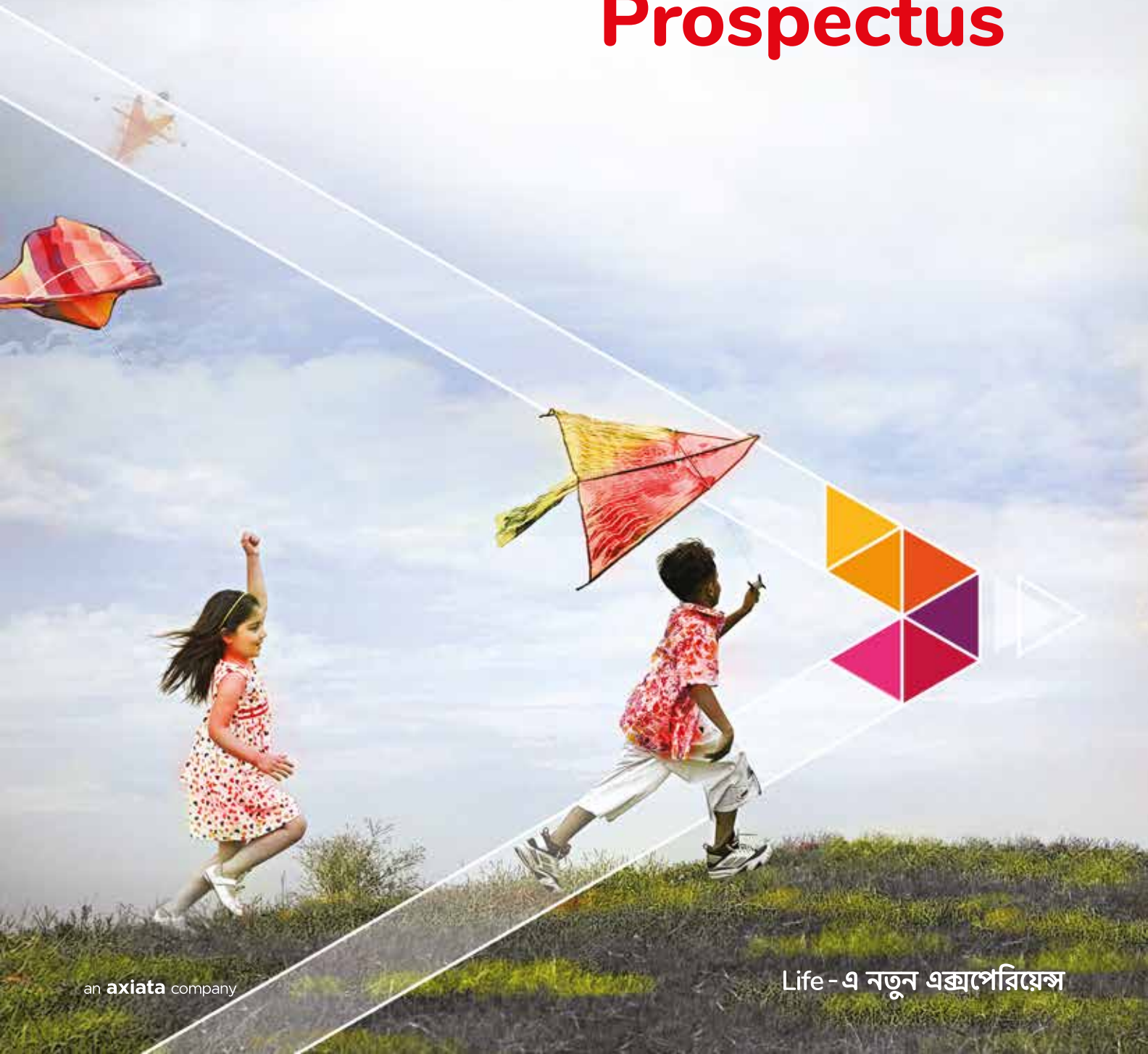




Initial Public Offering 2020 **Prospectus**



“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“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।”

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

Public offer of **523,793,334** ordinary shares

Out of which **136,050,934** ordinary shares of **BDT 10** per share to employees of Robi under Employee Share Purchase Plan

Issue Date of Prospectus: **18 October, 2020**

Offer price at **BDT 10** per share, total size of fund to be raised **BDT 5,237,933,340**

Out of which **BDT 1,360,509,340** from employees of Robi under Employee Share Purchase Plan

Opening date for subscription: **17 November, 2020**

Closing date for subscription: **23 November, 2020**

Prospectus ISSUER



Robi Axiata Limited

53 Gulshan South Avenue, Gulshan 1, Dhaka 1212

Telephone : +88 02 9887146-48 Fax : +88 02 9885463

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ISSUE MANAGER



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Purana Paltan, Dhaka 1000

Telephone: 16409, +880-9609994352, Fax: +880-2-9571171,

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Credit Rating Status

Particulars	Entity	Long Term Loan	Short Term Loan
Rating	AA ₂	AA ₂ (Lr)	ST-1
Rating Outlook	Stable		
Date of Rating	25 March 2020		
Validity of Rating	31 March 2021		
Rating By	Credit Rating Agency of Bangladesh Limited		

Preliminary Information and Declarations

Issuer	Contact Person	Contact Number
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Manager to the Issue	Contact Person	Contact Number
IDLC Investments Limited D R Tower (4 th Floor) 65/2/2 Bir Protik Gazi Golam Dostogir Road, Purana Paltan, Dhaka 1000	Md. Moniruzzaman, CFA Managing Director	Tel: 16409, +880-9609994352 Fax: +880-2-9571171 E-mail: mzaman@idlc.com Website: www.idlc.com/investments
Underwriters	Contact Person	Contact Number
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ICB Capital Management Limited Green City Edge (5 th & 6 th Floor), 89, Kakrail, Dhaka 1000	Shukla Das Chief Executive Officer	Tel: +88 02 8300555, 8300367 Fax: 88-02-8300396 E-mail: ceo@icml.com.bd, icmlbd@gmail.com Website: www.icml.com.bd/
IDLC Investments Limited D R Tower (4 th Floor), 65/2/2 Bir Protik Gazi Golam Dostogir Road, Purana Paltan, Dhaka 1000	Md. Moniruzzaman, CFA Managing Director	Tel: 16409, +880-9609994352 Fax: +880-2-9571171 E-mail: mzaman@idlc.com Website: www.idlc.com/investments
Auditor	Contact Person	Contact Number
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Credit Rating Company	Contact Person	Contact Number
Credit Rating Agency of Bangladesh Limited (CRAB) D H Tower, Level 15, 6, Panthapath, Dhaka 1215	Nur Elahee Molla Sr. Assistant Vice President & Unit Head Rating Unit (Corporate & SME)	Tel: +880-55013678-79 Fax: +880-55013679 E-mail: info@crab.com.bd Website: www.crab.com.bd

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

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

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

Risks in relation to the First Issue

"This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the securities is Tk. 10.00 (ten) and the issue price is Tk. 10, i.e. '1-time' of the face value. The issue price has been determined and justified by the Issuer and the issue manager or bidding by the eligible investors as stated under the paragraph on "Justification of Issue Price" should not be taken to be indicative of the market price of the securities after listing. No assurance can be given regarding an active or sustained trading of the securities or the price after listing."

General Risk

"Investment in securities involves a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offer. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended by the Bangladesh Securities and Exchange Commission (BSEC) nor does BSEC guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'risk factors' given on page number(s) 215 to 228."

Issuer's Absolute Responsibility

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

Availability of the Prospectus

Prospectus of Robi Axiata Limited may be obtained from following addresses -

Issuer	Contact Person	Contact Number
Robi Axiata Limited 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Mohammed Shahedul Alam Chief Corporate and Regulatory Officer & Company Secretary	Tel: +88 02 9887146-48 Fax: +88 02 9885463 E-mail: shahed.alam@robi.com.bd Website: www.robi.com.bd/en
Manager to the Issue	Contact Person	Contact Number
IDLC Investments Limited D R Tower (4 th Floor), 65/2/2 Bir Protik Gazi Golam Dostogir Road, Purana Paltan, Dhaka 1000	Md. Moniruzzaman, CFA Managing Director	Tel: 16409, +880-9609994352 Fax: +880-2-9571171 E-mail: mzaman@idlc.com Website: www.idlc.com/investments
Stock Exchanges	Contact Person	Contact Number
Dhaka Stock Exchange Limited DSE-Tower, Plot # 46, Road # 21, Nikunja-2, Dhaka -1229	Md. Rabiul Islam Senior Manager Listing Affairs	Tel: +880-2-9564601, +880-2-9576210-18 Fax: +880-2-9564727, +880-2-9569755 Email: rabiul@dsebd.org Website: www.dsebd.org
Chittagong Stock Exchange Limited CSE Building, 1080, Sheikh Mujib Road Agrabad, Chittagong 4100	Mohammad Monirul Haque Deputy General Manager Head of Listing	Tel: +880-31-720871-3, 714632-3 Fax: +880-31-714101 Email: monir@cse.com.bd Website: www.cse.com.bd

Prospectus would also be available on the website of BSEC (www.sec.gov.bd), DSE (www.dsebd.org), CSE (www.cse.com.bd), Robi Axiata Limited (www.robi.com.bd/en) and Issue Manager (www.idlc.com/investments) and Public Reference Room of the Bangladesh Securities and Exchange Commission (BSEC) for reading and studying.

Publication of abridged version of prospectus

Sl. No	Name of Newspaper	Date of Publication
1.	Kaler Kantho	18 October, 2020
2.	Samakal	18 October, 2020
3.	The Daily Star	18 October, 2020
4.	The Financial Express	18 October, 2020

Definitions, Acronyms and Elaborations

A		IFC	International Finance Corporation
Allotment	Allotment of shares	IPTSP	Internet Protocol Telephony Service Provider
ADP	Annual Development Program	ISP	Internet Service Provider
ARPU	Average Revenue Per User		
ARO	Asset Retirement Obligation	L	
Airtel	Airtel Bangladesh Limited	LC	Letter of Credit
AIL	Axiata Investments (Labuan) Limited	LTE	Long Term Evolution
AGB	Axiata Group Berhad	LTU	Large Taxpayers Unit
B		M	
BTS	Base Transceiver Station	MIFE	Mobile Internet Fulfilment Exchange
BDT	Bangladeshi Taka	MoU	Minutes of Usage
BO Account	Beneficiary Owner's Account	MSC	Mobile Switching Centre
BIDA	Bangladesh Investment Development Authority	MNP	Mobile Number Portability
BSEC	Bangladesh Securities and Exchange Commission		
BTRC	Bangladesh Telecommunication Regulatory Commission	N	
BSC	Base Station Controller	NAV	Net Asset Value
Bharti	Bharti International (Singapore) Pte. Ltd.	NBR	National Board of Revenue
		NRB	Non-Resident Bangladeshi
C		N/A	Not Applicable
CAPEX	Capital Expenditure	NPL	Non-Performing Loans
CDBL	Central Depository Bangladesh Limited		
CFO	Chief Financial Officer	O	
CIB	Credit Information Bureau	OTT	Over-the-Top
Companies Act	The Companies Act, 1994	OBU	Offshore Banking Unit
CSE	Chittagong Stock Exchange Limited		
CAGR	Compound Annual Growth Rate	P	
CRAB	Credit Rating Agency of Bangladesh	PE	Price to Earnings
		PPA	Purchase Price Allocation
D			
DBO	Defined Benefit Obligation	Q	
DSE	Dhaka Stock Exchange Limited	QoS	Quality of Services
DBBL	Dutch- Bangla Bank Limited		
		R	
E		RJSC	Registrar of Joint Stock Companies and Firms
Exchanges	Stock Exchanges of Bangladesh	Robi	Robi Axiata Limited
ESPP	Employee Share Purchase Plan		
EBITDA	Earnings Before Interests Tax Depreciation and Amortisation	S	
EBL	Eastern Bank Limited	SRO	Statutory Regulatory Order
F		SMP	Significant Market Power
FDR	Fixed Deposit Receipt	SIM	Subscriber Identification Module
FMC	Fixed Mobile Convergence	SME	Small and Medium Enterprise
FFO	Funds From Operations	SD	Supplementary Duty
		SCB	Standard Chartered Bank
G			
GOB	Government of Bangladesh	T	
GDP	Gross Domestic Product	TIN	Tax Identification Number
GPRS	General Packet Radio Service		
GSMA	Global System for Mobile Communications Association	U	
		USD	United States Dollar
H			
HS Code	Harmonized System Code	V	
		VAS	Value Added Service
I		VAT	Value Added Tax
IPO	Initial Public Offering	VOIP	Voice over Internet Protocol
Issue Manager	IDLC Investments Limited	VTS	Vehicle Tracking System
IAS	International Accounting Standards	VOLTE	Voice over Long Term Evolution
IFRS	International Financial Reporting Standards		
IoT	Internet of Things	W	
IPTV	Internet Protocol Television	WPPF	Workers Profit Participation Fund

Meaning of Various Terms Used

In this Prospectus, all references to:

- “Articles” or “Articles of Association” refers to the articles of association of Robi Axiata Limited;
- “Bangladesh” refers to the People’s Republic of Bangladesh and the “Bangladeshi Government” or “Government” refers to the Government of the People’s Republic of Bangladesh;
- “Board” or “Board of Directors” refers to the Board of Directors of Robi Axiata Limited;
- “Commission” means the Bangladesh Securities and Exchange Commission (BSEC) established under the Securities & Exchange Commission Act, 1993 (Act No. XV of 1993);
- “Companies Act” refers to the Companies Act, 1994 (Act No. XVIII of 1994);
- “Depository Act” refers to the Depository Act, 1999, as amended;
- “Euro” refers to the official currency of 19 of the 27 member states of the European Union.
- “FinTech” refers the combination of words "financial technology", which is used to describe new tech that seeks to improve and automate the delivery and use of financial services. At its core, fintech is utilized to help companies, business owners and consumers better manage their financial operations, processes, and lives by utilizing specialized software and algorithms that are used on computers and, increasingly, smartphones.
- “GBP” refers to Pound sterling, known in some contexts simply as the pound or sterling, which is the official currency of the United Kingdom.
- “IAS” refers to International Accounting Standards;
- “IDLC” or “Issue Manager” refers to IDLC Investments Limited;
- “IFRS” refers to International Financial Reporting Standards;
- “Issuer” means any person who has issued or proposes to issue any security. In this prospectus, “Issuer” refers to Robi Axiata Limited;
- “LTE” is a 4G wireless communications standard developed by the 3rd Generation Partnership Project (3GPP) that is designed to provide up to 10x the speed of 3G networks for mobile devices such as smartphones, tablets, netbooks, notebooks and wireless hotspots;
- “Memorandum” or “Memorandum of Association” refers to the memorandum of association of Robi Axiata Limited;
- “NAV” refers to Net Asset Value;
- “Non-Resident Bangladeshi (NRB)” refers to an expatriate Bangladeshi or who has dual citizenship or possesses a foreign passport bearing an endorsement from the concerned Bangladesh Embassy to the effect that no visa is required to travel to Bangladesh;
- “Offering Price” refers to issue price of the ordinary shares of Robi Axiata Limited;
- “Public Issue” means public issuance of securities through initial public offering;
- “Robi Axiata Limited”, the “Company”, ‘Robi’, the “Issuer”, “we”, “our”, “ourselves”, or “us” refers to Robi Axiata Limited, a public limited Company incorporated in Bangladesh;
- “Securities” refers to ordinary shares of Robi Axiata Limited;
- “Stock Exchange” refers to ‘Dhaka Stock Exchange Limited’ and ‘Chittagong Stock Exchange Limited’;
- “Subscriber” means subscriber of the biometric verified subscribers/subscriptions of Robi services who have any activity (voice, data, SMS etc.) at least once in the preceding 90 days;
- “Taka”, “Tk.” or “BDT” refers to the legal currency of Bangladesh;
- “U.S. dollar”, “US\$” or “USD” refers to the legal currency of the United States of America.

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SECTION I:

EXECUTIVE SUMMARY

a) About the industry

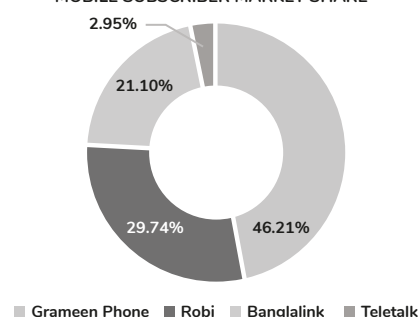
The telecommunication sector of Bangladesh is based on three tier network architecture namely, Access Network, Domestic Gateway and International Gateway service providers. Under these categories, a number of companies are currently providing variety of services to the consumers, the Government and the business community all over the country. In addition, there are some licenses issued to facilitate infrastructure such as Transmission and Tower, International Terrestrial Cable, Submarine cable, etc.¹ Having connected the whole nation, this sector is playing a pivotal role in catalyzing amazing development story created by the Bangladesh economy at the moment.

The scale of the industry's economic contribution becomes apparent when one looks at the sector's contribution towards the national Gross Domestic Product (GDP). According to Bangladesh Bureau of Statistics (BBS) report (2017-18), the telecommunication sector contributed 6.98% of the country's GDP in FY 2016-17, which amounts to around \$29.6 billion. Out of this massive contribution, the mobile operators are clearly leading the way with 58% direct impact, followed by the distributors and the retailers (25%), and then by infrastructure providers (12%), while the handset industry, content applications and other services providers are in total making 5% direct impact.²

According to a comprehensive study conducted by the USAID, the telecommunication industry's revenue will observe 3% compound annual growth rate (CAGR) during 2017 to 2025, creating a market of more than USD 5 billion from the present market size of USD 3.8 billion. The key to this growth will be the expansion in the user-base and the tremendous growth in internet based digital services covering a wide ranging innovative digital solutions. Therefore, the sector's size is already quite large and will swell further making crucial contribution to achieve the goal of making Bangladesh a middle-income country.²

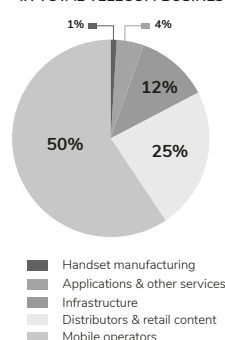
Bangladesh's total number of mobile phone subscribers has reached 161.295 million at the end of June 2020; the mobile internet subscribers, on the other hand, has reached 103.476 million. As of 30 June 2020, mobile subscriber of Grameenphone Ltd. (GP) was 74.531 million, Robi Axiata Limited (Robi) 47.977 million, Banglalink Digital Communications Limited 34.030 million and Teletalk Bangladesh Ltd. (Teletalk) 4.757 million. These statistics clearly illustrate the tremendous opportunities that lie ahead for the mobile industry.

MOBILE SUBSCRIBER MARKET SHARE



With regards to employment generation, the industry currently employs about 760,000 people directly, of which 92.5% are unskilled and 7% are women. The job growth rate in the sector is projected to be 9% by 2020.²

MARKET SHARE OF SUB-SECTORS IN TOTAL TELECOM BUSINESS



Bangladesh has a matured voice market having achieved 92.67% teledensity till FY 2017-18 (BTRC, 2017-18)³. However, with regards to the data service, the mobile internet penetration is forecasted to reach 41% by 2025 driven by a combination of improving affordability, greater network coverage and adoption of latest technologies.⁴

The exponential growth in the country's Mobile Telecommunication sector over the last two decades has catapulted the market to being the fifth largest mobile market in Asia Pacific region (GSMA, 2018)⁵. From global perspective, Bangladesh is recognized as the ninth-largest market in the world in terms of unique subscriber⁶.

¹ ILDTs policy 2010 and The Bangladesh Telecommunication Regulatory Commission (Licensing Procedure) Regulations, 2004
http://www.btrc.gov.bd/sites/default/files/ildts_policy_2010_english_0.pdf and http://www.btrc.gov.bd/sites/default/files/licensing_procedure_2004.pdf
² USAID report on comprehensive private sector assessment- https://pdf.usaid.gov/pdf_docs/PA00TWMH.pdf
³ BTRC Annual Report 2017-2018 http://www.btrc.gov.bd/sites/default/files/paper_files/BTRC_English%20Annual%20Report%202017-18.pdf
⁴ GSMA Report titled Country overview <https://www.gsmaintelligence.com/research/?file=a163eddc009553979bcbdf8f5f2ef0&download>
⁵ GSMA Intelligence <https://www.gsmaintelligence.com/markets/ranking/?report=5e54ac986ab08>
⁶ GSMA Intelligence <https://www.gsmaintelligence.com/markets/ranking/?report=5b2cf8d8d128e0>

b) About the Issuer

Robi Axiata Limited (Robi) is a subsidiary Company of Axiata Investments (Labuan) Limited, which is also the subsidiary of the leading Asian telecom giant, Axiata Group Berhad, based in Malaysia. Other shareholders in the entity include Axiata Group Berhad, Bharti International (Singapore) Pte. Limited.

Robi is the second largest mobile network operator in Bangladesh with 49.004 million subscribers as of end of December 2019.⁷ The Company commenced operations in 1997 as TM International (Bangladesh) Limited with the brand name 'Aktel'. In 2010, it was rebranded as 'Robi' and the Company changed its name to Robi Axiata Limited.

Airtel Bangladesh Limited was merged with the Company on 16 November 2016. As of now, this is the first ever merger in the mobile telecom sector of Bangladesh.

Robi introduced General Packet Radio Service (GPRS) and 3G services in the country in 2013. It launched 4G service in all 64 districts of the country. In fact, this landmark milestone was achieved on the very first day of the commercial launch of the service by Robi on 20 February 2018. Robi has the extensive international roaming coverage with 540 operators across 185 countries along with the substantial 4G roaming footprint in 32 countries with best roaming offers.⁸ It is the first mobile operator of the country to have commercially launched Voice Over Long Term Evolution (VOLTE) technology on its 4G network and successfully conducted the trial run of 5G.

To facilitate the vision of Digital Bangladesh and evolved needs of the digitally savvy population, Robi was one of the first operator to expand its business beyond voice and data services. With the vision of becoming the best innovative digital service provider, Robi has introduced an array of unique digital services serving the education, information, entertainment and other lifestyle needs of different groups of people. For example, Islamic lifestyle app, Noor, was introduced by Robi to serve the Muslim community, while Ichedana, a one of a kind solution, has been tailored for women. Robi has also paved the way for introduction of mobile financial services to underprivileged communities of the semi urban and the rural area with Robi Cash and introduced Mobile financing scheme "Joyeeta" for the unbanked population.

Among many of its innovative digital services, robishop.com.bd- an online sales platform for all authentic mobile phones and related gadgets, Mobile Internet Fulfilment Exchange (MIFE)- a payment gateway for purchasing digital content through direct operators' billing for the customers, Robi Tracker- an Internet of Things (IoT)-based vehicle tracking solution, and bdapps.com- a mobile application platform introduced by Robi, have gained prominence.

In order to encourage the digital start-up movement happening in the country, Robi has created an investment platform, r-ventures, where promising young entrepreneurs can pitch their digital business ideas and get investment to turn their dreams into reality.

Robi operates with a deep sense of commitment to partner in the country's socio-economic development. The Company has taken up a wide-ranging corporate responsibility projects with the vision of making a meaningful contribution towards development of the community and the country. For example, it has created one of the leading digital schools of the country, Robi-10 Minute School enabling free access to quality digital education for all. In 2017, Robi-10 Minute School won the prestigious GSMA Glomo award for the best Mobile Innovation for Education and Learning at the Mobile World Congress. It has recently won Nation's first APICTA (Asia Pacific ICT Alliance) award under e-learning category. Robi has also partnered with the Government's Access to Information (a2i) programme to set up the national call centre, 333, which ensures easy access to public services for all citizens of the country. 333 also allows citizens to register complaints regarding unlawful activities happening around them; the call centre then informs the Government authority concerned to address the complaints. The numerous success in stopping hundreds of child marriages and addressing many other social ills have won this platform national prominence. Besides, in the wake of the ongoing Corona pandemic, 333 emerged as the de-facto national crisis center for the citizens of the country.

In order to help create a knowledge-based society, Robi has set up internet corners in all the divisional public libraries- anyone coming to these public libraries can use internet for free.

Building on its reputation as a digital Company, Robi has recently taken up the project named #CommonSense. This initiative is particularly designed to raise awareness among the people on using internet without creating social nuisance. A number of aptly conceived audio-visual content has already been launched on the social media

⁷ <http://www.btrc.gov.bd/license-statistics>
⁸ www.robicom.bd/en

carrying messages to address various social nuisances that have come to be associated with the use of internet now a days.

Being rooted deeply to the value and culture of the country, Robi is now seen as the operator that represents the digital aspirations of the nation.

c) Financial Information

As per audited financial

Particulars (in BDT '000)	2019	2018	2017	2016 (Restated)	2015
Revenue	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Profit/ (loss) from operations	8,658,856	(616,061)	(2,816,206)	(8,555,358)	4,823,616
Net Profit/ (loss) before tax	3,789,007	2,679,662	(2,571,696)	(9,432,666)	4,754,060
Net Profit/ (loss) after tax	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226
Total Assets	171,968,640	144,614,084	142,101,150	133,422,194	101,249,233
Shareholder's Equity	59,588,895	60,591,633	58,670,822	58,677,206	47,160,532
Paid-up capital	47,141,400	47,141,400	47,141,400	47,141,400	35,356,050
EPS	0.04	0.46	(0.02)	(1.88)	0.68
Net Asset Value per Share	12.64	12.85	12.45	12.45	13.34

d) Feature of the issue and its objects

Issuer name	Robi Axiata Limited
Public Issue size	BDT 5,237,933,340 (including BDT 1,360,509,340 to be raised from the employees of Robi under Employee Share Purchase Plan)
Face value of the shares	BDT 10
Issue price	BDT 10
Number of shares to be offered to the Public	523,793,334 (including 136,050,934 shares to be raised from the employees of Robi under Employee Share Purchase Plan)
Issue Manager	IDLC Investments Limited
Objectives of the Issue	Network expansion of the Company

e) Legal and other Information

Robi Axiata Limited is the second largest mobile network operator in Bangladesh. Robi's major shareholders include Axiata Group holding 68.7% of the shares and Bharti Group holding 31.3% of the shares. Robi, a public Company limited by shares, was incorporated under Companies Act, 1994 on October 22, 1995 vide certificate of incorporation number C-29552(840)/95 and commenced its business on the same date. Initially, the Company was incorporated as TM International (Bangladesh) Limited. On May 28, 2009, the name of the Company was changed to Axiata (Bangladesh) Limited and subsequently on August 19, 2010, the name was finally changed to Robi Axiata Limited. Airtel Bangladesh Limited was merged with Robi on November 16, 2016. The authorized share capital and paid-up share capital of the Company as on date stand at BDT 60.00 billion and BDT 47.14 billion respectively.

f) Promoters' Background

There is no definition of promoter in Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments.

Sponsor means any person whose name appears as subscriber to the Memorandum of Association and Articles of Association of a Company. At the time of incorporation, following organizations were the subscribers to the Memorandum and Articles of Association of the Company –

1. Telekom Malaysia Berhad: Telekom Malaysia Berhad (TM) is a Malaysian telecommunications company, with a history dating back to 1946. Beginning as the national telco for fixed line, radio and television broadcasting services, it has evolved to become the largest broadband services provider in addition to

offerings in data, fixed-line, pay television and network services. The company sees itself as transforming the way Malaysians connect, communicate and collaborate, with a strong emphasis on innovation.

2. Telekom Malaysia International Sdn Bhd (name changed to Axiata Group Berhad): Axiata Group Berhad, commonly known as Axiata, is a Malaysian multinational telecommunications conglomerate with extensive operations in Asia. It is one of the largest wireless carriers in Malaysia. Axiata's primary business is in investment holding and the provision of telecommunication and consultancy services on an international scale. Their main focus is emerging markets in ASEAN and South Asia. Formerly known as TM International Bhd (TMI), the company was incorporated on 12 June 1992 and was the mobile and international operations arm of Telekom Malaysia Bhd (TM). Following the de-merger of TMI from TM, the company was listed on the Main Board of Bursa Malaysia Securities Berhad in 2008. On 2 April 2009, TMI underwent a rebranding exercise, launching its new name, Axiata, and a new logo. Their new tagline, Advancing Asia, was also launched, reflecting the direction of the company in focusing their expansion within Asia. Axiata has controlling interests in mobile operators in Malaysia, Nepal, Indonesia, Sri Lanka, Bangladesh and Cambodia. The Group also has stakes in non-mobile telecommunication operations in Thailand and Pakistan.
3. A.K. Khan and Co. Limited: A.K. Khan & Company Ltd. is one of the oldest and most renowned private sector organizations in Bangladesh. Late Mr. Abul Kasem Khan, popularly known as A.K. Khan, established the company after the Second World War in 1945. Within a decade, A.K. Khan & Company Ltd. became a leading industrial powerhouse and a major contributor to the national economy. In the early 1950s Mr. A.K. Khan established Insurance Company, Financial Institution as well as manufacturing industries in Textiles, Jute, Plywood, Tannery, Heavy Electrical Goods, Shipping and Irrigation. From 1980s the Company started to grow through Joint Ventures (JV) with renowned Multinational Companies in Textile, Telecommunication and Deep Sea Fishing.
4. A.K. Khan Jute Mills Limited: It is one of the ventures of A.K. Khan and Co. Limited.
5. The Chittagong Textile Mills Limited: The company was established by Mr. A.K. Khan in early 1950s. It is located in Batali Hills, Chittagong, Bangladesh.
6. S.T.M. Limited: It is one of the ventures of A.K. Khan and Co. Limited.
7. A.K. Khan Match Co. Limited: It is one of the ventures of A.K. Khan and Co. Limited. It was established in 1959 and engaged in manufacturing match-boxes for meeting the demand of local market. It is located in Chittagong, Bangladesh.

At present, none of the sponsors except Axiata Group Berhad holds share of Robi Axiata Limited.

g) Capital structure and history of capital raising

Particulars	Allotment Date	Face Value (BDT)	Issue Price (BDT)	No. of Shares	Amount (BDT)	Form of consideration
Authorized Capital	-	10	-	6,000,000,000	60,000,000,000	-
Issued, Subscribed & Paid-up shares						
1 st Allotment (Subscription to the Memorandum & Articles of Association)	22.10.1995	10	10	1,000	10,000	Cash
2 nd Allotment	21.11.1996	10	10	2,400,000	24,000,000	Cash
3 rd Allotment	19.01.1998	10	10	7,599,000	75,990,000	Cash
4 th Allotment	24.09.2000	10	10	24,000,000	240,000,000	Cash
5 th Allotment	20.12.2004	10	10	272,000,000	2,720,000,000	Bonus
6 th Allotment	19.11.2008	10	10	685,000,000	6,850,000,000	Cash
7 th Allotment	28.07.2013	10	10	2,544,605,000	25,446,050,000	Cash
8 th Allotment	16.11.2016	10	10	1,178,535,001	11,785,350,010	Merger
Total				4,714,140,001	47,141,400,010	

Note : The face value of shares was denominated from BDT 100 per share to BDT 10 per share vide special resolution in the Extraordinary General Meeting held on 10 March 2015 by the Shareholders of the Company.

h) Summary of valuation report of securities

Sl. No.	Valuation Methods	Fair Value (BDT)
1.	Net Asset Value Per Share	12.64
2.	Earning-Based Value Per Share	(1.32)
3.	Average Market Price of Similar Stock	295.73

i) Others

(a) DECLARATION THAT THE ISSUE MANAGER OR ANY OF ITS CONNECTED PERSONS IS IN NO WAY CONNECTED WITH THE ISSUER OR ANY OF ITS CONNECTED PERSON NOR DOES HOLD ANY SECURITIES

This is to declare that IDLC Investments Limited, the issue Manager, or any of its connected persons is in no way connected with the Issuer, Robi Axiata Limited or any of its connected person nor does hold any of its securities.

Sd/-

Md. Moniruzzaman

Managing Director

IDLC Investments Limited

Date: February 25, 2020

(b) DECLARATION REGARDING COMPLIANCE WITH ALL REQUIREMENTS OF BANGLADESH SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2015 IN PREPARING PROSPECTUS

This is to certify that Robi Axiata Limited has complied with all the requirements of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and its subsequent amendments in preparing the Prospectus of Robi Axiata Limited.

Sd/-

Mahtab Uddin Ahmed

CEO & Managing Director

Robi Axiata Limited

Date: February 25, 2020

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

This is to declare that Robi Axiata Limited has not made any material change including raising of paid-up capital after the date of audited financial statements as included in the prospectus.

Sd/-

Mahtab Uddin Ahmed

CEO & Managing Director

Robi Axiata Limited

Date: February 25, 2020

SECTION II:

CONDITION IMPOSED BY THE COMMISSION

DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMATERIALIZED FORM

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

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

PART – A

1. The Company shall go for Initial Public Offer (IPO) for 52,37,93,334 ordinary shares of Tk. 10.00 each at par totaling to **Tk. 523,79,33,340 (five hundred twenty three crore seventy nine lac thirty three thousand three hundred forty taka only)** (out of which 13,60,50,934 ordinary shares will be issued to employees of Robi Axiata Limited under Employee Share Purchase Plan) following the Securities and Exchange Ordinance, 1969, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Depository Act, 1999 and rules made there under.
2. The abridged version of the prospectus, as approved by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), within **02 (two) working days** from the date of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, within **5 (five) working days** from the date of issuance of this letter and shall remain posted till the closure of the subscription list. The issuer shall submit to the Commission, the stock exchanges and the issue manager a diskette containing the text of the vetted prospectus in "MS -Word" format.
3. The company shall submit **40 (Forty)** copies of the printed prospectus to the Commission for official record within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.
4. The issuer company and the issue manager shall ensure transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper. A compliance report shall be submitted in this respect to the Commission jointly by the issuer and the Issue Manager within **02 (Two) working days** from the date of said transmission of the prospectus.
5. The following declaration shall be made by the company in the prospectus, namely: -

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

None of the stock exchange(s), if for any reason, grants listing within **30 (thirty) days** from the closure of subscription, any allotment in terms of this prospectus shall be void and the company shall refund the subscription money within **15 (Fifteen) days** from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said **30 (thirty) days**, as the case may be.

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

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

6. All applicants shall apply for a minimum lot of 500 shares worth Taka 5,000/- (Taka five thousand only) or its multiples.
7. The IPO shall stand cancelled in case of under-subscription collectively above 35%. In such an event, the issuer and issue manger shall inform the Commission **within 2 (two) working days** and release the subscription money within 10 (ten) working days after receiving verification report from CDBL and the information from exchanges regarding subscription.

8. 20% of the securities reserved for general public excluding NRB shall be reserved for ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী. In case of under-subscription under any of sub-categories of eligible investors category or general public category, the unsubscribed portion shall be added to other sub-category of the same category. In case of over subscription in the general public category, the issuer and the issue manager shall jointly conduct an open lottery. In case of over subscription in the eligible investors' category, securities shall be allotted on pro-rata basis. No eligible investor shall apply for more than 2% (two percent) of the total securities reserved for the eligible investors.
9. An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications shall be treated as invalid and shall not be considered for allotment purpose. In addition, 15% (fifteen) of the application money shall be forfeited and deposited to the Commission. The balance amount shall be refunded to the applicant.
10. The applicants who have applied for more than two applications using same bank account, their applications shall not be considered for lottery. In addition, 15% of their subscription money shall be forfeited and deposited to the Commission. The balance amount shall be refunded to the applicants.
11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the application liable to rejection and subject to forfeiture of 25% of the application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or sell proceeds of the forfeited share (unit) shall be deposited to the Commission. This is in addition to any other penalties as may be provided for by the law.
12. The company shall furnish the list of allottees to the Commission and the stock exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty-Four) hours** of allotment.
13. Shares not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares through stock dividends, shall be subject to a lock-in period of 02 (two) years from the date of issuance of the prospectus.
14. If any share of Sponsors/Directors/Promoters is in paper format, it shall be handed over to securities custodian registered with the Commission and shall remain held till completion of lock-in period and the name of the securities custodian shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian, within one week of listing of the shares with the stock exchange(s). Or they (shares of Sponsors/ Directors/ Promoters) can be demated and shall remain in lock-in under CDBL system and issuer shall submit a dematerialization confirmation report generated by CDBL and attested by Managing Director of the company along with the lock-in confirmation to the Commission within one week of listing of the shares with the stock exchange(s). In respect of shares other than Sponsors/Directors/Promoters the issuer will ensure their lock-in of those shares and submit a statement to this effect to the Commission.
15. The company shall not declare any dividend/bonus shares before listing of its capital with any Exchange from the date of this consent for raising of capital.
16. The company shall not engage itself into any merger/amalgamation or acquisition activities without taking "No Objection" from the Commission, on the scheme of the said merger/amalgamation or acquisition, as recommended by the Board of Directors, before approval by the shareholders in General Meeting.
17. The trading of securities in the platform of the exchanges shall be started within 10 (ten) working days of listing approval.
18. The issuer has been granted waiver from the requirements of Rule 3(3)(c) and Rule 6(1) of the Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015 as amended vide Notification No. BSEC/CMRRCD /2003-109/229/Admin/98 dated 25 July 2019 and published in the official gazette on September 03, 2019 for issuance of 52,37,93,334 Ordinary Shares of Tk. 10.00 each at par through Initial Public Offer (IPO).
19. Each Eligible Investor (EI) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 1,00,00,000/- (one crore only) at market price in listed securities as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting subscription as per clause (e) of sub-rule (1) of rule 2 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. The Central Depository Bangladesh Limited (CDBL) shall send a report to the exchange regarding holding of EIs in listed securities and the exchange shall ensure the compliance in this regard.

20. **13,60,50,934 ordinary shares which will be issued to employees of Robi Axiata Limited under Employee Share Purchase Plan shall be subject to lock in for 2 (two) years from the first trading day at the Exchange.**

PART – B

Application Process

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth) working day** from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - (a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stock broker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stock broker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
 - (b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stock broker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with his/her application.** No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stock broker/Merchant Banker.
 - (c) **Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).**

Step-2 (Intermediary)

3. The Stock broker/Merchant Banker shall maintain a separate bank account only for this purpose namely “Public Issue Application Account”. The Stock broker/Merchant Banker shall:
 - a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
 - b) accumulate all the applications/buy instructions received up to the cut-off date, deposit the amount in the “Public Issue Application Account” maintained with its bank within the first banking hour of **next working day** of the cut-off date;
 - c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stock broker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stock broker/Merchant Banker.
5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stock-broker/Merchant Banker shall prepare a list containing the bank draft (FDD) information against the respective applicant’s particulars.
6. The Stock broker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde ‘~’ separator) format, the certificate(s) issued by its banker, the drafts **and certificates** received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the bank draft (FDD) information.
7. **On the next working day**, the Exchanges shall provide the Issuer with the information received from the Stock broker/Merchant Bankers, the bank drafts (FDD) **and certificates** submitted by Non-resident Bangladeshi (NRB) and

Foreign applicants and the list containing the bank draft (FDD) information. Exchanges shall verify and preserve the bankers' certificates in their custody.

8. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to 6 months from listing of the securities with exchange.

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if they do not receive any observation from the Commission or the Exchanges.

Provided that IPO lottery shall be conducted on the licensed digital platform made by any of the following institutions under the supervision of Central Depository Bangladesh Limited (CDBL):

- (i) Bureau of Research Testing and Consultation (BTRC), BUET;
- (ii) Computer Science Department, Dhaka University; and
- (iii) Bangladesh Computer Council.

13. The Issuer and issue manager shall arrange posting the lottery result on their websites within **06 (six) hours** and on the websites of the Commission and Exchanges within **12 (twelve) hours** of lottery.
14. Within **02 (two) working days** of conducting lottery, the Issuer shall:
 - a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.
 - b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
 - c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.
 - d) send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, the Exchanges shall distribute the information and allotment letters to the Stock broker/Merchant Bankers concerned in electronic format and instruct them to:
 - a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
 - b) send the penalty amount of other than NRB and Foreign applicants, who are subject to penal provisions, to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;
16. **On the next working day** of receiving the documents from the Exchanges, the Stock brokers/Merchant Banker shall request its banker to:
 - a) release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
 - b) remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign), who are subject to penal provisions, to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.

17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.
18. **Simultaneously**, the stock brokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stock broker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.
19. All bank drafts (FDD) submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account **(FC account which has been debited to apply by NRB or foreign applicants)** through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stock brokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stock brokers/Merchant Bankers for any purpose other than public issue application.
23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.
24. The Stock broker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stock broker/Merchant Banker shall provide the Issuer with a statement of the remittance and bank drafts (FDD) sent.
26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/ payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

PART – C

1. The issue manager shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the Exchanges concerned. In this regard, the issue manager shall submit a compliance report to the Commission within 5 working days from the date of such publications.
2. The fund collected through Initial Public Offer (IPO) shall not be utilized prior to listing with the Exchange(s) and that utilization of the said fund shall be affected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
3. **The company shall furnish status report on utilization of Public Offering proceeds audited by foreign affiliated auditors and authenticated by the board of directors to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each month until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report in its website and Exchanges shall also post the same in company information contained in websites of the Exchanges. In the event of any irregularity or inconsistency, the Commission may employ or engage any person to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.**

4. While auditing the utilization of IPO proceeds, the auditors will perform their jobs under the following terms of reference (TOR) and confirm the same in their report/certificate:
 - (a) Whether IPO proceeds have been utilized for the purposes/heads as specified in the prospectus;
 - (b) Whether IPO proceeds have been utilized in line with the condition (if any) of the Commission's consent letter;
 - (c) Whether utilization of IPO proceeds have been completed within the time schedule/implementation schedule as specified in the published prospectus;
 - (d) Whether utilization of IPO proceeds is accurate and for the purpose of the company as mentioned/specified in the published prospectus; and
 - (e) The auditors should also confirm that: (i) assets have been procured/imported/constructed maintaining proper/required procedure as well as at reasonable price; and (ii) auditors' report has been made on verification of all necessary documents/papers/vouchers in support of IPO proceeds making reconciliation with Bank Statement.
5. All transactions, excluding petty cash expenses, shall be affected by crossed cheques or bank transfers.
6. Proceeds of the Initial Public Offer (IPO) shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any deviation in respect of purpose and time must have prior approval of at least 51% of the public shareholders, other than sponsors and directors, in a general meeting through a Board approved agenda thereon and due notification to the shareholders. Before the said general meeting, such deviation as recommended by the board of directors shall be published as price-sensitive information with detailed description and reasons for such deviation. If approved by the shareholders, the meeting resolution shall be submitted to the Commission along with reasonable explanations and the decision shall be published as price-sensitive information.
7. If any quarter or half-year of the financial year ends after publication of the abridged version of prospectus and before listing of its securities with any Exchange, the company shall disseminate/transmit/submit the said quarterly/half yearly financial statements in accordance with the Commission's Notification SEC/CMRRCD /2008-183/admin/03-34 dated September 27, 2009 and Rules 13 of the Securities and Exchange Rules, 1987.
8. In the event of arising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাজোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা ১৯৯৫ after publication of the abridged version of prospectus and before listing of its securities with any Exchange, the company shall disseminate/transmit/submit the information as price sensitive in accordance with the Commission's Notification No. SEC/SRMU200-953/1950 dated October 24, 2000.

PART – D

1. As per provision of the Depository Act, 1999 & Regulations made thereunder, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Limited (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only.
2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and the listing regulations of the Exchanges.
3. The Commission may impose further conditions/restrictions etc. from time to time as and when considered necessary which shall also be binding upon the issuer company.

SECTION III:

DECLARATIONS AND DUE DILIGENCE CERTIFICATES

Annexure A

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

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

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

Sd/-
Dato' Mohd Izzaddin Bin Idris
Chairman
(Nominated by Axiata
Investments (Labuan) Limited)

Sd/-
Mahtab Uddin Ahmed
CEO & Managing Director
(Nominated by Axiata
Investments (Labuan) Limited)

Sd/-
Vivek Sood
Director
(Nominated by Axiata
Investments (Labuan) Limited)

Sd/-
Dr. Shridhir Sariputta Hansa Wijayasuriya
Director
(Nominated by Axiata
Investments (Labuan) Limited)

Sd/-
Randeep Singh Sekhon
Director
(Nominated by Bharti International
(Singapore) Pte. Limited)

Sd/-
Nakul Sehgal
Director
(Nominated by Bharti
International (Singapore) Pte. Limited)

Sd/-
Klaus Michael Kuehner
Independent Director

Sd/-
Thayaparan S Sangarapillai
Independent Director

Annexure B

Due Diligence Certificate of the Issue Manager

To
The Bangladesh Securities and Exchange Commission

Sub: Public Issue of 523,793,334 Ordinary Shares of BDT 5,237,933,340 by Robi Axiata Limited

Dear Sir,

We, the Issue Manager to the above-mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined all the documents submitted with the application for the above-mentioned public issue, visited the premises of the Issuer and interviewed the Chairperson, Directors and key management personnel of the Issuer in connection with the finalization of the prospectus pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the directors, officers and auditors of the issuer, other agencies, independent verification of the statements concerning objectives of the issue and the contents of the documents and other materials furnished by the Issuer.

WE CONFIRM THAT:

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue and such disclosures are in accordance with the requirements of the Companies Act, 1994, the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and other applicable laws;
- (d) Beside ourselves, all the intermediaries named in the prospectus are registered with the Commission and that till date such registrations are valid;
- (e) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments;
- (f) The proposed activities of the Issuer for which the funds are being raised in the present issue fall within the 'main objects' listed in the object clause of the Memorandum of Association or other charter of the Issuer and that the activities which have been carried out till now are valid in terms of the object clause of its Memorandum of Association;
- (g) Necessary arrangements have been made to ensure that the money to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background of the Issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;

- (j) We enclose a checklist confirming rule-wise compliance with the applicable provisions of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 containing details such as the rule number, its text, the status of compliance, page numbers of the prospectus where the rules have been complied with and our comments, if any;
- (k) We also declare that we have managed the public issue of following Issuers in the last 05 (five) years:

Sl.	Name of the Issue	Issue Month/Year	Issue Price in BDT	Dividend Payment History				
				2015	2016	2017	2018	2019
1	Runner Automobiles Limited	May, 2019	75	-	-	11% Cash	-	10% Cash 5% Stock

Place: Dhaka
Date: September 01, 2020

Sd/-
Md. Moniruzzaman, CFA
Managing Director
IDLC Investments Limited

Due diligence certificate by the underwriter

To –

The Bangladesh Securities and Exchange Commission

Sub: Public offer of 523,793,334 Ordinary Shares of BDT 5,237,933,340 of Robi Axiata Limited

Dear Sir,

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

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

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at BDT 2,200 million (Taka two thousand and two hundred million) and we have the capacity to underwrite a total amount of BDT 11,000 million (Taka eleven thousand million) as per relevant legal requirements. We have committed to underwrite for up to BDT 1,683,276,670 (Taka one billion six hundred eighty three million two hundred and seventy six thousand six hundred seventy only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:
 - i. Ratanpur Steel Re-Rolling Mills Limited (Rights Issue) – 28.5 million
 - ii. Western Marine Shipyard Limited (Rights Issue) – 57.5 million
 - iii. Mir Akhter Hossain Limited (IPO) – 188.75 million
 - iv. Omera Petroleum Limited (IPO) – BDT 41.72 million
- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-

Md. Moniruzzaman, CFA
Managing Director
IDLC Investments Limited

Place: Dhaka

Date: September 01, 2020

Due diligence certificate by the underwriter(s)

[See rule 4 (1) (d)]

To

The Bangladesh Securities and Exchange Commission

Sub: Public offer of 523,793,334 Ordinary Shares of BDT. 5,237,933,340.00 of Robi Axiata Limited.

Dear Sir,

We, the under-noted Underwriters to the above-mentioned forthcoming issue, state individually and collectively as follows:

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

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at Tk. 329.65 (Three hundred twenty nine point sixty five) crore and we have the capacity to underwrite a total amount of Tk. 1,648.25 (Taka one thousand six hundred forty eight point two five) crore as per relevant legal requirements. We have committed to underwrite for up to Tk. 100,000,000.00 (ten crore) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us:

Sl. No.	Name of the Company	Amount Underwritten (in Tk.)
1	Desh General Insurance Company Ltd.	5,600,000.00
2	Energypac Power Generation Ltd.	12,500,000.00
3	Ratanpur Steel Re-Rolling Mills Ltd.	37,500,000.00
4	Mohammed Elias Brothers POY Manufacturing Limited	10,000,000.00
5	eGeneration Limited	20,000,000.00
6	JMI Hospital Requisite Manufacturing Limited	51,250,000.00
7	Sonali Life Insurance Company Limited	66,500,000.00
8	Mir Akhter Hossain Limited	10,000,000.00
9	Omera Petroleum Limited	41,726,036.00
10	Taufika Foods And Agro Industries Limited.	15,000,000.00
	Total=	270,076,036.00

- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the Issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

Sd/-

(Shukla Das)

Chief Executive Officer

ICB Capital Management Limited

Place: Dhaka

Date: 01 September 2020.

Due diligence certificate by the underwriter

To
The Bangladesh Securities and Exchange Commission

Sub: Public offer of 523,793,334 Ordinary Shares of BDT 5,237,933,340 of Robi Axiata Limited

Dear Sir,

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

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

WE CONFIRM THAT:

- (a) We are registered with the Bangladesh Securities and Exchange Commission as a merchant banker and eligible to carry out the underwriting activities. Our present paid-up capital stands at BDT 2585 million (Taka Two Thousand Five Hundred and Eighty Five million) and we have the capacity to underwrite a total amount of BDT 12925 million (Taka Twelve Thousand Nine Hundred and Twenty Five million) as per relevant legal requirements. We have committed to underwrite for up to BDT 50,000,000 (Taka Fifty million only) for the upcoming issue.
- (b) At present, the following underwriting obligations are pending for us: Nil
- (c) All information as are relevant to our underwriting decision have been received by us and the draft prospectus forwarded to the Commission has been approved by us;
- (d) We shall subscribe and take up the un-subscribed securities against the above-mentioned public issue within 15 (fifteen) days of calling up thereof by the issuer; and
- (e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter

Sd/-

Deedarul Huq Khan
Chief Executive Officer
BRAC EPL Investments Limited

Place: Dhaka

Date: September 01, 2020

SECTION IV:

ABOUT THE ISSUER

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

Name of the Issuer	Robi Axiata Limited
Date of Incorporation	October 22, 1995
Commencement of Commercial Operation	October 22, 1995
Logo	
Address of Registered Office	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212
*Other Offices	As-Salam Tower 13th Floor, 57 Agrabad C/A, Chattogram-4100
	Uday Tower, 57 & 57/A, Gulshan Avenue, Gulshan -1, Dhaka
	Chowdhury Plaza, Karimpur Road, Noakhali
	M M Plaza (2nd floor & basement) Rajshahi
	Holding No: 223/201, Joatola, Comilla
	Alo Bhaban, NS Road, Babar Ali Road, Kushtia
	Nasim Bhuiyan Tower, 316 S S K Road, Feni-3900
	44, Dhaka Sylhet Road, Moulovi Bazar
	Sabur Khan Tower, 37 Kali Bari Road, Tangail
	Zillur Rahman Super Market, 2nd Floor, Bhairab
Telephone Number	+88 02 9887146-48
Fax Number	+88 02 9885463
Contact Person	Mohammed Shahedul Alam Chief Corporate and Regulatory Officer & Company Secretary
Website Address	www.robi.com.bd/en
E-mail Address	shahed.alam@robi.com.bd

*Robi has other technical centers and warehouses which are used only for technical maintenance and storage.

(b) The names of the sponsors and directors of the Issuer

Name of Sponsors

“Sponsor” means any person whose name appears as subscriber to the Memorandum and Articles of Association.

At the time of incorporation, following organizations were the subscribers to the Memorandum and Articles of Association of the Company –

1. Telekom Malaysia Berhad
2. Telekom Malaysia International Sdn Bhd (name changed to Axiata Group Berhad)
3. A.K. Khan & Co. Limited
4. A.K. Khan Jute Mills Limited
5. The Chittagong Textile Mills Limited
6. S.T.M. Limited
7. A.K. Khan Match Co. Limited

At present, none of the sponsors except Axiata Group Berhad holds share of Robi Axiata Limited.

Name of Directors

Sl. No	Name	Position
1.	Dato' Mohd Izzaddin Bin Idris	Chairman (Nominated by Axiata Investments (Labuan) Limited)
2.	Mahtab Uddin Ahmed	CEO & Managing Director (Nominated by Axiata Investments (Labuan) Limited)
3.	Dr. Shridhir Sariputta Hansa Wijayasuriya	Director (Nominated by Axiata Investments (Labuan) Limited)
4.	Vivek Sood	Director (Nominated by Axiata Investments (Labuan) Limited)
5.	Nakul Sehgal	Director (Nominated by Bharti International (Singapore) Pte. Limited)
6.	Randeep Singh Sekhon	Director (Nominated by Bharti International (Singapore) Pte. Limited)
7.	Thayaparan S Sangarapillai	Independent Director
8.	Klaus Michael Kuehner	Independent Director

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

Particulars		Information
Auditor	Name	Hoda Vasi Chowdhury & Co. Chartered Accountants
	Logo	Hoda Vasi Chowdhury & Co
	Address	BTMC Bhaban (8 th Floor) 7-9, Kawran Bazar Dhaka 1215
	Telephone Number	+88028121114, +88029120090
	Fax Number	+88028119298
	Contact Person	A F Nesaruddin, FCA Senior Partner
	Website	www.hodavasi.com
	E-mail Address	nesar@hodavasi.com

Registrar to the Issue:

Registrar to the Issue is not applicable for Robi Axiata Limited as this is a fixed price IPO.

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

Dhaka Stock Exchange Limited

DSE-Tower, Plot # 46, Road # 21, Nikunja-2, Dhaka 1229

Tel: +880-2-9564601, 9576210-18; Fax: +880-2-9564727, 9569755

Website: www.dsebd.org

Chittagong Stock Exchange Limited

CSE Building, 1080, Sheikh Mujib Road, Agrabad, Chittagong 4100

Tel: +880-31-720871-3, 714632-3; Fax: +880-31-714101

Website: www.cse.com.bd

SECTION V:

CORPORATE DIRECTORY OF THE ISSUER

Registered and Corporate Office	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212
	As-Salam Tower 13 th Floor, 57 Agrabad C/A, Chattogram -4100
	Uday Tower, 57 & 57/A, Gulshan Avenue, Gulshan-1, Dhaka
	Chowdhury Plaza, Karimpur Road, Noakhali
	M M Plaza (2nd floor & basement) Rajshahi
	Holding No: 223/201, Joatola, Comilla
	Alo Bhaban, NS Road, Babar Ali Road, Kushtia
	Nasim Bhuiyan Tower, 316 S S K Road, Feni-3900
	44, Dhaka Sylhet Road, Moulovi Bazar
	Sabur Khan Tower, 37 Kali Bari Road, Tangail
*Other Offices	Zillur Rahman Super Market, 2nd Floor, Bhairob
Contact Person	Mohammed Shahedul Alam Chief Corporate and Regulatory Officer & Company Secretary
Lead Banker for the IPO	Trust Bank Limited

*Robi has other technical centers and warehouses which are used only for technical maintenance and storage.

SECTION VI:

DESCRIPTION OF THE ISSUER

(A) SUMMARY

(i) Summary of the Industry and business environment of the Issuer

Bangladesh's mobile market revenue experienced a slow growth during 2016-18 with 4.3% CAGR. However, it was encouraging to see the growth accelerate to over 10% in the first half of 2019 compared to the previous year.¹⁰

Bangladesh is one of the leading multi-SIMer countries. Due to stimulated competition in the market place, voice tariff has been reduced significantly and it is one of the lowest in the world. However, the telecom regulator Bangladesh Telecommunication Regulatory Commission (BTRC) is governing the sector mandating voice floor price at regulatory equilibrium point.

This is to be noted that rising proportion of Over-the-Top (OTT) voice [Contributing around 23% of total Minutes of Usage (MoU) in Q3'19 against 18% one year before] remains a threat for the voice market.¹¹ However, BTRC is expected to address this issue with appropriate regulations upholding the principle of "same service same rules". It is also encouraging that to ensure healthy competition in the market place, BTRC is enforcing Significant Market Power (SMP) regulations, which will contribute to make business more rewarding for the non-SMP operators in the coming years.

Bangladesh mobile market is observing a rapid paradigm shift in the product and service portfolio due to exponential growth of data usage. Data consumption pattern clearly indicates growth potential of the sector. Due to hyper competition in the data market, data price has become one of the lowest in the world. Regulatory intervention on this segment of the business is highly expected to stop the price war, thereby improving data profitability.

In the backdrop of the diminishing price of data, data monetization through selling bytes is becoming challenging. Hence, operators are moving towards subscription-based, high-volume intensive models like streaming of sporting events, music-on-the-go, video on demand, IPTV, social media packs, etc. Furthermore, digital financial services/bill payment services (i.e. Robi cash, gpay), e-ticketing services (i.e. bdtickets), e-commerce and digital advertisements received substantial focus from all the operators. These services did not only add revenue from new stream but also helped to monetize data from core business.¹²

Value Added Services (VAS) have always focused on serving customer segments with games, audio, video, images, news, information, and many other services. The primary focus has so far been on information and entertainment. Telcos in Bangladesh are offering various types of such services. GP has GP Music – a music streaming platform, Wowbox – a lifestyle content-based app and Tonic – a digital healthcare app. Some of the prominent digital VAS of Robi includes Noor – a comprehensive Islamic lifestyle service and My Sports – sports entertainment service. Lastly, Banglalink has VAS services like Banglafilx, mJams, etc.

BTRC has liberalized the spectrum partially facilitating technology neutrality of spectrum. Robi has used tech-neutrality features to widen its data network coverage across the country; besides, the Company's focus on delivering high speed data network helped it grab a sizable share of the 4G business. However, if the Government and the telecom regulator allow spectrum sharing along with sharing of active elements of network (Active Sharing), operators' cost-base will be reduced significantly.

As part of achieving National Telecom Policy aspiration, a move towards efficient licensing regime through licensing convergence is expected to pave the way for Fixed Mobile Convergence (FMC), which could broaden the horizon for the smaller operators like Robi. However, unless the restrictions and high price of international bandwidth, spectrum, optical fiber, Tower, etc. are minimized, it would be challenging to meet the standards stipulated in the Quality of Service (QoS) Guideline.

10. Based on published Annual/Quarterly Reports of Robi, Airtel, Grameenphone and Veon

11. Internal business intelligence, AMTOB report on OTT

12. Audit Report 2017 and 2018 of Robi Axiata Limited

The recent taxation changes in 2020-21 budget include changes in Supplementary Duty (SD) from 10% to 15% on services provided through mobile phone SIM/RIM cards. Currently, in addition to the SD, mobile users pay a 15% value-added tax and 1% surcharge on talk-time and messaging services, while the VAT on mobile internet use is 5%. Increase in SIM card tax is likely to hinder the usage and growth of smartphones, voice, data and other services.

The disproportionate imposition of the 2% of Minimum Tax on Mobile Operators continues in the current fiscal year as per Finance Act, 2020.¹⁴ A minimum tax is imposed at 0.6% on gross receipts from all sources for a company (other than manufacturing of cigarettes and other tobacco products, and mobile phone operators, for whom the applicable rates are 1% and 2% respectively) or a firm that has gross receipts of more than BDT 5 million, irrespective of profit or loss, if the minimum tax is higher than the corporate tax liability.¹³ The 2% minimum tax on mobile operators challenges the sustainability of the telecom business.

On the regulatory development, BTRC is working on several key regulations which could impact Robi's operating environment. For example, much-anticipated Data Floor Pricing regulation, when and if promulgated by BTRC, is expected to instill fair competition and profitability in the market while Unified-Licensing is widely expected to facilitate Fixed-Mobile Convergence (FMC). Also, active sharing guideline can help keep infrastructure cost under control. Additionally, SMP regulations introduced in November 2018, when effectively implemented is expected to ensure fair competition in the market for all operators.¹⁵

5G is the fast-approaching fifth-generation wireless broadband technology and may change the dynamics of the industry if policies are adopted with long term vision. 5G will enable diverse use cases from enhanced mobile broadband, to mission-critical control, to massive IoT applications that are not possible with 4G systems alone. It is expected to be scalable and energy-efficient enough to power the steady growth of new connections and advanced technologies. Even as 5G becomes available, it will rely heavily on concurrent connections to 4G LTE to ensure continuous coverage when outside 5G areas. Robi will require substantial investment if Robi decides to implement 5G technology, while revenue may depend upon device availability, adoptions and use cases from Bangladesh context.

(ii) Summary of Consolidated financial, operating and other information

Robi has incorporated "RedDot Digital Limited", a wholly owned subsidiary, in November 2019. RedDot Digital is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur. Bangladesh Hi-Tech Park Authority (BHTPA) has granted lease of land in Bangabandhu Hi-Tech City, Kaliakoir and Sheikh Hasina Software Technology Park, Jessore.

The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D, etc. Funds related to share capital were not injected and commercial operations have not commenced during the year ended on December 31, 2019 and thus consolidated financials were not prepared. It started its commercial operation in 2020.

(B) GENERAL INFORMATION

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

Registered and Corporate Head Office	Nafi Tower (19 th Floor), 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212 Telephone: +88 02 9887146-48 Fax: +88 02 9885463
	As-Salam Tower 13 th Floor, 57 Agrabad C/A, Chattogram-4100
*Other Offices	Uday Tower, 57 & 57/A, Gulshan Avenue, Gulshan-1, Dhaka
	Chowdhury Plaza, Karimpur Road, Noakhali
	M M Plaza (2 nd floor & basement), Rajshahi

13. http://nbr.gov.bd/uploads/budget/Budget_Speech_2020-21_English_Final_Print.pdf

14. http://nbr.gov.bd/uploads/acts/Finance_Act_2020.pdf

15. http://www.dpp.gov.bd/upload_file/gazettes/28797_59818.pdf

	Holding No: 223/201, Joatola, Cumilla
	Alo Bhaban, NS Road, Babar Ali Road, Kushtia
	Nasim Bhuiyan Tower, 316 S S K Road, Feni-3900
	44, Dhaka Sylhet Road, Moulvi Bazar
	Sabur Khan Tower, 37 Kali Bari Road, Tangail
	Zillur Rahman Super Market, 2 nd Floor, Bhairab
Factory	Robi does not have any factory. It is a telecommunication service provider Company having its Corporate office in Gulshan 1, Dhaka and other regional offices in different districts of Bangladesh. Other than these offices, we have 10 Mobile Switching Centre (MSC) sites, 9 Base Station Controller (BSC) sites and 11,922 Base Transceiver Station (BTS) sites
Flagship Outlets/ Customer Service Centers/ Walk-in-Centers (WIC)	BM Heights, Ground Floor, 318 Sk. Mujib Road, Agrabad C/A, Chittagong – 4100
	Hazrat Toyebia Tower, Ground floor, 811 Alongkar Mor Pahartali, Chittagong
	86, Rail Road, Bagerhat
	Assurance Nazir Tower (Ground Floor), Plot 65, Block B, Kemal Ataturk Avenue, Banani, Dhaka-1213
	Shop: 1, Diana Tower, Block: B, House: 4, Main Road, Banasree, Rampura, Dhaka-1219
	Shop 21, 23, 25 & 26 Gorostan Market Bandarban Main Road, Bandarban Sadar
	Lisa Plaza, 140/1 Sadar Road, Barisal
	Ground Floor, 544, Sadar Road, Mohajan Patti, Bhola
	RD Tower, Shaid Abdul Jabbar Road, Kalibari, Jaleswaritola, Bogura
	Azmeri Bhavan, Uttar Bazar, Main Road, Bashurhat, Companigonj, Noakhali - 3850
	07 TA Road, Ground Floor, Kazi Para, Brahmanbaria City, Brahmanbaria
	Jahir Market (1 st Floor), Beside BRAC Bank, Chiringa, Chakaria, Cox's Bazar
	Haji Ali Mansion, 1304 Chandina West Bazar, Chandina, Cumilla
	Shop No-06 (1 st Floor), Poura Super Market, 21/1 Mizanur Rahman Chowdhury Road, Chandpur Sadar, Chandpur - 36000
	1 st Floor, Ali Plaza-3, Chawk Bazar Road, Chawkbazar, Chittagong
	Islam Mansion (Ground Floor) Plot # 6606 Airport Road CEPZ, Bandar Chittagong-4100
	Ibrahim Plaza, Tekpara, Main Road, Cox's Bazar-4700
	Cumilla Robi Sheba Baitus Salam, Holding #223/201, Jhautola, Cumilla
	Shop # 30 & 31, Cumilla Mainamati Shena Kalyan Market, Mainamati Cumilla
	A M M Center, House: 56/A, Road: 3/A, Ground Floor, Dhanmondi, Dhaka
	Taj Bhaban, Holding No: 858/815, Munshipara, Dinajpur
	9/2 Jashimuddin Road, Alipur C/A, Faridpur Sadar, Faridpur
	Feni Robi Sheba, Nasim Bhuiyan Tower, 316, S.S.K Road, Feni-3900
	Robi Sheba, DB Road, Polashbari Shorok, Gaibandha
	Robi Sheba, Shop -1, MAS Square (Ground Floor) 727, Dhaka Road, Outpara, Chandon Chowrasta, Joydebpur, Gazipur City Corporation, Gazipur
	GEC Robi Sheba, Atlanta Trade Center-Ground Floor, 23/A, M. M. Ali Road, Gol Pahar Mor, GEC, Chittagong
	Robi Sheba, NAFI Tower, Ground Floor, Robi Corporate Office, 53 Gulshan South Avenue, Gulshan-1, Dhaka-1212
	Haji M. Siddique Market, (A-Block, 1 st floor), Bus stand, Hathazari, Chittagong
	Mansur Plaza, 401 M.K. Road, Jashore

Flagship Outlets/
Customer Service Centers/
Walk-in-Centers (WIC)

Shop: 1, Ground Floor, Mejbahuddin Villa, 131/1 Shahid Faruque Shoroni, Jatrabari, Dhaka
House- 01, Road-1/Cha H.S.S. Road (Shahid Alamgir Sarak), Sweet Mor, Jhenaidah Sadar, Jhenaidah -7300
Haji Chan Bhavan, House No: 54, Ward no: 4, Road: Notun Rasta, (Zinzira-Nababganj -Dohar sonjog sarak), Bandho Dakpara, Zinzira, Keraniganj, Dhaka-1310
Golseher Tower, Keranirhat, Satkania, Chittagong
Selim Trade Center, Court Road, Khagrachari Sadar, Khagrachari
Azim Building, 1075, Khatungonj, Chittagong
Munna Tower (Ground Floor), 7 K.D.A. Avenue, Khulna
Alo Bhaban (1 st Floor), Babur Ali Gate, NS Road, Kushtia
Aposh Tower (Ground Floor), Aposh Housing & Developers Ltd. Holding No-97/1, Bypass Road, Laksham Sadar, Cumilla
Ground Floor & 1 st Floor, Holding No-114/01, Ward No-2, Banchanagar, Laxmipur Pourashova, Laxmipur Sadar
Holding No-65, M.R.Road, Zilapara, Magura-7600
Robi Sheba, Shahidullah Cottage, Holding # 1009, Napiter Poll, Majidi Bazar, Majidi Sadar-3800, Noakhali
Shop: 1, Ground Floor, Property Plaza, 66 New Circular Road, Mouchak, Dhaka-1217
Nishi Plaza, Plot # 1, Avenue # 4, Block-C, Section # 6, Mirpur, Dhaka-1212
Bashir Tower(1 st Floor), Kamal bazar, Mohora, Kalurghat, Chittagong-4208
Shahnawaz Bhaban, 9/C, Motijheel Commercial Area, Dhaka-1000
44 Dhaka, Sylhet Road, Moulvi Bazar
Ramna Tower (Ground Floor), 36/7, CDA Avenue, Muradpur, Chittagong
Ground Floor, 8 R. K. Mission Road, Mymensingh
Akhter Square Ground Floor, 68 BB Road, Adjacent to Ukil Para Jam-E-Mosque, 2 No. Rail Gate Narayanganj
Shop: 1, Ground Floor, Shobmeher Tower, Bhela Nagar, Dhaka Bus Stand, Narsingdi
Robi Sheba, 3528, North Borgacha, Half Rastar Mor, Sadar, Natore
Holding 5/6, H.S.S. Road, Chowdhury Tower, Kotowali, Chittagong
Ground Floor, Shop No - 01, Hazi Mohosin Sarak, Nilphamari
Chowdhury Plaza, Ground Floor, 2515/1, Karimpur Road, Chowmuhan, Noakhali
Brilliant Taj (Ground Floor), 38 Jonson Road, Court Kachari, Rayshaheb Bazar, Sutrapur, Dhaka - 1100
Ali Nur Complex (Ground Floor), Masjid-er Goli, Oxyzen Mor, Chittagong City, Chittagong
Rangs Tower, 68 Purana Paltan, Ground Floor, Dhaka
Plot No.: 3972, Patiya Bus Stand, Patiya, Chittagong
381, Latif School Road, Shobuj Bag Mor, Patuakhali Sadar, Patuakhali
Robi Care, 222, MM Plaza, Kumar Para, Rajshahi
Chamber of Commerce building (1 st Floor), Puraton bus stand, Reserve bazar, Rangamati
Majeda Mansion, Station Road, Rangpur
Khayez Ahmed Shopping Center, Shop # 31 (Ground Floor), Noapara, Raozan, Chittagong
Robi lounge-Jamuna Future Park, Shop: 4C-015, Level:4 (South Court), Jamuna Future Park Market, Ka-244, Progati Saroni, Kuril, Baridhara, Dhaka-1229
Hazrat Shahjalal International Airport, Dhaka

Flagship Outlets/ Customer Service Centers/ Walk-in-Centers (WIC)	Ground Floor (Shop No - 01) of Sangram Tower, Sahid Kajol Shoroni Road, Palash Pool (Satkhira Main Road), Satkhira Sadar, Satkhira
	C - 5, Jaleshwar, Shimul Tola Bus Stand, Aricha Road, Savar, Dhaka
	27/2 Mirpur Road, Shyamoly, Dhaka
	654, Station Road, Sirajganj Pourashova, Sirajganj Sadar
	Shitakunda Shopping Center, Shitakunda DT Road, Shitakunda Sadar, Chittagong
	117-Azadi, Mirboxtula, Sylhet
	Sun Flower, (Adjacent to Singer Showroom), Victoria Road, Tangail Sadar, Tangail
	Alo Shopping Complex (1 st Floor), Shop # 29-33, Guderbill, Teknaf, Cox's Bazar
	NZ Center (Ground Floor), House 5, Road 12, Sector 6, Uttara Model Town, Dhaka
	Siaam Tower, Dhaka Mymensingh Road, Plot - 15, Sec-3, Uttara, Dhaka -1230

*Robi has other technical centers and warehouses which are used only for technical maintenance and storage.

(ii) The Board of Directors of the Issuer

Sl. No	Name	Position
1.	Dato' Mohd Izzaddin Bin Idris	Chairman (Nominated by Axiata Investments (Labuan) Limited)
2.	Mahtab Uddin Ahmed	CEO & Managing Director (Nominated by Axiata Investments (Labuan) Limited)
3.	Dr. Shridhir Sariputta Hansa Wijayasuriya	Director (Nominated by Axiata Investments (Labuan) Limited)
4.	Vivek Sood	Director (Nominated by Axiata Investments (Labuan) Limited)
5.	Nakul Sehgal	Director (Nominated by Bharti International (Singapore) Pte. Limited)
6.	Randeep Singh Sekhon	Director (Nominated by Bharti International (Singapore) Pte. Limited)
7.	Thayaparan S Sangarapillai	Independent Director
8.	Klaus Michael Kuehner	Independent Director

(iii) Names, addresses, telephone numbers, fax numbers and e-mail addresses of the chairman, managing director, whole time directors, etc. of the Issuer

Name	Designation	Address	Telephone, Fax and email address
Dato' Mohd Izzaddin Bin Idris	Chairman (Nominated by Axiata Investments (Labuan) Limited)	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	Telephone: +603 2263 8888 Fax: +603 2263 8822 E-mail: secretariat@robi.com.bd
Mahtab Uddin Ahmed	CEO & Managing Director (Nominated by Axiata Investments (Labuan) Limited)	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Telephone: +88 02 988714648 Fax: +88 02 9885463 E-mail: secretariat@robi.com.bd
Dr. Shridhir Sariputta Hansa Wijayasuriya	Director (Nominated by Axiata Investments (Labuan) Limited)	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	Telephone: +603 2263 8888 Fax: +603 2263 8822 E-mail: secretariat@robi.com.bd
Vivek Sood	Director (Nominated by Axiata Investments (Labuan) Limited)	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	Telephone: +603 2263 8888 Fax: +603 2263 8822 E-mail: secretariat@robi.com.bd
Nakul Sehgal	Director (Nominated by Bharti International (Singapore) Pte. Limited)	Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon, Haryana, India	Telephone: +91 11 4666 6100 Fax: +91 11 4666 6411 E-mail: secretariat@robi.com.bd
Randeep Singh Sekhon	Director (Nominated by Bharti International (Singapore) Pte. Limited)	Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon, Haryana, India	Telephone: +91 11 4666 6100 Fax: +91 11 4666 6411 E-mail: secretariat@robi.com.bd
Thayaparan S Sangarapillai	Independent Director	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Telephone: +88 02 988714648 Fax: +88 02 9885463 E-mail: secretariat@robi.com.bd
Klaus Michael Kuehner	Independent Director	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Telephone: +88 02 988714648 Fax: +88 02 9885463 E-mail: secretariat@robi.com.bd

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

Name	Designation	Address	Telephone, Fax and email address
Ruhul Amin	Acting CFO	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Tel: +88 02 9887146 Fax: +88 02 9885463 Email: amin.ruhul@robi.com.bd
Mohammed Shahedul Alam	Chief Corporate and Regulatory Officer & Company Secretary	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Tel: +88 02 9887146 Fax: +88 02 9885463 Email: shahed.alam@robi.com.bd
Mahbub Jamil	Advisor to the Board of Directors	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Tel: +88 02 9887146 Fax: +88 02 9885463 Email: mjamil@icebd.com
Tanjib Alam and Associates	Legal Advisor	BSEC Bhaban (Level 11) 102, Kazi Nazrul Islam avenue, Kawran Bazar, Dhaka 1215	Tel: +8802 81892402 Fax: +8802 8189239 Email: info@tanjibalam.com
Hoda Vasi Chowdhury & Co. Chartered Accountants	Auditor	BTMC Bhaban (8 th Floor) 7-9, Kawran Bazar Dhaka 1215	Tel: 8121114, 9120090 Fax: 8119298 Email: nesar@hodavasi.com
Mohammad Abdul Kader Bhuyan	Compliance Officer	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Tel: +88 02 9887146 Fax: +88 02 9885463 Email: abdul.kader@robi.com.bd

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

Particulars	Contact Person	Contact Details
Issue Manager		
IDLC Investments Limited D R Tower (4th Floor) 65/2/2 Bir Protik Gazi Golam Dostogir Road Purana Paltan, Dhaka 1000	Md. Moniruzzaman, CFA Managing Director	Tel: 16409, +8809609994352 Fax: +880-2-9571171 Email: mzaman@idlc.com Website: www.idlc.com/investments

Registrar to the Issue is not applicable for Robi as this is a fixed price IPO.

(vi) Details of Credit Rating

(a) The names of all the credit rating agencies from which credit rating has been obtained

Credit Rating Agency of Bangladesh Limited (CRAB) has rated the Company on March 25, 2020. CRAB has provided the ratings of Robi Axiata Limited up to March 31, 2021. Other than CRAB, the Company has not obtained rating from any other credit rating agency for December 31, 2019 financials.

(b) The details of all the credit ratings obtained for the issue and the Issuer

Credit Rating Status

Particulars	Entity	Long Term Loan	Short Term Loan
Rating	AA ₂	AA ₂ (Lr)	ST-1
Rating Outlook	Stable		
Date of Rating	25 March 2020		
Validity of Rating	31 March 2021		
Rating By	Credit Rating Agency of Bangladesh Limited		

Rating

Definition

AA2	Companies rated in this category have very strong capacity to meet financial commitments. These companies are judged to be of very high quality, subject to very low credit risk.
ST-1	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is very strong.

(c) The rationale or description of the ratings (s) so obtained, as furnished by the credit rating agency(s)

Credit Rating Agency of Bangladesh Limited (CRAB) has reaffirmed AA2 (Pronounced Double A Two) rating of Robi Axiata Limited and AA2 (Lr) rating for US\$ 62.4 million aggregate Long Term Outstanding (Foreign) and BDT 8,800.0 million long term outstanding (Local) in the Long Term. CRAB has also assigned ST-1 rating to BDT 60,791.0 million aggregate Funded and Non-Funded limit of the Company in the Short Term.

The reaffirmation of ratings favourably takes into account the robust financial profile of the Company reflected by sound revenue growth in 2019 along with healthy profitability, debt protection matrix (though reported slight erosion in 2019), working capital intensity and moderate leverage levels with slight elevation. The additional liability comes at a time (borrowed fund increased to BDT 59,599.9 million in 2019) when the Company was making attempts to deleverage its balance sheet which includes raising fund through IPO.

The ratings, however continue to take into account Robi's established market position in the telecom industry in Bangladesh, its integrated telecommunication operations, its diversified presence across geographies and business verticals, effective ownership structure and experienced management with structured reporting system.

The Telecom market witnessed significant growth in the last decades because of gradual decrease in tariff structure, mobile handset price and rapid infrastructure expansion for capturing demand in the rural sector and change in revenue mix having increasing contribution of mobile internet. However, the industry with its untapped growth potential in the rural segment is currently facing challenges with respect to falling ARPUs and MoUs on account of high competition. The telecom industry is surrounded by high level of regulatory uncertainties and Robi, like other telecoms, remains susceptible to adverse regulatory changes. From a credit standpoint, the regulators' ability to mould the framework under which a telecommunications Issuer operates is a major influence on credit quality, as it ultimately forms the foundation for the operators to generate returns on their investments. As a result, CRAB perceives the regulatory risk of the telecom industry to be high which would affect the creditworthiness of the players through debt-led CAPEX.

However, favorable changes in financial matrix along with consistency in operation and business profile may have impact on future rating consideration, and vice versa.

(d) Observations and risk factors as stated in the credit rating report

INDUSTRY RISK ANALYSIS

The Fourth Industrial Revolution has been making its presence known throughout the world as people are more connected than ever before – to each other, devices, and networks. At the forefront of this era has been the telecommunications industry by providing increasingly cheap and accessible connectivity. The global telecoms sector is a unique and vibrant industry that is constantly evolving due to the new technologies and infrastructure which continue to filter into the market. The overall global telecoms statistics are impressive in the form of substantial increase in mobile subscribers, smartphone users and active mobile broadband subscriptions worldwide. In Bangladesh, the story is no different. Bangladesh is the 9th largest mobile market in the world in terms of unique subscribers. Although the telecom industry in Bangladesh has scaled up rapidly over the last decade, Bangladesh's telecommunications sector is still relatively under-developed compared to other Asian countries. Following the global trend, Government's policy and action to achieve the digitalization goal, total mobile subscribers increased to 165.3 million at the end of December 2019. The mobile telecommunications market in Bangladesh will continue to experience modest growth, as Bangladesh has a large population with steadily increasing disposable income, technological development of the country, low fixed-line and consistent GDP growth above the average projected growth of other developing countries. The market in Bangladesh is mainly dominated by pre-paid customers and almost 98% of total subscriptions are pre-paid, which along with the growth of subscribers, particularly in rural areas and increased market completion caused continuous decline in industry ARPU during the last couple of years.

The constant development of new technologies, such as 5G and fiber optics, will continue to expand the boundaries of this industry. Bangladesh has also seen a very rapid increase in mobile broadband penetration over the past five years, though it remains well below most other Asian countries. Growth is being driven by a rising number of mobile subscribers able to access faster download speeds on LTE networks. An unprecedented level of investment among telcos during 2018 and 2019 extended the footprint of LTE infrastructure and laid the groundwork for operators to launch 5G services in Bangladesh from 2021.

The two key service offerings of the industry are, 'Voice Calls' and 'Internet Data' services. The former dominates the revenue of companies as only 1 in 5 Bangladeshis subscribes to mobile internet services. The number of mobile subscribers increased by 5.46% in 2019 while mobile internet subscribers increased by 9.5% (94.2% of total internet subscribers), indicating a large potential in the latter for growth. As of December 2019, there is around 93.68 million mobile internet connection in Bangladesh; 56.58% of mobile users are now using internet with cellular phones. The increased availability of low-cost smartphones and growing youth populations are the major drivers pushing the industry forward. Total number of smartphone users largely increased during the recent period and stood at 32.05 million as of September 2019 leading Bangladesh at 20th position. Economic development along with increasing trend of mobile-centric lifestyle having only 18.5% smartphone users reveals future growth in smartphone penetration. Moreover the development of internet-dependent services, such as e-commerce, e-agriculture, and e-education, ride sharing, and other on-demand services are also contributing to the necessity of growth in the telecom industry.

As Country is moving towards to achieve its digitalization goals, there have been substantial development in the telecom industry and ICT sector. Therefore, there were some major developments and reforms in local telecom industry and implementation of some major reforms are in progress. The government's initiative towards separation of tower and relevant infrastructure business through issuing guidelines by BTRC is expected to have positive impact on the service development in the country's telecom industry. The government's effort towards introducing MNP in Bangladesh and introduction of uniform call rates by eliminating off-net and on-net tariff structure in 2018 is a major incident in telecom industry during the recent period for which the market has been experiencing increased competition. The introduction of Mobile number Portability (MNP) facilitates the customers with the option to change the mobile operator without changing his/her existing number. To bring further competition, the telecom regulatory body has issued a gazette on 14 November 2018 with immediate effect regarding the SMP, namely 'Bangladesh Telecommunication Regulatory Commission (Significant Market Power) Regulations, 2018'. The regulation aims to bring greater competition in the telecom market with a view to ensuring improved customer service and safeguarding the industry from being dominated by a single player. BTRC is further planning to introduce tariff circuit for data price (floor and ceiling price) where currently there is no data price range for mobile operators as well as broadband service providers. Therefore, high increase in mobile data floor prices may put downward pressure on expected mobile data usage growth as cable providers usually will continue to enjoy an advantage over telecom to upgrade electronics in the network to increase speeds and capacity at competitive price. BTRC also scrapped all the voice and data packages from mobile operators with up to 6 days of validity with effect from January 2019. All the initiatives have been taken by the government and regulatory body to bring discipline in the telecom market with fair competition and to facilitate growth prospects as well as better service for the end users. The Bangladesh Telecommunication Regulatory Commission (BTRC) is aiming to have all district headquarters in Bangladesh covered with 5G technology by 2021. The entire country (up to upazila level, including growth centres and railway stations) will be covered with 5G by 2026 as per the regulator's plans.

The outbreak of the Coronavirus in 2020 is having a significant impact on production and supply chains globally. During the ongoing year, the telecoms sector, to various degrees, is likely to experience a downturn in mobile device production and business, while it may also be difficult for network operators to manage work-flow when maintaining and upgrading existing infrastructure. Overall progress towards 5G may be slowed down. On the consumer side, spending on telecoms services and devices will be under pressure from the financial effect of large-scale job losses, the consequent restriction on disposable incomes. However, the crucial nature of telecom services, both for general communication as well as a tool for home-working, the promotion of tele-health and tele-education, among other solutions will off-set such pressures. Although, it is challenging to predict and interpret the long-term impacts of the crisis as it develops.

BUSINESS & OPERATING RISK ANALYSIS

Total number of subscribers as well as revenue base of Robi substantially increased in the recent period following the merger, impact of MNP, diversified products & service offerings and industry trend which leads the Company as the second largest telecom company in the country. Apart from the existing product line under prepaid mass, diversified offering through data card and internet under Value Added Service enables Robi to amplify its revenue base through increasing subscribers by satisfying diverse customer base. Pricing strategy for prepaid mass is to grow customer base and revenue by offering a competitive price that resulted in enhanced market share. Though, total number of subscribers increased to 49.00 million as of 31 December 2019 registering 4.49% growth, market share marginally declined to 29.60% during the same period. The subscriber base has been continuing to increase which will also support to ensure greater network efficiency and utilization, besides providing opportunity to cross sell different products. ARPU of the Company increased in 2019 after continuous declining trend during the previous couple of years in line with the market trend where MOU also declined during the same period. However the increase in revenue from data total, revenue of the Company reported mentionable growth during the same period. The mix of post-paid versus pre-paid customers and the trend in the same are important since post-paid subscribers on an average generate higher ARPU. In 2020 post-paid subscribers increased at higher rate though contribution remained only 1.28%. Declaration of the leading telecom company as the operator with Significant Market Power (SMP) on 10 February 2019 under the Bangladesh Telecommunication Regulatory Commission (Significant Market Power) Regulations, 2018 published on 14 November 2018 creates slight opportunity for other telecom operation, especially Robi in acquiring new subscribers and increasing further market share. Following the commencement of 4G services the revenue of Robi from data reported mentionable increase which will remaining continue in the upcoming year. The Company has a plan to execute substantial development in their network and other facilities to provide better service to existing subscribers as well as to increase the market share.

Table: Comparative Subscriber growth among the telecom operators

Companies	Y-to-Y Growth in subscriber base	Dec-19		Dec-18	
		Subscriber in Million	Market Share	Subscriber in Million	Market Share
Grameenphone Ltd. (GP)	5.17%	76.46	46.18%	72.7	46.33%
Robi Axiata Limited (Robi)	4.49%	49.00	29.60%	46.9	29.87%
Banglalink Digital Communications Limited	5.19%	35.24	21.28%	33.5	21.35%
Teletalk Bangladesh Ltd. (Teletalk)	24.82%	4.87	2.94%	3.9	2.45%
Total	5.46%	165.57	100.00%	157.0	100.00%

*Source: BTRC

Robi operates own fiber optic/microwave backbone and its network is 3G/GPRS/EDGE enabled, allowing the customers to gain access to high-speed Internet and data services from anywhere within coverage area. Increasing trend of browsing the Internet via handsets by the subscribers of Robi makes the Company one of the largest providers of Internet access in the country. Revenue from data increased to BDT 19,928.8 million in 2019 from BDT 15,578.6 million in 2018 registering 27.9% growth following 24.9% growth in previous year. CRAB expects consumers to continue to demand faster and more reliable internet connection as video becomes more embedded in social media applications and consumers increasingly watch TV online which will eventually contribute in revenue growth of Robi. Moreover, during present Covid Pandemic period, the demand of crucial nature of telecom services, both for general communication as well as a tool for home-working, the promotion of tele-health and tele-education increased, hence may support revenue growth.

Robi is very focused on the customer, where it has been investing over the years to enhance its distribution network comprising customer care centers, proprietary shops and non-exclusive distributors which facilitates the customers to get easy access for resolving their issues as well as Robi with broad access to the market through various channels. The increasing number of customer care centers along with efforts to improve customer satisfactions, extensive Value Added Services, affordable pricing plans and efforts to provide quality internet services may support the Company to grow at a higher rate in the upcoming year. A complete set of customer metrics (surveys, focus groups, exit interviews, etc.) reveals strong performance evaluation practice for meeting customer needs and

requirements. Resolution of customer complaints with better efficiency and faster resolution has been the prime target. Monitoring has been established on major service performance indicators at individual subscriber level.

Given the level of competition and technology intensive nature of the industry, CRAB expects aggregate capital spending for post merger infrastructure development and cop with rapid technological changes in the recent period will continue in the midterm. To grab the opportunity derived from new SMP regulation may also require addition in capital budgeting plan. Robi reported total asset addition of BDT 36,128.6 million in 2019 following BDT 44,348.0 million in 2018 (2017: BDT 40,180.7 million) with capex to sales ratio of 48.3%. The cost of adopting new technology is significant, both in terms of capital required and the risk of failures, which constitutes a key ratings consideration. Alternatively, there might be a business cost for failing to quickly adopt new technology before competition erodes the incumbent's position. So, the important features are the duration of development and introduction cycles for major technologies, which is assessed for its likely impact on product competitiveness. Capital expenditure as percentages of its revenue and the trend indicate that the investment slightly declined in 2019 though present plan of the management to raise fund through IPO reveal probable increase in capital investment in the mid-term to expand the network coverage, speed up the airtime congestion and improvements of quality of services. To this end, asset utilization rate and Fixed Asset Turnover ratio is used to indicate the level of efficient asset utilization. Robi adopts a cautious stance on hefty investments in 3G and 4G technologies given the relatively high demand for higher-value-added multimedia services. More data applications have to be developed to fuel demand for these services.

Robi submitted its application to the Bangladesh Securities and Exchange Commission for the operator's listing on the country's twin bourses on 02 March 2020. The Company will be offloaded 52.38 crore shares where 38.78 crore will be offered to the public and institutional investors in Bangladesh while the remaining 13.61 crore will be for employees of Robi under the employee share purchase plan. No premium will be there. The operator plans to utilize BDT 3,877.4 million for network expansion in anticipation of revenue-generating opportunities in the areas of Internet-of-Things, home and enterprise. The initial public offering is being managed by IDLC Investments Limited. Two conditions have been requested from Robi for this purpose. The first condition is that Robi's corporate tax must be brought down by at least ten percentage points. The operator pays 45 percent corporate tax at present. The second condition is withdrawal of the 2 percent minimum income tax on overall revenue that the government has imposed from this fiscal year.

FINANCIAL RISK ANALYSIS

The revenue of Robi Axiata Limited experienced variance trend during the last couple of years which reported double-digit growth in 2019 following the technological development, introduction of 4G, development of product & service diversification, Mobile Number Portability (MNP), increasing use of data by users along with increased number of subscribers, simplified customer-centric offers & services and recent issuance of gazette on SMP, namely 'Bangladesh Telecommunication Regulatory Commission (SMP) Regulations, 2018' by the telecom regulatory body on 14 November 2018. Robi reported total revenue of BDT 74,811.7 million in 2019 which was BDT 67,982.3 million in 2018 registering 10.0% growth mainly derived from increased revenue from data which contributed 28.87% of total revenue. Robi reported unusual 33.5% growth in 2017 following merger of Robi and Airtel which leads to substantial increase in subscribers of Robi to 42.9 million from 33.8 million during the same period. Although, the revenue marginally declined (0.4%) in 2018 mainly in the form of decline in device & other non-mobile revenue, total revenue of BDT 67,982.3 million supported the Company to score second position in the telecom market of Bangladesh which continued in 2019 when revenue increased by 10%.

Table: Category-wise revenue break-up

Particulars	2019			2018			2017	
	Volume	%	Growth	Volume	%	Growth	Volume	%
Voice	41,708.4	55.75%	3.42%	40,328.2	59.32%	3.07%	39,128.1	57.33%
Data	21,597	28.87%	28.02%	16,870.4	24.82%	26.03%	13,385.9	19.61%
VAS	4,069.2	5.44%	8.38%	3,754.6	5.52%	18.06%	3,180.2	4.66%
Others	7,436.9	9.94%	5.80%	7,029.0	10.34%	-44.04%	12,561.2	18.40%
Total	74,811.7	100.00%	10.05%	67,982.3	100.00%	-0.40%	68,256.5	100.00%

Overall profitability position of the Company reported substantial improvement in 2019 as an impact of revenue growth and efficient cost management. Total operating expenses reported 6.61% decline in 2019. Although, following the operational efficiency, EBITDA margin jumped to 38.5% in 2019 from 24.5% in 2018 it was off-set due to increase in financial expense and tax expenses resulted in only 0.2% net profit margin. Gain related to disposal of shares in edocto BD Ltd amounting BDT 6,307.5 million supported the Company to report very high net profit margin (3.6%) in 2018 irrespective of 1.1% operating loss. Therefore, profit trend was not sustainable as per prediction. The network integration with the Airtel has temporarily rendered the negative bottom-line indicators in 2016, which has been improving during the last two years although the Company is yet to report profit margin like earlier trend. Therefore, the profitability trend also experienced variance like the revenue trend. Due to dependency on foreign currency debt and mostly imported telecom & network components, Robi, like other telcos, is exposed to fluctuations in foreign currency rate, given that the revenue generation is largely in local currency.

Like other telecom companies in line with the nature of industry, Robi has higher amount of payables (trade and other payables) which heighten the payment deferral period and because of this, their Current Liability is higher than Current Assets resulted in low current and quick ratio. Due to its business model, it has very low level of inventory and receivable but Robi exercises its bargaining power with its payables and thus its current liabilities usually showed higher than the current assets. But positive cash-flow from assets eased its liquidity position to some extent. Robi also requires regular technological upgradation and required overhauling necessary for the growth of its business and therefore, it requires moderate investment in assets.

Total shareholders' equity of Robi declined to BDT 59,588.9 million in 2019 from BDT 60,591.6 million in 2018 following the first time adoption adjustment of BDT 1,259.1 million from retained earnings of BDT 6,787.8 million. The equity reported exceptional jump by 24.4% in 2016 following the merger. On 16 November 2016, the merger of Airtel Bangladesh Limited with Robi came into effect via issuance and allotment of 1,178,535,001 new ordinary shares by Robi and Bharti International (Singapore) Pte. Ltd. for shareholding upto 25% plus 1 share of the combined entity of Robi and Airtel as consideration. With the steady position in equity the borrowed fund (BDT 30,036.5 million) also increased during the same period resulted in marginal change in leverage position led by 0.50x debt ratio in 2018 (0.51x in 2017). As telecom industry is inherently capital intensive and require regular capital expenditure commitments which are usually long term in nature while large dependence on short-term borrowings to fund long-term investment may increase refinancing risk for the Company. Although, sound profitability position at the bottom line reported favourable credit risk profile led by 1.9x borrowed fund to EBITDA ratio recent increase in borrowed fund increased the debt ratio to 0.9x in 2019 from 0.5x. Recently, Robi submitted its application to the Bangladesh Securities and Exchange Commission for the operator's listing on the country's twin bourses on 02 March 2020 with a plan to raise fund for network expansion in anticipation of revenue-generating opportunities in the areas of Internet-of-Things, home and enterprise. Therefore, the credit risk profile may improve further in around two to three years to bounce back to earlier trend.

CREDIT FACILITIES & COLLATERAL RISK

Robi Axiata Limited has short term credit facilities with 14 banks, two dollar denominated long-term credit facilities and two BDT denominated long-term credit facilities. As per information received from the banks, the Company has very satisfactory relationship and loan repayment performance.

(vii) Details of Underwriting

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

Name and address of Underwriters	Contact Person	Telephone number, Fax number and Email	Amount Underwritten In BDT
BRAC EPL Investments Limited Medona Tower (Level 4) 28 Mohakhali C/A Dhaka 1213, Bangladesh	Deedarul Huq Khan Chief Executive Officer	Telephone : +88 02 9849253, 9849291, 9848038 Fax : +88 02 9849445 E-mail: deedarul@bracepl.com	50,000,000
ICB Capital Management Limited Green City Edge (5 th & 6 th Floor) 89, Kakrail, Dhaka 1000	Shukla Das Chief Executive Officer	Telephone: +88 02 8300555, 8300367 Fax: 88-02-8300396 E-mail: ceo@icml.com.bd, icmlbd@gmail.com	100,000,000

IDLC Investments Limited D R Tower (4 th Floor) 65/2/2 Bir Protik Gazi Golam Dostogir Road, Purana Paltan, Dhaka 1000	Md. Moniruzzaman, CFA Managing Director	Telephone: 16409, +8809609994352 Fax: +88 02 9571171 E-mail: mzaman@idlc.com	1,683,276,670
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(b) Declaration by the underwriters that they have sufficient resources as per the regulatory requirements to discharge their respective obligations

Declaration by the Underwriter

We are one of the underwriters of the Initial Public Offering (IPO) of Robi Axiata Limited. We will underwrite totaling to BDT 50,000,000 (Taka Fifty million only) only on a firm commitment basis. In this connection, we hereby declare that:

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

For Underwriter

Sd/-

Deedarul Huq Khan

Chief Executive Officer

BRAC EPL Investments Limited

Place: Dhaka

Date: September 01, 2020

Declaration by the Underwriter

We are one of the underwriters of the Initial Public Offering (IPO) of Robi Axiata Limited. We will underwrite totaling to BDT 100,000,000.00 (ten crore) on a firm commitment basis. In this connection, we hereby declare that:

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

For Underwriter

Sd/-

(Shukla Das)

Chief Executive Officer

ICB Capital management Limited

Place: Dhaka

Date: 01 September 2020

Declaration by the Underwriter

We are one of the underwriters of the Initial Public Offering (IPO) of Robi Axiata Limited. We will underwrite totaling to BDT 1,683,276,670 (Taka one billion six hundred eighty three million two hundred seventy six thousand six hundred seventy) only on a firm commitment basis. In this connection, we hereby declare that:

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

For Underwriter

Sd/-

Md. Moniruzzaman, CFA
Managing Director
IDLC Investments Limited

Place: Dhaka

Date: September 01, 2020

(c) Major terms and conditions of the underwriting agreements

1. Thirty five percent (35%) of the issue has been underwritten on a firm commitment basis by the underwriter(s).
2. In case of under-subscription collectively up to 35% of a public issue, the unsubscribed portion of securities shall be taken up by the underwriter(s).
3. In case of under-subscription collectively above 35%, the public issue shall be cancelled.
4. The Company, in the event of under-subscription, shall send notice to the underwriter(s) within 10 (ten) days of closure of subscription calling upon them to subscribe to the securities of the Company and pay for this in cash in full within 15 (fifteen) days of the date of said notice and the said amount shall be credited into securities subscription account within the said period.
5. Within 7 (seven) days of the expiry of the aforesaid 15 (fifteen) days the Company shall send to the Commission proof of subscription and deposit of the money by the underwriter(s).
6. Notwithstanding anything contained in the agreement in case of inconsistency between the provision of the agreement and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, the Public Issue Rules shall prevail.

(C) CAPITAL STRUCTURE

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

Particulars	No. of Shares	Class of Securities	Allotment Date	Nominal Price (BDT)	Issue Price (BDT)	Form of consideration	Amount (BDT)
Authorized Capital	6,000,000,000	-	-	10	-	-	60,000,000,000
Issued, subscribed and paid-up capital of BDT 47,141,400,010 has been raised in the following manner -							
1 st Allotment (Subscription to the memorandum & Articles of Association at the time of incorporation)	1,000	Ordinary Shares	22.10.95	10	10	Cash	10,000
2 nd Allotment	2,400,000	Ordinary Shares	21.11.96	10	10	Cash	24,000,000
3 rd Allotment	7,599,000	Ordinary Shares	19.01.98	10	10	Cash	75,990,000
4 th Allotment	24,000,000	Ordinary Shares	24.09.00	10	10	Cash	240,000,000
5 th Allotment	272,000,000	Ordinary Shares	20.12.04	10	10	Bonus	2,720,000,000
6 th Allotment	685,000,000	Ordinary Shares	19.11.08	10	10	Cash	6,850,000,000
7 th Allotment	2,544,605,000	Ordinary Shares	28.07.13	10	10	Cash	25,446,050,000
8 th Allotment	1,178,535,001	Ordinary Shares	16.11.16	10	10	Merger	11,785,350,010
Total	4,714,140,001						47,141,400,010

Note : The face value of shares was denominated from BDT 100 per share to BDT 10 per share vide special resolution in the Extraordinary General meeting held on 10 March 2015 by the Shareholders of the Company.

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

Particulars	No. of Shares	Description	Nominal Value	Issue Amount in BDT
Employee Share Purchase Plan (ESPP)	136,050,934	136,050,934 Ordinary Shares of BDT 10 each at an issue price of BDT 10 (share money deposit already received by the company)	BDT 10	1,360,509,340
Public Offer (Other than through ESPP)	387,742,400	387,742,400 Ordinary Shares of BDT 10 each at an issue price of BDT 10	BDT 10	3,877,424,000
Total	523,793,334	523,793,334 Ordinary Shares of BDT 10 each at an issue price of BDT 10	BDT 10	5,237,933,340

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

Particulars	Amount (BDT)
Pre-IPO Paid-up Capital as on December 31, 2019	47,141,400,010
Paid-up Capital (Post-IPO)	52,379,333,350
Paid-up Capital after conversion of convertible instrument (if any)	N/A
Share Premium before IPO	N/A
Share Premium after IPO	N/A

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

Category of Shareholders	No. of Shares	Pre-IPO % of Shareholding	Post-IPO % of Shareholding
Sponsors/Directors	4,714,139,961	100.00%	90.00%
Institutions	40	0.00%	0.00%
Pre-IPO	4,714,140,001	100.00%	90.00%
Employee Share Purchase Plan*	136,050,934	-	2.60%
Eligible Investors other than Mutual Fund & CIS	116,322,720	-	2.22%
Mutual Fund & Collective Investment Schemes (CIS)	38,774,240	-	0.74%
General Public excluding NRB	193,871,200	-	3.70%
Non Resident Bangladeshi (NRB)	38,774,240	-	0.74%
IPO	523,793,334	-	10.00%
Post-IPO	5,237,933,335	-	100.00%

Till date, the Company did not issue any convertible instruments.

*The full list of our employee who participated in the ESPP was not included in the Prospectus as 1,391 of them participated, and inclusion of their details would substantially increase the size of the Prospectus. However, the list of participating employees and their respective subscribed shares is available for public viewing at our website at www.robi.com.bd/en

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

Date of issue	Share issued to	Relationship with the Issuer	Issue Price (BDT)	Consideration and Valuation	Reason for the issue	Whether any benefit have been accrued to the Issuer out of the issue
20.12.2004	TM International (L) Limited (name changed to Axiata Investment (Labuan) Limited)	Shareholder	100	Bonus	Increasing paid-up capital	Structuring Capital Base
	TM International Sdn Bhd (name changed to Axiata Group Berhad)	Shareholder				
	A.K. Khan and Co. Limited	Shareholder				
	A.K. Khan Match Co. Limited	Shareholder				
	A.K. Khan Plywood Co. Limited	Shareholder				
	A.K. Leather & Synthetics Limited	Shareholder				
	A.K. Docking & Engineering Co. Limited	Shareholder				

Date of issue	Share issued to	Relationship with the Issuer	Issue Price (BDT)	Consideration and Valuation	Reason for the issue	Whether any benefit have been accrued to the Issuer out of the issue
16.11.2016	Bharti International (Singapore) Pte. Ltd.	No relation at the time of issue; currently a shareholder	10	Valuation as determined by the merger scheme; Issue	Share issuance for merger of Airtel Bangladesh Limited with Robi Axiata Limited	Robi Axiata Limited received assets, spectrum, subscribers etc. out of the merger

Note : The face value of shares was denominated from BDT 100 per share to BDT 10 per share vide special resolution in the Extraordinary General Meeting held on 10 March, 2015 by the Shareholders of the Company.

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

Airtel Bangladesh Limited merged with Robi in November 2016. The information pertaining to the merger is set out below.

