ÔÔcwRevRv‡i wewb‡qvM SwKcY| †R‡b I e‡S wewb‡qvM KiæbÓ

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

Public Offering of 26,041,666 ordinary shares, from which 60% i.e. 15,625,000 ordinary shares are reserved for Eligible Investors (EIs) at cut-off priceof Tk. 80.00 and remaining 40% i.e 10,416,666 ordinary shares at a 10% discounted from the cut-off price of Tk. 72.00 per share for General Public including NRB and Others totaling Tk. 2,000,000,000.00 (Taka Two Hundred Crore only) approximaly.

Issue Date of prospectus: [01/04/2018]

Opening date for subscription: [30/04/2018**]**
Closing date for subscription: [09/04/2018**]**

PROSPECTUS
OF

Bashundhara Paper Mills Ltd.

CREDIT RATING STATUS

Particulars	Rating	Date of Rating	Validity of Rating
Entity	AA3	November 09, 2017	October 31, 2018
Long-Term Loan	AA3 (Lr)		October 31, 2018 expiry date of loan whichever is earlier
Short-Term Loan	ST-3		
Rating Assigned By: Credit Rating Agency of Bangladesh Limited (CRAB)			

MANAGER TO THE ISSUE

AAA FINANCE & INVESTMENT LTD.
PARTNERSHIP OF TRUST

PRELIMINARY INFORMATION AND DECLARATIONS

(i) Name(s), address(s), telephone number(s), web address(s), e-mail(s), fax number(s) and contact persons of the issuer, issue manager(s), underwriter(s), auditors, Credit Rating Company and valuer:

Name & Address	Contact Person	Contact Address
Issuer		
Bashundhara Paper Mills Limited Plot # 56/A, Umme Kulsum, Road- 2nd Avenue , Block # C, Bashundhara R/A, Dhaka-1229	**M. Naseemul Hye FCS** Senior Executive Director &Company Secretary	**Tel :**+88-02-8431256-8 **Fax :**+88-02-55037257 **E-mail:** cosec_bpml@bg.com.bd info@bg.com.bd **Web:**www.bashundharapapermills.com
Manager to the issue		
AAA Finance & Investment Limited Amin Court, 4th Floor (Suite # 403-405) 31,Bir Uttam Shahid Ashfaqueus Samad Road, Dhaka-1000	**Mohammad Obaydur Rahman FCS** Managing Director	**Tel :**+88-02-9559602 **Fax :**+88-02-9558330 **E-mail** : info@aaafinancebd.com **Web:**www.aaafinancebd.com
Auditors		
Ahmed Zaker & Co. Chartered Accountants Green City Edge (Level 10), 89 Kakrail, Dhaka-1000	**Satya Ranjan Saha** Senior Manager (Audit)	**Tel :**+88-02-8391440-3, **Fax :**+88-02-8391011; **E-mail**: azcbangladesh@gmail.com **Web:** www.ahmed-zaker.com
Credit Rating Company		
Credit Rating Agency of Bangladesh Ltd. Sena Kalyan Bhaban (16th Floor), Suite# 1601-1602, 195, Motijheel C/A Dhaka-1000	**Hamidul Huq** Director & Managing Director	**Tel :**+88-02-9571497, 7125439 **Fax :**+88-02-9563837 **E-mail:** info@crab.com.bd **Web:** www.crab.com.bd
Valuer (s)		
S. F. Ahmed & Co. Chartered Accountants House# 25, Road# 13A, Block# D, Banani Dhaka-1213	**Md. Enamul Hoque Chowdhury FCA** Partner	**Tel :**+88-02-9894026, 8815102 **Fax :**+88-02-28825135 **E-Email:**sfaco@citechco.net **Web:**www.sfahmedco.org
Mahfel Huq & C0. Chartered Accountants BGIC Tower (4th Floor), 34 Topkhana Road, Dhaka-1000	**Howlader Mahfel Huq** Partner	**Tel :**+88-02-9553143, 9581786 **Fax :**+88-02-88029571005 **E-mail:** mh@mahfelhuq.com **Web:**www.mahfelhuq.com
Underwriter(s)		
AAA Finance & Investment Limited Amin Court, 4th Floor (Suite # 403-405) 31,Bir Uttam Shahid Ashfaqueus Samad Road, Dhaka-1000	**Mohammad Obaydur Rahman FCS** Managing Director	**Tel :**+88-02-02 9559602 **Fax :**+88-02-9558330 **E-mail**: info@aaafinancebd.com **Web:** www.aaafinancebd.com
AFC Capital Limited Saiham Sky View Tower, (11th Floor), 45, Bijoynagar Dhaka-1000	**Golam Md. Ahsan Kabir** Manager	**Tel :**+88-02-8392371, **Fax :**+88-02-8392372 **E-mail:**ahsankabir_afccl@yahoo.com **Web:**www.afccl.asia
EBL Investments Limited 59, Motijheel C/A (1st floor) Dhaka-1000	**Moinul Hosain Asif** Managing Director	**Tel** : +88-02-7118975, Ext.201 **Fax :**+88-02-7120251 **E-mail:**asif@eblinvestments.com **Web:**www.eblinvestments.com
Citizen Securities & Investment Limited Al-RaziComplex165-167, Shaheed Syed Nazrul Islam Sarani, Suite # G-802 (8'h Floor), Purana Paltan Dhaka-1000	**Tahid Ahmed Chowdhury** Managing Director & CEO	**Tel :**+88-02-9514542, 9515439 **Fax :**+88-02-9570546 **E-mail:**ceo@citizensecurities.com **Web:**www.citizensecurities.com
BMSL Investment Limited Shareef Mansion (4th Floor) 56-57, Motijheel C/A, Dhaka-1000	**Md. Riyad Matin** Managing Director	**Tel :**+88-02-9577651 **Fax :**+88-02-4717218 **E-mail:**ssi@dhaka.net **Web:**www.bmslinvestment.com

Lankabangla Investments Limited Eunoos Trade Centre (Level 21), 52-53 Dilkusha C/A, Dhaka-1000	**Khandaker Kayes Hasan** Chief Executive Officer	**Tel :**+88-02-7122595, **Fax:** +88-02-7113585 **E-mail:**kayes@lankabangla-investments.com **Web:**www.lankabangla-investments.com
UNICAP Investments Limited Noor Tower (4th Floor) 73, Sonargaon Road Dhaka-1205	**Salamul Latif Choudhury** Chief Executive Officer (CC)	**Tel :**+88-02-9632161-62 **Fax :**+88-02-9632163 **E-Email:** salam@unicap-investments.com **Web:**unicap-investments.com
Sonali Investment Limited SARA Tower(11th Floor), 11/A, Toyenbee Circular Road, Motijheel C/A, Dhaka-1000	**Surajit Kumar Saha** Chief Executive Officer	**Tel :**+88-02-9568777 **Fax :**+88-02- **E-mail:**sonaliinvestmentltd@gmail.com **Web:**www.silbd.com
Southeast Bank Capital Services limited Eunoos Trade Centre (Level-9), 52-53 Dilkusha C.A. , Dhaka-1000	**Md. Alamgir Hossain** Sr. Asstt. Vice President	**Tel :**+88-02-9574171-75 **Fax :**+88-02-9574169 **E-mail:**sebcsl@southeastbank.com.bd **Web:**www.southeastbank.com.bd
MTB Capital Limited MTB Tower (Level 3), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka-1215	**Khairul Bashar Abu Taher Mohammed** CEO & EVP	**Tel :**+88-02-8321714 **Fax :**+88-02-8321543 **E-mail:** info.mtbcap@mutualtrustbank.com **Web:**www.mtbcap.com
BD Finance Capital Holdings Limited 64, Motijheel C/A, 2nd floor, Dhaka-1000	**Barun Prasad Paul** MD & CEO (CC)	**Tel :**+88-02-9588186-7 **Fax :**+88-02-9588185 **E-mail:**info@bdcapital.com.bd **Web:**www.bdcapital.com.bd
Prime Finance Capital Management Limited PFI Tower (6th Floor), 56-57 Dilkusha C/A, Dhaka-1000	**M. Mosharraf Hossain FCA, PhD** MD & CEO	**Tel :**+88-02-9584874 **Fax :**+88-02-9584,922 **E-mail:**info@primfincap.com **Web:**www.primefincap.com
Swadesh Investment Management Limited Suite 01, Level 11, Unique Trade Center (UTC) 8, Panthapath, Karwan Bazar, Dhaka-1215	**Mamun Ahmed** Managing Director	**Tel :**01713-400500 **Fax :**88-02-58157544 **E-mail:**mamunahmed@msn.com **Web:** www.swadesh.com.bd
FAS Capital Management Limited Zahed Plaza (5th Floor), 30 Gulshan Avenue North C/A, Dhaka 1216	**Md. Yeasin ALi** Chief Executive Officer (CC)	**Tel :**01914001861 **Fax :**+88-02-8834456 **E-mail:** yeasinsb78@gmail.com **Web:**www.fcmlbd.com
IIDFC Capital Limited Chamber Building (6th Floor), 122-124 Motijheel C/A, Dhaka-1000	**Md. Musfiqur Rahman** Chief Executive Office (CC)	**Tel:** +88-02-9559311-12 **Fax:** +88-02-9568987 **E-mail:** info@iidfc.com **Web:** www.iidfc.com

(ii) Decleration:

A person interested to get a prospectus may obtain from the issuer, and the issue manager(s)

(iii) Statement:

“If you have any query about this document, you may consult the issuer, issue manager and underwriter”

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

(v) 'Risks in relation to the First Issue'

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is tk. 10.00 (ten) and the issue price is tk. 80, i.e. '8times' of the face value. The issue price has been determined and justifiedby the issuer and the issue manager or bidding by the eligible investors as stated under the paragraph on "justification of issue price" should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

(vi) 'General Risk'

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number (189-199) "

(vii) 'BPML's Absolute Responsibility'

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

AVAILABILITY OF PROSPECTUS

(i) Names, addreses, telephone numbers, fax numbers, website addreses and e-mail addresses and names of contact persons of the institutions where the prospectus and abridged version of prospectus are available in hard and soft forms:

Name & Address	Contact Person	Contact Address
Issuer		
Bashundhara Paper Mills Limited Plot # 56/A, Umme Kulsum, Road- 2nd Avenue , Block # C, Bashundhara R/A, Dhaka-1229	**M. Naseemul Hye FCS** Senior Executive Director &Company Secretary	**Tel :**+88-02-8431256-8 **Fax :**+88-02-55037257 **E-Email:** cosec_bpml@bg.com.bd info@bg.com.bd **Web:**www.bashundharapapermills.com
Issue Manager		
AAA Finance & Investment Limited Amin Court, 4th Floor (Suite # 403-405) 31,Bir Uttam Shahid Ashfaqueus Samad Road, Dhaka-1000	**Mohammad Obaydur Rahman FCS** Managing Director	**Tel :**+88-02-9559602 **Fax :**+88-02-9558330 **E-mail :** info@aaafinancebd.com **Web:**www.aaafinancebd.com
Registrar to the Issue		
AFC Capital Limited Saiham Sky View Tower (11th Floor), 45, Bijoy Nagar, Dhaka-1000	**Mahbub H. Mazumdar FCMA** Chief Executive Officer	**Tel :**+88-02-8392371 **Fax:**+88-02-8392372 **E-Email:**capital.afc@gmail.com **Web:**www.afccl.asia

Prospectus is also available on the websites of Bashundhara Paper Mills limited **(www.bashundharapapermills.com)**, AAA Finance & Investment Limited **(www.aaafinancebd.com)**, BSEC **(www.sec.gov.bd)**, DSE **(www.dsebd.org)**, CSE **(www.csebd.com)** and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

(ii) Names and dates of newspaperw where abridged version of prospectus was published:

Date of Publication of Abridged Version of Prospectus: [01/04/2018]

Sl. No.	Name	Date
	Bengali Newspapers	
1	[Kalar Kantho]	[01/04/2018]
2	[Bonik Barta]	[01/04/2018]
	English Newspapers	
1	[The Financial Express]	[01/04/2018]
2	[Daily Sun]	[01/04/2018]

(iii)Definitions and Acronyms/Elaboration of the abbreviated words and technical terms used in the prospectus:

		ELABORATION
A		
AAA	:	AAA Finance & Investment Ltd.
AGM	:	Annual General Meeting
Allotment	:	Allotment of Shares to respective BO A/C
B		
BAS	:	Bangladesh Accounting Standard
BDT	:	Bangladeshi Taka
BFRS	:	Bangladesh Financial Reporting Standards
BO A/C	:	Beneficiary Owner Account or Depository Account
Book-Building Method	:	The process by which an issuer attempts to determine the price to offer it's securities based on demand from Eligible investors (EIs)
BPML	:	Bashundhara Paper Mills Ltd.
BSA	:	Bangladesh Standards of Auditing
BSEC	:	Bangladesh Securities and Exchange Commission
C		
CDBL	:	Central Depository Bangladesh Ltd.
CEO	:	Chief Executive Officer
CFO	:	Chief Financial Officer
CIB	:	Credit Information Bureau
Commission	:	Bangladesh Securities and Exchange Commission
Companies Act	:	Companies Act, 1994
Company	:	Bashundhara Paper Mills Limited
Corporate Office	:	Head Office of the Comapny
CRAB	:	Credit Rating Agency of Bangladesh Limited
CSE	:	Chittagong Stock Exchange Limited
Cut-Off Price	:	The lowest price offered by the bidders at which the EI portion of total issue could be exhausted
D		
DSE	:	Dhaka Stock Exchange Limited
E		
EIs	:	Eligible Investors
EMS	:	Express Mail Service
EPS	:	Earnings Per Share
ERP	:	Enterprise resource planning Software
Exchanges	:	Stock Exchanges
EWPD	:	East West Property Development (Pvt.) Ltd.
F		
FC Account	:	Foreign Currency Account
FY	:	Financial Year
I		
IAS	:	International Accounting Standards
IPO	:	Initial Public Offering
Issue	:	Public Issue
Issuer	:	Bashundhara Paper Mills Limited
Issue Manager	:	AAA Finance & Investment Limited
N		
NAV	:	Net Asset Value per share
NBR	:	National Board of Revenue

NRB	:	Non Resident Bangladeshi
O		
Offering Price	:	Price of the Securities of Bashundhara Paper Mills Limited Being Offered
R		
Registered Office	:	Plot # 125/A, Road#2, Block # A, Bashundhara R/A, Dhaka-1229
RJSC	:	Registrar of Joint Stock Companies & Firms
Rules	:	Bangladesh Securities & Exchange Commission (Public issue Rules), 2015
S		
SAP	:	Systems, Applications and Products Software
Securities	:	Shares of Bashundhara Paper Mills Limited
Sponsors	:	The Sponsor Shareholders of Bashundhara Paper Mills Limited
Stockholders	:	Shareholders
STD Account	:	Short Term Deposit Account
Subscription	:	Application Money
T		
Tk.	:	Bangladeshi Taka
V		
VAT	:	Value Added Tax
W		
WPPF	:	Workers Profit Participation Fund

TABLE OF CONTENTS

PART I	EXECUTIVE SUMMARY

a) About the Industry:

Current World Scenario:

The global production of paper and board increased—with two exceptions (1975 and 1982) continuously over the last few decades from 125 million tons in 1970 to 365 million tons in 2006.

It is projected that the market for paper and paper board will continue to grow globally at 2.3 percent per year until 2030, with particularly sharp increases in developing countries (due to increases in population, literacy rates, and quality of life) and a slight decline in the most advanced industrialize counties (due to advances in electronic communications).

Over the last three decades, the paper making has increased globally but have not yet reached production levels and the paper market needs more supplies.

Source:
FAO-STAT Forestry Database (http://www.fao.org/corp/statistics/en/)
www.assignmentpoint.com/business/organizational-behavior/assignment-on-pulp-and-paper-industry.html

Current Bangladesh Scenario:

Paper Industry:
Generally, all writing and printing are done on paper. Paper is also widely used as wrapping and packaging material as well. The significance of paper and paper products in modern life is obvious to everyone now a day.
In Bangladesh, the paper industry went into operation during late 1950s when the Karnaphuli Paper Mill (KPM) at Chandragona in Chittagong was established. Following that, Bangladesh's private sector paper mills started in early 1980s in Narayanganj as well. Gradually the private sector has taken over the paper sector in the country and are now producing 90-95% paper products used in Bangladesh.
However, at present, around 80 paper mills are operating throughout the country. They produce different grades of paper e.g., writing, printing, packaging, liner, media, simplex, duplex, board, newsprint, cigarette, etc. The major players of the industry are listed below-
Local private mills account for a market share of around Tk. 400 core/ month; i.e. 60000 MT/Month which tends to around 5000 crores per year. Bashundhara Paper Mills Ltd possess around 30% market share at this moment.
Besides, around 40000 MT paper products are also imported in each month. Considering above circumstances we might conclude that the market size of paper products is around 8000 crores/ year.

Tissue Industry:
Per capita consumption of Tissues in Bangladesh is 145 gm.
Our tissue product contribution to GDP is 0.025%
Yearly growth rate is around 13% whereas global growth rate is 4.90%
(According to –Global tissue paper market 2012-2016 by researchmoz-)

Demand and Supply Gap:

According to the recent trend we believe the demand will cross 3200 MT within 1/2 years. In relation, we have taken initiatives to focus rural markets now a day. Our nationwide awareness development program through discussion session, meeting, and seminar is going on and we have included thousands of Imams, spiritual leaders, socially recognized and respected persons in such programs. As a result, we observed that awareness for using tissue products in the rural people is developing and people under these areas start using tissue products which definitely increases the demand.

Though our production capacity is around 2000 MT/ month but our factory always runs with 80% of its capacity. As a result we usually get 80-85% of our total requirement and due to shortage of production capacity we cannot meet the market demand. Thus short supply becomes common phenomenon now a day.

From 2013 we used to export around 700 MT in 23 countries of the world including England, Australia, Bahrain, Dubai, India etc. Last 5 years average export 3,693 MT. Production shortage is one of the reasons behind the story. Considering more profit margins we have focused on domestic markets rather than export markets before.

But in response to continuous request from our overseas clients we have already planned to re-explore our export markets and believe that there is an opportunity to export around 1500 MT/ month which is almost double of the export company's previous year.

Considering above circumstances we need to increase our production capacity by introducing more 4000 MT by 2016.In order to ensure market dominance there is no other alternatives but to increase such.

Marketing Overview:
Bangladesh is a Muslim country with a population of around 16 crores. Being a Muslim we have to observe 5 times prayer in a day. In order to observe our regular spiritual activities we need to be clean after urination all the time. People are using tissue products to perform such. Besides, our growing population, rapid urbanization are also playing roles to expand tissue markets.

Moreover, we have taken initiatives to create awareness as to increase the tissue uses. Our continuous effort will definitely explores new arenas for our tissue products.

At present we observed 2200 MT monthly requirement of tissue products for which our contribution is around 80% of total requirement. Our ceaseless efforts have already enabled us to grab more market shares in coming days.

Existing Market Segment:

Generally we can divide tissue markets into three following segments-

i. Urban Markets
ii. Semi- Urban Markets and
iii. Rural Markets.

People under urban markets are frequently purchase all types of tissue products, mostly facial tissue, napkin and toilet tissues whereas people living in semi- urban areas use tissue products like napkin and toilet tissue. On the other hand toilet tissues are frequently sold in rural areas as well.

