica Enterprise-Sylhet	423,800	-
Saimon Shaheb	256,000	-
JUA Chowdhury	869,000	1,219,000
Jafor Enterprise-Coxsazar	639,400	-
JIHOSH Enterprise, Chandanias	873,999	544,850
Shah Amanat , Chandanias	1,245,600	759,200
RS Trading, Chandanias	689,000	774,000

Raad Enterprise-Jessore	381,000	-
Radisson Bay View Hotel-Ctg	1,143,420	-
Rafique-Mehedibag Ctg	178,360	-
Rahat Properties & Developer-Ctg	1,449,950	-
Israt Trading, Cox's Bazar	191,600	191,600
Janata Steel	883,550	991,300
Al Zilani	35,320	37,000
Al Modina Traders-Feni	330,000	-
Haque Traders, Cox's Bazar	-	30,060
Bangladesh Navy	346,510	975,000
AK Trading, Chandanias	-	100,000
Mafidul Islam Ripon-Bogra	893,200	910,000
Ideal Polymar, Mymensing	-	3,880,000
Poly Printer, Khulna	1,310,000	13,500,000
Prachir Properties Ltd-Ctg.	1,610,250	-
Preya Nibash City Complex Feni	1,133,350	-
Prince Enterprise-Rangpur	849,600	-
Satata & Co.-Norsingdi	838,500	-
Nobi Trading ,Mymensing	10,600	-
R Amin Steel ,Narayangonj	54,000	-
Unilliance Textile	732,000	-
Unique Enterprise-Rangpur	846,000	-
United Tower-Fridpur	320,000	-
Riaz Enterprise, Tangile	220,000	-
Mahbub Bari Raju(ASP)-Gazipur	670,000	-
Mahi Enterprise-Noagaon	420,800	-
Mahi Enterprise-Satkania,Ctg	1,530,000	-
Kumarkhali Hardware Store, Khustia	621,500	-
A J Chowdhury & Co, Amirabad	1,172,000	-
A J Constraction -Chittagong	3,277,600	-
RF Builders Ltd.	8,057,392	-
RMG Development Ltd.-Gazipur	1,310,000	-
RS Enterprise-Mirsari Ctg	36,000	-
Nirman Traders, Chokoria	504,500	-
Nirban Real Estate-Dhaka	1,202,000	-
Nirman Vandar-Pirozpur	1,207,900	-
Abdul Jobbar traders, Shylet	312,000	-
Abdul Makel Cunnapara- Ctg	220,500	-
Imam industries Ltd, Ctg	1,644,000	-
Tech Ven properties Ltd.-Dhaka	500,000	-
Thanda & Brothers-Naogaon	856,800	-
Three Star Properties Ltd.-Ctg	1,300,999	-
Tipu (Sign Collection)-Ctg	781,000	-
Tohir Traders-Rangpur	425,000	-
Towngate Properties Ltd	210,000	-
	489,946,817	361,585,394

Deferred Tax Calculation
As on 30 June 2013

Deferred Tax liability for other then laese assets	162,363,625
Deferred Tax liability for lease assets	2,830,419
Total Deferred tax liability	165,194,045
Deferred tax asset on WPPF	5,517,115
Total Deferred tax assets	5,517,115
Net Deferred tax Liability	159,676,930
(Shown on Balance Sheet- as on 30 June 2013)	
Previous Year Balance	(86,780,382)
Deferred Tax Expense	72,896,548
(Shown on Income Statement for the year ended 30 June 2013)	
Considered applicable Rate of Income Tax @ 37.5%	

RATANPUR STEEL RE-ROLLING MILLS LTD.
DEFERRED L/C STATEMENT
As on 30 June, 2013

Sl No	Suppliers Name	L/C	L/C Date	Value (US\$)	Items	Payable Amount (US\$)	Payable Amount BDT.	Maturity Date
1	Siemens Limited.	034311010122	25.09.11	8,64,090	Capital Machinery for Steel Re Rolling Mills.	788,796	64,286,874	30.09.2013
2	M/S. Blandford & Worthing Pte. Ltd. Singapore	034312020013	21.11.12	211,510	Magnet Scavator	211,510	17,238,065	30.08.2013
Total						1,000,306	81,524,939	

Annexure-9

Figures in BDT

30 June 2013

30 June 2012

Accounts Payable

Suma Advertising	-	27,410
AD Garden	-	29,000
Gharbari	75,000	75,000
Arif Enterprise	-	425,000
Bangla News 24.com	-	15,000
Julee Art	-	3,600
Daily Chatigram Monch	-	15,000
Bangladesh University Of Eng. Tec.	-	500,000
Charuka, Khulna	-	15,660
Q A Communication	350,000	168,000
BD Jobs.com limited	-	27,000
Modern Steel Mills Limited	922,930,522	796,013,448
Madina Enterprise	14,000	17,000
Bonik Brothers	-	98,000
Lucky Electric	-	41,225
Raj Bearing	41,828	85,000
Popular Bearing	150,431	79,500
Binimoy Electric Stores	123,713	57,763
Hotel Lords Inn	-	5,500

Ambassador Residency	-	7,176
Jumuna Traders, Agrabad	-	171,114
Kabir Contractor	-	27,508
Royal Park Hotel	-	4,455
Naba Inn	-	15,275
Akash Hardware	101,274	16,172
Jubilee Hardware	-	5,975
Jamuna Printers	-	6,500
A.R Chowdhury	-	338,100
Luna Stationery	-	2,330
Friends Supplier	-	36,738
BRB Cable Industries Ltd.	20,594	41,205
Al Amin Hajj Kafela Tours & Travels	10,000	-
Bd Ad	560,000	-
Bdjobs. Com Limited	27,000	-
Ice Business Times	55,000	-
Mass Brands	306,210	-
Polite Advertising	210,000	-
Korban Ali Engineering	8,606,177	-
Riaz Sanitary Mart	82,428	-
Abm Engineering & Technology	277,200	-
Agrani Hardware	106,393	-
Alam Enterprise.	45,200	-
Bismilla Auto Ac Service Centre	5,460	-
Chowdhury Motors	48,410	-
Computer Source	99,000	-
Cosmic Digital Technology	6,800	-
Dhaka Boiler & Marine Store	60,500	-
Didar Machinery Store	21,450	-
H A Corporation	92,144	-
Hazrat Amir Ali Shah Transport & Logistics	12,000	-
I S Metal Works	250,907	-
Jamuna Traders	20,720	-
Jubilee Trade Centre	10,800	-
Kawsar Rahman Enterprise	260,776	-
Khan Steel And House	367,835	-
Liberty Tools & Mill Store	15,000	-
Lucky Electric Co.	135,094	-
Mohammdia Pipe House	8,800	-
Netcom Technologies (Pvt) Ltd.	670,635	-
S A Builders	829,884	-
S A Corporation	44,300	-
	937,053,485	798,370,654

Ratanpur Steel Re- Rolling Mills Limited
Schedule Of Capital Work-In – Progress
For The Year Ended On 30 June, 2013

SL No.	Particulars	Cost			
		Opening Balance as on 01.07.2012	Addition during the year	Transfer	Closing Balance as on 30.06.2013
1	Customer Service & Delivery Shed at plot no 51 (Factory Building & Civil Construction)	88,580,313	18,568,498	88,580,313	18,568,498
2	Plant & Machinery	341,581,414	36,443,869	341,581,414	36,443,869
3	Logistics Equipment	32,954,567	-	32,954,567	-
	Total	463,116,294	55,012,367	463,116,294	55,012,367

Ratanpur Steel Re- Rolling Mills Limited

Schedule Of Fixed Assets

For The Year Ended On 30 June, 2013

Amount in BDT

SL NO.	Particulars	Cost				Rate	Depreciation				Written down value as on 30.06.2013
		Opening Balance as on 01.07.2012	Addition during the year	Disposal During the year	Closing Balance as on 30.06.2013		Opening Balance as on 01.07.2012	Charge for the period	Disposal During the year	Closing Balance as on 30.06.2013	
1	Land and land Development	1,048,750,000	-	-	1,048,750,000	0%	-	-	-	-	1,048,750,000
2	Factory Building & Civil Construction	251,201,806	88,580,313	-	339,782,119	4%	21,990,245	12,711,675	-	34,701,920	305,080,199
3	Plant & Machinery *	318,534,901	352,225,179	74,900,000	595,860,080	7%	52,730,773	38,019,051	-	90,749,825	505,110,255
4	Logistics Equipment	44,856,412	32,954,567	-	77,810,979	7%	6,060,101	5,022,561	-	11,082,663	66,728,316
5	Furniture & Fixture	2,739,878	205,082	-	2,944,960	10%	544,646	240,031	-	784,678	2,160,282
6	Motor Vehicles	22,956,505	-	-	22,956,505	20%	8,139,862	2,963,329	-	11,103,190	11,853,315
7	Office Equipment	6,731,127	4,976,000	-	11,707,127	10%	1,230,090	1,047,704	-	2,277,794	9,429,333
8	Machinery under capital lease*	55,000,000	74,900,000	-	129,900,000	7%	7,430,500	8,572,865	-	16,003,365	113,896,635
	Total	1,750,770,629	553,841,141	74,900,000	2,229,711,770		98,126,218	68,577,217	-	166,703,435	2,063,008,336

* Notes : Tk. 74,900,000 shown under disposal of Plant and machinery represent sale and lease back facility with IDLC Finance Limited and the same figure have been shown as addition in machinery under capital lease.

**AUDITORS' ADDITIONAL DISCLOSURES REQUIRED TO
SUBMIT AND INCORPORATE IN THE PROSPECTUS**

Query No: 1

Details of remuneration paid to top five salaried officers in the last accounting year.

Reply:

Remuneration/Salary paid to top 5 (five) salaried officers of the Company in the last accounting Period:

Sl. No.	Name	Designation	Remuneration/Salary (BDT)
			July, 2012 to June, 2013
1	Mr. Maksudur Rahman*	Managing Director	648,294
2	Md. Anwar Ali	Executive Director	960,000
3	Mr. Obaidur Rahman FCA	CFO & Company Secretary	840,000
4	Md. Younus Bhuiyan*	Director-Operation	648,412
5	Mrs. Shamsun Nahar Rahman*	Director-Logistics	648,294

* Also Shareholders of the Company

Query No: 2

Details of calculation of provision for income tax for the year ended on 30 June, 2013

Reply:

Details of calculation of provision for income tax for the year ended on 30 June, 2013 are as follows:

AY: 2013-2014

Amount in Tk.

IY: 2012-2013

Accounting profit before tax

279,533,825

Add: Accounting depreciation

68,577,217

Add: Interest on leased assets

13,542,712

Add: Provision for WPPF

14,712,307

376,366,059

Less: Depreciation as per 3rd schedule

(220,694,956)

Less: Payment for WPPF (Previous)

(19,617,652)

Less: Lease payment (principal plus interest)

(29,663,362)

Total income/(Loss)

106,390,089

Rate

37.50%

Income tax

39,896,283

Turnover Tax @ 0.50% of Gross Received

26,270,449

Current Year Income Tax shall be Tk. 39,896,283 because of higher than Turnover Tax.

Query No: 3

Details Calculation of deferred tax for the year ended on 30 June 2013 to 30 June 2011

Reply:

Details Calculation of deferred tax for the year ended on 30 June 2013 to 30 June 2011 are as follows:

Calculation of Deferred Tax (BDT)			
Particulars	30-Jun-13	30-Jun-12	30-Jun-11
Carrying value of Fixed Assets (Accounting Base)	900,361,701	556,324,911	-
Carrying value of Fixed Assets (Tax Base)	467,392,034	310,322,059	-
Net Taxable Temporary Difference	432,969,667	246,002,852	-
Effective Tax Rate	37.50%	37.50%	-
Deferred Tax Liability	162,363,625	92,251,070	-
Deferred Tax Liability for Leased Assets	2,830,419	1,885,932	4,726,887
Total	165,194,044	94,137,002	1,772,583
Deferred Tax Assets on WPPF	5,517,115	7,356,620	-
Net Deferred Tax Liability	159,676,929	86,780,382	1,772,583
Previous Year Balance	(86,780,382)	(1,772,583)	-
Deferred Tax Expense	72,896,547	85,007,799	1,772,583

Query No: 4

There were advance income tax from the year ended 30 June, 2011 to 30 June, 2013 but no advance income taxes are shown in the auditor's report under section 135(I), para 24(I) of part-II of the Schedule-III of the Companies Act, 1994;

Reply:

Advance Income Tax from year 30 June, 2011 to 30 June, 2013 were merged with Balance sheet item "Advance, Deposit & Prepayment". Therefore No Advance Income Tax for the following years were shown separately. Details Breakup is shown below:

(BDT)			
Particulars	2013	2012	2011
Advance Deposit & Prepayment without AIT	67,726,589	47,673,434	127,978,315
AIT during the year	12,838,802	6,887,545	1,814,300
Net Advance Deposit & Prepayment	80,565,391	54,560,979	129,792,615

Query No:5

Details of Receivable from Ratanpur Ship Re-cycling Industries Limited and its settlement.

Reply:

In the year 2011 Bank Liability of Ratanpur Ship Re-cycling Industries Limited was merged with Ratanpur

Steel Re-Rolling Mills Limited. In the year 2012 Ratanpur Ship Re-cycling Industries Limited taken over all liability upon approval of related liable Bank which was merged with Ratanpur Ship Re-cycling Industries Limited. Therefore all liability with Ratanpur Ship Re-cycling Industries Limited has been set off against receivable from Ratanpur Ship Re-cycling Industries Limited in the books of accounts of Ratanpur Steel Re-Rolling Mills Limited. Details of Assets and Liabilities are given below:

	(BDT)	
<i>Receivable from Ratanpur Ship Recycling Industries Limited</i>	30 June, 2011	30 June, 2012
Carried From Financial Cost	100,501,398	-
Carried From LTR	189,819,582	-
Carried From CC Loan (Janata Bank Hypo & Pledge)	968,086,415	-
Carried from Bank Overdraft	92,974,979	-
Total	1,351,382,374	-
Received during the year	(58,257,135)	-
Net Receivable	1,293,125,239	-
<i>Bank Liability of Ratanpur Ship Re-cycling Industries Limited</i>		-
Bank Overdraft	92,974,979	-
LTR	189,819,582	-
Janata Bank # Hypo & Pledge	968,086,415	-
Other liability	42,244,263	-
Net Liability	1,293,125,239	-

Query No. 6

Correction of EPS for the year ended on 30 June, 2011

Reply

Details Calculation of EPS for the year ended on 30 June, 2011		
Net Profit attributable to the shareholders for the year (BDT)	-	163,960,495
Outstanding number of shares for the year ended 30 June 2010		960,000
Weighted number of shares for the year 2011 up to December (Allotment of 2,000,000 shares was made on 20 th December 2010)	(2,000,000/365×193)	1,057,534
Total Weighted number of shares	-	2,017,534
Earnings per share (EPS) @ face value Tk. 100 each (BDT)	163,960,495/2,017,534	81.27
After split of share @ face value Tk. 10* each (BDT)	163,960,495/20,175,340	8.13

*In the year 2011 Ratanpur Steel Re-Rolling Mills converted face value of its share into Tk. 10 each from Tk. 100 each under Companies Act, 1994.

Query No: 7

Correction of Fixed Assets Turnover ratio for the year ended on 30 June, 2013

Reply:

Fixed Assets Turnover ratio for the year 2013 has been calculated without considering Capital work-In-Progress, which differs with the previous year's calculation. Now it has been rectified and for the year 2013 the calculation of Fixed Assets Turnover ratio is as follows:

$$\text{Fixed Assets Turnover Ratio (Times)} = \frac{\text{Revenue}}{\text{Average Fixed Assets}} = \frac{5,253,806,261}{2,116,890,704} = 2.48$$

Query No: 8**Related Party Transaction as per BAS-24****Reply:**

Related party transaction as per BAS-24 has been shown in the Financial Statement of 30 June, 2013 under Notes to the Financial Statements-30 and further disclosure of this related party transactions are mentioned in the following:

Related Party Transaction

(BDT)

Sl. No	Name of Related Party	Relationship	Payable as at 30.06.2012	Purchase During the Period	Payment During the Period	Payable as at 30.06.2013
(a)	Modern Steel Mills Limited -Supplier of raw materials (M.S Billet)	Common Directorship	796,013,448	4,880,181,276	4,753,264,202	922,930,522
(b)	Maksudur Rahman Lessor of Rented Head office (Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong)	Managing Director & Director	-	156,000	156,000	-
	Total		796,013,448	4,880,337,276	4,753,420,202	922,930,522

Query No: 9

Auditors' report that financial statement have been prepared and audited in adherence to the Securities and Exchange Rules, 1987.

Reply:

The Financial Statement of the said company have been prepared and audited in accordance with Securities and Exchange Rules, 1987 as per International Accounting Standard(IAS) and International Financial Reporting Standard(IFRS) ,both adopted by ICAB as Bangladesh Accounting Standard(BAS) and Bangladesh Financial Reporting Standard(BFRS).

Query No: 10

Production capacity has been increased but actual production decreased in the year ended on June 30, 2013.

Explain.

Reply:

Total Production capacity and actual production scenario of the Company is as follows:

Current Year Production Capacity (MT)	Previous year Production Capacity (MT)	Capacity Increased	Current year Production (MT)	Previous year production (MT)	Production Decreased
187,200	156,000	20%	88,040	97,240	9.47%

In the year 2013 the company was able to utilize 47% of its production capacity which is 15% lower than the previous year. This happened because in the year 2013 the company increases its production capacity from 156,000 MT to 187,200 MT by BMRE Project Implementation. During implementation of BMRE period in Factory, production was stopped from 10 August to 30 August of 2012. Moreover, due to shortage of gas supply in the upstream gas transmission pipe line and also shortage of electricity in the irrigation time production was hampered. We hope that in the coming years the company will be able to

utilize its capacity up to 80% because BMRE Project already completed, and also the Govt. is trying to increase supply of Gas and Electricity in the national grid.

Query No: 11

Declaration by Managing Director & Chief Financial Officer and certificate from issue managers and auditors whether the plant & machineries of the company are purchased in brand new or second hand/reconditioned conditions.

Reply:

Certificate enclosed.

Query No: 12

Following accounts receivable have been existed for a long period without recovery:

Amount in BDT

SL.	Parties to the accounts receivable	30.06.2010	30.06.2011	30.06.2012	30.06.2013
1	Royal Shipping	-	2,050,000	2,050,000	2,050,000
2	OK Enterprise	300,745	300,745	300,745	300,745
3	Joint Venture Engineers	948,000	948,000	948,000	948,000
4	Ishrat Apparel	-	300,000	300,000	300,000
5	NDE	-	371,600	371,600	371,600
6	Desire Development	-	335,000	335,000	335,000
7	A.Rouf, Dhaka	-	748,000	748,000	748,000
8	GiasUddin, EPZ	-	624,740	624,740	624,740

Auditors' explanation regarding the reasons of keeping these figures as accounts receivable after years.

Reply:

The mentioned account receivables were covered by undated security cheque that's why the management considered those as good and kept in the books of accounts, moreover the subsequent position of the above mentioned receivables are as follows:

Amount in BDT

SL No.	Parties	30 June, 2013	Realized from 01.07.2013 to 30.09.2013	30 September, 2013
1	Royal Shipping	2,050,000	250,000	1,800,000
2	OK Enterprise	300,745	58,000	242,745
3	Joint Venture Engineers	948,000	85,000	863,000
4	Ishrat Apparel	300,000	45,000	255,000
5	NDE	371,600	73,000	298,600
6	Desire Development	335,000	53,000	282,000
7	A.Rouf, Dhaka	748,000	68,500	679,500
8	GiasUddin, EPZ	624,740	73,000	551,740

From 1st July 2013 to 30 September 2013 the mentioned receivables are realizing because of management of the company emphasis on recover.

Query No: 13

All extra ordinary income or non-recurring income coming from other than core operations should be shown separately while showing net profit as well as EPS as per the commission's notification no. SEC/CMRRCD/2008/186/115/Admin/30 dated October 5, 2011.

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

Particulars	Amount in Taka
Net profit after Tax	166,740,993
No. of shares before IPO	29,600,000
Earnings per Share (EPS) on fully diluted basis	5.63

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

Particulars	Amount in Taka
Net profit before Tax	279,533,825
Less: Other Income	283,456
Net profit before tax except other income	279,250,369
Less: Provision for Taxation except tax on other income	39,789,987
Less: Deferred Tax	72,896,548
Net profit after tax except other income	166,563,834
No. of shares before IPO	29,600,000
Earnings per Share (EPS) on fully diluted basis	5.63

3. Net Asset Value per Share:**a) Net Asset Value with Revaluation Reserve based on fully diluted basis.**

Particulars	Amount in Taka
Share Capital	296,000,000
Revaluation surplus on land and land development	943,950,000
Retained Earnings	349,370,327
Total Shareholders' Equity	1,589,320,327
Total Number of ordinary Share	29,600,000
Net Assets Value (NAV) at BDT 10.00 per share	53.69

b) Net Asset Value without Revaluation Reserve based on fully diluted basis:

Particulars	Amount in Taka
Share Capital	296,000,000
Retained Earnings	349,370,327
Total Shareholders' Equity	645,370,327
Total Number of Ordinary Share	29,600,000
Net Assets Value (NAV) at BDT 10.00 per share	21.80

The Company has not issued any new shares for the accounting period from July 1, 2012 to June 30, 2013

Sd/-

Chartered Accountants

**Certificate regarding negative cash flow from operating activities
for the year ended 2013**

This is to certify that the cash flows from operating activities of the Ratanpur Steel Re-Rolling Mills Ltd. for the year ended 30 June 2013 was negative amounted to Tk. 19.36 Crore. The details are as follows:

Particulars	Cash flows from Operating Activities for the year ended 30 June 2013 (BDT)	Balance as on 30 June 2013 (BDT)	Balance as on 30 June 2012 (BDT)	Remarks
Sales (Net of VAT)	5,253,806,261	5,253,806,261	5,936,058,395	Slower market demand causes for decreasing of sales revenue.
Cost of Goods Sold	(4,738,541,235)	(4,738,541,235)	(5,352,343,023)	Cost of goods sold decreased mainly because of decreasing sales volume.
Operating Expenses	(61,621,705)	(61,621,705)	(58,487,423)	Inflation adjustments are the causes for incremental cost.
Finance Cost	(159,680,646)	(159,680,646)	(133,520,338)	Incremental borrowings are the causes for incremental cost.