Recipient of shares due to Merger	Number of Shares Allotted	Summary of Scheme of Amalgamation
Bharti International (Singapore) Pte. Limited	1,178,535,001	<p>1.Entities merged</p> <p>i. Transferee Company (surviving corporation of the Merger): Robi Axiata Limited</p> <p>ii. Transferor Company: Airtel Bangladesh Limited</p> <p>2.Details of Scheme</p> <p>i. Vesting of the Business</p> <p>Upon the Effective Date, the Business of the Transferor Company shall be vested in the Transferee Company by virtue of and in accordance with the Scheme (subject to such conditions and limitations as the Shareholders of the parties (by mutual agreement) and/or the High Court, may impose), notwithstanding any terms in any agreement prohibiting such vesting and/or imposing any limitations on the circumstances in which any parts of the Business may be vested.</p> <p>ii. Transfer of Liabilities</p> <p>Upon the Effective Date and with effect from the Appointed Date and subject to further terms and conditions with regard to the extent of Liabilities as may be agreed between the Shareholders of both the Transferor and Transferee Companies:</p> <p>(a) All Liabilities of the Transferor Company, shall, pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed, be and stand transferred to and vested in or deemed to have been transferred to and vested in, so as to become the Liabilities of the Transferee Company, and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of such Liabilities have arisen in order to give effect to the provisions of this Clause. It is clarified that in</p>

Recipient of shares due to Merger	Number of Shares Allotted	Summary of Scheme of Amalgamation
		<p>so far as the assets of the Transferor Company are concerned, the security or charge over such assets or any part thereof, relating to any loans, debentures or borrowings of the Transferor Company, shall, without any further act or deed continue to relate to such assets or any part thereof, after the Effective Date and shall not relate to or be available as security in relation to any, or any part of, the assets of the Transferee Company, save to the extent warranted by the terms of the existing security arrangements to which any of/or the Transferor Company and the Transferee Company are party, and consistent with the joint obligations assumed by them under such arrangement.</p> <p>(b) (i) All debentures, bonds, notes or other debt securities of the Transferor Company, whether convertible into shares or otherwise (hereinafter referred to as “the Transferor Company’s Securities”), shall, pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed, become securities of the Transferee Company and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in or deemed to have been transferred to and vested in and shall be exercised by or against the Transferee Company as if it were the Transferor Company in respect of the Transferor Company’s Securities so transferred.</p> <p>(ii) Loans, advances and other obligations (including any guarantees, letters of credit or any other instruments or arrangements which may give rise to contingent liabilities in any form), if any, due or which may, at any time in future, become due between the Transferor Company and the Transferee Company shall stand discharged and there shall be no liability in that behalf on either party.</p> <p>(iii) Any debentures or notes or other debt securities, if any, issued by the Transferor Company and held by the Transferee Company, and vice versa, shall, unless sold or transferred by the Transferor Company or the Transferee Company, as the case may be, at any time prior to the Effective Date, stand cancelled as on the Effective Date, and shall be of no legal effect and the Transferor Company or the Transferee Company, as the case may be, shall have no further obligation in that behalf.</p> <p>(c) (i) Where any of the Liabilities of the Transferor Company as on the Appointed Date transferred to the Transferee Company have been discharged by the Transferor Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.</p> <p>(ii) All loans raised and utilized and all Liabilities incurred or undertaken by the Transferor Company in relation to or in connection with the Business after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the</p>

Recipient of shares due to Merger	Number of Shares Allotted	Summary of Scheme of Amalgamation
		<p>Transferee Company and to the extent they are outstanding on the Effective Date, shall, upon the Effective Date, pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed, be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company and shall become the Liabilities of the Transferee Company which shall meet, discharge and satisfy the same.</p> <p>(iii) All assets, rights, title, interests and authorities accrued to and/or acquired by the Transferor Company in relation to or in connection with the Business after the Appointed Date and prior to the Effective Date shall be deemed to have been accrued to and/or acquired for and on behalf of the Transferee Company and shall, upon the Effective Date, pursuant to the provisions of Section 229 (2) of the Act, without any further act, instrument or deed be and stand transferred to or vested in or be deemed to have been transferred to or vested in the Transferee Company to the extent and shall become the assets, rights, title, interests and authorities of the Transferee Company.</p> <p>iii. Continuity of Legal Proceedings</p> <p>(a) Upon the Effective Date, all suits, actions and proceedings by or against the Transferor Company pending and/or arising on or before the Effective Date shall be continued and be enforced by or against the Transferee Company as effectually and in the same manner and to the same extent as if the same had been pending and/or arising by or against the Transferee Company.</p> <p>(b) The Transferee Company undertakes to have all legal, taxation or other proceedings initiated by or against the Transferor Company referred to in Sub-clause 13(a) above transferred to its name and to have the same continued, prosecuted and enforced by or against the Transferee Company.</p> <p>iv. Contracts, Deeds and other Instruments</p> <p>Upon the Effective Date, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments (including all tenancies, leases, licenses and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) of whatsoever nature to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall, without any further act, instrument or deed, be, in full force and effect against or in favour of the Transferee Company, as the case may be, and may be enforced fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or oblige thereto. The Transferee Company shall, at any time prior to the Effective Date, wherever necessary, enter into, and/or issue and/or execute</p>

Recipient of shares due to Merger	Number of Shares Allotted	Summary of Scheme of Amalgamation
		<p>deeds, writings, confirmations, any tripartite arrangements or novations to which the Transferor Company will, if necessary, also be a party in order to give formal effect to the provisions of this Clause.</p> <p>v. Re-Organization of Capital</p> <p>Following the Effective Date, and in consideration of the vesting of the Business and Assets in accordance with the terms of the Scheme, the Transferee Company shall without any further application, act, instrument or deed, issue and allot to the Shareholders of the Transferor Company whose names are recorded in the Register of Members of the Transferor Company or to any other person as may be nominated by the Shareholder(s), on a date (hereinafter referred to as the "Record Date") to be fixed by the Board of Directors of the Transferee Company, up to 1,178,535,001 ordinary shares of Tk. 10.00 (Taka ten) each, credited as fully diluted paid-up, amounting up to 25% plus (One) share of the Transferee Company's total fully diluted paid-up equity capital at the Effective Date, or such adjusted number of ordinary shares as may be agreed upon by the Shareholders of both the parties, subject to any amendments required pursuant to Clause 26. Accordingly, subject to the provisions of Clause 8 to 17 and 26 hereof, the Transferor Company shall be entitled up to 25% of ordinary shares plus (one) ordinary share of Taka 10 each or such adjusted number of ordinary shares as may be agreed upon by the Shareholders or both the parties (the "Consideration Shares").</p>

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

No officer or executive holds any share of the Company individually or as a group. But Robi Axiata Limited has offered shares to its employees and share money deposit has already been received by the company which will be considered as part of IPO.

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

No issue of securities has been made during the preceding two years.

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

As of date, there is no intention, negotiation and consideration of the Issuer to alter the capital structure by way of issue of specified securities in any manner within a period of one year from the date of listing of the present issue.

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

Name of Sponsors/Directors	Nature of Issue	Date of Allotment/ Acquisition/ Transfer	Number of Shares	Face Value (BDT)	Issue Price (BDT)	Consideration	Date when the shares were fully paid-up	% of pre IPO paid-up capital	% of post IPO paid-up capital	Lock-in Period from the trading date	No. of pledged share
*Directors											
Dato' Mohd Izzaddin Bin Idris (Nominated by Axiata Investments (Labuan) Limited)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Mahtab Uddin Ahmed (Nominated by Axiata Investments (Labuan) Limited)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Dr. Shridhir Sariputta Hansa Wijayasuriya (Nominated by Axiata Investments (Labuan) Limited)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Vivek Sood (Nominated by Axiata Investments (Labuan) Limited)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Nakul Sehgal (Nominated by Bharti International (Singapore) Pte. Limited)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Randeep Singh Sekhon (Nominated by Bharti International (Singapore) Pte. Limited)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Thayaparan S Sangarapillai (Independent Director)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil
Klaus Michael Kuehner (Independent Director)	N/A	N/A	Nil	Nil	Nil	N/A	N/A	Nil	Nil	Nil	Nil



Name of Sponsors/Directors	Nature of Issue	Date of Allotment/Acquisition/Transfer	Number of Shares	Face Value (BDT)	Issue Price (BDT)	Consideration	Date when the shares were fully paid-up	% of pre IPO paid-up capital	% of post IPO paid-up capital	Lock-in Period from the trading date	No. of pledged share
Sponsors											
**Telekom Malaysia Berhad	Ordinary Shares	Allotment: Subscription to the MoA and AoA at the time of incorporation, November 21, 1996; January 19, 1998, September 24, 2000 Acquisition: May 6, 1999 Transfer: October 27, 2004	Nil	Nil	Nil	-	-	Nil	Nil	Nil	Nil
Telekom Malaysia International Sdn Bhd (name changed to Axiata Group Berhad)	Ordinary Shares	Allotment: Subscription to the MoA and AoA at the time of incorporation, December 20, 2004	900	10	10	Cash and Bonus	At the allotment	0.00%	0.00%	3 Years	Nil
**A.K. Khan & Co. Limited	Ordinary Shares	Allotment: Subscription to the MoA and AoA at the time of incorporation, November 21, 1996; January 19, 1998, September 24, 2000, December 20, 2004 Transfer: May 6, 1999, October 27, 2004, September 19, 2008	Nil	Nil	Nil	-	-	Nil	Nil	Nil	Nil
**A.K. Khan Jute Mills Limited	Ordinary Shares	Allotment: Subscription to the MoA and AoA at the time of incorporation Transfer: September 30, 2002	Nil	Nil	Nil	-	-	Nil	Nil	Nil	Nil
**The Chittagong Textile Mills Limited	Ordinary Shares	Allotment: Subscription to the MoA and AoA at the time of incorporation Transfer: September 30, 2002	Nil	Nil	Nil	-	-	Nil	Nil	Nil	Nil
**S.T.M. Limited	Ordinary Shares	Allotment: Subscription to the MoA and AoA at the time of incorporation Transfer: September 30, 2002	Nil	Nil	Nil	-	-	Nil	Nil	Nil	Nil
**A.K. Khan Match Co. Limited	Ordinary Shares	Allotment: Subscription to the MoA and AoA at the time of incorporation, December 20, 2004 Acquisition: October 27, 2004 Transfer: September 19, 2008	Nil	Nil	Nil	-	-	Nil	Nil	Nil	Nil

*The directors of Robi Axiata Limited are all nominee directors of their respective organizations (except for independent directors). Thus, the directors do not hold any shares of Robi Axiata Limited.

**At present these sponsors do not hold any share of Robi Axiata Limited.

(xi) The details of the aggregate shareholding of the sponsors and directors, the aggregate number of specified securities purchased or sold or otherwise transferred by the sponsor and/or by the directors of the Issuer and their related parties within six months immediate preceding the date of filing the prospectus

Details of aggregate shareholding by sponsors and directors has been stated under **(C)(x) of Section VI: Description of the Issuer** of prospectus. Bharti International (Singapore) Pte. Limited and their related entities (Bharti Airtel Holding (Mauritius) Limited, Network I2I Limited, Bharti Airtel International (Mauritius) Limited, Bharti Airtel International (Mauritius) Investments Limited) bought 297,300,000 shares on March 1, 2020 from NTT Docomo Inc., Thurso Investments Limited, Neasden Assets Limited, Ephraim Assets Limited, and Calamint Investments Limited. Other than this, no securities of the issuer company were purchased or sold or otherwise transferred by sponsor and/or by the directors of the Issuer and their related parties within six months immediate preceding the date of filing the prospectus.

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

Name of the shareholder	Address	No. of shares	Owned beneficially/ of record	No. of shares after exercise of warrant, option or right to convert any convertible instrument	% of pre-IPO ownership
Axiata Investments (Labuan) Limited	Lot 2 & 3, Level 3, Wisma Lazenda Jalan Kemajuan 87000 Federal Territory of Labuan, Malaysia	3,238,304,100	Owned Beneficially	-	68.7%
Bharti International (Singapore) Pte. Limited	150, Orchard Road- 08-01 Orchard Plaza Singapore - 238841	1,475,834,961	Owned Beneficially	-	31.3%

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

No officer or executive holds any share of the Company individually or as a group. But Robi Axiata Limited has offered shares to its employees and share money deposit has already been received by the company which will be considered as part of IPO.

(D) DESCRIPTION OF BUSINESS

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

Legal Status

Robi Axiata Limited is the second largest mobile network operator in Bangladesh.¹⁶ Robi's major shareholders include Axiata Group holding 68.7% of the shares and Bharti Group holding 31.3% of the shares. Robi, a public Company limited by shares, incorporated under Companies Act, 1994 on October 22, 1995 vide certificate of incorporation number C-29552(840)/95 and commenced its business on the same date. Initially, the Company was incorporated as TM International (Bangladesh) Limited. On May 28, 2009, the name of the Company was changed to Axiata (Bangladesh) Limited and subsequently on August 19, 2010, the name was finally changed to Robi Axiata

¹⁶ <http://www.btrc.gov.bd/content/mobile-phone-subscribers-bangladesh-may-2020>

Limited. Airtel Bangladesh Limited merged with Robi on November 16, 2016. The authorized share capital and paid-up share capital of the Company stands at BDT 60 billion and BDT 47 billion respectively.

Nature of Business

Robi Axiata Limited is a mobile telecommunication service provider in Bangladesh providing voice, data and other internet-based innovative digital services. The Company also provides international roaming services through international roaming agreement with various operators of different countries across the world. The Company launched its commercial operations on 15th November 1997 and currently has nation-wide network coverage.

The Company obtained a radio system operating license from the Ministry of Posts and Telecommunications (MOPT), Government of Bangladesh in 1996, which expired on 10th November 2011. The license was renewed for a period of 15 years effective from 11th November 2011.

The Company obtained 3G cellular mobile phone services operator license from Bangladesh Telecommunication Regulatory Commission (BTRC) on 12th September, 2013 to establish, maintain and operate 3G network and provide 3G services throughout the country. The license was given for a period of 15 years effective from 12th September 2013.

On 19th February 2018, 4G cellular mobile phone service operator's license and technology neutral spectrum license have been issued to Robi, with an initial validity of 15 years.

Information of Subsidiaries

Robi Axiata Limited has incorporated "RedDot Digital Limited", a wholly owned subsidiary in November 2019. RedDot Digital is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur. Bangladesh Hi-Tech Park Authority (BHTPA) has granted lease of land in Bangabandhu Hi-Tech City, Kaliakoir and Sheikh Hasina Software Technology Park, Jessore.

The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D, etc. Funds related to share capital were not injected and commercial operations have not commenced during the year ended on December 31, 2019 and thus consolidated financials were not prepared. It started its commercial operations in 2020.

(ii) Location of the project

Robi is a telecommunication service provider Company having its Corporate office in Gulshan 1, Dhaka and other regional offices in different districts of Bangladesh. Other than these offices, we have 10 Mobile Switching Centre (MSC) sites, 9 Base Station Controller (BSC) sites and 11,922 Base Transceiver Station (BTS) sites.

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

Robi Axiata Limited is a mobile telecommunication service provider in Bangladesh providing voice, data and other internet-based innovative digital services through telecommunication network coverage across the country using 10 Mobile Switching Centre (MSC) sites, 9 Base Station Controller (BSC) sites and 11,922 Base Transceiver Station (BTS) sites.

Technology:

Telecom network is evolving at breakneck speed. In this backdrop, Robi needs to efficiently manage three-plus technology generations (2G, 3G, 4G) each with significant customer base. Keeping these demands in mind, Robi's technology strategy is to keep a fine balance between customer experience and regional investment. The entire strategy hinges on operational efficiency. The Company is also driving for digitalization by ensuring the optimum utilization of the existing technologies while expanding its technology portfolio by aspiring to include new technologies like, 5G and IoT.

Robi, over the years has put in place its technology infra that is flexible, scalable and futuristic with a view to adapting to the rapid transformation taking place in the technology arena. Crucial component of this is the Radio access network (RAN) architecture. Robi has made sure that this vital component is compatible with multimode, multiband and multilayer along with higher order MIMO capability to accommodate high capacity demands of the network. The RAN infra is particularly designed to essentially support the evolution of 5G and NB IoT.

As part of transport network strategy, Robi has built up robust fiber footprint with simplified architecture. The Company has also built its Core Network focusing on simplified, scalable, modular, secured and futuristic architecture to meet the exponential data growth in the coming years.

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

Major Events	Date
Incorporated as TM International (Bangladesh) Limited	October 22, 1995
Launch of 2G service	September 15, 1997
Change in Company rebrand (from “Aktel” to “Robi”)	August 19, 2010
Launch of 3G service	September 28, 2013
Merger of Airtel Bangladesh Limited with Robi Axiata Limited	November 16, 2016
Launch of 4G/LTE service	February 20, 2018

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

Along with Voice, data and SMS services, Robi Axiata Ltd. provides innovative digital solutions to the people across the country under two brands – Robi & Airtel.

The brand Robi strives to ensure an integrated digital lifestyle options for the modern and progressive individuals by facilitating the access to a world of opportunities. With its advanced technology and superior network, life enhancing digital solutions and relevant partnerships, Robi focuses on delivering relevant innovation to the people of Bangladesh.

Airtel brand, on the other hand exists, to provide the youth of today a social-digital lifestyle enabling them to discover more with friends. With Airtel’s superior network, youth relevant services, content and competitive pricing, the brand enables the youth to capture precious moments, share experiences and learn about what the world has to offer to them.

In addition to the core mobile voice services, Robi Axiata offers data services over 3G universal mobile telecommunications service (UMTS) and 4G long term evolution (LTE) network, short messaging services (SMS), diverse range of value-added services (VAS) and advanced digital and IoT solutions. Its services are available both on pre-paid and post-paid platforms.

Voice Services: Voice services are offered to the subscribers on both pre-paid and post-paid platforms across Bangladesh. Robi subscribers can also use its voice services abroad by activating international roaming services. Robi is the first operator to have trialed and launched VoLTE service on its 4G network providing a new experience of voice service.¹⁷

Data Services: With countrywide coverage of 3G and 4G network, Robi offers an innovative portfolio of mobile data services enabling download, upload, gaming, steaming, video calling and browsing services. It also offers the best data roaming service in more than 50 countries.

Service Package for Women: Robi has recently launched an innovative offering especially tailored for the women, named as ‘Icchedana’, a mobile-based service exclusively available for the women. A collection of user-friendly

¹⁷ <https://www.thedailystar.net/business/news/robi-launches-volte-better-services-1867306>

features like, emergency alerts, number masking during retail recharge along with attractive tariffs makes it the most innovative package in the country for women.

Islamic Lifestyle Solutions: Robi has launched a digital Islamic lifestyle solution, Noor, available in the form of mobile package and mobile application. The service includes features like Quran tilawat, Namaaz alerts, Zakat calculator along with attractive voice and data offers to cater to the digital need of the Islamic community of the country.

Advanced Digital Services & IOT Solutions: In addition to Voice and USSD based Value Added Services, Robi has a diverse portfolio of digital services and IoT-based solutions to cater to the growing digital need of individuals and businesses. One stop sports entertainment app - My Sports, mobile-based health insurance digital service - My Health, entertainment content platform - Robi TV+, the premier ticketing platform, bdtickets.com, IoT-based vehicle and workforce tracking solutions, a large scale gaming competition - Axiata Game Hero are few examples of its diverse digital services portfolio. The Company has also introduced self-care app for its services (My Robi App for Robi and My Airtel app for Airtel customers) where customers directly get specially tailored offers based of their usage pattern.

Current market, Past trends and future prospects

The mobile telecommunication industry is going through a rapid transformational phase. Having matured in the voice market segment, the country is rapidly growing appetite for data and digital services. As the fourth industrial revolution knocks on the door, country's business community appears eager to adopt digital solutions to remain competitive in local and the international market.

The rapid adoption of new-age technologies – IoT, Cloud, Big Data, Data Analytics, Virtual & Augmented Reality, Artificial Intelligence, etc. – are opening a new world of opportunities for telecom operators. Coupled with this technological upgradation, the Government's thrust for Digitalization as part of realizing the Digital Bangladesh vision is fueling demand for robust nationwide broadband connectivity - all these translates into massive growth opportunity for the telecom sector going forward.

As on December 2019, the country has 165.57 million mobile customers (excluding IOT subscriptions), out of which Robi Axiata's share is 49.00 million customers.¹⁸ This shows that Robi is set to play an important role in paving the nation's digital journey ahead. Supported by the robust 4G and wide 3G coverage, Robi has introduced several digital innovations in education, entertainment, and lifestyle arena to provide an integrated digital experience to the people of the country.

Airtel enjoys a special bonding with the youth of the country who are the main driving force for digitalization. In this backdrop, Airtel is set to leverage its special relationship with the youth to foment digital economy in the country.

Bangladesh's growing young urban population & Gross National Income per capita, increasing affordability of smartphones, growth in social media usage and digital content consumption are set to drive the growth in mobile data service; Robi's strong 4G LTE network is only going to work as a catalyst to this inevitable phenomenon. Already, it has been observed that the smartphone penetration among Robi subscribers is increasing rapidly due to availability of affordable smartphones and gradual reduction in data tariffs. Growing purchasing power of people is also playing a role here. Given the fact that the country is still in its early stage as far as digitalization is concerned, there is significant prospect for 4G business to grow in Bangladesh.

The most encouraging part is, Bangladesh's medium-term growth prospect remains robust. This will naturally stimulate peoples' appetite for digital lifestyle, as the digital services are rapidly becoming available and affordable to all. The proliferation of video content facilitated by strong data network will change the overall consumptions and behavior pattern of the society. The rising income in the rural areas will also create demand for digital services in this vast market segment. Being the first operator of the country to have trialed 5G service with the support from Huawei Technologies, BTRC and Posts & Telecommunications Division of the Ministry of Posts, Telecommunications and Information Technology, Robi stands on sound foundation.¹⁹

¹⁸ <http://www.btrc.gov.bd/content/mobile-phone-subscribers-bangladesh-november-2019>

¹⁹ <https://thefinancialexpress.com.bd/national/bangladesh-successfully-completes-5g-demo-highest-speed-hits-417gbps-1532522770>

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

Relative contribution of products of the Company during the year ended December 31, 2019 is as follows:

Product/Services	Revenue (In BDT '000)	Percentage of Total Revenue
Installation charges	26,192	0.04%
Post-paid airtime	1,083,443	1.45%
Pre-paid airtime	40,725,970	54.44%
Data	19,928,808	26.64%
Value-added services (VAS)	7,502,274	10.03%
Interconnection revenue	4,002,913	5.35%
International roaming revenue	157,637	0.21%
Non-mobile revenue	900,787	1.20%
Infrastructure sharing revenue	483,724	0.65%
Total	74,811,748	100%

(vii) Description of associates, subsidiary and holding Company of the Issuer and core areas of business thereof

Robi Axiata Limited (Robi) is a subsidiary company of Axiata Investment (Labuan) Ltd. an investment holding company of Axiata Group Berhad of Malaysia.

Robi Axiata Limited has incorporated "RedDot Digital Limited", a wholly owned subsidiary in November 2019. RedDot Digital is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur. Bangladesh Hi-Tech Park Authority (BHTPA) has granted lease of land in Bangabandhu Hi-Tech City, Kaliakoir and Sheikh Hasina Software Technology Park, Jessore.

The subsidiary will focus on Hi-Tech/IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IoT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D, etc. It started its commercial operations in 2020.

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

Alongside developing an innovative portfolio of advanced services, Robi has also focused on bringing radical changes in its distribution process to make it future-ready. Robi has a strong distribution structure that includes 650 countrywide distributors, more than 6,300 strong field forces, and about 300,000 retail points. This enables Robi to reach out to people from all corners of the country - be it urban, semi-urban or even rural. Robi follows a Company-distributor-Sales Representative-Retail distribution model where a distributor lifts the product from Robi and through Sales Representative delivers it to the retail channel. A motivated sales force coupled with an effective and functional sales network helped Robi to acquire over 49 million subscribers²⁰.

Several landmark initiatives, such as, fast commission disbursement, cashless transaction process, sales order automation, distributor's loan facility have ensured the shift from traditional to a more digitized distribution approach. This, over time, has ensured high efficiency and maximum cost optimization. Robi's sales representatives carrying sales force automation app on their 4G mobile devices especially make it convenient for the Company to forge a deeper partnership with the retailer outlets. By tagging the retail-wise inventory with the map integration feature of the app empowers the sales representatives to maintain outlet-wise inventory on real-time basis.

Robi's sales representatives also have access to training and development app named Digital Guru enabling them to keep themselves up to date with relevant skills and industry demands. Quality training content and updated product information are directly delivered to the mobile phones of the sales representatives through this app

²⁰ <http://www.btrc.gov.bd/content/mobile-phone-subscribers-bangladesh-december-2019>

enabling them to perform to the best of their abilities. Campaign Box, a unique retail gamification application, has been introduced by Robi. This enables the retailers to enroll into campaign Application (App) allowing them to create their own campaigns. G-store also enables retailers to take part in special offers based on their profiling. The Company views its relationship with the channel partners as a long-term win-win partnership opportunity.

Robi has also introduced a digital platform named “Cholbe Robi” to enable social selling, where every Robi subscriber can become a seller of Robi products and services and thereby earn income for themselves. This is one of a kind solution aimed at involving the young tech savvy subscribers into this digital ecosystem. Anyone with a “Cholbe Robi” mobile application can sell Robi products on the go.

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

Operator	Subscribers (millions) ²¹	Subscriber (%)
Grameen Phone Ltd. (GP)	76.462	46.18%
Robi Axiata Limited (Robi)	49.004	29.60%
Banglalink Digital Communications Limited	35.239	21.28%
Teletalk Bangladesh Ltd. (Teletalk)	4.868	2.94%
Total	165.573	100.00%

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

Robi is a service provider Company and name of Major Suppliers are as follows

Name of the supplier	Address	Materials
Huawei	Huawei International Pte. Ltd. (Global Supplier)	15A Changi Business Park Central 1, Eightrium @ Changi Business Park, # 03-03 Singapore 486035
	Huawei Technologies (Bangladesh) Limited (Local Supplier)	Lotus Kamal Tower – Two, 59 & 61 Gulshan South Avenue, Level - 6, Gulshan 1, Dhaka - 1212
Ericsson	Ericsson AB (Global Supplier)	SE 124 Torshamsgatan Stockholm, Sweden
	LM Ericsson Bangladesh Limited (Local Supplier)	Grand Delvistaa (Level 3), Plot – 1A, Road 113, Gulshan 2, Dhaka 1212
Bangladesh Telecommunications Company Ltd.		Telejogajog Bhaban, 37/E Eskaton Garden, Dhaka 1000
Summit Communications Ltd.		Summit Centre, 18 Kawran Bazar, Commercial Area, Dhaka 1215, Bangladesh
edotco Bangladesh Co. Ltd.		Level 12, Rashid Tower, House # 11, Road # 18, Gulshan Model Town, Gulshan-1, Dhaka, Bangladesh
		Lease of optical fiber
		IIg services
		Network surveillance, maintenance, fault management, optimisation and other services for Robi's network

²¹ <http://www.btrc.gov.bd/content/mobile-phone-subscribers-bangladesh-december-2019>

Contingency Plan: We maintain contracts with multiple vendors to establish seamless rollout and operational activities. Moreover, we start processing the material purchase with sufficient lead time so that we can switch to another vendor if anyone is unable to supply.

(xi) Sources of, and requirement for, power, gas and water; or any other utilities and contingency plan in case of any disruption

Power: All Robi offices, customer service centers, network operation centers and network sites such as MSC, BSC, Hub and tower sites are connected to commercial power supplied by regional power companies such as Bangladesh Power Development Board, Dhaka Power Distribution Company Limited, Dhaka Electric Supply Company Limited, Rural Electrification Board of Bangladesh, West Zone Power Distribution Company Limited, Northern Electricity Supply Company Limited.

Contingency Plan: The Company uses diesel generators as standby in case of any power disruption in the corporate office. All MSC, BSC, and BTS sites have adequate back-up batteries in case of any power failure. All MSC and BSC sites have adequate number of back-up generators to facilitate an un-interrupted network coverage to its subscribers. In case of load shedding or power failures or in the event of any emergency, BTS sites are run by portable generators, batteries and solar powers.

Gas: Robi does not use any gas as utility.

Contingency Plan: Since the Company is engaged in service-oriented operations, hence there is no particular contingency plan for gas supply.

Water: WASA (Water Supply & Sewerage Authority) provides the water supply of Robi at the corporate head office and a monthly water bill is paid accordingly in favor of WASA.

Contingency Plan: Since the Company is not engaged in any manufacturing operations, hence there is no particular contingency plan for water supply.

(xii) Names, address(s), telephone number, web address, e-mail and fax number of the customers who account for 10% or more of the Company's products or services with amount and percentage thereof

There is no single subscriber who accounts for 10% or more of the Robi's products or services.

(xiii) Names, address(s), telephone number, web address, e-mail and fax number of the suppliers from whom the Issuer purchases 10% or more of its raw materials or finished goods with amount and percentage thereof

Name of the supplier		Address, telephone number, web address, e-mail and fax number	Materials
Huawei	Huawei International Pte. Ltd. (Global Supplier)	Address: 15A Changi Business Park Central 1, Eightrium @ Changi Business Park, # 03-03 Singapore 486035	Telecommunications Equipment and Software
	Huawei Technologies (Bangladesh) Limited (Local Supplier)	Address: Lotus Kamal Tower – Two, 59 & 61 Gulshan South Avenue, Level - 6, Gulshan 1, Dhaka 1212	
Ericsson	Ericsson AB (Global Supplier)	Address: SE 124 Torshamsgatan Stockholm, Sweden	
	LM Ericsson Bangladesh Limited (Local Supplier)	Address: Grand Delvistaa (Level 3), Plot – 1A, Road 113, Gulshan 2, Dhaka 1212	
edotco Bangladesh Co. Ltd.		Address: Level 12, Rashid Tower, House # 11, Road # 18, Gulshan Model Town, Gulshan-1, Dhaka, Bangladesh	Network surveillance, maintenance, fault management, optimisation and other services for Robi's network

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

Title of Agreement	Counterparts	Signing Date	Nature of agreement and product/service details	Duration	Total Amount Covering the Contract	Purchase Transaction in 2019 (in BDT '000)	Transaction Quantity
Fiber Lease Agreement	Bangladesh Telecommunications Company Ltd.	May 22, 2017	Robi shall take lease of BTCL optical fiber. Robi also can avail dark fiber subject to availability with BTCL, all over the country as and when required.	10 years	Amount varies based on usage	886,935	Billed monthly. Typically 12 transactions annually.
Master Service Agreement for internet bandwidth and relevant amendment	Summit Communications Ltd.	October 11, 2018 and July 21, 2019	Robi to have the services from Summit in accordance to the International long distance telecommunication services policy 2010 and Internet bandwidth related subsequent directives of BTRC to have IIG services	Initially 2 years from July 1, 2017. Shall automatically renew for subsequent periods of the same length.	Variable as per usage (GBPS)	1,367,584	Billed monthly. Typically 12 transactions annually.
Managed Network Service agreement	edotco Bangladesh Co. Ltd.	August 19, 2015	Edotco shall provide the service to Robi relating to the Robi sites, edotco sites and Managed sites in respect of network surveillance, maintenance, fault management, optimisation and other services for Robi's network.	5 Years from March 1, 2015	No fixed contract value. Purchase is done according to the requirement	13,420,481	Billed monthly. Typically 12 transactions annually.
Contract of Adherence relating to Axiata Framework Agreement and related supplemental agreement	LM Ericsson Bangladesh Ltd. Ericsson AB	May 9, 2012 and June 22, 2019	Supply of hardware (network equipment) and software by Ericsson AB and related works and services are provided by LM Ericsson Bangladesh Ltd.	Till December 31, 2024	No fixed contract value. Purchase is done according to the requirement	5,446,381	Equipment and Software transaction is based on the requirement. Payment for Services from Ericsson Bangladesh is done quarterly.
Contract of Adherence relating to Axiata Framework Agreement and related supplemental agreement	Huawei Technologies Bangladesh Ltd. Huawei International Pte. Ltd.	December 29, 2013 and June 17, 2019	Procure hardware and software from global supplier and relevant works and services from local supplier.	Till December 31, 2025	No fixed contract value. Purchase is done according to the requirement	6,051,952	Equipment and Software transaction is based on the requirement. Payment for Services from Huawei Bangladesh is done quarterly.

(xv) Description of licenses, registrations, NOC and permissions obtained by the Issuer with issue, renewal and expiry dates

Robi Axiata Limited has several regulatory licenses and certificates in order to continue its operations. The table below lists the licenses and certifications that the Company has:

Particulars	Issuer / Issuing authority	Certificate/ License No.	Issue/ Renewal Date	Valid till
Certificate of Incorporation	Registrar of Joint Stock Companies and Firms, Government of Bangladesh	C - 29552 (840)/95	22.10.1995	N/A
Certificate of Commencement of Business	Registrar of Joint Stock Companies and Firms, Government of Bangladesh	-	22.10.1995	N/A
TIN Certificate	National Board of Revenue, Government of the People's Republic of Bangladesh	635144287979	24.11.2013	N/A
VAT Certificate	Customs, Excise and VAT Commissionerate, Government of the People's Republic of Bangladesh	BIN: 000000178-0001	03.09.2019	N/A
Import Registration Certificate	Office of the Chief Controller of Imports & Exports, Government of Bangladesh	260326120018819	16.07.2020	30.06.2021
Trade License	Dhaka North City Corporation, Government of the People's Republic of Bangladesh	03-077253	09.07.2019	30.06.2021
Fire License	Robi has 59 fire licenses for its corporate office, different regional offices and subscriber service points.			30.06.2021
MCCI Membership Certificate	Metropolitan Chamber of Commerce and Industry Dhaka	270	21.01.2020	31.12.2020
Radio Communications Equipment License	Bangladesh Telecommunication Regulatory Commission	BTRC/SM/3-2/1997(pt-28)/1656	07.08.2012	10.11.2026
Cellular Mobile Phone Operator License	Bangladesh Telecommunication Regulatory Commission	BTRC/LL/Mobile/Robi (3)/2011-03	07.08.2012	10.11.2026
Radio Communications Apparatus License For Existing Spectrum Converted Into Technology Neutral Spectrum	Bangladesh Telecommunication Regulatory Commission	14.32.0000.005.32.00 4.97.053358612	18.02.2018	10.11.2026
Radio Communications Apparatus License For Technology Neutral Spectrum	Bangladesh Telecommunication Regulatory Commission	14.32.0000.500.32.00 4.97.053392616	19.02.2018	18.02.2033
Vehicle Tracking Services (VTS)	Bangladesh Telecommunication Regulatory Commission	Robi/RAD/BTRC/License/VTS/2014/01	08.07.2014	N/A
3G Cellular Mobile Phone Services Operator License	Bangladesh Telecommunication Regulatory Commission	BTRC/LL/3G(2)Robi/2013-2	12.09.2013	11.09.2028
3G Radio Communications Apparatus License	Bangladesh Telecommunication Regulatory Commission	BTRC/SM/3-2/1997(Pt-32)/2155	12.09.2013	11.09.2028

Particulars	Issuer / Issuing authority	Certificate/ License No.	Issue/ Renewal Date	Valid till
4G/LTE Cellular Mobile Phone Services Operator License	Bangladesh Telecommunication Regulatory Commission	14.32.0000.007.51.08 5.18.4	19.02.2018	18.02.2033
Certificate of Insurance	Reliance Insurance Limited	RIL/H-O/IAR/Endt- 00030/10/2019(Ce Ins)	19.07.2020	31.05.2021
NOC regarding issuance of Initial Public Offer (IPO)	Bangladesh Telecommunication Regulatory Commission	No.14.32.0000.007.51 .085 (Part-1).19.336	18.02.2020	N/A

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

Robi has submitted Trademark application for the following:

Sl. no.	Particulars	Date
1	TM International Bangladesh	20.01.1998
2	Get AKTEL Be Mobile	31.08.1998
3	Countrywide Solution	29.09.2004
4	InterAKT	26.09.2004
5	AKTEL Clearly Ahead	12.07.2005
6	AKTEL Clearly Ahead (Bangla)	28.05.2006
7	3FNF	10.05.2006
8	Gopshop (Bangla) SMS Chat	01.06.2006
9	Aktel Mayr Bhasa (Bangla)	01.06.2006
10	GPRS	10.05.2006
11	Share a fill	30.05.2006
12	e-fill	09.05.2006
13	AKTEL Joy	10.05.2006
14	AKTEL Exceed	09.05.2006
15	10 SEC PULSE	30.05.2006
16	Aktel logo and design in various forms	01.06.2006
17	AKTEL Opener* 140 #	17.01.2007
18	AKTEL Furti (Bangla)	06.11.2006
19	Infinity	10.10.2006
20	Easy Load	24.04.2007
21	Feelings	24.04.2007
22	AKTEL Uddokta (Bangla)	24.04.2007
23	Club Magnate	20.07.2005
24	Club Magnate	12.07.2005
25	Robi logo and design in various forms	04.05.2010
26	Robi logo and design in various forms	04.05.2010
27	Alpona	06.05.2010
28	Robi - logo as design	06.05.2010
29	Robi Shochchho	18.01.2011
30	Robi Shorol	19.01.2011
31	Robi Muhurto	18.01.2011
32	Robi Prothom	18.01.2011
33	Robi Club	18.01.2011

Sl. no.	Particulars	Date
34	Robi Druto	18.01.2011
35	Robi Ortho	18.01.2011
36	Robi Shasroyee	19.01.2011
37	Robi Udoy	20.07.2011
38	Robi Kothabarta	20.07.2011
39	Robi alpona	23.02.2015
40	10 Second Pulse	17.01.2007
41	Hello Bangladesh (Bangla)	26.12.2006
42	Hello Bangladesh	26.12.2006
43	Goongoon (aponar porichoy) Bangla	17.01.2017
44	SMILE	26.12.2006
45	Signature	26.12.2006
46	Spice	26.12.2006
47	e-fill	26.12.2006
48	AKTEL P.A	17.01.2017
49	AKTEL Power	26.12.2006

Robi currently has a trademark licensing agreement with Bharti Airtel India to use 'Airtel' brand in Bangladesh. The agreement is due to expire in November 2020.

List of licenses of Robi has been provided in the (XV) of **Description of Business** of **Section VI: Description of the Issuer** of prospectus.

Currently Robi does not have any other material patent, trademark or royalty agreement.

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

As per audited accounts 2019

Number of full time employees	Total employees
1,512	1,512

(xviii) A brief description of business strategy

Building on dual-brand and 4G momentum, Robi is creating 'Triple core' portfolios in order to emerge as the leading Digital Service Provider (DSP) in Bangladesh providing new experience in life. Triple core is made up of modernization of the existing core telecom services, exploration of the evolving core and the adjacent Digital services domain.

Robi is to emphasize on creating distinct value proposition for its dual-brand where Robi is developing the identity of an Innovative Digital Brand and Airtel, an Innovative Youth brand. Operational excellence is the key focus to improve the business performance and maximize shareholder return where Digitalization and Analytics are the key enablers to achieve the goals.

(xix) A table containing the existing installed capacities for each product or service, capacity utilization for these products or services in the previous years, projected capacities for existing as well as proposed products or services and the assumptions for future capacity utilization for the next three years in respect of existing as well as proposed products or services. If the projected capacity utilization is higher than the actual average capacity utilization, rationale to achieve the projected levels

Spectrum Status:

Robi has 36.4 MHz of spectrum from 900 MHz, 1800 MHz and 2100 MHz band to provide 2G, 3G and 4G services. Robi also secured Technology Neutrality in 2018, which has facilitated the Company to use the spectrum in an efficient manner.

Robi is using different spectrum bandwidth for different technology for different region to address both the coverage and capacity requirement. Robi was the first operator to implement Dynamic Spectrum sharing, which has enabled Robi to allocate the spectrum bandwidth dynamically for different technology i.e. 2G, 3G and 4G in different regions to ensure optimum utilization of the spectrum and also to ensure best data experience for the subscribers.²²

Following table shows the details of the spectrum allocation along with their expiry dates:

Spectrum Band	Total Allocation (MHz)	Allocation (MHz)	Expiry
900	9	7.4	10.11.2026
		1.6	19.12.2020
1800	17.4	7.4	10.11.2026
		10	19.12.2020
2100	10	10	11.09.2028
	36.4	36.4	

Population Coverage Status till Nov'2019:

Robi has 99% 2G population coverage nationwide while 91% 3G and 93% 4G population coverage till 2019. 2G, 3G, 4G services are offered in all 64 districts.

Capacity Status:

Below mentioned table containing the existing installed capacity and capacity utilization in the previous years, projected capacity and the assumptions of future utilization for the next three years:

Data Capacity						
Item	Existing			Projected		
Year	2017	2018	2019	2020	2021	2022
Installed Capacity (in Gbps)	110	220	550	810	1,210	2,070
Capacity Utilized (in Gbps)	71	200	340	650	970	1,660

The capacity utilization has been projected at a higher rate than the current rate as the 3G customers are expected to move to 4G and data consumptions per user is increasing.

²² www.robicom.bd/en

(E) DESCRIPTION OF PROPERTY

(i) Location and area of the land, building, principal plants and other property of the Company and the condition thereof

The Company possesses the following fixed assets as per audited financial statements as on December 31, 2019 are stated below:

In BDT'000

Particulars	Carrying Value as at December 31, 2019
Freehold Land	293,885
Furniture & fixture	148,856
Office & other equipment	1,060,571
Computer	110,407
IT Infrastructure	1,550,225
IT Applications	2,335,730
Billing Equipment	234,035
Telecom Equipment & Infrastructure	91,196,617
Motor Vehicle	31,399
Capital Work -in-progress	3,578,291
Total	100,540,016

The Company's head office is located in a rented building in 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212. In total, the Company owns 3183.22 decimal of land in different parts of the country. Details of location of land has been mentioned under rule (iii) of this section.

Robi has 10 Mobile Switching Centre (MSC) sites, 9 Base Station Controller (BSC) sites and 11,922 Base Transceiver Station (BTS) sites and several offices throughout the country to facilitate an uninterrupted network coverage to its customers. The property, plant and equipment of the company are distributed across these sites.

(ii) Whether the property is owned by the Company or taken on lease

As per note 5, 6 and 7 of the audited financial statement of 2019, out of BDT 151,315,510 (figure in BDT 000) of fixed assets the leased assets of the company comprise of BDT 26,913,067 (figure in BDT 000).

The Company owned all assets described as mentioned in above schedule except certain leased Telecom Assets for 2.5 years to 15 years lease tenor taken from different individuals, Grameenphone, Banglalink and edotco Bangladesh Limited for a rate of 2.5% to 20% escalation rate in a maximum five (5) years interval.

Robi also has 49 leased Land & Buildings for 1.1 years to 40 years lease tenor taken from different individuals and companies for a rate of 0% to 20% escalation rate in a maximum five (5) years interval.

(iii) Dates of purchase, last payment date of current rent and mutation date of lands, deed value and other costs including details of land development cost, if any and current use thereof

Sl No.	Deed No.	Name of Seller	Date	Mutation date	Last payment date of current rent	Area of the Land as per deed (decimal)	Area of the Land as per mutation (decimal)	Land Deed Value (BDT)	Other Cost including Land Development Cost (BDT)	Total Land Cost (BDT)	Location
01	3796	Toptex Limited represented by Md Anwarul Haque	20/04/2000	-	1426 not paid	39	Mutation is under process	4,400,000	1,000,304	5,400,304	Tatki, Narayanganj
02	5537	AKM Mostafa Kamal	09/06/1999	-	13.02.2020 for 1426	22.5	Mutation is under process	1,200,000	287,895	1,487,895	Falgunkara, Cumilla
03	1005	Md Farhad Uddin Chowdhury	05/03/2000	-	1426 not paid due to seller name found mismatch with BS khatian	35	Mutation is under process	910,000	232,060	1,142,060	Pennoy, Cumilla
04	6375	Md. Fazlul Hoque	20/12/1999	-	08.07.2020 for 1427	2	Mutation is under process	125,000	475,000	600,000	Alekharchor, Cumilla
05	6398	Md. Salim and others	21.12.1999	-	08.07.2020 for 1427	30	Mutation is under process	1,875,000	143,396	2,018,396	Alekharchor, Cumilla
06	2419	Mohammad Harun & Mohammad Jashim	22/06/1999	-	1426 not paid	21.66	Mutation is under process	1,299,600	332,243	1,631,843	Uttor(North) Cholimpur, Chittagong
07	205	Golam Muhammad Azam and others	18/01/2000	06.09.2018	24.08.2020 for 1427	35	35	700,000	72,572	772,572	Borokomol Doho, Chittagong
08	4418	Md Abdul Salam and others	05.03.2005	-	1426 not paid	4	Mutation is under process	100,000	2,510	102,510	Shajapur, Bogura
09	4286	Ela Mazumdar	11/08/2004	-	12.03.2020 for 1426	30	30	315,000	72,717	387,717	Jolirpar, Gopalganj
10	17162	Mrs. Badrunessa Chowdhury	31/08/2004	28.01.2013	23.02.2020 for 1426	33	33	3,300,000	461,000	3,761,000	Pathalia, Dhaka
11	15	Monir Ahammad/ Bashir Ahammad	06/01/2000	-	10.08.2020 for 1427	23	Mutation is under process	540,500	268,054	808,554	Chanua, Comilla
12	1089	Md. Tota Mia	01/08/2004	-	18.08.2020 for 1427	32	32	464,000	107,005	571,005	Pakulla, Tangail
13	3244	Md Liakat Ali Sarker and others	16/08/2004	4.06.2015	12.03.2020 for 1426	26.5	26.5	530,000	115,989	645,989	Gopalpur, Sirajganj

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14	8777	Md. Zaherul Islam	18.05.2004	22.08.2006	29.01.2020 for 1426	24	24	633,333	140,642	773,975	Shajapur, Bogura
15	6234	Md Nobir Hossain Mondol	22/05/2004	18.11.2014	20.07.2020 for 1427	26	26	182,000	53,882	235,882	Masta, Gaibandha
16	4059	Md. Abdul Khalek Prodhan	19/05/2004	21.06.2015	Rent has been paid on 15.07.2020 for 1427 Bangla Year	20	20	260,000	82,903	342,903	Pochakandor, Rangpur
17	2201	Md Burhan Ullah	22/07/2004	02.06.2016	02.02.2020 for 1426	27	27	648,000	189,363	837,363	Ghorashal, Narshingdi
18	7988	Md. Babur Ali and Md. Firoz Miah	09/08/2004	20.08.2005	29.01.2020 for 1426	25	25	750,000	160,142	910,142	Niigaon, Narshingdi
19	4853	Ali Ahmad Khan	08/08/2004	-	28.07.2020 for 1427	24	Mutation is under process	720,000	143,299	863,299	Budhantee, Brahmanbaria
20	3084	Mohammad Abdul Hai	05/08/2004	6.10.2005	28.07.2020 for 1427	21.5	29	645,000	156,915	801,915	Lenjapara, Hobigonj
21	3085	Abdul Wadud and Abdul Shahid	5.8.2004	-	-	7.5	Mutation is under process	225,000	75,000	300,000	Lenjapara, Hobigonj
22	8724	S.M. Wadud Khokon	29/08/2004	-	1426 not paid	35	Mutation is under process	1,750,000	252,002	2,002,002	Shonakanda, Dhaka
23	4893	Latifa Beguma and others	09/08/2004	28.07.2015	Rent has been paid upto 1425 under the S.A. records, however, rent after 1426 will be given under B.S. record, WIP 1426 not paid	34.06	34.06	238,420	81,932	320,352	Gobra, Gopalganj
24	3470	Matiar Rahman Matubbar and Monowara Begum	01/09/2004	18.08.2015	16.02.2020 for 1426	33	33	643,500	112,720	756,220	Pacchar, Madaripur
25	3008	Md. Jahur Miah	03/08/2004	-	1426 not paid	26	Mutation is under process	468,000	157,920	661,920	Vanudeb, Hobiganj
26	3009	Musammat Shona Chan Bibi	04/08/2004	-	1426 not paid	2	Mutation is under process	36,000	-	-	Vanudeb, Hobiganj
27	2047	Md. Abdur Rouf and others	14.08.2004	-	1426 not paid	28	Mutation is under process	2,660,000	382,168	3,042,168	Nij Kurua, Sylhet

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28	5030	Md Osman	05/07/2004	28.09.2015	02.12.2019 for 1426	26	26	170,000	93,123	263,123	Bhuiyut, Sirajganj
29	1511	Kazi Mofizuddin	02/09/2004	10.04.2016	07.07.2020 for 1427	33	33	396,000	90,445	486,445	Joypur, Khulna
30	4243	Shamsul Haque Bepari, Musammat Mariamunnessa	14/06/2005	-	1426 not paid	14	Mutation is under process	350,000	85,817	435,817	Hanubaish, Laxmipur
31	4929	Md Iddris and Al-Haj Monir Ahmed	25/07/2005	24.11.2014	22.10.2019 for 1426	14	14	413,000	121,110	534,110	Dokhin (South) Jolodi, Chittagong
32	5391	Delwara Begum and others	30/06/2005	10.12.2015	28.11.2019 for 1426	13	13	247,000	74,835	321,835	Eet Baria, Noakhali
33	4592	Md. Abul Hossain	19/07/2005	22.05.2008	28.06.2020 for 1427	29	Mutation is under process	638,000	127,962	765,962	Khewra, Brahmanbaria
34	5778	Hazi Mohammad Musa	22/08/2005	14.11.2007	16.03.2020 for 1426	15	15	150,000	66,197	216,197	Khutakhali, Cox's Bazar
35	4519	Md. Fozilul Kabir Prodhanya	20/07/2005	25.01.2015	06.08.2020 for 1427	15	15	232,500	73,130	305,630	Nurullahpur, Chandpur
36	4036	Md Abdul Hoque	31/05/2005	30.06.2015	Rent has been paid upto 1421 under the S.A. records, however, rent after 1426 will be given under B.S. record, WIP 1426 not paid	16	16	368,000	106,467	474,467	Boro Koro, Cumilla
37	2516	Kazi Jinnat Ali	08/05/2005	-	17.02.2020 for 1426	17	17	255,000	96,373	351,373	Boro Bijuri, Manikganj
38	890	Md Shafiqul Islam	03/05/2005	-	1426 not paid	20	Mutation is under process	520,000	113,000	633,000	Kukurtara, Manikganj
39	6371	Abdur Rahman Sheikh and others	01/09/2005	6/23/2015	10.03.2020 for 1426	11	Mutation is under process	275,000	95,650	370,650	Ahliadipur, Rajbari
40	3498	Md. Mostafa Khan and others	20/06/2005	03.02.2015	30.06.2020 for 1427	14	14	224,000	78,695	302,695	Boro Gram, Faridpur
41	547	Manowara Chowdhury	19/05/2005	-	17.02.2020 for 1426	18	Mutation is under process	180,000	72,550	252,550	Kalika Pur, Manikganj
42	2948	Md. Atiar Rahman	20/06/2005	29.01.2019	30.06.2020 for 1427	13	13	149,500	61,600	211,100	Pingoliya, Gopalganj

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43	2317	Matiar Rahman	15/11/2005	17.12.2014	2408.2020 for 1427	26	26	481,000	126,998	607,998	Shuktagor, Jhalokathi
44	7441	Nurjahan Begum	25/10/2005	17.09.2015	11.03.2020 for 1426	25	Mutation is under process	275,000	105,077	380,077	Guptamunshi, Bhola
45	3251	Sri Profullo Kumar Nath	23/10/2005	-	1426 not paid	10	Mutation is under process	250,000	87,257	337,257	Poshchim Char, Chittagong
46	543	Haji Fozol Karim	26/04/2005	09.04.2007	21.10.2019 for 1426	15	15	195,000	72,320	267,320	Palongkahli, Cox's Bazar
47	7554	Md Monirul Islam	19/10/2005	-	1426 not paid	26	Mutation process not started	689,000	142,397	831,397	Jangaliya, Laxmipur
48	847	Shotish Chandra Devnath and others	30.05.2005	01.10.2019	08.07.2020 for 1427	12.5	12.5	250,000	79,370	329,370	Baniyajan, Netrokona
49	6801	Minor Nurul Amin Khan (care of Mumana Khatun)	02/08/2005	18.09.2014	15.07.2020 for 1427	15	15	150,000	91,487	241,487	Chatol, Kishoreganj
50	2903	Mst. Fuljan and Mst. Amena Khatun	23/05/2005	15.10.2014	30.06.2020 for 1427	12.67	12.67	126,700	81,350	208,050	Mushulli, Mymensingh
51	4178	Md. Abdur Rejjak and others	18/05/2005	-	1426 not paid	14	Mutation is under process	210,000	74,370	284,370	Ghoneyshampur, Mymensingh
52	1224	AKM Sirajul Hoque	13/03/2005	07.06.2016	19.07.2020 for 1427	8	8	320,000	104,770	424,770	Diu, Mymensingh
53	938	Md Samshur Rahman	14/03/2005	05.10.2015	1426 not paid	11	11	440,000	126,170	566,170	Jalalpur, Sherpur
54	2430	Mst. Rejia Khatun	17/05/2005	25.02.2015	Rent has been paid upto 1421 under the S.A. records, however, rent after 1421 will be given under B.S. record, VIP	10	12.5	250,000	70,575	320,575	Choroni Khola, Mymensingh

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55	2431	Md. Sirajul Haque			Rent has been paid upto 1421 under the S.A. records, however, rent after 1421 will be given under B.S. record, W/P	2.5		62,500	37,500	100,000	Choroni Khola, Mymensingh
56	7177	S.M. Chan Miah and Shahadat Hossain	19.05.2005	09.05.2016	09.07.2020 for 1427	15	15	300,000	85,570	385,570	Badey Chandi, Jamalpur
57	7231	Keyamot Ali	30/10/2005	10.08.2016	08.07.2020 for 1427	13	13	291,460	99,868	391,328	Mirpur, Kushtia
58	8799	Md. Abdul Ohab	14/08/2005	7.9.2016		10.5		210,000	40,477	250,477	Poddokor, Jhenaidah
59	8798	Md. Emarot Ali Mollah	14/08/2005	07/09/2016	04.08.2020 for 1427	5	17.5	100,000	60,000	160,000	Poddokor, Jhenaidah
60	9407	Md. Jahangir	31/10/2005	07/09/2016		2		40,000	28,000	68,000	Poddokor, Jhenaidah
61	13694	Rowshon Ara Begum	21/11/2005	15.01.2015	24.08.2020 for 1427	10	10	400,000	132,100	532,100	Gaidgachi, Jessore
62	2032	Md Mobarak Ali Bapari	21/06/2005	05.01.2015	09.07.2020 for 1427	12.7	12.7	101,600	72,270	173,870	Fulbari Upon Chouki, Kurigram
63	3650	Md Khairul Islam	22.06.2005	08.12.2014	16.02.2020 for 1426	13	13	279,500	97,886	377,386	Borodap, Panchagarh
64	5251	Md Azadunnabi	19.06.2005	23.12.2014	09.07.2020 for 1427	12.83	12	243,770	106,220	349,990	Ulipur, Kurigram
65	3172	Sree Hirendra Chandra Pal	24/08/2005	09.02.2016	27.07.2020 for 1427	15	15	270,000	93,450	363,450	Borodholia, Hobiganj
66	5999	Md. Shafuzzaman	09/08/2005	-	30.06.2020 for 1427	13.56	13.56	189,900	74,097	263,997	Dakmanik, Bogra
67	6531	Mohammad Ali Munshi	01/09/2005	22.02.2015	30.06.2020 for 1427	15	15	225,000	77,514	302,514	Shibram, Lalmonirhat
68	3965	Mohammad Abdullah	28/08/2005	-	1426 not paid	18.38	Mutation is under process	110,280	73,410	183,690	Khagra, Sylhet
69	3906	Md. Badruddin Mollah	09/10/2005	-	2/12/2019 for 1426	15	Mutation is under process	270,000	177,476	447,476	Aatpara, Faridpur
70	3036	Md. Abdus Sattar	28/04/2005	10.10.2016	18.08.2020 for 1427	14	14	350,000	17,476	367,476	Krishnapur, Sirajganj
71	5205	Md. Abdus Salam and others	04/12/2005	-	1426 not paid	10.5	Mutation is under process	367,500	95,943	463,443	Monikanda, Dhaka

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72	3364	Musammat Jahanara Begum	15/12/2005	13.06.2016	19.08.2020 for 1427	11	11	371,000	26,205	397,205	Babnapara, Tangail
73	5912	Md. Jorip Uddin Mondal	29.09.2006	24.04.2007	1426 not paid	15	15	450,000	129,370	579,370	Khuddo Junayel, Jamalpur
74	5437	Md. Chan Miah	19.12.2005	02.12.2014	18.02.2020 for 1427	10	10	300,000	88,270	388,270	Kornajhora, Sherpur
75	2043	Amir Hamza	17.06.2008	10.08.2015	16.07.2020 for 1427	2.5	2.5	200,000	77,540	277,540	Barar Char, Sherpur
76	2820	Abdus Salam	01/12/2005	01.02.2018	16.07.2020 for 1427	11.19	11.19	269,000	83,600	352,600	Noya Gaon, Sherpur
77	3872	Mokter Hossain and Abu Jafor	15/12/2005	29.01.2020	04.02.2020 for 1426	13	13	260,000	90,950	350,950	Dhoayeel, Magura
78	151	Mosammat Setara Begum	09/01/2006	27.10.2015 (S.A. record)	18.08.2020 on 1427	27.5	Mutation under process on BS record	1,017,500	221,995	1,239,495	Gonopara, Barisal
79	15899	Md. Rahmat Ullah	19/12/2005	21/12/2014	23.06.2020 for 1427	32	32	400,000	116,790	516,790	Keramotpur, Noakhali
80	166	Rezia Begum and others	19/01/2006	01.06.2016	05.02.2020 for 1426	13	13	195,000	74,189	269,189	Boro Kheri, Laxmipur
81	76	Kazi Md. Abu Bokkor Siddiq and Mosammat Chaleha Khatun	04/01/2006	31.12.2017	18.02.2020 for 1426	13	13	182,000	77,024	259,024	Poschim (West) Chor Jublee, Noakhali
82	98	A. Salam Munshi	31/01/2006	-	06.07.2020 for 1427	13	Mutation is under process	247,000	90,310	337,310	Tero Khada, Khulna
83	5416	Sri Madar Chondro Biswas	27/12/2005	09.11.2016	26.07.2020 for 1427	14	14	462,000	140,260	602,260	Sorol, Khulna
84	377	Md. Kawser Ali Sheikh	12/03/2006	26.10.2016	06.07.2020 for 1427	12	12	234,000	102,110	336,110	Senhati, Khulna
85	7055	Sheikh Showkot Ali and Sheikh Nasir Uddin	21/12/2005	05.02.2015	28.07.2020 for 1427	12.5	12.5	375,000	125,150	500,150	Vaira, Satkhira
86	3438	Kai Kobad and others	29.12.2005	07.11.2018	26.07.2020 for 1427	13	13	344,500	102,291	446,791	Modinabad, Khulna
87	10724	Abdur Rahim Sarker and Md. Nazimuddin Sarker	10.11.2004	10.05.2015	26.07.2020 for 1427	25	25	162,500	64,292	226,792	Dokkhin (South) Polashbari, Dinajpur
88	387	Sreenoti Shima Rani and Sree Kalipod Mondol	22.03.2006	-	27.07.2020 for 1427	11	Mutation is under process	330,000	104,470	434,470	Dakop, Pankhali, Khulna
89	1150	Md. Abu Bokor Siddique	01.03.2006	22.03.2015	27.02.2020 for 1427	10	10	160,000	65,725	225,725	Sharisha, Rajbari
90	350	Musammat Johora Bibi	01.02.2006	12.12.2016	Rent has been paid on	16.5	Mutation under process	321,750	102,306	424,056	Paikgasa, Dokkhin (South) Sholua, Khulna

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91	666	Musammam Hashia Khatun	30/03/2006	15.06.2016	03.03.2020 for 1425	14	14	350,000	74,056	424,056	Taherhuda, Jhenaidah
92	244	Narayan Chandra Shikder and Krishna Das Shikder	02.03.2006	27.10.2009	26.08.2020 for 1427	11	11	176,000	83,890	259,890	Bhinkathi, Pirozpur
93	1727	Md. Anwar Hossain Chokder	21.12.2005	20.12.2015	03.03.2020 for 1426	16	16	384,000	100,320	484,320	Serajabad, Munshiganj
94	28060	Md. Emdad Hossain Sarker and Md. Nurul Islam	22.12.2005	-	1426 not paid	41	Mutation is under process	2,870,000	454,674	3,324,674	Sathpoa, Gazipur
95	159	Abul Kalam and others	18.01.2006	14.05.2019	16.03.2020 for 1426	21.5	21.5	107,500	63,895	171,395	Bhewla Manik Chor, Cox's Bazar
96	3761	Md. Moksedur Rahman and others	11.08.2005	09.08.2016	18.02.2020 for 1426	14	14	350,000	94,470	444,470	Jamira, Rajshahi
97	7495	Md. Ali Akbar and others	09.08.2005	-	1426 not paid	14	Mutation under process	291,200	86,826	378,026	Choto Horishpur, Natore
98	10272	Md. Ashrafur and others	31.10.2005	20.05.2015	1426 not paid	11.5	11.5	80,500	58,067	138,567	Doluwa, Dinajpur
99	13751	Md. Ashek Ali and others	06/10/2005	11.06.2015	24.08.2020 for 1427	13	13	110,500	64,917	175,417	Islampur, Rangpur
100	6912	Md. Alauddin	30/10/2005	17.08.2015	05.11.2019 for 1426	13	13	299,000	88,320	387,320	Shondarai, Thakurgaon
101	73	Md. Fozlur Rahman	02.01.2006	10.11.2014	05.11.2019 for 1426	11	11	143,000	17,125	160,125	Goalkari, Thakurgaon
102	2199	Md. Yunus Ali	15.10.2006	21.04.2019	12.08.2020 for 1427	11	11	330,000	114,315	444,315	Asashuni, Satkhira
103	3403	Sheikh Gulam Mustafa	22.10.2006	-	1426 not paid	11	Mutation under process	319,000	93,985	412,985	12 No. Hatbari (Boro), Khulna
104	1077	Nargis Jahan	15.05.2006	02.10.2016	25.08.2020 for 1427	12	12	456,000	153,251	609,251	Rampal, Bagerhat
105	927	Md Abu Taleb Biswas	08.06.2006	-	15.03.2020 for 1426	0.5	Mutation under process	7,000	284,900	291,900	Sotokhali, Magura
106	782	Mst. Jahanara Khatun	24.05.2006	30.06.2015	15.03.2020 for 1426	14.5	Mutation under process	203,000	88,900	291,900	61 No. Sotokhali, Magura
107	932	Sri Bashudeb Payen	16.05.2006	-	1426 not paid	12	Mutation under process	324,000	110,437	434,437	Budhata, Satkhira

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108	3387	Md. Shamsuddin Mollah and Mst. Asirun Nessa	04.05.2006	10.06.2015	05.08.2020 for 1427	9.5	9.5	161,500	79,400	240,900	Khalipur, Faridpur
109	1294	Md. Abul Kashem Mollik and Md. Ali Aijar Mollik	24.04.2006	29.01.2015	27.07.2020 for 1427	9	9	180,000	84,865	264,865	Alok Diya, Rajbari
110	8847	Md. Gofran Uddin	24.09.2006	21.12.2014	18.02.2020 for 1427	9	9	135,000	68,010	203,010	Poschim Chor Bhata, Noakhali
111	2198	Proshenjit Barua	03.10.2006	17.02.2015	14.07.2020 for 1426	13	9	299,000	85,855	384,855	Talshora, Chittagong
112	3008	Md. Sekander Ali Mollah and others	13.09.2006	24.06.2015	19.08.2020 for 1427	11	11	104,500	66,387	170,887	Nilgani, Borguna
113	10473	Sadi Md. Anwarul Islam	18.12.2005	16.11.2014	1426 not paid	10	10	400,000	117,847	517,847	Naterkona, Netrokona
114	1092	Md. Nurul Islam	15.03.2006	16/11/2014	29.10.2019 for 1426	12.67	12.67	443,500	129,090	572,590	Kodomchilan, Natore
115	538	Sree Shona Chandra Barmon	15.03.2006	20.06.2016	20.10.2019 for 1426	12	12	264,000	83,850	347,850	Fulbari, Bogra
116	315	Yeakub Ali and others	10/04/2005	-	1426 not paid	16	Mutation under process	304,000	140,470	444,470	Shamsher Nagar, Sylhet
117	1338	Md Musa and Mosammat Bilkis Nur	11.06.2006	20/07/2014	1426 not paid	22.03	22.03	330,450	96,192	426,642	Gachua, Chittagong
118	609	M. Mustafa Shahriar Bhuiyan	22.02.2006	02.11.2017	19.07.2020 for 1427	10	10	250,000	85,535	335,535	Aowna, Dhaka
119	617	Md. Anjad Hossain Khalifa and others	06.03.2006	24.06.2015	19.08.2020 for 1427	12	12	216,000	85,905	301,905	Shakharia, Borguna
120	1445	Mohammad Yousuf	17.05.2006	03.11.2015	19.03.2020 for 1426	18.5	18.5	92,500	65,310	157,810	Chor Isshor Rai, Noakhali
121	13223	Md. Nizam Uddin (Bagha) and others	22.06.2006	-	05.03.2020 for 1427	17.5	17.5	800,000	161,125	961,125	Baruipara, Gazipur
122	415	Soiful Nessa	19.03.2006	17.06.2019	1426 not paid	9	9	153,000	78,948	231,948	Haturia, Shariatpur
123	815	Md. Rezaul Alam Siddiqi and Syeda Hasina Banu (Jhorna)	03.09.2006	09.08.2016	18.02.2020 for 1427	8	8	144,000	72,170	216,170	Khaskawlia, Sirajganj
124	752	Moulubi Bakhtiar Ahmed	25.07.2006	03.04.2019	22.10.2019 for 1426	13	13	162,500	74,412	236,912	Ukhia, Cox's Bazar
125	2997	Hazi Abdul Mannan	11.07.2006	20.12.2016	10.03.2020 for 1426	8	5	54,400	66,732	121,132	Lord Hardinge, Bhola
126	1637	Abdul Hakim Khan and others	13.07.2006	24.12.2015	19.08.2020 for 1427	11	6.17	165,000	84,460	249,460	Dudholmou, Barisal

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127	1350	Amena Begum and others	09.07.2006	-	29.06.2020 for 1427	9.5	Mutation under process	133,000	67,840	200,840	95 No. Poysha, Barisal
128	13142	Md. Abdul Hakim Shorkar	04.12.2005	30.12.2014	12.08.2020 for 1427	13.5	13.5	297,000	101,110	398,110	Sundarganj, Gaibandha
129	381	Md. Abdur Rouf	07.02.2006	12.05.2015	1426 not paid	15	15	300,000	108,300	408,300	Shingimari, Dinajpur
130	764	Md. Monsur Ali	07.03.2006	13.11.2014	08.07.2020 for 1427	10	10	110,000	104,155	214,155	Chandrakhana, Kurigram
131	295	Md. Rafikul Islam Chowdhury and Md. Forhad Chowdhury	30.04.2006	26.04.2015	1426 not paid	13	13	364,000	121,800	485,800	Jamalgor, Sunamganj
132	700	Md. Abdus Sattar and others	26.04.2006	20.05.2015	1426 not paid	10	10	150,000	79,000	229,000	Gobindapur, Dinajpur
133	1433	Chitto Ronchun Kor	12.07.2006	14.09.2015	10.02.2020 for 1426	9	9	54,000	96,067	150,067	Shoshiganj, Bhola
134	3696	Rown Kha	29.06.2005	-	1426 not paid	15	Mutation under process	220,000	93,639	313,639	Lota Chapri, Potuakhali
135	25465	Md Abdur Rashid	16.11.2006	21.06.2016	15.06.2020 for 1427	10	Mutation under process on BS record	400,000	120,470	520,470	Gonokpara, Savar
136	868	Abdul Jobber	26.07.2006	-	20.10.2019 for 1426	11	Mutation under process	165,000	71,525	236,525	Moddhonila, Cox's Bazar
137	3394	Sheikh Mozammel Haque	16.10.2006	-	1426 not paid	22	Mutation is under process	495,000	149,550	644,550	Botpur, Bagerhat
138	1813	Hazra Obaydur Reza Salim	13.09.2006	22.8.2016	25.08.2020 for 1427	9	9	189,000	89,490	278,490	Tengrakhali, Bagerhat
139	1814	Sheikh Mirajun Haque and others	13.09.2006	01.07.2018	19.07.2020 for 1427	9.5	9.5	142,500	70,540	213,040	Kamargati, Bagerhat
140	620	Hazi Md. Abdul Hai	13.02.2007	14.09.2015	30.06.2020 for 1427	11.5	11.5	287,500	89,485	376,985	Char Elahee, Noakhali
141	2651	Md. Khorshedur Rahman	10.10.2006	09.06.2015	06.11.2019 for 1426	10	10	360,000	141,425	501,425	Romoniganj, Lalmonirhat
142	2877	Md. Ruhul Amin and others	28.09.2006	04.08.2015	25.08.2020 for 1427	12.38	12.38	247,600	110,053	357,653	Goda Dhor, Rangpur
143	4190	Md. Abu Bokkor Siddiq	03.10.2006	05.03.2016	18.08.2020 for 1427	10.25	10.25	307,500	111,145	418,645	Shoratal, Tangail
144	1549	Md. Azharul Islam	25.05.2006	01.04.2015	1426 not paid	10	10	150,000	69,920	219,920	Shibpur, Dinajpur
145	2363	Md. Elias Hossain Bablu	10.05.2006	29.08.2016	10.08.2020 for 1427	11	11	385,000	121,695	506,695	Jaldhaka, Nilphamari

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146	549	Mst. Shamsun Nahar	08.05.2006	16.07.2016	19.02.2020 for 1426	10	10	270,000	99,070	369,070	Beripota, Sirajganj
147	3075	Md. Anisur Rahman Sarker	13.07.2006	18.01.2015	27.06.2020 for 1427	10	10	300,000	104,670	404,670	Mohorompur, Dinajpur
148	5612 & 6102	Md. Ruhul Amin & Md. Abu Taher	29/11/2006 & 8/1/2006	-	1426 not paid	5	Mutation is under process	160,000	52,000	212,000	123 No. Chadpur, Laxmipur
149	592	Kazi Motaher Hossain	01.10.2006	01.02.2015	10.08.2020 for 1427	12	12	348,000	117,440	465,440	11 No. Charbodrasan, Faridpur
150	3789	Md. Shahidul Islam,	11.09.2006	-	20.02.2020 for 1426	8	Mutation is under process	320,000	97,600	417,600	Nowadda, Manikganj
151	367	MD Harun Bapari, MD Jahagir Bapari, MD Kobir Hossain	05/04/2007	9/7/2015	18.08.2020 for 1427	12	12	288,000	91,900	379,900	Khunna Gobindapur, Barisal
152	606	Musammatt Tahmina Begum	24.06.2007	09.09.2015	16.01.2020 for 1426	8	8	360,000	124,450	484,450	Chor Shokhipur, Shariatpur
153	2108	Habibur Rahman Bepari	30.4.2007	-	1426 not paid	8	Mutation is under process	480,000	118,650	598,650	Kachiar Chor, Laxmipur
154	1558	Joyanal Abedin	26.09.2007	10.10.2018	13.01.2020 for 1427	10	10	210,000	90,330	300,330	Eidgor, Cox's Bazar
155	3416	Md. Tanu and Md. Faruq Ahmed	12.07.2006	06.11.2007	02.03.2020 for 1426	11.82	11.82	354,600	120,248	474,848	Hogla, Chapainawabgonj
156	664	Nowshad and others	05.10.2006	-	1426 not paid	12.67	Mutation under process	253,400	91,399	344,799	Mithamoin, Kishorganj
157	3039	Md. Joyanal Abedin Akhund	23.05.2006	28.06.2016	02.12.2019 for 1426	10.15	10.15	507,000	149,820	656,820	Tarutiya, Sirajganj
158	745	Md. Azizur Rahman	02.04.2006	-	12.03.2020 for 1426	12.5	Mutation under process	450,000	114,490	564,490	Bhugaon, Sunamganj
159	1417	Helal Uddin	31/10/2007	-	1426 not paid	3.5	Mutation under process	250,000	92,730	342,730	Matarbari, Mohekhali
160	1657	Mohammad Karim Newaz	25.04.2007	24.11.2014	21.10.2019 for 1426	8	8	140,000	76,920	216,920	Choto Chanua, Bashkhali
161	765	Joyanal Abidin	24/04/2005	16.01.2019	20.10.2019 for 1426	15	15	270,000	93,020	363,020	Chaliatoli, Ramu, Cox' Bazar
162	5872	Md. Abu Jafar Sordar	19.09.2007	25.06.2009	28.07.2020 for 1427	8	8	208,000	97,833	305,833	Jamgram, Bogra

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163	1133	A Rajjak Patwary	17.4.2007	25.01.2016	Rent has been paid upto 1421 under the S.A. records, however, rent after 1421 will be given under B.S. record, WIP 1426 not paid	10	10	400,000	126,240	526,240	Kachiara, Chandpur
164	1523	Muhi Uddin	26.04.2007	15.04.2019	1426 not paid	8	8	300,000	113,230	413,230	Harbang, Cox' Bazar
165	5948	Md. Abdus Salam	18.09.2007	17.05.2016	30.06.2020 for 1427	10	10	350,000	112,130	462,130	Biroli, Bogra
166	1576	Hazi Sirajul Haque	25.09.2007	22.10.2014	12.02.2020 for 1426	8	8	200,000	83,480	283,480	Chiluniya, Chittagong
167	572	Abdul Salam	29.04.2007	13.07.2015	Rent has been paid upto 1421 under the S.A. records, however, rent after 1421 will be given under B.S. record, WIP 1426 not paid	8	8	112,000	71,890	183,890	Dokkhimila, Cox' Bazar
168	2936	Md. Nazimuddin and others	27.11.2006	17.07.2016	22.10.2019 for 1426	15	15	300,000	109,720	409,720	Foliya, Pabna
169	579	Abdul Amin Shawdagor	30.04.2007	27.02.2018	20.10.2019 for 1426	8	8	160,000	81,780	241,780	Uttomila, Cox' Bazar
170	2419	Md. Sirajul Haque Chowdhury and others	25.06.2007	11.01.2015	Rent has been paid on 06.08.2020 for 1427 Bangla Year	8	Mutation is under process on BS record	192,000	87,860	279,860	Nishchintapur, Chandpur
171	1392	Mosammad Shahina Dewan	08.03.2007	-	19.07.2020 for 1427	12	Mutation is under process	1,700,000	373,890	2,073,890	Sutrapur, Gazipur
172	533	Sree Narendra Chandra Mondal	25.03.2007	13.11.2016	19.08.2020 for 1427	11	11	935,000	231,705	1,166,705	Kashi Bottola, Tangail
173	3653	Md. Abul Hossain Bepari	05.11.2006	02.11.2015	02.01.2019 for 1426	11	11	275,000	94,715	369,715	Khalkhola, Sirajganj
174	5953 & 6141	Md. Chomir Uddin	18.09.2007 & 02.10.2007	24.05.2016	06.08.2020 for 1427	8.5	8.5	340,000	131,443	471,443	Bewrapara, Bogra

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175	1707	Md. Halim Sheikh	09.10.2007	-	21.06.2020 for 1427	8.5	Mutation under process	263,500	95,380	358,880	Gourasta, Bagerhat
176	5887	Mohammad Emam Hossain Miah	06.11.2007	17.10.2019	13.01.2020 for 1426	8.6	8.6	400,760	106,026	506,786	Jodunondi, Faridpur
177	2131	Md. Arshed Ali and Sherajuddin Sharder	18.09.2007	11.09.2019	17.09.2019 for 1426	8	8	240,000	87,730	327,730	Chandrapur, Shariatpur
178	3043	Md. Keramot Ali	13.09.2007	26.2.2015	20.2.2020 for 1427	8.5	8.5	320,000	70,650	390,650	Nomodikhila, Netrokona
179	7279	Md. Chowdhury Miah	06.08.2017	07.10.2015	9.12.2019 for 1426	9	9	135,000	73,100	208,100	Andarchor, Noakhali
180	10084	Hazi Shofiq Ullah	11.11.2007	18.6.2015	08.07.2020 for 1427	4	4	220,000	78,540	298,540	Purbo (East) Ewazbaila, Noakhali
181	7356	Md. Shamsul Haque	05.11.2007	11.11.2018	20.11.2019 for 1426	3	3	285,000	101,740	386,740	Suapur, Dhaka
182	9986	Md. Abdul Aziz	25.11.2007	-	28.06.2020 for 1427	12.25	Mutation is under process	1,315,650	234,228	1,549,878	10 No. Telihati, Gazipur
183	8128	Md. Mohandin	09.12.2007	06.09.2018	07.07.2020 for 1427	4	4	316,000	110,835	426,835	Baira, Comilla
184	11059	Md. Alam Miah	10.12.2007	03.09.2014	9.2.2020 for 1426	4	4	100,000	59,940	159,940	Chor Algi, Noakhali
185	2313	Shah Alam Mollah	15.05.2007	-	1426 not paid	9.5	Mutation under process	190,000	79,130	269,130	Uttor Chor Kalkini, Laxmipur
186	1357	Mohammad Shiraj Uddin	07.03.2007	01.06.2016	25.08.2020 for 1427	8.5	8.5	165,750	71,136	236,886	Chor Poragacha, Laxmipur
187	767 & 1026	Makhon Lal Das	23.05.2007 & 10.07.2007	01.07.2018	19.07.2020 for 1427	10.86	10.86	305,000	70,670	375,670	Badhal, Bagerhat
188	3691	Mawlana Md. Nuruzzaman	24.04.2007	07.10.2015	19.12.2019 Paid for 1426	8.19	8.19	260,416	84,258	344,674	Purbo Shullokia, Noakhali
189	3363	Md. Abed Ali	09.10.2007	-	11.02.2020 for 1426	12.5	Mutation under process	387,500	116,070	503,570	Munshiganj, Satkhira
190	931	Yeakub Ali Sheikh	07.08.2007	04.12.2016	07.07.2020 for 1427	13	13	572,000	160,400	732,400	Ghiliatola, Khulna
191	3147	Jamirul Haque	23.09.2007	4.5.2015	11.03.2020 for 1427	3	3	200,000	82,310	282,310	Shotrumordon, Sunamganj
192	6066	Md. Hossain Shahid Shorafuddin Khan	12.11.2007	31.08.2014	11.03.2020 for 1426	3.43	Mutation is under process on BS record	200,000	83,850	283,850	Lorayer Chor, Chandpur

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193	2951	Hazi Md. Nazrul Islam Laskar	29.10.2007	06.12.2018	16.02.2020 for 1426	3.08	3.08	126,280	61,366	187,646	Kathamdorbostho, Gopalganj
194	2655	Md. Rezaul Haque Khan	17.09.2007	01.04.2016	05.08.2020 for 1427	8	8	312,000	103,850	415,850	Abdul Baria, Chuadanga
195	1738	Md. Ekram Mollah and Md. Kuddus Mollah	04.11.2017	16.7.2015	20.2.2020 for 1426	3.08	3.08	178,640	87,560	266,200	Helencha, Faridpur
196	7074	Nibash Chondro Shorker	06.11.2007	16.09.2015	09.03.2020 for 1426	3.08	Mutation is under process on BS record	246,400	93,912	340,312	Dokkhin Pihor, Comilla
197	2285	Sree Jayanta Kumar Ghosh and Sree Subrata Ghosh.	01.10.2007	10.10.2018	26.07.2020 for 1427	8	8	310,000	116,495	426,495	Amadi, Khulna
198	2581	Asraf Ali Shorder	29.11.2007	28.09.2017	01.09.2020 for 1427	8	8	200,000	86,585	286,585	Gawla, Bagerhat
199	2168	Mohammad Ahider Rahman and Mohammad Ansarul Haque	09.12.2007	20.07.2014	18.02.2020 for 1426	4	4	104,000	58,230	162,230	Rahamatpur, Chittagong
200	2170	Md. Arman Uddin (Jewel)	09.12.2007	23.07.2014	23.08.2020 for 1427	4	4	70,000	55,510	125,510	Musapur, Chittagong
201	1229	Hazi Akhter Kamal	04.10.2006	28.02.2018	14.10.2019 for 1426	11	11	220,000	82,970	302,970	Shilkhali, Cox' Bazar
202	1145	Md. Ruhul Amin Talukder and Md. Hefzur Rahman	12.10.2006	19.05.2015	Rent has been paid upto 1421... under the SA records, however, rent after 1421 will be given under B.S. record, WIP	16	16	480,040	121,407	601,447	Bhamu, Habigonj
203	360	Md. Abul Hossain Bepari and Md. Shahjahan Bepari	18.01.2007	01.01.2015	Rent has been paid on 04.08.2020 for 1427 Bangla Year	9.18	Mutation is under process for BS Record	247,860	97,591	345,451	Laxmipur, Chandpur
204	747	Tayeb Ullah	20.03.2007	-	1426 not paid	15.5	Mutation under process	465,000	117,920	582,920	Boro Chor, Habigonj
205	4377	Md Monir Miah	11.10.2006	-	09.08.2020 for 1427	11	Mutation is under process	308,000	100,625	408,625	Amotol, Moulovibazar

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206	2971	Abul Kashem Molla and others	05.03.2007	-	12.08.2020 for 1427	8.5	Mutation is under process	212,500	85,687	298,187	Changaon, Comilla
207	1882	Munshi Md. Hafez Ali and others	21.05.2007	16.02.2015	Rent has been paid upto 1421... under the S.A. records, however, rent after 1421 will be given under B.S. record, WIP	12	Mutation under process for BS Record	300,000	92,900	392,900	Gozra, Chandpur
208	659	Md. Shohid Ullah	13.01.2008	-	30.06.2020 for 1427	3.08	Mutation under process	169,500	71,635	241,135	Dombaria, Comilla
209	157	A B M Emran Hasan Mamun	22.01.2008	-	17.2.2020 for 1426	8	Mutation under process	400,000	116,462	516,462	Chorkhali, Narail
210	2609	Md. Bokkor Mollah and Md. Kader Mollah	27.12.2007	15.12.2015	17.2.2020 for 1426	8	8	208,000	107,125	315,125	Bichali, Narail
211	2194	Ali Ahmed	07.05.2008	17.05.2015	09.03.2020 for 1426	4	4	125,000	78,768	203,768	Sagoria, Noakhali
212	1284	Partho Protim Baidya	17.08.2008	04.02.2019	16.2.2020 for 1426	3.5	3.5	175,000	83,181	258,181	Kolabari, Gopalganj
213	2100	Md. Nurul Haque Mollah	06.04.2008	-	20.2.2020 for 1426	3.08	Mutation is under process	277,200	88,000	365,200	Dokkhin Japra, Manikganj
214	555	Shetu Lalgor and Nitesh Chandra Gop	25.09.2007	-	1426 not paid	13.32	Mutation under process	133,200	68,082	201,282	Patolipara, Habigonj
215	2131	Sobor Ali Sheikh	27.05.2008	-	05.07.2020 for 1427	8	8	256,000	95,360	351,360	Vishomborde, Gopalganj
216	3162	Md. Mamun Uddin	24.06.2008	10.12.2017	23.06.2020 for 1427	4	4	150,000	108,592	258,592	Jahajmara, Noakhali
217	2167	Md. Anisur Rahman	25.05.2008	25.09.2019	08.07.2020 for 1427	3	3	230,000	98,967	328,967	Modonpur, Netrokona
218	1050	Ferdous Chowdhury (Prince)	01.06.2008	03.11.2016	1426 not paid	3	3	170,000	70,190	240,190	Kauljani, Tangail

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219	3956	Shongkor Chandra Pal	26.11.2007	14.02.2016	Rent has been paid upto 1426... under the S.A. records, however, rent after 1426 will be given under B.S. record, WIP	4	4	400,000	119,990	519,990	Fathepur, Tangail
220	8750	Md. Abdul Barik	16/07/2008	7.6.2015	30.06.2020 for 1427	3.5	3.5	280,000	106,899	386,899	Gazirkhamar, Sherpur
221	3566	Md. Chan Miah	13/11/2014	13.11.2017	10.02.2020 for 1426	2.5	2.5	237,500	107,870	345,370	Mahmudpur, Jamalpur
222	3779	Md. Abdul Kashem	29.07.2008	14.02.2019	08.07.2020 for 1427	3	3	181,500	89,950	271,450	Thakurkona, Netrokona
223	4026	Md. Mijanur Rahman Talukder	18/08/2008	12.07.2015	09.08.2020 for 1427	3.09	3.09	293,550	105,426	398,976	Dewpara, Tangail
224	2294	Md. Omar Ali	03/08/2008	-	11.03.2020 for 1426	3.5	3.5	150,000	87,823	237,823	Hatibhanga, Jamalpur
225	24367	MD Mohiuddin	24.09.2008	-	26.07.2020 for 1427	8.5	8.5	1,360,000	330,602	1,690,602	South Salna, Gazipur
226	7628	Abdul Mannan	08.09.2008	-	15.01.2020 for 1426	3.08	Mutation under process	205,300	75,679	280,979	Mohonpur, Comilla
227	13424	Alhaj Mawlana Mohiuddin	13.11.2008	07.10.2015	09.12.2019 for 1426	4	4	200,000	76,948	276,948	Bhatirtek, Noakhali
228	12047	Mossamat Jolekha Begum	12/11/2008	-	1426 not paid	4	Mutation under process	150,000	71,590	221,590	Forashganj, Laxmipur
229	1366	Dilip Chandra Pal	23/10/2008	17.12.2015	16.02.2020 for 1426	4	Mutation under process	240,000	80,298	320,298	Charigaon, Feni
230	8598	Md. Abu Musa Majumder	18/01/2015	20.08.2015	29.07.2020 for 1427	3.08	3.08	154,000	69,232	223,232	Bollarchar, Comilla
231	6294	Md. Rafiqul Islam	16/09/2008	01.06.2016	25.08.2020 for 1427	4	4	90,000	62,128	152,128	Shuzon Gram, Laxmipur
232	6084	Md. Obaydullah	02/11/2008	27.11.2014	24.07.2020 for 1427	3.08	3.08	154,000	69,312	223,312	Chandhara Baza, Mymensingh
233	13027	Abdul Rajak	04/11/2008	22.12.2015	18.02.2020 for 1426	3.5	3.5	260,000	91,820	351,820	Jahajmara, Noakhali
234	4019	Md. Abdul Rouf	23/07/2008	02.09.2015	30.06.2020 for 1427	3	3	342,000	114,917	456,917	Rawna, Mymensingh
235	7500	Md. Abu Bokor Siddiq	20/10/2008	27/07/2017	09.08.2020 for 1427	3	3	120,000	67,920	187,920	Belutia, Tangail

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236	3343	Alhaj Eng. Md. Abdur Rashid	10/09/2008	20/08/2019	12.08.2019 for 1426	5	5	237,500	82,995	320,495	Bish Gaon, Hobiganj
237	1341	Sreenoti Protima Rani Chowdhury	27/04/2008	20.11.2014	19.03.2020 for 1426	8	8	380,000	119,210	499,210	Binajuri, Chittagong
238	2817	Md Afaj uddin	17/09/2008	27/08/2015	16.02.2020 for 1426	3.5	3.5	140,000	76,490	216,490	Shalbahan, Panchagarh
239	650	Md. Abdul Hai	23/06/2008	1.02.2015	19.03.2020 for 1426	3.5	3.5	129,500	64,595	194,095	Taltoli, Borguna
240	2372	Md. Toffayel Ahmed	16/09/2008	10/03/2015	15.07.2020 for 1427	3.5	3.5	192,500	101,652	294,152	Dewgram, Dinajpur
241	1658	Abu Talab Chowdhury	16/10/2008	14.01.2015	12.02.2020 for 1426	3	3	150,000	83,490	233,490	Uttor Baromachia, Chittagong
242	3235	Md. Azahar Ali	25/05/2008	13.07.2015	17.06.2020 for 1427	10	10	350,000	131,315	481,315	Kismat bashantapur, Rangpur
243	1815	Md. Azizul Haque (Khaled)	28/08/2008	25.05.2016	20/10/2019 for 1426	8	8	390,000	152,259	542,259	Shirpur, Bogra
244	1539	Abdul Chalam	30/10/2007	31/07/2018	20.10.2019 for 1426	4	4	115,000	24,895	139,895	South nila, Coxsbazar
245	3088	Md. Waresh Ali and Md. Shamsuddin	27/05/2008	22.03.2009	10.08.2020 for 1427	8	8	200,000	101,431	301,431	Magura, Nilphamari
246	2633	Md. Waresh Ali and others	28/05/2008	20.05.2015	1426 not paid	8	8	240,000	109,009	349,009	Shotogram, Dinajpur
247	1938	MD Akramul Hok	06/07/2008	-	26.07.2020 for 1427	8	8	360,000	134,057	494,057	Medini, Dinajpur
248	316	Shurash Chondro Burua	09/02/2009	22.10.2019	30.06.2020 for 1427	3	3	225,000	97,233	322,233	Shilghata, Chittagong
249	309	Mohammad Nasir Uddin Shikder and others	02/02/2009	22/10/2019	30.06.2020 for 1427	3	3	141,000	74,643	215,643	Boroduara, Chittagong
250	289	Abul Hasham	17/02/2009	13.08.2018	1426 not paid	2.5	2.5	250,000	102,705	352,705	Moddho Gadgha, Chittagong
251	256	Hazi Sultan Mohammad	12/02/2009	-	1426 not paid	3.5	Mutation under process	70,000	66,070	136,070	Lingur Bill, Cox's Bazar
252	131	Nur Mohammad	23/02/2009	21/10/2019	22/11/2020 for 1426	8.68	8.68	200,000	109,070	309,070	Dokkhin Dhurang, Cox's Bazar
253	51	Md. Azizur Rahman and Md. Faridur Rahman	01/01/2009	17.11.2014	15.07.2020 for 1427	3	3	195,000	86,239	281,239	Kurikhania, Sherpur
254	1650	Md. Abdul Hai	23/06/2008	01.02.2015	19.08.2020 for 1427	3.5	3.5	129,500	108,620	238,120	Taltoli, Borguna

Sl No.	Deed No.	Name of Seller	Date	Mutation date	Last payment date of current rent	Area of the Land as per deed (decimal)	Area of the Land as per mutation (decimal)	Land Deed Value (BDT)	Other Cost including Land Development Cost (BDT)	Total Land Cost (BDT)	Location
255	1915	Abul Kalam	01/10/2014	27.02.2018	04.10.2019 for 1426	3.5	3.5	87,600	65,760	153,360	Boro Dhel, Cox' Bazar
256	826	Md. Mohiuddin and others	17/02/2009	14.10.2015	18.02.2020 for 1427	3.55	3.55	165,000	76,528	241,528	Hazipur, Noakhali
257	33466	Hazi Abdul Aziz and others	29/08/2010	04.04.2013	06.07.2020 for 1427	25	25	10,000,000	2,048,126	12,048,126	Amlab, Narayanganj
258	4352	Mohammad Khorshed Alam Chowdhury	13/10/2013	-	12.03.2020 for 1426	15	Mutation under process	32,250,000	3,708,750	35,958,750	Chandgaon Bhohoddarhat
259	1853	Farjana Yeasmin and Mahina Arefin	08/05/2014	12/05/2020	1426 not paid	19	19	26,600,000	2,559,000	29,159,000	Jilongga, Cox' Bazar
260	10554	Md Humayun Kabir and another	19.09.2007	7.1.2008	08.03.2020 for 1427	0.281	0.281	8,612,500	0	8,612,500	Dhanmondi, Dhaka
261	14722	L & M Builders Pvt Limited, represented by Managing Director, Md Liakot Ali Chowdhury	22.09.2008	31.10.2011	11.12.2019 for 1426	2.5	2.5	51,970,750	0	51,970,750	Mogaltoli, Chittagong
262	7857	Md Shamsul Haque and another	21.09.2008	04.01.2009	19.03.2020 for 1426	17.88	17.88	2,883,000	5,965,400	8,648,400	Bauband, Comilla
263	15995	Md Panjor Ali and others	17.07.2010	21.12.2011	16.03.2020 for 1426	40.75	40.75	3,532,000	23,989,408	27,521,408	Jajor, Gazipur
						3,183.22	2,264.04	227,330,859	66,439,922	293,770,781	

(iv) The names of the persons from whom the lands has been acquired/ proposed to be acquired along with the cost of acquisition and relation, if any, of such persons to the Issuer or any sponsor or director thereof

SI No.	Deed No.	Name of Seller	Area of the Land as per deed (decimal)	Land Deed Value (BDT)	Relation with Issuer/Sponsor/Director
01	3796	Toptex Limited represented by Md Anwarul Haque	39	4,400,000	No Relation
02	5537	AKM Mostafa Kamal	22.5	1,200,000	No Relation
03	1005	Md Farhad Uddin Chowdhury	35	910,000	No Relation
04	6375	Md. Fazlul Hoque	2	125,000	No Relation
05	6398	Md. Salim and others	30	1,875,000	No Relation
06	2419	Mohammad Harun & Mohammad Jashim	21.66	1,299,600	No Relation
07	205	Golam Muhammad Azam and others	35	700,000	No Relation
08	4418	Md Abdul Salam and others	4	100,000	No Relation
09	4286	Ela Mazumdar	30	315,000	No Relation
10	17162	Mrs. Badrunessa Chowdhury	33	3,300,000	No Relation
11	15	Monir Ahammad/ Bashir Ahammad	23	540,500	No Relation
12	1089	Md. Tota Mia	32	464,000	No Relation
13	3244	Md Liakat Ali Sarker and others	26.5	530,000	No Relation
14	8777	Md. Zaherul Islam	24	633,333	No Relation
15	6234	Md Nobir Hossain Mondol	26	182,000	No Relation
16	4059	Md. Abdul Khalek Prodhan	20	260,000	No Relation
17	2201	Md Burhan Ullah	27	648,000	No Relation
18	7988	Md. Babur Ali and Md. Firoz Miah	25	750,000	No Relation
19	4853	Ali Ahmad Khan	24	720,000	No Relation
20	3084	Mohammad Abdul Hai	21.5	645,000	No Relation
21	3085	Abdul Wadudand Adul Shahid	7.5	225,000	No Relation
22	8724	S.M. Wadud Khokon	35	1,750,000	No Relation
23	4893	Latifa Beguma and others	34.06	238,420	No Relation
24	3470	Matiar Rahman Matubbar and Monowara Begum	33	643,500	No Relation
25	3008	Md. Jahur Miah	26	468,000	No Relation
26	3009	Musammat Shona Chan Bibi	2	36,000	No Relation
27	2047	Md. Abdur Rouf and others	28	2,660,000	No Relation
28	5030	Md Osman	26	170,000	No Relation
29	1511	Kazi Mofizuddin	33	396,000	No Relation
30	4243	Shamsul Haque Bepari, Musammat Mariamunnessa	14	350,000	No Relation
31	4929	Md Iddris and Al-Haj Monir Ahmed	14	413,000	No Relation
32	5391	Delwara Begum and others	13	247,000	No Relation
33	4592	Md. Abul Hossain	29	638,000	No Relation
34	5778	Hazi Mohammad Musa	15	150,000	No Relation
35	4519	Md. Fozlul Kabir Prodhan	15	232,500	No Relation
36	4036	Md Abdul Hoque	16	368,000	No Relation
37	2516	Kazi Jinnat Ali	17	255,000	No Relation
38	890	Md Shafiqul Islam	20	520,000	No Relation

SI No.	Deed No.	Name of Seller	Area of the Land as per deed (decimal)	Land Deed Value (BDT)	Relation with Issuer/Sponsor/Director
39	6371	Abdur Rahman Sheikh and others	11	275,000	No Relation
40	3498	Md. Mostafa Khan and others	14	224,000	No Relation
41	547	Manowara Chowdhury	18	180,000	No Relation
42	2948	Md. Atiar Rahman	13	149,500	No Relation
43	2317	Matiar Rahman	26	481,000	No Relation
44	7441	Nurjahan Begum	25	275,000	No Relation
45	3251	Sri Profullo Kumar Nath	10	250,000	No Relation
46	543	Haji Fozol Karim	15	195,000	No Relation
47	7554	Md Monirul Islam	26	689,000	No Relation
48	847	Shotish Chandra Devnath and others	12.5	250,000	No Relation
49	6801	Minor Nurul Amin Khan (care of Mumana Khatun)	15	150,000	No Relation
50	2903	Mst. Fuljan and Mst. Amena Khatun	12.67	126,700	No Relation
51	4178	Md. Abdur Rejjak and others	14	210,000	No Relation
52	1224	AKM Sirajul Hoque	8	320,000	No Relation
53	938	Md Samshur Rahman	11	440,000	No Relation
54	2430	Mst. Reja Khatun	10	250,000	No Relation
55	2431	Md. Sirajul Haque	2.5	62,500	No Relation
56	7177	S.M. Chan Miah and Shahadat Hossian	15	300,000	No Relation
57	7231	Keyamot Ali	13	291,460	No Relation
58	8799	Md. Abdul Ohab	10.5	210,000	No Relation
59	8798	Md. Emarot Ali Mollah	5	100,000	No Relation
60	9407	Md. Jahangir	2	40,000	No Relation
61	13694	Rowshon Ara Begum	10	400,000	No Relation
62	2032	Md Mobarak Ali Bapari	12.7	101,600	No Relation
63	3650	Md Khairul Islam	13	279,500	No Relation
64	5251	Md Azadunnabi	12.83	243,770	No Relation
65	3172	Sree Hirendra Chandra Pal	15	270,000	No Relation
66	5999	Md. Shafuzzaman	13.56	189,900	No Relation
67	6531	Mohammad Ali Munshi	15	225,000	No Relation
68	3965	Mohammad Abdullah	18.38	110,280	No Relation
69	3906	Md. Badruddin Mollah	15	270,000	No Relation
70	3036	Md. Abdus Sattar	14	350,000	No Relation
71	5205	Md. Abdus Salam and others	10.5	367,500	No Relation
72	3364	Musammat Jahanara Begum	11	371,000	No Relation
73	5912	Md. Jorip Uddin Mondal	15	450,000	No Relation
74	5437	Md. Chan Miah	10	300,000	No Relation
75	2043	Amir Hamza	2.5	200,000	No Relation
76	2820	Abdus Salam	11.19	269,000	No Relation
77	3872	Mokter Hossain and Abu Jafor	13	260,000	No Relation
78	151	Mosammat Setara Begum	27.5	1,017,500	No Relation
79	15899	Md. Rahmat Ullah	32	400,000	No Relation
80	166	Rezia Begum and others	13	195,000	No Relation

SI No.	Deed No.	Name of Seller	Area of the Land as per deed (decimal)	Land Deed Value (BDT)	Relation with Issuer/Sponsor/Director
81	76	Kazi Md. Abu Bokkor Siddiq and Mosammat Chaleha Khatun	13	182,000	No Relation
82	98	A. Salam Munshi	13	247,000	No Relation
83	5416	Sri Madar Chondro Biswas	14	462,000	No Relation
84	377	Md. Kawser Ali Sheikh	12	234,000	No Relation
85	7055	Sheikh Showkot Ali and Sheikh Nasir Uddin	12.5	375,000	No Relation
86	3438	Kai Kobad and others	13	344,500	No Relation
87	10724	Abdur Rahim Sarker and Md. Nazimuddin Sarker	25	162,500	No Relation
88	387	Sreemoti Shima Rani and Sree Kalipod Mondol	11	330,000	No Relation
89	1150	Md. Abu Bokor Siddique	10	160,000	No Relation
90	350	Musammat Johora Bibi	16.5	321,750	No Relation
91	666	Musammat Hashia Khatun	14	350,000	No Relation
92	244	Narayan Chandra Shikder and Krishna Das Shikder	11	176,000	No Relation
93	1727	Md. Anwar Hossain Chokder	16	384,000	No Relation
94	28060	Md. Emdad Hossain Sarker and Md. Nurul Islam	41	2,870,000	No Relation
95	159	Abul Kalam and others	21.5	107,500	No Relation
96	3761	Md. Moksedur Rahman and others	14	350,000	No Relation
97	7495	Md. Ali Akbar and others	14	291,200	No Relation
98	10272	Md. Ashraful and others	11.5	80,500	No Relation
99	13751	Md. Ashek Ali and others	13	110,500	No Relation
100	6912	Md. Alauddin	13	299,000	No Relation
101	73	Md. Fozlur Rahman	11	143,000	No Relation
102	2199	Md. Yunus Ali	11	330,000	No Relation
103	3403	Sheikh Gulam Mustafa	11	319,000	No Relation
104	1077	Nargis Jahan	12	456,000	No Relation
105	927	Md Abu Taleb Biswas	0.5	7,000	No Relation
106	782	Mst. Jahanara Khatun	14.5	203,000	No Relation
107	932	Sri Bashudeb Payen	12	324,000	No Relation
108	3387	Md. Shamsuddin Mollah and Mst. Asirun Nessa	9.5	161,500	No Relation
109	1294	Md. Abul Kashem Mollik and Md. Ali Ajgar Mollik	9	180,000	No Relation
110	8847	Md. Gofran Uddin	9	135,000	No Relation
111	2198	Proshenjit Barua	13	299,000	No Relation
112	3008	Md. Sekander Ali Mollah and others	11	104,500	No Relation
113	10473	Sadi Md. Anwarul Islam	10	400,000	No Relation
114	1092	Md. Nurul Islam	12.67	443,500	No Relation
115	538	Sree Shona Chandra Barmon	12	264,000	No Relation
116	315	Yeakub Ali and others	16	304,000	No Relation
117	1338	Md Musa and Mosammmat Bilkis Nur	22.03	330,450	No Relation
118	609	M. Mustafa Shahriar Bhuiyan	10	250,000	No Relation

SI No.	Deed No.	Name of Seller	Area of the Land as per deed (decimal)	Land Deed Value (BDT)	Relation with Issuer/Sponsor/Director
119	617	Md. Amjad Hossain Khalifa and others	12	216,000	No Relation
120	1445	Mohammad Yousuf	18.5	92,500	No Relation
121	13223	Md. Nizam Uddin (Bagha) and others	17.5	800,000	No Relation
122	415	Soiful Nessa	9	153,000	No Relation
123	815	Md. Rezaul Alam Siddiqi and Syeda Hasina Banu (Jhorna)	8	144,000	No Relation
124	752	Moulobi Bakhtiar Ahmed	13	162,500	No Relation
125	2997	Hazi Abdul Mannan	8	54,400	No Relation
126	1637	Abdul Hakim Khan and others	11	165,000	No Relation
127	1350	Amena Begum and others	9.5	133,000	No Relation
128	13142	Md. Abdul Hakim Shorkar	13.5	297,000	No Relation
129	381	Md. Abdur Rouf	15	300,000	No Relation
130	764	Md. Monsur Ali	10	110,000	No Relation
131	295	Md. Rafikul Islam Chowdhury and Md. Forhad Chowdhury	13	364,000	No Relation
132	700	Md. Abdus Sattar and others	10	150,000	No Relation
133	1433	Chitto Ronchun Kor	9	54,000	No Relation
134	3696	Rown Kha	15	220,000	No Relation
135	25465	Md Abdur Rashid	10	400,000	No Relation
136	868	Abdul Jobber	11	165,000	No Relation
137	3394	Sheikh Mozammel Haque	22	495,000	No Relation
138	1813	Hazra Obaydur Reza Salim	9	189,000	No Relation
139	1814	Sheikh Mirajun Haque and others	9.5	142,500	No Relation
140	620	Hazi Md. Abdul Hai	11.5	287,500	No Relation
141	2651	Md. Khorshedur Rahman	10	360,000	No Relation
142	2877	Md. Ruhul Amin and others	12.38	247,600	No Relation
143	4190	Md. Abu Bokkor Siddiq	10.25	307,500	No Relation
144	1549	Md. Azharul Islam	10	150,000	No Relation
145	2363	Md. Elias Hossain Bablu	11	385,000	No Relation
146	549	Mst. Shamsun Nahar	10	270,000	No Relation
147	3075	Md. Anisur Rahman Sarker	10	300,000	No Relation
148	5612 & 6102	Md. Ruhul Amin & Md. Abu Taher	5	160,000	No Relation
149	592	Kazi Motaher Hossain	12	348,000	No Relation
150	3789	Md. Shahidul Islam,	8	320,000	No Relation
151	367	MD Harun Bapari, MD Jahagir Bapari, MD Kobir Hossain	12	288,000	No Relation
152	606	Musammat Tahmina Begum	8	360,000	No Relation
153	2108	Habibur Rahman Bepari	8	480,000	No Relation
154	1558	Joynal Abedin	10	210,000	No Relation
155	3416	Md. Tanu and Md. Faruq Ahmed	11.82	354,600	No Relation
156	664	Nowshad and others	12.67	253,400	No Relation
157	3039	Md. Joynal Abedin Akhund	10.15	507,000	No Relation
158	745	Md. Azizur Rahman	12.5	450,000	No Relation
159	1417	Helal Uddin	3.5	250,000	No Relation
160	1657	Mohammad Karim Newaz	8	140,000	No Relation

SI No.	Deed No.	Name of Seller	Area of the Land as per deed (decimal)	Land Deed Value (BDT)	Relation with Issuer/Sponsor/Director
161	765	Joynal Abidin	15	270,000	No Relation
162	5872	Md. Abu Jafar Sordar	8	208,000	No Relation
163	1133	A Rajjak Patwary	10	400,000	No Relation
164	1523	Muhi Uddin	8	300,000	No Relation
165	5948	Md. Abdus Salam	10	350,000	No Relation
166	1576	Hazi Sirajul Haque	8	200,000	No Relation
167	572	Abdul Salam	8	112,000	No Relation
168	2936	Md. Nazimuddin and others	15	300,000	No Relation
169	579	Abdul Amin Shawdagor	8	160,000	No Relation
170	2419	Md. Sirajul Haque Chowdhury and others	8	192,000	No Relation
171	1392	Mosammad Shahina Dewan	12	1,700,000	No Relation
172	533	Sree Narendra Chandra Mondal	11	935,000	No Relation
173	3653	Md. Abul Hossain Bepari	11	275,000	No Relation
174	5953 & 6141	Md. Chomir Uddin	8.5	340,000	No Relation
175	1707	Md. Halim Sheikh	8.5	263,500	No Relation
176	5887	Mohammad Emam Hossain Miah	8.6	400,760	No Relation
177	2131	Md. Arshed Ali and Sherajuddin Sharder	8	240,000	No Relation
178	3043	Md. Keramot Ali	8.5	320,000	No Relation
179	7279	Md. Chowdhury Miah	9	135,000	No Relation
180	10084	Hazi Shofiq Ullah	4	220,000	No Relation
181	7356	Md. Shamsul Haque	3	285,000	No Relation
182	9986	Md. Abdul Aziz	12.25	1,315,650	No Relation
183	8128	Md. Mohandin	4	316,000	No Relation
184	11059	Md. Alam Miah	4	100,000	No Relation
185	2313	Shah Alam Mollah	9.5	190,000	No Relation
186	1357	Mohammad Shiraj Uddin	8.5	165,750	No Relation
187	767 & 1026	Makhon Lal Das	10.86	305,000	No Relation
188	3691	Mawlana Md. Nuruzzaman	8.19	260,416	No Relation
189	3363	Md. Abed Ali	12.5	387,500	No Relation
190	931	Yeakub Ali Sheikh	13	572,000	No Relation
191	3147	Jamirul Haque	3	200,000	No Relation
192	6066	Md. Hossain Shahid Shorafuddin Khan	3.43	200,000	No Relation
193	2951	Hazi Md. Nazrul Islam Laskar	3.08	126,280	No Relation
194	2655	Md. Rezaul Haque Khan	8	312,000	No Relation
195	1738	Md. Ekram Mollah and Md. Kuddus Mollah	3.08	178,640	No Relation
196	7074	Nibash Chondro Shorker	3.08	246,400	No Relation
197	2285	Sree Jayanta Kumar Ghosh and Sree Subrata Ghosh.	8	310,000	No Relation
198	2581	Asraf Ali Shorder	8	200,000	No Relation
199	2168	Mohammad Ahider Rahman and Mohammad Ansarul Haque	4	104,000	No Relation
200	2170	Md. Arman Uddin (Jewel)	4	70,000	No Relation
201	1229	Hazi Akhter Kamal	11	220,000	No Relation

SI No.	Deed No.	Name of Seller	Area of the Land as per deed (decimal)	Land Deed Value (BDT)	Relation with Issuer/Sponsor/Director
202	1145	Md. Ruhul Amin Talukder and Md. Hefzur Rahman	16	480,040	No Relation
203	360	Md. Abul Hossain Bepari and Md. Shahjahan Bepari	9.18	247,860	No Relation
204	747	Tayeb Ullah	15.5	465,000	No Relation
205	4377	Md Monir Miah	11	308,000	No Relation
206	2971	Abul Kashem Molla and others	8.5	212,500	No Relation
207	1882	Munshi Md. Hafez Ali and others	12	300,000	No Relation
208	659	Md. Shohid Ullah	3.08	169,500	No Relation
209	157	A B M Emran Hasan Mamun	8	400,000	No Relation
210	2609	Md. Bokkor Mollah and Md. Kader Mollah	8	208,000	No Relation
211	2194	Ali Ahmed	4	125,000	No Relation
212	1284	Partho Protim Baidya	3.5	175,000	No Relation
213	2100	Md. Nurul Haque Mollah	3.08	277,200	No Relation
214	555	Shetu Lagop and Nitesh Chandra Gop	13.32	133,200	No Relation
215	2131	Sobor Ali Sheikh	8	256,000	No Relation
216	3162	Md. Mamun Uddin	4	150,000	No Relation
217	2167	Md. Anisur Rahman	3	230,000	No Relation
218	1050	Ferdous Chowdhury (Prince)	3	170,000	No Relation
219	3956	Shongkor Chandra Pal	4	400,000	No Relation
220	8750	Md. Abdul Barik	3.5	280,000	No Relation
221	3566	Md. Chan Miah	2.5	237,500	No Relation
222	3779	Md. Abdul Kashem	3	181,500	No Relation
223	4026	Md. Mijanur Rahman Talukder	3.09	293,550	No Relation
224	2294	Md. Omar Ali	3.5	150,000	No Relation
225	24367	MD Mohiuddin	8.5	1,360,000	No Relation
226	7628	Abdul Mannan	3.08	205,300	No Relation
227	13424	Alhaj Mawlana Mohiuddin	4	200,000	No Relation
228	12047	Mossamat Jolekha Begum	4	150,000	No Relation
229	1366	Dilip Chandra Pal	4	240,000	No Relation
230	8598	Md. Abu Musa Majumder	3.08	154,000	No Relation
231	6294	Md. Rafiqul Islam	4	90,000	No Relation
232	6084	Md. Obaydullah	3.08	154,000	No Relation
233	13027	Abdul Rajak	3.5	260,000	No Relation
234	4019	Md. Abdur Rouf	3	342,000	No Relation
235	7500	Md. Abu Bokor Siddiq	3	120,000	No Relation
236	3343	Alhaj Eng. Md. Abdur Rashid	5	237,500	No Relation
237	1341	Sreemoti Protima Rani Chowdhury	8	380,000	No Relation
238	2817	Md Afaj uddin	3.5	140,000	No Relation
239	650	Md. Abdul Hai	3.5	129,500	No Relation
240	2372	Md. Toffayel Ahmed	3.5	192,500	No Relation
241	1658	Abu Talab Chowdhury	3	150,000	No Relation
242	3235	Md. Azahar Ali	10	350,000	No Relation
243	1815	Md. Azizul Haque (Khaled)	8	390,000	No Relation

SI No.	Deed No.	Name of Seller	Area of the Land as per deed (decimal)	Land Deed Value (BDT)	Relation with Issuer/Sponsor/Director
244	1539	Abdul Chalam	4	115,000	No Relation
245	3088	Md. Waresh Ali and Md. Shamsuddin	8	200,000	No Relation
246	2633	Md. Waresh Ali and others	8	240,000	No Relation
247	1938	MD Akramul Hok	8	360,000	No Relation
248	316	Shurash Chondro Burua	3	225,000	No Relation
249	309	Mohammad Nasir Uddin Shikder and others	3	141,000	No Relation
250	289	Abul Hasham	2.5	250,000	No Relation
251	256	Hazi Sultan Mohammad	3.5	70,000	No Relation
252	131	Nur Mohammad	8.68	200,000	No Relation
253	51	Md. Azizur Rahman and Md. Faridur Rahman	3	195,000	No Relation
254	1650	Md. Abdul Hai	3.5	129,500	No Relation
255	1915	Abul Kalam	3.5	87,600	No Relation
256	826	Md. Mohiuddin and others	3.55	165,000	No Relation
257	33466	Hazi Abdul Aziz and others	25	10,000,000	No Relation
258	4352	Mohammad Khorshed Alam Chowdhury	15	32,250,000	No Relation
259	1853	Farjana Yeasmin and Mahina Arefin	19	26,600,000	No Relation
260	10554	Md Humayun Kabir and another	0.281	8,612,500	No Relation
261	14722	L & M Builders Pvt Limited, represented by Managing Director, Md Liakot Ali Chowdhury	2.5	51,970,750	No Relation
262	7857	Md Shamsul Haque and another	17.88	2,683,000	No Relation
263	15995	Md Panjor Ali and others	40.75	3,532,000	No Relation
			3,183.22	227,330,859	

The Company does not have any plan to purchase land or acquire land as on prospectus publication date.

