

“শেয়ার বাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

ABRIDGED VERSION OF RIGHTS SHARE OFFER DOCUMENT

Date: January 17, 2017

Rights Offer of **116,295,348** Ordinary Shares of Tk.10.00 each at an issue price of Tk.15.00 each including a premium of Tk.5.00 per share, totaling Tk. **1,744,430,220.00** offered on the basis of 01[R]:01, i.e. 01 (one) Rights Share for every 01 (one) existing share held on the record date.

RECORD DATE FOR ENTITLEMENT OF RIGHTS OFFER

| | | |
|--|-------------------|----------------|
| Record Date | February 07, 2017 | |
| Date of Subscription | Opens On: | Closes On |
| | February 28, 2017 | March 20, 2017 |
| Within Banking Hours Both Days Inclusive | | |

CREDIT RATING STATUS

| | Rating Year | Long Term | Short Term |
|---|--------------|-----------|------------|
| Entity Rating | 2015 | BBB1 | ST-3 |
| Date of Rating | 23 June 2016 | | |
| Rating Assigned By: Credit Rating Agency of Bangladesh Ltd (CRAB) | | | |

MANAGERS TO THE ISSUE



BANCO FINANCE AND INVESTMENT LIMITED
Baitul View Tower (11th Floor),
56/1, Purana Paltan, Dhaka-1000
Phone: 57164192, 57164075, 47117997; Fax: 880-2-57164033
E-mail: banco.bd@gmail.com; Website: www.bfilbd.org



ICB CAPITAL MANAGEMENT LIMITED
Green City Edge (5th & 6th Floor)
89, Kakrail, Dhaka-1000, Bangladesh
Phone: +88 02 8300555; Fax: +88 02 8300396
e-mail: icmlbd@gmail.com; Website: www.icml.com.bd

FULLY UNDERWRITTEN BY

| | |
|---|---|
| Banco Finance And Investment Limited Baitul View Tower (11 th floor), 56/1 Purana Paltan, Dhaka-1000 | Alpha Capital Management Limited Eastern Arzoo Complex (7 th Floor), 61, Bijoynagar, Dhaka-1000 |
| ICB Capital Management Limited Green City Edge (5 th & 6 th Floor) 89, Kakrail Dhaka-1000 | AFC Capital Limited Tanaka Tower (2 nd floor), 42/1/Gha, Segun Bagicha, Dhaka-1000 |
| Roots Investment Ltd. Diganta Tower (Level-1), 12/1 Ram Krishna Mission Road,, Dhaka 1203 | AAA Finance & Investment Limited Suite # 404, Amin Court (4 th floor), 62-63 Motijheel C.A. Dhaka-1000 |

AUDITORS' INFORMATION

Mahfel Huq & Co.
Chartered Accountants
BGIC Tower, 4th floor, 34, Topkhana Road, Dhaka-1000.
Tel: +88 02 9553143, 9581786; Fax: 88 02 9571005,
Website: www.mahfelhuq.com; E-mail: mh@mahfelhuq.com



SAIF POWERTEC LIMITED

Rupayan Center (8th floor), 72 Mohakhali C/ A, Dhaka 1212.
Phone: 880-2-9825705, 9891562, 9891597, 9856358-9, Fax: 880-2-9855949,
Email: satifop@bmail.net, Web: www.saifpowertecLtd.com

DISCLAIMER

As per provision of the Depository Act, 1999 and regulation made there under, rights share shall only be issued in dematerialized condition. An applicant must apply for allotment of rights shares mentioning his/her Beneficiary Owner (BO) Account number in the application form.

SPECIAL NOTE

Please read the ROD carefully which includes "risk factors" before taking your investment decision.

Payments for the full value of shares applied for shall be made with designated branches of bankers to the issue by cash/pay order/demand draft payable to "Saif Powertec Limited" and crossed. The pay order/demand draft for payment of share price must be drawn on a company in the same town to which the application form has been submitted. It is to be noted that all transactions above Tk.1.00 (one) lac must be effected through demand draft/crossed cheque/pay orders.