The reasons behind to enter into this business, what are the facilities of existing competitors:

As per observation, in Bangladesh tissue industry is growing due to increase population, changing lifestyles, developing awareness. For instance, our monthly sales were Tk. 20 lacs/ month during the beginning of year 2000 whereas our present monthly sale is around Tk. 30 crores. Besides, potential markets from rural areas are now exploring more than ever and around 70% people of the country live in such areas. From this point of view tissue industry will flourish more in coming days.

Low overhead cost is the most significant facility we observed among the competitors. Besides, competitors have minimum promotional expenditures as well. As a result they can introduce products at a lower price.

Source of Data: BPML own research intelligence wing.

b) About the Issuer:

Bashundhara Paper Mills Limited

Bashundhara Paper Mills Limited (BPML) is one of the major concerns of Bashundhara Group. The Company was incorporated in Bangladesh in 1993 as a private limited company under the Companies Act, 1913 having its registered office at Dhaka. It was converted in to public limited company in January 30, 1994. BPML started its commercial operation in March 01, 1997 as an import-substitute local paper manufacturing company. After that another two companies of the Bashundhara Group of same nature namely **"Bashundhara Newsprint & Duplex Board Industries Limited"** (Former Shahjalal News Print Industries Ltd.) **and "Bashundhara Tissue Industries Limited"** (Former Freyschmidt Tissue Limited) amalgamated with BPML on October 10, 2009. After the amalgamation of all three companies carring out its business as a single legal entity and operated three separate units as "Unit 1", "Unit-2" and "Unit-3" for administrative purpose only. Presently the Authorized Capital of the Company is BDT 5000 Million and Paid-Up Capital stands at BDT 1477.49 Million. The factory of BPML is located at**Unit 1:** Meghnaghat, Baranagar, P/O: Newtown, Sonargaon, Narayangonj; **Unit 2:** Meghnaghat, P/O: Newtown, Sonargaon, Narayangonj; **Unit 3:** Anurpura, Gazaria, Munshigonj.The company produces various kinds of papers, paper products, tissues, PP Woven bags and Sack bags in unit-1 and unit-2 located at Narayangon and produces various kinds of tissues in unit-3 located at Munshigonj. The total installed capacity for paper & tissue products is about 175,500 MT per annum and the total cpacity for the bag section is about 120 Million pices per annum.

c) Financial Information:

Major financial information of BPML is as follows:

Particulars	Amount in BDT					
	June 30, 2016	Dec 31, 2015	Dec 31, 2014	Dec 31, 2013	Dec 31, 2012	Dec 31, 2011
Authorized Capital	5,000,000,000	5,000,000,000	5,000,000,000	5,000,000,000	5,000,000,000	5,000,000,000
Total Assets	18,908,848,938	18,087,815,959	17,078,550,518	16,352,157,284	14,674,489,788 *	13,826,080,275
Retained Earnings	855,508,897	548,408,983	324,461,831	377,552,314	249,045,262	152,576,945*
Share capital	1,477,497,750	1,477,497,750	495,355,900	190,521,500	190,521,500	190,521,500
Share money deposit	-	-	982,141,850	982,141,850	1,333,174,750	1,333,174,750
Long term borrowing-current portion	1,122,530,545	1,202,736,694	1,355,503,553	1,559,098,772	506,588,995	409,461,681
Short term borrowing	7,353,006,858	6,522,946,320	7,011,870,577	6,256,819,864	6,526,347,929	4,327,520,130
Revenue	5,692,734,196	10,435,756,308	10,335,094,709	10,501,929,489	10,231,758,607	9,086,822,654
Gross profit	1,029,117,481	1,802,630,212	1,790,011,312	1,711,985,736	1,634,031,268	1,571,897,198
Income tax provision	65,472,020	114,882,225	342,600,285	413,039,692	360,503,400	448,032,263
Profit after tax	316,578,047	264,672,844	218,122,716	97,070,738	65,003,068	104,942,921
EPS (Diluted)	**2.14**	**3.63**	**2.99**	**0.66**	**0.44**	**0.71**
EPS (Basic)	**2.14**	**3.63**	**4.40**	**5.10**	**3.41**	**5.47***
NAV	**30.49**	**60.88**	**37.60***	**132.50**	**127.40***	**142.63**

*Restated Figure

d)Features of the issue and its objects:

Bashundhara Paper Mills Limited intends to issue 26,041,667 ordinary shares of Tk. 10.00 each at an issue price of Tk.80.00including a premium of Tk.70.00 totaling BDT. 2,000,000,000only through Initial public offering (IPO) subject to approval of concernedregulatory authorities.

Object of net proceeds from Initial Public Offering (IPO) will be used for expansion of business activities, purchases of machineries and repayment of long term loan.

e) Legal and other Information:

Bashundhara Paper Mills Limited was incorporated in Bangladesh on September 28, 1993 as a private limited company vide registration no.C-24705(539)/93 under the Companies Act, 1913 (VII of 1913) having its registered office at Dhaka. It was converted in to public limited company in January 30, 1994. Bashundhara Paper Mills Limited was amalgamated with two companies of same nature namely **“Bashundhara Newsprint & Duplex Board Industries Limited”** (Former Shahjalal News Print Industries Ltd.)and **“Bashundhara Tissue Industries Limited”**(Former Freyschmidi Tissue Limited)on October 10, 2009.The major legal informations are given below:

Certificate	Issuer/ Authority		Certificate/ License No.	Issue Date	Renewal date	Expiry Date
Certificate of Incorporation	Register of Joint Stock Companies and Firms, Government of Bangladesh		C-24705(539)/93	28.10.1993	N/A	N/A
TIN Certificate	National Board of Revenue, Government of Bangladesh.		E-TIN 169620580996	02.10.2013	N/A	N/A
VAT Certificate	Customs, Excise and VAT Commission rate, Government of Bangladesh.	Unit-1	21131000470	20.11.2012	N/A	N/A
		Unit-2	21131001353	26.11.2012	N/A	N/A
		Unit-3	19301000676	02.12.2012	N/A	N/A
Import Registration Certificate	Office of the Chief Controller of Export & Import, Government of Bangladesh		e-133107	18.01.2003	17.07.2017	30.06.2018

Export Registration Certificate	Office of the Chief Controller of Export & Import, Government of Bangladesh	i-55752	05.08.2001	16.07.2017	30.06.2018
Trade License	Pirojpur Union Parishad, Sonargaon, Narayangonj	02, 159	01.07.2017	01.07.2017	30.06.2018
	4 No. Bhaberchar Union Parishad	05/2017-18	30.07.2017	30.07.2017	30.06.2018
	Dhaka City Corporation	05-04875	29.08.2013	12.07.2017	30.06.2018
Environment Clearance Certificate	Environment Bureau Narayangonj Zilla	bs-18-01155	06.02.2018	22.11.2017	22.11.2018
Fire License	Fire Services and Civil Defense, Government of Bangladesh	Dhaka-10750/98	03.05.1998	18.06.2017	30.06.2018
		Dhaka-14277/2001	04.09.2001	18.06.2017	30.06.2018
		Dhaka-13121/2000	22.02.2011	19.06.2017	30.06.2018
Board of Investment Certificate	Board of Investment, Government of Bangladesh	9810045-H	20.10.1994	N/A	N/A
DCCI Certificate	Dhaka Chambers of Commerce	02392	03.02.2014	01.01.2018	31.12.2018
Acid Usage License	Ministry of Home Affairs	13/2013-2014	27.04.2014	13.07.2017	30.06.2018
BERC License	Bangladesh Energy Regulatory Commission	BERC/POWER/CPP-0281/L/0283 (Part-1)/0577	02.02.2016	20.08.2017	15.05.2018
Factory Inspection License	Dy Chief Inspector of Factories	10407/bvtMÄ	08.08.1999	31.05.2017	30.06.2018
	Dy Chief Inspector of Factories	9832/XvKv	12.03.1997	31.05.2017	30.06.2018
	Dy Chief Inspector of Factories	10340/bvtMÄ	09.05.1999	21.06.2017	30.06.2018
Boiler Certificate	Office of the Chief Inspector of Boilers				
	Unit-1	evt et 1256, evt et 6477 evt et 6476 evt et 8628	05.12.2017, 14.06.2015 14.06.2015 08.06.2016	12.12.2017 09.10.201709.1 0.201709.10.20 17	22.11.2018 19.08.2018 19.06.2018 19.06.2018
	Unit-2	evt et 2860	04.04.2016	26.04.2017	12.04.2018
	Unit-3	evt et 6605, evt et 6606 evt et1916, evt et3950, evt et7243, evt et7244 evt et9257	23.11.2017; 23.11.2017; 18.05.2016; 19.10.2016; 19.10.2016; 30.03.2017	12.12.2017 12.12.201712.0 2.2018 05.02.201725.0 7.2017 25.07.2017 30.03.2017	25.10.2018 25.10.2018 12.08.2018 21.01.2018** 27.05.2018 27.05.2018 27.03.2018
BSTI	Bangladesh Standards and Testing Institution	3639		26.12.2016	30.06.2018
ISO	International Organization for Standardization	QCSMPL/INT/E/J/ 498-R	July 07, 2015	N/A	07.07.2018
Forest Stewardship Council-FSC Certificate	Forest Stewardship Council® RINA Services SpA, Via Corsica 12-16128 Genova Italy	RINA-COC-000101	March 23, 2016	N/A	22.03.2021

**cancel for idle

f) Promoters' background:

Mr. Ahmed Akbar Sobhan

Mr. Ahmed Akbar Sobhan is the founder of Bashundhara Group, which is currently operating in various lines of business activities including real estate, cement manufacturing, oil and petroleum, private economic zones, paper, tissue and allied products manufacturing, LP gas food & beverage industries in local and international trading etc. Bashundhara Group started its operation with a real estate venture and now emerged as one of the biggest industrial and commercial conglomerates in the country. Dynamism, leadership, commitment, sincerity, vision and farsightedness of Mr. Ahmed have placed the group in such an ideal position in this country.

Mr. Ahmed was selected as Commercially Important Person (CIP) by the Government of the People's Republic of Bangladesh decades. Presently he is associated with the following organizations:

- Mission Chief, Honorary Consul of Ukraine to People's Republic of Bangladesh;
- President, Bangladesh Land Developers Association;
- Chairman, Real Estate and Housing Association (REHAB) Advisory Standing Committee;
- Member of Bangladesh Paper Mills Association (BPMA);
- Member of Bangladesh Cement Manufacturers Association (BCMA);
- Member of General Body of Federation of Bangladesh Chambers of Commerce and Industry (FBCCI) and Dhaka Chamber of Commerce and Industry (DCCI);
- International Chambers of Commerce (ICC).

Mr. Ahmed Akbar Sobhan received following accolades at home & from abroad in recognition of his excellent business performance and remarkable contributions in socio-economic fields:

- Kar Bahadur recognition by National Board of Revenue of Bangladesh in 2016-2017;
- Mother Teresa International Canonization Award in 2016;
- Best Client Award of Agrani Bank Ltd. in 2010;
- Bangladesh Cultural Foundation Award in 2009;
- Janata Bank Prime Customer Award in 2002;
- USA Summit International Award in 2002;
- Arthakantha Business Award in 2001;
- President Gold Medal in 1994;
- Moulana Bhasani National Award 1993- as awarded by Moulana Bhasani Jatio Srimiti Parishad for outstanding Contribution in the housing sector;
- Kazi Nazrul Islam Medal in 1992.

Mrs. Afroza Begum

Mrs. Afroza Begum is one of the sponsor director of the Company. She is graduated from University of Dhaka and has significant contributions towards establishment and development of Bashundhara Group. She played a pivotal role in setting up of many new industries in steel & engineering, ship building and shipping, cement food & beverage and paper sectors as well as the restructuring process of the group for achieving optimum level of efficiency in productions.
She is also the Chairman of Board of Trustees of Afroza Begum Welfare Foundation. The Foundation has been running a project of 200 bed hospital in Manikgonj. Mrs. Afroza Begum is one of the Trustees of Bashundhara Foundation and serving in this capacity since establishment of the Foundation. The Foundation has been operating "Interest Free Loan Scheme/Project" operated for the poverty striken poor women community of the rural areas. This unique and extra-ordinary scheme was the brain child of Mrs. Afroza Begum. The Scheme already helped more than 12,000 women of the rural target areas to their becoming self-reliant.
She is one of the highest income tax payers in Bangladesh for consecutive last several years.

Mr. Sadat Sobhan

Mr. Sadat Sobhan is a sponsor of the Bashundhara Paper Mills Ltd. and has served about a decade as the Managing Director of the Bashundhara Paper Mills Ltd. Mr. Sadat was graduated from Huron University, UK in Science. He is a leading business entrepreneur of this country and meanwhile acquired versatile knowledge on trade, business and corporate management. He had significant contributions in establishment of some big business ventures of this country under the canopy of the Bashundhara Group which created huge job opportunities for the skilled human resources.

Mr. Sadat Sobhan was selected as a Commercially Important Person (CIP) by the Government of the People's Republic of Bangladesh in the year 2000-2001. He is one of the highest income tax payers in Bangladesh for consecutive several years. And a member of Dhaka Chamber of Commerce and Industries, Metropolitan Chamber of Commerce and Industries as well as SAARC Chamber of Commerce and Industries.

Mr. Shafiat Sobhan

Mr. Shafiat Sobhan the one of the sponsors of the Bashundhara Paper Mills Ltd. has completed his graduation in UK, before starting his business career by undertaking responsibilities in Bashundhara Group particularly in the fields of human resources development, finance and investment management, planning and implementation. Under his leadership establishment expansion and restructuring schemes in the Steel & Engineering, IT, Cement, Shipping, Food and Beverage, LP Gas, Service sectors of Bashundhara Group were initiated and implemented and reaching with good repute.

Mr. Shafiat Sobhan was selected as a Commercially Important Person (CIP) by the Government of the People's Republic of Bangladesh in the year 2000-2001. He is also member of Dhaka Chamber of Commerce and Industries (DCCI).

Mr. Sayem Sobhan

Mr. Sayem Sobhan is one of the sponsors of Bashundhara Paper Mills Ltd. had his graduation from American International University, London, UK in business administration and then he joined the Bashundhara Group. He has vast experience in business development, corporate management and administration and significantly contributed in development of various ventures at home and abroad. His far-reaching commitments, spontaneous decision making capabilities and business acumen enabled this Group to extend its operations to new horizons.

As recognition to his contributions in business and corporate management he was selected as the CIP of People's Republic of Bangladesh in the year 2000-2001. As the first Bangladeshi he has been honored with the most prestigious Dadasaheb Phalke Excellence Awards-2017 in recognition of for his outstanding contributions in the field of mass media, social service and sports. He was also conferred with US Congressional Recognition Medal in 2011 for his achievement in strengthening business ties between Bangladesh and USA. He got business memberships of many recognized associations including DCCI, MCCI, SAARC Chamber of Commerce & Industries. Mr. Sayem Sobhan is a keen sportsman and is currently serving as the Chairman of the Sheikh Russel Krira Chakra Ltd.

Mr. Safwan Sobhan

Mr. Safwan Sobhan is a young enterprising entrepreneur in this Country. At present he is serving as the Managing Director of Bashundhara Paper Mills Ltd. and the Vice-Chairman of the largest business conglomerate in this country i.e. Bashundhara Group. After his schooling from UK and had completed his bachelor's degree in business administration from American Intercontinental University, USA. He established various corporate houses at home and abroad and earned laurels for his corporate leadership qualities.
Since his appointment as the Director, he has been contributing actively in the overall local and global planning, strategy formulation, HRM, decision making process of this Company and the Bashundhara Group as well. His specialization in the time management, branding of products promotion, troubleshooting and crisis management brought very positive result in the Group.

Mr. Safwan also acted as the Chairman of the Editorial Board of The Daily Sun and the Bangladesh Pratidin and the online news portal Banglanews24.com. He was recognized as the one of the highest income tax payers in Bangladesh for consecutive last several years.

Mr. Safwan is a keen sportsman and involved in various activities to promote sports activities at home and abroad. He has been serving as a Councilor of the Bangladesh Cricket Board since 2017 and the current President of the Lt. Sheikh Jamal Dhanmondi Club Ltd. He is now the Chairman of Toggy Sports Ltd. - the owner of the Rangpur Riders which is, the Champion Team in the prestigious Bangladesh Premier League-2017 (BPL). He is one of the patrons of the Army Golf Club, Dhaka and a Member of the Dhaka Club Limited.

g) Capital structure and history of capital raising:

Capital structure

Particulars	Type of Securities	Numbers of Securities	Amount in Taka
Authorized Capital	Ordinary	**500,000,000**	**5,000,000,000**
Issued, Subscribed and Paid up capital	Ordinary	147,749,775	1,477,497,750
Total Paid-up Capital Before IPO [A]	Ordinary	**147,749,775**	**1,477,497,750**
Proposed Initial Public Offering (IPO) through book building method [B]	Ordinary	26,041,666	260,416,660
Total Paid-up Capital after IPO [A+b]	**Ordinary**	**173,791,441**	**1,737,914,410**

HISTORY OF CAPITAL RAISING:

Particulars of Allotment	Date of Allotment	Mode of Allotment & Numbers of Shares Allotted			Nominal Price (BDT)	Amount of Share Capital (BDT)
		Cash	Other than Cash	Bonus Issue		
1st Allotment: Memorandum	28.09.1993	100,000	-	-	10	1,000,000
2nd Allotment: Cash	15.09.1997	8,922,150	-	-	10	89,221,500
3rd Allotment: Amalgamation	10.10.2009	-	10,030,000	-	10	100,300,000
4th Allotment: Bonus Issue	25.02.2015	-	-	30,483,440	10	304,834,400
5th Allotment: Cash	12.08.2015	98,214,185	-	-	10	982,141,850
Total:		**107,236,335**	**10,030,000**	**30,483,440**		**1,477,497,750**

h) Summary of Valuation Report of securities:

Sl. No.	Valuation Methods	Fair Value (BDT)
Method -01	Net Asset Value (NAV) at historical or Current costs (With Revaluation Reserve)	**30.49**
	Net Asset Value (NAV) at historical or Current costs (Without Revaluation Reserve)	**15.79**
Method -02	Historical Earnings based value per share	**22.38**
Method-03	Yearly Average market price of Similar Stocks	**49.06**
Method -04	P/BV Multiple of Similar Stocks Based Valuation	**53.05**

The detailed valuation workings of the above-mentioned methods are furnished under the head of "Valuation Report of securities prepared by the Issue Manager" in this prospectusin page no.180-182

PART II	CONDITIONS IMPOSED BY THE COMMISSION IN THE CONSENT LETTER

Disclosure in respect of issuance of security in Dematerialized Form:

As per provisions of the Depository Act, 1999 and regulations made there under, share of the Company will be issued in dematerialized form only and for this purpose Bashundhara Paper Mills Limited will sign an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers, transmissions, splitting or conversions will take place on the CDBL system and any further issuance of shares (including rights and 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 26,041,666 ordinary shares, from which 60% i.e. 15,625,000 ordinary shares are reserved for Eligible Investors (EIs) at cut-off price of Tk. 80.00 and remaining 40% i.e 10,416,666 ordinary shares at a 10% discounted from the cut-off price of Tk. 72.00 per share for General Public including NRB and Others totaling **Tk. 2,000,000,000.00(Taka two hundred crore only)** approximately following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act, 1999 and rules 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 **02(two) working days** of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **3(three) 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 the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS -Word" format.

