‘‘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 নিজ আর্থিক অবস্থা ও ঝুঁকিগ্রহণ করার সক্ষমতা বিবেচনা করে বিনিয়োগ সিদ্ধান্ত গ্রহণ করবেন।”

INITIAL QUALIFIED INVESTOR OFFER OF 5,000,000 ORDINARY SHARES

Issue Date of the Prospectus: 18 July, 2024

OFFER PRICE BDT 10 EACH
TOTAL SIZE OF FUND TO BE RAISED BDT 50,000,000

Opening Date for Subscription: 01 September, 2024
Closing Date for Subscription: 05 September, 2024

PROSPECTUS OF

BRAIN STATION 23

BRAIN STATION 23 PLC.

8th Floor, 2 Bir Uttam AK Khandakar Road,
Mohakhali C/A, Dhaka 1212, Bangladesh

MANAGER TO THE ISSUE

LankaBangla™ INVESTMENTS

LANKABANGLA INVESTMENTS LIMITED
Assurance Nazir Tower (Level-08)
65/B, Kemal Ataturk Avenue, Banani
Dhaka-1213, Bangladesh

Name of the underwriter:
LANKABANGLA INVESTMENTS LIMITED

(a) Preliminary Information and Declarations:

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

Issuer Company	Contact Person	Contact Information
Brain Station 23 PLC. 8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	**Mr. Md. Mosabbir Alam** Director & CFO	Tel: +88 02-222296729 Fax: N/A e-mail: investor.relations@brainstation-23.com Website: www.brainstation-23.com

Issue Manager	Contact Person	Contact Information
LankaBangla Investments Limited Assurance Nazir Tower (Level-08) 65/B, Kemal Ataturk Avenue Banani, Dhaka-1213	**Mr. Iftekhar Alam** Chief Executive Officer	Tel: +88 02 550 34 853-5 Fax: +88 02 550 34 856 e-mail: info@lankabangla-investments.com Website: www.lankabangla-investments.com

Underwriter	Contact Person	Contact Information
LankaBangla Investments Limited Assurance Nazir Tower (Level-08) 65/B, Kemal Ataturk Avenue Banani, Dhaka-1213	**Mr. Iftekhar Alam** Chief Executive Officer	Tel: +88 02 550 34 853-5 Fax: +88 02 550 34 856 e-mail: info@lankabangla-investments.com Website: www.lankabangla-investments.com

Auditor of the Company	Contact Person	Contact Information
MABS & J Partners Chartered Accountants SMC Tower (7th Floor), 33 Banani C/A, Road #17, Dhaka 1213, Bangladesh.	**Ummay Sumaya Jahan** FCA, ACMA (UK), CGMA Partner	Tel: +88 02 222275057-58 +88 02 222275365-66 Fax: N/A e-mail: info@mabsj.com Website: www.mabsj.com

Credit Rating Company & Valuer: The information is not applicable for the Issuer

(ii) A person interested to get a Prospectus may obtain from the Issuer and the Issue Manager

(iii) "If you have any query about this document, you may consult the Issuer, Issue Manager and Underwriter"

"এই প্রসপেক্টাসে বর্ণিত তথ্য সম্পর্কিত যে কোন জিজ্ঞাসা আপনি প্রতিষ্ঠানটির উল্লেখিত ইস্যুয়ার, ইস্যু ব্যবস্থাপক এবং অবলেখকের সাথে যোগাযোগ করে জেনে নিতে পারেন।"

(iv) "CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (QUALIFIED INVESTOR OFFER BY SMALL CAPITAL COMPANY) RULES, 2022. 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) AND/OR VALUER (IF ANY)."

(v) "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 Taka 10.00 (ten) and the issue price is Tk. 10 i.e. '1 times' of the face value. The issue price as determined should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

(vi) "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 making an investment decision in this offer. For making an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. Given the emerging nature of small capital companies, there may be a higher investment risk attached to the securities being offered. The securities to be traded on the Small Capital (SME) Platform may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be an active market for trading of such securities. 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) 7-8.

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

(b) Availability of Prospectus

(i) Website addresses and e-mail addresses and names of contact person of the institutions where the prospectus is available in soft form:

Issuer Company	Contact Person	Contact Information
Brain Station 23 PLC. 8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	**Mr. Md. Mosabbir Alam** Director & CFO	Tel: +88 02-222296729 Fax: N/A e-mail: investor.relations@brainstation-23.com Website: www.brainstation-23.com

Issue Manager	Contact Person	Contact Information
LankaBangla Investments Limited Assurance Nazir Tower (Level-08) 65/B, Kemal Ataturk Avenue Banani, Dhaka-1213	**Mr. Iftekhar Alam** Chief Executive Officer	Tel: +88 02 550 34 853-5 Fax: +88 02 550 34 856 e-mail: info@lankabangla-investments.com Website: www.lankabangla-investments.com

Stock Exchanges	Contact Person	Contact Information
Dhaka Stock Exchange PLC. DSE Tower, Plot-46, Road-21 Nikunja-2, Dhaka-1229	**Mr. Md. Afzalur Rahman** Senior Manager	Tel: +88 02 956 4601, 957 6210-18 e-mail: research@dsebd.org Website: www.dsebd.org
Chittagong Stock Exchange PLC. CSE Building, 1080, Sk. Mujib Road Agrabad, Chittagong, Bangladesh	**Mr. Mohammad Jabed Sarwar** Assistant Manager	Tel: +88 02 333 314 632-3, +88 02 333 320 871-2 e-mail: jabed@cse.com.bd Website: www.cse.com.bd

Prospectus is also available on the website of BSEC (www.sec.gov.bd) and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange (DSE) & Chittagong Stock Exchange (CSE) for reading and studying.

(ii) DEFINITIONS AND ACRONYMS OR ELABORATIONS

Term	Elaboration
Allotment	Allotment of shares
BDT	Bangladeshi Taka
BO	Beneficiary Owner
BSEC	Bangladesh Securities and Exchange Commission
Company	Brain Station 23 PLC.
CSE	Chittagong Stock Exchange PLC.
DSE	Dhaka Stock Exchange PLC.
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
EPS	Earnings per Share
ESOP	Employee Share Ownership Plan
BS23	Brain Station 23 PLC.
USD	United States Dollar
GBP	Great Britain Pound
IAS	International Accounting Standards
IFRS	International Financial Reporting Standards
Issue	Initial Qualified Investor Offer (IQIO)
Issuer	Brain Station 23 PLC.
Issue Manager	LankaBangla Investments Limited
BASIS	Bangladesh Association of Software & Information Services
HSBC	Hongkong and Shanghai Banking Corporation
AEM	Adobe Experience Manager
AI	Artificial Intelligence
ML	Machine Learning
ERP	Enterprise Resource Planning
LMS	Learning Management Solution
DESCO	Dhaka Electric Supply Company Limited
WASA	Water Supply & Sewerage Authority
NAV	Net Asset Value
Offer Price	Price of Securities
P/E	Price to earnings ratio
PLC.	Public Limited Company
QIO	Qualified Investor Offer
Stock Exchange(s)	Unless the context requires otherwise, refers to, the DSE & CSE where Ordinary shares will be listed.
The Commission	Bangladesh Securities and Exchange Commission (BSEC)
TIN	Tax Identification Number
VAT	Value Added Tax
WPPF	Workers' Profit Participation Fund

"The Prospectus may be obtained from the Issuer Company, Issue Manager, Underwriter and stock exchanges(s)"

Issuer Company	Contact Person	Contact Information
Brain Station 23 PLC. 8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	**Mr. Md. Mosabbir Alam** Director & CFO	Tel: +88 02-222296729 Website: www.brainstation-23.com

Issue Manager	Contact Person	Contact Information
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Underwriter	Contact Person	Contact Information
LankaBangla Investments Limited Assurance Nazir Tower (Level-08) 65/B, Kemal Ataturk Avenue Banani, Dhaka-1213	**Mr. Iftekhar Alam** Chief Executive Officer	Tel: +88 02 550 34 853-5 Fax: +88 02 550 34 856 e-mail: info@lankabangla-investments.com Website: www.lankabangla-investments.com

Auditor of the Company	Contact Person	Contact Information
MABS & J Partners Chartered Accountants SMC Tower (7th Floor), 33 Banani C/A, Road #17, Dhaka 1213, Bangladesh.	**Ummay Sumaya Jahan** FCA, ACMA (UK), CGMA Partner	Tel: +88 02 222275057-58 +88 02 222275365-66 Website: www.mabsj.com

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Dhaka Stock Exchange PLC. DSE Tower, Plot-46, Road-21 Nikunja-2, Dhaka-1229	**Mr. Md. Afzalur Rahman** Senior Manager	Tel: +88 02 956 4601, 957 6210-18 e-mail: research@dsebd.org Website: www.dsebd.org
Chittagong Stock Exchange PLC. CSE Building, 1080, Sk. Mujib Road Agrabad, Chittagong, Bangladesh	**Mr. Mohammad Jabed Sarwar** Assistant Manager	Tel: +88 02 333 314 632-3, +88 02 333 320 871-2 e-mail: jabed@cse.com.bd Website: www.cse.com.bd

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SECTION I: RISK FACTORS AND MANAGEMENT'S PERCEPTION ABOUT THE RISKS

(a) Interest rate risks

Interest rate risk concerned with borrowed funds of short term and long-term maturity, volatility of money market, which ultimately influences the interest rate structure of fund.

Management perception:

Brain Station 23 PLC. is not exposed to fluctuations in interest rates as it has no short-term or long-term interest-bearing debt. The Company relies on internally generated cash and/or equity financing to meet its obligations.

(b) Exchange rate risks

Devaluation of local currency against major international currencies i.e. USD, GBP and Euro may affect company's income.

Management perception:

The management of Brain Station 23 PLC. is aware that the local currency BDT is facing downward pressure from USD and other major currencies. Most of the revenue earned by Brain Station 23 PLC. is through export of services and the company also settles import payments through foreign currency. Depreciation of BDT for exports receipts will be favorable for the Company and unfavorable for import payments. Overall, as the export earnings is significantly higher compared to import payments, the current devaluation of BDT is favorable for the Company.

(c) Industry risks

Industry risk refers to factors that can impact a specific industry and the companies operating under it. Industry's risk factors can affect business growth, profitability, and sustainability.

Management perception:

Worldwide the demand for IT solutions is increasing as businesses are striving to increase efficiency and reduce operational cost to remain competitive and improve profitability. The management of Brain Station 23 PLC. believes that the demand for IT driven solutions both in the domestic market and abroad will increase. As the cost of labor in Bangladesh is very competitive, the export of IT solutions and software will thrive. As the IT and software sector is growing fast, exposure of industry risk is low.

(d) Market and technology-related risks

Market and Technology risk is a type of business risk defined as any market and technological changes that may disrupt the business.

Management perception:

Brain Station 23 PLC. stay updated with the latest and the most innovative technologies to remain competitive in the global market. The Company engages in research and development as part of management's commitment to enhance client satisfaction and complete challenging projects, with innovative and cutting-edge solutions. The company regularly arranges training to keep their employees up to date with all technological developments.

(e) Potential or existing government regulations

Companies of Bangladesh operates under various laws like Companies Act, 1994, taxation related laws and rules, rules of Bangladesh Securities and Exchange Commission etc. Any abrupt changes of the policies formed by those bodies may impact on the business of the company adversely.

Management perception:

As the government considers the ICT and software as priority or thrust sector, the management believes it is highly unlikely that the government will initiate any measure having adverse effect on the industry.

(f) Potential changes in global or national policies

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

Management perception:

The risk due to changes in global or national policies is beyond the control of any company. Yet the Company is well prepared to adopt new policies and measures as and when required to reduce such risks. Furthermore, political unrest due to strikes and mass protests may have a negative impact on any business. However, as the Company provides IT solutions and software to clients and delivery of such nature of services may face little obstruction.

(g) History of non-operation

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

Management perception:

Brain Station 23 PLC. has no history of non-operation in the past. It has experienced directors and a management team to make the Company more efficient and competitive. So, the chance of becoming non-operative of the Company is very less.

(h) Operational risks

Operational risk is the risk of losses caused by flawed or failed processes, policies, systems or events that disrupt business operations. Employee errors, criminal activity such as fraud and physical events are among the factors that can trigger operational risk.

Management perception:

The Company manages its operational risk by incorporating strong internal control by identifying, assessing, monitoring, controlling, and mitigating operational related risks. The Company also applies additional procedures necessary to comply with regulatory requirements. The Company has strong risk management procedures to manage the operational risks.

(i) Risk relating to secondary trading of securities

In the primary market, the issue price of Brain Station 23 PLC. is determined based on applicable law and may not be indicative of the market price in the secondary market.

Management perception:

The market price of shares is subject to systematic risk which may affect the price adversely.

SECTION II: USE OF PROCEEDS

(a) The prospectus shall show how the net proceeds of the offering shall be used, indicating the amount to be used for each purpose

Source of fund:

Particulars	Amount in BDT
Number of shares to be issued under IQIO	5,000,000
Issue price	BDT 10
Total amount to be raised	**50,000,000**

Use of proceeds from IQIO are given below:

SL.	Particulars	Amount (in BDT)
1.	Purchase of Computer and IT Equipment	46,990,000
2.	IQIO expenses	3,010,000
Total		**50,000,000**

Breakdown of use of proceeds:

The net proceeds from the Initial Qualified Investor Offer (IQIO) will be used for the Purchase of Computer and IT Equipment and IQIO Expenses. The details are as follows:

1. Purchase of Computer and IT Equipment

Name of Product	Technical Specification	Quantity	Tentative Unit Price in BDT	Total Cost in BDT
Laptop/Desktop	HP/DELL/SR (Ryzen 7/5, 32GB/64GB, 512GB/1 TB)	102	120,000	12,240,000
MacBook Pro	M2 Pro/M3 Pro	46	265,000	12,190,000
Network Item -Switch	Infrastructure Upgrade Cisco/Juniper/Unifi/Ruijie (Min: 4000000 Max: 8000000)	26	160,000	4,160,000
Network Item - Application Server	Increase data center server (Vertualization Server)- HP/DELL/ Other	3	3,000,000	9,000,000
Network Item - Storage Server	Storage Server- HP/DELL/Other	1	2,000,000	2,000,000
Transmission Control Protocol	TCP IP support	6	400,000	2,400,000
Wifi Solution	Update to wifi 5/6			5,000,000
Table Total				**46,990,000**

2. IQIO expenses:

Please refer to page no. 23

(b) The prospectus shall also include a schedule mentioning the stages of implementation and utilization of funds received through public offering, mentioning about the approximate date of completion of the project and the projected date of full commercial operation. The schedule shall be signed by the chief executive officer and the chief financial officer of the issuer

A schedule mentioning the stages of implementation and utilization of funds received through Initial Qualified Investor Offer (IQIO)

SL.	Particulars	Amount to be utilized (BDT)	Progress made so far	Schedule of implementation	
				Approximate date of completion of projects	Projected date of commercial operation
1.	Purchase of Computer and IT Equipment	46,990,000	The process will be started after receiving the IQIO fund	Within 24 months of receiving the IQIO fund	After completion of Purchase
2.	IQIO expenses	3,010,000	N/A	Immediately after receiving the IQIO fund	-
Total amount		**50,000,000**			

Sd/-

Raisul Kabir
Managing Director & CEO

Sd/-

Md. Mosabbir Alam
Director & CFO

(c) If there are contracts covering any of the activities of the issuer company 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 prospectus shall disclose the terms of such contracts, and copies of the contracts shall be filed with the Commission as annexure to the prospectus

The company is not engaged in such contract.

SECTION III: 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 shall be stated in the prospectus

Particulars	Information
Date of incorporation	January 21, 2015
Date of commercial operation	January 21, 2015
Date of conversion into Public Limited Company	January 11, 2024

Nature of Business

Principal activities of Brain Station 23 PLC. are to provide IT Enabled Services (ITES) i.e. Software development, Software or application customization, Web hosting and related services, IT support and software maintenance service.

Brain Station 23 started its journey as a partnership business back in 2006. Currently, the Company employees 700 full-time software engineers and other professionals. The revenue of the company crossed USD 10 million in the financial year 2022. Brain Station 23 PLC. is one of the largest IT solutions and software exporters of Bangladesh.

Below are some major events in the history of the company.

Major events	Year
Started operation as a Partnership	2006
Footprint in global market	2007
Started operation in local market	2010
Incorporated as a Private Limited Company	2015
Developed the first in-country banking mobile app (City Touch)	2017
Started work with German partners	2018
Crossed USD 10M revenue	2022
Co-founder & CEO of the company, Mr. Raisul Kabir became Top 20 young business leaders in SA	2022
Converted into a Public Limited Company	2024

During the past 17 years, Brain Station 23 has emerged as a major force in IT and software development sector of Bangladesh, contributing to the foreign reserve of the country.

Below is a list of awards received by Brain Station 23 in recognition for their contribution to the country's economy and superior service delivery.

Awarding body	Award
Bangladesh Association of Software & Information Services (BASIS)	BASIS Best Outsourcing Organization winner for the years 2013, 2014, 2015,2020 &2021
Hongkong and Shanghai Banking Corporation (HSBC)	HSBC Exporter of the Year Award as top SME exporter for 2012
Government of Bangladesh, Ministry of Industries	Awarded the best ICT enterprise for the NPO by the Ministry of Industries in 2019
Bangladesh Association of Software & Information Services (BASIS)	Winner in 4 Categories of the BASIS ICT Award: Fintech (2018), Real Estate (2018), Transportation (2018), HR (2019)
Kaggle	Bronze Winner in Machine Learning in 2019 Google Artificial Intelligence Competition (Kaggle)
The Daily Star	Best ICT Solution Provider winner by The Daily Star International Market Focus for 2017

Below is a list of some notable clients served by Brain Station 23, over the years.

Notable global clients	Notable local clients
Telenor	The City Bank
PayPal	Grameenphone
AbbVie	Banglalink
MetLife	Robi
Virtual Affairs	UCBL
Nissan	ACI

The company has no subsidiary.

(b) The prospectus shall contain the information in respect of its business operation, for example: -

(i) The principal products or services of the company and the markets for such products or services

SL.	Name of the service	Market for the product
1.	Adobe Experience Manager (AEM)/ Enterprise CMS	Local and Global
2.	Internet Banking & Financial Solution (FinTech)	Local and Global
3.	eWallet Solution	Local and Global
4.	Customized Mobile App Development	Local and Global
5.	Augmented Reality & Virtual Reality Solutions	Local and Global
6.	Game Studio	Local and Global
7.	Web Hosting & Cyber Security	Local and Global
8.	Enterprise Resource Planning (ERP)	Local and Global
9.	E-Commerce Solution	Local and Global
10.	SharePoint Services	Local and Global
11.	Data Science & Business Intelligence	Local and Global
12.	Machine Learning (ML) & Artificial Intelligence (AI)	Local and Global
13.	Software Testing	Local and Global
14.	Resource Augmentation	Local and Global
15.	Custom Software Development	Local and Global
16.	Learning Management Solution (LMS)	Local and Global
17.	Custom Website Development, Word Press Development	Local and Global
18.	Google Cloud Platform, Amazon Web Services, Google Workspace	Local
19.	Telecom Solution (Digital platform)	Local and Global

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

Sl. no	Name of Service	From 1 July 2023 to 30 September 2023		From 1 July 2022 to 30 June 2023	
		Amount in BDT	Percentage of total revenue	Amount in BDT	Percentage of total revenue
1.	Software development and customization	289,958,331	88%	1,029,654,345	86%
2.	Web hosting & related service	32,566,733	10%	129,171,190	11%

(iii) Names of associates, subsidiary/related holding company and their core areas of business

There are no associates, subsidiary and holding company of the issuer.

(iv) How the products or services are distributed

- All software and software licenses are delivered to clients through digital means as per clients' demand.
- Resource Augmentation services in the local market are provided either physically onsite or from designated Brain Station 23 office, as per the clients' instruction.
- Resource Augmentation services in the global market are provided remotely from Brain Station 23 offices.

(v) Competitive conditions in the business

Though Brain Station 23 PLC. is one of the largest players in the market, the Company operates in a free-market economy and as such the business is competitive.

Below is the list of the major competitors of Brain Station 23 PLC. in the local market.

Sl. no.	Major competitors in the local market
1	LeadSoft Bangladesh Limited
2	eGeneration Limited
3	RedDot Digital Limited
4	Astha IT
5	Tiger IT
6	Kazi IT Limited

Below is the list of the top 6 (six) exporters in the IT and software development sector of Bangladesh

Sl. no.	Top exporters
1	ServicEngine Limited
2	Brain Station 23 PLC.
3	BJIT Limited
4	Graphic People Limited
5	Therap (BD) Limited
6	Cefalo Bangladesh Limited

There is no market data in respect of the market shares of major competitors.

(vi) Sources and availability of raw materials and the names of the principal suppliers

Since Brain Station 23 PLC. is a service-oriented business, therefore the human resources of the company can be considered as raw materials. Currently, the company employs 700 full-time software engineers and other professionals. However, sometimes the company also requires to procure the following services from the below suppliers.

Sl. no	Name of Supplier	Type of service purchased
1	Microsoft	License
2	Google Cloud	Cloud Server and Storage
3	Amazon Web Services	Cloud Server and Storage
4	Oracle	Consultancy support
5	nopCommerce	Platform and software support
6	Odoo	Platform and software support
7	Adobe	Platform and software support
8	Moodle	Platform and software support

(vii) Sources of, and requirement for, power, gas and water; or any other utilities

Sl. no.	Office	Power		Gas		Water	
		Supplier	Requirement	Supplier	Requirement	Supplier	Requirement
1.	19,215 sq. ft. 5th to 8th Floor, 2 Mohakhali C/A, 8th Floor, Dhaka-1212	Dhaka Electric Supply Company Limited (DESCO)	80 KWH	Since the Brain Station 23 PLC. is not engaged in any manufacturing operations, there is no requirement for Gas.		Water Supply & Sewerage Authority (WASA) is the supplier of water in all office spaces held by Brain Station 23 PLC. Since the company is not engaged in any manufacturing operations, there is no significant requirement for water apart from normal usage.	
2.	16,402 sq. ft. Cultural Center, Mirpur DOHS, 3rd Floor, Dhaka 1216	Dhaka Electric Supply Company Limited (DESCO)	160 KWH				
3.	8,000 sq. ft. 4th Floor, 4 Mohakhali C/A, 8th Floor, Dhaka-1212	Dhaka Electric Supply Company Limited (DESCO)	190 KWH				

(viii) Names of the customers who purchase 10% or more of the company's products /services

Sl. no	Name of Service	From 1 July 2023 to 30 September 2023		From 1 July 2022 to 30 June 2023	
		Amount in BDT	Percentage of total revenue	Amount in BDT	Percentage of total revenue
1.	Gture, Norway (Software development and customization)	51,388,081	16%	228,457,210	19%

(ix) Description of any contract which the company has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract

The company has not entered into any contract with any of its suppliers or customers.

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

Particulars	License Issuer/ Issuing Authority	Registration/Certificate/ License no.	Issue date	Renewal date	Expiry date
Certificate of Incorporation	Registrar of Joint Stock Companies	C-120623/15	21.01.2015	N/A	N/A
Trade license	Dhaka North City Corporation	TRAD/DNCC/001012 /2022	08.04.2015	05.07.2023	30.06.2024
TIN certificate	National Board of Revenue, Bangladesh	649010914667	15.04.2015	N/A	N/A
VAT registration certificate	National Board of Revenue, Bangladesh	BIN: 000164798-0101	23.05.2017	N/A	N/A
Export registration certificate	Office of the Chief Controller of Imports and Exports	260326210666420	18.08.2015	25.07.2023	30.06.2024

Particulars	License Issuer/ Issuing Authority	Registration/Certificate/ License no.	Issue date	Renewal date	Expiry date
BASIS membership certificate	Bangladesh Association of Software and Information Services	GE-09-03-324	29.03.2009	04.01.2024	31.12.2024
Tax exemption certificate	National Board of Revenue, Bangladesh	08.01.0000.034.01.007.14 - 366	11.07.2023	N/A	30.06.2024
ISO/IEC 9001:2015 (Quality Management System)	International Organization for Standardization	BD-95023A	01.12.2021	20.12.2023	30.11.2024
ISO/IEC 27001:2013 (Information Security Management System)		BD-95024E	01.12.2021	20.12.2023	30.11.2024

(xi) Number of total employees and number of full-time employees

(As of 30 September, 2023)

Permanent	Temporary	Total
639	61	700

(xii) Production or service rendering capacity and current utilization, where applicable

Since Brain Station 23 PLC. is a service-oriented business, the above mentioned information is not applicable for the company.

SECTION IV: DESCRIPTION OF PROPERTY

The prospectus shall contain the following information in respect of plants and property, namely;

(a) Location of the principal plants and other property of the company and the condition thereof

Name of the assets	Written down value as on 30 September 2023 (Amount in BDT)	Location*	Condition
Furniture and fixture	9,337,036	Office premises in Mohakhali and Mirpur DOHS	All assets are in good condition
Office equipment	27,114,607		
Computer & IT equipment	60,160,236		
Vehicle	526,500		
Land	266,345,000	Satarkul, Badda, Dhaka	
Total	**363,483,380**		

*Details of all the locations:

Sl. no.	Particulars	Size	Address
1.	Office space	5,555 sq ft	2 Mohakhali C/A, 8th Floor, Dhaka-1212
2.	Office space	5,555 sq ft	2 Mohakhali C/A, 7th Floor, Dhaka-1212
3.	Office space	2,550 sq ft	2 Mohakhali C/A, 6th Floor, Dhaka-1212
4.	Office space	5,555 sq ft	2 Mohakhali C/A, 5th Floor, Dhaka-1212
5.	Office space	8,000 sq ft	4 Mohakhali C/A, 4th Floor, Dhaka-1212
6.	Office space	16,402 sq ft	Cultural Center, Mirpur DOHS, 3rd Floor, Dhaka-1216
7.	Commercial Land	37.28 katha	Plot C 15, Sunvalley Avenue, Block B, Sector 1, Satarkul, Badda, Dhaka

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

No property of the company is taken on lease except the following:

Sl. no	Description of leased asset
1.	5,555 square feet at 2 Mohakhali C/A, 8th Floor, Dhaka-1212
2.	5,555 square feet at 2 Mohakhali C/A, 7th Floor, Dhaka-1212
3.	2,550 square feet at 2 Mohakhali C/A, 6th Floor, Dhaka-1212
4.	5,555 square feet at 2 Mohakhali C/A, 5th Floor, Dhaka-1212
5.	8,000 square feet at 4 Mohakhali C/A, 4th Floor, Dhaka-1212
6.	16,402 square feet at Cultural Center, Mirpur DOHS, 3rd Floor, Dhaka-1216

(c) If the property is owned by the company, whether there is a mortgage or other type of lien on the property, with name of the mortgagor

There are no mortgages or other types of liens against the properties owned by the company.

(d) If the property is taken on lease, the expiration date of the lease with name of the lessor

No property of the company is taken on lease except the following:

Sl. no.	Description of leased asset	Lessor	Effective date of lease	Expiration date of lease
1.	5,555 square feet at 2 Mohakhali C/A, 8th Floor, Dhaka-1212	Md. Motarraf Hosain	01 Jan 2015	31 Dec 2027
2.	5,555 square feet at 2 Mohakhali C/A, 7th Floor, Dhaka-1212		10 Mar 2016	31 Dec 2027

Sl. no.	Description of leased asset	Lessor	Effective date of lease	Expiration date of lease
3.	2,550 square feet at 2 Mohakhali C/A, 6th Floor, Dhaka-1212		01 Jan 2022	31 Dec 2026
4.	5,555 square feet at 2 Mohakhali C/A, 5th Floor, Dhaka-1212		01 Aug 2021	31 Jul 2026
5.	8,000 square feet at 4 Mohakhali C/A, 4th Floor, Dhaka-1212	Sadruddin Ahsan Ali & Saqueb Muhammad Ali	01 April 2019	31 March 2025
6.	16,402 square feet at Cultural Center, Mirpur DOHS, 3rd Floor, Dhaka-1216	Bangladesh Diesel Plant Limited	01 July 2022	30 June 2027

SECTION V: PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION

(a) If the issuer has not started its commercial operation, the company's plan of operations for the period which would be required to start commercial operation shall be described in the prospectus which shall, among others, include:

(i) Projected financial statements up to the year of commercial operation certified by the auditor of the issuer; and

(ii) Any expected significant changes in the number of employees.