AVAILABILITY OF RIGHTS SHARE OFFER DOCUMENT

The issuer shall deliver offer document to the shareholders as required by rule 9(1)(e) of the Securities and Exchange Commission (Rights Issue) Rules, 2006. Moreover, rights shares offer document is available in the following addresses:

| Name & Address | Contact Person | Telephone Number | Website Address |
|---|---|--|-------------------------|
| Saif Powertec Limited Rupayan Center (8th floor), 72 Mohakhali C/A, Dhaka 1212. | F. M. Salehin Company Secretary | +88 02 9825705 +88 02 9891562 +88 02 9891597 | www.saifpowertecLtd.com |
| Banco Finance And Investment Limited Baitul View Tower (11th Floor) 56/1 Purana Paltan, Dhaka-1000 | Mohammad Hamdul Islam Managing Director & CEO | +88 02 712 57 03 +88 02 712 59 10 | www.bfilbd.org |
| ICB Capital Management Limited Green City Edge (5th & 6th Floor) 89, Kakrail Dhaka-1000 | Mrs. Nasrin Sultana Chief Executive Officer | +88 02 8300421 +88 02 8300395 +88 02 8300555 | www.icml.com.bd |

| STOCK EXCHANGES | AVAILABLE AT | CONTACT NUMBER |
|--|--------------------|--|
| Dhaka Stock Exchange Limited (DSE) Stock Exchange Building, 9/F, Motijheel C/A, Dhaka - 1000 | DSE Library | Tel: +88 02 956 46 01-7, 02 966 69 44-8 Fax: +88 02 956 97 55 |
| Chittagong Stock Exchange Limited (CSE) CSE Building, 1080, Sheikh Mujib Road, Chittagong - 4100 | CSE Library | Tel: +88 031 714 632-3, 031 720 871 +88 02 951 39 11-15 Fax: +88 031 714 101 |

CORPORATE STATUS AND BACKGROUND

Saif Powertec Limited was incorporated in Bangladesh as a private limited company on December 29, 2003 and subsequently converted into public limited company on 2010.

SPL became listed with Stock Exchanges during September 2014. The registered office and principal place of business of the company is located at Rupayan Center (8th floor), 72 Mohakhali C/ A, Dhaka 1212 and its factory is situated at Bashugaon, Pubail, Gazipur-1721, Dhaka.

NATURE OF BUSINESS

Principal activity of the company is to carry on business of infrastructure-support service. The company is also engaged in importing, trading, assembling and installing generators, sub-stations, electrical equipment and grid-lines, installation and erection of power plants as well as acts as a berth/ terminal operator for operation of Chittagong Container Terminal (CCT) and New Mooring Container Terminal (NCT) of Chittagong Port Authority (CPA).

PURPOSE OF RAISING FUND THROUGH RIGHTS ISSUE

The purpose of issuance of Rights Share for expansion of the battery project and to pay off debts of the company.

Sd/-

Tarafder Md. Ruhul Amin
Managing Director

Sd/-

Md. Hasan Reza
Chief Financial Officer

IMPLEMENTATION SCHEDULE

The proceeds received from right issue will be implemented in the following manner:

| Purpose | Amount in Taka | Implementation Period |
|---|----------------------|--|
| A). Repayment of Loans: | | |
| Bank Loan | 575,000,000 | Within 3 (three) months of receiving the Rights Share proceed. |
| B). Expansion of Battery Project | | |
| Land and Land Development | 200,000,000 | Within 1(one) year of receiving the Rights Share proceed. |
| Machineries | 944,430,220 | Within 2(two) years of receiving the Rights Share proceed. |
| C). Rights Issue expenses | | |
| Total (A+B+C) | 1,744,430,220 | Immediately |

Utilization of Rights Issue Fund:**A) Detail Repayment of Loans:**

| Bank Name | Amount in BDT |
|-------------------------------------|--------------------|
| Premier Leasing and Finance Limited | 350,000,000 |
| The Farmers Bank Limited | 107,000,000 |
| Dhaka Bank Limited | 118,000,000 |
| Total | 575,000,000 |