Finance Income	283,456	283,456	645,439	Due to lower deposit in STD accounts.
WPPF	(14,712,307)	(14,712,307)	(19,617,652)	Lower earnings reduce the cost.
Income Tax Expenses	(112,792,831)	(112,792,831)	(216,770,217)	Initial depreciation allowance as per Income Tax Ordinance 1984 is the cause of reduced tax.
Increase of Account Receivables	(128,361,423)	489,946,817	361,585,394	Slower collectability are the causes for increased receivables.
Increase of Inventories	(365,513,798)	1,613,125,611	1,247,611,813	Slower market demand causes for decreasing of sales volume as well as piled up finished goods.
Increase of Advance, Deposit and Prepayments	(26,004,412)	80,565,391	54,560,979	Due to substantial increase of advance payment of income tax and suppliers.
Increase of Accounts Payables	138,682,831	937,053,485	798,370,654	Due to delay in payment because of insufficient cash flow.
Decrease of Advance Against Sale	(22,521,783)	11,422,037	33,943,820	Due to completion of delivery.
Decrease of Provision for Income Tax	(91,866,135)	39,896,283	131,762,418	Due to payment of last year assessed income tax within stipulated time.
Increase of Deferred Tax Liability	72,896,548	159,676,930	86,780,382	Release or adjustment of tax with accounting base value.
Decrease of Outstanding Liabilities	(2,334,030)	8,657,434	10,991,464	Due to timely payment of accrued expenses.
Decrease of Provision for WPPF	(4,905,345)	14,712,307	19,617,652	Due to timely payment.
Increase of Accrued Finance Cost	993,215	20,343,996	19,350,781	Due to delay in payment.
Depreciation as Non-Cash Expenses	68,577,217	68,577,217	40,617,198	Adjustment for non-cash item.

Sd/-

Chartered Accountant

ISSUER CERTIFICATE REGARDING NEW MACHINERIES

TO WHOM IT MAY CONCERN

This is hereby to certify that all the machinery purchased and imported for RATANPUR STEEL RE-ROLLING MILLS LIMITED are brand new.

For Issuer

Sd/-

Maksudur Rahman
Managing Director & Director

Sd/-

Obaidur Rahman FCA
Chief Financial Officer & Company Secretary

ISSUE MANAGER'S CERTIFICATE REGARDING NEW MACHINERIES

TO WHOM IT MAY CONCERN

This is hereby to certify that all the machinery purchased and imported for RATANPUR STEEL RE-ROLLING MILLS LIMITED are brand new, which has been found on physical visit to the factory of the company by the members of our team.

For Issue Manager

Md. Jahangir Miah
Chief Executive
Janata capital and Investment Limited

Co-Issue Manager

Ishtiaque Ahmed Chowdhury
Managing Director
Trust Bank Investment Limited

AUDITOR'S CERTIFICATE REGARDING NEW MACHINERIES

TO WHOM IT MAY CONCERN

This is to certify that we have physically inspected the imported brand new machinery of RATANPUR STEEL RE-ROLLING MILLS LIMITED and verified the documents with all other concerned papers related to acquisition of the said machinery to assess the reasonableness in prices and economic lives thereof as stated by their foreign suppliers/manufacturers at the time of import. Based on the aforementioned inspection and verification, we certify that-

- I. The present general condition and physical operation efficiency of the imported brand new machinery are good;

- II. The economic lives varying from 15-20 years of the imported new machinery as estimated by the foreign suppliers/manufactures at the time of import were fair; and
- III. The prices of the imported new machinery as paid to the foreign suppliers were competitive

Sd/-

Chartered Accountants

RATANPUR STEEL RE-ROLLING MILLS LIMITED

as on 30 June 2013

List of Plant and Machinery (Foreign Purchase)

S/N	Name of Machine	Name of Supplier	L/C No.	Date	Country of Origin	Estimated Life	L/C Value (\$)	Cost Price including duty, other expenses, Installation (Tk.)	Accumulated Depreciation (Tk.)	Written Down Value (Tk.)
1	EOT Crane with accessories	Zeemag Industries	34310010041	13.07.2010	INDIA	15	55,000	6,953,100		
2	Capital Machinery	UGI Engineering Works Pvt. Ltd.	034311010093	20.07.2011	INDIA	15	362,800	45,865,176		
3	A/C Motor, D/C Motor	M/S D.B Machine Tools Pvt. Ltd.	034311010137	27.10.2011	INDIA	15	324,000	40,960,080		
4	Capital Machinery for Re-Rolling Mill	Siemens Ltd.	034311010066	19.04.2012	INDIA	15	766,612	96,915,089		
5	Capital Machinery for Re-Rolling Mill	Siemens Ltd.	034311010122	16.09.2012	INDIA	15	788,796	99,719,590		
6	EOT Crane	Zeemag Industries	034312020004	07.03.2012	INDIA	15	111,000	14,032,620		
7	Hydraulic Excavator	Blandford & Worthing Pvt. Ltd.	034312020006	19.06.2012	JAPAN	15	202,777	25,635,068		
8	Capital Machinery for Re-Rolling Mill	M/S New Field Engineering Pvt. Ltd.	034310010124	10.11.2010	INDIA	15	950,000	120,099,000		
9	Capital Machinery for steel plant	M/S Siemens Limited	034311010066	01.06.2011	INDIA	15	766,612	96,915,089		
10	Capital Machinery for Re-Rolling Mill	M/S Parker Hannifin India Pvt. Ltd.	034311010072	12.06.2011	INDIA	15	99,500	12,578,790		
11	Cast Iron Roll	Liaoning Mineral	034312010026	14.03.2012	CHINA	15	52,000	6,573,840		
12	Electro Magnet	Yueyang Zhongnan Electromagnet	034312010043	30.04.2012	CHINA	15	14,625	1,848,893		
13	Capital Machinery for Re-Rolling Mills	Rolling Industries Pvt. Ltd.	034311010127	02.01.2011	INDIA	15	32,000	4,045,440		
14	Parts for Furnace & Burner	M/S D.B Machine Tools Pvt. Ltd.	034312010029	18.03.2012	INDIA	15	18,471	2,335,104		
15	Coil Trailer	Dutch Lanka Trailers	034312010057	22.05.2012	SRI LANKA	15	54,000	6,826,680		
16	Nylon Insert	Lantuf Plastic Ltd.	034312010031	11.04.2012	INDIA	15	2,550	322,371		
17	Capital Machinery for steel plant	Roll Mill Industries Pvt. Ltd.	034311010157	26.12.2011	INDIA	15	8,000	1,011,360		
18	EOT Crane	Zeemag Industries	034311010067	02.06.2011	INDIA	15	206,500	26,105,730	106,753,190	619,006,890
19	Electrical Control Panels	Tata Refractories Ltd.	034311010068	05.06.2011	INDIA	15	24,200	3,059,364		
20	Electrical Control Panels	Industrial Associates, India	034312010004	09.01.2012	INDIA	15	16,892	2,135,487		
21	Electrical Control Panels	Liaoning Mineral and Metallurgy	34312010026	29.08.2012	INDIA	15	52,000	6,573,840		
22	IoT Capacity Crane	ZEEMAG INDUSTRIES	034312020005	16.10.2012	INDIA	15	75,000	9,481,500		
23	Skeletal Coil Trailer of Chequered Plate	Dutch Lanka Trailers Manufacturing Ltd	034312010057	08.07.2012	SRI LANKA	15	54,000	6,826,680		
24	Electro Magnet, Control Cabinets	Yueyang Zhong Nan Electromagnet	034312010043	22.05.2012	CHINA	15	123,463	15,608,180		
25	Parts for Infusinc set	Lantuf Plastics Limited	034312010031	01.07.2012	INDIA	15	2,550	322,371		
26	Parts for Metal Rolling Mills	New Field Engg. India	034312010076	12.09.2012	INDIA	15	31,000	3,919,020		
27	Parts for Metal Rolling Mills	D.B. Machine Tools	034312010074	06.09.2012	INDIA	15	25,313	3,200,006		
28	Water Proofing Machine	Guangzhou Qingguang Water	034312020008	13.08.2012	CHINA	15	74,900	9,468,858		
29	Hot & cold combined roller	D.B. Machine Tools	034312020010	23.08.2012	INDIA	15	60,574	7,438,954		
30	Spherical Roller Bearing	UGI Engineering	034312020012	30.08.2012	INDIA	15	32,794	4,145,799		
31	Panel Meter	D.B Machine Tools Limited	IRC # BA-0182301	18.03.2013	INDIA	15	24,800	3,135,216		
32	Rolls for Rolling mills	Liaoning Mineral & Metallurgy	034312010073	30.08.2012	CHINA	15	18,600	2,351,412		
33	Parts for Metal Rolling Mills	D.B Machine Tools Limited	DA 0182301	16.01.2013	INDIA	15	20,520	2,594,138		
34	2 Unit HY Excavators	Anssen Metallurgy	034313010015	01.04.2013	CHINA	15	87,970	11,121,167		
35	Electrical Control Panels	Bland Forth & Worthing PTE Ltd.	034312020006	28.08.2012	CHINA	15	202,777	25,635,068		
Total								725,760,080	106,753,190	619,006,890

Ratanpur Steel Re-Rolling Mills Limited

Comparative Statement of Financial Position

at 30 June 2013

Auditors' Report under Section 135(1), Para 24(1) of Part- II of Schedule III to Companies Act 1994

We have audited the financial statements of Ratanpur Steel Re-Rolling Mills Limited For the year(s) ended 30 June 2011, 2012 & 2013. The financial statement for the year ended 30 June 2009 & 2010 was audited by Anisur Rahman & Co. and Chowdhury Arup & Co. Chartered Accountants. In pursuance of section 135(1) under para 24(1) of part II of the third schedule of the companies Act 1994, we report that:

1. The Company was incorporated on 22 April 1986

2. The Statement of Financial Position, Operating Result & Cash Flows of Ratanpur Steel Re-Rolling Mills Limited are as follows

A. Statement of Financial Position

	Amount in BDT				
	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
Assets					
Non Current Assets	2,118,020,703	2,115,760,705	747,551,259	640,470,151	86,489,667
Property, plant & equipment	2,063,008,336	1,652,644,411	747,551,259	640,470,151	86,489,667
Capital Work- In- Progress	55,012,367	463,116,294	-	-	-
Current Assets	2,192,672,783	1,683,250,817	2,452,904,391	771,327,571	17,340,410
Advances, Deposits and Prepayments	80,565,391	54,560,979	129,792,615	4,897,167	2,676,808
Inventories	1,613,125,611	1,247,611,813	707,635,605	636,529,250	10,184,685
Receivable from Ratanpur Ship Re-cycling Ind. Ltd	-	-	1,293,125,238	-	-
Accounts Receivable	489,946,817	361,585,394	243,922,267	108,500,568	4,214,954
Cash and cash equivalents	9,034,964	19,492,631	78,428,666	21,400,586	263,963
Total Assets	4,310,693,485	3,799,011,522	3,200,455,650	1,411,797,722	103,830,078
Shareholders' Equity & Liabilities					
Shareholders' equity	1,589,320,327	1,422,579,334	322,664,153	(41,296,341)	(64,945,470)
Share Capital	296,000,000	296,000,000	296,000,000	96,000,000	96,000,000
Revaluation surplus of land	943,950,000	943,950,000	-	-	-
Retained Earnings	349,370,327	182,629,334	26,664,153	(137,296,341)	(160,945,470)
Non Current Liabilities	247,062,329	117,173,795	42,216,002	255,000,000	162,878,826
Advance Deposit against Shares	-	-	-	200,000,000	-
Long term portion of lease liabilities	87,385,400	30,393,413	40,443,419	55,000,000	-
Deferred Tax Liability	159,676,930	86,780,382	1,772,583	-	-
Cash Credit & Overdraft	-	-	-	-	160,132,979
Loan Received	-	-	-	-	2,745,847
Current Liabilities:	2,474,310,829	2,259,258,393	2,835,575,495	1,198,094,065	5,896,722
Current portion of lease liabilities	15,330,586	10,050,007	9,302,607	-	-
Short term Liabilities	1,365,713,759	1,074,087,510	2,311,258,198	1,169,512,379	-
Deferred Letter of Credit	81,524,939	180,434,868	-	-	-
Accounts Payable	937,053,485	798,370,654	425,209,250	7,642,811	3,805,529
Advance against Sale	11,422,037	33,943,820	52,911,697	19,117,028	-
Provision for income tax	39,896,283	131,762,418	19,856,849	-	-
Provision for WPPF and Welfare Fund	14,712,307	19,617,652	9,767,891	-	-
Outstanding Liabilities	8,657,434	10,991,464	7,269,004	1,821,847	2,091,193
Total Liabilities and Shareholders' Equity	4,310,693,485	3,799,011,522	3,200,455,650	1,411,797,724	103,830,078
Net Assets Value Per Share	53.69	48.06	10.90	(4.30)	(6.77)

Dhaka

Sd/-
Chartered Accountants

Ratanpur Steel Re-Rolling Mills Limited
Comparative Statement of Comprehensive Income
For the year ended 30 June, 2013

B. The Statement of Comprehensive Income of Ratanpur Steel Re-Rolling Mills Limited are as follows:

	Amount in BDT				
	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
Revenue (Net of VAT)	5,253,806,261	5,936,058,395	3,971,094,640	1,439,527,253	429,814,608
Cost of Goods Sold	(4,738,541,235)	(5,352,343,023)	(3,601,999,850)	(1,330,177,744)	(420,151,796)
Gross Profit	515,265,026	583,715,372	369,094,789	109,349,509	9,662,811
Operating Expenses	(61,621,705)	(58,487,423)	(63,514,266)	(36,360,411)	(8,789,476)
Administrative and Other Expenses	(18,795,015)	(19,554,069)	(29,206,668)	(17,707,343)	(6,113,022)
Selling and Distribution Expenses	(42,826,690)	(38,933,355)	(34,307,599)	(18,653,068)	(2,676,454)
Operating Profit	453,643,321	525,227,949	305,580,523	72,989,098	873,335
Finance Cost	(159,680,646)	(133,520,338)	(110,497,936)	(49,339,970)	-
Finance Income	283,456	645,439	275,231	-	-
Profit before income tax and WPPF and Welfare Fund	294,246,131	392,353,050	195,357,818	23,649,128	873,335
Contribution to WPPF and welfare Fund	(14,712,307)	(19,617,653)	(9,767,891)	-	-
Net Profit before income tax	279,533,825	372,735,398	185,589,927	23,649,128	873,335
Income tax Expenses	(39,896,283)	(131,762,418)	(19,856,849)	-	-
Deferred Tax	(72,896,548)	(85,007,799)	(1,772,583)	-	-
Net Profit after tax	166,740,993	155,965,180	163,960,495	23,649,128	873,335
Earning per share (EPS)	5.63	5.27	8.13	2.46	0.09

Sd/-

Dhaka

Chartered Accountants

Ratanpur Steel Re-Rolling Mills Limited
Comparative Statement of Cash Flow
For The Year Ended ended 30 June, 2013

C. The Statement of Cash Flows of Ratanpur Steel Re-Rolling Mills Limited is as under:

	Amount in BDT				
	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
Cash Flows from Operating activities					
Collection from sales and other income	5,125,728,295	5,819,040,707	3,835,948,172	1,080,319,185	432,478,220
Payment for cost and other expenses	(5,187,581,999)	(5,621,023,017)	(3,468,049,495)	(1,807,995,573)	(433,000,245)
Income Tax Paid	(131,762,418)	(19,856,849)	-	-	-
Net cash inflow /(outflow) from operating activities	(193,616,122)	178,160,841	367,898,678	(727,676,388)	(522,025)
Cash flows from investing activities					
Acquisition of property, plant & equipment	(131,972,841)	(1,760,350)	(154,237,203)	(559,314,543)	-
Addition to Capital work in progress	(37,774,302)	(282,681,426)	-	-	-
Net cash inflow /(outflow) from investing activities	(169,747,143)	(284,441,776)	(154,237,203)	(559,314,543)	-
Cash flows from financing activities					
Short term loan	291,626,249	55,954,550	1,141,745,819	1,053,127,553	-
Current account with Ratanpur ship Recycling Ltd.	-	-	(1,293,125,238)	-	-
Deposit against share	-	-	-	200,000,000	-
Loan & Other Finance	-	-	-	-	645,847
Lease Loan	61,279,350	(8,609,651)	(5,253,974)	55,000,000	-
Net cash inflow /(outflow) from Financing activities	352,905,599	47,344,899	(156,633,394)	1,308,127,553	645,847
Net increase in cash & cash equivalents	(10,457,667)	(58,936,036)	57,028,081	21,136,622	123,823
Cash and cash equivalents at the beginning	19,492,631	78,428,666	21,400,586	263,963	140,141
Cash and cash equivalents at the end	9,034,964	19,492,631	78,428,666	21,400,586	263,963
D. Dividend Declared					
Cash Dividend	-	-	-	-	-
Stock Dividend	-	-	-	-	-

E. The Company has no subsidiaries

F. No Proceeds or part of proceeds of the shares were applied directly or indirectly by the company in the purchases of any other business.

G. The company did not prepare any financial statement for any period subsequent to 30 June 2013; and

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

Sd/-

Dhaka

Chartered Accountants

Ratanpur Steel Re- Rolling Mills Limited
Statement of Ratio Analysis
For the year(s) ended 30 June 2013, 2012, 2011, 2010 & 2009

The following ratios have been computed from the audited financial statement of Ratanpur Steel Re-Rolling Mills Limited for the year(s) ended 30 June 2013, 2012, 2011, 2010 & 2009.

