

“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.”**

**Issue Date of the Prospectus: May 11, 2021**

**Initial Public Offer (IPO) for 73,770,488 ordinary shares, from which 36,885,288 ordinary shares are reserved for Eligible Investors (EIs) at the cut-off price Tk. 32.00 till exhaustion of the quota for EI category and remaining 36,885,200 ordinary shares at a 10% discounted price from the cut-off price i.e. Tk. 29.00 per share for General Public (GP) including NRBs totaling Tk. 2,250,000,000.00.**

**Opening Date for Subscription: June 13, 2021**

**Closing Date for Subscription (Cut-off Date): June 17, 2021**

## **PROSPECTUS**

OF



**B P P L**

**Baraka Patenga Power Limited**

**MANAGER TO THE ISSUE**

**LankaBangla™**

**INVESTMENTS**

**LANKABANGLA INVESTMENTS LIMITED**

### **CREDIT RATING STATUS**

| Rating Particulars | Long Term                                  | Short Term |
|--------------------|--|------------|
| Entity Rating      | AA <sub>3</sub>                            | ST-3       |
| Outlook            | Stable                                     |            |
| Rated by           | Credit Rating Agency of Bangladesh Limited |            |

**"If you have any query about this document, you may consult the Issuer, Issue Manager and Underwriter"**  
**"এই প্রোসপেক্টাসে বর্ণিত তথ্য সম্পর্কিত যে কোন জিজ্ঞাসা আপনি প্রতিষ্ঠানটির উল্লেখিত ইস্যুয়ার, ইস্যু ব্যবস্থাপক এবং অবলম্বকের সাথে যোগাযোগ করে**  
**জেনে নিতে পারেন।"**

**A person interested to get a prospectus may obtain from the Issuer and the Issue Manager**

| ISSUER COMPANY  | CONTACT PERSON  | CONTACT NUMBER   |
|---|---|--|
| <b>Baraka Patenga Power Limited</b><br>Corporate Office: 6/A/1 (2nd Floor)<br>Segunbagicha, Dhaka-1000  | <b>Mr. Mohammed Monirul Islam</b><br>Chief Financial Officer                | Tel: +88 02 956 03 39, 957 23 05<br>Fax: +88 02 955 90 15<br>e-mail: info@bpplbd.com<br>Website: www.bpplbd.com                                    |
| ISSUE MANAGER   | CONTACT PERSON  | CONTACT NUMBER   |
| <b>LankaBangla Investments Limited</b><br>Assurance Nazir Tower, Level – 06,<br>65/B, Kemal Ataturk Avenue, Banani, Dhaka – 1213  | <b>Mr. Iftekhar Alam</b><br>Chief Executive Officer                         | Tel: +88 02 55 03 48 53-5<br>Fax: +88 02 55 03 48 56<br>e-mail: info@lankabangla-investments.com<br>Website: www.lankabangla-investments.com       |
| REGISTRAR TO THE ISSUE  | CONTACT PERSON  | CONTACT NUMBER   |
| <b>UniCap Investments Limited</b><br>Noor Tower (4th floor), 73 Sonargaon Road,<br>Dhaka-1205   | <b>Mr. Salamul Latif Choudhury</b><br>Chief Executive Officer               | Tel: + 88 02 963 21 61-62, 963 21 64-65<br>Fax: + 88 02 963 21 63<br>e-mail: mailbox@unicap-investments.com<br>Website: www.unicap-investments.com |
| UNDERWRITERS  | CONTACT PERSON  | CONTACT NUMBER   |
| <b>LankaBangla Investments Limited</b><br>Assurance Nazir Tower, Level – 06,<br>65/B, Kemal Ataturk Avenue, Banani, Dhaka – 1213  | <b>Mr. Iftekhar Alam</b><br>Chief Executive Officer                         | Tel: +88 02 55 03 48 53-5<br>Fax: +88 02 55 03 48 56<br>e-mail: info@lankabangla-investments.com<br>Website: www.lankabangla-investments.com       |
| <b>UniCap Investments Limited</b><br>Noor Tower (4th Floor), 73 Sonargaon Road,<br>Dhaka-1205   | <b>Mr. Salamul Latif Choudhury</b><br>Chief Executive Officer               | Tel: + 88 02 963 21 61<br>Fax: + 88 02 963 21 63<br>e-mail: mailbox@unicap-investments.com<br>Website: www.unicap-investments.com                  |
| <b>Green Delta Capital Limited</b><br>Green Delta AIMS Tower,<br>51-52, Mohakhali C/A, Dhaka-1212   | <b>Mr. Mohammad Shohel Rana</b><br>VP & Senior Relationship Manager         | Tel: + 88 02 985 19 02<br>Fax: + 88 02 989 82 27<br>e-mail: shohel@greendeltacapital.com<br>Website: www.greendeltacapital.com                     |
| <b>Riverstone Capital Limited</b><br>House 10, Road 6, Block C, Banani model<br>town, Dhaka-1213  | <b>Mr. Imran Ahmed</b><br>Director<br>Investment Banking                    | Tel: + 88 02 985 19 02<br>Fax: + 88 02 989 82 27<br>e-mail: imran@riverstone.com.bd<br>Website: www.riverstone.com.bd                              |
| <b>AAA Finance &amp; Investment Limited</b><br>Amin Court (4th Floor), Suite 403-405, 31, Bir<br>Uttam Shahid Ashfaqus Samad Road (Former 62-<br>63, Motijheel C/A), Dhaka-1000 | <b>Mr. Mohammad Obaydur Rahman FCS,<br/>FCGA</b><br>Managing Director & CEO | Tel: + 88 02 955 96 02<br>Fax: + 88 02 955 83 30<br>e-mail: info@aaafinancebd.com<br>Website: www.aaafinancebd.com                                 |
| AUDITORS' OF THE COMPANY  | CONTACT PERSON  | CONTACT NUMBER   |
| <b>Kazi Zahir Khan &amp; Co.</b><br>Chartered Accountants<br>Shamsunnahar & Wazi Complex (8th Floor), Suite-<br>9B 31/C/1, Topkhana Road, Segunbagicha, Dhaka                   | <b>Mr. Abdulla-Al-Mahmud,</b><br>FCA, FCMA, FCS, LLB<br>Partner             | Tel: + 88 02 912 46 42<br>Fax: + 880-2-57160821<br>e-mail: mahmudkzkcbd@gmail.com<br>Website: www.kzkcbd.com                                       |
| CREDIT RATING COMPANY   | CONTACT PERSON  | CONTACT NUMBER   |
| <b>Credit Rating Agency of Bangladesh Ltd.</b><br>D H Tower, 6 Panthapath,<br>Level 15, Dhaka -1215   | <b>Mr. Mir Arif Biilah</b><br>AVP   | Tel: + 88 02 957 14 97<br>Fax: + 88 02 956 38 37<br>e-mail: info@crab.com.bd<br>Website: www.crab.com.bd   |

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

**"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. 29.00 i.e. '2.90 times for General Public' 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."**

**"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) (149-158)**

**"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 PROSPECTUS

Copy of the Prospectus of Baraka Patenga Power limited may be obtained from the following institutions:

| ISSUER COMPANY   | CONTACT PERSON   | CONTACT NUMBER   |
|--|--|--|
| <b>Baraka Patenga Power Limited</b><br>Corporate Office: 6/A/1 (2nd Floor)<br>Segunbagicha, Dhaka-1000 | <b>Mr. Mohammed Monirul Islam</b><br>Chief Financial Officer | Tel: +88 02 956 03 39, 957 23 05<br>Fax: +88 02 955 90 15<br>e-mail: info@bpplbd.com;<br>Website: www.bpplbd.com |

| ISSUE MANAGER   | CONTACT PERSON                                      | CONTACT NUMBER   |
|---|---|--|
| <b>LankaBangla Investments Limited</b><br>Assurance Nazir Tower, Level – 06,<br>65/B, Kemal Ataturk Avenue, Banani, Dhaka –<br>1213 | <b>Mr. Iftekhar Alam</b><br>Chief Executive Officer | Tel: +88 02 55 03 48 53-5<br>Fax: +88 02 55 03 48 56<br>e-mail: info@lankabangla-investments.com<br>Website: www.lankabangla-investments.com |

| REGISTRAR TO THE ISSUE  | CONTACT PERSON  | CONTACT NUMBER   |
|---|---|--|
| <b>UniCap Investments Limited</b><br>Noor Tower (4th floor), 73 Sonargaon Road,<br>Dhaka-1205 | <b>Mr. Salamul Latif Choudhury</b><br>Chief Executive Officer | Tel: + 88 02 963 21 61-62, 963 21 64-65<br>Fax: + 88 02 963 21 63<br>e-mail: mailbox@unicap-investments.com<br>Website: www.unicap-investments.com |

| STOCK EXCHANGES   | CONTACT PERSON  | CONTACT NUMBER  |
|---|---|---|
| <b>Dhaka Stock Exchange Limited</b><br>9/F Motijheel C/A, Dhaka-1000                                    | <b>Mr. Md. Afzalur Rahman</b><br>Manager              | Tel: +88 02 956 46 01-7, +88 02 966 69 44-8<br>Fax: +88 02 956 9755, +88 02 956 47 27<br>e-mail: research@dsebd.org<br>website: www.dsebd.org |
| <b>Chittagong Stock Exchange Limited</b><br>CSE Building, 1080, Sheikh Mujib Road,<br>Chittagong - 4100 | <b>Mr. Mohammad Javed Sarwar</b><br>Assistant Manager | Tel: +88 031 714 632-3<br>+88 031 720 871<br>Fax: +88 031 714 101; +88 02 951 39 11-15<br>e-mail: javed@cse.com.bd<br>website: www.cse.com.bd |

Prospectus is also available on the websites of Baraka Patenga Power Limited ([www.bpplbd.com](http://www.bpplbd.com)), LankaBangla Investments Limited ([www.lankabangla-investments.com](http://www.lankabangla-investments.com)), BSEC ([www.sec.gov.bd](http://www.sec.gov.bd)), DSE ([www.dsebd.org](http://www.dsebd.org)), CSE ([www.csebd.com](http://www.csebd.com)) and Public Reference room of the Bangladesh Securities and Exchange Commission (BSEC), Dhaka Stock Exchange (DSE) & Chittagong Stock Exchange (CSE) for reading and studying.

### Abridged Version of Prospectus is published in the following Newspapers:

| NAME OF THE NEWSPAPER | DATE OF PUBLICATION |
|-----------------------|---------------------|
| The Financial Express | May 11, 2021        |
| The Business Standard | May 11, 2021        |
| Daily Bonik Barta     | May 11, 2021        |
| Daily SamaKal         | May 11, 2021        |

## DEFINITIONS AND ACRONYMS/ELABORATION

| Term                          | Elaboration  |
|-------------------------------|--|
| AGM                           | Annual General Meeting   |
| Allotment                     | Allotment of shares  |
| BSEC                          | Bangladesh Securities and Exchange Commission  |
| BAS                           | Bangladesh Accounting Standards  |
| BFRS                          | Bangladesh Financial Reporting Standards   |
| BERC                          | Bangladesh Energy Regulatory Commission  |
| BDT                           | Bangladeshi Taka   |
| BOO                           | Build, Own and Operate   |
| BOP                           | Balance of Plant   |
| BPC                           | Bangladesh Petroleum Corporation   |
| BPDB                          | Bangladesh Power Development Board   |
| COD                           | Commercial Operation Date  |
| EGCB                          | Electricity Generation Company of Bangladesh   |
| MW                            | Megawatt   |
| GWh                           | Gigawatt hours   |
| IA                            | Implementation Agreement   |
| IPP                           | Independent Power Producer   |
| KW                            | Kilo Watt  |
| KwH                           | Kilowatt Hour  |
| MPEMR                         | Ministry of Power, Energy and Mineral Resources  |
| O & M                         | Operation and Maintenance  |
| PPA                           | Power Purchase Agreement   |
| PSMP                          | Power System Master Plan   |
| RPCL                          | Rural Power Company Limited  |
| SIPP                          | Small Independent Power Producer   |
| STG                           | Steam Turbine Generator  |
| BO                            | Beneficiary Owner  |
| CDBL                          | Central Depository Bangladesh Limited  |
| EBITDA                        | Earnings before Interest, Tax, Depreciation and Amortization   |
| EPS                           | Earnings per Share   |
| EI                            | Eligible Investor defined under Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 |
| Financial Year/<br>Fiscal/ FY | Period of<br>12 months ended on 30 June of that particular year  |
| FC Account                    | Foreign Currency Account   |
| GBP                           | Great Britain Pound  |
| GoB                           | Government of Bangladesh   |
| IPFF                          | Investment Promotion and Financing Facility  |
| IPO                           | Initial Public Offering  |
| NAV                           | Net Asset Value  |
| NBR                           | National Board of Revenue  |
| NRB                           | Non-resident Bangladeshi   |
| NPAT                          | Net Profit after Tax   |
| PFI                           | Participating Financial Institution  |
| Stock<br>Exchange(s)          | Unless the context requires otherwise, refers to, the DSE & CSE where Ordinary shares<br>will be listed. |
| The Commission                | Bangladesh Securities and Exchange Commission (BSEC)   |



## Table of Contents

| Section No. | Particulars  | Page No.       |
|-------------|--|----------------|
| i.          | <b>Executive Summary</b>   | <b>7-14</b>    |
| ii.         | <b>Conditions Imposed by the Commission</b>  | <b>15-20</b>   |
| iii.        | <b>Declaration and Due Diligence Certificates</b>  | <b>21-28</b>   |
| iv.         | <b>About the Issuer</b>  | <b>29-30</b>   |
| v.          | <b>Corporate Directory of the Issuer</b>   | <b>31-31</b>   |
| vi.         | <b>Description of the Issuer</b>   | <b>32-88</b>   |
|             | Summary  | 32             |
|             | General Information  | 33             |
|             | Capital Structure  | 40             |
|             | Description of Business  | 44             |
|             | Description of Property  | 54             |
|             | Plan of Operation and Discussion of Financial Condition                                      | 69             |
| vii.        | <b>Management's Discussion and Analysis of Financial Condition and Results of Operations</b> | <b>89-92</b>   |
| viii.       | <b>Directors and Officers</b>  | <b>93-106</b>  |
| ix.         | <b>Certain Relationships and Related Transactions</b>  | <b>107-109</b> |
| x.          | <b>Executive Compensation</b>  | <b>110-111</b> |
| xi.         | <b>Options Granted to Directors, Officers and Employees</b>                                  | <b>111-111</b> |
| xii.        | <b>Transaction with the Directors and Subscribers to the Memorandum</b>                      | <b>112-113</b> |
| xiii.       | <b>Ownership of the Company's Securities</b>   | <b>113-122</b> |
| xiv.        | <b>Corporate Governance</b>  | <b>123-137</b> |
| xv.         | <b>Valuation Report of Securities prepared by the Issue Manager</b>                          | <b>138-141</b> |
| xvi.        | <b>Debt Securities</b>   | <b>142-142</b> |
| xvii.       | <b>Parties Involved and their Responsibilities</b>   | <b>142-142</b> |
| xviii.      | <b>Material Contracts</b>  | <b>143-147</b> |
| xix.        | <b>Outstanding Litigations, Fine or Penalty</b>  | <b>148-148</b> |
| xx.         | <b>Risk Factors and Management's Perceptions about the Risks</b>                             | <b>149-158</b> |
|             | Internal Risk Factors  | 149            |
|             | External Risk Factors  | 155            |

|                |   |                |
|----------------|---|----------------|
| <b>xxi.</b>    | <b>Description of the Issue</b>   | <b>159-163</b> |
| <b>xxii.</b>   | <b>Use of Proceeds</b>  | <b>164-170</b> |
| <b>xxiii.</b>  | <b>Lock-in</b>  | <b>171-172</b> |
| <b>xxiv.</b>   | <b>Markets for the Securities Being Offered</b>   | <b>173-173</b> |
| <b>xxv.</b>    | <b>Description of Securities Outstanding or being Offered</b>   | <b>174-175</b> |
| <b>xxvi.</b>   | <b>Financial Statements</b>   | <b>176-293</b> |
|                | Auditor's Report to the Shareholders of Baraka Patenga Power Limited for the Year Ended June 30 2020  | 176            |
|                | Information as is required under section 186 of the কোম্পানি আইন, 1994 relating to holding company    | 218            |
|                | Selected ratios as specified in Annexure-D  | 270            |
|                | Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the কোম্পানি আইন, 1994 | 279            |
|                | Financial spread sheet analysis for the latest audited financial statements                           | 282            |
|                | Auditors Certificates   | 285            |
| <b>xxvii.</b>  | <b>Credit Rating Report</b>   | <b>294-304</b> |
| <b>xxviii.</b> | <b>Public Issue Application Procedure</b>   | <b>305-307</b> |
| <b>xxix.</b>   | <b>Others</b>   | <b>308-324</b> |
|                | Auditors' Additional Disclosure relating to the Financial Statements for the Year Ended 30 June 2020  | 308            |
|                | Additional Disclosures of the Management  | 314            |
|                | Un-Audited Financial Statement for the period ended 31 March 2021                                     | 317            |

**(a) About the Industry**

Electricity is the main ingredients for socio-economic development of a country. Recognizing the necessity of electricity, Government of Bangladesh (GoB) has declared vision to provide electricity to all by 2021. In 2020, 93.5 percent of the population had access to electricity. It may be mentioned that from 2013 to 2019 about 16 million new consumers are connected to electricity. Per capita electricity generation has increased from 371KWh in 2015 to 426.23 KWh in 2020. Considering the country's future energy security and low-carbon emission strategy, programs have been undertaken to promote use of renewable energy. Government has formulated pro-investment policy to encourage private sector investment in Renewable Energy (RE) sector as the country is experiencing rapid rise in energy consumption over the past two decades. This trend will intensify further in the coming years as economic growth and development efforts accelerate-Bangladesh strives to become a middle-income country by 2021. Energy supply thus has to be increased rapidly in order to sustain the country's growth momentum.

The increase of power generation capacity over the last few years stands witness to the incredible growth of the sector. Rate of access to electricity has improved from approximately 74% in 2015 to 93.5% in 2020. The government targets to reach all people by 2021. Given the gravity of the situation, the government's Master Plan 2010 has decided to use the quick rental power plants (QRPPs) as its major strategic tool to reduce power shortage in the short-run. Under the plan, a total of 20 QRPPs was commissioned by 2012 with a total capacity of more than 1,000 MW. Per capita consumption of electricity remains low compared to peer countries and far below that of the developed world. As a result, the rate of growth witnessed over the years is likely to accelerate as electricity reaches more people and as people and industries increase consumption. As of June 2020, the total power generation capacity of the country including captive power plant was 23,500MW. This is an increment of 4,539MW from the total generating capacity at the end of FY2019.

Data Sources:

<http://www.bpdb.gov.bd>

[http://bids.org.bd/uploads/publication/Other\\_Publications/Discussion\\_Paper\\_01.pdf](http://bids.org.bd/uploads/publication/Other_Publications/Discussion_Paper_01.pdf)

[https://en.wikipedia.org/wiki/Electricity\\_sector\\_in\\_Bangladesh](https://en.wikipedia.org/wiki/Electricity_sector_in_Bangladesh)

<https://cpd.org.bd/wp-content/uploads/2019/03/The-Power-and-Energy-Sector-of-Bangladesh.pdf>

**(b) About the Issuer**

Baraka Patenga Power Limited was incorporated as a private limited company on 7 June 2011 Vide Registration No. C-93385/11 and subsequently converted into a public limited company on 28 April 2014 with Registrar of Joint Stock Companies and Firms (RJSC) in Bangladesh under the Companies Act, 1994. The Company started its commercial operation on 4 May 2014 and the registered office is at Khairun Bhaban (6<sup>th</sup> Floor), Mirbostola, Sylhet.

The main activity of the Company is to set up power plants for generation and supply of electricity to national grid of Bangladesh.

The Company has two subsidiaries namely Karnaphuli Power Limited (KPL) and Baraka Shikalbaha Power Limited (BSPL). BPPL holds 51% shares of both the companies. The principal activity of these companies is to set up power plants for generation and supply of electricity.

**Nature of Business**

The principal activity of the Company is to set up power plants for generation and supply of electricity. The plant having capacity of 50 MW located at Patenga, Chittagong has started its commercial operation on May 04, 2014. The Plant has been implemented by using 08 nos. of brand new Rolls Royce Engine having capacity of 6.984 MW each with total capacity of the plant is 55.872 MW. In addition, a co-generation secondary power plant with capacity of 3.20 MW has been installed and started its commercial operation on April 10, 2015. The STG plant runs by heat recovery from 08 nos. of Rolls Royce gensets exhaust gas without burning any fuel and reduce the fuel cost. For the first time in power sector in Bangladesh, a desulfurization plant has been introduced to the project to reduce sulfur emission at an acceptable low level.

## Subsidiary Company

### 1. **Karnaphuli Power Limited (KPL)**

Karnaphuli Power Limited was incorporated in Bangladesh on November 17, 2014 as a Private Limited Company having its registered office at 6/A/1, Segunbagicha, Dhaka-1000. The company has been subsequently converted to Public Limited Company on December 12, 2018.

Karnaphuli Power Limited has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on February 4, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day. The PPA is signed in connection to the issued Letter of Intent (LOI) to the Company vide memo dated August 8, 2017 of BPDB for implementing HFO fired IPP power plant having capacity of 110 MW on Build, Own, Operate (BOO) basis at Kolagaon Union Parishad, Patiya, Chittagong for a term of 15 years from the commercial operation date (COD). The project started commercial operation on is August 20, 2019.

**Nature of Business:** The principal activity of KPL is to set up power plants for generation and supply of electricity.

### 2. **Baraka Shikalbaha Power Limited (BSPL)**

Baraka Shikalbaha Power Limited was incorporated in Bangladesh on December 13, 2017 as a Private Limited Company having its registered office at 6/A/1, Segunbagicha, Dhaka-1000. The company has been subsequently converted to Public Limited Company on December 12, 2018.

Bangladesh Power Development Board (BPDB) has issued Letter of Intent (LOI) to Baraka Patenga Power Limited and its consortium vide their memo no. 27.11.0000.101.14.021.18-869 dated 28-02-2018 for implementing HFO fired IPP power plant having capacity of 105 MW on BOO (Build, Own, Operate) basis at Kolagaon Union Parishad, Patiya, Chittagong for term of 15 years from the commercial operation date (COD). The project started commercial operation on May 24, 2019.

**Nature of Business:** The principal activity of BSPL is to set up power plants for generation and supply of electricity.

**(c) Financial Information**

| Sl. | Particulars                           | Consolidated   | Separate      | Consolidated   | Separate      | Consolidated  | Separate      | Consolidated   | Separate      | Separate      |
|-----|---------------------------------------|----------------|---------------|----------------|---------------|---------------|---------------|----------------|---------------|---------------|
|     |                                       | 30- June-20    |               | 30- June-19    |               | 30- June-18   |               | 30- June-17*** |               | 30- June-16   |
|     |                                       | Amount in BDT  |               |                |               |               |               |                |               |               |
| 1   | Turnover                              | 5,448,793,155  | 1,691,216,401 | 3,429,200,361  | 2,886,421,600 | 2,594,491,208 | 2,594,491,208 | 2,648,485,011  | 2,648,485,011 | 2,119,185,034 |
| 2   | Gross Profit                          | 2,526,604,818  | 495,747,220   | 771,902,707    | 647,975,542   | 631,834,155   | 633,428,735   | 644,619,560    | 644,619,560   | 631,677,969   |
| 3   | Net Profit Before Tax                 | 675,352,549    | 183,644,021   | 302,824,776    | 275,654,242   | 269,604,598   | 343,222,559   | 316,996,012    | 317,980,892   | 288,583,082   |
| 4   | Net Profit after Tax                  | 673,882,513    | 182,637,653   | 300,705,117    | 273,771,236   | 261,457,992   | 335,087,579   | 317,471,888    | 318,456,889   | 286,489,378   |
| 5   | Net Profit after Tax (Excluding NCI*) | 433,172,532    | -             | 287,507,515    | -             | 270,968,747   | -             | 371,954,538    | -             | 286,489,378   |
| 6   | Total Assets                          | 20,678,747,410 | 4,856,405,716 | 20,004,033,247 | 5,423,441,317 | 6,570,463,828 | 5,854,592,104 | 5,329,539,014  | 5,277,162,538 | 5,222,401,507 |
| 7   | Paid-up Capital                       | 992,250,000    | 992,250,000   | 992,250,000    | 992,250,000   | 992,250,000   | 992,250,000   | 992,250,000    | 992,250,000   | 945,000,000   |
| 8   | Retained Earnings                     | 1,291,179,476  | 1,091,281,803 | 956,984,246    | 1,007,869,150 | 875,299,384   | 939,920,567   | 708,097,816    | 708,600,167   | 536,618,278   |
| 9   | No. of Shares                         | 99,225,000     | 99,225,000    | 99,225,000     | 99,225,000    | 99,225,000    | 99,225,000    | 99,225,000     | 99,225,000    | 94,500,000    |
| 10  | Face Value                            | 10             | 10            | 10             | 10            | 10            | 10            | 10             | 10            | 10            |
| 11  | NAV per share                         | 23.00          | 20.98         | 19.63          | 20.15         | 18.82         | 19.47         | 17.14          | 17.14         | 15.68         |
| 12  | Earnings per Share**                  | 4.37           | 1.84          | 2.90           | 2.76          | 2.73          | 3.38          | 3.20           | 3.21          | 2.89          |

\*Non-Controlling Interest, \*\*Considering total number of outstanding shares of 99,225,000. \*\*\*The consolidation of the company started from FY 2016-17.

**(d) Features of the Issue and Its Objects**

|                                       |   |   |
|---------------------------------------|---|---|
| <b>Cut-Off Price</b>                  | : | BDT 32.00   |
| <b>Public Offering Price</b>          | : | BDT 29.00   |
| <b>Number of Shares to be Offered</b> | : | 73,770,488  |
| <b>Total Issue Size</b>               | : | BDT 2,250,000,000   |
| <b>Issue Manager</b>                  | : | LankaBangla Investments Limited   |
| <b>Register to the Issue</b>          | : | UniCap Investments Limited  |
| <b>Objectives of the Issue</b>        | : | To finance equity investment fund for implementation of two power plants of its subsidiaries namely Karnaphuli Power Limited, Baraka Shikalbaha Power Limited and partial repayment of BPPL's debt. |

(e) Legal and Other Information

| Particulars                           | License Issuer/ Issuing Authority                   | Registration/Certificate/ License No. | Issue Date | Renewal Date | Expiry Date |
|---------------------------------------|---|---------------------------------------|------------|--------------|-------------|
| Certificate of Incorporation          | Registrar of Joint Stock Companies and Firms (RJSC) | C-93385/11                            | 07.06.2011 | N/A          | N/A         |
| E-TIN Certificate                     | National Board of Revenue (NBR)                     | 872676960686                          | 08.01.2014 | N/A          | N/A         |
| VAT Registration Certificate          | Custom, Excise & VAT Agrabad Division, Chittagong   | 24021014106                           | 27.11.2011 | N/A          | N/A         |
| BERC License (IPP)                    | Bangladesh Energy Regulatory Commission             | IPP-021                               | 17.06.2020 | 20.02.2020   | 19.02.2022  |
| BERC License (Fuel)                   | Bangladesh Energy Regulatory Commission             | LPP-215                               | 18.11.2020 | 05.10.2020   | 05.10.2021  |
| Trade License                         | Chittagong City Corporation                         | 31919                                 | 17.11.2011 | 01.07.2020   | 30.06.2021  |
| Trade License                         | Dhaka City Corporation                              | 0120812                               | 07.01.2014 | 01.07.2020   | 30.06.2021  |
| Import Registration Certificate (IRC) | Office of the Chief Controller of Export & Import   | 260326120163820                       | 21.10.2015 | 19.07.2020   | 30.06.2021  |
| Environmental Clearance Certificate   | Department of Environment                           | 20-44604                              | 08.04.2014 | 13.09.2020   | 11.10.2021  |
| Fire License                          | Fire Service & Civil Defense                        | AD-Chatta-2976-2015-2016              | 29.10.2015 | 17.06.2020   | 30.06.2021  |
| Membership Certificate of DCCI        | Dhaka Chamber of Commerce & Industry                | 03658                                 | 29.06.2015 | 17.01.2021   | 31.12.2021  |
| Factory License                       | Department of factories Inspection                  | 4491/Chattagram                       | 05.03.2014 | 17.06.2020   | 30.06.2021  |
| Explosive License                     | Department of Explosive                             | 140-3(L)-0039                         | 12.03.2014 | 23.12.2020   | 31.12.2021  |
| Registration from Board of Investment | Board of Investment                                 | L-401012011756-H                      | 31.01.2012 | N/A          | N/A         |

## **(f) Promoters' Background**

### **Barakatullah Electro Dynamics Limited (Currently Baraka Power Limited)**

*Holding Company of BPPL*

Barakatullah Electro Dynamics Limited (BEDL) is the subscriber to the MoA of Baraka Patenga Power Limited (BPPL). BEDL has changed its name to Baraka Power Limited (BPL) on January 12, 2015.

Baraka Power Limited (BPL) was incorporated in Bangladesh on 26 June 2007 as a private limited Company. On 25 September 2008, the Company was converted into public limited Company under the Companies Act, 1994. The principal activity of this company is to set up power plants for generation and supply of electricity. Baraka Power Limited took part in the tendering process initiated by Bangladesh Power Development Board (BPDB) and won the bid for implementing, generating & supplying electricity from a 51MW gas fired power plant at Fenchugonj, Sylhet for a period of 15 years on BOO basis. The plant commissioned on 10 October, 2009 successfully and started its commercial operation from 24 October, 2009 and supplying electricity to the national grid uninterruptedly. The Company listed on 16 May 2011 with both the Stock Exchanges of Bangladesh and started trading of shares on 19 May 2011. At present, BPL holds 51% equity shares of Baraka Patenga Power Limited.

### **Mr. Gulam Rabbani Chowdhury**

Director of Baraka Power Limited, Gulam Rabbani Chowdhury reflects on his diverse career in machine manufacturing, real estate, power, education and readymade garments industry, where dynamism of entrepreneurship and management discipline are the best parts of it; how to make a new startup to a huge success, how to engage and inspire NRB investors to invest in Bangladesh, how to lead a huge capital investment and extremely complex operation oriented business like power generation successfully, how to develop a strong and high level international network of business relations, how to brand yourself as a respected business leader and many more.

At present he is leading Baraka Power Limited as a director, which is continuously supplying electricity to the National Grid. The plant is situated at Fenchugonj, Sylhet and powered by General Electric (GE) installed generators producing 51 MW of power and has been operational since 2009. With power plant in profitability, Mr. Chowdhury successfully took the private company to IPO flotation, listing it on both Dhaka and Chittagong Stock Exchanges in Bangladesh.

With the efforts of Mr. Chowdhury, the success story of Baraka Power Limited set a new milestone for NRB investors, encouraging them to make further investment in the power sector. In 2011 Baraka Power signed a second PPA & IA to build a 50 MW power plant at Patenga, Chittagong which has been continuously supplying electricity to the national grid since the 4th May 2014. Inspired by the success of these two power plants, he constructed two new 110 MW and 105 MW HFO fired power plants at Chittagong. Developing his entrepreneurial vision further afield, he ventured into the readymade garments industry and started a readymade garment under the name of Baraka Fashions Limited, ten lines capacity woven garments located at Tongi, Gazipur.

Before starting Baraka Power Limited, Mr. Chowdhury with the support of a group of NRB investors successfully established an innovative and unique large-scale townscape vision by the name of "Royal City" in Sylhet, on 2006 which is a project of Royal Homes Limited. It has made a significant impact in the future of Sylhet as a fast-developing city, providing well planned residential and commercial facilities.

During his career, Mr. Chowdhury identified the lack of high international standard educational facilities in Sylhet. Along with a consortium of NRB investors, he has been a key figure in establishing a leading educational organization by the name of Royal Educare Limited (REL) which aims to raise children with the highest standards of education. REL currently comprises of educational facilities from Eurokids Kindergarten up to and including primary and secondary schooling in RISE (Royal Institute of Smart Education). RISE school has incorporated the

world respected and renowned Cambridge Curriculum. The Cambridge body has approved RISE as one of the best technology based premium international schools in the country, located in the heart of Sylhet.

Mr. Chowdhury started his business career as Founder Managing Director by establishing Alim Industries Ltd. (An agricultural machinery manufacturing company) in the early 1990's. His enthusiasm, hard work, dedication, dynamism, foresight and skilled leadership took the company into one of the top-rated companies in the Agro Machinery Manufacturing sector. As a result, the company achieved a Presidential Award as a leading Agricultural Machinery Manufacturer of the company in the Bengali year 1395.

Mr. Chowdhury is also actively involved with some professional organizations where he significantly contributes to achieve the respective organizations' goals. He is a former Executive Member of Bangladesh Association of Publicly Listed Companies (BAPLC) and former Vice President of Bangladesh Independent Power Producers' Association (BIPPA).

Mr. Chowdhury earned his bachelor degree in science under the Chittagong University. He attended many overseas trainings; specializing in metallurgy & manufacturing process, gaining a deep understanding and knowledge of industrial manufacturing and development. He has attended Business Leadership Forum on Smart Energy in Italy. He has visited many countries and attended seminars, international conferences and exhibitions such as in Australia, Canada, China, Denmark, France, Germany, India, Italy, Malaysia, Maldives, Morocco, Singapore, Thailand, Turkey, UAE, UK and USA. As a result of the numerous business successes across a variety of sectors, Mr. Chowdhury has received many accolades and corporate awards.

He was born in 1966 & brought up in a respectable family at Sylhet. Whilst he continues to establish successful business, Mr. Chowdhury holds dear to his heart the most important work which needs to be done to enhance the education and health and living standards of the poor and needy throughout Bangladesh. He contributes significantly in many ways to these major and most important issues that Bangladesh is facing.

#### **Mr. Faisal Ahmed Chowdhury**

Mr. Faisal Ahmed Chowdhury is a visionary business leader and possessing over twenty-eight years of highly successful leadership in the area of fiscal, strategic, and operational management. He is a dynamic & result oriented businessman with a strong track record in a number of industrial sectors. His excellent analytical, interpersonal and motivational skills have made him a prominent and respected business leader in Bangladesh.

After completing his graduation, during the 1990's he relocated to the UK and started his own business founding Apex Printing and Publications Ltd. and then went on to established Imprint Trading Ltd., both of which were very successful.

With the ambition of establishing businesses in his motherland and for the development of the socio-economic standard of the nation, he successfully started an internationally recognized real estate company in Bangladesh named Royal City (300 acres), situated at the gateway of Sylhet. The vision established a modern independent residential town with a diverse range of world-class civic facilities. With strong entrepreneurial and leadership skills, he was able to encourage many NRBs (Non-Resident Bangladeshis) unfamiliar with the commercial landscape of Bangladesh to invest in their home nation of origin.

Recently he has established an international standard educational organization, by the name of Royal Educare Limited (REL) in Bangladesh. Currently REL includes Eurokids Kindergarten and Royal Institute of Smart Education (RISE) primary & secondary school. RISE School incorporates the world-renowned Cambridge University Curriculum. The future vision of REL is to develop the educational standards of the youth of Bangladesh with the aim of leaving a legacy for the future generation to build and improve our beloved nation, Bangladesh.

Along with NRBs and local entrepreneurs, Mr. Faisal Chowdhury established Baraka Power Limited previously called Barakatullah Electro Dynamics Limited in 2007. This venture has helped to resolve the national power shortage in Bangladesh. Remarkably, his unique entrepreneurial and leadership skills have made Baraka Power Limited fully operational and created a valuable organization within a very short span of time. Then he went on to establish a second power plant named Baraka Patenga Power Limited (BPPL) in Chittagong. BPPL is the first



power plant to be funded by the World Bank foreign currency loan under IPFF facility. BPPL maintains high environmental standards by introducing a Flue Gas Desulfurization (FGD) system to minimize the environmental impact.

Mr. Faisal Chowdhury is also involved in several community and social interest activities and organizations. He is an Elected Executive Member of Foreign Investors Chamber of Commerce & Industry (FICCI), Executive Member of the Bangladesh Red Crescent Society, Sylhet Unit and Mujib-Jahan Blood Bank and President of Sylhet Zimkhana Cricket Club. He has a deep interest and passion in participating in social and community interest projects that help improve the socio-economic prosperity of Bangladesh as a whole.

Mr. Faisal Chowdhury is well travelled with a good understanding of the diversity of culture. He has visited several countries including India, China, Thailand, Singapore, Hong Kong, Malaysia, Saudi Arabia, Canada, Austria, Germany, UK, USA, Sweden, Finland, Norway, Switzerland etc. He regularly attends business seminars and international exhibitions throughout the world and has built high level international networks to take Bangladeshi businesses into global level.

#### (g) Capital Structure and History of capital raising

| Particulars                                 | No. of Ordinary Shares | Nominal price | Amount (BDT)         |
|---|------------------------|---------------|----------------------|
| <b>Before IPO:</b>                          |                        |               |                      |
| Authorized Capital                          | 300,000,000            | 10/-          | 3,000,000,000        |
| Issued, Subscribed and Paid up capital      | 99,225,000             | 10/-          | 992,250,000          |
| <b>Total paid up capital before IPO (A)</b> | <b>99,225,000</b>      | <b>10/-</b>   | <b>992,250,000</b>   |
| <b>After IPO:</b>                           |                        |               |                      |
| To be issued as IPO (B)                     | 73,770,488             | 10/-          | 737,704,880          |
| <b>Paid up capital (Post IPO) (A+B)</b>     | <b>172,995,488</b>     | <b>10/-</b>   | <b>1,729,954,880</b> |

\*The Company has raised its paid-up capital in following phases:

| Date of Allotment  | Nominal Price | Issue Price | Number of Shares Issued |                    |             | Amount of Share Capital (BDT) |
|--|---------------|-------------|-------------------------|--------------------|-------------|-------------------------------|
|  |               |             | In cash                 | Other than in cash | Bonus Share |                               |
| 7 June 2011: First (Subscription to the Memorandum & Articles of Association at the time of Incorporation) | 10/-          | 10/-        | 100,000                 | -                  | -           | 1,000,000                     |
| 30 April 2014: 2 <sup>nd</sup> allotment   | 10/-          | 10/-        | 94,400,000              | -                  | -           | 944,000,000                   |
| 02 January 2017: 3 <sup>rd</sup> allotment   | 10/-          | 10/-        | -                       | -                  | 4,725,000   | 47,250,000                    |
| <b>Total</b>   |               |             |                         |                    |             | <b>992,250,000</b>            |

#### (h) Summary of Valuation Report of securities

| Sl. No.         | Valuation Methods  | Fair Value (BDT) |
|-----------------|--|------------------|
| <b>Method-1</b> | Net Asset value (NAV) per share                          | 23.00            |
| <b>Method-2</b> | Earnings-based value per share                           | 45.86            |
| <b>Method-3</b> | Average Market Price of Similar Stocks Based Valuation   | 52.41            |
| <b>Method-4</b> | Similar stock based Valuation (Considering P/E Multiple) | 55.47            |

The detailed valuation workings of the above-mentioned methods are furnished under the head of “Valuation Report of securities prepared by the Issue Manager” in this prospectus.

**(i) Others**

**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, to the best of our knowledge and belief, there is no material change including Raising of Paid-Up Capital after the date of Audited Financial Statements i.e. June 30, 2020 as incorporated in the Prospectus.

For Baraka Patenga Power Limited,

Sd/-

**Monzur Kadir Shafi**  
Managing Director

**DECLARATION OF LANKABANGLA INVESTMENTS LIMITED REGARDING ISSUE MANAGER OR ANY OF ITS CONNECTED PERSONS HOLDING OF ANY SECURITIES OF BARAKA PATENGA POWER LIMITED**

This is to declare that, the LankaBangla Investments Limited or any of its connected persons is no way connected with Baraka Patenga Power Limited or any of its connected person nor does hold any securities.

For LankaBangla Investments Limited,

Sd/-

**Iftekhar Alam**  
Chief Executive Officer

**DISCLOSURE IN RESPECT OF ISSUANCE OF SECURITY IN DEMAT FORM:**

As per provisions of the Depository Act, 1999 and regulations made thereunder, the shares of the Company will be issued in dematerialized form only and for this purpose, Baraka Patenga Power Limited will sign an agreement with the Central Depository Bangladesh Limited (CDBL). Therefore, all transfers, transmissions, splitting or conversions will take place on the CDBL system and any further issuance of shares (including rights and bonus) will also be issued in dematerialized form only.

**CONDITIONS UNDER 2CC OF THE SECURITIES AND EXCHANGE ORDINANCE, 1969****PART-A**

1. The Company shall go for Initial Public Offer (IPO) for 73,770,488 ordinary shares, from which 36,885,288 ordinary shares are reserved for Eligible Investors (EIs) at their own bid price and quantity on highest to lowest bid basis in a descending order of individual bid price till exhaustion of the quota for EI category and remaining 36,885,200 ordinary shares at a 10% discounted price (at nearest integer) from the cut-off price i.e. Tk. 29.00 per share for General Public including NRBs totaling Tk. 2,250,000,000.00 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 and vetted by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), **within 05 (five) working days** of issuance of this consent letter. The issuer shall post the full prospectus, vetted by Commission, in the issuer's website and shall also put on the websites of the Commission, stock exchanges, and the issue manager, **within 02 (two) working days** from the date of publication of abridged version of the prospectus in the newspaper 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 **05 (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 the transmission of the prospectus and its abridged version for NRBs through email to the Bangladesh Embassies and Missions abroad within **05 (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 **20 (Twenty) 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 **20 (Twenty) 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 the expiry of the aforesaid **15 (Fifteen) days'** time period allowed for refund of the subscription money."

The stock exchanges shall complete the listing procedure and start of trading of securities within **20 (Twenty) working days** from the closure of subscription.

6. Each General Applicant (General Public and Non-resident Bangladeshi applicants) who intends to submit application through the Electronic Subscription System (ESS) of the exchange(s) shall maintain a minimum investment of Tk. 20,000/- (Taka twenty thousand only) in the listed securities (matured securities) at market price (the close price of both Exchanges whichever is higher) as on the end of a working day which is immediately preceded by 5 (five) working days from the first day of starting the subscription. The minimum application amount shall be Tk.10,000/- (Taka ten thousand only) or its multiples not exceeding Tk. 50,000/- (Taka fifty thousand only). Exchanges shall send the list of BO Accounts who have applied in the IPO to the Central Depository Bangladesh Limited (CDBL). CDBL shall verify the list of BO Accounts provided by the Exchanges regarding investment of general applicants in listed securities.
7. The IPO shall stand cancelled in case of under-subscription in GP category above 35%. In such an event, the issuer and issue manager shall inform the Commission **within 2 (two) working days** and release the subscription money **within 07 (Seven) working days** after receiving verification report from CDBL and the information from exchanges regarding subscription.
8. 20% of the securities reserved for other general public excluding NRB shall be reserved for ক্ষতিগ্রস্ত ক্ষুদ্র বিনিয়োগকারী. In case of under-subscription under any of sub-categories of General Public category, the unsubscribed portion shall be added to other sub-category of the General Public category. In case of over subscription in the general public category, the securities shall be allotted on pro-rata basis, any fraction shall be considered to the nearest integer and accumulated fractional securities shall be allotted on random basis.
9. An applicant cannot submit more than two applications, one in his/her own name and the other jointly with another person. In case, an applicant submits more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of the application money will be forfeited and deposited to the Commission and the balance amount will be refunded to the applicant.
10. The applicants who have applied for more than two applications using the same bank account, their application will not be considered for allotment purpose. In addition, 15% of their subscription money shall be forfeited and deposited to the Commission and the balance amount will be refunded to the applicant.
11. Making of any false statement or giving any incorrect information 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 proceed of forfeited shares (units) will be deposited in the account of the Bangladesh Securities and Exchange Commission (BSEC). This is in addition to any other penalties as may be provided for by the law.
12. The company shall furnish the list of allottees simultaneously to the Commission and the stock exchange(s) in which the shares will be listed, **within 24 (Twenty Four) hours** of allotment.
13. Shares which are not allotted at the time of according this consent, but allotted after listing, in favor of sponsors, directors or shareholders having 10% or more shares, other than alternative investment funds, through stock dividends, shall be subject to a lock-in period of 2 (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). Otherwise, those shares (shares of Sponsors/ Directors/ Promoters) can be dematerialized and shall remain in lock-in under CDBL system and the issuer shall submit a dematerialization confirmation report generated by CDBL system 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 with any Exchange from the date of this letter.
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 the General Meeting.
17. The company shall not increase its paid-up capital through declaration of bonus shares within 5 (five) years from the first trading day at the exchanges;
18. The company shall always maintain its holdings at least 51% in its subsidiaries.

## **PART-B**

### **Application Process**

#### **Step-1 (Applicant)**

1. An applicant for public issue of securities shall submit an 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 **25<sup>th</sup> (twenty fifth) working days** from the date of publication of an abridged version of the 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, Total Amount and Category of the Applicant. At the same time:
  - a) Non Resident Bangladeshi (NRB) applicants shall:
    - Apply to Stockbroker/Merchant Banker through BDT/NITA and provide bank certificate evidencing remit of foreign currency in the ESS;
  - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

#### **Step-2 (Intermediary)**

3. The registered Stock broker/Merchant Banker in the ESS shall:
  - a) Post the amount separately in the customer account equivalent to the application money;
  - b) Accumulate all the applications/buy instructions received up to the cut-off date and transfer the amount to their respective Consolidated Customer Account;
4. The registered Stockbroker/Merchant Banker in the ESS shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and within **3 (three) working days** from the cut-off date, upload to the ESS, the lists of applicants in electronic (text format with tilde '~' separator) format, deposit the full amount received from the General Public and Non-Resident Bangladeshi (NRB) applicants by the method as determined by exchange(s).

5. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to **6 (six) months** from listing of the securities with the exchange.
6. The Exchanges shall prepare a consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification **on the next working day**. Simultaneously, 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, verify more than two applications by an individual, verify more than two applications using same bank account and investment criteria.
7. **On the next working day**, CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
8. After receiving verification report and information from CDBL, the Exchanges shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications **within 5 (five) working days**.
9. **On the next working day**, the Exchanges shall provide the Commission, Issuer and Issue Manager with the soft copy of subscription result.

### **Step-3 (Issuer)**

10. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.
11. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
  - a) Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
  - b) Prepare category wise lists of invalid 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 mentioning the penalty amount against each applicant;
  - c) Issuer shall issue allotment letters in the names of allottees in electronic format; and
  - d) Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

### **Step-4 (Intermediary)**

12. **On the next working day**, Exchanges shall:
  - a) remit the amount of allotted applicants to the Issuer's respective Escrow Account opened for subscription purpose;
  - b) send the penalty amount who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list; and
  - c) distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.
13. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

### **Miscellaneous:**

14. The Issuer, Issue Manager(s), Stockbrokers and Merchant Bankers shall ensure compliance of the above.
15. The Issuer shall pay the costs related to process the Eligible Investors allotment if claimed by the Exchange

concerned up to an amount of Tk. 2,00,000/- (Taka Two Lac) only and Tk. 8,00,000/- (Taka Eight Lac) only for processing the applications of General Public and Non-Resident Bangladeshi (NRB) applicants.

16. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5/- (Taka five) only per application irrespective of the amount or category for the service provided till withdrawal of the money. The service charge shall be paid by the applicant at the time of submitting an application.
17. The Exchanges shall provide the Issuer with a statement of the remittance.
18. The Issuer shall send the penalty amount to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
19. The concerned Exchange is 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(s) shall carefully examine and compare the published prospectus and its abridged version on the date of publication with the copies vetted by the Commission. If any discrepancy is found, both the issuer and the issue manager shall jointly publish a corrigendum immediately in the same newspapers concerned, simultaneously endorsing copies thereof to the Commission and the stock exchanges concerned. In this regard, the issue manager shall submit a compliance report to the Commission within **05 (five) working days** from the date of such publications.
2. The fund collected through Public Offering shall not be utilized prior to listing with Exchange(s) and that utilization of the said fund shall be affected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
3. The company shall furnish a status report on the utilization of Public Offering proceeds audited by foreign-affiliated auditors and authenticated by the Board of Directors of the Company to the Commission and the Exchanges within 15 (Fifteen) days of the closing of each quarter until such fund is fully utilized, as mentioned in the schedule contained in the prospectus. The issuer shall simultaneously post the status report on 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 the 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 a 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 public offering shall not be transferred to any other bank account before listing with the Exchange(s). The proceeds shall not be used for any purpose other than those specified in the prospectus without any valid ground. Any material deviation in this respect 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 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 of the financial year-end 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 financial statements in accordance with the Commission's Notification BSEC/CMRRCD/2006-158/208/Admin/81 dated 20 June 2018 and Rules 15 of the Securities and Exchange Rules, 2020.
8. In the event of rising issues concerning Price Sensitive Information as defined under the সিকিউরিটিজ ও এক্সচেঞ্জ কমিশন (সুবিধাভোগী 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/SRMI/200-953/1950 dated October 24, 2000.

#### **PART-D**

1. As per provision of the Depositories Act, 1999 & Regulations made thereunder, shares will only be issued in dematerialized condition. All transfer/transmission/splitting will take place in the depository system of Central Depository Bangladesh Ltd. (CDBL) and any further issuance of shares (including rights/bonus) will be made in dematerialized form only.
2. The issuer and the issue manager shall ensure due compliance of all the above conditions, the 'Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015' and subsequent amendments along with the listing regulations of the Exchanges:

Provided that the Board of Directors of the issuer along with the Issue Manager(s) shall conduct a quarterly meeting with the Capital Issue Department of the Commission regarding compliance status of its business plan as mentioned in the Prospectus.

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.

#### **ALLOCATION OF SHARES OF BARAKA PATENGA POWER LIMITED (BPPL)**

As per Rule 4 (2)(C)(x),(xi) and Rule 6 of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 the shares of BPPL will be allocated in the following manner:

| Eligible Investors (EI)           | General Public (GP) |     |
|-----------------------------------|---------------------|-----|
| EI including Mutual Funds and CIS | GP excluding NRB    | NRB |
| 50%                               | 40%                 | 10% |



**SECTION: III      DECLARATION AND DUE DILIGENCE CERTIFICATES****DECLARATION ABOUT THE RESPONSIBILITY OF THE DIRECTORS, INCLUDING THE CEO OF  
THE ISSUER IN RESPECT OF THE PROSPECTUS****Annexure-A****[See rule 4 (1)(d)]**

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

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

**Sd/-**  
**Gulam Rabbani**  
**Chowdhury**  
Chairman

**Sd/-**  
**Monzur Kadir Shafi**  
Managing Director

**Sd/-**  
**Faisal Ahmed Chowdhury**  
Director

**Sd/-**  
**Fahim Ahmed Chowdhury**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Afzal Rashid Choudhury**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Md. Shirajul Islam**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Helal Ahmed Chowdhury**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Zahrul Syed Bakht**  
Independent Director

**Sd/-**  
**Md. Abul Quasem**  
Independent Director

Date: 3 March 2021

**DUE DILIGENCE CERTIFICATE OF THE ISSUE MANAGER**  
**[Rule 4(1)(d)]**

**To**

**The Bangladesh Securities and Exchange Commission**

**Sub: PUBLIC OFFER OF 73,770,488 ORDINARY SHARES OF TK. 2,250,000,000/- BY BARAKA PATENGA POWER LIMITED**

**Dear Sir:**

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

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

**WE CONFIRM THAT:**

- (a) The prospectus filed with the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements relating to the issue as also in the rules, notification, guidelines, instructions, etc. framed/issued by the Commission, other competent authorities in this behalf and the Government have been duly complied with;
- (c) The disclosures made in prospectus 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) Besides 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 moneys to be received pursuant to the issue shall be kept in a separate bank account and shall be used for the purposes disclosed in the use of proceeds section of the prospectus;
- (h) All the applicable disclosures mandated in the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015 have been made in addition to other disclosures which, in our view, are fair and adequate to enable the investor to make a well informed decision;
- (i) We enclose a note explaining how the process of due diligence has been exercised by us in view of the nature of current business background or the issuer, situation at which the proposed business stands, the risk factors, sponsors experiences etc. We also confirm that the due diligence related process, documents and approval memos shall be kept in record by us for the next 5 (five) years after the IPO for any further inspection by the Commission;

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

| Sl. No. | Name of the Issue       | Publication Date of Prospectus | Listing Year | Issue Price    | Dividend Payment History |       |       |             |       |
|---------|-------------------------|--------------------------------|--------------|----------------|--------------------------|-------|-------|-------------|-------|
|         |                         |                                |              |                | 2016                     | 2017  | 2018  | 2019        | 2020  |
| 1.      | Evince Textiles Limited | 07-Apr-16                      | 2016         | 10.00          | 10% C, 20% B             | 10% B | -     | 2% C, 10% B | 5% B  |
| 2.      | aamra networks limited  | 11- July, 2017                 | 2017         | 35.00<br>39.00 | -                        | 10% C | 10% C | 6% C, 6% B  | 10% C |

**Note: B refers to Bonus/Stock Dividend; C refers to Cash Dividend**

**For the Issue Manager:**

**Sd/-**

**Iftekhar Alam**

Chief Executive Officer

LankaBangla Investments Limited

Place: Dhaka

Date: March 04, 2021

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITERS (LANKABANGLA INVESTMENTS LIMITED)**

**Annexure C**

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITER  
[Rule 4 (1)(d)]**

**To**

**The Bangladesh Securities and Exchange Commission**

**Sub: PUBLIC OFFER OF 73,770,488 ORDINARY SHARES OF TK. 2,250,000,000/- OF BARAKA PATENGA POWER 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 Tk. 2,405,000,000.00 (Taka Two Hundred Forty Crore Fifty Lac only) and we have the capacity to underwrite a total amount of Tk. 12,025,000,000.00 (Taka One Thousand Two Hundred and Two Crore Fifty Lac only) as per relevant legal requirements. We have committed to underwrite for up to Tk. 324,466,848 (Taka Thirty Two Crore Forty Four Lac Sixty Six Thousand Eight Hundred Forty Eight Only) for the upcoming issue.
- b) At present, the following underwriting obligations are pending for us:

| Sl. No.      | Name of The Company                                | Type of Issue | Amount Underwritten (in BDT) |
|--------------|--|---------------|------------------------------|
| 1.           | Desh General Insurance Company Limited             | IPO           | 5,600,000.00                 |
| 2.           | Index Agro Industries Limited                      | IPO           | 23,982,112.00                |
| 3.           | Omera Petroleum Limited                            | IPO           | 146,041,141.00               |
| 4.           | South Bangla Agriculture and Commerce Bank Limited | IPO           | 30,000,000.00                |
| <b>Total</b> |  |               | <b>205,623,253.00</b>        |

- 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/-**

**Iftekhar Alam**

Chief Executive Officer

LankaBangla Investments Limited

Date: March 04, 2021

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITERS (UNICAP INVESTMENTS LIMITED)**

**Annexure –C**

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

**To  
The Bangladesh Securities and Exchange Commission**

**Sub: PUBLIC OFFER OF 73,770,488 ORDINARY SHARES OF TK. 2,250,000,000/- OF BARAKA PATENGA POWER 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 Tk. 500,000,000 (Taka Fifty Crore) only and we have the capacity to underwrite a total amount of Tk. 2,500,000,000 (Taka Two Hundred Fifty Crore) only as per relevant legal requirements. We have committed to underwrite for up to Tk. 14,262,287/- (Taka One Crore Forty-Two Lac Sixty-Two Thousand Two Hundred and Eighty-Seven) only for the upcoming issue.
- b) At present, the following underwriting obligations are pending for us:

| Sl. No. | Name of The Company             | Type of Issue | Amount Underwritten (in BDT) |
|---------|---------------------------------|---------------|------------------------------|
| 1       | Omera Petroleum Limited         | IPO           | 62,589,054                   |
| 2       | BD Thai Food & Beverage Limited | IPO           | 26,250,000                   |
|         | <b>Total</b>                    |               | <b>88,839,054</b>            |

- 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/-**  
**(Salamul Latif Choudhury)**  
Chief Executive Officer  
UniCap Investments limited

Place: Dhaka  
Date: March 04, 2021

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITERS (GREEN DELTA CAPITAL LIMITED)**

**Annexure - C**

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

**To –  
The Bangladesh Securities and Exchange Commission**

**Sub: Public offer of 73,770,488 Ordinary Shares of Tk. 2,250,000,000 /- of Baraka Patenga Power 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 Tk. 260,000,000.00 (BDT Twenty-Six Crore) and we have the capacity to underwrite a total amount of Tk. 1,300,000,000.00 (BDT One Hundred Thirty Crore) as per relevant legal requirements. We have committed to underwrite for up to Tk. 11,885,215 (BDT One Crore Eighteen Lac Eighty-Five Thousand Two Hundred and Fifteen Only) for the upcoming issue.
- (b) At present, no underwriting obligations are pending for us.
- (c) All information as are relevant to our underwriting decision have been received by us and the 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. Rafiqul Islam**  
Managing Director & CEO  
Green Delta Capital Ltd  
Date: 04.03.2021

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITERS (RIVERSTONE CAPITAL LIMITED)**

**Annexure-C**

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

To,

**The Bangladesh Securities and Exchange Commission**

**Sub: PUBLIC OFFER OF 73,770,488 ORDINARY SHARES OF TK. 2,250,000,000/- OF BARAKA PATENGA POWER 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 Tk.250,000,000/= (Twenty-Five Crore Taka only) and we have the capacity to underwrite a total amount of Tk. 1,250,000,000/= (One Hundred Twenty-Five Crore Taka only) as per relevant legal requirements. We have committed to underwrite for up to. 11,885,215 (Taka One Crore Eighteen Lac Eighty-Five Thousand Two-Hundred Fifteen Only) for the upcoming issue.

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

| Sl. No. | Name of The Company | Type of Issue | Amount Underwritten (in BDT) |
|---------|---------------------|---------------|------------------------------|
|         | Nil                 | -             | Nil                          |
|         | <b>Total</b>        | -             | 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 there of by the issuer; and
- e) This underwriting commitment is unequivocal and irrevocable.

For the Underwriter:

**Sd/-**

**Ashraf Ahmed**

Chief Executive Officer

Riverstone Capital Limited

Date: 4th March, 2021

**DUE DILIGENCE CERTIFICATE BY THE UNDERWRITERS (AAA FINANCE & INVESTMENT LIMITED)**

**Annexure-C**

**Due diligence certificate by the underwriter(s)  
[See rule 4 (1)(d)]**

**To**

**The Bangladesh Securities and Exchange Commission**

**Sub: Public offer of 73,770,488 Ordinary Shares of Tk. 2,250,000,000/-of BARAKA PATENGA POWER 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 Tk. 25.00 Crore (Twenty five crore) and we have the capacity to underwrite a total amount of Tk. 125.00 Crore (One hundred twenty five crore) only as per relevant legal requirements. We have committed to underwrite for up to Tk. 11,885,215.00 (One crore eighteen lac eighty five thousand two hundred fifteen) for the upcoming issue. At present, the following underwriting obligations are pending for us:

| Sl. No. | Name of The Company | Type of Issue | Amount Underwritten (in BDT) |
|---------|---------------------|---------------|------------------------------|
|         | <b>TOTAL</b>        | Nil           | <b>Nil</b>                   |

- (b) 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;
- (c) 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
- (d) This underwriting commitment is unequivocal and irrevocable.

**For AAA Finance & Investment Ltd.**

**Sd/-**

**Mohammad Obaydur Rahman FCS, FCGA**  
Managing Director & CEO


Place: Dhaka

Date: March 4, 2021



## 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                    | : Baraka Patenga Power Limited  |
| Date of Incorporation                 | : 7 June 2011   |
| Commencement of Commercial Operations | : 4 May 2014  |
| Logo                                  | :  |
| Registered Office                     | : Khairun Bhaban (6th Floor), Mirboxtola, Sylhet                                    |
| Corporate Office                      | : 6/A/1 (2nd Floor), Segunbagicha, Dhaka-1000                                       |
| Other Office (Plant)                  | : No. 16 Chinese Ghat, Airport Road, South Patenga, Patenga, Chittagong             |
| Telephone Number                      | : + 88 02 956 03 39, 957 23 05  |
| Fax Number                            | : + 88 02 955 90 15   |
| Contact Person                        | : Mr. Mohammed Monirul Islam  |
| Website Address                       | : www.bpplbd.com  |
| E-mail Address                        | : info@bpplbd.com   |


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

| Sl. | Name of Sponsors   |
|-----|--|
| 1   | Barakatullah Electro Dynamics Limited (Currently Baraka Power Limited) |
| 2   | Mr. Gulam Rabbani Chowdhury  |
| 3   | Mr. Faisal Ahmed Chowdhury   |

| Sl. | Name of the Director (Current)  |
|-----|---|
| 1   | Mr. Gulam Rabbani Chowdhury (Chairman)                                  |
| 2   | Mr. Faisal Ahmed Chowdhury (Director)                                   |
| 3   | Mr. Monzur Kadir Shafi (Managing Director)                              |
| 4   | Mr. Fahim Ahmed Chowdhury (Nominated Director by Baraka Power Limited)  |
| 5   | Mr. Afzal Rashid Choudhury (Nominated Director by Baraka Power Limited) |
| 6   | Mr. Md. Shirajul Islam (Nominated Director by Baraka Power Limited)     |
| 7   | Mr. Helal Ahmed Chowdhury (Nominated Director by Baraka Power Limited)  |
| 8   | Mr. Zahrul Syed Bakht (Independent Director)                            |
| 9   | Md. Abul Quasem (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:

| Auditor            |  |
|--------------------|--|
| Name :             | Kazi Zahir Khan & Co., Chartered Accountants   |
| Logo :             |                         |
| Address :          | Shamsunnahar & Wazi Complex, 8 <sup>th</sup> Floor, Suite-9B, 31/C/1, Topkhana Road, Segunbagicha, Dhaka |
| Telephone Number : | +88 02 912 46 42   |
| Fax Number :       | +880-2-5716 08 21  |
| Contact Person :   | Mr. Abdulla-Al-Mahmud, FCA, FCMA, FCS, LLB   |
| Website Address :  | www.kzkcdbd.com  |
| E-mail Address :   | mahmudkzkcdbd@gmail.com  |

| Registrar to The Issue |  |
|------------------------|--|
| Name :                 | UniCap Investments Limited   |
| Logo :                 |  <b>UNICAP Investments Limited</b><br><small>A wholly owned subsidiary of Union Capital Limited</small> |
| Address :              | Noor Tower (4th floor), 73 Sonargaon Road, Dhaka-1205  |
| Telephone Number :     | + 88 02 963 21 61  |
| Fax Number :           | + 88 02 963 21 63  |
| Contact Person :       | Mr. Salamul Latif Choudhury, Chief Executive Officer   |
| Website Address :      | www.unicap-investments.com   |
| E-mail Address :       | info@unicap-investments.com  |

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



**Dhaka Stock Exchange Limited**  
9/F, Motijheel C/A,  
Dhaka – 1000



**Chittagong Stock Exchange Limited (CSE)**  
CSE Building, 1080, Sheikh Mujib Road,  
Chittagong – 4100

## SECTION: V CORPORATE DIRECTORY OF THE ISSUER

|                               |   |  |
|-------------------------------|---|--|
| <b>Registered Office</b>      | : | Khairun Bhaban (6th Floor), Mirboxtola, Sylhet.  |
| <b>Corporate Office</b>       | : | 6/A/1 (2nd Floor), Segunbagicha, Dhaka-1000  |
| <b>Factory (Power Plant)</b>  | : | No. 16 Chinese Ghat, Airport Road, South Patenga, Patenga, Chittagong  |
| <b>Auditor</b>                | : | <b>Kazi Zahir Khan &amp; Co., Chartered Accountants</b><br>Shamsunnahar & Wazi Complex (8 <sup>th</sup> Floor), Suite-9B, 31/C/1, Topkhana Road, Segunbagicha, Dhaka |
| <b>Issue Manager</b>          | : | <b>LankaBangla Investments Limited</b><br>Assurance Nazir Tower, Level – 06,<br>65/B, Kemal Ataturk Avenue, Banani, Dhaka – 1213                                     |
| <b>Registrar to The Issue</b> | : | <b>UniCap Investments Limited</b><br>Noor Tower (4th floor), 73 Sonargaon Road, Dhaka-1205   |
| <b>Legal Advisor</b>          | : | <b>SARWAR &amp; ASSOCIATES</b><br>Flat # 4C, House # 96A, Road # 7<br>Block # F, Banani, Dhaka-1213  |
| <b>Tax Consultant</b>         | : | <b>Podder &amp; Associates</b><br>6/A/1 (Ground Floor), Segunbagicha, Dhaka  |
| <b>Company Secretary</b>      | : | Mr. Mohammad Rana  |

All investors are hereby informed by the Company that the Company Secretary would be designated as Compliance Officer who will monitor the compliance of the Acts, Rules, Regulations, Notifications, Guidelines, Conditions, Orders/Directions issued by the Commission and/or Stock Exchange(s) applicable to the conduct of the business activities of the Company, so as to promote the interest of the investors in the security issued by the Company, and for redressing investors' grievances.

## (a) Summary

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

Power Sector Master Plan (PSMP 2016) sets the roadmap for power generation in the country up to 2041. The power sector was the second highest receiver of ADP allocation in Budget FY 2020-21 with 13.10% of the original ADP, receiving BDT 26,447 crore indicating the government's prioritization of the sector as all economic activity is directly or indirectly dependent on power generation.

| Draft PSMP 2016 Estimated Power Demand and Targeted Power Generation (MW) |                        |                           |
|---|------------------------|---------------------------|
| Year  | Estimated Power Demand | Targeted Power Generation |
| 2030  | 27,434                 | 30,178                    |
| 2035  | 37,300                 | 39,993                    |
| 2041  | 52,034                 | 57,238                    |

The government's targets include maximizing efficiency of gas usage amid fast depleting gas reserves in the country. Currently over 50% of the country's electricity needs is met through gas usage. The increased demand for gas will be partially fulfilled with imports of Liquefied Natural Gas (LNG). The government aims to ensure LNG imports account for 17% of total gas usage in 40% in 2023, 50% in 2028 and 70% in 2041. The bulk of the increment in targeted power generation will be met through the use of coal as per the government plans. Almost 20% of the nation's energy demands will be met through coal, up from a meager 3% presently. Pilot operation of coal mines will be initiated in Barapukuria, Digipara, Karaspir and Phulbari by phases. As coal remains significantly cheaper than LNG, coal is expected to be the fuel of choice for power generation. Given the gravity of the situation, the government's Master Plan 2010 has decided to use the quick rental power plants (QRPPs) as its major strategic tool to reduce power shortage in the short-run. Under the plan, a total of 20 QRPPs was commissioned by 2012 with a total capacity of more than 1,000 MW.

Aside from encouragement of private sector power generation, the government has several power sector "megaprojects" in the public sector. These include the 2400MW Rooppur Nuclear Power Plant costing USD 13.2 bn, 1200MW Matarbari Coal-Fired Power Plant at a cost of USD 4.5 bn, 1,320MW Payra Coal-Fired Power Plant costing around USD 1.56 bn and 1,320MW Rampal Coal-Fired Power Plant which is estimated to cost around USD 5bn including additional costs of set-up. Of these projects, Rooppur and Matarbari have received substantial allocation in FY2017-18.

Data Sources:

<http://www.bdp.gov.bd>

[http://bids.org.bd/uploads/publication/Other\\_Publications/Discussion\\_Paper\\_01.pdf](http://bids.org.bd/uploads/publication/Other_Publications/Discussion_Paper_01.pdf)

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

| Sl. | Particulars                           | 30- June-20    | 30- June-19    |
|-----|---------------------------------------|----------------|----------------|
|     |                                       | Amount in BDT  |                |
| 1   | Turnover                              | 5,448,793,155  | 3,429,200,361  |
| 2   | Gross Profit                          | 2,526,604,818  | 771,902,707    |
| 3   | Net Profit Before Tax                 | 675,352,549    | 302,824,776    |
| 4   | Net Profit after Tax                  | 673,882,513    | 300,705,117    |
| 5   | Net Profit after Tax (Excluding NCI*) | 433,172,532    | 287,507,515    |
| 6   | Total Assets                          | 20,678,747,410 | 20,004,033,247 |
| 7   | Paid-up Capital                       | 992,250,000    | 992,250,000    |
| 8   | Retained Earnings                     | 1,291,179,476  | 956,984,246    |
| 9   | No. of Shares                         | 99,225,000     | 99,225,000     |
| 10  | Face Value                            | 10             | 10             |
| 11  | NAV per share                         | 23.00          | 19.63          |
| 12  | Earnings per Share                    | 4.37           | 2.90           |

\*Non-Controlling Interest

**(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 Office:    |   |
|-----------------------|---|
| Address               | Khairun Bhaban (6 <sup>th</sup> Floor), Mirboxtola, Sylhet            |
| Telephone             | +88 082 171 18 15   |
| Fax                   | +88 082 171 21 54   |
| Corporate Office:     |   |
| Address               | 6/A/1 (2 <sup>nd</sup> Floor), Segunbagicha, Dhaka-1000               |
| Telephone             | +88 02 956 03 39, 957 23 05   |
| Fax                   | +88 02 955 90 15  |
| Factory (Power Plant) |   |
| Address               | No. 16 Chinese Ghat, Airport Road, South Patenga, Patenga, Chittagong |
| Telephone             | +88 031 250 01 91   |
| Fax                   | Not available   |

*Note: BPPL does not have any other offices and outlets.*

**(ii) The board of directors of the issuer:**

| Sl. No. | Name                        | Designation                             |
|---------|-----------------------------|---|
| 1       | Mr. Gulam Rabbani Chowdhury | Chairman                                |
| 2       | Mr. Monzur Kadir Shafi      | Managing Director                       |
| 3       | Mr. Faisal Ahmed Chowdhury  | Director                                |
| 4       | Mr. Fahim Ahmed Chowdhury   | Nominated Director by Baraka Power Ltd. |
| 5       | Mr. Md. Shirajul Islam      | Nominated Director by Baraka Power Ltd. |
| 6       | Mr. Afzal Rashid Choudhury  | Nominated Director by Baraka Power Ltd. |
| 7       | Mr. Helal Ahmed Chowdhury   | Nominated Director by Baraka Power Ltd. |
| 8       | Mr. Zahrul Syed Bakht       | Independent Director                    |
| 9       | Mr. Md. Abul Quasem         | 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:**

| Sl. | Name                        | Position                              | Address, Telephone number, Fax number and e-mail address  |
|-----|-----------------------------|---------------------------------------|---|
| 1.  | Mr. Gulam Rabbani Chowdhury | Chairman                              | 48-Sagardigirpar, Subidbazar, Sylhet<br>Tel: 88-02-9572305 Ext: 102<br>Fax No.: 88-02-9559015<br>e-mail: rabbani@barakapower.com                        |
| 2.  | Mr. Monzur Kadir Shafi      | Managing Director                     | 28-B, Anamika, East Shahi Eidgah, kotwali, Sylhet<br>Tel: 88-02-9572305 Ext: 104<br>Fax No.: 88-02-9559015<br>e-mail: eleem@barakapower.com             |
| 3.  | Mr. Faisal Ahmed Chowdhury  | Director                              | 2-Nirjhor, Lovely Road, West Subidbazar, Sylhet.<br>Tel: 88-02-9572305 Ext: 101<br>Fax No.: 88-02-9559015<br>e-mail: faisal@barakapower.com             |
| 4.  | Mr. Fahim Ahmed Chowdhury   | Nominee Director by Baraka Power Ltd. | 2-Nirjhor, Lovely Road, West Subidbazar, Sylhet<br>Tel: 88-02-9572305 Ext: 103<br>Fax No.: 88-02-9559015<br>e-mail: fahim@barakapower.com               |
| 5.  | Mr. Md. Shirajul Islam      | Nominee Director by Baraka Power Ltd. | House# 80, Road# 3, Block# E, Shahjalal Uposhohar, Sylhet<br>Tel: 88-02-9572305 Ext: 105<br>Fax No.: 88-02-9559015<br>e-mail: shirajul@belafashions.com |

|    |                            |  |  |
|----|----------------------------|--|--|
| 6. | Mr. Afzal Rashid Choudhury | Nominee Director by Baraka Power Ltd.      | Rashid House, Digonto-26, Amberkhana, Sylhet<br>Tel: 88-02-9572305 Ext: 106<br>Fax No.: 88-02-9559015<br>e-mail: arashidchy@yahoo.com              |
| 7. | Mr. Helal Ahmed Chowdhury  | Nominated Director by Baraka Power Limited | Flat-W5, House # 78. Road No. 18, Block A, Banani, Dhaka<br>Tel: 88-02-55034330 Ext: 108<br>Fax No.: 88-02-9559015<br>e-mail: info@barakapower.com |
| 8. | Mr. Zahrul Syed Bakht      | Independent Director                       | House no. 82, Road no. 02, Block-A, Bashundhara R.A., Dhaka<br>Tel: 88-02-9572305,<br>Fax No.: 88-02-9559015<br>email: info@bpplbd.com             |
| 9. | Mr. Md. Abul Quasem        | Independent Director                       | 17/A, Shantibagh, Rajarbagh, Dhaka-1217<br>Tel: 88-02-9572305,<br>Fax No.: 88-02-9559015<br>email: info@bpplbd.com                                 |

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

| Sl. | Name  | Position/Relation                      | Address   | Telephone Numbers | Fax Numbers       | E-Mail Addresses       |
|-----|---|--|---|-------------------|-------------------|------------------------|
| 1.  | Mr. Mohammed Monirul Islam                  | Chief Financial Officer                | 271/B Khilgaon, Dhaka-1219  | +88 02 956 03 39  | 88-02-955 90 15   | monir@barakapower.com  |
| 2.  | Mr. Mohammad Rana                           | Company Secretary & Compliance officer | 17/1, Walter Road, Sutrapur, Dhaka-1100   | +88 02 957 23 05  | 88-02-955 90 15   | rana@barakapower.com   |
| 3.  | Sarwar & Associates                         | Legal Advisor                          | Flat # 4C, House # 96A, Road # 7 Block # F, Banani, Dhaka-1213                                | +88 01713-0159 29 | Not Available     | sarwar1967@hotmail.com |
| 4.  | Kazi Zahir Khan & Co. Chartered Accountants | Auditor                                | Shamsunnahar & Wazi Complex, (8th Floor) Suite-9B, 31/C/1, Topkhana Road, Segunbagicha, Dhaka | +88 02 912 46 42  | +880-2-5716 08 21 | mahmudkzcbd@gmail.com  |

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

| Issue Manager  | Contact Person  | Contact Details  |
|--|---|--|
| <b>LankaBangla Investments Limited</b><br>Assurance Nazir Tower, Level – 06,<br>65/B, Kemal Ataturk Avenue, Banani, Dhaka – 1213 | <b>Mr. Iftekhhar Alam</b><br>Chief Executive Officer          | Tel: +88 02 55 03 48 53-5<br>Fax: +88 02 55 03 48 56<br>e-mail: info@lankabangla-investments.com<br>Website: www.lankabangla-investments.com       |
| Registrar To The Issue   | Contact Person  | Contact Number   |
| <b>UniCap Investments Limited</b><br>Noor Tower (4th floor), 73 Sonargaon Road, Dhaka-1205                                       | <b>Mr. Salamul Latif Choudhury</b><br>Chief Executive Officer | Tel: + 88 02 963 21 61-62, 963 21 64-65<br>Fax: + 88 02 963 21 63<br>e-mail: mailbox@unicap-investments.com<br>Website: www.unicap-investments.com |

(vi) Details of credit rating:

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

| Name of the Credit Rating Agencies      | Rating Date        |
|---|--------------------|
| Credit Rating Agency of Bangladesh Ltd. | December 24, 2020  |
|   | December 31, 2019  |
|   | January 14, 2019   |
|   | January 25, 2018   |
| National Credit Ratings Ltd.            | November 23, 2016  |
|   | September 22, 2015 |

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

| Year | Entity Rating   |            | Rating Date        | Outlook |
|------|-----------------|------------|--------------------|---------|
|      | Long Term       | Short Term |                    |         |
| 2020 | AA <sub>3</sub> | ST-3       | December 24, 2020  | Stable  |
| 2019 | AA <sub>3</sub> | ST-3       | December 31, 2019  | Stable  |
| 2018 | AA <sub>3</sub> | ST-3       | January 14, 2019   | Stable  |
| 2017 | AA <sub>3</sub> | ST-3       | January 25, 2018   | Stable  |
| 2016 | A               | ST-2       | November 23, 2016  | Stable  |
| 2015 | A               | ST-2       | September 22, 2015 | Stable  |

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

As per credit rating report dated December 24, 2020:

Credit Rating Agency of Bangladesh Ltd. has retained AA<sub>3</sub> (Double A Three) rating of Baraka Patenga Power Limited. CRAB has also retained AA<sub>3</sub> (Lr) rating of BDT 1,794.2 million long-term outstanding of the Concern. CRAB has retained ST-3 rating of BDT 950.0 million funded limit and BDT 2,050.0 million non-funded limit of the Company. CRAB assigned Stable Outlook to the ratings of Baraka Patenga Power Limited.

**Table 1: Financial Highlights**

| Financial Highlights     |                    |         |
|--------------------------|--------------------|---------|
|                          | Year ended June 30 |         |
| (Mill. BDT)              | 2020               | 2019    |
| Net Sales                | 1,691.2            | 2,886.4 |
| EBITDA                   | 555.2              | 700.8   |
| EBITDA Margin            | 32.8%              | 24.3%   |
| Net Profit Margin        | 10.8%              | 9.5%    |
| Return on Average Assets | 3.6%               | 4.9%    |
| Quick Ratio (x)          | 0.5                | 0.7     |
| Operating Cycle (Days)   | 318                | 200     |
| Debt to Equity (x)       | 1.2                | 1.4     |
| Debt to EBITDA (x)       | 4.5                | 4.1     |
| Cash Flow from Operation | 362.7              | 605.4   |
| Free Cash Flow           | 263.0              | 483.3   |
| EBIT/Interest (x)        | 1.8                | 2.0     |

The ratings take into consideration the current scenario of the energy sector with growing demand from both household and industrial consumers, terms of the agreement, the future prospect of the energy sector and the counterparty risk associated with the Company. The ratings also take into account the pass-through of fuel cost from BPC to BPDB.

The revenue of the Company is composed of three components, Capacity Payment, Energy Payment and Fuel Proceeds. Capacity payment is directly related to the Dependable Capacity of the power plant. Fuel Proceeds covers 75% of total revenue. During the latest year, the power plant ran on 50.0 MW dependable capacity. Plant factor dropped to 31.6% in FY2020 which was around 59.4% in FY2019. The revenue generation capacity of the

Company is somewhat restrained by the nature of business as the energy sales of Baraka Patenga Power Ltd. depends on the actual demand posted by BPDB.

In 2020, total revenue of the Company was BDT 1,691.2 million registering 41.4% less revenue compared to previous year due to decrease of power generation in accordance with the demand of BPDB in spite of increased tariff rate. The cost of power generations includes consumed Heavy Furnace Oil, Mobil and other direct expenses related to the power generations. Cost of revenue in FY2020 (70.7% on revenue) was lower than that of FY2019 (77.4% on revenue) due to decreased fuel consumption in that year. This has been stated into the top line profitability and reported increased net profit margin due to the decreased financial expenses, thus the Company generated bottom line profit of 10.8% in FY2020 (FY2019: 9.5%).

Equity base of the Company improved in FY2020 compared to previous year supported by Retained Earnings. Leverage position decreased as borrowed fund to equity in FY2020 was 1.2x which was 1.4x in FY2019. However, due to decreased operating profit, EBITDA also decreased and borrowed fund to EBITDA increased to 4.5x which was 4.1 x in FY2019. The Company observed high operating cycle. The Cash conversion cycle was 203 Days in 2020; which was derived from Inventory (fuel and spares) Conversion Period of 177 Days, Receivable (BPDB) Collection Period of 141 Days, and Payable (HFO) Deferral Period of 115 Days. Coverage position of the Company was also moderate as EBIT/Interest reached to 1.8x in FY2020 from 2.0x in FY2019 due to decreased EBIT in FY2020 compared to that of previous year.

In CRAB's view, power shortage in Bangladesh has made the sector highly attractive for investment. Power sector investment offers the lenders very low business risks compared to corporate entities. Highly supportive authority offers implied sovereign support to ensure reliability of HFO supply and regulatory framework allows full cost recovery. Large well protected service area and support for the electric transmission system outweigh user considerations. Competition is absent in the sector and monopoly or oligopoly is contained by contract with public sector entities and regulatory authority. Regulatory framework is designed fundamentally to achieve balance between supply reliability and service, efficiency, price and financial returns to the project undertaker. However, actual execution of the long term plan is subject to effective measures taken against corruption in administration, high system losses, delays in completion of new plants, low plant efficiencies, erratic power supply, electricity theft, blackouts, and shortages of funds for power plant maintenance as well as political stability, stability and reconstruction of quick rental policy and government decision under separate regime.

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

Observations and risk factors are stated in Section XXVII- Credit Rating Report part of Prospectus.



(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:

| Names and Addresses  | Contact Person  | Telephone Numbers, Fax Numbers and E-mail  | Amount Underwritten (BDT) |
|--|---|--|---------------------------|
| <b>LankaBangla Investments Limited</b><br>Assurance Nazir Tower, Level – 06,<br>65/B, Kemal Ataturk Avenue,<br>Banani, Dhaka – 1213                            | <b>Mr. Iftekhar Alam</b><br>Chief Executive Officer                     | Tel: +88 02 55 03 48 53-5<br>Fax: +88 02 55 03 48 56<br>e-mail: info@lankabangla-investments.com<br>Website: www.lankabangla-investments.com | 324,466,848               |
| <b>UniCap Investments Limited</b><br>Noor Tower (4 <sup>th</sup> Floor),<br>73 Sonargoan Road, Dhaka-1205  | <b>Mr. Salamul Latif Choudhury</b><br>Chief Executive Officer           | Tel: + 88 02 963 21 61<br>Fax: + 88 02 963 21 63<br>e-mail: mailbox@unicap-investments.com<br>Website: www.unicap-investments.com            | 14,262,287                |
| <b>Green Delta Capital Limited</b><br>Green Delta AIMS Tower,<br>51-52, Mohakhali C/A, Dhaka-1212  | <b>Mr. Mohammad Shohel Rana</b><br>VP & Senior Relationship Manager     | Tel: + 88 02 985 19 02<br>Fax: + 88 02 989 82 27<br>e-mail: shohel@greendeltacapital.com<br>Website: www.greendeltacapital.com               | 11,885,215                |
| <b>Riverstone Capital Limited</b><br>House 10, Road 6,Block C, Banani<br>model town,Dhaka-1213   | <b>Mr. Imran Ahmed</b><br>Director, Investment Banking                  | Tel: + 88 02 989 82 03<br>Fax: + 88 02 989 81 90<br>e-mail: imran@riverstone.com.bd<br>Website: www.riverstone.com.bd                        | 11,885,215                |
| <b>AAA Finance &amp; Investment Limited</b><br>Amin Court, (4 <sup>th</sup> floor), (Suite # 403-405), 31, Bir Uttam Shahid<br>Ashfaqus Samad Road, Dhaka-1000 | <b>Mr. Mohammad Obaydur Rahman FCS, FCGA</b><br>Managing Director & CEO | Tel: + 88 02 955 96 02<br>Fax: + 88 02 955 83 30<br>e-mail: info@aaafinancebd.com<br>Website: www.aaafinancebd.com                           | 11,885,215                |

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

**Declaration by the LankaBangla Investments Limited**

We are one of the underwriters of the Initial Public Offering (IPO) of Baraka Patenga Power Limited. We will underwrite BDT 324,466,848 of total Public offer of BDT 2,250,000,000 for the upcoming issue 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 the Underwriter:

Sd/-

**Iftekhar Alam**  
Chief Executive Officer

Place: Dhaka

Date: March 04, 2021

**Declaration by the UniCap Investments Limited**

We are one of the underwriters of the Initial Public Offering (IPO) of BARAKA PATENGA POWER LIMITED. We will underwrite Tk. 14,262,287/- (Taka One Crore Forty-Two Lac Sixty-Two Thousand Two Hundred and Eighty-Seven) only of total public offer of BDT 2,250,000,000 for the upcoming issue on a firm commitment basis. In this connection, we hereby declared that:

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

For Underwriter

Sd/-

**Salamul Latif Choudhury**  
Chief Executive Officer

Place: Dhaka

Date: March 04, 2021

### **Declaration by the Green Delta Capital Limited**

We are one of the underwriters of the initial Public Offering (IPO) of BARAKA PATENGA POWER LIMITED. We will underwrite totaling to BDT 11,885,215.00 of total public offer of BDT 2,250,000,000 for the upcoming issue 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. Rafiqul Islam**

Managing Director & CEO

Place: Dhaka

Date: 04.03.2021

### **Declaration by the Riverstone Capital Limited**

We are one of the underwriters of the initial public offering (IPO) of BARAKA PATENGA POWER LIMITED. We will underwrite Tk BDT 11,885,215.00 of total public offer of BDT 2,250,000,000 for the upcoming issue 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 obligation.

For the Underwriter

Sd/-

**Ashraf Ahmed**

Managing Director

Riverstone Capital Limited

Place: Dhaka

Date: 4<sup>th</sup> March, 2021

### **Declaration by the AAA Finance & Investment Limited**

We are one of the underwriters of the Initial Public Offering (IPO) of BARAKA PATENGA POWER LIMITED. We will underwrite BDT. 11,885,215.00 of total public offer of BDT 2,250,000,000.00 for the upcoming issue 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 obligation.

For AAA Finance & Investment Limited

Sd/-

**Momammad Obaydur Rahman FCS, FCGA**

Managing Director & CEO

Place: Dhaka

Date: March 04, 2021

**(c) Major terms and conditions of the underwriting agreements:**

1. In case of under-subscription in General Public Category by up to 35% in an Initial Public Offer, the undersubscribed portion of securities shall be taken up by the underwriter.
2. The underwriting agreement and the underwritten amount and allocation of underwriting portion shall be revised after completion of the bidding period, where the cut-off price will be determined at nearest integer of the lowest bid price at which the total securities offered to eligible investors would be exhausted. The public offering price will be determined at 10% discount (at nearest integer) from the cut-off price.
3. If and to the extent that the shares offered to the public by a prospectus authorised hereunder shall not have been subscribed and paid for in cash in full by the Closing Date of subscription, the Company shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not subscribed by the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within 15 (Fifteen) days after being called upon to do so. If payment is made by Cheque/Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been encashed and the Company's account credited. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriter to the Commission.

(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 Ordinary Shares | Nominal price | Amount (BDT)         |
|---|------------------------|---------------|----------------------|
| <b>Before IPO:</b>                          |                        |               |                      |
| Authorized Capital                          | 300,000,000            | 10/-          | 3,000,000,000        |
| Issued, Subscribed and Paid up capital      | 99,225,000             | 10/-          | 992,250,000          |
| <b>Total paid up capital before IPO (A)</b> | <b>99,225,000</b>      | <b>10/-</b>   | <b>992,250,000</b>   |
| <b>After IPO:</b>                           |                        |               |                      |
| To be issued as IPO (B)                     | 73,770,488             | 10/-          | 737,704,880          |
| <b>Paid up capital (Post IPO) (A+B)</b>     | <b>172,995,488</b>     | <b>10/-</b>   | <b>1,729,954,880</b> |

\*The Company has raised its paid-up capital in following phases:

| Date of Allotment  | Nominal Price | Issue Price | Number of Shares Issued |                    |             | Amount of Share Capital (BDT) |
|--|---------------|-------------|-------------------------|--------------------|-------------|-------------------------------|
|  |               |             | In cash                 | Other than in cash | Bonus Share |                               |
| 7 June 2011: First (Subscription to the Memorandum & Articles of Association at the time of Incorporation) | 10/-          | 10/-        | 100,000                 | -                  | -           | 1,000,000                     |
| 30 April 2014: 2 <sup>nd</sup> allotment   | 10/-          | 10/-        | 94,400,000              | -                  | -           | 944,000,000                   |
| 02 January 2017: 3 <sup>rd</sup> Allotment   | 10/-          | 10/-        | -                       | -                  | 4,725,000   | 47,250,000                    |
| <b>Total</b>   |               |             |                         |                    |             | <b>992,250,000</b>            |

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

| Particulars             |                  | Number of Securities to be Offered | Description    | Nominal Value (BDT) | Issue Amount (BDT)   |
|-------------------------|------------------|------------------------------------|----------------|---------------------|----------------------|
| For Els                 |                  | 36,885,288                         | Ordinary Share | 10/-                | 1,180,329,200        |
| For General Public (GP) | NRB              | 7,377,000                          |                | 10/-                | 213,933,000          |
|                         | GP excluding NRB | 29,508,200                         |                | 10/-                | 855,737,800          |
| <b>Total</b>            |                  | <b>73,770,488</b>                  |                |                     | <b>2,250,000,000</b> |

(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 in BDT |
|--|---------------|
| Paid up capital before the present issue                             | 992,250,000   |
| Paid up capital after the present issue                              | 1,729,954,880 |
| Paid up capital after conversion of convertible instruments (if any) | N/A           |
| Share premium account before the present issue                       | N/A           |
| Share premium account after the present issue                        | 1,512,295,120 |

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

| Sl. No.      | Category of Shareholders         | No. of Ordinary Shares Hold |                    | Percentage of Holding |                |
|--------------|----------------------------------|-----------------------------|--------------------|-----------------------|----------------|
|              |                                  | Pre-IPO                     | Post-IPO           | Pre-IPO               | Post-IPO       |
| 1            | Director & Sponsor               | 66,005,251                  | 66,005,251         | 66.52%                | 38.15%         |
| 2            | Institutional                    | 525,000                     | 23,838,200         | 0.53%                 | 13.78%         |
| 3            | Mutual Fund and CIS              | -                           | 13,572,088         | 0.00%                 | 7.85%          |
| 4            | Individual                       | 32,694,749                  | 62,202,949         | 32.95%                | 35.96%         |
| 5            | Non-Resident Bangladeshis (NRBs) | -                           | 7,377,000          | 0.00%                 | 4.26%          |
| <b>Total</b> |                                  | <b>99,225,000</b>           | <b>172,995,488</b> | <b>100.00%</b>        | <b>100.00%</b> |

\*There is no convertible instrument, so no conversion is required.

(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 | Persons to whom those are issued | No. of shares allotted | Relationship with the Issuer | Reasons for the issue              | Consideration and Valuation | Benefits from the Issue                      | Issue Price |
|---------------|----------------------------------|------------------------|------------------------------|------------------------------------|-----------------------------|--|-------------|
| 2-Jan-17      | Baraka Power Limited             | 2,409,750              | Holding Company              | Distribution of Accumulated Profit | Other than Cash (Bonus)     | Enhancement of Capital Base and Reinvestment | 10/-        |
|               | Gulam Rabbani Chowdhury          | 141,750                | Chairman                     |                                    |                             |  |             |
|               | Faisal Ahmed Chowdhury           | 141,750                | Director                     |                                    |                             |  |             |
|               | Monzur Kadir Shafi               | 75,000                 | Managing Director            |                                    |                             |  |             |
|               | Fahim Ahmed Chowdhury            | 40,500                 | Director                     |                                    |                             |  |             |
|               | Afzal Rashid Choudhury           | 50,000                 | Director                     |                                    |                             |  |             |
|               | Md. Shirajul Islam               | 50,000                 | Director                     |                                    |                             |  |             |
|               | Touhidul Islam                   | 40,000                 | Shareholder                  |                                    |                             |  |             |
|               | Mijanur Rahman Choudhury         | 130,000                | Shareholder                  |                                    |                             |  |             |
|               | Abdul Bari                       | 42,500                 | Shareholder                  |                                    |                             |  |             |
|               | Momthaz Chowdhury                | 139,000                | Shareholder                  |                                    |                             |  |             |
|               | Rushina Ahmed Chowdhury          | 94,500                 | Shareholder                  |                                    |                             |  |             |
|               | Syeda Yasmin Hossain             | 94,500                 | Shareholder                  |                                    |                             |  |             |
|               | Noor-E-Zannat Chowdhury          | 79,250                 | Shareholder                  |                                    |                             |  |             |
|               | Abeda Khanom Chowdhury           | 86,750                 | Shareholder                  |                                    |                             |  |             |
|               | Nasim Ahmed Chowdhury            | 34,750                 | Shareholder                  |                                    |                             |  |             |
|               | Ubaydia Chowdhury                | 50,000                 | Shareholder                  |                                    |                             |  |             |
|               | Fokrul Alam Chowdhury            | 21,450                 | Shareholder                  |                                    |                             |  |             |
|               | Nanu Kazi Md. Miah               | 50,000                 | Shareholder                  |                                    |                             |  |             |
|               | Atikur Rahman                    | 47,500                 | Shareholder                  |                                    |                             |  |             |
|               | Nayem Ahmed Chowdhury            | 42,750                 | Shareholder                  |                                    |                             |  |             |
|               | Md. Humayun Ahmed                | 22,500                 | Shareholder                  |                                    |                             |  |             |
|               | Alimul Ahsan Chowdhury           | 21,250                 | Shareholder                  |                                    |                             |  |             |
|               | Niaz A. Khan                     | 37,500                 | Shareholder                  |                                    |                             |  |             |
|               | Sultana Jesmin Chino             | 19,000                 | Shareholder                  |                                    |                             |  |             |
|               | Shoeb Khan                       | 27,500                 | Shareholder                  |                                    |                             |  |             |
|               | Yeaheya Murad Khan               | 35,000                 | Shareholder                  |                                    |                             |  |             |
|               | Ali Ahmed                        | 31,500                 | Shareholder                  |                                    |                             |  |             |
|               | Foster Securities Ltd.           | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Zakir Hossain                    | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Kazi Md. Angur Miah              | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Masrur Chowdhury                 | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Mohammed Abdul Ahad              | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Abdul Wasay Chowdhury (Zuber)    | 20,000                 | Shareholder                  |                                    |                             |  |             |
|               | Alimus Sadat Chowdhury           | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Abdul Mumin                      | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Masud Ahmed                      | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Mohammed Monsur Alam Chowdhury   | 25,000                 | Shareholder                  |                                    |                             |  |             |
|               | Syed Musharaf Hussain Chowdhury  | 2,500                  | Shareholder                  |                                    |                             |  |             |
|               | Sajeda Chowdhury                 | 15,000                 | Shareholder                  |                                    |                             |  |             |
|               | Tanjeel Wadud Chowdhury (Sagor)  | 17,500                 | Shareholder                  |                                    |                             |  |             |
|               | Shubina Ahmed Chowdhury          | 37,500                 | Shareholder                  |                                    |                             |  |             |
|               | Nasrin Sultana Sampa             | 22,500                 | Shareholder                  |                                    |                             |  |             |
|               | Roushan Ali Khan                 | 5,000                  | Shareholder                  |                                    |                             |  |             |
|               | Shamsher Ali Tarafder            | 5,000                  | Shareholder                  |                                    |                             |  |             |
|               | Rawad Ashraf                     | 5,000                  | Shareholder                  |                                    |                             |  |             |
|               | Tania Tabassum                   | 5,000                  | Shareholder                  |                                    |                             |  |             |
|               | Abdul Mannan                     | 27,500                 | Shareholder                  |                                    |                             |  |             |
|               | Mumina Khatun                    | 5,000                  | Shareholder                  |                                    |                             |  |             |
|               | Mohibun Bari Chowdhury           | 40,000                 | Shareholder                  |                                    |                             |  |             |

| Date of Issue | Persons to whom those are issued | No. of shares allotted | Relationship with the Issuer | Reasons for the issue | Consideration and Valuation | Benefits from the Issue | Issue Price |
|---------------|----------------------------------|------------------------|------------------------------|-----------------------|-----------------------------|-------------------------|-------------|
|               | Enamul Haque Khan                | 8,500                  | Shareholder                  |                       |                             |                         |             |
|               | Nurjahan Begum                   | 3,500                  | Shareholder                  |                       |                             |                         |             |
|               | David Hasan                      | 20,000                 | Shareholder                  |                       |                             |                         |             |
|               | Azizur Rahman                    | 5,000                  | Shareholder                  |                       |                             |                         |             |
|               | Dr. Hasina Choudhury             | 5,000                  | Shareholder                  |                       |                             |                         |             |
|               | Rebunnessa Chowdhury             | 12,500                 | Shareholder                  |                       |                             |                         |             |
|               | Mohammad Shamsur Rahman          | 12,500                 | Shareholder                  |                       |                             |                         |             |
|               | Naznin Sultana                   | 25,000                 | Shareholder                  |                       |                             |                         |             |
|               | Suraiya Rahman                   | 4,000                  | Shareholder                  |                       |                             |                         |             |
|               | Sayem Ahmed                      | 22,500                 | Shareholder                  |                       |                             |                         |             |
|               | Mohammed Aziz baksh              | 17,500                 | Shareholder                  |                       |                             |                         |             |
|               | Ahmed Tarek                      | 1,250                  | Shareholder                  |                       |                             |                         |             |
|               | Md. Motiul Islam                 | 9,500                  | Shareholder                  |                       |                             |                         |             |
|               | Md. Shahidul Islam               | 2,000                  | Shareholder                  |                       |                             |                         |             |
|               | Saleha Afrooz                    | 5,000                  | Shareholder                  |                       |                             |                         |             |
|               | Abdul Muktadir Chowdhury         | 7,500                  | Shareholder                  |                       |                             |                         |             |
|               | Mohammed Sadiqur Rahman          | 20,000                 | Shareholder                  |                       |                             |                         |             |
|               | Feroz Suleman Atcha              | 5,000                  | Shareholder                  |                       |                             |                         |             |
|               | Mridulal Bhattacharjee           | 3,000                  | Shareholder                  |                       |                             |                         |             |
|               | Anamika Roy                      | 2,500                  | Shareholder                  |                       |                             |                         |             |
|               | Jayanta Kumar Podder             | 5,000                  | Shareholder                  |                       |                             |                         |             |
|               | Sosanta Kumar Podder             | 4,800                  | Shareholder                  |                       |                             |                         |             |
|               | Ashrafun Nessa                   | 25,000                 | Shareholder                  |                       |                             |                         |             |
|               | Anisul Khadija                   | 10,000                 | Shareholder                  |                       |                             |                         |             |

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

No shares have been allotted in terms of any merger amalgamation or acquisition.

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

The issuer has not issued any equity shares under stock option to its employees.

**(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:**

Issuer has not made any issue of specified securities at a price lower than the issue price 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:**

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

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

| Date of Allotment/ Shares were made fully paid up | Nature of Issue            | No. of Share Hold   |                         |                        |                    |  |   |   | Consideration   | Face value of Share (Tk.) | Issue Price | lock in period |
|---|----------------------------|---|-------------------------|------------------------|--------------------|--|---|---|-----------------|---------------------------|-------------|----------------|
|   |                            | Baraka Power Limited (Represented by, Fahim Ahmed Chowdhury, Md. Shirajul Islam, Afzal Rashid Choudhury, Helal Ahmed Chowdhury) | Gulam Rabbani Chowdhury | Faisal Ahmed Chowdhury | Monzur Kadir Shafi | Fahim Ahmed Chowdhury (Nominated Director by Baraka Power Limited) | Md. Shirajul Islam (Nominated Director by Baraka Power Limited) | Afzal Rashid Choudhury (Nominated Director by Baraka Power Limited) |                 |                           |             |                |
| 7-Jun-11  | By Subscription to the MoA | 51,000  | 24,500                  | 24,500                 | -                  | -  | -   | -   | Cash            | 10                        | 10          | 3 Years        |
| 30-Apr-14   | By Allotment (Cash)        | 48,144,000  | 3,700,500               | 2,810,500              | 1,700,000          | 1,410,000  | 1,000,000   | 1,000,000   | Cash            | 10                        | 10          |                |
| 1-Jun-15  | By Transfer                | -   | (890,000)               | -                      | (200,000)          | (600,000)  | -   | -   | Cash            | 10                        | 10          |                |
| 2-Jan-17  | By Allotment (Bonus)       | 2,409,750   | 141,750                 | 141,750                | 75,000             | 40,500   | 50,000  | 50,000  | Other than Cash | 10                        | 10          |                |
| 29-Sep-20   | By Transfer                | -   | 1,173,250               | 1,173,250              | 2,575,001          | -  | -   | -   | Cash            | 10                        | 10          |                |
| <b>Total</b>                                      |                            | <b>50,604,750</b>   | <b>4,150,000</b>        | <b>4,150,000</b>       | <b>4,150,001</b>   | <b>850,500</b>   | <b>1,050,000</b>  | <b>1,050,000</b>  | -               | -                         | -           | -              |
| <b>Percentage (%)</b>                             | <b>Pre-IPO</b>             | 51.00%  | 4.18%                   | 4.18%                  | 4.18%              | 0.86%  | 1.06%   | 1.06%   | -               | -                         | -           | -              |
|   | <b>Post-IPO</b>            | 29.25%  | 2.40%                   | 2.40%                  | 2.40%              | 0.49%  | 0.61%   | 0.61%   | -               | -                         | -           | -              |

**Note:** (i) There is no pledged shares (ii) Lock in Period starts from the first date of trading at the exchange.

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

There have been no purchased or sold or otherwise transferred by the sponsor and/or by the directors of the issuer and their related parties within six months immediate preceding the date of filing the red-herring prospectus/prospectus/information memorandum.

(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                 | Address                                    | Relationship    | No. of Share Holdings | Percentage (%) of Shareholdings (Pre-IPO) | Percentage (%) of Shareholdings (Post-IPO) |
|----------------------|--|-----------------|-----------------------|---|--|
| Baraka Power Limited | 102, Azadi, Mirboxtola, Sylhet, Bangladesh | Holding Company | 506,047,50            | 51.00%                                    | 29.25%                                     |

(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:

| SL. No. | Name               | Designation       | No. of Share | Percentage (%) |           |
|---------|--------------------|-------------------|--------------|----------------|-----------|
|         |                    |                   |              | Before IPO     | After IPO |
| 1.      | Monzur Kadir Shafi | Managing Director | 4,150,001    | 4.18%          | 2.40%     |

#### (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:

Baraka Patenga Power Limited was incorporated as a private limited company on 7 June 2011 Vide Registration No. C-93385/11 and subsequently converted into a public limited company on 28 April 2014 with Registrar of Joint Stock Companies and Firms (RJSC) in Bangladesh under the Companies Act, 1994. The Company started its commercial operation on 4 May 2014 and the registered office is at Khairun Bhavan (6<sup>th</sup> Floor), Mirboxtola, Sylhet.

The main activity of the Company is to set up power plants for generation and supply of electricity to national grid of Bangladesh.

The Company has two subsidiaries namely Karnaphuli Power Limited (KPL) and Baraka Shikalbaha Power Limited (BSPL). BPPL holds 51% shares of both the companies. The principal activity of these companies is to set up power plants for generation and supply of electricity.

#### Nature of Business

The principal activity of the Company is to set up power plants for generation and supply of electricity. The plant having capacity of 50 MW located at Patenga, Chittagong has been started its commercial operation on May 04, 2014. The Plant has been implemented by using 08 nos. of brand new Rolls Royce Engine having capacity of 6.984 MW each with total capacity of the plant is 55.872 MW. In addition, a co-generation secondary power plant with capacity of 3.20 MW has been installed and started its commercial operation on April 10, 2015. The STG plant runs by heat recovery from 08 nos. of Rolls Royce gensets exhaust gas without burning any fuel and reduce the fuel cost. For the first time in power sector in Bangladesh, a desulfurization plant has been introduced to the project to reduce sulfur emission at an acceptable low level.



## Subsidiary Company

### 1. **Karnaphuli Power Limited (KPL)**

Karnaphuli Power Limited was incorporated in Bangladesh on November 17, 2014 as a Private Limited Company having its registered office at 6/A/1, Segunbagicha, Dhaka-1000. The company has been subsequently converted to Public Limited Company on December 12, 2018.

Karnaphuli Power Limited has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on February 4, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day. The PPA is signed in connection to the issued Letter of Intent (LOI) to the Company vide memo dated August 8, 2017 of BPDB for implementing HFO fired IPP power plant having capacity of 110 MW on Build, Own, Operate (BOO) basis at Kolagaon Union Parishad, Patiya, Chittagong for a term of 15 years from the commercial operation date (COD). The project started commercial operation on August 20, 2019.

**Nature of Business:** The principal activity of KPL is to set up power plants for generation and supply of electricity.

### 2. **Baraka Shikalbaha Power Limited (BSPL)**

Baraka Shikalbaha Power Limited was incorporated in Bangladesh on December 13, 2017 as a Private Limited Company having its registered office at 6/A/1, Segunbagicha, Dhaka-1000. The company has been subsequently converted to Public Limited Company on December 12, 2018.

Bangladesh Power Development Board (BPDB) has issued Letter of Intent (LOI) to Baraka Patenga Power Limited and its consortium vide their memo no. 27.11.0000.101.14.021.18-869 dated 28-02-2018 for implementing HFO fired IPP power plant having capacity of 105 MW on BOO (Build, Own, Operate) basis at Kolagaon Union Parishad, Patiya, Chittagong for term of 15 years from the commercial operation date (COD). The project started commercial operation on May 24, 2019.

**Nature of Business:** The principal activity of BSPL is to set up power plants for generation and supply of electricity.

## (ii) Location of the project:

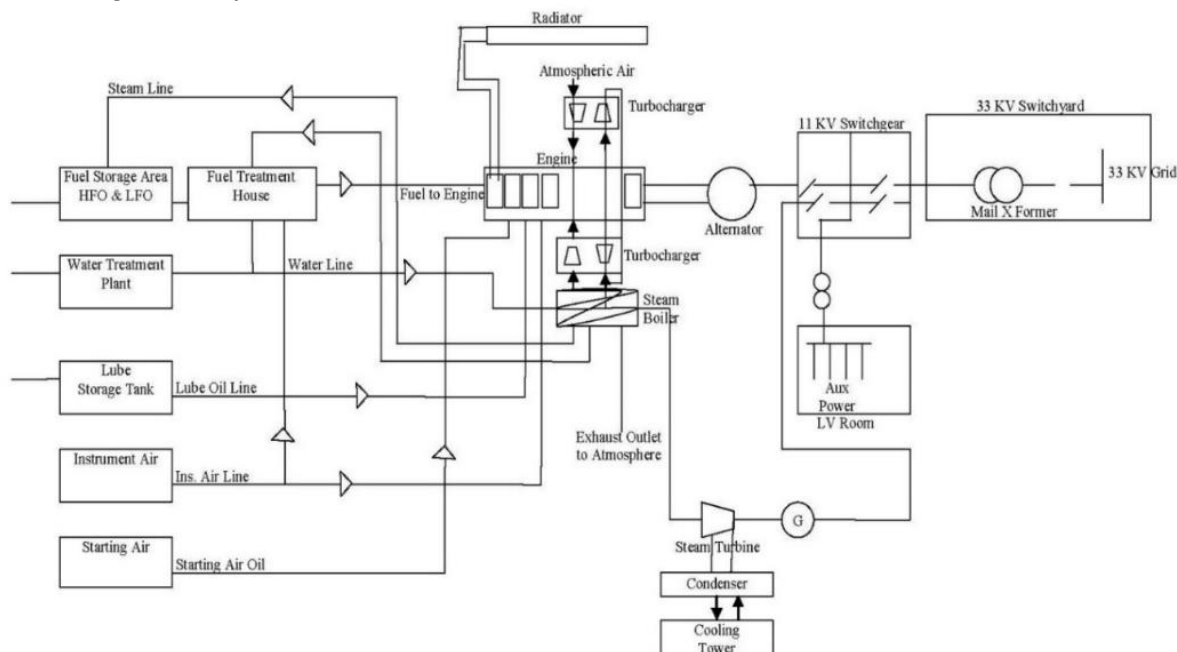
**Baraka Patenga Power Limited:** South Patenga, Chittagong, Bangladesh.

**Karnaphuli Power Limited:** Kolagaon Union Parishad, Patiya, Chittagong, Bangladesh.

**Baraka Shikalbaha Power Limited:** Kolagaon Union Parishad, Patiya, Chittagong, Bangladesh.

## (iii) Plant, machinery, technology, process, etc:

Baraka Patenga Power Limited, a HFO based power plant, is situated at South Patenga, Chittagong on 277.46 decimal lands of which 270.42 decimal is duly mutated in favor of the Company. It is generating electricity by using 08 nos. of brand new Rolls Royce Engine having capacity of 6.984 MW each with total capacity of 55.872 MW. A co-generation secondary power plant with capacity of 3.20 MW is also established to generate electricity without fuel. The STG plant is run by heat which is recovered from 08 nos. of Rolls Royce Genset's exhaust gas without burning any fuel. In addition, a Desulfurization plant has been introduced to the project to reduce sulfur emission at an acceptable low level.



(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:

**Related to formation of the company:**

- Date of Incorporation: 7 June, 2011
- Conversion of Private to Public Limited Company: April 28, 2014

**Major events in the history of the Company:**

| Major events   | Year               |
|--|--------------------|
| Signing of PPA & IA with BPDB & MPEMR  | July 31, 2011      |
| Gen Set Purchase Contract with Rolls Royce Marine AS, UK   | October 19, 2011   |
| Substation Equipment Purchase Contract with Siemens Bangladesh Ltd.  | January 24, 2012   |
| Exhaust Gas Secondary Power Plant Purchase Contract with Greens Power Ltd., UK   | February 24, 2012  |
| Signing of Syndicated Term Loan facility of BDT 2,205 million  | March 20, 2013     |
| Flue Gas Desulfurization (FGD) Equipment Purchase Contract   | November 01, 2013  |
| Signing of Term Loan facility of USD 21.975 million funded by World Bank   | January 21, 2014   |
| Capital raised through existing and other than existing shareholders   | April 30, 2014     |
| Started Commercial Operation   | May 04, 2014       |
| Successful Commissioning of Flue Gas Desulfurization   | August 31, 2014    |
| Successful Commissioning of Steam Turbine Generation (STG)   | April 10, 2015     |
| Received LOI from BPDP for implementing 110 MW IPP Power Plant under Karnaphuli Power Limited  | August 8, 2017     |
| Signing of Engine Purchase Agreement with Wartsila Finland OY to purchase 06 nos. of Gen-Sets for Karnaphuli Power Plant, capacity of 110 MW | September 18, 2017 |
| Fund Raising Agreement with IDCOL for Karnaphuli Power Limited   | October 18, 2017   |
| Signing of PPA & IA for implementing 110 MW IPP Power Plant under Karnaphuli Power Limited   | February 04, 2018  |
| Received LOI from BPDP for implementing 105 MW IPP Power Plant under Baraka Shikalbaha Power Limited   | February 28, 2018  |
| Issuance of Sanction Letter by UCBL for LC financing to Baraka Shikalbaha Power Limited  | March 01, 2018     |
| Signing of Engine Purchase Agreement with Wartsila Finland OY to purchase 06 nos. of Gen-Sets for Baraka Shikalbaha Power Plant              | March 14, 2018     |
| COD of Baraka Shikalbaha Power Limited   | May 24, 2019       |
| COD of Karnaphuli Power Limited  | August 20, 2019    |

**(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:**

**Principal products or services**

Generation and supply of electricity is the only product of the Company. Under private sector power generation policy of Bangladesh, the Company is generating electricity and supplying it to Bangladesh Power Development Board (BPDB) from the plant through national grid.

**Market for products or service**

The buyer for the product of the Company is solely BPDB and the market of the product is expanded throughout the Country.

