

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

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

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

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

Issue Date of the Prospectus: [●]

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

Opening Date for Subscription: [●]
Closing Date for Subscription: [●]

PROSPECTUS OF



BRAIN STATION 23

BRAIN STATION 23 PLC

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

MANAGER TO THE ISSUE



LANKABANGLA INVESTMENTS LIMITED

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

Name of the underwriter:
LANKABANGLA INVESTMENTS LIMITED

(a) Preliminary Information and Declarations:

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

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

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

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

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

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

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

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

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

(iv) "CONSENT OF THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE BANGLADESH SECURITIES AND EXCHANGE COMMISSION (QUALIFIED INVESTOR OFFER BY SMALL CAPITAL COMPANY) RULES, 2022. IT MUST BE DISTINCTLY UNDERSTOOD THAT IN GIVING THIS CONSENT THE COMMISSION DOES NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE ISSUER COMPANY, ANY OF ITS PROJECTS OR THE ISSUE PRICE OF ITS SECURITIES OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS MADE OR OPINION EXPRESSED WITH REGARD TO THEM. SUCH RESPONSIBILITY LIES WITH THE ISSUER, ITS DIRECTORS, CHIEF EXECUTIVE OFFICER, MANAGING DIRECTOR, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY, ISSUE MANAGER, ISSUE MANAGER'S CHIEF EXECUTIVE OFFICER, UNDERWRITERS, AUDITOR(S) AND/OR VALUER (IF ANY)."

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

(vi) "Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before making an investment decision in this offer. For making an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. Given the emerging nature of small capital companies, there may be a higher investment risk attached to the securities being offered. The securities to be traded on the Small Capital (SME) Platform may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be an active market for trading of such securities. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 7-9."

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

(b) Availability of Prospectus

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

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

Issue Manager	Contact Person	Contact Information
LankaBangla Investments Limited Assurance Nazir Tower (Level-08) 65/B, Kemal Ataturk Avenue Banani, Dhaka-1213	Mr. Iftekhar Alam Chief Executive Officer	e-mail: info@lankabangla- investments.com Website: www.lankabangla- investments.com

Stock Exchanges	Contact Person	Contact Information
Dhaka Stock Exchange Limited DSE Tower, Plot-46, Road-21 Nikunja-2, Dhaka-1229	Mr. Md. Afzalur Rahman Senior Manager	e-mail: research@dsebd.org Website: www.dsebd.org
Chittagong Stock Exchange PLC CSE Building, 1080, Sk. Mujib Road Agrabad, Chittagong, Bangladesh	Mr. Mohammad Javed Sarwar Assistant Manager	e-mail: javed@cse.com.bd Website: www.cse.com.bd

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

(ii) DEFINITIONS AND ACRONYMS OR ELABORATIONS

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

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

Issuer Company	Contact Person	Contact Information
Brain Station 23 PLC 8th Floor, 2 Bir Uttam AK Khandakar Road, Mohakhali C/A, Dhaka 1212, Bangladesh	Mr. Md. Mosabbir Alam Director & CFO	Tel: 02-222296729 Website: www.brainstation-23.com
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Underwriter	Contact Person	Contact Information
LankaBangla Investments Limited Assurance Nazir Tower (Level-08) 65/B, Kemal Ataturk Avenue Banani, Dhaka-1213	Mr. Iftekhar Alam Chief Executive Officer	Tel: +88 02 550 34 853-5 Website: www.lankabangla-investments.com
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Stock Exchanges	Contact Person	Contact Information
Dhaka Stock Exchange Limited DSE Tower, Plot-46, Road-21 Nikunja-2, Dhaka-1229	Mr. Md. Afzalur Rahman Senior Manager	Tel: +88 02 956 4601, 957 6210-18 Website: www.dsebd.org
Chittagong Stock Exchange PLC CSE Building, 1080, Sk. Mujib Road Agrabad, Chittagong, Bangladesh	Mr. Mohammad Javed Sarwar Assistant Manager	Tel: +88 02 333 314 632-3, +88 02 333 320 871-2 Website: www.cse.com.bd

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

(a) Interest rate risks

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

Management perception:

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

(b) Exchange rate risks

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

Management perception:

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

(c) Industry risks

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

Management perception:

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

(d) Market and technology-related risks

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

Management perception:

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

(e) Potential or existing government regulations

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

Management perception:

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

(f) Potential changes in global or national policies

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

Management perception:

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

(g) History of non-operation

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

Management perception:

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

(h) Operational risks

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

Management perception:

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

(i) Risk relating to secondary trading of securities

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

Management perception:

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

SECTION II: USE OF PROCEEDS

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

Source of fund:

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

Use of proceeds from IQIO are given below:

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

Breakdown of use of proceeds:

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

1. Purchase of Computer and IT Equipment

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

2. IQIO expenses:

Please refer to page no. 28

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

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

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

Sd/-

Raisul Kabir
Managing Director & CEO

Sd/-

Md. Mosabbir Alam
Director & CFO

(c) If there are contracts covering any of the activities of the issuer company for which the proceeds of sale of securities are to be used, such as contracts for the purchase of land or contracts for the construction of buildings, the prospectus shall disclose the terms of such contracts, and copies of the contracts shall be filed with the Commission as annexure to the prospectus

The company is not engaged in such contract.