Name of Ratios	<u>30-Jun-13</u>	<u>30-Jun-12</u>	<u>30-Jun-11</u>	<u>30-Jun-10</u>	<u>30-Jun-09</u>
I. Liquidity Ratios					
Current Ratio (Times)	0.89	0.75	0.87	0.64	2.94
Quick Ratio (Times)	0.23	0.19	0.62	0.11	1.21
Times Interest Earned Ratio (Times)	2.84	3.93	2.77	1.48	N/A
Debt to Equity Ratio (Times)	1.71	1.67	8.92	35.19	(2.60)
II. Operating Ratios					
Accounts Receivable Turnover Ratio(Times)	12.34	19.61	23	26	181
Inventory Turnover Ratio(Times)	3.31	5.47	5.36	4.11	56.55
Fixed Assets Turnover Ratio (Times)	2.48	4.15	5.72	3.96	4.81
Assets Turnover Ratio (Times)	1.30	1.70	1.72	1.90	4.23
III. Profitability Ratios					
Gross Margin Ratio (%)	9.81%	9.83%	9.29%	7.60%	2.25%
Operating Income Ratio (%)	8.63%	8.85%	7.70%	5.07%	0.20%
Net Income Ratio (%)	3.17%	2.63%	4.13%	1.64%	0.20%
Return on Assets Ratio (%)	4.11%	4.46%	7.11%	3.12%	0.86%
Return on Equity Ratio (%)	10.49%	10.96%	50.81%	-57.27%	-1.34%
Earnings per Share	5.63	5.27	8.13	2.46	0.09

Sd/-

Dhaka

Chartered Accountants

Name of Ratios			Amount in BDT									
			30-Jun-13		30-Jun-12		30-Jun-11		30-Jun-10		30-Jun-09	
			Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result
I. Liquidity Ratio												
1	Current Ratio (Times)	Current Assets	2,192,672,783	0.89	1,683,250,817	0.75	2,452,904,391	0.87	771,327,571	0.64	17,340,410	2.94
		Current Liabilities	2,474,310,829		2,259,258,393		2,835,575,495		1,198,094,065		5,896,722	
2	Quick Ratio (Times)	Current Assets- Inventory	579,547,172	0.23	435,639,003	0.19	1,745,268,786	0.62	134,798,321	0.11	7,155,725	1.21
		Current Liabilities	2,474,310,829		2,259,258,393		2,835,575,495		1,198,094,065		5,896,722	
3	Times Interest Earned Ratio (Times)	Operating Profit	453,643,321	2.84	525,227,949	3.93	305,580,523	2.77	72,989,098	1.48	873,335	N/A
		Net Interest Expenses	159,680,646		133,520,338		110,497,936		49,339,970		-	
4	Debt to Equity Ratio (Times)	Total Debt (Total Liabilities)	2,721,373,158	1.71	2,376,432,188	1.67	2,877,791,497	8.92	1,453,094,065	(35)	168,775,548	(2.60)
		Total Shareholders' Equity	1,589,320,327		1,422,579,334		322,664,153		(41,296,341)		(64,945,470)	
II. Operating Ratio												
1	Accounts Receivable Turnover Ratio(Times)	Revenue	5,253,806,261	12.34	5,936,058,395	19.61	3,971,094,640	23	1,439,527,253	26	429,814,608	181
		Average Receivables	425,766,106		302,753,830		176,211,417		56,357,761		2,374,575	
2	Inventory Turnover Ratio (Times)	Cost of goods Sold	4,738,541,235	3.31	5,352,343,023	5.47	3,601,999,850	5	1,330,177,744	4	420,151,796	57
		Average Inventory	1,430,368,712		977,623,709		672,082,428		323,356,968		7,430,287	
3	Fixed Assets Turnover Ratio (Times)	Revenue	5,253,806,261	2.48	5,936,058,395	4.15	3,971,094,640	6	1,439,527,253	4	429,814,608	5
		Average Fixed Assets	2,116,890,704		1,431,655,982		694,010,705		363,479,909		89,344,811	
4	Assets Turnover Ratio (Times)	Revenue	5,253,806,261	1.30	5,936,058,395	1.70	3,971,094,640	1.72	1,439,527,253	1.90	429,814,608	4.23
		Average Total Assets	4,054,852,503		3,499,733,586		2,306,126,686		757,813,900		101,637,435	

III. Profitability Ratio												
1	Gross Margin Ratio (%)	Gross Profit	515,265,026	9.81%	583,715,372	9.83%	369,094,789	9.29%	109,349,509	7.60%	9,662,811	2.25%
		Revenue	5,253,806,261		5,936,058,395		3,971,094,640		1,439,527,253		429,814,608	
2	Operating Income Ratio (%)	Operating Profit	453,643,321	8.63%	525,227,949	8.85%	305,580,523	7.70%	72,989,098	5.07%	873,335	0.20%
		Revenue	5,253,806,261		5,936,058,395		3,971,094,640		1,439,527,253		429,814,608	
3	Net Income Ratio (%)	Profit After Tax	166,740,993	3.17%	155,965,180	2.63%	163,960,495	4.13%	23,649,128	1.64%	873,335	0.20%
		Revenue	5,253,806,261		5,936,058,395		3,971,094,640		1,439,527,253		429,814,608	
4	Return on Assets Ratio (%)	Profit After Tax	166,740,993	4.11%	155,965,180	4.46%	163,960,495	7.11%	23,649,128	3.12%	873,335	0.86%
		Average Total Assets	4,054,852,503		3,499,733,586		2,306,126,686		757,813,900		101,637,435	
5	Return on Equity Ratio (%)	Profit After Tax	166,740,993	10.5%	155,965,180	11.0%	163,960,495	50.8%	23,649,128	-57.3%	873,335	-
		Shareholders' Equity	1,589,320,327		1,422,579,334		322,664,153		(41,296,341)		(64,945,470)	1.34%
6	Earning Per Share	Profit After Tax	166,740,993	5.63	155,965,180	5.27	163,960,495	8.13	23,649,128	2.46	873,335	0.09
		Number of Shares	29,600,000		29,600,000		20,175,340		9,600,000		9,600,000	

Dhaka

Sd/-
Chartered Accountants



Credit Rating Report (Surveillance) Ratanpur Steel Re-Rolling Mills Limited

Particulars	Ratings	Remarks
Ratanpur Steel Re-Rolling Mills Limited	AA ₃	Entity
BDT 111.97 million aggregate Long Term Outstanding (LTO)	AA ₃ (Lr)	Please see
BDT 750.00 million aggregate CC(pl) and CC(H) limit*	AA ₃ (Lr)	Appendix-1 for details
BDT 1,000.0 million aggregate Short term Funded and Non funded limit	ST-2	
Rating Out Look	Stable	

Lr – Loan Rating; ST – Short Term. * Due to its revolving nature, CRAB views Cash Credit (CC) as long-term facility.

Date of Rating: 04 October 2012

Validity: The Entity rating is valid up to 31 December 2013 and the loan ratings are valid up to limit expiry date of respective credit facilities or 31 December 2013 whichever is earlier.

Rating Based on: Audited financial statements up to 30 June 2012 and Management information up to December 2011, bank liability position as on 31 August 2012, and other relevant quantitative as well as qualitative information up to the date of rating declaration.

Auditor: Huda Vasi and Co

Methodology: CRAB's Corporate Rating Methodology (www.crab.com.bd)

Analysts:

Munir Uddin Ahmed
munir@crab.com.bd

Khandakar Shahed Royhan
shahed@crabrating.com

Financial Highlights

	For the year ended June 30		
(Mill. BDT)	2012	2011	2010
Net Sales	5,936.1	3,971.1	1,439.5
EBITDA	623.4	363.1	86.8
EBITDA Margin (%)	10.5	9.1	6.0
Net Profit Margin	2.6	4.1	1.6
Return on Asset (ROA)	4.8	0.1	3.4
Quick Ratio	0.2	0.6	0.1
Cash Conversion Cycle (Days)	33	56	96
Debt to Equity (x)	0.9	7.3	(29.7)
Borrowed Fund to EBITDA (x)	2.1	6.5	14.1
Cash Flow from Operations (CFO)	151.3	374.3	(681.7)
Free Cash Flow (FCF)	149.6	220.1	(681.7)
EBT Interest (x)	3.9	2.8	1.5
Debt to Adjusted Equity (x)	2.7	7.3	0.0

* RATING INDICATORS

Rating Strengths	Rating Concern
<ul style="list-style-type: none"> Business is profitable Experienced Management Long standing ties with customer Borrowed fund/equity ratio is declining. Backward linkage facilities 	<ul style="list-style-type: none"> Low profit margin High COGS limits profitability. Unstable energy source

Rationale:

Credit Rating Agency of Bangladesh Limited (CRAB) has assigned 'AA₃' (Pronounced Double A Three) rating in the Long Term to Ratanpur Steel Re-Rolling Mills Limited (hereinafter also referred to as RSRM or the Company) and AA₃ (Lr) to BDT 111.97 million Long Term Outstanding (LTO) and BDT 750.0 million aggregate Cash Credit of the Company. CRAB has also assigned ST-2 rating to BDT 1,000.0 million aggregate Funded and Non-funded limit.

CRAB has performed the present rating assignment based on audited financial statements up to June 2012 and other relevant information. The rating also takes into account business profile, past record and trend of operating performance, balance sheet strength and loan repayment history. In assessing, the Loan Ratings (Lr) CRAB also considers the security arrangements against each exposure along with the entity's fundamentals.

Ratanpur Steel Re-Rolling Mills Ltd (RSRM) was incorporated as a private limited company on 22 April 1986 and converted into public limited company on 26 June 2012. RSRM is engaged in manufacturing different graded (40, 60 and 75 grades) deformed rods in different sizes (5.5 mm to 32 mm) since 1986.

Initially production capacity of RSRM was 50,000 MT/ per year, which was increased to 156,000 MT per year in 2011 and utilization of production capacity of the Company is in increasing trend. Rating reflects the growth in business, moderate scale of operations along with high competition intensity, its improved EBITDA margin and managing of price volatility at raw material procurement. The ratings also reflect the assessment of the moderate operation as well as experience of the Company's promoters alongside.

Managing Director
 Credit Rating Agency
 of Bangladesh Ltd.

The capital structure has improved significantly. The equity of the company increased from BDT 322.7 million in FY 10-11 to BDT 1,422.6 million in FY 11-12 as BDT 943.9 million revaluation surplus of land included in equity and the company reinvested its profit. In FY 10-11 RSRM separated its Ship Breaking unit and another sister concern incorporated by the name of Ratanpur Ship Re-Cycling Industries Limited and took over all business transaction along with assets & liabilities regarding ship breaking unit of Ratanpur Steel Re-Rolling Mills Limited. Consequently borrowed fund of the company decreased from BDT 2,361.0 million in FY10-11 to BDT 1,294.6 million in FY 11-12. As a result borrowed fund/Equity ratio decreased from 7.3(x) in FY10-11 to 0.9(x) in the year FY 11-12.

The rating also supported by the continuous demand prevailing in the construction sector, thus sustaining capacity utilization, but any constraint imposed to this sector may hamper Company's growth. In FY 2011-12, the Company sold 91,392 MT MS Rod which was 62,000 MT and 23,230 MT in FY 10-11 and FY 09-10 respectively. The sales revenue increased during the observation period due to increase in product price and quantity of sales. The main reasons for increasing product price are increase in utility expenses (gas, electricity and water) and labor cost. Net profit after tax of the Company decreased from BDT 163.96 million in FY 10-11 to BDT 155.96 million in FY 11-12 as the company has paid deferred tax of BDT 85.0 million in FY 11-12. Net profit after tax is expected to increase during upcoming years as its utilization of capacity is in increasing trend. Moderate operating profitability coupled with debt repayment translated into improvement in RSRM's borrowed fund/EBITDA from 6.5(x) in FY10-11 to 2.1(x) in FY11-12.

Key Rating Drivers:

- An increase in capacity utilization and/or introducing backward linkage facility and/or reduced Borrowed Fund to EBITDA (6.5x in FY10-11 to 2.1x in FY11-12) and/or increased Operating Profit Margin (7.7% in FY10-11 to 8.8% in FY11-12) and/or any positive changes in operation, could be a positive rating factor.
- Unstable energy source, labor unrest and/or inefficiency working capital management, disparity between growth potentiality and exposure to debt led capital structure, could be a negative rating factor.

■ BACKGROUND

Ratanpur Steel Re-Rolling Mills Ltd (RSRM) was incorporated as a private limited company on 22 April 1986 and converted into public limited company on 26 June 2012 under the companies act, 1994. The factory is located at 176, Baizid Bostami Industrial Area, Baizid Bostami Road, Chittagong. RSRM started its operation with two units namely Re-rolling Mill Unit and Ship Breaking Unit. In FY 10-11 Ratanpur Steel Re-Rolling Mills Ltd separated its Ship Breaking unit and another sister concern incorporated by the name of Ratanpur Ship Re-Cycling Industries Limited and takeover all business transaction along with assets & liabilities regarding ship breaking unit of Ratanpur Steel Re-Rolling Mills Limited. Mr. Maksudur Rahman is the Managing Director of the Company.

Table

Corporate Profile

Company Name	Ratanpur Steel Re-Rolling Mills Ltd
Address	Office : Nahar Mansion, 116 CDA Avenue, Muradpur, and Chittagong
	Factory : 176, Baizid Bostami Industrial Area, Baizid Bostami Road, Chittagong
Sector	Steel
Nature of Business	Manufacturing 40, 60 and 75 grade M.S. Rods
Production Capacity	1,56,000 MT per year
Main Bankers	Sonali Bank Limited, Laldighi Corp. Branch, Chittagong

Companies Under Same Directorship

The sponsors of RSRM have initiated some other businesses recently such as Ratanpur Real Estate Ltd, Ratanpur Shipping Lines, Ratanpur Ship Recycling Ltd. etc. At present, their under the same directorship Modern Steel Mills Ltd, (which produces MS billet for RSRM) and Ratanpur Ship Recycling Industries Ltd (which provides raw materials to Modern Steel Mills Ltd) are in operation. The details of is given below-

Table

Details of Companies as on 30 June 2011							BDT in Mil
Particulars	Incorporation Year	Total Asset	Total Equity	Total Liability	Total Borrowed Fund	Total Sales	Net Profit after Tax
Modern Steel Mills Ltd.	2003	3,734.2	337.6	3,396.6	3,208.7	4,555.7	62.9
Ratanpur Ship Recycling Industries Ltd	2010	1,337.5	23.1	1,314.4	1,296.8	1,974.7	13.1

Shareholding & Board

The authorized share capital of the Company is BDT 1,000 million divided into 100 million ordinary shares of BDT 10 each and paid capital of RSRM was increased from BDT 96.00 million in FY 09-10 to BDT 296.00 in FY 10-11.

Table

Composition of Share holding as on 30 June 2012			
Name	Designation	Number of shares	% of Shareholding
Mr. Maksudur Rahman	Managing Director	14,865,000	50.22
Mrs. Shamsun Nahar Rahman	Director	5,820,000	19.66
Mr. Md. Younus Bhuiyan	Director	4,515,000	15.25
Mr. Md. Mizanur Rahman	Director	1,500,000	5.07
Mr. Marzanur Rahman	Director	1,500,000	5.07
Ratanpur Ship RE-cycling Industries Ltds.	Share holder	1,350,000	4.56
Sayedra Nushrat Rahman	Share holder	50,000	0.17
Total		29,600,000	100.0

Management & Human Resources

Mr. Maksudur Rahman looks after the day to day business of the Company. He is overseeing the overall activities of RSRM. Mr. Md. Younus Bhuiyan, Mr. Md. Mizanur Rahman and Mr. Marzanur Rahman are the Directors of the Company, who are also involved in daily operations of the company. The Company also recruited no. of experienced professionals, who has long experience in this line of business. Total staff size of the Company is almost 260 persons.

Table

Key Executives & Employees		
Name	Designation	Experience
Mr. Mohammed Anwar Ali	Executive Director	40 Years
Mr. Zulfikar Ali Azad	Executive Director- Sales	30 Years
Mr. ObaidurRahman ACA	CFO & Company Secretary	8 Years
Mr. Mohammed Ali	Chief Engineer	35 Years
Mr. Aftab Ali	Manager Production	38 Years
Mr. Tapan Kanti Majumder	Manager Maintenance	32 Years
Mr. Serajul Islam	Inchatge-QC	45 Years

■ OPERATION, BUSINESS & FINANCIAL RISK PROFILE

Operation	Revenue
Manufacturing	Costs
Profitability	Capital

Ratanpur Steel Re-Rolling Mills Ltd (RSRM) is involved in manufacturing 40, 60 and 75 grade M.S. Rods (sizes from 5.5 mm to 32 mm). Currently the company has annual production capacity of 1,56,000 MT MS rod. Capacity utilization increased from 41% in FY 10-11 to 62% in FY11-12. RSRM operates its production process with two production lines. Growth of the concern is supported by both internal and external fund generation. Revenue of the company is mainly generated from local selling. In FY11-12, net sales of the company were BDT 5,936.1 million which increased by 49.5% from previous year as both quantity of sales and selling price increased. The company sells its product on both credit (90%) and cash basis (10%). Usually credit selling is conducted for a period of 45 days to 60 days. Main customers of the company are Rupayan Housing Estate, Navana Real Estate, Amin Mohammad Foundation, Project Builders and Concord Real Estate etc. RSRM's raw material is 100mm X 100 mm sq. MS billet (which they collect from sister concern Modern Steel Mills Ltd). These Billets are put into gas burner and made soft to deform it into Rod of different sizes and measures. 4%-5% counts as process loss in this section of processing. Cost of goods sold as percentage of sales was almost 90% during the observation period. EBIT of the company was BDT 525.23 million and average receivable collection period of the company was 18 days in FY 11-12. RSRM has backward linkage facilities as they have Ship breaking and MS Billet manufacturing company (Ratanpur Ship Yard & Modern Steel Mills Ltd.) that help them to minimize the dependency on obtaining raw materials. RSRM is getting cost benefit to produce MS Rod since both concerns (RSRM and Modern Steel Mills Ltd.) are situated at same location, which help them to minimize administrative cost, carrying cost.

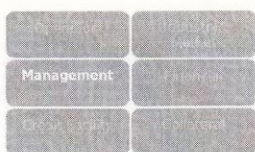
Value	Industry/Market
Manufacturing	Revenue
Profitability	Capital

The Re-Rolling Mill (RRM) industry started emerging in the 1970s to meet the needs of the newly independent Bangladesh and was followed in the early 1990s by the emergence of steel mills. Currently there are nearly 100 steel mills, 250 RRM, and 100 integrated facilities in Bangladesh. The total output capacity is 2.7 million tons per year. RRM industry in Bangladesh is one of the most important suppliers to the construction industry. Every square foot of concrete construction requires 5-6 kg of MS rod. At present the following are mentionable Re-rolling mills in Bangladesh-

Table Qty in MT

Information of Peer Companies	
Company Name	Installed Capacity
Abul Khair Steel Mills Ltd	800,000
BSRM steel Company	375,000
Kabir Steel Mills	375,000
Ratanpur Steel Rerolling Mills Ltd	200,000
Rahim Steel	150,000
GPH Ispat	150,000
Baizid Steel mills	100,000
Bondor steel mills	75,000

Despite the growing global and domestic demand for steel products, most re-rolling mills are operating below optimal capacity due to constraints such as frequent power disruptions, low-pressure gas supply and low quality and erratic supply of raw materials.



Mr. Maksudur Rahman, Managing Director of the company has more than twenty five years experience in the line of importing scrap ship and manufacturing MS billet and MS Rod. He looks after overall operation of the Company. A group of senior and experienced professionals assists him. Other directors are the member of management committee where the Company's major decisions are taken. RSRM has 260 employees of which 25 are office executives 35 are office staff and remaining are labors. Top management has experience in this sector and has employed experienced personnel from various steel industries. RSRM uses client-based software for accounting procedure and inventory management system. It uses ERP system to perform its accounting and inventory related accounts procedure.



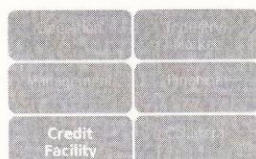
Revenue of the company is mainly derived from selling 40, 60 and 75 grade M.S. Rods (sizes from 5.5 mm to 32 mm) to local market. In FY11-12, net sales of the concern were BDT 5,936.1 million, which increased by 49.5% than that of previous year due to increase in product price and quantity.

Table

Details of Inventory Position

Particulars	FY11-12		FY10-11	
	Qty in MT	BDT in Mil	Qty in MT	BDT in Mil
Raw Materials	13,032	692.3	10,630	481.5
Finished Goods	8,794	515.0	2,946	169.7
Total	21,826	1,207.3	13,576	651.2

Analysis of the year-end inventory position shows that amount of raw materials and finished goods are increasing over the years due to increase in production capacity and to fulfill the customer's requirement. It increases RM inventory in every year to avoid price fluctuation risk and to deliver the order of customers on time. Cost of goods sold as percentage of sales was almost 90%. EBITDA of the concern was BDT 623.4 million and Net profit after tax was BDT 155.9 million in FY 11-12. Cash flow from operations was BDT 151.3 million which decreased from BDT374.2 million of previous year as increase in inventory and accounts receivable in FY 11-12. The equity of the company increased from BDT 322.7 million in FY 10-11 to BDT 1,422.6 million in FY 11-12 as BDT 943.9 million revaluation surplus of land included in equity and the company reinvested its profit. On the other hand borrowed fund of the company decreased from BDT 2,361.0 million in FY10-11 to BDT1,294.6 million in FY 11-12 as Ratanpur Ship Recycling Industries Ltd (Sister concern of RSRM) takeover its liabilities from RSRM in FY11-12. As a result borrowed fund/Equity ratio decreased from 7.3(x) in FY10-11 to 0.9(x) in the year FY 11-12.



The Company has banking relationship with Sonali Bank Ltd and Janata Bank Ltd. RSRM transferred all the loan facilities enjoyed at Janata Bank Ltd to its sister concern Ratanpur Ship Recycling Industries Ltd. It is said to have satisfactory repayment record as reported by the financier. Details of Banks Facilities are mentioned in Appendix-1.



h

APPENDIX 1: Details of Credit Facilities of Ratanpur Steel Re-Rolling Mills Ltd.

Details of Credit Facilities of RSRM						(Mil. BDT)	
Bank	Nature of Facility	Limit	Outstanding as 16/01/12	Limit	Outstanding as 31/08/12	Expiry	Remarks
Janata Bank Ltd	Term Loan	170.05	82.6	170.05	72.3	31.12.15	
IIDFC	Lease	80.0	44.1	80.00	39.67	30.09.15	
Total Long Term		250.1	126.7	250.1	111.97		
Sonali Bank Ltd	CC	750.0	770.5	750.0	741.3	23.05.13	No Change
Sonali Bank Ltd	LTR	400.0 (Inner limit)	Nil	500.0* (Inner limit)	434.0	23.05.13	Increased 100.0 million
Janata Bank Ltd	CC	950.0	882.5	Nil	Nil	-	Transferred to Ratanpur Ship Re-cycling Ind. Ltd
	LTR	300.0 (Inner limit)	278.5	Nil	Nil	-	Transferred to Ratanpur Ship Re-cycling Ind. Ltd
Total (Short Term Funded)		2,400.0	1,931.5	1,250.0	1,175.3		
Sonali Bank Ltd	L/C	1,000.0	853.7	1,000.0	437.7	23.05.13	No Change
Janata Bank Ltd	L/C	1,500.0	Nil	Nil	Nil	-	Transferred to Ratanpur Ship Re-cycling Ind. Ltd
Total (Short Term Non Funded)		2,500.0	853.7	1,000.0	437.7		

*Sonali Bank Ltd L/C limit BDT 1000 million with inner limit of LTR BDT 500 million.