(v) Details of whether the Issuer has received all the approvals pertaining to use of the land, if required

As per clause 42, Right of Way, sub-clause 1, of The Bangladesh Telecommunication Act, 2001 (Act No. XVIII of 2001), states that, “an operator shall have right to install any apparatus, thing or facility on, above or over any land for the purpose of establishing a telecommunication system or for providing telecommunication service”. The Issuer has received all the approvals pertaining to use of the land in connection with provision of telecommunication services.

(vi) If the property is owned by the Issuer, whether there is a mortgage or other type of charge on the property, with name of the mortgagee

SI. No.	Name of Lender	Collateral Security
1	Standard Chartered Bank London	Hypothecation of the Company 's property, plant and equipment, all bank accounts and book debts.
2	Standard Chartered Bank (Off Shore Banking Unit, Savar) Bangladesh	Hypothecation of the Company 's property, plant and equipment, all bank accounts and book debts.

The above facilities has been repaid in February 2020.

(vii) If the property is taken on lease, the expiration dates of the lease with name of the lessor, principal terms and conditions of the lease agreements and details of payment

Due to the very nature of the telecom business, Robi has a significant number of leases with various individuals, telecom operators, tower Company and Government institution. The lease term/period of these leases varies from 1.1 year to 15 years (exception is the lease with Bangladesh Hi-Tech Park Authority which is for a period of 40 years).

The leases with telecom operators and tower Company represents lease of tower infrastructure facility. The company installs its Radio Active Network (RAN) equipment in these tower infrastructures. Leases with various individuals mainly represents lease of space where the Company deploys its own tower infrastructure and RAN equipment. Leases with telecom operators also includes lease of fiber to strengthen Company's network connectivity. Leases with various individuals also represents lease of space for Company's offices and outlets located all over the country. Lease with Government institution represents lease of land from Bangladesh Hi-Tech Park Authority.

Considering the volume of leases it is not possible to provide detailed information in the prospectus.

(viii) Dates of purchase of plant and machineries along with sellers name, address, years of sale, condition when purchased, country of origin, useful economic life at purchase and remaining economic life, purchase price and written down value

Considering the volume of equipments, it is not possible to provide detailed information of all equipments in the prospectus. Following are the list of top 200 equipments in terms of value.

Sl No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
1	SW: Software for Core site	18/09/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	881,615,270	740,436,057
2	SW: Downlink 64 QAMper Cell	8/10/2015	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	10	386,849,976	272,336,162
3	SW: OSS Application Software	28/05/2018	NA	Alcatel-Lucent International	148/152 route de laReine, 92100 BoulogneBillancourt, Paris - France France	Brand New	France	14	13	370,265,765	311,509,927
4	IBM Power 750Dual: 32*3.0GHz:384 G*300G	22/12/2013	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	8	229,172,782	132,437,695
5	U2000 Virtualization Enabler RTU_Online	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	205,861,415	183,509,981
6	750Dual: 32*3.0GHz:384 G*300G	30/06/2013	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	8	203,799,282	109,799,113
7	CBS and UVC capacity expansion-SR	23/12/2019	NA	Huawei Technologies (BD) Ltd.	Lotus Kamal Tower 8## 2, (Level 6), Dhaka-1212, Bangladesh	Brand New	Singapore	5	5	194,932,500	193,971,189
8	U2000 Virtualization Enabler RTU_Online	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	189,941,955	168,704,884
9	U2000 Virtualization Enabler RTU_Online	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	189,941,955	168,704,884
10	U2000 Virtualization Enabler RTU_Online	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	189,941,955	168,704,884

SI No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
11	U2000 Virtualization Enabler RTU Online	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	189,941,955	168,704,884
12	Huawei NetProbe3010 System Software	3/04/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	187,640,189	177,816,069
13	SW BSC	22/07/2014	NA	Nokia Solutions and Networks OY	Karaportti 3, 02610 Espoo Finland	Brand New	Finland	14	9	184,430,804	114,685,627
14	SW: Software for Vulta Core Site	18/09/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	168,090,880	141,173,313
15	Software_NGR PG01	28/11/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	14	160,895,428	159,846,301
16	BSC6900 GSM Basic Software	27/12/2015	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	10	156,683,242	112,661,690
17	Merger Huawei SW	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	5	3	133,825,684	70,689,293
18	SW Upgrade OSS & RAN	3/03/2019	NA	LM Ericsson Bangladesh Ltd.	Grand Delvistaa (Level 3), Plot-1 A Road 113, Gulshan 2, Dhaka - 1212 Bangladesh	Brand New	China	14	13	131,285,157	121,132,524
19	WCDMA HS Codes HWAC (per 5HS-Codes)	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	130,259,019	115,773,042
20	iManager U2000 SW-3G (per cell)	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	129,503,232	115,102,080
21	ADCS Capacity Expansion and Modernization Easyload	29/10/2018	NA	Tango Telecom Ltd.	Walton House Lon - EIRCODE: V Ireland	Brand New	Ireland	5	4	126,745,166	88,895,240
22	Software Version Upgrade	28/03/2019	NA	Comviva Technologies Ltd.	A-26, Info City, Sector 34, Gurgaon Haryana, India - 122001 India	Brand New	India	5	4	122,252,859	103,563,244

Sl No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
23	RNC Software	31/12/2013	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	8	119,091,863	69,051,090
24	SW Upgrade for Core,BSS & Tx	31/12/2011	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	6	109,689,474	46,982,535
25	Output Power HWAC 20W incr.steps(per RU)	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	108,761,640	96,601,195
26	Storage:All Flash;611TB	15/12/2019	NA	Computer Services Limited	12B, Ataturk Tower, 22 Kemal Ataturk - 1213 Bangladesh	Brand New	China	5	5	104,940,476	103,962,948
27	IBM Power 750Dual: 32*3.0GHz;384 G;6*300G	10/09/2013	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	8	99,741,636	55,688,624
28	ADCS Capacity Expansion	27/01/2019	NA	Tango Telecom Ltd.	Walton House Lon - EIRCODE: V Ireland	Brand New	Ireland	5	4	97,264,276	79,197,104
29	IBM Power 750Dual: 32*3.0GHz;384 G;6*300G	15/01/2013	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	7	97,079,584	49,774,794
30	Robi SW (Basic) - ESM (including OSS)	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	95,000,944	84,436,551
31	Evo 8200 RNC R2.0 - 68 EPB	18/09/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	94,024,516	78,967,724
32	Evo 8200 RNC R2.0 - 68 EPB	18/09/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	94,019,392	78,963,420
33	iManager U2000 SW- 3G (per cell)	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	90,694,451	80,554,066
34	WCDMA CE UL-HWAC (per 16CE)	12/12/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	90,366,488	76,330,202
35	Robi SW (Basic) - ESM (including OSS)	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	84,654,008	75,240,133
36	Evo 8200 RNC R2.0 - 68 EPB	14/12/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	84,512,353	72,388,884

SI No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
37	CloudUGW Software for	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	82,459,417	73,251,277
38	Software for BSC	3/04/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	82,349,182	78,037,695
39	VMSC SW	10/09/2013	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	8	80,127,915	44,434,097
40	2G & 3G Software	12/09/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	14	73,273,342	67,325,726
41	RNC Software	31/12/2013	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	8	70,582,986	40,924,981
42	Robi 3G SW (Basic) - ESM (incl. OSS)/CC	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	69,100,962	61,416,437
43	ADCS:2G add ft:2G cap:3G ft:3G cap	22/12/2013	NA	Tango Telecom Ltd.	Walton House Lon - EIRCODE: V Ireland	Brand New	Ireland	14	8	65,887,027	38,075,298
44	Evo 8200 RNC R2.0 - 68 EPB	23/01/2017	NA	Ericsson A B	S-16480 Stockholm Sweden	Brand New	Sweden	14	11	65,600,280	52,101,000
45	SOFTWARE_C GDMG29	28/11/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	14	64,778,317	64,355,927
46	Prepaid Sub Migration to Robi (IT enable)	30/10/2017	NA	Huawei Technologies (BD) Ltd.	Lotus Kamal Tower â## 2, (Level 6, - 1212 Bangladesh	Brand New	Singapore	5	3	64,124,925	36,261,327
47	Software for BSC	3/04/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	63,638,669	60,306,792
48	Software for BSC	4/04/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	62,737,414	59,464,755
49	Robi 3G SW (Basic) - ESM (incl. OSS)/CC	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	60,616,173	45,826,268
50	Evo 8200 RNC R2.0 - 68 EPB	23/12/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	59,808,170	52,290,774

Sl No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
51	Evo 8200 RNC R2.0-56 EPB	9/05/2016	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	11	58,792,752	43,781,324
52	SW: BSS Upgrade;G11B	21/10/2012	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	7	58,761,794	27,944,119
53	SW: Software for South Core	18/09/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	58,685,532	49,287,807
54	Software_CGD MG01	28/11/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	58,649,951	58,267,521
55	SW: GSM Multiple Transceiver for Multi-Mode	8/10/2015	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	10	58,320,184	41,056,472
56	SW: GSM Multiple Transceiver for Multi-Mode	8/10/2015	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	10	58,320,184	41,056,472
57	HW: XD X6 2HC:HALF RACK:3TB Memory	6/12/2018	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	5	4	57,676,392	34,884,341
58	RAN SW	28/12/2014	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	9	55,393,924	36,087,732
59	NSN SW (NSN PO-02)	25/04/2011	NA	Nokia Siemens Networks Oy	Karapotti 3, 02610 Espoo Finland	Brand New	Finland	14	5	53,935,320	20,591,723
60	Evo 8200 RNC R2.0 -68 EPB	23/01/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	11	53,177,879	40,548,167
61	HW: EvoC 8200- RNC User Capacity HWAC	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	50,615,159	44,955,997
62	SW: DEP- Internal Gateway	23/01/2019	NA	WSO2.Telco Inc	20, Palm Grove - 00300 Sri Lanka	Brand New	Sri Lanka	5	4	48,158,918	39,107,680
63	Software for 2G & 3G	11/02/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	48,060,956	45,074,593
64	SW-BSS Basic SW Package 3	28/12/2014	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	9	47,857,410	31,177,885

SI No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
65	SW: RBM customization for AT Merger	20/05/2018	NA	NetCracker Technology Corporation	University Office Park III, 95 Sawyer Road, Waltham, MA 0245 University Office Park III, 95 Sawyer Ro USA	Brand New	USA	5	3	46,738,699	29,270,414
66	SMSC ELSMSC SW TPS	4/11/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	5	4	46,596,599	35,796,996
67	Software for 2G & 3G	11/02/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	46,468,446	43,581,037
68	Software for ICMS Merger CR	1/11/2017	NA	Pelatro PLC	Summit Avenue, Suite 1, Montvra - 07645 USA	Brand New	USA	5	3	45,643,109	25,860,260
69	SON Module CAD	12/09/2019	NA	Tech Mahindra (Singapore) Pte. Ltd	06-01 Honeywell Building, 17 Changi Business Park Central, Singapore	Brand New	Singapore	14	14	45,407,970	41,855,485
70	Evo 8200 RNC R2.0 - 68 EPB	23/12/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	44,518,585	39,171,910
71	Software for BSC	3/04/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	14	43,557,373	41,276,876
72	SW Reservation_3 GRNC	17/12/2014	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	9	42,958,792	27,898,479
73	Easy load Hardware_DR site	28/03/2019	NA	Comviva Technologies Ltd.	A-26, Info City, Sector 34, Gurgaon Haryana, India - 122001 India	Brand New	India	5	4	42,712,176	27,928,484
74	RNC Software	31/12/2013	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	8	42,643,548	24,725,312
75	Control Plane Processing Unit: ECU 3rd gen	28/06/2015	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	10	40,858,725	28,121,263
76	Control Plane Processing Unit: ECU 3rd gen	28/06/2015	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	10	40,858,725	28,121,263
77	HW: Output Power HWAC 40W->60W (per RU)	24/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	40,798,731	36,190,181
78	SW: GPRS:64kbps	31/05/2015	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	10	39,483,029	26,827,519

Sl No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
79	SW: Rating & Charging-SSW(V300R003)	14/11/2012	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	7	39,299,735	19,682,080
80	SW: UPS Version Upgrade (4 Million Subs)	12/06/2017	NA	Comptel Corporation	Salmisaarenaukio 1, Helsinki - 00180 Finland	Brand New	Finland	5	2	39,238,168	19,178,327
81	Evo 8200 RNC R2.0-56 EPB	18/02/2016	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	10	38,646,090	28,179,969
82	Evo 8200 RNC R2.0-56 EPB	18/02/2016	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	10	38,646,090	28,179,969
83	Evo 8200 RNC R2.0-56 EPB	18/02/2016	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	10	38,646,090	28,179,969
84	SON Module ANR 4G	12/09/2019	NA	Tech Mahindra (Singapore) Pte. Ltd	06-01 Honeywell Building, 17 Changi Business Park Central, Singapore	Brand New	Singapore	14	14	38,052,194	35,075,187
85	NPM EMC Storage Hardware	5/12/2018	NA	Nokia Solutions and Networks OY	Karaportti 3, 02610 Espoo Finland	Brand New	Finland	14	13	36,606,330	33,070,443
86	Evo 8200 RNC R2.0-68 EPB	22/08/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	36,189,629	30,161,610
87	Software for BSC	30/07/2013	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	8	35,882,949	19,745,738
88	MNP Master & eTSAF Solution	11/12/2018	NA	Commlink Info Tech Limited	House # 03, Road # 23/A, Gulshan-1, Dhaka - 1212 Bangladesh	Brand New	China	5	4	34,562,500	27,252,295
89	SOFTWARE - GPSDR34	28/11/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	14	34,079,426	33,857,210
90	Data Acceleration	12/12/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	33,300,016	28,510,288
91	Software for BSC	3/04/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	32,049,160	30,371,189
92	P/FAI8010774/14M	28/05/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	31,930,782	28,379,849
93	Easy load Hardware - prod	28/03/2019	NA	Comviva Technologies Ltd.	A-26, Info City, Sector 34, Gurgaon Haryana, India - 122001 India	Brand New	India	5	4	31,871,169	20,177,204

SI No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
94	SW: UPS customization for CBS	20/05/2018	NA	Comptel Corporation	Salmisaarenaukio 1, Helsinki - 00180 Finland	Brand New	Finland	5	3	30,735,783	19,749,058
95	Platform Contentual marketing Drop-2	15/12/2019	NA	Pelatro PLC	49, Queen Victoria St, London EC4N 4SA United Kingdom	Brand New	United Kingdom	5	5	30,424,115	30,140,712
96	CR for CRM_WSC Merger	5/11/2017	NA	Wipro Limited	Doddakanneli, Saijapur Road, Bangalore Karnataka India	Brand New	India	5	3	28,525,387	20,789,361
97	Software_JOY DEV/PUR SITE	15/02/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	11	28,230,000	22,545,328
98	HDD activity MergeCo	20/03/2019	NA	Hamida Traders Ltd	Mahtab Center, 177 Shaheed Syed Nazrul Islam Shawrani Bijoynagar, Dhaka - 1000 Bangladesh	Brand New	Bangladesh	14	13	28,223,623	26,670,164
99	Backup Appliance	31/12/2016	NA	Aamra Technologies Limited	sheikh Hasina Software Technology Park Bangladesh	Brand New	China	14	11	27,886,742	22,083,432
100	Backup Appliance	31/12/2016	NA	Aamra Technologies Limited	sheikh Hasina Software Technology Park Bangladesh	Brand New	China	14	11	27,886,742	22,083,432
101	Mediation software for unlimited subscribe	1/01/2019	NA	Digital Route AB	Skeppsbron 34 111 30 Stockholm Sweden	Brand New	Sweden	5	4	27,766,306	22,213,045
102	Software_NGR PG01	28/11/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	27,659,332	27,478,978
103	DC Power Cable	19/02/2017	NA	BRB Cable Industries Ltd	House # 10/B, Road # 06, Dhanmondi, - 1205 Bangladesh	Brand New	Bangladesh	14	11	26,198,860	20,943,297
104	Software_GPS DR34	7/08/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	14	25,749,894	25,023,959
105	PDF: - 48VDC/1300A; DPDF-L-1300	2/03/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	11	25,354,973	20,322,184

SI No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
106	PDF - 48VDC/1300A; DPDF-L-I-1300	2/03/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	11	25,354,973	20,322,184
107	BSC6900 GSM Basic Software	17/12/2014	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	9	25,143,359	16,315,419
108	SMSC Software Expansion	24/03/2016	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	11	25,078,804	18,454,848
109	SuperLargeScale PC Server_Storage e4CPU	22/11/2016	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	11	24,886,468	19,469,921
110	SuperLargeScale PC Server_Storage e4CPU	22/11/2016	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	11	24,886,468	19,469,921
111	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	24,542,260	21,133,681
112	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	22,897,099	19,603,680
113	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	22,897,099	19,603,680
114	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	22,897,099	19,603,680
115	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	22,897,099	19,603,680
116	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	22,897,099	19,603,680

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117	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	22,897,099	19,603,680
118	U2000 Virtualization Enabler RTU_Online	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	22,897,099	19,603,680
119	SW: Software for Uday	18/09/2017	NA	Infovista (Asia-Pacific) Pte Ltd	137 Telok Ayer St, #0801, Singapore 068602 Singapore	Brand New	Singapore	14	12	22,596,087	18,977,618
120	Purley 2P Compute Node, CH121 V5	23/06/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	22,414,547	21,589,201
121	Purley 2P Compute Node, CH121 V5	23/06/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	22,414,547	21,589,201
122	Purley 2P Compute Node, CH121 V5	23/06/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	22,414,547	21,589,201
123	Purley 2P Compute Node, CH121 V5	23/06/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	22,414,547	21,589,201
124	Purley 2P Compute Node, CH121 V5	23/06/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	22,414,547	21,589,201
125	Purley 2P Compute Node, CH121 V5	23/06/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	22,414,547	21,589,201
126	Firewall	23/01/2017	NA	Tech Valley Networks Ltd.	Sharif Mansion-2nd Floor Dhaka - 1212 Bangladesh	Brand New	China	14	11	21,530,126	17,099,639
127	Firewall	23/01/2017	NA	Tech Valley Networks Ltd.	Sharif Mansion-2nd Floor Dhaka - 1212 Bangladesh	Brand New	China	14	11	21,530,126	17,099,639
128	Software: Handset Financing & BDS Engine	22/12/2019	NA	Red IT International Limited	House 3/5 (Korobi), Road 07, Gudaraghat, Gulshan Link Road, Bangladesh	Brand New	China	5	5	20,973,750	20,858,825

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129	Software for BSC	4/04/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	14	20,450,966	19,384,154
130	Layer 3 Switch	23/01/2017	NA	Tech Valley Networks Ltd.	Sharif Mansion-2nd Floor Dhaka - 1212 Bangladesh	Brand New	China	14	11	20,084,073	15,951,156
131	Layer 3 Switch	23/01/2017	NA	Tech Valley Networks Ltd.	Sharif Mansion-2nd Floor Dhaka - 1212 Bangladesh	Brand New	China	14	11	20,084,073	15,951,156
132	CX920.8*40GE Optical Port, 8*10GE Optical	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	17,865,918	15,296,162
133	CX920.8*40GE Optical Port, 8*10GE Optical	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	17,865,918	15,296,162
134	CX920.8*40GE Optical Port, 8*10GE Optical	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	17,865,918	15,296,162
135	CX920.8*40GE Optical Port, 8*10GE Optical	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	17,865,918	15,296,162
136	CX920.8*40GE Optical Port, 8*10GE Optical	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	17,865,918	15,296,162
137	CX920.8*40GE Optical Port, 8*10GE Optical	12/12/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	17,865,918	15,296,162
138	HW-Evo Controller 8100 BSC 2048 Base	19/03/2015	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	9	17,176,724	11,124,445
139	Software for 3G	11/02/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	16,058,576	15,060,745
140	BSC6900 GSM Software Release V900R019	11/02/2019	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	51,290,619	48,103,574

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141	GSM Cell Carrier: TRX	31/05/2015	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	10	42,108,339	28,581,756
142	Evo 8200 RNC R2.0 - 68 EPB	11/07/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	41,624,245	34,339,132
143	Evo 8200 RNC R2.0 - 68 EPB	23/12/2018	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	40,748,257	35,729,837
144	Adreach Channel Integration	2/01/2019	NA	Omobio (Private) Ltd	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	5	4	40,663,713	32,553,252
145	iManager U2000 SW-3G (per cell)	28/05/2018	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	13	37,587,857	33,385,226
146	SW_CGDMG29	28/11/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	14	29,935,624	28,545,690
147	SW:UPS Customization for MNP	11/06/2019	NA	Nokia Solutions and Networks OY	Karaportti 3, 02610 Espoo Finland	Brand New	Finland	5	4	29,507,647	26,209,258
148	2G Software	11/02/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	25,185,000	23,620,080
149	2G Software	11/02/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	25,125,000	23,563,808
150	4X10 GBIT ETH, USE XFP	9/07/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	19,570,645	16,137,495
151	4X10 GBIT ETH, USE XFP	9/07/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	19,570,645	16,137,495
152	4X10 GBIT ETH, USE XFP	9/07/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	19,570,645	16,137,495
153	4X10 GBIT ETH, USE XFP	9/07/2017	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	12	19,570,645	16,137,495
154	DC IPS	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	Bangladesh	14	12	17,633,716	13,425,695
155	DC IPS	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	Bangladesh	14	12	17,633,716	13,425,695
156	Software for 3G	11/02/2019	NA	Ericsson A B	S-164 80 Stockholm Sweden	Brand New	Sweden	14	13	16,058,576	15,060,745
157	Firewall	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	15,758,769	11,998,176

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158	Firewall	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	15,758,769	11,998,176
159	DMZ Firewall and IPS	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	14,410,360	10,971,545
160	DMZ Firewall and IPS	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	14,410,360	10,971,545
161	Core Router	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	11,947,975	8,698,259
162	Core Router	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	11,947,975	8,698,259
163	BSS Process Cell, 2P16C384 G, switch	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	11,873,452	9,898,110
164	BSS Process Cell, 2P16C384 G, switch	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	11,873,452	9,898,110
165	Disk Array: S3900;24*300 G;M200 CE;DC	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	11,325,886	6,545,090
166	Disk Array: S3900;24*300 G;M200 CE;DC	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	11,325,886	6,545,090
167	Disk Array: S3900;24*300 G;M200 CE;DC	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	11,325,886	6,545,090
168	Disk Array: S3900;24*300 G;M200 CE;AC	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	11,018,405	6,367,400
169	ISG Router	23/01/2017	NA	Tech Valley Networks Ltd.	Sharif Mansion-2nd Floor Dhaka - 1212 Bangladesh	Brand New	China	14	11	9,961,700	7,911,773
170	Disk Array: S3900;24*300 G;M200 CE;AC	30/06/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	9,799,411	5,279,541

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171	VC Migration to Robi UVC (IT enable)	30/10/2017	NA	Huawei Technologies (BD) Ltd.	Lotus Kamal Tower â#2, (Level 6, - 1212 Bangladesh	Brand New	Singapore	5	3	9,206,123	5,205,873
172	Distribution switch	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	9,030,963	6,661,647
173	Distribution switch	21/09/2017	NA	ESL Bangladesh Ltd	Level 5, House -39/A, Road -8, Dhanmodi Dhaka Bangladesh	Brand New	China	14	12	9,030,963	6,875,860
174	BMPDB R3 Activation License-6C48G	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057
175	BMPDB R3 Activation License-6C48G	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057
176	OCG Server Process Cell: 6C48G;6Rear GE	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057
177	OCG Server Process Cell: 6C48G;6Rear GE	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057
178	OCG Server Process Cell: 6C48G;6Rear GE	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057
179	OCG Server Process Cell: 6C48G;6Rear GE	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057
180	SDU & DCCPro xy Server Process Cell: 6C48G	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057
181	SDU & DCCPro xy Server Process Cell: 6C48G	22/12/2013	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	8	7,830,341	4,525,057

SI No.	Name of the Equipment	Date of Capitalization	Year of Sales	Seller Name	Seller Address	Condition when purchased	Country of Origin	Useful Economic life at Capitalization	Remaining Economic life	Cost Price (Taka)	Written Down Value (Taka)
182	Server: Xeon E5645; KWAD0 UPBA601	24/12/2012	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	7	7,475,640	3,804,941
183	Server: Xeon E5645; KWAD0 UPBA601	24/12/2012	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	7	7,475,640	3,804,941
184	Blade chassis with switches	23/12/2018	NA	Smart Technologies (BD) Ltd.	Yakub south center, (2nd floor), 67/D-1205, Dhaka, Bangladesh.	Brand New	China	5	4	7,428,053	5,905,811
185	Blade chassis with switches	23/12/2018	NA	Smart Technologies (BD) Ltd.	Yakub south center, (2nd floor), 67/D-1205, Dhaka, Bangladesh.	Brand New	China	5	4	7,428,053	5,905,811
186	Server: Xeon E5645; KWAD0 UPBA601	24/12/2012	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	7	6,957,277	3,541,105
187	Server: Xeon E5645; KWAD0 UPBA601	24/12/2012	NA	Huawei Tech Investment Co. Ltd.	Unit 361012, 36/F, The Centre, Queens Road Central Hong Kong	Brand New	Hong Kong	14	7	6,957,277	3,541,105
188	BSS Process Cell, 2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
189	BSS Process Cell, 2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
190	BSS Process Cell, 2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
191	BSS Process Cell, 2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
192	BSS Process Cell, 2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
193	BSS Process Cell, 2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599

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194	BSS Process Cell,2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
195	BSS Process Cell,2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
196	BSS Process Cell,2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
197	BSS Process Cell,2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
198	BSS Process Cell,2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
199	BSS Process Cell,2P16C128 G.switch FC*2	23/08/2017	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	12	6,660,718	5,552,599
200	BMP APP Server Process Cell: 6C24G;6Rear	22/12/2013	NA	Huawei International Pte. Ltd.	51 Changi Business Park Central 2 #07-08 The Signature, Singapore - 486066 Singapore	Brand New	Singapore	14	8	6,264,273	3,620,046
Total										11,066,383,391	8,783,191,258

(ix) Details of the machineries required to be bought by the Issuer, cost of the machineries, name of the suppliers, date of placement of order and the date or expected date of supply, etc.

As per regular business process, the Company invests to expand nationwide network coverage and enhance capacity to support potential market growth and to ensure superior quality of services towards the subscribers. The Company will continue to invest in other areas as and when required on top of the investment mentioned in the “Section XXII: Use of Proceeds”.

(x) In case the machineries are yet to be delivered, the date of quotations relied upon for the cost estimates given shall also be mentioned

As at 31 December 2019 the Company has BDT 138,271,773 of capital machineries which are yet to be delivered against several Letter of Credits (LC). The cost estimates are based on standard LC documents.

(xi) If plant is purchased in brand new condition then it should be mentioned

AUDITORS' CERTIFICATE REGARDING PLANT AND MACHINERY

This is to certify that based on our verification of accounting books and records prepared and maintained by Robi Axiata Limited (hereinafter referred to as "the Company"), plant and machinery owned by the Company do not appear to be reconditioned or secondhand.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

(xii) Details of the second hand or reconditioned machineries bought or proposed to be bought, if any, including the age of the machineries, balance estimated useful life, etc. as per PSI certificates of the said machineries as submitted to the Commission

The Company does not have any second hand or reconditioned machineries as per auditor's certificate regarding plant and machineries and does not have any plan to purchase second hand or reconditioned machineries in future.

(xiii) A physical verification report by the issue manager(s) regarding the properties as submitted to the Commission;

PHYSICAL VERIFICATION REPORT

Name of the Company: Robi Axiata Limited

Company Overview: Robi Axiata Limited, a public company limited by shares, was incorporated under Companies Act, 1994 on October 22, 1995 vide certificate of incorporation number C-29552(840)/95. Initially, the Company was incorporated as TM International (Bangladesh) Limited. On May 28, 2009, the name of the company was changed to Axiata (Bangladesh) Limited and subsequently on August 19, 2010, the name was finally changed to Robi Axiata Limited. Airtel Bangladesh Limited was merged with Robi in 2016. The authorized share capital and paid-up share capital of the Company as on date stand at BDT 60 billion and BDT 47 billion respectively.

Nature of Business: Robi Axiata Limited is a mobile telecommunication service provider in Bangladesh providing voice, data and other internet based innovative digital services. The Company also provides international roaming services through international roaming agreement with various operators of different countries across the world.

Property, Plant and Equipment of the Company: As per Schedule of Fixed Assets of the audited financial statements for the year ended December 31, 2019, Robi Axiata Limited has the following assets-

Particulars	Written Down Value (BDT 000)
Freehold Land	293,885
Furniture and Fixture	148,856

Office and other equipment	1,060,571
Computer	110,407
IT Infrastructure	1,550,225
IT Application	2,335,730
Billing Equipment	234,035
Telecom Equipment and Infrastructure	91,196,617
Motor Vehicle	31,399
Capital work -in-progress (CWIP)	3,578,291

Purpose of Visit:

The physical verification and report preparation has been conducted in accordance with Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015. The objective of the physical verification is to understand the operations and properties of the company as at the date of physical verification. The properties of the company has distributed across 11,922 sites throughout the country to facilitate an uninterrupted network coverage to its customers. Considering time and resource constraint, we have visited a cluster of sites to have a reasonable understanding about the business and properties of the company. During the visit, it was mentioned that the MSC, BSC and BTS sites do not have any signboards, the primary reason being security issues that are inherent to the nature of the sites.

Visited by Officials of IDLC Investments Limited:

1. Mahmud-Ur-Rashid, Assistant General Manager
2. Md. Rashiduzzaman, CFA, FRM, Senior Manager
3. S. M. Ashiqur Rahman, Senior Executive Officer

Accompanied by Officials of Robi Axiata Limited:

- i. Mohammad Moin Uddin Riad, Vice President
- ii. Mr. Abdul Mazed, Manager, Treasury

Accompanied by Officials of edotco Bangladesh Co. Limited:

- i. Md. Anowar Hossain, Senior Engineer, Core Operations
- ii. Md. Ferdaus Hossain, Engineer
- iii. Md. Jamalur Rahman, Engineer
- iv. Sabbir Md. Ariful Islam (Russell), Engineer, Regional Operations (Core)

Site 1

Date of Visit: December 03, 2019

Location: Nafi Tower, 53, Gulshan South Avenue, Gulshan, Dhaka 1212

Nature of Facility: Corporate and Registered Office

Building and Civil Construction: Nafi Tower is a 19-storied facility and Robi has rented floor from Level 4 to Level 19 except Level 12. The company also has facilities at the ground floor. At the ground floor of the building, clearly visible signboard was seen with the name of the company.

Details of Facility: The facility acts as its registered office and corporate head office.

Site 2

Date of Visit: February 05, 2020

Location: Pubail, Gazipur

Nature of Facility: MSC & BSC site

Details of Facility: The site hosts a BSC and a MSC in two separate buildings. The complex has two, four storied building and a two storied building. It has access to commercial power from Rural Electrification Board (REB) and for power backup it has 5 diesel-run generators ranging 550 KV to 1,100 KV. The generators are located in the ground floor. From first to third floor there are switch rooms, which hosts servers, back-up batteries etc. The buildings are under Auto Fire Protection System (AFPS) for protection against fire. The walls of the complex are enforced with barbed wire and guarded by six guards on a shift basis for 24 hours. This is a highly restrictive site,

which requires prior written approval from the authority of Robi and edotco if anyone wants to enter the premise. The whole operation of MSC and BSC is monitored centrally by Switch Operation Center (SOC) located in Robi's Gulshan office.

Site 3

Date of Visit: February 05, 2020

Location: Jajor, Gazipur

Nature of Facility: MSC & BSC site

Details of Facility: Prior to the merger in 2016, this site was under the ownership of Airtel Bangladesh Limited. The site hosts a BSC and a MSC in a five storied building. The complex has a separate one storied building that houses two generators. It has access to commercial power from Rural Electrification Board (REB). The first and second floor has the switch rooms, which hosts servers, back-up batteries etc. The company is installing networking equipment in the third floor for which the work is under process. The company has a vacant space in the fourth floor, which is available for any future expansion. The building is under Auto Fire Protection System (AFPS) for protection against fire. The walls of the complex are enforced with barbed wire and guarded for 24 hours. This is a highly restrictive site, which requires prior written approval from the authority of Robi and edotco if anyone wants to enter the premise. The whole operation of MSC and BSC is monitored centrally by Switch Operation Center (SOC) located in Robi's Gulshan office.

Site 4

Date of Visit: February 06, 2020

Location: Rooftop of Kha 173/2, Tejgaon I/A, Middle Badda, Dhaka 1212

Nature of Facility: BTS Site

Details of Facility: This is a brick wall BTS, situated on the rooftop of a 4 storied building of the abovementioned location. Based on our visit, we observed that there are BTS equipment, microwave, air conditioner, remote audio unit and fire extinguisher for any emergency. The site has access to commercial power line, which is connected to a rectifier for converting AC to DC. There are batteries, which also provides backup upto 6 hours in case of any power failure in the commercial line.

Site 5

Date of Visit: February 06, 2020

Location: Rooftop of House – 7A, Road 41, Gulshan 2, Dhaka 1212

Nature of Facility: BTS Site

Details of Facility: This is a shelter BTS, situated on the rooftop of a 6 storied building of the abovementioned location. The equipments for this site are fitted in a cabin room, which is installed with an intelligent ventilation system (IVS) instead of air conditioner. Major equipment in the site were Microwave, BTS equipment (2G, 3G, 4G), RRU etc. Just like the others, this site has access to commercial power line, which is connected to a rectifier for converting AC to DC along with batteries for power backup.

Site 6

Date of Visit: February 06, 2020

Location: Rooftop of Lane 5, House No. 339, Baridhara DOHS

Nature of Facility: BTS Site

Details of Facility: This is a typical outdoor BTS, situated on the rooftop of a 6 storied building of the abovementioned location. The equipments for this site are not fitted in a room rather it is simply setup up at a particular corner of the rooftop with reinforced casing for protection against heavy rain. Given that, the entire setup on the outdoor, so there is no scope to install air condition but internal cooler systems are embedded into the equipment. Just like the others, this site has access to commercial power line, which is connected to a rectifier for converting AC to DC along with batteries for power backup.

Site 7

Date of Visit: February 06, 2020

Location: Uday Tower, 57 & 57/A, Gulshan Avenue, Gulshan-1, Dhaka

Nature of Facility: BTS, MSC & BSC site

Details of Facility: The site is located on the 19th floor of Uday Tower. Signboard of the company was seen at the entrance which made it convenient to locate the company's office. The entire floor hosted equipment for BTS, BSC

and MSC. The site has separate rooms for server maintenance, authorized personnel and batteries for electricity backup. The entire facility is covered by Precision Air Conditioner (PAC) for maintaining the adequate temperature at the site. Also, there is availability of Auto Fire Protection System (AFPS) for protection against any type of fire hazard at the facility. This is a highly restrictive site which requires prior written approval from the authority of Robi and edotco if anyone wants to enter the floor.

Further to our physical visit at the relevant sites, we have reviewed documents of certain high value assets on a sample basis to have an understanding of the assets of the company.

For Issue Manager,

Sd/-

Md. Moniruzzaman, CFA

Managing Director

IDLC Investments Limited

Place: Dhaka

Date: September 01, 2020

(xiv) If the Issuer is entitled to any intellectual property right or intangible asset, full description of the property, whether the same are legally held by the Issuer and whether all formalities in this regard have been complied with

Robi has following Copyrights or applied for the following copyrights:

Sl. no.	Particulars	Date
1	Robi logo*	16.05.2010
2	Tagline Bangla (jole uthon apon shoktite)	31.12.2012
3	Tagline English (Ignite the power within)	31.12.2012
4	Bondhuder 1# Network	11.12.2017
5	YOLO	11.12.2017
6	ROBICASH	13.12.2017
7	AIRTEL BUZZ	13.12.2017
8	Airtel 4G+	05.04.2018
9	adreach	30.05.2018
10	Re.con	30.05.2018
11	Robi 4.5G	05.04.2018
12	bdapps	19.09.2018
13	r-ventures	09.01.2018
14	Robi Game Hero	25.06.2019
15	Game Plan	25.06.2019
16	Win IT	25.06.2019
17	Poran Prio	04.08.2019
18	ROBICASH POINT	03.04.2017
19	Meon	19.04.2017
20	MOBIREACH(SOFTWARE)	06.10.2016
21	R-HIVE	06.10.2016
22	BDTICKETS.COM (Software)	06.10.2016
23	RECHARGE PLUS	06.10.2016
24	Life Plus	09.12.2019

*application submitted

Robi has applied for the following trademarks:

Sl. no.	Particulars	Date
1	TM International Bangladesh	20.01.1998
2	Get AKTEL be Mobile	31.08.1998
3	Countrywide Solution	29.09.2004
4	InterAKT	26.09.2004
5	AKTEL Clearly Ahead	12.07.2005
6	AKTEL Clearly Ahead(Bangla)	28.05.2006
7	3FNF	10.05.2006
8	Gopshop (Bangla) SMS Chat	01.06.2006
9	Aktel Mayr bhasa(Bangla)	01.06.2006
10	GPRS	10.05.2006
11	Share a fill	30.05.2006
12	e-fill	09.05.2006
13	AKTEL Joy	10.05.2006
14	AKTEL exceed	09.05.2006
15	10 SEC PULSE	30.05.2006
16	Aktel logo and design in various forms	01.06.2006
17	AKTEL opener* 140#	17.01.2007
18	AKTEL Furti (Bangla)	06.11.2006
19	Infinity	10.10.2006
20	Easy Load	24.04.2007
21	Feelings	24.04.2007
22	AKTEL Uddokta (Bangla)	24.04.2007
23	Club Magnate	20.07.2005
24	Club Magnate	12.07.2005
25	Robi logo and design in various forms	04.05.2010
26	Robi logo and design in various forms	04.05.2010
27	Alpona	06.05.2010
28	Robi - logo as design	06.05.2010
29	Robi Shochchho	18.01.2011
30	Robi Shorol	19.01.2011
31	Robi Muhurto	18.01.2011
32	Robi Prothom	18.01.2011
33	Robi club	18.01.2011
34	Robi druto	18.01.2011
35	Robi Ortho	18.01.2011
36	Robi Shasroyee	19.01.2011
37	Robi Udoy	20.07.2011
38	Robi kothabarta	20.07.2011
39	Robi alpona	23.02.2015
40	10 second pulse	17.01.2007
41	Hello Bangladesh (Bangla)	26.12.2006
42	Hello Bangladesh	26.12.2006
43	Goongoon(aponar porichoy)Ba ngla	17.01.2017
44	SMILE	26.12.2006

Sl. no.	Particulars	Date
45	Signature	26.12.2006
46	Spice	26.12.2006
47	e-fill	26.12.2006
48	AKTEL P.A	17.01.2017
49	AKTEL Power	26.12.2006

Robi currently has a trademark licensing agreement with Bharti Airtel India to use 'Airtel' brand in Bangladesh. The agreement is due to expire in November 2020.

List of intangible assets has been provided in the **note no. 6** of the 2019 Audit Report of Robi Axiata Limited.

The abovementioned Intellectual Property Rights and Intangible Assets are legally held by the issuer and Robi has complied with all formalities in this regard.

(xv) Full description of other properties of the Issuer

In addition to land, and telecom equipment and infrastructure, intangibles and ROU assets, the company owns the following fixed assets situated at Company's office, Mobile Switching Centre (MSC), Base Station Controller (BSC) and Base Transceiver Station (BTS) locations and written down value of the assets are given below:

As per Audited Accounts (In BDT'000)

Particulars	As at 31 December 2019
Furniture & Fixture	148,856
Office & other Equipment	1,060,571
Computer	110,407
IT Infrastructure	1,550,225
IT Applications	2,335,730
Billing Equipment	234,035
Motor Vehicle	31,399
Total	5,471,223

Apart from the above-mentioned assets, the Company owns another BDT 3,578,291 (in BDT'000) of capital inventory in its sites and warehouses.

(F) PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION

(a) Internal and external sources of cash

As per audited accounts

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16 (Restated)	31-Dec-15
Internal Sources of Cash					
Share Capital	47,141,400	47,141,400	47,141,400	47,141,400	35,356,050
Other Reserves	6,662,397	6,662,397	6,662,397	6,662,397	
Retained Earnings	5,785,098	6,787,836	4,867,025	4,873,409	11,804,482
Sub -Total [A]	59,588,895	60,591,633	58,670,822	58,677,206	47,160,532
External Sources of Cash					
Interest bearing term loans	7,226,995	11,154,106	8,094,034	10,657,332	3,859,199
Interest bearing term loans (current portion)	6,832,441	4,959,194	3,140,000	2,687,165	2,921,413
Short term loan	7,350,000	13,412,821	18,700,000	19,217,750	7,500,000
Sub -Total [B]	21,409,436	29,526,121	29,934,034	32,562,247	14,280,612
Total [A] + [B]	80,998,331	90,117,754	88,604,856	91,239,453	61,441,144

* Loans only refers to external borrowings and excluding Lease obligation recognized under IFRS 16

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

To expand nationwide network coverage and ensure superior quality of services towards the subscribers, the Company will make capital expenditure on top of investment mentioned in “Section XXII: Use of Proceeds”. The Company will arrange funds for such expenditure from operational cash flow surplus and/or local or foreign debt financing.

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

As per audited accounts

Particulars (in BDT '000)	2019	2018	2017	2016 (Restated)	2015
Revenue	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Cost of revenue	(46,973,632)	(48,063,015)	(52,829,470)	(45,566,581)	(33,523,973)
Administrative expenses	(4,368,878)	(3,964,060)	(3,262,468)	(2,907,782)	(2,455,627)
Selling & distribution expenses	(10,700,576)	(12,441,864)	(11,320,395)	(7,454,488)	(7,465,152)
Operating expenses	(4,109,806)	(4,129,417)	(3,659,381)	(3,757,931)	(3,359,356)
Profit/ (loss) from operations	8,658,856	(616,061)	(2,816,206)	(8,555,358)	4,823,616
Share of profit from associate	-	245,016	306,089	-	-
Gain relating to disposal of shares in edotco BD	-	6,307,547	1,777,770	-	-
Net finance expenses	(5,054,825)	(2,971,050)	(1,326,377)	(809,348)	(485,540)
Foreign exchange gain/(loss)	(167,058)	(182,075)	(677,398)	24,001	143,998
Non-operating income/(expenses)	541,484	30,268	164,427	(91,961)	522,200
Net profit/ (loss) before WPPF	3,978,457	2,813,645	(2,571,696)	(9,432,666)	5,004,274
Expense related to WPPF and welfare fund	(189,450)	(133,983)	-	-	(250,214)
Net profit/ (loss) before tax	3,789,007	2,679,662	(2,571,696)	(9,432,666)	4,754,060
Tax expenses:					
Current tax expense	(2,916,206)	(1,190,402)	(566,768)	(470,308)	(1,415,890)
Deferred tax income/ (expense)	(703,712)	658,081	3,033,880	2,971,901	(935,944)
Net profit/ (loss) after tax	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226
Other comprehensive income/ (expense)					
Items that will not be reclassified to profit or loss:					
Actuarial gain/ (loss) from defined benefit plan	194,900	(53,980)	98,200	-	-
Related taxes	(107,604)	-	-	-	-
Other comprehensive income/ (expense) for the year	87,296	(53,980)	98,200	-	-
Total comprehensive income/ (expense) for the year	256,385	2,093,361	(6,384)	(6,931,073)	2,402,226

2019 compared to 2018:

- Revenue increased in 2019 compared to 2018 mainly due to increase in subscriber base. Subscriber base as of December 2019 was 49.0m whereas the same as of December 2018 was 46.9m. On top, continuation of data revenue growth complemented to the higher growth of total revenue.
- Cost of revenue decreased in 2019 mainly due to change in accounting - resulting from first time adoption of IFRS 16: “Leases”. Due to adoption of IFRS 16, network operation and maintenance expense has reduced, on the other hand depreciation of the leased assets and finance cost relating to lease liability has increased.
- Administrative expense of 2019 was higher mainly because of higher human resources related expense for “voluntary separation scheme” of the Company.

- Selling and distribution cost was lower in 2019 mainly due to lower advertisement and promotion costs. In 2018, there were some special campaign driven costs like 4G launch campaign, FIFA world cup campaign, mobile number portability (MNP) campaign etc.
- In 2018, remaining shares of edotco has been transferred. Therefore, there was no share of profit from associate in 2019. There was one-off gain in Statement of Profit and Loss of 2018 due to share sale of edotco Bangladesh.
- Finance expense of 2019 was higher compared to 2018 mainly because of higher finance cost in relation to lease liabilities recognized under IFRS 16. However, the company's bank loans reduced in 2019, so as the interest on bank loans.
- Non-operating income of 2019 was higher due to one-off liability waiver received from Axiata Group Berhad relating to the unpaid long outstanding payable balances.
- Income tax expense of 2019 was significantly higher mainly due to the increase of minimum tax (0.75% to 2% of gross receipts) imposed by the government as well as changes in other areas of disallowances like incentive bonus exceeding 10% of disclosed profit. Deferred tax expense also increased in 2019 due to higher profit before tax compared to the earlier year.
- In 2019, other comprehensive income was higher due to the actuarial gain relating to the gratuity fund of the company.

2018 compared to 2017:

- Revenue marginally decreased in 2018 compared to 2017 mainly due to higher device/handset sales in 2017. However, the service revenue (without non-mobile) of 2018 had increased by BDT 5,806m compared to the same of 2017. Reason for such increase in revenue was mainly increase of subscriber base. Subscriber base as of 31 December 2018 was 46.9m which was 42.9m as at 31 December 2017. On top, data revenue growth also complemented to the higher growth of total service revenue.
- Cost of revenue decreased in 2018 mainly due to lower cost relating to non-mobile revenue. However, decrease in cost of handsets was partly offset by higher network cost as well as higher depreciation. Network operation and maintenance cost of 2018 was higher mainly due to higher costs relating to lease of transmission fiber which was required for higher data growth. Nationwide aggressive 4G roll-out has also contributed to the increase in network operation and maintenance cost. Depreciation and amortization cost increased in 2018 mainly due to incremental capital expenditure for 4G site roll-out, Tech-neutrality fee capitalization.
- Administrative expenses of 2018 increased mainly in the area of salary and allowances due to higher employee incentive cost in line with better performance of the company.
- Selling and distribution cost was higher in 2018 mainly due to higher advertisement and promotion related costs arisen from some special campaign driven costs like 4G launch campaign, FIFA world cup campaign, mobile number portability (MNP) campaign etc.
- Share of profit from associate decreased in 2018 mainly due to sale of remaining shares of the associate company (edotco Bangladesh) in September 2018
- Gain from sale of edotco shares was higher in 2018 compared to 2017
- Finance cost of 2018 was higher due to higher use of borrowings during the year as part of working capital management.
- Foreign exchange loss was lower in 2018 because of less currency fluctuation in 2018 compared to the same in 2017
- Tax expense of 2018 was higher compared to 2017 mainly due to higher profit before tax driven by one-off gain from edotco share sales. Tax expense of 2017 was lower mainly due to deferred tax income arisen from unabsorbed depreciation

- Other comprehensive expense in 2018 was due to the actuarial loss relating to the gratuity fund of the company.

2017 compared to 2016:

- Revenue was higher in 2017 mainly due to full year impact of Airtel brand revenue. As the merger took place with effect from 16 November 2016, there was only one and half month impact of Airtel brand revenue in 2016. Subscriber Base for both brands (Robi + Airtel) as of 31 December 2017 was 42.9m whereas the same as of 31 December 2016 was 33.8m.
- Cost of revenue increased mainly due to full year impact of revenue associated costs of Airtel Brand which was in line with increase of revenue. However, the increase in revenue associated expenses was largely offset by lower depreciation in 2017 which was mainly due to one-off depreciation impact in 2016 (BDT 4,189m) relating to unusable assets identified during site modernization project.
- Administrative expenses increased mainly because of increase in salary expenses coming from inclusion of Airtel employees in payroll for the whole year. However, such increase was partly offset, because there was one-off cost (BDT 362m) in 2016 relating to voluntary retirement scheme of Airtel employees.
- Selling and distribution expense was higher in 2017 mainly due to associated channel partner's cost of Airtel brand. Cost further increased due to aggressive promotional campaigns in 2017 in order to capture maximum market share after merger.
- Operating expense marginally decreased even after the merger impact mainly because of one-off merger fee expenditure (BDT 650m) in 2016
- One-off gain relating to disposal of edotco shares had arisen in 2017 because of partial sale of edotco shares owned by Robi in January 2017.
- Finance expense of 2017 was higher mainly due to higher interest on short term borrowings and a one-off interest payable waiver received from Axiata group Berhad in 2016.
- Non-operating income was higher in 2017 compared to 2016 mainly because of higher loss on disposal of property, plant and equipment in 2016
- In 2017, there was net tax income mainly for deferred tax income generated through unabsorbed depreciation.

2016 compared to 2015:

- Revenue in 2016 marginally dropped mainly because of comparatively less aggressive campaign in 2016 considering the merger probability. The regular expansion activity was also slow due to merger probability from which a large network synergy was expected. Therefore, delay of merger impacted the revenue growth.
- Cost of revenue increased significantly in 2016 due to the increase in revenue related cost, network operation and maintenance cost and depreciation in 2016. Cost related to revenue in 2016 was higher compared to the same of 2015 mainly due to correction of interconnection cost by BDT 831m . Network operation and maintenance cost increased by BDT 4,651m due to gradual carve-out of passive infrastructure part from Robi to edotco. Depreciation was significantly higher mainly for one-off depreciation impact in 2016 (BDT 4,189m) relating to unusable assets identified during site modernization project in Chattogram region. Post-merger cost of Airtel brand for one and half months also contributed to the increase in cost of revenue.
- Administrative cost was higher in 2016 mainly due to one-off cost (BDT 362m) relating to voluntary retirement scheme of Airtel employees. However, this increase in expense was partially offset by lower WPPF expense in 2016.
- Operating expense was higher in 2016 mainly due to merger fee payment of BDT 650m

- Finance expense was higher in 2016 due to higher interest cost on additional bank loans. Foreign currency fluctuation also contributed to such increase in finance expense of 2016
- Non-operating income was lower in 2016 compared to 2015 mainly because of a one-off provision reversal in 2015 (BDT 733m)
- Income tax expense in 2016 was lower (net tax income in 2016) compared to 2015 mainly due to business loss compared to business profit of 2015. Also, deferred tax income relating to unabsorbed depreciation has contributed to such net tax income of 2016.

(d) Any seasonal aspects of the Issuer's business –

There are seasonal impacts in the telecom sector but such impact is not significant. Revenue may impact due to natural disasters e.g. cyclone, flood, foggy winter. On the other side, revenue may increase in festive seasons like Eid.

(e) Any known trends, events or uncertainties that may have material effect on the Issuer's future business Known trends, events or uncertainties that may have material effect on future business is outlined below-

- Voice revenue impact by global Over the Top (OTT) players and new local Internet Protocol Telephony Service Provider (IPTSP) license holder
- High Spectrum price for new spectrum allocations and renewal of existing spectrum assignments
- To comply with Quality of Services (QOS) Guideline
- Growing taxes and charges e.g. Supplementary Duty (SD) and increase in minimum taxation rates to 2% on gross receipts.
- Increase Value Added Tax (VAT) and, or new scope by changing structure e.g. additional VAT on e-commerce.
- Any adverse changes in regulations/claims policy on licensing, pricing, operation etc. that may have adverse impact on business like restructuring of the BTRC licensing regime, introduction of new regulations and or tightening of existing regulations such as IMEI registration, mandatory bio-SIM registration, consumer protection, regulatory audits and others, including regulatory changes which may impact Robi's suppliers such as wholesale providers for fiber optic transmission capacity, international capacity, towers, VAS providers and others.
- Unexpected fine, penalties and other punitive actions are common in Bangladesh telecom industry.

(f) Any assets of the Company used to pay off any liabilities

No asset of the Company has been disposed to pay-off any liability of the Company.

(g) Any loan taken from or given to any related party or connected person of the Issuer with details of the same

AUDITORS' CERTIFICATE REGARDING LOAN GIVEN BY ROBI AXIATA LIMITED

Based on our scrutiny of the relevant financial statements of Robi Axiata Limited (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify that as per the disclosure provided in the financial statements for the years from 2015 to 2019, the Company had given a loan to edotco Bangladesh Co Ltd. which was carried in the financial statements at the respective reporting dates for the following years:

Financial Year	Balance at reporting date	Remarks
2019	-	
2018	-	
2017	-	
2016	647,877	Relationship: A subsidiary
2015	1,040,875	Relationship: A subsidiary

The Company disposed of all of its shares in its subsidiary by 2018.

Interest accrued on the above noted amounts were not segregated. However, these were settled together with other payments made to edotco at the time of settlement of final amount with them.

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

(h) Any future contractual liabilities the Issuer may enter into within next one year, and the impact, if any, on the financial fundamentals of the issue

The Company has no plan to enter into any contractual liabilities other than regular course of business within next one year.

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

As part of the regular business operation, Robi invests capital to extend network coverage and capacity to support potential market growth and also to maintain existing network in order to ensure quality of service for its subscribers. Robi will continue other investments in addition to investments mentioned in “Section XXII: Use of Proceeds” as and when required to ensure continuity and quality of its existing network.

(j) 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. Updated income tax status for the last 5 years or from commercial operation, which is shorter

Income Tax

Airtel Bangladesh Limited merged with Robi Axiata Limited on November 16, 2016. Income tax status of Robi Axiata Limited on account of Robi and Airtel for the last five years are as follows –

Accounting Year	Assessment Year	Assesse	Current Status	Tax as per return (amounts in BDT)	Excess Claim by DCT (amounts in BDT)
FY 2019	2020-21	Robi	Return date will be due after July 2020 and will be duly submitted	N/A as return has not been submitted	-
FY 2018	2019-20	Robi	Return Submitted u/s 82BB and assessment process expected to start soon	1,566,611,615	-
FY 2017	2018-19	Robi	Return Submitted u/s 82BB and assessment process expected to start soon	522,169,094	-
FY 2016	2017-18	Robi	Return Submitted. Assessment order is yet to be received	402,786,863	-
FY 2015	2016-17	Robi	Assessment completed	459,252,090	488,822,010
FY 2016 (April 16 to November 16)	2016-17	Airtel	Return Submitted. Assessment Order is yet to be received	-	-
FY 2015 (April 15 to March 2016)	2016-17	Airtel	Return Submitted u/s 82BB	-	-

VAT:

The company is registered with Large Tax Payers Unit (LTU) having **VAT registration no: 000000178-0001**. The company provided standard rate, reduced rate, exempted and zero rated products and services to its customers. As a complaint company, the company has submitted monthly VAT return within time, deducted VAT at the time of payment to supplier and service provider, and also comply with other compliances as required by the relevant law. Presently, the company has no outstanding or unpaid VAT liability with any authority.

Customs:

The company has no outstanding or unpaid customs liability or similar liability with any authority.

There are several VAT, Income Tax, and Customs Duty related disputes, which are pending before the different appeal forums. Detailed disclosure regarding those issues have been disclosed at “**Section XIX: Litigations, Fine or Penalty**” of the prospectus.

k) Any financial commitment, including lease commitment, the Company had entered into during the past five years or from commercial operation, which is shorter, giving details as to how the liquidation was or is to be effected

The outstanding financial lease commitments of Robi Axiata Limited during last five years have been given below:

Year	Finance Lease Obligation (Non-current portion in BDT 000)	Finance Lease Obligation (Current portion in BDT 000)	Total Lease Obligation (BDT 000)
2015	-	3,149	3,149
2016	-	-	-
2017	-	-	-
2018	452,629	57,701	510,330
2019	30,744,041	1,766,583	32,510,624

The table below provides brief details of outstanding leases as at 31 December 2019:

Description	Lessor	Lease period
Land and building	Bangladesh Hi -Tech Park Authority and various institutions and individuals.	Up to 40 years
Transmission fiber	Pacific Bangladesh Telecom Limited.	15 Years
Telecom equipment and infrastructure	edotco Bangladesh Co Ltd., Grameenphone Ltd., Banglalink Digital Communications Limited and various individuals.	Up to 15 Years

The lease obligations have always been liquidated out of the cash flow generated from company's normal course of business. Also, in future the company will liquidate lease obligations from the cash flow generated from its normal course of business.

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

1) Transportation

The Company operates a Transportation Policy. In accordance with the policy, the Company provides pick up and drop services to employees of certain band. Employees engaged in sales and distribution are eligible to take reimbursement of certain expenses. Company also reimburse cost of transportation for employees in the higher bands.

2) Meal allowance

Robi provides meal allowance to its employees based on attendance. Though it's a token of goodwill gesture, this small step helps to cement employees' bonding with the Company.

- 3) **Leave Fare Assistance (LFA)**
Robi encourages employees to develop leave plan and enjoy leave from their annual entitlement, as enjoying leave helps in recreation and avoid fatigue and boredom.
- 4) **Child education allowance**
Child education allowance is given to maximum of two (2) eligible children per employee. The allowance is available for employee's children till the age of 25 as long as they are engaged in academic pursuits.
- 5) **Special needs children benefit**
Robi offers financial support to the employees with special needs children. A special needs child is scoped as having any physical, behavioral or learning disability or impairment that is causing him/her to require additional or specialized services on a continuous basis. The benefit is given for a maximum of two (2) children per employee. Employee's children must be within the age of 1 to 25 years old to be eligible for this benefit.
- 6) **Education Allowance for the children of Deceased employees**
Robi offers bursaries of BDT 5,000 (Five thousand) each per month as educational support allowance to maximum of two children of Company's deceased employees to assist in their education up until the age of 23 or graduation, whichever is earlier.
- 7) **Shift duty allowance**
Certain group of employees involved in shift duty are eligible for shift duty allowance.
- 8) **Transfer allowance**
The Company pays transfer allowance for the inconvenience caused by transfer from one station to another, where the transfer is effective on the directive of the Company to a station beyond a radius of 33 km. Transfer allowance includes meal and accommodation allowance during transfer for a maximum period of six (6) days Company will reimburse actual public transport expenses for employee and his/her family, upon production of receipts.
- 9) **Festival bonus**
Employees are entitled for receiving two festival bonuses in a year. Each festival bonus is equivalent to one month's basic salary.
- 10) **Employee Phone**
All permanent employees are entitled to a handset and Robi SIM up to a limit based on their band.
- 11) **Long Service Award**
Robi offers long service award to encourage employees to continue their service with the Company. Under this policy, employees who complete service of 5 and 10 years with Robi Axiata, are entitled to be awarded with monetary benefits.
- 12) **Contributory Provident Fund (CPF)**
The permanent employees of the Company are eligible to become members of the Provident Fund. Subject to certain conditions, employee contributes 10% of their basic to the provident fund and the Company makes equal contribution to the fund.
- 13) **Gratuity**
The Company operates a funded gratuity scheme. A permanent employee, who has been in continuous employment in the Company for at least 5 years, are entitled for gratuity.
- 14) **Group Life Insurance**
Company provides coverage of Life Insurance under Group Life Insurance. The amount will be 36 months' Gross Salary or as per the rule of the Insurance Company. For accidental death, sum insured will be double the normal amount. Permanent Partial Disability (PPD) and Permanent Total Disability (PTD) is also be covered under this policy.
- 15) **Medical Insurance**
Implementation of Group Medical Insurance Scheme whereby all full time and permanent employees along with their dependent family members (spouse & 2 children) are insured.
- 16) **Day Care Center**
The Company operates a Day Care facility for the children of Robi employees. The facility also addresses early childhood development needs of the children with the support of certified professionals.
- 17) **Workers Profit Participation Fund and Welfare Fund**
According to the Labour Act 2006, Company contributes 5% of its net profit before tax to the Workers' Profit Participation Fund (WPPF).

(m) Break down of all expenses related to the public issue

Break down of all IPO expenses (actual and estimated) is as follows –

Particulars	Basis of Calculation	Estimated Amount (BDT)
Issue Management Fees		20,700,000
Manager to the issue fee	Issue Management Agreement	18,000,000
VAT against Issue Management fee	15% of Issue Management fees	2,700,000
Listing Related Expenses		21,700,000
Application fee for Stock Exchange	BDT 50,000 for each exchange	100,000
Listing fee for stock exchanges	0.25% on BDT 100 million of paid-up capital and 0.15% on the rest amount of paid up capital ; minimum BDT 50,000 and maximum BDT 10 million for each exchange	20,000,000
Annual fee for stock exchanges	0.05% on BDT 1,000 million of paid-up capital and 0.02% on the rest amount of paid-up capital; minimum BDT 50,000 and maximum BDT 600,000 for each exchanges	1,200,000
Data transmission fee for stock exchanges	Maximum BDT 200,000 for each exchange	400,000
BSEC Fees		21,001,733
Application Fee	BSEC (Public Issue) Rules, 2015	50,000
BSEC Consent fee	0.4% on the public offer amount	20,951,733
IPO Commission		8,170,670
Underwriting Commission	0.25% on the underwritten amount	4,583,192
VAT against Underwriting Commission	15% of Underwriting Commission	687,479
Auditor Certification Fees		2,500,000
Feasibility Report & Corporate Governance Fees	At Actual	400,000
CDBL Fees and Expenses		1,394,190
Security Deposit	Fixed	500,000
Documentation Fee	Fixed	2,500
Annual Fee	Fixed	100,000
Connection Fee	BDT 500 per month	6,000
IPO Fees	0.015% of Issue Size	785,690
Printing and Post IPO Expenses		7,243,173
Publication of Abridged Version of Prospectus and notice in 4 daily newspaper	Estimated (To be paid at actual)	600,000
Publication of Prospectus (5,000 copies)	Estimated (To be paid at actual)	600,000
Notice for prospectus, Lottery, Refund etc. in 4 daily news paper	Estimated (To be paid at actual)	600,000
Stationeries and other expenses	Estimated (To be paid at actual)	600,000
Lottery related expenses including BUET fee	Estimated (To be paid at actual)	1,000,000
Data Processing and Share Software Charge	Estimated (To be paid at actual)	3,489,682
Courier Expenses	Estimated (To be paid at actual)	353,491
Total		80,209,766

Note: Actual costs may vary if above mentioned estimates differ and in such case, costs will be adjusted accordingly.

(n) If the Issuer has revalued any of its assets, the name, qualification and experiences of the valuer and the reason for the revaluation, showing the value of the assets prior to the revaluation separately for each asset revalued in a manner which shall facilitate comparison between the historical value and the amount after revaluation and giving a summary of the valuation report along with basis of pricing and certificates required under the revaluation guideline of the Commission

As at December 31, 2019, Robi has not revalued any of its assets.

(o) Where the Issuer is a holding or subsidiary Company, full disclosure about the transactions, including its nature and amount, between the Issuer and its subsidiary/holding Company, including transactions which had taken place within the last five years of the issuance of the prospectus or since the date of incorporation of the Issuer, whichever is later, clearly indicating whether the Issuer is a debtor or a creditor;

Robi is a subsidiary company of Axiata Investments (Labuan) Ltd. The Company did not have any transaction with Axiata Investments (Labuan) Ltd.

Robi has incorporated “RedDot Digital Limited”, a wholly owned subsidiary in November 2019. RedDot Digital is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur. Bangladesh Hi-Tech Park Authority (BHTPA) has granted lease of land in Bangabandhu Hi-Tech City, Kaliakoir and Sheikh Hasina Software Technology Park, Jessore.

The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D etc. Funds related to share capital were not injected and commercial operations have not commenced during the year ended on December 31, 2019 and thus consolidated financials were not prepared. It started its commercial operation in 2020.

(p) Financial Information of Group Companies and Companies under common ownership by more than 50%: following information for the last three years based on the audited financial statements, in respect of all the group companies of the Issuer, wherever applicable, along with significant notes of auditors:

Robi Axiata Limited formed a subsidiary named edotco Bangladesh Co Ltd (previously known as Bangladesh Infrastructure Company Limited) in October 2012. However, Robi disposed all its shares during 2015-2018 period with the consent from Bangladesh Telecommunications Regulatory Commission. Hence, edotco Bangladesh Co Ltd is not a Group company incorporated in Bangladesh under common ownership.

Robi has incorporated “RedDot Digital Limited”, a wholly owned subsidiary in November 2019. RedDot Digital is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur. Bangladesh Hi-Tech Park Authority (BHTPA) has granted lease of land in Bangabandhu Hi-Tech City, Kaliakoir and Sheikh Hasina Software Technology Park, Jessore.

The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D etc. Funds related to share capital were not injected and commercial operations have not commenced during the year ended on December 31, 2019 and thus consolidated financials were not prepared. It started its commercial operation in 2020.

(q) Where the Issuer is a banking Company, insurance Company, non-banking financial institution or any other Company which is regulated and licensed by another primary regulator, a declaration by the board of directors shall be included in the prospectus stating that all requirements of the relevant laws and regulatory requirements of its primary regulator have been adhered to by the Issuer

We hereby declare that Robi Axiata Limited is a mobile telecommunication service provider in Bangladesh and has adhered to all requirements of the relevant laws and regulatory requirements of Bangladesh Telecommunication Regulatory Commission (BTRC).

Sd/-
Dato' Mohd Izzaddin Bin Idris
Chairman
(Nominated by
Axiata Investments (Labuan) Limited)

Sd/-
Mahtab Uddin Ahmed
CEO & Managing Director
(Nominated by
Axiata Investments (Labuan) Limited)

Sd/-
Vivek Sood
Director
(Nominated by
Axiata Investments (Labuan) Limited)

Sd/-
Dr. Shridhir Sariputta Hansa Wijayasuriya
Director
(Nominated by
Axiata Investments (Labuan) Limited)

Sd/-
Randeep Singh Sekhon
Director
(Nominated by
Bharti International (Singapore) Pte. Limited)

Sd/-
Nakul Sehgal
Director
(Nominated by
Bharti International (Singapore) Pte. Limited)

Sd/-
Klaus Michael Kuehner
Independent Director

Sd/-
Thayaparan S Sangarapillai
Independent Director

(r) A report from the auditors regarding any allotment of shares to any person for any consideration otherwise than cash along with relationship of that person with the Issuer and rationale of issue price of the shares

AUDITORS' CERTIFICATE REGARDING ALLOTMENT OF SHARES OF ROBI AXIATA LIMITED TO ANY PERSON FOR ANY CONSIDERATION OTHERWISE THAN CASH ALONG WITH RELATIONSHIP OF THAT PERSON WITH THE ISSUER AND RATIONALE OF ISSUE PRICE OF THE SHARES

This is to certify that Robi Axiata Limited (hereinafter referred to as "Robi") has made the following allotment of shares up to 31 December 2019 for consideration other than cash:

Particulars	Status	Number of shares	Face Value*	Value	Relationship with issuer
Ordinary share issued on 20 December 2004	Ordinary (Bonus)	27,200,000	100	2,720,000,000	Shareholder
Ordinary share issued on 16 November 2016	Merger - other than cash**	1,178,535,001	10	11,785,350,010	Robi had no relation with Airtel at the time of share issuance. Currently it is a shareholder.
Total				14,505,350,010	

*Face value of shares converted to BDT 10 from BDT 100 on 10 March 2015.

**Shares other than cash have been issued as per merger scheme approved by the High Court.

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
 Chartered Accountants

(s) 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

As on date, there is no 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.

(t) Business strategies and future plans - projected financial statements shall be required only for companies not started commercial operation yet and authenticated by Chairman, two Directors, Managing Director, CFO, and Company Secretary;

Business strategies and future plans

Building on dual-brand and 4G momentum, Robi is creating 'Triple core' portfolios in order to emerge as the leading Digital Service Provider (DSP) in Bangladesh providing new experience in life. Triple core is made up of modernization of the existing core telecom services, exploration of the evolving core and the adjacent Digital services domain.

Robi is to emphasise on creating distinct value proposition for dual-brand- where Robi will develop the identity of an Innovative Digital Brand and Airtel will develop the identity of an Innovative Youth brand. Operational excellence is the key focus to improve the business performance and maximize shareholder return where Digitalization and Analytics are the key enablers to achieve the goals.

Robi has been in commercial operation since 1997 thus projected financials are not applicable for the Company.

(u) Discussion on the results of operations shall inter-alia contain the following:

(1) A summary of the past financial results after adjustments as given in the auditor's report containing significant items of income and expenditure

As per audited accounts

Particulars (in BDT '000)	2019	2018	2017	2016 (Restated)	2015
Revenue	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Cost of revenue	(46,973,632)	(48,063,015)	(52,829,470)	(45,566,581)	(33,523,973)
Administrative expenses	(4,368,878)	(3,964,060)	(3,262,468)	(2,907,782)	(2,455,627)
Selling & distribution expenses	(10,700,576)	(12,441,864)	(11,320,395)	(7,454,488)	(7,465,152)
Operating expenses	(4,109,806)	(4,129,417)	(3,659,381)	(3,757,931)	(3,359,356)
Profit/ (loss) from operations	8,658,856	(616,061)	(2,816,206)	(8,555,358)	4,823,616
Share of profit from associate	-	245,016	306,089	-	-
Gain relating to disposal of shares in edotco BD	-	6,307,547	1,777,770	-	-
Net finance expenses	(5,054,825)	(2,971,050)	(1,326,377)	(809,348)	(485,540)
Foreign exchange gain/(loss)	(167,058)	(182,075)	(677,398)	24,001	143,998
Non-operating income/(expenses)	541,484	30,268	164,427	(91,961)	522,200
Net profit/ (loss) before WPPF	3,978,457	2,813,645	(2,571,696)	(9,432,666)	5,004,274
Expense related to WPPF and welfare fund	(189,450)	(133,983)	-	-	(250,214)
Net profit/ (loss) before tax	3,789,007	2,679,662	(2,571,696)	(9,432,666)	4,754,060
Tax expenses:					
Current tax expense	(2,916,206)	(1,190,402)	(566,768)	(470,308)	(1,415,890)
Deferred tax income/ (expense)	(703,712)	658,081	3,033,880	2,971,901	(935,944)
Net profit/ (loss) after tax	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226

(2) A summary of major items of income and expenditure

As per audited financials

Particulars (in BDT '000)	2019	2018	2017	2016 (Restated)	2015
Major items of income					
Revenue	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Gain relating to disposal of shares in edotco BD	-	6,307,547	1,777,770	-	-
Major items of expenditure					
Cost of Revenue	(46,973,632)	(48,063,015)	(52,829,470)	(45,566,581)	(33,523,973)
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Operating Expenses	(4,109,806)	(4,129,417)	(3,659,381)	(3,757,931)	(3,359,356)
Net finance expense	(5,054,825)	(2,971,050)	(1,326,377)	(809,348)	(485,540)

(3) The income and sales on account of major products or services

As a mobile telecommunication service provider, the major service line of the Company is ensuring mobile connectivity through sale of airtime. Customer has the right to choose the purpose for which airtime will be used e.g, Voice, Data or VAS. In the last two years, 92% of the total revenue had been generated from Voice, Data and Vas.

(4) In case, other income constitutes more than 10% of the total income, the breakup of the same along with the nature of the income, i.e., recurring or non-recurring

The other income of the Company does not constitute more than 10% of the total income.

(5) If a material part of the income is dependent upon a single customer or a few major customers, disclosure of this fact along with relevant data. Similarly, if any foreign customer constitutes a significant portion of the Issuer's business, disclosure of the fact along with its impact on the business considering exchange rate fluctuations

By nature of the business, the Company's income is not dependent upon a single customer, a few major customers nor any foreign customer.

(6) In case the Issuer has followed any unorthodox procedure for recording sales and revenues, its impact shall be analyzed and disclosed

The company has not followed any unorthodox procedure for recording sales and revenues. The Company always follows the International Accounting Standard for recording sales and revenues.

(v) Comparison of recent financial year with the previous financial years on the major heads of the profit and loss statement, including an analysis of reasons for the changes in significant items of income and expenditure, inter-alia, containing the following

As per audited accounts

Particulars (in BDT '000)	2019	2018	2017	2016 (Restated)	2015
Revenue	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Cost of revenue	(46,973,632)	(48,063,015)	(52,829,470)	(45,566,581)	(33,523,973)
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Profit/ (loss) from operations	8,658,856	(616,061)	(2,816,206)	(8,555,358)	4,823,616
Share of profit from associate	-	245,016	306,089	-	-
Gain relating to disposal of shares in edotco BD	-	6,307,547	1,777,770	-	-
Net finance expenses	(5,054,825)	(2,971,050)	(1,326,377)	(809,348)	(485,540)
Foreign exchange gain/(loss)	(167,058)	(182,075)	(677,398)	24,001	143,998
Non-operating income/(expenses)	541,484	30,268	164,427	(91,961)	522,200
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Net profit/ (loss) before tax	3,789,007	2,679,662	(2,571,696)	(9,432,666)	4,754,060
Tax expenses:					
Current tax expense	(2,916,206)	(1,190,402)	(566,768)	(470,308)	(1,415,890)
Deferred tax income/ (expense)	(703,712)	658,081	3,033,880	2,971,901	(935,944)
Net profit/ (loss) after tax	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226
Other comprehensive income/ (expense)					
Items that will not be reclassified to profit or loss:					
Actuarial gain/ (loss) from defined benefit plan	194,900	(53,980)	98,200	-	-
Related taxes	(107,604)	-	-	-	-
Other comprehensive income/(expense) for the year	87,296	(53,980)	98,200	-	-
Total comprehensive income/ (expense) for the year	256,385	2,093,361	(6,384)	(6,931,073)	2,402,226

(1) Unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses etc.

2019

- In 2019, IFRS 16: “Leases” has been adopted which brought in significant changes in terms of Lease accounting. In a nutshell, under IFRS 16, contractual cash flows under the lease contracts are discounted and recognized as Right of Use Assets and Liabilities. Considering this global accounting standard, detail accounting assessment has been done and corresponding Right of Use assets and Liabilities have been recognized in the company’s Statement of Financial Position as at 31 December 2019. Such change in accounting standard has also adversely affected the profitability of the company because of the resulting frontloading expenditure. However, the impact of applying this specific accounting standard also resulted in decrease of network operation and maintenance expenditure in 2019, hence positive impact to EBITDA. This happened because of applying lease accounting treatment for the network operation related contracts. On the other hand, depreciation and finance cost has significantly increased due to the depreciation of the leased assets (ROU assets) and unwinding of lease liability. Overall, company’s profitability has been adversely impacted by the implementation of IFRS 16 in 2019.
- Human resources cost relating to “voluntary separation scheme” of the Company (BDT 387m) has been incurred as one-off expenditure in 2019.
- One-off liability waiver (BDT 480m) received from Axiata Group Berhad relating to the unpaid long outstanding payable balances has been recorded as a non-operating income in 2019.

2018

- In 2018, regulatory provision of BDT 667m was taken by the Company against certain VAT rebate cancellation by NBR where NBR realized the money through adjustment of the Company’s VAT current account. However, a case is still pending with the High Court on this ground.
- There was a one-off gain in 2018 amounting BDT 6,307m relating to sale of edotco shares (remaining part i.e. 20% after partial sale in 2017).

2017

- There was a one-off gain in 2017 amounting BDT 1,778m relating to partial sale of edotco shares.

2016

- One-off depreciation impact of BDT 4,189m taken in 2016 relating to non-usable asset arisen through massive site modernization project in Chittagong-Comilla region.
- Due to Airtel merger, a voluntary retirement scheme was declared for Airtel employees in 2016 for which a one-off cost of BDT 362m incurred in 2016.
- Merger fee expenditure of BDT 650m incurred in 2016 which was relating to regulatory permission for Airtel merger.
- One-off interest payable waiver amounting BDT 151m received from Axiata group Berhad in 2016.

2015

- Revenue related expense in 2016 was higher compared to the same of 2015 mainly due to correction of interconnection cost by BDT 831m.
- One off provision amounting BDT 733m was reversed in 2015 considering legal merit as per international accounting standard.

(2) Significant economic changes that materially affect or are likely to affect income from continuing operations

Currency devaluation is one of the significant factors which may affect business operation due to higher amount of investment requirement for network expansion, and mostly in foreign currency investment. Also, higher interest rate may impact business profitability.

(3) Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Known trends, events or uncertainties that may have material effect on future business is outlined below-

- Voice revenue impact by global Over the Top (OTT) players and new local Internet Protocol Telephony Service Provider (IPTSP) license holder
- High Spectrum price for new spectrum allocations and renewal of existing spectrum assignments
- Comply with Quality of Services (QOS) Guideline
- Growing taxes and charges e.g. Supplementary Duty (SD) and increase in minimum taxation rates to 2% on revenue.
- Increase Value Added Tax (VAT) and, or new scope by changing structure e.g. additional VAT on e-commerce.
- Any adverse changes in regulations/claims policy on licensing, pricing, operation etc. that may have adverse impact on business like restructuring of the BTRC licensing regime, introduction of new regulations and or tightening of existing regulations such as IMEI registration, mandatory bio-SIM registration, consumer protection, regulatory audits and others, including regulatory changes which may impact Robi's suppliers such as wholesale providers for fiber optic transmission capacity, international capacity, towers, VAS providers and others.
- Unexpected fine, penalties and other punitive actions are common in Bangladesh telecom industry.

4) Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known;

In digital arena, transformation of the business model with a focus on cost excellence is critical to ensure long term sustainability- the key to this is to remain relevant for subscribers who are fast developing an appetite for digital services. Data driven digital business, on the other hand is linked with heavy investment both in network equipment and spectrum. In this backdrop, higher spectrum price, import tax, relevant duty, electricity price increase etc. are only going to weaken the cost structure; besides, the ever intensifying price competition is affecting the revenue. Nevertheless, new products/offering would help to boost revenue line.

(5) The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Increases in revenue is mostly driven by the increase in subscriber base. In December 2019, subscriber base of the Company was 49.0m, whereas the same as of December 2015 was 28.3m. Advancement of technology is also largely contributing to the shifting of usage pattern and thus shifting of revenue stream. Due to introduction of 4G, data revenue is growing at a very first pace and gradually changing voice/2G revenue pattern.

(6) Total turnover of each major industry segment in which the Issuer operated

Robi is providing telecommunication services only under mobile operating license and following are the total turnover (Top three operators revenue from shareholders' published report) of the mobile industry from year 2015 to 2019.²³

Amounts in BDT billion

Revenue	2015	2016	2017	2018	2019
Total Revenue	217	225	243	245	263

(7) Status of any publicly announced new products or business segment

To serve Company'sSubscribers the Company signed multiple agreements with Local, International entities to launch different digital & physical products such as Bill Pay, Online Ticket, IoT- M2M devices, E-Commerce & Digital contents. These agreements are to serve subscribers directly or indirectly to supply physical goods, technological platform and electronically consumable contents of different nature.

There is no business segment other than telecommunication.

(8) The extent to which the business is seasonal

There are seasonal impacts in the telecom sector but such impact is not significant. Mobile traffic may decline due to extensive rain, fog or atmospheric ducting. Revenue may impact due to natural disasters e.g. cyclone, flood, foggy winter. On the other side, revenue may increase in festive seasons like Eid.

w) Defaults or rescheduling of borrowings with financial institutions or banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc. during the history of operation of the Company;

DECLARATION REGARDING NO INSTANCE OF DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS DURING THE HISTORY OF OPERATION OF THE COMPANY

Robi Axiata Limited neither defaulted nor rescheduled any of its borrowings with any financial institutions/banks during the history of operation of the Company.

Sd/-
Mahtab Uddin Ahmed
 CEO & Managing Director
 On behalf of Board of Directors
 Robi Axiata Limited

Sd/-
Ruhul Amin
 Acting Chief Financial Officer
 Robi Axiata Limited

(x) Details regarding the changes in the activities of the Issuer during the last five years which may had a material effect on the profits/loss, including discontinuance of lines of business, loss of agencies or markets and similar factors

Bangladesh Government implemented the Biometric SIM registration process in 2016 which makes it mandatory for the subscribers to provide fingerprints while buying SIM card; besides, owners of the previously issued SIM cards had to re-register using the biometric verification process. This drastic measure contributed to the reduction of subscriber base by 1.5m within a month. In addition, adverse changes to the tax structure specifically on the telco players e.g. change in SIM tax, increased SD and minimum tax, has impacted the Company's business substantially.

²³ Based on published Annual/Quarterly Reports of Robi, Airtel, Grameenphone and Veon 113

(y) Injunction or restraining order, if any, with possible implications

The Company did not receive any injunction or restraining order during the last five years, other than what has been disclosed in **Section XIX: Litigations, Fine or Penalty**.

(z) Technology, market, managerial competence and capacity built-up

Technology (Network)

Telecom network is evolving at breakneck speed. In this backdrop, Robi needs to efficiently manage three network generations (2G, 3G, 4G) each with significant subscriber base. Keeping these demands in mind, Robi Technology strategy keeps a fine balance between subscriber experience and network expansion. The entire strategy hinges on operational efficiency. The Company is also driving for digitalization by ensuring the optimum utilization of the existing technologies while expanding its technology portfolio by aspiring to include new technologies like, VoLTE, 5G and IoT.

Robi, over the years has put in place its technology infra that is flexible, scalable and futuristic with a view to adapting to the rapid transformation taking place in the technology arena. Crucial component of this is the Radio access network (RAN) architecture. Robi has made sure that this vital component is compatible with multimode, multiband and multilayer along with higher order MIMO capability to accommodate high capacity demands of the network. The RAN infra is particularly designed to essentially support the evolution of 5G and NB IoT.

As part of transport network strategy, Robi has built up robust fiber footprint with simplified architecture. The Company has also built its Core Network focusing on simplified, scalable, modular, secured and futuristic architecture to meet the exponential data growth in the coming years.

Market

The Government of Bangladesh (GoB) is focused on developing Bangladesh into a “middle-income country” by 2021, synchronized with the Sustainable Development Goals (SDGs). In order to achieve this, the GoB is committed and focused on the Information and Communication Technology (ICT) sector, not only as a business platform, but also as one that is integrated into the lives of the general population. The government has planned to boost the ICT sector by establishing high-tech parks nationwide of which thirteen (13) have already been approved or are under construction, and a few are already in operation.

The government launched the first satellite (Bangabandhu Satellite - 1) as well as establish Smart Cities, Info Sarkar, Telemedicine, BD Hub projects etc. to enhance growth of the sector. ICT has been identified as the “thrust sector” of the economy.

Internet users in Bangladesh surpassed 9.94 crore in December 2019, with 94.22% of the latest figure being mobile internet.

Managerial competence

The existing management is competent enough to run the business operation. The management team has a proven track record in running large organizations and vast experience to minimize the operational risk. The management also appointed such personnel who are capable enough to run the operation of the organization effectively and efficiently. Even if any experienced personnel leaves the organization, others have adequate expertise and skills to take the charge.

Capacities build up

The capacity of the company has been increased over the years. Robi has 10 Mobile Switching Centre (MSC) sites, 9 Base Station Controller (BSC) sites and 11,922 Base Transceiver Station (BTS) sites and several offices throughout the country to facilitate an uninterrupted network coverage to its customers. Currently, Robi has 99% 2G population coverage nationwide while 91% 3G and 93% 4G population coverage till 2019. 2G, 3G, 4G services are offered in all 64 districts. As part of the regular business operation, Robi invests capital to extend network coverage and capacity to

support potential market growth and also to maintain existing network in order to ensure quality of service for its subscribers. Robi will continue other investments in addition to investment mentioned in the “Section XXII: Use of Proceeds” as and when required to ensure continuity and quality of existing network.

(aa) Changes in accounting policies in the last three years

In line with change in International accounting standard, some major changes have taken place in terms of accounting policy of the company. Out of these changes, the most significant one is the change adopted in 2019 due to IFRS 16: “Leases” implementation.

The Company has done a detailed accounting assessment of IFRS 16 and assessed relevant contracts to identify the leases. As an outcome of the assessment, significant amount of Right of Use assets and Liabilities has been recognized in the Statement of Financial Position of the Company as a first-time adoption adjustment. The same accounting has also material impact on the company’s Statement of Profit and Loss for the year ended 31 December 2019. In a nutshell, significant amount of the company’s BTS site and office rental agreements have been assessed as Leases and hence network cost and office rental cost has reduced compared to last year, hence a positive impact to EBITDA. On the contrary, depreciation and finance cost has increased relating to the Right of Use Assets and Liabilities respectively. Overall impact on the company’s profitability in 2019 due to adoption of IFRS 16 is adverse which is in line with the underlying guidance and concept of the accounting standard considering initial years of the lease.

Other than IFRS 16, the Company adopted IFRS 15: “Revenue from contracts with customers” and IFRS 9 “Financial Instruments” in the financial year 2018 in line with global accounting standard changes.

IFRS 15 mainly deals with revenue recognition based on performance obligation fulfillment. Due to the nature of the Company’s business and the then existed revenue recognition policy, changes required for adoption of IFRS 15 didn’t not have material impact on the Company’s financial statements in terms of numbers.

IFRS 9 mainly deals with financial instruments. Due to the nature of the Company’s business and the type of financial instruments that the company has, changes required in the Company’s accounting policy for IFRS 9 adoption was not material either. However, post adoption of IFRS 9, change has mainly taken place in the financial asset impairment policy of the Company.

Other than those mentioned above, there was no significant change in the Company’s accounting policy for the last three years.

(bb) Significant developments subsequent to the last financial year

STATEMENT REGARDING SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In our opinion, there has not arisen any circumstance since the date of the last financial statements as disclosed in the Draft prospectus which materially and adversely affect or is likely to affect the trading or profitability of Robi Axiata Limited or the value of its assets, or its ability to pay its liabilities within the next twelve months.

Sd/-
Dato' Mohd Izzaddin Bin Idris
 Chairman
 (Nominated by
 Axiata Investments (Labuan) Limited)

Sd/-
Vivek Sood
 Director
 (Nominated by
 Axiata Investments (Labuan) Limited)

Sd/-
Randeep Singh Sekhon
 Director
 (Nominated by
 Bharti International (Singapore) Pte. Limited)

Sd/-
Klaus Michael Kuehner
 Independent Director

Sd/-
Mahtab Uddin Ahmed
 CEO & Managing Director
 (Nominated by
 Axiata Investments (Labuan) Limited)

Sd/-
Dr. Shridhir Sariputta Hansa Wijayasuriya
 Director
 (Nominated by
 Axiata Investments (Labuan) Limited)

Sd/-
Nakul Sehgal
 Director
 (Nominated by
 Bharti International (Singapore) Pte. Limited)

Sd/-
Thayaparan S Sangarapillai
 Independent Director

cc) If any quarter of the financial year of the issuer ends after the period ended in the audited financial statements as disclosed in the prospectus or information memorandum, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer or information memorandum, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer;

Robi Axiata Limited
Interim Condensed Consolidated Statement of Financial Position
As at 30 June 2020

		In BDT'000	
	Note	30 June 2020	31 December 2019
Assets			
Property, plant and equipment (PPE), net	5	104,386,518	100,540,016
Intangible assets, net	6	21,696,728	23,862,427
Right-of-use asset (ROU), net	7	25,615,339	26,913,067
Deferred tax assets	16	1,490,995	3,031,595
Non-current assets		153,189,580	154,347,105
Inventories	8	293,123	244,409
Accounts and other receivables, net	9	6,382,758	7,932,397
Advances, deposits and prepayments	10	5,960,464	4,574,123
Short term investments - FDRs	11	363,007	353,580
Cash and cash equivalents	12	3,772,311	4,517,026
Current assets		16,771,663	17,621,535
Total assets		169,961,243	171,968,640
Equity			
Share capital	13	47,141,400	47,141,400
Other reserves	14	6,662,397	6,662,397
Retained earnings		6,281,710	5,785,098
Total equity		60,085,507	59,588,895
Liabilities			
Interest bearing term loans	15	3,903,563	7,226,995
Asset retirement obligation	17	365,337	374,326
Employee benefits	18	259,324	363,370
Lease obligation	19	29,910,620	30,744,041
Other non-current liability	20	3,919,370	3,698,061
Non-current liabilities		38,358,214	42,406,793
Accounts and other payables	21	38,814,087	41,287,549
Current tax liabilities	22	5,256,308	5,914,240
Intercompany payables - edotco BD	23	4,277,080	3,625,991
Intercompany payables - Axiata Group Berhad	24	1,690,312	1,589,965
Subscribers' security deposit	25	246,893	245,402
Lease obligation	19	1,812,632	1,766,583
Interest bearing term loans	15	7,074,881	6,832,441
Short term loan	26	10,950,000	7,350,000
Deposit against employee share purchase plan (ESPP)	27	1,395,329	1,360,781
Current liabilities		71,517,522	69,972,952
Total liabilities		109,875,736	112,379,745
Total equity and liabilities		169,961,243	171,968,640
Net asset value (NAV) per share	39	12.75	12.64

The annexed notes 1 to 44 form an integral part of these financial statements.

Sd/-
 Managing Director

Sd/-
 Director

Sd/-
 Acting Chief Financial Officer

Sd/-
 Company Secretary

Robi Axiata Limited
Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the six months ended 30 June 2020

		In BDT'000			
	Note	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Revenue	28	17,627,129	18,586,980	37,103,733	36,878,207
Cost of revenue	29	(10,307,561)	(11,192,685)	(22,119,302)	(23,168,339)
Administrative expenses	30	(518,363)	(1,031,270)	(1,392,370)	(2,017,417)
Selling and distribution expenses	31	(2,437,435)	(2,544,190)	(5,683,866)	(5,058,740)
Operating expenses	32	(889,001)	(959,023)	(1,694,412)	(2,091,218)
Profit from operations		3,474,769	2,859,812	6,213,784	4,542,493
Net finance expense	33	(1,496,270)	(1,589,487)	(2,708,563)	(3,282,305)
Foreign exchange income/(loss)		2,962	(39,792)	4,075	(83,134)
Non-operating income	34	9,794	36,842	19,251	63,742
Net profit before WPPF		1,991,255	1,267,375	3,528,547	1,240,796
Expense related to WPPF and welfare fund		(95,256)	(59,086)	(168,460)	(59,086)
Profit before tax		1,895,999	1,208,289	3,360,087	1,181,710
Income tax expense	35	(1,312,253)	(1,530,333)	(2,588,613)	(1,749,878)
Net profit/(loss) for the period		583,746	(322,044)	771,474	(568,168)
Other comprehensive expense	36	(274,863)		(274,863)	-
Total comprehensive income/(expense)		308,884	(322,044)	496,612	(568,168)
Earnings per share	37	0.12	(0.07)	0.16	(0.12)

The annexed notes 1 to 44 form an integral part of these financial statements.

Sd/-
 Managing Director

Sd/-
 Director

Sd/-
 Acting Chief Financial Officer

Sd/-
 Company Secretary

Robi Axiata Limited
Interim Condensed Consolidated Statement of Changes in Equity
For the six months ended 30 June 2020

	In BDT'000			
	Share capital	Other reserves	Retained earnings	Total equity
Balance as at 1 January 2019	47,141,400	6,662,397	6,787,836	60,591,633
First time adoption adjustments *	-	-	1,360,260	1,360,260
Adjusted balance as at 1 January 2019	47,141,400	6,662,397	8,148,096	61,951,893
Total comprehensive income				
Net loss for the period	-	-	(568,168)	(568,168)
Other comprehensive expense	-	-	-	-
Total comprehensive expense	-	-	(568,168)	(568,168)
Balance as at 30 June 2019	47,141,400	6,662,397	7,579,928	61,383,725
Balance as at 1 January 2020	47,141,400	6,662,397	5,785,098	59,588,895
First time adoption adjustments	-	-	-	-
Adjusted balance as at 1 January 2020	47,141,400	6,662,397	5,785,098	59,588,895
Total comprehensive income				
Net profit for the period	-	-	771,474	771,474
Other comprehensive expense	-	-	(274,863)	(274,863)
Total comprehensive income	-	-	496,612	496,612
Balance as at 30 June 2020	47,141,400	6,662,397	6,281,710	60,085,507

*First time adoption adjustment of BDT 1,360,260,163 relates to IFRS 16 adoption which was effective from 1 January 2019. However, the Company reassessed the IFRS 16 accounting in Q3'2019 and accordingly first time adoption adjustment recognized in Q1'19 was also revised. The revised adjustment in retained earnings was reflected in 2019 audited financial statements which was BDT (1,259,123,084).

The annexed notes 1 to 44 form an integral part of these financial statements.

Robi Axiata Limited
Interim Condensed Consolidated Statement of Cash Flows
For the six months ended 30 June 2020

		In BDT'000	
	Note	1 January to 30 June 2020	1 January to 30 June 2019
Cash flows from operating activities			
Cash received from customers		43,611,070	41,632,279
Cash paid to suppliers, employees and others		(20,445,754)	(19,183,521)
Cash generated from operations		23,165,316	22,448,758
VAT and tax paid		(11,182,915)	(9,083,760)
Net cash from operating activities		11,982,401	13,364,998
Cash flows from investing activities			
Acquisition of property, plant and equipment and intangibles		(10,016,499)	(6,085,480)
Proceeds from sale of property, plant and equipment		15,542	46,772
Interest and insurance claim received		41,626	24,018
Net cash used in investing activities		(9,959,331)	(6,014,690)
Cash flows from financing activities			
Deposit against ESPP including interest		34,547	-
Proceeds from loans and borrowings		12,700,000	14,330,000
Payment of lease obligation		(2,451,452)	(3,683,177)
Repayment of loans and borrowings		(13,050,881)	(19,583,684)
Net cash used in financing activities		(2,767,785)	(8,936,861)
Net change in cash and cash equivalents		(744,715)	(1,586,553)
Cash and cash equivalents as at 1 January		4,517,026	2,644,237
Cash and cash equivalents as at 30 June		3,772,311	1,057,684
Net operating cash flows per share (NOCFPS)	40	2.54	2.84

The annexed notes 1 to 44 form an integral part of these financial statements.

