

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

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

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

Draft Prospectus of



Scandex (BD) Ltd.

Gouripur, Ashulia, Savar, Dhaka-1340, Bangladesh

Name of the Issue Manager



Ejab Flora Unity Tower, Level-7, 42, Mohakhali, C/A, Banani, Dhaka-1212, Bangladesh.

Initial Public Offer (IPO) of 42,307,692 Ordinary Shares

Issue Date of the Prospectus: [*]

Offer Price: TK. 13.00 per Share (Face Value Tk. 10 & Premium Tk. 3.00 per Share)

Total Size of Fund: TK. 550,000,000.00

Opening Date of Subscription: [*]

Closing Date of Subscription: [*]

Credit Rating Status

Credit Rating by	ARGUS Credit Rating Services Limited	
Rating	Entity Rating	
	Long-Term	Short Term
	A+	ST-2
Outlook	Stable	Stable
Validity	From: 04 December 2025 To: 03 December 2026	

(A) Preliminary Information and Declarations:

- i. Name(s), address(s), telephone number(s), web address(s), e-mail(s) and contact persons of the issuer, issue manager(s), underwriter(s), registrar to the issue, auditors, credit rating company, legal advisor, Shari'ah advisor (if any) and valuer, where applicable;

Name & Address	Telephone, E-mail & Web Address	Contact Person
Issuer		
Scandex (BD) Limited  Gouripur, Ashulia, Savar, Dhaka - 1320, Bangladesh.	 +880 29 848720  info@scandexbd.com  https://scandexbd.com	Fardeen Ahmed Patwary Managing Director
Issue Manager		
MTB Capital Limited  Ejab Flora Unity Tower, Level-7 42, Mohakhali, C/A, Banani, Dhaka-1212, Bangladesh.	 +8809666-777755, Ext. 2417-2423  info.mtbcap@mutualtrustbank.com  www.mtbcap.com	Sumit Podder Chief Executive Officer
Underwriters		
Lead Underwriter: MTB Capital Limited  Ejab Flora Unity Tower, Level-7 42, Mohakhali, C/A, Banani, Dhaka-1212, Bangladesh.	 +8809666-777755, Ext. 2417-2423  info.mtbcap@mutualtrustbank.com  www.mtbcap.com	Sumit Podder Chief Executive Officer
Southeast Bank Capital Services Limited  Rupayan Trade Center 10 th floor), 114, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka	 +88 02 41031845-6 +88 02 41032192, 4103219 6-7  sebcsl@southeastbank.com.bd  https://sebcapital.com.bd/	Md. Maminul Haque, CFA Managing Director
LankaBangla Investments PLC.  Assurance Nazir Tower (Level 8), 65/B Kemal Ataturk Avenue Banani, Dhaka 1213, Bangladesh	 +880-2-55034853-5  info@lankabangla-investments.com  lankabangla-investments.com	Iftekhar Alam Chief Executive Officer
Auditor		
Ashraf Uddin & Co. Chartered Accountants  142/B, Green Road (3rd Floor), Dhaka-1215, Bangladesh.	 +88 02 9116183, +88 02 9554301  info@aucbd.com  https://www.aucbd.com	Md. Shibbir Hossain, FCA Partner
Credit Rating Company		
ARGUS Credit Rating Services Limited  Sky View Henolux Centre 6th Floor, 3/1 Purana Paltan, Dhaka-1000, Bangladesh.	 +88 02 226638639, +88 02 226638640  info@acrslbd.com  www.acrslbd.com	Md. Mustafizur Rahman Chief Rating Officer

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

 Dhaka Stock Exchange DSE Head Office: Plot # 46, Road # 21, Nikunja-2, Dhaka-1229, Bangladesh. +88-02-41040189-200 https://www.dsebd.org	 Chittagong Stock Exchange PLC CSE Head Office: CSE Building, 1080, Sk. Mujib Road, Agrabad, Chittagong, Bangladesh. Dhaka Office: 52-53, Dilkusha C/A, (level-15), Dhaka-1000, Bangladesh. +880 2333314632-3 (Head Office) +880-2-9513911-20 (Dhaka Office) info@cse.com.bd https://www.cse.com.bd
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iii. Names and dates of the newspapers where abridged version of prospectus was published;

Names of Newspapers	Dates
[*]	[*]
[*]	[*]
[*]	[*]

iv. Definitions and Acronyms or Elaborations;

A	
AGM	Annual General Meeting
Allotment	Letter of Allotment of shares
“Articles” or “Articles of Association” or “AoA”	The Articles of Association of Scandex (BD) Ltd.
B	
“Board” or “Board of Directors” or “our Board”	The Board of Directors of Scandex (BD) Ltd., as duly constituted from time to time including any committees thereof
Bidders	The Eligible Institutional Investors who have participated in the bidding
BDT	Bangladeshi Taka
BIDA	Bangladesh Investment Development Authority
Book-Building Method	means the process by which an issuer attempts to determine the price to offer its securities based on demand from the eligible investors.
BO A/C	Beneficiary Owner's Account
BSEC	Bangladesh Securities and Exchange Commission
C	
CDBL	Central Depository Bangladesh Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIB	Credit Information Bureau
Commission	Bangladesh Securities and Exchange Commission
CS	Company Secretary
CSE	Chittagong Stock Exchange PLC
Cut-off Price	The lowest price offered by the bidders at which the total issue could be exhausted
D	
DSE	Dhaka Stock Exchange PLC
E	
EI	Eligible Investor
E-Mail	Electronic Mail
EPS	Earnings Per Share
Exchanges	Stock Exchanges
F	
FC A/C	Foreign Currency Account
FDR	Fixed Deposit Receipt
FY	Fiscal Year
G	
GP	General Public
I	
IAS	International Accounting Standards
IFRS	International Accounting Standards Board
IPO	Initial Public Offering
ISO	International Standardization Organization
Issue	Public Issue of shares
Issue Managers	MTB Capital Limited/MTBCL

Issuer/The Company	Scandex (BD) Limited/ Scandex (BD) Ltd./ Scandex
L	
L/C	Letter of Credit
M	
“Memorandum” or “Memorandum of Association” or “MoA”	The Memorandum of Association of Scandex (BD) Ltd.
MS-Word	Microsoft word
N	
NAV	Net Asset Value
NBR	National Board of Revenue
NRB	Non-Resident Bangladeshi
NOCFPS	Net Operating Cash Flow Per Share
O	
“Our Company”	Scandex (BD) Limited a Public Limited Company under the Companies Act 1994
Offer Price	Price of the Share of The Scandex (BD) Limited being offered
P	
Price Discovery	A method of determining the price for a specific security through demand and supply factors related to the market
PE	Price to Earnings
Q	
QA	Quality Assurance
QC	Quality Control
R	
RJSC	Registrar of Joint Stock Companies and Firms
R & D	Research & Development
Road Show	Presentation by an issuer of security to potential investors about its issuance of security
Registered Office	Factory Office of the Company
S	
Securities	Share of Scandex (BD) Limited
Securities Market	The Share Market of Bangladesh
Sponsors	The sponsor shareholders of Scandex (Bd) Ltd.
Subscription	Application Money
T	
The Company/Issuer	Scandex (BD) Limited, a Public Limited Company under the Companies Act 1994
U	
UK Pound	United Kingdom Pound
USD	United States Dollar
V	
VAT	Value Added Tax
W	
WDV	Written Down Value
Symbols	
[*]	Will be Determined after Receiving BSEC’s Consent

- v. A person interested to get a prospectus may obtain from the issuer, and the issue manager(s);
- vi. If you have any query about this document, you may consult the issuer, issue manager and underwriter;

vii.

“CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE OR OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER’S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S), VALUER AND/OR CREDIT RATING COMPANY (IF ANY).”

- viii. ‘Risks in relation to the First Issue’

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

- ix. ‘General Risk’

“Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of ‘risk factors’ given on page number(s) 136”

- x. ‘Scandex (BD) Ltd.’s Absolute Responsibility’

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

(B) Availability of Prospectus:

Details of contact address, website, QR code and other location;

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

Name & Address	Telephone, E-mail & Web Address
ISSUER	
Scandex (BD) Limited 📍 Gouripur, Ashulia, Savar, Dhaka - 1320, Bangladesh.	☎ +880 29 848720 ✉ info@scandexbd.com https://scandexbd.com
ISSUE MANAGER	
MTB Capital Limited 📍 Ejab Flora Unity Tower, Level-7, 42, Mohakhali, C/A, Banani, Dhaka-1212, Bangladesh.	☎ +8809666-777755, Ext. 2417-2423 ✉ info.mtbcap@mutualtrustbank.com 🌐 www.mtbcap.com
STOCK EXCHANGES	
Dhaka Stock Exchange PLC 📍 DSE Head Office: DSE Library, Plot # 46, Road # 21, Nikunja-2, Dhaka-1229, Bangladesh.	☎ +88-02-41040189-200 🌐 https://www.dsebd.org
Chittagong Stock Exchange PLC 📍 CSE Head Office: CSE Library, CSE Building, 1080, Sk. Mujib Road, Agrabad, Chittagong, Bangladesh.	☎ +880 2333314632-3 ✉ info@cse.com.bd 🌐 https://www.cse.com.bd

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CHAPTER (1)

EXECUTIVE SUMMARY

a) Issuer's profile

Scandex (BD) Ltd., a **100% export-oriented** Ready-Made Garments (RMG) manufacturing company, incorporated on **10 October 2001** as Scandex (BD) Pvt. Ltd. and subsequently converted into a public limited company on **12 July 2021**. The Company has an authorized capital of **BDT 1,500 million** and paid-up capital of **BDT 756 million**, with its factory located at **Gouripur, Ashulia, Savar, Dhaka**. The Company's product portfolio includes various styles of apparel, including round-neck short-sleeve tubular T-shirts, women's T-shirts, kids' T-shirts, long-sleeve T-shirts, V-neck short-sleeve tubular T-shirts and hoodies with kangaroo pockets. Currently has a production capacity of approximately **1.5 million** pieces per month. The Company has demonstrated a consistent growth in production over the years. Its annual production increased from approximately **3.5 million pieces in 2019** to approximately **17.0 million pieces in 2026**.

b) Industry profile & marker positioning of the issuer

Industry Profile:

Bangladesh's Ready-Made Garments (RMG) industry is one of the country's principal export-oriented manufacturing sectors and a major contributor to foreign exchange earnings, employment and industrial development. It contributes more than **80%** of total export earnings and creates large-scale employment, especially for women. The industry has established Bangladesh as a leading global apparel sourcing destination, supported by a large manufacturing base, experienced workforce, growing backward-linkage industries and improving compliance with international standards.

Bangladesh's RMG exports reached approximately **US\$38.82 billion** in **2025**, representing **0.89%** year-on-year growth, compared with **7.23%** growth in **2024**. During **July–May** of **FY2025–26**, RMG exports declined by **3.41%** to approximately **US\$35.31 billion**, with knitwear exports declining by **4.26%** to **US\$18.78 billion** and woven garment exports declining by **2.42%** to **US\$16.52 billion**. Exports to the EU declined by **4.88%** to **US\$17.36 billion**, while exports to the US remained broadly stable at approximately **US\$7.03 billion**.

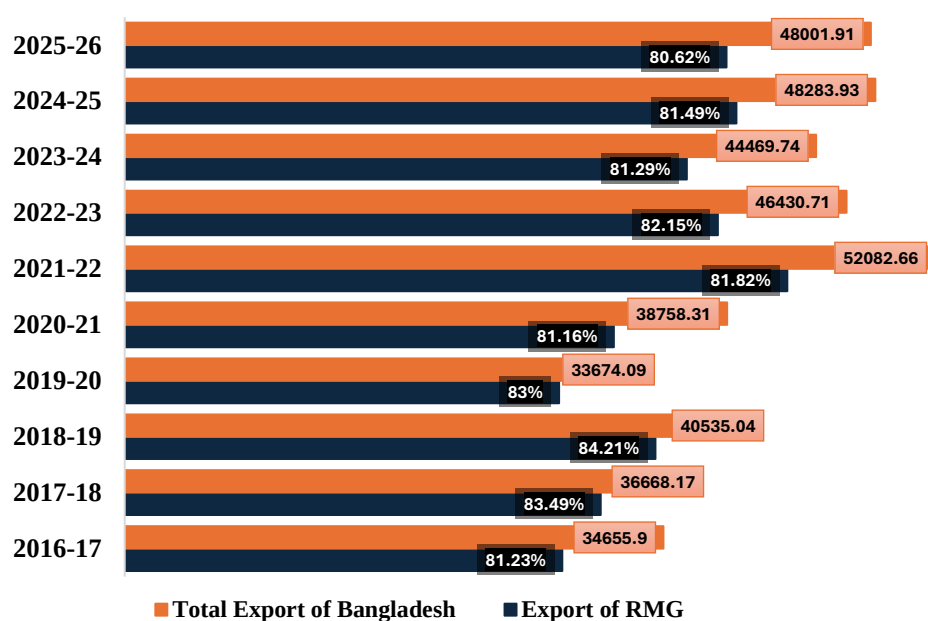


Figure: % of Export of RMG on Total Export of Bangladesh (USD million).

The recent slowdown has been influenced by weaker global demand, geopolitical and trade-policy uncertainties, tariff changes, elevated inventories and increasing competition from countries including Vietnam, India, Pakistan and Cambodia. Domestic manufacturers are also facing higher energy, wage, financing and logistics costs, which are placing pressure on operating margins and overall cost competitiveness.

Despite these challenges, Bangladesh maintains a strong position in the global apparel market. In 2025, Bangladesh's apparel exports to the EU increased by **5.97%** to **€19.41 billion**, with Bangladesh remaining the **second-largest clothing supplier to the EU after China**. Bangladesh also continues to benefit from preferential access to the EU market under the EBA (Everything But Arms) arrangement, with the current framework providing continued EBA benefits for LDC graduates until at least **the end of 2029**. Bangladesh Bank has also highlighted export diversification, value-added production and improved productivity as important factors for sustaining the future growth and resilience of the RMG sector. In the **April–June quarter of FY2025–26**, RMG exports **increased** by approximately **11%** year-on-year to **US\$10.10 billion**, demonstrating that the sector retains the capacity to recover when international demand and order flows improve.

Going forward, **product and market diversification, higher-value and MMF products, sustainability, technological adoption, automation, productivity improvement and strengthening backward-linkage industries** will be increasingly important for maintaining competitiveness. Expansion into emerging markets and securing favorable trade arrangements following LDC graduation will also be important for reducing market concentration and supporting long-term industry resilience. The sector retains significant growth potential, supported by its established manufacturing ecosystem, experienced workforce and strong relationships with international buyers.

Marker Positioning of the Issuer:

Bangladesh's ready-made garment (RMG) industry is one of the country's major export-oriented sectors and has maintained its position as the world's second-largest apparel exporter after China. In FY 2025–26, Bangladesh's total exports amounted to **USD 48,001.91 million**, of which RMG exports accounted for **USD 38,701.15 million**, representing approximately **80.62%** of the country's total exports. During the same period, knitwear exports amounted to **USD 20,623.83 million**, while woven garment exports amounted to **USD 18,077.32 million**.

Against this industry backdrop, Scandex (BD) Limited operates in Bangladesh's export-oriented RMG sector. As per the audited Financial Statements for FY 2025–26, the Company recorded annual sales of **BDT 1,890.78 million**, reflecting its participation in the country's established and export-driven apparel manufacturing industry.

Source: [Bangladesh Garment Manufacturers and Exporters Association \(BGMEA\)](#), [European Commission – EU Trade Relations with Bangladesh](#), [The Daily Star – 2025 was a testing year for RMG sector](#), [The Daily Star – RMG exports to non-traditional markets fall 5.95%](#), [The Daily Star – RMG faces stiffer competition, rising cost](#); [Bangladesh Bank](#), [Export Promotion Bureau](#)

c) key Financial Information

Particulars	Figures in BDT				
	2025-26	2024-25	2023-24	2022-23	2021-22
Revenue	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Gross Profit	179,811,674	178,550,564	164,157,425	161,393,306	91,779,543
Profit Before Tax	228,343,784	179,619,643	158,494,236	248,635,384	82,541,501
Net Profit After Tax	200,520,694	148,145,682	135,461,708	217,669,642	72,340,103
Total Assets	1,335,930,541	1,644,065,970	1,201,677,897	893,420,286	752,477,244
Share Capital	756,000,000	504,000,000	504,000,000	210,000,000	210,000,000
Retained Earnings	239,902,868	291,382,174	142,323,651	306,294,579	88,947,497
Total Liabilities	333,537,407	848,870,144	555,354,246	377,125,707	453,529,747
Net Asset Value (NAV) per share	13.26	15.78	12.82	24.59	14.24
Earnings Per Share	2.65	2.94	2.69	10.37	3.44

d) Features of the issue and its objects/use of proceeds

Issuer	Scandex (BD) Limited
Face Value	BDT 10.00 per share
Public Offering Price	BDT 13.00 at per share with premium BDT 3.00 per share
Number of Shares to be issued	42,307,692
Total issue size	BDT 550,000,000
Issue Manager	MTB Capital Limited
Purpose of IPO Fund	Please see details in the Chapter (27) as titled of “ Use of proceeds ” of this prospectus

e) any legal issue and related Information

Sl.	Description of Certificate/License/Registration	License Issuer/Issuing Authority	Certificate/Licenses No.	Validity
1	Certificate of Incorporation	Registrar of Joint Stock Companies & Firms (RJSC)	C-4417(711)/2001	-
2	E-Trade License	Ashulia Union Parishad	001722	30.06.2027
3	TIN Certificate	National Board of Revenue (NBR)	130715100422	-
4	BIN Certificate	Customs, Excise and VAT Commissionerate, Dhaka (West)	001271561-0403	-
5	Fire License	Fire Service & civil defense	DD/Dhaka/26-27/2527	30.06.2028
6	Import Registration Certificate (IRC)	Chief Controller of Import & Export	260326120577721	30.06.2028

7	Export Registration Certificate (ERC)		260326210539120	30.06.2028
8	Membership Certificate - BGMEA	BGMEA	Reg. No.-3571	31.12.2026
9	Factory License	Ministry of Labor and Employment	26-03-1-003-00314	14.10.2026
10	Bond License	Customs Bond Commissionerate	204/CAS-SBW/2002	26.09.2026
11	Export Promotion Bureau-Enrolment Certificate	Export Promotion Bureau	Reg. No.-BDREX01275	30.06.2031
12	Certificate of Completion 2024	Cascale	-	-
13	Oeko-Tex	International Association for Research and Testing in the Field of Textile and Leather Ecology (Oeko-Tex)	11-75247	25.04.2027.
14	SCOPE Certificate	IDFL Laboratory and Institute Inc.	IDFL License No: GOTS-IDFL-24	31-08-2027

f) Sponsor, Directors' background

Sl. No.	Name of the Sponsor & Directors	Present Status
1	Fardeen Ahmed Patwary	Managing Director
2	Faisal Ahmed	Director
3	Mohammad Faruque Ahmed	Director
4	Ishtiaque Ahmed Chowdhury	Independent Director
5	Md. Azhar Ali	Independent Director

Their background is stated below:

Fardeen Ahmed Patwary

Managing Director

A young entrepreneur and financial analyst of business. As a member of a business-oriented family had opportunity to work with professionals and got experience to know about the business inside and out. A good academic background and knowledge of Financial and management from ISB. A Dedicated and Hard-working person always want to succeed in Business. Main focus of Fardeen would on the procurement of new Export orders and maintaining the communication with the existing Foreign Buyers. Maintains good relationship with all the Buyers. Focus on New trends in the International Market.



Faisal Ahmed

Director

Mr. Faisal Ahmed is an accomplished corporate leader and entrepreneur with over 18 years of experience in strategic management, corporate governance, and administration. A professional graduate from a reputed private university, he has successfully established and scaled a sustainable petroleum product distribution business, demonstrating comprehensive expertise across business formation, financial oversight, and day-to-day operations. Beyond his corporate achievements, he is a dedicated philanthropist deeply committed to driving socio-economic development and empowerment for communities at the base of the pyramid. Currently, he serves as Director, steering the company's overall operational strategy and long-term growth.

**Mohammad Faruque Ahmed**

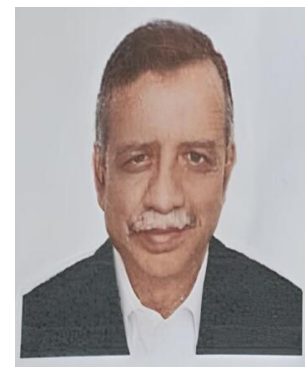
Director

Mohammad Faruque Ahmed is a seasoned apparel industry professional with over two decades of comprehensive experience in knitwear fabric and garment manufacturing technology. Throughout his 23-year career, he has demonstrated exceptional capability in leading large-scale operations and managing complex supply chains—a critical pillar for the success and efficiency of modern garment manufacturing. His deep technical knowledge combined with strong administrative leadership makes him an asset in driving operational excellence, quality control, and timely execution within the textile sector.

**Ishtiaque Ahmed Chowdhury**

Independent Director

He is an experienced banking and financial services professional with extensive exposure to banking operations, international trade, treasury, portfolio management and strategic management. He holds an M.A. and B.A. (Hons) in Political Science from the University of Dhaka, along with an LL.B. degree and the Diplomaed Associate of the Institute of Bankers, Bangladesh (DAIBB). He has participated in various professional training programs and international seminars, including programs at INSEAD Business School, France; London School of Economics and Political Science (LSE); ICC Headquarters, Paris; and Citi Group, Bangkok. He also served as President of the Rotary Club of Jahangirnagar and as Honorary Secretary General of the Association of Bankers, Bangladesh (ABB).



Md. Azhar Ali
Independent Director

Md. Azhar Ali is an experienced textile professional with more than 25 years of experience in the spinning and textile industry. He has served in senior management positions including CEO of Zarina Composite Textile Industries Ltd., Director-Operation of The Delta Spinning Mills Ltd., General Manager of Badsha Textiles Ltd., and Senior Manager of Quality Assurance at Square Textiles Ltd. His areas of expertise include textile manufacturing, production and quality management, raw material procurement, machinery maintenance, product development, cost optimization, R&D, project implementation and factory management. He holds a B.Sc. in Textile Technology with specialization in Spinning Technology from the College of Textile Technology under the University of Dhaka and has undergone various professional training programs in textile technology, quality management and business management.



g) Capital structure and history of capital raising

Particulars	No. of Shares	Face Value (Tk.)	Issue Price (Tk.)	Amount in Taka
Before IPO:				
Paid Up Capital	75,600,000	10	10	756,000,000
After IPO:				
Issued through IPO	42,307,692	10	13	423,076,920
Paid Up Capital (Post IPO)	117,907,692			1,179,076,920

History of capital raising:

Particulars	Date of Allotment	Form of Consideration (No. of Shares)			Nominal & Issue Price (Tk.)	Paid-up Capital
		In cash	Other than in cash	Bonus		
Subscriber to the MOA & AOA	10.10.2001	3,000	-	-	100.00	300,000
1 st Allotment	25.04.2018	7,000	-	-	100.00	700,000
2 nd Allotment	30.04.2021	990,000	-	-	100.00	99,000,000
3 rd Allotment	30.04.2021	-	-	500,000	100.00	50,000,000
4 th Allotment	16.05.2022	-	-	6,000,000	10.00	60,000,000
5 th Allotment	22.11.2023	15,000	-	-	10.00	150,000
6 th Allotment	22.01.2024	-	-	29,385,000	10.00	293,850,000
7 th Allotment	22.02.2026	-	-	25,200,000	10.00	252,000,000
Total						756,000,000

* The Company split its share as on **18th July 2021** to Tk. **10.00** from Tk. **100.00** each.

h) Summary of Valuation of securities along with justification process

Particulars		Amount in Tk.
Valuation Methods under Absolute Valuation		
Method 1	Net Asset Value (NAV)/Equity based valuation	13.26
Method 2	Discounted Cash Flow Method (DCFM) based valuation	25.23
Valuation Methods under Relative Valuation		
Method 3	(A) Historical Earnings based Value per share based on Overall Market P/E	19.72
	(B) Earnings based Value per share based on Textile Sector P/E	36.75
Method 4	P/BV multiple of similar stock-based valuation	14.79

i) Any other pertinent issues or disclaimer

- a) Declaration by the issuer as required by Rule 4 (1) (f) of the Bangladesh Securities & Exchange Commission (Public Offer of Equity Securities) Rules, 2025:

DECLARATION OF MATERIAL CHANGES

We, the Issuer, declare that we did not make any material changes including raising of paid-up capital after the date of audited financial statements as included in the prospectus.

Sd/-

Fardeen Ahmed Patwary
Managing Director
Scandex (BD) Ltd.

- b) Declaration by the issue manager in connection with the issuer as required by Rule 4 (1) (h) of the Bangladesh Securities & Exchange Commission (Public Offer of Equity Securities) Rules, 2025:

ISSUE MANAGER DECLARATION IN CONNECTION WITH ISSUER

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

Sd/-

Sumit Podder
Chief Executive Office
MTB Capital Limited.

- c) Declaration by the issuer in connection with issue manager as required by Rule 4 (1) (h) of the Bangladesh Securities & Exchange Commission (Public Offer of Equity Securities) Rules, 2025:

ISSUER DECLARATION IN CONNECTION WITH ISSUE MANAGERS

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

Sd/-

Fardeen Ahmed Patwary
Managing Director
Scandex (BD) Ltd.

CHAPTER (2)

CONDITIONS IMPOSED BY THE COMMISSION

CHAPTER (3)

DECLARATION AND DUE DILIGENCE CERTIFICATES

Declaration about the responsibility of the directors, including the CEO of the issuer in respect of the red-herring prospectus/ prospectus

[See rule 7 (5)]

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

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

Sd/-
Fardeen Ahmed Patwary
Managing Director

Sd/-
Faisal Ahmed
Director

Sd/-
Mohammad Faruque Ahmed
Director

Sd/-
Ishtiaque Ahmed Chowdhury
Independent Director

Sd/-
Md. Azhar Ali
Independent Director

Place:
Date:

Due diligence certificate to be furnished by the Issue Manager in the red-herring prospectus/ prospectus

[See rule 7 (5)]

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

Sub: Public offer of 42,307,692 equity securities of Tk. 550,000,000 by Scandex (BD) Ltd.

Dear Sir,

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

- 1) We have examined all the documents submitted with the application for the above-mentioned public issue, visited the factory and/or business premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer along with the key management of holding company of the issuer, if any, in connection with the finalization of the prospectus pertaining to the said issue;
- 2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer, we have finalized the prospectus pertaining to the said issue.

WE CONFIRM THAT:

- a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- b) All the legal requirements relating to the issue and also in the rules, regulations, notification, order, directives, guidelines, instructions, etc. framed/issued or approved by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well-informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 and other applicable laws/regulations;
- d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- e) We have satisfied ourselves about the capability of the underwriter(s) to fulfill their underwriting commitments;

- f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the ‘main objects’ listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- g) Necessary arrangements have been made to ensure that the moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well-informed decision;
- i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;
- j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules have been complied with and our comments, if any;
- k) We also declare that we have managed the public issue/offer of following issuers in the last 5 (five) years;

SL. No.	Name of the Issue	Issue Month/Year	Issue Price	Dividend Payment History
1.	Nialco Alloys Ltd.	10 June, 2021	10	2025: C-10% 2024: C-6% 2023: C-11% 2022: C-10% 2021: C-10%
2.	Krishibid Feed Limited	03 Nov, 2021	10	2025: C-1% 2024: C-0% 2023: C-10% 2022: C-10% 2021: C-10%

For The Issue Manager

Place: Dhaka
Date:

Sd/-
Sumit Podder
Chief Executive Office
MTB Capital Limited

Due diligence certificate by the underwriter(s)

[See rule 7 (5)]

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

Sub: Public offer of 42,307,692 equity securities of Tk. 550,000,000 of Scandex (BD) Ltd.

Dear Sir,

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

- 1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, 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 have taken our underwriting decision.

WE CONFIRM THAT:

- a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 393,464,100 (Taka Thirty-Nine Crore Thirty-Four Lac Sixty-Four Thousand One Hundred Only) and we have the capacity to underwrite a total amount of Tk. 1,967,320,500 (Taka One Hundred and Ninety-Six Crore Seventy-Three Lac Twenty Thousand Five Hundred Only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 92,500,000 (Taka Nine Crore Twenty-Five Lac Only) for the upcoming issue;
- b) At present, we have no pending underwriting obligations.
- c) All relevant information to our underwriting decision has been received and the draft prospectus forwarded to the Commission has been approved by us;
- d) We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 17% of the total committed amount will be subscribed by underwriter itself and 17% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public **offer** within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
Sumit Podder
Chief Executive Officer
MTB Capital Limited

Date:

Due diligence certificate by the underwriter(s)

[See rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 42,307,692 equity securities of Tk. 550,000,000 of Scandex (BD) Ltd.

Dear Sir,

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

- 1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, 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 have taken our underwriting decision.

WE CONFIRM THAT:

- a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 5,500,000,000 (Taka Five Hundred Fifty Crore only) and we have the capacity to underwrite a total amount of Tk. 27,500,000,000 (Taka Two Thousand Seven Hundred Fifty Crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000 (Taka Five Crore Only) for the upcoming issue;
- b) At present, the following underwriting obligations are pending for us:

Sl.	Name of the Company	Type of Issue	Amount underwritten in BDT
1.	Alliance Finance PLC.	IPO	20,000,000

- c) All relevant information to our underwriting decision has been received and the draft prospectus forwarded to the Commission has been approved by us;
- d) We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 9% of the total committed amount will be subscribed by underwriter itself and 9% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public **offer** within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
Md. Maminul Haque, CFA
Managing Director
Southeast Bank Capital Services Limited

Date:

Due diligence certificate by the underwriter(s)
[See rule 7 (5)]

To
The Chairman
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 42,307,692 equity securities of Tk. 550,000,000 of Scandex (BD) Ltd.

Dear Sir,

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

- 1) We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, valuation, 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 have taken our underwriting decision.

WE CONFIRM THAT:

- a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 2,405,000,000 (Taka Two Hundred Forty Crore Fifty Lac Only) and we have the capacity to underwrite a total amount of Tk. 12,025,000,000 (Taka One Thousand Two Hundred Two Crore Fifty Lac Only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000 (Taka Five Crore Only) for the upcoming issue;
- b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the Company	Type of Issue	Underwritten Amount (in BDT)
i.	Omera Petroleum Limited	IPO	146,041,141
Total Underwritten Amount			146,041,141

- c) All relevant information to our underwriting decision has been received and the draft prospectus forwarded to the Commission has been approved by us;
- d) We shall subscribe and take up the un-subscribed securities **under firm commitment basis; however, 50% of the total committed amount will be subscribed by underwriter itself and 50% of the committed amount shall be subscribed by the best effort basis** against the above-mentioned public offer within 15 (fifteen) days of calling up thereof by the issuer or lead underwriter, as assigned; and
- e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
Iftekhar Alam
Chief Executive Officer
LankaBangla Investments PLC.

Date:

CHAPTER (4)

ABOUT THE ISSUER

- a) Name of the issuer, dates of incorporation and commencement of its commercial operations, its logo, addresses of its registered office, other offices and plants/ factory, corporate head office, business premises and outlets of the issuer, telephone number, contact person, website address and e-mail address:

Particulars	Description
Name of the issuer	Scandex (BD) Ltd.
Dates of incorporation	10 th October 2001
Date of commencement of its commercial operations	December 2001
Logo	
Registered/ Factory office address	Gouripur, Ashulia, Savar, Dhaka-1340, Bangladesh.
Corporate Office	House #02, Road #54/A, Gulshan-2, Dhaka-1212, Bangladesh.
Contact Person	Fardeen Ahmed Patwary, Managing Director
Telephone Number	+880 1670 908027 +880 1700 765796 (WhatsApp)
E-mail address	info@scandexbd.com
Website address	https://scandexbd.com

- b) Names, addresses, telephone numbers, and e-mail addresses of the sponsors, chairman, all board of directors, managing director including independent directors of the issuer:

Managing Director	Fardeen Ahmed Patwary  House-2, Road- 54/A, Gulshan-2, Dhaka.  +880-1700-765796  Fardeen@Scandexbd.com
Director	Faisal Ahmed  House-2, Road- 54/A, Gulshan-2, Dhaka.  +880-1713-453248  Fislam@scandexbd.com
Director	Mohammad Faruque Ahmed  House-2, Road- 54/A, Gulshan-2, Dhaka.  +880-1734-114720  Faruque@Scandexbd.com
Independent Director	Ishtiaque Ahmed Chowdhury  House-3, Road- 6, Gulshan-1, Dhaka.  +880-1730-338866  Istique@Scandexbd.com
Independent Director	Md. Azhar Ali  Vill: Mathafata, P.S. + P.O.: Tetulia, Dist: Panchagarh  +880-1912-000424  Azhar@Scandexbd.com

c) Names, addresses, telephone numbers, and e-mail addresses of the CFO and company secretary:

CFO	Shuvro Kumar Shaha  77, Road# 77, Hrishikesh Das Road, Sutrapur, Dhaka Sadar-1100.  +880-1670-908027  shuvro@scandexbd.com
Company Secretary	MD. Zohirul Islam  House #20, Road #1, Mohammadia Housing Ltd., Mohammadpur, Dhaka-1207.  +880-1309-040252  Zohirul@Scandexbd.com

CHAPTER (5)

CORPORATE DIRECTORY OF THE ISSUER

Name of the Company	Scandex (BD) Ltd.
Logo	
Nature of Business	Knit garment manufacturing and export
Date of Incorporation	10 th October 2001
Commencement of its Commercial Operations	December 2001
Date of conversion into a Public Limited Company	12 th July 2021
Registered Office/ Factory	Gouripur, Ashulia, Savar, Dhaka-1340, Bangladesh.
Corporate Office	House #02, Road #54/A, Gulshan-2, Dhaka-1212, Bangladesh.
Authorized Capital as on 30th June 2026	BDT 1,500,000,000
Paid up Capital as on 30th June, 2026	BDT 756,000,000
Size of the Board of Directors	5 (Five) Directors including 2 (Two) independent Director
Auditor	Ashraf Uddin & Co. Chartered Accountants 📍 142/B, Green Road (3rd Floor), Dhaka-1215, Bangladesh. ☎ +88 02 9116183, +88 02 9554301 ✉ info@aucbd.com 🌐 https://www.aucbd.com
Issue Manager	MTB Capital Ltd. 📍 Ejab Flora Unity Tower, Level-7,42, Mohakhali C/A, Banani, Dhaka-1212. ☎ +8809666-777755, Ext. 2417-2423 ☎ +88(02) 9641159 ✉ info.mtbcap@mutualtrustbank.com 🌐 www.mtbcap.com
Banker for IPO	NCC Bank PLC.
Compliance Officer	Shuvro Kumar Shaha Chief Financial Officer

CHAPTER (6)

DETAILS ABOUT DIFFERENT CONTRACTUAL PARTIES

a) Names, addresses, telephone numbers, and e-mail addresses of the legal advisor, bankers, and auditors;

Legal Advisor	N/A
Bankers	NCC Bank PLC  Head Office, NCC Bank Bhaban, 13/1-13/2 Toyenbee Circular Road, Motijheel C/A, Dhaka-1000.  09666700008  info@nccbank.com.bd
	Al-Arafah Islami Bank PLC  Head Office, Al-Arafah Tower, 63, Purana Paltan, Dhaka-1000.  +88-02-44850005  info@aibl.com.bd
	National Bank PLC  Head Office, 116/1, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka-1000.  02-41032931-40  ho@nblbd.com
	Mercantile Bank PLC  Head Office, 61 Dilkusha Commercial Area, Dhaka-1000.  02-223382295  share@mblbd.com
	Sonali Bank PLC  Head Office, 35-42,44 Motijheel Commercial Area, Dhaka-1000.  +8809610016639  info@sonalibank.com.bd
	Agrani Bank PLC  Head Office, 9/D Dilkusha Commercial Area, Dhaka-1000.  880-2) 9566153-54
	United Commercial Bank PLC  Head Office, Bulus Center, Plot CWS (A)-1, Road No. 34, Gulshan Avenue, Dhaka-1212.  +88-02-55668070, +88-09610999999  info@ucb.com.bd
	Dutch Bangla Bank PLC  Head Office, 47 Motijheel Commercial Area, Dhaka-1000.  02223354196-8, 02223359229  ccs.cmc@dutchbanglabank.com
	Southeast Bank PLC  Head Office, Eunoos Trade Center, 52-53 Dilkusha Commercial Area, Dhaka-1000.  +880247115321  info@southeastbank.com.bd

	Dhaka Bank PLC  Head Office, CWS (C)-10, Bir Uttam A.K. Khandakar Road, Gulshan-1, Dhaka-1212.  09666700325  info@dhakabank.com.bd
	State Bank of India  Dhaka Branch, “Anabil Tower” – 1st Floor, Plot No-3, Gulshan North Avenue, Gulshan-2, Dhaka – 1212, Bangladesh.  +880 1325074242  gb2.dhaka@statebank.com
Auditors	Ashraf Uddin & Co. Chartered Accountants  142/B, Green Road (3rd Floor), Dhaka-1215, Bangladesh.  +88 02 9116183, +88 02 9554301  info@aucbd.com  https://www.aucbd.com

b) Names, addresses, telephone numbers, fax number(s), contact person, website addresses and e-mail addresses of the issue manager, and registrar to the issue, etc.;

Issue Manager	MTB Capital Ltd.  Ejab Flora Unity Tower, Level-7,42, Mohakhali C/A, Banani, Dhaka-1212.  +8809666-777755, Ext. 2417-2423  +88(02) 9641159  info.mtbcap@mutualtrustbank.com  www.mtbcap.com
Registrar to the Issue	N/A

CHAPTER (7)

STATUS OF CREDIT RATING AND CREDIT RATING COMPANY

a) **Credit rating status of the issuer and/issue (latest and historical, rationale, etc.);**

Credit Rating Status:

Valid From	Valid Till	Long Term Rating	Short Term Rating	Outlook
December 04, 2025	December 03, 2026	A+	ST-2	Stable

b) **Brief about CRC and Default Statistics & Transition Metrics of the CRC at least in the last five years**

Brief about Credit Rating Company- ARGUS Credit Rating Services Ltd. (ACRSL):

ARGUS Credit Rating Services Ltd. (ACRSL) is the next-generation Credit Rating Agency of Bangladesh. Founded as a joint-venture between global experts in credit & equity research and local sponsors with strong capital markets track record, ACRSL received its license from the SEC in 2011. Since then, Argus completed more than 6200 rating assignments including Banks, NBFIs, Insurance, Financial Instruments, Large and reputed corporate entities and SME clients. Quality report, timely delivery and extraordinary service through multinational standard relationship management. Argus is now a prominent name in the industry and considered as preferred choice for Credit rating service.

Default Statistics:

ACRSL Historical Default Rate

Financial Year	Default Count	Default Rate	All Corporate Default Rate
2021	9	2.42%	0.34%
2022	2	0.57%	0.08%
2023	4	0.64%	0.15%
2024	7	0.98%	0.26%
2025	10	1.65%	0.38%

*Data up to 30-Jun-2025

Transition Metrics:

ACRSL Corporate Rating 5-Year Transition Matrix (FY21-FY25)

From / To	AAA	AA	A	BBB	BB	D
AAA	100%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	5.80%	92.03%	2.17%	0.00%	0.00%	0.00%
A	0.00%	0.85%	94.23%	4.59%	0.32%	0.00%
BBB	0.00%	0.07%	3.83%	95.81%	0.28%	0.00%
BB	0.00%	0.00%	0.00%	0.00%	100%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	100%

1. Each Row corresponds initial rating
2. Each Column corresponds rating after 5th Year
3. Data up to 30-Jun-2025

ACRSL SME Credit Rating 5-Year Transition Matrix (FY21-FY25)

From / To	AQSE/ME- 1	AQSE/ME- 2	AQSE/ME- 3	AQSE/ME- 4	AQSE/ME- 5	AQSE/ME- 6
AAA	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
AA	0.00%	91.79%	8.21%	0.00%	0.00%	0.00%
A	0.00%	0.64%	97.99%	1.27%	0.11%	0.00%
BBB	0.00%	0.03%	10.28%	89.52%	0.18%	0.00%
BB	0.00%	0.00%	0.00%	8.96%	91.04%	0.00%
D	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

1. Each Row corresponds initial rating
2. Each Column corresponds rating after 5th Year
3. Data up to 30-Jun-2025

CHAPTER (8)

DETAILS OF UNDERWRITING

- a) The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters, level of capital adequacy of each underwriter;

Name	MTB Capital Limited (As a Lead Underwriter)
Address	Ejab Flora Unity Tower, Level-7, 42, Mohakhali, C/A, Banani, Dhaka-1212, Bangladesh.
Telephone	+8809666-777755, Ext. 2417-2423
Fax	+88(02) 9641159
Contract Person	Sumit Podder Chief Executive Officer
E-mail	info.mtbcap@mutualtrustbank.com
Level of Capacity adequacy	Tk. 1,967,320,500 (Taka One Hundred and Ninety-Six Crore Seventy-Three Lac Twenty Thousand Five Hundred Only)

Name	Southeast Bank Capital Services Limited
Address	Rupayan Trade Center 10 th floor), 114, Kazi Nazrul Islam Avenue, Banglamotor, Dhaka, Bangladesh
Telephone	+88 02 41031845-6, +88 02 41032192, 4103219 6-7
Contract Person	Md. Maminul Haque, CFA Managing Director
E-mail	sebcs1@southeastbank.com.bd
Level of Capacity adequacy	Tk. 27,500,000,000 (Taka two thousand seven hundred fifty crore Only)

Name	LankaBangla Investments PLC.
Address	Assurance Nazir Tower (Level 8), 65/B Kemal Ataturk Avenue, Banani, Dhaka 1213, Bangladesh
Telephone	+880-2-55034853-5
Fax	+88 02 550 34 856
Contract Person	Iftekhar Alam Chief Executive Officer
E-mail	info@lankabangla-investments.com
Level of Capacity adequacy	Tk. 12,025,000,000 (Taka One Thousand Two Hundred Two Crore Fifty Lac Only)

b) Detailed status of full commitment and best effort (in figure and percentage); and parties under own commitment and best efforts;

Detailed Status of Full Commitment and Best Effort:

The Issue Manager has been appointed for providing issue management services in connection with the public offering. The issue is also underwritten by the appointed Underwriter(s) in accordance with the applicable rules and regulations.

The details of the underwriting commitment are as follows:

Particulars	Amount (BDT)	Percentage (%)
Total Public Offer	550,000,000	100%
Underwriting Commitment	192,500,000	35%
Best Effort Portion	192,500,000	100%

Parties under Own Commitment and Best Efforts:

Name of Party	Role	Commitment Amount (BDT)	Percentage of Issue
MTB Capital Limited	Issue Manager & Lead Underwriter	92,500,000	17%
Southeast Bank Capital Services Limited	Underwriter	50,000,000	9%
LankaBangla Investments PLC.	Underwriter	50,000,000	9%

c) Major terms and conditions of the underwriting agreements

**ARTICLE-I
UNDERWRITING**

- 1.01 The Company has made a commitment to execute an Initial Public Offer (the "IPO") of BDT **550,000,000** as provided in this Agreement.
- 1.02 As per guideline of the Bangladesh Securities and Exchange Commission, **35%** of the total IPO i.e. BDT **192,500,000** shall have to be underwritten by the underwriter.
- 1.03 The Underwriter shall underwrite BDT **192,500,000** out of the total amount raised on a **firm commitment basis**. This commitment is irrevocable and unequivocal.
- 1.04 In case of under-subscription in any category by up to 35% of IPO, the undersubscribed portion of securities shall be taken up by the underwriter.

**ARTICLE-II
THE INITIAL PUBLIC OFFER**

- 2.01. The Company shall issue BDT **550,000,000** through IPO under fixed price method with premium publishing a prospectus in accordance with the consent of the Bangladesh Securities and Exchange Commission (BSEC) and the provision of this Agreement.
- 2.02. Prior to publication of the prospectus the Company shall have to obtain a consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and providing for payment of underwriting commission not exceeding **0.50%** on the amount underwritten and no additional commission will be paid on the amount of shares required to be subscribed by the Underwriter.