The information required in (i) and (ii) is not applicable for Brain Station 23 PLC. as the Company started its commercial operation on January 21, 2015.

(b) If the issuer had been in operation, revenue from operation from each of the last three years, the issuer's financial position, changes in financial position and results of operations for each of the last three years shall be given in the prospectus which shall, among others, include the following information, to the extent material, namely

Results from operation:

Particulars	30-Sep-2023	30-Jun-2023	30-Jun-2022	30-Jun-2021
Revenue	331,275,312	1,203,707,580	916,835,282	665,613,931
Cost of service	(230,233,153)	(859,957,021)	(658,568,930)	(491,327,353)
Gross profit	**101,042,159**	**343,750,559**	**258,266,352**	**174,286,578**
Administrative expenses	(29,800,822)	(104,897,285)	(83,217,688)	(72,723,591)
Selling and distribution expenses	(6,988,554)	(29,242,485)	(16,572,443)	(13,120,491)
Profit from operation	**64,252,783**	**209,610,789**	**158,476,221**	**88,442,495**
Financial income	3,401,628	9,395,810	7,076,658	-
Other income	23,814,773	88,089,191	39,209,475	54,673,328
Profit before interest and tax	**91,469,185**	**307,095,790**	**204,762,355**	**143,115,824**
Finance cost	(1,566,942)	(5,673,719)	(2,816,728)	(2,273,672)
Profit before WPPF	**89,902,243**	**301,422,072**	**201,945,627**	**140,842,152**
Contribution to WPPF	(4,281,059)	(14,353,432)	(9,616,458)	(6,706,769)
Profit before tax	**85,621,183**	**287,068,640**	**192,329,168**	**134,135,383**
Income tax expense	(3,511,016)	(12,539,380)	(5,922,017)	(2,047,469)
Net profit after tax	**82,110,168**	**274,529,260**	**186,407,152**	**132,087,913**
Basic earnings per share (EPS)	**1.92**	**6.42**	**4.36**	**3.09**
Diluted earnings per share (EPS)	**1.91**	**6.37**	**4.36**	**3.09**

* Basic EPS calculated considering 42,757,709 weighted no. of shares

Changes in financial position:

Particulars	30-Sep-2023	30-Jun-2023	30-Jun-2022	30-Jun-2021
Non-current Assets:	**455,068,147**	**459,297,379**	**113,796,351**	**64,917,374**
Property, Plant and Equipment	363,483,380	360,969,722	73,045,046	33,031,243
Advance, Deposit and Pre-payments	3,150,000	3,150,000	2,312,682	-
Right-of-Use Assets (RoU)	88,434,767	95,177,657	38,438,623	31,886,131
Current Assets:	**647,165,642**	**559,817,296**	**565,230,241**	**424,788,269**
Inventories	-	1,140,000	1,005,320	16,215,104
Trade and other receivables	217,402,293	152,586,900	142,880,332	101,897,870

Particulars	30-Sep-2023	30-Jun-2023	30-Jun-2022	30-Jun-2021
Short term investments	202,881,594	166,537,338	139,479,021	110,787,405
Advance, deposit and prepayments	25,742,877	23,288,889	156,697,573	23,007,255
Cash and cash equivalents	201,138,878	216,264,170	125,167,996	172,880,635
Total Assets	**1,102,233,789**	**1,019,114,675**	**679,026,592**	**489,705,643**
Shareholders' equity:	**824,316,168**	**756,458,570**	**471,358,570**	**282,138,918**
Share capital	427,577,090	285,051,390	249,075,000	112,500,000
Share premium	17,500,000	17,500,000	17,500,000	17,500,000
Retained earnings	379,239,078	453,907,180	204,783,570	152,138,918
Non-current liability:	**96,061,319**	**97,688,229**	**35,968,188**	**12,215,770**
Lease liabilities	66,822,928	73,683,707	27,509,292	12,215,770
Employee benefits	29,238,391	24,004,522	8,458,896	-
Current Liabilities:	**181,856,302**	**164,967,877**	**171,699,834**	**195,350,955**
Lease liabilities	25,685,230	24,678,614	13,068,079	20,680,946
Bank loan	-	-	-	41,628,644
Trade and other payables	29,515,439	34,407,343	29,513,927	65,376,472
Deferred income	62,892,455	65,055,512	86,067,688	58,910,655
Provisions	48,782,491	29,356,736	37,513,742	6,706,769
Current tax liabilities	14,980,687	11,469,672	5,536,399	2,047,469
Total Liabilities	**277,917,621**	**262,656,105**	**207,668,022**	**207,566,725**
Total Equity and Liabilities	**1,102,233,789**	**1,019,114,675**	**679,026,592**	**489,705,643**
Net Asset Value Per Share (NAV)	**19.28**	**26.54**	**18.92**	**25.08**

(i) Internal and external sources of cash

Particulars	30-Sep-2023	30-Jun-2023	30-Jun-2022	30-Jun-2021
Internal Sources of Cash:				
Share capital	427,577,090	285,051,390	249,075,000	112,500,000
Share premium	17,500,000	17,500,000	17,500,000	17,500,000
Retained earnings	379,239,078	453,907,180	204,783,570	152,138,918
Sub-Total	**824,316,168**	**756,458,570**	**471,358,570**	**282,138,918**
External Sources of Cash:				
Bank Loan	-	-	-	41,628,644
Sub-Total	**-**	**-**	**-**	**41,628,644**
Grand Total	**824,316,168**	**756,458,570**	**471,358,570**	**323,767,562**

(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 under the head 'Use of Proceeds' from IQIO fund.

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

Particulars	30-Sep-2023 (3 months)	30-Jun-2023	30-Jun-2022	30-Jun-2021
Revenue	331,275,312	1,203,707,580	916,835,282	665,613,931
Cost of service	(230,233,153)	(859,957,021)	(658,568,930)	(491,327,353)
Operating expenses	36,789,376	134,139,770	99,790,131	85,844,083
Net profit after tax	82,110,168	274,529,260	186,407,152	132,087,913

Causes for Changes in revenues: The year-on-year revenue of the Company is growing due to a rise in business volume attributable to the increase in demand for IT solution and software development in the global market and expansion and digitalization of the local companies.

Causes for Changes in cost of service: The year-on-year cost of service is proportionately increasing due to a rise in the volume of services provided to the customers.

Causes for Changes in operating expenses: The year-on-year operating expenses are proportionately increasing due to a rise in the volume of services provided to the customers.

Causes for Changes in net profit after tax: The year-on-year net profit after tax is proportionately increasing due to a rise in the volume of services provided to the customers attributable to the increase in demand for IT solution and software development, both in the global and local market.

(iv) Any seasonal aspects of the company's business

There is no such seasonal aspect that can adversely affect the business of the issuer.

(v) Any known trends, events or uncertainties that shall have a material effect on the company's future business

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

1. Entrance of new technology
2. Increased competition
3. Political unrest
4. Natural Disaster
5. National level Power disaster for long time
6. Pandemic

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

The Company has not used any of its assets to pay off any liabilities.

(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

The above information is not applicable to the Company as Brain Station 23 PLC. has no holding/parent company or subsidiary company.

(viii) Any future contractual liabilities the company might enter into within next one year, and the impact, if any, it would have on the company's financial fundamentals

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

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

The Company does not have any plan to make any capital expenditure except for those mentioned in the 'Use of Proceeds' in 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

Status of unpaid VAT, income tax, customs duty or other tax liability:

Value Added Tax (VAT)

There is no VAT liability of the Company.

Income Tax

The TIN number of the Company is 649010914667 under Circle - 316, Zone 15, Dhaka. Followings are the details of income tax related information of the company:

Accounting Year	Assessment Year	Assessment status
2018-2019	2019-2020	Assessment is completed
2019-2020	2020-2021	Assessment is completed
2020-2021	2021-2022	Assessment is completed
2021-2022	2022-2023	Assessment is completed
2022-2023	2023-2024	Return submitted; assessment is under process

Customs Duty or Other Tax Liabilities

There is no customs and excise duty liability of the issuer.

Contingent liability (if any)

The Company does not have any contingent liability.

(xi) Details of any operating lease the company has entered into during the five years preceding the issuance of the prospectus, clearly indicating terms of the lease and how the company proposes to liquidate such lease

Following are the details of all the operating leases of the company:

Sl. no.	Description of leased asset	Lessor	Effective date of lease	Expiration date of lease	Lease rent per month (BDT)	Liquidation
1.	5,555 square feet at 2 Mohakhali C/A, 8th Floor, Dhaka-1212	Md. Motarraf Hosain	01 Jan 2015	31 Dec 2027	349,521	In case of termination of the agreement the LESSEE will hand over the possession of the premises to the LESSOR
2.	5,555 square feet at 2 Mohakhali C/A, 7th Floor, Dhaka-1212		10 Mar 2016	31 Dec 2027	349,520	
3.	2,550 square feet at 2 Mohakhali C/A, 6th Floor, Dhaka-1212		01 Jan 2022	31 Dec 2026	127,500	
4.	5,555 square feet at 2 Mohakhali C/A, 5th Floor, Dhaka-1212		01 Aug 2021	31 Jul 2026	305,525	
5.	8,000 square feet at 4 Mohakhali C/A, 4th Floor, Dhaka-1212	Sadruddin Ahsan Ali & Saqueb Muhammad Ali	01 April 2019	31 March 2025	608,000	
6.	16,402 square feet at Cultural Center, Mirpur DOHS, 3rd Floor, Dhaka-1216	Bangladesh Diesel Plant Limited	01 July 2022	30 June 2027	770,894	

(xii) Any financial commitment, including lease commitment, the company had entered into during the past five years, giving details as to how the liquidation was or is to be in effect

Following are the details of all the financial commitment, including lease commitment of the company:

Sl. no.	Description of leased asset	Lessor	Effective date of lease	Expiration date of lease	Lease rent per month (BDT)	Liquidation
1.	5,555 square feet at 2 Mohakhali C/A, 8th Floor, Dhaka-1212	Md. Motarraf Hosain	01 Jan 2015	31 Dec 2027	349,521	In case of termination of the agreement the LESSEE will hand over the possession of the premises to the LESSOR
2.	5,555 square feet at 2 Mohakhali C/A, 7th Floor, Dhaka-1212		10 Mar 2016	31 Dec 2027	349,520	
3.	2,550 square feet at 2 Mohakhali C/A, 6th Floor, Dhaka-1212		01 Jan 2022	31 Dec 2026	127,500	
4.	5,555 square feet at 2 Mohakhali C/A, 5th Floor, Dhaka-1212		01 Aug 2021	31 Jul 2026	305,525	
5.	8,000 square feet at 4 Mohakhali C/A, 4th Floor, Dhaka-1212	Sadruddin Ahsan Ali & Saqueb Muhammad Ali	01 April 2019	31 March 2025	608,000	
6.	16,402 square feet at Cultural Center, Mirpur DOHS, 3rd Floor, Dhaka-1216	Bangladesh Diesel Plant Limited	01 July 2022	30 June 2027	770,894	

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

The Company considers its human resources as the most valuable assets and the profitability of the company largely depends on the efficient & effective productivity of human resources. The Company provides facilities and incentives to motivate employees for its continued profitability. The Company also incurs various training related expenses.

The following benefits and related scheme are applicable for the permanent employees of the Company:

Particulars	Details
Yearly increment	Upon management approval and salary brackets/scales, annual increments on basic salaries are given to employees.
Allowances	According to pay scales, allowances are given for expenses such as house rent, conveyance, medical expense, car maintenance and mobile phone facility.
Performance and incentive bonus	Upon management approval, performance and incentive bonus are given to employees based on individual and company performance.
Employee share ownership plan	Employees are entitled for employee share ownership plan as per the BS23 ESOP Scheme.
Provident fund	The Company maintains a contributory provident fund (CPF) that is recognized by the Commissioner of Taxes. Employees contribute 10% of their basic salary to the fund and the Company also contributes an equal amount.
Gratuity	All permanent employees after confirmation of service are eligible for Gratuity subject to completion of 5 years.
Festival Bonus	Two festival bonuses are paid to each employee.

WPPF	The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation in accordance with Bangladesh Labour Act, 2006 and Bangladesh Labour (Amendment) Act, 2013.

(xiv) Break down of all expenses connected with the QIO showing specifically: -

Breakdown of Estimated Expenses for IQIO			
SL.	**Particulars**	**Nature of Expenditure**	**Amount in BDT (approx.)**
(i)	**Issue Management Fees**		
1	Manager to the Issue Fee	Maximum 1% (one percent) on the IQIO amount or taka 500 (Five hundred) thousand, whichever is lower	500,000
2	VAT against Issue Management Fees	@ 15% on Issue Management Fees	75,000
(ii)	**Underwriting Fees**		
3	Underwriting Commission	0.50% on 25% (thirty-five percent) of the IQIO offer amount	62,500
4	VAT against Underwriting Commission	@ 15% on Underwriting Commission	9,375
(iii)	**Listing Related Expenses for Exchanges**		
5	Prospectus Scrutiny Fee for DSE & CSE	Tk. 25,000 for each exchange	50,000
6	Listing Fee for Stock Exchanges	Up to taka 100 million of paid-up capital @0.10%; above taka 100 million of paid-up capital @ 0.05%	400,000
7	Annual Fee for Stock Exchanges	Up to Taka 10 crore of paid-up capital @ 0.025%; above Taka 10 crore of paid-up capital @ 0.01%	125,515
(iv)	**BSEC Fees**		
8	Application Fee	Tk. 50,000 (non-refundable)	50,000
9	BSEC Consent Fee	Fee @ 0.10% on the IQIO amount	50,000
(v)	**Professional Fees**		
10	Audit & Certification Fees	At Actual	250,000
(vi)	**CDBL Fees and Expenses**		
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	IQIO Fees	@ 0.015% of issue size + 0.015% of Pre-IQIO paid up capital	71,637
(vii)	**Printing and Post IPO Expenses**		
16	Publication of Prospectus	Estimated (To be paid at actual)	200,000
17	Data transmission Fee for Stock Exchanges	Estimated (To be paid at actual)	200,000
18	Stationeries and Other Related Expenses	Estimated (To be paid at actual)	357,473
Grand Total			**3,010,000**

(xv) If the issuer has revalued any of its assets, the name, qualification, work done to date by the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation, itemizing separately each asset revalued in a manner which shall facilitate comparison between the historical value and the amount shown after revaluation and giving a summary of the valuation report

The Company has not revalued any of its assets.

(xvi) Where the issuer is a holding/subsidiary company, there shall be full disclosure in the prospectus about the transactions, including its nature and amount, between it and its subsidiary/holding company or associate companies, including transactions which have taken place within the last five years of the issuance of the prospectus or the date of incorporation of the issuer company, whichever is earlier, clearly indicating whether the issuer company is a debtor or a creditor

The above information requirement is not applicable for Brain Station 23 PLC. as it is neither a holding company nor a subsidiary company.

(xvii) Where the issuer is a banking company, insurance company, non-banking financial institution, a declaration by the board of directors shall be included in the prospectus stating that all requirements as specified in the ব্যাংক কোম্পানী আইন, ১৯৯১ (১৯৯১ সালের ১৪ নং আইন), আর্থিক প্রতিষ্ঠান আইন, ১৯৯৩ (১৯৯৩ সালের ২৭ নং আইন), বীমা আইন, ২০১০ (২০১০ সনের ১৩ নং আইন) **have been adhered to**

The above information requirement is not applicable for the Issuer.

(xviii) A special report from the auditors regarding any allotment of shares to the directors and subscribers to the Memorandum of Association and Articles of Association for any consideration otherwise than for cash

Auditor's Certificate regarding allotment of shares to the Directors and Subscribers to the Memorandum of Association and Articles of Association for any consideration otherwise than for cash

TO WHOM IT MAY CONCERN

This is to certify that, as per the statutory records and share registers of Brain Station 23 PLC, the company has made the following allotment of shares to the directors and subscribers to the Memorandum of Association and Articles of Association for consideration otherwise than for cash:

Name of the Directors and/or Subscribers to the Memorandum of Association and Articles of Association	Date of Allotment					
	December 08, 2019	November 25, 2020	March 28, 2021	December 29, 2021	December 15, 2022	September 24, 2023
	3rd Allotment	4th Allotment	5th Allotment	7th Allotment	9th Allotment	11th Allotment
	Bonus Issue	Bonus Issue	Share-Based Compensation	Bonus Issue	Bonus Issue	Bonus Issue
Mamnoon Ahmed Murshed Chowdhury	326,666	641,250	-	1,239,750	230,850	1,269,675
Raisul Kabir	1,000,000	1,968,750	-	3,431,062	638,887	2,516,201
Golam Mohammad Mohiuddin	326,668	641,250	-	1,239,750	230,850	1,269,675
Mahmudul Anwar Riyaad	326,666	641,250	-	1,239,750	230,850	1,269,675
Md. Sajidur Rahman	20,000	45,000	-	87,000	16,200	89,100
Mohammad Mizanur Rahman	250,000	562,500	-	1,087,500	202,500	828,699
Mohammad Jannatul Ferdous	125,000	281,250	468,750	1,087,500	202,500	828,699
Md. Mosabbir Alam	-	-	-	326,250	60,750	476,651
NMI Holdings Limited (Represented by Md. Nazmul Hassan)	-	-	-	375,188	69,863	384,245
Total no. of shares	**2,375,000**	**4,781,250**	**468,750**	**10,113,750**	**1,883,250**	**8,932,620**
Amount of share capital in (BDT)	**23,750,000**	**47,812,500**	**4,687,500**	**101,137,500**	**18,832,500**	**89,326,200**

Sd/-
MABS & J PARTNERS
Chartered Accountants

Place: Dhaka
Date: 18 January 2024

(xix) 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

TO WHOM IT MAY CONCERN

This is to declare that, to the best of our knowledge and belief, no material information has been suppressed 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.

For Brain Station 23 PLC.

Sd/-

Raisul Kabir
Managing Director & CEO

SECTION VI: DIRECTORS AND OFFICERS

(a) Name, age, qualification, experience and position of each of the directors of the company and any person nominated 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. no.	Name	Age	Educational qualification	Experience	Position
1.	Mr. Mamnoon Ahmed Murshed Chowdhury	53	B.Arch (BUET)	28	Chairman
2.	Mr. Raisul Kabir	40	BSc in EEE (BUET) MBA (EWU)	17	Managing Director & CEO
3.	Mr. Golam Mohammad Mohiuddin	45	B.Arch (BUET)	20	Director
4.	Mr. Mahmudul Anwar Riyaad	54	B.Arch (BUET) M.Arch (UK)	28	Director
5.	Mr. Mohammad Mizanur Rahman	40	BSc in CSE(NSU) MBA (EWU)	16	Director & CTO
6.	Mr. Mohammad Jannatul Ferdous	41	BSc in CSE (AIUB) MSc (Italy)	18	Director & COO
7.	Mr. Md. Nazmul Hassan (Nominated by NMI Holdings Limited since September 12, 2021)	54	CIMA (UK)	29	Director
8.	Mr. Md. Mosabbir Alam	40	BBA & MBA (DU)	16	Director & CFO

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

SL. no.	Name	Position	Date of becoming Director for the first time	Expiration of current term of office
1.	Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	21 January 2015	12th AGM
2.	Mr. Raisul Kabir	Managing Director & CEO	21 January 2015	
3.	Mr. Golam Mohammad Mohiuddin	Director	21 January 2015	
4.	Mr. Mahmudul Anwar Riyaad	Director	21 January 2015	
5.	Mr. Mohammad Mizanur Rahman	Director & CTO	15 January 2021	
6.	Mr. Mohammad Jannatul Ferdous	Director & COO	15 January 2021	
7.	Mr. Md. Nazmul Hassan	Director (Nominated by NMI Holdings Limited)	12 September 2021	
8.	Mr. Md. Mosabbir Alam	Director & CFO	09 September 2023	

(c) If any director is also a director of another company or owner or partner of any other concern, the names of such organizations

Name	Position in the Company	Name of the Organization involved	Type of Organization involved	Position in the organization involved
Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	Asterpark Holdings Limited	Private Limited Company	Director
		DWm4 Intrends Limited	Private Limited Company	Director
		DWm4 Architects	Partnership	Partner
		Latitude-23	Partnership	Partner
Mr. Golam Mohammad Mohiuddin	Director	Asterpark Holdings Limited	Private Limited Company	Director
		Latitude-23	Partnership	Partner
Mr. Mahmudul Anwar Riyaad	Director	Asterpark Holdings Limited	Private Limited Company	Director

Name	Position in the Company	Name of the Organization involved	Type of Organization involved	Position in the organization involved
		DWm4 Intrends Limited	Private Limited Company	Director
		DWm4 Architects	Partnership	Partner
		Latitude-23	Partnership	Partner

(d) Any family relationship among directors and top five officers

There is no family relationship between directors and top five officers.

(e) Short bio-data of each director

Mr. Mamnoon Ahmed Murshed Chowdhury

Chairman

Mr. Mamnoon Ahmed Murshed Chowdhury is the co-founder and Chairman of Brain Station 23 PLC. and has got nearly three decades of management and entrepreneurial experience. He is one of the founding Partners of Bangladesh's leading architectural practice DWM4 Architects. He co-founded Latitude-23, the first architectural visualization firm in Bangladesh producing outsourced jobs. He is also the Director of DWM4 Intrends Ltd.

Mr. Chowdhury graduated from BUET, Dhaka in 1995 and has been a Visiting Professor at University of Asia Pacific and BRAC University. He is the former Vice President of Institute of Architects Bangladesh. He was the Editor of publications such as IAB Standard Contract Documents, IAB Code of Ethics and IAB Employment Handbook. He has also served as a member of the curriculum review boards of Ahsanullah University of Science & Technology and Military Institute of Science & Technology. He was a member of the Bangladesh National Building Code Updating Sub-Committee. Mr. Chowdhury has lectured extensively in various forums including TEDxDhaka.

Mr. Raisul Kabir
Managing Director & CEO

Mr. Raisul Kabir is the co-founder and Chief Executive Officer (CEO) of Brain Station 23 PLC. He studied in Government Laboratory High School, Notre Dame College and BUET (Electrical and Electronic Engineering Department). After starting Brain Station 23, he did his MBA from East West University. He has been working in web technologies since 2000 and has accomplished numerous small to large web application development. He also co-founded Biponee, one of the leading E-commerce sites, in 2012 and had a successful exit in 2015. During his graduation time in BUET, he co-founded another website development company named Paradigm Neomedia between 2003-2005. He has been Chairman and Co-chairman in multiple BASIS (Bangladesh Association of Software and Information Services) committees.

He is also certified in PMP (Project Management Professional), ZCE (Zend Certified Engineer), CSM (Certified Scrum Master) and CSPO (Certified Scrum Product Owner). He was featured in multiple news articles in Prothom Alo, The Daily Star and was selected as Asian Top Young Entrepreneur by The InCAP magazine.

Mr. Golam Mohammad Mohiuddin

Director

Mr. Golam Mohammad Mohiuddin is the co-founder and director of Brain Station 23 PLC. After graduating from BUET in Architecture, he started Latitude 23, the first architectural visualization firm in Bangladesh producing outsourced jobs. He has been in the outsourcing industry since 2000 and has extensive knowledge and experience in the processes and quality assurance in the outsourcing industry.

Mr. Mahmudul Anwar Riyaad

Director

Mr. Mahmudul Anwar is the co-founder and Director of Brain Station 23 PLC. After successfully leading two organizations, DWM4 and Latitude 23, he started Brain Station 23. He is a faculty of Bangladesh's most renowned university, BUET and has over 28 years of experience in successfully running startup companies.

Mr. Mohammad Mizanur Rahman

Director

Mr. Mohammad Mizanur Rahman is the Chief Technology Officer (CTO) and Director at Brain Station 23 PLC., where his extensive educational and professional background significantly contributes to his leadership. He is an alumnus of North South University, holding a bachelor's degree in computer science. Furthering his education, Mr. Rahman acquired an MBA with a focus on Finance and Financial Management Services from East West University. His commitment to professional development is evident from his successful completion of the Stanford Seed Transformation Program at Stanford University's Graduate School of Business, as well as his notable achievement of securing first place in the Innovation Leadership Bootcamp at MIT.

Mr. Rahman's early involvement in the tech community is marked by his role as Secretary at the North South University Computer Club (NSUCC). His international recognition includes being one of only five participants from Bangladesh in a U.S. government-sponsored entrepreneurship exchange program in 2014 and his remarkable victory at the MIT Innovation Leadership Bootcamp in 2021.

Before joining Brain Station 23, Mr. Rahman played pivotal roles at SphuronLabs and Sisu Technologies. His impressive career trajectory is further distinguished by his status as the inaugural Bangladeshi AWS Ambassador, highlighting his expertise in cloud technologies. Since 2019, he has been sharing his knowledge as a professional trainer in public cloud technology and is a sought-after public speaker in the technology domain. Mr. Rahman's blend of academic credentials and a rich tapestry of professional experiences underscores his adeptness in steering technological innovation and strategic direction at Brain Station 23 PLC.

Mr. Mohammad Jannatul Ferdous

Director

Mr. Mohammad Jannatul Ferdous is the Chief Operating Officer (COO) and Director of Brain Station 23 PLC. He is a seasoned IT professional with two decades of experience in the software industry. He is an accomplished executive in the industry and a business savvy personnel. He brings with him extensive insight on large scale operations and a great mix of leadership, inspiration, operational experience, technical excellence, and passion for customer care.

His career includes significant international experience, especially in Europe and Asia. Notably, at Microsoft, he played a key role in expanding their business in Southeast Asia, earning the title of Best Solution Specialist at Microsoft Bangladesh for his exceptional performance.

Mr. Md. Nazmul Hassan

Director

Mr. Md. Nazmul Hassan is a Director of Brain Station PLC., representing NMI Holdings Limited. He is a member of CIMA (UK) and has 29 years of extensive experience in the field of finance.

Mr. Md. Mosabbir Alam

Director

Mr. Md. Mosabbir Alam, serving as the Chief Financial Officer (CFO) and Director at Brain Station 23 PLC., boasts a distinguished 16-year career encompassing private banking and the IT sector. He holds comprehensive expertise in financial management, spanning offshore banking, foreign exchange regulation, TAX & VAT compliance, financial reporting, and budgeting, thereby ensuring robust fiscal well-being for the organization. Mr. Alam completed his BBA and MBA from the University of Dhaka. He is a life member of accounting alumni, University of Dhaka. Prior to his current role at Brain Station 23 PLC., he held the position of Deputy Head of Treasury in Pubali Bank PLC.

(f) Neither the company nor any of its directors of the issuer is loan defaulter in terms of the CIB report of the Bangladesh Bank

Neither the Company nor any of its directors are loan defaulters in terms of the CIB report of the Bangladesh Bank.