Robi Axiata Limited
Notes to the Interim Condensed Consolidated Financial Statements
As at and for the six months ended 30 June 2020

1 Reporting entity

1.1 Company profile

Robi Axiata Limited (hereinafter referred to as "Robi"/"the Company"), a public company limited by shares, was incorporated under Companies Act, 1994 on 22 October 1995 and currently has its registered office at Nafi Tower (19th Floor), 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212. The issued and paid up capital of the Company is BDT 47,141,400,010 as of 30 June 2020 of which 68.7% shares held by Axiata Investments (Labuan) Ltd., 31.3% shares held by Bharti International (Singapore) Pte Ltd., and rest of the shares are held by Axiata Group Berhad and other shareholders. Details of shareholding is shown in note 13.

Robi Axiata Limited has incorporated "Red Dot Digital Limited" (hereinafter referred to as "Red Dot"), as a subsidiary in November 2019. Red Dot is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur, Bangladesh. The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D etc. As a subsidiary of Robi, the financial statements of Red Dot has been consolidated with the financial statements of the Company as per IFRS. However, transaction of Reddot till June'2020 is very insignificant considering the initial days of operation of Reddot. Hence, separate column has not been presented in the financial statements for Robi standalone performance. Full fledged presentation through consolidated and separate column in the financial statements will be considered in next quarters.

The immediate parent of Robi is Axiata Investments (Labuan) Ltd. incorporated in Federal Territory of Labuan, Malaysia and the ultimate parent is Axiata Group Berhad incorporated in Malaysia.

1.2 Nature of business

Robi Axiata Limited is a licensed mobile telecommunication service provider in Bangladesh providing voice, data and digital services. The Company also provides other services including international roaming services with various operators of different countries across the world. The Company launched its commercial operations on 15 November 1997 and currently has nationwide 2G, 3G & 4G network.

The Company obtained 2G cellular mobile phone services operator license from the Ministry of Posts and Telecommunications (MOPT), Government of Bangladesh in 1996 which was renewed for a period of 15 years with effect from 11 November 2011. Robi merged with Airtel Bangladesh Limited on 16 November 2016 and obtained additional spectrum, certain bands of which will expire in December 2020, which is expected to be renewed accordingly.

The Company obtained 3G Cellular Mobile Phone Services Operator License (3G License) and related spectrum from Bangladesh Telecommunication Regulatory Commission (BTRC) on 12 September 2013 and 4G Cellular Mobile Phone Services Operator License (4G License) on 19 February 2018. The 3G License and 4G License was issued for a period of 15 years with effect from 12 September 2013 and 19 February 2018 respectively.

2 Basis of preparation of financial statements

These Interim Condensed Financial Statements are consolidated financial statements of Robi and have been prepared in accordance with International Accounting Standard (IAS) 34 Interim Financial Reporting, the Companies Act 1994, the Securities and Exchange Rules 1987, relevant guidelines issued by the Bangladesh Securities and Exchange Commission, Financial Reporting Act, 2015 and other applicable laws in Bangladesh and should be read in conjunction with the financial statements of Robi as at and for the year ended 31 December 2019, the year for which the last full financial statements were prepared.

These financial statements have been prepared on going concern basis. Unless otherwise specifically mentioned, historical cost principle has been followed for the purpose of these financial statements. The amounts in these financial statements have been rounded off to the nearest BDT in thousand (BDT'000) except otherwise indicated. As a result of these rounding off, in some instances the totals may not match the sum of individual balances.

Authorization for issue

This Interim Condensed Financial Information was authorized for issue by the Board of Directors of the Company on 10 August 2020

3 Functional and presentation currency

The financial statements are presented in Bangladeshi Taka (BDT), which is both functional and presentation currency of the Company. All financial information are presented in BDT and have been rounded off to the nearest BDT in thousand unless otherwise indicated.

4 Significant accounting policies

The same accounting policies and methods of computation have been followed in these condensed interim financial statements as were applied in the preparation of the financial statements of Robi Axiata Limited as at and for the year ended 31 December 2019.

5 Property, plant and equipment (PPE), net

	Freehold land	Furniture and fixture	Office and other equipment	Computer	IT infrastructure	IT applications	Billing equipment	Telecom equipment and infrastructure	Motor vehicle	Capital work-in-progress (CWIP)	Total
In BDT'000											
Cost											
Balance as at 1 January 2020	293,885	643,007	3,156,761	414,827	4,991,523	4,707,980	1,346,812	148,085,882	151,711	3,578,291	167,370,679
Additions	-	31,231	111,003	36,338	339,583	528,943	-	5,410,511	1,870	10,596,563	17,056,042
Disposals/Adjustments/Transfer	-	(389)	(721)	(987)	(99,093)	-	-	(873,862)	(7,891)	(6,359,965)	(7,342,908)
Balance as at 30 June 2020	293,885	673,849	3,267,043	450,178	5,232,013	5,236,923	1,346,812	152,622,532	145,690	7,814,889	177,083,813
Accumulated depreciation											
Balance as at 1 January 2020	-	494,151	2,096,190	304,420	3,441,298	2,372,250	1,112,777	56,889,265	120,312	-	66,830,663
Charged during the period	-	33,479	139,089	22,508	344,942	514,791	59,851	5,709,887	14,150	-	6,838,697
Disposals/Adjustments	-	(389)	(721)	(538)	(99,093)	-	-	(863,433)	(7,891)	-	(972,065)
Balance as at 30 June 2020	-	527,241	2,234,558	326,390	3,687,147	2,887,041	1,172,628	61,735,719	126,571	-	72,697,295
Carrying amounts											
As at 31 December 2019	293,885	148,856	1,060,571	110,407	1,550,225	2,335,730	234,035	91,196,617	31,399	3,578,291	100,540,016
As at 30 June 2020	293,885	146,608	1,032,485	123,788	1,544,866	2,349,882	174,184	90,886,813	19,119	7,814,889	104,386,518

6 Intangible assets, net

In BDT'000	Software	Spectrum assignment fee	2G license fee	3G license fee	4G license fee	Tech neutrality fee	Customer list	Brand	Goodwill	Total
Cost										
Balance as at 1 January 2020	1,756,294	1,600,000	23,866,785	15,611,037	117,650	3,870,645	1,700,380	567,061	402,000	49,491,852
Additions	1,197	-	-	-	-	-	-	-	-	1,197
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-
Balance as at 30 June 2020	1,757,491	1,600,000	23,866,785	15,611,037	117,650	3,870,645	1,700,380	567,061	402,000	49,493,049
Accumulated amortization										
Balance as at 1 January 2020	1,736,263	985,186	13,986,565	5,461,877	14,120	1,177,972	1,700,380	567,061	-	25,629,424
Charged during the period	5,703	44,444	1,219,523	579,071	3,745	314,411	-	-	-	2,166,897
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-
Balance as at 30 June 2020	1,741,966	1,029,630	15,206,088	6,040,948	17,865	1,492,383	1,700,380	567,061	-	27,796,321
Carrying amounts										
As at 31 December 2019	20,031	614,814	9,880,220	10,149,160	103,530	2,692,673	-	-	402,000	23,862,427
As at 30 June 2020	15,525	570,370	8,660,697	9,570,089	99,785	2,378,262	-	-	402,000	21,696,728

7 Right-of-use asset (ROU), net

In BDT'000	Land & building	Transmission fiber	Telecom equipment and infrastructure	Total
Cost				
Balance as at 1 January 2020	400,329	132,441	29,221,210	29,753,980
Additions	-	-	1,418,619	1,418,619
Disposals/modifications	-	-	(1,314,124)	(1,314,124)
Balance as at 30 June 2020	400,329	132,441	29,325,705	29,858,475
Accumulated depreciation				
Balance as at 1 January 2020	153,270	44,152	2,643,491	2,840,913
Charged during the period	64,353	7,025	1,338,452	1,409,830
Disposals	-	-	(7,607)	(7,607)
Balance as at 30 June 2020	217,623	51,177	3,974,336	4,243,136
Carrying amounts				
As at 31 December 2019	247,059	88,289	26,577,719	26,913,067
As at 30 June 2020	182,706	81,264	25,351,369	25,615,339

8 Inventories

<i>In BDT'000</i>	As at 30 June 2020	As at 31 December 2019
SIM cards and starter kits	60,080	34,920
Scratch cards	15,345	19,385
Device and others	235,737	208,143
	311,162	262,448
Provision for obsolescence	(18,039)	(18,039)
	293,123	244,409

9 Accounts and other receivables, net

<i>In BDT'000</i>	Note	As at 30 June 2020	As at 31 December 2019
Accounts receivable, net	9.1	3,431,143	4,973,881
Other receivables		2,951,615	2,958,516
		6,382,758	7,932,397

Other receivables mainly consist of indemnification assets arising from business combination.

9.1 Accounts receivable, net

<i>In BDT'000</i>	Note	As at 30 June 2020	As at 31 December 2019
Interconnection receivables		2,436,808	2,570,961
Post-paid receivables		412,726	383,001
Infrastructure sharing receivables		282,807	235,231
International roaming receivables		121,178	132,146
Others	9.1.1	1,997,482	3,383,090
		5,251,001	6,704,429
Provision for impairment		(1,819,858)	(1,730,548)
		3,431,143	4,973,881

9.1.1 Other account receivables mainly include receivable from channel partners and receivables from digital business.

10 Advances, deposits and prepayments

<i>In BDT'000</i>	As at 30 June 2020	As at 31 December 2019
Advances	4,349,511	2,847,984
Deposits	118,546	145,025
Prepayments	1,492,407	1,581,114
	5,960,464	4,574,123

11 Short term investments - FDRs

This represents term deposits with Bank Al-falah Limited and Eastern Bank Limited with maturity over 90 days. These are under lien against bank guarantees for customs duty in respect of import of Subscriber Identification Module (SIM) card, scratch card and network equipment.

12 Cash and cash equivalents

<i>In BDT'000</i>	Note	As at 30 June 2020	As at 31 December 2019
Cash in hand	12.1	66,576	52,010
Cash at bank		3,705,735	4,465,016
		3,772,311	4,517,026

12.1 Cash in hand includes cash available in mobile financial service (MFS) wallets.

13 Share capital

	As at 30 June 2020	As at 31 December 2019
In BDT'000		
Authorized:		
6,000,000,000 ordinary shares of BDT 10 each	60,000,000	60,000,000
	60,000,000	60,000,000
Issued, subscribed, called up and paid up:		
Balance as at 1 January	47,141,400	47,141,400
Balance as at 30 June	47,141,400	47,141,400

13.1 Shareholding position

	As at 30 June 2020		As at 31 December 2019	
Name of shareholders	No. of share	% of holding	No. of share	% of holding
Axiata Investments (Labuan) Ltd.	3,238,304,100	68.7%	3,238,304,100	68.7%
Axiata Group Berhad	900	0.0%	900	0.0%
Bharti International (Singapore) Pte Ltd.	1,475,834,961	31.3%	1,178,535,001	25.0%
NTT DOCOMO INC.	-	0.0%	297,299,960	6.3%
Other shareholders	40	0.0%	40	0.0%
	4,714,140,001	100%	4,714,140,001	100.0%

Through board resolution dated 1 March 2020, NTT DOCOMO INC. transferred its shares to Bharti International (Singapore) Pte Ltd. Other shareholders also transferred their shares under the same board resolution. Other shareholders include Network 121 Limited, Bharti Airtel International (Mauritius) Limited, Bharti Airtel International (Mauritius) Investments Limited and Bharti Airtel Holding (Mauritius) Limited having 10 shares each as at 30 June 2020 while other shareholders include Neasden Assets Limited, Ephraim Assets Limited, Calamint Investments Limited and Thurso Investments Limited having 10 shares each as at 31 December 2019.

14 Other reserves

On 21 September 2016, High Court of Bangladesh has approved the Scheme of Amalgamation (the Scheme) to merge Robi Axiata Limited with Airtel Bangladesh Limited. The Merger has been effected via issuance of 1,178,535,001 new ordinary shares at the face value BDT 10 each by Robi to Bharti International (Singapore) Pte Ltd. for shareholding of up to 25% plus 1 share in the surviving entity Robi Axiata Limited. The merger was a cash free debt free transaction and there was no other consideration between the parties.

In accordance with IFRS 3 "Business Combinations", consideration given for any business combination has to be measured at fair value on the acquisition date. Based on the Purchase Price Allocation (PPA) exercise, the total fair value of the shares issued to Bharti International (Singapore) Pte Ltd. was derived at BDT 18,447,746,789 resulting in the recording of an amount of BDT 6,662,396,779 in excess of face value of shares. The excess amount has been recorded as "Other reserves".

15 Interest bearing term loans

In BDT'000	As at 30 June 2020	As at 31 December 2019
Standard Chartered Bank (Sinosure backed)	-	250,431
International Finance Corporation	4,185,573	5,020,605
IDCOL SCB (Syndication)	3,992,871	5,988,400
Dutch Bangla Bank Limited	2,800,000	2,800,000
Total outstanding interest bearing term loans	10,978,444	14,059,436
Interest bearing term loans - current portion	(7,074,881)	(6,832,441)
Interest bearing term loans - non-current portion	3,903,563	7,226,995

16 Deferred tax assets

Deferred tax assets have been recognized and measured in accordance with the provisions of IAS 12 "Income Taxes".

In BDT'000	As at 30 June 2020	As at 31 December 2019
Taxable temporary difference	42,030,730	42,750,199
Deductible temporary difference	(45,344,053)	(49,487,077)
Net deductible temporary difference	(3,313,323)	(6,736,878)
Deferred tax asset @ rate of 45% tax rate	1,490,995	3,031,595

17 Asset retirement obligation

The Company recognizes Asset Retirement Obligation (ARO) in respect of roof-top, green field base stations and office space for any constructive and/or legal obligations for dismantling, removal or restoration incurred by the Company as a consequence of installing or constructing the sites. ARO is measured at the present value of expected cash outflows required to settle such obligations. Periodic accretion of such liabilities due to the passage of time is recorded as finance cost. The significant assumptions used in estimating the provision are: timing of assets removals; costs of restorations; expected inflation rates; and the discount rates. There can be no assurances that actual costs and the probability of incurring obligations will not differ from these estimates.

18 Employee benefits

This represents the Company's net asset/liability position in relation to the funded gratuity scheme for the employees.

19 Lease obligation

In BDT'000	As at 30 June 2020	As at 31 December 2019
Balance as at 1 January	32,510,624	510,330
First time adoption adjustments under IFRS16	-	31,917,651
Additions during the period/year	1,418,619	2,214,834
Remeasurement during the period/year	-	50,724
Interest accrued during the period/year	1,574,495	3,216,690
Repayment during the period/year	(2,451,452)	(4,807,911)
Disposal during the period/year	(1,329,034)	(591,695)
Balance as at 30 June/31 December	31,723,252	32,510,624

20 Other non-current liability

This represents provision for Robi's obligation to Bharti International (Singapore) Pte Ltd. for certain tax benefits.

21 Accounts and other payables

In BDT'000	Note	As at 30 June 2020	As at 31 December 2019
Accounts payable including liability for capital expenditure		11,659,274	7,006,522
Accrued expenses including accrual for capital expenditure		9,282,127	14,910,440
Other payables	21.1	6,913,567	8,524,124
Provisions		10,959,120	10,846,462
		38,814,087	41,287,549

21.1 Other payables include unearned revenue, security deposit from suppliers and indirect tax.

22 Current tax liabilities

In BDT'000	As at 30 June 2020	As at 31 December 2019
Balance as at 1 January	5,914,240	4,035,215
Provision made during the period/year	823,125	2,916,206
	6,737,365	6,951,421
Payment during the period/year	(1,481,057)	(1,037,181)
Balance as at 30 June/31 December	5,256,308	5,914,240

23 Intercompany payables - edotco BD

This represents net payable to edotco BD mainly in connection with expenses incurred in relation to telecom tower infrastructure sharing arrangement.

24 Intercompany payables - Axiata Group Berhad

In BDT'000	As at 30 June 2020	As at 31 December 2019
Balance as at 1 January	1,589,965	1,854,402
Head office support service, secondment fees and other intercompany payables	100,347	205,543
Waiver received from group	-	(480,679)
Repayment/ Transfer	-	(10,031)
Unrealized foreign exchange loss	-	20,730
Balance as at 30 June/31 December	1,690,312	1,589,965

These transactions and balances are related to only Axiata Group Berhad i.e. the ultimate parent of Robi.

25 Subscribers' security deposit

Subscribers' security deposits represent security money deposited by subscribers at the time of obtaining the new connection as safeguard against default in payment of bills against future mobile usage. This amount may be applied to all or any portion thereof in payment of any amount due from the subscriber at the time of termination of the contract or disconnection.

26 Short term loan

This represents local currency loan taken for short tenure to meet the working capital requirements of the Company from different banks. The tenure of the loan is from 30 days to 180 days and renewable in nature maximum up to 360 days.

In BDT'000	As at 30 June 2020	As at 31 December 2019
Citibank, N.A.	-	1,400,000
Standard Chartered Bank	1,200,000	1,200,000
HSBC	3,000,000	-
Eastern Bank Limited	1,500,000	1,000,000
Commercial Bank of Ceylon	1,250,000	1,250,000
Dutch Bangla Bank Ltd.	2,000,000	-
BRAC Bank Limited	2,000,000	1,500,000
Jamuna Bank Limited	-	1,000,000
	10,950,000	7,350,000

27 Deposit against employee share purchase plan (ESPP)

In the event shareholders of the Company may decide to float its shares to public through Initial Public Offering (IPO) in stock exchanges of Bangladesh share money deposit from eligible employees of the Company have been accepted before 31 December 2019. In the event, the Company do not lists its securities on public exchanges, the deposited money will be fully refunded to the employees with interest earned.

In BDT'000	As at 30 June 2020	As at 31 December 2019
Balance as at 1 January	1,360,781	-
Deposit against ESPP during the period/year	-	1,360,509
Interest earned during the period/year	34,548	272
Balance as at 30 June/31 December	1,395,329	1,360,781

28 Revenue

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Installation charges	6,394	5,224	10,063	10,021
Post-paid airtime	285,002	314,927	578,939	534,233
Pre-paid airtime	8,271,497	10,333,534	17,990,468	20,590,899
Data	6,252,371	4,811,508	12,471,577	9,382,105
Value added services (VAS)	1,643,057	1,766,498	3,543,522	3,567,245
Interconnection revenue	849,718	1,017,443	1,789,596	1,983,320
International roaming revenue	22,001	37,325	52,673	82,807
Non-mobile revenue	173,045	186,313	424,870	501,562
Infrastructure sharing revenue	124,044	114,208	242,025	226,015
	17,627,129	18,586,980	37,103,733	36,878,207

29 Cost of revenue

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Direct cost of revenue	3,123,243	3,445,119	6,713,029	6,985,842
Network operation and maintenance expenses	1,899,822	2,258,425	5,125,339	5,308,746
Depreciation and amortization	5,284,496	5,489,141	10,280,934	10,873,751
	10,307,561	11,192,685	22,119,302	23,168,339

30 Administrative expenses

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Salaries and allowances	643,750	856,016	1,399,504	1,656,307
Gratuity expenses *	(200,438)	35,858	(171,070)	71,715
Provident fund	31,012	17,235	52,638	45,111
Staff welfare	34,165	86,097	71,335	175,342
Gas and petrol	1,239	15,737	14,178	30,964
Stationery and printing	354	2,142	2,181	3,988
Office expenses	8,281	18,185	23,604	33,990
	518,363	1,031,270	1,392,370	2,017,417

* Gratuity expense in Q2'2020 is negative due to "past service cost" adjustment resulting from actuarial valuation after gratuity rule restructuring.

31 Selling and distribution expenses

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Advertisement expense	48,634	710,025	805,212	1,408,529
Dealers commission	2,333,965	1,805,170	4,738,913	3,582,631
Subsidy on SIM (VAT & SD)	54,836	28,995	139,741	67,580
	2,437,435	2,544,190	5,683,866	5,058,740

32 Operating expenses

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Audit fees	300	300	600	600
Automobile insurance and license	217	565	701	624
Automobile repair and maintenance	63	1,310	1,693	3,407
Bank charges	6,855	7,220	10,152	12,434
Subscription	5,039	5,491	9,090	13,186
Electricity and water	8,473	15,441	17,457	25,017
License fees	37,500	39,413	75,417	70,076
Office rentals	57,224	32,609	100,398	96,994
Vehicle rentals	73,130	67,370	148,884	152,683
Postage and courier	4,976	4,753	9,258	9,741
Professional fees	74,213	98,026	138,803	213,606
Legal fees	6,315	5,347	21,965	13,824
Repair and maintenance of building and equipment	629	7,943	8,777	9,175
Security guard	56,864	48,268	107,266	107,201
Software and hardware maintenance	178,506	178,427	358,585	359,186
Training expense	5,883	758	7,592	1,456
Travelling and accommodation	3,087	26,479	28,768	52,173
Directors' allowance	6,601	6,343	13,789	12,579
Customer care expenses	100,702	173,697	202,546	357,318
Net expense for impairment	68,741	7,758	89,309	20,817
Depreciation of property, plant and equipment	36,810	28,521	70,137	57,619
Depreciation of right-of-use asset - Opex	27,320	51,466	64,353	102,932
Other expenses	129,553	151,518	208,872	398,570
	889,001	959,023	1,694,412	2,091,218

33 Net finance expense

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Interest expense on lease	778,490	1,162,024	1,574,495	2,319,077
Interest expense on loan	493,267	428,179	913,299	968,485
Interest expense on asset retirement obligation	11,887	10,976	23,210	21,565
Interest expense on defined benefit obligation/plan asset	10,710	2,226	13,205	5,145
Interest expense on unwinding of liability	221,309	-	221,309	-
Interest income on FDR and SND	(19,393)	(13,918)	(36,955)	(31,967)
	1,496,270	1,589,487	2,708,563	3,282,305

34 Non-operating income

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Gain/(loss) on disposal of property, plant & equipment	(2,286)	26,274	4,549	27,047
Other miscellaneous income	12,080	10,568	14,702	36,695
	9,794	36,842	19,251	63,742

35 Income tax expense

In BDT'000	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Current tax	344,739	882,202	823,125	1,019,818
Deferred tax expense	967,514	648,131	1,765,487	730,060
	1,312,253	1,530,333	2,588,613	1,749,878

36 Other comprehensive expense

Other comprehensive expense resulted from the actuarial valuation of gratuity fund conducted by a professional actuary firm.

37 Earnings per share

Note	1 April to 30 June 2020	1 April to 30 June 2019	1 January to 30 June 2020	1 January to 30 June 2019
Earnings attributable to ordinary shareholders (net profit after tax) (BDT'000)	583,746	(322,044)	771,474	(568,168)
Weighted average number of ordinary shares outstanding during the period/year (number'000)	4,714,140	4,714,140	4,714,140	4,714,140
Basic earnings per share (in BDT)	0.12	(0.07)	0.16	(0.12)

38 Weighted average number of ordinary shares

The weighted average number of ordinary shares outstanding during the period/year is the number of ordinary shares outstanding at the beginning of the year, adjusted by the number of ordinary shares issued during the period/year multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the period/year.

In Number'000	As at 30 June 2020	As at 31 December 2019
Issued ordinary shares as at 1 January	4,714,140	4,714,140
Effect of share issued during the period/year	-	-
Weighted average number of ordinary shares as at 30 June/31 December	4,714,140	4,714,140

39 Net asset value (NAV) per share

Note	As at 30 June 2020	As at 31 December 2019
Total assets	169,961,243	171,968,640
Total liabilities	109,875,736	112,379,745
	60,085,507	59,588,895
Weighted average number of ordinary shares	4,714,140	4,714,140
NAV per share	12.75	12.64

40 Net operating cash flows per share (NOCFPS)

<i>In BDT'000</i>	<i>Note</i>	1 January to 30 June 2020	1 January to 30 June 2019
Net operating cashflow		11,982,401	13,364,998
Weighted average number of ordinary shares	38	4,714,140	4,714,140
Net operating cash flows per share (NOCFPS)		2.54	2.84

41 Reconciliation of net operating cashflow

<i>In BDT'000</i>	1 January to 30 June 2020	1 January to 30 June 2019
Net profit/(loss) for the period	771,474	(568,168)
Income tax expense	2,588,613	1,749,878
Profit before tax	3,360,087	1,181,710
Adjustment for:		
Depreciation and amortization	10,415,424	11,034,302
Gain/(loss) on disposal of property, plant & equipment	(4,549)	(27,047)
Finance expense	2,672,148	3,255,595
Capex inventory obsolescence	87,622	75,392
Foreign exchange income/(loss) - unrealized part	(35,699)	53,381
Provision for impairment	89,309	20,817
Provision adjusted through retained earnings	-	1,360,260
Others	(7,948)	11,766
	13,216,307	15,784,466
Changes in		
Inventories	(48,714)	167,825
Accounts and other receivables, net	1,460,329	153,530
Advance to subsidiary	-	-
Advances, deposits and prepayments	(1,386,341)	(1,905,252)
Asset retirement obligation	(8,989)	21,564
Employee benefits	(603,796)	(79,472)
Accounts and other payables	(3,278,352)	1,221,525
Intercompany payables - edotco BD	651,089	(2,306,127)
Intercompany payables - Axiata Group Berhad	100,347	159,237
Subscribers' security deposit	1,491	3,173
	(3,112,936)	(2,563,997)
Cash generated from operating activities	13,463,458	14,402,179
Income tax paid	(1,481,057)	(1,037,181)
Net cash generated by operating activities	11,982,401	13,364,998

42 Related party disclosures

The Company carried out a number of transactions with related parties in the normal course of business on arms length basis. The name of these related parties, nature of transactions and their total value have been set in accordance with the provisions of IAS 24 "Related party disclosures".

Transaction with related parties during the period

In BDT'000		1 January to 30 June 2020	1 January to 30 June 2019
Name of related parties	Nature	Nature of transactions	
Axiata Management Service	Axiata Group Company	Expenses paid on behalf	-
Axiata Group Berhad	Shareholder	Expenses paid on behalf, management fee	(6,125)
Axiata Digital Services	Axiata Group Company	Revenue	100,346
	Axiata Group Company	Advertising and other expenses	(157,604)
	Axiata Group Company	Roaming revenue	398,734
Smart Axiata Co. Limited	Axiata Group Company	Roaming expenses	(0.2)
	Axiata Group Company	Roaming revenue	0.2
	Axiata Group Company	Roaming expenses	0.5
Dialog Axiata PLC	Axiata Group Company	Roaming revenue	(32)
	Axiata Group Company	Roaming expenses	3
	Axiata Group Company	Other expenses	6
	Axiata Group Company		3,323
	Axiata Group Company	Roaming revenue	(7)
Celcom Axiata Berhad	Axiata Group Company	Roaming expenses	(34)
	Axiata Group Company	Roaming revenue	5
	Axiata Group Company	Roaming expenses	8
PT XL Axiata Tbk	Axiata Group Company	Roaming revenue	(0.04)
	Axiata Group Company	Roaming expenses	1
	Axiata Group Company	Roaming revenue	-
NTT DOCOMO INC.	Shareholder	Roaming revenue	1
	Shareholder	Roaming expenses	(385)
			219
edotco Bangladesh Co Ltd	Axiata Group Company	Infrastructure service expense	6,525,797
	Axiata Group Company	Shared service income	6,524,798
	Axiata Group Company	Revenue	(17,489)
			(9,373)
M1 Limited (M1)	Axiata Group Company	Roaming revenue	-
	Axiata Group Company	Roaming expenses	(78)
			139
Ncell Private Limited	Axiata Group Company	Roaming revenue	(24)
	Axiata Group Company	Roaming expenses	4
			(34)
			14
Bharti Airtel	Shareholder	Roaming revenue	(6,938)
	Shareholder	A2P & P2P revenue	(20,183)
	Shareholder	Roaming expenses	(12,194)
			(4,975)
			355
			3,507
Idea Cellular Limited	Axiata Group Company	Roaming revenue	(140)
	Axiata Group Company	Roaming expenses	38
			-
			-

Receivables/(payables) with related parties

In BDT'000		As at 30 June 2020	As at 31 December 2019
<u>Name of related parties</u>	<u>Nature</u>	<u>Receivable/(Payable)</u>	
Axiata Management Service	Axiata Group Company	14,338	8,213
Axiata Group Berhad	Shareholder	(1,690,312)	(1,589,965)
Axiata Digital Services	Axiata Group Company	363,672	410,125
		(794,043)	(1,160,283)
Smart Axiata Co. Limited	Axiata Group Company	-	0.03
	Axiata Group Company	(0.7)	(0.5)
	Axiata Group Company	0.04	0.04
Dialog Axiata PLC	Axiata Group Company	74,561	74,530
	Axiata Group Company	(44,716)	(37,178)
	Axiata Group Company	(26,747)	(26,744)
Celcom Axiata Berhad	Axiata Group Company	2	18
	Axiata Group Company	(10,561)	(10,560)
	Axiata Group Company	(9)	(8)
PT XL Axiata Tbk	Axiata Group Company	0.1	0.2
	Axiata Group Company	(2)	(1)
NTT DOCOMO INC.	Shareholder	-	160
	Shareholder	-	(594)
edotco Bangladesh Co Ltd	Axiata Group Company	(4,277,080)	(3,625,991)
M1 Limited (M1)	Axiata Group Company	-	28
	Axiata Group Company	-	(70)
Ncell Private Limited	Axiata Group Company	121	103
	Axiata Group Company	(70)	(68)
Bharti Airtel	Shareholder	11,438	28,972
	Shareholder	6,807	1,832
	Shareholder	(2,906)	(2,906)
	Shareholder	(718)	(10,129)

43 Capital commitments

	As at 30 June 2020	As at 31 December 2019
Purchase orders - capital expenditures	4,918,749	9,657,874

44 Contingencies

Except as disclosed below there has been no development of the events disclosed in the financial statements for the year ended 31 December 2019.

a) Claim related to Information System Audit by BTRC

The Honorable High Court, by an order dated 5 January 2020, issued an injunction upon BTRC on condition that Robi makes a deposit of BDT 1,380,000,000 in five instalments. By May 2020, Company has deposited BDT 1,380,000,000 to comply with the order of High Court Division to secure the injunction. Since, the deposit is part of the legal process, the amount deposited is recoverable after the resolution of the suit filed in respect of the Claim.

The Company is confident that it can successfully challenge the demand.

b) Claim related to VAT Audit by LTU

On 30 May 2017, LTU of NBR commenced a routine VAT Audit for the period from January 2013 to December 2016. Accordingly, the Company provided all required information, documents, explanations and reconciliations to the LTU-VAT team. On 6 February 2018, LTU arbitrarily issued five show cause letters including Demand Notices ('the Demand') totaling to BDT 9,244,985,129. In accordance with the Legal Advice, the Company filed Writ petitions on 3 May 2018 with the High Court to challenge the demands.

Robi contested the Demand to be frivolous. NBR found sufficient merit to Review the Demand and recalled the file under section 43 of the VAT Act, 1991, provided Robi discontinue the Writ Petitions at the High Court. Robi obtained legal advice on the way forward and thereafter informed the High Court of non-prosecution of the writ petitions in question.

NBR referred the matter to the Directorate General of Audit Intelligence and Investigation ("DGAI") to re-examine the claim and the Demand. On 8 July 2018, DGAI formed a Committee comprising of members from NBR, BTRC and Robi ("Review Committee").

A detail Review ensued, however, NBR and LTU members of the Review Committee finalized a 'Report' without any consultation with Robi. Though, the NBR letter dated 15.05.2018 asked to review only "whether audit report and tax evasion amount raised in the said audit report is correct", it appears that the Review Committee went beyond that scope and captured other items not included in the Demand or the original audit. Having gone beyond the scope, the Review Committee issued a report showing alleged tax evasion amounting BDT 23,217,470,268 by adding new items.

After further persuasion, another Committee was formed, and the Committee submitted a report ("Second Report") to the NBR. Robi objected to insertions any new matters/items in the Second Report, as the scope of the Audit was limited to the earlier findings of the LTU Audit. Nevertheless, the Second Report was submitted to the NBR for the decision of the Board (NBR Board).

Since the original Demand has been reviewed and tempered with by two committees, the amount in the original Demand has been altered at least on two occasions, new items were added by the first Review Committee and retained by the second Committee, and the original audit period had been extended from January 2013-December 2016 to July 2012-December 2016 for some items, the external lawyer of Robi opined that the original Demand of 9.25 billion was no longer in effect. The external lawyer further opined that, in order for NBR to claim on the basis of the Second Report, Robi would have to be given opportunity of being heard.

That means that NBR/LTU would have to initiate a new process. According to the process, in the event NBR or LTU intends to claim any amount, LTU will have to issue a new claim against Robi, as the original Demand of 9.25 billion is void by virtue of reviews under section 43 of the VAT Act, 1991 (Old VAT Act). As noted/envisaged by the external lawyer, the NBR initiated a new process by issuing four fresh show cause notices dated 22.03.2020 (which Robi officially received on 17.05.2020 due to late delivery resulting from Covid 19 pandemic) asking Robi to respond to allegations of evasion of BDT 7.45 billion.

No official demand letters have been issued against Robi yet as the process under the Old VAT Act requires NBR to give opportunity for hearing. However, the analysis of the show cause notices reveals that, out of BDT 7.45 billion, allegation of evasion amounting BDT 3,058 million is time barred and BDT 1,622 million is subject of other litigation between Robi and the NBR. Considering this gross error by the NBR, the external lawyer advised Robi to file judicial review applications i.e., writ petitions with a view to halting the process before final demands are issued by the NBR. Robi has filed four writ petitions before the High Court Division, which are now pending before the Court. The writ petitions will be taken up for further hearing when the normal court process resumes. Robi expects the cases to be taken up for hearing for initial orders within August, 2020.

Since the original Demand of 9.25 crores is no longer in effect by virtue of initiation of fresh process and, the fresh process has not yet completed as mentioned above, there is no formal demand under NBR audit at this moment.

c) Litigations related to VAT rebate cancellation

VAT rebate cancellation related to Robi

As disclosed in the audited financial statements of 2019, out of the five litigations relating to VAT rebate cancellation of Robi, four were pending before the High Court and one was pending before Customs and Excise VAT Tribunal (CEVT). As at 30 June 2020, all of these five appeals are pending before the High Court.

(dd) Factors that may affect the results of operations

With growing data demand evolving towards digital services, data capacity expansion and new capability building would be crucial for all mobile operators. In order to meet subscriber demand, adequate spectrum availability would be pre-requisite to serve through new/existing technologies (e.g. 5G, 4G etc.). Hence, high spectrum price may affect the operations negatively. At the same time, complying with new QoS guideline would necessitate significant investment and may affect operations unless high price on bandwidth, spectrum and optical fiber etc. are reduced. Additionally, industry specific and general taxes and relevant import/supplementary duty (including future changes to various taxes, fees and levies) may further affect business operations.

Also, growing Over-the-Top (OTT) players' impact may affect voice revenue and hyper data price competition in absence of data floor price regulation may affect data business. However, Unified Licensing regime, once in place is projected to create new opportunities for doing business in broader domain.

Data Floor Pricing, if implemented, is expected to instill fair competition and profitability in the market while Unified-Licensing will facilitate Fixed Mobile Convergence (FMC). Also, active sharing guideline can help keep infrastructure cost under control. Additionally, SMP regulations introduced in November 2018, when effectively implemented is expected to ensure fair competition in the market for all operators. Introduction of new regulations and or tightening of existing regulations such as IMEI registration, mandatory bio-SIM registration, consumer protection, regulatory audits and others may affect Robi's ability to operate effectively. The BTRC may also affect changes to the licensing regime which may or may not impact Robi's current licenses and authorizations. Although government is determined for 5G rollout in 2021, whether the business case for 5G is viable is still to be seen. In addition, there are regulatory changes which may impact Robi's suppliers such as wholesale providers for fiber optic transmission capacity, international capacity, towers, VAS providers and others.

There could be potential impact from ongoing issue like BTRC audit, NBR audit and all disputes related to it like VAT on License and Spectrum fees, Rebate disallowance, SIM replacement tax, Interest charge against late payment, SIM tax subsidy, custom duty. Other risk includes coming from BTRC's registration compliance procedure.

SECTION VII:

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(a) Overview of business and strategies

Building on dual-brand and 4G momentum, Robi is creating 'Triple core' portfolios in order to emerge as the leading Digital Service Provider (DSP) in Bangladesh providing new experience in life. Triple core is made up of modernization of the existing core telecom services, exploration of the evolving core and the adjacent Digital services domain.

Robi is to emphasise on creating distinct value proposition for dual-brand- where Robi develops the identity of an Innovative Digital Brand and Airtel develops the identity of an Innovative Youth brand. Operational excellence is the key focus to improve the business performance and maximize shareholder return where Digitalization and Analytics are the key enablers to achieve the goals.

(b) SWOT Analysis

Strengths:

1. Spectrum availability in lower band
2. Dual brand with distinct value proposition
3. Strong network coverage in 4G/LTE
4. Strong and dynamic team with proven track record
5. Digital portfolio

Opportunities:

1. New business opportunities
2. Growing digital ecosystem and evolving consumer demand
3. Regulatory changes in the eco system
4. Growing data market
5. Underutilized network monetization

Weakness:

1. Weak brand perception nationally
2. High incidence of multi-sims and low voice utilization in North-South geography
3. Third party dependent fiber transmission
4. High capital base, low earning base
5. Inept Working capital management

Threats:

1. High spectrum price, New tax/levies, regulatory, tax audit, dispute penalties and charges
2. Over-the-Top (OTT) driven voice disruption
3. New entrant/Global giants resulting in more competition in digital space
4. Comply with regulatory Quality of Services (QoS) guideline
6. Adverse regulatory changes
7. Contingent liabilities and tax litigations

(c) Analysis of the financial statements of last five years with reason(s) of fluctuating revenue/sales, other income, total income, cost of material, finance cost, depreciation and amortization expense, other expense; changes of inventories, net profit before & after tax, EPS etc.

As per audited accounts

Particulars (in BDT '000)	2019	2018	2017	2016 (Restated)	2015
Revenue	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Cost of revenue	(46,973,632)	(48,063,015)	(52,829,470)	(45,566,581)	(33,523,973)
Administrative expenses	(4,368,878)	(3,964,060)	(3,262,468)	(2,907,782)	(2,455,627)
Selling & distribution expenses	(10,700,576)	(12,441,864)	(11,320,395)	(7,454,488)	(7,465,152)
Operating expenses	(4,109,806)	(4,129,417)	(3,659,381)	(3,757,931)	(3,359,356)
Profit/ (loss) from operations	8,658,856	(616,061)	(2,816,206)	(8,555,358)	4,823,616
Share of profit from associate	-	245,016	306,089	-	-
Gain relating to disposal of shares in edotco BD	-	6,307,547	1,777,770	-	-
Net finance expenses	(5,054,825)	(2,971,050)	(1,326,377)	(809,348)	(485,540)
Foreign exchange gain/(loss)	(167,058)	(182,075)	(677,398)	24,001	143,998
Non-operating income/(expenses)	541,484	30,268	164,427	(91,961)	522,200

Particulars (in BDT '000)	2019	2018	2017	2016 (Restated)	2015
Net profit/ (loss) before WPPF	3,978,457	2,813,645	(2,571,696)	(9,432,666)	5,004,274
Expense related to WPPF and welfare fund	(189,450)	(133,983)	-	-	(250,214)
Net profit/ (loss) before tax	3,789,007	2,679,662	(2,571,696)	(9,432,666)	4,754,060
Tax expenses:					
Current tax expense	(2,916,206)	(1,190,402)	(566,768)	(470,308)	(1,415,890)
Deferred tax income/ (expense)	(703,712)	658,081	3,033,880	2,971,901	(935,944)
Net profit/ (loss) after tax	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226
Other comprehensive income/ (expense)					
Items that will not be reclassified to profit or loss:					
Actuarial gain/ (loss) from defined benefit plan	194,900	(53,980)	98,200	-	-
Related taxes	(107,604)	-	-	-	-
Other comprehensive income/ (expense) for the year	87,296	(53,980)	98,200	-	-
Total comprehensive income/ (expense) for the year	256,385	2,093,361	(6,384)	(6,931,073)	2,402,226

Reason of fluctuation

2019 compared to 2018:

- Revenue increased in 2019 compared to 2018 mainly due to increase in subscriber base. Subscriber base as of December 2019 was 49.0m whereas the same as of December 2018 was 46.9m. On top, continuation of data revenue growth complemented to the higher growth of total revenue.
- Cost of revenue decreased in 2019 mainly due to change in accounting - resulting from first time adoption of IFRS 16: "Leases". Due to adoption of IFRS 16, network operation and maintenance expense has reduced, on the other hand depreciation of the leased assets and finance cost relating to lease liability has increased.
- Administrative expense of 2019 was higher mainly because of higher human resources related expense for "voluntary separation scheme" of the Company.
- Selling and distribution cost was lower in 2019 mainly due to lower advertisement and promotion costs. In 2018, there were some special campaign driven costs like 4G launch campaign, FIFA world cup campaign, mobile number portability (MNP) campaign etc.
- In 2018, remaining shares of edotco has been transferred. Therefore, there was no share of profit from associate in 2019. There was one-off gain in Statement of Profit and Loss of 2018 due to share sale of edotco Bangladesh.
- Finance expense of 2019 was higher compared to 2018 mainly because of higher finance cost in relation to lease liabilities recognized under IFRS 16. However, the company's bank loans reduced in 2019, so as the interest on bank loans.
- Non-operating income of 2019 was higher due to one-off liability waiver received from Axiata Group Berhad relating to the unpaid long outstanding payable balances.
- Income tax expense of 2019 was significantly higher mainly due to the increase of minimum tax (0.75% to 2% of gross receipts) imposed by the government as well as changes in other areas of disallowances like incentive bonus exceeding 10% of disclosed profit. Deferred tax expense also increased in 2019 due to higher profit before tax compared to the earlier year.
- In 2019, other comprehensive income was higher due to the actuarial gain relating to the gratuity fund of the company.

2018 compared to 2017:

- Revenue marginally decreased in 2018 compared to 2017 mainly due to higher device/handset sales in 2017. However, the service revenue (without non-mobile) of 2018 had increased by BDT 5,806m compared to the same of 2017. Reason for such increase in revenue was mainly increase of subscriber base. Subscriber base as of 31 December 2018 was 46.9m which was 42.9m as at 31 December 2017. On top, data revenue growth also complemented to the higher growth of total service revenue.
- Cost of revenue decreased in 2018 mainly due to lower cost relating to non-mobile revenue. However, decrease in cost of handsets was partly offset by higher network cost as well as higher depreciation. Network operation and maintenance cost of 2018 was higher mainly due to higher costs relating to lease of transmission fiber which was required for higher data growth. Nationwide aggressive 4G roll-out has also contributed to the increase in network operation and maintenance cost. Depreciation and amortization cost increased in 2018 mainly due to incremental capital expenditure for 4G site roll-out, Tech-neutrality fee capitalization.
- Administrative expenses of 2018 increased mainly in the area of salary and allowances due to higher employee incentive cost in line with better performance of the company.
- Selling and distribution cost was higher in 2018 mainly due to higher advertisement and promotion related costs arisen from some special campaign driven costs like 4G launch campaign, FIFA world cup campaign, mobile number portability (MNP) campaign etc.
- Share of profit from associate decreased in 2018 mainly due to sale of remaining shares of the associate company (edotco Bangladesh) in September 2018
- Gain from sale of edotco shares was higher in 2018 compared to 2017
- Finance cost of 2018 was higher due to higher use of borrowings during the year as part of working capital management.
- Foreign exchange loss was lower in 2018 because of less currency fluctuation in 2018 compared to the same of 2017
- Tax expense of 2018 was higher compared to 2017 mainly due to higher profit before tax driven by one-off gain from edotco share sales. Tax expense of 2017 was lower mainly due to deferred tax income arisen from unabsorbed depreciation
- Other comprehensive expense in 2018 was due to the actuarial loss relating to the gratuity fund of the company.

2017 compared to 2016:

- Revenue was higher in 2017 mainly due to full year impact of Airtel brand revenue. As the merger took place with effect from 16 November 2016, there was only one and half month impact of Airtel brand revenue in 2016. Subscriber Base for both brands (Robi + Airtel) as of 31 December 2017 was 42.9m whereas the same as of 31 December 2016 was 33.8m.
- Cost of revenue increased mainly due to full year impact of revenue associated costs of Airtel Brand which was in line with increase of revenue. However, the increase in revenue associated expenses was largely offset by lower depreciation in 2017 which was mainly due to one-off depreciation impact in 2016 (BDT 4,189m) relating to unusable assets identified during site modernization project.
- Administrative expenses increased mainly because of increase in salary expenses coming from inclusion of Airtel employees in payroll for the whole year. However, such increase was partly offset, because there was one-off cost (BDT 362m) in 2016 relating to voluntary retirement scheme of Airtel employees.

- Selling and distribution expense was higher in 2017 mainly due to associated channel partner's cost of Airtel brand. Cost further increased due to aggressive promotional campaigns in 2017 in order to capture maximum market share after merger.
- Operating expense marginally decreased even after the merger impact mainly because of one-off merger fee expenditure (BDT 650m) in 2016
- One-off gain relating to disposal of edotco shares had arisen in 2017 because of partial sale of edotco shares owned by Robi in January 2017.
- Finance expense of 2017 was higher mainly due to higher interest on short term borrowings and a one-off interest payable waiver received from Axiata group Berhad in 2016.
- Non-operating income was higher in 2017 compared to 2016 mainly because of higher loss on disposal of property, plant and equipment in 2016
- In 2017, there was net tax income mainly for deferred tax income generated through unabsorbed depreciation.

2016 compared to 2015:

- Revenue in 2016 marginally dropped mainly because of comparatively less aggressive campaign in 2016 considering the merger probability. The regular expansion activity was also slow due to merger probability from which a large network synergy was expected. Therefore, delay of merger impacted the revenue growth.
- Cost of revenue increased significantly in 2016 due to the increase in revenue related cost, network operation and maintenance cost and depreciation cost in 2016. Cost related to revenue in 2016 was higher compared to the same of 2015 mainly due to correction of interconnection cost by BDT 831m . Network operation and maintenance cost increased by BDT 4,651m due to gradual carve-out of passive infrastructure part from Robi to edotco. Depreciation was significantly higher mainly for one-off depreciation impact in 2016 (BDT 4,189m) relating to unusable assets identified during site modernization project in Chittagong region. Post-merger cost of Airtel brand for one and half months also contributed to the increase in cost of revenue.
- Administrative cost was higher in 2016 mainly due to one-off cost (BDT 362m) relating to voluntary retirement scheme of Airtel employees. However, this increase in expense was partially offset by lower WPPF expense in 2016.
- Operating expense was higher in 2016 mainly due to merger fee payment of BDT 650m
- Finance expense was higher in 2016 due to higher interest cost on additional bank loans. Foreign currency fluctuation also contributed to such increase in finance expense of 2016
- Non-operating income was lower in 2016 compared to 2015 mainly because of a one-off provision reversal in 2015 (BDT 733m)
- Income tax expense in 2016 was lower (net tax income in 2016) compared to 2015 mainly due to business loss compared to business profit of 2015. Also, deferred tax income relating to unabsorbed depreciation has contributed to such net tax income of 2016.

(d) Known trends demands, commitments, events or uncertainties that are likely to have an effect on the Company's business

Known trends demands, commitments, events or uncertainties that are likely to have an effect on the Company's business are follows –

- Voice revenue impact by global Over the Top (OTT) players and new local Internet Protocol Telephony Service Provider (IPTSP) license holder
- High Spectrum price for new spectrum allocations and renewal of existing spectrum assignments
- To comply with Quality of Services (QOS) Guideline
- Growing taxes and charges e.g. Supplementary Duty (SD) and increase in minimum taxation rates to 2% on revenue.
- Increase Value Added Tax (VAT) and, or new scope by changing structure e.g. additional VAT on e-commerce.
- Any adverse changes in regulations/claims policy on licensing, pricing, operation etc. that may have adverse impact on business like restructuring of the BTRC licensing regime, introduction of new regulations and or tightening of existing regulations such as IMEI registration, mandatory bio-SIM registration, consumer protection, regulatory audits and others, including regulatory changes which may impact Robi's suppliers such as wholesale providers for fiber optic transmission capacity, international capacity, towers, VAS providers and others.
- Unexpected fine, penalties and other punitive actions are common in Bangladesh telecom industry.

(e) Trends or expected fluctuations in liquidity

Over the last five years, the current ratio of the Company stayed within 0.21x to 0.25x Also quick ratio of the Company stayed within 0.21x to 0.25x. The Company expects to maintain such sufficient liquidity in the near future.

(f) Off-balance sheet arrangements those have or likely to have a current or future effect on financial condition

As of date, the Company did not enter into any off-balance sheet financing arrangements. Contingent liabilities and capital commitments have been duly disclosed in the Companies audited financial statements.

SECTION VIII:

DIRECTORS AND OFFICERS

(a) Name, Father's name, age, residential address, educational qualification, experience and position of each of the directors of the Company and any person nominated/represented to be a director, showing the period for which the nomination has been made and the name of the organization which has nominated him

Name	Father's Name	Age	Residential Address	Educational Qualification	Experience	Position	Nominated by	Period of Nomination
Dato' Mohd Izzaddin Bin Idris	Idris bin Lassim	58 years	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	Fellow from CPA (Australia) B.Com (University of New South Wales)	21 years	Chairman	Axiata Investments (Labuan) Limited	N/A
Dr. Shridhir Sariputta Hansa Wijayasuriya	Patabendi Muhamdhirange Wimalasena jayasuriya	52 years	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	Phd (University of Bristol) MBA (University of Warwick) Bachelor Degree (University of Cambridge)	27 years	Director	Axiata Investments (Labuan) Limited	N/A
Vivek Sood	Banwari Lal Sud	56 years	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	Qualified Chartered Accountant B.Com (University of Delhi)	33 years	Director	Axiata Investments (Labuan) Limited	N/A
Nakul Sehgal	Raj Kumar Sehgal	39 Years	Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon, Haryana, India	Chartered Accountant from Institute of Chartered Accountants of India, B. Com Hons. (University of Delhi)	18 years	Director	Bharti International (Singapore) Pte. Ltd.	N/A
Randeep Singh Sekhon	Bir Sukhpal Singh	51 Years	Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon, Haryana, India	Bachelor of Engineering (Punjab University)	28 years	Director	Bharti International (Singapore) Pte Limited	N/A
Thayaparan S Sangarapillai	Sangarapillai	65 Years	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Qualified Chartered Accountant and Fellow of ICAEW	30 years	Independent Director	n/a	N/A
Klaus Michael Kuehner	Walter Kuehner	68 years	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	Masters in Mathematics and Economics (University of Cologne)	40 years	Independent Director	n/a	N/A
Mahtab Uddin Ahmed	Salaudhin Ahmed	53 years	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	B.Com and M. Com in Accounting (DU), FCMA, CGMA, CIMA	27 years	Managing Director & CEO	Axiata Investments (Labuan) Limited	N/A

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

Name	Designation	Date of becoming Director for the first time	Date of Expiration of Current Term
Dato' Mohd Izzaddin Bin Idris	Chairman (Nominated by Axiata Investments (Labuan) Limited)	30 January, 2019	The directors of the Company are subject to be retired by rotation according to Section 91 and Regulation 79-82 of Schedule I of The Companies Act, 1994.
Dr. Shridhir Sariputta Hansa Wijayasuriya	Director (Nominated by Axiata Investments (Labuan) Limited)	26 April, 2016	
Vivek Sood	Director (Nominated by Axiata Investments (Labuan) Limited)	03 May, 2017	
Nakul Sehgal	Director (Nominated by Bharti International (Singapore) Pte Limited)	28 February, 2019	
Randeep Singh Sekhon	Director (Nominated by Bharti International (Singapore) Pte Limited)	21 October, 2019	
Thayaparan S Sangarapillai	Independent Director	01 July, 2015	
Klaus Michael Kuehner	Independent Director	10 February, 2020	
Mahtab Uddin Ahmed	CEO & Managing Director (Nominated by Axiata Investments (Labuan) Limited)	01 November, 2016	

(c) If any director has any type of interest in other businesses, names and types of business of such organizations. If any director is also a director of another Company or owner or partner of any other concern, the names of such organizations

Name of Director	Designation in Robi	Directorship / Sponsorship / Ownership with other Organization		
		Name of the Organization	Type of Business	Position
Dato' Mohd Izzaddin Bin Idris	Chairman	Axiata Group Berhad	Public Listed Company	Director
		Iclif Leadership & Governance Centre	Public Limited Company	Director
		Dialog Axiata PLC	Public Listed Company	Director
		Axiata Digital Innovation Fund Sdn Bhd	Private Limited Company	Chairman
Dr Shridhir Sariputta Hansa Wijayasuriya	Director	Apigate Inc.	Private Limited Company	Director
		Apigate (Private) Limited	Private Limited Company	Director
		Axiata Business Services Sdn Bhd	Private Limited Company	Director
		Axiata Digital Advertising Sdn Bhd	Private Limited Company	Director
		Axiata Digital Labs (Private) Limited	Private Limited Company	Director
		Axiata Digital Services Sdn Bhd	Private Limited Company	Director
		Axiata Investments 1 (India) Limited	Private Limited Company	Director
		Axiata Investments 2 (India) Limited	Private Limited Company	Director
		Axiata Lanka (Private) Limited	Private Limited Company	Director
		Ceylon Chamber of Commerce	Business Chamber	Chairman
		Colours of Courage Trust (Guarantee) Limited	Private Company Limited by guarantee	Director
		Dialog Axiata PLC	Public Listed Company	Non-Independent, Non-Executive Director
		Dialog Finance PLC	Public Listed Company	Chairman/Non-Independent, Non-Executive
		Dialog Foundation	Non-Governmental Organization	Trustee
		Digital Commerce Lanka (Private) Limited	Private Limited Company	Chairman
		Digital Holdings Lanka (Private) Limited	Private Limited Company	Director
		John Keells Holdings PLC	Public Listed Company	Independent Non- Executive
		Ncell Private Limited	Private Limited Company	Director
		Sigiriya Leisure (Private) Limited	Private Limited Company	Director
		Sigiriya Residencies (Private) Limited	Private Limited Company	Director
		Sigiriya Trust	Trust	Trustee
Vivek Sood	Director	Smart Axiata Co. Limited	Private Limited Company	Director
		Tangalle Leisure (Private) Limited	Private Limited Company	Director
		Suvitech Co., Ltd.	Private Limited Company	Director
		Axiata SPV1 (Labuan) Limited	Private Limited Company	Director
		Axiata SPV2 Berhad	Public Limited Company	Director
		Axiata Investments (Singapore) Limited	Private Limited Company	Director
		Axiata Investments (Labuan) Limited	Private Limited Company	Director
		Axiata Lanka (Private) Limited	Private Limited Company	Director
		Axiata Investments (Indonesia) Sdn Bhd	Private Limited Company	Director

Name of Director	Designation in Robi	Directorship / Sponsorship / Ownership with other Organization		
		Name of the Organization	Type of Business	Position
		Axiata Investments (Cambodia) Limited	Private Limited Company	Director
		Axiata Digital Services Sdn Bhd	Private Limited Company	Director
		Axiata SPV4 Sdn Bhd	Private Limited Company	Director
		Axiata Management Services Sdn Bhd	Private Limited Company	Director
		Axiata (Cambodia) Holdings Limited	Private Limited Company	Director
		Reynolds Holdings Limited	Private Limited Company	Director
		Axiata Investments (UK) Limited	Private Limited Company	Director
		Axiata Business Services Sdn Bhd	Private Limited Company	Director
		Axiata Digital Labs (Private) Limited	Private Limited Company	Director
		PT XL Axiata TBK	Public Listed Company	Commissioner
		Dialog Axiata PLC	Public Listed Company	Director
Nakul Sehgal	Director	Nettle Infrastructure Investments Limited	Public Limited Company	Director
		Bharti Airtel Ghana Holdings B.V.	Private Limited Company	Director
		Airtel Ghana Limited	Private Limited Company	Director
		Millicom Ghana Company Limited	Private Limited Company	Director
Randeep Singh Sekhon	Director	Indus Towers Limited	Public Limited Company	Director
		Firefly Networks Limited	Public Limited Company	Director
Thayaparan S Sangarapillai	Independent Director	edotco Group Sdn Bhd	Private Limited Company	Independent Director
		Alliance Bank Malaysia Berhad	Public Listed Company	Independent Director
		Sime Darby Berhad	Public Listed Company	Independent Director
Klaus Michael Kuehner	Independent Director	RedDot Digital Limited	Public Limited Company	Independent Director
Mahtab Uddin Ahmed	CEO & Managing Director	RedDot Digital Limited	Public Limited Company	Chairman
		DSFM Securities Limited	Private Limited Company	Chairman
		Ncell Private Limited	Private Limited Company	Director

(d) Statement of if any of the directors of the Issuer are associated with the securities market in any manner. If any director of the Issuer Company is also a director of any Issuer of other listed securities during last three years then dividend payment history and market performance of that Issuer

The directors of Robi Axiata Limited are not associated with the securities market as sponsor/director of any merchant bank, asset management company, TREC holder other than the following-

Name of Director	Name of Organization	Designation
Mahtab Uddin Ahmed	DSFM Securities Limited	Chairman

(e) Any family relationship (father, mother, spouse, brother, sister, son, daughter, spouse's father, spouse's mother, spouse's brother, spouse's sister) among the directors and top five officers.

There is no family relationship among the Directors of the Company. Also, there is no family relationship among the Directors and top five officials of the Company.

(f) A very brief description of other businesses of the directors

Name of Director	Designation in Robi	Directorship / Sponsorship / Ownership with other Organization		
		Name of the Organization	Type of Business	Position
Dato' Mohd Izzaddin Bin Idris	Chairman	Axiata Group Berhad	Public Listed Company	Director
		Idlif Leadership & Governance Centre	Public Limited Company	Director
		Dialog Axiata PLC	Public Listed Company	Director
		Axiata Digital Innovation Fund Sdn Bhd	Private Limited Company	Chairman
Dr Shridhir Sariputta Hansa Wijayasuriya	Director	Apigate Inc.	Private Limited Company	Director
		Apigate (Private) Limited	Private Limited Company	Director
		Axiata Business Services Sdn Bhd	Private Limited Company	Director
		Axiata Digital Advertising Sdn Bhd	Private Limited Company	Director
		Axiata Digital Labs (Private) Limited	Private Limited Company	Director
		Axiata Digital Services Sdn Bhd	Private Limited Company	Director
		Axiata Investments 1 (India) Limited	Private Limited Company	Director
		Axiata Investments 2 (India) Limited	Private Limited Company	Director
		Axiata Lanka (Private) Limited	Private Limited Company	Director
		Ceylon Chamber of Commerce	Business chamber	Chairman
		Colours of Courage Trust (Guarantee) Limited	Private Company limited by guarantee	Director
		Dialog Axiata PLC	Public Listed Company	Non-Independent, Non-Executive Director
		Dialog Finance PLC	Public Listed Company	Chairman/Non-Independent, Non-Executive
		Dialog Foundation	Non-Governmental Organization	Trustee
		Digital Commerce Lanka (Private) Limited	Private Limited Company	Chairman
		Digital Holdings Lanka (Private) Limited	Private Limited Company	Director
		John Keells Holdings PLC	Public Listed Company	Independent Non-Executive
		Ncell Private Limited	Private Limited Company	Director
		Sigiriya Leisure (Private) Limited	Private Limited Company	Director
		Sigiriya Residencies (Private) Limited	Private Limited Company	Director
		Sigiriya Trust	Trust	Trustee
Vivek Sood	Director	Smart Axiata Co. Limited	Private Limited Company	Director
		Tangalle Leisure (Private) Limited	Private Limited Company	Director
		Suvitech Co., Ltd.	Private Limited Company	Director
		Axiata SPV1 (Labuan) Limited	Private Limited Company	Director
		Axiata SPV2 Berhad	Public Limited Company	Director
		Axiata Investments (Singapore) Limited	Private Limited Company	Director
		Axiata Investments (Labuan) Limited	Private Limited Company	Director
		Axiata Lanka (Private) Limited	Private Limited Company	Director
		Axiata Investments (Indonesia) Sdn Bhd	Private Limited Company	Director
		Axiata Investments (Cambodia) Limited	Private Limited Company	Director

Name of Director	Designation in Robi	Directorship / Sponsorship / Ownership with other Organization		
		Name of the Organization	Type of Business	Position
		Axiata Digital Services Sdn Bhd	Private Limited Company	Director
		Axiata SPV4 Sdn Bhd	Private Limited Company	Director
		Axiata Management Services Sdn Bhd	Private Limited Company	Director
		Axiata (Cambodia) Holdings Limited	Private Limited Company	Director
		Reynolds Holdings Limited	Private Limited Company	Director
		Axiata Investments (UK) Limited	Private Limited Company	Director
		Axiata Business Services Sdn Bhd	Private Limited Company	Director
		Axiata Digital Labs (Private) Limited	Private Limited Company	Director
		PT XL Axiata TBK	Public Listed Company	Commissioner
		Dialog Axiata PLC	Public Listed Company	Director
Nakul Sehgal	Director	Nettle Infrastructure Investments Limited	Public Limited Company	Director
		Bharti Airtel Ghana Holdings B.V.	Private Limited Company	Director
		Airtel Ghana Limited	Private Limited Company	Director
		Millicom Ghana Company Limited	Private Limited Company	Director
Randeep Singh Sekhon	Director	Indus Towers Limited	Public Limited Company	Director
		Firefly Networks Limited	Public Limited Company	Director
Thayaparan S Sangarapillai	Independent Director	edotco Group Sdn Bhd	Private Limited Company	Independent Director
		Alliance Bank Malaysia Berhad	Public Listed Company	Independent Director
		Sime Darby Berhad	Public Listed Company	Independent Director
Klaus Michael Kuehner	Independent Director	RedDot Digital Limited	Public Limited Company	Independent Director
Mahtab Uddin Ahmed	CEO & Managing Director	RedDot Digital Limited	Public Limited Company	Chairman
		DSFM Securities Limited	Private Limited Company	Chairman
		Ncell Private Limited	Private Limited Company	Director

(g) Short bio-data of each director

Dato' Mohd Izzaddin Bin Idris

Chairman (Nominated by Axiata investments (Labuan) Limited)

Dato' Mohd Izzaddin Bin Idris was appointed to the Board on 30 January 2019. Formerly, Izzaddin was the Group Managing Director/Chief Executive Officer of UEM Group Berhad, a position he held since July 2009 until October 2018.

Izzaddin has over 20 years of experience in the fields of investment banking, financial and general management having served in various senior positions at Malaysian International Merchant Bankers Berhad, Malaysian Resources Corporation Berhad and southern Bank Berhad. Izzaddin is a Fellow of Chartered Public Accountants (CPA) from Australia.

He holds a Bachelor of Commerce degree (First Class Honors in Finance) from the University of New South Wales, Australia. Izzaddin is also the member of the Malaysian Institute of Accountants (MIA). Izzaddin is re-designated to Executive Director/Deputy Group Chief Executive Officer on 24 January 2020.

Dr. Shridhir Sariputta Hansa Wijayasuriya

Director (Nominated by Axiata investments (Labuan) Limited).

Dr. Hans Wijayasuriya was appointed to the Board on 26 April 2016. In his capacity as the Regional CEO for South Asia, Dr. Wijayasuriya heads the South Asian Operations of the Axiata Group. Dr Wijayasuriya additionally

functions as the Group Chief Executive of Dialog Axiata PLC in Sri Lanka, a subsidiary of the Axiata Group and the country's leading multi-play connectivity provider.

During the period, 2012-14, Dr Wijayasuriya also functioned as the Founding CEO of Axiata Digital Services – the Group-wide Digital Services Business of the Axiata Group. Dr Wijayasuriya serves on the boards of several regional operating companies of the Axiata Group, and also on the boards of Axiata Digital Services and several of its Digital Ventures.

Dr. Wijayasuriya is a past Chairman of GSM Asia Pacific – the regional interest group of the GSM Association representing 22 Asia Pacific member countries, and serves on the Board of the TM Forum. the GSM Association honoured Dr. Wijayasuriya with the 'Outstanding Contribution to Asian Mobile Industry' Award, the highest honour at the Asia Mobile Awards.

Dr. Wijayasuriya graduated from the University of Cambridge UK in 1989. He subsequently obtained his PhD in Digital Mobile Communications from the University of Bristol UK in 1994. A Chartered Engineer and Fellow of the Institute of Engineering Technology UK, Dr. Wijayasuriya also holds an MBA from the University of Warwick UK.

Vivek Sood

Director (Nominated by Axiata investments (Labuan) Limited)

Mr. Vivek Sood was appointed to the Board on 3 May 2017. Vivek is the Group Chief Financial Officer of Axiata Group Berhad. Vivek is also a member of the company's Board Audit Committee.

He holds a Bachelor in Commerce and became a Qualified Chartered Accountant of India in 1989. He conducted his Accountancy and Audit Training in Pricewaterhouse. Prior to joining Axiata, Vivek led a number of multidisciplinary and multi-cultural teams as EVP and Group Chief Marketing Officer of Telenor, CEO of Grameenphone Bangladesh, CEO of Telenor India, CFO of Telenor India and COO and CFO of Tata AIA Life Insurance.

He has played the role of change agent through leading the transformation of a large telco, in becoming a Digital Service provider and developing new services over and above the connectivity layer. He gained diverse global knowledge through his responsibilities across Asian and European markets, leading teams from multiple cultures and backgrounds.

Nakul Sehgal

Director (Nominated by Bharti International (Singapore) Pte. Limited)

Nakul Sehgal was appointed as the Director in the Robi Board of Directors representing Bharti International (Singapore) Ptv. Ltd. effective from 28th February 2019. Nakul is also serving as a member of the Robi Board Audit Committee.

Nakul is a global professional having worked in three continents and held key positions within the financial and commercial areas of international business operations in emerging and advanced markets. He has held board positions in companies of the Telenor Group. He has also been a team leader in assurance and business advisory services for large multinational / multi location clients within telecom, technology, retail, real-estate, manufacturing and financial services industries advising and assisting in US GAAP, IFRS and SEC requirements.

Nakul is a Chartered Accountant and has rich experience of over 17 years, with the last 9 years being in the Telenor Group. During his career with Telenor, Nakul has performed in several roles spanning multiple geographies in India, Central Eastern Europe and most recently in Malaysia where he was the Chief Financial Officer of Digi.com Berhad (\$9 billion market cap).

He was formerly the Chief Financial Officer of Telenor Hungary overseeing all financial matters and was responsible for establishing and executing on the company's strategy and the Enterprise Risk Management efforts. During his stint as the CFO for Telenor Hungary, Nakul also acted as the Chief Marketing Officer for 6 months and was instrumental in launching a new product portfolio which was critical in turning around the operational performance of the company.

Nakul is a Chartered Accountant who holds a Masters of Accounting and Finance from the Institute of Chartered Accountants, India, and a Bachelor of Commerce from Delhi University, India.

Randeep Singh Sekhon

Director (Nominated by Bharti International (Singapore) Pte. Limited)

Randeep Singh Sekhon was appointed to the Board of Robi Axiata Limited on the 21st of October, 2019. He is currently serving as the Chief Technology Officer for Airtel India and South Asia. Headquartered in New Delhi, India, the company ranks amongst the top three mobile service providers globally in terms of subscribers.

In India, the company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national & international long-distance services to carriers.

Randeep is responsible for driving technology strategy and innovation, digitization, network operations, rollout, planning and quality assurance.

Prior to this, Randeep was the CEO of Hutchison Tri Indonesia based out of Jakarta. He successfully drove customer centricity and digitization led efficiency and business transformation for three companies in Indonesia. Mr. Randeep has over 28 years of experience.

Thayaparan S Sangarapillai

Independent Director

Thaya Sangara Pillai was appointed to Robi Axiata Limited Board of Directors on 1 July 2015. He is the Chairman of the Company's Board Risk and Compliance Committee and also member of Board Audit Committee. Thaya had his accountancy training in London and qualified as a Chartered Accountant in 1982 and is currently a Fellow of the Institute of Chartered Accountants in England and Wales.

He is also a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants. Thaya has over 30 years of experience in providing audit and business advisory services to clients in a wide range of industries. His portfolio of clients include major public listed companies involved in power, telecommunications, automotive, property development and manufacturing sectors.

Thaya has also led cross-border assignments. Other than statutory audits, Thaya has led numerous assignments on financial due diligences, mergers and acquisitions, initial public offerings, finance function effectiveness and other advisory work. He joined PriceWaterhouse Coopers (PwC) in Kuala Lumpur in 1983. He was a partner in the Assurance Services of PwC Malaysia from 1994 and retired as a senior partner in 2015.

Klaus Michael Kuehner

Independent Director

Michael was appointed as Independent Director on 10 February 2020. Michael is the Chairman of the Company's Board Audit Committee. He was the Managing Director and Chief Executive Officer of Robi Axiata Limited from 2009 to 2013. He holds a Masters degree in Mathematics and Economic Science from the University of Cologne, Germany.

Michael is a globally accomplished commercial leader able to deliver organisational stability and success in the telecommunications and technology industries. He is an Asia Pacific specialist, attuned to technological advances, capable of turning around dysfunctional organisations with contemporary thinking and general management excellence.

He was the Head of Region, Nokia Siemens Network ("NSN"), India from 2007 to 2009 and the Head of Sub-region NSN Japan/Korea in 2007. Prior thereto, Michael was the Managing Director of Siemens Public Communication Networks Ltd., India from 2005 to 2007 and Senior Vice President, Siemens Malaysia from 2002 to 2005.

In addition to the above, Michael's Board experience is extensive, and stints with Robi Axiata, e.Co Group, NSN India, Japan & Korea, and Dasan Networks clearly demonstrate that he is well suited to senior vendor and service provider telecommunication roles, and Board and Advisory positions in IT, Technology, and Services Organisations requiring high-caliber contemporary leadership and leading edge technological understanding.

Mahtab Uddin Ahmed

Managing Director and CEO (Nominated by Axiata investments (Labuan) Limited)

Mahtab became the Managing Director (MD) and Chief Executive Officer of Robi Axiata Limited on November 1, 2016. He is Robi's first homegrown CEO. Mahtab is in charge of transforming Robi into a next-generation digital company. In addition to his current role as Robi's MD and CEO, he is also serving as a Director in Nepal's number one mobile phone operator, Ncell Pvt. Ltd.

Mahtab joined Robi in September 2010 as the Chief Financial Officer (CFO) and held the position till 2014. He was then appointed as the Chief Operating Officer (COO) of Robi from April 2014 to March 2016. Before joining Robi, Mahtab spent 17 years of his career with Unilever where he held various business and finance leadership positions including the post of Finance Director, Group Financial Controller in various operating companies like Unilever Pakistan, Unilever Arabia and Unilever Bangladesh.

An alumnus of Harvard Business School, Mahtab obtained his undergraduate and masters degrees in accounting from Dhaka University. He is also an FCMA & CGMA of Chartered Institute of Management Accountants (CIMA, UK).

Mahtab is currently the President of the Association of Mobile Telecom Operators of Bangladesh (AMTOB) and an executive committee member of the Foreign Investors' Chamber of Commerce and Industry (FICCI). Mahtab is also a member of National Council of Institute of Cost and Management Accountant of Bangladesh (ICMAB).

(h) Loan status of the Issuer, its directors and shareholders who hold 10% or more shares in the paid-up capital of the Issuer in terms of the CIB Report of Bangladesh Bank

Neither the Company nor any of its directors or shareholders who hold 10% or more shares in the paid-up capital of the Issuer is loan defaulter in terms of the CIB Report of Bangladesh Bank.

(i) Name with position, educational qualification, age, date of joining in the Company, overall experience (in year), previous employment, salary paid for the financial year of the Chief Executive Officer, Managing Director, Chief Financial Officer, Company Secretary, Advisers, Consultants and all Departmental Heads. If the Chairman, any director or any shareholder received any monthly salary than this information should also be included

Name	Designation	Date of Joining	Educational Qualification	Overall experience	Previous Employment	Band
Mahtab Uddin Ahmed (Nominated by Axiata Investments (Labuan) Limited)	Managing Director & CEO	2-Sep-10	Masters of Commerce (Accounting) , Dhaka University, Cost and Management Accounting, IICM	27 years	Unilever Bangladesh Limited	A
Md. Faisal Imtiaz Khan	Chief Human Resources Officer	1-Jun-10	Masters in Business Administration (Digital Technologies Management), Royal Roads University, Canada	24 years	Lafarge Surma Cement Limited , Reckit Benckiser Limited	A
Mohammed Shahedul Alam	Chief Corporate and Regulatory Officer & Company Secretary	7-Jul-10	Barister-at-law (The Honourable Society of Lincoln's Inn, UK), Masters of Law (LLM) , University of East London, PgD in Law, Northumbria University, LLB (Hons), University of London. Advocate, Supreme Court of Bangladesh	21 Years	Practising lawyer	A
Ruhul Amin	Chief Strategy Officer	11-Oct-11	Qualified Chartered Accountant (Institute of Chartered Accountants of Bangladesh), Bachelor of Commerce (NU)	20 years	Axiata Group Berhad	A
Pradeep Shrivastava	Chief Commercial Officer	11-Oct-11	Masters in Business Administration , IIM Ahmedabad & MSC in Mathematics , St Stephens college, Delhi	35 years	Reliance Jio Info Comm (India)& PT XL Axiata Tbk (Indonesia)	A
Md. Adil Hossain	Chief Enterprise Business Officer	1-Oct-14	Masters in Business Administration , Victoria University (Australia) , Masters in Commerce (DU) Doctorate, Artificial Intelligence (USA), Masters of Engineering Studies from University of Technology, Sydney (UTS) Australia and Masters in Business Administration from Royal Roads University, British Columbia (Canada)	25 years	Airtel Bangladesh Limited , Coats Bangladesh Limited	A
Asif Naimur Rashid	Chief Information Officer	17-Nov-14	Engineering Studies from University of Technology, Sydney (UTS) Australia and Masters in Business Administration from Royal Roads University, British Columbia (Canada)	19 years	Telenor Group Industrialization , GID , Telenor ASA	A
Shihab Ahmad	Chief Digital Services Officer	1-Nov-16	Masters in Business Administration from Lahore University of Management Sciences (LUMS), Pakistan, BSC Engineering from BUET	20 years	Banglalink Digital Communications Limited	A
Roni Tohme	Chief Financial Officer	23-Jan-17	Masters in Business Administration(Finance) from University of Walden, USA	14 years	Airtel Malawi Limited , Africell Sierra Leone	A
Medhat Ahmed Ibrahim Mohamed El Hussein	Chief Tech. & Digital Transform. Officer	9-Jan-18	Masters of Science in Telecommunication Engineering , Benha University, Egypt & Masters in Business Administration from Maastricht School of Management, The Netherlands	23 years	Grameenphone, Telenor , Orascom Telecom Algeria (Djezzy) – VimpelCom Group	A

Note: Medhat Ahmed Ibrahim Mohamed El Hussein left Robi Axiata Limited on 15 December 2019 and Roni Tohme and Pradeep Shrivastava left on 15 January 2020

Robi Axiata Limited follows the organization structure approved by the Board of Directors. The employee base is categorized into eight (8) bands from Band A to Band H, where Band A represent the Senior Management (Chief-level) roles while Band H being the non-executive roles/non-managerial support. The remuneration at each level is aligned with Hay Reference Level (HRL). Accordingly, the Senior Management (CXOs) receive a total remuneration of BDT 193,820,477 (including perquisites and incentives) in 2019.

(j) Changes in the key management persons during the last three years. Any change otherwise than by way of retirement in the normal course in the senior key management personnel particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing the information memorandum. If the turnover of key management personnel is high compared to the industry, reasons should be discussed

There is no change otherwise than by way of retirement in the normal course in the senior key management personnel of the Company particularly in charge of production, planning, finance and marketing during the last three years prior to the date of filing of Prospectus except the followings:

Name	Position	Remarks
Roni Tohme	Chief Financial Officer	Resigned on 15 January 2020
Medhat Ahmed Ibrahim Mohamed El Husseiny	Chief Technology Officer	Resigned on 15 December 2019
Ruhul Amin	Chief Strategy Officer	Promoted as Chief Strategy Officer on June, 2019
Mohammed Shahedul Alam	Chief Corporate and Regulatory Officer & Company Secretary	Promoted as Chief Corporate and Regulatory Officer on June, 2019
Md. Faisal Imtiaz Khan	Chief Human Resources Officer	Promoted as Chief Human Resources Officer on June, 2019
Md. Adil Hossain	Chief Enterprise Business Officer	Promoted as Chief Enterprise Business Officer on June, 2019
Dr. Asif Naimur Rashid	Chief Information Officer	Promoted as Chief Information Officer on June, 2019
Pradeep Shrivastava	Chief Commercial Officer	Resigned on 15 January 2020

Except for the above no change otherwise than by way of retirement in the normal course in the senior key management personnel occurred during the last three years prior to the date of filing the information memorandum. These changes occurred only once for each post during last three years which is not high compared to the industry.

(k) A profile of the sponsors including their names, father's names, age, personal addresses, educational qualifications, and experiences in the business, positions/posts held in the past, directorship held, other ventures of each sponsor and present position;

Name	Father's Name	Age	Personal Address	Education Qualifications	Experience	Positions/Post held in the past	Directorship held	Other Venture of Sponsors	Present Position
*Telekom Malaysia Berhad	N/A	N/A	Level 51 North Wing Menara TM Jalan Pantai Baharu 50672 Kuala Lumpur Malaysia	N/A	N/A	N/A	N/A	N/A	N/A
Telekom Malaysia International Sdn Bhd (name changed to Axiata Group Berhad)	N/A	N/A	Level 5, Axiata Centre 9 Jalan Stesen Sentral 5 Kuala Lumpur Sentral 50470 Kuala Lumpur, Malaysia	N/A	N/A	N/A	N/A	N/A	N/A
*A.K. Khan & Co. Limited	N/A	N/A	Batali Hills, Chittagong, Bangladesh	N/A	N/A	N/A	N/A	N/A	N/A
*A.K. Khan Jute Mills Limited	N/A	N/A	Batali Hills, Chittagong, Bangladesh	N/A	N/A	N/A	N/A	N/A	N/A
*The Chittagong Textile Mills Limited	N/A	N/A	Batali Hills, Chittagong, Bangladesh	N/A	N/A	N/A	N/A	N/A	N/A
*S.T.M. Limited	N/A	N/A	Batali Hills, Chittagong, Bangladesh	N/A	N/A	N/A	N/A	N/A	N/A
*A.K. Khan Match Co. Limited	N/A	N/A	Batali Hills, Chittagong, Bangladesh	N/A	N/A	N/A	N/A	N/A	N/A

*At present these sponsors do not hold any share of Robi Axiata Limited

(l) If the present directors are not the sponsors and control of the Issuer was acquired within five years immediately preceding the date of filing prospectus details regarding the acquisition of control, date of acquisition, terms of acquisition, consideration paid for such acquisition etc.

None of the companies nominating directors of Robi Axiata Limited are sponsors of the company. Axiata Investments (Labuan) Limited first acquired shares October 27, 2004 through a share transfer. On the Other hand, Bharti International (Singapore) Pte. Limited received shares through return of allotment dated November 16, 2016. Further, they acquired shares on March 01, 2020 through share transfer. Details regarding acquisition of control by Bharti International (Singapore) Pte. Limited. is as follows -

Date of acquisition	Terms of acquisition	Consideration paid for such acquisition	Number of shares issued /transferred
November 16, 2016	Shares were received by Bharti International (Singapore) Pte . Ltd. at an exchange ratio approved by the merger scheme	Airtel merged into Robi	1,178,535,001
March 01, 2020	Share Transfer through form 117	Cash	297,299,960

(m) If the sponsors or directors do not have experience in the proposed line of business, the fact explaining how the proposed activities would be carried out/managed

Robi was incorporated on October 22, 1995. The Company is doing business for the last twenty-four years. Therefore, the sponsors/ directors are highly experienced in the proposed line of business.

(n) Interest of the key management persons

Robi Axiata Limited follows the organization structure approved by the Board of Directors. The employee base is categorized into eight (8) bands from Band A to Band H, where Band A represent the Senior Management (Chief-level) roles while Band H being the non-executive roles/non-managerial support. The remuneration at each level is aligned with Hay Reference Level (HRL). Accordingly, the Senior Management (CXOs) receive an average monthly remuneration of BDT 2.3mn (including perquisites and incentives).

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

There were no such interests and facilities in the form of pecuniary and non-pecuniary enjoyed by the Directors except followings:

Name of Directors	Position	Pecuniary Facilities (in BDT)		Non-Pecuniary Facilities
		Monthly Allowances (12 months)	Board Meeting Allowances (12 months)	
Dato' Mohd Izzaddin Bin Idris	Chairman	3,820,177	250,298	-
Dr. Shridhir Sariputta Hansa Wijayasuriya	Director	3,331,977	166,865	-
Vivek Sood	Director	3,331,977	250,486	-
Nakul Sehgal	Director	2,779,484	222,722	-
Randeep Singh Sekhon	Director	558,243	-	-
Thayaparan S Sangarapillai	Independent Director	3,331,977	277,602	-
Klaus Michael Kuehner	Independent Director	3,331,977	166,865	-
Mahtab Uddin Ahmed *	CEO & MD	-	-	-
Tan Sri Ghazzali Sheikh Abdul Khalid **	Chairman	344,795	-	-
Nilanjan Roy **	Director	552,493	-	-
Sarvjit Singh Dhillon **	Director	2,773,734	111,041	-

* Only Non-Executive Directors receives fees and remuneration

**Resigned as Director in 2019

(p) Number of shares held and percentage of shareholding (pre issue)

No director or officer or executive holds any share of the Company individually or as a group. But Robi Axiata Limited has offered shares to its employees and share money deposit has already been received by the company which will be considered as part of IPO.

(q) Change in board of directors during last three years

There was no change in the board of directors of the Company during the last three years except the following –

Name	Designation	Date of change as per Particulars of Directors	Nature of change
Klaus Michael Kuehner	Independent Director	10.02.2020	Appointed as Independent Director
Klaus Michael Kuehner	Director	08.02.2020	Resigned as Director
Randeep Singh Sekhon	Director	20.10.2019	Appointed as Director
Sarjit Singh Dhillon	Director	20.10.2019	Resigned as Director
Sarjit Singh Dhillon	Director	14.05.2019	Retired by rotation and re-elected as director
Thayaparan S Sangarapillai	Independent Director	14.05.2019	Retired by rotation and re-elected as director
Klaus Michael Kuehner	Director	14.05.2019	Retired by rotation and re-elected as director
Tan Sri Ghazzali Bin Abdul	Director	14.05.2018	Retired by rotation and re-elected as director
Vivek Sood	Director	14.05.2018	Retired by rotation and re-elected as director
Nilanjan Roy	Director	14.05.2018	Retired by rotation and re-elected as director
Sarjit Singh Dhillon	Director	05.06.2017	Appointed as Director
Ajai Puri	Director	05.06.2017	Resigned as Director

(r) Director's engagement with similar business

Name of Director	Designation in Robi	Directorship / Sponsorship / Ownership with other Organization		
		Name of the Organization	Nature of Business	Position
Dato' Mohd Izzaddin Bin Idris	Chairman	Axiata Group Berhad	Telecommunications Conglomerate	Director
		Dialog Axiata PLC	Telecommunications Service Providers	Director
Dr. Shridhir Sariputta Hansa Wijayasuriya	Director	Dialog Axiata PLC	Telecommunications Service Providers	Non - Independent, Non-Executive Director
		Ncell Private Limited	Telecommunications Service Providers	Director
		Smart Axiata Co. Limited	Telecommunications Service Providers	Director
Vivek Sood	Director	Dialog Axiata PLC	Telecommunications Service Providers	Director
Nakul Sehgal	Director	Bharti Airtel Ghana Holdings B.V.	Telecommunications Service Providers	Director
		Airtel Ghana Limited	Telecommunications Service Providers	Director
		Millicom Ghana Company Limited	Mobile Service Providers	Director
Randeep Singh Sekhon	Director	Indus Towers Limited	Telecommunications Infrastructure Services Company	Director
		Firefly Networks Limited	Telecommunications Infrastructure Services Company	Director
Thayaparan S Sangarapillai	Independent Director	edotco Group Sdn Bhd	Telecommunications Infrastructure Services Company	Independent Director

Name of Director	Designation in Robi	Directorship / Sponsorship / Ownership with other Organization		
		Name of the Organization	Nature of Business	Position
Klaus Michael Kuehner	Independent Director	N/A	N/A	N/A
Mahtab Uddin Ahmed	CEO & Managing Director	Ncell Private Limited	Telecommunications Service Providers	Director

SECTION IX:

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

(a) The prospectus shall contain a description of any transaction during the last five years, or any proposed transactions certified by the auditors, 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:-

- (i) Any director or sponsor or executive officer of the Issuer;
- (ii) Any person holding 5% or more of the outstanding shares of the Issuer;
- (iii) Any related party or connected person of any of the above persons;

AUDITORS' CERTIFICATE REGARDING RELATED PARTY TRANSACTIONS

Based on our scrutiny of the financial statements and other relevant records of Robi Axiata Limited (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify that the following transactions took place during the years from 2015 to 2019 with entities and persons who falls into certain category as listed below:

- (i) Any director or sponsor or executive officer of the Issuer;
- (ii) Any person holding 5% or more of the outstanding shares of the Issuer;
- (iii) Any related party or connected person of any of the above persons;

In BDT'000

Name of Related Party	Relationship	Nature of Transaction	As at and for the year ended 31 December				
			2019	2018	2017	2016 (Restated)	2015
Axiata Management Service	Axiata Group Company	Expenses paid on behalf	(3,374)	-	-	-	-
		Receivable	8,213	4,840	4,840	4,840	-
Axiata Group Berhad	Shareholder	Advances, expenses paid on behalf, management fee	254,405	328,400	295,097	330,360	245,322
		Dividend	-	-	-	-	323,831
		Receivable	-	-	-	-	4,780
		Payable	(1,589,966)	(1,854,402)	(1,806,381)	(1,691,923)	(1,694,592)
		Expense reimbursement	-	-	378	(563)	-
Axiata Digital Services	Axiata Group Company	Revenue	(410,125)	(246)	-	-	-
		Media related expenses	1,247,596	28,212	-	-	-
		Receivable	410,125	-	-	563	-
		Payable	(1,160,283)	(28,589)	(378)	-	-
		Roaming revenue	(0.0)	(352)	(395)	(18)	-
Smart Axiata Co. Limited	Axiata Group Company	Roaming expenses	0.5	12	17	-	-
		Other expenses	-	-	-	(53)	-
		Receivable - roaming	0.0	0.0	323	19	-
		Payable - roaming	(0.5)	-	(29)	(12)	-
		Receivable - others	0.0	53	53	53	-
Dialog Axiata PLC	Axiata Group Company	Roaming revenue	(143)	(240)	(303)	(340)	(2,234)
		Roaming expenses	14	7	15	16,155	3,587
		Other expenses	5,372	7,387	6,718	9,181	7,758
		Receivable - roaming	74,530	74,469	74,534	76,053	75,526



Name of Related Party	Relationship	Nature of Transaction	As at and for the year ended 31 December				
			2019	2018	2017	2016 (Restated)	2015
Celcom Axiata Berhad	Axiata Group Company	Payable -other expense	(37,178)	(31,806)	(24,419)	(17,701)	(19,902)
		Payable -roaming	(26,744)	(26,733)	(26,734)	(26,768)	-
		Roaming revenue	(81)	(70)	(143)	(196)	(596)
		Roaming expenses	20	22	28	58	526
		Other expenses	-	-	-	3,564	6,423
PT XL Axiata Tbk	Axiata Group Company	Receivable -roaming	18	13	15	21	76
		Payable -other expense	(10,560)	(10,560)	(10,560)	(10,561)	-
		Payable -roaming	(8)	(3)	(19)	(3)	(6,504)
		Roaming revenue	(0.2)	(2)	(0.4)	(4)	(17)
		Roaming expenses	3	11	10	81	91
NTT DOCOMO INC.	Shareholder	Receivable -roaming	0.2	1	0.2	0.1	-
		Payable -roaming	(1)	(3)	(7)	(1)	(10)
		Roaming revenue	(476)	(2,195)	(2,191)	(3,806)	(5,660)
		Roaming expenses	612	1,231	778	527	206
		Dividend	-	-	-	-	29,730
edotco Bangladesh Co Ltd	Axiata Group Company/ Associate	Receivable -roaming	160	482	391	854	421
		Payable -roaming	(594)	(204)	(89)	(158)	(41)
		Loan given	-	-	-	-	4,448,027
		Loan repaid	-	-	(740,875)	(392,998)	(3,407,152)
		Assets sold	-	-	-	2,041,132	12,821,927
edotco Investments (Labuan) Limited	Axiata Group Company	Interest income	-	-	-	(80,793)	(75,650)
		Infrastructure service expense	13,420,481	12,963,224	12,368,889	12,833,921	8,266,791
		Shared service income	(17,398)	(22,647)	(78,274)	(95,314)	(38,515)
		Revenue	(31,291)	(445)	(714)	(21,818)	(7,836)
		Payment/ (Collection) on behalf	-	-	(2,994)	-	2,588
M1 Limited (M1)	Axiata Group Company	Receivable	-	-	-	-	-
		Payable	(3,625,992)	(5,307,219)	(3,012,166)	(443,712)	(197,779)
		Share sale of edotco BD	-	(10,062,000)	(4,969,276)	-	-
		Roaming revenue	(167)	(247)	(367)	(383)	(456)
		Roaming expenses	301	289	666	613	653
Ncell Private Limited	Axiata Group Company	Receivable - Roaming	28	111	125	1,599	-
		Payable - Roaming	(70)	(122)	(308)	(1,567)	-
		Roaming revenue	(75)	(103)	(95)	(58)	-
		Roaming expenses	39	108	302	32	-
		Receivable - Roaming	103	51	120	34	-
Bharti Airtel/ Airtel Ltd.	Shareholder	Payable - Roaming	(68)	(29)	(392)	(357)	-
		Roaming revenue	(33,250)	(28,602)	(13,121)	(496)	-
		A2P & P2P revenue	(22,947)	(34,378)	(42,176)	(3,325)	-
		A2P & P2P expense	-	-	2,033	2,326	-
		Roaming expenses	4,607	3,717	1,480	55	-
		Support service	-	-	2,829	19,091	-

Name of Related Party	Relationship	Nature of Transaction	As at and for the year ended 31 December				
			2019	2018	2017	2016 (Restated)	2015
Idea Cellular Limited	Axiata Group Company	Receivable - Roaming	28,972	40,326	12,201	2,098	-
		Receivable - A2P & P2P	1,832	11,901	30,186	10,569	-
		Payable - A2P & P2P	(2,906)	(2,906)	(4,191)	(6,539)	-
		Payable - Roaming	(10,129)	(5,691)	(2,023)	(3,670)	-
		Payable-Support service	-	(3,739)	(3,739)	(19,091)	-
		Roaming revenue	-	(351)	(161)	(805)	-
		Roaming expenses	-	1,711	91	179	-
		Receivable - Roaming	-	694	654	1,142	-
		Payable - Roaming	-	(1,974)	(566)	(538)	-
Transactions with key management personnel							
Key management personnel	Directors	Fees (sitting allowance)	1,585	1,472	1,289	2,021	1,527
Key management personnel	Directors	Monthly allowance	24,157	23,925	23,686	24,147	14,554

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

(b) Any transaction or arrangement entered into by the Issuer or its subsidiary or associate or entity owned or significantly influenced by 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.

There is no transaction or arrangement entered into by the Issuer or entity owned or significantly influenced by a person who is currently a director or in any way connected with a director of either the Issuer Company 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 except the transaction mentioned in **(a) of Section IX: Certain Relationships and Related Transactions.**

(c) 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, and present outstanding of such loan.

No loans have either been taken from or given to any director or any person connected with the director and no 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 except the transaction mentioned in **(a) of Section IX: Certain Relationships and Related Transactions.**

SECTION X:



EXECUTIVE COMPENSATION AND DIRECTORS' REMUNERATION

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

Name	Designation	Band
Mahtab Uddin Ahmed	CEO & Managing Director	A
Pradeep Shrivastava	Chief Commercial Officer	A
Roni Tohme	Chief Financial Officer	A
Medhat Ahmed Ibrahim Mohamed El Hussein	Chief Technology Officer	A
Shihab Ahmad	Chief Digital Service Officer	A

Note: Medhat Ahmed Ibrahim Mohamed El Hussein left Robi Axiata Limited on 15 December 2019 and Roni Tohme and Pradeep Shrivastava left on 15 January 2020

Robi Axiata Limited follows the organization structure approved by the Board of Directors. The employee base is categorized into eight (8) bands from Band A to Band H, where Band A represent the Senior Management (Chief-level) roles while Band H being the non-executive roles/non-managerial support. The remuneration at each level is aligned with Hay Reference Level (HRL). Accordingly, the Senior Management (CXOs) received a total remuneration of BDT 193,820,477 (including perquisites and incentives) in 2019.

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

Particulars	Name of the payment	Amount in (BDT)
Director	Allowances & fees	25,602,713
Executives & Employees	Salary and Allowance	3,311,192,000
Total		3,336,794,713

(c) If any shareholder director received any monthly salary / perquisite / benefit it must be mentioned along with date of approval in AGM / EGM, terms thereof and payments made during the last accounting year

Robi Axiata Limited has eight (8) directors, from them five (4) directors are nominated by Axiata Investments (Labuan) Limited, two (2) directors are nominated by Bharti International (Singapore) Pte. Limited and two (2) Independent Directors. All of the Directors receive monthly allowances, board meeting attendance allowances and travel allowances.

The abovementioned facilities were approved in the 63rd Board Meeting dated February 13, 2014.

(d) The board meeting attendance fees received by the director including the managing director along with date of approval in AGM / EGM

The board meeting attendance fees received by the Director including the Managing Director as approved in 63rd Board Meeting dated February 13, 2014 is as follows:

Sl. No.	Name	Designation	No. of Meetings Attended*	Board meeting Attendance Fee (BDT)
1.	Dato' Mohd Izzaddin Bin Idris	Chairman	4	250,298
2.	Dr. Shridhir Sariputta Hansa Wijayasuriya	Director	4	166,865
3.	Vivek Sood	Director	4	250,486
4.	Nakul Sehgal	Director	4	222,722
5.	Randeep Singh Sekhon	Director	1	-

Sl. No.	Name	Designation	No. of Meetings Attended *	Board meeting Attendance Fee (BDT)
6.	Thayaparan S Sangarapillai	Independent Director	4	277,602
7.	Klaus Michael Kuehner	Independent Director	4	166,865
8.	Mahtab Uddin Ahmed	CEO & Managing Director	4	-

*Only Non-Executive Directors receives Attendance Fee.

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

There is no contract with any director or officer providing for the payment of future compensation.

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

The Company has no intention to substantially increase the remuneration paid to its directors and officers except for normal annual increment and allowances.

(g) Any other benefit / facility provided to the above persons during the last accounting year

No directors and officers received any other benefit/facility in the last accounting year except which is disclosed above.

SECTION XI:

OPTIONS GRANTED TO DIRECTORS, OFFICERS AND EMPLOYEES

The Company did not grant any stock option to any Officer, Director or any other employee of the Company or to any other person involved with the Company. But, Robi Axiata Limited has offered shares to its employees and share money deposit has already been received by the company. Shares will be allocated and issued subject to approval of the BSEC at the time of allotment to the public (IPO).

SECTION XII:

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 or to be received by the Issuer from the above persons, or by the said persons, directly or indirectly, from the Issuer during the last five years along with the description of assets, services or other consideration received or to be received;

Name of Sponsors & Directors	Current Status	Nature of interest in transaction	Amount of Transaction				
			2019	2018	2017	2016	2015
Telekom Malaysia Berhad	Sponsor	N/A	-	-	-	-	-
Telekom Malaysia International Sdn Bhd (name changed to Axiata Group Limited)	Sponsor	N/A	-	-	-	-	-
A.K. Khan & Co. Limited	Sponsor	N/A	-	-	-	-	-
A.K. Khan Jute Mills Limited	Sponsor	N/A	-	-	-	-	-
The Chittagong Textile Mills Limited	Sponsor	N/A	-	-	-	-	-
S.T. M. Limited	Sponsor	N/A	-	-	-	-	-
A.K. Khan Match Co. Limited	Sponsor	N/A	-	-	-	-	-
Dato' Mohd Izzaddin Bin Idris (Nominated by Axiata Investments (Labuan) Limited)	Chairman	Monthly allowance and Board meeting allowance	4,070,474	-	-	-	-
Mahtab Uddin Ahmed (Nominated by Axiata Investments (Labuan) Limited)	Managing Director & CEO	Monthly allowance and Festival Bonus	32,051,930	31,014,480	27,460,346	3,336,048	-
Dr. Shridhir Sariputta Hansa Wijayasuriya (Nominated by Axiata Investments (Labuan) Limited)	Director	Monthly allowance, Board meeting allowance and Advisory Fees	3,498,842	3,465,131	3,439,463	2,186,573	-
Vivek Sood (Nominated by Axiata Investments (Labuan) Limited)	Director	Monthly allowance and Board meeting allowance	3,582,464	3,557,310	2,322,845	-	-
Nakul Sehgal (Nominated by Bharti International (Singapore) Pte. Limited)	Director	Monthly allowance and Board meeting allowance	3,002,206	-	-	-	-
Randeep Singh Sekhon (Nominated by Bharti International (Singapore) Pte. Limited)	Director	Monthly allowance and Board meeting allowance	558,243	-	-	-	-
Thayaparan S Sangarapillai	Independent Director	Monthly allowance and Board meeting allowance	3,609,579	3,643,964	3,574,004	3,817,421	1,675,234
Klaus Michael Kuehner	Independent Director	Monthly allowance, Board meeting allowance and Advisory Fees	3,498,842	3,382,692	3,346,731	6,265,447	3,013,561

Name of Sponsors & Directors	Current Status	Nature of interest in transaction	Amount of Transaction				
			2019	2018	2017	2016	2015
Weewage Viranga SupunDep Weerasinghe (Nominated by Axiata Group Berhad)	Resigned on 31.10.2016	Monthly allowance, Festival Bonus	-	-	-	8,386,605	10,063,926
Hansul Suhaime	Resigned on 20.04.2015	Monthly allowance and Board meeting allowance	-	-	-	-	707,798
Mohd Khairil Abdullah	Resigned on 04.04.2015	Monthly allowance and Board meeting allowance	-	-	-	-	588,711
Seiichi Lekda	Resigned on 19.05.2015	Monthly allowance and Board meeting allowance	-	-	-	-	889,561
Thandalam Veeravalli Thirumala Chari (Nominated by Axiata Group Berhad)	Resigned on 01.07.2015	Monthly allowance and Board meeting allowance	-	-	-	-	1,318,269
Keisuke Yoshizawa (Nominated by NTT Docomo INC.)	Resigned on	Monthly allowance and Board meeting allowance	-	-	-	1,294,774	1,913,869
Rene Heinz Werner (Nominated by Axiata Group Berhad)	Resigned on	Monthly allowance and Board meeting allowance	-	-	-	1,204,317	2,185,863
Tan Sri Ghazzali Bin Abdul Khalid (Nominated by Axiata Group Berhad)	Resigned in January, 2019	Monthly allowance and Board meeting allowance	344,795	4,372,694	4,225,533	4,231,720	3,705,422
Yuichi Kato (Nominated by NTT Docomo INC.)	Resigned on 16.11.2016	Monthly allowance and Board meeting allowance	-	-	-	5,747,280	-
Ajai Puri (Nominated by Bharti International (Singapore) Pte. Limited.)	Resigned on 05.06.2017	Monthly allowance and Board meeting allowance	-	-	1,416,946	415,539	-
Dominic Paul Arena (Nominated by Axiata Group Berhad)	Resigned on	Monthly allowance and Board meeting allowance	-	-	1,104,502	415,539	-
Nilanjan Roy (Nominated by Bharti International (Singapore) Pte. Limited.)	Resigned in February, 2019	Monthly allowance and Board meeting allowance	552,493	3,437,432	3,454,322	390,836	-
Sarjit Singh Dhillon (Nominated by Bharti International (Singapore) Pte. Limited.)	Resigned on 20.10.2019	Monthly allowance and Board meeting allowance	2,884,775	3,382,692	1,929,785	-	-
Total			57,654,643	56,256,395	52,274,477	37,692,099	26,062,214

Other than the transactions mentioned above, the Company has not provided any benefit and the Company has not received any assets, services or other considerations from its Directors and subscribers to the memorandum during the last five years.

(b) If any assets were acquired or to be acquired within next two financial years 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 five years prior to transfer those to the Issuer, the acquisition cost thereof paid by them.

The directors and subscribers of the memorandum of the Company have not transferred any asset to the Company.