B) Expansion of Battery Project**Land and Land Development**

| Description | Amount in BDT |
|--|--------------------|
| At Gazipur (500 Decimals of Land @ Taka 400,000) | 200,000,000 |
| Total Amount (A) | 200,000,000 |

Break Down of Machineries:

The Company has planned to purchase machineries (import/ local) for expansion of business capacity. The approximate cost required is estimated Tk.94.44 crore details of which is shown below:

| Description | Amount in BDT |
|---------------------|--------------------|
| Gel Battery Unit | 499,002,912 |
| MF Battery Unit | 445,427,308 |
| Total Amount | 944,430,220 |

For Gel Battery Unit

| Machine Name | Qty. | Unit Price (USD/EURO) | Total Price (USD/EURO) | Exch. Rate (BDT) | Amount in BDT |
|--|------|-----------------------|------------------------|------------------|--------------------|
| Fully Automatic Hadi Die Casting with Wet Filling Line | 1 | 2,026,420 | 2,026,420 | @ Tk.78 | 158,060,760 |
| Neative Casting Machine with Moldwartz | 10 | 8,000 | 80,000 | @ Tk.78 | 6,240,000 |
| Curing Chamber (Jinfan) | 2 | 31,840 | 63,680 | @ Tk.78 | 4,967,040 |
| Full Automatic Assembly Line | 1 | 400,000 | 400,000 | @ Tk.85 | 34,000,000 |
| Acid Circulation System (Inbatec) | 2 | 450,000 | 900,000 | @ Tk.85 | 76,500,000 |
| Charger for ACS (Digatron) | 2 | 189,300 | 378,600 | @ Tk.85 | 32,181,000 |
| Production Shed | | | | | 17,000,000 |
| Civil Construction | | | | | 22,750,000 |
| Local Machineries | | | | | |
| Installation and Commission | | | | | 147,304,112 |
| Contingencies | | | | | |
| Total | | | | | 499,002,912 |

For MF Battery Unit:

| Machine Name | Qty. | Unit Price (USD/EURO) | Total Price (USD/EURO) | Exch. Rate (BDT) | Amount in BDT |
|-------------------------------------|-------|-----------------------|------------------------|------------------|--------------------|
| Expended Grid Casting Machine-Wirtz | 1 | 1,046,028 | 1,046,028 | @ Tk.78 | 81,590,184 |
| Oxide Mill (16 Ton) –Jinfan | 1 | 120,000 | 120,000 | @ Tk.85 | 10,200,000 |
| Paste Mixture-Jinfan | 1 | 69,000 | 69,000 | @ Tk.78 | 5,382,000 |
| Double Side Hopper-Sunlight | 1 | 44,000 | 44,000 | @ Tk.78 | 3,432,000 |
| Double Side Pasting Machine-Wirtz | 1 | 768,596 | 768,596 | @ Tk.78 | 59,950,488 |
| Curing Chamber (Jinfan) | 4 | 31,840 | 127,360 | @ Tk.78 | 9,934,080 |
| Assembly Tools-Zesar | 1 Set | 80,000 | 80,000 | @ Tk.85 | 6,800,000 |
| Mold for MF Cover-Jishing | 1 Set | 400,000 | 400,000 | @ Tk.78 | 31,200,000 |
| Box Formation Charger | 8 | 15,550 | 124,400 | @ Tk.78 | 9,703,200 |
| Casting Mold | 16 | 4,200 | 67,200 | @ Tk.78 | 5,241,600 |
| Container Molding Machine | 5 | 32,687 | 163,435 | @ Tk.78 | 12,747,930 |
| VRLA Battery Line for ER & DC-China | 1 Set | 650,000 | 650,000 | @ Tk.78 | 50,700,000 |
| Local Machineries | | | | | |
| Installation and Commission | | | | | 158,545,826 |
| Contingencies | | | | | |
| Total | | | | | 445,427,308 |