(g) Name with position, educational qualification, date of joining in the company, last five years' experience of the Chief Executive Officer, Chief Financial Officer, Company Secretary, Advisers, Consultants, Additional and Deputy Managing Directors and All Departmental Heads

Name	Current position	Educational qualification	Date of joining in the Company	Previous employment experience in last 5 years
Mr. Raisul Kabir	Managing Director & CEO	BSc in EEE (BUET), MBA (EWU)	01 August 2006	N/A
Mr. Mohammad Mizanur Rahman	Director & CTO	BSc in CSE (NSU), MBA (EWU)	01 May 2013	N/A
Mr. Mohammad Jannatul Ferdous	Director & COO	BSc in CSE (AIUB) & MSc (Politecnico di Milano)	01 April 2018	Microsoft
Mr. Md. Mosabbir Alam	Director & CFO	BBA & MBA (DU)	01 December 2021	Pubali Bank PLC.
Mr. Anowar Hossain	Company Secretary	BBA & MBA (DU)	01 April 2022	KPMG (RRH); Evercare Hospital Dhaka
Mr. Alauddin Ahamed	Specialist-Legal Affairs	LLB (WUB)	01 July 2019	Desh Group of Companies
Mr. Mohammad Javed Kamal	Head of Strategy and Operations	MBA (University of Michigan)	01 November 2022	Tata Consultancy Services
Mr. Masudur Rahman	Sr. Manager-F&A	Master (NU)	09 April 2009	N/A
Mr. Muhammed Shibli Saddik	Head of IT	Honors (NU)	07 January 2007	N/A
Mr. S. M. Sajibul Islam	Head of HR	BBA (AIUB)	08 February 2012	N/A
Mr. Md. Ashraful Nayem	Admin Lead	BBA (AIUB)	01 December 2020	BRAC
Mr. Mohammad Humaun Rashid Famin	Head of Key Accounts (Sales)	Bachelor & Masters (DU)	01 August 2023	Robi Axiata Limited
Mr. Zeeshan Ahmed	Chief Marketing Officer (CMO)	BBA (IBA, DU)	20 March 2023	Unilever, Berger, Shikho
Mr. Md. Abdur Razzaque	Head of Business Development	Bachelor (NU) & MBA (SEU))	02 April 2019	BARD
Mr. Asif Ul Huque	SBU Head-HealthTech	BSc (IUB)	01 September 2009	N/A
Mr. Raisul Islam	SBU Head-Europe	BSc (SU)	01 May 2016	N/A
Mr. Md. Rakibul Alam Tanvi	SBU Head-Unipet & MetLife	BSc & MBA (AIUB)	01 April 2018	Genweb2

Name	Current position	Educational qualification	Date of joining in the Company	Previous employment experience in last 5 years
Mr. Md. Minul Islam Sohel	SBU Head-NopCommerce	BSc (DUET)	02 June 2014	N/A
Mr. Md. Abdullah Bin Amin	SBU Head-FinTech	BSc (CUET)	15 December 2021	SSD-TECH
Mr. Md. Miftah Uddin	SBU Head-USA	BSc (KUET), MSc (Marquette University)	11 January 2021	Pulse Healthcare Services
Mr. Tahmina Khatoon	SBU Head-PHP, Telco & PNC	BSc (IBAIS)	09 October 2015	N/A
Mr. Md. Tanzilul Hasan Khan	SBU Head-ERP	BBA (AU) & MBA (JU)	16 June 2019	Soludoo (Switzerland)
Mr. Shaishab Roy	SBU Head-JavaScript	BSc & MSc (DUET)	19 May 2014	N/A
Consultants	N/A			

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

The following events shall be described in the prospectus, if they have occurred during the last ten years, namely:

(a) Any bankruptcy petition filed by or against any company of which any officer or director of the issuer company filing the prospectus was a director, officer or partner at the time of the bankruptcy

No bankruptcy petition was filed by or against any company of which any officer or director of the issuer company filing the prospectus was a director, officer or partner at the time of the bankruptcy.

(b) Any conviction of director, officer in a criminal proceeding or any criminal proceeding pending against him

Theres are no convictions against any directors and officers in any criminal proceeding or any pending criminal proceeding.

(c) Any order, judgment or decree of any court of competent jurisdiction against any director, officer permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director or officer in any type of business, securities or banking activities

There are no orders, judgments or decrees of any court of competent jurisdiction against any directors, officers permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any directors or officers in any type of business, securities or banking activities.

(d) Any order of the Bangladesh Securities and Exchange Commission, or other regulatory authority or foreign financial regulatory authority, suspending or otherwise limiting the involvement of any director or officer director in any type of business, securities or banking activities

There are no orders from the Bangladesh Securities and Exchange Commission, or other regulatory authority or foreign financial regulatory authority, suspending or otherwise limiting the involvement of any directors or officer directors in any type of business, securities or banking activities.

SECTION VIII: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The prospectus shall contain a description of any transaction during the last two years, or any proposed transactions, 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;

(a) Any director or executive officer of the issuer;

(b) Any director or officer;

(c) Any person owning 5% or more of the outstanding shares of the issuer;

(d) Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;

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

(f) 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;

Transaction during the last two years, or any proposed transaction, between Brain Station 23 PLC. and any of the following persons mentioned in (a) to (f) are provided below in a table.

(a) Any director or executive officer of the issuer;

(b) Any director or officer;

(c) Any person owning 5% or more of the outstanding shares of the issuer;

(d) Any member of the immediate family (including spouse, parents, brothers, sisters, children, and in-laws) of any of the above persons;

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

(f) 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;

Name of the Related Party	Nature of Relationship	Nature of Transaction	Value of Transaction During the Year			Balance at the End of the Year Receivables/ (Payables)		
			30-Sep-23	30-Jun-23	30-Jun-22	30-Sep-23	30-Jun-23	30-Jun-22
Mr. Mamnoon Ahmed Murshed Chowdhury	Shareholder & Chairman	Stock dividend	12,696,750	2,308,500	12,397,500	-	-	-
		Cash dividend	1,269,675	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	-	-	-

Name of the Related Party	Nature of Relationship	Nature of Transaction	Value of Transaction During the Year			Balance at the End of the Year Receivables/ (Payables)		
			30-Sep-23	30-Jun-23	30-Jun-22	30-Sep-23	30-Jun-23	30-Jun-22
Mr. Raisul Kabir	Shareholder, Managing Director & CEO	Stock dividend	25,162,010	6,388,870	34,310,620	-	-	-
		Cash dividend	2,516,201	-	-	-	-	-
		Remuneration	1,247,007	5,430,135	4,553,260	-		-
Mr. Mohammad Jannatul Ferdous	Shareholder, Director & COO	Stock dividend	8,286,990	2,025,000	10,875,000	-	-	-
		Cash dividend	828,699	-	-	-	-	-
		Remuneration	844,947	4,034,541	3,955,643	-	-	-
Mr. Mohammad Mizanur Rahman	Shareholder, Director & CTO	Stock dividend	8,286,990	2,025,000	10,875,000	-	-	-
		Cash dividend	828,699	-	-	-	-	-
		Remuneration	844,947	4,234,869	3,494,890	-	-	-
Mr. Md. Mosabbir Alam	Shareholder, Director & CFO	Stock dividend	4,766,510	607,500	3,262,500	-	-	-
		Cash dividend	476,651	-	-	-	-	-
		Remuneration	659,880	2,960,395	1,611,278	-	-	-
Mr. Golam Mohammad Mohiuddin	Shareholder & Director	Stock dividend	12,696,750	2,308,500	12,397,500	-	-	-
		Cash dividend	1,269,675	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	15,000	-	-
Mr. Mahmudul Anwar Riyaad	Shareholder & Director	Stock dividend	12,696,750	2,308,500	12,397,500	-	-	-
		Cash dividend	1,269,675	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	15,000	-	-
NMI Holdings Limited (Represented by Mr. Md. Nazmul Hassan)	Shareholder & Director	Stock dividend	3,842,450	698,630	3,751,880	-	-	-
		Cash dividend	384,245	-	-	(384,245)	-	-
		Board meeting fees	-	-	-	-	-	-
Mr. Ali Imam*	Shareholder & Director	Stock dividend	657,730	119,590	-	-	-	-
		Cash dividend	65,773	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	15,000	-	-
Mr. Matthias Karl Theodor Hansch	Shareholder holding 5% or more shares	Stock dividend	11,137,500	2,025,000	10,875,000	-	-	-
		Cash dividend	1,113,750	-	-	(1,113,750)	-	-
Montenia Holdings Limited	Shareholder holding 5% or more shares	Stock dividend	11,137,500	2,025,000	10,875,000	-	-	-
		Cash dividend	1,113,750	-	-	(1,113,750)	-	-
BS 51 GmbH	Common Shareholder	Sale of service	-	44,375,950	98,626,089	-	-	-
		Unearned revenue adjusted	-	21,874,009	-	-	-	(21,874,009)

**Mr. Ali Imam resigned from the Board on 04 January 2024.*

(g) Any director holding any position, apart from being a director in the issuer company, in any company, society, trust, organization, or proprietorship or partnership firm

Name	Position in the Company	Name of the Organization involved	Type of Organization involved	Position in the organization involved
Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	Asterpark Holdings Limited	Private Limited Company	Director
		DWm4 Intrends Limited	Private Limited Company	Director

Name	Position in the Company	Name of the Organization involved	Type of Organization involved	Position in the organization involved
		DWm4 Architects	Partnership	Partner
		Latitude-23	Partnership	Partner
Mr. Golam Mohammad Mohiuddin	Director	Asterpark Holdings Limited	Private Limited Company	Director
		Latitude-23	Partnership	Partner
Mr. Mahmudul Anwar Riyaad	Director	Asterpark Holdings Limited	Private Limited Company	Director
		DWm4 Intrends Limited	Private Limited Company	Director
		DWm4 Architects	Partnership	Partner
		Latitude-23	Partnership	Partner

(h) All interests and facilities enjoyed by a director, whether pecuniary or non-pecuniary

SL. no.	Name	Position	Type of interest and facilities
1.	Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	Board meeting fees
2.	Mr. Raisul Kabir	Managing Director & CEO	Remuneration
3.	Mr. Golam Mohammad Mohiuddin	Director	Board meeting fees
4.	Mr. Mahmudul Anwar Riyaad	Director	Board meeting fees
5.	Mr. Mohammad Mizanur Rahman	Director & CTO	Remuneration
6.	Mr. Mohammad Jannatul Ferdous	Director & COO	Remuneration
7.	Mr. Md Nazmul Hassan (Nominated by NMI Holdings Limited)	Director	Board meeting fees
8.	Mr. Md. Mosabbir Alam	Director & CFO	Remuneration

SECTION IX: EXECUTIVE COMPENSATION

(a) The total amount of remuneration paid to the top five salaried officers of the issuer in the last accounting year and the name and designation of each such officer

(As per the audited accounts)

Name	Designation	Remuneration paid during	
		01 Jul 2023 to 30 Sep 2023	01 Jul 2022 to 30 Jun 2023
Mr. Raisul Kabir	Managing Director & CEO	1,247,007	5,430,135
Mr. Mohammad Mizanur Rahman	Director & CTO	844,947	4,234,869
Mr. Mohammad Jannatul Ferdous	Director & COO	844,947	4,034,541
Mr. Asif Ul Huque	SBU Head	767,325	3,537,998
Mr. Raisul Islam	SBU Head	677,787	3,133,760
Total		**4,382,013**	**20,371,303**

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

(As per the audited accounts)

Particulars	Nature of payment	Remuneration paid during	
		01 Jul 2023 to 30 Sep 2023	01 Jul 2022 to 30 Jun 2023
Directors	Remuneration	3,596,781	13,699,545
All other officers	Salary, Bonus & other Allowances	192,347,825	680,643,023
Total		**195,944,606**	**694,342,568**

(c) The amount of remuneration paid to any director who was not an officer during the last accounting year

No amount of remuneration paid to any director who was not an officer during the last accounting year.

(d) Any contract with any director or officer providing for the payment of future compensation

The Company has not entered into any contract with any of its Directors or Officers for any future compensation packages.

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

The issuer has no such intention to substantially increase in the pay structure of the directors and officers in the current year. However, the company provides annual increment to the employees considering company's profitability, its business growth potential, rate of inflation, and performance of the individuals.

SECTION X: OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

(a) The following information shall be given in the prospectus in respect of any option held by each director, the salaried officers, and all other officers as a group, namely:

(i) The date on which the option was granted;

(ii) The exercise price of the option;

(iii) The number of shares or stock covered by the option;

(iv) The market price of the shares or stock on the date the option was granted;

(v) The expiration date of the option

In order to retain and motivate the employees and align the interest of the employees to the long-term interest of the company, BS23 had implemented a share ownership plan for its employees through a Trust. On 04 October 2022, a trust under the name "Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund" was created. The beneficiaries of this Trust are all the employees who are eligible as per the Employee Share Ownership Plan (ESOP) of BS23.

Under the Employee Share Ownership Plan of BS23, the board decided to allot a total 2,943,064 number of ordinary shares (including bonus shares) to "Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund" over 4 years. The beneficiaries of these shares are all the eligible employees as per the ESOP.

The Trust based on the eligibility criteria of the ESOP Scheme granted the following options to the employees of BS23:

Particulars	**Features**
The date on which the option was granted	31 August 2022
The exercise price of the option	BDT 10
The number of shares or stock covered by the option	2,943,064
The market price of the shares or stock on the date the option was granted	Not applicable
The expiration date of the option	4 years after the grant date

Schedule of Allotment for ESOP

Sl. no	**Issue Year**	**Exercise Price (in BDT)**	**No. of shares**
1	2022	10	547,965
2	2023	10	1,112,368
3	Remaining shares will be allotted in next 2 years	10	1,282,731
Total			**2,943,064**

*Besides, subject to the decision of the Board of Directors and approval in the Shareholders' General Meeting and the Commission, the Company may issue further shares to extend the ESOP.

(b) If such options are held by any person other than the directors, and the officers of the issuer company, the following information shall be given in the prospectus, namely:

(i) The total number of shares or stock covered by all such outstanding options;

(ii) The range of exercise prices;

(iii) The range of expiration dates

This section is not applicable for this issue.

SECTION XI: 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 by the issuer during the last five years or to be received by each of the above persons, directly or indirectly, from the issuer and the nature and amount of any assets, services or other consideration received or to be received by the issuer shall be stated in the prospectus

The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received by the issuer during the last five years or to be received by each of the above persons, directly or indirectly, from the issuer and the nature and amount of any assets, services or other consideration received or to be received by the issuer are followings:

(Amount in BDT)

SL.	Name of the director	Nature of transaction	2023	2022	2021	2020	2019
1.	Mr. Raisul Kabir	Remuneration	5,430,135	4,553,260	4,354,162	2,122,101	2,066,477
		Cash Dividend	-	-	3,937,500	500,000	-
		Stock Dividend	6,388,870	34,310,620	19,687,500	10,000,000	-
2.	Mr. Golam Mohammad Mohiuddin	Board meeting fees	15,000	-	-	-	-
		Cash Dividend	-	-	1,282,500	163,334	-
		Stock Dividend	2,308,500	12,397,500	6,412,500	3,266,680	-
3.	Mr. Mamnoon Ahmed Murshed Chowdhury	Board meeting fees	15,000	-	-	-	-
		Cash Dividend	-	-	1,282,500	163,333	-
		Stock Dividend	2,308,500	12,397,500	6,412,500	3,266,680	-
4.	Mr. Mahmudul Anwar Riyaad	Board meeting fees	15,000	-	-	-	-
		Cash Dividend	-	-	1,282,500	163,333	-
		Stock Dividend	2,308,500	12,397,500	6,412,500	3,266,680	-
5.	Mr. Md. Sajidur Rahman	Cash Dividend	-	-	90,000	10,000	-
		Stock Dividend	162,000	870,000	450,000	200,000	-
6.	Mr. Mohammad Mizanur Rahman	Remuneration	4,234,869	3,494,890	3,122,984	2,246,790	996,713
		Cash Dividend	-	-	1,125,000	125,000	-
		Stock Dividend	2,025,000	10,875,000	5,625,000	2,500,000	-
7.	Mr. Mohammad Jannatul Ferdous	Remuneration	4,034,541	3,468,495	3,302,586	3,050,007	2,775,469
		Cash Dividend	-	-	562,500	62,500	
		Stock Dividend	2,025,000	10,875,000	2,812,500	1,250,000	
8.	Mr. Md. Nazmul Hassan (Nominated by NMI Holdings Limited)	Board meeting fees	-	-	-	-	-
		Cash Dividend	-	-	-	-	-
		Stock Dividend	698,630	3,751,880	-	-	-
9.	Mr. Ali Imam	Board meeting fees	15,000				
		Cash Dividend	-				
		Stock Dividend	119,590				
10.	Mr. Ali Imam (Nominated by Little Creek Advisors Limited)	Board meeting fees	-	-	-	-	-
		Cash Dividend	-	-	-	-	-
		Stock Dividend	-	10,875,000	-	-	-
11.	Mr. Md. Mosabbir Alam	Remuneration	2,960,395	1,406,742	-	-	-
		Cash Dividend	-	-	-	-	-
		Stock Dividend	607,500	3,262,500	-	-	-
12.	Mr. Shawkat Hossain (Nominated by BD Venture Limited)	Board meeting fees	-	-			
		Cash Dividend	-	-			
		Stock Dividend	-	-			
13.	Mr. Shafique-Ul-Azam (Nominated by BD Venture Limited)	Board meeting fees	-	-	-	-	-
		Cash Dividend	-	-	1,125,000	125,000	-
		Stock Dividend	-	-	5,625,000	2,500,000	-
14.	Mr. Mohammed Adnan Imam (Nominated by Oracle Services Limited)	Board meeting fees	-	-	-	-	-
		Cash Dividend	-	-	1,125,000	125,000	-
		Stock Dividend	-	-	5,625,000	2,500,000	-

Mr. Shawkat Hossain resigned from the board on 14 Nov 2019, Mr. Shafique-Ul-Azam resigned from the board on 04 May 2021, Mr. Mohammad Adnan Imam resigned from the board on 12 September 2021, Mr. Ali Imam (represented by Little Creek Advisors Limited) resigned from the board on 18 May 2022 and appointed as director on individual capacity and subsequently resigned on 04 January 2024.

(b) If any assets were acquired or are to be acquired from the aforesaid persons, the amount paid for such assets and the method used to determine the price shall be mentioned in the prospectus, and if the assets were acquired by the said persons within two years prior to their transfer to the issuer, the cost thereof paid to the subscribers to the memorandum shall also have to be shown therein

The information is not applicable for Brain Station 23 PLC.

SECTION XII: TANGIBLE ASSETS PER SHARE

The prospectus shall show the net tangible asset backing per unit of the securities being offered at the date of the latest statement of financial position contained or referred to in the prospectus.

Net Tangible Asset backing per unit of the securities being offered as of 30 September, 2023:

Particulars	Amount in BDT
Total assets (A)	1,102,233,789
Right-of-use assets (RoU) (B)	88,434,767
Total liabilities (C)	277,917,621
Net tangible asset (D= A-B-C)	735,881,401
Number of shares being offered (E)	5,000,000
Net Tangible Assets Value Per Share (D/E)	147.18

SECTION XIII: OWNERSHIP OF THE COMPANY'S SECURITIES

(a) The prospectus shall disclose, in tabular form, the name and address of any person who owns, beneficially or of record, 5% 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

SL.	Name	Address	Status	No. of shares	% of shareholding before IQIO
1.	Mr. Raisul Kabir	Tropical Savera, Flat-A7, G.P. Ja-172, 173/2, School Road, Wireless gate, Mohakhali, PO & PS- Banani, Dhaka	Managing Director	7,548,603	17.65%
2.	Mr. Golam Mohammad Mohiuddin	KA-72/1, Shahjadpur, PO-Gulshan-1212, Dhaka	Director	3,809,025	8.91%
3.	Montenia Holdings Limited	Office No. 1201-1203, Maze Tower, Trade Center Second, Dubai, P.O. Box-9328, United Arab Emirates (UAE)	Shareholder	3,341,250	7.81%
4.	Mr. Matthias Karl Theodor Hansch	Rebhuhnweg 4, 26160 Bad Zwischenahn, Germany	Shareholder	3,341,250	7.81%
5.	Mr. Mohammad Mizanur Rahman	House-25, Road-10, RAJUK Project, PO-Gulshan-1212, Badda, Dhaka	Director	2,486,096	5.81%
6.	Mr. Mohammad Jannatul Ferdous	House-55/L, Flat-2C, Road-9/A, Dhanmondi R/A, Dhaka-1209	Director	2,486,096	5.81%
7.	Mr. Mamnoon Ahmed Murshed Chowdhury	Windsor Park, A-3, House-55, Road-12/A, Dhanmondi R/A, Dhaka-1205	Chairman	2,137,199	5.00%
8.	Mr. Mahmudul Anwar Riyaad	Apt.No.5C, Plot No. 6/4, Block- F, Lalmatia, Mohammadpur, Dhaka-1207	Director	2,137,199	5.00%

(b) There shall also be a table in the prospectus showing the number of shares of the issuer's securities owned by each director, each of the top ten salaried officers, and all other officers as a group, indicating the percentage of outstanding shares represented by the shares owned

SL.	Name	Status	No. of shares	% of shareholding before IQIO
1.	Mr. Raisul Kabir	Managing Director & CEO	7,548,603	17.65%
2.	Mr. Golam Mohammad Mohiuddin	Director	3,809,025	8.91%
3.	Mr. Mohammad Mizanur Rahman	Director & CTO	2,486,096	5.81%
4.	Mr. Mohammad Jannatul Ferdous	Director & COO	2,486,096	5.81%
5.	Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	2,137,199	5.00%
6.	Mr. Mahmudul Anwar Riyaad	Director	2,137,199	5.00%
7.	Mr. Md. Mosabbir Alam	Director & CFO	1,323,058	3.09%
8.	NMI Holdings Limited (Represented by Mr. Md. Nazmul Hassan)	Director	1,152,734	2.70%
9.	Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund	Employee Group	1,120,273	2.62%
10.	Other Employees (As per ESOP)	Employee Group	540,060	1.26%
Total			**24,740,343**	**57.86%**

Other:
The shareholding position of all shareholders of the issuer is as follows:

SL.	Name	Status	No. of shares	% of shareholding before IQIO	BO ID	Lock-in (year)*
1.	Raisul Kabir	Managing Director & CEO	7,548,603	17.6544%	1201630073514651	2 years
2.	Golam Mohammad Mohiuddin	Director	3,809,025	8.9084%	1201820062719244	2 years
3.	Mamnoon Ahmed Murshed Chowdhury	Chairman	2,137,199	4.9984%	1201820062706251	2 years
4.	Mahmudul Anwar Riyaad	Director	2,137,199	4.9984%	1201820062706243	2 years
5.	Mohammad Mizanur Rahman	Director & CTO	2,486,096	5.8144%	1201630073699720	2 years
6.	Mohammad Jannatul Ferdous	Director & COO	2,486,096	5.8144%	1201630076387373	2 years
7.	Md. Mosabbir Alam	Director & CFO	1,323,058	3.0943%	1201630076387290	2 years
8.	NMI Holdings Limited (Represented by Mr. Md. Nazmul Hassan)	Director	1,152,734	2.6960%	1603870074761498	2 years
9.	Ali Imam	Shareholder	17,318	0.0405%	1205590044603588	1 year
10.	Md. Sajidur Rahman	Shareholder	267,300	0.6252%	1602510046751863	2 years
11.	Montenia Holdings Limited	Shareholder	3,341,250	7.8144%	1603870074761471	1 year
12.	Matthias Karl Theodor Hansch	Shareholder	3,341,250	7.8144%	1603870076585304	1 year
13.	Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund	Shareholder	1,120,273	2.6200%	1201630076387951	1 year
14.	Asma Akter	Shareholder	32,886	0.0769%	1205590065998746	1 year
15.	Abdulla Al Amin	Shareholder	32,886	0.0769%	1201820076374511	1 year
16.	Khandakar Safwan Saad	Shareholder	105,235	0.2461%	1205590062547084	1 year
17.	Waseem Khan	Shareholder	269,667	0.6307%	1201820060187077	1 year
18.	Nazia Tabassum	Shareholder	131,545	0.3077%	1203490075403004	1 year
19.	Tahmidur Rahman	Shareholder	131,545	0.3077%	1606190076370979	1 year
20.	Asif Khan	Shareholder	197,317	0.4615%	1201820058421956	1 year
21.	Reza Uddin Ahmad	Shareholder	164,433	0.3846%	1204480061490597	1 year
22.	Masud Khan	Shareholder	697,189	1.6306%	1205590043519619	1 year
23.	Kazi Equities Limited	Shareholder	624,840	1.4614%	1201730029204716	1 year
24.	Ariful Islam	Shareholder	394,635	0.9230%	1203490035243101	1 year
25.	Zafar Sobhan	Shareholder	197,319	0.4615%	1205590063699457	1 year
26.	M Sajedul Karim	Shareholder	164,433	0.3846%	1202010000616941	1 year
27.	Kohinoor Begum	Shareholder	1,282,731	3.0000%	1201630076387282	1 year
28.	Israt Imroze	Shareholder	1,282,731	3.0000%	1201630073713241	1 year
29.	Halima Habib	Shareholder	855,155	2.0000%	1201630076387330	1 year
30.	Nasrin Sultana	Shareholder	855,155	2.0000%	1201630076387365	1 year
31.	Mehruna Islam Chowdhury	Shareholder	1,671,826	3.9100%	1201820076481717	1 year
32.	Humaira Aziz	Shareholder	1,671,826	3.9100%	1201820076481669	1 year
33.	Shahida Nahrin	Shareholder	180,000	0.4210%	1205590069329852	1 year
34.	Sumaya Jahan	Shareholder	106,894	0.2500%	1201630076387349	1 year
35.	Asif Ul Huque	Shareholder	52,675	0.1232%	1201630076414190	2 years
36.	Md. Rakibul Alam Tanvi	Shareholder	27,010	0.0632%	1204030040453788	2 years
37.	S. M. Sajibul Islam	Shareholder	25,040	0.0586%	1204780075403569	2 years
38.	Md. Raisul Islam	Shareholder	24,510	0.0573%	1204030076071110	2 years
39.	Md. Minul Islam Sohel	Shareholder	24,070	0.0563%	1201630076417341	2 years
40.	Md. Abdullah Bin Amin	Shareholder	23,910	0.0559%	1201630076419375	2 years
41.	A. H. M. Imrul Hasan	Shareholder	21,420	0.0501%	1204320021327921	2 years
42.	Tahmina Khatoon	Shareholder	19,965	0.0467%	1201820064826229	2 years

