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

Prospectus
Of
FAMILYTEX (BD) LTD.

Public issue of 34,000,000 Ordinary shares of Tk. 10.00 each at par totalling Tk. 340,000,000

Opening date for subscription: April 07, 2013
For Resident Bangladeshi Closing date for subscription: April 11, 2013
For Non-Resident Bangladeshi quota, subscription closes on: April 20, 2013

ISSUE MANAGER

BANCO FINANCE AND INVESTMENT LIMITED
Baitul View Tower (11th Floor),
56/1, Purana Paltan, Dhaka-1000
Phone: 880-2-7125703, 7125910; **Fax:** 880-2-7125634
E-mail: banco.bd@gmail.com; **Website:** www.bfil.org

UNDERWRITERS

BANCO FINANCE AND INVESTMENT LIMITED Baitul View Tower (11th Floor) 56/1, Purana Paltan, Dhaka-1000	**SONALI INVESTMENT LIMITED** 11/A, Toyenbee Circular Road SARA Tower (11th Floor) Motijheel C/A, Dhaka-1000
PRIME FINANCE CAPITAL MANAGEMENT LTD. 63 Dilkusha C/A (3rd Floor), Dhaka-1000	**BMSL INVESTMENT LIMITED** Sadharan Bima Tower (7th Floor) 37/A Dilkusha C/A, Dhaka-1000

The issue shall be placed in "N" category
Issue date of the Prospectus: February 07, 2013

ISSUER

FAMILYTEX (BD) LTD.
Corporate Office: M. L. Tower (5th Floor),
1 East Rampura, D. I. T. Road, Dhaka-1219
Phone: 880-2-8360834, 8361604 **Fax:** 880-2-9337862
E-mail: info@familytexbd.com; **Website:** www.familytexbd.com

"CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2006. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER/CHIEF FINANCIAL OFFICER, ISSUE MANAGER, UNDERWRITER AND/OR AUDITOR".

AVAILABILITY OF PROSPECTUS

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

Name & Address	Contact Person	Contact Number
	Issuer Company:	
Familytex (BD) Ltd. **Corporate Office:** M. L. Tower (5th Floor), 1 East Rampura, D. I. T. Road Dhaka-1219	**Faisal Ahmed** Director Finance & Company Secretary	**Phone:**+880-2-8360834, 8361604 **Fax:** 880-2-9337862
	Issue Manager:	
Banco Finance And Investment Limited Baitul View Tower (11th Floor) 56/1, Purana Paltan,Dhaka-1000	**Kazi Saifur Rahman, FCA** Managing Director & CEO	**Phone:**+880-2-7125703, 7125910 **Fax:** +880-2-7125634
	Underwriters:	
Banco Finance And Investment Limited Baitul View Tower (11th Floor) 56/1, Purana Paltan,Dhaka-1000	**Kazi Saifur Rahman, FCA** Managing Director & CEO	**Phone:**+880-2-7125703, 7124438, 7125910 **Fax:** +880-2-7125634
Sonali Investment Limited 11/A, Toyenbee Circular Road SARA Tower (11th Floor) Motijheel C/A, Dhaka-1000	**Dr. Md. Waliar Rahman** Chief Executive Officer	**Phone:**+880-2-9568777 **Fax:** +880-2-7170001(Ext-126)
Prime Finance Capital Management Limited 63 Dilkusha C/A (3rd Floor), Dhaka-1000	**M. Mosharraf Hossain PhD, FCA** Managing Director & CEO	**Phone:**+880-2-9563883 **Fax:** +880-2-9563692
BMSL Investment Limited Sadharan Bima Tower (7th Floor) 37/A Dilkusha C/A, Dhaka-1000	**Md. Golam Sarwar Bhuiyan, FCA** Managing Director & CEO	**Phone:**+880-2-7169428, 9570624, 9567002 **Fax:** +880-2-7123820
	Stock Exchanges:	
Dhaka Stock Exchange Ltd. (DSE) 9/F Motijheel C/A, Dhaka–1000	**DSE Library**	**Phone**:+880-2-9564601-7 9666944-8
Chittagong Stock Exchange Ltd. (CSE) 1080 Sheikh Mujib Road, Agrabad, Chittagong–4100	**CSE Library**	**Phone:**+880-31-714632-3, 720871-3

Prospectus is also available on these web sites www.secbd.org, FAMILYTEX (BD) LTD. (www.familytexbd.com), www.dsebd.org, www.csebd.com, www.bfil.org and public reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and study.

Name and Address of the Auditor

Shiraz Khan Basak & Co.
Chartered Accountants
R.K. Tower, 86, Bir Uttam C.R. Datta Road, (312, Sonargaon Road) Level-10,
Hatirpool, Dhaka-1205

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ACRONYMS

Allotment	:	Letter of allotment for shares
BO A/C	:	Beneficiary Owner Account or Depository Account
CDBL	:	Central Depository Bangladesh Limited
CIB	:	Credit Information Bureau
Certificate	:	Share Certificate
Commission	:	Bangladesh Securities and Exchange Commission
Companies Act	:	Companies Act, 1994 (Act. No. XVIII of 1994)
CSE	:	Chittagong Stock Exchange Limited
DSE	:	Dhaka Stock Exchange Limited
FC Account	:	Foreign Currency Account
FBL	:	FAMILYTEX (BD) LTD.
IPO	:	Initial Public Offering
Issue	:	Public Issue
Issue Manager	:	Banco Finance And Investment Limited
Market of the Securities	:	Share market
MP	:	Market Price
NAV	:	Net Asset Value of the Company
NBR	:	National Board of Revenue
NRB	:	Non Resident Bangladeshi
Offering Price	:	Price of the securities of FAMILYTEX (BD) LTD. being offered
Registered Office	:	Plot# 47-48, Road# 05, Sector#04 Chittagong Export Processing Zone, Chittagong
RJSC	:	Registrar of Joint Stock Companies & Firms
SC	:	Share Certificate
BSEC	:	Bangladesh Securities and Exchange Commission
Securities	:	Shares of FAMILYTEX (BD) LTD.
Sponsors	:	The Sponsors Shareholders of FAMILYTEX (BD) LTD.
STD Account	:	Short Term Deposit Account
Stockholder	:	Shareholder
Subscription	:	Application money
The Company/Issuer	:	FAMILYTEX (BD) LTD.

SECTION-I STATUTORY CONDITIONS

DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM

"As per provisions of the Depository Act, 1999 and regulations made there under, shares will only be issued in dematerialized condition, only and, for this reason, **FAMILYTEX (BD) LTD.** has signed an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers/transmissions/splitting will take place in the CDBL system and further issuance of shares (including rights/bonus) will also be issued in dematerialized form only."

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

Part – A

1. The company shall go for Initial Public Offer (IPO) for **34,000,000 Ordinary Shares of Tk. 10.00 each at par worth Tk. 340,000,000 (Taka Thirty Four Crore)** only following the Securities and Exchange Commission (Public Issue) Rules, 2006, the Depository Act, 1999 and regulations made there under.

2. The abridged version of the prospectus, as approved by the Commission, shall be published by the issuer in **4 (Four) national daily newspapers (two in Bangla and two in English), within 5 (Five) working days** of issuance of the consent letter. The issuer shall post the full prospectus, vetted by the Bangladesh Securities and Exchange Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **5 (Five) working days** from the date of issuance of this letter and shall remain posted till the closure of the subscription list. The issuer shall submit to BSEC, the stock exchanges and the Issue manager a diskette containing the text of the vetted prospectus in **"MS -Word" format**.

3. Sufficient copies of prospectus shall be made available by the issuer so that any person requesting a copy may receive one. A notice shall be placed on the front of the application form distributed in connection with the offering, informing that interested persons are entitled to a prospectus, if they so desire, and that copies of prospectus may be obtained from the issuer and the Issue manager. The subscription application shall indicate in **bold type** that no sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until **twenty five days** after the prospectus has been published.

4. The company shall submit **40 (Forty) copies** of the printed prospectus to the Bangladesh Securities and Exchange Commission for official record **within 5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.

5. The issuer company and the issue manager shall ensure transmission of the prospectus, abridged version of the prospectus and relevant application forms for NRBs through email, simultaneously with publication of the abridged version of the prospectus, to the

Bangladesh Embassies and Missions abroad and shall also ensure sending of the printed copies of abridged version of the prospectus and application forms to the said Embassies and Missions **within 5 (Five) working days** of the publication date by Express Mail Service (EMS) of the postal department. A compliance report shall be submitted in this respect to the BSEC jointly by the issuer and the Issue manager **within 2 (Two) working days** from the date of said dispatch of the prospectus and the forms.

6. The paper clipping of the published abridged version of the prospectus, as mentioned at **condition no. 2 above**, shall be submitted to the Commission within 24 hours of the publication thereof.

7. The company shall maintain separate bank account(s) for collecting proceeds of the Initial Public Offering and shall also open Foreign Currency (FC) account(s) to deposit the application money of the Non Resident Bangladeshis (NRBs) for IPO purpose, and shall incorporate full particulars of said FC account(s) in the prospectus. The company shall open the above-mentioned accounts for IPO purpose; and close these accounts after refund of over-subscription money.

   Non-Resident Bangladeshi (NRB) means Bangladeshi citizens staying abroad including all those who have dual citizenship (provided they have a valid Bangladeshi passport) or those, whose foreign passport bear a stamp from the concerned Bangladesh Embassy to the effect that no visa is required for traveling to Bangladesh.

8. The issuer company shall apply to all the stock exchanges in Bangladesh for listing **within 7 (Seven) working days** from the date of issuance of this letter and shall simultaneously submit the vetted prospectus with all exhibits, as submitted to BSEC, to the stock exchanges.

9. The following declaration shall be made by the company in the prospectus, namely: -

“**Declaration about Listing of Shares with the stock exchange (s):**

None of the stock exchange(s), if for any reason, grants listing within **75 (Seventy Five) days** from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within **15 (Fifteen) days** from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said **75 (Seventy Five) days**, as the case may be.

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

The Issue manager, in addition to the issuer company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission **within 7 (Seven) days** of expiry of the aforesaid **fifteen days** time period allowed for refund of the subscription money.”

10. The subscription list shall be opened and the sale of securities commenced after **25 (Twenty Five) days** of the publication of the abridged version of the prospectus and shall remain open for **5 (Five) consecutive banking days**.

11. A non-resident Bangladeshi shall apply either directly by enclosing a foreign demand draft drawn on a bank payable at Dhaka, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking "Account Payee only". The NRB applicants shall send applications to the issuer company within the closing date of the subscription so as to reach the same to the company by **the closing date plus 9 (Nine) days**. Applications received by the company after the above time period will not be considered for allotment purpose.

12. The company shall apply the spot buying rate (TT clean) in US Dollar, UK Pound Sterling and Euro of Sonali Bank Ltd., which shall be mentioned in the Prospectus, as prevailed on the date of opening of the subscription for the purpose of application of the NRBs and other non-Bangladeshi persons, where applicable.

13. The Company and the issue manager shall ensure prompt collection/clearance of the foreign remittances of NRBs and other non-Bangladeshi(s), if applicable, for allotment of shares.

14. Upon completion of the period of subscription for securities, the issuer and the issue manager shall jointly provide the Commission and the stock exchanges with the preliminary status of the subscription within **5 (Five) working days**, in respect of the following matters, namely: -

    a. Total number of securities for which subscription has been received;
    b. Amount received from the subscription; and
    c. Amount of commission paid to the bankers to the issue.

15. The issuer and the issue manager shall jointly provide the Commission and the stock exchanges with the list of valid and invalid applicants (i.e. final status of subscription) in electronic form in 2 (Two) CDs and final status of subscription to the Commission **within 3 (Three) weeks** after the closure of the subscription along with bank statement (original), branch-wise subscription statement. The list of valid and invalid applicants shall be finalized after examination with the CDBL in respect of BO accounts and particulars thereof.

16. The IPO shall stand cancelled and the application money shall be refunded immediately (but not later than **5 (Five) weeks** from the date of the subscription closure), if any of the following events occur:

    (a) Upon closing of the subscription list it is found that the total number of valid applications (in case of under subscription including the number of the underwriter) is less than the minimum requirement as specified in the listing regulations of the stock exchange(s) concerned; or

    (b) At least 50% of the IPO is not subscribed.

17. **20% of total public offering shall be reserved for *ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী*, 10% of total public offering shall be reserved for non-resident Bangladeshi (NRB) and 10% for mutual funds and collective investment schemes registered with the Commission, and the remaining 60% shall be open for subscription by the general public. In case of under-subscription under any of the 20% and 10% categories mentioned above, the unsubscribed portion shall be added to the general public category and, if after such addition, there is over subscription in the general public category, the issuer and the managers to the issue shall jointly conduct an open lottery of all the applicants added together.**

18. All the applicants shall first be treated as applied for one minimum market lot of 5**00 shares worth Taka 5,000/-** (Taka Five thousand only). If, on this basis, there is over subscription, then lottery shall be held amongst the applicants allocating one identification number for each application, irrespective of the application money. In case of over-subscription under any of the categories mentioned hereinabove, the issuer and the Issue manager shall jointly conduct an open lottery of all the applications received under each category separately in presence of representatives from the issuer, the stock exchanges and the applicants, if there be any.

19. **An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.**

20. **The applicant shall provide with the same bank account number in the application form as it is in the BO account of the application.**

21. **The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission will forfeit 15% of their subscription money too.**

22. Lottery (if applicable) shall be held within **4 (Four) weeks** from closure of the subscription date.

23. The company shall issue share allotment letters to all successful applicants within **5 (Five) weeks** from the date of the subscription closing. Within the same time, refund to the unsuccessful applicants shall be made in the currency in which the value of securities was paid for by the applicants without any interest, through direct deposit to the applicant's bank account as far as possible/ Account Payee Cheque/ refund warrants with bank account number, bank's name and branch as indicated in the securities application forms payable at Dhaka/ Chittagong/ Khulna/ Rajshahi/ Barisal/ Sylhet/ Bogra, as the case may be subject to **condition no. 19 and 21 above.**

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

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

24. The company shall furnish the List of Allotees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, **within 24 (Twenty Four) hours** of allotment.

25. In the event of under-subscription of the public offering, the unsubscribed portion of securities shall be taken up by the underwriter(s) (subject to Para -16 above). The issuer must notify the underwriters to take up the underwritten shares **within 10 (Ten) days** of the closing of subscription on full payment of the share money **within 15 (Fifteen) days** of the issuer's notice. The underwriter shall not share any underwriting fee with the Issue manager, other underwriters, issuer or the sponsor group.

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

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

27. In respect of shares of Sponsors/Directors/Promoters (if in paper format) shall be handed over to security custodian bank registered with BSEC and shall remain till completion of lock in and the name and branch of the bank shall be furnished to the Commission jointly by the issuer and Issue manager, along with a confirmation thereof from the custodian bank, **within one week** of listing of the shares with the stock exchange(s). Or they (shares of Sponsors/ Directors/ Promoters) can be demated and will remain in lock-in under CDBL system and issuer will submit a dematerialization confirmation report generated by CDBL and attested by Managing Director of the company along with lock-in confirmation with BSEC **within one week** of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters the issuer will ensure their lock-in of those shares and submit a statement to this effect to BSEC.

28. The company shall apply to the stock exchanges for listing **within 7 (Seven) working days** of issuance of this letter and shall simultaneously submit to the Commission attested copies of the application filed with the stock exchanges.

29. The Company shall not declare any benefit/dividend based on the financial statements for the period ended December 31, 2011 before listing of its capital with stock exchange(s).

Part-B

1. The issuer and the Issue Manager shall ensure that the abridged version of the prospectus and the full prospectus is published correctly and in strict conformity with the conditions of this letter without any error/omission, as vetted by the Bangladesh Securities and Exchange Commission.
2. The Issue Manager shall carefully examine and compare the published abridged version of prospectus on the date of publication with the copy vetted by BSEC. If any discrepancy/inconsistency is found, both the issuer and the Issue Manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to BSEC and the stock exchange(s) concerned, correcting the discrepancy/inconsistency as required under 'Due Diligence Certificates' provided with BSEC.
3. Both the issuer company and the Issue Manager shall, immediately after publication of the prospectus and its abridged version, jointly inform the Commission in writing that the published prospectus and its abridged version are verbatim copies of the same as vetted by the Commission.
4. The fund collected through Public Offering (IPO) shall not be utilized prior to listing with stock exchanges and that utilization of the said fund shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
5. The company shall furnish report to the Commission and to the stock exchanges on utilization of IPO proceeds within **15 (fifteen) days** of the closing of **each month** until such fund is fully utilized, as mentioned in the schedule contained in the prospectus, and in the event of any irregularity or inconsistency, the Commission may employ or engage any person, at issuer's cost, to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.
6. All transactions, excluding petty cash expenses, shall be effected through the company's bank account(s).
7. Proceeds of the public offering (IPO) shall not be used for any purpose other than those specified in the prospectus. Any deviation in this respect must have prior approval of the shareholders in the shareholders Meeting under intimation to BSEC and stock exchange(s).
8. Directors on the company's Board will be in accordance with the applicable laws, rules and regulations.
9. The Financial statements should be prepared in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) as required by the Bangladesh Securities and Exchange Rules, 1987.
10. Loan against Bills purchase shall not be repaid from IPO proceeds/company’s own sources as practically, such loan will be adjusted/realized by the banks from export proceeds/bills.

Part-C

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

2. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company.

Part-D

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

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

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

   By order of the Bangladesh Securities and Exchange Commission.

General Information

Banco Finance and Investment Limited has prepared this prospectus from information supplied by FAMILYTEX (BD) LTD. (the Company) and also several discussions with Chairman, Managing Director, Directors and related executives of the Company. The Directors of FAMILYTEX (BD) LTD. and Banco Finance and Investment Limited collectively and individually, having made all reasonable inquires, confirm that to the best of their knowledge and belief, the information contained herein is true and correct in all material aspects and that there are no other material facts, the omission of which, would make any statement herein misleading.

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

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

A copy of this Prospectus may be obtained from the Head Office of FAMILYTEX (BD) LTD., Banco Finance and Investment Limited, the underwriters and the Stock Exchanges where the securities will be listed.

DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING CEO OF THE COMPANY "FAMILYTEX (BD) LTD." IN RESPECT OF THE PROSPECTUS

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

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

Sd/-
Roksana Morshed
Chairman

Sd/-
Mohammed Morshed
Managing Director

Sd/-
Meraj-E-Mostafa
Director

Sd/-
Tabassum Karim
Director

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

We hereby agree that we have been serving as Director (s) of FAMILYTEX (BD) LTD. and continue to act as a Director (s) of the Company:

Sd/- **Roksana Morshed** Chairman	Sd/- **Mohammed Morshed** Managing Director
Sd/- **Meraj-E-Mostafa** Director	Sd/- **Tabassum Karim** Director

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

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

DECLARATION BY THE ISSUER ABOUT THE APPROVAL FROM BSEC FOR ANY MATERIAL CHANGES REGARDING PROSPECTUS OF FAMILYTEX (BD) LTD.

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

For Issuer

Sd/-

Mohammed Morshed
Managing Director

DECLARATION BY THE ISSUE MANAGER ABOUT THE APPROVAL FROM BANGLADESH SECURITIES AND EXCHANGE COMMISSION FOR ANY MATERIAL CHANGES REGARDING PROSPECTUS OF FAMILYTEX (BD) LTD.

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

For Issue Manager

Sd/-

Kazi Saifur Rahman, FCA
Managing Director & CEO
Banco Finance and Investment Limited

DUE DILIGENCE CERTIFICATE OF ISSUE MANAGER

Sub: **Public issue of 34,000,000 Ordinary shares of Tk. 10.00 each at par totalling Tk. 340,000,000 by FAMILYTEX (BD) LTD.**

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

1. We, while finalizing the draft Prospectus pertaining to the said Issue, have examined various documents and other materials as relevant for adequate disclosures to the investors; and

2. On the basis of such examination and the discussion with the issuer Company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the Issue and the contents of the documents and other materials furnished by the Issuer Company;

WE CONFIRM THAT:

a. The draft Prospectus forwarded to the Commission is in conformity with the documents, materials and papers relevant to the issue;

b. All the legal requirements connected with the said Issue have been duly complied with; and

c. The disclosures made in the draft Prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed Issue.

For Issue Manager

Sd/-

Kazi Saifur Rahman, FCA
Managing Director & CEO
Banco Finance And Investment Limited

Date: February 13, 2012

DUE DILIGENCE CERTIFICATE OF THE UNDERWRITER(S)

Sub: **Public issue of 34,000,000 Ordinary shares of Tk. 10.00 each at par totalling Tk. 340,000,000 by FAMILYTEX (BD) LTD.**

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 discussion with the Issuer Company; its directors and other officers, and other agencies; independent verification of the statements concerning objects of the Issue and the contents of the documents and other materials furnished by the Issuer Company;

WE CONFIRM THAT:

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

b. We shall subscribe and take up the un-subscribed Securities against the above mentioned Public Issue within **15 (fifteen) days** of calling up thereof by the Issuer; and

c. This underwriting commitment is unequivocal and irrevocable.

For Underwriter(s)

Sd/-

Managing Director/Chief Executive Officer/Director

BANCO FINANCE AND INVESTMENT LIMITED
PRIME FINANCE CAPITAL MANAGEMENT LIMITED
SONALI INVESTMENT LIMITED
BMSL INVESTMENT LIMITED

SECTION-III RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

An investment in capital market involves a high degree of risk. The company is operating in an industry involving both external and internal risk factors having direct as well as indirect effects on the investments made by the investors. All investors should carefully consider all of the information in this prospectus, including the risk factors, both external and internal, and management perception thereabout enumerated hereunder before making an investment decision. If any of the following risks actually occur, their business, results of operations and financial conditions could suffer, the trading price of their shares could decline and investors may lose all or part of their investment.

1. Industry Risk:

Textile industry is a highly competitive industry but the largest industrial sub-sector in Bangladesh. Its contributes is the highest in the country's total export earnings, gives employment to over four million people and contributes around 50% of the industrial value addition. The company faces a number of aggressive competitors within the country as well as after phasing out of the Multi Fiber Agreement (MFA). The global textile trade is now free from quota restriction. So the textile industry of Bangladesh is now facing competition from China only which is very strong in production of textile goods.

Management Perception

The company has successfully entered in to the market by offering better quality products at competitive terms as well as the textile industry of Bangladesh has also successfully coped with the post Multi Fiber Agreement (MFA) competitive situation. The force, which is helping the sector for its strong existence, is emergence of backward linkage industry. Backward linkage industries are supporting for minimizing lead-time and cost of production. The Company is a first state of backward linkage industry of Acrylic and cotton yarn producing that facilitates for better existence.

2. Interest Rate Risks:

Interest rate risk is the risk that a company faces due to unfavorable movement in interest rates on bank loans. Due to several macroeconomic and market driven factors, interest rates on short term and long term bank loans may fluctuate. Inflationary pressure, increased demand for bank loan, increased volatility in money market, restrictive monetary policy etc. can increase market-wide interest rates on bank loans of different tenor. Rising interest rate adversary affects cash flow and profitability of any company with financial leverage. The risk is even greater when a company has floating rate liabilities which increased the variability of the company's cash flows and profitability.