- 2.03 The company shall make media campaign and publicity of the offer for subscription to the extent as may be reasonably requested by the Issue Manager prior to opening and during offer period of subscription list with publicly material as approved by BSEC.
- 2.04 The Company shall comply with any other formalities required under the laws of the land for raising fund through IPO.
- 2.05 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 Issuer or Issue Manager as a lead underwriter shall within **10 (ten) days** of the closure of subscription call upon the Underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe or procure subscriber to subscribe the shares not so subscribed within the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within **15 (fifteen) days** after being called upon to do so. The amount so received shall be credited in the share subscription account of the Company within the said period. If payment is made by Cheque/Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled its obligation towards its underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been uncashed and the Company's share subscription account credited. In any case within **7 (Seven) days** after the expiry of the aforesaid **15 (fifteen) days**, the Issuer or Issue Manager as a lead underwriter shall send proof of subscription and payment by the underwriters, to the Commission.

In the case of failure by the Underwriter to pay for the shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any issue, until such time as it fulfills its underwriting commitment under this Agreement and also other penalties as may be determined by the BSEC.

In the case of failure by the Underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under this Agreement.

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

- 2.06. That the signatories to this Agreement have duly been authorized by the Board of Directors of both the Company and the underwriter to execute and give effect to this Agreement from the date written herein above.
- 2.07 The liability of the underwriter under this clause shall be in proportion to but not exceeding the shares agreed to be underwritten by it; provided that the aforementioned request of the Company shall be supported by official certificates and other documents of subscription obtained from the Bankers to the Issue and a declaration of the Company as to the final result of the public subscription.
- 2.08 The Company shall pay to the Underwriter an underwriting commission at the rate of **0.50%** of the amount underwritten hereby agreed to be underwritten by it

ARTICLE-III DISCLOSURE

- 3.01. The Company shall furnish to the underwriter such data as the Underwriter may reasonably request.

- 3.02. The Company shall:
- (a) Not change its financial plan or take steps to increase or decrease its paid-up capital to the disadvantage of the Underwriter;
 - (b) Promptly advise the Underwriter of all amendments and changes required to be made in the prospectus by the Bangladesh Securities and Exchange Commission and/or the Stock Exchange(s) and furnish amended copies of prospectus to the Underwriter and continue to inform of all materials facts relating to Initial Public Offer.

ARTICLE-IV MISCELLANEOUS

- 4.01. Any notice or request required or permitted to be given or made under this agreement to the Underwriter or to the Company shall be in writing. Such notice or request shall be deemed to have been duly given or made when it shall be delivered by hand or sent by registered post in a prepaid letter to the party to which it is required or permitted to be given or made at such party's registered address or at such other address as such notice or making such request are to be made. Such notice shall be deemed to have been delivered in the ordinary course of post.
- 4.02. This Agreement shall bind and inure to the benefit of the respective successors of the parties hereto.
- 4.03. This Agreement shall be valid until completion of subscription of shares in accordance with section 2.05.
- 4.04. All questions or differences whatsoever which may at any time hereinafter arise between the parties hereto or their respective representatives touching these presents or the subject matter hereof or arising out of or in connection thereto respectively and whether as to construction or otherwise shall be referred to a single arbitrator in case the parties agree upon one Arbitrator, otherwise to two umpires in accordance with and subject to the provisions of the Arbitration Act, 2001 or any statutory modification thereof.
- 4.05. The rights and responsibilities of either party shall terminate in the event of full subscription of the IPO of Shares.
- 4.06. Notwithstanding anything contained in this Agreement, in case of any inconsistency between the provision of this Agreement and the Bangladesh Securities and Exchange Commission Public Offer of Equity Securities) Rules, 2025 (as amended from time to time), shall prevail.
- 4.07. The underwriter warrants and represents that it has certificate of registration from the Bangladesh Securities and Exchange Commission to fully underwrite or place primary securities in a firm commitment basis.

CHAPTER (9)

CAPITAL AND SHAREHOLDING STRUCTURE

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

Authorized Capital as on 30th June 2026:

Date	No. of Shares	class of securities	Nominal Price (Tk.)	Amount in Taka
10th October 2001 (As per MOA & AOA)	50,000,000	Ordinary Shares	100	500,000,000
19th May 2024	50,000,000		10	500,000,000
4th June 2026	50,000,000		10	500,000,000
Total				1,500,000,000

Issued, Subscribed & Paid-up capital (Before IPO):

Particulars	Date of Allotment	Form of Consideration (No. of Shares)			class of securities	Nominal & Issue Price (Tk.)	Paid-up Capital
		In cash	Other than in cash	Bonus			
Subscriber to the MOA & AOA	10.10.2001	3,000	-	-	Ordinary Shares	100.00	300,000
1 st Allotment	25.04.2018	7,000	-	-		100.00	700,000
2 nd Allotment	30.04.2021	990,000	-	-		100.00	99,000,000
3 rd Allotment	30.04.2021	-	-	500,000		100.00	50,000,000
4 th Allotment	16.05.2022	-	-	6,000,000		10.00	60,000,000
5 th Allotment	22.11.2023	15,000	-	-		10.00	150,000
6 th Allotment	22.01.2024	-	-	29,385,000		10.00	293,850,000
7 th Allotment	22.02.2026	-	-	25,200,000		10.00	252,000,000
Total							756,000,000

* The Company split its share as on **18th July 2021** to Tk. **10.00** from Tk. **100.00** each.

- b) Paid up capital including and share premium before and after the present issue; and after conversion of convertible instruments (if any);

Particulars	Before IPO	After IPO
Paid Up Capital	756,000,000	1,179,076,920
Share Premium	-	126,923,080

* The Company has not any convertible Instruments.

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

The paid-up capital of the Company is Tk. 756,000,000. The Company intends to issue through Initial public offering (IPO) totaling Tk. 550,000,000 under Fixed Price-Premium method. The Company has no convertible instrument.

Sl.	Category of Shareholders	No. of Ordinary Shares Hold		Percentage (%) of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Directors	75,574,800	75,574,800	99.97%	64.10%
2	Shareholders other than Directors	25,200	25,200	0.03%	0.02%
3	Institutional	-	4,230,769	-	3.59%
4	Mutual Funds and CIS	-	4,230,769	-	3.59%
5	Individual	-	29,615,384	-	25.12%
6	Non-Resident Bangladeshis (NRBs)	-	4,230,769	-	3.59%
Total		75,600,000	117,907,692	100.00%	100.00%

d) Where shares have been issued in consideration other than cash at any point of time, details in a separate table, indicating the date of issue, persons to whom those are issued, relationship with the issuer, issue price, consideration and valuation thereof, reasons for the issue and whether any benefits have been accrued to the issuer out of the issue along with an auditor's report in this regard;

The Company issued the following ordinary shares for consideration in other than cash:

Date of Issue	Persons to whom those are issued	No. of Securities Allotted	Relationship with the issuer	Issue Price (Tk.)	Consideration & Valuation	Reasons for the issue	Benefit from the issue
30.04.21	All Existing Shareholders	500,000	Shareholder	100	Bonus	Re-investment of accumulated profit	Business expansion & Enhancements of working capital
16.05.22		6,000,000		10			
22.01.24		29,385,000		10			
22.02.26		25,200,000		10			

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

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

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

The Company did not issue any equity shares under stock option to its employees.

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

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

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

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

- i) **The total shareholding of the sponsors including sponsor group, directors and any person who owns, beneficially or of record, 5% (five percent) or more of the securities of the issuer in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock-in period and the number and percentage of pledged shares, if any, held by each of them;**

Names	Nature of Issue	Date of Allotment	No. of Shares	Face Value & Issue Price	Consideration	Pre IPO %	Post IPO %	Lock in Period*	No. & % of pledge of shares
Fardeen Ahmed Patwary	Ordinary	30.04.21	920,500	100	Cash	91.97%	[*]	3 Years	No Pledge
		30.04.21	450,000	100	Bonus				
		16.05.22	5,518,000	10	Bonus				
		22.11.23	13,795	10	Cash				
		22.01.24	27,024,405	10	Bonus				
		22.02.26	23,175,600	10	Bonus				
Faisal Ahmed		30.04.21	9000	100	Cash	4.00%	[*]	3 Years	No Pledge
		30.04.21	50,000	100	Bonus				
		16.05.22	240,000	10	Bonus				
		22.11.23	600	10	Cash				
		22.01.24	1,175,400	10	Bonus				
		22.02.26	1,008,000	10	Bonus				
Mohammad Faruque Ahmed		30.04.21	60,000	100	Cash	4.00%	[*]	3 Years	No Pledge
		16.05.22	240,000	10	Bonus				
		22.11.23	600	10	Cash				
		22.01.24	1,175,400	10	Bonus				
		22.02.26	1,008,000	10	Bonus				

*From the first trading day of the securities.

- j) **The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within 2 (two) years immediately preceding the date of filing the red-herring prospectus or draft prospectus;**

There were no purchases, sales, or other transfers of specified securities by the sponsors and directors of the Scandex (BD) Ltd. or their related parties during the last two (2) years.

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

Name & Address	No. of Securities Hold	% of Pre IPO
Fardeen Ahmed Patwary House #2, Road #54/A, Gulshan-2, Dhaka.	69,526,800	91.97%

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

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

The issuer has no securities owned by any of its top ten salaried officers or by its other officers or employees as a group.

CHAPTER (10)

DETAILED DESCRIPTION OF BUSINESS

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

Scandex (BD) Ltd., a **100% export-oriented** Ready-Made Garments (RMG) manufacturing company, incorporated on **10 October 2001** as Scandex (BD) Pvt. Ltd. and subsequently converted into a public limited company on **12 July 2021**. The Company's product portfolio includes various styles of apparel, including round-neck short-sleeve tubular T-shirts, women's T-shirts, kids' T-shirts, long-sleeve T-shirts, V-neck short-sleeve tubular T-shirts and hoodies with kangaroo pockets. Currently has a production capacity of approximately **1.5 million** pieces per month.

Scandex (BD) Limited has no associates, subsidiary or holding Company.

- b) Location of the project;

The location of the existing factory is at Gouripur, Ashulia, Savar, Dhaka-1340, Bangladesh.

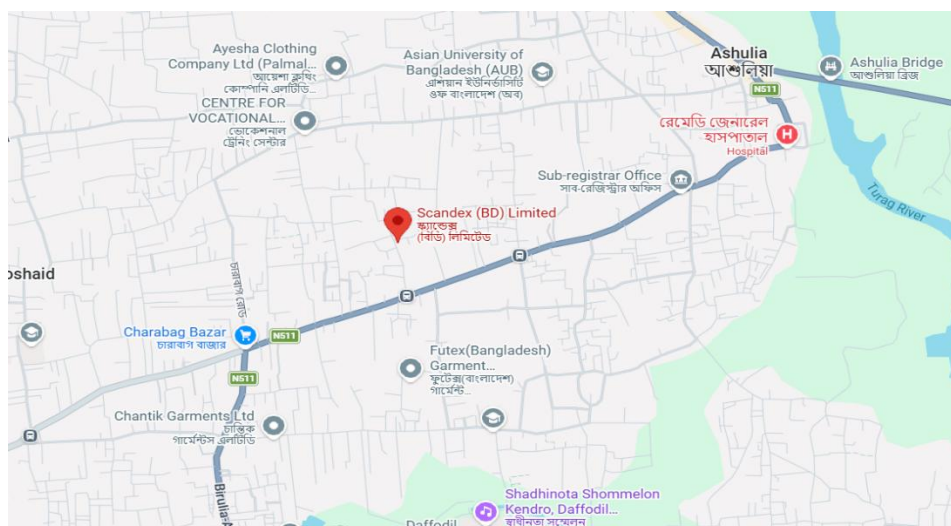


Figure: Factory Location in Google Map
<https://maps.app.goo.gl/U9wAQb6frHJKHSg87>

- c) Plant, machinery, technology, process, etc.;

Plant & Machinery:

List of Plant & Machinery of Scandex (BD) Ltd. is given below:

Sl.	Nature of Machinery	Qty
1	Sewing Machines	271
2	Knitting Machines	27
3	Air Compressor	3
4	Accessories for Sweing Machine	2
5	Auto Small Cylinder Bed Machine	3
6	Auto Packing Machine	1
7	Boiler & Accessories	1
8	Color Assessment Cabinet & Grey Scale	2
9	Thread Trimmer Machines	9
10	Gas Boiler	1

11	LPG Storage Tank	1
12	Finishing Auto Spray Machine	8
13	SPECTROPHOTO Meter	1
14	Garment Printer GTX	1
15	Generator	3
16	Washing Machine	1
17	Cutting Machine	9
18	New ELGI Screw Air Compressor & Parts	1
19	Zusun-cm-92F-SD	5
20	Sewing Thread Cutter Machine	4
21	Yarn Wrap Wheel, Yarn test twist etc	3
22	Shrinkage Tester	1
23	Washing & Dryer Machine	4
24	Incubator, Digital Rotator etc	5
25	Piping Cutter Machine	1
26	Fit of the Arm Machine	4
27	Device for Fit of The Arm	1
28	Over lock Machine	13
29	Thread Cutter Machine	8
30	KM -Ksawu10 10" Straght Cutting M/C Made In Japan	2
31	Interlock Machine	1
32	Small Tubular High Frame	3
33	Spectrophotometer purchase.	1
34	Wet pubbing	2
35	Datacolor Check Machine	1
36	Economiser of LPG Gas System	1
37	PT Machine	1





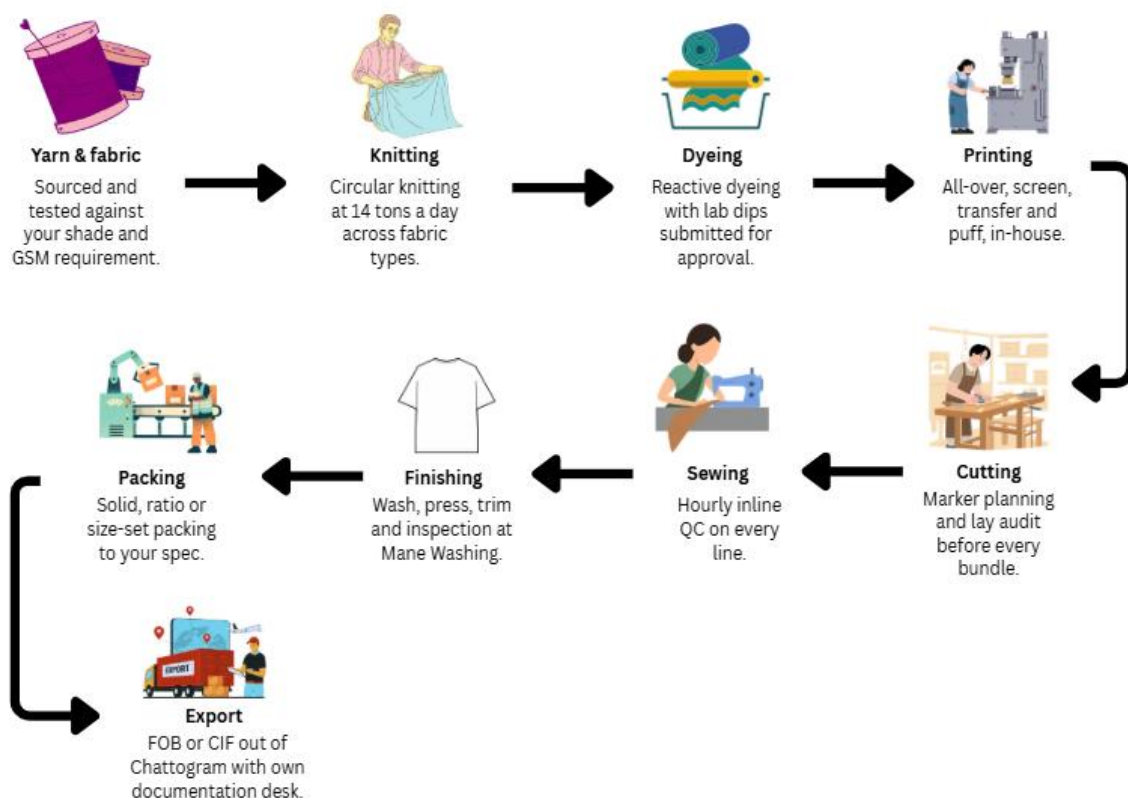
Technology:

Scandex (BD) Limited is the process technology-oriented company. The production facilities of the company are based on currently best available technology. It uses latest machine models for its machines. Due to new model machine advantage the company will get assistance of higher productivity and thereby assuring the future business growth of the company.

The Company maintains a quality-focused and controlled manufacturing process supported by established spinning and dyeing mill networks, dedicated dyeing facilities, textile engineers and fabric quality experts. Its fabric quality control includes internal yarn testing, centrally controlled knitting settings, spectrophotometer-based color shade checking and cross-checking through Verivide shade light box, Grey Scale and washing machines.

For garment production, Scandex uses specialized cutting methods, high-performance Pegasus sewing machines equipped with automatic thread cutters and energy-saving servo motors, and follows lean production methods throughout the manufacturing stages. The Company has also invested in a strategic dyeing facility with a processing capacity of 12 tons per day, equivalent to approximately 60,000 pieces per day.

Process:



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

History of the issuer	Scandex (BD) Ltd. was incorporated as Private Limited Company on 10 October 2001 & vide reg. no. C-44171(711)/2001. Converted into a Public Limited Company on 12 July 2021.
Commencement of Commercial Operation	December 2001
Capacity or facility creation	The Company annual production increased from approximately 3.5 million pieces in 2019 to approximately 17.0 million pieces in 2026 . Currently has a production capacity of approximately 1.5 million pieces per month .
Paid Up Capital raise (Last)	Tk. 252,000,000 (Bonus) on 22 February, 2026.
Nature of business	Knit garment manufacturing and export
Market for the product	The products of the company are sold in international markets.
Change in ownership/key management personnel	The following ownership/key management personnel has been appointed; - On 10.12.2018: Fardeen Ahmed Patwary and Faisal Ahmed appointed as a managing director & Director. - On 30.04.2021: Mohammad Faruque Ahmed appointed as a director. - On 28.09.2026: Ishtiaque Ahmed Chowdhury and Md. Azhar Ali were appointed as Independent Directors.

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

Principal Products:

The principal products of the company are Knitwear with capability to make T Shirts (Men/Women/Kids), Leggings and Polo Shirts.

Market for such Products:

Knitwear products have wide reach in the world market. The products are predominantly sold in Europe and USA. Recently there are business prospects getting good from Asian markets.

Past trends of export market of the product:

Particulars	30 th June 2026	30 th June 2025	30 th June 2024	30 th June 2023	30 th June 2022
Sales - export	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144

Future prospects of export market of the product:

There has been continuous demand for the Cotton Knitwear products. Further is more awareness getting towards Organic Cotton products. This has resulted in huge demand and there is trend of more than 6 months orders booking in advance. There is recent study indicating that the buyer had placed the orders in advance with better prices to get the factory capacity for year 2026. Continuous export growth of Knitwear products is expected to remain following the unique operational strength of the country.

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

The Company deals with only one product (i.e. Knitwear). Hence there are no reporting under this heading.

- g) **If the issuer has single or multiple halal certified products, then disclosure of halal certified products along with date of certification from Islamic Foundation, Bangladesh.**

The Company does not currently have any single or multiple halal certified products.

- h) **Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;**

Scandex (BD) Limited has no subsidiary company.

- i) **Details of the distribution channel, export possibilities and export obligations, if any;**

The Company is a 100% export-oriented business unit and dealing directly with the Foreign Buyer

Export possibilities and export obligations:

The company currently supplying to 6 brands in Promotional Apparels for Europe and USA market

The company has further market exploration plan to Asian markets.

- j) **Competitive conditions in business with names, percentage and volume of market shares of major competitors;**

Bangladesh's ready-made garment (RMG) industry is the **world's second-largest apparel exporter**, generating roughly **80–85%** of the country's export earnings from more than **3,500 active export-oriented factories** employing over **4 million workers** - the majority of them women.

According to BGMEA data, Bangladesh's RMG exports amounted to **US\$38,701.15 million in FY 2025–26**. Of the total RMG exports in **FY 2025–26, US\$18,077.32 million** were from woven garments and **US\$20,623.83 million** from knitwear. The Bangladesh RMG sector is projected to reach USD 100 billion in exports by 2030, driven by - Continued capacity expansion, Product mix diversification, Sustainability leadership, Value-added services, New market development (Asia-Pacific, Latin America)

The market Capitalization value for the leaders is given below:

Competitors	Market Capitalization (BDT Million)	Market Shares
Apex Spinning & Knitting Mills Plc.	3,083.64	As lack of authenticated data regarding market share of mentioned Companies, unable to disclose market share
Esquire Knit Composite Plc.	3,156.56	
Envoy Textiles Plc.	12,110.45	
Hwa Well Textiles (BD) Plc.	2,581.60	
Paramount Textile Plc.	15,350.32	
Square textiles Plc.	9,645.62	

* As on 30 September 2026

Publicly available company-wise market-share information for the overall RMG industry is limited. Apart from this, as per audited reports of the major listed companies and audited financial statements of The Scandex (BD) Ltd. the sales amounts are presented below:

Company Name	End of the Year	Revenue (BDT)
Apex Spinning & Knitting Mills Plc.	30 th June 2025	5,360,863,912
Esquire Knit Composite Plc.	30 th June 2025	10,070,591,111
Envoy Textiles Plc.	30 th June 2025	18,624,802,107
Hwa Well Textiles (BD) Plc.	30 th June 2025	1,507,424,492
Paramount Textile Plc.	30 th June 2025	12,264,739,671
Square textiles Plc.	30 th June 2025	24,701,348,701
Scandex (BD) Limited	30 th June 2025	1,859,930,789

Source: <https://www.dsebd.org>; Individual websites of the above-mentioned companies.

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

Sl.	Supplier Name	Country of Origin	Supplier Address, Contract No., e-mail, Web address	Material
1	Dabiruddin Spinning Mills Limited	Bangladesh	Address: Sena Kalyan Bhaban (Suite # 1102-03, 11th Floor), 195, Kamalapur Box Culvert Rd, Dhaka 1000 Phone: 02-7121997 E-mail: info@salmagroup.com.bd Web: salmagroup.com.bd/dabiruddin-spinning-mills-ltd	Yarn
2	Anwara Mannan Textile Mills Ltd.	Bangladesh	Address: 2 Ishakha Avenue, Sector # 6, Uttara, Dhaka-1230 Phone: +88 02 7911691-3, +88 02 7911016, E-mail: info@amangroupbd.com Web: www.amangroupbd.com/anwara-mannan	Yarn
3	Basher Spinning Mills Ltd.	Bangladesh	Address: B.H Plaza, Progoti Sarani, Norda, Dhaka-1229 Phone: 3057208500 E-mail: contact@basher.group Web: www.basher.group	Yarn
5	Jamuna High Tech Spinning Mills Ltd	Bangladesh	Address: Jamuna Future Park. KA-244, Progoti Sarani, KU il, Baridhara, Dhaka-1229. Bejura, Madhabpur, Hobganj. Phone: +880 98240014004 E-mail: info@jamunagroup-bd.com Web: www.jamunagroup.com.bd	Yarn

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

Utilities	Sources and Requirement	Contingency plan
Power	Currently We have three Separate Line: 1.89 KW (Name: Land Owner) 2.80 Kw (Name: SBDL) 3.80 Kw (Name: SBDL)	The Company uses diesel generators as standby with the total capacity of 400 KVA in case of any power disruption.

Gas	The manufacturing operation depends on LPG Gas from private Suppliers through Tankers.	There is alternative option to use CNG gas to meet the requirements
Water	Water supply is ensured from own deep tube well.	Since the company is using own deep tube-well hence there is no particular contingency plan for water supply.

m) Large customer dependency (i.e., customers who purchased 10% or more of the company's products or services with amount and percentage thereof);

Sl.	Name, address, Telephone Number, E-mail and web address of the customer	Amount (as on 30 th June 2026)	Percentage (%)
1	Name: Solo Invest Add: RUE REAUMUR 92, Paris, 75002 Tel: +8801714-138334 Mail: yousuf-bd@soloinvest.com Web: https://www.sologroup-paris.com/en	3,370,745	21.68%
2	Name: VELILLA GROUP EUROPE S.L Add: CL JUAN DE LA CIERVA, 19.28823 COSLADA, MADRID, SPAIN. Tel: +880 1322 958058 Mail: ext-mahabub.ibna@velilla-group.com Web: https://velillawebclientpro.azurewebsites.net/en/velilla	4,106,576	26.41%
3	Name: SMARTEX APPAREL INC Add: 3340 E. La Palma Ave; Anaheim, CA 92806., USA Tel: +8801753129496 Mail: shohidul@smartblanksbd.com Web: https://www.smartexapparel.com/	2,754,330	17.72%
4	Name: STEDMAN GMBH Add: CHARLOTTENBURGER ALLEE 27-29 52068, AACHEN, GERMANY Tel: +8801786-334455 Mail: MD.Kamruzzaman@stedman.eu Web: https://www.stedman.eu/en	2,528,370	16.26%

n) Large supplier dependency (i.e., suppliers from whom the issuer purchased 10% or more of its raw material or finished goods with amount and percentage thereof);

Sl.	Name, address, Telephone Number, E-mail and web address of the Supplier	Amount (as on 30 th June 2026)	Percentage (%)
1	Name: Kamal Yarn Limited Add: 408 Tejgaon Industrial Area, Dhaka-1208 Bangladesh Tel: +88-96-09222888 Mail: info@badshatext.com Web: https://www.kamalyarn.com/	\$ 1,730,000	13.13%
2	Name: Global Denim Textile Ltd. Add: House: 427 (3rd Floor), Road: 07 DOHS, Baridhara, Dhaka- 1206, Bangladesh Tel: +8801678300100 Mail: http://office@globaldenimtextiles.com Web: https://globaldenimtextiles.com/	\$ 2,242,837	17.02%

o) Validity of strategic agreement with any large supplier or customer, if any;

The Scandex does not have any strategic agreement with larger supplier or customer.

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

Sl.	Description of Certificate/License/Registration	License Issuer/Issuing Authority	Certificate/Licenses No.	Validity
1	Certificate of Incorporation	Registrar of Joint Stock Companies & Firms (RJSC)	C-4417(711)/2001	-
2	E-Trade License	Ashulia Union Parishad	001722	30.06.2027
3	TIN Certificate	National Board of Revenue (NBR)	130715100422	-
4	BIN Certificate	Customs, Excise and VAT Commissionerate, Dhaka (West)	001271561-0403	-
5	Fire License	Fire Service & civil defense	DD/Dhaka/26-27/2527	30.06.2028
6	Import Registration Certificate (IRC)	Chief Controller of Import & Export	260326120577721	30.06.2028
7	Export Registration Certificate (ERC)		260326210539120	30.06.2028
8	Membership Certificate - BGMEA	BGMEA	Reg. No.-3571	31.12.2026
9	Factory License	Ministry of Labor and Employment	26-03-1-003-00314	14.10.2026
10	Bond License	Customs Bond Commissionerate	204/CAS-SBW/2002	26.09.2026
11	Export Promotion Bureau-Enrolment Certificate	Export Promotion Bureau	Reg. No.-BDREX01275	30.06.2031
12	Certificate of Completion 2024	Cascale	-	-
13	Oeko-Tex	International Association for Research and Testing in the Field of Textile and Leather Ecology (Oeko-Tex)	11-75247	25.04.2027.
14	SCOPE Certificate	IDFL Laboratory and Institute Inc.	IDFL License No: GOTS-IDFL-24	31-08-2027

q) Description of any material patents, trademarks, or royalty agreements;

The Company has not any material patents, trademarks, or royalty agreements.

r) Number of total employees, permanent employees;

Total number of employees are as follows:

Particulars	Number of full time Employees	Number of Casual Employees	Total Employees
Factory	776	-	776
Total	776	-	776

s) A brief description of business strategy including market outlook;

Business Strategies:

SBDL's strategic blueprint is engineered to drive structural growth, optimize operational efficiencies, and secure long-term leadership within the competitive apparel manufacturing landscape.

Backward Linkage Expansion

Strengthening and expanding in-house production capacities across yarn processing, knitting, and finishing to reduce external vendor dependency and minimize order turnaround times.

Technological Modernization

Integrating advanced, automated machinery, computer-aided design (CAD), and digital factory-floor tracking systems to curtail fabric wastage and maximize labor productivity.

High-Productivity shift

Prioritizing automation efforts in production process to remain competitive.

Global Client Deepening

Cultivating strategic, long-term partnerships with top-tier international apparel brands and diversifying geographic exposure across key markets in Europe, North America, and emerging regions.

Green Energy Integration

Expanding investments in industrial solar power, energy-efficient machinery, and water-recycling treatment plants to lower utility overheads and meet rigorous international compliance standards.

Human Capital Enhancement

Investing in targeted training programs for floor-level workers and technical management to elevate product quality control and maintain exemplary safety compliance.

Future Plans

Yarn making process from own waste: Cutting waste generated during garment making process normally offers very low or zero realization. It is proposed to convert this waste into yarn through our newly planned a spinning unit.

- t) If the ongoing or intended products or business is with the intent to operate in light of shari'ah or Halal Certified, shall attach a shari'ah pronouncement or opinion by the SSB about its business nature and be signed by the Shari'ah members of the SSB or Shari'ah advisor, in absence of SSB; and also details of halal certification of each product, if any;

The Company does not have any products or business activities that are intended to be operated in accordance with Shari'ah principles or are Halal Certified.

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

Existing Capacity Utilization:

Particulars	Installed Capacity (BDT Million - Per Pcs)			Production Output (BDT Million - Per Pcs)			Utilization (%)		
	2024	2025	2026	2024	2025	2026	2024	2025	2026
Production	17.40	17.40	17.40	12.18	12.01	11.66	67%	69%	70%
Total	17.40	17.40	17.40	12.18	12.01	11.66	67%	69%	70%

Projected Capacity Utilization:

Particulars	Installed Capacity (BDT Million - Per Pcs)			Production Output (BDT Million - Per Pcs)			Utilization (%)		
	2027	2028	2029	2027	2028	2029	2027	2028	2029
Production	20.30	20.30	20.30	14.21	13.80	14.62	70%	68%	72%
Total	20.30	20.30	20.30	14.21	13.80	14.62	70%	68%	72%

CHAPTER (11)

DESCRIPTION OF PROPERTY

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

The written down value of Property, Plant & Equipment owned by the company as per audited accounts as on 30 June 2026 are stated below:

Sl.	Particulars	Written Down Value
1	Land & Land Development	124,987,991
2	Plant & Machinery	43,626,770
3	Electrical Installation	13,910,149
4	Office Equipment	1,995,179
5	Furniture & Fittings	4,939,494
6	Motor Vehicles	9,138,897
7	Computer & IT Equipment	533,696
8	Factory Fittings	1,576,009
Total		200,708,186

The entire above-mentioned assets except Land & Land Development are located at rented registered & factory office: Gouripur, Ashulia, Savar, Dhaka-1340, Bangladesh and corporate office: House #02, Road #54/A, Gulshan-2, Dhaka-1212, Bangladesh. All of the above-mentioned Property, Plant & Equipment are in working condition.

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

Scandex (BD) Ltd has its factory established on a Lease Building and interanal infrastructure within the building are invested by the company. There are various Fire Safety and compliance requirements to meet the building to the desired standards. These expenditures are invested by Scandex (BD) Ltd. And expect this factory building all the above-mentioned assets of the company are in its own name.

c) Ownership, possession, location and area of the land, dates of purchase, last payment date of current rent (খাজনা) and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof;

Sl.	Ownership & Possession	Location & Area of Land	Date of Purchase	Last Payment date of current Rent & Mutation	Deed Value	Other Cost Including Land Development Cost	Current Use
1	Scandex (BD) Ltd.	24.40 Decimal; Bindhan-112, Gazipur	06.04.2023	Last Rent Payment Date: 23.10.2026 & Mutation Date: 25.06.2023	4,000,000	400,000	Development Process
2		152.50 Decimal; Khagrakuri-49, Dighi, Manikganj Sadar, Manikganj	15.12.2024	Last Rent Payment Date: 24.06.2026 & Mutation Date: 19.02.2025	19,676,000	1,967,600	
3		226.50 Decimal; Khagrakuri-49, Dighi, Manikganj Sadar, Manikganj	15.12.2024	Last Rent Payment Date: 23.06.2026 & Mutation Date: 16.02.2025	29,145,000	2,914,500	
4		187.50 Decimal; Khagrakuri-49, Dighi, Manikganj Sadar, Manikganj	15.12.2024	Last Rent Payment Date: 24.06.2026 & Mutation Date: 19.02.2025	24,074,000	2,407,400	

5		16.00 Decimal; Keliya-224, Kulla, Dhamrai, Dhaka	06.04.2026	Last Rent Payment Date: 11.06.2026 & Mutation Date: 18.05.2026	1,866,000	533,866	
6		38.50 Decimal; Keliya-224, Kulla, Dhamrai, Dhaka	30.04.2026	Last Rent Payment Date: 11.06.2026 & Mutation Date: 18.05.2026	30,800,000	3,084,500	
7		04.00 Decimal; Bindhan-112, Gazipur	01.08.2023	Last Rent Payment Date: 23.07.2026 & Mutation Date: 03.10.2023	2,000,000	210,000	
8		04.00 Decimal Kumaran, Birulia- 240, Savar, Dhaka	28.03.2024	Last Rent Payment Date: 10.09.2026 & Mutation Date: 12.08.2026	1,697,000	212,125	

- d) The names of the persons from whom the land has been acquired or proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the issuer or any sponsor or director thereof;

Deed No.	Names of the persons from whom the land has been acquired or proposed to be acquired	Cost of Acquisition	Relation
7553/23	Faisal Ahmed	4,400,000	Director
7107/24	1. S.R.A. Perveen &	21,643,600	No Relationship
7108/24	2. S.M. Shhir	32,059,500	
7109/24	1. S.R.A. Perveen, 2. S.M. Sohel & 3. S.M. Shhir	26,481,400	
2801/26	1. Sahida Akter, 2. Nashrin Akter, 3. Mst. Rabeya Khatun, 4. Md. Sujon Al-Mamun, 5. Rashida Begom, 6. Md. Ebrahim Hossain, 7. Bilques Begom, 8. Sabina Yeasmin, 9. Suniya Akter, 10. Tanjila Akter & 11. Sarmin Akter Akhi	2,399,866	
3575/26	Md. Ariful Heq	33,884,500	
14857/23	1. Md. Abdul Heq, 2. Md. Chan Mia, 3. Md. Amzad Hossain, 4. Md. Tara Mia, 5. Hazrot Ali, 6. Arzo Bun, 7. Riton Hossain,	1,105,000	
14858/23	8. Sharif Mia, 9. Manik Mia, 10. Mst. Hasina, 11. Mst. Sarmin Hqe, 12. Md. Fahat-al-hqe, 13. Md. Alamgir Hossain & 14. Mst. Ashinur Necha	1,105,000	
6528/24	1. Mst. Ayesha Begom & 2. Md. Sohel Ahmed	1,909,125	

7554/23 (Bayna- Nama)	Faisal Ahmed	5,500,000	Director
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- e) **Details of whether the issuer has received all the approvals pertaining to use of the land, if required;**

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

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

187.25 decimal land are mortgaged to NCC Bank Plc.

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

The Factory building is taken on lease and below are the details

Property	Factory building
Expiry Date	31 July 2038 (20 years)
Lessor name	Md Abdul Motalibe
Principal Terms	Lessor offers Basic Structures on the Building as lease Internal infrastructures are to be invested by the Scandex. Exit option can be applied only by Scandex and Lessor has no option to exit until the expiry date.
Payment Terms / Monthly	BDT 118,872 (1st August 2018 to 31st July 2023) BDT 178,308 (1st August 2023 to 31st July 2028) BDT 237,744 (1st August 2028 to 31st July 2033) BDT 297,180 (1st August 2033 to 31st July 2038)

- h) **The details of plant and machineries as per latest financial statement of written down value along with dates of purchase, sellers name, address, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value;**

Date of Purchase	Sellers Name & Address	Condition when purchased	Country of Origin	Useful Economic Life	Remaining Economic Life	Purchase Price (BDT)	Written Down Value
27-May-08	Max & Zusun (Bd) Ltd, K.97/10, Northbishl Deaban Bottola More, Mirpur-1, Dhaka.	Brand New	Vietnam / China	10	3	5,656,933	731,257
12-Aug-08	Broher International Spingapre Pte Ltd, 152, Beach Road, Gateway East, Singapore	Brand New	Japan / China / Malaysia	10	3	1,607,998	207,862
31-May-12	Legend Pro Industrial Limitd, Ixa, Manhing Commercial Budilign, 79-83 Queen's Road, Central, Hongkong	Brand New	China	10	3	64,983,327	8,400,220
31-Dec-12	Ningbo Cixing Co., Ltd, Dong Industrial Zone, Ningbo, China Prc	Brand New	China	10	3	27,782,164	3,591,326

02-Oct-18	Peagsus Sewing Machine Pte Ltd, 30 Tai Seng Street, #09-04, Bread Talk, Ihq Singapore	Brand New	Japan/ Taiwan/ China/ Malaysia	10	5	15,829,512	3,319,689
31-Dec-18	Avenue Trade & Engineering Ltd, Sector#07, Utara, Dhaka	Brand New	Italy	10	5	1,852,112	388,416
24-Dec-18	Nabila Sewing Traders, Nayamati, Narayangonj	Brand New	China	10	5	218,500	45,823
31-Dec-18	Macro Engineers, Pallabi, Mirpur, Dhaka	Brand New	Korea/ Italy/ Germany/ Bangladesh	10	5	1,004,750	210,711
14-Jan-19	Peagsus Sewing Machine Pte Ltd, 30 Tai Seng Street, #09-04, Bread Talk, Ihq Singapore	Brand New	Japan/ Taiwan/ China/ Vietnam/ Malaysia	10	5	6,849,663	1,436,478
12-Apr-19	Blue Sea Industries (P) Ltd. New Malakpet, Hyderabad, Telangana, India	Brand New	India	10	5	3,658,708	767,287
06-Jan-19	Molla Trading, Board Bazar, Gazipur, Bangladesh	Brand New	China	10	5	864,000	181,194
04-Jul-19	Rs Enterprise, Darus Salam Road, Mirpur, Dhaka	Brand New	China	10	5	222,000	46,557
30-Sep-19	Image Armor, Brightwood Road, New Philadelphia, Oh, Usa	Brand New	USA	10	5	3,601,257	755,238
15-Nov-19	Elgi Equipments Ltd, Singanallur, Coimbatore, Tamil Nadu, India	Brand New	India	10	5	1,439,763	301,940
10-Dec-19	Datacolor Asia Pacific Hk Ltd., Unit E 15 Floor, Billion Plaza 2 No. Hong Kong	Brand New	China	10	5	3,154,896	661,630
10-Dec-19	Rahman Knit Garments Ltd, Hatiharpara, Panchabati, Faullah, Narayangonj, Dhaka.	Brand New	Germany	10	5	1,929,972	404,744
09-Feb-20	Peagsus Sewing Machine Pte Ltd, 30 Tai Seng Street, #09-04, Bread Talk, Ihq Singapore	Brand New	China/ Vietnam	10	5	4,554,921	955,236
12-Feb-20	Advance Power Technology, Demra, Chaurasta, Dhaka	Brand New	China	10	5	1,274,071	267,192
13-Aug-20	Best Trims, House # 361, Rd # 05, Baitul Aman H/S, Adabor, Dhaka	Brand New	China	10	5	210,000	55,050
23-Aug-20	Mac International, Road# 8, Gulshan-1, Dhaka	Brand New	Japan	10	5	95,000	24,904
14-Oct-20	Overseas Marketing Corporation (Pvt.) Ltd.Unique Trade Center (Utc), 15 th Level 8 Panthapath, Dhaka.	Brand New	United Kingdom	10	5	136,500	35,783
21-Dec-21	Advance Engineering, Kumia Pasar, Gazipur	Brand New	China	10	5	1,075,000	352,256

11-Jan-22	Max & Zusun (Bd) Ltd, K.97/10, Northbishl Deaban Bottola More, Mirpur-1, Dhaka.	Brand New	China	10	7	415,000	135,987
30-May-22	Talha Enterprise, Misco Super Market, Mirpur-1, Dhaka	Brand New	China	10	7	28,500	9,339
25-Jun-22	Guangzhou Junyu Sewing Equipment Co., Ltd, Haizhu District, Guangzhou City, China	Brand New	China	10	7	312,572	102,423
01-Dec-22	Elgi Equipments Limited	Brand New	India	10	7	2,356,424	965,191
01-Jun-23	Oshima Co. Ltd.	Brand New	Taiwan	10	7	2,053,407	841,075
23-Aug-22	Max & Zusun (Bd) Co.	Brand New	Bangladesh	10	7	355,000	145,408
24-Aug-22	Brother Machinery (Asia) Limited	Brand New	Japan/ China/ Malaysia/ Taiwan/ Vietnam	10	7	1,923,535	787,880
03-May-23	PEGASUS Sewing Machine PTE Ltd.	Brand New	China/ Vietnam/ Taiwan	10	7	2,229,015	913,004
25-Mar-23	Ratul Associates	Brand New	Bangladesh	10	7	54,750	21,299
17-Jul-22	PEGASUS Sewing Machine PTE Ltd.	Brand New	China/ Vietnam/ Taiwan	10	7	9,361,687	3,834,512
28-Jul-22	Ready Stock XYZ	Brand New	Japan	10	7	201,500	82,534
10-Nov-22	Amida Corporation	Brand New	Bangladesh	10	7	212,000	86,835
24-May-23	Amida Corporation	Brand New	Bangladesh	10	7	46,900	19,210
02-May-23	Amida Corporation	Brand New	Bangladesh	10	7	77,000	31,539
03-Mar-23	Advance Power Technology	Brand New	China	10	7	1,825,000	747,520
29-Mar-23	Amida Corporation	Brand New	Bangladesh	10	7	304,300	125,803
11-Sep-23	Textile International	Brand New	China/ Romania	10	7	428,000	219,136
26-Oct-23	Textile International	Brand New	China	10	7	42,000	21,504
12-Nov-23	Local	Brand New	Bangladesh	10	7	80,000	40,960
21-Dec-23	Local	Brand New	Bangladesh /China /Malaysia/ UK	10	7	249,000	127,488
11-Sep-23	RMG Solution	Brand New	Taiwan	10	8	117,000	59,904
30-Jan-23	RS Enterprise	Brand New	China/Japan	10	8	114,000	58,368
21-Apr-24	Confidence International	Brand New	Bangladesh	10	8	75,000	38,400
21-May-24	RMG Solution	Brand New	China/Japan	10	8	75,000	38,400
05-Jun-24	BS International	Brand New	China	10	8	130,000	66,560
24-Jul-23	SN Enterprise	Brand New	Bangladesh	10	8	32,000	16,384
08-Nov-23	SN Enterprise	Brand New	Bangladesh	10	8	99,000	50,688
19-Dec-23	Hitachi Refrigerator	Brand New	Bangladesh	10	8	60,000	30,720
04-Jul-24	RMG Solution	Brand New	Japan	10	8	212,000	135,680
30-Jul-24	BS International	Brand New	Japan	10	8	150,000	96,000
13-Aug-24	BS International	Brand New	Japan	10	8	150,000	96,000
26-Oct-24	Tianjin Huatang Sewing Machine Manufacturing Co. Ltd.	Brand New	China	10	8	1,368,000	875,520
19-Sep-24	Tianjin Huatang Sewing Machine Manufacturing Co. Ltd.	Brand New	China/Japan	10	8	100,000	64,000
19-Sep-24	Right Corporation	Brand New	Japan	10	8	125,000	80,000
21-Jan-25	Zhangjiagang Laijiang machinery co. Ltd.	Brand New	China	10	5	4,434,000	2,837,760
13-Nov-24	Lucky Traders	Brand New	China	10	8	18,000	11,520
09-Dec-24	DFT Tech	Brand New	India	10	8	1,041,000	666,240
10-Apr-25	Prochem Corporation	Brand New	Bangladesh	10	10	1,700	1,088

07-Dec-25	Sky Tech Machineries BD	Brand New	China	10	10	63,000	50,400
24-May-26	Newton Energy System/ Colortech	Brand New	Bangladesh	10	10	2,428,675	1,942,940
29-Dec-25	Real Technology & Engineering	Brand New	Bangladesh	10	10	2,500,000	2,000,000
28-Jun-26	IMAGE ARMOR	Brand New	USA	10	10	1,855,445	1,484,356
28-Oct-26	RMG Solution	Brand New	Bangladesh	10	10	84,000	67,200
09-Apr-26	Zusun Global Co; Ltd.	Brand New	Bangladesh	10	10	574,000	459,200

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

The company has no plan to procure machinery except those to be bought by using IPO Proceeds.