SECTION XIII:

OWNERSHIP OF THE COMPANY'S SECURITIES

(a) The names, addresses, BO ID Number of all shareholders of the Company before IPO, indicating the amount of securities owned and the percentage of the securities represented by such ownership, in tabular form;

The shareholding position of the Company as on the Prospectus publication date is as given below:

Name	Designation	Address	BO ID Number	Number of Shares	Pre IPO Percentage of Shareholding
Axiata Group Berhad	Shareholder	Level 5, Axiata Centre 9 Jalan Stesen Sentral 5 Kuala Lumpur Sentral 50470 Kuala Lumpur, Malaysia	1605830068981983	900	0.0%
Axiata Investments (Labuan) Limited	Shareholder	Lot 2 & 3, Level 3, Wisma Lazenda Jalan Kemajuan 87000 Federal Territory of Labuan, Malaysia	1605830068981809	3,238,304,100	68.69%
Bharti International (Singapore) Pte. Limited	Shareholder	150, Orchard Road-08-01 Orchard Plaza Singapore - 238841	1605830068982763	1,475,834,961	31.31%
Network i2i Limited	Shareholder	C/o IQ EQ Corporate Services (Mauritius) Ltd., 33, Edith Cavell Street, Port Louis, 11324, Mauritius	1605830068982340	10	0.0%
Bharti Airtel International (Mauritius) Limited	Shareholder	C/o IQ EQ Corporate Services (Mauritius) Ltd., 33, Edith Cavell Street, Port Louis, 11324, Mauritius	1605830068982217	10	0.0%
Bharti Airtel International (Mauritius) Investments Limited	Shareholder	C/o IQ EQ Corporate Services (Mauritius) Ltd., 33, Edith Cavell Street, Port Louis, 11324, Mauritius	1605830068982482	10	0.0%
Bharti Airtel Holding (Mauritius) Limited	Shareholder	C/o IQ EQ Corporate Services (Mauritius) Ltd., 33, Edith Cavell Street, Port Louis, 11324, Mauritius	1605830068982621	10	0.0%
Total				4,714,140,001	100%

(b) There shall also be a table showing the name and address, age, experience, BO ID Number, TIN number, numbers of shares held including percentage, position held in other companies of all the directors before the public issue;

Name of the Director	Address	Age (in years)	Experience (in years)	BO ID Number	TIN Number	No. of Shares	% of Total Shareholding (Pre IPO)	Position Held in Other Companies	
								Name	Status
Dato' Mohd Izzaddin Bin Idris (Nominated by Axiata Investments (Labuan) Limited)	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	58	21	N/A	N/A	N/A	N/A	Axiata Group Berhad	Director
								Idlif Leadership & Governance Centre	Director
								Dialog Axiata PLC	Director
								Axiata Digital Innovation Fund Sdn Bhd	Chairman
								Apigate Inc.	Director
Dr. Shridhir Sariputta Hansa Wijayasuriya (Nominated by Axiata Investments (Labuan) Limited)	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	52	27	N/A	N/A	N/A	N/A	Apigate (Private) Limited	Director
								Axiata Business Services Sdn Bhd	Director
								Axiata Digital Advertising Sdn Bhd	Director
								Axiata Digital Labs (Private) Limited	Director
								Axiata Digital Services Sdn Bhd	Director
								Axiata Digital Services Sdn Bhd	Director
								Axiata Investments 1 (India) Limited	Director
								Axiata Investments 2 (India) Limited	Director
								Axiata Lanka (Private) Limited	Director
								Ceylon Chamber of Commerce	Chairman
								Colours of Courage Trust (Guarantee) Limited	Director
								Dialog Axiata PLC	Non-Independent, Non-Executive Director
								Dialog Finance PLC	Chairman/Non - Independent, Non - Executive
								Dialog Foundation	Trustee
								Digital Commerce Lanka (Private) Limited	Chairman
								Digital Holdings Lanka (Private) Limited	Director
								John Keells Holdings PLC	Independent Non- Executive
								Ncell Private Limited	Director
								Sigiriya Leisure (Private) Limited	Director

Name of the Director	Address	Age (in years)	Experience (in years)	BO ID Number	TIN Number	No. of Shares	% of Total Shareholding (Pre IPO)	Position Held in Other Companies	
								Name	Status
Vivek Sood (Nominated by Axiata Investments (Labuan) Limited)	Axiata Tower, 9 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia	56	33	N/A	N/A	N/A		Sigiriya Residences (Private) Limited	Director
								Sigiriya Trust	Trustee
								Smart Axiata Co. Limited	Director
								Tangalle Leisure (Private) Limited	Director
								Suvitech Co., Ltd.	Director
								Axiata SPV1 (Labuan) Limited	Director
								Axiata SPV2 Berhad	Director
								Axiata Investments (Singapore) Limited	Director
								Axiata Investments (Labuan) Limited	Director
								Axiata Lanka (Private) Limited	Director
								Axiata Investments (Indonesia) Sdn Bhd	Director
								Axiata Investments (Cambodia) Limited	Director
								Axiata Digital Services Sdn Bhd	Director
								Axiata SPV4 Sdn Bhd	Director
								Axiata Management Services Sdn Bhd	Director
								Axiata (Cambodia) Holdings Limited	Director
Nakul Sehgal (Nominated by Bharti International (Singapore) Pte. Limited)	Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon, Haryana, India	39	18	N/A	N/A	N/A		Reynolds Holdings Limited	Director
								Axiata Investments (UK) Limited	Director
								Axiata Business Services Sdn Bhd	Director
								Axiata Digital Labs (Private) Limited	Director
								PT XL Axiata TBK	Commissioner
								Dialog Axiata PLC	Director
								Nettle Infrastructure Investments Limited	Director
								Bharti Airtel Ghana Holdings B.V.	Director
								Airtel Ghana Limited	Director
								Millicom Ghana Company Limited	Director
Randeep Singh Sekhon	Airtel Center, Plot No. 16, Udyog Vihar, Phase IV, Gurgaon, Haryana, India	51	28	N/A	N/A	N/A		Indus Towers Limited	Director
								Firefly Networks Limited	Director

Name of the Director	Address	Age (in years)	Experience (in years)	BO ID Number	TIN Number	No. of Shares	% of Total Shareholding (Pre IPO)	Position Held in Other Companies	
								Name	Status
(Nominated by Bharti International (Singapore) Pte. Limited)									
Thayaparan Sangarapillai (Independent Director)	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	65	30	N/A	N/A	N/A	N/A	edotco Group Sdn Bhd Alliance Bank Malaysia Berhad Sime Darby Berhad	Independent Director Independent Director Independent Director
Klaus Michael Kuehner (Independent Director)	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	68	40	N/A	N/A	N/A	N/A	RedDot Digital Limited	Independent Director
Mahrab Uddin Ahmed (Nominated by Axiata Investments (Labuan) Limited)	Nafi Tower, 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212	53	27	N/A	191264244107	N/A	N/A	RedDot Digital Limited DSFM Securities Ltd. Ncell Private Limited	Chairman Chairman Director

- * All the directors except the Managing Director of the company are foreign nationals. Hence, TIN number is only applicable for the Managing Director of Robi.
- ** All the directors of Robi have been nominated by the respective shareholders of the Company and they do not hold any shares of Robi. Hence BO ID of the directors are not applicable. However, the Managing Director has participated in ESPP as an employee of the Company.

(c) The average cost of acquisition of equity shares by the directors certified by the auditors;

**AUDITORS' CERTIFICATE REGARDING AVERAGE COST OF ACQUISITION OF EQUITY
SHARES BY THE DIRECTORS OF ROBI AXIATA LIMITED**

Based on the scrutiny of the relevant documents and records of Robi Axiata Limited (hereinafter referred to as "the Company") which have been maintained by management and produced to us for review, we being the auditors of the Company for the year ended 31 December 2019, certify that there is no director in the company in the individual capacity. All are nominated directors representing respective shareholdings entities. In addition, there are two independent directors without holding any share of the Company.

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

(d) A detail description of capital built up in respect of shareholding (name-wise) of the Issuer's sponsors/ directors;

**Telekom Malaysia Berhad
Sponsor**

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
Incorporation	Cash		500		10	500			
November 21, 1996	Cash		1,440,000		10	1,440,500			
January 19, 1998	Cash		4,559,400		10	5,999,900			
May 06, 1999	Cash (By way of Transfer)	Ordinary Share	1,000,000	10	10	6,999,900	-	-	Own Source
September 24, 2000	Cash		16,800,000		10	23,799,900			
October 27, 2004	Cash (By way of Transfer)		(23,799,900)		10	-			

**Telekom Malaysia International Sdn Bhd (name changed to Axiata Group Berhad)
Sponsor**

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
Incorporation	Cash		100		10	100			
December 20, 2004	Bonus	Ordinary Share	800	10	10	900	0.0%	0.0%	Own Source

**A.K. Khan & Co. Limited
Sponsor**

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
Incorporation	Cash		360		10	360			
November 21, 1996	Cash		960,000		10	960,360			
January 19, 1998	Cash		3,039,600		10	3,999,960			
May 06, 1999	Cash (By way of Transfer)	Ordinary Share	(1,000,000)	10	10	2,999,960	-	-	Own Source
September 24, 2000	Cash		7,200,000		10	10,199,960			
October 27, 2004	Cash (By way of transfer)		(510,000)		10	9,689,960			
December 20, 2004	Bonus		77,519,680		10	87,209,640			
September 19, 2008	Cash (By way of Transfer)		(87,209,640)		261	-			

A.K. Khan Match Co. Limited Sponsor

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
Incorporation	Cash		10		10	10			
October 27, 2004	Cash	Ordinary Share	127,500	10	10	127,510	-	-	Own Source
December 20, 2004	Bonus		1,020,080		10	1,147,590			
September 19, 2008	Cash (By way of Transfer)		(1,147,590)		261	-			

A.K. Khan Jute Mills Limited Sponsor

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
Incorporation	Cash		10		10	10			Own Source
September 30, 2002	Cash (By way of Transfer)	Ordinary Share	(10)	10	10	-	-	-	

The Chittagong Textile Mills Limited Sponsor

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
Incorporation	Cash		10		10	10			Own Source
September 30, 2002	Cash (By way of Transfer)	Ordinary Share	(10)	10	10	-	-	-	

S.T.M. Limited Sponsor

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
Incorporation	Cash		10		10	10			Own Source
September 30, 2002	Cash (By way of Transfer)	Ordinary Share	(10)	10	10	-	-	-	

Axiata Investments (Labuan) Limited (formerly known as TM International (L) Limited)
Shareholder that nominated directors in the Board

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
October 27, 2004	Cash (By way of Transfer)		23,799,900		10	23,799,900			
December 20, 2004	Bonus	Ordinary Share	190,399,200	10	10	214,199,100	68.69%		Own Source
November 19, 2008	Cash		479,500,00		10	693,699,100		61.82%	
July 28, 2013	Cash		2,544,605,000		10	3,238,304,100			

Bharti International (Singapore) Pte. Limited
Shareholder that nominated directors in the Board

Date of Allotment/ Transfer of fully paid up shares	Consideration	Nature of issue	No of Equity shares	Face value	Issue/ Acquisition/ Transfer Price	Cumulative no. of Equity shares	% Pre issue paid up capital	% Post issue paid up capital	Sources of fund
November 16, 2016	By way of Merger	Ordinary Shares	1,178,535,001	10	10	1,178,535,001	31.31%		Own Source
March 01, 2020	Cash (By way of Transfer)	Ordinary Shares	297,299,960	10	USD 0.04 per share	1,475,834,961		28.18%	

No Director of Robi Axiata Limited is currently holding any share of the Company.

(e) Detail of shares issued by the Company at a price lower than the issue price;

Robi never issued any share at a price lower than the issue price.

(f) History of significant (5% or more) changes in ownership of securities from inception

There has not been any significant change of ownership (5% or more) at any point of time except for the following-

Name	Share Issuance / Transfer Date	No of Shares Issued / Transferred
TM International (L) Limited (name changed to Axiata Investments (Labuan) Limited)	November 19, 2008	479,500,00
	July 28, 2013	2,544,605,000
Share transferred from AK Khan to NTT DoCoMo	September 19, 2008	9,180,000
Share issued to NTT DoCoMo	November 19, 2008	20,550,000
Share was issued to Bharti International (Singapore) Pte. Limited Merger following the merger between Robi Axiata Limited and Airtel Bangladesh Limited	November 16, 2016	1,178,535,001
Share transferred from NTT DoCoMo to Bharti International (Singapore) Pte. Limited	March 01, 2020	297,299,960

SECTION XIV:

CORPORATE GOVERNANCE

(a) A disclosure to the effect that the Issuer has complied with the requirements of Corporate Governance Guidelines of the Commission;

The Company declares that it has complied with the requirements of the applicable regulations of Corporate Governance Code of Bangladesh Securities and Exchange Commission including constitution of the Board and several committees thereof. A certificate of compliance from competent authority has been incorporated accordingly.

Sd/-
Mahtab Uddin Ahmed
CEO & Managing Director
Robi Axiata Limited

(b) A compliance report of Corporate Governance requirements certified by competent authority;

REPORT TO THE SHAREHOLDERS OF ROBI AXIATA LIMITED ON COMPLIANCE ON THE CORPORATE GOVERNANCE CODE

We have examined the compliance status to the Corporate Governance Code by **ROBI AXIATA LIMITED** for the year ended on 31st December 2019. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3rd June 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission.
- The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code.
- Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- The Governance of the company is satisfactory.

Dhaka, Dated
February 23, 2019

For Suraiya Parveen & Associates
Chartered Secretaries
Sd/-
Suraiya Parveen, FCS
Chief Executive Officer

Status of compliance with the conditions imposed by the Commission's Notification No.SEC/CM RCD/2006-158/207/ Admin/80, dated 3rd June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 9)

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.	BOARD OF DIRECTORS (BOD):			
1.1	Board's Size (number of Board members – minimum 5 and maximum 20)	✓		Board size 8 (six) including two Independent Directors (ID)
1.2	Independent Directors:			
1.2(a)	At least one fifth (1/5) of the total number of Directors shall be Independent Directors	✓		
1.2(b)	Independent Director means a director:			
1.2(b) (i)	Who either does not hold any share in the company or holds not less than one percent (1%) shares of the total paid-up shares of the company	✓		
1.2(b) (ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or Director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company	✓		
1.2(b) (iii)	Who has not been executive of the company in immediately preceding 2 (two) financial years.	✓		
1.2(b) (iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/associated companies	✓		
1.2(b) (v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder director or officer of any stock exchange.	✓		
1.2(b) (vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	✓		
1.2(b) (vii)	Who is not a partner or executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm or audit firm engaged in internal audit services or	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	audit firm conducting special audit or professional certifying compliance of this code			
1.2(b) (viii)	Who shall not independent director in more than 5 (Five) listed companies.	✓		
1.2(b) (ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or advance to a bank or Non-Bank Financial Institution (NBFI)	✓		
1.2(b) (x)	Who has not been convicted for a criminal offence involving moral turpitude	✓		
1.2 (c)	Independent Director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	✓		
1.2 (d)	The post of Independent director(s) cannot remain vacant for more than 90 (ninety) days	✓		
1.2 (e)	The tenure of office of an Independent Director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only.	✓		
1.3	Qualification of Independent Director (ID)			
1.3(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial laws regulatory requirements and corporate laws and can make meaningful contribution to business	✓		
1.3(b)	Independent director shall have following qualifications:			
1.3(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk.100.00 million or any listed company or a member of any national or international chamber of commerce or business association	✓		
1.3(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Chief Financial Officer or Head of Finance Or Accounts or Company Secretary or Head of internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	minimum paid up capital of TK 100.00 million or of a listed company			
1.3(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5 th Grade of the national pay scale, Who has at least educational background of bachelor degree in economics or commerce or business or Law	Not Applicable		
1.3(b)(iv)	University teacher who has educational background in Economics or Commerce or Business Studies or Law	Not Applicable		
1.3(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification	✓		
1.3(c)	The independent director shall have at least 10 (ten) years of experience in any filled mentioned in clause (b)	✓		
1.3(d)	In special cases, the above qualification or experiences may be relaxed subject to prior approval of the Commission.	Not applicable		
1.4	Duality of Chairperson of the Board of Directors and Managing Directors or Chief Executive Officer :			
1.4(a)	The position of the Chairperson of the Board and the Managing Director (MD) and /or Chief Executive Officer (CEO) of the company shall be filled by different individuals.	✓		
1.4(b)	The managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company.	✓		
1.4 (c)	The Chairperson of the Board shall be elected from among the non-executive directors of the Company.	✓		
1.4 (d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	Managing Director and /or Chief Executive Officer.			
1.4 (e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Boards meeting the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
1.5	The Directors' Report to Shareholders			
1.5(i)	Industry outlook & possible future development in the industry	✓		
1.5(ii)	Segment- wise or product- wise performance	✓		
1.5(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any.	✓		
1.5(iv)	A discussion on Cost of Goods sold, Gross Profit and Net Profit Margin and Net profit Margin, Where applicable	✓		
1.5(v)	Discussion on continuity of any Extra-Ordinary activities and their implication (gain or loss)	✓		
1.5(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		
1.5(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments;	Not applicable		The company has not done any such raising till the reporting date. Will be complied when applicable
1.5(viii)	An explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights offer, Direct listing etc.	Not applicable		
1.5(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements;	✓		
1.5(x)	A statement of Remuneration paid to directors including independent directors	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.5(xi)	A statement that The financial statements present fairly its state of affairs, the result of its operations, cash flows and changes in equity	✓		
1.5(xii)	A statement that proper books of accounts have been maintained	✓		
1.5(xiii)	A statement that appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment	✓		
1.5(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed	✓		
1.5(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored	✓		
1.5(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	✓		
1.5(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓		
1.5(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	✓		
1.5(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	✓		
1.5(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year	✓		
1.5(xxi)	Board's statement to the effect that no bonus share or stock dividend	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	has been or shall be declared as interim dividend.			
1.5(xxii)	The total number of Board meetings held during the year and attendance by each director,	✓		
1.5(xxiii)	Pattern of shareholding and name wise details (disclosing aggregate number of shares):			
1.5(xxiii)(a)	Parent/Subsidiary/Associated Companies and other related parties (Name wise details)	✓		
1.5(xxiii)(b)	Directors, Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO), Head of Internal Audit (HIA) and their spouses and minor children (Name wise details)	✓		
1.5(xxiii)(c)	Executives	✓		
1.5(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (Name wise details)	✓		
1.5 (xxiv)	In case of appointment/re-appointment of a Director, disclose:			
1.5(xxiv)(a)	a brief resume of the Director	✓		
1.5(xxiv)(b)	nature of his /her expertise in specific functional areas	✓		
1.5(xxiv)(c)	Name of companies in which the person also holds the directorship and the membership of committees of that Board.	✓		
1.5(xxv)	Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1.5(xxv)(a)	accounting policies and estimation for preparation of financial statements	✓		
1.5(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes	✓		
1.5(xxv)(c)	comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof	✓		
1.5(xxv)(d)	compare such financial performance or results and financial position as well as cash flows with the peer industry scenario.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
1.5(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe	✓		
1.5(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company	✓		
1.5(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof i.e., actual position shall be explained to the shareholders in the next AGM	✓		
1.5(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure - A	✓		
1.5(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure - B and Annexure - C	✓		
1.6	Meetings of the Board of Directors			
	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓		
1.7	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1.7(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company	✓		
1.7(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	environment, employees, customers and suppliers; and independency			
2	Governance of Board of Directors of Subsidiary Company.			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company	✓		
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company	✓		
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company	✓		
2 (d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also	✓		
2 (e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	Not applicable		
3.0	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS).			
3.1	Appointment:			
3.1(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	✓		
3.1 (b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals.	✓		
3.1 (c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time.	✓		
3.1 (d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
3.1 (e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓		Will be notified to the commission and stock exchange once Robi listed
3.2	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board: Provided that the CS, CFO and/or the HIAC shall not attend such part of a meeting of the Board which involves consideration of an agenda item relating to their personal matters.	✓		
3.3	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3.3(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief.	✓		
3.3(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	✓		
3.3(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws	✓		
3.3 (b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3.3 (c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4	Board of Directors' Committee.			
4.i	Audit Committee	✓		
4.ii	Nomination and Remuneration Committee.	✓		
5	AUDIT COMMITTEE:			
5(i)	Responsibility to the Board of Directors	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
5.1(a)	The Company shall have an Audit Committee as a sub-committee of the Board of Directors	✓		
5.1(b)	The Audit Committee shall assist the BOD in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	✓		
5.1(c)	The Audit Committee shall be responsible to the Board; The duties of the Audit Committee shall be clearly set forth in writing	✓		
5.2	Constitution of the Audit Committee			
5.2(a)	The Audit Committee shall be composed of at least 3 (three) members	✓		1. Thayaparan Sangarapillai 2. Vivek Sood 3. Nakul Sehgal 4. Noor Azlin Abdul Mannan
5.2(b)	The Board shall appoint members of the Audit Committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director.	✓		
5.2(c)	All members of the audit committee should be “financially literate” and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience	✓		
5.2(d)	When the term of service of any Committee member expires or there is any circumstance causing any Committee member to be unable to hold office before expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee			No such case
5.2(e)	The Company Secretary shall act as the Secretary of the Audit Committee.	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
5.2(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director	✓		
5.3	Chairperson of the Audit Committee			
5.3 (a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director.	✓		Thayaparan S Sangarapillai
5.3 (b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes	✓		
5.3 (c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	✓		
5.4	Meeting of the Audit Committee			
5.4(a)	The Audit Committee shall conduct at least its four meetings in a financial year.	✓		
5.4(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two-third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must	✓		
5.5	Role of Audit Committee			
5.5(a)	Oversee the financial reporting process	✓		
5.5(b)	Monitor choice of accounting policies and principles	✓		
5.5(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5.5(d)	Oversee hiring and performance of external auditors	✓		
5.5(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	submission to the Board for approval or adoption;			
5.5(f)	Review along with the management, the annual financial statements before submission to the Board for approval;	✓		
5.5(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the Board for approval;	✓		
5.5(h)	Review the adequacy of internal audit function;	✓		
5.5(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5.5(j)	Review statement of all related party transactions submitted by the management;	✓		
5.5(k)	Review Management Letters or Letter of Internal Control Weakness issued by statutory auditors.	✓		
5.5(L)	oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓		
5.5(m)	oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission:	Not applicable		Will be complied after IPO
5.6	Reporting of the Audit Committee			
5.6.(a)	Reporting to the Board of Directors			
5.6 (a) (i)	The Audit Committee shall report on its activities to the Board.	✓		
5.6 (a) (ii)	The Audit Committee shall immediately report to the Board on the following findings, if any	✓		
5.6 (a) (ii) (a)	Report on conflicts of interests	No such case		
5.6 (a) (ii) (b)	suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements	Do		
5.6 (a) (ii) (c)	Suspected infringement of laws, regulatory compliances including	Do		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	securities related laws, rules and regulations			
5.6 (a) (ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately	Do		
5.6.(b)	Reporting to the Authorities. If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	No such case		
5.7	Reporting to the Shareholders and General Investors	✓		
6	Nomination and Remuneration Committee (NRC).			
6.a	Responsibility to the Board of Directors			
6.1(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a sub - committee of the Board	✓		
6.1(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive	✓		
6.1(c)	The Terms of Reference (TOR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5) (b).	✓		
6.2	Constitution of the NRC			
6.2(a)	The Committee shall comprise of at least three members including an independent director	✓		1. Klaus Michael Kuehner 2. Dr. Shridhir Sariputta Hansa Wijayasuriya 3. Vivek Sood

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
6.2(b)	All members of the Committee shall be non-executive directors.	✓		
6.2(c)	Members of the Committee shall be nominated and appointed by the Board.	✓		
6.2(d)	The Board shall have authority to remove and appoint any member of the Committee.	✓		
6.2(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee.	No such case		
6.2(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee.	No such case		
6.2(g)	The company secretary shall act as the secretary of the Committee	✓		
6.2(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director.	✓		
6.2(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6.3	Chairperson of the NRC			
6.3(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director.	✓		
6.3(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes	No such case		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
6.3(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders:	✓		
6.4	Meeting of the NRC			
6.4(a)	The NRC shall conduct at least one meeting in a financial year	✓		
6.4(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC.	✓		
6.4(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h).	✓		
6.4(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6.5	Role of the NRC.			
6.5(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders	✓		
6.5(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓		
6.5(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following.	✓		
6.5(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully.	✓		
6.5(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.	✓		
6.5(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
	reflecting short and long-term performance objectives appropriate to the working of the company and its goals.			
6.5(b)(ii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality.	✓		
6.5(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board.	✓		
6.5(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board.	✓		
6.5(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria.	✓		
6.5(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies.	✓		
6.5(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7.	EXTERNAL / STATUTORY AUDITORS:			
7.1	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely	✓		
7.1(i)	Appraisal or valuation services or fairness opinions	✓		
7.1(ii)	Financial information systems design and implementation	✓		
7.1(iii)	Book-keeping or other services related to the accounting records or financial statements	✓		
7.1(iv)	Broker-dealer services	✓		
7.1(v)	Actuarial services	✓		
7.1(vi)	Internal audit services or special audit services	✓		
7.1(vii)	Any service that the Audit Committee determines	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
7.1(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1)	✓		
7.1(ix)	Any other service that creates conflict of interest.	✓		
7.2	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company: Provided that spouse, son, daughter, father, mother, brother, sister, son-in-law and daughter-in-law shall be considered as family members.	✓		
7.3	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
8.	Maintaining a website by the Company			
8.1	The company shall have an official website linked with the website of the stock exchange.	Not applicable		Will be complied after listing
8.2	The company shall keep the website functional from the date of listing	✓		
8.3	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	Not applicable		To be complied when required
9.	REPORTING AND COMPLIANCE OF CORPORATE GOVERNANCE:			
9.1	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9.2	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		From the next AGM

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (If any)
		Complied	Not complied	
9.3	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓		Status of Compliance presented.

(c) Details relating to the Issuer's audit committee and nomination and remuneration committee; and summary of the terms of reference under which the committees operate:

The members of Audit committee are as follows-

Name	Designation
Klaus Michael Kuehner	Chairman
Vivek Sood	Member
Nakul Sehgal	Member
Mohammed Shahedul Alam	Secretary

Terms of Reference under which Audit Committee Operates

Constitution of the Audit Committee:

1. The Audit Committee shall be composed of at least 3 (three) members, who shall be non-executive directors of the Company excepting Chairperson of the Board and shall include at least 1 (one) Independent Director;
2. The Board of Directors shall appoint members of the Audit Committee. Chairman of the Audit committee shall be an independent director.
3. All members of the Audit Committee should be financially literate and at least 1 (one) member shall have accounting or related financial management background and 10 (ten) years of such experience;
4. In case of any vacancy arising from expiration of the term of services or from any circumstance causing any Committee member (s) to be unable to hold office until expiration of the term of services, making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board shall appoint the new Committee member (s) to fill up the vacancy (ies) immediately or not later than 1 (one) month from the date of vacancy (ies) in the Committee to ensure continuity of the performance of work of the Audit Committee;
5. The Company Secretary shall act as the Secretary of the Committee.

Meeting and Responsibilities of the Audit Committee:

1. The meetings of the Audit Committee shall be presided over by its Chairperson. In the absence of the Chairperson of the Audit Committee, the remaining members present may elect one of themselves as the Chairperson for that particular meeting and the reason of absence of the regular Chairperson shall be duly recorded in the minutes of the meeting;
2. The quorum of the meeting of the Audit Committee shall be constituted by the presence of either 2 (two) members or two-third of the members of the Audit Committee, whichever is higher, and shall not be constituted without the presence of an independent director;
3. The Audit Committee shall hold at least 4 (four) meetings in a financial year to perform its duties and responsibilities;
4. The audit committee may invite the Managing Director, Chief Operating Officer, Head of Internal Audit or any other official to attend the meeting;
5. All the observations / findings / recommendations of the Audit Committee shall be recorded in the minutes of the Committee meeting;
6. The secretary shall prepare the minutes of the proceedings and resolutions of all Audit Committee meetings, including the names of those present and in attendance and shall circulate the minutes of meetings to all members of the Committee.

Duties and Responsibilities of the Audit Committee:

1. The Audit Committee members shall oversee the financial reporting process;
2. The Committee members shall monitor the choice of accounting policies and principles;
3. The Committee shall monitor Internal Audit and Compliance process, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;
4. The Committee shall oversee the hiring and performance of external auditors;

5. The Audit Committee Members shall review the quarterly, half-yearly and annual financial statements before submission to the Board for approval or adoption;
6. The members of Audit Committee shall review the adequacy of internal audit function, statement of all related party transactions, Management's Discussion and Analysis, Management Letters or Letter of Internal Control weakness issued by statutory auditors;
7. In case of capital raised through any kind of public offer, the members of the Audit Committee shall examine whether the funds raised through such public offer have been utilized as per the purposes stated in the relevant offer document or prospectus approved by the Commission.

The members of Nomination and Remuneration Committee (NRC) are as follows-

Name	Designation
Klaus Michael Kuehner	Chairman
Dr. Shridhir Sariputta Hansa Wijayasuriya	Member
Vivek Sood	Member
Mohammed Shahedul Alam	Secretary

Terms of Reference under which Nomination and Remuneration Committee (NRC) Operates:

Constitution of the Nomination and Remuneration Committee (NRC):

1. The Nomination and Remuneration Committee (NRC) shall be composed of at least 3 (three) members, who shall be non-executive directors of the Company and shall include at least 1 (one) Independent Director;
2. The Board of Directors shall appoint members of the Nomination and Remuneration Committee. It shall also select 1 (one) member from the NRC, who shall be an independent director, to be its Chairman. The Board shall have the authority to nominate and remove any member of the Committee;
3. In case of death, resignation, disqualification or removal of any member of the Committee or in any other cases of vacancy (ies), thus making the number of the members to be lower than 3 (three), the Board shall appoint new member(s) to fill the vacancy (ies) within 180 (one hundred eighty) days from the date of vacancy (ies);
4. The Chairperson of the Committee may appoint or co-opt any external and/or member (s) staff to the Committee as advisor (s) who shall be non-voting member (s);
5. The Company secretary shall act as the Secretary of the Remuneration Committee;
6. No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the Company.

Meeting of the Nomination and Remuneration Committee (NRC):

1. The meetings of the Nomination and Remuneration Committee shall be presided over by its Chairperson. In the absence of the Chairperson of the NRC, the remaining members present may elect one of themselves as the Chairperson for that particular meeting and the reason of absence of the regular Chairperson shall be duly recorded in the minutes of the meeting;
2. The quorum of the meeting of the NRC shall be constituted by the presence of either 2 (two) members or two-third of the members of the Committee, whichever is higher, and shall not be constituted without the presence of an independent director;
3. The Committee shall hold at least 1 (one) meetings in a financial year to perform its duties and responsibilities;
4. The Nomination and Remuneration Committee may invite the Managing Director, Chief Operating Officer, Head of Internal Audit or any other official to attend the meeting;
5. The proceedings of each meeting of NRC shall be duly recorded in the minutes and such minutes shall be reconfirmed in the next meeting of the Committee;
6. The secretary shall prepare the minutes of the proceedings and resolutions of all NRC meetings, including the names of those present and in attendance and shall circulate the minutes of meetings to all members of the committee.

Duties and Responsibilities of the Nomination and Remuneration Committee (NRC):

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the board, relating to the remuneration of the directors, top level executives;
2. To devise a policy on the Board's diversity considering age, gender, experience, ethnicity, educational background and nationality;
3. To identify persons qualified to become directors and to be appointed in top level executive positions in accordance with the criteria laid down and recommend their appointment and removal to the Board;
4. To formulate criteria for evaluating the performance of independent directors and the Board;
5. To develop, recommend and review the Company's human resources and training policies annually;
6. To identify the Company's human resource needs at different level and determine the criteria for selection, transfer or replacement and promotion

In discharging their responsibilities, the Committee members have a duty to act in the best interests of Company as a whole, irrespective of personal, commercial or other interests, loyalties or affiliations.

SECTION XV:

VALUATION REPORT OF SECURITIES PREPARED BY THE ISSUE MANAGER

Over a short term, even a reasonably well functioning market may have irrational and abrupt price movements due to investors' exuberance. However, considering a reasonable investment horizon, market provides a fair approximation of consensus value of a particular security according to its exposure to various risk factors and potentials for growth. In a well-functioning market, where all the investors are assumed to be rational and risk averse, the investors would not pay more for a particular security with given risk profile than they would for an otherwise similar security. As a result, a rational investor expects the market to reveal the fundamental value of the securities being traded. Nevertheless, in a market with numerous investors and participants, there would be differences in risk aversion, rate of required return and investment horizon. Hence, while deriving the valuation of the shares of Robi Axiata Limited, the perspective of a prudent investor has been taken into consideration for simplicity. The essential valuation methods delineated by the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, have been followed.

Qualitative Factors

The key qualitative factors that were taken into consideration for valuation purposes are –

- Robi has strong spectrum holdings, including the most low-frequency spectrum, and is well poised to capture the 4G growth opportunity.
- Robi has successfully integrated its operations after the Robi-Airtel merger in 2016 to accelerate market-share growth and take advantage of the additional spectrum available.
- Robi has a highly capable management team with a strong understanding of the telecoms industry, including experience gained in international markets.

Quantitative Factors

Valuation under different valuation methods as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 are outline below.

The following table illustrates the summary of valuation of Robi Axiata Limited under different valuation methods-

Sl. No.	Valuation Methods	Fair Value (BDT)
1.	Net Asset Value Per Share	12.64
2.	Earning based Value per Share	(1.32)
3.	Average Market Price of Similar Stock	295.73

Method 1: Valuation based on Net Asset Value per Share

While deriving at the valuation of the common stock, the Net Asset Value per share of Robi Axiata Limited has been taken into consideration. The following table illustrates the calculation of Net Asset Value per share based on the audited accounts as at December 31, 2019:

Particulars	As at December 31, 2019 (Figures in BDT '000)
Share capital	47,141,400
Retained Earnings	5,785,098
Other Reserves	6,662,397
Total Shareholders' Equity as on December 31, 2019	59,588,895
Number of shares	4,714,140
Net Asset Value Per Share (in BDT)	12.64

Method 2: Valuation based on Earning based value per share

We have calculated the weighted average net profit after tax (NPAT) of the Company for the year ended December 31, 2015 to December 31, 2019 and multiplied by the relevant P/E multiple to derive the earning based value per share of the Company.

Year	Number of shares	Weight on number of shares	NPAT (in BDT'000)	Weighted Average NPAT (in BDT'000)
2015	3,535,605,000	15.79%	2,402,226	379,299
2016	4,714,140,001	21.05%	(6,931,073)	(1,459,173)
2017	4,714,140,001	21.05%	(104,584)	(22,018)
2018	4,714,140,001	21.05%	2,147,341	452,072
2019	4,714,140,001	21.05%	169,089	35,598
Total	22,392,165,004	100.00%	(2,317,001)	(614,223)
Number of shares				4,714,140,001
EPS based on weighted average net profit after tax (in BDT)				(0.13)
Relevant P/E multiple (Lower of last three months average market P/E and telecommunication sector P/E ¹)				10.14
Earnings-based-value per share (in BDT)				(1.32)

Method 3: Average Market price of Similar Stock Based Valuation

Grameenphone is the only company engaged in similar business and listed with the Dhaka Stock Exchange Limited. Similarity of Robi with Grameenphone is shown in the table below –

Figures in BDT '000 unless otherwise stated

Particulars	Grameenphone	Robi
Paid-Up Capital	13,503,000	47,141,400
Revenue	143,656,271	74,811,748
Subscriber Base (millions)	74.26	48.03
NPAT	34,516,760	169,089
EPS (at actual)	25.56	0.04
NAV (At actual)	28.40	12.64
Total Assets	148,734,422	171,968,640
Total Equity	38,347,405	59,588,895
Return on Asset	24.00%	0.11%
Return on Equity	92.00%	0.28%

Calculation of relevant P/E multiple: (Source: DSE)

Month	Market P/E	Telecommunication Sector P/E
January, 2020	11.74	10.21
February, 2020	11.88	10.81
March, 2020	10.58	9.39
Average	11.40	10.14
Relevant P/E Multiple (Lower of last three months average P/E of Market and Telecommunication Sector)	10.14	

We have considered Grameenphone's stock price to derive valuation of Robi based on average market price of similar stock.

Date	Grameenphone
June 30, 2020	238.8
May 31, 2020	255.9
March 25, 2020	238.8
February 27, 2020	274.4
January 30, 2020	257.8
December 30, 2019	285.8
November 28, 2019	318.2
October 31, 2019	317.5
September 30, 2019	352.4
August 29, 2019	312
July 31, 2019	332.4
June 30, 2019	364.7
Average	295.73

SECTION XVI:

DEBT SECURITIES

The Company has neither issued any debt securities nor has any future plan as such within next six months.

SECTION XVII:

PARTIES INVOLVED AND THEIR RESPONSIBILITIES

Parties Involved	Name	Responsibilities
Issue Manager	IDLC Investments Limited	Issue manager's primary responsibility is to comply with the regulatory requirements, conduct due diligence appraisal of the Issuer's affairs for ensuring proper disclosure of all material facts as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.
Underwriters	BRAC EPL Investments Limited ICB Capital Management Limited IDLC Investments Limited	Underwriters' responsibility is to take up unsubscribed shares in the event of under-subscription. In case of under-subscription collectively up to 35% of a public the unsubscribed portion of securities shall be taken up by the underwriter(s) within stipulated time.
Auditors	Hoda Vasi Chowdhury & Co. Chartered Accountants	Auditor's objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 International Standards on Auditing (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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
Credit Rating Agency	Credit Rating Agency of Bangladesh Limited	Credit rating agency is responsible for conducting the long term and short term rating of the Company based on its financial statements and other relevant qualitative and quantitative information in line with Credit Rating Companies Rules, 1996.
Legal Advisor	Tanjib Alam and Associates	Tanjib Alam and Associates is appointed as legal advisor to the Issuer in connection with the Initial Public Offering. Tanjib Alam and Associates is paid a predetermined fee for services rendered in connection with the Offering and paid fees on an ongoing basis for services rendered. Apart from that, Tanjib Alam and Associates have no financial or other interests in the Offering. No conflicts of interests are deemed to exist among the parties.

SECTION XVIII::

MATERIAL CONTRACTS

(a) Major agreements entered into by the Issuer

1. Underwriting Agreements between the Company and the Underwriters.
2. Issue Management Agreement between the Company and IDLC Investments Limited.
3. Contracts with major suppliers.
 - a. Fiber Lease Agreement with Bangladesh Telecommunications Company Limited
 - b. Master Service Agreement and relevant amendments with Summit Communications Limited
 - c. Managed Network Service Agreement with Edotco Bangladesh Co. Ltd.
 - d. Contract of Adhearance relating to Axiata Framework Agreement and related supplemental Agreement with LM Ericsson Bangladesh Ltd. and Ericsson AB.
 - e. Contract of Adhearance relating to Axiata Framework Agreement and related supplemental Agreement with Huawei Technologies Bnagladesh Ltd. and Huawei International Pte Ltd.

The copies of the aforementioned contracts and documents and a copy of Memorandum of Association and Articles of Association of the Company and the Consent Letter from BSEC may be inspected, on any working day, during office hours, at the Corporate Office of the Company and the Issue Manager.

(b & c) Material Parts of the agreement & Fees Payable

Particulars	Underwriting Agreements with the Underwriters
Material Terms and Conditions	<ol style="list-style-type: none"> 1. In case of under-subscription collectively up to 35% in an initial public offer, the unsubscribed portion of securities shall be taken up by the underwriter(s). 2. The Company, in the event of under subscription, shall send notice to the underwriter(s) within 10 (ten) days of closure of subscription calling upon them to subscribe to the securities of the Company and pay for this in cash in full within 15 (fifteen) days of the date of said notice and the said amount shall be credited into securities subscription account within the said period. 3. Within 7 (seven) days of the expiry of the aforesaid 15 (fifteen) days the Company shall send to the Commission proof of subscription and deposit of the money by the underwriter(s).
Fees Payable	0.25% of the underwritten amount

Particulars	Issue Management Agreement with IDLC Investments Limited
Material Terms and Conditions	<ol style="list-style-type: none"> 1. The Issue Manager shall, in compliance with the regulatory requirements, conduct due diligence appraisal of the Company's affairs for ensuring proper disclosure of all material facts. 2. The Issue Manager shall, as part of its due diligence appraisal, examine and independently verify all relevant documents and materials, as furnished by the Company, and also discuss with the Directors, Officers, and other agencies of the Company to ensure true, fair, and adequate material disclosure in the prospectus. 3. The Issuer shall extend adequate cooperation to the Issue Manager and other related parties so that they may carry out their respective duties. 4. The Issuer shall bear all fees and commissions payable to the regulatory authorities, and other appointed service providers including all associated costs.
Fees Payable	BDT 20,700,000 (including VAT)

Title of Agreement	Counterparts	Signing Date	Nature of agreement and product/service details	Duration	Fees Payable	
					Total Amount Covering the Contract	Transaction Quantity
Fiber Lease Agreement	Bangladesh Telecommunications Company Ltd	May 22, 2017	Robi shall take lease of BTCL optical fiber. Robi also can avail dark fiber subject to availability with BTCL, all over the country as and when required.	10 years	Amount varies based on usage	Billed monthly. Typically 12 transactions annually.
Master Service Agreement for internet bandwidth and relevant amendment	Summit Communications Ltd.	October 11, 2018 and July 21, 2019	Robi to have the services from Summit in accordance to the International long distance telecommunication services policy 2010 and Internet bandwidth related subsequent directives of BTRC to have IIG services	Initially 2 years from July 1, 2017. Shall automatically renew for subsequent periods of the same length.	Variable as per usage (GBPS)	Billed monthly. Typically 12 transactions annually.
Managed Network Service agreement	edotco Bangladesh Co. Ltd.	August 19, 2015	Edotco shall provide the service to Robi relating to the Robi sites, edotco sites and Managed sites in respect of network surveillance, maintenance, fault management, optimisation and other services for Robi's network.	5 Years from March 1, 2015	No fixed contract value. Purchase is done according to the requirement	Billed monthly. Typically 12 transactions annually.
Contract of Adherence relating to Axiata Framework Agreement and related supplemental agreement	LM Ericsson Bangladesh Ltd. Ericsson AB	May 9, 2012 and June 22, 2019	Supply of hardware (network equipment) and software by Ericsson AB and related works and services are provided by LM Ericsson Bangladesh Ltd.	Till December 31, 2024	No fixed contract value. Purchase is done according to the requirement	Equipment and Software transaction is based on the requirement. Payment for Services from Ericsson Bangladesh is done quarterly.
Contract of Adherence relating to Axiata Framework Agreement and related supplemental agreement	Huawei Technologies Bangladesh Ltd. Huawei International Pte Ltd.	December 29, 2013 and June 17, 2019	Procure hardware and software from global supplier and relevant works and services from local supplier.	Till December 31, 2025	No fixed contract value. Purchase is done according to the requirement	Equipment and Software transaction is based on the requirement. Payment for Services from Huawei Bangladesh is done quarterly.

SECTION XIX:

LITIGATIONS, FINE OR PENALTY

Any investment in the Ordinary Shares is subject to a number of risks. Prior to investing in the Ordinary Shares, prospective investors should carefully consider the risk factors associated with any investment in the Ordinary Shares, the Group's business and the industry in which it operates, together with all other information contained in this document as a whole, including, in particular, the risk factors described below.

Prospective investors should note that the risks relating to Robi, its industry and the Ordinary Shares summarised in the section of this document and the Company believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks which Robi faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document, among other things, the risks and uncertainties described below. The risk factors described below are not an exhaustive list or explanation of all risks which investors may face when making an investment in the Ordinary Shares and should be used as guidance only. Investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in light of the information in this document and their personal circumstances.

(a) The following litigations including outstanding litigation against the Issuer or any of its directors and fine or penalty imposed by any authority:

(i) Litigation involving Civil Laws

There are 17 (seventeen) cases pending before different courts of law within the country against Robi. The civil cases are in relation to, *inter alia*, ownership disputes between the lessors (co-owners) where Robi has been named as a party for being a lessee, former distributor's claim for alleged breach of terms and conditions of the agreement.

(ii) Litigation involving Criminal Laws

None.

(iii) Litigation involving Securities, Finance and Economic Laws

None

(iv) Litigation involving Labour Laws

In the course of its operation, Robi has been made party to litigations involving labour laws, in particular, issues relating to, *inter alia*, terminations, workers' rights etc. There are 74 (seventy-four) cases under labor laws filed by seventy-four individuals against Robi. There are cases where the Labour Court delivered judgements in favour of Robi, however, the relevant petitioners have filed appeal against such decisions.

(v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties)

None

(vi) Litigation involving any other Laws

There are 12 (twelve) writ petitions (judicial review applications) which have been filed before the Supreme Court of Bangladesh by different parties against the Government entities where Robi has been made a party. In those applications, the petitioners sought directions upon the Government to take certain actions. These cases relate to various issues including direction for blocking the internet gateway for dangerous games, such as blue whale, adult sites, call drops, imposition and collection of VAT and supplementary duties for 4G SIM swap etc.

(b) Cases including outstanding litigation filed by the Company or any of its directors:

(i) Litigation involving Civil Laws

In the course of its business, the Company has had to seek civil remedies resulting in several civil cases like suit for permanent injunction, compensation claims for defamation, breach of contract, dispute relating to claims made by Bangladesh Telecommunication Regulatory Commission ("BTRC") etc. There are 10 (ten) civil cases pending before different courts filed by Robi. One of the material civil cases arose out of BTRC's claim under an information systems audit conducted by auditors appointed by BTRC. A brief description of this case is provided below:

BTRC audit claim case: The BTRC conducted an information system audit on Robi for the years 1997 to 2014 and made a claim of BDT 8,672,391,476 against Robi on 31 July 2018 ("Information System Audit Claim"). Robi has disputed this Information System Audit Claim in its entirety raising several flaws and inaccuracies. Robi also believes that the BTRC lacks jurisdiction to claim tax and that the claims under the Information System Audit Claim are time barred. In an attempt to resolve this dispute, Robi served a Notice of Arbitration on the BTRC on 20 May 2019.

On 13 June 2019, despite Robi's Notice of Arbitration, the BTRC directed Robi to make payment for the Information System Audit Claim within 10 days from that date. Challenging the demand, Robi filed a suit on 25 August 2019 before the Joint District Judge, Dhaka seeking a declaration and permanent injunction against BTRC's Information System Audit Claim. The Hon'ble District Court admitted the suit.

Additionally, Robi filed an application seeking ad interim relief of a temporary injunction restraining the BTRC from demanding payment on the basis of the Information System Audit Claim, and also restraining the BTRC from causing any interference with the operation of Robi's mobile telecommunication services. The District Court declined to grant an injunction.

Subsequently, Robi preferred an appeal before the Hon'ble High Court Division in respect of rejection of the temporary injunction application. The Hon'ble High Court, by an order dated 5 January 2020, issued an injunction upon the BTRC was on condition that Robi makes a deposit of BDT138 crore over a period of five months in five equal installments. The Company has deposited all installments in compliance with the order of High Court Division to secure the injunction. Up until 31 August 2020, the BTRC yet to submit its response in District Court against the suit submitted by the Company.

(ii) Litigation involving Criminal Laws

The Company has had to seek reliefs from various courts under criminal jurisdictions with respect to a number of matters. There are 12 (twelve) criminal cases pending before different courts of law. These criminal cases broadly relate to cheque dishonor issues, fraud, theft etc.

(iii) Litigation involving Securities, Finance and Economic Laws

None.

(iv) Litigation involving Labour Laws

Several litigations were initiated in relation to issues under labour laws. These cases are mostly judicial reviews/writs which were filed against orders passed by the subordinate courts. There are 23 (twenty three) cases pending before various forums in connection with labour issues.

(v) Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties)

a. Customs Cases

The Company has had to import items for its operations. Disputes arose between the Company and the Customs Authority in relation to the importations which resulted in judicial interventions. Overall there are

254 (two hundred and fifty four) customs cases filed by the Company that are pending at various appellate forums which are mostly related to valuation, HS (Harmonized System) Code classification, Advance Trade VAT (ATV) and fine/penalties related disputes. Details of such customs cases are elaborated below:

(i) Valuation Cases

In most of these valuation related cases, the Customs Authority rejected the value declared by Robi and increased it. The disputes regarding valuation of the consignments were then adjudicated by the Review Committee who mostly sustained the value determined by Customs Authority. Robi's argument is that in determining the value of the consignments, the Customs Authority failed to follow the sequence provided by the Valuation Rules of Customs. There are 115 (one hundred and fifteen) cases relating to valuation pending before various forums, namely High Court Division, and the Customs, Excise and VAT Appellate Tribunal.

(ii) Cases relating to HS Code disputes

In the cases relating to HS Code disputes, the primary issue in these cases are that consignments imported by Robi were classified under different HS Codes from the declared HS Codes. In most of the cases, Robi imported the consignments in complete knocked down conditions and declared one HS Code for the whole of the consignment. However, the Customs authority disagreed with such classifications and proceeded to classify different parts of the consignments under different HS Codes. The disputes led to filing of appeals to appropriate forums. There are 127 (one hundred and twenty seven) HS Code dispute related customs cases pending.

(iii) Other Customs cases

The other remaining customs cases relate to disputes relating to ATV and fines against which Robi has filed cases that are pending before the different appeal forums.

b. Income Tax cases

Income tax related disputes have resulted in Robi seeking reliefs from different forums. In total, 22 (twenty-two) cases related to income tax matters are pending before the Supreme Court of Bangladesh.

(i) Income tax reference applications

Several income tax reference applications have been filed by the Company under the Income Tax Ordinance, 1984. There are 19 (nineteen) income tax reference applications pending before the High Court filed due to NBR's disallowances of expenses and claims made by Robi/Airtel.

(ii) Writ Petitions challenging imposition of minimum tax under different Finance Acts

There are 3 (three) judicial reviews (writ petitions) pending before the High Court where the Company has challenged the impositions of minimum/compulsory taxes by the different Finance Acts. The minimum/compulsory taxes were made payable by the mobile operator irrespective of the profit or loss in an assessment year.

c. VAT Cases

Disputes in relation to VAT payments have led Robi and the former Airtel Bangladesh Limited to file cases before different forums in pursuance of the VAT Act. Pending before different forums are 37 (thirty-seven) cases relating to VAT disputes concerning both Robi and former Airtel Bangladesh Limited. Out of those cases, 19 (nineteen) are regular appeals pending before different appellate forums including the Customs, Excise and VAT Tribunal (CEVT) Appellate Tribunal and the Supreme Court of Bangladesh. Other remaining cases are writ petitions and civil petition for leave to appeal pending before the respective divisions of the Supreme Court of Bangladesh. Total disputed amount involved in all those cases is BDT 21,636,451,290. Key VAT cases are as follows:

- (i) SIM Replacement cases: There were no SIM replacement tax up until 2014. However, NBR claimed SIM replacement tax from operators, including Robi. At present, there are 4 (four) separate cases

pending before different appellate forums. The allegation against Robi was that, between 2007 and 2015, Robi replaced SIMs of those persons who were different from the persons to whom the SIMs were originally sold and considered those replaced SIMs as new SIMs.

- (ii) Cases on VAT rebate/credit cancellations: There are 12 (twelve) cases pending before different appeal forums relating to rebate/credit cancellations. NBR cancelled VAT rebate/credit for different periods of routine input VAT rebate claimed by Robi. The cancellation of input VAT rebate/credit includes machineries and spare parts, vehicle rental, site sharing expenses, training etc.
- (iii) Proportionate rebate cancellation: VAT Authority arbitrarily cancelled proportionate rebate referring the provisions of VAT Rules 1991. Rebate or credit cancellation also includes amount related to imported capital machinery such as antenna, cable, media gateway switch, battery, modem, telephone and telegraphic switch, power system, optical multi service systems, universal service router, printed service board, racks etc.
- (iv) VAT on 2G license case: NBR refused to provide rebate/adjustment of VAT to Robi in relation to the VAT for 2G License renewal and spectrum assignment fee to BTRC in 2012, as BTRC is not registered for VAT purpose, and therefore, BTRC is not in a position to issue VAT challan -11 to Robi, Robi has claimed the amount as input VAT which is adjustable with output VAT. High Court ordered BTRC to register for VAT. However, BTRC appealed against the decision. As a result, Robi also filed an appeal with the Appellate Division. This matter is pending before the Appellate Division of the Supreme Court of Bangladesh.

(v) Cases relating to SIM Tax and interest on SIM Tax:

Two cases relating to SIM Tax and interest on SIM Tax are pending before the High Court.

- i. SIM Tax case: Robi filed a writ before the High Court challenging the authority for imposing SIM tax. The case is pending before the High Court.
- ii. Interest on SIM Tax: NBR issued a demand letter for payment of interest charged for late payment of its original demand in relation to SIM tax for the period from August 2006 to March 2007 for selling SIM cards to subscribers. Robi filed a writ petition before the High Court challenging the authority of imposing SIM tax. However, during pendency of the suit, NBR had collected the SIM tax in September 2012 (BDT 909m), April 2013 (BDT 90m) and January 2014 (BDT 818m), from Robi. In the year 2016, NBR resurfaced the matter and claimed interest amounting to BDT 2,660m on the realized amount i.e. BDT 1,818m. NBR imposed simple interest @ 2% per month from April 2007 to January 2014 and therefore, claimed accrued interest of BDT 2,660m from Robi. The High Court issued a stay on the interests amount in favor of Robi.

- (vi) Other VAT cases: Other VAT cases have been filed by Robi against demand based on Comptroller Audit General's observation, alleged VAT evasion, penalties, VAT concealment, claim for ATV on capital machinery etc.

(vi) Litigation involving any other Laws

There are 7 (seven) judicial review petitions pending on several issues relating to administrative fine imposed by BTRC, demand of model tax/municipality tax by different local government authorities, activities of the Directorate of National Consumers Right Protection ("DNCRP") etc., as detailed below:

Judicial review of administrative fine:

Through a notice BTRC in 2018 imposed an administrative fine of BDT 500mn stating that Robi had continued to use Bangla Phone Limited's (BPL) OFN (Optical Fiber Network) despite the fact that BPL was not a licensed NTTN (Nationwide Telecommunication Transmission Network) operator.

Robi took OFN on lease at a time when BPL was permitted by the BTRC to do so, and when BTRC instructed Robi not to use such OFN, Robi terminated its agreement with BPL. Robi, through a tripartite

agreement with BTCL (Bangladesh Telecommunications Company Limited, a licensed NTTN) obtained OFN, where BTCL had leased it to Robi. Nonetheless, the fine was imposed by the BTRC. Subsequently, Robi filed a judicial review application and, upon hearing Robi, the High Court stayed the realization of BDT 500 million subject to fulfilment of certain conditions by Robi which Robi duly complied with.

(C) Cases from Airtel Bangladesh Limited

In pursuance of the decision of the High Court in the Robi-Airtel merger, Robi has taken over the cases filed by or against the then Airtel Bangladesh Limited and Robi continues to contest those cases.

SECTION XX:

RISK FACTORS AND MANAGEMENT'S PERCEPTION ABOUT THE RISKS

Any investment in the shares of the Issuer is subject to a number of risks. Prior to investing in the shares of the Issuer, prospective investors should carefully consider the risk factors associated with any investment in the shares of the Issuer, the Issuer's business and the industry in which it operates, together with all other information contained in this document as a whole, including, in particular, the risk factors described below.

The risk factors described below are not an exhaustive list or explanation of all risks which investors may face when making an investment in the shares of the Issuer and should be used as guidance only. Additional risks and uncertainties relating to the Issuer that are not currently known to the Issuer, or that the Issuer currently deems immaterial, may individually or cumulatively also have a materially adverse effect on the Issuer's business, results of operations and financial conditions and, if any such risk should occur, the price of the shares of the Issuer may decline and investors could lose all or part of their investment. An investment in the shares of the Issuer involves complex financial risks and is suitable only for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. Investors should consider carefully whether an investment in the shares of the Issuer is suitable for them in light of the information in this document and their personal circumstances.

Robi operates in an industry which is exposed to a large number of internal and/or external risk factors, over which Robi has little or no control. The occurrence of the risk factors as detailed hereunder, which, if the management fails to avoid or mitigate, can have significant impact on the operational and financial performance of the Company, which, in turn, may negatively impact on the value of the shares of the Company. Therefore, it is imperative to thoroughly understand the risk profile of the Company along with management's perception of the risks for taking an informed investment decision.

(I) INTERNAL RISK FACTORS

(a) Credit Risk

The risk of loss of principal or loss of a financial reward stemming from or otherwise meets a contractual obligation. Credit risk arises whenever a borrower is expecting to use future cash flows to pay a current debt. This is the risk of default on a debt that may arise because of default by the borrower to pay the loan. In operating any business there are credit risks as there is always lending and borrowing between parties in the form of money, goods and services.

Management Perception

Robi will not be unduly exposed to any individual customer or financial institution / counterparty and shall not have any major concentration of credit risk related to any financial instrument. Although, the industry in which Robi is operating is subject to credit risk, the management of the Company is well aware about such credit risk and always strives to procure long term fund with minimum interest rate and the short-term fund with competitive rate. Robi has credit policy in place and exposure to credit risk is continually monitored. Furthermore, the Company always aims to maintain excellent relationship with its clients and critical stakeholders.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company may not be able to convert its current assets to cash or cash equivalent without a loss of capital or income.

Management Perception

Robi strives to have sufficient sources of liquidity to cover determined needs for liquidity during the next twelve months in accordance with approved Business Plan. Liquidity to fund significant acquisitions and investments are considered separately. Where applicable, Robi diversifies funding avenue and optimizes its capital structure, instead of being over-reliant on financial institution. Furthermore, Robi conducts liquidity management in a manner that maintains stability and flexibility in day-to-day funding activities. Robi has mechanisms in place to manage its working capital in an efficient manner maintaining required liquidity. Robi ensures that it has control over regular payment of cheques, cash inflow and/or outflow, maturity of deposits, as well as Robi's access to other funding sources as and when required.

(c) Risk associated with the Issuer's interest in subsidiaries, joint ventures and associates

The risk may arise when the Issuer has subsidiaries, joint ventures and/or associates concern.

Management Perception

There is no risk associated with the Issuer's interest in its subsidiary RedDot Digital Limited. The subsidiary started its commercial operations in 2020. RedDot Digital Limited, is yet to report any profit, loss or poor performance. RedDot has been formed to deal with non-core or non-telecom business services. There is no certainty that RedDot will be able to meet the business objectives. Like many other businesses, there is no certainty that RedDot will report any profit in the future.

(d) Significant revenue generated from limited number of customers, losing any one or more of which would have a material adverse effect on the Issuer

There is risk involved in having limited number of customers, as losing any one of those limited customers may have significant negative impact on company's sales targets and cash flow.

Management Perception

The Company is not dependent on a limited number of subscribers. By the very nature of the business, Robi doesn't have any subscriber that provides significant revenue (10% or above) to the Company. Therefore, the management of the Company does not consider losing any single subscriber as a significant risk for the Company.

(e) Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely

There is risk involved in having limited number of suppliers. Single or few suppliers may exploit the Company by price hike, untimely delivery and low quality of products.

Management Perception

Robi procures telecommunication equipment and services from limited suppliers. Robi is dependent on such limited suppliers for development, operation, maintenance and upgradation of its network. Robi's core telecommunication suppliers are Huawei and Ericsson. Robi relies heavily on Huawei and Ericsson to ensure its network roll-out obligations as well as quality of network coverage. Robi cannot ensure on-time delivery of equipment/services by its key suppliers, and thus, cannot assure potential investors that such core suppliers will continue to consistently supply goods/services as per agreed terms. Any disruption in Robi's supply chain dependent on such core suppliers may have a material adverse effect on Robi's business, financial condition, results of operations and prospects.

(f) More than 20% revenue of the Issuer comes from sister concern or associate or subsidiary

Having 20% revenue generation from sister concern or associated or subsidiary makes Issuer dependent on other companies. Hence, there is a dependency risk that revenue is dependent on a particular sister concern or associate or subsidiary company.

Management Perception

Robi has only one fully owned subsidiary, RedDot Digital Limited, which started its commercial operations in 2020. There is no certainty that RedDot will be able to meet the businesses objectives. Like many other business, there is no certainty that RedDot will report any profit in the future.

(g) Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any

The Company's financial strength may decline due to negative earnings and/or negative cash flow.

Management Perception

The telecommunications industry is a very capital-intensive industry. Historically, Robi has financed its business expansion and other related capital expenditures utilizing cash generated from its business, as well as short- and long-term loans from banks and other borrowings. The Company witnessed negative profitability in 2016 and 2017 mainly for merger with Airtel resulting to additional merger fees, Voluntary Retirement Scheme (VRS) of Airtel employees and accelerated depreciation & amortization of fixed assets. In 2018 and 2019, the Company again reported profits, facilitated by increased subscriber base and leveraged on the synergies impact out of merger including different cost optimization initiatives. If the Company is unable to raise financing to meet its working capital

requirements and to fund its projects, the Company's business, results of operations, profitability and financial condition may be adversely affected.

Past performance never provides indication of future business growth or profitability. The level of future uncertainty is increasing around the telecommunications industry – driven by rapid technological, regulatory, taxation and customer demand changes. Amid the hype of 5G technology, long-term, sustainable growth will require new network platforms, business models, and capabilities that harness the Internet of Things, Artificial Intelligence (AI), Blockchain, to meet changing customer needs. While use cases remain uncertain, substantial investment required for 5G remain a concern for telecom investors. In this backdrop, it is uncertain whether Robi will continuously perform the same as they were performing in the last two years.

(h) Loss making associate/subsidiary/group companies of the Issuer

When associate/subsidiary/group companies of the Issuer are loss making, it affects the Issuer and there is negative impact on cash flow of Issuer and Balance Sheet as well.

Management Perception

There is no loss-making associate or subsidiary/group companies linked with Robi. However, please note that RedDot Digital Limited commenced its operations in 2020.

(i) Financial weakness and poor performance of the Issuer or any of its subsidiary or associates

Financial weakness and poor performance of the issuer or any of its subsidiary or associate may have negative impact on the Company. Consequently, the Company may face difficulty in paying loan interest, debt service and dividend. Future growth of the Company may also be hampered.

Management Perception

For the last two years, the Company has reported profit, with an increasing service revenue growth that has boosted the profitability for the last two years. However, past performance never provides indication of future business growth or profitability. The level of future uncertainty is increasing around the telecommunications industry – driven by rapid technological, regulatory, taxation and customer demand changes. Subsidiary of Robi, RedDot Digital Limited, is yet to report any profit, loss or poor performance. RedDot has been formed to deal with non-core or non-telecom business services. There is no certainty that RedDot will be able to meet the business objectives. Like many other business, there is no certainty that RedDot will report any profit in the future.

(j) Decline in value of any investment

Investment value might rise or fall because of market conditions (market risk). The corporate decision, such as whether to expand into a new area of business or merge with another company, can affect the value of the investment.

Management Perception

Robi does not have any equity investment in any Company in capital market. The Company has equity investment in its subsidiary, RedDot Digital Limited, which started its commercial operations in 2020. RedDot has been formed to deal with non-core or non-telecom business services. There is no certainty that RedDot will be able to meet the business objectives. As a result, value of RedDot may decline, which in turn may affect businesses of Robi. Like many other business, there is no certainty that RedDot will report any profit in the future.

(k) Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned

There is risk of obsolescence and higher cost of maintenance relating to second-hand purchased plant & Machinery.

Management Perception

Robi has not purchased any second-hand or reconditioned plant and machinery.

(l) Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recalled

If Company gives such loan without interest to related party, there is interest burden for the Company if the money was taken as loan. On the other hand, if such loans are taken from directors, it will have an impact on the cash flow to pay off the loan to the Directors.

Management Perception

Robi has not given any interest free loan to related party or take such loans from directors.

(m) Potential conflict of interest, if the sponsors or directors of the Issuer are involved with one or more ventures which are in the same line of activity or business as that of the Issuer and if any supplier of raw materials or major customer is related to the same sponsors or directors

Conflict of interest between the Issuer and its suppliers or major customer arise due to common management may create an impediment in the day to day business operational process.

Management Perception

There is no conflict of interest or potential conflict of interest with regards to any involvement of sponsors or directors in Bangladesh except those already disclosed.

(n) Related party transactions entered into by the Company those may adversely affect competitive edge

Related party transaction of the Issuer may create conflict of interest which may reduce the competitive advantage of the Issuer.

Management Perception

Except what has been disclosed, Robi does not have significant related party transactions and hence the management thinks that the related party transaction will not affect the competitive edge of the Company.

Following Robi-Airtel merger, Robi was licensed to use 'Airtel' trademark by Bharti Airtel Group India for a specific period. The license is due to expire in November 2020. In the event the trademark license is not extended, Company may have to launch a new sub-brand for Airtel subscribers.

(o) Any restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or any restrictive covenants of banks in respect of the loan/ credit limit and other banking facilities

If there is any restricting covenant in any agreement including shareholders' agreement, sponsors' agreement or any agreement for debt or preference shares or agreement with banks in respect of the loan/ credit limit and other banking facilities, it may hamper normal business operations of the Company.

Management Perception

The Company does not have any restrictive covenants in relation to the shareholder agreement, sponsors' agreement or any agreement for debt in the form of preference shares that impacts the business operation of the Company. However, the Company has restrictive covenants with its existing financial agreements/facility agreements between bankers/lenders. Major covenants include restriction on Robi's right to increase its Debt beyond a certain threshold and also reduction of the major shareholding by Axiata Investments (Labuan) Ltd.

(p) Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees;

The Company's business operations and revenue generation may be hindered by no-cooperation of employees.

Management Perception

We are subject to claims arising from disputes with employees for alleged dismissal or other employment or labour related matters. These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. We incur significant legal expenses every year in defending against litigation, and we expect to continue to do so in the future. We incur significant legal expenses every year in defending against litigation, and we expect to continue to do so in the future.

Robi's dedicated Human Resources Division which closely monitors employee satisfaction levels at work, in order to ensure that there are no unwanted strikes and/or work stoppages. Furthermore, Robi HR team regularly monitors and analyses the salary structures of competitors as well as overall corporate employment sector of Bangladesh and ensures that its salary structure is at par or better than the prevailing market rates. Nevertheless, it is to be noted that the Company's continued success is dependent on its employees' continued performance, and if there are any strikes and/or work stoppages by employees, then it may significantly impact the business and profitability.

of the Company. Furthermore, if there are demands for higher wages by employees, it may increase the Company's employee compensation costs and adversely affect the financial performance of the Company.

Robi maintains and operate with a strong Business Continuity Management (BCM) plan to tackle any adverse situation in the event of strikes, work stoppages or employee demand. Robi also complies with and maintains a strong Governance structure both at Board and Management level. In order to assess enterprise risk, Robi continuously works throughout the year within its Risk Management Framework and presents Risk Reports to Management and Board to set its risk appetite. In addition, Robi has centralized Compliance and Process teams to ensure adequate and relevant processes are in place and their necessary compliances to protect any failure.

(q) Seasonality of the business of the Issuer

Revenue of the Company may be affected if the business of the Company is seasonal or if the Company is not doing business over the year.

Management Perception

There is no significant seasonal impact in the telecom sector. There are seasonal impacts in the telecom sector, but such impact is not significant. Mobile traffic may decline due to extensive rain, fog or atmospheric ducting. Revenue may be impacted due to natural disasters e.g. cyclone, flood, foggy winter. On the other side, revenue may increase in festive seasons like Eid, puja, etc.

(r) Expiry of any revenue generating contract that may adversely affect the business

Expiry of any revenue generating contract may adversely affect the business of the Company.

Management Perception

Robi doesn't have any single customer which provides significant revenue (10% or above) to the Company which may affect Company's business. Therefore, expiry or termination of any single revenue generating contract is unlikely to have any significantly adverse impact on the business of the Company.

(s) Excessive dependence on debt financing which may adversely affect the cash flow

Excessive dependence on debt financing may cause huge interest burden on the Company and increase risk of insolvency, which may result in bankruptcy of the Company.

Management Perception

Robi has outstanding short and long term debt of BDT 21,409 million against total assets of BDT 171,969 million and a debt equity ratio of 0.36x, that implies Robi is lowly geared and does not have excessive dependence on debt financing.

(t) Excessive dependence on any key management personnel absence of whom may have adverse effect on the Issuer's business performance

Excessive dependence on key management personnel may affect the business of the Company if the management personnel is changed in future, which may create a vacuum. Besides, if the key management personnel engage in activities which are not conducive to the business, excessive dependence on such personnel may also adversely affect the business.

Management Perception

Robi Management Committee is composed of qualified professionals. The managing director of the Company provides overall guidance in regular business issues. Hence, absence of any key management personnel may not impact the business significantly.

Nevertheless, smooth operation of the Company's business is, to a certain extent, dependent on the continued performance of services by key, highly qualified, skilled and experienced personnel. In this regard, our highly qualified Human Resources Division has succession planning in place which ensures that all key management personnel have nominated their successors who are continuously being groomed to take over if and when such key personnel leave their employment with Robi. There is and will always be intense competition for experienced and qualified personnel in Bangladesh and Robi's inability to attract, retain and motivate highly skilled, qualified and experienced personnel could adversely affect Robi's business.

(u) Enforcement of contingent liabilities which may adversely affect financial condition

Contingent liabilities are likely to have a negative impact on a company's stock share price because they threaten to reduce the company's assets and net profitability. The extent of the impact on share price depends on the estimated probability of the contingent liabilities becoming actual liabilities.

Management Perception

Robi is involved in various legal, tax and regulatory matters, the outcome of which may not be favourable to Robi. Management in consultation with the legal, tax and other advisers assess the likelihood that a pending claim will succeed. Robi has applied its judgement and has recognised liabilities based on whether additional amounts will be payable and has included contingent liabilities where economic outflows are considered possible but not necessarily probable.

Legal and regulatory risks are inherent and substantial in our business. Substantial legal liability or a significant regulatory action against Robi could have a material financial effect or cause significant reputational harm, which in turn could seriously harm our business prospects. Our exposure to Legal Liability and contingent liabilities are significant.

We face significant legal risks in our businesses and the volume and amount of claim in litigation against mobile operators are increasing. These risks include potential liabilities under Revenue Law which includes VAT, VAT rebate cancelation, supplementary duties, Income tax etc.

We face the risk of significant intervention by regulatory authorities, including enforcement of contingent liabilities which includes threats of freezing of bank accounts. Among other things, we could be prohibited from engaging in some of our business activities due to the enforcement of the contingent liabilities.

(v) Insurance coverage not adequately protect against certain risks of damages

The Company may be exposed to significant losses if its assets are not properly covered by insurance.

Management Perception

Utilization and operation of telecom hardware, equipment, software, etc., involves numerous risks and hazards which may adversely impact the profitability of the Company, and such risks include but are not limited to malfunction, breakdown, errors, glitches, failure or substandard performance of network equipment, faulty implementation of equipment, substandard operation of equipment, labor disturbances, environmental hazards, accidents, negligence, misconduct, terrorist activities, etc. Robi believes that it maintains all types of insurance coverage which are customary in the industry and in the country, including coverage for incidents related to employees, property damage and expropriation. However, the Company's insurance may not provide sufficient coverage in certain scenarios, and all insurance coverages have certain deductibles, exclusions and limits on coverage. Robi is not in a position to assure prospective investors that the operation of its telecommunication network will not be affected by any of the incidents and hazards listed above, or that the terms of applicable insurance policies will provide sufficient coverage in case of any damage or loss caused by any such incidents and hazards. Thus, in certain situations Robi may have to bear the full amount of all losses, damages and liabilities because of lack of insurance coverage, and such circumstances may have material adverse effect on Robi's business and financial condition.

(w) Absence of assurance that directors will continue its engagement with Company after expiry of lock in period

Directors are the crucial for an organization with respect to decision making process as well as smooth operation of the business. The company may face hurdle to run the business, if the existing directors discontinue after expiry of lock in period.

Management Perception

Except two (2) Independent Directors, all Directors of Robi are nominee Directors, nominated by its shareholders, namely Axiata Investments (Labuan) Limited and Bharti International (Singapore) Pte. Limited. None of the nominee Director hold any share of the Company. In case of continued absence or non-engagement of any nominee director, the shareholders nominate alternative directors to perform the duties. Presence of Independent Directors in the Board ensure smooth operations of the Company, even if the alternate Directors are in place, instead of nominee Directors.

(x) Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure

Dividend payment is highly dependent on company's ability to generate positive cash flow from operating profit of the business. If company cannot earn good amount of profit from operation, it is unlikely to pay dividend.

Management Perception

Over the years, the Company's financial performance has improved due to nationwide 3G/4G network coverage expansion, product diversification, superior voice & data experience and favorable pricing for the customers. Furthermore, as of 31 December 2019, Company's retained earnings stood at BDT 5,785 million as shown in the prospectus under business strategies and future plan.

However, there can be no guarantee that the Company's historic performance will be repeated in the future, particularly given the competitive nature of the industry in which it operates, and its sales, profit and cash flows may significantly underperform market expectations. If the Company's cash flows underperform market expectations, its capacity to pay dividends will suffer. Any decision to declare and pay dividends will be made at the discretion of the Directors and will depend on, amongst other things, applicable law, regulation, restrictions, if any, on the payment of dividends in the Company's financing arrangements, the Company's financial position, the Company's distributable reserves, regulatory capital requirements, working capital requirements, finance costs, general economic conditions and other factors the Directors deem significant from time to time. The dividend policy described in Section XXV (Description Of Securities Outstanding Or Being Offered) should not be construed as a dividend forecast.

(y) History of non-operation, if any and short operational history of the Issuer and lack of adequate background and experience of the sponsors.

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

Since inception, there has not been any instance of non-operation of the Company. The sponsor of the Company, Axiata Group Berhad, the leading telecommunications group in Asia provides mobile telecom and digital services to 150 million subscribers covering Malaysia, Bangladesh, Indonesia, Sri Lanka, Cambodia, Nepal, Myanmar, Thailand, and Pakistan.

(z) Risks related to engagement in new type of business, if any;

If it is new business, there is risk of viability of the new business.

Management Perception

Proper periodic management review mitigates any and all reasonably contemplated business risks. Any new business entered into by Robi is based on an opportunity to earn profit, and subject to extensive prior market research and analysis. However, it is to be noted and accepted that any new type of business engagement carries with it a certain level of risk. The investors of the company may be affected if Robi takes excessive risks or starts doing a business without considering the risks involved in doing the business. Robi conducts thorough due diligence and feasibility before entering into any new business.

(aa) Risk in investing the securities being offered with comparison to other available investment options

If the issue price goes down after floating, there is investment risk for the potential investors.

Management Perception

Robi has efficient management and manpower with adequate experience and knowledge of its product/service and business.

Notwithstanding the above, the telecoms sector is at the heart of the digital disruption and convergence agenda. Despite ongoing convergence with other sectors and the potential revenue uplift from 4G and 5G and internet of things (IoT), the industry remains stuck in a low-growth mode. While data services will continue to drive mobile revenue growth, their impact will be largely offset by continued declines in mobile voice services and decline in

data prices. The tax burden on the telecom sector is substantially high and remain as a serious cause for concern. Investors are advised to obtain independent opinion before investing in the securities being offered.

(bb) Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law

The company shall have a risk to expose of eroded its brand name and goodwill in case of penalty or action taken by the regulatory authority.

Management Perception

Telecom industry is subject to extensive regulation. Robi is subject to regulation by governmental and self-regulatory organizations.

The requirements imposed by our regulators are designed to ensure national security and integrity of the Telecom market and to protect customers and other third parties eco system players who deal with Robi and are not designed to protect our shareholders. Consequently, these regulations often serve to limit our activities.

We face the risk of significant intervention by regulatory authorities, including extended investigation and surveillance activity, adoption of costly or restrictive new regulations and judicial or administrative proceedings that may result in substantial penalties. Among other things, we could be fined or prohibited from engaging in some of our business activities.

Despite Robi laid tremendous effort to ensure proper registration of the subscriber and maintain KYC (Know Your Customer) profile as directed by the regulator, on 28th July 2019, BTRC imposed BDT 50,000,000 administrative fine for improper subscriber registration. Subscribers' registration database reflects the information provided by subscriber to the retailer while purchasing a SIM (Subscriber Identity Module) except the parameters verified with Election Commission Database during biometric verification.

It is also next to impossible for mobile operators to identify whether a subscriber is subscribing our service or purchasing a SIM with an intention to use illegitimate purposes. However, we strictly comply with regulatory requirements to sense, detect, deter and bar such SIMs to the extent of our technical capabilities. BTRC imposed administrative fine of BDT 7,23,06,937.50 dated 16th July 2019 and BDT 32,10,000 dated 6th October 2019 on Robi without considering the relevant facts.

Providing uninterruptible service to its valued subscriber is the one of the core commitment of Robi as Telecom service provider. Transmission is a vital part of the telecommunication system for which Robi has to depend upon transmission service providers. Robi leased fibre from the Bangla Phone Limited (BPL), an entity which had a permit from the regulatory authority BTRC to do so. Subsequently, the permit of BPL was cancelled, however, multiple litigations and interim order ensued between BPL and BTRC. BPL leased its fiber to Government owned BTCL and in turn Robi leased the fiber from BTCL, however, BTRC imposed BDT 500 million fine on Robi on 13 November 2018. The matter is currently pending at the Honourable High Court.

(cc) Litigations against the Issuer for Tax and VAT related matters and other government claims, along with the disclosures of amount, period for which such demands or claims are outstanding, financial implications and the status of the case

Any litigation in terms of unsettled tax, VAT or any other Govt. claims may hamper the business operation of the Company as well as create future potential financial losses.

Management Perception

Legal and regulatory Risks are inherent and substantial in our business. Substantial legal liability or a significant regulatory action against Robi could have a material financial effect or cause significant reputational harm, which in turn could seriously harm our business prospects.

Our exposure to Legal Liability is significant. We face significant legal risks in our businesses and the volume and amount of claim in litigation against mobile operators are increasing. These risks include potential liabilities under Revenue Law which includes VAT, VAT rebate cancelation, supplementary duties, Income tax etc. We also face the possibility where unregistered VAT entities refuses to provide VAT receipts (Mushok Challan) but claim VAT

from us even though law prohibits such transactions. We also face possibilities of determining VAT at truncated rate depriving us from legitimate VAT rebate.

Except issues that have been disclosed in Section XIX (Litigations, Fine or Penalty), there is no other Tax and VAT related matters, or government claims that are outstanding which may adversely impact the financial status of the Company.

We incur significant legal expenses every year in defending against litigation, and we expect to continue to do so in the future.

(dd) Registered office or factory building or place of operation is not owned by the Issuer

In case registered office or factory building is not owned by the Company, there is risk of hike in rent and threat of shifting the factory in the years to come.

Management Perception

Other than what have been disclosed earlier in this document, all tower sites, MSC and BSC sites are rented from Tower Companies or landlords, including Robi's corporate centre.

(ee) Lack of renewal of existing regulatory permissions/ licenses

Non-renewal of the license may hamper day to day business operation of the company.

Management Perception

No such event has taken place till date. In order to carry on its telecommunication business, Robi is dependent on licenses granted by the BTRC. It is to be noted that Robi's cellular license is scheduled to expire on 10.11.2026, and, thereafter, will be subject to renewal by the BTRC. 11.6 MHz of spectrum that was acquired through Robi-Airtel merger is also due for renewal on 19 December 2020. If Robi fails to renew its required licenses, or there is renewal on less favorable terms (including increased financial exposure in the form of fees) or the introduction of different/new types of licenses which have less favorable terms, then such events may have material adverse effect on the Company.

Furthermore, it is important to note that if Robi is unable to comply with the terms and conditions of its applicable licenses, and/or any other terms and conditions imposed by the regulator, applicable statutes, regulations, guidelines, etc., Robi's licenses could be cancelled or suspended. The cancellation or suspension of any of our licenses or any unfavorable amendment of the terms of our licenses would have a material adverse effect on our business, financial condition, results of operations and prospects.

(ff) Failure in holding AGM or declaring dividend or payment of interest by any listed securities of the Issuer or any of its subsidiaries or associates.

Failure in holding AGM or declaring dividend indicates the lack of compliance to the regulatory rules. Failure of payment of interest indicate the poor cash generation to the company to pay interest and debt service. The overall impression will be negative for the company.

Management Perception

There is no securities of the issuer and there has not been any such instance in the past. Declaration of dividend is subject to availability of positive cash flow and profit. We refer to "Dividend Policy" described in Section XXV.

(gg) Issuances of securities at lower than the IPO offer price within one year

If the Issuer issued share at lower than the IPO offer price within one year, there misperceptions may arise about IPO price.

Management Perception

Not applicable for Robi.

(hh) Refusal of application for public issue of any securities of the Issuer or any of its subsidiaries or associates at any time by the Commission

Any refusal of an application for public issue of any securities of the issuer may hinder the confidence of the Company or convey a negative impression about the financial status to the shareholders.

Management Perception

There was no refusal of application for public issue of any securities of the issuer or any of its subsidiaries or associates at any time by the Commission

(II) EXTERNAL RISK FACTORS

a) Interest rate risks

Management Perception

The main consideration is to manage interest rate risk with the scope of minimizing interest cost over time.

Robi is managing its interest rate exposure by maintaining a mix of fixed and floating rate borrowings whenever possible and commercially viable. Treasury function actively reviews its debt portfolio, taking into account the investment holding period and nature of its assets. This strategy allows Robi to capitalize on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

The fixed and floating interest rate period for the individual loans shall be spread out to reduce the consequences of major fluctuations in interest rates during certain periods.

Robi may only invest in approved instruments that fall within pre-determined interest risk profile.

b) Exchange rate risks

Management Perception

Chief Financial Officer (CFO) and Robi Treasury function is responsible to monitor the day-to-day foreign exchange exposures and keep the impact from the foreign exchange fluctuation at minimum.

CFO and Vice President, Corporate Finance identify all foreign exchange exposures in the next twelve months and ensure that any exposures be hedged by Treasury function where commercially viable, in accordance with Robi's needs.

Robi is exposed to the risks of foreign exchange rate fluctuations in relation to the value of foreign currency denominated debt, foreign currency denominated debt service as well as capital expenditures from abroad. Robi's expenses may be materially affected by fluctuations in exchange rates between Taka and the USD.

Robi shall maintain a natural hedge, whenever possible, by preferably borrowing in local currency to avoid forex exposures.

c) Industry risks

Management Perception

Telecom Industry is highly competitive and ever changing industry with continuous investment of capital to adopt the technological changes and to remain competitive. Major telecom risk includes intensive competition, entry of a new disruptive player, sudden changes to regulations, (which could be retrospective sometimes), archaic regulations, lack of spectrum availability at right prices, imposition of regulations without consultation, unprecedented regulations, fast arrival of new technologies, exchange rate and foreign currency fluctuations, interest rate pressures, changes and compliances of regulatory process and policies.

Robi is in direct competition with three other telecommunications operators, namely Grameenphone Limited (largest operator in Bangladesh), Banglalink Digital Communications Limited (third largest operator in Bangladesh) and Teletalk Bangladesh Limited (state owned operator of Bangladesh). Moreover, Robi may face competition from

new market entrants/disruptors, including foreign operators entering the Bangladesh market, which may arise due to technology advancements.

Increase in competition, such as price competition, may adversely affect our business and profitability and result in slower subscriber base growth, higher subscriber churn, and higher acquisition costs, as well as cause subscribers to use multiple SIM cards to take advantage of periods/offers when tariffs are lowest.

Robi will continue to promote its differentiated propositions by focusing on points of strength such as network quality, capacity and coverage, quality of customer service and the value of product and services. Robi is enhancing distribution channels to get closer to customers and using targeted promotions where appropriate to attract and retain specific customers. Robi closely monitor competitor behaviors, network builds and product offerings to understand future intentions to be able to react in a timely manner.

Robi's well-organized Treasury Management team deals Fund Management with optimum cost to keep the interest pressure low. Robi's Corporate and Regulatory Affairs team is very much responsive to any changes of national and regulatory process and policies.

d) Economic and political risks

Management Perception

Bangladesh economy has been steadily growing for over more than a decade now; in recent times, the growth rate has accelerated. The country is not only just growing fast, it also has commendable achievement in the human development indicators which bodes well for the economy in the long term. Although, the economy is going through some challenging times at present, the mega infrastructure projects once completed, are projected to revitalize the economy. Besides, Government's positive stance towards embracing the fourth industrial revolution coupled with the demographic dividend are forecast to see the country growing well into the future. Bangladesh is now enjoying a stable political environment and subject to political stability; the country is expected to achieve all its growth targets as planned.

e) Market and technology-related risks

Management Perception

Telecom Industry is a hi-tech, highly competitive and ever-changing industry. Upcoming technology like 5G may substantially change the telecom eco system, which in turn may force Robi to make further investments. Robi often needs to deploy different equipment to introduce new services or to upgrade the system in order to be competitive in the market.

Digital services are currently the top priority. Capital investment is necessary to be competitive in this digital era, yet generating growth from these services remains a challenge, with most of the early forays into adjacent markets, such as financial services, remaining small-scale and yielding mixed results. As 5G and the IoT move to center stage, Robi needs to maximize its addressable market by developing innovative business models, and seizing opportunities for inorganic growth, service innovation and diversification through M&A and strategic alliances. In the event of failure to be competitive to address the market, sustaining in the market will be hugely challenging.

Heightened by digital security laws and regulations including privacy and cybersecurity, consumers' concerns about the use of their online data are continuing to increase. With digital trust now a pertinent issue for consumers and enterprises alike, and regulators prioritizing data protection, telcos face the growing challenge of ensuring that their customers' data and experiences are safe and secure. While operators recognize this imperative, Robi puts security and trust at the heart of their customer interactions — including making “security by design” a cornerstone of our digital transformation strategies.

Robi's mobile telecom network and related services are dependent on various different technologies such as fiber optic cable, microwave transmission links and interconnection with the networks of other service providers. IT systems, hardware, software, solutions, etc., play a critical role in sustaining our network coverage and service as well. Robi's telecommunication services depends on the stability of Robi's network, as well as third party technologies, equipment, hardware, services and networks, all of which may be vulnerable to damage or interruptions in operation due to external factors beyond the control of the parties. Electricity also plays a central role in ensuring availability of our network and in case of any frequent and/or long-lasting power outages, such load

shedding may impact our operating costs, through excessive usage of petrol/diesel powered power generators. If Robi's network coverage fails for any reason, including external factors beyond Robi's reasonable control, such failure could adversely impact Robi's business and profitability.

Robi's IT systems and network may be attacked by computer viruses, malware, malicious code, digital fraud, digital pirates, hackers, or similar disruptions, which may disrupt Robi's network, IT systems and services and damage Robi's goodwill and reputation, and ultimately loss of business and profitability. Furthermore, computer viruses, malware, malicious code, digital fraud, digital pirates, hackers, or similar disruptions may lead to unauthorized access and disclosure of sensitive subscriber information, which may have a material adverse effect on our business, financial condition and profitability.

f) Potential or existing government regulations

Management Perception

Bangladesh Government have conflicting objectives regarding the tax treatment of the mobile industry. On the one hand, Government acknowledges that telecom services are an important input into productivity and growth, in parts because of possible externality and social inclusion effects, as well as consumer welfare. Broad telecom coverage is also seen as a security and safety imperative, and telecoms increasingly deliver vital services such as banking, health and education. On the other hand, governments and regulators regard Telecom companies as a good source of revenues, given their formal sector status and large and growing turnover. Bangladesh telecom market is dominated by three large Telecom Group of the world and these companies not only poured substantial and much needed foreign investment, they have also established strong governance and transparency in the country.

Mobile phone operators are among the most important taxpayers and three out of four mobile operators placed themselves in the list of top tax taxpayers of the country. Nevertheless, rampant telecom specific tax and unpredictable regulatory regime is culminating the Telecom players in many tax and regulatory quagmire. In recent time, several disputes enraged foreign investors eventually slowing down foreign investment in telecom sector. This ever-increasing burden has led the industry to complain of over-taxation and raised concerns among policy experts regarding negative growth effects.

As regulators' focus continues to shift toward areas such as revenue earning, other important aspects such as interconnection regime, segmented licensing and other barriers remain unaddressed. Other important issues like spectrum allocation, data protection, cybersecurity, developing Wi-Fi infrastructure, content and device market also remain unaddressed.

Telecoms is also increasingly finding itself at the heart of governments' industrial policies, creating new demands on operators. It's vital for the Company to map out, balance and navigate this changing landscape of national and international regulation and policies.

The total tax burden on telecoms includes not only consumer, corporate, and trade taxes, but a variety of sector-specific taxes such as telecom specific Minimum Tax, SIM tax, SIM replacement tax, corporate income tax, surcharges, supplementary duty, service and handset excises, and elevated customs charges on capital equipment. In addition, there are also substantial regulatory charges, notably higher spectrum fees, yearly fees, revenue sharing, operator license fees etc.

Despite the tax burdens, compliance of Quality of Service (QoS) Guideline remain a challenging area as QOS Guideline requirement is not to the rational standard. This may create further Capex pressure as well as invite risk due to non-compliance, albeit, some parameters are technically impossible to meet.

Robi monitors political developments in its existing and potential markets closely, identifying risks in its current and proposed commercial propositions. Regular reports are being submitted to the Management Council, Board Audit Committee (BAC) and Board on current political and regulatory risks. These risks have been considered in business planning process, including the importance of competitive commercial prices and appropriate product strategies. Authoritative and timely intervention has made in respect of legislative, fiscal and regulatory proposals. Robi has regular dialogue with trade groups that represent network operators and other Industry bodies to understand underlying political objectives.

BTRC may change Robi's license terms from time to time, which may have a material adverse effect on Robi's business, financial condition, results of operations and prospects. Robi is not in a position to gauge how the regulatory authority may exercise its authority, including but not limited to scope/nature of future policies/ regulations BTRC may issue or how it will supervise the implementation of its existing and future policies/regulations. Actions by the regulator may adversely affect the Company's ability to implement its business plan, or meet its targets or compete with other operators.

BTRC is responsible for fixing tariff ranges, and in this regard, it updates tariffs from time to time. Tariff regulation may introduce uncertainty in Robi's ability to develop new products and services or have an adverse impact on our business and profitability.

BTRC may introduce regulatory changes which may have a material impact on the telecom industry, including the re-allocation of spectrum frequency, granting new licenses to existing or new operators, 5G licensing, tariff changes, changes in sharing sites and towers, which may incur significant additional costs and which may in turn adversely affect Robi's business.

g) Potential or existing changes in global or national policies

Management Perception

Business plan of Robi is prepared keeping in mind all potential local and global issues and risk associated with the business and address those properly. The well-experienced Treasury Management team of Robi regularly keep in touch with the expert treasury teams of different financial institution to monitor local and international money market and also exchange rates and their movements. Intimation of potential adverse scenarios are highlighted to the Management well ahead for decision-making and necessary guidance to combat situation.

Dedicated Corporate and Regulatory affairs team always maintain close relationship with the Government and Regulatory bodies including International Organisations to discuss about any changes in national policies, global changes/updates and their impact on Robi and the consumers.

Notwithstanding the above, Robi's business and profitability may be adversely affected by changes in global or national policies.

h) Statutory clearances and approvals those are yet to be received by the Issuer

Management Perception

The Issuer has received No Objection Certificate from its primary Regulator Bangladesh Telecommunications Regulatory Commission (BTRC). Except the express permission or consent from the Bangladesh Securities and Exchange Commission (BSEC) and listing with the stock exchanges, there is no other statutory clearance or approval pending from any authorities.

i) Competitive condition of the business

Management Perception

Bangladesh Telecom market is apparently competitive with high level of market concentration due to lack of enforcement of competition regulation addressing market dominance. Bangladesh telecom licensing regime is also highly segmented. Competition challenges derive from many fronts. In recent time, Company witnessed hyper competition in the market triggering frequent price war despite near monopolistic situation in the market. BTRC approved the Significant Market Power or SMP regulations on 14 November 2018. The Directive was revised, and Rules related to the SMP was issued on 30 May 2019. Out of the four mobile phone operators in Bangladesh, only Grameenphone Limited currently makes up more than 40 percent of the total market share in terms of subscriber base, according to the BTRC data. It is believed that appropriate enforcement of SMP Rules will ensure profitability and sustainability of all the mobile phone operators which will help to build a mobile infrastructure for the future to ensure customer satisfaction.

j) Complementary and supplementary products/services which may have an impact on business of the Issuer

Management Perception

The nature of the business is such that any offer of product or services may cause disruption in the market.

(III) OTHER RISK FACTORS

a) Risk related to high capital base but low earning base company

Management Perception

In general, telecom companies are likely to have very high capital base, as Telecom business are capital intensive and have relatively low variable costs. As the structure of the network evolves with the additional investments in infrastructure with different vintages of technology, the changes in investment are assumed to enhance the network's value. The Company opted for aggressive investment in recent years to strengthen the data leadership position in the market. The company holds a clear strategy and execution plan to monetize and enhance the asset productivity from its operation which has gained good traction and improved performance reflecting in last few quarters financials results. However, the management is equally aware of the inherent risk associated with opportunistic investment and thereby follows a stringent investment governance, capital-earnings ratio with performance management process to periodically assess the result of committed investment block and implement strategic choices ahead.

b) Risk related to utilization of IPO proceeds - if IPO proceeds are not utilized efficiently and timely, future profitability and forecasted cashflow maybe hampered

Management Perception

The ever evolving technologies and rapidly changing consumer behavior and widening telecom business models induces compelling reason for structural changes leading to accelerated investment in modernization and transformational initiatives. Robi has been systematically driving on a growth agenda and making gradual strides realizing long-term aspiration of the company linked to the Digital Bangladesh vision of the Government of Bangladesh. A focused, sharp and prudent plan is essential to timely respond to the business dynamics and meet the increasing customer demands of the market. Ability to foresee the latent demand supported by structured approach provides competitive advantage, power service offering capability and ultimately defines company's market position in terms of revenue and subscriber share. On this note, Robi crafted a comprehensive 'go to market' plan to leverage on the exponential data growth potential, seize opportunity stemming from low internet penetration rate and funnel rational investment to emerge as data market leader in mid to long term. An explicit plan has been outlined in relation to the utilization of IPO proceed to minimize any perceived risk and secure profitability objective in precision.

c) Risk related to outstanding claim for VAT, Tax, BTRC system audit and others ultimate consequence of which may be threat for the company to continue as a going concern

Management Perception

International Accounting Standard IAS 37 ("the Standard") outlines the accounting for provisions and contingent liabilities. An entity must recognise a provision if, and only if: [IAS 37.14] a present obligation (legal or constructive) has arisen as a result of a past event (the obligating event), payment is probable ('more likely than not'), and the amount can be estimated reliably.

In compliance with its internal processes and governance, the Company has obtained legal opinions from external legal counsels regarding the potential impact of such disputes. Robi has good legal merit in challenging the claims. As a result, present obligation does not exist at the balance sheet date or at the present date. Management has duly evaluated legal opinions and duly assessed the expected outcome of these litigations in accordance with International Accounting Standard to provide fair representation thereof in these financial statements. As a matter of governance and policy, Robi do not file or commence litigations unless there are significant legal merits against a claim. All our litigations are based on external legal opinion. We maintain a robust process before filing a case or resist any claim.

SECTION XXI:

DESCRIPTION OF THE ISSUE

(a) Issue Size

Total issue size is BDT 5,237,933,340, out of which public issue size of the Company is BDT 3,877,424,000 and employee issue size is BDT 1,360,509,340.

(b) Number of securities to be issued

Total 523,793,334 number of shares to be issued, out of which 387,742,400 shares will be issued to public and 136,050,934 shares will be issued to employees.

(c) Authorized capital and paid-up capital

Authorized capital : BDT 60,000,000,000
Paid up capital : BDT 47,141,400,010

(d) Face value, premium and offer price per unit of securities

Face Value : BDT 10 per share
Offer Price : BDT 10 per share

(e) Number of securities to be entitled for each category of applicants

Category	Securities	No. of Shares	Total Amount (BDT)
Employee Share Purchase Plan (ESPP)	Shares offered to Robi employees	136,050,934	1,360,509,340
Eligible Investor (EI)	30% of IPO (other than ESPP) i.e. 116,322,720 ordinary shares shall be reserved for eligible investors excluding mutual funds and CIS	116,322,720	1,163,227,200
	10% of IPO (other than ESPP) i.e. 38,774,240 ordinary shares shall be reserved for Mutual Funds and CIS	38,774,240	387,742,400
General Public (GP)	50% of IPO (other than ESPP) i.e. 193,871,200 Ordinary Shares shall be reserved for general public and প্রতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী excluding NRB	193,871,200	1,938,712,000
	10% of IPO (other than ESPP) i.e. 38,774,240 Ordinary Shares shall be reserved for Non-Resident Bangladeshis (NRB)	38,774,240	387,742,400

(f) Holding structure of different classes of securities before and after the issue

The Company does not have different classes of securities. The Company has issued only ordinary shares.

(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital

Robi Axiata Limited will raise their capital through Initial Public Offering (IPO) for expansion of existing network.

Particulars	Estimated Amount (BDT)
Network Expansion	5,157,723,574
Estimated IPO Expenses	80,209,766
Total	5,237,933,340

Note: The estimated IPO expenses will be paid at actual and any excess adjustment will be paid from own source.

Payback Period of the project is 2.32 years and Internal Rate of Return is 53.62% which indicates a good financial performance in terms of pay back and cost of borrowing perspective scenario. The Net present value of the Project is BDT 2,122,375,198.

SECTION XXII:

USE OF PROCEEDS

(a) Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up

Robi Axiata Limited will raise their capital through Initial Public Offering (IPO) for expansion of existing network. However, details of the estimated cost for this expansion has been planned as under:

Particulars	Estimated Amount (BDT)
Network Expansion	5,157,723,574
Estimated IPO Expenses	80,209,766
Total	5,237,933,340

Note: The estimated IPO expenses will be paid at actual and any excess adjustment will be paid from own source.

Network Expansion:

Following is the detail of the network expansion planning of Robi.

Particulars /details	Technical Specification	Quantity	Unit Price	Total Cost in USD	Total Cost in BDT
Base Transceiver Station (BTS)	2G+3G+4G BTS with GL900+U2100	392	17,472	6,848,908	592,430,500
Base Transceiver Station (BTS)	2G+4G BTS with GL1800	96	16,464	1,580,537	136,716,422
Base Transceiver Station (BTS)	4G BTS with 900 spectrum	520	5,442	2,829,990	244,794,160
Base Transceiver Station (BTS)	4G BTS with 1800 spectrum	683	6,625	4,525,083	391,419,697
Base Transceiver Station (BTS)	4G BTS with New Spectrum	1,600	15,736	25,177,355	2,177,841,238
Antenna	BTS Antenna for New Site	2,295	847	1,944,183	168,171,815
Visitor Mobile Switching Center (VMSC)	New Active Subscriber Capacity	5,015,988	0.1	652,078	56,404,785
Mobile Number Portability (MNP)	Mobile Number Portability (MNP) Capacity	1,056,000	0.5	528,000	45,672,000
Home Location Register (HLR)	New Mobile User Capacity	4,620,000	0.4	1,986,600	171,840,900
IP Multimedia Subsystem (IMS)	New VoLTE User Capacity	990,000	2.0	1,980,000	171,270,000
Gateway Mobile Switching Center (GMSC)	Voice Call Capacity	13,175	23.0	303,025	26,211,663
GPRS Support Node (SGSN/GGSN)	3G Data Throughput Capacity	26	39,000	1,014,000	87,711,000
GPRS Support Node (SGSN/GGSN)	4G Data Throughput Capacity	167	27,000	4,509,000	390,028,500
Data network Analytics (DNA)	Data Usages Analysis Tool (UDN & DNA)	167	12,720	2,124,240	183,746,760
Microwave (MW)	New Site Transmission (Microwave) Connectivity	390	4,677	1,823,863	157,764,134
Provider Edge (PE) router	Transmission Architecture Modernization	3	600,000	1,800,000	155,700,000
Total				59,626,862	5,157,723,574

Note: Assuming 1USD equals to BDT 86.50

(b) Utilization of the total amount of paid-up capital and share premium, if any, including the sponsors' contribution and capital raised of the Issuer at the time of submission of prospectus, in details with indication of use of such funds in the financial statements;

AUDITOR'S CERTIFICATE ON UTILIZATION OF THE FUND RAISED THROUGH ISSUE OF CAPITAL EARLIER

Robi Axiata Limited (hereinafter referred to as "the Company") did not maintain separate bank account for share money deposits and utilization thereof. Share money so received were deposited in the Company's common account and spent money therefrom. However, based on the review of the cash flow statements and the Company's management representation, following is the event-wise list of paid up capital raised by the Company and item-wise utilization of the fund:

Particulars	Allotment Date	In Consideration	Amount	Utilization of fund in Financial statements
1 st Allotment (Subscription to the Memorandum & Articles of Association)	22-Oct-95	Cash	10,000	Preliminary Expenses in Balance Sheet as at 31 December 1996
2 nd Allotment	21-Nov-96	Cash	24,000,000	Telecommunication equipment under installation, in cash flow statement for the year ended 1997
3 rd Allotment	19-Jan -98	Cash	75,990,000	Telecommunication equipment under installation, in cash flow statement for the year ended 1997
4 th Allotment	24-Sep-00	Cash	240,000,000	Purchase of fixed asset, in cash flow statement for the year ended 2001
5 th Allotment	20-Dec-04	Bonus	2,720,000,000	-
6 th Allotment	19-Nov-08	Cash	6,850,000,000	Acquisition of property, plant & equipment, in cash flow statements for the year ended 2008 and 2009
7 th Allotment	28-Jul -13	Cash	25,446,050,000	Acquisition of property, plant & equipment, in cash flow statements for the year ended 2009, 2010, 2012 and 2013. Acquisition of intangible asset, in cash flow statement for the year ended 2013
8 th Allotment	16-Nov-16	Merger	11,785,350,010	-
Total			47,141,400,010	

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

(c) If one of the objects is an investment in a joint venture, a subsidiary, an associate or any acquisition, details of the form of investment, nature of benefit expected to accrue to the Issuer as a result of the investment, brief description of business and financials of such venture

The Company has no plan to invest the IPO proceeds in any subsidiary, associate, joint venture companies or any acquisition.

(d) If IPO proceeds are not sufficient to complete the project, then source of additional fund must be mentioned. In this connection, copies of contract to meet the additional funds are required to be submitted to the Commission. The means and source of financing, including details of bridge loan or other financial arrangement, which may be repaid from the proceeds of the issue along with utilization of such funds

If IPO proceeds are not sufficient to complete the project, the Company will arrange funds for such expenditure from its internal cash flow.

(e) A schedule mentioning the stages of implementation and utilization of funds received through public offer in a tabular form, progress made so far, giving details of land acquisition, civil works, installation of plant and machinery, the approximate date of completion of the project and the projected date of full commercial operation etc. The schedule shall be signed by the Chief Executive Officer or Managing Director, Chief Financial Officer and Chairman on behalf of Board of Directors of the Issuer

The estimated IPO expenses will be paid time to time, as and when required. The tentative implementation schedule of the project is presented below:

Particulars	Progress Status	Approximate date of completion of the project	Projected date of full commercial operation
Network Expansion	After receiving the IPO proceeds	Within six (6) months of obtaining IPO Proceeds	Withinsix (6) months of obtaining IPO Proceeds
IPO Expenses	-	At actual	-

Sd/-
Dato' Mohd Izzadin Idris
Chairman
Robi Axiata Limited

Sd/-
Mahtab Uddin Ahmed
CEO & Managing Director
Robi Axiata Limited

Sd/-
Ruhul Amin
Acting Chief Financial Officer
Robi Axiata Limited

(f) If there are contracts covering any of the activities of the Issuer 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 Issuer shall disclose the terms of such contracts, and copies of the contracts shall be enclosed as annexure to the prospectus

There are no contracts covering any of the activities of the Issuer for which the proceeds of sale of securities are to be used.

(g) If one of the objects of the issue is utilization of the issue proceeds for working capital, basis of estimation of working capital requirement along with the relevant assumptions, reasons for raising additional working capital substantiating the same with relevant facts and figures and also the reasons for financing short with long term investments and an item wise break-up of last three years working capital and next two years projection

The Company is not going to utilize its IPO proceeds as working capital.

(h) Where the Issuer proposes to undertake one or more activities like diversification, modernization, expansion, etc., the total project cost activity-wise or project wise, as the case may be;

The Company is going to use the net proceed for network expansion and it has been mentioned in the paragraph (a) of Section XXII: Use of Proceeds.

(i) Where the Issuer is implementing the project in a phased manner, the cost of each phase, including the phases, if any, which have already been implemented

The Company has planned to implement the project by using IPO proceeds after receiving the funds, which have been mentioned in projects Implementation schedule of this section.

(j) The details of all existing or anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies

There is no existing or anticipated material transaction in relation to utilization of the issue proceeds or project cost with sponsors, directors, key management personnel, associates and group companies.

(k) Summary of the project appraisal/ feasibility report by the relevant professional people with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal/ feasibility report

The estimated cost of the project is BDT 5,157,723,574. The project will be financed as follows –

Source	Amount (BDT)
Public Offering	3,877,424,000
Employee Share Purchase Plan	1,360,509,340
Total	5,237,933,340

Payback Period of the project is 2.32 years and Internal Rate of Return is 53.62% which indicates a good financial performance in terms of pay back and cost of borrowing perspective scenario. The Net present value of the Project is BDT 2,122,375,198.