Management Perception

The management of the Company is always aware of interest rate, which is connected to the cost of fund of the Company. The Management prefers procuring the long-term fund with minimum fixed interest rate and the short-term fund with reasonable competitive rate. On the other hand management of the Company is emphasizing on equity based financing.

3. Exchange Rate Risk:

Exchange rate risks relate to volatility in the value of Taka against any major international currency. If exchange rate is increased against local currency opportunity is created for getting more revenue against sale in local currency. On the other hand if exchange rate goes down margin is squeezed in local currency.

Management Perception

The products of the company are sold against foreign currency and payments for raw materials are also made in foreign currency. The exchange rate of the country traditionally witnessed upward trends, which makes ample opportunity of export. It notes that in case of FAMILYTEX (BD) Ltd. earnings is made only by export in the currency of US Dollars and payment is also made from earnings US dollars. As the Company is 100% export oriented and in future it will be the same, volatility of exchange rate will have no impact on profitability of the Company and exchange rate risk factor minimize to foreign business transaction.

4. Market and Technology related Risk:

(i) Market Risk:

In the global market of 21st century, developed technology, products and services render obsolete the old service and product strategy. So, the existing organization may not be able to cope up with the future needs and demands.

(ii) Technology related Risk:

Technology always plays a vital role for existence of any industrial concern. Innovation of new and cost effective technology may obsolescence existent technology, which may cause negative impact.

Management Perception

The project is equipped with world's modern and latest machineries and technology and to cope with the pace in harmony with modern textile world, the Company is continuing modernization program of its machinery.

5. Changes in Economic & Political Condition:

Changing economic conditions may affect the demand for the product offered by the company. Downturn of economic activity or uncertainty may result in a downturn in demand for loan funds for industry.

Management Perception

Social unrest due to political reasons may cause downturn the economic activity which will have impact on demands of textile. But as elected Government is in place, we can expect that political rivalry within democratic environment will not affect the manufacture sector.

6. Potential Changes in Global and National Policies:

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

Management Perception

The company can prosper in a situation of political stability and a congenial business environment. Political turmoil and disturbance are bad for the economy and so also for this sector. This is why WTO and Asian Development Bank emphasize development of textile sector in chalking out their respective policies. The Company is always aware of all types of turmoil and even though the smooth supply of raw material is hampered or faces any kind of disruptions it will produce it in future and try to keep the production smooth.

7. Energy costs may rise:

Due to the adverse power situation in the country, production may be hampered and wastage might rise.

Management Perception

The Company itself sufficient in generating power by its own generators. However, in case of gas shortfall and subsequent rationing if any, then the productivity will be reduced. In that scenario, the overall sector will be affected.

8. Operational risks:

Shortage of power supply, labor unrest, unavailability or price increase of raw material, natural calamities like flood, cyclone, earth quack etc. may disrupt the production of the Company and can adversely impact the profitability of the Company.

Management Perception

The compensation as well as the benefit package will restrain the employees to leave their assignment and go for any employee movement for higher benefit packages. The project of the Company is situated at a high land where less amount of flood is recorded. The factory building has strong RCC foundation, RCC floor, pre-fabricated steel structure to withstand wind, storm, rain etc. along with good drainage facility. The risks from these factors are also covered through Insurance. The company is also facilitated to keep a rational reserve for any future price escalation of the raw materials.

9. History of non operation, if any:

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

The Company is in business since July 27, 2003. There is no history of non operation in business of the Company till now. The Company has an independent body which is operated by its Memorandum & Articles of Association and other applicable laws and regulations of the country. The financial strength of the Company is very satisfactory. The Directors of the Board are well reputed and experienced and the operation of the company is guided by good team of professionals. The chance of non-operation of the business of the Company is negligible.

10. Potential or existing government regulation:

The company operates under companies act, Taxation policy adopted by NBR, and rules adopted by other regulatory organizations. Any abrupt changes of the policies formed by those bodies will impact the business of company adversely. Unless adverse policies are taken, which may materially affect the industry as a hole; the business of the company will not be affected.

Management Perception

Government emphasize on the growth of yarn industry to boost up the export of RMG. Yet the promoters and the sponsors have to endeavor to convince the policy makers for adopting favorable terms and conditions, which will eventually help the textile goods manufactures of Bangladesh to compete with the farms in low cost locations in the global arena.

11. Risks associated with raw materials suppliers:

Sourcing of raw material is so important, but in textile market raw material suppliers are variable. Shortage of suppliers or price hike of principal suppliers of raw materials would affect the Company's operation.

Management Perception

Familytex (BD) Limited procures raw materials for manufacturing its finished product and export thereof. The company is not depended on one supplier called principal supplier because the company purchase raw materials from different suppliers located in different countries. The company does not procure raw materials from any intercompany or associated company, so it has no associated risk as well.

Capital Structure

Particulars of Allotment

The capital structure of FAMILYTEX (BD) LTD. before and after IPO will be as under:

Particulars	No. of Shares	Face Value (Tk.)	Amount in Taka
Authorized Capital	140,000,000	10.00	**1,400,000,000**

Before IPO:				
Particulars	**Date of Allotment**	**No. of shares issued**		**Amount of share capital (Taka)**
		Consideration in cash	**Consideration other than cash**	
First (subscription to the Memorandum & Articles of Association at the time of incorporation)	July 27, 2003	3,000,000	-	30,000,000
Second	December 30, 2004	750,000	2,250,000	30,000,000
Third	October 15, 2011	3,995,000	-	39,950,000
Forth	November 05, 2011	4,800	-	48,000
Five	December 26, 2011	52,797,500	42,265,000	950,625,000
Total		**60,547,300**	**44,515,000**	**1,050,623,000**

Particulars	No. Of Shares	Face Value (Taka)	Amount in Taka
After IPO:			
To be issued as IPO	34,000,000	10.00	340,000,000
Total no of shares (post IPO)			139,062,300
Paid up capital (post IPO)			**1,390,623,000**

* The Company raised its paid up capital from Taka 99,998,000/- to Taka 1,050,623,000/- on November 24, 2011 in terms of Bangladesh Securities and Exchange Commission Consent letter no. SEC/CI/ CPLC (Pvt.)-371/2011/936 dated December 28, 2011.

Utilization of Paid Up Capital before IPO

The paid up capital upon which shares were issued, fund utilized as follows:

Particulars	Amount in BDT
Leasehold Land and Land Development	59,292,978
Buildings	315,636,747
Plant and Machinery	612,681,120
Electrical Equipment	32,206,512
Electrical Installation	18,038,361
Furniture and Fixture	11,539,435
Computer	1,227,847
Total	**1,050,623,000**

Use of IPO Proceeds

Future Plan of IPO Fund Utilization

Particulars	Amount in BDT
Sources of Fund:	
Issue size (Number of share to be issued)	34,000,000
Issue price	10.00
Total Amount	340,000,000
Less: IPO Expense	7,879,435
Net IPO Proceeds	**332,120,565**

Net Proceeds from initial public offering (IPO) will be used for repayment of high interest bearing loan to boost the profitability, cash flows and solvency. The details of which is stated as under:

Amount in BDT

Particulars	Amount	Projected Date/ Period
Bank Loan Repayment		
Repayment of Long Term Bank Loan	332,120,565	Within 15 days after getting IPO money

Sd/-
Md. Humayun Kabir, ACMA
Company Secretary & Director (Finance)

Sd/-
Mohammed Morshed
Managing Director

Date: February 13, 2012

N.B.: Mr. Md. Humayun Kabir, ACMA has resigned from the post of Company Secretary & Director (Finance) and subsequently Mr. Faisal Ahmed has joined as Director Finance & Company Secretary of Familytex (BD) Ltd.

SECTION-V INFORMATION ABOUT THE COMPANY

Company Profile

Incorporation & Business Activities

FAMILYTEX (BD) LTD. is a pioneer and well established 100% Export Oriented joint venture garment factory in Bangladesh. It is the Manufacturer & Exporter of all kinds of Knit & Woven Garments from CEPZ, Chittagong, Bangladesh. The Company incorporated on July 27, 2003 as a Private Limited Company and converted into Public Limited Company on December 06, 2011 and started its commercial operation on August 1, 2006 with vision to be an exemplary garments manufacturer and exporter of Fashion Apparel as judged by international norms of Professionalism, Quality and Systems. The Company has authorized share capital of Tk. 140,00,00,000 (Taka One Hundred and Forty Crore) only, divided into 14,00,00,000 (Fourteen Crore) Ordinary Shares of Tk. 10.00 (Taka Ten) each. The existing paid up capital of the Company is Tk. 105,06,23,000 (Taka One Hundred and Five Crore Six Lac Twenty Three Thousand) only.

Address of Registered Office and Principal Place of Business

The registered office and as well as the manufacturing plant of the company is located at Plot# 47-48, Road# 5, Sector# 4, Chittagong Export Processing Zone, Chittagong, Bangladesh. The corporate office of the Company is at M. L. Tower (5^{th} Floor), 1 East Rampura, DIT Avenue, Dhaka-1219. The plant is built on about 3,763 sq. meters (approximately) lease land at Chittagong Export Processing Zone. Promoted by a team of highly experienced professionals in the Readymade Garments Manufacturer and backed by world's most advanced management information system, the Company fully capable to meet the specific requirements of the buyers.

Important dates

Date of Land lease Agreement signed with BEPZA	:	09.05.2004
Date of Incorporation as Private Limited Company	:	27.07.2003
Commencement of Commercial Operation as Private Limited Company	:	01.08.2006
Conversion date from Private Limited to Public Limited Company	:	06.12.2011
Date of changes in denomination of face value of share from Tk. 100 to Tk. 10	:	08.12.2011

Nature of Business

The principal activities of the company are to carry on the business of manufacturing and exporting knit and woven readymade garments to USA, Canada and European countries for different product categories.

Principal products and services

	Woven Product	Knit Product
FAMILYTEX (BD) LTD.	• ALL TYPES OF SHORT & LONG PANT • JACKET / VEST • SWIMTRUNK • DENIM PANT	• FLEECE TOP & BOTTOM • CHILDREN DRESS • SPORTS WEARS • WASH & NON WASH

Market for the products

FAMILYTEX (BD) Ltd. is a 100% export oriented readymade garments manufacturing Company that exports **Woven** and **Knit Products** basically to European Union, UK and USA. Dependency on a single product for overall revenue generation creates some product non diversification risk, but its widely diversified customer base and sound relationship maintenance make them a successful player in the relevant market. Most importantly their buyer composition remains more or less same over last three years.

Relative Contribution of the products contributing more than 10% of the total revenue

The Company produces 100% synthetic/acrylic and cotton readymade garments products.

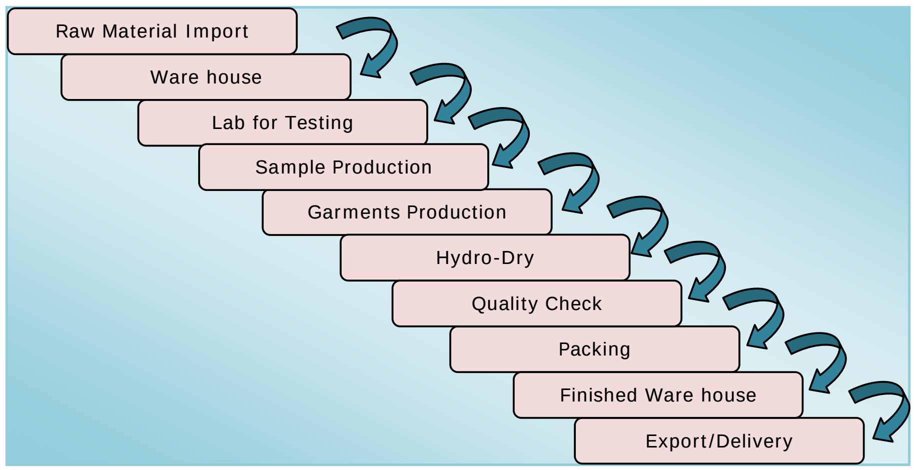
Sl. No.	Product	Percentage (%)
1	Woven Bottoms	40%
2	Knit Tops/Bottoms	60%

Associates, subsidiary/ related or holding company

FAMILYTEX (BD) LTD. has no Associates or Subsidiary company.

Distribution of Products/Services

The Company supplies its products from its own factory premises to its customers at the risk of customers against delivery order. We may demonstrate the distribution process of company production as follows:



Competitive conditions of Business

There is a huge demand-supply gap for the product of the company in the readymade garments market. The company earned good name & fame in the international market of the country for its quality. The following are the major readymade garments producers in Bangladesh:

Name of Producers	
• Sqaure Fashions	• DADA Garments
• Desh Garments Ltd	• Cotton Group
• Al Muslim Fashions Wear Ltd.	• Amazone Garments Ltd.
• Elegant Fashion	• Viyallatex Group
• 4 Star Fashions Ltd.	• Jeans Plus Ltd.
• ACME Apparels (PVT) Ltd.	• Al-Muslim Garments ltd.
• ABC Garments Ltd.	• ACME Textile & garments Industries (Pvt.) Ltd.

Sources and availability of raw materials and the names of the principal suppliers

Basic raw materials used for production process are yarn and accessories, which procured from both domestic sources. Principal raw material suppliers of the company are as follows:

Name of Suppliers	Name of Suppliers
M/s Chemistact BD Ltd	Bhanero Textiles Mills Ltd
M/s Jiangsu Gou Tai Ltd	Poly Mart Ltd
M/s Gulshan Spinning	Forture Top
Quetta Textile Mills	Golden Unicron Ltd
T & T Ind Cor	Joarder Printers
Suzhon Dashan IOE	Fame Accessories
Huntsman Sig (Pvt)	Sam Associates
I-Chem Solution	Trade Wind Ltd
Novo Design Maker	Promt Accessories

Sources and requirement for power, gas and water or any other utilities

All required utility facilities are available at the project site and those are stated below:

Power	Power requirement for the project is 2 MW. For smooth operation of the project power connection from REB has been arranged. Yet the Company has own captive power system (diesel generator) to support uninterrupted production.
Water	The project is required 400 m3 of water per day which is met up from the water supply system of Chittagong export processing Zone authority.
Gas	Bakhrabad Gas Systems Limited supplies required gas for the project

Customer(s) providing 10% or more revenues

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

Description of contract with principal suppliers/customers

There is no contract with principal suppliers or customers other than the normal course of business.

Description of material patent, trademarks, licenses or royalty agreements

The Company has not entered into any such agreement.

Number of employees

As of December 31, 2011 the total numbers of employees of the company (Head Office & Service Center) were 1460 as follows:

Salary Range	Officer & Staff		Workers	Total Employee
	Factory	Head Office		
Below 3500	15	8	950	973
Above 3500	27	8	452	487
Total	**42**	**16**	**1402**	**1460**

All employees are full-time employee**.**

Production Capacity and Current Utilization

Yearly Production Capacity (Pieces)	Current Utilization Capacity (Pieces)	Percentage (%)
34,00,000 pieces (by average product mix)	26,31,578 pieces	77.40%

SECTION-VI DESCRIPTION OF PROPERTY

Location of principal plants and other properties of the company and their condition

The Company has set up its plant at Plot # 47 - 48, Road # 05, Sector # 04, Chittagong export processing zone, Chittagong, Bangladesh; all the machineries are brand new and imported from "**Juki & Brothers"** South Korea and Japan.

Fixed Asset

The Company owns the following operating fixed assets and they are situated at Company's office and factory premises; and written down value are given below:

(Written Down Value in Taka as per Audited Accounts)

Particulars	As at December 31, 2011	As at December 31, 2010	As at December 31, 2009
Leasehold land Development	50,367,874	52,102,900	43,485,700
Building	336,937,536	344,272,892	337,274,778
Plant & machinery	508,036,649	564,485,165	624,716,845
Electrical Equipment	25,357,491	28,174,990	20,902,823
Electrical Installation	12,949,369	14,388,188	15,941,852
Furniture & Fixtures	7,804,723	8,222,512	8,740,068
Time Keeper Machine	76,534	95,667	21,709
Water Pump	6,896,853	7,663,170	3,484,912
Office Equipment	4,945,189	5,494,655	5,710,394
Computer	717,563	896,954	856,818
Crockeries	18,389	22,986	3,645
Transformer	3,485,138	3,872,376	2,509,619
Motor Car	2,628,716	2,023,573	2,248,415
Fire Extinguisher	1,552,644	1,725,160	1,541,066
Air Condition	988,380	1,098,200	-
Total	**962,763,048**	**1,034,539,388**	**1,067,438,642**

Condition of Property

The above properties are in brand new condition and as certified by the Managing Director, CFO and Auditor of the Company as below:

To Whom it may Concern

This is hereby to certify that Familytex (BD) Limited is situated in Chittagong Export Processing Zone, Chittagong. The Company is 100% Export oriented industry under Textiles and Garment Sector. The machinery used in production plant are Brand new Machinery and smoothly running the factory production.

Sd/-	Sd/-
Mohammed Morshed	**Md. Humayun Kabir, ACMA**
Managing Director	Director (Finance) & Company Secretary
	Sd/-
Dated, Dhaka	**Shiraz Khan Basak & Co.**
July 25, 2012	Chartered Accountants

Entire plant and machinery is owned by the Company which is mortgaged for short and midterm financing that will be paid off with part of the IPO proceeds.

Ownership of Property

There is no property under lease agreement except the Land which is taken under a Lease Agreement with BEPZA for 30 years. Land rent was US$ 2.00 per sq. meter per year as per agreement dated 27th July 2005. Later on land rent was increased by US$0.20 per sq meter per year.

This lease agreement will be renewable for another term by both side mutual agreements. This agreement has been done for 3763 sq meter of land for 02 industrial plots. Generally land rental payment is done in every 3 months as quarterly installments in a year.

Except BEPZA plots numbers 47-48, Sector-4 in CEPZ, where the FAMILYTEX (BD) LTD. factory is situated, the Company is the legal and absolute owner of all other fixed assets and properties of the Company.

Lien status

Charges were created over assets of the Company against loans and lease finance provided by Social Islamic Bank Ltd, Chittagong Branch.

Entire plant and machinery is owned by the Company which is mortgaged for short and midterm financing that will be paid off with the IPO proceeds.

SECTION-VII PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION

Internal and external sources of cash

The internal sources of the cash of the Company are the share capital, share money deposit and retained earnings and the external sources of cash are the bank loans & various payables.

(As per Audited Accounts -Amount in Taka)

Particulars	As at December 31, 2011	As at December 31, 2010	As at December 31, 2009
Internal sources of Cash:			
Share Capital	1,050,623,000	60,000,000	60,000,000
Share Money Deposit	-	950,625,000	796,825,000
Retained earnings	191,428,190	95,210,980	46,217,649
Sub Total	**1,242,051,190**	**1,105,835,980**	**903,042,649**
External Sources of Cash:			
Long Term Borrowings	255,265,987	251,849,189	432,598,756
Short Term Borrowings	49,344,077	78,977,600	39,320,756
Current Portion of Long Term Loan	138,000,000	138,000,000	-
Provision for expenses	11,455,234	9,294,273	5,578,817
Trade and other Payables	84,198,571	148,596,564	8,091,770
Sub Total	**538,263,869**	**626,717,626**	**485,590,099**
Grand Total	**1,780,315,059**	**1,732,553,606**	**1,388,632,748**

Material commitment for capital expenditure

The Company has not entered into any material Commitment for Capital expenditure for expansion of the project.

Causes for any material changes from period to period

(As per Audited Accounts-Amount in Taka)

Particulars	As at December 31, 2011	As at December 31, 2010	As at December 31, 2009
Sales Revenue	1,006,879,167	934,751,217	703,319,334
Less: Cost of Goods Sold	808,687,093	791,366,281	604,218,177
Gross Profit	**198,192,074**	**143,384,936**	**99,101,157**
Less: Operating Expenses	24,354,621	22,011,276	16,092,940
Operating Income	**173,837,453**	**121,373,660**	**83,008,217**
Less: Other Operating Expenses(Welfare Expense)	205,982	161,455	145,983
Net Operating Income	**173,631,471**	**121,212,205**	**82,862,234**
Financial Expenses	78,259,051	73,442,699	52,504,233
Net Operating Profit	**95,372,420**	**47,769,506**	**30,358,001**
Add: Other Non Operating Income	844,790	1,223,825	574,001
Net Profit before Tax	**96,217,210**	**48,993,331**	**30,932,002**
Net Profit after tax	**96,217,210**	**48,993,331**	**30,932,002**

In the year 2011 Production cost per unit decreased compared to the year 2010. But on the same period the export volume and unit price had increased. Hence, sales revenue had increased significantly 7.71%, (from 93.47 crore to 100.69 crore) compared to cost of goods sold of 2.18% (from 79.14 crore to 80.88 crore).

The net profit after tax had increased by 96% over one year period. The underlying reason of this significant increase was due to the increase of sales revenue growth of 7.71% and the significant increase of net operating income i.e. from TK. 121,212,205 to TK 173,631,471 in the same period. The reduction of cost of goods sold and other operating expenses compare to sales growth also contributed to higher net profit margin.

Seasonal aspects of the company's business

In general demand for readymade garments is prevailed in whole year.

Known trends, events or uncertainties

Political unrest, hartal, and natural calamities are the known events that may affect the Company's future business.

Change in the assets of the Company used to pay off any liabilities

No asset of the Company has been used to pay off the liabilities.

Loan taken from Holding / Parent company or Subsidiary company

During the Period, no transaction was made as loan with any holding, subsidiary or associated companies (as the Company has none).

Future contractual liabilities

The Company does not have any plan within next one year to contract any new liabilities.

Future capital expenditure

The company has no plan for future capital Expenditure for expansion of the plant.

VAT, income tax, custom duty or other tax liability

(a) VAT & Customs Duty:

VAT is not applicable for the company since it is operated in Export Processing Zone. The company is a 100% export oriented readymade garments industry and it is situated in Export Processing Zone. Government of Bangladesh has declared that there is no VAT and Customs Duty on 100% export oriented project. Special SRO in this regard is mentioned below:

FM, IRD, NRB, SRO No-88-Law-98/1739/Customs, dated 28 May, 1988

In exercise of the power conferred by section 19/Customs Act, 1969 (IV of 1969) and section 14(1) under Value Added Tax Act, 1991 (Act no. 22 of 1991) for public interest and in consultation with the National Board of Revenue under section 10 of the Bangladesh Export Processing Zones Authority Act, 1980 (XXXVI of 1980) and by postponing under notification no SRO 544 –L/84/888/Cus dated 10 December, 1984, the government has exempted all import duties, Value Added Tax and Supplementary Tax under 7(e) and (f) of any Export Processing Zone.

(b) Income Taxes:

Familytex (BD) Ltd. Situated in Chittagong EPZ. As per income tax regulation for EPZ REF. # IRD SRO No. 289-law/89, dated 19 August, 1989, all industries of EPZ of Bangladesh have been exempted from payment of income tax for a period of ten years from the date of commercial operation. Hence no current Tax Provision has been made in the Financial Statements. Special SRO in this regard is mentioned below:

IRD SRO No.289-Law/89,dated 19 August1989

In pursuance of section 44(4) (b) of the Income Tax Ordinance, 1984 (XXXVI of 1984) and canceling the notification No. SRO 149-L/81, dated 12 May 1981, all industries operating in the Export Processing Zones of Bangladesh have been exempted from payment of income tax for a period of 10 years from the date an industry goes into commercial production.