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

No machinery is required to be bought by the issuer except machinery to be bought from IPO proceeds.

- k) **If plant is purchased in brand new condition, then it should be mentioned;**

All plants and machineries of the Company were purchased in brand new condition.

**MANAGEMENT DECLARATION REGARDING PLANT AND MACHINERY
BEING RECONDITIONED OR SECONDHAND**

This is to declare that Scandex (BD) Ltd. has procured all its plant and machinery in brand-new condition. The Company has not procured, acquired, or installed any reconditioned or second-hand plant and machinery for use in its operations.

Place: Dhaka, Bangladesh
Date:

Sd/-
Fardeen Ahmed Patwary
Managing Director

**AUDITOR'S CERTIFICATE REGARDING PURCHASED IN BRAND NEW
CONDITION OF MACHINERIES**

We do hereby declare that all the plants and machineries of Scandex (BD) Ltd. were purchased in brand new condition. There are no re-conditioned or second-hand machineries installed in the Company.

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

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

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

- m) **Statement about the physical verification report by the issue manager(s), and if required, with the support of any relevant technical consultant, regarding the properties of the issuer;**

PHYSICAL VERIFICATION REPORT
on
Scandex (BD) LTD.

This is to certify that we have visited the corporate office and all factories of Scandex (BD) Ltd. on October 08, 2026 and we have found the corporate office and factory as details bellow:

Visited and accompanied by:

Particulars	Name & Designation	Company
Visited by:	1. Sumit Podder Chief Executive Officer	MTB Capital Ltd.
	2. Md. Robiul Islam Senior Investment Analyst	
	3. Koushik Barua Chowdhury Associate Investment Analyst	
	4. Shraboni Basak Assistant Investment Analyst	
Accompanied by:	1. Mr. Shuvro Kumar Shaha Chief Financial Officer	Scandex (BD) Ltd.
	2. MD. Zohirul Islam Company Secretary	

Purpose of Visit:

The Company signed an issue management agreement with MTB Capital Limited for issue of ordinary shares through Initial Public Offer (IPO). In this respect, the management of MTB Capital Limited visited the plant as a part of due diligence of issue manager on October 08, 2026 regarding the operational status as well as properties of the Company before IPO.

Company Overview:

Scandex (BD) Ltd., a **100% export-oriented** company, is an established Ready-Made Garments (RMG) manufacturing company, incorporated on **10 October 2001** as Scandex (BD) Pvt. Ltd. and subsequently converted into a public limited company on **12 July 2021**. The Company has an authorized capital of **BDT 1,500 million** and paid-up capital of **BDT 756 million**. Currently has a production capacity of approximately **1.5 million** pieces per month. The Company has demonstrated a consistent growth in production over the years. Its annual production increased from approximately **3.5 million pieces in 2019** to approximately **17.0 million pieces in 2026**. During 2026, the Company plans to add additional dyeing factories through partnership arrangements, providing an **additional processing capacity of 10 tons per day**, equivalent to approximately **50,000** pieces per day.

During the course of visit, we have visited the following factory and office premises of Scandex (BD) Ltd:

Registered Office & Factory:

Gouripur, Ashulia, Savar, Dhaka-1340, Bangladesh.

Corporate head office

House#02, Road 54A, Gulshan -2, Dhaka-1212, Bangladesh.

Factory location

The factory building is well located within a secured Walled premises with more empty spaces for future expansion. Even though the building is under lease, the building is constructed only on the specification and designs of Scandex (BD) Ltd. There are clear process flow demarcation with each floor dedicated for separate process (Level 1 - Raw material warehouses and Finished Goods Storage, Level 5 – Cutting process, Level 4 – Sewing and finishing, Level 3- Sewing and Finishing, Level 2 – Sewing and Finishing. There are separate building structure for Utility (Diesel Generator, Boiler, Ari Compressor). Further the LPG Storage Tank is kept in a secured location and safety & precaution is maintained in almost sincere manner. The Sewing machines and other process machines are recent model which provides the enhanced productivity.

Nature of Business

Scandex (BD) Ltd has been manufacturing and exporting knitwear products. The company focus mainly on the T shirt product. The orders are booked throughout the year. There is no seasonal variation in the business which helps to keep the production in stable over the year.

Principal Product:

The principal products of the company are Knitwear with capability to make T Shirts (Men/Women/Kids), Leggings and Polo Shirts

Description of Properties:

We have identified that the properties of Scandex (BD) Ltd are as follows:

Land:

Sl.	Location & Area of Land	Date of Purchase	Deed Value	Other Cost	Total Land Value
1	24.40 Decimal; Bindhan-112, Gazipur	06.04.2023	4,000,000	400,000	4,400,000
2	152.50 Decimal; Khagrakuri-49, Dighi, Manikganj Sadar, Manikganj.	15.12.2024	19,676,000	1,967,600	21,643,600
3	226.50 Decimal; Khagrakuri-49, Dighi, Manikganj Sadar, Manikganj.	15.12.2024	29,145,000	2,914,500	32,059,500
4	187.50 Decimal; Khagrakuri-49, Dighi, Manikganj Sadar, Manikganj.	15.12.2024	24,074,000	2,407,400	26,481,400
5	16.00 Decimal; Keliya-224, Kulla, Dhamrai, Dhaka	06.04.2026	1,866,000	533,866	2,399,866
6	38.50 Decimal; Keliya-224, Kulla, Dhamrai, Dhaka	30.04.2026	30,800,000	3,084,500	33,884,500
7	04.00 Decimal; Bindhan-112, Gazipur	01.08.2023	2,000,000	210,000	2,210,000
8	04.00 Decimal Kumaran, Birulia-240, Savar, Dhaka	28.03.2024	1,697,000	212,125	1,909,125



Existing Factory: Gouripur, Ashulia, Savar, Dhaka-1340.



566.50 Decimal Land at Khagrakuri-49, Dighi, Manikganj Sadar, Manikganj

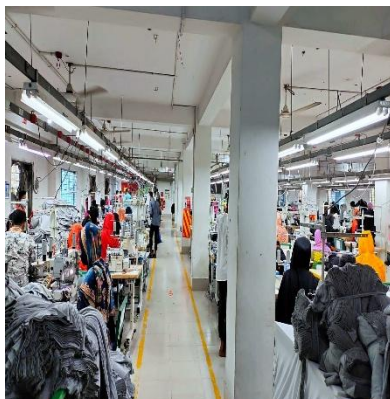
Plant & Machinery and Other Assets:

Plant & Machinery

Some Plants & Machineries of the Scandex (BD) Ltd. are as follows:

Sl.	Nature of Machinery
1	Sewing Machines
2	Knitting Machines
3	Air Compressor
4	Accessories for Sweing Machine
5	Auto Small Cylinder Bed Machine
6	Auto Packing Machine
7	Boiler & Accessories
8	Color Assessment Cabinet & Grey Scale
9	Thread Trimmer Machines
10	Gas Boiler
11	LPG Storage Tank
12	Finishing Auto Spray Machine
13	SPECTROPHOTO Meter
14	Garment Printer GTX
15	Generator
16	Washing Machine
17	Cutting Machine
18	New ELGI Screw Air Compressor & Parts
19	Zusun-cm-92F-SD
20	Sewing Thread Cutter Machine
21	Yarn Wrap Wheel, Yarn test twist etc
22	Shringkage Tester
23	Washing & Dryer Machine
24	Incubator, Digital Rotator etc
25	Piping Cutter Machine
26	Fit of the Arm Machine
27	Device for Fit of The Arm
28	Over lock Machine
29	Thread Cutter Machine
30	KM -Ksauu10 10" Straght Cutting M/C Made In Japan
31	Interlock Machine
32	Small Tubular High Frame

33	Spectrophotometer purchase.
34	Wet pubbing
35	Datacolor Check Machine
36	Economiser of LPG Gas System
37	PT Machine



Other Assets

Particulars	Written Down Value as at 30.06.2026
Electrical Installation	13,910,149
Office Equipment	1,995,179
Furniture and Fittings	4,939,494
Motor Vehicles	9,138,897
Computer & IT Equipment	533,696
Factory Fittings	1,576,009

We also noticed that all machineries of Scandex (BD) Ltd are in good condition and running well.

Signboard:

The signboard of the Company is well displayed at the registered office and factory premises and there is no other Office/Factory within the said factory premises.

Sd/-

Sumit Podder

Chief Executive Office

MTB Capital Limited

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

The Company has no intellectual property right.

- o) Full description of other properties of the issuer, if any

Fixed Assets:

Sl.	Particulars	Written Down Value (as on 30 th June 2026)
1	Electrical Installation	13,910,149
2	Office Equipment	1,995,179
3	Furniture & Fittings	4,939,494
4	Motor Vehicles	9,138,897
5	Computer & IT Equipment	533,696
6	Factory Fittings	1,576,009
Total		32,093,425

CHAPTER (12)

PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION

- a) If the issuer has not started its commercial operation or green field project, the company's plan of operations for the period which would be required to start commercial operation which shall, among others, include:

This section is not applicable as the company is already in operation since 2001.

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

Results from Operation

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Turnover	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Cost of Goods Sold	(1,710,972,553)	(1,681,380,225)	(1,531,684,096)	(1,510,363,234)	(873,563,601)
Gross profit	179,811,674	178,550,564	164,157,425	161,393,306	91,779,543
Other Operating Income	48,353,900	34,602,100	-	-	-
Operating Expense					
Administrative expenses	(25,650,307)	(22,689,554)	(22,435,488)	(21,748,277)	(18,304,874)
Selling Expenses	(16,122,018)	(14,781,403)	(13,963,971)	(12,113,703)	(7,607,504)
Profit from operations	186,393,250	175,681,706	127,757,966	127,531,326	65,867,165
Finance cost	(15,208,627)	(22,429,129)	(16,710,935)	(13,353,022)	(14,772,730)
Net Profit from Operation	171,184,623	153,252,578	111,047,031	114,178,304	51,094,435
Non-Operating Income	57,681,386	26,937,097	47,906,230	134,958,886	31,715,580
Profit Before Contribution to Welfare Fund	228,866,009	180,189,675	158,953,261	249,137,190	82,810,015
Contribution to Welfare Fund	(522,226)	(570,032)	(459,025)	(501,806)	(268,514)
Profit Before Tax	228,343,784	179,619,643	158,494,236	248,635,384	82,541,501
Income tax expenses	(27,823,090)	(31,473,961)	(23,032,528)	(30,965,742)	(10,201,398)
Current Tax Expenses	35,371,541	28,334,212	23,486,980	31,667,686	(9,818,430)
Deferred tax Expenses/(Income)	(7,548,451)	3,139,749	(454,452)	(701,944)	(382,968)
Net Profit after Tax	<u>200,520,694</u>	<u>148,145,682</u>	<u>135,461,708</u>	<u>217,669,642</u>	<u>72,340,103</u>

Changes in Financial Position

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
ASSETS					
Non-current assets					
Property, plant and equipment, net	200,708,186	150,779,608	75,216,379	87,206,575	73,033,614
Machineries in Transit	-	6,021,120	-	-	11,384,266
Right-of-Use Asset	12,282,651	15,294,018	16,462,988	10,174,477	10,849,028
Differed Tax Asset	7,604,684	56,233	3,195,982	3,443,152	3,063,768
Total non-current assets	220,595,521	172,150,979	94,875,349	100,824,204	98,330,676
Current assets					
Inventories	204,708,226	228,401,466	241,900,845	334,454,600	325,313,349

Trade & other receivables	251,779,486	129,387,449	163,481,122	74,067,786	81,663,835
Advances, deposits and prepayments	10,722,445	40,438,820	23,608,459	33,242,481	21,865,036
Advance Income Tax	58,487,741	27,826,695	-	-	-
Short Term Investment	459,028,808	366,228,659	254,962,762	171,331,307	20,605,895
Cash and cash equivalents	130,608,313	679,631,903	422,849,360	179,499,908	204,698,453
Total Current Assets	1,115,335,019	1,471,914,992	1,106,802,548	792,596,082	654,146,568
TOTAL ASSETS	<u>1,335,930,541</u>	<u>1,644,065,971</u>	<u>1,201,677,897</u>	<u>893,420,286</u>	<u>752,477,244</u>
EQUITY AND LIABILITIES					
Shareholder Equity					
Share capital	756,000,000	504,000,000	504,000,000	210,000,000	210,000,000
Unrealized Gain/ (Loss) from Investment	6,490,266	(186,348)	-	-	-
Retained earnings	239,902,868	291,382,174	142,323,651	306,294,579	88,947,497
Total Equity	1,002,393,134	795,195,826	646,323,651	516,294,579	298,947,497
Non-current liabilities					
Long Term Loan (Secured)-Net-off Current Maturity	-	-	-	-	1,022,876
Lease Liability-Net-off Current Maturity	19,156,957	22,292,457	22,531,947	11,451,482	11,838,868
Total Non-Current Liabilities	19,156,957	22,292,457	22,531,947	11,451,482	12,861,744
Current liabilities and Provision					
Bank Overdraft	-	-	12,360,641	17,434,647	18,897,568
Long term Loan (Secured)-Net-off Current Maturity	-	-	-	-	9,090,198
Lease Liability-Current Maturity	2,139,696	2,460,650	2,460,650	387,385	354,162
Trade & Other Payables	216,153,817	763,509,647	504,541,925	332,245,458	398,403,486
Interest Payable	-	4,720,748	-	-	-
Provision & Accrued Expenses	32,748,411	26,170,103	10,476,203	12,179,735	11,929,578
Current Tax Liabilities	63,338,526	29,716,541	2,982,880	3,427,000	1,993,011
Total Current Liabilities	314,380,450	826,577,688	532,822,299	365,674,225	440,668,003
Total Liabilities	333,537,407	848,870,145	555,354,246	377,125,707	453,529,747
TOTAL EQUITY AND LIABILITIES	<u>1,335,930,541</u>	<u>1,644,065,971</u>	<u>1,201,677,897</u>	<u>893,420,286</u>	<u>752,477,244</u>

Changes in cash flows

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Net cash flows from operating activities	120,525,359	17,543,500	207,116,183	168,529,252	95,808,661
Net cash used in investing activities	(75,690,060)	(194,330,265)	(77,645,223)	(183,581,587)	72,121,040
Net cash (used in)/ generated by financing activities	(593,895,733)	432,560,789	117,462,954	(11,539,538)	(10,609,085)

(i) Internal and external sources of cash;

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Internal Sources of Cash					
Share capital	756,000,000	504,000,000	504,000,000	210,000,000	210,000,000
Unrealized Gain/ (Loss) from Investment	6,490,266	(186,348)	-	-	-
Retained earnings	239,902,868	291,382,174	142,323,651	306,294,579	88,947,497
Sub-Total	1,002,393,134	795,195,826	646,323,651	516,294,579	298,947,497
External Sources of Cash					
Bank Overdraft	-	-	12,360,641	17,434,647	18,897,568
Long term Loan (Secured)-Net-off Current Maturity	-	-	-	-	9,090,198
Short Term Loan	-	591,435,084	142,928,154	23,222,901	41,233,567
Liabilities for Capital Expenditure	880,100	6,021,120	152,495	-	11,384,266
Interest Payable	-	4,720,748	-	-	-
Sub-Total	3,340,750	604,637,602	157,901,940	41,044,933	80,959,761
Grand Total	<u>1,006,040,313</u>	<u>1,400,996,821</u>	<u>804,225,591</u>	<u>557,339,512</u>	<u>379,907,258</u>

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

The Company has not yet made any material commitment for capital expenditure except for those that are mentioned in Chapter 27 under the head 'Use of Proceeds' from IPO fund.

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

The Company's revenue and other income as well as operating expenses and net income have continued to change due to increasing business volume and increase in capacity utilization.

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Turnover	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Cost of Goods Sold	(1,710,972,553)	(1,681,380,225)	(1,531,684,096)	(1,510,363,234)	(873,563,601)
Operating Expenses	(56,980,952)	(59,900,086)	(53,110,394)	(47,215,002)	(40,685,108)
Net Profit after Tax	200,520,694	148,145,682	135,461,708	217,669,642	72,340,103

Causes for changes:

Revenue

30th June 2022: Revenue was increased by 116% in 2022 from 2021. The growth was on account of improved capacity utilization.

30th June 2023: Revenue was increased by 73% in 2023 from 2022. The growth was on account of improved capacity utilization.

30th June 2024: Revenue was increased by 1% in 2024 from 2023. This is normal business growth.

30th June 2025: Revenue was increased by 10% in 2025 from 2024. The growth was on account of improved capacity utilization.

30th June 2026: Revenue was increased by 2% in 2026 from 2025. This is normal business growth.

Costs of Goods Sold

Cost of Goods sold are in relation to the Export Sales. Hence cost have affected proportionately.

Other operating expenses

The company have incurred business administrative expense during the last Five years which in regulars and relevant with sales.

Net income

The growth of net profit after Tax is consistent with the growth of revenue. No unusual change has been occurred during the last five years on the above matters.

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

There is increasing trend towards cotton products and knitwear been benefited among the products made from Cotton. Further the Foreign buyer normally stock the product and supply to the market as per the demand. Hence the manufacturer would be benefitted of continuous order placement. Practically there are no seasonal impact on the manufacturer side and the capacity is getting booked throughout the year.

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

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

Increase of Cotton Prices:

Impact: International trade prices of Cotton commodity have an effect on the yarn pricing in Bangladesh. There are situations of upward as well as downward trend in the cotton prices, corresponding effect will be on yarn prices.

Mitigation: The Company has all its contracts with buyer based on open costing method, wherein the actual cost of cotton prices will be factored before fixation of Garment export prices. Hence there will be no impact of cotton prices on the margins of the company.

World Market Demand:

Impact: There are effects of market demands shrinkage is on the export sales. Each buyer has their own market share which varies over the period.

Mitigation: Knitwear products are in increasing trend and there is visible shrinkage in the market demands. Further whenever there is negative trend of market share found for a foreign buyer, it can be replaced with another foreign buyer. Hence capacity can be booked continuously and there will be minimal impact on account of foreign buyer's market share.

Technology orientation:

Scandex (BD) Limited is the process technology-oriented company. The production facilities of the company are based on currently best available technology. It uses latest machine models for its machines. Due to new model machine advantage the company will get assistance of higher productivity and thereby assuring the future business growth of the company.

Market Responsiveness:

Scandex (BD) Ltd has in direct contact with the foreign buyer and all latest style changes are affected in the product without much delays. The strength of Scandex (BD) Ltd lies in the speed with which it has innovated itself to meet market expectations.

Industry factors:

With no near competitors from other countries and cost advantages of Bangladeshi Knitwear product, the Garment business in Bangladesh will continue to be sunrise industry.

Others:

- Natural disaster and social/political unrest are generally known events that may affect the Company's business.
- There is stable democratic government, the company look forward to have familiar environment in Bangladesh in coming days.
- Disaster of long-time power and gas in national level.

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

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

(vii) Any loan taken by the issuer from its holding/parent company or subsidiary company or loan given to aforesaid company, giving full details of the same;

No loan has been taken from or given to any related party or connected person of the company.

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

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

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

The Company has no plan for capital expenditure except for those mentioned in the 'Use of Proceeds' in Chapter 27 of this prospectus.

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

The Company's VAT Registration Number is 001271561-0403 (area–Dhaka West-Savar Division), and it submits VAT returns on time. Being a 100% export-oriented factory, there are no VAT liability on these sales (**Ref: SRO#170/Law/2000/269 Mushok dated 08.06.2009**). The purchases are made against the export contracts and hence there are no VAT components.

Income Tax

The company's ETIN is 130715100422, Taxes Circle- 023 (Company), Taxes Zone 02, Dhaka. Year wise income tax status of Scandex (BD) Ltd. is described below:

Accounting year	Assessment year	Status
2020-21	2021-22	Assessment completed and final settlement.
2021-22	2022-23	As per certificate given by DCT dated 14.09.2026 of Taxes Circle-30 (Companies), Taxes Zone-2, Dhaka, the Company's income tax assessment has been completed for the assessment year 2022-2023.
2022-23	2023-24	As per certificate given by DCT dated 14.09.2026 of Taxes Circle-30 (Companies), Taxes Zone-2, Dhaka, the Company's income tax assessment has been completed for the assessment year 2023-2024.
2023-24	2024-25	Assessment Completed
2024-25	2025-26	Assessment Completed

Customs Duty or other tax liabilities

The Company has no customs duty due to the Company import raw material under bonded warehouse facility.

Contingent liabilities

The Company has no contingent liabilities as of 30th June 2026.

- (xi) Any financial commitment, including lease commitment, the company had entered into during the past 5 (five) years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be affected;

There were no lease commitments during last five years.

Financial commitments during last five years:

For the Period ended 30th June 2026

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2026 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	Short Term	-	6,254,865	-

For the Period ended 30th June 2025

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2025 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	EDF	198,629,116	13,840,428	349,796
		EDF PAD	392,805,967		4,370,952
Total			591,435,083	13,840,428	4,720,748

For the Period ended 30th June 2024

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2024 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	EDF	83,210,714	13,840,428	-
		EDF PAD	59,717,440		-
Dhaka Bank Plc.		OD	12,360,641		-
Total			591,435,083	13,840,428	-

For the Period ended 30th June 2023

For the Period ended 30 June 2023					
Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2023 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	PC Loan	3,544,045	2,115,397	-
		EDF PAD	19,678,856		-
Dhaka Bank Plc.		OD	17,434,647		-
Total			40,657,548	2,115,397	-

For the Period ended 30th June 2022

For the Period ended 30 June 2022					
Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2022 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	Stimulus Loan	8,778,560	2,644,456	-
		OD	18,897,568		-
		Vehicle Loan	311,638		-
		pc Loan	2,692,022		-
		EDF Loan	38,541,545		-
		Stimulus Loan	8,778,560		-
Total			69,221,333	2,644,456	-

(xii) Details of all personnel related schemes for which the company has to make provision for in future years;

The company has established employee benefits including Provident Fund, Gratuity Benefit, Group Life Insurance Coverage and Central Worker Welfare Fund for the welfare of its employees.

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

Yearly Increment	Upon management approval annual increments is given to employees.
Allowances	According to performance and pay scale, allowances are given for expenses such as house rent, conveyance, medical expense, car maintenance and mobile phone facility.
Central Worker's Welfare Fund	From the Exports proceeds of the Company, an amount of 0.03% have been deducted and this amount has been utilized for deposits with Central Worker's Welfare fund maintained by the Government.
Service Benefit	All permanent employees of the company having minimum three (3) years of continuous service are entitled to Service Benefit.
Festival Bonus	In each Eid employees are given festival bonus equivalent to one-month basic salary.
Group Life Insurance Coverage	The Company has Group Insurance Policy in order to help employees maintain sound health with Poiner Insurance Company Ltd.
Maternity Leave	Females Employees are entitled to maternity benefit up to the birth of two children.
Central Worker Welfare Fund – RMG	The company is contributing to the Central Worker's Welfare Fund; hence the company is exempted from application of WPPF.

(xiii) Breakdown of all expenses related to the public issue;

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

SL.	Particulars	Nature of Expenditure	Amount in BDT
Offer Amount			550,000,000
Issue Management Fee			3,450,000
1	Management to the Issue Fee	Maximum 1% (one percent) of the public offer amount or Tk. 25 (twenty-five) lac, whichever is higher	3,000,000
2	Vat	15%	450,000
Regulatory Expenses			
BSEC Fees			1,700,000
3	Application Fee	Fixed	50,000
4	BSEC Consent Fee	0.30% on the public offer amount (including premium, if any)	1,650,000
Listing Related Expenses			5,562,000
5	Draft Prospectus Scrutiny Fees for DSE & CSE	Tk. 50,000 for each exchange	100,000
6	Listing Fee for Stock Exchanges (DSE & CSE)	(i) Up to Taka 10 crore of paid-up capital @0.25% (ii) Above Taka 10 crore of paid-up capital @0.15% minimum Tk. 50,000 and Maximum Tk. 10 million for each exchange	3,862,000
7	Annual Fee for Stock Exchanges (DSE & CSE)	(i) Up to Taka 100 crore of paid-up capital @0.05% (ii) Above Taka 100 crore of paid-up capital @0.02% minimum Tk. 50,000 and Maximum Tk. 6 lacs for each exchange	1,200,000
8	Electronic Bidding Fee	Fixed	400,000
IPO Related Expenses			962,500
9	Underwriting Commission	Maximum 0.5% on 35% of the public offer amount (including premium, if any)	962,500
CDBL Fees and Expenses			804,100
11	Security Deposit	At Actual	500,000
12	Documentation Fee	At Actual	2,500
13	Annual Fee	At Actual	100,000
14	Connection Fee	At Actual	6,000
15	Initial Public Offering fee	0.015% of issue size+0.015% of Pre-IPO paid up capital	195,600
Other Expenses (As per relevant contracts or as approved by the Commission)			
Total			12,478,600

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

Scandex (BD) Limited has not made any revaluation of its asset.

- (xv) **Where the issuer is a holding or subsidiary company, full disclosure about the transactions, including its nature and amount, between the issuer and its subsidiary or holding company, including transactions which had taken place within the last 5 (five) years of the issuance of the prospectus or since the date of incorporation of the issuer, whichever is later, clearly indicating whether the issuer is a debtor or a creditor;**

The Company has no holding or subsidiary company.

- (xvi) **Financial Information of Group Companies and Companies under common ownership exceeding 50% (fifty percent): following information for the last three years based on the audited financial statements, in respect of all the group companies of the issuer, as applicable, along with significant notes of the auditors:**

The Company has no subsidiary nor it is operated under a holding company and it does not have any associated company.

- (xvii) **Where the issuer is a banking company, insurance company, non-banking financial institution, or any other company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the issuer and valid No Objection Certificate (NOC) from the primary regulator for issuance of securities through public offer;**

Not Applicable.

- (xviii) **Any material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public;**

There is no material information, which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public.

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

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

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Non-Current Assets	220,595,521	172,150,979	94,875,349	100,824,204	98,330,676
Current Assets	1,115,335,019	1,471,914,992	1,106,802,548	792,596,082	654,146,568
Shareholders' Equity	1,002,393,134	795,195,826	646,323,651	516,294,579	298,947,497
Non-Current Liabilities	19,156,957	22,292,457	22,531,947	11,451,482	12,861,744
Current Liabilities	314,380,450	826,577,688	532,822,299	365,674,225	440,668,003
Revenue	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Cost of Goods Sold	(1,710,972,553)	(1,681,380,225)	(1,531,684,096)	(1,510,363,234)	(873,563,601)
Profit Before Tax	228,343,784	179,619,643	158,494,236	248,635,384	82,541,501
Net Profit after Tax	200,520,694	148,145,682	135,461,708	217,669,642	72,340,103

b. A summary of major items of income and expenditure;

Major Items of Income:

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Turnover	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Other Operating Income	48,353,900	34,602,100	-	-	-
Non-Operating Income	57,681,386	26,937,097	47,906,230	134,958,886	31,715,580

Major Items of Expenditure:

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Cost of Goods Sold	(1,710,972,553)	(1,681,380,225)	(1,531,684,096)	(1,510,363,234)	(873,563,601)
Operating Expenses	(56,980,952)	(59,900,086)	(53,110,394)	(47,215,002)	(40,685,108)
Finance cost	(15,208,627)	(22,429,129)	(16,710,935)	(13,353,022)	(14,772,730)

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

Sl.	Name of the Products	For the year ended 30 th June 2026	
		Revenue	%
1	Crew Neck T-shirt	1,890,784,228	100

d. In case, other income constitutes more than 10% (ten percent) of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring;

The other income of the Company does not constitute more than 10% of the total income.

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

The Company's material part of the income is not dependent upon a single customer or a few major customers. The company has export sales hence deals with foreign customer.

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

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

(xx) Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following:

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
Turnover	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Cost of Goods Sold	(1,710,972,553)	(1,681,380,225)	(1,531,684,096)	(1,510,363,234)	(873,563,601)
Operating Expenses	(56,980,952)	(59,900,086)	(53,110,394)	(47,215,002)	(40,685,108)
Net Profit after Tax	200,520,694	148,145,682	135,461,708	217,669,642	72,340,103

Causes for changes:

Revenue

30th June 2022: Revenue was increased by 116% in 2022 from 2021. The growth was on account of improved capacity utilization.

30th June 2023: Revenue was increased by 73% in 2023 from 2022. The growth was on account of improved capacity utilization.

30th June 2024: Revenue was increased by 1% in 2024 from 2023. This is normal business growth.

30th June 2025: Revenue was increased by 10% in 2025 from 2024. The growth was on account of improved capacity utilization.

30th June 2026: Revenue was increased by 2% in 2026 from 2025. This is normal business growth.

Costs of Goods Sold

Cost of Goods sold are in relation to the Export Sales. Hence cost have affected proportionately.

Other operating expenses

The company have incurred business administrative expense during the last Five years which in regulars and relevant with sales.

Net income

The growth of net profit after Tax is consistent with the growth of revenue. No unusual change has been occurred during the last five years on the above matters.

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

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

- b. Significant economic changes that materially affect or are likely to affect income from Continuing operations;**

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

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

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

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

Any event such as increase in labor or material costs or prices will not affect the operational result of the company significantly as the end price of the products are adjusted in line with changes in raw material and associated costs, keeping operating margin the same.

e. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices;

During the last five years i.e., **2022 to 2026**, the net profit after tax is increased by **Tk. 200,520,694** with a growth rate of **177%**.

There is no record of discontinuance of any line of business, loss of agencies or markets and similar factors.

f. Total turnover of each major industry segment in which the issuer operated;

The Ready-Made Garments (RMG) industry is one of the major contributors to Bangladesh's economy and the country's largest export-oriented manufacturing sector. Bangladesh has established itself as the world's second-largest apparel exporter, supported by a large and skilled workforce, competitive production costs, improving compliance standards, and a well-established export supply chain. Bangladesh's RMG exports reached approximately **USD 38.82 billion** in **2025**, representing **0.89%** year-on-year growth, compared with **7.23%** growth in **2024**. The sector generated approximately **USD 39.35 billion in apparel export** earnings during **FY 2024-25**, accounting for around **81.49%** of Bangladesh's **total exports**. The sector comprises both woven and knit garments, with export earnings of **USD 18.19 billion** and **USD 21.16 billion**, respectively, during **FY 2024-25**.

g. Status of any publicly announced new products or business segment;

The Company did not announce new products or business segment.

h. The extent to which the business is seasonal;

Company's business is not seasonal.

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

Rescheduling of borrowings with banks:

The Company has not rescheduled its borrowing with any lending institutions

Conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the company:

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

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

During the last five years i.e., **2022 to 2026**, the net profit after tax is increased by **Tk. 200,520,694** with a growth rate of **177%**.

There is no record of discontinuance of any line of business, loss of agencies or markets and similar factors.

(xxiii) Injunction or restraining order, if any, with possible implications;

The Company did not receive any injunction or restraining from any competent authority or any regulatory bodies.

(xxiv) Technology, market, managerial competence and capacity built-up;

Technology:

Scandex (BD) Limited is the process technology-oriented company. The production facilities of the company are based on currently best available technology. It uses latest machine models for its machines. Due to new model machine advantage the company will get assistance of higher productivity and thereby assuring the future business growth of the company.

Market:

Bangladesh's **Ready-Made Garments (RMG) sector** is the country's leading export-oriented industry, generating **USD 38.70 billion in exports in FY2025–26**, representing **80.62% of total national exports**. The sector comprises **woven and knitwear garments**, with exports of approximately **USD 18.08 billion and USD 20.62 billion**, respectively, during FY2025–26. The industry is supported by a large manufacturing base, skilled workforce, established global buyer relationships and strong production capabilities, while product quality, pricing, compliance, delivery lead time, technology and product diversification remain key competitive factors. Major export markets include the EU, USA, UK, Canada, Japan and other international markets, with continued opportunities for market and product diversification.

Managerial competence:

All the members of the management team of the company are highly qualified, trained and skilled professionals, well experienced and extremely devoted. The management team is led by Fardeen Ahmed Patwary, Managing Director who acts for maximizing the best interest of the company.

The expert team of Scandex (BD) Ltd., comprises experienced professionals from various disciplines, including production, merchandising, quality control, textile engineering, compliance, and management. The Company's experienced workforce possesses the necessary skills and expertise to efficiently operate its production facilities and maintain the required quality standards to meet the demands of its target customers. The Company's sustained business performance is attributable to efficiency of the management, sincerity and dedication of its employees, effective production and quality control systems, adoption of appropriate technology, and continuous focus on operational efficiency and customer satisfaction.

Capacity Built-Up:

To keep pace with advancements in technology and evolving customer demands, the Company continuously invests in and deploys adequate resources, including skilled human resources.

(xxv) Changes in accounting policies in the last 3 (three) years;

There has been no change in the accounting policies of the Company during last three years.

(xxvi) Significant developments subsequent to the last financial year: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the red-herring prospectus or prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next 12 (twelve) months;**A statement by the directors**

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

Sd/-
Fardeen Ahmed Patwary
Managing Director

Sd/-
Faisal Ahmed
Director

Sd/-
Mohammad Faruque Ahmed
Director

Sd/-
Ishtiaque Ahmed Chowdhury
Independent Director

Sd/-
Md. Azhar Ali
Independent Director

Date:

(xxvii) Factors that may affect the results of operations;

Factors like increase of per capita income, contract, manufacturing and emerging overseas market can play a greater role. On the contrary, factors like natural disaster, entrance of new technology, increase in competition etc. can affect the business as well.

(xxviii) Qualified opinion, if any given by the auditor during the last three financial years.

No, the auditor did not provide any qualified opinion during the last three financial years.

CHAPTER (13)

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

a) Overview of business and strategies;

Overview of Business:

Scandex (BD) Limited (herein after referred as ‘SBDL’ or ‘Company’) is well established RMG factory, incorporated on 10th October 2001 as Scandex (BD) Pvt. Ltd. and converted to public limited company on 30 April 2021. The authorized capital of the company is BDT 1,500 million and paid-up capital is BDT 756 million. Its factory is located at Gouripur, Ashulia, Savar, and Dhaka. The Company started its commercial operation by Dec 2001 and it had exported the garments valuing \$ 83 Million during the period until the March 2013. After the incident of Rana Plaza, the buyers have marked the factories with less compliances and abruptly stopped providing orders. This has put a sudden brake on our operations and we are forced to shut down the operations in March 2013. The Business was revived in year 2018 by establishing a new factory set up at Gouripur, Ashulia, Savar and operations are started from October 2018.

Strategies:

SBDL’s strategic blueprint is engineered to drive structural growth, optimize operational efficiencies, and secure long-term leadership within the competitive apparel manufacturing landscape.

Backward Linkage Expansion

Strengthening and expanding in-house production capacities across yarn processing, knitting, and finishing to reduce external vendor dependency and minimize order turnaround times.

Technological Modernization

Integrating advanced, automated machinery, computer-aided design (CAD), and digital factory-floor tracking systems to curtail fabric wastage and maximize labor productivity.

High-Productivity shift

Prioritizing automation efforts in production process to remain competitive.

Global Client Deepening

Cultivating strategic, long-term partnerships with top-tier international apparel brands and diversifying geographic exposure across key markets in Europe, North America, and emerging regions.

Green Energy Integration

Expanding investments in industrial solar power, energy-efficient machinery, and water-recycling treatment plants to lower utility overheads and meet rigorous international compliance standards.

Human Capital Enhancement

Investing in targeted training programs for floor-level workers and technical management to elevate product quality control and maintain exemplary safety compliance.

Future Plans

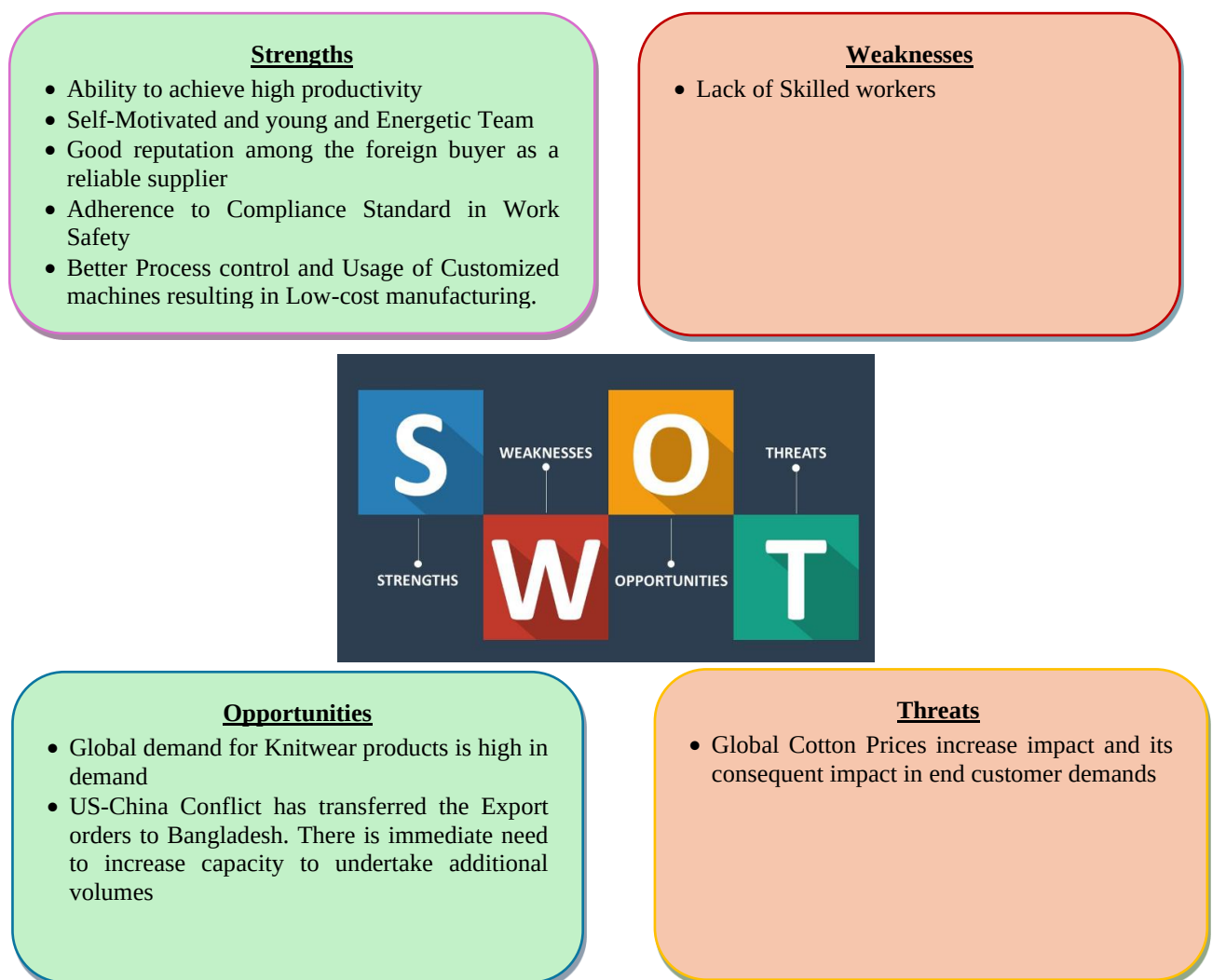
Yarn making process from own waste: Cutting waste generated during garment making process normally offers very low or zero realization. It is proposed to convert this waste into yarn through our newly planned a spinning unit.

Scandex (BD) Ltd key strategic objectives are to:

- Ensure stable and long-term return to our investors;
- Maintain state-of-the-art manufacturing facilities for ensuring best quality products for Export Market;
- Expand existing and develop new large-scale projects to diversity the Knitwear product range and related vertical integration like Spinning;
- Seek new ways of working to improve efficiency and ensure sustainability.
- Attract the potential foreign buyers with the background of better infrastructure and capacity allocation.
- Analyze the World market requirements from time to time and upgrade its product Trends, Designs, quality and size.

b) SWOT ANALYSIS;

SWOT analysis is an acronym for strengths, weaknesses, opportunities and threats and is a structured planning method that evaluates those four elements of an organization, project or business venture. The SWOT analysis of the company is as follows:



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

Particulars	30 Jun 26	30 Jun 25	30 Jun 24	30 Jun 23	30 Jun 22
Revenue	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Other Income	48,353,900	34,602,100	-	-	-
Total Income	1,939,138,128	1,894,532,889	1,695,841,521	1,671,756,540	965,343,144
Cost of Materials	1,711,125,027	1,681,380,227	1,531,684,096	1,510,363,234	873,563,601
Finance Expenses	(15,208,627)	22,429,129	16,710,935	13,353,022	14,772,730
Depreciation Expense	1,016,495	1,168,970	1,168,970	674,551	674,551
Amortization Expense	18,062,203	15,644,006	16,709,989	19,670,504	17,574,879
Others Expense	1,753,267,104	1,719,421,214	1,568,542,580	1,544,727,020	899,744,493
Changes of Inventories	(23,693,240)	(13,499,379)	(92,553,755)	9,141,251	164,754,214
Profit Before Tax	228,343,784	179,619,643	158,494,236	248,635,384	82,541,501
Net Profit after Tax	200,520,694	148,145,682	135,461,708	217,669,642	72,340,103
Earnings Per Share (%)	2.65	2.94	2.69	10.37	3.44

Reason of Fluctuation:

Revenue

30th June 2022: Revenue was increased by 116% in 2022 from 2021. The growth was on account of improved capacity utilization.

30th June 2023: Revenue was increased by 73% in 2023 from 2022. The growth was on account of improved capacity utilization.

30th June 2024: Revenue was increased by 1% in 2024 from 2023. This is normal business growth.

30th June 2025: Revenue was increased by 10% in 2025 from 2024. The growth was on account of improved capacity utilization.

30th June 2026: Revenue was increased by 2% in 2026 from 2025. This is normal business growth.

Total Income

Total income increased from 2022 to 2026, mainly driven by the growth in revenue. The increase in other income also contributed to the overall growth in total income during the period.

Cost of Materials

Cost of Materials increased to 2026 from 2022, broadly in line with the increase in the Company's revenue and overall business operations

Finance Expenses

Finance expenses decreased from 2025 to 2026. The decrease was mainly due to the repayment of the Company's outstanding loans, resulting in a lower finance cost during the year.

Depreciation Expense

Depreciation expense increased from 2025 to 2026, mainly due to depreciation charged on the Company's existing property, plant and equipment and additions made during the period.

Amortization Expense

Amortization expense remained stable.

Other Expenses

Other expenses increased from 2025 to 2026, broadly in line with the increase in the Company's revenue and overall business operations.

Profit Before Tax

Profit before tax increased from 2025 to 2026. The increase was mainly attributable to higher revenue and total income, together with the reduction in finance expenses during the year.

Net Profit After Tax

Net profit after tax increased from 2025 to 2026. The improvement was primarily attributable to the increase in profit before tax and lower finance expenses.

Earnings Per Share

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

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

The demand for readymade garments (RMG) is closely associated with global consumer demand, fashion trends, purchasing power, and the sourcing strategies of international apparel buyers. Bangladesh's position as a major apparel sourcing destination provides opportunities for Scandex (BD) Ltd. to expand its business through increased export demand, product diversification, and development of new customer relationships. The Company's business may also benefit from increasing demand for quality, competitively priced, and compliant apparel products in international markets. On the other hand, factors such as changes in global economic conditions, fluctuations in raw material and energy prices, exchange rate movements, increasing competition from other apparel-producing countries and geopolitical or natural events may adversely affect the Company's business operations and financial performance.

e) Trends or expected fluctuations in liquidity;

There are no trends or expected fluctuations in liquidity.