APPENDIX 2 PREVIOUS RATING HISTORY

Particulars	Previous Ratings
Ratanpur Steel Re-Rolling Mills Limited	A ₁
BDT 126.7 million aggregate Long Term Outstanding (LTO)	A ₁ (Lr)
BDT 1652.00 million aggregate CC(pl) and CC(H) limit*	A ₁ (Lr)
BDT 2500.0 million aggregate Short term Funded and Non funded limit	ST-2
Rating Out Look	Stable

APPENDIX 2: KEY FINANCIAL VARIABLES OF RATANPUR RE-ROLLING MILLS LTD

Key Financial Indicators				
	Months	Year Ended June 30		
		(12) 2012	(12) 2011	(12) 2010
Earning, Growth & Stability	Revenue (Mill. BDT)	5,936.0	3,971.1	1,439.5
	Revenue Growth (%)	49.5%	175.9%	-
	Borrowed Fund Outstanding (Mill. BDT)	1,294.9	2,361.0	1,224.5
	Growth rate of Borrowed Fund (%)	(45%)	93%	NA
	CoGS as % of Sales	90%	91%	92%
	EBITDA (Mill. BDT)	623.4	363.1	86.7
	EBITDA Margin (%)	10.5%	9.1%	6.0%
	Net Profit After Tax (Mill. BDT)	155.9	163.9	23.6
	Net Profit Margin (%)	2.6%	4.1%	1.6%
	Return on Avg. Assets (%)	4.8%	7.1%	3.4%
Liquidity & Asset Utilization	Current ratio (x)	0.7	0.9	0.6
	Quick Ratio (x)	0.2	0.6	0.1
	NWC/OI (x)	(1.1)	(1.2)	(5.8)
	Avg. Collection Period (days)	18	16	14
Coverage	Avg. Payment Period (days)	51	27	4
	Times Interest Earned(X)	3.9	2.8	1.5
	(EBITDA-CAPEX)/Interest Expense	4.7	4.7	1.8
	Total Shareholder Equity (Mill. BDT)	1,422.6	322.7	(41.3)
Capital Structure, Leverage & Cash Flow	Total Asset (Mill. BDT)	3,799.0	3,200.4	1,411.8
	Total Liabilities (Mill. BDT)	2,376.4	2,877.8	1,253.1
	Cash & Equivalents as % of Current Liabilities	0.9%	2.8%	1.8%
	Fund Flow from Operation (Mill. BDT)	254.1	221.5	37.4
	Cash Flow from Operation (Mill. BDT)	151.3	374.2	-
	Free Cash Flow (Mill. BDT)	149.6	220.1	-
	Borrowed Fund/Total Assets (X)	0.3	0.7	0.9
	Total Liability/Shareholders' Equity (X)	1.7	8.9	(30.4)
	Borrowed Fund to Equity (X)	0.9	7.3	(29.7)
	Borrowed Fund to EBITDA (X)	2.1	6.5	14.1
	Times Interest Earned(X)	3.9	2.8	1.5
	FFO/Borrowed Fund(X)	0.2	0.1	0.03
	CFO/Borrowed Fund(X)	0.1	0.2	-

CRAB RATING SCALES AND DEFINITIONS –Long Term (Corporate)

Long Term Rating	Definition
AAA Triple A	Companies rated in this category have extremely strong capacity to meet financial commitments. These companies are judged to be of the highest quality, with minimal credit risk.
AA ₁ , AA ₂ , AA ₃ * Double A	Companies rated in this category have very strong capacity to meet financial commitments. These companies are judged to be of very high quality, subject to very low credit risk.
A ₁ , A ₂ , A ₃ Single A	Companies rated in this category have strong capacity to meet financial commitments, but are susceptible to the adverse effects of changes in circumstances and economic conditions. These companies are judged to be of high quality, subject to low credit risk.
BBB ₁ , BBB ₂ , BBB ₃ Triple B	Companies rated in this category have adequate capacity to meet financial commitments but more susceptible to adverse economic conditions or changing circumstances. These companies are subject to moderate credit risk. Such companies possess certain speculative characteristics.
BB ₁ , BB ₂ , BB ₃ Double B	Companies rated in this category have inadequate capacity to meet financial commitments. Have major ongoing uncertainties and exposure to adverse business, financial, or economic conditions. These companies have speculative elements, subject to substantial credit risk.
B ₁ , B ₂ , B ₃ Single B	Companies rated in this category have weak capacity to meet financial commitments. These companies have speculative elements, subject to high credit risk.
CCC ₁ , CCC ₂ , CCC ₃ Triple C	Companies rated in this category have very weak capacity to meet financial obligations. These companies have very weak standing and are subject to very high credit risk.
CC Double C	Companies rated in this category have extremely weak capacity to meet financial obligations. These companies are highly speculative and are likely in, or very near, default, with some prospect of recovery of principal and interest.
C Single C	Companies rated in this category are highly vulnerable to non-payment, have payment arrearages allowed by the terms of the documents, or subject of bankruptcy petition, but have not experienced a payment default. Payments may have been suspended in accordance with the instrument's terms. These companies are typically in default, with little prospect for recovery of principal or interest.
D (Default)	D rating will also be used upon the filing of a bankruptcy petition or similar action if payments on an obligation are jeopardized.

**Note: CRAB appends numerical modifiers 1, 2, and 3 to each generic rating classification from AA through CCC. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.*



LONG-TERM RATING: LOANS/FACILITIES FROM BANKS/FIS

(All loans/facilities with original maturity exceeding one year)

RATINGS	DEFINITION
AAA (Lr) (Triple A) Highest Safety	Loans/facilities rated AAA (Lr) are judged to offer the highest degree of safety, with regard to timely payment of financial obligations. Any adverse changes in circumstances are unlikely to affect the payments on the loan facility.
AA (Lr)* (Double A) High Safety	Loans/facilities rated AA (Lr) are judged to offer a high degree of safety, with regard to timely payment of financial obligations. They differ only marginally in safety from AAA (Lr) rated facilities.
A (Lr) Adequate Safety	Loans/facilities rated A (Lr) are judged to offer an adequate degree of safety, with regard to timely payment of financial obligations. However, changes in circumstances can adversely affect such issues more than those in the higher rating categories.
BBB (Lr) (Triple B) Moderate Safety	Loans/facilities rated BBB (Lr) are judged to offer moderate safety, with regard to timely payment of financial obligations for the present; however, changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal than for issues in higher rating categories.
BB (Lr) (Double B) Inadequate Safety	Loans/facilities rated BB (Lr) are judged to carry inadequate safety, with regard to timely payment of financial obligations; they are less likely to default in the immediate future than instruments in lower rating categories, but an adverse change in circumstances could lead to inadequate capacity to make payment on financial obligations.
B (Lr) High Risk	Loans/facilities rated B (Lr) are judged to have high risk of default; while currently financial obligations are met, adverse business or economic conditions would lead to lack of ability or willingness to pay interest or principal.
CCC (Lr) Very High Risk	Loans/facilities rated CCC (Lr) are judged to have factors present that make them very highly vulnerable to default; timely payment of financial obligations is possible only if favorable circumstances continue.
CC (Lr) Extremely High Risk	Loans/facilities rated CC (Lr) are judged to be extremely vulnerable to default; timely payment of financial obligations is possible only through external support.
C (Lr) Near to Default	Loans/facilities rated C (Lr) are currently highly vulnerable to non-payment, having obligations with payment arrearages allowed by the terms of the documents, or obligations that are subject of a bankruptcy petition or similar action but have not experienced a payment default. C is typically in default, with little prospect for recovery of principal or interest. C (Lr) are typically in default, with little prospect for recovery of principal or interest.
D (Lr) Default	Loans/facilities rated D (Lr) are in default or are expected to default on scheduled payment dates.

*Note: CRAB appends numerical modifiers 1, 2, and 3 to each generic rating classification from AA through CCC. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

SHORT-TERM CREDIT RATING: LOANS/FACILITIES OF BANKS/FIS

(All loans/facilities with original maturity within one year)

	DEFINITION
ST-1 Highest Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is very strong.
ST-2 High Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is strong; however, the relative degree of safety is lower than that for issues rated higher.
ST-3 Adequate Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is adequate; however, the issues are more vulnerable to the adverse effects of changing circumstances than issues rated in the two higher categories.
ST-4 Marginal	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is marginal; and the issues are quite vulnerable to the adverse effects of changing circumstances.
ST-5 Inadequate Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is minimal, and it is likely to be adversely affected by short-term adversity or less favorable conditions.
ST-6 Lowest Grade	This rating indicates that the loans/facilities are expected to be in default on maturity or is in default.

© Copyright 2012, CREDIT RATING AGENCY OF BANGLADESH LIMITED ("CRAB"). All rights reserved. ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY COPYRIGHT LAW AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT CRAB'S PRIOR WRITTEN CONSENT. All information contained herein is obtained by CRAB from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, such information is provided "as is" without warranty of any kind and CRAB, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness, completeness, merchantability or fitness for any particular purpose of any such information. Under no circumstances shall CRAB have any liability to any person or entity for (a) any loss or damage in whole or in part caused by, resulting from, or relating to, any error (negligent or otherwise) or other circumstance or contingency within or outside the control of CRAB or any of its directors, officers, employees or agents in connection with the procurement, collection, compilation, analysis, interpretation, communication, publication or delivery of any such information, or (b) any direct, indirect, special, consequential, compensatory or incidental damages whatsoever (including without limitation, lost profits), even if CRAB is advised in advance of the possibility of such damages, resulting from the use of or inability to use, any such information. The credit ratings and financial reporting analysis observations, if any, constituting part of the information contained herein are, and must be construed solely as, statements of opinion and not statements of fact or recommendations to purchase, sell or hold any securities. NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY CRAB IN ANY FORM OR MANNER WHATSOEVER. Each rating or other opinion must be weighed solely as one factor in any investment decision made by or on behalf of any user of the information contained herein, and each such user must accordingly make its own study and evaluation of each security and of each issuer and guarantor of, and each provider of credit support for, each security that it may consider purchasing, holding or selling.



SECTION XXI: 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 two years of according consent, shall be subject to a lock-in period of 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 Ratanpur Steel Re-Rolling Mills Limited:

SL	NAME	Position	NO. OF SHARES	%	Date of acquisition	*Lock-In Period
01	Maksudur Rahman	Director and Managing Director	14,865,000	50.22%	22-Apr-1986	3 Yrs
02	Shamsun Nahar Rahman	Director	5,820,000	19.66%	22-Apr-1986	3 Yrs
03	Md. Younus Bhuiyan	Director	4,515,000	15.25%	22-Apr-1986	3 Yrs
04	Md. Mizanur Rahman	Director	1,500,000	5.07%	24-Apr-2012	3 Yrs
05	Marzanur Rahman	Director	1,500,000	5.07%	24-Apr-2012	3 Yrs
06	Ratanpur Ship Re-cycling Industries Ltd.	Shareholder	1,350,000	4.56%	24-Apr-2012	1 Yr
07	Sayedra Nushrat Rahman	Shareholder	50,000	0.17%	24-Apr-2012	1 Yr
			29,600,000	100%		

SECTION XXII: SUBSCRIPTION, REFUND AND ALLOTMENT

Refund of subscription money

As per BSEC Notification Dated February 9, 2010, the issuer shall refund application money to the unsuccessful applicant of the public offer by any of the following manner based on the option given by the applicant in the application form;-

- (a) Through banking channel for onward deposit of the refund money into the applicant's bank account as provided in the respective application form for subscription; or
- (b) Through issuance of refund warrant in the name and address of the applicant as provided in the respective application form for subscription:

Provided that, in case of deposit into the applicant's bank account, the applicant will bear the

applicable service charge, if any, of the applicant's banker, and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.”

Subscription by and refund to non-resident Bangladeshi (NRB)

1. A Non-Resident Bangladeshi shall apply either directly by enclosing a foreign demand draft drawn on a bank payable at Dhaka, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking “Account Payee only”.
2. The value of securities applied for by such person may be paid in Taka or US dollar or UK pound sterling or EURO at the rate of exchange mentioned in the securities application form.
3. Refund against oversubscription shall be made in the currency in which the value of securities was paid for by the applicant through Account Payee bank cheque payable at Dhaka with bank account number, Bank's name and Branch as indicated in the securities application form. If the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the Bankers to the Issue as mentioned above, refund amount of those applicants will be directly credited into the respective bank accounts as mentioned in their IPO Application Form.

Allotment

The company shall issue share allotment letters to all successful applicants, within 5(five) weeks, from the date of the subscription closing date. At the same time, the unsuccessful applicants shall be refunded with the application money within 5 (five) weeks from the closing of the subscription date, by crediting directly to the recipients' bank accounts. A compliance report shall be submitted with the Commission within 7 (seven) weeks from the date of closure of subscription.

SECTION XXIII: AVAILABILITY OF SECURITIES

1. IPO will be for 25,000,000 shares of BDT 40.00 each including premium Tk. 30.00 per share totaling BDT 1,000,000,000. As per the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2006, 10% of the total offering shall be reserved for non-resident Bangladeshi (NRB), 10% for mutual funds and collective investment schemes registered with the Commission and 20% for affected small investors and remaining 60% shall be open for subscription by the general public. The position is thus as follows:

a)	10% of the Issue i.e. 25,00,000 ordinary shares @Tk.40.00 each including a premium of Tk. 30.00 per share shall be reserved for Non-resident Bangladeshis.	Tk. 10,00,00,000.00
b)	10% of the Issue i.e. 25,00,000 ordinary shares @Tk.40.00 each including a premium of Tk. 30.00 per share shall be reserved for Mutual Funds and collective investment schemes registered with the Commission.	Tk.10,00,00,000.00

c)	20% of the Issue i.e. 50,00,000 ordinary shares @Tk.40.00 each including a premium of Tk. 30.00 per share shall be reserved for affected small investors	Tk. 20,00,00,000.00
c)	The remaining 60% i.e. 1,50,00,000 Ordinary Shares @Tk.40.00 each including a premium of Tk. 30.00 per share shall be open for subscription by the general public.	Tk. 60,00,00,000.00
		Tk.100,00,00,000.00

- (1) 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 20% shall be reserved for affected small investors the remaining 60% shall be open for subscription by the general public.
- (2) All securities as stated in sub-rule (1) 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.
- (3) In case of over-subscription under any of the categories mentioned in sub-rule (1), the issuer and 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.
- (4) In case of under-subscription under any of the 10% or 20% categories mentioned in sub-rule (1), 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 issue manager shall jointly conduct an open lottery of all the applicants added together.
- (5) In case of under-subscription of the public offering, the unsubscribed portion of securities shall be taken up by the underwriter(s).
- (6) The lottery as stated in sub-rule (3) and (4) shall be conducted in presence of representatives from the issuer, the stock exchanges, and the applicants, if there be any.

SECTION XXIV: ISSUE MANAGERS AND UNDERWRITERS

Manager to the Issue

Janata Capital Management Limited (Issue Manager), 48, Motijheel C/A, Dhaka 1000, **Trust Bank Investment Limited** (Co-Issue Manager), Peoples Insurance Bhaban, 36 Dilkusha C/A, Dhaka-1000 will get Tk. 2,300,000.00 (Taka Twenty Three Lac Only) as issue management fee including VAT.

Underwriters

As per Securities and Exchange Commission's guideline 50% of the Public Offer of 25,000,000 ordinary share i.e., 12,500,000 ordinary shares of Tk. 40/- each including premium Tk. 30/- each totaling Tk. 500,000,000/- (Taka Five Hundred Million Only) has been underwritten by the following institutions :

Name of Underwriters	Number of Shares Underwritten	Amount (Tk).
ICB Capital Management Limited	1,250,000	50,000,000
Sonali Investment Limited	1,250,000	50,000,000
Royal Green Capital Market Ltd.	250,000	10,000,000
Janata Capital and Investment Limited	7,250,000	290,000,000
Trust Bank Investment Limited	2,500,000	100,000,000
Total	12,500,000	500,000,000

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 has been 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 fulfills 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.

Right of Underwriters on Company's Board

Underwriters have not acquired any right to have their representatives in the Board of Directors of the Company.

Relation of officers or directors of the underwriter(s) with the member of the board of the Company

No officer or director of the underwriters is presently engaged as the Director of the Company.

Commission for Underwriters

The company shall pay to the underwriter an underwriting commission at the rate of 0.50% of the IPO amount of the issue value of shares underwritten by them out of the Public Issue.

SECTION XXV: APPLICATION FOR SUBSCRIPTION

Application for subscription

01. Application for Shares may be made for a minimum lot of 200 (Two Hundred) Ordinary Shares to the value of Tk. 8,000/- and should be made on the Company's Printed Application forms. Application forms and the Prospectus may be obtained from the Registered Office of the Company, members of the Dhaka Stock Exchange Ltd., Chittagong Stock Exchange Ltd. or from the Bankers to the Issue. In case adequate forms are not available, applicants may use photocopied/cyclostyled/ typed/handwritten copies of the forms. Application must not be for less than 200 Shares. Any application not meeting the criterion will not be considered for allotment purpose.
02. Joint Application form for more than two (2) persons will not be accepted. In the case of a joint Application each party must sign the Application form.
03. Application 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. Applications from insurance, financial and market intermediary companies must be accompanied by Memorandum and Articles of Association.
04. **An applicant cannot submit more than two applications, one in his own name and another jointly with another person. In case an applicant makes more than two applications, all the application 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.**
05. Bangladeshi Nationals (including Non-Resident Bangladeshis residing/working abroad) and Foreign Nationals will be entitled to apply for Shares.

06. Payment for subscription by investors other than Non-Resident Bangladeshi may be made to the said branches/office of the Banks mentioned below in Cash/Cheque/Pay Order/Bank Draft. The Cheque or Pay Order or Bank Draft shall be made payable to the Bank to which it is sent and be marked **Ratanpur Steel Re-Rolling Mills Limited** and shall bear the crossing “**Account Payee only**” and must be drawn on a Bank in the same town of the Bank to which application form is deposited.
07. All completed application forms, together with remittance for the full amount payable on application, will be lodged by investors other than Non-Resident Bangladeshis with any of the branches of the Bankers to the Issue.
08. A Non-Resident Bangladeshi (NRB) will apply for the IPO either directly by enclosing a foreign demand draft drawn on a Bank payable at Dhaka, or through a nominee (including a bank or a company) by paying out of foreign currency deposit account maintained in Bangladesh, for the value of Securities applied for. The value of Securities applied for may be paid in Taka, US Dollar or UK Pound Sterling or Euro spot buying (TT clean) rate of exchange prevailing the date of opening of subscription. Refund against over subscription of Shares will be made in the currency in which the value of Shares applied for was paid by the applicant. Share Application Form against the quota for NRB will be sent by the applicant directly along with a bank draft or cheque to the Company at its Registered Office. Copies of Application Form and Prospectus shall be available with Bangladesh Embassy/High Commission in USA, UK, Saudi Arabia, UAE, Qatar, Kuwait, Oman, Bahrain, Malaysia and South Korea and on the website of the SEC, Issuer Company, Issue Managers, DSE and CSE.
09. The IPO subscription money collected from investors (other than Non-Resident Bangladeshis) by the Bankers to the Issue will be remitted to the Company’s **IPO Special Notice Deposit (SND) Account No. 0017-0320001020 with Trust Bank Limited, Dilkusha Corporate Branch, Dhaka for this purpose.**
10. The subscription money collected from Non-Resident Bangladeshis in US Dollar or UK Pound Sterling or Euro shall be deposited to below mention “**FC Account(s) opened by the company for IPO purpose.**”

Name of the FC Accounts	Currency	Account No.	Bank & Branch
Ratanpur Steel Re-Rolling Mills Ltd. Foreign Currency, IPO	U S Dollar	0017-5802000015	Trust Bank Ltd. Dilkusha Corporate Branch, Dhaka
Ratanpur Steel Re-Rolling Mills Ltd. Foreign Currency, IPO	GBP Pound	0017-5803000013	Trust Bank Ltd. Dilkusha Corporate Branch, Dhaka
Ratanpur Steel Re-Rolling Mills Ltd. Foreign Currency, IPO	Euro	0017-5804000011	Trust Bank Ltd. Dilkusha Corporate Branch, Dhaka

11. In the case of over subscription of securities to the NRB applicants, refund shall be made by

company out of the “FC Account for IPO NRB Subscription.” Ratanpur Steel Re-Rolling Mills Ltd. has already opened the aforesaid FC Account & Current Account and shall close these accounts after refund of over subscription, if any.

12. Application not in Conformity with the above requirements and the instructions printed on the application form are liable to be rejected.

Declaration about Listing of Share 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 share of the company.