Sd/-

Tarafder Md. Ruhul Amin
Managing Director

Sd/-

Md. Hasan Reza
Chief Financial Officer

**AUDITORS REPORT IN PURSUANCE OF SECTION 135(1) UNDER PARA 24(1) OF PART – II OF THE THIRD
SCHEDULE OF COMPANIES ACT 1994.**

We, as the auditors, have examined the financial statements of Saif Powertec Limited for the year ended 30 June 2016 which was audited by Mahfel Huq & Co and figures extracted from the Financial Statements for the years ended 30 June 2015, 2014, 2013 which were audited by Ata Khan & Co., Chartered Accountants and remaining years ended 30 June 2012 which was audited by S F Ahmed & Co., Chartered Accountants, in pursuance of Section 135 (1) under Para 24(1) of part - II of schedule III of Companies Act 1994, report that:

1. The Statements of Financial Position & Operating Result of Saif Powertec Limited are as follows:

A. The Statements of Financial Position

| | At 30 June 2016 | | At 30 June 2015 | | Amount in Taka At 30 June 2014 | | At 30 June 2013 | | At 30 June 2012 | |
|--|----------------------|----------------------|----------------------|----------------------|-----------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | Consolidated | The Company | Consolidated | The Company | Consolidated | The Company | Consolidated | The Company | Consolidated | The Company |
| | | | Re-stated | Re-stated | Re-stated | Re-stated | | | | |
| ASSETS | | | | | | | | | | |
| Non-Current Assets | | | | | | | | | | |
| Property, plant and equipment | 1,612,862,138 | 1,483,778,544 | 1,489,940,540 | 1,357,480,653 | 1,251,662,273 | 1,112,420,062 | 917,948,590 | 809,955,215 | 700,743,213 | 592,356,340 |
| Capital work-in-progress | 2,154,601,625 | 2,154,601,625 | 609,981,792 | 609,981,792 | 145,554,192 | 145,554,192 | 212,132,029 | 179,621,636 | 232,862,179 | 232,862,179 |
| Investments in subsidiary company | - | 80,000,000 | - | 80,000,000 | - | 80,000,000 | - | 80,000,000 | - | 80,000,000 |
| Intangible Assets/Preliminary expenses | - | - | - | - | - | - | 3,887,926 | - | 4,319,918 | - |
| Total Non-Current Assets | 3,767,463,763 | 3,718,380,169 | 2,099,922,332 | 2,047,462,445 | 1,397,216,465 | 1,337,974,254 | 1,133,968,545 | 1,069,576,851 | 937,925,310 | 905,218,519 |
| Current Assets | | | | | | | | | | |
| Inventories | 495,561,389 | 492,204,690 | 484,602,027 | 477,940,429 | 298,164,729 | 281,072,011 | 65,682,095 | 51,499,123 | 34,359,572 | 26,487,957 |
| Advances, deposit and prepayments | 827,623,061 | 822,163,723 | 476,459,627 | 473,410,617 | 403,587,199 | 401,596,060 | 248,932,725 | 238,840,923 | 275,511,041 | 248,248,434 |
| Trade and other receivables | 815,897,071 | 812,766,401 | 665,821,895 | 658,067,339 | 500,442,614 | 497,508,584 | 449,569,838 | 440,869,099 | 338,531,183 | 326,639,912 |
| Fixed deposit receipt (FDR) | 227,402,573 | 227,402,573 | 163,329,031 | 163,329,031 | 65,178,760 | 65,178,760 | 50,387,111 | 50,387,111 | 40,001,204 | 40,001,204 |
| Cash and cash equivalent | 56,677,885 | 55,601,762 | 195,610,251 | 193,839,997 | 21,202,906 | 19,997,674 | 6,249,832 | 6,185,084 | 9,373,063 | 8,273,018 |
| Total Current Assets | 2,423,161,979 | 2,410,139,149 | 1,985,822,831 | 1,966,587,413 | 1,288,576,207 | 1,265,353,089 | 820,821,601 | 787,781,340 | 697,776,063 | 649,650,526 |