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

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

CHAPTER (14)

DIRECTORS, MEMBERS OF THE SHARIAH SUPERVISORY BOARD(SSB), IF ANY, AND KEY OFFICERS

- a) Name, e-mail addresses, Father's name, age, educational qualification, experience and position of each of the directors of the company, the date on which he first became a director and the date on which his current term of office shall expire and any person nominated or represented to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him;

Sl.	Name, e-mail addresses, Father's name, age, educational qualification, experience and position of each of the directors of the company		Date of first Directorship	Date of Expiration of Current term	Name of the Institutions and Duration for Nominated Director
1	Name	Fardeen Ahmed Patwary	10.12.2018	-	-
	E-mail	Fardeen@scandexbd.com			
	Father's Name	Md. Farid Ahmed Patwary			
	Age	26 Years			
	Educational Qualification	Bachelor in Business Management			
	Experience	7 Years			
	Position	Managing Director			
2	Name	Faisal Ahmed	10.12.2018	-	-
	E-mail	Fislam@scandexbd.com			
	Father's Name	Late. Momtaz Uddin Patwary			
	Age	46			
	Educational Qualification	BA			
	Experience	15 Years			
	Position	Director			
3	Name	Mohammad Faruque Ahmed	30.04.2021	-	-
	E-mail	Faruque@Scandexbd.com			
	Father's Name	Late. Momtaz Uddin Patwary			
	Age	51 Years			
	Educational Qualification	BA			
	Experience	18 Years			
	Position	Director			
4	Name	Ishtiaque Ahmed Chowdhury	28.09.2026	27.09.2029	-
	E-mail	Istique@Scandexbd.com			
	Father's Name	Late Abdul Mayeed Chowdhury			
	Age	73 Years			
	Educational Qualification	M. A & B. A (Hons) in Political Science from Dhaka University			
	Experience	49 Years			
	Position	Independent Director			
5	Name	Md. Azhar Ali	28.09.2026	27.09.2029	-
	E-mail	Azhar@Scandexbd.com			
	Father's Name	Md. Hasan Ali Mondol			
	Age	55 Years			
	Educational Qualification	B. Sc in Textile Technology (Advance in Spinning Technology) from College of Textile Technology under Dhaka University			
	Experience	31 Years			
	Position	Independent Director			

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

Sl.	Name	Position in Scandex	Directorship/ Ownership with other companies	
			Name of the Other Companies	Position
1	Fardeen Ahmed Patwary	Managing Director	Saddat Fashion Wear Ltd	Managing Director
2	Faisal Ahmed	Director	1. Maxxon Ltd.; 2. Saddat Fashion Wear Ltd	Director
3	Mohammad Faruque Ahmed	Director	Maxxon Ltd.	Director
4	Ishtiaque Ahmed Chowdhury	Independent Director	-	-
5	Md. Azhar Ali	Independent Director	-	-

- c) Statement of if any of the directors of the issuer are associated with the securities market in any manner. If any director of the Issuer company is also a director of any issuer of other listed securities during last three years, then dividend payment history and market performance of that issuer;

None of the Directors is involved in securities market and not involved with other listed securities during last three years.

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

Name	Position	Relationship with other directors
Fardeen Ahmed Patwary	Managing Director	No Relationship
Faisal Ahmed	Director	
Mohammad Faruque Ahmed	Director	
Ishtiaque Ahmed Chowdhury	Independent Director	
Md. Azhar Ali	Independent Director	
Shuvro Kumar Shaha	Manager-Accounts	
Helal Uddin Joy	Manager-Commercial	
Chinibus Talukdar	Manager-Marchandising	
Kayoum Khan	Manager - Audit	

e) Short bio-data of each director;

Fardeen Ahmed Patwary

Managing Director

A young entrepreneur and financial analyst of business. As a member of a business-oriented family had opportunity to work with professionals and got experience to know about the business inside and out. A good academic background and knowledge of Financial and management from ISB. A Dedicated and Hard-working person always want to succeed in Business. Main focus of Fardeen would on the procurement of new Export orders and maintaining the communication with the existing Foreign Buyers. Maintains good relationship with all the Buyers. Focus on New trends in the International Market.



Faisal Ahmed

Director

Mr. Faisal Ahmed is an accomplished corporate leader and entrepreneur with over 18 years of experience in strategic management, corporate governance, and administration. A professional graduate from a reputed private university, he has successfully established and scaled a sustainable petroleum product distribution business, demonstrating comprehensive expertise across business formation, financial oversight, and day-to-day operations. Beyond his corporate achievements, he is a dedicated philanthropist deeply committed to driving socio-economic development and empowerment for communities at the base of the pyramid. Currently, he serves as Director, steering the company's overall operational strategy and long-term growth.



Mohammad Faruque Ahmed

Director

Mr. Faruque Ahmed is a seasoned apparel industry professional with over two decades of comprehensive experience in knitwear fabric and garment manufacturing technology. Throughout his 23-year career, he has demonstrated exceptional capability in leading large-scale operations and managing complex supply chains—a critical pillar for the success and efficiency of modern garment manufacturing. His deep technical knowledge combined with strong administrative leadership makes him an asset in driving operational excellence, quality control, and timely execution within the textile sector.



Ishtiaque Ahmed Chowdhury

Independent Director

He is an experienced banking and financial services professional with extensive exposure to banking operations, international trade, treasury, portfolio management and strategic management. He holds an M.A. and B.A. (Hons) in Political Science from the University of Dhaka, along with an LL.B. degree and the Diplomaed Associate of the Institute of Bankers, Bangladesh (DAIBB). He has participated in various professional training programs and international seminars, including programs at INSEAD Business School, France; London School of Economics and Political Science (LSE); ICC Headquarters, Paris; and Citi Group, Bangkok. He also served as President of the Rotary Club of Jahangirnagar and as Honorary Secretary General of the Association of Bankers, Bangladesh (ABB).

**Md. Azhar Ali**

Independent Director

Md. Azhar Ali is an experienced textile professional with more than 25 years of experience in the spinning and textile industry. He has served in senior management positions including CEO of Zarina Composite Textile Industries Ltd., Director–Operation of The Delta Spinning Mills Ltd., General Manager of Badsha Textiles Ltd., and Senior Manager of Quality Assurance at Square Textiles Ltd. His areas of expertise include textile manufacturing, production and quality management, raw material procurement, machinery maintenance, product development, cost optimization, R&D, project implementation and factory management. He holds a B.Sc. in Textile Technology with specialization in Spinning Technology from the College of Textile Technology under the University of Dhaka and has undergone various professional training programs in textile technology, quality management and business management.



f) Loan status of the issuer, its directors and shareholders who hold 10% (ten percent) or more shares in the paid-up capital of the issuer in terms of the CIB Report of Bangladesh Bank;

Neither the Company nor any of its directors or shareholders who hold 10% or more shares in the paid-up capital of the Issuer is loan defaulter in terms of the CIB Report of Bangladesh Bank.

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

Sl.	Name, Position, Educational Qualification, Age of CEO, MD, CFO, Company Secretary, Advisers, Consultants & All Department Heads		Date of Joining	Overall Experience (In Years)	Previous Employment	Salary Paid for the FS year 2025-26
1	Name	Fardeen Ahmed Patwary	10/12/2018	7	N/A	2,400,000
	Position	Managing Director				
	Educational Qualification	Bachelor in Business Management				
	Age	26 Years				
2	Name	Shuvra Kumar Shaha	03/01/2019	12	Scandex Knitwear Ltd	1,095,600
	Position	Chief Financial Officer				
	Educational Qualification	MBA				
	Age	36 Years				
3	Name	MD. Zohirul Islam	09/05/2026	12	Euro Foods	-
	Position	Company Secretary				
	Educational Qualification	MBA				
	Age	38 Years				
4	Name	Chinibas Talukdar	10/01/2018	29	Solo Group	1,320,000
	Position	Head of Department- Production				
	Educational Qualification	BA				
	Age	50 Years				
5	Name	Helal Uddin	12/25/2018	16	Scandex Knitwear Ltd	1,095,600
	Position	Head of Department- Admin				
	Educational Qualification	BBA				
	Age	39 Years				
6	Name	Kayoum Khan	11/01/2021	10	Fakir Appreals	858,000
	Position	Head of Department- Audit				
	Educational Qualification	MBA				
	Age	35 Years				

*The Company has no permanent advisor and consultant.

- h) Changes in the key management persons during the last 3 (three) years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the prospectus. If the turnover of key management personnel is high compared to the industry, reasons should be discussed;**

The following changes have been made in the senior key management personnel during the last three years:

Name of the Employee	Position/ Designation	Date of Joining
MD. Zohirul Islam	Company Secretary	9/5/2026

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

Sl.	Name, Father's Name, Age, Personal Address, Educational Qualification & Experience		Position/ Posts held in the past	Directorship held (Present)	Holding in another Venture
1	Name	Md. Farid Ahmed Patwary	Sponsor & Managing Director	No	1. Maxxon Ltd 2. Saddat Fashionwear Ltd. 3. Scandex Knittex Ltd. 4. Maxxon CNG Ltd.
	Father's Name	Momtaz Uddin Patwary			
	Age	55 Years			
	Personal Address	H # 02; Road # 54/A Gulshan 2			
	Educational Qualification	LLB			
	Experience in the Business	30 Years			
2	Name	Mrs. Neamat Farid	Sponsor & Chairman	No	1. Scandex Knittex Ltd.
	Age	50 Years			
	Personal Address	H # 02; Road # 54/A Gulshan 2			
	Educational Qualification	MA			
	Experience in the Business	26 Years			

- j) If the present directors are not the sponsors and control of the issuer was acquired within 5 (five) years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.**

The following directors are not the sponsors of the Company and control of the issuer was acquired in following manner:

Name	acquisition of control	date of acquisition	terms of acquisition	consideration paid for such acquisition
Ishtiaque Ahmed Chowdhury	2026-29	28.09.2026	-	Appoint as Independent Director
Md. Azhar Ali	2026-29	28.09.2026	-	

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

The sponsors and directors are highly experienced to carry out this line of business.

l) Interest of the key management persons;

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

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

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

n) Change in board of directors during last 3 (three) years;

Sl.	Name of the Directors	Date of 1 st Directorship	Date of retirement	Present Status
1	Ishtiaque Ahmed Chowdhury	28.09.2026	27.09.2029	Independent Director
2	Md. Azhar Ali	28.09.2026	27.09.2029	

CHAPTER (15)

CERTAIN RELATIONSHIP AND RELATED TRANSECTIONS

- (a) **The prospectus shall contain a description of any transaction during the last 5 (five) years, or any proposed transactions certified by the auditors, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely:**

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

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

Except the transactions described in the following table:

Name	Designation	Purpose	2026	2025	2024	2023	2022
Fardeen Ahmed Patwary	Managing Director	Remuneration	2,400,000	2,400,000	-	-	-
Faisal Ahmed	Director	Land Purchase	-	-	-	4,400,000	-
		Advance against Land	5,500,000	-	-	-	-

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

- (b) **Any transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last 3 (three) years prior to the issuance of the prospectus;**

There is no transaction or arrangement entered into by the issuer or its subsidiary or associate or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the issuer company or any of its subsidiaries or holding company or associate concerns, or who was a director or connected in any way with a director at any time during the last three years prior to the issuance of the prospectus except the transaction mentioned in CHAPTER 15 (a)

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

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

CHAPTER (16)

EXECUTIVE COMPENSATION

- (a) **The total amount of remuneration or salary or perquisites paid to the top 5 (five) salaried officers of the issuer in the last accounting year and the name and designation of each such officer;**

Sl.	Name	Designation	Monthly	Yearly
1	Fardeen Ahmed Patwary	Managing Director	200,000	2,400,000
2	Shuvro Kumar Shaha	Manager-Accounts	91,300	1,095,600
3	Helal Uddin Joy	Manager-Commercial	91,300	1,095,600
4	Chinibus Talukdar	Manager-Merchandising	110,000	1,320,000
5	Kayoum Khan	Manager - Audit	71,500	858,000
Total			564,100	6,769,200

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

Sl	Particulars	Name of Transaction	Amount (30 th June 2026)
1	Managing Director	Remuneration	2,400,000
2	Directors	Board Meeting Fee	-
3	Officers and staffs	Salary and Allowances	20,318,512
Total			

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

No shareholder director has received any monthly salary, perquisite, or other benefit from the Company during the last accounting year.

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

None of directors has received board meeting attendance fees including the managing director.

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

There is no contract between the Company and any of directors or officers regarding any future compensation to be paid to them.

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

The company has no intention to substantially increase the remuneration paid to its directors and officers in the current year. But the company would provide annual increment to the employees considering the business growth, rate of inflation and performance of the individual.

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

The company has not paid any other benefit/facility to its directors except as stated above.

CHAPTER (17)

OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

The Company did not grant any stock option to any Officer, Director or any other employee of the Company or to any other person involved with the Company.

CHAPTER (18)

TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE MEMORANDUM

- (a) **The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received or to be received by the issuer from the above persons, or by the said persons, directly or indirectly, from the issuer during the last 5 (five) years along with the description of assets, services or other consideration received or to be received;**

The Directors and subscribers to the memorandum of association have received the following benefits directly or indirectly from the issuer during the last five years:

Remuneration:

Name	Designation	2026	2025	2024	2023	2022
Fardeen Ahmed Patwary	Managing Director	2,400,000	2,400,000	-	-	-

- (b) **If any assets were acquired or to be acquired within next 2 (two) financial years from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within five years prior to transfer those to the issuer, the acquisition cost thereof paid by them.**

The Scandex's aforesaid person have not any above-mentioned plan.

CHAPTER (19)

OWNERSHIP AND LOCK-IN OF THE COMPANY'S SECURITIES

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

As per Clause 17 of the Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025, the provision of lock-in as follows:

- 1) Shares or equity securities of the issuer, at the time of according consent to the public issue, shall be subject to lock-in, from the first trading day at the stock exchange(s) in the following manner:
 - a) shares held by sponsors, sponsor group, directors, and shareholders holding 5% (five percent) or more, for 3 (three) years:
Provided that after listing, successor of deceased shareholders as mentioned above shall fall under same lock-in for the rest period;
 - b) in case, any existing sponsor, sponsor group or director of the issuer transfers any share to any person, those transferred shares, for 3 (three) years;
 - c) shares allotted to any person, before 3 (three) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 1 (one) year;
 - d) shares held by alternative investment funds or by non-resident or NR for 1 (one) year;
 - e) shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years;
 - f) shares allotted to EI's under book building method shall be subject to lock-in in the following manner:
 - (i) 90 (ninety) days for 50% (fifty percent) of allotted shares to the respective EI;
 - (ii) 120 (one hundred twenty) days for 25% (twenty five percent) of allotted shares to the respective EI;
 - (iii) 180 (one hundred eighty) days for rest 25% (twenty five percent) of allotted shares to the respective EI;
- 2) Shares held by strategic investors shall be subject to lock-in for 2 (two) years from the date of investment made or 1 (one) year from the first trading day at the stock exchange(s), whichever comes later;
- 3) Ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned at sub-rule (1) and sub-rule (2) above.

Sl.	Name of the Shareholders	Position	Number of Shares Held	Pre IPO %	lock-in as per IPO Rules
1	Fardeen Ahmed Patwary	Managing Director	69,526,800	91.97%	3 Years
2	Faisal Ahmed	Director	3,024,000	4.00%	3 Years
3	Mohammad Faruque Ahmed	Director	3,024,000	4.00%	3 Years
4	Ishtiaque Ahmed Chowdhury	Shareholder	5,040	0.01%	2 Years
5	Md. Shoquet Rashed Mamun	Shareholder	5,040	0.01%	2 Years
6	Md. Nazmul Haque	Shareholder	5,040	0.01%	2 Years
7	Md. Khairul Alam	Shareholder	5,040	0.01%	2 Years
8	Md. Lutfor Rahman	Shareholder	5,040	0.01%	2 Years

(b) The names, addresses, BO ID Number and lock-in period of all shareholders of the company before IPO, number of securities and the percentage of the securities represented by such;

Sl.	Name of the Shareholders	Position	Address	BO IDs	Number of Shares Held	Pre IPO %
1	Fardeen Ahmed Patwary	Managing Director	House-2, Road- 54/A, Gulshan-2, Dhaka.	1202550074225033	69,526,800	91.97%
2	Faisal Ahmed	Director	House-2, Road- 54/A, Gulshan-2, Dhaka.	1202550074226062	3,024,000	4.00%
3	Mohammad Faruque Ahmed	Director	House-2, Road- 54/A, Gulshan-2, Dhaka.	1202550074142049	3,024,000	4.00%
4	Ishtiaque Ahmed Chowdhury	Shareholder	House No. 3, Road No. 6, Gulshan-1, Dhaka.	1201690000004282	5,040	0.01%
5	Md. Shoquet Rashed Mamun	Shareholder	House No. (SW) 12/A, Road No. 8, Gulshan, Dhaka.	1202550074221153	5,040	0.01%
6	Md. Nazmul Haque	Shareholder	94/1, Kakrail, Shantinagar, Ramna, Dhaka.	1202550074228970	5,040	0.01%
7	Md. Khairul Alam	Shareholder	Road No. 23/9, Khilji Road, Mohammadpur, Dhaka.	1202550074221176	5,040	0.01%
8	Md. Lutfor Rahman	Shareholder	Brangail, Shibalaya, Manikganj.	1202550074220033	5,040	0.01%
Total					75,600,000	100%

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

Sl.	Name of Director, Address, Age & Experience	No. of Share	% Pre-IPO	Position held in Other Organization	
				Other Organization	Position
1	Name: Fardeen Ahmed Patwary Position: Managing Director Address: House-2, Road- 54/A, Gulshan-2, Dhaka. Age: 26 Years Experience: 7 Years BO ID: TIN: 849034414161	69,526,800	91.97%	Saddat Fashion Wear Ltd	Managing Director
2	Faisal Ahmed Position: Director Address: House-2, Road- 54/A, Gulshan-2, Dhaka. Age: 46 Years Experience: 15 Years BO ID: 1202550074226062 TIN: 453645220306	3,024,000	4.00%	1. Maxxon Ltd.; 2. Saddat Fashion Wear Ltd	Director
3	Mohammad Faruque Ahmed Position: Director Address: House-2, Road- 54/A, Gulshan-2, Dhaka. Age: 51 Years Experience: 18 Years BO ID: 1202550074142049 TIN: 813837485630	3,024,000	4.00%	Maxxon Ltd.	Director
4	Name: Ishtiaque Ahmed Chowdhury Position: Independent Director	-	-	-	-

	Address: House-3, Road- 6, Gulshan-1, Dhaka. Age: 73 Years Experience: 49 Years BO ID: 1201690000004282 TIN: 682140710664				
5	Name: Md. Azhar Ali Position: Independent Director Address: Vill: Mathafata, P.S. + P.O.: Tetulia, Dist: Panchagarh. Age: 55 Years Experience: 31 Years BO ID: 1203490077783248 TIN: 541226431339	-	-	-	-

(d) The average cost of acquisition of equity shares by the directors certified by the auditors;

Scandex (BD) Ltd. has been allotted shares in face value through in cash; other than cash & bonus and the average cost of acquisition of equity by the directors is Tk. 10.00 each. Necessary particulars of shareholdings, allotment date and consideration are given below:

Name	Share Transferred (Cash) 10.12.2018	Allotment (Cash) 30.04.2021	Allotment (Bonus) 30.04.2021	Allotment (Bonus) 16.05.2022	Allotment (Cash) 22.11.2023	Allotment (Bonus) 22.1.2024	Allotment (Bonus) 22.2.2026
Fardeen Ahmed Patwary	9,000	920,500	450,000	5,518,000	13,795	27,024,405	23,175,600
Faisal Ahmed	1,000	9,000	50,000	240,000	600	1,175,400	1,008,000
Mohammad Faruque Ahmed	-	60,000	-	240,000	600	1,175,400	1,008,000
Ishtiaque Ahmed Chowdhury	-	100	-	400	1	1,959	1,680
Md. Shoquet Rashed Mamun	-	100	-	400	1	1,959	1,680
Md. Nazmul Haque	-	100	-	400	1	1,959	1,680
Md. Khairul Alam	-	100	-	400	1	1,959	1,680
Md. Lutfor Rahman	-	100	-	400	1	1,959	1,680
Total no. of Equity shares (Before IPO)	10,000	990,000	500,000	6,000,000	15,000	29,385,000	25,200,000
Face value/ Issue Price	100	100	100	10	10	10	10

The Company has changed the face value of its ordinary share from Tk. 100.00 to Tk. 10.00 by passing a special resolution in its extraordinary general meeting held on 18th July 2021 and necessary amendments in capital clause of the Memorandum and Articles of Association were made accordingly.

Place: Dhaka, Bangladesh
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(e) A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors or directors. In this connection, a statement to be included: (Date of Allotment/ Transfer of Fully Paid-up Shares, Consideration, Nature of Issue, No. of Equity Shares, Face Value, Issue Price/Acquisition Price/ Transfer Prices, Cumulative no. of Equity Shares, % Pre-issue paid up capital, % Post issue paid and Sources of Fund

Fardeen Ahmed Patwary
Managing Director

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
10.12.18	Cash	Ordinary Shares	9,000	100	100	9000	91.97%	55.36%	Own Source
30.04.21	Cash		920,500	100	100	920,500			
30.04.21	Bonus		450,000	100	100	450,000			
16.05.22	Bonus		5,518,000	10	10	5,518,000			
22.11.23	Cash		13,795	10	10	13,975			
22.01.24	Bonus		27,024,405	10	10	27,024,405			
22.02.26	Bonus		23,175,600	10	10	23,175,600			

Faisal Ahmed
Director

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
10.12.18	Cash	Ordinary Shares	1000	100	100	1000	4.00%	2.41%	Own Source
30.04.21	Cash		9000	100	100	9000			
30.04.21	Bonus		50,000	100	100	50,000			
16.05.22	Bonus		240,000	10	10	240,000			
22.11.23	Cash		600	10	10	600			
22.01.24	Bonus		1,175,400	10	10	1,175,400			
22.02.26	Bonus		1,008,000	10	10	1,008,000			

Mohammad Faruque Ahmed
Director

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
30.04.21	Cash	Ordinary Shares	60,000	100	100	50,000	4.00%	2.41%	Own Source
16.05.22	Bonus		240,000	10	10	240,000			
22.11.23	Cash		600	10	10	600			
22.01.24	Bonus		1,175,400	10	10	1,175,400			
22.02.26	Bonus		1,008,000	10	10	1,008,000			

Ishtiaque Ahmed Chowdhury
Shareholder

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
30.04.21	Cash	Ordinary Shares	100	100	100	50,000	0.01%	0.004%	Own Source
16.05.22	Bonus		400	10	10	240,000			
22.11.23	Cash		1	10	10	600			
22.01.24	Bonus		1,959	10	10	1,175,400			
22.02.26	Bonus		1,680	10	10	1,008,000			

Md. Shoquet Rashed Mamun
Shareholder

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
30.04.21	Cash	Ordinary Shares	100	100	100	50,000	0.01%	0.004%	Own Source
16.05.22	Bonus		400	10	10	240,000			
22.11.23	Cash		1	10	10	600			
22.01.24	Bonus		1,959	10	10	1,175,400			
22.02.26	Bonus		1,680	10	10	1,008,000			

Md. Nazmul Haque
Shareholder

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
30.04.21	Cash	Ordinary Shares	100	100	100	50,000	0.01%	0.004%	Own Source
16.05.22	Bonus		400	10	10	240,000			
22.11.23	Cash		1	10	10	600			
22.01.24	Bonus		1,959	10	10	1,175,400			
22.02.26	Bonus		1,680	10	10	1,008,000			

Md. Khairul Alam
Shareholder

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
30.04.21	Cash	Ordinary Shares	100	100	100	50,000	0.01%	0.004%	Own Source
16.05.22	Bonus		400	10	10	240,000			
22.11.23	Cash		1	10	10	600			
22.01.24	Bonus		1,959	10	10	1,175,400			
22.02.26	Bonus		1,680	10	10	1,008,000			

Md. Lutfur Rahman
Shareholder

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
30.04.21	Cash	Ordinary Shares	100	100	100	50,000	0.01%	0.004%	Own Source
16.05.22	Bonus		400	10	10	240,000			
22.11.23	Cash		1	10	10	600			
22.01.24	Bonus		1,959	10	10	1,175,400			
22.02.26	Bonus		1,680	10	10	1,008,000			

Ishtiaque Ahmed Chowdhury
Independent Director

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Md. Azhar Ali
Independent Director

Date of Allotment/ Transfer of Fully Paid-up Shares	Consideration	Nature of Issue	No. of Equity Shares	Face Value	Issue Price/ Acquisition Price/ Transfer Prices	Cumulative no. of Equity Shares	% Pre-issue paid up capital	% Post issue paid	Sources of Fund
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

* The Face Value of Equity Shares is converted from Tk 100 to Tk 10 per share on 18th July 2021.

(f) Detail of shares issued by the company at a price lower than the issue price;

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

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

Date	Allotment/ Transfer	No of Shares
10.12.18	Transfer	9,000
30.04.21	Allotment	920,500
30.04.21	Allotment	450,000
16.05.22	Allotment	5,518,000
22.11.23	Allotment	13,795
22.01.24	Allotment	27,024,405
22.02.26	Allotment	23,175,600
Total		69,526,800

* The Face Value of Equity Shares is converted from Tk 100 to Tk 10 per share on 18th July 2021.

CHAPTER (20)

CORPORATE GOVERNANCE COMPLIANCE DECLARATION

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

**Management Disclosure Regarding Compliance with The Requirements of
Corporate Governance Code of Bangladesh Securities and Exchange Commission**

We would like to declare that we have complied with all the requirements of the applicable regulations of Corporate Governance Code of Bangladesh Securities and Exchange Commission (BSEC) in respect of corporate governance including the constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Boards supervisory role from the executive management team and constitution of the Board Committees, as required under applicable law.

Sd/-

Fardeen Ahmed Patwary
Managing Director
Scandex (BD) Ltd.

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

Annexure-B

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

Report to the Shareholders of Scandex (BD) Ltd. on compliance on the Corporate Governance Code

We have examined the compliance status to the Corporate Governance Code by Scandex (BD) Limited for the period as on 30th September, 2026. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated June 03, 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

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

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

Haruner Rashid & Associates
Chartered Secretaries

Place: Dhaka
Date: October 06, 2026

Sd/-
A.K.M. Haruner Rashid, L.L.B, FCS
CEO & Consultant

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

Scandex (BD) Ltd.

Status of Compliance with the Corporate Governance Code (CGC)

For the year ended 30th June 2026

[As per condition No. 1(5) (xxvii)]

Status of compliance for the period as on 30th September, 2026 of **Scandex (BD) Limited** with the conditions imposed by **BSEC** vide Notification No. **BSEC/CMRRCD/2006-158/207/Admin/80** dated **03 June 2018** and its latest amendments issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not Complied	
1	Board of Directors			
1(1)	The total number of members of a company`s Board of Directors (hereinafter referred to as "Board") shall not be less than 5 (five) and more then 20 (twenty).	✓		The Board of Directors of Scandex (BD) Limited is comprised of 05 (five) Directors including Independent Directors.
1(2)	Independent Directors			
1(2)(a)	At least 2 (two) directors or one-fifth (1/5) of the total number of directors in the company`s Board, whichever is higher, shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s): Provided that the Board shall appoint at least 1(one) female independent director in the Board of Directors of the company;	✓		There are 02 (two) Independent Directors out of total 05 (five) Directors. Both are male. Preparation for the application to obtain BSEC's consent is underway.
1(2)(b)	Without contravention of any provision of any other laws, for the purpose of this clause, an “independent director” means a director –			
1(2)(b)(i)	Who either does not hold any share in the Company or holds less than one percent (1%) shares of the total paid-up shares of the Company;	✓		The Independent Directors have submitted declarations about their Compliances.
1(2)(b)(ii)	Who is not a sponsor of the Company or is not connected with the Company`s any sponsor or director or nominated director or shareholder of the Company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the Company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the Company.	✓		

	Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members ;			
1(2)(b)(iii)	Who has not been an executive of the Company in immediately preceding 2 (two) financial years;	√		
1(2)(b)(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the Company or its subsidiary or associated Companies;	√		
1(2)(b)(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	√		
1(2)(b)(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of Stock Exchange or an intermediary of the capital market;	√		Mr. Ishtiaque Ahmed Chowdhury, Independent Director holds 3,360 shares (0.01%).
1(2)(b)(vii)	Who is not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned Company's statutory audit firm or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	√		
1(2)(b)(viii)	Who is not independent director in more than 5 (five) listed companies;	√		
1(2)(b)(ix)	who has not been reported as a defaulter in the latest Credit Information Bureau (CIB) report of Bangladesh Bank for nonpayment of any loan or advance or obligation to a bank or a financial institution, and	√		
1(2)(b)(x)	Who has not been convicted for a criminal offence involving moral turpitude;	√		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the shareholders in the Annual General Meeting (AGM): Provided that the Board shall appoint the independent director, subject to prior consent of the Commission, after due consideration of recommendation of the Nomination and Remuneration Committee (NRC) of the company;	-		The Company is under preparing stage for listing.
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days; and	√		No such Case in the reporting year.
1(2)(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	√		

	Provided that a former independent director may be consider for reappointment for another tenure after a time gap of one tenure, i.e., three years from his or her completion of consecutive two tenures [i.e. six years]. Provided further that the independent director shall not be subject to retirement by rotation as per the Companies Act, 1994			
1(3)	Qualification of Independent Director :			
1(3)(a)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws, regularity requirements and corporate laws and can make meaningful contribution to the business.	√		
1(3)(b)	Independent Director shall have following qualifications :			
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or registered business association; or	N/A		
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted Company having minimum paid-up-capital of Tk. 100.00 million or of a listed Company; or	√		
1(3)(b)(iii)	Former or existing official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or Law: Provided that in case of appointment of existing official as independent director, it requires clearance from the organization where he or she is in service; or	√		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law; or	N/A		
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court	N/A		

	or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;			
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	√		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	N/A		
1(4)	Duality of Chairpersons of the Board of Directors and Managing Director or Chief Executive Officer:			
1(4)(a)	The positions of the Chairpersons of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the Company shall be filled by different individuals;	√		
1(4)(b)	The Managing Director (MD) and / or Chief Executive Officer (CEO) of a listed Company shall not hold the same position in another listed Company;	√		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company;	√		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and / or Chief Executive Officer;	√		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
1(5)	The Directors' Report to Shareholders:			
1(5)(i)	An industry outlook and possible future developments in the industry;	√		
1(5)(ii)	The segment-wise or product-wise performance;	√		
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	√		No such risk.
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable;	√		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);	N/A		No such event occurred.
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of	√		

	transactions of all related party transactions;			
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and / or any other instruments;	N/A		The Company is under preparing stage for listing.
1(5)(viii)	An explanation if the financial results deteriorate after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc;	N/A		The Company is under preparing stage for listing.
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	√		No such Case in the reporting year.
1(5)(x)	A statement of remuneration paid to the directors including independent directors;	√		
1(5)(xi)	A statement that the financial statements prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;	√		
1(5)(xii)	A statement that proper books of account of the issuer Company have been maintained;	√		
1(5)(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;	√		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	√		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	√		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	√		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer Company's ability to continue as a going concern, if the issuer Company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	√		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer Company shall be	N/A		The Company is under preparing stage for listing.

	highlighted and the reasons thereof shall be explained;			
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	√		
1(5)(xx)	An explanation on the reasons if the issuer Company has not declared dividend (cash or stock) for the year;	N/A		The Company is under preparing stage for listing.
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;	N/A		The Company is under preparing stage for listing.
1(5)(xxii)	The total number of Board meeting held during the year and attendance by each director.	√		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	√		
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details);	√		
1(5)(xxiii)(c)	Executives; and [Executives means top salaries person other than Directors, CEO, CS, CFO & HIAC]	√		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the Company (name-wise details);	√		
1(5)(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:			
1(5)(xxiv)(a)	A brief resume of the director;	√		
1(5)(xxiv)(b)	Nature of his her expertise in specific functional areas ; and	√		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the Board;	√		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the Company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements;	√		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	√		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	√		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as	√		

	cash flows with the peer industry scenario;			
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the Country and the globe;	√		
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the Company; and	√		
1(5)(xxv)(g)	Future plan or projection or forecast for Company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	√		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A ; and	√		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C ;	√		
1(5)(xxviii)	The Directors' report to the shareholders does not require to include the business strategy or technical specification related to products or services, which have business confidentiality.	√		
1(6)	Meetings of the Board of Directors :			
	The Company shall conduct its Board Meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	√		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer:			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other Board members and Chief Executive Officer of the Company.	√		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the Company including, among others, prudent conduct and behavior; confidentially; conflict of interest, compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment,	√		

	employees, customers and suppliers; and independency.			
2	Governance of Board of Directors of Subsidiary Company:			
2(a)	Provisions relating to the composition of the Board of the holding Company shall be made applicable to the composition of the Board of the subsidiary Company;	N/A		No subsidiary Company incorporated.
2(b)	At least 1 (one) independent director on the Board of the holding Company shall be a director on the Board of the subsidiary Company ;	N/A		Do
2(c)	The minutes of the Board meeting of the subsidiary Company shall be placed for review at the following Board meeting of the holding Company;	N/A		Do
2(d)	The minutes of the respective Board meeting of the holding Company shall state that they have reviewed the affairs of the subsidiary Company also;	N/A		Do
2(e)	The Audit Committee of the holding Company shall also review the financial statements, in particular the investments made by the subsidiary Company.	N/A		Do
3	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO), and a Head of Internal Audit and Compliance (HIAC);	√		
3(1)(b)	The position of the managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	√		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed Company shall not hold any executive position in any other Company at the same time: Provided that CFO or CS of any listed company may be appointed for the same position in any other listed or non-listed company under the same group for reduction of cost or for technical expertise, with prior approval of the Commission: Provided further that the remuneration and perquisites of the said CFO or CS shall be shared by appointing companies proportionately;	√		

3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	√		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	-		No such Case in the reporting year.
3(2)	Requirement to attend Board of Directors' Meetings:			
3(2)	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	√		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO) :			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief;	√		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	√		
3(3)(a)(ii)	These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws;	√		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the Company's Board or its members.	√		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	-		The Company is under preparing stage for listing.
4	Board of Directors' Committee:			
4(i)	For ensuring good governance in the Company, The Board shall have at least following sub-committees: Audit Committee; and	√		
4(ii)	Nomination and Remuneration Committee.	√		
5	Audit Committee:			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	The Company shall have an Audit Committee as a sub-committee of the Board;	√		

5(1)(b)	The Audit committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the Company and in ensuring a good monitoring system within the business;	√		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	√		
5(2)	Constitution of the Audit Committee (AC)			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members	√		Audit Committee comprised of 03 (three) members.
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the Company excepting Chairpersons of the Board and shall include at least 1 (one) independent director;	√		
5(2)(c)	All members of the audit committee should be “financially literate” and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	√		
5(2)(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 60 (sixty) days from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	-		No such case in the reporting year.
5(2)(e)	The Company Secretary shall act as the secretary of the Committee;	√		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
5(3)	Chairperson of Audit Committee:			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	√		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of	√		No meeting was held during the reporting year.

	absence of the regular Chairperson shall be duly recorded in the minutes;			
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM); Provided that in absence of Chairperson of the Audit Committee, any other member from the Audit Committee shall be selected to be present in the annual general meeting (AGM) and reason for absence of the Chairperson of the Audit Committee shall be recorded in the minutes of the AGM.	N/A		The Company is under preparing stage for listing.
5(4)	Meeting of the Audit Committee:			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year; Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the committee;	√		Audit committee formed by the Board. No meeting was held till the date.
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must;	√		
5(5)	Role of Audit Committee:			
	The Audit Committee shall:-			
5(5)(a)	Oversee the financial reporting process;	√		
5(5)(b)	Monitor choice of accounting policies and principles;	√		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	√		
5(5)(d)	Oversee hiring and performance of external auditors;	√		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	√		
5(5)(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	√		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval.	√		
5(5)(h)	Review the adequacy of internal audit function;	√		

5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	√		
5(5)(j)	Review statement of all related party transactions submitted by the management;	√		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by the statutory auditors;	√		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors; and	√		
5(5)(m)	Oversee whether the proceeds raised through Internal Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission. Provided that the management shall disclose to the Audit Committee about the uses or applications of the proceeds by major category (capital expenditure, sales and marketing expenses, working capital etc.), on a quarterly basis, as a part of their quarterly declaration of financial results; Provided further that on an annual basis, the company shall prepare a statement of the proceeds utilized for the purposes other than those stated in the offer document or prospectus for publication in the Annual Report along with the comments of the Audit Committee.	N/A		The Company is under preparing stage for listing.
5(6)	Reporting of the Audit Committee:			
5(6) (a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board.	√		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(ii)(a)	Report on conflicts of interests;	N/A		No such cause in the reporting year.
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;	N/A		Do
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations; and	N/A		Do
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately.	N/A		Do

5(6)(b)	Reporting to the Authorities:			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonable ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period 6 (six) months from the date of first reporting to the Board, whichever is earlier.	N/A		No such case in the reporting year.
5(7)	Reporting to the Shareholders and General Investors:			
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer Company.	√		No meeting was held.
6	Nomination and Remuneration Committee (NRC):			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The Company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	√		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	√		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	√		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	√		NRC formed by the Board. No Meeting was held till date.
6(2)(b)	At least 02 (two) members of the Committee shall be non-executive directors;	√		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	√		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	√		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the	√		

	vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and / or member(s) of staff shall be required or valuable for the Committee;	√		
6(2)(g)	The Company Secretary shall act as the secretary of the Committee;	√		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	√		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.	√		
6(3)	Chairperson of the NRC:			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	√		
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	√		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders; Provided that in absence of Chairperson of the NRC, any other member from the NRC shall be selected to be present in the annual general meeting (AGM) for answering the shareholder,s queries and reason for absence of the Chairperson of the NRC shall be recorded in the minutes of the AGM;	√		
6(4)	Meeting of the NRC:			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	√		No meeting was held
6(4)(b)	The Chairperson of the NRC may conven any emergency meeting upon request by any member of the NRC;	√		No such case in the reporting year.
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2) (h);	√		

6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC;	√		
6(5)	Role of the NRC:			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders.	√		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	√		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the Company successfully;	√		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	√		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflection short and long-term performance objectives appropriate to the working of the Company and its goal;	√		
6(5)(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	√		
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommended their appointment and removal to the Board;	√		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	√		
6(5)(b)(v)	Identification the Company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and	√		
6(5)(b)(vi)	Developing, recommending and reviewing annually the Company's human resource and training policies.	√		
6(5)(c)	The Company shall disclose the nomination and remuneration police and the evaluation criteria and activities of	√		

	NRC during the year at a glance in its annual report.			
7	External or Statutory Auditors:			
7(1)	The issuer Company shall not engage its external or statutory auditors to perform the following services of the Company, namely:			
7(1)(i)	Appraisal or valuation service or fairness opinions;	√		
7(1)(ii)	Financial information systems design and implementation;	√		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	√		
7(1)(iv)	Broker-dealer services;	N/A		Not applicable as per company's function.
7(1)(v)	Actuarial services;	N/A		Do
7(1)(vi)	Internal audit services or special audit services;	√		
7(1)(vii)	Any services that the Audit Committee determines;	√		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1); and	√		
7(1)(ix)	Any other service that creates conflicts of interest.	√		
7(2)	No partner or employees of the external audit firms shall possess any share of the Company they audit at least during the tenure of their audit assignment of that Company; his or her family members also shall not hold any shares in the said Company; Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members;	√		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	√		
8	Maintaining a website by the Company:			
8(1)	The Company shall have an official website linked with the website of the stock exchange.	√		
8(2)	The Company shall keep the website functional from the date of listing.	√		
8(3)	The Company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	√		
9	Reporting and Compliance of Corporate Governance:			

9(1)	The Company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	-		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	-		
9(3)	The directors of the Company shall state, in accordance with the Annexure-C attached, in the directors' report whether the Company has complied with these conditions or not.	-		

Sd/-

Fardeen Ahmed Patwary
Managing Director

Audit Committee:

Names	Position
Istique Ahmed Chowdhury	Chairman
Mohammad Faruque Ahmed	Member
Fardeen Ahmed Patwary	Member

Nomination and Remuneration Committee (NRC):

Names	Position
Azhar Ali	Chairman
Fardeen Ahmed Patwary	Member
Mohammad Faruque Ahmed	Member

CHAPTER (21)

VALUATION REPORT & JUSTIFICATION OF PRICE OF SECURITIES PREPARED BY THE ISSUE MANAGER

- a) **The valuation report of securities to be offered shall be prepared and justified by the issue manager on the basis of the financial, valuation methods, and all other information pertinent to the issue as per these Rules;**

The valuation report of securities offered is prepared and justified by the issue managers (MTB Capital Limited) on the basis of the financial and all other information pertinent to the Issue.

- b) **In preparation of the valuation report & justification thereof, the issue manager may consider all qualitative and quantitative factors which shall be explained in details with rationale to consider such factors, the valuation methods used, sources of information and authenticity of such information;**

Qualitative factors for Valuation:

Qualitative Justification:

- 1. Strong Management:** The Company has good management to run the company efficiently.
- 2. Modern Machineries:** The Company has been using modern machineries that increase productivity.
- 3. Research & Development:** In developing new products and process, the Company has strong research team for Yarn & Fleece Fabric Dyeing

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

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

We have considered the following methods to determine the share price:

Particulars		Amount (in Tk.)
Valuation Methods under Absolute Valuation		
Method 1	Net Asset Value (NAV)/Equity based valuation	13.26
Method 2	Discounted Cash Flow Method (DCF) based valuation	25.23
Valuation Methods under Relative Valuation		
Method 3	(A) Historical Earnings based Value per share based on Overall Market P/E	19.72
	(B) Earnings based Value per share based on Textile Sector P/E	36.75
Method 4	P/BV multiple of similar stock-based valuation	14.79

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

Sl. No.	Particulars	Amount (in Tk.)
a)	Share Capital	756,000,000
b)	Retained Earnings	239,902,868
c)	Other Comprehensive Income	6,490,266
Total Shareholders' Equity (A)		1,002,393,134
Number of Share Outstanding as on June 30, 2026 (B)		75,600,000
Net Asset Value per share (A/B)		13.26

Method 2: Discounted Cash Flow Method (DCFM) based valuation

Particulars	Amount (in Tk.)
Sum of PV of FCF	476,383,202
Growth Rate	5.00%
WACC	13.44%
Terminal Value	1,985,973,712
PV of Terminal Value	1,057,279,390
Enterprise Value	1,533,662,592
(+) Cash	589,637,121
(-) Debt	216,153,817
(-) Minority Interest	-
Equity Value	1,907,145,896
Diluted Shares Outstanding	75,600,000
Implied Share Price	25.23

Method 3: Historical Earnings based Value per share

(A) Earnings based Value per share based on Overall Market P/E

Year	No. of Share	Profit after Tax	Weight (%)	Weighted Average Net Profit after Tax
30-Jun-22	21,000,000	72,340,103	0.0962	6,955,779
30-Jun-23	21,000,000	217,669,642	0.0962	20,929,773
30-Jun-24	50,400,000	135,461,708	0.2308	31,260,394
30-Jun-25	50,400,000	148,145,684	0.2308	34,187,465
30-Jun-26	75,600,000	207,010,960	0.3462	71,657,640
Total	218,400,000	780,628,096	1.0	164,991,052
Weighted Average Profit after Tax				164,991,052
No. of shares outstanding				75,600,000
Diluted EPS based on weighted Average of Net Profit after Tax				2.18
Overall Market P/E				9.04
Earnings based Value per share				19.72

Calculation of Average Price Earnings of Market:

Particulars	Jul-26	Aug-26	Sep-26	Average
Overall Market P/E	9.40	8.89	8.82	9.04

Source: DSE Monthly Review.

(B) Earnings based Value per share based on Overall Market P/E

Year	No. of Share	Profit after Tax	Weight (%)	Weighted Average Net Profit after Tax
30-Jun-22	21,000,000	72,340,103	0.0962	6,955,779
30-Jun-23	21,000,000	217,669,642	0.0962	20,929,773
30-Jun-24	50,400,000	135,461,708	0.2308	31,260,394
30-Jun-25	50,400,000	148,145,684	0.2308	34,187,465
30-Jun-26	75,600,000	207,010,960	0.3462	71,657,640
Total	218,400,000	780,628,096	1.0	164,991,052
Weighted Average Profit after Tax				164,991,052
No. of shares outstanding				75,600,000
Diluted EPS based on weighted Average of Net Profit after Tax				2.18
Overall Market P/E				16.84
Earnings based Value per share				36.75

Calculation of Average Price Earnings of Textile Sector:

Particulars	Jul-26	Aug-26	Sep-26	Average
Textile Sector P/E	16.67	16.57	17.28	16.84

Source: DSE Monthly Review.