THE ISSUE SHALL BE PLACED IN “N” CATEGORY

Banker To The Issue

Investment Corporation of Bangladesh Head Office, Dhaka Local Office, Dhaka Barishal Br, Barishal Rajshahi Br, Rajshahi Bogra Br, Bogra Sylhet Br, Sylhet Chittagong Br, Chittagong Khulna Br, Khulna IFIC Bank Limited Federation Br, Dhaka Dhanmondi Br, Dhaka Naya Paltan Br, Dhaka Pallabi Br, Dhaka Islampur Br, Dhaka Kawran Bazar Br, Dhaka Uttara Br, Dhaka Elephant Road Br, Dhaka Shantinagar Br, Dhaka Mohakhali Br, Dhaka Banani Br, Dhaka Malibagh Br, Dhaka North Brook Hall Road Br, Dhaka Stock Exchange Br, Dhaka Pragati Sarani Br, Dhaka Mirpur Br, Dhaka Mymensing Br, Mymensing Narsingdi Br, Narsingdi Narayanganj Br, N'gonj Faridpur Br, Faridpur Alankar More Br, Ctg Agrabad Br, Ctg Madam Bibir Hat Br, Ctg CDA Avenue Branch, Ctg Choumuhani Br, Ctg S.K Mujib Road Br, Ctg Feni Br, Feni Comilla Br, Comilla Cox's Bazar Br, Cox's Bazar Uposhohor Br, Sylhet Tultikar Br, Sylhet Moulvibazar Br, Moulvibazar Sylhet Br, Sylhet Khulna Br, Khulna Boro Bazar Br, Khulna Kustia Br, Kustia Dinazpur Br, Dinazpur Patna Br, Patna Rajshahi Br, Rajshahi Rangpur Br, Rangpur Barishal Br, Barishal Jessor Br, Jessor Bogra Br, Bogra Brahmanbaria Br, Brahmanbaria Mercantile Bank Limited Main Br, Dhaka Elephant Road Br, Dhaka Pragati Sarani Br, Dhaka Dhanmondi Br, Dhaka Mohakhali Br, Dhaka Motijheel Br, Dhaka Kawran Bazar Br, Dhaka Mirpur Br, Dhaka Gulshan Br, Dhaka Banani Br, Dhaka Uttara Br, Dhaka Satmosjid Road Br, Dhaka Nayabazar Br, Dhaka Bijoynagar Br, Dhaka Ring Road Br, Dhaka Narayanganj Br, N'gonj Agrabad Br, Chittagong Feni Br, Feni Comilla Br, Comilla Khulna Br, Khulna Bogra Br, Bogra Rangpur Br, Rangpur Dinajpur Br, Dinajpur Naogaon Br, Naogaon Jessor Br, Jessor Rajshahi Br, Rajshahi Barishal Br, Barishal Sylhet Br, Sylhet Dutch-Bangla Bank Limited Dania Br, Dhaka Joypara Br, Dhaka Bandura Br, Dhaka Dhaka EPZ Br, Dhaka Ashulia Br, Dhaka Uttar Khan Br, Dhaka Keraniganj Br, Dhaka Rahitpur Br, Dhaka Manikgonj Br, Dhaka Pallabi Br, Dhaka Vatara Br, Dhaka Ashkona Br, Dhaka Uttara Jonopod Br, Dhaka Board Bazar Br, Gazipur Savar Bazar Br, Savar Mawna Br, Gazipur Konabary Br, Gazipur Satmosjid Road Br, Dhaka	Mirer Bazar Br, Gazipur Gazipur Chowrasta Br, Gazipur Tongi Br, Gazipur B.B Road Br, Narayanganj Narayanganj Br, N'gonj Netajganj Br, N'gonj Narayanganj BSCIC Br, N'gonj Bhulta Br, N'gonj Pagla Br, N'gonj Panchagarh Br, Panchagarh Feni Br, Feni Sonagazi Br, Feni Dagonbhuiyan Br, Feni Halishahar Br, Chittagong Chittagong EPZ Br, Ctg CDA Avenue Br, Ctg Muradpur Br, Ctg Jubilee Road Br, Ctg Kadamtali Br, Ctg Khatungonj Br, Ctg Patherhat Br, Ctg Fatichchar Br, Ctg Hatnazar Br, Ctg Chokoria Br, Cox's Bazar Lohagara Br, Chittagong Cox's Bazar Br, Cox's Bazar Comilla Br, Comilla Mirzapur Br, Tangail Tangail Br, Tangail Amberkhana Br, Sylhet Sylhet Br, Sylhet Golapgonj Br, Sylhet Goala Bazar Br, Sylhet Biswanath Br, Sylhet Uposhohor Br, Sylhet Moulavi Bazar Br, Moulvibazar Borolekha Br, Moulvibazar Beani Bazar Br, Sylhet Sremangal Br, Moulvibazar Barishal Br, Barishal Basurhat Br, Noakhali Choumuhani Br, Noakhali Jessor Br, Jessor Kustia Br, Kustia Matuail Br, Matuail Jamaipur Br, Jamaipur Patuakhali Br, Patuakhali Rajshahi Br, Rajshahi Mymensing Br, Mymensing Chhatok Br, Sunamganj Narsingdi Br, Narsingdi Babur Hat Br, Narsingdi Naogaon Br, Naogaon Digpait Br, Digpait Saipdur Br, Nilphamary Madanpur Br, Madanpur Munshiganj Br, Munshiganj Dinajpur Br, Dinajpur Laxmipur Br, Laxmipur Khulna Br, Khulna Rangpur Br, Rangpur Sathkira Br, Sathkira Habiganj Br, Habiganj Bhairab Br, Bhairab Manda Br, Laksham Bogra Br, Bogra Shahzadpur Br, Sirajganj Gobindaganj Br, Gaibandhaganj Faridpur Br, Faridpur Sunamganj Br, Sunamganj Brahmanbaria Br, Brahmanbaria Patna Br, Patna Dhaka Bank Limited Local Office, Dhaka Mirpur Br, Dhaka Gulshan Br, Dhaka Moghobazar Br, Dhaka Uttara Br, Dhaka Kawranbazar Br, Dhaka Khaliganj Br, Dhaka Mohakhali Br, Dhaka Goran SME Br, Dhaka Foreign Exchange Br, Dhaka Dhanmondi Br, Dhaka Agrabad Br, Chittagong Halishahar Br, Chittagong CDA Avenue Br, Chittagong Comilla Br, Comilla Bhulta Br, N'gonj Narayanganj Br, N'gonj Upohshahar Br, Sylhet Barishal Br, Barishal Rangpur Br, Rangpur KDA Avenue Br, Khulna Rajshahi Br, Rajshahi NCC Bank Limited Motijheel Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka Malibagh Br, Dhaka Shyamoli Br, Dhaka Bangshal Br, Dhaka	Gulshan Br, Dhaka Kawran Bazar Br, Dhaka Babubazar Br, Dhaka Dilkusha Br, Dhaka Moghobazar Br, Dhaka Bijoynagar Br, Dhaka Uttara Br, Dhaka Mirpur Br, Dhaka Mirford Br, Dhaka Islampur Br, Dhaka Nawabpur Br, Dhaka Progoti Sarani Br, Dhaka Elephant Road Br, Dhaka Foreign Exchange Br, Dhaka Jatrabari Br, Dhaka Savar Br, Savar Narayanganj Br, N'gonj Agrabad Br, Ctg Kadamtali Br, Ctg Khatungonj Br, Ctg Laldighirpar Br, Ctg Jubilee Road Br, Ctg CEPZ Br, Ctg Halishahar Br, Ctg Anderkilla Br, Ctg Majhirhat Br, Ctg O.R.Nijam Road Br, Ctg Feni Br, Feni Cox's Bazar Br, Cox's Bazar Majidee Br, Noakhali Chowmuhani Br, Noakhali Tangail Br, Tangail Kustia Br, Kustia Moulvibazar Br, Moulvibazar Uposhohor Br, Sylhet Naogaon Br, Naogaon Madanpur Br, Madanpur Jessor Br, Jessor Dinajpur Br, Dinajpur Bogra Br, Bogra Khulna Br, Khulna Barishal Br, Barishal Laxmipur Br, Laxmipur Comilla Br, Comilla Mymensingh Br, Mymensingh Brahmanbaria Br, Brahmanbaria Rangpur Br, Rangpur Rajshahi Br, Rajshahi Brac Bank Limited Asad Gate Br, Dhaka Mirpur Br, Dhaka Banani Br, Dhaka Basurhat Br, Dhaka Naogaon Br, Naogaon Digpait Br, Digpait Saipdur Br, Nilphamary Madanpur Br, Madanpur Munshiganj Br, Munshiganj Dinajpur Br, Dinajpur Laxmipur Br, Laxmipur Khulna Br, Khulna Rangpur Br, Rangpur Sathkira Br, Sathkira Habiganj Br, Habiganj Bhairab Br, Bhairab Manda Br, Laksham Bogra Br, Bogra Shahzadpur Br, Sirajganj Gobindaganj Br, Gaibandhaganj Faridpur Br, Faridpur Sunamganj Br, Sunamganj Brahmanbaria Br, Brahmanbaria Patna Br, Patna City Bank Limited Principle Br, Dhaka B B Avenue Br, Dhaka Islampur Br, Dhaka Imamgonj Br, Dhaka Johnson Road Br, Dhaka Kawran Bazar Br, Dhaka Zinzira Br, Dhaka Dhanmondi Br, Dhaka New Market Br, Dhaka Nawabpur Br, Dhaka Shaymoli Br, Dhaka Pragati Sarani Br, Dhaka Kawran Bazar Corporate Br, Dhaka Nawabgonj Br, Dhaka Tongi Br, Gazipur Agrabad Br, Ctg Anderkilla Br, Ctg Pahartoli Br, Ctg Khatungonj Br, Ctg Jubilee Road Br, Ctg Chawkbazar Br, Ctg Cox's Bazar Br, Cox's Bazar Comilla Br, Comilla Zinda Bazar Br, Sylhet Moulvibazar Br, Moulvibazar Bandar Bazar Br, Sylhet	Amborkhana Br, Sylhet Narsingdi Br, Narsingdi Rajshahi Br, Rajshahi Khulna Br, Khulna Bogra Br, Bogra Sirajgonj Br, Sirajgonj Jessor Br, Jessor Barisal Br, Barishal Rangpur Br, Rangpur Trust Bank Limited Principal Br, Dhaka Ashulia Br, Dhaka Dilkusha Corporate Br, Dhaka Uttara Corporate Br, Dhaka Mirpur Br, Dhaka Elephant Road Br, Dhaka Kawran Bazar Br, Dhaka Dhanmondi Br, Dhaka Radison Hotel Br, Dhaka Joypara Br, Dhaka Narayanganj Br, N'gonj Comilla Cantt. Br, Comilla CEPZ Br, Ctg S S Cantonment Br, Tangail Naringdi Br, Narsingdi Tongi Br, Gazipur Joydebpur Br, Gazipur Mymensingh Cantt. Br, Mymensingh Savar Cantt. Br, Savar Feni Br, Feni Halishahar Br, Chittagong Kadamtali Br, Chittagong Ashugonj Br, Brahmanbaria Barishal Br, Barishal Bogra Br, Bogra Chowmohoni Br, Noakhali Rajshahi Br, Rajshahi Khulna Br, Khulna Rangpur Br, Rangpur Jalalabad Cantt. Br, Sylhet Jessor Cantt. Br, Jessor Uposhohor Br, Sylhet Khawja Younus Ali Medical Col. & Hospi. Br, Sirajgonj Islami Bank Bangladesh limited Local Office Br, Dhaka Mouchak Br, Dhaka Shyamoli Br, Dhaka Chawk Mugaltuly Br, Dhaka Gulshan Br, Dhaka New Market Br, Dhaka Farmgate Br, Dhaka Jatrabari Br, Dhaka Uttara Br, Dhaka Foreign Exchange Br, Dhaka Gulshan Br, Dhaka Mirpur Br, Dhaka Nawabpur Road Br, Dhaka Agrabad Br, Chittagong Khatungonj Br, Ctg Cox's Bazar Br, Cox's Bazar Patia Br, Ctg Feni Br, Feni Comilla Br, Comilla Barishal Br, Barishal Patna Br, Patna Rajshahi Br, Rajshahi Chowmuhani Br, Noakhali Moulvi Bazar Br, Sylhet Dilshet Br, Bogra Bogra Br, Bogra Khulna Br, Khulna Narayanganj Br, N'gonj Dinajpur Br, Dinajpur Kustia Br, Kustia Sunamganj Br, Sunamganj Jessor Br, Jessor Janata Bank Ltd. Banani Br, Dhaka Dhanmondi Br, Dhaka Elephant Road Corporate Br, Dhaka Gulshan Corporate Br, Dhaka Uttara Corporate Br, Dhaka Mohakhali Corporate Br, Dhaka Mohammedpur Corporate Br, Dhaka Imamgonj Corporate Br, Dhaka Mouchak Br, Dhaka Shantinagar Corporate Br, Dhaka Dhaka University Br, Dhaka Kawran Bazar Corporate Br, Dhaka Rajshahi Corporate Br, Dhaka Satmasjid Br, Dhaka Dilkusha Corporate Br, Dhaka Motijheel Corporate Br, Dhaka Mirpur Section-10 Br, Dhaka B.B Road Corporate Br, Dhaka S.K Mujib Road Corporate Br, Ctg Laldigi East Corporate Br, Ctg Khulna Corporate Br, Khulna Sylhet Corporate Br, Sylhet Foreign Exchange Br, Sylhet	Rajshahi Corporate Br, Rajshahi Kustia Corporate Br, Kustia Comilla Corporate Br, Comilla Barishal Corporate Br, Barishal Majidee Court Corporate Br, Noakhali Mymensingh Corporate Br, Mymensingh Rangpur Corporate Br, Rangpur Faridpur Corporate Br, Faridpur Bogra Corporate Br, Bogra Dinazpur Corporate Br, Dinazpur Gopalgonj Corporate Br, Gopalgonj Norsingdi Br, Norsingdi Southeast Bank Ltd Principal Br, Dhaka Corporate Br, Dhaka Motijheel Br, Dhaka Imamgonj Br, Dhaka Dhanmondi Br, Dhaka Uttara Br, Dhaka Kakrala Br, Dhaka New Elephant Road Br, Dhaka Gulshan Br, Dhaka Banani Br, Dhaka Bangshal Br, Dhaka New Eskaton Br, Dhaka Pragati Sarani Br, Dhaka Agargang Br, Dhaka Sat Mashjid Road Br, Dhaka Shyamoli Br, Dhaka Aganagar Br, Dhaka Kawran Bazar Br, Dhaka Rokeya Sarani Br, Dhaka Mouchak Br, Dhaka Bashundhara Br, Dhaka Islampur Br, Dhaka Kotwali Br, Dhaka Mohammadpur Br, Dhaka Ashulia Br, Dhaka Narayanganj Br, N'gonj Savar Br, Dhaka Konabari Br, Gazipur Tongi Br, Gazipur Madhabdi Br, Norsingdi Moulvibazar Br, Moulvibazar Sathkira SME Br, Sathkira Narsingdi SME Br, Narsingdi Comilla Br, Comilla Munshigong Br, Munshigong Chouhatta Br, Sylhet Bandar Bazar Br, Sylhet Laldighirpar Br, Sylhet Upohshahar Br, Sylhet Pathantula Br, Sylhet Khulna Br, Khulna Madambirhat Br, Ctg Agrabad Br, Ctg New Eskaton Br, Ctg Jubilee Road Br, Ctg Pahartali Br, Ctg Momin Road Br, Ctg Cox's Bazar Br, Cox's Bazar Feni Br, Feni Chhagalnaiya Br, Feni Bashurhat Br, Noakhali Chowmuhani Br, Noakhali Rangpur Br, Rangpur Bogra Br, Bogra Jessor SME Br, Jessor Barishal Br, Barishal Dhania Br, Dhania Naogaon Br, Naogaon Rajshahi Br, Rajshahi Tangail SME Br, Tangail Chapainawabganj Br, Chapainawabganj Joydebpur Br, Joydebpur National Bank Ltd Mohakhali Br, Dhaka Motijheel Br, Dhaka Mohammadpur Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka New Eskaton Br, Dhaka North Brook Hall Road Br, Dhaka Rokeya Sarani Br, Dhaka Mirpur Br, Dhaka Gulshan Br, Dhaka Kawran Bazar Br, Dhaka Babubazar Br, Dhaka Dilshet Br, Dhaka Uttara Br, Dhaka Mirpur Br, Dhaka Islampur Br, Dhaka Lake Circus Br, Dhaka Progoti Sarani Br, Dhaka Rifles Square Br, Dhaka	Elephant Road Br, Dhaka Foreign Exchange Br, Dhaka Asadgate Br, Dhaka Imamgonj Br, Dhaka Z.H Sikder M.C. Br, Dhaka Jatrabari Br, Dhaka Savar Bazar Br, Savar Tongi Br, Dhaka Gazipur Br, Gazipur Pagla Bazar Br, N'gonj Narayanganj Br, N'gonj Netajgonj Br, N'gonj Agrabad Br, Ctg S.K Mujib Road Br, Ctg Khatungonj Br, Ctg Khawkbazar Br, Ctg Pahartali Br, Ctg Jubilee Road Br, Ctg CDA Avenue Br, Ctg Anderkilla Br, Ctg Muradpur Br, Ctg Feni Br, Feni Chowmuhani Br, Noakhali Tangail Br, Tangail Sylhet Br, Sylhet Moulvibazar Br, Moulvibazar Bogra Br, Bogra Khulna Br, Khulna Barishal Br, Barishal Comilla Br, Comilla Rangpur Br, Rangpur Rajshahi Br, Rajshahi Sunamgonj Br, Sunamgonj Narsingdi Br, Narsingdi Faridpur Br, Faridpur Mymensingh Br, Mymensingh Eastern Bank Ltd Motijheel Br, Dhaka Shyamoli Br, Dhaka Uttara Br, Dhaka Boshundhara Br, Dhaka Banaree Br, Dhaka Moghobazar Br, Dhaka Mirpur Dar-us-salam Road Br, Dhaka Uttara Garib-E-Newaz Br, Dhaka Savar Br, Dhaka Narayanganj Br, N'gonj Jubilee Road Br, Chittagong O.R Nizam Road Br, Ctg Chandgonj Br, Ctg Panchlaish Br, Ctg Halishahar Br, Chittagong Bogra Br, Bogra Khulna Br, Khulna Jessor Br, Jessor Rajshahi Br, Rajshahi Moulvibazar Br, Moulvibazar Chouhatta Br, Sylhet Mymensingh SME Br, Mymensingh Prime Bank Ltd Ring Road Br, Dhaka Bangshal Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka Elephant Road Br, Dhaka IBB Mirpur Br, Dhaka IBB Dikusha Br, Dhaka Kawran Bazar Br, Dhaka Foreign Exchange Br, Dhaka Mohakali Br, Dhaka Mouchak Br, Dhaka New Eskaton Br, Dhaka Satmosjid Road Br, Dhaka S.B.C Tower Br, Dhaka Uttara Br, Dhaka Ibrahimpur Br, Dhaka Narayanganj Br, N'gonj Tongi Br, Gazipur Agrabad Br, Ctg Khatungonj Br, Ctg O.R Nizam Road Br, Ctg Jubilee Road Br, Ctg Lal Dighi East Br, Ctg Probortok More Br, Ctg Subid Bazar Br, Sylhet Upashahar Br, Sylhet Sremongal Br, Moulvibazar Court Road Br, Moulvibazar Bogra Br, Bogra Rajshahi Br, Rajshahi Rangpur Br, Rangpur Jessor Br, Jessor Khulna Br, Khulna Faridpur Br, Faridpur Dinajpur Br, Dinajpur Nator Br, Nator Comilla Br, Comilla Sunamgonj Br, Sunamgonj Mymensingh Br, Mymensingh Feni Br, Feni
--	---	--	---	--	--

Material Contracts

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

- a) Underwriting Agreement between the Company and the Underwriters.
- b) Issue Management Agreement between the Company and Issue Manager, Janata Capital Management Limited and Co-Issue Manager, Trust Bank Investment Limited.

Copies of the above mentioned contracts and documents and the Consent Order from the Bangladesh Securities and Exchange Commission may be inspected on any working day during office hours at the Company's Registered Office.

Commission to the Bankers' to the issue

Commission at the rate of 0.10% of the amount collected will be paid to the Bankers to the issue for the services to be rendered by them.

SECTION XXVIII: CORPORATE DIRECTORY

Registered Office	RATANPUR STEEL RE-ROLLING MILLS LTD. Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong. Phone: 88-031-652255-57, Fax: 88-031-650001 Website: www.rsmbd.com
Auditor	HODA VASI CHOWDHURY & CO Chartered Accountants National Office BTMC Bhaban (Level 8), 7-9 Karwan Bazar C/A, Dhaka-1215.
Bankers' to the Issue	<ol style="list-style-type: none"> 1) Janata Bank Limited 2) BRAC Bank Limited 3) IFIC Bank Limited 4) Investment Corporation of Bangladesh (ICB) 5) National Bank Limited 6) The City Bank Limited 7) Eastern Bank Limited 8) NCC Bank Limited 9) Southeast Bank Limited 10) Dhaka Bank Limited 11) Islami Bank Bangladesh Limited 12) Dutch-Bangla Bank Limited 13) Mercantile Bank Limited 14) Trust Bank Limited 15) Prime Bank Limited
Underwriters	<ol style="list-style-type: none"> 1) ICB Capital Management Limited 2) Sonali Investment Limited 3) Janata Capital and Investment Limited 4) Royal Green Capital Market Limited 5) Trust Bank Investment Ltd.
Manager to the Issue	 Janata Capital and Investment Limited 48, Motijheel C/A (3rd Floor), Dhaka-1000 Tel: +88-02-9584979, 02-9585028, Fax: 02-7114374, E-mail : info@jcil.com.bd
	 Trust Bank Investment Limited Peoples Insurance Bhaban, 36 Dilkhusa C/A, Dhaka-1000 Phone: (PABX) 9572012-3, 9570261, 9570263 Fax: 880-02-9552725
Company's Compliance Officer	Mr. Obaidur Rahman FCA Chief Financial Officer & Company Secretary

All investors are hereby informed that Mr. Obaidur Rahman FCA, Chief Financial Officer & Company Secretary, would be designated as Compliance Officer who will monitor the compliance of the acts, rules, regulations, notification, guidelines, conditions, orders/ directions etc. issued 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.