SL.	Name	Status	No. of shares	% of shareholding before IQIO	BO ID	Lock-in (year)*
43.	Muhammed Shibli Saddik	Shareholder	16,795	0.0393%	1201630076417194	2 years
44.	Md. Miftah Uddin	Shareholder	12,970	0.0303%	1201630076415096	2 years
45.	Md. Jahangir Alam	Shareholder	12,225	0.0286%	1201630076417731	2 years
46.	Shaishab Roy	Shareholder	11,695	0.0274%	1201630076420066	2 years
47.	Md. Rezve Hasan	Shareholder	10,695	0.0250%	1201630076419177	2 years
48.	Mohammad Shahjada Sagor	Shareholder	9,880	0.0231%	1201630076417351	2 years
49.	Jaber Kibria	Shareholder	9,490	0.0222%	1201630076414356	2 years
50.	Masudur Rahman	Shareholder	8,810	0.0206%	1201630076405181	2 years
51.	Md. Sanitul Hassan	Shareholder	8,675	0.0203%	1201630076419846	2 years
52.	Md. Tanzilul Hasan Khan	Shareholder	8,090	0.0189%	1203620068958841	2 years
53.	Sudipta Ghosh	Shareholder	8,075	0.0189%	1201830073712791	2 years
54.	Md. Mazhar Ahmed	Shareholder	7,440	0.0174%	1201630076416066	2 years
55.	Md Kakuya Taslim	Shareholder	7,140	0.0167%	1201630076417079	2 years
56.	Md. Abutaleb	Shareholder	7,110	0.0166%	1201630076419506	2 years
57.	Abdullah - Al - Mahedi Sabuj	Shareholder	7,075	0.0165%	1201630076418172	2 years
58.	Md. Sakib Al Mahmud	Shareholder	7,010	0.0164%	1202020064972354	2 years
59.	Md. Tazbir Ur Rahman Bhuiyan	Shareholder	6,640	0.0155%	1201820064821855	2 years
60.	Proshanta Barman	Shareholder	6,605	0.0154%	1201630076419086	2 years
61.	Palash Kanti Bachar	Shareholder	6,325	0.0148%	1201630076420272	2 years
62.	Abdul Motaleb	Shareholder	5,745	0.0134%	1201630076419340	2 years
63.	S.M. Obidul Kader Milon	Shareholder	5,485	0.0128%	1201630076415219	2 years
64.	Tanimul Haque Khan	Shareholder	5,470	0.0128%	1201630076417028	2 years
65.	Md Taskinur Rahman	Shareholder	5,320	0.0124%	1203680066579743	2 years
66.	Adnan Bin Faiz	Shareholder	5,060	0.0118%	1201630076419929	2 years
67.	Sudipto Roy	Shareholder	4,895	0.0114%	1204500075210367	2 years
68.	Abdullah Al Hasan	Shareholder	4,835	0.0113%	1201630076419557	2 years
69.	Muhammad Mahbubur Rahman	Shareholder	4,775	0.0112%	1201630076417459	2 years
70.	Md. Mahfuzul Islam Bhuiyan	Shareholder	4,360	0.0102%	1201630076414538	2 years
71.	Md. Bajlur Rashid	Shareholder	4,310	0.0101%	1201630076418281	2 years
72.	Enamul Hoque	Shareholder	4,305	0.0101%	1201630076414696	2 years
73.	Anowar Hossain	Shareholder	4,235	0.0099%	1204030076070900	2 years
74.	Fuad Hasan	Shareholder	4,055	0.0095%	1201630076420023	2 years
75.	Md. Tanzil Tafheem	Shareholder	4,050	0.0095%	1201630076416933	2 years
76.	Md. Newaz Hossain	Shareholder	3,990	0.0093%	1201630076414230	2 years
77.	Nadia Zaman	Shareholder	3,975	0.0093%	1205590076014279	2 years
78.	Md. Mazharul Islam	Shareholder	3,925	0.0092%	1201630076420304	2 years
79.	Md. Abdur Razzaque	Shareholder	3,800	0.0089%	1201630076420320	2 years
80.	Md. Shohel Rana	Shareholder	3,745	0.0088%	1201830045536910	2 years
81.	S. M. Mostafa Eakram	Shareholder	3,315	0.0078%	1201630076418701	2 years
82.	Asif Ahmed Jubair	Shareholder	3,025	0.0071%	1201630076418734	2 years
83.	Nahid Hasan Kakon	Shareholder	2,785	0.0065%	1201630076417440	2 years
84.	Md. Mahboobur Rahman	Shareholder	2,740	0.0064%	1201630076418471	2 years
85.	Muhammad Abdul Halim	Shareholder	2,535	0.0059%	1203680075632041	2 years
86.	Kazi MD. Bodrul Kabir	Shareholder	2,355	0.0055%	1201630076418967	2 years
87.	Abi Abdullah	Shareholder	2,240	0.0052%	1201630076417871	2 years
88.	Md. Wahid Akther	Shareholder	2,165	0.0051%	1204030075868495	2 years
89.	Md Ruhul Amin	Shareholder	2,105	0.0049%	1201630076418600	2 years
90.	Mohammad Kamrul Alam	Shareholder	1,865	0.0044%	1201630076419870	2 years
91.	Md Sazzad Hossain	Shareholder	1,725	0.0040%	1201630076419415	2 years
92.	Md. Razibur Rahman	Shareholder	1,675	0.0039%	1201630076417151	2 years
93.	Md. Ruhul Amin Rahat	Shareholder	1,620	0.0038%	1201630076413913	2 years
94.	Md. Ahsan Habib	Shareholder	1,620	0.0038%	1201630076418817	2 years
95.	Ariful Hoque Maruf	Shareholder	1,570	0.0037%	1201630076420312	2 years
96.	Mobinur Rahman	Shareholder	1,520	0.0036%	1201630076415377	2 years

SL.	Name	Status	No. of shares	% of shareholding before IQIO	BO ID	Lock-in (year)*
97.	Md. Arifuzzaman Chowdhury Arif	Shareholder	1,520	0.0036%	1201630076420181	2 years
98.	Sanjit Majumdar	Shareholder	1,470	0.0034%	1201630076417309	2 years
99.	Md. Ashraful Islam	Shareholder	1,470	0.0034%	1201630076417673	2 years
100.	Mohammad Imran Hossain	Shareholder	1,450	0.0034%	1201630076418362	2 years
101.	Syed Shah Riage	Shareholder	1,450	0.0034%	1201630076414032	2 years
102.	Md. Hafizur Rahaman	Shareholder	1,405	0.0033%	1201630076417590	2 years
103.	Md Latifur Rahman	Shareholder	1,405	0.0033%	1203680076110571	2 years
104.	A. S. M. Tawfiqur Rahman	Shareholder	1,405	0.0033%	1201630076417201	2 years
105.	Md. Abu Sayed	Shareholder	1,405	0.0033%	1201630076413790	2 years
106.	Md Mohoiminul Islam Chowdure	Shareholder	1,360	0.0032%	1201630076419169	2 years
107.	Md. Ferdous Akhter	Shareholder	1,360	0.0032%	1201630076417095	2 years
108.	Subrata Roy	Shareholder	1,360	0.0032%	1201630076419431	2 years
109.	Ikhtiar Uddin	Shareholder	1,275	0.0030%	1201630076418410	2 years
110.	Md Nazmus Sakib	Shareholder	1,225	0.0029%	1201630076419971	2 years
111.	Md. Baizid Hossain Jhalak	Shareholder	1,190	0.0028%	1201630076418940	2 years
112.	Md. Faisal Hossain	Shareholder	1,190	0.0028%	1201630076416280	2 years
113.	Razib Hossain	Shareholder	1,080	0.0025%	1201630076417250	2 years
114.	Muhammad Shamsul Alam	Shareholder	920	0.0022%	1201630076418868	2 years
115.	Md. Soyeb Hossain	Shareholder	715	0.0017%	1201630076417946	2 years
116.	Easin Shakh	Shareholder	525	0.0012%	1201630076414985	2 years
117.	Mohammadur Rahman	Shareholder	525	0.0012%	1203680074498177	2 years
118.	Shafiqur Rahaman	Shareholder	320	0.0007%	1201630076417285	2 years
119.	Masum	Shareholder	320	0.0007%	1201630076416984	2 years
120.	Golam Moula	Shareholder	305	0.0007%	1201630076415821	2 years
121.	Md. Sajal Sheikh	Shareholder	250	0.0006%	1201630076417681	2 years
122.	Nur Hossen	Shareholder	230	0.0005%	1201630076418022	2 years
123.	Shah Alam	Shareholder	210	0.0005%	1201630076417119	2 years
124.	Md. Shahin Sheik	Shareholder	180	0.0004%	1201630076417614	2 years
Total			**42,757,709**	**100.0000%**		

* Lock-in period starts from the date of issuance of prospectus

SECTION XIV: DETERMINATION OF OFFERING PRICE

(a) If ordinary shares are being offered, the factors to be considered in determining the offering price shall be set forth in the prospectus

Qualitative factors:

1. Brain Station 23 is one of the leading software development and IT consulting company in Bangladesh specializing in innovative solutions and digital transformation. Offering a wide range of services, including custom software development, web and mobile app development, and cutting-edge technology consulting. The company with 17 years of experience since its inception in 2006, serves over 300 global and domestic clients across diverse industries. It specializes in agile software development methodologies, enabling rapid adaptation and continuous improvement in projects. This agility allows clients to respond quickly to market changes.
2. Brain Station 23 is pioneering Digital Solutions in IT and Software Development Sector. In 2017, the company developed the First in-country mobile app (City Touch) and in 2022 the company crosses USD 10 Mn in revenue and its Managing Director & CEO Mr. Raisul Kabir became Top 20 young business leaders in South Asia.
3. In the past two years, Brain Station 23 has delivered an exceptional 81% growth in revenue. Europe and America have been the primary drivers of this growth, with staggering growth rates of 174% and 222%, respectively, during this period. This growth has led to a substantial increase in the percentage of revenue contributed by Europe and America. Europe's contribution has significantly expanded, indicating a strong foothold in the European market.
4. The company currently relies on local revenue for one-third of its income, but it aims to reduce this to 24% over the next five years, aligning with its global expansion strategy. The company is actively pursuing new foreign clients in Finland, Spain, New Zealand, Austria, Saudi Arabia, and Malaysia. This strategic move is expected to boost revenue in the Asian and Oceania regions, aligning with the company's broader global expansion objectives.
5. Brain Station 23 made a reputed pool of clientele over the years both globally and locally. Some notable ones are Telenor, PayPal, P&G, Unilever, Virtual Affairs, Nissan, City Bank Limited, Eastern Bank Limited, Banglalink, Robi, BRAC & ACI Limited etc. The company has wide range of strategic partnership to provide best software solutions and is recognized for its industry achievements and collaborations namely, Microsoft Gold Partner, AWS, Google Cloud Partner, Oracle Gold Partner, Moodle, Odoo, Adobe etc.
6. Brain Station 23's management demonstrates a strong commitment to strategic diversification and specialization. Under the leadership of the CEO, COO, and Head of International Business, the company operates a total of 9 SBUs. This structured approach allows the organization to focus on individual business areas, fostering efficiency and adaptability.
7. Furthermore, the company was the BASIS Best Outsourcing Organization winner for the years 2013, 2014, and 2015, received HSBC Exporter of the Year Award as top SME exporter for 2013, Awarded the best ICT enterprise for the NPO by the Ministry of Industries in 2019, was the winner in 3 Categories of the BASIS ICT Award: Fintech, Real Estate, Transportation. The company also became the Bronze Winner in Machine Learning in 2019 Google Artificial Intelligence Competition (Kaggle) and Best ICT Solution Provider winner by The Daily Star International Market Focus for 2017.

(b) If the issue price of the ordinary share is higher than the par value thereof, justification of the premium shall be stated with reference to all of the followings:

(i) net asset value per share at historical or current costs;

(ii) earning-based-value per share calculated on the basis of weighted average of net profit after tax for immediately preceding five years or such shorter period during which the issuer was in commercial operation;

(iii) projected earnings-based- value per share calculated on the basis of weighted average of projected net profit after tax for the immediate next three accounting years as per the issuer's own assessment duly certified by the auditor of the issuer;

(iv) valuation multiple of similar stock or industry average (e.g., P/E multiple, etc.) in case of IQIO or if issuance is the RQIO, weighted average market price per share of common stock of the issuer for one year prior to such RQIO;

(v) all other factors with justification which have been taken into account by the issuer for fixing the premium:

Provided that premium on QIO shall not exceed the amount of premium charged on shares issued (excluding the bonus shares) within immediately preceding one year.

The issue price of ordinary share is not higher than par value, so this section is not applicable for this issue.

SECTION XV: DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

(a) describe any dividend, voting and preemption rights of any common stock outstanding or being offered

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 and 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) describe the dividend, voting, conversion and liquidation rights, as well as redemption or sinking fund provisions, of any preferred stock outstanding or being offered

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) if there are any limitations on the payment of dividends to common or preferred stockholders because of provisions in debt instruments or otherwise, explain such limitations

a) The profit of the company, subject to any special right relating thereto created or authorized to be created by the Memorandum of Association and subject to the provisions of the Articles of Association, shall be divisible among the members in proportion to the capital paid-up on the shares held by them respectively.
b) No larger dividend shall be declared than is recommended by the Directors, but the Company in its General Meeting may declare a smaller dividend. The declaration of Directors as to the amount of Net Profit of the Company shall be conclusive.
c) No dividend shall be payable except out of profits of the Company or any other undistributed profits. Dividend shall not carry interest as against the Company.
d) The Directors may from time to time pay the members such interim dividends as in their judgment the financial position of the Company may justify.
e) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
f) There is no limitation on the payment of dividends to the common stockholders of the Company.

(d) describe any other material rights of the common or preferred stockholders

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

The Directors shall present the financial statements as required under the law & International Accounting Standards. Financial statements will be prepared in accordance with the International Accounting Standards consistently applied throughout the subsequent periods and present with the objects of providing maximum disclosure as per law and International Accounting Standards to the shareholders regarding the financial and operational position of the company.

The shareholders shall have the right to receive all periodical statements and reports, audited as well as unaudited, published by the company from time to time. The shareholders holding minimum 10% shares of paid-up capital of the company shall have the right to requisition Extra-Ordinary General Meeting of the company as provided under Section 84 of the Companies Act, 1994.

SECTION XVI: FINANCIAL STATEMENT REQUIREMENTS

(a) the financial statements prepared and audited in adherence to the provisions of the Securities and Exchange Rules, 2020

Independent Auditor's Report
To the Shareholders of
Brain Station 23 Ltd.
Report on the Audit of the Financial Statements

Opinion:

We have audited the accompanying financial statements of **Brain Station 23 Ltd.** (the Company), which comprise the Statement of Financial Position as at 30th September 2023 and the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Cash Flows, and the Statement of Changes in Equity for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the company as at 30th September 2023 and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion:

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in 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' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. 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 judgment, were of most significance 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.

Revenue Recognition	
Risk	**Our Response to the risk**
The revenue during the period represents revenue mainly arising from software development, web hosting and IT support. We have identified the head 'revenue' as a key audit matter because revenue is one of the key performance indicators of the Company and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to meet specific targets or expectations. There is also a risk that revenue may be overstated through misstatement of the measurement units. Further, there is a risk that the provisions of IFRS	Our audit included the following procedures: • We tested certain internal controls within the revenue process including controls over the calculation of the units invoiced for; • We checked the process to get assurance that revenue has been recognized at the correct time by testing a sample of transactions against which the revenue has been recognized. • We tested a sample of revenue which comprised of software development and web hosting as main components and compared to underlying documentation, including the contracts. • We critically assessed journals posted to revenue to

15 may not be properly complied with. The application of IFRS 15 involves certain key judgments relating to the identification of distinct performance obligations, determination of transaction price of the identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period.	identify unusual or irregular items and obtained underlying documentation. We ascertained the revenue recognition process and tested the same through recalculation of revenue, and evaluation of recognition, measurement, presentation and disclosures in the financial statements in accordance with the related IFRS 15.
Please see note # 20 to the financial statements.	
Valuation of Property, Plant & Equipment	
Risk	**Our Response to the risk**
The carrying value of the PPE amounted to Tk. 363,483,380 at 30 September 2023. The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements. Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.	Our audit included the following procedures: • We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent. • We obtained a listing of capital expenditures incurred during the period and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals. • We inspected a sample of invoices and to determine whether the classification between capital and operating expenditure was appropriate. • We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market practice. • We checked whether the depreciation of PPE items was commenced namely, by comparing the date of the reclassification from capital in progress to ready for use, with the date of the act of completion of the work.
Please see note # 4 to the financial statements.	

Responsibilities of Management and Those Charged with Governance for the Financial Statements:

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, the Companies Act, 1994 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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's 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 gives a true and fair view.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 and the Securities and Exchange Rules,2020, we also report the following:

- 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;
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books; and
- 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 accounts returns; and,
- The expenditure incurred was for the purposes of the Company's business.

Signed for & on behalf of
MABS & J Partners
Chartered Accountants

Sd/-
Ummay Sumaya Jahan
FCA, ACMA (UK), CGMA
Partner
ICAB Enrolment No: 1818
DVC No: 2311141818AO957007

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.
Statement of financial position
As at 30 September 2023

Amount in BDT

	Note	30 September 2023	30 June 2023
ASSETS			
Non-current assets		**455,068,147**	**459,297,379**
Property, plant and equipment	4	363,483,380	360,969,722
Right-of-use assets (RoU)	5	88,434,767	95,177,657
Advance, deposit and prepayments	9	3,150,000	3,150,000
Current assets		**647,165,642**	**559,817,296**
Inventories	6	-	1,140,000
Trade and other receivables	7	217,402,293	152,586,900
Short term investments	8	202,881,594	166,537,338
Advance, deposit and prepayments	9	25,742,877	23,288,889
Cash and cash equivalents	10	201,138,878	216,264,170
Total assets		**1,102,233,789**	**1,019,114,675**
EQUITY AND LIABILITIES			
Equity		**824,316,168**	**756,458,570**
Share capital	11	427,577,090	285,051,390
Share premium	12	17,500,000	17,500,000
Retained earnings	13	379,239,078	453,907,180
Non-current liabilities		**96,061,319**	**97,688,229**
Lease liabilities	14	66,822,928	73,683,707
Employee benefits	15	29,238,391	24,004,522
Current Liabilities		**181,856,302**	**164,967,877**
Lease liabilities	14	25,685,230	24,678,614
Trade and other payables	16	29,515,439	34,407,343
Deferred income	17	62,892,455	65,055,512
Provisions	18	48,782,491	29,356,736
Current tax liabilities	19	14,980,687	11,469,672
Total equity and liabilities		**1,102,233,789**	**1,019,114,675**
Net Asset Value (NAV) per Share	28	**19.28**	**26.54**

These financial statements are to be read in conjunction with notes attached.

Sd/-	Sd/-	Sd/-	Sd/-
Managing Director	**Director**	**Chief Financial Officer**	**Company Secretary**

Signed for & on behalf of
MABS & J Partners
Chartered Accountants

Sd/-
Ummay Sumaya Jahan
FCA, ACMA (UK), CGMA
Partner
ICAB Enrolment No: 1818
DVC No: 2311141818AO957007

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.

Statement of profit or loss and other comprehensive income
For the period (3 months ending) from 1 July to 30 September 2023

Amount in BDT

	Note	1 July to 30 September 2023	1 July to 30 September 2022
Revenue	20	331,275,312	277,060,263
Cost of service	21	(230,233,153)	(202,094,099)
Gross profit		**101,042,159**	**74,966,164**
Operating expenses:			
Administrative expenses	22	(29,800,822)	(20,089,415)
Selling and distribution expenses	23	(6,988,554)	(5,243,879)
		(36,789,376)	**(25,333,294)**
Operating profit		**64,252,783**	**49,632,870**
Non-operating income/(loss):			
Other income/(loss)	24	23,814,773	45,755,140
Finance income	25	3,401,628	1,867,158
Finance cost	26	(1,566,942)	(1,239,705)
		25,649,459	**46,382,592**
Profit before WPPF		**89,902,243**	**96,015,462**
Contribution to WPPF		(4,281,059)	(4,572,165)
Profit before tax		**85,621,183**	**91,443,297**
Income tax expense	27	(3,511,016)	(7,521,207)
Net profit for the period		**82,110,168**	**83,922,090**
Other comprehensive income/(expense)		-	-
Total comprehensive income for the period		**82,110,168**	**83,922,090**
Earnings Per Share (EPS):			
Basic EPS	29	**1.92**	**1.96**
Diluted EPS	29	**1.91**	**1.95**

These financial statements are to be read in conjunction with notes attached.

Sd/-	Sd/-	Sd/-	Sd/-
Managing Director	**Director**	**Chief Financial Officer**	**Company Secretary**

Signed for & on behalf of
MABS & J Partners
Chartered Accountants

Sd/-
Ummay Sumaya Jahan
FCA, ACMA (UK), CGMA
Partner
ICAB Enrolment No: 1818
DVC No: 2311141818AO957007

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.

Statement of changes in equity

For the period (3 months ending) from 1 July to 30 September 2023

Amount in BDT

	Note	Attributable to equity shareholders of the company			
		Share capital	**Share premium**	**Retained earnings**	**Total**
Balance at 01 July 2022		249,075,000	17,500,000	204,783,570	471,358,570
Total comprehensive income for the period	13	-	-	83,922,090	83,922,090
Balance at 30 September 2022		**249,075,000**	**17,500,000**	**288,705,660**	**555,280,660**
Balance at 01 July 2023		285,051,390	17,500,000	453,907,180	756,458,570
Bonus share issued for the period	11.2.1	142,525,700	-	(142,525,700)	-
Cash dividend during the period		-	-	(14,252,570)	(14,252,570)
Total comprehensive income for the period	13	-	-	82,110,168	82,110,168
Balance at 30 September 2023		**427,577,090**	**17,500,000**	**379,239,078**	**824,316,168**

These financial statements are to be read in conjunction with notes attached.

Sd/-	Sd/-	Sd/-	Sd/-
Managing Director	**Director**	**Chief Financial Officer**	**Company Secretary**

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.

Statement of cash flows

For the period (3 months ending) from 1 July to 30 September 2023

Amount in BDT

	Note	1 July to 30 September 2023	1 July to 30 September 2022
Cash flows from operating activities			
Cash received from customers and others		287,705,793	238,461,002
Cash paid to employees		(186,104,701)	(121,794,455)
Cash paid to suppliers and others		(56,322,869)	(76,124,829)
Cash generated from operating activities		**45,278,223**	**40,541,719**
Income tax paid	19	(1,236,565)	(3,480,200)
Net cash from operating activities		**44,041,658**	**37,061,519**
(Reconciliation of indirect method in Annexure - C)			
Cash flows from investing activities			
Payment for property, plant and equipment		(7,447,521)	(51,030,588)
Short term investments		(35,000,000)	(30,000,000)
Interest received		784,000	-
Net cash used in investing activities		**(41,663,521)**	**(81,030,588)**
Cash flows from financing activities			
Dividend payment		(11,087,381)	-
Capital element of lease rentals paid		(5,854,163)	(5,990,366)
Interest element of lease rentals paid	14	(1,566,942)	(1,288,190)
Net cash used in financing activities		**(18,508,486)**	**(7,278,556)**
Increase/(decrease) in cash and cash equivalents		**(16,130,349)**	**(51,247,625)**
Cash and cash equivalents at opening		216,264,170	125,167,996
Unrealized exchange gain/(loss)	24.01	1,005,057	-
Cash and cash equivalents at closing		**201,138,878**	**73,920,371**
Net operating cash flows per share (NOCFPS)	30	**1.03**	**1.49**

These financial statements are to be read in conjunction with notes attached.

Sd/-	Sd/-	Sd/-	Sd/-
Managing Director	**Director**	**Chief Financial Officer**	**Company Secretary**

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.

Notes to the financial statements

For the period (3 months ending) from 1 July to 30 September 2023

1 The company and its activities

1.01 Legal form of the company

Brain Station 23 Ltd. (the Company), was registered as a 'Private Limited Company' with the Registrar of Joint Stock Companies and Firms (RJSC), Dhaka on 21 January 2015, vide registration number C- 120623/15. The Registered address of the Company is at Plot-2, (8th Floor), Bir Uttam A.K. Khandakar Road, Mohakhali C/A, Dhaka-1212.

1.02 Nature of business

Principal activities of the Company are to carry on IT Enabled Services (ITES) i.e. Software development; Software or application customization; Web hosting and related service; IT support and software maintenance service.

2 Basis of preparation of financial statements

2.01 Statement of compliance

These financial statements have been prepared in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), and the relevant provisions of the Companies Act, 1994 and other applicable laws and regulations. The elements in the financial statements have been measured on going concern concept, historical cost convention, and on an accrual basis.

2.02 Regulatory compliances

As required by the company, the management complies with the following major legal provisions in addition to the Companies Act, 1994 and other applicable laws and regulations:

The Income Tax Act, 2023;
The Income Tax Rules, 2023;
The Value Added Tax and Supplementary Duty Act, 2012;
The Value Added Tax and Supplementary Duty Rules, 2016;
The Bangladesh Labor Law, 2006;
The Securities and Exchange Ordinance, 1969;
The Securities and Exchange Rules, 2020; and
The Securities and Exchange Commission Act, 1993

2.03 Functional and presentational currency and level of precision

The Financial Statements are prepared in Bangladeshi Taka (Taka/Tk./BDT), which is the company's functional currency. All financial information is presented in BDT and has been rounded off to the nearest BDT.

2.04 Use of estimates and judgment

The presentation of financial statements in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision of accounting estimates is recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

In particular, the key areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are described in the following notes:

Notes	Particulars
4	Depreciation on property, plant and equipment
5	Right-of-use assets (RoU)
6	Inventories
7	Trade and other receivables
15	Gratuity benefit
19	Current tax liabilities

2.05 Reporting period

The company's financial statements cover one quarter from 01 July 2023 to 30 September 2023.

3 Summary of significant accounting policies

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

The accounting standards that underpin the policies adopted by the company can be found in the following notes to the financial statements:

Sl. No.	No. of IAS/IFRS	Name of IAS/IFRS
1	IAS-1	Presentation of Financial Statements
2	IAS-2	Inventories
3	IAS-7	Statement of Cash Flows
4	IAS-10	Events after the Reporting Period
5	IAS-12	Income Taxes
6	IAS-16	Property, Plant and Equipment
7	IAS-19	Employee Benefits
8	IAS-21	Effects of Changes in Foreign Exchange Rates
10	IAS-33	Earnings Per Share
11	IAS-34	Interim Financial Reporting
12	IAS-36	Impairment of Assets
13	IAS-37	Provisions, Contingent Liabilities and Contingent Assets
14	IFRS-15	Revenue from Contracts with Customers
15	IFRS-16	Leases

According to the International Accounting Standards (IAS) 1 “Presentation of Financial Statements”, the complete set of Financial Statements includes the following components:

(i) Statement of Financial Position as at 30 September 2023;

(ii) Statement of Profit or Loss and Other Comprehensive Income for the quarter ended 30 September 2023;

(iii) Statement of Changes in Equity for the quarter ended 30 September 2023;

(iv) Statement of Cash Flows for the quarter ended 30 September 2023; and

(v) Notes to the Financial Statements containing accounting policies and other explanatory notes.

3.01 Property, plant and equipment

3.01.1 Recognition & measurement

Property, plant and equipment are capitalized at the cost of acquisition and subsequently reported at cost less accumulated depreciation and impairment loss in compliance with the cost model of IAS 16 “Property, Plant and Equipment”. The cost of acquisition of an asset comprises its purchase price and any directly attributable cost of bringing the assets to its operating condition for its intended use inclusive of inward freight, duties and non-refundable taxes.

3.01.2 Subsequent cost

Subsequent costs are included in the asset’s carrying amount or recognized as separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other maintenance costs are charged to income statement.

3.01.3 Depreciation

Depreciation is charged on property, plant, and equipment (except land) using the reducing balance method of each item of property, plant, and equipment. Depreciation on addition to property, plant, and equipment is charged from the date when assets are put into use for commercial operation. No depreciation is charged on the assets from the month on which such assets are disposed. The rates of depreciation, ranging from 10% to 25% p.a. for the current period, are as follows:

Depreciation rate (%):

Name of the assets	(Q1) 2023-2024	2022-2023
Furniture and fixture	10%	10%
Office equipment	10%	10%
Computer & IT equipment	25%	25%
Vehicle	10%	10%

3.01.4 Application of IFRS-16: Leases

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. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets (RoU)

The Company's policy is to recognize right-of-use assets at the commencement date of the lease (i.e., the date 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 remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and lease payments made at or before the commencement date less any lease incentives received.

Lease liabilities

At the commencement date of the lease, the Company recognizes 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.

When measuring lease liability, the company discounted lease payments using an incremental borrowing rate at 6.50% p.a.

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.

Short-term leases and leases of low-value assets

The Company is not applying the recognition and measurement requirements of IFRS 16 to short-term leases (leases of less than 12 months maximum duration). It also does not apply the recognition and measurement requirements of IFRS 16 to leases for which the underlying asset is of low value (i.e. less than BDT 5,00,000 when new). Lease payments on short-term leases and leases of low-value assets are recognized as expenses on a straight-line basis over the lease term or as per the agreement.

3.02 Inventory

Inventory is presented in accordance with "IAS 2" in which long-term projects are recognized whose invoice will be generated in the future after successful completion of User Acceptance Testing. It comprises work in the progress of software and software development. In this regard, all direct salary and allowances of resource personnel and any other directly attributable costs are accounted for work in progress inventory.

3.03 Statement of cash flows

Statement of cash flows is prepared principally in accordance with IAS-7: *Statement of Cash Flows*, and the cash flows from operating activities have been presented under direct method. Reconciliation of cash flows from operating activities is presented under indirect method in *Annexure-C*.

3.04 Comparative information

As guided in paragraph of "IAS 1 Presentation of Financial Statements", comparative information in respect of the previous period has been presented in all numerical information in the financial statements and the narrative and descriptive information where it is relevant for understanding the current period's financial statements.

3.05 Cash and cash equivalents

Cash and cash equivalents are comprised of cash, digital financial service (DFS), and cash at the bank which are free from any restriction to use.