**Past trend and future prospects of export and local market**

As per BPDB Annual Report 2019-2020, demand of electricity is increasing rapidly due to enhanced economic activities in the country with sustained GDP growth. At present, growth of demand is about 10% which is expected to be more in coming years. The maximum demand in fiscal year 2019-20 was 13,300 MW. As per PSMP-2010, the growth of power generation capacity is estimated to be 10% every year and by the year 2021 the total generation capacity will be 20,000 MW with a per capita electricity usage of 600 Kwh.

| Particulars | Fiscal Year | Maximum Demand (MW) | Maximum peak generation (MW) |
|-------------|-------------|---------------------|------------------------------|
| Past trend  | 2014-2015   | 10,283              | 7,817                        |
|             | 2015-2016   | 11,405              | 9,036                        |
|             | 2016-2017   | 10,500              | 9,479                        |
|             | 2017-2018   | 11,500              | 10,958                       |
|             | 2018-2019   | 13,044              | 12,893                       |
|             | 2019-2020   | 13,300              | 12,738                       |

**Source:** Latest Annual Report of BPDB (2019-2020)

**Demand and supply forecasts for the sector in which the product is included**

In the Power System Master Plan (PSMP) -2010 demand forecast was made based on 7 % GDP growth rate. The electricity development is required to be accelerated to increase access and attain economic development. The desirable economic growth rate would be about 7% p.a. According to PSMP- 2010 Study year-wise forecasted peak demand is given below:

| Particulars      | Fiscal Year | Maximum Demand (MW) |
|------------------|-------------|---------------------|
| Projected demand | 2021-2022   | 20,443              |
|                  | 2022-2023   | 21,993              |
|                  | 2023-2024   | 23,581              |
|                  | 2024-2025   | 25,199              |
|                  | 2025-2026   | 26,838              |

**Source:** Power System Master Plan-2010

According to BPDB 2020, year-wise additional power generation plan forecast is given below:

| Particulars                           | Fiscal Year | Additional Power Generation (MW) |
|---------------------------------------|-------------|----------------------------------|
| Projected additional power generation | 2021        | 2,557                            |
|                                       | 2022        | 4,308                            |
|                                       | 2023        | 4,380                            |

**Source:** Latest Annual Report of BPDB (2019-2020)

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

There is only one product i.e. electricity that contributes 100% to the total revenue of the Company.

| Sl. | Name & Address of the customer   | Telephone and Fax no.     | Email & Web address                                   | As per Audited Accounts                    |
|-----|--|---------------------------|---|--|
|     |  |                           |   | Customer's contribution<br>2019-2020 (BDT) |
| 1   | <b>Bangladesh Power Development Board</b><br>Bidyut Bhavan 1, Abdul Gani Road<br>Dhaka -1000 | 880-2-7160075,<br>7111785 | Web: www.bpdb.gov.bd<br>E-mail: member.ca@bpdb.gov.bd | 1,691,216,401                              |

**(vii) Description of associates, subsidiary and holding company of the issuer and core areas of business thereof:**

The particulars of the subsidiary and holding company are furnished below:

| Name of the Company                    | Relationship with BPPL | Core area of Business                | Shareholding %                 | Operational Status |
|--|------------------------|--------------------------------------|--------------------------------|--------------------|
| Baraka Power Limited (BPL)             | Holding Company        | Generation and supply of electricity | Baraka Power holds 51% of BPPL | In operation       |
| Karnaphuli Power Limited (KPL)         | Subsidiary Company     | Generation and supply of electricity | BPPL holds 51% of KPL          | In operation       |
| Baraka Shikalbaha Power Limited (BSPL) | Subsidiary Company     | Generation and supply of electricity | BPPL holds 51% of BSPL         | In operation       |

*\*The issuer has no associate company.*

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

The Company generates electricity and supplies it to BPDB. The product of the Company currently has no export possibilities and export obligation.

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

In Power industry, the Company generates and supplies electricity to the off-taker (BPDB) at the pre-determined tariff as contracted. In this connection, BPPL has signed Power Purchase Agreement with BPDB for a period of 15 years from the date of commercial operation. After signing a PPA, there is no competition to sell the Company's generated electricity. So currently, the Company has no competitors in the industry.

In Bangladesh a number of listed companies are engaged in Power Sector. Major competitors are

|  |   |
|--|---|
| 1. Summit Power Limited                                | 2. Shahjibazar Power Co. Ltd.                 |
| 3. Khulna Power Company Limited                        | 4. Baraka Power Limited                       |
| 5. United Power Generation & Distribution Company Ltd. | 6. Doreen Power Generations & Systems Limited |

Apart from this, as per annual report of the listed companies and audited financial statements of Baraka Patenga Power Limited, the sales amounts are presented below:

| Name of the Company                                 | Sales Amount during 2019-20 (BDT) | Year End              |
|---|-----------------------------------|-----------------------|
| Baraka Patenga Power Limited                        | 5,448,793,155                     | 30 <sup>th</sup> June |
| Summit Power Limited                                | 24,030,680,364                    | 30 <sup>th</sup> June |
| Shahjibazar Power Co. Ltd.                          | 6,332,403,614                     | 30 <sup>th</sup> June |
| Khulna Power Company Limited                        | 5,216,294,778                     | 30 <sup>th</sup> June |
| Baraka Power Limited                                | 4,655,440,480                     | 30 <sup>th</sup> June |
| United Power Generation & Distribution Company Ltd. | 10,094,032,945                    | 30 <sup>th</sup> June |
| Doreen Power Generations & Systems Limited          | 4,746,318,581                     | 30 <sup>th</sup> June |

There is no data available regarding market shares of the respective listed companies in their annual report.

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

| Items of Raw Materials | Name of Suppliers                           | Address  | Terms of procurement  |
|------------------------|---|--|---|
| HFO                    | <b>Foreign Supplier:</b>                    |  | The main raw material for generating electricity is HFO which has been procured by BPPL from local/foreign suppliers through local/foreign letter of credit |
|                        | SHELL International Eastern Trading Company | The Metropolis Tower 1, 9 North Buona Vista Drive, # 07-01, Singapore 138588   |   |
|                        | Vitol Asia Pte Ltd.                         | 260 Orchard Road, The Heeren #15-02, Singapore 238855                          |   |
|                        | <b>Local Supplier:</b>                      |  |   |
|                        | Standard Asiatic Oil Company Limited        | Guptakhal, Airport Road North Patenga, Chittagong-4205                         |   |
| Spare parts            | Rolls Royce India Private Ltd.              | 2nd Floor, 52-B, Okhla Industrial Estate Phase III, New Delhi – 110 020, India | Spare parts will be purchased from Rolls Royce India Private Ltd. and Greens Power Equipment Pte Ltd. at agreed rates year to year and others.              |
|                        | Greens Power Equipment Pte Ltd.             | #04-09, 7 International Business Park, TechQuest, Singapore                    |   |
| Lubricant oil          | MJL Bangladesh Ltd.                         | Mobil House<br>CWS (C) 9, Gulshan-1, Dhaka-1212                                | Lubricant oil is purchased from MJL Bangladesh Ltd. & Ranks Petroleum Ltd. as and when required.  |
|                        | Ranks Petroleum Ltd.                        | 439/3, Tejgaon I/A, Dhaka-1208   |   |

**Contingency plan for any disruption of sourcing raw material**

Heavy Furnace Oil (HFO), the major raw material of the power plant which is presently imported from Singapore on monthly basis to feed the power plant and this HFO can also be purchased from Bangladesh Petroleum Corporation (BPC). The Company has a long-term supply contract with Original Engine Manufacturer (OEM) i.e. Rolls-Royce for supply of scheduled and unscheduled spare parts supply covering the entire period of the project life. Similarly, we have Lube Oil supply contract with MJL Bangladesh Limited for uninterrupted supply of Lube Oil. However, in case of any disruption in sourcing raw materials there are available suppliers to procure the raw materials at a competitive price.

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

| Particulars     | Sources & Requirement   |
|-----------------|---|
| Power           | The operational power requirement of the power plant is met from its own generation and BPDB.   |
| Gas             | BPPL's plant requires HFO for generation and distribution of electricity. So, there is no gas connection available in the power plant.  |
| Water           | BPPL meet up its water requirement of 210,495 MT (appx.) per year from internal source.   |
| Other utilities | The Company has availed 2 land phone connection from BTCL and also has internet facility to run the day to day business of the organization and for smooth correspondence purpose |

**Contingency plan for any disruption of sourcing utilities**

In case of disruption, a stand by diesel generator is available to meet the power requirement of the plant and water can be arranged from water delivery van from private supplier.

(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/services with amount and percentage thereof:

As per Audited Accounts

| Sl. | Name & Address of the customer   | Telephone and Fax no.     | Email & Web address                                   | Customer's contribution |
|-----|--|---------------------------|---|-------------------------|
|     |  |                           |   | 2019-2020 (Tk.)         |
| 1   | <b>Bangladesh Power Development Board</b><br>Bidyut Bhavan 1, Abdul Gani Road, Dhaka -1000 | 880-2-7160075,<br>7111785 | Web: www.bpdb.gov.bd<br>E-mail: member.ca@bpdb.gov.bd | 1,691,216,401           |

(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 material/ finished goods with amount and percentage thereof:

| Sl. | Name & Address of the supplier   | Telephone and Fax no.                          | E-mail & Web address                   | Suppliers' contribution |                |
|-----|--|--|--|-------------------------|----------------|
|     |  |  |  | Amount in Taka          | Percentage (%) |
| 1   | <b>Vitol Asia Pte Ltd.</b><br>260, Orchard Road HEX 13-01 The Heeren, Singapore-238855 | <b>Tel: (65) 67379922</b><br>Fax (65) 67370917 | pcg@vitol.com<br>E-mail: pcg@vitol.com | 850,488,474             | 84.81%         |

(xiv) Description of any contract which the issuer has with its principal suppliers or customers showing the total amount and quantity of transaction for which the contract is made and the duration of the contract. If there is not any of such contract, a declaration is to be disclosed duly signed by CEO/MD, CFO and Chairman on behalf of Board of Directors:

| Sl. | Name of the party with whom contract is made                                     | Relationship with the issuer | Transaction amount                                   | Transaction quantity   | Duration of the contract |
|-----|--|------------------------------|--|--|--------------------------|
| 1   | Bangladesh Power Development Board (BPDB)  | Customer                     | Contract Price US Cent 9.8810/kwh (Levelized tariff) | Contractual Guaranteed Capacity 50,000KW/hr. (To be served as per BPDB demand) | 15 years                 |
| 2   | Bergen Engines India Private Limited (Former: Rolls-Royce India Private Limited) | Supplier                     | USD 2,341,979.00 and CHF 1,131,450.00                | Schedule Parts   | 15 Years                 |

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

| Particulars                           | License Issuer/ Issuing Authority                   | Registration/Certificate/ License No. | Issue Date | Renewal Date | Expiry Date |
|---------------------------------------|---|---------------------------------------|------------|--------------|-------------|
| Certificate of Incorporation          | Registrar of Joint Stock Companies and Firms (RJSC) | C-93385/11                            | 07.06.2011 | N/A          | N/A         |
| E-TIN Certificate                     | National Board of Revenue (NBR)                     | 872676960686                          | 08.01.2014 | N/A          | N/A         |
| VAT Registration Certificate          | Custom, Excise & VAT Agrabad Division, Chittagong   | 24021014106                           | 27.11.2011 | N/A          | N/A         |
| BERC License (IPP)                    | Bangladesh Energy Regulatory Commission             | IPP-021                               | 17.06.2020 | 20.02.2020   | 19.02.2022  |
| BERC License (Fuel)                   | Bangladesh Energy Regulatory Commission             | LPP-215                               | 18.11.2020 | 05.10.2020   | 05.10.2021  |
| Trade License                         | Chittagong City Corporation                         | 31919                                 | 17.11.2011 | 01.07.2020   | 30.06.2021  |
| Trade License                         | Dhaka City Corporation                              | 0120812                               | 07.01.2014 | 01.07.2020   | 30.06.2021  |
| Import Registration Certificate (IRC) | Office of the Chief Controller of Export & Import   | 260326120163820                       | 21.10.2015 | 19.07.2020   | 30.06.2021  |
| Environmental Clearance Certificate   | Department of Environment                           | 20-44604                              | 08.04.2014 | 13.09.2020   | 11.10.2021  |
| Fire License                          | Fire Service & Civil Defense                        | AD-Chatta-2976-2015-2016              | 29.10.2015 | 17.06.2020   | 30.06.2021  |
| Membership Certificate of DCCI        | Dhaka Chamber of Commerce & Industry                | 03658                                 | 29.06.2015 | 17.01.2021   | 31.12.2021  |
| Factory License                       | Department of factories Inspection                  | 4491/Chattagram                       | 05.03.2014 | 17.06.2020   | 30.06.2021  |
| Explosive License                     | Department of Explosive                             | 140-3(L)-0039                         | 12.03.2014 | 23.12.2020   | 31.12.2021  |
| Registration from Board of Investment | Board of Investment                                 | L-401012011756-H                      | 31.01.2012 | N/A          | N/A         |

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

There is no material patents, trademarks, licenses or royalty agreements.

**Other agreements are:**

**Features of Implementation Agreement:**

| Type of contract   | Description of contract       |   |
|--|-------------------------------|---|
| Implementation Agreement (PIA) with The Govt. of People's Republic of Bangladesh | <b>Date of the Agreement:</b> | July 31, 2011   |
|  | <b>Term of the Agreement:</b> | According to Section-3.1 of the agreement:<br>"This Agreement shall commence and be effective on the date first above written and shall, unless terminated earlier in accordance with the terms of this Agreement, continue in full force and effect until the last Day of the Power Purchase Agreement." |

| Type of contract | Description of contract   |   |
|------------------|---|---|
|                  | <b>Restrictions on Acquisition and Transfers of Shares or Assets:</b> | <p>According to Section-10.3(c) of the agreement:</p> <p><i>“The initial shareholder may not effect any transfer of the ordinary share capital owned, directly or through one or more wholly-owned subsidiary companies or corporations, by it which would result in the initial shareholder owning less than fifty one percent (51%) of the ordinary share capital at any time prior to the commercial operations date or less than fifty one percent (51%) of the ordinary share capital at any time prior to the date that is six (6) years following the commercial Operations Date, except for:</i></p> <ul style="list-style-type: none"> <li><i>i. subject to the national interests of Bangladesh, as such interests shall be determined in the discretion of the GOB, a transfer to a wholly-owned affiliate corporation of the initial shareholder that continues as such wholly-owned affiliate corporation;</i></li> <li><i>ii. a transfer required under any laws of Bangladesh or by the operation of the laws of Bangladesh or by order of a court, tribunal, or government authority or agency having appropriate jurisdiction;</i></li> <li><i>iii. a transfer resulting from the creation or the enforcement of a security interest in or over any ordinary share capital in accordance with the security package;</i></li> <li><i>iv. a transfer to which the GOB has given its prior written approval; or</i></li> <li><i>v. a transfer as part of a public offering.”</i></li> </ul> |
|                  | <b>Guarantee:</b>   | <p>According to Section-16 of the agreement:</p> <p><i>“The GOB shall, at Financial Closing, execute and deliver to the Company the Guarantee.”</i></p>   |
|                  | <b>Termination:</b>   | <p>According to Section-3.2 of the agreement:</p> <p><i>“The expiration or termination of this Agreement shall be without prejudice to all rights and obligations of the Parties accrued under this Agreement prior to such expiration or termination, but otherwise the Parties shall have no further obligations hereunder following such expiration or termination except for obligations which survive such expiration or termination pursuant to this Agreement, including limitation, the obligation to pay liquidated damages.”</i></p>  |

#### Features of Power Purchase Agreement:

| Type of contract  | Description of contract                          |   |
|---|--|---|
| Power Purchase Agreement (PPA) with The Bangladesh Power Development Board (BPDB) | <b>Date of the Agreement:</b>                    | July 31, 2011   |
|   | <b>Scope of the Agreement:</b>                   | <p>According to Section-2 of the agreement:</p> <p><i>“The purpose of this agreement is to establish the terms and conditions for the supply by the Company to BPDB and for the purchase by BPDB from the Company of Net Energy Output and to deliver and purchase Dependable Capacity, and the rights and obligations of the Parties in relation thereto. For this purpose, the Company will build, own, commission, operate, insure, maintain the Facility in accordance with this Agreement and the Technical Limits.”</i></p> |
|   | <b>Sale and Purchase of Capacity and Energy:</b> | <p>According to Section-3.2 of the agreement:</p> <p><i>“Except to the extent that electric energy is required for the operation of any part of the Facility, the Parties agree that, during the Term, the Company shall not, without the prior written consent of BPDB:</i></p> <ul style="list-style-type: none"> <li><i>(a) Sell or deliver electric energy produced by the Facility to any other person or entity than BPDB; or</i></li> </ul>  |



| Type of contract    | Description of contract  |
|---------------------|--|
|                     | (b) Confer upon any entity other than BPDB any right in or to Available Capacity."   |
| <b>Tenure:</b>      | According to Section-4.1(a) of the agreement:<br>"This agreement shall become effective upon execution and delivery hereof by the Parties and shall terminate fifteen (15) years after the Commercial Operations Date, unless extended or earlier terminated pursuant to the provisions of this Agreement."  |
| <b>Termination:</b> | According to Section-4.1(b) of the agreement:<br>"The expiration or termination of this Agreement shall be without prejudice to all rights and obligations of the Parties arising under this Agreement prior to such expiration or termination, but otherwise the Parties shall have no further obligations hereunder following such expiration or termination except for obligations which survive such expiration or termination pursuant to this Agreement, including limitation, the obligation to pay liquidated damages pursuant to Section 8 or elsewhere hereunder." |

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

| Full time employees | Part time employees | Total employees |
|---------------------|---------------------|-----------------|
| 117                 | -                   | 117             |

**(xviii) A brief description of business strategy**

Our strategic objective is to improve and consolidate our position as a reliable power generation company in the country with a continuous growth philosophy to ensure uninterrupted supply of electricity to the Nation through effective utilization of capital, machinery, human resources, continuous improvement of services, customer satisfaction and efficient resource management to be implemented on a day-to-day basis. Our continuous growth philosophy is being driven with the strategic levers of capitalizing on the growth of the Bangladesh power generation sector, optimizing operational efficiency, following unique pricing model and adopting best corporate practices.

**Strategy for capitalizing on the growth of the Bangladesh Power Generation Sector**

The power sector in Bangladesh has historically been characterized by power shortages that have consistently increased over time. Therefore, this sector has got the attention from all the potential investors both at home and abroad. This sector is also considered as the thrust sector of Bangladesh by the GoB. According to BPDB, As of June 2020, the total power generation capacity of the country was 23,500MW. This is an increment of 4,539MW from the total generating capacity at the end of FY2019. The increase of power generation capacity over the last few years stands witness to the incredible growth of the sector. Rate of access to electricity has improved from approximately 74% in 2015 to 93% in 2019. The government targets to reach all people by 2021. Focusing the vision 2021, GoB is already encouraging private sectors to setup power plants. We believe that our power projects will play a significant role in the growth of the Bangladesh power sector and help achieve the Government GOB's vision 2021

**Operational strategy**

Achieving optimal project operating efficiency is the key to maximizing profitability in our business. As part this plan, we installed brand new set of engines in the plant and a co-generation secondary STG plant with a capacity of 3.20 MW which will reduce the maintenance hour as well as fuel cost. We expect our relationship with the machine supplier i.e. Rolls Royce will permit us to operate efficiently. We intend to adopt the procedures and practices currently specified at the machineries purchase agreement. Our parent company Baraka Power Limited has long experience in power general sector and we have already signed an Operational, Maintenance, Administrative and Financial Management Service Agreement with the BPL for technical support service. By virtue of this agreement, BPPL got operational efficiency for smooth operation of its business.

**Product pricing strategy**

The pricing strategy of Company is to supply electricity at an affordable price to the people. The price of the Company's product is determined at the tendering phase and GoB shall buy electricity over the project life at that price. Therefore, the Company got competitive advantage in its price due to fixed nature of product price.

**Focusing on best practices**

We plan to incorporate the best practices available with respect to performance, corporate governance, management and employee training, quality control, environmental excellence and safety.

- (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:

| Particulars | Existing Installed production Capacity (MW) | Capacity utilization (%) |         |           | Projected capacity (%) |         |         |
|-------------|---|--------------------------|---------|-----------|------------------------|---------|---------|
|             |   | 2017-18                  | 2018-19 | 2019-2020 | 2020-21                | 2021-22 | 2022-23 |
| Electricity | 55.87                                       | 66.08%                   | 59.41%  | 31.64%    | 52.37%                 |         |         |

**(e) Description of Property**

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

(As per Audited Accounts)

| Name of the Assets            | As on June 30, 2020<br>Amount in Tk.<br>Standalone |
|-------------------------------|--|
| Land and Land Development     | 128,726,380  |
| Furniture & fixture           | 834,332  |
| Motor vehicle                 | 198,533  |
| Building & Civil Construction | 273,580,058  |
| Plant & Machineries           | 3,198,237,220                                      |
| <b>Total</b>                  | <b>3,601,576,523</b>                               |

**Location of Plant/ factory with details**

The plant of Baraka Patenga Power Limited is located at South Patenga, Chittagong near the Chittagong airport. The HFO fired power plant has been established on 277.46 Decimals land which covers 1 engine hall, three storied administrative building, warehouse, electrical substation, HFO storage tank etc. BPPL has been generating electricity and supplying to the national grid through brand new 8 nos. Rolls Royce gensets imported from Norway.

**Location of Land with details**

The Company has registered 277.46 decimals of land located at South Patenga, Chittagong as on 30 June 2020. Out of which 270.42 decimals of lands have been mutated in favor of the Company based on the records with the land authority and rent has been paid upto Bengali year 1427. The Company is utilizing all of its registered lands for the generation of electricity. It is mentionable here that BPPL has not acquired any of its lands from any persons related with Issuer or any of its sponsors or directors.

**(ii) Whether the property is owned by the company or taken on lease:**

The Company itself owns the entire property and as such the information of lease is not applicable for BPPL.

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

Details of lands

| Date of purchase | Date of mutation | Last payment date of current rent (Bangla Year) | Plot No.                    | Deed value  | Land development cost | Total Cost  | Area of Land (Decimal) | Current Use                  |
|------------------|------------------|---|-----------------------------|-------------|-----------------------|-------------|------------------------|------------------------------|
| 29/11/2011       | 09/09/12         | Up to 1427 Bangla year                          | Please Refer to below table | 55,00,000   | 3,627,758             | 9,127,758   | 20.00                  | Factory & Related Facilities |
| 08/12/2011       | 09/09/12         |   |                             | 37,18,000   | 2,452,364             | 6,170,364   | 13.52                  |                              |
| 08/12/2011       | 09/09/12         |   |                             | 95,73,000   | 6,314,112             | 15,887,112  | 34.81                  |                              |
| 08/12/2011       | 09/09/12         |   |                             | 27,50,000   | 1,813,879             | 4,563,879   | 10.00                  |                              |
| 08/12/2011       | 09/09/12         |   |                             | 11,00,000   | 725,552               | 1,825,552   | 4.00                   |                              |
| 08/12/2011       | 09/09/12         |   |                             | 11,86,000   | 781,782               | 1,967,782   | 4.31                   |                              |
| 22/12/2011       | 09/09/12         |   |                             | 2,77,97,000 | 18,334,686            | 46,131,686  | 101.08                 |                              |
| 22/12/2011       | 09/09/12         |   |                             | 76,53,500   | 5,048,025             | 12,701,525  | 27.83                  |                              |
| 22/12/2011       | 09/09/12         |   |                             | 20,18,500   | 1,331,387             | 3,349,887   | 07.34                  |                              |
| 07/06/2012       | 09/09/12         |   |                             | 25,19,000   | 1,661,513             | 4,180,513   | 09.16                  |                              |
| 20/06/2012       | 09/09/12         |   |                             | 22,00,000   | 1,451,103             | 3,651,103   | 08.00                  |                              |
| 20/06/2012       | 09/09/12         |   |                             | 55,00,000   | 4,605,258             | 10,105,258  | 20.00                  |                              |
| 22/03/2012       | 09/09/12         |   |                             | 16,50,000   | 1,088,327             | 2,738,327   | 06.00                  |                              |
| 23/09/2012       | 09/09/12         |   |                             | 13,75,000   | 906,939               | 2,281,939   | 05.00                  |                              |
| 18/10/2012       | 09/09/12         |   |                             | 3,96,000    | 261,199               | 657,199     | 01.44                  |                              |
| 12/08/2012       | 09/09/12         |   |                             | 4,85,000    | 175,946               | 660,946     | 00.97                  |                              |
| 12/08/2012       | 09/09/12         |   |                             | 20,00,000   | 725,550               | 2,725,550   | 04.00                  |                              |
| Total            |                  |   |                             | 77,421,000  | 51,305,380            | 128,726,380 |                        |                              |

| Deed No. | Date of Purchase | Plot No.                 |   |
|----------|------------------|--------------------------|---|
|          |                  | RS                       | BS  |
| 19614    | 29/11/2011       | 9555,9554,9553           | 10756   |
| 20244    | 08/12/2011       | 9555,9659,9659/9794,9554 | 10758,10750,10751,10744,10745,10754,10755,10756,10752,10753,10757,10759,10773,10774,10758, 10751,10750,10774          |
| 20243    | 08/12/2011       | 9555,9659,9659/9794,9554 | 10758,10750,10751,10744,10745,10754,10755,10756,10752,10753,10757,10759,10773,10774,10758,10751,10750,10773,10774     |
| 20242    | 08/12/2011       | 9555                     | 10758   |
| 20241    | 08/12/2011       | 9555,9659,9659/9794      | 10758,10773   |
| 20240    | 08/12/2011       | 9555,9659,9659/9794      | 10758, 10750, 10751, 10744, 10745, 10754, 10755, 10756, 10752, 10753, 10757, 10759, 10773, 10750, 10751, 10758, 10773 |
| 21298    | 22/12/2011       | 9555,9659,9659/9794      | 10758,10750,10751,10744,10745,10754,10755,10752,10753,10757,10759,10772, 10773,10774,10754, 10752,10753               |
| 21297    | 22/12/2011       | 9555,9659,9659/9794,9554 | 10758,10750,10751,10745,10754,10755,10756,10752,10753,10772,10773,10774,10751,10750,10758                             |
| 21295    | 22/12/2011       | 9554                     | 10774   |
| 10393    | 07/06/2012       | 9555,9659,9659/9794,9659 | 10744   |
| 11257    | 20/06/2012       | 9555,9659,9659/9794      | 10758,10750,10751,10444,10745,10754,10755,10756,10752,10753,10757,10759,10772,10774,10773, 10758                      |
| 11256    | 20/06/2012       | 9555                     | 10756   |
| 5338     | 22/03/2012       | 9659/9794,               | 10745   |
| 16235    | 23/09/2012       | 9555,9554,9553           | 10758,10756,10757,10759,10771,10772,10773,10774,10776,10777,  |
| 17939    | 18/10/2012       | 9555,9659/9794           | 10758,10750,10751,10745,10754,10755,10756,10752,10753,10757   |
| 14371    | 12/08/2012       | 9555,9659,9659/9794      | 10758,10759,10750,10751,10745,10754,10755,10756,10752,10753,10757,10771, 10772,10773,10774, 10776,10777,10744         |
| 14372    | 12/08/2012       | 9555,9659,9659/9794      | 10758   |

(iv) The names of the persons from whom the land 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:

| Deed No.     | Name of the Seller           | Area of land in Decimal | Cost of acquisition (Taka) | Relationship with issuer/ directors/ sponsors                           |
|--------------|------------------------------|-------------------------|----------------------------|---|
| 19614        | Saber Ahammed                | 20.00                   | 55,00,000                  | No relationship between sellers of land and issuer/ directors/ sponsors |
| 20244        | Hajera Begum and Gong        | 13.52                   | 37,18,000                  |   |
| 20243        | Raimona Khatun and Gong      | 34.81                   | 95,73,000                  |   |
| 20242        | Mohammed Hossain             | 10.00                   | 27,50,000                  |   |
| 20241        | Mohammed Fazlul Karim        | 4.00                    | 11,00,000                  |   |
| 20240        | Rahima Begum                 | 4.31                    | 11,86,000                  |   |
| 21298        | Farsa Khatun                 | 101.08                  | 2,77,97,000                |   |
| 21297        | Saleh Ahmed and Gong         | 27.83                   | 76,53,500                  |   |
| 21295        | Saber Ahmed and Gong         | 07.34                   | 20,18,500                  |   |
| 10393        | Mohammad Alomgir             | 09.16                   | 25,19,000                  |   |
| 11257        | Mohammad Shahjahan Chowdhury | 08.00                   | 22,00,000                  |   |
| 11256        | Kulsuma Khatun and Gong      | 20.00                   | 55,00,000                  |   |
| 5338         | Mohammed Sharif and Gong     | 06.00                   | 16,50,000                  |   |
| 16235        | Mohammad Solaiman            | 05.00                   | 13,75,000                  |   |
| 17939        | Mohammad Anwer Hassain Azom  | 01.44                   | 3,96,000                   |   |
| 14371        | Layla Begum                  | 00.97                   | 4,85,000                   |   |
| 14372        | Mohammed Ismail              | 04.00                   | 20,00,000                  |   |
| <b>Total</b> |                              | <b>277.46</b>           | <b>77,421,000</b>          |   |

#### Approval pertaining to use of land

The Company has taken approval from Chittagong Development Authority to use the above lands.

#### Disclosure regarding reasons of 270.42 decimal lands having being mutated against 277.46 decimal lands purchased

The said difference occurred due to fractional mismatch in recorded area of land acquired from many different parties which were segregated in small pieces. Therefore, the mutated land is 270.42 instead of 277.46 decimal.

On behalf of Baraka Patenga Power Limited

Sd/-

**Monzur Kadir Shafi**

Managing Director

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

The Company does not require any approvals pertaining to use of the land. There is no restriction/limitation/ time bar attached to the land relating to its usability and transferability.

#### (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:

| Name of the Properties which is under mortgage  | Name of the mortgagee                               |
|---|---|
| All assets both fixed and floating, presents and future, machineries & equipments, furniture and fixtures, office equipments, book debts, receivables, stocks, accounts, raw materials etc. as per Schedule of the Letter of Hypothecation. | United Commercial Bank Limited & Trust Bank Limited |

#### (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:

The Company itself owns the entire property and as such the information of lease is not applicable for BPPL.

(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:

| Name of the machinery | Date of purchase                | Seller name & address  | Year of sale | Condition at the time of purchase | Country of origin        | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |               | WDV as on 30 June 2020 |
|-----------------------|---------------------------------|--|--------------|-----------------------------------|--------------------------|----------------------------------|--|----------------|------------------------------|---------------|------------------------|
|                       |                                 |  |              |                                   |                          |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT)   |                        |
| Gen set               | 26.09.12 & 21.05.12             | BERGEN ENGINES AS, P.O. Box 329 Sentrum,5804 Bergen, Norway and Tide Power System Co., Limited                                       | N/A          | Brand New                         | Norway & China           | 30                               | 24   | USD 16,603,444 | 487,888,107                  | 1,816,163,627 | 1,492,156,089          |
| Auxiliaries           | 01.12.12<br>18.07.13 & 07.04.13 | BERGEN ENGINES AS, P.O. Box 329 Sentrum,5804 Bergen, Norway Spirax Marshall Pvt. Ltd & Goltes Singapore Pte Ltd                      | N/A          | Brand New                         | Norway India & Singapore | 30                               | 24   | USD 5,696,551  | 167,391,746                  | 623,115,826   | 511,950,609            |
| Air Compressure       | 31.01.13                        | SK Industrial Technologies Pte Ltd, 10Anson Road,10-11 International Plaza, Singapore  | N/A          | Brand New                         | China                    | 30                               | 24   | USD 75,000.00  | 2,203,857                    | 8,203,857     | 6,740,271              |
| Ventilation System    | 21.05.13 & 06.05.13             | Soon Nigai Engineering SdnBhd, DarulEhsan, West Malaysia & Ningbo Demy Bearings Co. Ltd, B. 515-516, No. 39, Lane 158, Ningbo, China | N/A          | Brand New                         | Malaysia, China          | 30                               | 24   | USD 147,106    | 4,322,662                    | 16,091,110    | 13,220,421             |

| Name of the machinery | Date of purchase                 | Seller name & address   | Year of sale | Condition at the time of purchase | Country of origin       | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |             | WDV as on 30 June 2020 |
|-----------------------|----------------------------------|---|--------------|-----------------------------------|-------------------------|----------------------------------|--|----------------|------------------------------|-------------|------------------------|
|                       |                                  |   |              |                                   |                         |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT) |                        |
| Cable                 | 15.07.13<br>21.01.14<br>10.01.13 | Ningbo Demy Bearings Co. Ltd, B. 515-516, No. 39, Lane 158, Ningbo, China<br>Gaon Cable Co. Ltd, 24F ASEM Tower World trade Center, Samseong-Dong, Gangnam-gu, Seoul-135-798, Raychem RPG Pvt. Ltd, RPG house 463, Dr. Annies Besant Road Worli, Mumbai-400030, India | N/A          | Brand New                         | China<br>Korea<br>India | 30                               | 24   | USD 894,127    | 26,273,707                   | 97,803,883  | 80,355,458             |

| Name of the machinery                                     | Date of purchase                 | Seller name & address   | Year of sale | Condition at the time of purchase | Country of origin            | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |             | WDV as on 30 June 2020 |
|---|----------------------------------|---|--------------|-----------------------------------|------------------------------|----------------------------------|--|----------------|------------------------------|-------------|------------------------|
|   |                                  |   |              |                                   |                              |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT) |                        |
| Panels  | 27.06.13<br>08.07.13<br>03.09.13 | Federal ElektrikYatirimV eTicaret A.S, Sakarya 1 Organize SanayiBolgesi 1.Yol No 25 54060 Hanli, Turkey, Megabarre Asia Pacific (I) PTE, 83, 3 <sup>rd</sup> Flr, Jayam Villa, 11 East Circular Rd. Mandavelipakk an, Chennai, India, Ningbo Demy Bearings Co. Ltd, B. 515-516, No. 39, Lane 158, Ningbo, China | N/A          | Brand New                         | Turkey<br>Italy<br>China     | 30                               | 24   | USD 87,517     | 2,571,664                    | 9,573,020   | 7,865,173              |
| Substation, Transformers Outdoor Switchgear & Accessories | 13.12.12                         | Ningbo Demy Bearings Co. Ltd, B. 515-516, No. 39, Lane 158, Ningbo, China, Siemens BD Ltd, Plot 2 Road 8, Gulshan 1   | N/A          | Brand New                         | China<br>India<br>Bangladesh | 30                               | 24   | USD 1,250,807  | 36,754,655                   | 136,819,215 | 112,410,370            |

| Name of the machinery | Date of purchase                | Seller name & address  | Year of sale | Condition at the time of purchase | Country of origin | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |             | WDV as on 30 June 2020 |
|-----------------------|---------------------------------|--|--------------|-----------------------------------|-------------------|----------------------------------|--|----------------|------------------------------|-------------|------------------------|
|                       |                                 |  |              |                                   |                   |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT) |                        |
| Transmission Line     | 18.12.12<br>15.07.13<br>30.7.13 | LilingYangdong Porcelain, Insulators Industry Co. Ltd., Yangdong Economic Technology Area, Lining City, Hunan Province, China<br>Shanghai Metal Corporation, 1701 Yuan Mansion 738 Dongfang Rd. Shanghai, AGS Refrigeration Co. Ltd, Aiyimei Building, Yinzhou District, 315194, Ningbo, China | N/A          | Brand New                         | China             | 30                               | 24   | USD 90,799     | 2,668,102                    | 9,932,010   | 8,160,117              |



| Name of the machinery                             | Date of purchase   | Seller name & address  | Year of sale | Condition at the time of purchase | Country of origin                | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |             | WDV as on 30 June 2020 |
|---|--|--|--------------|-----------------------------------|----------------------------------|----------------------------------|--|----------------|------------------------------|-------------|------------------------|
|   |  |  |              |                                   |                                  |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT) |                        |
| Mechanical Accessories (Valve, Gasket & Fittings) | 04.09.13<br>04.09.13<br>04.08.13<br>19.01.14<br>26.12.13<br>06.05.13 | Aybaz Sinai Urunler Tic. Ve San A.S., Necatibey Caddesi Ayvaz Han No. 77, Karakoy, Istanbul<br>Yongjia Nanguang Valve Co. Ltd, Zhangbao Industry Park, Queei Town, Wenzhou City, Zhejiang Province, China,<br>M/S Kadakia Enterprise, 68/70, Nagdevi Street, Mumbai, India<br>Spirax Marshall Pvt. Ltd, Post Box-29, Kasawardi, Pune, India<br>Ningbo Demy Bearings Co. Ltd, B. 515-516, No. 39, Lane 158, Ningbo, China | N/A          | Brand New                         | Turkey<br>Germany<br>China India | 30                               | 24   | USD 113,920    | 3,347,501                    | 12,461,073  | 10,237,991             |
| Workshop Machinery                                | 21.05.13   | Unicarriers Corporation, Bellport E, 6-22-7, Minami-Oi, Shinagawa-Ku Tokyo, Japan  | N/A          | Brand New                         | Japan                            | 30                               | 24   | JPY 2,098,692  | 607,214                      | 2,260,353   | 1,857,103              |

| Name of the machinery         | Date of purchase | Seller name & address   | Year of sale | Condition at the time of purchase | Country of origin | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |             | WDV as on 30 June 2020 |
|-------------------------------|------------------|---|--------------|-----------------------------------|-------------------|----------------------------------|--|----------------|------------------------------|-------------|------------------------|
|                               |                  |   |              |                                   |                   |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT) |                        |
| Flue Gas Desulfurization      | 19.11.13         | BMT (HK) Industrial Co. Ltd, Unit A5, 9/F Silver Corp Int. Tower 707-713 Nathan Rd. Mongkok, Kowloong, Hongkong | N/A          | Brand New                         | China             | 30                               | 24   | USD 2,000,000  | 88,375,200                   | 248,375,200 | 204,064,525            |
| Steam Turbine Generator (STG) | 27.06.12         | Greens Power Equipment Pte Ltd No. 04-09, 7 International Business park, Techquest, Singapore                   | N/A          | Brand New                         | China             | 30                               | 24   | USD 3,985,000  | 172,369,612                  | 491,169,612 | 403,543,884            |

Balance of Plant (BOP)

|   |      |   |     |           |            |    |    |            |   |            |            |
|---|------|---|-----|-----------|------------|----|----|------------|---|------------|------------|
| Exhaust Duck, Intake duct, piping, Tank   | 2013 | FMC Dockyard Ltd House # 33, Road # 3, O.R. Nizam Road, Chittagong  | N/A | Brand New | Bangladesh | 30 | 24 | 72,800,461 | - | 72,800,461 | 59,812,700 |
| Piping System, Cable Tray, valve, Auxiliary Boiler  | 2013 | Precision Engineers Ltd 1000, east Shewrapara, Mirpur, Dhaka  | N/A | Brand New | Bangladesh | 30 | 24 | 33,500,241 | - | 33,500,241 | 27,523,725 |
| Seamless Pipe, Engineering Drawing & Design, Ball valve, Pipe Module, Steam Pipeline & Tracing System | 2013 | Bangladesh Development & Design Engineers Level-6, ga-103/1, progoti Sharani, middle Badda, Gulshan, Dhaka-1212 | N/A | Brand New | Bangladesh | 30 | 24 | 43,832,320 | - | 43,832,320 | 36,012,539 |

| Name of the machinery  | Date of purchase | Seller name & address  | Year of sale | Condition at the time of purchase | Country of origin | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |             | WDV as on 30 June 2020 |
|--|------------------|--|--------------|-----------------------------------|-------------------|----------------------------------|--|----------------|------------------------------|-------------|------------------------|
|  |                  |  |              |                                   |                   |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT) |                        |
| Carbon Steel, Black Pipe, Elbow                                  | 2013             | Al Mansur Trading Corporation 189, Jubilee road, Chittagong                  | N/A          | Brand New                         | Bangladesh        | 30                               | 24   | 8,195,809      | -                            | 8,195,809   | 6,733,659              |
| Overhead Crane   | 2013             | Zamzam Engineering Industries 486, CDA Market, pahartali, Chittagong         | N/A          | Brand New                         | Bangladesh        | 30                               | 24   | 4,197,500      | -                            | 4,197,500   | 3,448,657              |
| Ventilation System, Cable Tray, Ventilation Box, Alternator duct | 2013             | Technology Simple House # 14, road 3 02, Sector # 10, Uttara, Dhaka-1230     | N/A          | Brand New                         | Bangladesh        | 30                               | 24   | 4,174,850      | -                            | 4,174,850   | 3,430,047              |
| Insulation, Cladding, Piping, EGB, Auxiliary Boiler              | 2013             | Rupa Engineering paikpara Circle, Tongibari, Munshigonj                      | N/A          | Brand New                         | Bangladesh        | 30                               | 24   | 2,600,000      | -                            | 2,600,000   | 2,136,154              |
| PCC 2500 A Switchboard   | 2013             | Super Star Engineering Ltd Baitul View Tower 56/1, Purana paltan, Dhaka-1000 | N/A          | Brand New                         | Bangladesh        | 30                               | 24   | 1,975,000      | -                            | 1,975,000   | 1,622,656              |
| Cable Laying, Panel Erection, VCB Panel                          | 2013             | Maas Erectors Ltd H# 10, R#15, Sector # 01, Uttara, Dhaka                    | N/A          | Brand New                         | Bangladesh        | 30                               | 24   | 8,940,000      | -                            | 8,940,000   | 7,345,085              |
| Catching Pipe, Housing Pipe, Socket,                             | 2013             | M/S Satota deep Tube Well Company BandarTilla, Bandar, Chittagong            | N/A          | Brand New                         | Bangladesh        | 30                               | 24   | 4,800,000      | -                            | 4,800,000   | 3,943,670              |

| Name of the machinery            | Date of purchase | Seller name & address  | Year of sale | Condition at the time of purchase | Country of origin                | Useful economic life at purchase | Remaining economic life (As on 30.06.2020) | Purchase price |                              |                      | WDV as on 30 June 2020 |
|----------------------------------|------------------|--|--------------|-----------------------------------|----------------------------------|----------------------------------|--|----------------|------------------------------|----------------------|------------------------|
|                                  |                  |  |              |                                   |                                  |                                  |  | Invoice Value  | Installation & Erection Cost | Total (BDT)          |                        |
| Pipe, Flange, Elbow, ECC Reducer | 2013             | Khaja Boiler Store 276, DT road , West Madarbari, Chittagong         | N/A          | Brand New                         | Bangladesh                       | 30                               | 24   | 5,696,485      | -                            | 5,696,485            | 4,680,220              |
| Turn Key erection                | 2013             | Rumman Electro-Mechanical Engineering Soy Dana Hazir Pukur , Gazipur | N/A          | Brand New                         | Bangladesh                       | 30                               | 24   | 1,450,000      | -                            | 1,450,000            | 1,191,317              |
| MS Channel, Plate, Angle         | 2013             | Rupali Agencies  | N/A          | Brand New                         | Bangladesh                       | 30                               | 24   | 4,576,563      | -                            | 4,576,563            | 3,760,094              |
| Varoius BOP tools                | 2013             | Various Vendors  | N/A          | Brand New                         | Bangladesh                       | 30                               | 24   | 5,780,780      | -                            | 5,780,780            | 4,749,477              |
| Short Block                      | 2017             | Bergen Engines India Pvt. Ltd, New Delhi, India                      | N/A          | Brand New                         | Austria, Germany, France, Norway | 30                               | 27   | USD 548,962    | 9,135,847                    | 56,166,252           | 52,375,030             |
| Short Block                      | 2017             | Bergen Engines AS, Bergen, Norway                                    | N/A          | Brand New                         | Norway                           | 30                               | 27   | USD 1,095,000  | 18,281,135                   | 112,390,542          | 104,804,180            |
| Short Block                      | 2017             | Bergen Engines India Pvt. Ltd, New Delhi, India                      | N/A          | Brand New                         | Austria, Germany, France, Norway | 30                               | 27   | USD 24,618     | 399,303                      | 24,54,873            | 2,289,169              |
| Power Transformer                | 2018             | Zhejiang Jiangshan Transformer Co. Ltd, Jiangshan City, China        | N/A          | Brand New                         | China                            | 30                               | 28   | USD 225,000    | 1,927,574                    | 20,805,074           | 19,816,833             |
| <b>Total</b>                     |                  |  |              |                                   |                                  |                                  |  |                |                              | <b>3,866,305,536</b> | <b>3,198,237,220</b>   |

(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:

The Company has no plan to procure capital machineries.

(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:

There is no such machineries which are yet to be delivered.

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

#### TO WHOM IT MAY CONCERN

We do hereby declare that all the equipment of Baraka Patenga Power Limited has been purchased in brand new condition. There is no re-conditioned or second hand equipment installed in the plant.

Date: Dhaka  
22 October 2020

Sd/-  
**KAZI ZAHIR KHAN & 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 did not purchase or neither has any intention to purchase any second hand or reconditioned machineries.

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

#### Physical Verification Report on Baraka Patenga Power Limited

Visited and Accompanied by:

| Particulars    |                           |   |
|----------------|---------------------------|---|
| Visited by     | 1. Mr. Iftekhar Alam      | Head of Primary Market Services, LankaBangla Investments Ltd.         |
|                | 2. Mr. Khaled Hassan      | Senior Analyst, Primary Market Services, LankaBangla Investments Ltd. |
| Accompanied by | 1. Mr. Mohammad Rana      | Company Secretary, Baraka Patenga Power Limited                       |
|                | 2. Mr. Monoj Das Gupta    | Head of Internal Audit, Baraka Patenga Power Limited                  |
|                | 3. Mr. Gazi Md. Ameer Ali | Deputy Plant Manager, Baraka Patenga Power Limited                    |

**Date of Visit:** February 12, 2018

**Company Overview:**

Baraka Patenga Power Limited was incorporated as a private limited company on 7 June 2011 Vide Registration No. C-93385/11 and subsequently converted into a public limited company on 28 April 2014 with Registrar of Joint Stock Companies and Firms (RJSC) in Bangladesh under the Companies Act, 1994. The Company started its commercial operation on 4 May 2014. The authorized and paid-up capital of the company is as follows:

| Particulars                               | Amount in Taka |
|---|----------------|
| Authorized Capital                        | 3,000,000,000  |
| Paid up Capital [as on December 31, 2017] | 992,250,000    |
| IPO Size (BDT)                            | 2,250,000,000  |
| Face Value                                | 10/-           |

**Registered Office:**

The Registered office of the Company is situated at Khairun Bhaban (6th Floor), Mirboxtola, Sylhet.

**Corporate Office:**

The Corporate office of the Company is situated at 6/A/1 (2nd Floor), Segunbagicha, Dhaka-1000.

**Plant:**

The Plant of the Company is situated at No. 16 Chinese Ghat, Airport Road, South Patenga, Patenga, Chittagong.

**Nature of Business:**

The main activity of the Company is to set up power plants for generation and supply of electricity to national grid of Bangladesh.

**Subsidiaries:**

The Company has two subsidiaries namely Karnaphuli Power Limited (KPL) and Baraka Shikalbaha Power Limited (BSPL). The principal activity of these companies is to set up power plants for generation and supply of electricity.

**Karnaphuli Power Limited (KPL):** Karnaphuli Power Limited was incorporated in Bangladesh on November 17, 2014 as a Private Limited Company having its registered office at 6/A/1, Segunbagicha, Dhaka-1000. The PPA is signed in connection to the issued Letter of Intent (LOI) to the Company vide memo dated August 8, 2017 of BPDB for implementing HFO fired IPP power plant having capacity of 110 MW on Build, Own, Operate (BOO) basis at Kolagaon Union Parishad, Patiya, Chittagong for a term of 15 years from the commercial operation date (COD).

**Baraka Shikalbaha Power Limited (BSPL):** Baraka Shikalbaha Power Limited was incorporated in Bangladesh on December 13, 2017 as a Private Limited Company having its registered office at 6/A/1, Segunbagicha, Dhaka-1000. Bangladesh Power Development Board (BPDB) has issued Letter of Intent (LOI) to Baraka Patenga Power Limited and its consortium vide their memo no. 27.11.0000.101.14.021.18-869 dated 28-02-2018 for implementing HFO fired IPP power plant having capacity of 105 MW on BOO (Build, Own, Operate) basis at Kolagaon Union Parishad, Patiya, Chittagong for term of 15 years from the commercial operation date (COD).

**Location of the Projects:**

**Baraka Patenga Power Limited (BPPL):** South Patenga, Chittagong, Bangladesh.

**Karnaphuli Power Limited (KPL):** Kolagaon Union Parishad, Patiya, Chittagong, Bangladesh.

**Baraka Shikalbaha Power Limited (BSPL):** Kolagaon Union Parishad, Patiya, Chittagong, Bangladesh.

**Production Status:**

**BPPL:** During our visit, we found that the production was going on.

**BSPL & KPL:** Yet to start the production since plants are under construction.

**Description of Properties:**

We have identified the properties of Baraka Patenga Power Limited:

| Sl. | Items          | Technical Specification   | Nos. |
|-----|----------------|---|------|
| 1.  | Gen set        | 6.984 MW, Model Bergen B32:40V16AH, Rolls Royce, Marine AS, Norway. | 8    |
| 2.  | Air Compressor | High Pressure, Ingersoll Rand                                       | 7    |
| 3.  | Cable          | 0.415kv, 11kv   | -    |

| Sl. | Items   | Technical Specification  | Nos.   |
|-----|---|--|--------|
| 4.  | Panels  | 0.415kv  | 46     |
|     |   | 11kv   | 14     |
|     |   | 33kv   | 4      |
| 5.  | Transformers, Outdoor Switchgear & Accessories    | 11/33KVA;30/35MVA, JSB, China  | 2      |
| 6.  | Auxiliary Transformer                             | 11/0.415KV;2.5MVA  | 2      |
| 7.  | Mechanical Accessories (Valve, Gasket & Fittings) | Different type of valves, gasket & fittings  | -      |
| 8.  | Flue Gas Desulfurization                          | FGD Towers, Demi Bearings, China   | 4      |
| 9.  | Steam Turbine Generator (STG)                     | 3.3 MW (Co-generation), Greens Power UK  | 1      |
| 10. | Waste Heat Recovery Boilers                       | 2.25 T/H, Green's UK   | 8      |
| 11. | Engine Auxiliary Modules                          | Aura marine pump module, Westfalia LO purifier   | 8      |
| 12. | Water Treatment Plant                             | 35 m3/h, Pivot Engineering   | 1      |
| 13. | Fuel Treatment Plant                              | 2*12.5m3/h, Westfalia  | 1      |
| 14. | Oily Water Treatment Plant                        | 2.2m3/h, Alfa Laval  | 1      |
| 15. | Black Start Diesel Generator                      | 320kw, Perkins, UK   | 1      |
| 16. | Auxiliary Boiler (Diesel Fired)                   | 5 T/H, Green's UK  | 1      |
| 17. | Engine Charge Air Filters                         | Dynafab Engineering Ltd.   | 16     |
| 18. | Radiators   | Luve, Germany  | 8 sets |
| 19. | Substation  | 11/33 KV   | 1      |
| 20. | Cooling Tower for Steam Turbine                   | 2 Cooling Fan, Green's, UK   | 1      |
| 21. | Ambient Air Monitoring Station                    | AQM 65, fully integrated air monitoring station that continuously monitor up to 10 different environmental parameters. AQM 65 ensures air quality data is reliable and robust and traceable back to recognized international standards e.g. USEPA (40 CFR Part 53) and EU (2008/50/EC) | 1      |

**Land:**

| Particulars                 | Remarks                   |   |                            |
|-----------------------------|---------------------------|---|----------------------------|
|                             | BPPL                      | KPL   | BSPL                       |
| Area of Land                | 277.46 Decimals           | 700 Decimals                                | 700 Decimals               |
| Location                    | South Patenga, Chittagong | Kolagaon Union Parishad, Patiya, Chittagong |                            |
| Boundary wall               | Surrounded                | Construction Under Process                  | Construction Under Process |
| Signboard in company's name | Yes                       | Yes   | Yes                        |
| Road beside the land        | Yes                       | Yes   | Yes                        |

Sd/-  
**Iftekhar Alam**  
Head of Primary Market Services  
LankaBangla Investments Limited

Sd/-  
**Khaled Hassan**  
Senior Analyst, Primary Market Services  
LankaBangla Investments Limited

Date: February 12, 2018

#### TO WHOM IT MAY CONCERN

In reference of The Physical Verification report of Baraka Patenga Power Limited (BPPL) dated February 12, 2018, the status of electricity generation of the company was not included. The status of electricity generation is as under:

**Baraka Patenga Power Limited (BPPL):** During the visit, we observed that the plant was in running condition and generating electricity.

**Karnaphuli Power Limited (KPL) & Baraka Shikalbaha Power Limited (BSPL):** Yet to start generation of electricity since the plants are under construction.

The above information should be read in continuation of Physical Verification report by the Issue Manager dated February 12, 2018.

Sd/-  
**Iftekhar Alam**  
Head of Primary Market Services  
LankaBangla Investments Limited

Sd/-  
**Khaled Hassan**  
Associate, Primary Market Services  
LankaBangla Investments Limited

Date: April 16, 2019

**(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:**

The issuer is not entitled to any intellectual property right or intangible asset.

**(xv) Full description of other properties of the issuer:**

The Company has no other properties except the followings:

*(As per Audited Accounts)*

| Name of the Assets            | As on June 30, 2020<br>Amount in Tk.<br>Standalone |
|-------------------------------|--|
| Land and Land Development     | 128,726,380  |
| Furniture & fixture           | 834,332  |
| Motor vehicle                 | 198,533  |
| Building & Civil Construction | 273,580,058  |
| Plant & Machineries           | 3,198,237,220                                      |
| <b>Total</b>                  | <b>3,601,576,523</b>                               |



**(f) Plan of Operation and Discussion of Financial Condition**

*(As per Audited Accounts)*

| Particulars                               | Consolidated    | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Separate        |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|   | 30- June-20     |                 | 30- June-19     |                 | 30- June-18     |                 | 30- June-17*    |                 | 30- June-16     |
| <b>(Amount in BDT)</b>                    |                 |                 |                 |                 |                 |                 |                 |                 |                 |
| <b>RESULTS FROM OPERATION</b>             |                 |                 |                 |                 |                 |                 |                 |                 |                 |
| Net Revenue                               | 5,448,793,155   | 1,691,216,401   | 3,429,200,361   | 2,886,421,600   | 2,594,491,208   | 2,594,491,208   | 2,648,485,011   | 2,648,485,011   | 2,119,185,034   |
| Cost of Sales                             | (2,922,188,337) | (1,195,469,181) | (2,657,297,654) | (2,238,446,058) | (1,962,657,053) | (1,961,062,473) | (2,003,865,451) | (2,003,865,451) | (1,487,507,065) |
| Gross Profit                              | 2,526,604,818   | 495,747,220     | 771,902,707     | 647,975,542     | 631,834,155     | 633,428,735     | 644,619,560     | 644,619,560     | 631,677,969     |
| Administrative Expenses                   | (267,543,649)   | (62,543,417)    | (123,379,714)   | (54,436,166)    | (72,970,259)    | (58,629,969)    | (59,946,268)    | (59,843,606)    | (69,554,248)    |
| Operating Profit                          | 2,259,061,169   | 433,203,803     | 648,522,993     | 593,539,376     | 558,863,896     | 574,798,766     | 584,673,292     | 584,775,954     | 562,123,721     |
| Other income                              | (78,480,375)    | (17,553,569)    | (28,524,085)    | (28,409,137)    | (31,492,054)    | 22,694,612      | (9,681,257)     | (9,681,602)     | 4,596,307       |
| Charges for Delay in Commissioning        | (400,704,550)   | -               | -               | -               | -               | -               | -               | -               | -               |
| Financial Expense                         | (1,095,341,494) | (222,824,012)   | (303,391,420)   | (275,693,285)   | (257,767,244)   | (254,270,819)   | (257,996,023)   | (257,113,460)   | (278,136,946)   |
| Profit before income tax                  | 675,352,549     | 183,644,021     | 302,824,776     | 275,654,242     | 269,604,598     | 343,222,559     | 316,996,012     | 317,980,892     | 288,583,082     |
| Income Tax Expenses                       | (1,470,036)     | (1,006,368)     | (2,119,659)     | (1,883,006)     | (8,146,606)     | (8,134,980)     | (9,121)         | (9,000)         | (2,093,704)     |
| Profit after income tax                   | 673,882,513     | 182,637,653     | 300,705,117     | 273,771,236     | 261,457,992     | 335,087,579     | 317,471,888     | 318,456,889     | 286,489,378     |
| Profit after income tax (Excluding NCI**) | 433,172,532     | -               | 287,507,515     | -               | 270,968,747     | -               | 371,954,538     | -               | 286,489,378     |
| <b>CHANGES IN FINANCIAL POSITION</b>      |                 |                 |                 |                 |                 |                 |                 |                 |                 |
| Non-Current Assets                        | 17,309,144,284  | 3,698,476,523   | 17,408,510,109  | 3,847,185,980   | 4,495,956,324   | 3,973,794,116   | 3,852,561,087   | 3,851,328,405   | 3,988,660,019   |
| Current Assets                            | 3,369,603,126   | 1,157,929,193   | 2,595,523,138   | 1,576,255,337   | 2,074,507,504   | 1,880,797,988   | 1,476,977,927   | 1,425,834,133   | 1,233,741,488   |
| Total Assets                              | 20,678,747,410  | 4,856,405,716   | 20,004,033,247  | 5,423,441,317   | 6,570,463,828   | 5,854,592,104   | 5,329,539,014   | 5,277,162,538   | 5,222,401,507   |
| Shareholders' Equity                      | 2,617,603,606   | 2,082,152,613   | 2,042,754,726   | 1,999,034,275   | 1,948,812,687   | 1,932,026,117   | 1,698,639,533   | 1,700,808,876   | 1,481,618,278   |
| Non-Current Liabilities                   | 3,207,007,507   | 1,601,476,116   | 2,169,399,769   | 1,962,250,226   | 2,206,065,975   | 2,206,065,975   | 2,565,875,317   | 2,565,875,317   | 2,897,367,473   |
| Current Liabilities                       | 14,854,136,297  | 1,172,776,987   | 15,791,878,752  | 1,462,156,816   | 2,415,585,166   | 1,716,500,012   | 1,065,024,164   | 1,010,478,345   | 843,415,756     |

| Particulars   | Consolidated    | Separate      | Consolidated   | Separate      | Consolidated  | Separate      | Consolidated  | Separate      | Separate      |
|---|-----------------|---------------|----------------|---------------|---------------|---------------|---------------|---------------|---------------|
|   | 30- June-20     |               | 30- June-19    |               | 30- June-18   |               | 30- June-17*  |               | 30- June-16   |
| (Amount in BDT)                                       |                 |               |                |               |               |               |               |               |               |
| Total Equity & Liabilities                            | 20,678,747,410  | 4,856,405,716 | 20,004,033,247 | 5,423,441,317 | 6,570,463,828 | 5,854,592,104 | 5,329,539,014 | 5,277,162,538 | 5,222,401,507 |
| <b>CHANGES IN CASH FLOW</b>                           |                 |               |                |               |               |               |               |               |               |
| Net Cash Flows from Operating Activities              | 1,428,719,769   | 353,882,625   | 66,138,509     | 213,056,415   | 780,432,049   | 820,031,449   | 543,989,001   | 544,063,177   | 680,199,847   |
| Net cash used in investing activities                 | (2,942,162,110) | 1,433,863     | (963,077,607)  | (26,667,580)  | (840,184,951) | (546,323,883) | (35,308,302)  | (8,197,904)   | 5,754,402     |
| Net cash used / provided in / by financing activities | 1,816,577,677   | (441,830,791) | 994,241,873    | (91,565,220)  | 58,936,124    | (286,507,114) | (537,566,170) | (564,778,053) | (664,868,786) |

\*The consolidation of the company started from FY 2016-17; \*\*Non-Controlling Interest

## (ii) (a) Internal and external sources of cash:

The internal sources of cash are the share capital and retained earnings. The external sources of cash are short-term & long-term borrowings.

*As per Audited Accounts*

| Particulars                      | Consolidated  | Separate      | Consolidated  | Separate      | Consolidated  | Separate      | Consolidated  | Separate      | Separate      |
|----------------------------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
|                                  | 30- June-20   |               | 30- June-19   |               | 30- June-18   |               | 30- June-17*  |               | 30- June-16   |
| (Amount in BDT)                  |               |               |               |               |               |               |               |               |               |
| <b>Internal Sources of Cash:</b> |               |               |               |               |               |               |               |               |               |
| Share Capital                    | 992,250,000   | 992,250,000   | 992,250,000   | 992,250,000   | 992,250,000   | 992,250,000   | 992,250,000   | 992,250,000   | 945,000,000   |
| Retained Earnings                | 1,291,179,476 | 1,091,281,803 | 956,984,246   | 1,007,869,150 | 875,299,384   | 939,920,567   | 708,097,816   | 708,600,167   | 536,618,278   |
| Sub-Total                        | 2,283,429,476 | 2,083,531,803 | 1,949,234,246 | 2,000,119,150 | 1,867,549,384 | 1,932,170,567 | 1,700,347,816 | 1,700,850,167 | 1,481,618,278 |
| <b>External Sources of Cash:</b> |               |               |               |               |               |               |               |               |               |
| Term Loan                        | 2,021,220,545 | 2,021,220,545 | 2,369,387,733 | 2,369,387,733 | 2,599,370,173 | 2,599,370,173 | 2,937,375,021 | 2,937,375,021 | 3,241,500,013 |
| Lease Liability                  | 12,389,628    | -             | 14,894,208    | -             | -             | -             | 1,918,096     | 1,918,096     | 4,846,616     |
| Short Term Borrowings            | 4,353,624,118 | 503,296,524   | 3,470,632,727 | 503,986,769   | 1,153,239,490 | 456,474,042   | 357,324,800   | 302,809,310   | 484,716,916   |
| Sub-Total                        | 6,387,234,291 | 2,524,517,069 | 5,854,914,668 | 2,873,374,502 | 3,752,609,663 | 3,055,844,215 | 3,296,617,917 | 3,242,102,427 | 3,731,063,545 |
| GRAND TOTAL                      | 8,670,663,767 | 4,608,048,872 | 7,804,148,914 | 4,873,493,652 | 5,620,159,047 | 4,988,014,782 | 4,996,965,733 | 4,942,952,594 | 5,212,681,823 |

\*The consolidation of the company started from FY 2016-17.

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

The company has no material commitment of capital expenditure other than as specified in Section – XXII, ‘Utilization of IPO Proceeds’ under the head of Use of Proceeds of this Prospectus.

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

The company ‘s revenues and cost of goods sold, other operating expenses and net income have continued to change due to increase in sales volume and assets.

| Particulars                           | Consolidated    | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Separate        |
|---------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                                       | 30- June-20     |                 | 30- June-19     |                 | 30- June-18     |                 | 30- June-17*    |                 | 30- June-16     |
|                                       | (Amount in BDT) |                 |                 |                 |                 |                 |                 |                 |                 |
| Net Revenue                           | 5,448,793,155   | 1,691,216,401   | 3,429,200,361   | 2,886,421,600   | 2,594,491,208   | 2,594,491,208   | 2,648,485,011   | 2,648,485,011   | 2,119,185,034   |
| Cost of Sales                         | (2,922,188,337) | (1,195,469,181) | (2,657,297,654) | (2,238,446,058) | (1,962,657,053) | (1,961,062,473) | (2,003,865,451) | (2,003,865,451) | (1,487,507,065) |
| Operating Expenses                    | (267,543,649)   | (62,543,417)    | (123,379,714)   | (54,436,166)    | (72,970,259)    | (58,629,969)    | (59,946,268)    | (59,843,606)    | (69,554,248)    |
| Net Profit after Tax                  | 673,882,513     | 182,637,653     | 300,705,117     | 273,771,236     | 261,457,992     | 335,087,579     | 317,471,888     | 318,456,889     | 286,489,378     |
| Net Profit after Tax (Excluding NCI*) | 433,172,532     | -               | 287,507,515     | -               | 270,968,747     | -               | 371,954,538     | -               | 286,489,378     |

\*Non-Controlling Interest

**Causes for Changes in revenues:** As it can be observed from the above table, the overall sales changed over the years as the Company’s capacity and price of raw material changed.

**Causes for Changes in cost of goods sold/ Cost of Service:** Costs of sales are primarily in relation to purchase of fuel (HFO) & lubricant, fuel tank rent, oil carrying expenses and repair & maintenance of plant and machinery.

**Causes for Changes in other operating expenses:** The operating expense of the company has changed over the years due to company’s efficiency in managing their other operating cost. Also after the commercial operation of two subsidiary, the operating expenses changed accordingly.

**Causes for Changes in net income:** Net Income has changed over the years in agreement with the sales.

**(d) Any seasonal aspects of the issuer’s business:**

There is no such seasonal aspect of the company’s business as it supplies electricity as per the order of BPDB throughout the year. However, electricity generation remains at peak except during winter. Apart from this, there is no significant seasonal impact on the products of the Company.

**(e) Any known trends, events or uncertainties that may have material effect on the issuer’s future business:**

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

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

**(f) Any assets of the company used to pay off any liabilities:**

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

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

| Name of the Related Party       | Nature of Relationship | Transactions during the year | Outstanding Amount<br>Receivables/(Payables) |
|---------------------------------|------------------------|------------------------------|--|
|                                 |                        | 30-06-2020                   | 30-06-2020                                   |
|                                 |                        | Taka                         | Taka   |
| Baraka Power Limited            | Holding Company        | -                            | -  |
| Karnaphuli Power Limited        | Subsidiary Company     | -                            | -  |
| Baraka Shikalbaha Power Limited | Subsidiary Company     | -                            | -  |

**(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 issuer:**

The company has not entered into any future contractual liability and has no plan to enter into any contractual obligation within next one year other than normal course of business.

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

The company has no plan for future capital expenditure other than as specified in 'Utilization of IPO Proceeds' in Section – XXII, under the head of Use of Proceeds of this Prospectus.

**(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:**

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

The Company has no such unpaid VAT, income tax, customs duty or other tax liability.

**Value Added Tax (VAT)**

The Company has VAT registration number: 24021014106, area code: 240102 and as per Government rule this sector is fully VAT exempted from the date of 11 June 2009.

**Income Tax**

No provision for Income Tax on revenue is required to be recognized as the Company has received exemption from all of its taxes from Government of Bangladesh under Private Sector Power Generation Policy & SRO # 211 dated 1 July 2013 for a period of 15 years from starts of its commercial operation date. However, Income tax on the other income & financial income has recognized using tax rates enacted or substantively enacted at the reporting date. The tax rates used for reporting period are-

| Income Year | Tax rate on other income |
|-------------|--------------------------|
| 2019-2020   | 10%-20%                  |

Year wise income tax status of the company is mentioned below:

| Income Year | Assessment Year | Status  |
|-------------|-----------------|---|
| 2014-15     | 2015-16         | Assessment completed. An additional tax of Tk 21,52,529 including interest of Tk 244,598 was due vide demand note dated 29.12.2016 which was subsequently paid in full. |
| 2015-16     | 2016-17         | Assessment completed. An additional tax of Tk 194,675 including interest of Tk 99,919 was due vide demand note dated 20.06.2017 which was subsequently paid in full.    |

| Income Year | Assessment Year | Status   |
|-------------|-----------------|--|
| 2016-17     | 2017-18         | Assessment completed. An additional amount of Taka 38,28,885 including interest of Tk 565,109 was due vide demand note dated 10.10.2018 which was subsequently paid in full. |
| 2017-18     | 2018-2019       | Assessment completed. An additional amount of Taka 90,17,324 including interest of Tk 910,808 was due vide demand note dated 31.12.2019 which was subsequently paid in full. |
| 2018-19     | 2019-2020       | Assessment completed with assessed tax value of Taka Nil   |
| 2019-20     | 2020-2021       | Return is submitted, assessment is under process   |

#### Custom duty or other liabilities

The Company is exempted from customs duties while importing plant and machinery during construction and all other spare parts as per SRO # 211 dated 1 July 2013. However, duties and taxes are payable to other suppliers as per provision of the Private Sector Power Generation Policy of Bangladesh. The Company enjoys duty free status in case of importing parts for the entire project life as Power Purchase Agreement (PPA).

#### Other contingent liabilities

| Particulars   | BG No.        | Expiry Date | 30-06-2020            | 30-06-2019         |
|---|---------------|-------------|-----------------------|--------------------|
|   |               |             | BDT                   | BDT                |
| Bank Guarantee as Operational Security, BPDB*   | 80/2014, UCBL | 25-07-2019  | 70,000,000            | 70,000,000         |
| Bank Guarantee, BPDB  | 75/2017, UCBL | 16.01.2018  | -                     | 3,144,000          |
| Bank Guarantee as Bid Security, BPDB**  | 64/2016, UCBL | 06-05-2017  | 45,639,900            | 45,639,900         |
| Bank Guarantee as Bid Security, BPDB**  | 63/2016, UCBL | 06-05-2017  | 44,839,200            | 44,839,200         |
| Bank Guarantee to Commissioners of Customs  | 30/2018, UCBL | 31-08-2018  | -                     | 1,664,000          |
| Corporate Guarantee to IPDC Finance Ltd. as Lease Security (Karnaphuli Power Ltd & Baraka Shikalbaha Power Ltd)                       | -             | 26-03-2022  | 40,000,000            | 40,000,000         |
| Corporate Guarantee to Prime Bank Ltd for working capital facility (Karnaphuli Power Ltd)   | -             | 09-01-2021  | 600,000,000           | -                  |
| Corporate Guarantee to City Bank Ltd for capital machinery & working capital facility (Karnaphuli Power Ltd)                          | -             | 12-07-2021  | 9,270,000,000         | -                  |
| Corporate Guarantee to United Commercial Bank Ltd for Bank Guarantee to BPDB as operational security from Baraka Shikalbaha Power Ltd | -             | 24-07-2021  | 250,000,000           | -                  |
| Corporate Guarantee to United Commercial Bank Ltd for working capital facility (Baraka Shikalbaha Power Ltd)                          | -             | 30-06-2021  | 1,850,000,000         | -                  |
| Corporate Guarantee to City Bank Ltd for working capital facility (Baraka Shikalbaha Power Ltd)                                       | -             | 28-04-2021  | 2,500,000,000         | -                  |
| <b>Total</b>  |               |             | <b>14,675,287,100</b> | <b>205,287,100</b> |

\*Bank Guarantee # 80/2014 issued by United Commercial Bank Limited in favor of Bangladesh Power Development Board (BPDB) as operational security has been renewed for further one year upto 25-07-2019.

\*\* Bank Guarantee # 63 & 64/2016 have been issued in favor of Bangladesh Power Development Limited (BPDB) as Bid Security in comply with Bid requirement for the project at Shantahar and Bagerhat where BPDB has yet not been released the original copy of aforesaid Bank Guarantee.

(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:

#### Operating Lease Agreement during Last Five Years

BPPL has established its head office and other offices on leased accommodation as under:

| Sl No. | Lessor               | Effective Date of Lease | Expiration Date of Lease | Description of Leased Asset   | Lease Rent/Per month (BDT) | Liquidation  |
|--------|----------------------|-------------------------|--------------------------|---|----------------------------|--|
| 1.     | Mrs. Momtaz Begum    | October 01, 2012        | September 30, 2022       | 2,585 square feet of floor space situated at 6/A/1 (2nd Floor), Segunbagicha, Dhaka-1000      | Tk. 62,700 per month       | In case of termination of the agreement the LESSEE will hand over the possession of the Demised Premises to the LESSOR |
| 2.     | Mr. Md. Faizul Haque | March 01, 2018          | February 28, 2022        | 938 square feet of floor space situated at Khairun Bhaban (6th Floor), Mirboxtola, Sylhet     | Tk. 13,619 per month       | In case of termination of the agreement the LESSEE will hand over the possession of the Demised Premises to the LESSOR |
| 3.     | Mr. Jasim Uddin      | April 01, 2017          | March 31, 2022           | 3,600 square feet of floor space situated at Ghat no 14, Chorbosti, South Patenga, Chittagong | Tk. 10,4000 per month      | In case of termination of the agreement the LESSEE will hand over the possession of the Demised Premises to the LESSOR |

#### Financial Lease Commitment during Last Five Years

Baraka Patenga Power limited has obtained following Lease obligations:

| Name of Lessor                     | Principal terms & conditions |                                  |               |                            |                              | Date of Expiry | Details of lease payment          |                            | Liquidation |
|------------------------------------|------------------------------|----------------------------------|---------------|----------------------------|------------------------------|----------------|-----------------------------------|----------------------------|-------------|
|                                    | Lease Amount (Taka)          | Rate of Interest (%)             | Sanction Date | Monthly Installment (Taka) | Lease Period (monthly basis) |                | Aggregate no. of installment paid | Outstanding Balance (Taka) |             |
| Prime Finance & Investment Limited | 10,000,000                   | 15.00% p.a.<br>Reduced @13% p.a. | 30.12.13      | 282,347                    | 48                           | 23.02.2018     | 48                                | -                          | N/A         |

Note: The repayment of aforesaid finance has been fully settled on February 2018.

#### (I) Details of all personnel related scheme:

The Company considers its human resources as the most valuable assets and the profitability of company largely depends on the efficient & effective productivity of human resources. The Company provides facilities and incentives to motivate employees for its continued profitability and prosperity. Company is providing Provident Fund facilities for employees. Various training related expenses are also carried out by the company.

The following benefits and related scheme are applicable for company's permanent payroll employees:

|                          |   |
|--------------------------|---|
| <b>Yearly Increment:</b> | Upon management approval and salary brackets/scales, annual increments on basic salaries may be given to employees.   |
| <b>Allowances:</b>       | According to pay scales, allowances are given for expenses such as house rent, conveyance, medical expense, car maintenance and mobile phone facility.  |
| <b>Provident Fund:</b>   | The Company has a provident fund facility in a Trust Fund named "Baraka Patenga Power Limited Employees' Provident Fund". All permanent employees after confirmation of service are eligible for the provident fund. The rate of contribution by employer is 10%. Employees eligible for full contribution with interest once they have |

|                         |   |
|-------------------------|---|
|                         | completed 3 years of service.   |
| <b>Gratuity:</b>        | All permanent employees after confirmation of service are eligible for Gratuity subject to completion of 5 years.   |
| <b>Festival Bonus:</b>  | Two festival bonus is paid to each employees.   |
| <b>WPPF:</b>            | The Company provides 5% of its net profit before tax after charging such expense as Workers' Profit Participation in accordance with Bangladesh Labour Act, 2006 and Bangladesh Labour (Amendment) Act, 2013. |
| <b>Group Insurance:</b> | The company has group insurance facility for all its permanent employess with Delta Life Insurance Company Limited.   |

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

Estimated IPO expenses are as under. However, Estimated IPO expenses will be determined after the determination of cut-off price through bidding process and will be adjusted accordingly with the IPO Proceeds.

| Breakdown of Estimated Expenses for IPO (Under Book-building Method)                                      |  |  |                         |
|---|--|--|-------------------------|
| Sl.   | Particulars  | Nature of Expenditure  | Amount in Tk. (approx.) |
| <b>Issue Management Fees</b>  |  |  |                         |
| 1   | Manager to the Issue Fee   | 1% of the public offering amount including premium   | 22,500,000              |
| 2   | VAT against Issue Management Fees                                | @ 15% on Issue Management Fees   | 3,375,000               |
| <b>Listing Related Expenses</b>   |  |  |                         |
| 3   | Application Fee for Stock Exchanges                              | Tk. 50,000 for each exchanges  | 100,000                 |
| 4   | Listing Fee for Stock Exchanges                                  | @ 0.25% on Tk. 10 crore of paid-up capital and 0.15% on the rest amount of paid-up capital; minimum Tk. 50,000 and Maximum Tk. 10 million for each exchanges | 5,389,865               |
| 5   | Annual Fee for Stock Exchanges                                   | @ 0.05% on Tk. 100 crore of paid-up capital and 0.02% on the rest amount of paid-up capital; minimum Tk. 50,000 and Maximum Tk. 6 lacs for each exchanges    | 1,200,000               |
| <b>BSEC Fees</b>  |  |  |                         |
| 6   | Application Fee  | Tk. 50,000 (non-refundable)  | 50,000                  |
| 7   | BSEC Consent Fee   | Fee @ 0.40% on the public offering amount  | 9,000,000               |
| <b>IPO Commission</b>   |  |  |                         |
| 8   | Underwriting Commission  | 0.50% on 35% (thirty five percent) of the General public offer amount  | 1,871,924               |
|   | VAT against Underwriting Commission                              | @ 15% on Underwriting Commission   | 280,789                 |
| 10  | Credit Rating Fees   | At Actual  | 100,000                 |
| 11  | Auditor Certification Fees                                       | At Actual  | 1,000,000               |
| <b>CDBL Fees and Expenses</b>   |  |  |                         |
| 12  | Security Deposit   | At Actual  | 500,000                 |
| 13  | Documentation Fee  | At Actual  | 2,500                   |
| 14  | Annual Fee   | At Actual  | 100,000                 |
| 15  | Connection Fee   | At Actual  | 6,000                   |
| 16  | IPO Fees   | @ 0.015% of issue size+0.015% of Pre-IPO paid up capital   | 486,338                 |
| <b>Printing and Post IPO Expenses</b>   |  |  |                         |
| 17  | Registrar to the Issue Fees                                      | At Actual  | 500,000                 |
| 18  | VAT against Registrar to the Issue Fees                          | @ 15% on Registrar to the Issue Fees   | 75,000                  |
| 19  | Publication of Prospectus  | Estimated  | 1,200,000               |
| 20  | Abridged version of Prospectus and Notice in 4 daily newspaper   | Estimated  | 1,000,000               |
| 21  | Notice for Prospectus, Lottery, Refund etc. in 4 daily newspaper | Estimated  | 500,000                 |
| 22  | Electronic Bidding Related Expenses                              | Estimated  | 1,200,000               |
| 23  | Lottery Conducting Expenses & BUET Fee                           | Estimated  | 1,500,000               |
| 24  | Collection of Forms, Data Processing and Share Software Charge   | Estimated  | 5,000,000               |
| 25  | Allotment and Refund   | Estimated  | 600,000                 |
| 26  | Courier Expense  | Estimated  | 200,000                 |
| 28  | Stationeries and Other Expenses                                  | Estimated  | 237,585                 |
| <b>Grand Total</b>  |  |  | <b>57,975,000</b>       |
| <b>N.B.: Actual costs will vary if above mentioned estimates differ and will be adjusted accordingly.</b> |  |  |                         |



(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:

The Company has not revalued any of its assets.

(o) Where the issuer is a holding/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:

| Particular                      | Relationship       | Nature of Transaction             | 2019-20 |          | 2018-19       |               | 2017-18       |               | 2016-17     |               | 2015-2016   |               |
|---------------------------------|--------------------|-----------------------------------|---------|----------|---------------|---------------|---------------|---------------|-------------|---------------|-------------|---------------|
|                                 |                    |                                   | Debit   | (Credit) | Debit         | (Credit)      | Debit         | (Credit)      | Debit       | (Credit)      | Debit       | (Credit)      |
| Baraka Power Limited            | Holding Company    | Short Term Loan and O & M Service | -       | -        | 2,886,505,736 | 2,987,552,608 | 2,425,714,467 | 2,526,761,339 | 115,129,210 | (135,226,855) | 157,590,155 | (37,901,072)  |
| Karnaphuli Power Limited        | Subsidiary Company | Investment                        | -       | -        | -             | -             | 47,914,500    | -             | -           | -             | -           | -             |
|                                 |                    | Short Term Loan                   | -       | -        | 345,406,255   | 457,235,480   | 851,476,395   | 739,647,170   | -           | -             | 744,042     | 1,024,702     |
| Baraka Shikalbaha Power Limited | Subsidiary Company | Investment                        | -       | -        | -             | -             | 48,450,000    | -             | -           | -             | -           | -             |
|                                 |                    | Short Term Loan                   | -       | -        | 605,488,896   | 907,312,787   | 402,023,891   | 100,200,000   | -           | -             | -           | -             |
| Total Transaction               |                    |                                   | -       | -        | -             | -             | 3,775,579,253 | 3,366,608,509 |             |               | 115,129,210 | (135,226,855) |

(p) Financial Information of Group 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:

| SL No. | Name of Company  | Date of Incorporation | Nature of Business   | Year Closing | Accounting Year | Number of Share | Equity Capital | Reserves     | Sales         | Profit after tax | EPS    | Diluted EPS | NAV        | Status of Listing   | Information regarding significant adverse factors | Has become sick or is under winding up |
|--------|--|-----------------------|--|--------------|-----------------|-----------------|----------------|--------------|---------------|------------------|--------|-------------|------------|---|---|--|
| 1      | Baraka Power Limited   | 26-Jun-2007           | Set up power plants for generation and supply of electricity | 30-Jun       | June 30, 2020   | 220,061,366     | 2,200,613,660  | 714,980,144  | 952,436,310   | 386,299,471      | 1.76   | 1.76        | 17.66      | Year of Listing: 2011<br>Last 6 months Price Range: Highest: 32.80<br>Lowest: 19.80<br>Cut-off date: October 25, 2020 | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2019   | 220,061,366     | 2,200,613,660  | 548,742,039  | 823,795,903   | 391,235,879      | 1.78   | 1.78        | 16.90      |   | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2018   | 200,055,788     | 2,000,557,880  | 363,461,910  | 699,915,120   | 319,052,358      | 1.45   | 1.45        | 16.66      |   | NO  | NO                                     |
| 2      | Baraka Fashions Limited (Previously known as Bela Fashions Ltd.) | 8-May-1995            | RMG  | 30-Jun       | June 30, 2020   | 30,000          | 300,000        | -488,191,254 | 439,205,628   | -                | -5,401 | -5,401      | -16,263.04 | N/A   | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2019   | 30,000          | 300,000        | -326,364,404 | 350,254,768   | -                | -4,818 | -4,818      | -10,868.81 | N/A   | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2018   | 30,000          | 300,000        | -180,363,428 | 285,906,064   | -                | -3,985 | -3,985      | -6,002.11  | N/A   | NO  | NO                                     |
| 3      | Baraka Shikalbaha Power Limited                                  | 13-Dec-2017           | Set up power plants for generation and supply of Electricity | 30-Jun       | June 30, 2020   | 95,000,00       | 95,000,000     | 297,658,721  | 2,184,994,613 | 228,122,225      | 24.01  | 24.01       | 41.33      | N/A   | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2019   | 95,000,00       | 95,000,000     | 69,050,814   | 542,778,761   | 75,955,255       | 8.00   | 8.00        | 17.27      | N/A   | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2018   | 95,000,00       | 95,000,000     | -6,904,441   | -             | -6,904,441       | -0.73  | -0.73       | 9.27       | N/A   | NO  | NO                                     |
| 4      | Karnaphuli Power Limited   | 17-Nov-2014           | Set up power plants for generation and supply of electricity | 30-Jun       | June 30, 2020   | 95,000,00       | 95,000,000     | 197,143,973  | 1,572,582,141 | 263,122,635      | 27.70  | 27.70       | 30.75      | N/A   | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2019   | 95,000,00       | 95,000,000     | -65,978,662  | -             | -49,021,374      | -5.16  | -5.16       | 3.05       | N/A   | NO  | NO                                     |
|        |  |                       |  |              | June 30, 2018   | 95,000,00       | 95,000,000     | -16,957,288  | -             | -12,505,263      | -1.32  | -1.32       | 8.22       | N/A   | NO  | NO                                     |

**The related business transactions within the group and their significance on the financial performance of the issuer:**

There was no related business transactions within the group which have significance on the financial performance of the issuer except the following transaction:

| Name of the Related Party   | Nature of Relationship | Nature of Transaction | Value of the Transactions during the year |               |               |             |             | Receivables/(Payables) |            |               |            |            |
|-----------------------------|------------------------|-----------------------|---|---------------|---------------|-------------|-------------|------------------------|------------|---------------|------------|------------|
|                             |                        |                       | 2019-2020                                 | 2018-2019     | 2017-2018     | 2016-2017   | 2015-2016   | 30.06.2020             | 30.06.2019 | 30.06.2018    | 30.06.2017 | 30.06.2016 |
|                             |                        |                       | Tk  | Tk            | Tk            | Tk          | Tk          | Tk                     | Tk         | Tk            | Tk         | Tk         |
| Baraka Power Ltd            | Holding Company        | Short term loan       | -   | 5,874,058,344 | 4,926,645,805 | 221,392,319 | 181,330,208 | -                      | -          | (101,046,872) | -          | 20,097,645 |
|                             |                        | O & M Service         | -   | 22,491,000    | 25,830,000    | 24,600,000  | 12,000,000  |                        |            |               |            |            |
|                             |                        | Interest Charge       | -   | (4,903,935)   | 20,964,865    | 4,363,745   | 2,161,018   |                        |            |               |            |            |
| Karnaphuli Power Ltd        | Subsidiary Company     | Share Capital         | -   | -             | 47,914,500    | -           | -           | -                      | -          | 111,829,225   | -          | -          |
|                             |                        | Short Term Loan       | -   | 802,641,735   | 1,564,775,556 | -           | 1,722,852   |                        |            |               |            |            |
|                             |                        | Interest Earned       | -   | -             | 26,348,009    | -           | 45,892      |                        |            |               |            |            |
| Baraka Shikalbaha Power Ltd | Subsidiary Company     | Share Capital         | -   | -             | 48,450,000    | N/A         | N/A         | -                      | -          | 301,823,891   | N/A        | N/A        |
|                             |                        | Short Term Loan       | -   | 1,512,801,683 | 490,647,617   | N/A         | N/A         |                        |            |               |            |            |
|                             |                        | Interest Earned       | -   | -             | 11,576,274    | N/A         | N/A         |                        |            |               |            |            |

**Sales or purchase between group companies/ subsidiaries/ associate companies when such sales or purchases exceed in value in the aggregate ten per cent of the total sales or purchases of the issuer and also material items of income or expenditure arising out of such transactions:**

There were no transactions of between group companies/ subsidiaries/ associate companies, which exceed in value in the aggregate ten per cent of the total sales or purchases of the Company.

(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:

**DECLARATION REGARDING ADHERENCE RELEVANT LAWS AND REGULATORY REQUIREMENTS OF ITS PRIMARY REGULATOR**

We hereby declare that all requirements of the relevant laws and regulatory requirements of our primary regulator (Bangladesh Energy Regulatory Commission) have been adhered to by us.

**Sd/-**  
**Gulam Rabbani**  
**Chowdhury**  
Chairman

**Sd/-**  
**Faisal Ahmed Chowdhury**  
Director

**Sd/-**  
**Monzur Kadir Shafi**  
Managing Director

**Sd/-**  
**Fahim Ahmed Chowdhury**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Afzal Rashid Choudhury**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Md. Shirajul Islam**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Helal Ahmed Chowdhury**  
Nominated Director by  
Baraka Power Limited

**Sd/-**  
**Zahrul Syed Bakht**  
Independent Director

**Sd/-**  
**Md. Abul Quasem**  
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:

After due verification, we certify that the following shares have been allotted for consideration in otherwise than cash along with relationship of that person with Baraka Patenga Power Limited and rationale of issue price of the shares as of 30 June, 2020:

| Persons to whom those are issued | No. of shares allotted | Relationship with the Issuer |
|----------------------------------|------------------------|------------------------------|
| Baraka Power Limited             | 2,409,750              | Holding Company              |
| Faisal Ahmed Chowdhury           | 141,750                | Director                     |
| Gulam Rabbani Chowdhury          | 141,750                | Chairman                     |
| Monzur Kadir Shafi               | 75,000                 | Managing Director            |
| Fahim Ahmed Chowdhury            | 40,500                 | Director                     |
| Afzal Rashid Choudhury           | 50,000                 | Director                     |
| Md. Shirajul Islam               | 50,000                 | Director                     |
| Touhidul Islam                   | 40,000                 | Shareholder                  |
| Mijanur Rahman Choudhury         | 130,000                | Shareholder                  |
| Abdul Bari                       | 42,500                 | Shareholder                  |
| Momthaz Chowdhury                | 139,000                | Shareholder                  |
| Rushina Ahmed Chowdhury          | 94,500                 | Shareholder                  |
| Syeda Yasmin Hossain             | 94,500                 | Shareholder                  |
| Noor-E-Zannat Chowdhury          | 79,250                 | Shareholder                  |
| Abeda Khanom Chowdhury           | 86,750                 | Shareholder                  |
| Nasim Ahmed Chowdhury            | 34,750                 | Shareholder                  |
| Ubaydia Chowdhury                | 50,000                 | Shareholder                  |
| Fokrul Alam Chowdhury            | 21,450                 | Shareholder                  |
| Nanu Kazi Md. Miah               | 50,000                 | Shareholder                  |

| Persons to whom those are issued | No. of shares allotted | Relationship with the Issuer |
|----------------------------------|------------------------|------------------------------|
| Atikur Rahman                    | 47,500                 | Shareholder                  |
| Nayem Ahmed Chowdhury            | 42,750                 | Shareholder                  |
| Md. Humayun Ahmed                | 22,500                 | Shareholder                  |
| Alimul Ahsan Chowdhury           | 21,250                 | Shareholder                  |
| Niaz A. Khan                     | 37,500                 | Shareholder                  |
| Sultana Jesmin Chino             | 19,000                 | Shareholder                  |
| Shoeb Khan                       | 27,500                 | Shareholder                  |
| Yeaheya Murad Khan               | 35,000                 | Shareholder                  |
| Ali Ahmed                        | 31,500                 | Shareholder                  |
| Foster Securities Ltd.           | 25,000                 | Shareholder                  |
| Zakir Hossain                    | 25,000                 | Shareholder                  |
| Kazi Md. Angur Miah              | 25,000                 | Shareholder                  |
| Masrur Chowdhury                 | 25,000                 | Shareholder                  |
| Mohammed Abdul Ahad              | 25,000                 | Shareholder                  |
| Abdul Wasay Chowdhury (Zuber)    | 20,000                 | Shareholder                  |
| Alimus Sadat Chowdhury           | 25,000                 | Shareholder                  |
| Abdul Mumin                      | 25,000                 | Shareholder                  |
| Masud Ahmed                      | 25,000                 | Shareholder                  |
| Mohammed Monsur Alam Chowdhury   | 25,000                 | Shareholder                  |
| Syed Musharaf Hussain Chowdhury  | 2,500                  | Shareholder                  |
| Sajeda Chowdhury                 | 15,000                 | Shareholder                  |
| Tanjeel Wadud Chowdhury (Sagor)  | 17,500                 | Shareholder                  |
| Shubina Ahmed Chowdhury          | 37,500                 | Shareholder                  |
| Nasrin Sultana Sampa             | 22,500                 | Shareholder                  |
| Roushan Ali Khan                 | 5,000                  | Shareholder                  |
| Shamsher Ali Tarafder            | 5,000                  | Shareholder                  |
| Rawad Ashraf                     | 5,000                  | Shareholder                  |
| Tania Tabassum                   | 5,000                  | Shareholder                  |
| Abdul Mannan                     | 27,500                 | Shareholder                  |
| Mumina Khatun                    | 5,000                  | Shareholder                  |
| Mohibun Bari Chowdhury           | 40,000                 | Shareholder                  |
| Enamul Haque Khan                | 8,500                  | Shareholder                  |
| Nurjahan Begum                   | 3,500                  | Shareholder                  |
| David Hasan                      | 20,000                 | Shareholder                  |
| Azizur Rahman                    | 5,000                  | Shareholder                  |
| Dr. Hasina Choudhury             | 5,000                  | Shareholder                  |
| Rebunnessa Chowdhury             | 12,500                 | Shareholder                  |
| Mohammod Shamsur Rahman          | 12,500                 | Shareholder                  |
| Naznin Sultana                   | 25,000                 | Shareholder                  |
| Suraiya Rahman                   | 4,000                  | Shareholder                  |
| Sayem Ahmed                      | 22,500                 | Shareholder                  |
| Mohammed Aziz baksh              | 17,500                 | Shareholder                  |
| Ahmed Tarek                      | 1,250                  | Shareholder                  |
| Md. Motiul Islam                 | 9,500                  | Shareholder                  |
| Md. Shahidul Islam               | 2,000                  | Shareholder                  |
| Saleha Afrooz                    | 5,000                  | Shareholder                  |
| Abdul Muktadir Chowdhury         | 7,500                  | Shareholder                  |
| Mohammed Sadiqur Rahman          | 20,000                 | Shareholder                  |
| Feroz Suleman Atcha              | 5,000                  | Shareholder                  |
| Mridulal Bhattacharjee           | 3,000                  | Shareholder                  |
| Anamika Roy                      | 2,500                  | Shareholder                  |
| Jayanta Kumar Podder             | 5,000                  | Shareholder                  |
| Sosanta Kumar Podder             | 4,800                  | Shareholder                  |
| Ashrafun Nessa                   | 25,000                 | Shareholder                  |

| Persons to whom those are issued | No. of shares allotted | Relationship with the Issuer |
|----------------------------------|------------------------|------------------------------|
| Anisul Khadija                   | 10,000                 | Shareholder                  |
| <b>Total</b>                     | <b>4,725,000</b>       |                              |

**Date of allotment:** January 2, 2017

**Reasons for the issue:** Distribution of Accumulated Profit

**Rational of Issue Price:** Face Value

Dated: 22 October 2020  
Dhaka

**Sd/-**  
**KAZI ZAHIR KHAN & 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:**

### To Whom It May Concern

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

For Baraka Patenga Power Limited,

Sd/-  
**Monzur Kadir Shafi**  
Managing Director

**(t) Business strategies and future plans. Projected financial statements should be required only for companies not started commercial operation yet and authenticated by two directors, Chairman, Managing Director, CFO, and Company Secretary.**

Projected financial statements is not required as the Company has already started its commercial operations

### **Key strategic objectives of BPPL:**

The business strategies of Baraka Patenga Power Limited have already been given in page #53 of this Prospectus

### **Future Plan of BPPL:**

- Introduce new and cutting-edge technology which contributes towards building long-lasting and sustainable relationship with businesses and consumers.
- Increase organizational capacity and competence to enhance our already existing reputation.
- Explore the newest technologies and build one of the best tech R&D teams of Bangladesh.
- Ensure premium international standard of distribution, quality management and increase organizational capacity.
- Build sustainable, long-lasting and fruitful business relationship with our investors.
- Investment in infrastructure development for oil, chemicals & communication.

**(u) Discussion on the results of operations:**

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

There was no adjustment given by the auditor's during the last financial year. Summary of the financial results and operations are presented below:

| Sl. | Particulars                           | Consolidated   | Separate      | Consolidated   | Separate      | Consolidated  | Separate      | Consolidated   | Separate      | Separate      |
|-----|---------------------------------------|----------------|---------------|----------------|---------------|---------------|---------------|----------------|---------------|---------------|
|     |                                       | 30- June-20    |               | 30- June-19    |               | 30- June-18   |               | 30- June-17*** |               | 30- June-16   |
|     |                                       | Amount in BDT  |               |                |               |               |               |                |               |               |
| 1   | Turnover                              | 5,448,793,155  | 1,691,216,401 | 3,429,200,361  | 2,886,421,600 | 2,594,491,208 | 2,594,491,208 | 2,648,485,011  | 2,648,485,011 | 2,119,185,034 |
| 2   | Gross Profit                          | 2,526,604,818  | 495,747,220   | 771,902,707    | 647,975,542   | 631,834,155   | 633,428,735   | 644,619,560    | 644,619,560   | 631,677,969   |
| 3   | Net Profit Before Tax                 | 675,352,549    | 183,644,021   | 302,824,776    | 275,654,242   | 269,604,598   | 343,222,559   | 316,996,012    | 317,980,892   | 288,583,082   |
| 4   | Net Profit after Tax                  | 673,882,513    | 182,637,653   | 300,705,117    | 273,771,236   | 261,457,992   | 335,087,579   | 317,471,888    | 318,456,889   | 286,489,378   |
| 5   | Net Profit after Tax (Excluding NCI*) | 433,172,532    | -             | 287,507,515    | -             | 270,968,747   | -             | 371,954,538    | -             | 286,489,378   |
| 6   | Total Assets                          | 20,678,747,410 | 4,856,405,716 | 20,004,033,247 | 5,423,441,317 | 6,570,463,828 | 5,854,592,104 | 5,329,539,014  | 5,277,162,538 | 5,222,401,507 |
| 7   | Paid-up Capital                       | 992,250,000    | 992,250,000   | 992,250,000    | 992,250,000   | 992,250,000   | 992,250,000   | 992,250,000    | 992,250,000   | 945,000,000   |
| 8   | Retained Earnings                     | 1,291,179,476  | 1,091,281,803 | 956,984,246    | 1,007,869,150 | 875,299,384   | 939,920,567   | 708,097,816    | 708,600,167   | 536,618,278   |
| 9   | No. of Shares                         | 99,225,000     | 99,225,000    | 99,225,000     | 99,225,000    | 99,225,000    | 99,225,000    | 99,225,000     | 99,225,000    | 94,500,000    |
| 10  | Face Value                            | 10             | 10            | 10             | 10            | 10            | 10            | 10             | 10            | 10            |
| 11  | NAV per share                         | 23.00          | 20.98         | 19.63          | 20.15         | 18.82         | 19.47         | 17.14          | 17.14         | 15.68         |
| 12  | Earnings per Share**                  | 4.37           | 1.84          | 2.90           | 2.76          | 2.73          | 3.38          | 3.20           | 3.21          | 2.89          |

\*Non-Controlling Interest, \*\*Considering total number of outstanding shares of 99,225,000. \*\*\*The consolidation of the company started from FY 2016-17.

**2. A summary of major items of income and expenditure:**

| Particulars                        | Consolidated         | Separate             | Consolidated         | Separate             | Consolidated         | Separate             | Consolidated         | Separate             | Separate             |
|------------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
|                                    | 30- June-20          |                      | 30- June-19          |                      | 30- June-18          |                      | 30- June-17*         |                      | 30- June-16          |
| (Amount in BDT)                    |                      |                      |                      |                      |                      |                      |                      |                      |                      |
| <b>RESULTS FROM OPERATION</b>      |                      |                      |                      |                      |                      |                      |                      |                      |                      |
| <b>Net Revenue</b>                 | <b>5,448,793,155</b> | <b>1,691,216,401</b> | <b>3,429,200,361</b> | <b>2,886,421,600</b> | <b>2,594,491,208</b> | <b>2,594,491,208</b> | <b>2,648,485,011</b> | <b>2,648,485,011</b> | <b>2,119,185,034</b> |
| Cost of Sales                      | (2,922,188,337)      | (1,195,469,181)      | (2,657,297,654)      | (2,238,446,058)      | (1,962,657,053)      | (1,961,062,473)      | (2,003,865,451)      | (2,003,865,451)      | (1,487,507,065)      |
| <b>Gross Profit</b>                | <b>2,526,604,818</b> | <b>495,747,220</b>   | <b>771,902,707</b>   | <b>647,975,542</b>   | <b>631,834,155</b>   | <b>633,428,735</b>   | <b>644,619,560</b>   | <b>644,619,560</b>   | <b>631,677,969</b>   |
| Administrative Expenses            | (267,543,649)        | (62,543,417)         | (123,379,714)        | (54,436,166)         | (72,970,259)         | (58,629,969)         | (59,946,268)         | (59,843,606)         | (69,554,248)         |
| <b>Operating Profit</b>            | <b>2,259,061,169</b> | <b>433,203,803</b>   | <b>648,522,993</b>   | <b>593,539,376</b>   | <b>558,863,896</b>   | <b>574,798,766</b>   | <b>584,673,292</b>   | <b>584,775,954</b>   | <b>562,123,721</b>   |
| Other income                       | (78,480,375)         | (17,553,569)         | (28,524,085)         | (28,409,137)         | (31,492,054)         | 22,694,612           | (9,681,257)          | (9,681,602)          | 4,596,307            |
| Charges for Delay in Commissioning | (400,704,550)        | -                    | -                    | -                    | -                    | -                    | -                    | -                    | -                    |
| Financial Expense                  | (1,095,341,494)      | (222,824,012)        | (303,391,420)        | (275,693,285)        | (257,767,244)        | (254,270,819)        | (257,996,023)        | (257,113,460)        | (278,136,946)        |
| <b>Profit before income tax</b>    | <b>675,352,549</b>   | <b>183,644,021</b>   | <b>302,824,776</b>   | <b>275,654,242</b>   | <b>269,604,598</b>   | <b>343,222,559</b>   | <b>316,996,012</b>   | <b>317,980,892</b>   | <b>288,583,082</b>   |

| Particulars                               | Consolidated | Separate    | Consolidated | Separate    | Consolidated | Separate    | Consolidated | Separate    | Separate    |
|---|--------------|-------------|--------------|-------------|--------------|-------------|--------------|-------------|-------------|
|   | 30- June-20  |             | 30- June-19  |             | 30- June-18  |             | 30- June-17* |             | 30- June-16 |
| (Amount in BDT)                           |              |             |              |             |              |             |              |             |             |
| Income Tax Expenses                       | (1,470,036)  | (1,006,368) | (2,119,659)  | (1,883,006) | (8,146,606)  | (8,134,980) | (9,121)      | (9,000)     | (2,093,704) |
| Profit after income tax                   | 673,882,513  | 182,637,653 | 300,705,117  | 273,771,236 | 261,457,992  | 335,087,579 | 317,471,888  | 318,456,889 | 286,489,378 |
| Profit after income tax (Excluding NCI**) | 433,172,532  | -           | 287,507,515  | -           | 270,968,747  | -           | 371,954,538  | -           | 286,489,378 |

\*The consolidation of the company started from FY 2016-17; \*\*Non-Controlling Interest

### 3. The income and sales on account of major products or services:

The revenue source of the company is solely based on electricity generation. The Income and Sales on account for said revenue sources is given below:

| Particulars | Consolidated  | Separate      | Consolidated  | Separate      | Consolidated  | Separate      | Consolidated  | Separate      | Separate      |
|-------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
|             | 30- June-20   |               | 30- June-19   |               | 30- June-18   |               | 30- June-17*  |               | 30- June-16   |
| Sales       | 5,448,793,155 | 1,691,216,401 | 3,429,200,361 | 2,886,421,600 | 2,594,491,208 | 2,594,491,208 | 2,648,485,011 | 2,648,485,011 | 2,119,185,034 |
| Income      | 673,882,513   | 182,637,653   | 300,705,117   | 273,771,236   | 261,457,992   | 335,087,579   | 317,471,888   | 318,456,889   | 286,489,378   |

\*The consolidation of the company has started from FY 2016-17.

### 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 Company has no other income constitutes 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:

BPDB is the sole customer to whom the Company sells its total electricity. The company is entered into an agreement with BPDB for supplying of electricity for a term of 15 years. As per the agreement, either BPDB will buy electricity or compensate BPPL.

The Company has no foreign customer. But consumer price index has impact on foreign currency conversion during Non-escalable capacity proceeds and variable operational & maintenance proceeds and fuel proceeds which are impacted due to fluctuation in foreign currency

### 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.



(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:

| Particulars                              | As per Audited Accounts |                 |                 |                 |                 |                 |                 |                 |                 |
|--|-------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|  | Consolidated            | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Separate        |
|  | 30- June-20             |                 | 30- June-19     |                 | 30- June-18     |                 | 30- June-17*    |                 | 30- June-16     |
| (Amount in BDT)                          |                         |                 |                 |                 |                 |                 |                 |                 |                 |
| <b>RESULTS FROM OPERATION</b>            |                         |                 |                 |                 |                 |                 |                 |                 |                 |
| Net Revenue                              | 5,448,793,155           | 1,691,216,401   | 3,429,200,361   | 2,886,421,600   | 2,594,491,208   | 2,594,491,208   | 2,648,485,011   | 2,648,485,011   | 2,119,185,034   |
| Cost of Sales                            | (2,922,188,337)         | (1,195,469,181) | (2,657,297,654) | (2,238,446,058) | (1,962,657,053) | (1,961,062,473) | (2,003,865,451) | (2,003,865,451) | (1,487,507,065) |
| Gross Profit                             | 2,526,604,818           | 495,747,220     | 771,902,707     | 647,975,542     | 631,834,155     | 633,428,735     | 644,619,560     | 644,619,560     | 631,677,969     |
| Administrative Expenses                  | (267,543,649)           | (62,543,417)    | (123,379,714)   | (54,436,166)    | (72,970,259)    | (58,629,969)    | (59,946,268)    | (59,843,606)    | (69,554,248)    |
| Operating Profit                         | 2,259,061,169           | 433,203,803     | 648,522,993     | 593,539,376     | 558,863,896     | 574,798,766     | 584,673,292     | 584,775,954     | 562,123,721     |
| Other income                             | (78,480,375)            | (17,553,569)    | (28,524,085)    | (28,409,137)    | (31,492,054)    | 22,694,612      | (9,681,257)     | (9,681,602)     | 4,596,307       |
| Financial Expense                        | (1,095,341,494)         | (222,824,012)   | (303,391,420)   | (275,693,285)   | (257,767,244)   | (254,270,819)   | (257,996,023)   | (257,113,460)   | (278,136,946)   |
| Profit before income tax                 | 675,352,549             | 183,644,021     | 302,824,776     | 275,654,242     | 269,604,598     | 343,222,559     | 316,996,012     | 317,980,892     | 288,583,082     |
| Over Provision in prior years income tax | (913,675)               | (913,675)       | -               | -               | -               | -               | 484,997         | 484,997         | -               |
| Income Tax Expenses                      | (556,361)               | (92,693)        | (2,119,659)     | (1,883,006)     | (8,146,606)     | (8,134,980)     | (9,121)         | (9,000)         | (2,093,704)     |
| Profit after income tax                  | 673,882,513             | 182,637,653     | 300,705,117     | 273,771,236     | 261,457,992     | 335,087,579     | 317,471,888     | 318,456,889     | 286,489,378     |

\*The consolidation of the company has started from FY 2016-17.

**Causes for Changes in revenues:** As it can be observed from the above table, the overall sales changed over the years as the Company's capacity utilization and price of raw material changed.

**Causes for Changes in cost of goods sold/ Cost of Service:** Costs of sales are primarily in relation to purchase of fuel (HFO) & lubricant, fuel tank rent, oil carrying expenses and repair & maintenance of plant and machinery.

**Causes for Changes in other operating expenses:** The other operating expense of the company has changed over the years due to company's efficiency in managing their other operating cost and after the two subsidiary became operational, the operating expenses changed accordingly.

**Causes for Changes in net income:** Net Income has changed over the years in agreement with the sales.

### 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:

There were no 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.

### 2. Significant economic changes that materially affect or are likely to affect income from continuing operations:

There were no significant economic changes that materially affect or are likely to affect income from continuing operations.

**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:**

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

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

**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:**

Any event such as increase in labor or material costs or prices will not affect the operational result of the company, in case of future increase in fuel price BPPL will also have no significant changes in relationship between our costs and revenues as incremental fuel cost will be recovered from BPDB.

**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:**

The company is expecting a positive growth in net sales or revenue are due to increased sales volume due to expansion of its operation as mentioned in the Section – XXII under the head of “Use of Proceeds”.

**6. Total turnover of each major industry segment in which the issuer operated:**

Considering the business nature of BPPL the company is assumed to operate in Power sector.

| Year    | Industry Segment- Power Sector |
|---------|--------------------------------|
| 2019-20 | 60,523,963,917                 |

**Note:** The turnover mentioned above are consist of the turnover of Baraka Patenga Power Limited, Baraka Power Limited, Shahjibazar Power Co. Ltd., Khulna Power Company Limited, Summit Power Limited, United Power Generation & Distribution Company Ltd. & Doreen Power Generations & Systems Limited.

**Source:** Annual Report of Baraka Patenga Power Limited, Baraka Power Limited, Shahjibazar Power Co. Ltd., Khulna Power Company Limited, Summit Power Limited, United Power Generation & Distribution Company Ltd., & Doreen Power Generations & Systems Limited.

**7. Status of any publicly announced new products or business segment:**

There are no publicly announced new products or business segments of BPPL.

**8. The extent to which the business is seasonal:**

The business of the issuer is not seasonal in nature.

**(w) Defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity along with reasons thereof, lock out, strikes and reasons for the same etc: during the history of operations of the company.**

The Company has neither rescheduled its borrowings with financial institutions/banks nor converted its loans into equity. There has been no lock out, strikes etc.

**(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:**

There is no change in the activities of BPPL 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.

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

There were/are no injunction or restraining order upon the company during the entire life of its business.

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

We have been using reciprocative engine-based technology for generating electricity. BPPL's management has competencies to run a power plant smoothly as evidenced from the holding company of Baraka Power Limited. The management also appointed such personnel who are capable enough to operate the plant effectively and efficiently. Even though any experienced personnel leave the organization, others have adequate expertise and skills to run the operation.

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

There were no changes in accounting policies in the last three years.

**(bb) Significant developments subsequent to the last financial year: A statement by the directors whether in their opinion there have arisen any circumstances since the date of the last financial statements as disclosed in the red-herring prospectus/prospectus/information memorandum and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months:**

**DECLARATION REGARDING SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR (JUNE 30, 2020)**

This is to declare that, there have been no circumstances arisen since the date of the last financial statements (June 30, 2020) as disclosed in the prospectus and which materially and adversely affect or is likely to affect the trading or profitability of the issuer, or the value of its assets, or its ability to pay its liabilities within the next twelve months.

|   |   |  |  |
|---|---|--|--|
| <b>Sd/-</b><br><b>Gulam Rabbani Chowdhury</b><br>Chairman                                     | <b>Sd/-</b><br><b>Monzur Kadir Shafi</b><br>Managing Director                             | <b>Sd/-</b><br><b>Faisal Ahmed Chowdhury</b><br>Director                                     | <b>Sd/-</b><br><b>Fahim Ahmed Chowdhury</b><br>Nominated Director by<br>Baraka Power Limited |
| <b>Sd/-</b><br><b>Afzal Rashid Choudhury</b><br>Nominated Director by<br>Baraka Power Limited | <b>Sd/-</b><br><b>Md. Shirajul Islam</b><br>Nominated Director by<br>Baraka Power Limited | <b>Sd/-</b><br><b>Helal Ahmed Chowdhury</b><br>Nominated Director by<br>Baraka Power Limited | <b>Sd/-</b><br><b>Zahrul Syed Bakht</b><br>Independent Director                              |
| <b>Sd/-</b><br><b>Md. Abul Quasem</b><br>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, unaudited financial statements for each of the said quarters duly authenticated by the CEO and CFO of the issuer:**

Duly authenticated Un-Audited financial statement for the period ended March 31, 2021 have been incorporated in the prospectus (Page no# 317).

**(dd) Factors that may affect the results of operations:**

There are no such factors that may affect the results of operations except the known trends and uncertainty which have been mentioned in page #86 of this prospectus.

**(a) Overview of business and strategies:**

Our strategic objective is to improve and consolidate our position as a reliable power generation company in the country with a continuous growth philosophy to ensure uninterrupted supply of electricity to the Nation through effective utilization of capital, machinery, human resources, continuous improvement of services, customer satisfaction and efficient resource management to be implemented on a day-to-day basis. Our continuous growth philosophy is being driven with the strategic levers of capitalizing on the growth of the Bangladesh power generation sector, optimizing operational efficiency, following unique pricing model and adopting best corporate practices.

***Strategy for capitalizing on the growth of the Bangladesh Power Generation Sector***

The power sector in Bangladesh has historically been characterized by power shortages that have consistently increased over time. Therefore, this sector has got the attention from all the potential investors both at home and abroad. This sector is also considered as the thrust sector of Bangladesh by the GoB. According to BPDB, As of June 2020, the total power generation capacity of the country was 23,500MW. This is an increment of 4,539MW from the total generating capacity at the end of FY2019. The increase of power generation capacity over the last few years stands witness to the incredible growth of the sector. Rate of access to electricity has improved from approximately 74% in 2015 to 93% in 2019. The government targets to reach all people by 2021. Focusing the vision 2021, GoB is already encouraging private sectors to setup power plants. We believe that our power projects will play a significant role in the growth of the Bangladesh power sector and help achieve the Government GOB's vision 2021

***Operational strategy***

Achieving optimal project operating efficiency is the key to maximizing profitability in our business. As part of this plan, we installed brand new set of engines in the plant and a co-generation secondary STG plant with a capacity of 3.20 MW which will reduce the maintenance hour as well as fuel cost. We expect our relationship with the machine supplier i.e. Rolls Royce will permit us to operate efficiently. We intend to adopt the procedures and practices currently specified at the machineries purchase agreement. Our parent company Baraka Power Limited has long experience in power generation sector and we have already signed an Operational, Maintenance, Administrative and Financial Management Service Agreement with the BPL for technical support service. By virtue of this agreement, BPPL got operational efficiency for smooth operation of its business.