Method 4: P/BV multiple of similar stock-based valuation:

Sl.	Name of the Company	Latest Share Price	NAV	P/BV
1	Desh Garments Ltd.	134.00	156.98	0.85
2	Square Textiles PLC	48.80	54.20	0.90
3	Envoy Textiles Limited	69.00	60.33	1.14
4	Matin Spinning Mills PLC	74.50	69.51	1.07
5	Paramount Textile PLC	77.00	47.88	1.61
Average				1.12

Price/ Book Value (P/BV) multiple of similar stock-based valuation	Amount in Tk.
Net Asset Value (NAV) per Share of Scandex (BD) Limited (A)	13.26
Average P/BV of peer Companies (B)	1.12
Fair Price (A X B)	14.79

P/BV multiple of similar stock-based valuation (Assumption)

1. The close price of the peer Company is October 18, 2026 is considered and NAVs has been considered based on latest available on DSE website for Desh Garments Ltd., Square Textiles PLC, Envoy Textiles Limited, Matin Spinning Mills PLC and Paramount Textile PLC.
2. The NAV of Scandex (BD) Limited is as on June 30, 2026

OFFER PRICE:

Based on the above-mentioned valuation methodologies as per Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules 2025 the management of the Company in consultation with the Issue Manager has set the issue price at Tk. **10.00** with Premium Tk. **3.00** each at par value.

CONCLUSION:

Therefore, the issue manager & management of the Company believe that the Offering Price of Tk. **13.00** per Share is justified.

Sd/-

Sumit Podder

Chief Executive Office

MTB Capital Limited

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

The Issue Manager has avoided any exaggeration or bias and has exercised independence and due diligence while preparing the valuation report.

CHAPTER (22)

PARTIES INVOLVED AND THEIR RESPONSIBILITIES

Major Parties Involved		Responsibilities of the Parties
Issue Manager(s)	MTB Capital Limited	The Issue Manager(s) is responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules, 2025 including preparation and disclosures made in the prospectus and other responsibilities as mentioned in the due diligence certificate.
Underwriters	1. MTB Capital Limited 2. Southeast Bank Capital Services Limited 3. LankaBangla Investment PLC.	The Underwriter(s) is responsible to underwrite the public offering on a firm- commitment basis as per requirement of Bangladesh Securities and Exchange Commission (Public Offer of Equity Securities) Rules 2025.
Statutory Auditors	Ashraf Uddin & Co. Chartered Accountants	Auditor's objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISAs) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually, or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
Cost Auditors	N/A	
Valuer	N/A	
Credit Rating Company	ARGUS Credit Rating Services Limited	Credit rating agency is responsible for conducting the long term and short-term rating of the Company based on its financial statements and other relevant qualitative and quantitative information in line with Credit Rating Companies Rules, 2022.
Registrar to the Issue	N/A	

CHAPTER (23)

MATERIAL CONTRACTS

a) Major agreements entered into by the issuer with supplier or buyer;

The Company has not entered into any major agreements with any specific supplier or buyer that are material to its business operations.

b) Material parts of the agreements.

Not Applicable.

CHAPTER (24)

LITIGATIONS, FINE OR PENALTY

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

There are no outstanding litigations, cases, fines or penalties against the Company or any of its directors involving Civil Laws, Criminal Laws, Securities Laws, Labor Laws, Taxation Laws (including Income Tax, VAT and Customs Duty), or any other applicable laws.

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

The Company or any of its directors has not filed any outstanding litigation or cases involving Civil Laws, Criminal Laws, Securities Laws, Labor Laws, Taxation Laws (including Income Tax, VAT and Customs Duty), or any other applicable laws.

CHAPTER (25)

RISK FACTORS AND MANAGEMENTS ABOUT THE RISKS

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

a. Credit Risk;

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

Management Perception: Scandex is involved in manufacturing and selling textile products. We gave credit sales for 60 days to 90 days period for our sales. As for credit sales, company tries to ensure credit policy so that operating cycle can be efficient.

b. Liquidity Risk;

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

Management Perception:

SBDL follows a judicious working capital management policy with a view to keeping liquidity risk at the minimum level, SBDL management carefully supervise current assets and current liabilities.

c. Risk associated with the issuer's interest in subsidiaries, joint ventures and associates;

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

Management Perception:

Since the Company has no subsidiaries, joint ventures and associate concerns, therefore, there is no risk relating to this.

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

There is risk involved in having limited number of customer and losing of that particular customer has negative impact on company's sales and cash flow as well.

Management Perception:

The Company is always keen to find out new buyers which boost up the sales. A large number of global customers are regularly buying its product. If any customer cancels its order, it shall have no significant impact on its total revenue. Hence SBDL is not dependent on any particular or limited number of customers to operate our business.

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

There is also risk involved in having limited number of suppliers as well. Single or few suppliers may exploit the company by price hike, untimely delivery and low quality of product.

Management Perception:

The Company is not dependent on a single or few suppliers of raw materials. SBDL has a good number of vendors for raw materials. Further supply chain system for Textile industry is very

systematic and has become comparatively easier. Hence, there is no possible risk in disruption in production, as the supply source is broad-based.

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

Having 20% revenue generation from sister concern or associate or subsidiary makes issuer dependent on others companies. Hence, there is dependency risk.

Management Perception:

As the Company does not have any sister concern or associate or subsidiary, this risk is non-existent.

g. Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last 5 (five) years, if any;

Negative earning and negative operating cash flow is risking the going concern risk for the entity.

Management Perception:

SBDL have been operating business effectively & efficiently. The company doesn't have any negative earnings, negative cash flows from operating activities over the last five years.

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

When associate or subsidiary or group companies of the issuer are loss making, it affects the issuer and there is negative impact on cash flow of issuer and Balance Sheet as well.

Management Perception:

SBDL does not have any associate/subsidiary or group companies. Hence, it is not applicable to SBDL.

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

Financial weakness and poor performance of the issuer have negative impact on the company. As a result, it will be tough to pay loan interest, debt service and dividend. Future growth will be hampered.

Management Perception:

The company has not suffered financial weakness or poor performance. The Company's revenue, net profit after Tax and other performance indicators showed increasing positive trend in the last five years. The company's manufacturing operations and financial management are now based on sound practices. There is no possibility of financial weakness and poor performance. Moreover, SBDL has no subsidiary or associate concerns hence the weakness and poor performance of the subsidiary or associates is not applicable to the company.

Also due to company's superior quality competitive pricing, wide variety of product range, the company has been able to attract foreign buyers in the market. With the strong base as low cost manufacturer, the management is confident that the new entrants will not be threat for the company. The company is also envisaging to create vertical setup to take advantage of the growing demand.

j. Decline in value of any investment;

If investment value decline, it will reduce the profit and assets as well.

Management Perception:

SBDL does not have any decline in investment value.

k. Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned;

There is obsolescence risk relating to plant and machinery. If the machinery is purchased in second hand or reconditioned, there high risk of repair and maintenance which has impact on profitability of the company.

Management Perception:

SBDL has been using brand new machineries for manufacturing of its goods. Hence there are no risk associated with the useful life of the plant and machineries

l. Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recalled;

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

Management Perception:

SBDL has not provided any loan to its related party or taken such type of loans from directors of the company. As such, this risk is not relevant for SBDL.

m. Potential conflict of interest, if the sponsors or directors of the issuer are involved with one or more ventures which are in the same line of activity or business as that of the issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors;

In these cases, there is high chance of compromise among the related companies because of conflict of Interest.

Management Perception:

There are no Sponsor or Director who holds any position or own any stake in the business of its supplier or Customer. Hence no conflict will arise in this respect.

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

Related party transaction of the issuer creates conflict of interest which reduces the competitive advantage of the issuer.

Management Perception:

SBDL is not engaged in any such related party transaction, which may adversely affect competitive edge.

o. Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan or credit limit and other banking facilities;

All information must be known to the potential investor so that investor's interest may not be hampered in future. So, any restrictive covenants, if it goes against potential investors, will make investors in jeopardy.

Management Perception:

There are no restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any other restrictive covenants of banks with regard to the loan/preference shares/credit limit of banks and other banking facilities.

p. Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees;

In such case, company's business operation will be hampered.

Management Perception:

SBDL offers attractive remuneration and incentive packages to its employees. Working condition and working environment are also satisfactory. Hence this risk factor will be very negligible.

q. Seasonality of the business of the issuer;

It is the risk involving that company is not doing business round the year.

Management Perception:

Foreign buyers are placing orders throughout the year and there is no seasonal effect on the business operations.

r. Expiry of any revenue generating contract that may adversely affect the business;

This is the risk of losing customers affecting future sales.

Management Perception:

SBDL has no such revenue generating contract with any customer.

s. Excessive dependence on debt financing which may adversely affect the cash flow;

Excessive dependence on debt causes huge interest burden of the company and high risk of insolvency that may result in bankruptcy.

Management Perception:

SBDL has no debt financing in any Bank or leasing company.

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

Excessive dependence on key management affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel are of bad intention, excessive dependence will also affect the business.

Management Perception:

SBDL has a comprehensive and well-designed organogram with appropriate allocation and delegation of responsibility. There is no excessive dependence on any key personnel. In addition, if any personnel leave, there is scope for suitable replacement.

u. Enforcement of contingent liabilities which may adversely affect financial condition;

It is the future burden of liabilities that the investors will take on their shoulders. Contingent liabilities reduced the assets or create obligation to pay the liabilities.

Management Perception:

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

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

Insurance ensures and protects to deal with uncertainty of future material loss/damage. So, insurance coverage is important for the business.

Management Perception:

The company has sufficient different insurance coverage for all the related issues and activities which is adequate to protect against certain risks of damage.

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

Directors run the company with the accumulated finance from public and other financing source. If directors discontinue running the business, there will be negative impact on business and share price as well.

Management Perception:

All existing directors of the Company have given their consent that they shall serve the Company as directors. Directors have Substantial equity stake in the company. They have been directors for a long time and expected to continue engagement as directors after the expiry of lock-in period.

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

Dividend payment is highly dependent on company's ability to generate profit. If company cannot earn good amount of profit from operation, it is unlikely to pay dividend.

Management Perception:

The management of the company is confident that it will succeed in maintaining uptrend in profitability and pay dividend.

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

If there is any non-operation of the company, it creates negative impression. Apart from this, short operation history indicates company is gathering knowledge and expertise to be competitive in the market.

Management Perception:

SBDL started its commercial operation from December 2001 and from then there is no history of non-operation of the company. It will be a going concern and its operational history will be long. The sponsors have strong and adequate background and experience in the relevant field.

z. Risks related to engagement in new type of business, if any;

If it is new business, there is risk of viability of the new business.

Management Perception:

SBDL has no plan to engage in new type of business.

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

If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception:

SBDL is a profitable company and is expected to remain so. The company is run by efficient management. Investment in stock market entails risk in various forms. The prospective investors are advised to carefully and thoroughly read the prospectus and identify potential risks from investing in this company in comparison to other investment options before making investment decision.

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

It creates a negative impression on the issuer.

Management Perception:

As SBDL has been running its business maintaining proper compliance since its operation, no penalty or action has been taken by any regulatory authorities for non-compliance with provisions of any law.

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

It creates a negative impression on the issuer.

Management Perception:

SDBL does not have any litigation relating to Tax, Vat & Other government matters.

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

Factory building should be owned by the company. Otherwise, there is risk of hike in factory rent in the years to come and threat of shifting the factory as well.

Management Perception:

The factory building is a leased for 20 years and there is no option by the owner of the building to evit as there are protection clauses are provided including Business losses and other operational claims against Building Owner.

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

In this case company is not following the law to renew its all licenses.

Management Perception:

A dedicated team supervises renewal processes of all the regularity permission/licenses. All of the regulatory permission and licenses are up to date and duly renewed time to time for smooth operation. Therefore, risk related to lack of renewal of existing regulatory permissions/licenses is very remote.

ff. Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the issuer or any of its subsidiaries or associates;

Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception:

There is no incident of failure in holding AGM or declaring dividend or payment of interest by the issuers.

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

The management ultimate goal is to maximize the wealth of the company. If share price goes up, it maximizes wealth of the company. On the other hand, if share price goes down, it minimizes the wealth of the company.

Management Perception:

The management's ultimate goal is to maximize the wealth of the company. If share price goes up, it will maximize the growth of the company. On the other hand, if share price goes down, it will minimize the wealth of the company. SBDL has no plan to issue any sort of securities at lower than IPO offer price within one year of IPO. As such, this issue is not applicable for SBDL.

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

If any refusal happened in the above cases, it will create negative impression to the issuer.

Management Perception:

SBDL has no subsidiary or associates. There was no refusal of application for IPO issue of any securities of SBDL at any time by the Commission

(ii) External risk factors may include among others:**a) Interest rate risks;**

Interest rate risk is associated with the fluctuations in market interest rates which cause a company's cost of debt to increase. Changes in the Government's monetary policy also tend to increase the interest rates. High rate of interest may adversely affect the operating results and financial performance of the company with additional financial charges and squeezes the profit of the company.

Management Perception:

The Company exercises good management in its cash flows, supported by continued strength in manufacturing and exports. SBDL has no loan at this moment that's reason no effect in the company's profit.

b) Exchange rate risks;

Exchange rate risk occurs due to changes in foreign currency exchange rates. As the company imports raw material and 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:

SBDL being a 100% export-oriented company, has the benefit of natural hedge against the exchange rate risk. Exports proceeds realized are utilized for payment of its suppliers which are designated in same currency values. The net amount will be converted in BDT. Hence the risk of exchange risk is restricted to net amount after payment of Suppliers.

c) Industry risks;

Industry risk arises due to risk associated with business and macro-economic factors of the industry such as labor unrest, shortage of power, rising of raw material cost or shortage of raw material supply etc. If risk factor pertaining to industry is high, the growth of the industry shall be lower or may be eroded the entire potentiality of that industry.

Management Perception:

SBDL is known in the market as innovative technology driven and reliable company. There are no dearth of raw material supply, power demands, labor supply for the Textile Industry. In the current situation of US-China conflict, there are big flow to Bangladesh and there is favorable situation in the present.

d) Economic and political risks;

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

Management Perception:

In the past few years, Government and government agencies have implemented desired reforms in industrial, investment, tax, export, import and other policies. It is believed that policies and initiatives at the national level will continue to support and promote export industries and businesses in particular. As such, SBDL does not foresee any threat in these areas.

There exists political stability for a reasonable period of time subsequent to February 2026. It is well understood that the Political instability may have a detrimental impact on the economy in general and on the company in particular. The directors and management of the company keep track of political developments from time to time and is well prepared to take appropriate measure at the right time.

e) Market and technology-related risks;

Market risks refer to the risk of adverse market conditions affecting the sales and profitability of the company. Such as, shortage in raw material supplies, competition and fall in product demand. These types of risks may hamper the smooth operation of the business. Technological development may make the existing machineries obsolete which may depress the profitability of The Company overall business.

Management Perception:

SBDL is be able to adapt technological changes with moderate investments. Moreover, the management is always updated about its competitors, growing competition and technological developments. To retain existing market as well as to enter into new segments of the market, the management always takes necessary steps.

f) 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:

Unless any adverse policy is taken, which may materially affect the industry as a whole; the business of the company will not be affected. Furthermore, the government is encouraging the Export Textile sector which is a major labor incentive sector. Therefore, it is expected that any new policies of this sector will be business friendly which will also be helpful for expansion of business of the company.

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

Changes in the existing global or national policies can have either positive or negative impact on the Company's profitability. The performance of the Company may be affected due to unavoidable circumstances in Bangladesh, as such any structural change in metal industry, war, terrorism, and political unrest, natural and man-made disasters may adversely affect the economy in general.

Management Perception:

Political turmoil and disturbance create disturbance for any economy and business. The management 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. Due to strong industrial and business background of the sponsors and management and their deep understanding of the trends in economy and market, the company is expected to withstand the unexpected changes or any such potential threats.

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

Statutory clearance and approval is imperative for any business to start off. There are many statutory clearances and approvals needed from the regulatory authority in order to be monitored, controlled and guided.

Management Perception:

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

i) Competitive condition of the business;

SBDL is operating in a free market economy. The company may face stiff competition from its competitors who are from other low countries like Vietnam and Cambodia. Transfer of export orders to those competitor countries, aggravates the competition, challenging the profitability of the business.

Management Perception:

The Company is doing its best to be competitive with other Bangladeshi manufacturer in terms of its Cost control as well as Quality. Therefore, SBDL is in a strong position to face any competitive condition of the business.

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

Complementary goods or services that are used in conjunction with another goods or services. Usually, the complementary goods have no value when consumed alone, but when combined with another good or service, it adds to the overall value of the offering. Complementary goods are used together.

Management Perception:

The company has not encountered any challenges relating to supplementary and complementary services & products.

CHAPTER (26)

DESCRIPTION OF ISSUE

(a) **Issue size:** Taka 550,000,000.

(b) **Number of securities to be issued;**

Public Issue of **42,307,692** Ordinary Shares.

(c) **Authorized capital and paid-up capital;**

Particular	Type of Securities	Number of securities	Nominal Price/ Face Value	Amount in BDT
Authorized Capital	Ordinary Shares	150,000,000	10	1,500,000,000
Total Paid-up capital before IPO (i)		75,600,000	10	756,000,000
Initial Public Offering (IPO) (ii)		42,307,692	10	423,076,920
Total Paid-up Capital after IPO [i + ii]		117,907,692		1,179,076,920

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

Face value per Share	Tk. 10.00 each
Premium	Tk. 3.00 each
Offer Price per Share	Tk. 13.00 each

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

Category	Percentage (%)	No. of shares	Amount (BDT)
Directors	64.10%	75,574,800	756,000,000
Shareholders other than Directors	0.02%	25,200	252,000
Institutional	3.59%	4,230,769	42,307,692
Mutual Funds and CIS	3.59%	4,230,769	42,307,692
Individual	25.12%	29,615,384	296,153,844
Non-Resident Bangladeshis (NRBs)	3.59%	4,230,769	42,307,692
Total	100%	117,907,692	1,179,076,920

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

Sl.	Category of Shareholders	No. of Ordinary Shares Holding		Percentage (%) of Holding	
		Pre-IPO	Post-IPO	Pre-IPO	Post-IPO
1	Directors	75,574,800	75,574,800	99.97%	64.10%
2	Shareholders other than Directors	25,200	25,200	0.03%	0.02%
3	Institutional	-	4,230,769	0.00%	3.59%
4	Mutual Funds and CIS	-	4,230,769	0.00%	3.59%
5	Individual	-	29,615,384	0.00%	25.12%
6	Non-Resident Bangladeshis (NRBs)	-	4,230,769	0.00%	3.59%
Total		75,600,000	117,907,692	100%	100%

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

Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital incorporated are available in the Chapter- 27 under the head of “Use of Proceeds “of this prospectus.

CHAPTER (27)

USE OF PROCEEDS

- (a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up (where the issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project wise, as the case may be);

Scandex (BD) Ltd. existing factory is at Gouripur, Ashulia, Savar, Dhaka-1340. It has about **34,938 sq. ft.** of floor space in a five storied RCC building on leased premises, built to the Company's own specifications, production requirements and process-flow design. Production follows a defined floor-wise flow:

Level	Use
Level 1	Raw material warehouse and finished goods storage
Level 2, 3, 4	Sewing and finishing
Level 5	Cutting

Separate utility facilities support the factory, including diesel generators, boilers and air compressors. The LPG storage tank is kept in a secured location with appropriate safety arrangements.

As part of its future expansion and business development plans, the Company has proposed two projects. The Company has already acquired the required land for these projects through its own sources. Details of the proposed projects are presented below:

Proposed Project Name	Total Project Cost (BDT Mn)	Projected Area	Land Purchase Date	Total Land Value (BDT Mn)	Projection Year	Remarks
Recycled-Fiber Open-End Spinning Project	800.29	566.50 Decimal at Khagrakuri-RS49, Dighi, Manikganj Sadar, Manikganj	15.12.2024	80.00	2026-2027	The proposed projects will be implemented within 24 months through a combination of the Company's internally generated cash resources & IPO proceeds
Fabric Washing Project	300.00	54.50 Decimal at Keliya-224, Kulla, Dhamrai, Dhaka	06.04.2026	35.93	2030-2031	The proposed projects will be implemented through the Company's internally generated cash resources in the future

1. Proposed Fabric Washing Project:

As part of its future expansion plan, the Company has acquired approximately **54.50 decimals** of land at Kelily, Dhamrai, Dhaka, for establishing a proposed **Fabric Washing Project**. The project is expected to strengthen the Company's backward linkage capabilities, facilitate greater integration of production processes, and enhance flexibility and efficiency in sourcing and processing knitted materials. The proposed facility is also expected to support the Company's future production capacity and operational requirements.

2. Proposed Recycled-Fiber Open-End Spinning Project:

The company intends to raise **BDT 550.00 million** through an Initial Public Offering (IPO). The proceeds will be used, after deducting IPO expenses, to set up the **Recycled-Fiber Open-End (Rotor) Spinning Project** based on recycled fiber from garment cutting waste. The unit will have a capacity of 7-8 MT per day and will produce 20s, 24s and 28s Ne OE yarn from a blend of 60% cotton waste and 40% dyed polyester fiber. The project will strengthen the Company's backward linkage and resource efficiency and complement its existing garment and knitting operations. Approximate date of Completion of the projects Within 24 months of IPO proceeds.

The project will be set up on the Company's own land of **566.50 decimal** at Manikganj. The building will be a single-store steel/RCC shed of about 65,000 sq. ft.

Total fund for the project (BDT Mn)	IPO Fund (BDT Mn)	Additional Fund (BDT Mn)	Source of additional fund
800.29	550.00	250.29	Internal cash generation

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

Sl.	Particulars	Amount in BDT	Remarks
1.	Procurement and installation of machineries for new project at Manikganj	414,440,000	Please see note-1 for details
2.	Building & civil works (including boundary/development)	123,081,400	Please see note-2 for details
3.	IPO Expenses (Approximately)	12,478,600	Please see note-3 for details
	Total	550,000,000	

A detail of the estimated project cost break up has been planned as under:

Sl.	Particulars	Amount in BDT Mn.	Means of Finance	
			IPO Proceeds	Other Than IPO
A.	Plant & Machineries:			
	Procurement and installation of machineries & equipment for new project at Manikganj			
1	Garment cutting-waste opening / rag-tearing (Garrett) line	11.07	11.07	-
2	Waste sorting & blow room / multi-mixer line	22.14	22.14	-
3	Polyester fiber opening & bale-feed line	6.77	6.77	-
4	Precision fiber blending & metering system (60:40 cotton-waste: polyester)	3.69	3.69	-
5	High-production carding machines (blend-duty)	34.44	34.44	-
6	Draw frames, 2-passage, autoleveller	17.22	17.22	-
7	Open-End (rotor) spinning machines, 432 rotors each (2,160 rotors total)	159.90	159.90	-
8	Standby auto-cone winders	7.38	7.38	-
9	Humidification plant (2 units)	7.38	7.38	-
10	Compressed air system (screw compressor + dryer)	5.54	5.54	-
11	Waste collection, filter house & pneumafil system	8.61	8.61	-
12	Electrical sub-station, transformer (1,500 KVA) & cabling	18.45	18.45	-
13	Standby diesel generator (1,000 KVA)	13.53	13.53	-

14	Hydraulic bale press (waste/lap)	2.46	2.46	-
15	Quality assurance lab (Uster Tester, Classimat, strength tester)	8.00	8.00	-
16	Material handling (forklifts, trolleys, pallet trucks)	4.31	4.31	-
17	Fire-fighting & safety system	3.08	3.08	-
18	Dust / effluent management system	1.85	1.85	-
a. Core Machinery (FOB/ex-works)		343.17	343.17	-
b. Erection & Commissioning (8% of a)		27.45	27.45	-
c. Freight, Insurance & Import Duties (10% of a)		34.32	34.32	-
d. Furniture & Equipment		9.50	9.50	-
Total plant & machinery (a+b+c)		414.44	414.44	-
B.	Land			
1	152.50 Decimal Khagrakuri-RS49, Dighi, Manikganj Sadar, Manikganj	19.68	-	19.68
2	226.50 Decimal Khagrakuri-RS49, Dighi, Manikganj Sadar, Manikganj	29.15	-	29.15
3	187.50 Decimal Khagrakuri-RS49, Dighi, Manikganj Sadar, Manikganj	24.07	-	24.07
a. Total Deed Value of Land		72.90	-	72.90
b. Registration +Other Cost		7.10	-	7.10
Total Value of Land (a+b)		80.00	-	80.00
C.	Civil Construction			
1.	Buildings and Civil Construction at new project-Manikganj	170.81	123.08	47.73
Total Civil Construction		170.81	123.08	47.73
D.	Other Expenses			
1.	Working Capital	115.29	-	115.29
2.	Preliminary & pre-operative expenses (incorporation, DPR, IPO/listing expenses, BOI/BSCIC/environment clearance, technical know-how)	20.56	12.48	8.08
Total Other Expenses		135.85	12.48	123.37
Grand Total (Total Project Cost)		800.29	550.00	250.29

Note-1: Details of Procurement and installation of machineries for new project at Manikganj

SL	Machine / Equipment	Qty	Unit Price (USD)	Total in USD	Conv. Rate	Total (BDT Mn)
1	Garment cutting-waste opening / rag-tearing (Garnett) line	2	45,000	90,000	123.00	11.07
2	Waste sorting & blow room / multi-mixer line	1	180,000	180,000	123.00	22.14
3	Polyester fiber opening & bale-feed line	1	55,000	55,000	123.00	6.77
4	Precision fiber blending & metering system (60:40 cotton-waste: polyester)	1	30,000	30,000	123.00	3.69
5	High-production carding machines (blend-duty)	10	28,000	280,000	123.00	34.44
6	Draw frames, 2-passage, autoleveler	4	35,000	140,000	123.00	17.22

SL	Machine / Equipment	Qty	Unit Price (USD)	Total in USD	Conv. Rate	Total (BDT Mn)
7	Open-End (rotor) spinning machines, 432 rotors each (2,160 rotors total)	5	260,000	1,300,000	123.00	159.90
8	Standby auto-cone winders	2	30,000	60,000	123.00	7.38
9	Humidification plant (2 units)	2	30,000	60,000	123.00	7.38
10	Compressed air system (screw compressor + dryer)	1	45,000	45,000	123.00	5.54
11	Waste collection, filter house & pneumafil system	1	70,000	70,000	123.00	8.61
12	Electrical sub-station, transformer (1,500 KVA) & cabling	1	150,000	150,000	123.00	18.45
13	Standby diesel generator (1,000 KVA)	1	110,000	110,000	123.00	13.53
14	Hydraulic bale press (waste/lap)	1	20,000	20,000	123.00	2.46
15	Quality assurance lab (Uster Tester, Classimat, strength tester)	1	65,000	65,000	123.00	8.00
16	Material handling (forklifts, trolleys, pallet trucks)	1	35,000	35,000	123.00	4.31
17	Fire-fighting & safety system	1	25,000	25,000	123.00	3.08
18	Dust / effluent management system	1	15,000	15,000	123.00	1.85
A. Core Machinery (FOB/ex-works)				2,790,000	123.00	343.17
B. Furniture & Equipment						9.50
C. Erection & Commissioning (8% of A)				223,200	123.00	27.45
D. Freight, Insurance & Import Duties (10% of A)				279,000	123.00	34.32
TOTAL (A+B+C+D)				3,292,200	123.00	414.440

Note:

The specification of machineries, quantity may be changed due to efficiency of machineries, quality, product specification, nature of garments product and technological change at the time of purchase. The additional cost will be injected by the Company if any additional cost incurred due to such changes.

Note-2: Details of Building & civil works:

The project will be set up on the Company's own land of 566.50 decimal at Manikganj, of which about 210 decimal will be used initially and the rest kept for future expansion. The building will be a single-store steel/RCC shed of about 65,000 sq. ft. Indicative zone-wise area allocation:

Name of Work (Civil Work)	Item Name	Size / Description	Quantity	Unit	Unit Rate (Tk.)	Amount (Tk.)
Earth Ecavetion			132,661	cft	10	1,326,614
Foundation	M.S. Rod		86,870	kg	95	8,252,634
	Cement	CEM-I	5,080	bag	540	2,743,053
	Sand	Sylhet Sand	8,010	cft	130	1,041,344

	C. Aggregate	Stone	16,021	cft	250	4,005,169
	Picket Bricks		24,592	nos.	14	344,282
Column	M.S. Rod		222,191	kg	95	21,108,185
	Cement	CEM-I	3,712	bag	540	2,004,585
	Sand	Sylhet Sand	5,854	cft	130	761,000
	C. Aggregate	Stone chips	11,708	cft	250	2,926,922
Beam & Slab	M.S. Rod		399,914	kg	95	37,991,861
	Cement	CEM-I	23,385	bag	540	12,627,929
	Sand	Sylhet Sand	36,876	cft	130	4,793,936
	C. Aggregate	Stone chips	73,753	cft	250	18,438,216
Brick Work	Bricks	1st class Brick	1,012,696	nos.	14	14,177,743
	Cement	CEM-II	5,233	bag	520	2,721,119
	Sand	Sand (Local)	34,886	cft	36	1,255,901
Ceiling Plaster, Inner & Outer Plaster	Cement	CEM-II	6,273	bag	520	3,262,081
	Sand	Sand (Local)	31,366	cft	36	1,129,182
Finishing Work	Tiles	Floor	114,581	sft	120	13,749,731
	Tiles	Wall	8,135	sft	125	1,016,820
	Thai Glass		1,120	sft	500	560,000
	Grill		1,120	sft	190	212,800
	Door		215	nos.	50000	10,750,000
	Paint	Plastic Paint	87	drum	6000	522,769
	Paint	Weather Coat	134	drum	8000	1,073,420
	Paint	Sealer	155	drum	4500	697,897
	Paint	Putty	439	Bag	3000	1,317,379
Total Cost of Construction						170,812,571

Summary of estimation of building construction cost as below which to be constructed out of IPO proceeds:

Description	Amount (BDT)	Source of Finance (BDT)	
		From IPO	Internal Cash Generation
Earth Ecavetion	1.33	1.33	-
Foundation	16.39	16.39	-
Column	26.80	26.80	-
Beam & Slab	73.85	73.85	-
Brick Work	18.15	4.71	13.44
Ceiling Plaster, Inner & Outer Plaster	4.39	-	4.39
Finishing Work	29.90	-	29.90
Total Estimated Cost (Approx.)	170.81	123.08	47.73

Note:

The estimation of building cost as given above may varied due to any changes of building structure, no

of building and design as well as material cost. In this case additional cost will be injected by the Company if any additional cost incurred due to such changes to complete the project.

Note-3: Details of IPO Expenses

SL.	Particulars	Nature of Expenditure	Amount in BDT
Offer Amount			550,000,000
Issue Management Fee			3,450,000
1	Management to the Issue Fee	Maximum 1% (one percent) of the public offer amount or Tk. 25 (twenty-five) lac, whichever is higher	3,000,000
2	Vat	15%	450,000
Regulatory Expenses			
BSEC Fees			1,700,000
3	Application Fee	Fixed	50,000
4	BSEC Consent Fee	0.30% on the public offer amount (including premium, if any)	1,650,000
Listing Related Expenses			5,562,000
5	Draft Prospectus Scrutiny Fees for DSE & CSE	Tk. 50,000 for each exchange	100,000
6	Listing Fee for Stock Exchanges (DSE & CSE)	(i) Up to Taka 10 crore of paid-up capital @0.25% (ii) Above Taka 10 crore of paid-up capital @0.15% minimum Tk. 50,000 and Maximum Tk. 10 million for each exchange	3,862,000
7	Annual Fee for Stock Exchanges (DSE & CSE)	(i) Up to Taka 100 crore of paid-up capital @0.05% (ii) Above Taka 100 crore of paid-up capital @0.02% minimum Tk. 50,000 and Maximum Tk. 6 lacs for each exchange	1,200,000
8	Electronic Bidding Fee	Fixed	400,000
IPO Related Expenses			962,500
9	Underwriting Commission	Maximum 0.5% on 35% of the public offer amount (including premium, if any)	962,500
CDBL Fees and Expenses			804,100
11	Security Deposit	At Actual	500,000
12	Documentation Fee	At Actual	2,500
13	Annual Fee	At Actual	100,000
14	Connection Fee	At Actual	6,000
15	Initial Public Offering fee	0.015% of issue size+0.015% of Pre-IPO paid up capital	195,600
Other Expenses (As per relevant contracts or as approved by the Commission)			
Total			12,478,600

(b) Utilization of the 90% (ninety percent) of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the issuer at the time of submission of prospectus, in details;

Accounting year	Amount in Taka	Fund Utilized for	Reflected in Financial Statement
2001	300,000	Factory Establishment and Regulatory Licenses	Accounted under Expenditures heads of the Profit and Loss Account.
2017-18	700,000	Repayment of outstanding of Raw material Suppliers	Reduction in the Accounts Payable as shown in Balance Sheet.
2018-19	99,000,000	Working Capital - Procurement of Raw materials and repayment of outstanding supplier dues: BDT 39,075,133	Increase in Inventory balances and Reduction in Accounts Payable as shown in Balance Sheet
		Payment for assets acquisition: BDT 59,924,867	Capital Assets additions under Balance Sheet
2020-21	50,000,000	Acquisition of Fixed Asset BDT 4,300,181	Fixed Assets under Balance Sheet
		Land Advance: BDT 27,50,000	Fixed Assets under Balance Sheet
		Remaining Amount available in the form of FDR in Banks	Non-Current investments under Balance Sheet
2021-22	60,000,000	Plant & Machinery in Transit BDT 11,384,266	Fixed Assets under Balance Sheet
		Fixed Assets Purchase 5,516,418	
		Fund allocated for purchasing fixed asset (Capitalized in FY 2022-23 value 33,843,465)	
		Remaining Amount available in the Banks for working capital	
2023-24	294,000,000	FDR in Bank 70,000,000	Fixed Assets under Balance Sheet
		Investment in Share 12,978,293	
		Fixed Assets Purchase 4,719,792	
		Fund allocated for purchasing fixed asset (Capitalized in FY 2024-25, value 91,207,235)	
		Remaining Amount available in the Banks for future business expansion	
2025-26	252,000,000	Fixed Assets Purchase 71,581,657	Fixed Assets under Balance Sheet
		Investment in Share 180,237,848 (Reserved for future business expansion)	
Total	756,000,000		

**DECLARATION REGARDING THE UTILIZATION OF AT LEAST 90% OF THE
PROCEEDS PREVIOUSLY RAISED THROUGH ISSUE OF CAPITAL**

This is to declare that Scandex (BD) Ltd. has fully utilized the proceeds previously raised through issue of capital.

Place:

Date:

Sd/-

Fardeen Ahmed Patwary

Managing Director

Scandex (BD) Ltd.

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

The issuer has no objects to investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the issuer as a result of the investment.

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

Details of additional fund as below due to IPO proceeds are not sufficient to complete the Project:

Total fund for the project (BDT Mn)	IPO Fund (BDT Mn)	Additional Fund (BDT Mn)	Source of additional fund
800.29	550.00	250.29	Internal cash generation

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

The Company will utilize the total proceeds of BDT 550,000,000/- as per the following schedule:

Sl.	Particulars	Amount in Tk.	Approximate date of Completion of the projects	Projected date of full commercial operation
1	Procurement and installation of machineries for new project at Manikganj	414,440,000	Within 24 months of IPO proceeds	Within 30 months of IPO proceeds
2	Building & civil works (incl. boundary/development)	123,081,400		
3	IPO Expenses (Approximately)	12,478,600		
Total		550,000,000		

Sd/-
Shuvro Kumar Shaha
Chief Financial Officer

Sd/-
Fardeen Ahmed Patwary
Managing Director

Sd/-
Faisal Ahmed
Chairman

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

There is no contract covering any of the activities of the SBDL for which the proceeds of sale of securities from IPO are to be used.

- (g) **If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item wise break-up of last 3 (three) years working capital and next 2 (two) years projection;**

IPO proceeds will not be utilized for working capital financing.

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

There is only single-phase implementation.

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

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

- (j) **Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report.**

EXECUTIVE FEASIBILITY REPORT & IPO PROSPECTUS SUMMARY
SCANDEX BD LTD.

Proposed Open-End (Rotor) Cotton Spinning Unit (Recycled Waste)
Location: Manikganj, Bangladesh

Key Investment Highlights

- (a) Total Project Investment: BDT 800.29 million, comprising fixed capital of BDT 685.00 million and working capital of BDT 115.29 million.
- (b) Financing Structure: Proposed IPO proceeds of BDT 550.00 million (68.7%) and promoters' equity of BDT 250.29 million (31.3%), targeting a debt-free capital structure.
- (c) Production Capacity & Sustainable Product: Annual capacity of 2,250 MT using 2,160 rotors across five OE spinning frames, producing recycled yarn from 60% cotton cutting waste (Jhut) and 40% pre-dyed polyester fibre in 20s, 24s and 28s Ne counts.

- (d) Projected Financial Performance: Revenue is projected to increase from BDT 536.62 million in Year 1 to BDT 679.73 million in Year 5, while profit after tax rises from BDT 67.54 million to BDT 168.62 million, with a Year 5 net profit margin of 24.8%.
- (e) Investment Appraisal: Projected NPV of BDT 23.06 million at a 12% discount rate, IRR of 13.01%, reported return on equity of 16.06%, and simple payback period of 4.05 years.

Note: All projections and investment appraisal metrics should be verified against the final feasibility model before inclusion in the IPO prospectus. The debt-free claim is subject to confirmation of the final financing structure.

Executive Summary & Company Profile

Scandex BD Ltd. (Registration No: C-44171) is establishing a green-field Open-End (Rotor) Cotton Spinning Unit in Manikganj, Bangladesh, specializing in sustainable recycled yarn production. As the world's second-largest ready-made garment (RMG) exporter (contributing ~81.5%-85% of national merchandise exports, ~USD 39.35 Billion in FY 2024-25), Bangladesh generates vast quantities of pre-consumer fabric cutting waste (locally termed 'jhut'). Scandex BD Ltd. leverages this continuous supply to manufacture high-grade poly-cotton (PC) blended rotor yarn, combining circular economy principles with high commercial profitability.

Corporate Parameter	Details & Governance Information
Company Name	Scandex BD Ltd. (Registration No: C-44171)
Registered Office	Gouripur, Ashulia, Savar, Dhaka, Bangladesh
Project Location	Manikganj, Bangladesh (Land: 525 decimals total; 210 decimals utilized)
Managing Director	Fardeen Ahmed Patwary (NID: 2415237474 TIN: 849034414161)
Existing Directors	Faisal Ahmed (NID: 1945653416), Mohammad Farruque Ahmed (NID: 7345658830)
Independent Directors	Ishtiaque Ahmed Chowdhury & Md. Azhar Ali (Appointed Sept 28, 2026)
Statutory Auditors	M. J. ABEDIN & CO., Chartered Accountants (109, Bir Uttam C.R. Datta Road, Dhaka)
Capital Structure	BDT 800.29M Total (IPO: BDT 550.00M / 68.7%; Promoters: BDT 250.29M / 31.3%)

Product Mix, Recipe & Technical Specifications

The facility is engineered to process a standardized blend of 60% pre-consumer cotton cutting waste and 40% pre-dyed polyester staple fiber. By incorporating pre-dyed polyester, downstream fabric buyers eliminate the need for piece-dyeing, delivering substantial cost savings, water reduction, and lead-time advantages.

Yarn Count	Output Share	Fiber Recipe	Target Market Applications
20s Ne OE	40%	60% Recycled Cotton : 40% Dyed Polyester (Twist Multiplier: 3.8 - 4.2)	Heavy woven, denim backing, mop yarn, canvas, bags
24s Ne OE	30%	60% Recycled Cotton : 40% Dyed Polyester (Twist Multiplier: 3.9 - 4.3)	Knit/woven blends, industrial fabric, heavy twill
28s Ne OE	30%	60% Recycled Cotton : 40% Dyed Polyester (Twist Multiplier: 4.0 - 4.4)	Finer knit blends, sewing base, basic jersey, T-shirts

Process Yield & Raw Material Input Economics

The cotton waste component yields 80% (with 20% recovered as saleable secondary waste/flock), while the polyester component yields 96% (minimal loss). This results in an overall blended process yield of

86.40%. Consequently, **1.1574 kg of raw fiber input** (0.694 kg cotton waste + 0.463 kg polyester) is required to produce 1.0 kg of finished yarn.

Production Capacity & Ramp-Up Schedule

The plant operates continuously on a 24-hour, 3-shift basis for 300 days per annum, utilizing 5 Open-End machines equipped with a total of 2,160 rotors (~3.47 kg/rotor/day average productivity). Installed annual capacity is 2,250 MT (7.50 MT/day).

Period	Capacity Util.	Daily Prod.	Annual Prod. (MT)	Annual Prod. (Kg)	Turnover (@ BDT 318/kg)
Year 1	75.0%	5.63 MT	1,687.50 MT	1,687,500 kg	BDT 536.63M
Year 2	85.0%	6.38 MT	1,912.50 MT	1,912,500 kg	BDT 608.18M
Year 3	90.0%	6.75 MT	2,025.00 MT	2,025,000 kg	BDT 643.95M
Year 4	95.0%	7.13 MT	2,137.50 MT	2,137,500 kg	BDT 679.73M
Year 5	95.0%	7.13 MT	2,137.50 MT	2,137,500 kg	BDT 679.73M

Capital Investment, Asset Breakdown & IPO Means of Finance

Total project outlay is BDT 800.29 Million, comprising BDT 685.00 Million in Fixed Capital and BDT 115.29 Million in Net Working Capital. To ensure complete financial autonomy, the project is structured as 100% debt-free.

Capital Head	Technical Scope / Basis	Amount (BDT M)	% Share
Land & Site Development	567 Decimals (210 Dec. utilized, 357 Dec. future reserve)	80.00	10.00%
Building & Civil Works	65,000 sq. ft industrial shed + boundary & roads	170.00	21.24%
Plant & Machinery (Landed)	Core machines, garnetting, blowroom, cards, rotors, utilities	404.94	50.60%
Office Furniture & Vehicles	Administrative block, lab setup, delivery transport	9.50	1.19%
Preliminary & Pre-operative	Incorporation, DPR, SEC/IPO fees, regulatory clearances	20.56	2.57%
TOTAL FIXED CAPITAL (A)	Complete Greenfield Infrastructure	685.00	85.59%
Net Working Capital (B)	Initial inventory, trade receivables & operating cash	115.29	14.41%
TOTAL CAPITAL INVESTMENT	Fixed Capital + Net Working Capital (A + B)	800.29	100.00%

Means of Finance (100% Equity Structure)

Source of Finance	Amount (BDT M)	% Share	Strategic IPO Role
Initial Public Offering (IPO)	550.00	68.73%	Public Equity Issue to fund Fixed Capital & Expansion
Promoter Equity	250.29	31.27%	Infused at inception by Sponsor Shareholders
Bank Term Loans / Borrowings	0.00	0.00%	Zero Financial Debt / No Debt Service Burden
TOTAL PROJECT FINANCING	800.29	100.00%	100% Equity Financed Capital Structure

Manufacturing Process, Plant Layout & Utilities

The manufacturing flow follows a 12-stage linear unidirectional sequence across a 65,000 sq. ft floor layout in Manikganj to optimize operational efficiency and minimize material handling:

- 1. Waste Receipt & Sorting:** Manual color/blend segregation of jhut; magnetic separation for metal removal.
- 2. Garnetting & Opening:** Rag-tearing of cotton waste; parallel precision bale opening for polyester fiber.
- 3. Precision Blending & Blowroom:** Metered 60:40 blend feeding into multi-mixer cleaning lines.
- 4. Carding & Draw Framing:** Blend-duty carding to form sliver; 2-passage autoleveller draw frames for fiber parallelism.
- 5. Open-End Rotor Spinning:** 2,160 high-speed rotors across 5 frames spinning yarn directly without roving.
- 6. Winding, Conditioning & Packing:** Auto-doffing, yarn waxing, electronic clearing, humidification, and export carton packing.

Utilities & Infrastructure Provisions

- **Power:** Sanctioned grid demand of 1,500 KVA (specific energy consumption: 1.55 kWh/kg yarn @ BDT 12.50/unit) backed by a 1,000 KVA heavy-duty diesel generator.
- **Water:** Daily process water requirement of 40 m³ for humidification and domestic use.
- **Manpower:** 183 total workforce (18 managerial/technical + 165 skilled/semi-skilled workers) with an annual gross wage bill of BDT 41.96 Million (including 15% bonus/PF/gratuity).