Operating lease Agreement during last five years

The company has established its Head Office on rented accommodation. Relevant information of the operating lease agreement with the landlord is as follows:

Name of Office and Address	Area (Sft.)	Rent per Sft. (Tk.)	Period of Lease/Rent	Monthly Amount (Tk.)
M L Tower (5th floor) 1 East Rampura, D.I.T Road, Dhaka-1205	2,000	10.00	10 Years	20,000.00

Further to the above the Company has established its factory from taken plots of Chittagong EPZ operating lease:

Name of Office and Address	Area (Sft.)	Rent per Sqm. (USD$.)	Period of Lease/Rent	Monthly Amount (USD$)
Plots # 47-48 in CEPZ	3763 Sqm	$2.20	30 Years (From 09 May 2004 to 08 July 2034)	USD$8,278.60

Financial lease Commitment during last five years

The Company has obtained following financial commitments during last five years.

Name of Bank & A/C No.	Type of loan	Amount of loan	Rate of interest	Sanction Date	Amount of installment (Monthly)	Outstanding Balance 30.12.11
Social Islamic Bank Limited	Hire Purchase Commercial	450,000,000	16%	02-01-09	11,500,000	393,265,987
Social Islamic Bank Limited	Bai-Muazzal Commercial	50,000,000	16%	Yearly Renew	N/A	26,587,420
Social Islamic Bank Limited	Trust Receipt	50,000,000	16%	Yearly Renew	N/A	6,231,875
Social Islamic Bank Limited	PC Loan	650,000,000	16%	Yearly Renew	N/A	16,524,782

Personnel related scheme

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

Staff Provident Fund	The Company is going to maintain a contributory provident fund for all eligible permanent employees in accordance with BAS-19 with effect from March 01, 2013 in compliance to the requirement of BEPZA rules- BEPZA instruction number 2 of 1989 as modified up to October 2003 under clause #18 employees (contributory) Provided Fund regulation.
Employees' retirement benefit & gratuity fund	The Company has a plan to establish gratuity fund and as such the board of directors passed a resolution at its meeting held on February 02, 2012 which is enclosed to Additional Disclosure by the Management. Fund will be created based on the valuation and recommendation of actuary.

Breakdown of IPO Expenses

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

Particulars	Basis of Fees	Amount in BDT(approx.)
Issue Manager 's fees		2,000,000
Fees related to listing with the stock exchanges:		
Application Fee	Fixed	5,000
Annual Fee for DSE & CSE	@ Tk. 90,000 each	180,000
Listing Fees for Stock Exchanges (DSE & CSE)	@ 0.25% on Tk. 100 million and @ 0.15% on the balance amount of paid-up capital (But not more than Tk. 2 million each.)	1,675,935
BSEC Fees:		
Application Fee	Fixed	10,000
Consent Fee	@ 0.15% on the public offering amount	510,000
IPO Related Fees:		
Underwriting Commission	@ 0.50% on the underwritten amount	850,000
Bankers to the issue Commission	@ 0.10% on collected amount (Assuming 2 times oversubscribed)	680,000
CDBL Fees and Expenses:		
Security Fee	Fixed	300,000
Documentation Fee	As actual	2,500
Annual Fee	As actual	75,000
Initial Public Offering fee	0.00025 on total IPO	85,000
Connection Fee	As actual	6,000
Printing, Publication and Others:		
Publication of Abridged Version of Prospectus	(Estimated, to be paid at actual)	300,000
Printing of Prospectus	(Estimated, to be paid at actual)	400,000
Printing of Application Forms	(Estimated, to be paid at actual)	100,000
Fee for Conduction of Lottery	(Estimated, to be paid at actual)	200,000
Post Issue Expenses:		
Data Collection, Data Entry, Data Processing and other related job	(Estimated, to be paid at actual)	500,000
Printing of Allotment Letters and Refund Warrant		
Distribution of Allotment Letter and Refund Warrant (including courier)		
Total		**7,879,435**

NB: The cost of the above mentioned IPO expenses may vary and will be adjusted accordingly.

Revaluation of Company's Assets & Summary thereof

No revaluation has been made to the Company's assets and liabilities.

Transaction with Subsidiary / Holding Company or Associate Company

The Company has no subsidiary/holding company or associate company. Hence, no transaction has taken place.

Auditors certificate regarding allotment of shares to promoters or Sponsor Shareholders for consideration in cash/other than in cash

We certify that, based on our examination of share Register and its underlying documents, the paid up capital of FAMILYTEX (BD) LTD. as at December 31, 2012 stands at Tk. 1,050,623,000 consisting of 105,062,300 Ordinary Shares of Tk. 10 each as follows:

Authorized Capital 140,000,000 shares @ Tk. 10 each	1,400,000,000
Issued, Subscribed and Paid up Capital 10506230 Ordinary Shares @ Tk. 100 each in full in cash by the sponsors	
Cash Allotments	
At the time of incorporation	30,000,000
Issued as on December 30, 2004	7,500,000
Issued as on October 15, 2011	39,950,000
Issued as on November 05, 2011	48,000
Issued as on December 26, 2011	527,975,000
S/Total (A)	**605,473,000**
Allotments Other Than Cash	
2,250,000 ordinary shares @ Tk. 10 each issued against purchase of capital machinery from Institutional Textile Mills Ltd represented by Mr. Zubair Mohammad Gora and Mrs. Asma Bilal on December 30, 2004 in pursuant to a Vendors Agreement dated March 02, 2004	22,500,000
42,265,000 ordinary shares @ Tk. 10 each issued against purchase of capital machinery from Ms. Lianawarti Kuwidjo and Mr. Jun Kyung Won on December 26, 2011 in pursuant to a Vendors Agreement dated march 02, 2008, and BSEC Letter of Consent no. SEC/CI/CPLC(PVT)-371/2011/936 dated December 28, 2011	422,650,000
S/Total (B)	**445,150,000**
Grand Total C=(A+B)	**1,050,623,000**

Dated: Dhaka,
February 12, 2012

Sd/-
Shiraz Khan Basak & Co.
Chartered Accountants

Declaration regarding Suppression of Material Information

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

Sd/-

Mohammed Morshed
Managing Director

SECTION-VIII INFORMATION ABOUT DIRECTORS AND OFFICERS

Directors of the Company

Sl.	Name	Designation	Age	Educational Qualification	Experience	Becoming Director for the first time	Expiry of Current term
1.	Roksana Morshed	Chairman	37 Years	MBA	10 years	07-03-2011	15-10-2012
2.	Mohammed Morshed	Managing Director	44 Years	Bachelor of Commerce	20 years	07-03-2011	15-10-2015
3.	Meraj-E-Mostafa	Director	36 Years	MBA	09 years	07-03-2011	15-10-2012
4.	Tabassum Karim	Director	28 Years	MBA	05 years	07-03-2011	15-10-2012

Directors' involvement in other organization

Name	Designation	Directorship/Sponsorship/ Ownership
Roksana Morshed	Chairman	**Director** Sonar Cotton Ltd.
Mohammed Morshed	Managing Director	**Managing Director:** IFCO Garments & Textile Ltd. Sonar Cotton Ltd. Ozir Ali Textile Ltd. Wajib Traders
Meraj-E-Mostafa	Director	-
Tabassum Karim	Director	-

Family relationship among directors and top officials

No family relationship exists between the members of the Board of Directors and top Officers of the Company. The relationship among board of directors is given below:

Name of the Director	Position in the Company	Relationship
Roksana Morshed	Chairman	Wife of Mr. Mohammed Morshed
Mohammed Morshed	Managing Director	Husband of Mrs. Roksana Morshed
Meraj-E-Mostafa	Director	N/A
Tabassum Karim	Director	N/A

Short bio-data of the directors

Roksana Morshed
Chairman

Mrs. Roksana Morshed, aged 37, is the Chairman of the company. After completion of her HSC she has started business. She is the owner of Pushpa’s Collection. She is very much sincere in her work and gaining technical knowhow of readymade garments industries and modern method production technology. She is also engaged in various social activities of the country.

Mohammed Morshed
Managing Director

Mohammad Morshed aged 44, Managing Director of the Company born in well known business family in 1968 in Chittagong. After completing his Bachelor of Commerce from National University he engages himself in business. He became a successful business man in short time of his business career with his sincerity, honesty, conceptual and practical problem solving minded. He has started his carrier as an entrepreneur of C & A Fashion Ltd since 1992. He is also the Managing Director IFCO Garments & Textile Ltd, Shamroz Garments Ltd. SMOKY Mountains (IND) Ltd. M.J Properties ltd. Ozir Ali Textile Ltd. During his tenor of business career, he gained business knowledge in textiles and readymade garments industries.

Meraj-E-Mostafa
Director

Meraj-E-Mostafa, aged 36, the Director of the company is an MBA from United Kingdom. After completion of his education he joined in BSA Group (Pvt) Ltd as General Manager (Markeitng & Merchandising) and subsequently by dint of his performance and experience he became the key person of the company. Mr. Mostafa has visited many countries of the world in connection of business and has bagged to his credit a vast experience and knowledge in Modern Methods, Technology, Production and Marketing & Management techniques of readymade garments industries by attaching several courses/seminars and visiting similar industrial concerns of other Asian Countries. Having rich experience in various industrial/trading concerns Mr. Mostafa has acquired the required experience, fitness and administrative efficiency to run such a business unit. He is also the Director of SN Sportswear Ltd.

Tabassum Karim
Director

Ms. Tabassum Karim, aged 28, is the Director of the company. After completion of her BBA from the Premier University she has started business. She is very much sincere in her work and gaining technical knowhow of readymade garments industries and modern method of production technology. She is also engaged in various social activities of the countries.

Credit information Bureau (CIB) Status

Neither FAMILYTEX (BD) LTD. nor any of its Sponsors or Directors or Shareholders who hold 5% or more shares in paid-up capital of the issuer is loan defaulters in terms of the CIB report of the Bangladesh Bank.

Descriptions of Top Executives & Departmental Heads of the Company

Sl. No.	Name of the Officers	Designation	Age	Educational Qualification	Job Experience
01.	Mohammed Morshed	Managing Director	44 years	Bachelor of Commerce	20 years
02.	a) Md. Humayun Kabir , ACMA (recently resigned)	Director (Finance) & Company Secretary	48 years	M. Com. ACMA	18 Years
	b) Faisal Ahmed (recently joined)	Director Finance & Company Secretary	42 years	M. Com. ACMA	11 Years
03.	Mohammad Humayun Kabir	Director Marketing	44 years	M.Sc	28 Years
04.	Major (Retd) Syed Anwar Hossain	E.D (H.R & Administration)	61 years	M.Sc	28 Years
05.	Major (Retd.) Hafiz Uddin	E.D (Commercial)	59 years	MBA	27 Years

Involvement of Directors and officers in certain legal proceedings

No Director or officer of FAMILYTEX (BD) LTD. was involved in any of the following types of legal proceedings in the last 10 (ten) years:

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.

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

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.

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 in any type of business, securities or banking activities.

Certain Relationships and Related Transactions

The Company has neither entered into during the last 2 (two) years nor have any plan to enter into any transaction with the following parties:

1. Any executive director or executive officer of the company;
2. Any director or officer;
3. Any person owning 5% or more of the outstanding stock of the issuer;
4. Any members of the immediate family (including spouse, parents, brothers, sisters, children and in-laws) of any above persons;
5. Directors holding any position apart from the Company

The information is already included in directors' and officers' part of the prospectus.

Executive Compensation

a. Remuneration paid to top five salaried officers in the last accounting year:

Sl. no.	Name	Designation	Salary December 31 , 2011
01.	Mohammad Morshed	Managing Director	300,000
02.	a) MD. Humayun Kabir , ACMA (recently resigned)	Director Finance & Company Secretary	600,000
	b) Faisal Ahmed (recently joined)	Director Finance & Company Secretary	-
03.	Mohammad Humayun Kabir	Director Marketing	816,000
04.	Major (Retd.) Syed Anwar Hossain	E.D (H.R & Administration)	408,000
05.	Major (Retd.) Hafiz Uddin	E.D (Commercial)	408,000

b. Aggregate amount of remuneration paid to Directors & Employees (As per Audited A/C):

Sl. No.	Particulars	Remuneration & Salary	
		Year ended December 31, 2011	Year ended December 31, 2010
01.	**Directors' Fees & Remuneration**	300,000	150,000
02.	**Aggregate Salary and Welfare:**		
	Salary and welfare (Factory)	79,826,547	74,725,479
	Salary and welfare (Administration)	3,675,247	2,152,347
	Salary and welfare (Warehouse, Distribution and Selling)	978,065	1,125,806
	Total	**84,779,859**	**78,153,632**

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

d. The Company has no contract with any director/officer for providing the payment of future compensation.

e.The Company does not have any plan to substantially increase remuneration to Officers/Directors except normal & additional annual increments/awards of salaries/allowances in line with the performance achieved by individuals.

Options Granted to Directors, Officers and Employees

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

Transaction with the Directors and Subscribers to the Memorandum

a) The Directors of the Company have not received any benefits other.

b) No assets were acquired or are to be acquired from the directors and subscribers to the memorandum.

Tangible Assets per Share

Auditors' Certificate on Net Tangible Assets Value per Share

"We have examined the calculation of Net Tangible Asset per share of the Company as of December 31, 2011 which has been prepared by the management of Familytex (BD) Ltd. The preparation of the aforesaid calculation of Net Tangible Asset per share is the responsibility of the company's Management. Our responsibility is to review it and opinion as to whether it has been properly prepared using acceptable principles and on the basis of Audited Financial Statements for the year ended December 31, 2011."

Based on our review, we hereby certify that the Company has properly prepared the calculation of Net Tangible Asset per share using acceptable principles and on the basis of Audited Financial Statements for the year ended December 31, 2011, as below:

Particulars	Amount in BDT (31.12.2011)
Non-current Assets	965,592,646
Current Assets	814,722,413
Total Assets	**1,780,315,059**
Non-current Liabilities	255,265,987
Current Liabilities	282,997,882
Total Liabilities	**538,263,869**
Net Asset	**1,242,051,190**
No. of Shares	**105,062,300**
Net Tangible Assets Value per share of Tk. 10 each	**11.82**

Dated: Dhaka,
February 12, 2012

Sd/-
Shiraz Khan Basak & Co.
Chartered Accountants

Ownership of the Company's Securities

List of Shareholders of the Company on January 13, 2013 is as follows:

Sl.	Name of Directors	Position	Address	Shareholding	Amount	% of Total Share
1.	Mohammed Morshed	Managing Director	592/B, Mehedibag Road, Kotowali, Chittagong	23,819,000	238,190,000	22.671
2.	Roksana Morshed	Chairman	592/B, Mehedibag Road, Kotowali, Chittagong	4,000,000	40,000,000	3.807
3.	Meraj-E-Mostafa	Director	592/B, Mehedibag Road, Kotowali, Chittagong	10,000,000	100,000,000	9.518
4.	Tabassum Karim	Director	592/B, Mehedibag Road, Kotowali, Chittagong	4,000,000	40,000,000	3.807
5.	Lianawarti Kuwidjo	Shareholder	M.L. Tower, 1 East Rampura, Dhaka	1,000	10,000	.001
6.	Jun Kyung Won	Sponsor	339/24, Shimgok, 3 Dong Wonmi, Ku Bughun City, Kyung Kido, South Korea	20,975,000	209,750,000	19.964
7.	Emdad Hossain	Shareholder	706, Shohodbag, Motijheel, Dhaka	1,000,000	10,000,000	0.952
8.	Farzana Rahman	Shareholder	Green Delta Ins. Co. Ltd. 2, Dilkusha C/A, Hadi Mansion, Dhaka	2,000,000	20,000,000	1.904
9.	M/S Orion Capital Ltd.	Shareholder	Orion House, 153-154 Tejgaon I/A, Dhaka	6,750,000	67,500,000	6.425
10.	Mrs. Nurjahan (Rubi Begum)	Shareholder	G-25, Eastern Housing,North Banasree, Goran, Dhaka	200,000	2,000,000	0.190
11.	Shammi Akter (Shibli)	Shareholder	74/4, North Bashabo, Dhaka	800,000	8,000,000	0.761
12.	Naser Uddin	Shareholder	936, Khairul Manjil, West Mother Bari, Easin Ali Lane, Agrabad, Chittagong	250,000	2,500,000	0.238
13.	Sajedul Mabut Kabir	Shareholder	M. L. Tower, 1 East Rampura, Dhaka	2,000,000	20,000,000	1.904
14.	Mohidullah Kabir	Shareholder	M. L. Tower, 1 East Rampura, Dhaka	2,000,000	20,000,000	1.904
15.	Abul Khair Manik	Shareholder	GPL-41, Middle Badda, Dhaka	500,000	5,000,000	0.476
16.	Abdul Quyum Mamun	Shareholder	32/6, East Noyatola, Maghbazar, Dhaka	2,000,000	20,000,000	1.904
17.	Jaheda Khandokar	Shareholder	M. L. Tower, 1 East Rampura, Dhaka	500,000	5,000,000	0.476
18.	Hasina Begum	Shareholder	O. R. Nizam Road, Road-3, House-M-36, Chittagong	1,000,000	10,000,000	0.952
19.	Abid Mustafizur Rahman	Shareholder	22/A, Chamelibag, Shantinagar, Dhaka	2,000,000	20,000,000	1.904
20.	Rezaur Rahman Rajon	Shareholder	22/A, Chamelibag, Shantinagar, Dhaka	2,000,000	20,000,000	1.904
21.	Arif Billah	Shareholder	M. L. Tower, 1 East Rampura, Dhaka	1,000,000	10,000,000	0.952
22.	Abdul Mabut Masum	Shareholder	M. L. Tower, 1 East Rampura, Dhaka	1,000,000	10,000,000	0.952
23.	Faize Kader Sadman	Shareholder	22/A, Chamelibag, Shantinagar, Dhaka	3,367,300	33,673,000	3.205

24	Anower Zahid Bhuiyan	Shareholder	8/1, Segunbagicha, Flat-703, Dhaka	500,000	5,000,000	0.476
25.	Al-haj Abdul Kader Faruk	Shareholder	22/A, Chamelibag, Shantinagar, Dhaka	5,200,000	52,000,000	4.949
26	Mahammad Ashfaqul Alam	Shareholder	H-3, R-1, Block-E, Banasri Rampura, Dhaka	100,000	1,000,000	0.095
27	Abbas Ali Khan	Shareholder	Flat-4/A, Plot-71/1, R-11, Block-D, Niketon, Gulshan, Dhaka	150,000	1,500,000	0.143
28	Ms. Nazia Akter	Shareholder	36/1, Uttar Begun Bari, Dhaka-1208	250,000	2,500,000	0.238
29	Salman Obaidul Karim	Shareholder	H-12, R-18, Block-J, Banani, Dhaka	1,000,000	10,000,000	0.952
30	Samaresh Banik	Shareholder	154/1, Cresent Road, Dhanmondi, Dhaka	250,000	2,500,000	0.238
31	Mohammad Obaidul Karim	Shareholder	H-12, R-18, Block-J, Banani, Dhaka	2,000,000	20,000,000	1.904
32	Ferdous Jaman	Shareholder	Iqbal Road, Mohammadpur Dhaka-1207	250,000	2,500,000	0.238
33	M/s Orion Infusion Limited	Shareholder	Orion House, 153-154 Tejgaon I/A, Dhaka	1,000,000	10,000,000	0.952
34	M/s Orion Pharma Limited	Shareholder	Orion House, 153-154 Tejgaon I/A, Dhaka	2,000,000	20,000,000	1.904
35	Mrs. Arzuda Karim	Shareholder	H-12, R-18, Block-J, Banani, Dhaka	1,000,000	10,000,000	0.952
36	Md. Ataur Rahman Mondal	Shareholder	3/7, (Ka)6B, 5th Floor, ASA Niketon, Shamoli, Dhaka-11207	100,000	1,000,000	0.095
37	Md. Mahbubur Rahman	Shareholder	3/7, (Ka)6B, 5th Floor, ASA Niketon, Shamoli, Dhaka-11207	100,000	1,000,000	0.095
Total				**105,062,300**	**1,050,623,000**	**100**

Shareholders Shareholding of 5% or more

No officer/executive except the following holds 5% or above share of the Company individually or as a group:

Sl. No.	Name of Shareholder	Position	No. of Shareholding	Amount in BDT	% Of Shares
1.	Mohammad Morshed	Managing Director	238,190,000	238,190,000	22.671
2.	Meraj-E-Mostafa	Director	10,000,000	100,000,000	9.518
3.	Jun Kyung Won	Sponsor	20,975,000	209,750,000	19.964
4.	M/S Orion Capital Ltd.	Shareholder	6,750,000	67,500,000	6.425
Total			**275,915,000**	**615,440,000**	**58.578**

Determination of Offering Price

The company will issue 34,000,000 shares of BDT 10.00 each at par through IPO under fixed price method.

Sl. No.	Particulars	BDT
1.	Net Asset Value per share	11.82
2.	Earning based value per share	9.57

a. Net Asset Value per share

	Particulars	Amount in BDT (31.12.2011)
	Non-current Assets	965,592,646
	Current Assets	814,722,413
A.	**Total Assets**	**1,780,315,059**
	Non-current Liabilities	255,265,987
	Current Liabilities	282,997,882
B.	**Total Liabilities**	**538,263,869**
C.	**Net Asset Value (A-B)**	**1,242,051,190**
D.	**No. of Share**	**105,062,300**
E.	**Net assets value per share of Tk. 10 each (C/D)**	**11.82**

b. Earning based Value per share

Particulars	2007	2008	2009	2010	2011	Aggregated
Net Profit (BDT)	18,146,236	8,199,013	30,932,002	48,993,331	96,217,210	202,487,792
No. of Shares	6,000,000	6,000,000	6,000,000	6,000,000	105,062,300	129,062,300
Weight of Shares	0.046	0.046	0.046	0.046	0.814	1.00
Weighted Net Profit (BDT)	843,604	381,165	1,438,003	2,277,660	78,324,975	83,265,407
No. of Shares before IPO						**105,062,300**
EPS based on weighted average net profit (BDT)						**0.793**
DSE Market PE as on December, 2012						**12.07**
Price based on Earning based Value per Share (BDT)						**9.57**

Market for the Securities Being Offered

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

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

And

Chittagong Stock Exchange Limited (CSE)
CSE Building, 1080 Sk. Mujib Road,
Agrabad C/A, Chittagong

Declaration about Listing of Shares with the stock exchange(s)

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

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

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

Trading and Settlement regulation of the Stock exchanges shall apply in respect of trading and settlement of the shares of the company.