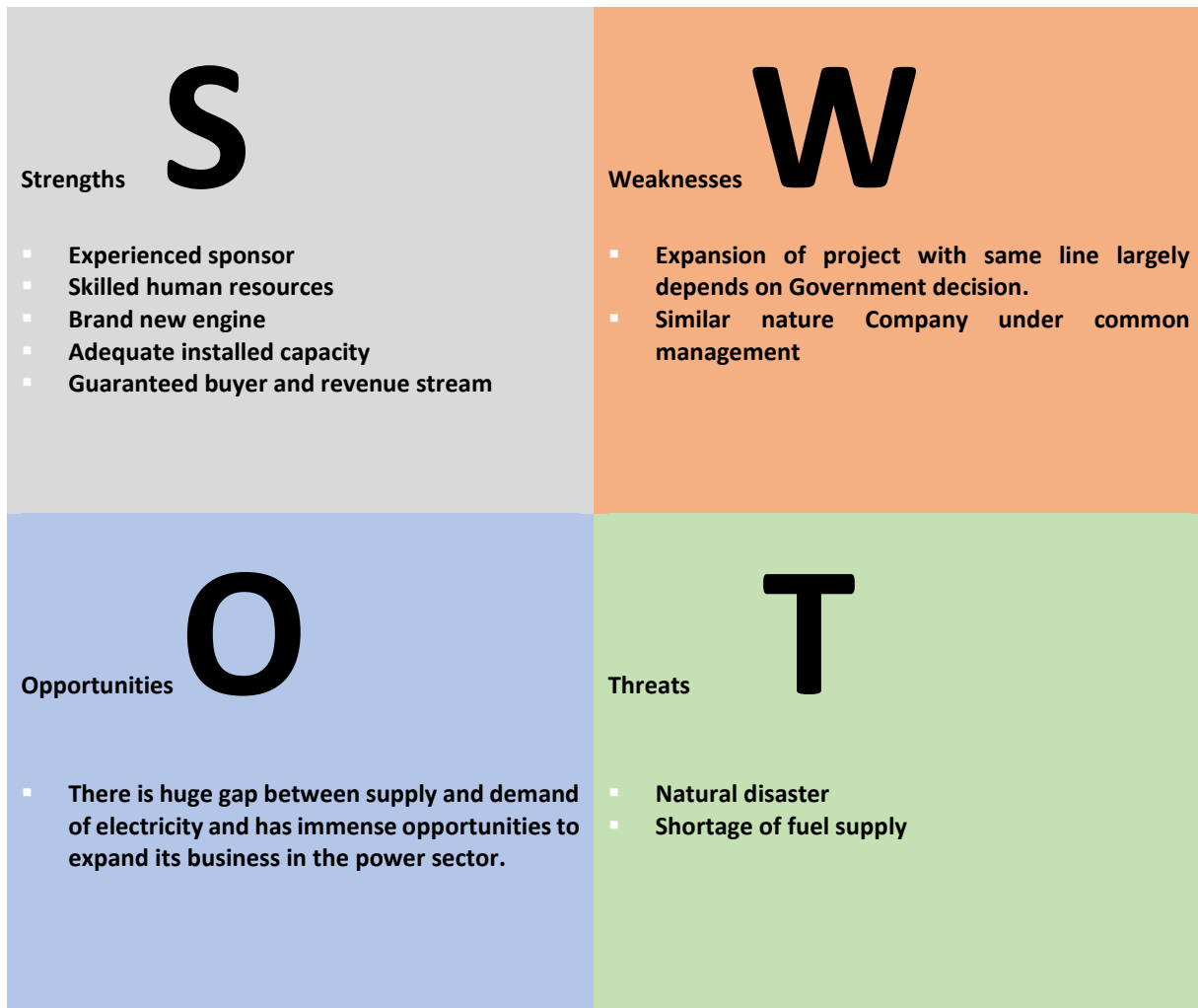
***Product pricing strategy***

The price of the Company's product is determined at the tendering phase and GoB shall buy electricity over the project life at that price. Therefore, the Company got competitive advantage in its price due to fixed nature of product price.

***Focusing on best practices***

We plan to incorporate the best practices available with respect to performance, corporate governance, management and employee training, quality control, environmental excellence and safety.

**(b) SWOT ANALYSIS:**



**(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:**

| Particulars                           | Consolidated    | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Consolidated    | Separate        | Separate        |
|---------------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
|                                       | 30-Jun-20       |                 | 30-Jun-19       |                 | 30-Jun-18       |                 | 30-Jun-17**     |                 | 30-Jun-16       |
|                                       | (Amount in BDT) |                 |                 |                 |                 |                 |                 |                 |                 |
| Revenue/Sales                         | 5,448,793,155   | 1,691,216,401   | 3,429,200,361   | 2,886,421,600   | 2,594,491,208   | 2,594,491,208   | 2,648,485,011   | 2,648,485,011   | 2,119,185,034   |
| YoY change in sales                   | 58.89%          | -41.41%         | 32.17%          | 11.25%          | -2.04%          | -2.04%          | 24.98%          | 24.98%          | -29.87%         |
| Other income                          | (78,480,375)    | (17,553,569)    | (28,524,085)    | (28,409,137)    | (31,492,054)    | 22,694,612      | (9,681,257)     | (9,681,602)     | 4,596,307       |
| YoY change in other income            | 175.14%         | -38.21%         | -9.42%          | -225.18%        | 225.29%         | -334.41%        | -310.63%        | -310.64%        | -19.80%         |
| Cost of material                      | (2,922,188,337) | (1,195,469,181) | (2,657,297,654) | (2,238,446,058) | (1,962,657,053) | (1,961,062,473) | (2,003,865,451) | (2,003,865,451) | (1,487,507,065) |
| YoY change in cost of material        | 9.97%           | -46.59%         | 35.39%          | 14.14%          | -2.06%          | -2.14%          | 34.71%          | 34.71%          | -38.78%         |
| Finance cost                          | (1,095,341,494) | (222,824,012)   | (303,391,420)   | (275,693,285)   | (257,767,244)   | (254,270,819)   | (257,996,023)   | (257,113,460)   | (278,136,946)   |
| YoY change in finance cost            | 261.03%         | -19.18%         | 17.70%          | 8.43%           | -0.09%          | -1.11%          | -7.24%          | -7.56%          | 27.06%          |
| Depreciation and amortization expense | 584,121,213     | 148,753,335     | 176,975,574     | 149,421,135     | 147,165,840     | 146,964,456     | 144,216,821     | 144,216,821     | 144,135,292     |
| YoY change in Dep. & Ammo. Exp.       | 230.06%         | -0.45%          | 20.26%          | 1.67%           | 2.04%           | 1.91%           | 0.06%           | 0.06%           | 20.27%          |
| Other expense                         | (400,704,550)   | -               | -               | -               | -               | -               | -               | -               | -               |
| YoY change in other expense           | -               | -               | -               | -               | -               | -               | -               | -               | -               |
| Inventories                           | 1,579,986,338   | 581,596,857     | 728,348,113     | 576,533,984     | 592,551,644     | 592,551,644     | 593,283,728     | 593,283,728     | 484,316,800     |
| YoY change in inventories             | 116.93%         | 0.88%           | 22.92%          | -2.70%          | -0.12%          | -0.12%          | 22.50%          | 22.50%          | -16.77%         |
| Net profit before Tax                 | 675,352,549     | 183,644,021     | 302,824,776     | 275,654,242     | 269,604,598     | 343,222,559     | 316,996,012     | 317,980,892     | 288,583,082     |
| YoY change in NPBT                    | 123.02%         | -33.38%         | 12.32%          | -19.69%         | -14.95%         | 7.94%           | 9.85%           | 10.19%          | -2.51%          |
| Net profit after Tax                  | 673,882,513     | 182,637,653     | 300,705,117     | 273,771,236     | 261,457,992     | 335,087,579     | 317,471,888     | 318,456,889     | 286,489,378     |
| YoY change in NPAT                    | 124.10%         | -33.29%         | 15.01%          | -18.30%         | -17.64%         | 5.22%           | 10.81%          | 11.16%          | -2.56%          |
| Earnings per Share (EPS)*             | 4.37            | 1.84            | 2.90            | 2.76            | 2.73            | 3.38            | 3.20            | 3.21            | 2.89            |

\*Considering total number of outstanding shares of 99,225,000. \*\*The consolidation of the company started from FY 2016-17.

**Reason(s) of fluctuation:**

**Reasons for Changes in revenues:** As it can be observed from the above table, the overall sales changed over the years as the Company's capacity utilization and price of raw materials changed.

**Reasons for Changes in Other Income:** Reason for changes in other income includes foreign exchange fluctuation, Interest earned on related party loan and changes of value of investments.

**Reasons for Changes in total income:** In-fact, combines effect of revenue and other income are reflected in the total income. As such, aforesaid explanation is applicable here also.

**Reasons for Changes in cost of material:** Costs of material is primarily in relation to purchase of fuel (HFO) & lubricant, fuel tank rent, oil carrying expenses and repair & maintenance of plant and machinery.

**Reasons for Changes in finance cost:** As per business demand, the company arranged financing from different financial institutions to meet its financial needs. Therefore, the finance cost changes over the years.

**Reasons for Changes in depreciation and amortization expense:** Throughout the year, the addition in fixed asset have increased and as a result the changes in depreciation.

**Reasons for Changes in other expense:** During the current fiscal year a delay in commissioning expense has been charged for the subsidiaries and it is one-off expense in nature.

**Reasons for Changes in inventories:** As the overall sales changes over the years so does the capacity utilization changes, therefore, the requirement for inventories have also changed.

**Reasons for Changes in net profit before & after tax, EPS:** The net income have changed over the years in agreement with sales. Moreover, the number of shares has also increased, which also impacted the EPS.

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

The company has no known trends demands, event or uncertainties that are likely to have an effect on the company's business except the know trends and uncertainties which have been mentioned in page #86 of this prospectus. Similarly, the company has no commitments that are likely to have an effect on the company's business other that as specified in the section-XXII under the head of "Use of Proceeds" of this prospectus.

**(e) Trends or expected fluctuations in liquidity:**

The company has been operating with moderate liquidity. The company is currently enjoying working capital facilities in different modes from various financial institutions, through which it is managing liquidity and meeting its payments for procuring raw materials to carry out the service.

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

There are no off-balance sheet arrangements those have or likely to have a current or future effect on financial condition.



## 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:

| Sl. | Name                        | Father's Name                  | Age | Residential Address   | Educational Qualification   | Experience | Position             | Period of Nomination                                       | Name of Nominated Organization |
|-----|-----------------------------|--------------------------------|-----|---|---|------------|----------------------|--|--------------------------------|
| 1   | Mr. Monzur Kadir Shafi      | Mr. Mohibur Rahman Shafi       | 48  | 28/B Anamika, ShahiEidgaon, Sylhet                          | B.A   | 22 Years   | Managing Director    | N/A  | N/A                            |
| 2   | Mr. Gulam Rabbani Chowdhury | Mr. Gulam Mustafa Chowdhury    | 54  | 48 Shagardighirpar, West Subid Bazar, Sylhet                | B. Sc (Hon.), Foreign Training in Metallurgy & Machinery Production | 35 Years   | Chairman             | N/A  | N/A                            |
| 3   | Mr. Faisal Ahmed Chowdhury  | Mr. Md. Abdul Mumith Chowdhury | 50  | 2 Nirjhor, Lovely Road, West Subid Bazar, Sylhet            | B.A   | 28 Years   | Director             | N/A  | N/A                            |
| 4   | Mr. Fahim Ahmed Chowdhury   | Mr. Md. Abdul Mumith Chowdhury | 44  | 2 Nirjhor, Lovely Road, West Subid Bazar, Sylhet            | MBA   | 19 Years   | Director             | Till withdrawal of nomination or resignation or retirement | Baraka Power Ltd.              |
| 5   | Mr. Md. Shirajul Islam      | Haji Abdul Khaliq              | 66  | House#80, Road#3, Block-E, Shahjalal Uposhohar, Sylhet      | B.A   | 29 Years   | Director             | Till withdrawal of nomination or resignation or retirement | Baraka Power Ltd.              |
| 6   | Mr. Afzal Rashid Choudhury  | Mr. Mamunur Rashid Chowdhury   | 51  | Rashid House, Diganto 26, Ambarkhana, Sylhet                | B.A   | 22 Years   | Director             | Till withdrawal of nomination or resignation or retirement | Baraka Power Ltd.              |
| 7   | Mr. Helal Ahmed Chowdhury   | Mr. Moin Uddin Chowdhury       | 71  | Flat-W5, House # 78. Road No. 18, Block A, Banani, Dhaka    | M.A   | 44 Years   | Director             | Till withdrawal of nomination or resignation               | Baraka Power Ltd.              |
| 8.  | Mr. Zahrul Syed Bakht       | Mr. Syed Anhar Bakht           | 52  | House no. 82, Road no. 02, Block-A, Bashundhara R.A., Dhaka | CPA   | 26 Years   | Independent Director | N/A  | N/A                            |
| 9   | Mr. Md. Abul Quasem         | (Late) Mr. Abbas Ali Moral     | 67  | 17/A, Shantibagh, Rajarbagh, Dhaka-1217                     | M.S.S.  | 44 Years   | Independent Director | N/A  | N/A                            |

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

| SL. | Name                        | Position                  | Date of becoming Director for the first time | Date of Expiration of Current Term of Office |
|-----|-----------------------------|---------------------------|--|--|
| 1   | Mr. Monzur Kadir Shafi      | Managing Director         | 30 April 2014                                | 5 <sup>th</sup> October 2021                 |
| 2   | Mr. Gulam Rabbani Chowdhury | Chairman                  | 7 June 2011                                  | 12 <sup>th</sup> AGM in 2022                 |
| 3   | Mr. Faisal Ahmed Chowdhury  | Director                  | 7 June 2011                                  | 12 <sup>th</sup> AGM in 2022                 |
| 4   | Mr. Fahim Ahmed Chowdhury   | Nominated Director by BPL | 7 June 2011                                  | 12 <sup>th</sup> AGM in 2022                 |
| 5   | Mr. Md. Shirajul Islam      | Nominated Director by BPL | 30 April 2014                                | 11 <sup>th</sup> AGM in 2021                 |
| 6   | Mr. Afzal Rashid Choudhury  | Nominated Director by BPL | 7 June 2011                                  | 11 <sup>th</sup> AGM in 2021                 |
| 7   | Mr. Helal Ahmed Chowdhury   | Nominated Director by BPL | 12 March 2018                                | 11 <sup>th</sup> AGM in 2021                 |
| 8   | Mr. Zahrul Syed Bakht       | Independent Director      | 30 January 2020                              | 29 <sup>th</sup> January 2023                |
| 9   | Mr. Md. Abul Quasem         | Independent Director      | 14 November 2020                             | 13 <sup>th</sup> November 2023               |

(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:

| Sl. | Name                        | Position in BPPL                      | Involvement in other organization          |  |                              |
|-----|-----------------------------|---------------------------------------|--|--|------------------------------|
|     |                             |                                       | Name of the Organization                   | Types of business                      | Position                     |
| 1   | Mr. Faisal Ahmed Chowdhury  | Director                              | Baraka Power Limited                       | Power generation                       | Chairman                     |
|     |                             |                                       | Karnaphuli Power Limited                   | Power generation                       | Director                     |
|     |                             |                                       | Baraka Shikalbaha Power Limited            | Power generation                       | Director                     |
|     |                             |                                       | Royal Homes Limited                        | Real Estate                            | Chairman                     |
|     |                             |                                       | Royal Educare Limited                      | Educational service                    | Chairman                     |
|     |                             |                                       | Baraka Fashions Limited                    | RMG                                    | Chairman                     |
| 2   | Mr. Gulam Rabbani Chowdhury | Chairman                              | Baraka Apparels Limited                    | RMG                                    | Chairman                     |
|     |                             |                                       | Baraka Power Limited                       | Power generation                       | Director                     |
|     |                             |                                       | Karnaphuli Harbour Limited                 | Doc Yard                               | Managing Director            |
|     |                             |                                       | Karnaphuli Power Limited                   | Power generation                       | Managing Director            |
|     |                             |                                       | Baraka Shikalbaha Power Limited            | Power generation                       | Chairman                     |
|     |                             |                                       | Baraka Fashions Limited                    | RMG                                    | Managing Director            |
|     |                             |                                       | Baraka Apparels Limited                    | RMG                                    | Managing Director            |
|     |                             |                                       | Royal Homes Limited                        | Real Estate                            | Managing Director            |
|     |                             |                                       | Royal Educare Limited                      | Educational service                    | Managing Director            |
|     |                             |                                       | Queens Healthcare Limited                  | Healthcare service                     | Chairman                     |
| 3   | Mr. Monzur Kadir Shafi      | Managing Director                     | Brothers Machinery                         | Trading of agro machineries            | Partner                      |
|     |                             |                                       | Royal Homes Limited                        | Real Estate                            | Director                     |
|     |                             |                                       | Karnaphuli Harbour Limited                 | Doc Yard                               | Chairman                     |
|     |                             |                                       | Baraka Apparels Limited                    | RMG                                    | Director                     |
|     |                             |                                       | Baraka Fashions Limited                    | RMG                                    | Director                     |
|     |                             |                                       | Queens Healthcare Limited                  | Healthcare service                     | Director                     |
|     |                             |                                       | Baraka Power Limited                       | Power generation                       | Director                     |
|     |                             |                                       | Baraka Shikalbaha Power Limited            | Power generation                       | Director                     |
| 4   | Mr. Fahim Ahmed Chowdhury   | Nominee Director by Baraka Power Ltd. | Karnaphuli Power Limited                   | Power generation                       | Chairman                     |
|     |                             |                                       | Baraka Apparels Limited                    | RMG                                    | Director                     |
|     |                             |                                       | Baraka Fashions Limited                    | RMG                                    | Director                     |
|     |                             |                                       | Royal Educare Limited                      | Educational service                    | Director                     |
|     |                             |                                       | Queens Healthcare Limited                  | Healthcare service                     | Director                     |
|     |                             |                                       | Baraka Shikalbaha Power Limited            | Power generation                       | Director                     |
|     |                             |                                       | Karnaphuli Power Limited                   | Power generation                       | Director                     |
|     |                             |                                       | Baraka Power Limited                       | Power generation                       | Director & Managing Director |
| 5   | Mr. Md. Shirajul Islam      | Nominee Director by Baraka Power Ltd. | Karnaphuli Harbour Limited                 | Doc Yard                               | Director                     |
|     |                             |                                       | Royal Homes Limited                        | Real Estate                            | Director                     |
|     |                             |                                       | Baraka Apparels Limited                    | RMG                                    | Director                     |
|     |                             |                                       | Baraka Fashions Limited                    | RMG                                    | Director                     |
| 6   | Mr. Afzal Rashid Choudhury  | Nominee Director by Baraka Power Ltd. | Fusion Holdings (Pvt.) Limited             | Trading company                        | Chairman                     |
|     |                             |                                       | Baraka Power Limited                       | Power generation                       | Director                     |
|     |                             |                                       | Baraka Fashions Limited                    | RMG                                    | Director                     |
|     |                             |                                       | Karnaphuli Power Limited                   | Power generation                       | Director                     |
|     |                             |                                       | Baraka Shikalbaha Power Limited            | Power generation                       | Director                     |
|     |                             |                                       | Baraka Power Limited                       | Power generation                       | Director                     |
|     |                             |                                       | Queens Healthcare Limited                  | Healthcare service                     | Director                     |
|     |                             |                                       | NBR Ventures (Pvt.) Limited                | Trading company                        | Chairman                     |
| 7   | Mr. Helal Ahmed Chowdhury   | Nominee Director by Baraka Power Ltd. | Blue-Bird Auto                             | Trading company                        | Partner                      |
|     |                             |                                       | Nina Afzal Industries Limited              | Tea Plantation, Plump, Land Properties | Managing Director            |
|     |                             |                                       | Balisera Hill Tea Co. Limited              | Tea Estate                             | Managing Director            |
|     |                             |                                       | A. R. Properties                           | Developer company                      | Proprietor                   |
| 8   | Mr. Zahrul Syed Bakht       | Independent Director                  | Baraka Power Limited                       | Power generation                       | Independent Director         |
|     |                             |                                       | Bank Asia Limited                          | Bank                                   | Independent Director         |
|     |                             |                                       | Progressive Life Insurance Company Limited | Insurance                              | Nominee Director             |
| 9   | Mr. Md. Abul Quasem         | Independent Director                  | Karnaphuli Power Limited                   | Power generation                       | Nominated Director           |
|     |                             |                                       | Baraka Shikalbaha Power Limited            | Power generation                       | Nominated Director           |
| 9   | Mr. Md. Abul Quasem         | Independent Director                  | Bank Asia Limited                          | Bank                                   | Independent 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:

| Name of the Listed Company                 | Name of the Directors of the Issuer are Associated with | Dividend Payment History |               |                |               |                |               |
|--|---|--------------------------|---------------|----------------|---------------|----------------|---------------|
|  |   | 2019-2020                |               | 2018-2019      |               | 2017-2018      |               |
|  |   | Stock Dividend           | Cash Dividend | Stock Dividend | Cash Dividend | Stock Dividend | Cash Dividend |
| Baraka Power Limited                       | Mr. Faisal Ahmed Chowdhury                              | 7%                       | 8%            | -              | 10%           | 10%            | -             |
|  | Mr. Gulam Rabbani Chowdhury                             |                          |               |                |               |                |               |
|  | Mr. Monzur Kadir Shafi                                  |                          |               |                |               |                |               |
|  | Mr. Fahim Ahmed Chowdhury                               |                          |               |                |               |                |               |
|  | Mr. Md. Shirajul Islam                                  |                          |               |                |               |                |               |
|  | Mr. Afzal Rashid Chowdhury                              |                          |               |                |               |                |               |
|  | Mr. Helal Ahmed Chowdhury                               |                          |               |                |               |                |               |
| Bank Asia Limited                          | Mr. Helal Ahmed Chowdhury                               | -                        | -             | -              | 10%           | 5%             | 5%            |
|  | Mr. Md. Abul Quasem                                     |                          |               |                |               |                |               |
| Progressive Life Insurance Company Limited | Mr. Zahrul Syed Bakht                                   | -                        | -             | -              | -             | 12%            | -             |

Source: Dhaka Stock Exchange Limited

#### Market Performance:

| Particulars  | Baraka Power Limited | Bank Asia Limited | Progressive Life Insurance Company Limited |
|--|----------------------|-------------------|--|
| Market Cap in BDT (As Feb 24, 2021):   | 6,051.468 (mn)       | 19,237.463 (mn)   | 1,717.575 (mn)                             |
| Current Price Earnings Ratio (P/E) Based on Latest Audited Financial Statements (As Feb 24, 2021): | 10.04                | 9.82              | -  |
| Basic EPS - Continuing Operations  | 2.58                 | 1.68              | -  |
| NAV Per Share  | 18.42                | 21.09             | -  |
| Profit of Baraka Power Limited as per Audited Financial Statements of June 30, 2020:               | 567.06 (mn)          | -                 | -  |
| Profit of Bank Asia Limited as per Audited Financial Statements of 31 December, 2019               | -                    | 1,957.81 (mn)     | -  |

Source: Dhaka Stock Exchange Limited

Other than the above-mentioned security, the directors of BPPL are not associated with the securities market in any manner.

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

#### Family relationship among the Directors:

| Sl. | Name of Directors           | Relationship with           | Nature of Relationship |
|-----|-----------------------------|-----------------------------|------------------------|
| 1   | Mr. Faisal Ahmed Chowdhury  | Mr. Gulam Rabbani Chowdhury | Brother in Law         |
|     |                             | Mr. Fahim Ahmed Chowdhury   | Brother                |
|     |                             | Mr. Monjur Kadir Shafi      | Brother in Law         |
| 2   | Mr. Gulam Rabbani Chowdhury | Mr. Faisal Ahmed Chowdhury  | Brother in Law         |
|     |                             | Mr. Fahim Ahmed Chowdhury   | Brother in Law         |
|     |                             | Mr. Monjur Kadir Shafi      | Brother in Law         |
| 3   | Mr. Fahim Ahmed Chowdhury   | Mr. Gulam Rabbani Chowdhury | Brother in Law         |
|     |                             | Mr. Monjur Kadir Shafi      | Brother in Law         |
|     |                             | Mr. Faisal Ahmed Chowdhury  | Brother                |
| 4   | Mr. Monjur Kadir Shafi      | Mr. Faisal Ahmed Chowdhury  | Brother in Law         |
|     |                             | Mr. Gulam Rabbani Chowdhury | Brother in Law         |
|     |                             | Mr. Fahim Ahmed Chowdhury   | Brother in Law         |

**Family relationship among the Directors and top five officers:**

There is no family relationship among any of the directors and any of the top five employees of the company except mentioned above.

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

The directors of the issuer have following other business:

| Sl. | Name of Company        | Directors                       | Description of Business  |  |
|-----|------------------------|---------------------------------|--------------------------|--|
| 1   | Royal Homes Ltd.       | (a) Mr. Faisal Ahmed Chowdhury  | Address of the Company   | Shefa Bhaban (2 <sup>nd</sup> floor), Mirboxtola, Sylhet   |
|     |                        | (b) Mr. Gulam Rabbani Chowdhury | Legal Status             | Public limited company                                     |
|     |                        | (c) Mr. Monzur Kadir Shafi      | Date of Incorporation    | 23 February 2006   |
|     |                        | (d) Mr. Fahim Ahmed Chowdhury   | Operational status       | In operation   |
|     |                        |                                 | Nature of business       | Real Estate  |
|     |                        |                                 | Major Product or service | Residential and Commercial Plot                            |
| 2   | Baraka Power Ltd.      | (a) Mr. Faisal Ahmed Chowdhury  | Address of the Company   | 102-Azadi, Mirboxtola, Sylhet                              |
|     |                        | (b) Mr. Gulam Rabbani Chowdhury | Plant Address            | Fenchuganj, Sylhet   |
|     |                        | (c) Mr. Fahim Ahmed Chowdhury   | Legal Status             | Publicly traded company                                    |
|     |                        | (d) Mr. Monzur Kadir Shafi      | Date of Incorporation    | 26 June 2007   |
|     |                        | (e) Mr. Md. Shirajul Islam      | Operational status       | In operation since 24 October 2009                         |
|     |                        | (f) Mr. Afzal Rashid Choudhury  | Nature of business       | Power Generation   |
|     |                        | (g) Mr. Helal Ahmed Chowdhury   | Major Product or service | Electricity  |
|     |                        |                                 |                          |  |
| 3   | Brothers Machinery     | Mr. Gulam Rabbani Chowdhury     | Address of the Company   | Jail Road, Sylhet  |
|     |                        |                                 | Legal Status             | Partnership firm   |
|     |                        |                                 | Nature of business       | Trading of agro machineries                                |
| 4   | Royal Educare Ltd.     | (a) Mr. Faisal Ahmed Chowdhury  | Address of the Company   | Shefa Bhaban (2 <sup>nd</sup> floor), Mirboxtola, Sylhet   |
|     |                        | (b) Mr. Gulam Rabbani Chowdhury | Legal Status             | Private limited company                                    |
|     |                        | (c) Mr. Fahim Ahmed Chowdhury   | Date of Incorporation    | 28 February 2013   |
|     |                        | (c) Mr. Fahim Ahmed Chowdhury   | Operational status       | In operation   |
|     |                        |                                 | Nature of business       | Educational service  |
| 5   | Baraka Apparels Ltd.   | (a) Mr. Faisal Ahmed Chowdhury  | Address of the Company   | 6/A/1 Shegunbagicha, Dhaka                                 |
|     |                        | (b) Mr. Gulam Rabbani Chowdhury | Factory Address          | Nachratpur, Habiganj                                       |
|     |                        | (c) Mr. Monzur Kadir Shafi      | Legal Status             | Private limited company                                    |
|     |                        | (d) Mr. Fahim Ahmed Chowdhury   | Date of Incorporation    | 1 October 2015   |
|     |                        |                                 | Operational status       | Under construction   |
|     |                        |                                 | Nature of business       | RMG  |
|     |                        | (e) Mr. Mohammed Shirajul Islam | Major Product or service | Woven garments   |
| 6   | Queens Healthcare Ltd. | (a) Mr. Gulam Rabbani Chowdhury | Address of the Company   | Khairun Bhaban (6 <sup>th</sup> floor), Mirboxtola, Sylhet |
|     |                        | (b) Mr. Monzur Kadir Shafi      | Legal Status             | Private limited company                                    |
|     |                        | (c) Mr. Fahim Ahmed Chowdhury   | Date of Incorporation    | 7 July 2015  |
|     |                        | (d) Mr. Afzal Rashid Choudhury  | Operational status       | Under construction   |
|     |                        |                                 | Nature of business       | Healthcare service   |

| Sl. | Name of Company                 | Directors                                    | Description of Business  |  |
|-----|---------------------------------|--|--------------------------|--|
| 7   | Karnaphuli Power Limited        | (a) Mr. Faisal Ahmed Chowdhury               | Address of the Company   | 6/A/1 Shegunbagicha, Dhaka                         |
|     |                                 | (b) Mr. Gulam Rabbani Chowdhury              | Legal Status             | Public limited company                             |
|     |                                 |  | Date of Incorporation    | 17 November 2014                                   |
|     |                                 | (c) Mr. Fahim Ahmed Chowdhury                | Current status           | In operation since August 20, 2019                 |
|     |                                 | (d) Mr. Monzur Kadir Shafi                   | Nature of business       | Power Generation                                   |
|     |                                 | (e) Mr. Afzal Rashid Choudhury               | Major Product or service | Electricity  |
|     |                                 | (f) Mr. Zahrul Syed Bakht (Nominee Director) |                          |  |
| 8   | Baraka Shikalbaha Power Limited | (a) Mr. Faisal Ahmed Chowdhury               | Address of the Company   | 6/A/1 Shegunbagicha, Dhaka                         |
|     |                                 | (b) Mr. Gulam Rabbani Chowdhury              | Legal Status             | Public limited company                             |
|     |                                 |  | Date of Incorporation    | 13 December 2017                                   |
|     |                                 | (c) Mr. Fahim Ahmed Chowdhury                | Current status           | In operation since May 24, 2019                    |
|     |                                 | (d) Mr. Monzur Kadir Shafi                   | Nature of business       | Power Generation                                   |
|     |                                 | (e) Mr. Afzal Rashid Choudhury               | Major Product or service | Electricity  |
|     |                                 | (f) Mr. Zahrul Syed Bakht (Nominee Director) |                          |  |
| 9   | Blue Bird Auto                  | Mr. Afzal Rashid Choudhury                   | Address of the Company   | "Rashid House" Digonto-26, Amberkhana, Sylhet      |
|     |                                 |  | Legal Status             | Partnership firm                                   |
|     |                                 |  | Nature of business       | Trading company                                    |
|     |                                 |  | Major Product or service | Motor vehicle                                      |
| 10  | Nina-Afzal Industries Ltd.      | Mr. Afzal Rashid Choudhury                   | Address of the Company   | "Rashid House" Digonto-26, Amberkhana, Sylhet      |
|     |                                 |  | Legal Status             | Private limited company                            |
|     |                                 |  | Nature of business       | Tea plantation                                     |
| 11  | Balisera Hill Tea Co. Ltd.      | Mr. Afzal Rashid Choudhury                   | Address of the Company   | "Rashid House" Digonto-26, Amberkhana, Sylhet      |
|     |                                 |  | Legal Status             | Private limited company                            |
|     |                                 |  | Nature of business       | Tea Estate   |
| 12  | A.R. Properties                 | Mr. Afzal Rashid Choudhury                   | Address of the Company   | "Rashid House" Digonto-26, Amberkhana, Sylhet      |
|     |                                 |  | Legal Status             | Proprietorship                                     |
|     |                                 |  | Nature of business       | Property Development                               |
| 13  | Baraka Fashions Limited         | (a) Mr. Faisal Ahmed Chowdhury               | Address of the Company   | 06, Singbari Road, Boro Dewra, Tongi, Gazipur 1700 |
|     |                                 | (b) Mr. Gulam Rabbani Chowdhury              | Legal Status             | Private Limited Company                            |
|     |                                 | (c) Mr. Monzur Kadir Shafi                   | Nature of business       | RMG  |
|     |                                 | (d) Mr. Fahim Ahmed Chowdhury                | Major Product or Service | Woven graments                                     |
|     |                                 | (e) Mr. Md. Shirajul Islam                   |                          |  |

| Sl. | Name of Company                    | Directors  | Description of Business  |  |
|-----|------------------------------------|--|--------------------------|--|
| 14  | Bank Asia Limited                  | Mr. Helal Ahmed Chowdhury  | Address of the Company   | Bank Asia Tower, 32 - 34, Kazi Nazrul Islam Avenue, Karwan Bazar, Dhaka                                |
|     |                                    |  | Legal Status             | Publicly Traded Company  |
|     |                                    |  | Nature of business       | Bank   |
|     |                                    |  | Major Product or Service | Banking Services   |
| 15  | Progressive Life Insurance Limited | Mr. Zahrul Syed Bakht  | Address of the Company   | National Scout Bhaban (5th,6th,7th & 8th Floor)<br>60, Anjuman Mufidul Islam Road, Kakrail, Dhaka-1000 |
|     |                                    |  | Legal Status             | Publicly Traded Company  |
|     |                                    |  | Nature of business       | Life Insurance   |
|     |                                    |  | Major Product or Service | Life Insurance Services  |
| 16  | Karnaphuli Harbour Limited         | (a) Mr. Gulam Rabbani Chowdhury<br>(b) Mr. Monzur Kadir Shafi<br>(c) Mr. Fahim Ahmed Chowdhury | Address of the Company   | 6/A/1 (1 <sup>st</sup> & 2 <sup>nd</sup> Floor), Topkhana Road, Shegunbagicha, Dhaka                   |
|     |                                    |  | Legal Status             | Private Limited Company  |
|     |                                    |  | Date of Incorporation    | 19 August 2020   |
|     |                                    |  | Current status           | In Operation   |
|     |                                    |  | Nature of business       | Doc Yard   |
|     |                                    |  | Major Product or service | Doc Yard Service   |
| 17  | Fusion Holdings (Pvt.) Limited     | Mr. Md. Shirajul Islam   | Address of the Company   | 6/A/1, Shegunbagicha, Dhaka  |
|     |                                    |  | Legal Status             | Private Limited Company  |
|     |                                    |  | Date of Incorporation    | 1 September 2015   |
|     |                                    |  | Current status           | In Operation   |
|     |                                    |  | Nature of business       | Trading Concern  |
| 18  | NRB Ventures (Pvt.) Limited        | Mr. Afzal Rashid Choudhury   | Address of the Company   | Doyel, 19, Subidbazar, Sylhet  |
|     |                                    |  | Legal Status             | Private Limited Company  |
|     |                                    |  | Date of Incorporation    | 19 November 2018   |
|     |                                    |  | Nature of business       | Trading Concern  |

### (g) Short Bio-Data of the Directors

#### Mr. Gulam Rabbani Chowdhury

##### Chairman

Chairman of Baraka Patenga Power Limited, Gulam Rabbani Chowdhury reflects on his diverse career in machine manufacturing, real estate, power, education and readymade garments industry, where dynamism of entrepreneurship and management discipline are the best parts of it; how to make a new startup to a huge success, how to engage and inspire NRB investors to invest in Bangladesh, how to lead a huge capital investment and extremely complex operation oriented business like power generation successfully, how to develop a strong and high level international network of business relations, how to brand yourself as a respected business leader and many more.

At present he is leading the Baraka Power Limited which continuously supplying electricity to the National Grid. The plant is situated at Fenchuganj, Sylhet and powered by General Electric (GE) installed generators producing 51 MW of power and has been operational since 2009. With power plant in profitability, Mr. Chowdhury successfully took the private company to IPO flotation, listing it on both Dhaka and Chittagong Stock Exchanges in Bangladesh.

With the efforts of Mr. Chowdhury, the success story of Baraka Power Limited set a new milestone for NRB investors, encouraging them to make further investment in the power sector. In 2011 Baraka Power signed a second PPA & IA to build a 50 MW power plant at Patenga, Chittagong which has been continuously supplying electricity to the national grid since the 4th May 2014. Inspired by the success of these two power plants, he is leading the construction of two new 110 MW and 105 MW HFO fired power plants at Chittagong. Developing his entrepreneurial

vision further afield, he ventured into the readymade garments industry and he started of a readymade garment under the name of Bela Fashions Limited; a ten lines capacity woven garments located at Tongi, Gazipur.

Before starting Baraka Power Limited, Mr. Chowdhury with the support of a group of NRB investors successfully established an innovative and unique large-scale townscape vision by the name of “Royal City” in Sylhet, on 2006 which is a project of Royal Homes Limited. It has made a significant impact in the future of Sylhet as a fast-developing city, providing well planned residential and commercial facilities.

During his career, Mr. Chowdhury identified the lack of high international standard educational facilities in Sylhet. Along with a consortium of NRB investors, he has been a key figure in establishing a leading educational organization by the name of Royal Educare Limited (REL) which aims to raise children with the highest standards of education. REL currently comprises of educational facilities from Eurokids Kindergarten up to and including primary and secondary schooling in RISE (Royal Institute of Smart Education). RISE school has incorporated the world respected and renowned Cambridge Curriculum. The Cambridge body has approved RISE as one of the best technology based premium international schools in the country, located in the heart of Sylhet.

Mr. Chowdhury started his business career as Founder Managing Director by establishing Alim Industries Ltd. (An agricultural machinery manufacturing company) in the early 1990's. His enthusiasm, hard work, dedication, dynamism, foresight and skilled leadership took the company into one of the top-rated companies in the Agro Machinery Manufacturing sector. As a result, the company achieved a Presidential Award as a leading Agricultural Machinery Manufacturer of the company in the Bengali year 1395.

Mr. Chowdhury is also actively involved with some professional organizations where he significantly contributes to the achieve the respective organizations' goals. He is a former Executive Member of Bangladesh Association of Publicly Listed Companies (BAPLC) and former Vice President of Bangladesh Independent Power Producers' Association (BIPPA).

Mr. Chowdhury earned his bachelor degree in science under the Chittagong University. He attended many overseas trainings; specializing in metallurgy & manufacturing process, gaining a deep understanding and knowledge of industrial manufacturing and development. He has attended Business Leadership Forum on Smart Energy in Italy. He has visited many countries and attended seminars, international conferences and exhibitions such as in Australia, Canada, China, Denmark, France, Germany, India, Italy, Malaysia, Maldives, Morocco, Singapore, Thailand, Turkey, UAE, UK and USA. As a result of the numerous business successes across a variety of sectors, Mr. Chowdhury has received many accolades and corporate awards.

He was born in 1966 & brought up in a respectable family at Sylhet. Whilst he continues to establish successful business, Mr. Chowdhury holds dear to his heart the most important work which needs to be done to enhance the education and health and living standards of the poor and needy throughout Bangladesh. He contributes significantly in many ways to these major and most important issues that Bangladesh is facing.

#### **Mr. Monzur Kadir Shafi**

*Managing Director*

Mr. Manzur Shafi is a first-generation entrepreneur who joined hands with two other young business professionals at his young age to start a hospitality business in Hamtramck, Michigan, in 1998. Mr. Shafi, graduated in 1991 and studied Law and then to sharpen his skills obtained multiple training in hospitality business globally. His first adventure into the business started in New York City where he quickly turned his promoting skill into new business entrepreneurship and his 'experiment' in Michigan earned him credits and accolades from all including the Better Business Bureau of Michigan and Detroit News. His interest in US politics also allowed him to be known by notable politicians in Michigan, like Senator Carl Levin, Senator Gray Peters and US Congressmen Hansan Clark, John Conyers and others. His success in restaurant business, earned him an interview with CNN, which was telecasted globally.

He belongs to a Muslim family in Sylhet. His father, Late Muhibur Rahman Chowdhury and his family also influenced him to be a successful business entrepreneur. But his desire to enter into Hospitality industry from a simple life in Sylhet to United States of America and to gain recognition in the society was purely because of his hard-diligent work and his persistent in becoming successful. Mr. Shafi believes in various variables like risk taking capacity, self-confidence, persuasion, innovation, the capacity to cope with stress, hard work and commitment are the factors which contribute to the success of an entrepreneur. Above all he gives maximum importance to the right judgement of the entrepreneur about the timings of the project he gets involved in. He is also a trustee member of North East University, Sylhet. After obtaining diversity knowledge and experience in different field of business, he joined Baraka Patenga Power Limited as Project Director and now the Company appointed him as Managing Director.

**Mr. Faisal Ahmed Chowdhury**

*Director*

Mr. Faisal Ahmed Chowdhury is a visionary business leader and possessing over twenty seven years of highly successful leadership in the area of fiscal, strategic, and operational management. He is a dynamic & result oriented businessman with a strong track record in a number of industrial sectors. His excellent analytical, interpersonal and motivational skills have made him a prominent and respected business leader in Bangladesh.

After completing his graduation, during the 1990's he relocated to the UK and started his own business founding Apex Printing and Publications Ltd. and then went on to established Imprint Trading Ltd., both of which were very successful.

With the ambition of establishing businesses in his motherland and for the development of the socio-economic standard of the nation, he successfully started an internationally recognized real estate company in Bangladesh named Royal City (300 acres), situated at the gateway of Sylhet. The vision established a modern independent residential town with a diverse range of world-class civic facilities. With strong entrepreneurial and leadership skills, he was able to encourage many NRBs (Non-Resident Bangladeshis) unfamiliar with the commercial landscape of Bangladesh to invest in their home nation of origin.

Recently he has established an international standard educational organization, by the name of Royal Educare Limited (REL) in Bangladesh. Currently REL includes Eurokids Kindergarten and Royal Institute of Smart Education (RISE) primary & secondary school. RISE School incorporates the world renowned Cambridge University Curriculum. The future vision of REL is to develop the educational standards of the youth of Bangladesh with the aim of leaving a legacy for the future generation to build and improve our beloved nation, Bangladesh.

Along with NRBs and local entrepreneurs, Mr. Faisal Chowdhury established Baraka Power Limited previously called Barakatullah Electro Dynamics Limited in 2007. This venture has helped to resolve the national power shortage in Bangladesh. Remarkably, his unique entrepreneurial and leadership skills has made Baraka Power Limited fully operational and created a valuable organization within a very short span of time. Then he went on to establish a second power plant named Baraka Patenga Power Limited (BPPL) in Chittagong. BPPL is the first power plant to be funded by the World Bank foreign currency loan under IPFF facility. BPPL maintains high environmental standards by introducing a Flue Gas Desulfurization (FGD) system to minimize the environmental impact.

Mr. Faisal Chowdhury is also involved in several community and social interest activities and organizations. He is an Elected Executive Member of Foreign Investors Chamber of Commerce & Industry (FICCI) for the year 2017-2019, Executive Member of the Bangladesh Red Crescent Society, Sylhet Unit and Mujib-Jahan Blood Bank and President of Sylhet Zimkhana Cricket Club. He has a deep interest and passion in participating in social and community interest projects that help improve the socio-economic prosperity of Bangladesh as a whole.

Mr. Faisal Chowdhury is well travelled with a good understanding of the diversity of culture. He has visited several countries including India, China, Thailand, Singapore, Hong Kong, Malaysia, Saudi Arabia, Canada, Austria, Germany, UK, USA, Sweden, Finland, Norway, Switzerland etc. He regularly attends business seminars and international



exhibitions throughout the world and has built high level international networks to take Bangladeshi businesses into global level.

**Mr. Fahim Ahmed Chowdhury**

*Nominee Director by Baraka Power Ltd.*

Fahim A Chowdhury is a member of a reputed business family. He is a person with strong vision and the confidence to take calculative risks in business. After completion of his graduation he began his career at Birmingham airport, GAP flagship & TFL in order to gain experience in customer service. He then started different businesses such as a fast food takeaway restaurant, money transfer & travel agent and real estate business etc. in London and succeeded in gaining a good reputation in the field of business. He completed MBA in HRM and also achieved a BETEC qualification in customer service from the City Council of London which helped him to achieve vast knowledge in building community relationships as well as increased his managerial skills. In the spirit of contributing to the development of the motherland he moved to Bangladesh and joined as a Project Director to Baraka Power and subsequently he took the responsibility of Managing Director.

Fahim A Chowdhury is also involved in many charitable organizations. He is currently serving as the president of the Rotary club of Sylhet Sunshine and Nirjar Shahitta Shongcriti Crira Shongtha, member of Paul Harris Fellow. He is also a life member of Baraka Foundation & Baraka Arabic Learning Centre.

**Mr. Afzal Rashid Choudhury**

*Nominated Director by Baraka Power Ltd.*

Mr. Afzal Rashid Choudhury was born in 28 October 1969 at Sylhet, Bangladesh. By his wide knowledge in the field of business he expands his business activities in a vast area. Beside the directorship of the company, he is the Proprietor of A. R. Properties, Partner of Blue Bird Auto, Managing Director of Nina-Afzal Industries Ltd. (Khadim Tea Estate, Goolni Tea Estate & Nina-Afzal Properties), Balisera Hill Tea Company Limited (Junglebari Tea Estate). He is also a Director of Baraka Power Limited and the Chairman of NRB Ventures (Pvt.) Limited.

**Mr. Md. Shirajul Islam**

*Nominated Director by Baraka Power Ltd.*

Mr. Shirajul Islam is a reputed business person having garments business in U.K. and thus gathered more than 25 years of experience in Readymade garments (RMG) business. Besides, he also engaged himself in hotel business. He has the potential skills required to manage diversified business in different countries. Baraka Power Ltd. found the qualities that match to be a Director of the company and have the honor to absorb him for the position. The newly established associate company i.e. Baraka Apparels Limited and Baraka Fashions Limited have been founded by capitalizing his vast experience in the RMG sector.

**Mr. Helal Ahmed Chowdhury**

*Nominated Director by Baraka Power Ltd.*

Mr. Helal Ahmed Chowdhury is an Independent Director of the Baraka Power Limited and also serving with Bank Asia Limited as an Independent Director. He was Managing Director & CEO of Pubali Bank Limited for nine-year tenure during 2006-2014. After completion of Masters Degree, he joined at Pubali Bank in 1977 as first class officer through Superior Service Examination, served in different capacities and promoted as its CEO which is a rare event. Under his dynamic leadership Pubali Bank became a role-model bank. Experienced of about four decades in banking, Helal Ahmed Chowdhury was a Supernumerary Professor of Bangladesh Institute of Bank Management. He is a Diplomaed Associate of IBB. He completed foundation course at Sonali Bank London and the then BCCI during 1986-87. He attended many short and long courses at home and abroad in different universities including Oxford and Cambridge of UK, UC Berkeley and Columbia University, USA. He joined at different trade delegations abroad. He was vice-chairman of ABB and now associated with it.

**Mr. Zahrul Syed Bakht***Independent Director*

Mr. Zahrul Syed Bakht has been appointed to the Board of Baraka Patenga Power Limited on January 30, 2020, as independent director. He is a CPA and CMA from The Society of Management Accountants of Ontario, Canada. He is also representing Baraka Patenga Power Limited in the Board of Karnaphuli Power Limited. Mr. Bakht is a Fellow member of The Institute of Cost and Management Accountants of Bangladesh. He is an Associate member of Certified Management Accountants of Ontario, Canada. In his 25 years of career, he worked in several distinguished organizations in different dignified positions. He is a former director of Delta Brac Housing Finance Corporation Limited, Jalalabad Telecom Limited and Green Delta Financial Services Limited. Apart from Karnaphuli Power Limited, presently Mr. Zahrul Syed Bakht is also a Nominee Director of Progressive Life Insurance Company Limited and Baraka Shikalbaha Power Limited.

**Mr. Md. Abul Quasem***Independent Director*

Mr. Md. Abul Quasem has been appointed to the Board of Baraka Patenga Power Limited on November 14, 2020, as an independent director and also serving with Bank Asia Limited as an Independent Director. Mr. Quasem was the Deputy Governor of Bangladesh Bank from July 2011 to March 2016 and Executive Director of Bangladesh Bank from September 2005 to December 2010. Starting from 1976 in Bangladesh Bank as an Assistant Director, he served in different capacities in Bangladesh Bank over his long tenure (over 40 years). He also served as director of Basic Bank Ltd., Dhaka Stock Exchange Ltd., SME Foundation and also The Security Printing Corporation (Bangladesh) Ltd., popularly known as Takshal. During his tenure in Takshal, he helped procure latest machineries in Takshal. Mr. Quasem also served as observer in two problem banks in the private sector from 1999 to 2004 and subsequently both of them came out of 'problem' status. Mr. Quasem completed B.S.S. (Hons.) in Economics and M.S.S. in Economics respectively in 1973 and 1974 from University of Dhaka. He attended many domestic/foreign trainings and seminars in different international organisations in various countries.

**(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 and shareholders who holds 10 % or more shares in the paid-up capital of the Issuer is loan defaulter.

**(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                       | Position                | Educational Qualification | Age | Date of Joining in the Company | Overall Experience (in year) | Previous Employment   | Remuneration Paid During 2019-20 |
|----------------------------|-------------------------|---------------------------|-----|--------------------------------|------------------------------|---|----------------------------------|
| Mr. Manzur Kadir Shafi     | Managing Director       | B.A.                      | 48  | 30 April 2014                  | 22                           | N/A   | 5,568,000                        |
| Mr. Mohammed Monirul Islam | Chief Financial Officer | MBA (Finance)             | 48  | 01 January 2016                | 22                           | Summit Power, Baraka Power Limited                                      | 2,848,282                        |
| Mr. Mohammad Rana          | Company Secretary       | MBA                       | 41  | 02 October 2017                | 14                           | Prime Finance Capital Management Limited, Prime Bank Investment Limited | 1,889,418                        |
| Mr. Monoj Das Gupta        | Head of Internal Audit  | M.Com.                    | 39  | 01 January 2016                | 11                           | Baraka Power Limited  | 1,205,078                        |
| Chief Executive Officer    |                         |                           |     |                                | N/A                          |   |                                  |
| Advisers                   |                         |                           |     |                                | N/A                          |   |                                  |
| Consultants                |                         |                           |     |                                | N/A                          |   |                                  |

It is mentionable that the company had no chief executive officer, advisors and consultant. Currently, the Directors of BPPL are not holding the executive position except the newly appointed Managing Director, Mr. Manzur Kadir Shafi from October 6, 2018.

(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 were no change in the key management persons during the last three years except Managing Director. There is no change otherwise than by way of retirement in the normal course in the senior key management personnel particularly incharge of production, planning, finance and marketing during the last three years prior to the date of filling the prospectus except Managing Director. The said changes during last 3 (Three) years which are not high compare 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 of the Sponsors, Father's Name, Age, Personal Address  | Educational Qualification and Experience  | Positions/Posts |   | Other Ventures of Each Sponsor   |
|---|---|-----------------|---|--|
|   |   | Past            | Present   |  |
| <b>Name:</b> Baraka Power Limited<br><b>Father's name:</b> N/A<br><b>Age:</b> N/A<br><b>Personal Address:</b> N/A   | <b>Educational Qualification:</b> N/A<br><b>Experience:</b> N/A   | Sponsor         | Director (Represented by Fahim Ahmed Chowdhury, Md. Shirajul Islam, Afzal Rashid Choudhury & Helal Ahmed Chowdhury) | Karnaphuli Power Limited<br>Baraka Shikalbaha Power Limited<br>Baraka Fashions Limited   |
| <b>Name:</b> Mr. Faisal Ahmed Chowdhury<br><b>Father's name:</b> Mr. Md. Abdul Mumith Chowdhury<br><b>Age:</b> 50 Years<br><b>Personal Address:</b> 2 Nirjhor, Lovely Road, West SubidBazar, Sylhet | <b>Educational Qualification:</b> B.A<br><b>Experience:</b> 28 Years  | Sponsor         | Director  | Baraka Power Limited<br>Karnaphuli Power Limited<br>Baraka Shikalbaha Power Limited<br>Royal Homes Limited<br>Royal Educare Limited<br>Baraka Fashions Limited<br>Baraka Apparels Limited  |
| <b>Name:</b> Mr. Gulam Rabbani Chowdhury<br><b>Father's name:</b> Mr. Gulam Mustafa Chowdhury<br><b>Age:</b> 54 Years<br><b>Personal Address:</b> 48, Shagardighirpar, West Subid Bazar, Sylhet     | <b>Educational Qualification:</b> B. Sc (Hon.),<br>Foreign Training in Metallurgy & Machinery Production<br><b>Experience:</b> 35 Years | Sponsor         | Chairman  | Baraka Power Limited<br>Karnaphuli Power Limited<br>Baraka Shikalbaha Power Limited<br>Baraka Fashions Limited<br>Baraka Apparels Limited<br>Karnaphuli Harbour Limited<br>Royal Homes Limited<br>Royal Educare Limited<br>Queens Healthcare Limited<br>Brothers Machinery |

(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.:

| Name                                       | Acquisition of Control  | Date of Acquisition | Terms of Acquisition | Consideration paid for such acquisition |
|--|---|---------------------|----------------------|---|
| Mr. Monzur Kadir Shafi (Managing Director) | Acquired 2,575,001 ordinary shares. Currently he holds total 4,150,001 ordinary shares which is 4.18% of total shares of BPPL | 29-Sep-20           | N/A                  | Cash                                    |

Other than the above both Mr. Faisal Ahmed Chowdhury & Mr. Gulam Rabbani Chowdhury are sponsors and all other directors are nominated by Baraka Power Limited, which is also a sponsor of BPPL.

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

The sponsors/directors of the Company have experience in the proposed line of business.

**(n) Interest of the key management persons:**

There is no other interest with the key management except the followings:

| Sl. | Name of key management persons | Designation                                  | Details of Interest (2019-2020)                       |
|-----|--------------------------------|--|---|
| 1   | Mr. Gulam Rabbani Chowdhury    | Chairman                                     | Dividend & Board meeting attendance fee               |
| 2   | Mr. Faisal Ahmed Chowdhury     | Director                                     | Dividend & Board meeting attendance fee               |
| 3   | Mr. Monzur Kadir Shafi         | Managing Director                            | Remuneration, Dividend & Board meeting attendance fee |
| 4   | Mr. Fahim Ahmed Chowdhury      | Director (Nominated by Baraka Power Limited) | Dividend & Board meeting attendance fee               |

Currently, the Directors of BPPL are not holding the executive position except the newly appointed Managing Director, Mr. Manzur Kadir Shafi from October 6, 2018.

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

| Sl. | Name of Director   | Nature of interest in the transaction | Amount of transaction |           |           |           |           |
|-----|--|---------------------------------------|-----------------------|-----------|-----------|-----------|-----------|
|     |  |                                       | 2019-20               | 2018-19   | 2017-18   | 2016-17   | 2015-16   |
| 1   | <b>Mr. Faisal Ahmed Chowdhury</b><br><i>Director</i>   | Board attendance fee                  | 55,000                | 80,000    | 70,000    | 27,250    | 30,000    |
|     |  | Remuneration                          | -                     | 630,000   | 1,980,000 | 1,650,000 | 1,350,000 |
| 2   | <b>Mr. Gulam Rabbani Chowdhury</b><br><i>Chairman</i>  | Board attendance fee                  | 77,000                | 80,000    | 70,000    | 27,250    | 30,000    |
|     |  | Remuneration                          | -                     | 630,000   | 1,980,000 | 1,650,000 | 1,350,000 |
| 3   | <b>Mr. Monzur Kadir Shafi</b><br><i>Managing Director</i>  | Board attendance fee                  | 77,000                | 30,000    | 60,000    | 15,750    | 15,000    |
|     |  | Remuneration                          | 5,568,000             | 4,158,000 | 3,828,000 | 3,498,000 | 2,940,000 |
| 4   | <b>Mr. Fahim Ahmed Chowdhury</b><br><i>Nominated Director by Baraka Power Limited</i>                  | Board attendance fee                  | 110,000               | 80,000    | 40,000    | 27,250    | 20,000    |
|     |  | Remuneration                          | -                     | 288,000   | 858,000   | 660,000   | 600,000   |
| 5   | <b>Mr. Md. Shirajul Islam</b><br><i>Nominated Director by Baraka Power Limited</i>                     | Board attendance fee                  | 33,000                | 70,000    | 10,000    | 21,500    | 25,000    |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 6   | <b>Mr. Afzal Rashid Chowdhury</b><br><i>Nominated Director by Baraka Power Limited</i>                 | Board attendance fee                  | 66,000                | 70,000    | 30,000    | 21,500    | 20,000    |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 7   | <b>Dr. Tofayel Ahmed Ph. D</b><br><i>Independent Director nominated by Baraka Power Ltd.</i>           | Board attendance fee                  | -                     | -         | 10,000    | 27,250    | 25,000    |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 8   | <b>Mr. Md. Touhidul Islam</b><br><i>Independent Director</i>   | Board attendance fee                  | -                     | -         | -         | -         | 7,250     |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 9   | <b>Engr. Jalal Uddin Ahmed Chowdhury</b><br><i>Independent Director nominated by Baraka Power Ltd.</i> | Board attendance fee                  | -                     | -         | 50,000    | -         | -         |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 10  | <b>Helal Ahmed Chowdhury</b><br><i>Nominated Independent Director by Baraka Power Ltd.</i>             | Board attendance fee                  | 110,000               | 60,000    | 10,000    | -         | -         |
| 11  | <b>Mohammad Ashab Uddin</b><br><i>Independent Director</i>   | Board attendance fee                  | -                     | 40,000    | -         | -         | -         |
| 12  | <b>Mr. Zahrul Syed Bakht</b><br><i>Independent Director</i>  | Board attendance fee                  | 11,000                | -         | -         | -         | -         |

**Note:** There is no pecuniary interest or facilities enjoyed by directors except stated above.

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

| SL. No.      | Name of the Shareholders  | No. of Share      | Shareholding Percentage at present (pre-issue) (%) |
|--------------|---|-------------------|--|
| 1            | Baraka Power Limited  | 50,604,750        | 51.00%   |
| 2            | Gulam Rabbani Chowdhury   | 4,150,000         | 4.18%  |
| 3            | Faisal Ahmed Chowdhury  | 4,150,000         | 4.18%  |
| 4            | Monzur Kadir Shafi  | 4,150,001         | 4.18%  |
| 5            | Fahim Ahmed Chowdhury (Nominated Director by Baraka Power Limited)  | 850,500           | 0.86%  |
| 6            | Md. Shirajul Islam (Nominated Director by Baraka Power Limited)     | 1,050,000         | 1.06%  |
| 7            | Afzal Rashid Choudhury (Nominated Director by Baraka Power Limited) | 1,050,000         | 1.06%  |
| <b>Total</b> |   | <b>66,005,251</b> | <b>66.52%</b>                                      |

**(q) Change in Board of Directors during last three years:**

| Name  | 2020-21              | 2019-20              | 2018-19   |
|---|----------------------|----------------------|---|
| Mr. Faisal Ahmed Chowdhury  | Existing             | Existing             | Retired & Re-elect  |
| Mr. Gulam Rabbani Chowdhury   | Existing             | Existing             | Retired & Re-elect  |
| Mr. Fahim Ahmed Chowdhury<br>(Nominated Director by Baraka Power Limited)             | Existing             | Retired & Re-elect   | Existing  |
| Mr. Monzur Kadir Shafi  | Existing             | Existing             | Resigned as nominated director and appointed as Managing Director |
| Mr. Md. Shirajul Islam<br>(Nominated Director by Baraka Power Limited)                | Existing             | Retired & Re-elect   | Retired & Re-elect  |
| Mr. Afzal Rashid Choudhury<br>(Nominated Director by Baraka Power Limited)            | Existing             | Retired & Re-elect   | Existing  |
| Dr. Tofayel Ahmed Ph. D<br>(Nominated Independent Director by Baraka Power Limited)   | -                    | -                    | -   |
| Mr. Touhidul Islam<br>(Independent Director)  | -                    | -                    | -   |
| Engr. Jalal Uddin Ahmed Chowdhury (Independent Director)                              | -                    | -                    | Voluntarily Resigned  |
| Mr. Helal Ahmed Chowdhury<br>(Independent Director nominated by Baraka Power Limited) | Nomination withdrawn | Existing             | Existing  |
| Mr. Helal Ahmed Chowdhury<br>(Nominated Director by Baraka Power Limited)             | Newly Appointed      | -                    | -   |
| Mr. Mohammad Ashab Uddin<br>(Independent Director)                                    | -                    | Voluntarily Resigned | Newly Appointed   |
| Mr. Zahrul Syed Bakht<br>(Independent Director)                                       | Existing             | Newly Appointed      | -   |
| Md. Abul Quasem<br>(Independent Director)   | Newly Appointed      | -                    | -   |

**(r) Director's engagement with similar business:**

| Sl. | Name of the Director        | Engagement with similar business |                              |
|-----|-----------------------------|----------------------------------|------------------------------|
|     |                             | Name of the Company              | Nature of Engagement         |
| 1   | Mr. Gulam Rabbani Chowdhury | Baraka Power Limited             | Director                     |
| 2   | Mr. Faisal Ahmed Chowdhury  |                                  | Chairman                     |
| 3   | Mr. Helal Ahmed Chowdhury   |                                  | Independent Director         |
| 4   | Mr. Fahim Ahmed Chowdhury   |                                  | Director & Managing Director |
| 5   | Mr. Monzur Kadir Shafi      |                                  | Director                     |
| 6   | Mr. Md. Shirajul Islam      |                                  | Director                     |
| 7   | Mr. Afzal Rashid Choudhury  |                                  | Director                     |

| Sl. | Name of the Director        | Engagement with similar business |   |
|-----|-----------------------------|----------------------------------|---|
|     |                             | Name of the Company              | Nature of Engagement                    |
| 1   | Mr. Faisal Ahmed Chowdhury  | Karnaphuli Power Limited         | Director (Nominated by BPPL)            |
| 2   | Mr. Gulam Rabbani Chowdhury |                                  | Director (Nominated by BPL) & MD        |
| 3   | Mr. Monzur Kadir Shafi      |                                  | Director (Nominated by BPPL) & Chairman |
| 4   | Mr. Fahim Ahmed Chowdhury   |                                  | Director (Nominated by BPL)             |
| 5   | Mr. Afzal Rashid Choudhury  |                                  | Director (Nominated by BPPL)            |
| 6   | Mr. Zahrul Syed Bakht       |                                  | Director (Nominated by BPPL)            |

| Sl. | Name of the Director        | Engagement with similar business |  |
|-----|-----------------------------|----------------------------------|--|
|     |                             | Name of the Company              | Nature of Engagement                   |
| 1   | Mr. Faisal Ahmed Chowdhury  | Baraka Shikalbaha Power Limited  | Director (Nominated by BPPL)           |
| 2   | Mr. Gulam Rabbani Chowdhury |                                  | Director (Nominated by BPL) & Chairman |
| 3   | Mr. Monzur Kadir Shafi      |                                  | Director (Nominated by BPPL)           |
| 4   | Mr. Fahim Ahmed Chowdhury   |                                  | Director (Nominated by BPL)            |
| 5   | Mr. Afzal Rashid Choudhury  |                                  | Director (Nominated by BPPL)           |
| 6   | Mr. Zahrul Syed Bakht       |                                  | Director (Nominated by BPPL)           |

## SECTION: IX CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

(a) 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.

### TO WHOM IT MAY CONCERN

This is to certify that the Financial Statements of the Baraka Patenga Power Ltd. furnished for our audit does not have any transaction during the last five years, or any proposed transaction, between the issuer and any of the following persons:

- (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;

Except the transactions described in the following table:

| Name of the Related Party   | Nature of Relationship                                  | Nature of Transaction                    | Value of the Transactions during the year |                 |                 |                 |                 | Receivables/(Payables) |                  |                  |                  |                  |
|-----------------------------|---|--|---|-----------------|-----------------|-----------------|-----------------|------------------------|------------------|------------------|------------------|------------------|
|                             |   |  | 2019-2020<br>Tk                           | 2018-2019<br>Tk | 2017-2018<br>Tk | 2016-2017<br>Tk | 2015-2016<br>Tk | 30.06.2020<br>Tk       | 30.06.2019<br>Tk | 30.06.2018<br>Tk | 30.06.2017<br>Tk | 30.06.2016<br>Tk |
| Baraka Power Ltd            | Holding Company   | Short term loan                          | -   | 5,874,058,344   | 4,926,645,805   | 221,392,319     | 181,330,208     | -                      | -                | (101,046,872)    | -                | 20,097,645       |
|                             |   | O & M Service                            | -   | 22,491,000      | 25,830,000      | 24,600,000      | 12,000,000      |                        |                  |                  |                  |                  |
|                             |   | Interest Charge                          | -   | (4,903,935)     | 20,964,865      | 4,363,745       | 2,161,018       |                        |                  |                  |                  |                  |
| Royal Educare Ltd           | Concern under Common Management                         | Short term loan                          | -   | -               | -               | -               | 26,896,959      | -                      | -                | -                | -                | -                |
|                             |   | Interest Charge                          | -   | -               | -               | -               | -               |                        |                  |                  |                  |                  |
| Karnaphuli Power Ltd        | Subsidiary Company                                      | Share Capital                            | -   | -               | 47,914,500      | -               | -               | -                      | -                | 111,829,225      | -                | -                |
|                             |   | Short Term Loan                          | -   | 802,641,735     | 1,564,775,556   | -               | 1,722,852       |                        |                  |                  |                  |                  |
|                             |   | Interest Earned                          | -   | -               | 26,348,009      | -               | 45,892          |                        |                  |                  |                  |                  |
| Baraka Apparels Ltd         | Concern under Common Management                         | Investment                               | -   | -               | -               | -               | 450,000         | -                      | -                | -                | -                | -                |
| Baraka Shikalbaha Power Ltd | Subsidiary Company                                      | Share Capital                            | -   | -               | 48,450,000      | -               | -               | -                      | -                | 301,823,891      | -                | -                |
|                             |   | Short Term Loan                          | -   | 1,512,801,683   | 490,647,617     | -               | -               |                        |                  |                  |                  |                  |
|                             |   | Interest Earned                          | -   | -               | 11,576,274      | -               | -               |                        |                  |                  |                  |                  |
| Mr. Faisal Ahmed Chowdhury  | Ex-Chairman and Head of Planning & Business Development | Remuneration                             | -   | 630,000         | 1,980,000       | 1,650,000       | 1,350,000       | -                      | -                | -                | -                | -                |
|                             |   | Transfer of Share of Baraka Apparels Ltd | -   | -               | -               | 150,000         | -               |                        |                  |                  |                  |                  |

| Name of the Related Party   | Nature of Relationship      | Nature of Transaction                    | Value of the Transactions during the year |           |           |           |           | Receivables/(Payables) |            |            |            |            |
|-----------------------------|-----------------------------|--|---|-----------|-----------|-----------|-----------|------------------------|------------|------------|------------|------------|
|                             |                             |  | 2019-2020                                 | 2018-2019 | 2017-2018 | 2016-2017 | 2015-2016 | 30.06.2020             | 30.06.2019 | 30.06.2018 | 30.06.2017 | 30.06.2016 |
|                             |                             |  | Tk  | Tk        | Tk        | Tk        | Tk        | Tk                     | Tk         | Tk         | Tk         | Tk         |
| Mr. Gulam Rabbani Chowdhury | Ex-Managing Director        | Remuneration                             | -   | 630,000   | 1,980,000 | 1,650,000 | 1,350,000 | -                      | -          | -          | -          | -          |
|                             |                             | Transfer of Share of Baraka Apparels Ltd | -   | -         | -         | 150,000   | -         |                        |            |            |            |            |
| Mr. Monzur Kadir Shafi      | Managing Director           | Remuneration                             | 5,568,000                                 | 4,158,000 | 3,828,000 | 3,498,000 | 2,940,000 | -                      | -          | -          | -          | -          |
| Mr. Fahim Ahmed Chowdhury   | Director & Ex-Head of Admin | Remuneration                             | -   | 288,000   | 858,000   | 660,000   | 600,000   | -                      | -          | -          | -          | -          |
|                             |                             | Transfer of Share of Baraka Apparels Ltd | -   | -         | -         | 150,000   | -         |                        |            |            |            |            |

Dated: 22 October 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & 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 were no 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 except mentioned in the above table. (Page #107-108)



(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:

There were no loans either taken or given from or to any director or any person connected with the director. And also, there were no loan which has been taken from any such person who did not have any stake in the issuer, its holding company or its associate concerns.

However, inter-company loan transactions with its group companies is given below:

| Name of the Related Party       | Nature of Relationship | Transactions during the year | Outstanding Amount Receivables/(Payables) |
|---------------------------------|------------------------|------------------------------|---|
|                                 |                        | 30-06-2020                   | 30-06-2020                                |
|                                 |                        | Taka                         | Taka                                      |
| Baraka Power Limited            | Holding Company        | -                            | -   |
| Karnaphuli Power Limited        | Subsidiary Company     | -                            | -   |
| Baraka Shikalbaha Power Limited | Subsidiary Company     | -                            | -   |

**SECTION: X EXECUTIVE COMPENSATION**

(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:

(As per Audited Accounts)

| Name                       | Position During 2019-2020 | Remuneration Paid During 2019-2020 (BDT) |
|----------------------------|---------------------------|--|
| Mr. Manzur Kadir Shafi     | Managing Director         | 5,568,000                                |
| Mr. Mohammed Monirul Islam | Chief Financial Officer   | 2,848,282                                |
| Mr. Mohammed Rana          | Company Secretary         | 1,889,418                                |
| Mr. Monoj Das Gupta        | Head of Internal Audit    | 1,205,078                                |
| Mr. FRM Monjur E Khuda     | Plant Manager             | 1,856,526                                |
| <b>Total</b>               |                           | <b>13,367,304</b>                        |

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

(As per Audited Accounts)

| Particulars           | Nature of Payment                | 2019-2020 (BDT)   |
|-----------------------|----------------------------------|-------------------|
| 1. Directors          | Board meeting Fee                | 539,000           |
| 2. Directors          | Remuneration                     | 5,568,000         |
| 3. Managers and Above | Salary, Bonus & other Allowances | 15,652,935        |
| <b>Total</b>          |                                  | <b>21,759,935</b> |

(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:

| Name of Directors                                  | Mode of benefits | Remuneration Paid During 2019-20 (BDT) | Date of Approval in AGM          |
|--|------------------|--|----------------------------------|
| Mr. Manzur Kadir Shafi<br><i>Managing Director</i> | Remuneration     | 5,568,000                              | 4th AGM held on 11 December 2014 |

Other than the above-mentioned director there are no such directors received any monthly salary/perquisite/benefit during the year.

(d) The board meeting attendance fees received by the director including the managing director along with date of approval in AGM/EGM:

| Sl. | Name of Director   | Date of Approval in AGM          | Board Meeting Attendance Fees During 2019-20 (BDT) |
|-----|--|----------------------------------|--|
| 1   | Mr. Faisal Ahmed Chowdhury<br><i>Director</i>  | 4th AGM held on 11 December 2014 | 55,000   |
| 2   | Mr. Gulam Rabbani Chowdhury<br><i>Chairman</i>   | 4th AGM held on 11 December 2014 | 77,000   |
| 3   | Mr. Monzur Kadir Shafi<br><i>Managing Director</i>   | 4th AGM held on 11 December 2014 | 77,000   |
| 4   | Mr. Fahim Ahmed Chowdhury<br><i>Nominated Director by Baraka Power Limited</i>             | 4th AGM held on 11 December 2014 | 110,000  |
| 5   | Mr. Md. Shirajul Islam<br><i>Nominated Director by Baraka Power Limited</i>                | 4th AGM held on 11 December 2014 | 33,000   |
| 6   | Mr. Afzal Rashid Choudhury<br><i>Nominated Director by Baraka Power Limited</i>            | 4th AGM held on 11 December 2014 | 66,000   |
| 7   | Mr. Helal Ahmed Chowdhury<br><i>Nominated Independent Director by Baraka Power Limited</i> | 4th AGM held on 11 December 2014 | 110,000  |

| Sl. | Name of Director  | Date of Approval in AGM          | Board Meeting Attendance Fees During 2019-20 (BDT) |
|-----|---|----------------------------------|--|
| 8   | <b>Mr. Zahrul Syed Bakht</b><br><i>Independent Director</i> | 4th AGM held on 11 December 2014 | 11,000   |

*On November 14, 2020 Mr. Md. Abul Quasem was appointed as Independent Director of BPPL and the nomination of Mr. Helal Ahmed Chowdhury as Independent Director was withdrawn and appointed as nominated Director by Baraka Power Ltd.*

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

The Company has no contract with any Director or Officer for providing 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:**

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

**(g) Any other benefit/facility provided to the above persons during the last accounting year:**

No directors and officers of the Company 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 has not offered any option for issue of shares to any of the officers, directors and employees, or to any outsiders.

## 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:

The Directors and Subscribers to the Memorandum have not received any benefit except remuneration received by the directors, directly or indirectly during the last five years, details of which are given below. The issuer has not received or to be received any assets, services or other consideration from its Directors and Subscribers to the Memorandum except fund against allotment of shares.

| Sl. | Name of Director   | Nature of interest in the transaction | Amount of transaction |           |           |           |           |
|-----|--|---------------------------------------|-----------------------|-----------|-----------|-----------|-----------|
|     |  |                                       | 2019-20               | 2018-19   | 2017-18   | 2016-17   | 2015-16   |
| 1   | <b>Mr. Faisal Ahmed Chowdhury</b><br><i>Director</i>   | Board attendance fee                  | 55,000                | 80,000    | 70,000    | 27,250    | 30,000    |
|     |  | Remuneration                          | -                     | 630,000   | 1,980,000 | 1,650,000 | 1,350,000 |
| 2   | <b>Mr. Gulam Rabbani Chowdhury</b><br><i>Chariman</i>  | Board attendance fee                  | 77,000                | 80,000    | 70,000    | 27,250    | 30,000    |
|     |  | Remuneration                          | -                     | 630,000   | 1,980,000 | 1,650,000 | 1,350,000 |
| 3   | <b>Mr. Monzur Kadir Shafi</b><br><i>Managing Director</i>  | Board attendance fee                  | 77,000                | 30,000    | 60,000    | 15,750    | 15,000    |
|     |  | Remuneration                          | 5,568,000             | 4,158,000 | 3,828,000 | 3,498,000 | 2,940,000 |
| 4   | <b>Mr. Fahim Ahmed Chowdhury</b><br><i>Nominated Director by Baraka Power Limited</i>                  | Board attendance fee                  | 110,000               | 80,000    | 40,000    | 27,250    | 20,000    |
|     |  | Remuneration                          | -                     | 288,000   | 858,000   | 660,000   | 600,000   |
| 5   | <b>Mr. Md. Shirajul Islam</b><br><i>Nominated Director by Baraka Power Limited</i>                     | Board attendance fee                  | 33,000                | 70,000    | 10,000    | 21,500    | 25,000    |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 6   | <b>Mr. Afzal Rashid Choudhury</b><br><i>Nominated Director by Baraka Power Limited</i>                 | Board attendance fee                  | 66,000                | 70,000    | 30,000    | 21,500    | 20,000    |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 7   | <b>Dr. Tofayel Ahmed Ph. D</b><br><i>Independent Director nominated by Baraka Power Ltd.</i>           | Board attendance fee                  | -                     | -         | 10,000    | 27,250    | 25,000    |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 8   | <b>Mr. Md. Touhidul Islam</b><br><i>Independent Director</i>   | Board attendance fee                  | -                     | -         | -         | -         | 7,250     |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 9   | <b>Engr. Jalal Uddin Ahmed Chowdhury</b><br><i>Independent Director nominated by Baraka Power Ltd.</i> | Board attendance fee                  | -                     | -         | 50,000    | -         | -         |
|     |  | Remuneration                          | -                     | -         | -         | -         | -         |
| 10  | <b>Helal Ahmed Chowdhury</b><br><i>Nominated Independent Director by Baraka Power Ltd.</i>             | Board attendance fee                  | 110,000               | 60,000    | 10,000    | -         | -         |
| 11  | <b>Mohammad Ashab Uddin</b><br><i>Independent Director</i>   | Board attendance fee                  | -                     | 40,000    | -         | -         | -         |
| 12  | <b>Zahrul Syed Bakht</b><br><i>Independent Director</i>  | Board attendance fee                  | 11,000                | -         | -         | -         | -         |

On November 14, 2020 Mr. Md. Abul Quasem was appointed as Independent Director of BPPL and the nomination of Mr. Helal Ahmed Chowdhury as Independent Director was withdrawn and appointed as nominated Director by Baraka Power Ltd.

Also, the following directors have received dividend (Bonus) during last five years:

| Name of the Person      | Dividend | 2019-2020 | 2018-2019 | 2017-2018 | 2016-2017 | 2015-2016 |
|-------------------------|----------|-----------|-----------|-----------|-----------|-----------|
| Faisal Ahmed Chowdhury  | Stock    | -         | -         | -         | -         | 141,750   |
|                         | Cash     | 2,976,750 | 2,976,750 | 2,976,750 | 5,953,500 | 2,835,000 |
| Gulam Rabbani Chowdhury | Stock    | -         | -         | -         | -         | 141,750   |
|                         | Cash     | 2,976,750 | 2,976,750 | 2,976,750 | 5,953,500 | 2,835,000 |
| Monzur Kadir Shafi      | Stock    | -         | -         | -         | -         | 75,000    |
|                         | Cash     | 1,575,000 | 1,575,000 | 1,575,000 | 3,150,000 | 1,500,000 |
| Fahim Ahmed Chowdhury   | Stock    | -         | -         | -         | -         | 40,500    |
|                         | Cash     | 850,500   | 850,500   | 850,500   | 1,701,000 | 810,000   |
| Afzal Rashid Choudhury  | Stock    | -         | -         | -         | -         | 50,000    |
|                         | Cash     | 1,050,000 | 1,050,000 | 1,050,000 | 2,100,000 | 1,000,000 |
| Touhidul Islam          | Stock    | -         | -         | -         | -         | 40,000    |
|                         | Cash     | 840,000   | 840,000   | 840,000   | 1,680,000 | 800,000   |
| Md. Shirajul Islam      | Stock    | -         | -         | -         | -         | 50,000    |
|                         | Cash     | 1,050,000 | 1,050,000 | 1,050,000 | 2,100,000 | 1,000,000 |

Currently, the Directors of BPPL are not holding the executive position except the newly appointed Managing Director, Mr. Manzur Kadir Shafi from October 6, 2018.

(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:

No assets have been acquired or to be acquired from the Directors and Subscribers to the Memorandum within last five years.

### SECTION: XIII OWNERSHIP OF THE COMPANY'S SECURITIES

(a) The names, addresses 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 under:

| SL. No. | Name of Directors & Sponsors | Address  | Status  | No. of Shares | % of Shareholding Before IPO | BO ID Number         |
|---------|------------------------------|--|---|---------------|------------------------------|----------------------|
| 1.      | Baraka Power Limited         | 102-Azadi, Mirboxtola, Sylhet-3100                                 | Represented by, Fahim Ahmed Chowdhury, Md. Shirajul Islam, Afzal Rashid Choudhury & Helal Ahmed Chowdhury | 50,604,750    | 51.00%                       | 12025500<br>62576967 |
| 2.      | Gulam Rabbani Chowdhury      | 48-Sagardighir Par, West Subid Bazar, Sylhet                       | Chairman  | 4,150,000     | 4.18%                        | 12047600<br>43446415 |
| 3.      | Faisal Ahmed Chowdhury       | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                    | Director  | 4,150,000     | 4.18%                        | 12037100<br>73503486 |
| 4.      | Fahim Ahmed Chowdhury        | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                    | Nominated Director by Baraka Power Limited  | 850,500       | 0.86%                        | 12037100<br>43446407 |
| 5.      | Monzur Kadir Shafi           | 28/B Anamika, Shahi Eidgoan, Sylhet                                | Managing Director   | 4,150,001     | 4.18%                        | 12035900<br>43484889 |
| 6.      | Md. Shirajul Islam           | House # 40, Road # 3, Block # E, Shahjalal Uposhahor, Sylhet       | Nominated Director by Baraka Power Limited  | 1,050,000     | 1.06%                        | 12034400<br>42151385 |
| 7.      | Afzal Rashid Choudhury       | "Rashid House" Digonto-26, Amberkhana, Sylhet                      | Nominated Director by Baraka Power Limited  | 1,050,000     | 1.06%                        | 12035900<br>73494308 |
| 8.      | Touhidul Islam               | Flat- C3, Tenament- 2, Block- E, Bashundhara R/A, Baridhara, Dhaka | Shareholder   | 840,000       | 0.85%                        | 16018800<br>35090629 |
| 9.      | Mijanur Rahman Choudhury     | 53-Prantik, Miah Fazil Chist, Subid Bazar, Sylhet                  | Shareholder   | 2,730,000     | 2.75%                        | 12037100<br>73506364 |
| 10.     | Abdul Bari                   | Munni Villa, 7-Housing Estate, Amberkhana, Sylhet                  | Shareholder   | 892,500       | 0.90%                        | 12034100<br>37427727 |
| 11.     | Momthaz Chowdhury            | 48-Sagardighir Par, West Subid Bazar, Sylhet                       | Shareholder   | 1,260,056     | 1.27%                        | 12047600<br>43456016 |
| 12.     | Rushina Ahmed Chowdhury      | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                    | Shareholder   | 588,505       | 0.59%                        | 12037100<br>73503534 |

| SL. No. | Name of Directors & Sponsors   | Address   | Status      | No. of Shares | % of Shareholding Before IPO | BO ID Number         |
|---------|--------------------------------|---|-------------|---------------|------------------------------|----------------------|
| 13.     | Syeda Yasmin Hossain           | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                           | Shareholder | 1,984,500     | 2.00%                        | 12019100<br>43448564 |
| 14.     | Noore Jannt Chowdhury          | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                           | Shareholder | 943,355       | 0.95%                        | 12037100<br>73503716 |
| 15.     | Abeda Khanom Chowdhury         | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                           | Shareholder | 1,069,833     | 1.08%                        | 12037100<br>43456008 |
| 16.     | Nasim Ahmed Chowdhury          | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                           | Shareholder | 729,750       | 0.74%                        | 12047600<br>43446423 |
| 17.     | Ubaydia Chowdhury              | Digonto-31, Electric Supply Road, Amberkhana, Sylhet                      | Shareholder | 1,050,000     | 1.06%                        | 12047600<br>43448671 |
| 18.     | Fokrul Alam Chowdhury          | Flat # B3, Britannia Samana, Mahmudabad, Airport Road, Amberkhana, Sylhet | Shareholder | 450,450       | 0.45%                        | 12019100<br>73501072 |
| 19.     | Nanu Kazi Md. Miah             | Gonipur, Chhatak, Sunamgonj   | Shareholder | 1,050,000     | 1.06%                        | 12047600<br>43450514 |
| 20.     | Atikur Rahman                  | 31-Anamika/B, Shahi Eidgaon, Sylhet                                       | Shareholder | 997,500       | 1.01%                        | 12035900<br>61149309 |
| 21.     | Nayem Ahmed Chowdhury          | 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet                           | Shareholder | 897,750       | 0.90%                        | 12037100<br>73503311 |
| 22.     | Md. Humayun Ahmed              | Vil: Dharadharpur, South Surma, Sylhet                                    | Shareholder | 472,500       | 0.48%                        | 12042200<br>43484854 |
| 23.     | Alimul Ahsan Chowdhury         | 42 Bosundora R/A, Raynagar Razbari, Sylhet                                | Shareholder | 446,250       | 0.45%                        | 16055400<br>15684183 |
| 24.     | Niaz A. Khan                   | 68-Rajar Goly (3rd floor), Darga Gate, Sylhet                             | Shareholder | 787,500       | 0.79%                        | 12035900<br>44733615 |
| 25.     | Sultana Jesmin Chino           | 2/G, Avenue-2/12, Mirpur-2, Dhaka   | Shareholder | 499,000       | 0.50%                        | 12025500<br>00262118 |
| 26.     | Shuab Khan                     | 49-Nirjhor, Lovely Road, West Subid Bazar, Sylhet                         | Shareholder | 577,500       | 0.58%                        | 12047600<br>53781033 |
| 27.     | Yeaheya Murad Khan             | 49-Nirjhor, Lovely Road, West Subid Bazar, Sylhet                         | Shareholder | 735,000       | 0.74%                        | 12047600<br>43446466 |
| 28.     | Ali Ahmed                      | Vill: Amratoli, PO: Hasonfatimapur, PS: Jagonathpur, Dist: Sunamgonj      | Shareholder | 661,500       | 0.67%                        | 12047600<br>61143858 |
| 29.     | Foster Securities Ltd.         | 333/1, Segunbagicha (3rd floor), Dhaka                                    | Shareholder | 525,000       | 0.53%                        | 16021700<br>47510053 |
| 30.     | Zakir Hossain                  | 14/A Amborkhana Boro Bazar, Sylhet  | Shareholder | 525,000       | 0.53%                        | 12042200<br>43484870 |
| 31.     | Kazi Md. Angur Miah            | Hasan Villa, 10/B-Nibash, Pathantula, Sylhet                              | Shareholder | 525,000       | 0.53%                        | 12047600<br>43456091 |
| 32.     | MD. Masrur Choudhury (Showkot) | 31-Digonto, Electric Supply Road, Amberkhana, Sylhet                      | Shareholder | 525,000       | 0.53%                        | 12035900<br>73494431 |
| 33.     | Mohammed Abdul Ahad            | 12-Devenport Gardens, Ilford, Essex, UK                                   | Shareholder | 525,000       | 0.53%                        | 12047600<br>43456083 |

| SL. No. | Name of Directors & Sponsors    | Address   | Status      | No. of Shares | % of Shareholding Before IPO | BO ID Number         |
|---------|---------------------------------|---|-------------|---------------|------------------------------|----------------------|
| 34.     | Abdul Wasay Chowdhury (Zuber)   | 11-Digonto, Roy Hussain, Electric Supply Road, Sylhet                               | Shareholder | 420,000       | 0.42%                        | 12035900<br>73494937 |
| 35.     | Alimus Sadat Chowdhury          | Mitaly 1/A R/A, Raynogor Razbari, Sylhet  | Shareholder | 525,000       | 0.53%                        | 16055400<br>29741554 |
| 36.     | Abdul Mumin                     | 13/3 Nurani, Subid Bazar, Sylhet  | Shareholder | 525,000       | 0.53%                        | 12036800<br>43221809 |
| 37.     | Masud Ahmed                     | Mominkhola, South Surma, Sylhet   | Shareholder | 525,000       | 0.53%                        | 12047600<br>61150538 |
| 38.     | Monsur Alam Chowdhury           | 33-Nirjhar, Lovely Road, West Subid Bazar, Sylhet                                   | Shareholder | 525,000       | 0.53%                        | 12018200<br>43446441 |
| 39.     | Syed Musharaf Hussain Chowdhury | 112-Amborkhana Boro Bazar, Sylhet   | Shareholder | 52,500        | 0.05%                        | 12047600<br>61150511 |
| 40.     | Sajeda Chowdhury                | 20, Boroshala Mojumder House, Airport Road, P. O- Sylhet Cadet College-3101, Sylhet | Shareholder | 315,000       | 0.32%                        | 12047600<br>61077185 |
| 41.     | Tanjeel Wadud Chowdhury (Sagor) | House # 04, Road # 04, Block # A, Shahjalal Uposhahor, Sylhet                       | Shareholder | 367,500       | 0.37%                        | 16055400<br>47464881 |
| 42.     | Shubina Ahmed Chowdhury         | 28/B Anamika, Shahi Eidgoan, Sylhet   | Shareholder | 393,750       | 0.40%                        | 12035900<br>59512528 |
| 43.     | Nasrin Sultana Sampa            | Flat- C3, Tenament- 2, Block- E, Bashundhara R/A, Baridhara, Dhaka                  | Shareholder | 472,500       | 0.48%                        | 12047300<br>42481725 |
| 44.     | Roushan Ali Khan                | Jupitar Readymade Garments Ltd., Plot # I/2, Road # 06, Section # 07, Mirpur, Dhaka | Shareholder | 105,000       | 0.11%                        | 12044800<br>36902809 |
| 45.     | Shamsher Ali Tarafder           | Jupitar Readymade Garments Ltd., Plot # I/2, Road # 06, Section # 07, Mirpur, Dhaka | Shareholder | 105,000       | 0.11%                        | 12044800<br>36902793 |
| 46.     | Rawad Ashraf                    | Jupitar Readymade Garments Ltd., Plot # I/2, Road # 06, Section # 07, Mirpur, Dhaka | Shareholder | 105,000       | 0.11%                        | 12044800<br>39627291 |
| 47.     | Tania Tabassum                  | Flat # A7, House # 1/4, Block # C, Lalmatia, Dhaka                                  | Shareholder | 105,000       | 0.11%                        | 12044800<br>39627380 |
| 48.     | Abdul Mannan                    | Munni Villa, 7-Housing Estate, Amberkhana, Sylhet                                   | Shareholder | 577,500       | 0.58%                        | 12014700<br>00027398 |
| 49.     | Mumina Khatun                   | Munni Villa, 7-Housing Estate, Amberkhana, Sylhet                                   | Shareholder | 105,000       | 0.11%                        | 12034100<br>45110973 |
| 50.     | Mohibun Bari Chowdhury          | Munni Villa, 7-Housing Estate, Amberkhana, Sylhet                                   | Shareholder | 840,000       | 0.85%                        | 12034100<br>43687855 |
| 51.     | Enamul Haque Khan               | Doul-19, Subidbazar, Sylhet   | Shareholder | 178,500       | 0.18%                        | 12047600<br>61143866 |
| 52.     | Nurjahan Begum                  | 2-Modhushahid, Sylhet   | Shareholder | 73,500        | 0.07%                        | 12035900<br>73502259 |
| 53.     | David Hasan                     | Vill- Khasha, P.O & P.S Beanibazar, Sylhet.   | Shareholder | 420,000       | 0.42%                        | 12047600<br>61143841 |
| 54.     | Azizur Rahman                   | Vill- Jhigli, PS- Chatak, Dist. Sunamgonj   | Shareholder | 105,000       | 0.11%                        | 12047600<br>61150331 |
| 55.     | Dr. Hasina Choudhury            | 191 Oikkatan, West Pirmoholla, Sylhet   | Shareholder | 105,000       | 0.11%                        | 12037100<br>73503815 |

| SL. No.      | Name of Directors & Sponsors | Address   | Status      | No. of Shares     | % of Shareholding Before IPO | BO ID Number         |
|--------------|------------------------------|---|-------------|-------------------|------------------------------|----------------------|
| 56.          | Rebunnessa Chowdhury         | 11- Digonto, Roy Hossain, Electric Supply Road, Amberkhana, Sylhet                  | Shareholder | 262,500           | 0.26%                        | 12047600<br>61150249 |
| 57.          | Mohammad Shamsur Rahman      | 02-Nirjhar, Lovely Road, West Subidbazar, Sylhet-3100                               | Shareholder | 262,500           | 0.26%                        | 12047600<br>61151658 |
| 58.          | Naznin Sultana               | Flat # B3, Britania Samana, Mahmudabad, Airport Road, Amberkhana, Sylhet            | Shareholder | 525,000           | 0.53%                        | 12019100<br>73501171 |
| 59.          | Suraiya Rahman               | Flat # A11, Property Paragon, 116-Segunbagicha, Dhaka-1000                          | Shareholder | 84,000            | 0.08%                        | 12019100<br>73501297 |
| 60.          | Sayem Ahmed                  | Vil: Dharadharpur, South Surma, Sylhet  | Shareholder | 472,500           | 0.48%                        | 12042200<br>61149673 |
| 61.          | Mohammed Aziz baksh          | Bassh House, 58-Kuarpar, Sylhet   | Shareholder | 367,500           | 0.37%                        | 12035500<br>40413018 |
| 62.          | Ahmed Tarek                  | Kuchai, Kadomtoli, Sylhet   | Shareholder | 26,250            | 0.03%                        | 12047600<br>61151722 |
| 63.          | Saleha Afroz                 | 27/B Anamika, Shahi Eidgoan, Sylhet   | Shareholder | 105,000           | 0.11%                        | 12035900<br>73502323 |
| 64.          | Abdul Muktedir Chowdhury     | 47-Amborkhana Boro Bazar, Sylhet  | Shareholder | 157,500           | 0.16%                        | 12047600<br>61150570 |
| 65.          | Mohammed Sadiqur Rahman      | House # 12, Flat # A4, Road # 07, Block # H, Banani TSO-1213, Gulshan, Dhaka        | Shareholder | 420,000           | 0.42%                        | 12015800<br>09633020 |
| 66.          | Feroz Suleman Atcha          | House No. 05, Bijoy Nagar, Dhaka GPO, Ramna. Dhaka                                  | Shareholder | 105,000           | 0.11%                        | 12019800<br>00130851 |
| 67.          | Mridulal Bhattacharjee       | Meghna A/32, Mirzajangal, Sylhet-3100   | Shareholder | 31,500            | 0.03%                        | 12017400<br>62578982 |
| 68.          | Anamika Roy                  | Flat # 501, 151/B, Shantinagar Bazar Road, Dhaka                                    | Shareholder | 74,000            | 0.07%                        | 12019600<br>29428534 |
| 69.          | Jayanta Kumar Podder         | 314/1, Ulon Road, West Rampura, Khigaon, Dhaka-1219                                 | Shareholder | 105,000           | 0.11%                        | 16021700<br>33215148 |
| 70.          | Sosanta Kumar Podder         | 314/1, Ulon Road, West Rampura, Khigaon, Dhaka-1219                                 | Shareholder | 252,300           | 0.25%                        | 12020500<br>02079967 |
| 71.          | Ashrafun Nessa               | House # 3/502, Eastern Peace, 30-Shantinagar Peer Shahabar Goli, Shantinagar, Dhaka | Shareholder | 525,000           | 0.53%                        | 12031800<br>43508542 |
| 72.          | Anisul Khadija               | House # 3/502, Eastern Peace, 30-Shantinagar Peer Shahabar Goli, Shantinagar, Dhaka | Shareholder | 210,000           | 0.21%                        | 12031800<br>57611665 |
| <b>Total</b> |                              |   |             | <b>99,225,000</b> | <b>100.00%</b>               |                      |



**(b) 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, Address, Age, Experience  | BO ID Number         | TIN NO.      | Numbers of Shares Held Including Percentage (Pre-IPO)   | Position Held in Other Companies |                   |
|---|----------------------|--------------|---|----------------------------------|-------------------|
| Mr. Faisal Ahmed Chowdhury<br><b>Address:</b> 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet<br><b>Age:</b> 50 Years<br><b>Experience:</b> 28 Years          | 12037100<br>73503486 | 498430126040 | <b>Number of Share Held:</b> 4,150,000<br><b>Percentage:</b> 4.18%  | Baraka Power Limited             | Chairman          |
|   |                      |              |   | Karnaphuli Power Limited         | Director          |
|   |                      |              |   | Baraka Shikalbaha Power Limited  | Director          |
|   |                      |              |   | Royal Homes Limited              | Chairman          |
|   |                      |              |   | Royal Educare Limited            | Chairman          |
|   |                      |              |   | Baraka Fashions Limited          | Chairman          |
|   |                      |              |   | Baraka Apparels Limited          | Chairman          |
| Mr. Gulam Rabbani Chowdhury<br><b>Address:</b> 48-Sagardighir Par, West Subid Bazar, Sylhet<br><b>Age:</b> 54 Years<br><b>Experience:</b> 35 Years            | 12047600<br>43446415 | 138431246087 | <b>Number of Share Held:</b> 4,150,000<br><b>Percentage:</b> 4.18%  | Baraka Power Limited             | Director          |
|   |                      |              |   | Karnaphuli Power Limited         | Managing Director |
|   |                      |              |   | Baraka Shikalbaha Power Limited  | Chairman          |
|   |                      |              |   | Baraka Fashions Limited          | Managing Director |
|   |                      |              |   | Karnaphuli Harbour Limited       | Managing Director |
|   |                      |              |   | Baraka Apparels Limited          | Managing Director |
|   |                      |              |   | Royal Homes Limited              | Managing Director |
|   |                      |              |   | Royal Educare Limited            | Managing Director |
|   |                      |              |   | Queens Healthcare Limited        | Chairman          |
| Mr. Fahim Ahmed Chowdhury<br><b>Address:</b> 2-Nirjor, Lovely Road, West Subid Bazar, Sylhet<br><b>Age:</b> 44 Years<br><b>Experience:</b> 19 Years           | 12037100<br>43446407 | 43635074572  | <b>Number of Share Held:</b> 850,500<br><b>Percentage:</b> 0.86%<br>(Nominated by Baraka Power Limited)   | Brothers Machinery               | Partner           |
|   |                      |              |   | Baraka Power Limited             | Managing Director |
|   |                      |              |   | Royal Homes Limited              | Director          |
|   |                      |              |   | Baraka Apparels Limited          | Director          |
|   |                      |              |   | Baraka Fashions Limited          | Director          |
|   |                      |              |   | Royal Educare Limited            | Director          |
|   |                      |              |   | Karnaphuli Harbour Limited       | Director          |
|   |                      |              |   | Queens Healthcare Limited        | Director          |
|   |                      |              |   | Baraka Shikalbaha Power Limited  | Director          |
| Mr. Monzur Kadir Shafi<br><b>Address:</b> 28/B Anamika, Shahi Eidgoan, Sylhet<br><b>Age:</b> 48 Years<br><b>Experience:</b> 22 Years                          | 12035900<br>43484889 | 382845305598 | <b>Number of Share Held:</b> 4,150,001<br><b>Percentage:</b> 4.18%  | Karnaphuli Power Limited         | Director          |
|   |                      |              |   | Royal Homes Limited              | Director          |
|   |                      |              |   | Baraka Apparels Limited          | Director          |
|   |                      |              |   | Baraka Fashions Limited          | Director          |
|   |                      |              |   | Karnaphuli Harbour Limited       | Chairman          |
|   |                      |              |   | Queens Healthcare Limited        | Director          |
|   |                      |              |   | Baraka Shikalbaha Power Limited  | Director          |
| Mr. Md. Shirajul Islam<br><b>Address:</b> House # 40, Road # 3, Block # E, Shahjalal Uposhahor, Sylhet<br><b>Age:</b> 66 Years<br><b>Experience:</b> 29 Years | 12034400<br>42151385 | 165485705609 | <b>Number of Share Held:</b> 1,050,000<br><b>Percentage:</b> 1.06%<br>(Nominated by Baraka Power Limited) | Karnaphuli Power Limited         | Director          |
|   |                      |              |   | Baraka Apparels Limited          | Director          |
|   |                      |              |   | Fusion Holdings (Pvt.) Limited   | Chairman          |
|   |                      |              |   | Baraka Fashions Limited          | Director          |

| Name, Address, Age, Experience   | BO ID Number     | TIN NO.      | Numbers of Shares Held Including Percentage   | Position Held in Other Companies   | Name, Address, Age, Experience |
|--|------------------|--------------|---|------------------------------------|--------------------------------|
| Mr. Afzal Rashid Choudhury<br><b>Address:</b> "Rashid House" Digonto-26, Amberkhana, Sylhet<br><b>Age:</b> 51 Years<br><b>Experience:</b> 22 Years         | 1203590073494308 | 593406107285 | <b>Number of Share Held:</b> 1,050,000<br><b>Percentage:</b> 1.06%<br>(Nominated by Baraka Power Limited) | Karnaphuli Power Limited           | Director                       |
|  |                  |              |   | Baraka Shikalbaha Power Limited    | Director                       |
|  |                  |              |   | Queens Healthcare Limited          | Director                       |
|  |                  |              |   | Blue-Bird Auto                     | Partner                        |
|  |                  |              |   | NBR Ventures (Pvt.) Limited        | Chairman                       |
|  |                  |              |   | Nina Afzal Industries Limited      | Managing Director              |
|  |                  |              |   | Balisera Hill Tea Co. Limited      | Managing Director              |
| Mr. Helal Ahmed Chowdhury<br><b>Address:</b> Apt-W5, House#78, Road#18, Block-A, Banani, Dhaka<br><b>Age:</b> 71 Years<br><b>Experience:</b> 44 Years      | N/A              | 767383670813 | <b>Number of Share Held:</b> Nil<br><b>Percentage:</b> Nil  | A. R. Properties                   | Proprietor                     |
|  |                  |              |   | Baraka Power Limited               | Independent Director           |
| Mr. Zahrul Syed Bakht<br><b>Address:</b> House no. 82, Road no. 02, Block-A, Bashundhara R.A, Dhaka<br><b>Age:</b> 52 Years<br><b>Experience:</b> 26 Years | 1204090007747960 | 437425366187 | <b>Number of Share Held:</b> Nil<br><b>Percentage:</b> Nil  | Bank Asia Limited                  | Independent Director           |
|  |                  |              |   | Progressive Life Insurance Limited | Nominee Director               |
|  |                  |              |   | Karnaphuli Power Limited           | Nominated Director             |
| Mr. Md. Abul Quasem<br><b>Address:</b> 17/A, Shantibagh, Rajarbagh, Dhaka-1217<br><b>Age:</b> 67 Years<br><b>Experience:</b> 44 Years                      | N/A              | 549448997574 | <b>Number of Share Held:</b> Nil<br><b>Percentage:</b> Nil  | Baraka Shikalbaha Power Limited    | Nominated Director             |
|  |                  |              |   | Bank Asia Limited                  | Independent Director           |

(c) The average cost of acquisition of equity shares by the directors certified by the auditors:

THE AVERAGE COST OF ACQUISITION OF EQUITY SHARES BY THE DIRECTORS

This is to certify that the equity shares of **Baraka Patenga Power Limited** have been transferred and/or allotted at face value of Tk. 10.00 each in cash/bonus and the average cost of acquisition by the Directors is Tk. 10.00 per share. Name wise shareholding position, allotment date and consideration are given below:

| Date of Allotment/ Shares were made fully paid up | Nature of Issue            | No. of Share Hold   |                        |                         |  |                    |   |   | Consideration   | Face value of Share (Tk.) |
|---|----------------------------|---|------------------------|-------------------------|--|--------------------|---|---|-----------------|---------------------------|
|   |                            | Baraka Power Limited (Fahim Ahmed Chowdhury, Md. Shirajul Islam, Afzal Rashid Choudhury, Helal Ahmed Chowdhury) | Faisal Ahmed Chowdhury | Gulam Rabbani Chowdhury | Fahim Ahmed Chowdhury (Nominated Director by Baraka Power Limited) | Monzur Kadir Shafi | Md. Shirajul Islam (Nominated Director by Baraka Power Limited) | Afzal Rashid Choudhury (Nominated Director by Baraka Power Limited) |                 |                           |
| 7-Jun-11  | By Subscription to the MoA | 51,000  | 24,500                 | 24,500                  | -  | -                  | -   | -   | Cash            | 10                        |
| 30-Apr-14   | By Allotment (Cash)        | 48,144,000  | 2,810,500              | 3,700,500               | 1,410,000  | 1,700,000          | 1,000,000   | 1,000,000   | Cash            | 10                        |
| 1-Jun-15  | By Transfer                | -   | -                      | (890,000)               | (600,000)  | (200,000)          | -   | -   | Cash            | 10                        |
| 2-Jan-17  | By Allotment (Bonus)       | 2,409,750   | 141,750                | 141,750                 | 40,500   | 75,000             | 50,000  | 50,000  | Other than Cash | 10                        |
| 29-Sep-20   | By Transfer                | -   | 1,173,250              | 1,173,250               | -  | 2,575,001          | -   | -   | Cash            | 10                        |
| <b>Total</b>                                      |                            | <b>50,604,750</b>   | <b>4,150,000</b>       | <b>4,150,000</b>        | <b>850,500</b>   | <b>4,150,001</b>   | <b>1,050,000</b>  | <b>1,050,000</b>  | <b>-</b>        | <b>-</b>                  |

Dated: 22 October 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

(d) A detail description of capital built up in respect of shareholding (name-wise) of the issuer's sponsors/directors. In this connection, a statement to be included:

**Baraka Power Limited (Represented by, Fahim Ahmed Chowdhury, Md. Shirajul Islam, Afzal Rashid Choudhury & Helal Ahmed Chowdhury)**

| Date of Allotment/Transfer of fully paid-up shares | Consideration   | Nature of issue | No of Equity shares | Face value | Issue Price/ Acquisition Price/ Transfer Prices | Cumulative no. of Equity shares | % pre-issue paid up capital | % Post issue paid up capital | Sources of fund |
|--|-----------------|-----------------|---------------------|------------|---|---------------------------------|-----------------------------|------------------------------|-----------------|
| 7-Jun-11 (Subscription to the MoA)                 | Cash            | Ordinary Shares | 51,000              | 10         | 10  | 51,000                          | 51.00%                      | 29.25%                       | Own Sources     |
| 30-Apr-14  | Cash            | Ordinary Shares | 48,144,000          | 10         | 10  | 48,195,000                      |                             |                              |                 |
| 2-Jan-17   | Other than Cash | Bonus Shares    | 2,409,750           | 10         | 10  | 50,604,750                      |                             |                              |                 |

**Mr. Gulam Rabbani Chowdhury**

| Date of Allotment/Transfer of fully paid-up shares | Consideration   | Nature of issue | No of Equity shares | Face value | Issue Price/ Acquisition Price/ Transfer Prices | Cumulative no. of Equity shares | % pre-issue paid up capital | % Post issue paid up capital | Sources of fund |
|--|-----------------|-----------------|---------------------|------------|---|---------------------------------|-----------------------------|------------------------------|-----------------|
| 7-Jun-11 (Subscription to the MoA)                 | Cash            | Ordinary Shares | 24,500              | 10         | 10  | 24,500                          | 4.18%                       | 2.40%                        | Own Sources     |
| 30-Apr-14  | Cash            | Ordinary Shares | 3,700,500           | 10         | 10  | 3,725,000                       |                             |                              |                 |
| 1-Jun-15   | Cash            | Ordinary Shares | (890,000)           | 10         | 10  | 2,835,000                       |                             |                              |                 |
| 2-Jan-17   | Other than Cash | Bonus Shares    | 141,750             | 10         | 10  | 2,976,750                       |                             |                              |                 |
| 29-Sep-20  | Cash            | Ordinary Shares | 1,173,250           | 10         | 10  | 4,150,000                       |                             |                              |                 |

**Mr. Faisal Ahmed Chowdhury**

| Date of Allotment/Transfer of fully paid-up shares | Consideration   | Nature of issue | No of Equity shares | Face value | Issue Price/ Acquisition Price/ Transfer Prices | Cumulative no. of Equity shares | % pre-issue paid up capital | % Post issue paid up capital | Sources of fund |
|--|-----------------|-----------------|---------------------|------------|---|---------------------------------|-----------------------------|------------------------------|-----------------|
| 7-Jun-11 (Subscription to the MoA)                 | Cash            | Ordinary Shares | 24,500              | 10         | 10  | 24,500                          | 4.18%                       | 2.40%                        | Own Sources     |
| 30-Apr-14  | Cash            | Ordinary Shares | 2,810,500           | 10         | 10  | 2,835,000                       |                             |                              |                 |
| 2-Jan-17   | Other than Cash | Bonus Shares    | 141,750             | 10         | 10  | 2,976,750                       |                             |                              |                 |
| 29-Sep-20  | Cash            | Ordinary Shares | 1,173,250           | 10         | 10  | 4,150,000                       |                             |                              |                 |

**Mr. Fahim Ahmed Chowdhury (Nominated Director by Baraka Power Limited)**

| Date of Allotment/Transfer of fully paid-up shares | Consideration   | Nature of issue | No of Equity shares | Face value | Issue Price/ Acquisition Price/ Transfer Prices | Cumulative no. of Equity shares | % pre-issue paid up capital | % Post issue paid up capital | Sources of fund |
|--|-----------------|-----------------|---------------------|------------|---|---------------------------------|-----------------------------|------------------------------|-----------------|
| 30-Apr-14  | Cash            | Ordinary Shares | 1,410,000           | 10         | 10  | 1,410,000                       | 0.86%                       | 0.49%                        | Own Sources     |
| 1-Jun-15   | Cash            | Ordinary Shares | (600,000)           | 10         | 10  | 810,000                         |                             |                              |                 |
| 2-Jan-17   | Other than Cash | Bonus Shares    | 40,500              | 10         | 10  | 850,500                         |                             |                              |                 |

**Mr. Monzur Kadir Shafi**

| Date of Allotment/Transfer of fully paid-up shares | Consideration   | Nature of issue | No of Equity shares | Face value | Issue Price/ Acquisition Price/ Transfer Prices | Cumulative no. of Equity shares | % pre-issue paid up capital | % Post issue paid up capital | Sources of fund |
|--|-----------------|-----------------|---------------------|------------|---|---------------------------------|-----------------------------|------------------------------|-----------------|
| 30-Apr-14  | Cash            | Ordinary Shares | 1,700,000           | 10         | 10  | 1,700,000                       | 4.18%                       | 2.40%                        | Own Sources     |
| 1-Jun-15   | Cash            | Ordinary Shares | (200,000)           | 10         | 10  | 1,500,000                       |                             |                              |                 |
| 2-Jan-17   | Other than Cash | Bonus Shares    | 75,000              | 10         | 10  | 1,575,000                       |                             |                              |                 |
| 29-Sep-20  | Cash            | Ordinary Shares | 2,575,001           | 10         | 10  | 4,150,001                       |                             |                              |                 |

**Mr. Md. Shirajul Islam (Nominated Director by Baraka Power Limited)**

| Date of Allotment/Transfer of fully paid-up shares | Consideration   | Nature of issue | No of Equity shares | Face value | Issue Price/ Acquisition Price/ Transfer Prices | Cumulative no. of Equity shares | % pre-issue paid up capital | % Post issue paid up capital | Sources of fund |
|--|-----------------|-----------------|---------------------|------------|---|---------------------------------|-----------------------------|------------------------------|-----------------|
| 30-Apr-14  | Cash            | Ordinary Shares | 1,000,000           | 10         | 10  | 1,000,000                       | 1.06%                       | 0.61%                        | Own Sources     |
| 2-Jan-17   | Other than Cash | Bonus Shares    | 50,000              | 10         | 10  | 1,050,000                       |                             |                              |                 |

**Mr. Afzal Rashid Choudhury (Nominated Director by Baraka Power Limited)**

| Date of Allotment/Transfer of fully paid-up shares | Consideration   | Nature of issue | No of Equity shares | Face value | Issue Price/ Acquisition Price/ Transfer Prices | Cumulative no. of Equity shares | % pre-issue paid up capital | % Post issue paid up capital | Sources of fund |
|--|-----------------|-----------------|---------------------|------------|---|---------------------------------|-----------------------------|------------------------------|-----------------|
| 30-Apr-14  | Cash            | Ordinary Shares | 1,000,000           | 10         | 10  | 1,000,000                       | 1.06%                       | 0.61%                        | Own Sources     |
| 2-Jan-17   | Other than Cash | Bonus Shares    | 50,000              | 10         | 10  | 1,050,000                       |                             |                              |                 |

**(e) Detail of shares issued by the company at a price lower than the issue price:**

The above-mentioned required information will be furnished after determination of the cut-off price.

**(f) History of significant (5% or more) changes in ownership of securities from inception:**

| Date of Allotment /Transfer           | Baraka Power Limited<br>(Represented, Fahim Ahmed Chowdhury, Md. Shirajul Islam, Afzal Rashid Choudhury & Helal Ahmed Chowdhury) | Gulam Rabbani Chowdhury | Faisal Ahmed Chowdhury | Fahim Ahmed Chowdhury<br>(Nominated Director by Baraka Power Limited) | Monzur Kadir Shafi | Md. Shirajul Islam<br>(Nominated Director by Baraka Power Limited) | Afzal Rashid Choudhury<br>(Nominated Director by Baraka Power Limited) |
|---------------------------------------|--|-------------------------|------------------------|---|--------------------|--|--|
| 7-Jun-11<br>(Subscription to the MoA) | 51,000   | 24,500                  | 24,500                 | -   | -                  | -  | -  |
| 30-Apr-14                             | 48,144,000   | 3,700,500               | 2,810,500              | 1,410,000   | 1,700,000          | 1,000,000  | 1,000,000  |
| 1-Jun-15                              | -  | (890,000)               | -                      | (600,000)   | (200,000)          | -  | -  |
| 2-Jan-17                              | 2,409,750  | 141,750                 | 141,750                | 40,500  | 75,000             | 50,000   | 50,000   |
| 29-Sep-20                             | -  | 1,173,250               | 1,173,250              | -   | 2,575,001          | -  | -  |

**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:**

**MANAGEMENT DISCLOSURE REGARDING COMPLIANCE WITH THE REQUIREMENTS OF CORPORATE GOVERNANCE GUIDELINES OF BANGLADESH SECURITIES AND EXCHANGE COMMISSION**

The Company declare that it is in compliance with the requirements of the applicable regulations of Corporate Governance Guidelines of Bangladesh Securities and Exchange Commission in respect of corporate governance including constitution of the Board and committees thereof.