3.06 Foreign currency transactions

Transactions in foreign currencies during the period are translated into BDT at the foreign exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are re-translated into BDT at the exchange rates ruling at the statement of financial position date. Foreign exchange differences arising on translation at the reporting date are recognized in profit or loss.

3.07 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, it is probable that an outflow of economic benefit will be required to settle the obligation and the amount of provision can be measured reliably in accordance with IAS 37: *Provisions, Contingent Liabilities and Contingent Assets.*

3.08 Income tax

Income tax expenses comprise of both current and deferred tax. Income tax expense is recognized in the statement of profit or loss and other comprehensive income.

3.09 Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous period. Provision for corporate income tax is made following the rate applicable for companies as per Finance Act 2023.

In accordance with para - 21 of 6th Schedule (Part- A) of the Income Tax Act 2023, the company is exempted from income tax till 30 June 2024 for the income generated from business (ITES i.e. Software development; Software or application customization; Web hosting and related service; IT support and software maintenance service). However, the regular tax rate is applicable on other income.

3.10 Deferred tax

Due to tax exemption facilities, the company does not incorporate deferred tax in compliance with IAS-12: *Income taxes.*

3.11 Financial instruments

(a) Financial assets

The company initially recognizes receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the date at which the company becomes a party to the contractual provisions of the transaction. The company derecognizes a financial asset when the contractual rights or probabilities of receiving cash flows from the assets expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which all the risks and rewards of ownership of the financial asset are transferred substantially.

(b) 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.

3.12 Impairment Financial assets

The Company measures loss allowances for trade receivables at an amount equal to lifetime Expected Credit Loss (ECL). When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on Brain Station 23 Ltd.'s historical experience and informed credit assessment and including forward-looking information. Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which Brain Station 23 Ltd. is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured by the cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

(a) significant financial difficulty of the debtor;

(b) a breach of contract such as a

default;

(c) it is probable that the debtor will enter bankruptcy.

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirely or a portion thereof.

3.13 Financial risk management

The Company management has overall responsibility for the establishment and oversight of the Company's risk management framework. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

3.13.1 Credit risk

Credit risk is the risk of financial loss if a customer or counterpart to a financial instrument fails to meet its contractual obligation which arises principally from the Company's receivables from customers.

The Company makes sales on advance basis i.e. it receives advance from customers prior to sale, so there is no credit risk due to uncollectibility from the customers. However, the Company maintains most of the financial assets with short-term deposits and cash and cash equivalents.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Amount in BDT '000

	Notes	30 Sept. 2023	30 June 2023
Financial assets			
Fixed deposits	8	202,882	166,537
Trade receivables	7	193,233	151,400
Cash and cash equivalents	10	201,139	216,264
		597,254	**534,202**

3.13.2 Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The contractual maturities of financial liabilities of the Company are as follows:

Amount in BDT '000

	Note	Carrying amount	Contractual cash flows				
			Expected cash flows	6 months or less	6-12 months	1-2 years	More than 2 years
30 Sept. 2023							
Trade and other payables	16	29,515	29,515	29,515	-	-	-
Lease liabilities	14	92,508	92,508	12,303	13,382	24,771	42,052
		122,024	**122,024**	**41,818**	**13,382**	**24,771**	**42,052**
30 June 2023							
Trade and other payables	16	34,407	34,407	34,407	-	-	-
Lease liabilities	14	98,362	98,362	11,832	12,847	26,125	47,558
		132,769	**132,769**	**46,239**	**12,847**	**26,125**	**47,558**

3.13.3 Market risk

Market risk is the risk that includes changes in market price, such as foreign exchange rate, interest rates, and equity prices that may affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

i) Currency risk

The Company's exposures to foreign currency risk at the reporting date are as follows:

		Amount in USD '000
	30 Sept. 2023	**30 June 2023**
Import of services	(48)	(844)
Export of services	1,153	7,281
Bank balance (FC)	719	941
	1,824	**7,378**

The following significant exchange rates have been applied during the period:

	30 Sept. 2023	**30 June 2023**
Exchange rate (USD/BDT):		
Average rate	109.50	104.00
Quarter-end spot rate	110.00	109.00

ii) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates. The Company is not exposed to fluctuations in interest rates as it has no floating interest rate bearing financial liability as at the reporting date. The Company has not entered into any agreement involving derivative instrument at the reporting date.

As at the reporting date, the interest rate profile of the Company's interest bearing financial instruments was:

		Amount in BDT '000
	30 Sept. 2023	**30 June 2023**
Fixed rate instruments		
Financial assets	-	-
Fixed deposit receipts	202,882	166,537
Financial liabilities	-	-
Variable rate instruments		
Financial assets	-	-
Financial liabilities	-	-

3.14 Revenue recognition

The Company recognizes revenue when (or as) the Company satisfies a performance obligation by transferring a promised service to a customer. Services are considered as transferred when (or as) the customer obtains control of that services. Revenue from services 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).

In accordance with the service agreement, revenue is recognized in profit or loss in proportion to the stage of completion of the transaction at the reporting date, and complied with the provisions of IFRS 15: *Revenue from Contracts with Customers.*

3.15 Contingent liabilities and assets

Contingent liabilities and assets are current or possible obligations or assets, arising from past events and whose existence is due to the occurrence or non-occurrence of one or more uncertain future events which are not within the control of the Company. In accordance with "IAS 37 Provisions, Contingent Liabilities and Contingent Assets".

3.16 Employee benefits

a) Contributory provident fund

The Company maintains a contributory provident fund (CPF) that is recognized by the Commissioner of Taxes. Employees contribute 10% of their basic salary to the fund after completion of their confirmation in their services. The Company also contributes an equal amount according to the Company's "Service Rules" & " Employees Provident Fund Rules". The fund is managed and operated by a Board of Trustees which is completely separate and distinct from the Company.

b) Workers profit participation fund (WPPF)

In compliance with the provision of the Labor Act 2006, the Company contributes 5% of its profit before tax (PBT) to workers' profit participation fund (WPPF). Payment shall be made to the beneficiaries as per provision of the Bangladesh Labor Act (#42) 2006, Bangladesh Labor (amendment) Act 2013 and other applicable laws and regulations when the Board permits so.

The Company transfers WPPF contribution to the WPPF Trust Fund within nine months from the end of the relevant financial year. Two third of 80% of the fund is disbursed to the eligible employees while the rest one-third of 80% is kept in reserve which is disbursed to the employees at the time of retirement/separation from the Company. 10% of the funds are being paid to the Government Workers Welfare Foundation and the remaining 10% to Brain Station 23 Ltd. Employees Welfare Fund. The fund is managed and operated by a Board of Trustees which is completely separate and distinct from the Company.

c) Gratuity benefit

The Company operates on unfunded gratuity benefit, the provision in respect of which is made annually covering all its eligible employees. This benefit is qualified as defined plan. Employees are entitled to Gratuity benefit after completion of minimum 05 (five) years of continuous service with the Company or minimum 03 (three) years from other companies with gratuity benefit and 2 years from this company from the date of his/her joining.

Eligibility of gratuity payments

Actual Years of service	Eligibility	Calculation
Less than 5 years	Ineligible	Nil
5 years or more than 5 years but less than 10 years	Eligible	(Last basic drawn)*(No. of years service)
10 years or more	Eligible	(Last basic drawn)*(No. of years service)*(1.5)

* employees those have come from other organization with gratuity entitlement are eligible up to 3 years inclusion in the above service period.

d) Group insurance policy of the company

In compliance with the provisions of the Labor Act 2006, the Company introduced group health insurance in October 2019. This group insurance will cover death coverage for BDT 5,00,000 and hospital bill at different ranges.

3.17 Earnings per share (EPS)

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

Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effects of all dilutive potential ordinary shares, if any.

3.18 Event after the reporting period

As per IAS - 10 "Events after Reporting period" are those events, favorable and unfavorable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue. Two types of events can be identified:

(a) those that provide evidence of conditions that existed at the end of the reporting period (adjusting events after the reporting period); and

(b) those that are indicative of conditions that arose after the reporting period (no adjusting events after the reporting period).

3.19 General

Last period’s figures and descriptions of the line items have been re-arranged whenever and wherever necessary for the sake of consistency, comparability and fair presentation.

Amount in BDT

			3 months ended 30 September 2023	12 months ended 30 June 2023
4	**Property, plant and equipment**			
	Opening balance		434,311,673	125,758,813
	Addition during the period		7,472,498	312,928,135
	Disposal during the period		-	(4,375,276)
	Closing balance		**441,784,171**	**434,311,673**
	Accumulated depreciation		(78,300,791)	(73,341,951)
	Written down value	*(Details in Annexure - A)*	**363,483,380**	**360,969,722**
5	**Right-of-use assets (RoU)**			
	Opening balance		150,527,001	67,401,866
	Add: Addition during the period		-	83,125,135
	Closing balance		**150,527,001**	**150,527,001**
	Accumulated depreciation		(62,092,234)	(55,349,344)
	Written down value	*(Details in Annexure - A)*	**88,434,767**	**95,177,657**
6	**Inventories**			
	Work in progress (WIP)		-	1,140,000
			-	**1,140,000**
7	**Trade and other receivables**			
	Trade receivables - local		79,870,267	70,427,861
	Trade receivables - foreign		126,868,169	94,001,469
			206,738,437	**164,429,330**
	Allowance for doubtful debts	7.2	(13,504,995)	(13,028,975)
	Trade receivables	7.1	**193,233,441**	**151,400,355**
	Interest receivable		1,920,352	1,186,545
	Cash incentive receivables		22,248,500	-
			217,402,293	**152,586,900**
7.1	**Trade receivables**			
	Opening balance		151,400,355	142,522,180
	Add: Sales during the period		331,275,312	1,203,707,580
	Available for collection		**482,675,667**	**1,346,229,760**
	Less: Received during the period		(273,139,811)	(1,181,800,430)
	Less: Written off during the period		(2,797,419)	-
	Less: Allowance for doubtful debts	7.2	(13,504,995)	(13,028,975)
	Closing balance		**193,233,441**	**151,400,355**
7.2	**Allowance for doubtful debts**			
	Opening balance		13,028,975	10,501,740
	Add: Addition during the period		3,273,439	5,999,090
	Less: Written off during the period		(2,797,419)	(3,471,854)
			13,504,995	**13,028,975**

Information as per Companies Act, 1994 Schedule XI, Part-I is as under:

Particulars	30 September 2023	30 June 2023
Receivables considered good in respect of which the company is fully secured.	-	-
Receivables considered good for which the company holds no security other than the debtor's personal security.	193,233,441	151,400,355
Receivables considered doubtful or bad.	13,504,995	13,028,975
Receivable due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
Receivables due by companies under the same management.	-	-
The maximum amount due by directors or other officers of the company at any time during the period.	-	-
Total	**206,738,437**	**164,429,330**

Ageing schedule of trade receivables:

Duration		
1 - 30 days	138,778,016	108,924,954
31 - 60 days	16,260,174	11,441,057
61 - 90 days	9,708,192	24,753,473
91 - 120 days	15,711,501	7,283,186
121 - 150 days	10,149,688	3,249,008
151 - 180 days	6,402,598	1,063,387
Over 180 days	9,728,268	7,714,263
	206,738,437	**164,429,330**

8 Short term investments

Investment in MTDR	202,881,594	166,537,338
Details in Annexure - B	**202,881,594**	**166,537,338**

9 Advance, deposit and prepayments

Advance to employees for office purposes		525,970	230,360
Advance to suppliers/vendors/service providers		-	20,000
Advance VAT deposit		1,785,727	843,915
Advance to BS-ESOP Trust Fund		10,600,000	10,600,000
Advance/security deposit	9.1	3,619,298	3,619,298
Advance income tax (AIT)	9.2	12,361,881	11,125,316
		28,892,877	**26,438,889**
Non-current portion		3,150,000	3,150,000
Current portion		25,742,877	23,288,889
		28,892,877	**26,438,889**

9.1 Advance/security deposit

Security deposit for office rent	500,000	500,000
Advance for tender	2,552,000	2,552,000
Advance for work order	567,298	567,298
	3,619,298	**3,619,298**

9.2 Advance income tax (AIT)

Opening balance	11,125,316	6,420,219
Addition during the period	1,236,565	11,125,315
Adjusted during the period	-	(6,420,219)
	12,361,881	**11,125,316**

As per Memo No-08.01.0000.034.01.007.14-366 dated 11 July 2023 issued by NBR, the Company was exempted from income tax in connection to the business income (i.e. tax of the company will not be deducted at source) for the income year from 01 July 2023 to 30 June 2024. However, tax has been deducted by the bank from the income from other sources (i.e. bank interest) which has been shown as advance income tax.

Advance, deposits & prepayment (Note: 9.00) as per Schedule XI, Part-1 of the Companies Act, 1994

Advance, deposits & prepayment exceeding 6 months	15,015,107	20,210,588
Advance, deposits & prepayment not exceeding 6 months	13,877,769	6,228,301
Total	**28,892,877**	**26,438,889**

The classification of advance, deposit & prepayments as required by the Schedule XI of the Companies Act, 1994 are given below:

Particulars	**30 September 2023**	**30 June 2023**
Advance, deposit & prepayments considered good in respect of which the company is fully secured.	28,892,877	26,438,889
Advance, deposit & prepayments due by directors or other officers of the company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.	-	-
Advance, deposits & prepayment due to companies under the same management.	-	-
Advance, deposit & prepayments due by common management.	-	-
The maximum amount due to directors or other officers of the company at any time during the period.	-	-
Total	**28,892,877**	**26,438,889**

10 Cash and cash equivalents

Cash in hand		405,519	346,881
Cash at digital financial service (DFS)		35,801	-
Cash at bank	10.1	200,697,558	215,917,289
		201,138,878	**216,264,170**

10.1 Cash at bank

Bank Asia Ltd.-Banani Br.	11,807,950	17,522,429
Modhumoti Bank Ltd.-Gulshan-1 Br.	26,071,151	37,018,096
The City Bank Ltd.-Banani Br.	42,113,686	34,936,002
Modhumoti Bank Ltd. (ERQ USD)-Gulshan Br.	78,021,433	69,920,045
NRBC Bank Ltd.-Mohakhali Br.	18,538	18,538
UCBL -Gulshan Corporate Br.	740,732	3,823,157
Pubali Bank Limited-Mohakhali Br.	40,592,498	19,635,627
Bank Asia Ltd.-MCB Banani Br.	36,353	36,353
Pubali Bank Ltd. (ERQ USD)-Mohakhali Br.	1,014,394	32,615,172
AB Bank Ltd.-Mohakhali Br.	280,823	391,870
	200,697,558	**215,917,289**

11 Share capital

11.1 Authorized capital

100,000,000 ordinary shares of BDT 10 each	**1,000,000,000**	**1,000,000,000**

11.2 Issued, subscribed and paid-up capital

42,757,709 ordinary shares of BDT 10 each	11.2.1	**427,577,090**	**285,051,390**

Name of Shareholders	**30.9.23**	**30.6.23**		
Raisul Kabir	17.65%	24.65%	75,486,029	70,277,609
Golam Mohammad Mohiuddin	8.91%	8.91%	38,090,250	25,393,500
Mamnoon Ahmed Murshed Chowdhury	8.91%	8.91%	38,090,250	25,393,500
Mahmudul Anwar Riyaad	8.91%	8.91%	38,090,250	25,393,500
Montenia Holdings Limited (Represented by Managing Director)	7.81%	7.81%	33,412,500	22,275,000
Matthias Karl Theodor Hansch	7.81%	7.81%	33,412,500	22,275,000
Mohammad Mizanur Rahman	5.81%	7.81%	24,860,960	22,275,000
Mohammad Jannatul Ferdous	5.81%	7.81%	24,860,960	22,275,000
Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund	3.88%	3.88%	16,603,330	11,068,890
Md. Mosabbir Alam	3.34%	2.34%	14,299,520	6,682,500
Kohinoor Begum	3.00%	0.00%	12,827,310	-
Israt Imroze	3.00%	0.00%	12,827,310	-
NMI Holdings Limited ((Represented by Md. Nazmul Hassan)	2.70%	2.70%	11,527,341	7,684,891
Halima Habib	2.00%	0.00%	8,551,550	-
Nasrin Sultana	2.00%	0.00%	8,551,550	-
Masud Khan	1.63%	1.63%	6,971,890	4,647,930
Kazi Equities Limited (Represented by Kazi Zubaidur Rahman)	1.46%	1.46%	6,248,400	4,165,600
Ariful Islam	0.92%	0.92%	3,946,350	2,630,900
Md. Sajidur Rahman	0.63%	0.63%	2,673,000	1,782,000
Waseem Khan	0.63%	0.63%	2,696,670	1,797,780
Ali Imam	0.46%	0.46%	1,973,180	1,315,450
Zafar Sobhan	0.46%	0.46%	1,973,190	1,315,460
Asif Khan	0.46%	0.46%	1,973,170	1,315,450
M Sajedul Karim	0.38%	0.38%	1,644,330	1,096,220
Reza Uddin Ahmad	0.38%	0.38%	1,644,330	1,096,220
Tahmidur Rahman	0.31%	0.31%	1,315,450	876,970
Nazia Tabassum	0.31%	0.31%	1,315,450	876,970
Khandakar Safwan Saad	0.25%	0.25%	1,052,350	701,570
Abdulla Al Amin	0.08%	0.08%	328,860	219,240
Asma Akter	0.08%	0.08%	328,860	219,240
	100%	**100%**	**427,577,090**	**285,051,390**

11.2.1	**Share capital**			
	Opening balance		285,051,390	249,075,000
	Add: New issue during the period		-	10,570,740
	Add: Bonus issue during the period		142,525,700	25,405,650
	Closing balance		**427,577,090**	**285,051,390**
12	**Share premium**	12.1	**17,500,000**	**17,500,000**

12.1

Date of allotment	No. of shares issued	Premium per share	Share premium
15-Jan-2017	250,000	BDT 70	BDT 17,500,000

13	**Retained earnings**			
	Opening balance		453,907,180	204,783,570
	Add: Total comprehensive income for the period		82,110,168	274,529,260
	Less: Dividend during the period		(156,778,270)	(25,405,650)
			379,239,078	**453,907,180**
14	**Lease liabilities**			
	Opening balance		98,362,321	40,577,371
	Addition during the period		-	80,812,453
	Total		**98,362,321**	**121,389,824**
	Payment of lease liabilities			
	Instalment paid during the period		(7,421,105)	(28,701,222)
	Interest on lease payment		1,566,942	5,673,719
	Closing balance		**92,508,158**	**98,362,321**
	Non-current portion of lease liabilities		66,822,928	73,683,707
	Current portion of lease liabilities		25,685,230	24,678,614
			92,508,158	**98,362,321**
15	**Employee benefits**			
	See accounting policies in Note - 3.16 c			
	Gratuity benefit			
	Opening balance		24,004,522	8,458,896
	Addition during the period		5,233,869	15,545,626
	Closing balance		**29,238,391**	**24,004,522**
16	**Trade and other payables**			
	Trade payables - local		8,432,658	9,740,116
	Trade payables - foreign		5,270,541	8,159,785
	Other payables	16.01	15,812,240	16,507,442
			29,515,439	**34,407,343**

16.01	**Other payables**			
	Payable for salary		840,803	366,362
	Dividend payable		3,165,189	-
	Meeting fees payable		45,000	-
	Payable for leave encashment		-	7,265,490
	Payable for LFA (leave fare assistance)		-	24,168
	Payable for utilities		988,100	1,048,928
	Payable for audit fees		97,750	195,500
	VAT payable		518,005	199,905
	Payable for TA & DA expenses		1,005,138	816,910
	Withholding tax payable		3,591,061	2,515,243
	Payable for staff provident fund		4,828,845	3,342,586
	Payable for office rent		732,349	732,349
			15,812,240	**16,507,442**
17	**Deferred income**			
	Advance from customer		53,721,460	53,916,376
	Advance for warranty service		9,170,996	11,139,136
			62,892,455	**65,055,512**
18	**Provisions**			
	Provision for bonus		30,148,000	15,003,305
	Provision for WPPF	18.01	18,634,491	14,353,432
			48,782,491	**29,356,736**
18	**Provision for WPPF**			
	Opening balance		14,353,432	9,616,458
	Addition during the period		4,281,059	14,353,432
			18,634,491	**23,969,890**
	Paid during the period		-	(9,616,458)
	Closing balance		**18,634,491**	**14,353,432**
19	**Current tax liabilities**			
	Opening balance		11,469,672	5,536,399
	Provision made during the period		3,511,016	11,469,672
	Paid/(adjusted) during the period		-	(6,606,108)
	Increase from assessment		-	1,069,709
			14,980,687	**11,469,672**

				Amount in BDT
			1 July to 30 September 2023	**1 July to 30 September 2022**
20	**Revenue**			
	Revenue (Foreign)	20.02	197,077,298	169,656,331
	Revenue (Local)	20.03	134,198,014	107,403,932
			331,275,312	**277,060,263**
20.01	**Disclosures as per Schedule XI, Part II, Para 8 (e) of the Companies Act 1994:**			
	i. The quantity of the company's export		-	-
	ii. Foreign currency earned against export on FOB Basis:			
	In USD		1,799,793	1,631,311
	In BDT		197,077,298	169,656,331
	iii. The compay has not earned any foreign exchanges of royalty, know-how, professional fees and consultancy fees.			
	iv. The value of export for the quarter ended on 30 September 2023.			
20.02	**Revenue (Foreign)**			
	Software development and other services		197,077,298	169,656,331
			197,077,298	**169,656,331**
20.03	**Revenue (Local)**			
	Software development		92,881,033	70,777,701
	Web hosting and related service		32,566,733	28,573,862
	IT support and software maintenance service		8,750,248	8,052,369
			134,198,014	**107,403,932**
21	**Cost of service**			
	Cost of service rendered	21.01	21,427,050	24,082,848
	Salaries and personnel cost	21.02	182,675,418	158,287,800
	Travel allowance (TA)		2,362,303	455,655
	Depreciation	21.03	9,946,471	10,265,782
	Internet bill		1,215,600	1,037,825
	Daily allowance (DA)		3,710,633	2,853,106
	Mobile bill		19,750	14,620
	Food and canteen	21.04	6,708,781	3,383,478
	Stationeries		33,234	5,030
	Tender purchase expense		-	4,546
	Utility charges	21.05	2,131,414	1,701,835
	Miscellaneous expenses		2,500	1,575
			230,233,153	**202,094,099**
21.01	**Cost of service rendered**			
	Web hosting and related service cost - foreign		20,163,746	23,360,755
	SQA (software testing) expenses		766,500	482,866
	SMS service charge		75,113	47,318
	Web hosting and related service cost - local		304,635	191,908
	Testing expenses		117,056	-
			21,427,050	**24,082,848**
21.02	**Salaries and personnel cost**			
	Salary and allowances		153,149,209	118,550,510
	Leave encashment		-	13,866
	Bonus		24,733,692	35,281,281
	Gratuity benefit		4,792,517	4,442,144
			182,675,418	**158,287,800**

21.03	**Depreciation**			
	Depreciation-PPE		4,215,014	4,909,268
	Depreciation-RoU		5,731,457	5,356,514
			9,946,471	**10,265,782**
21.04	**Food and canteen**			
	Lunch		4,679,904	2,170,637
	Snacks		1,480,819	846,292
	Tea/Coffee/Others		548,058	366,549
			6,708,781	**3,383,478**
21.05	**Utility charges**			
	Electricity bill		1,378,650	954,940
	Water bill		125,518	117,059
	Service charge		627,246	629,836
			2,131,414	**1,701,835**
22	**Administrative expenses**			
	Audit fees		74,750	-
	Bank charges		219,571	67,712
	Business licenses and permits		18,365	74,050
	Computer accessories expenses		482,191	621,685
	Consultancy fees		-	641,150
	Household expenses /crookeries		1,800	-
	Depreciation	22.01	1,170,173	1,207,739
	Meeting fees		60,000	-
	Entertainment expense		3,126,741	39,050
	Medical insurance		316,600	194,532
	Miscellaneous expenses		691,015	359,907
	Printing and postage		132,644	150,068
	Bad debt expense		3,273,439	-
	Land development expense		30,340	-
	Training expenses		366,493	32,010
	Repair and maintenance		276,080	106,610
	Office supplies/expenses	22.02	1,529,023	553,338
	Salaries and personnel cost	22.03	14,776,607	13,999,936
	Food and canteen	22.04	789,268	398,056
	Utility charges	22.05	250,755	200,216
	Stationeries		70,444	19,991
	Travel allowance (TA)		1,285,680	466,489
	Daily allowance (DA)		803,378	689,158
	CSR expense		24,000	78,000
	Medical and medicine expenses		31,466	189,719
			29,800,822	**20,089,415**
22.01	**Depreciation**			
	Depreciation-PPE		495,884	577,561
	Depreciation-RoU		674,289	630,178
			1,170,173	**1,207,739**

22.02	**Office supplies/expenses**			
	Diesel expenses		45,567	106,450
	Office expenses		576,524	345,220
	Cleaning expenses		304,297	-
	Mobile bill		17,806	12,920
	Telephone bill		9,181	1,726
	Office maintenance		575,648	87,022
			1,529,023	**553,338**
22.03	**Salaries and personnel cost**			
	Salary and allowances		11,927,757	10,080,722
	Bonus		2,501,160	3,590,140
	Gratuity benefit		347,690	329,073
			14,776,607	**13,999,936**
22.04	**Food and canteen**			
	Lunch		550,577	255,369
	Snacks		174,214	99,564
	Tea/Coffee/Others		64,477	43,123
			789,268	**398,056**
22.05	**Utility charges**			
	Electricity bill		162,194	112,346
	Water bill		14,767	13,772
	Service charge		73,794	74,098
			250,755	**200,216**
23	**Selling and distribution expenses**			
	Salaries and personnel cost	23.01	3,726,450	2,574,542
	Travel allowance (TA)		199,295	326,515
	Daily allowance (DA)		226,190	182,711
	Promotional expenses		1,219,200	1,218,837
	Depreciation	23.02	585,087	603,870
	Stationeries		8,240	1,260
	Mobile bill		20,503	22,112
	Overseas traveling		481,360	-
	Printing and postage		-	4,420
	Miscellaneous expenses		2,218	10,477
	Food and canteen	23.03	394,634	199,028
	Utility charges	23.04	125,377	100,108
			6,988,554	**5,243,879**
23.01	**Salaries and personnel cost**			
	Salary and allowances		3,076,974	1,753,907
	Bonus		555,813	755,965
	Gratuity benefit		93,662	64,670
			3,726,450	**2,574,542**
23.02	**Depreciation**			
	Depreciation-PPE		247,942	288,780
	Depreciation-RoU		337,145	315,089
			585,087	**603,870**

23.03	**Food and canteen**			
	Lunch		275,288	127,685
	Snacks		87,107	49,782
	Tea/Coffee/Others		32,239	21,562
			394,634	**199,028**
23.04	**Utility charges**			
	Electricity bill		81,097	56,173
	Water bill		7,383	6,886
	Service charge		36,897	37,049
			125,377	**100,108**
24	**Other income/(expenses)**			
	Exchange gain/(loss)	24.01	2,165,488	11,810,730
	Cash incentive income	24.02	21,649,285	33,944,410
			23,814,773	**45,755,140**
24.01	**Exchange gain/(loss)**			
	Realized		1,061,329	11,810,730
	Unrealized		1,104,159	-
			2,165,488	**11,810,730**
24.02	**Cash incentive income**			
	Cash incentive		22,248,500	34,772,000
	Cash incentive fees and charges		(599,215)	(827,590)
			21,649,285	**33,944,410**
25	**Finance income**			
	Profit from MTDR		3,401,628	1,867,158
			3,401,628	**1,867,158**
26	**Finance cost**			
	Interest on lease liabilities		1,566,942	1,239,705
			1,566,942	**1,239,705**
27	**Income tax expense**			
	Current tax		3,511,016	7,521,207
			3,511,016	**7,521,207**

Amount in BDT

			3 months ended 30 September 2023	12 months ended 30 June 2023
28	**Net Asset Value (NAV) per Share**			
	Share capital	11.2.1	427,577,090	285,051,390
	Share premium	12	17,500,000	17,500,000
	Retained earnings	13	379,239,078	453,907,180
	Total shareholders' equity (Net asset)		**824,316,168**	**756,458,570**
	Total number of ordinary shares		**42,757,709**	**28,505,139**
			19.28	**26.54**

Amount in BDT

			1 July to 30 September 2023	1 July to 30 September 2022
29	**Earnings Per Share (EPS)**			
	Net profit after tax attributable to ordinary shareholders		82,110,168	83,922,090
	Weighted average no. of shares	29.1	42,757,709	42,757,709
	Dilutive potential ordinary shares*		332,267	332,267
	Number of shares for diluted EPS		**43,089,976**	**43,089,976**
	Basic EPS		**1.92**	**1.96**
	Diluted EPS		**1.91**	**1.95**

***Note:** 332,267 shares are to be allotted to Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund.

29.1 Weighted average no. of shares

For the quarter ended 30 September, 2023

Dates	Shares outstanding	Weight (period outstanding)	Weighted shares
Opening balance: 01-Jul-2023	28,505,139	3/3	28,505,139
Bonus issue: 24-Sep-2023	14,252,570	3/3	14,252,570
	42,757,709		**42,757,709**

30	**Net operating cash flows per share (NOCFPS)**		
	Net cash inflow / (outflow) from operating activities	44,041,658	37,061,519
	Number of ordinary shares at the reporting date	42,757,709	24,907,500
		1.03	**1.49**

31 Disclosure as per requirement of Schedule XI, Part II, Note 5, Para 3 of Companies Act, 1994

	Salary Range (Monthly)		
	Below Tk. 8,000/-	9	9
	Above Tk. 8,000/-	691	699
	Total employee	**700**	**708**
	Employee status		
	Permanent	639	586
	Temporary	61	122
	Total employee	**700**	**708**

32 Disclosures under para 6 of schedule XI part II of the Companies Act 1994

Amount paid/payable to Auditor

Name of Auditor	Purpose		
MABS & J Partners	Audit fee	**74,750**	**172,500**

33 Related party disclosures

The Company carried out a number of transactions with related parties in the normal course of business. Names of those related parties, nature of those transactions and their total value have been set out in accordance with the provisions of IAS 24: *Related Party Disclosures*.