SWOT analysis

Strengths: <ul style="list-style-type: none"> a) Low band Spectrum availability b) Dual brand with distinct value proposition c) Strong network coverage in 4G/LTE d) Strong and dynamic team with proven track record 	Weakness: <ul style="list-style-type: none"> a) Weak brand perception nationally b) High incidence of multi-SIMs and low voice utilization in Northern-Southern parts of the country c) Third party dependent fiber transmission
Opportunities: <ul style="list-style-type: none"> a) New business opportunity through unified licensing b) Growing digital ecosystem and evolving consumer demand c) Under-utilized network monetization 	Threats: <ul style="list-style-type: none"> a) High spectrum price, New tax/levies, regulatory, tax audit, dispute penalties and charges b) Over-the-Top (OTT) driven voice disruption c) New entrant/Global giants resulting in more competition in digital space d) Complying with regulatory Quality of Services (QoS) guideline e) Adverse regulatory changes

SECTION XXIII:

LOCK IN

(a) Provisions for lock in as per these Rules;

Ordinary shares of the Issuer, at the time of according consent to the public issue, shall be subject to lock-in, from the first trading day at the exchange in the following manner:

- (a) Shares held by sponsors, directors and shareholders holding 10% (ten percent) or more, for 03 (three) years;
- (b) In case, any existing sponsor or director of the Issuer transfers any share to any person, those transferred shares, for 03 (three) years;
- (c) Shares allotted to any person, before 4 (four) years or more of according consent to the public issue, other than the persons mentioned in clause (a) and (b), for 01 (one) year;
- (d) Shares held by alternative investment funds, for 01 (one) year;
- (e) Shares held by any person, other than the shares mentioned in clause (a), (b), (c) and (d) above, for 02 (two) years:

Provided that ordinary shares converted from any other type of securities shall also be subject to lock-in as mentioned above.

(b) Statement of securities to be locked in for each shareholder along with BO account number, lock-in period and number of securities to be locked-in

Sl. No.	Name	Designation	Number of Shares	BO ID Number	Pre IPO Percentage of Shareholding	Lock-in Period from first trading day in the stock exchanges
1.	Axiata Group Berhad	Shareholder	900	1605830068981983	0.0%	3 Years
2.	Axiata Investments (Labuan) Limited	Shareholder	3,238,304,100	1605830068981809	68.69%	3 Years
3.	Bharti International (Singapore) Pte. Limited	Shareholder	1,475,834,961	1605830068982763	33.31%	3 Years
4.	Network i2i Limited	Shareholder	10	1605830068982340	0.0%	2 Years
5.	Bharti Airtel International (Mauritius) Limited	Shareholder	10	1605830068982217	0.0%	2 Years
6.	Bharti Airtel International (Mauritius) Investments Limited	Shareholder	10	1605830068982482	0.0%	2 Years
7.	Bharti Airtel Holding (Mauritius) Limited	Shareholder	10	1605830068982621	0.0%	2 Years
8.	Robi employees under Employee Share Purchase Plan*	Employees	-	-	-	2 Years
Total			4,714,140,001		100%	

*Out of 523,793,334 shares in IPO, 136,050,934 shares will be issued to employees of Robi under Employee Share Purchase Plan. The full list of our employee who participated in the ESPP was not included in the Prospectus as 1,391 of them participated, and inclusion of their details would substantially increase the size of the Prospectus. However, the list of participating employees and their respective subscribed shares is available for public viewing at our website at www.robicom.bd/en

SECTION XXIV:

MARKETS FOR THE SECURITIES BEING OFFERED

The Issuer shall apply to Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited with 7 (seven) working days from the date of consent accorded by the Commission to issue prospectus.

The Issuer will apply at:

Dhaka Stock Exchange Limited

DSE-Tower, Plot # 46, Road # 21, Nikunja-2, Dhaka -1229

Chittagong Stock Exchange Limited

CSE Building, 1080, Sheikh Mujib Road, Chittagong 4100

Declaration about listing of shares with Stock Exchange(s)

None of the stock exchange(s), if for any reason, grants listing within 30 (thirty) working days from the closure of subscription, any allotment in terms of this prospectus shall be void and the Company shall refund the subscription money within 15 (fifteen) days from the date of refusal for listing by the stock exchanges, or from the date of expiry of the said 30 (thirty) working days, as the case may be.

In case of non-refund of the subscription money within the aforesaid 15 (fifteen) days, the Directors of the Company, in addition to the Issuer Company, shall be collectively and severally liable for refund of the subscription money, with interest at the rate of 2% (two percent) above the bank rate, to the subscribers concerned.

The issue manager, in addition to the Issuer Company, shall ensure due compliance of the above mentioned conditions and shall submit compliance report thereon to the Commission within 07 (seven) days of expiry of the aforesaid 15 (fifteen) days time period allowed for refund of the subscription money.

Trading and Settlement

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

The issue shall be placed in Category “N” with DSE and CSE.

SECTION XXV:

DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

The Company has issued ordinary shares to the Subscribers to the Memorandum and other shareholders from time to time which has been disclosed in the Section XIII “OWNERSHIP OF THE COMPANY’S SECURITIES”.

a) Dividend, Voting, Pre-emption Rights

The share capital of the Company is divided into ordinary shares and is eligible to 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 or power of attorney in connection with, among others, selection of Directors and Auditors and other usual General Meeting whether ordinary or extraordinary. On a show of hands every shareholder present 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/her. In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled in terms of the guidelines issued by BSEC time to time.

b) Conversion and Liquidation Rights

If the Company at any time issues convertible preference shares or debentures with the consent of BSEC or/and other regulatory authority, such holders of securities shall be entitled to convert such securities into ordinary shares if it is so determined by the Company.

In terms of the provisions of the Companies Act, 1994, Articles of Association of the Company and other relevant rules in force, the shares, if any, of the Company are freely transferable. The Company shall not charge any fee for registering transfer of bonds. No transfer shall be made to firms, minors or persons of unsound mind.

c) Dividend Policy

1. 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 provision 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.
2. The Company in general meeting may declare a dividend as and up to, but not more than, the amount determined by the Board of Directors, and no dividend shall be paid otherwise than out of the profits of the Company or any other undistributed profits of the Company of any year, and shall not bear interest. Dividend payout is subject to:
 - a. Liquidity position and financial health of the company
 - b. Funding requirement of Capex / expansion strategy
 - c. External business and regulatory environment
 - d. Equity reinvestment plan
3. 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.
4. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.
5. There is no limitation on payment of dividends to common stockholders.

d) Other Rights of the Shareholders

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 shareholders shall have the right to receive all periodical reports and statements, audited as well as un-audited, published by the Company from time to time. The Directors shall present the financial statements as required under the law, International Financial Reporting Standards (IFRS) and International Accounting Standards (IAS). Financial Statements will be prepared in accordance with the International Financial Reporting Standards and

International Accounting Standards, consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law, International Financial Reporting Standards and International Accounting Standards to the shareholders regarding the financial and operational position of the Company.

In case of any declaration of stock dividend by issue of bonus shares, all shareholders shall be entitled to it, in proportion to their shareholdings, on the date of book closure for the purpose.

The shareholder holding not less than 10% of the issued/fully 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 XXVI:

FINANCIAL STATEMENTS

- (a) Audited Financial Statements of Robi Axiata Limited for the year ended December 31, 2019
- (b) Information as is required under section 186 of the Companies Act 1994 relating to holding company for the year ended December 31, 2019
- (c) Selected ratios as specified in Annexure D of BSEC (Public Issue) Rules, 2015
- (d) Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the Companies Act 1994

Robi Axiata Limited

**Report and financial statements as at and
for the year ended 31 December 2019**

INDEPENDENT AUDITORS' REPORT

To the Shareholders of
Robi Axiata Limited

Report on the Audit of the Financial Statements for the year ended 31 December 2019

Opinion

We have audited the accompanying financial statements of Robi Axiata Limited (hereinafter referred to as “the Company”), which comprise the statement of financial position as at 31 December 2019 and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2019, and of its financial performance and its cash flows for the year then ended in accordance with International Accounting Standards (IASs) and 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 the Auditors' 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 Bangladesh Securities and Exchange Commission (BSEC), and we have fulfilled other ethical responsibilities in accordance with the IESBA Code. 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 year. 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.

Implementation of IFRS 16: Leases

The Company implemented IFRS 16 “Leases” on 01 January 2019 following the transition under modified retrospective method under which the cumulative impact of applying IFRS 16 is accounted for as an adjustment to equity at the start of the current accounting period. The Company reported the Right of Use (RoU) asset for the amount of BDT 26.91 billion and Lease Obligation BDT 32.51 billion at the year end.

Given the first time adoption of IFRS 16 “Leases”, connections to other items to the financial statements including depreciation and interest, high level of management judgments required for identifying the lease, lease period, discount rate etc. we consider the lease as key audit area.

How the scope of our audit responded to the key audit matter

We reviewed appropriateness of management’s application of IFRS 16 and assessment of the impact on the financial statements. Our audit procedures included test classification and measurement of right-of-use of assets and lease liabilities in accordance with IFRS 16. We checked the present value calculation for lease and also reviewed loan agreements and made calculation to ascertain the appropriateness of the incremental borrowing rate used. We also examined the accuracy and appropriateness of accounting adjustments in the financial statements arising from the adoption of IFRS 16 as well as verified the sufficiency and appropriateness of disclosures in the financial statements.

Revenue recognition

At the year end the Company reported total revenue of BDT 74.81 billion. Revenues are recognized when the Company transfers control over goods to the customer or satisfies the performance obligation to a customer. This material item is subject to considerable inherent risk due to the complexity of the systems necessary for properly recording and identifying revenue and the impact of ever changing business, price and tariff models (including tariff structures, customer loyalty rewards and bundled subscription based products).

Within a number of the Company’s markets, the estimation of discounts, incentives and rebates recognized based on sales made during the year is material and considered to be complex and judgmental processed through an Information Technology (IT) environment. Therefore, there is a risk of revenue being misstated as a result of faulty estimations or IT flaws resulting in misstatement of price, tariffs, incentives, rewards and relevant revenue related heads.

How the scope of our audit responded to the key audit matter:

Our audit procedures have a focus on information technology systems and controls due to the pervasive nature and complexity of the IT environment, the reliance on automated and IT dependent manual controls. Our areas of audit focus included user access management, developer access to the operation environments and changes to the IT environment. These are key to ensuring whether IT dependent and application-based revenue recognition are operating effectively.

We have tested the design and operating effectiveness of key controls focusing on the calculation of discounts, incentives and rebates, segregation of duties in invoice creation and modification and timing of revenue recognition. Our substantive procedures in relation to the revenue recognition comprised obtaining supporting documentation for sales transactions, reviewing the Bangladesh Telecommunication Regulatory Commission (BTRC) approvals and determining if appropriate rates are being used for respective packages, critical examination of material non-routine journals and the adjustments posted to revenue accounts.

Our audit procedures also included test of controls and substantive procedures on the IT environment used in revenue recognition, including obtaining and understanding of the environment and evaluation of the relevant IT systems and the design of controls. We segregated our tests in two broad categories as 1) IT General Controls and 2) IT Application Controls. We tested the operating effectiveness of controls over the capturing and recording of revenue transactions, authorization of rate changes and the input of this information to the billing systems and tested accuracy of calculation of amounts billed to customers. We also inspected and discussed with management to understand the product features of material bundled contracts to evaluate management's identification of separate performance obligations. We checked stand-alone selling prices used by management to allocate the transaction price for material bundled contracts to the published selling prices for the individual services or equipment or other available market prices. We finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.

Various significant litigations

The Company has several legal proceedings, claims and government investigations and inquiries pending that expose it to significant litigation and similar risks arising from disputes and regulatory proceedings. Such matters are subject to many uncertainties and the outcome may be difficult to predict. These uncertainties inherently affect the amount and timing of potential outflows with respect to the provisions and contingent liabilities. Overall, the legal provision represents the Company's best estimate for existing legal matters that have a probable and estimable impact on the Company's financial position.

How the scope of our audit responded to the key audit matter:

We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the legal provision and contingencies process. We enquired the management who are charged with governance to obtain their view on the status of all significant litigation and regulatory matters. We enquired the Company's internal legal counsel for all significant litigation and regulatory matters and inspected internal notes and reports. We also received formal confirmations from external counsel on certain significant cases. We assessed the methodologies on which the provision amounts are based, recalculated the provisions and tested the completeness and accuracy of the underlying information. We also evaluated using our own experts regarding possibility of any future outflow and scanned for indications of reliable estimation. As certain significant litigations are on-going, various discussions with the regulatory and concerned authorities are in progress, the quantum of the Company's obligation and the outcome of the proceedings cannot be reliably estimated at this point. However, management has disclosed the facts category wise in the annexed notes. We assessed the Company's provisions and contingent liabilities disclosure as required.

Calculation of deferred tax

The Company reported net deferred tax assets totaling BDT 3.03 billion as at 31 December 2019. Significant judgment is required in relation to deferred tax assets as their recoverability is dependent on forecasts of future profitability over a number of years.

How the scope of our audit responded to the key audit matter:

We obtained an understanding, evaluated the design and tested the operational effectiveness of the Company's key controls over the recognition and measurement of deferred tax assets and the assumptions used in estimating the Company's future taxable income. We involved tax specialists to assess key assumptions, controls recognition and measurement of deferred tax assets. We also assessed the appropriateness of presentation of disclosures against IAS 12: Income Tax and Income Tax Ordinance 1984.

Responsibilities of management and Those charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRSs), the Company Act 1994, the Securities and Exchange Rules 1987 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.

Auditors' 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 auditors' 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 International Standards on Auditing (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 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 International Standards on Auditing (ISAs), we exercised professional judgment and maintained 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company 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 achieves fair presentation.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

In accordance with the Companies Act, 1994, the Securities and Exchange Rules, 1987 and International Standards on Auditing (ISAs), we also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) 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 those books;
- c) the Company's statement of financial position and the statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account; and
- d) the expenditures incurred was for the purposes of business.

Dhaka, 10 February 2020

Sd/-
Hoda Vasi Chowdhury & Co.
 Chartered Accountants

Robi Axiata Limited
Statement of Financial Position
As at 31 December 2019

		In BDT'000	
	Note	31 December 2019	31 December 2018
Assets			
Property, plant and equipment (PPE), net	5	100,540,016	99,182,172
Intangible assets, net	6	23,862,427	29,451,908
Right-of-use asset (ROU), net	7	26,913,067	-
Deferred tax assets	16	3,031,595	1,586,415
Non-current assets		154,347,105	130,220,495
Inventories	8	244,409	282,680
Accounts and other receivables, net	9	7,932,397	7,121,048
Advances, deposits and prepayments	10	4,574,123	3,992,642
Short term investments - FDRs	11	353,580	352,982
Cash and cash equivalents	12	4,517,026	2,644,237
Current assets		17,621,535	14,393,589
Total assets		171,968,640	144,614,084
Equity			
Share capital	13	47,141,400	47,141,400
Other reserves	14	6,662,397	6,662,397
Retained earnings		5,785,098	6,787,836
Total equity		59,588,895	60,591,633
Liabilities			
Interest bearing term loans	15	7,226,995	11,154,106
Asset retirement obligation	17	374,326	364,506
Employee benefits	18	363,370	227,648
Lease obligation	19	30,744,041	452,629
Other non-current liability	20	3,698,061	3,497,283
Non-current liabilities		42,406,793	15,696,172
Accounts and other payables	21	41,287,549	38,458,287
Current tax liabilities	22	5,914,240	4,035,215
Intercompany payables - edotco BD	23	3,625,991	5,307,219
Intercompany payables - Axiata Group Berhad	24	1,589,965	1,854,402
Subscribers' security deposit	25	245,402	241,440
Lease obligation	19	1,766,583	57,701
Interest bearing term loans	15.1	6,832,441	4,959,194
Short term loan	26	7,350,000	13,412,821
Deposit against employee share purchase plan (ESPP)	27	1,360,781	-
Current liabilities		69,972,952	68,326,279
Total liabilities		112,379,745	84,022,451
Total equity and liabilities		171,968,640	144,614,084
Net asset value (NAV) per share	39	12.64	12.85

The annexed notes 1 to 52 form an integral part of these financial statements.

Sd/- Managing Director	Sd/- Director	Sd/- Chief Financial Officer	Sd/- Company Secretary
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As per our report of same date

Dhaka, 10 February 2020

Sd/-
Hoda Vasi Chowdhury & Co.
Chartered Accountants

Robi Axiata Limited
Statement of profit or loss and other comprehensive income
For the year ended 31 December 2019

		In BDT'000	
	Note	2019	2018
Revenue	28	74,811,748	67,982,295
Cost of revenue	29	(46,973,632)	(48,063,015)
Administrative expenses	30	(4,368,878)	(3,964,060)
Selling and distribution expenses	31	(10,700,576)	(12,441,864)
Operating expenses	32	(4,109,806)	(4,129,417)
Profit/(loss) from operations		8,658,856	(616,061)
Share of profit from associate		-	245,016
Gain relating to disposal of shares in edotco BD	33	-	6,307,547
Net finance expense	34	(5,054,825)	(2,971,050)
Foreign exchange loss		(167,058)	(182,075)
Non-operating income	35	541,484	30,268
Net profit before WPPF		3,978,457	2,813,645
Expense related to WPPF and welfare fund		(189,450)	(133,983)
Profit before tax		3,789,007	2,679,662
Income tax expense	36	(3,619,918)	(532,321)
Net profit for the year		169,089	2,147,341
Other comprehensive income/(expense)			
Actuarial gain/(loss) from defined benefit plan	37	194,900	(53,980)
Related taxes		(107,604)	-
Total comprehensive income		256,385	2,093,361
Earnings per share			
Basic and diluted earnings per share	38	0.04	0.46

The annexed notes 1 to 52 form an integral part of these financial statements.

Sd/-
 Managing Director

Sd/-
 Director

Sd/-
 Chief Financial Officer

Sd/-
 Company Secretary

As per our report of same date

Dhaka, 10 February 2020

Sd/-
Hoda Vasi Chowdhury & Co.
 Chartered Accountants

Robi Axiata Limited
Statement of changes in equity
For the year ended 31 December 2019

				In BDT'000
	Note	Share capital	Other reserves	Retained earnings
				Total equity
Balance as at 1 January 2019		47,141,400	6,662,397	6,787,836
First time adoption adjustments	2.1	-	-	(1,259,123)
Adjusted balance as at 1 January 2019		47,141,400	6,662,397	5,528,713
Total comprehensive income				
Net profit for the year		-	-	169,089
Other comprehensive income		-	-	87,296
Total comprehensive income		-	-	256,385
Transaction with owners of the Company				
Contributions and distributions				
Dividend		-	-	-
Total contributions and distributions		-	-	-
Total changes in ownership interests		-	-	-
Total transaction with owners of the Company		-	-	-
Balance as at 31 December 2019		47,141,400	6,662,397	5,785,098
Balance as at 1 January 2018		47,141,400	6,662,397	4,867,025
First time adoption adjustments	2.1	-	-	(172,550)
Adjusted balance as at 1 January 2018		47,141,400	6,662,397	4,694,475
Total comprehensive income				
Net profit for the year		-	-	2,147,341
Other comprehensive income		-	-	(53,980)
Total comprehensive income		-	-	2,093,361
Transaction with owners of the Company				
Contributions and distributions				
Dividend		-	-	-
Total contributions and distributions		-	-	-
Total changes in ownership interests		-	-	-
Total transaction with owners of the Company		-	-	-
Balance as at 31 December 2018		47,141,400	6,662,397	6,787,836

The annexed notes 1 to 52 form an integral part of these financial statements.

Robi Axiata Limited
Statement of cash flows
For the year ended 31 December 2019

	In BDT'000	
	2019	2018
Cash flows from operating activities		
Cash received from customers	84,274,539	74,621,546
Cash paid to suppliers, employees and others	(36,096,707)	(36,659,238)
Cash generated from operations	48,177,832	37,962,308
VAT and tax paid	(19,417,400)	(15,883,208)
Net cash from operating activities	28,760,432	22,079,100
Cash flows from investing activities		
Acquisition of property, plant and equipment and intangibles	(13,480,013)	(23,418,818)
Proceeds from sale of property, plant and equipment	78,268	28,967
Payment for Tech Neutrality and 4G license	-	(3,988,295)
Interest and insurance claim received	67,437	110,339
Proceeds from sale of edotco BD shares	-	10,062,000
Net cash used in investing activities	(13,334,308)	(17,205,807)
Cash flows from financing activities		
Deposit against ESPP including interest**	1,360,781	-
Proceeds from loans and borrowings	24,180,305	54,562,821
Payment of lease obligation	(4,807,911)	(14,542)
Repayment of loans and borrowings	(34,286,510)	(58,153,322)
Net cash used in financing activities	(13,553,335)	(3,605,043)
Net change in cash and cash equivalents	1,872,789	1,268,250
Cash and cash equivalents as at 1 January*	2,644,237	1,375,987
Cash and cash equivalents as at 31 December	4,517,026	2,644,237
Net operating cash flows per share (NOCFPS)	6.10	4.68

* FDRs amounting BDT352,981,98 was presented as part of cash and cash equivalents in 2018 which have now been reclassified to short term investments - FDRs to conform to the current year's presentation.

** Cash and cash equivalents as at 31 December 2019 includes BDT 1,360,781,337 received as share money deposit from eligible employees of the Company against prospective Initial Public Offering (IPO) which has also been disclosed in note 27 of these financial statements.

The annexed notes 1 to 52 form an integral part of these financial statements.

Sd/-
 Managing Director

Sd/-
 Director

Sd/-
 Chief Financial Officer

Sd/-
 Company Secretary

Robi Axiata Limited
Notes to the financial statements
As at and for the year ended 31 December 2019

1 Reporting entity

1.1 Company profile

Robi Axiata Limited (hereinafter referred to as "Robi"/"the Company"), a public company limited by shares, was incorporated under Companies Act, 1994 on 22 October 1995 and currently has its registered office at Nafi Tower (19th Floor), 53 Gulshan South Avenue, Gulshan 1, Dhaka 1212. The issued and paid up capital of the Company is BDT 47,141,400,010 as of 31 December 2019 of which 68.7% shares held by Axiata Investments (Labuan) Ltd., 25.0% shares held by Bharti International (Singapore) Pte Ltd., 6.3% shares held by NTT Docomo Inc. and rest of the shares are held by Axiata Group Berhad and other shareholders. Details of shareholding is shown in note 13.

Robi Axiata Limited has incorporated "Red Dot Digital Limited" (hereinafter referred to as "Red Dot"), as a subsidiary in November 2019. Red Dot is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur, Bangladesh. The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D etc. It is expected to start its commercial operation in the first quarter of 2020. The paid up capital of Red Dot (BDT 1,000,000) is yet to be transferred to Red Dot's bank account. There is no transaction of Red Dot in 2019 and hence no financial statements of Red Dot have been prepared.

These are individual financial statements of Robi. The immediate parent of Robi is Axiata Investments (Labuan) Ltd. incorporated in Federal Territory of Labuan, Malaysia and the ultimate parent is Axiata Group Berhad incorporated in Malaysia.

1.2 Nature of business

Robi Axiata Limited is a licensed mobile telecommunication service provider in Bangladesh providing voice, data and digital services. The Company also provides other services including international roaming services with various operators of different countries across the world. The Company launched its commercial operations on 15 November 1997 and currently has nationwide 2G, 3G & 4G network covering population of 99%, 91% & 93% respectively.

The Company obtained 2G cellular mobile phone services operator license from the Ministry of Posts and Telecommunications (MOPT), Government of Bangladesh in 1996 which was renewed for a period of 15 years with effect from 11 November 2011. Robi merged with Airtel Bangladesh Limited on 16 November 2016 and obtained additional spectrum, certain bands of which will expire in December 2020, which is expected to be renewed accordingly.

The Company obtained 3G Cellular Mobile Phone Services Operator License (3G License) and related spectrum from Bangladesh Telecommunication Regulatory Commission (BTRC) on 12 September 2013 and 4G Cellular Mobile Phone Services Operator License (4G License) on 19 February 2018. The 3G License and 4G License was issued for a period of 15 years with effect from 12 September 2013 and 19 February 2018 respectively.

2 Basis of preparation of financial statements

The financial statements of the Company which comprises the statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows, and notes to the financial statements including a summary of significant accounting policies have been prepared in accordance with International Accounting Standards (IASs), International Financial Reporting Standards (IFRSs), the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other applicable laws in Bangladesh.

These financial statements have been prepared on going concern basis. Unless otherwise specifically mentioned historical cost principle have been followed for the purpose of these financial statements. Comparative information has been rearranged wherever considered necessary to conform to the current period's presentation.

Details of the accounting policies are described in Note 52.

This is the first set of the annual financial statements in which IFRS 16 "Leases" has been applied. The related changes to significant accounting policies are described in Note 2.1.

2.1 Changes in significant accounting policies

First time adoption adjustments - IFRS 16 adopted from 1 January 2019

Robi initially applied IFRS 16 "Leases" from 1 January 2019. The Company applied IFRS 16 using the modified retrospective approach, under which the cumulative effect of initial application is recognized in retained earnings at 1 January 2019. Accordingly, the comparative information presented for 2018 is not restated i.e. it is presented, as previously reported, under IAS 17 "Leases" and related interpretations. The details of the changes in accounting policies are disclosed below.

A. Definition of a lease

Previously, the company determined at contract inception whether an arrangement was or contained a lease under IFRIC 4 "Determining whether an Arrangement contains a Lease". The Company now assesses whether a contract is or contains a lease based on the definition of a lease, as explained in note 52.3.

On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Company applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease under IFRS 16.

B. As a lessee

As a lessee, the Company leases many assets which were previously classified as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company. Under IFRS 16, the Company recognizes right-of-use assets and lease liabilities for most of these leases i.e. these leases are on-balance sheet.

At commencement or on modification of a telecom infrastructure/ equipment sharing related contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone price.

However, for leases of land/ building the Company has considered not to separate non-lease components and account for the lease and associated non-lease components as a single lease component.

i. Leases classified as operating leases under IAS 17

Previously, the Company classified property leases as operating leases under IAS 17. On transition, for these leases, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at 1 January 2019. Right-of-use assets are measured at either:

- their carrying amount as if IFRS 16 had been applied since the commencement date, discounted using the Company's incremental borrowing rate at the date of initial application or
- an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The Company has chosen the right-of-use asset measurement option (as mentioned above) on a lease by lease basis. For the most significant lease contract (i.e. contract with tower Company), the Company has applied the first option (option a) for measurement of right-of-use assets. For all other lease contracts, second option (option b) has been applied.

For lease term consideration, the Company considers non-cancellable period. Option to extend is considered only if that is a legally enforceable right.

The Company has tested its right-of-use assets for impairment on the date of transition and has concluded that there is no indication that the right-of-use assets are impaired.

The Company used the practical expedient of not recognizing right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application.

ii. Leases classified as finance leases under IAS 17

The Company leases dark fibers. These leases were classified as finance leases under IAS 17. For these finance leases, the carrying amount of the right-of-use asset and the lease liability at 1 January 2019 were determined at the carrying amount of the lease asset and lease liability under IAS 17 immediately before that date. For those cases where the contract does not meet the criteria of a lease under IFRS 16, has been reclassified and treated accordingly under applicable standards.

C. Impact on financial statements

On transition to IFRS 16, the Company has recognized additional right-of-use assets and additional lease liabilities, recognizing the difference (net of tax) in retained earnings. The impact on transition is summarized below.

In BDT'000	Reported as at 31 December 2018	Reclassification	Adjustments	Restated as at 01 January 2019
Retained earnings	6,787,836	-	(1,259,123)	5,528,713
Intangible assets, net	29,451,908	(851,450)	-	28,600,458
Right-of-use asset (ROU), net	-	577,047	27,406,705	27,983,751
Advances, deposits and prepayments	3,992,642	114,194	-	4,106,836
Accounts and other payables	38,458,287	(1,356,316)	-	37,101,971
Lease obligation	510,330	-	31,917,651	32,427,982
Deferred tax assets	1,586,415	-	2,055,718	3,642,133

To understand further about the impact of IFRS 16 on profit or loss for the year please also see note 19. For the details of accounting policies under IFRS 16 and IAS 17, see Note 52.3.

First time adoption adjustments - IFRS 15 and IFRS 9 adopted from 1 January 2018

The Company adopted IFRS 15 "Revenue from Contracts with Customers" and IFRS 9 "Financial Instruments" from 1 January 2018 using the cumulative effect method, with the effect of initially applying this standard recognized at the date of initial application. The impact of IFRS 15 was mainly in the area of connection revenue recognition and free minutes deferment while the impact of IFRS 9 was mainly in the area of impairment of accounts receivables.

The impact on transition to IFRS 15 and IFRS 9 is summarized below -

In BDT'000	Reported as at 31 December 2017	Reclassification	Adjustments	Restated as at 01 January 2018
Retained earnings	4,867,025	-	(172,550)	4,694,475
Deferred tax assets	463,740	-	141,177	604,917
Accounts and other payables	40,941,807	-	230,825	41,172,632
Accounts and other receivables, net	9,743,805	-	(82,902)	9,660,903

2.2 Date of authorization

These financial statements have been authorized for issue by the Board of Directors of the Company on 10 February 2020.

2.3 Reporting period

The financial period of the Company covers one year from 1 January to 31 December and is followed consistently.

3 Functional and presentation currency

The financial statements are presented in Bangladeshi Taka (BDT), which is both functional and presentation currency of the Company. All financial information are presented in BDT and have been rounded off to the nearest BDT in thousand unless otherwise indicated.

4 Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimates and critical judgements in applying accounting policies that have the most significant effect on the amount recognized in these financial statements are stated in the following notes:

	<u>Note reference</u>
Property, plant and equipment	5 and 52.1
Intangible asset	6 and 52.2
Right-of-use asset	7 and 52.3
Provision for impairment	9.1.2 and 52.5
Deferred tax (assets)/liabilities	16 and 52.10
Asset retirement obligation	17 and 52.8
Employee benefits	18 and 52.7
Leases	19 and 52.3
Provisions	21 and 52.8
Current tax liabilities	22 and 52.10
Provision for obsolescence	8 and 52.6

5 Property, plant and equipment (PPE), net

In BDT'000	Freehold land	Furniture and fixture	Office and other equipment	Computer infrastructure	IT infrastructure	IT applications	Billing equipment	Telecom equipment and infrastructure	Motor vehicle	Capital work-in-progress (CWIP)	Total
Cost											
Balance as at 1 January 2018	293,885	600,746	2,336,458	367,186	3,934,660	3,663,674	992,343	112,852,255	171,131	10,531,230	135,743,568
Additions	-	51,492	79,858	43,926	323,505	348,943	354,469	19,605,657	-	19,053,235	39,861,085
Disposals/Adjustments/Transfer	-	(18,563)	(14,939)	(42,179)	(14,386)	-	-	(962,733)	(11,110)	(19,783,184)	(20,847,094)
Balance as at 31 December 2018	293,885	633,675	2,401,377	368,933	4,243,779	4,012,617	1,346,812	131,495,179	160,021	9,801,281	154,757,559
Balance as at 1 January 2019	293,885	633,675	2,401,377	368,933	4,243,779	4,012,617	1,346,812	131,495,179	160,021	9,801,281	154,757,559
Additions	-	51,216	805,588	59,508	760,624	695,363	0	17,761,923	31,148	13,729,037	33,894,407
Disposals/Adjustments/Transfer	-	(41,884)	(50,204)	(13,614)	(12,880)	-	-	(1,171,220)	(39,458)	(19,952,027)	(21,281,287)
Balance as at 31 December 2019	293,885	643,007	3,156,761	414,827	4,991,523	4,707,980	1,346,812	148,085,882	151,711	3,578,291	167,370,679
Accumulated depreciation											
Balance as at 1 January 2018	-	409,126	1,666,328	275,496	2,138,281	1,007,503	856,221	38,102,387	160,097	-	44,615,439
Charged during the year	-	67,279	282,338	42,243	716,044	615,635	145,943	10,127,764	4,344	-	12,001,590
Disposals/Adjustments	-	(13,936)	(14,293)	(41,102)	(14,386)	-	-	(946,815)	(11,110)	-	(1,041,642)
Balance as at 31 December 2018	-	462,469	1,934,373	276,637	2,839,939	1,623,138	1,002,164	47,283,336	153,331	-	55,575,387
Balance as at 1 January 2019	-	462,469	1,934,373	276,637	2,839,939	1,623,138	1,002,164	47,283,336	153,331	-	55,575,387
Charged during the year	-	73,067	211,603	41,008	610,092	749,112	110,613	10,719,886	6,439	-	12,521,820
Disposals/Adjustments	-	(41,385)	(49,786)	(13,225)	(8,733)	-	-	(1,113,957)	(39,458)	-	(1,266,544)
Balance as at 31 December 2019	-	494,151	2,096,190	304,420	3,441,298	2,372,250	1,112,777	56,889,265	120,312	-	66,830,663
Carrying amounts											
As at 31 December 2018	293,885	171,206	467,004	92,296	1,403,840	2,389,479	344,648	84,211,843	6,690	9,801,281	99,182,172
As at 31 December 2019	293,885	148,856	1,060,571	110,407	1,550,225	2,335,730	234,035	91,196,617	31,399	3,578,291	100,540,016

6 Intangible assets, net

In BDT'000	Software	IRU asset *	Spectrum assignment fee	2G license fee	3G license fee	4G license fee	Tech neutrality fee	Customer list	Brand	Goodwill	Total
Cost											
Balance as at 1 January 2018	1,747,368	574,441	1,600,000	23,866,785	15,611,037	-	-	1,700,380	567,061	402,000	46,069,072
Additions	-	498,601	-	-	-	117,650	3,870,645	-	-	-	4,486,895
Disposals/Adjustments	(10,392)	-	-	-	-	-	-	-	-	-	(10,392)
Balance as at 31 December 2018	1,736,976	1,073,042	1,600,000	23,866,785	15,611,037	117,650	3,870,645	1,700,380	567,061	402,000	50,545,575
Balance as at 1 January 2019	1,736,976	1,073,042	1,600,000	23,866,785	15,611,037	117,650	3,870,645	1,700,380	567,061	402,000	50,545,575
Additions	19,318	-	-	-	-	-	-	-	-	-	19,318
Reclassified to right-of-use asset (ROU) *	-	(631,042)	-	-	-	-	-	-	-	-	(631,042)
Reclassified to advance, deposits and prepayments *	-	(442,000)	-	-	-	-	-	-	-	-	(442,000)
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 December 2019	1,756,294	-	1,600,000	23,866,785	15,611,037	117,650	3,870,645	1,700,380	567,061	402,000	49,491,851
Accumulated amortization											
Balance as at 1 January 2018	1,706,520	139,292	807,408	9,102,103	3,136,057	-	-	767,131	212,842	-	15,871,353
Charged during the year	32,052	82,300	88,889	2,442,231	1,162,910	6,609	547,423	681,272	189,020	-	5,232,706
Disposals/Adjustments	(10,392)	-	-	-	-	-	-	-	-	-	(10,392)
Balance as at 31 December 2018	1,728,180	221,592	896,297	11,544,334	4,298,967	6,609	547,423	1,448,403	401,862	-	21,093,667
Balance as at 1 January 2019	1,728,180	221,592	896,297	11,544,334	4,298,967	6,609	547,423	1,448,403	401,862	-	21,093,667
Charged during the year	8,083	-	88,889	2,442,231	1,162,910	7,511	630,549	251,977	165,199	-	4,757,349
Reclassified to right-of-use asset (ROU) *	-	(53,995)	-	-	-	-	-	-	-	-	(53,995)
Reclassified to advance, deposits and prepayments *	-	(167,597)	-	-	-	-	-	-	-	-	(167,597)
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 December 2019	1,736,263	-	985,186	13,986,565	5,461,877	14,120	1,177,972	1,700,380	567,061	-	25,629,424
Carrying amounts											
As at 31 December 2018	8,795	851,450	703,703	12,322,451	11,312,070	111,041	3,323,222	251,977	165,199	402,000	29,451,908
As at 31 December 2019	20,031	-	614,814	9,880,220	10,149,160	103,530	2,692,673	-	-	402,000	23,862,427

* IRU asset means indefeasible right of use asset relating to transmission fiber. During 2019, these assets have been reclassified as per the guidance of IFRS 16.

7 Right-of-use asset (ROU), net

In BDT'000	Land & building	Transmission fiber	Telecom equipment and infrastructure	Total
Cost				
Balance as at 1 January 2019	-	-	-	-
Reclassified from intangible assets	-	631,042	-	631,042
Adjustments on adoption of IFRS16 as at 1 January 2019	400,329	-	27,006,376	27,406,705
Additions	-	-	2,214,834	2,214,834
Disposals/Adjustments	-	(498,601)	-	(498,601)
Balance as at 31 December 2019	400,329	132,441	29,221,210	29,753,980
Accumulated depreciation				
Balance as at 1 January 2019	-	-	-	-
Reclassified from intangible assets	-	53,995	-	53,995
Charged during the year	153,270	64,309	2,643,491	2,861,070
Disposals/Adjustments	-	(74,152)	-	(74,152)
Balance as at 31 December 2019	153,270	44,152	2,643,491	2,840,913
Carrying amounts				
As at 31 December 2019	247,059	88,289	26,577,719	26,913,067

8 Inventories

<i>In BDT'000</i>	2019	2018
SIM cards and starter kits	34,920	78,456
Scratch cards	19,385	7,758
Device and others	208,143	216,427
	262,448	302,641
Provision for obsolescence	(18,039)	(19,961)
	244,409	282,680

8.1 Number of inventories

<i>In Number'000</i>	2019	2018
SIM cards and starter kits	1,780	3,595
Scratch cards	130,063	39,832
Device and others	1,669	6,923
	133,512	50,350

9 Accounts and other receivables, net

<i>In BDT'000</i>	Note	2019	2018
Accounts receivable, net	9.1	4,973,881	4,157,940
Other receivables		2,958,516	2,963,108
		7,932,397	7,121,048

Other receivables mainly consist of indemnification assets arising from business combination.

9.1 Accounts receivable, net

<i>In BDT'000</i>	Note	2019	2018
Interconnection receivables		2,570,961	2,485,568
Post-paid receivables		383,001	362,485
Infrastructure sharing receivables		235,231	174,882
International roaming receivables		132,146	180,972
Others	9.1.1	3,383,090	2,716,175
		6,704,429	5,920,082
Provision for impairment	9.1.2	(1,730,548)	(1,762,142)
		4,973,881	4,157,940

9.1.1 Other account receivables mainly include receivable from channel partners and receivables from digital business.

9.1.2 Provision for impairment

<i>In BDT'000</i>	2019	2018
Balance as at 1 January	1,762,142	1,650,224
Adjustment on initial application of IFRS 9	-	82,902
Provision made during the year	264,818	118,124
Write back	(15,225)	(63,224)
Reclassification during the year	26,741	-
Bad debt written off during the year	(307,928)	(25,885)
Balance as at 31 December	1,730,548	1,762,142

Details of provision for impairment based on analysis of credit risk exposure has been disclosed in note 41 (B) (I) (c) of these financial statements.

10 Advances, deposits and prepayments

In BDT'000	2019	2018
Advances	2,847,984	2,759,637
Deposits	145,025	145,605
Prepayments	1,581,114	1,087,400
	4,574,123	3,992,642

11 Short term investments - FDRs

This represents term deposits with Bank Al-falah Limited and Eastern Bank Limited with maturity over 90 days. These are under lien against bank guarantees for customs duty in respect of import of Subscriber Identification Module (SIM) card, scratch card and network equipment.

12 Cash and cash equivalents

In BDT'000	Note	2019	2018
Cash in hand	12.1	52,010	41,905
Cash at bank	12.2	4,465,016	2,602,332
		4,517,026	2,644,237

12.1 Cash in hand includes cash available in mobile financial service (MFS) wallets.

12.2 FDRs amounting BDT 352,981,988 was presented as part of cash and cash equivalents in 2018 which have now been reclassified to short term investments - FDRs to conform to the current year's presentation.

Cash at bank as at 31 December 2019 includes BDT 1,360,781,337 received as share money deposit from eligible employees of the Company against prospective IPO which has also been disclosed in note 27 of these financial statements.

13 Share capital

In BDT'000	2019	2018
Authorized:		
6,000,000,000 ordinary shares of BDT 10 each	60,000,000	60,000,000
	60,000,000	60,000,000
Issued, subscribed, called up and paid up:		
Balance as at 1 January	47,141,400	47,141,400
Balance as at 31 December	47,141,400	47,141,400

13.1 Shareholding position

Name of shareholders	2019			2018		
	No. of share	% of holding	Value BDT'000	No. of share	% of holding	Value BDT'000
Axiata Investments (Labuan) Ltd.	3,238,304,100	68.7%	32,383,041	3,238,304,100	68.7%	32,383,041
Axiata Group Berhad	900	0.0%	9	900	0.0%	9
Bharti International (Singapore) Pte Ltd.	1,178,535,001	25.0%	11,785,350	1,178,535,001	25.0%	11,785,350
NTT DOCOMO INC.	297,299,960	6.3%	2,973,000	297,299,960	6.3%	2,973,000
Other shareholders	40	0.0%	0	40	0.0%	0
	4,714,140,001	100%	47,141,400	4,714,140,001	100.0%	47,141,400

Other shareholders include Neasden Assets Limited, Ephraim Assets Limited, Calamint Investments Limited and Thurso Investments Limited having 10 shares each.

14 Other reserves

On 21 September 2016, High Court of Bangladesh has approved the Scheme of Amalgamation (the Scheme) to merge Robi Axiata Limited with Airtel Bangladesh Limited. The Merger has been effected via issuance of 1,178,535,001 new ordinary shares at the face value BDT 10 each by Robi to Bharti International (Singapore) Pte Ltd. for shareholding of up to 25% plus 1 share in the surviving entity Robi Axiata Limited. The merger was a cash free debt free transaction and there was no other consideration between the parties.

In accordance with IFRS 3 "Business Combinations", consideration given for any business combination has to be measured at fair value on the acquisition date. Based on the Purchase Price Allocation (PPA) exercise, the total fair value of the shares issued to Bharti International (Singapore) Pte Ltd. was derived at BDT 18,447,746,789 resulting in the recording of an amount of BDT 6,662,396,779 in excess of face value of shares. The excess amount has been recorded as "Other reserves".

15 Interest bearing term loans

In BDT'000	Note	2019	2018
Standard Chartered Bank (Sinosure backed)	15.2	250,431	734,277
International Finance Corporation	15.3	5,020,605	6,607,071
Eastern Bank Limited	15.4	-	800,000
IDCOL SCB (Syndication)	15.5	5,988,400	7,971,952
Dutch Bangla Bank Limited	15.6	2,800,000	-
Total outstanding interest bearing term loans		14,059,436	16,113,300
Interest bearing term loans - current portion	15.1	(6,832,441)	(4,959,194)
Interest bearing term loans - non-current portion		7,226,995	11,154,106

15.1 Interest bearing term loans - current portion

In BDT'000	Note	2019	2018
Standard Chartered Bank (Sinosure backed)	15.2	250,431	496,984
International Finance Corporation	15.3	1,682,010	1,662,210
Eastern Bank Limited	15.4	-	800,000
IDCOL SCB (Syndication)	15.5	4,000,000	2,000,000
Dutch Bangla Bank Limited	15.6	900,000	-
		6,832,441	4,959,194

15.2 The amount represents the loan facility of USD 29.60m of which USD 25.20m received from Standard Chartered Bank (SCB) London which is guaranteed by Sinosure and USD 4.4m received from SCB, Offshore Banking Unit (OBU), Bangladesh to finance the purchase of telecommunication equipment supplied by Huawei against hypothecation of the Company's property, plant and equipment, all bank accounts and book debts.

15.3 The amount represents the loan facility of USD 99m received from International Finance Corporation (IFC) for purchase of telecommunication equipment supplied by foreign vendors through Letter of credit. This financing has been guaranteed by Axiata Group Berhad.

15.4 The amount represents the loan facility of BDT 1600m received from Eastern Bank Limited (EBL) for take over funded liability of Airtel Bangladesh Limited with EBL. Security of this loan is standard charge documents (e.g. Promissory note, Letter of arrangement, Letter of continuity etc.) as per Bank's format. This loan has been fully paid off during 2019.

15.5 The amount represents BDT 8000m syndication term loan received from Standard Chartered Bank (SCB), Dhaka and Infrastructural Development Company Limited (IDCOL), Dhaka for a duration of 3 years with 1st year moratorium. The purpose of this loan is to arrange the funding for optimization of the core network and payment of 4G spectrum/technical neutrality fee and/or license fee. The security of this term loan is negative pledge on future asset.

15.6 The amount represents the loan facility of BDT 3800m received from Dutch Bangla Bank Limited (DBBL) for a duration of 3 years. This loan has been taken to finance the purchase of telecommunication equipment. BDT 1000m has been repaid during the year.

16 Deferred tax (assets)/liabilities

Deferred tax assets and liabilities have been recognized and measured in accordance with the provisions of IAS 12 "Income Taxes".

In BDT'000	Carrying amount	Tax base	Taxable/(deductible) temporary difference
31 December 2019			
Property, plant and equipment (excluding land, IRU, goodwill)	120,472,894	77,746,943	42,725,951
Right-of-use asset (excluding IRU)	26,824,777	-	26,824,777
Lease obligation	(32,510,622)	-	(32,510,622)
Provision for impairment	(1,730,548)	-	(1,730,548)
Provision for inventory obsolescence	(137,132)	-	(137,132)
Employee benefit	24,248	-	24,248
Unabsorbed depreciation and business loss	-	41,933,552	(41,933,552)
Net taxable/(deductible) temporary difference			(6,736,878)
Applicable tax rate			45%
Deferred tax assets			(3,031,595)

In BDT'000	Carrying amount	Tax base	Taxable/(deductible) temporary difference
31 December 2018			
Property, plant and equipment (excluding land, IRU, goodwill)	117,386,196	75,646,002	41,740,193
Provision for doubtful debt	(1,762,142)	-	(1,762,142)
Provision for impairment	(55,704)	-	(55,704)
Employee benefit	(214,872)	-	(214,872)
Unabsorbed depreciation and business loss	-	43,232,842	(43,232,842)
Net taxable/(deductible) temporary difference			(3,525,367)
Applicable tax rate			45%
Deferred tax assets			(1,586,415)

16.1 Deferred tax expense/(income)

In BDT'000	2019	2018
Deferred tax (assets)/liabilities at 1 January		
As previously reported	(1,586,415)	(463,740)
First time adoption adjustments	(2,055,718)	(141,177)
As restated	(3,642,133)	(604,917)
Debit to profit or loss:		
Property, plant and equipment (excluding land, IRU, goodwill)	443,591	2,613,746
Provision for impairment	14,217	(13,058)
Provision for inventory obsolescence	(36,643)	(15,638)
ROU assets and lease liabilities (net)	(502,912)	-
Unabsorbed depreciation and business loss	584,681	(3,670,420)
Deferred revenue-IFRS 15 transition	-	103,871
Sharing with Bharti International (Singapore) Pte Ltd.	200,778	323,418
	703,712	(658,081)
Debit to OCI:		
Actuarial reserve	107,604	-
Sharing with Bharti International (Singapore) Pte Ltd.	(200,778)	(323,418)
	(3,031,595)	(1,586,416)

17 Asset retirement obligation

The Company recognizes Asset Retirement Obligation (ARO) in respect of roof-top, green field base stations and office space for any constructive and/or legal obligations for dismantling, removal or restoration incurred by the Company as a consequence of installing or constructing the sites. ARO is measured at the present value of expected cash outflows required to settle such obligations. Periodic accretion of such liabilities due to the passage of time is recorded as finance cost. The significant assumptions used in estimating the provision are: timing of assets removals; costs of restorations; expected inflation rates; and the discount rates. There can be no assurances that actual costs and the probability of incurring obligations will not differ from these estimates.

In BDT'000	2019	2018
Opening balance	364,506	429,151
Provision made during the year	44,342	45,835
Provision released during the year	(34,522)	(110,480)
Closing balance	374,326	364,506

18 Employee benefits

18.1 Movement in net defined benefit (asset) liability

<i>In BDT'000</i>	Defined benefit obligation	Fair value of plan assets	Net defined benefit (asset) liability
Balance at 1 January 2018	1,151,815	1,009,030	142,785
Included in profit or loss			
Current service cost	128,690	-	128,690
Past service credit	-	-	-
Interest cost/income	85,550	79,480	6,070
	214,240	79,480	134,760
Included in other comprehensive income			
Remeasurement loss (gain):			
Actuarial loss (gain) arising from:			
Financial assumptions	21,590	-	21,590
Experience adjustment	31,380	-	31,380
Return on plan assets:			
(Lesser)/greater than discount rate	-	(1,010)	1,010
	52,970	(1,010)	53,980
Other			
Employer contribution	-	-	-
Contributions paid directly	(103,877)	-	(103,877)
Benefits paid	-	-	-
Transfer to edotco fund	(90,268)	(90,268)	-
	(194,145)	(90,268)	(103,877)
Balance at 31 December 2018	1,224,880	997,232	227,648
Balance at 1 January 2019	1,224,880	997,232	227,648
Included in profit or loss			
Current service cost	143,430	-	143,430
Past service credit	398,998	-	398,998
Interest cost /income	93,308	80,846	12,462
	635,736	80,846	554,890
Included in other comprehensive income			
Remeasurement loss (gain):			
Actuarial loss (gain) arising from:			
financial assumptions	(148,810)	-	(148,810)
experience adjustment	(44,700)	-	(44,700)
Return on plan assets			
(lesser)/greater than discount rate	-	1,390	(1,390)
	(193,510)	1,390	(194,900)
<i>In BDT'000</i>	Defined benefit obligation	Fair value of plan assets	Net defined liability
Other			
Employer contribution	-	78,000	(78,000)
Contributions paid directly	(146,268)	-	(146,268)
Benefits paid	-	-	-
Transfer to edotco fund	-	-	-
	(146,268)	78,000	(224,268)
Balance at 31 December 2019	1,520,838	1,157,468	363,370
Represented by:			
<i>In BDT'000</i>		2019	2018
Net defined benefit liability/(asset)		363,370	227,648

18.2 Significant actuarial assumptions

	2019	2018
Discount rates	9.0%	8.0%
Rate of salary increase	6.0%	6.5%
Attrition rate		
Age 20-40	10.0%	10.0%
Age 41-58	3.0%	3.0%

18.3 Sensitivity analysis on Defined Benefit Obligation (DBO)

	Amount (in BDT'000)	Percentage impact
Effect on DBO due to increase in the discount rate by 1%	(82,360)	-7.3%
Effect on DBO due to decrease in the discount rate by 1%	95,010	8.4%
Effect on DBO due to increase in the salary escalation rate by 1%	97,010	8.6%
Effect on DBO due to decrease in the salary escalation rate by 1%	(85,340)	-7.5%
Effect on DBO due to increase in the attrition rate by 1%	15,430	1.4%
Effect on DBO due to decrease in the attrition rate by 1%	(17,660)	-1.6%

18.4 Significant rules relating to the plan

Plan sponsor :	Robi Axiata Limited
Nature of benefits :	Defined benefit plan (Funded gratuity scheme)
Vesting criteria :	5 year of continuous service (for Robi employees). No such criteria for employees transferred from Airtel
Applicable salary :	Last drawn monthly basic salary (Robi employee). Last drawn monthly gross salary (Employee from Airtel).
Basis of gratuity :	Accrued benefit
Normal retirement age :	58 years (Robi) 60 years (Employee from Airtel)
Maximum limit:	No limit
Benefit calculation :	Robi: 1 month equivalent basic salary for each completed year of service for service upto 8 years. 1.5 months equivalent basic salary for each completed year of service for service upto 10 years. 2 months equivalent basic salary for each completed year of service for service above 10 years. Airtel: 1 month equivalent gross salary for each completed year of service for service upto 10 years. 1.5 months equivalent gross salary for each completed year of service for service above 10 years.

19 Leases

i) Lease liabilities recognized in statement of financial position

In BDT'000	2019	2018
Lease obligation: current portion	1,766,583	57,701
Lease obligation: non-current portion	30,744,041	452,629
	32,510,624	510,330

ii) Amounts recognized in profit or loss

In BDT'000	2019	2018
Interest on lease liabilities	3,216,690	26,271
Depreciation expense	2,861,070	82,300
	6,077,760	108,571

iii) Amounts recognized in statement of cash flows

In BDT'000	2019	2018
Total cash-outflow for leases	4,807,911	14,542

iv) Movement in lease payable

In BDT'000	2019	2018
At 1 January	510,330	-
First time adoption adjustments under IFRS16	31,917,651	-
Additions	2,214,834	498,601
Remeasurement	50,724	-
Interest accrued	3,216,690	26,271
Repayment	(4,807,911)	(14,542)
Disposal	(591,695)	-
	32,510,624	510,330

v) Measurement of lease liabilities

The reconciliation between the operating lease commitments disclosed applying IAS 17 at 31 December 2018 to the lease liabilities under IFRS 16 recognized at 1 January 2019 is as below:

In BDT'000	2019
Operating lease commitment disclosed on 31 December 2018	-
Operating lease discounted using the lessee's incremental borrowings rate of at the date of application	31,917,651
Add: finance lease liabilities recognized as at 31 December 2018	510,330
Lease liability recognized as at 1 January 2019	32,427,981
Of which are:	
Non-current	1,646,807
Current	30,781,174
	32,427,981

vi) Interest rates

Year 2019	Land & building	Transmission fiber	Telecom equipment and infrastructure
Between one (1) to two (2) years	8.89%	-	8.89%
Between two (2) to three (3) years	8.89%	-	8.89%
Between three (3) to four (4) years	8.89%	-	8.89%
Between four (4) to five (5) years	8.89%	-	8.89%
Between five (5) to ten (10) years	9.25%	-	9.25%
Between ten (10) to fifteen (15) years	9.61% - 9.75%	9.39%	9.61% - 9.75%
More than 15 years	9.75%	-	-
Lease terms (no. of years)	1.1 - 40	10 - 15	2.5 - 15

20 Other non-current liability

This represents provision for Robi's obligation to Bharti International (Singapore) Pte Ltd. for certain tax benefits.

21 Accounts and other payables

In BDT'000	Note	2019	2018
Accounts payable including liability for capital expenditure		7,006,522	6,938,347
Accrued expenses including accrual for capital expenditure		14,910,440	13,232,210
Other payables	21.1	8,524,124	7,802,882
Provisions		10,846,462	10,484,848
		41,287,549	38,458,287

21.1 Other payables include indirect unearned revenue, security deposit from suppliers and indirect tax.

22 Current tax liabilities

In BDT'000	2019	2018
Balance as at 1 January	4,035,215	3,745,957
Provision made during the year	2,916,206	1,190,402
	6,951,421	4,936,359
Payment during the year	(1,037,181)	(901,144)
Balance as at 31 December	5,914,240	4,035,215

23 Intercompany payables - edotco BD

This represents net payable to edotco BD mainly in connection with expenses incurred in relation to telecom tower infrastructure sharing arrangement.

24 Intercompany payables - Axiata Group Berhad

In BDT'000	2019	2018
Balance as at 1 January	1,854,402	1,806,382
Secondment fees and other intercompany payables	205,543	304,084
Waiver received from group	(480,679)	-
Repayment/ Transfer	(10,031)	(280,379)
Unrealized foreign exchange loss	20,730	24,315
Balance as at 31 December	1,589,965	1,854,402

These transactions and balances are related to only Axiata Group Berhad i.e. the ultimate parent of Robi.

25 Subscribers' security deposit

In BDT'000	2019	2018
Balance as at 1 January	241,440	249,021
Addition during the year	14,751	8,101
	256,191	257,122
Adjustment/refunded to the subscribers	(10,789)	(15,682)
Balance as at 31 December	245,402	241,440

Subscribers' security deposits represent security money deposited by subscribers at the time of obtaining the new connection as safeguard against default in payment of bills against future mobile usage. This amount may be applied to all or any portion thereof in payment of any amount due from the subscriber at the time of termination of the contract or disconnection.

26 Short term loan

This represents local currency loan taken for short tenure to meet the working capital requirements of the Company from different banks. The tenure of the loan is from 30 days to 180 days and renewable in nature maximum up to 360 days. The interest rate for the short term loans outstanding as at 31 December 2019 is between 6.85% to 9%.

In BDT'000	2019	2018
Citibank, N.A.	1,400,000	1,400,000
Standard Chartered Bank	1,200,000	1,712,821
HSBC	-	4,000,000
Eastern Bank Limited	1,000,000	750,000
Commercial Bank of Ceylon	1,250,000	1,250,000
Dutch Bangla Bank Ltd.	-	3,300,000
National Credit and Commerce Bank Ltd.	-	1,000,000
BRAC Bank Limited	1,500,000	-
Jamuna Bank Limited	1,000,000	-
	7,350,000	13,412,821

27 Deposit against employee share purchase plan (ESPP)

In the event shareholders of the Company may decide to float its shares to public through Initial Public Offering (IPO) in stock exchanges of Bangladesh share money deposit from eligible employees of the Company have been accepted before 31 December 2019. In the event, the Company do not lists its securities on public exchanges, the deposited money will be fully refunded to the employees with interest earned.

In BDT'000	2019	2018
Deposit against ESPP	1,360,509	-
Interest earned	272	-
	1,360,781	-

28 Revenue

In BDT'000	2019	2018
Installation charges	26,192	42,037
Post-paid airtime	1,083,443	1,088,034
Pre-paid airtime	40,725,970	39,398,087
Data	19,928,808	15,578,580
Value added services (VAS)	7,502,274	6,204,786
Interconnection revenue	4,002,913	4,447,380
International roaming revenue	157,637	162,355
Non-mobile revenue	900,787	641,279
Infrastructure sharing revenue	483,724	419,757
	74,811,748	67,982,295

28.1 Disaggregation of revenue by timing of revenue recognition

In BDT'000	2019	2018
Revenue under IFRS15:		
At a point of time	885,838	640,820
Over time	73,442,187	66,921,718
	74,328,024	67,562,538
Infrastructure sharing revenue	483,724	419,757
	74,811,748	67,982,295

29 Cost of revenue

In BDT'000	Note	2019	2018
Direct cost of revenue		13,676,286	12,909,252
Network operation and maintenance expenses		13,430,891	18,033,333
Depreciation and amortization	29.1	19,866,455	17,120,430
		46,973,632	48,063,015

29.1 Depreciation and amortization

In BDT'000	2019	2018
Depreciation of property, plant and equipment	12,401,306	11,887,724
Depreciation of right-of-use asset	2,707,800	-
Amortization of intangible asset	4,757,349	5,232,706
	19,866,455	17,120,430

30 Administrative expenses

In BDT'000	2019	2018
Salaries and allowances	3,311,192	3,392,195
Gratuity expenses	542,428	128,690
Provident fund	91,064	109,087
Staff welfare	286,609	202,469
Gas and petrol	57,206	61,258
Stationery and printing	8,795	6,689
Office expenses	71,584	63,672
	4,368,878	3,964,060

31 Selling and distribution expenses

In BDT'000	2019	2018
Advertisement and promotion	2,471,232	3,312,522
Trade promotion expenses	61,311	50,578
Dealers commission	7,895,326	8,731,141
Subsidy on SIM (VAT & SD)	272,707	347,623
	10,700,576	12,441,864

32 Operating expenses

In BDT'000	Note	2019	2018
Audit fees		1,200	1,200
Automobile insurance and license		3,470	1,463
Automobile repair and maintenance		7,571	6,196
Bank charges		22,159	19,668
Subscription		26,324	22,514
Electricity and water		55,979	49,633
License fees		148,018	103,941
Office rentals		191,183	423,476
Vehicle rentals		303,627	329,909
Postage and courier		18,624	26,276
Professional fees		284,765	295,850
Legal fees		29,658	53,816
Repair and maintenance of building and equipment		21,596	38,048
Security guard		210,535	179,731
Software and hardware maintenance		838,300	743,193
Training expense		8,390	10,600
Travelling and accommodation		103,421	94,381
Directors' allowance		25,742	25,397
Customer care expenses		577,830	725,076
Net expense for impairment	32.1	249,593	54,902
Depreciation of property, plant and equipment		120,514	113,865
Depreciation of right-of-use asset		153,270	-
Other expenses		708,037	810,282
		4,109,806	4,129,417

32.1 Net expense for impairment

In BDT'000	2019	2018
Provision during the year	264,818	118,126
Write back	(15,225)	(63,224)
	249,593	54,902

33 Gain relating to disposal of shares in edotco BD

In BDT'000	Note	2019	2018
Gain realized from edotco share sale	33.1	-	6,307,547
		-	6,307,547

The Company sold all of its 20% stake in edotco BD on 11 September 2018 to edotco Investments (Labuan) Limited. The gain from this share sale transaction has been recognized under the guidance of IAS 28 "Investment in Associate".

Share of edotco's profit upto the disposal date has been shown as "Share of Profit from Associate" in the comparative financial statements under the guidance of IAS 28 "Investment in Associate".

Please see note 33.1 below for more detail break-up on the gain realized from edotco share sale transaction.

33.1 Gain realized from edotco share sale

In BDT'000	2019	2018
Proceeds from sale of shares	-	10,062,000
Book value of investment at sale date	-	(3,754,453)
	-	6,307,547

34 Net finance expense

<i>In BDT'000</i>		2019	2018
Interest expense on lease		3,216,690	26,271
Interest expense on loan		1,868,447	2,997,224
Interest expense on asset retirement obligation		39,606	44,765
Interest expense on defined benefit obligation/plan asset		12,462	6,070
Interest income on FDR and SND		(82,380)	(103,280)
		5,054,825	2,971,050

35 Non-operating income

<i>In BDT'000</i>	Note	2019	2018
Gain on disposal of property, plant & equipment	35.1	19,698	6,699
Other miscellaneous income		521,786	23,569
		541,484	30,268

35.1 Gain on disposal of property, plant & equipment

<i>In BDT'000</i>		2019	2018
Disposed assets:			
Cost		1,329,259	1,074,302
Accumulated depreciation		(1,266,542)	(1,052,034)
Net book value		62,717	22,268
Reclassification		(4,147)	-
Sales proceeds		78,268	28,967
(Gain)/loss on disposal		(19,698)	(6,699)

36 Income tax expense

<i>In BDT'000</i>	Note	2019	2018
Current tax		2,916,206	1,190,402
Deferred tax expense/(income)	16.1	703,712	(658,081)
		3,619,918	532,321

37 Other comprehensive income/(expense)

Other comprehensive income/(expense) resulted from the actuarial valuation of gratuity fund conducted by a professional actuary firm. Detail of this actuarial gain/loss is provided in note 18 "Employee benefits".

38 Earnings per share

	Note	2019	2018
Earnings attributable to ordinary shareholders (net profit after tax) (BDT'000)		169,089	2,147,341
Weighted average number of ordinary shares outstanding during the year (number'000)	38.1	4,714,140	4,714,140
Basic earnings per share (in BDT)		0.04	0.46

No diluted earnings per share is required to be calculated for the year as there was no convertible securities for dilution during the year.

There was an one off extraordinary gain arising from the sale of shares in edotco BD in 2018 which impacted the respective year's EPS.

38.1 Weighted average number of ordinary shares

The weighted average number of ordinary shares outstanding during the year is the number of ordinary shares outstanding at the beginning of the year, adjusted by the number of ordinary shares issued during the year multiplied by a time-weighting factor. The time-weighting factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year.

In Number'000	2019	2018
Issued ordinary shares as at 1 January	4,714,140	4,714,140
Effect of share issued during the year	-	-
Weighted average number of ordinary shares as at 31 December	4,714,140	4,714,140

39 Net asset value (NAV) per share

In BDT'000	2019	2018
Total assets	171,968,640	144,614,084
Total liabilities	112,379,745	84,022,451
	59,588,895	60,591,633
Weighted average number of ordinary shares as at 31 December	4,714,140	4,714,140
NAV per share	12.64	12.85

40 Reconciliation of net operating cash flows

In BDT'000	2019	2018
Profit before tax	3,789,007	2,679,662
Adjustment for:		
Depreciation & Amortization	20,140,238	17,234,295
(Gain)/Loss on sale of asset	(19,698)	(6,699)
Finance cost	5,054,825	2,971,050
Sale of edotco shares	-	(6,307,547)
Share of associate's income	-	(245,016)
Tax paid	(1,037,181)	(901,144)
Capex inventory obsolescence	122,004	31,540
Asset retirement obligation	(14,680)	(107,063)
Provision adjusted through retained earnings	1,356,316	(82,902)
Gratuity fund	(68,728)	(65,455)
Changes in:		
Inventories	38,272	(71,846)
Accounts and other receivables, net	(811,350)	2,622,757
Advances, deposits and prepayments	(581,481)	1,129,479
Accounts and other payables	2,734,591	857,656
Intercompany payables - edotco BD	(1,681,228)	2,295,053
Intercompany payables - Parent Co.	(264,437)	52,860
Subscribers' security deposit	3,962	(7,581)
Net cash from operating activities	28,760,432	22,079,100

41 Financial instruments - fair values and risk management

A. Accounting classifications and fair values

The following table shows the carrying amounts and fair values, where applicable, of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

In BDT'000	Note	Carrying amount		Total amount
		Financial assets at amortized cost	Other financial liabilities	
31 December 2019				
Financial assets not measured at fair value				
Accounts receivable, net	9	4,973,881	-	4,973,881
Other receivables	9	2,958,516	-	2,958,516
Deposits	10	145,025	-	145,025
Short term investments - FDRs	11	353,580	-	353,580
Cash at bank	12	4,465,016	-	4,465,016
		12,896,018	-	12,896,018
Financial liabilities not measured at fair value				
Interest bearing term loans	15	-	14,059,436	14,059,436
Lease obligation	19	-	32,510,624	32,510,624
Other non-current liability	20	-	3,698,061	3,698,061
Accounts and other payables	21	-	41,287,549	41,287,549
Intercompany payables - edotco BD	23	-	3,625,991	3,625,991
Intercompany payables - Axiata Group Berhad	24	-	1,589,965	1,589,965
Subscribers' security deposit	25	-	245,402	245,402
Short term loan	26	-	7,350,000	7,350,000
Deposit against employee share purchase plan (ESPP)	27	-	1,360,781	1,360,781
		-	105,727,809	105,727,809
31 December 2018				
Financial assets not measured at fair value				
Accounts receivable, net	9	4,157,940	-	4,157,940
Other receivables	9	2,963,108	-	2,963,108
Deposits	10	145,605	-	145,605
Short term investments - FDRs	11	352,982	-	352,982
Cash at bank	12	2,602,332	-	2,602,332
		10,221,967	-	10,221,967
Financial liabilities not measured at fair value				
Interest bearing term loans	15	-	16,113,300	16,113,300
Lease obligation	19	-	510,330	510,330
Other non-current liability	20	-	3,497,283	3,497,283
Accounts and other payables	21	-	38,458,287	38,458,287
Intercompany payables - edotco BD	23	-	5,307,219	5,307,219
Intercompany payables - Axiata Group Berhad	24	-	1,854,402	1,854,402
Subscribers' security deposit	25	-	241,440	241,440
Short term loan	26	-	13,412,821	13,412,821
		-	79,395,082	79,395,082

The Company has not disclosed the fair values for financial instruments because their carrying amounts are a reasonable approximation of fair values.

B. Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- I) Credit risk
- II) Liquidity risk
- III) Market risk

Risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies, procedures and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. This note presents information about the Company's exposure to financial risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

I) Credit risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from subscribers, interconnection operators, roaming partners and dealers.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. In monitoring credit risk, debtors are grouped according to their risk profile i.e. their legal status, financial condition, ageing profile etc. Trade receivables are mainly related to the Company's subscribers/customers, interconnection operators, channel partners and roaming partners for provision of services. The Company's exposure to credit risk on trade and other receivables is mainly influenced by the individual payment characteristics of post paid subscribers, interconnection operators and corporate customers.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

a) Exposure to credit risk

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

In BDT'000	Note	2019	2018
Trade receivables, gross			
Interconnection receivables	9.1	2,570,961	2,485,568
Post-paid receivables	9.1	383,001	362,485
Infrastructure sharing receivables	9.1	235,231	174,882
International roaming receivables	9.1	132,146	180,972
Others	9.1	3,383,090	2,716,175
		6,704,429	5,920,082
Other receivables	9	2,958,516	2,963,108
Deposits	10	145,025	145,605
Short term investments - FDRs	11	353,580	352,982
Cash at bank	12	4,465,016	2,602,332
		14,626,566	11,984,109

The maximum exposure to credit risk for account receivable as at the statement of financial position date by geographic regions was:

In BDT'000	2019	2018
Domestic	6,497,410	5,654,709
Foreign	207,019	265,373
	6,704,429	5,920,082

b) Ageing of accounts receivable

The ageing of gross account receivables at the statement of financial position date was:

31 December 2019

In BDT'000	Not past due	0-90 days past due	91-180 days past due	181-365 days past due	Over 365 days past due
Interconnection receivables	994,275	47,259	39,249	4,653	1,485,525
Post-paid receivables	139,458	117,186	36,079	31,392	58,886
Infrastructure sharing receivables	52,465	96,777	37,493	3,749	44,747
International roaming receivables	11,403	27,408	18,418	511	74,406
Others	2,447,355	424,726	197,394	66,215	247,399
	3,644,956	713,356	328,633	106,520	1,910,963

31 December 2018

In BDT'000	Not past due	0-90 days past due	91-180 days past due	181-365 days past due	Over 365 days past due
Interconnection receivables	837,237	210,370	4,246	37,607	1,396,108
Post-paid receivables	168,085	102,710	22,605	31,899	37,186
Infrastructure sharing receivables	62,970	34,975	35,633	32,303	9,001
International roaming receivables	28,185	29,832	11,738	14,527	96,690
Others	1,712,117	190,051	132,910	164,215	516,882
	2,808,594	567,938	207,132	280,551	2,055,867

c) Impairment losses

Impairment losses on the above receivables were recognized as per the Company policy mentioned in note: 52.5. Quantitative disclosure for such impairment losses are disclosed in note: 9.1.2 of the financial statements.

31 December 2019

In BDT'000	Not past due	0-90 days past due	91-180 days past due	Over 181 days past due	Total
Gross trade receivables	3,644,956	713,356	328,633	2,017,484	6,704,429
Provision for impairment	-	(11,025)	(17,636)	(1,701,887)	(1,730,548)
Net trade receivables	3,644,956	702,331	310,997	315,597	4,973,881

31 December 2018

In BDT'000	Not past due	0-90 days past due	91-180 days past due	Over 181 days past due	Total
Gross trade receivables	2,808,594	567,938	207,132	2,336,418	5,920,082
Provision for impairment	-	(14,801)	(18,405)	(1,728,936)	(1,762,142)
Net trade receivables	2,808,594	553,137	188,727	607,482	4,157,940

II) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its liabilities as they fall due. The Company's approach to managing liquidity (cash and cash equivalents) 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. Typically, the Company ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow forecast, based on time line of payment of financial obligations and accordingly arrange for sufficient liquidity/fund to make the expected payments within due dates. Moreover, the Company seeks to maintain short term and long term lines of credit with scheduled commercial banks and in form of suppliers' credit (showing credit facility) to ensure payment of obligation in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flow projections and credit lines with banks are negotiated accordingly.

In extreme stressed conditions, the Company may get support from the ultimate parent company (Axiata Group Berhad) in the form of shareholders' term loan or equity injection. The Company is not associated with any derivative transaction.

The followings are the financial liabilities of the Company:

31 December 2019

In BDT'000	Carrying amount	Contractual cash flows				
		Total contractual cash flows	6 months or less	6 - 12 months	1 - 2 years	More than 5 years
Non-derivative financial liabilities						
Interest bearing term loans	14,059,436	14,097,482	3,232,457	3,601,005	5,202,010	2,062,010
Accounts payable including liability for capital expenditure	7,006,522	7,006,522	7,006,522	-	-	-
Accrued expenses including accrual for capital expenditure	14,910,440	14,910,440	10,304,081	4,606,359	-	-
Intercompany payables - edotco BD	3,625,991	3,625,991	3,625,991	-	-	-
Intercompany payables - Axiata Group Berhad	1,589,965	1,589,965	1,589,965	-	-	-
Lease obligation	32,510,624	53,281,649	2,444,420	2,425,584	4,762,781	14,462,283
Short term loan	7,350,000	7,350,000	7,350,000	-	-	-
	81,052,978	101,862,049	35,553,436	10,632,948	9,964,791	16,524,293
						29,186,581

31 December 2018

In BDT'000	Carrying amount	Contractual cash flows				
		Total contractual cash flows	6 months or less	6 - 12 months	1 - 2 years	More than 5 years
Non-derivative financial liabilities						
Interest bearing term loans	16,113,300	16,113,300	1,479,597	3,479,597	5,901,746	5,252,360
Accounts payable including liability for capital expenditure	6,938,347	6,943,187	6,943,187	-	-	-
Accrued expenses including accrual for capital expenditure	13,232,210	13,232,210	9,144,315	4,087,895	-	-
Intercompany payables - edotco BD	5,307,219	5,307,219	5,307,219	-	-	-
Intercompany payables - Axiata Group Berhad	1,854,402	1,849,562	-	1,849,562	-	-
Short term loan	13,412,821	13,412,821	10,912,821	2,500,000	-	-
	56,858,299	56,858,299	33,787,139	11,917,054	5,901,746	5,252,360

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

III) Market risk

Market risk is the risk that any change in market prices, such as foreign exchange rates and interest rates will 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.

a) Currency risk

The Company is exposed to currency risk on certain revenues and purchases such as roaming revenues and expenses, telecom equipment purchases, network related costs and interest expense and repayment relating to borrowings incurred in foreign currencies. Majority of the Company's foreign currency transactions are denominated in USD and related to procurement of capital items from abroad. The Company maintains a USD bank account where all receipts from international roaming services are deposited and all corresponding payments are made.

i) Exposure to currency risk

The Company's exposure to foreign currency risk was as follows based on notional amounts (in BDT):

	2019		2018	
	USD	EURO	USD	EURO
Foreign currency denominated assets				
Accounts receivable	207,019	-	265,373	-
Cash at bank	380,131	-	364,027	-
	587,150	-	629,400	-
Foreign currency denominated liabilities				
Interest bearing term loans	(5,271,036)	-	(7,341,348)	-
Accounts and other payables	(3,902,607)	-	(4,143,838)	(2,313)
Intercompany payables - Axiata Group Berhad	(1,589,965)	-	(1,854,402)	-
Interest on borrowings	(7,062)	-	(20,489)	-
	(10,770,670)	-	(13,360,077)	(2,313)
Net exposure	(10,183,520)	-	(12,730,677)	(2,313)

The following significant exchange rates have been applied:

	Average rate		Reporting date rate	
	2019	2018	2019	2018
US Dollar (USD)	84.51	83.70	84.95	83.95
EURO	94.36	100.51	95.09	97.44

ii) Foreign exchange rate sensitivity analysis for foreign currency expenditures

A strengthening or weakening of the BDT, as indicated below, against the foreign currencies at reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the reporting date. The analysis assumes that all other variables, in particular interest rates, remain constant.

In BDT'000	Profit /(loss)		Equity	
	Strengthening	Weakening	Strengthening	Weakening
2019				
USD (0.5% movement)	(50,918)	50,918	(50,918)	50,918
EURO (0.5% movement)	-	-	-	-
	(50,918)	50,918	(50,918)	50,918
2018				
USD (0.5% movement)	(63,653)	63,653	(63,653)	63,653
EURO (0.5% movement)	(12)	12	(12)	12
	(63,665)	63,665	(63,665)	63,665

b) Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. The Company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

i) Profile

The interest rate profile of the Company's interest bearing financial instruments was:

In BDT'000	Carrying amount	
	2019	2018
Fixed rate instruments		
Financial assets		
Short term investments - FDRs	353,580	352,982
Cash at bank	4,465,016	2,602,332
Financial liabilities		
Interest bearing term loans	5,800,000	800,000
Short term loan	7,350,000	13,412,821
	17,968,596	17,168,135
Floating rate instruments		
Financial assets	-	-
Financial liabilities		
Interest bearing term loans	8,259,436	15,313,300
	8,259,436	15,313,300

ii) Cash flow sensitivity analysis for variable rate instruments

A reasonably possible change of 1% interest rate at the reporting date would have increased/(decreased) equity and profit/(loss) by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

In BDT'000	Profit/(loss)		Equity	
	1% increase	1% decrease	1% increase	1% decrease
2019				
Variable rate instruments	(99)	99	(99)	99
2018				
Variable rate instruments	(245)	245	(245)	245

42 Capital management

Capital management refers to implementing policies and measures to maintain sufficient capital, assessing Company's internal capital adequacy to ensure Company's operation as a going concern. The Board of Directors are charged with the ultimate responsibility for maintaining a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. All major investment and operational decisions with exposure to certain amount is evaluated and approved by the Board. The Board of Directors also monitors the return on capital, which the Company defines as post tax result from operating activities divided by average invested capital.

The Company monitors capital using gearing ratio and Return On Invested Capital (ROIC). For this purpose, adjusted net debt is defined as total interest bearing debt, comprising interest-bearing loans and borrowings less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's policy is to maintain a stable gearing ratio supported by low cost borrowing while maintaining a healthy enterprise value of the Company. The Company's gearing ratio at the reporting date was as follows:

In BDT'000	2019	2018
Total interest bearing debts (notes 15 and 26)	21,409,436	29,526,121
Less: Cash and cash equivalents	(4,517,026)	(2,644,237)
Adjusted net debt	16,892,410	26,881,884
Adjusted equity	59,588,895	60,591,633
Adjusted net debt to adjusted net equity	0.28	0.44

Lease liability under IFRS 16 has not been considered for adjusted net debt calculation.

43 Related party disclosures

ii) Transactions with key management personnel

The following statements comprises the Directors of the Board and Key Management Personnel.

In BDT'000	2019	2018
Short term employee benefits	300,717	270,468
Post-employment benefits	10,373	7,204
Other long term benefits	98,253	98,466
	409,343	376,138

iii) Other related party transactions

The Company carried out a number of transactions with related parties in the normal course of business on arms length basis. The name of these related parties, nature of transactions and their total value have been set in accordance with the provisions of IAS 24 "Related party disclosures".

In BDT'000	2019	2018
Name of related parties	Nature	Nature of transactions
Axiata Management Service	Axiata Group Company	Expenses paid on behalf
Axiata Group Berhad	Shareholder	Expenses paid on behalf, management fee
Axiata Digital Services	Axiata Group Company	Revenue
	Axiata Group Company	Media related expenses
	Axiata Group Company	Roaming revenue
Smart Axiata Co. Limited	Axiata Group Company	Roaming expenses
	Axiata Group Company	Roaming revenue
Dialog Axiata PLC	Axiata Group Company	Roaming expenses
	Axiata Group Company	Other expenses
	Axiata Group Company	Roaming revenue
Celcom Axiata Berhad	Axiata Group Company	Roaming expenses
	Axiata Group Company	Roaming revenue
PT XL Axiata Tbk	Axiata Group Company	Roaming expenses
	Axiata Group Company	Roaming revenue
NTT DOCOMO INC.	Shareholder	Roaming revenue
	Shareholder	Roaming expenses

In BDT'000		2019	2018
edotco Bangladesh Co Ltd	Axiata Group Company	13,420,481	12,963,224
	Axiata Group Company	(17,398)	(22,647)
	Axiata Group Company	(31,291)	(445)
edotco Investments (Labuan) Limited	Axiata Group Company	-	(10,062,000)
	Axiata Group Company	(167)	(247)
M1 Limited (M1)	Axiata Group Company	301	289
	Axiata Group Company	(75)	(103)
Ncell Private Limited	Axiata Group Company	39	108
	Axiata Group Company	(33,250)	(28,602)
Bharti Airtel	Shareholder	(22,947)	(34,378)
	Shareholder	4,607	3,717
Idea Cellular Limited	Axiata Group Company	-	(351)
	Axiata Group Company	-	1,711

iii) Receivables/(payables) with related parties

In BDT'000			2019	2018
Name of related parties	Nature	Receivable/(Payable)		
Axiata Management Service	Axiata Group Company	Receivable	8,213	4,840
Axiata Group Berhad	Shareholder	Payable	(1,589,966)	(1,854,402)
Axiata Digital Services	Axiata Group Company	Receivable	410,125	-
		Payable	(1,160,283)	(28,589)
Smart Axiata Co. Limited	Axiata Group Company	Receivable--roaming	0.03	0.0
	Axiata Group Company	Payable--roaming	(0.5)	-
	Axiata Group Company	Receivable--others	0.04	53.0
Dialog Axiata PLC	Axiata Group Company	Receivable--roaming	74,530	74,469
	Axiata Group Company	Payable--other expense	(37,178)	(31,806)
	Axiata Group Company	Payable--roaming	(26,744)	(26,733)
Celcom Axiata Berhad	Axiata Group Company	Receivable--roaming	18	13
	Axiata Group Company	Payable--other expense	(10,560)	(10,560)
	Axiata Group Company	Payable--roaming	(7.9)	(3.2)
PT XL Axiata Tbk	Axiata Group Company	Receivable--roaming	0.2	1.1
	Axiata Group Company	Payable--roaming	(1.0)	(3.4)
NTT DOCOMO INC.	Shareholder	Receivable--roaming	160	482
	Shareholder	Payable--roaming	(594)	(204)
edotco Bangladesh Co Ltd	Axiata Group Company	Payable	(3,625,992)	(5,307,219)
M1 Limited (M1)	Axiata Group Company	Receivable - Roaming	28	111
	Axiata Group Company	Payable - Roaming	(70)	(122)
Ncell Private Limited	Axiata Group Company	Receivable - Roaming	103	51
	Axiata Group Company	Payable - Roaming	(68)	(29)
Bharti Airtel	Shareholder	Receivable - Roaming	28,972	40,326
	Shareholder	Receivable - A2P & P2P	1,832	11,901
	Shareholder	Payable - A2P & P2P	(2,906)	(2,906)
	Shareholder	Payable - Roaming	(10,129)	(5,691)
	Shareholder	Payable-Support service	-	(3,739)
Idea Cellular Limited	Axiata Group Company	Receivable - Roaming	-	694
	Axiata Group Company	Payable - Roaming	-	(1,974)

44 Expenditure and revenue in foreign currency during the year

In BDT'000	2019	2018
CIF value of imports		
Telecommunication equipment	5,716,223	11,674,141
Expenditure in foreign currency		
Transaction with group companies	849,754	363,999
International roaming cost	58,680	88,720
Interest on foreign loan	315,508	396,685
Consultancy fee	10,502	5,532
Foreign earnings		
Revenue from roaming partners	157,637	162,355
Proceeds from edotco share sales	-	10,062,000

45 Capital commitments

In BDT'000	2019	2018
Purchase orders - capital expenditures	9,657,874	5,345,214
	9,657,874	5,345,214

46 Contingencies and material litigations

The Company has number of litigations with different regulatory authorities, which are currently being contested in various forums. These litigations comprise of Robi and Airtel (pre-merger i.e. before 16 November 2016) litigations. In compliance with its internal processes and governance scheme, the Company has obtained legal opinions from its internal legal team and/or external legal counsels regarding the potential impact of such disputes. Management has duly evaluated the said legal opinions and duly assessed the expected outcome of these litigations in accordance with International Accounting Standard to provide fair representation thereof in these financial statements. Accordingly, following are the material litigations in these financial statements considering the probability assessment as per IAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

a) Claim related to Information System Audit by BTRC

Bangladesh Telecommunication Regulatory Commission (BTRC) conducted an Information System Audit (IS Audit) on Robi for the years between 1997 to 2014. Subsequently, BTRC issued a claim of BDT 8,672,391,476 against Robi on 31 July 2018 (the "Claim"). A substantial part of the Claim includes claim of VAT on spectrum fees and VAT rebate/credit cancellation, which are either part of other ongoing litigations or in respect of which BTRC have no jurisdiction to claim relevant amount.

Robi has disputed the Claim in its entirety raising inaccuracies, irrationality, flaws and lack of jurisdiction including limitation period in issuing the demand. Legal opinion obtained by the Company states that the Claim has no legal basis. In an attempt to resolve the dispute, Robi served a Notice of Arbitration to BTRC on 20 May 2019. However, BTRC refused to discuss or arbitrate.

On 13 June 2019, despite Robi's Notice of Arbitration, the BTRC directed Robi to make payment within 10 days. Challenging the demand, Robi filed a suit on 25 August 2019 before the Joint District Judge, Dhaka seeking a declaration and permanent injunction against BTRC's Information System Audit Claim. The Hon'ble District Court admitted the suit.

Additionally, Robi also filed an application seeking an interim relief of a temporary injunction restraining BTRC from demanding payment on the basis of the Claim, and also restraining BTRC from causing any interference with the operation of Robi's business. The District Court declined to grant an injunction. As a result, Robi preferred an appeal before the Hon'ble High Court Division in respect of rejection of the temporary injunction application. The Honorable High Court, by an order dated 5 January 2020, issued an injunction upon BTRC on condition that Robi makes a deposit of BDT 1,380,000,000 in five instalments. On 14 January 2020, Company has deposited BDT 276,000,000 to comply with the order of High Court Division to secure the injunction. Since, the deposit is part of the legal process, the amount deposited is recoverable after the resolution of the suit filed in respect of the claim.

The Company is confident that it can successfully challenge the demand.

b) Claim related to SIM replacement tax by Large Taxpayers Unit (LTU)

On 9 June 2015, National Board of Revenue (NBR) imposed tariff price on subscriber identity module or subscriber identification module, widely known as a SIM card. The tariff includes supplementary duty (SD) and VAT on the SIM card (combinedly known as SIM Tax). By way of a letter of explanation dated 13 June 2005, NBR clarified that SIM tax will not be applicable if SIM is lost, stolen or damaged, provided that mobile number remains the same.

In 2011, LTU of NBR purportedly started an investigation over SIM replacement process against all mobile operators. On the tenet of the investigation, LTU initiated a Miscellaneous Case ("Oniyom Mamla") in February 2012 claiming BDT 30 billion from four mobile phone operators for the SIMs replaced between Mar 2007 and June 2011. It is pertinent to note that there was no SIM replacement tax up until 2014.

In October 2012, four Mobile Operators including Robi (and Airtel) filed Writ before the High Court seeking redressal of the claim made by the LTU. After an extensive hearing, The Honorable High Court disposed the Rule with a direction ordering LTU and NBR to resolve the issues within 120 days.

Subsequently in July 2013, a Terms of Reference (TOR) was agreed. A committee was formed comprising of LTU, NBR, BTRC, Association of Mobile Telecom Operators of Bangladesh (AMTOB) and representative of Operators to review the SIM replacement process. Subscriber registration documents and Call Details Record (CDR) were considered for this review process. The committee outlined a Terms of Reference (TOR) to carry out the review. The committee randomly selected 1100 SIM from Airtel, 1200 SIM from Banglalink, 1400 SIM from Grameenphone and 1200 SIM from Robi for this review process. It was the understanding of the parties that the findings would be applicable for the entire demand period.

A report was finalized in August 2013 based on the review of subscriber registration documents and CDR as outlined in the TOR. The report was signed by the all members of the Review Committee.

In September 2013, the Review Committee reconvened to complete the review process to finalize the report. In October 2013, LTU and NBR representatives of the Review Committee disregarded TOR and submitted the report without any consensus from the other Review Committee Members.

Subsequently, LTU issued demand against Robi for the amount of BDT 4,145,455,400 for the period covering March 2007 to June 2011.

For the period of July 2012 to June 2015, NBR has made a separate demand of BDT 2,852,009,535 on 20 November 2017.

Robi filed appeals before the Customs, Excise and VAT Appellate Tribunal by paying 10% of the demanded amount. The appeal was rejected by the Tribunal. Against the Tribunal's Orders, Robi filed appeal before the High Court Division. The appeal is still pending for hearing.

Since, the deposit of BDT 699,746,494 is part of the legal process, the amount deposited should be recoverable, post the resolution of the issue. Hence, the deposit has been recognized under Note 10 "Advance, deposits and prepayments" of these financial statements.

Based on the legal opinion, the Company believes that the claim has no legal basis and will successfully defend its position.

c) Claim related to VAT Audit by LTU

On 30 May 2017, LTU of NBR commenced a routine VAT Audit for the period from January 2013 to December 2016. Accordingly, the Company provided all required information, documents, explanations and reconciliations to the LTU-VAT team. On 6 February 2018, LTU arbitrarily issued five show cause letters including Demand Notices ('the Demand') totaling to BDT 9,244,985,129. In accordance with the Legal Advice, the Company filed Writ petitions on 3 May 2018 with the High Court to challenge the demands.

Robi contested the Demand to be frivolous. NBR found sufficient merit to Review the Demand and recalled the file under section 43 of the VAT Act, 1991, provided Robi discontinue the Writ Petitions at the High Court. Robi obtained legal advice on the way forward and thereafter informed the High Court of non-prosecution of the Writ petitions in question.

NBR referred the matter to the Directorate General of Audit Intelligence and Investigation ("DGAI") to re-examine the claim and the Demand. On 8 July 2018, DGAI formed a Committee comprising of members from NBR, BTRC and Robi ("Review Committee").

A detail Review ensued, however, NBR and LTU members of the Review Committee finalized a 'Report' without any consultation with Robi.

After further persuasion, another Committee was formed, and the Committee submitted a Report to the NBR. Robi objected to insert any new matter in the Report, as the scope of the Audit was limited to the earlier findings of the LTU Audit. Nevertheless, a Report was submitted to NBR for the decision of the Board (NBR Board).

According to the process, in the event NBR or LTU wishes to claim any amount, LTU will have to issue a new claim against Robi, as the existing claim void by virtue of section 43 of the VAT Act, 1991 (Old VAT Act).

Based on legal opinion, the Company believes that the claim has no legal basis and will successfully defend its position.

d) Litigations related to VAT rebate cancellation

VAT rebate cancellation related to Robi

Under the new VAT and SD Act, 2012, which has come into force from 1 July 2019, provisions have been kept to cover almost all the raw-materials of production for which input tax credit can be claimed. There are five litigations related to VAT rebate cancellation by LTU-VAT (NBR) with a total claim amounting to BDT 2,805,525,320.

Input tax credit is the credit deducted or adjusted from the VAT paid by the taxpayer for the supply of goods and services. Similar to VAT Act, 1991, VAT and SD Act, 2012 provides that input VAT credit or rebate can only be obtained against supplies of goods or services subject to 15% VAT.

1. Proportionate rebate cancellation totaling to BDT 2,338,646,742

VAT Authority arbitrarily cancelled proportionate rebate referring to section 19(3) of VAT Rules, 1991. However, this section is applicable for Goods, whereas the related section of service is 19(5) of VAT Rules, 1991.

2. Imported Capital Machinery totaling to BDT 466,878,578

VAT Authority arbitrarily cancelled rebate on following capital machineries: Antenna, Cable, Media Gateway switch, Battery, Modem, Telephone & Telegraphic switch, Power System, Optical multi service systems, Universal service router, Printed service board, Racks etc.

As per New VAT Act, 2012 all items to be rebate-able except a few. However recently, NBR issued a General Order vide 23/VAT/2019 dated 26 October 2019, more items are included in the negative list.

The Company obtained legal opinion and believe that rebate/credit was legitimate, and rebate was obtained as per law. Therefore, cancellation of input VAT rebate/credit relates to capital machineries, spare parts, proportionate VAT rebate cancellation etc. are unlawful. Robi filed appeal against all of these rebate cancellations. Out of these five litigations, four are currently pending before the High Court and one is pending before Customs and Excise VAT Tribunal (CEVT).

In order to file the appeal, Robi had to deposit BDT 280,552,532 as part of the appeal procedure of Bangladesh. Since, the deposit is a part of a legal process, the amount deposited should be recoverable, post the resolution of the issue. Hence, the deposit has been recognized under Note 10 "Advance, deposits and prepayments" of these financial statements.

VAT rebate cancellation related to Airtel

There are four litigations related to VAT rebate cancellation by LTU-VAT (NBR) with a total claim amounting to BDT 442,826,897. The cancellation of input VAT rebate relates to capital machineries, spare parts, proportionate VAT rebate cancellation etc. which is rebate-able as per law. The Company filed appeal against all these rebate cancellations. NBR has compelled and forcefully collected the claimed amount of BDT 103,166,250 against two of the demands. In relation to other two demands, the Company had to deposit BDT 33,966,065 as part of the appeal procedure of Bangladesh.

Since, the deposit is part of the legal process, the amount deposited should be recoverable, post the resolution of the issue. Hence, the deposit has been recognized under Note 10 "Advance, deposits and prepayments" of these financial statements.

Based on the legal opinion, the Company believes that the Claim has no legal basis and will successfully defend its position.

e) Litigations related to Income tax

Income tax reference case related to Robi

Reference applications were filed before the Honorable High Court against the orders of the Taxes Appellate Tribunal for the income year 2005 to 2012. The total claim from National Board of Revenue (NBR) stand at BDT 5,847,161,436 against which tax expense booked in the respective financial statements is BDT 781,977,570.

In addition to above, tax cases are under process in different appeal stages for the income year 2013 to 2015. The total claim from NBR for the mentioned years is BDT 9,292,032,820 against which tax expense booked in the respective financial statements is BDT 8,341,742,790. The main reason for such difference is the disallowance of SIM tax subsidy by NBR as non-deductible expenses for the respective years.

Income tax reference case related to Airtel

Reference applications were filed before the Honorable High Court against the order of the Taxes Appellate Tribunal for the period of 2006 to 2013. The total claim from National Board of Revenue (NBR) for the mentioned years is BDT 477,428,970 against which tax expense booked in the respective financial statements is BDT 250,750,018.

In addition to above, an appeal against the assessment for the year 2014 is pending before the Taxes Appellate Tribunal. The total claim from NBR for the mentioned year is BDT 489,437,975 against which tax expense booked in the respective financial statements is BDT 8,446,519. The reason for such differences are the disallowance of SIM tax subsidy and other arbitrary disallowances by NBR as non-deductible expenses for the respective years.

Based on the legal opinion, the Company believes that both claims have no legal basis and will successfully defend its position.

f) VAT Payment dispute related to 2G License Fee payment

During the 2G License renewal in 2011, BTRC demanded VAT on spectrum fees. Operators agreed to withhold the VAT in compliance with the VAT Act, 1991. However, BTRC refused and demanded the spectrum fees without any deductions. All Operators filed Writ petitions at the High Court including Robi. In Robi's case, Robi challenged the provisions in the VAT Rules and argued that there cannot be any VAT on spectrum and even if there is any VAT on spectrum; any service provided by BTRC is VAT exempted under the VAT Act, 1991. Robi also argued that since BTRC is not a VAT registered entity, BTRC is unable to issue VAT receipts or Mushok Challan-11, which was a requirement under the relevant VAT laws. High Court ordered BTRC to register for VAT and ordered Robi to deposit spectrum fees including VAT to BTRC. Subsequently Robi deposited the amount. However, BTRC refused to register for VAT or issue Mushok Challan and appealed against the High Court decision to the Appellate Division of the Supreme Court.

Despite clear provisions in VAT Act, 1991 or VAT and SD Act, 2012, BTRC is yet to register for VAT, hence defeat legitimate demand of receipt (Mushok Challan-11) by Operators which will then enable Operators to obtain rebate/credit for the VAT paid.

BTRC has also included this claim in the above-mentioned demand notice dated 31 July 2018 (BTRC IS Audit) specified in Note 46 (a).

In relation to the 2nd instalment of spectrum fees (2G License), Robi claimed rebate of BDT 826,848,000 but LTU of NBR cancelled the rebate, as there was no VAT receipt (Mushok Challan-11) issued by BTRC. Robi challenged the cancellation by a separate Writ Petition which is still pending before the Honorable High Court Division.

In both cases, 100% of the License Renewal Fee have been capitalized by Robi per requirement of the law (including the High Court order that BTRC should register for VAT and should issue the VAT receipt or Mushok Challan 11), hence, Robi's VAT exposure should be nil. However, if the Appellate Division's judgement is effective retrospectively, Robi's financial exposure on capitalized License Renewal Fees would increase by 15%.

g) Claim related to VAT on SIM and Scratch Card of Airtel

During Airtel warehouse visit in June 2007, NBR officials was not satisfied with the quantity of inventory related to SIM & scratch card and claimed total SD & VAT amounting to BDT 1,291,943,926 considering it as VAT concealment. Out of the total demand, BDT 434,358,699 was paid by Airtel and given the fact that rest of the SIMs were stored in different offices/distribution houses of Airtel and VAT has been paid at the time of subsequent issuances. However, NBR subsequently claimed VAT of BDT 857,585,227 again without considering the subsequent payments from issuance of different locations in 2009.

Airtel appealed against the demand in Appellate Tribunal which upheld the same claim. Airtel subsequently filed Writ Petition in 2009 before the Honorable High Court. The Honorable High Court pronounced the judgement in favor of Airtel. After the pronouncement of the judgement in the Writ Petition and before the certified copy of the judgement was available, the Government filed Civil Miscellaneous Petition which was opposed by Airtel. But the Appellate Division stayed the judgement and sent the matter for full court hearing. The matter is pending at the Appellate Division of the Supreme Court.

47 List of subsidiary

Name of entity	Ownership interest held directly by the parent - Robi (%)	Ownership interest held by NCI (%)	Total (%)	Principal activities
Red Dot Digital Limited	99.99%	0.01%	100.00%	Focused on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services.

48 Short-term credit facilities

The Company enjoys composite working capital facilities, including both funded and non-funded facilities from 14 banks. The non-funded facilities include Letters of Credit (LC), Shipping Guarantee and Letters of Guarantee. The funded facilities include overdraft facility and short term loan. The aggregate amount of working capital facilities is BDT 60,797 million, non-funded limit is BDT 50,285 million and funded limit is BDT 32,866 million. These credit facilities are unsecured and backed by standard charge documents as per terms and conditions set by respective banks.

49 Number of employees

The Company employed 1,512 (2018:1,564) permanent employees. All employees receive total remuneration in excess of BDT 36,000 per annum.

50 Events after the reporting period

There is no significant event which provide additional information of the condition existed at the reporting period which requires either disclosure or adjustment to the financial statements; except for partial payment against BTRC audit claim as mentioned in Note 46 (a) of these financial statements.

51 Basis of measurement

The financial statements have been prepared on going concern basis under the historical cost convention except for the following items, which are measured on an alternative basis on each reporting date.

- (a) Asset Retirement Obligations (ARO) are measured at present value of expected future cash out-flow.
- (b) Defined post-employment benefit plan is measured on the basis of projected unit credit method.
- (c) ROU asset & lease liabilities are measured considering contractual cash out-flows and incremental borrowing rate under the guidance of IFRS 16 "Leases".

52 Significant accounting policies

The accounting policies set out below have been applied consistently (otherwise as stated) to all periods presented in these financial statements.

52.1 Property, plant and equipment

52.1.1 Recognition and measurement

Items of Property, plant and equipment (PPE) are measured at cost less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner. Cost also includes initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located and capitalized borrowing costs. The costs of obligations for dismantling and removing the item and restoring the site (generally called 'asset retirement obligation') are recognized and measured in accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets". Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

52.1.2 Subsequent costs

The cost of replacing or upgrading part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognized in the statement of profit or loss and comprehensive income as incurred.

52.1.3 Depreciation

No depreciation is charged on freehold land as it has unlimited useful life.

Depreciation on other items of property, plant and equipment is recognized on a straight-line basis over the estimated useful lives of each item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. For property, plant and equipment, depreciation is charged from the date of capitalization up to the immediately preceding day of disposal. Depreciation method, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. The current and comparative depreciation rates are as follows:

	<u>2019</u>	<u>2018</u>
Building	2.50%	2.50%
Furniture and fixture	12.5%-20%	12.5%-20%
Office and other equipment	20%	20%
Computer	25%	25%
Billing equipment	20%	20%
Telecom equipment and infrastructure	7-20%	7-20%
IT infrastructure	20%	20%
IT applications	20%	20%
Motor vehicle	20%	20%

52.1.4 Capitalization of borrowing costs

The amount of interest on term loan obtained and used exclusively for the purchase or acquisition of capital assets is being capitalized during construction period for all qualifying assets as per IAS 23 "Borrowing Costs". Subsequent costs are charged to statement of profit or loss and comprehensive income. No borrowing cost has been capitalized during 2019.

52.2 Intangible assets

52.2.1 Recognition and measurement

Intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment loss, if any. Intangible assets are recognized when all the conditions for recognition as per IAS 38 "Intangible Assets" are met. The cost of an intangible asset comprises its purchase price, import duties and non-refundable taxes and any directly attributable cost of preparing the asset for its intended use. Intangible assets with finite useful lives comprise software, spectrum acquisition charge, 2G license renewal fee, 3G license fee, 4G license and Tech Neutrality fee, customer list and brand.

Goodwill arising on business combination is measured at cost less accumulated impairment losses.

52.2.2 Subsequent costs

Subsequent costs are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. All other costs are recognized in profit or loss as incurred.

52.2.3 Amortization

Amortization of the intangible assets is recognized on a straight-line basis over the estimated useful lives of each item. Goodwill is not amortized. The useful lives of the items at the reporting date are as follows:

	2019	2018
	<u>In years</u>	<u>In years</u>
Software	4	4
Spectrum assignment fee	18	18
2G license fee	15	15
3G license fee	15	15
4G license fee	15	15
Tech neutrality fee	2.84-8.79	2.84-8.79
Customer list	2.5	2.5
Brand	3	3

2G and 3G license acquired through business combination are amortized over the remaining tenure of the license.

52.3 Leases

The Company has applied IFRS 16 "Leases" using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 and IFRIC 4. The details of accounting policies under IAS 17 and IFRIC 4 are disclosed separately.

Policy applicable from 1 January 2019

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16.

This policy is applied to contracts entered into, on or after 1 January 2019.

As a lessee

At commencement or on modification of a telecom infrastructure/equipment sharing related contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of land/ building the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date/transition date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

For leased asset, useful life has been determined shorter of lease term or useful life.

Depreciation rates of right-of-use assets are as follows:

	<u>2019</u> <u>In years</u>
Land & building	1.1 - 40
Transmission fiber	10 - 15
Telecom equipment and infrastructure	2.5 - 15

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

For lease term consideration, the company considers non-cancellable period. Option to extend is considered only if that is a legally enforceable right.

Lease payments included in the measurement of the lease liability generally comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets and lease liabilities separately in the statement of financial position.

Short-term leases

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

At inception or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If an arrangement contains lease and non-lease components, then the Company applies IFRS 15 "Revenue from contracts with customers" to allocate the consideration in the contract.

The Company applies the derecognition and impairment requirements in IFRS 9 "Financial Instruments" to the net investment in the lease. The Company further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other revenue'.

Generally, the accounting policies applicable to the Company as a lessor in the comparative period were not different from IFRS 16.

Policy applicable before 1 January 2019

For contracts entered into before 1 January 2019, the Company determined whether the arrangement was or contained a lease based on the assessment of whether:

- fulfilment of the arrangement was dependent on the use of a specific asset or assets; and
- the arrangement had conveyed a right to use the asset. An arrangement conveyed the right to use the asset if one of the following was met:
- the purchaser had the ability or right to operate the asset while obtaining or controlling more than an insignificant amount of the output;
- the purchaser had the ability or right to control physical access to the asset while obtaining or controlling more than an insignificant amount of the output; or
- facts and circumstances indicated that it was remote that other parties would take more than an insignificant amount of the output, and the price per unit was neither fixed per unit of output nor equal to the current market price per unit of output.

As a lessee

In the comparative period, as a lessee the Company classified leases that transferred substantially all of the risks and rewards of ownership as finance leases. When this was the case, the leased assets were measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Minimum lease payments were the payments over the lease term that the lessee was required to make, excluding any contingent rent. Subsequent to initial recognition, the assets were accounted for in accordance with the accounting policy applicable to that asset.