| Total Assets | 6,190,625,742 | 6,128,519,319 | 4,085,745,162 | 4,014,049,858 | 2,685,792,672 | 2,603,327,343 | 1,954,790,146 | 1,857,358,191 | 1,635,701,373 | 1,554,869,045 |
| EQUITY AND LIABILITIES | | | | | | | | | | |
| Capital and Reserves | | | | | | | | | | |
| Share capital | 915,711,400 | 915,711,400 | 709,853,800 | 709,853,800 | 438,940,000 | 438,940,000 | 438,940,000 | 438,940,000 | 438,940,000 | 438,940,000 |
| Share premium | 418,345,180 | 418,345,180 | 418,345,180 | 418,345,180 | 191,429,500 | 191,429,500 | 191,429,500 | 191,429,500 | 191,429,500 | 191,429,500 |
| Revaluation reserve | 82,059,122 | 82,059,122 | 82,059,122 | 82,059,122 | 82,059,122 | 82,059,122 | 96,540,144 | 96,540,144 | 96,540,144 | 96,540,144 |
| Retained earnings | 710,032,817 | 701,690,276 | 514,494,606 | 512,473,869 | 451,271,399 | 451,292,065 | 342,976,344 | 341,798,060 | 291,619,608 | 290,822,933 |
| Total Capital and Reserves | 2,126,148,519 | 2,117,805,978 | 1,724,752,708 | 1,722,731,971 | 1,163,700,021 | 1,163,720,687 | 1,069,885,988 | 1,068,707,704 | 1,018,529,252 | 1,017,732,577 |
| Non-controlling interest | 22,085,635 | - | 20,505,185 | - | 19,994,834 | - | 20,294,571 | - | 20,199,169 | - |
| Non-Current Liabilities | | | | | | | | | | |
| Long term loan from banks | 1,213,149,869 | 1,213,149,869 | 666,493,563 | 666,493,563 | 487,782,020 | 476,580,976 | 247,233,110 | 219,586,510 | 127,193,524 | 103,108,982 |
| Deferred tax liability | 66,005,062 | 58,749,000 | 50,895,185 | 47,288,925 | 43,920,802 | 41,529,117 | - | - | - | - |
| Total Non-Current Liabilities | 1,279,154,931 | 1,271,898,869 | 717,388,748 | 713,782,488 | 531,702,822 | 518,110,093 | 247,233,110 | 219,586,510 | 127,193,524 | 103,108,982 |
| Current Liabilities | | | | | | | | | | |
| Current portion of long-term loan | 259,140,617 | 259,140,617 | 241,701,807 | 221,534,831 | 218,862,777 | 203,257,438 | 108,579,850 | 100,277,781 | 177,347,958 | 164,794,386 |
| Short term loan | 1,464,592,974 | 1,464,592,974 | 1,088,141,936 | 1,076,203,713 | 537,891,683 | 520,119,100 | 216,609,560 | 187,576,394 | 107,636,899 | 85,839,003 |
| Shares money refundable | 1,242,750 | 1,242,750 | 1,260,000 | 1,260,000 | - | - | - | - | - | - |
| Accounts payable | 447,240,532 | 424,337,012 | 30,998,159 | 18,354,237 | 20,760,113 | 5,792,325 | 100,864,360 | 91,773,706 | 13,450,996 | 13,450,996 |
| Accrued expenses | 347,094,353 | 345,575,689 | 232,726,191 | 231,912,189 | 178,203,882 | 177,651,159 | 172,162,487 | 170,275,878 | 107,417,710 | 106,017,235 |
| Obligation to contract clients | 189,316,735 | 189,316,735 | - | - | 89,700 | 89,700 | 12,124,688 | 12,124,688 | 63,925,867 | 63,925,867 |
| Workers profit participation fund | 54,608,695 | 54,608,695 | 28,270,428 | 28,270,428 | 14,586,841 | 14,586,841 | 7,035,530 | 7,035,530 | - | - |
| Total Current Liabilities | 2,763,236,657 | 2,738,814,472 | 1,623,098,521 | 1,577,535,399 | 970,394,995 | 921,496,562 | 617,376,476 | 569,063,977 | 469,779,429 | 434,027,487 |
| Total Equity and Liabilities | 6,190,625,742 | 6,128,519,319 | 4,085,745,162 | 4,014,049,858 | 2,685,792,672 | 2,603,327,343 | 1,954,790,146 | 1,857,358,191 | 1,635,701,373 | 1,554,869,045 |
| NAV (Without Revaluation reserve) | 22.32 | 22.23 | 23.14 | 23.11 | 24.64 | 24.64 | 22.09 | 22.15 | 20.91 | 20.99 |
| NAV (With revaluation reserve) | 23.22 | 23.13 | 24.30 | 24.27 | 26.51 | 26.51 | 24.29 | 24.35 | 23.11 | 23.19 |