SECTION III: DESCRIPTION OF BUSINESS

(a) The date on which the issuer company was incorporated and the date on which it commenced operations and the nature of the business which the company and its subsidiaries are engaged in or propose to engage in shall be stated in the prospectus

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

Nature of Business

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

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

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

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

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

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

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

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

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

The company has no subsidiary.

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

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

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

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

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

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

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

(iv) How the products or services are distributed

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

(v) Competitive conditions in the business

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Particulars	License Issuer/ Issuing Authority	Registration/Certificate/ License no.	Issue date	Renewal date	Expiry date
BASIS membership certificate	Bangladesh Association of Software and Information Services	GE-09-03-324	29.03.2009	04.01.2024	31.12.2024
Tax exemption certificate	National Board of Revenue, Bangladesh	08.01.0000.034.01.0 07.14 - 366	11.07.2023	N/A	30.06.2024
ISO/IEC 9001:2015 (Quality Management System)	International Organization for Standardization	BD-95023A	01.12.2021	20.12.2023	30.11.2024
ISO/IEC 27001:2013 (Information Security Management System)		BD-95024E	01.12.2021	20.12.2023	30.11.2024

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

(As of 30 September, 2023)

Permanent	Temporary	Total
639	61	700

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

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

SECTION IV: DESCRIPTION OF PROPERTY

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

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

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

*Details of all the locations:

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

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

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

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

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

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

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

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

Sl. no.	Description of leased asset	Lessor	Effective date of lease	Expiration date of lease
1.	5,555 square feet at 2 Mohakhali C/A, 8 th Floor, Dhaka-1212	Md. Motarraf Hosain	01 Jan 2015	31 Dec 2027
2.	5,555 square feet at 2 Mohakhali C/A, 7 th Floor, Dhaka-1212		10 Mar 2016	31 Dec 2027
3.	2,550 square feet at 2 Mohakhali C/A, 6 th Floor, Dhaka-1212		01 Jan 2022	31 Dec 2026
4.	5,555 square feet at 2 Mohakhali C/A, 5 th Floor, Dhaka-1212		01 Aug 2021	31 Jul 2026

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

SECTION V: PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION

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

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

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

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

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

Results from operation:

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

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

Changes in financial position:

Particulars	30-Sep-2023	30-Jun-2023	30-Jun-2022	30-Jun-2021
Non-current Assets:	455,068,147	459,297,379	113,796,351	64,917,374
Property, Plant and Equipment	363,483,380	360,969,722	73,045,046	33,031,243
Advance, Deposit and Pre-payments	3,150,000	3,150,000	2,312,682	-
Right-of-Use Assets (RoU)	88,434,767	95,177,657	38,438,623	31,886,131
Current Assets:	647,165,642	559,817,296	565,230,241	424,788,269
Inventories	-	1,140,000	1,005,320	16,215,104
Trade and other receivables	217,402,293	152,586,900	142,880,332	101,897,870
Short term investments	202,881,594	166,537,338	139,479,021	110,787,405
Advance, deposit and prepayments	25,742,877	23,288,889	156,697,573	23,007,255
Cash and cash equivalents	201,138,878	216,264,170	125,167,996	172,880,635
Total Assets	1,102,233,789	1,019,114,675	679,026,592	489,705,643

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

(i) Internal and external sources of cash

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(x) Any VAT, income tax, customs duty or other tax liability which is yet to be paid, including any contingent liabilities stating why the same was not paid prior to the issuance of the prospectus

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

Value Added Tax (VAT)

There is no VAT liability of the Company.

Income Tax

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

Accounting Year	Assessment Year	Assessment status
2018-2019	2019-2020	Assessment is completed
2019-2020	2020-2021	Assessment is completed
2020-2021	2021-2022	Assessment is completed
2021-2022	2022-2023	Assessment is completed

Accounting Year	Assessment Year	Assessment status
2022-2023	2023-2024	Return submitted; assessment is under process

Customs Duty or Other Tax Liabilities

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

Contingent liability (if any)

The Company does not have any contingent liability.

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

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

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

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

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

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

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

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

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

Particulars	Details
Yearly increment	Upon management approval and salary brackets/scales, annual increments on basic salaries are given to employees.
Allowances	According to pay scales, allowances are given for expenses such as house rent, conveyance, medical expense, car maintenance and mobile phone facility.
Performance and incentive bonus	Upon management approval, performance and incentive bonus are given to employees based on individual and company performance.
Employee share ownership plan	Employees are entitled for employee share ownership plan as per the BS23 ESOP Scheme.
Provident fund	The Company maintains a contributory provident fund (CPF) that is recognized by the Commissioner of Taxes. Employees contribute 10% of their basic salary to the fund and the Company also contributes an equal amount.
Gratuity	All permanent employees after confirmation of service are eligible for Gratuity subject to completion of 5 years.
Festival Bonus	Two festival bonuses are paid to each employee.
WPPF	The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation in accordance with Bangladesh Labour Act, 2006 and Bangladesh Labour (Amendment) Act, 2013.