Amount in BDT

For the period ended 30 September, 2023

Name of the party	Relationship	Nature of transaction	Transaction during the period	Closing balance
Raisul Kabir	Shareholder director & CEO	Stock dividend	25,162,010	-
		Cash dividend	2,516,201	-
		Remuneration	1,247,007	-
Mohammad Jannatul Ferdous	Shareholder director & COO	Stock dividend	8,286,985	-
		Cash dividend	828,699	-
		Remuneration	844,947	-
Mohammad Mizanur Rahman	Shareholder director & CTO	Stock dividend	8,286,985	-
		Cash dividend	828,699	-
		Remuneration	844,947	-
Md. Mosabbir Alam	Shareholder director & CFO	Stock dividend	4,766,505	-
		Cash dividend	476,651	-
		Remuneration	659,880	-
Mamnoon Ahmed Murshed Chowdhury	Shareholder director	Meeting fees	15,000	-
		Stock dividend	12,696,750	-
		Cash dividend	1,269,675	-
Golam Mohammad Mohiuddin	Shareholder director	Meeting fees	15,000	15,000
		Stock dividend	12,696,750	-
		Cash dividend	1,269,675	-
Mahmudul Anwar Riyaad	Shareholder director	Meeting fees	15,000	15,000
		Stock dividend	12,696,750	-
		Cash dividend	1,269,675	-
Ali Imam	Shareholder director	Meeting fees	15,000	15,000
		Stock dividend	657,725	-
		Cash dividend	65,773	-

34 Contingent liabilities

The Company has submitted a "Performance Guarantee/Bank Guarantee" to Rupali Bank Ltd. and NCC Bank Ltd., against its tender. There is no other contingent liabilities as of 30 September 2023 except mentioned herein.

35 Event after the reporting period

There are no events identified after the date of the statement of financial position which require adjustment or disclosure in the accompanying financial statements.

Sd/-	Sd/-	Sd/-	Sd/-
Managing Director	**Director**	**Chief Financial Officer**	**Company Secretary**

Annexure-A

Brain Station 23 Ltd.
Schedule of property, plant and equipment; and right-of-use assets (RoU)
For the period (3 months ending) from 1 July to 30 September 2023

Amount in BDT

Particulars	Cost				Rate %	Depreciation				Written down value (WDV) at 30 Sept. 2023
	As at 01 July 2023	Addition during the quarter	Disposals / discards	As at 30 Sept. 2023		As at 01 July 2023	Charges for the quarter	Disposals / discards	As at 30 Sept. 2023	
Furniture and fixture	15,335,286	50,977	-	15,386,264	10	5,809,816	239,411	-	6,049,227	9,337,036
Office equipment	34,688,704	1,308,625	-	35,997,329	10	8,187,476	695,246	-	8,882,722	27,114,607
Computer & IT equipment	117,192,683	6,112,895	-	123,305,578	25	59,134,659	4,010,682	-	63,145,342	60,160,236
Vehicle	750,000	-	-	750,000	10	210,000	13,500	-	223,500	526,500
Land	266,345,000	-	-	266,345,000	0	-	-	-	-	266,345,000
Closing balance as on 30.09.2023	**434,311,673**	**7,472,498**	**-**	**441,784,171**		**73,341,951**	**4,958,840**	**-**	**78,300,791**	**363,483,380**
Closing balance as on 30.06.2023	**125,758,813**	**312,928,135**	**(4,375,276)**	**434,311,673**		**52,713,768**	**23,415,641**	**(2,787,457)**	**73,341,951**	**360,969,722**
Right-of-use assets (RoU) as on 30.09.2023	**150,527,001**	**-**	**-**	**150,527,001**		**55,349,344**	**6,742,890**	**-**	**62,092,234**	**88,434,767**
Right-of-use assets (RoU) as on 30.06.2023	**150,527,001**	**-**	**-**	**150,527,001**		**28,963,243**	**26,386,101**	**-**	**55,349,344**	**95,177,657**

Allocation of depreciation for the period

	Particulars	% of Depreciation	01 July to 30 September 2023 3 months ended	01 July 2022 to 30 June 2023 12 months ended
For property, plant & equipment	Cost of service	85%	4,215,014	19,903,295
	Administrative expenses	10%	495,884	2,341,564
	Selling and distribution expenses	5%	247,942	1,170,782
	Total	**100%**	**4,958,840**	**23,415,641**
For right-of-use assets (RoU)	Cost of service	85%	5,731,457	22,428,186
	Administrative expenses	10%	674,289	2,638,610.10
	Selling and distribution expenses	5%	337,145	1,319,305.05
	Total	**100%**	**6,742,890**	**26,386,101**

Annexure-B

Brain Station 23 Ltd.

Mudaraba Term Deposit Receipt (MTDR) Schedule

For the period (3 months ending) from 1 July to 30 September 2023

Sl. No.	Bank Name	MTDR A/C No. (last 3 digits)	Issue/renewal Date	Maturity Date	Tenure	Closing Banlace as at 30 September 2023
1	Pubali Bank Ltd.	920	26-Jun-23	23-Dec-23	6 months	10,490,287
2	Pubali Bank Ltd.	538	19-Jun-23	16-Dec-23	6 months	10,489,410
3	Pubali Bank Ltd.	542	19-Jun-23	16-Dec-23	6 months	10,489,410
4	NRBC Bank Ltd.	912	27-Sep-23	25-Mar-24	3 months	17,109,755
5	Pubali Bank Ltd.	464	7-Aug-23	3-Feb-24	6 months	20,595,069
6	Pubali Bank Ltd.	938	24-Sep-23	22-Mar-24	6 months	8,235,615
7	Pubali Bank Ltd.	942	24-Sep-23	22-Mar-24	6 months	8,235,615
8	Pubali Bank Ltd.	957	24-Sep-23	22-Mar-24	6 months	9,265,066
9	Dhaka Bank Ltd.	018	6-Aug-23	4-Nov-23	3 months	10,156,337
10	EXIM Bank Ltd.	878	3-Aug-23	1-Nov-23	3 months	7,098,993
11	EXIM Bank Ltd.	937	3-Aug-23	1-Nov-23	3 months	8,113,135
12	EXIM Bank Ltd.	545	21-Sep-23	20-Dec-23	3 months	7,098,157
13	EXIM Bank Ltd.	586	21-Sep-23	20-Dec-23	3 months	8,112,179
14	Pubali Bank Ltd.	958	11-Jul-23	9-Oct-23	3 months	2,246,374
15	Pubali Bank Ltd.	036	23-Aug-23	21-Nov-23	3 months	10,146,192
16	Pubali Bank Ltd.	735	26-Jun-23	1-Oct-23	3 months	5,000,000
17	Pubali Bank Ltd.	740	26-Jun-23	1-Oct-23	3 months	5,000,000
18	Pubali Bank Ltd.	376	5-Jul-23	3-Oct-23	3 months	5,000,000
19	Pubali Bank Ltd.	363	5-Jul-23	3-Oct-23	3 months	5,000,000
20	Pubali Bank Ltd.	851	19-Jul-23	17-Oct-23	3 months	5,000,000
21	Pubali Bank Ltd.	864	19-Jul-23	17-Oct-23	3 months	5,000,000
22	Pubali Bank Ltd.	873	19-Jul-23	17-Oct-23	3 months	5,000,000
23	Pubali Bank Ltd.	360	19-Sep-23	18-Dec-23	3 months	7,000,000
24	Pubali Bank Ltd.	378	19-Sep-23	18-Dec-23	3 months	6,000,000
25	Pubali Bank Ltd.	351	19-Sep-23	18-Dec-23	3 months	7,000,000
Total						**202,881,594**

Annexure-C

Brain Station 23 Ltd.

Cash flows from operating activities (indirect method)

For the period (3 months ending) from 1 July to 30 September 2023

Amount in BDT

	1 July to 30 September 2023	1 July to 30 September 2022
Cash flows from operating activities		
Profit/(loss) before tax	85,621,183	91,443,297
Adjustments for:		
Depreciation	11,701,730	12,077,390
Finance costs - Lease	1,566,942	1,239,705
Unrealized exchange (gain)/loss	(1,005,057)	-
Interest income	(3,401,628)	(1,867,158)
	8,861,986	**11,449,937**
	94,483,170	**102,893,234**
Changes in working capital components		
(Increase)/decrease in inventories	1,140,000	-
(Increase)/decrease in trade and other receivables	(64,815,394)	(61,898,802)
(Increase)/decrease in short term investments	(2,128,256)	-
(Increase)/decrease in advance, deposit and prepayments	(1,217,422)	2,828,525
Increase/(decrease) in employee benefit obligation	5,233,869	4,835,887
Increase/(decrease) in deferred income	(2,163,057)	(22,455,599)
Increase/(decrease) in trade and other payables	(4,680,442)	7,947,833
Increase/(decrease) in provisions	19,425,755	6,390,640
	(49,204,947)	**(62,351,515)**
Cash generated from operating activities	**45,278,223**	**40,541,719**
Income tax paid	(1,236,565)	(3,480,200)
Net cash from operating activities	**44,041,658**	**37,061,519**

(b) information as is required under section 186 of কোম্পানি আইন, ১৯৯৪ relating to holding company;

The Company has no subsidiary company. As such this section is not applicable for the issuer.

(c) selected ratios on liquidity, profitability and solvency of the issuer as specified in Annexure D;

Ratios pertinent to the prospectus are as specified in 'The Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022 are as follows:

Annexure-D

BRAIN STATION 23 PLC

AUDITOR CERITFICATE REGARDING CALCULATION OF EPS AND OTHER RATIOS

For the quarter ended on 30 September 2023 and the year ended on 30 June 2023, 30 June 2022, 30 June 2021, 30 June 2020 & 30 June 2019

Financial Ratio			Formula	30/Sep/23*	30/Jun/23	30/Jun/22	30/Jun/21	30/Jun/20	30/Jun/19
I. Liquidity Ratios		Current ratio	Current assets / Current liabilities	3.56	3.39	3.29	2.17	2.62	3.00
		Quick ratio	Current assets - inventories - Prepayments / Current liabilities	3.42	3.25	2.37	1.97	2.34	2.51
II. Operating Efficiency Ratios		Accounts receivable turnover ratio	Revenue / Average Accounts receivables	1.79	8.15	7.49	7.21	5.99	7.61
		Inventory turnover ratio	Cost of revenue / Average inventories	403.92	801.71	76.49	30.40	118.15	48.94
		Asset turnover ratio	Revenue / Average total assets	0.31	1.42	1.57	1.74	2.01	3.40
III. Profitability ratios		Gross margin ratio	Gross margin / Revenue	31%	29%	28%	26%	25%	26%
		Operating profit ratio	Operating profit / Revenue	19%	17%	17%	13%	11%	10%
		Net profit ratio	Net profit after tax / Revenue	25%	23%	20%	20%	13%	9%
		Return on Assets ratio (ROA)	Net profit after tax / Average total assets	0.08	0.32	0.32	0.35	0.26	0.32
		Return on Equity (ROE)	Net profit after tax / Total equity	0.10	0.36	0.40	0.47	0.35	0.37
		Earnings per share (EPS)	Net profit after tax available to ordinary shareholders / No. of share	1.92	6.42	4.36	3.09	1.31	0.89
		EBITDA margin	EBITDA / Revenue	29%	27%	25%	23%	16%	11%
IV. Solvency Ratios		Debt to total assets ratio	Total debt / Total assets	0.08	0.10	0.06	0.15	0.11	-
		Debt to equity ratio	Total debt / Total equity	0.11	0.13	0.09	0.26	0.20	-
		Times interest earned ratio	EBIT / Interest/ finance cost	58.37	54.13	72.70	90.06	N/A	N/A
		Debt service coverage ratio	Net operating income / Total debt service	2.36	6.91	9.98	3.85	4.65	N/A
V. Cash flow ratios		NOCFPS	NOCF / No. of share	1.03	10.80	4.06	15.81	17.62	35.97
		NOCFPS to EPS ratio	NOCFPS / EPS	0.54	1.68	0.93	5.12	13.46	40.31

Note: *30/Sep/23 ratios are calculated for a period of 3 months from 1/Jul/23 to 30/Sep/23.

Dated: Dhaka
January 18, 2024

Sd/-
MABS & J Partners
Chartered Accountants

Annexure-D

Brain Station 23 PLC

Ratio Analysis: Calculation

For the quarter ended on 30 September 2023 and the year ended on 30 June 2023, 30 June 2022, 30 June 2021, 30 June 2020 & 30 June 2019

Financial Ratio		Formula	30-Sep-23		30-Jun-23		30-Jun-22		30-Jun-21		30-Jun-20		30-Jun-19	
			Amount (BDT)	Result	Amount (BDT)	Result	Amount (BDT)	Result	Amount (BDT)	Result	Amount (BDT)	Result	Amount (BDT)	Result
I. Liquidity Ratios	Current ratio	Current assets	647,165,642	3.56	559,817,296	3.39	565,230,241	3.29	424,788,269	2.17	251,168,647	2.62	139,919,681	3.00
		Current liabilities	181,856,302		164,967,877		171,699,834		195,350,955		95,808,246		46,691,078	
	Quick ratio	Current assets - inventories - prepayments	621,422,765	3.42	535,388,408	3.25	407,527,348	2.37	385,565,910	1.97	224,034,366	2.34	117,059,771	2.51
		Current liabilities	181,856,302		164,967,877		171,699,834		195,350,955		95,808,246		46,691,078	
II. Operating Efficiency Ratios	Accounts receivable turnover ratio	Revenue	331,275,312	1.79	1,203,707,580	8.15	916,835,282	7.49	665,613,931	7.21	427,744,564	5.99	403,611,926	7.61
		Average Accounts receivables	184,994,597		147,733,616		122,389,101		92,325,262		71,425,510		53,026,277	
	Inventory turnover ratio	Cost of revenue	230,233,153	403.92	859,957,021	801.71	658,568,930	76.49	658,568,930	30.40	321,930,226	118.15	299,864,341	48.94
		Average inventories	570,000		1,072,660		8,610,212		21,664,774		2,724,835		6,126,905	
	Asset turnover ratio	Revenue	331,275,312	0.31	1,203,707,580	1.42	916,835,282	1.57	665,613,931	1.74	427,744,564	2.01	403,611,926	3.40
		Average total assets	1,060,674,232		849,070,634		584,366,118		382,314,603		212,688,976		118,587,204	
III. Profitability ratios	Gross margin ratio	Gross profit	101,042,159	0.31	343,750,559	0.29	258,266,352	0.28	174,286,578	0.26	105,814,338	0.25	103,747,585	0.26
		Revenue	331,275,312		1,203,707,580		916,835,282		665,613,931		427,744,564		403,611,926	
	Operating profit ratio	Operating profit	64,252,783	0.19	209,610,789	0.17	158,476,221	0.17	88,442,495	0.13	48,361,908	0.11	39,418,515	0.10
		Revenue	331,275,312		1,203,707,580		916,835,282		665,613,931		427,744,564		403,611,926	
	Net profit ratio	Net profit after tax	82,110,168	0.25	274,529,260	0.23	186,407,152	0.20	132,087,913	0.20	55,975,192	0.13	38,151,591	0.09
		Revenue	331,275,312		1,203,707,580		916,835,282		665,613,931		427,744,564		403,611,926	
	Return on Assets ratio (ROA)	Net profit after tax	82,110,168	0.08	274,529,260	0.32	186,407,152	0.32	132,087,913	0.35	55,975,192	0.26	38,151,591	0.32
		Average total assets	1,060,674,232		849,070,634		584,366,118		382,314,603		212,688,976		118,587,204	
	Return on Equity (ROE)	Net profit after tax	82,110,168	0.10	274,529,260	0.36	186,407,152	0.40	132,087,913	0.47	55,975,192	0.35	38,151,591	0.37
		Total equity	824,316,168		756,458,570		471,358,570		282,138,918		158,301,005		103,763,312	
	Earnings per share (EPS)	Net profit after tax available to ordinary shareholders	82,110,168	1.92	274,529,260	6.42	186,407,152	4.36	132,087,913	3.09	55,975,192	1.31	38,151,591	0.89
		Weighted Average No. of share	42,757,709		42,757,709		42,757,709		42,757,709		42,757,709		42,757,709	
	EBITDA margin	EBITDA	96,428,025	0.29	330,511,431	0.27	228,714,457	0.25	155,348,426	0.23	67,940,828	0.16	44,203,085	0.11
		Revenue	331,275,312		1,203,707,580		916,835,282		665,613,931		427,744,564		403,611,926	
IV. Solvency Ratios	Debt to total assets ratio	Total debt	92,508,158	0.08	98,362,321	0.10	40,577,371	0.06	74,525,360	0.15	31,221,466	0.11	-	-
		Total assets	1,102,233,789		1,019,114,675		679,026,592		489,705,643		274,923,562		150,454,390	
	Debt to equity ratio	Total debt	92,508,158	0.11	98,362,321	0.13	40,577,371	0.09	74,525,360	0.26	31,221,466	0.20	-	-
		Total equity	824,316,168		756,458,570		471,358,570		282,138,918		158,301,005		103,763,312	
	Times interest earned ratio	EBIT	91,469,185	58.37	307,095,790	54.13	204,762,355	72.70	204,762,355	90.06	59,727,821	N/A	40,301,920	N/A
		Interest/ finance cost	1,566,942		5,673,719		2,816,728		2,273,672		-		-	
	Debt service coverage ratio	Net operating income	64,252,783	2.36	209,610,789	6.91	158,476,221	9.98	88,442,495	3.85	48,361,908	4.65	39,418,515	N/A
		Total Debt Service	27,252,172		30,352,333		15,884,807		22,954,618		10,407,155		-	
V. Cash flow ratios	NOCFPS	NOCF	44,041,658	1.03	307,837,559	10.80	101,091,496	4.06	177,896,025	15.81	75,969,551	17.62	51,702,380	35.97
		No. of Share	42,757,709		28,505,139		24,907,500		11,250,000		4,312,500		1,437,500	
	NOCFPS to EPS ratio	NOCFPS	1.03	0.54	10.80	1.68	4.06	0.93	15.81	5.12	17.62	13.46	35.97	40.31
		EPS	1.92		6.42		4.36		3.09		1.31		0.89	

Industry average ratio comparison with Brain Station 23 PLC.

Sl.	Financial Ratio	30-Sep-23		30-Jun-23		30-Jun-22		30-Jun-21		30-Jun-20		30-Jun-19	
		BS23	Industry Avg.	BS23	Industry Avg.	BS23	Industry Avg.	BS23	Industry Avg.	BS23	Industry Avg.	BS23	Industry Avg.
Liquidity Ratios													
1	Current Ratio	3.56	2.29	3.39	2.30	3.29	3.43	2.17	3.48	2.62	2.52	3.00	6.09
2	Quick Ratio	3.42	1.21	3.25	1.12	2.37	1.75	1.97	2.00	2.34	1.24	2.51	4.46
Operating Efficiency Ratios													
1	Accounts Receivable Turnover Ratio (In times)	1.79	0.61	8.15	2.38	7.49	2.53	7.21	3.02	5.99	4.68	7.61	5.74
2	Inventory Turnover Ratio (In times)	403.92	29.75	801.71	110.26	76.49	119.31	30.40	42.52	118.15	68.16	48.94	63.72
3	Asset Turnover Ratio (In times)	0.31	0.10	1.42	0.30	1.57	0.30	1.74	0.29	2.01	0.28	3.40	0.28
Profitability Ratios													
1	Gross Margin Ratio %	31%	29%	29%	33%	28%	35%	26%	37%	25%	40%	26%	43%
2	Operating Profit Ratio %	19%	22%	17%	22%	17%	23%	13%	25%	11%	27%	10%	32%
3	Net Profit Ratio %	25%	17%	23%	19%	20%	20%	20%	22%	13%	24%	9%	30%
4	Return on Assets Ratio (ROA) %	7.74%	1.6%	32.33 %	5.7%	31.90 %	5.9%	34.55 %	6.4%	26.32%	6.6%	32.17 %	8.3%
5	Return on Equity Ratio (After Tax) %	9.96%	1.9%	36.29 %	6.5%	39.55 %	6.6%	46.82 %	6.7%	35.36%	7.0%	36.77 %	8.8%
6	Earnings Per Share Ratio (EPS)	1.92	0.45	6.42	1.45	4.36	1.43	3.09	1.40	1.31	1.24	0.89	1.45
7	EBITDA Margin	29%	30%	27%	34%	25%	36%	23%	43%	16%	47%	11%	53%
Solvency Ratios													
1	Debt to total Assets Ratio	0.08	0.12	0.10	0.11	0.06	0.07	0.15	0.09	0.11	0.09	N/A	0.05
2	Debt to Equity Ratio	0.11	0.14	0.13	0.13	0.09	0.08	0.26	0.10	0.20	0.10	N/A	0.05
3	Times Interest Earned Ratio	58.37	5.27	54.13	6.62	72.70	7.68	90.06	8.71	N/A	8.38	N/A	37.40
4	Debt Service Coverage Ratio	2.36	5.09	6.91	6.31	9.98	7.45	3.85	8.05	4.65	8.07	N/A	36.33
Cash Flow Ratios													
1	Net Operating Cash Flow Per Share	1.03	(0.78)	10.80	1.41	4.06	2.12	15.81	0.03	17.62	1.35	35.97	1.93
2	Net Operating Cash Flow Per Share/Earnings Per Share (EPS)	0.54	(1.73)	1.68	0.97	0.93	1.48	5.12	0.02	13.46	0.87	40.31	1.06

eGeneration Limited has been taken as industry peer because of its nature of business and relativity. Industry average ratios are calculated on the basis of financial data collected from Quarterly report as on 30 September 2023 and Annual Report for the year ended 30 June 2023, 2022, 2021, 2020 and 2019.

Note:

1. The company considered as peer of BS23 is listed in the Stock Exchanges of Bangladesh, which are Dhaka Stock Exchange Limited and Chittagong Stock Exchange PLC.
2. We have considered the company listed under IT Sector only to make the comparison more relevant.
3. Data used here is taken from Dhaka Stock Exchange PLC. and the last published annual Financial Statements, available on 11 January, 2024.
4. Negative as well as outlier figures have not been considered to avoid distortion.
5. Annually published data of the company has been considered.

Analysis:

Sl.	Financial Ratio	30-Sep-23		
		BS23	Industry Avg.	Remark/ Explanation
Liquidity Ratios				
1	Current Ratio	3.56	2.29	BS23L'S Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities.
2	Quick Ratio	3.42	1.21	BS23'S Ratio is higher than the industry average ratio as quick assets are relatively higher.
Operating Efficiency Ratios				
1	Accounts Receivable Turnover Ratio (In times)	1.79	0.61	BS23'S Ratio is higher as collection period is lower than the average industry.
2	Inventory Turnover Ratio (In times)	403.92	29.75	BS23'S Ratio is higher because of relatively low inventory level.
3	Asset Turnover Ratio (In times)	0.31	0.10	BS23'S Ratio is better than the industry average ratio as BS23 generates sales with a relatively small amount of fixed assets. This indicates that the company has ability to generate more revenue by using one unit of asset.
Profitability Ratios				
1	Gross Margin Ratio %	31%	29%	BS23'S Ratio is higher than the industry average ratio because of lower cost of sales.
2	Operating Profit Ratio %	19%	22%	BS23'S Ratio is lower than the industry average ratio because of higher operating expenses.
3	Net Profit Ratio %	25%	17%	BS23'S Ratio is higher than the industry average ratio because of higher non-operating income.
4	Return on Assets Ratio (ROA) %	7.74%	1.6%	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
5	Return on Equity Ratio (After Tax) %	9.96%	1.9%	BS23'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors.
6	Earnings Per Share Ratio (EPS)	1.92	0.45	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
7	EBITDA Margin	29%	30%	BS23'S Ratio is lower than the industry average ratio because of higher operating expenses.
Solvency Ratios				
1	Debt to total Assets Ratio	0.08	0.12	BS23'S Ratio is lower because of relatively low debt.
2	Debt to Equity Ratio	0.11	0.14	BS23'S Ratio is lower because of relatively lower debt.
3	Times Interest Earned Ratio	58.37	5.27	BS23'S Ratio is higher than the industry average ratio as operating profit is relatively high and the company is near to debt free.
4	Debt Service Coverage Ratio	2.36	5.09	BS23'S Ratio is lower because of relatively higher debt service.
Cash Flow Ratios				
1	Net Operating Cash Flow Per Share	1.03	(0.78)	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.
2	Net Operating Cash Flow Per Share/Earnings Per Share (EPS)	0.54	(1.73)	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.

Sl.	Financial Ratio	30-Jun-23		
		BS23	Industry Avg.	Remark/ Explanation
Liquidity Ratios				
1	Current Ratio	3.39	2.30	BS23L'S Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities.
2	Quick Ratio	3.25	1.12	BS23'S Ratio is higher than the industry average ratio as quick assets are relatively higher.
Operating Efficiency Ratios				
1	Accounts Receivable Turnover Ratio (In times)	8.15	2.38	BS23'S Ratio is higher as collection period is lower than the average industry.