Sd/-

**Monzur Kadir Shafi**  
Managing Director

**(b) A compliance report of Corporate Governance requirements certified by competent authority:**

**Report to the Shareholders of Baraka Patenga Power Limited on compliance on the Corporate Governance Code**

We have examined the compliance status to the Corporate Governance Code by Baraka Patenga Power Limited for the year ended on June 30, 2020. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 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 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:

- (a) 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.
- (b) 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;
- (c) 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
- (d) The governance of the company is satisfactory.

**For H. Rahman & Associates**

Sd/-

Md. Hafizur Rahman  
Cost & Management Accountants

Place: Dhaka  
Dated: 22<sup>nd</sup> October 2020

**Baraka Patenga Power Limited**  
**Status of Compliance with the Corporate Governance Code (CGC)**  
**For the year ended 30th June 2020**

Status of compliance with the conditions imposed by the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80,  
dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

**(Report under Condition No. 9.00)**

| Condition No. | Title   | Compliance Status (Put ✓ in the appropriate column) |              | Remarks (if any)   |
|---------------|---|---|--------------|--|
|               |   | Complied  | Not Complied |  |
| 1             | Board of Directors.-  |   |              |  |
| 1(1)          | Size of the Board of Directors  |   |              |  |
|               | The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).  | ✓   |              | The BPPL Board is comprised of 08 Directors including Managing Director. |
| 1(2)          | Independent Directors   |   |              |  |
| 1(2)(a)       | At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);  | ✓   |              | 02 out of 08 directors are appointed as Independent Director.            |
| 1(2)(b)(i)    | Who either does not hold any share in the company or holds 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 nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company; | ✓   |              | -  |
| 1(2)(b)(iii)  | Who has not been an 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 or 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 direct 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 an 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 audit firm conducting special audit or professional certifying compliance of this Code;  | ✓   |              | -  |



|               |   |   |   |   |
|---------------|---|---|---|---|
| 1(2)(b)(viii) | Who is not an 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 any advance to a bank or a Non-Bank Financial Institution (NBFI);  | ✓ |   | -   |
| 1(2)(b)(x)    | Who has not been convicted for a criminal offence involving moral turpitude.  | ✓ |   | -   |
| 1(2)(c)       | The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).  | - | - | One of the independent directors, Mr. Zahrul Syed Bakht was appointed by the Board of Directors on January 30, 2020, which will be placed before the shareholders for approval on the upcoming 10th 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) term 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, regulatory and corporate laws and can make meaningful contribution to business.  | ✓ |   | -   |
| 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;  | - | - | N/A   |
| 1(3)(b)(ii)   | Corporate Leader who is or was a top level executive not lower than Chief Executive officer or Managing Director or Deputy 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 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 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law;  | - | - | N/A   |
| 1(3)(b)(iv)   | University Teacher who has educational background in Economics or Commerce or Business Studies or Law;  | - | - | N/A   |
| 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(s) shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);  | ✓ |   | -                   |
| 1(3)(d)    | In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.  | - | - | N/A                 |
| 1(4)       | <b>Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer.-</b>   |   |   |                     |
| 1(4)(a)    | The positions 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 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 Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes. | - | - | No such event arose |
| 1(5)       | <b>The Directors' Report to the Shareholders</b>   |   |   |                     |
| 1(5)(i)    | An industry outlook and possible future developments in the industry;  | ✓ |   | -                   |
| 1(5)(ii)   | The 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 Margin and Net Profit Margin, where applicable;   | ✓ |   | -                   |
| 1(5)(v)    | A discussion on continuity of any extraordinary activities and their implications (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 through any others instruments;  | - | - | N/A                 |
| 1(5)(viii) | An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing etc;  | - | - | N/A                 |
| 1(5)(ix)   | An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;  | ✓ |   | -                   |
| 1(5)(x)    | A statement of remuneration paid to the directors including independent directors;   | ✓ |   | -                   |
| 1(5)(xi)   | A statement that the financial statements prepared by the management of the issuer company 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 account of the issuer company 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 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;   | - | - | The Company has declared 10% cash dividend |
| 1(5)(xxi)      | Board's statement to the effect that no bonus share or stock dividend 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)    | A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-   |   |   |  |
| 1(5)(xxiii)(a) | Parent or Subsidiary or Associated Companies and other related parties (name-wise details);   | ✓ |   | -  |
| 1(5)(xxiii)(b) | Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance 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 the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-  |   |   |  |
| 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) | Names of companies in which the person also holds the directorship and the membership of committees of the board.  | ✓ |   | -   |
| 1(5)(xxv)      | A 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 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;   | - | - | N/A |
| 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;  | ✓ |   | -   |
| 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; and   | ✓ |   | -   |
| 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 <b>Annexure-A</b> ; and  | ✓ |   | -   |
| 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 <b>Annexure-B</b> and <b>Annexure-C</b> .  | ✓ |   | -   |
| 1(6)           | <b>Meetings of the Board of Directors</b>  |   |   |     |
|                | 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)           | <b>Code of Conduct for the Chairperson, other Board members and Chief Executive Officer</b>  |   |   |     |
| 1(7)(a)        | The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC), 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   | ✓ |   | -   |
| 2              | <b>Governance of Board of Directors of Subsidiary Company:-</b>  |   |   |     |
| 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 of 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.  | ✓ |  | - |
| <b>3.</b>   | <b>Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO) Head of Internal Audit and Compliance (HIAC) and Company Secretary(CS):-</b>  |   |  |   |
| 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 a 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;   | ✓ |  | - |
| 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).  | ✓ |  | - |
| <b>3(2)</b> | <b>Requirement to attend Board of Director's Meetings</b>   |   |  |   |
|             | The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:  | ✓ |  | - |
| <b>3(3)</b> | <b>Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)</b>  |   |  |   |
| 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 violation of the code of conduct for the company's Board or its member; | ✓ |  | - |
| 3(3)(c)     | The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.   | ✓ |  | - |
| <b>4.</b>   | <b>Board of Director's Committee.- For ensuring good governance in the company, the Board shall have at least following sub-committees:</b>   |   |  |   |
| 4(i)        | Audit Committee;  | ✓ |  | - |

|         |  |   |  |   |
|---------|--|---|--|---|
| 4(ii)   | Nomination and Remuneration Committee  | ✓ |  | - |
| 5.      | <b>Audit Committee.-</b>   |   |  |   |
| 5(1)    | <b>Responsibility to the Board of Directors</b>  |   |  |   |
| 5(1)(a) | The company shall have an Audit Committee as a sub-committee of the Board;   | ✓ |  | - |
| 5(1)(b) | The Audit Committee shall assist the Board of Directors 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)(a) | The Audit Committee shall be composed of at least 3 (three) members;   | ✓ |  | - |
| 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 members 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; | ✓ |  | - |
| 5(2)(e) | The company secretary shall act as the secretary of the Committee.   | ✓ |  | - |
| 5(2)(f) | The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.  | ✓ |  | - |
| 5(3)(a) | The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent director;  | ✓ |  | - |
| 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)(a) | The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;  | ✓ |  | - |

|                |   |   |   |                         |
|----------------|---|---|---|-------------------------|
| 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)           | The Audit Committee shall:-   |   |   |                         |
| 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 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 purpose stated in relevant offer document or prospectus approved by the Commission: | - | - | N/A                     |
| 5(6)           | <b>Reporting of the Audit Committee</b>   |   |   |                         |
| 5(6)(a)        | <b>Reporting to the Board of Directors</b>  |   |   |                         |
| 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 of Directors on the following findings, if any:-  |   |   |                         |
| 5(6)(a)(ii)(a) | report on conflicts of interests;   | - | - | No such Incidence arose |
| 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' control system;  | - | - | No such Incidence arose |
| 5(6)(a)(ii)(c) | suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;  | - | - | No such Incidence arose |

|                |   |   |   |                                    |
|----------------|---|---|---|------------------------------------|
| 5(6)(a)(ii)(d) | any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;   | - | - | No such Incidence arose            |
| 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 reportable incidence arose |
| 5(7)           | Reporting to the Shareholders and General Investors   |   |   |                                    |
|                | Report on activities carried out by the Audit Committee, including any report made to the Board under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.  | ✓ |   | -                                  |
| <b>6.</b>      | <b>Nomination and remuneration Committee (NRC).-</b>  |   |   |                                    |
| <b>6(1)</b>    | <b>Responsibility to the Board of Directors</b>   |   |   |                                    |
| 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).   | ✓ |   | -                                  |
| <b>6(2)</b>    | <b>Constitution of the NRC</b>  |   |   |                                    |
| 6(2)(a)        | The Committee shall comprise of at least three members including an independent director;   | ✓ |   | -                                  |
| 6(2)(b)        | All member 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;  | ✓ |   | -                                  |
| 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;  | ✓ |   | -                                  |



|               |   |   |  |   |
|---------------|---|---|--|---|
| 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.   | ✓ |  | - |
| <b>6(3)</b>   | <b>Chairperson of the NRC</b>   |   |  |   |
| 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;                       | ✓ |  | - |
| 6(3)(c)       | The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;   | ✓ |  | - |
| <b>6(4)</b>   | <b>Meeting of the NRC</b>   |   |  |   |
| 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.  | ✓ |  | - |
| <b>6(5)</b>   | <b>Role of the NRC</b>  |   |  |   |
| 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; and  | ✓ |  | - |
| 6(5)(b)(i)(c) | Remuneration to directors, top level executive involves a balance between fixed and incentive   | ✓ |  | - |

|              |   |   |   |     |
|--------------|---|---|---|-----|
|              | pay 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.   | ✓ |   | -   |
| <b>7.</b>    | <b>External or Statutory Auditors</b>   |   |   |     |
| 7(1)         | The issuer 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 system design and implementation;   | ✓ |   | -   |
| 7 (1) (iii)  | Book-keeping or other services related to the accounting records or financial statement;  | ✓ |   | -   |
| 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 services that the Audit Committee determines.   | ✓ |   | -   |
| 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 ant shares in the said company: | ✓ |   | -   |
| 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.   | ✓ |   | -   |
| <b>8.</b>    | <b>Maintaining a website by the Company.-</b>   |   |   |     |
| 8(1)         | The Company shall have an official website linked with the website of the stock exchange.   | - | - | N/A |
| 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 regulations of the concerned stock exchange(s)   | ✓ |   | -   |

|      |   |   |  |   |
|------|---|---|--|---|
| 9.   | <b>Reporting and Compliance of Corporate Governance.-</b>   |   |  |   |
| 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 Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report. | ✓ |  | Required certification has been obtained from "H. Rahman & Associates, Cost & Management Accountants" for the year ended 30th June 2020 |
| 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.   | ✓ |  | -   |
| 9(3) | The directors of the company shall state, in accordance with the <b>Annexure-C</b> attached, in the directors' report whether the company has complied with these conditions or not.  | ✓ |  | -   |

#### MANAGEMENT DISCLOSURE REGARDING APPOINTMENT OF NEW INDEPENDENT DIRECTOR

Due to withdrawal of nomination by Baraka Power Limited, appointment of Mr. Helal Ahmed Chowdhury in the Board of Baraka Patenga Power Limited as a Nominated Independent Director was cancelled with effect from November 14, 2020. Simultaneously Mr. Helal Ahmed Chowdhury was appointed in the Board of Baraka Patenga Power Limited as a Nominated Director of Baraka Power Limited in compliance with Corporate Governance Code 2.(b). Furthermore, as per Corporate Governance Code 1.(2)(a) Mr. Md. Abul Quasem was appointed as Independent Director of Baraka Patenga Power Limited with effect from November 14, 2020.

On behalf of Baraka Patenga Power Limited

Sd/-

**Monzur Kadir Shafi**

Managing Director

#### (c) Details relating to the issuer's audit committee and remuneration committee, including the names of committee members and a summary of the terms of reference under which the committees operate:

##### Audit Committee:

In accordance with the Corporate Governance Guidelines adopted by Bangladesh Securities and Exchange Commission (BSEC), the Board appointed Audit Committee comprises of the following Non-Executive and Independent Directors of the Company:

| Sl. | Name of Committee member   | Position in the Company | Position of the Committee |
|-----|----------------------------|-------------------------|---------------------------|
| 1   | Mr. Zahrul Syed Bakht      | Independent Director    | Chairman                  |
| 2   | Mr. Fahim Ahmed Chowdhury  | Director                | Member                    |
| 3   | Mr. Afzal Rashid Choudhury | Director                | Member                    |
| 4   | Mr. Helal Ahmed Chowdhury  | Director                | Member                    |
| 5   | Mr. Mohammad Rana          | Company Secretary       | Member Secretary          |

**Terms of Reference of Audit Committee:**

The main objective of the Audit Committee is to assist the Board of Directors to effectively carry on its responsibilities relating to financial and other relevant affairs of the Company. The Committee is empowered to monitor, review and examine the followings:

- Oversee the financial reporting process;
- Monitor implementation/ following the accounting policies and principles;
- Monitor Internal Control Risk Management Process;
- Oversee hiring and performance of external auditors;
- Review along with the management, the Annual Financial Statements before submission to the Board for approval;
- Review along with the management, the Quarterly and Half Yearly Financial Statements before submission to the Board for approval;
- Review the adequacy of Internal Audit team performance in terms of internal audit report;
- Review statement of significant related party transactions submitted by the management;
- Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors;
- When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue, the company shall disclose to the Audit Committee about the uses/applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc.), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.

**Remuneration Committee:**

| Sl. | Name of Committee member    | Position in the Company | Position of the Committee |
|-----|-----------------------------|-------------------------|---------------------------|
| 1   | Mr. Zahrul Syed Bakht       | Independent Director    | Chairman                  |
| 2   | Mr. Gulam Rabbani Chowdhury | Chairman                | Member                    |
| 3   | Mr. Fahim Ahmed Chowdhury   | Director                | Member                    |
| 4   | Mr. Mohammad Rana           | Company Secretary       | Member Secretary          |

The Board appointed Remuneration Committee comprises of the following members:

**Terms of Reference of Remuneration Committee:**

The Remuneration Committee has been established to assist the Board in developing and administering a fair and transparent procedure for setting policy on the remuneration of directors and senior management of the Company and for determining their remuneration packages and to review and oversee the Company's overall human resources strategy. The Committee is empowered to perform, monitor, review and examine the followings:

- Determine the remuneration of the Company's Chief Executive Officer, the Chairman, the Executive Directors and the Company Secretary;
- Review the ongoing appropriateness and relevance of the remuneration policy;
- Approve the design of, and determine targets for any performance related schemes and annual payments made under such schemes;
- Review the design of all new long-term schemes and significant changes to such schemes for approval, in each case, by the Board and shareholders.

- Determine the total individual remuneration package of each Executive Director, the Company Secretary and the Chairman including bonuses, incentive payments and any compensation payments;
- Monitor the level and structure of remuneration for senior management;
- Oversee any major changes in employee benefits structures throughout the Company or the Group;
- Review the policy for authorizing claims for expenses from the Chief Executive Officer and the Chairman;
- Ensure that all provisions regarding disclosure of remuneration;
- Review of and proposed amendment to the terms of reference;
- Approval of the Directors' remuneration report
- Be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Remuneration Committee; and
- Obtain reliable, up-to-date information about remuneration in other companies, with a view to judging where to position the Company relative to other companies. The Remuneration Committee shall have full authority to commission any reports or surveys which it deems necessary to help it fulfil its obligations.

The valuation report of securities shall be prepared on the basis of the financial and all other information pertinent to the issue.

**Qualitative Factors:**

- i. Baraka Patenga Power Limited (BPPL) is one of the leading business conglomerates in Bangladesh. It has established a strong ground in Power generation industry over the last couple years. To mitigate the existing gap between demand and supply in power sector, BPPL has been successfully adding efficient power plants in the business streams since its first dawn.
- ii. Moreover, Government of Bangladesh (GoB) in its Power System Master Plan-PSMP (2016) has expected to reach 24,000 MW by 2021, to facilitate every fellow countryman with electricity for which GOB encourages private sectors to have their footprints in the journey of socio-economic development of the country. Considering the business potentials, corporate tax & import subsidies and other government patronizations, BPPL has put their focus in this line of business and become one of major power produces within our national territory. The major shareholder of BPPL is Baraka Power Ltd. that had been started operation in October 24, 2009 with power generation capacity of 51 MW and listed with the bourses on May 16, 2011.
- iii. BPPL is a state-of-the-art power generation company which is built by all top of the line engineering machineries. It's a 50 MW HFO fired IPP power plant is situated at Patenga, Chittagong on a land size of 3 acres. BPPL signed a power purchase agreement with Bangladesh Power Development Board which will run on Build, Own & Operate (BOO) basis for 15 years. It went operational on May 2014. Moreover, BPPL has two more HFO based power plants, Karnaphuli Power Limited (KPL) and Baraka Shikalbaha Power Limited (BSPL). KPL and BSPL have power generation capacity of 110 MW and 105 MW respectively. The Commercial Operation Date (COD) of KPL and BSPL was on August 20, 2019 and May 24, 2019 respectively. Currently both the power plants are actively participating in the revenue stream of BPPL. At present, the total power generation capacity of BPPL including the subsidiaries is 265 MW.
- iv. The 50 MW plant of BPPL has been operating by using 8 nos. of brand-new Rolls Royce Engine having capacity of 6.98 MW each with total capacity of the plant is 55.87 MW. In addition, a co-generation secondary power plant with capacity of 3.20 MW has been operating successfully throughout the year. The STG (Steam Turbine Generator) plant runs by heat recovery from 8 nos. of Rolls Royce gensets exhaust gas without burning any fuel and reduce the fuel cost. A Desulfurization plant has been introduced to the project to reduce sulfur emission at an acceptable low level making the power plant eco-friendly. Both KPL and BSPL is operating with 6 nos. of brand new 4-Storke Reciprocating Super Charged Engine having each engine capacity of 18.41 MW.
- v. Since at present, KPL and BSPL are in full-fledged operation, they have been contributing to the revenue and profitability of BPPL considerably. As the subsidiaries operate in same line of business and similar management, BPPL has achieved notable synergetic benefit. Therefore, company's efficiency in power plant management improved substantially. In addition to that, company's operating efficiency has enhanced remarkably which can be substantiated by its improvement in operating performance. Therefore, efficiency in power plant management and operating efficiency lead to noteworthy improvement in profitability of BPPL.

### 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 Baraka Patenga Power Limited under different valuation methods.

| Sl. No.         | Valuation Methods  | Fair Value (BDT) |
|-----------------|--|------------------|
| <b>Method-1</b> | Net Asset value (NAV) per share                          | 23.00            |
| <b>Method-2</b> | Earnings-based value per share                           | 45.86            |
| <b>Method-3</b> | Average Market Price of Similar Stocks Based Valuation   | 52.41            |
| <b>Method-4</b> | Similar stock based Valuation (Considering P/E Multiple) | 55.47            |

#### **METHOD 1: VALUATION WITH REFERENCE TO NET ASSET VALUE (NAV) PER SHARE**

NAV per share is based on the information of the latest audited consolidated financial statements as on June 30, 2020. NAV per share is BDT 23.00 that has been derived by dividing the net assets at the end of the period by the number of outstanding shares as shown in the table below:

| Particulars  | Amount in BDT        |
|--|----------------------|
| Share capital  | 992,250,000          |
| Fair Value reserve                                   | (1,379,190)          |
| Retained earnings                                    | 1,291,179,476        |
| <b>Shareholders' Equity of Parent (A)</b>            | <b>2,282,050,286</b> |
| Non-Controlling Interest                             | 335,553,320          |
| <b>Total Equity</b>                                  | <b>2,617,603,606</b> |
| Number of Shares Outstanding as on June 30, 2020 (B) | 99,225,000           |
| <b>Net Asset value (NAV) per share (A/B)</b>         | <b>23.00</b>         |

*Source: Audited Financial Statement June 30, 2020*

#### **METHOD 2: VALUATION WITH REFERENCE TO EARNINGS-BASED-VALUE PER SHARE**

Earning-based-value per share based on historical information sourced from audited consolidated financial statements of BPPL and DSE market P/E data from Dhaka Stock Exchange Limited (DSE). The value was calculated by considering weighted net profit after tax for last 5 years as per audited financial statements and market P/E multiple. The weighted average Earnings per share (EPS) is BDT 3.22, the last 3-month available average DSE market P/E is 14.24. Therefore, Earnings-based-value per share considering average market P/E has been derived as BDT 45.86.

*(Amount in BDT)*

| Accounting Year<br>(Jul-Jun)   | No. of Shares      | Weight of No.<br>of Shares | Net Profit After Tax (BDT) | Weighted Net<br>Profit After<br>Tax (BDT) |
|--|--------------------|----------------------------|----------------------------|---|
| 2015-2016  | 94,500,000         | 19.23%                     | 286,489,378                | 55,094,111                                |
| 2016-2017  | 99,225,000         | 20.19%                     | 317,954,538                | 64,202,359                                |
| 2017-2018  | 99,225,000         | 20.19%                     | 270,968,747                | 54,714,843                                |
| 2018-2019  | 99,225,000         | 20.19%                     | 287,507,515                | 58,054,402                                |
| 2019-2020  | 99,225,000         | 20.19%                     | 433,172,532                | 87,467,531                                |
| <b>Total</b>   | <b>491,400,000</b> | <b>100.00%</b>             |                            |   |
| <b>Weighted Average Net Profit After Tax during the period [2015-2016 to 2019-2020 [C]</b> |                    |                            |                            | <b>319,533,245</b>                        |
| No. of shares outstanding as on June 30, 2020 [D]  |                    |                            |                            | 99,225,000                                |

|  |              |
|--|--------------|
| <b>Weighted Average Earnings per Share (EPS) [E = C/D]</b> | <b>3.22</b>  |
| 3 months average DSE Market P/E [F]                        | 14.24        |
| <b>Earnings-based-value per share (BDT) [E × F]</b>        | <b>45.86</b> |

Source: Audited Accounts of BPPL [2015-16 to 2019-2020]

#### Calculation of Relevant Market P/E Multiple:

We have considered latest available 3 months average DSE market P/E multiple to determine the earning-based-value per share.

| Month          | Market P/E   |
|----------------|--------------|
| Oct-20         | 13.21        |
| Nov-20         | 12.98        |
| Dec-20         | 16.53        |
| <b>Average</b> | <b>14.24</b> |

Source: DSE Monthly Review

#### METHOD 3: VALUATION WITH REFERENCE TO AVERAGE MARKET PRICE PER SHARE OF SIMILAR STOCKS

For similar stocks, we have considered the comparable companies listed with Dhaka Stock Exchange under Fuel & Power Sector and having more than BDT 10,000 million Total Assets.

#### Peer Companies of BPPL:

| (Amount in BDT)                           |                       |                               |                           |                           |              |
|---|-----------------------|-------------------------------|---------------------------|---------------------------|--------------|
| Company Name                              | Turnover<br>(BDT Mn.) | Paid- up capital<br>(BDT Mn.) | Total Assets<br>(BDT Mn.) | NAV per<br>share<br>(BDT) | EPS<br>(BDT) |
| Baraka Power Limited                      | 4,655.44              | 2,200.61                      | 17,900.73                 | 20.00                     | 2.58         |
| Doreen Power Generations and Systems Ltd. | 4,746.32              | 1,312.61                      | 13,882.25                 | 44.68                     | 6.08         |
| Khulna Power Company Limited              | 5,216.29              | 3,974.13                      | 12,061.73                 | 24.59                     | 3.40         |
| Shahjibazar Power Co. Ltd.                | 6,332.40              | 1,691.68                      | 11,571.57                 | 34.94                     | 4.47         |

Source: Latest Audited Accounts [2019-2020]

#### Reference:

1. The Companies considered as peers of BPPL are listed in the Stock Exchanges of Bangladesh, which are Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited.
2. We have considered the companies listed under Fuel and Power Sector to make the comparison relevant and justifiable.
3. Data considered in case of peers is taken from Dhaka Stock exchange Limited and latest published annual financial statements, available till 24 February, 2021.

#### Explanation of similarities:

1. Companies having similar nature of business, associated return opportunities and exposure of business risks are considered;
2. We have considered those companies as peer having yearly turnover between BDT 3,500 and 8,500 million.
3. We have considered peer firms with paid-up capital ranging from BDT 1,000 to 4,000 million.
4. Companies with total assets exceeding 10,000 million are selected as peers.
5. Companies that regularly publish audited financial statements are considered.
6. Companies regularly pay dividends are considered.
7. Companies having Market Category 'A' are considered.



### 1 year average Close Price of Similar Stocks

(Amount in BDT)

| Date                      | Baraka Power <sup>1</sup> | Doreen Power <sup>2</sup> | Khulna Power <sup>3</sup> | Shahjibazar Power <sup>4</sup> |
|---------------------------|---------------------------|---------------------------|---------------------------|--------------------------------|
| Jan-20                    | 24.40                     | 59.30                     | 50.60                     | 77.60                          |
| Feb-20                    | 24.50                     | 67.90                     | 55.30                     | 86.20                          |
| Mar-20                    | 19.90                     | 57.10                     | 45.30                     | 72.00                          |
| Apr-20*                   | -                         | -                         | -                         | -                              |
| May-20                    | 20.90                     | 57.10                     | 45.30                     | 79.10                          |
| Jun-20                    | 19.80                     | 57.10                     | 45.30                     | 72.00                          |
| Jul-20                    | 27.80                     | 62                        | 47.3                      | 72.4                           |
| Aug-20                    | 31.60                     | 67.9                      | 50.8                      | 78.8                           |
| Sep-20                    | 28.90                     | 62.7                      | 47.7                      | 74.5                           |
| Oct-20                    | 28.20                     | 60.90                     | 47.10                     | 73.80                          |
| Nov-20                    | 23.80                     | 57.10                     | 45.30                     | 72.00                          |
| Dec-20                    | 25.70                     | 61.00                     | 45.30                     | 73.30                          |
| Jan-21                    | 28.70                     | 64.70                     | 45.30                     | 74.40                          |
| <b>Average</b>            | <b>25.35</b>              | <b>61.23</b>              | <b>47.55</b>              | <b>75.51</b>                   |
| <b>Cumulative Average</b> | <b>52.41</b>              |                           |                           |                                |

\*There was no trading in April, 2020 due to the general holiday as declared by GoB.

Source: Dhaka Stock Exchange Limited

**Baraka Power <sup>1</sup>** Baraka Power Limited  
**Doreen Power <sup>2</sup>** Doreen Power Generations and Systems Ltd.  
**Khulna Power <sup>3</sup>** Khulna Power Company Limited  
**Shahjibazar Power <sup>4</sup>** Shahjibazar Power Co. Ltd.

### METHOD 4: SIMILAR STOCK BASED VALUATION (CONSIDERING P/E MULTIPLE)

The average month end closing prices of latest available 12 months and Earnings per share (EPS) as per latest published audited annual financial statements available till February 24, 2021 have been considered.

| Sl. no.   | Similar Stocks    | Last 12 month average closing price | EPS  | P/E          |
|---|-------------------|-------------------------------------|------|--------------|
| 1.  | Baraka Power      | 25.35                               | 2.58 | 9.83         |
| 2.  | Doreen Power      | 61.23                               | 6.08 | 10.07        |
| 3.  | Khulna Power      | 47.55                               | 3.40 | 13.99        |
| 4.  | Shahjibazar Power | 75.51                               | 4.47 | 16.89        |
| <b>Average P/E [I]</b>  |                   |                                     |      | <b>12.69</b> |
| EPS of BPPL of the year 2019-20 [J]                                   |                   |                                     |      | 4.37         |
| <b>Fair Value based on P/E multiple of similar stocks (BDT) [I*J]</b> |                   |                                     |      | <b>55.47</b> |

Source: Dhaka Stock Exchange Limited

## SECTION: XVI DEBT SECURITIES

Baraka Patenga Power limited has neither issued any Debt Securities in the past, nor is planning to issue any Debt Securities within the next 6 (six) months.

## SECTION: XVII PARTIES INVOLVED AND THEIR RESPONSIBILITIES

| Major Parties Involved                |   | Responsibilities of the Parties  |
|---------------------------------------|---|--|
| <b>Issue Manager</b>                  | LankaBangla Investments Limited   | The ISSUE MANAGER(s) is responsible to comply with all the requirements as per Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015 including preparation and disclosures made in the prospectus, Roadshow and other responsibilities as mentioned in the due diligence certificate.  |
| <b>Auditors</b>                       | <b>Kazi Zahir Khan &amp; Co.</b><br>Chartered Accountants   | Auditors' responsibility is to express an opinion on the consolidated financial statements based on the audit. Auditors conducted the audit in accordance with Bangladesh Standards on Auditing (BSA). Those standards required to comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. |
| <b>Underwriters</b>                   | 1. LankaBangla Investments Limited<br>2. UniCap Investments Limited<br>3. Green Delta Capital Limited<br>4. Riverstone Capital Limited<br>5. AAA Finance & Investment Limited | The Underwriter(s) is responsible to underwrite the public offering on a firm- commitment basis as per requirement of Bangladesh Securities and Exchange Commission (Public Issue) Rules 2015. In case of under-subscription in General Public Category by up to 35% in an Initial Public Offer, the undersubscribed portion of securities shall be taken up by the underwriter(s).  |
| <b>Registrar to the Issue</b>         | UniCap Investments Limited  | The Registrar shall ensure due compliance of the Book-building procedures and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.  |
| <b>Credit rating Company</b>          | Credit Rating Agency of Bangladesh Ltd.   | Credit rating Company is responsible for- <ul style="list-style-type: none"> <li>Examination, preparation, finalization and issuance of credit rating report without compromising with the matters of their conflict of interest and</li> <li>Compliance with all the requirements, policy and procedures of the rules as prescribed by BSEC.</li> </ul>   |
| <b>Valuer</b>                         | N/A   |  |
| <b>Cost Management &amp; Accounts</b> | N/A   |  |

## SECTION: XVIII MATERIAL CONTRACTS

### (a) Major agreements entered into by the issuer:

The following are material agreements have been entered into by the Company:

1. Underwriting Agreements between the Company and the Underwriters;
2. Issue Management Services Agreement between the Company and LankaBangla Investments Limited;
3. Registrar to the Issue Agreement between the Company and UniCap Investments Limited;
4. Credit Rating Agreement with Credit Rating Agency of Bangladesh Ltd.;
5. Implementation Agreement (PIA) with The Govt. of People's Republic of Bangladesh;
6. Power Purchase Agreement (PPA) with The Bangladesh Power Development Board (BPDB).

### (b) Material parts of the agreements:

| Contract                            | Material parts of the agreements |   |
|-------------------------------------|----------------------------------|---|
| Underwriting agreements with        | Signing Date:                    | March 04, 2021  |
|                                     | Tenure:                          | This Agreement shall be valid until completion of subscription of shares of General Public and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement   |
|                                     | Principal Terms and Condition:   | 1. In case of under-subscription in General Public Category by up to 35% in an Initial Public Offer, the undersubscribed portion of securities shall be taken up by the underwriter.  |
|                                     |                                  | 2. The underwriting agreement and the underwritten amount and allocation of underwriting portion shall be revised after completion of the bidding period, where the cut-off price will be determined at nearest integer of the lowest bid price at which the total securities offered to eligible investors would be exhausted. The public offering price will be determined at 10% discount (at nearest integer) from the cut-off price  |
|                                     |                                  | 3. If and to the extent that the shares offered to the public by a prospectus authorised hereunder shall not have been subscribed and paid for in cash in full by the Closing Date of subscription, the Company shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of the said writing to the Bangladesh Securities and Exchange Commission, to subscribe the shares not subscribed by the closing date and to pay for in cash in full, inclusive of any premium if applicable, for such unsubscribed shares within 15 (Fifteen) days after being called upon to do so. If payment is made by Cheque/Bank Draft by the underwriter it will be deemed that the underwriter has not fulfilled his obligation towards his underwriting commitment under this Agreement, until such time as the Cheque/Bank Draft has been encashed and the Company's account credited. In any case within 7 (seven) days after the expiry of the aforesaid 15 (fifteen) days, the Company shall send proof of subscription and payment by the underwriter to the Commission. |
| 1. LankaBangla Investments Limited, |                                  |   |
| 2. UniCap Investments Limited       |                                  |   |
| 3. Green Delta Capital Limited      |                                  |   |
| 4. Riverstone Capital Limited       |                                  |   |
| 5. AAA Finance & Investment Limited |                                  |   |

| Contract   | Material parts of the agreements |  |
|--|----------------------------------|--|
| Issue Management Services Agreement with LankaBangla Investments Limited | Signing Date:                    | June 13, 2017  |
|  | Tenure:                          | This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement  |
|  | Principal Terms and Condition:   | <ol style="list-style-type: none"> <li>1. According to Article 2.1; the scope of the services to be rendered by the ISSUE MANAGER to the ISSUER under this agreement shall cover Regulatory Compliance, Underwriting Co-operation, Issue Arrangements and Public offer and invitation.</li> <li>2. According to Article 2.2; The ISSUE MANAGER takes the responsibility to take such steps as are necessary to ensure completion of allotment and dispatch of letters of allotment and refund warrants to the applicants according to the basis of allotment approved by the Bangladesh Securities and Exchange Commission. The ISSUER undertakes to bear all expenses relevant to share application processing, allotment, and dispatch of letters of allotment and refund warrant. The ISSUER shall also bear all expenses related to printing and issuance of share certificate and connected govt. stamps and hologram expenses.</li> <li>3. According to Article 4.1; without prejudice ISSUER hereby declares that it agrees to comply with all statutory formalities under Companies Act, Guidelines issued by Bangladesh Securities and Exchange Commission and other relevant status to enable it to make the issue.</li> <li>4. According to Article 7.1; The ISSUE MANAGER hereby undertake to keep in strict compliance all information (whether written or oral) proprietary documents and data secured in connection with or as a result of this Agreement (Confidential Information) and shall limit the availability of such information to employees, who have a need to see and use it for the express and limited purpose stated in this Agreement.</li> <li>5. According to Article 9.1; The Issuer and ISSUE MANAGER shall ensure compliance of the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015, The Listing Regulations of Stock Exchanges, The Companies Act, 1994, the Securities and Exchange (Amendment) Act, 2012 and other relevant rules, regulations, practices, directives, guidelines etc.</li> </ol> |

| Contract   | Material parts of the agreements |   |
|--|----------------------------------|---|
| Registrar to the Issue Agreement with UniCap Investments Limited | Signing Date:                    | March 11, 2018  |
|  | Tenure:                          | This Agreement shall be valid until completion of subscription of shares and unless this Agreement is extended or earlier terminated in accordance with the terms of this Agreement   |
|  | Principal Terms and Condition:   | <p>According to Article 2; The scope of the services to be rendered by the Registrar to the Issue under this Agreement shall be as detailed hereunder:</p> <ol style="list-style-type: none"> <li>The Registrar shall ensure due compliance of the Book-building procedures and the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.</li> <li>The Registrar shall coordinate all other actions necessary for completing the post-issue functions or to comply with the regulatory requirements with the support of Issuer.</li> <li>The Registrar shall coordinate for completing the post-issue processing activities for public issue of the Company within the stipulated time as specified by the Bangladesh Securities and Exchange Commission.</li> <li>The Registrar will have to complete all statements and ensure timely delivery of them to the relevant authorities /organizations.</li> <li>The Registrar will have to deliver one soft copy of entire database of all applications to the Company in the format and headings specified by the Company.</li> </ol> <ol style="list-style-type: none"> <li>According to Article 3.1; without prejudice the Issuer hereby declares that it has complied with or agrees to comply with all statutory formalities under the Companies Act 1994, Guidelines issued by Bangladesh Securities and Exchange Commission (BSEC) and other relevant laws.</li> <li>According to Article 6.1; The Registrar hereby undertakes to keep in strict compliance to all information (whether written or oral) proprietary documents and data secured in connection with or as a result of this Agreement (Confidential Information) and shall limit the availability of such information to its employees, who have a need to see and use it for the express and limited purpose stated in this Agreement.</li> </ol> |

| Contract   | Material parts of the agreements |   |
|--|----------------------------------|---|
| Credit Rating Agreement with Credit Rating Agency of Bangladesh Limited (CRAB) | Signing Date:                    | December 11, 2017   |
|  | Tenure:                          | The agreement will be valid till 31st December 2021 from the date of signing, which may be further extended through mutual consent.   |
|  | Principal Terms and Condition:   | <ol style="list-style-type: none"> <li>According to Article 3; That in pursuant with BSEC regulations BPPL must attain the rating surveillance for the next three years (based on audited financial statements of the company for 20 17- 18, 2018-19 and 2019-20) from CRAB, during which period the agreement cannot be terminated without prior approval of BSEC.</li> <li>That BPPL is fully aware that CRAB does not guarantee the completeness or accuracy of the materials and information provided by BPPL on which the rating is based. BPPL is also aware that CRAB ratings are opinions of CRAB and do not constitute recommendations to buy, hold or sell any securities.</li> </ol> |

| Contract   | Material parts of the agreements                               |   |
|--|--|---|
| Implementation Agreement (PIA) with The Govt. of People's Republic of Bangladesh | Date of the Agreement:   | July 31, 2011   |
|  | Term of the Agreement:   | According to Section-3.1 of the agreement:<br><i>"This Agreement shall commence and be effective on the date first above written and shall, unless terminated earlier in accordance with the terms of this Agreement, continue in full force and effect until the last Day of the Power Purchase Agreement."</i>  |
|  | Restrictions on Acquisition and Transfers of Shares or Assets: | According to Section-10.3(c) of the agreement:<br><br><i>"The initial shareholder may not effect any transfer of the ordinary share capital owned, directly or through one or more wholly-owned subsidiary companies or corporations, by it which would result in the initial shareholder owning less than fifty one percent (51%) of the ordinary share capital at any time prior to the commercial operations date or less than fifty one percent (51%) of the ordinary share capital at any time prior to the date that is six (6) years following the commercial Operations Date, except for:</i><br><i>i. subject to the national interests of Bangladesh, as such interests shall be determined in the discretion of the GOB, a transfer to a wholly-owned affiliate corporation of the initial shareholder that continues as such wholly-owned affiliate corporation;</i><br><i>ii. a transfer required under any laws of Bangladesh or by the operation of the laws of Bangladesh or by order of a court, tribunal, or government authority or agency having appropriate jurisdiction;</i><br><i>iii. a transfer resulting from the creation or the enforcement of a security interest in or over any ordinary share capital in accordance with the security package;</i><br><i>iv. a transfer to which the GOB has given its prior written approval; or</i><br><i>v. a transfer as part of a public offering."</i> |
|  | Guarantee:   | According to Section-16 of the agreement:<br><i>"The GOB shall, at Financial Closing, execute and deliver to the Company the Guarantee."</i>  |
|  | Termination:   | According to Section-3.2 of the agreement:<br><i>"The expiration or termination of this Agreement shall be without prejudice to all rights and obligations of the Parties accrued under this Agreement prior to such expiration or termination, but otherwise the Parties shall have no further obligations hereunder following such expiration or termination except for obligations which survive such expiration or termination pursuant to this Agreement, including limitation, the obligation to pay liquidated damages."</i>   |

| Contract  | Material parts of the agreements |  |
|---|----------------------------------|--|
| Power Purchase Agreement (PPA) with The Bangladesh Power Development Board (BPDB) | Date of the Agreement:           | July 31, 2011  |
|   | Scope of the Agreement:          | According to Section-2 of the agreement:<br><i>"The purpose of this agreement is to establish the terms and conditions for the supply by the Company to BPDB and for the purchase by BPDB from the Company of Net Energy Output and to deliver and purchase Dependable Capacity, and the rights and obligations of the Parties in relation thereto."</i> |

| Contract | Material parts of the agreements                 |  |
|----------|--|--|
|          |  | <i>For this purpose, the Company will build, own, commission, operate, insure, maintain the Facility in accordance with this Agreement and the Technical Limits."</i>  |
|          | <i>Sale and Purchase of Capacity and Energy:</i> | <p>According to Section-3.2 of the agreement:<br/> <i>"Except to the extent that electric energy is required for the operation of any part of the Facility, the Parties agree that, during the Term, the Company shall not, without the prior written consent of BPDB:</i></p> <p style="margin-left: 40px;">(a) <i>Sell or deliver electric energy produced by the Facility to any other person or entity than BPDB; or</i></p> <p style="margin-left: 40px;">(b) <i>Confer upon any entity other than BPDB any right in or to Available Capacity."</i></p>                                 |
|          | <i>Tenure:</i>                                   | <p>According to Section-4.1(a) of the agreement:<br/> <i>"This agreement shall become effective upon execution and delivery hereof by the Parties and shall terminate fifteen (15) years after the Commercial Operations Date, unless extended or earlier terminated pursuant to the provisions of this Agreement."</i></p>  |
|          | <i>Termination:</i>                              | <p>According to Section-4.1(b) of the agreement:<br/> <i>"The expiration or termination of this Agreement shall be without prejudice to all rights and obligations of the Parties arising under this Agreement prior to such expiration or termination, but otherwise the Parties shall have no further obligations hereunder following such expiration or termination except for obligations which survive such expiration or termination pursuant to this Agreement, including limitation, the obligation to pay liquidated damages pursuant to Section 8 or elsewhere hereunder."</i></p> |

**(c) Fees Payable to different parties:**

| Sl. | Name of the Parties                        | Role                   | Fees Payable   |
|-----|--|------------------------|--|
| 1.  | LankaBangla Investments Limited            | Underwriters           | 0.50% on the underwritten amount by the underwriters |
|     | UniCap Investments Limited                 |                        |  |
|     | Riverstone Capital Limited                 |                        |  |
|     | Green Delta Capital Limited                |                        |  |
|     | AAA Finance & Investment Limited           |                        |  |
| 2.  | LankaBangla Investments Limited            | Issue Manager          | 1.00% on the public offer amount (including premium) |
| 3.  | UniCap Investments Limited                 | Registrar to the Issue | BDT 500,000  |
| 4.  | Credit Rating Agency of Bangladesh Limited | Credit Rating          | BDT 100,000  |

## SECTION: XIX OUTSTANDING LITIGATIONS, FINE OR PENALTY

### (a) The following outstanding litigations against the issuer or any of its directors and fine or penalty imposed by any authority:

The Issuer or directors of BPPL was not involved in any of the following types of legal proceedings except the mentioned below:

|   |   |  |
|---|---|--|
| I. Litigation involving Civil Laws  | : | There is no conviction of the Issuer or any of its director(s) in a civil proceeding   |
| II. Litigation involving Criminal Laws  | : | There is no conviction of the Issuer or any of its director(s) in a criminal proceeding  |
| III. Litigation involving Securities, Finance and Economic Laws                             | : | There is no order, judgment or decree of any court of competent jurisdiction against the Issuer or any of its director(s) permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any director(s) or officer in any type of securities, Finance and Economic laws |
| IV. Litigation involving Labor Laws   | : | There is no conviction of the Issuer or any of its director(s) in connection to applicable Labor Laws  |
| V. Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties) | : | There is no conviction of the Issuer or any of its director(s) in connection to taxation (Income tax, VAT, Customs Duty and any other taxes/duties)  |
| VI. Litigation involving any other Laws   | : | There is no litigation involving any other Laws  |

### (b) Cases including Outstanding cases filed by the Company or any of its directors:

There is no outstanding cases filed by the Issuer or any of its directors to any of the following types of legal proceedings mentioned below:

|   |   |  |
|---|---|--|
| I. Litigation involving Civil Laws  | : | There is no litigation involving Civil Laws  |
| II. Litigation involving Criminal Laws  | : | There is no litigation involving Criminal Laws   |
| III. Litigation involving Securities, Finance and Economic Laws                             | : | There is no litigation involving Securities, Finance and Economic Laws                               |
| IV. Litigation involving Labor Laws   | : | There is no litigation involving Labor Laws  |
| V. Litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties) | : | There is no litigation involving Taxation (Income tax, VAT, Customs Duty and any other taxes/duties) |
| VI. Litigation involving any other Laws   | : | There is no litigation involving any other Laws  |



## SECTION: XX RISK FACTORS AND MANAGEMENT'S PERCEPTIONS ABOUT THE RISKS

The factors described below may conceivably materially affect investors' decisions as investment in equity shares involves a high degree of risk. The company is operating in a globally competitive industry involving both external and internal factors having direct as well as indirect effects on the investments. Investors should carefully consider all of the information in this prospectus, including the risk factors, both external and internal, and management perceptions enumerated hereunder before making investment decision. If any of the following risks actually occur, their business, results of operations and financial condition could suffer, the trading price of their equity share could decline, and investors may lose all or part of their investment.

### **I. Internal Risk Factors:**

#### **a) Credit Risk:**

Credit risk refers to the risk that a borrower or debtor may not repay a loan/ debt and that the lender may lose to principal of the loan or the interest associated with it. It's the risk of loss of principal or a financial reward or both stemming from a borrower's failure to repay a loan or otherwise meet a contractual obligation. Credit risk arises as borrowers expect to use future cash flows, which is always uncertain, to pay current debts. Normally every business has to allow some credit/ fund to its customers or others. When an entity offers credit to its clients, there is a risk that its clients may not pay their debt.

Credit sales (consolidated) of BPPL to BPDB accounts for BDT 1,214,912,480 as on June 30, 2020. So, there are credit risk lies in the business of BPPL.

#### **Management Perception:**

*The Company's and its subsidiaries' sales are made solely to Bangladesh Power Development Board under the stipulated conditions prescribed in the Power Purchase Agreement (PPA) and subsequently the receivables were realized at the next month. Therefore, no credit risk arises in terms of sales revenue.*

#### **b) Liquidity Risk:**

The risk that a company may be unable to meet short term financial obligation. This usually occurs due to the inability to convert its current assets to cash without a loss of capital or income in a given period of time. A company is exposed to liquidity risk if markets on which it depends are subject to loss of liquidity. When credit rating of a company falls, the company experiences sudden unexpected cash outflows, or some other event causes counterparties to avoid trading with or lending to the company.

BPPL has consolidated Long Term Loan of BDT 2,021,220,545, Short-Term Loan of BDT 4,353,624,118 and Finance Lease Liability of BDT 12,389,628 as on June 30, 2020. Therefore, Liquidity risk is associated with the company.

#### **Management Perception:**

*BPPL and its subsidiaries have efficient treasury department to manage its cash and liquidity issues. The department works to optimize working capital, confirmation and reconciliation of receipts and timely disbursement of payments. The treasury department is also formulate proper planning to avoid future liquidity problems.*

#### **c) Risk associated with the Issuer's interest in subsidiaries, joint ventures and associates:**

Performance of subsidiaries, joint ventures and associates have direct impact on the interest of their parents. If the subsidiaries, joint ventures and associates perform well, parents will be benefited and vice-versa. As future performance of subsidiaries, joint ventures and associates can go wrong than expected, there is always a risk that the interest of the parent may be affected negatively.

Baraka Patenga Power Limited has no joint ventures and associates but two subsidiaries namely Karnaphuli Power Limited (KPL) and Baraka Shikalbaha Power Limited (BSPL). It is mentionable that the two subsidiaries are in commercial operation.

**Management Perception:**

*Due to the sponsors' vast expertise in power sector since long, it is expected that there will be less possibilities to arise conflict of interest. Both BSPL and KPL have started their commercial operation and will contribute to BPPL's income directly for next 15 years.*

**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.**

BPPL and its subsidiaries has only one customer i.e. BPDB. These companies supply electricity to BPDB on cataract basis. Expiry of the said contracts will have material effect on the profitability of the Issuer.

**Management Perception:**

*The company has signed a contract with BPDB to generate & supply of electricity for 15 years on BOO basis. The revenue stream of the Company is guaranteed under the terms and conditions of PPA over the project life. So, there is no significant risk arises in this respect.*

**e) Dependency on a single or few suppliers of raw materials, failure of which may affect production adversely.**

**Management Perception:**

*BPPL collects its raw materials from different sources. The major raw material to run the power plant is Furnace Oil which is procured from Singapore based Supplier namely SHELL, VITOL & others. The Company can also procure Furnace Oil from BPC approved dealers in local market. Apart from the availability of the major raw material, the plant maintains sufficient furnace oil in its stock as contingency to overcome any unforeseen events.*

**f) More than 20% revenue of the issuer comes from sister concern or associate or subsidiary**

**Management Perception:**

The company doesn't generate 20% or more revenue from any of its sister concerns or associate or subsidiary.

**g) Negative earnings, negative cash flows from operating activities, declining turnover or profitability, during last five years, if any.**

Last five years results regarding earnings, cash flows from operating activities, turnover or profitability is very important to predict future performance of the company.

**Management Perception:**

| Accounting year | Results       |                   |                                     | Remarks  |
|-----------------|---------------|-------------------|-------------------------------------|--|
|                 | Turnover      | Retained Earnings | Cash flow from operating activities |  |
| 2015-16         | 2,119,185,034 | 536,618,278       | 919,251,880                         | Since the company has started its commercial operation on 4 May 2014 hence it shows positive results |
| 2016-17         | 2,648,485,011 | 708,097,816       | 808,438,258                         |  |
| 2017-18         | 1,144,108,972 | 875,299,384       | 1,015,954,033                       |  |
| 2018-19         | 3,429,200,361 | 956,984,246       | 331,622,455                         |  |
| 2019-20         | 5,448,793,155 | 1,291,179,476     | 1,872,790,893                       |  |

**h) Loss making associate/subsidiary/group companies of the issuer.**

Operating performance of associate/ subsidiary/ group companies has a direct impact on the interest of parents on those. So, if there is any loss making associate/ subsidiary/ group companies of the issuer, it will have a negative impact on the profitability of the issuer.

**Management Perception:**

*Baraka Patenga Power Limited has two subsidiaries namely Karnaphuli Power Limited and Baraka Shikalbaha Power Limited. Both BSPL and KPL have started their commercial operation in May 24, 2019 and August 20, 2019 respectively and will contribute to BPPL's income directly for next 15 years.*

**i) Financial weakness and poor performance of the issuer or any of its subsidiary or associates**

**Management Perception:**

*BPPL has no subsidiary or associates which is currently suffering financial distress. Two subsidiaries of BPPL namely BSPL and KPL have started their commercial operation in May 24, 2019 and August 20, 2019 respectively and made profit after commercial operation So, there is no risk in this respect.*

**j) Decline in value of any investment**

Decline in the value of any investment may have negative impact on the profitability and total assets of the issuer.

**Management Perception:**

*The company had investment in shares of both listed and non-listed companies. Value of the securities of listed companies changes over the reporting periods. Investment in shares of non-listed companies were measured at cost. BPPL believe that value of the investment will not impact on the profitability and total assets of the Company significantly.*

**k) Risk associated with useful economic life of plant and machinery, if purchased in second hand or reconditioned.**

**Management Perception:**

*BPPL uses branded machineries for overall operation. Hence, there is no such risk associated with the company.*

**l) Adverse effect on future cash flow if interest free loan given to related party or such loans taken from directors may recall.**

**Management Perception:**

*Interest bearing related party loans are given or taken for temporary basis to run overall business of the group smoothly. Therefore, the degree of such risk is minimal under the control of management.*

**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.**

**Management Perception:**

*Sponsors or directors of BPPL are involved with ventures which are in the same line of activity or business as that of the issuer. All the companies under common control are run by different operational team. So, degree of such risk is minimal.*

n) Related party transactions entered into by the company those may adversely affect competitive edge.

**Management Perception:**

*There is no as such transaction which may adversely affect competitive edge.*

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.

**Management Perception:**

*There are no restrictive covenants in any shareholders' agreement, sponsors' agreement or any agreement relating to debt or preference shares or any restrictive covenants of Banks in respect of loan or credit limit and other banking facilities.*

p) Business operations may be adversely affected by strikes, work stoppages or increase in wage demands by employees.

**Management Perception:**

*BPPL has a standard human resource management policy. Management of the Company treats all the employees as a valuable resource to the Company. So, they are always concern about their employees. Human resource department of BPPL is always concern about any dispute between employers and employees & among employees. BPPL has different incentive packages for their employees to give benefit to them and to motivate them to work for BPPL.*

q) Seasonality of the business of the issuer

**Management Perception:**

*BPPL generating & transferring electricity uninterruptedly to the national grid throughout the year to fulfill the national demand so there is no seasonality of the business.*

r) Expiry of any revenue generating contract that may adversely affect the business

**Management Perception:**

*The company has signed a contract with BPDB to generate & supply of electricity for 15 years on BOO basis. The revenue stream of the Company is guaranteed under the terms and conditions of PPA over the project life.*

*According to BPDB Annual Report 2019-2020, year-wise additional power generation plan forecast is given below:*

| Particulars                           |  |  | Year | Additional Power Generation (MW) |
|---------------------------------------|--|--|------|----------------------------------|
| Projected additional power generation |  |  | 2021 | 2,557                            |
|                                       |  |  | 2022 | 4,308                            |
|                                       |  |  | 2023 | 4,380                            |

**Source:** BPDB Annual Report 2019-2020

*BPPL has set up its plant in a strategic location. It is very near to Chittagong port. The power consumption of this certain area is increasing day by day due to economic growth. Considering the above, management of BPPL believe that the company will get extension of the contract with BPDB so that it can continue its contribution to the national grid and to the economy.*

*Also, BPPL has two subsidiaries (BSPL & KPL) which have started their commercial operation and will contribute to BPPL's income directly for next 15 years.*

**s) Excessive dependence on debt financing which may adversely affect the cash flows.**

**Management Perception:**

*Business of BPPL is growing in nature. To keep pace with the growth, BPPL has to go for debt finance. Before taking any debt finance, BPPL analyzes its cash inflows and outflows properly. BPPL also has a very efficient treasury department. So, management do not expect any adverse impact on cash flows of the Company for use of debt.*

**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 affects the business if the management is changed in future, which will create vacuum. Besides, if the key management personnel are of bad intention, excessive dependence will also affect the business.

**Management Perception:**

*Corporate Governance is well practiced in BPPL. The company also has a well-placed organogram. So, any change in the key management can be replaced without any adverse effect on the business performance of Company.*

**u) Enforcement of contingent liabilities which may adversely affect financial condition.**

**Management Perception:**

*The Company had some contingent liabilities and commitments but management believe that none of those contingent liabilities and commitments may adversely affect financial condition of the Company.*

**v) Insurance coverage not adequately protect against certain risks of damages.**

**Management Perception:**

*As a part of risk management process, the company has different insurance coverage for all the relating issues that are risky to operating business.*

**w) Absence of assurance that directors will continue its engagement with Company after expiry of lock in period.**

**Management Perception:**

*The directors are involved in the business for long time and they will continue the business after expiry of lock in period.*

**x) Ability to pay any dividends in future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditure.**

**Management Perception:**

*BPPL is a growing company with a good profitability track record for a long time. Its profitability is on uptrend. So the management believe that BPPL will be able to pay dividend from its profit.*

**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:**

*BPPL has no history of non-operation in the past. It has very experienced Directors and Management team to make the Company more efficient and stronger in market capturing. So, the chance of becoming non-operative of the Company is very less.*

**z) Risks related to engagement in new type of business, if any.**

**Management Perception:**

*BPPL has strong management personnel who have vast diversified knowledge different type of industry such as RMG, real estate, agro machineries, health care service etc. Moreover, the management possesses strong capacity to operate business in those industries effectively, efficiently & profitably so the risks related to engagement in new type of business is less.*

**aa) Risk in investing the securities being offered with comparison to other available investment options.**

**Management Perception:**

*BPPL has a steady stream of revenue generating capacity guaranteed by PPA signed with BPDB & IA agreement with MPEMR. As such, there is less possibility to make losses from operation which would increase the possibility to receive dividend. Moreover, the profitability of the Company will increase further from the profit by the associate companies once these associate companies will start operation. Therefore, the risk in investing the securities of BPPL is less than other available investment options.*

**bb) Any penalty or action taken by any regulatory authorities for non-compliance with provisions of any law.**

**Management Perception:**

*There were no such penalty or action taken by any regulatory authorities for non-compliance with provisions of any law.*

**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.**

**Management Perception:**

*There are no litigations against the issuer for Tax and VAT related matters and other government claims as all Tax & VAT returns are submitted regularly.*

**dd) Registered office or factory building or place of operation is not owned by the issuer.**

**Management Perception:**

*Factory building is owned by BPPL and there is no risk associated with this issue. However, registered office and corporate office of the Company is rented as the management believes that investment in business activities is more justified rather than investment of a huge capital expenditure for permanent registered office or corporate office now since it is a fast-growing entity.*

**ee) Lack of renewal of existing regulatory permissions/ licenses.**

**Management Perception:**

*The Company takes necessary actions to keep its all regulatory permissions/licenses updated.*

**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.**

**Management Perception:**

*There are no listed securities of BPPL and its subsidiaries or associates. Therefore, there is no risk arising from failure in holding AGM or declaring dividend or payment of interest. However, BPL (the holding company) is holding AGM and declaring dividends on a regular basis.*

gg) Issuances of securities at lower than the IPO offer price within one year.

**Management Perception:**

*The above mentioned required information will be furnished after determination of the cut-off price.*

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.

**Management Perception:**

*The Issuer had applied for Public Offering on March 24, 2016. The Commission refused the said application on May 17, 2016. Subsequently, the Management has taken the corrective measures and decided to apply to the Commission for IPO complying with the Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015.*

**II. External Risk Factors:**

**a) Interest Rate Risks:**

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

**Management Perception:**

*The Management of the Company is well aware of the volatility of the money market of our country and also believes that rising interest rates will not substantially affect the profitability of the Company due to a major out of total term loan has been financed by low cost World Bank IPFF fund. Furthermore, after the proposed IPO, the financial cost of the Company will be reduced which would impact the profitability of the Company positively.*

**b) Exchange Rate Risks:**

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

**Management Perception:**

*Management of BPPL is aware of the risks related to currency fluctuations. Major imported machinery and equipment purchases from abroad have been settled. Currently, principal raw material i.e. HFO and spare parts are being procured from suppliers from various countries in foreign currency. However, fuel cost is coverable at the time of billing to BPDB and tariff rate (paid in foreign currency equivalent to Bangla Taka) is also adjusted with the local and foreign Consumer Price Index (CPI) time to time. Therefore, Management believes exchange rate fluctuation is not going to hamper profitability of the Company.*

**c) Industry Risks:**

**Market Demand Risk:**

BPPL operates business mainly in the country's power, oil & gas, and automobiles sectors. All these sectors are highly regulated by the government and Market demand is comparatively high.

**Management Perception:**

*Over the last decade, energy demand grew heavily with little addition of supply. Therefore, the demand and supply gap for the industry is increasing day by day. Management believes power insufficiency is threat to the Country's industrial growth and its citizens' standard of living. However, it must be noted that the additional supply driven by the Government's plans will only way to narrow the immense gap between supply and demand. It is anticipated that future demand for power shall be increased for which more participation is needed.*

## **Risks related to Non-availability of Electricity and Other Utilities:**

### **Management Perception:**

*Besides public sources of electricity, BPPL has its power generation system. The Company has implemented automated load balancing, monitoring and management tools that intelligently shifts the usage of generators and UPSs thus increasing the life expectancy and efficient use of power. Like all other businesses BPPL depends on other utilities. So, impact of non-availability of other utilities will be as like as that of all other business.*

### **d) Economic and Political risks:**

#### **Economic risks:**

Economic risk is the risk that is associated with the influence of financial and other economic factors on the operation of an entity. Assessment of economic risks is crucial in assessing the overall risk of the business of an entity. Economic risks have a direct impact on the revenues and expenses amount and accordingly the company's profits. Main types of economic risks includes risk of rising prices for raw materials and energy, risk of minimum wages increasing, risk of higher taxes and duties rates, etc.

#### **Management Perception:**

*Bangladesh economy is booming for last few years. Consistent industrial growth along with increased industrial production has made the Per Capita Income higher than that of recent years. In addition, favorable government policies and industry friendly policies by other regulatory bodies have proved to be congenial to the economy of the country.*

#### **Political risks:**

Political risk refers to the risk that an entity's returns could suffer as a result of political changes or instability in a country. Instability affecting returns could stem from a change in government, legislative bodies, other foreign policy makers or military control. Political risks are extremely hard to quantify because there are limited sample sizes or case studies when discussing a particular country. Some political risks can be insured against through international agencies. The outcome of a political risk could drag down returns or even go so far as to remove the ability to withdraw capital from an investment. Any instance of political turmoil and disturbance in the country may adversely affect the economy in general.

#### **Management Perception:**

*Political risk affects the economy of a country. It's beyond the control the management of a company. As it is a non-controllable factor, management of BPPL always tries to avoid or reduce the consequences of the risk. So, management of the company is always concerned about the prevailing and upcoming further changes in the global or national policy and shall response appropriately and timely to safeguard its interest.*

### **e) Market and Technology-related Risks:**

Market and technology-related risks arise for any industrial concern as it keeps itself aligned with innovation. Capacity of generating power is dependent largely on the capacity of its generator. The demand for new and cost effective technology may render the existing technology obsolete, which may cause negative impact on the performance of the Company

#### **Management Perception:**

*Management of the Company has utilized state-of-the-art technology and modern machinery for its power plants. The power plant has been equipped with 8 (eight) units of generator sets from the world renowned HFO powered engine manufacturer, Rolls Royce, Norway and 1 (one) unit of generator set from Tide Power System Co. Ltd., China. In order to ensure uninterrupted generation of electricity, BPPL's highly experienced and efficient team performs and*



*carries out timely maintenance work in the plant as per the manufacturer's guidelines and requirements. Management has safeguarded against potential disruptions in operations by procuring sufficient quantity of HFO, spare parts and lube oil from suppliers at lead times managed by professionals of the Company.*

**f) Potential or existing government regulations:**

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

**Management perception:**

*The management highly believes it is unlikely that the Government will initiate any fiscal measure having adverse effect on the growth of the industry. On the contrary, the Government has moved towards alternative suppliers for furnace oil, reserve building & power capacity generation and distribution. So current Govt. regulation is favorable for this sector development and it is expected that it shall be continued in near future.*

**g) Potential or existing changes in global or national policies;**

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

**Management perception:**

*The risk due to changes in global or national policies is beyond control of any company. Yet the Company is well prepared to adopt new policies and preventive measures as and when required to reduce such risks. Furthermore, political unrest due to strikes and mass protests may have a negative impact on any business. However, electricity service being considered a daily necessity is most often kept out of obstruction. Most importantly, adequate risks are covered under the insurance agreement with the insurance companies, to compensate for all the potential damages.*

**h) Statutory clearances and approvals those are yet to be received by the issuer:**

**Management Perception:**

*BPPL has collected all the statutory clearance and approval to operate the business. The necessary update and renewal is a continuous process. Hence, there is a limited degree of such risk associated with the company.*

**i) Competitive condition of the business:**

A company of a particular sector might have to face stiff competition from its competitors. Easily availability of global products in the local markets accelerates the competition, challenging the profitability of the business.

**Management Perception:**

*There is a great demand for electricity in Bangladesh. This demand will increase day by day in order to meet this growing demand; the country needs more power generation plants. According to BPDB, at present (as on October, 2020) the total electricity installed capacity is 20,813MW which needs to be increased in order to sustain overall economic growth of the country.*

**j) Complementary and supplementary products/services which may have an impact on business of the issuer.**

**Management Perception:**

*At present, there are no Complementary and supplementary products/services which may have an impact on business of the issuer.*

## Other Risk

**Risk associated with double taxation on income generated from subsidiaries in which IPO proceeds will be utilized through equity investments from issuer company**

**Management Perception:**

*A recent amendment of Income Tax Ordinance, 1984 has been made and definition of taxed dividend has been incorporated – “Taxed dividend means the dividend income on which tax has been paid by the recipient under this ordinance.” And according to amended paragraph 54 of ITO 1984, no tax will be deducted in case of any distribution of taxed dividend to a company being resident in Bangladesh if such taxed dividend enjoys tax exemption under the provision of the paragraph 60 of Part A of the Sixth Schedule.*

*Considering the above, there is no risk associated with double taxation on income generated from subsidiaries of BPPL.*

**Risk associated with non-renewal of Power Purchase Agreement**

**Management Perception:**

*The company has signed a contract with BPDB to generate & supply of electricity for 15 years on BOO basis. The revenue stream of the Company is guaranteed under the terms and conditions of PPA over the project life. There is still a demand supply gap exists in the sector. Government is emphasizing on optimal power generation to support the country's growing economy.*

*According to BPDB Annual Report 2019-2020, year-wise additional power generation plan forecast is given below:*

| Particulars                           |  |  | Year | Additional Power Generation (MW) |
|---------------------------------------|--|--|------|----------------------------------|
| Projected additional power generation |  |  | 2021 | 2,557                            |
|                                       |  |  | 2022 | 4,308                            |
|                                       |  |  | 2023 | 4,380                            |

**Source:** BPDB Annual Report 2019-2020

*BPPL has set up its plant in a strategic location. It is very near to Chittagong port. The power consumption of this certain area is increasing day by day due to economic growth. Considering the above, management of BPPL believe that the company will get extension of the contract with BPDB so that it can continue its contribution to the national grid and to the economy.*

*Also, BPPL has two subsidiaries (BSPL & KPL) which have started their commercial operation and will contribute to BPPL's income directly for next 15 years.*

**Risk associated from 7.04 decimal land which was not muted in the name of the issuer**

**Management Perception:**

*Since the title and possession of the land belongs to the company. Hence, the management believes that there is no risk of future dispute related to land.*

**SECTION: XXI DESCRIPTION OF THE ISSUE**

|     |   |   |   |
|-----|---|---|---|
| (a) | Issue Size  | : | BDT 2,250,000,000   |
| (b) | Number of securities to be issued                                   | : | 73,770,488  |
| (c) | Authorized capital and paid-up capital                              | : | Authorized capital - BDT 3,000,000,000<br>Paid-up capital - BDT 992,250,000   |
| (d) | Face value, premium and offer price per unit of securities          | : | Face Value- BDT 10/-<br>Premium- BDT 22.00 for Els & BDT 19.00 for GP<br>Offer Price for Els @ Cut-Off Price- BDT 32.00<br>Public Offering Price- BDT 29.00   |
| (e) | Number of securities to be entitled for each category of applicants | : | Public Offering of 73,770,488 ordinary shares, of these ordinary shares, 36,885,288 ordinary shares are for Eligible Investors (Els) at cut off price of BDT 32.00 and 36,885,200 ordinary shares at a 10% discounted price of BDT 29.00 per share for General Public whereas NRB will be allotted 7,377,000 and General Public 29,508,200 number of shares totaling Tk. 2,250,000,000.00 |

**(f) Holding structure of different classes of securities before and after the issue:**

| SL. No.      | Category of Shareholders         | No. of Shares     |                    | Percentage (%) |                |
|--------------|----------------------------------|-------------------|--------------------|----------------|----------------|
|              |                                  | Before IPO        | After IPO          | Before IPO     | After IPO      |
| 1.           | Directors & Sponsors             | 66,005,251        | 66,005,251         | 66.52%         | 38.15%         |
| 2.           | Institutional                    | 525,000           | 23,838,200         | 0.53%          | 13.78%         |
| 3.           | Mutual fund & CIS                | -                 | 13,572,088         | -              | 7.85%          |
| 4.           | Individual                       | 32,694,749        | 62,202,949         | 32.95%         | 35.96%         |
| 5.           | Non-Resident Bangladeshis (NRBs) | -                 | 7,377,000          | -              | 4.26%          |
| <b>Total</b> |                                  | <b>99,225,000</b> | <b>172,995,488</b> | <b>100.00%</b> | <b>100.00%</b> |

**(g) Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital:**

Objective of the issue including financing requirements and feasibility in respect of enhanced paid-up capital incorporated are available in the Section- XXII under the head of "Use of Proceeds".

**Status of Bidding of Shares of Baraka Patenga Power Limited**

The electronic bidding of Baraka Patenga Power Limited through electronic subscription system (ESS) by the Eligible Investors has been successfully completed on February 25, 2021. Based on the Bidding of Eligible Investors, the Cut-off price of ordinary shares of Baraka Patenga Power Limited was determined at Tk. 32.00 (Thirty two Only). The details of the bidding are as follows:

|                       |   |                                    |
|-----------------------|---|------------------------------------|
| Issue Name            | : | BPPL                               |
| Issue Type            | : | Large Cap – BBM                    |
| El Issue Size         | : | 36,885,288 no. of ordinary shares  |
| Cut-off Price         | : | Tk. 32.00                          |
| Total Bid Volume      | : | 191,335,500 no. of ordinary shares |
| Total Bids            | : | 389 no. of Els                     |
| Total Successful Bids | : | 66 no. of Els                      |

| Category-Wise Bidding Result            |  |                  |       |                  |                  |                    |
|---|--|------------------|-------|------------------|------------------|--------------------|
| Category                                | Eligible Investors                             | BO ID            | Price | Volume           | Alloted Vol.     | Alloted Value      |
| Alternative Investment Fund Managers    | BD Venture Limited                             | 1204030061462361 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | CWT Private Equity Limited                     | 1205590070412843 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | <b>No. of Els: 02</b>                          | <b>Sub Total</b> |       | <b>1,406,200</b> | <b>1,406,200</b> | <b>44,998,400</b>  |
| Asset Management Companies              | CWT Asset Management Company Ltd.              | 1205590064936808 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | EDGE AMC Limited                               | 1205590063298332 | 32    | 671,800          | 671,800          | 21,497,600         |
|   | EKUSH WEALTH MANAGEMENT LIMITED                | 1205590068173895 | 32    | 437,500          | 437,500          | 14,000,000         |
|   | HF ASSET MANAGEMENT LIMITED                    | 1201730062934235 | 32    | 156,500          | 156,500          | 5,008,000          |
|   | IDLC Asset Management Limited                  | 1203680061585304 | 32    | 637,500          | 637,500          | 20,400,000         |
|   | Impress Capital Limited                        | 1201820055033647 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | Vanguard Asset Management Limited              | 1202140053733764 | 32    | 390,000          | 390,000          | 12,480,000         |
|   | <b>No. of Els: 07</b>                          | <b>Sub Total</b> |       | <b>3,699,500</b> | <b>3,699,500</b> | <b>118,384,000</b> |
| Banks                                   | The City Bank Limited                          | 1204500000803683 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | <b>No. of Els: 01</b>                          | <b>Sub Total</b> |       | <b>703,100</b>   | <b>703,100</b>   | <b>22,499,200</b>  |
| Financial Institutions                  | Bangladesh Finance And Investment Company Ltd. | 1205150002440950 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | IDLC Finance Limited                           | 1602510000744624 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | <b>No. of Els: 02</b>                          | <b>Sub Total</b> |       | <b>1,406,200</b> | <b>1,406,200</b> | <b>44,998,400</b>  |
| Merchant Bankers and Portfolio Managers | Alpha Capital Management Limited.              | 1605550049519826 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | BD Finance Ltd.                                | 1605570061564795 | 32    | 703,000          | 703,000          | 22,496,000         |
|   | City Bank Capital Resources Limited            | 1204500046667286 | 32    | 703,100          | 703,100          | 22,499,200         |
|   | Sandhani Life Finance Ltd.                     | 1605610032935344 | 32    | 703,000          | 703,000          | 22,496,000         |
|   | <b>No. of Els: 04</b>                          | <b>Sub Total</b> |       | <b>2,812,200</b> | <b>2,812,200</b> | <b>89,990,400</b>  |

| Category-Wise Bidding Result |   |                  |       |                   |                   |                    |
|------------------------------|---|------------------|-------|-------------------|-------------------|--------------------|
| Category                     | Eligible Investors                        | BO ID            | Price | Volume            | Alloted Vol.      | Alloted Value      |
| Mutual Funds and CIS         | BCB ICL GROWTH FUND                       | 1604620064112891 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | CAPITEC POPULAR LIFE UNIT FUND            | 1604580068872341 | 32    | 703,000           | 703,000           | 22,496,000         |
|                              | CAPM BDBL MUTUAL FUND 01                  | 1604580062240983 | 32    | 234,300           | 234,300           | 7,497,600          |
|                              | CAPM IBBL Islamic Mutual Fund             | 1604580064275550 | 32    | 312,500           | 312,500           | 10,000,000         |
|                              | CWT Emerging Bangladesh First Growth Fund | 1604620068180805 | 32    | 500,000           | 500,000           | 16,000,000         |
|                              | CWT SADHARAN BIMA GROWTH FUND             | 1604620069256766 | 32    | 500,000           | 500,000           | 16,000,000         |
|                              | Capitec Padma P.F. Shariah Unit Fund      | 1604580066440664 | 32    | 390,500           | 390,500           | 12,496,000         |
|                              | EDGE AMC Growth Fund                      | 1604620068274561 | 32    | 703,000           | 703,000           | 22,496,000         |
|                              | EDGE Bangladesh Mutual Fund               | 1604620065381191 | 32    | 703,000           | 703,000           | 22,496,000         |
|                              | EKUSH FIRST UNIT FUND                     | 1604620068943113 | 32    | 703,000           | 703,000           | 22,496,000         |
|                              | Esquire ICL Apparel Fund                  | 1604620068167620 | 32    | 662,500           | 510,488           | 16,335,600         |
|                              | HFAML UNIT FUND                           | 1604580064096932 | 32    | 156,500           | 156,500           | 5,008,000          |
|                              | HFAML-ACME Employees Unit Fund            | 1604620066681657 | 32    | 156,500           | 156,500           | 5,008,000          |
|                              | ICL Balanced Fund                         | 1604620061924201 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | IDLC Balanced Fund                        | 1604580063055704 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | IDLC Growth Fund                          | 1604620064889812 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | UFS-Bank Asia Unit fund                   | 1604580065845271 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | UFS-IBBL SHARIAH UNIT FUND                | 1604580062996371 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | UFS-PADMA LIFE ISLAMIC UNIT FUND          | 1604580062110225 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | UFS-PRAGATI LIFE UNIT FUND                | 1604620062898126 | 32    | 312,500           | 312,500           | 10,000,000         |
|                              | UFS-Popular Life Unit Fund                | 1604580061410085 | 32    | 703,100           | 703,100           | 22,499,200         |
|                              | Vanguard AML BD Finance Mutual Fund One   | 1604620049756141 | 32    | 703,000           | 703,000           | 22,496,000         |
|                              | Vanguard AML Growth Fund                  | 1604580065812126 | 32    | 656,000           | 656,000           | 20,992,000         |
|                              | Vanguard AML Rupali Bank Balanced Fund    | 1604580051623248 | 32    | 703,000           | 703,000           | 22,496,000         |
|                              | <b>No. of Els: 24</b>                     | <b>Sub Total</b> |       | <b>13,724,100</b> | <b>13,572,088</b> | <b>434,306,800</b> |

| Category-Wise Bidding Result                     |   |                  |       |         |              |               |
|--|---|------------------|-------|---------|--------------|---------------|
| Category   | Eligible Investors  | BO ID            | Price | Volume  | Alloted Vol. | Alloted Value |
| Recognized Provident, Pension and Gratuity Funds | AGRO ATMOSPHERE LTD EMPLOYEE'S GRATUITY FUND              | 1605550069603364 | 32    | 703,100 | 703,100      | 22,499,200    |
|  | ALPHA CAPITAL MANAGEMENT LIMITED Employees' Gratuity Fund | 1605550068820427 | 32    | 703,100 | 703,100      | 22,499,200    |
|  | ALPHA CAPITAL MANAGEMENT LTD. EMPLOYEES PROVIDENT         | 1605550068580411 | 32    | 703,100 | 703,100      | 22,499,200    |
|  | BANCO FINANCE AND INVESTMENT LIMITED EMPLOYEES            | 1605570067830513 | 32    | 703,000 | 703,000      | 22,496,000    |
|  | BL TRADING CORPORATION LTD PROVIDENT FUND                 | 1202550067070307 | 32    | 157,900 | 157,900      | 5,052,800     |
|  | BLUEBELL INFOTECH LTD. EMPLOYEES GRATUITY FUND            | 1201910065845311 | 32    | 389,000 | 389,000      | 12,448,000    |
|  | BLUEBELL INFOTECH LTD. EMPLOYEES PROVIDENT FUND           | 1201910065846126 | 32    | 295,000 | 295,000      | 9,440,000     |
|  | IDLC Employees' Provident Fund                            | 1602510057011151 | 32    | 703,100 | 703,100      | 22,499,200    |
|  | Incepta Pharmaceuticals Employees Provident Fund          | 1203110061650220 | 32    | 703,100 | 703,100      | 22,499,200    |
|  | PMCL Employee Provident Fund                              | 1204570063477895 | 32    | 256,000 | 256,000      | 8,192,000     |
|  | PODDAR AND BROTHERS PRIVATE LTD EMPLOYEES PROVIDENT       | 1202550068288920 | 32    | 656,000 | 656,000      | 20,992,000    |
|  | Paradise Employees Provident Fund                         | 1204570063478493 | 32    | 312,000 | 312,000      | 9,984,000     |
|  | Perfect Touch Employment Provident Fund                   | 1204800061834041 | 32    | 266,500 | 266,500      | 8,528,000     |
|  | Potential Employees Provident Fund                        | 1204570063477887 | 32    | 249,500 | 249,500      | 7,984,000     |
|  | SANDHANI LIFE FINANCE LTD. EMPLOYEES PROVIDENT FUND       | 1605610067837416 | 32    | 157,000 | 157,000      | 5,024,000     |
|  | SHEHRISH IT LTD.EPF                                       | 1203110068938665 | 32    | 703,100 | 703,100      | 22,499,200    |
|  | Sandhani Life Insurance Co. Ltd. Employee's Gratuity Fund | 1201470063462365 | 32    | 468,700 | 468,700      | 14,998,400    |
|  | Sandhani Life Insurance Co. Ltd.                          | 1201470040729859 | 32    | 703,000 | 703,000      | 22,496,000    |

| Category-Wise Bidding Result |   |                    |       |                   |                   |                      |
|------------------------------|---|--------------------|-------|-------------------|-------------------|----------------------|
| Category                     | Eligible Investors                              | BO ID              | Price | Volume            | Alloted Vol.      | Alloted Value        |
|                              | Employee's Provident Fund                       |                    |       |                   |                   |                      |
|                              | TECHINNOVATION BD LTD. EMPLOYEES GRATUITY FUND  | 1201910064575626   | 32    | 343,500           | 343,500           | 10,992,000           |
|                              | TECHINNOVATION BD LTD. EMPLOYEES PROVIDENT FUND | 1201910064575618   | 32    | 298,000           | 298,000           | 9,536,000            |
|                              | <b>No. of Els: 20</b>                           | <b>Sub Total</b>   |       | <b>9,473,700</b>  | <b>9,473,700</b>  | <b>303,158,400</b>   |
| Stock Dealers                | 01 Limited                                      | 1204180069013766   | 32    | 531,200           | 531,200           | 16,998,400           |
|                              | BE RICH LIMITED                                 | 1204180017222163   | 32    | 703,100           | 703,100           | 22,499,200           |
|                              | KABIR SECURITIES LIMITED                        | 1203330029280914   | 32    | 703,100           | 703,100           | 22,499,200           |
|                              | KAZI EQUITIES LTD.                              | 1201730029204716   | 32    | 468,700           | 468,700           | 14,998,400           |
|                              | MOSHIHOR SECURITIES LTD                         | 1201580030169036   | 32    | 703,100           | 703,100           | 22,499,200           |
|                              | SR CAPITAL LIMITED                              | 1203550028840519   | 32    | 703,100           | 703,100           | 22,499,200           |
|                              | <b>No. of Els: 06</b>                           | <b>Sub Total</b>   |       | <b>3,812,300</b>  | <b>3,812,300</b>  | <b>121,993,600</b>   |
|                              | <b>Total No. of Els: 66</b>                     | <b>Grand Total</b> |       | <b>37,037,300</b> | <b>36,885,288</b> | <b>1,180,329,200</b> |

## 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:

Use of net proceeds of the offer indicating the amount to be used for each purpose with head-wise break-up:

IPO proceeds will be used as under:

| SL           | Particulars  | Amount (in BDT)      |
|--------------|--|----------------------|
| 1.           | Equity Investment in Karnaphuli Power Limited  | 726,750,000          |
| 2.           | Equity Investment in Baraka Shikalbaha Power Limited   | 716,550,000          |
| 3.           | Partial Repayment of Long-term Obligations   | 748,725,000          |
| 4.           | Estimated IPO Expenses (Details of Estimated IPO Expenses have been incorporated in page #76 of this Prospectus) | 57,975,000           |
| <b>Total</b> |  | <b>2,250,000,000</b> |

Shareholding Position of KPL and BSPL:

| Shareholders                        | Equity financing (%)     |                              |
|-------------------------------------|--------------------------|------------------------------|
|                                     | Karnaphuli Power Limited | Baraka Shikalbaha Power Ltd. |
| <b>Baraka Patenga Power Limited</b> | <b>51%</b>               | <b>51%</b>                   |
| Baraka Power Limited                | 25%                      | 20%                          |
| Other Investors                     | 24%                      | 29%                          |

The detail break-up of Power Plant(s) Implementation Costs:

| Sl. No.      | Particulars  | Project Costs<br>(Amount in<br>BDT Million) | Sources of Fund (Amount in BDT Million) |  |                      |                                       |
|--------------|--|---|---|--|----------------------|---------------------------------------|
|              |  |   | Bank Finance                            | Equity Investments<br>from IPO Proceeds* | Preference<br>shares | Own financing<br>from<br>shareholders |
| 1.           | Implementation<br>of Karnaphuli<br>Power Limited           | 7,400.00                                    | 5,180.00                                | 726.75                                   | 700.00               | 793.25                                |
| 2.           | Implementation<br>of Baraka<br>Shikalbaha<br>Power Limited | 7,500.00                                    | 5,250.00                                | 716.55                                   | 730.00               | 803.45                                |
| <b>Total</b> |  | <b>14,900.00</b>                            | <b>10,430.00</b>                        | <b>1,443.30</b>                          | <b>1,430.00</b>      | <b>1,596.70</b>                       |

\* Equity investments to be made in KPL and BSPL will be at par value.

Breakdown of Use of IPO Proceeds:

1. Partial Repayment of Long-term Obligations

| Sl. No.      | Name of the Banks              | Amount in BDT      |
|--------------|--------------------------------|--------------------|
| a)           | United Commercial Bank Limited | 420,000,000        |
| b)           | Trust Bank Limited             | 328,725,000        |
| <b>Total</b> |                                | <b>748,725,000</b> |



## 2. Equity Investment in Karnaphuli Power Limited (110 MW)

| Items        | Amount in BDT        | Sources of Fund (BDT) |                                    | Description  |
|--------------|----------------------|-----------------------|------------------------------------|--|
|              |                      | From IPO              | Others (as disclosed in Page #164) |  |
| Gen-sets     | 3,509,147,200        | 726,750,000           | 2,782,397,200                      | Euro 33.7418 million as per agreement between Company & Gen-set supplier (01 Euro = BDT 104) |
| <b>Total</b> | <b>3,509,147,200</b> | <b>726,750,000</b>    | <b>2,782,397,200</b>               |  |

## 3. Equity Investment in Baraka Shikalbaha Power Limited (105 MW)

| Items  | Amount in BDT        | Sources of Fund (BDT) |                                    | Description   |
|--|----------------------|-----------------------|------------------------------------|---|
|  |                      | From IPO              | Others (as disclosed in Page #164) |   |
| Gen-sets (including 03 nos. of exhaust boiler) | 3,563,560,000        | 716,550,000           | 2,847,010,000                      | Euro 34.215 million as per agreement between Company & Gen-set supplier (01 Euro = BDT 104) |
| <b>Total</b>                                   | <b>3,563,560,000</b> | <b>716,550,000</b>    | <b>2,847,010,000</b>               |   |

## Gen-sets Specifications of KPL and BSPL

| Particulars   | Specifications                              |
|---|---|
| Product   | Generating Sets                             |
| Manufacturer  | Wartsila Finland OY, Finland                |
| Country of Origin                                       | Finland                                     |
| Engine Type   | 4-Stroke Reciprocating Super Charged Engine |
| Engine Model  | W18V50                                      |
| Number of Generating sets installed in each power plant | 6 nos.                                      |
| Each Engine Capacity                                    | 18.415 MW                                   |
| Number of cylinders per engine                          | 18  |
| Cylinder bore of each cylinder                          | 500 mm                                      |
| Stroke length   | 580 mm                                      |
| Engine Speed  | 500 rpm                                     |
| Mean piston speed                                       | 9.7 m/s                                     |
| Mean effective pressure                                 | 22 bar                                      |
| Swept volume per cylinder                               | 96.4 dm <sup>3</sup>                        |
| Compression ratio                                       | 13.6:1                                      |
| Number of inlet valves per cylinder                     | 2   |
| Number of outlet valves per cylinder                    | 2   |
| Direction of rotation facing towards flywheel           | Clockwise                                   |
| Cooling method  | Radiator, 1 circuit                         |
| Rated Power factor                                      | 0.8   |
| Nominal Voltage   | 11000 V                                     |
| Rated current   | 1208 A                                      |
| Generator efficiency                                    | 97.9 %                                      |
| Fuel Type   | HFO (180 cSt)                               |
| Length of Engine  | 18.781 m                                    |

| Particulars            | Specifications |
|------------------------|----------------|
| Width of Engine        | 4.09 m         |
| Height of Engine       | 6.02 m         |
| Weight (dry) of Engine | 368000 kg      |
| Weight (wet) of Engine | 383000 kg      |
| Base Frame types       | Steel Springs  |
| Frequency              | 50 Hz          |
| DC system              | 24 V and 110 V |

**(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**

BDT 944,000,000 has been raised through private placement and from existing shareholders prior to the public issue on dated 30 April 2014. This fund has already deployed by the issuer in the following manner:

| Accounting Years | Fund Utilized for                 | Amount in BDT | Reflected in financial Statement                              |
|------------------|-----------------------------------|---------------|---|
| 2013-2014        | Implantation of 50 MW Power Plant | 944,000,000   | Reflected in Investing Activities in the Cash Flow Statements |

**(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:**

Baraka Patenga Power Limited (BPPL) has undertaken a project to set up 2 (two) power plants i.e. "Karnaphuli Power Limited (KPL)" and "Baraka Shikalbaha Power Limited (BSPL)" to contribute in the increasing demand of the electricity in Bangladesh. BPPL holds 51% of both the companies. BDT 1,443.30 Million (i.e. BDT 726.75 Million for Karnaphuli Power Limited and BDT 716.55 Million for Baraka Shikalbaha Power Limited) will be utilized for implementation of power plants from IPO Proceeds.

|   |   |
|---|---|
| <b>Form of investment</b>   | Equity Investments  |
| <b>Nature of benefit expected to accrue to the issuer as a result of the investment</b> | Combined capacity of these two power plant is 215 MW. BPPL will hold 51% shares of both the Companies which will eventually increase the BPPL's revenue and profitability in the consolidation.   |
| <b>Brief description of business</b>  | <p><b>1. Karnaphuli Power Limited (KPL)</b></p> <p>Karnaphuli Power Limited was incorporated in Bangladesh on November 17, 2014 as a Private Limited Company having its registered office at 6/A/1, Segunbagicha, Dhaka-1000. The company has been subsequently converted to Public Limited Company on December 12, 2018.</p> <p>Karnaphuli Power Limited has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on February 4, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day. The PPA is signed in connection to the issued Letter of Intent (LOI) to the Company vide memo dated August 8, 2017 of BPDB for implementing HFO fired IPP power plant having capacity of 110 MW on Build, Own, Operate (BOO) basis at Kolagaon Union Parishad, Patiya, Chittagong for a term of 15 years from the commercial operation date (COD) i.e. August 20, 2019.</p> <p><b>2. Baraka Shikalbaha Power Limited (BSPL)</b></p> <p>Baraka Shikalbaha Power Limited was incorporated in Bangladesh on December 13, 2017 as a Private Limited Company having its registered office at 6/A/1,</p> |

|                              |  |
|------------------------------|--|
|                              | <p>Segunbagicha, Dhaka-1000. The company has been subsequently converted to Public Limited Company on December 12, 2018.</p> <p>Bangladesh Power Development Board (BPDB) has issued Letter of Intent (LOI) to Baraka Patenga Power Limited and its consortium vide their memo no. 27.11.0000.101.14.021.18-869 dated 28-02-2018 for implementing HFO fired IPP power plant having capacity of 105 MW on BOO (Build, Own, Operate) basis at Kolagaon Union Parishad, Patiya, Chittagong for term of 15 years from the commercial operation date (COD) i.e. May 24, 2019.</p> |
| <b>Financial information</b> | Audited financial statements of both the companies have been duly incorporated under section-XXVI of this prospectus.  |

**(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:**

The total project cost (BSPL & KPL) is estimated as BDT 14,900.00 Million where BDT 10,430.00 million will be funded through Bank Finance, BDT 1,443.30 million will be funded by IPO of BPPL, BDT 1,430.00 million will be funded through Preference Shares to be issued by KPL & BSPL and BDT 1,596.70 million will be funded through own finance by the shareholders of KPL and BSPL. Bank finance will be arranged by Infrastructure Development Company Limited (IDCOL) and United Commercial Bank Limited (UCBL). Preference Shares will be arranged by LankaBangla Finance Ltd. and Green Delta Capital Ltd. Mentionable here that no bridge loan or other financial arrangement will be repaid from the proceeds of the issue except the partial repayment of long-term obligations of BPPL as stated in the "Use of Proceeds".

**(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 Issuer has decided to partial payment of BDT 1443.30 Million for the project costs from the total IPO Proceeds of BDT 2,250.00 Million. The stages of implementation and utilization of fund received through public offering:

| Sl. No. | Utilization of Fund   | Progress Made So Far                         | Schedule of Implementation                 |   |  |
|---------|---|--|--|---|--|
|         |   |  | Approximate date of Completion of Projects | Projected Date of Commercial Operation                  | Projected Date of Payment                        |
| 1.      | Partial Payment of Gen-sets for Karnaphuli Power Limited        | Installation of Gen-sets have been completed | Already completed on August 04, 2019       | Already started Commercial Operation on August 20, 2019 | Within 6 months of receiving of the IPO Proceeds |
| 2.      | Partial Payment of Gen-sets for Baraka Shikalbaha Power Limited | Installation of Gen-sets have been completed | Already completed on May 14, 2019          | Already started Commercial Operation on May 24, 2019    | Within 6 months of receiving of the IPO Proceeds |
| 3.      | Loan Repayment  | N/A  |  |   | Within 3 months of receiving the IPO Proceeds    |
| 4.      | Estimated IPO expenses  | N/A  |  |   | As and when required                             |

Sd/-  
**Mohammed Monirul Islam**  
 Chief Financial Officer

Sd/-  
**Monzur Kadir Shafi**  
 Managing Director

Sd/-  
**Gulam Rabbani Chowdhury**  
 Chairman

- (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 is no such contract yet to be engaged by the company.

- (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:**

There is no object of the issue is utilization of the issue proceeds for 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:**

There is no object of the issue is utilization of the issue proceeds to undertake one or more activities like diversification, modernization, expansion except power plant project Implementation as mentioned in 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 projects by using IPO proceeds after receiving the funds, which have been mentioned in Use of IPO proceeds and projects Implementation schedule.

- (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:**

**Anticipated material transactions in relation to utilization of the issue proceeds or project cost with sponsors:**

1. Baraka Power Limited has signed an agreement with Karnaphuli Power Limited to act as Engineering, Procurement and Construction (EPC) Contractor of Karnaphuli Power Limited. The total EPC Contract price is USD 33.50 million.
2. Baraka Power Limited has signed an agreement with Baraka Shikalbaha Power Limited to act as Engineering, Procurement and Construction (EPC) Contractor of Baraka Shikalbaha Power Limited. The total EPC Contract price is USD 28.00 million.

(k) Summary of the project appraisal or feasibility report by the relevant professionals not connected with the issuer, issue manager and registrar to the issue with cost of the project and means of finance, weaknesses and threats, if any, as given in the appraisal or feasibility report:

### Feasibility Report on Karnaphuli Power Limited

02 April 2018

**The Managing Director**  
Karnaphuli Power Limited  
6/A/1 (1st and 2nd Floor)  
Segunbagicha, Dhaka-1000

Dear Sir,

**Ref: Business Feasibility Review Report on power project of Karnaphuli Power Limited (KPL).**

As per your request we have carried out a review of business feasibility on power project of Karnaphuli Power Limited. We have examined the financial estimation, projections and the reasonableness of management assumptions for Infrastructure Development of Power Plant of Karnaphuli Power Limited. The management of KPL has prepared the projected financial statements for the next 15 years which comprise projected Statement of Financial position, Projected Statement of Profit or Loss and Projected Statement of Cash Flows of the proposed project.

We formed a competent team to conduct this review. Based on our independent checking and examination we have found that the assumptions made by management are found reasonable and satisfactory for preparing these projected financial statements. We report that the calculated Net Present Value (NPV) of the project is positive indicating that the project is feasible. The IRR is also much above the current bank lending rate. Moreover, calculated Payback Period of the project shows the repayment capability of project. The project cost and key information of feasibility is depicted below:

|   |  |
|---|--|
| Cost of the Project                                     | BDT 7,600.00 (in million)                                |
| Total Equity of the Project                             | BDT 1,520.00 (in million)                                |
| Total Debt of the Project (Including Preference Shares) | BDT 6,080.00 (in million)                                |
| Internal Rate of Return                                 | 16.29%   |
| Net Present Value (@ 9%)                                | BDT 5,997.80 (in million)                                |
| Payback period of the projects (years)                  | 5.33 years   |
| Means of finance  | Ordinary Shares, Preference Shares and Bank Loan Finance |

The review of business feasibility has been carried out with the fundamental principles of ethical conduct integrity, objectivity, competence, confidentiality and professional behavior.

Yours Sincerely

Sd/-  
**Md. Abu Kaiser, FCA**  
Senior Partner  
Mahfel Huq & Co.  
Chartered Accountants

### Weaknesses and threats as given in the feasibility report

| Weaknesses   | Threats  |
|--|--|
| <ul style="list-style-type: none"> <li>Expansion of project with same line largely depends on Government decision; and</li> <li>Similar nature Company under common management.</li> </ul> | <ul style="list-style-type: none"> <li>Casual natural disaster may negatively affect the power generation of the project;</li> <li>Power generation of the project may be hampered due to shortage of fuel supply; and</li> <li>Political instability may frustrate the operation of the project.</li> </ul> |

## Feasibility Report on Baraka Shikalbaha Power Limited

02 April 2018

### The Managing Director

Baraka Shikalbaha Power Limited  
6/A/1 (1st and 2nd Floor)  
Segunbagicha, Dhaka-1000

Dear Sir,

### Ref: Business Feasibility Review Report on power project of Baraka Shikalbaha Power Limited (BSPL).

As per your request we have carried out a review of business feasibility on power project of Baraka Shikalbaha Power Limited. We have examined the financial estimation, projections and the reasonableness of management assumptions for Infrastructure Development of Power Plant of Baraka Shikalbaha Power Limited. BSPL has prepared the projected financial statements for the next 15 years which comprise projected Statement of Financial position, Projected Statement of Profit or Loss and Projected Statement of Cash Flows of the proposed project.

We formed a competent team to conduct this review. Based on our independent checking and examination we have found that the assumptions made by management are found reasonable and satisfactory for preparing these projected financial statements. We report that the calculated Net Present Value (NPV) of the project is positive indicating that the project is feasible. The IRR is also much above the current bank lending rate. Moreover, calculated Payback Period of the project shows the repayment capability of project. The project cost and key information of feasibility is depicted below:

|   |  |
|---|--|
| Cost of the Project                                     | BTD 7,500.00 (in million)                                |
| Total Equity of the Project                             | BDT 1,500.00 (in million)                                |
| Total Debt of the Project (Including Preference Shares) | BDT 6,000.00 (in million)                                |
| Internal Rate of Return                                 | 15.10%   |
| Net Present Value (@ 9%)                                | BDT 4,438.58 (in million)                                |
| Payback period of the projects (years)                  | 6.28 years   |
| Means of finance  | Ordinary Shares, Preference Shares and Bank Loan Finance |

The review of business feasibility has been carried out with the fundamental principles of ethical conduct integrity, objectivity, competence, confidentiality and professional behavior.

Yours Sincerely

Sd/-

**Md. Abu Kaiser, FCA**

Senior Partner  
Mahfel Huq & Co.  
Chartered Accountants

### Weaknesses and threats as given in the feasibility report

| Weaknesses  | Threats  |
|---|--|
| <ul style="list-style-type: none"><li>Expansion of project with same line largely depends on Government decision; and</li><li>Similar nature Company under common management.</li></ul> | <ul style="list-style-type: none"><li>Casual natural disaster may negatively affect the power generation of the project;</li><li>Power generation of the project may be hampered due to shortage of fuel supply; and</li><li>Political instability may frustrate the operation of the project.</li></ul> |

## SECTION: XXIII LOCK-IN

### (a) Provisions for lock-in:

As per Rule-10 of Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015:

**Lock-in:** All shares held at the time of according consent to the public offer shall be subject to lock-in, from the first trading day in 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 lock-in period and number of securities to be locked-in:

| SL. No. | Name of Directors & Sponsors | Lock in Period* | BO Account No.   | No. of Share |
|---------|------------------------------|-----------------|------------------|--------------|
| 1       | Baraka Power Limited         | 3 Years         | 1202550062576967 | 50,604,750   |
| 2       | Gulam Rabbani Chowdhury      | 3 Years         | 1204760043446415 | 4,150,000    |
| 3       | Faisal Ahmed Chowdhury       | 3 Years         | 1203710073503486 | 4,150,000    |
| 4       | Fahim Ahmed Chowdhury        | 3 Years         | 1203710043446407 | 850,500      |
| 5       | Monzur Kadir Shafi           | 3 Years         | 1203590043484889 | 4,150,001    |
| 6       | Md. Shirajul Islam           | 3 Years         | 1203440042151385 | 1,050,000    |
| 7       | Afzal Rashid Choudhury       | 3 Years         | 1203590073494308 | 1,050,000    |
| 8       | Touhidul Islam               | 1 Year          | 1601880035090629 | 840,000      |
| 9       | Mijanur Rahman Choudhury     | 1 year          | 1203710073506364 | 2,730,000    |
| 10      | Abdul Bari                   | 1 year          | 1203410037427727 | 892,500      |
| 11      | Momthaz Chowdhury            | 3 Years         | 1204760043456016 | 890,000      |
|         |                              | 1 year          |                  | 370,056      |
| 12      | Rushina Ahmed Chowdhury      | 1 year          | 1203710073503534 | 588,505      |
| 13      | Syeda Yasmin Hossain         | 1 year          | 1201910043448564 | 1,984,500    |
| 14      | Noor-E-Zannat Chowdhury      | 1 year          | 1203710073503716 | 943,355      |
| 15      | Abeda Khanom Chowdhury       | 3 Years         | 1203710043456008 | 600,000      |
|         |                              | 1 year          |                  | 469,833      |
| 16      | Nasim Ahmed Chowdhury        | 1 year          | 1204760043446423 | 729,750      |
| 17      | Ubaydia Chowdhury            | 1 year          | 1204760043448671 | 1,050,000    |
| 18      | Fokrul Alam Chowdhury        | 1 year          | 1201910073501072 | 450,450      |
| 19      | Nanu Kazi Md. Miah           | 1 year          | 1204760043450514 | 1,050,000    |
| 20      | Atikur Rahman                | 1 year          | 1203590061149309 | 997,500      |
| 21      | Nayem Ahmed Chowdhury        | 1 year          | 1203710073503311 | 897,750      |
| 22      | Md. Humayun Ahmed            | 1 year          | 1204220043484854 | 472,500      |
| 23      | Alimul Ahsan Chowdhury       | 1 year          | 1605540015684183 | 446,250      |
| 24      | Niaz A. Khan                 | 1 year          | 1203590044733615 | 787,500      |
| 25      | Sultana Jesmin Chino         | 1 year          | 1202550000262118 | 499,000      |
| 26      | Shuab Khan                   | 1 year          | 1204760053781033 | 577,500      |
| 27      | Yeaheya Murad Khan           | 1 year          | 1204760043446466 | 735,000      |
| 28      | Ali Ahmed                    | 1 year          | 1204760061143858 | 661,500      |

| SL. No. | Name of Directors & Sponsors    | Lock in Period* | BO Account No.   | No. of Share |
|---------|---------------------------------|-----------------|------------------|--------------|
| 29      | Foster Securities Ltd.          | 1 year          | 1602170047510053 | 525,000      |
| 30      | Zakir Hossain                   | 1 year          | 1204220043484870 | 525,000      |
| 31      | Kazi Md. Angur Miah             | 1 year          | 1204760043456091 | 525,000      |
| 32      | MD. Masrur Choudhury (Showkot)  | 1 year          | 1203590073494431 | 525,000      |
| 33      | Mohammed Abdul Ahad             | 1 year          | 1204760043456083 | 525,000      |
| 34      | Abdul Wasay Chowdhury (Zuber)   | 1 year          | 1203590073494937 | 420,000      |
| 35      | Alimus Sadat Chowdhury          | 1 year          | 1605540029741554 | 525,000      |
| 36      | Abdul Mumin                     | 1 year          | 1203680043221809 | 525,000      |
| 37      | Masud Ahmed                     | 1 year          | 1204760061150538 | 525,000      |
| 38      | Monsur Alam Chowdhury           | 1 year          | 1201820043446441 | 525,000      |
| 39      | Syed Musharaf Hussain Chowdhury | 1 year          | 1204760061150511 | 52,500       |
| 40      | Sajeda Chowdhury                | 1 year          | 1204760061077185 | 315,000      |
| 41      | Tanjeel Wadud Chowdhury (Sagor) | 1 year          | 1605540047464881 | 367,500      |
| 42      | Shubina Ahmed Chowdhury         | 3 Years         | 1203590059512528 | 200,000      |
|         |                                 | 1 year          |                  | 193,750      |
| 43      | Nasrin Sultana Sampa            | 1 year          | 1204730042481725 | 472,500      |
| 44      | Roushan Ali Khan                | 1 year          | 1204480036902809 | 105,000      |
| 45      | Shamsher Ali Tarafder           | 1 year          | 1204480036902793 | 105,000      |
| 46      | Rawad Ashraf                    | 1 year          | 1204480039627291 | 105,000      |
| 47      | Tania Tabassum                  | 1 year          | 1204480039627380 | 105,000      |
| 48      | Abdul Mannan                    | 1 year          | 1201470000027398 | 577,500      |
| 49      | Mumina Khatun                   | 1 year          | 1203410045110973 | 105,000      |
| 50      | Mohibun Bari Chowdhury          | 1 year          | 1203410043687855 | 840,000      |
| 51      | Enamul Haque Khan               | 1 year          | 1204760061143866 | 178,500      |
| 52      | Nurjahan Begum                  | 1 year          | 1203590073502259 | 73,500       |
| 53      | David Hasan                     | 1 year          | 1204760061143841 | 420,000      |
| 54      | Azizur Rahman                   | 1 year          | 1204760061150331 | 105,000      |
| 55      | Dr. Hasina Choudhury            | 1 year          | 1203710073503815 | 105,000      |
| 56      | Rebunnessa Chowdhury            | 1 year          | 1204760061150249 | 262,500      |
| 57      | Mohammad Shamsur Rahman         | 1 year          | 1204760061151658 | 262,500      |
| 58      | Naznin Sultana                  | 1 year          | 1201910073501171 | 525,000      |
| 59      | Suraiya Rahman                  | 1 year          | 1201910073501297 | 84,000       |
| 60      | Sayem Ahmed                     | 1 year          | 1204220061149673 | 472,500      |
| 61      | Mohammed Aziz baksh             | 1 year          | 1203550040413018 | 367,500      |
| 62      | Ahmed Tarek                     | 1 year          | 1204760061151722 | 26,250       |
| 63      | Saleha Afrooz                   | 1 year          | 1203590073502323 | 105,000      |
| 64      | Abdul Muktedir Chowdhury        | 1 year          | 1204760061150570 | 157,500      |
| 65      | Mohammed Sadiqur Rahman         | 1 year          | 1201580009633020 | 420,000      |
| 66      | Feroz Suleman Atcha             | 1 year          | 1201980000130851 | 105,000      |
| 67      | Mridulal Bhattacharjee          | 1 year          | 1201740062578982 | 31,500       |
| 68      | Anamika Roy                     | 1 year          | 1201960029428534 | 74,000       |
| 69      | Jayanta Kumar Podder            | 1 year          | 1602170033215148 | 105,000      |
| 70      | Sosanta Kumar Podder            | 1 year          | 1202050002079967 | 252,300      |
| 71      | Ashrafun Nessa                  | 1 year          | 1203180043508542 | 525,000      |
| 72      | Anisul Khadija                  | 1 year          | 1203180057611665 | 210,000      |

**\*Note:** Lock-in Period starts from the first trading day in exchanges.



## SECTION: XXIV    MARKETS FOR THE SECURITIES BEING OFFERED

The issuer shall apply to all the relevant exchanges in Bangladesh within 7 (seven) working days from the date of consent for public offer accorded by the Commission.



**Dhaka Stock Exchange Limited**  
9/F, Motijheel C/A,  
Dhaka – 1000



**Chittagong Stock Exchange Limited (CSE)**  
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) 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.”

### 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 “N” Category with DSE and CSE.**

## SECTION: XXV DESCRIPTION OF SECURITIES OUTSTANDING OR BEING OFFERED

The Company has raised its paid-up capital in following phases:

| Date of Allotment  | Nominal Price | Issue Price | Number of Shares Issued |                    |             | Amount of Share Capital (BDT) |
|--|---------------|-------------|-------------------------|--------------------|-------------|-------------------------------|
|  |               |             | In cash                 | Other than in cash | Bonus Share |                               |
| 7 June 2011: First (Subscription to the Memorandum & Articles of Association at the time of Incorporation) | 10/-          | 10/-        | 100,000                 | -                  | -           | 1,000,000                     |
| 30 April 2014: 2 <sup>nd</sup> allotment   | 10/-          | 10/-        | 94,400,000              | -                  | -           | 944,000,000                   |
| 02 January 2017: 3 <sup>rd</sup> Allotment   | 10/-          | 10/-        | -                       | -                  | 4,725,000   | 47,250,000                    |
| <b>Total</b>   |               |             |                         |                    |             | <b>992,250,000</b>            |

The Company has issued Ordinary Share to the Subscriber to the Memorandum and other than existing shareholder time to time which has been disclosed in the Section "OWNERSHIP OF THE COMPANY'S SECURITIES".

### (a) Dividend, Voting, Preemption Rights

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

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

### (b) Conversion and Liquidation Rights

The Directors may with the sanction of an ordinary resolution in general meeting convert all or any of its paid-up shares into stock and reconvert that stock into paid-up shares. When any shares have been converted into stock, the several holders of such stock may therefore transfer their respective interest therein or any part of such interests, in same manner and subject to the same regulations as and subject to which the shares may be or might have been transferred if no such conversion had taken place or as near thereto as circumstances shall admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, but with power to waive such rules in any particular case.

The several holders of stock of the company shall be entitled to participate in the dividends and profits of the company according to the amount of their respective interest in such stock and such interest shall in proportion to the amount thereof confer on the holders thereof respectively the same privileges, qualifications and advantages for the purposes of voting at meeting of the company, and otherwise for other purposes as would have been conferred by shares of equal amount in the capital of the company, but so that none of such privileges, qualifications and advantages except participation in the dividends and profits of the company shall be conferred by any amount of the stock which would not, if existing in shares, have conferred such privileges, qualifications and advantages and save as aforesaid all the provisions herein contained shall so far as circumstances admit apply to stock as well as shares. No such conversion shall affect any preference or any special privilege.

### **(c) Dividend Policy**

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

### **(d) Other Rights of Shareholders**

The Directors may, whenever they think fit and they shall on the requisition of the holders of not less than one tenth of the issued capital of the company, upon which all calls or other sums then due have been paid, forthwith proceed to convene an extra-ordinary general meeting of the company and in the case of such requisition the following provisions shall have effect.

- a. The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consists of several documents in like form each signed by one or more requisitionists.
- b. If the Directors of the company do not proceed within twenty-one days from the date of the requisition being so deposited to cause a meeting to be called, the requisitionists or a majority of them in value may themselves convene the meeting, but any meeting, so convened shall not be held after three months from the date of the deposit of requisition.
- c. Any meeting convened under this article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Director but shall be held at the office.
- d. A requisition by joint holder of share must be signed by all such holders.

**(a) AUDITORS' REPORT TO THE SHAREHOLDERS OF BARAKA PATENGA POWER LIMITED FOR THE YEAR ENDED JUNE 30, 2020**

***INDEPENDENT AUDITORS' REPORT  
TO THE SHAREHOLDER OF BARAKA PATENGA POWER LIMITED***

---

**Report on the Audit of the Consolidated Financial Statements**

**Opinion**

We have audited the consolidated financial statements of Baraka Patenga Power Limited and its subsidiaries (the Group) as well as the separate financial statements of Baraka Patenga Power Limited (the Company), which comprise the consolidated and separate statement of financial position as at June 30, 2020 and the consolidated and separate statement of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity and consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated financial position of the Group as at June 30, 2020 and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act, 1994, The Securities and Exchange Rules, 1987 and other applicable laws and regulations.