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

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

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

The Company has not revalued any of its assets.

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

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

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

The above information requirement is not applicable for the Issuer.

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

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

TO WHOM IT MAY CONCERN

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

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

Place: Dhaka
Date: 18 January 2024

Sd/-
MABS & J PARTNERS
Chartered Accountants

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

TO WHOM IT MAY CONCERN

This is to declare that, to the best of our knowledge and belief, no material information has been suppressed which is likely to have an impact on the offering or change the terms and conditions under which the offer has been made to the public.

For Brain Station 23 PLC

Sd/-

Raisul Kabir
Managing Director & CEO

SECTION VI: DIRECTORS AND OFFICERS

(a) Name, age, qualification, experience and position of each of the directors of the company and any person nominated to be a director, showing the period for which, the nomination has been made and the name of the organization which has nominated him

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

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

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

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

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

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

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

(e) Short bio-data of each director

Mr. Mamnoon Ahmed Murshed Chowdhury

Chairman

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

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

Mr. Raisul Kabir

Managing Director & CEO

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

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

Mr. Golam Mohammad Mohiuddin

Director

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

Mr. Mahmudul Anwar Riyaad

Director

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

Mr. Mohammad Mizanur Rahman**Director**

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

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

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

Mr. Mohammad Jannatul Ferdous**Director**

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

His career includes significant international experience, especially in Europe and Asia. Notably, at Microsoft, he played a key role in expanding their business in Southeast Asia, earning the title of Best Solution Specialist at Microsoft Bangladesh for his exceptional performance. Prior to joining Microsoft, he also worked as SharePoint Architect at Brain Station 23 PLC since 2009.

Mr. Md. Nazmul Hassan**Director**

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

Mr. Md. Mosabbir Alam**Director**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SECTION VIII: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The prospectus shall contain a description of any transaction during the last two years, or any proposed transactions, between the issuer and any of the following persons, giving the name of the persons involved in the transaction, their relationship with the issuer, the nature of their interest in the transaction and the amount of such interest, namely;

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

(b) Any director or officer;

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

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

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

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

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

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

(b) Any director or officer;

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

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

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

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

Name of the Related Party	Nature of Relationship	Nature of Transaction	Value of Transaction During the Year			Balance at the End of the Year Receivables/ (Payables)		
			30-Sep-23	30-Jun-23	30-Jun-22	30-Sep-23	30-Jun-23	30-Jun-22
Mr. Mamnoon Ahmed Murshed Chowdhury	Shareholder & Chairman	Stock dividend	12,696,750	2,308,500	12,397,500	-	-	-
		Cash dividend	1,269,675	-	-	-	-	-
		Board meeting fees	15,000	15,000	-	-	-	-
Mr. Raisul Kabir	Shareholder, Managing Director & CEO	Stock dividend	25,162,010	6,388,870	34,310,620	-	-	-
		Cash dividend	2,516,201	-	-	-	-	-
		Remuneration	1,247,007	5,430,135	4,553,260	-	-	-
Mr. Mohammad Jannatul Ferdous	Shareholder, Director & COO	Stock dividend	8,286,990	2,025,000	10,875,000	-	-	-
		Cash dividend	828,699	-	-	-	-	-

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

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

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

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

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

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

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

SECTION IX: EXECUTIVE COMPENSATION

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

(As per the audited accounts)

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

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

(As per the audited accounts)

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

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

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

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

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

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

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

SECTION X: OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

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

- (i) The date on which the option was granted;
- (ii) The exercise price of the option;
- (iii) The number of shares or stock covered by the option;
- (iv) The market price of the shares or stock on the date the option was granted;
- (v) The expiration date of the option

In order to retain and motivate the employees and align the interest of the employees to the long-term interest of the company, BS23 had implemented a share ownership plan for its employees through a Trust. On 04 October 2022, a trust under the name “Brain Station 23 Share Ownership Plan (BS-ESOP) Trust Fund” was created. The beneficiaries of this Trust are all the employees who are eligible as per the Employee Share Ownership Plan (ESOP) of BS23.

Under the Employee Share Ownership Plan of BS23, the board decided to allot a total 2,943,064 number of ordinary shares (including bonus shares) to “Brain Station 23 Share Ownership Plan (BS-ESOP) Trust Fund” over 4 years. The beneficiaries of these shares are all the eligible employees as per the ESOP.

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

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

Schedule of Allotment for ESOP

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

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

- (i) The total number of shares or stock covered by all such outstanding options;
- (ii) The range of exercise prices;
- (iii) The range of expiration dates

This section is not applicable for this issue.