Sl.	Financial Ratio	30-Jun-23		
		BS23	Industry Avg.	Remark/ Explanation
2	Inventory Turnover Ratio (In times)	801.71	110.26	BS23'S Ratio is higher because of relatively low inventory level.
3	Asset Turnover Ratio (In times)	1.42	0.30	BS23'S Ratio is better than the industry average ratio as BS23 generates sales with a relatively small amount of fixed assets. This indicates that the company has ability to generate more revenue by using one unit of asset.
Profitability Ratios				
1	Gross Margin Ratio %	29%	33%	BS23'S Ratio is lower than the industry average ratio because of higher cost of sales.
2	Operating Profit Ratio %	17%	22%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
3	Net Profit Ratio %	23%	19%	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
4	Return on Assets Ratio (ROA) %	32.33%	5.7%	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
5	Return on Equity Ratio (After Tax) %	36.29%	6.5%	BS23'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors.
6	Earnings Per Share Ratio (EPS)	6.42	1.45	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
7	EBITDA Margin	27%	34%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
Solvency Ratios				
1	Debt to total Assets Ratio	0.10	0.11	BS23'S Ratio is lower because of relatively low debt.
2	Debt to Equity Ratio	0.13	0.13	BS23'S Ratio is in line with the industry average ratio.
3	Times Interest Earned Ratio	54.13	6.62	BS23'S Ratio is higher than the industry average ratio as operating profit is relatively high and the company is near to debt free.
4	Debt Service Coverage Ratio	6.91	6.31	BS23'S Ratio is higher because of relatively low debt service.
Cash Flow Ratios				
1	Net Operating Cash Flow Per Share	10.80	1.41	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.
2	Net Operating Cash Flow Per Share/Earnings Per Share (EPS)	1.68	0.97	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.

Sl.	Financial Ratio	30-Jun-22		
		BS23	Industry Avg.	Remark/ Explanation
Liquidity Ratios				
1	Current Ratio	3.29	3.43	BS23L'S Current Ratio is lower than the industry average current ratio because of relatively higher current liabilities.
2	Quick Ratio	2.37	1.75	BS23'S Ratio is higher than the industry average ratio as quick assets are relatively higher.
Operating Efficiency Ratios				
1	Accounts Receivable Turnover Ratio (In times)	7.49	2.53	BS23'S Ratio is higher as collection period is lower than the average industry.
2	Inventory Turnover Ratio (In times)	76.49	119.31	BS23'S Ratio is lower because of relatively higher inventory level.
3	Asset Turnover Ratio (In times)	1.57	0.30	BS23'S Ratio is better than the industry average ratio as BS23 generates sales with a relatively small amount of fixed assets. This indicates that the company has ability to generate more revenue by using one unit of asset.
Profitability Ratios				
1	Gross Margin Ratio %	28%	35%	BS23'S Ratio is lower than the industry average ratio because of higher cost of sales.
2	Operating Profit Ratio %	17%	23%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.

Sl.	Financial Ratio	30-Jun-22		
		BS23	Industry Avg.	Remark/ Explanation
3	Net Profit Ratio %	20%	20%	BS23'S Ratio is in line with the industry average ratio.
4	Return on Assets Ratio (ROA) %	31.90%	5.9%	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
5	Return on Equity Ratio (After Tax) %	39.55%	6.6%	BS23'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors.
6	Earnings Per Share Ratio (EPS)	4.36	1.43	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
7	EBITDA Margin	25%	36%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
Solvency Ratios				
1	Debt to total Assets Ratio	0.06	0.07	BS23'S Ratio is lower because of relatively low debt.
2	Debt to Equity Ratio	0.09	0.08	BS23'S Ratio is lower because of relatively lower debt.
3	Times Interest Earned Ratio	72.70	7.68	BS23'S Ratio is higher than the industry average ratio as operating profit is relatively high and the company is near to debt free.
4	Debt Service Coverage Ratio	9.98	7.45	BS23'S Ratio is higher because of relatively low debt service.
Cash Flow Ratios				
1	Net Operating Cash Flow Per Share	4.06	2.12	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.
2	Net Operating Cash Flow Per Share/Earnings Per Share (EPS)	0.93	1.48	BS23'S Ratio is lower than the industry average ratio as net operating cash flow is relatively low.

Sl.	Financial Ratio	30-Jun-21		
		BS23	Industry Avg.	Remark/ Explanation
Liquidity Ratios				
1	Current Ratio	2.17	3.48	BS23L'S Current Ratio is lower than the industry average current ratio because of relatively higher current liabilities.
2	Quick Ratio	1.97	2.00	BS23'S Ratio is lower than the industry average ratio as quick assets are relatively low.
Operating Efficiency Ratios				
1	Accounts Receivable Turnover Ratio (In times)	7.21	3.02	BS23'S Ratio is higher as collection period is lower than the average industry.
2	Inventory Turnover Ratio (In times)	30.40	42.52	BS23'S Ratio is lower because of relatively higher inventory level.
3	Asset Turnover Ratio (In times)	1.74	0.29	BS23'S Ratio is better than the industry average ratio as BS23 generates sales with a relatively small amount of fixed assets. This indicates that the company has ability to generate more revenue by using one unit of asset.
Profitability Ratios				
1	Gross Margin Ratio %	26%	37%	BS23'S Ratio is lower than the industry average ratio because of higher cost of sales.
2	Operating Profit Ratio %	13%	25%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
3	Net Profit Ratio %	20%	22%	BS23'S Ratio is lower than the industry average ratio because of lower net profit.
4	Return on Assets Ratio (ROA) %	34.55%	6.4%	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
5	Return on Equity Ratio (After Tax) %	46.82%	6.7%	BS23'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors.
6	Earnings Per Share Ratio (EPS)	3.09	1.40	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
7	EBITDA Margin	23%	43%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
Solvency Ratios				

Sl.	Financial Ratio	30-Jun-21		
		BS23	Industry Avg.	Remark/ Explanation
1	Debt to total Assets Ratio	0.15	0.09	BS23'S Ratio is higher because of relatively high debt.
2	Debt to Equity Ratio	0.26	0.10	BS23'S Ratio is higher because of relatively higher debt.
3	Times Interest Earned Ratio	90.06	8.71	BS23'S Ratio is higher than the industry average ratio as operating profit is relatively high and the company is near to debt free.
4	Debt Service Coverage Ratio	3.85	8.05	BS23'S Ratio is lower because of relatively high debt service.
Cash Flow Ratios				
1	Net Operating Cash Flow Per Share	15.81	0.03	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.
2	Net Operating Cash Flow Per Share/Earnings Per Share (EPS)	5.12	0.02	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively high.

Sl.	Financial Ratio	30-Jun-20		
		BS23	Industry Avg.	Remark/ Explanation
Liquidity Ratios				
1	Current Ratio	2.62	2.52	BS23L'S Current Ratio is higher than the industry average current ratio because of relatively lower current liabilities.
2	Quick Ratio	2.34	1.24	BS23'S Ratio is higher than the industry average ratio as quick assets are relatively higher.
Operating Efficiency Ratios				
1	Accounts Receivable Turnover Ratio (In times)	5.99	4.68	BS23'S Ratio is higher as collection period is lower than the average industry.
2	Inventory Turnover Ratio (In times)	118.15	68.16	BS23'S Ratio is higher because of relatively lower inventory level.
3	Asset Turnover Ratio (In times)	2.01	0.28	BS23'S Ratio is better than the industry average ratio as BS23 generates sales with a relatively small amount of fixed assets. This indicates that the company has ability to generate more revenue by using one unit of asset.
Profitability Ratios				
1	Gross Margin Ratio %	25%	40%	BS23'S Ratio is lower than the industry average ratio because of higher cost of sales.
2	Operating Profit Ratio %	11%	27%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
3	Net Profit Ratio %	13%	24%	BS23'S Ratio is lower than the industry average ratio because of lower net profit.
4	Return on Assets Ratio (ROA) %	26.32%	6.6%	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
5	Return on Equity Ratio (After Tax) %	35.36%	7.0%	BS23'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors.
6	Earnings Per Share Ratio (EPS)	1.31	1.24	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
7	EBITDA Margin	16%	47%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
Solvency Ratios				
1	Debt to total Assets Ratio	0.11	0.09	BS23'S Ratio is higher because of relatively high debt.
2	Debt to Equity Ratio	0.20	0.10	BS23'S Ratio is higher because of relatively higher debt.
3	Times Interest Earned Ratio	N/A	8.38	The ratio cannot be compared as BS23 had no interest expense
4	Debt Service Coverage Ratio	4.65	8.07	BS23'S Ratio is lower because of relatively high debt service.
Cash Flow Ratios				
1	Net Operating Cash Flow Per Share	17.62	1.35	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.
2	Net Operating Cash Flow Per Share/Earnings Per Share (EPS)	13.46	0.87	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively high.

Sl.	Financial Ratio	30-Jun-19		
		BS23	Industry Avg.	Remark/ Explanation
Liquidity Ratios				
1	Current Ratio	3.00	6.09	BS23L'S Current Ratio is lower than the industry average current ratio because of relatively higher current liabilities.
2	Quick Ratio	2.51	4.46	BS23'S Ratio is lower than the industry average ratio as quick assets are relatively lower.
Operating Efficiency Ratios				
1	Accounts Receivable Turnover Ratio (In times)	7.61	5.74	BS23'S Ratio is higher as collection period is lower than the average industry.
2	Inventory Turnover Ratio (In times)	48.94	63.72	BS23'S Ratio is lower because of relatively higher inventory level.
3	Asset Turnover Ratio (In times)	3.40	0.28	BS23'S Ratio is better than the industry average ratio as BS23 generates sales with a relatively small amount of fixed assets. This indicates that the company has ability to generate more revenue by using one unit of asset.
Profitability Ratios				
1	Gross Margin Ratio %	26%	43%	BS23'S Ratio is lower than the industry average ratio because of higher cost of sales.
2	Operating Profit Ratio %	10%	32%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
3	Net Profit Ratio %	9%	30%	BS23'S Ratio is lower than the industry average ratio because of lower net profit.
4	Return on Assets Ratio (ROA) %	32.17%	8.3%	BS23'S Ratio is higher than the industry average ratio because of higher net profit.
5	Return on Equity Ratio (After Tax) %	36.77%	8.8%	BS23'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors.
6	Earnings Per Share Ratio (EPS)	0.89	1.45	BS23'S Ratio is lower than the industry average ratio because of higher net profit.
7	EBITDA Margin	11%	53%	BS23'S Ratio is lower than the industry average ratio because of lower operating profit.
Solvency Ratios				
1	Debt to total Assets Ratio	N/A	0.05	The ratio cannot be compared as BS23 had no debt
2	Debt to Equity Ratio	N/A	0.05	The ratio cannot be compared as BS23 had no debt
3	Times Interest Earned Ratio	N/A	37.40	The ratio cannot be compared as BS23 had no debt
4	Debt Service Coverage Ratio	N/A	36.33	The ratio cannot be compared as BS23 had no debt
Cash Flow Ratios				
1	Net Operating Cash Flow Per Share	35.97	1.93	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively higher.
2	Net Operating Cash Flow Per Share/Earnings Per Share (EPS)	40.31	1.06	BS23'S Ratio is higher than the industry average ratio as net operating cash flow is relatively high.

(d) the issuer shall include comparative income statements and balance sheet and aforementioned ratios for immediate preceding five accounting years of the issuer in the prospectus. If the company has been in existence for less than five years, the above-mentioned inclusion and submission will have to be made for the period of existence of the company

Comparative income statement

Particulars	Amount in BDT					
	30 Sept. 2023 (1st Quarter)	30 June 2023	30 June 2022	30 June 2021	30 June 2020	30 June 2019
Revenue	331,275,312	1,203,707,580	916,835,282	665,613,931	427,744,564	403,611,926
Cost of service	(230,233,153)	(859,957,021)	(658,568,930)	(491,327,353)	(321,930,226)	(299,864,341)
Gross profit	**101,042,159**	**343,750,559**	**258,266,352**	**174,286,578**	**105,814,338**	**103,747,585**
Administrative expenses	(29,800,822)	(104,897,285)	(83,217,688)	(72,723,591)	(45,197,781)	(48,408,390)
Selling and distribution expenses	(6,988,554)	(29,242,485)	(16,572,443)	(13,120,491)	(12,254,649)	(15,920,680)
Operating profit	**64,252,783**	**209,610,789**	**158,476,221**	**88,442,495**	**48,361,908**	**39,418,515**
Finance income	3,401,628	9,395,810	7,076,658	-	-	-
Other income	23,814,773	88,089,191	39,209,475	54,673,328	11,365,914	883,405
Profit before interest and tax (PBIT)	**91,469,185**	**307,095,790**	**204,762,355**	**143,115,824**	**59,727,821**	**40,301,920**
Finance cost	(1,566,942)	(5,673,719)	(2,816,728)	(2,273,672)	-	-
Profit before WPPF	**89,902,243**	**301,422,072**	**201,945,627**	**140,842,152**	**59,727,821**	**40,301,920**
Contribution to WPPF	(4,281,059)	(14,353,432)	(9,616,458)	(6,706,769)	(2,844,182)	(1,919,139)
Profit before tax	**85,621,183**	**287,068,640**	**192,329,168**	**134,135,383**	**56,883,639**	**38,382,781**
Income tax expense	(3,511,016)	(12,539,380)	(5,922,017)	(2,047,469)	(908,447)	(231,191)
Profit after tax	**82,110,168**	**274,529,260**	**186,407,152**	**132,087,913**	**55,975,192**	**38,151,591**
Other comprehensive income/(loss)	-	-	-	-	-	-
Total comprehensive income for the period/year	**82,110,168**	**274,529,260**	**186,407,152**	**132,087,913**	**55,975,192**	**38,151,591**
Earnings Per Share:						
Basic Earnings Per Share	**1.92**	**6.42**	**4.36**	**3.09**	**1.31**	**0.89**
Diluted Earnings Per Share	**1.91**	**6.37**	**4.36**	**3.09**	**1.31**	**0.89**

***Considering 42,757,709 weighted shares and 43,089,976 diluted shares**

Comparative Balance Sheet

Particulars	Amount in BDT					
	30-Sep-23	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
ASSETS						
Non-current assets	**455,068,147**	**459,297,379**	**113,796,351**	**64,917,374**	**23,754,915**	**10,534,709**
Property, plant and equipment	363,483,380	360,969,722	73,045,046	33,031,243	23,754,915	10,534,709
Advance, deposit and prepayments	3,150,000	3,150,000	2,312,682	-	-	-
Right-of-use assets (RoU)	88,434,767	95,177,657	38,438,623	31,886,131	-	-
Current assets	**647,165,642**	**559,817,296**	**565,230,241**	**424,788,269**	**251,168,647**	**139,919,681**
Inventories	-	1,140,000	1,005,320	16,215,104	5,449,670	-
Trade and other receivables	217,402,293	152,586,900	142,880,332	101,897,870	82,752,654	60,098,365
Short term investments	202,881,594	166,537,338	139,479,021	110,787,405	32,121,820	15,697,500
Advance, deposit and prepayments	25,742,877	23,288,889	156,697,573	23,007,255	21,684,611	22,859,910
Cash and cash equivalents	201,138,878	216,264,170	125,167,996	172,880,635	109,159,892	41,263,906
Total assets	**1,102,233,789**	**1,019,114,675**	**679,026,592**	**489,705,643**	**274,923,562**	**150,454,390**
EQUITY AND LIABILITIES						
Equity	**824,316,168**	**756,458,570**	**471,358,570**	**282,138,918**	**158,301,005**	**103,763,312**
Share capital	427,577,090	285,051,390	249,075,000	112,500,000	43,125,000	14,375,000
Share premium	17,500,000	17,500,000	17,500,000	17,500,000	17,500,000	17,500,000
Retained earnings	379,239,078	453,907,180	204,783,570	152,138,918	97,676,005	71,888,312
Non-current liabilities	**96,061,319**	**97,688,229**	**35,968,188**	**12,215,770**	**20,814,311**	**-**
Lease liabilities	66,822,928	73,683,707	27,509,292	12,215,770	-	-
Bank loan	-	-	-	-	20,814,311	-
Employee benefits	29,238,391	24,004,522	8,458,896	-	-	-

Particulars	Amount in BDT					
	30-Sep-23	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
Current liabilities	**181,856,302**	**164,967,877**	**171,699,834**	**195,350,955**	**95,808,246**	**46,691,078**
Lease liabilities	25,685,230	24,678,614	13,068,079	20,680,946	-	-
Bank loan	-	-	-	41,628,644	10,407,155	-
Trade and other payables	29,515,439	34,407,343	29,513,927	65,376,472	55,521,449	44,090,175
Deferred income	62,892,455	65,055,512	86,067,688	58,910,655	26,127,013	450,573
Provisions	48,782,491	29,356,736	37,513,742	6,706,769	2,844,182	1,919,139
Current tax liabilities	14,980,687	11,469,672	5,536,399	2,047,469	908,447	231,190
Total liabilities	**277,917,621**	**262,656,105**	**207,668,022**	**207,566,725**	**116,622,557**	**46,691,078**
Total equity and liabilities	**1,102,233,789**	**1,019,114,675**	**679,026,592**	**489,705,643**	**274,923,562**	**150,454,390**
Net Asset Value (NAV) Per Share	**19.28**	**26.54**	**18.92**	**25.08**	**36.71**	**72.18**

OTHERS

Declaration of issuer regarding issue manager or any of its connected persons holding of any securities of the issuer as per rule 8(3) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022

DECLARATION OF ISSUER REGARDING ISSUE MANAGER OR ANY OF ITS CONNECTED PERSONS HOLDING OF ANY SECURITIES OF BRAIN STATION 23 PLC.

This is to declare that the Issue Manager or any of its connected persons is in no way connected with Brain Station 23 PLC. or any of its connected person nor does hold any securities.

For Brain Station 23 PLC.,

Sd/-

Raisul Kabir
Managing Director & CEO

Declaration of issue manager regarding issue manager or any of its connected persons holding of any securities of the issuer as per rule 8(3) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022

DECLARATION OF LANKABANGLA INVESTMENTS LIMITED REGARDING ISSUE MANAGER OR ANY OF ITS CONNECTED PERSONS HOLDING OF ANY SECURITIES OF BRAIN STATION 23 PLC.

This is to declare that, the LankaBangla Investments Limited or any of its connected persons is no way connected with Brain Station 23 PLC. or any of its connected person nor does hold any securities.

For LankaBangla Investments Limited,

Sd/-

Iftekhar Alam
Chief Executive Officer

Declaration of issuer regarding any material change including raising of paid up capital after the date of audited financial statements as included in the prospectus as per rule 3(1)(e) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022

DECLARATION REGARDING ANY MATERIAL CHANGE INCLUDING RAISING OF PAID-UP CAPITAL AFTER THE DATE OF AUDITED FINANCIAL STATEMENTS AS INCLUDED IN THE PROSPECTUS

This is to declare that, to the best of our knowledge and belief, there is no material change including raising of paid-up capital after the date of Audited Financial Statements as incorporated in the Prospectus.

For Brain Station 23 PLC.,

Sd/-

Raisul Kabir
Managing Director & CEO

Declaration of issuer regarding preparation of financial statements following the International Financial Reporting Standards (IFRS) as per rule 3(1)(f) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022

DECLARATION REGARDING COMPLIANCE OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) AND OTHER LEGAL REQUIREMENTS

This is to declare that, Brain Station 23 PLC. has complied with the provisions of International Financial Reporting Standards (IFRS) and audited the same following the International Standards on auditing (ISA) as per the provisions of the Financial Reporting Act, 2015 (Act No. 16 of 2015) as well as following the provisions of the Companies Act, 1994 (Act No. XVIII of 1994) and other applicable legal requirements.

For Brain Station 23 PLC.,

Sd/-

Raisul Kabir
Managing Director & CEO

Declaration of issuer regarding the compliance of all requirements in preparation of the prospectus as per rule 3(1)(g) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022

DECLARATION REGARDING COMPLIANCE OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (QUALIFIED INVESTOR OFFER BY SMALL CAPITAL COMPANY) RULES, 2022 FOR THE PREPARATION OF THE PROSPECTUS

This is to declare that, Brain Station 23 PLC. has complied with the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022, while preparing the prospectus.

For Brain Station 23 PLC.,

Sd/-

Raisul Kabir
Managing Director & CEO

Declaration of issuer regarding holding regular annual general meeting as per rule 3(1)(b) of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022

DECLARATION REGARDING REGULAR IN HOLDING ANNUAL GENERAL MEETING (AGM)

This is to declare that Brain Station 23 PLC. has been regular in holding Annual General Meeting (AGM).

The details of Annual General Meeting (AGM) in last 5 years are as follows:

Year	Date of AGM
2022 -23	24 September 2023
2021 -22	15 December 2022
2020-21	29 December 2021
2019-20	25 November 2020
2018-19	08 December 2019

For Brain Station 23 PLC.,

Sd/-

Raisul Kabir
Managing Director & CEO

Declaration regarding the consent of directors to serve as directors as per Annexure- F of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022

CONSENT OF DIRECTORS TO SERVE AS DIRECTORS

We hereby agree that we have been serving as Director(s) of Brain Station 23 PLC. and continue to act as Director(s) of the Company.

Sd/-
Mamnoon Ahmed Murshed Chowdhury
Chairman

Sd/-
Raisul Kabir
Managing Director

Sd/-
Golam Mohammad Mohiuddin
Director

Sd/-
Mahmudul Anwar Riyaad
Director

Sd/-
Mohammad Mizanur Rahman
Director

Sd/-
Mohammad Jannatul Ferdous
Director

Sd/-
Md. Nazmul Hassan
Director
(Nominated by NMI Holdings Limited)

Sd/-
Md. Mosabbir Alam
Director

Annexure -A

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE CEO OF THE ISSUER IN RESPECT OF THE PROSPECTUS

[See rule 3 (3)(a) and (e)]

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 qualified investor offer and prospectus have been met and that there are no other information or documents, the omission of which make any information or statements therein misleading for which the Commission may take any civil, criminal or administrative actions against any or all of us as it may deem fit.

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

Sd/-
Mamnoon Ahmed Murshed Chowdhury
Chairman

Sd/-
Raisul Kabir
Managing Director

Sd/-
Golam Mohammad Mohiuddin
Director

Sd/-
Mahmudul Anwar Riyaad
Director

Sd/-
Mohammad Mizanur Rahman
Director

Sd/-
Mohammad Jannatul Ferdous
Director

Sd/-
Md. Nazmul Hassan
Director
(Nominated by NMI Holdings Limited)

Sd/-
Md. Mosabbir Alam
Director

Date: 23 January 2024

Annexure-B

DUE DILIGENCE CERTIFICATE BY THE ISSUE MANAGER

[Rule 3(3)(e)]

To

The Bangladesh Securities and Exchange Commission

Sub: QUALIFIED INVESTOR OFFER OF 5,000,000 ORDINARY SHARES OF TK. 50,000,000/- BY BRAIN STATION 23 PLC.

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 qualified investor offer (QIO), visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;

(2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer.

WE CONFIRM THAT:

(a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;

(b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed or issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;

(c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well-informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022 and other applicable laws;

(d) Besides ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;

(e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;

(f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer

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

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

(h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022 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 QIO 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 (Qualified Investor Offer by Small Capital Company) Rules, 2022 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;

(k) We also declare that we have managed the qualified investor offers of following issuers in the last 05 (five) years:

Sl. No.	Issue Month/Year	Issue Price	Dividend Payment History
1.	N/A	N/A	N/A
2.	N/A	N/A	N/A

For the Issue Manager:

Sd/-
Iftekhar Alam

Chief Executive Officer
LankaBangla Investments Limited

Place: Dhaka

Date: January 24, 2024

Annexure-C

DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER

[Rule 3(3)(e)]

To

The Bangladesh Securities and Exchange Commission

Sub: QUALIFIED INVESTOR OFFER OF 5,000,000 ORDINARY SHARES OF TAKA 50,000,000/- OF BRAIN STATION 23 PLC.

Dear Sir,

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

1. We, while underwriting the above-mentioned issue on a firm commitment basis, have examined the draft prospectus, other documents and materials as relevant to our underwriting decision; and

2. On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the issue and the contents of the documents and other materials furnished by the issuer company.

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and qualified 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. 12,500,000 (Taka One Crore Twenty-Five Lac only) for the upcoming issue.

b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the Issue	Nature of Issue	Amount Underwritten (in BDT)
1.	Omera Petroleum Limited	IPO	146,041,141
2.	Bangla Trac Rental Services PLC	IQIO	10,000,000
3.	Borak Real Estate Limited	IPO	100,000,000
4.	aamra networks limited	Rights Offering	100,000,020
Total			**356,041,161**

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

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

c) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-
Iftekhar Alam
Chief Executive Officer
LankaBangla Investments Limited

Date: January 22, 2024

Declaration of the underwriter regarding availability of sufficient resources as per the regulatory requirements to discharge their obligations

DECLARATION BY LANKABANGLA INVESTMENTS LIMITED

We are the sole underwriter in the Initial Qualified Investor Offer (IQIO) of Brain Station 23 PLC. We will underwrite BDT 12,500,000 out of the total Qualified Investor Offer of BDT 50,000,000 for the upcoming issue on a firm commitment basis. In this connection, we hereby declare that:

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

For the Underwriter:

Sd/-

Iftekhar Alam
Chief Executive Officer

Place: Dhaka
Date: January 22, 2024

Declaration of issuer regarding non-applicability of cost audit

DECLARATION REGARDING COST AUDIT

This is to certify that, as per the provision of the Companies Act 1994, Cost Audit by Professional Accountant is not applicable for Brain Station 23 PLC.

For Brain Station 23 PLC.,

Sd/-

Raisul Kabir
Managing Director & CEO

ADDITIONAL INFORMATION

(a) Information regarding the banker to the issue

Before starting trading of securities, the IQIO subscription money collected from qualified investors by the exchange will be remitted in favor of Brain Station 23 PLC. to **Account Number 3678102000330 (MSND A/C)** of Mohakhali Branch of Pubali Bank PLC.

(b) Information regarding issuer

Particulars	Description
Name of the issuer	Brain Station 23 PLC.
Logo	
Date of incorporation	January 21, 2015
Date of commercial operation	January 21, 2015
Conversion to public limited company	January 11, 2024
Address of registered office	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh
Address of all offices	5th to 8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh 4th Floor, 4 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh 3rd Floor, Cultural Center, Mirpur DOHS, Dhaka 1216 Bangladesh
Nature of business	Principal activities of Brain Station 23 PLC. are to provide IT Enabled Services (ITES) i.e. Software development, Software or application customization, Web hosting and related services, IT support and software maintenance service.
Background of the company	Brain Station 23 started its journey as a partnership business back in 2006. Currently, the Company employees 700 full-time software engineers and other professionals. The revenue of the company crossed USD 10 million in the financial year 2022. Brain Station 23 PLC. is one of the largest IT solutions and software exporters of Bangladesh.

	During the past 17 years, Brain Station 23 has emerged as a major force in IT and software development sector of Bangladesh, contributing to the foreign reserve of the country.
Contact person	Mr. Md. Mosabbir Alam, Director & CFO
Telephone	+88 02-222296729
Website	www.brainstation-23.com
Email address	investor.relations@brainstation-23.com
Auditor	MABS & J Partners
Manager to the issue	LankaBangla Investments Limited
Underwriter	LankaBangla Investments Limited
Lead banker to the IQIO	Pubali Bank PLC.

(c) Information regarding auditor

Particulars	Description
Name of the auditor	MABS & J Partners Chartered Accountants
Logo	
Contact person	Ms. Ummay Sumaya Jahan, FCA, ACMA (UK), CGMA Partner
Address	SMC Tower (7th Floor),, 33 Banani C/A, Road #17, Dhaka 1213, Bangladesh.
Telephone	+88 02 222275057-58, +88 02 222275365-66
Website	www.mabsj.com
Email address	info@mabsj.com
Auditor	MABS & J Partners

(d) About the industry

Bangladesh's ICT sector appears to be experiencing significant growth in 2023. The country has shown a notable increase in GDP per capita income, with a value of USD 2,688 in 2023, an 11.85% increase from the previous year. Additionally, Bangladesh has demonstrated strong growth in its ICT market size, reaching USD 1.4 billion in 2023, which represents a substantial 16.67% increase compared to 2022.These indicators suggest that Bangladesh's ICT sector is on an upward trajectory and is making progress in the global ICT market.