Description of Securities outstanding or being offered

a) Dividend, Voting and Preemption Rights

In case of any declaration of cash/stock dividend by the Company or distribution of any property of the Company, all the shareholders shall be entitled to it in proportion to their shareholdings on the date of the book closure or record date for the purpose. The Company will follow a dividend policy, which will allow it to provide a fair return on its shareholders' investment and simultaneously allow for building up of the retained earnings and reserves as a rule that would sustain growth of the Company. 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 Auditor(s) and other usual agenda of General Meeting – Ordinary or Extra ordinary. On a show of hand, every shareholder present in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present in person or by proxy shall have one vote for every share held by him or her. In case of any additional issue of shares for raising further capital the existing shareholders shall be entitled to Rights Issue of shares in terms of the guidelines issued by the Bangladesh Securities and Exchange Commission from time to time.

b) Conversion and Liquidation Rights

The Company in its General Meeting may convert paid-up shares to any denomination. No special preferences or privileges shall be attached to this conversion. If the company at any time issues Preference Shares or Debentures or Bonds with the consent of BSEC, such holders of securities shall be entitled to convert such securities into ordinary shares if it is so determined by the company. In case of winding- up or liquidation of the Company, all shareholders have the same privileges and advantages as ordinary shareholder as regards participation in profits and voting at meetings of the Company.

c) Right for Transfer

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

d) Dividend Policy

I. The profits 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 provision of the Articles of Association, shall be divisible among the members in proportion to the amount of capital paid -up on the shares held by them respectively.

II. No larger dividend shall be declared than is recommended by the directors, but the Company in its General meeting may declare a smaller dividend. If preference share dividend is not paid in one year, such unpaid dividend shall be carried forward to the next year or years; and become cumulative.

III. The declaration of directors as to the amount of net profit of the company shall be conclusive.

IV. No dividends shall be paid otherwise than out of the profits of the year or any other undistributed profits and general reserves. Dividend shall not carry interest as against the Company.

V. The Directors may from time to time pay off the members such interim dividend as appear to the Directors to be justified by the profits of the Company.

VI. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.

VII. There is no limitation on the payment of dividends to the common stockholders.

e) Other Rights of Shareholders

The shareholders shall have the right to receive all periodic reports and statements, audited as well as unaudited, published by the company from time to time. The directors shall present the financial statements as required under the law and International Accounting Standards and International Financial Reporting Standards as adopted by the Institute of Chartered Accountants of Bangladesh. Financial statements will be prepared in accordance with International Financial Reporting/Accounting Standards, consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and international Financial Reporting/Accounting Standard to the shareholders regarding the Financial and operational position of the company.

In case of any declaration of stock dividend through issue of Bonus Shares, all shareholders shall be entitled to it in proportion to their shareholdings on the date of book closure or record date for the purpose.

The shareholders holding not less than 10% of the issued/fully paid up capital of the Company shall have the right to make requisition of Extra-Ordinary General Meeting (EGM) of the Company as provided under Section 84 of the Companies Act, 1994.

Debt Securities

FBL has not issued or is planning to issue within six months any debt securities.

Underwriting of shares & Underwriters Obligation

As per Bangladesh Securities and Exchange Commission's guideline 50% of the **Public issue of 34,000,000 Ordinary shares at Tk. 10.00 each at par totaling Tk. 340,000,000** i.e., for **Tk. 170,000,000** will be underwritten at a rate of 0.50% (underwriting commission) by the following Underwriters for the IPO of FAMILYTEX (BD) LTD**.** No additional commission will be paid on the amount of shares required to be subscribed by the underwriter.

Sl. No.	Name of Underwriter	Number of Share	Amount in Tk.
1.	**Banco Finance And Investment Limited**	3,500,000	35,000,000
2.	**Prime Finance Capital Management Limited**	5,000,000	50,000,000
3.	**BMSL Investment Limited**	3,500,000	35,000,000
4.	**Sonali Investment Limited**	5,000,000	50,000,000
	Total	**17,000,000**	**170,000,000**

1. If and to the extent that the Shares offered to the public through a Prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the closing date, the Company shall within 10 (ten) days of the closure of subscription call upon the underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the Shares not so subscribed within the closing date and to pay for in cash in full, inclusive of any premium, if applicable, for such unsubscribed Shares within 15 (fifteen) days after being called upon to do so.
2. If payment is made by Cheque/Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards underwriting commitment under this agreement, until such time as the Cheque/Bank Draft has been en-cashed and the Company's account credited.
3. In any case within 7 (seven) days after expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriters, to the Commission.
4. In the case of failure by the underwriter to pay for the Shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any Issue, until such time as he fulfills his underwriting commitment under this Agreement and also other penalties as may be determined by the Commission.

Commission for the Underwriters

The company shall pay to the underwriter an underwriting commission at the rate of 0.50% of 50% of the IPO amount (i.e. Tk. 340,000,000.00) of the issue value of shares underwritten by them out of the Public Issue.

Relationship of Officers or Directors of the underwriters acting as director of the company

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

Lock-in Provision

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

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

The following table indicates the shareholders position. These shares will be locked in for three years or one year as the case may be from the date of issuance of prospectus.

Sl. No.	Name of the Shareholders	Status	Allotment within 2 yrs of Issuance of Prospectus	Total no. of shares	%	Date of Issuance of Prospectus	Lock in Period
1	Mohammad Morshed	Managing Director	23,819,000	23,819,000	22.671	07.02.2013	3 yrs from issue date of Prospectus
2	Meraj-E-Mostafa	Director	10,000,000	10,000,000	9.518	07.02.2013	3 yrs from issue date of Prospectus
3	Jun Kyung Won	Sponsor	20,975,000	20,975,000	19.964	07.02.2013	3 yrs from issue date of Prospectus
4	M/S Orion Capital Ltd.	Shareholder	6,750,000	6,750,000	6.425	07.02.2013	3 yrs from issue date of Prospectus
5	Roksana Morshed	Chairman	4,000,000	4,000,000	3.807	07.02.2013	3 yrs from issue date of Prospectus
6	Tabassum Karim	Director	4,000,000	4,000,000	3.807	07.02.2013	3 yrs from issue date of Prospectus
7	A-Haj Abdul Kader Faruk	Shareholder	5,200,000	5,200,000	4.949	07.02.2013	1 yr from issue date of Prospectus
8	Lianawarti Kuwidjo	Shareholder	1,000	1,000	.001	07.02.2013	1 yr from issue date of Prospectus
9	Emdad Hossain	Shareholder	1,000,000	1,000,000	0.952	07.02.2013	1 yr from issue date of Prospectus
10	Farzana Rahman	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus
11	Nurjahan(Rubi Begum)	Shareholder	200,000	200,000	0.19	07.02.2013	1 yr from issue date of Prospectus
12	Shammi Akter (Shibli)	Shareholder	800,000	800,000	0.761	07.02.2013	1 yr from issue date of Prospectus
13	Naser Uddin	Shareholder	250,000	250,000	0.238	07.02.2013	1 yr from issue date of Prospectus
14	Sajedul Mabut Kabir	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus
15	Mohibullah Kabir	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus

16	Abul Khair Manik	Shareholder	500,000	500,000	0.476	07.02.2013	1 yr from issue date of Prospectus
17	Abdul Quyum Mamun	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus
18	Jaheda Khandokar	Shareholder	500,000	500,000	0.476	07.02.2013	1 yr from issue date of Prospectus
19	Hasina Begum	Shareholder	1,000,000	1,000,000	0.952	07.02.2013	1 yr from issue date of Prospectus
20	Abid Mustafizur Rahman	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus
21	Rezaur Rahman Rajon	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus
22	Arif Billah	Shareholder	1,000,000	1,000,000	0.952	07.02.2013	1 yr from issue date of Prospectus
23	Abdul Mabut Masum	Shareholder	1,000,000	1,000,000	0.952	07.02.2013	1 yr from issue date of Prospectus
24	Faize Kader Sadman	Shareholder	3,367,300	3,367,300	3.205	07.02.2013	1 yr from issue date of Prospectus
25	Anower Zahid Bhuiyan	Shareholder	500,000	500,000	0.476	07.02.2013	1 yr from issue date of Prospectus
26	Mahammad Ashfaqul Alam	Shareholder	100,000	100,000	0.095	07.02.2013	1 yr from issue date of Prospectus
27	Abbas Ali Khan	Shareholder	150,000	150,000	0.143	07.02.2013	1 yr from issue date of Prospectus
28	Ms. Nazia Akter	Shareholder	250,000	250,000	0.238	07.02.2013	1 yr from issue date of Prospectus
29	Salman Obaidul Karim	Shareholder	1,000,000	1,000,000	0.952	07.02.2013	1 yr from issue date of Prospectus
30	Samaresh Banik	Shareholder	250,000	250,000	0.238	07.02.2013	1 yr from issue date of Prospectus
31	Mohammad Obaidul Karim	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus
32	Ferdous Jaman	Shareholder	250,000	250,000	0.238	07.02.2013	1 yr from issue date of Prospectus
33	M/s Orion Infusion Limited	Shareholder	1,000,000	1,000,000	0.952	07.02.2013	1 yr from issue date of Prospectus
34	M/s Orion Pharma Limited	Shareholder	2,000,000	2,000,000	1.904	07.02.2013	1 yr from issue date of Prospectus
35	Mrs. Arzuda Karim	Shareholder	1,000,000	1,000,000	0.952	07.02.2013	1 yr from issue date of Prospectus
36	Md. Ataur Rahman Mondal	Shareholder	100,000	100,000	.095	07.02.2013	1 yr from issue date of Prospectus
37	Md. Mahbubur Rahman	Shareholder	100,000	100,000	.095	07.02.2013	1 yr from issue date of Prospectus
Total			**105,062,300**	**105,062,300**	**100**		

N. B. There is no Shareholder who have subscribed to the shares of the Company before immediately preceding 2 years of according consent or Issuance of Prospectus.

Refund of Subscription Money

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

- Through banking channel for onward deposit of the refund money into the applicant's bank account as provided in the respective application form for subscription;

  or
- Through issuance of refund warrant in the name and address of the applicant as provided in the respective application form for subscription;

"Provided that, in case of deposit into the applicant's bank account, the applicant will bear the applicable service charge, if any, of the applicant's banker, and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.

Subscription by and Refund to Non-Resident Bangladeshi (NRB)

i) A Non-Resident Bangladeshi shall apply either directly by enclosing a foreign demand draft drawn on a bank payable at Dhaka, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking "Account Payee only".

ii) The value of securities applied for by such person may be paid in Taka or US dollar or UK pound sterling or EURO at the rate of exchange mentioned in the securities application form.

iii) Refund against oversubscription shall be made in the currency in which the value of securities was paid for by the applicant through Account Payee bank cheque payable at Dhaka with bank account number, Bank's name and Branch as indicated in the securities application form. If the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the Bankers to the Issue and other banks as mentioned, refund amount of those applicants will be directly credited into the respective bank accounts as mentioned in their IPO Application Forms.

Availability of Securities

(1) IPO will be for 30,000,000 shares of BDT 10/- each at an issue price of BDT 25/- each including a premium of BDT 15/- per share totaling BDT 750,000,000 and minimum market lot must not be for less than 300 Ordinary Shares and must be for a multiple of 300 Ordinary Shares. 20% of the total offering shall be reserved for affected small investors (ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী), 10% of the total offering shall be reserved for nonresident Bangladeshi (NRB), 10% for mutual funds and collective investment schemes registered with the Commission and remaining 60% shall be open for subscription by the general public. The position is thus as follows:

a)	20% of the Issue i.e. 6,800,000 ordinary Shares at an issue price of Tk. 10 at par shall be reserved for affected small investors (ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী).	68,000,000
b)	10% of the Issue i.e. 3,400,000 ordinary Shares at an issue price of Tk. 10 at par shall be reserved for Non-resident Bangladeshis.	34,000,000
c)	10% of the Issue i.e. 3,400,000 ordinary Shares at an issue price of Tk. 10 at par shall be reserved for Mutual Funds and collective investment schemes registered with the Commission.	34,000,000
d)	The remaining 60% i.e. 27,200,000 Ordinary Shares at an issue price of Tk.10 at par shall be open for subscription by the general public.	204,000,000
Total		**340,000,000**

(2) All securities as stated in sub-rule (1) shall be offered for subscription and subsequent allotment by the issuer, subject to any restriction which may be imposed, from time to time, by the Bangladesh Securities and Exchange Commission.

(3) In case of over-subscription under any of the categories mentioned in sub-rule (1), the Issue Manger shall conduct an open lottery of all the applications received under each category separately in accordance with the letter of consent issued by the Bangladesh Securities and Exchange Commission.

(4) In case of under-subscription under any of the 20% and 10% category as mentioned in sub-rule (1) a, b and c, the unsubscribed portion shall be added to the general public category, and, if after such addition there is oversubscription in the general public category the issuer and the Issue Manager (s) shall jointly conduct an open lottery of all the applicants added together.

(5) In case of under-subscription of the public offering, the unsubscribed portion of shares shall be taken up by the underwriter(s).

(6) The lottery as stated in sub-rule (3) and (4) shall be conducted in presence of representatives from the issuer, the stock exchanges, and the applicants, if there be any.

Allotment

The company shall issue share allotment letters to all successful applicants within 5 (five) weeks from the date of the subscription closing date. Within the same time, Refund to the unsuccessful applicants shall be made in the currency in which the value of securities was paid for by the applicants without any interest, through Account Payee Cheque/ refund warrants with bank account number, bank's name and Branch as indicated in the securities application forms payable at Dhaka/ Chittagong/ Khulna/ Rajshahi/ Barisal/ Sylhet/ Bogra, as the case may be. A compliance report in this regard shall be submitted to the Commission within 7(seven) weeks from the date of closure of subscription.

Application for Subscription

01. Application for shares may be made for a minimum lot of **500** ordinary shares to the value of **Tk. 5,000/-** and should be made on the Company's Printed Application forms. Application forms and the Prospectus May be obtained from the Registered Office of the Company, members of the Dhaka Stock Exchange Ltd., Chittagong Stock Exchange Ltd. or from the Bankers to the Issue. In case adequate forms are not available, applicants May use photocopied/cyclostyled/ handwritten/ typed copies of the forms. Application must not be for less than **500** shares. Any application not meeting the criterion will not be considered for allotment purpose.

02. Joint application form for more than two persons will not be accepted. In the case of a joint application each party must sign the application form.

03. Application must be in full name of individuals or limited companies or trusts or societies and not in the name of firms, minors or persons of unsound mind. Applications from insurance, financial and market intermediary companies and Limited Companies must be accompanied by Memorandum and Articles of Association.

04. An applicant can NOT submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% of application money will be forfeited by the Bangladesh Securities and Exchange Commission and balance amount will be refunded to the applicant.

05. The applicant shall provide with the same bank account number in the application form as it is in the BO account of the application.

06. The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission will forfeit 15% (fifteen) of their subscription money too.

07. An IPO applicant shall ensure his/her BO account remains operational till the process of IPO (including securities allotment or refund of IPO application) is completed. If any BO account mentioned in the IPO application is found closed, the allotted security may be forfeited by BSEC.

08. Bangladeshi nationals (including non-resident Bangladeshis residing/working aboard) and Foreign nationals shall be entitled to apply for shares.

09. Payment for subscription by investor other than Non-Resident Bangladeshi may be made to the said branches/office of the bank mentioned below in cash /cheque/pay order /Bank Draft. The Cheque or Pay order or Bank Draft shall be made payable to the bank to which it is sent and be marked "**FAMILYTEX (BD) LTD.**" and shall bear the crossing **"Account Payee only**" and must be drawn on a Bank the same town of the bank to which application from is deposited.

10. All completed Application forms, together with remittance for the full amount payable on Application, shall be lodged by investors other than Non-Resident Bangladeshis with any of the branches of the Bankers to the Issue.

11. A Non-Resident Bangladeshi (NRB) shall apply against the IPO either directly by enclosing a foreign demand draft drawn on a Bank payable at Dhaka, or through a nominee (including a bank or a company) by paying out of foreign currency deposit account maintained in Bangladesh, for the value of Securities applied for. The value of Securities applied for maybe paid in Taka, US Dollar or UK Pound Sterling at the rate of exchange mentioned in the Share Application Form. Refund against over subscription of Shares shall be made in the currency in which the value of Shares applied for was paid by the applicant. Share Application Form against the quota for NRB shall be sent by the applicant directly along with a draft or cheque to the Company at its Registered Office. Copies of Application Form and Prospectus shall be available with Bangladesh Embassy/High Commission in USA, UK, Saudi Arabia, UAE, Qatar, Kuwait, Oman, Bahrain, Malaysia and South Korea and web site of the company, Issue Manager, DSE, CSE and the BSEC.

12. The IPO subscription money collected from investors (other than Non-Resident Bangladeshis) by the Bankers to the Issue will be remitted to the Company's **Interest Bearing Account No. 1505202329349001** with **BRAC Bank Limited**, Head Office: 1 Gulshan Avenue, Gulshan-1, Dhaka-1212, for the purpose.

13. The subscription money collected from Non-Resident Bangladeshis in US Dollar or UK Pound Sterling shall be deposited to " FC Account(s) open by the company for IPO as follows:

Sl. No.	Name of the Accounts	Accounts No.	Bank and Branch
1.	FC A/C USD	**1505202329349002**	**BRAC Bank Limited** H/O: 1, Gulshan Avenue, Gulshan-1, Dhaka-1212
2.	FC A/C GBP	**1505202329349003**	
3.	FC A/C EURO	**1505202329349004**	

The company shall close these accounts after refund of over subscription, if any.

14. In the case of over-subscription of securities to the NRB applicants, refund shall be made by **Familytex (BD) Ltd.** out of the "FC Accounts for IPO NRB Subscription". The company shall close these aforesaid FC Accounts after refund of oversubscription, if any.

APPLICATIONS NOT IN CONFORMITY WITH THE ABOVE REQUIREMENTS AND THE INSTRUCTIONS PRINTED ON THE APPLICATION FORM ARE LIABLE TO BE REJECTED.

Trading and Settlement

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

***The issue shall be in "N"* Category with DSE and CSE**

BANKERS TO THE ISSUE

National Bank Limited

Asadgate Br., Dhaka	Rifles Square Br., Dhaka	Moulvibazar Br., Moulvibazar
Babubazar Br., Dhaka	Rokeya Sarani Br., Dhaka	Sylhet Br., Sylhet
Banani Branch., Dhaka	Uttara Br., Dhaka	Zindabazar Br., Sylhet
Bangsal Road Br., Dhaka	Z. H. Sikder M.C. Br., Dhaka	Beani Bazar Br., Sylhet
Dhanmondi Br., Dhaka	Agrabad Br., Chittagong	Kadamtali Br., Sylhet
Dilkusha Br., Dhaka	Anderkilla Br., Chittagong	Mymenshing Br., Mymenshingh
Elephant Road Br., Dhaka	CDA Avenue Br., Chittagong	Narayanganj Br., Narayanganj
Foreign Ex. Br., Dhaka	Chwak Bazar Br., Chittagong	Narshingdi Br., Narshingdi
Gulshan Br., Dhaka	Halishahar Br., Chittagong	Netaigonj Br., Netaigonj
Imamgonj Br., Dhaka	Jubilee Road Br., Chittagong	Pagla Bazar Br., Pagla Bazar
Islampur Br., Dhaka	Khatungonj Br., Chittagong	Rajshahi Br., Rajshahi
Jatrabari Br., Dhaka	Muradpur Br., Chittagong	Godagari Br., Rajshahi
Lake Circus Br., Dhaka	Pahartoli Br., Chittagong	ChandpurNatunBazarBr.,Chandpur
Malibagh Br., Dhaka	S.K. Mujib Road Br.,Chittagong	Sunamganj Br, Sunamganj
Mirpur Br., Dhaka	Mirarssari Br.,Chittagong	Tangail Br., Tangail
Mohakhali Br., Dhaka	Bhatiary Br.,Chittagong	Madhurpur Br., Tangail
Mohammadpur Br., Dhaka	Chaktai Br.,Chittagong	Tongi Br., Tongi
Motijheel Br., Dhaka	Patiya Br., Chittagong	Barisal Br., Barisal
Kawran Bazar Br., Dhaka	Chowmohoni Br., Noakhali	Bogra Br., Bogra
Savar Bazar Br., Dhaka	Comilla Br., Comilla	Gazipur Br., Gazipur
New Eskaton Br., Dhaka	Feni Br., Feni	Jessore Br. Jessore
North brook Hall Br., Dhaka	Pabna Br., Pabna	Khulna Br., Khulna
Pragati Sarani Br., Dhaka	Faridpur Br., Faridpur	KDA Br., Khulna

BRAC Bank Limited

Asda Gate Branch, Dhaka	Gulshan Branch, Dhaka	Bogra Branch,Bogra
Banani Branch, Dhaka	Manda Branch, Dhaka	Rajshahi Branch, Rajshahi
Bashundhara Branch, Dhaka	Mirpur Branch, Dhaka	Jessore Branch, Jessore
Donia Branch, Dhaka	Narayangong Branch, Dhaka	Khulna Branch, Khulna
Eskaton Branch, Dhaka	Nawabpur Branch, Dhaka	Barisal Branch, Barisal
Graphics Building Br., Dhaka	Rampura Branch, Dhaka	Zindabazar Branch, Sylhet
Shyamoli Branch, Dhaka	Uttara Branch, Dhaka	Agrabad Br., Chittagong

Investment Corporation of Bangladesh (ICB)

Head Office Br., Dhaka	Rajshahi Branch	Sylhet Branch
Local Office Br., Dhaka	Khulna Branch	Bogra Branch
Chittagong Branch	Barisal Branch	

The City Bank Limited		
BB Avenue Branch, Dhaka	Pragati Sarani Branch, Dhaka	Narsingdi Branch, Narsingdi
Principal Office Branch, Dhaka	Zinzira Branch, Dhaka	Zinda Bazar Branch, Sylhet
Dhanmondi Branch, Dhaka	Bangabandhu Rd. Br., Narayanganj	Bandar Bazar Branch, Sylhet
Shaymoli Branch, Dhaka	Tongi Branch, Gazipur	Anborkhana Branch, Sylhet
Imamgonj Branch, Dhaka	Agrabad Branch, Chittagong	Moulvi Bazar Branch, Sylhet
Johnson Road Branch, Dhaka	Jubilee Road Branch, Chittagong	Rajshahi Branch, Rajshahi
Kawranbazar Branch, Dhaka	Khatunganj Branch, Chittagong	Bogra Branch, Bogura
New Market Branch, Dhaka	Andarkilla Branch, Chittagong	Rangpur Branch, Rangpur
VIP Road Branch, Dhaka	Cox's Bazar Branch, Chittagong	Sirajgonj Branch, Sirajganj
Islampur Branch, Dhaka	Chawkbazar Branch, Chittagong	Khulna Branch, Khulna
Nawabpur Branch, Dhaka	Pahartoli Branch, Chittagong	Jessore Branch, Jessore
Nawabganj Branch, Dhaka	Comilla Branch, Chittagong	Barisal Branch, Barisal