***SECTION XI: TRANSACTION WITH THE DIRECTORS AND SUBSCRIBERS TO THE
MEMORANDUM***

(a) The names of the directors and subscribers to the memorandum, the nature and amount of anything of value received by the issuer during the last five years or to be received by each of the above persons, directly or indirectly, from the issuer and the nature and amount of any assets, services or other consideration received or to be received by the issuer shall be stated in the prospectus

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

(Amount in BDT)

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

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

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

The information is not applicable for Brain Station 23 PLC.

SECTION XII: TANGIBLE ASSETS PER SHARE

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

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

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

SECTION XIII: OWNERSHIP OF THE COMPANY'S SECURITIES

(a) The prospectus shall disclose, in tabular form, the name and address of any person who owns, beneficially or of record, 5% or more of the securities of the issuer, indicating the number of securities owned, whether they are owned beneficially or of record, and the percentage of the securities represented by such ownership

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

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

SL.	Name	Status	No. of shares	% of shareholding before IQIO
1.	Mr. Raisul Kabir	Managing Director & CEO	7,548,603	17.65%
2.	Mr. Golam Mohammad Mohiuddin	Director	3,809,025	8.91%
3.	Mr. Mamnoon Ahmed Murshed Chowdhury	Director	3,809,025	8.91%
4.	Mr. Mahmudul Anwar Riyaad	Director	3,809,025	8.91%
5.	Mr. Mohammad Mizanur Rahman	Director & CTO	2,486,096	5.81%
6.	Mr. Mohammad Jannatul Ferdous	Director & COO	2,486,096	5.81%
7.	Mr. Md. Mosabbir Alam	Director & CFO	1,429,952	3.34%
8.	NMI Holdings Limited (Represented by Mr. Md. Nazmul Hassan)	Director	1,152,734	2.70%
9.	Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund	Shareholder Employee Group	1,660,333	3.88%
Total			28,190,889	65.92%

Other:

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

SL.	Name	Status	No. of shares	% of shareholding before IQIO	BO ID	Lock-in (year)
1.	Raisul Kabir	Managing Director & CEO	7,548,603	17.65%	1201630073514651	2 years
2.	Golam Mohammad Mohiuddin	Director	3,809,025	8.91%	1201820062719244	2 years
3.	Mamnoon Ahmed Murshed Chowdhury	Director	3,809,025	8.91%	1201820062706251	2 years
4.	Mahmudul Anwar Riyaad	Director	3,809,025	8.91%	1201820062706243	2 years
5.	Mohammad Mizanur Rahman	Director & CTO	2,486,096	5.81%	1201630073699720	2 years
6.	Mohammad Jannatul Ferdous	Director & COO	2,486,096	5.81%	1201630076387373	2 years
7.	Md. Mosabbir Alam	Director & CFO	1,429,952	3.34%	1201630076387290	2 years
8.	NMI Holdings Limited (Represented by Mr. Md. Nazmul Hassan)	Director	1,152,734	2.70%	1603870074761498	2 years
9.	Ali Imam	Shareholder	197,318	0.46%	1205590044603588	1 year
10.	Md. Sajidur Rahman	Shareholder	267,300	0.63%	1602510046751863	1 year
11.	Montenia Holdings Limited	Shareholder	3,341,250	7.81%	1603870074761471	1 year
12.	Matthias Karl Theodor Hansch	Shareholder	3,341,250	7.81%	Under process	1 year
13.	Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund	Shareholder	1,660,333	3.88%	1201630076387951	1 year
14.	Asma Akter	Shareholder	32,886	0.08%	1205590065998746	1 year
15.	Abdulla Al Amin	Shareholder	32,886	0.08%	1201820076374511	1 year
16.	Khandakar Safwan Saad	Shareholder	105,235	0.25%	1205590062547084	1 year
17.	Waseem Khan	Shareholder	269,667	0.63%	1201820060187077	1 year
18.	Nazia Tabassum	Shareholder	131,545	0.31%	1203490075403004	1 year
19.	Tahmidur Rahman	Shareholder	131,545	0.31%	1606190076370979	1 year
20.	Asif Khan	Shareholder	197,317	0.46%	1201820058421956	1 year
21.	Reza Uddin Ahmad	Shareholder	164,433	0.38%	1204480061490597	1 year
22.	Masud Khan	Shareholder	697,189	1.63%	1205590043519619	1 year
23.	Kazi Equities Limited	Shareholder	624,840	1.46%	1201730029204716	1 year
24.	Ariful Islam	Shareholder	394,635	0.92%	1203490035243101	1 year
25.	Zafar Sobhan	Shareholder	197,319	0.46%	1205590063699457	1 year
26.	M Sajedul Karim	Shareholder	164,433	0.38%	1202010000616941	1 year
27.	Kohinoor Begum	Shareholder	1,282,731	3.00%	1201630076387282	1 year
28.	Israt Imroze	Shareholder	1,282,731	3.00%	1201630073713241	1 year
29.	Halima Habib	Shareholder	855,155	2.00%	1201630076387330	1 year
30.	Nasrin Sultana	Shareholder	855,155	2.00%	1201630076387365	1 year
Total			42,757,709	100.00%		