Dated: Dhaka
December 20, 2016

Sd/-
Mahfel Huq & Co
Chartered Accountants

B Statements of Operating Result

| Particulars | Amount in Taka | | | | | | | | | |
|---|-------------------------|-----------------|-------------------------|---------------|-------------------------|---------------|-------------------------|-----------------|-------------------------|---------------|
| | Year ended 30 June 2016 | | Year ended 30 June 2015 | | Year ended 30 June 2014 | | Year ended 30 June 2013 | | Year ended 30 June 2012 | |
| | Consolidated | The Company | Consolidated | The Company | Consolidated | The Company | Consolidated | The Company | Consolidated | The Company |
| Sales | 2,149,180,726 | 2,092,298,608 | 1,757,076,090 | 1,703,336,739 | 1,521,076,353 | 1,464,111,513 | 1,461,512,737 | 1,426,116,910 | 961,955,180 | 933,813,687 |
| Less: Cost of Goods Sold | (1,061,092,859) | (1,018,556,255) | (1,019,278,849) | (977,081,706) | (1,011,815,181) | (966,060,103) | (1,032,296,946) | (1,004,081,405) | (540,091,629) | (517,329,723) |
| Gross Profit | 1,088,087,867 | 1,073,742,353 | 737,797,241 | 726,255,033 | 509,261,172 | 498,051,410 | 429,215,791 | 422,035,505 | 421,863,551 | 416,483,964 |
| Less: Operating Expenses | | | | | | | | | | |
| General and administrative expenses | (223,397,433) | (221,524,413) | (210,892,820) | (209,385,541) | (196,544,398) | (195,124,922) | (185,272,072) | (183,532,091) | (172,020,868) | (170,342,782) |
| Operating Profit | 864,690,434 | 852,217,940 | 526,904,421 | 516,869,492 | 312,716,774 | 302,926,488 | 243,943,719 | 238,503,414 | 249,842,683 | 246,141,182 |
| Financial expenses | (336,582,684) | (334,538,195) | (282,363,251) | (275,176,577) | (164,457,303) | (155,466,992) | (107,306,610) | (99,373,223) | (65,742,262) | (63,634,112) |
| Other income | 37,153,175 | 35,423,866 | 46,739,940 | 45,662,420 | 14,339,310 | 11,118,029 | 11,872,244 | 8,615,943 | 4,747,397 | 4,747,397 |
| Net Profit before WPPF | 565,260,925 | 553,103,611 | 291,281,110 | 287,355,335 | 162,598,781 | 158,577,524 | 148,509,353 | 147,746,134 | 188,847,818 | 187,254,467 |
| Workers profit participation fund | (26,338,267) | (26,338,267) | (13,683,587) | (13,683,587) | (7,551,311) | (7,551,311) | (7,035,530) | (7,035,530) | - | - |
| Net Profit before Tax | 538,922,657 | 526,765,344 | 277,597,522 | 273,671,748 | 155,047,470 | 151,026,214 | 141,473,823 | 140,710,604 | 188,847,818 | 187,254,467 |
| Provision for taxation | (135,946,397) | (131,691,337) | (62,950,164) | (61,576,143) | (43,040,180) | (41,532,209) | (53,052,683) | (52,766,476) | (37,950,054) | (37,352,547) |
| Net Profit after Tax | 402,976,261 | 395,074,007 | 214,647,358 | 212,095,604 | 112,007,290 | 109,494,005 | 88,421,139 | 87,944,127 | 150,897,764 | 149,901,920 |
| Non-Controlling Interest (20%) | (1,580,451) | - | (510,351) | - | (502,657) | - | (95,402) | - | (199,169) | - |
| Net profit after tax to Ordinary Shareholders | 401,395,811 | 395,074,007 | 214,137,007 | 212,095,604 | 111,504,633 | 109,494,005 | 88,325,737 | 87,944,127 | 150,698,595 | 149,901,920 |
| Basic Earning Per Share (EPS) | 4.38 | 4.31 | 3.07 | 3.04 | 1.89 | 1.86 | 2.01 | 2.00 | 3.44 | 3.42 |
| Re-Stated (EPS) | 4.38 | 4.31 | 2.37 | 2.35 | 1.65 | 1.67 | 1.74 | 1.81 | 3.33 | 3.31 |