**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 Auditor's Responsibilities for the Audit of the consolidated and separate financial statements section of our report. We are independent of the Group and the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our 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 the auditors' professional judgement, were most significance in the audit of the financial statements for the year ended June 30, 2020. The matters, and any comments we make on the results of our procedures thereon, 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 in these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis of our audit opinion on the accompanying financial statements.

| Key Audit Matter  | How Our Audit Addressed the Key Audit Matter   |
|---|--|
| <b>01. Revenue Recognition and Provision for Customer Receivables-See Note No. 11 &amp; 11A to the Consolidated and Separate Financial Statements</b>   |  |
| <p>Revenue recognition and provision for customer receivables are key areas of judgement, particularly in relation to:</p> <ul style="list-style-type: none"> <li>- energy revenue is made based on the survey of the meter reading. The customer (or government authority) verify the electrical energy output through inspection of meter and/or review of relevant reports generated from the meter. Upon agreement by both parties, the electrical energy delivered for the month is evidenced by the approvals of the professional engineers representing the Group and the customer. The meter is certified by independent professional engineers on a regular basis;</li> <li>- revenue payments are recognized according to the terms set out for the Power Purchase Agreement (PPA) which is mainly the availability factor;</li> <li>- identifying conflicting issues relating to billing and assessing whether there is little prospect cash will be received for revenue that has been billed; and</li> <li>- assessing the recoverability of receivables who do not or are unable to pay their bills.</li> </ul> | <p>Our audit procedures included:</p> <ul style="list-style-type: none"> <li>- assessing whether revenue recognition policies are applied through comparison with relevant accounting standards and industry practice, including the policy of not recognizing revenue where it is not probable that cash will be received;</li> <li>- testing the Group's controls over revenue recognition and provision for customer receivables including reconciliations between sales and cash receipts systems and the general ledger;</li> <li>- assessing the assumptions used to calculate the metered accrued income by ensuring that inputs used to the calculation have been derived appropriately;</li> <li>- assessing the customer receivables provisioning policy based on historical cash collections, credits, re-bills and write-off information; and</li> <li>- assessing the Group's disclosing of its revenue recognition and customer receivables provisioning policies, including the estimation and uncertainty involved in recording revenue and the receivables provisioning;</li> <li>- discussed with the management regarding the treatment for revenue recognition and customer receivables provisioning policy of the Group.</li> </ul> |

| 02. Carrying Value (CV) of Property, Plant & Equipment (PPE) and its impairment-See Note No. 4 & 4A to the Consolidated and Separate Financial Statements   |  |
|---|--|
| <p>PPE Includes the Group's and the Company's long term assets, which flow economic benefits to the entities more than one year. PPE is measured at historical costless depreciation. PPE comprises major portion of total assets of the Company, which is amounting to Tk. 3,601,576,523 for Baraka Patenga Power Limited and Tk. 17,307,376,102 for the Group at the reporting date. PPE represents 74.16% and 83.70% of total assets of the Company and the Group respectively.</p> <p>Apparently, the carrying value of PPE represents significant portion of the Company's and the Group's assets, which is a function of depreciation charges that involved estimation. Therefore, it has been considered as a significant area of auditor's judgment and requires special attention. There is also a risk that the impairment charges may not have been recognized</p> | <p>We have tested the design and operating effectiveness of key controls over PPE. Our audit procedures included, among others, considering the impairment risk of the assets.</p> <p>Followings are our audit procedures on the carrying value and impairment risk of PPE:</p> <ul style="list-style-type: none"> <li>- Reviewing basis of recognition, measurement and valuation of assets;</li> <li>- Observing procedures of assets acquisition, depreciation and disposal;</li> <li>- Checking ownership of the major assets;</li> <li>- Checking the Capital-Work-in-Progress (CWIP) and its transfer to PPE as well as capital expenditure commitment;</li> <li>- Performing due physical asset verification at the year-end;</li> <li>- We critically challenged the Group's assumptions in relation to recoverable amounts of the major PPE to identify if there is any requirement of recognition of impairment; and</li> <li>- Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards;</li> </ul> <p>Our testing did not identify any issues with regard to CV of PPE and any indicators that would trigger impairment.</p> |

| <b>03. Term Loan, Finance Lease Liability, Short Term and Deferred Liability-See Note No. 18, 18.A, 18.B, 19.A, 19.B, 21, 21.A, 22 &amp; 22.A to the Consolidated and Separate Financial Statements</b>   |   |
|---|---|
| <p>At reporting date, the position of total loan received from bank and financial institutions remains amounting to Tk. 2,743,379,095 for Baraka Patenga Power Limited and Tk. 14,605,446,115 for the Group as a whole which represents around 56.49% and 70.63% of total equity &amp; liabilities for the Company and the Group respectively. Evidently, the Company and the Group are highly dependent on loan liabilities to operate the business. Therefore, bank and financial institution loan has been considered as key audit area.</p> | <p>We obtained an understanding, evaluated the design and tested the operational effectiveness of the Group's key control over the loans. Our audit procedures included, among others, the followings:</p> <ul style="list-style-type: none"> <li>- Understood and reviewed the nature or types of loans;</li> <li>- Reviewed the board minutes for arrangements of the loans;</li> <li>- Obtained the repayment schedules, loan statements and facility offer letters to review terms, debt covenants, interest rates and other conditions associated with the loans;</li> <li>- Re-calculated the interest related to loans;</li> <li>- Checked the adjustments or repayments of loans through bank/financial institution statements as per repayment schedule;</li> <li>- Observed whether there is any overdue payment relevant to loans; and</li> <li>- Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.</li> </ul> <p>The procedures above did not identify any issues with regard to the loans.</p> |

#### Reporting on Other Information

Management is responsible for the other information. The other information comprises the directors' report, management discussion and analysis, statement of corporate governance, financial highlights, economic value added statement (EVA), value added statement, certification of corporate governance etc. but other than the consolidated and separate financial statements and our auditors' report thereon. The directors' report, management discussion and analysis, statement of corporate governance, financial highlights, economic value added statement (EVA), value added statement, certification of corporate governance etc. are expected to be made available to us after the date of this auditors' report.

## **Independent Auditors' Report (Continued)**

---

However, the Group comprises the parent, Baraka Patenga Power Limited and its two subsidiaries namely Baraka Shikalbaha Power Limited and Karnaphuli Power Limited. The financial statements of the both subsidiaries have been audited by Masih Muhith Haque & Co., Chartered accountants. The auditor of subsidiaries have expressed an unmodified opinion both on those financial statements on June 30, 2020.

Our opinion on the consolidated and separate financial statements does not cover the other information and, accordingly, we do not express any form of assurance thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if, we conclude that there is a material misstatement therein; we are required to communicate the matter to those charged with governance.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements**

Management is responsible for the preparation of the consolidated and separate financial statements that give a true and fair view in accordance with IFRSs as explained in note 2 and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error. The Companies Act, 1994 and the BSEC guidelines require the management to ensure effective internal audit, internal controls and risk management functions of the Company.

In preparing the consolidated and separate 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 Group and the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements**

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



## Independent Auditors' Report (Continued)

---

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion,. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, 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 Group'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 Group and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion, Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosure, and whether the consolidated and separate 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 consolidated and separate 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 according with the Companies Act, 1994 and the Securities and Exchange Rules, 1987 we also report the following:

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

**Dated: Dhaka  
21 October, 2020**

**Sd/-**  
**KAZI ZAHIR KHAN & CO.**  
**Chartered Accountants**  
Engagement Partner  
Abdulla-Al-Mahmud FCA, FCMA, FCS, LL.B

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Statement of Financial Position  
as on June 30, 2020

| Particulars                                       | Notes | as on<br>June 30, 2020<br>Amount (Tk.) | as on<br>June 30, 2019<br>Amount (Tk.) |
|---|-------|--|--|
| <b>ASSETS</b>                                     |       |  |  |
| <b>Non-Current Assets</b>                         |       |  |  |
| Property, Plant & Equipment                       | 4.A   | 17,307,376,102                         | 10,967,290,471                         |
| Capital Work-in-Progress                          | 5.00  | -                                      | 6,439,451,456                          |
| Goodwill on Acquisition of Subsidiary             | 6.00  | 1,768,182                              | 1,768,182                              |
| <b>Total Non-Current Assets</b>                   |       | <b>17,309,144,284</b>                  | <b>17,408,510,109</b>                  |
| <b>Current Assets</b>                             |       |  |  |
| Inventories                                       | 8.A   | 1,579,986,338                          | 728,348,113                            |
| Investment in Marketable Securities-Held for Sale | 9.A   | 2,783,150                              | 5,126,337                              |
| Advances, Deposits & Pre-payments                 | 10.A  | 140,782,351                            | 359,638,687                            |
| Accounts Receivables                              | 11.A  | 1,214,912,480                          | 1,370,037,708                          |
| Other Receivables                                 | 12.A  | 992,110                                | 5,360,932                              |
| Cash & Cash Equivalents                           | 13.A  | 430,146,697                            | 127,011,361                            |
| <b>Total Current Assets</b>                       |       | <b>3,369,603,126</b>                   | <b>2,595,523,138</b>                   |
| <b>TOTAL ASSETS</b>                               |       | <b>20,678,747,410</b>                  | <b>20,004,033,247</b>                  |
| <b>EQUITY &amp; LIABILITIES</b>                   |       |  |  |
| <b>Shareholders' Equity</b>                       |       |  |  |
| Share Capital                                     | 14.A  | 992,250,000                            | 992,250,000                            |
| Fair Value Reserve                                |       | (1,379,190)                            | (1,084,875)                            |
| Retained Earnings                                 |       | 1,291,179,476                          | 956,984,246                            |
|   |       | <b>2,282,050,286</b>                   | <b>1,948,149,371</b>                   |
| Non Controlling Interest                          | 15.00 | 335,553,320                            | 94,605,355                             |
| <b>Total Equity</b>                               |       | <b>2,617,603,606</b>                   | <b>2,042,754,726</b>                   |
| <b>Non-Current Liabilities</b>                    |       |  |  |
| Advance against Share Issue                       | 16.00 | 1,396,500,000                          | 195,000,000                            |
| Preference Share (Redeemable)                     | 17.00 | 200,000,000                            | -                                      |
| Term Loan-Non Current Maturity                    | 18.A  | 1,598,741,651                          | 1,956,395,398                          |
| Finance Lease Liability-Non Current Maturity      | 19.A  | 9,031,391                              | 12,149,543                             |
| Provision for Gratuity                            | 20.A  | 2,734,465                              | 5,854,828                              |
| <b>Total Non-Current Liabilities</b>              |       | <b>3,207,007,507</b>                   | <b>2,169,399,769</b>                   |
| <b>Current Liabilities</b>                        |       |  |  |
| Term Loan-Current Maturity                        | 18.B  | 422,478,894                            | 412,992,335                            |
| Finance Lease Liability-Current Maturity          | 19.B  | 3,358,237                              | 2,744,665                              |
| Short Term Liabilities                            | 21.A  | 4,353,624,118                          | 3,470,632,727                          |
| Deferred Liabilities                              | 22.A  | 8,218,211,824                          | 8,800,748,434                          |
| Provision for Income Tax                          | 23.A  | 2,481,402                              | 10,267,844                             |
| Provision for WPPF                                | 24.A  | 9,182,201                              | 13,782,712                             |
| Liabilities for Expenses                          | 25.A  | 21,752,787                             | 9,243,100                              |
| Current Account with Related Parties              | 26.00 | 1,606,119,342                          | 1,170,503,244                          |
| Accounts Payables                                 | 27.A  | 52,512,304                             | 1,900,963,691                          |
| Other Liabilities                                 | 28.00 | 164,415,188                            | -                                      |
| <b>Total Current Liabilities</b>                  |       | <b>14,854,136,297</b>                  | <b>15,791,878,752</b>                  |
| <b>TOTAL EQUITY &amp; LIABILITIES</b>             |       | <b>20,678,747,410</b>                  | <b>20,004,033,247</b>                  |
| <b>Net Assets Value Per Share (NAVPS)</b>         | 37.A  | <b>23.00</b>                           | <b>19.63</b>                           |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.  
Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Statement of Profit or Loss and Other Comprehensive Income  
for the year ended June 30, 2020

| Particulars  | Notes | Year Ended           |                    |
|--|-------|----------------------|--------------------|
|  |       | June 30, 2020        | June 30, 2019      |
|  |       | Amount (Tk.)         | Amount (Tk.)       |
| Revenue  | 29.A  | 5,448,793,155        | 3,429,200,361      |
| Cost of Revenue  | 30.A  | (2,922,188,337)      | (2,657,297,654)    |
| <b>Gross Profit</b>  |       | <b>2,526,604,818</b> | <b>771,902,707</b> |
| General & Administrative Expenses  | 31.A  | (267,543,649)        | (123,379,714)      |
| <b>Operating Profit</b>  |       | <b>2,259,061,169</b> | <b>648,522,993</b> |
| Other Income/(Loss)  | 32.A  | (78,480,375)         | (28,524,085)       |
| Charges for Delay in Commissioning   | 33.00 | (400,704,550)        | -                  |
| Financial Expenses   | 34.A  | (1,095,341,494)      | (303,391,420)      |
| <b>Profit before WPPF</b>  |       | <b>684,534,750</b>   | <b>316,607,488</b> |
| Contribution to WPPF   |       | (9,182,201)          | (13,782,712)       |
| <b>Profit before Tax</b>   |       | <b>675,352,549</b>   | <b>302,824,776</b> |
| Income Tax Expenses  | 35.A  | (556,361)            | (2,119,659)        |
| Prior year Income Tax Expenses for Income year 2017-2018                   |       | (913,675)            |                    |
| <b>Profit after Tax</b>  |       | <b>673,882,513</b>   | <b>300,705,117</b> |
| Other Comprehensive Income/(Loss) from Investment in Marketable Securities | 9.00  | (294,315)            | (940,425)          |
| <b>Total Comprehensive Income for the period</b>                           |       | <b>673,588,198</b>   | <b>299,764,692</b> |
| <b>Profit Attributable To:</b>   |       |                      |                    |
| Owners of the Company  |       | 433,172,532          | 287,507,515        |
| Non-controlling Interest   | 15.01 | 240,709,981          | 13,197,602         |
|  |       | <b>673,882,513</b>   | <b>300,705,117</b> |
| <b>Total Comprehensive Income Attributable to:</b>                         |       |                      |                    |
| Owners of the Company  |       | 432,878,217          | 286,567,090        |
| Non-controlling Interest   |       | 240,709,981          | 13,197,602         |
|  |       | <b>673,588,198</b>   | <b>299,764,692</b> |
| <b>Earnings per Share:</b>   |       |                      |                    |
| Basic Earnings Per Share   | 36.A  | <b>4.37</b>          | <b>2.90</b>        |
| (par value of Tk. 10 each)   |       |                      |                    |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.

Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Statement of Changes in Equity  
for the year ended June 30, 2020

Amount in Taka

| Particulars   | Equity Attributable to Owners of the Company |                    |                      |                      | Non-controlling Interest | Total Equity         |
|---|--|--------------------|----------------------|----------------------|--------------------------|----------------------|
|   | Share Capital                                | Fair Value Reserve | Retained Earnings    | Total                |                          |                      |
| Balance as on 01-07-2019                              | 992,250,000                                  | (1,084,875)        | 956,984,246          | 1,948,149,371        | 94,605,355               | 2,042,754,726        |
| Increase/(Decrease) in Fair Value                     | -  | (294,315)          | -                    | (294,315)            | -                        | (294,315)            |
| Net Profit/(Loss) during the period                   | -  | -                  | 433,172,532          | 433,172,532          | 240,709,981              | 673,882,513          |
| Payment of Cash Dividend @ 10% for the year 2018-2019 | -  | -                  | (99,225,000)         | (99,225,000)         | -                        | (99,225,000)         |
| Prior years' Adjustment                               | -  | -                  | 247,698              | 247,698              | 237,984                  | 485,682              |
| <b>Balance as on 30-06-2020</b>                       | <b>992,250,000</b>                           | <b>(1,379,190)</b> | <b>1,291,179,476</b> | <b>2,282,050,286</b> | <b>335,553,320</b>       | <b>2,617,603,606</b> |

| Particulars   | Equity Attributable to Owners of the Company |                    |                    |                      | Non-controlling Interest | Total Equity         |
|---|--|--------------------|--------------------|----------------------|--------------------------|----------------------|
|   | Share Capital                                | Fair Value Reserve | Retained Earnings  | Total                |                          |                      |
| Balance as on 01-07-2018                              | 992,250,000                                  | (144,450)          | 875,299,384        | 1,867,404,934        | 81,407,753               | 1,948,812,687        |
| Increase/(Decrease) in Fair Value                     | -  | (940,425)          | -                  | (940,425)            | -                        | (940,425)            |
| Net Profit/(Loss) during the period                   | -  | -                  | 287,507,515        | 287,507,515          | 13,197,602               | 300,705,117          |
| Payment of Cash Dividend @ 10% for the year 2017-2018 | -  | -                  | (99,225,000)       | (99,225,000)         | -                        | (99,225,000)         |
| Prior year Adjustment on Foreign Currency Transaction | -  | -                  | (106,597,653)      | (106,597,653)        | -                        | (106,597,653)        |
| <b>Balance as on 30-06-2019</b>                       | <b>992,250,000</b>                           | <b>(1,084,875)</b> | <b>956,984,246</b> | <b>1,948,149,371</b> | <b>94,605,355</b>        | <b>2,042,754,726</b> |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.

Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Statement of Cash Flows  
for the year ended June 30, 2020

| Particulars  | Notes | Year Ended                    |                               |
|--|-------|-------------------------------|-------------------------------|
|  |       | June 30, 2020<br>Amount (Tk.) | June 30, 2019<br>Amount (Tk.) |
| <b>Cash Flow from Operating Activities:</b>                |       |                               |                               |
| Cash Receipts from Customer                                |       | 5,317,053,441                 | 2,871,658,200                 |
| Cash Receipts from Others                                  |       | 5,449,842                     | 796,066                       |
| Cash Paid to Suppliers                                     |       | (3,131,281,313)               | (2,418,657,282)               |
| Cash Paid to Others  |       | (306,112,519)                 | (88,269,179)                  |
| Change in Foreign Exchange Transactions                    |       | (12,318,558)                  | (10,079,581)                  |
| <b>Cash Generated from Operating Activities</b>            |       | <b>1,872,790,893</b>          | <b>355,448,224</b>            |
| Income Tax Paid  |       | (10,130,454)                  | (4,321,263)                   |
| Financial Expenses   |       | (433,940,670)                 | (284,988,452)                 |
| <b>Net Cash from Operating Activities</b>                  |       | <b>1,428,719,769</b>          | <b>66,138,509</b>             |
| <b>Cash Flow from Investing Activities:</b>                |       |                               |                               |
| Acquisition of PPE   |       | (2,942,139,851)               | (958,973,026)                 |
| Investment in Marketable Securities-Held for Sale          |       | (65,049)                      | (4,154,309)                   |
| Dividend Received  |       | 42,790                        | 49,728                        |
| <b>Net Cash Provided by/(Used in) Investing Activities</b> |       | <b>(2,942,162,110)</b>        | <b>(963,077,607)</b>          |
| <b>Cash Flow from Financing Activities:</b>                |       |                               |                               |
| Term Loan Repayment  |       | (341,915,546)                 | (357,363,126)                 |
| Dividend Paid  |       | (99,225,000)                  | (99,225,000)                  |
| Short Term Loan  |       | 571,450,169                   | 292,371,502                   |
| Current Account With Related Parties                       |       | 287,272,634                   | 965,232,886                   |
| Lease Finance  |       | (2,504,580)                   | (1,774,389)                   |
| Issue of Preference Share Capital                          |       | 200,000,000                   | -                             |
| Advance Against Share Issue                                |       | 1,201,500,000                 | 195,000,000                   |
| <b>Net Cash Used in Financing Activities</b>               |       | <b>1,816,577,677</b>          | <b>994,241,873</b>            |
| <b>Net Cash Inflow/(Outflow) for the period</b>            |       | <b>303,135,336</b>            | <b>97,302,775</b>             |
| <b>Opening Cash &amp; Cash Equivalents</b>                 |       | <b>127,011,361</b>            | <b>29,708,586</b>             |
| <b>Closing Cash &amp; Cash Equivalents</b>                 |       | <b>430,146,697</b>            | <b>127,011,361</b>            |
| <b>The above balance consists of the followings:</b>       |       |                               |                               |
| Cash in Hand   |       | 3,498,816                     | 4,850,203                     |
| Cash at Bank   |       | 416,733,916                   | 112,182,144                   |
| Cash available on BO A/C at period end                     |       | 57,965                        | 123,014                       |
| Fixed Deposit Receipt                                      |       | 9,856,000                     | 9,856,000                     |
| <b>Total</b>   |       | <b>430,146,697</b>            | <b>127,011,361</b>            |
| <b>Net Operating Cash Flows Per Share (NOCFPS)</b>         | 39.A  | <b>14.40</b>                  | <b>0.67</b>                   |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.

Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Schedule for Property, Plant & Equipment  
as on June 30, 2020

| Particulars                        | Freehold Assets         |   |   |   |                   |                               |                       |                       | Schedule-A          |                       |
|------------------------------------|-------------------------|---|---|---|-------------------|-------------------------------|-----------------------|-----------------------|---------------------|-----------------------|
|                                    | Land & Land Development | Furniture & Fixture                     | Office & Electrical Equipment           | Office Decoration   | Motor Vehicles    | Building & Civil Construction | Maintenance Equipment | Plant & Machineries   | Right-of-use Assets | Total                 |
| <b>Rate of Depreciation</b>        | <b>0.00%</b>            | <b>10.00%</b>                           | <b>20.00%</b>                           | <b>20.00%</b>   | <b>20.00%</b>     | <b>6.67%</b>                  | <b>20.00%</b>         | <b>3.00%</b>          | <b>20.00%</b>       |                       |
| <b>Cost</b>                        |                         |   |   |   |                   |                               |                       |                       |                     |                       |
| Balance as on 01 July, 2018        | 665,432,096             | 2,367,437                               | 6,661,656                               | 4,853,815   | 9,555,603         | 442,256,451                   | 5,255,719             | 3,845,500,462         | -                   | 4,981,883,239         |
| Addition during the period         | -                       | 1,128,138                               | 8,497,194                               | 168,057   | 1,350,000         | 739,880,344                   | -                     | 6,012,876,663         | 16,871,850          | 6,780,772,246         |
| Adjustment                         | -                       | -                                       | -                                       | -   | -                 | -                             | -                     | -                     | -                   | -                     |
| <b>Balance as on 30 June 2019</b>  | <b>665,432,096</b>      | <b>3,495,575</b>                        | <b>15,158,850</b>                       | <b>5,021,872</b>  | <b>10,905,603</b> | <b>1,182,136,795</b>          | <b>5,255,719</b>      | <b>9,858,377,125</b>  | <b>16,871,850</b>   | <b>11,762,655,485</b> |
| Balance as on 01 July, 2019        | 665,432,096             | 3,495,575                               | 15,158,850                              | 5,021,872   | 10,905,603        | 1,182,136,795                 | 5,255,719             | 9,858,377,125         | 16,871,850          | 11,762,655,485        |
| Prior year adjustment              | -                       | -                                       | -                                       | -   | -                 | -                             | -                     | (37,705,794)          | -                   | (37,705,794)          |
| Addition during the period         | 294,663,018             | 131,233                                 | 12,656,615                              | -   | -                 | 890,170,730                   | -                     | 5,764,291,042         | -                   | 6,961,912,638         |
| Adjustment                         | -                       | -                                       | -                                       | -   | -                 | -                             | -                     | -                     | -                   | -                     |
| <b>Balance as on 30 June 2020</b>  | <b>960,095,114</b>      | <b>3,626,808</b>                        | <b>27,815,465</b>                       | <b>5,021,872</b>  | <b>10,905,603</b> | <b>2,072,307,525</b>          | <b>5,255,719</b>      | <b>15,584,962,373</b> | <b>16,871,850</b>   | <b>18,686,862,329</b> |
| <b>Accumulated Depreciation</b>    |                         |   |   |   |                   |                               |                       |                       |                     |                       |
| Balance as on 01 July, 2018        | -                       | 1,000,425                               | 4,898,634                               | 4,333,197   | 4,680,178         | 109,679,383                   | 3,227,693             | 436,350,047           | -                   | 564,169,557           |
| Charged during the period          | -                       | 316,593                                 | 2,069,550                               | 335,492   | 2,023,621         | 34,636,315                    | 1,051,144             | 134,444,066           | 2,098,793           | 176,975,574           |
| Adjustment                         | -                       | -                                       | -                                       | -   | -                 | -                             | -                     | -                     | -                   | -                     |
| <b>Balance as on 30 June 2019</b>  | <b>-</b>                | <b>1,317,018</b>                        | <b>6,968,184</b>                        | <b>4,668,689</b>  | <b>6,703,799</b>  | <b>144,315,698</b>            | <b>4,278,837</b>      | <b>570,794,113</b>    | <b>2,098,793</b>    | <b>741,145,131</b>    |
| Balance as on 01 July, 2019        | -                       | 1,317,018                               | 6,968,184                               | 4,668,689   | 6,703,799         | 144,315,698                   | 4,278,837             | 570,794,113           | 2,098,793           | 741,145,131           |
| Charged during the period          | -                       | 359,251                                 | 4,021,938                               | 90,641  | 2,181,121         | 129,192,282                   | 976,882               | 443,924,728           | 3,374,370           | 584,121,213           |
| Adjustment                         | -                       | -                                       | -                                       | -   | -                 | -                             | -                     | -                     | -                   | -                     |
| <b>Balance as on 30 June 2020</b>  | <b>-</b>                | <b>1,676,269</b>                        | <b>10,990,122</b>                       | <b>4,759,330</b>  | <b>8,884,920</b>  | <b>273,507,980</b>            | <b>5,255,719</b>      | <b>1,014,718,841</b>  | <b>5,473,163</b>    | <b>1,325,266,344</b>  |
| <b>Written Down Value</b>          |                         |   |   |   |                   |                               |                       |                       |                     |                       |
| <b>As on June 30, 2019</b>         | <b>665,432,096</b>      | <b>2,178,557</b>                        | <b>8,190,666</b>                        | <b>353,183</b>  | <b>4,201,804</b>  | <b>1,037,821,097</b>          | <b>976,882</b>        | <b>9,287,583,012</b>  | <b>14,773,057</b>   | <b>11,021,510,354</b> |
| <b>As on June 30, 2020</b>         | <b>960,095,114</b>      | <b>1,950,539</b>                        | <b>16,825,343</b>                       | <b>262,542</b>  | <b>2,020,683</b>  | <b>1,798,799,545</b>          | <b>-</b>              | <b>14,570,243,532</b> | <b>11,398,687</b>   | <b>17,361,595,985</b> |
| <b>Allocation of Depreciation:</b> |                         | <b>for the year ended June 30, 2020</b> | <b>for the year ended June 30, 2019</b> |   |                   |                               |                       |                       |                     |                       |
| Cost of Sales                      |                         | 444,901,610                             | 135,495,210                             | (Depreciation expenses on Plant & Machinery and Maintenance Equipment considered as direct expenses)              |                   |                               |                       |                       |                     |                       |
| General & Administrative Expenses  |                         | 139,219,603                             | 41,480,364                              | (Other than depreciation expenses on Plant & Machinery and Maintenance Equipment considered as indirect expenses) |                   |                               |                       |                       |                     |                       |
| <b>Total</b>                       |                         | <b>584,121,213</b>                      | <b>176,975,574</b>                      |   |                   |                               |                       |                       |                     |                       |

**Baraka Patenga Power Limited**  
Statement of Financial Position  
as on June 30, 2020

| Particulars                                       | Notes | as on<br>June 30, 2020<br>Amount (Tk.) | as on<br>June 30, 2019<br>Amount (Tk.) |
|---|-------|--|--|
| <b>ASSETS</b>                                     |       |  |  |
| <b>Non-Current Assets</b>                         |       |  |  |
| Property, Plant & Equipment                       | 4.00  | 3,601,576,523                          | 3,750,285,980                          |
| Investment in Subsidiary                          | 7.00  | 96,900,000                             | 96,900,000                             |
| <b>Total Non-Current Assets</b>                   |       | <b>3,698,476,523</b>                   | <b>3,847,185,980</b>                   |
| <b>Current Assets</b>                             |       |  |  |
| Inventories                                       | 8.00  | 581,596,857                            | 576,533,984                            |
| Investment in Marketable Securities-Held for Sale | 9.00  | 2,783,150                              | 5,126,337                              |
| Advances, Deposits & Pre-payments                 | 10.00 | 73,943,812                             | 49,453,015                             |
| Accounts Receivables                              | 11.00 | 473,569,555                            | 827,258,947                            |
| Other Receivables                                 | 12.00 | 28,000                                 | 5,360,932                              |
| Cash & Cash Equivalents                           | 13.00 | 26,007,819                             | 112,522,122                            |
| <b>Total Current Assets</b>                       |       | <b>1,157,929,193</b>                   | <b>1,576,255,337</b>                   |
| <b>TOTAL ASSETS</b>                               |       | <b>4,856,405,716</b>                   | <b>5,423,441,317</b>                   |
| <b>EQUITY &amp; LIABILITIES</b>                   |       |  |  |
| <b>Shareholders' Equity</b>                       |       |  |  |
| Share Capital                                     | 14.00 | 992,250,000                            | 992,250,000                            |
| Fair Value Reserve                                | 9.00  | (1,379,190)                            | (1,084,875)                            |
| Retained Earnings                                 |       | 1,091,281,803                          | 1,007,869,150                          |
| <b>Total Shareholders' Equity</b>                 |       | <b>2,082,152,613</b>                   | <b>1,999,034,275</b>                   |
| <b>Non-Current Liabilities</b>                    |       |  |  |
| Term Loan-Non Current Maturity                    | 18.00 | 1,598,741,651                          | 1,956,395,398                          |
| Provision for Gratuity                            | 20.00 | 2,734,465                              | 5,854,828                              |
| <b>Total Non-Current Liabilities</b>              |       | <b>1,601,476,116</b>                   | <b>1,962,250,226</b>                   |
| <b>Current Liabilities</b>                        |       |  |  |
| Term Loan-Current Maturity                        | 18.00 | 422,478,894                            | 412,992,335                            |
| Short Term Liabilities                            | 21.00 | 503,296,524                            | 503,986,769                            |
| Deferred Liabilities                              | 22.00 | 218,862,026                            | 498,533,715                            |
| Provision for Income Tax                          | 23.00 | 1,975,699                              | 10,017,986                             |
| Provision for WPPF                                | 24.00 | 9,182,201                              | 13,782,712                             |
| Liabilities for Expenses                          | 25.00 | 4,935,452                              | 3,527,938                              |
| Accounts Payables                                 | 27.00 | 12,046,191                             | 19,315,361                             |
| <b>Total Current Liabilities</b>                  |       | <b>1,172,776,987</b>                   | <b>1,462,156,816</b>                   |
| <b>TOTAL EQUITY &amp; LIABILITIES</b>             |       | <b>4,856,405,716</b>                   | <b>5,423,441,317</b>                   |
| <b>Net Assets Value Per Share (NAVPS)</b>         | 37.00 | <b>20.98</b>                           | <b>20.15</b>                           |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.

Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants



**Baraka Patenga Power Limited**  
Statement of Profit or Loss and Other Comprehensive Income  
for the year ended June 30, 2020

| Particulars  | Notes | Year Ended         |                    |
|--|-------|--------------------|--------------------|
|  |       | June 30, 2020      | June 30, 2019      |
|  |       | Amount (Tk.)       | Amount (Tk.)       |
| Revenue  | 29.00 | 1,691,216,401      | 2,886,421,600      |
| Cost of Revenue  | 30.00 | (1,195,469,181)    | (2,238,446,058)    |
| <b>Gross Profit</b>  |       | <b>495,747,220</b> | <b>647,975,542</b> |
| General & Administrative Expenses  | 31.00 | (62,543,417)       | (54,436,166)       |
| <b>Operating Profit</b>  |       | <b>433,203,803</b> | <b>593,539,376</b> |
| Other Income/(Loss)  | 32.00 | (17,553,569)       | (28,409,137)       |
| Financial Expenses   | 34.00 | (222,824,012)      | (275,693,285)      |
| <b>Profit before WPPF</b>  |       | <b>192,826,222</b> | <b>289,436,954</b> |
| Contribution to WPPF   |       | (9,182,201)        | (13,782,712)       |
| <b>Profit before Tax</b>   |       | <b>183,644,021</b> | <b>275,654,242</b> |
| Income Tax Expenses  | 35.00 | (92,693)           | (1,883,006)        |
| Prior year Income Tax Expenses for Income Year 2017-2018                   |       | (913,675)          | -                  |
| <b>Profit after Tax</b>  |       | <b>182,637,653</b> | <b>273,771,236</b> |
| Other Comprehensive Income/(Loss) from Investment in Marketable Securities | 9.00  | (294,315)          | (940,425)          |
| <b>Total Comprehensive Income for the period</b>                           |       | <b>182,343,338</b> | <b>272,830,811</b> |
| <b>Earnings per Share:</b>   |       |                    |                    |
| Basic Earnings Per Share   | 36.00 | <b>1.84</b>        | <b>2.76</b>        |
| (par value of Tk. 10 each)   |       |                    |                    |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.

Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**Baraka Patenga Power Limited**  
Statement of Changes in Equity  
for the year ended June 30, 2020

Amount in Taka

| Particulars   | Share Capital      | Fair Value Reserve | Retained Earnings    | Total                |
|---|--------------------|--------------------|----------------------|----------------------|
| Balance as on 01-07-2019                              | 992,250,000        | (1,084,875)        | 1,007,869,150        | 1,999,034,275        |
| Increase/(Decrease) in Fair Value                     | -                  | (294,315)          | -                    | (294,315)            |
| Net Profit/(Loss) during the period                   | -                  | -                  | 182,637,653          | 182,637,653          |
| Payment of Cash Dividend @ 10% for the year 2018-2019 | -                  | -                  | (99,225,000)         | (99,225,000)         |
| <b>Balance as on 30-06-2020</b>                       | <b>992,250,000</b> | <b>(1,379,190)</b> | <b>1,091,281,803</b> | <b>2,082,152,613</b> |

| Particulars   | Share Capital      | Fair Value Reserve | Retained Earnings    | Total                |
|---|--------------------|--------------------|----------------------|----------------------|
| Balance as on 01-07-2018                                    | 992,250,000        | (144,450)          | 939,920,567          | 1,932,026,117        |
| Increase/(Decrease) in Fair Value                           | -                  | (940,425)          | -                    | (940,425)            |
| Net Profit/(Loss) during the period                         | -                  | -                  | 273,771,236          | 273,771,236          |
| Prior years' Adjustment on Foreign Currency Transaction     | -                  | -                  | (106,597,653)        | (106,597,653)        |
| Payment of Final Cash Dividend @ 10% for the year 2017-2018 | -                  | -                  | (99,225,000)         | (99,225,000)         |
| <b>Balance as on 30-06-2019</b>                             | <b>992,250,000</b> | <b>(1,084,875)</b> | <b>1,007,869,150</b> | <b>1,999,034,275</b> |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.

Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**Baraka Patenga Power Limited**  
Statement of Cash Flows  
for the year ended June 30, 2020

| Particulars  | Notes | Year Ended           |                     |
|--|-------|----------------------|---------------------|
|  |       | June 30, 2020        | June 30, 2019       |
|  |       | Amount (Tk.)         | Amount (Tk.)        |
| <b>Cash Flow from Operating Activities:</b>                  |       |                      |                     |
| Cash Receipts from Customer                                  |       | 2,044,905,793        | 2,871,658,200       |
| Cash Receipts from Others                                    |       | 586,092              | 430,897             |
| Cash Paid to Suppliers                                       |       | (1,350,359,454)      | (2,346,552,490)     |
| Cash Paid to Others  |       | (86,885,890)         | (19,462,211)        |
| Change in Foreign Exchange Transactions                      |       | (9,633,286)          | (10,079,581)        |
| <b>Cash Generated from Operating Activities</b>              |       | <b>598,613,255</b>   | <b>495,994,815</b>  |
| Income Tax Paid  |       | (9,219,732)          | (4,202,379)         |
| Financial Expenses   |       | (235,510,898)        | (278,736,021)       |
| <b>Net Cash from Operating Activities</b>                    |       | <b>353,882,625</b>   | <b>213,056,415</b>  |
| <b>Cash Flow from Investing Activities:</b>                  |       |                      |                     |
| Acquisition of PPE   |       | 1,456,122            | (22,562,999)        |
| Investment in Marketable Securities-Held for Sale            |       | (65,049)             | (4,154,309)         |
| Dividend Received  |       | 42,790               | 49,728              |
| Investment in Subsidiary Company                             |       | -                    | -                   |
| <b>Net Cash Provided by / (Used in) Investing Activities</b> |       | <b>1,433,863</b>     | <b>(26,667,580)</b> |
| <b>Cash Flow from Financing Activities:</b>                  |       |                      |                     |
| Term Loan Repayment  |       | (341,915,546)        | (357,363,126)       |
| Dividend Paid  |       | (99,225,000)         | (99,225,000)        |
| Current Account with Related Parties                         |       | -                    | 317,510,179         |
| Short term Loan  |       | (690,245)            | 47,512,727          |
| <b>Net Cash Used in Financing Activities</b>                 |       | <b>(441,830,791)</b> | <b>(91,565,220)</b> |
| <b>Net Cash Inflow/(Outflow) for the period</b>              |       | <b>(86,514,303)</b>  | <b>94,823,615</b>   |
| <b>Opening Cash &amp; Cash Equivalents</b>                   |       | <b>112,522,122</b>   | <b>17,698,507</b>   |
| <b>Closing Cash &amp; Cash Equivalents</b>                   |       | <b>26,007,819</b>    | <b>112,522,122</b>  |
| <b>The above balance consists of the followings:</b>         |       |                      |                     |
| Cash in Hand   |       | 1,374,796            | 2,401,103           |
| Cash at Bank   |       | 14,719,058           | 100,142,005         |
| Cash available on BO A/C at period end                       |       | 57,965               | 123,014             |
| Fixed Deposit Receipt  |       | 9,856,000            | 9,856,000           |
| <b>Total</b>   |       | <b>26,007,819</b>    | <b>112,522,122</b>  |
| <b>Net Operating Cash Flows Per Share (NOCFPS)</b>           | 39.00 | <b>3.57</b>          | <b>2.15</b>         |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on October 21, 2020 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Signed in terms of our separate report of even date.

Dated: Dhaka  
October 21, 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**Baraka Patenga Power Limited**  
Schedule for Property, Plant & Equipment  
as on June 30, 2020

**Schedule-B**

| Particulars                        | Freehold Assets         |                     |                               |                   |                  |                               |                       |                      | Total                |
|------------------------------------|-------------------------|---------------------|-------------------------------|-------------------|------------------|-------------------------------|-----------------------|----------------------|----------------------|
|                                    | Land & Land Development | Furniture & fixture | Office & Electrical Equipment | Office Decoration | Motor Vehicles   | Building & Civil Construction | Maintenance Equipment | Plant & Machineries  |                      |
| <b>Rate of Depreciation Cost</b>   | <b>0.00%</b>            | <b>10.00%</b>       | <b>20.00%</b>                 | <b>20.00%</b>     | <b>20.00%</b>    | <b>6.67%</b>                  | <b>20.00%</b>         | <b>3.00%</b>         |                      |
| Balance as on July 01, 2018        | 128,726,380             | 2,201,313           | 6,110,696                     | 4,568,665         | 6,242,603        | 442,256,451                   | 5,255,719             | 3,845,500,462        | 4,440,862,289        |
| Addition during the period         | -                       | 81,000              | 576,925                       |                   | 1,350,000        |                               |                       | 20,805,074           | 22,812,999           |
| Adjustment                         | -                       | -                   | -                             | -                 | -                | -                             | -                     | -                    | -                    |
| <b>Balance as on June 30, 2019</b> | <b>128,726,380</b>      | <b>2,282,313</b>    | <b>6,687,621</b>              | <b>4,568,665</b>  | <b>7,592,603</b> | <b>442,256,451</b>            | <b>5,255,719</b>      | <b>3,866,305,536</b> | <b>4,463,675,288</b> |
| Balance as on July 01, 2019        | 128,726,380             | 2,282,313           | 6,687,621                     | 4,568,665         | 7,592,603        | 442,256,451                   | 5,255,719             | 3,866,305,536        | 4,463,675,288        |
| Addition during the period         | -                       | -                   | 43,878                        | -                 | -                | -                             | -                     | -                    | 43,878               |
| Adjustment                         | -                       | -                   | -                             | -                 | -                | -                             | -                     | -                    | -                    |
| <b>Balance as on June 30, 2020</b> | <b>128,726,380</b>      | <b>2,282,313</b>    | <b>6,731,499</b>              | <b>4,568,665</b>  | <b>7,592,603</b> | <b>442,256,451</b>            | <b>5,255,719</b>      | <b>3,866,305,536</b> | <b>4,463,719,166</b> |
| <b>Accumulated Depreciation</b>    |                         |                     |                               |                   |                  |                               |                       |                      |                      |
| Balance as on July 01, 2018        | -                       | 993,544             | 4,874,534                     | 4,328,444         | 4,514,528        | 109,679,383                   | 3,227,693             | 436,350,047          | 563,968,173          |
| Charged during the period          | -                       | 226,206             | 1,314,935                     | 240,221           | 1,361,021        | 29,498,505                    | 1,051,144             | 115,729,103          | 149,421,135          |
| Adjustment                         | -                       | -                   | -                             | -                 | -                | -                             | -                     | -                    | -                    |
| <b>Balance as on June 30, 2019</b> | <b>-</b>                | <b>1,219,750</b>    | <b>6,189,469</b>              | <b>4,568,665</b>  | <b>5,875,549</b> | <b>139,177,888</b>            | <b>4,278,837</b>      | <b>552,079,150</b>   | <b>713,389,308</b>   |
| Balance as on July 01, 2019        | -                       | 1,219,750           | 6,189,469                     | 4,568,665         | 5,875,549        | 139,177,888                   | 4,278,837             | 552,079,150          | 713,389,308          |
| Charged during the period          | -                       | 228,231             | 542,030                       | -                 | 1,518,521        | 29,498,505                    | 976,882               | 115,989,166          | 148,753,335          |
| Adjustment                         | -                       | -                   | -                             | -                 | -                | -                             | -                     | -                    | -                    |
| <b>Balance as on June 30, 2020</b> | <b>-</b>                | <b>1,447,981</b>    | <b>6,731,499</b>              | <b>4,568,665</b>  | <b>7,394,070</b> | <b>168,676,393</b>            | <b>5,255,719</b>      | <b>668,068,316</b>   | <b>862,142,643</b>   |
| <b>Written Down Value</b>          |                         |                     |                               |                   |                  |                               |                       |                      |                      |
| as on June 30, 2019                | 128,726,380             | 1,062,563           | 498,152                       | -                 | 1,717,054        | 303,078,563                   | 976,882               | 3,314,226,386        | 3,750,285,980        |
| as on June 30, 2020                | 128,726,380             | 834,332             | -                             | -                 | 198,533          | 273,580,058                   | -                     | 3,198,237,220        | 3,601,576,523        |

| Allocation of Depreciation:       | for the year ended June 30, 2020 | for the year ended June 30, 2019 |   |
|-----------------------------------|----------------------------------|----------------------------------|---|
| Cost of Sales                     | 116,966,048                      | 116,780,247                      | (Depreciation expenses on Plant & Machinery and Maintenance Equipment considered as direct expenses)              |
| General & Administrative Expenses | 31,787,287                       | 32,640,888                       | (Other than depreciation expenses on Plant & Machinery and Maintenance Equipment considered as indirect expenses) |
| <b>Total</b>                      | <b>148,753,335</b>               | <b>149,421,135</b>               |   |

**Baraka Patenga Power Limited**  
Notes to the Financial Statements  
as on and for the year ended June 30, 2020

**1.00 Reporting Entity:**

**1.01 Background of the Company:**

Baraka Patenga Power Limited (hereinafter referred to as the Company) was incorporated in Bangladesh on June 07, 2011 as a Private Limited Company and converted as a Public Limited Company under the Companies Act, 1994 on April 28, 2014 having its registered office at Khairun Bhaban (6th floor), Mirboxtola, Sylhet.

**1.02 Nature of the Business:**

The principal activity of the Company is to set up power plants for generation and supply of electricity. The plant having capacity of 50 MW located at Patenga, Chittagong has been started its commercial operation on May 04, 2014.

The Plant has been implemented by using 08 nos. of brand new Rolls Royce Engine having capacity of 6.984 MW each with total capacity of the plant is 55.872 MW. In addition, a co-generation secondary power plant with capacity of 3.20 MW has been installed and started its commercial operation on April 10, 2015. The STG plant runs by heat recovery from 08 nos. of Rolls Royce gensets exhaust gas without burning any fuel and will reduce the fuel cost by 6.40 % annually. For the first time in power sector in Bangladesh, a Desulfurization plant has been introduced to the project to reduce sulfur emission at an acceptable low level.

**1.03 Environmental Commitment:**

The Company ethos places a special emphasis on environmental and ecological issues. Its efforts to preserve and regenerate the environment and expression in the slew of projects and programs it has undertaken in and around its facilities and operations. A focus area, in this context, is the climate change crisis. The Company beliefs on sustainability have led to a Company policy that emphasizes environment preservation. BPPL work on projects that include experiencing green cover, reducing effluents and emission, maintaining local ecological and improving long term coronate sustainability.

**2.00 Basis of Preparation and Presentation of the Financial Statements:**

**2.01 Statement of Compliance:**

The financial statements have been prepared in accordance with International Accounting Standards (IAS), International Financial Reporting Standards (IFRS), the Companies Act, 1994 and other laws and regulations applicable in International.

The following International Accounting Standards were applied for the preparation of the financial statements for the period under review:

|           |   |
|-----------|---|
| IAS - 1   | Presentation of Financial Statements                            |
| IAS - 2   | Inventories   |
| IAS - 7   | Statement of Cash Flows   |
| IAS - 8   | Accounting Policies, Changes in Accounting Estimates and Errors |
| IAS - 10  | Events after the reporting period                               |
| IAS - 12  | Income Taxes  |
| IAS - 16  | Property, Plant & Equipment                                     |
| IAS - 19  | Employee Benefits   |
| IAS - 21  | The Effects of change in foreign exchange rates                 |
| IAS - 23  | Borrowing Costs   |
| IAS - 24  | Related Party Disclosures                                       |
| IAS - 28  | Investments in Associates and Joint Ventures                    |
| IAS - 32  | Financial Instruments : Presentation                            |
| IAS - 33  | Earnings Per Share  |
| IAS - 37  | Provisions, Contingent Liabilities and Contingent Assets.       |
| IAS - 38  | Intangible Assets   |
| IFRS - 3  | Business Combination  |
| IFRS - 7  | Financial Instruments : Disclosures                             |
| IFRS - 9  | Financial Instruments   |
| IFRS - 10 | Consolidated Financial Statements                               |
| IFRS - 12 | Disclosures of Interests in Other Entities                      |
| IFRS - 13 | Fair Value Measurement  |
| IFRS - 15 | Revenue from Contracts with Customers                           |

**2.02 Other regulatory Compliances:**

In addition to the aforesaid, the Company is also required to comply with the following in addition to the Companies Act, 1994 and other applicable laws and regulations:

Income Tax Ordinance, 1984

Income Tax Rules, 1984

Value Added Tax & Supplementary Duty Act, 2012

Value Added Tax & Supplementary Duty Rules, 2016

Bangladesh Labor Act, 2006 (Amended in 2013)

Securities and Exchange Ordinance, 1969

Securities and Exchange Rules, 1987

**2.03 Date of Authorization:**

The Board of Directors authorized the financial statements for issue on October 21, 2020.

**2.04 Reporting Period:**

The financial year of the Company is from July 01, 2019 to June 30, 2020.

**2.05 Accrual Basis of Accounting**

These financial statements have been prepared under the accrual basis of accounting.

**2.06 Basis of Measurement:**

All the elements of financial statements have been measured on "Historical Cost" IAS is which is one of the most commonly adopted IAS as provided in "The Framework for the Preparation and Presentation of Financial Statements" issued by the International Accounting Standards (IAS).

**2.07 Responsibility for Preparation and Presentation of Financial Statements:**

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of "The Framework for the Preparation and Presentation of Financial Statements" issued by the International Accounting Standard (IAS).

**2.08 Use of Estimates and Judgment:**

The preparation of financial statements in conformity with IASs requires management to make judgments, 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 on going basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

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

Note 4: Property, Plant & Equipment (considering useful life of assets);

Note 8: Inventories;

Note 9: Investment in Marketable Securities-Held for Sale;

Note 11: Accounts Receivable;

Note 23: Provision for Income Tax;

Note 25: Liabilities for expenses.

**2.09 Functional and Presentational Currency and Level of Precision:**

The financial statements are prepared in Bangladeshi Taka (Taka/Tk./BDT) which is the Company's both functional currency and presentation currency. All financial information presented in Taka and have been rounded off to the nearest Taka.

**2.10 Principal Accounting Policies:**

The specific accounting policies have been selected and applied by the Company's management for significant transactions and events that have a material effect within the Framework for preparation and presentation of the financial statements. Financial statements have been prepared and presented in compliance with IAS-1 "Presentation of Financial Statements". The previous year's figures were formulated according to the same accounting principles. Compared to the previous year, there were no significant changes in the accounting and valuation policies affecting the financial position and performance of the Company. However, changes made to the presentation are explained in the note for each respective item. Accounting and valuation methods are disclosed for reasons of clarity. The Company classified the expenses using the function of expenses method as per IAS-1.

**3.00 Significant Accounting Policies:**

The accounting policies set out below have been applied consistently through out the period presented in these financial statements.

### 3.01 Basis of Consolidation and Separate Financial Statements:

The Company has been complied IFRS 10 & IAS 28 in preparing consolidated financial statements and accounted for investment in associates. Baraka Patenga Power Limited has held shares 51 % as well as management control over as per IAS 28 Para 13 or held share more than 50%, the companies are treated as subsidiary companies. Baraka Patenga Power Limited has held shares more than 20% or equivalent to 50% along with significant influence, the companies are treated as associate companies and consolidation has been done under "Equity Method". Controls exist when Baraka Patenga Power Limited has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The accounting policies of subsidiaries have been changed when necessary tie align them with the policies adopted by Baraka Patenga Power Limited.

#### Subsidiaries:

| Name of Subsidiary   | Date of Acquisition                            | Controlling Interest | Non-controlling Interest | Reason for Business Combination   | Qualitative Description  |
|--|--|----------------------|--------------------------|---|--|
| Karnaphuli Power Limited<br>(The prime objective of the Company is to set up power plants for generation and supply of electricity)        | 27 April 2017                                  | 51%                  | 49%                      | Baraka Patenga Power Limited (BPPL) is one of the initial shareholders of Karnaphuli Power Limited (KPL). Before obtaining control, BPPL held 48.57% of shares of KPL and in FY 2016-17 BPPL's holding stood at 51%. Accordingly, KPL become the subsidiary of BPPL which resulted in business combination.<br><br>Moreover, as Baraka Patenga Power Limited (acquirer) is operating in the same line of business, so the business combination will help acquirer to govern the financial and operating policies of the acquire and obtain benefits form its business activities. | The combined operations will help both party to operate more effectively and efficiently as both the party is of identical nature as such it helps to exercise better control in the business. |
| Baraka Shikalbaha Power Limited<br>(The prime objective of the Company is to set up power plants for generation and supply of electricity) | 13 December 2017 (Acquired upon incorporation) | 51%                  | 49%                      | Baraka Patenga Power Limited (BPPL) is one of the initial shareholders of Baraka Shikalbaha Power Limited (BSPL) holding 51% shares upon its incorporation. Thus, BSPL is the subsidiary of BPPL from inception which resulted in business combination.<br><br>Moreover, as Baraka Patenga Power Limited (acquirer) is operating in the same line of business, so the business combination will help acquirer to govern the financial and operating policies of the acquire and obtain benefits form its business activities.   | The combined operations will help both party to operate more effectively and efficiently as both the party is of identical nature as such it helps to exercise better control in the business. |

### 3.02 Property, Plant and Equipment:

#### a. Recognition and Measurement:

In compliance with IAS-16 (Property, Plant & Equipment) items of property, plant and equipment (PPE), excluding land, are initially measured at cost less accumulated depreciation and accumulated impairment losses, if any. Land is measured at cost. The cost of an item of PPE comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates and any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the intended manner.

#### b. Capitalization of Borrowing Cost:

Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with IAS-23: Borrowing Cost, allowed alternative treatment. Capitalization of borrowing costs cease from the date of the report submitted by commercial test witness committee which, in accordance with Power Purchase Agreement, confirms the availability of plants for use.

#### c. Subsequent Costs:

The cost of replacing 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 cost of the day to day maintaining cost on PPE are recognized in the Statement Of Profit or Loss and Other Comprehensive Income as incurred.

#### d. Depreciation:

No depreciation is charged on land and land development.

Depreciation is recognized in the Statement Of Profit or Loss and Other Comprehensive Income on a straight line basis over the estimated useful lives of each item of property, plant & equipment.

Each item of PPE are depreciated when the asset become available for use. In case of disposals, no depreciation is charged in the month of disposal.

Depreciation of Power Plant has been charged considering 30 years of useful life and residual value as 10% of original cost, on straight line basis on the ground that management intends to continue with operation after completion of 15 years as stated in the Power Purchase Agreement (PPA).

The rate of depreciation on PPE for the current period for the Company and its subsidiaries as follows:

| Name of the Assets                        | as on<br>June 30,<br>2020 |
|---|---------------------------|
| Land & Land development                   | -                         |
| Furniture & Fixtures                      | 10%                       |
| Office & Electrical Equipment             | 20%                       |
| Office Decoration                         | 20%                       |
| Motor Vehicles                            | 20%                       |
| Building & Civil Construction             | 6.67%                     |
| Maintenance Equipment                     | 20%                       |
| Motor Vehicle-Lease (Right of Use Assets) | 20%                       |
| Plant & Machineries                       | 3%                        |

#### e. Retirements and Disposals:

An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain and loss from disposal of asset under other income in the Statement Of Profit or Loss and Other Comprehensive Income.

#### f. Impairment:

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset should be reduced to its recoverable amount. That reduction is an impairment loss. An impairment loss is recognized as an expense in the Statement Of Profit or Loss and Other Comprehensive Income.

#### g. Leased Assets:

Leases in terms of which the entity assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Each lease payment is allocated to the principal amount and to the finance charges in a such a way to achieve a constant rate on the finance balance outstanding.



**h Recognition and Measurement:**

Finance leases have been recognized as assets and liabilities in the statement of financial position at amounts equal at the inception of lease to the lower of fair value of leased property and present value of minimum lease payments. The interest implicit in the lease has been spread equally over the lease term.

**i Depreciation:**

Finance leases give rise to depreciation expense for a depreciable asset as well as a finance expense for each accounting year. The depreciation policy for depreciable assets is consistent with that for depreciable assets which are owned.

**3.03 Financial Instruments:**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement Of Profit or Loss and Other Comprehensive Income.

**3.04 Advances, Deposits & Pre-payments:**

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads such as PPE or inventory etc.

**3.05 Cash & Cash Equivalents:**

For the purpose of Financial position and Cash Flow Statements, Cash in hand and Bank balances represent cash and cash equivalents considering the IAS-1 "Presentation of Financial Statements" and IAS-7 "Statement of Cash Flow", which provide that Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to an insignificant risk of changes in value and are not restricted as to use.

**3.06 Statement of Cash Flows:**

Statement of Cash Flow is prepared principally in accordance with IAS-7 "Cash Flow Statement" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of IAS-7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method".

**3.07 Accounts Receivables:**

Accounts receivables consists of unpaid bills receivables from Bangladesh Power Development Board (BPDB) and unbilled revenue recognized at the Statement of Financial Position date.

**3.08 Inventories:**

Inventories consisting of HFO, lube oil, diesel, alternator grease, cool net water, spare parts etc. These are for use in the operation and maintenance of power plant. Cost of inventories include expenditure incurred in acquiring the inventories and other costs incurred in bringing them to use. Inventories are valued at cost or net realized value whichever is lower.

**3.09 Provisions:**

A provision is recognized on the balance sheet date if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**3.10 Employee Benefits:**

**a. Defined Benefit Plan (Gratuity):**

The Company, for its present eligible permanent employees, operates a gratuity scheme. On 1st July, 2020 National Board of Revenue has approved the Baraka Patenga Power Limited Employees' Gratuity Fund. Every confirmed employees having minimum 05 (five) years of service with the company will be eligible for membership for gratuity benefit. Although no actuarial valuation was done to quantify actuarial liabilities as per IAS 19: Employment Benefits, such valuation is not likely to yield a result significantly different from the current provision.

**b. Defined Contribution Plan (Provident Fund):**

The Company contributes to a registered provident fund scheme (defined contribution plan) for employees of the Company eligible to be members of the fund in accordance with the rules of the provident fund constituted under an irrevocable trust. All permanent employees contribute 10% of their basic salary to the provident fund and the Company also makes equal contribution. The fund is recognized by the National Board of revenue.

**c. Workers' Profit Participation Fund:**

Allocation for workers' profit participation funds has been made @ 5% of profit before charging such expenses as per provisions of the Bangladesh Labor Act -2006 (Amended in 2013).

**d. Employees' Life Insurance:**

The company has introduced employees' life insurance policy for its permanent employees with insurance coverage. The amount of premium is calculated based on employees latest basic salary. Premium is charged as expenses in Statement of Profit or Loss and Other Comprehensive Income.

**e. Employees' Car Loan:**

The Company provides car facility in the form of car loan to its senior management, which the concern employee will pay back in monthly installment.

**f. Leave Encashment:**

The Company has leave encashment policy for its permanent employee who served at least one year and can avail at the time of leaving the company.

**3.11 Foreign Currency Translation:**

Foreign currency transactions are translated into Bangladeshi taka at the rates ruling on the transaction date. All monetary assets and liabilities at the balance sheet date are translated using rates prevailing on that day. Gain/Loss arising from translation of foreign currency is recognize as Income/Expenses in the Statement Of Profit or Loss and Other Comprehensive Income.

**3.12 Revenue Recognition:**

Revenue is initially recognized in the Statement Of Profit or Loss and Other Comprehensive Income upon supply of electricity based on net energy output on a monthly basis. Net energy output is determined by the Joint meter reading and verification committee consisting of BPPL personnel's and BPDB representatives. After initial recognition, adjustment is made on actual bill paid by the BPDB.

**3.13 Financial Expenses:**

Financial expenses comprises interest expenses on loan. All borrowing costs are recognized in the Statement Of Profit or Loss and Other Comprehensive Income using effective interest method except to the extent that they are capitalized during construction period of the plants in compliance with BAS-23: Borrowing Cost.

**3.14 Income Tax:**

**a. Current Tax:**

No provision for Income Tax on revenue is required to be recognized as the Company has received exemption from all of its taxes from Government of Bangladesh under Private Sector Power Generation Policy & SRO # 211 dated July 01, 2013 for a period of 15 years from starts of its commercial operation date.

Income tax on other income & financial income has recognized using tax rates enacted or substantively enacted at the reporting date. The tax rates used for reporting periods are:

| Income year | Tax Rates          |              |                 |
|-------------|--------------------|--------------|-----------------|
|             | Other Income       | Capital Gain | Dividend Income |
| 2019-2020   | As per Section 82C | 10% & 15%    | 20%             |

Detail calculation of current tax is given in Annexure-1

**b. Deferred Tax:**

As the Company is exempted from tax, there is no deferred tax is recognized in reporting period on temporary difference is accrued between the carrying amount of assets and liabilities for financial reporting purpose and amounts used for taxation purpose.

**3.15 Earnings per Share:**

The Company presents basic and diluted (when applicable) earnings per share (EPS) data for its ordinary shares.

**a. Basic Earnings per Share:**

Basic earnings per share is calculated by dividing the total comprehensive income attributable to the ordinary shareholders of the Company by the weighted average number ordinary share outstanding during the reported period.

**b. Weighted average number of Ordinary Shares outstanding during the year:**

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of ordinary shares issued during the year multiplied by a time weighting factor. The time weighting factor is the number of days the specific shares are outstanding as a proportion of the number of days in the year.

**c. Diluted Earnings Per Share:**

As there were no potential ordinary shares issued by the Company, so no dilution is taken into effect.

**3.16 Leases:**

A number of new standards and amendments to standards are issued but not yet effective for annual years beginning after 1 January, 2019 and earlier application is permitted. However, the company has not adopted the IFRS 16 in preparing these separate financial statements. None of these are expected to have a significant effect on the financial statements of the company as the existing leases are cancellable and/or of short duration.

**3.17 Contingencies:**

Contingencies arising from claim, litigation assessment, fines, penalties etc. are recorded when it is probable that a liability has been incurred and the amount can reasonably be measured.

**3.18 Impairment:**

At each reporting date indications of impairment are reviewed. We assessed Financial & Non-financial assets whether there is objective evidence that is impaired. As on June 30, 2020 the assessment of indicators of impairment reveals that impairment testing is not required for the company.

**3.19 Segment Reporting:**

No segmental reporting is applicable for the company as required by IAS-14: "Segment Reporting" as the company operates in a single industry segment and within a single geographical territory.

**3.20 Off Setting:**

In compliance to IAS-1 and IAS-32, offsetting is done for a particular vendor or customer when the following conditions are met:

- \*Each of the two parties owes the other determinable amounts;
- \*The entity has the right to set off against the amount owed by other party;
- \*The entity intends to offset;
- \*The right of setoff is legally enforceable.

**3.21 Components of the Financial Statements:**

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

- \*Statement of Financial Position as on June 30, 2020;
- \*Statement of Profit or Loss and Other Comprehensive Income for the period ended June 30, 2020;
- \*Statement of Changes in Equity for the period ended June 30, 2020;
- \*Statement of Cash Flows for the period ended June 30, 2020 and
- \*Accounting Policies and Explanatory Notes.

**3.22 Events after Reporting Period:**

Events after reporting period that provide additional information about the Company's position at the balance sheet date are reflected in the financial statements. Events after reporting period that are not adjusting event are disclosed as off balance sheet items.

**3.23 Going Concern:**

The company has adequate resources to continue the operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. Assessed by the management, there are no material uncertainties relating to events or conditions which may cause significant doubt upon the company's ability to continue as a going concern.

**3.24 Related Party Disclosure:**

As per International Accounting Standard (IAS -24) the parties are considered to be related if one of the party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

| Sl. No.     | Particulars   | as on<br>June 30, 2020<br>Amount (Tk.) | as on<br>June 30, 2019<br>Amount (Tk.) |
|-------------|---|--|--|
| <b>4.00</b> | <b>Property, Plant &amp; Equipment: Tk. 3,601,576,523</b>   |  |  |
|             | <b>Cost</b>   |  |  |
|             | Opening Balance   | 4,463,675,288                          | 4,440,862,289                          |
|             | Add: Addition during the period   | 43,878                                 | 22,812,999                             |
|             |   | 4,463,719,166                          | 4,463,675,288                          |
|             | Less: Adjustment during the period  | -                                      | -                                      |
|             | <b>Closing Balance of Cost</b>  | <b>4,463,719,166</b>                   | <b>4,463,675,288</b>                   |
|             | <b>Accumulated Depreciation</b>   |  |  |
|             | Opening Balance   | 713,389,308                            | 563,968,173                            |
|             | Add: Charged during the period  | 148,753,335                            | 149,421,135                            |
|             |   | 862,142,643                            | 713,389,308                            |
|             | Less: Adjustment during the period  | -                                      | -                                      |
|             | <b>Closing Balance of Depreciation</b>  | <b>862,142,643</b>                     | <b>713,389,308</b>                     |
|             | <b>Written Down Value</b>   | <b>3,601,576,523</b>                   | <b>3,750,285,980</b>                   |
| <b>4.01</b> | Details of Property, Plant & Equipment is stated in "Schedule - B".   |  |  |
| <b>4.02</b> | Hypothecation of above PPE on first ranking pari passu basis creating present and future charge with the RJSC against the Term Loan that sanctioned by the United Commercial Bank Limited & Trust Bank Limited. |  |  |
| <b>4.A</b>  | <b>Consolidated Property, Plant &amp; Equipment: Tk. 17,307,376,102</b>   |  |  |
|             | Baraka Patenga Power Limited  | 3,601,576,523                          | 3,750,285,980                          |
|             | Baraka Shikalbaha Power Limited   | 6,884,733,033                          | 6,970,536,601                          |
|             | Karnaphuli Power Limited  | 6,875,286,429                          | 300,687,773                            |
|             |   | 17,361,595,985                         | 11,021,510,354                         |
|             | Inter Company Adjustment  | 54,219,883                             | 54,219,883                             |
|             | <b>Total</b>  | <b>17,307,376,102</b>                  | <b>10,967,290,471</b>                  |
|             | Details of Consolidated Property, Plant & Equipment is stated in "Schedule - A".  |  |  |
| <b>5.00</b> | <b>Consolidated Capital Work-in-Progress (WIP): Tk. 0</b>   |  |  |
|             | Baraka Patenga Power Limited  | -                                      | -                                      |
|             | Baraka Shikalbaha Power Limited   | -                                      | 3,964,685                              |
|             | Karnaphuli Power Limited  | -                                      | 6,435,486,771                          |
|             | <b>Total</b>  | <b>-</b>                               | <b>6,439,451,456</b>                   |
| <b>6.00</b> | <b>Goodwill on Acquisition of Subsidiary: Tk. 1,768,182</b>   |  |  |
|             | Cost of Acquisition   | 535,500                                | 535,500                                |
|             | Add: Share of Net Assets Acquired (Note: 06.1)  | 1,232,682                              | 1,232,682                              |
|             | <b>Goodwill on Acquisition of Subsidiary</b>  | <b>1,768,182</b>                       | <b>1,768,182</b>                       |
| <b>6.01</b> | <b>Share of Net Assets Acquired : TK.-1,232,682</b>   |  |  |
|             | Share Capital   | 1,050,000                              | 1,050,000                              |
|             | Retained Earnings Brought Forward   | (2,239,736)                            | (2,239,736)                            |
|             | Pre-acquisition Profit/(Loss)   | (1,227,288)                            | (1,227,288)                            |
|             | <b>Net Assets</b>   | <b>(2,417,024)</b>                     | <b>(2,417,024)</b>                     |
|             | <b>Holding Company Portion (51%)</b>  | <b>(1,232,682)</b>                     | <b>(1,232,682)</b>                     |
| <b>7.00</b> | <b>Investment in Subsidiary: Tk. 96,900,000</b>   |  |  |
|             | Karnaphuli Power Limited (KPL)  | 48,450,000                             | 48,450,000                             |
|             | Baraka Shikalbaha Power Limited   | 48,450,000                             | 48,450,000                             |
|             | <b>Total</b>  | <b>96,900,000</b>                      | <b>96,900,000</b>                      |

|             |  | as on<br>June 30, 2020 | as on<br>June 30, 2019 |
|-------------|--|------------------------|------------------------|
| <b>7.01</b> | Karnaphuli Power Limited, being held 51% equity share & management control by Baraka Patenga Power Limited with effect from April 27, 2017, incorporated as Private Company limited by shares on November 17, 2014, converted as public Company on December 12, 2018 with the prime objective to implement power plants for generating & supplying electricity. Karnaphuli Power Limited, has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on February 4, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day. The PPA is signed in connection to the issued Letter of Intent (LOI) to the Company vide memo dated August 8, 2017 of BPDB for implementing HFO fired IPP power plant having capacity of 110 MW on Build, Own, Operate (BOO) basis at Shikalbaha, Chittagong for a term of 15 years from the commercial operation date (COD). KPL achieved its Commercial Operation on 20 August 2019.  |                        |                        |
| <b>7.02</b> | Baraka Shikalbaha Power Limited, being held 51% equity share & management control by Baraka Patenga Power Limited with effect from its incorporation (i.e. 13 December 2017), as Private Company limited by shares on December 13, 2017, converted as public company on December 12, 2018 with the prime objective to implement power plants for generating & supplying electricity.<br>Baraka Shikalbaha Power Limited has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on August 19, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day. The PPA is signed in connection to the issued Letter of Intent (LOI) to the Company vide memo 27.11.0000.101.14.021.18-869 dated 28-02-2018 for implementing HFO fired IPP power plant having capacity of 105 MW on BOO (Build, Own, Operate) basis at Shikalbaha, Chittagong for term of 15 years from the commercial operation date (COD).<br>BSPL achieved its Commercial Operation on 24 May 2019. |                        |                        |
| <b>8.00</b> | <b>Inventories: Tk. 581,596,857</b>  |                        |                        |
|             | Opening Balance  | 576,533,984            | 592,551,644            |
|             | Add: Purchase during the period  | 1,002,763,753          | 2,011,548,312          |
|             |  | 1,579,297,737          | 2,604,099,956          |
|             | Less: Consumption during the period  | 997,700,880            | 2,027,565,972          |
|             | <b>Closing Balance (Note: 08.01)</b>   | <b>581,596,857</b>     | <b>576,533,984</b>     |
| <b>8.01</b> | <b>Closing Balance of Inventories: Tk. 581,596,857</b>   |                        |                        |
|             | <b>Quantity</b>  |                        |                        |
|             | HFO 10,856,741 Ltr.  | 325,891,140            | 414,554,563            |
|             | Diesel 14,204 Ltr.   | 887,892                | 863,638                |
|             | Spare Parts 72,852 pc  | 171,275,357            | 114,622,901            |
|             | Lube Oil 315,839 Ltr.  | 83,065,865             | 43,290,304             |
|             | Other Lubricants & Chemical 996 Ltr. & 1,354 Pc  | 476,603                | 3,202,578              |
|             | <b>Total</b>   | <b>581,596,857</b>     | <b>576,533,984</b>     |
| <b>8.A</b>  | <b>Consolidated Inventories: Tk. 1,579,986,338</b>   |                        |                        |
|             | Baraka Patenga Power Limited   | 581,596,857            | 576,533,984            |
|             | Baraka Shikalbaha Power Limited  | 486,751,485            | 151,814,129            |
|             | Karnaphuli Power Limited   | 511,637,996            | -                      |
|             | <b>Total</b>   | <b>1,579,986,338</b>   | <b>728,348,113</b>     |
| <b>9.00</b> | <b>Investment in Marketable Securities-Held for Sale: Tk. 2,783,150</b>  |                        |                        |
|             | <b>Cost</b>  |                        |                        |
|             | Opening Balance  | 5,126,337              | 1,800,800              |
|             | Addition during the period   | -                      | -                      |
|             | Withdrawal during the period   | -                      | -                      |
|             | Purchase/(Sale) of Marketable Securities during the period   | 65,049                 | 4,154,309              |
|             | <b>Closing Balance (A)</b>   | <b>5,191,386</b>       | <b>5,955,109</b>       |
|             | <b>Gain/(loss)</b>   |                        |                        |
|             | Realized Gain/(loss)   | (2,112,206)            | 117,382                |
|             | Realized BO Charges  | (1,715)                | (5,729)                |
|             | Change in Fair Value of Marketable Securities  | (294,315)              | (940,425)              |
|             | <b>Closing Balance (B)</b>   | <b>(2,408,236)</b>     | <b>(828,772)</b>       |
|             | <b>Fair Value of Marketable Securities (A-B)</b>   | <b>2,783,150</b>       | <b>5,126,337</b>       |

|   |                  |                 |                  | as on<br>June 30, 2020              | as on<br>June 30, 2019                      |
|---|------------------|-----------------|------------------|-------------------------------------|---|
| Details of Current Investment:  |                  |                 |                  |                                     |   |
| Investment Sector   | No. of<br>Shares | Market<br>Price | Cost<br>Price    | Market value as<br>on<br>30-06-2020 | Change in Fair<br>Value as on<br>30-06-2020 |
| FASFIN  | 405,000          | 4.00            | 3,014,309        | 1,620,000                           | (1,394,309)                                 |
| NTL TUBES   | 5,500            | 103.10          | 561,035          | 567,050                             | 6,015                                       |
| MONNOSTAF   | 750              | 794.80          | 586,996          | 596,100                             | 9,104                                       |
| <b>Total</b>  |                  |                 | <b>4,162,340</b> | <b>2,783,150</b>                    | <b>(1,379,190)</b>                          |
| <b>9.A Consolidated Investment in Capital Market: Tk. 2,783,150</b>   |                  |                 |                  |                                     |   |
| Baraka Patenga Power Limited  |                  |                 |                  | 2,783,150                           | 5,126,337                                   |
| Baraka Shikalbaha Power Limited   |                  |                 |                  | -                                   | -   |
| Karnaphuli Power Limited  |                  |                 |                  | -                                   | -   |
| <b>Total</b>  |                  |                 |                  | <b>2,783,150</b>                    | <b>5,126,337</b>                            |
| <b>10.00 Advances, Deposits &amp; Pre-payments: Tk. 73,943,812</b>  |                  |                 |                  |                                     |   |
| <b>Advances:</b>  |                  |                 |                  |                                     |   |
| Advance for Other Expenses (Note: 10.01)  |                  |                 |                  | 40,000                              | 40,000                                      |
| Advance Income Tax (Note: 10.02)  |                  |                 |                  | 575,902                             | 404,825                                     |
| IPO Expenses  |                  |                 |                  | 8,608,856                           | 8,608,856                                   |
| Advance against PPE & Inventory (Note: 10.03)   |                  |                 |                  | 29,408,813                          | 8,160,696                                   |
| Advance to Employees  |                  |                 |                  | 105,000                             | 75,500                                      |
| <b>Sub-Total</b>  |                  |                 |                  | <b>38,738,571</b>                   | <b>17,289,877</b>                           |
| <b>Deposits:</b>  |                  |                 |                  |                                     |   |
| Security Deposit for Utility Connection   |                  |                 |                  | 625,960                             | 625,960                                     |
| Deposits against Storage Tank Rent  |                  |                 |                  | 14,028,536                          | 10,942,740                                  |
| Bank Guarantee Margin   |                  |                 |                  | 8,968,155                           | 8,968,155                                   |
| <b>Sub-Total</b>  |                  |                 |                  | <b>23,622,651</b>                   | <b>20,536,855</b>                           |
| <b>Prepayments:</b>   |                  |                 |                  |                                     |   |
| Prepayment for Office Rent  |                  |                 |                  | 234,700                             | 234,700                                     |
| Prepayment against Insurance Premium (Note: 10.04)  |                  |                 |                  | 11,347,890                          | 11,391,583                                  |
| <b>Sub-Total</b>  |                  |                 |                  | <b>11,582,590</b>                   | <b>11,626,283</b>                           |
| <b>Grand-Total</b>  |                  |                 |                  | <b>73,943,812</b>                   | <b>49,453,015</b>                           |
| <b>10.01 Advance for Other Expenses: Tk. 40,000</b>   |                  |                 |                  |                                     |   |
| Rest House Expenses   |                  |                 |                  | 40,000                              | 40,000                                      |
| <b>Total</b>  |                  |                 |                  | <b>40,000</b>                       | <b>40,000</b>                               |
| <b>10.02 Advance Income Tax: Tk. 575,902</b>  |                  |                 |                  |                                     |   |
| Opening Balance   |                  |                 |                  | 404,825                             | 31,331                                      |
| Addition during the period  |                  |                 |                  | 202,408                             | 373,494                                     |
|   |                  |                 |                  | <b>607,233</b>                      | <b>404,825</b>                              |
| Adjustment during the period  |                  |                 |                  | (31,331)                            | -   |
| <b>Closing Balance</b>  |                  |                 |                  | <b>575,902</b>                      | <b>404,825</b>                              |
| <b>10.03 Advance against PPE &amp; Inventory: Tk. 29,408,813</b>  |                  |                 |                  |                                     |   |
| Spare Parts & Lubricants  |                  |                 |                  | 19,812,663                          | 2,617,353                                   |
| Deposits for RAJUK Plot   |                  |                 |                  | -                                   | 1,500,000                                   |
| L/C Margin and Charges  |                  |                 |                  | 8,071,150                           | 2,518,343                                   |
| Land  |                  |                 |                  | 1,525,000                           | 1,525,000                                   |
| <b>Total</b>  |                  |                 |                  | <b>29,408,813</b>                   | <b>8,160,696</b>                            |
| <b>10.04 Insurance premium amounting Tk. 13,669,900 has paid for the operational coverage from the year May' 2020 to April' 2021 out of which premium for the period from July, 2019 to June, 2020 has charged to statement of profit or loss and other comprehensive income.</b> |                  |                 |                  |                                     |   |

|   |  | as on<br>June 30, 2020 | as on<br>June 30, 2019 |
|---|--|------------------------|------------------------|
| <b>10.A Consolidated Advances, Deposits &amp; Pre-payments: Tk. 140,782,351</b>   |  |                        |                        |
| Baraka Patenga Power Limited  |  | 73,943,812             | 49,453,015             |
| Baraka Shikalbaha Power Limited   |  | 36,132,862             | 51,487,808             |
| Karnaphuli Power Limited  |  | 30,705,677             | 258,697,864            |
|   |  | 140,782,351            | 359,638,687            |
| Less: Inter Company Adjustment  |  | -                      | -                      |
| <b>Total</b>  |  | <b>140,782,351</b>     | <b>359,638,687</b>     |
| <b>11.00 Accounts Receivables: Tk. 473,569,555</b>                                |  |                        |                        |
| Bangladesh Power Development Board (BPDB)   |  | 473,569,555            | 827,258,947            |
| <b>Total</b>  |  | <b>473,569,555</b>     | <b>827,258,947</b>     |
| <b>Aging Schedule of Accounts Receivables:</b>                                    |  |                        |                        |
| <u>Duration</u>   |  |                        |                        |
| Invoiced 0-30 days  |  | 93,121,253             | 253,573,005            |
| Invoiced 31-60 days   |  | 82,569,032             | 283,769,407            |
| Invoiced 61-90 days   |  | 61,341,342             | 3,668,723              |
| Invoiced 91-180 days  |  | 828,380                | 79,159,101             |
| Invoiced 181-365 days   |  | 235,709,548            | 207,088,711            |
| Invoiced over 365 days  |  | -                      | -                      |
| <b>Total</b>  |  | <b>473,569,555</b>     | <b>827,258,947</b>     |
| <b>Discloser as per Para F of Schedule XI, Para-1 of the Companies Act, 1994:</b> |  |                        |                        |
| Debts exceeding 06 months   |  | 235,709,548            | 57,607,071             |
| Other debts less provision  |  | 237,860,007            | 754,888,476            |
|   |  | <b>473,569,555</b>     | <b>827,258,947</b>     |
| Debts considered good and secured   |  | 473,569,555            | 812,495,547            |
| Debts considered good without debtors personal security                           |  | -                      | -                      |
| Debts considered doubtful or bad  |  | -                      | -                      |
| Debts due from companies same management  |  | -                      | -                      |
| Maximum debt due by director or officers at any time                              |  | -                      | -                      |
|   |  | <b>473,569,555</b>     | <b>812,495,547</b>     |
| <b>11.A Consolidated Accounts Receivables: Tk. 1,214,912,480</b>                  |  |                        |                        |
| Baraka Patenga Power Limited  |  | 473,569,555            | 827,258,947            |
| Baraka Shikalbaha Power Limited   |  | 391,210,799            | 542,778,761            |
| Karnaphuli Power Limited  |  | 350,132,126            | -                      |
| <b>Total</b>  |  | <b>1,214,912,480</b>   | <b>1,370,037,708</b>   |
| <b>12.00 Other Receivables: Tk. 28,000</b>  |  |                        |                        |
| Mr. Galib (Security Service Bill)   |  | 28,000                 | 10,000                 |
| Receivable to O & M Service Provider for Gratuity Fund                            |  | -                      | 5,350,932              |
| <b>Total</b>  |  | <b>28,000</b>          | <b>5,360,932</b>       |
| <b>12.A Consolidated Other Receivables: Tk. 992,110</b>                           |  |                        |                        |
| Baraka Patenga Power Limited  |  | 28,000                 | 5,360,932              |
| Baraka Shikalbaha Power Limited   |  | 964,110                | -                      |
| Karnaphuli Power Limited  |  | -                      | -                      |
|   |  | 992,110                | 5,360,932              |
| Less: Inter Company Adjustment  |  | -                      | -                      |
| <b>Total</b>  |  | <b>992,110</b>         | <b>5,360,932</b>       |
| <b>13.00 Cash &amp; Cash Equivalents: Tk. 26,007,819</b>                          |  |                        |                        |
| Cash in Hand  |  | 1,374,796              | 2,401,103              |
| <b>Sub Total</b>  |  | <b>1,374,796</b>       | <b>2,401,103</b>       |
| <b>Cash at Bank</b>   |  |                        |                        |
| Trust Bank Ltd., Sylhet Cor. Br. (A/C # 0021-0320000490)                          |  | -                      | 23,362,168             |
| Trust Bank Ltd., Naval Rd. Br., Ctg. (A/C # 0029-0210015032)                      |  | 496,908                | 272,267                |
| UCBL, CD A/C, Bijoy Nagar Br. (A/C # 1071101000000032)                            |  | 390,581                | 58,213,763             |
| UCBL, STD A/C, Bijoy Nagar Br. (A/C # 1071301000000024)                           |  | 13,828,560             | 18,289,418             |

|         |  | as on<br>June 30, 2020      | as on<br>June 30, 2019 |                    |                    |
|---------|--|-----------------------------|------------------------|--------------------|--------------------|
|         | Social Islami Bank Ltd., Sylhet Br. (A/C # 0061330013121)                      | 1,409                       | 2,099                  |                    |                    |
|         | Prime Bank Ltd., Sylhet Br. (A/C # 10911010021779)                             | -                           | -                      |                    |                    |
|         | BRAC Bank Ltd., Gulshan Br. (A/C # 1501203689639001)                           | -                           | -                      |                    |                    |
|         | Modhumoti Bank, Motijheel Br. (A/C # 110-1111-00000-481)                       | -                           | -                      |                    |                    |
|         | Shahjalal Islami Bank Limited, SJIBL Tower Br.(A/C # 405711100000029)          | 1,600                       | 2,290                  |                    |                    |
|         | <b>Sub Total</b>   | <b>14,719,058</b>           | <b>100,142,005</b>     |                    |                    |
|         | Cash available on BO A/C at period end   | 57,965                      | 123,014                |                    |                    |
|         | <b>Sub Total</b>   | <b>57,965</b>               | <b>123,014</b>         |                    |                    |
|         | <b>Fixed Deposit Receipt</b>   |                             |                        |                    |                    |
|         | United Commercial Bank Limited (BG Margin)                                     | 3,500,000                   | 3,500,000              |                    |                    |
|         | United Commercial Bank Limited (LC Margin)                                     | 856,000                     | 856,000                |                    |                    |
|         | IPDC Finance Limited   | 5,500,000                   | 5,500,000              |                    |                    |
|         | <b>Sub Total</b>   | <b>9,856,000</b>            | <b>9,856,000</b>       |                    |                    |
|         | <b>Grand Total</b>   | <b>26,007,819</b>           | <b>112,522,122</b>     |                    |                    |
| 13.01   | The reconciliation of bank balance has been performed and found in order.      |                             |                        |                    |                    |
| 13.02   | Cash in hand has been counted by the management at the period end.             |                             |                        |                    |                    |
| 13.A    | <b>Consolidated Cash &amp; Cash Equivalents: Tk. 430,146,697</b>               |                             |                        |                    |                    |
|         | Baraka Patenga Power Limited   | 26,007,819                  | 112,522,122            |                    |                    |
|         | Baraka Shikalbaha Power Limited  | 38,139,378                  | 8,774,209              |                    |                    |
|         | Karnaphuli Power Limited   | 365,999,500                 | 5,715,030              |                    |                    |
|         | <b>Total</b>   | <b>430,146,697</b>          | <b>127,011,361</b>     |                    |                    |
| 14.00   | <b>Share Capital: Tk. 992,250,000</b>  |                             |                        |                    |                    |
|         | <b>Authorized:</b>   |                             |                        |                    |                    |
|         | 300,000,000 Ordinary Shares of Tk. 10 each                                     | <b>3,000,000,000</b>        | <b>3,000,000,000</b>   |                    |                    |
|         | (300,000,000 Ordinary shares of Tk. 10 each in the year ended June 30, 2019)   |                             |                        |                    |                    |
|         | <b>Issued, Subscribed and Paid-up:</b>   |                             |                        |                    |                    |
|         | 99,225,000 Ordinary Shares of Tk. 10 each                                      | <b>992,250,000</b>          | <b>992,250,000</b>     |                    |                    |
|         | (99,225,000 Ordinary shares of Tk. 10 each in the year ended June 30, 2019)    |                             |                        |                    |                    |
|         | <b>Shareholding Position was as follows:</b>                                   |                             |                        |                    |                    |
| Sl. No. | Name of shareholders   | Percentage of Shareholdings |                        | Amount in Tk.      |                    |
|         |  | 30-06-2020                  | 30-06-2019             | 30-06-2020         | 30-06-2019         |
| 01      | Baraka Power Limited   | 51.00%                      | 51.00%                 | 506,047,500        | 506,047,500        |
| 02      | Faisal Ahmed Chowdhury   | 3.00%                       | 3.00%                  | 29,767,500         | 29,767,500         |
| 03      | Gulam Rabbani Chowdhury  | 3.00%                       | 3.00%                  | 29,767,500         | 29,767,500         |
| 04      | Fahim Ahmed Chowdhury  | 0.86%                       | 0.86%                  | 8,505,000          | 8,505,000          |
| 05      | Md. Shirajul Islam   | 1.06%                       | 1.06%                  | 10,500,000         | 10,500,000         |
| 06      | Monzur Kadir Shafi   | 1.59%                       | 1.59%                  | 15,750,000         | 15,750,000         |
| 07      | Afzal Rashid Chowdhury   | 1.06%                       | 1.06%                  | 10,500,000         | 10,500,000         |
| 08      | Other Shareholders   | 38.44%                      | 38.44%                 | 381,412,500        | 381,412,500        |
|         | <b>Total</b>   | <b>100.00%</b>              | <b>100.00%</b>         | <b>992,250,000</b> | <b>992,250,000</b> |
| 14.A    | <b>Consolidated Share Capital: Tk. 992,250,000</b>                             |                             |                        |                    |                    |
|         | <b>Authorized:</b>   |                             |                        |                    |                    |
|         | 300,000,000 Ordinary Shares of Tk. 10 each                                     | <b>3,000,000,000</b>        | <b>3,000,000,000</b>   |                    |                    |
|         | (300,000,000 Ordinary shares of Tk. 10 each in the period ended June 30, 2019) |                             |                        |                    |                    |
|         | <b>Issued, Subscribed and Paid-up:</b>   |                             |                        |                    |                    |
|         | 99,225,000 Ordinary Shares of Tk. 10 each                                      | <b>992,250,000</b>          | <b>992,250,000</b>     |                    |                    |
|         | (99,225,000 Ordinary shares of Tk. 10 each in the period ended June 30, 2019)  |                             |                        |                    |                    |
| 15.00   | <b>Non-Controlling Interest : Tk. 335,553,320</b>                              |                             |                        |                    |                    |
|         | Opening Balance  | 94,605,355                  | 81,407,753             |                    |                    |
|         | Prior year Adjustment  | 237,984                     | -                      |                    |                    |
|         | Add: Addition during the year (Note: 15.01)                                    | 240,709,981                 | 13,197,602             |                    |                    |
|         |  | 335,553,320                 | 94,605,355             |                    |                    |
|         | Less: Adjustment during the period   | -                           | -                      |                    |                    |
|         |  | <b>335,553,320</b>          | <b>94,605,355</b>      |                    |                    |



|   |  | as on<br>June 30, 2020 | as on<br>June 30, 2019 |
|---|--|------------------------|------------------------|
| <b>15.01 Non-Controlling Interest for the Period: Tk. 240,709,981</b> |  |                        |                        |
| Baraka Shikalbaha Power Limited [49% Profit/(Loss)]                   |  | 111,779,890            | 37,218,075             |
| Karnaphuli Power Limited [49% Profit/(Loss)]                          |  | 128,930,091            | (24,020,473)           |
| <b>Non-controlling Interest for the Period</b>                        |  | <b>240,709,981</b>     | <b>13,197,602</b>      |
| <b>16.00 Advance against Share Issue: Tk. 1,396,500,000</b>           |  |                        |                        |
| Baraka Patenga Power Limited  |  | -                      | -                      |
| Baraka Shikalbaha Power Limited                                       |  | 698,250,000            | 192,500,000            |
| Karnaphuli Power Limited  |  | 698,250,000            | 2,500,000              |
| <b>Total</b>  |  | <b>1,396,500,000</b>   | <b>195,000,000</b>     |
| <b>17.00 Preference Share (Redeemable): Tk. 200,000,000</b>           |  |                        |                        |
| Baraka Patenga Power Limited  |  | -                      | -                      |
| Baraka Shikalbaha Power Limited                                       |  | -                      | -                      |
| Karnaphuli Power Limited  |  | 200,000,000            | -                      |
| <b>Total</b>  |  | <b>200,000,000</b>     | <b>-</b>               |
| <b>18.00 Term Loan: Tk. 2,021,220,545</b>                             |  |                        |                        |
| <b>Non-Current Maturity</b>   |  |                        |                        |
| United Commercial Bank Limited (IPFF)                                 |  | 726,665,584            | 857,263,684            |
| Trust Bank Limited (IPFF)   |  | 306,477,882            | 355,040,398            |
| United Commercial Bank Limited (PFI)                                  |  | 318,944,827            | 402,536,221            |
| Trust Bank Limited (PFI)  |  | 246,653,358            | 309,499,704            |
| BRAC Bank Limited   |  | -                      | 32,055,391             |
| <b>Sub-Total</b>  |  | <b>1,598,741,651</b>   | <b>1,956,395,398</b>   |
| <b>Current Maturity</b>   |  |                        |                        |
| United Commercial Bank Limited (IPFF)                                 |  | 127,586,624            | 123,584,220            |
| Trust Bank Limited (IPFF)   |  | 53,433,692             | 51,757,471             |
| United Commercial Bank Limited (PFI)                                  |  | 95,366,242             | 88,995,366             |
| Trust Bank Limited (PFI)  |  | 80,426,057             | 71,805,446             |
| BRAC Bank Limited   |  | 44,243,865             | 42,740,532             |
| Accrued Interest  |  | 21,422,414             | 34,109,300             |
| <b>Sub-Total</b>  |  | <b>422,478,894</b>     | <b>412,992,335</b>     |
| <b>Grand-Total</b>  |  | <b>2,021,220,545</b>   | <b>2,369,387,733</b>   |

| Particulars      | UCBL & TBL (IPFF Loan)                     | UCBL & TBL (PFI Loan)                        | UCBL & TBL (Take Over)                     | BRAC Bank Ltd.                             |
|------------------|--|--|--|--|
| Interest Rate    | months LIBOR + 30 basis point + 2.0% p.a.  | 09.00% p.a.<br>(reduced from 11.00 % p.a.)   | 09.00% p.a.<br>(reduced from 11.50 % p.a.) | 09.00% p.a.<br>(reduced from 11.50 % p.a.) |
| Tenor            | 12 years (including 02 years grace period) | 9.5 years (including 06 months grace period) | 08 years                                   | 04 years                                   |
| Purpose          | To develop and implement project;          |  | To take over other bank & NBF loan         | To takeover IPDC Finance Loan              |
| Repayment Amount | 5.50 crore/qua. (appx.)                    | 3.11 crore/qua.                              | 3.19 crore/qua.                            | 0.35 crore/month                           |
| Expiry           | 30-Oct-2025                                | 25-Sep-2023                                  | 25-Sep-2023                                | 21-Mar-2021                                |

**The Security Package for both United Commercial Bank Limited and Trust Bank Limited (IPFF & PFI) Term Loan are as follows:**

- Mortgage of project land;
- Hypothecation of all fixed and floating assets including but not limited to machinery, book debts, furniture, fixture and equipment on first ranking pari passu basis creating present and future charge with the RJSC;
- Establishment of Escrow Account and Debt Service Account with appropriate cash flow;
- Corporate Guarantee of Baraka Power Limited;
- Directors' Personal Guarantee;
- Co-payee of benefits under all insurance policies insuring the relevant moveable and immoveable assets of the issuer.

United Commercial Bank Limited (as mandated lead arranger) has been sanctioned USD 21.975 million through Investment Promotion & Financing Facility (IPFF) of Bangladesh Bank funded by IDA of World Bank. As Participating Financial Institute's (PFI) participation portion; United Commercial Bank Limited & Trust Bank Limited has been sanctioned BDT 300.00 million & BDT 350.00 million respectively. Subsequently, UCBL & TBL jointly has been taken over the other bank finance with existing security package.

**Security Package for BRAC Bank Limited:**

- i. Corporate Guarantee of Baraka Power Limited;
- ii. Directors' Personal Guarantee;
- iii. 50,00,000 nos. of Baraka Power Limited sponsor's shares;

|  |  | as on<br>June 30, 2020 | as on<br>June 30, 2019 |
|--|--|------------------------|------------------------|
| <b>18.A Consolidated Term Loan-Non Current Maturity: Tk. 1,598,741,651</b>           |  |                        |                        |
| Baraka Patenga Power Limited   |  | 1,598,741,651          | 1,956,395,398          |
| Baraka Shikalbaha Power Limited  |  | -                      | -                      |
| Karnaphuli Power Limited   |  | -                      | -                      |
| <b>Total</b>   |  | <b>1,598,741,651</b>   | <b>1,956,395,398</b>   |
| <b>18.B Consolidated Term Loan-Current Maturity: Tk. 422,478,894</b>                 |  |                        |                        |
| Baraka Patenga Power Limited   |  | 422,478,894            | 412,992,335            |
| Baraka Shikalbaha Power Limited  |  | -                      | -                      |
| Karnaphuli Power Limited   |  | -                      | -                      |
| <b>Total</b>   |  | <b>422,478,894</b>     | <b>412,992,335</b>     |
| <b>19.A Consolidated Finance Lease Liability-Non Current Maturity: Tk. 9,031,391</b> |  |                        |                        |
| Baraka Patenga Power Limited   |  | -                      | -                      |
| Baraka Shikalbaha Power Limited  |  | -                      | -                      |
| Karnaphuli Power Limited   |  | 9,031,391              | 12,149,543             |
| <b>Total</b>   |  | <b>9,031,391</b>       | <b>12,149,543</b>      |
| <b>19.B Consolidated Finance Lease Liability-Current Maturity: Tk. 3,358,237</b>     |  |                        |                        |
| Baraka Patenga Power Limited   |  | -                      | -                      |
| Baraka Shikalbaha Power Limited  |  | -                      | -                      |
| Karnaphuli Power Limited   |  | 3,358,237              | 2,744,665              |
| <b>Total</b>   |  | <b>3,358,237</b>       | <b>2,744,665</b>       |
| <b>20.00 Provision for Gratuity: Tk. 2,734,465</b>                                   |  |                        |                        |
| Opening Balance  |  | 5,854,828              | 5,350,932              |
| Add: Addition during the period  |  | 2,735,465              | 503,896                |
|  |  | <b>8,590,293</b>       | <b>5,854,828</b>       |
| Less: Transferred to Gratuity Fund   |  | 5,855,828              | -                      |
| <b>Closing Balance</b>   |  | <b>2,734,465</b>       | <b>5,854,828</b>       |
| <b>20.A Consolidated Provision for Gratuity: Tk. 2,734,465</b>                       |  |                        |                        |
| Baraka Patenga Power Limited   |  | 2,734,465              | 5,854,828              |
| Baraka Shikalbaha Power Limited  |  | -                      | -                      |
| Karnaphuli Power Limited   |  | -                      | -                      |
| <b>Total</b>   |  | <b>2,734,465</b>       | <b>5,854,828</b>       |
| <b>21.00 Short Term Liabilities: Tk. 503,296,524</b>                                 |  |                        |                        |
| Short Term Working Capital Facility  |  | 503,296,524            | 503,986,769            |
| <b>Total</b>   |  | <b>503,296,524</b>     | <b>503,986,769</b>     |
| <b>21.A Consolidated Short Term Liabilities: Tk. 4,353,624,118</b>                   |  |                        |                        |
| Baraka Patenga Power Limited   |  | 503,296,524            | 503,986,769            |
| Baraka Shikalbaha Power Limited  |  | 2,363,895,751          | 1,130,699,440          |
| Karnaphuli Power Limited   |  | 1,486,431,843          | 1,835,946,518          |
| <b>Total</b>   |  | <b>4,353,624,118</b>   | <b>3,470,632,727</b>   |
| <b>22.00 Deferred Liabilities: Tk. 218,862,026</b>                                   |  |                        |                        |
| Deferred LC Liabilities  |  | 218,862,026            | 498,533,715            |
| <b>Total</b>   |  | <b>218,862,026</b>     | <b>498,533,715</b>     |
| <b>22.A Consolidated Deferred Liabilities: Tk. 8,218,211,824</b>                     |  |                        |                        |
| Baraka Patenga Power Limited   |  | 218,862,026            | 498,533,715            |
| Baraka Shikalbaha Power Limited  |  | 3,400,984,091          | 4,146,756,419          |
| Karnaphuli Power Limited   |  | 4,598,365,707          | 4,155,458,300          |
| <b>Total</b>   |  | <b>8,218,211,824</b>   | <b>8,800,748,434</b>   |
| <b>23.00 Provision for Income Tax: Tk. 1,975,699</b>                                 |  |                        |                        |
| Opening Balance  |  | 10,017,986             | 11,963,865             |
| Add: Addition during the period  |  | 92,693                 | 1,883,006              |
|  |  | <b>10,110,679</b>      | <b>13,846,871</b>      |
| Less: Adjustment during the period   |  | 8,134,980              | 3,828,885              |
| <b>Closing Balance</b>   |  | <b>1,975,699</b>       | <b>10,017,986</b>      |

|   |  | as on<br>June 30, 2020 | as on<br>June 30, 2019 |
|---|--|------------------------|------------------------|
| <b>23.A Consolidated Provision for Income Tax: Tk. 2,481,402</b>  |  |                        |                        |
| Baraka Patenga Power Limited  |  | 1,975,699              | 10,017,986             |
| Baraka Shikalbaha Power Limited   |  | 126,385                | 241,292                |
| Karnaphuli Power Limited  |  | 379,318                | 8,566                  |
| <b>Total</b>  |  | <b>2,481,402</b>       | <b>10,267,844</b>      |
| <b>24.00 Provision for WPPF: Tk. 9,182,201</b>  |  |                        |                        |
| Opening Balance   |  | 13,782,712             | -                      |
| Add: Addition made during the period  |  | 9,182,201              | 13,782,712             |
|   |  | <b>22,964,913</b>      | <b>13,782,712</b>      |
| Less: Payment made during the period  |  |                        |                        |
| Participation Fund  |  | 11,026,170             | -                      |
| Welfare Fund  |  | 2,756,542              | -                      |
| <b>Closing Balance</b>  |  | <b>9,182,201</b>       | <b>13,782,712</b>      |
| <i>The balance represents contribution to Workers' Profit Participation Fund formed by the Company in accordance with the Chapter-15 of The Bangladesh Labour Act, 2006 (Amended in 2013) for the period ended June 30, 2020.</i> |  |                        |                        |
| <b>24.A Consolidated Provision for WPPF: Tk. 9,182,201</b>  |  |                        |                        |
| Baraka Patenga Power Limited  |  | 9,182,201              | 13,782,712             |
| Baraka Shikalbaha Power Limited   |  | -                      | -                      |
| Karnaphuli Power Limited  |  | -                      | -                      |
| <b>Total</b>  |  | <b>9,182,201</b>       | <b>13,782,712</b>      |
| <b>25.00 Liabilities for Expenses: Tk. 4,935,452</b>  |  |                        |                        |
| <b>Particulars</b>  |  |                        |                        |
| Office Rent   |  | 208,000                | 306,750                |
| Utility Expenses  |  | -                      | 67,251                 |
| Audit Fees  |  | 287,500                | 230,000                |
| Salary & Allowances   |  | 3,433,152              | 1,643,445              |
| Employees Provident Fund  |  | -                      | 965,492                |
| Directors Remuneration  |  | 1,006,800              | 315,000                |
| <b>Total</b>  |  | <b>4,935,452</b>       | <b>3,527,938</b>       |
| <b>25.A Consolidated Liabilities for Expenses: Tk. 21,752,787</b>   |  |                        |                        |
| Baraka Patenga Power Limited  |  | 4,935,452              | 3,527,938              |
| Baraka Shikalbaha Power Limited   |  | 9,279,135              | 2,862,423              |
| Karnaphuli Power Limited  |  | 7,538,200              | 2,852,739              |
| <b>Total</b>  |  | <b>21,752,787</b>      | <b>9,243,100</b>       |
| <b>26.00 Consolidated Current Account with Related Parties: Tk. 1,606,119,342</b>   |  |                        |                        |
| Baraka Patenga Power Limited  |  |                        | -                      |
| Baraka Shikalbaha Power Limited   |  | 806,326,256            | 772,208,840            |
| Karnaphuli Power Limited  |  | 799,793,086            | 398,294,404            |
|   |  | 1,606,119,342          | 1,170,503,244          |
| Inter Company Adjustment  |  | -                      | -                      |
| <b>Total</b>  |  | <b>1,606,119,342</b>   | <b>1,170,503,244</b>   |
| <b>27.00 Accounts Payables: Tk. 12,046,191</b>  |  |                        |                        |
| Rolls-Royce   |  | -                      | 693,203                |
| Adex Engineering Ltd.   |  | -                      | 814,678                |
| South Eastern Tank Terminal Ltd.  |  | 4,456,297              | 2,760,406              |
| Sylora Link   |  | 1,012,518              | 2,953,900              |
| Ranks Petroleum Ltd.  |  | 5,084,248              | 5,742,666              |
| Reverie Power & Automation Engineering Ltd.   |  | -                      | 160,000                |
| Acetex Corporation BD   |  | 254,040                | 331,152                |
| Monowara Trade International  |  | 205,727                | 683,769                |
| M/S Chowdhury Enterprise  |  | -                      | 461,909                |
| Elite Paint & Chemical Industries Ltd.  |  | -                      | 1,217,215              |
| Hasina Enterprise   |  | -                      | 1,708,000              |
| Waterchem Technology  |  | -                      | 415,800                |

|              |  | as on<br>June 30, 2020 | as on<br>June 30, 2019 |
|--------------|--|------------------------|------------------------|
|              | A.H Trading  | 77,964                 | -                      |
|              | Fascinate Shipping Lines Ltd.                          | 36,054                 | -                      |
|              | Liberty Associates Ltd.                                | -                      | 122,493                |
|              | JTZ Engineering & Trading                              | -                      | 172,500                |
|              | Qtex Solutions Ltd.                                    | -                      | 3,572                  |
|              | Smart Water & Technologies                             | -                      | 272,166                |
|              | Technology Simple                                      | -                      | 134,116                |
|              | Avenue Trade International                             | -                      | 141,907                |
|              | Jubilee Trading  | 13,620                 | 13,620                 |
|              | Shah Amanat Traders                                    | -                      | 433,186                |
|              | Royal Inspection International Ltd.                    | 73,313                 | -                      |
|              | Metro Police Store                                     | 129,710                | -                      |
|              | Lub-Rref (Bangladesh) Ltd.                             | 575,000                | -                      |
|              | Maas Erectors Ltd.                                     | 93,075                 | -                      |
|              | Khan Jahan Ali Steel                                   | 32,483                 | 53,375                 |
|              | Maisha Enterprise                                      | -                      | 24,300                 |
|              | Aamra Networks Ltd.                                    | 2,142                  | 1,428                  |
|              | <b>Total</b>   | <b>12,046,191</b>      | <b>19,315,361</b>      |
|              | <b>Aging Schedule of Accounts Payables</b>             |                        |                        |
|              | 0-30 days  | 6,386,943              | 22,037,174             |
|              | 30-180 days  | 5,659,248              | 8,831,339              |
|              | over 180 days  | -                      | -                      |
|              | <b>Total</b>   | <b>12,046,191</b>      | <b>30,868,513</b>      |
| <b>27.A</b>  | <b>Consolidated Accounts Payables: Tk. 52,512,304</b>  |                        |                        |
|              | Baraka Patenga Power Limited                           | 12,046,191             | 19,315,361             |
|              | Baraka Shikalbaha Power Limited                        | 19,501,695             | 1,320,036,965          |
|              | Karnaphuli Power Limited                               | 20,964,418             | 561,611,365            |
|              | <b>Total</b>   | <b>52,512,304</b>      | <b>1,900,963,691</b>   |
| <b>28.00</b> | <b>Consolidated Other Liabilities: Tk. 164,415,188</b> |                        |                        |
|              | Baraka Shikalbaha Power Limited                        | 146,909,633            | -                      |
|              | Karnaphuli Power Limited                               | 17,505,555             | -                      |
|              | <b>Total</b>   | <b>164,415,188</b>     | <b>-</b>               |

|              |   | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--------------|---|-----------------------------|-----------------------------|
| <b>29.00</b> | <b>Revenue: Tk. 1,691,216,401</b>   |                             |                             |
|              | Capacity Proceeds   | 482,823,817                 | 471,222,859                 |
|              | Variable Operational & Maintenance Proceeds   | 79,744,326                  | 119,916,956                 |
|              | Fuel Proceeds   | 1,128,648,258               | 2,295,281,785               |
|              | <b>Total</b>  | <b>1,691,216,401</b>        | <b>2,886,421,600</b>        |
|              | *VOMP and Fuel proceeds are decreased by 34% and 51% respectively as demand for power supply is decreased relatively. |                             |                             |
| <b>29.A</b>  | <b>Consolidated Revenue: Tk. 5,448,793,155</b>  |                             |                             |
|              | Baraka Patenga Power Limited  | 1,691,216,401               | 2,886,421,600               |
|              | Baraka Shikalbaha Power Limited   | 2,184,994,613               | 542,778,761                 |
|              | Karnaphuli Power Limited  | 1,572,582,141               | -                           |
|              | <b>Total</b>  | <b>5,448,793,155</b>        | <b>3,429,200,361</b>        |
| <b>30.00</b> | <b>Cost of Revenue: Tk. 1,195,469,181</b>   |                             |                             |
|              | Fuel Consumption  | 939,151,897                 | 1,902,407,860               |
|              | Lubricant & Chemical Consumption*   | 22,771,936                  | 58,267,230                  |
|              | Spare Parts Consumption   | 35,777,047                  | 66,890,882                  |
|              | Electricity Bill on FGD Plant   | 842,460                     | 1,338,488                   |
|              | O & M Service Expenses  | -                           | 22,491,000                  |
|              | Plant Salaries & Allowance  | 40,604,699                  | 5,495,554                   |
|              | Fuel Tank Charges   | 16,444,547                  | 38,088,626                  |
|              | Oil Carrying Expenses   | 5,073,897                   | 10,684,232                  |
|              | Insurance Premium   | 13,713,593                  | 9,145,625                   |
|              | Depreciation on Plant & Machinery   | 116,966,048                 | 116,780,247                 |
|              | Repair & Maintenances on Plant & Machinery  | 4,123,057                   | 6,856,314                   |
|              | <b>Total</b>  | <b>1,195,469,181</b>        | <b>2,238,446,058</b>        |
|              | * Lubricants & Chemical consists of Diesel, Lube oil, Caustic Soda, Grease, Coolnet water etc.                        |                             |                             |
| <b>30.01</b> | <b>Fuel Consumption: Tk. 939,151,897</b>  |                             |                             |
|              | Opening Balance   | 414,554,563                 | 398,793,050                 |
|              | Add: Purchase during the period   | 850,488,474                 | 1,918,169,373               |
|              |   | <b>1,265,043,037</b>        | <b>2,316,962,423</b>        |
|              | Closing Balance   | (325,891,140)               | (414,554,563)               |
|              | <b>Consumption during the period</b>  | <b>939,151,897</b>          | <b>1,902,407,860</b>        |
| <b>30.02</b> | <b>Lubricant &amp; Chemical Consumption: Tk. 22,771,936</b>   |                             |                             |
|              | Opening Balance   | 47,356,520                  | 42,942,647                  |
|              | Add: Purchase during the period   | 59,845,776                  | 62,681,103                  |
|              |   | <b>107,202,296</b>          | <b>105,623,750</b>          |
|              | Closing Balance   | (84,430,360)                | (47,356,520)                |
|              | <b>Consumption during the period</b>  | <b>22,771,936</b>           | <b>58,267,230</b>           |
| <b>30.03</b> | <b>Spare Parts Consumption: Tk. 35,777,047</b>  |                             |                             |
|              | Opening Balance   | 114,622,901                 | 150,815,947                 |
|              | Add: Purchase during the period   | 92,429,503                  | 30,697,836                  |
|              |   | <b>207,052,404</b>          | <b>181,513,783</b>          |
|              | Closing Balance   | (171,275,357)               | (114,622,901)               |
|              | <b>Consumption during the period</b>  | <b>35,777,047</b>           | <b>66,890,882</b>           |
| <b>30.A</b>  | <b>Consolidated Cost of Revenue: Tk. 2,922,188,337</b>  |                             |                             |
|              | Baraka Patenga Power Limited  | 1,195,469,181               | 2,238,446,058               |
|              | Baraka Shikalbaha Power Limited   | 1,118,669,243               | 405,811,667                 |
|              | Karnaphuli Power Limited  | 608,049,913                 | 13,039,929                  |
|              | <b>Total</b>  | <b>2,922,188,337</b>        | <b>2,657,297,654</b>        |
| <b>31.00</b> | <b>General &amp; Administrative Expenses: Tk. 62,543,417</b>  |                             |                             |
|              | Directors' Remuneration   | 5,568,000                   | 5,706,000                   |
|              | Group Office Common Salary  | 7,131,701                   | 874,502                     |
|              | Gratuity Expenses   | 2,735,465                   | 503,896                     |
|              | Communication Expenses  | 493,294                     | 549,637                     |
|              | Travelling & Conveyance   | 1,154,362                   | 1,413,972                   |
|              | Utility Expenses  | 545,589                     | 44,095                      |
|              | Office Rent   | 2,648,278                   | 2,530,178                   |
|              | AGM & EGM Expenses  | 194,180                     | 178,362                     |

|              |  | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--------------|--|-----------------------------|-----------------------------|
|              | Vehicle Running Expenses   | 1,397,247                   | 1,904,979                   |
|              | General Repair & Maintenances  | 1,473,849                   | 1,369,303                   |
|              | Entertainment & Others   | 896,391                     | 1,085,391                   |
|              | Business Development Expenses  | 188,200                     | 57,440                      |
|              | Audit Fees   | 287,500                     | 230,000                     |
|              | Legal Fees & Professional Consultancy                                      | 431,250                     | 138,000                     |
|              | Fooding & Lodging  | 110,062                     | 201,549                     |
|              | Insurance Premium  | 117,287                     | -                           |
|              | Advertisement & Publicity  | -                           | -                           |
|              | Uniform & Others   | 341,790                     | 498,210                     |
|              | Newspaper, Books & Periodicals   | 7,762                       | 9,718                       |
|              | Annual Fees  | 1,737,820                   | 1,566,785                   |
|              | Education & Training   | -                           | 3,172                       |
|              | Health Assistance Expenses   | -                           | 30,000                      |
|              | Office Stationeries  | 164,899                     | 145,984                     |
|              | Gardening Expenses   | 30,701                      | 4,225                       |
|              | Annual Sports & Cultural Expenses  | 169,890                     | 783,785                     |
|              | Rest House Keeping Expenses  | 936,079                     | 1,151,595                   |
|              | Meeting Attendance Fees  | 539,000                     | 586,500                     |
|              | RJSC Expenses  | 83,000                      | 113,000                     |
|              | Consultancy Fees   | -                           | -                           |
|              | Covid-19 Expenses  | 1,265,034                   | -                           |
|              | Credit Rating Fees   | 107,500                     | 115,000                     |
|              | Depreciation Expenses  | 31,787,287                  | 32,640,888                  |
|              | <b>Total</b>   | <b>62,543,417</b>           | <b>54,436,166</b>           |
| <b>31.A</b>  | <b>Consolidated General &amp; Administrative Expenses: Tk. 267,543,649</b> |                             |                             |
|              | Baraka Patenga Power Limited   | 62,543,417                  | 54,436,166                  |
|              | Baraka Shikalbaha Power Limited  | 98,207,784                  | 36,761,547                  |
|              | Karnaphuli Power Limited   | 106,792,448                 | 32,182,001                  |
|              | <b>Total</b>   | <b>267,543,649</b>          | <b>123,379,714</b>          |
| <b>32.00</b> | <b>Other Income/(Loss): Tk. (17,553,569)</b>                               |                             |                             |
|              | Foreign Exchange (Loss)/Gain   | (16,068,530)                | (33,905,350)                |
|              | Bank Interest  | 586,092                     | 430,897                     |
|              | Interest Income from Related Parties                                       | -                           | 4,903,935                   |
|              | Realized Charges on BO Account   | (1,715)                     | (5,729)                     |
|              | Gain/(Loss) from Capital Market  | (2,112,206)                 | 117,382                     |
|              | Dividend Income from Capital Market  | 42,790                      | 49,728                      |
|              | <b>Total</b>   | <b>(17,553,569)</b>         | <b>(28,409,137)</b>         |
| <b>32.01</b> | <b>Foreign Exchange Gain/(Loss): Tk. (16,068,530)</b>                      |                             |                             |
|              | Spare Parts Procurement  | (104,286)                   | (121,255)                   |
|              | HFO Procurement  | (7,168,289)                 | (7,748,410)                 |
|              | IPFF Term Loan   | (8,795,955)                 | (26,035,685)                |
|              | <b>Total</b>   | <b>(16,068,530)</b>         | <b>(33,905,350)</b>         |
| <b>32.A</b>  | <b>Consolidated Other Income: Tk. (78,480,375)</b>                         |                             |                             |
|              | Baraka Patenga Power Limited   | (17,553,569)                | (28,409,137)                |
|              | Baraka Shikalbaha Power Limited  | (24,660,678)                | 676,152                     |
|              | Karnaphuli Power Limited   | (36,266,128)                | (791,100)                   |
|              |  | (78,480,375)                | (28,524,085)                |
|              | Less: Inter Company Adjustment   | -                           | -                           |
|              | <b>Total</b>   | <b>(78,480,375)</b>         | <b>(28,524,085)</b>         |
| <b>33.00</b> | <b>Charges for Delay in Commoissioning: Tk. 400,704,550</b>                |                             |                             |
|              | Baraka Patenga Power Limited   | -                           | -                           |
|              | Baraka Shikalbaha Power Limited  | 312,007,500                 | -                           |
|              | Karnaphuli Power Limited   | 88,697,050                  | -                           |
|              | <b>Total</b>   | <b>400,704,550</b>          | <b>-</b>                    |
| <b>34.00</b> | <b>Financial Expenses: Tk. 222,824,012</b>                                 |                             |                             |
|              | Term Finance Expenses  | 139,225,635                 | 193,555,200                 |
|              | Other Financial Expenses   | 82,594,140                  | 80,901,124                  |
|              | Bank Charges & Commission  | 360,237                     | 431,961                     |
|              | Bank Guarantee Expenses  | 644,000                     | 805,000                     |
|              | <b>Total</b>   | <b>222,824,012</b>          | <b>275,693,285</b>          |

|   |                                    | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |                    |                              |
|---|------------------------------------|-----------------------------|-----------------------------|--------------------|------------------------------|
| <b>34.A Consolidated Financial Expenses: Tk. 1,095,341,494</b>  |                                    |                             |                             |                    |                              |
| Baraka Patenga Power Limited  |                                    | 222,824,012                 | 275,693,285                 |                    |                              |
| Baraka Shikalbaha Power Limited   |                                    | 403,234,267                 | 24,689,791                  |                    |                              |
| Karnaphuli Power Limited  |                                    | 469,283,215                 | 3,008,344                   |                    |                              |
|   | <b>Total</b>                       | <b>1,095,341,494</b>        | <b>303,391,420</b>          |                    |                              |
| <b>35.00 Income Tax Expenses: Tk. 92,693</b>  |                                    |                             |                             |                    |                              |
| Income Tax Expenses on Other Income (Note : 03.14)  |                                    | 84,135                      | 1,867,191                   |                    |                              |
| Income Tax Expenses on Capital Gain (Note : 03.14)  |                                    | -                           | 5,869                       |                    |                              |
| Income Tax Expenses on Div. Income of Cap. Market   |                                    | 8,558                       | 9,946                       |                    |                              |
|   | <b>Total</b>                       | <b>92,693</b>               | <b>1,883,006</b>            |                    |                              |
| Calculation of current tax is stated in Annexure-1.   |                                    |                             |                             |                    |                              |
| <b>35.A Consolidated Income Tax Expenses: Tk. 556,361</b>   |                                    |                             |                             |                    |                              |
| Baraka Patenga Power Limited  |                                    | 92,693                      | 1,883,006                   |                    |                              |
| Baraka Shikalbaha Power Limited   |                                    | 92,916                      | 236,653                     |                    |                              |
| Karnaphuli Power Limited  |                                    | 370,752                     | -                           |                    |                              |
|   | <b>Total</b>                       | <b>556,361</b>              | <b>2,119,659</b>            |                    |                              |
| <b>36.00 Earnings Per Share (EPS): Tk. 1.84</b>   |                                    |                             |                             |                    |                              |
| Profit Attributable to Ordinary Shareholders  | (A)                                | 182,637,653                 | 273,771,236                 |                    |                              |
| Weighted Average Number of Ordinary Shares Outstanding during the year (Note 36.01)   | (B)                                | 99,225,000                  | 99,225,000                  |                    |                              |
| <b>Basic Earnings Per Share (EPS)</b>   | <b>(C=A/B)</b>                     | <b>1.84</b>                 | <b>2.76</b>                 |                    |                              |
| Reason for Changes: EPS has decreased during the period over previous period as revenue is decreased by 41%. However cost of revenue is decreased by 47% so as overall EPS is decreased by 33%.   |                                    |                             |                             |                    |                              |
| <b>36.A Consolidated Earnings Per Share (EPS): Tk. 4.37</b>   |                                    |                             |                             |                    |                              |
| Profit Attributable to Ordinary Shareholders  | (A)                                | 433,172,532                 | 287,507,515                 |                    |                              |
| Weighted Average Number of Ordinary Shares Outstanding during the year (Note :36.01)  | (B)                                | 99,225,000                  | 99,225,000                  |                    |                              |
| <b>Consolidated Earnings Per Share (EPS)</b>  | <b>(C=A/B)</b>                     | <b>4.37</b>                 | <b>2.90</b>                 |                    |                              |
| Reason for Changes: Consolidated EPS has increased by 50.68% during the period over previous period as subsidiary companies are came into operation and generating profit.  |                                    |                             |                             |                    |                              |
| <b>36.01 Weighted Average Number of Ordinary Shares Outstanding:</b>  |                                    |                             |                             |                    |                              |
| 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-weighted factor. The time-weighted factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year (considering 360 days in a period). |                                    |                             |                             |                    |                              |
|   | <b>Date of Allotment</b>           | <b>Ordinary Share</b>       | <b>Weighted no. of Days</b> | <b>Calculation</b> | <b>Weighted No. of Share</b> |
|   | Opening as on July 01, 2019        | 99,225,000                  | -                           |                    | 99,225,000                   |
|   | Addition During the period         |                             | -                           |                    | -                            |
|   | <b>Closing as on June 30, 2020</b> | <b>99,225,000</b>           | <b>-</b>                    |                    | <b>99,225,000</b>            |
| <b>36.02 Dilution of Earnings Per Share:</b>  |                                    |                             |                             |                    |                              |
| No diluted earnings per share is required to be calculated for the year presented as there was no potential ordinary shares has been issued by the company, as such no scope for dilution of shares during the year.  |                                    |                             |                             |                    |                              |
| <b>37.00 Net Assets Value (NAV) Per Share: Tk. 20.98</b>  |                                    |                             |                             |                    |                              |
| Share Capital   |                                    | 992,250,000                 | 992,250,000                 |                    |                              |
| Fair Value Reserve  |                                    | (1,379,190)                 | (1,084,875)                 |                    |                              |
| Retained Earnings   |                                    | 1,091,281,803               | 1,007,869,150               |                    |                              |
| <b>Total Shareholders' Equity</b>   | <b>(A)</b>                         | <b>2,082,152,613</b>        | <b>1,999,034,275</b>        |                    |                              |
| Total Number of Ordinary Shares   | <b>(B)</b>                         | <b>99,225,000</b>           | <b>99,225,000</b>           |                    |                              |
| <b>Net Assets Value (NAV) Per Share</b>   | <b>(C=A/B)</b>                     | <b>20.98</b>                | <b>20.15</b>                |                    |                              |
| Reason for Changes: There was no such significant change in NAV at end of period.   |                                    |                             |                             |                    |                              |
| <b>37.A Consolidated Net Assets Value (NAV) Per Share: Tk. 23.00</b>  |                                    |                             |                             |                    |                              |
| Share Capital   |                                    | 992,250,000                 | 992,250,000                 |                    |                              |
| Fair Value Reserve  |                                    | (1,379,190)                 | (1,084,875)                 |                    |                              |
| Retained Earnings   |                                    | 1,291,179,476               | 956,984,246                 |                    |                              |
| <b>Total Shareholders' Equity</b>   | <b>(A)</b>                         | <b>2,282,050,286</b>        | <b>1,948,149,371</b>        |                    |                              |
| Total Number of Ordinary Shares   | <b>(B)</b>                         | <b>99,225,000</b>           | <b>99,225,000</b>           |                    |                              |
| <b>Consolidated Net Assets Value (NAV) Per Share</b>  | <b>(C=A/B)</b>                     | <b>23.00</b>                | <b>19.63</b>                |                    |                              |
| Reason for Changes: Consolidated NAV has increased by 17.17% during the period over previous period as subsidiary companies are came into operation and generating profit.  |                                    |                             |                             |                    |                              |

|  | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--|-----------------------------|-----------------------------|
| <b>38.00 Cash Flows from Operating Activities (Indirect Method)</b>                        |                             |                             |
| Net Profit After Tax   | 182,637,653                 | 273,771,236                 |
| Deprecation as Non Cash Expenses   | 148,753,335                 | 149,421,135                 |
| Interest Income on related Parties as Non Cash Income                                      | -                           | (4,903,935)                 |
| Non Cash Other Income  | 6,435,244                   | 23,825,769                  |
| Income generated from Investing Activity   | 2,071,131                   | (161,381)                   |
| (Increase)/Decrease of Accounts Receivable   | 353,689,392                 | (14,763,400)                |
| (Increase)/Decrease of Other Receivable  | 5,332,932                   | (5,326,932)                 |
| (Increase)/Decrease of Inventories   | (5,062,873)                 | 16,017,660                  |
| (Increase)/Decrease of Advance, Deposits and Prepayment for Operational Activities*        | (25,990,797)                | (7,138,641)                 |
| Increase/(Decrease) of Deferred Liabilities  | (279,671,689)               | (213,914,305)               |
| Increase/(Decrease) of Accounts Payable  | (7,269,170)                 | (20,469,009)                |
| Increase/(Decrease) of Liabilities for Expenses  | 1,407,514                   | 2,049,293                   |
| Increase/(Decrease) of Provision for Income Tax  | (8,042,287)                 | (1,945,879)                 |
| Increase/(Decrease) of Provision for Finance Cost  | (12,686,886)                | (3,042,736)                 |
| Increase/(Decrease) of Provision for Gratuity  | (3,120,363)                 | 5,854,828                   |
| Increase/(Decrease) of Provision for WPPF  | (4,600,511)                 | 13,782,712                  |
| <b>Net Cash Flows From Operation Activities</b>  | <b>353,882,625</b>          | <b>213,056,415</b>          |
| (Increase)/Decrease of Advance Deposit and Prepayment                                      | (24,490,797)                | (6,888,641)                 |
| (Increase)/Decrease for PPE  | 1,500,000                   | 250,000                     |
| <b>* (Increase)/Decrease of Advance Deposit and Prepayment for Operational Activities</b>  | <b>(25,990,797)</b>         | <b>(7,138,641)</b>          |
| <b>38.A Consolidated Cash Flows from Operating Activities (Indirect Method)</b>            |                             |                             |
| Net Profit After Tax   | 673,882,513                 | 300,705,117                 |
| Deprecation as Non Cash Expenses   | 584,121,213                 | 176,975,574                 |
| Other Income from Investing Activities   | 2,071,131                   | (305,696)                   |
| Interest Income on related parties as non cash income                                      | -                           | (4,903,935)                 |
| Non Cash Other Income  | 6,435,244                   | 23,825,769                  |
| Non Cash Charges for Delay in Commissioning  | 400,704,550                 | -                           |
| Non Cash Other Income  | 63,583,712                  | -                           |
| (Increase)/Decrease of Accounts Receivable*  | (98,669,689)                | (557,542,161)               |
| (Increase)/Decrease of Other Receivable  | 4,368,822                   | (5,326,932)                 |
| (Increase)/Decrease of Inventories   | (851,638,225)               | (135,796,469)               |
| (Increase)/Decrease of Advance Deposit and Prepayment for Operational Activities **        | (4,703,782)                 | (28,715,127)                |
| Increase/(Decrease) of Accounts Payable***   | 9,465,358                   | 385,294                     |
| Increase/(Decrease) of Liabilities for Expenses for Operational Activities****             | 12,509,687                  | 6,976,990                   |
| Increase/(Decrease) of Provision for Income Tax  | (7,786,442)                 | (1,709,226)                 |
| Prior Year Adjustment  | 485,682                     | -                           |
| Non Cash Financial Expenses  | 644,010,996                 | 21,445,704                  |
| Increase/(Decrease) of Provision for Finance Cost  | (12,686,886)                | (3,042,736)                 |
| Increase/(Decrease) of Provision for Gratuity  | (3,120,363)                 | 5,854,828                   |
| Increase/(Decrease) of Provision for WPPF  | (4,600,511)                 | 13,782,712                  |
| Increase/(Decrease) of Deferred Liabilities*****   | 10,286,759                  | 253,528,803                 |
| <b>Net Cash Flows from Operation Activities</b>  | <b>1,428,719,769</b>        | <b>66,138,509</b>           |
| (Increase)/Decrease of Accounts Receivables  | 155,125,228                 | (557,542,161)               |
| Non Cash Adjustment  | 253,794,917                 | -                           |
| <b>* (Increase)/decrease of Accounts Receivable</b>  | <b>(98,669,689)</b>         | <b>(557,542,161)</b>        |
| (Increase)/Decrease of Advance Deposit and Prepayment                                      | 218,856,336                 | 278,278,240                 |
| Non Cash Adjustment of Bank Guarantee & AIT  | -                           | 4,388,353                   |
| (Increase)/Decrease for PPE  | 223,560,118                 | 302,605,014                 |
| <b>** (Increase)/Decrease of Advance Deposit and Prepayment for Operational Activities</b> | <b>(4,703,782)</b>          | <b>(28,715,127)</b>         |
| Increase/(Decrease) of Accounts Payable  | (1,848,451,387)             | 1,861,179,321               |
| Increase/(Decrease) for PPE  | (1,857,916,745)             | 1,860,794,027               |
| <b>*** Increase/(Decrease) of Accounts Payable for Operational Activities</b>              | <b>9,465,358</b>            | <b>385,294</b>              |
| Increase/(Decrease) of Liabilities for Expenses  | 12,509,687                  | 5,457,954                   |
| Increase/(Decrease) for PPE  | -                           | (1,519,036)                 |
| <b>**** Increase/(Decrease) of Liabilities for Expenses for Operational Activities</b>     | <b>12,509,687</b>           | <b>6,976,990</b>            |
| Increase/(Decrease) of Deferred Liabilities  | (582,536,610)               | 8,088,300,414               |
| Increase/(Decrease) for PPE  | (778,792,727)               | 7,834,771,611               |
| Increase for Accrued Interest  | 185,969,358                 | -                           |
| <b>***** Increase/(Decrease) of Deferred Liabilities for Operational Activities</b>        | <b>10,286,759</b>           | <b>253,528,803</b>          |



|  |                | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--|----------------|-----------------------------|-----------------------------|
| <b>39.00 Net Operating Cash Flows Per Share (NOCFPS): Tk. 3.57</b> |                |                             |                             |
| Cash Generated from Operating Activities                           | (A)            | 353,882,625                 | 213,056,415                 |
| Total Number of Ordinary Shares                                    | (B)            | 99,225,000                  | 99,225,000                  |
| <b>Net Operating Cash Flows Per Share (NOCFPS)</b>                 | <b>(C=A/B)</b> | <b>3.57</b>                 | <b>2.15</b>                 |

Reason for Changes: NOCFPS has increased by 66.05% during the year over earlier year due to less payment to suppliers than high amount of receipts from customers.

|   |                |               |             |
|---|----------------|---------------|-------------|
| <b>39.A Consolidated Net Operating Cash Flows Per Share (NOCFPS): Tk. 14.40</b> |                |               |             |
| Cash Generated from Operating Activities  | (A)            | 1,428,719,769 | 66,138,509  |
| Total Number of Ordinary Shares   | (B)            | 99,225,000    | 99,225,000  |
| <b>Consolidated Net Operating Cash Flows Per Share (NOCFPS)</b>                 | <b>(C=A/B)</b> | <b>14.40</b>  | <b>0.67</b> |

Reason for Changes: NOCFPS has increased significantly during the year over earlier year due to less payment to suppliers than high amount of receipts from customers of the Company and its subsidiaries.