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

4. The issuer company and the issue manager shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper. A compliance report shall be submitted in this respect to the Commission jointly by the issuer and the Issue Manager within **02 (Two) working** days from the date of said transmission of the prospectus.

5. 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)** above the bank rate, to the subscribers concerned.

   The issue manager, in addition to the issuer company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within **07 (Seven) days** of expiry of the aforesaid **15 (Fifteen) days** time period allowed for refund of the subscription money."

6. All applicants shall apply for a minimum lot of 100shares worth Taka 7,200/- (Taka seven thousand two only) or its multiples.
7. The IPO shall stand cancelled in case of under-subscription in any category above 35%. In such an event, the issuer and issue manger shall inform the Commission **within 2 (two) working days** and release the subscription money within 10 (ten) working days after receiving verification report from CDBL and the information from exchanges regarding subscription.
8. **20% of the securities reserved for other general public shall be reserved for ¶wZM¯ ¶` wewb‡qvMKvix. In case of under-subscription under any of sub-categories of eligible investors category or general public category, the unsubscribed portion shall be added to other sub-category of the same category. In case of over subscription in the general public category, the issuer and the issue manager shall jointly conduct an open lottery. In case of over subscription in the eligible investors category, securities shall be allotted on pro-rata basis. No eligible investor shall apply for more than 2% (two percent) of the total securities reserved for the eligible investors.**
9. **An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of the application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.**
10. **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.**
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 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or share (unit) will be deposited in account of the Bangladesh Securities and Exchange Commission (BSEC). This is in addition to any other penalties as may be provided for by the law.**
12. 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.
13. Shares not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares, other than alternative investment funds, through stock dividends, shall be subject to a lock-in period of 02(two) years from the date of issuance of the prospectus.
14. **If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Or they (shares of Sponsors/ Directors/ Promoters) can be demated and shall remain in lock-in under CDBL system and issuer shall submit a dematerialization confirmation report generated by CDBL and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission.**
15. **The company shall not declare any dividend/bonus shares before listing of its capital with any Exchange from the date of this consent for raising of capital.**
16. **The company shall not engage itself into any merger/amalgamation or acquisition activities without taking "No Objection" from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting.**

PART–B

Application Process

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.

2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:

   a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stockbroker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stockbroker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.

   b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stockbroker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide thecustomer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with their application**. No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stockbroker/Merchant Banker.

   c) Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by exchange(s).

Step-2 (Intermediary)

3. The Stockbroker/Merchant Banker shall maintain a separate bank account only for this purpose namely "Public Issue Application Account". The Stockbroker/Merchant Banker shall:

   a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
   b) accumulate all the application/buy instructions received up to the cut-off date, deposit the amount in the "Public Issue Application Account" maintained with its bank within the first banking hour of **next working day** of the cut-off date;
   c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.

4. Banker of the Stockbroker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stockbroker/Merchant Banker.

5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stockbroker/Merchant Banker shall preparea list containing the draft information against the respective applicant's particulars.

6. The Stockbroker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde '~' separator) format, the certificate(s) issued by

its banker, the drafts **and certificates** received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the draft information.

7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stockbroker/Merchant Bankers, the drafts **and certificates** submitted by Non-resident Bangladeshi (NRB) and Foreign applicants and the list containing the draft information. Exchanges shall verify and preserve the bankers' certificates in their custody.
8. The application/buy instructions shall be preserved by the Stockbroker/Merchant Bankers up to 6 months from listing of the securities with exchange.

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if do not receive any observation from the Commission or the Exchanges.
13. The Issuer and issue manager shall arrange posting the lottery result on their websites within **06 (six) hours** and on the websites of the Commission and Exchanges within **12 (twelve) hours** of lottery.
14. Within **02 (two) working days** of conducting lottery, the Issuer shall:
    a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.
    b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
    c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchangein electronic form.
    d) send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, Exchangesshall distribute the information and allotment letters to the Stockbroker/Merchant Bankers concerned in electronic format and instruct them to:

a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
b) send the penalty amount of other than NRB and Foreign applicants who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;

16. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall request its banker to:

a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;

b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign) who are subject to penal provisions to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.

17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.

18. **Simultaneously**, the stockbrokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amountsand send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stockbroker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.

19. All drafts submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account (**FC account which has been debited to apply by NRB or foreign applicants)** through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stockbrokers and Merchant Bankers shall ensure compliance of the above.

21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.

22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stockbrokers/Merchant Bankers for any purpose other than public issue application.

23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.

24. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.

25. The Stockbroker/Merchant Banker shall provide the Issuer with a statement of the remittance and drafts sent.

26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.

27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

PART–C

1. The issue manager shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy 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 the Commission and the stock exchanges concerned. In this regard, the issue manager shall submit a compliance report to the Commission within 5 working days from the date of such publications.

2. The fund collected through Public Offering shall not be utilized prior to listing with Exchange(s) 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.

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

4. **While auditing the utilization of IPO proceeds, the auditors will perform their jobs under the following terms of reference (TOR) and confirm the same in their report/certificate:**

    (a) Whether IPO proceeds have been utilized for the purposes/heads as specified in the prospectus;

    (b) Whether IPO proceeds have been utilized in line with the condition (if any) of the Commission's consent letter;

    (c) Whether utilization of IPO proceeds have been completed within the time schedule/implementation schedule as specified in the published prospectus;

    (d) Whether utilization of IPO proceeds is accurate and for the purpose of the company as mentioned/specified in the published prospectus; and

    (e) The auditors should also confirm that: (i) assets have been procured/imported/constructed maintaining proper/required procedure as well as at reasonable price; and (ii) auditors' report has been made on verification of all necessary documents/papers/vouchers in support of IPO proceeds making reconciliation with Bank Statement.

5. All transactions, excluding petty cash expenses, shall be effected by crossed cheques or bank transfers.

6. Proceeds of the public offering shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in respect of time or purpose of utilization must have prior approval of the shareholders in the general meeting and if approved by the shareholders, the meeting resolution shall be submitted to the Commission and the Exchanges along with reasonable explanations.

7. If any quarter or half-year of the financial year ends after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the said quarterly/half yearly financial statements in accordance with the Commission's Notification SEC/CMRRCD/2008-183/admin/03-34 dated September 27, 2009 and Rules 13 of the Securities and Exchange Rules, 1987.

8. In the event of arising issues concerning Price Sensitive Information as defined under the **wmwKDwiwUR I G·‡PÄ Kwgkb (mweavi‡fvMx e¨emv wbwl×KiY) wewagvjv 1995** after publication of the abridged version of prospectus and before listing of its securities with any exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMI/200-953/1950 dated October 24, 2000.

PART–D

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

2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and the listing regulations of the Exchanges.

3. 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 III	DECLARATION AND DUE DILIGENCE CERTIFICATES

Annexure-A

Declaration about the responsibility of the directors, including the CEO of the issuer in respect of the prospectus

[Rule 4 (1) (d)]

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

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

Sd/- **Ahmed Akbar Sobhan** Chairman	Sd/- **Safwan Sobhan** Managing Director	Sd/- **Md. Imrul Hassan** Director
Sd/- **East West Property Development (Pvt.) Ltd.** Director Represented By: Md. Nazmul Alam Bhuiyan	Sd/- **Mr. Zeaur Rahman** Independent Director	Sd/- **Mr. Khawaja Ahmedur Rahman** Independent Director

Date: January 01, 2017

Annexure-B

Due diligence certificate by Issue Manager(s) in the prospectus

[Rule 4 (1) (d)]

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of26,041,666 Ordinary Shares of Tk. 200.00 Crore by Bashundhara Paper Mills Limited.

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

(1) We have examined all the documents submitted with the application for the above mentioned public issue, visited the premises of the issuer and interviewed the Chairperson, Directors and key management personnel of the issuer in connection with the finalization of the prospectus pertaining to the said issue;

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

WE CONFIRM THAT:

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

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

(c) The disclosures made in prospectus true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;

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

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

(f) The proposed activities of the issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;

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

(h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;

(i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;

(j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules has been complied with and our comments, if any;

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

Sl. No.	Name of the Issue	Issue Month/Year	Issue Price (Tk.)	Dividend Payment History (Year Wise)				
				2012	**2013**	**2014**	**2015**	**2016**
1	Zahintex Industries Ltd.	08-08-2011	25	10 % B	15% B	10% B	10% B 5% C	8% B 7% C
2	GPH Ispat Ltd.	13-12-2011	30	20% B	10% B	5% B	17% C	12% C
3	Shahjibazar Power Co. Ltd.	18-02-2014	25	N/A	N/A	5% B 25% C	3% B 28% C	3%B 30%C
N. B. 'B' indicates Bonus share or Stock Dividend and 'C' indicates Cash Dividend								

Place: Dhaka
Date: 24-07-2016

Sd/-
Mohammad Obaydur Rahman, FCS
Managing Director
AAA Finance & Investment Ltd.

<u>Annexure-C</u>

Due diligence certificate by the underwriter(s)
[Rule 4 (1) (d)]

<u>AAA Finance & Investment Limited</u>

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666Ordinary Shares of Tk. 200.00 Crore by Bashundhara Paper Mills Limited.

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

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 25 Crore (Twenty five crore) and we have the capacity to underwrite a total amount of Tk. 125 Crore (One hundred twenty five crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 5 Crore (Five crore) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us:
(Name of issue and amount underwritten)

SL. No.	Name of the Company	Nature of Issue	Amount Underwritten (Tk.)
1.	AB Bank Limited	Rights	300,000,000
2.	Saif Powertec Limited	Rights	19,999,995
Total:			**319,999,995**

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

(d) 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

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter
Sd/-
Mohammad Obaydur Rahman, FCS
Managing Director
AAA Finance & Investment Limited
Place: Dhaka
Date: 26-10-2017

AFC Capital Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666 Ordinary Shares of Tk. 2,000,000, 000.00 by Bashundhara Paper Mills Limited.

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

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 130,000,000,000.00 (Thirtten Crore only) and we have the capacity to underwrite a total amount of Tk. 650,000,000.00 (Sixty-Five Crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Five Crore) for the upcoming issue.

(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

Sl. No.	Name of the Company	Amount Underwritten (BDT)
1	STS Holdings Limited	60,800,000
2	Intraco Refueling Station Limited	45,000,000
3	Index Agro Industries Limited	70,000,000
4	Indo-Bangla Pharmaceuticals Limited	17,500,000
5	LankaBangla Finance Limited	159,125,470
6	Genex Infosys Limited	30,000,000
7	Esquire Knit Composite Limited	20,000,000
8	SK Trims & Industries Limited	30,000,000
9	Energypac Power Generation Limited	25,000,000
10	Ratanpur Steel Re-Rolling Mills Limited	50,000,000
Total		**507,425,470**

(c) All information as are relevant to our underwriting decision have been received by us and the prospectus forwarded to the Commission has been approved by us;
(d) 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
(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter
Sd/-
Mohbub H. Mazumdar FCMA
Chief Executive Officer
AFC Capital Limited
Place: Dhaka
Date: October 29, 2017

<u>EBL Investments Limited</u>

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666 Ordinary Shares of Tk. 2,000,000,000.00 by Bashundhara Paper Mills Limited.

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 300,000,000.00 (Three Hundred million only) and we have the capacity to underwrite a total amount of Tk. 1500,000,000.00 (Fifteen Hundred Million) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Fifty Million) for the upcoming issue.
(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)
(c)

SL. No.	Name of the Company	Amount Underwritten ()
1	Fortune Shoes Limited	14,000,000
2	Supreme Seed Company Ltd.	22,000,000
3	Pacific Denims Limited	75,000,000
4	SBS Cables Ltd.	41,922,000
5	ADN Telecom Ltd.	38,700,000
6	IDLC Finance Limited	50,000,000
7	The ACME Laboratories Ltd.	40,960,000
8	Silco Pharmaceuticals Limited	26,250,000
9	STS Holdings Limited	20,000,000
10	Dhaka Regency Hotel and Resort Limited	21,000,000
11	Intraco Refueling Stations Limited	30,000,000
12	Nurani Nurani Dyeing and Sweater Ltd.	75,250,000
Total		**455,082,000**

as are relevant to our underwriting decision have been received by us and the prospectus forwarded to the Commission has been approved by us;
(d) 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
(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:
Sd/-
Moinul Hossain Asif
Managing Director
Date:29.102017

<u>**Citizen Securities & Investment Limited**</u>

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666Ordinary Shares issuing with premium totaling Tk. 200.00 crore by Bashundhara Paper Mills Limited.

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,275,000.00 (Twenty Five Crore Two lac Seventy Five Thousand Only) and we have the capacity to underwrite a total amount of Tk. 1,251,375,000.00 (One Hundred Twenty Five Crore Thirteen Lac & Seventy Five Thousand only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Five Crore) for the upcoming issue.
(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

SL. No.	Name of the Company	Amount Underwritten (BDT)
1	Hemple Rhee Mfg Co, (BD) Ltd.	70,000,000.00
2	IDLC Finance Limited	30,000,000.00
3	BANGAS Limited	32,944,720.00
4	BD. Thai Limited	283,350,280.00
5	VFS Thread Dyeing Limited	17,000,000.00
6	IFCO Garments & Textitles Ltd.	17,500,000.00
7	Silco Pharmaceuticals Limited	26,250,000.00
8	Bashundhara Paper Mills Limited.	50,000,000.00
	Total	**527,045,000.00**

(c) All information as are relevant to our underwriting decision have been received by us and the prospectus forwarded to the Commission has been approved by us;
(d) 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
(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter
Sd/-
Tahid Ahmed Chowdhury, FCCA
Managing Director & CEO

Place: Dhaka
Date: 29.10.2017

BMSL Investment Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of26,041,666Ordinary Shares issuing with premium totaling to Tk. 200.00 crore by Bashundhara Paper Mills Limited.

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

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

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 42,00,00,000.00 (Forty two crore only) and we have the capacity to underwrite a total amount of Tk. 210,00,00,000(Two Hundred Ten Crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 2,80,00,000.00 (Two crore Eighty Lac Only) for the upcoming issue.

b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

SL.No	Name of the Company	Amount Underwritten(BDT)
1	Ananda Shipyard & Slipways Limited	18,180,000.00
2	Dhaka Regency Hotel and Resort Limited	25,000,000.00
3	MP Spinning Mills Ltd.	40,000,000.00
4	Hemple Rhee Manufacturing Co. (BD)	14,000,000.00
5	Summit Shipping Ltd.	52,500,000.00
6	Karim Spinning Mills Ltd.	75,000,000.00
7	Summit Uttraranchol Power Co. Ltd.	12,000,000.00
8	Metrocem Cement Limited	100,000,000.00
9	IDLC Finance Limited (right Issue)	50,000,000.00
10	Yeakin Polymer Limited	28,000,000.00
11	Bashundhara Paper Mills Limited	50,000,000.00
Total		**464,680,000**

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

d) 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

e) This underwriting commitment is unequivocal and irrevocable.

For Underwriter
Sd/-
Sumon Chandra Modak
Managing Director (CC)
Place: Dhaka
Date: 29.10.2017

LankaBangla Finance Investments Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of 26,041,666 Ordinary Shares of Tk. 200 crore of Bashundhara Paper Mills Ltd.

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

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

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

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 1,670,000,000.00 (Taka One Hundred Sixty Seven Crore only) and we have the capacity to underwrite a total amount of Tk. 8,350,000,000.00 (Taka Eight Hundred Thirty Five Crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. **50,000,000.00** (Taka Five Crore only) for the upcoming issue.

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

Sl. No.	Name of The Company	Amount Underwritten (BDT)
1	VFS Thread Dying Limited	20,000,000.00
2	STS Holding Limited	60,800,000.00
3	Dhaka Regency Hotel and Resort Limited	52,500,000.00
4	Bashundhara Paper Mills Limited	50,000,000.00
5	AB Bank Limited	800,000,000.00
6	Aman Cotton Fibrous Limited	20,000,000.00
7	Bengal Poly and Paper Sack Limited	10,000,000.00
8	Runner Automobiles Limited	15,000,000.00
9	Esquire Knit Composite Limited	20,000,000.00
10	Shasul Alamin Real Estate Limited	30,000,000.00
11	Desh General Insurance Company Limited	5,600,000.00
12	Energypac Power generation Limited	410,000,000.00
13	Ratanpur Steel Re-Rolling Mills Limited	100,000,000.00
14	Ashuganj Power Station Company Limited	70,000,000.00
	Total	**1,663,900,000.00**

c) All information as are relevant to our underwriting decision have been received by us and the prospectus forwarded to the Commission has been approved by us;
d) 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
e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter
Sd/-
Hassan Zabed Chowdhury
Chief Executive Officer (Acting)
LankaBangla Investments Limited
Date: October 29, 2017

UNICAP Investments Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of26,041,666 Ordinary Shares issuing with premium totaling of Tk. 2,000,000,000 by Bashundhara Paper Mills Limited.

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

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

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,000,000,000.00 (Taka twenty five Crore) only and we have the capacity to underwrite a total amount of Tk. 1,250,000,000.00 (Taka One Hundred and twenty five crore) only as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Taka Five Crore) only for the upcoming issue.

b) At present, no underwriting obligations are pending for us;

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

d) 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

e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
Salamul Latif Choudhury
Chief Executive Officer (C.C)
Dhaka, 29.10.2017

Sonali Investment Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666ordinary shares of Tk. 2,000,000, 000.00 by Bashundhara Paper Mills Limited.

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

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

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

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 2000,000,000,000.00 (Two hundred crore only) and we have the capacity to underwrite a total amount of Tk. 10,000,000,000 (one thousand crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Taka five crore) for the upcoming issue.
b) At present, the following underwriting obligations are pending for us:

SL. No.	Name of the Company	Amount Underwritten (BDT)
1	Express Insurance Limited	50,000,000.00
	Total	**50,000,000.00**

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

d) 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

e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
(Suruj Kumar Saha)
Chie Executive Officer (In Charge)
Sonali Investment Limited

Place: Dhaka
Date: 29.10.2017

Southeast Bank Capital Services Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666Ordinary Shares issuing with premium totaling Tk. 200.00 crore by Bashundhara Paper Mills Limited.

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

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

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

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,00,00,000 (Two hundred and fifty crore) only and we have the capacity to underwrite a total amount of Tk. 1250,00,00,000 as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Five Crore) for the upcoming issue.

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

SL. No.	Name of the Company	Amount Underwritten (BDT)
1	Express Insurance Limited	5,73,25,000
2	IDLC Finance Limited	3,00,00,000
3	Amulet Pharmaceuticals Limited	2,00,00,000
4	Dhaka Regency Hotel Limited	2,50,00,000
Total		**13,23,25,000**

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

d) 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

e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter
Sd/-
Mohammad Shahjahan
Managing Director (CC)

Place : Dhaka
Date: 29.10.2017

MTB Capital Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of26,041,666 Ordinary Shares issuing with premium totaling Tk. 200.00 crore by Bashundhara Paper Mills Limited.