C Dividend

| | | | | |
|-------------|-----|-----|-----|-----|
| Cash | 5% | - | - | 20% |
| Stock/Bonus | 27% | 29% | 27% | - |

D The company was incorporated on 29 December 2003 as a private company limited by shares under the Companies Act 1994 and subsequently converted into a public limited company on 28 June 2010 and became listed with Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited during September 2014.

E The company has one subsidiary company namely, Saif Plastic & Polymer Industries Limited.

Shareholding in subsidiary :

| | | |
|----------------|---------------|---------------|
| Shareholding % | No. of shares | '30 June 2011 |
| 80% | 8,000,000 | 80,000,000 |

F Saif Plastic & Polymer Industries Limited

Investment in subsidiary namely, Saif Plastic & Polymer Industries Limited is stated at cost. Income statement for the subsidiary was prepared for the subsidiary for the year ended 30 June 2016 since it has started the operations during the year 2010-2011.

G No audited accounts were made for the Company for any period subsequent to 30 June 2016

H Figures relating to previous year have been rearranged/re-stated wherever considered necessary.

I No proceeds or part of proceeds of the issue of shares were applied directly to the company in the purchase of any business as revealed from the said accounts.

Dated: Dhaka
December 20, 2016

Sd/-
Mahfel Huq & Co
Chartered Accountants

COMPOSITION OF SHAREHOLDING POSITION OF THE COMPANY

| Sl. No. | Particulars | No. of Shares | Amount in BDT | % of Total Shares |
|--------------|------------------------|--------------------|----------------------|-------------------|
| 1. | Sponsors and Directors | 46,585,613 | 465,856,130 | 40.06% |
| 2. | General Public | 40,326,836 | 403,268,360 | 34.68% |
| 3. | Institutions | 29,382,899 | 293,828,990 | 25.26% |
| 4. | Government | - | - | - |
| Total | | 116,295,348 | 1,162,953,480 | 100% |

DIRECTORS' TAKE-UP IN THE RIGHTS OFFER

Directors are expected to exercise in full their portion of Rights Share Offer:

| Name of Director | Status | No. of Share Held | No. of Shares to be taken | No. of Shares to be renounced |
|---------------------------------|----------------------|-------------------|---------------------------|-------------------------------|
| Mrs Tarafder Nigar Sultana | Chairman | 20,518,594 | 20,518,594 | Nil |
| Mr. Tarafder Md. Ruhul Amin | Managing Director | 21,073,481 | 21,073,481 | Nil |
| Mrs. Rubya Chowdhury | Director | 2,496,769 | 2,496,769 | Nil |
| Mr. Tarafder Md. Ruhul Saif | Director | 2,496,769 | 2,496,769 | Nil |
| Mr. Jalal Uddin Ahmed Choudhury | Independent Director | - | - | Nil |
| Total | | 46,585,613 | 46,585,613 | |