Southeast Bank Limited		
Principal Br., Dhaka	Kotwali Br., Dhaka	Chhagalnaiya Br., Feni
Corporate Br., Dhaka	Islampur Br., Dhaka	Feni Br., Feni
Imamgonj Br., Dhaka	Motijheel Br., Dhaka	Rangpur Br., Rangpur
Dhanmondi Br., Dhaka	Madam Bibir Hat Br., Chittagong	Bogra Br., Bogra
Uttara Br., Dhaka	Agrabad Br., Chittagong	Khulna Br., Khulna
New Elephant Road Br., Dhaka	Khatungonj Br., Chittagong	Barisal Br., Barisal
Gulshan Br., Dhaka	Jubilee Road Br., Chittagong	Naogaon Br., Naogaon
Kakrail Br., Dhaka	Halishahar Br., Chittagong	Rajshahi Br., Rajshahi
Banani Br., Dhaka	Pahartali Br., Chittagong	Comilla Br., Comilla
Bangshal Br., Dhaka	CDA Avenue Branch, Chittagong	Madhabdi Br., Narshingdi
New Eskaton Br., Dhaka	Momin Road Br., Chittagong	Narayangonj Br., Narayangonj
Pragoti Sarani Br., Dhaka	Hetimgonj Br., Sylhet	Munshigonj Br., Munshigonj
Agargaon Br., Dhaka	Chouhatta Br., Sylhet	Jessore SME Br., Jessore
Satmosjid Road Br., Dhaka	Laldighirpaar Br., Sylhet	Dhania Br., (Rural)
Shyamoli Br., Dhaka	Shahjalal Uposhahar Br., Sylhet	Satkhira SME Br.
Aganagar Br., Dhaka	Pathantula Br., Sylhet	Narsingdi SME Br.
Kawran Bazar Br., Dhaka	Bandar Bazar Br., Sylhet	Tangail SME Br.
Rokeya Sarani Br., Dhaka	Moulovibazar Br., Moulovibazar	Chapainawabgonj Br.
Savar Branch, Dhaka	Konabari Br., Gazipur	Dinajpur Br.
Mouchak Br., Dhaka	Tongi Br., Gazipur	Hemayetpur Br. (Rural)
Ashulia Br., Dhaka	Bashurhat Br., Noakhali	Joydebpur Br. (Rural)
Bashundhara Br., Dhaka	Chowmuhuni Br., Noakhali	Cox,s Bazar Branch, Cox,s Bazar
Mohammadpur Br., Dhaka		

Mutual Trust Bank Limited		
Babu Bazar Br., Dhaka	Principal Br., Dhaka	Khatungonj Br., Chittagong
Banani Br., Dhaka	Progoti Sarani Br., Dhaka	Feni Br., Feni
Dhanmondi Br., Dhaka	Savar Br., Dhaka	Rajshahi Br., Rajshahi
Dholaikhal Br., Dhaka	Shanir Akhra Br., Dhaka	Rangpur Br., Rangpur
Dilkusha Br., Dhaka	Uttara Model Town Br., Dhaka	Bogra Br., Bogra
Elephant Rd. Br., Dhaka	Tongi Br., Gazipur	Pabna Br., Pabna
Fulbaria Br., Dhaka	Narayangonj Br., Narayangonj	Kushtia Br., Kushtia
Gulshan Br., Dhaka	Sonargaon Br., Narayangonj	Sylhet Br., Sylhet
Mohammadpur Br., Dhaka	Agrabad Br., Chittagong	Moulovi Bazar Br., Sylhet
MTB Corp. Center Br., Dhaka	Alankar Mour Br., Chittagong	Gournadi Br., Barisal
Pallabi Br., Dhaka	CDA Avenue Br., Chittagong	Jessore Br., Jessore
Panthapath Br., Dhaka	Jubilee Road Br., Chittagong	Habigonj Br., Habigonj

Mercantile Bank Limited		
Main Br., Dhaka	Green Road Br., Dhaka	Moulovi Bazar Br., Moulovi Bazar
Dhanmondi Br., Dhaka	Engineer’s Institution Br., Dhaka	Rajshahi Br., Rajshahi
Kawran Bazar Br. Dhaka	Mazar Road Br., Dhaka	Board Bazar Br., Gazipur
Banani Br. Dhaka	Progati Sarani Br., Dhaka	Khulna Br., Khulna
Naya Bazar Br., Dhaka	Agrabad Br., Chittagong	Rangpur Br., Rangpur
Mohakhali Br., Dhaka	O.R. Nizam Rd. Br., Chittagong	Bogra Br., Bogra
Mirpur Br., Dhaka	Khatungonj Br., Chittagong	Feni Br., Feni
Uttara Br., Dhaka	Jubilee Rd. Br., Chittagong	Barisal Br., Barisal
Elephant Road Br. Dhaka	Madam Bibir Hat Br., Chittagong	Comilla Br., Comilla
Motijheel Br. Dhaka	Chittagong EPZ Br., Chittagong	Dinajpur Br., Dinajpur
Sat Mashjid Road Br., Dhaka	SK Mujib Rd. Br., Chittagong	Jessore Br., Jessore
Gulshan Br., Dhaka	Naogaon Br., Naogaon	Narayangonj Br., Narayangonj
Bijoy Nagar Br., Dhaka	Sylhet Br., Sylhet	
Mogbazar Br., Dhaka	Beanibazar Br., Sylhet	

SECTION-XII MATERIAL CONTRACTS AND OTHERS

Material Contracts

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

a) Underwriting Agreement between the Company and the Underwriters.

a) Issue Management Agreement between the Company and the Issue Manager, Banco Finance And Investment Limited

c) Contract between the company and the Central Depository Bangladesh Ltd. (CDBL).

Copies of the aforementioned contracts and documents and a copy of Memorandum and Articles of Association of the Company and the Consent Order from the Bangladesh Securities and Exchange Commission may be inspected on any working day during office hours at the Company’s Registered Office.

Manager to the Issue

Banco Finance and Investment Limited, Baitul View Tower (11^{th} Floor), 56/1 Purana Palatan, Dhaka -1000 is acting as the Manager to the Issue. The Issue Manager Banco Finance and Investment Limited will get Tk. 2,000,000.00 as Issue Management Fee.

Commission to the Banker to the Issue

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

Registered and Corporate Office	**FAMILYTEX (BD) LTD.** Plot# 47-48, Road# 05, Sector#04 Chittagong Export Processing Zone, Chittagong **And** M. L. Tower (5th floor), 1 East Rampura D.I.T Road, Dhaka-1219
Manager to the Issue	**BANCO FINANCE AND INVESTMENT LIMITED** Baitul View Tower (11th Floor), 56/1 Purana Palatan, Dhaka-1000
Auditor	**Shiraz Khan Basak & Co.** Chartered Accountants R.K. Tower, 86, Bir Uttam C.R. Datta Road, (312, Sonargaon Road) Level-10, Hatirpool, Dhaka-1205
Banker	Social Islami Bank Limited
Company's Compliance Officer	**Faisal Ahmed** Director Finance & Company Secretary
Compliance Officer of Issue Manager	**Tahid A. Chowdhury, ACCA** Deputy Managing Director

All investors are hereby informed by the Company that it has appointed a Compliance Officer who may be contacted in case of any Pre-Issue / Post Issue related problems such as, non-receipt of letters of allotment /Share Certificates/Refund warrants/Cancelled Stock Investors, etc.

Siraz Khan Basak & Co.

Chartered Accountants
R.K.Tower, 86, Bir Uttam C.R. Datta Road,
(312, Sonaargaon Road), Level -10,
Hatirpool, Dhaka-1205

AUDITORS' REPORT
TO
The Shareholders of Familytex (BD) Limited

We have audited the accompanying balance sheet of the **Familytex (BD) Limited** as at 30 December, 2011 and the related profit and loss account, cash flow statement, statement of changes in equity and the notes to the financial statements for the year then ended. The preparation of these financial statements is the responsibility of the company's management. Our responsibility is to express an independent opinion on these financial statements based on our audit.

Scope:

We conducted our audit in accordance with Bangladesh Standards on Auditing (BSA). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

Opinion:

In our opinion, the financial statements prepared in accordance with Bangladesh Accounting Standards (BAS), give a true and fair view of the state of the Company's affairs as at 31 December 2011 and of the results of its operations and its cash flows for the year then ended and comply with the applicable sections of the Companies Act, 1994, the Bangladesh Securities and Exchange Rules, 1987 and other applicable laws and regulations.

We also report that:

a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;

b. in our opinion, proper books of account as required by the law have been kept by the Company so far as it appeared from our examination of those books and proper returns adequate for the purpose of our audit have been received from branches not visited by us;

c. the Company's balance sheet and profit and loss account dealt with by the report are in agreement with the books of account and returns;

d. the expenditures were incurred for the purpose of the Company's business;

Sd/-
Shiraz Khan Basak & Co.
Chartered Accountants

Dated : Dhaka
February 12, 2012

FAMILYTEX (BD) LIMITED
BALANCE SHEET
AS AT DECEMBER 31, 2011

Particulars	Notes	Amount in Taka 31-12-2011	Amount in Taka 31-12-2010
ASSETS			
Non Current Assets			
Property, Plant & Equipment	Annexure-A	962,763,048	1,034,539,388
Security Deposit	3	2,829,598	2,829,598
Total Non-Current Assets		**965,592,646**	**1,037,368,986**
Current Assets:			
Inventories	4	434,708,022	444,151,223
Trade and other receivables	5	367,791,266	230,250,314
Advance ,Deposits and Prepayments	6	2,570,138	14,184,280
Cash and bank balances	7	9,652,987	6,598,803
Total Current Asset		**814,722,413**	**695,184,620**
Total Assets		**1,780,315,059**	**1,732,553,606**
EQUITY AND LIABILITIES			
Capital and Reserves			
Share Capital	8	1,050,623,000	60,000,000
Share money deposit	9	-	950,625,000
Retaining Earnings	10	191,428,190	95,210,980
		1,242,051,190	**1,105,835,980**
Non-Current Liabilities			
Long Term Borrowings	11	255,265,987	251,849,189
Total Non-Current Liabilities		**255,265,987**	**251,849,189**
Current Liabilities			
Trade and other payables	12	84,198,571	148,596,564
Current portion of Long Term Loan	13	138,000,000	138,000,000
Short Term Borrowings	14	49,344,077	78,977,600
Provision for expenses	15	11,455,234	9,294,273
Total Current Liabilities		**282,997,882**	**374,868,437**
Total Liabilities		**538,263,869**	**626,717,626**
Total Equity and Liabilities		**1,780,315,059**	**1,732,553,606**
Net Asset Value (NAV) per share		**11.82**	**25.87**

The annexed notes form an integral part of these financial statements.

Sd/-
Chairman
FAMILYTEX (BD) LIMITED

Sd/-
Managing Director
FAMILYTEX (BD) LIMITED

Sd/-
Director Finance & Company Secretary
FAMILYTEX (BD) LIMITED

Sd/-
(Siraz Khan Basak & Co.)
CHARTERED ACCOUNTANTS

Dated: Dhaka ,February 12, 2012

FAMILYTEX (BD) LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED DECEMBER 31, 2011

Particulars	Notes	Amount in Taka 31-12-2011	Amount in Taka 31-12-2010
Sales		1,006,879,167	934,751,217
Less: Cost of goods sold	16	808,687,093	791,366,281
Gross Profit		**198,192,074**	**143,384,936**
Less: operating expenses	17	24,354,621	22,011,276
Operating Income		**173,837,453**	**121,373,660**
Less: Other operating Expeses		**205,982**	**161,455**
Welfare Expenses		205,982	161,455
Net operating Income		**173,631,471**	**121,212,205**
Financial expenses	18	78,259,051	73,442,699
Net operating Profit		**95,372,420**	**47,769,506**
Add: Other non-operation income	19	844,790	1,223,825
Net profit before tax		**96,217,210**	**48,993,331**
Provision for taxation		-	-
Net Profit after tax		**96,217,210**	**48,993,331**
Earning Per Share(EPS) based on weigheted average number of ordinary shares	20	**11.45**	**8.17**
Earning Per Share(EPS) based on outstanding number of ordinary shares		**0.92**	**8.17**

The annexed notes form an integral part of these financial statements.

Sd/-	Sd/-	Sd/-
Chairman	Managing Director	Director Finance & Company Secretary
FAMILYTEX (BD) LIMITED	FAMILYTEX (BD) LIMITED	FAMILYTEX (BD) LIMITED

Sd/-
(Siraz Khan Basak & Co.)
CHARTERED ACCOUNTANTS

Dated: Chittagong ,February 12, 2012

FAMILYTEX (BD) LIMITED
CASH FLOW STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2011

Particulars	**Amount in Taka 31-12-2011**	**Amount in Taka 31-12-2010**
A .Cash Flow From Operating Activities:		
Collection from Turnover	869,338,215	889,410,391
Collection from other non-operating income	844,790	1,223,825
Payment for Cost of Expenses	(778,580,167)	(885,551,597)
Paid for operating Expenses	(21,301,584)	(30,425,704)
Expenses paid for other operating activities	(205,982)	(161,455)
Payment for financial Expenses	(78,259,051)	(73,146,129)
Net cash flow from Operating activities	**(8,163,779)**	**(98,650,669)**
B. Cash Flow From Investing Activities:		
Purchase of Fixed Assets	(2,563,312)	(47,185,924)
Net cash flow from Investing activities	**(2,563,312)**	**(47,185,924)**
C. Cash Flow From Financing Activities:		
Increase/ Decrease in Short term loan from bank	(29,633,523)	39,656,844
Decrease in Long term loan from bank	3,416,798	(42,749,567)
Increase in Capital	39,998,000	
Increase in Share money deposit	-	153,800,000
Net Cash flow from financing activities	**13,781,275**	**150,707,277**
D.Increase/(Decrease) cash and cash equivalents (A+B+	3,054,184	4,870,684
E.Opening cash and cash equivalents	6,598,803	1,728,119
F.Closing cash and cash equivalents (E + D)	**9,652,987**	**6,598,803**
Net Operating Cash Flow Per Share(NOCFPS)	**(0.97)**	**(16.44)**

Sd/-	Sd/-	Sd/-
Chairman	Managing Director	Director Finance & Company Secretary
FAMILYTEX (BD) LIMITED	FAMILYTEX (BD) LIMITED	FAMILYTEX (BD) LIMITED

Sd/-
(Siraz Khan Basak & Co.)
CHARTERED ACCOUNTANTS

Dated: Chittagong ,February 12, 2012

FAMILYTEX (BD) LIMITED
CHANGES IN EQUITY STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2011

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at January 01, 2011	60,000,000	95,210,980	**155,210,980**
Addition during the year	990,623,000	-	**990,623,000**
Net Profit during the year	-	96,217,210	**96,217,210**
Total	**1,050,623,000**	**191,428,190**	**1,242,051,190**

FAMILYTEX (BD) LIMITED
CHANGES IN EQUITY STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2010

Particulars	Ordinary Share Capital	Retained Earnings	Total
As at January 01, 2010	60,000,000	46,217,649	**106,217,649**
Net Profit during the year	-	48,993,331	**48,993,331**
Total	**60,000,000**	**95,210,980**	**155,210,980**

Sd/-
Chairman
FAMILYTEX (BD) LIMITED

Sd/-
Managing Director
FAMILYTEX (BD) LIMITED

Sd/-
Director Finance & Company Secretary
FAMILYTEX (BD) LIMITED

Sd/-
(Shiraz Khan Basak & Co.)
CHARTERED ACCOUNTANTS

Dated: Dhaka ,February 12, 2012

FAMILYTEX (BD) LIMITED
SCHEDULE OF FIXED ASSETS
AS AT DECEMBER 31, 2011

Annexure-A

Particulars	Cost			Rate of Dep. / Amortization (%)	Depreciation			Written Down Value as at 31-12-2011
	Balance as on 1st January 2011	Addition during the Year	Balance as on 31st December 2011		Balance as on 1st January 2011	Charge during the Year	Balance as on 31st December 2011	
Leasehold Land Development	59,292,978	-	59,292,978	3.33%	7,190,078	1,735,027	8,925,105	50,367,874
Building	367,634,317	1,287,562	368,921,879	2.50%	23,361,426	8,622,917	31,984,343	336,937,536
Plant & Machinery	733,681,120	-	733,681,120	10.00%	169,195,955	56,448,517	225,644,472	508,036,649
Electrical Equipment	32,206,512	-	32,206,512	10.00%	4,031,522	2,817,499	6,849,021	25,357,491
Electrical Installation	18,038,361	-	18,038,361	10.00%	3,650,173	1,438,819	5,088,992	12,949,369
Furniture & Fixture	11,113,685	425,750	11,539,435	10.00%	2,891,173	843,539	3,734,712	7,804,723
Time Keeper Machine	140,000	-	140,000	20.00%	44,333	19,133	63,466	76,534
Water Pump	8,583,420	-	8,583,420	10.00%	920,250	766,317	1,686,567	6,896,853
Office Equipment	7,080,930	-	7,080,930	10.00%	1,586,275	549,465	2,135,741	4,945,189
Computer	1,227,847	-	1,227,847	20.00%	330,893	179,391	510,284	717,563
Cookeries	30,261	-	30,261	20.00%	7,275	4,597	11,872	18,389
Transformer	4,647,549	-	4,647,549	10.00%	775,173	387,238	1,162,411	3,485,138
Motor Car	3,001,574	850,000	3,851,574	10.00%	978,001	244,857	1,222,858	2,628,716
Fire Extingusher	2,350,530	-	2,350,530	10.00%	625,370	172,516	797,886	1,552,644
Air Condition	1,156,000	-	1,156,000	10.00%	57,800	109,820	167,620	988,380
Total	**1,250,185,084**	**2,563,312**	**1,252,748,396**		**215,645,697**	**74,339,651**	**289,985,348**	**962,763,048**

Allocation of depreciation

Manufacturing Expenses	98.80%	73,447,575
Administrative Expenses	0.84%	624,453
Selling & Distribution Expenses	0.36%	267,623
	100%	**74,339,651**

Leasehold Land Development represents the cost incurred to develop land after taken-over from BEPZA. Soil filling, internal road and boundary wall are the components of this amount. Total area of the factory is 43,065 Sq. ft as per lease agreement and the lease term is for 30 years. Accordingly the Leasehold Land Development cost is being amortized over a period of 30 years on Straight Line Method w.e.f 01-07-2004.

Depreciation has been charged on acquisition of Fixed assets during the half year irrespective of the date of acquisition.

FAMILYTEX(BD) LIMITED.
Notes to the Financial Statements
For the year ended December 31, 2011

1.00 The Company and its operations

1.01 Legal form of the Company

The Company was incorporated in Bangladesh as Private Limited Company on July 27, 2003 as Company limited by Shares under the Companies Act 1994. The principal activities of the Company are manufacturing and exporting of Fashion Apparel as judged by international norms of Professionalism, Quality and Systems. The commercial production of the factory commenced on August 01, 2006. In due course the Company was converted into Public Limited Company along with the subdivision of face value of shares from Tk. 100 to Tk. 10 each and enhancement of Authorized Capital from Tk. 100,000,000 to Tk. 1,400,000,000 dated 06.12.2011.

1.02 Address of the Registered Office

The registered office of the company is located at M.L Tower (5^{th} Floor) , 1 East Rampura, DIT Road , Dhaka-1219.

1.03 Nature of Business activities

The principal activities of the Company shall be to carry on the business of Composite Knit Oven Textile & Garments Industry to produce Oven Fabrics and making of Clothing item for Men, Women & Kids and export thereof.

1.04 Capital Structure of the Company:

Mr. Jun Kyung Won (Korea National) & Ms Lianawarti Kuwidjo (Indonesia National) owns 40.33 % of the fully paid up ordinary shares of Familytex (BD) Limited as detailed at note # 8.02

1.05 Production Unit

Production unit of the company is situated at plot # 47-48, Road# 05 , Sector # 04 on Chittagong Export Processing Zone in Bangladesh. and its status is category 'B'.

2.00 Summary of significant accounting as per rules

2.01 Basis of preparation and presentation of the financial statements

The financial statements have been prepared and the disclosures of information made in accordance with the requirements of the Companies Act 1994, the Securities and Exchange Rules 1987 as applicable, and BAS's adopted by the Institute of Chartered Accountants of Bangladesh (ICAB), & Bangladesh Financial Reporting Standard (BFRS) as long as applicable for the company. The balance sheet and profit and loss account have been prepared According to BAS 1 Presentation of Financial Statements based on accrual basis of Accounting following going concern assumption under Generally Accepted Accounting Principles and practices in Bangladesh and cash flow statement according to BAS 7.

2.02 Accounting convention and assumption

The financial statements are prepared under the historical cost convention.

2.03 Principal accounting policies

The specific accounting policies have been selected and applied by the company's management for significant transactions and events that have a material effect within the Framework for the preparation and presentation of financial Statements. Financial Statements have been prepared and presented in compliance with applicable BAS.

Previous year's figures were re-arranged for companies, there were no significant changes in the accounting policies and valuation policies affecting the financial position and performance of the Company. However, changes made to the presentation are explained in the note for each respective item.

Accounting and valuation methods are disclosed for reasons of clarity. The company classified the expenses using the function of expenses method as per BAS 1.

2.04 Application Accounting Standards of the company

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

BAS	1	Presentation of Financial Statements
BAS	2	Inventories
BAS	7	Cash Flow Statements
BAS	8	Accounting policies, Changes in Accounting Estimates and Errors
BAS	10	Events after the Balance sheet Date
BAS	16	Properties, Plant and Equipment
BAS	17	Leases
BAS	18	Revenue
BAS	19	Employee Benefits
BAS	21	The effects of Changes in Foreign Exchange Rates
BAS	22	Business Combination
BAS	23	Borrowing Costs
BAS	24	Related Party Disclosures
BAS	26	Accounting and reporting by retirement benefit plans
BAS	27	Consolidated Financial Statements and accounting for Investment in Subsidiary
BAS	33	Earnings per Share
BAS	37	Provisions, Contingent liabilities and Contingent Assets
BAS	38	Intangible Assets

2.05 Property, Plant and equipment

Tangible fixed assets are accounted for according to BAS 16 Property, Plant and Equipment at Historical cost less accumulated depreciation and the Capital work-in-progress is stated at cost. Both tangible and intangible assets are depreciated/ amortized according to the Straight-line depreciation method.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized as non operating income and reflected in the profit and loss account.

2.06 Depreciation of fixed assets

Depreciation is provided on reducing balance method except Leasehold land Development (Chittagong EPZ) on the cost at which the asset is carried in the books of account over the lease term of 30 years.

Depreciation is provided on Leasehold land Development (Chittagong EPZ) on straight-line method.

Half year's depreciation has been charged on additions irrespective of the date of acquisition.

The depreciation /amortization rate(s) are as follows:

Category of fixed assets	Rate %
Leasehold land Development (Chittagong EPZ)	03.33
Buildings – on leasehold land	02.50
Plant & Machinery	10.00
Folk Lift	10.00
Electrical Equipment	10.00
Electrical Installation	10.00
Furniture & Fixture	10.00
Time Keeping Machine	20.00
Water Pump	10.00
Office Equipment	10.00
Computer	20.00
Cookeries	20.00
Transformer	10.00
Motor Car	10.00
Fire Extinguisher	10.00
Air Condition	10.00

2.06.1 Accelerated depreciation allowance

The Company has entitled to Accelerated depreciation has been charged vide order Ref: no#. 269-L/86, dated 1 July, 1986 on capital machinery as per section 10 of the Bangladesh Export Processing Zones Authority Act 1980 (XXXVI of 1980) to the extent of hundred percent of the actual cost of the machinery or plant within the tax exemption period of five or ten years.

2.07 Valuation of stocks

Inventories are stated at the lower of cost or net realizable value in compliance with the requirements of Para 21 and 25 of BAS 2.

Category of stocks	Basis of valuation
Raw & packing materials including w-i-p	: Moving average (Weighted) Cost
Finished Goods at Factory	: At lower of cost or net estimated Realizable value
At warehouses	: At cost
Stores Items	: At cost
Materials in-transit	: Book value i.e. cost so far incurred

Cost comprises of the value of materials and attributable direct labor, depreciation & production overheads.