Assets held under other leases were classified as operating leases and were not recognized in the Company's statement of financial position. Payments made under operating leases were recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received were recognized as an integral part of the total lease expense, over the term of the lease.

As a lessor

When the Company acted as a lessor, it determined at lease inception whether each lease was a finance lease or an operating lease.

To classify each lease, the Company made an overall assessment of whether the lease transferred substantially all of the risks and rewards incidental to ownership of the underlying asset. If this was the case, then the lease was a finance lease; if not, then it was an operating lease. As part of this assessment, the Company considered certain indicators such as whether the lease was for the major part of the economic life of the asset.

52.4 Financial instruments

52.4.1 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 the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

On initial recognition, a financial asset is classified and measured at amortized cost; Fair Value through Other Comprehensive Income (FVOCI) – debt investment; FVOCI – equity investment; or Fair Value through Profit and Loss (FVTPL). Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL.

Financial assets of the Company include accounts receivables, other receivables, cash and cash equivalents and deposits.

(a) **Accounts receivables**

Accounts receivable represent the amounts due from mobile telephony subscribers for telecom services, other operators for interconnection services, international roaming services, infrastructure sharing and includes both billed and unbilled portion of such services at the date of statement of financial position, receivable from channel partners, other non-mobile receivables, receivable for mobile money service. Accounts receivable are stated net of provision for doubtful debts.

(b) **Other receivables**

Other receivables comprise indemnification assets arising from business combination.

(c) **Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits with original maturities of three months or less. Overdrawn balances that are cleared subsequently form an integral part of the Company's cash management, have been deducted from cash and cash equivalents.

52.4.2 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.

Financial liabilities include lease obligation, accounts and other payables, intercompany payable, subscribers' security deposit, interest bearing term loans, suppliers' credit and short term loan.

Accounts payable and other financial liabilities

Accounts and other payables and other financial liabilities are recognized when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the group of resources embodying economic benefits.

52.5 Impairment

(a) **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 the Company'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 the Company 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).

Based on the above, loss allowance is measured on lifetime ECL using a PD x LGD x EAD methodology as follows:

- PD ('probability of default') – the likelihood that the debtor would not be able to repay during the contractual period;
- LGD ('loss given default') – the percentage of contractual cash flows that will not be collected if default happens; and
- EAD ('exposure at default') – the outstanding amount that is exposed to default risk

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:

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

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

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

(b) **Non-financial assets**

The carrying amounts of Company's assets are reviewed to consider possible impairment of assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of the asset or its cash generating unit exceeds its recoverable amount. Impairment losses, if any, are recognized in the statement of profit or loss and other comprehensive income. Impairment losses are allocated first to reduce the carrying amount of any goodwill allocated to the Cash Generating Unit (CGU), and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

52.6 Inventories

Inventories consist of SIM cards, starter kits, scratch cards and handsets which are valued at lower of cost and net realizable value. Cost of the SIM cards, starter kits and scratch cards are determined by the weighted average basis and comprises all cost of purchases and other cost incurred in bringing the inventories to their present location. Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of the inventories to the lower of cost and net realizable value.

Net realizable value represents the estimated selling price in the ordinary course of business, less all estimated cost of completion and the estimated cost necessary to make the sale.

52.7 Employee benefits

The Company maintains both defined contribution plan and defined benefit plan for its eligible permanent employees in accordance with local conditions and practices. The eligibility is being determined according to the terms and conditions set out in the respective deeds.

(a) Defined contribution plan

The Company maintains contributory recognized provident fund for its eligible permanent employees. The recognized provident fund is being considered as defined contribution plan as it meets the recognition criteria specified for this purpose. The Company's obligation for each period is determined by the amount contributed for that period. The Company recognizes contribution to defined contribution plan as an expense when an employee has rendered services in exchange for those contributions.

(b) Defined benefit plan

The Company operates a funded gratuity scheme. This gratuity scheme is considered as defined benefit plan as it meets the recognition criteria. The company's obligation is to provide the agreed benefits to the eligible employees as per condition of the fund.

The net defined benefit liability (asset) in respect of a defined benefit plan is recognized in the statement of financial position. The net defined benefit liability (asset) is made up of:

- i) the present value of defined benefit obligation; less
- ii) the fair value of plan assets; adjusted for
- iii) any effect of limiting a net defined benefit asset to the asset ceiling.

Present value of defined benefit obligation is determined by professional actuary. Projected Unit Credit method is used to measure the present value of defined benefit obligations and related current and past service cost by using mutually compatible actuarial assumptions about demographic and financial variables.

Current service cost, past service cost and gain/loss on settlement and net interest on the net defined benefit liability (asset) are recognized in profit or loss. Service cost and gain/loss on settlement are classified as personnel expense and net interest on the net defined benefit liability (asset) is classified as interest expense. Remeasurements of the net defined liability (asset) are recognized in other comprehensive income, comprising:

- i) actuarial gains and losses;
- ii) return on plan asset, excluding amounts included in net interest on the net defined benefit liability (asset).

52.8 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 benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation in compliance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets".

Provisions also include provisions for dismantling, removal or restoration. This provision is reviewed at the end of the reporting period and adjusted to property, plant and equipment to reflect the current best estimation.

Asset retirement obligations

Asset retirement obligations are recognized when there is a legal or constructive obligation as a result of past event for dismantling and removing an item of property, plant and equipment and restoring the site on which the item is located and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of obligation can be made. A corresponding amount equivalent to the provision is also recognized as part of the cost of the related property, plant and equipment. The amount recognized is the estimated cost of decommissioning, discounted to its present value. Changes in the estimated timing of decommissioning or decommissioning cost estimates are dealt with prospectively by recording an adjustment to the provision, and a corresponding adjustment to property, plant and equipment. The Company recognizes ARO in respect of project's site based on the present value of expected expenditures required to settle the obligation. The periodic unwinding of the discount is recognized in profit or loss as finance cost as it occurs.

52.9 Contingencies

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent liabilities and assets are not recognized in the statement of financial position of the Company.

52.10 Taxation

Provision for current year's taxation is based on the elements of income and expenditure as reported in the financial statements and is computed in accordance with the provision of the prevailing Finance Act 2019/Income Tax Ordinance, 1984.

Deferred tax income is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Currently enacted tax rates are used in the determination of deferred income tax.

Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

52.11 Revenue recognition

The Company principally generates revenue from mobile services such as call time, messaging, data services, activation fee, interconnect services, roaming services, sale of devices, infrastructure sharing services and other value added services.

The Company recognizes revenue when a contractual performance obligation is fulfilled by transferring control over the promised services or products to a customer provided that collectability of the consideration is probable. Revenue is measured based on the transaction price i.e. the consideration agreed in the contract with the customer excluding amounts collected on behalf of third parties such as sales taxes.

Mobile services are offered separately and/or as a bundle along with other services and/or devices. For bundled contracts, the Company accounts for individual products and services separately if they are distinct i.e. if a product or service is separately identifiable from other items in the bundled contract and if customers can benefit from it. Revenue is recognized on fulfilment of the individual obligations to the customer. The total transaction price of bundled contracts are allocated among the individual performance obligations based on their relative stand-alone selling prices. The stand-alone selling prices are determined based on the observable price at which the Company sells the products and services on a stand-alone basis. For products and services that are not sold separately, the Company estimates stand-alone selling prices using other methods such as adjusted market assessment approach, cost plus margin approach or residual approach.

Revenues of the Company comprise:

- (a) **Installation charges**
Installation charges revenue represents the revenue arising from prepaid service registration fees, sale of prepaid registration forms, sale of replacement SIMs and fees from ownership change etc.
- (b) **Airtime/Traffic revenue - prepaid**
Revenue from sale of prepaid recharge are deferred at the time of sale and recognized as revenue when services are rendered. Unrecognized amount is presented as unearned revenue and disclosed as current liabilities.
- (c) **Airtime/Traffic revenue - post-paid**
Post-paid revenue is recognized when services are rendered.
- (d) **Roaming revenue**
International roaming revenue is recognized when services are rendered.
- (e) **Interconnection revenue**
Interconnection revenue with other operators is recognized when services are rendered.
- (f) **Value added service**
Revenue from value added services rendered to customers are recognized based on gross amount billed to customers when the Company acts as a principal or recognized after netting off costs paid to content providers when the Company acts as an agent in the transaction.

(g) Data revenue

Data revenue is recognized when services are rendered.

(h) Infrastructure sharing revenue

Lease revenue is generated from the leasing of space on the Company's telecommunication towers, where the customers install and maintain their individual communication network equipment.

(i) Revenue from sale of device

Revenue from sale of device is recognized at the point of time upon delivery and acceptance of the device by the customers where the control is transferred to the customers.

52.12 Foreign currency

Foreign currency transactions are translated into BDT at the rates ruling on the dates of transactions and year end balances of monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing on the reporting date.

Differences arising on conversion are charged or credited to the statement of profit or loss and other comprehensive income.

52.13 Workers' Profit Participation Fund (WPPF)

WPPF means the workers' participation fund established under Bangladesh Labor Act, 2006 (amended in 2013). The Company provides 5% of its net profit before tax as WPPF contribution.

The Company transfers WPPF contribution to the WPPF Trust Fund within nine months from 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 invested in different banks/financial institutions which is disbursed to the employees at the time of retirement/separation from the Company. 10% of fund is being paid to Government Workers Welfare Foundation and remaining 10% to Robi Axiata Limited Employees Welfare Fund.

52.14 Dividend

Dividend distribution to the Company's shareholders is recognized as a liability in the period they are approved by the Board of Directors except for the final and special dividend which are subject to approval by the Company's shareholders.

52.15 Events after the reporting period

In accordance with IAS 10 "Events after the Reporting Period", amounts recognized in the financial statements are adjusted for events after the reporting period that provide additional evidence of conditions that existed at the end of the reporting period. No adjustment is given in the financial statements for events after the reporting period that are indicative of conditions that arose after the reporting period. Material non-adjusting events are disclosed in the financial statements.

(b) Information as required under section 186 of the Companies Act 1994 relating to holding company for the year ended December 31, 2019

Robi Axiata Limited has incorporated "Red Dot Digital Limited" (hereinafter referred to as "Red Dot"), as a subsidiary in November 2019. Red Dot is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur, Bangladesh. The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D etc. Funds related to share capital were not injected and commercial operations have not commenced during the year ended on December 31, 2019 and thus consolidated financials were not prepared. It started its commercial operation in 2020.

(c) Selected ratios as specified in Annexure D of BSEC (Public Issue) Rules, 2015

Robi Axiata Limited

Auditors' certificate regarding calculation of EPS and other ratios

We have examined the following ratios of Robi Axiata Limited (hereinafter referred to as "the Company") for the years ended from 2015 to 2019.

Based on the audited financial statements for the years ended 31 December 2019, 2018, 2017, 2016 and 2015, we certify that the Company has properly calculated the following ratios using stated principles on the basis of audited financial statements:

Ratios	Formula	2019	2018	2017	2016	2015
Liquidity Ratios						
Current ratio (Times)	Current Assets	0.25	0.21	0.23	0.24	0.24
	Currents Liabilities					
Quick ratio (Times)	Current Assets - Closing Inventory	0.25	0.21	0.23	0.24	0.24
	Current Liabilities					
Operating Efficiency Ratios						
Accounts receivable turnover ratio (Times)	Revenue	16.38	12.42	11.43	10.71	13.24
	Average Accounts Receivable					
Inventory turnover ratio (Times)	Cost of Goods Sold	4.89	5.06	47.69	44.14	71.63
	Average Inventories					
Asset turnover ratio (Times)	Revenue	0.47	0.47	0.50	0.44	0.51
	Average Total Assets					
Profitability Ratios						
Gross margin ratio (%)	Gross Margin	37.21%	29.30%	22.60%	10.88%	35.07%
	Revenue					
Operating profit ratio (%)	Operating profit	11.57%	-0.91%	-4.13%	-16.73%	9.34%
	Revenue					
Net profit ratio after tax (%)	Net Profit after Tax	0.23%	3.16%	-0.15%	-13.56%	4.65%
	Net Revenue					
Return on assets ratio (%)	Net Profit after Tax	0.11%	1.50%	-0.08%	-5.91%	2.38%
	Average Total Assets					
Return on equity ratio (%)	Net Profit after Tax	0.28%	3.60%	-0.18%	-13.10%	5.21%
	Average Shareholders' Equity					
Earning per share (BDT)	Net Profit Attributable to Shareholders of the Company	0.04	0.46	(0.02)	(1.88)	0.68
	Weighted Average No. of Ordinary Shares					
EBITDA margin (%)	EBITDA	38.85%	33.82%	21.02%	12.55%	27.71%
	Revenue					
Solvency Ratios						
Debt to total assets ratio (Times)	Total Debt	0.31	0.21	0.21	0.24	0.14
	Total Assets					
Debt to equity ratio (Times)	Total Debt	0.90	0.50	0.51	0.55	0.30
	Shareholders' Equity					
Time interest earned ratio (Times)	Operating Profit + Others Income	1.77	1.92	(0.80)	(8.54)	8.12
	Interest Expense					
Debt service coverage ratio (Times)	Net Operating Income	0.78	(0.10)	(0.67)	(2.20)	1.15
	Debt Service Cost					

Ratios	Formula	2019	2018	2017	2016	2015
Cash Flow Ratios						
Net operating cash flow per share (BDT)	Net Operating Cash Flow	6.10	4.68	3.02	3.35	4.81
	Weighted Average No. of Ordinary Shares					
Net operating cash flow per share/ EPS (BDT)	Net Operating Cash Flow per Share	152.50	10.17	(151.00)	(1.78)	7.07
	EPS					

As a result of implementation of new provision of IFRS 16 "Leases", the solvency ratios are different for 2019 and hence not comparable on same criteria for rest of the years i.e. 2015 to 2018.

Ratios pertinent to the prospectus are in pursuant to rule 4 (1) (d) /Annexure D of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

Industry Average Ratio Comparison with Robi Axiata Limited

Ratios	2019		2018		2017		2016		2015		Rationale
	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	
Liquidity Ratios											
Current ratio (Times)	0.25	0.23	0.21	0.16	0.23	0.28	0.24	0.16	0.24	0.18	The current ratio of Robi Axiata Limited (Robi) has remained consistent over the years. Current ratio indicates that Robi has more current assets to pay for current liabilities compared to industry. High current ratio of Robi indicates higher liquidity and ability to pay shortterm liability when they fall due.
Quick ratio (Times)	0.25	0.23					0.24	0.15	0.24	0.17	The quick ratio of Robi has also remained consistent over the years. High quick ratio compared to industry indicates that Robi has more liquid assets to pay current liabilities than industry peer.
Operating Efficiency Ratios											
Accounts receivable turnover ratio (Times)	16.38	28.49	12.42	25.25	11.43	28.15	10.71	27.45	13.24	22.95	The accounts receivable turnover of Robi has increased in 2019 due to revenue growth coupled with decreased average accounts receivable balance compared to prior year. The industry ratio remained almost consistent over the years.

Ratios	2019		2018		2017		2016		2015		Rationale
	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	
Inventory turnover ratio (Times)	4.89	**	5.06	**	47.69	**	44.14	**	71.63	**	Inventory turnover ratio of Robi has remained consistent in last couple of years. Decrease in inventory turnover ratio over the years is mostly attributable to the decrease in cost of sales in line with decrease in non-mobile revenue.
Asset turnover ratio (Times)	0.47	1.00	0.47	0.99	0.50	0.99	0.44	0.87	0.51	0.80	Asset turnover ratio of Robi has remained consistent over the years indicating company's solid growth (as indicated by year on year sharp growth of revenue) backed by investment to secure future growth of the business. Asset turnover ratio of Robi is quite low compared to industry participant as Robi is at growth stage and expanding business to secure future growth. Adoption of IFRS 16 Leases has offset the impact of revenue growth and thus impacted asset turnover ratio of 2019

Ratios	2019		2018		2017		2016		2015		Rationale
	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	
Profitability Ratios											
Gross margin ratio (%)	37.21%	**	29.30%	**	22.60%	**	10.88%	**	35.07%	**	Robi has achieved sharp growth in gross profit margin in last couple of years due to revenue growth coupled with decline in cost of revenue.
Operating profit ratio (%)	11.57%	46%	-0.91%	43%	-4.13%	39%	16.73%	36%	9.34%	35%	Robi's operating profit ratio has sharply increased from -0.91% to 11.57% mainly due to growth in gross profit margin as indicated above. Operating profit ratio of Robi is quite low compared to industry participant as Robi is at growth stage as evident in year on year revenue growth.
Net profit ratio after tax (%)	0.23%	24%	3.16%	25%	-0.15%	21%	-13.56%	20%	4.65%	19%	Robi turned out to be loss making company in 2016 and 2017 due to restructuring activities related to merger with Airtel Bangladesh Limited. However, the synergy benefit of the merger has started to make its impact from 2018 onwards and hence Robi has recovered its position from loss making to profit making and generating positive net profit on a consistent basis. Despite negative externalities like imposition

Ratios	2019		2018		2017		2016		2015		Rationale
	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	
											of higher minimum tax (from 0.75% to 2.0%), Robi has generated good net profit in 2019.
											Robi has moved back to its positive return trend after couple of years' negative return following merger with Airtel Bangladesh Limited.
Return on assets ratio (%)	0.11%	24%	1.50%	25%	-0.08%	21%	-5.91%	17%	2.38%	15%	However, return on assets has decreased in 2019 compared to 2018 mainly due to first time adoption of IFRS 16 in 2019 and one off gain from edotco share sale in 2018.
											Robi has moved back to its positive return trend after couple of years' negative return following merger with Airtel Bangladesh Limited.
Return on equity ratio (%)	0.28%	92%	3.60%	93%	-0.18%	80%	-13.10%	70%	5.21%	64%	However, return on equity has decreased in 2019 compared to 2018 mainly due to higher income tax burden imposed by the Government, first time adoption of IFRS 16 and one off gain from edotco share sale in 2018.
											Robi EPS is lower compared to industry participant due to lower profitability.
Earnings per share (EPS) (BDT)	0.04	25.56	0.46	24.71	(0.02)	20.31	(1.88)	16.68	0.68	14.59	

Ratios	2019		2018		2017		2016		2015		Rationale
	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	Robi	Industry average*	
EBITDA margin (%)	38.85%	62.98%	33.82%	59.93%	21.02%	56.47%	12.55%	53.91%	27.71%	53.54%	The EBITDA margin of Robi has increased significantly during last couple of years because of revenue growth and cost efficiency. The EBITDA margin of Robi is lower than industry average due to lower revenue base compared to industry average.
Solvency Ratios											
Debt to total assets ratio (Times)	0.31	0.16	0.21	0.10	0.21	0.15	0.24	0.21	0.14	0.26	Debt to total asset ratio of Robi is higher than the industry average ratio. Debt to total assets ratio has increased in 2019 mainly due to first time adoption of IFRS 16 Leases.
Debt to equity ratio (Times)	0.90	0.62	0.50	0.36	0.51	0.56	0.55	0.81	0.30	1.12	Debt to total equity ratio of Robi has remained consistent over the years except for 2015 and 2019. Debt to equity ratio has increased significantly in 2019 mainly due to first time adoption of IFRS 16 Leases.
Times interest earned ratio (Times)	1.77	21.48	1.92	25.79	(0.80)	26.37	(8.54)	14.91	8.12	17.22	Times interest earned ratio is lower than the industry average due to lower profitability. However, this ratio has significantly increased in last couple of years in line with increase in profitability.

Ratios	2019		2018		2017		2016		2015		Rationale
	Robi	Industry average *	Robi	Industry average *	Robi	Industry average *	Robi	Industry average *	Robi	Industry average *	
Debt service coverage ratio (Times)	0.78	**	(0.10)	**	(0.67)	**	(2.20)	**	1.15	**	The debt service coverage ratio of Robi has increased significantly in 2019 as it has generated significantly improved operating profit in the same year.
Cash Flow Ratios											
Net operating cash flow per share (BDT)	6.10	42.50	4.68	44.74	3.02	42.78	3.35	34.18	4.81	28.73	Net operating cash flow per share (NOCFPS) of Robi is lower compared to industry participant due to low profitability coupled with higher number of shares. NOCFPS of Robi has increased in last couple of years in line with growth of the business.
Net operating cash flow per share/EPS (BDT)	152.50	1.66	10.17	1.81	(151.00)	2.11	(1.78)	2.05	7.07	1.97	NOCFPS to EPS of Robi is positive over the years except for 2016 and 2017. Robi's capacity to pay off earnings from operating cash has increased sharply in last couple of years due to higher operating cash flow coupled with lower EPS.

*Since Grameenphone Ltd is the only listed Telecom Company in Bangladesh, we have taken information from the published financials of Grameenphone Ltd. to calculate industry ratios. We have calculated entire ratios of Grameenphone Ltd. for 2018 and 2019 using similar formula (as used for Robi) since annual report for 2019 is yet to be published and 2018 financial statements have been restated. Ratios for the years from 2015 to 2017 have been reproduced from annual report where available. However, we have calculated ratios using similar formula (as used for Robi) where no ratio information is available in the annual report.

**We have not calculated ratios as relevant segregated information is not available in the published financials of Grameenphone Ltd.

Note:

Ratio has been calculated using following formula:

Ratio	Formula
Current ratio (Times)	Current Assets/Currents Liabilities
Quick ratio (Times)	(Current Assets-Closing Inventory)/Currents Liabilities
Accounts receivable turnover ratio (Times)	Revenue/Average Accounts Receivable
Inventory turnover ratio (Times)	Cost of Goods Sold/Average Inventories
Asset turnover ratio (Times)	Revenue/Average Total Assets
Gross Margin Ratio (%)	Gross Margin/Revenue
Operating Profit Ratio (%)	Operating profit / Revenue
Net Profit Ratio (%)	Net Profit after Tax / Net Revenue
Return on Assets Ratio (%)	Net Profit after Tax / Average Total Assets
Return on Equity Ratio (%)	Net Profit after Tax / Average Shareholders' Equity
Earnings Per share (EPS)	Net Profit Attributable to Shareholders of the Company / Weighted Average No of Ordinary Shares
EBITDA Margin (%)	EBITDA / Revenue
Debt to Total Assets Ratio	Total Debt / Total Assets
Debt to Equity Ratio	Total Debt / Shareholders' Equity
Times Interest Earned Ratio	(Operating Profit+Others Income) / Interest Expense
Debt Service Coverage Ratio	Net Operating Income / Debt Service Cost
Net Operating Cash Flow Per Share	Net Operating Cash Flow / Weighted Average no. of Ordinary Shares
Net Operating Cash Flow per Share to EPS	Net Operating Cash Flow Per Share / EPS

(d) Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the companies act, 1994.

Robi Axiata Limited

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

As required under Section-135 (I), Para 24 (I) of Part II of Schedule III to the Companies Act, 1994, we being the auditors of Robi Axiata Limited (hereinafter referred to as "the Company") for the year ended 31 December 2019 do hereby confirm that the following information have been correctly extracted from the audited financial statements for the years 2015 to 2019:

(A) Statement of assets and liabilities

In BDT'000

Particulars	As at 31 December				
	2019	2018	2017	2016 (Restated)	2015
ASSETS					
Property, plant and equipment (PPE), net	100,540,016	99,182,172	91,128,128	78,739,616	62,897,261
Intangible assets, net	23,862,427	29,451,908	30,197,719	34,260,865	23,176,469
Right-of-use asset (ROU), net	26,913,067	-	-	-	-
Deferred tax assets	3,031,595	1,586,415	463,740	-	-
Investment in associate	-	-	3,509,437	-	-
Investment in subsidiary	-	-	-	6,394,854	6,394,854
Non-current assets	154,347,105	130,220,495	125,299,024	119,395,335	92,468,584
Inventories	244,409	282,680	210,834	132,512	87,555
Accounts and other receivables, net	7,932,397	7,121,048	9,743,805	8,088,082	4,398,909
Long term receivables - current portion	-	-	-	-	241
Advances, deposits and prepayments	4,574,123	3,992,642	5,122,121	1,791,959	2,456,814
Short term investments - FDRs	353,580	352,982	-	-	-
Cash and cash equivalents	4,517,026	2,644,237	1,725,366	4,014,306	1,837,130
Current assets	17,621,535	14,393,589	16,802,126	14,026,859	8,780,649
Total assets	171,968,640	144,614,084	142,101,150	133,422,194	101,249,233
EQUITY AND LIABILITIES					
Share capital	47,141,400	47,141,400	47,141,400	47,141,400	35,356,050
Other reserves	6,662,397	6,662,397	6,662,397	6,662,397	-
Retained earnings	5,785,098	6,787,836	4,867,025	4,873,409	11,804,482
Equity	59,588,895	60,591,633	58,670,822	58,677,206	47,160,532
Interest bearing term loans	7,226,995	11,154,106	8,094,034	10,657,332	3,859,199
Asset retirement obligation	374,326	364,506	429,151	546,802	7,718
Employee benefits	363,370	227,648	142,785	-	-
Lease obligation	30,744,041	452,629	-	-	-
Other non-current liability	3,698,061	3,497,283	3,173,865	1,931,553	-
Deferred tax liabilities	-	-	-	3,812,453	13,490,847
Non-current liabilities	42,406,793	15,696,172	11,839,835	16,948,140	17,357,764
Accounts and other payables	41,287,549	38,458,287	40,941,807	29,328,598	19,828,837
Current tax liabilities	5,914,240	4,035,215	3,745,957	4,124,823	4,465,153
Intercompany payables - edotco BD	3,625,991	5,307,219	3,012,166	443,712	197,779
Intercompany payables - Axiata Group Berhad	1,589,965	1,854,402	1,801,542	1,687,083	1,681,913
Subscribers' security deposit	245,402	241,440	249,021	307,717	132,693
Lease obligation	1,766,583	57,701	-	-	3,149
Interest bearing term loans	6,832,441	4,959,194	3,140,000	2,687,165	2,921,413
Short term loan	7,350,000	13,412,821	18,700,000	19,217,750	7,500,000
Deposit against employee share purchase plan (ESPP)	1,360,781	-	-	-	-
Current liabilities	69,972,952	68,326,279	71,590,493	57,796,848	36,730,937
Total liabilities	112,379,745	84,022,451	83,430,328	74,744,988	54,088,701
Total equity and liabilities	171,968,640	144,614,084	142,101,150	133,422,194	101,249,233

FDRs amounting BDT 352,981,988 was presented as part of cash and cash equivalents in 2018 which have now been reclassified to short term investments - FDRs to conform to 2019 presentation. FDRs at the year end in 2015 to 2017 are included in cash and cash equivalents.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

Robi Axiata Limited

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

(B) Statement of profit or loss and other comprehensive income

In BDT'000

Particulars	For the year ended 31 December				
	2019	2018	2017	2016 (Restated)	2015
Revenue	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Cost of revenue	(46,973,632)	(48,063,015)	(52,829,470)	(45,566,581)	(33,523,973)
Administrative expenses	(4,368,878)	(3,964,060)	(3,262,468)	(2,907,782)	(2,455,627)
Selling & distribution expenses	(10,700,576)	(12,441,864)	(11,320,395)	(7,454,488)	(7,465,152)
Operating expenses	(4,109,806)	(4,129,417)	(3,659,381)	(3,757,931)	(3,359,356)
Profit/ (loss) from operations	8,658,856	(616,061)	(2,816,206)	(8,555,358)	4,823,616
Share of profit from associate	-	245,016	306,089	-	-
Gain relating to disposal of shares in edotco BD	-	6,307,547	1,777,770	-	-
Net finance expenses	(5,054,825)	(2,971,050)	(1,326,377)	(809,348)	(485,540)
Foreign exchange gain/(loss)	(167,058)	(182,075)	(677,398)	24,001	143,998
Non-operating income/(expenses)	541,484	30,268	164,427	(91,961)	522,200
Net profit/ (loss) before WPPF	3,978,457	2,813,645	(2,571,696)	(9,432,666)	5,004,274
Expense related to WPPF and welfare fund	(189,450)	(133,983)	-	-	(250,214)
Net profit/ (loss) before tax	3,789,007	2,679,662	(2,571,696)	(9,432,666)	4,754,060
Tax expenses:					
Current tax expense	(2,916,206)	(1,190,402)	(566,768)	(470,308)	(1,415,890)
Deferred tax income/ (expense)	(703,712)	658,081	3,033,880	2,971,901	(935,944)
Net profit/ (loss) after tax	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226
Other comprehensive income/ (expense)					
Items that will not be reclassified to profit or loss:					
Actuarial gain/ (loss) from defined benefit plan	194,900	(53,980)	98,200	-	-
Related taxes	(107,604)	-	-	-	-
Other comprehensive income/ (expense) for the year	87,296	(53,980)	98,200	-	-
Total comprehensive income/ (expense) for the year	256,385	2,093,361	(6,384)	(6,931,073)	2,402,226
Profit/ (loss) attributable to:					
Equity holders of the Company	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226
	169,089	2,147,341	(104,584)	(6,931,073)	2,402,226
Total comprehensive income/ (expense) attributable to:					
Equity holders of the Company	256,385	2,093,361	(6,384)	(6,931,073)	2,402,226
	256,385	2,093,361	(6,384)	(6,931,073)	2,402,226
Basic Earnings per share (EPS) for the year	0.04	0.46	(0.02)	(1.88)	0.68

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

Robi Axiata Limited

Auditor's report under Section-135 (I), Para 24 (I) of Part II of Schedule III to the Companies Act, 1994

(C) Statement of cash flows

In BDT'000

Particulars	For the year ended 31 December				
	2019	2018	2017	2016 (Restated)	2015
Cash flows from operating activities:					
Cash received from customers	84,274,539	74,621,546	68,149,445	55,822,527	54,885,554
Cash paid to suppliers, employees and others	(36,096,707)	(36,659,238)	(36,152,002)	(34,412,450)	(28,433,861)
Cash generated from operations	48,177,832	37,962,308	31,997,443	21,410,077	26,451,693
VAT and tax paid	(19,417,400)	(15,883,208)	(17,761,541)	(9,077,739)	(9,459,563)
Net cash from operating activities	28,760,432	22,079,100	14,235,902	12,332,338	16,992,130
Cash flows from investing activities:					
Acquisition of property, plant and equipment and intangibles	(13,480,013)	(23,418,818)	(20,514,980)	(20,299,731)	(21,776,854)
Proceeds from sale of property, plant and equipment	78,268	28,967	2,694,721	532,768	6,224,297
Payment for Tech neutrality and 4G license	-	(3,988,295)	-	-	-
Interest and insurance claim received	67,437	110,339	158,876	112,490	123,761
Proceeds from sale of edotco BD shares	-	10,062,000	4,969,276	-	-
Loan repayment from/ (to) edotco BD	-	-	740,875	-	(4,448,027)
Acquisition of cash at business combination	-	-	-	793,588	-
Net cash used in investing activities	(13,334,308)	(17,205,807)	(11,951,232)	(18,860,885)	(19,876,823)
Cash flows from financing activities:					
Deposit against ESPP including interest	1,360,781	-	-	-	-
Proceeds from loans and borrowings	24,180,305	54,562,821	35,820,000	46,132,750	8,341,000
Payment of lease obligation	(4,807,911)	(14,542)	-	(3,149)	(7,004)
Repayment of loans and borrowings	(34,286,510)	(58,153,322)	(40,393,610)	(36,564,611)	(3,982,718)
Interest paid	-	-	-	(859,267)	(789,033)
Dividends paid	-	-	-	-	(1,502,632)
Net cash flows from/ (used in) financing activities	(13,553,335)	(3,605,043)	(4,573,610)	8,705,723	2,059,613
Net change in cash and cash equivalents	1,872,789	1,268,250	(2,288,940)	2,177,176	(825,080)
Cash and cash equivalents as at 1 January*	2,644,237	1,375,987	4,014,306	1,837,130	2,662,210
Cash and cash equivalents as at 31 December	4,517,026	2,644,237	1,725,366	4,014,306	1,837,130

*FDRs amounting BDT 352,981,988 was presented as part of cash and cash equivalents in 2018 which have now been reclassified to short term investments - FDRs to conform to 2019 presentation. FDRs at the year end in 2015 to 2017 are included in cash and cash equivalents.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

Robi Axiata Limited

Auditor's report under Section-135 (I), Para 24 (I) and 25 (I), of Part - II of Schedule III to the Companies Act, 1994

D. Dividend

The Company has declared cash dividend @ 4% for the year ended on 31 December 2014 and paid the same in 2015. The Company has not declared any dividend for the years ended on 31 December 2015, 2016, 2017, 2018 and 2019.

E. Robi Axiata Limited ("the Company") is a public company limited by share and domiciled in Bangladesh. The address of the Company's registered office is at Nafi Tower (19 Floor), 53 Gulshan South Avenue, Gulshan - 1, Dhaka 1212, Bangladesh. The Company was formed and incorporated with the Registrar of Joint Stock Companies and Firms in Bangladesh on 22 October 1995 under the Companies Act, 1994 as a public company limited by shares.

Robi Axiata Limited has incorporated "RedDot Digital Limited" (hereinafter referred to as "RedDot"), as a subsidiary in November 2019. RedDot is registered in the Bangabandhu Hi-Tech City, Kaliakoir, Gazipur, Bangladesh. The subsidiary will focus on Hi-Tech/ IT/ITES (IT Enabled Services) sector, developing software technology for mobile, IOT and FinTech services. The subsidiary will also facilitate data centre, incubation centre and R&D etc. It is expected to start its commercial operation in the first quarter of 2020. The paid up capital of Red Dot (BDT 1,000,000) is yet to be transferred to RedDot's bank account. There is no transaction of RedDot in 2019 and hence no financial statements of RedDot have been prepared.

F. No proceeds of the issue of share were applied directly or indirectly by the Company in purchase of any business. However, the Company incorporated a separate company namely edotco Bangladesh Co Ltd. initially with a nominal capital of BDT 10,000,000 and subsequently transferred assets from the Company.

G. The Company did not prepare any audited financial statements after 31 December 2019.

H. Figures appearing previous year's column have been restated/rearranged, wherever necessary to ensure comparison and better presentation. Figures have been rounded off to the nearest thousand Taka in all the financial statements reported under items A to C above.

Date: 16 February 2020

**Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants**

(e) Financial spread sheet analysis for the latest audited financial statements;

Financial Position as at December 31, 2019

Particulars	Amount (BDT'000)	(%)
Assets		
Property, plant and equipment (PPE), net	100,540,016	58.46%
Intangible assets, net	23,862,427	13.88%
Right-of-use asset (ROU), net	26,913,067	15.65%
Deferred tax assets	3,031,595	1.76%
Non-current assets	154,347,105	89.75%
Inventories	244,409	0.14%
Accounts and other receivables, net	7,932,397	4.61%
Advances, deposits and prepayments	4,574,123	2.66%
Short term investments - FDRs	353,580	0.21%
Cash and cash equivalents	4,517,026	2.63%
Current assets	17,621,535	10.25%
Total assets	171,968,640	100.00%
Equity		
Share capital	47,141,400	27.41%
Other reserves	6,662,397	3.87%
Retained earnings	5,785,098	3.36%
Total equity	59,588,895	34.65%
Liabilities		
Interest bearing term loans	7,226,995	4.20%
Asset retirement obligation	374,326	0.22%
Employee benefits	363,370	0.21%
Lease obligation	30,744,041	17.88%
Other non-current liability	3,698,061	2.15%
Non-current liabilities	42,406,793	24.66%
Accounts and other payables	41,287,549	24.01%
Current tax liabilities	5,914,240	3.44%
Intercompany payables - edotco BD	3,625,991	2.11%
Intercompany payables - Axiata Group Berhad	1,589,965	0.92%
Subscribers' security deposit	245,402	0.14%
Lease obligation	1,766,583	1.03%
Interest bearing term loans	6,832,441	3.97%
Short term loan	7,350,000	4.27%
Deposit against employee share purchase plan (ESPP)	1,360,781	0.79%
Current liabilities	69,972,952	40.69%
Total liabilities	112,379,745	65.35%
Total equity and liabilities	171,968,640	100.00%

Profit or loss and other comprehensive income for the year ended December 31, 2019

Particulars	Amount (BDT'000)	(%)
Revenue	74,811,748	100.00%
Cost of revenue	(46,973,632)	-62.79%
Administrative expenses	(4,368,878)	-5.84%
Selling and distribution expenses	(10,700,576)	-14.30%
Operating expenses	(4,109,806)	-5.49%
Profit/(loss) from operations	8,658,856	11.57%
Share of profit from associate	-	0.00%
Gain relating to disposal of shares in edotco BD	-	0.00%
Net finance expense	(5,054,825)	-6.76%
Foreign exchange loss	(167,058)	-0.22%
Non-operating income	541,484	0.72%
Net profit before WPPF	3,978,457	5.32%
Expense related to WPPF and welfare fund	(189,450)	-0.25%
Profit before tax	3,789,007	5.06%
Income tax expense	(3,619,918)	-4.84%
Net profit for the year	169,089	0.23%

(f) Earnings per share (EPS) on fully diluted basis

Particulars (Amount in BDT)	For the year ended December 31, 2019
Net Profit after Tax	169,089,000
No. of Shares	4,714,140,000
EPS on fully diluted basis	0.04

(g) All extra-ordinary income or non-recurring income coming from other than core operations should be shown separately while showing the Net Profit as well as the Earnings per Share

Particulars (Amount in BDT '000)	For the year ended 31 December 2019
Profit/(loss) before tax	3,789,007
Less: Non-operating income	541,484
Profit before tax excluding extraordinary income	3,247,523
Less: Tax on profit excluding extra ordinary income	3,632,963
Profit/(loss) after tax excluding extra ordinary income	(385,440)
No. of shares	4,714,140
EPS on fully diluted basis (in BDT)	(0.08)

(h) Quarterly or half-yearly EPS should not be annualized while calculating the EPS

Quarterly or half-yearly EPS have not been annualized while calculating the EPS.

(i) Net asset value (with and without considering revaluation surplus/reserve) per unit of the securities being offered at the date of the latest audited statement of financial position

Particulars	As at December 31, 2019 (Figures in BDT '000)
Share capital	47,141,400
Retained Earnings	5,785,098
Other Reserves	6,662,397
Total Shareholders' Equity as on December 31, 2019	59,588,895
Number of shares	4,714,140
Net Asset Value Per Share (in BDT)	12.64

(k) Following statements for the last five years or any shorter period of commercial operation certified by auditors

- i. Statement of long term and short term borrowings including borrowing from related party or connected persons with rate of interest and interest paid or accrued
- ii. Statement of principal terms of secured loans and assets on which charge have been created against those loans with names of lenders, purpose, sanctioned amount, rate of interest, primary security, collateral or other security, re-payment schedule and status
- iii. Statement of unsecured loans with terms and conditions
- iv. Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spare parts, inventory of trading goods etc.
- v. Statement of trade receivables showing receivable from related party and connected persons
- vi. Statement of any loan given by the issuer including loans to related party or connected persons with rate of interest and interest realized or accrued
- vii. Statement of other income showing interest income, dividend income, discount received, other non-operating income
- viii. Statement of turnover showing separately in cash and through banking channel
- ix. Statement of related party transaction
- x. Reconciliation of business income shown in tax return with net income shown in audited financial statements
- xi. Confirmation that all receipts and payments of the issuer above Tk.5,00,000/- (five lac) were made through banking channel
- xii. Confirmation that Bank Statements of the issuer are in conformity with its books of accounts
- xiii. Statement of payment status of TAX, VAT and other taxes or duties

**AUDITORS' CERTIFICATE REGARDING LONG TERM AND SHORT TERM BORROWINGS
INCLUDING BORROWING FROM RELATED PARTY OR CONNECTED PERSONS
WITH RATE OF INTEREST AND INTEREST PAID OR ACCRUED**

Based on our scrutiny of the relevant financial statements of Robi Axiata Ltd. (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify that the Company took the following long term and short term borrowings including borrowing from related party or connected persons during the years from 2015 to 2019:

In BDT'000

Year	Name of bank/ lender	Nature of Relationship	Type of loan	Rate of interest	Balance as on reporting date	Interest paid	Interest accrued
2019	USD 25.2m Sinosure backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.70%	213,053	23,129	32,406
	USD 4.4m SCB offshore facility	Lender	Long Term	6 months USD LIBOR + margin 4.00%	37,378	6,239	
	USD 99m IFC facility	Lender	Long Term	6 months USD LIBOR + margin 1.60%	5,020,605	270,404	283,103
	BDT 1600m EBL facility	Lender	Long Term	9.00%	-	35,950	35,750
	BDT 8000m SCB syndication_SCB portion	Lender	Long Term	8.75%	2,994,200	656,170	670,698
	BDT 8000m SCB syndication_IDCOL portion	Lender	Long Term	8.50%	2,994,200		
	BDT 3800m DBBL facility	Lender	Long Term	9.00%	2,800,000	282,978	283,678
	Total Long term loan				14,059,436	1,274,870	1,305,635
	BRAC Bank Limited	Lender	Short Term	8.50%-9.40%	1,500,000	9,546	9,546
	Commercial Bank of Ceylon PLC	Lender	Short Term	8.50%-9.00%	1,250,000	89,087	89,087
	Eastern Bank Limited	Lender	Short Term	8.50%-9.50%	1,000,000	31,586	31,829
	The Hongkong and Shanghai Banking Corporation Limited	Lender	Short Term	8.25%-9.00%	-	178,641	178,907
	Standard Chartered Bank	Lender	Short Term	8.25%-8.50%	1,200,000	90,504	90,264
	Citibank, N.A.	Lender	Short Term	6.85%-9.00%	1,400,000	69,294	69,394
	Dutch-Bangla Bank Limited	Lender	Short Term	9.00%	-	33,140	33,140
	Jamuna Bank Limited	Lender	Short Term	9.00%	1,000,000	56,169	56,313
	National Credit and Commerce Bank Limited	Lender	Short Term	9.75%	-	4,333	4,333
	Total short term loan				7,350,000	562,299	562,812

2018	USD 29.185m EKN backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.50%	-	1,492	3,845
	USD 42m Finnvera backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 0.98%	-	2,469	8,309
	USD 25.2m Sinosure backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.70%	625,128	33,939	62,035
	USD 4.4m SCB offshore facility	Lender	Long Term	6 months USD LIBOR + margin 4.00%	109,149	9,791	
	USD 99m IFC facility	Lender	Long Term	6 months USD LIBOR + margin 1.60%	6,607,071	300,515	322,496
	BDT 1600m EBL facility	Lender	Long Term	9.00%	800,000	103,483	104,494
	BDT 8000m SCB syndication_SCB portion	Lender	Long Term	7.75%	3,985,976	184,278	362,480
	BDT 8000m SCB syndication_IDCOL portion	Lender	Long Term	8.50%	3,985,976	167,167	
	Total long term loan				16,113,300	803,134	863,659
	BRAC Bank Limited	Lender	Short Term	10.00%	-	233,733	233,532
	Citibank, N.A.	Lender	Short Term	6.75%	1,400,000	99,371	99,367
	Dhaka Bank Limited	Lender	Short Term	9.75%-12.50%-13.50%	-	69,741	69,674
	Eastern Bank Limited	Lender	Short Term	9.50%	1,250,000	88,671	88,678
	The Hongkong and Shanghai Banking Corporation Limited	Lender	Short Term	8.25%	3,500,000	183,381	183,050
	Standard Chartered Bank	Lender	Short Term	8.25%	1,712,821	198,449	198,002
	Jamuna Bank Limited	Lender	Short Term	12.50%	-	180,078	180,536
	The City Bank Limited	Lender	Short Term	10.50%	-	406,650	406,869
	Trust Bank Limited	Lender	Short Term	10.50%	-	59,049	59,655
	National Credit and Commerce Bank Limited	Lender	Short Term	9.25%	1,000,000	170,366	170,366
	Dutch-Bangla Bank Limited	Lender	Short Term	8.75%	3,300,000	223,632	223,632
	Commercial Bank of Ceylon PLC	Lender	Short Term	9.99%	1,250,000	99,957	99,147
	Mutual Trust Bank Limited	Lender	Short Term	12.25%	-	29,114	29,114
	Prime Bank Limited	Lender	Short Term	11.00%	-	78,500	78,958
	One Bank Limited	Lender	Short Term	13.00%	-	12,986	12,986
	Total short term loan				13,412,821	2,133,676	2,133,565

In BDT'000

Year	Name of bank/ lender	Nature of Relationship	Type of loan	Rate of interest	Balance as on reporting date	Interest paid	Interest accrued
2017	USD 100m CDB facility	Lender	Long Term	6 months USD LIBOR + margin 3.50%	-	51,415	34,068
	USD 29.185m EKN backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.50%	93,873	10,970	20,881
	USD 42m Finnvera backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 0.98%	167,846	11,662	38,184
	USD 25.2m Sinosure backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.70%	1,021,081	39,980	84,120
	USD 4.4m SCB offshore facility	Lender	Long Term	6 months USD LIBOR + margin 4.00%	178,284	12,287	
	USD 99m IFC facility	Lender	Long Term	6 months USD LIBOR + margin 1.60%	8,172,950	243,182	277,046
	BDT 1600m EBL facility	Lender	Long Term	8.00%	1,600,000	129,778	129,778
	Total long term loan				11,234,034	499,274	584,076
	BRAC Bank Limited	Lender	Short Term	8.50%-9.00%	2,300,000	22,663	22,663
	Commercial Bank of Ceylon PLC	Lender	Short Term	7.50%	1,000,000	54,193	54,889
	Citibank, N.A.	Lender	Short Term	4.10%-4.50%	1,400,000	44,220	44,220
	Dhaka Bank Limited	Lender	Short Term	6.50%	-	4,302	4,302
	Eastern Bank Limited	Lender	Short Term	7.00%	-	778	786
	The Hongkong and Shanghai Banking Corporation Limited	Lender	Short Term	6.00%-6.25%	3,500,000	180,623	180,623
	Standard Chartered Bank	Lender	Short Term	5.25%-6.00%	4,000,000	309,262	309,831
	The City Bank Limited	Lender	Short Term	7.50%-8.50%	2,500,000	112,294	111,001
	Jamuna Bank Limited	Lender	Short Term	8.50%	2,000,000	32,201	32,201
	Dutch-Bangla Bank Limited	Lender	Short Term	7.00%	2,000,000	21,778	21,778
	Total short term loan				18,700,000	782,314	782,294

2016	FMO-DEG	Lender	Long Term	EBITDA coverage ratio + margin 5.00%	-	12,345	437
	USD 100m CDB facility	Lender	Long Term	6 months USD LIBOR + margin 3.50%	1,390,391	100,315	92,032
	USD 29.185m EKN backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.50%	442,339	16,145	52,819
	USD 42m Finnvera backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 0.98%	601,297	308,235	84,889
	USD 25.2m Sinosure backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.70%	1,340,141	40,570	104,184
	USD 4.4m SCB offshore facility	Lender	Long Term	6 months USD LIBOR + margin 4.00%	233,993	13,942	
	USD 99m IFC facility	Lender	Long Term	6 months USD LIBOR + margin 1.60%	7,736,336	103,357	217,084
	USD 9.8m Shareholder Loan (Interest waived from Axiata Group Berhad)	Ultimate parent	Long Term	6 months USD LIBOR + margin 3.50%	-	-	(151,257)
	BDT 1600m EBL facility	Lender	Long Term	8.00%	1,600,000	16,000	16,356
	Total long term loan				13,344,497	610,908	416,543
	BRAC Bank Limited	Lender	Short Term	6.50%	2,000,000	29,598	80,820
	Commercial Bank of Ceylon PLC	Lender	Short Term	4.90%	1,100,000	24,833	59,833
	Citibank, N.A.	Lender	Short Term	4.10%	1,000,000	21,067	31,067
	Dhaka Bank Limited	Lender	Short Term	6.50%	850,000	18,586	39,389
	Eastern Bank Limited	Lender	Short Term	7.00%	1,000,000	21,167	58,814
	The Hongkong and Shanghai Banking Corporation Limited	Lender	Short Term	5.75%	2,967,750	35,733	97,502
	Standard Chartered Bank	Lender	Short Term	4.00%	7,300,000	58,710	117,488
	The City Bank Limited	Lender	Short Term	7.00%	3,000,000	22,169	62,919
	National Credit and Commerce Bank Limited	Lender	Short Term	7.00%	-	7,666	19,666
	Total short term loan				19,217,750	239,528	567,497

In BDT'000

Year	Name of bank/ lender	Nature of Relationship	Type of loan	Rate of interest	Balance as on reporting date	Interest paid	Interest accrued
2015	FMO-DEG	Lender	Long Term	EBITDA coverage ratio + margin 5.00%	96,718	34,174	22,388
	USD 100m CDB facility	Lender	Long Term	6 months USD LIBOR + margin 3.50%	2,779,022	146,964	176,878
	USD 29.185m EKN backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.50%	777,851	20,182	51,240
	USD 42m Finnvera backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 0.98%	1,142,792	23,333	97,861
	USD 25.2m Sinasure backed SCB facility	Lender	Long Term	6 months USD LIBOR + margin 1.70%	1,689,276	27,282	105,758
	USD 4.4m SCB offshore facility	Lender	Long Term	6 months USD LIBOR + margin 4.00%	294,953	8,943	
	USD 9.8m Shareholder Loan	Ultimate parent	Long Term	6 months USD LIBOR + margin 3.50%	-	286,429	-
	Total long term loan				6,780,612	547,306	454,124
	Commercial Bank of Ceylon PLC	Lender	Short Term	6.00%-6.40%	1,000,000	25,267	25,267
	The Hongkong and Shanghai Banking Corporation Limited	Lender	Short Term	5.75%-6.50%	2,500,000	36,910	36,910
	Standard Chartered Bank	Lender	Short Term	5.75%-6.00%	4,000,000	177,319	177,173
	Total short term loan				7,500,000	239,495	239,349

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING PRINCIPAL TERMS OF SECURED LOANS AND ASSETS ON WHICH CHARGES HAVE BEEN CREATED AGAINST THOSE LOANS

Based on our verification of the related offer letters/sanction advices from concerned lenders and other related documents produced to us by the management of Robi Axiata Limited (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify that the following statement of secured loans and assets on which charges have been created against those loans are consistent with the copies of related offer letters/sanction advices and other related documents as produced to us for scrutiny.

Facility Agreement: 26 December 2012

Name of Borrower: Robi Axiata Limited

Name of Arranger: Standard Chartered Bank (China) Limited

Acting as Facility Agent: Standard Chartered Bank

Name of original lender: Standard Chartered Bank

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Nature of facility	Term Loan Subject to the terms of this Agreement, the lenders make available to The Borrower a dollar term facility in an aggregate amount equal to the total Commitments.				
Purpose	The Borrower shall apply all amounts borrowed by it under the facility towards financing of or to reimburse itself for payments made in respect of: 1. Up to 85 percent of the eligible portion of any invoices presented under the commercial contract; and 2. The sinosure premium.				
Facility limit	USD 25,200,000				
Interest rates	The rate of interest on each Loan for each Interest Period is the percentage rate per annum which is the aggregate of the applicable; 1. Margin (1.70%); and 2. 6 months USD LIBOR On the last day of each interest period The Borrower shall pay accrued interest on the loan to which that interest period relates.				
Repayment	Each loan shall have an interest period of six months. 1. The Borrower shall repay the loans made to it in instalments by repaying on each repayment date an amount which reduces the outstanding loans by an amount equal to 1/10 of all the loans borrowed by The Borrower as at close of business in London on the last day of the availability period. Without prejudice to the foregoing, the loans must be in full on the termination date. 2. The Borrower may not reborrow any Part of the facility which is repaid.				
Securities:	First priority fixed and floating charge on all company's undertakings and assets.				
Status of Assets charged	Securities for the facilities are as follows: Purchase of Telecommunication equipment supplied by Huawei against hypothecation of the Company's: i) Property; ii) Plant; iii) Equipment; iv) All Bank Accounts; and v) Book Debts.				
Other securities	N/A				

Facility Agreement: 23 December 2014

Name of Borrower: Robi Axiata Limited

Name of lender: Standard Chartered Bank, Offshore Banking Unit Bangladesh

Principal Terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Nature of facility	Term Loan Subject to the terms of this Agreement, the lender makes available to The Borrower the terms loan facility of USD 4,400,000 in an aggregate amount.				
Purpose	The Borrower shall apply all amounts borrowed by it under the Facility towards financing of or to reimburse itself for payments made in respect of up to 15 percent of invoices presented under the commercial contract for import of Telecommunication equipment and machinery for its network.				
Facility limit	USD 4,400,000				
Interest rates	The rate of interest on each Loan for each Interest Period is the percentage rate per annum which is the aggregate of the applicable: 1. Margin (4.00%); and 2. 6 months USD LIBOR On the last day of each interest period The Borrower shall pay accrued interest on the loan to which that interest period relates.				
Repayment	Each Loan shall have an interest period of six months. 1. The Borrower shall repay the loans made to it in instalments by repaying on each repayment date an amount which reduces the outstanding Loans by an amount equal to 1/10 of all the loans borrowed by The Borrower as at close of business in London on the last day of the availability period. Without prejudice to the foregoing, the loans must be in full on the termination date. 2. The Borrower may not reborrow any part of the facility which is repaid.				
Securities: First priority fixed and floating charge on all company's undertakings and assets.					
Status of Assets charged	Securities for the facilities are as follows: i) First priority fixed charge and security interest with full title guarantee all of its right, title and interest, present and future, in, under and to the secured agreements, plant and machinery, base station and equipment and any other tangible movable assets and insurance and related proceeds thereto., all bank accounts and book debts but excluding the licenses and the permitted debt service accrual accounts. ii) Lien over certain of the Company's accounts mentioned in the letter of lien.				
Other securities	N/A				

Facility Agreement: 15 September 2010

Name of Borrower: Robi Axiata Limited

Name of Arranger, Facility Agent and Original Lender: China Development Bank Corporation

From Time to Time parties hereto as Lenders: The Bank and Financial Institutions

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Nature of facility	N/A		Term Loan		
	N/A		Subject to the terms of this agreement, the lenders make available to The Borrower a Dollar-denominated term loan facility in an aggregate amount equal to the total commitments.		
Purpose	N/A		The Borrower shall apply all amounts borrowed by it under the facility towards the financing of payments to be made by The Borrower to the supplier in respect of goods and services supplied or to be supplied under the supply contracts.		
Facility limit	N/A		USD 100,000,000		
Interest rates	N/A		The rate of interest on each loan for each interest Period is the percentage rate per annum which is the applicable:		
	N/A		1. Margin (3.50%); and		
	N/A		2. 6-months USD LIBOR		
Repayment	N/A		1. The Borrower shall repay each of the loans in eleven equal and consecutive semi-annual installments with the first instalment due on the first repayment date and each subsequent instalment due on each interest payment date thereafter, provided that in the event of a prepayment pursuant to clause 7 (illegality, prepayment & cancellation), the number of instalments shall be adjusted accordingly.		
	N/A		2. Without prejudice to the foregoing, all outstanding loans shall be repaid in full by the final repayment date.		
Securities:					
Status of Assets charged	N/A		Securities for the facilities are as follows:		
	N/A		Purchase of Telecommunication equipment supplied by Huawei against hypothecation of the Company's:		
	N/A		i) Property;		
	N/A		ii) Plant;		
	N/A		iii) Equipment;		
	N/A		iv) All Bank Accounts; and		
	N/A		v) Book Debts.		
Other securities	N/A		N/A		

Date Of Agreement: 20 December 2012
 Name of The Borrower: Robi Axiata Limited
 Name of the Arranger: Standard Chartered Bank
 Name of Facility Agent: Standard Chartered Bank
 Name of Original Lender: The Financial Institutions

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Nature of facility	N/A	Term Loan			
	N/A	Subject to the terms of this Agreement, the Lenders make available to The Borrower:			
	N/A	1. A dollar term facility in an aggregate amount equal to the Total Facility A Commitments; and			
	N/A	2. A dollar term Facility in an aggregate amount equal to the Total Facility B Commitments.			
Purpose	N/A	The Borrower shall apply all amounts borrowed by it under each Facility towards financing of or to reimburse itself for payments made in respect of:			
	N/A	1. Up to 85 percent, of the Eligible Portion of any invoices presented under the Commercial Contract;			
	N/A	2. For the initial Loan under a Facility up to 100 percent. of the Finnvera Premium in respect of that Facility,			
	N/A	In each case as approved in the Finnvera Guarantee, provided that if a Facility has been utilised to finance or reimburse (in whole or in part) the amounts due or payable in respect of a particular Purchase Order, no other amounts due or payable in respect of that Purchase Order may be financed or reimbursed through the utilization of another Facility.			
Facility limit	N/A	USD 42,000,000			
Interest rates	N/A	The rate of interest on each Loan for each Interest Period is the percentage rate per annum which is the aggregate of the applicable:			
	N/A	1. 0.98% Margin; and			
	N/A	2. 6 months USD LIBOR.			
Repayment	N/A	Repayment of Facility A Loans:			
	N/A	1. The Borrower shall repay the Facility A Loans made to it in instalments by repaying on each Facility A Repayment Date an amount which reduces the outstanding Facility A Loans by an amount equal to 1/10 of all the facility A Loans borrowed by The Borrower as at close of business in London on the last day of the Availability period. Without prejudice to the foregoing, the Facility A.			
		2. The Borrower may not reborrow any part of Facility A which is repaid.			
	N/A	Repayment of Facility B Loans:			
1. The Borrower shall repay the Facility B Loans made to it in instalments by repaying on each Facility A Repayment Date an amount which reduces the outstanding Facility B Loans by an amount equal to 1/10 of all the facility B Loans borrowed by The Borrower as at close of business in London on the last day of the Availability period. Without prejudice to the foregoing, the Facility B.					
		2. The Borrower may not reborrow any part of Facility B which is repaid.			
Security					
Status of Assets charged	N/A	Securities for the facilities are as follows:			
		First priority fixed and floating charge on all company's undertakings and assets, all bank accounts, book debts present and future.			
	N/A				
Other securities	N/A	N/A			

Date of Agreement: 10 December 2015

Name of The Borrower: Robi Axiata Limited

Name of the Arranger: International Finance Corporation (IFC)*

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Nature of facility	Term Loan				N/A
	1. Subject to the provisions of this Agreement, IFC agrees to lend, and The Borrower agrees to borrow, the loan consisting of:				N/A
	1a. The first tranche funding being an A loan in the amount of USD 46,000,000 and an MCPP loan in an amount of USD 23,00,000; and				N/A
	1b. The second tranche funding, being additional amounts available for disbursement under the A loan in the amount of USD 20,000,000 and under the MCPP loan in an amount of USD 10,000,000. The second tranche funding shall become effective on the second tranche funding effective date.				N/A
	2. Notwithstanding anything to the contrary herein, IFC shall have the right, at any time and from time to time, by delivery to The Borrower of a notice substantially in the form of schedule 2(A) (form of loan transfer notice), to transfer any amount from the MCPP loan to the A loan, and effective as of the date of such notice the rights and obligations of the parties hereto shall increase with respect to the A loan and decrease with respect to the MCPP loan in accordance with and in proportion to the amount of such transfer.				N/A
Purpose	To utilize the proceed to import of Telecommunication equipment, software and related accessories.				N/A
Facility limit	USD 99,000,000				N/A
Interest rates	Borrower shall pay interest on the loan in accordance with:				N/A
	1. During each interest period, the loan (or, with respect to the first interest period for each disbursement, the amount of that disbursement) shall bear interest at the applicable interest rate for that interest period.				N/A
	2. Interest on each of the A loan and the MCPP loan accrue from day to day, be prorated on the basis of a 360-day year for the actual number of days in the relevant interest period and be payable in arrears on the interest payment date immediately following the end of that interest period; provided that with respect to any disbursement made less than 15 days before an interest payment date, interest on that disbursement shall be payable commencing on the second interest payment date following the date of that disbursement.				N/A
	3. The A Loan Interest Rate and the MCPP Loan Interest Rate for any Interest Period shall be the rate which is the sum of:				N/A
	3a. Margin 1.60%; and				N/A
	3b. 6 months USD LIBOR on the interest determination date for that interest period for 6 months (or, in the case of the first interest period for any disbursement for 1 month, 2 months, 3 months or 6 months, whichever period is closest to the duration of the relevant interest period (or, if two periods are equally close, the longer one) rounded upward to the nearest three decimal places.				N/A
	4. If, for any interest period, IFC cannot determine LIBOR by reference to the Reuters service or any other service that displays ICE rates, IFC shall notify The Borrower and shall instead determine LIBOR:				N/A
	4a. On the second business day before the beginning of the relevant interest period by calculating the arithmetic mean (rounded upward to the nearest three decimal places) of the offered rates advised to IFC on or around 11:00 a.m. London time, for deposits in the loan currency and otherwise in accordance with section 2.03(c)(ii), by any 4 major banks active in the loan currency in the London inter bank market, selected by IFC, provided that if less than four quotations are received, IFC may rely on the quotations so received if not less than 2; or				N/A
	4b. By any 4 major banks active in the loan Currency in the London inter bank market, selected by IFC, provided that if less than four quotations are received, IFC may rely on the quotations so received if not less than 2; or				N/A

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Interest rates	4c. If less than 2 quotations are received from the banks in London in accordance with sub-clause (i) above, on the first day of the relevant interest period, by calculating the arithmetic mean (rounded upward to the nearest three decimal places) of the offered rates advised to IFC on or around 11.00 a.m., New York time, for loans in the Loan Currency and otherwise in accordance with Section 2.03(c)(ii), by a major bank or banks in New York, New York selected by IFC.				N/A
	1. When an interest payment date is not a Business Day, then such Interest Payment Date shall be automatically changed to the next Business Day in that calendar month (if there is one) or the preceding Business Day (if there is not).				N/A
	2. When the day on or by which a payment (other than a payment of principal or interest) is due to be made is not a Business Day, that payment shall be made on or by the next Business Day in that calendar month (if there is one) or the preceding Business Day (if there is not).				N/A
Securities					
Status of Assets charged	N/A				N/A
	N/A				N/A
Other securities	Guaranteed by Axiata Group Berhad				N/A

*Loan from IFC is secured in the form of Guarantee by Axiata Group Berhad. However, no charges has been created against this loan.

Date Of Agreement: 24th December 2011

Name of Borrower: Axiata (Bangladesh) Limited

Arranged By: Standard Chartered Bank

Facility Agent: Standard Chartered Bank

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Nature of facility	N/A		Term Loan		
	N/A		Subject to the terms of this agreement, the lenders make available to The Borrower:		
	N/A		1. A dollar term loan facility in an aggregate amount equal to the total facility A commitments; and		
	N/A		2. A dollar term loan facility in an aggregate amount equal to the Total facility B commitments.		
Purpose	N/A		The Borrower shall apply all amounts borrowed by it under each facility towards financing of or to reimburse itself for payments made in respect of:		
	N/A		1. Up to 88.45 per cent of the eligible portion of any invoices presented under the commercial contact;		
	N/A		2. For the initial loan under a facility up to 100% of the EKN Premium in respect of that facility,		
	N/A		In each case as approved in the EKN offer provided that if a facility has been utilised to finance or reimburse (in whole or in part) the amount due or payable in respect of a particular purchase order, no other amounts due or payable in respect of that purchase order may be financed or reimbursed through the utilisation of another facility.		
Facility limit	N/A		USD 29,185,267		
Interest rates	N/A		The rate of interest on each Loan for each interest period is the percentage rate per annum which is the aggregate of the applicable:		
	N/A		1. Margin (1.50% per annum, including SEK funding cost):		
	N/A		2. 6 months USD LIBOR; and		

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Repayment	N/A		Facility A loans:		
	N/A		1. The Borrower shall repay the facility A loans made to it in instalments by repaying on each facility repayment date an amount which reduces the outstandingfacility A loans by an amount equal to 1/12 of all the Facility A loans borrowed by The Borrower as at close of businessin London on the last day of the availability period. Without prejudice to the foregoing, the facility A loans must be repaid in full on the termination date applicable to facility A.		
	N/A		2.The Borrower may not reborrow any part of facility A which is repaid.		
	N/A		Facility B loans:		
	N/A		1. The Borrower shall repay the facility B loans made to it in instalments by repaying on each facility repayment date an amount which reduces the outstandingfacility B loans by an amount equal to 1/12 of all the Facility A loans borrowed by The Borrower as at close of businessin London on the last day of the availability period. Without prejudice to the foregoing, the facility A loans must be repaid in full on the termination date applicable to facility B.		
	N/A		2. The Borrower may not reborrow any part of facility A which is repaid.		
Securities					
Status of Assets charged	N/A		Securities for the facilities are as follows:		
	N/A		First priority fixed and floating charge on all company's undertakings and assets, all bank accounts, book debts present and future.		
Other securities	N/A		N/A		

Date Of Agreement: 7th February 2006

Name of Borrower: TM International (Bangladesh)

Facility Agent and Lender: FMO & DEG

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Nature of facility	N/A		Term Loan		
	N/A		Subject to the terms of this agreement, the lenders make available to The Borrower:		
	N/A		1. The facility A lenders make available to The Borrower a BDT term loan facility in an aggregate amount equal to the total facility A commitment; and		
	N/A		2. The facility B lenders make available to The Borrower a dollar term loan facility in an aggregate amount equal to the total facility B commitment.		
Purpose	N/A		Facility A purpose:		
	N/A		The Borrower shall apply all amounts borrowed by it under facility A towards financing the purchase and installation of Telecom equipment for extension and development of The Borrower's telecom networks in Bangladesh.		
	N/A		Facility B purpose:		
	N/A		The Borrower shall apply all amounts borrowed by it under facility A towards financing the purchase and installation of Telecom equipment for extension and development of The Borrower's Telecom networks in Bangladesh.		
Facility limit	N/A		Facility A commitment: EUR 18,000,000		
	N/A		Facility B commitment: USD 30,000,000		

Principal terms:	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Interest rates	N/A			The rate of interest on each Facility A loan for each interest period is the percentage rate per annum which is the aggregate of:	
	N/A			1. Margin (5.00% per annum):	
	N/A			The rate of interest on each facility B loan for each interest period is the percentage rate per annum which is the aggregate of:	
	N/A			1. 2.75% Margin; and	
	N/A			2. 6 months USD LIBOR.	
	N/A			Facility A loans:	
Repayment	N/A			1. The Borrower shall repay the facility A loans made to it in instalments by repaying on each facility repayment date an amount which reduces the outstanding facility A loans by an amount equal to 1/16 of all the Facility A loans borrowed by The Borrower as at close of business on the last day of the availability period.	
	N/A			Facility B loans:	
	N/A			1. The Borrower shall repay the facility A loans made to it in instalments by repaying on each facility repayment date an amount which reduces the outstanding facility A loans by an amount equal to 1/10 of all the Facility A loans borrowed by The Borrower as at close of business on the last day of the availability period.	
	N/A			2. The Borrower may not reborrow any part of facility A which is repaid.	
Securities					
Status of Assets charged	N/A			First priority fixed and floating charge on all company's undertakings and assets, all bank accounts, book debts present and future.	
Other securities	N/A			N/A	

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING UNSECURED LOANS WITH TERMS AND CONDITIONS

Based on our scrutiny of the books of accounts and records as well as relevant financial statements and disclosures thereto of Robi Axiata Limited (hereinafter referred to as "the Company") for the years from 2015 to 2019, which have been prepared by management and produced to us for review, we being the auditors of the Company for the year ended 31 December 2019, certify that the Company has following terms and conditions are attached in relation to credit facility:

1 Unsecured loan - Long term

1.1 Lender: Eastern Bank Limited (EBL)

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	N/A	To take over existing funded liability of Airtel Bangladesh Limited with EBL.			N/A
Sanctioned amount	N/A	1,600,000	1,600,000	1,600,000	N/A
Interest rate	N/A	9.00%	8.00%	8.00%	N/A
Primary security/ collateral	N/A	i) Standard Charge documents as per bank's format.			N/A
	N/A	ii) Term Loan Agreement.			N/A
Balance at reporting date	-	800,000	1,600,000	1,600,000	-

1.2 Lender: Dutch-Bangla Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	The term loan shall be utilized as refinancing against already incurred capital expenditure of The Company.	N/A			
Sanctioned amount	3,800,000	N/A			
Interest rate	9.00%	N/A			
Primary security/ collateral	i) Joint promissory note;	N/A			
	ii) Letter of disbursement;	N/A			
	iii) Letter of revival;	N/A			
	iv) Letter of installment;	N/A			
	v) Letter of arrangement;	N/A			
	vi) Letter of authority to debit account;	N/A			
	vii) Resolution of the board of directors of The Borrower to borrow funds, execute document and complete other facilities;	N/A			
	viii) This agreement; or	N/A			
	ix) Sanction letter.	N/A			
Balance at reporting date	2,800,000	N/A			

1.3 Lender: Standard Chartered Bank (SCB) and Infrastructure Development Company Limited (IDCOL)

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	The Borrower shall apply all amounts borrowed by it under the facility for the purposes of optimizing the borrower's core network which will include payment and/or reimbursement of capital expenditure/balancing, modernisation, rehabilitation, and expansion (BMRE) and payment of 4G spectrum/technical neutrality fees and/or license fee.		N/A		
Sanctioned amount	8,000,000	8,000,000	N/A		
Interest rate	8.50%	8.50%	N/A		
Primary security/ collateral	i) Negative pledge on the future assets of the Borrower as described in this agreement;		N/A		
	ii) Letter of comfort by the Axiata Group Berhad to the lenders in the form acceptable to the parties;		N/A		
	iii) The Borrower shall not create or permit to submit any security over any of its assets after the date of this agreement unless approved by the Lenders;		N/A		
	iv) Sell, transfer or otherwise dispose of any of its assets on terms where by they are or may be leased to or re-acquired by the Borrower;		N/A		

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Primary security/ collateral	v) Sell, transfer or otherwise dispose of any of its receivables on recourse terms;		N/A		
	vi) Enter into any title retention arrangement;		N/A		
	vii) Enter into any arrangement under which money or the benefit of a bank or other account may be applied, set-off or made subject to a combination of accounts; or		N/A		
	viii) Enter into or permit to subsist any other preferential arrangement or transaction is entered into primarily as a method of raising financial indebtedness or of financing the acquisition of an asset, unless approved by all lenders (which approval shall not be unreasonably withheld).		N/A		
Balance at reporting date	2,994,200	3,985,976	-	-	-

2 Unsecured loan - Short term

2.1 Lender: BRAC Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	i) Payment of Duty, VAT, Tax through Pay Order; ii) Meet working capital requirements as well as to meet short term fund requirement related with business operation; iii) To make vendor payments.	N/A	i) Payment of Duty, VAT, Tax through Pay Order; ii) Meet working capital requirements as well as to meet short term fund requirement related with business operation; iii) To make vendor payments.		N/A
Sanctioned amount	3,500,000	N/A	2,900,000	2,900,000	N/A
Interest rate	8.50% to 9.40%	N/A	8.50% to 9.00%	6.50%	N/A
Primary security/ collateral	Demand promissory note, letter of continuity and revival, letter of arrangement, general loan agreement, letter of disbursement & letter of debt authority.	N/A	Demand promissory note, letter of continuity and revival, letter of arrangement, general loan agreement, letter of disbursement & letter of debt authority.		N/A
Balance at reporting date	1,500,000	-	2,300,000	2,000,000	-

2.2 Lender: Commercial Bank of Ceylon PLC

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	For working capital including retirement of import bills drawn against sight LC, duty payment and funding local purchases etc.				
Sanctioned amount	1,250,000	1,250,000	1,000,000	1,000,000	550,000
Interest rate	8.50% to 9.00%	9.99%	7.50%	4.90%	6.00% to 6.40%
Primary security/ collateral	Basic charge documents including Promissory note, letter of continuity and revival to be executed by the Company for the amount of BDT 2,900 million.		Basic charge documents including Promissory note, letter of continuity and revival to be executed by the Company for the amount of BDT 2,300 million.		Basic charge documents including Promissory note, letter of continuity and revival to be executed by the Company for the amount of BDT 1,500 million.
Balance at reporting date	1,250,000	1,250,000	1,000,000	1,100,000	1,000,000

Letter of Credit (LC) and Short Term Loan (STL) are mutually interchangeable. However, STL for the year 2015 and 2016 are to be remained within the combined limit of LC and STL amounting to BDT 1,500,000,000 and BDT 2,300,000,000 respectively at any point of time as per facility letter issued by Commercial Bank of Ceylon PLC.

2.3 Lender: Eastern Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	To finance capital expenditure investment.		N/A	To finance capital expenditure investment.	N/A
Sanctioned amount	2,750,000	2,750,000	N/A	1,450,000	N/A
Interest rate	8.50% to 9.50%	9.50%	N/A	7.00%	N/A
Primary security/ collateral	Standard charge documents as per Bank's format.		N/A	Standard charge documents as per Bank's format.	N/A
Balance at reporting date	1,000,000	1,250,000	-	1,000,000	-

2.4 Lender: The Hongkong and Shanghai Banking Corporation Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	N/A	To finance working capital requirements.			
Sanctioned amount	N/A	4,186,000	3,500,000	3,500,000	2,600,000
Interest rate	N/A	8.25%	6.00% to 6.25%	5.75%	5.75% to 6.50%
Primary security/ collateral	N/A	i) Demand promissory note for BDT 8,000,000,000 with letter of continuity and revival;			
	N/A	ii) Letter of comfort for BDT 1,625,000,000 for Telcom International;			
	N/A	iii) Letter of set off to set off between different accounts maintain with the bank;			
	N/A	iv) Blanket counter indemnity for guarantee; or			
	N/A	v) Trade financing general agreement.			
Balance at reporting date	-	3,500,000	3,500,000	2,967,750	2,500,000

2.5 Lender: Standard Chartered Bank

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	For working capital finance.				
Sanctioned amount	1,280,000	1,280,000	4,000,000	8,100,000	4,000,000
Interest rate	8.25% to 8.50%	8.25%	5.25% to 6.00%	4.00%	5.75% to 6.00%
Primary security/ collateral	Demand promissory note and letter of continuation for BDT 3,430,000,000.		Demand promissory note and letter of continuation for BDT 10,250,000,000.		Demand promissory note and letter of continuation for BDT 7,650,000,000.
Balance at reporting date	1,200,000	1,712,821	4,000,000	7,300,000	4,000,000

The Company accepted a Bill of Exchange for BDT 512,820,513 issued by edotco Bangladesh Co Limited with Standard Chartered Bank on 10 December 2018 utilizing the non-funded facility limit provided by the bank.

2.6 Lender: Citibank, N.A.

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	To finance duty payment, shortterm business requirement and day to day working capital requirements in line with business.				N/A
Sanctioned amount	1,400,000	1,400,000	1,400,000	1,000,000	N/A
Interest rate	6.85% to 9.00%	6.75%	4.10% to 4.50%	4.10%	N/A
Primary security/ collateral	i) Demand promissory note and letter of continuity for USD 35,000,000 in equivalent Bangladesh Taka at Bank's prevailing rate from the Company.	i) Demand promissory note and letter of continuity for USD 26,000,000 in equivalent Bangladesh Taka at Bank's prevailing rate from the Company.	i) Demand promissory note and letter of continuity for USD 26,000,000 in equivalent Bangladesh Taka at Bank's prevailing rate from the Company.	i) Demand promissory note and letter of continuity for USD 30,000,000 in equivalent Bangladesh Taka at Bank's prevailing rate from the Company.	N/A
	ii) Board Regulation authorizing the Company to avail the credit facilities;				N/A
	iii) Other Statutory charge documents pertaining to the facilities and as required by the bank; or				N/A
	iv) Security/Collateral for Term Loan Facility cannot be inferior to any existing or future lenders.				N/A
Balance at reporting date	1,400,000	1,400,000	1,400,000	1,000,000	-

2.7 Lender: Dutch-Bangla Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	N/A	To meet up working capital requirement including operational expenses, payment of import duty, VAT, Tax as well as local procurement.	To meet up working capital requirement including operational expenses, payment of import duty and for retirement of shipping documents of imported machinery/equipments.	N/A	N/A
Sanctioned amount	N/A	3,800,000	2,000,000	N/A	N/A
Interest rate	N/A	8.75%	7.00%	N/A	N/A
Primary security/ collateral	N/A	i) D.P. note;		N/A	N/A
	N/A	ii) Letter of arrangement;		N/A	N/A
	N/A	iii) Letter of continuity;		N/A	N/A
	N/A	iv) Letter of Revival;		N/A	N/A
	N/A	v) Trust receipt form to be duly executed;		N/A	N/A
	N/A	vi) Letter of acceptance of usance draft to be duly executed;		N/A	N/A
	N/A	vii) Letter of authority to debit client's amount;		N/A	N/A
	N/A	viii) Resolution of the Board of Directors to borrow funds, execute documents and complete other formalities;		N/A	N/A
	N/A	ix) Any other papers/documents, if required or advised by the Bank's Legal Advisor.		N/A	N/A
Balance at reporting date	-	3,300,000	2,000,000	-	-

2.8 Lender: Jamuna Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	To meet working capital requirement/payment of levy of Government and regulatory body i.e. VAT, Taxes, and Custom Duties and also to retire L/C documents/vendor payments as well as other purposes.	N/A	To meet working capital requirement/payment of levy of Government and regulatory body i.e. VAT, Taxes, and Custom Duties and also to retire L/C documents/vendor payments as well as other purposes.	N/A	N/A
Sanctioned amount	3,450,000	N/A	2,000,000	N/A	N/A
Interest rate	9.00%	N/A	8.50%	N/A	N/A
Primary security/ collateral	i) Documents of title to goods;	N/A	i) Documents of title to goods;	N/A	N/A
	ii) Acceptance of documents;	N/A	ii) Acceptance of documents;	N/A	N/A
	iii) Trust of receipt duly executed;	N/A	iii) Trust of receipt duly executed;	N/A	N/A
	iv) Counter guarantee;	N/A	iv) Counter guarantee;	N/A	N/A
	v) D.P note and other usual documents.	N/A	v) D.P note and other usual documents.	N/A	N/A
Balance at reporting date	1,000,000	-	2,000,000	-	-

2.9 Lender: National Credit and Commerce Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	N/A	To meet up urgent business need for expansion of infrastructure in networking for better service to the customers.	N/A	N/A	N/A
Sanctioned amount	N/A	2,000,000	N/A	N/A	N/A
Interest rate	N/A	9.25%	N/A	N/A	N/A
Primary security/ collateral	N/A	Usual charge documents.	N/A	N/A	N/A
Balance at reporting date	-	1,000,000	-	-	-

2.10 Lender: Dhaka Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	N/A	N/A	N/A	To meet urgent requirement of fund/working capital need/other business requirement.	N/A
Sanctioned amount	N/A	N/A	N/A	1,000,000	N/A
Interest rate	N/A	N/A	N/A	6.50%	N/A
Primary security/ collateral	N/A	N/A	N/A	i) Resolution of the board of Directors of the Company for availing of the credit facilities and for executing charge/ security documents, in conformity with the Memorandum and Articles of Association of the Company shall be obtained.	N/A
Balance at reporting date	-	-	-	850,000	-

2.11 Lender: The City Bank Limited

In BDT'000

Particulars	31-Dec-19	31-Dec-18	31-Dec-17	31-Dec-16	31-Dec-15
Purpose	N/A	N/A	To retire import documents against LC, meet up other working capital requirement, from time to time.		N/A
Sanctioned amount	N/A	N/A	3,300,000	3,300,000	N/A
Interest rate	N/A	N/A	7.50% to 8.50%	7.00%	N/A
Primary security/ collateral	N/A	N/A	i) DP note, Letter of continuity, letter of disbursement, letter of arrangement;		N/A
	N/A	N/A	ii) Counter guarantee from the client for BG;		N/A
	N/A	N/A	iii) The City Bank Limited. will be in equal footing in terms of security with other WC lenders to Robi Axiata Limited in Bangladesh;		N/A
	N/A	N/A	iv) Standard charge documents.		N/A
Balance at reporting date	-	-	2,500,000	3,000,000	-

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING INVENTORIES

We being the auditors of Robi Axiata Limited (hereinafter referred to as "the Company") for the year ended 31 December 2019, certify that the Company has disclosed following figures in relation to inventories as reflected in the audited financial statements for the years from 2015 to 2019:

Particulars	As at 31 December				
	2019	2018	2017	2016 (Restated)	2015
SIM cards and starter kits	34,920	78,456	117,018	66,521	28,992
Scratch cards	19,385	7,758	13,892	9,695	15,822
Device and others	208,143	216,427	96,128	59,726	42,741
Sub Total	262,448	302,641	227,038	135,942	87,555
Provision for obsolescence	(18,039)	(19,961)	(16,204)	(3,430)	-
Total	244,409	282,680	210,834	132,512	87,555

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

**AUDITORS' CERTIFICATE REGARDING TRADE RECEIVABLES
SHOWING RECEIVABLE FROM RELATED PARTY AND CONNECTED PERSONS**

Based on our scrutiny of the books of accounts and records as well as relevant financial statements and disclosures thereto of Robi Axiata Limited (hereinafter referred to as "the Company") for the years from 2015 to 2019 which have been prepared by management and produced to us for review, we being the auditors of the Company for the year ended 31 December 2019, certify that the Company had the following amount of trade receivables including receivables from related parties or connected persons as at dates from 2015 to 2019:

In BDT'000

Particulars	As at 31 December				
	2019	2018	2017	2016 (Restated)	2015
Trade receivables (other than receivable from related parties)	4,458,113	4,029,839	6,674,776	5,060,618	4,322,886
Sub total	4,458,113	4,029,839	6,674,776	5,060,618	4,322,886
Receivable from related parties					
Smart Axiata Co. Limited	0.1	53	376	72	-
Dialog Axiata PLC	74,530	74,469	74,534	76,053	75,526
Celcom Axiata Berhad	18	13	15	21	76
PT XL Axiata Tbk	0.2	1	0.2	0.1	-
NTT DOCOMO INC.	160	482	391	854	421
M1 Limited (M1)	28	111	125	1,599	-
Ncell Private Limited	103	51	120	34	-
Bharti Airtel Limited	30,804	52,227	42,387	12,667	-
Idea Cellular Limited	-	694	654	1,142	-
Axiata Digital Services Sdn Bhd	410,125	-	-	563	-
Sub total	515,768	128,101	118,602	93,005	76,023
Grand total	4,973,881	4,157,940	6,793,378	5,153,623	4,398,909

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING LOAN GIVEN BY ROBI AXIATA LIMITED

Based on our scrutiny of the relevant financial statements of Robi Axiata Limited (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify that as per the disclosure provided in the financial statements for the years from 2015 to 2019, the Company had given a loan to edotco Bangladesh Co Ltd. which was carried in the financial statements at the respective reporting dates for the following years:

In BDT'000

Financial Year	Balance at reporting date	Remarks
2019	-	
2018	-	
2017	-	
2016	647,877	Relationship: A subsidiary
2015	1,040,875	Relationship: A subsidiary

The Company disposed of all of its shares in its subsidiary by 2018.

Interest accrued on the above noted amounts were not segregated. However, these were settled together with other payments made to edotco at the time of settlement of final amount with them.

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING OTHER INCOME

Based on our scrutiny of the books of accounts and records as well as relevant financial statements and disclosures thereto of Robi Axiata Limited (hereinafter referred to as "the Company") for the years 2015 to 2019 which have been prepared by management and produced to us for review, we being the auditors of the Company for the year ended 2019, certify that the Company had the following amount of other income for the years from 2015 to 2019:

In BDT'000

Particulars	For the year ended 31 December				
	2019	2018	2017	2016 (Restated)	2015
Interest income	82,380	103,280	103,078	179,886	216,925
Share of profit from associate	-	245,016	306,089	-	-
Gain realised from sale of shares in edotco BD	-	6,307,547	1,777,770	-	-
Recovery from previous bad debt	15,225	63,224	68,189	130,222	123,888
Foreign exchange gain/ (loss)	(167,058)	(182,075)	(677,398)	24,001	143,998
Gain/ (loss) on sale of assets	19,698	6,699	59,713	(104,795)	(307,512)
Other miscellaneous income/(expense)	521,786	23,569	104,714	12,834	829,712
Total other income	472,031	6,567,260	1,742,155	242,148	1,007,011

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING TURNOVER

We being the auditors of Robi Axiata Limited (hereinafter referred to as "the Company") for the year ended 31 December 2019, after due verification of the statement of turnover prepared and produced to us by management, we certify that the Company's turnover as reflected in the audited financial statements for the years from 2015 to 2019 are as follows:

Particulars	For the year ended 31 December				
	2019	2018	2017	2016 (Restated)	2015
In Cash	-	-	-	-	-
Through banking channel	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724
Total turnover	74,811,748	67,982,295	68,255,508	51,131,424	51,627,724

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING RELATED PARTY TRANSACTIONS

Based on our scrutiny of the financial statements and other relevant records of Robi Axiata Limited (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify that the following transactions took place during the years from 2015 to 2019 with entities and persons who falls into related party category:

Name of Related Party	Relationship	Nature of Transaction	As at and for the year ended 31 December				
			2019	2018	2017	2016	2015
						(Restated)	
Axiata Management Service	Axiata Group Company	Expenses paid on behalf	(3,374)	-	-	-	-
		Receivable	8,213	4,840	4,840	4,840	-
Axiata Group Berhad	Shareholder	Advances, expenses paid on behalf, management fee	254,405	328,400	295,097	330,360	245,322
		Dividend	-	-	-	-	323,831
		Receivable	-	-	-	-	4,780
		Payable	(1,589,966)	(1,854,402)	(1,806,381)	(1,691,923)	(1,694,592)
Axiata Digital Services	Axiata Group Company	Expense reimbursement	-	-	378	(563)	-
		Revenue	(410,125)	(246)	-	-	-
		Media related expenses	1,247,596	28,212	-	-	-
		Receivable	410,125	-	-	563	-
		Payable	(1,160,283)	(28,589)	(378)	-	-
Smart Axiata Co. Limited	Axiata Group Company	Roaming revenue	(0.0)	(352)	(395)	(18)	-
		Roaming expenses	0.5	12	17	-	-
		Other expenses	-	-	-	(53)	-
		Receivable-roaming	0.0	0.0	323	19	-
		Payable-roaming	(0.5)	-	(29)	(12)	-
		Receivable-others	0.0	53	53	53	-
Dialog Axiata PLC	Axiata Group Company	Roaming revenue	(143)	(240)	(303)	(340)	(2,234)
		Roaming expenses	14	7	15	16,155	3,587
		Other expenses	5,372	7,387	6,718	9,181	7,758
		Receivable-roaming	74,530	74,469	74,534	76,053	75,526
		Payable-other expense	(37,178)	(31,806)	(24,419)	(17,701)	(19,902)
		Payable-roaming	(26,744)	(26,733)	(26,734)	(26,768)	-
Celcom Axiata Berhad	Axiata Group Company	Roaming revenue	(81)	(70)	(143)	(196)	(596)
		Roaming expenses	20	22	28	58	526
		Other expenses	-	-	-	3,564	6,423
		Receivable-roaming	18	13	15	21	76
		Payable-other expense	(10,560)	(10,560)	(10,560)	(10,561)	-
		Payable-roaming	(8)	(3)	(19)	(3)	(6,504)
PT XL Axiata Tbk	Axiata Group Company	Roaming revenue	(0.2)	(2)	(0.4)	(4)	(17)
		Roaming expenses	3	11	10	81	91
		Receivable-roaming	0.2	1	0.2	0.1	-
		Payable-roaming	(1)	(3)	(7)	(1)	(10)
NTT DOCOMO INC.	Shareholder	Roaming revenue	(476)	(2,195)	(2,191)	(3,806)	(5,660)
		Roaming expenses	612	1,231	778	527	206
		Dividend	-	-	-	-	29,730
		Receivable-roaming	160	482	391	854	421
edotco Bangladesh Co Ltd	Axiata Group Company/ Associate	Payable-roaming	(594)	(204)	(89)	(158)	(41)
		Loan given	-	-	-	-	4,448,027
		Loan repaid	-	-	(740,875)	(392,998)	(3,407,152)
		Assets sold	-	-	-	2,041,132	12,821,927
		Interest income	-	-	(10,146)	(80,793)	(75,650)
		Infrastructure service expense	13,420,481	12,963,224	12,368,889	12,833,921	8,266,791
		Shared service income	(17,398)	(22,647)	(78,274)	(95,314)	(38,515)
		Revenue	(31,291)	(445)	(714)	(21,818)	(7,836)
		Payment/ (Collection) on behalf	-	-	(2,994)	-	2,588
		Receivable	-	-	-	-	-
		Payable	(3,625,992)	(5,307,219)	(3,012,166)	(443,712)	(197,779)

In BDT'000

Name of Related Party	Relationship	Nature of Transaction	As at and for the year ended 31 December				
			2019	2018	2017	2016 (Restated)	2015
edotco Investments (Labuan) Limited	Axiata Group Company	Share sale of edotco BD	-	(10,062,000)	(4,969,276)	-	-
M1 Limited (M1)	Axiata Group Company	Roaming revenue	(167)	(247)	(367)	(383)	(456)
		Roaming expenses	301	289	666	613	653
		Receivable - Roaming	28	111	125	1,599	-
		Payable - Roaming	(70)	(122)	(308)	(1,567)	-
Ncell Private Limited	Axiata Group Company	Roaming revenue	(75)	(103)	(95)	(58)	-
		Roaming expenses	39	108	302	32	-
		Receivable - Roaming	103	51	120	34	-
		Payable - Roaming	(68)	(29)	(392)	(357)	-
Bharti Airtel/ Airtel Ltd.	Shareholder	Roaming revenue	(33,250)	(28,602)	(13,121)	(496)	-
		A2P & P2P revenue	(22,947)	(34,378)	(42,176)	(3,325)	-
		A2P & P2P expense	-	-	2,033	2,326	-
		Roaming expenses	4,607	3,717	1,480	55	-
		Support service	-	-	2,829	19,091	-
		Receivable - Roaming	28,972	40,326	12,201	2,098	-
		Receivable - A2P & P2P	1,832	11,901	30,186	10,569	-
		Payable - A2P & P2P	(2,906)	(2,906)	(4,191)	(6,539)	-
		Payable - Roaming	(10,129)	(5,691)	(2,023)	(3,670)	-
		Payable-Support service	-	(3,739)	(3,739)	(19,091)	-
Idea Cellular Limited	Axiata Group Company	Roaming revenue	-	(351)	(161)	(805)	-
		Roaming expenses	-	1,711	91	179	-
		Receivable - Roaming	-	694	654	1,142	-
		Payable - Roaming	-	(1,974)	(566)	(538)	-
Transactions with key management personnel							
Key management personnel	Directors	Fees (sitting allowance)	1,585	1,472	1,289	2,021	1,527
Key management personnel	Directors	Monthly allowance	24,157	23,925	23,686	24,147	14,554

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING RECONCILIATION OF BUSINESS INCOME SHOWN IN TAX RETURN WITH NET INCOME SHOWN IN AUDITED FINANCIAL STATEMENTS

Based on our review of the audited financial statements and related income tax returns of Robi Axiata Limited (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify the following reconciliation between business income as shown in income tax returns and income as shown in audited financial statements of the Company during the years from 2015 to 2019:

In BDT					
Particulars	2019	2018	2017	2016	2015
Net Income before tax shown in audited financial statements	3,789,006,531	2,679,661,758	(2,571,695,750)	(9,418,907,642)	4,754,060,000
Add/(less): Unexplained differences		8,237	272	-	(638)
Net income before tax as per income tax returns	-	2,679,669,995	(2,571,695,478)	(9,418,907,642)	4,754,059,362
Add: Transfer pricing adjustment	-	-	3,471,003	1,217,239	-
Less: Non-business income to be considered later	-	(6,662,541,628)	(1,940,560,663)	(75,090,835)	90,586,671
Interest income	-	(103,279,664)	(103,078,141)	(179,885,943)	(216,924,923)
Gain relating to disposal of shares in edotco BD	-	(6,307,547,094)	(1,777,770,000)	-	-
Profit from associate	-	(245,015,523)	-	-	-
Loss/(profit) on disposal of fixed assets	-	(6,699,346)	(59,712,522)	104,795,109	307,511,594
Add: Adjustment for separate consideration:	-	17,289,197,434	15,600,312,805	15,035,252,180	9,147,269,934
Accounting depreciation & amortization	-	17,234,295,217	15,489,506,737	14,849,479,581	8,851,287,084
Provision for doubtful debts	-	54,902,218	110,806,068	185,772,599	295,982,851
Add: Inadmissible expenses as per ITO, 1984	-	-	-	-	185,591,153
Excess perquisites	-	-	-	-	185,591,153
Less: Admissible expenses as per ITO, 1984	-	(23,118,687,461)	(21,818,916,080)	(17,503,685,896)	(13,311,707,373)
Tax depreciation and amortisation	-	(22,708,536,727)	(21,038,053,495)	(15,639,681,169)	(13,864,458,594)
Gain or (loss) on disposal of fixed assets	-	(365,163,328)	(681,875,899)	(1,826,723,001)	621,578,876
Bad debts written off	-	(25,884,514)	(98,986,685)	(37,281,727)	(68,827,656)
Inventory written off	-	(19,102,891)	-	-	-
Total income/ (loss) from business	-	(9,812,361,660)	(10,727,388,413)	(11,961,214,953)	865,799,748
Less: Unabsorbed depreciation	-	-	-	-	(865,799,748)
Net loss from business	-	(9,812,361,660)	(10,727,388,413)	(11,961,214,953)	-
Add: Income from other sources:	-	7,658,747,664	1,184,032,141	179,885,943	216,924,923
Interest income	-	103,279,664	103,078,141	179,885,943	216,924,923
Gain on sale of shares	-	7,555,468,000	1,080,954,000	-	-
Total taxable income/ (loss) as per returns	-	(2,153,613,996)	(9,543,356,272)	(11,781,329,010)	216,924,923
Status of tax return	Not submitted	Assessment under process	Assessment under process	Assessment under process	Assessment completed

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING CONFIRMATION THAT ALL RECEIPTS AND PAYMENTS OF ROBI AXIATA LIMITED ABOVE BDT 500,000 (FIVE LAC) WERE MADE THROUGH BANKING CHANNEL

The management of the Robi Axiata Limited (hereinafter referred to as "the Company") has prepared and maintained various records including statements and ledgers of cash receipts and payments and produced to us for verification. We have examined those records and documents. We have also inquired the management of major cash transactions and sought information and explanations in this connection where necessary. Based on the documents, accounting books and records, information and explanations given to us, we being the auditors of the Company for the year ended 31 December 2019, conclude that the Company did not make any cash transactions above BDT 500,000 either receipts or payments during the years from 2015 to 2019.

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

**AUDITORS' CERTIFICATE REGARDING CONFIRMATION THAT BANK STATEMENTS
OF ROBI AXIATA LIMITED ARE IN CONFORMITY WITH ITS BOOKS OF ACCOUNTS**

The management of Robi Axiata Limited (hereinafter referred to as "the Company") prepared and maintained accounting books and records, bank reconciliation statements and other relevant documents and produced those documents to us for our verification. Bank statements given by the banks were also produced to us by the management. Based on our examination of those statements and documents, we being the auditors of the Company for the year ended 31 December 2019, certify that bank balances of the Company as disclosed in books of accounts (financial statements) conforms with the reconciled balance of related bank statements.

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter.

Date: 16 February 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

AUDITORS' CERTIFICATE REGARDING PAYMENT STATUS OF TAX, VAT AND OTHER TAXES/ DUTIES

Based on our scrutiny of related income tax assessment orders, value added tax returns and statement of import of Robi Axiata Limited (hereinafter referred to as "the Company"), we being the auditors of the Company for the year ended 31 December 2019, certify that the Company has disclosed the following payments of income tax, value added tax and other taxes/ duties in those returns/statements for the years from 2015 to 2019:

In BDT'000

Particulars	2019	2018	2017	2016	2015
Advance tax	1,095,109	900,983	1,613,188	575,492	636,795
Output VAT	11,897,087	9,019,820	9,285,195	3,250,306	5,684,423
VAT paid at import stage	1,143,449	2,605,365	2,428,899	2,506,328	1,922,410
Other Taxes and duties including customs duty, supplementary duty, regulatory duty, excise duty etc.	1,115,166	2,798,284	2,145,521	2,114,935	1,977,065
Total	15,250,811	15,324,451	15,472,804	8,447,061	10,220,693

The above income tax and value added tax (VAT) represents payments made only on behalf of the Company and excludes any withholding income tax and withholding VAT collected and deposited by the Company.

This certificate is issued at the request of the management for the purpose of proposed Initial Public Offering (IPO) under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 and subsequent amendments made thereafter. It may be noted here that the statutory audit for the years from 2015 to 2018 has been conducted by Rahman Rahman Huq, Chartered Accountants.

Date: 16 February 2020

**Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants**

SECTION XXVII:

CREDIT RATING REPORT

CREDIT RATING REPORT [SURVEILLANCE] Robi Axiata Limited

ANALYSTS

Nur Elahee Molla
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RATINGS

Entity Rating	Long Term Loan Rating	Short Term Loan Rating	Rating Outlook
AA ₂	AA ₂ (Lr)	ST-1	Stable

Note: Details of the Rating and Credit facilities are exhibited in Appendix-1
Methodology: CRAB's Corporate Rating Methodology (www.crab.com.bd)

FINANCIAL HIGHLIGHTS & GRAPHS

Date of Rating

25 March 2020

Validity

31 March 2021

EBITDA vs EBITDA Margin



RATING BASED ON:

Audited Financial Statements up to 31 December 2019, Bank Liability position as of 31 December 2019 and other relevant quantitative as well as qualitative information up to the date of rating declaration.

BRIEF PROFILE

Robi Axiata Ltd. (hereinafter also referred to as 'Robi' or 'the Company') is a GSM based mobile telecommunication service provider in Bangladesh operating under the brand name of "Robi". As of 31 December 2019, Robi had a combined subscriber base of 49.00 million ranking as the second largest mobile operator in the telecommunication industry of Bangladesh. Robi Axiata Limited is a joint venture of Axiata Investments (Labuan) Limited of Malaysia, Bharti International (Singapore) Pte. Limited and NTT DOCOMO Inc., of Japan. Axiata Investments (Labuan) Limited holds 68.7% controlling stake in the entity, Bharti holds 25% while the remaining 6.3% is held by NTT Docomo of Japan.

RATIONALE

Credit Rating Agency of Bangladesh Limited (CRAB) has reaffirmed **AA₂(Pronounced Double A Two)** rating of Robi Axiata Limited and **AA₂(Lr)** rating for US\$ 62.4 million aggregate Long Term Outstanding (Foreign) and BDT 8,800.0 million long term outstanding (Local) in the Long Term. CRAB has also assigned **ST-1** rating to BDT 60,791.0 million aggregate Funded and Non Funded limit of the Company in the Short Term.

Financial Highlights

	Year Ended December 31	
(Mil. BDT)	2019	2018
Revenue	74,811.7	67,982.3
EBITDA	28,799.1	16,632.2
EBITDA Margin	38.5%	24.5%
Net Profit After Tax	169.1	2,147.3
Net Profit Margin	0.2%	3.2%
Return on Average Assets	0.1%	1.5%
Quick Ratio (x)	0.2	0.2
Operating Cycle (Days)	40	48
Total Assets	171,968.6	144,614.1
Current Assets as % of Total Assets	10.2%	10.0%
Total Shareholders' Equity	59,588.9	60,591.6
Debt to Equity (x)	0.9	0.5
Borrowed Fund to EBITDA (x)	1.9	1.8
Cash Flow from Operation	23,082.1	23,079.3
Free Cash Flow	(13,046.4)	(21,268.7)
EBIT/Interest (x)	1.7	1.9

The reaffirmation of ratings favourably takes into account the robust financial profile of the Company reflected by sound revenue growth in 2019 along with healthy profitability, debt protection matrix (though reported slight erosion in 2019), working capital intensity and moderate leverage levels with slight elevation. The additional liability comes at a time (borrowed fund increased to BDT 59,599.9 million in 2019) when the Company was making attempts to deleverage its balance sheet which includes raising fund through IPO.

The ratings, however continue to take into account Robi's established market position in the telecom industry in Bangladesh, its integrated telecommunication operations, its diversified presence across geographies and business verticals, effective ownership structure and experienced management with structured reporting system.

The Telecom market witnessed significant growth in the last decades because of gradual decrease in tariff structure, mobile handset price and rapid infrastructure expansion for capturing demand in the rural sector and change in revenue mix having increasing contribution of mobile internet. However, the industry with its untapped growth potential in the rural segment is currently facing challenges with respect to falling ARPU and MoUs on account of high competition. The telecom industry is surrounded by high level of regulatory uncertainties and Robi, like other telecoms, remains susceptible to adverse regulatory changes. From a credit standpoint, the regulators' ability to mold the framework under which a telecommunications issuer operates is a major influence on credit quality, as it ultimately forms the foundation for the operators to generate returns on their investments. As a result CRAB perceives the regulatory risk of the telecom industry to be high which would affect the creditworthiness of the players through debt led CAPEX.

However, favorable changes in financial matrix along with consistency in operation and business profile may have impact on future rating consideration, and vice versa.

KEY RATING DRIVERS

RATING STRENGTH

- Robi enjoys established market position in the telecom industry with subscriber market share of 29.6% in 2019. In addition, its integrated telecommunications operations and economies of scale provide the Company a competitive advantage.
- Strong parentage of the Company supports the assigned rating as Robi has strong and reputed institutional promoters.
- Raising fund through IPO may help the Company to deleverage balance sheet.
- Mobile Number Portability (MNP) positively impacted on growth of Robi during the recent period.
- Diversified presence across business verticals and geographies, attempts to upgrade technology, countrywide established network to cater increasing internet traffic, effort to improve customer care management efficiency will certain revenue trend in the upcoming year along with other financial matrix under the increasing market competition.

RATING CONCERNS

- Exposure to regulatory changes and technological risks is the key rating concerns as the sector is extremely dynamic structurally and technologically.
- The ratings are attributed to recent change in debt protection matrix and leverage position.
- Persisting high competitive intensity in the industry, changing regulatory and technological environment may delay sustainable bounce back of the financial matrix of the Company.

BUSINESS BACKGROUND

Robi Axiata Limited, the second largest mobile operator in the telecommunication industry of Bangladesh, has been providing voice, data and other related services. The Company also provides international roaming services through international roaming agreement with various operators of different countries across the world. Robi Axiata Limited is a joint venture between Axiata Investments (Labuan) Limited of Malaysia, Bharti International (Singapore) Pte. Limited and NTT DOCOMO Inc., of Japan. Axiata Investments (Labuan) Limited holds 68.7% controlling stake in the entity, Bharti International (Singapore) Pte. Limited holds 25% while the remaining 6.3% is held by NTT DOCOMO of Japan. Robi Axiata Limited, formerly known as Telekom Malaysia International (Bangladesh), commenced its operation in 1997 under the brand name "AKTEL" among the pioneer GSM mobile telecommunications service providers in Bangladesh. Later, on 28th March, 2010 the Company was rebranded as Robi. The Company obtained a radio system operating license in 1996 which later renewed for a period of 15 years with effect from November 2011. Later in September 2013 the Company obtained 3G cellular mobile phone services operator license for a period of 15 years. Robi got 4G cellular mobile phone services operator license and technology neutral spectrum license on 19 February 2018, with an initial validity period of 15 years.