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,000,000.00 (Taka twenty five crore) and we have the capacity to underwrite a total amount of Tk. 1,250, 000,000(Taka one hundred twenty five crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Taka five crore) only for the upcoming issue.
(b) At present, the following underwriting obligations are pending for us:

Sl.No	Name of the issue	Amount underwritten (BDT)
1	Summit Shipping Limited	52,500,000
2	SBS Cables Limited	13,600,000
3	Madina Cement Ind. Ltd.	78,375,000
4	Silco Pharmaceutical Ltd.	26,250,000
5	AB Bank Limited	100,000,000
6	Silva Pharmaceuticals Ltd	20,000,000.00
7	Ratanpur Steel Re-rolling Mills Limited	50,000,000.00
8	Zaheen Spinning Limited	257,763,500
	Total	**598,488,500.00**

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

(d) 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

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter
Sd/-
Khairul Basher Abu Taher Mohammed
Chief Executive Officer & EVP
MTB Capital Limited
Date: October 25, 2017

BD Finance Capital Holdings Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666Ordinary Shares issuing with premium totaling Tk. 200.00 crore by Bashundhara Paper Mills Limited.

Dear Sir,

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

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

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at **Tk. 26,87,50,000/-** (Taka Twenty Six Crore Eighty Sevel Lac Fifty Thousand only) and we have the capacity to underwrite a total amount of **Tk. 134,37,50,000.00** (Taka One Hundred Thirty Four Crore Thirty Seven Lac Fifty Thousand only) as per relevant legal requirements. We have committed to underwrite for up to **Tk. 25,000,000.00** (Taka Two Crore Fifty Lac only) for the upcoming issue.
b) At present, the following underwriting obligations are pending for us: No pending
(Name of issue and amount underwritten)
c) All information as are relevant to our underwriting decision have been received by us and the prospectus forwarded to the Commission has been approved by us;
d) 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
e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
Barun Prasad Paul
Managing Director (CC)
BD Finance Capital Holdings Ltd.

Date: 26.10.2017

Prime Finance Capital Management Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666 Ordinary Shares issuing with premium totaling Tk. 200.00 crore by Bashundhara Paper Mills Limited.

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

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

WE CONFIRM THAT:

a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 2,032,800,000.00 (Two Billion Thirty Two Million Eight Hundred Thousand only) and we have the capacity to underwrite a total amount of Tk. 10,068,719,220.00 (Ten Billion Sixty Eight Million Seven Hundred Nineteen Thousand Two Hundred & Twenty Only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Five Crore) for the upcoming issue.

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

SL.No.	Name of the Company	Amount Underwritten (BDT)
1	Royal Denims Limited	5,500,000
2	M.L. Dyeing Limited	100,000,000
3	Rupsha Fish & Allied Industries Limited	25,000,000
4	GQ Ball Pen Industries Ltd. (Rights Issue)	50,100,000
5	Care Specialized Hospital and Research Centre Ltd.	75,900,000
6	IDLC Finance Limited (Rights Issue)	70,000,000
7	Bangas Limited (Rights Issue)	131,778,890
8	Bangladesh Thai Aluminium Limited (Rights Issue)	10,000,000
9	VFS Thread Limited	40,000,000
10	IFCO Garments Limited	17,500,000
11	Dhaka Regency Hotel and Resort Limited	10,500,000
	Total	**536,278,890**

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

(d) 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

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter
Sd/-
M. Mosharraf Hossain FCA, PhD
Managing Director & CEO
Prime Finance Capital Management Limited
Place: Dhaka
Date: 26.10.2017

Swadesh Investment Management Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Offer of26,041,666 Ordinary Shares issuing with premium totaling Tk. 200.00 crore of Bashundhara Paper Mills Limited.

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 450,000,000.00 (Forty Five Crore only) and we have the capacity to underwrite a total amount of Tk. 2,250,000,000.00 (Two Hundred Twenty five crore only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 50,000,000.00 (Five Crore only) for the upcoming issue.
(b) At present, the following underwriting obligations are pending for us: (Name of issue and amount underwritten)

SL. No	Name of the Company	Amount Underwritten (BDT)
1	Ananda Shipyard & Slipways Limited	13,636,000.00
2	Rupsha Fish & Allied Industries Limited	25,000,000.00
3	Intraco Refueling Station Limited	20,000,000.00
	Total	**58,636,000**

(c) All information as are relevant to our underwriting decision have been received by us and the prospectus forwarded to the Commission has been approved by us;
(d) 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
(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
Mamun Ahmed
Managing Director
Place: Dhaka
Date: 26.10.2017

FAS Capital Management Limited

To
The Bangladesh Securities and Exchange Commission (BSEC)

Subject: Public Offer of Ordinary Shares issuing with premium totaling Tk.200.00 Crore of Bashundhara Paper Mills Ltd.

Dear Sir,

We, the under-noted underwriter 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 prospectus , other documents and materials as relevant to our underwriting decision; and
2. On the basis of such examination and the discussions with the issuer company, its directors and officers, and other agencies, independent verification of the statements concerning objects of the

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 250,481,102 (Twenty-Five Crore Four Lac Eighty-One Thousand One Hundred Two) and we have the capacity to underwrite a total amount of Tk. 1,252,405,510 (One Hundred Twenty Five CroreTwenty Four Lac Five Thousand Five Hundred Ten only) as per relevant legal requirements. We have committed to underwrite for up to TK 50,000,000 (Five Crore) for the upcoming issue.

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

Sl.No.	Name of the Company	Amount underwritten (BDT.)
1	Bashundhara Paper Mills Limited	50,000,000.00
2	AB Bank Limited	100,000,000.00
3	Silco Pharmaceuticals Limited	26,250,000.00
Total:		**176,250,000.00**

All Information as are relevant to our underwriting decision has been received by us and the prospectus forwarded to the Commission has been approved by us;

(c) We shall subscribe and take up the un-unsubscribed securities against the above-mentioned public issue within 15 (Fifteen) days of calling up thereof by the issuer; and
(d) This underwriting commitment is unequivocal and irrevocable.

For the underwriter

Sd/-
Md. Yeasin ALi
Chief Executive Officer (CC)
FAS Capital Management Limited
Date: October 25, 2017

IIDFC Capital Limited

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 26,041,666 Ordinary Shares of Tk. 2,000,000, 000.00 by Bashundhara Paper Mills Limited.

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

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

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

WE CONFIRM THAT:

(a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 600,000,000 (Taka Sixty Crore Only) and we have the capacity to underwrite a total amount of Tk. 3,000,000,000 (Taka Three Hundred Crore Only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 25,000,000.00 (Two Crore fifty Lac Only) for the upcoming issue.

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

Sl. No.	Name of the Company	Amount Underwritten (BDT)
1	Infinity Technology International Limited	52,500,000.00
2	SK Trims & Industries Limited.	25,000,000.00
3	AB Bank Limited (Rights Share)	400,000,000.00
4	Bengal Poly and Paper Sack Limited	10,000,000.00
5	Popular Pharmaceuticals Limited	10,000,000.00
6	Runner Automobiles Limited	15,000,000.00
Total Amount		**512,500,000.00**

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

(d) 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

(e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-
Md. Musfiqur Rahman
Chief Executive Office (CC)
Place: Dhaka
Date: October 26, 2017

PART IV	ABOUT THE ISSUER

(a) Name of the issuer, Dates of incorporation and commencement of its commercial operations, its logo, address of its registered office, other offices and plants, telephone number, fax number, contact person, website address and e-mail address;

Particulars		Description
Name of the issuer	:	Bashundhara Paper Mills Limited
Dates of incorporation	:	September 28, 1993
Commencement of commercial operations	:	March 01, 1997
Logo	:	
Addresses of the registered office	:	Plot # 125/A, Level#5, #Road-2, Block # A, Bashundhara R/A, Dhaka-1229
Other offices and plants (Factory)	:	**Unit 1:** Meghnaghat,Baranagar P/O: Newtown, Sonargaon, Narayangonj; **Unit 2:** Meghnaghat, P/O: Newtown, Sonargaon, Narayangonj; **Unit 3:** Anurpura, Gazaria, Munshigonj.
Telephone number	:	+88-02-8431256-8
Fax number	:	+88-02-55037257
Contact person	:	M. Naseemul Hye, FCS, Company Secretary
Website address	:	www.bashundharapapermills.com
E-mail address	:	info@bg.com.bd

(b) The names of the sponsors and directors of the issuer:

Sl. No.	Name of the Sponsors and Directors	Present Address	Permanent Address
Sponsors:			
1.	Mr. Ahmed Akbar Sobhan	Plot # 125/A, Level# 5, Road# 2, Block # A, Bashundhara R/A, Dhaka-1229	Plot# 364B, Block#E, Bashundhara R/A, Khilkhet, Badda, Dhaka
2.	Mrs.Afroza Begum	Plot # 125/A, Level# 5, Road# 2, Block # A, Bashundhara R/A, Dhaka-1229	Plot# 364B, Block#E, Bashundhara R/A, Khilkhet, Badda, Dhaka
Directors (Shareholding)			
1.	Mr. Ahmed Akbar Sobhan	Plot # 125/A, Level# 5, Road# 2, Block # A, Bashundhara R/A, Dhaka-1229	Plot# 364B, Block#E, Bashundhara R/A, Khilkhet, Badda, Dhaka
2.	Md. Nazmul Alam Bhuiyan Nominated by: East West Property Development (Pvt.) Ltd.	Plot # 125/A, Block- A, Level-1, Bashundhara Residential Area, Dhaka - 1229.	Plot- 301/A, Block-E, Tenament-2, Fiat No. G-6, Bashundhara R/A, Dhaka
3.	Md. Imrul Hassan	Plot # 125/A, Block- A, Bashundhara Residential Area, Dhaka - 1229	Flat- G/5, Tenement-2, Road-6, Block-E Bashundhara R/A, Dhaka
Directors (Independent)			
1.	Mr. Zeaur Rahman	House no. 17, Road No. 07, Block-F, Banani, Dhaka-1212	House no. 17, Road No. 07, Block-F, Banani, Dhaka
2.	Mr. Khawaja Ahmedur Rahman	Apartment 4B, House No. 3, Road No. 6, Gulshan-1, Dhaka-1212	Apartment 4B, House No. 3, Road No. 6, Gulshan-1, Dhaka-1212

c) The name, logo and address of the auditors along with their telephone numbers, fax numbers, contact persons, website and e-mail addresses:

Particulars		Description
Name	:	AHMED ZAKER & CO. Chartered Accountant
Logo	:	
Address	:	Green City Edge (Level 10), 89 Kakrail, Dhaka-1000
Telephone number	:	02- 8391440-3
Fax numbers	:	02-8391011;
Contact person	:	Mr. Satya Ranjan Shaha, Senior Manager
Website address	:	www.ahmed-zaker.com
E-mail address	:	azcbangladesh@gmail.com

The name, logo and address of the registrar to the issue along with their telephone numbers, fax numbers, contact persons, website and e-mail addresses:

Particulars		Description
Name	:	AFC Capital Limited
Logo	:	
Address	:	Saiham Sky View Tower (3rd Floor), 45, Bijoy Nagar, Dhaka-1000
Telephone number	:	+88-02-8392371
Fax numbers	:	+88-02-8392372
Contact person	:	Mahbub H. Mazumdar FCMA Chief Executive Officer
Website address	:	www.afccl.asia
E-mail address	:	capital.afc@gmail.com

(d) The name(s) of the stock exchanges where the specified securities are proposed to be listed.

Stock Exchanges	Contact Addresses
DHAKA STOCK EXCHANGE LIMITED	9/F, Motijheel C/A, Dhaka 1000 Tel: +88-02-9564601, 9576210-18 Fax: +88-02-9564727, +88-02-9569755 Web. www.dsebd.org
CHITTAGONG STOCK EXCHANGE LTD.	CSE Building, 1080, Sheikh Mujib Road, Chittagong-4100 Tel: +880-2-9513911-15 Fax: +880-2-9513906 Web. www.cse.com.bd

PART V CORPORATE DIRECTORY OF THE ISSUER

Company Name	:	Bashundhara Paper Mills Limited
Registered Office	:	Plot # 125/A, Block # A, Bashundhara R/A, Dhaka-1229
Manufacturing Plant	:	**Unit 1:** Meghnaghat, Baranagar, P/O: Newtown, Sonargaon, Narayangonj; **Unit 2:** Meghnaghat, P/O: Newtown, Sonargaon, Narayangonj; **Unit 3:** Anurpura, Gazaria, Munshigonj.
Incorporation & Reg. No.	:	September 28, 1993 vide registration no.C-24705(539)/93
Commercial Production	:	March 01, 1997
Auditors	:	Ahmed Zaker & Co. Chartered Accountants
Managers to the Issue	:	AAA Finance and Investment Limited
Lead Banker for IPO	:	Southeast Bank Ltd. (SND Ac No.000213100002197)
Company Secretary	:	Mr. M. Naseemul Hye FCS

PART VI	DESCRIPTION OF THE ISSUER

a) Summary:

(i) The summary of the industry and business environment of the issuer:

Current World Scenario:

The global production of paper and board increased—with two exceptions (1975 and 1982) continuously over the last few decades from 125 million tons in 1970 to 465 million tons in 2015.

It is projected that the market for paper and paper board will continue to grow globally at 2.3 percent per year until 2030, with particularly sharp increases in developing countries (due to increases in population, literacy rates, and quality of life) and a slight decline in the most advanced industrialize counties (due to advances in electronic communications).

Over the last three decades, the paper making has increased globally but have not yet reached production levels and the paper market needs more supplies.

Source:
FAO-STAT Forestry Database (http://www.fao.org/corp/statistics/en/)
www.assignmentpoint.com/business/organizational-behavior/assignment-on-pulp-and-paper-industry.html

Current Bangladesh Scenario:

Paper Industry:
Generally, all writing and printing are done on paper. Paper is also widely used as wrapping and packaging material as well. The significance of paper and paper products in modern life is obvious to everyone now a day.
In Bangladesh, the paper industry went into operation during late 1950s when the Karnaphuli Paper Mill (KPM) at Chandragona in Chittagong was established. Following that, Bangladesh's private sector paper mills started in early 1980s in Narayanganj as well. Gradually the private sector has taken over the paper sector in the country and are now producing 90-95% paper products used in Bangladesh.
However, at present, around 80 paper mills are operating throughout the country. They produce different grades of paper e.g., writing, printing, packaging, liner, media, simplex, duplex, board, newsprint, cigarette, etc. The major players of the industry are listed below-
Local private mills account for a market share of around Tk. 400 core/ month; i.e. 60000 MT/Month which tends to around 5000 crores per year. Bashundhara Paper Mills Ltd possess around 30% market share at this moment.
Besides, around 40000 MT paper products are also imported in each month. Considering above circumstances we might conclude that the market size of paper products is around 8000 crores/ year.

Tissue Industry:
Per capita consumption of Tissues in Bangladesh is 145 gm.
Our tissue product contribution to GDP is 0.025%
Yearly growth rate is around 13% whereas global growth rate is 4.90%
(According to –Global tissue paper market 2012-2016 by researchmoz-)

Demand and Supply Gap:

According to the recent trend we believe the demand will cross 3200 MT within 1/2 years. In relation, we have taken initiatives to focus rural markets now a day. Our nationwide awareness development program through discussion session, meeting, and seminar is going on and we have included thousands of Imams, spiritual leaders, socially recognized and respected persons in such programs. As a result, we observed that awareness for using tissue products in the rural people is developing and people under these areas start using tissue products which definitely increases the demand.

Though our production capacity is around 2000 MT/ month but our factory runs with approximate 80% of its capacity. As a result we usually get 80-85% of our total requirement and due to shortage of production capacity we cannot meet the market demand. Thus short supply becomes common phenomenon now a day. Moreover, we are going to start converting unit with 500MT production capacity in Kolkata by 2017 and another converting unit with more 500 MT production capacities by 2017 at Shiliguri, India. Jumbo rolls of papers for such converting will be sent from our mother factory in Bangladesh.

In 2013 we started export around 700 MT papers in 23 countries of the world including England, Australia, Bahrain, UAE, India etc. whereas our present export is around 100 MT/ month. Production shortage is one of the reasons behind the story. Considering more profit margins we have focused on domestic markets rather than export markets before. But in response to continuous request from our overseas clients we have already planned to re-explore our export markets and believe that there is an opportunity to export around 1500 MT/ month which is almost double of the export in 2013.

Considering above circumstances we need to increase our production capacity by introducing more 4000 MT by 2017.In order to ensure market dominance there is no other alternatives but to increase such.

Marketing Overview:
Bangladesh is a Muslim country with a population of around 16 crores. Being a Muslim we have to observe 5 times prayer in a day. In order to observe our regular spiritual activities we need to be clean after urination all the time. People are using tissue products to perform such. Besides, our growing population, rapid urbanization are also playing roles to expand tissue markets.

Moreover, we have taken initiatives to create awareness as to increase the tissue uses. Our continuous effort will definitely explores new arenas for our tissue products.

At present we observed 2200 MT monthly requirement of tissue products for which our contribution is around 80% of total requirement. Our ceaseless efforts have already enabled us to grab more market shares in coming days.

Existing Market Segment:

Generally we can divide tissue markets into three following segments-

i. Urban Markets
ii. Semi- Urban Markets and
iii. Rural Markets.

People under urban markets are frequently purchase all types of tissue products, mostly facial tissue, napkin and toilet tissues whereas people living in semi- urban areas use tissue products like napkin and toilet tissue. On the other hand toilet tissues are frequently sold in rural areas as well.

The reasons behind to enter into this business, what are the facilities of existing competitors:

As per observation, in Bangladesh tissue industry is growing due to increase population, changing lifestyles, developing awareness. For instance, our monthly sales were Tk. 20 lacs/ month during the beginning of year 2000 whereas our present monthly sale is around Tk. 30 crores. Besides, potential markets from rural areas are now exploring more than ever and around 70% people of the country live in such areas. From this point of view tissue industry will flourish more in coming days.

Low overhead cost is the most significant facility we observed among the competitors. Besides, competitors have no/ minimum promotional expenditures as well. As a result they can introduce products at a lower price.

Source of Data: BPML own research intelligence wing.

Bashundhara Paper Mills Limited

Bashundhara Paper Mills Limited manufactures different types of paper and allied products in "Unit-1 & Unit-2" and tissue & allied products in "Unit-3" and marketing the same for domestic consumption as well as for exports. In the paper sector of Bangladesh the Company feels no competition for its divercified products line. In its three units produces different types of paper products.

Bashundhara Paper Mills Limited (Unit-1):

produces very good Quality & International standard MG Paper, Offset Paper, White Writing & Printing Paper, Brown Wrapper, Brown Liner, Newsprint paper, Coated/Uncoated paper board, A4 paper, Glassine Paper, Stiffener, Ledger Paper, PP Woven Bag, Sack Paper also time to time produce Plug wrap, Cigarette Tipping Paper on request of different Cigarette manufacturing companies.

Bashundhara Paper Mills Limited (Unit-2):

Unit-2 of Bashundhara Paper Mills Limited was set up in 1994 & operates three modern plants in producing newsprint, white writing/printing paper, duplex board, liner paper, Kraft paper, Art card, art paper and allied products. The first unit produces duplex boards and other industrial packing papers used in packaging industry. An off line coater produces coated duplex board & Art card in this unit. It was formerly known as Bashundhara Newsprint & Duplex Board Limited.

The second unit produces environment friendly newsprint from recycled pulp (DIP) for national dailies, weeklies, fortnightlies. It also produces writing and printing paper for local consumption and also for printing text book for NCTB. The third unit makes art paper for printing industries.