2.08 Bills Receivable

Bills Receivable is carried at invoice amount without making any provision for doubtful debts, because of the fact that sales / export are being based on 100% confirmed letter of credit basis with fixed maturity dates.

2.09 Cash and cash equivalents

Cash and cash equivalents include cash in hand, cash at banks, term deposits, etc which are available for use by the company without any restrictions. There is an insignificant risk of change in value of the same.

2.10 Foreign currency transaction

Foreign currency transactions are recorded at the applicable rates of exchange ruling at the transaction date in accordance with BAS 21 (the Effects of changes in Foreign Exchange Rates). Foreign currency transaction are translated at the balance sheet date are charged/credited to the profit and loss account whenever arise.

2.11 Creditors and accrued expenses

2.11.1 Trade and other payables

Liabilities are recorded at the amount payable for settlement in respect of goods and services received by the company.

2.11.2 Provision

The preparation of financial statements in conformity with Bangladesh accounting standard BAS 37 Provisions, Contingent Liabilities and Contingent Assets requires management to make estimates and Assumption that affect the reported amounts of revenues and expenses, assets and liabilities, and the Disclosure requirements for contingent assets and liabilities during and at the date of the financial statements.

In accordance with the guidelines as prescribed by BAS 37 provisions were recognized in the following situations:

- When the Company has a present obligation as a result of past event;
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- Reliable estimates can be made of the amount of the obligation.

We have shown the provisions in the balance sheet at an appropriate level with regard to an adequate provision for risks and uncertainties. An amount recorded as a provision represents the best estimate of the probable expenditure required to fulfill the current obligation on the balance sheet date.

2.12 Employee benefits (BAS 19)

2.12.1 Employees' retirement benefit & gratuity fund

The company has a plan to established Gratuity Fund and as such the Board of Directors passed a resolution at its meeting held on 24th August 2007. Fund will be created based on the valuation and recommendation of actuary. The Company will introduce gratuity scheme within shortest possible time.

2.13 Taxation

Provision is not made because Familytex (BD) Limited situated in Chittagong export processing zone. As per income tax regulation for EPZ ref. # IRD SRO No. 289-Law/89, dated 19 August,1989, all industries operation in the export processing zone of Bangladesh have been exempted from payment of income tax for a period of 10 years from the date an industry goes into commercial production.

2.14 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 BAS 37 Provisions, Contingent Liabilities and Contingent Assets are disclosed in the notes to the financial statements.

2.15 Revenue recognition

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

a) The products are invoiced and dispatched to the customers;
b) Interest income is accrued on a time basis by reference to the principal outstanding at the effective interest rate applicable;
c) Income from export is recognized at delivery of the consignment on accrual basis.

2.16 Borrowing costs

In compliance with the requirements of BAS 23 Borrowing Costs, borrowing costs of operational. Period on short term loan and overdraft facilities from The Social Islami Bank Ltd and Bank Asia Ltd. was charged off as revenue expenditure as they incurred.

2.17 Lease arrangements

The company has 2 lease arrangements of 30 years with Bangladesh Export Processing Zone (BEPZA) for industrial plot # 47-48 . The lease is classified as an operating lease as it does not transfer substantial risks and rewards incident to ownership consistent with the view laid down in BAS 17 Leases. The total area is 43,065 Sq ft.

2.17.1 Measurement of lease payments

Lease payments (excluding cost for services such as insurance and maintenance) are recognized as expense in the income statement.

2.18 Intangible Assets

In compliance with the requirements of BAS 38 intangible assets are usually absorbed as revenue charges as and when incurred, as being not that material in the company's and / or local context.

2.19 Repairs, upkeep and maintenance charges

These are usually charged out as revenue expenditure in the period in which it is incurred.

2.20 Bad and doubtful debts

We are not making any provision for bad and doubtful debts because our sales / export are based on 100% confirm letter of credit doing with fixed maturity date.

2.21 Advertising and promotional expenses

All costs associated with advertising and promotional activities are charged in the year they were incurred.

2.22 Cash flow statement

Statement of Cash Flows is prepared principally in accordance with BAS 7 Cash Flow Statement and the cash flows from operating activities have been presented under direct method as required by the Securities and Exchange Rules 1987 and considering the provisions that 'Enterprises are Encouraged to Report Cash Flow From Operating Activities Using the Direct Method".

2.23 Reporting period:

The financial period of the Company covers one calendar year from 1st January to 31st December consistently.

		Notes	31-12-2011	31-12-2010
3.00	**Security Deposit: Tk. 2,829,598**			
	The above balance is made up as follows:			
	Land Lease at BEPZA, Plot # 47- 48		1,015,358	1,015,358
	Bakhrabad Gas System Ltd.(BGSL) - Gas Line		1,568,240	1,568,240
	Electricity		246,000	246,000
			2,829,598	**2,829,598**
4.00	**Inventory: Tk. 434,708,022**			
	The above balance is made up as follows:			
	Raw Materials	**4.01**	224,896,524	155,826,532
	Chemicals:	**4.02**	42,564,780	35,485,900
	Work in process	**4.03**	62,398,514	155,485,900
	Consumable Items	**4.04**	24,532,687	21,254,782
	Finished goods	**4.05**	78,642,864	74,552,429
	Store items	**4.06**	1,672,653	1,545,680
			434,708,022	**444,151,223**
4.01	**Raw Materials: Tk. 224,896,524**			
	The above balance is made up as follows:			
	Opening		155,826,532	54,981,183
	Add: Purchase during the period		496,198,279	726,354,808
	Raw materials available for production		**652,024,811**	**781,335,991**
	Less input to production		427,128,287	625,509,459
	Closing balance		**224,896,524**	**155,826,532**
4.02	**Raw Materials- Chemicals: Tk. 42,564,780**			
	The above balance is made up as follows:			
	Opening		35,485,900	15,613,279
	Add: Purchase		35,879,421	117,956,706
	Raw materials available for production		**71,365,321**	**133,569,985**
	Less: Input to production		28,800,541	98,084,085
	Closing balance		**42,564,780**	**35,485,900**
4.03	**Work in process: Tk.62,398,514**			
	The above balance is made up as follows:			
	Opening		155,485,900	43,421,281
	Add: Current period		535,916,797	776,924,963
			691,402,697	820,346,244
	Less: Transfer to finished goods		629,004,183	664,860,344
	Closing balance		**62,398,514**	**155,485,900**

		Notes	31-12-2011	31-12-2010
4.04	**Consumable Items: Tk. 24,532,687**			
	The above balance is made up as follows:			
	Opening		21,254,782	1,954,679
	Add: Purchase during the period		83,265,874	72,631,522
			104,520,656	74,586,201
	Less: Consumption during the period		79,987,969	53,331,419
	Closing balance		**24,532,687**	**21,254,782**
4.05	**Finished Goods : Tk.78,642,864**			
	The above balance is made up as follows:			
	Opening		74,552,429	13,192,811
	Add: Production during the period		812,993,128	853,151,499
	Less: Cost of free issue		(215,600)	(425,000)
	Production available for export		887,329,957	865,919,310
	Less: Cost of goods sold		808,687,093	791,366,881
	Closing balance		**78,642,864**	**74,552,429**
4.06	**Store items: Tk. 1,672,653**			
	The above balance is made up as follows:			
	Opening		1,545,680	1,201,269
	Add: Purchase during the period		2,268,724	2,195,679
			3,814,404	**3,396,948**
	Less: Consumption during the period		2,141,751	1,851,268
	Closing balance		**1,672,653**	**1,545,680**

Raw materials: It consist of import value and local expenses incurred upto warehouse. Inventory system is maintained on FIFO basis.

Work in process: It consist of cost of raw materials only.

Finished Goods: It includes the cost incurred upto cost of goods available for sale.

Store Items: It consist of the total cost of spare parts, loose tools and consumable items.

Physical verification of inventories: The management has physically verified the inventories as of the Balance Sheet date.

	Notes		31-12-2011	31-12-2010

5.00 Trade and other receivable: Tk.367,791,266

The above is the amount of receivable against export bills as on December, 31,2011. This is considered as good & realizable and is secured by export letter of credit duly accepted by L/C opening bank.

	31-12-2011	31-12-2010
Bill Receivable	367,791,266	230,250,314
	367,791,266	**230,250,314**

Ageing of the above sundry debtors is given below:

	1-3 Months	Above 3 Months	Total
Customer	257,453,886	110,337,380	367,791,266

6.00 Advance, Deposit & Prepayments: Tk. 2,570,138

The above balance is made up as follows:

	Notes	31-12-2011	31-12-2010
Security deposit in bank		12,658	12,025,478
Sundry Advances	**6.01**	1,756,036	1,357,358
M/s. Kalu Bricks Field		72,229	72,229
M/s. Rahman Timber		25,915	25,915
M/s. Shovon Hardware Store		155,951	155,951
M/s Abul Khair Steel		434,000	434,000
M/s. Ladu Enterprise		49,900	49,900
M/s. Sikder Bricks Field		63,449	63,449
		2,570,138	**14,184,280**

6.01 Sundry Advances: Tk.1,756,036

The above balance is made up as follows:

	31-12-2011	31-12-2010
Mr. MA Bari	-	15,500
Mr. Uttam Kumar	315,752	81,106
M/S. Gazi Enterprise	11,000	11,000
Eng.Abul Hossain	18,000	18,000
Md. Abul Khair Manik	-	16,744
Advance Salary	312,000	423,000
Md. Shajedur Rahman	32,872	38,952
Adv. Agst. Factory Expenses	-	277,711
M/S. Bangla Trac Ltd	65,873	520
M/S. Rainbow Printers	247,652	205,825
M/S. Wagib Traders	300,000	-
M/S. Cement Ltd	-	71,000
M/S. Denmark Refrigeration Works	367,245	110,000
M/S. Ion Exchange Enviroment Msnagement	85,642	88,000
	1,756,036	**1,357,358**

7.00 Cash and Cash Equivalent: Tk.9,652,987

The above balance is made up as follows:

	31-12-2011	31-12-2010
Cash in hand	4,256,874	1,254,780
Cash at Bank - UCBL	1,258	1,258
Alrafa Islami Bank ltd	5,236,781	-
Cash at Bank - Bank Asia	32,587	32,587
Cash at Bank -Social Islami Bank Ltd.	125,487	5,310,178
	9,652,987	**6,598,803**

The Bank balance are in agreement with respective bank statement balances.

	Notes	31-12-2011	31-12-2010

8.00 Share Capital:

8.01 Authorized Share Capital :

140,000,000 ordinary shares of Taka 10/= each.		**1,400,000,000**	**100,000,000**

8.02 Issued, subscribed, called-up and paid-up share capital:

105,062,300 ordinary shares of Tk 10/= each fully paid-up		1,050,623,000	60,000,000
		1,050,623,000	**60,000,000**

The shareholding position of the company are as under:

Name	No of shares	Percentages %	Amount in Tk
Md Emdad Hossain	1,000,000	0.95%	10,000,000
Ms. Farzana Rahman	2,000,000	1.90%	20,000,000
M/S. Orion Capital Ltd	6,750,000	6.42%	67,500,000
Mrs Nurjahan (Rubi Begum)	200,000	0.19%	2,000,000
Mohammad Morshed	10,000,000	9.52%	100,000,000
Md.Meraj-e-Mostofa	4,000,000	3.81%	40,000,000
Mrs Rukshana Morhsed	10,000,000	9.52%	100,000,000
Mrs.Tabasum Karim	4,000,000	3.81%	40,000,000
Abdul Kader Faruk	7,187,300	6.84%	71,873,000
Ms.Shami Akter Shibli	800,000	0.76%	8,000,000
Mr.Naser Uddin	250,000	0.24%	2,500,000
Sayadul Mabut Khabir	2,000,000	1.90%	20,000,000
Mohibullah Kabir	2,000,000	1.90%	20,000,000
Abul Khair Manik	500,000	0.48%	5,000,000
Abdul Quayum Mamun	2,000,000	1.90%	20,000,000
Ms. Jaheda Khandaker	500,000	0.48%	5,000,000
Mrs Hasina Begum	1,000,000	0.95%	10,000,000
Mr.Abid Mustafizur Rahman	2,000,000	1.90%	20,000,000
Mr.Rezanur Rahman Razon	2,000,000	1.90%	20,000,000
Mr.Arife Billaha	1,000,000	0.95%	10,000,000
Mr.Abdul Mabut Masum	1,000,000	0.95%	10,000,000
Mr.Faiaz Kader Sadnam	2,000,000	1.90%	20,000,000
Mr.Anowar Zahid	500,000	0.48%	5,000,000
Lianawarti Kuwidjo	6,000,000	5.71%	60,000,000
Mr.Jun Kyung Won	36,375,000	34.62%	363,750,000
Total	**105,062,300**	**100.00%**	**1,050,623,000**

9.00 Share Money Deposit : Tk. 0.00

The above balance is made up as follows:

Share Money Deposit by Capital Machinery	**9.01**	-	434,375,000
Share Money deposit by Cash	**9.02**	-	516,250,000
		-	**950,625,000**

9.01 Share Money Deposit by Capital Machinery : Tk. 0.00

The above balance is made up as follows:

Lianawarti Kuwidjo (Indonesia National)	-	59,270,000
Mr.Jun Kyung Won (Korea National)	-	375,105,000
	-	**434,375,000**

		Notes	31-12-2011	31-12-2010
9.02	**Share Money Deposit by Cash: Tk. 0.00**			
	The above balance is made up as follows:			
	Md Emdad Hossain		-	10,000,000
	Ms. Farzana Rahman		-	20,000,000
	M/S. Orion Capital Ltd		-	67,500,000
	Mrs Nurjahan (Rubi		-	2,000,000
	Mohammad Morshed		-	85,000,000
	Md.Meraj-e-Mostofa		-	85,000,000
	Mrs Rukshana Morhsed		-	25,000,000
	Mrs.Tabasum Karim		-	25,000,000
	Abdul Kader Faruk		-	21,250,000
	Ms.Shami Akter Shibli		-	8,000,000
	Mr.Naser Uddin		-	2,500,000
	Sayadul Mabut Khabir		-	20,000,000
	Mohibullah Kabir		-	20,000,000
	Abul Khair Manik		-	5,000,000
	Abdul Quayum Mamun		-	20,000,000
	Ms. Jaheda Khandaker		-	5,000,000
	Mrs Hasina Begum		-	10,000,000
	Mr.Abid Mustafizur Rahman		-	20,000,000
	Mr.Rezanur Rahman		-	20,000,000
	Mr.Arife Billaha		-	10,000,000
	Mr.Abdul Mabut Masum		-	10,000,000
	Mr.Faiaz Kader Sadnam		-	20,000,000
	Mr.Anowar Zahid		-	5,000,000
			-	**516,250,000**

10.00 **Retained Earnings: Tk. 191,428,190**

The above balance is made up as follows:

	31-12-2011	31-12-2010
Opening balance	95,210,980	46,217,649
Add: current period profit	96,217,210	48,993,331
	191,428,190	**95,210,980**

11.00 **Long term borrowings: Tk.255,265,987**

This represent amount of term loan sanctioned by the Social Islamic Bank Limited under the following form:

Bank	Sanction Amount	Paticulars
Social Islami Bank Ltd		Purpose:Purchase of capital machineries
a) L/C limit	Tk.45.00 Crore	Interest Rate: 16% per Annum
		Security: Mortgage of land,Building & Machinery
		Tenor: Validity 5 years from the date of sanction

	31-12-2011	31-12-2010
Hire Purchase Com.	393,265,987	389,849,189
Less: Current Portion of Long Term Loan	138,000,000	138,000,000
	255,265,987	**251,849,189**

	Notes	31-12-2011	31-12-2010

12.00 Trade and other Payable: Tk.84,198,571

The above balance is made up as follows:

		31-12-2011	31-12-2010
M/s Chemistact BD Ltd		6,535,478	23,547,562
M/s Jiangsu Gou Tai Ltd		6,538,761	15,235,478
M/s Gulshan Spinning		7,265,874	17,325,400
Quetta Textile Mills		12,564,278	24,111,708
T & T Ind Cor		-	7,855,845
Suzhon Dashan IOE		6,532,874	1,765,389
Huntsman Sig (Pvt)		9,652,874	11,187,006
I-Chem Solution		3,524,789	1,735,629
Novo Design Maker		6,532,987	-
Bhanero Textiles Mills Ltd		-	2,565,479
Poly Mart Ltd		325,640	-
Forture Top		-	374,390
Golden Unicron Ltd		6,598,719	-
Joarder Printers		-	6,527,458
Fame Accessories		125,478	-
Sam Associates		-	19,832,540
Trade Wind Ltd		18,000,819	-
Promt Accessories		-	16,532,680
		84,198,571	**148,596,564**

13.00 Current Portion of Long Term Loan: Tk.138,000,000

This represent amount of term loan sanctioned by the Social Islamic Bank Limited under the following form:

		31-12-2011	31-12-2010
Hire Purchase Com.		138,000,000	138,000,000
		138,000,000	**138,000,000**

14.00 Short Term Borrowings: Tk. 49,344,077

The above balance is made up as follows:

	Notes	31-12-2011	31-12-2010
Bi-Moazel Commercial	**14.01**	26,587,420	32,587,641
Trust Receipt	**14.01**	6,231,875	21,251,169
PC Loan	**14.01**	16,524,782	25,138,790
		49,344,077	**78,977,600**

14.01 Particulars of the above type loan are given below:

Bank	Sanction Amount	Paticulars
Social Islami Bank Ltd a) L/C limit	Tk.65.00 Crore	Purpose:Purchase of Raw Materials Interest Rate: 16% per Annum Security: Mortgage of land,Building & Machinery Tenor:Validity upto 27.03.2012. yearly renewable
b) Trust Receipt (TR)	Tk.5.00 Crore	Purpose:Purchase of Raw Materials Interest Rate: 16% per Annum Security: Mortgage of land,Building & Machinery Tenor:Validity upto 27.03.2012. yearly renewable
c) Bai Muajjal Commercial (CC-Hypo) Limit	Tk.5.00 Crore	Purpose:To repay Local bills and salaries Interest Rate: 16% per Annum Security: Mortgage of land,Building & Machinery Tenor:Validity upto 27.03.2012. yearly renewable

	Notes	31-12-2011	31-12-2010

14.02 **Present status of sanctioned limit: Tk. 750,000,000**

The above balance is made up as follows:

		31-12-2011	31-12-2010
L/C limit (not-funded)		650,000,000	650,000,000
Trust Receipt		50,000,000	50,000,000
Bai-Muazzal Commercial		50,000,000	50,000,000
		750,000,000	**750,000,000**

15.00 **Provision for expenses : Tk.11,455,234**

The above balance is made up as follows:

	Notes	31-12-2011	31-12-2010
Gas Bill		1,432,568	5,895,712
Electricity Bill		42,658	28,177
Water Bill		15,243	14,306
Rent		303,157	270,000
Salary & Wages		8,165,287	2,551,576
Director Remuneration and Fees		350,000	153,300
Sundry Creditors	**15.01**	849,542	74,742
Audit and Professional Fees		250,000	250,000
M/s. Rahman Stationary		15,700	23,650
M/s. Art Printing Press		25,200	28,600
M/s. Bangal Drink Supply		5,879	4,210
		11,455,234	**9,294,273**

15.01 **Sundry Creditors: Tk.849,542**

The above balance is made up as follows:

		31-12-2011	31-12-2010
M/S. Saju Miah		458,731	4,870
M/S. Mahbub Enterprises		356,478	7,285
M/S. Imperial Chemicals		4,257	40,000
M/S. Rafique & Brothers		-	12,000
M/S. Shadhana Builders		13,547	4,287
M/S. United Trade Centre		16,529	6,300
Total		**849,542**	**74,742**

		Notes	31-12-2011	31-12-2010
16.00	**Cost of goods exported: Tk.808,687,093**			
	The above balance is made up as follows:			
	Raw materials consumed-Yarn	**16.01**	427,128,287	625,509,459
	Raw materials consumed-Chemicals	**16.02**	28,800,541	98,084,085
	Consumable item consumed	**16.03**	79,987,969	53,331,419
			535,916,797	**776,924,963**
	Work in process- opening		155,485,900	43,421,281
	Work in process- closing		62,398,514	155,485,900
	Change in work in process		**93,087,386**	**(112,064,619)**
	Total consumption		**629,004,183**	**664,860,344**
	Add: Manufacturing Overhead	**16.04**	110,541,370	109,166,998
	Add: Depreciation		73,447,575	79,124,157
	Cost of production		**812,993,128**	**853,151,499**
	Finished goods - opening		74,552,429	13,192,811
	Finished goods - closing		78,642,864	74,552,429
	Change of finished goods stock		**(4,090,435)**	**(61,359,618)**
	Cost of free issue		(215,600)	(425,600)
			808,687,093	**791,366,281**

16.01	**Raw materials consumed-Yarn: Tk.427,128,287**		
	The above balance is made up as follows:		
	Opening Stock	155,826,532	54,981,183
	Add: Purchase during the period	496,198,279	726,354,808
	Raw materials available for production	652,024,811	781,335,991
	Less: Closing Stock	224,896,524	155,826,532
		427,128,287	**625,509,459**

16.02	**Raw materials consumed-Chemicals: Tk.28,800,541**		
	The above balance is made up as follows:		
	Opening Stock	35,485,900	15,613,279
	Add: Purchase during the period	35,879,421	117,956,706
	Chemicals available for Production	71,365,321	133,569,985
	Less: Closing Stock	42,564,780	35,485,900
		28,800,541	**98,084,085**

16.03	**Consumable Item consumed: Tk.79,987,969**		
	The above balance is made up as follows:		
	Opening Stock	21,254,782	1,954,679
	Add: Purchase during the period	83,265,874	72,631,522
	Consumable Item available for packing.	104,520,656	74,586,201
	Less: Closing Stock	24,532,687	21,254,782
		79,987,969	**53,331,419**

		Notes	31-12-2011	31-12-2010
16.04	**Manufacturing overhead: Tk.110,541,370**			
	The above balance is made up as follows:			
	Salary & Wages		79,826,547	74,725,479
	Festival Bonus		10,564,782	9,885,085
	Medical Expenses		162,547	161,455
	Food & Tiffin		726,527	637,626
	Labor Charge		832,658	735,982
	Night Allowance		812,985	325,876
	Carrying Charge		426,587	425,364
	Gas Bill		4,625,478	4,535,624
	C & F Expenses		5,632,547	5,536,984
	Rent, Rates and Taxes		3,765,287	3,654,911
	Repairs & Maintenance	**16.04.A**	680,008	1,599,823
	Production Incentive		65,873	45,352
	Washing Charge		429,752	525,321
	Store & Spare Consumed		1,498,562	1,851,268
	Embriodery Expeses		465,287	4,503,319
	Other Overhead		25,943	17,529
			110,541,370	**109,166,998**
16.04.A	**Repairs & Maintenance: Tk.680,008**			
	The above balance is made up as follows:			
	Plant and Machinery		435,982	652,547
	Building		12,450	523,678
	Others		231,576	423,598
			680,008	**1,599,823**
17.00	**Operating Expenses: Tk.24,354,621**			
	The above balance is made up as follows:			
	Warehouse, Distribution & Selling Exp.	**17.01**	10,226,720	9,763,730
	Administrative Expenses	**17.02**	14,127,901	12,247,546
			24,354,621	**22,011,276**
17.01	**Warehouse, Distribution & Selling Exp.: Tk.10,226,720**			
	The above balance is made up as follows:			
	Advertising Expenses		12,546	5,612
	Salary & Welfare		978,065	1,125,806
	Transportation and Handling expenses		3,564,782	3,245,872
	Repair and Maintenance		249,563	248,652
	Rent		182,547	18,652
	Electricity, water and gas		1,465,298	1,356,872
	Sales promotion expenses		59,872	64,501
	Traveling Expenses		1,359,872	1,286,523
	Entertainment Expenses		723,658	653,287
	Printing & Stationery		325,981	320,653
	Miscellaneous Expenses		85,642	70,095
	Sample,Test,Analysis		735,671	653,298
	Cost of free issue		215,600	425,600
	Depreciation		267,623	288,307
			10,226,720	**9,763,730**