Financial Projections & Profitability Analysis (5-Year Plan)

Financial projections reflect steady revenue expansion, expanding gross margins, and exceptional net profit conversion due to zero interest costs.

Financial Metric (BDT M)	Year 1	Year 2	Year 3	Year 4	Year 5
Gross Revenue / Turnover	536.62	608.17	643.95	679.73	679.73
Net Raw Material Cost (60:40)	228.52	258.98	274.22	289.45	289.45
Utilities, Labour & Overheads	126.14	135.69	140.45	145.23	145.23
TOTAL CASH COST OF PRODUCTION	354.66	394.67	414.67	434.68	434.68
EBITDA (Operating Profit)	181.96	213.50	229.28	245.05	245.05
EBITDA Margin (%)	33.9%	35.1%	35.6%	36.1%	36.1%
Less: Depreciation (WDV)	102.50	83.92	68.86	56.63	46.67
Less: Financial Interest Cost	0.00	0.00	0.00	0.00	0.00
Profit Before Tax (PBT)	79.46	129.58	160.42	188.42	198.38
Less: Income Tax @ 15%	11.92	19.44	24.06	28.26	29.76
PROFIT AFTER TAX (PAT)	67.54	110.14	136.36	160.16	168.62
Net Profit Margin (%)	12.6%	18.1%	21.2%	23.6%	24.8%
Cash Accrual (PAT + Depr.)	170.04	194.06	205.22	216.79	215.29

Projected Balance Sheet Summary

Balance Sheet (BDT M)	Year 1	Year 2	Year 3	Year 4	Year 5
Net Fixed Assets (Land, Bldg, Mach)	582.50	498.58	429.72	373.09	326.42
Inventories & Trade Debtors	109.53	109.53	109.53	109.53	109.53
Cash & Bank Balances	187.07	381.13	586.35	803.14	1,018.43
TOTAL ASSETS	879.10	989.24	1,125.60	1,285.76	1,454.38
Share Capital (IPO Proceeds)	550.00	550.00	550.00	550.00	550.00
Promoter Capital (Internal Accrual)	250.29	250.29	250.29	250.29	250.29
Retained Earnings / Surplus	67.54	177.68	314.04	474.20	642.82

Current Liabilities (Trade Creditors)	11.27	11.27	11.27	11.27	11.27
TOTAL EQUITY & LIABILITIES	879.10	989.24	1,125.60	1,285.76	1,454.38

DCF Valuation, Key Financial Ratios & Investment Metrics

Discounted Cash Flow (DCF) analysis at a 12.00% Weighted Average Cost of Capital (WACC) validates the project's robust financial returns:

Investment Appraisal Metric	Projected Value	IPO Investor Significance
Net Present Value (NPV @ 12%)	BDT 23.06 Million	Strong positive value indicating substantial equity value creation.
Internal Rate of Return (IRR)	13.01%	Exceeds the hurdle cost of capital (12.00%).
Modified IRR (MIRR)	12.64%	Realistic reinvestment rate benchmarked metric.
Accounting ROI on Equity	16.06%	Average Annual PAT (BDT 128.56M) / Total Equity.
Simple Payback Period	4.05 Years	Rapid capital recovery within initial operating horizon.
Discounted Payback Period	4.82 Years	Payback achieved within 5-year study timeframe.
Current Ratio (Year 1 -> Year 5)	26.32x -> 100.09x	Exceptional liquidity driven by cash buildup and zero debt.
Debt-to-Equity / Interest Cover	0.00x / N/A	Complete absence of debt eliminates financial insolvency risk.

Strategic Risk Analysis & Mitigations

- **Raw Material Price Volatility:** Mitigated via direct, long-term supply contracts with 8-10 major RMG export factories in the Dhaka-Gazipur-Narayanganj cluster, bypassing trading intermediaries.
- **Quality Perception Risk:** Countered by adhering to Uster-benchmarked laboratory standards and obtaining Global Recycled Standard (GRS) and Higg Index certifications to fulfill global retail brand mandates (e.g., H&M, Inditex, PVH).
- **Power & Energy Security:** Addressed through a dedicated 1,500 KVA electrical sub-station coupled with a 1,000 KVA standby diesel generator to ensure uninterrupted 24/7 spinning operations.
- **Market Off-Take & Price Risk:** Driven by a 20%-45% price advantage of recycled OE yarn over virgin cotton yarn, isolating downstream mills from global raw cotton import bottlenecks and foreign exchange LC constraints.

CHAPTER (28)

DESCRIPTION OF DEBT SECURITIES AND PREFERENCE SHARE, WITHOUT CONVERSION FEATURES

The Company has not issued any debt security.

CHAPTER (29)

MARKETS FOR THE SECURITIES BEING OFFERED

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



Dhaka Stock Exchange

DSE Head Office: Plot # 46, Road # 21,
Nikunja-2, Dhaka-1229, Bangladesh.



Chittagong Stock Exchange PLC

Dhaka Office: 52-53, Dilkusha C/A,
(level-15), Dhaka-1000, Bangladesh.

DECLARATION ABOUT LISTING OF SHARES WITH STOCK EXCHANGE(S)

None of the stock exchange(s), if for any reason, grants listing within 30 (Thirty) days from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within 15 (Fifteen) days from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said 30 (Thirty) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid 15 (Fifteen) days, the Directors of the company, in addition to the issuer company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) above the bank rate, to the subscribers concerned.

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

TRADING AND SETTLEMENT

Trading and settlement regulation of the stock exchanges shall apply in respect of trading and settlement of the shares of the Company.

The issue shall be placed in "N" Category with DSE and CSE.

CHAPTER (30)

DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

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

a) Dividend, voting and preemption rights;

The share capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting right in person or by proxy in connection with, among others, election of Directors & Auditors and other usual agenda of General Meeting – Ordinary or Extra Ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present in person or by proxy shall have one vote for every share held by him or her. In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled to Issue of Right shares in terms of the guidelines issued by the Bangladesh Securities and Exchange Commission from time to time.

b) Conversion and liquidation rights;

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

c) Dividend policy;

- (i) The profit of the company, subject to any special right relating thereto created or authorized to be created by the Memorandum of Association and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the capital paid-up on the shares held by them respectively.
- (ii) No larger dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net Profit of the Company shall be conclusive.
- (iii) No dividend shall be payable except out of profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
- (iv) The Directors may from time to time pay the members such interim dividend as in their judgment the financial position of the Company may justify.
- (v) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
- (vi) There is no limitation on the payment of dividends to the common stockholders of the Company.

d) Other rights of the securities holders.

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

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

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

CHAPTER (31)

FINANCIAL STATEMENTS

- (a) The latest financial statements prepared and audited in accordance with the requirements of the Securities and Exchange Rules, 2020, the applicable International Financial Reporting Standards (IFRS)/International Accounting Standards (IAS) as adopted in Bangladesh, and shall have such financial statements audited in conformity with the International Standards on Auditing (ISA), the Financial Reporting Act, 2015, the Companies Act. 1994, and other applicable legal and regulatory requirements:**

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SCANDEX (BD) LIMITED**

Opinion

We have audited the financial statements of **SCANDEX (BD) LIMITED** (the Company), which comprise the statement of financial position as at **30 June, 2026**, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at **30 June, 2026**, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB) and adopted by Financial Reporting Council (FRC) of Bangladesh.

Basis for Opinion

We our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), as adopted by the Financial Reporting Council (FRC) as applicable to audits of financial statements of public interest entities, together with the ethical requirements Of the Institute of Chartered Accountants of Bangladesh (ICAB) Bye-Laws that are relevant to audits of the financial statements of public interest entities in Bangladesh. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

1. Recognition of Revenue

Ref: Note 20 & 3.10

Key audit matters	How our audit address the matter
Export Sales Revenue is recognized for FY: 2025-26 is Tk. 1,890,784,228/- Revenue recognition have significant and widespread influence over the financial statements and plays a vital role in calculating Corporate Tax. Since, revenue recognition is one of the performance indicators in almost all sector, there always exist risk of revenue smoothing or window dressing.	-Our procedures included, among others, but not limited to, obtaining an understanding of the export sales execution processes and relevant controls relating to the accounting and customer contracts. -We tested the completeness of journal entries compared to financial statements and make sure that there are no unusual items. -On sample basis, we tested the export proceed documents and other supporting like bill of export, commercial invoice, insurance documents, LC Copies, export realization in bank statements and also check some receivables balances of material figure to match against balance sheet date. We also review the sales contract agreements with different buyer.

Corporate Office : 142/B, Green Road (4th & 5th Floor), Dhaka-1215, Bangladesh.

Motijheel Office : Rahman Chamber (5th Floor), 12-13, Motijheel C/A, Dhaka-1000, Bangladesh.

Mogbazar Office : Green Satmahal (10th Floor), 206-208, Wireless, Mogbazar Dhaka-1217, Bangladesh.

Telephone : +880 2222242506, +880-09666 76 86 76 | Fax : +880-2- 9565767 | E-mail : info@aucbd.com | Web: www.aucbd.com

Under IFRS 15 revenue is recognized when a performance obligation is satisfied by transferring control over a promised good or service.	-We further performed testing for to verify valuation of WIP balances. This included reconciling accounting entries to supporting documentation. When doing this, we specifically put emphasis on those transactions occurring close before or after the balance sheet date to obtain sufficient evidence over the accuracy of cut-off. -We call for a bank confirmation from to verify that appropriate deductions were made on account of Advance Income Tax (AIT) on revenue from export. -we checked disclosure requirement as per IFRS-15
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2.Inventory Valuation
Ref: Note 8.00 & 3.2

Key audit matters	How our audit address the matter
The company has shown sum of Tk. 204,708,226/- as closing inventory which represents 15.32 % of total assets & 18.35 % of total current assets. Inventories are usually carried in financial statements at the lower of cost and net realizable value. Since frequent changes in customer demand is unavoidable in manufacturing industry and a large quantity of raw material is held. As a result, there is risk that the carrying value of inventory exceeds net realizable value.	Our audit approach includes but not limited to the followings: -We gained an understanding of recording and valuation methods regarding Inventory. -We made sure that closing balances care carried forward correctly and current year purchase amounts are in agreement with ledger balances. -We carried out analytical procedure to identify unusual fluctuation. -We obtained the yearend inventory count report with segregated value. - We retest the NRV calculation made the company and consider relevant assumptions made. -We reviewed the company's policy of accounting for obsolete, damaged & slow moving items along with procedure for disposal. -We have checked the physical safeguard of inventory held at warehouse of the company. - We collect and review the import purchase/local procurement document of inventory items along with LC , delivery challan / GRN. -We have also considered the adequacy of the company's disclosures in respect of the levels of provisions against inventory as per IAS-2.



3. Property, Plant and Equipment Ref: Note 4.00 & 3.01	
Key audit matters	How our audit address the matter
In the year ended 30th June, 2026 the company accounted for Property Plant and Equipment WDV of Tk. 200,708,186 /- & Tk. 67,990,782 /- as current year addition to fixed asset. The written down balance represents around 15.02 % of total assets. Large amount and number of fixed assets and subsequent additions subject to huge amount of depreciation charged against profit. Error in addition to fixed asset & depreciation calculation could result in over or understatement of profit / assets.	-We obtained asset register and confirm the opening balances that are carried forward from last year. -We obtained current year purchase / addition to fixed asset documents and ensure their complete recording in ledger. -We checked purchase documents of asset additions (PO, delivery challan, invoice, payment methods, Tax & VAT compliance) to assess the reliability of value recorded. -We inspected the physical existence of the assets capitalized in current year along with the verification of company's legal rights on those assets. -We recalculate the depreciation charged against assets in current year. -We carried out analytical procedure to detect any unusual fluctuation in value in comparison with last year. -We evaluate the appropriateness of disclosures in financial statements in line with IAS-16.

Other information

This is our first year audit for the company. Another independent auditor has expressed an Unqualified Opinion on the financial statements for the year ended 30 June, 2025.

Management is responsible for the other information. The other information comprises all of the information in the Annual report other than the financial statements and our Auditors report thereon the directors are responsible for the other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of (consolidated) financial statements that give a true and fair view in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of (consolidated) financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance



with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, The Securities and Exchange Rules-2020 and Financial Reporting Act-2015, we also report the following:

- a) we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books; and
- c) the statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and returns ; and
- d) the Financial Statements have been prepared in accordance with standards, framework, compliance and guidelines adopted and promulgated by Financial Reporting Council.

Dhaka

Date: 28 OCT. 2026.

Mohammad Shabbir Hossain FCA

Enrollment No: 1048

Partner

Ashraf Uddin & Co.

FRC Enlistment No: CAF-001-072

Chartered Accountants

DVC: 261028 1048 AS 520395



Scandex (BD) Limited
Statement of Financial Position
As at 30 June 2026

Particulars	Notes	Amount in Taka	
		30-Jun-2026	30-Jun-2025
ASSETS			Restated
Non-Current Assets		220,595,521	172,150,979
Property, Plant & Equipment	4.00	200,708,186	150,779,608
Machinery-in-Transit	5.00	-	6,021,120
Right-of-Use Asset	6.00	12,282,651	15,294,018
Deferred Tax Asset	7.00	7,604,684	56,233
Current Assets		1,115,335,019	1,471,914,992
Inventories	8.00	204,708,226	228,401,466
Trade & Other Receivables	9.00	251,779,486	129,387,449
Advances, Deposits & Prepayments	10.00	10,722,445	40,438,820
Advance Income Tax	11.00	58,487,741	27,826,695
Short Term Investments	12.00	459,028,808	366,228,659
Cash and Cash Equivalents	13.00	130,608,313	679,631,903
Total Assets		1,335,930,541	1,644,065,970
EQUITY AND LIABILITIES			
Shareholder's Equity		1,002,393,134	795,195,826
Share Capital	14.00	756,000,000	504,000,000
Retained Earnings		239,902,868	291,382,174
Other Comprehensive Income		6,490,266	(186,348)
Non-Current Liabilities		19,156,957	22,292,457
Lease Liability - Net-off Current Maturity	15.00	19,156,957	22,292,457
Current Liabilities and Provisions		314,380,450	826,577,687
Lease Liability - Current Maturity	15.00	2,139,696	2,460,650
Trade & Other Payables	16.00	216,153,817	763,509,647
Interest Payable	17.00	-	4,720,748
Provision & Accrued Expenses	18.00	32,748,411	26,170,103
Provision for Income Tax	19.00	63,338,526	29,716,541
Total Equity and Liabilities		1,335,930,541	1,644,065,970
Net Asset Value (NAV) Per Share (Annexure - B)		13.26	10.52

The annexed notes and Annexures form an integral part of these financial statements.

Sd/-
Chairman

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Sd/-
Chief Financial Officer

Signed in terms of our separate report of even date.

Sd/-
Mohammad Shabbir Hossain, FCA
Enrollment No: 1048
Partner
Ashraf Uddin & Co.
Chartered Accountants
Firm FRC Enlistment No: CAF-001-072
DVC:

Place: Dhaka
Dated:

Scandex (BD) Limited
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2026

Particulars	Notes	Amount in Taka	
		30-Jun-2026	30-Jun-2025
			Restated
Turnover	20.00	1,890,784,228	1,859,930,789
Cost of Goods Sold	21.00	(1,710,972,553)	(1,681,380,225)
Gross Profit		179,811,674	178,550,564
Other Operating Income	22.00	48,353,900	34,602,100
Operating Expense			
Administrative Expenses	23.00	(25,650,307)	(22,689,554)
Selling Expenses	24.00	(16,122,018)	(14,781,403)
Profit from Operation		186,393,250	175,681,706
Finance Cost	25.00	(15,208,627)	(22,429,129)
Net Profit from Operation		171,184,623	153,252,578
Non Operating Income	26.00	57,681,386	26,937,097
Profit Before Contribution to WPPF & Welfare Fund		228,866,009	180,189,675
Contribution to Welfare Fund		(522,226)	(570,032)
Profit Before Tax		228,343,784	179,619,643
Income Tax Expense		(27,823,090)	(31,473,961)
Current Tax Expenses	27.00	35,371,541	28,334,212
Deferred Tax Expenses /(Income)	7.00	(7,548,451)	3,139,749
Profit after Tax		200,520,694	148,145,683
Other Comprehensive Income			
Unrealized Gain/(Loss) on Quoted Shares	28.00	6,490,266	(186,348)
Comprehensive Income for the year		207,010,960	147,959,335
Earning Per Share (Annexure - B)		2.65	1.96

The annexed notes and Annexures form an integral part of these financial statements.

Sd/-
Chairman

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Sd/-
Chief Financial Officer

Signed in terms of our separate report of even date.

Sd/-
Mohammad Shabbir Hossain, FCA
Enrollment No: 1048
Partner
Ashraf Uddin & Co.
Chartered Accountants
Firm FRC Enlistment No: CAF-001-072
DVC:

Place: Dhaka
Dated:

Scandex (BD) Limited
Statement of Changes in Owners' Equity
For the year ended 30 June 2026

Particulars	Amount in Taka			
	Share Capital	Retained Earnings	Other Comprehensive Income	Total
Balance as on 01 July 2025	504,000,000	290,469,333	1,889,886	796,359,219
Restated due to correction in Opening of FV adjustment IAS-8	-	-	(2,076,234)	(2,076,234)
Adjustment for IFRS-16 & IFRS-9	-	912,841	-	912,841
Adjusted Opening balance	504,000,000	291,382,174	(186,348)	795,195,826
Adjustment for IFRS-9	-	-	186,348	186,348
Bonus Shares issued	252,000,000	(252,000,000)	-	-
Profit after Tax	-	200,520,694	-	200,520,694
Unrealized Gain on Sales of Quoted Share	-	-	6,490,266	6,490,266
Balance as on 30 June 2026	756,000,000	239,902,868	6,490,266	1,002,393,134

For the year ended 30 June 2025

Balance as on 01 July 2024	504,000,000	142,323,651	-	646,323,651
Bonus Shares issued	-	-	-	-
Profit after Tax	-	148,145,683	-	148,145,683
Unrealized Gain on Sales of Quoted Share	-	-	1,889,886	1,889,886
Balance as on 30 June 2025	504,000,000	290,469,333	1,889,886	796,359,219

150,035,569

The annexed notes and Annexures form an integral part of these financial statements.

Sd/-
Chairman

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Sd/-
Chief Financial Officer

Signed in terms of our separate report of even date.

Place: Dhaka
Dated:

Scandex (BD) Limited
Statement of Cash Flows
For the year ended 30 June 2026

Particulars	Amount in Taka	
	30-Jun-2026	30-Jun-2025
Cash flows from Operating Activities		
Cash receipts from customers and others	1,769,393,845	1,899,108,186
Cash paid to suppliers and employees	(1,646,794,318)	(1,871,144,680)
Cash Generated from Operations	122,599,527	27,963,506
	(2,074,169)	(10,420,006)
Finance Cost	(18,017,467)	(15,594,861)
Income Tax Paid	(32,410,601)	(29,427,246)
Cash Incentive	48,353,900	34,602,100
Miscellaneous Income	-	-
Net Cash Generated from Operating Activities (a)	120,525,359	17,543,500
Cash Flows from Investing Activities		
Acquisition of Fixed Assets	(67,110,682)	(91,359,730)
Advance Against Land	21,000,000	(19,400,000)
Security Deposit	-	(58,101)
Short Term Investments	(86,309,883)	(109,376,011)
Dividend Income	6,770,500	1,632,000
Interest on Bank Account (CD & SND)	707,959	1,032,498
Interest Income on FD	26,802,271	21,671,777
Gain /(Loss) on Sale of Share	22,449,774	1,527,302
Net Cash Used in Investing Activities (b)	(75,690,060)	(194,330,265)
Cash flows from financing activities		
Net Increase /(Decrease) in Finance Lease Liabilities	(2,460,650)	(2,460,650)
Net Increase /(Decrease) in Short Term Loan	(591,435,083)	435,021,439
Net Cash Generated /(Used) in Financing Activities (c)	(593,895,733)	432,560,789
Increase /(Decrease) in Cash and Cash Equivalents (a+b+c)	(549,060,434)	255,774,024
Effect of Foreign exchange rate Change	36,844	13,369,161
Cash and cash equivalents at beginning of year	679,631,904	410,488,719
Cash and Cash Equivalents at end of year	130,608,313	679,631,903
Closing Cash & Cash Equivalents represents:	30-Jun-2026	30-Jun-2025
Cash and Cash Equivalents (Note - 12.00)	130,608,313	679,631,903
	130,608,313	679,631,903
Net Cashflow generated from Operations / Per Share (Annexure - B)	1.59	0.23

The annexed notes and Annexures form an integral part of these financial statements.

Sd/-
Chairman

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Sd/-
Chief Financial Officer

Signed in terms of our separate report of even date.

Place: Dhaka
Dated:

Scandex (BD) Limited
Notes to the Financial Statements
For the year ended 30 June 2026

1 Reporting Entity

1.1 About the Company

Scandex (BD) Ltd (herein after referred as "the Company") was incorporated as private limited Company (Limited by shares) on 10th October 2001 under The Companies Act 1994.

The Company started its commercial operation by Dec 2001 and had operations on hold by March 2013. Subsequently during October 2018, the business was revived by establishing new factory set up in Gourpur, B-Bangla, Ashulia, Savar, Dhaka. The Company has its office at the Gourpur, B-Bangla, Ashulia, Savar, Dhaka.

The Company had been converted from Private Limited Company (Limited by Shares) to Public Limited Company (Limited by Shares) on 12th July 2021.

1.2 Nature of Business

This is a Hundred percent export oriented company that engaged in manufacturing various types of ready made garments of international standards.

1.3 Statement of Share Position

The authorized capital of the Company is Tk. 1,500,000,000 divided into 150,000,000 numbers of ordinary shares of Tk. 10 each.

Shareholding of Scandex (BD) Limited is as follows:

Shareholding of Standard (BB) Limited is as follows:

Shareholders' Name	Number of Shares		Percentage of Holdings	
	30-Jun			
	2026	2025	2026	2025
Fardeen Ahmed Patwary	69,526,800	46,351,200	93.66%	90.00%
Faisal Ahmed	3,024,000	2,016,000	3.16%	10.00%
Faruque Ahmed	3,024,000	2,016,000	3.16%	0.00%
Ishtique Ahmed Chowdhury	5,040	3,360	0.01%	0.00%
Md. Shoquet Rashed Mamun	5,040	3,360	0.01%	0.00%
Md. Nazmul Haque	5,040	3,360	0.01%	0.00%
M Khairul Alam	5,040	3,360	0.01%	0.00%
Md. Lutfor Rahman	5,040	3,360	0.01%	0.00%
	75,600,000	50,400,000	100%	100%

2 Basis of Preparation

2.1 Basis of Measurement

The financial statements of the company have been prepared under International Financial Reporting Standards (IFRSs) based on historical cost convention without taking into account the effect of inflation.

2.2 Statement of Compliance

The financial statements have been prepared in compliance with the requirements of the International Financial Reporting Standards (IFRSs), Companies Act 1994, The Financial Reporting Act-2015 and applicable local laws and regulations as applicable and in accordance.

2.3 Application of International Financial Reporting Standards (IFRSs) and International Accounting Standards (IASs)

Financial statements of the company have been prepared in accordance with the International Financial Reporting Standards (IFRSs) and International Accounting Standards (IASs) as adopted by The Institute of Chartered Accountants of Bangladesh (ICAB). The list of applied IFRSs/IASs are given below:

(IASs):

SL No	Name of The Accounting Standards	Ref No	Status of Application
1	Presentation of Financial Statements	IAS-1	Applied
2	Inventories	IAS-2	Applied
3	Statement of Cash Flows	IAS-7	Applied
4	Accounting Policies, Changes in Accounting Estimates and Errors	IAS-8	Applied
5	Events after the Reporting Period	IAS-10	Applied
6	Income Taxes	IAS-12	Applied
7	Property, Plant and Equipment	IAS-16	Applied
8	Employee Benefits	IAS-19	Applied
9	Accounting for Government Grants and Disclosure of Government Assistance	IAS-20	N/A
10	The Effects of Changes in Foreign Exchange Rates	IAS-21	Applied
11	Borrowing Cost	IAS-23	Applied
12	Related Party Disclosure	IAS-24	Applied
13	Separate Financial Statements	IAS-27	N/A
14	Investments in Associates and Joint Ventures	IAS-28	N/A
15	Financial Reporting in Hyperinflationary Economies	IAS-29	N/A
16	Earnings Per Share	IAS-33	Applied
17	Interim Financial Reporting	IAS-34	N/A
18	Impairment of Assets	IAS-36	Applied
19	Provisions, Contingent Liabilities and Contingent Assets	IAS-37	Applied
20	Intangible Assets	IAS-38	Applied
21	Investment Property	IAS-40	N/A
22	Agriculture	IAS-41	N/A

(IFRSs):

SL No	Name of The Accounting Standards	Ref No	Status of Application
1	First-time Adoption of International Financial Reporting Standards	IFRS-1	N/A
2	Share-based Payment	IFRS-2	N/A
3	Business Combinations	IFRS-3	N/A
4	Non-current Assets Held for Sale and Discontinued Operations	IFRS-5	N/A
5	Exploration for and Evaluation of Mineral Resources	IFRS-6	N/A
6	Financial Instruments: Disclosures	IFRS-7	Applied
7	Operating Segments	IFRS-8	Applied
8	Financial Instruments	IFRS-9	Applied
9	Consolidated Financial Statements	IFRS-10	N/A
10	Joint Arrangements	IFRS-11	N/A
11	Disclosure of Interests in Other Entities	IFRS-12	N/A
12	Fair Value Measurement	IFRS-13	Applied
13	Revenue from Contracts with Customers	IFRS-15	Applied
14	Leases	IFRS-16	Applied
15	Insurance Contracts	IFRS-17	Applied

2.4 Regulatory Compliance

The Financial Reporting Act, 2015 (FRA) was enacted in 2015. The Financial Reporting Council (FRC) under the FRA has been formed in 2017 but the Financial Reporting Standards (FRS) under this council is yet to be issued for public interest entities such as listed and non listed entities.

As the FRS is yet to be issued by FRC hence as per the provisions of the FRA (section-69), the financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and the Companies Act, 1994. The title and format of these financial statements follow the requirements of IFRSs which are to some extent different from the requirements of the Companies Act, 1994. However, such differences are not material and in view of management, IFRS format gives a better presentation to the shareholders.

The Company is required to comply with amongst others, the following laws and regulations with latest amendments:

- § International Financial Reporting Standards (IFRSs)
- § The Companies Act 1994
- § The Income Tax Act 2023
- § The Income Tax Rules 2025
- § The Value Added Tax and Supplementary Duty Act, 2012 with latest amendments
- § The Value Added Tax and Supplementary Duty Rules, 2016 with latest amendments

2.5 Presentation of Financial Statements

The presentation of these financial statements is in accordance with the guidelines provided by IAS 1: Presentation of Financial Statements.

The Board of Directors is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994.

The Financial Statements Comprise of:

- (a) Statement of Financial Position as at 30 June 2026;
- (b) Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2026;
- (c) Statement of Changes in Equity for the year ended 30 June 2026;
- (d) Statement of Cash Flows for the year ended 30 June 2026 and
- (e) Notes, comprising summary of significant accounting policies and explanatory information.

2.6 Functional and Presentation Currency

The financial statements have been prepared and presented in Bangladesh Currency (Taka/Tk/BDT), which is the company's functional currency. All financial information presented has been rounded off to the nearest Taka except where indicated otherwise.

2.7 Accrual Basis

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

2.8 Use of Estimates and Judgments

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses.

Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Assumptions and Estimation Uncertainties

Information about assumptions and estimation uncertainties at 30 June 2026 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

Property, Plant and Equipment
Inventories

Restatement and Rearrangements

Restatement: The company decided to recognize Investment in Quoted Shares through FVTOCI from current year. Previously, the accounting were performed through profit and loss. This is considered as a policy change and as per IAS-8 retrospective adjustment has been given for all practicable previous accounting period/year.

Rearrangement: The company presented 'Advance Income Tax' as a netted off item with 'Income Tax Provision' in current liability section previously. From current year, to ensure more fair presentation and clarity the management has decided to recognize Advance Income Tax as current Asset avoiding netting off

2.9 Going Concern

The financial statements of the Company have been prepared on a going concern basis. As per management assessment there are no material uncertainties related to events or conditions which may cast significant doubt upon Company's ability to continue as a going concern. Besides, the management is not aware of any other material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern, which is most unlikely though yet considering overall perspectives.

2.10 Reporting Period

According to Income Tax Act 2023, Financial statements of companies other than Bank, Insurance and Financial Institutions must cover the period from July to June consistently. However, it is also stated that companies having a parent company incorporated outside Bangladesh can follow different financial year for the purpose of consolidation.

Financial statements of the company cover the period from 01 July to 30 June consistently.

2.11 Comparative Information

Comparative information has been disclosed in respect of the year 2026 for all numerical information in the financial statements and also the narrative and descriptive information where it is relevant for understanding the current year's financial statements.

Figures for the year 2025 have been re-arranged wherever considered necessary to ensure better comparability with the current year's financial statements and to comply with relevant IFRSs.

3 Significant Accounting Policies

Accounting policies set out below shall be applied consistently to all periods presented in these financial statements:

3.01 Property, Plant and Equipment

(a) Recognition and Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the assets.

Parts of an item of property, plant and equipment having different useful lives, are accounted for as separate items (major components) of property, plant and equipment.

(b) Borrowing Costs

In respect of major projects involving construction, related pre-operational expenses form part of the value of assets capitalized.

Interest bearing Bank Loans and Overdrafts shall be recorded at the proceeds received and net off transaction costs. Borrowing cost directly attributable to the acquisition and construction of plant and Equipment are capitalized as part of those assets.

(c) Subsequent Costs

The company recognizes in the carrying amount of an item of property, plant and equipment, the cost of replacing part of such an item when that cost is incurred, it is probable that the future economic benefits embodied with the item will flow to the company and the cost of the item can be measured reliably. Expenditure incurred after the assets have been put into operation, such as repairs and maintenance are normally charged off as revenue expenditure in the period in which it is incurred. In situation where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefit expected to be obtained from the use of the fixed assets, the expenditure is capitalized as an additional cost of the assets. All other costs are recognized to the statement of comprehensive income as expenses (if incurred). All upgradation/enhancement are generally charged off as revenue expenditure unless they bring similar significant additional benefits.

(d) Depreciation

i. All items of property, plant and equipment have been depreciated on reducing balance basis. Depreciation on additions are charged from the year of acquisition. On disposal of an asset, depreciation is charged up to the year prior to the disposal. No depreciation is charged for land and assets under construction. The Company is following this policy consistently from past years.

ii. Depreciation has been charged following rates considering the useful life of respective asset in accordance with the requirement IAS-16: Property, Plant & Equipment.

iii. During the year evaluation on the utilisation of the assets are undertaken by the Management and found that it would be prudent to have depreciation allocation in ratio of 80% to the factory overheads and 20% to the Administration Expenses.

The rates at which the assets are depreciated per annum are as follows:

Category of asset	30-Jun	
	2026	2025
Plant & Machinery	20%	20%
Electrical Installation	20%	20%
Office Equipment	10%	10%
Furniture and fittings	10%	10%
Vehicles	20%	20%
Computer & IT Equipment	30%	30%
Factory Fittings	20%	20%

(e) Impairment of Assets

The carrying amounts of the property, plant and equipment are reviewed at each balance sheet date or whenever there is any indication of impairment. If any such indication exists, the assets recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of the asset exceeds its recoverable amount. Impairment losses, if any, are recognized in the statement of profit and loss account and other comprehensive income.

(f) Retirements and Disposals

An asset is derecognised on disposal or when no further economic benefits are expected from its use. Gain or loss on disposal of an asset is determined as the difference of net disposal proceeds and the carrying amount of the asset and is recognised as gain or loss from disposal of asset under other income/expense in the statement of profit or loss and other comprehensive income.

3.02 Inventories

Inventories have been valued at cost being lower than net realizable value. ☐

The cost of inventories is based on weighted average method, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In case of manufactured inventories and work in process, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling and distribution expenses.

3.03 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Non-derivative financial instruments comprise deposits, trade and other receivables, cash and cash equivalents, trade and other payables, share capital and interest-bearing borrowings.

3.03.1 Financial Assets

The company initially recognises receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the date at which the company becomes a party to the contractual provisions of the transaction.

The company derecognises a financial asset when the contractual rights or probabilities of receiving the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

The company's financial assets include cash and cash equivalents, accounts receivable, other receivables and deposits, Short Term investments.

(a) Trade and Other Receivables

Trade receivables are created at original invoice amount less any provisions for doubtful debts. Provisions are made where there is evidence of a risk of non-payment, taking into account ageing, previous experience and general economic conditions. When an accounts receivable is determined to be uncollected it is written off, firstly against any provision available and then to the statement of profit or loss and other comprehensive income. Subsequent recoveries of amounts previously provided for are credited to the statement of profit or loss and other comprehensive income.

(b) Advances, Deposits and Prepayments

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deductions, adjustments or charges to other account heads.

Deposits are measured at the amount which is actually paid.

Prepayments are initially measured at cost. After initial recognition, prepayments are carried at cost less any adjustments or charges to the statement of profit and loss and other comprehensive income.

(c) Cash and Cash Equivalents

Cash and cash equivalents include cash in hand and at banks. Cash and cash equivalents are short-term and highly liquid investments that are readily convertible to known amounts of cash and that are subject to insignificant risk of changes in value.

(d) Investment in Shares

Scandex (BD) Ltd. has elected to designate equity investments as measured at Fair Value through Profit or Loss (FVPL). The company has initially recorded marketable securities at fair value plus transaction costs and then remeasured at subsequent reporting dates to fair value. Fair value remeasurement gains and losses are recognized in profit or loss account.

Dividends on equity investments and distributions from funds are recognized in the income statement when Scandex (BD) Ltd.'s right to receive payment is established.

3.03.2 Financial Liabilities

The company initially recognizes financial liabilities on the transaction date at which the company becomes a party to the contractual provisions of the liability.

The company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. Financial liabilities include accounts payable, payable to government and autonomous bodies, VAT payables, accrued interests and other payables.

(a) Trade and Other Payables

Trade payables and other financial liabilities (payable to government and autonomous bodies, accrued interest, VAT payables and other liabilities) are recognized when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the company of resources embodying economic benefits.

(b) Loans and Borrowings

The Company derecognises loans and borrowings when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises loans and borrowings when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

(c) Offsetting a Financial Asset and a Financial Liability

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.04 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares, net of any tax effects, are recognised as a deduction from equity.

Paid up capital represents total amount contributed by the shareholders and bonus shares, if any, issued by the Company to the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to vote at shareholders' meetings. In the event of a winding up of the Company, ordinary shareholders rank after all other shareholders and creditors and are fully entitled to any residual proceeds of liquidation.

During the financial year 2021-2022, authorized share capital has been increased from 300,000,000 to 500,000,000 and the face value of share has been changed from 100 taka to 10 Taka each.

Additionally, during the financial year 2023-2024, authorized share capital has been increased from 500,000,000 to 1,000,000,000 and the face value of share has been remain unchanged Taka 10 each.

Furthermore, during the financial year 2025-2026, authorized share capital has been increased from 1,000,000,000 to 1,500,000,000 and the face value of the share has been remain unchanged Taka 10 each.

3.05 Taxation

(i) Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using applicable tax rate enacted or substantively enacted at the reporting period.

Applicable tax rate is 27.50%. But as per SRO 158/Law/Income Tax /2022 dated 01 June 2022, Exporter Company is entitled to reduced tax rate @ 12% on its business income. Furthermore, as per SRO-44/AIN/Income Tax-25/2024 Date- 4th March 2024, the company is enjoying tax rate @ 12% which will continue upto 30 June 2028.

The tax rate on Cash incentive income is 10% as per Section-112 of Income Tax Act 2023 which is final tax regarding section 163 (11) of Income Tax Act 2023.

The tax rate for Dividend Income is 20% as per section 117 of Income Tax Act 2023 which is final tax as per Schedule 7, Para 2(a).

The tax rate for Gain on Sale of Investments (Listed Equity Shares) is 15% and this is final tax as per Schedule 7, Para 1(a).

The tax rate for other income is 25.00%.

As per Section 163(6) of Income Tax Act 2023, the tax shall be the higher of (a) TDS or (b) Computed tax on disclosed income or (c) 0.60% on gross receipt.

(ii) Deferred Tax

Deferred tax is recognized in compliance with IAS-12 Income Taxes, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and amounts used for taxation purpose. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the date of statement of financial position. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity.

3.06 Value Added Tax (VAT)

The company is registered with VAT authority as exporter of ready-made garments vide registration number 001271561-0403. As a 100% exporter, the company is exempted from VAT payment. However, it withholds VAT from applicable payments to its suppliers and service providers as per VAT rule.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the deductible temporary difference can be utilized. Deferred tax assets are reviewed at each year-end and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.07 Employee Benefits

The company's employee benefits include the following:

Short-term Employee Benefits

Short-term employee benefits include salaries, bonuses, leave encashment, Service benefit etc. Obligations for such benefits are measured on an undiscounted basis and are expensed as the related service is provided.

Insurance Scheme

Employees of the company are covered under insurance schemes.

Contribution to WPPF & Welfare Fund

Central Worker's Welfare Fund :

This represents 0.03% from export proceeds deducted by bank for deposit with Central Worker's Welfare fund maintained by the Government.

3.08 Accruals

Accruals are liabilities to pay for goods or services that have been received or supplied but have not been paid, invoiced or formally agreed with the supplier, including amongst due to employees. Accruals are reported as part of trade and other payables.

3.09 Provisions

A provision is recognized in the statement of financial position when the Company has a legal or constructive obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate thereof can be made.

3.10 Revenue Recognition

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognized. It replaced IAS 18 Revenue, IAS 11 Construction Contracts and related interpretations.

The Company recognises as revenue the amount that reflects the consideration to which the Company expects to be entitled in exchange for goods or services when (or as) it transfers control to the customer. To achieve that core principle, IFRS 15 establishes a five-step model as follows:

- Identify the contract with a customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contract; and
- Recognise revenue when (or as) the entity satisfies a performance obligation.

Considering the five steps model, the Company recognises revenue when (or as) the Company satisfies a performance obligation by transferring a promised good to a customer. Goods are considered as transferred when (or as) the customer or its agent (forwarder/CFS) obtains control of that goods. Revenue from sale of goods is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).

The company has adopted IFRS 15 Revenue from contracts with customers respectively to each prior period presented in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors from **01 July 2018**. The adoption of this standard had no impact on the company's financial statements.

3.11 Earning Per Share

Earning per share(EPS) is calculated in accordance with IAS-33: Earnings Per Share, By divided by Basic Earnings by the weighted average number of ordinary share outstanding during the period.

Basic Earnings:

This represents profit or loss at the end of the period attributable to ordinary shareholders of the company.

Basic Earnings per Share:

This has been calculated by dividing profit or loss attributable to ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period.

Diluted Earnings per Share:

No diluted earnings per share is required to be calculated for the period presented as the Company has no dilutive potential ordinary shares.

3.12 Foreign Currency Transaction / Translation

The Financial records of the company are maintained and the financial statements are stated in Bangladesh Taka.

a. Foreign currency transactions are recorded at the applicable rates of exchange ruling at the transaction date.

b. The monetary asset and liabilities denominated in foreign currencies at the financial position date are translated at the applicable rates of exchanges ruling at that date.
All exchange differences are charged/credited to the statement of profit or loss and other comprehensive income.

3.13 Statement of Cash Flows

Statement of cash flows is prepared principally in accordance with IAS-7 "Statements of Cash Flows" and the cash flows from the operating activities have been presented under direct method.

3.14 Lease Rental for Buildings

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

Company as a lessee

The company applies a single recognition and incasurement approach for all leases. The Company recognises lcase liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The company utilizes a lease rental building with a 20 year period lease term.

(i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the dale the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remcasurement of lcase liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised and lease payments made al or before the commencement date less any lease incentives received.

The right of use assets would include the following amounts, where relevant any payments made to the lessor at, or before, the commencement date of the lease, less any lease incentives received. Any initial direct costs incurred by the lessee.