**40.00 Value of Imports regarding Raw Materials, Spare Parts and Capital Goods under Schedule XI, part II, Para 8 of the Companies Act, 1994:**

- (a) Value of Imports calculated on CIF basis by the Company during the period from 01 July, 2019 to 30 June, 2020 in respect of raw materials, spare parts and capital goods were as follows :

| Period                  | Particulars   | Import |            |                    |
|-------------------------|---------------|--------|------------|--------------------|
|                         |               | Unit   | Quantity   | Amount in BDT      |
| July, 2019 - June, 2020 | Raw Materials | Ltr    | 28,340,169 | 850,488,474        |
|                         | Spare Parts   | Pc     | 20,542     | 33,999,127         |
|                         |               |        |            | <b>884,487,601</b> |

- (b) The Company did not have any expenditure in foreign currency during the period from 01 July, 2019 to 30 June, 2020 on account of Royalty, Know how, Professional Consultation Fees, interest and other matters

- (c) Value of both imported and indigenous raw materials, spare parts and consumption thereon were as follows :

| Particulars                     | Raw Materials |            | Spare Parts |            | Total         |
|---------------------------------|---------------|------------|-------------|------------|---------------|
|                                 | Import        | Indigenous | Import      | Indigenous |               |
|                                 | Taka          | Taka       | Taka        | Taka       |               |
| Opening Balance                 | 414,554,563   | 47,356,520 | 95,253,432  | 19,369,469 | 576,533,984   |
| Purchase                        | 850,488,474   | 59,845,776 | 33,999,127  | 58,430,376 | 1,002,763,753 |
| Closing Balance                 | 325,891,140   | 84,430,360 | 94,688,450  | 76,586,907 | 581,596,857   |
| Consumption                     | 939,151,897   | 22,771,936 | 34,564,109  | 1,212,938  | 997,700,880   |
| Percentage of Total Consumption | 94.13%        | 2.28%      | 3.46%       | 0.12%      | 100%          |

**41.00 Contingent Liability: Tk. 14,675,287,100**

| Particulars  | BG No.        | Expiry Date | 30-06-2020    | 30-06-2019    |
|--|---------------|-------------|---------------|---------------|
|  |               |             | BDT           | BDT           |
| Bank Guarantee as Operational Security, BPDB*  | 80/2014, UCBL | 25-07-2020  | 70,000,000    | 70,000,000    |
| Bank Guarantee, BPDB   | 75/2017, UCBL | 16.01.2018  | 3,144,000     | 3,144,000     |
| Bank Guarantee as Bid Security, BPDB**   | 64/2016, UCBL | 06-05-2017  | 45,639,900    | 45,639,900    |
| Bank Guarantee as Bid Security, BPDB**   | 63/2016, UCBL | 06-05-2017  | 44,839,200    | 44,839,200    |
| Bank Guarantee to Commissioner, Customs House, Chittagong  | 30/2018, UCBL | 31-08-2018  | 1,664,000     | 1,664,000     |
| Corporate Guarantee to IPDC Finance Ltd. for Lease Security (Karnaphuli Power Ltd & Baraka Shikalbaha Power Ltd) |               | 26-03-2022  | 40,000,000    | 40,000,000    |
| Corporate Guarantee to Prime Bank Ltd for working capital facility (Karnaphuli Power Ltd)                        |               | 09-01-2021  | 600,000,000   | -             |
| Corporate Guarantee to City Bank Ltd for capital machinery & working capital facility (Karnaphuli Power Ltd)     |               | 12-07-2021  | 9,270,000,000 | 6,220,000,000 |

|   |  |            |                       |                       |
|---|--|------------|-----------------------|-----------------------|
| Corporate Guarantee to United Commercial Bank Ltd for Bank Guarantee to BPDB as operational security from Baraka Shikalbaha Power Ltd |  | 24-07-2021 | 250,000,000           | 250,000,000           |
| Corporate Guarantee to United Commercial Bank Ltd for working capital facility (Baraka Shikalbaha Power Ltd)                          |  | 30-06-2021 | 1,850,000,000         | 1,850,000,000         |
| Corporate Guarantee to City Bank Ltd for working capital facility (Baraka Shikalbaha Power Ltd)                                       |  | 28-04-2021 | 2,500,000,000         | 2,500,000,000         |
| <b>Total</b>  |  |            | <b>14,675,287,100</b> | <b>11,025,287,100</b> |

\*Bank Guarantee # 80/2014 issued by United Commercial Bank Limited in favor of Bangladesh Power Development Board (BPDB) as operational security has been renewed for further one year upto 25-07-2020.

\*\* Bank Guarantee # 63 & 64/2016 have been issued in favor of Bangladesh Power Development Limited (BPDB) as Bid Security in comply with Bid requirement for the project at Shantahar and Bagerhat where BPDB has yet not been released the original copy of aforesaid Bank Guarantee.

**42.00 Commitment of Capital Expenditure: Tk. Nil**

There is no commitment has made by the company against Capital Expenditure.

**43.00 Remittance of Foreign Currency: Tk. 1,150,881,401**

| Name of item            | L/C & TT Number | Currency | Value as at 30-06-2020 |                      | Value as at 30-06-2019 |                      |
|-------------------------|-----------------|----------|------------------------|----------------------|------------------------|----------------------|
|                         |                 |          | in FCY                 | in BDT               | in FCY                 | in BDT               |
| Heavy Furnace Oil (HFO) | 102218020001    | USD      | -                      | -                    | 3,496,235              | 292,634,831          |
| Heavy Furnace Oil (HFO) | 102218020027    | USD      | -                      | -                    | 3,359,549              | 281,798,970          |
| Heavy Furnace Oil (HFO) | 102218020042    | USD      | -                      | -                    | 2,352,092              | 197,316,970          |
| Heavy Furnace Oil (HFO) | 236518020005    | USD      | -                      | -                    | 2,293,669              | 192,427,382          |
| Heavy Furnace Oil (HFO) | 102218020055    | USD      | -                      | -                    | 3,031,208              | 255,000,386          |
| Heavy Furnace Oil (HFO) | 102218020065    | USD      | -                      | -                    | 2,899,554              | 244,655,668          |
| Heavy Furnace Oil (HFO) | 236518020006    | USD      | -                      | -                    | 3,375,163              | 284,357,500          |
| Heavy Furnace Oil (HFO) | 236518020009    | USD      | -                      | -                    | 1,279,240              | 108,031,843          |
| Capital Machinerics     | 236518020001    | USD      | -                      | -                    | 225,000                | 18,877,500           |
| Spare Parts             | 236518020004    | USD      | -                      | -                    | 99,592                 | 8,410,540            |
| Spare Parts             | 102218020058    | USD      | -                      | -                    | 82,350                 | 6,954,468            |
| Spare Parts             | 102218020043    | USD      | -                      | -                    | 29,775                 | 2,511,498            |
| Spare Parts             | 236519010001    | Euro     | -                      | -                    | 23,220                 | 2,226,178            |
| Spare Parts             | 236518020007    | Euro     | -                      | -                    | 14,081                 | 1,351,945            |
| Spare Parts             | 236519010002    | Euro     | -                      | -                    | 12,127                 | 1,149,397            |
| Spare Parts             | 102218020059    | Euro     | -                      | -                    | 15,804                 | 1,497,888            |
| Spare Parts             | 236519020004    | USD      | 99,843                 | 8,584,465            | -                      | -                    |
| Spare Parts             | 102219150017    | USD      | 4,048                  | 343,860              | -                      | -                    |
| Spare Parts             | 102219150018    | USD      | 4,048                  | 343,860              | -                      | -                    |
| Spare Parts             | 102219020017    | USD      | 9,298                  | 789,412              | -                      | -                    |
| Spare Parts             | 102220150007    | USD      | 4,950                  | 422,228              | -                      | -                    |
| Spare Parts             | 102219020008    | Euro     | 114,800                | 10,852,320           | -                      | -                    |
| Spare Parts             | 102219150016    | Euro     | 2,582                  | 252,842              | -                      | -                    |
| Spare Parts             | 102219020031    | Euro     | 19,884                 | 1,874,281            | -                      | -                    |
| Spare Parts             | 102219150019    | USD      | 3,900                  | 331,556              | -                      | -                    |
| Spare Parts             | 102220150006    | USD      | 4,550                  | 388,247              | -                      | -                    |
| Spare Parts             | 102219020022    | USD      | 50,915                 | 4,465,556            | -                      | -                    |
| Spare Parts             | 102219150023    | Euro     | 4,000                  | 383,242              | -                      | -                    |
| Spare Parts             | 102219150027    | GBP      | 3,922                  | 433,305              | -                      | -                    |
| Spare Parts             | 102219150028    | Euro     | 1,170                  | 114,913              | -                      | -                    |
| Heavy Furnace Oil (HFO) | 102219020003    | USD      | 4,350,852              | 369,387,375          | -                      | -                    |
| Heavy Furnace Oil (HFO) | 102219020010    | USD      | 1,336,341              | 114,771,612          | -                      | -                    |
| Heavy Furnace Oil (HFO) | 102219020015    | USD      | 2,086,082              | 176,179,573          | -                      | -                    |
| Heavy Furnace Oil (HFO) | 102219020016    | USD      | 2,591,865              | 220,088,196          | -                      | -                    |
| Heavy Furnace Oil (HFO) | 102219020023    | USD      | 2,827,673              | 240,874,559          | -                      | -                    |
| <b>Total</b>            |                 |          | <b>13,520,721</b>      | <b>1,150,881,401</b> | <b>22,588,659</b>      | <b>1,899,202,964</b> |

|  | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--|-----------------------------|-----------------------------|
|--|-----------------------------|-----------------------------|

**44.00 Related Party Disclosure:**

During the year, the Company carried out a number of transactions with related party in the normal course of business.

- A.** The names of the related parties and nature of these transactions have been set out in accordance with the provisions of BAS 24: Related Party Disclosures.

**Transaction with Key Management Personnel:**

|                   |                   |                  |
|-------------------|-------------------|------------------|
| Employee Benefits | 11,510,778        | 6,455,089        |
| <b>Total</b>      | <b>11,510,778</b> | <b>6,455,089</b> |

Key management personnel includes Managing Director, Chief Financial officer, Company Secretary and Head of Internal Audit.

Disclosure of the compensation package of key management personnel of the Company as per the paragraph 17 of IAS 24: "Related Party Disclosures" is given below:

**Compensation Package of Key Management Personnel:**

|                             |                   |                  |
|-----------------------------|-------------------|------------------|
| Short-term Employee Benefit |                   |                  |
| Post Employee Benefit       | 11,510,778        | 6,455,089        |
| Other Long-term Benefit     | -                 | -                |
| Termination Benefit         | -                 | -                |
| Share-based Payment         | -                 | -                |
| <b>Total</b>                | <b>11,510,778</b> | <b>6,455,089</b> |

**B. Other Related Party Transactions:**

There has been no other related party transactions during the period 2019-2020.

**45.00 Capacity and Generation:**

| Name of Plant                            | Licensed Capacity - as per BERC (MwH) | Dependable Capacity - as per BPDB (MwH) | Installed Capacity (MwH) | Plant factor (% on Licensed Capacity) generation |         | for the year ended June 30, 2020 |                   |
|--|---------------------------------------|---|--------------------------|--|---------|----------------------------------|-------------------|
|  |                                       |   |                          | Average  | Maximum | Energy Generation (MwH)          | Energy Sold (MwH) |
| Baraka Patenga Power Limited, Chittagong | 494,414                               | 438,000                                 | 489,421                  | 31.64%   | 76.25%  | 139,365                          | 134,310           |

**46.00 Disclosure as per Requirement of Schedule XI, Part II of The Companies Act, 1994**

**a. Disclosure as per Requirement of Schedule XI, Part II Para 4**

Payment to Directors during the year ended June 30, 2020:

| Name                        | Designation  | Period                  | 30-06-2020       | 30-06-2019       |
|-----------------------------|--|-------------------------|------------------|------------------|
| Mr. Monzur Kadir Shafi      | Managing Director  | July 2019 to June 2020  | 5,568,000        | 4,158,000        |
| Mr. Faisal Ahmed Chowdhury  | Ex. Chairman and Head of Planning & Business Development | July 18 to September 18 | -                | 630,000          |
| Mr. Gulam Rabbani Chowdhury | Ex. Managing Director                                    | July 18 to September 18 | -                | 630,000          |
| Mr. Fahim Ahmed Chowdhury   | Director & Ex. Head of Admin.                            | July 18 to September 18 | -                | 288,000          |
| <b>Total</b>                |  |                         | <b>5,568,000</b> | <b>5,706,000</b> |

Payment made to Directors are in following way:

|                      |                  |                  |
|----------------------|------------------|------------------|
| Basic Pay            | 4,479,000        | 3,042,000        |
| Household Allowances | 400,000          | 1,521,000        |
| Medical Allowances   | 150,000          | 354,900          |
| Conveyance           | 50,000           | 152,100          |
| Festival Bonus       | 489,000          | 636,000          |
| <b>Total</b>         | <b>5,568,000</b> | <b>5,706,000</b> |

In addition to the above, directors who attend the board meeting, have been received board meeting attendance fee @ Tk. 11,000 (including VAT) per director per meeting. The total board meeting attendance fee during the year is Tk. 539,000.

**b. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:**

Payment to Employees' during the year ended on June 30, 2020:

| Salary Range (Monthly) | Officer & Staff |            | Worker   | Total Employee |            |
|------------------------|-----------------|------------|----------|----------------|------------|
|                        | Head Office     | Factory    |          | 30-06-2020     | 30-06-19   |
| Below Tk. 3,000/-      | -               | -          | -        | -              | -          |
| Above Tk. 3,000/-      | 12              | 105        | -        | 117            | 140        |
| <b>Total</b>           | <b>12</b>       | <b>105</b> | <b>-</b> | <b>117</b>     | <b>140</b> |

**47.00 Internal Control:**

The following steps have been taken for implementation of an effective internal control procedure of the company:

- A strong internal control and compliance division has been formed with a view to establish a well designated system of internal control;
- Regular review of internal audit reports with a view to implement the suggestion of internal auditors in respect of internal control technique;
- To establish an effective management system that includes planning, organizing and supervising culture in the factory as well as at head office.

**48.00 Financial Risk Management:**

The company continuously evaluates all risk that affect the company affairs including following Financial Risk.

- Credit Risk;
- Liquidity Risk;
- Market Risk

In this respect, both Audit Committee and Internal Audit Department assist the Board by submitting periodic report.

**a. Credit Risk:**

Credit Risk is the risk of financial loss of the company if a client fails to meet its contractual obligation to the company. The sole client of the company is Bangladesh Power Development Board. All claims of the company are settled on regular basis as per terms of Agreement. We consider that receivable of the company is good and the risk of bad debts is minimum.

|   | As on<br>June 30, 2020 | As on<br>June 30, 2019 |
|---|------------------------|------------------------|
| <b>(a) Exposure to Credit Risk:</b>                                       |                        |                        |
| The maximum exposure to credit risk at the reporting date is as follows : |                        |                        |
| Accounts Receivables  | 473,569,555            | 827,258,947            |
| Advances, Deposits & Pre-payments   | 73,943,812             | 49,453,015             |
| Other Receivables   | 28,000                 | 5,360,932              |
| Cash & Cash Equivalents   | 26,007,819             | 112,522,122            |
| <b>Total</b>  | <b>573,549,186</b>     | <b>994,595,016</b>     |
| <b>(b) Aging of Accounts Receivables:</b>                                 |                        |                        |
| Past due 0-30 days  | 93,121,253             | 253,573,005            |
| Past due 31-90 days   | 143,910,374            | 287,438,130            |
| Past due more than 90 days  | 236,537,928            | 286,247,812            |
| <b>Total</b>  | <b>473,569,555</b>     | <b>827,258,947</b>     |

**b. Liquidity Risk:**

Liquidity Risk is the risk that the company will not be able to meet its financial obligations as they fall due. In meeting liquidity requirements, the company adopts a strict policy of managing its assets keeping liquidity as a vital focus and therefore monitors liquidity on a daily basis. The Company also maintains short term lines of credit with scheduled commercial bank to ensure payment of obligation in case of insufficient cash to make the required payments.

The following are the contractual maturities of financial liabilities as on 30 June, 2020:

| Particulars              | Carrying Amount      | Maturity Period         |                    |                      |
|--------------------------|----------------------|-------------------------|--------------------|----------------------|
|                          |                      | Within 6 months or less | Within 6-12 months | More than 1 year     |
| Term Loan                | 2,021,220,545        | 65,666,279              | 356,812,615        | 1,598,741,651        |
| Provision for Gratuity   | 2,734,465            | 2,734,465               | -                  | -                    |
| Short Term Liabilities   | 503,296,524          | 226,483,436             | 276,813,088        | -                    |
| Deferred Liabilities     | 218,862,026          | -                       | 218,862,026        | -                    |
| Provision for Income Tax | 2,096,696            | -                       | 2,096,696          | -                    |
| Provision for WPPF       | 9,178,665            | 9,178,665               | -                  | -                    |
| Liabilities for Expenses | 4,935,452            | 4,935,452               | -                  | -                    |
| Accounts Payables        | 12,046,191           | 12,046,191              | -                  | -                    |
| <b>Total</b>             | <b>2,774,370,564</b> | <b>321,044,488</b>      | <b>854,584,425</b> | <b>1,598,741,651</b> |

**c. Market Risk:**

Market Risk is the risk that changes in market prices which will affect the company's income or the value of its holding of financial instruments. The Company considers two types of risk when evaluating market risk ; Interest Rate Risk and Exchange Rate Risk. These two market risks are discussed separately below :

**Interest Rate Risk:**

Interest rate risk arises when changes in interest rates have an impact to the future cash flows of financial instrument's fair values. To mitigate the interest rate risk Finance department always monitor the Bank Interest Rate and choose/shift best alternative rate for borrowings and lending.

**Exchange Rate Risk:**

The Company is exposed to currency risk as it imports machinery and equipment against payment of international currencies (USD and EURO). Unfavorable volatility or currency fluctuations may increase import cost and thus affect profitability of the company. However, the management of the company is fully aware of the risks associated with currency fluctuations. Major imported machinery and equipment purchases from abroad has been settled. Currently spare parts are being procured from suppliers from various countries. At the time of price negotiation with suppliers exchange rate is considered sharply. The effect of foreign purchase is insignificant to the Company. Hence, The Company has not entered into any type of derivatives instruments in order to hedge the foreign currency risk on reporting date. Therefore, management believes that currency risk is not going to hamper business of the Company.

**49.00 General Disclosures:**

a. Comparative figures have been rearranged wherever considered necessary to conform to the current year's presentation.

1. Taka 498,533,715 of Accounts Payable on Financial Year 2018-2019 is rearranged with Differed Liabilities to conform with current year's presentation.

2. Salaries & Allowance under General Administrative Expenses of 2018-2019 is rearranged with Plant Salary & Allowance under Cost of Revenue and Group Common Salary under General & Administrative Expense.

**50.00 Events after Reporting Period:**

a. The board of directors at its meeting held on October 21, 2020 has proposed cash dividend @ 10% (i.e. Tk. 1 per share of Tk. 10 each) amounting Tk. 99,225,000 for the year ended on June 30, 2020. Dividend is subject to approve by the shareholders at the forthcoming Annual General Meeting (AGM) of the company.

**Annexure-1**

**Calculation of Current Tax for the year ended June 30, 2020:**

| Particulars                     |                        | Amount of Profit |              | Tax Rate  | Tax    | Basis              |
|---------------------------------|------------------------|------------------|--------------|-----------|--------|--------------------|
| Income From Business            | Operating Profit       | 433,203,803      | 201,641,832  | 0%        | -      | Prevailing Tax Law |
|                                 | (-) Financial Expenses | (222,379,770)    |              |           |        |                    |
|                                 | (-) WPPF Contribution  | (9,182,201)      |              |           |        |                    |
| Income from Other Sources       | Foreign Exchange Loss  | (16,512,772)     | (15,928,395) | Min. Tax* | 84,135 |                    |
|                                 | Bank Interest          | 586,092          |              |           |        |                    |
|                                 | BO A/C Charges         | (1,715)          |              |           |        |                    |
| Gain/(Loss) from Capital Market |                        |                  | (2,112,206)  | 0%        | -      |                    |
| Income from Dividend            |                        |                  | 42,790       | 20%       | 8,558  |                    |
| Total                           |                        |                  | 183,644,021  |           | 92,693 |                    |

**\*Calculation of Minimum Tax:**

*(Higher of 0.6% on Total Receipts or TDS)*

| Heads of Income     | Amount  | Tax Rate @ 0.60% | TDS    |
|---------------------|---------|------------------|--------|
| Bank Interest       | 586,092 | 3,517            | 84,135 |
| Tax (higher of two) |         |                  | 84,135 |

**(b) Information as is required under section 186 of the কোম্পানি আইন, 1994 relating to holding company:**

**DIRECTORS' REPORT  
to the Shareholders of  
Karnaphuli Power Limited  
For the year ended June 30, 2020**

---

**Bismillahir Rahmanir Rahim**

**My Dear Shareholders, Assalamualaikum,**

On behalf of the Board of the Directors and Management of Karnaphuli Power Limited (KPL), I pleasantly welcome you all to the 6<sup>th</sup> Annual General Meeting of the Company. We are pleased to present herewith the Directors' Report on operational activity of the company and the Financial Statements of the Company for the year ended June 30, 2020 thereon, for your valued consideration, approval and adoption.

**State of the Company's Affairs**

During the year 2019-20, Karnaphuli Power Limited has started Commercial Operation of its 110 MW HFO based power plant at Patiya, Chattogram. Dear stakeholders, you would be proud to know that the Honorable Prime Minister, Sheikh Hasina formally Inaugurated the 110 MW Power Plant on November 13, 2019. This is a very auspicious and memorable moment for all of us.

After COD, till date the power plant is supplying electricity to the national grid uninterruptedly as per demand of BPDB. During the year 2019-20 the company earned a Gross Profit of Tk. 96,45,32,228/- resulting to Total Comprehensive Income of Tk. 26,31,22,635/-. Earnings Per Share of the Company in the year 2019-20 stood Tk. 27.70 against negative Tk. 5.16 in the year 2018-19.

Due to the worldwide devastation of the Coronavirus and implementation of nationwide lockdown, demand for electricity was not as high as it was anticipated. Moreover, some development activities regarding the grid line was also hampered. As a result, demand of electricity from the plant was also low during the year under review. However, we are optimistic that the post COVID financial performance of the Company will be much better.

**Dividend & Reserve**

During the year 2019-20 retained earnings position of the company is Tk. 19,71,43,973/- which was negative Tk. 6,59,78,662/- in the year 2018-19. In the year 2019-20 Net Profit After Tax of the Company is Tk. 26,31,22,635/-. Since full project financing of the Company is yet to be collected, the Board believes that it would be better to retain the profit of the Company to meet its financial requirements. Moreover, capital structuring of the Company is still under process. Accordingly, the Board of Directors of the company has recommended No dividend for the year 2019-20.

**Material Changes During the Year 2019-20**

During the year 2019-20, no major changes were made in the nature of the company's business or in the class of business in which the company has interest.

**Reservation, Qualification or Adverse Remark in the Auditor's Report**

The statutory auditor M/S Masih Muhith Haque & Co., Chartered Accountants has not issued any reservation, qualification or adverse remark in their report relating to year 2019-20.

### Directors Responsibility to Shareholders

In line with the applicable laws in Bangladesh, the Directors confirms, to the best of their knowledge that-

- i. The financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- ii. Proper books of account of the company have been maintained;
- iii. 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;
- iv. International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed;
- v. The system of internal control is sound in design and has been effectively implemented and monitored;
- vi. There are no significant doubts upon the company's ability to continue as a going concern.

### Acknowledgement

Finally, the Board of Directors would like to place on record its deep gratitude to the humble shareholders for their kind co-operation and support towards the business of the company.

The Board would like to express their grateful appreciation for the assistance and co-operation received from the Regulatory Authorities, Banks & Financial Institutions, Insurance Companies, Service Providers and the Executives of the Company.

The Board of Directors would like to put on record its deep appreciation of the efforts made by the employees of the company. Their commitment and passion, both individually and through team work have help the company to achieve the success that it is today.

We look forward to even better days ahead.

On behalf of the Board of Directors

Sd/-

**Gulam Rabbani Chowdhury**

Chairman

**Amended  
Independent Auditor's report  
To the Shareholders  
of  
Karnaphuli Power Limited (KPL)**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **Karnaphuli Power Limited (“the Company”)** which comprise the Statement of Financial Position as at June 30, 2020 and the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the Financial Position of the company as at June 30, 2020, and the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

**Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the entity in accordance with the ethical requirement that is relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter**

We draw attention to Note 38 of the financial statements, which describes the reason for not recognizing the Workers' Profit Participation Fund (WPPF) by the company. Our opinion is not modified in respect of this matter.

**Other matter**

We earlier issued an audit opinion on October 21, 2020 which is now reissued. As per IAS-1, “Presentation of Financial Statements” and IAS-8 “Accounting Policies, Changes in Accounting Estimates and Errors”, the management has included the required presentation and disclosures for advance against share issue. Details are referred to in the note 39 of the financial statements. Our opinion is not modified in respect of this matter.

**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 that give a true & fair view in accordance with IFRSs, 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 entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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



- Identified and assessed 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.
- Obtained 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 Entity's internal control.
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Concluded 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 Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluated 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.
- Obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with management 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.

#### **Report on Other Legal and Regulatory Requirements**

In accordance with the Companies Act 1994 and The Bangladesh Securities and Exchange Rules 1987 and other applicable laws and regulations, we also report the following:

- 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;
- 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;
- The Company's statement of financial position and statement of Comprehensive Income and Statement of Cash Flows dealt with by the report are in agreement with the books of account books;
- The expenditures incurred and payments made were for the purpose of the company's business books.

Dated: March 08, 2021  
Place: Dhaka

**Masih Muhith Haque & Co.**  
**Chartered Accountants**  
**RSM in Bangladesh**  
**RJSC Registration No. P-36255**

**Sd/-**  
**Masih Malik Chowdhury FCA**  
**Enrollment No. 337**  
**DVC: 2103150337AS968810**

**Karnaphuli Power Limited**  
House No. 6/A/1( 1st & 2nd Floor), Segunbagicha, Dhaka-1000  
Statement of Financial Position  
As at June 30, 2020

| Assets                                    | Notes/sch | As at<br>June 30, 2020<br>Amount (Tk.) | As at<br>June 30, 2019<br>Amount (Tk.)<br>Restated | As at<br>June 30, 2019<br>Amount (Tk.) |
|---|-----------|--|--|--|
| <b>Non-current assets</b>                 |           |  |  |  |
| Property, plant & equipment               | 4.00      | 6,875,286,429                          | 300,687,773  | 300,687,773                            |
| Capital work in progress                  | 5.00      | -                                      | 6,435,486,771                                      | 6,435,486,771                          |
| <b>Total Non-current assets</b>           |           | <b>6,875,286,429</b>                   | <b>6,736,174,544</b>                               | <b>6,736,174,544</b>                   |
| <b>Current assets</b>                     |           |  |  |  |
| Inventories                               | 6.00      | 511,637,996                            | -  | -                                      |
| Advance, deposit and prepayments          | 7.00      | 30,705,677                             | 258,697,864  | 258,697,864                            |
| Accounts Receivables                      | 8.00      | 350,132,126                            | -  | -                                      |
| Cash & cash equivalents                   | 9.00      | 365,999,500                            | 5,715,030  | 5,715,030                              |
| <b>Total current assets</b>               |           | <b>1,258,475,299</b>                   | <b>264,412,894</b>                                 | <b>264,412,894</b>                     |
| <b>Total assets</b>                       |           | <b>8,133,761,728</b>                   | <b>7,000,587,438</b>                               | <b>7,000,587,438</b>                   |
| <b>Equity &amp; liabilities</b>           |           |  |  |  |
| <b>Shareholders' equity</b>               |           |  |  |  |
| Share capital                             | 10.00     | 95,000,000                             | 95,000,000   | 95,000,000                             |
| Share money deposit                       |           | -                                      | -  | 2,500,000                              |
| Retained earnings                         |           | 197,143,973                            | (65,978,662)                                       | (65,978,662)                           |
| <b>Total shareholders' equity</b>         |           | <b>292,143,973</b>                     | <b>29,021,338</b>                                  | <b>31,521,338</b>                      |
| <b>Non-current liabilities</b>            |           |  |  |  |
| Advance against Share Issue               | 11.00     | 698,250,000                            | 2,500,000  | -                                      |
| Preference Share (Redeemable)             | 12.00     | 200,000,000                            | -  | -                                      |
| Lease liability-non current maturity      | 13.00     | 9,031,391                              | 12,149,543   | 12,149,543                             |
|   |           | <b>907,281,391</b>                     | <b>14,649,543</b>                                  | <b>12,149,543</b>                      |
| <b>Current liabilities</b>                |           |  |  |  |
| Lease liability-current maturity          | 13.00     | 3,358,237                              | 2,744,665  | 2,744,665                              |
| Short term loan                           | 14.00     | 1,486,431,843                          | 1,835,946,518                                      | 1,835,946,518                          |
| Deferred liability                        | 15.00     | 4,598,365,707                          | 4,155,458,300                                      | 4,155,458,300                          |
| Provision for tax                         | 16.00     | 379,318                                | 8,566  | 8,566                                  |
| Liabilities for expenses                  | 17.00     | 7,538,200                              | 2,852,739  | 2,852,739                              |
| Current account with related parties      | 18.00     | 799,793,086                            | 398,294,404  | 398,294,404                            |
| Accounts payables                         | 19.00     | 20,964,418                             | 561,611,365  | 561,611,365                            |
| Other Liabilities                         | 20.00     | 17,505,555                             | -  | -                                      |
| <b>Total current liabilities</b>          |           | <b>6,934,336,364</b>                   | <b>6,956,916,557</b>                               | <b>6,956,916,557</b>                   |
| <b>Total equity &amp; liabilities</b>     |           | <b>8,133,761,728</b>                   | <b>7,000,587,438</b>                               | <b>7,000,587,438</b>                   |
| <b>Net assets value per share (NAVPS)</b> | 29.00     | <b>30.75</b>                           | <b>3.05</b>  | <b>3.32</b>                            |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Sd/-  
Director

Dated: Dhaka  
March 08, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103150337AS968810

**Karnaphuli Power Limited**

House No. 6/A/1( 1st &amp; 2nd Floor), Segunbagicha, Dhaka-1000

Statement of Profit or Loss and Other Comprehensive Income

For the year ended June 30, 2020

| Particulars                                    | Notes | For the year ended |                     |
|--|-------|--------------------|---------------------|
|  |       | June 30, 2020      | June 30, 2019       |
|  |       | Amount (Tk)        | Amount (Tk)         |
| Revenue  | 21.00 | 1,572,582,141      | -                   |
| Cost of Revenue                                | 22.00 | (608,049,913)      | (13,039,929)        |
| <b>Gross profit</b>                            |       | <b>964,532,228</b> | <b>(13,039,929)</b> |
| General & administrative expenses              | 23.00 | (106,792,448)      | (32,182,001)        |
| <b>Profit (Loss) from operation</b>            |       | <b>857,739,780</b> | <b>(45,221,930)</b> |
| Other income/ (Loss)                           | 24.00 | (36,266,128)       | (791,100)           |
| Charges for Delay in Commissioning             | 25.00 | (88,697,050)       | -                   |
| Financial expenses                             | 26.00 | (469,283,215)      | (3,008,344)         |
| <b>Profit (Loss) before tax</b>                |       | <b>263,493,387</b> | <b>(49,021,374)</b> |
| Income tax expenses                            | 27.00 | (370,752)          | -                   |
| <b>Profit (Loss) after tax</b>                 |       | <b>263,122,635</b> | <b>(49,021,374)</b> |
| Other comprehensive income/(loss)              |       | -                  | -                   |
| Total comprehensive income/(loss) for the year |       | <b>263,122,635</b> | <b>(49,021,374)</b> |
| <b>Earnings per share:</b>                     |       |                    |                     |
| Basic earnings per share                       | 28.00 | <b>27.70</b>       | <b>(5.16)</b>       |
| (Par value of Tk 10 each)                      |       |                    |                     |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
March 08, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103150337AS968810

**Karnaphuli Power Limited**

House No. 6/A/1( 1st &amp; 2nd Floor), Segunbagicha, Dhaka-1000

## Statement of Changes in Equity

For the year ended June 30, 2020

| Amount in Taka                    |                   |                    |                    |
|-----------------------------------|-------------------|--------------------|--------------------|
| Particulars                       | Share Capital     | Retained Earnings  | Total              |
| Balance as on 01-07-2019          | 95,000,000        | (65,978,662)       | 29,021,338         |
| Net profit/(loss) during the year | -                 | 263,122,635        | 263,122,635        |
| <b>Balance as on 30-06-2020</b>   | <b>95,000,000</b> | <b>197,143,973</b> | <b>292,143,973</b> |

| Particulars                       | Share Capital     | Retained Earnings   | Total             |
|-----------------------------------|-------------------|---------------------|-------------------|
| Balance as on 01-07-2018          | 95,000,000        | (16,957,288)        | 78,042,712        |
| Net profit/(loss) during the year | -                 | (49,021,374)        | (49,021,374)      |
| <b>Balance as on 30-06-2019</b>   | <b>95,000,000</b> | <b>(65,978,662)</b> | <b>29,021,338</b> |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Chief Financial Officer

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Director

Dated: Dhaka  
March 08, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103150337AS968810

**Karnaphuli Power Limited**

House No. 6/A/1( 1st &amp; 2nd Floor), Segunbagicha, Dhaka-1000

## Statement of Cash Flows

For the year ended June 30, 2020

| Particulars  | Notes | For the year ended     |                      |
|--|-------|------------------------|----------------------|
|  |       | June 30, 2020          | June 30, 2019        |
|  |       | Amount (Tk)            | Amount (Tk)          |
| <b>Cash flow from operating activities:</b>          |       |                        |                      |
| Cash receipts from customer & others                 |       | 1,135,983,371          | 180,519              |
| Cash paid to suppliers and others                    |       | (307,164,097)          | (41,396,588)         |
| <b>Cash Generated from operating activities</b>      |       | <b>828,819,274</b>     | <b>(41,216,069)</b>  |
| Income tax paid                                      |       | (499,685)              | (111,701)            |
| Financial Expenses                                   |       | (156,327,449)          | (3,008,344)          |
| <b>Net cash from operating activities</b>            |       | <b>671,992,140</b>     | <b>(44,336,114)</b>  |
| <b>Cash Flow from investing activities:</b>          |       |                        |                      |
| Acquisition of PPE                                   |       | (1,142,765,521)        | (376,205,403)        |
| Disposal of PPE                                      |       | 105,172,034            | -                    |
| <b>Net cash sed in investing activities</b>          |       | <b>(1,037,593,487)</b> | <b>(376,205,403)</b> |
| <b>Cash flow from financing activities:</b>          |       |                        |                      |
| Short term loan (paid)/received                      |       | (497,385,563)          | 169,009,549          |
| Finance lease  |       | (2,504,580)            | (1,774,389)          |
| Current account with related parties                 |       | 330,025,960            | 254,116,419          |
| Issue of preference share capital                    |       | 200,000,000            | -                    |
| Advance against Share Issue                          |       | 695,750,000            | 2,500,000            |
| Issue of share capital                               |       | -                      | -                    |
| <b>Net cash generated from financing activities</b>  |       | <b>725,885,817</b>     | <b>423,851,579</b>   |
| <b>Net cash inflow/(outflow) for the year</b>        |       | <b>360,284,470</b>     | <b>3,310,062</b>     |
| <b>Opening cash &amp; cash equivalents</b>           |       | <b>5,715,030</b>       | <b>2,404,968</b>     |
| <b>Closing cash &amp; cash equivalents</b>           |       | <b>365,999,500</b>     | <b>5,715,030</b>     |
| <b>The above balance consists of the followings:</b> |       |                        |                      |
| Cash in hand   |       | 1,460,930              | 2,032,230            |
| Cash at bank   |       | 364,538,570            | 3,682,800            |
| <b>Total</b>   |       | <b>365,999,500</b>     | <b>5,715,030</b>     |
| <b>Net operating cash flows per share (NOCFPS)</b>   | 31.00 | <b>70.74</b>           | <b>(4.67)</b>        |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Sd/-  
Director

Dated: Dhaka  
March 08, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103150337AS968810

**Karnaphuli Power Limited**  
Notes to the Financial Statements  
as at and for the year ended June 30, 2020

**1.00 Reporting Entity:**

**1.01 Background of the Company:**

Karnaphuli Power Limited (hereinafter referred to as the Company) was incorporated in Bangladesh on November 17, 2014 as a Private Limited Company having its registered office at 6/A/1 (1st and 2nd floor), Segunbagicha, Dhaka-1000. On December 12, 2018 the Company was converted as Public Limited Company under the Companies Act, 1994.

**1.02 Nature of the business:**

The principal activity of the Company is to set up power plants for generation and supply of electricity. Karnaphuli Power Limited, itself submitted proposal to Power Division, Ministry of Power, Energy & Mineral Resources (MPEMR) to implement 110MW IPP power plant and obtain Letter of intent (LOI) on August 08, 2017 and subsequently signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on February 04, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day for implementing HFO fired IPP power plant having capacity of 110 MW on Build, Own, Operate (BOO) basis at Kolagaon, Patiya, Chattogram for a term of 15 years from the commercial operation date(COD).

The 110 MW HFO fired power plant located at Kolagaon, Patiya, Chattogram started its commercial operation from August 20, 2019 and supplying electricity to the national grid uninterruptedly.

**2.00 Basis of Preparation and Presentation of the Financial Statements:**

**2.01 Statement of Compliance:**

The financial statements have been prepared in accordance with International Accounting Standards (IAS), International Financial Reporting Standards (IFRS), the Companies Act, 1994 and other laws and regulations applicable in Bangladesh. The following Bangladesh Accounting Standards were applied for the preparation of the financial statements for the year under review:

|          |   |
|----------|---|
| IAS - 1  | Presentation of Financial Statements                            |
| IAS - 2  | Inventories   |
| IAS - 7  | Statement of Cash Flows   |
| IAS - 8  | Accounting Policies, Changes in Accounting Estimates and Errors |
| IAS - 10 | Events after the reporting year                                 |
| IAS - 12 | Income Taxes  |
| IAS - 16 | Property, Plant & Equipment                                     |
| IAS - 21 | The Effects of Changes in Foreign Exchange Rates                |
| IAS - 23 | Borrowing Costs   |
| IAS - 24 | Related Party Disclosures                                       |
| IAS - 32 | Financial Instruments: Presentation                             |
| IAS - 33 | Earnings per Share  |
| IAS - 37 | Provisions, Contingent Liabilities and Contingent Assets.       |
| IAS - 39 | Financial Instruments: Recognition and Measurement              |
| IFRS 7   | Financial Instruments: Disclosures                              |
| IFRS 9   | Financial Instruments   |
| IFRS 15  | Revenue from contracts with customers                           |
| IFRS 16  | Leases  |

**2.02 Other regulatory compliances**

In addition to the aforesaid, the Company is also required to comply with the following in addition to the Companies Act 1994 and other applicable laws and regulations:

Income Tax Ordinance 1984

Income Tax Rules 1984

Value Added Tax & Supplementary Duty Act, 2012

Value Added Tax & Supplementary Duty Rules, 2016

Securities and Exchange rules, 1987

**2.03 Date of Authorization**

The Board of Directors authorized the financial statements for issue on October 21, 2020.

**2.04 Reporting year:**

The financial year of the Company covers from July 01, 2019 to June 30, 2020.

**2.05 Accrual Basis of Accounting**

These financial statements have been prepared under the accrual basis of accounting.

**2.06 Basis of Measurement:**

All the elements of financial statements have been measured on "Historical Cost" basis which is one of the most commonly adopted basis as provided in "The Conceptual Framework for Financial Reporting" issued by the International Accounting Standards Board (IASB).

**2.07 Responsibility for Preparation and Presentation of Financial Statements:**

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of "The Conceptual Framework for Financial Reporting" issued by the International Accounting Standards Board (IASB).

**2.08 Use of Estimates and Judgment:**

The preparation of financial statements in conformity with IASs requires management to make judgments, 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 year in which the estimates are revised if the revision affects only that year or in the year of revision and future years if the revision affects both current and future years.

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

Note 04: Property, Plant & Equipment (considering useful life of assets);

Note 17: Provision for Income Tax;

Note 18: Liabilities for expenses.

**2.09 Functional and Presentational Currency and Level of Precision:**

The financial statements are prepared in Bangladeshi Taka (Taka/Tk./BDT) which is the Company's both functional currency and presentation currency. All financial information presented in Taka and have been rounded off to the nearest Taka.

**3.00 Significant Accounting Policies:**

The accounting policies set out below have been applied consistently throughout the year presented in these financial statements.

**3.01 Property, Plant and Equipment:****a. Recognition and Measurement:**

In compliance with IAS-16 (Property, Plant & Equipment) items of property, plant and equipment (PPE), excluding land, are initially measured at cost less accumulated depreciation and accumulated impairment losses, if any. Land is measured at cost. The cost of an item of PPE comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates and any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the intended manner.

**b. Capitalization of Borrowing Cost:**

Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with IAS-23: Borrowing Cost, allowed alternative treatment. Capitalization of borrowing costs cease from the date of the report submitted by commercial test witness committee which, in accordance with Power Purchase Agreement, confirms the availability of plants for use.

**c. Subsequent Costs:**

The cost of replacing 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 cost of the day to day maintaining cost on PPE are recognized in the Statement of Profit or Loss and Other Comprehensive Income as incurred.

**d. Depreciation:**

No depreciation is charged on land and land development.

Depreciation is recognized in the Statement Of Profit or Loss and Other Comprehensive Income on a straight line basis over the estimated useful lives of each item of property, plant & equipment.

Each item of PPE are depreciated from the day in which the assets comes into use or capitalized. In case of disposals, no depreciation is charged in the month of disposal.

The rate of depreciation on PPE for the current year as follows:

| <b>Name of the Assets</b> | <b>As at June 30, 2020</b> |
|---------------------------|----------------------------|
| Land & Land development   | -                          |
| Furniture & Fixtures      | 10%                        |

|                               |       |
|-------------------------------|-------|
| Office & Electrical Equipment | 20%   |
| Office Decoration             | 20%   |
| Motor Vehicles                | 20%   |
| Motor Vehicles (leased)       | 20%   |
| Building & Civil Construction | 6.67% |
| Plant & Machineries           | 3%    |

**e. Retirements and Disposals:**

An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain and loss from disposal of asset under other income in the Statement of Profit or Loss and other Comprehensive Income.

**f. Impairment**

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset should be reduced to its recoverable amount. That reduction is an impairment loss. An impairment loss is recognized as an expense in the Statement of Profit or Loss and other Comprehensive Income.

**3.02 Financial Instruments**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit or Loss and other Comprehensive Income.

**3.03 Leases**

The company has adopted IFRS 16 from 1 January 2019. The standard replaces IAS 17 'Leases' and for lessees eliminates the classifications of operating leases and finance leases. Except for short-term leases and leases of low-value assets, right-of-use assets and corresponding lease liabilities are recognized in the statement of financial position. Straight-line operating lease expense recognition is replaced with a depreciation charge for the right-of-use assets (included in operating costs) and an interest expense on the recognized lease liabilities (included in finance costs). In the earlier years of the lease, the expenses associated with the lease under IFRS 16 will be higher when compared to lease expenses under IAS 17. However, EBITDA (Earnings Before Interest, Tax, Depreciation and Amortization) results improve as the operating expense is now replaced by interest expense and depreciation in profit or loss. For classification within the statement of cash flows, the interest portion is disclosed in operating activities and the principal portion of the lease payments are separately disclosed in financing activities. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

***Leases previously classified as finance lease***

For leases that were classified as finance lease under IAS 17, the carrying amount of the right of use asset and the lease liability at January 01, 2019 are determined at the carrying amount of the lease asset and lease liability under IAS 17 immediately before the date.

**3.04 Inventories**

**a. Recognition and Measurement:**

Inventories are stated at the lower of cost and net realizable value on a 'first in first out' basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

**b. Impairment**

The provision for impairment of inventories assessment requires a degree of estimation and judgment. The level of the provision is assessed by taking into account the recent purchase experience, the ageing of inventories and other factors that affect inventory obsolescence.

**3.05 Advances, deposits & prepayments**

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads such as PPE or inventory etc.



**3.06 Cash and Cash Equivalents:**

For the purpose of Financial position and Cash Flow Statements, Cash in hand and Bank balances represent cash and cash equivalents considering the IAS-1 "Presentation of Financial Statements" and IAS-7 "Statement of Cash Flow", which provide that Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to an insignificant risk of changes in value and are not restricted as to use.

**3.07 Statement of Cash Flows:**

Statement of Cash Flow is prepared principally in accordance with IAS-7 "Cash Flow Statement" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of IAS-7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method".

**3.08 Provisions:**

A provision is recognized on the balance sheet date if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**3.09 Financial Expenses:**

Financial expenses comprises interest expenses on loan. All borrowing costs are recognized in the Statement Of Profit or Loss and Other Comprehensive Income using effective interest method except to the extent that they are capitalized in compliance with IAS-23: Borrowing Cost.

**3.10 Income Tax:****a. Current Tax:**

As per SRO no. 211/AIN/Income tax/2013 dated on July 01, 2013 and subsequent SROs related to this SRO, the corporate income tax has been exempted for private power generation companies by government. However, the income tax on other income is still applicable. Income tax on other income & financial income has recognized using tax rates enacted or substantively enacted at the reporting date. The tax rates used for reporting year are-

| Income Year | Other Income | Tax Rates    |                 |
|-------------|--------------|--------------|-----------------|
|             |              | Capital Gain | Dividend Income |
| 2018-2019   | 35%          | 15%          | 20%             |
| 2019-2020   | 35%          | 15%          | 20%             |

**b. Deferred Tax:**

As the Company is exempted from tax, there is no deferred tax is recognized in reporting year on temporary difference is accrued between the carrying amount of assets and liabilities for financial reporting purpose and amounts used for taxation purpose.

**3.11 Contingencies:**

Contingencies arising from claim, litigation assessment, fines, penalties etc. are recorded when it is probable that a liability has been incurred and the amount can reasonably be measured.

**3.12 Impairment**

At each reporting date indications of impairment are reviewed. We assessed Financial & Non-financial assets whether there is objective evidence that is impaired. As on June 30, 2020 the assessment of indicators of impairment reveals that impairment testing is not required for the company.

**3.13 Earnings per Share:**

The Company presents basic and diluted (when applicable) earnings per share (EPS) data for its ordinary shares.

**a. Basic Earnings per Share:**

Basic earnings per share are calculated by dividing the total comprehensive income attributable to the ordinary shareholders of the Company by the weighted average number ordinary share outstanding during the reported year.

**b. Weighted average number of ordinary shares outstanding during the year:**

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of ordinary shares issued during the year multiplied by a time weighting factor. The time weighting factor is the number of days the specific shares are outstanding as a proportion of the number of days in the year.

**c. Diluted Earnings Per Share:**

As there were no potential ordinary shares issued by the Company, so no dilution is taken into effect.

**3.14 Events after Reporting year:**

Events after reporting year that provide additional information about the Company's position at the balance sheet date are reflected in the financial statements. Events after reporting year that are not adjusting event are disclosed as off balance sheet items.

**3.15 Going concern**

The company has adequate resources to continue the operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. Assessed by the management, there are no material uncertainties relating to events or conditions which may cause significant doubt upon the company's ability to continue as a going concern.

**3.16 Related party disclosure:**

As per International Accounting Standard (IAS -24) the parties are considered to be related if one of the party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The company carried out transactions in the ordinary course of business on an arm's length basis with its related parties.

**Karnaphuli Power Limited**  
Schedule for Property, Plant & Equipment  
As at June 30, 2020

|                                    |                         |   |   |   |                  |                               |                      |                     | Schedule-A           |
|------------------------------------|-------------------------|---|---|---|------------------|-------------------------------|----------------------|---------------------|----------------------|
| Particulars                        | Land & Land Development | Furniture & Fixtures                    | Office & Electrical Equipment           | Office Decoration   | Motor Vehicle    | Building & Civil Construction | Plant & Machineries  | Right-of-use assets | Total                |
| Rate of depreciation               | 0.00%                   | 10.00%                                  | 20.00%                                  | 20.00%  | 20.00%           | 6.67%                         | 3.00%                | 20.00%              |                      |
| <b>Cost</b>                        |                         |   |   |   |                  |                               |                      |                     |                      |
| Balance as on 01 July 2018         | 278,573,327             | 166,124                                 | 371,210                                 | 285,150   | 3,313,000        | -                             | -                    | -                   | 282,708,811          |
| Addition during the year           | -                       | 525,693                                 | 3,962,390                               | 168,057   | -                | -                             | -                    | 16,871,850          | 21,527,990           |
| Adjustment                         | -                       | -                                       | -                                       | -   | -                | -                             | -                    | -                   | -                    |
| <b>Balance as on 30 June 2019</b>  | <b>278,573,327</b>      | <b>691,817</b>                          | <b>4,333,600</b>                        | <b>453,207</b>  | <b>3,313,000</b> | <b>-</b>                      | <b>-</b>             | <b>16,871,850</b>   | <b>304,236,801</b>   |
| Balance as on 01 July 2019         | 278,573,327             | 691,817                                 | 4,333,600                               | 453,207   | 3,313,000        | -                             | -                    | 16,871,850          | 304,236,801          |
| Addition during the year           | 239,163,814             | 79,482                                  | 9,772,380                               | -   | -                | 872,500,529                   | 5,764,291,042        | -                   | 6,885,807,247        |
| Adjustment                         | (105,172,034)           | -                                       | -                                       | -   | -                | -                             | -                    | -                   | (105,172,034)        |
| <b>Balance as on 30 June 2020</b>  | <b>412,565,107</b>      | <b>771,299</b>                          | <b>14,105,980</b>                       | <b>453,207</b>  | <b>3,313,000</b> | <b>872,500,529</b>            | <b>5,764,291,042</b> | <b>16,871,850</b>   | <b>7,084,872,014</b> |
| <b>Accumulated depreciation</b>    |                         |   |   |   |                  |                               |                      |                     |                      |
| Balance as on 01 July 2018         | -                       | 6,881                                   | 13,722                                  | 4,753   | 165,650          | -                             | -                    | -                   | 191,006              |
| Charged during the year            | -                       | 57,562                                  | 457,266                                 | 81,801  | 662,600          | -                             | -                    | 2,098,793           | 3,358,022            |
| Adjustment                         | -                       | -                                       | -                                       | -   | -                | -                             | -                    | -                   | -                    |
| <b>Balance as on 30 June 2019</b>  | <b>-</b>                | <b>64,443</b>                           | <b>470,988</b>                          | <b>86,554</b>   | <b>828,250</b>   | <b>-</b>                      | <b>-</b>             | <b>2,098,793</b>    | <b>3,549,028</b>     |
| Balance as on 01 July 2019         | -                       | 64,443                                  | 470,988                                 | 86,554  | 828,250          | -                             | -                    | 2,098,793           | 3,549,028            |
| Charged during the year            | -                       | 74,561                                  | 2,284,256                               | 90,641  | 662,600          | 50,245,541                    | 149,304,588          | 3,374,370           | 206,036,557          |
| Adjustment                         | -                       | -                                       | -                                       | -   | -                | -                             | -                    | -                   | -                    |
| <b>Balance as on 30 June 2020</b>  | <b>-</b>                | <b>139,004</b>                          | <b>2,755,244</b>                        | <b>177,195</b>  | <b>1,490,850</b> | <b>50,245,541</b>             | <b>149,304,588</b>   | <b>5,473,163</b>    | <b>209,585,585</b>   |
| <b>Written down value</b>          |                         |   |   |   |                  |                               |                      |                     |                      |
| <b>As on 30 June 2019</b>          | <b>278,573,327</b>      | <b>627,374</b>                          | <b>3,862,612</b>                        | <b>366,653</b>  | <b>2,484,750</b> | <b>-</b>                      | <b>-</b>             | <b>14,773,057</b>   | <b>300,687,773</b>   |
| <b>As on 30 June 2020</b>          | <b>412,565,107</b>      | <b>632,295</b>                          | <b>11,350,736</b>                       | <b>276,012</b>  | <b>1,822,150</b> | <b>822,254,988</b>            | <b>5,614,986,454</b> | <b>11,398,687</b>   | <b>6,875,286,429</b> |
| <b>Allocation of Depreciation:</b> |                         | <b>for the year ended June 30, 2020</b> | <b>for the year ended June 30, 2019</b> |   |                  |                               |                      |                     |                      |
| Cost of Sales                      |                         | 149,304,588                             | -                                       | (Depreciation expenses on Plant & Machinery considered as direct expenses)              |                  |                               |                      |                     |                      |
| General & Administrative Expenses  |                         | 56,731,969                              | 3,358,022                               | (Other than depreciation expenses on Plant & Machinery considered as indirect expenses) |                  |                               |                      |                     |                      |
| <b>Total</b>                       |                         | <b>206,036,557</b>                      | <b>3,358,022</b>                        |   |                  |                               |                      |                     |                      |

|             |  | As at<br>June 30, 2020<br>Amount (Tk.) | As at<br>June 30, 2019<br>Amount (Tk.) |
|-------------|--|--|--|
| <b>4.00</b> | <b>Property, plant &amp; equipment : Tk. 6,875,286,429</b> |  |  |
|             | <b>Cost</b>  |  |  |
|             | Opening balance  | 304,236,801                            | 282,708,811                            |
|             | Addition during the year                                   | 6,885,807,247                          | 21,527,990                             |
|             | Adjustment   | (105,172,034)                          | -                                      |
|             | <b>Closing balance</b>                                     | <b>7,084,872,014</b>                   | <b>304,236,801</b>                     |
|             | <b>Accumulated depreciation</b>                            |  |  |
|             | Opening balance  | 3,549,028                              | 191,006                                |
|             | Charged during the year                                    | 206,036,557                            | 3,358,022                              |
|             | Adjustment   | -                                      | -                                      |
|             | <b>Closing balance</b>                                     | <b>209,585,585</b>                     | <b>3,549,028</b>                       |
|             | <b>Written down value</b>                                  | <b>6,875,286,429</b>                   | <b>300,687,773</b>                     |
|             | Details of PPE is stated in Schedule-A.                    |  |  |
| <b>5.00</b> | <b>Capital work in progress : Tk. 0</b>                    |  |  |
|             | Opening Balance  | 6,435,486,771                          | 1,994,427                              |
|             | Add: Addition during the year                              | 356,202,533                            | 6,433,492,344                          |
|             |  | 6,791,689,304                          | 6,435,486,771                          |
|             | Less: Transferred to PPE                                   | 6,636,791,571                          | -                                      |
|             | Less: Prior year adjustment                                | 154,897,733                            | -                                      |
|             | <b>Closing Balance</b>                                     | <b>-</b>                               | <b>6,435,486,771</b>                   |
|             | Building and civil construction                            | -                                      | 587,348,898                            |
|             | Plant & machineries  | -                                      | 5,848,137,873                          |
|             |  | -                                      | <b>6,435,486,771</b>                   |
| <b>6.00</b> | <b>Inventories: Tk. 511,637,996</b>                        |  |  |
|             | Opening Balance  | -                                      | -                                      |
|             | Add: Purchase during the year                              | 888,997,029                            | -                                      |
|             |  | 888,997,029                            | -                                      |
|             | Less: Consumption during the year                          | 377,359,033                            | -                                      |
|             | <b>Closing Balance</b>                                     | <b>511,637,996</b>                     | <b>-</b>                               |
| <b>6.01</b> | <b>Closing Balance of Inventories: Tk. 511,637,996</b>     |  |  |
|             | <b>Quantity</b>  |  |  |
|             | HFO  | 11,326,147 Ltr                         | 476,808,691                            |
|             | Diesel   | 229,214 Ltr                            | 14,328,192                             |
|             | Spare Parts  | 25,804 Itms                            | 11,930,252                             |
|             | Lube Oil   | 31,051 Ltr.                            | 7,700,782                              |
|             | Other Lubricants & Chemical                                | 6,981 Itms                             | 870,079                                |
|             | <b>Total</b>   | <b>511,637,996</b>                     | <b>-</b>                               |
| <b>7.00</b> | <b>Advance, deposit and prepayments: Tk. 30,705,677</b>    |  |  |
|             | <b>Advances:</b>   |  |  |
|             | Advance income tax (Note: 7.01)                            | 613,832                                | 114,147                                |
|             | Advance for land & land development                        | -                                      | 232,291,640                            |
|             | Advance against vehicle                                    | 300,000                                | 300,000                                |
|             | Advance office rent  | 258,000                                | 258,000                                |
|             | Advance for services                                       | 522,349                                | -                                      |
|             | Advance for lease  | 373,597                                | 373,597                                |
|             | Advance against Tank Rent                                  | 6,789,898                              | -                                      |
|             | Advance for PPE  | 1,210,000                              | 7,953,847                              |
|             | Advance for Inventory                                      | 1,695,564                              | -                                      |
|             | <b>Sub Total</b>   | <b>11,763,240</b>                      | <b>241,291,231</b>                     |

|  |                  | As at<br>June 30, 2020 | As at<br>June 30, 2019 |
|--|------------------|------------------------|------------------------|
| <b>Deposits:</b>   |                  |                        |                        |
| Bank guarantee margin  |                  | 12,565,178             | 17,256,576             |
| Deposit for utility connection   |                  | 150,057                | 150,057                |
| <b>Sub Total</b>   |                  | <b>12,715,235</b>      | <b>17,406,633</b>      |
| <b>Prepayments:</b>  |                  |                        |                        |
| Prepayments against Insurance Premium  |                  | 6,227,202              | -                      |
| <b>Sub Total</b>   |                  | <b>6,227,202</b>       | <b>-</b>               |
| <b>Grand Total</b>   |                  | <b>30,705,677</b>      | <b>258,697,864</b>     |
| <b>7.01 Advance income Tax: Tk. 613,832</b>  |                  |                        |                        |
| Opening Balance  |                  | 114,147                | 2,446                  |
| Addition during the year   |                  | 499,685                | 111,701                |
|  |                  | 613,832                | 114,147                |
| Adjustment during the year   |                  | -                      | -                      |
| <b>Closing Balance</b>   |                  | <b>613,832</b>         | <b>114,147</b>         |
| <b>8.00 Accounts Receivables: Tk. 350,132,126</b>                                  |                  |                        |                        |
| Bangladesh Power Development Board (BPDB)  |                  | 350,132,126            | -                      |
| <b>Total</b>   |                  | <b>350,132,126</b>     | <b>-</b>               |
| <b>Aging Schedule of Accounts Receivables:</b>                                     |                  |                        |                        |
| <u>Duration</u>  |                  |                        |                        |
| Invoiced 0-30 days   |                  | 114,315,729            | -                      |
| Invoiced 31-60 days  |                  | 114,243,173            | -                      |
| Invoiced 61-90 days  |                  | 114,247,120            | -                      |
| Invoiced 91-180 days   |                  | -                      | -                      |
| Invoiced 181-365 days  |                  | 7,326,104              | -                      |
| Invoiced over 365 days   |                  | -                      | -                      |
| <b>Total</b>   |                  | <b>350,132,126</b>     | <b>-</b>               |
| <b>Disclosure as per Para F of Schedule XI, Para-1 of the Companies Act, 1994:</b> |                  |                        |                        |
| Debts exceeding 06 months  |                  | 7,326,104              | -                      |
| Other debts less provision   |                  | 342,806,022            | -                      |
|  |                  | <b>350,132,126</b>     | <b>-</b>               |
| Debts considered good and secured  |                  | 350,132,126            | -                      |
| Debts considered good without debtors personal security                            |                  | -                      | -                      |
| Debts considered doubtful or bad   |                  | -                      | -                      |
| Debts due from companies same management   |                  | -                      | -                      |
| Maximum debt due by director or officers at any time                               |                  | -                      | -                      |
|  |                  | <b>350,132,126</b>     | <b>-</b>               |
| <b>9.00 Cash &amp; cash equivalents: Tk. 365,999,500</b>                           |                  |                        |                        |
| Cash in Hand   |                  | 1,460,930              | 2,032,230              |
| <b>Sub Total</b>   |                  | <b>1,460,930</b>       | <b>2,032,230</b>       |
| <b>Cash at bank</b>  | <b>A/C. No.</b>  |                        |                        |
| Trust Bank Ltd., Sylhet Cor. Br.   | 7021-0322000090  | -                      | -                      |
| UCBL, Bijoyagar Branch   | 1071101000000291 | 199,246                | 18,608                 |
| Bank Asia, Chaktai Br.   | 15833000971      | 588,201                | 3,568,876              |
| City Bank Ltd. Gulshan Br.   | 1102419088001    | 39,987                 | 80,611                 |
| Prime Bank Ltd, Gulshan Br.  | 2118114021095    | 142,476                | 11,200                 |
| Bank Asia,   | 62733000020      | 2,585                  | 3,505                  |
| Trust Bank Ltd., Kakrail Br.   | 0089-0210001812  | 27,751                 | -                      |
| City Bank Ltd. Gulshan Br. (Proceed Account)                                       |                  | 363,538,324            | -                      |
| <b>Sub Total</b>   |                  | <b>364,538,570</b>     | <b>3,682,800</b>       |
| <b>Grand Total</b>   |                  | <b>365,999,500</b>     | <b>5,715,030</b>       |
| Cash in hand has been counted by the management at the year end.                   |                  |                        |                        |
| The reconciliation of bank balance has been performed and found in order.          |                  |                        |                        |

|   |                     |                | As at<br>June 30, 2020    | As at<br>June 30, 2019   |
|---|---------------------|----------------|---------------------------|--------------------------|
| <b>10.00 Share capital: Tk. 95,000,000</b>  |                     |                |                           |                          |
| <b>Authorized:</b>  |                     |                |                           |                          |
| 200,000,000 Ordinary Shares   |                     |                | <u>2,000,000,000</u>      | <u>2,000,000,000</u>     |
| <b>Issued, subscribed and paid-up:</b>  |                     |                |                           |                          |
| 95,00,000 Ordinary shares of Tk. 10 each  |                     |                | <u>95,000,000</u>         | <u>95,000,000</u>        |
| <b>Shareholding position was as follows:</b>  |                     |                |                           |                          |
| <b>Name of shareholders</b>   | <b>No. of Share</b> | <b>%</b>       |                           |                          |
| Baraka Patenga Power Limited  | 4,845,000           | 51.00%         | 48,450,000                | 48,450,000               |
| Baraka Power Limited  | 2,375,000           | 25.00%         | 23,750,000                | 23,750,000               |
| Fusion Holdings Pvt Ltd   | 2,066,450           | 21.75%         | 20,664,500                | 21,139,500               |
| Others Shareholder's  | 213,550             | 2.25%          | 2,135,500                 | 1,660,500                |
| <b>Total</b>  | <b>9,500,000</b>    | <b>100.00%</b> | <b><u>95,000,000</u></b>  | <b><u>95,000,000</u></b> |
| <b>11.00 Advance against Share Issue : Tk. 698,250,000</b>  |                     |                |                           |                          |
| Opening Balance   |                     |                | 2,500,000                 | -                        |
| Received During the year  |                     |                | <u>695,750,000</u>        | <u>2,500,000</u>         |
|   |                     |                | 698,250,000               | 2,500,000                |
| Adjustment During the year  |                     |                | -                         | -                        |
| <b>Closing Balance</b>  |                     |                | <b><u>698,250,000</u></b> | <b><u>2,500,000</u></b>  |
| <b>Details is given below:</b>  |                     |                |                           |                          |
| Fusion Holdings (Pvt.) Ltd.   |                     |                | 316,257,500               | 2,500,000                |
| Baraka Power Limited  |                     |                | 356,250,000               | -                        |
| Gulam Muhammed Chowdhury  |                     |                | 2,348,000                 | -                        |
| Showkat Osman   |                     |                | 18,437,500                | -                        |
| Gulam Isdani Chowdhury  |                     |                | 2,348,000                 | -                        |
| Rukon Uddin Chowdhury   |                     |                | 2,609,000                 | -                        |
|   |                     |                | <u>698,250,000</u>        | <u>2,500,000</u>         |
| This amount includes various amounts received from shareholders throughout the financial year for the new share issue. However, the number of shares and per share price is yet to be decided. As such, in line with the IAS:32, we disclosed the amount received from shareholders as liability. |                     |                |                           |                          |
| <b>12.00 Preference Share Capital (Redeemable): Tk. 200,000,000</b>   |                     |                |                           |                          |
| <b>Authorized:</b>  |                     |                |                           |                          |
| 100,000,000 Preference Shares of Tk. 10 each  |                     |                | <u>1,000,000,000</u>      | <u>1,000,000,000</u>     |
| <b>Issued, subscribed and paid-up:</b>  |                     |                |                           |                          |
| 2,00,00,000 Ordinary shares of Tk. 10 each  |                     |                | <u>200,000,000</u>        | -                        |
| and Interest  |                     |                |                           |                          |
| <b>Shareholding position was as follows:</b>  |                     |                |                           |                          |
| <b>Name of shareholders</b>   |                     |                |                           |                          |
| Nahid Cotton Mills Ltd (Preference share)   |                     |                | 100,000,000               | -                        |
| Lankan Alliance Finance Ltd (Preference share)  |                     |                | 100,000,000               | -                        |
| <b>Total</b>  |                     |                | <b><u>200,000,000</u></b> | <b><u>-</u></b>          |

|               |   |
|---------------|---|
| Dividend Rate | 11.50%                                      |
| Tenor         | 6 years                                     |
| Security      | Put Option Right                            |
|               | Corporate Guarantee                         |
|               | Personal Guarantee from the Sponsors of KPL |

|  | As at<br>June 30, 2020 | As at<br>June 30, 2019 |
|--|------------------------|------------------------|
| <b>13.00 Lease liability: Tk. 12,389,628</b> |                        |                        |
| <b>Non-current maturity</b>                  |                        |                        |
| IPDC Finance Limited                         | 9,031,391              | 12,149,543             |
| <b>Sub-Total</b>                             | <b>9,031,391</b>       | <b>12,149,543</b>      |
| <b>Current maturity</b>                      |                        |                        |
| IPDC Finance Limited                         | 3,358,237              | 2,744,665              |
| <b>Sub-Total</b>                             | <b>3,358,237</b>       | <b>2,744,665</b>       |
| <b>Grand-Total</b>                           | <b>12,389,628</b>      | <b>14,894,208</b>      |

|                  |  |
|------------------|--|
| Interest Rate    | 12.50% p.a.  |
| Tenor & Limit    | Limit of Tk. 2.00 crore for 05 years tenor   |
| Repayment Amount | Tk. 373,597 only per month;  |
| Purpose          | To purchase two units of Motor Vehicle;  |
| Security         | - Corporate Guarantee of Baraka Patenga Power Limited<br>- Personal Guarantee of all director except independent director. |

Obligation under Finance Lease has been recognized as liability in the Statement of Financial Position, from the date of inception of the lease agreement, at amount equal at the inception of lease to the lower of fair value of leased assets and present value of minimum lease payment.

The Principal amount of lease obligation payable after the date of statement of financial position is as follows :

| Particulars                                  | 30-06-2020                         |                  |  | 30-06-2019                                   |
|--|------------------------------------|------------------|--|--|
|  | Future<br>Minimum Lease<br>Payment | Interest         | Present Value of<br>minimum lease<br>payment | Present Value of<br>minimum lease<br>payment |
| Not Later than 1 year                        | 4,856,761                          | 1,498,524        | 3,358,237                                    | 2,744,665                                    |
| Later than 1 year but not later than 5 years | 14,989,378                         | 5,957,987        | 9,031,391                                    | 12,149,543                                   |
| Later than 5 years                           | -                                  | -                | -  | -  |
| <b>Total obligation under finance lease</b>  | <b>19,846,139</b>                  | <b>7,456,511</b> | <b>12,389,628</b>                            | <b>14,894,208</b>                            |

|  |                      |                      |
|--|----------------------|----------------------|
| <b>14.00 Short term loan : Tk. 1,486,431,843</b> |                      |                      |
| Opening balance                                  | 1,835,946,518        | 696,765,448          |
| Add: Received during the year                    | 563,824,688          | 1,806,439,514        |
| Interest on Loan                                 | 155,150,569          | 143,494,743          |
|  | 2,554,921,775        | 2,646,699,705        |
| Less: Payment during the year                    | 1,068,489,932        | 810,753,187          |
| Closing balance                                  | <b>1,486,431,843</b> | <b>1,835,946,518</b> |
| <b>This is made up as follows:</b>               |                      |                      |
| Fusion Holdings Pvt Ltd                          | -                    | 65,775,000           |
| Prime Bank Ltd *                                 | 28,271,352           | -                    |
| City Bank Limited*                               | 1,453,715,939        | 1,728,689,718        |
| Trust Bank Limited*                              | 4,444,552            | 41,481,800           |
|  | <b>1,486,431,843</b> | <b>1,835,946,518</b> |

As at  
June 30, 2020

As at  
June 30, 2019

| Initial Sanction Facilities             | Repayment Term                              | Interest Rate | Security  |
|---|---|---------------|---|
| STL (Bridge Loan) of Tk 165 Crore (CBL) | Within 1 year from the date of disbursement | 9.00%         | First ranking charge with RJSC with NIGPA over fixed & floating assets (present & future) of the company covering total limit |
|   |   |               | Personal guarantee of the Directors of the company other than Independent Director  |
|   |   |               | Corporate Guarantee of BPL and BPPL supported by MOA & Board resolution.  |
|   |   |               | Negative lien over project land of 7 acre (approx.) located at Patiya, Chittagong   |
|   |   |               | Undated Cheque with letter of authority covering individual limit.  |
| Prime Bank Limited -OD (5Crore)         | Within 1 year from the date of disbursement | 9.00%         | First ranking charge with RJSC with NIGPA over fixed & floating assets (present & future) of the company covering total limit |
|   |   |               | Personal guarantee of the Directors of the company other than Independent Director  |
|   |   |               | Corporate Guarantee of BPL and BPPL supported by MOA & Board resolution.  |

**15.00 Deferred liabilities: Tk. 4,598,365,707**

Deferred Liability on P&M and HFO  
Prior Year Adjustment

4,753,263,440

4,155,458,300

(154,897,733)

-

**4,598,365,707**

**4,155,458,300**

**16.00 Provision for tax: Tk. 379,318**

Opening balance  
Addition during the year

8,566

8,566

370,752

-

379,318

8,566

Adjustment during the year  
Closing balance

-

-

**379,318**

**8,566**

**17.00 Liabilities for expenses: Tk. 7,538,200**

Opening balance  
Addition during the year

2,852,739

1,976,303

19,933,047

10,316,229

22,785,786

12,292,532

Adjustment during the year  
Closing balance

15,247,586

9,439,793

**7,538,200**

**2,852,739**

**This is made up as follows:**

Salary, Allowance & Remuneration  
Car Allowance Payable  
Audit Fees  
Rent

6,882,384

2,616,423

362,000

-

287,500

230,000

6,316

6,316

**7,538,200**

**2,852,739**

**18.00 Current account with related parties : Tk. 799,793,086**

Baraka Power Limited  
Baraka Patenga Power Limited  
Baraka Shikalbaha Power Limited

799,793,086

398,294,404

-

-

-

-

**799,793,086**

**398,294,404**

**19.00 Accounts payable: Tk. 20,964,418**

ACE Engineering Solutions Ltd  
Advance Solutions  
Aftahi Khondokar  
Alif Enterprise  
Asgar Trading

-

108,336,225

63,400

114,870

319,266

778,341

206,522

190,936

-

787,070



|   | As at<br>June 30, 2020 | As at<br>June 30, 2019 |
|---|------------------------|------------------------|
| Bangladesh Development & Design Eng.          | -                      | 7,493,487              |
| Bangladesh Prime Mover Services               | -                      | 1,403,015              |
| Baraka Power Limited                          | -                      | 285,000,000            |
| Barkat Business Co                            | -                      | 348,570                |
| BDDE Project Solution Ltd                     | -                      | 32,048,116             |
| CCC Engineering Limited                       | -                      | 29,754,027             |
| Cem UPVC Ltd                                  | 17,460                 | 25,000                 |
| Didarul Alam Enterprise                       | 14,213                 | -                      |
| Fascinate Shipping Line                       | -                      | 9,554,930              |
| Galaxy Trade International                    | -                      | 8,611,905              |
| Islam Trading                                 | -                      | 2,256,295              |
| Khaja Boiler Store                            | 111,280                | 2,078,943              |
| Koz-Everfirst Engineering                     | -                      | 3,957,400              |
| Lucky Electric Company                        | -                      | 44,015                 |
| M/S Hamo Enterprise                           | -                      | 1,213,504              |
| M/S Hasina Enterprise                         | -                      | 90,000                 |
| Maas Erectors                                 | -                      | 7,171,731              |
| Madina Enterprise                             | 321,624                | 321,624                |
| Mikas Engineering & Service                   | -                      | 5,625,413              |
| Monowara Trade International                  | -                      | 267,669                |
| New Lucky Thai Aluminium                      | 74,758                 | 120,460                |
| Ornate Technology                             | 89,750                 | 89,750                 |
| Pivot Engineering Limited                     | -                      | 9,493,104              |
| Quantam LA Construction                       | -                      | 4,317,534              |
| Rising International                          | 108,843                | 108,843                |
| Sardar Trading                                | -                      | 864,890                |
| Satota Deep Tubewell Company                  | -                      | 272,000                |
| Scientech Engineering & Service               | -                      | 17,499,760             |
| Star Tech & Engineering Ltd                   | -                      | 148,740                |
| Steet Structure Point                         | -                      | 700,817                |
| Technology Simple                             | -                      | 6,775,000              |
| Turbomech E&C                                 | -                      | 13,747,381             |
| A.H Trading                                   | 500,000                | -                      |
| Mec Engineer's & Techno Service               | 372,000                | -                      |
| Metro Police Store                            | 129,270                | -                      |
| South Eastern Tank Terminal Ltd               | 18,636,032             | -                      |
|   | <b>20,964,418</b>      | <b>561,611,365</b>     |
| <b>20.00 Other Liabilities Tk. 17,505,555</b> |                        |                        |
| Opening balance                               | -                      | -                      |
| Addition during the year                      | 106,202,605            | -                      |
|   | 106,202,605            | -                      |
| Adjustment during the year                    | 88,697,050             | -                      |
| Closing balance                               | <b>17,505,555</b>      | -                      |
| <b>This is made up as follows:</b>            |                        |                        |
| Accrued Dividend on Pref. Share               | 17,505,555             | -                      |
|   | <b>17,505,555</b>      | -                      |

|              |   | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--------------|---|-----------------------------|-----------------------------|
| <b>21.00</b> | <b>Revenue: Tk. 1,572,582,141</b>   |                             |                             |
|              | Capacity Proceeds   | 1,207,647,958               | -                           |
|              | Variable Operational & Maintenance Proceeds   | 2,385,072                   | -                           |
|              | Fuel Proceeds   | 362,549,111                 | -                           |
|              | <b>Total</b>  | <b>1,572,582,141</b>        | <b>-</b>                    |
| <b>22.00</b> | <b>Cost of Revenue: Tk. 608,049,913</b>   |                             |                             |
|              | Plant salary & allowance  | 39,391,767                  | 13,039,929                  |
|              | Fuel Consumption (Note: 22.01 )   | 371,797,281                 | -                           |
|              | Lubricant & Chemical Consumption (Note: 22.02)  | 5,561,752                   | -                           |
|              | Repair and Maintenance  | 1,508,851                   | -                           |
|              | Fuel Tank Rent  | 26,205,172                  | -                           |
|              | Oil Carrying Expenses   | 2,080,650                   | -                           |
|              | Electricity Bill  | 193,804                     | -                           |
|              | Insurance Premium   | 12,006,048                  | -                           |
|              | Depreciation on Plant & Machinery   | 149,304,588                 | -                           |
|              | <b>Total</b>  | <b>608,049,913</b>          | <b>13,039,929</b>           |
| <b>22.01</b> | <b>Fuel Consumption: Tk. 371,797,281</b>  |                             |                             |
|              | Opening Balance   | -                           | -                           |
|              | Add: Purchase during the year   | 848,605,972                 | -                           |
|              |   | <b>848,605,972</b>          | <b>-</b>                    |
|              | Closing Balance   | (476,808,691)               | -                           |
|              | <b>Consumption during the year</b>  | <b>371,797,281</b>          | <b>-</b>                    |
| <b>22.02</b> | <b>Lubricant &amp; Chemical Consumption : Tk. 5,561,752</b>                                     |                             |                             |
|              | Opening Balance   | -                           | -                           |
|              | Add: Purchase during the year   | 28,460,805                  | -                           |
|              |   | <b>28,460,805</b>           | <b>-</b>                    |
|              | Closing Balance   | (22,899,053)                | -                           |
|              | <b>Consumption during the year*</b>   | <b>5,561,752</b>            | <b>-</b>                    |
|              | * Consumption of Lubricant & Chemical was before COD Tk. 26,849,266 and after COD Tk. 5,561,752 |                             |                             |
| <b>23.00</b> | <b>General &amp; administrative expenses: Tk. 106,792,448</b>                                   |                             |                             |
|              | Group Office Salary & allowance *   | 15,689,742                  | 7,883,983                   |
|              | Directors remuneration  | 8,409,500                   | 5,016,000                   |
|              | Advertisement & publicity   | 5,989                       | 263,925                     |
|              | AGM Expenses  | 43,495                      | -                           |
|              | Annual fees   | 1,012,150                   | 423,600                     |
|              | Annual Sports & Cultural Activities   | 544,850                     | -                           |
|              | Audit fee   | 287,500                     | 230,000                     |
|              | Business development expenses   | 314,338                     | 203,551                     |
|              | Communication expenses  | 247,612                     | 171,365                     |
|              | Credit rating fee   | 43,000                      | 42,800                      |
|              | Entertainment & others  | 58,393                      | 64,470                      |
|              | Fooding & lodging   | 2,924,277                   | 1,589,384                   |
|              | Gardening   | 213,488                     | -                           |
|              | Insurance Premium   | 71,449                      | -                           |
|              | Legal Fees & Professional Consultancy   | 86,250                      | -                           |
|              | License & regulatory expenses   | 84,995                      | 3,000                       |
|              | Meeting attendance fee  | 469,000                     | 322,000                     |
|              | Office maintenance  | 1,528,392                   | 833,952                     |
|              | Office rent   | 1,249,263                   | 659,421                     |
|              | Photocopy & others  | 211,336                     | 78,531                      |
|              | Plant entertainment   | 1,844,222                   | 1,879,207                   |
|              | Plant dormatory expenses  | 716,196                     | 1,101,179                   |
|              | Rest house keeping expenses   | 646,494                     | 654,351                     |
|              | RJSC expenses   | 799,508                     | 1,405,898                   |
|              | Royalty Fees  | 500,000                     | -                           |
|              | Security expenses   | 1,709,758                   | 1,735,913                   |

|   | Year ended<br>June 30, 2020     | Year ended<br>June 30, 2019 |                              |
|---|---------------------------------|-----------------------------|------------------------------|
| Travelling & conveyance   | 3,431,409                       | 2,737,414                   |                              |
| Uniform & Others  | 304,795                         | 47,475                      |                              |
| Utility Expenses  | 290,045                         | -                           |                              |
| Vehicle running expenses  | 4,678,699                       | 1,476,560                   |                              |
| Bad Debt Expenses   | 1,644,334                       | -                           |                              |
| Depreciation  | 56,731,969                      | 3,358,022                   |                              |
|   | <b>106,792,448</b>              | <b>32,182,001</b>           |                              |
| * Group office salary & allowance has been distributed on hourly basis.   |                                 |                             |                              |
| <b>24.00 Other income: Tk. -36,266,128</b>  |                                 |                             |                              |
| Bank interest   | 3,696,842                       | 67,013                      |                              |
| Sale of Scrap   | 177,898                         | 113,506                     |                              |
| Exchange Gain/(Loss)  | (40,140,868)                    | (971,619)                   |                              |
|   | <b>(36,266,128)</b>             | <b>(791,100)</b>            |                              |
| <b>25.00 Charges for Delay in Commissioning: Tk. 88,697,050</b>   |                                 |                             |                              |
| Charges for Delay in Commissioning*   | 88,697,050                      | -                           |                              |
| <b>Closing Balance</b>  | <b>88,697,050</b>               | <b>-</b>                    |                              |
| * Bangladesh Power Development Board charged USD 9,79,000 for delay in commissioning for 89 days @ \$11,000 per day.  |                                 |                             |                              |
| <b>26.00 Financial expenses: Tk. 469,283,215</b>  |                                 |                             |                              |
| Lease Financial Expenses  | 1,604,987                       | 1,089,245                   |                              |
| Short Term Financial Expenses   | 156,840,588                     | -                           |                              |
| Preference Share Financial Expenses   | 17,505,555                      | -                           |                              |
| Finance Cost Related to Deferred L/C  | 208,787,551                     | -                           |                              |
| Other Finance Cost  | 82,702,447                      | 602,550                     |                              |
| Bank Guarantee Expense  | 1,641,324                       | 1,157,359                   |                              |
| Bank charge and Commission  | 200,763                         | 159,190                     |                              |
|   | <b>469,283,215</b>              | <b>3,008,344</b>            |                              |
| <b>27.00 Income tax expenses: Tk.370,752</b>  |                                 |                             |                              |
| Income Tax on other income  | 370,752                         | -                           |                              |
|   | <b>370,752</b>                  | <b>-</b>                    |                              |
| <b>28.00 Earnings per share: Tk. 27.70</b>  |                                 |                             |                              |
| Profit Attributable to Ordinary Shareholders  | (A) 263,122,635                 | (49,021,374)                |                              |
| Weighted Average Number of Ordinary Shares Outstanding during the year  | (B) 9,500,000                   | 9,500,000                   |                              |
| <b>Basic earnings per share</b>   | <b>(C=A/B) 27.70</b>            | <b>(5.16)</b>               |                              |
| <b>28.01 Weighted average number of ordinary shares outstanding:</b>  |                                 |                             |                              |
| 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-weighted factor. The time-weighted factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year (considering 360 days in a year). |                                 |                             |                              |
| <b>Date of Allotment</b>  | <b>Ordinary/Potencial Share</b> | <b>Calculation</b>          | <b>Weighted no. of Share</b> |
| Opening as on July 01, 2019   | 9,500,000                       |                             | 9,500,000                    |
| Addition  | -                               |                             | -                            |
| <b>Closing as on June 30, 2020</b>  | <b>9,500,000</b>                |                             | <b>9,500,000</b>             |
| <b>28.02 Dilution of earnings per share:</b>  |                                 |                             |                              |
| No diluted earnings per share is required to be calculated for the year presented as there was no potential ordinary shares has been issued by the company, as such no scope for dilution of shares during the year.  |                                 |                             |                              |
| <b>29.00 Net assets value per share: Tk. 30.75</b>  |                                 |                             |                              |
| Share Capital   | 95,000,000                      |                             | 95,000,000                   |
| Retained Earnings   | 197,143,973                     |                             | (65,978,662)                 |
| <b>Total Shareholders' Equity</b>   | <b>(A) 292,143,973</b>          |                             | <b>29,021,338</b>            |
| Total Number of Ordinary Shares   | <b>(B) 9,500,000</b>            |                             | <b>9,500,000</b>             |
| <b>Net assets value per share</b>   | <b>(C=A/B) 30.75</b>            |                             | <b>3.05</b>                  |

|   | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|---|-----------------------------|-----------------------------|
| <b>30.00 Cash flows from operating activities (indirect method)</b>                             |                             |                             |
| Net Profit/(Loss) After Tax   | 263,122,635                 | (49,021,374)                |
| Deprecation as Non Cash Expenses  | 206,036,557                 | 3,358,022                   |
| Non Cash Financial Expenses   | 312,955,766                 | -                           |
| Non Cash Charges for Delay in Commissioning   | 88,697,050                  | -                           |
| Non Cash Other Income   | 35,576,555                  | -                           |
| (Increase)/Decrease of Inventories  | (511,637,996)               | -                           |
| (Increase)/Decrease of Advance, Deposits and Prepayment for Operational Activities *            | (11,043,300)                | (1,068,234)                 |
| (Increase)/Decrease of Accounts Receivables**   | (438,829,176)               | -                           |
| Increase/(Decrease) of Accounts Payable for Operational Activities***                           | 19,137,302                  | -                           |
| Increase/(Decrease) of Deferred Liabilities for Operational Activities****                      | 702,920,534                 | -                           |
| Increase/(Decrease) of Liabilities for Expenses   | 4,685,461                   | 2,395,472                   |
| Increase/(Decrease) of Provision for Income Tax   | 370,752                     | -                           |
| <b>Net cash flows from operation activities</b>   | <b>671,992,140</b>          | <b>(44,336,114)</b>         |
| (Increase)/Decrease of Advance Deposit and Prepayment   | 227,992,187                 | 343,007,190                 |
| (Increase)/Decrease for PPE   | 239,035,487                 | 344,075,424                 |
| <b>* (Increase)/decrease of advance deposit and prepayment for operational activities</b>       | <b>(11,043,300)</b>         | <b>(1,068,234)</b>          |
| (Increase)/Decrease of Accounts Receivables   | (350,132,126)               | -                           |
| Non Cash Adjustment   | 88,697,050                  | -                           |
| <b>** (Increase)/decrease of accounts receivable</b>  | <b>(438,829,176)</b>        | <b>-</b>                    |
| (Increase)/Decrease of Accounts Payable   | (540,646,947)               | 561,611,365                 |
| (Increase)/Decrease for PPE   | (559,784,249)               | 561,611,365                 |
| <b>*** (Increase)/decrease of accounts payable for operational activities</b>                   | <b>19,137,302</b>           | <b>-</b>                    |
| Increase/(Decrease) of Deferred Liabilities   | 442,907,407                 | -                           |
| Increase/(Decrease) for PPE   | (355,468,331)               | -                           |
| Increase for Accrued Interest   | 95,455,204                  | -                           |
| <b>**** (Increase)/decrease of deferred liabilities for expenses for operational activities</b> | <b>702,920,534</b>          | <b>-</b>                    |
| <b>31.00 Net operating cash flows per share: Tk. 70.74</b>                                      |                             |                             |
| Cash Generated from Operating Activities  | (A) 671,992,140             | (44,336,114)                |
| Total Number of Ordinary Shares   | (B) 9,500,000               | 9,500,000                   |
| <b>Net operating cash flows per share (nocfps)</b>  | <b>(C=A/B) 70.74</b>        | <b>(4.67)</b>               |

**32.00 Contingent liability: Tk. 242,825,905**

| Particulars   | BG No.         | Expiry Date | 30-06-2020         | 30-06-2019         |
|---|----------------|-------------|--------------------|--------------------|
|   |                |             | BDT                | BDT                |
| Bank Guarantee as Performance Security, BPDB                | 01/2018, UCBL  | 01-10-2019  | -                  | 331,452,000        |
| Bank Guarantee to Commissioners of Customs, CTG-Transformer | 152/2018, UCBL | 24-02-2019  | 2,825,878          | 2,825,878          |
| Bank Guarantee as Performance Security, BPDB                | 186SD0005119   | 17-09-2021  | 240,000,027        | -                  |
| <b>Total</b>  |                |             | <b>242,825,905</b> | <b>334,277,878</b> |

**33.00 Commitment of capital expenditure: Tk. 3,782,730,304**

| Name of Party                                 | L/C Number   | Currency | Value as at 30-06-2020 |                      | Value as at 30-06-2019 |                      |
|---|--------------|----------|------------------------|----------------------|------------------------|----------------------|
|   |              |          | in FCY                 | in BDT               | in FCY                 | in BDT               |
| Alfa Laval Aalborg Oy.                        | 236518020003 | Euro     | 3,092,081              | 301,105,302          | 3,237,500              | 312,472,816          |
| ABB AB  | 075118020662 | USD      | 24,000                 | 2,037,600            | 24,000                 | 2,026,800            |
| ABB Jiangsu Jingke Instrument Transformer Ltd | 075118020663 | USD      | 36,000                 | 3,056,400            | 36,000                 | 3,040,200            |
| ABB Ltd                                       | 075118020690 | USD      | 219,128                | 18,603,967           | 219,128                | 18,505,360           |
| Wartsila Finland OY                           | 075118020724 | EUR      | 29,533,500             | 2,875,957,463        | 29,533,500             | 2,850,475,959        |
| Nanjing Turbine Power Station                 | 075118020897 | USD      | 1,049,600              | 89,111,040           | 1,280,000              | 108,096,000          |
| Hengtong Optic Electric Co Ltd                | 075118020915 | USD      | 124,310                | 10,553,919           | 124,310                | 10,497,980           |
| Wartsila Finland OY                           | 075118020962 | EUR      | 74,800                 | 7,283,987            | 74,800                 | 7,219,449            |
| Xian Electric Engineering Co Ltd              | 075118021100 | USD      | 1,094,850              | 92,952,765           | 1,094,850              | 92,460,083           |
| Hengtong Optic Electric Co Ltd                | 075118021170 | USD      | 900,000                | 76,410,000           | 900,000                | 76,005,000           |
| Shangdong Pulilong Pressure Vessel Co.        | 075118021251 | USD      | 7,640                  | 648,636              | 7,640                  | 645,198              |
| Forbes Marshall Pvt Ltd                       | 075118021252 | USD      | 30,800                 | 2,614,920            | 30,800                 | 2,601,060            |
| Tianjin Boalf Steel Co Ltd                    | 075118021257 | USD      | 54,235                 | 4,604,538            | 54,235                 | 4,580,132            |
| Hongkong Beihua International                 | 075118021259 | USD      | 183,547                | 15,583,149           | 183,547                | 15,500,553           |
| K.I.K Lanka (PVT) Ltd.                        | 075118021287 | USD      | 302,100                | 25,648,290           | 302,100                | 25,512,345           |
| CCC Engineering Ltd                           | 075118021351 | USD      | 211,731                | 17,975,962           | 2,165,694              | 182,892,858          |
| Forbes Marshall Pvt Ltd                       | 075118021363 | USD      | 42,835                 | 3,636,692            | 42,835                 | 3,617,416            |
| Anping JH Steel Grating Metal                 | 075118021364 | USD      | 29,675                 | 2,519,420            | 29,675                 | 2,506,066            |
| Tianjin Boalf Steel Co Ltd                    | 075118021377 | USD      | -                      | -                    | 437,290                | 36,929,111           |
| Nanfang Zhongjin Environment Ltd.             | 075119020060 | USD      | 30,300                 | 2,572,470            | 30,300                 | 2,558,835            |
| Nanjing Turbine Power Station                 | 075119020061 | USD      | 30,000                 | 2,547,000            | 30,000                 | 2,533,500            |
| Wuxi Zhishi Trade LLC                         | 075119020062 | USD      | 203,293                | 17,259,567           | 203,293                | 17,168,085           |
| Wuxi Zhishi Trade LLC                         | 075119020063 | USD      | 221,263                | 18,785,195           | 221,263                | 18,685,627           |
| Krohne Maeshall Pvt Ltd                       | 075119020064 | EUR      | 9,490                  | 915,943              | 9,490                  | 915,943              |
| Wenzhou Elite Flow Control Co. Ltd)           | 075119020066 | USD      | 21,591                 | 1,823,352            | 21,591                 | 1,823,352            |
| Hebei Longrun Pipeline Group Co Ltd           | 075119020071 | USD      | 130,336                | 11,006,875           | 130,336                | 11,006,875           |
| Fire Pump Pte Singapore Ltd                   | 075119020073 | USD      | 35,750                 | 3,019,088            | 35,750                 | 3,019,088            |
| Hengtong Optic Electric Co Ltd                | 075119020113 | USD      | 125,888                | 10,631,199           | 125,888                | 10,631,199           |
| ABB S R O                                     | 075119020129 | EUR      | 633,883                | 61,727,210           | 633,883                | 61,180,295           |
| Wartsila Finland OY                           | 75119020484  | EUR      | 707,833                | 68,928,393           | -                      | -                    |
| Ningbo Demy Bearing Co. Ltd                   | 155518020416 | USD      | 170,036                | 3,019,088            | 170,036                | 14,359,540           |
| Ningbo Demy Bearing Co. Ltd                   | 155518020417 | USD      | 41,160                 | 3,019,088            | 41,160                 | 3,475,962            |
| Applied Composite Material Co. Ltd.           | 155518020328 | USD      | 29,865                 | 3,019,088            | 29,865                 | 2,522,120            |
| Ningbo Demy Bearing Co. Ltd                   | 155518020409 | USD      | 90,351                 | 3,019,088            | 90,351                 | 7,630,139            |
| Ningbo Demy Bearing Co. Ltd                   | 155518020286 | USD      | -                      | -                    | 80,601                 | 6,806,738            |
| Zhejiang Jiangshan Transformer Co.            | 155518020285 | USD      | -                      | -                    | 72,400                 | 6,114,180            |
| Raychem RPG PVT. Limited                      | 155518020323 | USD      | 28,636                 | 3,019,088            | 28,636                 | 2,418,314            |
| AYZO International FZE                        | 155518020329 | USD      | 49,500                 | 3,019,088            | 49,500                 | 4,180,275            |
| Ningbo Demy Bearing Co. Ltd                   | 155518020325 | USD      | -                      | -                    | 152,359                | 12,866,743           |
| Victor Marine Limited                         | 155518020327 | GBP      | -                      | -                    | 36,719                 | 3,947,392            |
| AYZO International FZE                        | 155518020343 | USD      | 12,500                 | 3,019,088            | 12,500                 | 1,055,625            |
| Shanghai Aumor International                  | 155519020050 | USD      | 41,262                 | 3,019,088            | 41,262                 | 3,484,576            |
| Shandong Kunda Steel Co. Ltd                  | 155519020053 | USD      | 20,346                 | 3,019,088            | 20,346                 | 1,718,220            |
| Forbes Marshall Pvt Ltd                       | 155519020158 | USD      | 4,867                  | 3,019,088            | 4,867                  | 411,018              |
| ABB Switzerland Ltd                           | 155519020059 | USD      | 104,178                | 3,019,088            | 104,178                | 8,797,832            |
| GTI Power Generation Ltd                      | 236518020008 | GBP      | -                      | -                    | 33,800                 | 3,633,591            |
| Enter Limited                                 | 236519020001 | USD      | -                      | -                    | 27,998                 | 2,364,431            |
| <b>Total</b>                                  |              |          | <b>39,753,159</b>      | <b>3,782,730,304</b> | <b>42,216,275</b>      | <b>3,970,893,879</b> |

**34.00 Remittance of foreign currency: Tk. 285,600,979**

| Name of item      | L/C & TT Number | Currency | Value as at 30-06-2020 |                    | Value as at 30-06-2019 |                   |
|-------------------|-----------------|----------|------------------------|--------------------|------------------------|-------------------|
|                   |                 |          | in FCY                 | in BDT             | in FCY                 | in BDT            |
| Capital Machinery | 2365189900007   | USD      | -                      | -                  | 190,304                | 15,976,021        |
| Capital Machinery | 2365189900010   | USD      | -                      | -                  | 356,190                | 29,902,151        |
| Capital Machinery | 236518020003    | Euro     | 145,419                | 14,220,786         | -                      | -                 |
| Capital Machinery | 075118020897    | USD      | 230,400                | 19,745,280         | -                      | -                 |
| Capital Machinery | 075118021351    | USD      | 2,029,194              | 173,901,926        | -                      | -                 |
| Capital Machinery | 075118021377    | USD      | 437,290                | 37,475,753         | -                      | -                 |
| Capital Machinery | 155518020286    | USD      | 80,601                 | 6,923,609          | -                      | -                 |
| Capital Machinery | 155518020285    | USD      | 72,400                 | 6,226,400          | -                      | -                 |
| Capital Machinery | 155518020325    | USD      | 152,359                | 13,587,214         | -                      | -                 |
| Capital Machinery | 155518020327    | GBP      | 36,719                 | 4,128,435          | -                      | -                 |
| Capital Machinery | 155519020356    | JPY      | 3,658,000              | 3,058,231          | -                      | -                 |
| Capital Machinery | 236518020008    | GBP      | 33,800                 | 3,898,141          | -                      | -                 |
| Capital Machinery | 236519020001    | USD      | 27,998                 | 2,435,205          | -                      | -                 |
| <b>Total</b>      |                 |          | <b>6,904,180</b>       | <b>285,600,979</b> | <b>546,494</b>         | <b>45,878,172</b> |

**35.00 Related party disclosure:**

- A.** During the year, the Company carried out a number of transactions with related party in the normal course of business. The names of the related parties and nature of these transactions have been set out in accordance with the provisions of IAS 24: Related Party Disclosures.

**Transaction with key management personnel:**

|                   | 30-06-2020       | 30-06-2019       |
|-------------------|------------------|------------------|
|                   | <u>Taka</u>      | <u>Taka</u>      |
| Employee benefits | 8,409,500        | 5,016,000        |
| <b>Total</b>      | <b>8,409,500</b> | <b>5,016,000</b> |

Key management personnel includes Managing Director.