Key Initiatives Contributing to the Rapid Growth of the Sector:

- **Government Initiatives:** Government-led efforts, such as e-government projects and collaboration with private IT and telecom providers, are spurring sector growth.
- **Financial Digitization:** Banks are increasingly embracing digitization, including the Digital Bank Act, mobile financial services, and online banking, fueling ICT sector expansion.
- **Diverse Offerings and Infrastructure:** The sector's diverse offerings, from big BPO to data analytics and 5G deployment by key players, are boosting growth and innovation in the ICT industry.
- **Startup and Innovation Ecosystem Support:** Bangladesh has seen a burgeoning startup ecosystem supported by various initiatives, including incubators, accelerators, and government-backed funds.
- **Rural Connectivity and Digital Inclusion:** Efforts to bridge the urban-rural digital divide have been significant. Projects aimed at expanding internet connectivity and digital services to rural areas ensure broader inclusion, enabling citizens across the country to access ICT services, fostering socio-economic development.

Landscape of the Bangladesh's Thriving ICT Export Market

- The US stands as the top destination for Bangladesh's ICT exports, with substantial trade and collaboration between the two countries. European nations, including the UK and various countries on the continent, along with Japan represent significant ICT export destinations, reflecting the global appeal of Bangladesh's technology offerings.
- Bangladesh's ICT industry is exploring new growth opportunities in South-East Asia, Egypt, Vietnam, and other markets, highlighting the sector's expansion into diverse regions and its potential for further development.
- Several Bangladeshi companies, including Tiger IT, DataSoft, Dohatec, eGeneration, REVE Systems, Southtech, and ATL Limited, have expanded their presence by establishing offices in various countries, including India, Nepal, Bhutan, Malaysia, Japan, the UK, the US, and several African nations.

Snapshot of the Bangladesh's Domestic & Export ICT Market

- **Domestic ICT Market Size Growing Rapidly:** The domestic market size of the ICT sector in Bangladesh is forecasted to grow by approximately 22% from 2020 to 2025, reaching a projected value of USD 5 billion by 2025, up from USD 1.4 billion in 2022.
- **Substantial IT Services Exports:** In 2022, Bangladesh's IT industry exceeded $500 Mn in exports for the first time, driven by the BPO sector. Despite a 2023 dip due to COVID and global inflation, a rebound is expected with global economic recovery.
- **Diverse Export Categories:** The remarkable growth in IT exports encompasses various categories, including BPO, computer data processing and hosting services, IT consultancy services, and software exports.

(e) Markets for the securities being offered

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

Dhaka Stock Exchange PLC.

DSE Tower, Plot-46, Road-21

Nikunja-2, Dhaka-1229

Chittagong Stock Exchange PLC.

CSE Building, 1080, Sk. Mujib Road

Agrabad, Chittagong, Bangladesh

(f) Parties involved and their responsibility

Major parties involved		Responsibilities of the parties
Issue manager	LankaBangla Investments Limited	The issue manager is responsible to comply with all the requirements as per the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022 including preparation and disclosures made in the Prospectus and other responsibilities as mentioned in the due diligence certificate.
Underwriter	LankaBangla Investments Limited	The underwriter is responsible to underwrite the qualified investor offer on a firm-commitment basis as per requirement of the Bangladesh Securities & Exchange Commission (Qualified Investor Offer by Small Capital Company) Rules, 2022. In case of under-subscription by up to 25% of the qualified investor offer, the undersubscribed portion of securities shall be taken up by the underwriter.
Auditor	MABS & J Partners Chartered Accountants	The auditor's responsibility 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 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.

(g) Material contract entered by the issuer

Contract		Material parts of the agreement
Issue Management Services with LankaBangla Investments Limited	Signing Date:	May 09, 2023
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.
	Fees:	BDT 500,000 (Excluding VAT) as issue management fees according to Issue Management Agreement with the Issuer
	Principal Terms and Conditions:	1. The scope of the services to be rendered by the Issue Manager to the Issuer under this agreement shall cover Regulatory Compliance, Underwriting Co-operation, Issue Arrangements and Public offer and invitation. 2. The Issue Manager takes the responsibility to take such steps as are necessary to ensure completion of allotment and dispatch of letters of allotment and refund warrants to the applicants according to the basis of allotment approved by the Bangladesh Securities and Exchange Commission. The Issuer undertakes to bear all expenses relevant to share application processing, allotment, and dispatch of letters of allotment and refund warrant. The Issuer shall also bear all expenses related to printing and issuance of share certificate and connected govt. stamps and hologram expenses. 3. The Issue Manager shall issue a Due Diligence Certificate to execute the IQIO as per disclosed information, documents, financial statements and credit rating report provided by the Issuer towards the Issue Manager in accordance with the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2022. 4. The ISSUE MANAGER hereby undertake to keep in strict compliance all information (whether written or oral) proprietary documents and data secured in connection with or as a result of this Agreement (Confidential Information) and shall limit the availability of such information to employees, who have a need to see and use it for the express and limited purpose stated in this Agreement. 5. The Issue Manager shall advise the Issuer to ensure compliance of the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2022 and the subsequent amendments, Dhaka Stock Exchange (Listing of Small Capital Companies) Regulations, 2019 and Chittagong Stock (Listing of Small Capital Companies) Regulations, 2019, Companies Act, 1994, The Securities and Exchange Ordinance, 1969 and other securities laws relevant rules, regulations, practices, directives, guidelines etc.

Contract		Material parts of the agreement
Underwriting Services with LankaBangla Investments Limited	Signing Date:	January 22, 2024
	Tenure:	This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement.
	Fees:	BDT 62,500 (Excluding VAT) as underwriting commission according to Underwriting Agreement with the issuer
	Principal Terms and Conditions:	1. In case of under-subscription by up to 25% in the Qualified Offer, the undersubscribed portion of securities shall be taken up by the underwriter. 2. If and to the extent that the shares offered to the Qualified Investors by a prospectus authorised hereunder shall not have been subscribed and paid for in cash in full by the Closing Date of subscription, the Company shall within 10 (Ten) days of the closure of subscription call upon the underwriter(s) in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not subscribed by the closing date and to pay for in cash in full, for such unsubscribed shares within 15 (Fifteen) days after being called upon to do so. If payment is made by Cheque/Bank Draft by the underwriter, it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been encashed and the Company's account is credited. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriter to the Commission. 3. In the case of failure by the underwriter to pay for the shares within the stipulated time, the Issuer will be under no obligation to pay any underwriting commission under this Agreement. 4. 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 the offer period of subscription with publicity material as approved by the BSEC. 5. The Company shall comply with any other formalities required under law of the land, for raising fund from the Qualified Investors. 6. 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.

(h) Information regarding Directors

Name	Position	Address	Telephone
Mr. Mamnoon Ahmed Murshed Chowdhury	Chairman	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729
Mr. Raisul Kabir	Managing Director	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729
Mr. Golam Mohammad Mohiuddin	Director	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729
Mr. Mahmudul Anwar Riyaad	Director	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729
Mr. Mohammad Mizanur Rahman	Director	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729
Mr. Mohammad Jannatul Ferdous	Director	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729
Mr. Md. Nazmul Hassan (Nominated by NMI Holdings Limited since September 12, 2021)	Director	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729
Mr. Md. Mosabbir Alam	Director	8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	+88 02-222296729

(i) Auditors Certificate 135:

AUDITOR'S REPORT UNDER SECTION 135(1), PARA 24(1) OF PART II OF SCHEDULE III OF THE COMPANIES ACT, 1994

As required under section 135(1), Para 24(1), Part II of the Third Schedule of the Companies Act 1994, Brain Station 23 PLC. prepared the following statements of its assets and liabilities and operating results as at and for the quarter ended 30 September 2023 and the year ended 30 June 2023, 30 June 2022, 30 June 2021, 30 June 2020 & 30 June 2019 and submitted those to us for our working and for issuance of our confirmation thereon. Accordingly, we have reviewed the relevant audited financial statements and hereby confirm that the following information has been correctly extracted from those audited financial statements:

A. Statement of Financial Position:

Particulars	Amount in BDT					
	30-Sep-23	30-Jun-23	30-Jun-22	30-Jun-21	30-Jun-20	30-Jun-19
ASSETS						
Non-current assets	**455,068,147**	**459,297,379**	**113,796,351**	**64,917,374**	**23,754,915**	**10,534,709**
Property, plant and equipment	363,483,380	360,969,722	73,045,046	33,031,243	23,754,915	10,534,709
Advance, deposit and prepayments	3,150,000	3,150,000	2,312,682	-	-	-
Right-of-use assets (RoU)	88,434,767	95,177,657	38,438,623	31,886,131	-	-
Current assets	**647,165,642**	**559,817,296**	**565,230,241**	**424,788,269**	**251,168,647**	**139,919,681**
Inventories	-	1,140,000	1,005,320	16,215,104	5,449,670	-
Trade and other receivables	217,402,293	152,586,900	142,880,332	101,897,870	82,752,654	60,098,365
Short term investments	202,881,594	166,537,338	139,479,021	110,787,405	32,121,820	15,697,500
Advance, deposit and prepayments	25,742,877	23,288,889	156,697,573	23,007,255	21,684,611	22,859,910
Cash and cash equivalents	201,138,878	216,264,170	125,167,996	172,880,635	109,159,892	41,263,906
Total assets	**1,102,233,789**	**1,019,114,675**	**679,026,592**	**489,705,643**	**274,923,562**	**150,454,390**
EQUITY AND LIABILITIES						
Equity	**824,316,168**	**756,458,570**	**471,358,570**	**282,138,918**	**158,301,005**	**103,763,312**
Share capital	427,577,090	285,051,390	249,075,000	112,500,000	43,125,000	14,375,000
Share premium	17,500,000	17,500,000	17,500,000	17,500,000	17,500,000	17,500,000
Retained earnings	379,239,078	453,907,180	204,783,570	152,138,918	97,676,005	71,888,312
Non-current liabilities	**96,061,319**	**97,688,229**	**35,968,188**	**12,215,770**	**20,814,311**	**-**
Lease liabilities	66,822,928	73,683,707	27,509,292	12,215,770	-	-
Bank loan	-	-	-	-	20,814,311	-
Employee benefits	29,238,391	24,004,522	8,458,896	-	-	-
Current liabilities	**181,856,302**	**164,967,877**	**171,699,834**	**195,350,955**	**95,808,246**	**46,691,078**
Lease liabilities	25,685,230	24,678,614	13,068,079	20,680,946	-	-
Bank loan	-	-	-	41,628,644	10,407,155	-
Trade and other payables	29,515,439	34,407,343	29,513,927	65,376,472	55,521,449	44,090,175
Deferred income	62,892,455	65,055,512	86,067,688	58,910,655	26,127,013	450,573
Provisions	48,782,491	29,356,736	37,513,742	6,706,769	2,844,182	1,919,139
Current tax liabilities	14,980,687	11,469,672	5,536,399	2,047,469	908,447	231,190
Total liabilities	**277,917,621**	**262,656,105**	**207,668,022**	**207,566,725**	**116,622,557**	**46,691,078**
Total equity and liabilities	**1,102,233,789**	**1,019,114,675**	**679,026,592**	**489,705,643**	**274,923,562**	**150,454,390**
	-	-	-	-	-	-
Net Asset Value (NAV) Per Share	**19.28**	**26.54**	**18.92**	**25.08**	**36.71**	**72.18**

The above figures have been extracted from the respective period's/year's (restated, where applicable) audited financial statements.

Dated: Dhaka
January 18, 2024

Sd/-
MABS & J Partners
Chartered Accountants

B. Statement of Profit or Loss and Other Comprehensive Income

Particulars	Amount in BDT					
	01 July 2023 to 30 Sept. 2023	01 July 2022 to 30 June 2023	01 July 2021 to 30 June 2022	01 July 2020 to 30 June 2021	01 July 2019 to 30 June 2020	01 July 2018 to 30 June 2019
	3 months ended	12 months ended	12 months ended	12 months ended	12 months ended	12 months ended
Revenue	331,275,312	1,203,707,580	916,835,282	665,613,931	427,744,564	403,611,926
Cost of service	(230,233,153)	(859,957,021)	(658,568,930)	(491,327,353)	(321,930,226)	(299,864,341)
Gross profit	**101,042,159**	**343,750,559**	**258,266,352**	**174,286,578**	**105,814,338**	**103,747,585**
Administrative expenses	(29,800,822)	(104,897,285)	(83,217,688)	(72,723,591)	(45,197,781)	(48,408,390)
Selling and distribution expenses	(6,988,554)	(29,242,485)	(16,572,443)	(13,120,491)	(12,254,649)	(15,920,680)
Operating profit	**64,252,783**	**209,610,789**	**158,476,221**	**88,442,495**	**48,361,908**	**39,418,515**
Finance income	3,401,628	9,395,810	7,076,658	-	-	-
Other income	23,814,773	88,089,191	39,209,475	54,673,328	11,365,914	883,405
Profit before interest and tax (PBIT)	**91,469,185**	**307,095,790**	**204,762,355**	**143,115,824**	**59,727,821**	**40,301,920**
Finance cost	(1,566,942)	(5,673,719)	(2,816,728)	(2,273,672)	-	-
Profit before WPPF	**89,902,243**	**301,422,072**	**201,945,627**	**140,842,152**	**59,727,821**	**40,301,920**
Contribution to WPPF	(4,281,059)	(14,353,432)	(9,616,458)	(6,706,769)	(2,844,182)	(1,919,139)
Profit before tax	**85,621,183**	**287,068,640**	**192,329,168**	**134,135,383**	**56,883,639**	**38,382,781**
Income tax expense	(3,511,016)	(12,539,380)	(5,922,017)	(2,047,469)	(908,447)	(231,191)
Profit after tax	**82,110,168**	**274,529,260**	**186,407,152**	**132,087,913**	**55,975,192**	**38,151,591**
Other comprehensive income/(loss)	-	-	-	-	-	-
Total comprehensive income for the period/year	**82,110,168**	**274,529,260**	**186,407,152**	**132,087,913**	**55,975,192**	**38,151,591**
Earnings Per Share:						
Basic Earnings Per Share	**1.92**	**6.42**	**4.36**	**3.09**	**1.31**	**0.89**
Diluted Earnings Per Share	**1.91**	**6.37**	**4.36**	**3.09**	**1.31**	**0.89**

Sd/-
MABS & J Partners
Chartered Accountants

Dated: Dhaka
January 18, 2024

C. Dividend Declared for the Last 5 (five) Years :

Period/Year	Cash Dividend	Stock Dividend	Total Dividend	Remarks
2023	14,252,570	142,525,700	156,778,270	5% cash, 50% stock
2022	N/A	25,405,650	25,405,650	10% stock
2021	N/A	133,762,500	133,762,500	116% stock
2020	12,937,500	64,687,500	77,625,000	30% cash, 150% stock
2019	1,437,500	28,750,000	30,187,500	10% cash, 200% stock

Points to be noted :

a). Brain Station 23 Limited was incorporated on 21 January 2015 vide registration number C-120623/15 as a Private Limited Company and converted to a Public Limited Company on 11 January 2024 with the Registrar of Joint Stock Companies and Firms (RJSC) in Bangladesh under the Companies Act, 1994.

b). The Statement of Financial Position as of 30 September 2023, 30 June 2023, 30 June 2022, and 30 June 2021 have been audited by us and the same of 30 June 2020 & 30 June 2019 have been audited by Hoda Vasi Chowdhury & Co.

c). The Statement of Profit or Loss and Other Comprehensive Income for the quarter ended 30 September 2023, the year ended 30 June 2023, 30 June 2022, and 30 June 2021 have been audited by us and the same of 30 June 2020 & 30 June 2019 have been audited by Hoda Vasi Chowdhury & Co.

d). Figures related to previous years have been rearranged whenever considered necessary.

e). The Company did not prepare any financial statements for any period subsequent to 30 September 2023.

Sd/-

Dated: Dhaka
January 18, 2024

MABS & J Partners
Chartered Accountants

(j) Information regarding cash flow:

Particular	30-Sep-2023	30-Jun-2023	30-Jun-2022	30-Jun-2021	30-Jun-2020
A. Cash Flow from Operating Activities					
Cash received from customers and others	287,705,793	1,260,082,260	958,320,868	646,197,829	438,711,537
Cash paid to employees	(186,104,701)	(645,528,330)	(556,175,885)	(297,090,254)	(203,065,565)
Cash paid to suppliers and others	(56,322,869)	(300,110,263)	(299,620,399)	(170,303,103)	(159,445,228)
Cash Generated from Operation	**45,278,223**	**314,443,666**	**102,524,583**	**178,804,472**	**76,200,744**
Income Tax paid	(1,236,565)	(6,606,107)	(1,433,087)	(908,447)	(231,191)
Net Cash Generated from Operating Activities	**44,041,658**	**307,837,559**	**101,091,496**	**177,896,025**	**75,969,553**
B. Cash Flow from Investment Activities					
Payment for property, plant and equipment	(7,447,521)	(169,042,480)	(63,099,926)	(21,508,930)	(21,433,213)
Short term investments	(35,000,000)	(25,720,861)	(51,751,992)	(78,665,585)	(16,424,320)
Loan to BS-ESOP Trust	-	(10,600,000)	-	-	-
Interest received	784,000	5,363,446	-	-	-
Proceed from sale of Securities	-	1,137,831	-	-	-
Dividend received from investment in securities	-	240,160	-	-	-
Proceeds from sale of assets	-	11,000	-	-	-
Net Cash Used in Investing Activities	**(41,663,521)**	**(198,610,904)**	**(114,851,918)**	**(100,174,514)**	**(37,857,533)**
C. Cash Flow from Financing Activities					
Dividend payment	(11,087,381)	-	-	(12,937,500)	(1,437,500)
Proceeds from new share issue	-	10,570,740	2,812,500	-	-
Payment of bank loan	-	-	(41,628,644)	-	-
Bank loan received	-	-	-	10,407,177	31,221,466
Capital element of lease rentals paid	(5,854,163)	(23,027,503)	7,680,655	-	-
Interest element of lease rentals paid	(1,566,942)	(5,673,719)	(2,816,728)	-	-
Payment of Lease Liability (Under IFRS-16)	-	-	-	(9,196,773)	-
Financial Expenses (Leasehold Land)	-	-	-	(2,273,672)	-
Net Cash Provided from Financing Activities	**(18,508,486)**	**(18,130,482)**	**(33,952,217)**	**(14,000,768)**	**29,783,966**
D. Net Increase/(Decrease) Cash and Cash Equivalents (A+B+C)	**(16,130,349)**	**91,096,173**	**(47,712,638)**	**63,720,743**	**67,895,986**
Cash and cash equivalents at opening	216,264,170	125,167,996	172,880,635	109,159,892	41,263,906
Unrealized exchange gain/(loss)	1,005,057	-	-	-	-
Cash and cash equivalents at closing	**201,138,878**	**216,264,170**	**125,167,996**	**172,880,635**	**109,159,892**

(k) Capital structure of the company

History of capital raising						
Particulars of Allotment	Allotment Date	Mode of Allotment (No. of Shares)			Issue Price (Tk.)	Amount of Share Capital (Tk.)
		Cash	Other than Cash	Bonus Share		
Subscription to MOA& AOA	21-Jan-15	1,000,000	-	-	10.00	10,000,000
1st Allotment	15-Jan-17	250,000	-	-	10.00	2,500,000
2nd Allotment	20-May-19	187,500	-	-	10.00	1,875,000
3rd Allotment	08-Dec-19	-	-	2,875,000	10.00	28,750,000
4th Allotment	25-Nov-20	-	-	6,468,750	10.00	64,687,500
5th Allotment	28-Mar-21	-	468,750	-	10.00	4,687,500
6th Allotment	12-Sep-21	281,250	-	-	10.00	2,812,500
7th Allotment	29-Dec-21	-	-	13,376,250	10.00	133,762,500
8th Allotment	02-Oct-22	498,150	-	-	10.00	4,981,500
9th Allotment	15-Dec-22	-	-	2,540,565	10.00	25,405,650
10th Allotment	21-Jun-23	-	-	558,924	10.00	5,589,240
11th Allotment	24-Sep-23	-	-	14,252,570	10.00	142,525,700
Total		**2,216,900**	**468,750**	**40,072,059**		**427,577,090**

*1st Allotment: 250,000 no. of shares were issued at a share premium of BDT 17,500,000

(l) Pre-QIO and Post-QIO shareholding position:

SL No.	Category of Shareholders	Pre- QIO		Post- QIO	
		No. of shares	Percentage	No. of Shares	Percentage
1	Directors & Sponsors	23,347,310	54.60%	23,347,310	48.89%
2	Individual Shareholders	14,324,036	33.50%	14,324,036	29.99%
3	Institutional Shareholder	5,086,363	11.90%	5,086,363	10.65%
4	Qualified Investor (QI)	-	-	5,000,000	10.47%
Total		42,757,709	100.00%	47,757,709	100.00%

*Authorized Capital is BDT 1,000,000,000

CONDITIONS IMPOSED BY THE COMMISSION IN THE CONSENT LETTER

1. The Company shall follow all requirements of the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Qualified Investor Offer by Small Capital Companies) Rules, 2022, the Depository Act, 1999 and other securities Laws, Rules & Regulations for Qualified Investor Offer (QIO) regarding the processing of application, subscription, refund, allotment, listing and trading;

2. The consent of the Commission to the issue or offer of the QIO shall not absolve the responsibility of the issuer for the merit and accuracy of the offering;

3. This consent is based on submitted documents and published financial statements of the company which are considered to be correct in all material perspectives; if any irregularities are detected by further scrutiny by the Commission in future, the management of the concerned issuer, credit rating company, auditor and any other person/entity involved in the process of furnishing such documents will be held responsible to the extent of their violation as per applicable securities laws;

4. All issued ordinary shares of the issuer at the time of according consent to QIO shall be subject to a lock-in period from the date of issuance of prospectus or commercial operation, whichever comes later, in the following manner: (a) ordinary shares held by sponsors, directors or shareholders who hold 10% (ten percent) or more, for 2 (two) years; (b) ordinary shares held by alternative investment funds or by foreign investors or by others for 1 (one) year (c) ordinary shares held by the employees under ESOP for 2 (two) year;

5. Upon receiving the consent of the Bangladesh Securities and Exchange Commission (BSEC), the issuer shall publish the prospectus, as approved by the Commission, within 03 (three) working days from the date of such consent or approval, in its website as well as to the websites of the issue manager, the stock exchange(s) and the Commission with proper notification and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchange(s) and the issue manager a soft copy of the text of the vetted Prospectus in "MS-Word" format;

6. The issuer, in association with the stock exchange(s) and CDBL, shall send the vetted prospectus to the email addresses of the qualified investors available in their beneficial owner (BO) accounts with the depository and posting in the websites of the issuer, issue manager and the exchange(s), within 03 (three) working days of according consent or approval for issuance of such prospectus;

7. The subscription application shall indicate in bold type that neither any sale of securities shall be made nor any money shall be taken from any person, in connection with such sale until 25 (twenty-five) days after the prospectus has been published;

8. After 05 (five) working days but not later than 10(ten) working days of publication of the prospectus, the issuer or issue manager shall send an invitation to the qualified investors along with the vetted prospectus, through e-mail and posting in the websites of the issuer, issue manager and the exchange(s), giving at least 15 (fifteen) working days' time, to submit application through electronic subscription system indicating the subscription period and other relevant information;

9. The issue manager shall carefully examine and compare the issued prospectus vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly communicate with the qualified investor immediately, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. The company shall submit 40 (Forty) copies of the printed prospectus to the Commission for official record within 3 (Three) working days from the date of the consent letter;

10. Subscription period for qualified investors shall be open for 120 hours round the clock. After fixing the subscription period, the Issuer and Issue Manager shall inform the Commission, Exchanges and Qualified Investors accordingly;

11. The issuer company and the issue manager shall ensure transmission of the vetted prospectus for NRBs through email to the Bangladesh Embassies and Missions abroad within 5 (Five) working days from the date of the consent letter. A compliance report shall be submitted in this respect to the Exchanges jointly by the Issuer and the Issue Manager within 02 (Two) working days from the date of said transmission of the prospectus;

12. Qualified investors shall submit an application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s). The Issuer, issue manager and exchange(s) shall post the said subscription method on their websites;

13. A qualified investor cannot submit more than one application. In case, an applicant submits more than one application, all applications shall be treated as invalid and shall not be considered for allotment purposes. The minimum application amount shall be Tk. 200,000/- (Taka two lac only) or its multiples. But no qualified investor shall apply for more than 5% of the total size of the QIO;

14. The stock exchanges shall complete the listing procedure and start trading of securities within 15 (fifteen) working days in case of over-subscription whereas within 25 (twenty-five) working days in case of under-subscription from the closure of the subscription period;

    The concerned stock exchange shall transfer the subscribed amount against securities to be allotted, to the issuer, within 05 (five) working days from the date of closing of the subscription

15. In case of over-subscription, the Exchange shall refund the excess amount to the qualified investor and send the final allotment list through e-mail to the allottees, issuer and issue manager within 3 (three) working days from the closure of the subscription period;

16. The Issuer and Stock Exchanges shall issue allotment letters in the names of allottees in electronic format with digital signatures and credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal within 10 (ten) working days of receipt of the final allotment list from the exchange;

17. The exchange shall transfer the issue proceeds to the issuer bank account before starting trading of the securities;

18. The issuer shall apply to the stock exchange(s) in Bangladesh for the listing of its securities at the SME platform, within 07 (seven) working days from the date of consent accorded by the Commission to issue the prospectus.

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

20. The Issuer shall pay the costs related to processing the Qualified Investors subscription and allotment, if claimed by the Exchange, concerned up to an amount of Tk. 200,000/- (Taka two lac only). Moreover, Exchange(s) shall not claim any cost to qualified investors;

21. The QIO shall stand cancelled in case of under-subscription collectively above 25%, in such an event, the issuer and issue manager shall inform the Commission within 2 (two) working days and release the subscription money within 5 (five) working days after receiving verification report from CDBL and the information from exchanges regarding subscription;

22. If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to a securities custodian registered with the Commission and shall remain held till completion of the lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Otherwise, those shares (shares of Sponsors/ Directors/ Promoters) can be dematerialized and shall remain in lock-in under the CDBL system and the issuer shall submit a dematerialization confirmation report generated by the CDBL system and attested by the Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters, the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission;

23. The company shall not declare any dividend (cash/ stocks) before listing with any Exchange from the date of this consent letter;

24. The company shall not also declare any stock dividend within 3 (three) years from the date of listing with stock exchange(s);

25. In the event of arising issues concerning Price Sensitive Information as defined under the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা 2022 after publication of the abridged version of prospectus and before listing of its securities with any Exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the বাংলাদেশ সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা 2022;

26. All transactions, excluding petty cash expenses, shall be affected by crossed cheques or bank transfers. The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in this respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a Board approved agenda thereon and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the Board of Directors shall be published as price-sensitive information with a detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information;

27. The fund collected under ESOP by issuing new shares under the ESOP plan, upon receipt of prior approval of the Commission is to be received in a separate bank account used only for the purpose of ESOP fund;

28. Without prior consent of the Commission and approval of general shareholders in general meeting no further shares under ESOP will be allotted to the employees of Brain Station 23 PLC;

29. The utilization of fund collected through ESOP shall be affected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc. The company shall furnish status report on utilization of ESOP proceeds audited by panel auditor of the Commission and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of every quarter until such fund is fully utilized;

30. The utilization of fund collected through Qualified Investor Offer shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc. The company shall furnish status report on

utilization of Public Offering proceeds audited by panel auditor of the Commission and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of every quarter until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus;

31. The company shall not engage itself into any merger/amalgamation or acquisition activities without taking "No Objection" from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting;

32. The concerned Exchanges are authorized to settle any complaints and take necessary actions against any violation of any provision of the qualified investor offer application process with intimation to the Commission;

33. The issuer and the Issue manager shall ensure due compliance of all the above conditions, and the listing regulations of the Exchanges. Moreover, the Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company;

34. Only the Qualified Investors are eligible to participate in trading of securities in SME trading platform. Individual Investors shall consider as Qualified Investors who allows to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment as determined from time to time by the Commission as per the updated notification in the listed securities including open ended mutual fund at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the subscription. Exchanges shall send the list of BO Accounts who have applied in the QIO to the Central Depository Bangladesh Limited (CDBL). CDBL shall verify the list of BO Accounts provided by the Exchange(s) regarding investment of general applicants in listed securities.