Bashundhara Paper Mills Limited (Unit-3):

Unit–3 of Bashundhara Paper Mills Limited, formerly known as Bashundhara Tissue Industries Limited, was set up in 1995. It is the country's first basic tissue manufacturing factory at the face of growing popularity of tissue with fast changing urban lifestyle and elevation of living standards as a whole. The company is manufacturing wide range of products including facial tissue, pocket tissue, wet tissue, green tissue, sanitary napkin, baby diaper, toilet tissue, kitchen towel, cigarette paper, glassine paper, and hard tissue, hand gloves and paper carton container.

(ii)Summary of consolidated financial, operating and other information:

Bashundhara Paper Mills Limited has no subsidiary company. Therefore such information is not applicable for the Company.

b) General Information:

(i) Name and address, telephone and fax numbers of the registered office, corporate head office, other offices, factory, business premises and outlets:

Particulars	Description
Registered office:	Bashundhara Paper Mills Limited Plot # 125/A, Road #2, Block # A, Bashundhara R/A, Dhaka-1229 Phone: + 88-02-8432008-17 (Hunting) Fax: +88-02-55037257
Corporate Head Office:	Bashundhara Paper Mills Limited Plot # 03 (Umme Kulsum Road), Block # G, Bashundhara R/A, Dhaka-1229; Tel: +88-02-8401024-8, Fax: +88-02-8401401
Other Office:	Bashundhara Paper Mills Limited Plot # 56/A, Umme Kulsum, Road- 2ndAvenue, Block # C, Bashundhara R/A, Dhaka-1229 Tel : +88-02-8431256-8, Fax : +88-02-55037257
Factory Office:	**Unit 1:** Meghnaghat, Baranagar, P/O: Newtown, Sonargaon, Narayangonj; Tel. 01199-850865, Fax: 840-2-9343415 **Unit 2:** Meghnaghat, P/O: Newtown, Sonargaon, Narayangonj; Tel. 01199-865814, Fax: 04476000923 **Unit 3:** Anurpura, Gazaria, Munshigonj; Tel. 01199-8555694, Fax: 04476001562
Outlets of the Issuer	The company sales its products through dealers, therefore the company has no outlets.

(ii) The Board of Directors:

Sl.	Name	Position Held
1	Mr. Ahmed Akbar Sobhan	Chairman
2	Md. Nazmul Alam Bhuiyan Nominated by: East West Property Development (Pvt.) Ltd.	Director
3	Mr. Md. Imrul Hassan	Director
4	Mr. Zeaur Rahman	Independent Director
5	Mr. Khawaja Ahmedur Rahman	Independent Director

(iii) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the chairman, Managing Director, whole time directors, etc:

Sl.	Name	Designation	Present Address	Telephone No.	FAX No.	E-mail
1.	Mr. Ahmed Akbar Sobhan	Chairman	Plot # 125/A, Road-2, Block # A, Bashundhara R/A, Dhaka-1229	+88-02-8432008	+88-02-8431227	c.m@bg.com.bd
2.	Mr.Safwan Sobhan	Managing Director	Plot # 125/A, Road-2, Block # A, Bashundhara R/A, Dhaka-1229	+88-02-8432008	+88-02-8431227	md@bg.com.bd

*There is no whole time director of the Company.

(iv)Names, addresses, telephone numbers, fax numbers and e-mail addresses of the CFO, company secretary, legal advisor, auditors and compliance officer:

Names	Designation	Address	Telephone Number	Fax number	E-mail addresses
Mirja Mujahidul Islam	Chief Financial Officer	Plot # 56/A, Block # C, Bashundhara R/A, Dhaka-1229	Tel:028431024-8,	+880255037257	mirja.islam@bg.com.bd
M. Naseemul Hye FCS	Company Secretary	Plot # 56/A, Umme Kulsum, Road- 2nd Avenue, Block # C, Bashundhara R/A, Dhaka-1229	Tel: 02-8401798 Tel : +88-02-8431256-8,	+88-02-55037257	cosec_bpml@bg.com.bd
AHMED ZAKER & CO. Chartered Accountant	Auditor	Green City Edge (Level 10), 89 Kakrail, Dhaka-1000	Tel:02-8391440-3,	Fax: +88028391011	azcbangladesh@gmail.com
Law Vally	Legal Advisor	Saiham Sky View Tower ((11th Floor) 45 Bijoy Nagar, Dhaka-1000	Mobile: 01911315353	01911315353	lawvalley@gmail.com
M. Naseemul Hye FCS	Compliance Officer	Plot # 56/A, Umme Kulum, Road- 2nd Avenue, Block # C, Bashundhara R/A, Dhaka-1229	Tel: 02-8401798 Tel : +88-02-8431256-8,	+88-02-55037257	cosec_bpml@bg.com.bd

(v) Names, addresses, telephone numbers, fax numbers, contact person, website addresses and e-mail addresses of the issue manager(s), registerar to the issue etc:

Particulars	Contact Person	Contact Details
Manager to the Issue		
AAA Finance & Investment Ltd. Amin Court, 4th Floor (Suite # 403-405) 31,Bir Uttam Shahid Ashfaqueus Samad Road, Dhaka-1000	**H. A. Mamun** Manager	**Tel.** +88-02-9559602 **Fax:**+88-02- 9558330 **E-Mail:**mamun.cu03@gmail.commamun@aaafinancebd.cominfo@aaafinancebd.com **Web:**www.aaafinancebd.com
Registerar to the Issue		
AFC Capital Limited Saiham Sky View Tower (11th Floor), 45, Bijoy Nagar, Dhaka-1000	**Golam Md. Ahsan Kabir** Manager	**Tel.**+88-02-8392371 **Fax:**+88-02-8392372 **E-Mail:**capital.afc@gmail.com **Web:** www.afccl.asia

(vi)Details of Credit Rating:

a) The names of all the the Credit Rating Agencies from which credit rating has been obtained:

Name of the Agency	Rating Date
Credit Rating Agency of Bangladesh (CRAB)	November 09, 2017

Note:BPML got its credit rating for the first time from the Credit Rating Agency Bangladesh (CRAB)

b) The Details of all the Credit Ratings obtained for the issue and the issuer:

Particulars	Rating	Date of Rating	Validity of Rating
Entity	AA_3	November 09, 2017	October 31, 2018
Long-Term Loan	AA_3 (Lr)		October 31, 2018 expiry date of loan whichever is earlier
Short-Term Loan	ST-3		
Rating Assigned By: **Credit Rating Agency of Bangladesh Limited (CRAB)**			

c) The Rationale or Description of the Ratings (s) so obtained, as furnished by the credit rating agency(s):

Credit Rating Agency of Bangladesh Limited CRAB) has reaffirmed AA3 (Pronounced Double A three) and short term rating ST-3 of Bashundhara Paper Mills Limited (hereafter also referred to as BPML or the Company), based on its financials and other relevant quantitative and qualitative information up to date of rating.

These ratings reflect that the company has been operating with the economies of scale achieved from large size of production facility having production planning flexibility as well almost all kind of auxiliary facilities, very well diversified product ranges, synergy regarding carrying raw materials & finished goods, management expertise, group strength and brand image of 'Bashundhara'.

Total sales of the Company remained almost stable during the last two years which reported 2.6% growth in 2013 following the strategic decision of the management to reduce the production of newsprint of Unit 2 due to lower profit margin. Total sales of Unit 2 declined to BDT 1,788.9 million in 2015 from BDT 3,344.0 million in 2012. However, very high volume of sales as a paper manufacturing company having increasing trend of profitability position led by 18.4% EBITDA margin and 2.5% net profit margin reveals very sound financial strength of the Company. Although high financial expense (BDT 998.3 million in 2015) over the years partially reduce the benefit of sound business performance CRAB expects that following the repayment of loan the expenses will decline; hence profit margin as well as equity base will improve in the upcoming years.
While the liquidity position of the Company is reasonably sound over the years although the operating cycle (277 days) is quite prolonged to support the required volume of inventory to ensure flexible production planning and smooth production of diversified product ranges. Although improvement in receivable collection period and improved aging of accounts receivable also support comfortable liquidity position of the company.

Debt ratio improved to 2.6x in 2015 from 4.5x in 2014 following increase in revaluation surplus by BDT 1,472.7 whereas borrowed fund to EBITDA ratio remained almost stable during the last couple of year; 6.1x in 2015 which constrained the assigned ratings. Excluding revaluation surplus the adjusted equity stood at BDT 2,025.9 million resulted in 5.7x debt ratio. Total borrowed fund of BDT 11,647.7 million comprises BDT 6,522.9 short term loans, BDT 4,867.9 million long term loans and BDT 256.8 million loan from associated company. Although borrowed fund to EBITDA ratio is comparatively high (6.1x in 2015) over the years, positive cash flow position mitigate the credit risk profile of the Company.

The assigned ratings also reflect promoters' long record of successful business accomplishment in the industrial sector including paper industry, management experience, succession planning, ongoing improvement in management structure & MIS system, country wide effective distribution network and strong auxiliary facilities including indenting transport & logistics, economics of scale, free land for further expansion, wide range of product mix having excess capacity, regular up-gradation of production facility and the brand image of "Bashundhara".

d) Observation and Risk Factors as stated in the credit rating report:

Observation:

Bashundhara Paper Mills Ltd was incorporated with an aim to produce and sell different types of papers mainly focusing on different types of writing paper ranges from white writing paper, color printing paper, offset printing paper, brown wrapper, newsprint, carbonless paper, sticker paper, cement paper & poly bags etc. The Company initially started its commercial operation in 1997. Later the Company has diversified its product ranges in almost all section of paper manufacturing business. The company has total 71.1 acres of land for three factories of which 52.3 acres are registered in the name of the company but Mutation has completed for 37.3 acres.

Unit 1 started commercial operation from 1997 having the facilities of manufacturing a diversified range of high quality paper products including white writing & printing paper, exercise books, bidi/cigarette paper, newsprint paper, carbonless paper, coated paper, PP woven bag, paper sack etc. The factory of Unit 1 is located at Meghnaghat, Sonargaon, Narayangonj on total land area of 12.8 acres.

Unit 2 of the Company started commercial operation in 1999. The factory operates three modern plants in producing newsprint, duplex board, liner paper and other paper products including art paper, card paper, matt paper, matt card. Apart from that the Company has installed de-inking facility which uses waste paper to manufacture recycled pulp for various newsprint and paper board application and manufacture. The factory of Unit 2 is located at Meghnaghat, Sonargaon, Narayangonj on total land area of 12.6 acres.

Unit 3 of the Company, previously known as Bashundhara Tissue Industries Ltd, presently operates five production plants having the facilities to manufacture different types of tissue products, paper &

exercise products, baby diaper, sanitary napkin and hand gloves. The factory of Unit 3 is located at Anurpura, Gazaria, Munshigonj having total land area of 11.9 acres.

The well diversified product ranges in different units support BPML to manage the portfolio in a profitable way. Moreover the capacity of different product line ensure economies of scale as well as provide production planning flexibility to the management which also support to maintain available supply of products in the market. Therefore BPML is able to report good profit margin as well as continuous supply of products in the market. The capacity utilization is the highest in paper & tissue section of Unit 3 followed by paper section of Unit 1 having increasing trend over the years. BPML earned BDT 10,875.9 million (including VAT) in 2015 with 18.4% EBITDA margin having prospects of further growth which eventually reveals operational efficiency and managerial competency of the Company. Unit 3 manufactures more valuable products which also contributed highest shares (47.0%, amounting BDT 5,172.9 million) of total sales having increasing contribution during last three years. The Capacity utilization of Unit 2 declined during the last two years following strategic management decision considering market competition and comparatively less profit margin.

Performance of Business	2015	2014	2013
Annual Capacity			
Unit 1			
Paper Section (MT)	36,900	36,000	54,828
Paper Section -Value adding (MT)	31,788	31,428	-
Bag Section (Pcs)	120,000,000	120,000,000	120,000,000
Printing Machine (Pcs)	25,200,000	25,200,000	-
Unit 2			
Different kinds (MT)	84,600	84,600	81,000
Unit 3:			
Paper & Tissue Section (MT)	54,000	54,000	54,000
Sanitary Napkin Section (Pcs)	10,333,440	10,333,440	10,333,440
Baby Diaper Section (Pcs)	53,913,600	53,913,600	53,913,600
Hand Gloves Section (Pcs)	25,000,000	25,000,000	25,000,000
Capacity Utilization			
Unit 1			
Paper Section	78%	68%	67%
Paper Section -Value adding	53%	57%	
Bag Section	25%	30%	31%
Printing Machine	34%	32%	-
Unit 2			
Different kinds	30%	35%	50%
Unit 3			
Paper & Tissue Section	82%	69%	70%
Sanitary Napkin Section	35%	23%	15%
Baby Diaper Section	21%	19%	21%
Hand Gloves Section	11%	12%	39%
Gross sales (Mil. BDT)			
Unit 1	3,914.2	3,764.9	3,657.6
Unit 2	1,788.9	2,316.6	2,680.3
Unit 3	5,172.9	4,671.6	4,578.8
Total	10,875.9	10,753.0	10,916.7
EBITDA	1,923.9	1,845.1	1,724.1
EBITDA Margin	18.4%	17.9%	16.4%

In 2015 the Company purchased raw materials amounting BDT 6,245.6 million where BDT 4,573.6 million was imported raw materials mainly from Indonesia, Thailand and Korea. Although to ensure proper supply of imported raw materials for large volume of production facilities the Company needs to keep huge inventory putting pressure on liquidity position, the Company is less susceptible to raw material management risk.

The machinery set up of the factory is mixed aged due to starting of commercial operation in long years back. Although machinery set up of unit 2 is comparatively old but German based machineries and technologies support smooth operation of the factory. Following the addition of new products as well as few replacement of machinery set up especially in Unit 1 and Unit 3 the Company has upgraded its technology and factory set up during the last five years when the BPML had addition of total assets amounting BDT 5,121.7 million. The machineries used in the Unit 3 are more contemporary where few product lines are completely automated including napkin, tissue, baby diaper. Machineries of the Company are mostly made of Germany, Italy, France, Japan, China and Taiwan. Necessary auxiliary facilities including packaging materials are also manufactured in the factory of the Company. Recently installed de-inking facility to manufacture recycled pulp for various newsprint & paper board application and manufacture using waste paper as well as achievement of FSC certificates by RINA Service Spa which reveals management philosophy regarding technological up-gradation and environment.

The Company sells its products all over the country through its country wide spread distribution channel. The Company has 217 dealers and distributors apart from which the Company also sales channel including corporate sales, super shop, contract, inter company, employee, export, inter unit and scrap sales.

Risk Factors:

Distribution Risk:
A distribution channel refers to the route products or services take to reach a customer. The BPML sells its products all over the country through its country wide spread distribution channel. The paper industry distribution scenario has undergone some changes during the last few years. The paper industry distribution scenario has undergone some changes during the last few years. BPML has country wide network to support the sales team. Therefore, BPML has prescribed guidelines and terms and conditions to its Dealers and Distributors which minimize distribution risk.

Raw Material Risks:
Non-availability of fiber may disrupt the supply chain, forcing the Company to pay higher prices or alter manufacturing operations. But the BPML is less exposed to raw material price movement compared to product risk arising from market competition following product diversification, production planning flexibility, moderate pricing flexibility, effective procurement policy, the long experience of raw material management not only for paper mill but also for other manufacturing units. Although to ensure proper supply of imported raw materials for large volume of production facilities the Company needs to keep huge inventory putting pressure on liquidity position, the Company is less susceptible to raw material management risk.

Technological Risk:
BPML has regularly upgraded its technology and factory set up during the last five years conducted to smooth operation of the factory. Following strong monitoring system, flow of daily production and other factory related information, nature of business and facilities of reusing wastage as well as contemporary technology installed in recent years reduces technological risk of the Company.

(vii) Details of underwriting:

a) The names, addresses, telephone numbers, fax numbers, contact persons and e-mail addresses of the underwriters and the amount underwritten by them:

Name & Address	Contact Person	Contact Details	Amount Underwritten (BDT)
AAA Finance & Investment Limited Amin Court, 4th Floor (Suite # 403-405) 31,Bir Uttam Shahid Ashfaqueus Samad Road, Dhaka-1000	Mohammad Obaydur Rahman FCS Managing Director	Tel : +88-02-02 9559602 Fax : +88-02-9558330 E-mail : info@aaafinancebd.com Web: www.aaafinancebd.com	50,000,000
AFC Capital Limited Saiham Sky View Tower, (11th Floor), 45, Bijoynagar Dhaka-1000	Golam Md. Ahsan Kabir Manager	Tel : +88-02-8392371, Fax : +88-02-8392372 E-mail:ahsankabir_afccl@yahoo.com Web: www.afccl.asia	50,000,000
EBL Investments Limited 59, Motijheel C/A (1st floor) Dhaka-1000	Moinul Hosain Asif Managing Director	Tel : +88-02-7118975, Ext.201 Fax : +88-02-7120251 E-Email: asif@eblinvestments.com Web: www.eblinvestments.com	50,000,000
Citizen Securities & Investment Limited Al-RaziComplex165-167, Shaheed Syed Nazrul lslam Sarani, Suite # G-802 (8'h Floor), Purana Paltan Dhaka-1000	Tahid Ahmed Chowdhury Managing Director & CEO	Tel : +88-02-9514542, 9515439 Fax : +88-02-9570546 E-Email:ceo@citizensecurities.com Web: www.citizensecurities.com	50,000,000
BMSL Investment Limited Shareef Mansion (4th Floor) 56-57, Motijheel C/A, Dhaka-1000	Md. Riyad Matin Managing Director	Tel : +88-02-9577651 Fax : +88-02- 4717218 E-mail: ssi@dhaka.net Web: www.bmslinvestment.com	50,000,000
Lankabangla Investments Limited Eunoos Trade Centre (Level 21), 52-53 Dilkusha C/A, Dhaka-1000	Khandaker Kayes Hasan Chief Executive Officer	Tel : +88-02-7122595, Fax: +88-02-7113585 E-mail: kayes@lankabangla-investments.com Web:www.lankabangla-investments.com	50,000,000
UNICAP Investments Limited Noor Tower (4th Floor) 73, Sonargaon Road Dhaka-1205	Salamul Latif Choudhury Chief Executive Officer (C.C)	Tel : +88-02-9632161-62 Fax : +88-02-9632163 E-Email: salam@unicap-investments.com Web:unicap-investments.com	50,000,000
Sonali Investment Limited SARA Tower(11th Floor), 11/A, Toyenbee Circular Road, Motijheel C/A, Dhaka-1000	Surajit Kumar Saha Chief Executive Officer	Tel : +88-02-9568777 Fax : +88-02- E-mail: sonaliinvestmentltd@gmail.com Web: www.silbd.com	50,000,000
Southeast Bank Capital Services limited Eunoos Trade Centre (Level-9), 52-53 Dilkusha C.A. , Dhaka-1000	Md. Alamgir Hossain Sr. Asstt. Vice President	Tel : +88-02-9574171-75 Fax : +88-02-9574169 E-mail:sebcsl@southeastbank.com.bd Web: www.southeastbank.com.bd	50,000,000

MTB Capital Limited MTB Tower (Level 3), 111 Kazi Nazrul Islam Avenue, Bangla Motor, Dhaka-1215	Khairul Bashar Abu Taher Mohammed CEO & EVP	Tel : +88-02-8321714 Fax : +88-02-8321543 E-mail: info.mtbcap@mutualtrustbank.com Web: www.mtbcap.com	50,000,000
BD Finance Capital Holdings Limited 64, Motijheel C/A, 2nd floor, Dhaka-1000	Barun Prasad Paul MD & CEO (CC)	Tel : +88-02-9588186-7 Fax : +88-02-9588185 E-mail: info@bdcapital.com.bd Web: www.bdcapital.com.bd	25,000,000
Prime Finance CapitalManagement Limited PFI Tower (6th Floor), 56-57 Dilkusha C/A, Dhaka-1000	M. Mosharraf Hossain FCA, PhD MD & CEO	Tel : +88-02-9584874 Fax : +88-02-9584,922 E-mail: info@primfincap.com Web: www.primefincap.com	50,000,000
Swadesh Investment Management limited Suite 01, Level 11, Unique Trade Center (UTC) 8, Panthapath, Karwan Bazar, Dhaka-1215	Mamun Ahmed Managing Director	Tel : 01713-400500 Fax : 88-02-58157544 E-Email:mamunahmed@msn.com Web: www.swadesh.com.bd	50,000,000
FAS Capital Management Limited Zahed Plaza (5th Floor), 30 Gulshan Avenue North C/A, Dhaka 1216	Md. Yeasin ALi Chief Executive Officer (C.C)	Tel : 01914001861 Fax : +88-02-8834456 E-Email: yeasinsb78gmail.com Web: www.fcmlbd.com	50,000,000
IIDFC Capital Limited Chamber Building (6th Floor), 122-124 Motijheel C/A, Dhaka-1000	Md. Musfiqur Rahman Chief Executive Office (C.C.)	Tel:+88-02-9559311-12 Fax: +88-02-9568987 E-Email: info@iidfc.com Web: www.iidfc.com	25,000,000

b) Decleration by the underwriters that they have sufficient resources as per the regulatory requirements to discharge their respective obligations:

We the under-noted Underwriters to the forthcoming issue of **Bashundhara Paper Mills Limited** declare that we have sufficient resources as per the regulatory requirements to discharge our respective obligations regarding underwriting.