**SECTION XXIX: INFORMATION INCLUDED AS PER SEC'S NOTIFICATION NO.
SEC/CMRRCD/2008/115/ADMIN/30 DATED OCTOBER 05, 2011**

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

Particulars	Amount in Taka
Net profit after Tax	166,740,993
No. of shares before IPO	29,600,000
Earnings per Share (EPS) on fully diluted basis	5.63

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

Particulars	Amount in Taka
Net profit before Tax	279,533,825
Less: Other Income	283,456
Net profit before tax except other income	279,250,369
Less: Provision for Taxation except tax on other income	39,789,987
Less: Deferred Tax	72,896,548
Net profit after tax except other income	166,563,834
No. of shares before IPO	29,600,000
Earnings per Share (EPS) on fully diluted basis	5.63

3. Net Asset Value per Share:

a) Net Asset Value with Revaluation Reserve based on fully diluted basis.

Particulars	Amount in Taka
Share Capital	296,000,000
Revaluation surplus on land and land development	943,950,000
Retained Earnings	349,370,327
Total Shareholders' Equity	1,589,320,327
Total Number of ordinary Share	29,600,000
Net Assets Value (NAV) at BDT 10.00 per share	53.69

b) Net Asset Value without Revaluation Reserve based on fully diluted basis:

Particulars	Amount in Taka
Share Capital	296,000,000
Retained Earnings	349,370,327
Total Shareholders' Equity	645,370,327
Total Number of Ordinary Share	29,600,000
Net Assets Value (NAV) at BDT 10.00 per share	21.80

The Company has not issued any new shares for the accounting period from July 1, 2012 to June 30, 2013

SECTION XXX: APPLICATION FORMS

"শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ, জেনে ও বুঝে বিনিয়োগ করুন।"

Interested persons are entitled to a prospectus, if they so desire. Copies of the prospectus may be obtained from the Issuer & Issue Manager.



RATANPUR STEEL RE-ROLLING MILLS LIMITED

APPLICATION FORM

APPLICATION FOR SHARES BY INVESTORS OTHER THAN NON-RESIDENT BANGLADESHI(S)

Warning: Please read the instructions at the back of this form. Incorrectly filled applications or applications failing to comply with any of the instruction may be rejected.

The Managing Director
Ratanpur Steel Re-Rolling Mills Limited
Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong.

Banker's Sl no.

Dear Sir

I/we apply for and request you to allot me/us the.....number of share and I/we agree to accept the same or any smaller number that may be allotted to me/us upon terms of the company's approved prospectus and subject to the Memorandum and Articles of Association of the company. Further I/we authorize you to place my/our name(s) on the register of members of company and deposit the said ordinary shares to my/our Beneficiary owner (BO) account; I/we further authorize you to send a crossed (Account payee only) cheque in respect of any application money refundable to me/us by post/courier at my/our risk to the first applicant address stated below :-

1. Number of Ordinary shares.....of Tk. 40 each including a premium of Tk. 30 per share
2. Total subscription money of the amount of Tk. (in figures).....Taka(in words).....only deposited vide cash /cheque/pay order/Draft No.....Dated.....on.....Bank.....Branch.

3	Beneficiary Owner (BO) A/c No.																		
	(If you do not mention your valid BO A/C No. your application will be treated as invalid)																		

4. I/we agree to full abide by the instruction herein.

5. Particulars of Applicant(s).

a) Sole/ First Applicant

Name: Mr. /Mrs./ Ms.		
Father's/Husband's Name :		
Mother's Name :		
Postal Address :		
Occupation :	Nationality:	Telephone No. (if any)
For Refund: Please write the correct and full name of Bank and Branch (Application will not be treated as valid if any one usages a non-scheduled bank. To avoid this complication, investors are requested not to use the name of any non-scheduled Bank)		
For Refund Purpose : I/we want refund through <input type="checkbox"/> Bank Account <input type="checkbox"/> Hand Delivery/Courier (Please put tick mark in which refund will be made)		
The applicant shall provide with the same Bank Account number in the application form as it is in the BO account of the applicant.		
In case of deposit into the applicant bank account the applicant will bear the applicable charge, if any, of the applicant's banker and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been affected.		
Applicant's Bank A/C No.:		
Name of the Bank:		Branch:

b) Second Applicant:

Name: Mr/Mrs./Ms.		
Father's/ Husband's Name :		
Mother's Name :		
Postal Address :		
Occupation :	Nationality:	

6. I/we hereby declare that I/we have read the Prospectus of **Ratanpur Steel Re-Rolling Mills Limited** and have willingly subscribed for.....No. of ordinary shares of Tk. 40/- including a premium of Tk. 30/-per share.

7. Specimen Signature(s)

	Name (In Block Letter)	Signature
Sole/ First applicant		
Second Applicant		

BANK'S ACKNOWLEDGEMENT

Certified that this Bank Has received Tk. (in figure)..... (in words).....only from Mr./Mrs. /Ms. application money for.....nos Ordinary shares of **Ratanpur Steel Re-Rolling Mills Limited**.

Banker's SL No.

Seal & Date

Authorized Signature
(Name & Designation)

INSTRUCTIONS

1. As per provision of Depository Act, 1999 and regulations made there under shares will only be issued in dematerialized condition. Please mention your Beneficiary Owner (BO) Account number in the Application form. If you do not mention your valid BO account number your application will be treated as invalid.
2. All information must be typed or written in full (in Block letters) in English or in Bengali and must not abbreviated.
3. Application must be made on the Company's printed form/photocopy or on typed copy/hand written form thereof.
4. Application must not be for less than 200 Ordinary Shares and must be for a multiple of 200 Ordinary Shares. Any Application not meeting these criteria will not be considered for allotment purpose.
5. Remittance for the full amount of the Shares must accompany each Application and must be forwarded to any of the Bankers to the Issue. Remittance should be in the form of Cash/Cheque/Bank Draft/Pay Order payable to one of the Bankers to the issue favoring A/C **RATANPUR STEEL RE-ROLLING MILLS LIMITED**. and crossed "**A/C Payee only**" and must be drawn on a Bank in the same town as the Bank to which the Application Form has been sent.
6. In the case of Joint Application Form, the Allotment Letter will be dispatched to the person whose name appears first on this Application Form and where any amount is refundable in whole or in part the same will be refunded by Account Payee Cheque by post/courier service to the person named first on this Application Form in the manner prescribed in the Prospectus.
7. Joint Application Form for more than two persons will not be accepted. In case of Joint Application, each party must sign the Application Form.
8. Application must be in full name of individuals or companies or societies or trusts and not in the name of firms, minors or persons of unsound mind. Application from financial and market intermediary companies must be accompanied by Memorandum and Articles of Association and Certificate of Incorporation.
9. **An applicant cannot submit more than two applications, one in his/her own name and another 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.**
10. No receipt will be issued for the payment made with Application, but the bankers will issue a provisional acknowledgement to the Issue for Application lodged with them.
11. In the case of non-allotment of securities, if the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the bankers to the Issue, refund amount of those applicants will be directly credited in to the respective bank "Account Payee" cheque(s) with bank account number and name of bank branch as mentioned in the application payable at Dhaka or Chittagong, as the case may be.
12. Allotment shall be made solely in accordance with the instructions of the Bangladesh Securities and Exchange Commission (BSEC).
13. Making of any false statement in the Application or supplying of incorrect information therein or suppressing any relevant information shall make the Application liable to rejection and subject to forfeiture of application money and/or forfeiture of the 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 specified by the Bangladesh Securities and Exchange Commission (BSEC). This may be in addition to any other penalties as may be provided for by law.
14. Applications, which do not meet the above requirements, or Applications, which are incomplete, shall not be considered for allotment purposes.
15. The Banker's to the Issue shall be obliged to receive the A/C Payee Cheque(s) on the closing day of the subscription.
16. **No sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until twenty five days after the prospectus has been published.**
17. 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.

Bankers' To The Issue

Investment Corporation of Bangladesh Head Office, Dhaka Local Office, Dhaka Barishal Br, Barishal Rajshahi Br, Rajshahi Bogra Br, Bogra Sylhet Br, Sylhet Chittagong Br, Chittagong Khulna Br, Khulna IFIC Bank Limited Federation Br, Dhaka Dhanmondi Br, Dhaka Naya Paltan Br, Dhaka Pallabi Br, Dhaka Islampur Br, Dhaka Kawran Bazar Br, Dhaka Uttara Br, Dhaka Elephant Road Br, Dhaka Shantinagar Br, Dhaka Mohakhali Br, Dhaka Banani Br, Dhaka Mailbagh Br, Dhaka North Brook Hall Road Br, Dhaka Stock Exchange Br, Dhaka Pragati Sarani Br, Dhaka Mirpur Br, Dhaka Mymensingh Br, Mymensingh Narsingdi Br, Narsingdi Narayanganj Br, N'gonj Faridpur Br, Faridpur Alanker More Br, Ctg Agrabad Br, Ctg Madam Bibir Hat Br, Ctg CDA Avenue Branch, Ctg Choumuhani Br, Ctg S.K Mujib Road Br, Ctg Feni Br, Feni Comilla Br, Comilla Cox's Bazar Br, Cox's Bazar Uposohor Br, Sylhet Tultikar Br, Sylhet Moulvi Bazar Br, Moulvibazar Sylhet Br, Sylhet Khulna Br, Khulna Boro Bazar Br, Khulna Kushtia Br, Khustia Dinazpur Br, Dinazpur Pabna Br, Pabna Rajshahi Br, Rajshahi Rangpur Br, Rangpur Barishal Br, Barishal Jessor Br, Jessor Bogra Br, Bogra Brahmanbaria Br, Brahmanbaria Mercantile Bank Limited Main Br, Dhaka Elephant Road Br, Dhaka Progoti Sarani Br, Dhaka Dhanmondi Br, Dhaka Mohakhali Br, Dhaka Motijheel Br, Dhaka Kawran Bazar Br, Dhaka Mirpur Br, Dhaka Gulshan Br, Dhaka Banani Br, Dhaka Uttara Br, Dhaka Satmosjid Road Br, Dhaka Nayabazar Br, Dhaka Bijoyanagar Br, Dhaka Ring Road Br, Dhaka Narayanganj Br, N'gonj Agrabad br, Chittagong Feni Br, Feni Comilla Br, Comilla Khulna Br, Khulna Bogra Br, Bogra Rangpur Br, Rangpur Dinajpur Br, Dinajpur Naogaon Br, Naogaon Jessore Br, Jessore Rajshahi Br, Rajshahi Barishal Br, Barishal Sylhet Br, Sylhet Dutch-Bangla Bank Limited Dania Br, Dhaka Joypara Br, Dhaka	Mirer Bazar Br, Gazipur Gazipur Chowrasta Br, Gazipur Tongi Br, Gazipur B.B Road Br, Narayanganj Narayanganj Br, N'gonj Netaiganj Br, N'gonj Narayanganj BSCIC Br, N'gonj Bhulta Br, N'gonj Pagla Br, N'gonj Panchagarh Br, Panchagarh Feni Br, Feni Sonagazi Br, Feni Dagonbhuiyan Br, Feni Halishahar Br, Chittagong Chittagong EPZ Br, Ctg CDA Avenue Br, Ctg Muradpur Br, Ctg Jubilee Road Br, Ctg Kadamtali Br, Ctg Khatungonj Br, Ctg Laldighirpar Br, Ctg Fatikchhari Br, Ctg Hathazari Br, Ctg Chokoria Br, Cox's Bazar Lohagara Br, Chittagong Cox's Bazar Br, Cox's Bazar Comilla Br, Comilla Mirzapur Br, Tangail Tangail Br, Tangail Amberkhana Br, Sylhet Sylhet Br, Sylhet Golapgonj Br, Sylhet Goala Bazar Br, Sylhet Biswanath Br, Sylhet Uposohor Br, Sylhet Moulavi Bazar Br, Moulvibazar Borolekha Br, Moulvibazar Beani Bazar Br, Sylhet Sremangal Br, Moulvi Bazar Barishal Br, Barishal Basurhat Br, Noakhali Choumuhani Br, Noakhali Jessore Br, Jessore Kushtia Br, Khustia Matuail Br, Matuail Jamaipur Br, Jamaipur Patuakhali Br, Patuakhali Rajshahi Br, Rajshahi Mymensingh Br, Mymensingh Chhatak Br, Sunamganj Narsingdi Br, Narsingdi Babur Hat Br, Narsingdi Naogaon Br, Naogaon Digpait Br, Digpait Saidpur Br, Nilphamari Madaripur Br, Madaripur Munshiganj Br, Munshiganj Dinajpur Br, Dinajpur Laxmipur Br, Laxmipur Khulna Br, Khulna Rangpur Br, Rangpur Satkhira Br, Satkhira Rajshahi Br, Habigong Bhairab Br, Bhairab Laksham Br, Laksham Bogra Br, Bogra Shahzadpur Br, Sirajganj Gobindaganj Br, Gaibandha Faridpur Br, Faridpur Sunamganj Br, Sunamganj Brahmanbaria Br, Brahmanbaria Pabna Br, Pabna Dhaka Bank Limited Local Office, Dhaka Mirpur Br, Dhaka Gulshan Br, Dhaka Moghbar Br, Dhaka Uttara Br, Dhaka Kawranbazar Br, Dhaka Kilgaon Br, Dhaka Mohakhali Br, Dhaka Goran SME Br, Dhaka Foreign Exchange Br, Dhaka Dhanmondi Br, Dhaka Agrabad Br, Chittagong Halishahar Br, Chittagong	Gulshan Br, Dhaka Kawran Bazar Br, Dhaka Babubazar Br, Dhaka Dilkusha Br, Dhaka Moghbar Br, Dhaka Bijoyanagar Br, Dhaka Uttara Br, Dhaka Mirpur Br, Dhaka Mitford Br, Dhaka Islampur Br, Dhaka Nawabpur Br, Dhaka Progoti Sarani Br, Dhaka Elephant Road Br, Dhaka Foreign Exchange Br, Dhaka Jatrabari Br, Dhaka Savar Br, Savar Narayanganj Br, N'gonj Agrabad Br, Ctg Kadamtali Br, Ctg Khatungonj Br, Ctg Laldighirpar Br, Ctg Jubilee Road Br, Ctg CEPZ Br, Ctg Halishahar Br, Ctg Anderkilla Br, Ctg Majhirhat Br, Ctg O.R.Nijam Road Br, Ctg Feni Br, Feni Cox's Bazar Br, Cox's Bazar Majdeed Br, Noakhali Chowmuhani Br, Noakhali Tangail Br, Tangail Kadamtali Br, Chittagong Ashugonj Br, Brahmanbaria Barishal Br, Barishal Bogra Cantt. Br, Bogra Chowmohoni Br, Noakhali Madaripur Br, Madaripur Jessore Br, Jessore Dinajpur Br, Dinajpur Bogra Br, Bogra Khulna Br, Khulna Barishal Br, Barishal Laxmipur Br, Laxmipur Comilla Br, Comilla Mymensingh Br, Mymensingh Brahmanbaria Br, Brahmanbaria Rangpur Br, Rangpur Rajshahi Br, Rajshahi Brac Bank Limited Asad Gate Br, Dhaka Mirpur Br, Dhaka Banani Br, Dhaka Eskaton Br, Dhaka Bashundhara Br, Dhaka Gulshan Br, Dhaka Donia Br, Dhaka Manda Br, Dhaka Graphics Building Br, Dhaka Nawabpur Br, Dhaka Rampura Br, Dhaka Uttara Br, Dhaka Shyamoli Br, Dhaka Narayanganj Br, N'gonj Agrabad Br, Ctg CDA Avenue Br, Ctg Kazirdaur Br, Ctg Halishahar Br, Ctg Momin Road Br, Ctg Bogra Br, Bogra Rajshahi Br, Rajshahi Jessore Br, Jessore Khulna Br, Khulna Barisal Br, Barishal Zindabazar Br, Sylhet City Bank Limited Principle Br, Dhaka B B Avenue Br, Dhaka Islampur Br, Dhaka Imamgonj Br, Dhaka Johnson Road Br, Dhaka Kawran Bazar Br, Dhaka Zinzira Br, Dhaka Dhanmondi Br, Dhaka New Market Br, Dhaka Nawabpur Br, Dhaka Shyamoli Br, Dhaka	Amborkhana Br, Sylhet Narsingdi Br, Narsingdi Rajshahi Br, Rajshahi Khulna Br, Khulna Bogra Br, Bogra Sirajgonj Br, Sirajgonj Jessore Br, Jessore Barisal Br, Barishal Rangpur Br, Rangpur Trust Bank Limited Principal Br, Dhaka Ashulia Br, Dhaka Dilkusha Corporate Br, Dhaka Uttara Corporate Br, Dhaka Mirpur Br, Dhaka Elephant Road Br, Dhaka Kawran Bazar Br, Dhaka Dhanmondi Br, Dhaka Radison Hotel Br, Dhaka Joypara Br, Dhaka Narayanganj Br, N'gonj Comilla Cantt. Br, Comilla Comilla Br, Comilla S S Cantonment Br, Tangail Narsingdi Br, Narsingdi Tongi Br, Gazipur Joydebpur Br, Gazipur Mymensingh Cantt. Br, Mymensingh Savar Cantt. Br, Savar Feni Br, Feni Halishahar Br, Chittagong Kadamtali Br, Chittagong Ashugonj Br, Brahmanbaria Barishal Br, Barishal Bogra Cantt. Br, Bogra Chowmohoni Br, Noakhali Rajshahi Br, Rajshahi Khulna Br, Khulna Rangpur Cantt. Br, Rangpur Jalalabad Cantt. Br, Sylhet Jessore Cantt. Br, Jessore Uposohor Br, Sylhet Khawja Yunus Ali Medical Col. & Hospi. Br, Sirajgonj Islami Bank Bangladesh limited Local Office Br, Dhaka Mouchak Br, Dhaka Shyamoli Br, Dhaka Chawk Mugaltuly Br, Dhaka Gulshan Br, Dhaka New Market Br, Dhaka Farmgate Br, Dhaka Jatrabari Br, Dhaka Uttara Br, Dhaka Foreign Exchange Br, Dhaka Motijheel Br, Dhaka Mirpur Br, Dhaka Nawabpur Road Br, Dhaka Agrabad Br, Chittagong Khatungonj Br, Ctg Cox's Bazar Br, Cox's Bazar Patia Br, Ctg Feni Br, Feni Comilla Br, Comilla Barishal Br, Barishal Pabna Br, Pabna Rajshahi Br, Rajshahi Chowmuhani Br, Noakhali Moulvi Bazar Br, Sylhet Sylhet Br, Sylhet Bogra Br, Bogra Khulna Br, Khulna Narayanganj Br, N'gonj Dinajpur Br, Dinajpur Kushtia Br, Kushtia Sunamganj Br, Sunamganj Jessore Br, Jessore Janata Bank Ltd. Banani Br, Dhaka Dhanmondi Br, Dhaka Elephant Road Corporate Br, Dhaka Gulshan Corporate Br, Dhaka Uttara Corporate Br, Dhaka Mohakhali Corporate Br, Dhaka Mohammedpur Corporate Br, Dhaka Imamgonj Corporate Br, Dhaka Mouchak Br, Dhaka	Rajshahi Corporate Br, Rajshahi Kushtia Corporate Br, Khushtia Comilla Corporate Br, Comilla Barishal Corporate Br, Barishal Majdeed Court Corporate Br, Noakhali Mymensingh Corporate Br, Mymensingh Rangpur Corporate Br, Rangpur Faridpur Corporate Br, Faridpur Bogra Corporate Br, Bogra Dinazpur Corporate Br, Dinazpur Gopalgonj Corporate Br, Gopalgonj Norshingdi Br, Norshingdi Southeast Bank Ltd Principal Br, Dhaka Corporate Br, Dhaka Motijheel Br, Dhaka Imamgonj Br, Dhaka Dhanmondi Br, Dhaka Uttara Br, Dhaka Kakrail Br, Dhaka New Elephant Road Br, Dhaka Gulshan Br, Dhaka Banani Br, Dhaka Bangshal Br, Dhaka New Eskaton Br, Dhaka Pragati Sarani Br, Dhaka Agargaon Br, Dhaka Sat Masjid Road Br, Dhaka Shyamoli Br, Dhaka Aganagar Br, Dhaka Karwan Bazar Br, Dhaka Rokeya Sarani Br, Dhaka Mouchak Br, Dhaka Bashundhara Br, Dhaka Islampur Br, Dhaka Kotwali Br, Dhaka Mohammadpur Br, Dhaka Ashulia Br, Dhaka Narayanganj Br, N'gonj Savar Br, Dhaka Konabari Br, Gazipur Tongi Br, Gazipur Madhabdi Br, Norshingdi Moulvibazar Br, Moulvibazar Satkhira SME Br, Satkhira Norshingdi SME Br, Norshingdi Comilla Br, Comilla Munshingong Br, Munshingong Chouhatta Br, Sylhet Bandar Bazar Br, Sylhet Laldighirpar Br, Sylhet Uposahar Br, Sylhet Pathantula Br, Sylhet Khulna Br, Khulna Madambibirhat Br, Ctg Agrabad Br, Ctg Khatungonj Br, Ctg Jubilee Road Br, Ctg Halishahar Br, Ctg CDA Avenue Br, Ctg Pahartali Br, Ctg Momin Road Br, Ctg Cox's Bazar Br, Cox's Bazar Feni Br, Feni Chhagalainya Br, Feni Bashurhat Br, Noakhali Chowmuhani Br, Noakhali Rangpur Br, Rangpur Bogra Br, Bogra Jessore SME Br, Jessore Barishal Br, Barishal Dhanias Br, Dhanias Naogaon Br, Naogaon Rajshahi Br, Rajshahi Tangail SME Br, Tangail Chapainawabganj Br, Chapainawabganj Dinajpur Br, Dinajpur Hemayetpur Br, Hemayetpur Joydebpur Br, Joydebpur National Bank Ltd Mohakhali Br, Dhaka Motijheel Br, Dhaka Mohammadpur Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka New Eskaton Br, Dhaka	Elephant Road Br, Dhaka Foreign Exchange Br, Dhaka Asadgate Br, Dhaka Imamgonj Br, Dhaka Z.H Sikder M.C. Br, Dhaka Jatrabari Br, Dhaka Savar Bazar Br, Savar Tongi Br, Gazipur Gazipur Br, Gazipur Pagla Bazar Br, N'gonj Narayanganj Br, N'gonj Netaiganj Br, N'gonj Agrabad Br, Ctg S.K Mojib Road Br, Ctg Khatungonj Br, Ctg Chawk Bazar Br, Ctg Pahartali Br, Ctg Jubilee Road Br, Ctg Halishahar Br, Ctg CDA Avenue Br, Ctg Anderkilla Br, Ctg Muradpur Br, Ctg Feni Br, Feni Chowmuhani Br, Noakhali Tangail Br, Tangail Sylhet Br, Sylhet Moulvibazar Br, Moulvibazar Bogra Br, Bogra Khulna Br, Khulna Barishal Br, Barishal Comilla Br, Comilla Rangpur Br, Rangpur Rajshahi Br, Rajshahi Sunamgonj Br, Sunamgonj Narsingdi Br, Narsingdi Faridpur Br, Faridpur Mymensingh Br, Mymensingh Eastern Bank Ltd Motijheel Br, Dhaka Shyamoli Br, Dhaka Uttara Br, Dhaka Boshundhara Br, Dhaka Banasree Br, Dhaka Moghbar Br, Dhaka Mirpur Dar-us-salam Road Br, Dhaka Uttara Garib-E-Newaz Br, Dhaka Savar Br, Dhaka Narayanganj Br, N'gonj Jubilee Road Br, Chittagong O.R Nizam Road Br, Ctg Chandgaon Br, Ctg Panchlaish Br, Ctg Halishahar Br, Chittagong Bogra Br, Bogra Khulna Br, Khulna Jessore Br, Jessore Rajshahi Br, Rajshahi Moulvibazar Br, Moulvibazar Uposahar Br, Sylhet Chouhatta Br, Sylhet Mymensingh SME Br, Mymensingh Prime Bank Ltd Ring Road Br, Dhaka Bangshal Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka Elephant Road Br, Dhaka IBB Mirpur Br, Dhaka IBB Dilkusha Br, Dhaka Kawran Bazar Br, Dhaka Foreign Exchange Br, Dhaka Mohakhali Br, Dhaka Mouchak Br, Dhaka New Eskaton Br, Dhaka Satmosjid Road Br, Dhaka S.B.C Tower Br, Dhaka Uttara Br, Dhaka Ibrahimpur Br, Dhaka Narayanganj Br, N'gonj Tongi Br, Gazipur Agrabad Br, Ctg Khatungonj Br, Ctg O.R Nizan Road Br, Ctg Jubilee Road Br, Ctg Lal Dighi East Br, Ctg Probortok More Br, Ctg
--	--	--	--	---	---