The right of use asset is subsequently depreciated. Depreciation is over the shorter of the useful life of the asset and the lease term, unless the title to the asset transfers at the end of the lease term, in which case depreciation is over the useful life.

ii) Lease liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including, in- substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting, from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
4.00	Property, Plant & Equipment		
	This represents as follows :		
	A. At Cost		
	Opening Balance	307,536,333	216,329,098
	Add: Addition during the year	67,990,782	91,207,235
	Less: Disposed during the year	-	-
		375,527,115	307,536,333
	B. Accumulated Depreciation		
	Opening Balance	156,756,726	141,112,720
	Add: Addition during the year	18,062,203	15,644,006
	Less: Disposed during the year	-	-
		174,818,929	156,756,726
	Written Down Value as at 30.06.2026	200,708,186	150,779,608
	Details of fixed asset are shown in (Annexure - A)		
5.00	Machinery-in-Transit		
	This represents as follows :		
	Opening Balance	6,021,120	-
	Add : Addition during the year	-	6,021,120
	Less : Transfer to Property, Plant & Equipment	(6,021,120)	-
		-	6,021,120
6.00	Right-of-Use Asset		
	This represents as follows :		
	A. At Cost		
	Opening Balance	22,892,320	22,892,320
	Add: Addition during the year	-	-
	Less: Adjustments during the year	(2,985,954)	-
		19,906,366	22,892,320
	B. Accumulated Amortization		
	Opening Balance	7,598,302	6,429,333
	Add: Addition during the year	1,016,495	1,168,970
	Less: Adjustments during the year	(991,083)	-
		7,623,714	7,598,302
	Carrying Amount	12,282,651	15,294,018
7.00	Deferred Tax Asset		
	Deductible /(Taxable) Temporary Differences:		
	a) Property, Plant & Equipment		
	Accounting Base Carrying Value of PPE	200,708,186	150,779,608
	Tax Base Carrying Value of PPE	244,318,005	189,726,571
	Deductible Temporary Difference	43,609,819	38,946,963
	b) ROU Assets and Lease Liabilities		
	Accumulated Amortization of ROU Asset-Account Base	7,623,714	7,598,302
	Cumulative Finance Cost-Account Base	16,007,595	14,095,687
	Total Accounts Base Value	23,631,309	21,693,989
	Cumulative Rental Payment-Tax Base	14,374,597	12,234,901
	Taxable Temporary Difference	(9,256,712)	(9,459,088)

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
	c) Interest Receivable on FD		
	Accounting base value	-	6,052,317
	Tax base value	6,052,317	-
	Taxable Temporary Difference	6,052,317	(6,052,317)
	d) Interest Payable Short Term Loan		
	Accounting base value	-	4,720,748
	Tax base value	4,720,748	-
	Taxable Temporary Difference	4,720,748	(4,720,748)
	e) Fair Value Gain (Unrealized) on Investment in Shares		
	Accounting base value	-	1,889,886
	Tax base value	1,889,886	-
	Taxable Temporary Difference	1,889,886	(1,889,886)
	Total Deductible Temporary Differences (a+b+c+d+e)	47,016,058	16,824,924
	Applicable Tax Rate	12% & 27.50%	12% & 27.50%
	Deferred Tax Asset	7,604,684	56,233
	Deferred Tax Income /(Expense) arises as follows:		
	Closing Deferred Tax Asset	7,604,684	56,233
	Opening Deferred Tax Asset	56,233	3,195,982
	Deferred Tax Expenses /(Income)	(7,548,451)	3,139,749
8.00	Inventories		
	This represents as follows :		
	Raw materials	19,512,175	23,175,855
	Work in Process	166,508,706	190,225,766
	Finished Goods	18,687,345	14,999,845
		204,708,226	228,401,466
9.00	Trade & Other Receivable		
	This represents as follows :		
	Trade Receivables \$ 1,992,878.78	244,825,158	123,335,132
	Dividend Receivable	3,092,000	-
	Interest Receivable	3,862,328	6,052,317
		251,779,486	129,387,449
	Ageing of Trade Receivables		
	More than six months	-	-
	Less than six months	244,825,158	123,335,132
		244,825,158	123,335,132
	Disclosure as per Schedule XI, Part I, Para 4 of the Companies Act, 1994.		
	A Receivables considered good and in respect of which the Company is fully secured.	244,825,158	123,335,132
	B Receivables considered good for which the company holds no security other than the debtor's personal security.	-	-
	C Receivables considered doubtful or bad.	-	-

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
	D Receivables due by directors or other officers of the company of any of them either severally or jointly with any other person or Receivables due by firms or private companies respectively in which any directors is a partner or a director or a member.	-	-
	E Receivables due by companies under the same management.	-	-
	F The maximum amount of receivables due by directors or other officers of the company at any time during the period / year.	-	-
		244,825,158	123,335,132
10.00	Advances, Deposits & Prepayments		
	This represents as follows :		
	Advances (Note - 10.01)	10,532,632	40,249,007
	Prepayments (Note - 10.02)	131,712	131,712
	Security Deposit (Note - 10.03)	58,101	58,101
		10,722,445	40,438,820
	10.01 Advances		
	Advance against Salary	325,410	712,400
	Advance to Party	1,707,222	10,036,607
	Advance Against Land	5,500,000	26,500,000
	Advance against Factory Rent	3,000,000	3,000,000
		10,532,632	40,249,007
	[Note: AdvanceTk. 5,500,000 were made for a land located in Mouja- Bindan Thana-Pubail Metro, Dist-Gazipur. Baina Deed No: 7554/23]		
	10.02 Prepayments		
	Prepaid Insurance	131,712	131,712
		131,712	131,712
	10.03 Security Deposit		
	Dhaka Polli Biddut Shomity	58,101	58,101
		58,101	58,101
	Disclosure as per Schedule XI, Part I, Para 6 of the Companies Act, 1994.		
	Particulars	2025-26	2024-25
A	Advance, deposits & prepayments considered good and in respect of which the Company is fully secured.	10,722,445	40,438,820
B	Advance, deposits & prepayments considered good for which the company holds no security other than the debtor's personal security.	-	-
C	Advance, deposits & prepayments considered doubtful or bad.	-	-
D	Advance, deposits & prepayments due by directors or other officers of the company of any of them either severally or jointly with any other person or Advance, deposits & prepayments due by firms or private companies respectively in which any directors is a partner or a director or a member.	-	-
E	Advance, deposits & prepayments due by companies under the same management.	-	-
F	The maximum amount due by directors or other officers of the company at any time during the period / year.	-	-
		10,722,445	40,438,820

Notes	Particulars	Amount in Taka				
		30-Jun-2026	30-Jun-2025			
11.00	Advance Income Tax					
	This represents as follows :					
	Opening Balance	27,826,695	52,171,786			
	Addition during the year (Note-11.01)	30,661,046	29,427,245			
	Adjustment during the year (Note-11.02)	-	(53,772,337)			
	Closing Balance (Note-11.03)	58,487,741	27,826,695			
	11.01 Addition during the year					
	Advance Income Tax on Export U/S -123	17,630,872	19,138,810			
	Advance Income Tax on Cash Incentive U/S -112	4,835,390	3,460,210			
	Advance Income Tax on Interest Income U/S -102	5,578,907	4,669,772			
	Advance Income Tax on Dividend Income U/S -117	1,972,500	408,000			
	Advance Income Tax on Motor Vehicles U/S -153	30,000	19,000			
	Advance Income Tax At Import stage U/S -120	-	130,902			
	Advance Income Tax For AY 2024-2025	-	1,600,551			
	Advance Income Tax For AY 2025-2026	613,378	-			
		30,661,046	29,427,245			
	11.02 Adjustment during the year					
	Adjustment for the A/Y 2024-2025	-	23,471,212			
	Adjustment for the A/Y 2023-2024	-	30,233,697			
	AIT Disallowed for the A/Y 2021-2022	-	67,428			
		-	53,772,337			
	11.03 Outstanding Balance of Advance Income Tax					
	Advance Income Tax for the A/Y 2026-2027	30,661,046	-			
	Advance Income Tax for the A/Y 2025-2026	27,826,695	27,826,695			
		58,487,741	27,826,695			
12.00	Short Term Investments					
	This represents as follows :					
	Investment in Term Deposit with Bank (Note - 12.01)	252,682,808	285,119,751			
	Investment in Shares (Note - 12.02)	206,346,000	81,108,908			
		459,028,808	366,228,659			
	12.01 Investment in Term Deposit with Bank :					
	NCC Bank Limited	69,366,548	117,313,084			
	Sonali Bank Limited	-	44,040,040			
	Dhaka Bank Limited	82,970,944	76,490,377			
	Eastern Bank PLC	28,955,160	26,900,000			
	United Commercial Bank PLC	71,390,156	20,376,250			
		252,682,808	285,119,751			
	12.02 Investment in shares :					
	This represents investment in Shares of Listed Companies as follows.					
	Investment Project Name	No. of Shares (2026)	Cost Value (Tk) 2026	Cost Value (Tk) 2025	Market Value (Tk) 2026	Market Value (Tk) 2025
	APEXFOOT-A	-	-	646,496	-	600,030
	UTTARABANK-A	-	-	36,682,083	-	41,340,000
	LANKABAFIN-A	-	-	-	-	-
	EBL1STMF-A	2,320,000	10,738,276	4,010,500	9,280,000	2,730,000
	TUNGHAI-Z	-	-	-	-	-
	BANKASIA-A	5,000,000	93,948,086	23,629,458	92,000,000	24,734,978
	JAMUNABANK	1,000,000	23,512,303	-	24,000,000	-
	PUBALI BANK	2,100,000	66,618,490	-	77,490,000	-
	LINDABD-A	5,000	5,038,578	16,326,718	3,576,000	11,703,900
	Total	10,425,000	199,855,734	81,295,255	206,346,000	81,108,908
	Unrealized Gain/(Loss)				6,490,266	(186,347)

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
13.00	Cash and Cash Equivalents		
	This consists of:		
	(a) Cash in Hand	758,940	854,238
	(b) Cash at BO Account	14,486	1,837,340
	(c) Cash at Bank (Note: 13.01)	129,834,887	676,940,327
		130,608,313	679,631,905
13.01	Cash at Bank		
	(i) In Current Account with :		
	National Credit & Commerce Bank Ltd.- CD # 23291	18,702,015	17,348,578
	National Credit & Commerce Bank Ltd- Risk Fund - Exports	4,427,235	1,046,749
	National Credit & Commerce Bank Ltd- Risk Fund - Loan	910,649	1,130,806
	Al-Arafah Islami Bank Limited - CD # 08225	173,842	174,992
	National Bank Limited - CD # 65173	47,261	48,184
	Mercantile Bank Limited - CD # 79537	14,404,184	6,195,154
	State Bank Of India - CD # 20211	64,399	3,770,149
	Sonali Bank Limited -CD # 4426302003716	28,865	536,487
	Sonali Bank Limited- Risk Fund - # 3727	-	4,029,760
	Agrani Bank Limited- CD # 4021	-	-
	United Commercial Bank PLC CD #0678	385,393	56,195,625
	Dutch-Bangla Bank PLC. CD #7480	110,559	130,645
	Southeast Bank Plc. CD #8731	48,965	-
	National Credit & Commerce Bank Ltd SME #6065	6,521	-
		39,309,888	90,607,129
	(ii) In Foreign Currency Account (USD) with :		
	NCC Bank Limited- ERQ- # 00349 \$ 67,515.04	8,294,223	64,859,826
	NCC Bank Limited - FC HELD \$ 669,359.19	82,230,776	513,058,044
	Sonali Bank Limited- FC # 4426388000008 \$ -	-	8,235,824
	Sonali Bank Limited- EFCRQ # 00007 \$ -	-	179,504
		\$ 736,874.23	586,333,198
	Total Cash at Bank (i+ii)	129,834,887	676,940,327
14.00	Share Capital		
	Authorised Capital :		
	Opening Balance	1,000,000,000	1,000,000,000
	Add: Increase in Authorise Capital	500,000,000	-
		1,500,000,000	1,000,000,000
	Notes:		
	a) (50,000,000 Ordinary shares of Tk. 10 each, during the year ending of 30 June 2021)		
	b) The face value of Equity Shares is converted from Tk 100 to Tk 10 per Share on 18th July 2021		
	c) (50,000,000 Ordinary shares of Tk. 10 each, during the year ending of 30 June 2024)		
	d) (50,000,000 Ordinary shares of Tk. 10 each, during the year ending of 30 June 2026)		
	Paid-up Capital :		
	Opening Balance (Note: 14.01)	504,000,000	504,000,000
	Addition (Note: 14.02)	252,000,000	-
		756,000,000	504,000,000

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025

14.01 Opening Balance of Paid up Capital

30,000 Ordinary shares fully paid up in cash	300,000	300,000
70,000 Ordinary shares fully paid up in cash	700,000	700,000
a) 50,00,000 Ordinary shares (Bonus)	50,000,000	50,000,000
b) 99,00,000 Ordinary shares fully paid up in cash	99,000,000	99,000,000
c) 60,00,000 Ordinary shares (Bonus)	60,000,000	60,000,000
d) 15,000 Ordinary shares fully paid up	150,000	150,000
e) 29,385,000 Ordinary shares (Bonus)	293,850,000	293,850,000
	504,000,000	504,000,000

a) Company declared Bonus Shares amounting to Tk 5 (Five) Crores in the ratio of 1:50 against the Reserves & Surplus at AGM dated 31st December 2020 and allotment of shares done on 30 April 2021.

b) Company allotted Ordinary shares of Tk 9.90 Crores (Nine Crores Ninty Lac) on 30th April 2021.

c) Company declared Bonus Shares amounting to Tk 6 (Six) Crores in the ratio of 5:2 against the Reserves & Surplus at AGM dated 31st December 2021 and allotment of shares on 16th May 2022.

a) The Company allotted Ordinary shares of Tk 150,000 (One Lac Fifty Thousands) on 22th November 2023.

b) Company declared Bonus Shares amounting to Tk. 29,38,50,000 (Twenty Nine Crores Thirty Eight Lacs Fifty Thousands) in the ratio of 14:10 against the Reserves & Surplus at AGM dated 31th December 2023 and allotment of shares on 22nd January 2024.

14.02 Addition of Paid Up Capital

a) 25,200,000 Ordinary shares (Bonus)	252,000,000	-
	252,000,000	-

a) Company declared Bonus Shares amounting to Tk. 252,000,000 (Twenty Five Crores Twenty Lacs Only) in the ratio of 1:2 against the Reserves & Surplus at AGM dated 31th December 2025 and allotment of shares on 30th June, 2026.

Shareholders' Name	Number of Shares		Percentage of Holdings	
	2026	2025	2026	2025
Fardeen Ahmed Patwary	69,526,800	46,351,200	91.97%	91.97%
Faisal Ahmed	3,024,000	2,016,000	4.00%	4.00%
Faruque Ahmed	3,024,000	2,016,000	4.00%	4.00%
Ishtique Ahmed Chowdhury	5,040	3,360	0.01%	0.01%
Md. Shoquet Rashed Mamun	5,040	3,360	0.01%	0.01%
Md. Nazmul Haque	5,040	3,360	0.01%	0.01%
M Khairul Alam	5,040	3,360	0.01%	0.01%
Md. Lutfor Rahman	5,040	3,360	0.01%	0.01%
	75,600,000	50,400,000	100%	100%

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
15.00	Lease Liability - Net-off Current Maturity		
	This represents as follows :		
	Opening balance of lease liability	24,753,107	24,992,598
	Add: Addition during the year	-	-
	Add: Interest Charge during the Year	1,911,908	2,221,160
	Less: Adjustment during the year	(3,228,666)	
	Less: Paid during the Year	(2,139,696)	(2,460,650)
	Closing balance of lease liability	21,296,653	24,753,107
	Less: Current maturity of lease liability	(2,139,696)	(2,460,650)
		19,156,957	22,292,457
16.00	Trade & Other Payables		
	This represents as follows :		
	Liabilities against Goods (Note 16.01)	215,273,717	166,053,444
	Short Term Loan (Note 16.02)	-	591,435,083
	Liabilities for Capital Expenditure	880,100	6,021,120
		216,153,817	763,509,647
	16.01 Liabilities against Goods		
	Back to Back Liabilities ABP & Sight \$ 771,903.41	94,828,334	22,454,690
	Back to Back Liabilities (Non-acceptance) \$ 980,426.40	120,445,383	143,598,754
		\$ 1,752,329.81	215,273,717
	16.02 Short term Loan		
	NCC Bank Ltd. - EDF Loan	-	198,629,116
	NCC Bank Ltd. - EDF Loan (PAD)	-	392,805,967
		\$ -	591,435,083
17.00	Interest Payable on Short Term Loan		
	This represents as follows :		
	Payable on NCC Bank Ltd. - EDF Loan	-	349,796
	Payable on NCC Bank Ltd. - EDF Loan (PAD)	-	4,370,952
		\$ -	4,720,748
18.00	Provision & Accrued Expenses		
	This represents as follows :		
	Factory Operational Expenses	32,748,411	26,170,103
		32,748,411	26,170,103
19.00	Provision for Income Tax		
	This represents as follows :		
	Opening Balance	27,966,986	54,964,376
	Addition during the year (Note-27.00)	35,371,541	28,266,784
	Adjustment during the year (Note-19.01)	-	(55,264,174)
	Income Tax Payable for the A/Y 2023-2024	-	1,559,265
	Income Tax Payable for the A/Y 2022-2023	-	190,290
	Closing Balance (Note-19.02)	63,338,526	29,716,541
	19.01 Adjustment during the year		
	Adjustment for the A/Y 2024-2025	-	23,471,212
	Adjustment for the A/Y 2023-2024	-	31,792,962
		-	55,264,174

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
	19.02 Outstanding Balance of Provision for Income Tax		
	Provision for the A/Y 2026-2027	35,371,541	-
	Provision for the A/Y 2025-2026	27,966,986	27,966,986
		63,338,527	27,966,986
20.00	Turnover		
	Export	1,890,784,228	1,859,930,789
		1,890,784,228	1,859,930,789
21.00	Cost of Goods Sold		
	This is made-up as follows :		
	Opening stock of Raw Materials	23,175,855	23,072,921
	Purchased during the year	1,408,772,390	1,397,118,788
	Raw Material Available for Consumption	1,431,948,245	1,420,191,709
	Closing stock of Raw Materials	(19,512,175)	(23,175,855)
	Raw Materials Consumed	1,412,436,070	1,397,015,854
	Work in process (Opening)	190,225,766	182,277,273
	Factory Overhead (Note - 21.01)	278,506,923	270,762,057
	Work in process (Closing)	(166,508,706)	(190,225,766)
	Cost of Production	1,714,660,053	1,659,829,418
	Finished Goods (Opening)	14,999,845	36,550,652
	Finished Goods (Closing)	(18,687,345)	(14,999,845)
	Cost of Goods Sold	1,710,972,553	1,681,380,225
	21.01 Factory Overhead		
	This is made up as follows:		
	Wages and Salary Allowance	228,742,710	223,987,534
	Bonus & Incentive	8,589,564	7,401,235
	Worker Welfare & Service Benefit	11,546,523	10,554,798
	Gas Bill	5,669,380	6,526,541
	Electricity Expenses	6,336,678	6,510,103
	Repair & Maintenance	1,826,531	1,785,645
	Insurance Premium	329,280	312,027
	Amortization of Right-of-use Asset	1,016,495	1,168,970
	Depreciation (Note- 06.00 Annex-A)	14,449,762	12,515,205
		278,506,923	270,762,057
22.00	Other Operating Income		
	This is made up as follows:		
	Cash Incentive	48,353,900	34,602,100
		48,353,900	34,602,100

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
23.00	Administrative Expenses		
	This is made up as follows:		
	Salaries & Allowances	15,659,562	13,718,650
	Staff Incentive & Bonus	1,879,879	1,502,021
	Compliance and Safety	2,154,879	1,915,231
	Printing & Stationary	405,658	385,610
	Registration & Renewals	145,600	125,400
	Entertainment	912,586	894,856
	Mobile, Telephone & Internet	235,654	232,571
	Miscellaneous Expenses	356,548	498,914
	Consultancy & Professional Fees	-	57,500
	Audit Fee	287,500	230,000
	Depreciation (Annex-A)	3,612,441	3,128,801
		25,650,307	22,689,554
24.00	Selling Expenses		
	This is made up as follows:		
	Marketing & Sales Salary	4,658,950	4,552,518
	Postage and Courier	116,456	115,650
	Transport and Clearing Charges	678,452	654,251
	Clearing & Forwarding	8,326,956	8,202,126
	Export Short Realisation	2,341,204	1,256,858
		16,122,018	14,781,403
25.00	Finance Cost		
	This is made up as follows :		
	Bank LC Commission Charge	4,569,854	4,126,106
	Bank Charges	2,472,000	2,241,435
	Interest on Leased Liability	1,911,908	2,221,160
	Interest on Short Term Loan	6,254,865	13,840,428
		15,208,627	22,429,129
26.00	Non-Operating Income		
	This is made up as follows :		
	Interest Income (Note-26.01)	25,320,241	24,975,797
	Dividend Income	9,862,500	1,632,000
	Foreign Exchange Gain/(Loss)	48,871	(1,198,002)
	Gain /(Loss) on Sale of Investments (Listed Equity Shares)	22,449,774	1,527,302
	Miscellaneous Income	-	-
		57,681,386	26,937,097
	26.01 Interest Income		
	Realized Interest on FD	20,749,954	17,890,982
	Accrued Interest on FD	3,862,328	6,052,317
	Interest on CD & SND	707,959	1,032,498
		25,320,241	24,975,797
27.00	Current Tax		
	This is made up as follows :		
	Current year expense	35,371,541	27,966,986
	Under provision charged for the A/Y 2024-2025	-	174,522
	Under provision charged for the A/Y 2023-2024	-	125,276
	Under provision charged for the A/Y 2022-2023	-	-
	AIT disallowed for the A/Y 2021-2022	-	67,428
		35,371,541	28,334,212

Notes	Particulars	Amount in Taka	
		30-Jun-2026	30-Jun-2025
28.00	Other Comprehensive Income		
	This is made up as follows :		
	Un-Realized Gain/(Loss) for fair value of Quoted Shares	6,490,266	1,889,886
	Rectification due to correction in Opening of FV adjustment IAS-8	-	(2,076,234)
		6,490,266	(186,348)
29.00	Cashflow from Operating Activities under Indirect Method (Reconciliation)		
	a) Profit before Tax	228,343,784	181,509,528
	Adjustment to reconcile net profit to net cash provided by operating		
	b) Add /(Less) of Non-cash items		
	Add /(Less) : Effect of Exchange (Gain)/Loss	(48,871)	(1,198,002)
	Add /(Less) : Fair Value (Gain) /Loss	-	(1,889,886)
	Add /(Less) :Interest on Bank Account (CD & SND)	(707,959)	(1,032,498)
	Add : Amortization of Right-of-use Asset	1,016,495	1,168,970
	Add /(Less) : Lease Obligation during the year	(227,788)	(239,491)
	Add /(Less) :Prior year adjustment for lease payment	-	16,843
	Add : Depreciation	18,062,203	15,644,006
		18,094,080	12,469,942
	c) Changes in Working Capital		
	(Increase) / Decrease in Inventories	23,693,240	13,499,379
	(Increase) / Decrease in Trade Receivables	(121,390,382)	39,177,397
	Adjustment for Gain /(Loss) on Sale of Shares	(22,449,774)	(1,527,302)
	(Increase) / Decrease in Advance, Deposit & Prepayments	7,989,883	1,464,347
	Adjustment for Interest Income on FD	(24,612,282)	(21,671,777)
	Adjustment for Dividend Income	(9,862,500)	(1,632,000)
	Adjustment for Finance Lease Liabilities	2,139,696	2,460,650
	(Increase) / Decrease in Trade Payables	49,132,657	(199,194,067)
	(Increase) / Decrease in Interest Payable	(4,720,748)	4,720,748
	(Increase) / Decrease in Provision & Accrued Expenses	6,578,308	15,693,900
	Income Tax Paid	(32,410,601)	(29,427,246)
		(125,912,504)	(176,435,971)
	Net Cash flow Generated from Operating Activities (a + b+c)	120,525,359	17,543,500
30.00	Payment information to Directors as per requirement of Schedule XI, Part II, Para 4		
	No Payment has been paid to Directors during the year ended 30 June, 2026 in any of the following:		
	(a) Managerial Remuneration paid or Payable during the financial period to the directors, including managing director, a managing agent or manager;		
	(b) Expenses reimbursed to the managing agent;		
	(c) Commission or other remuneration payable separately to a managing agent or his associate;		
	(d) Commission received or receivable by the managing agent or his associate as selling or buying agent of other concerns in respect of contracts entered into by such concerns with the company;		
	(e) The money value of the contracts for the sale or purchase of goods and materials or supply of services, entered into by the company with the managing agent or his associate during the financial period;		
	(f) Any other perquisites or benefits in cash or in kind stating, approximate money value where practicable;		
	(g) Other allowances and commission including guarantee commission;		
	(h) Pensions, Gratuities, Payments from a Provident Funds, in excess of own subscription and interest thereon, Compensation for loss of Office, Consideration in connection with retirement from office;		

31.00 Related Party Disclosures

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

The company paid managerial remuneration on an Arm Length basis (Note-39). No meeting allowances were provided during current reporting period.

32.00 Employees

Number of Employees whose salary wages above tk. 36,000.00 is 764 as on 30.06.2026

33.00 Contingent Liabilities

Contingencies arising from claims, litigation, assessments, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Contingent asset is a possible asset that arises from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. There was no sum for which the Company is contingently liable as on 30 June 2026.

34.00 Capital Management

For the purpose of the company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

To maintain or adjust capital structure, the Company may adjust the amount of dividend, return on capital, issue new share or obtain long term-debt. All major investment and financing decisions, as a part of its capital management, are evaluated and approved by its Board of Directors.

No changes were made in the objectives, policies or processes for managing capital during the year ended 30 June 2026.

35.00 Capital Expenditure Commitment

There was no capital expenditure contracted but not incurred or provided for on 30 June 2026.

36.00 Claim not Acknowledged as Debt

There was no claim against the company not acknowledged as debt as on 30 June 2026.

37.00 Credit Facility Not Availed

There was no credit facility available to the company under any contract but not availed of as on 30 June 2025 other than trade credit available in the ordinary course of business.

38.00 Events After the Reporting Period

As per IAS - 10 "Events after the Reporting Period" events after the reporting period are those events, favourable and unfavourable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. Two types of event can be identified:

(a) Adjusting events after the reporting period which provide evidence of conditions which existed at the end of the reporting period; and

(b) Non adjusting events after the reporting period, are those that are indicative of conditions that arose after the reporting period.

39.00 Managerial Remuneration

Total remuneration of Managing director aggregates during the year 2025-2026 was Taka BDT.
2,400,000 (200,000*12) (Previous year 2024-2025 Taka Nil).

40.00 Income Tax Assessment Status

Income tax assessment status are as follows:

Accounting Year	Assessment Year	Assessment Status
2025-2026	2026-2027	Return will be filed after audit
2024-2025	2025-2026	Return filed U/S 180
2023-2024	2024-2025	Assessment completed
2022-2023	2023-2024	Assessment completed

41.00 Other Commitments, Contingencies and Relevant Information

41.01 Quantity wise schedule as required under Para 3, Schedule XI, Part II of the Companies Act, 1994

Quantity wise schedules of sales, raw material consumed and opening and closing stock of finished goods relating to the financial statements for the year ended 30 June 2026 as required under Para 3, Schedule XI, Part II of the Companies Act 1994 are given below:

(a) Sales :

Particulars	01-07-2024 to 30-06-2025		01-07-2025 to 30-06-2026	
	Quantity in Pcs	Amount in Taka	Quantity in Pcs	Amount in Taka
Domestics Sales	-	-	-	-
Export Sales & Deem Export	13,256,319	1,859,930,789	12,841,728	1,890,784,228
Total	13,256,319	1,859,930,789	12,841,728	1,890,784,228

(b) Raw Materials Consumed in Quantities (Lbs)

Particulars	30 June 2026	30 June 2025
Opening Stock	42,229	76,130
Add: Purchase	2,226,357	2,146,327
Raw Material available for consumption	2,268,585	2,222,457
Less: Closing Stock	32,178	42,229
Raw Material Consumed	2,236,407	2,180,228

(c) Particulars in respect of Opening Stock, Sales and Closing Stock of Finish Goods

Period	Opening Stock		Closing Stock		Sales	
	Quantity (in pcs)	Value (in Taka)	Quantity (in pcs)	Value (in Taka)	Quantity (in pcs)	Value (in Taka)
July-25 to June 26	117,008	14,999,845	181,512	18,687,345	12,807,023	1,710,972,545
July-24 to June 25	503,828	36,550,652	117,008	14,999,845	13,307,811	1,681,380,226

(d) Particulars in Respect of Opening Stock and Closing Stock of Inventories

Period	Opening Stock		Closing Stock	
	Quantity (pcs/lbs)	Value (in Taka)	Quantity (pcs/lbs)	Value (in Taka)
Raw Materials	42,229	23,175,854	32,178	19,512,172
Work in Process	344,502	190,225,766	261,218	166,508,707
Finished Goods	117,008	14,999,845	181,512	18,687,345
Total	503,738	228,401,465	474,908	204,708,224

41.02 Information as per requirement of Para 8, Schedule XI, Part II, of The Companies Act, 1994

Disclosure under Para 8, Schedule XI, Part II of the Companies Act, 1994 are as under:

Raw Materials:

Items	Purchase in Taka			Consumption in Taka	% of Consumption of
	Import	Inter company	Total		
Yarn	748,664,605	-	748,664,605	751,365,995	100%
Accessories & Packing	377,639,041	-	377,639,041	377,547,463	100%
Total	1,126,303,647	-	1,126,303,647	1,128,913,458	

42 Disclosure as per Requirement of Schedule XI, part II, para 4 of Companies Act 1994

Payment to directors during the year from 1st July 2025 to 30 the June 2026.

Director Remuneration & Fees

Directors are entitled to Tk. 5,000 as Board Meeting fee for attending in each Board Meeting as per Articles of Association.

This is made up as follows

Name of Board of Directors	Position	Meeting Attending Fees	Salary & Benefits	Factory Rent	Amount in Taka
Fardeen Ahmed Patwary	Managing Director	-	2,400,000	-	2,400,000
Faisal Ahmed	Chairman/Direct or	-	-	-	-
Faruque Ahmed	Director	-	-	-	-
Ishtiaque Ahmed Chowdhury	Independent Director	-	-	-	-
Md. Azhar Ali	Independent Director	-	-	-	-
Total		0	2400000	0	2400000

The number of Board Meeting and The Attendance of Directors During the year from 1st July 2025 to 30 June 2026 were as follows:

Shareholdings by	Designation	Meeting Held	Attendance
Fardeen Ahmed Patwary	Managing Director	6	6
Faisal Ahmed	Chairman/Director	6	6
Faruque Ahmed	Director	6	6
Ishtiaque Ahmed Chowdhury	Independent Director	6	6
Md. Azhar Ali	Independent Director	6	6

42.01 Capacity Utilization

Details of Capacity has given below:

Particulars	Full Capacity	Installed Capacity	Actual Production	Percentage
Sweater	6,918,000 pcs per year	6918000	6589400	0.952500723
Spinning	6,570,000 lbs per year	6570000	5667601	0.862648554

Scandex (BD) Limited
Schedule of Property, Plant & Equipment
As at June 30, 2026

Annexure - A

Particulars	Cost			Depreciation				Written Down Value as at 30.06.2026
	Balance as at 01.07.2025	Addition during the year	Balance as at 30.06.2026	Rate (%)	Balance as at 01.07.2025	Charged during the year	Balance as at 30.06.2026	
1	1	2	3 = (1+2)	4	5	6 = (3-5)*4	7 = (5-6)	8 = (3-7)
Land and Land Development	84,584,500	40,403,491	124,987,991	0%	-	-	-	124,987,991
Plant & Machinery	178,858,336	7,505,120	186,363,456	20%	131,829,993	10,906,693	142,736,686	43,626,770
Electrical Installation	18,125,150	10,529,871	28,655,021	20%	11,267,335	3,477,537	14,744,872	13,910,149
Office Equipment	3,412,049	267,800	3,679,849	10%	1,462,983	221,687	1,684,670	1,995,179
Furniture and Fittings	9,238,334	-	9,238,334	10%	3,750,007	548,833	4,298,840	4,939,494
Motor Vehicles	5,091,087	9,240,000	14,331,087	20%	2,907,465	2,284,724	5,192,189	9,138,897
Computer & IT Equipment	1,807,684	44,500	1,852,184	30%	1,089,760	228,727	1,318,487	533,696
Factory Fittings	6,419,195	-	6,419,195	20%	4,449,183	394,002	4,843,185	1,576,009
Total as at 30 June 2026	307,536,333	67,990,782	375,527,115		156,756,726	18,062,203	174,818,929	200,708,186
Total as at 30 June 2025	216,329,098	91,207,235	307,536,333		141,112,720	15,644,006	156,756,726	150,779,608

Allocation of Depreciation	30-Jun-2026	30-Jun-2025
Factory Overhead (Note-21.01)	14,449,762	12,515,205
Administrative Overhead (Note-22.00)	3,612,441	3,128,801
Total	18,062,203	15,644,006

Scandex (BD) Limited
Computation of Key Financial Ratios
For the year ended June 30, 2026

Annexure - B

Sl. No	Particulars	Notes	Amount in Taka	
			30-Jun-2026	30-Jun-2025
I)	Earnings Per Share			
	Earnings per Share (Weighted)			
	Net Profit after Tax		200,520,694	148,145,683
	Weighted Average Shares	(Refer IV)	75,600,000	75,600,000
			<u>2.65</u>	<u>1.96</u>
II)	Net Asset Value (NAV) per Share			
	Total Asset Value		1,335,930,541	1,644,065,970
	Less : Total Liabilities		333,537,407	848,870,144
	Net Asset Value		1,002,393,134	795,195,826
	Total Number of Outstanding Shares	(Refer IV)	75,600,000	75,600,000
			<u>13.26</u>	<u>10.52</u>
III)	Net Operating Cash Flows per Share			
	Weighted			
	Net cashflow generated from Operations		120,525,359	17,543,500
	Weighted Average Shares (Refer IV)		75,600,000	75,600,000
			<u>1.59</u>	<u>0.23</u>
IV)	Weight Average Shares			
	Workings for Weighted Average Share			

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

Provided that if the audited financial statements as disclosed in the prospectus is older than 180 (one hundred eighty) days at the time of publication of prospectus, the next quarterly or half yearly, as applicable, financial statements shall be reviewed in accordance with International Standard on Assurance Engagements (ISAE) 3000 by the statutory auditors and annexed with the prospectus;

If any quarter of the financial year of the Company ends after the financial year ended 30 June 2026, for which audited financial statements are included in this Prospectus, the Company shall incorporate the unaudited financial statements for such quarter(s).

- (c) **Information as is required under section 186 of the Company Act, 1994 relating to holding company;**

This information is not applicable for Scandex (BD) Ltd.

- (d) **Selected ratios as specified in Annexure-G;**

Particulars	30-Jun-26	30-Jun-25	30-Jun-24	30-Jun-23	30-Jun-22
I. Liquidity Ratios:					
Current Ratio	3.55	1.78	2.08	2.17	1.48
Quick Ratio	2.86	1.46	1.58	1.16	0.70
II. Operating Efficiency Ratios:					
Accounts Receivable Turnover Ratio	9.92	12.70	14.28	21.47	11.82
Inventory Turnover Ratio	7.90	7.15	5.32	4.58	3.60
Assets Turnover Ratio	1.27	1.31	1.62	2.03	1.62
III. Profitability Ratio					
Gross Profit Ratio	9.51%	9.60%	9.68%	9.65%	9.51%
Operating Profit Ratio	9.05%	8.24%	6.55%	6.83%	5.29%
Net Profit Ratio	10.61%	7.97%	7.99%	13.02%	7.49%
Return on Assets Ratio	13.46%	10.41%	12.93%	26.45%	12.15%
Return on Equity Ratio	31.83%	29.39%	37.94%	103.65%	33.01%
Earnings Per Shares (EPS)	2.65	1.96	1.79	2.88	0.96
Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA) Margin	13.89%	11.77%	11.39%	16.89%	9.86%
IV. Solvency Ratio					
Debt to Total Assets Ratio	0.16	0.47	0.43	0.39	0.57
Debt to Equity Ratio	1.71	3.15	2.71	2.48	4.10
Times Interest Earned Ratio	16.01	9.01	10.48	19.62	5.21
Debt Service Coverage Ratio	11.26	6.83	6.65	8.55	3.46
V. Cash Flow Ratios					
Net Operating Cash Flow per Share (NOCFPS)	1.59	0.35	4.11	8.03	4.56
NOCFPS to EPS Ratio	0.60	0.12	1.53	0.77	1.32

- (e) **Auditors report under Section 135(1), Paragraph 24(1) of Part II of Schedule III of the Company Act, 1994. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediately preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above-mentioned inclusion and submission will have to be made for the period since commercial operation;**

Auditors report under section 135(1), Paragraph 24(1) of Part II of Schedule III of the Company Act, 1994. The report shall include comparative income statements and balance sheet and aforementioned ratios for immediately preceding five accounting years of the issuer. If the issuer has been in commercial operation for less than five years, the above-mentioned inclusion and submission shall have to be made for the period since commercial operation;

Auditors' report Under Section-135 (1) and Para-24(1) of Part-II of Schedule-III of the Companies Act 1994

We have examined the Financial Statements of Scandex (BD) Ltd for the year ended 30th June 2026 were audited by Ashraf Uddin & Co. and 30th June 2025, 30th June 2024, 30th June 2023, 30th June 2022. In pursuance of Section-135 (1) and Para-24 (1) of Part-II of Schedule-III of the Companies Act 1994, our report is as under:

Based on our review, we hereby certify that the Company has properly prepared the following ratios for the years using acceptable principles and on the basis of audited financial statements as stated below:

A. Statement of Financial Position:	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
I. ASSETS					
(1) Non-current assets					
Property, plant and equipment, net	200,708,186	150,779,608	75,216,379	87,206,575	73,033,614
Machineries in Transit	-	6,021,120	-	-	11,384,266
Right-of-Use Asset	12,282,651	15,294,018	16,462,988	10,174,477	10,849,028
Differed Tax Asset	7,604,684	56,233	3,195,982	3,443,152	3,063,768
	220,595,521	172,150,979	94,875,349	100,824,204	98,330,676
(2) Current assets					
Inventories	204,708,226	228,401,466	241,900,845	334,454,600	325,313,349
Trade & other receivables	251,779,486	129,387,449	163,481,122	74,067,786	81,663,835
Advances, deposits and prepayments	10,722,445	40,438,820	23,608,459	33,242,481	21,865,036
Advance Income Tax	58,487,741	27,826,695	-	-	-
Short Term Investment	459,028,808	366,228,659	254,962,762	171,331,307	20,605,895
Cash and cash equivalents	130,608,313	679,631,903	422,849,360	179,499,908	204,698,453
	1,115,335,019	1,471,914,992	1,106,802,548	792,596,082	654,146,568
Total Assets	1,335,930,541	1,644,065,970	1,201,677,897	893,420,286	752,477,244

	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
II. EQUITY AND LIABILITIES					
(1) Shareholder's Equity					
Share capital	756,000,000	504,000,000	504,000,000	210,000,000	210,000,000
Other Comprehensive Income	6,490,266	(186,348)	-	-	-
Retained earnings	239,902,868	291,382,174	142,323,651	306,294,579	88,947,497
	1,002,393,134	795,195,826	646,323,651	516,294,579	298,947,497
(2) Share application money pending allotment	-	-	-	-	-
(3) Non-Current Liabilities					
Long Term Loan (Secured)-Net-off Current Maturity	-	-	-	-	1,022,876

Lease Liability-Net-off Current Maturity	19,156,957	22,292,457	22,531,947	11,451,482	11,838,868
	19,156,957	22,292,457	22,531,947	11,451,482	12,861,744
(4) Current Liabilities					
Bank Overdraft	-	-	12,360,641	17,434,647	18,897,568
Long term Loan (Secured)-Net-off Current Maturity	-	-	-	-	9,090,198
Lease Liability-Current Maturity	2,139,696	2,460,650	2,460,650	387,385	354,162
Trade & Other Payables	216,153,817	763,509,647	504,389,430	332,245,458	387,019,220
Liabilities for Capital Expenditure	-	-	152,495	-	11,384,266
Interest Payable	-	4,720,748	-	-	-
Provision & Accured Expenses	32,748,411	26,170,103	10,476,203	12,179,735	11,929,578
Provision for Income Tax	63,338,526	29,716,541	2,982,880	3,427,000	1,993,011
	314,380,450	826,577,687	532,822,299	365,674,225	440,668,003
Total Equity and Liabilities	1,335,930,541	1,644,065,970	1,201,677,897	893,420,286	752,477,244
Net Asset Value (NAV) per Share (Basic)	13.26	15.78	12.82	24.59	14.24
Net Asset Value (NAV) per Share (Weighted Average)	13.26	10.52	8.55	6.83	3.95

B. Statement of Operation Results:	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Net Sales Revenue	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Less: Cost of Goods Sold	1,710,972,553	1,681,380,225	1,531,684,096	1,510,363,234	873,563,601
Gross Profit	179,811,674	178,550,564	164,157,425	161,393,306	91,779,543
Other Operating Income	48,353,900	34,602,100	-	-	-
Operating Expense					
Less : Administrative Expenses	25,650,307	22,689,554	22,435,488	21,748,277	18,304,874
Less : Selling Expenses	16,122,018	14,781,403	13,963,971	12,113,703	7,607,504
Less : Finance Cost	15,208,627	22,429,129	16,710,935	13,353,022	14,772,730
Operating Profit	171,184,623	153,252,578	111,047,032	114,178,304	51,094,435
Add : Other Income	57,681,386	26,937,097	47,906,230	134,958,886	31,715,580
Profit before Contribution to Central Worker Welfare funds	228,866,009	180,189,675	158,953,262	249,137,190	82,810,015
Less : Contribution to Central Worker Welfare funds	522,226	570,032	459,025	501,806	268,514
Profit before tax	228,343,784	179,619,643	158,494,237	248,635,384	82,541,501
Less : Income Tax expense:	27,823,090	31,473,961	23,032,528	30,965,742	(10,201,398)
(1) Current year tax	35,371,541	28,334,212	23,486,980	31,667,686	(9,818,430)
(2) Deferred tax	(7,548,451)	3,139,749	(454,452)	(701,944)	(382,968)
Net Profit/(Loss) after tax	200,520,694	148,145,682	135,461,709	217,669,642	72,340,103
Other Comprehensive Income					
Unrealized Gain/(Loss) on Quoted Shares	6,490,266	(186,348)	-	-	-
Comprehensive Income for the year	207,010,960	147,959,334	135,461,709	217,669,642	72,340,103
Earning per equity share:					
(1) Basic	2.65	2.94	2.69	10.37	3.44
(2) Weighted Average	2.65	1.96	1.79	2.88	0.96

C. Statement of Cashflow:	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
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Cash flows from Operating activities					
Cash received from Customer and others	1,769,393,845	1,899,108,186	1,608,284,158	1,683,129,925	876,861,132
Cash paid to suppliers and others	(1,646,794,318)	(1,871,144,680)	(1,398,306,438)	(1,600,796,907)	(792,638,340)
Finance Cost	(18,017,467)	(15,594,861)	(14,469,236)	(12,280,721)	(13,670,056)
Income Tax Paid	(32,410,601)	(29,427,246)	(23,931,100)	(30,233,697)	(8,892,847)
Interest Income	-	-	-	-	3,300,877
Miscellaneous Income	-	-	578,610	644,652	427,400
Gain on Sale of Share	-	-	-	-	617,996
Dividend Income	-	-	-	-	812,500
Cash Incentives	48,353,900	34,602,100	34,960,189	128,066,000	28,990,000
Net cashflows (used in) /from operating activities	120,525,359	17,543,500	207,116,183	168,529,252	95,808,661
Cashflows from Investing activities					
Acquisition of Fixed Asset	(67,110,682)	(91,359,730)	(4,567,298)	(33,843,465)	(5,516,418)
Advance Against Land	21,000,000	(19,400,000)	-	(4,350,000)	-
Security Deposit	-	(58,101)	-	-	-
Short Term Investments	(86,309,883)	(109,376,011)	(85,649,626)	(150,116,827)	77,637,458
Dividend Income	6,770,500	1,632,000	71,000	40,000	-
Interest on Bank Account (CD & SND)	707,959	1,032,498			
Interest Income on FD	26,802,271	21,671,777	12,774,505	3,442,262	-
Gain/Loss on Scale of Share	22,449,774	1,527,302	(273,805)	1,246,443	-
Net Cashflows (used in) /from investing activities	(75,690,060)	(194,330,265)	(77,645,224)	(183,581,587)	72,121,040
Cashflows from Financing activities					
Long Term Loan	-	-	-	(1,022,876)	(19,416,496)
Short Term Loan	(591,435,083)	435,021,439	119,705,253	(9,090,198)	8,807,411
Lease Liabilities	(2,460,650)	(2,460,650)	(2,392,299)	(1,426,464)	-
Share Capital	-	-	150,000	-	-
Net cashflows from/(used in) financing activities	(593,895,733)	432,560,789	117,462,954	(11,539,538)	(10,609,085)
Effect of Foreign exchange rate change	36,844	13,369,161	1,489,544	2,856,249	2,085,249
Net Increase/(decrease) in cash and cash equivalents (A + B + C)	(549,023,590)	269,143,185	248,423,457	(23,735,624)	159,405,865
Cash and cash equivalents at the beginning of the year	679,631,903	410,488,719	162,065,261	185,800,885	26,395,019
Cash and cash equivalents at the end of the year	130,608,314	679,631,903	410,488,719	162,065,261	185,800,885
Net Cashflow generated from Operations / Per Share	1.59	0.35	4.11	8.03	4.56

D. Dividend Declared	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Cash Dividend	-	-	-	-	-
Stock Dividend (Bonus Shares)	252,000,000	-	293,850,000	-	-

Statement of Ratio Analysis:					
I. Liquidity Ratios	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Current Ratio (Times) <i>Formula : Current Assets / Current Liability</i>	3.55	1.78	2.08	2.17	1.48
Current Assets	1,115,335,019	1,471,914,992	1,106,802,548	792,596,082	654,146,568
Current Liability	314,380,450	826,577,687	532,822,299	365,674,225	440,668,003
Quick Ratio (Times) <i>Formula : Current Assets- Inventory-Advances,deposits & Prepayments / Current Liability</i>	2.86	1.46	1.58	1.16	0.70
Current Assets Less Inventory Less Advances, Deposits & Prepayments	899,904,348	1,203,074,706	841,293,244	424,899,001	306,968,183
Current Liability	314,380,450	826,577,687	532,822,299	365,674,225	440,668,003
II. Operating Efficiency Ratios	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Receivable Turnover Ratio (Times) <i>Formula : Net Sales / Average Receivables</i>	9.92	12.70	14.28	21.47	11.82
Net Sales	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Average Receivables	190,583,468	146,434,286	118,774,454	77,865,811	81,663,835
Inventory Turnover Ratio (Times) <i>Formula : Cost of Goods Sold / Average Inventory</i>	7.90	7.15	5.32	4.58	3.60
Cost of Goods Sold	1,710,972,553	1,681,380,225	1,531,684,096	1,510,363,234	873,563,601
Average Inventory	216,554,846	235,151,156	288,177,723	329,883,975	242,936,242
Assets Turnover Ratio (Times) <i>Formula : Sales / Average Total Assets</i>	1.27	1.31	1.62	2.03	1.62
Sales	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Average Total Assets	1,489,998,255	1,422,871,933	1,047,549,092	822,948,765	595,322,222
III. Profitability Ratios	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Gross Margin Ratio (%) <i>Formula : Gross Profit / Net Sales</i>	9.5%	9.6%	9.7%	9.7%	9.5%
Gross Profit	179,811,674	178,550,564	164,157,425	161,393,306	91,779,543
Net Sales	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Operating Profit Ratio (%) <i>Formula : Operating Profit / Net Sales</i>	9.1%	8.2%	6.5%	6.8%	5.3%
Operating Profit	171,184,623	153,252,578	111,047,032	114,178,304	51,094,435
Net Sales	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Net Profit Ratio (%) <i>Formula : Net Profit after Tax / Net Sales</i>	10.6%	8.0%	8.0%	13.0%	7.5%
Net Profit after Tax	200,520,694	148,145,682	135,461,709	217,669,642	72,340,103
Net Sales	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Return on Assets Ratio (%) <i>Formula : Net Profit after Tax / Average Total Assets</i>	13.5%	10.4%	12.9%	26.4%	12.2%

Net Profit after Tax	200,520,694	148,145,682	135,461,709	217,669,642	72,340,103
Average Total Assets	1,489,998,255	1,422,871,933	1,047,549,092	822,948,765	595,322,222
Return on Equity Ratio (%) <i>Formula : Net Profit after Tax / Average Total Shareholders Equity</i>	31.8%	29.4%	37.9%	103.7%	33.0%
Net Profit after Tax	200,520,694	148,145,682	135,461,709	217,669,642	72,340,103
Average Equity	630,000,000	504,000,000	357,000,000	210,000,000	219,162,276
Basic Earnings per Share (EPS) (BDT Value) <i>Formula : Net Profit after Tax / Weighted Average number of Ordinary Shares Outstanding</i>	2.65	1.96	1.79	2.88	0.96
Net Profit after Tax	200,520,694	148,145,682	135,461,709	217,669,642	72,340,103
Weighted Average number of Ordinary Shares Outstanding	75,600,000	75,600,000	75,600,000	75,600,000	75,600,000
Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA) Margin (%) <i>Formula : EBITDA / Net Sales</i>	13.9%	11.8%	11.4%	16.9%	9.9%
EBITDA	262,631,110	218,861,747	193,084,130	282,333,461	95,160,865
Net Sales	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144

IV. Solvency Ratios	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Debt to Total Assets Ratio (Times) <i>Formula : Total Debt / Total Assets</i>	0.16	0.47	0.43	0.39	0.57
Total Debt (Short + Long Term)	216,153,817	768,230,395	516,902,566	349,680,105	427,414,128
Total Assets	1,335,930,541	1,644,065,970	1,201,677,897	893,420,286	752,477,244
Debt to Equity Ratio (Times) <i>Formula : Total Debt / Total Equity</i>	1.71	3.15	2.71	2.48	4.10
Total Debt	1,713,649,517	2,505,080,945	1,749,996,212	1,279,956,158	1,225,420,092
Total Equity	1,002,393,134	795,195,826	646,323,651	516,294,579	298,947,497
Interest Earnings Ratio (Times) <i>Formula : Earnings before Interest and Taxes / Financial Expenses</i>	16.01	9.01	10.48	19.62	5.21
Earnings before Interest and Taxes	243,552,411	202,048,772	175,205,171	261,988,406	76,911,435
Financial Expenses (Interest on Loan)	15,208,627	22,429,129	16,710,935	13,353,022	14,772,730
Debt Service Coverage Ratio (Times) <i>Formula : Net Operating Profit / Total Debt Service</i>	11.26	6.83	6.65	8.55	3.46
Net Operating Profit	171,184,623	153,252,578	111,047,032	114,178,304	51,094,435
Total Debt Service	15,208,627	22,429,129	16,710,935	13,353,022	14,772,730

IV. Cashflow Ratios	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Net Operating Cashflow per Share (Value) <i>Formula : Net Operating Cashflow / Number of Ordinary Shares Outstanding</i>	1.59	0.35	4.11	8.03	4.56

Net Operating Cashflow	120,525,359	17,543,500	207,116,183	168,529,252	95,808,661
Number of Ordinary Shares Outstanding	75,600,000	50,400,000	50,400,000	21,000,000	21,000,000
Net Operating Cashflow per Share to EPS Ratio (Times) <i>Formula : Net Operating Cashflow per Share / Earnings per Share (EPS)</i>	0.60	0.12	1.53	0.77	1.32
Net Operating Cashflow per Share	1.59	0.35	4.11	8.03	4.56
Earnings per Share (EPS)	2.65	2.94	2.69	10.37	3.44

Workings for the above Ratios

I. Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

Particulars	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Profit after Taxes	200,520,694	148,145,682	135,461,709	217,669,642	72,340,103
Add : Finance Cost	15,208,627	22,429,129	16,710,935	13,353,022	14,772,730
Add : Amortization of Right-of-use Asset	1,016,495	1,168,970	1,168,970	674,551	674,551
Add : Depreciation Charge	18,062,203	15,644,006	16,709,989	19,670,504	17,574,879
Add : Taxes	27,823,090	31,473,961	23,032,528	30,965,742	(10,201,398)
	262,631,110	218,861,747	193,084,130	282,333,461	95,160,865

II. Earnings before Interest and Taxes

Particulars	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Profit after Taxes	200,520,694	148,145,682	135,461,709	217,669,642	72,340,103
Add : Finance Cost	15,208,627	22,429,129	16,710,935	13,353,022	14,772,730
Add : Taxes	27,823,090	31,473,961	23,032,528	30,965,742	(10,201,398)
	243,552,411	202,048,772	175,205,171	261,988,406	76,911,435

III. Debt Service

Particulars	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Loan repayment within One year	-	-	-	-	-
Finance Cost	15,208,627	22,429,129	16,710,935	13,353,022	14,772,730
	15,208,627	22,429,129	16,710,935	13,353,022	14,772,730

IV. Equity Share Capital - nos

Particulars	30th June 2026	30th June 2025	30th June 2024	30th June 2023	30th June 2022
Equity Capital at the year end - nos	75,600,000	50,400,000	50,400,000	21,000,000	21,000,000
Weighted Average Capital - nos	75,600,000	75,600,000	75,600,000	75,600,000	75,600,000

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

- (f) **Earnings Per Share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis. Future projected Net Income should not be considered while calculating the weighted average EPS;**

As per audited financial statement for the year ended 30th June 2026

Particulars	Amount in TK.
Net Profit after Tax	200,520,694
Total existing number of Share	75,600,000
Weighted average number of Share	75,600,000
Earnings per Share (EPS)-Fully Diluted Basis	2.65
Earnings per Share (EPS)-Weighted average no. of Share basis	2.65

- (g) **All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings Per Share;**

As per audited financial statement for the year ended 30th June 2026

Particulars	Amount in TK.
Profit Before Tax	228,343,784
Less: Other Income	106,035,286
Profit before Income Tax except Other Income	122,308,498
Less: Income Tax	27,823,090
Net Profit after Tax	94,485,408
No. of Shares	75,600,000
Earnings Per Share (EPS)	1.25

- (h) **Quarterly or half-yearly EPS should not be annualized while calculating the EPS;**

This information is not applicable for Scandex (BD) Ltd.