We also declare that the authority can take action against us for concealment of fact in this regard and we, the underwriters shall be legally bound to abide by any decision taken by the Authority in this regard.

Sd/- **Mohammad Obaydur Rahman FCS** Managing Director AAA Finance & Investment Limited	Sd/- **Mahbub H. Mazumdar FCMA** Chief Executive Officer AFC Capital Limited	Sd/- **Moinul Hosain Asif** Managing Director EBL Investments Limited	Sd/- **Mr. Tahid Ahmed Chowdhury** Managing Director & CEO Citizen Securities Limited
Sd/- **Md. Riyad Matin** Managing Director BMSL Investment Limited	Sd/- **Khandaker Kayes Hasan** Chief Executive Officer Lanka Bangla Investments Limited	Sd/- **Salamul Latif Choudhury** Chief Executive Officer (C.C)UNICAP Investments Limited	Sd/- **Surajit Kumar Saha** Chief Executive Officer Sonali Investment Limited
Sd/- **Muhammad Shahjahan** Managing Dirctor (CC) Southeast Bank Capital Services limited	Sd/- **Khairul Bashar Abu Taher Mohammed** CEO & EVP MTB Capital Limited	Sd/- **Barun Prasad Paul** **MD & CEO (CC)** BD Finance Capital Holdings Limited	Sd/- **M. Mosharraf Hossain FCA, PhD** MD & CEO Prime Finance CapitalManagement Limited

Sd/- **Mamun Ahmed** Managing Director Swadesh Investment Management limited	Sd/- **Md. Yeasin ALi** Chief Executive Officer (C.C) FAS Capital Management Limited	Sd/- **Md. Musfiqur Rahman** Chief Executive Officer (C. C) IIDFC Capital Limited

c) Major terms and conditions of underwriting agreements:

ARTICLE - I
UNDERWRITING

1.01 The Company shall make the public offer of 26,041,666 Ordinary Shares. 60% of the IPO i.e. 15,625,000 ordinary shares are reserved for Eligible Investors(EIs) at cut-off price of BDT.80/-and rest 40% of the IPO i.e.10,416,666 ordinary shares will be offered to the General Public at BDT.72/- (10% discounted price of cut-off price) as provided in this Agreement.

1.02 As per guideline of Bangladesh Securities and Exchange Commission, 35% of total amount of BDT. 2,000,000,000/- i.e. BDT.700,000,000/- shall have to be underwritten by the underwriters. The Underwriter shall underwrite total number of shares 651,042 i.e. (390,625 ordinary shares from EIs portion at cut-off price BDT.80/- 260,417 ordinary shares from General Public portion at discounted price of BDT.72/-) and total amount of Tk.50,000,000/- (Tk. 31,250,000/- from EIs portion and Tk. 18,750,000/- from General Public portion) on a firm commitment basis. This commitment is irrevocable and unequivocal.

ARTICLE - II
THE PUBLIC OFFER

2.01 The Company shall issue 26,041,667 ordinary shares through publishing a prospectus in accordance with the consent of the Bangladesh Securities and Exchange Commission (BSEC) and the provision of this Agreement.

2.02 Prior to the publication of the Prospectus, the Company shall obtain a consent from the Bangladesh Securities and Exchange Commission permitting the issue as described in Article 2.01 and provide for payment of initial underwriting commission not exceeding @Tk.0.50% (Zero point five zero percent) on the amount underwritten.

2.03 The Company shall make media campaign and publicity of the offer for subscription to the extent as may be reasonably requested by the Manager to the Issue prior to opening and during offer period of subscription list with publicity material as approved by the BSEC.

2.04 The Company shall comply with any other formalities required under law of the land, for raising fund publicly.

2.05 The issuer, in the event of under subscription, shall send notice to the underwriter(s) within ten days of closure of subscription calling upon them to subscribe and pay for this in cash in full within fifteen days of the date of said notice and the said amount shall be credited into securities subscription account within the said period. If payment is made by Cheque/Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this agreement, until such time as the Cheque/Bank Draft has been encased and credited to the Company's account. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and deposit of money by the underwriter to the Commission.

In the case of failure by the underwriter to pay for the shares under the terms mentioned above, the said underwriter will not be eligible to underwrite any issue, until such time as he fulfils his underwriting commitment under this Agreement and also other penalties as may be determined by the Commission may be imposed.

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

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

2.06 That the signatories to this Agreement have duly been authorised by the Board of Directors of both the Company and the underwriter to execute and give effect to this Agreement from the date written herein above.

2.07 The liability of the underwriter under this clause shall be in proportion to but not exceeding the shares agreed to be underwritten by it; provided that the aforementioned request of the Company shall be supported by official certificates and other documents of subscription obtained from the Bankers to the Issue and a declaration of the Company as to the final result of the Public subscription.

2.08 The Company shall pay to the underwriter an underwriting commission at the rate of 0.50% (Zero point five zero percent) of the value of the shares hereby agreed to be underwritten by it.

ARTICLE - III
DISCLOSURE

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

3.02 The Company shall

a) not change its financial plan or take steps to increase or decrease its paid up capital to the disadvantage of the Underwriter.
b) promptly advise the Underwriter of all amendments and changes required to be made in the Prospectus by the Bangladesh Securities and Exchange Commission and/or the Stock Exchange(s) and furnish amended Copies of Prospectus to the Underwriter and continue to inform him of all material facts relating to Public offering.

ARTICLE - IV
MISCELLANEOUS

4.01 Any notice or request required or permitted to be given or made under this Agreement to the Underwriter or to the Company shall be in writing. Such notice or request shall be deemed to have been duly given or made when it shall be delivered by hand or sent by registered post in a prepaid letter to the party to which it is required or permitted to be given or made at such party's registered address or at such other address as such notice or making such request is to be made. Such notice shall be deemed to have been delivered in the ordinary course of post.

4.02 This Agreement shall bind and insure to the benefit of, the respective successors of the parties hereto.

4.03 This Agreement shall be valid until completion of subscription of shares in accordance with section 2.05.

4.04 All questions or differences whatsoever which may at any time hereinafter arise between the parties hereto or their respective representatives touching these presents or the subject matter hereof or arising out of or in connection thereto respectively and whether as to construction or otherwise shall be referred to a single arbitrator in case the parties agree upon one Arbitrator, otherwise to two umpires in accordance with and subject to the provisions of the Arbitration Act, 2001 or any statutory modification thereof.

4.05 The rights and responsibilities of either party shall terminate in the event of full subscription of the public offering of shares.

4.06 Notwithstanding anything contained in this Agreement, in case of any inconsistency between the provision of this Agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, shall prevail.

40.7 The underwriter warrants and represents that it has certificate of registration from the Bangladesh Securities and Exchange Commission to fully underwrite or place primary securities in a firm commitment basis.

(C) Capital Structure:

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

Particulars	Class of Securities	Numbers of Securities	Nominal Price	Amount in Taka
Authorized Capital	Ordinary	**500,000,000**	**10**	**5,000,000,000**
Paid-up Capital Before IPO [A]	Ordinary	**147,749,775**	10	**1,477,497,750**
Proposed Initial Public Offering (IPO) through book building method [B]	Ordinary	26,041,666	10	260,416,660
Total Paid-up Capital after IPO [A+b]	**Ordinary**	**173,791,441**	**10**	**1,737,914,410**

ALLOTMENT HISTORY OF SECURITIES:

Date of Allotment	Form of Consederation			Issue Price (BDT)	Amount of Share Capital (BDT)
	Cash	Amalgamation	Bonus Issue		
28.09.1993	100,000	-	-	10	1,000,000
15.09.1997	8,922,150	-	-	10	89,221,500
10.10.2009	-	10,030,000	-	10	100,300,000
25.02.2015	-	-	30,483,440	10	304,834,400
12.08.2015	98,214,185	-	-	10	982,141,850
Total:	**107,236,335**	**10,030,000**	**30,483,440**		**1,477,497,750**

(ii) Size of the present issue, with break-up (number of securities, description, nominal value and issue amount);

A details break-up of distribution mechanism of the present issue is given as under:

Particulars		Percentage (%)	Number of Securities	Description	Nominal Value	Issue Amount (BDT)
Eligible investors (EI)	EI excluding Mutual Funds & CIS	50.00	13,020,833	Ordinary Share	10.00	130,208,330
	Mutual Funds & CIS	10.00	2,604,167	Ordinary Share	10.00	26,041,670
General Public(GP)	General Public excluding NRB	30.00	7,812,500	Ordinary Share	10.00	78,125,000
	NRB	10.00	2,604,166	Ordinary Share	10.00	26,041,660
Total		**100.00**	**26,041,666**			**260,416,660**

(iii) Paid up capital before and after the present issue, after conversion of convertible instruments (if any) and share premium account (before and after the issue);

Particulars	Before the present issue (BDT)	After the present issue (BDT)
Paid-up Capital	1,477,497,750	1,737,914,410
Convertible Instruments	N/A	N/A
Share Premium Account	Nil	1,739,583,292

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

Sl. No.	Category of Shareholders	Before the present issue		After the present issue	
		Ordinary Shares	**Percentage (%)**	**Ordinary Shares**	**Percentage (%)**
1	Directors & Sponsors	114,937,775	77.79	114,937,775	66.14
2	Shareholders other than Directors & Sponsors	32,812,000	22.21	32,812,000	18.88
3	EIs Other than Mutual Fund & CIS	-	-	13,020,833	7.49
4	Mutual Fund & CIS		-	2,604,167	1.50
5	General Public	-	-	7,812,500	4.50
6	NRBs	-	-	2,604,167	1.50
Total		**147,749,775**	**100.00**	**173,791,441**	**100.00**

*The Company has no convertible instrument.

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

BPML has issued 1,003,000ordinary shares of Tk. 100 each in the view of amalgamation with the two companies “Bashundhara Tissue Industries Limited” and “Bashundhara News Print & Duplex Board Industries Limited” dated October 10, 2009

Persons to whom those are issued	Relationship with the issuer	No. of Securities	Consideration	Valuation	Reasons of the Issue	Benefits from the issue
Mr. Ahmed Akbar Sobhan	Sponsor &Chairman	15,500	Assets of Bashundhara Tissue Industries Limited and Bashundhara News Print & Duplex Board Industries Limited	Per unit share value of transferor and transferee Company	Enhancement of Capital Base and operate all the three companies under common management	Enhancement of Capital Base and minimize the operating cost
Mrs. Afroza Begum	Sponsor Shareholder	104,700				
Mr. Sadat Sobhan	Shareholder	185,500				
Mr. Shafiat Sobhan	Shareholder	185,500				
Mr. Sayem Sobhan	Shareholder	185,500				
Mr. Safwan Sobhan	Managing Director	185,500				
Mr. Mahboob Morshed Hassan	Sponsor Shareholder	1500				
Mr. Md. Shafiqur Rahman	Shareholder	300	Assets of Bashundhara News Print & Duplex Board Industries Limited			
Mr. Md. Gias Uddin	Shareholder	2400				
Mr. Md. Abdus Samad	Shareholder	2100				
East West Property Development (Pvt.) Ltd.	Director	134,500				

On February 25, 2015 the Company issued 30,483,440 ordinary shares of Tk. 10 each as Bonus share to the shareholders as the following manner:

Persons to whom those are issued	Relationship with the issuer	No. of Securities	Consideration & Valuation	Reasons of the Issue	Benefits from the issue
Mr. Ahmed Akbar Sobhan	Sponsor &Chairman	2,328,000	Other than Cash (Bonus) On Pro-Rata Basis	Distribution of accumulated profit	Enhancement of Capital Base and re investment
Mrs. Afroza Begum	Sponsor Shareholder	3,755,200			
Mr. Sadat Sobhan	Shareholder	5,048,000			
Mr. Shafiat Sobhan	Shareholder	5,048,000			
Mr. Sayem Sobhan	Shareholder	5,048,000			
Mr. Safwan Sobhan	Managing Director	5,048,000			
Mr. Mahboob Morshed Hassan	Sponsor Shareholder	32,000			
Mrs. Rawshan Ara Begum	Shareholder	1,600			
Mr. Laila Anjuman Begum	Shareholder	1,600			
Mr. Md. Shafiqur Rahman	Shareholder	4,800			
Mr. Md. Gias Uddin	Shareholder	38,400			
Mr. Md. Abdus Samad	Shareholder	33,600			
East West Property Development (Pvt.) Ltd.	Director	4,096,240			

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

(Pursuant to Section 228 & 229 of the Companies Act 1994)

Scheme of amalgamation

of
Bashundhara Tissue Industries Ltd. (Former Freyschimidt Tissue Limited)
and
Bashundhara News Print and Duplex Board Industries Ltd.
(Former Shahjalal News Print Industries Ltd.)
with
Bashundhara Paper Mills Limited

1. (a) Name of the company making the offer or issuing in connection with the offer: Bashundhara Paper Mills Limited.
   (b) Management structure of the transferee company at the time of filing the matter (composition of Board of Director and particulars Regarding Manager, Director & Managing Director, Managing agents, Secretaries and Treasures, if any); Management of Bashundhara Paper Mills Limited.

Sl. No.	Name	Designation
01	Mr. Ahmed Akbar Sobhan	Chairman
02	Mrs. Afroza Begum	Director
03	Mr. Sadat Sobhan	Managing Director
04	Mr. Shafiat Sobhan	Director
05	Mr. Sayem Sobhan	Director
06	Mr. Mahaboob Morshed Hassan	Director
07	Mrs. Rowshan Ara Begum	Shareholder
08	Laila Anjuman Begum	Shareholder
09	East West Property Development (Pvt.) Ltd. (EWPD)	Shareholder
10	Safwan Sobhan	Director

   (c) Name and nature of business of other companies managed by the managing agents or secretaries andtreasurers, if any, of the transferee Company, Mr. Md. Khaliquezzaman Company Secretary.

   (d) Capital structure of the transferee company.

Authorized capital	Amount
30,00,000 ordinary shares of Tk. 100/- each	30,00,00,000/-
Paid up Capital: 9,02,215 ordinary shares Tk. 100/- each	9,02,21,500/-

   (e) The extent of share-holding of the Directors, Managers, Director & Managing Directors, Managing agents, Secretaries and Treasures or their associates, in the transferee company: Capital Structure of Bashundhara Paper Mills Limited.

Sl.	Name of Share holder	No. of shares held
01	Mr. Ahmed Akbar Sobhan	1,30,000
02	Mrs. Afroza Begum	1,30,000
03	Mr. Sadat Sobhan	1,30,000
04	Mr. Shafiat Sobhan	1,30,000
05	Mr. Sayem Sobhan	1,30,000
06	Mr. Mahaboob Morshed Hassan	500
07	Mrs. Rowshan Ara Begum	100
08	Mrs. Laila Anjuman Begum	100
09	East West Property Development (Pvt.) Ltd. (EWPD)	1,21,515
10	Mr. Safwan Sobhan	1,30,000
	Total	**9,02,215 Shares**

(f-I) the extent of share-holdings of the Directors, Managers, Director & Managing Director, Managing agents, Secretaries and Treasurers or their associates of the transferee company in the transferor company. Shareholding of **Bashundhara Tissue Industries Ltd.**

Sl. No.	Name of the Shareholders	No. of Shares held
01.	Mr. Ahmed Akbar Sobhan	500
02.	Mrs. Afroza Begum	500
03.	Mr. Sadat Sobhan	500
04.	Mr. Safiat Sobhan	500
05.	Mr.Sayem Sobhan	500
06.	Mr. Safwan Sobhan	500
	Total	**3000 Shares**

(F-II) The extent of share-holdings of the Directors, Manager, Managing agents, Secretaries and Treasurers or their associates of the transferee company in the transferor company.Shareholding of **Bashundhara News Print and Duplex Board Industries Ltd.**

Sl. No.	Name of Share holders	No. of share held
01	Mr. Ahmed Akbar Sobhan	15,000
02	Mrs. Afroza Begum	1,04,200
03	Mr. Sadat Sobhan	1,85,000
04	Mr. Safiat Sobhan	1,85,000
05	Mr. Sayem Sobhan	1,85,000
06	Mr. Mahaboob Morshed Hassan	1,500
07	Mr. Shafiqur Rahman	300
08	Mr. Md. Gias Uddin	2,400
09	Mr. Abdus Samad	2,100
10	East West Property Development (Pvt.) Ltd. (EWPD)	1,34,500
11	Mr. Safwan Sobhan	1,85,000
	Total	**10,00,000**

(g) If the offer is being made on behalf of a Company by any other person, the interest of the person in the Company which is making the offer: This type of offer is not applicable.

2. (a) Name of the transferor company: **Bashundhara tissue Industries Ltd**. and **Bashundhara News Print and Duplex Board Industries Ltd.**

(b) Management structure (composition of Board of Directors, and particulars regarding Manager, Managing Director, Managing agents, Secretaries and Treasurers, if any) **Bashundhara Tissue Industries Ltd.**

Sl. No	Name of Director	Designation
01	Mr. Ahmed Akbar Sobhan	Managing Director
02	Mrs. Afroza Begum	Director
03	Mr. Sadat Sobhan	Director
04	Mr. Shafiat Sobhan	Director
05	Mr. Sayem Sobhan	Director
06	Mr. Safwan Sobhan	Director

Bashundhara News Print and Duplex Board Industries Ltd.