Bandura Br, Dhaka Dhaka EPZ Br, Dhaka Ashulia Br, Dhaka Uttar Khan Br, Dhaka Keraniganj Br, Dhaka Rahitpur Br, Dhaka Manikgonj Br, Dhaka Pallabi Br, Dhaka Vatara Br, Dhaka Ashkona Br, Dhaka Uttara Jonopod Br, Dhaka Board Bazar Br, Gazipur Savar Bazar Br, Savar Mawna Br, Gazipur Konabary Br, Gazipur Satmosjid Road Br, Dhaka	CDA Avenue Br, Chittagong Comilla Br, Comilla Bhulta Br, N'gonj Narayanganj Br, N'gonj Upashahar Br, Sylhet Barishal Br, Barishal Rangpur Br, Rangpur KDA Avenue Br, Khulna Rajshahi Br, Rajshahi NCC Bank Limited Motijheel Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka Malibag Br, Dhaka Shyamoli Br, Dhaka Bangshal Br, Dhaka	VIP Road Br, Dhaka Pragati Sarani Br, Dhaka Bangabandhu Road Br, Dhaka Nawabgonj Br, Dhaka Tongi Br, Gazipur Agrabad Br, Ctg Anderkilla Br, Ctg Pahartoli Br, Ctg Khatungonj Br, Ctg Jubilee Road Br, Ctg Chawkbazar Br, Ctg Cox's Bazar Br, Cox's Bazar Comilla Br, Comilla Zinda Bazar Br, Sylhet MoulviBazar Br, Moulvibazar Bandar Bazar Br, Sylhet	Shantinagar Corporate Br, Dhaka Dhaka University Br, Dhaka Kawran Bazar Corporate Br, Dhaka Rajarbag Corporate Br, Dhaka Satmaszid Br, Dhaka Dilkusha Corporate Br, Dhaka Motijheel Corporate Br, Dhaka Mirpur Section-10 Br, Dhaka B.B Road Corporate Br, Dhaka S.K Mujib Road Corporate Br, Ctg Laldigi East Corporate Br, Ctg. Khulna Corporate Br, Khulna Sylhet Corporate Br, Sylhet Foreign Exchange Br, Sylhet	North Brook Hall Road Br, Dhaka Rokeya Sarani Br, Dhaka Malibagh Br, Dhaka Bangshal Br, Dhaka Gulshan Br, Dhaka Kawran Bazar Br, Dhaka Babubazar Br, Dhaka Dilkusha Br, Dhaka Uttara Br, Dhaka Mirpur Br, Dhaka Islampur Br, Dhaka Lake Circus Br, Dhaka Progoti Sarani Br, Dhaka Rifles Squire Br, Dhaka	Subid Bazar Br, Sylhet Upashahar Br, Sylhet Sremongal Br, Moulvibazar Court Road Br, Moulvibazar Bogra Br, Bogra Rajshahi Br, Rajshahi Rangpur Br, Rangpur Jessore Br, Jessore Khulna Br, Khulna Faridpur Br, Faridpur Dinajpur Br, Dinajpur Nator Br, Nator Comilla Br, Comilla Sunamgonj Br, Sunamgonj Mymensing Br, Mymensing Feni Br, Feni
---	---	--	--	--	---

"শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ, জেনে ও বুঝে বিনিয়োগ করুন।"



Interested persons are entitled to a prospectus, if they so desire. Copies of the prospectus may be obtained from the Issuer & Issue manager.

RATANPUR STEEL RE-ROLLING MILLS LIMITED

APPLICATION FORM

APPLICATION FOR SHARES BY AFFECTED SMALL INVESTORS (ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী)

Warning: Please read the instructions at the back of this form. Incorrectly filled applications or applications failing to comply with any of the instructions therein may be rejected

The Managing Director

Ratanpur Steel Re-Rolling Mills Limited

Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong.

Banker's Sl No.

Dear Sir

I/we apply for and request you to allot me/us the.....number of share and I/we agree to accept the same or any smaller number that may be allotted to me/us upon terms of the company's approved prospectus and subject to the Memorandum and Articles of Association of the company. Further I/we authorize you to place my/our name(s) on the register of members of company and deposit the said ordinary shares to my/our Beneficiary owner (BO) account; I/we further authorize you to send a crossed (Account payee only) cheque in respect of any application money refundable to me/us by post/courier at my/our risk to the first applicant address stated below:-

1. Number of Ordinary shares.....of Tk. 40 each including a premium of Tk. 30 per share
2. Total subscription money of the amount of Tk. (in figures).....Taka(in words).....only deposited vide cash /cheque/pay order/Draft No.....Dated.....on.....Bank.....Branch.

3	Beneficiary Owner (BO) A/c No.																		
---	--------------------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

(If you do not mention your valid BO A/C No. your application will be treated as invalid)

4. I/we agree to full abide by the instruction herein.

5. Particulars of Applicant

a) Sole/ First Applicant

Name: Mr. /Mrs./ Ms.		
Father's/Husband's Name :		
Mother's Name :		
Postal Address :		
Occupation :		
Nationality:		Phone number (if any)
For Refund: Please write the correct and full name of Bank and Branch (Application will not be treated a valid if any one usages a non-scheduled bank. To avoid this complication, investors are requested not to use the name of any non-scheduled Bank)		
For Refund Purpose : I/we want refund through <input type="checkbox"/> Bank Account <input type="checkbox"/> Hand Delivery/Courier (Please put tick mark in which refund will be made)		
The applicant shall provide with the same Bank account number in the application form as it is in the BO account of the Applicant.		
In case of deposit into the applicant Bank Account the applicant will bear the applicable charge, if any, of the applicant Banker or issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been affected.		
Applicant's Bank A/C No.:		
Name of the Bank:		Branch:

b) Second Applicant:

Name: Mr/Mrs./Ms.		
Father's/ Husband's Name :		
Mother's Name :		
Postal Address :		
Occupation :		
Nationality:		

6. I/we hereby declare that I/we have read the Prospectus of **Ratanpur Steel Re-Rolling Mills Limited** and have willingly subscribed for No. of ordinary shares of Tk. 40/- including a premium of Tk. 30/-per share.

7. Specimen Signature(s)

	Name (In Block Letter)	Signature
Sole/ First applicant		
Second Applicant		

BANK'S ACKNOWLEDGEMENT

Certified that this Bank Has received Tk. (in figure)..... (in words).....only from Mr./Mrs. /Ms.Application money for.....nos Ordinary shares of **Ratanpur Steel Re-Rolling Mills Limited**.

Banker's SL No.

Seal & Date

Authorized Signature
(Name & Designation)

INSTRUCTIONS

1. As per provision of Depository Act, 1999 and regulations made there under shares will only be issued in dematerialized condition. Please mention your Beneficiary Owner (BO) Account number in the Application form. If you do not mention your valid BO account number your application will be treated as invalid.
2. All information must be typed or written in full (in Block letters) in English or in Bengali and must not be abbreviated.
3. Application must be made on the Company's printed form/photocopy or on typed copy/hand written form thereof.
4. Application must not be for less than 200 Ordinary Shares and must be for a multiple of 200 Ordinary Shares. Any Application not meeting these criteria will not be considered for allotment purpose.
5. Remittance for the full amount of the Shares must accompany each Application and must be forwarded to any of the Bankers to the Issue. Remittance should be in the form of Cash/Cheque/Bank Draft/Pay Order payable to one of the Bankers to the issue favoring A/C **RATANPUR STEEL RE-ROLLING MILLS LIMITED**. And crossed "A/C **Payee only**" and must be drawn on a Bank in the same town as the Bank to which the Application Form has been sent.
6. In the case of Joint Application Form, the Allotment Letter will be dispatched to the person whose name appears first on this Application Form and where any amount is refundable in whole or in part the same will be refunded by Account Payee Cheque by post/courier service to the person named first on this Application Form in the manner prescribed in the Prospectus.
7. Joint Application Form for more than two persons will not be accepted. In case of Joint Application, each party must sign the Application Form.
8. Application must be in full name of individuals or companies or societies or trusts and not in the name of firms, minors or persons of unsound mind. Application from financial and market intermediary companies must be accompanied by Memorandum and Articles of Association and Certificate of Incorporation.
9. **An applicant cannot submit more than two applications, one in his/her own name and another 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.**
10. No receipt will be issued for the payment made with Application, but the bankers will issue a provisional acknowledgement to the Issue for Application lodged with them.
11. In the case of non-allotment of securities, if the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the bankers to the Issue, refund amount of those applicants will be directly credited in to the respective bank "Account Payee" cheque(s) with bank account number and name of bank branch as mentioned in the application payable at Dhaka or Chittagong, as the case may be.
12. Allotment shall be made solely in accordance with the instructions of the Bangladesh Securities and Exchange Commission (BSEC).
13. Making of any false statement in the Application or supplying of incorrect information therein or suppressing any relevant information shall make the Application liable to rejection and subject to forfeiture of application money and/or forfeiture of the 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 specified by the Bangladesh Securities and Exchange Commission (BSEC). This may be in addition to any other penalties as may be provided for by law.
14. Applications, which do not meet the above requirements, or Applications, which are incomplete, shall not be considered for allotment purposes.
15. The Banker's to the Issue shall be obliged to receive the A/C Payee Cheque(s) on the closing day of the subscription.
16. **No sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until twenty five days after the prospectus has been published.**
17. 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.
18. তালিকাভুক্ত ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারীগণ সকল পাবলিক ইস্যুতে একক অথবা যৌথ হিসাবের যে কোনটি অথবা উভয়টি হতে সংরক্ষিত ২০% কোটায় আবেদন করতে পারবেন। তবে ইচ্ছে করলে সংরক্ষিত ২০% কোটায় আবেদন না করে সাধারণ বিনিয়োগকারীদের জন্য নির্ধারিত কোটায় আবেদন করতে পারবেন।