- (i) **Net asset value (with and without considering revaluation surplus or reserve) per share of the securities being offered at the date of the latest audited statement of financial position.**

The Company has not revalued its Assets

As per audited financial statement for the year ended 30th June 2026

Particulars	Amount in TK.
Share capital	756,000,000
Revaluation Reserve	-
Retained earnings	239,902,868
Unrealized Gain/ (Loss) from Investment	6,490,266
Total Shareholders' Equity (with and without considering revaluation surplus or reserve)	1,002,393,134
Total No. of Ordinary Shares	75,600,000
Net Assets Value (with and without considering revaluation surplus or reserve) at Tk. 10 per share	13.26

(j) Following statements for the last five years or any shorter period of commercial operation certified by the auditors:

(i) Statement of long term and short-term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued;

Certification on Statement of long term and short-term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of Scandex (BD) Ltd.

After due verification, we certify that the long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued of Scandex (BD) Ltd. from 1 July, 2022 to 30 June, 2026 made up as follows:

For the Period ended 30th June 2026

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2026 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	Short Term	-	6,254,865	-

For the Period ended 30th June 2025

For the Period ended 30 June 2025					
Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2025 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	EDF	198,629,116	13,840,428	349,796
		EDF PAD	392,805,967		4,370,952
Total			591,435,083	13,840,428	4,720,748

For the Period ended 30th June 2024

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2024 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	EDF	83,210,714	13,840,428	-
		EDF PAD	59,717,440		-
Dhaka Bank Plc.		OD	12,360,641		-
Total			591,435,083	13,840,428	-

For the Period ended 30th June 2023

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2023 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	PC Loan	3,544,045	2,115,397	-
		EDF PAD	19,678,856		-
Dhaka Bank Plc.		OD	17,434,647		-
Total			40,657,548	2,115,397	-

For the Period ended 30th June 2022

Name of Party	Nature of Relationship	Nature of Borrowing	Balance as 30 June, 2022 (BDT)	Interest Paid (BDT)	Interest Accrued (BDT)
NCC Bank Plc.	Lender	Stimulus Loan	8,778,560	2,644,456	-
		OD	18,897,568		-
		Vehicle Loan	311,638		-
		pc Loan	2,692,022		-

		EDF Loan	38,541,545		-
		Stimulus Loan	8,778,560		-
Total			69,221,333	2,644,456	-

Place: Dhaka, Bangladesh
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

- (ii) **Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status;**

Certification on Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status of Scandex (BD) Ltd.

After due verification, we certify that the principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status of Scandex (BD) Ltd. from 1st July, 2021 to 30 June, 2026 were as follows:

Particulars	June 30, 2026	June 30, 2025	June 30, 2024	June 30, 2023	June 30, 2022
Names of Lenders	NCC Bank Ltd	NCC Bank Ltd	NCC Bank Ltd	NCC Bank Ltd	NCC Bank Ltd
Purpose	Revolving working capital facility	Revolving working capital facility	Revolving working capital facility	Revolving working capital facility	Revolving working capital facility
Sanctioned Amount	BTB LC/ABP/EDF 50 Crore PC/OD (Export)/PSC 4 Crore	BTB LC/ABP/EDF 50 Crore PC/OD (Export)/PSC 4 Crore	BTB LC/ABP/EDF 40 Crore PC/OD (Export)/PSC 3 Crore	BTB LC/ABP/EDF 30 Crore PC/OD (Export)/PSC 6 Crore	BTB LC/ABP/EDF 30 Crore PC/OD (Export)/PSC 6 Crore
Rate of Interest	14.5% per annum	14.5% per annum	PC- SMART+2.75% p.a. (outstanding amount must be adjusted from export proceeds within due time, otherwise interest to be charged as per latest Head Office Circular). SOD (E) - SMART+3.75% p.a. at quarterly rest, subject to change After expiry of 30 days, penal interest to be charged on EOL/Overdue amount as per latest circular. psc: 5.00% P.A if refinanced by Bangladesh Bank otherwise SMART+3.75% P.A subject to change time to time. After expiry, penal interest will be charged on the overdue amount for the entire overdue period	9% per annum	9% per annum

Primary Security, Collateral or other Security	1. 26.977 Decimal land (Kaliganj, Gazipur) 2. 2732.12 sq. feet flat with proportionate land measuring 1.5705 decimal (Banani Residential Area) 3. FDR Lien Tk. 300.00 Lac (NCC Bank) 4. Land measuring 20.00 (twenty) decimal (Bindan)	1. 26.977 Decimal land (Kaliganj, Gazipur) 2. 2732.12 sq. feet flat with proportionate land measuring 1.5705 decimal (Banani Residential Area) 3. FDR Lien Tk. 100.00 Lac (NCC Bank) 4. Land measuring 20.00 (twenty) decimal (Bindan)	1. 26.977 Decimal land (Kaliganj, Gazipur) 2. 2732.12 sq. feet flat with proportionate land measuring 1.5705 decimal (Banani Residential Area) 3. FDR Lien Tk. 100.00 Lac (NCC Bank) 4. Land measuring 20.00 (twenty) decimal (Bindan)	1. 26.977 Decimal land (Kaliganj, Gazipur) 2. 2732.12 sq. feet flat with proportionate land measuring 1.5705 decimal (Banani Residential Area) 3. FDR Lien Tk. 100.00 Lac (NCC Bank) 4. Land measuring 20.00 (twenty) decimal (Bindan)	1. 26.977 Decimal land (Kaliganj, Gazipur) 2. 2732.12 sq. feet flat with proportionate land measuring 1.5705 decimal (Banani Residential Area) 3. FDR Lien Tk. 107.84 Lac (NCC Bank) 4. Land measuring 20.00 (twenty) decimal (Bindan)
Re-Payment Schedule	-	-	-	-	-
Status (Outstanding Balance Tk.)	-	-	-	-	-

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(iii) Statement of unsecured loans with terms and conditions;

Certification on statement of unsecured loans with terms and conditions of Scandex (BD) Ltd.

This is to certify that Scandex (BD) Ltd. did not take any unsecured loan from 1st July, 2022 to 30th June, 2026.

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc.;

Certification on Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc. of Scandex (BD) Ltd.

After due verification, we certify that the Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc. of Scandex (BD) Ltd. from 1 July, 2022 to 30 June, 2026 were as follows:

Particulars	30 June 2026	30 June 2025	30 June 2024	30 June 2023	30 June 2022
Raw Materials	19,512,175	23,175,855	23,072,921	18,242,658	16,512,493
Packing Materials	-	-	-	-	-
Stock-in-Process	166,508,706	190,225,766	182,277,273	160,392,019	161,036,242
Finished Goods	18,687,345	14,999,845	36,550,652	155,819,923	147,764,615
Store and Spares Parts	-	-	-	-	-
Total	204,708,226	228,401,466	241,900,846	334,454,600	325,313,350

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(v) Statement of trade receivables showing receivable from related party and connected persons;

Certification on statement of trade receivables showing receivable from related party and connected persons of Scandex (BD) Ltd.

This is to certify that the statement of accounts receivables showing receivables from related party and connected persons of Scandex (BD) Ltd. for the last five years were as follows:

Name of Client	June 30, 2026	June 30, 2025	June 30, 2024	June 30, 2023	June 30, 2022
VCL	-	-	-		56,341,367
SOLS	31,752,720	47,478,803	57,033,943	25,638,962	18,193,407
TAMURAKOMA					6,981,429
MHRG				14,259,434	
Smartex	127,536,610	1,778,134	2,387,376	13,583,609	
Stedman	40,682,564	43,547,898	70,223,759	17,984,262	
Velilla		19,962,859	13,999,402		
Nayha			7,712,775		
Uxprint			8,343,072		
Solo Epic France		10,567,437			
Moon Readywear Limited (Setara)	42,834,687				
STAR DESIGN INTERNATIONAL INC.	2,018,578				
Total	244,825,158	123,335,132	159,700,327	71,466,268	81,516,203

The above information certifies on the basis of books of accounts, record and other related document. We also certify that no amount receivable from related party and connected person.

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(vi) Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued;

Certification on statement of any loan given by Scandex (BD) Ltd. including loans to related party or connected persons with rate of interest and interest realized or accrued.

This is to certify that Scandex (BD) Ltd. did not give any loan to related party or connected persons with rate of interest and interest realized or accrued from 1st July, 2022 to 30th June, 2026.

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(vii) Statement of other income showing interest income, dividend income, discount received, other non-operating income;

Certification on statement of other income showing interest income, dividend income, discount received, other non-operating income of Scandex (BD) Ltd.

After due verification, we certify that the statement of other income showing interest income, dividend income, discount received, other non-operating income of Scandex (BD) Ltd. from 1 July, 2022 to 30 June, 2026 were as follows:

Particulars	June 30, 2026	June 30, 2025	June 30, 2024	June 30, 2023	June 30, 2022
Interest Income	25,320,241	24,975,797	13,953,782	5,896,148	3,448,509
Dividend Income	9,862,500	1,632,000	71,000	40,000	812,500
Cash Incentive	48,353,900	34,602,100	34,960,189	128,066,000	28,990,000
Gain/Loss on sale (Share)	22,449,774	1,527,302	(273,805)	1,246,443	617,996
Foreign Exchange Gain/Loss	48,871	(1,198,002)	634,625	(1,542,942)	(2,580,825)
Fair Value Gain/Loss	6,490,266	1,889,886	(2,018,171)	608,585	-
Miscellaneous	-	-	578,610	644,652	427,400
Total	112,525,553	63,429,083	47,906,230	134,958,886	31,715,580

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(viii) Statement of turnover showing separately in cash and through banking channel;

Certification on Statement of turnover showing separately in cash and through banking channel of Scandex (BD) Ltd.

After due verification, we certify that the Statement of turnover showing separately in cash and through banking channel of Scandex (BD) Ltd. from 1 July, 2022 to 30 June, 2026 were as follows:

Particulars	30 June 2026	30 June 2025	30 June 2024	30 June 2023	30 June 2022
In Cash	-	-	-	-	-
Through Banking Channel	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144
Total Turnover	1,890,784,228	1,859,930,789	1,695,841,521	1,671,756,540	965,343,144

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(ix) Statement of related party transaction;

Certification on Statement of Related Party Transaction of Scandex (BD) Ltd.

After our verification, we certify that the statement of related party transaction of Scandex (BD) Ltd. from 1 July, 2022 to 30 June, 2026 were as follows:

Name	Designation	Purpose	2026	2025	2024	2023	2022
Fardeen Ahmed Patwary	Managing Director	Remuneration	2,400,000	2,400,000	-	-	-
Faisal Ahmed	Director	Land Purchase	-	-	-	4,400,000	-
		Advance against Land	5,500,000	-	-	-	-

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements;

Certification on Reconciliation of business income shown in tax return with net income shown in audited financial statements of Scandex (BD) Ltd.

After our verification, we certify that the (x) Reconciliation of business income shown in tax return with net income shown in audited financial statements of Scandex (BD) Ltd. from 1 July, 2022 to 30 June, 2026 were as follows:

Particulars	30 June 2026	30 June 2025	30 June 2024	30 June 2023	30 June 2022
Net Income before tax as per Audited Financial Statements	228,343,784	181,509,528	160,191,274	248,635,384	81,206,870
Business Income shown in Tax Return	To be Submit in due time	181,509,528	160,191,274	248,635,384	81,206,870

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(xi) Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel;

Certification on confirmation that all receipts and payments of Scandex (BD) Ltd. above Tk. 500,000/- (Five Lac) were made through Banking Channel.

This is to certify that all receipts and payments of Scandex (BD) Ltd. above Tk. 500,000 (Five Lac) were made through banking channel except few cases and circumstances from 1st July, 2022 to 30th June, 2026.

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts;

Certification on confirmation that Bank Statements of Scandex (BD) Ltd. are in conformity with its books of accounts

This is to certify that the bank statements of Scandex (BD) Ltd. from 1st July, 2022 to 30th June, 2026 are in conformity with its books of accounts.

Place: Dhaka, Bangladesh
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(xiii) Statement of payment status of TAX, VAT and other taxes or duties; and

Certification on Statement of payment status of TAX, VAT and other taxes or duties of Scandex (BD) Ltd.

After due verification, we certify that the status of TAX, VAT and other taxes or duties of Scandex (BD) Ltd. from 1 July, 2022 to 30 June, 2026 were as follows:

Particular	Amount in BDT				
	30 June, 2026	30 June, 2025	30 June, 2024	30 June, 2023	30 June, 2022
Tax	32,410,601	29,427,246	23,931,100	30,233,697	8,892,847
VAT	88,000	88,250	72,000	43,000	49,000
Others Taxes/Duties	-	-	-	-	-
Total	32,498,601	29,515,496	24,003,100	30,276,697	8,941,847

Place: Dhaka
Date:

Sd/-
Ashraf Uddin & Co.
Chartered Accountants

(xiv) Any other statement as may be required by the Commission.

CHAPTER (32)

CREDIT RATING REPORT

**ARGUS CREDIT RATING SERVICES LTD.
(ACRSL)**

Credit Rating Report

Scandex (BD) Limited

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Credit Rating Report
Scandex (BD) Limited



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Authorized Signature:

Name:

Designation:

Date:


Md. Mustafizur Rahman
Chief Rating Officer
ARGUS Credit Rating Services Ltd.

CONTACT INFORMATION

For Additional Information Please Contact:



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6th Floor, SkyView Henolux Centre,
3/1 Purana Paltan,
Dhaka 1000
Bangladesh
Email: info@acrsibd.com

Credit Rating Report
Scandex (BD) Limited



Ref No : ACRSL42648/26
Company Name : Scandex (BD) Limited (SBL)
Assigned Ticker : ScandexBD
Activity : RMG Knit, Manufacturing
Incorporated On : 10 Oct 2001
Head Office : Road-54/A, House-02, Gulshan-02, Dhaka, Bangladesh

Rating Type : Corporate / Entity
Rating Validity : 03 Dec 2026
Nature Of Rating : First Surveillance
Outlook : Stable
Analyst(s) : ACRSL Analyst Team
Committee(s) : ACRSL Rating Committees

Rating Summary

Credit Rating	Current	Previous
Long-Term	A+	A
Short-Term	ST-2	ST-2
Publishing Date	04 Dec 2025	05 Dec 2024

Rating Explanation

Rating	Explanation
A+	Investment grade. High credit quality and low expectation of credit risk. When assigned this rating indicates the obligor has strong capacity to meet its financial obligations but may be vulnerable to adverse economic conditions compared to obligors with higher credit ratings.
ST-2	High certainty of timely payment. Liquidity factors are strong and supported by good fundamental protection factors. Risk factors are very small.

Rating Validity: This validity assumes no additional loan over that disclosed in FY25 (Ending June 30) audited/management certified balance sheet and that management has disclosed all material & adverse to financials since FY23.

Md. Mustafizur Rahman
Chief Rating Officer
ARGUS Credit Rating Services Ltd.

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EXECUTIVE SUMMARY:

Strengths:

- **Target market focus has enabled Scandex (BD) Limited (SBL) to booked a positive revenue growth in recent year.** SBL's main product "cotton yarn" is used as raw material for manufacturing apparel products by ready-made garments and textile industries in Bangladesh. This focused target market has enabled the company to book a revenue base over the past three year.
 - SBL's top line achieved a CAGR of 3.62% from FY23 to FY25. During the period of FY23-FY24, revenue increased by 1.44% YoY, from BDT 1,671.76 MN to BDT 1,695.84 MN. Later on, during the period FY24-FY25, again revenue increased by 9.68% YoY, from BDT 1,695.84 MN to BDT 1,859.93 MN which is positive in our view.
- **Scandex (BD) Limited (SBL) has the ability to meet financial expenses through its operating profit.** The company has maintained strong base of operating income during the last three years which enables the company to service its debt obligations in a particular interest expense through operating earnings. In FY23, FY24 and FY25, the operating income of SBL stood at BDT 127.53 MN, BDT 127.76 MN and BDT 141.08 MN respectively, in line with its financial expense of BDT 13.35 MN, BDT 16.71 MN and BDT 22.43 MN correspondingly, which signifies that SBL has the ability to service its financial expense obligation multiple times through its operating earnings.
 - **Interest coverage ratio:** Historically, the company has maintained good interest coverage ratio, which is positive in our view. During the last three years the interest coverage ratio of SBL is an stable trend. The interest coverage ratio of the company stood at 9.55x in FY23 which decreased to 7.65x in FY24 and again decreased to 6.29x in FY25.
- **ACRSL research has a positive long term outlook on Bangladesh's RMG sector.** RMG is the largest export oriented sector of Bangladesh & one of the key economic drivers of country's economy. It has seen tremendous growth since it began 37 years ago. In 2013 Bangladesh enters with a firm footing as the world's second largest garment exporter. Bangladesh held on to its status as the second biggest apparel supplier in the world in 2024 once again, accounting for 7.4 percent share of the market, according to data from the World Trade Organization (WTO). Three decades of experience, incredible growth to non-traditional markets, competitive pricing, low labor cost, appreciation of BDT against USD and other currencies, lean manufacturing has boosted RMG sector.
 - There is an ample scope for Bangladesh RMG to grow further by improving workers efficiency through proper training. A study shows the performance of Bangladesh RMG export is lower than Vietnam's, the former earns US\$ 21.5 billion with an active workforce of 4.0 million while the latter earns US\$ 17 billion with only 1.3 million workers. The reason for such performance of Bangladesh RMG is the shortage of skilled manpower. Moreover, the mid-level management of our factories also lacks efficiency in productivity. Therefore, due attention should be given to set a productivity benchmark for Bangladesh apparel industry and enumerate the potential of productivity enhancement through skill up-gradation.

- Competitive pricing has created an opportunity for Bangladesh's apparel sector to attract new buyers. The RMG sector of Bangladesh has captured a large international market through competitive pricing driven by an inexpensive labor force. International brands are placing more orders from China to Bangladesh as China, the largest apparel exporting country, has become expensive for them due to higher cost of production and shortage of workers in the RMG sector.
- Increasing export to nontraditional markets are helping RMG Sector. Rising export to nontraditional markets like Australia, Japan, Russia, South Korea, Brazil, Chile, Mexico etc is highly encouraging. This market can help the sector recover from bad patch in traditional markets.
- Competitive workforce- skilled manpower available at a lower cost.
- Bangladesh spinning factories mostly possess high-tech sophisticated machinery from Europe, Japan and US.
- Courageousness and resilience of local entrepreneur.
- Strong export oriented RMG sector- can supply yarn to the factories very fast; can provide great after sales services.
- Sufficient demand of woven and knit yarn.
- FDI (foreign direct investment) is legally permitted
- In-house demand is increasing every year- demand for yarn for the locally sold clothing items are also potentially increasing.
- Possibility of producing high value diversified yarn.

Concerns:

- **ACRSL remains concerned with respect to Bangladesh's RMG sector**, which is facing challenges in the near to intermediate term, driven by the recent Russia Ukraine Conflict and Global inflation hike. Bangladesh is the world's second-largest garment and textile producer after China, and the industry drives the country's economy. Companies around the globe have already cancelled orders worth more than \$2bn.
- In Bangladesh's RMG sector met great trouble when several international buyers offered lower prices and deferred their payments at a time when restrictions on movement caused delays in shipment. These factors led to job losses for many workers as the millers were forced to close their factories following a drastic fall in production.
- Diversification of products within RMG as well as diversifying the export sectors will be key to Bangladesh's sustained industrial development. Given the fact that Bangladesh occupies only 6.8% of the global market, we have enormous potentials and strengths to contribute more to our economy in the coming days.
- On the other hand, backward linkages to whom the apparel sector is highly dependent supply myriad items to the apparel sector, to name just a few noteworthy ones, textiles, dyeing, packaging, trim and accessories, apparel

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no data





labels, and services such as washing, printing and embroidery. As some of the Ready-made garments (RMG) factories could not pay the outstanding invoices to the backward linkage factories, which put drastic impact or even damage some of the businesses of the backward linkage. Most factories were underutilized or about to be shut down, especially as there are limited or no orders during this crisis period. Unemployment and non-paid workers are crucial for the sector now. No mechanism or government incentives have been declared targeting these small factory workers of the backward linkages.

Special Note: At the time of publication of this credit rating report by ARGUS Credit Rating Service Limited (ACRSL), audited certified financial statements from FY23 to FY25 (ending June, 30) were available, projections for FY26 and FY27 were arrived after taking in to consideration subsequent events up to the date of reporting, management feedback, and industry insights.

mo. out. 12. 2022. P. 1



1 CORPORATE PROFILE

1.1 COMPANY DESCRIPTION

History: Scandex (BD) limited (SBDL) was incorporated as a private limited company on 10th October 2001. SBDL is a 100% export oriented readymade garments manufacturing company specialized on knit garments products. The company's products are mainly exported to European countries; Spain, Portugal, France are top among others. SBDL manufactures and exports wide range and varieties of knit garments like t-shirt, tank top etc. of basic, semi basic and critical design with plain, printed. SBDL is Sedex, Oekotex, OCS and FAIR WEAR certified as part of corporate and social responsibility and compliance aiming mainly to be a reliable knit garments manufacturers and exporters.

Financial Base: At the end of FY25, the business entity's Total Assets stood at BDT 1,617.40 MN, Equity at BDT 796.36 MN, Revenue at BDT 1,859.93 MN and Net Profit After Tax at BDT 150.04 MN.

Bank Liability: Scandex (BD) limited (SBL) avail financial facility under NCC Bank PLC As 01.12.25, Scandex (BD) limited (SBL)'s total limit was 500.00 MN, where as its outstanding was 190.23 MN, and the CIB (Credit Information Bureau) status is marked as "Standard." This indicates that the current financial obligations are within acceptable limits and the account is in good standing.

1.2 OWNERSHIP STRUCTURE

Scandex (BD) limited has three directors including the Managing Director. The current Managing Director is Mr. Fardeen Ahmed Patwary.

The promoters / shareholder directors of Scandex (BD) limited have sound educational, business, social, financial background, and banking networks in Bangladesh. At the same time, Scandex (BD) limited, operations are managed by experienced people with diverse, professional and functional experience.

Table 1 Nature of Ownership/Directors' Shareholding Percentage

Designation	Name	Shares
Managing Director	Mr. Fardeen Ahmed Patwary	91.97%
Director	Mr. Faisal Ahmed	4.00%
Director	Mr. Faruque Ahmed	4.00%
Shareholder	Others	0.03%

1.3 OPERATIONS

- Business Address: Road-54/A, House-02, Gulshan-02, Dhaka, Bangladesh
- Factory Address: Gouripur, Ashulla, Savar, Dhaka-1340
- Total number of staff: 70
- Total Production Capacity: Sewing- 242 Machines (11 Lines) = 1320000 pcs/Months
- Per day actual production: Knitwear 55000 pcs/Day

1.4 PRODUCTS AND SERVICES

Scandex (BD) Ltd. is a 100% export oriented knit garments manufacturing company having its own cutting, sewing and finishing facilities. The Company has strong customer base all over Europe and had started building customer base in Japan / USA.
Major Customers

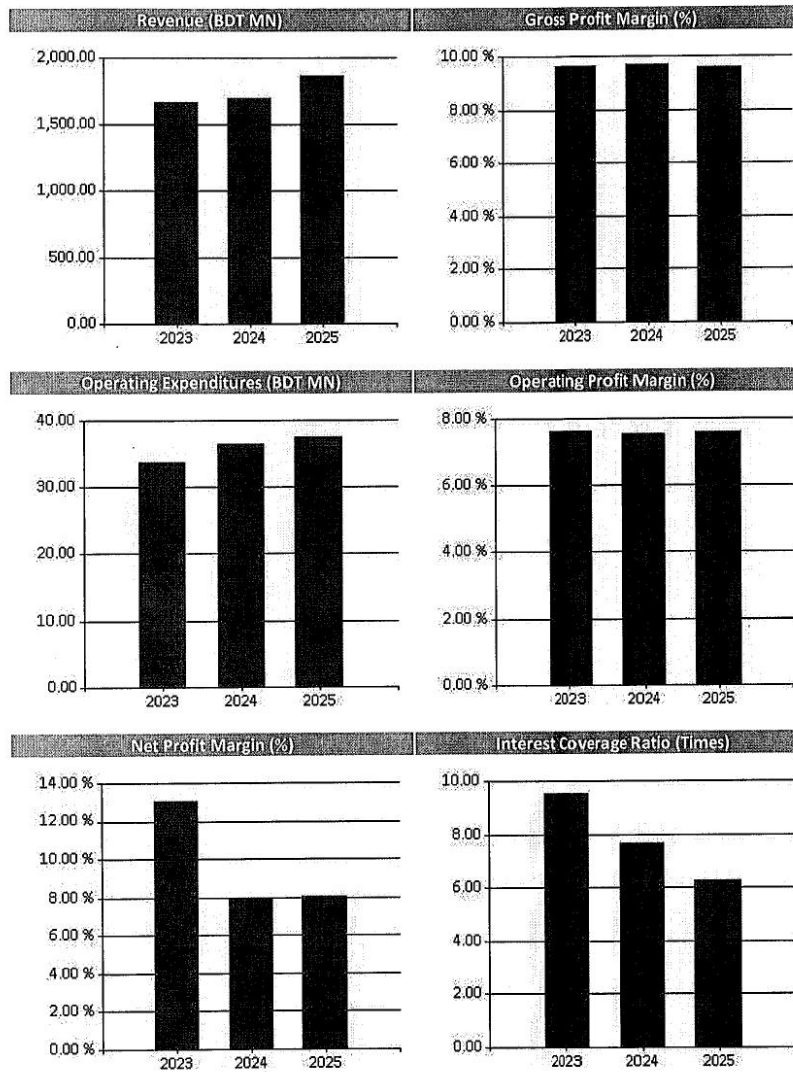
- Solo Group, France
- Velilla Europe Group, Spain
- DSP, Portugal
- Stedman, Germany
- Star Design, USA
- Tamurakoma, Japan
- Smart Apparels, USA

MO. Othman. Pasha



2 CHARTS

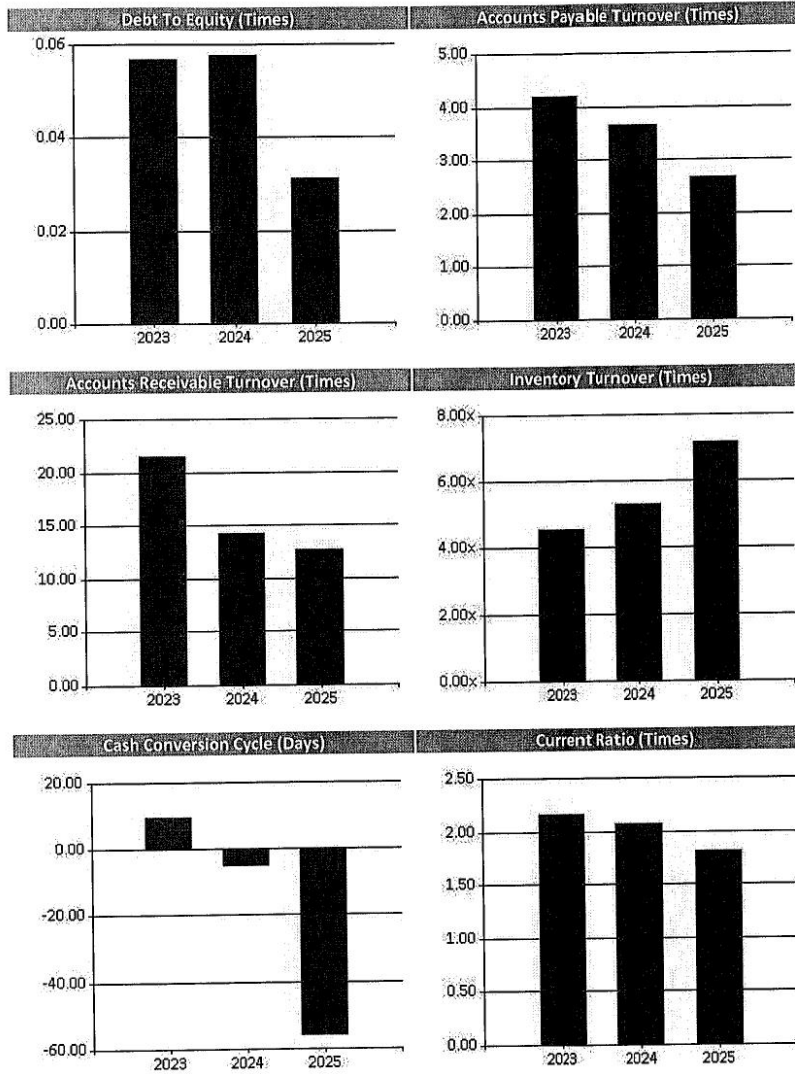
2.1 INCOME STATEMENT CHARTS



MO. M. K. M. M.



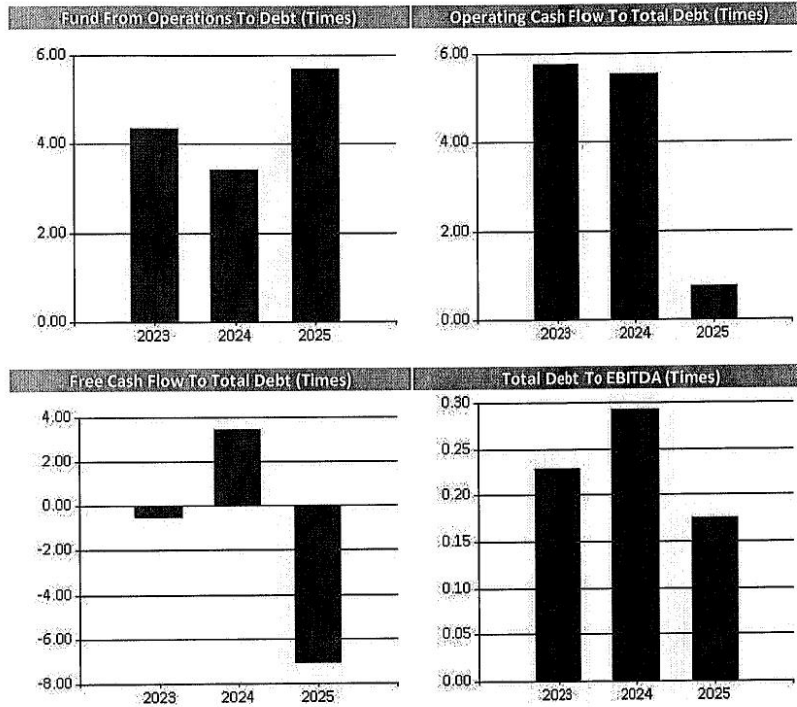
2.2 BALANCE SHEET CHARTS



MO. M. Hossain, Jt. Secy.



2.3 CASH FLOW ADEQUACY CHARTS



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APPENDIX A: SUMMARY OF FINANCIAL METRICS

Balance Sheet Metrics (BDT in MN)	FY23	FY24	FY25
Cash & Equivalent	179.50	422.85	679.63
Trade Receivable	74.07	163.48	129.39
Inventories	334.45	241.90	228.40
Total Current Assets	792.60	1,106.80	1,445.25
Investments	0.00	0.00	0.00
Fixed Assets(At cost less Depreciation)	100.82	75.22	150.78
Total Non-Current Assets	100.82	94.88	172.15
Total Assets	893.42	1,201.68	1,617.40
Payable and Accrued Expenses	332.25	504.39	757.49
Other Current Liabilities	15.61	13.61	38.80
Short Term Debt	17.82	14.82	2.46
Total Current Liabilities	365.67	532.82	798.75
Long Term Debt	11.45	22.53	22.29
Other Non-Current Liabilities	0.00	0.00	0.00
Total Non-Current Liabilities	11.45	22.53	22.29
Total Liabilities	377.13	555.35	821.04
Issued, Subscribed & Paid Up Capital	210.00	504.00	504.00
Retained Earnings	306.29	142.32	292.36
Reserves & Surplus	0.00	0.00	0.00
Total Shareholders' Equity	516.29	646.32	796.36
Total Shareholders' Equity & Liabilities	893.42	1,201.68	1,617.40
Income Statement Metrics (BDT in MN)	FY23	FY24	FY25
Revenue/Sales/Turnover	1,671.76	1,695.84	1,859.93
Cost of Revenue/ Cost of Goods Sold	1,510.36	1,531.68	1,681.38
Gross Profit (Loss)	161.39	164.16	178.55
Operating Expenses	33.86	36.40	37.47
Operating Profit	127.53	127.76	141.08
Financial Expense/ Interest Expense	13.35	16.71	22.43
Net Profit before WPPF	114.18	111.05	118.65
Other Expense	0.00	-47.45	-62.86
Net Profit Before Tax	248.64	158.49	181.51
Provision for Tax	30.89	23.03	31.47
Net Profit After Tax	217.75	135.46	150.04
Cash Flow Metrics (BDT in MN)	FY23	FY24	FY25
Net Cash from Operating Activities	168.53	206.15	18.58
Net Cash from Investing Activities	-183.58	-77.65	-195.36
Net Cash from Financing Activities	-8.68	119.92	432.56
Increase/(Decrease) in Cash and Cash Equivalents	-23.74	248.42	255.77
Cash and Cash Equivalents at the Opening	185.80	162.07	423.86
Cash and Cash Equivalents at the Closing	162.07	410.49	679.63

Source: SBL's Financial Statements from FY23-FY25

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APPENDIX B: SUMMARY OF ANALYTICS

Indicators	FY23	FY24	FY25
Revenue Growth	73.18%	1.44%	9.68%
Gross Profit Margin	9.65%	9.68%	9.60%
Operating Profit Margin	7.63%	7.53%	7.59%
Net Profit Margin	13.03%	7.99%	8.07%
Interest Coverage Ratio	9.55x	7.65x	6.29x
ROA	26.46%	12.93%	10.64%
ROE	53.42%	23.30%	20.80%
Debt to Equity Ratio	0.06x	0.06x	0.03x
Accounts Payable Turnover	4.20x	3.66x	2.66x
Accounts Receivable Turnover	21.47x	14.28x	12.70x
Inventory Turnover Ratio	4.58x	5.32x	7.15x
Current Ratio	2.17x	2.08x	1.81x
Cash Conversion Cycle(Days)	10	-5	-56
Fund from Operations/Total Debt	4.36x	3.42x	5.70x
Operating Cash Flow/Total Debt	5.76x	5.52x	0.75x
Free Cash Flow/Total Debt	-0.51x	3.44x	-7.14x
Total Debt/EBITDA	0.23x	0.29x	0.18x

MO. M. Khan. P. Khan



APPENDIX C: LONG TERM RATING DETAILS

ACRSL CORPORATE / ENTITY RATING (LONG TERM)

Rating	Definition
AAA Triple A (Highest Safety)	Investment grade. Highest credit quality with lowest expectation of credit risk. When assigned this rating indicates the obligor has exceptionally strong capacity to meet its financial obligations and it is highly unlikely that this capacity will be impacted adversely by foreseeable events.
AA+, AA, AA- Double A (High Safety)	Investment grade. Very high credit quality and minimal expectation of credit risk. When assigned this rating indicates the obligor has very strong capacity to meet its financial obligations and is unlikely to be impacted adversely by foreseeable events.
A+, A, A- Single A (Adequate Safety)	Investment grade. High credit quality and low expectation of credit risk. When assigned this rating indicates the obligor has strong capacity to meet its financial obligations but may be vulnerable to adverse economic conditions compared to obligors with higher credit ratings.
BBB+, BBB, BBB- Triple B (Moderate Safety)	Investment grade. Good credit quality and moderate expectation of credit risk. When assigned this rating indicates the obligor has adequate capacity to meet its financial obligations but this capacity remains more vulnerable to adverse economic conditions.
BB+, BB, BB- Double B (Inadequate Safety)	Speculative grade. Substantial credit risk. When assigned this rating indicates the obligor has business or other alternatives to meet current financial obligations but is substantially vulnerable to adverse economic conditions that may impair ability to meet such obligations in the future.
B+, B, B- Single B (Risky)	Highly Speculative grade. High credit risk. When assigned this rating indicates the obligor has business or other alternatives to currently meet its financial obligations but the degree of certainty regarding timely payment of financial obligations is doubtful unless circumstances improve and remain favorable.
CC+, CC, CC- Double C (Vulnerable)	Highly Vulnerable grade. Very High credit risk. When assigned this rating indicates the obligor is near to default and the degree of certainty regarding timely payment of financial obligations is doubtful unless circumstances improve. This rating may indicate that an insolvency petition has been filed or similar action has been taken, but payments on the obligation are being continued with high degree of external support.
C+, C, C- Single C (Near to Default)	Default Imminent. This category for an institution is considered to be either currently in default or expected to be in default with high probability. The obligor with this rating is unlikely to meet maturing financial obligations.
D Single D (Default)	In Default. This category for an institution is of the lowest credit quality. The rating indicates the obligor has already failed to meet its financial obligations and may have entered bankruptcy proceedings.

MO. M. H. Khan





APPENDIX D: SHORT TERM RATING DETAILS

ACRSL CORPORATE / ENTITY RATING (SHORT TERM)

Rating	Definition
ST-1	Highest Grade Highest certainty of timely payment. Short-term liquidity including internal fund generation is very strong and access to alternative sources of funds is outstanding. Safety is almost like risk free Government short-term obligations.
ST-2	High Grade High certainty of timely payment. Liquidity factors are strong and supported by good fundamental protection factors. Risk factors are very small.
ST-3	Good Grade Good certainty of timely payment. Liquidity factors and company fundamentals are sound. Although ongoing funding needs may enlarge total financing requirements, access to capital markets is good. Risk factors are small.
ST-4	Satisfactory Grade Satisfactory liquidity and other protection factors qualify issues as to investment grade. Risk factors are larger and subject to more variation.
ST-5	Non-Investment Grade Speculative investment characteristics. Liquidity is not sufficient to insure against disruption in debt service. Operating factors and market access may be subject to a high degree of variation.
ST-6	Default Issuer failed to meet scheduled principal and/or interest payments.

MD. M. Hossain, P.M.

CHAPTER (33)

PUBLIC ISSUE APPLICATION PROCEDURE

The Public issue application procedure shall be incorporated after the issuance of consent letter.