**B. Other related party transactions:**

| Name of the Related Party       | Nature of Relationship            | Nature of Transaction  | Transactions during the year |               |               |                 |
|---------------------------------|-----------------------------------|------------------------|------------------------------|---------------|---------------|-----------------|
|                                 |                                   |                        | Opening Balance              | Addition      | Adjustment    | Closing Balance |
| Baraka Patenga Power Ltd        | Parent Company                    | Short term loan        | -                            | -             | -             | -               |
| Baraka Power Ltd                | Entity with significant influence | Short term loan        | 398,294,404                  | 1,948,061,665 | 1,546,562,983 | 799,793,086     |
|                                 |                                   | EPC Work               | 285,000,000                  | -             | 285,000,000   | -               |
| Baraka Shikalbaha Power Limited | Common Management                 | Land Purchase and Sale | -                            | 120,747,034   | 120,747,034   | -               |
| Fusion Holdings Pvt. Ltd        | Entity with significant influence | Short term loan        | 65,775,000                   | -             | 65,775,000    | -               |

**36.00 Production capacity**

| Name of Plant                                | Dependable Capacity (MwH) | Installed Capacity (MwH) | Plant factor (% on Dependable Capacity) based on generation |         | During the year ended June 30, 2020 |                   |
|--|---------------------------|--------------------------|---|---------|-------------------------------------|-------------------|
|  |                           |                          | Average   | Maximum | Energy Generation (MwH)             | Energy Sold (MwH) |
| Karnaphuli Power Limited, Patiya, Chittagong | 963,600                   | 1,024,832                | 2.60%   | 18.60%  | 13,841                              | 13,126            |

**37.00 Disclosure as per requirement of schedule XI, part II of the companies act, 1994****a. Disclosure as per requirement of schedule XI, part II para 4**

Payment to directors during the year ended June 30, 2020:

| Name                        | Designation       | year                 | 30-06-2020       | 30-06-2019       |
|-----------------------------|-------------------|----------------------|------------------|------------------|
| Mr. Gulam Rabbani Chowdhury | Managing Director | July '19 to June '20 | 8,409,500        | 5,016,000        |
| <b>Total</b>                |                   |                      | <b>8,409,500</b> | <b>5,016,000</b> |

Payment made to directors are in following way:

|                      |                  |                  |
|----------------------|------------------|------------------|
| Basic Pay            | 4,598,400        | 2,821,500        |
| Household Allowances | 2,299,200        | 1,410,750        |
| Medical Allowances   | 536,480          | 329,175          |
| Conveyance           | 229,920          | 141,075          |
| Festival Bonus       | 745,500          | 313,500          |
| <b>Total</b>         | <b>8,409,500</b> | <b>5,016,000</b> |

In addition to the above, directors who attend the board meeting, have drawn board meeting attendance @ Tk. 11,000 per director per meeting. The total board meeting attendance fee during the year is Tk. 4,69,000.

**b. Disclosure as per requirement of schedule XI, part II, note 5 of para 3:**

Payment to Employees' during the year ended on June 30, 2020:

| Salary Range (Monthly) | Officer & Staff |           | Worker   | Total Employee |            |
|------------------------|-----------------|-----------|----------|----------------|------------|
|                        | Head Office     | Factory   |          | 30-06-2020     | 30-06-2019 |
| Below Tk. 3,000/-      | -               | -         | -        | 0              | -          |
| Above Tk. 3,000/-      | 0               | 61        | -        | 61             | 53         |
| <b>Total</b>           | <b>0</b>        | <b>61</b> | <b>-</b> | <b>61</b>      | <b>53</b>  |

**38.00 Workers' Profit Participation Fund (WPPF)**

Exemption of implementing provision for WPPF as per Labour Act, 2006 (Amendment 2013) for Power Producer in Private Sector is under consideration of Ministry of Labour and Employment consequence of the request made by the Ministry of Power, Energy and Mineral Resources (MPEMR) vide their letter # 27.00.0000.071.31.002.2013.278 dated 31 May 2017 with a ground of highly capital-intensive power industry. Initially on 13 March 2017; Bangladesh Independent Power Producers' Association (BIPPA) requested to MPEMR vide letter # BIPPA/SGO/MoPE&MR/2017/049 regarding the issue.

In view of that the Management of the Company has decided not to recognize provision for WPPF until the decision of Ministry of Labor and Employment is made out.

**39.00 Risk management:**

The company continuously evaluates all risk that affect the company affairs including following Financial Risk.

- Credit Risk;
- Liquidity Risk;
- Market Risk

In this respect, both Audit Committee and Internal Audit Department assist the Board by submitting annual report.

**a. Credit risk:**

Credit Risk is the risk of financial loss of the company if a client fails to meet its contractual obligation to the company. The sole client of the company is Bangladesh Power Development Board. All claims of the company are settled on regular basis as per terms of Agreement. We consider that receivable of the company is good and the risk of bad debts is minimum.

**b. Liquidity risk:**

Liquidity Risk is the risk that the company will not be able to meet its financial obligations as they fall due. In meeting liquidity requirements, the company adopts a strict policy of managing its assets keeping liquidity as a vital focus and therefore monitors liquidity on a daily basis.

**c. Market risk:**

Market Risk is the risk that changes in market prices which will affect the company's income or the value of its holding of financial instruments. The Company considers two types of risk when evaluating market risk ; Interest Rate Risk and Exchange Rate Risk. These two market risks are discussed separately below :

**Interest rate risk:**

Interest rate risk arises when changes in interest rates have an impact to the future cash flows of financial instrument's fair values. To mitigate the interest rate risk Finance department always monitor the Bank Interest Rate and choose/shift best alternative rate for borrowings and lending.

**Exchange rate risk:**

The Company is exposed to currency risk as it imports machinery and equipment against payment of international currencies (USD and EURO). Unfavorable volatility or currency fluctuations may increase import cost and thus affect profitability of the company. However, the management of the company is fully aware of the risks associated with currency fluctuations. Major imported machinery and equipment purchases from abroad has been settled. Currently spare parts are being procured from suppliers from various countries. At the time of price negotiation with suppliers exchange rate is considered sharply. Therefore, management believes that currency risk is not going to hamper business of the Company.

**40.00 General disclosures:**

- a. Comparative figures of advance against share money have been restated from shareholders equity to non current liabilities to confirm with the current year's presentation. Initially the management has recognised share money deposit as equity instrument. However, as per IAS-32 "Financial Instrument Presentation", the said instrument does not meet the recognition criteria of equity instrument. Thus, the share money deposit has been reclassified as non current liability. This restatement does not affect other line item of financial statements or the earnings per share (EPS).

**41.00 Events after reporting year:**

- a. The board of directors at its meeting held on October 21, 2020 has declared no dividend for the year ended on June 30, 2020.



**DIRECTORS' REPORT  
to the Shareholders of  
Baraka Shikalbaha Power Limited  
For the year ended June 30, 2020**

---

**Bismillahir Rahmanir Rahim**

**Dear Shareholders, Assalamualaikum,**

On behalf of the Board of the Directors and Management of Baraka Shikalbaha Power Limited (BSPL), I delightfully welcome you all to the 3rd Annual General Meeting of the Company. We are pleased to present herewith the Directors' Report on operational activity of the company and the Financial Statements of the Company for the year ended June 30, 2020 thereon, for your valued consideration, approval and adoption.

#### **State of the Company's Affairs**

BSPL was incorporated on December 13, 2017. By the grace of the Almighty; with the support of our stakeholders including the owners, the expert Board Members and the dedicated work force, we have started commercial operation of a 105 MW HFO based Power Plant at Patiya, Chattogram within 1 year and 5 months of incorporation. It a great success to be able to complete such an enormous and complicated project in such a short span of time. Dear stakeholders, you would be proud to know that the Honorable Prime Minister, Sheikh Hasina formally Inaugurated the 105 MW Power Plant of Baraka Shikalbaha Power Limited on November 13, 2019. This is a very auspicious and memorable moment for all of us.

After COD, till date the power plant is supplying electricity to the national grid uninterruptedly as per demand of BPDB. On June 24, 2020 the power plant has successfully passed its dependable capacity test securing capacity of 105. MW. During the year 2019-20 the company earned a Gross Profit of Tk. 106,63,25,370/- resulting to Total Comprehensive Income of Tk. 22,81,22,225/-. Earnings Per Share of the Company in the year 2019-20 stood Tk. 24.01 against Tk. 8.00 in the year 2018-19.

Due to the worldwide devastation of the Coronavirus and implementation of nationwide lockdown, demand for electricity was not as high as it was anticipated. Moreover, some development activities regarding the grid line was also hampered. As a result, demand of electricity from the plant was also low during the year under review. However, we are optimistic that the post COVID financial performance of the Company will be much better.

#### **Dividend & Reserve**

During the year 2019-20 Net Profit After Tax and Retained Earnings of the Company is Tk. 22,81,22,225/- and Tk. 29,76,58,721/- respectively. Since full project financing of the Company is yet to be collected, the Board believes that it would be better to retain the profit of the Company to meet its financial requirements. Moreover, capital structuring of the Company is still under process. Accordingly, the Board of Directors of the company has recommended No dividend for the year 2019-20.

#### **Material Changes During the Year 2019-20**

During the year 2019-20, no major changes were made in the nature of the company's business or in the class of business in which the company has interest.

#### **Reservation, Qualification or Adverse Remark in the Auditor's Report**

The statutory auditor M/S Masih Muhith Haque & Co., Chartered Accountants has not issued any reservation, qualification or adverse remark in their report relating to year 2019-20.

### Directors Responsibility to Shareholders

In line with the applicable laws in Bangladesh, the Directors confirms, to the best of their knowledge that-

- i. The financial statements prepared by the management of the company present fairly its state of affairs, the result of its operations, cash flows and changes in equity;
- ii. Proper books of account of the company have been maintained;
- iii. 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;
- iv. International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed;
- v. The system of internal control is sound in design and has been effectively implemented and monitored;
- vi. There are no significant doubts upon the company's ability to continue as a going concern.

### Acknowledgement

Finally, the Board of Directors would like to place on record its deep gratitude to the humble shareholders for their kind co-operation and support towards the business of the Company.

The Board would like to express their grateful appreciation for the assistance and co-operation received from the Regulatory Authorities, Banks & Financial Institutions, Insurance Companies, Service Providers and the Executives of the Company.

The Board of Directors would like to put on record its deep appreciation of the efforts made by the employees of the company. Their commitment and passion, both individually and through team work have help the company to achieve the success that it is today.

We look forward to even better days ahead.

On behalf of the Board of Directors

Sd/-

**Gulam Rabbani Chowdhury**

Chairman

**Amended  
Independent Auditor's report  
To the Shareholders  
of  
Baraka Shikabaha Power Limited (BSPL)**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of **Baraka Shikalbaha Power Limited ("the Company")** which comprise the Statement of Financial Position as at June 30, 2020 and the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the Financial Position of the company as at June 30, 2020, and the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

**Basis for Opinion**

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the entity in accordance with the ethical requirement that is relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Emphasis of Matter**

We draw attention to Note 37 of the financial statements, which describes the reason for not recognizing the Workers' Profit Participation Fund (WPPF) by the company. Our opinion is not modified in respect of this matter.

**Other matter**

We earlier issued an audit opinion on October 21, 2020 which is now reissued. As per IAS-1, "Presentation of Financial Statements" and IAS-8 "Accounting Policies, Changes in Accounting Estimates and Errors", the management has included the required presentation and disclosures for advance against share issue. Details are referred to in the note 39 of the financial statements. Our opinion is not modified in respect of this matter.

**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 that give a true & fair view in accordance with IFRSs, 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 entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identified and assessed 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.
- Obtained 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 Entity's internal control.
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Concluded 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 Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluated 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.
- Obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with management 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.

#### **Report on Other Legal and Regulatory Requirements**

In accordance with the Companies Act 1994 and The Securities and Exchange Rules 1987 and other applicable laws and regulations, we also report the following:

- 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;
- 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;
- The Company's statement of financial position and statement of Comprehensive Income and Statement of Cash Flows dealt with by the report are in agreement with the books of account books;
- The expenditures incurred and payments made were for the purpose of the company's business books.

Dated: March 03, 2021  
Place: Dhaka

**Masih Muhith Haque & Co.**  
**Chartered Accountants**  
**RSM in Bangladesh**  
**RJSC Registration No. P-36255**  
**Sd/-**  
**Masih Malik Chowdhury FCA**  
**Enrollment No. 337**  
**DVC: 2103040337AS357753**

**Baraka Shikalbaha Power Limited**  
Statement of Financial Position  
As at June 30, 2020

| Assets                                    | Notes/sch | As at<br>June 30, 2020<br>Amount (Tk.) | As at<br>June 30, 2019<br>Amount (Tk.)<br>Restated | As at<br>June 30, 2019<br>Amount (Tk.) |
|---|-----------|--|--|--|
| <b>Non-Current Assets</b>                 |           |  |  |  |
| Property, Plant & Equipment               | 4.00      | 6,884,733,033                          | 6,970,536,601                                      | 6,970,536,601                          |
| Capital Work in Progress                  | 5.00      | -                                      | 3,964,685  | 3,964,685                              |
|   |           | <b>6,884,733,033</b>                   | <b>6,974,501,286</b>                               | <b>6,974,501,286</b>                   |
| <b>Current Assets</b>                     |           |  |  |  |
| Inventories                               | 6.00      | 486,751,485                            | 151,814,129  | 151,814,129                            |
| Advance, Deposit and prepayments          | 7.00      | 36,132,862                             | 51,487,808   | 51,487,808                             |
| Accounts Receivable                       | 8.00      | 391,210,799                            | 542,778,761  | 542,778,761                            |
| Other Receivable                          | 9.00      | 964,110                                | -  | -                                      |
| Cash & Cash Equivalent                    | 10.00     | 38,139,378                             | 8,774,209  | 8,774,209                              |
| <b>Total Current Assets</b>               |           | <b>953,198,634</b>                     | <b>754,854,907</b>                                 | <b>754,854,907</b>                     |
| <b>TOTAL ASSETS</b>                       |           | <b>7,837,931,667</b>                   | <b>7,729,356,193</b>                               | <b>7,729,356,193</b>                   |
| <b>EQUITY &amp; LIABILITIES</b>           |           |  |  |  |
| <b>Shareholders' Equity</b>               |           |  |  |  |
| Share Capital                             | 11.00     | 95,000,000                             | 95,000,000   | 95,000,000                             |
| Share money Deposit                       |           | -                                      | -  | 192,500,000                            |
| Retained Earnings                         |           | 297,658,721                            | 69,050,814   | 69,050,814                             |
| <b>Total Shareholders' Equity</b>         |           | <b>392,658,721</b>                     | <b>164,050,814</b>                                 | <b>356,550,814</b>                     |
| <b>Non Current Liabilities</b>            |           |  |  |  |
| Advance against Share Issue               | 12.00     | 698,250,000                            | 192,500,000  | -                                      |
|   |           | <b>698,250,000</b>                     | <b>192,500,000</b>                                 | <b>-</b>                               |
| <b>Current Liabilities</b>                |           |  |  |  |
| Short Term Loan                           | 13.00     | 2,363,895,751                          | 1,130,699,440                                      | 1,130,699,440                          |
| Deferred Liabilities                      | 14.00     | 3,400,984,091                          | 4,146,756,419                                      | 4,146,756,419                          |
| Provision for Taxes                       | 15.00     | 126,385                                | 241,292  | 241,292                                |
| Liabilities for Expenses                  | 16.00     | 9,279,135                              | 2,862,423  | 2,862,423                              |
| Current Account with Related Parties      | 17.00     | 806,326,256                            | 772,208,840  | 772,208,840                            |
| Accounts Payable                          | 18.00     | 19,501,695                             | 1,320,036,965                                      | 1,320,036,965                          |
| Other Liabilities                         | 19.00     | 146,909,633                            | -  | -                                      |
| <b>Total Current Liabilities</b>          |           | <b>6,747,022,946</b>                   | <b>7,372,805,379</b>                               | <b>7,372,805,379</b>                   |
| <b>TOTAL EQUITY &amp; LIABILITIES</b>     |           | <b>7,837,931,667</b>                   | <b>7,729,356,193</b>                               | <b>7,729,356,193</b>                   |
| <b>Net Assets Value Per Share (NAVPS)</b> | 28.00     | <b>41.33</b>                           | <b>17.27</b>                                       | <b>37.53</b>                           |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Sd/-  
Director

Dated: Dhaka  
March 03, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103040337AS357753

**Baraka Shikalbaha Power Limited**  
Statement Of Profit or Loss and Other Comprehensive Income  
For the year ended June 30, 2020

| Particulars   | Notes | For the year ended           |                              |
|---|-------|------------------------------|------------------------------|
|   |       | June 30, 2020<br>Amount (Tk) | June 30, 2019<br>Amount (Tk) |
| Revenue   | 20.00 | 2,184,994,613                | 542,778,761                  |
| Cost of Sales   | 21.00 | (1,118,669,243)              | (405,811,667)                |
| <b>Gross Profit</b>                                   |       | <b>1,066,325,370</b>         | <b>136,967,094</b>           |
| General & Administrative Expenses                     | 22.00 | (98,207,784)                 | (36,761,547)                 |
| <b>Profit (Loss) from operation</b>                   |       | <b>968,117,586</b>           | <b>100,205,547</b>           |
| Other Income  | 23.00 | (24,660,678)                 | 676,152                      |
| Charges for Delay in Commissioning                    | 24.00 | (312,007,500)                | -                            |
| Financial Expenses                                    | 25.00 | (403,234,267)                | (24,689,791)                 |
| <b>Profit (Loss) before Tax</b>                       |       | <b>228,215,141</b>           | <b>76,191,908</b>            |
| Income Tax Expenses                                   | 26.00 | (92,916)                     | (236,653)                    |
| <b>Profit (Loss) after Tax</b>                        |       | <b>228,122,225</b>           | <b>75,955,255</b>            |
| Other Comprehensive Income/(Loss)                     |       | -                            | -                            |
| <b>Total Comprehensive Income/(Loss) for the year</b> |       | <b>228,122,225</b>           | <b>75,955,255</b>            |
| <b>Earnings per Share:</b>                            |       |                              |                              |
| Basic Earnings Per Share<br>(Par value of Tk 10 each) | 27.00 | <b>24.01</b>                 | <b>8.00</b>                  |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
March 03, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103040337AS357753

**Baraka Shikalbaha Power Limited**  
Statement of Changes in Equity  
For the year ended June 30, 2020

Amount in Taka

| Particulars                            | Share Capital     | Retained Earnings  | Total              |
|--|-------------------|--------------------|--------------------|
| <b>Balance as on 01-07-2019</b>        | 95,000,000        | 69,050,814         | 164,050,814        |
| Net Profit/(Loss) during the year      |                   | 228,122,225        | 228,122,225        |
| Prior Year Adjustment for FDR Interest |                   | 485,682            | 485,682            |
| <b>Balance as on 30-06-2020</b>        | <b>95,000,000</b> | <b>297,658,721</b> | <b>392,658,721</b> |
| Particulars                            | Share Capital     | Retained Earnings  | Total              |
| <b>Balance as on 01-07-2018</b>        | 95,000,000        | (6,904,441)        | 88,095,559         |
| Net Profit/(Loss) during the year      |                   | 75,955,255         | 75,955,255         |
| <b>Balance as on 30-06-2019</b>        | <b>95,000,000</b> | <b>69,050,814</b>  | <b>164,050,814</b> |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
March 03, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103040337AS357753

**Baraka Shikalbaha Power Limited**  
Statement of Cash Flows  
For the year ended June 30, 2020

| Particulars  | Note  | For the year ended           |                              |
|--|-------|------------------------------|------------------------------|
|  |       | June 30, 2020<br>Amount (Tk) | June 30, 2019<br>Amount (Tk) |
| <b>Cash Flow from Operating Activities:</b>          |       |                              |                              |
| Cash Receipts from Customer & others                 |       | 2,141,028,027                | 184,650                      |
| Cash Paid to Suppliers and others                    |       | (1,695,669,663)              | (99,515,172)                 |
| <b>Cash Generated from operating Activities</b>      |       | <b>445,358,364</b>           | <b>(99,330,522)</b>          |
| Income Tax Paid                                      |       | (411,037)                    | (7,183)                      |
| Financial Income / (Expenses)                        |       | (42,102,323)                 | (3,244,087)                  |
| <b>Net Cash from Operating Activities</b>            |       | <b>402,845,004</b>           | <b>(102,581,792)</b>         |
| <b>Cash Flow from Investing Activities:</b>          |       |                              |                              |
| Acquisition of PPE                                   |       | (1,907,559,986)              | (560,204,624)                |
| Disposal of PPE                                      |       | 1,557,500                    | -                            |
| <b>Net Cash Used in Investing Activities</b>         |       | <b>(1,906,002,486)</b>       | <b>(560,204,624)</b>         |
| <b>Cash Flow from Financing Activities:</b>          |       |                              |                              |
| Share Capital  |       | -                            | -                            |
| Short Term Loan                                      |       | 1,069,525,977                | 75,849,226                   |
| Advance against Share Issue                          |       | 505,750,000                  | 192,500,000                  |
| Current Account with Related Parties                 |       | (42,753,326)                 | 393,606,288                  |
| <b>Net Cash Generated from Financing Activities</b>  |       | <b>1,532,522,651</b>         | <b>661,955,514</b>           |
| <b>Net Cash Inflow/(Outflow) for the year</b>        |       | <b>29,365,169</b>            | <b>(830,902)</b>             |
| <b>Opening Cash &amp; Cash Equivalents</b>           |       | <b>8,774,209</b>             | <b>9,605,111</b>             |
| <b>Closing Cash &amp; Cash Equivalents</b>           |       | <b>38,139,378</b>            | <b>8,774,209</b>             |
| <b>The above balance consists of the followings:</b> |       |                              |                              |
| Cash in hand   |       | 663,090                      | 416,870                      |
| Cash at Bank   |       | 37,476,288                   | 8,357,339                    |
| <b>Total</b>   |       | <b>38,139,378</b>            | <b>8,774,209</b>             |
| <b>Net Operating Cash Flows Per Share (NOCFPS)</b>   | 30.00 | <b>42.40</b>                 | <b>(10.80)</b>               |

The accounting policies and other notes form an integral part of these financial statements.

The financial Statements were approved and authorized by the board of directors on October 21, 2020 and signed for and on behalf of the board.

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
March 03, 2021

Sd/-  
Masih Malik Chowdhury FCA  
Engagement Partner  
Masih Muhith Haque & Co.  
Chartered Accountants  
RSM in Bangladesh  
DVC: 2103040337AS357753



**Baraka Shikalbaha Power Limited**  
Notes to the Financial Statements  
as at and for the year ended June 30, 2020

**1.00 Reporting Entity:**

**1.01 Background of the Company:**

Baraka Shikalbaha Power Limited (hereinafter referred to as the Company) was incorporated in Bangladesh on December 13, 2017 as a Private Limited Company having its registered office at 6/A/1 (1st and 2nd floor), Segunbagicha, Dhaka-1000. On December 12, 2018 the Company was converted as Public Limited Company under the Companies Act, 1994.

**1.02 Nature of the business:**

The principal activity of the Company is to set up power plants for generation and supply of electricity. Baraka Patenga Power Limited, Sponsor of company submitted proposal to Power Division, Ministry of Power, Energy & Mineral Resources (MPEMR) to implement 105MW IPP power plant on BOO basis and subsequently Bangladesh Power Development Board (BPDB) has issued Letter of Intent (LOI) to Baraka Patenga Power Limited and its consortium vide their memo no. 27.11.0000.101.14.021.18-869 dated 28-02-2018 for implementing HFO fired IPP power plant having capacity of 105 MW on BOO (Build, Own, Operate) basis at Shikalbaha, Chittagong for term of 15 years from the commercial operation date (COD). The required COD of the new plant is 9 months from the date of LOI. Baraka Shikalbaha Power Limited has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on August 19, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day. BPPL formed Baraka Shikalbaha Power Limited with 51% shareholding under which the aforesaid 105MW power plant is implementing.

The 105 MW HFO fired power plant located at Kolagaon, Patiya, Chattogram started its commercial operation from May 24, 2019 and supplying electricity to the national grid uninterruptedly.

**2.00 Basis of Preparation and Presentation of the Financial Statements:**

**2.01 Statement of Compliance:**

The financial statements have been prepared in accordance with International Accounting Standards (IAS), International Financial Reporting Standards (IFRS), the Companies Act, 1994 and other laws and regulations applicable in Bangladesh.

The following International Accounting Standards were applied for the preparation of the financial statements for the year under review:

|          |   |
|----------|---|
| IAS - 1  | Presentation of Financial Statements                            |
| IAS - 2  | Inventories   |
| IAS - 7  | Statement of Cash Flows   |
| IAS - 8  | Accounting Policies, Changes in Accounting Estimates and Errors |
| IAS - 10 | Events after the reporting year                                 |
| IAS - 12 | Income Taxes  |
| IAS - 16 | Property, Plant & Equipment                                     |
| IAS - 21 | The Effects of Changes in Foreign Exchange Rates                |
| IAS - 23 | Borrowing Costs   |
| IAS - 24 | Related Party Disclosures                                       |
| IAS - 32 | Financial Instruments: Presentation                             |
| IAS - 33 | Earnings per Share  |
| IAS - 37 | Provisions, Contingent Liabilities and Contingent Assets.       |
| IAS - 39 | Financial Instruments: Recognition and Measurement              |
| IFRS 7   | Financial Instruments: Disclosures                              |
| IFRS 9   | Financial Instruments   |
| IFRS 15  | Revenue from contracts with customers                           |
| IFRS 16  | Leases  |

## **2.02 Other regulatory compliances**

In addition to the aforesaid, the Company is also required to comply with the following in addition to the Companies Act 1994 and other applicable laws and regulations:

The Securities and Exchange Rules 1987  
The Income Tax Ordinance 1984  
The Income Tax Rules 1984  
Value Added Tax & Supplementary Duty Act, 2012  
Value Added Tax & Supplementary Duty Rules, 2016

## **2.03 Date of Authorization**

The Board of Directors authorized the financial statements for issue on October 21, 2020.

## **2.04 Reporting Year:**

The financial year of the Company covers from July 01, 2019 to June 30, 2020.

## **2.05 Accrual Basis of Accounting**

These financial statements have been prepared under the accrual basis of accounting.

## **2.06 Basis of Measurement:**

All the elements of financial statements have been measured on “Historical Cost” basis which is one of the most commonly adopted basis as provided in “The Conceptual Framework for Financial Reporting” issued by the International Accounting Standards Board (IASB).

## **2.07 Responsibility for Preparation and Presentation of Financial Statements:**

The Board of Directors is responsible for the preparation of financial statements under section 183 of the Companies Act, 1994 and as per the provision of “The Framework for the Preparation and Presentation of Financial Statements” issued by the International Accounting Standard (IAS).

## **2.08 Use of Estimates and Judgment:**

The preparation of financial statements in conformity with IASs requires management to make judgments, 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 on going basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised if the revision affects only that year, or in the year of revision and future years if the revision affects both current and future years. In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the financial statements are described in the following notes:

Note 04: Property, Plant & Equipment (considering useful life of assets);

Note 06: Inventories;

Note 08: Accounts Receivable;

Note 16: Liabilities for expenses;

Note 17: Provision for Income Tax;

## **2.09 Functional and Presentational Currency and Level of Precision:**

The financial statements are prepared in Bangladeshi Taka (Taka/Tk./BDT) which is the Company's both functional currency and presentation currency. All financial information presented in Taka and have been rounded off to the nearest Taka.

### 3.00 Significant Accounting Policies:

The accounting policies set out below have been applied consistently throughout the year presented in these financial statements.

#### 3.01 Property, Plant and Equipment:

##### a. Recognition and Measurement:

In compliance with IAS-16 (Property, Plant & Equipment) items of property, plant and equipment (PPE), excluding land, are initially measured at cost less accumulated depreciation and accumulated impairment losses, if any. Land is measured at cost. The cost of an item of PPE comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates and any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the intended manner.

##### b. Capitalization of Borrowing Cost:

Finance costs that are directly attributable to the construction of plants are included in the cost of those plants in compliance with IAS-23: Borrowing Cost, allowed alternative treatment. Capitalization of borrowing costs cease from the date of the report submitted by commercial test witness committee which, in accordance with Power Purchase Agreement, confirms the availability of plants for use.

##### c. Subsequent Costs:

The cost of replacing 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 cost of the day to day maintaining cost on PPE are recognized in the Statement of Profit or Loss and Other Comprehensive Income as incurred.

##### d. Depreciation:

No depreciation is charged on land and land development.

Depreciation is recognized in the Statement of Profit or Loss and Other Comprehensive Income on a straight line basis over the estimated useful lives of each item of property, plant & equipment.

Each item of PPE are depreciated from the day in which the assets comes into use or capitalized. In case of disposals, no depreciation is charged in the month of disposal.

The rate of depreciation on PPE for the current year as follows:

| Name of the Assets            | As at June 30, 2020 |
|-------------------------------|---------------------|
| Land & Land development       | -                   |
| Furniture & Fixtures          | 10%                 |
| Office & Electrical Equipment | 20%                 |
| Office Decoration             | 20%                 |
| Building & Civil Construction | 6.67%               |
| Plant & Machineries           | 3%                  |

##### e. Retirements and Disposals:

An asset is derecognized on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gains or losses arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognized as gain and loss from disposal of asset under other income in the Statement of Profit or Loss and Other Comprehensive Income.

##### f. Impairment

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset should be reduced to its recoverable amount. That reduction is an impairment loss. An impairment loss is recognized as an expense in the Statement of Profit or Loss and Other Comprehensive Income.

### **3.02 Financial Instruments**

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the company becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit or Loss and Other Comprehensive Income.

### **3.03 Leases**

A number of new standards and amendments to standards are issued but not yet effective for annual years beginning after 1 January 2019 and earlier application is permitted. However, the company has not adopted the IFRS 16 in preparing these financial statements. None of these are expected to have a significant effect on the financial statements of the company as the existing leases are cancellable and / or of short duration.

### **3.04 Inventories**

#### **a. Recognition and Measurement:**

Inventories are stated at the lower of cost and net realizable value on a 'first in first out' basis. Cost comprises of direct materials and delivery costs, direct labour, import duties and other taxes. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

#### **b. Impairment**

The provision for impairment of inventories assessment requires a degree of estimation and judgment. The level of the provision is assessed by taking into account the recent purchase experience, the ageing of inventories and other factors that affect inventory obsolescence.

### **3.05 Advances, Deposits & Prepayments**

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads such as PPE or inventory etc.

### **3.06 Cash and Cash Equivalents:**

For the purpose of Financial position and Cash Flow Statements, Cash in hand and Bank balances represent cash and cash equivalents considering the IAS-1 "Presentation of Financial Statements" and IAS-7 "Statement of Cash Flow", which provide that Cash and Cash equivalents are readily convertible to known amounts of Cash and are subject to an insignificant risk of changes in value and are not restricted as to use.

### **3.07 Statement of Cash Flows:**

Statement of Cash Flow is prepared principally in accordance with IAS-7 "Statement of Cash Flows" and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of IAS-7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method".

### **3.08 Provisions:**

A provision is recognized on the balance sheet date if, as a result of past events, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

### 3.09 Financial Expenses:

Financial expenses comprises interest expenses on loan. All borrowing costs are recognized in the Statement of Profit or Loss and Other Comprehensive Income using effective interest method except to the extent that they are capitalized in compliance with IAS-23: Borrowing Cost.

### 3.10 Income Tax:

#### a. Current Tax:

As per SRO no. 211/AIN/Incometax/2013 dated on July 01, 2013 and subsequent SROs related to this SRO, the corporate income tax has been exempted for private power generation companies by government. However, the income tax on other income is still applicable. Income tax on other income & financial income has recognized using tax rates enacted or substantively enacted at the reporting date. The tax rates used for reporting years are-

| Income Year | Tax Rates    |              |                 |
|-------------|--------------|--------------|-----------------|
|             | Other Income | Capital Gain | Dividend Income |
| 2018-2019   | 35%          | 15%          | 20%             |
| 2019-2020   | 35%          | 15%          | 20%             |

#### b. Deferred Tax:

As the Company is exempted from tax, there is no deferred tax is recognized in reporting year on temporary difference is accrued between the carrying amount of assets and liabilities for financial reporting purpose and amounts used for taxation purpose.

### 3.11 Contingencies:

Contingencies arising from claim, litigation assessment, fines, penalties etc. are recorded when it is probable that a liability has been incurred and the amount can reasonably be measured.

### 3.12 Impairment

At each reporting date indications of impairment are reviewed. We assessed Financial & Non-financial assets whether there is objective evidence that in impaired. As at June 30, 2020 the assessment of indicators of impairment reveals that impairment testing is not required for the company.

### 3.13 Earnings per Share:

The Company presents basic and diluted (when applicable) earnings per share (EPS) data for its ordinary shares.

#### a. Basic Earnings per Share:

Basic earnings per share is calculated by dividing the total comprehensive income attributable to the ordinary shareholders of the Company by the weighted average number ordinary share outstanding during the reported year.

#### b. Weighted average number of ordinary shares outstanding during the year:

This represents the number of ordinary shares outstanding at the beginning of the year plus the number of ordinary shares issued during the year multiplied by a time weighting factor. The time weighting factor is the number of days the specific shares are outstanding as a proportion of the number of days in the year.

#### c. Diluted Earnings Per Share:

A there were no potential ordinary shares issued by the Company, so no dilution is taken into effect.

**3.14 Events after Reporting Year:**

Events after reporting year that provide additional information about the Company's position at the balance sheet date are reflected in the financial statements. Events after reporting year that are not adjusting event are disclosed as off balance sheet items.

**3.15 Going concern**

The company has adequate resources to continue the operation for foreseeable future and hence, the financial statements have been prepared on going concern basis. Assessed by the management, there are no material uncertainties relating to events or conditions which may cause significant doubt upon the company's ability to continue as a going concern.

**3.16 Related party disclosure:**

As per International Accounting Standard (IAS -24) the parties are considered to be related if one of the party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. The company carried out transactions in the ordinary course of business on an arm's length basis with its related parties.

**Baraka Shikalbaha Power Limited**  
Schedule for Property, Plant & Equipment  
As at June 30, 2020

**Schedule-A**

| Particulars                        | Land & Land Development                 | Furniture & Fixtures                    | Office & Electrical Equipment   | Building & Civil Construction | Plant & Machineries  | Total                |
|------------------------------------|---|---|---|-------------------------------|----------------------|----------------------|
| <b>Rate of Depreciation</b>        | <b>0.00%</b>                            | <b>10.00%</b>                           | <b>20.00%</b>   | <b>6.67%</b>                  | <b>3.00%</b>         |                      |
| <b>Cost</b>                        |   |   |   |                               |                      |                      |
| Balance as on 01 July 2018         | 258,132,389                             | -                                       | 179,750   | -                             | -                    | 258,312,139          |
| Addition during the year           | -                                       | 521,445                                 | 3,957,879   | 739,880,344                   | 5,992,071,589        | 6,736,431,257        |
| Adjustment                         | -                                       | -                                       | -   | -                             | -                    | -                    |
| <b>Balance as on 30 June 2019</b>  | <b>258,132,389</b>                      | <b>521,445</b>                          | <b>4,137,629</b>  | <b>739,880,344</b>            | <b>5,992,071,589</b> | <b>6,994,743,396</b> |
| Balance as on 01 July 2019         | 258,132,389                             | 521,445                                 | 4,137,629   | 739,880,344                   | 5,992,071,589        | 6,994,743,396        |
| Prior Year Adjustment              | -                                       | -                                       | -   | -                             | (37,705,794)         | (37,705,794)         |
| Addition during the year           | 162,228,738                             | 51,751                                  | 2,840,357   | 17,670,201                    | -                    | 182,791,047          |
| Adjustment                         | (1,557,500)                             | -                                       | -   | -                             | -                    | (1,557,500)          |
| <b>Balance as on 30 June 2020</b>  | <b>418,803,627</b>                      | <b>573,196</b>                          | <b>6,977,986</b>  | <b>757,550,545</b>            | <b>5,954,365,795</b> | <b>7,138,271,149</b> |
| <b>Accumulated Depreciation</b>    |   |   |   |                               |                      |                      |
| Balance as on 01 July 2018         | -                                       | -                                       | 10,378  | -                             | -                    | 10,378               |
| Charged during the year            | -                                       | 32,825                                  | 310,819   | 5,137,810                     | 18,714,963           | 24,196,417           |
| Adjustment                         | -                                       | -                                       | -   | -                             | -                    | -                    |
| <b>Balance as on 30 June 2019</b>  | <b>-</b>                                | <b>32,825</b>                           | <b>321,197</b>  | <b>5,137,810</b>              | <b>18,714,963</b>    | <b>24,206,795</b>    |
| Balance as on 01 July 2019         | -                                       | 32,825                                  | 321,197   | 5,137,810                     | 18,714,963           | 24,206,795           |
| Charged during the year            | -                                       | 56,459                                  | 1,195,652   | 49,448,236                    | 178,630,974          | 229,331,321          |
| Adjustment                         | -                                       | -                                       | -   | -                             | -                    | -                    |
| <b>Balance as on 30 June 2020</b>  | <b>-</b>                                | <b>89,284</b>                           | <b>1,516,849</b>  | <b>54,586,046</b>             | <b>197,345,937</b>   | <b>253,538,116</b>   |
| <b>Written Down Value</b>          |   |   |   |                               |                      |                      |
| <b>As on 30 June 2019</b>          | <b>258,132,389</b>                      | <b>488,620</b>                          | <b>3,816,432</b>  | <b>734,742,534</b>            | <b>5,973,356,626</b> | <b>6,970,536,601</b> |
| <b>As on 30 June 2020</b>          | <b>418,803,627</b>                      | <b>483,912</b>                          | <b>5,461,137</b>  | <b>702,964,499</b>            | <b>5,757,019,858</b> | <b>6,884,733,033</b> |
| <b>Allocation of Depreciation:</b> | <b>for the year ended June 30, 2020</b> | <b>for the year ended June 30, 2019</b> |   |                               |                      |                      |
| Cost of Sales                      | 178,630,974                             | 18,714,963                              | (Depreciation expenses on Plant & Machinery considered as direct expenses)              |                               |                      |                      |
| General & Administrative Expenses  | 50,700,347                              | 5,481,454                               | (Other than depreciation expenses on Plant & Machinery considered as indirect expenses) |                               |                      |                      |
| <b>Total</b>                       | <b>229,331,321</b>                      | <b>24,196,417</b>                       |   |                               |                      |                      |

|             |   | As at<br>June 30, 2020<br>Taka | As at<br>June 30, 2019<br>Taka |
|-------------|---|--------------------------------|--------------------------------|
| <b>4.00</b> | <b>Property, Plant &amp; Equipment: Tk. 6,884,733,033</b> |                                |                                |
|             | <b>Cost</b>   |                                |                                |
|             | Opening Balance   | 6,994,743,396                  | 258,312,139                    |
|             | Prior Year Adjustment                                     | (37,705,794)                   | -                              |
|             | Addition during the year                                  | 182,791,047                    | 6,736,431,257                  |
|             | Adjustment  | (1,557,500)                    | -                              |
|             | <b>Closing Balance</b>                                    | <b>7,138,271,149</b>           | <b>6,994,743,396</b>           |
|             | <b>Accumulated Depreciation</b>                           |                                |                                |
|             | Opening Balance   | 24,206,795                     | 10,378                         |
|             | Charged during the year                                   | 229,331,321                    | 24,196,417                     |
|             | Adjustment  | -                              | -                              |
|             | <b>Closing Balance</b>                                    | <b>253,538,116</b>             | <b>24,206,795</b>              |
|             | <b>Written Down Value</b>                                 | <b>6,884,733,033</b>           | <b>6,970,536,601</b>           |
|             | Details of PPE is stated in Annexure-A.                   |                                |                                |
| <b>5.00</b> | <b>Capital Work in Progress : Tk. 0</b>                   |                                |                                |
|             | Building and Civil Construction                           | -                              | 3,964,685                      |
|             | Plant & Machinery   | -                              | -                              |
|             |   | <b>-</b>                       | <b>3,964,685</b>               |
| <b>6.00</b> | <b>Inventories: Tk. 486,751,485</b>                       |                                |                                |
|             | Opening Balance   | 151,814,129                    | -                              |
|             | Add: Purchase during the year                             | 1,175,482,966                  | 516,577,863                    |
|             |   | 1,327,297,095                  | 516,577,863                    |
|             | Less: Consumption during the year                         | 840,545,610                    | 364,763,734                    |
|             | <b>Closing Balance</b>                                    | <b>486,751,485</b>             | <b>151,814,129</b>             |
| <b>6.01</b> | <b>Closing Balance of Inventories: Tk. 486,751,485</b>    |                                |                                |
|             | <b>Quantity</b>   |                                |                                |
|             | HFO   | 12,244,832 Ltr                 | 457,402,893                    |
|             | Diesel  | 8,280 Ltr.                     | 517,583                        |
|             | Spare Parts   | 78,224 pcs                     | 22,047,557                     |
|             | Lube Oil  | 27,253 Ltr.                    | 6,758,850                      |
|             | Other Lubricants & Chemical                               | 205 Itms                       | 24,602                         |
|             | <b>Total</b>  | <b>486,751,485</b>             | <b>151,814,129</b>             |
| <b>7.00</b> | <b>Advance, Deposit and Prepayments: Tk. 36,132,862</b>   |                                |                                |
|             | <b>Advances:</b>  |                                |                                |
|             | Advance Income Tax  | 233,369                        | 30,155                         |
|             | Advance against Vehicle                                   | 5,000,000                      | 5,000,000                      |
|             | Advance against Land                                      | 3,958,000                      | 19,609,831                     |
|             | Advance against Tank Rent                                 | 6,481,564                      | -                              |
|             | Advance for Office Rent                                   | 117,000                        | 33,000                         |
|             | Advance for Service                                       | 327,500                        | -                              |
|             | Advance for PPE   | 1,228,159                      | 6,306,753                      |
|             | Advance for Inventory                                     | 1,690,241                      | -                              |
|             | <b>Sub Total</b>  | <b>19,035,833</b>              | <b>30,979,739</b>              |
|             | <b>Deposits:</b>  |                                |                                |
|             | Bank Guarantee Margin                                     | 15,152,919                     | 19,481,669                     |
|             | Deposit for Electricity Connection                        | 600,000                        | 600,000                        |
|             | Deposit to Port Authority (Jetty)                         | 426,400                        | 426,400                        |
|             | <b>Sub Total</b>  | <b>16,179,319</b>              | <b>20,508,069</b>              |
|             | <b>Prepayments</b>  |                                |                                |
|             | Prepayments against Insurance Premium                     | 917,710                        | -                              |
|             | <b>Sub Total</b>  | <b>917,710</b>                 | <b>-</b>                       |
|             | <b>Grand Total</b>  | <b>36,132,862</b>              | <b>51,487,808</b>              |
| <b>8.00</b> | <b>Accounts Receivables: Tk. 391,210,799</b>              |                                |                                |
|             | Bangladesh Power Development Board (BPDB)                 | 391,210,799                    | 542,778,761                    |
|             | <b>Total</b>  | <b>391,210,799</b>             | <b>542,778,761</b>             |



|  |  |                     | As at<br>June 30, 2020 | As at<br>June 30, 2019 |
|--|--|---------------------|------------------------|------------------------|
| <b>Aging Schedule of Accounts Receivables:</b>                   |  |                     |                        |                        |
| <u>Duration</u>  |  |                     |                        |                        |
| Invoiced 0-30 days   |  |                     | 161,511,225            | 542,778,761            |
| Invoiced 31-60 days  |  |                     | 113,061,768            | -                      |
| Invoiced 61-90 days  |  |                     | 116,637,806            | -                      |
| Invoiced 91-180 days   |  |                     | -                      | -                      |
| Invoiced 181-365 days  |  |                     | -                      | -                      |
| Invoiced over 365 days   |  |                     | -                      | -                      |
| <b>Total</b>   |  |                     | <b>391,210,799</b>     | <b>542,778,761</b>     |
| Debts exceeding 06 months  |  |                     | -                      | -                      |
| Other debts less provision                                       |  |                     | 391,210,799            | 542,778,761            |
|  |  |                     | <b>391,210,799</b>     | <b>542,778,761</b>     |
| Debts considered good and secured                                |  |                     | 391,210,799            | 542,778,761            |
|  |  |                     | <b>391,210,799</b>     | <b>542,778,761</b>     |
| <b>9.00</b>  | <b>Other Receivables: Tk. 964,110</b>              |                     |                        |                        |
|  | Interest on FDR                                    |                     | 964,110                | -                      |
|  | <b>Total</b>                                       |                     | <b>964,110</b>         | -                      |
| <b>10.00</b>   | <b>Cash &amp; Cash Equivalents: Tk. 38,139,378</b> |                     |                        |                        |
|  | Cash in Hand                                       |                     | 663,090                | 416,870                |
|  | <b>Sub Total</b>                                   |                     | <b>663,090</b>         | <b>416,870</b>         |
|  | <b>Cash at Bank &amp; NBFI</b>                     |                     |                        |                        |
|  | Trust Bank Ltd, Sylhet Corporate Br.               |                     | -                      | -                      |
|  | UCBL, Bijoynagar Br.                               |                     | 5,345,000              | 198,933                |
|  | City Bank Ltd, Gulshan Br.                         |                     | 118,068                | 145,935                |
|  | Habib Bank Ltd                                     |                     | 2,240                  | 2,355                  |
|  | Bank Asia Ltd, Chaktai Br.                         |                     | 38,858                 | -                      |
|  | Trust Bank Ltd. Kakrail Branch                     |                     | 31,967,916             | 8,010,116              |
|  | Modhumoti Bank                                     |                     | 4,206                  | -                      |
|  | <b>Sub Total</b>                                   |                     | <b>37,476,288</b>      | <b>8,357,339</b>       |
|  | <b>Grand Total</b>                                 |                     | <b>38,139,378</b>      | <b>8,774,209</b>       |
| Cash in hand has been counted by the management at the year end. |  |                     |                        |                        |
| <b>11.00</b>   | <b>Share Capital: Tk. 95,000,000</b>               |                     |                        |                        |
|  | <b>Authorized:</b>                                 |                     |                        |                        |
|  | 200,000,000 Ordinary Shares of Tk. 10 each and     |                     | <b>3,000,000,000</b>   | <b>3,000,000,000</b>   |
|  | 100,000,000 Preference Shares of Tk 10 each        |                     |                        |                        |
|  | <b>Issued, Subscribed and Paid-up:</b>             |                     |                        |                        |
|  | 950,000 Ordinary Shares of Tk. 10 each             |                     | <b>95,000,000</b>      | <b>95,000,000</b>      |
|  | <b>Shareholding Position was as follows:</b>       |                     |                        |                        |
|  | <b>Name of shareholders</b>                        | <b>No. of Share</b> | <b>%</b>               |                        |
|  | Baraka Patenga Power Limited                       | 4,845,000           | 51.00%                 | 48,450,000             |
|  | Baraka Power Limited                               | 1,900,000           | 20.00%                 | 19,000,000             |
|  | Fusion Holdings (Pvt) Limited                      | 2,389,884           | 25.16%                 | 23,898,840             |
|  | Fahim Ahmed Faruk Chowdhury                        | 316,666             | 3.33%                  | 3,166,660              |
|  | Gulam Mohammed Chowdhury                           | 15,200              | 0.16%                  | 152,000                |
|  | Gulam Isdani Chowdhury                             | 15,200              | 0.16%                  | 152,000                |
|  | Rukon Uddin Chowdhury                              | 18,050              | 0.19%                  | 180,500                |
|  | <b>Total</b>                                       | <b>9,500,000</b>    | <b>100.00%</b>         | <b>95,000,000</b>      |

|   | As at<br>June 30, 2020 | As at<br>June 30, 2019 |
|---|------------------------|------------------------|
| <b>12.00 Advance against Share Issue : Tk. 698,250,000</b>  |                        |                        |
| Opening Balance   | 192,500,000            | -                      |
| Received During the year  | 505,750,000            | 192,500,000            |
|   | 698,250,000            | 192,500,000            |
| Adjustment During the year  | -                      | -                      |
|   | <b>698,250,000</b>     | <b>192,500,000</b>     |
| <b>This is made up as follows:</b>  |                        |                        |
| Baraka Power Limited  | 285,000,000            | 185,000,000            |
| Fusion Holdings Ltd   | 361,456,160            | -                      |
| Mr. Mahmud Alam & Ms. Nasrin Sultana  | 5,000,000              | 5,000,000              |
| Mr. Mashud Ahmed Chowdhury  | 2,500,000              | 2,500,000              |
| Mr. Gulam Mohammed Chowdhury  | 2,348,000              | -                      |
| Mr. Gulam Isdani Chowdhury  | 2,348,000              | -                      |
| Mr. Rukon Uddin Chowdhury   | 7,764,500              | -                      |
| Mr. Fahim Ahmed Faruk Chowdhury   | 31,833,340             | -                      |
|   | <b>698,250,000</b>     | <b>192,500,000</b>     |
| This amount includes various amounts received from shareholders throughout the financial year for the new share issue. However, the number of shares and per share price is yet to be decided. As such, in line with the IAS:32, we disclosed the amount received from shareholders as liability. |                        |                        |
| <b>13.00 Short Term Loan : Tk. 2,363,895,751</b>  |                        |                        |
| Fusion Holdings (Pvt) Limited   | -                      | 75,845,000             |
| Trust Bank Limited  | 213,462                | 19,526,557             |
| United Commercial Bank Limited  | 1,343,892,571          | 1,035,323,657          |
| City Bank Limited   | 1,019,789,718          | -                      |
| Bank Asia Limited   | -                      | 4,226                  |
|   | <b>2,363,895,751</b>   | <b>1,130,699,440</b>   |
| <b>14.00 Deferred Liabilities: Tk. 3,400,984,091</b>  |                        |                        |
| Deferred Liability on P&M and HFO   | 3,438,689,885          | 4,146,756,419          |
| Prior Year Adjustment   | (37,705,794)           | -                      |
|   | <b>3,400,984,091</b>   | <b>4,146,756,419</b>   |
| <b>15.00 Provision for Tax: Tk. 126,385</b>   |                        |                        |
| Opening Balance   | 241,292                | 4,639                  |
| Addition During the year  | 92,916                 | 236,653                |
|   | 334,208                | 241,292                |
| Adjustment during the year  | 207,823                | -                      |
| Balance at the end of the year  | <b>126,385</b>         | <b>241,292</b>         |
| <b>16.00 Liabilities for expenses: Tk. 9,279,135</b>  |                        |                        |
| Salaries Payable  | 8,604,635              | 2,632,423              |
| Car Allowance Payable   | 387,000                | -                      |
| Audit Fee Payable   | 287,500                | 230,000                |
|   | <b>9,279,135</b>       | <b>2,862,423</b>       |
| <b>17.00 Current Account with Related Parties : Tk. 806,326,256</b>   |                        |                        |
| Baraka Power Limited  | 806,326,256            | 772,208,840            |
|   | <b>806,326,256</b>     | <b>772,208,840</b>     |
| <b>18.00 Accounts Payable: Tk. 19,501,695</b>   |                        |                        |
| A H Trading Agency  | -                      | 1,357,694              |
| ACE Engineering Solution Ltd  | -                      | 234,897,118            |
| Bangladesh Design & Development Engineers   | -                      | 20,000,000             |
| Baraka Power Limited  | -                      | 747,188,131            |
| Barkat Business Co.   | -                      | 53,513,946             |
| BDDE Project Solution Ltd   | -                      | 95,386,579             |
| Berger Paints Bangladesh Ltd  | 120,367                | 26,189                 |
| Cem UPVC Ltd  | 68,781                 | 55,713                 |

|   | As at<br>June 30, 2020              | As at<br>June 30, 2019              |
|---|-------------------------------------|-------------------------------------|
| Cross World Power Ltd                           | 31,250                              | 31,250                              |
| Floortech                                       |                                     | 60,744                              |
| Greenland Technologies Ltd.                     |                                     | 320,000                             |
| Hamo Enterprise                                 | 628,914                             | -                                   |
| Haque Enterprise                                |                                     | 40,000                              |
| Jubilee Trading Company                         | 37,890                              | 37,890                              |
| Koz Everfirst Engineering                       | -                                   | 5,720,500                           |
| Liberty Associates                              |                                     | 31,920                              |
| Lucky Thai Aluminium                            | 47,094                              | 50,000                              |
| M/S Hasina Enterprise                           |                                     | 110,000                             |
| MAAS Erectors Ltd                               | -                                   | 18,286,732                          |
| Mars Engineering & Construction                 | -                                   | 264,375                             |
| Mikas Engineering Ltd                           | -                                   | 34,624,189                          |
| Monowara Trade International                    | -                                   | 1,264,669                           |
| Pristine Machinery                              | -                                   | 278,681                             |
| Quantum LA Construction                         | -                                   | 29,025,740                          |
| Rising Electric & Technology                    | 5,350                               | 5,350                               |
| Sardar Trading                                  | 12,988                              | 347,730                             |
| Siemens Bangladesh Limited                      | -                                   | 1,074,205                           |
| Signal Technology & Engineering Ltd             | -                                   | 163,548                             |
| Technology Simple                               | -                                   | 5,229,762                           |
| Turbomech E&C Ltd                               | -                                   | 49,784,607                          |
| Zam Zam Engineering Industries                  | 5,400                               | 5,400                               |
| Alif Enterprise                                 | 12,294                              | -                                   |
| Aftahi Khondoker                                | 79,838                              |                                     |
| Chittagong Enterprise                           | 60,000                              | 870,606                             |
| Hotel Tower Inn International Ltd               | -                                   | 347,677                             |
| Metro Police Store                              | 109,740                             | -                                   |
| Newaz Enterprise                                | 21,641                              | -                                   |
| Shah Amanat Marine Enterprise                   | 114,000                             | -                                   |
| South Eastern Tank Terminal Ltd                 | 18,146,148                          | 19,636,020                          |
|   | <b>19,501,695</b>                   | <b>1,320,036,965</b>                |
| <b>19.00 Other Liabilities Tk. 146,909,633</b>  |                                     |                                     |
| Opening balance                                 | -                                   | -                                   |
| Addition during the year                        | 312,007,500                         | -                                   |
|   | 312,007,500                         | -                                   |
| Adjustment during the year                      | 165,097,867                         | -                                   |
| Closing balance                                 | <b>146,909,633</b>                  | -                                   |
| <b>This is made up as follows:</b>              |                                     |                                     |
| Bangladesh Power Development Board              | 146,909,633                         | -                                   |
|   | <b>146,909,633</b>                  | -                                   |
|   | <b>Year ended<br/>June 30, 2020</b> | <b>Year ended<br/>June 30, 2019</b> |
| <b>20.00 Revenue: Tk. 2,184,994,613</b>         |                                     |                                     |
| Capacity Proceeds                               | 1,362,805,784                       | 140,992,078                         |
| Variable Operational & Maintenance Proceeds     | 10,127,664                          | 3,234,921                           |
| Fuel Proceeds                                   | 812,061,165                         | 398,551,762                         |
| <b>Total</b>                                    | <b>2,184,994,613</b>                | <b>542,778,761</b>                  |
| <b>21.00 Cost of Revenue: Tk. 1,118,669,243</b> |                                     |                                     |
| Plant Salary & Allowances                       | 39,630,461                          | 13,039,930                          |
| Fuel Consumption (Note: 21.01)                  | 819,470,009                         | 356,611,761                         |
| Lubricant & Chemical Consumption (Note: 21.02)  | 21,075,601                          | 8,151,973                           |
| Fuel Tank Rent                                  | 26,998,226                          | 8,422,434                           |
| Oil Carrying Expenses                           | 2,875,776                           | 870,606                             |
| Insurance Premium                               | 27,072,415                          | -                                   |
| Repair & Maintenance                            | 2,425,306                           | -                                   |
| Jetty Rent                                      | 490,475                             | -                                   |
| Depreciation on Plant & Machinery               | 178,630,974                         | 18,714,963                          |
| <b>Total</b>                                    | <b>1,118,669,243</b>                | <b>405,811,667</b>                  |

\* Lubricants & Chemical consists of Diesel, Lube oil, Caustic Soda, Grease, Coolnet water, Maxi Guard etc.

|              |   | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--------------|---|-----------------------------|-----------------------------|
| <b>21.01</b> | <b>Fuel Consumption: Tk. 819,470,009</b>                          |                             |                             |
|              | Opening Balance   | 137,906,566                 | -                           |
|              | Add: Purchase during the year                                     | 1,138,966,336               | 494,518,327                 |
|              |   | <b>1,276,872,902</b>        | <b>494,518,327</b>          |
|              | Closing Balance   | (457,402,893)               | (137,906,566)               |
|              | <b>Consumption during the year</b>                                | <b>819,470,009</b>          | <b>356,611,761</b>          |
| <b>21.02</b> | <b>Lubricant &amp; Chemical Consumption : Tk. 21,075,601</b>      |                             |                             |
|              | Opening Balance   | 8,218,258                   | -                           |
|              | Add: Purchase during the year                                     | 20,158,378                  | 16,370,231                  |
|              |   | <b>28,376,636</b>           | <b>16,370,231</b>           |
|              | Closing Balance   | (7,301,035)                 | (8,218,258)                 |
|              | <b>Consumption during the year</b>                                | <b>21,075,601</b>           | <b>8,151,973</b>            |
| <b>22.00</b> | <b>General &amp; Administrative Expenses: Tk. 98,207,784</b>      |                             |                             |
|              | Group Office Salary and Allowance *                               | 14,976,572                  | 7,525,620                   |
|              | Directors Remuneration  | 8,409,500                   | 5,016,000                   |
|              | AGM Expenses  | 32,970                      | -                           |
|              | Annual Fees   | 454,575                     | 1,246,301                   |
|              | Annual Sports and Cultural Activities                             | 2,623,482                   | -                           |
|              | Audit Fee   | 287,500                     | 230,000                     |
|              | Business Development Expenses                                     | 177,270                     | 140,760                     |
|              | Communication Expenses  | 268,806                     | 474,239                     |
|              | Credit Rating Fees  | 43,000                      | 42,800                      |
|              | Entertainment & Others  | 134,110                     | 94,385                      |
|              | Fooding & Lodging   | 1,133,532                   | 983,879                     |
|              | Gardening   | 33,376                      | 8,520                       |
|              | Insurance Premium   | 90,291                      | -                           |
|              | Legal Fees & Professional Consultancy                             | 57,500                      | -                           |
|              | License & Regulatory Expenses                                     | 92,000                      | 301,243                     |
|              | Meeting Attendance Fee  | 469,000                     | 322,000                     |
|              | Office Maintenance  | 2,051,358                   | 1,843,706                   |
|              | Office Rent   | 1,105,816                   | -                           |
|              | Office Stationaries   | 170,302                     | 173,211                     |
|              | Photocopy & Others  | -                           | 2,628                       |
|              | Plant Entertainment   | 1,802,138                   | 2,612,799                   |
|              | Plant Dormitory Expenses  | 1,048,652                   | 791,034                     |
|              | Rest House Keeping Expenses                                       | 960,212                     | 646,143                     |
|              | Security Expenses   | 1,681,612                   | 1,999,915                   |
|              | RJSC expense  | 79,000                      | 793,198                     |
|              | Travelling & Conveyance   | 3,260,685                   | 3,546,609                   |
|              | Uniform & Others  | 376,486                     | 400,540                     |
|              | Utility Expenses  | 139,253                     | 69,936                      |
|              | Vehicle Running Expenses  | 4,199,462                   | 2,014,627                   |
|              | Bad Debt Expenses   | 1,348,977                   | -                           |
|              | Depreciation  | 50,700,347                  | 5,481,454                   |
|              |   | <b>98,207,784</b>           | <b>36,761,547</b>           |
|              | * Common salary & allowance has been distributed on hourly basis. |                             |                             |
| <b>23.00</b> | <b>Other Income: Tk. -24,660,678</b>                              |                             |                             |
|              | Bank Interest   | 100,869                     | 71,815                      |
|              | FDR Interest  | 1,303,578                   | 144,315                     |
|              | Exchange Gain/(Loss)  | (26,128,116)                | 347,187                     |
|              | Sale of Scrap   | 62,991                      | 112,835                     |
|              |   | <b>(24,660,678)</b>         | <b>676,152</b>              |

|  | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--|-----------------------------|-----------------------------|
| <b>24.00 Charges for Delay in Commissioning: Tk. 312,007,500</b> |                             |                             |
| Charges for Delay in Commissioning*                              | 312,007,500                 | -                           |
| <b>Closing Balance</b>   | <b>312,007,500</b>          | <b>-</b>                    |

\* Bangladesh Power Development Board charged USD 36,75,000 for delay in commissioning for 175 days @ \$21000 per day.

|  |                    |                   |
|--|--------------------|-------------------|
| <b>25.00 Financial Expenses: Tk. 403,234,267</b> |                    |                   |
| Bank charge and Commission                       | 376,626            | 145,730           |
| Short Term Financial Expenses                    | 191,816,535        | -                 |
| Finance Cost Related to Deferred L/C             | 120,590,868        | -                 |
| Other Financial Expenses                         | 88,451,592         | 21,914,204        |
| Bank Guarantee Expense                           | 1,998,646          | 2,629,857         |
|  | <b>403,234,267</b> | <b>24,689,791</b> |

|  |               |                |
|--|---------------|----------------|
| <b>26.00 Income Tax Expenses: Tk. 92,916</b> |               |                |
| Income Tax on Other Income                   | 92,916        | 236,653        |
|  | <b>92,916</b> | <b>236,653</b> |

|  |              |             |
|--|--------------|-------------|
| <b>27.00 Earnings Per Share (EPS): Tk. 24.01</b>                           |              |             |
| Profit Attributable to Ordinary Shareholders (A)                           | 228,122,225  | 75,955,255  |
| Weighted Average Number of Ordinary Shares Outstanding during the year (B) | 9,500,000    | 9,500,000   |
| <b>Basic Earnings Per Share (EPS) (C=A/B)</b>                              | <b>24.01</b> | <b>8.00</b> |

**27.01 Weighted Average Number of Ordinary Shares Outstanding:**

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-weighted factor. The time-weighted factor is the number of days that the shares are outstanding as a proportion of the total number of days in the year (considering 360 days in a year).

| Date of Allotment                  | Ordinary /<br>Potential Share | Weighted no. of<br>Days | Weighted<br>No. of Share |
|------------------------------------|-------------------------------|-------------------------|--------------------------|
| Opening as on July 01, 2019        | 9,500,000                     | -                       | 9,500,000                |
| Addition                           | -                             | -                       | -                        |
| <b>Closing as on June 30, 2020</b> | <b>9,500,000</b>              | <b>-</b>                | <b>9,500,000</b>         |

**27.02 Dilution of Earnings Per Share:**

No diluted earnings per share is required to be calculated for the year presented as there was no potential ordinary shares has been issued by the company, as such no scope for dilution of shares during the year.

|  |  |                                |                                |
|--|--|--------------------------------|--------------------------------|
| <b>28.00 Net Assets Value (NAV) Per Share: Tk. 41.33</b> |  | <b>As at<br/>June 30, 2020</b> | <b>As at<br/>June 30, 2019</b> |
| Share Capital  |  | 95,000,000                     | 95,000,000                     |
| Retained Earnings  |  | 297,658,721                    | 69,050,814                     |
| <b>Total Shareholders' Equity (A)</b>                    |  | <b>392,658,721</b>             | <b>164,050,814</b>             |
| Total Number of Ordinary Shares (B)                      |  | 9,500,000                      | 9,500,000                      |
| <b>Net Assets Value (NAV) Per Share (C=A/B)</b>          |  | <b>41.33</b>                   | <b>17.27</b>                   |

**29.00 Cash Flows from Operating Activities (Indirect Method)**

|   |               |               |
|---|---------------|---------------|
| Net Profit After Tax  | 228,122,225   | 75,955,255    |
| Deprecation as Non Cash Expenses  | 229,331,321   | 24,196,417    |
| Non Cash Other Income   | 28,007,157    | (144,315)     |
| Non Cash Financial Expenses   | 331,055,230   | 21,445,704    |
| Non Cash Charges for Delay in Commissioning   | 312,007,500   | -             |
| (Increase)/Decrease of Inventory  | (334,937,356) | (151,814,129) |
| (Increase)/Decrease of Accounts Receivable*   | (13,529,905)  | (542,778,761) |
| (Increase)/Decrease of Other Receivable   | (964,110)     | -             |
| (Increase)/Decrease of Advance, Deposits and Prepayment for Operational Activities ** | 32,330,315    | (20,508,252)  |
| Increase/(Decrease) of Accounts Payable for Operational Activities***                 | (2,402,774)   | 20,854,303    |

|  | Year ended<br>June 30, 2020 | Year ended<br>June 30, 2019 |
|--|-----------------------------|-----------------------------|
| Increase/(Decrease) of Liabilities for Expenses for Operational Activities****             | 6,416,712                   | 2,532,225                   |
| Increase/(Decrease) of Deffered Liabilities for Expenses for Operational Activities*****   | (412,962,086)               | 467,443,108                 |
| Increase/(Decrease) of Provision for Income Tax  | (114,907)                   | 236,653                     |
| Prior Year Adjustment  | 485,682                     | -                           |
| <b>Net Cash Flows From Operation Activities</b>  | <b>402,845,004</b>          | <b>(102,581,792)</b>        |
| (Increase)/Decrease of Accounts Receivables  | 151,567,962                 | (542,778,761)               |
| Non Cash Adjustment  | 165,097,867                 | -                           |
| <b>* (Increase)/decrease of Accounts Receivable</b>  | <b>(13,529,905)</b>         | <b>(542,778,761)</b>        |
| (Increase)/Decrease of Advance Deposit and Prepayment                                      | 15,354,946                  | (15,196,700)                |
| Non Cash adjustment of Bank Guarantee & AIT  |                             | 4,388,353                   |
| (Increase)/Decrease for PPE  | (16,975,369)                | 923,199                     |
| <b>** (Increase)/Decrease of Advance Deposit and Prepayment for Operational Activities</b> | <b>32,330,315</b>           | <b>(20,508,252)</b>         |
| (Increase)/Decrease of Accounts Payable  | (1,300,535,270)             | 1,320,036,965               |
| (Increase)/Decrease for PPE  | (1,298,132,496)             | 1,299,182,662               |
| <b>*** (Increase)/Decrease of Accounts Payable for Operational Activities</b>              | <b>(2,402,774)</b>          | <b>20,854,303</b>           |
| (Increase)/Decrease of Liabilities for Expenses  | 6,416,712                   | 2,532,225                   |
| (Increase)/Decrease for PPE  | -                           | -                           |
| <b>**** (Increase)/Decrease of Liabilities for Expenses for Operational Activities</b>     | <b>6,416,712</b>            | <b>2,532,225</b>            |
| Increase/(Decrease) of Deffered Liabilities for Expenses                                   | (745,772,328)               | 4,146,756,419               |
| Increase/(Decrease) for PPE  | (423,324,396)               | 3,679,313,311               |
| Increase for Accrued Interest  | 90,514,154                  | -                           |
| <b>***** (Increase)/Decrease of Liabilities for Expenses for Operational Activities</b>    | <b>(412,962,086)</b>        | <b>467,443,108</b>          |

**30.00 Net Operating Cash Flows Per Share (NOCFPS): Tk. 42.40**

|  |                |              |                |
|--|----------------|--------------|----------------|
| Cash Generated from Operating Activities           | (A)            | 402,845,004  | (102,581,792)  |
| Total Number of Ordinary Shares                    | (B)            | 9,500,000    | 9,500,000      |
| <b>Net Operating Cash Flows Per Share (NOCFPS)</b> | <b>(C=A/B)</b> | <b>42.40</b> | <b>(10.80)</b> |

**31 Contingent Liability: Tk. 281,818,673**

| Particulars   | BG No.                 | Expiry Date | 30-06-2020         | 30-06-2019         |
|---|------------------------|-------------|--------------------|--------------------|
|   |                        |             | BDT                | BDT                |
| Bank Guarantee as Performance Security, BPDB                | UCBL/BJN/BG-80/2018    | 06-08-2019  | -                  | 316,575,000        |
| BG to Commissioners of Customs, CTG- Breaker                | UCBL/BJN/BG-155/2018   | 27-05-2019  | 4,248,714          | 4,248,714          |
| BG to Commissioners of Customs, CTG-Auxiliary Transformer   | UCBL/BJN/BG-124/2018   | 24-01-2019  | 2,825,878          | 2,825,878          |
| Bank Guarantee to Commissioners of Customs, CTG-Transformer | TBL/SYL/CR/BG- 01/2018 | 20-10-2019  | 42,342,070         | 42,342,070         |
| Bank Guarantee to Commissioners of Customs, CTG-Transformer | TBL/SYL/CR/BG- 02/2018 | 20-10-2019  | 2,402,011          | 2,402,011          |
| Bank Guarantee as Operational Security, BPDB                | UCBL/BJN/BG-88/2019    | 24-07-2021  | 230,000,000        | -                  |
| <b>Total</b>  |                        |             | <b>281,818,673</b> | <b>368,393,673</b> |

**32 Commitment of Capital Expenditure: Tk. 3,307,420,956**

| Name of Party                             | L/C Number   | Currency | Value Outstanding<br>as at 30-06-2020 |               | Value Outstanding<br>as at 30-06-2019 |               |
|---|--------------|----------|---------------------------------------|---------------|---------------------------------------|---------------|
|   |              |          | in FCY                                | in BDT        | in FCY                                | in BDT        |
| Wartsila Finland OY Energy Solutions      | 102218020008 | Euro     | 299,710                               | 29,185,610    | 299,710                               | 28,927,020    |
| Wartsila Finland OY Energy Solutions      | 102218020009 | Euro     | 30,611,135                            | 2,980,897,021 | 30,611,135                            | 2,954,485,733 |
| ABB AB                                    | 102218020015 | USD      | 16,080                                | 1,365,192     | 18,960                                | 1,601,172     |
| Hongkong Beihua International Trading     | 102218020017 | USD      | -                                     | -             | 252,643                               | 21,335,665    |
| Tianjin Baolf Steel Co. Limited           | 102218020018 | USD      | -                                     | -             | 31,828                                | 2,687,915     |
| Hengtong Optic Electric Interbational Co. | 102218020019 | USD      | -                                     | -             | 113,807                               | 9,611,035     |
| ABB India Limited                         | 102218020020 | USD      | -                                     | -             | 219,128                               | 18,505,360    |
| ABB S.R.O                                 | 102218020021 | Euro     | 345,662                               | 33,660,393    | 406,588                               | 39,242,505    |
| Ayzo International Fze                    | 102218020023 | USD      | 28,475                                | 2,417,528     | 33,575                                | 2,835,409     |
| Ayzo International Fze                    | 102218020025 | USD      | -                                     | -             | 12,500                                | 1,055,625     |

|   |              |     |                      |                      |                   |                      |
|---|--------------|-----|----------------------|----------------------|-------------------|----------------------|
| Xian Electronic Engineering Co. Ltd       | 102218020026 | USD | 804,038              | 68,262,784           | 804,038           | 67,900,967           |
| Forbes Marshall Pvt. Ltd                  | 102218020029 | USD | -                    | -                    | 26,616            | 2,247,721            |
| Hengtong Optic Electric Interbational Co. | 102218020030 | USD | 533,356              | 45,281,924           | 609,550           | 51,476,475           |
| Tangshan Junnan Trade Co Ltd              | 102218020031 | USD | -                    | -                    | 724,735           | 61,203,888           |
| Ningbo Demy (D & M) Bearings              | 102218020032 | USD | 59,595               | 5,059,626            | 59,595            | 5,032,808            |
| Ningbo Demy (D & M) Bearings              | 102218020033 | USD | 47,100               | 3,998,790            | 47,100            | 3,977,595            |
| Ningbo Demy (D & M) Bearings              | 102218020034 | USD | 56,420               | 4,790,058            | 64,481            | 5,445,390            |
| Ningbo Demy (D & M) Bearings              | 102218020035 | USD | 55,764               | 4,734,364            | 63,730            | 5,381,975            |
| Sino Commodities International Pte. Ltd   | 102218020036 | USD | 111,563              | 9,471,699            | 127,500           | 10,767,391           |
| Victor Marine Ltd                         | 102218020037 | GBP | 25,565               | 2,725,063            | 29,375            | 3,157,913            |
| Tangshan Junnan Trade Co. Ltd             | 102218020038 | USD | -                    | -                    | 200,633           | 16,943,440           |
| Shandong Pulilong Pressure Vessel Co. Ltd | 102218020039 | USD | 8,761                | 743,809              | 10,012            | 845,513              |
| Xian Brightway Int. Trading Inc.          | 102218020040 | USD | 61,210               | 5,196,729            | 78,000            | 6,587,100            |
| Shanghai Koko Valve Group Ltd             | 102218020041 | USD | 144,682              | 12,283,502           | 165,351           | 13,963,867           |
| Applied Composite Material Co. Ltd.       | 102218020044 | USD | 23,748               | 2,016,222            | 23,748            | 2,005,535            |
| Raychem RPG PVT. Limited                  | 102218020046 | USD | -                    | -                    | 19,503            | 1,647,019            |
| Xian Electronic Engineering Co. Ltd       | 102218020052 | USD | 1,122,858            | 95,330,644           | 1,405,062         | 118,657,486          |
| Ayzo International Fze                    | 102218020062 | USD | -                    | -                    | 36,306            | 3,066,079            |
| GTI Power Generation Ltd                  | 102218020063 | GBP | -                    | -                    | 33,800            | 3,633,591            |
| Raychem RPG PVT. Limited                  | 102218020064 | USD | -                    | -                    | 9,372             | 791,438              |
| Zhejiang Debao Communication              | 102218020066 | USD | -                    | -                    | 16,200            | 1,368,090            |
| Fire Pump Pte Singapore Ltd               | 102219020001 | USD | -                    | -                    | 32,175            | 2,717,179            |
| Wartsila Finland OY Energy Solutions      | 102219020005 | EUR | -                    | -                    | 686,179           | 66,227,700           |
| China I King Industrial Group Comm.       | 102219020006 | USD | -                    | -                    | 110,146           | 9,301,814            |
| <b>Total</b>                              |              |     | <b>34,355,721.82</b> | <b>3,307,420,956</b> | <b>37,383,080</b> | <b>3,544,635,414</b> |

### 33 Remittance of Foreign Currency: Tk. 1,234,826,555

| Name of item      | L/C & TT Number | Currency | Value as at 30-06-2020 |            | Value as at 30-06-2019 |             |
|-------------------|-----------------|----------|------------------------|------------|------------------------|-------------|
|                   |                 |          | in FCY                 | in BDT     | in FCY                 | in BDT      |
| Capital Machinery | 236518990008    | USD      | -                      | -          | 194,556                | 16,323,248  |
| Capital Machinery | 1022180200016   | USD      | -                      | -          | 36,000                 | 3,031,200   |
| Capital Machinery | 102218020008    | EUR      | -                      | -          | 400,290                | 39,043,206  |
| Capital Machinery | 102218020009    | EUR      | -                      | -          | 2,203,865              | 214,656,891 |
| Capital Machinery | 102218020015    | USD      | 2,880                  | 263,855    | 5,040                  | 443,174     |
| Capital Machinery | 102218020017    | USD      | 252,643                | 22,881,124 | -                      | -           |
| Capital Machinery | 102218020018    | USD      | 31,828                 | 2,860,321  | 15,677                 | 1,370,371   |
| Capital Machinery | 102218020019    | USD      | 113,807                | 10,290,188 | 30,253                 | 2,608,398   |
| Capital Machinery | 102218020020    | EUR      | 219,128                | 19,849,418 | -                      | -           |
| Capital Machinery | 102218020021    | EUR      | 60,926                 | 6,318,472  | 108,080                | 10,501,147  |
| Capital Machinery | 102218020022    | USD      | -                      | -          | 217,500                | 18,596,250  |
| Capital Machinery | 102218020023    | USD      | 5,100                  | 463,343    | 8,925                  | 749,041     |
| Capital Machinery | 102218020024    | USD      | -                      | -          | 72,400                 | 6,187,970   |
| Capital Machinery | 102218020025    | USD      | 12,500                 | 1,115,158  | -                      | -           |
| Capital Machinery | 102218020026    | USD      | -                      | -          | 344,588                | 29,419,929  |
| Capital Machinery | 102218020028    | USD      | -                      | -          | 12,409                 | 1,044,838   |
| Capital Machinery | 102218020029    | USD      | 26,616                 | 2,406,389  | 6,654                  | 558,766     |
| Capital Machinery | 102218020030    | USD      | 76,194                 | 6,916,929  | 152,387                | 12,789,320  |
| Capital Machinery | 102218020031    | USD      | 724,735                | 66,433,746 | 181,184                | 15,600,126  |
| Capital Machinery | 102218020034    | USD      | 8,061                  | 730,476    | 16,120                 | 1,352,884   |
| Capital Machinery | 102218020035    | USD      | 7,966                  | 719,449    | 15,932                 | 1,399,076   |
| Capital Machinery | 102218020036    | USD      | 15,937                 | 1,439,389  | 31,875                 | 2,763,142   |
| Capital Machinery | 102218020037    | GBP      | 3,810                  | 433,454    | 7,344                  | 842,984     |
| Capital Machinery | 102218020038    | USD      | 200,633                | 17,924,430 | 50,158                 | 4,209,526   |
| Capital Machinery | 102218020039    | USD      | 1,251                  | 117,211    | 2,503                  | 210,439     |
| Capital Machinery | 102218020040    | USD      | 16,790                 | 1,528,991  | 19,500                 | 1,701,077   |
| Capital Machinery | 102218020041    | USD      | 20,669                 | 1,870,291  | 41,338                 | 3,475,465   |
| Capital Machinery | 102218020044    | USD      | -                      | -          | 5,937                  | 499,156     |
| Capital Machinery | 102218020046    | USD      | 19,503                 | 1,756,993  | -                      | -           |
| Capital Machinery | 102218020052    | USD      | 282,204                | 25,420,936 | 174,348                | 14,395,818  |
| Capital Machinery | 102218020062    | USD      | 36,306                 | 3,282,473  | -                      | -           |
| Capital Machinery | 102218020063    | GBP      | 33,800                 | 3,945,366  | -                      | -           |
| Capital Machinery | 102218020064    | USD      | 9,372                  | 834,544    | -                      | -           |

|                   |              |     |                   |                      |                  |                    |
|-------------------|--------------|-----|-------------------|----------------------|------------------|--------------------|
| Capital Machinery | 102218020066 | USD | 16,200            | 1,442,825            | -                | -                  |
| Capital Machinery | 102219020001 | USD | 32,175            | 2,858,696            | -                | -                  |
| Capital Machinery | 102219020005 | EUR | 686,179           | 66,342,678           | -                | -                  |
| Capital Machinery | 102219020006 | USD | 110,146           | 10,139,669           | -                | -                  |
| Heavy Furnace Oil | 102219020004 | USD | 2,173,334         | 191,555,383          | 241,482          | 21,082,452         |
| Heavy Furnace Oil | 102219020009 | USD | 3,111,311         | 270,955,572          |                  |                    |
| Heavy Furnace Oil | 075119020701 | USD | 5,771,465         | 491,728,786          |                  |                    |
| <b>Total</b>      |              |     | <b>14,083,468</b> | <b>1,234,826,555</b> | <b>4,596,344</b> | <b>424,855,894</b> |

### 34 Related Party Disclosure:

- A. During the year, the Company carried out a number of transactions with related party in the normal course of business. The names of the related parties and nature of these transactions have been set out in accordance with the provisions of IAS 24: Related Party Disclosures.

#### Transaction with key management personnel:

|                   | 30-06-2020       | 30-06-2019       |
|-------------------|------------------|------------------|
|                   | Taka             | Taka             |
| Employee Benefits | 8,409,500        | 5,016,000        |
| <b>Total</b>      | <b>8,409,500</b> | <b>5,016,000</b> |

Key management personnel includes Head of Planning & Business Development.

### B. Other Related Party Transactions:

| Name of the Related Party | Nature of Relationship            | Nature of Transaction  | Transactions during the year |               |               |                 |
|---------------------------|-----------------------------------|------------------------|------------------------------|---------------|---------------|-----------------|
|                           |                                   |                        | Opening Balance              | Addition      | Adjustment    | Closing Balance |
| Baraka Patenga Power Ltd  | Parent Company                    | Short term loan        | -                            | -             | -             | -               |
| Baraka Power Ltd          | Entity with significant influence | Short term loan        | 772,208,840                  | 1,614,031,580 | 1,579,914,164 | 806,326,256     |
|                           |                                   | EPC Work               | 747,188,131                  | -             | 747,188,131   | -               |
| Karnaphuli Power Limited  | Common Management                 | Land Purchase and Sale | -                            | 120,747,034   | 120,747,034   | -               |
| Fusion Holdings Pvt. Ltd  | Entity with significant influence | Short term loan        | 74,845,000                   | -             | 74,845,000    | -               |

### 35 Production Capacity & Generation

| Name of Plant                                       | Dependable Capacity (MwH) | Installed Capacity (MwH) | Plant factor (% on Dependable Capacity) based on generation |         | During the year ended June 30, 2020 |                   |
|---|---------------------------|--------------------------|---|---------|-------------------------------------|-------------------|
|   |                           |                          | Average   | Maximum | Energy Generation (MwH)             | Energy Sold (MwH) |
| Baraka Shikalbaha Power Limited, Patiya, Chittagong | 922,320                   | 967,892                  | 11.07%  | 52.36%  | 101,973                             | 100,554           |

### 36 Disclosure as per Requirement of Schedule XI, Part II of The Companies Act, 1994

#### a. Disclosure as per Requirement of Schedule XI, Part II Para 4

Payment to Directors during the year ended June 30, 2020:

| Name                       | Designation  | year                        | 30-06-2020       | 30-06-2019       |
|----------------------------|--|-----------------------------|------------------|------------------|
| Mr. Faisal Ahmed Chowdhury | Director and Head of Planning & Business Development | July 30, 2019 to June '2020 | 8,409,500        | 5,016,000        |
| <b>Total</b>               |  |                             | <b>8,409,500</b> | <b>5,016,000</b> |

Payment made to Directors are in following way:

|                      |                  |                  |
|----------------------|------------------|------------------|
| Basic Pay            | 4,598,400        | 2,821,500        |
| Household Allowances | 2,299,200        | 1,410,750        |
| Medical Allowances   | 536,480          | 329,175          |
| Conveyance           | 229,920          | 141,075          |
| Festival Bonus       | 745,500          | 313,500          |
| <b>Total</b>         | <b>8,409,500</b> | <b>5,016,000</b> |

In addition to the above, directors who attend the board meeting, have drawn board meeting attendance @ Tk. 11,000 per director per meeting. The total board meeting attendance fee during the year is Tk. 469,000.



**b. Disclosure as per requirement of Schedule XI, Part II, Note 5 of Para 3:**

Payment to Employees' during the year ended on June 30, 2020:

| Salary Range (Monthly) | Officer & Staff |           | Worker   | Total Employee |            |
|------------------------|-----------------|-----------|----------|----------------|------------|
|                        | Head Office     | Factory   |          | 30-06-2020     | 30-06-2019 |
| Below Tk. 3,000/-      | -               | 0         | -        | -              | -          |
| Above Tk. 3,000/-      | 1               | 76        | -        | 77             | 53         |
| <b>Total</b>           | <b>1</b>        | <b>76</b> | <b>-</b> | <b>77</b>      | <b>53</b>  |

**37 Workers' Profit Participation Fund (WPPF)**

Exemption of implementing provision for WPPF as per Labour Act, 2006 (Amendment 2013) for Power Producer in Private Sector is under consideration of Ministry of Labour and Employment consequence of the request made by the Ministry of Power, Energy and Mineral Resources (MPEMR) vide their letter # 27.00.0000.071.31.002.2013.278 dated 31 May 2017 with a ground of highly capital-intensive power industry. Initially on 13 March 2017; Bangladesh Independent Power Producers' Association (BIPPA) requested to MPEMR vide letter # BIPPA/SGO/MoPE&MR/2017/049 regarding the issue.

In view of that the Management of the Company has decided not to recognize provision for WPPF until the decision of Ministry of Labor and Employment is made out.

**38 Risk Management:**

The company continuously evaluates all risk that affect the company affairs including following Financial Risk.

- a. Credit Risk;
- b. Liquidity Risk;
- c. Market Risk

In this respect, both Audit Committee and Internal Audit Department assist the Board by submitting annual report.

**a. Credit Risk:**

Credit Risk is the risk of financial loss of the company if a client fails to meet its contractual obligation to the company. The sole client of the company is Bangladesh Power Development Board. All claims of the company are settled on regular basis as per terms of Agreement. We consider that receivable of the company is good and the risk of bad debts is minimum.

**b. Liquidity Risk:**

Liquidity Risk is the risk that the company will not be able to meet its financial obligations as they fall due. In meeting liquidity requirements, the company adopts a strict policy of managing its assets keeping liquidity as a vital focus and therefore monitors liquidity on a daily basis.

**c. Market Risk:**

Market Risk is the risk that changes in market prices which will affect the company's income or the value of its holding of financial instruments. The Company considers two types of risk when evaluating market risk ; Interest Rate Risk and Exchange Rate Risk. These two market risks are discussed separately below :

**Interest Rate Risk:**

Interest rate risk arises when changes in interest rates have an impact to the future cash flows of financial instrument's fair values. To mitigate the interest rate risk Finance department always monitor the Bank Interest Rate and choose/shift best alternative rate for borrowings and lending.

**Exchange Rate Risk:**

The Company is exposed to currency risk as it imports machinery and equipment against payment of international currencies (USD and EURO). Unfavorable volatility or currency fluctuations may increase import cost and thus affect profitability of the company. However, the management of the company is fully aware of the risks associated with currency fluctuations. Major imported machinery and equipment purchases from abroad has been settled. Currently spare parts are being procured from suppliers from various countries. At the time of price negotiation with suppliers exchange rate is considered sharply. Therefore, management believes that currency risk is not going to hamper business of the Company.

**39 General Disclosures:**

Comparative figures of advance against share money have been restated from shareholders equity to non current liabilities to confirm with the current year's presentation. Initially the management has recognised share money deposit as equity instrument. However, as per IAS-

- a. 32 "Financial Instrument Presentation", the said instrument does not meet the recognition criteria of equity instrument. Thus, the share money deposit has been reclassified as non current liability. This restatement does not affect other line item of financial statements or the earnings per share (EPS).

**40 Events after reporting year:**

- a. The board of directors at its meeting held on October 21, 2020 has declared no dividend for the year ended on June 30, 2020.

(c) Selected ratios as specified in Annexure-D:

**Baraka Patenga Power Limited**

**Ratio analysis**

For the year ended at 30 June 2020, 2019, 2018, 2017 and 2016

| Financial ratio                 |                                    | Formula   |  | 30-06-20     |          | 30-06-19     |          | 30-06-18     |          | 30/06/17     |          | 30/06/16 |
|---------------------------------|------------------------------------|---|--|--------------|----------|--------------|----------|--------------|----------|--------------|----------|----------|
|                                 |                                    |   |  | Consolidated | Separate | Consolidated | Separate | Consolidated | Separate | Consolidated | Separate | Separate |
| I. Liquidity Ratios             | Current ratio                      | Current assets  |  | 0.23         | 0.99     | 0.16         | 1.08     | 0.86         | 1.10     | 1.39         | 1.41     | 1.46     |
|                                 |                                    | Current liabilities                                     |  |              |          |              |          |              |          |              |          |          |
|                                 | Quick ratio                        | Current assets - inventories - Prepayments              |  | 0.11         | 0.43     | 0.10         | 0.65     | 0.35         | 0.73     | 0.75         | 0.80     | 0.86     |
|                                 |                                    | Current liabilities                                     |  |              |          |              |          |              |          |              |          |          |
| II. Operating Efficiency Ratios | Accounts receivable turnover ratio | Revenue   |  | 4.22         | 2.60     | 3.14         | 3.52     | 3.29         | 3.29     | 3.75         | 3.75     | 2.99     |
|                                 |                                    | Average Accounts receivables                            |  |              |          |              |          |              |          |              |          |          |
|                                 | Inventory turnover ratio           | Cost of revenue   |  | 2.53         | 2.06     | 4.02         | 3.83     | 3.31         | 3.31     | 3.72         | 3.72     | 2.79     |
|                                 |                                    | Average inventories                                     |  |              |          |              |          |              |          |              |          |          |
|                                 | Asset turnover ratio               | Revenue   |  | 0.27         | 0.33     | 0.26         | 0.51     | 0.44         | 0.47     | 0.50         | 0.50     | 0.39     |
|                                 |                                    | Average total assets                                    |  |              |          |              |          |              |          |              |          |          |
|                                 | Gross margin ratio                 | Gross margin  |  | 0.46         | 0.29     | 0.23         | 0.22     | 0.24         | 0.24     | 0.24         | 0.24     | 0.30     |
|                                 |                                    | Revenue   |  |              |          |              |          |              |          |              |          |          |
|                                 | Operating profit ratio             | Operating profit  |  | 0.41         | 0.26     | 0.19         | 0.21     | 0.22         | 0.22     | 0.22         | 0.22     | 0.27     |
|                                 |                                    | Revenue   |  |              |          |              |          |              |          |              |          |          |
|                                 | Net profit ratio                   | Net profit after tax                                    |  | 0.12         | 0.11     | 0.09         | 0.09     | 0.10         | 0.13     | 0.12         | 0.12     | 0.14     |
|                                 |                                    | Revenue   |  |              |          |              |          |              |          |              |          |          |
|                                 | Return on Assets ratio (ROA)       | Net profit after tax                                    |  | 0.03         | 0.04     | 0.02         | 0.05     | 0.04         | 0.06     | 0.06         | 0.06     | 0.05     |
|                                 |                                    | Average total assets                                    |  |              |          |              |          |              |          |              |          |          |
|                                 | Return on Equity (ROE)             | Net profit after tax                                    |  | 0.26         | 0.09     | 0.15         | 0.14     | 0.13         | 0.17     | 0.19         | 0.19     | 0.19     |
|                                 |                                    | Total equity  |  |              |          |              |          |              |          |              |          |          |
|                                 | Earnings per share (EPS)           | Net profit after tax available to ordinary shareholders |  | 4.37         | 1.84     | 2.90         | 2.76     | 2.73         | 3.38     | 3.20         | 3.21     | 2.89     |
|                                 |                                    | No. of share  |  |              |          |              |          |              |          |              |          |          |
|                                 | EBITDA margin                      | EBITDA  |  | 0.43         | 0.33     | 0.23         | 0.24     | 0.26         | 0.29     | 0.27         | 0.27     | 0.34     |
|                                 |                                    | Revenue   |  |              |          |              |          |              |          |              |          |          |
|                                 | Debt to total assets ratio         | Total debt  |  | 0.87         | 0.57     | 0.90         | 0.63     | 0.70         | 0.67     | 0.68         | 0.68     | 0.72     |
|                                 |                                    | Total assets  |  |              |          |              |          |              |          |              |          |          |
|                                 | Debt to equity ratio               | Total debt  |  | 6.90         | 1.33     | 8.79         | 1.71     | 2.37         | 2.03     | 2.14         | 2.10     | 2.52     |
|                                 |                                    | Total equity  |  |              |          |              |          |              |          |              |          |          |
|                                 | Times interest earned ratio        | EBIT  |  | 1.62         | 1.82     | 2.00         | 2.00     | 2.05         | 2.35     | 2.23         | 2.24     | 2.04     |
|                                 |                                    | Interest/ finance cost                                  |  |              |          |              |          |              |          |              |          |          |
|                                 | Debt service coverage ratio        | Net operating income                                    |  | 0.38         | 0.38     | 0.15         | 0.50     | 0.31         | 0.52     | 0.59         | 0.63     | 0.51     |
|                                 |                                    | Total debt service                                      |  |              |          |              |          |              |          |              |          |          |
|                                 | NOCFPS                             | NOCF  |  | 14.40        | 3.57     | 0.67         | 2.15     | 7.87         | 8.26     | 5.48         | 5.48     | 6.86     |
|                                 |                                    | No. of share  |  |              |          |              |          |              |          |              |          |          |
| V. Cash flow ratios             | NOCFPS to EPS ratio                | NOCFPS  |  | 3.30         | 1.94     | 0.23         | 0.78     | 2.88         | 2.45     | 1.71         | 1.71     | 2.37     |
|                                 |                                    | EPS   |  |              |          |              |          |              |          |              |          |          |

Dhaka

Dated, 22 October 2020

Sd/-  
KAZI ZAHIR KHAN & CO.  
Chartered Accountants

**Baraka Patenga Power Limited**

**Ratio analysis: calculation**

For the year ended 30 June 2020, 2019, 2018, 2017 and 2016

| Financial Ratio                 |                                    | Formula   | 30-Jun-20      |        |               |        | 30-Jun-19      |        |               |        | 30-Jun-18     |        |               |        | 30-Jun-17     |        |               |        | 30-Jun-16     |        |
|---------------------------------|------------------------------------|---|----------------|--------|---------------|--------|----------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|
|                                 |                                    |   | Consolidated   |        | Separate      |        | Consolidated   |        | Separate      |        | Consolidated  |        | Separate      |        | Consolidated  |        | Separate      |        | Separate      |        |
|                                 |                                    |   | Amount in Tk.  | Result | Amount in Tk. | Result | Amount in Tk.  | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result |
| I. Liquidity Ratios             | Current ratio                      | Current assets  | 3,369,603,126  | 0.23   | 1,157,929,193 | 0.99   | 2,595,523,138  | 0.16   | 1,576,255,337 | 1.08   | 2,074,507,504 | 0.86   | 1,880,797,988 | 1.10   | 1,476,977,927 | 1.39   | 1,425,834,133 | 1.41   | 1,233,741,488 | 1.46   |
|                                 |                                    | Current liabilities                                     | 14,854,136,297 |        | 1,172,776,987 |        | 15,791,878,752 |        | 1,462,156,816 |        | 2,415,585,166 |        | 1,716,500,012 |        | 1,065,024,164 |        | 1,010,478,345 |        | 843,415,756   |        |
|                                 | Quick ratio                        | Current assets - inventories-Prepayments                | 1,648,834,437  | 0.11   | 502,388,524   | 0.43   | 1,507,536,338  | 0.10   | 950,268,338   | 0.65   | 844,038,933   | 0.35   | 1,245,681,970 | 0.73   | 803,947,893   | 0.75   | 803,920,584   | 0.80   | 724,622,318   | 0.86   |
|                                 |                                    | Current liabilities                                     | 14,854,136,297 |        | 1,172,776,987 |        | 15,791,878,752 |        | 1,462,156,816 |        | 2,415,585,166 |        | 1,716,500,012 |        | 1,065,024,164 |        | 1,010,478,345 |        | 843,415,756   |        |
| II. Operating Efficiency Ratios | Accounts receivable turnover ratio | Revenue   | 5,448,793,155  | 4.22   | 1,691,216,401 | 2.60   | 3,429,200,361  | 3.14   | 2,886,421,600 | 3.52   | 2,594,491,208 | 3.29   | 2,594,491,208 | 3.29   | 2,648,485,011 | 3.75   | 2,648,485,011 | 3.75   | 2,119,185,034 | 2.99   |
|                                 |                                    | Average Accounts receivables                            | 1,292,475,094  |        | 650,414,251   |        | 1,091,266,628  |        | 819,877,247   |        | 789,630,556   |        | 789,630,556   |        | 705,931,702   |        | 705,931,702   |        | 707,883,228   |        |
|                                 | Inventory turnover ratio           | Cost of revenue   | 2,922,188,337  | 2.53   | 1,195,469,181 | 2.06   | 2,657,297,654  | 4.02   | 2,238,446,058 | 3.83   | 1,962,657,053 | 3.31   | 1,961,062,473 | 3.31   | 2,003,865,451 | 3.72   | 2,003,865,451 | 3.72   | 1,487,507,065 | 2.79   |
|                                 |                                    | Average inventories                                     | 1,154,167,226  |        | 579,065,421   |        | 660,449,879    |        | 584,542,814   |        | 592,917,686   |        | 592,917,686   |        | 538,800,264   |        | 538,800,264   |        | 533,115,841   |        |
|                                 | Asset turnover ratio               | Revenue   | 5,448,793,155  | 0.27   | 1,691,216,401 | 0.33   | 3,429,200,361  | 0.26   | 2,886,421,600 | 0.51   | 2,594,491,208 | 0.44   | 2,594,491,208 | 0.47   | 2,648,485,011 | 0.50   | 2,648,485,011 | 0.50   | 2,119,185,034 | 0.39   |
|                                 |                                    | Average total assets                                    | 20,341,390,329 |        | 5,139,923,517 |        | 13,287,248,538 |        | 5,639,016,711 |        | 5,950,001,421 |        | 5,565,877,321 |        | 5,275,970,261 |        | 5,249,782,023 |        | 5,384,125,508 |        |
| III. Profitability ratios       | Gross margin ratio                 | Gross margin  | 2,526,604,818  | 0.46   | 495,747,220   | 0.29   | 771,902,707    | 0.23   | 647,975,542   | 0.22   | 631,834,155   | 0.24   | 633,428,735   | 0.24   | 644,619,560   | 0.24   | 644,619,560   | 0.24   | 631,677,969   | 0.30   |
|                                 |                                    | Revenue   | 5,448,793,155  |        | 1,691,216,401 |        | 3,429,200,361  |        | 2,886,421,600 |        | 2,594,491,208 |        | 2,594,491,208 |        | 2,648,485,011 |        | 2,648,485,011 |        | 2,119,185,034 |        |
|                                 | Operating profit ratio             | Operating profit  | 2,259,061,169  | 0.41   | 433,203,803   | 0.26   | 648,522,993    | 0.19   | 593,539,376   | 0.21   | 558,863,896   | 0.22   | 574,798,766   | 0.22   | 584,673,292   | 0.22   | 584,775,954   | 0.22   | 562,123,721   | 0.27   |
|                                 |                                    | Revenue   | 5,448,793,155  |        | 1,691,216,401 |        | 3,429,200,361  |        | 2,886,421,600 |        | 2,594,491,208 |        | 2,594,491,208 |        | 2,648,485,011 |        | 2,648,485,011 |        | 2,119,185,034 |        |
|                                 | Net profit ratio                   | Net profit after tax                                    | 673,882,513    | 0.12   | 182,637,653   | 0.11   | 300,705,117    | 0.09   | 273,771,236   | 0.09   | 261,457,992   | 0.10   | 335,087,579   | 0.13   | 317,471,888   | 0.12   | 318,456,889   | 0.12   | 286,489,378   | 0.14   |
|                                 |                                    | Revenue   | 5,448,793,155  |        | 1,691,216,401 |        | 3,429,200,361  |        | 2,886,421,600 |        | 2,594,491,208 |        | 2,594,491,208 |        | 2,648,485,011 |        | 2,648,485,011 |        | 2,119,185,034 |        |
|                                 | Return on Assets ratio (ROA)       | Net profit after tax                                    | 673,882,513    | 0.03   | 182,637,653   | 0.04   | 300,705,117    | 0.02   | 273,771,236   | 0.05   | 261,457,992   | 0.04   | 335,087,579   | 0.06   | 317,471,888   | 0.06   | 318,456,889   | 0.06   | 286,489,378   | 0.05   |
|                                 |                                    | Average total assets                                    | 20,341,390,329 |        | 5,139,923,517 |        | 13,287,248,538 |        | 5,639,016,711 |        | 5,950,001,421 |        | 5,565,877,321 |        | 5,275,970,261 |        | 5,249,782,023 |        | 5,384,125,508 |        |
|                                 | Return on Equity (ROE)             | Net profit after tax                                    | 673,882,513    | 0.26   | 182,637,653   | 0.09   | 300,705,117    | 0.15   | 273,771,236   | 0.14   | 261,457,992   | 0.13   | 335,087,579   | 0.17   | 317,471,888   | 0.19   | 318,456,889   | 0.19   | 286,489,378   | 0.19   |
|                                 |                                    | Total equity  | 2,617,603,606  |        | 2,082,152,613 |        | 2,042,754,726  |        | 1,999,034,275 |        | 1,948,812,687 |        | 1,932,026,117 |        | 1,698,639,533 |        | 1,700,808,876 |        | 1,481,618,278 |        |
|                                 | Earnings per share (EPS)           | Net profit after tax available to ordinary shareholders | 433,172,532    | 4.37   | 182,637,653   | 1.84   | 287,507,515    | 2.90   | 273,771,236   | 2.76   | 270,968,747   | 2.73   | 335,087,579   | 3.38   | 317,954,538   | 3.20   | 318,456,889   | 3.21   | 286,489,378   | 2.89   |
|                                 |                                    | Weighted Average No. of share                           | 99,225,000     |        | 99,225,000    |        | 99,225,000     |        | 99,225,000    |        | 99,225,000    |        | 99,225,000    |        | 99,225,000    |        | 99,225,000    |        | 99,225,000    |        |
|                                 | EBITDA margin                      | EBITDA  | 2,354,815,256  | 0.43   | 555,221,368   | 0.33   | 783,191,770    | 0.23   | 700,768,662   | 0.24   | 674,537,682   | 0.26   | 744,457,836   | 0.29   | 719,208,856   | 0.27   | 719,311,173   | 0.27   | 710,855,320   | 0.34   |
|                                 |                                    | Revenue   | 5,448,793,155  |        | 1,691,216,401 |        | 3,429,200,361  |        | 2,886,421,600 |        | 2,594,491,208 |        | 2,594,491,208 |        | 2,648,485,011 |        | 2,648,485,011 |        | 2,119,185,034 |        |

| Financial Ratio     |                             | Formula               | 30-Jun-20      |        |               |        | 30-Jun-19      |        |               |        | 30-Jun-18     |        |               |        | 30-Jun-17     |        |               |        | 30-Jun-16     |        |
|---------------------|-----------------------------|-----------------------|----------------|--------|---------------|--------|----------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|---------------|--------|
|                     |                             |                       | Consolidated   |        | Separate      |        | Consolidated   |        | Separate      |        | Consolidated  |        | Separate      |        | Consolidated  |        | Separate      |        | Separate      |        |
|                     |                             |                       | Amount in Tk.  | Result | Amount in Tk. | Result | Amount in Tk.  | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result | Amount in Tk. | Result |
| IV. Solvency Ratios | Debt to total assets ratio  | Total debt            | 18,061,143,804 | 0.87   | 2,774,253,103 | 0.57   | 17,961,278,521 | 0.90   | 3,424,407,042 | 0.63   | 4,621,651,141 | 0.70   | 3,922,565,987 | 0.67   | 3,630,899,481 | 0.68   | 3,576,353,662 | 0.68   | 3,740,783,229 | 0.72   |
|                     |                             | Total assets          | 20,678,747,410 |        | 4,856,405,716 |        | 20,004,033,247 |        | 5,423,441,317 |        | 6,570,463,828 |        | 5,854,592,104 |        | 5,329,539,014 |        | 5,277,162,538 |        | 5,222,401,507 |        |
|                     | Debt to equity ratio        | Total debt            | 18,061,143,804 | 6.90   | 2,774,253,103 | 1.33   | 17,961,278,521 | 8.79   | 3,424,407,042 | 1.71   | 4,621,651,141 | 2.37   | 3,922,565,987 | 2.03   | 3,630,899,481 | 2.14   | 3,576,353,662 | 2.10   | 3,740,783,229 | 2.52   |
|                     |                             | Total equity          | 2,617,603,606  |        | 2,082,152,613 |        | 2,042,754,726  |        | 1,999,034,275 |        | 1,948,812,687 |        | 1,932,026,117 |        | 1,698,639,533 |        | 1,700,808,876 |        | 1,481,618,278 |        |
|                     | Times interest earned ratio | EBIT                  | 1,770,694,043  | 1.62   | 406,468,033   | 1.82   | 606,216,196    | 2.00   | 551,347,527   | 2.00   | 527,371,842   | 2.05   | 597,493,378   | 2.35   | 574,992,035   | 2.23   | 575,094,352   | 2.24   | 566,720,028   | 2.04   |
|                     |                             | Interest/finance cost | 1,095,341,494  |        | 222,824,012   |        | 303,391,420    |        | 275,693,285   |        | 257,767,244   |        | 254,270,819   |        | 257,996,023   |        | 257,113,460   |        | 278,136,946   |        |
|                     | Debt service coverage ratio | Net operating income  | 2,259,061,169  | 0.38   | 433,203,803   | 0.38   | 648,522,993    | 0.15   | 593,539,376   | 0.50   | 558,863,896   | 0.31   | 574,798,766   | 0.52   | 584,673,292   | 0.59   | 584,775,954   | 0.63   | 562,123,721   | 0.51   |
|                     |                             | Total Debt Service    | 5,874,802,743  |        | 1,148,599,430 |        | 4,189,761,147  |        | 1,192,672,389 |        | 1,804,310,932 |        | 1,104,049,059 |        | 988,738,623   |        | 933,340,570   |        | 1,111,833,018 |        |
| V. Cash flow ratios | NOCFPS to EPS ratio         | NOCFPS                | 14.40          | 3.30   | 3.57          | 1.94   | 0.67           | 0.23   | 2.15          | 0.78   | 7.87          | 2.88   | 8.26          | 2.45   | 5.48          | 1.71   | 5.48          | 1.71   | 6.86          | 2.37   |
|                     |                             | EPS                   | 4.37           |        | 1.84          |        | 2.90           |        | 2.76          |        | 2.73          |        | 3.38          |        | 3.20          |        | 3.21          |        | 2.89          |        |

Dhaka  
Dated, 22 October 2020

Sd/-  
KAZI ZAHIR KHAN & CO.  
Chartered Accountants

## Industry average compared with Baraka Patenga Power Limited

| Sl.                         | Financial Ratio  | 30-Jun-20 |                | 30-Jun-19 |               | 30-Jun-18 |               | 30-Jun-17 |               | 30-Jun-16 |               |
|-----------------------------|--|-----------|----------------|-----------|---------------|-----------|---------------|-----------|---------------|-----------|---------------|
|                             |  | BPPL      | Industry Avg.* | BPPL      | Industry Avg. | BPPL      | Industry Avg. | BPPL      | Industry Avg. | BPPL      | Industry Avg. |
| Liquidity Ratios            |  |           |                |           |               |           |               |           |               |           |               |
| 1                           | Current Ratio  | 0.99      | N/A            | 1.08      | 2.10          | 1.10      | 1.36          | 1.41      | 9.04          | 1.46      | 2.53          |
| 2                           | Quick Ratio  | 0.43      | N/A            | 0.65      | 1.78          | 0.73      | 1.11          | 0.80      | 8.20          | 0.86      | 2.12          |
| Operating Efficiency Ratios |  |           |                |           |               |           |               |           |               |           |               |
| 1                           | Accounts Receivable Turnover Ratio (In times)              | 2.60      | N/A            | 3.52      | 4.18          | 3.29      | 4.65          | 3.75      | 5.51          | 2.99      | 5.66          |
| 2                           | Inventory Turnover Ratio (In times)                        | 2.06      | N/A            | 3.83      | 8.70          | 3.31      | 8.38          | 3.72      | 31.96         | 2.79      | 5.41          |
| 3                           | Asset Turnover Ratio (In times)                            | 0.33      | N/A            | 0.51      | 0.39          | 0.47      | 0.49          | 0.50      | 0.50          | 0.39      | 0.47          |
| Profitability Ratios        |  |           |                |           |               |           |               |           |               |           |               |
| 1                           | Gross Margin Ratio %                                       | 0.29      | N/A            | 0.22      | 0.29          | 0.24      | 0.30          | 0.24      | 0.33          | 0.30      | 0.37          |
| 2                           | Operating Profit Ratio %                                   | 0.26      | N/A            | 0.21      | 0.25          | 0.22      | 0.25          | 0.22      | 0.28          | 0.27      | 0.28          |
| 3                           | Net Profit Ratio %   | 0.11      | N/A            | 0.09      | 0.23          | 0.13      | 0.24          | 0.12      | 0.26          | 0.14      | 0.26          |
| 4                           | Return on Assets Ratio (ROA) %                             | 0.04      | N/A            | 0.05      | 0.08          | 0.06      | 0.11          | 0.06      | 0.12          | 0.05      | 0.15          |
| 5                           | Return on Equity Ratio (After Tax) %                       | 0.09      | N/A            | 0.14      | 0.14          | 0.17      | 0.16          | 0.19      | 0.17          | 0.19      | 0.15          |
| 6                           | Earnings Per Share Ratio (EPS)                             | 1.84      | N/A            | 2.76      | 5.58          | 3.38      | 5.80          | 3.21      | 7.93          | 2.89      | 6.59          |
| 7                           | EBITDA Margin  | 0.33      | N/A            | 0.24      | 0.36          | 0.29      | 0.35          | 0.27      | 0.36          | 0.34      | 0.37          |
| Solvency Ratios             |  |           |                |           |               |           |               |           |               |           |               |
| 1                           | Debt to total Assets Ratio                                 | 0.57      | N/A            | 0.63      | 0.28          | 0.67      | 0.33          | 0.68      | 0.33          | 0.72      | 0.42          |
| 2                           | Debt to Equity Ratio                                       | 1.33      | N/A            | 1.71      | 0.59          | 2.03      | 0.71          | 2.10      | 0.77          | 2.52      | 1.04          |
| 3                           | Times Interest Earned Ratio                                | 1.82      | N/A            | 2.00      | 6.78          | 2.35      | 9.06          | 2.24      | 7.54          | 2.04      | 17.25         |
| 4                           | Debt Service Coverage Ratio                                | 0.38      | N/A            | 0.50      | 1.17          | 0.52      | 1.12          | 0.63      | 3.32          | 0.51      | 4.94          |
| Cash Flow Ratios            |  |           |                |           |               |           |               |           |               |           |               |
| 1                           | Net Operating Cash Flow Per Share                          | 3.57      | N/A            | 2.15      | 6.36          | 8.26      | 4.28          | 5.48      | 5.66          | 6.86      | 4.88          |
| 2                           | Net Operating Cash Flow Per Share/Earnings Per Share (EPS) | 1.94      | N/A            | 0.78      | 1.26          | 2.45      | 0.96          | 1.71      | 1.11          | 2.37      | 1.40          |

\*The information of industry for 2019-2020 is not available

The stand-alone ratio of Baraka Patenga Power Limited has been calculated based on Audited Financial Statements and Industry average ratios are calculated on the basis of financial data collected from Annual Report of the following seven publicly traded Companies corresponding accounting years:

| Sl. | Name of the Company                         | Considered Accounting Years                                |
|-----|---|--|
| 1   | Baraka Power Limited                        | For the year ended 30 June 2020, 2019, 2018, 2017 and 2016 |
| 2   | Doreen Power Generations and Systems Ltd.   | For the year ended 30 June 2020, 2019, 2018, 2017 and 2016 |
| 3   | GBB Power Ltd                               | For the year ended 30 June 2020, 2019, 2018, 2017 and 2016 |
| 4   | Khulna Power Company Limited                | For the year ended 30 June 2020, 2019, 2018, 2017 and 2016 |
| 5   | Summit Power Limited                        | For the year ended 30 June 2020, 2019, 2018, 2017 and 2016 |
| 6   | United Power Generation & Distribution Ltd. | For the year ended 30 June 2020, 2019, 2018, 2017 and 2016 |
| 7   | Shahjibazar Power Co. Ltd.                  | For the year ended 30 June 2020, 2019, 2018, 2017 and 2016 |

Note:

1. For wider range of data, we communicated with Bangladesh Bureau of Statistics and Bangladesh Bank. But, we were informed that none of them maintains such ratios with regard to industry concern.
2. The companies considered as peer of BPPL are listed in the Stock Exchanges of Bangladesh, which are Dhaka Stock Exchange Limited and Chittagong Stock Exchange Limited.
3. We have considered the companies listed under Power Sector only to make the comparison more relevant.
4. Data used here is taken from Dhaka Stock Exchange Limited and last published annual Financial Statements, available on 15 October, 2020.
5. Negative as well as outlier figures have not been considered to avoid distortion.
6. Companies having annually published data have been considered only.