SECTION XIV: DETERMINATION OF OFFERING PRICE

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

Qualitative factors:

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

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

- (i) net asset value per share at historical or current costs;
- (ii) earning-based-value per share calculated on the basis of weighted average of net profit after tax for immediately preceding five years or such shorter period during which the issuer was in commercial operation;
- (iii) projected earnings-based- value per share calculated on the basis of weighted average of projected net profit after tax for the immediate next three accounting years as per the issuer's own assessment duly certified by the auditor of the issuer;
- (iv) valuation multiple of similar stock or industry average (e.g., P/E multiple, etc.) in case of IQIO or if issuance is the RQIO, weighted average market price per share of common stock of the issuer for one year prior to such RQIO;
- (v) all other factors with justification which have been taken into account by the issuer for fixing the premium:

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

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

SECTION XV: DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

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

The share capital of the company is divided into Ordinary Shares, carrying equal rights to vote and receive dividend in terms of the relevant provisions of the Companies Act 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting right in person or by proxy in connection with, among others, election of Directors and Auditors and other usual agenda of General Meeting – Ordinary or Extra Ordinary. On a show of hand, every shareholder presents in person and every duly authorized representative of a shareholder present at a General Meeting shall have one vote and on a poll every shareholder present in person or by proxy shall have one vote for every share held by him or her.

In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled to Issue of Right shares in terms of the guidelines issued by the Bangladesh Securities and Exchange Commission from time to time.

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

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

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

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

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

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

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

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

SECTION XVI: FINANCIAL STATEMENT REQUIREMENTS

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

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

Opinion:

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

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

Basis for Opinion:

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters.

Revenue Recognition	
Risk	Our Response to the risk
The revenue during the period represents revenue mainly arising from software development, web hosting and IT support. We have identified the head 'revenue' as a key audit matter because revenue is one of the key performance indicators of the Company and therefore there is an inherent risk of manipulation of the timing of recognition of revenue by management to	Our audit included the following procedures: <ul style="list-style-type: none"> • We tested certain internal controls within the revenue process including controls over the calculation of the units invoiced for; • We checked the process to get assurance that revenue has been recognized at the correct time by testing a sample of transactions against which the revenue has been recognized. • We tested a sample of revenue which comprised
meet specific targets or expectations. There is also a risk that revenue may be overstated through misstatement of the measurement units. Further, there is a risk that the provisions of IFRS 15 may not be properly complied with. The application of IFRS 15 involves certain key judgments relating to the identification of distinct performance obligations, determination of transaction price of the identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period.	of software development and web hosting as main components and compared to underlying documentation, including the contracts. <ul style="list-style-type: none"> • We critically assessed journals posted to revenue to identify unusual or irregular items and obtained underlying documentation. We ascertained the revenue recognition process and tested the same through recalculation of revenue, and evaluation of recognition, measurement, presentation and disclosures in the financial statements in accordance with the related IFRS 15.
Please see note # 20 to the financial statements.	

Valuation of Property, Plant & Equipment	
Risk	Our Response to the risk
<p>The carrying value of the PPE amounted to Tk. 363,483,380 at 30 September 2023. The valuation of PPE was identified as a key audit matter due to the significance of this balance to the financial statements.</p> <p>Expenditures are capitalized if they create new or enhance the existing assets, and expensed if they relate to repair or maintenance of the assets. Classification of the expenditures involves judgment. The useful lives of PPE items are based on management's estimates regarding the period during which the asset or its significant components will be used. The estimates are based on historical experience and market practice and take into consideration the physical condition of the assets.</p>	<p>Our audit included the following procedures:</p> <ul style="list-style-type: none"> • We assessed whether the accounting policies in relation to the capitalization of expenditures are in compliance with IFRS and found them to be consistent. • We obtained a listing of capital expenditures incurred during the period and, on a sample basis, checked whether the items were procured based on internal purchase order that had been properly approved by the responsible individuals. • We inspected a sample of invoices and to determine whether the classification between capital and operating expenditure was appropriate. • We evaluated whether the useful lives determined and applied by the management were in line with historical experience and the market practice. • We checked whether the depreciation of PPE items was commenced namely, by comparing the date of the reclassification from capital in progress to ready for use, with the date of the act of completion of the work.
Please see note # 4 to the financial statements.	

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

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements:

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company's to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

Report on Other Legal and Regulatory Requirements

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

- We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of these books; and
- The statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts returns; and,
- The expenditure incurred was for the purposes of the Company's business.