Sl. No.	Name of Share holders	Designation
01	Mr. Ahmed Akbar Sobhan	Chairman
02	Mrs. Afroza Begum	Director
03	Mr. Sadat Sobhan	Director
04	Mr. Safiat Sobhan	Director
05	Mr. Sayem Sobhan	Managing Director

06	Mr. Safwan Sobhan	Director
07	Mr. Md. Shafiqur Rahman	Shareholder
08	Mr. Md. Gias Uddin	Shareholder
09	Mr. Abdus Samad	Shareholder
10	East West Property Development (Pvt.) Ltd. Represented by Mr. Ahmed Akbar Sobhan	Shareholder
11	Mr. Mahaboob Morshed Hassan	Shareholder

(c) Names and nature of business of other companies managed by the managing agents, or secretaries and treasurers, if any, of the transferor company: **Not Applicable**

(d) Capital Structure of the transferor company:

Bashundhara Tissue Industries Ltd.

Authorized Capital	Amount
10,00,000 Ordinary Shares of Tk. 100/- each	10,00,00,000/-
Paid up Capital 3000 ordinary shares of Tk. 100/- each	3,00,000/-

Bashundhara News Print and Duplex Board Industries Ltd.

Authorized Capital	Amount
30,00,000 Ordinary Shares of Tk. 100/- each	30,00,00,000/-
Paid up Capital 10,00,000 ordinary shares of Tk. 100/- each	10,00,00,000/-

(f) The extent of share-holdings of the Directors, Manager, Managing Director, Managing Agent, Secretaries and Treasurers, or their associates, if any; of the Transferor Company in the transferor and transferee companies.

In transferee company (**Bashundhara Paper Mills Ltd**.)

Sl.	Name of share holder	No. of shares held
01	Mr. Ahmed Akbar Sobhan	1,30,000
02	Mrs. Afroza Begum	1,30,000
03	Mr. Sadat Sobhan	1,30,000
04	Mr. Safiat Sobhan	1,30,000
05	Mr. Sayem Sobhan	1,30,000
06	Mr. Mahaboob Morshed Hassan	500
07	Mrs. Rowshan Ara Begum	100
08	Mrs. Laila Anjuman Begum	100
09	East West Property Development (Pvt.) Ltd. (EWPD)	1,21,515
10	Mr. Safwan Sobhan	1,30,000
	Total	**9,02,215 Shares**

3. A summary of the financial position of the transferee and transferor companies to be given separately in the pro forma contained in the Appendix: **Annexed.**

4. The prices or consideration offered for the purchase of the shares of the transferor company. If consideration is other than cash, full particulars thereof and where such consideration involves the allotment of shares in the transferee company full particulars of the shares and the rights attached thereto shall be specified and the basis of valuation of the shares of the transferor company. In case where the consideration is the allotment of the shares of the trannfaree company full particulars of the valuation of the shares of the transferee company proposed to be allotted shall also be furnished.

   The consideration offered for the purchase of shares of the company is the allotment of shares in the transferee company. That the per unit share value of transferor and transferee companies are determined as having same value. Hence the total Three thousand shares of taka 100/- each of Bashundhara Tissue Industries Ltd. and Total 10,00,000 paid up ordinary shares of Tk. 100/- each of Bashundhara News Print and Duplex Board Industries Ltd. grand total 10,03,000 shares shall be added to the 9,02,215 paid up ordinary shares of Tk. 100/- each of Bashundhara Paper Mills Limited. That the shareholders of the transferor Companies shall be allotted with same No. of shares which they have and hold in **Bashundhara Tissue Industries Ltd** and **Bashundhara News Print and Duplex Board Industries Ltd**. by **Bashundhara Paper Mills Limited** in the following manner:

Sl. No.	Name of Allotted	No. of shares allotted
01	Mr. Ahmed Akbar Sobhan	15,500
02	Mrs. Afroza Begum	1,04,700
03	Mr. Sadat Sobhan	185,500
04	Mr. Safiat Sobhan	1,85,500
05	Sayem Sobhan	1,85,500
06	Mr. Mahaboob Morshed Hassan	1,500
07	East West Property Development (Pvt.) Ltd.	1,34,500
08	Mr. Safwan Sobhan	1,85,500
09	Mr. Md. Shafiqur Rahman	300
10	Mr. Md. Gias Uddin	2,400
11	Mr. Md. Abdus Samad	2100
Total		**10,03,000**

5. Sources from which the transferee company proposes to pay for the acquisition of the said shares, if the consideration is cash: **Not Applicable**

6. Details of transfers of shares in the transferor company by its Directors, Managers, Director & Managing Director, Managing agents, Secretaries and Treasurers, or their associates in the two years preceding the offer: **Not Applicable**

7. Reasons for which the offer has been recommended for acceptance by the members of the transferor company by its directors. Every recommendation to the members of the transferor company shall also contain a statement of the interests of its Directors, Managers, Director & Managing Directors, Managing Agents, Secretaries and Treasurers or their associates in the transferee company:

   The offer has been recommended because all the Three Companies have the same set of management and identical shareholders and for better administrative benefits and to minimize the administrative and revenue cost it is beneficial that the business of all the Three Companies merge together under one management of a single company Bashundhara Paper Mills Limited. And the business of Bashundhara Tissue Industries Ltd and Bashundhara News Print and Duplex Board Industries Ltd. can be conveniently and advantageously combined together as Bashundhara Paper Mills Limited, the transferee company which has similar objects with Bashundhara Tissue Industries Ltd and Bashundhara News Print and Duplex Board Industries Ltd, As the management of all the Three Companies are almost same and this scheme of amalgamation will result in a horizontal integration and consequent saving of considerable costs.
   That the proposed amalgamation shall ensure interest of the existing shareholders and the Directors of **Bashundhara Tissue Industries Ltd** and **Bashundhara News Print and Duplex Board Industries Ltd.** shall be acquired and re-allotted to them by **Bashundhara Paper Mills Limited.**

8. A certificate from the auditors of the transferee company that the information contained in the offer/recommendation is correct: Annexed

Financial and Liquidity position of the Company according to the Balance Sheet of 2005.

Particulars	**Paper Bashundhara Paper Mills Limited as on 31.12.2005**	**Bashundhara Tissue Industries Limited as on 30.06.2005**	**Bashundhara News Print and Duplex Board Industries Ltd. as on 31.12.2005**
Current Assets.	605,228,448.56	167,440,873.01	1,919,645,075.03
(including investments other than trade investments in subsidiaryand /or managed companies)			
Less :			
Current liabilities	278,832,833.59	226,211,019.04	1,117,049,894.09
Liquid Surplus (Deficit)	326,395,614.97	(58,770,145.03)	802,595,180.94
Add			
(a) Fixed Assets	545,278,594.03	19,046,162,97	1,406,470,453.36
(b) Preliminary Expenses and Cost of Licence	1,82,000.00	18,775. l9	91,903.00
Less			
Long-term loans and liabilities	940,264,657.05	-	2,276,290,137.93
Net worth	**(68,408,448.05)**	**(39,705,207.87)**	**(67,132,600.63)**
Note: In making the above computation on net worth adjustments in respect of the following items has been made:			
(i) Intangible assets, i.e. goodwill, etc.			
(ii) Doubtful assets, i.e. doubtful and baddebts. etc.			
(iii) Deferred revenue expenditure	66,105,933.13	2,106,029.63	54,291,932.00
(iv) Accumulated losses	(92,524,014.92)	(37,899,178.24)	(112,840,666.63)
(v) Arrears of depreciation			
(vi) Arrears of preference shares dividend			
(vii) Any other amount appearing in the balance sheet required to be deducted inaccordance with accounting practice.			
Total=	**90,221,500.00**	**300,000.00**	**100,000,000.00**
Reconciliation Net Worth Paid-Up capital	90,221,500.00	300,000.00	100,000,000.00

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

The issuer has not issued share under such option.

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

BPML has issued 98,214,185 ordinary shares at face value Tk. 10 each to East West Property Development (Pvt.) Limited dated August 12, 2015 in consideration of share money deposit of Tk. 982,141,850

Specific Details of the issue is as under:

Name	Relation with the Issuer	Issue Price (Tk.)	No. of Securities	Reasons of Issue
*East West Property Development (Pvt.) Limited	Director&Parent Compnay	10	98,214,185	EWPDL has a great contribution in enhancement of the capital base of BPML by depositing a substantial amount of sharemoney deposit

*Shareholding Position of East West Property Development (Pvt.) Limited

Sl. No.	Name	Position	No. of Shares	(%) of holding
1.	Ahmed Akbar Sobhan	Sponsor Chairman & Managing Director	9800	98
2.	Md. Imrul Hassan	Director	100	1
3.	Md. Nazmul Alam Bhuiyan	Shareholder	100	1

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

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

(x) The total shareholding of the sponsors and directors in a tabular form, clearly stating the names, nature of issue, date of allotment, number of shares, face value, issue price, consideration, date when the shares were made fully paid up, percentage of the total pre and post issue capital, the lock in period and the number and percentage of pledged shares, if any, held by each of them;

Name	Position	Nature of Issue	Date of Allotment	No. of Ordinary shares	Face value & Issue Price	Consideration	Total No. of Shares	Lock in Period* (year)	Percentage (%) Pre-IPO	Percentage (%) Post-IPO
Ahmed Akbar Sobhan	Sponsor & Chairman	MoA	28.09.1993	60,000	10	Cash	4,000,000	3	2.71	2.30
		Fresh Allotment	15.09.1997	1,040,000	10	Cash				
		Transfer	12.07.2005	200,000	10	Cash				
		Amalgamation	10.10.2009	155,000	10	Asset absorvaton				
		Bonus	25.02.2015	2,328,000	10	Stock Dividend				
		Transfer	15.01.2017	217,000	10	Cash				
Afroza Begum	Sponsor Shareholder	MoA	28.09.1993	30,000	10	Cash	5,885,200	3	3.98	3.39
		Transfer	26.12.1993	1,000	10	Cash				
		Fresh Allotment	15.09.1997	1,120,000	10	Cash				
		Transfer	12.07.2005	149,000	10	Cash				
		Amalgamation	10.10.2009	1,047,000	10	Asset absorvaton				
		Bonus	25.02.2015	3,755,200	10	Stock Dividend				
		Transfer	15.01.2017	(217,000)	10	Cash				
Safwan Sobhan	Managing Director	Transfer	12.07.2005	1,300,000	10	Cash	8,203,000	1	5.55	4.72
		Amalgamation	10.10.2009	1,855,000	10	Asset absorvaton				
		Bonus	25.02.2015	5,048,000	10	Stock Dividend				
Md. Imrul Hassan	Director	Transfer	28.02.2016	182,000	10	Cash	4,002,000	3	2.72	2.30
		Transferred		3,820,000	10	Cash				
Nazmul Alam Bhuiyan Nominated by: East West Property Development (Pvt.) Ltd.	Director	Fresh Allotment	15.09.1997	6,159,650	10	Cash	101,050,575	3	68.39	58.14
		Transfer	12.07.2005	(4,944,500)	10	Cash				
		Amalgamation	10.10.2009	1,345,000	10	Asset absorvaton				
		Bonus	25.02.2015	4,096,240	10	Stock Dividend				
		Fresh Allotment	12.08.2015	98,214,185	10	Cash				
		Transfer		(3,820,000)	10	Cash				
Total:							**123,140,775**		**83.35**	**70.85**

N.B. The shares were made fully paid up capital at the date of allotment. The company didn't issue any pledged share.

xi) The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the red-herring prospectus or prospectus or information memorandum;

Details of aggregate shareholding of the sponsors and directors are given in avove mentioned clause no. x

N.B. No securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the prospectus;

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

Shareholders position for 5% or more:

Sl. No.	Name of Shareholder	Address	No. of Share owned or beneficially	Total No. of Shares Recorded	Shareholding (%) before IPO
1	Mr. Sadat Sobhan	Plot # 125/A, Road-2, Block # A, Bashundhara R/A, Dhaka-1229	8,203,000	8,203,000	5.55
2	Mr. Shafiat Sobhan	Plot # 125/A, Road-2, Block # A, Bashundhara R/A, Dhaka-1229	8,203,000	8,203,000	5.55
3	Mr.Sayem Sobhan	Plot # 125/A, Road-2, Block # A, Bashundhara R/A, Dhaka-1229	8,203,000	8,203,000	5.55
4	Mr.Safwan Sobhan	Plot # 125/A, Road-2, Block # A, Bashundhara R/A, Dhaka-1229	8,203,000	8,203,000	5.55
5	East West Property Development (Pvt.) Ltd.	5/3, Kazi Kutir, Nimtali, Rayer Bazar, Dhaka	101,050,575	101,050,575	68.39

*The Company has not any existing warrant, option or right to convert any convertible instrument.

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

None of the top ten salaried officers of the company own any shares of the issuer company "Bashundhara Paper Mills Limited" but Mr. Safwan Sobhan,Managing Director of the Company.

Sl. No.	Name of Shareholder	Position	No. of Shareholding	Shareholding (%) before IPO	Shareholding (%) Post- IPO
1	Mr.Safwan Sobhan	Managing Director	8,203,000	5.55	4.72
Total:			**8,203,000**	**5.55**	**4.72**

(d) Description of Business:

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

Bashundhara paper mills limited (BPML) is a one of the major concerns of Bashundhara Group. The company was incorporated in Bangladesh on September 28, 1993 as a private limited company vide registration no.C-24705(539)/93 under the companies act, 1913 (VII of 1913) having its registered office in Dhaka. It was converted in to public limited company in January 30, 1994

BPML started its commercial operation on March 01, 1997

The principal activities of the company is manufacturing different types of paper and allied products in "Unit-1 & Unit-2" tissue and allied products in "Unit-3" and marketing the same for domestic consumption as well as for exports.

The Company has no subsidiary but it is operated under a holding company.

(ii) Location of the project;

Unit 1: Meghnaghat,Baranagar P/O: Newtown, Sonargaon, Narayangonj;
Unit 2: Meghnaghat, P/O: Newtown, Sonargaon, Narayangonj;
Unit 3: Anurpura, Gazaria, Munshigonj.

(iii) Plant, machinery, technology, process, etc.

Bashundhara Paper Mills Ltd. is supported by modern machineries and the management is highly capable, qualified and experienced. Inspired by the dynamic leadership of the management of the company, this team of competent professionals are filled with zeal and dedication to leave no stone unturned for achievement of their common goal- complete customer's satisfaction.

The Company intriduces fully automated packing system by German based latest technology.

(iv) Details of the major events in the history of the issuer, including details of capacity orfacility creation, launching of plant, products, marketing, change in ownership and/or key management personnel etc;

Event Related to Company Formation & Others:

Date of Incorporation	September 28, 1993 as a private limited company vide registration no.C-24705(539)/93
Private to Public conversion:	Converted into a public limited company from private on January 30, 1994
Date of Commercial Operation	March 01, 1997
Conversion from Private to Public	Converted into a public limited company onJanuary 30, 1994
Amalgamation	BPML was amalgamated with two companies of the Bashundhara Group of same nature namely "Bashundhara Newsprint & Duplex Board Industries Limited" (Former Shahjalal News Print Industries Ltd.) and "Bashundhara Tissue Industries Limited"(Former Freyschmidi Tissue Limited)amalgamated with BPML on October 10, 2009.
Awarded ISO 14001	In the year 2004 awarded by QCS Management (Pvt.) Limited
Launching the Export	In the year 2011BPML Started Export its products to 23 different countries around the world at a target of 4200MT per year.
Increase of Paid up Capital	In the year 2014, Increase Paid up capital from Tk. 190,521,500 to 495,355,900.
Capacity/Facility Creation	In the year 2014 BPML went for fully automated converted system for packaging the products.

Further Capital Raise	In the year 2015, Increase Paid up capital from Tk. 495,355,900 to 1,477,497,750.
Awarded FSC Certificate by RINA Services SpA	BPML was awarded the prestigious FSC Certificate on March 23, 2016 for the environment friendly production facility.
ISO Quality Certificate	Achieved ISO quality Certificate by each unit in the year 2016.
Changes in ownership	There are no significant changes in ownership of the Company.
Changes in Key Management Personnel	On July 01, 2017, Mr. Mirja Mujahidul Islam, Head of Accounts and Finance was appointed as the Chief Financial Officer and Mr. Gopal Chandra Mazumdar, Head of Project at factory has been retired from BPML.

N.B. There are no significant events in the history of Bashundhara Paper Mills Limited.

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

The Principle Products of BPML are as follows:

- White Writing & Printing Paper
- MG Paper
- PP Woven Bag
- Green Tissue
- A4 Paper
- Offset Paper
- Paper Sack Bag
- Sanitary Napkin
- Excercise Book
- Glassine Paper
- Sticker Paper
- Baby Diaper
- Bidi Paper
- Glassine/Ledger /Colour Paper
- Facial Tissue
- Toilet Tissue
- NCR Paper
- Duplex Board
- Wet Tissue
- Kitchen Towel
- Newsprint
- Sludge Board
- Pocket Tissue
- Hand Gloves

Market of the products:
The markets for such products are local and abroad countries like India, Sri-Lanka, Nepal, Bhutan, UAE, Canada, UK etc.

Upcoming Product:
There is no upcoming new products will be launched by the company in near future.

Past trends regarding exports and local market:

Particulars	June 30, 2016	December 31, 2015	December 31, 2014	December 31, 2013	December 31, 2012
Local Sales	5,880,444,175	10,739,845,875	10,485,695,203	10,386,809,676	10,478,225,677
Export Sales	73,203,042	136,043,755	267,341,396	529,875,896	254,059,135

Future prospects:
The company has pleasant prospect in tissue and hygienic products both for lacal and export market as such the company is planning to increase its production capacity in near future.

Demand and Supply forecasts: There is no available data source for demand and supply forecasts for the sector in which the product is included.

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

There is no product more than 10% contribution to sales or income of the company.

(Vii) Description of associates, subsidiary and holding company of the issuer and core areas of business thereof;

Bashundhara Paper Mills Limited doesn't have any associates or subsidiary company. But East West Property Development (Pvt.) Limited (EWPDL) is the holding Company (Owner of 68.39% securities) of BPML.

Core Areas of Business of EWPDL:

East West Property Development (Pvt.) Limited, an integral concern of the Bashundhara Group, engaged in real estate sector. Beginning from the core project at Baridhara, within close vicinity of Baridhara Diplomatic Zone, the Group's diversity has taken the range to Bashundhara Riverview, along the South-Eastern bank of river Buriganga. Further down, Bashundhara Riverview Dakhina at Teghoria, only 4 km away from the 300-ft Dhaka-Maowa Highway on the southern flank of Rajuk Jhilmil residential project. Bashundhara Mouchak project, on the contrary, stands at the Northern stretch of Dhaka at Mouchak, Gazipur.

The Group's real estate enterprise does'nt only limit into land infrastructure, Bashundhara Apartement Project excels in building ready apartment both at its Baridhara and Riverview projects and contemplates to build the same in the other land projects to ensure world-class apartment blocks envisioned by its own veteran architects and constructed by its own civil engineering and building resources.

Besides the company has investment in Cement, LP GAS, Paper, Printing & Electronic media etc.