BANKERS TO THE ISSUE OF RIGHTS ISSUE OF SAIF POWERTEC LIMITED

| BRAC Bank Limited | | | | | |
|-------------------|---------|--------------------|------------|---------|-------------------|
| Region | Sl. No. | Branch | Region | Sl. No. | Branch |
| Dhaka | 1 | Asad Gate Branch | Chittagong | 12 | Agrabad Branch |
| | 2 | Bashundhara Branch | | 13 | CDA Avenue Branch |
| | 3 | Donia Branch | | 14 | Halisohor Branch |
| | 4 | Eskaton Branch | | 15 | Kazirdeuri Branch |
| | 5 | Bashabo Branch | | 16 | Momin Road Branch |
| | 6 | Mirpur Branch | | 17 | Bogra Branch |
| | 7 | Narayanganj Branch | Rajshahi | 18 | Rajshahi Branch |
| | 8 | Nawabpur Branch | | 19 | Jessore Branch |
| | 9 | Rampura Branch | Khulna | 20 | Khulna Branch |
| | 10 | Shyamoli Branch | Barisal | 21 | Barisal Branch |
| | 11 | Uttara Branch | Sylhet | 22 | Zindabazar Branch |

| Investment Corporation of Bangladesh | | | | | |
|--------------------------------------|---------|-----------------|------------|---------|-------------------|
| Region | Sl. No. | Branch | Region | Sl. No. | Branch |
| Dhaka | 1 | Head Office | Chittagong | 5 | Chittagong Branch |
| | 2 | Local Office | Khulna | 6 | Khulna Branch |
| Rajshahi | 3 | Rajshahi Branch | Barisal | 7 | Barisal Branch |
| | 4 | Bogra Branch | Sylhet | 8 | Shlhet Branch |

| Prime Bank Limited | | | | | |
|--------------------|---------|-------------------------|---------|---------|----------------------------|
| Region | Sl. No. | Branch | Region | Sl. No. | Branch |
| Dhaka | 1 | Foreign Exchange Branch | Dhaka | 14 | Pragati Sarani Branch |
| | 2 | SBC Tower Branch | | 15 | Mohakhali Branch |
| | 3 | Moulvi Bazar Branch | | 16 | Tejgaon Branch |
| | 4 | Baridhara Branch | | 17 | Pallabi Branch |
| | 5 | Elephant Road Branch | | 18 | Tongi Branch |
| | 6 | Mouchak Branch | | 19 | Ganakbari Branch |
| | 7 | Banasree Branch | | 20 | Wari Branch |
| | 8 | Ring Road Branch | | 21 | Savar Branch |
| | 9 | Dhanmondi Branch | | 22 | Joydevpur Chowrasta Branch |
| | 10 | Uttara Branch | | 23 | Narayanganj Branch |
| | 11 | Bijoy Nagar Branch | | 24 | Shimrail Branch |
| | 12 | Ibrahimpur Branch | | 25 | Madhabdi Branch |
| | 13 | Panthapath Branch | | 26 | Tangail Branch |
| Chittagong | 27 | Comilla Branch | Khulna | 36 | Jessore Branch |
| | 28 | Jubilee Road Branch | | 37 | Khulna Branch |
| | 29 | IBB O.R. Nizam Road | | 38 | Satkhira Branch |
| | 30 | Laldighi East Branch | | 39 | IBB Amberkhana |
| | 31 | Cox's Bazar Branch | | 40 | Subidbazar Branch |
| Rajshahi | 32 | Halisohor Branch | Sylhet | 41 | Court Road Br, Moulvibazar |
| | 33 | Bogra Branch | | 42 | Rangpur Branch |
| | 34 | Rajshahi Branch | | | |
| | 35 | Pabna Branch | Rangpur | | |