		Notes	31-12-2011	31-12-2010
17.02	**Administrative Expenses: Tk.14,127,901**			
	The above balance is made up as follows:			
	Salary & Welfare		3,975,247	3,652,347
	Postage & Telecommunication		298,652	250,365
	Traveling, Haultage & passage		375,642	315,782
	Repair & Maintenance		678,245	551,928
	Electricity, Fuel & Water		356,871	254,687
	Printing and Stationery		564,782	653,287
	Rent, Rates and Taxes		4,985,284	4,254,876
	Subscription & Donation		36,527	32,500
	Entertainment		89,752	37,652
	Legal & Professional Charge		1,354,892	1,254,000
	Audit & Professional fees		55,361	50,000
	Miscellaneous Expenses		322,206	111,560
	News paper & periodical		105,187	2,546
	Director Remuneration		300,000	150,000
	Board Meeting attendance Fees	**25.B**	4,800	3,300
	Depreciation		624,453	672,716
			14,127,901	**12,247,546**

		Notes	31-12-2011	31-12-2010
18.00	**Financial Expenses: Tk 78,259,051**			
	The above balance is made up as follows:			
	Interest on Loan	**18.01**	78,259,051	73,442,699
			78,259,051	**73,442,699**

			31-12-2011	31-12-2010
18.01	**Interest on loan: Tk.78,259,051**			
	The above balance is made up as follows:			
	Interest on Long Term Loan		65,698,249	65,594,327
	Interest on Bai-Moazel Commercial		12,982	4,365,911
	Interest on PC Laon		12,547,820	3,482,461
			78,259,051	**73,442,699**

			31-12-2011	31-12-2010
19.00	**Other non-operating income: Tk.844,790**			
	The above balance is made up as follows:			
	Sale of Wastage		132,650	105,600
	Wastage W-I-P		165,870	165,200
	Wastage finished goods		546,270	953,025
			844,790	**1,223,825**

			31-12-2011	31-12-2010
20.00	**Earning Per Share: Tk.11.45**			
	The above balance is made up as follows:			
	Net profit after Tax (Numerator)		96,217,210	48,993,331
	Weighted Average Number of Ordinary Shares (Denominator)		8,406,202	6,000,000
	Earning Per Share (EPS)		**11.45**	**8.17**

	Notes	31-12-2011	31-12-2010

21.00 Net Asset Value (NAV) Per Share : Tk.11.82

The above balance is made up as follows:

	31-12-2011	31-12-2010
Total Assets	1,780,315,059	1,732,553,606
Less: Total Liabilities	538,263,869	1,577,342,626
Net Asset Value	1,242,051,190	155,210,980
Total Number of Share outstanding	105,062,300	6,000,000
Net Asset Value (NAV) Per Share	**11.82**	**25.87**

22.00 Net Operating Cash Flow Per Share(NOCFPS): Tk.(0.97)

The above balance is made up as follows:

	31-12-2011	31-12-2010
Net Operating Cash Flow (Numerator)	(39,958,263)	(98,650,669)
Weighted Average Number of Ordinary Shares (Denominator)	8,406,202	6,000,000
Earning Per Share (EPS)	**(4.75)**	**(16.44)**

23.00 Production and Product Mix

During the period company produces 26,31,578 Pieces different types of Clothing which is made up as follows ratio

Particulars	Types of Clothing	Product Mix
Women's Clothing	Skirt, Jeans pants & Shorts etc.	35%
Men's Clothing	Jeans and Denim Pants etc.	25%
Teen's Clothing	Jaket, Fitted Jeans , Sweet shirts etc.	15%
Kids and Baby Clothing	Jaket, Shirts, Bottom etc.	25%
Total		**100%**

24.00 Weighted Average Number of Shares Outstanding : 8,406,202

Date of Allotment	No. of Shares	Duration	Weighted average no of Share
Opening	6,000,000	365/365	6,000,000
15/10/2011	3,995,000	77/365	842,781
5/11/2011	4,800	57/365	750
26/12/2011	95,062,500	6/365	1,562,671
Total	**105,062,300**		**8,406,202**

25.A Disclosure as per requirment of Schedule XI, part II, note 5 of para 3

Employee Position (as on December 31, 2011)

Salary Range	Officer & Staff		Worker	Total Employee
	Factory	Head Office		
Below 3500	15	8	950	973
Above 3500	27	8	452	487
Total	**42**	**16**	**1402**	**1460**

25.B Disclosure as per requirment of Schedule XI, part II, para 4 of companies act 1994

Payment to directors within the period 2011

Board Meeting attendance Fees: Tk. 4,800

Directors' are entitled Tk 300 as Board Meeting fee for attending each Board Meeting as per Articles of Association. The break down is as follows-

Name of Board of Directors	Designation	Meeting attending	Amount in Taka
Mr. Abdul Kader Faruk	Chairman	300	300
Mr. Mohammad Morshed	Managing Director	1,200	1,200
Mrs. Rukshana Morshed	Director	1,200	1,200
Lianawarti Kuwidjo	Director	300	300
Md.Abdul Hamid	Director	300	300
Mr Jun Kyung Won	Director	300	300
Mrs. Tabassum Karim	Director	1,200	1,200
Total			**4,800**

Auditors' Additional Disclosures

After due verification, certified that the following additional disclosures in the notes to the financial statements for the year ended December 31, 2011 are fair:

1. **Earnings Per Share:**

   As per IFRS 33: Basic earnings per share shall be calculated by dividing profit or loss attributable to ordinary equity holders of the parent entity (the numerator) by the weighted average number of ordinary shares outstanding (the denominator) during the period.

   The Basic Earnings Per Share of the Company is:

   a) Based on Weighted Average Number of Ordinary Shares
   (Net Profit After Taxes/Weighted Average Number of Ordinary Shares Outstanding)
   (Tk.96,217,210/8,406,202) = Tk. 11.45 per share

   b) Based on Outstanding Number of Ordinary Shares
   (Net Profit After Taxes/Outstanding Number of Ordinary Shares Outstanding)
   Tk.96,217,210/105,062,300= Tk. 0.916 per share

2. **Enhancement of Paid-up Capital**

   The Board of Directors of the company decided to issue ordinary shares of Tk. 95,06,25,000.00 dated on December 26, 2011 against share money deposit, which deposited on or before 2010. The share money deposit Tk. 95,06,25,000.00 consists of cash and other than cash (capital machineries). Since, the shares are issued at par, there is no effect on the price of shares for higher or lower weightage.

3. **Negative Cash Flow**

   Negative Cash Flow from Operating activities is mostly attributable to collection of sales proceeds against export orders as per the terms of export letter of credit and essential additional investment in inventory which relates mostly on availability of raw materials and cost effectiveness. Additional investment needs in receivable management and inventory is effectively mitigated through operational income and bank financing. Efficient management of additional financing resulted substantial growth in operating activities company during the last five years. However, there is no material uncertainty about the entities ability to continue as a going concern.

4. **Schedule XI for trade and other payables, trade and other receivables, advance, deposits and prepayments and inventories as on 31-12-2011**

a. Trade & Other Payables as on 31-12-2011

i) Party-wise payables List

Name	Taka
M/S Chemitact BD Ltd	6,535,478
M/S. Jiangsu Gou Tai Ltd	6,538,761
M/S. Gulshan Spinning Mills ltd	7,265,874
Quetta Textiles mill Ltd	12,564,278
Suzhon Dashan IOE	6,532,874
Huntsman Sig (Pvt) Ltd	9,652,874
I-Chem Solution	3,524,789
Novo Design Maker	6,532,987
Poly Mart Ltd	325,640
Golden Unicron Ltd	6,598,719
Fame Accessories	125,478
Trade Wind Limited	18,000,819
Total	**84,198,571**

ii) Ageing of Payables

		Payables	
		Within 6 months	More than 6 months
Payables		84,198,571	0

This is unsecured and considered good

b. Trade & Other Receivables as on 31-12-2011

i) Party-wise receivables List

Name	Taka
Sainty (HK) Company Limited	55,786,428
Link Target Textile Ltd	148,652,326
Textile & Apparels international	126,759,247
IFG Corporation	19,467,254
Beau Monde Apparels Ltd	46,871,268
Charil Holding ltd	51,986,548
Freezons International Ltd	52,068,195
Total	**367,791,266**

ii) Ageing of Receivables

	Receivables	
	Within 6 months	More than 6 months
Receivables	367,791,266	0

This is fully secured by the export letter of credit, considered good except for the portion of doubtful debts and falling due within one year. Classification as required by Schedule XI of the Companies Act, 1994 are as follows:

Sl.	Particulars	Taka Y-2011	Taka Y-2010
I	Accounts receivable considered good in respect of which the company is fully secured	367,791,266	230,250,314
II	Accounts receivable considered good in respect of which the company holds no security other than the debtor personal security	0	0
III	Accounts receivable considered doubtful or bad	0	0
IV	Accounts receivable due by any director or other officer of the company	0	0
V	Accounts receivable due by common management		0
VI	The maximum amount of receivable due by any director or other officer of the company	0	0
	Total	367,791,266	230,250,314

c. Advance, Deposits & Prepayments as on 31-12-2011

Classification of advance, deposits and prepayments are classified as follows:

a)	Advance to suppliers and other service providers	: Tk. 1,444,036.00
b)	Lease deposits	: Tk. 0.00
c)	Advance to employee and directors	: Tk . 312,000.00
d)	Other deposits and prepayments	: Tk. 0.00
	Total	**: Tk 1,756,036.00**

This is unsecured and considered good

a) The maximum amount due from the suppliers and service providers

b) Except Tk. 312,000 amount was due by the directors, managing agent, managers and other officers of the company and any of them severally or jointly with any other person.

c) No amount was due by any related party

d. Inventories

Annexure-A

Stock statement of Raw Materials as on December 31, 2011

Sl.	Item	Quantity	Unit	Rate/Unit	Taka
1	Yarn	491,379	Kg	288.8/Kg	141,910,257
2	Fabrics	272,569	Yard	304.46/Yard	82,986,267
3	Chemicals	172,993	Kg	246.05/Kg	42,564,780
Total					**267,461,304**

Stock statement of packing materials (Consumable Items) as on December 31, 2011

Sl.	Item	Quantity	Unit	Rate/Unit	Taka
1	Poly bag	99,103	Pcs	21.50/Pcs	1,238,785
2	Carton	8,000	Pcs	115.72/Pcs	925,723
3	Gum Tape	7,300	Pcs	65.25/Pcs	476,298
Total					**3,532,799**

Stock statement of Finished Goods as on December 31, 2011

Sl.	Item	Stock in Ctn	Stock in Pcs.	Total Value in Taka
1	Kids & Baby Clothing	3,195	191,700	45,188,607
2	Men's Clothing	2,783	66,800	41,356,879
3	Teen's Clothing	4,358	139,450	59,745,257
4	Women's Clothing	5,279	126,700	78,605,781
Total				**224,896,524**

5. Principal Suppliers

The list of "Principal Suppliers" already included in Trade and Other Payable. The principal suppliers of the company are

- M/s Quttea Textiles Mills
- Jiangsu Gou Tai Ltd and
- Gulshan Spinning Mills Ltd.

6. Employee Benefit Plan

As per BAS-19, Employee Benefit Plan: The employee of the company are having the following facilities:

- Wage and Salary,
- Compensated absences
- Yearly Two Festival bonus and
- Medical facilities.

The company duly recognize the employee benefits as cost during the period in which it occurred.

As per BAS-26, Accounting for retirement benefit plan,
As per the rules of BEPZA, there is no provision for employee retirement benefits.

7. Related Party Transactions

There is no related party transaction during the year.

8. Cash Flow Statement

Cash Flow Statement is a part of the financial statements which has no impact on trial balance although there could be some in balances. Therefore, unfortunate mistakes or error could occur which subsequently has been sorted out and rectified with the financial statements.

9. Worker Profit Participation Fund

The board of directors has been decided to implement Worker Profit Participation Fund soon as per rules of BEPZA.

10. Work in Process

This is a part of production process and doesn't depend on ratio. It absolutely depends on the production flow and customers orders.

Sd/-

Dated, Dhaka
July 29, 2012

Shiraz Khan Basak & Co.
Chartered Accountants

Auditors' Certificate on calculation of various accounting ratios for the period 31 December 2011; and the years ended 31 December 2010, 2009, 2008 and 2007

Particulars	Formula	31.12.2011		31.12.2010		31.12.2009		31.12.2008		31.12.2007	
		Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result	Calculation	Result
Liquidity Ratios											
Current Ratio (Times)	Current Asset/ Current Liability	814,722,413 / 282,997,882	2.88	695,184,620 / 374,868,437	1.85	318,364,508 / 52,991,343	1.35	145,446,117 / 101,710,020	1.43	65,491,594 / 185,038,509	0.35
Quick Ratio (Times)	(Current Asset-Stock-Prepaid Exp)/Current Liability	(814,722,413-434,708,022-2,570,138) / 282,997,882	1.33	(695,184,620-444,151,223-14,184,280) / 374,868,437	0.63	(318,364,508-130,364,502-1,362,399) / 52,991,343	3.52	(145,446,117-31,525,548-1,669,429) / 101,710,020	1.10	(65,491,594-9,429,073-1,768,168) / 185,038,509	0.29
Time Interest Earned Ratio (Times)	EBIT/ Int.Charges	173,631,471 / 78,259,051	2.22	121,212,205 / 73,442,699	1.650	82,862,234 / 52,504,233	2.48	26,117,261 / 18,184,722	1.44	**23,915,596** / 6,135,331	3.90
Debt-Equity Ratio (Times)	Long Term Loan+ Current Portion of Long Term Loan+Pref.Share)/ Owners Equity	(255,265,987+138,000,000) / 1,242,051,190	0.32	(251,849,189+138,000,000) / 1,105,835,980	0.35	0 / 903,042,649	N/A	0 / 509,660,647	N/A	0 / 67,086,634	N/A
Operating Ratios											
Accounts Receivable-Trunover Ratio	Sales/ Average Receivable	1,006,879,167 / 299,020,790	3.37	934,751,217 / 207,579,901	4.50	703,319,334 / 147,565,445	4.77	384,274,950 / 80,362,821	4.78	261,396,099 / 27,351,173	9.56
Inventory-Turnover Ratio	COGS/ Average Inventory	808,687,093 / 439,429,623	1.84	791,366,281 / 287,257,863	2.75	604,218,177 / 80,945,025	7.46	345,429,542 / 20,477,311	16.87	228,478,154 / 15,272,727	14.96
Asset - Trunover Ratic	Sales/ Average Assets	1,006,879,167 / 1,756,434,333	0.57	934,751,217 / 1,560,593,177	0.60	703,319,334 / 1,225,641,034	0.57	384,274,950 / 657,387,231	0.58	261,396,099 / 218,005,261	1.20
Profitability Ratios											
Gross Margin Ratio (%)	Gross Margin/ Sales	198,192,074 / 1,006,879,167	19.68%	143,384,936 / 934,751,217	15.34%	99,101,157 / 703,319,334	14.0%	38,845,408 / 384,274,950	10.11%	32,917,945 / 261,396,099	12.59%
Operating Income Ratio (%)	Operating Income/ Sales	95,372,420 / 1,006,879,167	9.47%	47,769,506 / 934,751,217	5.11%	30,358,001 / 703,319,334	8.00%	7,932,539 / 384,274,950	2.06%	17,780,265 / 261,396,099	6.80%
Net Income Ratio (Before Tax) %	NIBT/ Sales	96,217,210 / 1,006,879,167	9.56%	48,993,331 / 934,751,217	5.24%	30,932,002 / 703,319,334	8.00%	8,199,013 / 384,274,950	2.13%	18,146,236 / 261,396,099	6.94%
Net Income Ratio (after Tax) %	NABT/ Sales	96,217,210 / 1,006,879,167	9.56%	48,993,331 / 934,751,217	5.24%	30,932,002 / 703,319,334	8.00%	8,199,013 / 384,274,950	2.13%	18,146,236 / 261,396,099	6.94%
Return on Assets (%)	Net Profit/ Fixed Assets- Dep	96,217,210 / 962,763,048	9.99%	48,993,331 / 1,034,539,388	4.74%	30,932,002 / 1,067,438,642	6.00%	8,199,013 / 914,373,604	0.90%	18,146,236 / 183,295,092	9.90%
Return on Equity (%)	Net Profit/ Shareholders Equity	96,217,210 / 1,242,051,190	7.75%	48,993,331 / 1,105,835,980	4.43%	30,932,002 / 903,042,649	12.00%	8,199,013 / 509,660,647	1.61%	18,146,236 / 67,086,634	27.05%
Earning Per Share	Earnings/ No. of ordinary shares (Weighted)	96,217,210 / 8,406,202	11.45	48,993,331 / 6,000,000	8.17	30,932,002 / 6,000,000	5.16	8,199,013 / 6,000,000	1.37	18,146,236 / 6,000,000	3.02
Earing per Share (EPS) based on outstanding number of ordinary shares			0.92		8.17		-		-		-

Dated: Dhaka
February 12, 2012

Sd/-
Shiraz Khan Basak & Co.
CHARTERED ACCOUNTANTS

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

We certify that, based on our examination of share Register and its underlying documents, the paid up capital of FAMILYTEX (BD) LTD. as at December 31, 2012 stands at Tk. 1,050,623,000 consisting of 105,062,300 Ordinary Shares of Tk. 10 each as follows:

Authorized Capital 140,000,000 shares @ Tk. 10 each	1,400,000,000
Issued, Subscribed and Paid up Capital 10506230 Ordinary Shares @ Tk. 100 each in full in cash by the sponsors	
Cash Allotments	
At the time of incorporation	30,000,000
Issued as on December 30, 2004	7,500,000
Issued as on October 15, 2011	39,950,000
Issued as on November 05, 2011	48,000
Issued as on December 26, 2011	527,975,000
Sub Total (A)	**605,473,000**
Allotments Other Than Cash	
2,250,000 ordinary shares @ Tk. 10 each issued against purchase of capital machinery from Institutional Textile Mills Ltd represented by Mr. Zubair Mohammad Gora and Mrs. Asma Bilal on December 30, 2004 in pursuant to a Vendors Agreement dated March 02, 2004	22,500,000
42,265,000 ordinary shares @ Tk. 10 each issued against purchase of capital machinery from Ms. Lianawarti Kuwidjo and Mr. Jun Kyung Won on December 26, 2011 in pursuant to a Vendors Agreement dated march 02, 2008, and SEC Letter of Consent no. SEC/CI/CPLC(PVT)-371/2011/936 dated December 28, 2011	422,650,000
Sub Total (B)	**445,150,000**
Grand Total C=(A+B)	**1,050,623,000**

Sd/-
Siraz Khan Basak & Co.
Chartered Accountants

Dated: Dhaka,
February 12, 2012

Familytex (BD) Limited

Auditors' report under Section – 135 (1), Para 24 (1), of Part II of Schedule – III of the Companies Act, 1994

TO WHOM IT MAY CONCERN

We have complied the accompaying statements of Familytex (BD) Ltd U/S 135(1) and Para 24(1) Part II of the Third Schedule of Companies Act 1994. The statement comprises of the financial information for the year audited by M/s.Shiraz Khan Basak & Co. Chartered Accountants. It also includes financial information for the years ended December,31 2010, 2009,2008 and 2007 audited by M/s Mahbub Mohsin & Co, Chartered Accountants.