Description of Business of EWPDL:

The first and prime projects which is popularly known as " Bashundhara" near the Baridhara Diplomatic Zone has been developed on several acres of land while the second project named " Savar Housing Project" has been developed at Savar. The Third project named "River View" has been developed on three thousand acres of land at Hasnabad, Keranigonj near the capital to provide well planned housing facilities for people of old Dhaka. The fourth project named "Mouchak Housing Project" which is located at Gazipur nearer to South Jambury and the fifth Project named "River View Dokhina Project" which is located at Dakhin Keranigonj nearer to River View Project and 4 km away from Dhaka Maowa Road. Some lucrative land projects are coming shortly under the same umbrella of East West Property Development (Pvt.) Ltd.

East West Property Development (Pvt.) Ltd. is also constructing apartment at different blocks of BAshundhara Residential Area& River View project for contributing to mitigate the burgeoning housing need of city dwellers.

(viii) How the products or services are distributed with details of the distribution channel. Export possibilities and export obligations, if any;

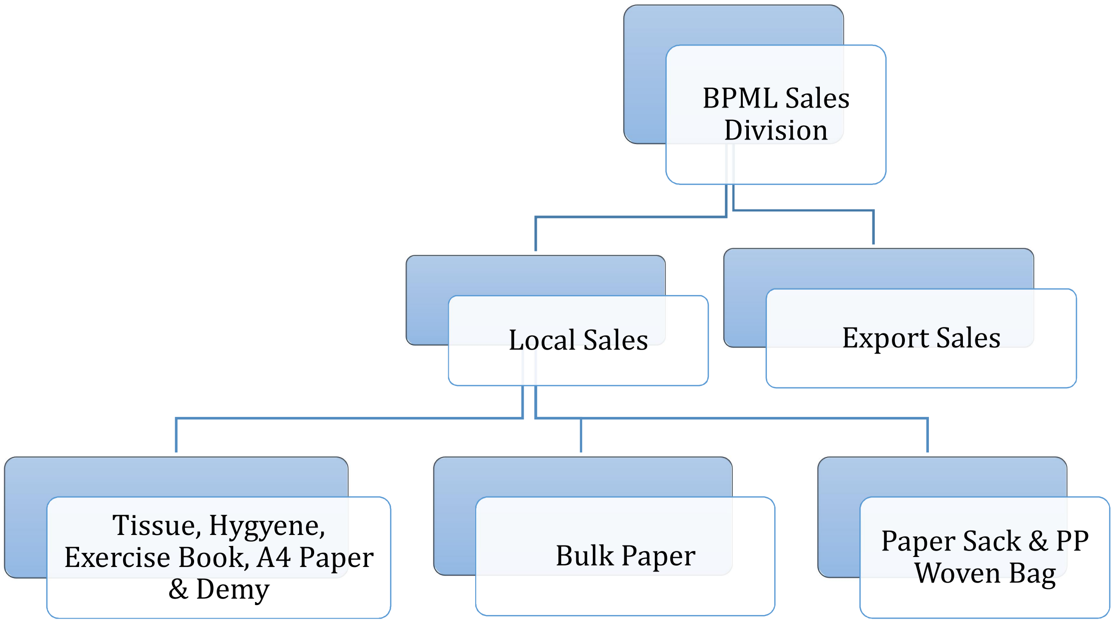
Distribution involves the physical distribution of the company's products to the sub-distributor or directly to the customer base. Typically this is a combined transport and warehousing operation, responsible for storing and delivering products to meet the customer's needs. Again this combined activity will often be placed with a 3rd party service provider who will control and implement the processes.

The Company supplies its products from its own factory premises to its customers at the risk of customers against delivery order.

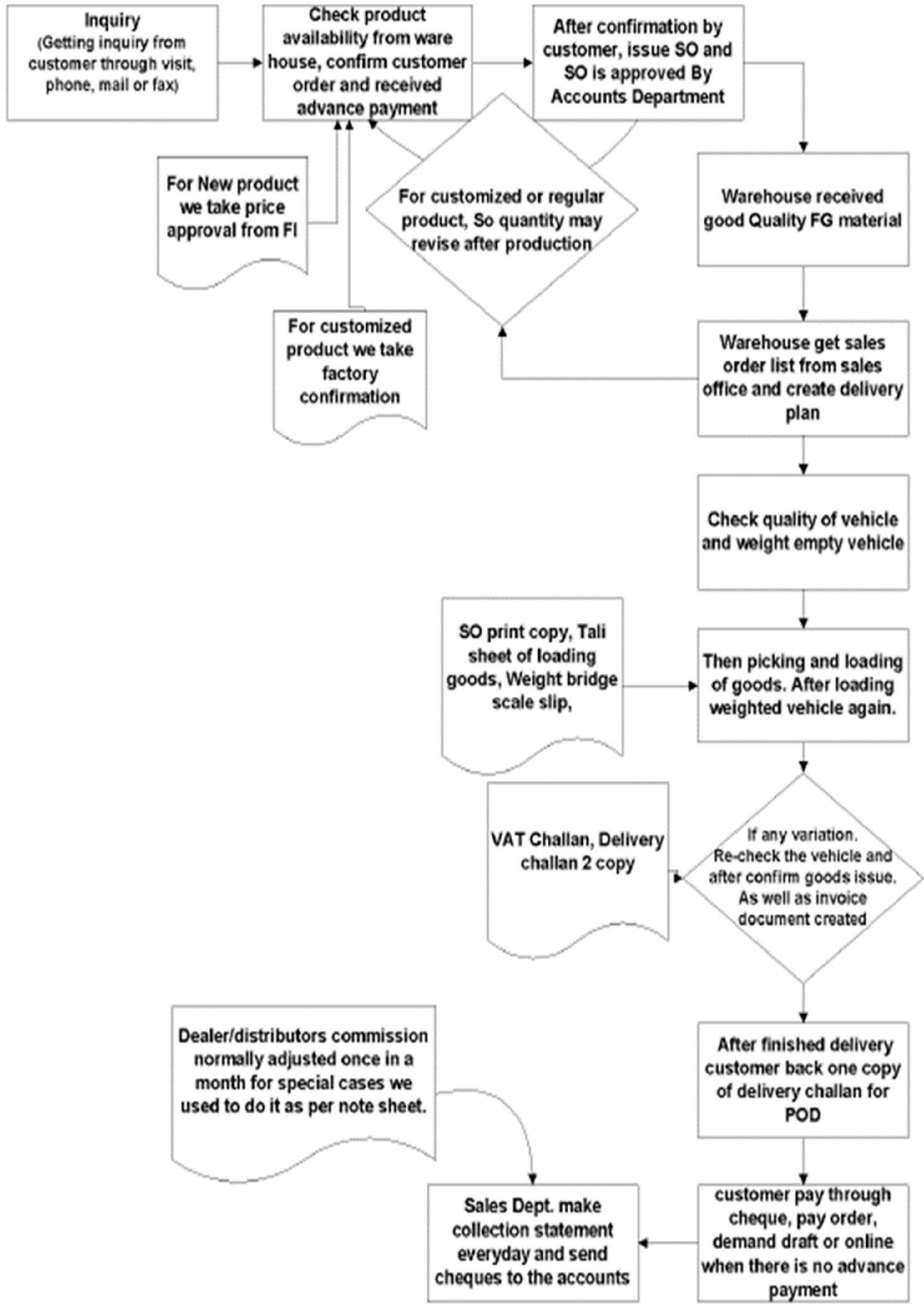
There are two types of sales maintained by BPML

I) Local Sales

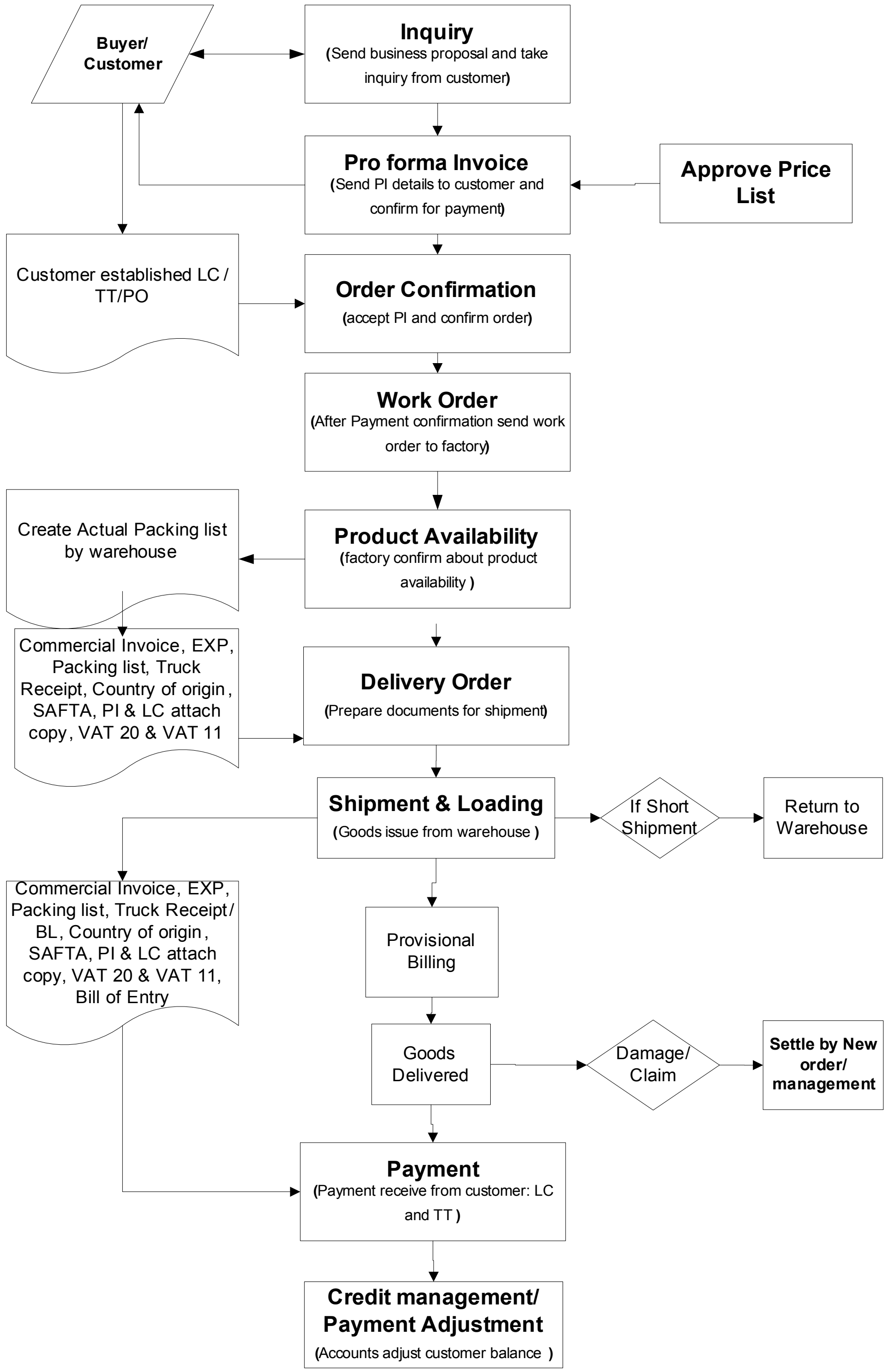
II) Export Sales



Distribution flowchart of Local Sales:



Distribution flowchart of Export Sales:



Though the company has no obligation to export its product, it exports its product above 20 countries as follws:

India	Sri Lanka	UAE	Qatar
Pakistan	China	Bahrain	south Africa
Nepal	Myanmar	Oman	Mauritius
Bhutan	Malaysia	Kuwait	Australia
Maldives	Singapore	Saudi Arabia	Canada
United Kingdom			

(ix) Competitive conditions in business with names, percentage and volume of market shares of major competitors;

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

- Hakkani Pulp & Paper Mills Ltd.
- Karnaphuli Paper Mills, Chittagong
- Maq Paper Industries, Naryangang, Bangladesh
- Magura Paper Mills Ltd.
- T. K. Paper Products Ltd.
- Khulna Printing & Packging Limited
- Creative Paper Mill, Rupganj, Naryangang, Bangladesh.
- Asia Paper and Board Mills Ltd.
- Pioneer Paper & Board Mills Ltd.
- Partex Boards & Doors-(Star Particle Board Mills)
- Sonali Paper and Bord Mills Ltd.

Among the aforementiontioned companies, different one produces different paper products. That is all the Companies haven't the same production line. Therefore individually no company is the major competitor of BPML. But from the assumption of BPML sales unit there exists productwise capacity of some companies are as follows:

Paper Products:

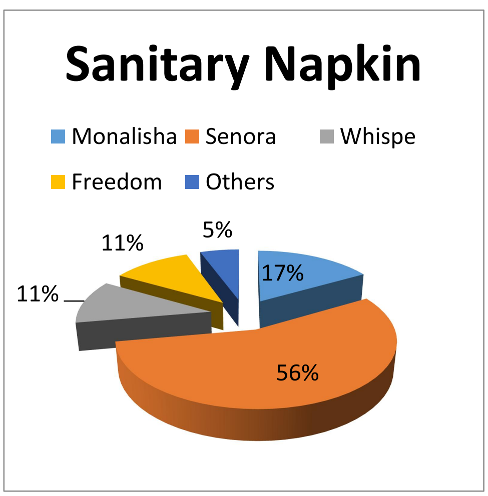
Company	Capacity (MT)	Market Share (%)
Bashundhara Paper Mills Ltd.	10000	42.56
Partex Boards & Doors-(Star Particle Board Mills	80	0.34
Amber	40	0.17
Azad	110	0.46
Capital	150	0.63
Creative Paper Mill Ltd.	50	0.21
T. K. Paper Products Ltd.	180	0.76
Sonali Paper and Bord Mills Ltd.	130	0.55
BMPIL	200	0.85
Papertech	35	0.14
Others		53.3

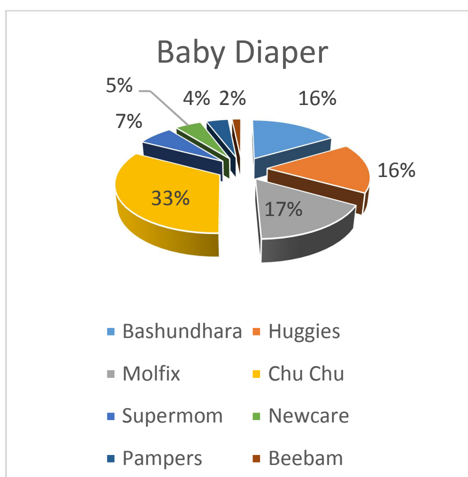
Tissue Products:

Company	Capacity (M. T)	Market Share (%)
Bashundhara Tissue	1700	85
Bangla Tissue	100	5
Sonali Tissue	50	2.5
Fay Tissue	70	3.5
Persona Tissue	30	1.5
softy Tissue	30	1.5
Casper Tissue	20	1

Baby Diaper:

Company	Pices	Market Share (%)
Bashundhara	20,000,000	16.53
Huggies	20,000,000	16.53
Molfix	20,000,000	16.53
Chu Chu	40,000,000	33.06
Supermom	8,000,000	6.61
Neocare	6,000,000	4.96
Pampers	5,000,000	4.13
Beebam	2,000,000	1.65





Data Source: Bashundhara Paper Mills Limited own Research Intelligence Wing.

As there is no data available regarding the percentage and volume of market shares of major competitor Companies, we disclose here the coparative revenue of two listed companies and BPML from the latest financial statements:

Sl. No.	Company	For the latest financial Year	Revenue
01.	Bashundhara Paper Mills Limited	December 31, 2015	10,435,756,308
02.	Hakkani Pulp & Paper Mills Limited	June 30, 2015	300,223,218
03.	Khulna Printing & Packaging Limited	June 30, 2015	1,920,154,135

(x) Sources and availability of raw materials, names and addresses of the principal suppliers and contingency plan in case of any disruption:

The major product of BPML is various types of paper. All the raw materials of the Company are collected from various suppliers are as follows:

Sl. No.	Name of Suppliers	Category of Supply	Country of Origin	Address of the Supplier
1	Ekman	Bleached Softwood Kraft Pulp	Sweden	Lilla Bommen1. PO Box 230, Se-401 23, Gothenburg, Sweden. Email info@ekman-co.se
2	Central National Europe	Bleached Softwood Kraft Pulp	Austria	Altmannsdorfer Str. 74 1120 Vienna, Austria
3	ATRO International FZE	Waste and Scrap paper, Paper Board, Waste Paper Old Corrugated Carton (OCC)	UAE	ATRO Office building. JEFZA South Zone, Plot No-S-30911, PO Box No: 17942, Jebel Ali Free Zone, Dubai, UAE. Email: atrofze@atrogroup.com
4	G.A. Paper International	Softwood Kraft Pulp	Canada	327 Renfrew Drive, Suite 102 Markham, Ontario, Canada - L3R 9S8 email: aryska@ gapaper.com
5	Sonish Starch Technology Co.,Ltd	Modified Oxidized Starch (SN41-P017)	Thailand	99/2 Moo 3 Khaohinzon Panomsarakarm Chachoengsao 24120, Thailand Tel: (66) 38 855055 ext. 5254 Fax: (66) 2 6591490
6	Sky Dragon Chemtech Enterprise Limited	Microcapsule Blue RDNCR-MC-98 Color developer RDNCR-CD-98 SB Latex RDNCR-SBL-98 DYE SD-98-YELLOW	China	Unit 808, Block a,8-10 Wah sing street Kwai Chung,n.t. HK,China
7	APP China Trading Limited	Bleached Softwood Kraft Pulp ACACIA	Hong Kong	Rm 603, 6/F., Harbour Crystal Centre, 100 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong.
8	A P Enterprises (Macao) Commercial Offshore Ltd.	Bleached Hardwood Kraft Pulp ACACIA	Macau	Avenida Doutor Mario Soares, s/n, Edificio Finance and IT Center of Macau, 10 andar K2, em Macau.
9	Synthetic Adhesive Co.	Glutex, Trinax (AKD)	Local	Mannan Bhaban (2nd Floor),156, Noor Ahmed
10	Famous Iberchem Flavours & Fragrances Ltd.	Perfume	Local	38, Mitford Road, Dhaka
11	Naveela Colour	Dyes Chemicals	Local	13, Mukim katra, Moulobi Bazar,Dhaka
12	ABC Printing & Packaging	Poly Packaging items	Local	12/1, Purana Paltan Line, Dhaka – 1000
13	Green Traders	All Poly Packaging item	Local	Kanchan, Sonargaon, Narayangonj.
14	Canton Paper Converting &Packaging	Master Carton,CM Paper (Slitting Packaging Paper)	Local	Plot : B-72, BSCIC I/A, Kanchpur ,Sonargaon, Narayangonj
15	Bangla Trac Limited	Filter & Spare parts	Local	04, Mohakhali C/A,Dhaka
16	Darusshunnat Hardware Store	Hydraulic Pipe	Local	39/1,Nobabpur Road,Dhaka
17	MJL Bangladesh Limited	All kinds of lubricants	Local	Mobil house CWS© 9, Gulshan-1 Dhaka -1212
18	Micro Tools & Machineries	All kinds of Bearing	Local	78, Nawabpur Road, Dhaka-1100
19	Unique Paper Products	Paking Materials	Local	Showan Tower, 3rd floor, 2/C, Puranpalton