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

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

Place: Dhaka, Bangladesh
Dated: 14 November 2023

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

Amount in BDT

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

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

Sd/-
Managing Director

Sd/-
Director

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

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

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

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.
Statement of profit or loss and other comprehensive income
For the period (3 months ending) from 1 July to 30 September 2023

Amount in BDT

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

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

Sd/-
Managing Director

Sd/-
Director

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

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

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

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.
Statement of changes in equity
For the period (3 months ending) from 1 July to 30 September 2023

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

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

Sd/-
Managing Director

Sd/-
Director

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Place: Dhaka, Bangladesh
Dated: 14 November 2023

Brain Station 23 Ltd.
Statement of cash flows
For the period (3 months ending) from 1 July to 30 September 2023

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

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

Sd/-
Managing Director

Sd/-
Director

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

Place: Dhaka, Bangladesh

Dated: 14 November 2023

Brain Station 23 Ltd.

Notes to the financial statements

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

1 The company and its activities

1.01 Legal form of the company

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

1.02 Nature of business

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

2 Basis of preparation of financial statements

2.01 Statement of compliance

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

2.02 Regulatory compliances

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

The Income Tax Act, 2023;

The Income Tax Rules, 2023;

The Value Added Tax and Supplementary Duty Act, 2012;

The Value Added Tax and Supplementary Duty Rules, 2016;

The Bangladesh Labor Law, 2006;

The Securities and Exchange Ordinance, 1969;

The Securities and Exchange Rules, 2020; and

The Securities and Exchange Commission Act, 1993

2.03 Functional and presentational currency and level of precision

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

2.04 Use of estimates and judgment

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

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

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

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

2.05 Reporting period

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

3 Summary of significant accounting policies

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

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

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

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

- (i) Statement of Financial Position as at 30 September 2023;
- (ii) Statement of Profit or Loss and Other Comprehensive Income for the quarter ended 30 September 2023;
- (iii) Statement of Changes in Equity for the quarter ended 30 September 2023;
- (iv) Statement of Cash Flows for the quarter ended 30 September 2023; and
- (v) Notes to the Financial Statements containing accounting policies and other explanatory notes.

3.01 Property, plant and equipment

3.01.1 Recognition & measurement

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

3.01.2 Subsequent cost

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

3.01.3 Depreciation

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

Depreciation rate (%):

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

3.01.4 Application of IFRS-16: Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets (RoU)

The Company's policy is to recognize right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized and lease payments made at or before the commencement date less any lease incentives received.

Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

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

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments or a change in the assessment of an option to purchase the underlying asset).

Short-term leases and leases of low-value assets

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

3.02 Inventory

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

3.03 Statement of cash flows

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

3.04 Comparative information

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

3.05 Cash and cash equivalents

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

3.06 Foreign currency transactions

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

3.07 Provisions

A provision is recognized in the statement of financial position when the company has a legal or constructive obligation as a result of past event, it is probable that an outflow of economic benefit will be required to settle the obligation and the amount of provision can be measured reliably in accordance with IAS 37: *Provisions, Contingent Liabilities and Contingent Assets*.

3.08 Income tax

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

3.09 Current tax

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

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

3.10 Deferred tax

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

3.11 Financial instruments

(a) Financial assets

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

(b) Financial liabilities

The company initially recognizes financial liabilities on the transaction date at which the company becomes a party to the contractual provisions of the liability. The company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

3.12 Impairment Financial assets

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

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

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

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

- (a) significant financial difficulty of the debtor;
- (b) a breach of contract such as a default;
- (c) it is probable that the debtor will enter bankruptcy.

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

3.13 Financial risk management

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

- Credit risk
- Liquidity risk
- Market risk

3.13.1 Credit risk

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

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

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

		<i>Amount in BDT '000</i>	
	Notes	30 Sept. 2023	30 June 2023
Financial assets			
Fixed deposits	8	202,882	166,537
Trade receivables	7	193,233	151,400
Cash and cash equivalents	10	201,139	216,264
		597,254	534,202

3.13.2 Liquidity risk

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

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

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

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

Amount in BDT '000

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

3.13.3 Market risk

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

i) Currency risk

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

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

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

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

ii) Interest rate risk

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

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

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

3.14 Revenue recognition

The Company recognizes revenue when (or as) the Company satisfies a performance obligation by transferring a promised service to a customer. Services are considered as transferred when (or as) the customer obtains control of that services. Revenue from services is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts, rebates and Value Added Tax (VAT).