Our report in under:

1. Familytex (BD) Limited was incorporated on July 27, 2003.
2. The Operating results of the company over the last 5 years is as follows:

		Amount in Taka			
Particulars	**31-12-2011**	**31-12-2010**	**31-12-2009**	**31-12-2008**	**31-12-2007**
ASSETS:					
Non Current Assets					
Property, Plant & Equipment	962,763,048	1,034,539,388	1,067,438,642	914,373,604	183,295,092
Preliminary Exp.	-	-	-	-	508,859
Security Deposits	2,829,598	2,829,598	2,829,598	2,829,598	2,829,598
Total Non Current Assets	**965,592,646**	**1,037,368,986**	**1,070,268,240**	**917,203,202**	**186,633,549**
Current Assets					
Inventory	434,708,022	444,151,223	130,364,502	31,525,548	9,429,073
Advances, Deposits and Prepayments	2,570,138	14,184,280	1,362,399	1,669,429	1,768,168
Bills Receivable	367,791,266	230,250,314	184,909,488	110,221,401	50,504,240
Cash and Cash Equivalents	9,652,987	6,598,803	1,728,119	2,029,739	3,790,113
Total Current Assets	814,722,413	695,184,620	318,364,508	145,446,117	65,491,594
Total Assets	**1,780,315,059**	**1,732,553,606**	**1,388,632,748**	**1,062,649,319**	**252,125,143**
EQUITY AND LIABILITIES:					
Capital and Reserve					
Share Capital	1,050,623,000	60,000,000	60,000,000	60,000,000	60,000,000
Share Money Deposit		950,625,000	796,825,000	434,375,000	-
Retained Earnings	191,428,190	95,210,980	46,217,649	15,285,647	7,086,634
	1,242,051,190	**1,105,835,980**	**903,042,649**	**509,660,647**	**67,086,634**
Non-Current Liabilites					
Long term loan from bank	255,265,987	251,849,189	432,598,756	451,278,652	-
	255,265,987	**251,849,189**	**432,598,756**	**451,278,652**	**-**
Current Liabilites					
Creditors and Accrues	11,455,234	9,294,273	5,578,817	5,811,745	6,321,816
Current portion of Long Term Loan	138,000,000	138,000,000	-	-	-
Bills Payable	84,198,571	148,596,564	8,091,770	16,577,519	20,316,957
Short term loan from Bank	49,344,077	78,977,600	39,320,756	79,320,756	53,321,736
Directors Loan	-	-	-	-	105,078,000
Total Current Liabilities	**282,997,882**	**374,868,437**	**52,991,343**	**101,710,020**	**185,038,509**
Total Equity & Liabilities	**1,780,315,059**	**1,732,553,606**	**1,388,632,748**	**1,062,649,319**	**252,125,143**

3. The statement of operating results of the company as follows:

Particulars	**31-12-2011**	**31-12-2010**	**Amount in Taka** **31-12-2009**	**31-12-2008**	**31-12-2007**
Export	1,006,879,167	934,751,217	703,319,334	384,274,950	261,396,099
Less Cost of goods sold	808,687,093	791,366,281	604,218,177	345,429,542	228,478,154
Gross Profit	**198,192,074**	**143,384,936**	**99,101,157**	**38,845,408**	**32,917,945**
Less operating expenses	24,354,621	22,011,276	16,092,940	12,595,607	8,888,470
Operation income	**173,837,453**	**121,373,660**	**83,008,217**	**26,249,801**	**24,029,475**
Less: Other operating expenses:	205,982	161,455	145,983	132,540	113,879
Welfare Expenses	205,982	161,455	145,983	132,540	113,879
Net operating Income	**173,631,471**	**121,212,205**	**82,862,234**	**26,117,261**	**23,915,596**
Financial expenses	78,259,051	73,442,699	52,504,233	18,184,722	6,135,331
Net operating profit	**95,372,420**	**47,769,506**	**30,358,001**	**7,932,539**	**17,780,265**
Add: Other non-operation income	844,790	1,223,825	574,001	266,474	365,971
Net profit before tax	**96,217,210**	**48,993,331**	**30,932,002**	**8,199,013**	**18,146,236**
Provision for taxation	-	-	-	-	-
Profit after tax	**96,217,210**	**48,993,331**	**30,932,002**	**8,199,013**	**18,146,236**
Net Profit after Tax	96,217,210	48,993,331	30,932,002	8,199,013	18,146,236
Earing per Share (EPS) in Tk.	11.45	8.17	5.16	1.37	3.02
Earing per Share (EPS) based on outstanding number of ordinary shares	0.92	8.17	-	-	-

4. Cash flow statement

Particulars	**31-12-2011**	**31-12-2010**	**Amount in Taka** **31-12-2009**	**31-12-2008**	**31-12-2007**
A. **Cash Flow From Operating Activities:**					
Collection from Turnover	869,338,215	889,410,391	557,937,887	324,557,789	215,089,965
Collection from other non-operating income	844,790	1,223,828	574,001	266,474	365,971
Payment for Cost of Expenses	(778,580,167)	(885,551,597)	(495,431,424)	(330,538,287)	(193,374,068)
Paid for operating Expenses	(21,301,584)	(30,425,704)	(160,987,318)	(12,618,395)	(8,614,230)
Expenses paid for other operating activities	(205,982)	(161,455)	(145,983)	(132,540)	(113,879)
Payment for financial Expenses	(78,259,051)	(73,146,129)	(52,504,233)	(18,184,722)	(6,135,331)
Net cash flow from Operating activities	**(8,163,779)**	**(98,650,666)**	**(150,557,070)**	**(36,649,681)**	**7,218,428**
B. **Cash Flow From Investing Activities:**					
Purchase of Fixed Assets	(2,563,312)	(47,185,924)	(228,551,592)	(337,310,365)	(41,885,173)
Net cash flow from investing activities	**(2,563,312)**	**(47,185,924)**	**(228,551,592)**	**(337,310,365)**	**(41,885,173)**
C. **Cash Flow From Financing Activities:**					
Increase / (Decrease) in Short term loan from bank	(29,633,523)	39,656,844	28,791,036	25,999,020	17,488,934
Decrease/ Increase in Long term loan from bank	3,416,798	(42,749,567)	(12,433,994)	451,278,652	
Increase in Capital	39,998,000	-	-	-	
Increase/Decrease in Share Money deposit	-	153,800,000	362,450,000	-	
Decrease in directors loan	-	-	-	(105,078,000)	20,000,000
Net Cash flow from financing activities	**13,781,275**	**150,707,277**	**378,807,042**	**372,199,672**	**37,488,934**
D. Increase/(Decrease) cash and cash equivalents (A+B+C)	3,054,184	4,870,687	(301,620)	(1,760,374)	2,822,189
E. Opening cash and cash equivalents	6,598,803	1,728,119	2,029,739	3,790,113	967,924
F. **Closing cash and cash equivalents (E + D)**	**9,652,987**	**6,598,806**	**1,728,119**	**2,029,739**	**3,790,113**

5. The Company was incorporated as "Private Limited " company & obtained the certificate of commencement under the Company Act.1994, on July 27,2003. In due course of time it was converted to public limited company , under the same certificate of incorporation.

6. The Company started as manufacturing from August,2006.

7. The company has no subsidiaries.

8. The Company prepared accounts for the year ended December 31, 2011.

Sd/-

Dated: Dhaka, February 14, 2012

Shiraz Khan Basak & Co.
CHARTERED ACCOUNTANTS

শেয়ার বাজারে বিনিয়োগ ঝুকিপূর্ণ । জেনে ও বুঝে বিনিয়োগ

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

FAMILYTEX (BD) LTD.

APPLICATION FORM

APPLICATION FOR SHARES BY OTHER THAN NON-RESIDENT BANGLADESHIS

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

The Managing Director
FAMILYTEX (BD) LTD.
M. L. Tower (5th Floor), 1 East Rampura
D. I. T. Road, Dhaka-1219

Bankers Sl. No.

Dear Sir,

I/we apply for and request you to allot me/us ………………. numbers of Shares and I/we agree to accept the same or any smaller number that may be allotted to me/us upon terms of the Company's Prospectus approved by the Bangladesh Securities and Exchange Commission subject to the Memorandum and Articles of Association of the Company. Further, I/we authorize you to place my/our name(s) on the Register of Member(s) of the Company and deposit the said ordinary shares in my Beneficiary Owner ("BO") account; I/we further authorize you to send a crossed (Account Payee only) cheque in respect of any Application money refundable to me/us by post/courier at my/our risk to the first applicant's address stated below:

1. No. of Ordinary Shares ....of Tk. 10.00 each at par share.

2. Total subscription money of the amount of Tk. (in figures) ....Taka (in words)..only deposited vide cash/Cheque/Draft/Pay Order No.............................Dated................................on……………….. Bank..Branch.

3. Beneficiary Owner (BO) A/C No.

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

4. I/we agree to fully abide by the instructions given herein.

5. Particulars of Applicant

a) Sole/First Applicant

Name:	
Father's/Husband's Name:	
Mother's Name:	
Postal Address:	
Phone Number* (If any):	
Occupation:	Nationality:
For Refund Warrant: (Application will not be treated as valid if any one uses a non-scheduled bank to avoid this complication, investors are requested not to use the name of any non-schedule bank) please write the correct and full name of bank and branch.	
For Refund Purpose: I/We want refund through ☐ Bank Account* ☐ Courier/Hand delivery (Please put tick mark in which refund will be made) **The applicant shall provide with the same Bank Account Number in the application form as it is in the BO account of the applicant.**	
Applicant's Bank A/c no. Name of the Bank:	 Branch :

b) Second Applicant

Name:	
Father's/Husband's Name:	
Mother's Name:	
Postal Address:	
Phone Number* (If any):	
Occupation:	Nationality:

6. I/we hereby declare that I/we have read the Prospectus of **FAMILYTEX (BD) LTD.** and have willingly subscribed for ………… No. of Ordinary Shares of Tk. 10.00 each at par.

7. Specimen Signature(s):

(i) Name (in Block Letters)		Signature:
(ii) Name (in Block Letters)		Signature:

** In case of deposit into the applicants' bank account, the applicant will bear the applicable service charge, if any, of the applicants' banker and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.*

BANKERS' ACKNOWLEDGEMENT

Certified that this Bank has received Tk. (in figures)……………………………..…… (in word) …………………………………………… only from Mr./Mrs./Ms……………………………………being the Application money for …………Ordinary Shares of **FAMILYTEX (BD) LTD.**

Banker's SL. No. **Seal & Date** **Authorized Signature (Name & Designation)**

INSTRUCTIONS

1. As per provision of the Depository Act, 1999 and regulations made there under shares will only be issued in dematerialized condition. Please mention your BO (Beneficiary Owner) account number in the Application Form. If you do not mention your valid BO (Beneficiary Owner) Account Number, your application will be treated as invalid.
2. All information must be typed or written in full (in block letters) in English or in Bengali and must not be abbreviated.
3. Application must be made on the Company's printed form/photocopy or on typed copy/hand written form thereof.
4. Application must not be for less than **500 ordinary shares** and must be for a multiple of **500 ordinary shares**. Any application not meeting these criterions will not be considered for allotment purpose.
5. Remittance for the full amount of the shares must accompany each application and must be forwarded to any of the Bankers' to the Issue. Remittance should be in the form of cash/cheque/bank draft/pay order payable to one of the Bankers' to the Issue favoring **"FAMILYTEX (BD) LTD. "** and crossed **"A/C Payee only"** and must be drawn on a bank in the same town as the bank to which the Application Form has been sent.
6. In the case of a joint Application Form, the Allotment letter will be dispatched to the person whose name appears first on this application form and where any amount is refundable in whole or in part the same will be refunded by Account Payee cheque by post/courier service to the person named first on this application form in the manner prescribed in the Prospectus.
7. Joint application form for more than two persons will not be accepted. In case of joint application, each party must sign the application form.
8. Applications must be in the full name of individuals or companies or societies or trusts and not in the name of firms, minors or persons of unsound mind. Application from financial and market intermediary companies and private companies must be accompanied by Memorandum of Association, Articles of Associations and Certificate of Incorporation.
9. **An applicant cannot submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.**
10. No receipt will be issued for the payment made with application, but the bankers will issue a provisional acknowledgement to the issue for application lodged with them.
11. In the case of non-allotment of securities, if the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the Bankers to the Issue, refund amount of those applicants will be directly credited into the respective bank accounts as mentioned in their IPO Application Forms. Otherwise, refund will be made only through "Account Payee" cheque(s) showing bank account number and name of bank and branch as mentioned in the application payable at Dhaka or Chittagong, as the case may be.
12. Allotment shall be made solely in accordance with the instructions of the Bangladesh Securities and Exchange Commission (BSEC).
13. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information shall make the application liable to rejection and subject to forfeiture of application money and / or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited Application money or share (unit) will be deposited in account specified by the Bangladesh Securities and Exchange Commission (BSEC). This may be in addition to any other penalties as may be provided for by the law.
14. Applications which do not meet the above requirements, or applications, which are incomplete, shall not be considered for allotment purpose.
15. The Bankers' to the Issue shall be obliged to receive the A/C Payee Cheque(s) on the closing day of the subscription of the IPO.
16. **No sale of securities shall be made nor shall any money be taken from any person, in connection with such sale until twenty five days after the prospectus have been published.**
17. **The applicants who have applied for more than two applications using same bank account, their applications will not be considered for lottery and the Commission will forfeit 15% of their subscription money too.**

শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ । জেনে ও বুঝে বিনিয়োগ

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

FAMILYTEX (BD) LTD.

APPLICATION FORM

APPLICATION FOR SHARES BY NON-RESIDENT BANGLADESHIS

(TO BE SENT DIRECTLY TO THE COMPANY'S CORPORATE OFFICE)

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

The Managing Director
FAMILYTEX (BD) LTD.
M. L. Tower (5th Floor), 1 East Rampura
D. I. T. Road, Dhaka-1219

Dear Sir,

I/we apply for and request you to allot me/us ………………. numbers of Shares and I/we agree to accept the same or any smaller number that may be allotted to me/us upon terms of the Company's Prospectus approved by the Bangladesh Securities and Exchange Commission subject to the Memorandum and Articles of Association of the Company. Further, I/we authorize you to place my/our name(s) on the Register of Member(s) of the Company and deposit the said ordinary shares in my Beneficiary Owner ("BO") account; I/we further authorize you to send a crossed (Account Payee only) cheque in respect of any Application money refundable to me/us by post/courier at my/our risk to the first applicant's address stated below:

1. No. of Ordinary Shares ....of Tk. 10.00 each at par.
2. Total subscription money of the amount of Tk. (in figures) ....Taka (in words)..only convertible into USD at the rate of US Dollar 1.00 = Tk…………../UK Pound Sterling 1.00 = Tk. …………../EURO 1.00 = Tk…………. Payment by Draft/Cheque No…………….dated……………………for US Dollar/ UK Pound Sterling/EURO/Tk.…………………. drawn on……………………………………Bank……………………………………Branch.
3. **Beneficiary Owner (BO) A/C No.** | | | | | | | | | | | | | | | | |

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

4. I/we agree to fully abide by the instructions given herein.
5. Particulars of Applicant(s)

a) Sole/First Applicant

Name:	
Father's/Husband's Name:	
Mother's Name:	
Mailing Address:	
Occupation:	Nationality:
Passport No. :	Valid up to:
Date of Birth:	
For Refunds: Please write the correct and full name of bank and branch (Application will not be treated as valid if any one uses a non-scheduled bank. Applicants are requested not to use the name of any non-scheduled bank).	
Name of the Bank:	Branch :

The applicant shall provide with the same bank account number in the application form as it is in the BO account of the applicant.

b) Second Applicant

Name:	
Father's/Husband's Name:	
Mother's Name:	
Mailing Address:	
Occupation:	Nationality:
Passport No. :	Valid up to:
Date of Birth:	

Nominee's Name:	
Mailing Address:	

6. I/we hereby declare that I/we have read the Prospectus of **FAMILYTEX (BD) LTD.** and have willingly subscribed for ………… No. of Ordinary Shares of Tk. 10.00 each at par.

7. Specimen Signature(s):

	Name in Block Letters	Signature
Sole/First Applicant:		
Second Applicant:		
Nominee:		

***Please see the instructions in paragraphs 14 and 15 for the evidence required to establish Non-Resident Bangladeshi status.**

Instructions

1. As per provision of the Depository Act, 1999 and regulations made there under shares will only be issued in dematerialized condition. Please mention your BO (Beneficiary Owner) account number in the Application Form. If you do not mention your valid BO (Beneficiary Owner) account number, your application will be treated as invalid.
2. All information must be written or typed in block letters in English and must not be abbreviated.
3. An application must not be for less than **500** Ordinary Shares and must be for a multiple of **500** ordinary shares. Any application not meeting this criterion will not be considered for allotment purpose.
4. An application must be accompanied by a foreign demand draft drawn on a bank payable at Dhaka or cheque drawn out of foreign currency deposit account maintained in Bangladesh for the full value of shares favoring **"Familytex (BD) Ltd."** and crossed **"Account Payee only".**
5. An application shall be sent by the applicant directly to the Company by **April 07, 2013** so as to reach the Company **April 20, 2013**. Applications sent after **April 20, 2013** or received by the Company after **April 20, 2013** will not be considered for allotment purpose.
6. Refund against over-subscription shall be made in the currency in which the value of shares was paid for by the applicant at the same rate as stated on the application form through Account Payee cheque payable at Dhaka with bank account number, Bank's name and Branch as indicated in the securities application form.
7. In case of over-subscription, allotment shall be made by lottery solely in accordance with the instructions by BSEC.
8. Money receipt on clearance of draft or cheque, as the case may be, shall be sent by post to the applicant by the Company.
9. **Joint Application by two persons will be acceptable. In such a case, allotment of refund shall be made to the first applicant. Note that a non-resident Bangladeshi (NRB) applicant cannot submit more than two applications, one in his/her own name and another jointly with another person by one cheque/DD/PO by USD/GBP/Euro/BDT (supported by a foreign currency encashment certificate, ORIGINAL). More than two applications by one cheque/DD/PO by USD/GBP/Euro/BDT (supported by a foreign currency encashment certificate, ORIGINAL) will not be allowed.**
10. Application must be made by an individual, a corporation or company, a trust or a society and not by a firm, minor or persons of unsound mind.
11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the Application liable to rejection and subject to forfeiture of application money and / or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or share (unit) will be deposited in account specified by the Bangladesh Securities and Exchange Commission (BSEC). This may be in addition to any other penalties as may be provided for by the law.
12. The intending NRB applicants shall deposit share money by US Dollar/UK Pound Sterling/EURO demand draft drawn on any Bank and payable in Dhaka, Bangladesh, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking "Account Payee only". So that the issuer's collecting bank can clear the proceeds and deposit the same into issuer bank's account in time.
13. The spot buying rate (TT Clean) in US Dollar, UK Pound Sterling and EURO of Sonali Bank as prevalent at the day of subscription opening will be applicable for the Non Resident Bangladeshi (NRB) applicants.
14. The applicant shall furnish photocopies of relevant pages of valid passports in support of his/her being a NRB, dual citizenship or of the foreign passport bearing an endorsement from the concerned Bangladeshi Embassy to the effect that no visa is required for him/her to travel to Bangladesh.
15. In case of joint NRB application joint applicant shall also submit supporting papers /documents in support of their being a NRB as mentioned in para-14 (above).
16. **An applicant cannot submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.**
17. No sale of securities shall be made nor shall any money be taken from any person, in connection with such sale until twenty five days after the prospectus have been published.
18. In case of non-allotment of the ordinary shares, if the applicants' bank accounts as mentioned in their application forms are maintained with any of the bankers to the issue, the amount refunded to those applicants will be directly credited into their respective bank accounts as mentioned in their application forms. Otherwise, refunds will be made only through "Account Payee" cheque(s) with bank account number and name of the bank branch as mentioned in the application form, payable at Dhaka or Chittagong, Khulna, Barisal, Rajshahi, Sylhet or Bogra as the case may be.
19. **The applicants who have applied for more than two applications using same bank account, their applications will not be considered for lottery and the Commission will forfeit 15% of their subscription money too.**

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

শেয়ার বাজারে বিনিয়োগ ঝুকিপূর্ণ । জেনে ও বুঝে বিনিয়োগ

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

FAMILYTEX (BD) LTD.

APPLICATION FORM

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

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

Bankers Sl. No.

The Managing Director
FAMILYTEX (BD) LTD.
M. L. Tower (5th Floor), 1 East Rampura
D. I. T. Road, Dhaka-1219

Dear Sir,

I/We apply for and request you to allot me/us ………………. numbers of Shares and I/we agree to accept the same or any smaller number that may be allotted to me/us upon terms of the Company's Prospectus approved by the Bangladesh Securities and Exchange Commission subject to the Memorandum and Articles of Association of the Company. Further, I/we authorize you to place my/our name on the Register of Member of the Company and deposit the said ordinary shares in my/our Beneficiary Owner ("BO") account; I/we further authorize you to send a crossed (Account Payee only) cheque in respect of any Application money refundable to me/us by post/courier at my/our risk to the first applicant's address stated below:

1. No. of Ordinary Shares ....of Tk. 10.00 each at par.
2.Total subscription money of the amount of Tk. (in figures)……..................................,Tk. (in words).. only convertible into USD at the rate of US Dollar 1.00 = Tk. ..../UK Pound Sterling 1.00 = Tk. ..../EURO 1.00= Tk. ....
3.Payment by Draft/Cheque No..date...for US Dollar/UK Pound Sterling/EURO/Tk. ………………………………drawn on..Bank ....branch.
4. Beneficiary Owner (BO) A/C No.

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

5. I/we agree to fully abide by the instructions given herein.
6. Particulars of Applicant(s)
a) Sole/First Applicant

Name:	
Father's/Husband's Name:	
Mother's Name:	
Mailing Address:	
Occupation:	Nationality:
Passport No. :	Valid up to:
Date of Birth:	
For Refunds: Please write the correct and full name of bank and branch (Application will not be treated as valid if any one uses a non-scheduled bank. Applicants are requested not to use the name of any non-scheduled bank).	
Name of the Bank:	Branch :

The applicant shall provide with the same Bank Account number in the application form as it is in the BO account of the applicant.

b) Second Applicant

Name:	
Father's/Husband's Name:	
Mother's Name:	
Mailing Address:	
Occupation:	Nationality:
Passport No. :	Valid up to:
Date of Birth:	

Nominee's Name:
Mailing Address:

7. I/We hereby declare that I/we have read the Prospectus of **FAMILYTEX (BD) LTD.** and have willingly subscribed for ………..…………..… No. of Ordinary Shares of Tk. 10.00 each at par.

8. Specimen Signature(s):

	Name (in Block Letters)	Signature
Sole/First Applicant:		
Second Applicant:		
Nominee:		

** In case of deposit into the applicants' bank account, the applicant will bear the applicable service charge, if any, of the applicants' banker and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.*

BANKERS' ACKNOWLEDGEMENT

Certified that this Bank has received Tk. (in figures)……………………………(in word …………………………...……………) only from Mr./Mrs./Ms………………………………………….being the Application money for ………………Ordinary Shares of **FAMILYTEX (BD) LTD.**

Banker's SL. No. **Seal & Date** **Authorized Signature (Name & Designation)**

INSTRUCTION

1. As per provision of Depository Act, 1999 and regulations made there under shares will only be issued in dematerialized condition. Please mention your Beneficiary Owner (BO) Account number in the Application form. If you do not mention your valid BO account number your application will be treated as invalid.
2. All information must be typed or written in full (in Block Letters) in English or in Bengali and must not be abbreviated.
3. Application must be made on the Company's printed form/photocopy or on typed copy/handwritten form thereof.
4. Application must not be for less than **500 Ordinary** Shares and must be for a multiple of **500 Ordinary** Shares. Any Application not meeting these criteria will not be considered for allotment purpose.
5. Remittance for the full amount of the Shares must accompany each Application and must be forwarded to any of the Bankers to the Issue. Remittance should be in the form of Cash/Cheque/Bank Draft/Pay Order payable to one of the Bankers to the favoring A/C "**FAMILYTEX (BD) LTD.**" and crossed "**A/C payee only**" and must be drawn on a Bank in the same town as the Bank to which the Application form has been sent.
6. In the case of a joint Application Form, the Allotment letter will be dispatched to the person whose name appears first on this application form and where amount is refundable in whole or in part the same will be refunded by Account Payee cheque by post/courier service to the person named first on this application form in the manner prescribed in the Prospectus.
7. Joint Application Form for more than two persons will not be accepted. In case of joint Application, each party must sign the Application Form.
8. Application must be in full name of individuals or companies or societies or trusts and not in the name of firms, minors or persons of unsound mind. Application from financial and market intermediary companies must be accompanied by Memorandum and Articles of Association and Certificate of Incorporation.
9. An applicant cannot submit more than two applications, one in his/her own name and another jointly with another person. In case an applicant makes more than two Applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% of application money will be forfeited by the Bangladesh Securities and Exchange Commission and balance amount will be refunded to the applicant.
10. No receipt will be issued for the payment made with Application, but the bankers will issue a provisional acknowledgement to the Issuer for Application lodged with them.
11. In the case of non-allotment of securities, if the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the bankers to the issue, refund amount of those applicants will be directly credited in to the respective bank "Account Payee" cheque(s) with bank account number and name of the bank branch as mentioned in the application payable at Dhaka or Chittagong, as the case may be.
12. Allotment shall be made solely in accordance with the instructions of the Bangladesh Securities and Exchange Commission (BSEC).
13. Making of any false statement in the Application or supplying of incorrect information therein or suppressing any relevant information shall make the Application liable to rejection and subject to forfeiture of application money and/or forfeiture of the share (unit) before or after issuance of the same by the issuer. The said forfeited application money or share (unit) will be deposited in account specified by the Bangladesh Securities and Exchange Commission (BSEC). This may be in addition to any other penalties as may be provided for by law.
14. Applications, which do not meet the above requirements, or Applications, which are incomplete, shall not be considered for allotment purposes.
15. The Banker's to the Issue Banks shall be obliged to receive the A/C Payee Cheque(s) on the closing day of the subscription of the IPO.
16. No sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until twenty five days after the prospectus has been published.
17. The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission will forfeit 15% (fifteen) of their subscription money too.