The merger of Robi and Airtel came into effect on 16 November 2016 and subsequently the merged company is now known as Robi Axiata Limited. As of now, this is the biggest merger of the country and the first merger in the mobile telecom sector of the country. Robi had a combined subscriber base of 49.00 million as of 31 December 2019 registering 4.49% growth and remained as the second largest mobile operator of Bangladesh. Robi Axiata Limited is also the first operator to introduce GPRS and 3.5G services in the country. The company has introduced many first of its kind digital services in the country and has invested heavily in taking mobile financial services to all the communities in the rural and semi-urban areas. Currently Robi has nationwide network coverage in 64 districts.

Axiata Investments (Labuan) Limited: Axiata Investments (Labuan) Limited is the 100% owned subsidiary company of Axiata Group Berhad. Axiata is an emerging leader in Asian telecommunications with significant presence in Malaysia, Indonesia, Sri Lanka, Bangladesh, Nepal and Cambodia. In addition, the Malaysian group holding company has strategic mobile and non-mobile telecommunications operations and investments in India, Singapore, Iran, Pakistan and Thailand. Axiata Group Berhad, including its subsidiaries and associates, has approximately 120 million mobile subscribers in Asia, and is listed on Malaysia's stock exchange (Bursa Malaysia).

Bharti International (Singapore) Pte. Limited: Bharti International (Singapore) Pte. Limited is the 100% owned subsidiary company of Bharti Airtel Limited. Bharti Airtel Limited is a leading global telecommunications company with operations in 16 countries across Asia and Africa. Headquarter of the company is in New Delhi, India. In India, the company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed DSL broadband, IPTV, DTH, enterprise services including national & international long distance services to carriers. In the rest of the geographies, it offers 2G, 3G wireless services and mobile commerce. Bharti Airtel had over 413 million customers across its operations at the end of March 2018.

NTT DOCOMO INC: NTT DOCOMO, INC. is the world's leading mobile communications company and the largest mobile communications company in Japan. DOCOMO serves over 73 million customers in Japan, launched as the world's first 3G mobile service based on W-CDMA in 2001. DOCOMO also offers a wide variety of leading-edge mobile multimedia services, including i-mode™, the world's most popular mobile e-mail/Internet service, used by 48 million people. With the addition of credit-card and other e-wallet functions, DOCOMO mobile phones have become highly versatile tools for daily life.

INDUSTRY RISK ANALYSIS

The Fourth Industrial Revolution has been making its presence known throughout the world as people are more connected than ever before – to each other, devices, and networks. At the forefront of this era has been the telecommunications industry by providing increasingly cheap and accessible connectivity. The global telecoms sector is a unique and vibrant industry that is constantly evolving due to the new technologies and infrastructure which continue to filter into the market. The overall global telecoms statistics are impressive in the form of substantial increase in mobile subscribers, smartphone users and active mobile broadband subscriptions worldwide. In Bangladesh, the story is no different. Bangladesh is the 9th largest mobile market in the world in terms of unique subscribers. Although the telecom industry in Bangladesh has scaled up rapidly over the last decade, Bangladesh's telecommunication sector is still relatively under-developed compared to other Asian countries. Following the global trend, Government's policy and action to achieve the digitalization goal total mobile subscribers increased to 165.3 million at the end of December 2019. The mobile telecommunications market in Bangladesh will continue to experience modest growth, as Bangladesh has a large population with steadily increasing disposable income, technological development of the country, low fixed-line and consistent GDP growth above the average projected growth of other developing countries. The market in Bangladesh is mainly dominated by pre-paid customers and almost 98% of total subscriptions are prepaid which along with the growth of subscriber particularly in rural areas and increased market competition caused continuous decline in industry ARPU during the last couple of years.

The constant development of new technologies, such as 5G and fiber optics, will continue to expand the boundaries of this industry. Bangladesh has also seen a very rapid increase in mobile broadband penetration over the past five years, though it remains well below most other Asian countries. Growth is being driven by a rising number of mobile subscribers able to access faster download speeds on LTE networks. An unprecedented level of investment among telcos during 2018 and 2019 extended the footprint of LTE infrastructure and laid the groundwork for operators to launch 5G services in Bangladesh from 2021.

The two key service offerings of the industry are Voice Calls' and 'Internet Data' services. The former dominates the revenue of companies as only 1 in 5 Bangladeshis subscribes to mobile internet services. The number of mobile subscribers increased by 5.46% in 2019 while mobile internet subscribers increased by 9.5% (94.2% of total internet subscribers), indicating a large potential in the latter for growth. As of December 2019, there is around 93.68 million mobile internet connection in Bangladesh; 56.58% of mobile users are now using internet with cellular phones. The increased availability of low-cost smartphones and growing youth populations are the major drivers pushing the industry forward. Total number of smartphone users largely increased during the recent period and stood at 32.05 million as of September 2019 leading Bangladesh at 20th position. Economic development along with increasing trend of mobile-centric lifestyle having only 18.5% smartphone users reveals future growth in smartphone penetration. Moreover the development of internet-dependent services, such as e-commerce, e-agriculture, and e-education, ridesharing, and other on-demand services are also contributing to the necessity of growth in the telecom industry.

As Country is moving towards to achieve its digitalization goals there have been substantial development in the telecom industry and ICT sector. Therefore there were some major developments and reforms in local telecom industry and implementation of some major reforms are in progress. The government's initiative towards separation of tower and relevant infrastructure business through issuing guidelines by BTRC is expected to have positive impact on the service development in the country's telecom industry. The government's effort towards introducing MNP in Bangladesh and introduction of uniform call rates by eliminating off-net and on-net tariff structure in 2018 is a major incidence in telecom industry during the recent period for which the market has been experiencing increased competition. The introduction of Mobile number Portability

(MNP) facilitates the customers with the option to change the mobile operator without changing his/her existing number. To bring further competition the telecom regulatory body has issued a gazette on 14 November 2018 with immediate effect regarding the SMP namely 'Bangladesh Telecommunication Regulatory Commission (Significant Market Power) Regulations, 2018'. The regulation aims to bring greater competition in the telecom market with a view to ensuring improved customer service and safeguarding the industry from being dominated by a single player. BTRC is further planning to introduce tariff circuit for data price (floor and ceiling price) where currently there is no data price range for mobile operators as well as broadband service providers. Therefore high increase in mobile data floor prices may put downward pressure on expected mobile data usage growth as cable providers usually will continue to enjoy an advantage over telecom to upgrade electronics in the network to increase speeds and capacity at competitive price. BTRC also scrapped all the voice and data packages from mobile operators with up to 6 days of validity with effect from January 2019. All the initiatives have been taken by the government and regulatory body to bring discipline in the telecom market with fair competition and to facilitate growth prospects as well as better service for the end users. The Bangladesh Telecommunication Regulatory Commission (BTRC) is aiming to have all district headquarters in Bangladesh covered with 5G technology by 2021. The entire country (up to upazila level, including growth centres and railway stations) will be covered with 5G by 2026 as per the regulator's plans.

The outbreak of the Coronavirus in 2020 is having a significant impact on production and supply chains globally. During the ongoing year the telecoms sector to various degrees is likely to experience a downturn in mobile device production and business, while it may also be difficult for network operators to manage workflows when maintaining and upgrading existing infrastructure. Overall progress towards 5G may be slowed down. On the consumer side, spending on telecoms services and devices will be under pressure from the financial effect of large-scale job losses, the consequent restriction on disposable incomes. However, the crucial nature of telecom services, both for general communication as well as a tool for home-working, the promotion of tele-health and tele-education, among other solutions will offset such pressures. Although it is challenging to predict and interpret the long-term impacts of the crisis as it develops.

BUSINESS & OPERATING RISK ANALYSIS

Total number of subscribers as well as revenue base of Robi substantially increased in the recent period following the merger, impact of MNP, diversified products & service offerings and industry trend which leads the Company as the second largest telecom company in the country. Apart from the existing product line under prepaid mass, diversified offering through data card and internet under Value added service enables Robi to amplify its revenue base through increasing subscribers by satisfying diverse customer base. Pricing strategy for prepaid mass is to grow customer base and revenue by offering a competitive price that resulted in enhanced market share. Though total number of subscribers increased to 49.00 million as of 31 December 2019 registering 4.49% growth market share marginally declined to 29.60% during the same period. The subscriber base has been continuing to increase which will also support to ensure greater network efficiency and utilization, besides providing opportunity to cross sell different products. ARPU of the Company increased in 2019 after continuous declining trend during the previous couple of years in line with the market trend where MOU also declined during the same period. However the increase in revenue from data total revenue of the Company reported mentionable growth during the same period. The mix of post-paid versus prepaid customers and the trend in the same are important since post-paid subscribers on an average generate higher ARPU. In 2020 postpaid subscribers increased at higher rate though contribution remained only 1.28%. Declaration of the leading telecom company as the operator with Significant Market Power (SMP) on 10 February 2019 under the Bangladesh Telecommunication Regulatory Commission (Significant Market Power) Regulations, 2018 published on 14 November 2018 creates slight opportunity for other telecom operation especially Robi in acquiring new subscribers and increase further market share. Following the commencement of 4G services the revenue of Robi from data reported mentionable increase which will remain continue in the upcoming year. The Company has a plan to execute substantial development in their network and other facilities to provide better service to existing subscribers as well as to increase the market share.

Table: Comparative Subscriber growth among the telecom operators

Companies	Y-to-Y Growth in subscriber base	Dec-19		Dec-18	
		Subscriber in Million	Market Share	Subscriber in Million	Market Share
Grameenphone Ltd. (GP)	5.17%	76.46	46.18%	72.7	46.33%
Robi Axiata Limited (Robi)	4.49%	49.00	29.60%	46.9	29.87%
Banglalink Digital Communications Limited	5.19%	35.24	21.28%	33.5	21.35%
Teletalk Bangladesh Ltd. (Teletalk)	24.82%	4.87	2.94%	3.9	2.45%
Total	5.46%	165.57	100.00%	157.0	100.00%

*Source: BTRC

Robi operates own fiber optic/microwave backbone and its network is 3G/GPRS/EDGE enabled, allowing the customers to gain access to high-speed Internet and data services from anywhere within coverage area. Increasing trend of browsing the Internet via handsets by the subscribers of Robi makes the Company one of the largest providers of Internet access in the country. Revenue from data increased to BDT 19,928.8 million in 2019 from BDT 15,578.6 million in 2018 registering 27.9% growth following 24.9% growth in previous year. CRAB expects consumers to continue to demand faster and more reliable internet connection as video becomes more embedded in social media applications and consumers increasingly watch TV online which will eventually contribute in revenue growth of Robi. Moreover during present Covid Pandemic period the demand of crucial nature of telecom services, both for general communication as well as a tool for home-working, the promotion of tele-health and tele-education increased hence may support revenue growth.

Robi is very focused on the customer, where it has been investing over the years to enhance its distribution network comprising customer care centers, proprietary shops and non-exclusive distributors which facilitates the customers to get easy access for resolving their issues as well as Robi with broad access to the market through various channels. The increasing number of customer care centers along with efforts to improve customer satisfactions, extensive Value Added Services, affordable pricing plans and efforts to provide quality internet services may support the Company to grow at a higher rate in the upcoming year. A complete set of customer metrics (surveys, focus groups, exit interviews, etc.) reveals strong performance evaluation practice for meeting customer needs and requirements. Resolution of customer complaints with better efficiency and faster resolution has been the prime target. Monitoring has been established on major service performance indicators at individual subscriber level.

Given the level of competition and technology intensive nature of the industry CRAB expects aggregate capital spending for post merger infrastructure development and cope up with rapid technological changes in the recent period will continue in the midterm. To grab the opportunity derived from new SMP regulation may also require addition in capital budgeting plan. Robi reported total asset addition of BDT 36,128.6 million in 2019 following BDT 44,348.0 million in 2018 (2017: BDT 40,180.7 million) with capex to sales ratio of 48.3%. The cost of adopting new technology is significant, both in terms of capital required and the risk of failures, which constitutes a key ratings consideration. Alternatively, there might be a business cost for failing to quickly adopt new technology before competition erodes the incumbent's position. So the important features are the duration of development and introduction cycles for major technologies, which is assessed for its likely impact on product competitiveness. Capital expenditure as percentages of its revenue and the trend indicates that the investment slightly declined in 2019 though present plan of the management to raise fund through IPO reveal probable increase in capital investment in the midterm to expand the network coverage, speed up the airtime congestion and improvements of quality of services. To this end asset utilization rate and Fixed Asset Turnover ratio is used to indicate the level of efficient asset utilization. Robi adopts a cautious stance on hefty investments in 3G and 4G technologies given the relatively high demand for higher-value-added multimedia services. More data applications have to be developed to fuel demand for these services.

Robi submitted its application to the Bangladesh Securities and Exchange Commission for the operator's listing on the country's twin bourses on 02 March 2020. The Company will be offloaded 52.38 crore shares where 38.78 crore will be offered to the public and institutional investors in Bangladesh while the remaining 13.61 crore will be for employees of Robi under the employee share purchase plan. No premium will be there. The operator plans to utilize BDT 3,877.4 million for network expansion in anticipation of revenue-generating opportunities in the areas of Internet-of-Things, home and enterprise. The initial public offering is managing by IDLC Investments Limited. Two conditions have been requested from Robi for this purpose. The first condition is that Robi's corporate tax must be brought down by at least ten percentage points. The operator pays 45 percent corporate tax at present. The second condition is withdrawal of the 2 percent minimum income tax on overall revenue that the government has imposed from this fiscal year.

OWNERSHIP & MANAGEMENT EVALUATION

Robi Axiata Limited is a joint venture of Axiata Investments (Labuan) Limited of Malaysia, Bharti International (Singapore) Pte. Limited and NTT DOCOMO Inc. of Japan (NTT DOCOMO). Robi Axiata Limited merged with Airtel Bangladesh Limited, in November 2016 to form the new entity where Axiata Investments (Labuan) Limited holds 68.7% controlling stake, Bharti International (Singapore) Pte. Limited 25.0% while the remaining 6.3% is held by NTT DOCOMO. After the merger Robi has become the second largest mobile operator in Bangladesh with 49.00 million active subscribers.

Table: Shareholding Position of Robi as of 31 December 2019

Name of Shareholders	Number of Shares held in 000	% of total shareholding
Axiata Investments (Labuan) Limited	3,238,304	68.7%
Axiata Group Berhad	1	0.0%
Bharti International (Singapore) Pte. Limited	1,178,535	25.0%
NTT DOCOMO INC.	297,300	6.3%
Other Shareholders*	0	0.0%
Total Shareholdings	4,714,140	100%

* Other shareholders include Neasden Asset Limited, Ephraim Assets Limited, Calamint Investments Limited and Thurso Investments Limited having 10 share for each valued BDT 10 per share.

The Board of Directors (Board) of Robi is the ultimate decision-making and approving body of Robi. In executing their responsibilities, the Board shall act in the best interest of Robi and be guided by the Board terms of reference, Memorandum and Articles of Association, relevant laws and regulations and Robi's policies and procedures. Through powers delegated by the Robi Board, Management of Robi is led by the MD& CEO who is assisted by the following Committees:

Board Audit Committee ("BAC") – The Board Audit Committee is made up of directors nominated by Axiata Investments (Labuan) Limited, Independent Director, Nominated Director of Bharti International (Singapore) Pte. Limited to monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the internal audit and compliance plan and review of the internal audit and compliance report. The Committee sits quarterly to review the status.

Nomination and Remuneration Committee ("NRC") – This committee comprised of at least Three (3) members, all are non- executive which includes an Independent Director to deliberate and decide on behalf of the Board of Directors of the Company on all matters pertaining to the recruitment and compensation comprising salary, bonus and increment for the Executive Directors (including the Chief Executive Officer/Managing Director. The BRC also considers other topics as determined by the Board. The committee meets as and when required with quorum of two (2) members.

Board Risk and Compliance Committee (BRCC) – The BRCC Chairperson is an independent executive director along with members from Axiata and Bharti. CSO being the Head of Risk will carry out the responsibilities as the BRCC Secretary and CFO, CIO, CTO and CCRO are the permanent invitees. The core objective of this sub- committee is to assist the Board to fulfil its responsibilities with regards to risk and compliance management. The BRCC will also ensure that Robi's Risk register is kept current, advice the Board on the strategic direction, tone from the top and implement appropriate training and development exercises in all areas under its mandate.

Management Audit Committee ("MAC") – Head of Internal Audit and Compliance (HIAC) and CXOs are the members of this Committee. The role of the committee is to support the BAC. The Committee investigate, take action and reply on the Audit Findings, follow-up actions on the shortcomings, to oversee all the risk of the company. The Committee sits quarterly to review the status.

Management Council ("MC") – The MC comprise of the Company's all CXOs, while Head of Internal Audit and Compliance is a permanent invitee without voting right, to discuss and approve strategic and operational matters including marketing plans, campaigns, review of the Organization structure, performance based reward, product launches, policy review, disciplinary issues, HR matters, tender over LOA, MC sits as and when required.

Extended Management Council ("e-MC") - This team comprises all members of MC and 2nd tier of management of each division for regularly Communication & Discussion on strategic company matters.

Digital Steering Committee ("DS Steer Co") – DS Steer Co consists of Robi MD & CEO, CFO, CDSO, CCO and CSO, where Robi MD & CEO heads DS Steer Co. CITO & CEBO and Axiata Digital Services Representatives (ADS reps) are also invited to DS SteerCo meeting as and when required. Robi DS Steer Co has been established to discuss, recommend, and approve strategic, tactical and significant operational matters relating to the business of Robi Digital Services (Robi DS) subject to DS Limits of Authority (LOA). DS Steer Co shall sit monthly or as and when required basis but irrespective of occurrence of the meeting, Robi MD & CEO shall be reported on DS performance on monthly basis.

Risk Steering Committee ("RSC") – This committee comprises but not limited to the members of the Senior leadership team to review the risk profile and status of the mitigation plan and to decide on any corrective plan/amendment to mitigate plans to improve risk profile. MD & CEO is the Chairman of the committee while Head of Risk Management is the Secretary. The committee usually sits for four (4) times in a year and as and when required.

Business Operations Committee ("BOC") This Committee comprises Robi Second tier leaders (as nominated by MC). BOChas been formed by merging former Operating Committee(OpCom) and Budget Committee (BudCom) to facilitate operational decisions including Capex matter to support MC in devoting more time and focus on strategic and critical issues. The Committee is supposed to sit minimum once a week and reports to MC on monthly basis or as and when required basis.

Sponsorship Evaluation Committee (SPONECOM) This Committee comprises Robi second tire leader (as nominated by MC). The committee is to review and recommend Sponsorship proposals in line with Sponsorship Guideline, Robi LOA and Procurement Procedure as applicable.

Procurement Steering Committee (PSC). This Committee consists of Robi CEO & MD, CFO, respective divisional CXO and Head of SCM and MOB. The CEO & MD hold the position of Chairman. This committee is to evaluate proposals, quotations, recommend and approve the award for the supply of the goods and services.

The Human Resources Division is in geared to meet human resource development and training needs. In spite of its multinational characteristics, it emphasizes more on building local expertise in the telecommunication sector. Some of the leadership development plans include: training, coaching, mentoring, new tasks/project work, job rotation, and others.

The Board is comprised of Directors, including the Chairman who is elected from amongst the members. In compliance with the conditions of Corporate Governance Code issued by the Bangladesh Securities and Exchange Commission (BSEC), the Board has appointed two (2) Independent Directors. The AoA requires the Board to meet at least four times a year and otherwise when duly called for in writing by a Board member or Shareholder. The Board met 4 times during 2019. Dates for Board Meetings in the ensuing year are decided in advance and the notice of each Board Meeting is served in writing.

Table: Board of Directors

Name	Designation
Dato'Mohd Izzaddin Idris	Chairman
Dr. Shridhir Sariputta Hans Wijayasuriya	Director
Mr. Randeep Singh Sekhon	Director
Mr. Nakul Sehgal	Director
Mr. Vivek Sood	Director
Mr. Thayaparan Sangara pillai	Independent Director
Mr. Klaus Michael Kuehner	Independent Director
Mr. Mahtab Uddin Ahmed	Managing Director and CEO

FINANCIAL RISK ANALYSIS

The revenue of Robi Axiata Limited experienced variance trend during the last couple of years which reported double digits growth in 2019 following the technological development, introduction of 4G, development of product & service diversification, Mobile Number Portability (MNP), increasing use of data by users along with increased number of subscribers, simplified customer centric offers & services and recent issuance of gazette on SMP namely 'Bangladesh Telecommunication Regulatory Commission (SMP) Regulations, 2018' by the telecom regulatory body on 14 November 2018. Robi reported total revenue of BDT 74,811.7 million in 2019 which was BDT 67,982.3 million in 2018 registering 10.0% growth mainly derived from increased revenue from data which contributed 28.87% of total revenue. Robi reported unusual 33.5% growth in 2017 following merger of Robi and Airtel which leads to substantial increase in subscribers of Robi to 42.9 million from 33.8 million during the same period. Although the revenue marginally declined (0.4%) in 2018 mainly in the form of decline in device & other non mobile revenue total revenue of BDT 67,982.3 million supported the Company to score second position in the telecom market of Bangladesh which continued in 2019 when revenue increased by 10%.

Table: Category wise revenue breakup

Particulars	2019			2018			2017	
	Volume	%	Growth	Volume	%	Growth	Volume	%
Voice	41,708.4	55.75%	3.42%	40,328.2	59.32%	3.07%	39,128.1	57.33%
Data	21,597	28.87%	28.02%	16,870.4	24.82%	26.03%	13,385.9	19.61%
VAS	4,069.2	5.44%	8.38%	3,754.6	5.52%	18.06%	3,180.2	4.66%
Others	7,436.9	9.94%	5.80%	7,029.0	10.34%	-44.04%	12,561.2	18.40%
Total	74,811.7	100.00%	10.05%	67,982.3	100.00%	-0.40%	68,256.5	100.00%

Overall profitability position of the Company reported substantial improvement in 2019 as an impact of revenue growth and efficient cost management. Total operating expenses reported 6.61% decline in 2019. Although following the operational efficiency EBITDA margin jumped to 38.5% in 2019 from 24.5% in 2018 it was offset due to increase in financial expense and tax expenses resulted in only 0.2% net profit margin. Gain related to disposal of shares in edocto BD Ltd amounting BDT 6,307.5 million supported the Company to report very high net profit margin (3.6%) in 2018 irrespective of 1.1% operating loss. Therefore profit trend was not sustainable as per prediction. The network integration with the Airtel has temporarily rendered the negative bottom-line indicators in 2016 which has been improving during the last two years although the Company is yet to report profit margin like earlier trend. Therefore the profitability trend also experienced variance like the revenue trend. Due to dependency on foreign currency debt and mostly imported telecom & network components Robi, like other telcos, are exposed to fluctuations in foreign currency rate, given that the revenue generation is largely in local currency.

Like other telecom companies in line with the nature of industry, Robi has higher amount of payables (trade and other payables) which heighten the payment deferral period and because of the reason, their Current Liability is higher than Current Assets resulted in low current and quick ratio. Due to its business model it has very low level of inventory and receivable but Robi exercises its bargaining power with its payables and thus its current liabilities usually showed higher than the current assets. But positive cash flow from assets eased its liquidity position to some extent. Robi also requires regular technological upgradation and required overhauling necessary for the growth of its business and therefore, it requires moderate investment in assets.

Total shareholders' equity of Robi declined to BDT 59,588.9 million in 2019 from BDT 60,591.6 million in 2018 following the first time adoption adjustment of BDT 1,259.1 million from retained earnings of BDT 6,787.8 million. The equity reported exceptional jump by 24.4% in 2016 following the merger. On 16 November 2016, the merger of Airtel Bangladesh Limited with Robi came into effect via issuance and allotment of 1,178,535,001 new ordinary shares by Robi and Bharti International (Singapore) Pte. Ltd. for shareholding upto 25% plus 1 share of the combined entity of Robi and Airtel as consideration. With the steady position in equity the borrowed fund (BDT 30,036.5 million) also increased during the same period resulted in marginal change in leverage position led by 0.50x debt ratio in 2018 (0.51x in 2017). As telecom industry is inherently capital intensive and require regular capital expenditure commitments which are usually long term in nature while large dependence on short-term borrowings to fund long-term investment may increase refinancing risk for the Company. Although sound profitability position at the bottom line reported favourable credit risk profile led by 1.9x borrowed fund to EBITDA ratio recent increased in borrowed fund increased the debt ratio to 0.9x in 2019 from 0.5x. Recently Robi submitted its application to the Bangladesh Securities and Exchange Commission for the operator's listing on the country's twin bourses on 02 March 2020 with a plans to raise fund for network expansion in anticipation of revenue-generating opportunities in the areas of Internet- of-Things, home and enterprise. Therefore the credit risk profile may improve further in around two to three years to bounce back to earlier trend.

CREDIT FACILITIES & COLLATERAL RISK

Robi Axiata Limited has short term credit facilities with 14 banks, two dollar denominated long term credit facilities and two BDT denominated long term credit facilities. As per information received from the banks the Company has very satisfactory relationship and loan repayment performance.

The details of credit facilities are provided in the Appendix-1.

APPENDIX-1: DETAILS OF CREDIT RATING & CREDIT FACILITIES (MILL. BDT)

DETAILS OF CREDIT RATING

Particulars	Ratings
Robi Axiata Limited	AA ₂
US\$ 62.4 million aggregate Long Term Outstanding (Foreign)	AA ₂ (Lr)
BDT 8,800.0 million long term outstanding (Local)	AA ₂ (Lr)
BDT 60,791.0 million aggregate Funded and Non Funded limit	ST-1
Outlook	Stable

DETAILS OF CREDIT FACILITIES (AMOUNT IN MILLION)

Details of Bank Loan Position of Robi Axiata Limited as of 31 December 2019 (Mil. BDT)						
Loan Type	Funded/Non Funded	Bank	Facilities	Limit	Outstanding	Limit Expiry
Long Term	Funded	Standard Chartered Bank	Term Loan (US\$)	29.6	3.0	20-Feb-20
		IFC	Term Loan (US\$)	99.0	59.4	15-Dec-22
			Total (US\$)	128.6	62.4	
		SCB- IDCOL	Term Loan (BDT)	8,000.0	6,000.0	15-Jul-21
		Dutch-Bangla Bank Ltd		3,800.0	2,800.0	7-Feb-22
			Total (BDT)	11,800.0	8,800.0	
Short Term	Funded & Non Funded	Mutual Trust Bank Limited	Short Term Loan (BDT)	281.0	-	31-Oct-20
		BRAC Bank Limited	Short Term Loan (BDT)	5,500.0	1,500.0	23-Apr-20
		Eastern Bank Limited	Short Term Loan (BDT)	7,800.0	1,000.0	30-Nov-20
		Dhaka Bank Limited	Short Term Loan (BDT)	2,500.0	-	31-Aug-20
		HSBC	Short Term Loan (BDT)	8,000.0	-	Revolving
		Standard Chartered Bank	Short Term Loan (BDT)	3,430.0	1,200.0	Revolving
		Commercial Bank of Ceylon Plc	Short Term Loan (BDT)	2,900.0	1,250.0	Renewal under processing
		TrustBank Limited	Short Term Loan (BDT)	3,500.0	-	Renewal under processing
		One Bank Limited	Short Term Loan (BDT)	4,500.0	-	30-Jun-20
		The City bank Limited	Short Term Loan (BDT)	6,000.0	-	31-Jul-20
		Citi Bank NA	Short Term Loan (BDT)	2,400.0	1,400.0	Revolving
		Jamuna Bank Ltd	Short Term Loan (BDT)	5,800.0	1,000.0	Renewal under processing
		Dutch-Bangla Bank Ltd	Short Term Loan (BDT)	5,300.0	-	15-Feb-21
		Prime Bank Ltd	Short Term Loan (BDT)	2,880.0	-	Renewal under processing
			Total (BDT)	60,791.0	7,350.0	

Note: Within the short term outstanding position, Robi has utilized LC facilities of BDT 1,635.0 million as on 31 December 2019

APPENDIX – 2: PARTICULARS OF PREVIOUS RATINGS

Particulars of previous rating (2019)	Ratings
Robi Axiata Limited	AA2
US\$ 88.1 million aggregate Long Term Outstanding (Foreign)	AA2(Lr)
BDT 8,000.0 million long term outstanding (Local)	AA2(Lr)
BDT 62,880.0 million aggregate Funded and Non Funded limit	ST-1
Rating Outlook	Stable
Particulars of previous rating (2018)	Ratings
Robi Axiata Limited	AA3
US\$ 100.9 million aggregate Long Term Outstanding (Foreign)	AA3(Lr)
BDT 7,200.0 million long term outstanding (Local)	AA3(Lr)
BDT 58,640.00 million aggregate Funded and Non Funded limit	ST-2
Rating Outlook	Stable
Particulars of previous rating (2017)	Ratings
Robi Axiata Limited	AA3
US\$ 133.12 million aggregate Long Term Outstanding (Foreign)	AA3(Lr)
BDT 1,600.00 million long term outstanding (Local)	AA3(Lr)
BDT 48,160.00 million aggregate Funded and Non Funded limit	ST-2
Rating Outlook	Stable
Particulars of previous rating (2016)	Ratings
Robi Axiata Limited	AA3
US\$ 168.88 million aggregate Long Term Outstanding (Foreign)	AA3(Lr)
BDT 48,160.00 million aggregate Funded and Non Funded limit	ST-2
Rating Outlook	Stable
Particulars of previous rating (2015)	Ratings
Robi Axiata Limited	AA2
US\$ 105.63 million aggregate Long Term Outstanding (Foreign)	AA2(Lr)
BDT 193.44 million Long Term Outstanding (FMO, Netherland)	AA2(Lr)
BDT 28,150.00 million aggregate Funded and Non Funded limit	ST-1
Rating Outlook	Stable
Particulars of Previous Ratings(2014)	Ratings
Robi Axiata Limited	AA3
US\$ 147.35 million aggregate Long Term Outstanding (Foreign)	AA3(Lr)
BDT 386.87 million Long Term Outstanding (FMO, Netherland)	AA3(Lr)
BDT 16,087.91 million aggregate Funded and Non Funded limit	ST-1
Rating Outlook	Stable
Particulars of Previous Ratings(2013)	Ratings
Robi Axiata Limited	AA3
US\$ 168.57 million aggregate Long Term Outstanding (Foreign)	AA3(Lr)
BDT 483.59 million Long Term Outstanding (FMO, Netherland)	AA3(Lr)
BDT 14,730.00 million aggregate Funded and Non Funded limit	ST-1
Rating Outlook	Stable

APPENDIX – 3: KEY FINANCIAL INDICATOR OF ROBI AXIATA LIMITED

Financial Highlights					
- -Year ended June 30 - -					
	(Mil. BDT)	2019	2018	2017	2016
Earnings & Stability	Revenue	74,811.7	67,982.3	68,255.5	51,131.4
	Sales Growth (%)	10.0%	-0.4%	33.5%	-1.0%
	CoGS as % of Revenue	62.8%	70.7%	77.4%	89.1%
	EBITDA	28,799.1	16,632.2	12,673.9	6,306.0
	EBITDA Growth (%)	73.2%	31.2%	101.0%	-53.0%
	EBITDA Margin (%)	38.5%	24.5%	18.6%	12.3%
	Net Profit after tax	169.1	2,147.3	(104.6)	(6,931.1)
Profitability	Gross Profit Margin	37.2%	29.3%	22.6%	10.9%
	Operating Profit Margin	11.6%	-0.9%	-4.1%	-16.7%
	Net Profit Margin	0.2%	3.2%	-0.2%	-13.6%
	Return on Average Asset	0.1%	1.5%	-0.1%	-5.9%
	Return on Average Equity	0.3%	3.6%	-0.2%	-13.1%
Liquidity	Current Ratio (x)	0.3	0.2	0.2	0.2
	Quick Ratio (x)	0.2	0.2	0.2	0.2
	Inventory +AR to TA	4.8%	5.1%	7.0%	6.2%
	Net Working Capital to TA	-24.0%	-26.6%	-24.4%	-19.4%
	Inventory Turnover Ratio (x)	178.2	194.8	307.7	414.1
	Average Inventory Processing Period (Days)	3.0	2.0	2.0	1
	Receivable Turnover Ratio (x)	9.9	8.1	7.7	8.2
	Average Receivable Collection Period (Days)	37	46	48	45
	Payable Turnover Ratio (x)	1.178	1.211	1.504	1.9
	Average Payable Payment Period (Days)	310	302	243	197
	Operating Cycle (Days)	40	48	50	46
	Cash Conversion Cycle (Days)	-270	-254	-193	-151
Leverage & Capital Structure	Equity Capital	59,588.9	60,591.6	58,670.8	58,677.2
	Total Borrowed Fund	53,920.1	30,036.5	29,934.0	32,562.2
	Total Long Term Debt	37,971.0	11,606.7	8,094.0	10,657.3
	EBITDA	28,799.1	16,632.2	12,673.9	6,306.0
	Fund Flow from Operation (FFO)	20,309.3	19,395.6	15,384.9	7,930.3
	Cash Flow from Operation (CFO)	23,082.1	23,222.1	24,179.3	16,326.5
	Retained Cash Flow (RCF)	23,082.1	23,222.1	24,179.3	16,326.5
	Free Cash Flow (FCF)	(13,046.4)	(21,125.9)	(16,641.4)	(24,537.2)
	Debt to Equity (x)	0.9	0.5	0.5	0.6
	Borrowed Fund/EBITDA (x)	1.9	1.8	2.4	5.2
	FFO/Debt	37.7%	64.6%	51.4%	24.4%
	CFO/Debt	42.8%	77.3%	80.8%	50.1%
	RCF/Debt	42.8%	77.3%	80.8%	50.1%
	FCF/Debt	-24.2%	-70.3%	-55.6%	-75.4%
Coverage	EBIT to Interest expense (x)	1.7	1.9	-0.8	-8.5
	FCF to Interest expense (x)	-2.5	-6.9	-11.6	-24.8
	(EBITDA -CAPEX) to Interest expense (x)	-1.4	-9.0	-19.7	-34.9

Special Note: Some Amount or Ratio may differ due to the methodology of ratio analysis of CRAB. For Robi followings are break up to two ratios:

- EBITDA = Operating profit + Depreciation & Amortization
- Debt to Equity = Total Borrowed fund/ Equity Capital

CRAB RATING SCALES AND DEFINITIONS – Long Term (Corporate)

Long Term Rating	Definition
AAA Triple A	Companies rated in this category have extremely strong capacity to meet financial commitments. These companies are judged to be of the highest quality, with minimal credit risk.
AA ₁ , AA ₂ , AA ₃ * Double A	Companies rated in this category have very strong capacity to meet financial commitments. These companies are judged to be of very high quality, subject to very low credit risk.
A ₁ , A ₂ , A ₃ Single A	Companies rated in this category have strong capacity to meet financial commitments, but are susceptible to the adverse effects of changes in circumstances and economic conditions. These companies are judged to be of high quality, subject to low credit risk.
BBB ₁ , BBB ₂ , BBB ₃ Triple B	Companies rated in this category have adequate capacity to meet financial commitments but more susceptible to adverse economic conditions or changing circumstances. These companies are subject to moderate credit risk. Such companies possess certain speculative characteristics.
BB ₁ , BB ₂ , BB ₃ Double B	Companies rated in this category have inadequate capacity to meet financial commitments. Have major ongoing uncertainties and exposure to adverse business, financial, or economic conditions. These companies have speculative elements, subject to substantial credit risk.
B ₁ , B ₂ , B ₃ Single B	Companies rated in this category have weak capacity to meet financial commitments. These companies have speculative elements, subject to high credit risk.
CCC ₁ , CCC ₂ , CCC ₃ Triple C	Companies rated in this category have very weak capacity to meet financial obligations. These companies have very weak standing and are subject to very high credit risk.
CC Double C	Companies rated in this category have extremely weak capacity to meet financial obligations. These companies are highly speculative and are likely in, or very near, default, with some prospect of recovery of principal and interest.
C Single C	Companies rated in this category are highly vulnerable to non-payment, have payment arrearages allowed by the terms of the documents, or subject of bankruptcy petition, but have not experienced a payment default. Payments may have been suspended in accordance with the instrument's terms. These companies are typically in default, with little prospect for recovery of principal or interest.
D (Default)	D rating will also be used upon the filing of a bankruptcy petition or similar action if payments on an obligation are jeopardized.

***Note:** CRAB appends numerical modifiers 1, 2, and 3 to each generic rating classification from AA through CCC. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

LONG-TERM RATING: LOANS/FACILITIES FROM BANKS/FIS

(All loans/facilities with original maturity exceeding one year)

RATINGS	DEFINITION
AAA (Lr) (Triple A) Highest Safety	Loans/facilities rated AAA (Lr) are judged to offer the highest degree of safety, with regard to timely payment of financial obligations. Any adverse changes in circumstances are unlikely to affect the payments on the loan facility.
AA (Lr)* (Double A) High Safety	Loans/facilities rated AA (Lr) are judged to offer a high degree of safety, with regard to timely payment of financial obligations. They differ only marginally in safety from AAA (Lr) rated facilities.
A (Lr) Adequate Safety	Loans/facilities rated A (Lr) are judged to offer an adequate degree of safety, with regard to timely payment of financial obligations. However, changes in circumstances can adversely affect such issues more than those in the higher rating categories.
BBB (Lr) (Triple B) Moderate Safety	Loans/facilities rated BBB (Lr) are judged to offer moderate safety, with regard to timely payment of financial obligations for the present; however, changing circumstances are more likely to lead to a weakened capacity to pay interest and repay principal than for issues in higher rating categories.
BB (Lr) (Double B) Inadequate Safety	Loans/facilities rated BB (Lr) are judged to carry inadequate safety, with regard to timely payment of financial obligations; they are less likely to default in the immediate future than instruments in lower rating categories, but an adverse change in circumstances could lead to inadequate capacity to make payment on financial obligations.
B (Lr) High Risk	Loans/facilities rated B (Lr) are judged to have high risk of default; while currently financial obligations are met, adverse business or economic conditions would lead to lack of ability or willingness to pay interest or principal.
CCC (Lr) Very High Risk	Loans/facilities rated CCC (Lr) are judged to have factors present that make them very highly vulnerable to default; timely payment of financial obligations is possible only if favorable circumstances continue.
CC (Lr) Extremely High Risk	Loans/facilities rated CC (Lr) are judged to be extremely vulnerable to default; timely payment of financial obligations is possible only through external support.
C (Lr) Near to Default	Loans/facilities rated C (Lr) are currently highly vulnerable to non-payment, having obligations with payment arrearages allowed by the terms of the documents, or obligations that are subject of a bankruptcy petition or similar action but have not experienced a payment default. C is typically in default, with little prospect for recovery of principal or interest. C (Lr) are typically in default, with little prospect for recovery of principal or interest.
D (Lr) Default	Loans/facilities rated D (Lr) are in default or are expected to default on scheduled payment dates.

***Note:** CRAB appends numerical modifiers 1, 2, and 3 to each generic rating classification from AA through CCC. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category.

SHORT-TERM CREDIT RATING: LOANS/FACILITIES OF BANKS/FIS

(All loans/facilities with original maturity within one year)

	DEFINITION
ST-1 Highest Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is very strong.
ST-2 High Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is strong; however, the relative degree of safety is lower than that for issues rated higher.
ST-3 Adequate Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is adequate; however, the issues are more vulnerable to the adverse effects of changing circumstances than issues rated in the two higher categories.
ST-4 Marginal	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is marginal; and the issues are quite vulnerable to the adverse effects of changing circumstances.
ST-5 Inadequate Grade	This rating indicates that the degree of safety regarding timely payment on the loans/facilities is minimal, and it is likely to be adversely affected by short-term adversity or less favorable conditions.
ST-6 Lowest Grade	This rating indicates that the loans/facilities are expected to be in default on maturity or is in default.

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SECTION XXVIII:

PUBLIC ISSUE APPLICATION PROCEDURE

Step-1 (Applicant)

1. An applicant for public issue of securities shall submit application/buy instruction to the Stockbroker/ Merchant Banker where the applicant maintains customer account, within the cut-off date (i.e. the subscription closing date), which shall be the **25th (twenty fifth)** working day from the date of publication of abridged version of prospectus.
2. The application/buy instruction may be submitted in prescribed paper or electronic form, which shall contain the Customer ID, Name, BO Account Number, Number of Securities applied for, Total Amount and Category of the Applicant. At the same time:
 - (a) Other than non-resident Bangladeshi (NRB) and Foreign applicants shall make the application money and service charge available in respective customer account maintained with the Stock broker/Merchant Banker. No margin facility, advance or deferred payment is permissible for this purpose. In case the application is made through a margin account, the application money shall be deposited separately and the Stock broker/Merchant Banker shall keep the amount segregated from the margin account, which shall be refundable to the applicant, if become unsuccessful.
 - (b) Non-resident Bangladeshi (NRB) and Foreign applicants shall submit bank drafts (FDD), issued in favor of the Issuer for an amount equivalent to the application money, with their application to the concerned Stock broker/Merchant Banker. A Non-resident Bangladeshi (NRB) and Foreign applicant may also submit a single draft against 02(two) applications made by him/her, i.e. one in his/her own name and the other jointly with another person. The draft (FDD) shall be issued by the Bank where the applicant maintains Foreign Currency account debiting the same account **and provide the customer with a certificate mentioning the FC account number which has been debited to issue the FDD. The applicant shall also submit the certificate with his/her application.** No banker shall issue more than two drafts from any Foreign Currency account for any public issue. At the same time, the applicant shall make the service charge available in respective customer account maintained with the Stock broker/Merchant Banker.
 - (c) **Eligible investors shall submit application through the electronic subscription system of the exchange(s) and deposit the full amount intended to subscribe by the method as determined by the exchange(s).**

Step-2 (Intermediary)

3. The Stock broker/Merchant Banker shall maintain a separate bank account only for this purpose namely “Public Issue Application Account”. The Stock broker/Merchant Banker shall:
 - a) post the amount separately in the customer account (other than NRB and Foreign applicants), and upon availability of fund, block the amount equivalent to the application money;
 - b) accumulate all the applications/buy instructions received up to the cut-off date, deposit the amount in the “Public Issue Application Account” maintained with its bank within the first banking hour of **next working day** of the cut-off date;
 - c) instruct the banker to block the account for an amount equivalent to the aggregate application money and to issue a certificate in this regard.
4. Banker of the Stock broker/Merchant Banker shall block the account as requested for, issue a certificate confirming the same and handover it to the respective Stock broker/Merchant Banker.
5. For Non-resident Bangladeshi (NRB) and Foreign applicants, the Stock-broker/Merchant Banker shall prepare a list containing the bank draft (FDD) information against the respective applicant's particulars.
6. The Stock broker/Merchant Banker shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and Number of Securities applied for, and within 03 (three) working days from the cut-off date, send to the respective Exchange, the lists of applicants in electronic (text format with tilde '~' separator) format, the certificate(s) issued by its banker, the drafts **and certificates** received from Non-resident Bangladeshi (NRB) and Foreign applicants and a copy of the list containing the bank draft (FDD) information.

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

Step-3 (Issuer)

9. The Issuer shall prepare consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification. The Issuer shall post the consolidated list of applicants on its website and websites of the Exchanges. CDBL shall verify the BOIDs as to whether the BO accounts of the applicants are active or not.
10. **On the next working day**, CDBL shall provide the Issuer with an updated database of the applicants containing BO Account Number, Name, Addresses, Parents' Name, Joint Account and Bank Account information along with the verification report.
11. After receiving verification report and information from CDBL, the Issuer shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications and submit report of final status of subscription to the Commission and the Exchanges **within 10 (ten) working days** from the date of receiving information from the Exchanges.
12. The Issuer and the issue manager shall conduct category wise lottery with the valid applications **within 03 (three) working days** from the date of reporting to the Commission and the Exchanges, if they do not receive any observation from the Commission or the Exchanges.

Provided that IPO lottery shall be conducted on the licensed digital platform made by any of the following institutions under the supervision of Central Depository Bangladesh Limited (CDBL):

- (i) Bureau of Research Testing and Consultation (BTRC), BUET;
- (ii) Computer Science Department, Dhaka University; and
- (iii) Bangladesh Computer Council.

13. The Issuer and issue manager shall arrange posting the lottery result on their websites within **06 (six) hours** and on the websites of the Commission and Exchanges within **12 (twelve) hours** of lottery.
14. Within **02 (two) working days** of conducting lottery, the Issuer shall:
 - a) send category wise lists of the successful and unsuccessful applicants in electronic (text format with tilde '~' separator) format to the respective Exchange.
 - b) send category wise lists of unsuccessful applicants who are subject to penal provisions as per conditions of the Consent Letter issued by the Commission in electronic (text format with tilde '~' separator) format to the Commission and Exchanges mentioning the penalty amount against each applicant.
 - c) issue allotment letters in the names of successful applicants in electronic format with digital signatures and send those to respective Exchange in electronic form.
 - d) send consolidated allotment data (BOID and number of securities) in electronic text format in a CDROM to CDBL to credit the allotted shares to the respective BO accounts.

Step-4 (Intermediary)

15. **On the next working day**, the Exchanges shall distribute the information and allotment letters to the Stock broker/Merchant Bankers concerned in electronic format and instruct them to:
 - a) remit the amount of successful (other than NRB and Foreign) applicants to the Issuer's respective Escrow Account opened for subscription purpose, and unblock the amount of unsuccessful applicants;
 - b) send the penalty amount of other than NRB and Foreign applicants, who are subject to penal provisions, to the Issuer's respective Escrow Accounts along with a list and unblock the balance application money;

16. **On the next working day** of receiving the documents from the Exchanges, the Stock brokers/Merchant Banker shall request its banker to:
- release the amount blocked for unsuccessful (other than NRB and foreign) applicants;
 - remit the aggregate amount of successful applicants and the penalty amount of unsuccessful applicants (other than NRB and foreign), who are subject to penal provisions, to the respective 'Escrow' accounts of the Issuer opened for subscription purpose.
17. **On the next working day** of receiving request from the Stockbrokers/Merchant Bankers, their bankers shall unblock the amount blocked in the account(s) and remit the amount as requested for to the Issuer's 'Escrow' account.
18. **Simultaneously**, the stock brokers/Merchant Bankers shall release the application money blocked in the customer accounts; inform the successful applicants about allotment of securities and the unsuccessful applicants about releasing their blocked amounts and send documents to the Exchange evidencing details of the remittances made to the respective 'Escrow' accounts of the Issuer. The unblocked amounts of unsuccessful applicants shall be placed as per their instructions. The Stock broker/Merchant Banker shall be entitled to recover the withdrawal charges, if any, from the applicant who wants to withdraw the application money, up to an amount of Tk. 5.00 (five) per withdrawal.
19. All bank drafts (FDD) submitted by NRB or Foreign applicants shall be deposited in the Issuer's respective 'Escrow' accounts and refund shall be made by the Issuer by refund warrants through concerned stockbroker or merchant banker or transfer to the applicant's bank account **(FC account which has been debited to apply by NRB or foreign applicants)** through banking channel within 10 (ten) working days from the date of lottery.

Miscellaneous:

20. The Issuer, Issue Manager(s), Stock brokers, Merchant Bankers and the Exchanges shall ensure compliance of the above.
21. The bank drafts (FDD) shall be issued considering TT Clean exchange rate of Sonali Bank Ltd. on the date of publication of abridged version of prospectus.
22. Amount deposited and blocked in the "Public Issue Application Account" shall not be withdrawn or transferred during the blocking period. Amount deposited by the applicants shall not be used by the Stock brokers/Merchant Bankers for any purpose other than public issue application.
23. The Issuer shall pay the costs related to data transmission, if claimed by the Exchange concerned up to an amount of Tk.2,00,000.00 (taka two lac) for a public issue.
24. The Stock broker/Merchant Bankers shall be entitled to a service charge of Tk.5.00 (taka five) only per application irrespective of the amount or category. The service charge shall be paid by the applicant at the time of submitting application.
25. The Stock broker/Merchant Banker shall provide the Issuer with a statement of the remittance and bank drafts (FDD) sent.
26. The Issuer shall accumulate the penalty amount recovered and send it to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
27. The concerned Exchange are authorized to settle any complaints and take necessary actions against any Stockbroker/Merchant Banker in case of violation of any provision of the public issue application process with intimation to the Commission.

All eligible Stock Brokers and Merchant Bankers shall receive the IPO subscription

The IPO subscription money collected from investors will be remitted in following bank accounts with Trust Bank Limited:

No.	Name of Accounts	Currency	Account No.	Bank
1	Robi Axiata Limited	BDT	0016-0320001290	Trust Bank Limited
2		USD	0016-5802000016	
3		Euro	0016-5804000012	
4		GBP	0016-5803000014	

Application Form

“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”

“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।”

APPLICATION FOR PUBLIC ISSUE

Date	:																
Client Code	:																
BO ID No.	:																
Category of applicant	:																
Name of the Company/Fund	:																
Number of Shares/Units	:																
Total amount	:																
Amount in word	:																
Mode of payment	:																
Cheque/Draft information	:																

SECTION XXIX:

AUDITORS' ADDITIONAL DISCLOSURE

To Whom it May Concern Robi Axiata Limited Additional Disclosures by the Auditors'

Pursuant to the requirements of Bangladesh Securities and Exchange Commission (BSEC) vide their letter BSEC/CI/IPO-306/2020/127 dated 06 July 2020 addressed to Robi Axiata Limited (hereinafter referred to "Robi" or "the Company") and copied to us, we being the auditors the Company for the year ended 31 December 2019 provide the following additional disclosures in response to the queries:

- 1 It is observed that The Company has not calculated Diluted Earnings per Share (DEPS) for the year ended on 31 December 2019. The company has employees share purchase plan (ESPP) as on 31 December 2019. So this is potential ordinary share for which the company is required to issue shares. But the company has calculated and presented Basic and Diluted EPS of Tk. 0.04 for the year ended on 31 December 2019 which is not in line with Paragraph 30 and 31 of IAS 30-Earnings per Share. As per recent circular of FRC, share money deposit must be accounted for while calculating EPS. But this has not been done while calculating the EPS. Explain your position with reference to IAS & IFRS ;

Auditors' Response:

As per paragraph 11 of IAS 32 "Financial instruments: Presentation", an equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The consideration received from employees against prospective issuance of share through Initial Public Offering (IPO), does not meet the definition of equity instrument. Considering local regulatory context, the issuance of the shares is contingent upon BSEC's acknowledgement of the waiver application and subsequent IPO approval. Moreover, the money so received will be refunded to respective employees along with interest if IPO approval is not received by Robi. Accordingly, in the financial statements it has been disclosed as liability. As the deposit collected does not guarantee any issuance of shares, the amount collected has not been considered as equity and for diluted EPS calculation.

Pursuant to recent notifications of the Financial Reporting Council (FRC) and Bangladesh Bank, the Company is required to legally convert share money deposit to its share capital within a stipulated time from the date of receipt. However, the amount received under a proposed employees share purchase plan (ESPP) was considered as liability, hence, has not been considered while calculating the EPS. The Company has obtained clarification from FRC which supported the fact, that the money shown as liability in the financial statements should not be treated as share money deposit. FRC's letter in this regard is attached for your reference.

- 2 It is observed that the company has charged Provision for obsolescence in every year. The company has not provided detailed disclosure of provision for obsolescence every year (i.e. Tk. 18,039, 000 for the year 2019, Tk. 19,961,000 for the year ended on 31 December 2018) as well as any documents which is a non-compliance with the Paragraph 113 and 114 of IAS-1 "Presentation of Financial Statements". Explain your position with reference to IAS & IFRS ;

Auditors' Response:

Provision for obsolescence has netted off against inventory and is available in note 8 of the financial statements. In addition, policy for such provision is available on note 52.6 of the financial statements.

Inventories amount presented in the statement of financial position has been cross-referenced to the note 8 of the audited financial statement as required under paragraphs 113 and 114 of IAS 1 "Presentation of financial statements".

- 3 As per note no. 19.00, the company has recognized of total expenses of Tk. 299,754,000 (108,571,000+Tk. 191,183,000 (Office rent)) and Tk. 6,077,760,000 for the year ended on 31 December 2018 and 31 December 2019 for first time adoption of IFRS 16. Total expenses have been increased by 1,928% in compare to previous year. But there is not any scope to increase of total expenses for first time adoption of IFRS 16.

So it observed that the company not recognized expenses accurately for first time adoption of IFRS 16 for the year ended on 31 December 2019 which is a non-compliance with the Paragraph 31 and 37 of IFRS 16 Leases as a result profit and EPS has been understated.

Again, as per note no. 19.00, the company has made lease payment of Tk. 14,542,000 and Tk. 4,807,911, 000 for the year ended on 31 December 2018 and 31 December 2019 for first time adoption of IFRS 16. Total payment has been increased by 32,962% in compare to previous year which is not possible for adoption of new IFRS 16. So the recognition of payment of lease is not in line with Paragraph 36 of IFRS 16 Leases.

Moreover, they have stated that they have presented lease payment as separate line item in cash flow statement and said lease payment previously (i.e. 2018) presented in the cash flow statement under head of "Cash paid to suppliers, employees and other" before adoption of IFRS 16. So they have not presented and disclosed restated cash flow statement in the year

2019 in line with Paragraph 41 of IAS 1 and Paragraph 28 and 29 of IAS 8. Explain your position with reference to IAS & IFRS;

Auditors' Response:

Contracts that give right to use of an identified asset and has a lock in of more than one year have been recognized as lease contracts under IFRS 16 "Leases". In 2018, the cost of these contracts was reported in different line of Profit and Loss Account. In 2019, the future minimum lease payments have been discounted and recognized as right of use (ROU) asset and lease liability. Therefore, in 2019, depreciation of ROU asset and interest expense on lease liability is charged in Profit and Loss Account. This resulted in higher EBITDA and lower PBT in 2019 compared to 2018. However, the increase of expense in 2019 is not as significant as highlighted in the query above.

From Note 29 of the audited financial statements of 2019, it is evident that year to year network operation and maintenance expense has decreased by around BDT 4,602m. Similarly, from Note 32 of the same audited financial statements, it is evident that year to year office rentals has decreased by around BDT 232m. These year to year decrease in expenses is mainly due to adoption of IFRS 16. On the other side, depreciation on ROU assets (see Note 29.1 and Note 32 of audited financial statements) and interest expense relating to lease (see Note 34 of audited financial statements) has increased year to year for adoption of IFRS 16. So, on an overall basis, expense has not increased by 1928% as highlighted in the query. However, overall profitability of 2019 is impacted to some extent due to adoption of IFRS 16 which is usual in the initial years of lease agreements as per the lease accounting modality guided by IFRS 16.

The Company has recognized lease liability amounting BDT 31.9 billion for first time adoption of IFRS 16. Therefore, repayment of lease liability increased in line with the increase in lease liability. Overall, there is no such increase in supplier payment due to adoption of IFRS 16. This is just separate line of presentation which was reported under "Cash paid to suppliers, employees and other" before adoption of IFRS 16.

First time adoption of IFRS 16 does not require mandatory restatement of comparative financial statements. However, for better understanding of the users, lease payment of 2018 was reclassified and presented as separate line item under financing activities in the statement of cash flows. As the reclassified amount is very immaterial i.e. BDT 14.5 million, restatement was not considered appropriate.

- 4 It is observed that the company has not recognized income, expenses, assets and liabilities for providing various types of discount to the customer for the year ended on 31 December 2019 which is non-compliance with the Paragraph 81 and 82 of IFRS 15-Revenue from Contracts with Customers. Explain your position with reference to IAS & IFRS;**

Auditors' Response:

Robi complies with paragraphs 81 and 82 of IFRS 15 "Revenue from contract with customers" as the Company allocates discount proportionately to all performance obligations in the contracts in recognising income, expenses, assets and liabilities.

- 5 It is observed from note 33 and auditor's report under Section 135(1) Para 24(1) of Part II of Schedule III of the Companies Act 1994 that the company has sold the shares of edotco BD Limited in the year 2018 and 2017. The company has not measured the fair value of the selling price of the edotco BD Limited in line with IFRS 13. Explain your position with reference to IAS & IFRS;**

Auditors' Response:

Independent valuations have been performed by both Robi Axiata Limited and Edotco Investments (Labuan) Limited. A price then has been negotiated and finalized based on the valuation reports. IFRS 13 "Fair value measurement" is applicable for determining fair value of asset and liabilities which is going to be recognized in the books. In case of sale, IFRS 13 is not relevant.

6 Regarding merger of Airtel Bangladesh Limited: On 16 November 2016, the merger of Airtel Bangladesh Limited with Robi came into effect via issuance and allotment of 1,178,535,001 new ordinary shares by Robi and Bharti International (Singapore) Pte Ltd. for shareholding upto 25% plus 1 share of the combined entity of Robi and Airtel as consideration. The company has not measured the fair value of the selling price of the Airtel Limited in line with IFRS 13. Explain the matter with reference to IAS & IFRS;

Auditors' Response:

Note 1.3 of the audited financial statements of 2016 and 2017 is reproduced for easy reference as follows, where it is mentioned that the fair value (as per IFRS13 "Fair value measurement") of the assets acquired and liabilities assumed, have been measured as per applicable IFRS 3 "Business combinations". The mentioned note also clearly summarizes the merger accounting.

Merger of Robi Axiata Limited ("Robi") and Airtel Bangladesh Limited

On 28 January 2016, Robi had entered into an agreement with, inter-alia, Bharti Airtel Holdings (Singapore) Pte. Ltd. ("Bharti Singapore") for the merger of Airtel Bangladesh Limited with Robi on the terms set in the Agreement and Companies Act, 1994 of Bangladesh ("Companies Act"). The Merger has been effected via issuance of 1,178,535,001 new ordinary shares with a face value of BDT 10 each by Robi to Bharti International (Singapore) Pte Ltd. for shareholding of up to 25% plus 1 share of the combined entity of Robi and Airtel Bangladesh Limited ("Consideration").

On 16 November 2016 (date of acquisition), Robi and Airtel Bangladesh Limited registered the merger filing with the Registrar of Joint Stock Companies and Firms of Bangladesh. Pursuant to the above and in accordance with the Agreement, the merger was completed on 16 November 2016.

On 31 December 2016, financial statement of the merged company was prepared considering the purchase consideration and fair value of net assets acquired. However, International/Bangladesh accounting standard allows one year measurement period to reassess the provisional numbers considered in the merger accounting. Following this guidance, few areas of the merger accounting have been revisited. This has brought in some changes in the net asset valuation of Airtel in the areas of land revaluation, asset retirement obligation measurement, employee handset asset fair valuation and related deferred taxes. Though the resulting net impact on goodwill is insignificant (BDT 29 million), these financial statements have been restated considering the significance of merger accounting. The following table summarises the non-cash consideration on the acquisition of Airtel, the fair value of assets acquired, liabilities assumed and goodwill on the date of acquisition (both initial and restated). BDT 14 million change in the profit or loss account resulting from the change in net assets of Airtel has also been accounted for as prior period impact/restatement in these financial statements.

In BDT'000	Restated	Initial
Purchase consideration	20,379,299	20,379,299
Details of net assets acquired:		
Property, plant and equipment	13,399,021	13,222,558
Intangible assets	10,267,943	10,267,943
Other non current assets	16,914	16,914
Indemnification assets	2,934,459	2,934,459
Deferred tax assets, net	6,706,493	6,769,208
Trade and other receivables	2,724,991	2,724,991
Advance income tax, net	233,651	233,651
Cash and cash equivalents	793,588	793,588
Long term employee benefit	(214,872)	(214,872)
Asset retirement obligation	(522,058)	(379,414)
Short term loan	(8,667,750)	(8,667,750)
Accounts and other payables	(7,695,081)	(7,695,081)
Total net assets	19,977,299	20,006,195
Goodwill on acquisition	402,000	373,104

7 Regarding disclosure of Foreign exchange loss of Tk. 167,058,000: It is observed from the Statement of Profit or Loss and Other Comprehensive Income to the financial statements that the company has recognized Foreign exchange loss of Tk. 167,058,000 for the year ended on 31 December 2019. But the company has not given any detailed disclosure for the recognition of Foreign exchange loss of Tk. 167,058,000 for the year ended on 31 December 2019 in line the Paragraph 113 and 114(c) of IAS 1 "Presentation of Financial Statements". Explain the matter with reference to IAS & IFRS;

Auditors' Response:

The disclosure requirements of IAS 21 “The effects of changes in foreign exchange rate” have been duly complied. Functional currency and presentation currency related information is duly disclosed in Note 3 of the financial statements. The amount of exchange difference recognized is also clearly visible in the statement of profit or loss and other comprehensive income.

Please note that paragraph 113 of IAS 1 “Presentation of financial statements” is not related to disclosure of foreign exchange gain or loss. Rather the para encourages cross referencing of each item in the statements of financial position and in the statement(s) of profit or loss and other comprehensive income, and in the statements of changes in equity and of cash flows to any related information in the notes. Hence, cross matching is not appropriate in this regard.

Paragraph 114 of IAS 1 provides example of systematic ordering or grouping.

- 8 It is observed that the company has not given any detailed notes of the items of statement of cash flows for the year ended on 31 December 2019 in line with the Paragraph 113 and 114(c) of IAS 1 “Presentation of Financial Statements”. Auditor’s explanation in this regard is required;**

Auditors' Response:

Statement of cash flows has been prepared in accordance with IAS 7 “Statement of cash flows”. Paragraph 113 and 114(c) of IAS 1 “Presentation of financial statements” applies to the entire financial statements and the Company duly followed the said two paragraphs.

- 9 It is observed that the company has foreign exchange transactions. So, it is obvious to have un-realized foreign exchange gain or loss in the financial statements. But the company has not shown any effect of exchange rate changes on cash and cash equivalents in the Statement of Cash Flows prepared for the period ended on 31 December 2019 as a separate line item, which is a non-compliance with the Paragraph 28 of IAS 7. Auditor’s explanation in this regard is required;**

Auditors' Response:

The Company has recognized unrealized foreign exchange gain or loss and has complied as per the requirement of IAS 21 “The effects of changes in foreign exchange rates”. Unrealized foreign exchange gain or loss has been recognized under “Foreign exchange loss” in statement of profit or loss and other comprehensive income.

Statement of cash flows has been prepared in accordance with IAS 7 “Statement of cash flows”. There is only one foreign currency denominated bank account of the Company as at 31 December 2019. Impact of exchange gain or loss in relation to the foreign currency account is very immaterial and hence, not disclosed separately.

- 10 Regarding non-recognition of provision for claim of Government: As per the note no. 46.00 of the financial statements of the draft prospectus, it is observed that the company has charged in the Statement of Profit or Loss or Other Comprehensive Income Tk. 9,382,916,897 only against total claim of Tk. 47,245,632,111. So the company is required to charge additional Tk. 37,862,715,214 in the Statement of Profit or Loss or Other Comprehensive Income in line with the Paragraph 14 of IAS 37 “Provisions, Contingent Liabilities and Contingent Assets”. The company has not kept additional provision of Tk. 37,862,715,214 (Tk. 3,786.27 crore) in line with Paragraph 14 of IAS 37 and Paragraph A2 of IFRIC 23. In the absence of adequate provision, profit after tax might be overstated. Auditor’s explanation in this regard is required;**

Auditors' Response:

The Company has disclosed contingent liabilities amounting BDT 36.5 billion as per the required accounting assessment guided by IAS 37 “Provisions, contingent liabilities and contingent assets”. Details of the contingencies which has been disclosed based on pertinent legal merit and management assessment are made available in Note 46 to the financial statements.

“IAS 37 outlines the accounting for provisions and contingent liabilities. As per paragraph 14 of IAS 37, “an entity must recognise a provision if, and only if: a present obligation (legal or constructive) has arisen as a result of a past event (the obligating event), payment is probable ('more likely than not'), and the amount can be estimated reliably.”

In compliance with its internal processes and governance, the Company has obtained legal opinions from external legal counsels regarding the potential impact of such disputes. Legal opinion states that taking account of all available evidence, Robi has good legal merit in challenging the claims. As a result, present obligations do not exist at the balance sheet date or at the present date. Management has duly evaluated legal opinions and duly assessed the expected outcome of these litigations in accordance with International Accounting Standard to provide fair representation thereof in these financial statements. We as auditor have also reviewed these documents and do not find any reason not to agree with the management of the Company. Therefore, there is no requirement in the present context to maintain any additional provision as per IAS 37 for the above mentioned litigations.”

- 11 Regarding non-recognition provision for BTRC claim: The Appellate Division on Thursday, 20 February 2020 ordered mobile operator Grameen phone to pay Tk 1,000 crore to Bangladesh Telecommunication Regulatory Commission by 24 February 2020. Robi has similar types of litigation with BTRC. As the Honorable court has ordered the GP to pay, so Robi is also required to pay claim of BTRC of Tk. 8,672,391,476. As the issue was still existing at the reporting date (i.e. 31 December 2019), so the company is now required to keep provision as an adjusting event in line with Paragraph 8 and 9(a) of IAS-10, “Events after the Reporting Period”. The company has not kept provision of Tk. 8,672,391,476 (Tk. 867.24 crore) in line with Paragraph 14 of IAS-37, Paragraph 8 and 9(a) of IAS-10, “Events after the Reporting Period” and Paragraph A2 of IFRIC 23. Auditor’s explanation in this regard is required;**

Auditors’ Response:

Required disclosure regarding claim from BTRC is provided in Note 46 (a) of the audited financial statements. Post balance sheet event i.e. court order to deposit certain amount of money is also disclosed under the same note. Since, the deposit is part of the legal process, the amount deposited does not affect the legal merit of the case. Hence, it is not an adjusting event. Robi’s case and Grameenphone’s (GP) case are different and the heads of claims for both operators are different. Against GP, the claimed amount was more than BDT 12,579 (Twelve Thousand Five Hundred Seventy Nine) crores and GP was ordered to deposit a fraction of the amount being BDT 2,000 crores. For Robi the claimed amount was BDT 8,672,391,476 and the High Court Division ordered Robi to deposit BDT 138 crores in five instalments in exchange of granting injunction on the BTRC’s overall demanded amount. The amount paid by Robi is a deposit, which is to be refunded in the event the court finds that, BTRC’s demanded amount is untenable under law. Robi is of the view that Robi has strong legal grounds to successfully challenge the BTRC’s claim based on the purported audit.

As per paragraph 14 of IAS 37, “an entity must recognise a provision if, and only if: a present obligation (legal or constructive) has arisen as a result of a past event (the obligating event), payment is probable (‘more likely than not’), and the amount can be estimated reliably.”

In compliance with its internal processes and governance, the Company has obtained legal opinions from external legal counsels regarding the potential impact of such disputes. Legal opinion states that taking account of all available evidence, Robi has good legal merit in challenging the claims. As a result, present obligations do not exist at the balance sheet date or at the present date. Management has duly evaluated legal opinions and duly assessed the expected outcome of these litigations in accordance with International Accounting Standard to provide fair representation thereof in these financial statements. We as auditor have also reviewed these documents and do not find any reason not to agree with the management of the Company. Therefore, there is no requirement in the present context to maintain any additional provision as per IAS 37 for the above mentioned claim by BTRC.”

- 12 It has been observed that the company has not provided required disclosure regarding calculation of current tax in the financial statements for the year ended on 31 December 2019 which is non-compliance with the Paragraph 46 and 81(C) of IAS 12 “Income Taxes”. Again, they have not provided detailed disclosure of Impact of budget -Minimum Tax and Statutory Disallowances for 2018. What is impact of budget? How is it related with ITO, 1984? Where is reference for calculating tax payable (Tax @Applicable Rate or, Minimum Tax or, Advance Income Tax; Whichever is higher +Tax on Statutory Disallowance + Budget Impact for 2018 BDT 909,472,951). Since minimum tax @ 2% is higher than tax calculated on total income plus section 30B, it should be the tax payable for the year 2019. As per IFRIC 23 regarding current tax- An entity has to reassess its judgments and estimates if facts and circumstances change as per IFRIC 23 which is effective from 1 January 2019. Did the company apply this IFRIC? How can a user find out the amount reported in the FS for application of IFRIC 23? Auditor’s explanation in this regard is required;**

Auditors’ Response:

The impact of budget for 2018 has been incorporated in 2019 under current tax. The Company made tax provision in the audited financial statements for the year ended 31 December 2018 under section 82 C based on the finance act, 2018 and submit its return under finance act, 2019. The minimum tax rate has been changed to 2% from 0.75% in finance act, 2019 including the insertion of section 30B which includes disallowances under section 30 as Income from business and the Company is liable to pay tax on such disallowances at the regular rate. These changes have an impact of BDT 909,472,951 in tax provision which is provided in 2019 as the budget impact for 2018 amounting to BDT 909,472,951. Current tax has been computed as follows considering the respective provisions of Income Tax Ordinance, 1984.

Particulars	BDT
Minimum Tax @ 2% on Gross Receipts	1,509,883,615
Tax on Statutory Disallowance	496,849,217
Impact of budget - Minimum Tax and Statutory Disallowances for 2018	909,472,951
Total current tax provision for 2019	2,916,205,783

It is apparent from the above paragraph that income tax has been computed appropriately following the Finance Act, 2019 and budgetary impact has been given accordingly.

The Company has considered IFRIC 23 "Uncertainty over income tax treatments", however no change has come in tax calculation as in earlier years the Company furnished tax return as per Income Tax Ordinance, 1984.

13 It is observed that the company has not recognized contract cost for directly attributable costs related to acquisition of customers (i.e. SIM cost, different commission etc.) for the year ended on 31 December 2019 which is non-compliance with the Paragraph 91 of IFRS 15 "Revenue from Contracts with Customers". Auditor's explanation in this regard is required;

Auditors' Response:

The Company has fully recognised directly attributable cost. Instead of paragraph 91 of IFRS 15 "Revenue from contracts with customers", the Company has applied para 94 of IFRS 15. The Company recognizes the incremental costs of obtaining a contract as an expense when incurred.

14 It is observed that the company has not recognized income, expenses, assets and liabilities for providing various types of non-cash services to the customer for the year ended on 31 December 2019 which is non-compliance with the Paragraph 66 of IFRS 15 "Revenue from Contracts with Customers". Auditor's explanation in this regard is required;

Auditors' Response:

The Company complies with paragraph 66 of IFRS 15 "Revenue from contracts with customers" as the Company does fair value allocation of the non-cash items offered to the customers. If any bundle consists of an item for which no consideration is received by the Company, the Company reasonably estimates the fair value of the non-cash consideration for fair value allocation. Please refer to Note 52.11 of audited financial statements for further details of the revenue recognition policy followed by Robi.

15 It is observed from the draft prospectus that Robi has incorporated "RedDot Digital Limited", a wholly owned subsidiary in November 2019. There is no transaction of RedDot in 2019 and hence no financial statements of RedDot have been prepared. As per section 2(35) of the ITO, 1984, Robi Axiata is maintaining January to December income year. Hence the income year of RedDot is expected to be from the date of incorporation (November 2019) to 31 December 2019 as per the aforementioned section. Hence the financial statement needs to be prepared and be consolidated. Auditor's explanation in this regard is required;

Auditors' Response:

There was no transaction or operation of RedDot Digital Limited (RedDot) in 2019. In fact, on the date of signing off financial statements for 2019, it was expected to start its commercial operations in the first quarter of 2020. Since there was no transaction of RedDot in 2019, the financial statements of RedDot for 2019 was not prepared separately. RedDot could not start its operation yet except some limited transactions in this regard.

16 It is observed from note 6 to the financial statements prepared for the year ended 31 December 2019 that asset pledged as security is not mentioned. Since the company has long term loan Tk. 7,227 million. The banker may create charge on fixed assets against the loan. As per IAS 16.74(a), the existence and amounts of restrictions on title, and property, plant and equipment pledged as security for liabilities must be disclosed. Auditor's explanation in this regard is required;

Auditors' Response:

Hypothecation of the Company's property, plant and equipment has disclosed in Note 15.2 of the audited financial statements for 2019.

17 It is observed from note 6 to the financial statements prepared for the year ended 31 December 2019 that IT applications of Tk. 4,012,617,000 have been reported under property, plant and equipment which is not in line with IAS 38. As per para 4 of IAS 38, In determining whether an asset that incorporates both intangible and tangible elements should be treated under IAS 16 Property, Plant and Equipment or as an intangible asset under this Standard, an entity uses judgment to assess which element is more significant. For example, computer software for a computer-controlled machine tool that cannot operate without that specific software is an integral part of the related hardware and it is treated as property, plant and equipment. If Hardware element is more significant, why it has been categorized as IT applications. Auditor's explanation in this regard is required;

Auditors' Response:

IFRS does not provide any guidance on the naming of category of the asset. The naming of the category of the asset has been done based on management's best assessment.

As per paragraph 4 of IAS 38, in determining classification of tangible or intangible nature of asset, the guidance refers the relative weight of tangible or intangible components to consider. The softwares or IT applications mentioned above are integral parts of the hardware and equipments. Accordingly, IT applications have been booked under property, plant and equipment.

18 It is observed that the company has a balance of advance, deposits and prepayments as on 31 December 2019 Tk. 4,574,123,000. No break up have been given for this head of accounts. Disclosure as per Schedule XI, Part I, Para 6 of the Companies Act, 1994 have also not been provided. No Provision has been taken against this advance, deposit and prepayments. Are all these recoverable? What is the basis? Auditor's explanation in this regard is required;

Auditors' Response:

The balance shown in the balance sheet as advance, deposit and prepayments are net of provision and recoverable. Disclosure as per Schedule XI, Part I, Paragraph 6 of the Companies Act, 1994 has been provided below:

In BDT '000	
Category	As at 31 Dec 19
Advance, deposits and prepayments considered good and secured	3,789,737
Advance, deposits and prepayments considered good without security	784,386
Advance, deposits and prepayments considered doubtful or bad	-
Advance, deposits and prepayments due by directors or other officers	-
Advance, deposits and prepayments due by companies under same management	-
Maximum advance, deposits and prepayments due by directors or officers at any time during the year	-
Total	4,574,123

Advance, deposits and prepayments with government entities have been considered as secured. All the advance, deposits and prepayments of the Company are paid based on valid agreements with vendors and hence considered good and recoverable. We have performed internal control test on recoverability of advance, deposits and prepayments. We also performed substantive tests and discussed with management and concluded that these amounts are not doubtful of recovery.

19 Deferred tax, ROU asset and Lease obligation (Note # 16) : As per Bangladesh tax law (section 29 of ITO, 1984) depreciation on asset is allowed on assets owned and used for the purpose of business. So depreciation will not be allowed for tax purpose. On the other hand payment of lease rental will not be reflected in the profit and loss rather will be reflected in the cash flow statement. Nowadays tax authority even does not allow item appearing in the P&L. Hence, please explain the basis as to how lease obligation of Tk 32,510,622,000 has a carrying value for deductibility purpose? As per IFRS 16, lease expenses will not be reflected in the profit and loss. Auditor's explanation in this regard is require with reference to IAS and IFRS;

Auditors' Response:

The implementation of IFRS 16 "Leases" creates the ROU asset and lease obligation for the operating lease. The temporary difference between ROU asset and lease obligation has been considered for deferred tax purpose due to difference in lease expense charged in profit and loss account as per IFRS 16 and actual admissible expense as per section 29 of Income Tax Ordinance, 1984. Therefore, the carrying value of lease obligation and ROU asset will be adjusted over the period of time.

20 Deferred tax, unabsorbed depreciation and business loss (Note # 16): An aggregate amount of Tk 41,933,552,000 has been reported as unabsorbed depreciation and business loss as against Tk 43,232,842,000 of 2018. How this amount has decreased during the period? Has it been utilized in 2019? No disclosure in the financial statement regarding the effective tax rate. As per Para 81 of IAS 12 such disclosure has to be made in the FS. Therefore, you are requested to clarify your position. Business loss cannot be carried forward for more than six years. The company has been making losses from 2016 to 2018 (Page 289). Need the breakup of unabsorbed depreciation and business loss year by year as per para 81 (g) of IAS 12. So this needs to be corrected too. If Tk 4,435,786,178 has been used for 2019 (AY 2020-21), what is the basis of tax provision of Tk 2,916,206,000 as per note 36 of the FS. Auditor's explanation in this regard is require with reference to IAS and IFRS;

Auditors' Response:

Yes, the differential amount of unabsorbed depreciation has been utilized in 2019.

The Company does not have any recognized business loss under deferred tax asset. The Company has unabsorbed depreciation allowances and there is no time limit for utilization of unabsorbed depreciation as per section 42 (6) and para 9 (2) of Third Schedule of Income Tax Ordinance, 1984. The detail year wise breakup of unabsorbed depreciation is given below:

Unabsorbed Depreciation	Robi	Airtel	Total
For the period of 2018, AY 2019-20 (Robi)	8,380,783,700		8,380,783,700
For the period of 2017, AY 2018-19 (Robi)	7,849,994,553		7,849,994,553
For the period of 2016, AY 2017-18 (Robi)	8,862,240,493		8,862,240,493
Up to 15 November 2016 (Closing balance)		11,462,381,897	11,462,381,897
For the AY 2014-15		1,115,435,546	1,115,435,546
For the AY 2013-14		4,686,717,432	4,686,717,432
For the AY 2012-13		2,215,019,901	2,215,019,901
For the AY 2010-11		1,796,764,393	1,796,764,393
Utilization	(4,435,786,178)		(4,435,786,178)
Total unabsorbed depreciation	20,657,232,567	21,276,319,169	41,933,551,736

Though the Company has available unabsorbed depreciation, but this cannot be adjusted with minimum tax, excess perquisites, additional incentive bonus etc. BDT 2,916,205,783 is the summation of minimum tax, tax on disallowed incentive bonus, tax on excess perquisites and revised minimum tax for 2018 arising from change in finance act, 2019.

Mentioning the effective tax rate is not required under paragraph 81 of IAS 12 "Income taxes". However, the effective tax rate can be readily calculated comparing total tax expense to Profit before tax. For users understanding, Composition of income tax expense has been provided in Note 36 of the audited financial statements. Further breakdown of current tax expense is being provided below for clarity.

Particulars	BDT
Minimum Tax @ 2% on Gross Receipts	1,509,883,615
Tax on Statutory Disallowance	496,849,217
Impact of budget - Minimum Tax and Statutory Disallowances for 2018	909,472,951
Total current tax provision for 2019	2,916,205,783

- 21 Deferred tax, Employee benefit (Note # 16):** Employee benefit has a taxable temporary difference of Tk 24,248,000 and this was a deductible temporary difference of Tk 214,872,000. What is the rationale of such a reversal? The figure cannot be linked with note 18 of the audited Financial Statement. You are requested to clarify your position regarding the same. Why deferred tax on OCI component was not considered last year. Was it an error? Why has it not been corrected as per IAS 8?

Auditors' Response:

Related deferred tax on OCI component was not considered in previous years which has been considered in the year 2019. Since, there was a gain in other comprehensive income, related deferred tax liability has been created. IAS 8 "Accounting policies, changes in accounting estimates and errors" has not been applied since the amount is immaterial.

There is no reversal in 2019 relating to employee benefit component of deferred tax calculation. The base changed from BDT 24m to BDT 215m due to considering deferred tax on actuarial gain or loss (OCI component) in 2019. Total net actuarial gain for year 2017 to 2019 is BDT 239m (2019: BDT 195m gain, 2018: BDT 54m loss and 2017: BDT 98m gain). So, if this BDT 239m taxable temporary difference is netted off with BDT 215m deductible temporary difference as presented in 2018 financial statements, we can arrive at BDT 24m (BDT 239m - BDT 215m) taxable temporary difference as presented in 2019 audited financial statements.

- 22 Deferred tax expense/ (income), PPE and ROU (Note # 16.1):** Debit to Profit loss due to PPE and ROU has been changed from 2,613,746,000 to Net Tk (141,321,000). This has been arrived by subtracting Tk 443,591,000 from 502,912,000. This is substantial. Need the calculation sheet to understand the change. During 2019 an aggregate amount of Tk 584,681 has been charged to P&L as usage of the deferred tax asset. In the absence of tax computation, it is not clear how this has been arrived at. Moreover Tk 200,778,000 has been charged as sharing with Bharati International. Please clarify how this has been arrived at. Auditor's explanation in this regard is required with reference to IAS and IFRS;

Auditors' Response:

Deferred tax relating to ROU asset should not be offset for comparison because it was not there in 2018. Main reason for year to year change in "debit to profit or loss due to property, plant and equipment (PPE)" was that in 2019, the Company has not considered initial tax depreciation allowance on the fixed assets addition which is a choice for the Company as per Income Tax Ordinance, 1984. However, if the Company had considered such initial tax depreciation allowance, that should not have affected overall deferred tax expense because at one side that would have increased debit to profit and loss for change in PPE base and on the other side that would have increased unabsorbed depreciation asset base. The line item wise changes in deferred tax expense or income is traceable from disclosure provided in Note 16.

During 2019, BDT 703m has been charged to Profit and Loss account as deferred tax expense which can be reconciled through Note 16 of the audited FS. BDT 200m is the sharing of Bharti regarding tax benefit obtained relating to Airtel periods.

- 23 Accounts and other payables (Note # 21):** No details break up and ageing has been provided for accounts payable including liability and accrual for capital expenditure. No break up and movement has been given for substantial amount of provision. How did they assess provision requirement? Is it in accordance with IAS 37? Auditor's explanation in this regard is required with reference to IAS and IFRS;

Auditors' Response:

Aging and movement disclosure is not required as per IAS 37 "Provisions, contingent liabilities and contingent assets". However, provision under Note 21 of the financial statements has been assessed as per IAS 37.

- 24 Miscellaneous income (Note # 35):** During the year an aggregate amount of Tk 521,786,000 has been disclosed as miscellaneous income but no disclosure has been given in accordance with IAS 1. Had there been no miscellaneous income the profit of Tk 169,089,000 could have been turned to loss. Auditor's explanation in this regard is required with reference to IAS and IFRS;

Auditors' Response:

The amount of BDT 521,786,000 is arising from business of the Company and we did not find any reason why this should not be considered while calculating the net profit of the Company as per relevant IAS and IFRS.

- 25 Related party Transactions (Note # 43):** Axiata Digital services incorporated a subsidiary in Bangladesh which is known as Axiata Digital Bangladesh (Private) Limited. Transactions with them have not been disclosed in this note as per IAS 24. Auditor's explanation in this regard is required with reference to IAS and IFRS;

Auditors' Response:

Axiata Digital Bangladesh (Private) Limited (ADBL) is controlled by the Axiata Digital Services (ADS). Hence, all transactions with ADBL have been reported under ADS in Note 43 of the financial statements.

- 26 Goodwill (Note # 43): Goodwill arising on business combination is measured at cost less accumulated impairment losses. The company has not mentioned the impairment policy clearly in the notes to the FS as per IFRS-3. Auditor's explanation in this regard is required with reference to IAS and IFRS;**

Auditors' Response:

Impairment of goodwill is guided by IAS 36 "Impairment of assets" which has been duly disclosed under Note 52.2.1 of the policy notes to the financial statements. It is to be noted that Goodwill impairment is done on an annual basis based on the cash generating unit concept under IAS 36. Recoverable amount of the cash generating unit is measured on a yearly basis and then compared with the carrying amount of goodwill and other fixed assets to test impairment.

- 27 Subsequent realization of trade receivables as on audit signing date is to be provided;**

Auditors' Response:

Subsequent to balance sheet date BDT 2,242,230,775 has been realized up to 10 February 2020 out of the trade receivables reported in the financial statements of 2019. We have performed March and June quarter ended review of the Company and confirm that BDT 3,966,507,982 has been realized up to 30 June 2020 out of the trade receivables reported in the financial statements of 2019.

- 28 Mention whether WPPF is formed, managed, distributed and invested as per the provisions of the Bangladesh Labour (Amendment) Act, 2013 or not;**

Auditors' Response:

The Company recognizes a provision for workers' profit participation fund (WPPF) @ 5% of income before tax and it has been formed, managed, disbursed and invested as per provisions of the Bangladesh Labour (Amendment) Act, 2013.

The Company transfers WPPF contribution to the WPPF Trust Fund within nine months from 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 invested in different banks/financial institutions which is disbursed to the employees at the time of retirement/separation from the Company. 10% of fund is being paid to Government Workers Welfare Foundation and remaining 10% to Robi's Employees Welfare Fund.

Already disclosed in Note to the 52.13 to the audited financial statements for 2019.

- 29 State whether you have obtained balance confirmation certificates from all the parties of accounts receivable (note 9.10) and other receivable (note 9.02);**

Auditors' Response:

Robi's principal business is of prepaid nature. The receivables parties are mostly institutional such as government entities, telecom operators and channel partners. Robi has continuous business relationship and transaction with them, hence net receivables shown in balance sheet is recoverable.

The Company as a routine procedure conducts balance confirmation through day to day collection as well as reconciliation. In addition to that, upon authorization from the Company, we as the auditors circulated balance confirmation letters to some selected institutional customers and the concerned parties confirmed the balances to be correct accordingly.

- 30 Break-up of land development cost is required. Whether land development cost includes any depreciable item or not;**

Auditors' Response:

Land development cost incurred in earlier years long before and was related to earth filling. Since there has no separate infrastructures built on this land the question of charging depreciation does not arise.

31 Whether you have physically verified inventories or not.

Auditors' Response:

Physical verification of closing inventories has been conducted jointly by the employees of the Company and representatives of Hoda Vasi Chowdhury & Co.

Date, 26 July 2020

Sd/-
Hoda Vasi Chowdhury & Co
Chartered Accountants

SECTION XXX:

ADDITIONAL DISCLOSURES

ADDITIONAL DISCLOSURES BY THE MANAGEMENT OF ROBI AXIATA LIMITED

1. It is observed that the company's Earning Based Value per share is negative i.e. Tk. (1.47) considering five years weighted average EPS (from 2015 to 2019). How the company expect to issue its shares to public at a price of TK.10/- per share. Explain your position with documents;

Response from Robi:

- a. In line with Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, earning based valuation per share was given based on last 5 years' weighted average EPS. Historically Robi maintained good track of profitability and was profitable till 2015. Robi adopted a major structural decision of amalgamation with Airtel Bangladesh Limited ("Airtel"). Management carefully assessed while finalizing the amalgamation decision, the deal would impact the profitability of Robi in the shorter term due to operational integration of the two operators' network across the country. Nevertheless, due to synergistic impact of the merger in the longer run, Robi would come back strongly with more profitability traction. As expected, the merged company has demonstrated improving performance for the last couple of years and expected to continue in the coming years. Therefore, looking at last five year's EPS may not reflect the true scenario and can be quite misleading.
- b. It is evident that from the table below, post-merger Robi has made commendable progress in attaining strong growth in operational profit (EBITDA) and returned to Net Profit and EPS in the last two years.

(amounts are in BDT '000)

Year/Quarter	EBITDA	NPAT	EPS
Q1' 2020	7,870,605	187,728	0.04
2019	28,804,578	169,089	0.04
2018	16,649,782	2,147,341	0.46
2017	12,650,714	(104,584)	(0.02)
2016	6,339,307	(6,931,073)	(1.88)
2015	14,332,806	2,402,226	0.68
2014	18,914,014	4,396,904	1.24
2013	15,996,943	3,667,968	1.76

- c. We have appended below a work sheet containing valuation based on EBITDA multiples and NAV per share. It is a global standard that technology & telecommunications sector enterprise valuation is based on EBITDA multiples and there is a set standard. Worldwide, the average value of enterprise value to earnings before interest, tax, depreciation and amortization (EV/EBITDA) in the telecommunications sector as of 2020 is 7.06X.

[Ref: <https://www.statista.com/statistics/1030065/enterprise-value-to-ebitda-in-the-technology-and-telecommunications-sector-worldwide/>]

EV/ EBITDA multiple (Average of worldwide Telecom Sector)	7.06
Robi EBITDA	28,799,095
EV of Robi	203,321,611
Net Debt	49,403,034
Value of Equity	153,918,577
No. Of shares	4,714,140
Share Price	32.65

NAV based valuation

Total Equity	59,588,895
No. Of shares	4,714,140
NAVPS	12.64

- 2. It is observed that the company's basic EPS for the year ended December 31st, 2019 is only Tk.0.04 (four paisa only). It seems that the company's earning generation capacity is very poor, and the company may not able to pay dividend in near future to its prospective investors. Explain your position with documents;**

Response from Robi:

- a. As stated hereinabove in "Response No 1", Robi's profitability was negatively impacted in 2016 and 2017 due to the merger and integration with Airtel. After successful integration of merged entities (Robi and Airtel), in spite of significant improvement in its operational profitability (EBITDA), Robi couldn't get much benefit due to imposition of higher taxes in the form of minimum tax (0.75% to 2.0%), increase of Supplementary Duty (5% to 10%), higher SIM tax (100 to 200) etc. If only minimum tax would not have been increased, profitability of Robi would increase to NPAT BDT 1,113m (EPS 0.24) in 2019 and BDT 432m (EPS 0.09) in Q1'20.
 - b. Robi turned around its business performance and resumed its profit trajectory in 2018 and according to our business forecast it would further accelerate in the course of time which is well reflected in the Q1, 2020 financial performance. Robi reported higher profit in quarter 1, 2020 alone than full year's profit of 2019 and it is expected to continue making profit in coming quarters and years.
 - c. Further, Robi has considerable retained earnings of BDT 5.79 billion. So, Robi does not foresee any challenge to pay dividend in near future. It is reasonably expected that Robi's dividend payment capacity to improve further in post IPO scenarios from increased profit due to reduced tax rate.
- 3. There is a claim from BTRC for Tk. 867.24 crore against which no provision is made by the company. Explain your position with documents;**

Response from Robi: International Accounting Standard IAS 37 ("the Standard") outlines the accounting for provisions and contingent liabilities. An entity must recognise a provision if, and only if: [IAS 37.14] a present obligation (legal or constructive) has arisen as a result of a past event (the obligating event), payment is probable ('more likely than not'), and the amount can be estimated reliably.

In compliance with its internal processes and governance, the Company has obtained legal opinions from external legal counsels regarding the potential impact of such disputes. Despite widespread newspaper articles and High Court's order to deposit an amount, legal opinion states that taking account of all available evidence, Robi has substantial legal merit in challenging the claim arising out from the Information System Audit by BTRC, as a result, present obligation does not exist at the balance sheet date or at the present date. Management has duly evaluated legal opinions and duly assessed the expected outcome of these litigations in accordance with International Accounting Standard to provide fair representation thereof in these financial statements. Therefore, there is no requirement to maintain any provision.

- 4. It is observed that Mr. Thayaparan, S Sangarapillai and Klaus Micheal Kuehner has been shown as Independent Director of the company. The independent directors do have pecuniary relationship with the company as receive monthly allowances on top of board meeting allowances (Page 119 of the draft prospectus). Mr. Sangarapillai is a director of edotco Group Sdn Bhd. (Page 121 of the draft prospectus). You are requested to clarify your position regarding the same with documents;**

Response from Robi:

- a. Section 2 (b) (iv) under rule 1 of the Corporate Governance Code, states that an Independent Director means "who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies". The nature of "other relationship" in this clause must be something similar to "shareholding or employment". Mr. Sangarapillai or Mr. Kuehner do not have "any other relationship" with the Company. If they had 'any other relationship' such as professional services, consultancy, advisory, shareholdings or shareholdings through other relatives, it could have been said that they have "other relationship"
- c. Mr. Sangarapillai and Mr. Kuehner receives monthly allowance as Independent Director for the time they spent for providing services to the Board of Directors of Robi as an Independent Director and apart from receiving director's allowance, do not have any other pecuniary relationship or transactions with the company, its promoters, its management or its subsidiaries, which in judgment of the board may affect independence of judgment of the directors. We note that the Code allows an Independent Non-Executive Director to hold less than one percent (1%) shares of the total paid-up shares of the company (section 1 (2) (b) (i) of the Code).

Mr. Sangarapillai is an Independent Non-Executive Director of edotco Group Sdn Bhd. As an Independent Director of edotco Group Sdn Bhd., Mr. Sangarapillai also satisfy all attributes to hold the position of an Independent Director of Robi and do not come within the ambit of Section 1 (2) (b) (ii) of the Corporate Governance Code.

- 5. It is observed that the company has a total claim of BDT. 3657,07,71,288 as of December 31, 2019 regarding VAT, TAX and System Audit by BTRC. The company declares it as contingent liabilities but no provisions have been made for this outstanding claim of BDT. 3657,07,71,288/-. Explain your position with documents and also mention how the company will pay this huge amount of claim if the verdict goes against the company;**

Response from Robi:

- a. International Accounting Standard IAS 37 ("the Standard") outlines the accounting for provisions and contingent liabilities. An entity must recognise a provision if, and only if: [IAS 37.14] a present obligation (legal or constructive) has arisen as a result of a past event (the obligating event), payment is probable ('more likely than not'), and the amount can be estimated reliably.
 - b. In compliance with its internal processes and governance, the Company has obtained legal opinions from external legal counsels regarding the potential impact of such disputes. Robi has substantial legal merit in challenging the claims. As a result, present obligation does not exist at the balance sheet date or at the present date. Management has duly evaluated legal opinions and duly assessed the expected outcome of these litigations in accordance with International Accounting Standard to provide fair representation thereof in these financial statements. Therefore, there is no requirement to maintain any provision.
 - c. Robi is a leading mobile telecom operator and a subsidiary of Asian telecom giant Axiata Group Berhad. Many of our group companies of shareholders are not only listed in their respective markets, they are in telecom business throughout the world. As a matter of governance and policy, Robi DO NOT file or commence litigations unless there are significant legal merits against a claim. All our litigations are based on external legal opinion. It is not only IAS 37, we maintain a robust process before filing a case or resist any claim. We are confident that we will be able to defend each and every case that we have in our list of contingent liabilities in a fair equitable legal system.
- 6. Some Mr. Rafiqul Islam, father- Late Md. Mahtab Uddin, House No. 63/6-D, Shami Bag, K M Das Lane, Wari, Dhaka-1203, submitted a complaint letter to the Commission that he has a claim of TK. 8,34,36,477/- to ROBI Axiata Limited for un-paid rent of a mobile tower (Code No. 0364). It is also observed that the company neither has shown it as a contingency liability nor has made any provision therefore. Explain your position with documents;**

Response from Robi: It appears that Mr. Rafiqul Islam misled BSEC by concealing certain facts. First of all, there is no unpaid rent of mobile tower. He never even claimed in his case that there was unpaid rent of TK. 8,34,36,477/-.

The background is that Mr. Rafiqul Islam and Airtel Bangladesh Limited (now merged with Robi) entered into a lease agreement dated 16.09.2012 ("Agreement"). After merger, due to duplication of the tower in the same area, Robi issued a termination notice as per clause of the Agreement. Mr. Islam resisted the termination. As Robi went ahead with the termination, Mr. Islam started demanding compensation for an alleged damage to his building, which he never raised before the termination notice was issued to him. Out of the blue, Mr. Islam started demanding frivolous compensation.

Later, Mr. Rafiqul Islam filed a money suit being Money Suit No. 107 of 2018 mostly seeking compensation despite the fact that, as per the Agreement, any dispute between the parties was to be resolved through arbitration in accordance with the Arbitration Act, 2001. Therefore, Court has granted stay of the suit in favour of Robi.

Thereafter, Mr. Islam filed an Arbitration Misc. Case, which is currently pending.

Mr. Islam is far away from establishing the legality of the claim. In fact, Robi has a counter claim against him for his refusal to grant access to the premises to remove the tower and the continued loss of income resulting from non-utilization of the tower. Robi disputed Mr. Islam's claim and raised a counter claim by a letter 08 February, 2018. Robi will raise the counter claim before the arbitration proceeding.

Mr. Islam's claim for compensation is an after-thought following termination of the Agreement, and he never raised the so-called damage to his building before the termination notice. Therefore, his alleged demand is barred by waiver and acquiescence and his demand has no basis under law. His chances of success in relation

to his demand are very remote and highly unlikely. For that reason, the company neither has shown it as a contingency liability nor has made any provision therefore.

7. It is observed that the company does not have any trademark license for its products and also does not have any approval for its logo.

Response from Robi: All Trademark applications are currently pending. There was no opposition to registration within the two months as prescribed by the section 18 of the Trademarks Act, 2009. As per section 20 (1)(b) of the Trademarks Act, 2009, the application has not been opposed and the time for notice opposition has expired. In accordance with section 20 (1) of the said act, the Registrar shall register the said trademark in the Register, giving effect of the trademark from the date of the making of the application for registration, and that date shall, subject to the provisions of section 120, be deemed for the purposes of this Act to be the date of registration. We are waiting for the relevant certificates from the Department of Patents, Designs and Trademarks (DPDT).

8. Submit revised physical verification report by the issue manager mentioning, among others, whether all documents of plants and machineries of the Company are verified by the issue manager or not, whether all legal proceedings including all suits, actions and proceedings by or against Airtel Bangladesh Limited (the transferor company) and all legal, taxation or other proceedings initiated by or against the transferor company are duly recorded in the books of accounts of the issuer and are shown in the draft prospectus or not and whether there is any signboard other than Robi Axiata Limited in the premises of the Company or not;

Response from Robi: Revised physical verification report has been attached as **Annexure 11**.

As at December 31, 2019, Robi's property, plant and equipment (PPE) has an aggregate value of around BDT 100 billion consisting of more than 1 million equipments. The properties of the company are distributed across 11,922 sites throughout the country to facilitate an uninterrupted network coverage to our customers. Considering time and resource constraint, our issue manager has visited a cluster of sites to have a reasonable understanding about the business and properties of the company. Further, our issue manager has sought for relevant documents regarding some high value equipments on a sample basis and have reviewed the same. We also certify that, all relevant legal proceedings including suits, actions and proceedings by or against Airtel Bangladesh Limited and all relevant legal, taxation or other proceedings initiated by or against the Robi Axiata Limited are duly recorded in the books of accounts of the Robi and are shown in the draft prospectus.

9. Submit the approval from BOI regarding employment of foreign employees/consultants/ independent director(s), if any;

Response from Robi: As on date, we do not have any foreign employee and consultant/individuals. We have two foreign Independent Directors. However, Independent Directors are not employee of the Company, so they don't need approval from BIDA.

Sd/-

Mahtab Uddin Ahmed
CEO & Managing Director
Robi Axiata Limited

COMPANY PROFILE OF MAJOR SHAREHOLDERS OF ROBI AXIATA LIMITED

Axiata Group Berhad as one of the leading telecommunications groups in Asia in pursuit of its vision to be the New Generation Digital Champion by 2022, Axiata has transformed itself from a holding entity with a portfolio of pure-play mobile assets into a Triple Core Strategy driven business focusing on Digital Telco, Digital Businesses and Infrastructure.

Within ASEAN and South Asia, the Group has controlling stakes in market-leading mobile and fixed operators in the region including 'Celcom' in Malaysia, 'XL' in Indonesia, 'Dialog' in Sri Lanka, 'Robi' in Bangladesh, 'Smart' in Cambodia and 'Ncell' in Nepal. Axiata is actively spearheading efforts to transform its mobile-centric operations into digital converged companies. 'edotco', the Group's infrastructure company, operates in six countries to deliver telecommunications infrastructure services, amassing approximately 27,500 towers.

As a committed and long-term investor, and in line with its sustainability goals, the Group actively supports and drives young talent development; disaster response and recovery; as well as green initiatives. Axiata's broader goal of Advancing Asia aims to piece together the best in the region in terms of innovation, connectivity and talent.

Following is the shareholding of Axiata Group Berhad:

Name of Shareholders	Equities	%
Khazanah Nasional Bhd. (Investment Company)	3,371,238,617	36.8%
Employees Provident Fund	1,624,749,028	17.7%
Permodalan Nasional Bhd.	1,483,872,920	16.2%
Kumpulan Wang Persaraan	259,586,766	2.83%
Public Mutual Bhd.	203,301,847	2.22%
Bumiputra Investment Foundation	167,522,481	1.83%
The Vanguard Group, Inc.	155,021,689	1.69%
Urusharta Jamaah Sdn. Bhd.	132,004,790	1.44%
Great Eastern Life Assurance Co. Ltd.	105,025,657	1.15%
AIA Bhd.	81,951,513	0.89%

Bharti International (Singapore) Pte. Ltd. is a Private Company Limited, incorporated on 18 March 2010 in Singapore. It is the wholly-owned subsidiary of Bharti Airtel Limited. Bharti Airtel Limited is a leading global telecommunications company with operations in 18 countries across Asia and Africa. Headquartered in New Delhi, India, the company ranks amongst the top 3 mobile service providers globally in terms of subscribers. In India, the company's product offerings include 2G, 3G and 4G wireless services, mobile commerce, fixed line services, high speed home broadband, DTH, enterprise services including national & international long distance services to carriers.

Bharti International (Singapore) Pte. Ltd, (directly and through its affiliate entities), has acquired additional 6.3% stake in Robi Axiata Limited from NTT DoCoMo Inc and its group entities in March 2020. After the acquisition of shares from NTT Docomo, Bharti International (Singapore) Pte .Ltd. currently hold 31.3% of shares in Robi.

Axiata Investments (Labuan) Limited incorporated on 21 February 1997 in Federal Territory of Labuan, Malaysia. It operates as a holding company of Axiata Group Berhad. The Company, through its subsidiaries, provides data, voice and digital communication services. It holds 68.69% shares in Robi.

Sd/-

Mohammed Shahedul Alam

Company Secretary

Robi Axiata Limited

LAWYER'S DECLARATION REGARDING UNMUTED LANDS

তারিখঃ ০১.০৯.২০২০ ইং

এই মর্মে প্রত্যয়ন করা যাচ্ছে যে, রবি আজিয়াটা লিমিটেড এর পক্ষ থেকে সরবরাহকৃত দলিলপত্র বিশ্লেষণ করে এই পর্যবেক্ষন দেওয়া হলো-

রবি আজিয়াটা লিমিটেড এর ক্রয়কৃত সর্বমোট ভূমির পরিমাণ ৩১৮৩.২২ শতাংশ। উক্ত ক্রয়কৃত ভূমি থেকে সর্বমোট নামজারী ও জমাভাগ হয়েছে ২২৬৪.০৪ শতাংশ ভূমি এবং অবশিষ্ট ৯১৯.১৮ শতাংশ ভূমির নামজারীর কার্যক্রম চলমান রয়েছে যা প্রয়োজনীয় কাগজপত্র বিশ্লেষণ করে দেখতে পেয়েছি। নামজারীকৃত জমির মধ্যে ১১৪০.৩৬ শতাংশ জমির খাজনা বাংলা সন ১৪২৭ পরিশোধ রয়েছে এবং অবশিষ্ট নামজারীকৃত ১১২৩.৬৮ শতাংশ জমির খাজনা পরিশোধ কার্যক্রম চলমান। আরও উল্লেখ্য যে, রবি আজিয়াটা লিমিটেড এর ক্রয়কৃত ভূমির দলিলপত্র এবং সরেজমিন পর্যবেক্ষন করে এই অভিমত দেওয়া যায় যে, উক্ত ক্রয়কৃত ভূমিতে কোন ধরনের আইনী জটিলতা নেই এবং উক্ত পরিপূর্ণ ভোগ ও দখল রবি আজিয়াটা লিমিটেড সংরক্ষন করে।

প্রসঙ্গতঃ উল্লেখ্য যে, ভূমি মন্ত্রণালয় কর্তৃক ই-নামজারী বাধ্যতামূলকভাবে চালু করায় নামজারী কার্যক্রম ধীরগতিতে চলমান।

অতএব, দ্রুততম সময়ের মধ্যে নামজারী ও জমাভাগের কার্যক্রম সম্পন্ন হবে বলে দৃঢ়ভাবে আশাবাদী।

ধন্যবাদান্তে

Sd/-

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