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

3.15 Contingent liabilities and assets

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

3.16 Employee benefits

a) Contributory provident fund

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

b) Workers profit participation fund (WPPF)

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

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

c) Gratuity benefit

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

Eligibility of gratuity payments

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

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

d) Group insurance policy of the company

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

3.17 Earnings per share (EPS)

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

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

3.18 Event after the reporting period

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

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

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

3.19 General

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

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

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

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

Ageing schedule of trade receivables:

Duration

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

8 Short term investments

Investment in MTDR

Details in Annexure - B

202,881,594	166,537,338
202,881,594	166,537,338

9 Advance, deposit and prepayments

Advance to employees for office purposes

Advance to suppliers/vendors/service providers

Advance VAT deposit

Advance to BS-ESOP Trust Fund

Advance/security deposit 9.1

Advance income tax (AIT) 9.2

525,970	230,360
-	20,000
1,785,727	843,915
10,600,000	10,600,000
3,619,298	3,619,298
12,361,881	11,125,316
28,892,877	26,438,889

Non-current portion

Current portion

3,150,000	3,150,000
25,742,877	23,288,889
28,892,877	26,438,889

9.1 Advance/security deposit

Security deposit for office rent
Advance for tender
Advance for work order

500,000	500,000
2,552,000	2,552,000
567,298	567,298
3,619,298	3,619,298

9.2 Advance income tax (AIT)

Opening balance
Addition during the period
Adjusted during the period

11,125,316	6,420,219
1,236,565	11,125,315
-	(6,420,219)
12,361,881	11,125,316

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

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

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

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

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

10 Cash and cash equivalents

Cash in hand
Cash at digital financial service (DFS)
Cash at bank

10.1

405,519	346,881
35,801	-
200,697,558	215,917,289
201,138,878	216,264,170

10.1 Cash at bank

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

11 Share capital**11.1 Authorized capital**

100,000,000 ordinary shares of BDT 10 each	1,000,000,000	1,000,000,000
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11.2 Issued, subscribed and paid-up capital

42,757,709 ordinary shares of BDT 10 each	11.2.1	427,577,090	285,051,390
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Name of Shareholders	30.9.23	30.6.23		
Raisul Kabir	17.65%	24.65%	75,486,029	70,277,609
Golam Mohammad Mohiuddin	8.91%	8.91%	38,090,250	25,393,500
Mamnoon Ahmed Murshed Chowdhury	8.91%	8.91%	38,090,250	25,393,500
Mahmudul Anwar Riyaad	8.91%	8.91%	38,090,250	25,393,500
Montenia Holdings Limited (Represented by Managing Director)	7.81%	7.81%	33,412,500	22,275,000
Matthias Karl Theodor Hansch	7.81%	7.81%	33,412,500	22,275,000
Mohammad Mizanur Rahman	5.81%	7.81%	24,860,960	22,275,000
Mohammad Jannatul Ferdous	5.81%	7.81%	24,860,960	22,275,000
Brain Station Employee Share Ownership Plan (BS-ESOP) Trust Fund	3.88%	3.88%	16,603,330	11,068,890
Md. Mosabbir Alam	3.34%	2.34%	14,299,520	6,682,500
Kohinoor Begum	3.00%	0.00%	12,827,310	-
Israt Imroze	3.00%	0.00%	12,827,310	-
NMI Holdings Limited ((Represented by Md. Nazmul Hassan)	2.70%	2.70%	11,527,341	7,684,891
Halima Habib	2.00%	0.00%	8,551,550	-
Nasrin Sultana	2.00%	0.00%	8,551,550	-
Masud Khan	1.63%	1.63%	6,971,890	4,647,930
Kazi Equities Limited (Represented by Kazi Zubaidur Rahman)	1.46%	1.46%	6,248,400	4,165,600
Ariful Islam	0.92%	0.92%	3,946,350	2,630,900
Md. Sajidur Rahman	0.63%	0.63%	2,673,000	1,782,000
Waseem Khan	0.63%	0.63%	2,696,670	1,797,780
Ali Imam	0.46%	0.46%	1,973,180	1,315,450
Zafar Sobhan	0.46%	0.46%	1,973,190	1,315,460
Asif Khan	0.46%	0.46%	1,973,170	1,315,450
M Sajedul Karim	0.38%	0.38%	1,644,330	1,096,220
Reza Uddin Ahmad	0.38%	0.38%	1,644,330	1,096,220
Tahmidur Rahman	0.31%	0.31%	1,315,450	876,970
Nazia Tabassum	0.31%	0.31%	1,315,450	876,970
Khandakar Safwan Saad	0.25%	0.25%	1,052,350	701,570
Abdulla Al Amin	0.08%	0.08%	328,860	219,240
Asma Akter	0.08%	0.08%	328,860	219,240
	100%	100%	427,577,090	285,051,390

11.2.1 Share capital

Opening balance	285,051,390	249,075,000
Add: New issue during the period	-	10,570,740
Add: Bonus issue during the period	142,525,700	25,405,650
Closing balance	427,577,090	285,051,390

12 Share premium 12.1 **17,500,000** **17,500,000**

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

13 Retained earnings

Opening balance	453,907,180	204,783,570
Add: Total comprehensive income for the period	82,110,168	274,529,260
Less: Dividend during the period	(156,778,270)	(25,405,650)
	379,239,078	453,907,180

14 Lease liabilities

Opening balance	98,362,321	40,577,371
Addition during the period	-	80,812,453
Total	98,362,321	121,389,824
Payment of lease liabilities		
Instalment paid during the period	(7,421,105)	(28,701,222)
Interest on lease payment	1,566,942	5,673,719
Closing balance	92,508,158	98,362,321
Non-current portion of lease liabilities	66,822,928	73,683,707
Current portion of lease liabilities	25,685,230	24,678,614
	92,508,158	98,362,321