Bankers' To The Issue

<p>Investment Corporation of Bangladesh</p> <p>Head Office, Dhaka Local Office, Dhaka Barishal Br, Barishal Rajshahi Br, Rajshahi Bogra Br, Bogra Sylhet Br, Sylhet Chittagong Br, Chittagong Khulna Br, Khulna</p> <p>IFIC Bank Limited</p> <p>Federation Br, Dhaka Dhanmondi Br, Dhaka Naya Paltan Br, Dhaka Pallabi Br, Dhaka Islampur Br, Dhaka Kawran Bazar Br, Dhaka Uttara Br, Dhaka Elephant Road Br, Dhaka Shantinagar Br, Dhaka Mohakhali Br, Dhaka Banani Br, Dhaka Malibagh Br, Dhaka North Brook Hall Road Br, Dhaka Stock Exchange Br, Dhaka Pragati Sarani Br, Dhaka Mirpur Br, Dhaka Mymensing Br, Mymensing Narsingdi Br, Narsingdi Narayanganj Br, N'gonj Faridpur Br, Faridpur Alanker More Br, Ctg Agrabad Br, Ctg Madam Bibir Hat Br, Ctg CDA Avenue Branch, Ctg Choumuhani Br, Ctg S.K Mujib Road Br, Ctg Feni Br, Feni Comilla Br, Comilla Cox's Bazar Br, Cox's Bazar Upshohor Br, Sylhet Tultikar Br, Sylhet Moulvi Bazar Br, Moulvibazar Sylhet Br, Sylhet Khulna Br, Khulna Boro Bazar Br, Khulna Kushtia Br, Kushtia Dinazpur Br, Dinazpur Pabna Br, Pabna Rajshahi Br, Rajshahi Rangpur Br, Rangpur Barishal Br, Barishal Jessor Br, Jessor Bogra Br, Bogra Brahmanbaria Br, Brahmanbaria</p> <p>Mercantile Bank Limited</p> <p>Main Br, Dhaka Elephant Road Br, Dhaka Pragati Sarani Br, Dhaka Dhanmondi Br, Dhaka Mohakhali Br, Dhaka Motijheel Br, Dhaka Kawran Bazar Br, Dhaka Mirpur Br, Dhaka Gulshan Br, Dhaka Banani Br, Dhaka Uttara Br, Dhaka Satmosjid Road Br, Dhaka Nayabazar Br, Dhaka Bijoynagar Br, Dhaka Ring Road Br, Dhaka Narayanganj Br, N'gonj Agrabad Br, Chittagong Feni Br, Feni Comilla Br, Comilla Khulna Br, Khulna Bogra Br, Bogra Rangpur Br, Rangpur Dinajpur Br, Dinajpur Naogaon Br, Naogaon Jessor Br, Jessor Rajshahi Br, Rajshahi Barishal Br, Barishal Sylhet Br, Sylhet</p> <p>Dutch-Bangla Bank Limited</p> <p>Dania Br, Dhaka Joypara Br, Dhaka Bandura Br, Dhaka Dhaka EPZ Br, Dhaka Ashulia Br, Dhaka Uttar Khan Br, Dhaka Keraniganj Br, Dhaka Rahitpur Br, Dhaka Manikgonj Br, Dhaka Pallabi Br, Dhaka Vatara Br, Dhaka Askhona Br, Dhaka Uttara Jonopod Br, Dhaka Board Bazar Br, Gazipur Savar Bazar Br, Savar Mawna Br, Gazipur Konabary Br, Gazipur Satmosjid Road Br, Dhaka</p>	<p>Mirer Bazar Br, Gazipur Gazipur Chowrasta Br, Gazipur Tongi Br, Gazipur B.B Road Br, Narayanganj Narayanganj Br, N'gonj Netaigan Br, N'gonj Narayanganj BSCIC Br, N'gonj Mirpur Br, Dhaka Mitford Br, Dhaka Islampur Br, Dhaka Nawabpur Br, Dhaka Pragati Sarani Br, Dhaka Elephant Road Br, Dhaka Foreign Exchange Br, Dhaka Jatrabari Br, Dhaka Savar Br, Savar Narayanganj Br, N'gonj Agrabad Br, Ctg Kadamtali Br, Ctg Khatungonj Br, Ctg Pathernhat Br, Ctg Fatkhachari Br, Ctg Hathazari Br, Ctg Chokoria Br, Cox's Bazar Lohagara Br, Chittagong Cox's Bazar Br, Cox's Bazar Comilla Br, Comilla Mirzapur Br, Tangail Tangail Br, N'gonj Amborkhana Br, Sylhet Sylhet Br, Sylhet Golapgonj Br, Sylhet Goala Bazar Br, Sylhet Biswanath Br, Sylhet Upshohor Br, Sylhet Moulavi Bazar Br, Moulvibazar Borolekha Br, Moulvibazar Beani Bazar Br, Sylhet Sremangal Br, Moulvi Bazar Barishal Br, Barishal Basurhat Br, Noakhali Choumuhani Br, Noakhali Jessor Br, Jessor Kushtia Br, Kushtia Matuail Br, Matuail Jamaipur Br, Jamaipur Patuakhali Br, Patuakhali Rajshahi Br, Rajshahi Mymensing Br, Mymensing Chhatat Br, Sunamganj Narsingdi Br, Narsingdi Babur Hat Br, Narsingdi Naogaon Br, Naogaon Digpait Br, Digpait Saipur Br, Nilphamary Madaripur Br, Madaripur Munshiganj Br, Munshiganj Dinajpur Br, Dinajpur Laxmipur Br, Laxmipur Khulna Br, Khulna Rangpur Br, Rangpur Sathkira Br, Sathkira Habiganj Br, Habiganj Bhairab Br, Bhairab Laksham Br, Laksham Bogra Br, Bogra Shahzadpur Br, Sirajganj Gobindaganj Br, Gaibandhaganj Faridpur Br, Faridpur Sunamganj Br, Sunamganj Brahmanbaria Br, Brahmanbaria Pabna Br, Pabna</p> <p>Dhaka Bank Limited</p> <p>Local Office, Dhaka Mirpur Br, Dhaka Gulshan Br, Dhaka Rangpur Br, Rangpur Uttara Br, Dhaka Moghbarar Br, Dhaka Kilgaon Br, Dhaka Mohakhali Br, Dhaka Goran SME Br, Dhaka Foreign Exchange Br, Dhaka Dhanmondi Br, Dhaka Agrabad Br, Chittagong Halishahar Br, Chittagong CDA Avenue Br, Chittagong Comilla Br, Comilla Bhulta Br, N'gonj Narayanganj Br, N'gonj Upshahar Br, Sylhet Barishal Br, Barishal Rangpur Br, Rangpur KDA Avenue Br, Khulna Rajshahi Br, Rajshahi</p> <p>NCC Bank Limited</p> <p>Motijheel Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka Malibagh Br, Dhaka Shyamoli Br, Dhaka Bangshal Br, Dhaka</p>	<p>Gulshan Br, Dhaka Kawran Bazar Br, Dhaka Babubazar Br, Dhaka Dilkusha Br, Dhaka Moghbarar Br, Dhaka Bijoynagar Br, Dhaka Uttara Br, Dhaka Mirpur Br, Dhaka Mitford Br, Dhaka Islampur Br, Dhaka Nawabpur Br, Dhaka Pragati Sarani Br, Dhaka Elephant Road Br, Dhaka Foreign Exchange Br, Dhaka Jatrabari Br, Dhaka Savar Br, Savar Narayanganj Br, N'gonj Agrabad Br, Ctg Kadamtali Br, Ctg Khatungonj Br, Ctg Laldighirpar Br, Ctg Jubilee Road Br, Ctg CEPZ Br, Ctg Halishahar Br, Ctg Anderkilla Br, Ctg Majhighat Br, Ctg O.R.Nizam Road Br, Ctg Feni Br, Feni Cox's Bazar Br, Cox's Bazar Majidpur Br, Noakhali Chowmuhani Br, Noakhali Tangail Br, Tangail Kushtia Br, Kushtia Moulvibazar Br, Moulvibazar Chowdhali Br, Sylhet Naogaon Br, Naogaon Madaripur Br, Madaripur Jessor Br, Jessor Dinajpur Br, Dinajpur Bogra Br, Bogra Khulna Br, Khulna Barishal Br, Barishal Laxmipur Br, Laxmipur Comilla Br, Comilla Mymensingh Br, Mymensingh Brahmanbaria Br, Brahmanbaria Rangpur Br, Rangpur Rajshahi Br, Rajshahi</p> <p>Brac Bank Limited</p> <p>Asad Gate Br, Dhaka Mirpur Br, Dhaka Banani Br, Dhaka Uttara Br, Dhaka Bashundhara Br, Dhaka Gulshan Br, Dhaka Donia Br, Dhaka Manda Br, Dhaka Graphics Building Br, Dhaka Nawabpur Br, Dhaka Rampura Br, Dhaka Uttara Br, Dhaka Shyamoli Br, Dhaka Narayanganj Br, N'gonj Agrabad Br, Ctg CDA Avenue Br, Ctg Kazirdeuri Br, Ctg Halisohor Br, Ctg Momin Road Br, Ctg Bogra Br, Bogra Rajshahi Br, Rajshahi Jessor Br, Jessor Khulna Br, Khulna Barisal Br, Barishal Zindabazar Br, Sylhet</p> <p>City Bank Limited</p> <p>Principle Br, Dhaka B B Avenue Br, Dhaka Islampur Br, Dhaka Imamgonj Br, Dhaka Johnson Road Br, Dhaka Kawran Bazar Br, Dhaka Zinzira Br, Dhaka Dhanmondi Br, Dhaka New Market Br, Dhaka Nawabpur Br, Dhaka Shaymoli Br, Dhaka VIP Road Br, Dhaka Pragati Sarani Br, Dhaka Bangabandhu Road Br, Dhaka Nawabgonj Br, Dhaka Tongi Br, Gazipur Agrabad Br, Ctg Anderkilla Br, Ctg Pahartoli Br, Ctg Khatungonj Br, Ctg Jubilee Road Br, Ctg Chawkbazar Br, Ctg Cox's Bazar Br, Cox's Bazar Comilla Br, Comilla Zinda Bazar Br, Sylhet MoulviBazar Br, Moulvibazar Bandar Bazar Br, Sylhet</p>	<p>Amborkhana Br, Sylhet Narsingdi Br, Narsingdi Rajshahi Br, Rajshahi Khulna Br, Khulna Bogra Br, Bogra Sirajgonj Br, Sirajgonj Jessor Br, Jessor Barisal Br, Barishal Rangpur Br, Rangpur</p> <p>Trust Bank Limited</p> <p>Principal Br, Dhaka Ashulia Br, Dhaka Dilkusha Corporate Br, Dhaka Uttara Corporate Br, Dhaka Mirpur Br, Dhaka Elephant Road Br, Dhaka Kawran Bazar Br, Dhaka Dhanmondi Br, Dhaka Radison Hotel Br, Dhaka Joypara Br, Dhaka Narayanganj Br, N'gonj Comilla Cantt. Br, Comilla Comilla Br, Comilla S S Cantonment Br, Tangail Naringdi Br, Narsingdi Tongi Br, Gazipur Joydebpur Br, Gazipur Mymensingh Cantt. Br, Mymensingh Savar Br, Savar Feni Br, Feni Halishahar Br, Chittagong Kadamtali Br, Chittagong Ashugonj Br, Brahmanbaria Barishal Br, Barishal Bogra Cantt. Br, Bogra Chowmohoni Br, Noakhali Rajshahi Br, Rajshahi Khulna Br, Khulna Rangpur Cantt. Br, Rangpur Jalalabad Cantt. Br, Sylhet Jessor Cantt. Br, Jessor Upshohor Br, Sylhet Khwaja Younus Ali Medical Col. & Hospi. Br, Sirajgonj</p> <p>Islami Bank Bangladesh limited</p> <p>Local Office Br, Dhaka Mouchak Br, Dhaka Shyamoli Br, Dhaka Chawk Mugaltuly Br, Dhaka Gulshan Br, Dhaka New Market Br, Dhaka Farmgate Br, Dhaka Jatrabari Br, Dhaka Uttara Br, Dhaka Foreign Exchange Br, Dhaka Motijheel Br, Dhaka Mirpur Br, Dhaka Nawabpur Road Br, Dhaka Agrabad Br, Chittagong Khatungonj Br, Ctg Cox's Bazar Br, Cox's Bazar Patia Br, Ctg Feni Br, Feni Comilla Br, Comilla Barishal Br, Barishal Pabna Br, Pabna Rajshahi Br, Rajshahi Chowmuhani Br, Noakhali Moulvi Bazar Br, Sylhet Sylhet Br, Sylhet Bogra Br, Bogra Khulna Br, Khulna Narayanganj Br, N'gonj Dinajpur Br, Dinajpur Kushtia Br, Kushtia Sunamganj Br, Sunamganj Jessor Br, Jessor</p> <p>Janata Bank Ltd.</p> <p>Banani Br, Dhaka Dhanmondi Br, Dhaka Elephant Road Corporate Br, Dhaka Gulshan Corporate Br, Dhaka Uttara Corporate Br, Dhaka Mohakhali Corporate Br, Dhaka Mohammedpur Corporate Br, Dhaka Imamgonj Corporate Br, Dhaka Mouchak Br, Dhaka Shantinagar Corporate Br, Dhaka Dhaka University Br, Dhaka Kawran Bazar Corporate Br, Dhaka Rajabzad Corporate Br, Dhaka Salmazid Br, Dhaka Dilkusha Corporate Br, Dhaka Motijheel Corporate Br, Dhaka Mirpur Section-10 Br, Dhaka B.B Road Corporate Br, Dhaka S.K Mujib Road Corporate Br, Ctg Laldigi East Corporate Br, Ctg Khulna Corporate Br, Khulna Sylhet Corporate Br, Sylhet Foreign Exchange Br, Sylhet</p>	<p>Rajshahi Corporate Br, Rajshahi Kushtia Corporate Br, Khsutia Comilla Corporate Br, Comilla Barishal Corporate Br, Barishal Majjeid Court Corporate Br, Noakhali Mymensingh Corporate Br, Mymensingh Rangpur Corporate Br, Rangpur Tongi Corporate Br, Faridpur Bogra Corporate Br, Bogra Dinazpur Corporate Br, Dinazpur Gopalgonj Corporate Br, Gopalgonj Narsingdi Br, Narsingdi</p> <p>Southeast Bank Ltd</p> <p>Principal Br, Dhaka Corporate Br, Dhaka Motijheel Br, Dhaka Imamgonj Br, Dhaka Jubilee Road Br, Dhaka Uttara Br, Dhaka Khatrai Br, Dhaka New Elephant Road Br, Dhaka Gulshan Br, Dhaka Banani Br, Dhaka Bangshal Br, Dhaka New Eskaton Br, Dhaka Pragati Sarani Br, Dhaka Agarjgon Br, Dhaka Sat Mashjid Road Br, Dhaka Shyamoli Br, Dhaka Aganagar Br, Dhaka Kawran Bazar Br, Dhaka Rokeya Sarani Br, Dhaka Mouchak Br, Dhaka Bashundhara Br, Dhaka Islampur Br, Dhaka Kotwali Br, Dhaka Mohammadpur Br, Dhaka Ashulia Br, Dhaka Narayanganj Br, N'gonj Savar Br, Dhaka Konabari Br, Gazipur Tongi Br, Gazipur Madhabdi Br, Narsingdi Moulvibazar Br, Moulvibazar Sathkira SME Br, Sathkira Narsingdi SME Br, Narsingdi Comilla Br, Comilla Munshigonj Br, Munshigonj Chouhatta Br, Sylhet Bandar Bazar Br, Sylhet Laldighirpar Br, Sylhet Upshahar Br, Sylhet Pathantula Br, Sylhet Khulna Br, Khulna Madambirhat Br, Ctg Agrabad Br, Ctg Khatunganj Br, Ctg Jubilee Road Br, Ctg Halishahar Br, Ctg CDA Avenue Br, Ctg Pahartali Br, Ctg Momin Road Br, Ctg Cox.s Bazar Br, Cox.s Bazar Feni Br, Feni Chhagalnaiya Br, Feni Bashurhat Br, Noakhali Chowmuhani Br, Noakhali Rangpur Br, Rangpur Bogra Br, Bogra Jessor SME Br, Jessor Barishal Br, Barishal Dhania Br, Dhania Naogaon Br, Naogaon Rajshahi Br, Rajshahi Tangail SME Br, Tangail Chapainawabganj Br, Chapainawabganj Hemayetpur Br, Hemayetpur Joydebpur Br, Joydebpur</p> <p>National Bank Ltd</p> <p>Mohakhali Br, Dhaka Motijheel Br, Dhaka Mohammadpur Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka New Eskaton Br, Dhaka North Brook Hall Road Br, Dhaka Rokeya Sarani Br, Dhaka Malibagh Br, Dhaka Bangshal Br, Dhaka Gulshan Br, Dhaka Kawran Bazar Br, Dhaka Babubazar Br, Dhaka Dilkusha Br, Dhaka Uttara Br, Dhaka Mirpur Br, Dhaka Islampur Br, Dhaka Lake Circus Br, Dhaka Pragati Sarani Br, Dhaka Rifles Squire Br, Dhaka</p>	<p>Elephant Road Br, Dhaka Foreign Exchange Br, Dhaka Asadgate Br, Dhaka Imamgonj Br, Dhaka Z.H Sikder M.C. Br, Dhaka Jatrabari Br, Dhaka Savar Bazar Br, Savar Tongi Br, Gazipur Gazipur Br, Gazipur Pagla Bazar Br, N'gonj Narayanganj Br, N'gonj Netaigan Br, N'gonj Agrabad Br, Ctg S.K Mujib Road Br, Ctg Khatungonj Br, Ctg Chawk Bazar Br, Ctg Pahartali Br, Ctg Jubilee Road Br, Ctg Halishahar Br, Ctg CDA Avenue Br, Ctg Anderkilla Br, Ctg Muradpur Br, Ctg Feni Br, Feni Chowmuhani Br, Noakhali Tangail Br, Tangail Sylhet Br, Sylhet Moulvibazar Br, Moulvibazar Bogra Br, Bogra Khulna Br, Khulna Barishal Br, Barishal Comilla Br, Comilla Rangpur Br, Rangpur Rajshahi Br, Rajshahi Sunamgonj Br, Sunamgonj Narsingdi Br, Narsingdi Faridpur Br, Faridpur Mymensingh Br, Mymensingh</p> <p>Eastern Bank Ltd</p> <p>Motijheel Br, Dhaka Shyamoli Br, Dhaka Uttara Br, Dhaka Boshundhara Br, Dhaka Banaree Br, Dhaka Moghbarar Br, Dhaka Mirpur Dar-us-salam Road Br, Dhaka Uttara Garib-E-Newaz Br, Dhaka Savar Br, Dhaka Narayanganj Br, N'gonj Jubilee Road Br, Chittagong O.R Nizam Road Br, Ctg Chandagon Br, Ctg Panchlaish Br, Ctg Halishahar Br, Chittagong Bogra Br, Bogra Khulna Br, Khulna Jessor Br, Jessor Rajshahi Br, Rajshahi Moulvibazar Br, Moulvibazar Upshahar Br, Sylhet Chouhatta Br, Sylhet Pahartali Br, Sylhet Mymensingh SME Br, Mymensingh</p> <p>Prime Bank Ltd</p> <p>Ring Road Br, Dhaka Bangshal Br, Dhaka Banani Br, Dhaka Dhanmondi Br, Dhaka Elephant Road Br, Dhaka IBB Mirpur Br, Dhaka IBB Dilkusha Br, Dhaka Kawran Bazar Br, Dhaka Foreign Exchange Br, Dhaka Mohakhali Br, Dhaka Mouchak Br, Dhaka New Eskaton Br, Dhaka Satmosjid Road Br, Dhaka S.B.C Tower Br, Dhaka Uttara Br, Dhaka Ibrahimpur Br, Dhaka Narayanganj Br, N'gonj Tongi Br, Gazipur Agrabad Br, Ctg Khatunganj Br, Ctg O.R Nizan Road Br, Ctg Jubilee Road Br, Ctg Lal Dighi East Br, Ctg Probortok More Br, Ctg Subid Bazar Br, Sylhet Upashahar Br, Sylhet Sremongal Br, Moulvibazar Court Road Br, Moulvibazar Bogra Br, Bogra Rajshahi Br, Rajshahi Rangpur Br, Rangpur Jessor Br, Jessor Khulna Br, Khulna Faridpur Br, Faridpur Dinajpur Br, Dinajpur Nator Br, Nator Comilla Br, Comilla Sunamgonj Br, Sunamgonj Mymensing Br, Mymensing Feni Br, Feni</p>
---	---	---	---	--	---

"শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ, জেনে ও বুঝে বিনিয়োগ করুন।"

"Interested person are entitled to a prospectus, if they so desire. Copies of the prospectus may be obtained from the issuer & issue manager."



RATANPUR STEEL RE-ROLLING MILLS LIMITED

APPLICATION FORM

APPLICATION FOR SHARES BY NON-RESIDENT BANGLADESHI(S)
(TO BE SENT DIRECTLY TO THE COMPANY'S CORPORATE OFFICE)

Warning: Please read the instructions at the back of this form. Incorrectly fill applications or applications failing to comply with any of the instruction therein may be rejected

The Managing Director

Ratanpur Steel Re-Rolling Mills Limited

Nahar Mansion, 116 C.D.A Avenue, Muradpur, Chittagong.

Dear Sir

I/we apply for and request you to allot me/us the.....number of share and I/we agree to accept the same or any smaller number that may be allotted to me/us upon terms of the company's approved prospectus and subject to the Memorandum and Articles of Association of the company. Further I/we authorize you to place my/our name(s) on the register of members of company and deposit the said ordinary shares to my/our Beneficiary owner (BO) account; I/we further authorize you to send a crossed (Account payee only) cheque in respect of any application money refundable to me/us by post/courier at my/our risk to the first applicant address stated below:-

1. Number of Ordinary shares.....of Tk. 40 each including a premium of Tk. 30 per share
2. Total subscription money of the amount Tk. (in figures).....Tk. (in words).....only convertible into USD at the rate of US Dollar 1.00=Tk...../UK Pound Sterling 1.00 = Tk...../EURO 1.00=Tk.
3. Payment by Draft/Cheque No.....date.....for US Dollar/UK Pound Sterling/EURO/Tk.....drawn on.....Bank.....Branch.....

4	Beneficiary Owner (BO) A/c No.															
---	--------------------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

(If you do not mention your valid BO A/C No. your application will be treated as invalid)

5. I/we agree to full abide by the instruction given herein.

6. Particulars of Applicant

a) Sole/ First Applicant

Name: Mr. /Mrs./ Ms.	
Father's/Husband's Name :	
Mother's Name :	
Mailing Address :	
Occupation :	Nationality:
Passport No. :	Valid up to :
Date of Birth :	Telephone No. (If any):
For Refund: Please write the correct and full name of Bank and Branch (Application will not be treated a valid if any one usages a non-scheduled bank. To avoid this complication, investors are requested not to use the name of any non-scheduled Bank)	
For Refund Purpose : I/we want refund through <input type="checkbox"/> Bank Account <input type="checkbox"/> Hand Delivery/Courier (Please put tick mark in which refund will be made). The applicant shall provide with the same Bank account number in the application form as it is in the BO account of the Applicant.	
Applicant's Bank A/C No.:	
Name of the Bank:	Branch:

b) Second Applicant

Name: Mr/Mrs./Ms.	
Father's/ Husband's Name :	
Mother's Name :	
Mailing Address :	
Occupation :	Nationality :
Passport No:	Valid up to :
Date of Birth :	Telephone No(if any):

Nominee's Name:
Mailing Address:

7. I/we hereby declare that I/we have read the Prospectus of **Ratanpur Steel Re-Rolling Mills Limited** and have willingly subscribed for No. of ordinary shares of Tk. 40/- including a premium of Tk. 30/-per share.

8. Specimen Signature(s)

	Name (In Block Letter)	Signature
Solo/ First applicant		
Second Applicant		
Nominee		

Please see the instructions in paragraph 14 & 15 for the evidence required to establish Non-Resident Bangladeshis Status

INSTRUCTIONS

1. As per provisions of Depository Act, 1999 and regulations made there under shares will only be issued in dematerialized condition. Please mention your BO (Beneficiary Owner) account number in the Application Form. If you do not mention your valid BO Account number, your application will be treated as invalid.
2. All information must be written or typed in Block Letters in English and must not be abbreviated.
3. An Application must not be for less than 200 Ordinary Shares and must be for a multiple of 200 Ordinary Shares. Any Application not meeting this criterion will not be considered for allotment purpose.
4. Application must be accompanied by a foreign demand draft drawn on a bank payable at Dhaka or cheque drawn out of Foreign currency deposit account maintained in Bangladesh for the full value of Shares favoring **RATANPUR STEEL RE-ROLLING MILLS LIMITED**, and crossed “**ACCOUNT PAYEE ONLY**”.
5. Application shall be sent by the applicant directly to the Company within **17/07/2014** so as to reach the Company Within **26/07/2014** Any Application sent after **17/07/2014** or received by the Company after **26/07/2014** will not be considered for allotment purpose.
6. Refund against over-subscription shall be made in the currency in which the value of Shares was paid for by the applicant through A/C Payee Cheque payable at Dhaka with bank account number, Bank’s name and Branch.
7. In case of over-subscription, allotment shall be made by lottery solely in accordance with the instructions of the Bangladesh Securities and Exchange Commission.
8. Money receipt on clearance of draft or cheque, as the case may be, shall be sent by post to the applicant by the Company.
9. Joint Application by two persons will be acceptable. In such a case, allotment or refund shall be made by post to the first Applicant. Note that a non-resident Bangladeshi (“NRB”) applicant cannot submit more than two applications, one in his/her own name and another jointly with another person by one cheque/DD/PO/ by US \$/UK Pound Sterling/EURO/Taka (supported by a foreign currency encashment certificate). More than two applications by one cheque/DD/PO by US \$/UK Pound Sterling/EURO/Taka (supported by a foreign currency encashment certificate) will not be allowed.
10. Application must be made by an individual, a Company or Societies, a trust or a society and not by a firm, minor or persons of unsound mind.
11. Making of any false statement in the application or supplying of incorrect information therein on suppressing any relevant information shall make the application liable to rejection and subject to forfeiture of application money and/or forfeiture of the 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 specified by Bangladesh Securities and Exchange Commission (BSEC). This may be in addition to any other penalties as may be provided for by law.
12. The intending NRB applicants shall deposit the share subscription money by a US \$/UK Pound Sterling/EURO demand draft drawn on any bank and payable in Dhaka, Bangladesh, or through a nominee paying out of a non-resident foreign currency deposit account maintained in Bangladesh or in Taka, supported by a foreign currency encashment certificate issued by the bank concerned, for the price of the ordinary shares applied for, through a crossed bank cheque marked “Account Payee only”, such that the issuer’s collecting bank can clear the proceeds and deposit the same into the issuer’s account in time.
13. The spot buying rate (TT Clean) in US \$ / UK Pound Sterling / EURO of Sonali Bank as prevalent on the date of opening of subscription will be applicable for the Non Resident Bangladeshi (NRB) applicants.
14. **The applicant shall furnish photocopies of relevant pages of valid passport(s) in support of his/her being a NRB , dual citizenship or of the foreign passport bearing an endorsement from the concerned Bangladeshi Embassy to the effect that no visa is required for him/her to travel to Bangladesh.**
15. In case of joint application, the joint applicant shall also submit supporting papers / documents in support of his being an NRB as mentioned in para - 14 (above).
16. **An applicant cannot submit more than two applications, one in his/her own name and another 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.**
17. **No sale of securities shall be made nor shall any money be taken from any person, in connection with such sale until 25 days after the Prospectus has been published.**
18. In the case of non-allotment of the ordinary shares, if the applicants’ bank accounts as mentioned in their application forms are maintained with any of the bankers to the issue, the amount refunded to those applicants will be directly credited into their ordinary respective bank accounts as mentioned in their application forms. Otherwise, refunds will be made only through “Account Payee” cheque(s) with bank account number and name of bank branch as mentioned in the application form, payable at Dhaka, Chittagong, Khulna, Barisal, Rajshahi or Sylhet, as the case may be.
19. **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.**

THE NRB APPLICATION ALONG WITH THE FOREIGN CURRENCY DRAFT, AS ABOVE, IS TO BE SUBMITTED TO THE COMPANY’S CORPORATE OFFICE DIRECTLY WITHIN THE STIPULATED TIME MENTIONED IN PARA 5