15 Employee benefits

See accounting policies in Note - 3.16 c

Gratuity benefit

Opening balance	24,004,522	8,458,896
Addition during the period	5,233,869	15,545,626
Closing balance	29,238,391	24,004,522

16 Trade and other payables

Trade payables - local	8,432,658	9,740,116
Trade payables - foreign	5,270,541	8,159,785
Other payables	15,812,240	16,507,442
	29,515,439	34,407,343

16.01

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

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

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

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

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

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

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

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

29.1 Weighted average no. of shares

For the quarter ended 30 September, 2023

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

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

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

Salary Range (Monthly)

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

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

Amount paid/payable to Auditor

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

33 Related party disclosures

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

Amount in BDT

For the period ended 30 September, 2023

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

34 Contingent liabilities

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

35 Event after the reporting period

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

Sd/-
Managing Director

Sd/-
Director

Sd/-
Chief Financial Officer

Sd/-
Company Secretary

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

Amount in BDT

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

Allocation of depreciation for the period

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

Annexure-B**Brain Station 23 Ltd.****Mudaraba Term Deposit Receipt (MTDR) Schedule****For the period (3 months ending) from 1 July to 30 September 2023**

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

Annexure-C

Brain Station 23 Ltd.

**Cash flows from operating activities (indirect method)
For the period (3 months ending) from 1 July to 30 September 2023**

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

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

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

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

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

Annexure-D

BRAIN STATION 23 PLC

AUDITOR CERTIFICATE REGARDING CALCULATION OF EPS AND OTHER RATIOS

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

Financial Ratio		Formula	30/Sep/23*	30/Jun/23	30/Jun/22	30/Jun/21	30/Jun/20	30/Jun/19
I. Liquidity Ratios	Current ratio	Current assets	3.56	3.39	3.29	2.17	2.62	3.00
		Current liabilities						
	Quick ratio	Current assets - inventories - Prepayments	3.42	3.25	2.37	1.97	2.34	2.51
Current liabilities								
II. Operating Efficiency Ratios	Accounts receivable turnover ratio	Revenue	1.79	8.15	7.49	7.21	5.99	7.61
		Average Accounts receivables						
	Inventory turnover ratio	Cost of revenue	403.92	801.71	76.49	30.40	118.15	48.94
		Average inventories						
	Asset turnover ratio	Revenue	0.31	1.42	1.57	1.74	2.01	3.40
Average total assets								
III. Profitability ratios	Gross margin ratio	Gross margin	31%	29%	28%	26%	25%	26%
		Revenue						
	Operating profit ratio	Operating profit	19%	17%	17%	13%	11%	10%
		Revenue						
	Net profit ratio	Net profit after tax	25%	23%	20%	20%	13%	9%
		Revenue						
	Return on Assets ratio (ROA)	Net profit after tax	0.08	0.32	0.32	0.35	0.26	0.32
		Average total assets						
	Return on Equity (ROE)	Net profit after tax	0.10	0.36	0.40	0.47	0.35	0.37
		Total equity						
	Earnings per share (EPS)	Net profit after tax available to ordinary shareholders	1.92	6.42	4.36	3.09	1.31	0.89
		No. of share						
IV. Solvency Ratios	EBITDA margin	EBITDA	29%	27%	25%	23%	16%	11%
		Revenue						
	Debt to total assets ratio	Total debt	0.08	0.10	0.06	0.15	0.11	-
Total assets								
Debt to equity ratio	Total debt	0.11	0.13	0.09	0.26	0.20	-	
	Total equity							
V. Cash flow ratios	Times interest earned ratio	EBIT	58.37	54.13	72.70	90.06	N/A	N/A
		Interest/ finance cost						
	Debt service coverage ratio	Net operating income	2.36	6.91	9.98	3.85	4.65	N/A
		Total debt service						
V. Cash flow ratios	NOCFPS	NOCF	1.03	10.80	4.06	15.81	17.62	35.97
		No. of share						
	NOCFPS to EPS ratio	NOCFPS	0.54	1.68	0.93	5012	13.46	40.31
EPS								

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

Dated: Dhaka
January 18, 2024

Sd/-
MABS & J Partners
Chartered Accountants

Brain Station 23 PLC
Ratio Analysis: Calculation

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

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

Industry average ratio comparison with Brain Station 23 PLC

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

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

Note:

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

Analysis:

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

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

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

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

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

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

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

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

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

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

Comparative income statement

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

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

Comparative Balance Sheet

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

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

OTHERS

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

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

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

For Brain Station 23 PLC,

Sd/-

Raisul Kabir
Managing Director & CEO

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

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

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

For LankaBangla Investments Limited,

Sd/-

Iftekhar Alam
Chief Executive Officer