#### Analysis:

| Sl.                         | Financial Ratio                               | 30-Jun-19 |               |   |
|-----------------------------|---|-----------|---------------|---|
|                             |   | BPPL      | Industry Avg. | Remark/ Explanation   |
| Liquidity Ratios            |   |           |               |   |
| 1                           | Current Ratio                                 | 1.08      | 2.10          | BPPL'S Current Ratio is lower than the industry average current ratio because of relatively higher current liabilities.   |
| 2                           | Quick Ratio                                   | 0.65      | 1.78          | BPPL'S Ratio is lower than the industry average ratio as quick assets are relatively lower.   |
| Operating Efficiency Ratios |   |           |               |   |
| 1                           | Accounts Receivable Turnover Ratio (In times) | 3.52      | 4.18          | BPPL’S Ratio is lower as collection period is longer than the average industry.   |
| 2                           | Inventory Turnover Ratio (In times)           | 3.83      | 8.70          | BPPL’S Ratio is lower because of relatively high inventory level.   |
| 3                           | Asset Turnover Ratio (In times)               | 0.51      | 0.39          | BPPL'S Ratio is better than the industry average ratio as BPPL generates sales with a relatively small amount of fixed assets. This indicates that the company has ability to generate more revenue by using one unit of asset. |
| Profitability Ratios        |   |           |               |   |
| 1                           | Gross Margin Ratio %                          | 0.22      | 0.29          | BPPL'S Ratio is lower than the industry average ratio because of higher cost of sales.  |
| 2                           | Operating Profit Ratio %                      | 0.21      | 0.25          | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.  |
| 3                           | Net Profit Ratio %                            | 0.09      | 0.23          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 4                           | Return on Assets Ratio (ROA) %                | 0.05      | 0.08          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 5                           | Return on Equity Ratio (After Tax)%           | 0.14      | 0.14          | BPPL'S Ratio is in line with the industry average ratio.  |
| 6                           | Earnings Per Share Ratio (EPS)                | 2.76      | 5.58          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 7                           | EBITDA Margin                                 | 0.24      | 0.36          | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.  |
| Solvency Ratios             |   |           |               |   |
| 1                           | Debt to total Assets Ratio                    | 0.63      | 0.28          | BPPL’S Ratio is higher because of relatively higher debt.   |
| 2                           | Debt to Equity Ratio (In times)               | 1.71      | 0.59          | BPPL’S Ratio is higher because of relatively higher debt.   |

| Sl.                         | Financial Ratio   | 30-Jun-19 |               |   |
|-----------------------------|---|-----------|---------------|---|
|                             |   | BPPL      | Industry Avg. | Remark/ Explanation   |
| 3                           | Times Interest Earned Ratio                               | 2.00      | 6.78          | BPPL'S Ratio is lower than the industry average ratio as operating profit is relatively lower to pay interest expenses.   |
| 4                           | Debt Service Coverage Ratio                               | 0.50      | 1.17          | BPPL'S Ratio is lower because of relatively higher debt service.  |
| Cash Flow Ratios            |   |           |               |   |
| 1                           | Net Operating Cash Flow Per Share                         | 2.15      | 6.36          | BPPL'S Ratio is lower than the industry average ratio as net operating cash flow is relatively lower.   |
| 2                           | Net Operating Cash Flow Per Share/Earning Per Share (EPS) | 0.78      | 1.26          | BPPL'S Ratio is lower than the industry average ratio as net operating cash flow is relatively lower.   |
|                             |   |           |               |   |
| Sl.                         | Financial Ratio   | 30-Jun-18 |               |   |
|                             |   | BPPL      | Industry Avg. | Remark/ Explanation   |
| Liquidity Ratios            |   |           |               |   |
| 1                           | Current Ratio   | 1.10      | 1.36          | BPPL'S Current Ratio is lower than the industry average current ratio because of relatively higher current liabilities.   |
| 2                           | Quick Ratio   | 0.73      | 1.11          | BPPL'S Ratio is lower than the industry average ratio as quick assets are relatively lower.   |
| Operating Efficiency Ratios |   |           |               |   |
| 1                           | Accounts Receivable Turnover Ratio (In times)             | 3.29      | 4.65          | BPPL'S Ratio is lower as collection period is longer than the average industry.   |
| 2                           | Inventory Turnover Ratio (In times)                       | 3.31      | 8.38          | BPPL'S Ratio is lower because of relatively high inventory level.   |
| 3                           | Asset Turnover Ratio (In times)                           | 0.47      | 0.49          | BPPL'S Ratio is lower than the industry average ratio as BPPL generates sales with a relatively high amount of fixed assets.  |
| Profitability Ratios        |   |           |               |   |
| 1                           | Gross Margin Ratio %                                      | 0.24      | 0.30          | BPPL'S Ratio is lower than the industry average ratio because of higher cost of sales.  |
| 2                           | Operating Profit Ratio %                                  | 0.22      | 0.25          | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.  |
| 3                           | Net Profit Ratio %  | 0.13      | 0.24          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 4                           | Return on Assets Ratio (ROA) %                            | 0.06      | 0.11          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 5                           | Return on Equity Ratio (After Tax)%                       | 0.17      | 0.16          | BPPL'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors. |
| 6                           | Earnings Per Share Ratio (EPS)                            | 3.38      | 5.80          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 7                           | EBITDA Margin   | 0.29      | 0.35          | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.  |
| Solvency Ratios             |   |           |               |   |
| 1                           | Debt to total Assets Ratio                                | 0.67      | 0.33          | BPPL'S Ratio is higher than the industry average ratio as debt burden is higher than assets.  |

| Sl. | Financial Ratio                 | 30-Jun-18 |               |   |
|-----|---------------------------------|-----------|---------------|---|
|     |                                 | BPPL      | Industry Avg. | Remark/ Explanation   |
| 2   | Debt to Equity Ratio (In times) | 2.03      | 0.71          | BPPL'S Ratio is higher than the industry average ratio as debt burden is higher.  |
| 3   | Times Interest Earned Ratio     | 2.35      | 9.06          | BPPL'S Ratio is lower than the industry average ratio as operating profit is relatively lower to pay interest expenses. |
| 4   | Debt Service Coverage Ratio     | 0.52      | 1.12          | BPPL'S Ratio is lower because of relatively higher debt service.  |

| Cash Flow Ratios |   |      |      |  |
|------------------|---|------|------|--|
| 1                | Net Operating Cash Flow Per Share                         | 8.26 | 4.28 | BPPL'S Ratio is better than the industry average ratio as net operating cash flow is relatively higher. Higher cash flow per share implies that the business has more value in term of the operational strength and sustainability of the business model compared to competitors |
| 2                | Net Operating Cash Flow Per Share/Earning Per Share (EPS) | 2.45 | 0.96 | BPPL'S Ratio is better than the industry average ratio as net operating cash flow is relatively higher.  |

| Sl.              | Financial Ratio | 30-Jun-17 |               |   |
|------------------|-----------------|-----------|---------------|---|
|                  |                 | BPPL      | Industry Avg. | Remark/ Explanation   |
| Liquidity Ratios |                 |           |               |   |
| 1                | Current Ratio   | 1.41      | 9.04          | BPPL'S Current Ratio is lower than the industry average current ratio because of relatively higher current liabilities. |
| 2                | Quick Ratio     | 0.80      | 8.20          | BPPL'S Ratio is lower than the industry average ratio as quick assets are relatively lower.                             |

| Operating Efficiency Ratios |   |      |       |   |
|-----------------------------|---|------|-------|---|
| 1                           | Accounts Receivable Turnover Ratio (In times) | 3.75 | 5.51  | BPPL'S Ratio is lower as collection period is longer than the average industry. |
| 2                           | Inventory Turnover Ratio (In times)           | 3.72 | 31.96 | BPPL'S Ratio is lower because of relatively high inventory level.               |
| 3                           | Asset Turnover Ratio (In times)               | 0.50 | 0.50  | BPPL'S Ratio is in line with the industry average ratio.                        |

| Profitability Ratios |                                     |      |      |   |
|----------------------|-------------------------------------|------|------|---|
| 1                    | Gross Margin Ratio %                | 0.24 | 0.33 | BPPL'S Ratio is lower than the industry average ratio because of higher cost of sales.  |
| 2                    | Operating Profit Ratio %            | 0.22 | 0.28 | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.  |
| 3                    | Net Profit Ratio %                  | 0.12 | 0.26 | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 4                    | Return on Assets Ratio (ROA) %      | 0.06 | 0.12 | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |
| 5                    | Return on Equity Ratio (After Tax)% | 0.19 | 0.17 | BPPL'S Ratio is better than the industry average ratio because of higher net profit implying that the management of the company is using it's net assets more effectively than that of competitors. |
| 6                    | Earnings Per Share Ratio (EPS)      | 3.21 | 7.93 | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.  |



| Sl.                     | Financial Ratio   | 30-Jun-17 |               |   |
|-------------------------|---|-----------|---------------|---|
|                         |   | BPPL      | Industry Avg. | Remark/ Explanation   |
| 7                       | EBITDA Margin   | 0.27      | 0.36          | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.                                |
| <b>Solvency Ratios</b>  |   |           |               |   |
| 1                       | Debt to total Assets Ratio                                | 0.68      | 0.33          | BPPL'S Ratio is higher than the industry average ratio as debt burden is higher.  |
| 2                       | Debt to Equity Ratio (In times)                           | 2.10      | 0.77          | BPPL'S Ratio is higher than the industry average ratio as debt burden is higher.  |
| 3                       | Times Interest Earned Ratio                               | 2.24      | 7.54          | BPPL'S Ratio is lower than the industry average ratio as operating profit is relatively lower to pay interest expenses. |
| 4                       | Debt Service Coverage Ratio                               | 0.63      | 3.32          | BPPL'S Ratio is lower because of relatively higher debt service.  |
| <b>Cash Flow Ratios</b> |   |           |               |   |
| 1                       | Net Operating Cash Flow Per Share                         | 5.48      | 5.66          | BPPL'S Ratio is lower than the industry average ratio as net operating cash flow is relatively lower.                   |
| 2                       | Net Operating Cash Flow Per Share/Earning Per Share (EPS) | 1.71      | 1.11          | BPPL'S Ratio is better than the industry average ratio as net operating cash flow is relatively higher.                 |

| Sl.                         | Financial Ratio                               | 30-Jun-16 |               |  |
|-----------------------------|---|-----------|---------------|--|
|                             |   | BPPL      | Industry Avg. | Remark/ Explanation  |
| Liquidity Ratios            |   |           |               |  |
| 1                           | Current Ratio                                 | 1.46      | 2.53          | BPPL'S Current Ratio is lower than the industry average current ratio because of relatively higher current liabilities.      |
| 2                           | Quick Ratio                                   | 0.86      | 2.12          | BPPL'S Ratio is lower than the industry average ratio as quick assets are relatively lower.                                  |
| Operating Efficiency Ratios |   |           |               |  |
| 1                           | Accounts Receivable Turnover Ratio (In times) | 2.99      | 5.66          | BPPL'S Ratio is lower as collection period is longer than the average industry.  |
| 2                           | Inventory Turnover Ratio (In times)           | 2.79      | 5.41          | BPPL'S Ratio is lower because of relatively high inventory level.  |
| 3                           | Asset Turnover Ratio (In times)               | 0.39      | 0.47          | BPPL'S Ratio is lower than the industry average ratio as BPPL generates sales with a relatively high amount of fixed assets. |
| Profitability Ratios        |   |           |               |  |
| 1                           | Gross Margin Ratio %                          | 0.30      | 0.37          | BPPL'S Ratio is lower than the industry average ratio because of higher cost of sales.                                       |
| 2                           | Operating Profit Ratio %                      | 0.27      | 0.28          | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.                                     |
| 3                           | Net Profit Ratio %                            | 0.14      | 0.26          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.   |
| 4                           | Return on Assets Ratio (ROA) %                | 0.05      | 0.15          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.   |
| 5                           | Return on Equity Ratio (After Tax)%           | 0.19      | 0.15          | BPPL'S Ratio is better than the industry average ratio because of higher net profit implying that the                        |

| Sl.                     | Financial Ratio   | 30-Jun-16 |               |  |
|-------------------------|---|-----------|---------------|--|
|                         |   | BPPL      | Industry Avg. | Remark/ Explanation  |
|                         |   |           |               | management of the company is using it's net assets more effectively than that of competitors.  |
| 6                       | Earnings Per Share Ratio (EPS)                            | 2.89      | 6.59          | BPPL'S Ratio is lower than the industry average ratio because of lower net profit.   |
| 7                       | EBITDA Margin   | 0.34      | 0.37          | BPPL'S Ratio is lower than the industry average ratio because of lower operating profit.   |
| <b>Solvency Ratios</b>  |   |           |               |  |
| 1                       | Debt to total Assets Ratio                                | 0.72      | 0.42          | BPPL'S Ratio is higher than the industry average ratio as debt burden is higher.   |
| 2                       | Debt to Equity Ratio (In times)                           | 2.52      | 1.04          | BPPL'S Ratio is higher than the industry average ratio as debt burden is higher.   |
| 3                       | Times Interest Earned Ratio                               | 2.04      | 17.25         | BPPL'S Ratio is lower than the industry average ratio as operating profit is relatively lower to pay interest expenses.  |
| 4                       | Debt Service Coverage Ratio                               | 0.51      | 4.94          | BPPL'S Ratio is lower because of relatively higher debt service.   |
| <b>Cash Flow Ratios</b> |   |           |               |  |
| 1                       | Net Operating Cash Flow Per Share                         | 6.86      | 4.88          | BPPL'S Ratio is better than the industry average ratio as net operating cash flow is relatively higher. Higher cash flow per share implies that the business has more value in term of the operational strength and sustainability of the business model compared to competitors |
| 2                       | Net Operating Cash Flow Per Share/Earning Per Share (EPS) | 2.37      | 1.40          | BPPL'S Ratio is better than the industry average ratio as net operating cash flow is relatively higher.  |

**(d) Auditors report under Section 135(1), Para 24(1) of Part II of Schedule III of the কোম্পানি আইন, 1994:**

**AUDITOR'S REPORT UNDER SECTION 135(1), PARA 24(1) OF PART II OF SCHEDULE III OF THE কোম্পানি আইন, 1994**

As required under section 135(1), Para 24(1), Part II of the Third Schedule of the Companies Act 1994, Baraka Patenga Power Limited prepared the following statements of its assets and liabilities and operating results as at and for the year ended 30 June 2020, 30 June 2019, 30 June 2018, 30 June 2017, 30 June 2016 and submitted those to us for our working and for issuance of our confirmation thereon. Accordingly we have reviewed the relevant audited financial statements and hereby confirm that the following information has been correctly extracted from those audited financial statements:

**A. Statement of Financial Position:**

|   | Amount in Tk.         |                      |                       |                      |                      |                      |                      |                      |                      |          |
|---|-----------------------|----------------------|-----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------|
|   | 30.06.20              |                      | 30.06.19              |                      | 30.06.18             |                      | 30.06.17             |                      | 30.06.16             |          |
|   | Consolidated          | Separate             | Consolidated          | Separate             | Consolidated         | Separate             | Consolidated         | Separate             | Consolidated         | Separate |
| <b>ASSETS</b>                               |                       |                      |                       |                      |                      |                      |                      |                      |                      |          |
| Property, Plant and equipment               | 17,307,376,102        | 3,601,576,523        | 10,967,290,471        | 3,750,285,980        | 4,406,137,408        | 3,876,894,116        | 3,850,792,905        | 3,850,792,905        | 3,954,491,677        |          |
| Capital Work-in-Progress                    | -                     | -                    | 6,439,451,456         | -                    | 88,050,734           | -                    | -                    | -                    | 33,208,342           |          |
| Goodwill on Acquisition of Subsidiary       | 1,768,182             | -                    | 1,768,182             | -                    | 1,768,182            | -                    | 1,768,182            | -                    | -                    |          |
| Investment in Subsidiary                    | -                     | 96,900,000           | -                     | 96,900,000           | -                    | 96,900,000           | -                    | 535,500              | -                    |          |
| Investment in Associates                    | -                     | -                    | -                     | -                    | -                    | -                    | -                    | -                    | 960,000              |          |
| <b>Non-Current Assets</b>                   | <b>17,309,144,284</b> | <b>3,698,476,523</b> | <b>17,408,510,109</b> | <b>3,847,185,980</b> | <b>4,495,956,324</b> | <b>3,973,794,116</b> | <b>3,852,561,087</b> | <b>3,851,328,405</b> | <b>3,988,660,019</b> |          |
| Inventories                                 | 1,579,986,338         | 581,596,857          | 728,348,113           | 576,533,984          | 592,551,644          | 592,551,644          | 593,283,728          | 593,283,728          | 484,316,800          |          |
| Investment in Marketable Securities         | 2,783,150             | 2,783,150            | 5,126,337             | 5,126,337            | 1,800,800            | 1,800,800            | 6,646,964            | 6,646,964            | -                    |          |
| Advance, Deposits & Pre-payments            | 140,782,351           | 73,943,812           | 359,638,687           | 49,453,015           | 637,916,927          | 42,564,374           | 79,746,306           | 28,629,821           | 24,802,370           |          |
| Accounts Receivable                         | 1,214,912,480         | 473,569,555          | 1,370,037,708         | 827,258,947          | 812,495,547          | 812,495,547          | 766,765,565          | 766,765,565          | 645,097,838          |          |
| Subsidiary Company Balance                  | -                     | -                    | -                     | -                    | -                    | 413,653,116          | -                    | -                    | -                    |          |
| Other Receivable                            | 992,110               | 28,000               | 5,360,932             | 5,360,932            | 34,000               | 34,000               | 10,000               | 10,000               | 16,000               |          |
| Holding Company Balance                     | -                     | -                    | -                     | -                    | -                    | -                    | -                    | -                    | 20,097,645           |          |
| Cash & Cash Equivalents                     | 430,146,697           | 26,007,819           | 127,011,361           | 112,522,122          | 29,708,586           | 17,698,507           | 30,525,364           | 30,498,055           | 59,410,835           |          |
| <b>Current Assets</b>                       | <b>3,369,603,126</b>  | <b>1,157,929,193</b> | <b>2,595,523,138</b>  | <b>1,576,255,337</b> | <b>2,074,507,504</b> | <b>1,880,797,988</b> | <b>1,476,977,927</b> | <b>1,425,834,133</b> | <b>1,233,741,488</b> |          |
| <b>Total Assets</b>                         | <b>20,678,747,410</b> | <b>4,856,405,716</b> | <b>20,004,033,247</b> | <b>5,423,441,317</b> | <b>6,570,463,828</b> | <b>5,854,592,104</b> | <b>5,329,539,014</b> | <b>5,277,162,538</b> | <b>5,222,401,507</b> |          |
| <b>EQUITY &amp; LIABILITIES</b>             |                       |                      |                       |                      |                      |                      |                      |                      |                      |          |
| <b>Equity</b>                               |                       |                      |                       |                      |                      |                      |                      |                      |                      |          |
| Share Capital                               | 992,250,000           | 992,250,000          | 992,250,000           | 992,250,000          | 992,250,000          | 992,250,000          | 992,250,000          | 992,250,000          | 945,000,000          |          |
| Share Money Deposit                         | -                     | -                    | -                     | -                    | -                    | -                    | -                    | -                    | -                    |          |
| Fair Value Reserve                          | (1,379,190)           | (1,379,190)          | (1,084,875)           | (1,084,875)          | (144,450)            | (144,450)            | (41,291)             | (41,291)             | -                    |          |
| Retained Earnings                           | 1,291,179,476         | 1,091,281,803        | 956,984,246           | 1,007,869,150        | 875,299,384          | 939,920,567          | 708,097,816          | 708,600,167          | 536,618,278          |          |
| <b>Shareholders' Equity of Parent</b>       | <b>2,282,050,286</b>  | <b>2,082,152,613</b> | <b>1,948,149,371</b>  | <b>1,999,034,275</b> | <b>1,867,404,934</b> | <b>1,932,026,117</b> | <b>1,700,306,525</b> | <b>1,700,808,876</b> | <b>1,481,618,278</b> |          |
| Non Controlling Interest                    | 335,553,320           | -                    | 94,605,355            | -                    | 81,407,753           | -                    | (1,666,992)          | -                    | -                    |          |
| <b>Total Equity</b>                         | <b>2,617,603,606</b>  | <b>2,082,152,613</b> | <b>2,042,754,726</b>  | <b>1,999,034,275</b> | <b>1,948,812,687</b> | <b>1,932,026,117</b> | <b>1,698,639,533</b> | <b>1,700,808,876</b> | <b>1,481,618,278</b> |          |
| <b>Liabilities</b>                          |                       |                      |                       |                      |                      |                      |                      |                      |                      |          |
| Advance against share issue                 | 1,396,500,000         | -                    | 195,000,000           | -                    | -                    | -                    | -                    | -                    | -                    |          |
| Preference Share (Redeemable)               | 200,000,000           | -                    | -                     | -                    | -                    | -                    | -                    | -                    | -                    |          |
| Term Loan-Non Current Portion               | 1,598,741,651         | 1,598,741,651        | 1,956,395,398         | 1,956,395,398        | 2,206,065,975        | 2,206,065,975        | 2,565,875,317        | 2,565,875,317        | 2,895,449,376        |          |
| Provision for Gratuity                      | 2,734,465             | 2,734,465            | 5,854,828             | 5,854,828            | -                    | -                    | -                    | -                    | -                    |          |
| Finance Lease Liability-Non Current Portion | 9,031,391             | -                    | 12,149,543            | -                    | -                    | -                    | -                    | -                    | 1,918,097            |          |
| <b>Non-current liabilities</b>              | <b>3,207,007,507</b>  | <b>1,601,476,116</b> | <b>2,169,399,769</b>  | <b>1,962,250,226</b> | <b>2,206,065,975</b> | <b>2,206,065,975</b> | <b>2,565,875,317</b> | <b>2,565,875,317</b> | <b>2,897,367,473</b> |          |
| Term Loan-Current Maturity                  | 422,478,894           | 422,478,894          | 412,992,335           | 412,992,335          | 393,304,198          | 393,304,198          | 371,499,704          | 371,499,704          | 346,050,637          |          |
| Finance Lease- Current Maturity             | 3,358,237             | -                    | 2,744,665             | -                    | -                    | -                    | 1,918,096            | 1,918,096            | 2,928,519            |          |
| Short Term Liabilities                      | 4,353,624,118         | 503,296,524          | 3,470,632,727         | 503,986,769          | 1,153,239,490        | 456,474,042          | 357,324,800          | 302,809,310          | 484,716,916          |          |
| Deferred Liabilities                        | 8,218,211,824         | 218,862,026          | 8,800,748,434         | 498,533,715          | -                    | -                    | -                    | -                    | -                    |          |
| Provision for Income Tax                    | 2,481,402             | 1,975,699            | 10,267,844            | 10,017,986           | 11,977,070           | 11,963,865           | 10,579               | 9,000                | 4,169,433            |          |
| Provision for WPPF                          | 9,182,201             | 9,182,201            | 13,782,712            | 13,782,712           | -                    | -                    | -                    | -                    | -                    |          |
| Liabilities for Expenses                    | 21,752,787            | 4,935,452            | 9,243,100             | 3,527,938            | 3,785,146            | 1,478,645            | 478,478              | 449,728              | 440,684              |          |
| Current Account with related parties        | 1,606,119,342         | -                    | 1,170,503,244         | -                    | 101,046,872          | 101,046,872          | -                    | -                    | -                    |          |
| Accounts Payable                            | 52,512,304            | 12,046,191           | 1,900,963,691         | 19,315,361           | 752,232,390          | 752,232,390          | 333,792,507          | 333,792,507          | 5,109,567            |          |
| Other Liabilities                           | 164,415,188           | -                    | -                     | -                    | -                    | -                    | -                    | -                    | -                    |          |
| <b>Current Liabilities</b>                  | <b>14,854,136,297</b> | <b>1,172,776,987</b> | <b>15,791,878,752</b> | <b>1,462,156,816</b> | <b>2,415,585,166</b> | <b>1,716,500,012</b> | <b>1,065,024,164</b> | <b>1,010,478,345</b> | <b>843,415,756</b>   |          |
| <b>Total liabilities</b>                    | <b>18,061,143,804</b> | <b>2,774,253,103</b> | <b>17,961,278,521</b> | <b>3,424,407,042</b> | <b>4,621,651,141</b> | <b>3,922,565,987</b> | <b>3,630,899,481</b> | <b>3,576,353,662</b> | <b>3,740,783,229</b> |          |
| <b>Total equity and liabilities</b>         | <b>20,678,747,410</b> | <b>4,856,405,716</b> | <b>20,004,033,247</b> | <b>5,423,441,317</b> | <b>6,570,463,828</b> | <b>5,854,592,104</b> | <b>5,329,539,014</b> | <b>5,277,162,538</b> | <b>5,222,401,507</b> |          |
| Net asset value (NAV) per share             | 23.00                 | 20.98                | 19.63                 | 20.15                | 18.82                | 19.47                | 17.14                | 17.14                | 15.68                |          |

The above figures have been extracted from the respective year's restated audited financial statements.

Dhaka  
Dated, 22 October 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**B. Statement of Profit or Loss and Other Comprehensive Income**

|  | Amount in Tk.        |                    |                    |                    |                    |                    |                    |                    |                    |
|--|----------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
|  | 2019-2020            |                    | 2018-19            |                    | 2017-18            |                    | 2016-17            |                    | 2015-16            |
|  | Consolidated         | Separate           | Consolidated       | Separate           | Consolidated       | Separate           | Consolidated       | Separate           | Separate           |
| Revenue  | 5,448,793,155        | 1,691,216,401      | 3,429,200,361      | 2,886,421,600      | 2,594,491,208      | 2,594,491,208      | 2,648,485,011      | 2,648,485,011      | 2,119,185,034      |
| Cost of revenues                                   | (2,922,188,337)      | (1,195,469,181)    | (2,657,297,654)    | (2,238,446,058)    | (1,962,657,053)    | (1,961,062,473)    | (2,003,865,451)    | (2,003,865,451)    | (1,487,507,065)    |
| <b>Gross profit</b>                                | <b>2,526,604,818</b> | <b>495,747,220</b> | <b>771,902,707</b> | <b>647,975,542</b> | <b>631,834,155</b> | <b>633,428,735</b> | <b>644,619,560</b> | <b>644,619,560</b> | <b>631,677,969</b> |
| General & Administrative expenses                  | (267,543,649)        | (62,543,417)       | (123,379,714)      | (54,436,166)       | (72,970,259)       | (58,629,969)       | (59,946,268)       | (59,843,606)       | (69,554,248)       |
| <b>Profit from operating activities</b>            | <b>2,259,061,169</b> | <b>433,203,803</b> | <b>648,522,993</b> | <b>593,539,376</b> | <b>558,863,896</b> | <b>574,798,766</b> | <b>584,673,292</b> | <b>584,775,954</b> | <b>562,123,721</b> |
| Other Income/(Loss)                                | (78,480,375)         | (17,553,569)       | (28,524,085)       | (28,409,137)       | (31,492,054)       | 22,694,612         | (9,681,257)        | (9,681,602)        | 4,596,307          |
| Charges for Delay in Commissioning                 | (400,704,550)        | -                  | -                  | -                  | -                  | -                  | -                  | -                  | -                  |
| Financial Expense                                  | (1,095,341,494)      | (222,824,012)      | (303,391,420)      | (275,693,285)      | (257,767,244)      | (254,270,819)      | (257,996,023)      | (257,113,460)      | (278,136,946)      |
| Contribution to WPPF                               | (9,182,201)          | (9,182,201)        | (13,782,712)       | (13,782,712)       | -                  | -                  | -                  | -                  | -                  |
| <b>Profit before tax</b>                           | <b>675,352,549</b>   | <b>183,644,021</b> | <b>302,824,776</b> | <b>275,654,242</b> | <b>269,604,598</b> | <b>343,222,559</b> | <b>316,996,012</b> | <b>317,980,892</b> | <b>288,583,082</b> |
| Over/(Under) Provision in prior year's Income Tax  | (913,675)            | (913,675)          | -                  | -                  | -                  | -                  | 484,997            | 484,997            | -                  |
| Income Tax   | (556,361)            | (92,693)           | (2,119,659)        | (1,883,006)        | (8,146,606)        | (8,134,980)        | (9,121)            | (9,000)            | (2,093,704)        |
| <b>Profit for the period</b>                       | <b>673,882,513</b>   | <b>182,637,653</b> | <b>300,705,117</b> | <b>273,771,236</b> | <b>261,457,992</b> | <b>335,087,579</b> | <b>317,471,888</b> | <b>318,456,889</b> | <b>286,489,378</b> |
| Other Comprehensive Income/(Loss)                  | (294,315)            | (294,315)          | (940,425)          | (940,425)          | (103,159)          | (103,159)          | (41,291)           | (41,291)           | -                  |
| <b>Total Comprehensive income for the year</b>     | <b>673,588,198</b>   | <b>182,343,338</b> | <b>299,764,692</b> | <b>272,830,811</b> | <b>261,354,833</b> | <b>334,984,420</b> | <b>317,430,597</b> | <b>318,415,598</b> | <b>286,489,378</b> |
| <b>Profit attributable to:</b>                     |                      |                    |                    |                    |                    |                    |                    |                    |                    |
| Owners of the Company                              | 433,172,532          | -                  | 287,507,515        | -                  | 270,968,747        | -                  | 317,954,538        | -                  | -                  |
| Non Controlling Interest                           | 240,709,981          | -                  | 13,197,602         | -                  | (9,510,755)        | -                  | (482,650)          | -                  | -                  |
|  | <b>673,882,513</b>   | <b>-</b>           | <b>300,705,117</b> | <b>-</b>           | <b>261,457,992</b> | <b>-</b>           | <b>317,471,888</b> | <b>-</b>           | <b>-</b>           |
| <b>Other comprehensive income attributable to:</b> |                      |                    |                    |                    |                    |                    |                    |                    |                    |
| Owners of the Company                              | 432,878,217          | -                  | 286,567,090        | -                  | 270,865,588        | -                  | 317,913,247        | -                  | -                  |
| Non Controlling Interest                           | 240,709,981          | -                  | 13,197,602         | -                  | (9,510,755)        | -                  | (482,650)          | -                  | -                  |
|  | <b>673,588,198</b>   | <b>-</b>           | <b>299,764,692</b> | <b>-</b>           | <b>261,354,833</b> | <b>-</b>           | <b>317,430,597</b> | <b>-</b>           | <b>-</b>           |
| <b>Earnings per share</b>                          |                      |                    |                    |                    |                    |                    |                    |                    |                    |
| Basic earnings per share                           | 4.37                 | 1.84               | 2.90               | 2.76               | 2.73               | 3.38               | 3.20               | 3.21               | 2.89               |
| Fully Diluted Earnings Per Share                   | 4.37                 | 1.84               | 2.90               | 2.76               | 2.73               | 3.38               | 3.20               | 3.21               | 2.89               |

[as per Bangladesh Securities and Exchange Commission (Public Issue) Rules, 2015]

Dhaka  
Dated, 22 October 2020

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**C. Dividend Declared for the last 5 (five) Years :**

| <b>Year</b> | <b>Cash Dividend</b> | <b>Stock Dividend</b> | <b>Total Dividend</b> |
|-------------|----------------------|-----------------------|-----------------------|
| 2019-2020   | 10%                  | 0%                    | 10%                   |
| 2018-2019   | 10%                  | 0%                    | 10%                   |
| 2017-2018   | 10%                  | 0%                    | 10%                   |
| 2016-2017   | 20%                  | 0%                    | 20%                   |
| 2015-2016   | 10%                  | 5%                    | 15%                   |

**Points to be noted :**

**a).** Baraka Patenga Power Limited was incorporated on 07th June 2011 vide registration number C-93385/11 as private limited company and converted to public company limited company on 28th April 2014 with Registrar of Joint Stock Companies and Firms (RJSC) in Bangladesh under the Companies Act 1994.

**b).** The Statement of Financial position as at 30 June 2020 (Consolidate & Separate), 30 June 2019 (Consolidate & Separate) and 30 June 2018 (Consolidate & Separate) have been audited by us, 30 June 2017 (Consolidate & Separate), 30 June 2016 (Separate) were audited by Malek Siddiqui Wali Chartered Accountants.

**c).** The Statement of Profit or Loss and Other Comprehensive Income for the year ended 30 June 2020 (Consolidate & Separate), 30 June 2019 (Consolidate & Separate) and 30 June 2018 (Consolidate & Separated) have been audited by us, 30 June 2017 (Consolidate & Separate), 30 June 2016 (Separate) were audited by Malek Siddiqui Wali Chartered Accountants.

**d).** The Company has two subsidiary namely, Karnaphuli Power Limited and Baraka Shikalbaha Power Limited.

**e).** Figures related to previous years have been rearranged whenever considered necessary.

**f).** The Company did not prepare any financial statements for any period subsequent to June 30, 2020.

Dhaka  
Dated, 22 October 2020

**Sd/-**  
**KAZI ZAHIR KHAN & CO.**  
**Chartered Accountants**

(e) Financial spread sheet analysis for the latest audited financial statement:

A. Statement of Financial Position:

| Particulars                                 | Amount in Tk.         |                   |                      |                   |                       |                   |                      |                   |
|---|-----------------------|-------------------|----------------------|-------------------|-----------------------|-------------------|----------------------|-------------------|
|   | 30.06.20              |                   |                      |                   | 30.06.19              |                   |                      |                   |
|   | Consolidated          | % of Total Assets | Separate             | % of Total Assets | Consolidated          | % of Total Assets | Separate             | % of Total Assets |
| <b>ASSETS</b>                               |                       |                   |                      |                   |                       |                   |                      |                   |
| Property, Plant and equipment               | 17,307,376,102        | 83.70%            | 3,601,576,523        | 74.16%            | 10,967,290,471        | 54.83%            | 3,750,285,980        | 69.15%            |
| Capital Work-in-Progress                    | -                     | 0.00%             | -                    | 0.00%             | 6,439,451,456         | 32.19%            | -                    | 0.00%             |
| Goodwill on Acquisition of Subsidiary       | 1,768,182             | 0.01%             | -                    | 0.00%             | 1,768,182             | 0.01%             | -                    | 0.00%             |
| Investment in Subsidiary                    | -                     | 0.00%             | 96,900,000           | 2.00%             | -                     | 0.00%             | 96,900,000           | 1.79%             |
| Investment in Associates                    | -                     | 0.00%             | -                    | 0.00%             | -                     | 0.00%             | -                    | 0.00%             |
| <b>Non-Current Assets</b>                   | <b>17,309,144,284</b> | <b>83.70%</b>     | <b>3,698,476,523</b> | <b>76.16%</b>     | <b>17,408,510,109</b> | <b>87.03%</b>     | <b>3,847,185,980</b> | <b>70.94%</b>     |
| Inventories                                 | 1,579,986,338         | 7.64%             | 581,596,857          | 11.98%            | 728,348,113           | 3.64%             | 576,533,984          | 10.63%            |
| Investment in Marketable Securities         | 2,783,150             | 0.01%             | 2,783,150            | 0.06%             | 5,126,337             | 0.03%             | 5,126,337            | 0.09%             |
| Advance, Deposits & Pre-payments            | 140,782,351           | 0.68%             | 73,943,812           | 1.52%             | 359,638,687           | 1.80%             | 49,453,015           | 0.91%             |
| Accounts Receivable                         | 1,214,912,480         | 5.88%             | 473,569,555          | 9.75%             | 1,370,037,708         | 6.85%             | 827,258,947          | 15.25%            |
| Subsidiary Company Balance                  | -                     | 0.00%             | -                    | 0.00%             | -                     | 0.00%             | -                    | 0.00%             |
| Other Receivable                            | 992,110               | 0.00%             | 28,000               | 0.00%             | 5,360,932             | 0.03%             | 5,360,932            | 0.10%             |
| Holding Company Balance                     | -                     | 0.00%             | -                    | 0.00%             | -                     | 0.00%             | -                    | 0.00%             |
| Cash & Cash Equivalents                     | 430,146,697           | 2.08%             | 26,007,819           | 0.54%             | 127,011,361           | 0.63%             | 112,522,122          | 2.07%             |
| <b>Current Assets</b>                       | <b>3,369,603,126</b>  | <b>16.30%</b>     | <b>1,157,929,193</b> | <b>23.84%</b>     | <b>2,595,523,138</b>  | <b>12.97%</b>     | <b>1,576,255,337</b> | <b>29.06%</b>     |
| <b>Total Assets</b>                         | <b>20,678,747,410</b> | <b>100.00%</b>    | <b>4,856,405,716</b> | <b>100.00%</b>    | <b>20,004,033,247</b> | <b>100.00%</b>    | <b>5,423,441,317</b> | <b>100.00%</b>    |
| <b>EQUITY &amp; LIABILITIES</b>             |                       |                   |                      |                   |                       |                   |                      |                   |
| <b>Equity</b>                               |                       |                   |                      |                   |                       |                   |                      |                   |
| Share Capital                               | 992,250,000           | 4.80%             | 992,250,000          | 20.43%            | 992,250,000           | 4.96%             | 992,250,000          | 18.30%            |
| Share Money Deposit                         | -                     | 0.00%             | -                    | 0.00%             | -                     | 0.00%             | -                    | 0.00%             |
| Fair Value Reserve                          | (1,379,190)           | -0.01%            | (1,379,190)          | -0.03%            | (1,084,875)           | -0.01%            | (1,084,875)          | -0.02%            |
| Retained Earnings                           | 1,291,179,476         | 6.24%             | 1,091,281,803        | 22.47%            | 956,984,246           | 4.78%             | 1,007,869,150        | 18.58%            |
| <b>Shareholders' Equity of Parent</b>       | <b>2,282,050,286</b>  | <b>11.04%</b>     | <b>2,082,152,613</b> | <b>42.87%</b>     | <b>1,948,149,371</b>  | <b>9.74%</b>      | <b>1,999,034,275</b> | <b>36.86%</b>     |
| Non Controlling Interest                    | 335,553,320           | 1.62%             | -                    | 0.00%             | 94,605,355            | 0.47%             | -                    | 0.00%             |
| <b>Total Equity</b>                         | <b>2,617,603,606</b>  | <b>12.66%</b>     | <b>2,082,152,613</b> | <b>42.87%</b>     | <b>2,042,754,726</b>  | <b>10.21%</b>     | <b>1,999,034,275</b> | <b>36.86%</b>     |
| <b>Liabilities</b>                          |                       |                   |                      |                   |                       |                   |                      |                   |
| Advance against share issue                 | 1,396,500,000         | 6.75%             | -                    | 0.00%             | 195,000,000           | 0.97%             | -                    | 0.00%             |
| Preference Share (Redeemable)               | 200,000,000           | 0.97%             | -                    | 0.00%             | -                     | 0.00%             | -                    | 0.00%             |
| Term Loan-Non Current Portion               | 1,598,741,651         | 7.73%             | 1,598,741,651        | 32.92%            | 1,956,395,398         | 9.78%             | 1,956,395,398        | 36.07%            |
| Provision for Gratuity                      | 2,734,465             | 0.01%             | 2,734,465            | 0.06%             | 5,854,828             | 0.03%             | 5,854,828            | 0.11%             |
| Finance Lease Liability-Non Current Portion | 9,031,391             | 0.04%             | -                    | 0.00%             | 12,149,543            | 0.06%             | -                    | 0.00%             |
| <b>Non-current liabilities</b>              | <b>3,207,007,507</b>  | <b>15.51%</b>     | <b>1,601,476,116</b> | <b>32.98%</b>     | <b>2,169,399,769</b>  | <b>10.84%</b>     | <b>1,962,250,226</b> | <b>36.18%</b>     |
| Term Loan-Current Maturity                  | 422,478,894           | 2.04%             | 422,478,894          | 8.70%             | 412,992,335           | 2.06%             | 412,992,335          | 7.61%             |
| Finance Lease- Current Maturity             | 3,358,237             | 0.02%             | -                    | 0.00%             | 2,744,665             | 0.01%             | -                    | 0.00%             |
| Short Term Liabilities                      | 4,353,624,118         | 21.05%            | 503,296,524          | 10.36%            | 3,470,632,727         | 17.35%            | 503,986,769          | 9.29%             |
| Deferred Liabilities                        | 8,218,211,824         | 39.74%            | 218,862,026          | 4.51%             | 8,800,748,434         | 43.99%            | 498,533,715          | 9.19%             |
| Provision for Income Tax                    | 2,481,402             | 0.01%             | 1,975,699            | 0.04%             | 10,267,844            | 0.05%             | 10,017,986           | 0.18%             |
| Provision for WPPF                          | 9,182,201             | 0.04%             | 9,182,201            | 0.19%             | 13,782,712            | 0.07%             | 13,782,712           | 0.25%             |
| Liabilities for Expenses                    | 21,752,787            | 0.11%             | 4,935,452            | 0.10%             | 9,243,100             | 0.05%             | 3,527,938            | 0.07%             |
| Current Account with related parties        | 1,606,119,342         | 7.77%             | -                    | 0.00%             | 1,170,503,244         | 5.85%             | -                    | 0.00%             |
| Accounts Payable                            | 52,512,304            | 0.25%             | 12,046,191           | 0.25%             | 1,900,963,691         | 9.50%             | 19,315,361           | 0.36%             |
| Other Liabilities                           | 164,415,188           | 0.80%             | -                    | 0.00%             | -                     | 0.00%             | -                    | 0.00%             |
| <b>Current Liabilities</b>                  | <b>14,854,136,297</b> | <b>71.83%</b>     | <b>1,172,776,987</b> | <b>24.15%</b>     | <b>15,791,878,752</b> | <b>78.94%</b>     | <b>1,462,156,816</b> | <b>26.96%</b>     |
| <b>Total liabilities</b>                    | <b>18,061,143,804</b> | <b>87.34%</b>     | <b>2,774,253,103</b> | <b>57.13%</b>     | <b>17,961,278,521</b> | <b>89.79%</b>     | <b>3,424,407,042</b> | <b>63.14%</b>     |
| <b>Total equity and liabilities</b>         | <b>20,678,747,410</b> | <b>100.00%</b>    | <b>4,856,405,716</b> | <b>100.00%</b>    | <b>20,004,033,247</b> | <b>100.00%</b>    | <b>5,423,441,317</b> | <b>100.00%</b>    |

## B. Statement of Profit or Loss and Other Comprehensive Income

| Particulars  | Amount in Tk.        |                 |                    |                 |                    |                 |                    |                 |
|--|----------------------|-----------------|--------------------|-----------------|--------------------|-----------------|--------------------|-----------------|
|  | 2019-2020            |                 |                    |                 | 2018-2019          |                 |                    |                 |
|  | Consolidated         | % of total rev. | Separate           | % of total rev. | Consolidated       | % of total rev. | Separate           | % of total rev. |
| Revenue  | 5,448,793,155        | 100.00%         | 1,691,216,401      | 100.00%         | 3,429,200,361      | 100.00%         | 2,886,421,600      | 100.00%         |
| Cost of revenues                                   | (2,922,188,337)      | -53.63%         | (1,195,469,181)    | -70.69%         | (2,657,297,654)    | -77.49%         | (2,238,446,058)    | -77.55%         |
| <b>Gross profit</b>                                | <b>2,526,604,818</b> | <b>46.37%</b>   | <b>495,747,220</b> | <b>29.31%</b>   | <b>771,902,707</b> | <b>22.51%</b>   | <b>647,975,542</b> | <b>22.45%</b>   |
| General & Administrative expenses                  | (267,543,649)        | -4.91%          | (62,543,417)       | -3.70%          | (123,379,714)      | -3.60%          | (54,436,166)       | -1.89%          |
| <b>Profit from operating activities</b>            | <b>2,259,061,169</b> | <b>41.46%</b>   | <b>433,203,803</b> | <b>25.61%</b>   | <b>648,522,993</b> | <b>18.91%</b>   | <b>593,539,376</b> | <b>20.56%</b>   |
| Other Income/(Loss)                                | (78,480,375)         | -1.44%          | (17,553,569)       | -1.04%          | (28,524,085)       | -0.83%          | (28,409,137)       | -0.98%          |
| Charges for Delay in Commissioning                 | (400,704,550)        | -7.35%          | -                  | 0.00%           | -                  | 0.00%           | -                  | 0.00%           |
| Financial Expense                                  | (1,095,341,494)      | -20.10%         | (222,824,012)      | -13.18%         | (303,391,420)      | -8.85%          | (275,693,285)      | -9.55%          |
| Contribution to WPPF                               | (9,182,201)          | -0.17%          | (9,182,201)        | -0.54%          | (13,782,712)       | -0.40%          | (13,782,712)       | -0.48%          |
| <b>Profit before tax</b>                           | <b>675,352,549</b>   | <b>12.39%</b>   | <b>183,644,021</b> | <b>10.86%</b>   | <b>302,824,776</b> | <b>8.83%</b>    | <b>275,654,242</b> | <b>9.55%</b>    |
| Over/(Under) Provision in prior year's Income Tax  | (913,675)            | -0.02%          | (913,675)          | -0.05%          | -                  | 0.00%           | -                  | 0.00%           |
| Income Tax   | (556,361)            | -0.01%          | (92,693)           | -0.01%          | (2,119,659)        | -0.06%          | (1,883,006)        | -0.07%          |
| <b>Profit for the period</b>                       | <b>673,882,513</b>   | <b>12.37%</b>   | <b>182,637,653</b> | <b>10.80%</b>   | <b>300,705,117</b> | <b>8.77%</b>    | <b>273,771,236</b> | <b>9.48%</b>    |
| Other Comprehensive Income/(Loss)                  | (294,315)            | -0.01%          | (294,315)          | -0.02%          | (940,425)          | -0.03%          | (940,425)          | -0.03%          |
| <b>Total Comprehensive income for the year</b>     | <b>673,588,198</b>   | <b>12.36%</b>   | <b>182,343,338</b> | <b>10.78%</b>   | <b>299,764,692</b> | <b>8.74%</b>    | <b>272,830,811</b> | <b>9.45%</b>    |
| <b>Profit attributable to:</b>                     |                      | 0.00%           |                    | 0.00%           |                    | 0.00%           |                    | 0.00%           |
| Owners of the Company                              | 433,172,532          | 7.95%           | -                  | 0.00%           | 287,507,515        | 8.38%           | -                  | 0.00%           |
| Non Controlling Interest                           | 240,709,981          | 4.42%           | -                  | 0.00%           | 13,197,602         | 0.38%           | -                  | 0.00%           |
|  | <b>673,882,513</b>   | <b>12.37%</b>   | <b>-</b>           | <b>0.00%</b>    | <b>300,705,117</b> | <b>8.77%</b>    | <b>-</b>           | <b>0.00%</b>    |
| <b>Other comprehensive income attributable to:</b> |                      | 0.00%           |                    | 0.00%           |                    | 0.00%           |                    | 0.00%           |
| Owners of the Company                              | 432,878,217          | 7.94%           | -                  | 0.00%           | 286,567,090        | 8.36%           | -                  | 0.00%           |
| Non Controlling Interest                           | 240,709,981          | 4.42%           | -                  | 0.00%           | 13,197,602         | 0.38%           | -                  | 0.00%           |
|  | <b>673,588,198</b>   | <b>12.36%</b>   | <b>-</b>           | <b>0.00%</b>    | <b>299,764,692</b> | <b>8.74%</b>    | <b>-</b>           | <b>0.00%</b>    |

- (f) Earnings per share (EPS) on fully diluted basis (with the total existing number of shares) in addition to the weighted average number of shares basis:

| Particulars                        | June 30, 2020 (BDT)<br>Consolidated |
|------------------------------------|-------------------------------------|
| Profit Attributable (Consolidated) | 433,172,532                         |
| No. of shares before IPO           | 99,225,000                          |
| <b>Earnings per Share (EPS)</b>    | <b>4.37</b>                         |

- (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   | June 30, 2020 (BDT)<br>Consolidated |
|---|-------------------------------------|
| Profit Attributable (Consolidated)  | 433,172,532                         |
| Less: Extra-ordinary income or non-recurring income                       | -                                   |
| <b>Net profit excluding Extra-ordinary income or non-recurring income</b> | <b>433,172,532</b>                  |

| Particulars   | June 30, 2020 (BDT)<br>Consolidated |
|---|-------------------------------------|
| Net profit excluding Extra-ordinary income or non-recurring income                      | 433,172,532                         |
| Number of Shares before IPO   | 99,225,000                          |
| <b>Earnings per Share (EPS) excluding Extra-ordinary income or non-recurring income</b> | <b>4.37</b>                         |

- (h) Quarterly or half-yearly EPS should not be annualize while calculating the EPS

Baraka Patenga Power Limited has not annualized the quarterly or half yearly EPS.

- (i) Net asset value (NAV) per share

- (a) Net Asset Value without Revaluation Reserve:

| Particulars   | June 30, 2020 (BDT)<br>Consolidated |
|---|-------------------------------------|
| Paid-up Capital   | 992,250,000                         |
| Fair Value Reserve  | (1,379,190)                         |
| Retained earnings   | 1,291,179,476                       |
| <b>Total Shareholders' Equity (without Revaluation Reserve)</b>             | <b>2,282,050,286</b>                |
| Total Number of Ordinary Share  | 99,225,000                          |
| <b>Net Assets Value (NAV) at BDT 10.00 per share (without Rev. Reserve)</b> | <b>23.00</b>                        |

- (b) Net Asset Value with Revaluation Reserve:

Not applicable for Baraka Patenga Power Limited since there was no revaluation of asset of the Company.

- (j) The Commission may require the issuer to re-audit the audited financial statements, if any deficiency or anomaly is found in the financial statements. In such a case, cost of audit should be borne by the concerned issuer.

Not applicable of Baraka Patenga Power Limited.



(k) Following statements for the last five years or any shorter period of commercial operation certified by the auditors:

(i) Auditors' Certificate regarding Statement of long term and short-term borrowings including borrowing from related party or connected persons with rate of interest and interest paid/accrued of Baraka Patenga Power Limited

| As on 30 June 2020                      |                      |                    |                      |   |                    |                     |
|---|----------------------|--------------------|----------------------|---|--------------------|---------------------|
| Name of the Institute/<br>Related party | Outstanding amount   |                    | Type of<br>borrowing | Rate of<br>interest                     | Interest<br>paid   | Interest<br>accrued |
|   | Long Term            | Short Term         |                      |   |                    |                     |
| United Commercial Bank Ltd.             | 726,665,584          | 127,586,624        | Term loan (IPFF)     | 6 months LIBOR+30 basis point+2.0% p.a. | 113,804,592        | 14,610,465          |
|   | 318,944,827          | 95,366,242         | Term loan (PFI)      | 9.00% p.a.                              |                    |                     |
|   | -                    | -                  | Time Loan            | 9.00% p.a.                              |                    |                     |
|   | -                    | 3,296,524          | Bank Overdraft       | 9.00% p.a.                              |                    |                     |
| Trust Bank Ltd.                         | 306,477,882          | 53,433,692         | Term loan (IPFF)     | 6 months LIBOR+30 basis point+2.0% p.a. | 97,048,265         | 6,811,949           |
|   | 246,653,358          | 80,426,057         | Term loan (PFI)      | 9.00% p.a.                              |                    |                     |
|   | -                    | -                  | Time Loan            | 9.00% p.a.                              |                    |                     |
|   | -                    | -                  | LTR                  | 9.00% p.a.                              |                    |                     |
| BRAC Bank Limited                       | -                    | 44,243,865         | Term loan            | 9.00% p.a.                              | 9,082,953          | -                   |
| LankaBangla Finance Ltd                 | -                    | 500,000,000        | Short Term Loan      | 15% p.a.                                | 14,570,851         | -                   |
| <b>Total</b>                            | <b>1,598,741,651</b> | <b>904,353,004</b> |                      |   | <b>234,506,661</b> | <b>21,422,414</b>   |

| As on 30 June 2019                      |                    |             |                      |   |                  |                     |
|---|--------------------|-------------|----------------------|---|------------------|---------------------|
| Name of the Institute/<br>Related party | Outstanding amount |             | Type of<br>borrowing | Rate of<br>interest                     | Interest<br>paid | Interest<br>accrued |
|   | Long Term          | Short Term  |                      |   |                  |                     |
| United Commercial Bank Ltd.             | 857,263,684        | 123,584,220 | Term loan (IPFF)     | 6 months LIBOR+30 basis point+2.0% p.a. | 135,202,586      | 15,376,969          |
|   | 402,536,221        | 88,995,366  | Term loan (PFI)      | 11.50% p.a.                             |                  |                     |
|   | -                  | -           | Time Loan            | 12.50% p.a.                             |                  |                     |
|   | -                  | 3,986,769   | Bank Overdraft       | 12.50% p.a.                             |                  |                     |
| Trust Bank Ltd.                         | 355,040,398        | 51,757,471  | Term loan (IPFF)     | 6 months LIBOR+30 basis point+2.0% p.a. | 103,577,178      | 16,587,142          |
|   | 309,499,704        | 71,805,446  | Term loan (PFI)      | 11.50% p.a.                             |                  |                     |

| As on 30 June 2019                      |                      |                    |                      |                     |                    |                     |
|---|----------------------|--------------------|----------------------|---------------------|--------------------|---------------------|
| Name of the Institute/<br>Related party | Outstanding amount   |                    | Type of<br>borrowing | Rate of<br>interest | Interest<br>paid   | Interest<br>accrued |
|   | Long Term            | Short Term         |                      |                     |                    |                     |
|   | -                    | -                  | Time Loan            | 11.50% p.a          |                    |                     |
|   | -                    | -                  | LTR                  | 11.00% p.a          |                    |                     |
| BRAC Bank Limited                       | 32,055,391           | 42,740,532         | Term loan            | 11.50% p.a.         | 12,915,367         | 2,145,189           |
| LankaBangla Finance Ltd                 | -                    | 500,000,000        | Short Term<br>Loan   | 15% p.a             | 25,803,929         |                     |
| <b>Total</b>                            | <b>1,956,395,398</b> | <b>882,869,804</b> |                      |                     | <b>277,499,060</b> | <b>34,109,300</b>   |

| As on 30 June 2018                       |                      |                    |                      |  |                    |                     |
|--|----------------------|--------------------|----------------------|--|--------------------|---------------------|
| Name of the Institute/<br>Related party  | Outstanding amount   |                    | Type of<br>borrowing | Rate of<br>interest                              | Interest<br>paid   | Interest<br>accrued |
|  | Long Term            | Short Term         |                      |  |                    |                     |
| United Commercial Bank<br>Ltd.           | 892,251,815          | 119,707,370        | Term loan<br>(IPFF)  | 6 months<br>LIBOR+30 basis<br>point+2.0%<br>p.a. | 124,236,083        | 16,243,942          |
|  | 491,005,080          | 79,461,575         | Term loan<br>(PFI)   | 11% p.a.   |                    |                     |
|  | -                    | 53,114,117         | Time Loan            | 11% p.a.   |                    |                     |
|  | -                    | 3,359,925          | Bank<br>Overdraft    | 11% p.a.   |                    |                     |
| Trust Bank Ltd.                          | 369,147,339          | 50,133,834         | Term loan<br>(IPFF)  | 6 months<br>LIBOR+30 basis<br>point+2.0%<br>p.a. | 70,946,813         | 17,639,257          |
|  | 378,865,818          | 64,108,851         | Term loan<br>(PFI)   | 11% p.a.   |                    |                     |
|  | -                    | -                  | Time Loan            | 11.50% p.a                                       |                    |                     |
|  | -                    | -                  | LTR                  | 11% p.a  |                    |                     |
| Brac Bank Limited                        | 74,795,923           | 42,740,532         | Term loan            | 10.50% p.a.                                      | 13,547,109         | 3,268,837           |
| Baraka Power<br>Limited(Holding Company) | -                    | 101,046,872        | Short Term<br>Loan   | 13%  | 20,964,865         |                     |
| Lanka Bangla Finance<br>Limited          | -                    | 400,000,000        | Short Term<br>Loan   | 11.50%   | 920,139            |                     |
| Prime Finance &<br>Investment Ltd.       | -                    | -                  | Finance<br>Lease     | 13% p.a.   | 85,152             | -                   |
| <b>Total</b>                             | <b>2,206,065,975</b> | <b>913,673,076</b> |                      |  | <b>230,700,161</b> | <b>37,152,036</b>   |

| As on 30 June 2017                      |                    |             |                      |  |                  |                     |
|---|--------------------|-------------|----------------------|--|------------------|---------------------|
| Name of the Institute/<br>Related party | Outstanding amount |             | Type of<br>borrowing | Rate of<br>interest                              | Interest<br>paid | Interest<br>accrued |
|   | Long Term          | Short Term  |                      |  |                  |                     |
| United Commercial Bank<br>Ltd.          | 1,009,821,935      | 115,952,138 | Term loan<br>(IPFF)  | 6 months<br>LIBOR+30 basis<br>point+2.0%<br>p.a. | 152,688,430      | 14,349,913          |
|   | 575,077,922        | 70,880,540  | Term loan<br>(PFI)   | 9% p.a.  |                  |                     |
|   | -                  | -           | LC liability         | -  |                  |                     |
|   | -                  | -           | Time Loan            | 9% p.a.  |                  |                     |

| As on 30 June 2017                      |                      |                    |                      |  |                    |                     |
|---|----------------------|--------------------|----------------------|--|--------------------|---------------------|
| Name of the Institute/<br>Related party | Outstanding amount   |                    | Type of<br>borrowing | Rate of<br>interest                              | Interest<br>paid   | Interest<br>accrued |
|   | Long Term            | Short Term         |                      |  |                    |                     |
|   | -                    | 102,809,310        | Bank<br>Overdraft    | 9% p.a.  |                    |                     |
| Trust Bank Ltd.                         | 419,383,185          | 48,561,131         | Term loan<br>(IPFF)  | 6 months<br>LIBOR+30 basis<br>point+2.0%<br>p.a. | 84,388,512         | 16,334,611          |
|   | 444,055,821          | 57,237,229         | Term loan<br>(PFI)   | 9% p.a.  |                    |                     |
|   | -                    | -                  | LTR                  | 9% p.a.  |                    |                     |
| Brac Bank Limited                       | 117,536,454          | 42,740,532         | Term loan            | 8.75% p.a.                                       | 456,511            | 3,678,332           |
| IPDC Finance Limited                    | -                    | 200,000,000        | Short Term<br>Loan   | 10.25% p.a.                                      | -                  | 1,765,278           |
| Prime Finance &<br>Investment Ltd.      | -                    | 1,918,096          | Finance<br>Lease     | 13% p.a.   | 459,644            | -                   |
| <b>Total</b>                            | <b>2,565,875,317</b> | <b>640,098,976</b> |                      |  | <b>237,993,097</b> | <b>36,128,134</b>   |

| As on 30 June 2016                      |                      |                    |                      |  |                    |                     |
|---|----------------------|--------------------|----------------------|--|--------------------|---------------------|
| Name of the Institute/<br>Related party | Outstanding amount   |                    | Type of<br>borrowing | Rate of<br>interest                              | Interest<br>paid   | Interest<br>accrued |
|   | Long Term            | Short Term         |                      |  |                    |                     |
| United Commercial Bank<br>Ltd.          | 1,124,110,413        | 112,314,708        | Term loan<br>(IPFF)  | 6 months<br>LIBOR+30 basis<br>point+2.0%<br>p.a. | 97,936,566         | 18,200,055          |
|   | 646,833,155          | 63,226,209         | Term loan<br>(PFI)   | 10% p.a.   |                    |                     |
|   | -                    | -                  | LC liability         | -  |                    |                     |
|   | -                    | 84,067,559         | Time Loan            | 10% p.a.   |                    |                     |
|   | -                    | 649,357            | Bank<br>Overdraft    | 10% p.a.   |                    |                     |
| Trust Bank Ltd.                         | 467,790,391          | 47,037,764         | Term loan<br>(IPFF)  | 6 months<br>LIBOR+30 basis<br>point+2.0%<br>p.a. | 76,068,518         | 21,238,499          |
|   | 499,846,461          | 51,102,144         | Term loan<br>(PFI)   | 10% p.a.   |                    |                     |
|   |                      | -                  | LTR                  | 10% p.a.   |                    |                     |
| IPDC of Bangladesh Limited              | 156,868,956          | 32,931,258         | Term loan            | 10.50% p.a.                                      | 7,366,653          | -                   |
| Lanka Bangla Finance<br>Limited         | -                    | 400,000,000        | Short Term<br>Loan   | 9.50% p.a.                                       | 8,708,334          | -                   |
| Prime Finance &<br>Investment Ltd.      | 1,918,097            | 2,928,519          | Finance<br>Lease     | 13% p.a.   | 920,198            | -                   |
| <b>Total</b>                            | <b>2,897,367,473</b> | <b>794,257,518</b> |                      |  | <b>191,000,269</b> | <b>39,438,554</b>   |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(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**

| Accounting year of Loan Sanction | Name of the lenders            | Purpose  | Sanctioned amount                                    | Rate of Interest | Tenor    | Type of security/ collateral   | Repayment schedule   | Status as on 30.06.2020    |
|----------------------------------|--------------------------------|--|--|------------------|----------|--|--|----------------------------|
| 2019-2020                        | -                              | -  | -  | -                | -        | -  | -  | -                          |
| 2018-2019                        | -                              | -  | -  | -                | -        | -  | -  | -                          |
| 2017-2018                        | Lanka Bangla Finance Ltd       | To meet up working capital requirement                         | Tk 500,000,000                                       | 15.00%           | 6 months | Charge/Hypothecation on fixed and floating assets of BPPL, Personal Guarantee of directors, Corporate Guarantee of BPL | Interest paid quarterly and principal payment after 180 days from disbursement | 500,000,000                |
|                                  | Union Capital Limited          | To procure spare parts & raw materials                         | Tk. 20,00,00,000 (A/C # CFSTF2017010246)             | 10.00%           | 6 months | Corporate Guarantee of BPL, Personal Guarantee of Chairman & MD  | Interest Paid monthly and principal paid after maturity                        | Loan Repaid                |
| 2016-2017                        | IPDC Finance Limited           | To meet up working capital requirement                         | Tk. 30,00,00,000 A/C # 62000000141 A/C # 62000000151 | 10.25%           | 1 year   | Corporate guarantee of BPL, Directors' personal guarantee, FDR of Tk. 55 lac   | Interest paid monthly and principal paid after maturity                        | Loan Repaid                |
|                                  | BRAC Bank Limited              | To take over the credit facility of IPDC of Bangladesh Limited | Tk. 18,00,00,000 A/C # 6301603689639001              | 11.50%           | 4yrs.    | Corporate guarantee of BPL, Directors' personal guarantee, 5,000,000 Sponsor shares of BPL                             | Tk. 35,61,711 per month  | Tk 74,795,923 outstanding  |
| 2015-2016                        | IPDC of Bangladesh Limited     | To develop and implement project                               | Tk. 20,00,00,000                                     | 11.00% p.a.      | 5 yrs.   | Corporate guarantee of BPL, Directors' personal guarantee, 7,000,000 Sponsor shares of BPL, FDR of Tk. 55 lac          | Tk. 43,48,485 per month  | Loan Repaid                |
|                                  | Trust Bank Limited             | To take over the credit facility of Union Capital Limited,     | Tk. 23,96,54,286 A/C # 0021-0660000089               | 9.00% p.a.       | 8 yrs.   | Corporate guarantee of BPL, Directors' personal guarantee  | Tk. 1,09,30,889 per quarter  | Tk 164,885,249 outstanding |
|                                  | United Commercial Bank Limited | Social Islami Bank Limited and Trust Bank Limited (16 Crore)   | Tk. 46,27,00,000 A/C # 107CTLN160200001              | 9.00% p.a.       | 8 yrs.   |  | Tk. 2,00,23,511 per quarter  | Tk 304,080,862 outstanding |
|                                  | LankaBangla Finance Limited    | To meet urgent fund requirement                                | Tk. 40,00,00,000                                     | 9.50%            | 6 Months | Corporate guarantee of BPL, Directors' personal guarantee,   | Interest paid monthly and principal paid after maturity                        | Loan Repaid                |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(iii) Statement of unsecured loans with terms and conditions**

| Accounting year | Outstanding | Name of the lender                     | Rate of interest | Interest paid/accrued | Terms & conditions                            |
|-----------------|-------------|--|------------------|-----------------------|---|
| 2019-2020       | -           |  | -                | -                     | -   |
| 2018-19         | -           | Baraka Power Limited (Holding Company) | 13% p.a          | 4,903,935             | Interest rate will be reviewed once in a year |
| 2017-18         | 101,046,872 |  | 13% p.a.         | 20,964,865            |   |
| 2016-2017       | -           |  | -                | 4,363,745             |   |
| 2015-2016       | -           |  | -                | -                     |   |
| 2014-2015       | 99,591,438  |  | 14% p.a.         | 32,417,889            |   |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(iv) Statement of inventories showing amount of raw material, packing material, stock-in-process and finished goods, consumable items, store and spares parts, inventory of trading goods etc.**

| Particulars of Inventory            | 30.06.2020         | 30.06.2019         | 30.06.2018         | 30.06.2017         | 30.06.2016         |
|-------------------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| HFO                                 | 325,891,140        | 414,554,563        | 398,793,050        | 392,594,987        | 275,698,757        |
| Diesel                              | 887,892            | 863,638            | 802,277            | 989,132            | 1,179,869          |
| Lube Oil                            | 83,065,865         | 43,290,304         | 41,015,071         | 56,265,875         | 59,595,815         |
| Lubricants                          | 476,603            | 3,202,578          | 1,125,299          | 1,265,750          | 1,166,772          |
| Spare parts                         | 171,275,357        | 114,622,901        | 150,815,947        | 142,167,984        | 146,675,587        |
| <b>Total Amount of raw material</b> | <b>581,596,857</b> | <b>576,533,984</b> | <b>592,551,644</b> | <b>593,283,728</b> | <b>484,316,800</b> |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(v) Statement of trade receivables showing receivable from related party and connected persons**

| Particulars              | Amount in BDT      |                    |                      |                    |                    |
|--------------------------|--------------------|--------------------|----------------------|--------------------|--------------------|
|                          | 2019-2020          | 2018-2019          | 2017-2018            | 2016-2017          | 2015-2016          |
| <b>General</b>           | 473,597,555        | 832,619,879        | 812,529,547          | 766,775,565        | 645,113,838        |
| <b>Related Party</b>     | -                  | -                  | 413,653,116          | -                  | -                  |
| <b>Connected Persons</b> | -                  | -                  | -                    | -                  | -                  |
| <b>Total</b>             | <b>473,597,555</b> | <b>832,619,879</b> | <b>1,226,182,663</b> | <b>766,775,565</b> | <b>645,113,838</b> |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(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**

| Accounting year | Name of the borrower        | Nature of Transaction | Opening Balance | Given          | Received/ Adjusted | Rate of interest | Interest realized/accrued | Loan amount outstanding |
|-----------------|-----------------------------|-----------------------|-----------------|----------------|--------------------|------------------|---------------------------|-------------------------|
| 2019-2020       | -                           | -                     | -               | -              | -                  | -                | -                         | -                       |
| 2018-2019       | Karnaphuli Power Limited    | Subsidiary Company    | 111,829,225     | 345,406,255    | 457,235,480        | -                | -                         | -                       |
|                 | Baraka Shikalbaha Power Ltd | Subsidiary Company    | 301,823,891     | 605,488,896    | 907,312,787        | -                | -                         | -                       |
| 2017-2018       | Karnaphuli Power Limited    | Subsidiary Company    | -               | 825,128,386    | 739,647,170        | 13%              | 26,348,009                | 111,829,225             |
|                 | Baraka Shikalbaha Power Ltd | Subsidiary Company    | -               | 390,447,617    | 100,200,000        | 13%              | 11,576,274                | 301,823,891             |
| 2016-2017       | Baraka Power Limited        | Related Party         | 20,097,645      | 110,765,464.50 | (135,226,854.50)   | 13%              | 4,363,745                 | -                       |
| 2015-2016       | Royal Educare Limited       | Related Party         | 26,896,959      | -              | (26,896,959)       | 13%              | -                         | -                       |
|                 | Karnaphuli Power Limited    | Related Party         | 280,660         | 698,150        | (1,024,702)        | 13%              | 45,892                    | -                       |
|                 | Baraka Power Limited        | Related Party         | (99,591,438)    | 155,429,136.50 | (37,901,071.50)    | 13%              | 2,161,018                 | 20,097,645              |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(vii) Statement of other income showing interest income, dividend income, discount received, other non-operating income**

| Particulars of Income      | 2019-2020           | 2018-2019           | 2017-2018         | 2016-2017          | 2015-2016        |
|----------------------------|---------------------|---------------------|-------------------|--------------------|------------------|
| Interest income            | 586,092             | 430,897             | 180,547           | 6,998,480          | 1,636,276        |
| Dividend income            | 42,790              | 49,728              | 36,550            | 45,000             | -                |
| Discount received          | -                   | -                   | -                 | -                  | -                |
| Other non-operating income | (18,182,451)        | (28,889,762)        | 22,477,515        | (16,725,082)       | 2,960,031        |
| <b>Total Income</b>        | <b>(17,553,569)</b> | <b>(28,409,137)</b> | <b>22,694,612</b> | <b>(9,681,602)</b> | <b>4,596,307</b> |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(viii) Statement of turnover showing separately in cash and through banking channel**

| Particulars of turnover          | 2019-2020            | 2018-2019            | 2017-2018            | 2016-2017            | 2015-2016            |
|----------------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| Turnover in cash                 | -                    | -                    | -                    | -                    | -                    |
| Turnover through banking channel | 2,044,905,793        | 2,871,658,200        | 2,548,761,226        | 2,526,817,284        | 2,244,755,813        |
| <b>Total turnover</b>            | <b>2,044,905,793</b> | <b>2,871,658,200</b> | <b>2,548,761,226</b> | <b>2,526,817,284</b> | <b>2,244,755,813</b> |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(ix) Statement of related party transaction**

| Name of the Related Party   | Nature of Relationship                                   | Nature of Transaction                    | Value of the Transactions during the year |               |               |             |             | Receivables/(Payables) |            |               |            |            |
|-----------------------------|--|--|---|---------------|---------------|-------------|-------------|------------------------|------------|---------------|------------|------------|
|                             |  |  | 2019-2020                                 | 2018-2019     | 2017-2018     | 2016-2017   | 2015-2016   | 30.06.2020             | 30.06.2019 | 30.06.2018    | 30.06.2017 | 30.06.2016 |
|                             |  |  | Tk  | Tk            | Tk            | Tk          | Tk          | Tk                     | Tk         | Tk            | Tk         | Tk         |
| Baraka Power Ltd            | Holding Company  | Short term loan                          | -   | 5,874,058,344 | 4,926,645,805 | 221,392,319 | 181,330,208 | -                      | -          | (101,046,872) | -          | 20,097,645 |
|                             |  | O & M Service                            | -   | 22,491,000    | 25,830,000    | 24,600,000  | 12,000,000  |                        |            |               |            |            |
|                             |  | Interest Charge                          | -   | (4,903,935)   | 20,964,865    | 4,363,745   | 2,161,018   |                        |            |               |            |            |
| Royal Educare Ltd           | Concern under Common Management                          | Short term loan                          | -   | -             | -             | -           | 26,896,959  | -                      | -          | -             | -          | -          |
|                             |  | Interest Charge                          | -   | -             | -             | -           | -           |                        |            |               |            |            |
| Karnaphuli Power Ltd        | Subsidiary Company                                       | Share Capital                            | -   | -             | 47,914,500    | -           | -           | -                      | -          | 111,829,225   | -          | -          |
|                             |  | Short Term Loan                          | -   | 802,641,735   | 1,564,775,556 | -           | 1,722,852   |                        |            |               |            |            |
|                             |  | Interest Earned                          | -   | -             | 26,348,009    | -           | 45,892      |                        |            |               |            |            |
| Baraka Apparels Ltd         | Concern under Common Management                          | Investment                               | -   | -             | -             | -           | 450,000     | -                      | -          | -             | -          | -          |
| Baraka Shikalbaha Power Ltd | Subsidiary Company                                       | Share Capital                            | -   | -             | 48,450,000    | -           | -           | -                      | -          | 301,823,891   | -          | -          |
|                             | Subsidiary Company                                       | Short Term Loan                          | -   | 1,512,801,683 | 490,647,617   | -           | -           |                        |            | -             | -          | -          |
|                             | Subsidiary Company                                       | Interest Earned                          | -   | -             | 11,576,274    | -           | -           |                        |            | -             | -          | -          |
| Mr. Faisal Ahmed Chowdhury  | Ex. Chairman and Head of Planning & Business Development | Remuneration                             | -   | 630,000       | 1,980,000     | 1,650,000   | 1,350,000   | -                      | -          | -             | -          | -          |
|                             |  | Transfer of Share of Baraka Apparels Ltd | -   | -             | -             | 150,000     | -           |                        |            |               |            |            |
| Mr. Gulam Rabbani Chowdhury | Ex. Managing Director                                    | Remuneration                             | -   | 630,000       | 1,980,000     | 1,650,000   | 1,350,000   | -                      | -          | -             | -          | -          |
|                             |  | Transfer of Share of Baraka Apparels Ltd | -   | -             | -             | 150,000     | -           |                        |            |               |            |            |
| Mr. Monzur Kadir Shafi      | Managing Director  | Remuneration                             | 5,568,000                                 | 4,158,000     | 3,828,000     | 3,498,000   | 2,940,000   | -                      | -          | -             | -          | -          |
| Mr. Fahim Ahmed Chowdhury   | Diretor & Head of Admin                                  | Remuneration                             | -   | 288,000       | 858,000       | 660,000     | 600,000     | -                      | -          | -             | -          | -          |
|                             |  | Transfer of Share of Baraka Apparels Ltd | -   | -             | -             | 150,000     | -           |                        |            |               |            |            |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants



**(x) Reconciliation of business income shown in tax return with net income shown in audited financial statements**

| Reconciliation                    | 2019-2020   | 2018-2019   | 2017-2018   | 2016-2017   | 2015-2016   |
|-----------------------------------|-------------|-------------|-------------|-------------|-------------|
| Income as per financial Statement | 183,644,021 | 275,654,242 | 343,222,559 | 317,980,892 | 288,583,082 |
| Adjustment                        | -           | -           | -           | -           | -           |
| Income shown in tax return        | 183,644,021 | 275,654,242 | 343,222,559 | 317,980,892 | 288,583,082 |

**Note:** Since the company submits its tax return as per Section 82BB of ITO-1984 under Universal Self-Assessment, therefore there is no difference between in the Income Before Tax shown in Audited Financial Statements and Income Shown in Tax Return.

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(xi) Confirmation that all receipts and payments of the issuer above Tk. 5,00,000/- (five lac) were made through banking channel**

After due verification we confirm that all receipts and payments above Tk.5,00,000/- (five lac) were made through banking channel by Baraka Patenga Power Limited for the period from 2015-16 to 2019-20.

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(xii) Confirmation that Bank Statements of the issuer are in conformity with its books of accounts**

After due verification we confirm that the bank statements of Baraka Patenga Power Limited are in conformity with its books of accounts for the period from 2015-16 to 2019-20.

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**(xiii) Statement of payment status of TAX, VAT and other taxes or duties**

| Particulars        | Payment Status in BDT         |           |           |           |           |
|--------------------|-------------------------------|-----------|-----------|-----------|-----------|
|                    | 2019-2020                     | 2018-2019 | 2017-2018 | 2016-2017 | 2015-2016 |
| TAX                | Return is yet to be submitted | 373,494   | 9,048,655 | 4,551,179 | 1,803,427 |
| VAT                | -                             | -         | -         | -         | -         |
| Other Taxes/Duties | -                             | -         | -         | -         | -         |

Dated: 22 October, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

## CREDIT RATING AGENCY OF BANGLADESH LIMITED



Ref: AGL (01)/RCM/201243/2020- 20992

24 December 2020

Mr. Monzur Kadir Shafi  
Managing Director  
Baraka Patenga Power Ltd.  
6/A/1 (2nd floor), Segunbagicha  
Dhaka-1000

Subject: Credit Rating – Baraka Patenga Power Ltd. (Surveillance)

Dear Sir,

We are pleased to inform you that Credit Rating Agency of Bangladesh Ltd. (CRAB) has assigned the following ratings to Baraka Patenga Power Ltd.

| Particulars                                     | Ratings              | Remarks                   |
|---|----------------------|---------------------------|
| Baraka Patenga Power Ltd.                       | AA <sub>3</sub>      |                           |
| BDT 1,794.2 Million Long-term Outstanding       | AA <sub>3</sub> (Lr) |                           |
| BDT 950.0 Million Short-term Funded Limit       | ST-3                 | Details are at Appendix 1 |
| BDT 2,050.0 Million Short-term Non-funded Limit | ST-3                 |                           |
| Outlook   | Stable               |                           |

Lr- Loan rating, ST- Short Term

The ratings are valid up to 24 January 2022. The ratings may be changed or revised prior to expiry, if warranted by extraordinary circumstances in the management, operations and/or performance of Baraka Patenga Power Ltd.

We hope the Rating Awards will serve the intended purpose of your organization.

Yours Sincerely,

Hamidul Huq  
Managing Director

Enclosure: Appendix – 1

## CREDIT RATING AGENCY OF BANGLADESH LIMITED



### APPENDIX – 1: CREDIT FACILITIES OF BARAKA PATENGA POWER LTD AS OF 30 NOVEMBER 2020 (MILL. BDT)

| Bank                        | Facility         | Term Type  | Fund Type  | Sanctioned | Outstanding | Expiry     |
|-----------------------------|------------------|------------|------------|------------|-------------|------------|
| United Commercial Bank      | Term Loan        | Long-term  | Funded     | 1,205.1    | 785.0       | 30-Oct-25  |
| United Commercial Bank      | Term Loan        | Long-term  | Funded     | 300.0      | 140.8       | 25-Sep-23  |
| United Commercial Bank      | Term Loan        | Long-term  | Funded     | 462.7      | 224.6       | 25-Sep-23  |
| United Commercial Bank      | Time Loan        | Short-term | Funded     | (600.0)    | 643.8       | 30-Sep-21  |
| United Commercial Bank      | OD               | Short-term | Funded     | 150.0      | 149.7       | 30-Sep-21  |
| Trust Bank                  | Term Loan        | Long-term  | Funded     | 499.5      | 333.4       | 30-Oct-25  |
| Trust Bank                  | Term Loan        | Long-term  | Funded     | 350.0      | 163.3       | 24-Sep-23  |
| Trust Bank                  | Term Loan        | Long-term  | Funded     | 249.0      | 117.1       | 25-Sep-23  |
| Trust Bank                  | LTR              | Short-term | Funded     | (380.0)    | 0.0         | 01-Sep-21  |
| Trust Bank                  | Time Loan        | Short-term | Funded     | (330.0)    | 151.0       | 01-Sep-21  |
| IPDC Finance Ltd            | Short Term       | Short-term | Funded     | 300.0      | 300.0       | 12-Aug-21  |
| BRAC Bank                   | Term Loan        | Long-term  | Funded     | 180.0      | 30.0        | 22-Mar-21  |
| Lanka Bangla Finance Ltd    | Short Term       | Short-term | Funded     | 500.0      | 500.0       | 23-Sep-21  |
| Trust Bank                  | Letter of Credit | Short-term | Non-funded | 550.0      | 113.5       | 01-Sep-21  |
| United Commercial Bank      | Bank Guarantee   | Short-term | Non-funded | 100.0      | 70.0        | Open Ended |
| United Commercial Bank      | Letter of Credit | Short-term | Non-funded | 1,400.0    | 376.6       | 30-Sep-21  |
| Total Long-term             |                  |            |            | 3,246.3    | 1,794.2     |            |
| Total Short-term Funded     |                  |            |            | 950.0      | 1,100.7     |            |
| Total Short-term Non-funded |                  |            |            | 2,050.0    | 560.1       |            |



#### Analyst contact

Rahnuma Sultana  
First Assistant Vice President  
rahnuma@crab.com.bd

#### Alternate Contact

Nur Elahee Molla  
Senior Assistant Vice President  
nur\_elahee@crab.com.bd

## Credit Rating Report (Surveillance)

### Baraka Patenga Power Limited

| Particulars                                     | Ratings              | Remarks                   |
|---|----------------------|---------------------------|
| Baraka Patenga Power Ltd.                       | AA <sub>3</sub>      |                           |
| BDT 1,794.2 Million Long-term Outstanding       | AA <sub>3</sub> (Lr) |                           |
| BDT 950.0 Million Short-term Funded Limit       | ST-3                 | Details are at Appendix 1 |
| BDT 2,050.0 Million Short-term Non-funded Limit | ST-3                 |                           |
| Outlook   | Stable               |                           |

Lr- Loan rating, ST- Short Term

**Date of Rating:** 24 December 2020

**Validity:** 24 January 2022.

**Rating based on:** Audited financial statements up to 30 June 2020, bank liability 30 November 2020 and other relevant quantitative and qualitative information up to the date of rating declaration.

**Methodology:** CRAB's Corporate Rating Methodology ([www.crab.com.bd](http://www.crab.com.bd))

#### Analysts

**Rahnuma Sultana**

[rahnuma@crab.com.bd](mailto:rahnuma@crab.com.bd)

**Mohammad Habibur Rahman**

[habibur@crabrating.com](mailto:habibur@crabrating.com)

retained ST-3 rating of BDT 950.0 million funded limit and BDT 2,050.0 million non-funded limit of the Company. CRAB assigned Stable Outlook to the ratings of Baraka Patenga Power Limited.

The ratings take into consideration the current scenario of the energy sector with growing demand from both household and industrial consumers, terms of the agreement, the future prospect of the energy sector and the counterparty risk associated with the Company. The ratings also take into account the pass-through of fuel cost from BPC to BPDB.

The revenue of the Company is composed of three components, Capacity Payment, Energy Payment and Fuel Proceeds. Capacity payment is directly related to the Dependable Capacity of the power plant. Fuel Proceeds covers 75% of total revenue. During the latest year, the power plant ran on 50.0 MW dependable capacity. Plant factor dropped to 31.6% in FY2020 which was around 59.4% in FY2019. The revenue generation capacity of the Company is somewhat restrained by the nature of business as the energy sales of Baraka Patenga Power Ltd. depends on the actual demand posted by BPDB.

#### Financial Highlights

| (Mill. BDT)              | Year ended June 30 |         |
|--------------------------|--------------------|---------|
|                          | 2020               | 2019    |
| Net Sales                | 1,691.2            | 2,886.4 |
| EBITDA                   | 555.2              | 700.8   |
| EBITDA Margin            | 32.8%              | 24.3%   |
| Net Profit Margin        | 10.8%              | 9.5%    |
| Return on Average Assets | 3.6%               | 4.9%    |
| Quick Ratio (x)          | 0.5                | 0.7     |
| Operating Cycle (Days)   | 318                | 200     |
| Debt to Equity (x)       | 1.2                | 1.4     |
| Debt to EBITDA (x)       | 4.5                | 4.1     |
| Cash Flow from Operation | 362.7              | 605.4   |
| Free Cash Flow           | 263.0              | 483.3   |
| EBIT/Interest (x)        | 1.8                | 2.0     |

#### ■ PROFILE

Baraka Patenga Power Limited was the second private sector power generating company developed by a group of NRB investors and local entrepreneurs of Bangladesh which was incorporated in June 2011 as a Private Limited Company. The Company was converted into a public limited company in 2014 under the Companies Act 1994. Baraka Patenga Power operates a 50 MW power plant on Build-Own-Operate (BOO) basis with BPDB (signed on July 31, 2011) for a term of 15 years from commercial operation.

#### ■ RATIONALE

Credit Rating Agency of Bangladesh Ltd. has retained AA<sub>3</sub> (Double A Three) rating of Baraka Patenga Power Limited. CRAB has also retained AA<sub>3</sub> (Lr) rating of BDT 1,794.2 million long-term outstanding of the Concern. CRAB has

In 2020, total revenue of the Company was BDT 1,691.2 million registering 41.4% less revenue compared to previous year due to decrease of power generation in accordance with the demand of BPDB in spite of increased tariff rate. The cost of power generations includes consumed Heavy Furnace Oil, Mobil and other direct expenses related to the power generations. Cost of revenue in FY2020 (70.7% on revenue) was lower than that of FY2019 (77.4% on revenue) due to decreased fuel consumption in that year. This has been stated into the top line profitability and reported increased net profit margin due to the decreased financial expenses, thus the Company generated bottom line profit of 10.8% in FY2020 (FY2019: 9.5%).

Equity base of the Company improved in FY2020 compared to previous year supported by Retained Earnings. Leverage position decreased as borrowed fund to equity in FY2020 was 1.2x which was 1.4x in FY2019. However, due to decreased operating profit, EBITDA also decreased and borrowed fund to EBITDA increased to 4.5x which was 4.1 x in FY2019. The Company observed high operating cycle. The Cash conversion cycle was 203 Days in 2020; which was derived from Inventory (fuel and spares) Conversion Period of 177 Days, Receivable (BPDB) Collection Period of 141 Days, and Payable (HFO) Deferral Period of 115 Days. Coverage position of the Company was also moderate as EBIT/Interest reached to 1.8x in FY2020 from 2.0x in FY2019 due to decreased EBIT in FY2020 compared to that of previous year.

In CRAB's view, power shortage in Bangladesh has made the sector highly attractive for investment. Power sector investment offers the lenders very low business risks compared to corporate entities. Highly supportive authority offers implied sovereign support to ensure reliability of HFO supply and regulatory framework allows full cost recovery. Large well protected service area and support for the electric transmission system outweigh user considerations. Competition is absent in the sector and monopoly or oligopoly is contained by contract with public sector entities and regulatory authority. Regulatory framework is designed fundamentally to achieve balance between supply reliability and service, efficiency, price and financial returns to the project undertaker. However, actual execution of the long term plan is subject to effective measures taken against corruption in administration, high system losses, delays in completion of new plants, low plant efficiencies, erratic power supply, electricity theft, blackouts, and shortages of funds for power plant maintenance as well as political stability, stability and reconstruction of quick rental policy and government decision under separate regime.

## ■ COMPANY PROFILE

Baraka Patenga Power Ltd. was the second private sector power generating company developed by a group of NRB investors and local entrepreneurs of Bangladesh which was incorporated on 07 June 2011 as a Private Limited Company. Baraka Power Ltd., a listed public limited company is holding 51% shares of the Company. In 2014, it was converted into Public Limited Company. The Plant is located at Patenga, Chittagong on 3 acres own land. The registered office is at Khairun Bhaban (6th Floor), Mirboxtola, Sylhet-3100.

On July 31, 2011, BPPL signed a Power Purchase Agreement (PPA) with BPDB and Implementation Agreement with MPEMR to generate and supply 50 MW of electricity on Build, Own & Operate (BOO) basis for a term of 15 years. The principal activity of the Company is to set up power plants for generation and supply of electricity. The plant having capacity of 50 MW located at Patenga, Chittagong started its commercial operation on May 04, 2014. The Plant has been operating by using 08 nos. of brand new Rolls Royce Engines having capacity of 6.984 MW each with total capacity of the plant being 55.872 MW since 2014. In addition, a cogeneration secondary power plant with capacity of 3.20 MW has been operating successfully throughout the year. The STG plant runs by heat recovery from 08 nos. of Rolls Royce gensets exhaust gas without burning any fuel and reduces the fuel cost by 6.40% annually. In addition, there is a flue gas desulfurization (FGD) lent to reduce the sulphur content from the exhaust.

The Project of BDT 4,150.00 million was financed through Bangladesh Bank IPFF project cell funded by the World Bank amounting USD 21.975 million and rest from local source financed by United Commercial Bank Limited, Trust Bank Limited & BRAC Bank Limited.

The Sponsors are looking forward for more power plant projects to expand the portfolio. Subsequently, they signed Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) and the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources for setting up two power plants namely Karnaphuli Power Limited and Baraka Shikalbaha Power Limited.

Karnaphuli Power Limited, being a 51% subsidiary of BPPL, has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on February 4, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day to generate and supply 110 MW of electricity on Build, Own & Operate (BOO) basis for a term of 15 years. The principal activity of the Company is to set up power plants for generation and supply of electricity. The plant having capacity of 110 MW located at Patiya, Chittagong started its commercial operation on August 20, 2019. The Plant has been operating by using 06 nos. of brand new Wartsila Engines having capacity of 18.415 MW each with total capacity of the plant being 110.49 MW since 2019. In addition, a cogeneration secondary power plant with capacity of 6.50 MW has been operating successfully throughout the year. The STG plant runs by heat recovery from 06 nos. of Wartsila gensets exhaust gas without burning any fuel.

Baraka Shikalbaha Power Limited, being a 51% subsidiary of BPPL, has signed the Power Purchase Agreement (PPA) with Bangladesh Power Development Board (BPDB) on August 19, 2018 and has also signed the Implementation Agreement (IA) with the Government of Bangladesh (GOB) represented by the Ministry of Power, Energy and Mineral Resources on the same day to generate and supply 110 MW of electricity on Build, Own & Operate (BOO) basis for a term of 15 years. The principal

activity of the Company is to set up power plants for generation and supply of electricity. The plant having capacity of 105 MW located at Patiya, Chittagong started its commercial operation on May 24, 2019. The Plant has been operating by using 06 nos. of brand new Wartsila Engines having capacity of 18.415 MW each with total capacity of the plant being 110.49 MW since 2019.

#### ■ OPERATION, BUSINESS & FINANCIAL RISK PROFILE

|                 |                 |
|-----------------|-----------------|
| Operation       | Industry/Market |
| Management      | Financial       |
| Credit Facility | Collateral      |

Baraka Patenga Power Ltd. operates a 50 MW power plant on Build-Own-Operate (BOO) basis with BPDB (signed on 31 July 2011) for a term of 15 years. Its commercial operation started on 04 May 2014 for a term of 15 years from commercial Operation. Electricity will be purchased by Bangladesh Power Development Board (BPDB), one of the public bodies are engaged in the generation, distribution, and sale of electric capacity and energy in Bangladesh.

Baraka Patenga Power receives HFO supply from Singapore. The Company transports HFO from the storage facility at Chittagong Port area at a distance of approximately 3-4 km from the power plant. From there, the fuel is transported by road to plant rage facility by Tank Lorry each having capacity of 15,000 litres.

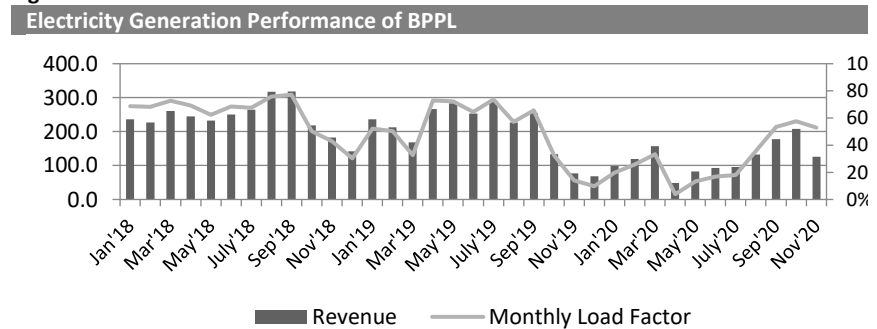
The Plant has been operating by using 08 nos. of brand new Rolls Royce Engines having capacity of 6.984 MW each with total capacity of the plant being 55.872 MW since 2014. The plant installed a waste heat recovery steam turbine unit to generate additional electricity by using the waste heat from the stack and the final temperature of the exhaust stack could be reduced float 315°C to 174°C. In addition, there is a flue gas desulfurization (FGD) lent to reduce the sulphur content from the exhaust.

**Table 1**

| Major Equipment Suppliers |   |                      |
|---------------------------|---|----------------------|
| Equipment                 | Manufacturer/Model/Type                       | Country of Origin    |
| Reciprocating Engine      | Rolls Royce; Model: B32:40V16AH WB            | Norway               |
| Generator/Alternator      | AvK; Model: DIG 167 d/8; Jakson International | Germany              |
| Transformer               | 35MVA; Zhejiang Jiangshan Transformer Co.,LTD | China                |
| Sub-Station               | 11/33KV (AIS)                                 | China                |
| Switchgear                | ABB & Siemens                                 | Switzerland, Germany |
| Control System            | 110V and 24V; Rolls Royce                     | Norway               |
| Turbo Charger             | ABB; Model: TPL67C32                          | Switzerland          |

BPPL has generated 139,365 Mwh of electricity and supplied 134,310 Mwh to the national grid during the year 2019-2020. By selling of above units the revenue earned stood at BDT 1,691.2 million in the year FY2020. Average plant load factor decreased to 31.6% in FY2020 from 59.4% in FY2019.

**Figure 1**

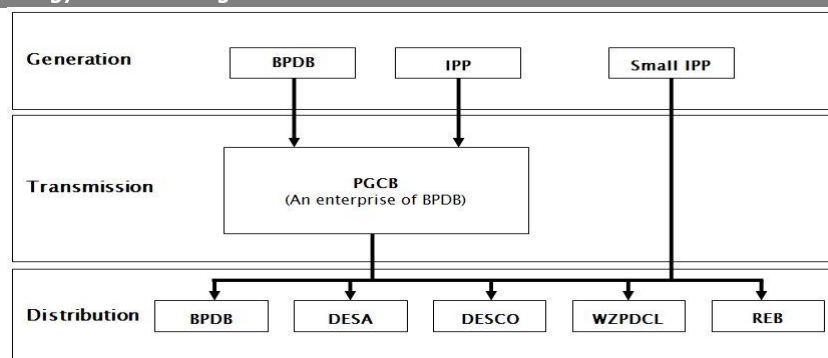


|                 |                     |
|-----------------|---------------------|
| Operation       | Industry/<br>Market |
| Management      | Financial           |
| Credit Facility | Collateral          |

Electricity is a key component for the development of socio-economic state of the country and current government initiatives toward the power sectors promise modest progress despite huge supply-demand gap and limited capacity utilization. As the power sector is a capital-intensive industry, huge investments are required in order to generate addition to the capacity. Moreover, contending demands on the government funds and declining levels of external support from multilateral and bilateral donor agencies constrained the potential for public investment in the power sector. Recognizing these situations, the GOB amended its industrial policies to enable private investment in the power sector.

**Figure 2**

#### Energy Sector of Bangladesh



Currently, at about 233.88 kWh per capita Electricity consumption , Bangladesh ranks among the lowest countries in the world in terms of electricity consumption per capita. Its distribution networks currently serve only an estimated 47 of the total population of more than 160 million. Public and private sector produces about 54% and 46% of electricity respectively . Public sector produces electricity through Bangladesh Power Development Board (BPDB), Ashuganj Power Station Company LTD (APSCL) and Electricity Generation Company of Bangladesh (EGCB). On the other hand, private sector produces power through small independent power producers and rental that government buys at a constant price. BPDB individually produces around 50% of the total production.

Gas will remain the dominant source of energy for electricity generation in Bangladesh for much of the foreseeable future. However, If Bangladesh is to stop the acute gas shortages from crimping economic growth, the country will have to cut its over - reliance on gas-fired capacity and diversify the energy mix. The government has outlined plans to ensure coal accounts for 50% of the energy mix by 2030 , but we remain unconvinced that such plans will come to fruition local opposition to the exploitation of Bangladesh's huge coal reserves has so far stymied the development of a domestic industry.

The government's efforts to draw foreign investors into the country appear to have been gaining traction over the past year. In June 2015, India-based Reliance Power secured a USD1.56bn contract from Bangladesh Power Development Board (BPDB) to set up a 3GW combined-cycle power project in Bangladesh. In September 2014, the BPDB signed a MoU with Malaysian state-owned companies Tenaga Nasional and Powertek, to assess the joint development of a 1,320MW coal-fired plant in Maheshkali. In addition to the overall demand-supply imbalance, the power sector in Bangladesh is also affected by a regional imbalance. Additionally, dependence over natural gas for generating electricity (as around 75%-76% of total electricity generation capacity is based on natural gas) affects local extraction capacity of gas from gas field and on the other hand import of capital machineries and subsidy of HFO and other petroleum based fuel impact on the foreign exchange reserve of the country.

Power and Energy Sector Development Roadmap (2010-2021) by the GOB envisaged target to produce 8,500 MW by 2013, 11,500 MW by 2015 and 20,000 MW by 2021. However, to ensure overall and balanced development of this sector, the GOB has



undertaken various plans including balanced development in generation, transmission and the distribution system to achieve a desired level of reliability of supply. According to the short-term plan, liquid fuel based 12-24 months of implementable power stations will be established. However, government has initiated to implement a power station with a capacity of 920 MW. Under the Mid-term (2012-2015) plan, government has taken into account to establish 3 to 5 years of implementable coal-based power stations with a capacity of 2,600 MW to the total capacity of 7,714 MW. And as of the Power and Energy Development Roadmap (2010-2021), the GOB predicts to meet 20,000 MW by the year 2021 through the increment of 10% production per year towards reaching the per capita consumption to 600 Kw. However, actual execution of the long term plan is subject to effective measures taken against corruption in administration, high system losses, delays in completion of new plants, low plant efficiencies, erratic power supply, electricity theft, blackouts, and shortages of funds for power plant maintenance as well as political stability, stability and reconstruction of quick rental policy and government decision under separate regime.

|                 |                 |
|-----------------|-----------------|
| Operation       | Industry/Market |
| Management      | Financial       |
| Credit Facility | Collateral      |

The paid-up capital of the Company is BDT 992.2 million. Baraka Power Limited holds around 51% shares and board of directors and other shareholders are holding around 49% shares of the Company as of 30 June 2020.

The overall management of the Company is vested with its Board of Directors, who formulates the policies and strategies for the business. Moreover, the Managing director is the Chief Executive to direct and supervise the overall functions and day to day operational performance of the Company with the support from the Board in operational matters. The sponsors are directly involved with the Company management. Mr. Gulam Rabbani Chowdhury is the prevailing Chairman of the Company where as Mr. Monzur Kadir Shafi is the Managing Director of the Company.

On the Other hand, Mr. Helal Ahmed Chowdhury has resigned from the post of Independent Director and joined as Nominated Director of the Company in last year.

**Table 2**

| Particulars of directors      |                      |                    |
|-------------------------------|----------------------|--------------------|
| Name                          | Position held        | % of share holding |
| Baraka Power Ltd.             | -                    | 51.00%             |
| Mr. Monzur Kadir Shafi        | Managing Director    | 1.59%              |
| Mr. Gulam Rabbani Chowdhury   | Director & Chairman  | 3.00%              |
| Mr. Fahim Ahmed Chowdhury     | Nominated Director   | 0.86%              |
| Mr. Faisal Ahmed Chowdhury    | Director             | 3.00%              |
| Mr. Md Shirajul Islam         | Nominated Director   | 1.06%              |
| Mr. Md Afzal Rashid Chowdhury | Nominated Director   | 1.06%              |
| Mr. Helal Ahmed Chowdhury     | Nominated Director   | -                  |
| Mr. Zahrul Syed Bakth         | Independent Director | -                  |
| Mr Md. Abul Quashem           | Independent Director | -                  |

Mr. Gulam Rabbani Chowdhury is the Chairman of Baraka Patenga Power, holding 3.0% shares. Mr. Gulam Rabbani Chowdhury has long and diversified experiences in machine manufacturing, real estate, power, education and RMG sector. A professional and experienced team work under his leadership.

|                 |                 |
|-----------------|-----------------|
| Operation       | Industry/Market |
| Management      | Financial       |
| Credit Facility | Collateral      |

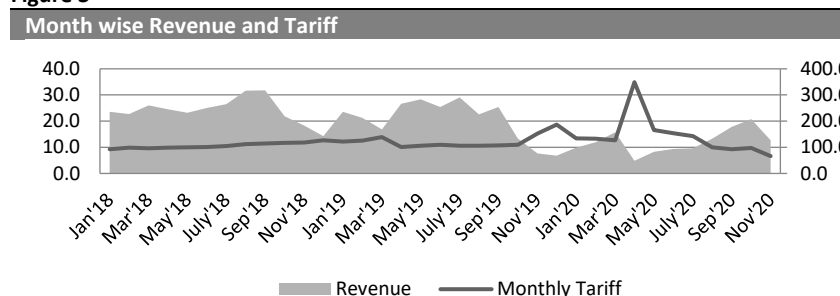
The revenue of the Company is composed of three components. Capacity Payment, Variable Operational & Maintenance Proceeds and Fuel Proceeds. Capacity payment is directly related to the Dependable Capacity of the power plant. Fuel Proceeds covers 75% of total revenue. The revenue generation capacity of the Company is somewhat restrained by the nature of business as the revenue has high correlation with the contracted capacity and dependable capacity of the Company.



**Table 3**

| Revenue Breakup of BPPL (Mil. BDT)          |                 |       |                 |       |
|---|-----------------|-------|-----------------|-------|
| Particulars                                 | FY2020          |       | FY2019          |       |
|   | Amt.            | %     | Amt.            | %     |
| Capacity Payment                            | 482.82          | 28.55 | 471.22          | 16.33 |
| Variable Operational & Maintenance Proceeds | 79.74           | 4.71  | 119.91          | 4.15  |
| Fuel Proceeds                               | 1,128.64        | 66.74 | 2,295.28        | 79.52 |
| <b>Total</b>                                | <b>1,691.21</b> |       | <b>2,886.42</b> |       |

The revenue of the Company is composed of three components. Capacity Payment, Variable Operational & Maintenance Proceeds and Fuel Proceeds. Capacity payment is directly related to the Dependable Capacity of the power plant. Fuel Proceeds covers 75% of total revenue.

**Figure 3**

During the latest year, the power plant ran on 50.0 MW dependable capacity. Plant factor dropped to 31.6% in FY2020 which was around 59.4% in year ago. Although, average energy price hiked but almost 50.0% decreased of energy generation affect the total revenue decreased by 41.4%. Energy sales of Baraka Patenga Power Ltd. depend on the actual demand posted by BPDB.

In 2020, total revenue of the Company was BDT 1,691.2 million registering 41.4% less revenue compared to previous year due to decrease of power generation in accordance with the demand of BPDB. The cost of power generations includes consumed Heavy Furnace Oil, Mobil and other direct expenses related to the power generations. Cost of revenue in FY2020 (70.7% on revenue) was lower than that of FY2019 (77.4% on revenue) due to decreased fuel consumption in that year. This has been stated into the top line profitability and reported increased net profit margin due to the decreased financial expenses thus the Company generated bottom line profit of 10.8% in FY2020 (FY2019: 9.5%).

Equity base of the Company improved in FY2020 compared to previous year supported by Retained Earnings. Leverage position decreased as borrowed fund to equity in FY2020 was 1.2x which was 1.4x in FY2019. However, due to decreased operating profit, EBITDA also decreased and borrowed fund to EBITDA increased to 4.5x which was 4.1 x in FY2019.

The Company observed high operating cycle. The Cash conversion cycle was 203 Days in 2020; which was derived from Inventory (fuel and spares) Conversion Period of 177 Days, Receivable (BPDB) Collection Period of 141 Days, and Payable (HFO) Deferral Period of 115 Days. Coverage position of the Company was also moderate as EBIT/Interest reached to 1.8x in FY2020 from 2.0x in FY2019 due to decreased EBIT in FY2020 compared to that of previous year.

|                 |                 |
|-----------------|-----------------|
| Operation       | Industry/Market |
| Management      | Financial       |
| Credit Facility | Collateral      |

Baraka Patenga Power Ltd. has banking relationship with United Commercial Bank Ltd, Trust Bank Ltd, BRAC Bank Ltd, Lanka Bangla Finance Ltd and IPDC Finance Ltd. As of 30 November 2020, Long-term Outstanding was BDT 1,794.2 million, which was BDT 2,154.6 million one-year back. It has also short term funded limit of BDT 950.0 million and non-funded limit of BDT 2,050.0 million for HFO importing. Loan details are annexed.

**[End of the Report]**

**APPENDIX – 1: CREDIT FACILITIES OF BARAKA PATENGA POWER LTD. AS OF 30 NOVEMBER 2020 (MILL. BDT)**

| Bank                               | Facility         | Term Type  | Fund Type  | Sanctioned     | Outstanding    | Expiry     |
|------------------------------------|------------------|------------|------------|----------------|----------------|------------|
| United Commercial Bank Ltd         | Term Loan        | Long-term  | Funded     | 1,205.1        | 785.0          | 30-Oct-25  |
| United Commercial Bank Ltd         | Term Loan        | Long-term  | Funded     | 300.0          | 140.8          | 25-Sep-23  |
| United Commercial Bank Ltd         | Term Loan        | Long-term  | Funded     | 462.7          | 224.6          | 25-Sep-23  |
| United Commercial Bank Ltd         | Time Loan        | Short-term | Funded     | (600.0)        | 643.8          | 30-Sep-21  |
| United Commercial Bank Ltd         | OD               | Short-term | Funded     | 150.0          | 149.7          | 30-Sep-21  |
| Trust Bank Ltd                     | Term Loan        | Long-term  | Funded     | 499.5          | 333.4          | 30-Oct-25  |
| Trust Bank Ltd                     | Term Loan        | Long-term  | Funded     | 350.0          | 163.3          | 24-Sep-23  |
| Trust Bank Ltd                     | Term Loan        | Long-term  | Funded     | 249.0          | 117.1          | 25-Sep-23  |
| Trust Bank Ltd                     | LTR              | Short-term | Funded     | (380.0)        | 0.0            | 01-Sep-21  |
| Trust Bank Ltd                     | Time Loan        | Short-term | Funded     | (330.0)        | 151.0          | 01-Sep-21  |
| IPDC Finance Ltd                   | Short Term       | Short-term | Funded     | 300.0          | 300.0          | 12-Aug-21  |
| BRAC Bank Ltd                      | Term Loan        | Long-term  | Funded     | 180.0          | 30.0           | 22-Mar-21  |
| Lanka Bangla Finance Ltd           | Short Term       | Short-term | Funded     | 500.0          | 500.0          | 23-Sep-21  |
| Trust Bank Ltd                     | Letter of Credit | Short-term | Non-funded | 550.0          | 113.5          | 01-Sep-21  |
| United Commercial Bank Ltd         | Bank Guarantee   | Short-term | Non-funded | 100.0          | 70.0           | Open Ended |
| United Commercial Bank Ltd         | Letter of Credit | Short-term | Non-funded | 1,400.0        | 376.6          | 30-Sep-21  |
| <b>Total Long-term</b>             |                  |            |            | <b>3,246.3</b> | <b>1,794.2</b> |            |
| <b>Total Short-term Funded</b>     |                  |            |            | <b>950.0</b>   | <b>1,100.7</b> |            |
| <b>Total Short-term Non-funded</b> |                  |            |            | <b>2,050.0</b> | <b>560.1</b>   |            |

Note: Amount in BDT Million

**APPENDIX-2: PREVIOUS RATING OF BARAKA PATENGA POWER LTD.**

**Date of Rating:** 31 December 2019

| Particulars                                     | Ratings              |
|---|----------------------|
| Baraka Patenga Power Ltd.                       | AA <sub>3</sub>      |
| BDT 2,154.6 Million Long-term Outstanding       | AA <sub>3</sub> (Lr) |
| BDT 1,050.0 Million Short-term Funded Limit     | ST-3                 |
| BDT 2,050.0 Million Short-term Non-funded Limit | ST-3                 |
| Outlook   | Stable               |

Lr- Loan rating, ST- Short Term

**Rating based on:** Audited financial statements up to 30 June 2019, bank liability 31 December 2019 and other relevant quantitative and qualitative information up to the date of rating declaration.

**Date of Rating:** 14 January 2019

| Particulars                                     | Ratings              |
|---|----------------------|
| Baraka Patenga Power Ltd.                       | AA <sub>3</sub>      |
| BDT 2,486.7 Million Long-term Outstanding       | AA <sub>3</sub> (Lr) |
| BDT 700.0 Million Short-term Funded Limit       | ST-3                 |
| BDT 2,050.0 Million Short-term Non-funded Limit | ST-3                 |
| Outlook   | Stable               |

Lr- Loan rating, ST- Short Term

**Rating based on:** Audited financial statements up to 30 June 2018, bank liability 30 November 2018 and other relevant quantitative and qualitative information up to the date of rating declaration.

**Date of Rating:** 25 January 2018

| Particulars                                     | Ratings              |
|---|----------------------|
| Baraka Patenga Power Ltd.                       | AA <sub>3</sub>      |
| BDT 2,793.8 Million Long-term Outstanding       | AA <sub>3</sub> (Lr) |
| BDT 1,900.0 Million Short-term Non-funded Limit | ST-3                 |
| Outlook   | Stable               |

Lr- Loan rating, ST- Short Term

**Rating based on** audited financial statements up to 2017, bank liability 26 December 2017 and other relevant quantitative and qualitative information up to the date of rating declaration.

**APPENDIX3: KEY FINANCIAL VARIABLES OF BARAKA PATENGA POWER LTD**

| Financial Highlights         |   |                        |        |        |
|------------------------------|---|------------------------|--------|--------|
|                              |   | --Year ended June 30-- |        |        |
|                              |   | 2020                   | 2019   | 2018   |
| Earnings & Stability         | Net Sales (Mil. BDT)                        | 1691.2                 | 2886.4 | 2594.5 |
|                              | Sales Growth (%)                            | -41.4%                 | 11.3%  | -2.0%  |
|                              | CoGS as % of Sales                          | 70.7%                  | 77.6%  | 75.6%  |
|                              | EBITDA (Mil. BDT)                           | 555.2                  | 700.8  | 744.5  |
|                              | EBITDA Growth (%)                           | -20.8%                 | -5.9%  | 3.5%   |
|                              | EBITDA Margin (%)                           | 32.8%                  | 24.3%  | 28.7%  |
|                              | Net Profit after tax (Mil. BDT)             | 182.6                  | 273.8  | 335.1  |
|                              | Net profit after tax growth (%)             | -33.3%                 | -18.3% | 5.2%   |
| Profitability                | Gross Profit Margin                         | 29.3%                  | 22.4%  | 24.4%  |
|                              | Operating Profit Margin                     | 25.6%                  | 20.6%  | 22.2%  |
|                              | Net Profit Margin                           | 10.8%                  | 9.5%   | 12.9%  |
|                              | Return on Average Asset                     | 3.6%                   | 4.9%   | 6.0%   |
|                              | Return on Average Equity                    | 9.0%                   | 13.9%  | 18.4%  |
| Liquidity                    | Current Ratio (x)                           | 1.0                    | 1.1    | 1.1    |
|                              | Quick Ratio (x)                             | 0.5                    | 0.7    | 0.8    |
|                              | Inventory Turnover Ratio (x)                | 2.1                    | 3.8    | 3.3    |
|                              | Average Inventory Processing Period (Days)  | 177                    | 96     | 111    |
|                              | Receivable Turnover Ratio (x)               | 2.6                    | 3.5    | 3.3    |
|                              | Average Receivable Collection Period (Days) | 141                    | 104    | 112    |
|                              | Payable Turnover Ratio (x)                  | 3.2                    | 3.5    | 3.6    |
|                              | Average Payable Payment Period (Days)       | 115                    | 104    | 102    |
|                              | Operating Cycle (Days)                      | 318                    | 200    | 223    |
| Leverage & Capital Structure | Cash Conversion Cycle (Days)                | 203                    | 96     | 121    |
|                              | Equity Capital                              | 2082.2                 | 1999.0 | 1932.0 |
|                              | Total Borrowed Fund                         | 2524.5                 | 2873.4 | 3156.9 |
|                              | Total Long Term Debt                        | 1598.7                 | 1956.4 | 2206.1 |
|                              | EBITDA                                      | 555.2                  | 700.8  | 744.5  |
|                              | Fund Flow from Operation (FFO)              | 331.4                  | 423.2  | 482.0  |
|                              | Cash Flow from Operation (CFO)              | 362.7                  | 605.4  | 440.9  |
|                              | Retained Cash Flow (RCF)                    | 263.5                  | 506.2  | 341.6  |
|                              | Free Cash Flow (FCF)                        | 263.0                  | 483.3  | 168.6  |
|                              | Debt to Equity (x)                          | 1.2                    | 1.4    | 1.6    |
|                              | Borrowed Fund/EBITDA (x)                    | 4.5                    | 4.1    | 4.2    |
|                              | FFO/Debt                                    | 13.1%                  | 14.7%  | 15.3%  |
|                              | CFO/Debt                                    | 14.4%                  | 21.1%  | 14.0%  |
|                              | RCF/Debt                                    | 10.4%                  | 17.6%  | 10.8%  |
|                              | FCF/Debt                                    | 10.4%                  | 16.8%  | 5.3%   |
| Coverage                     | EBIT to Interest expense (x)                | 1.8                    | 2.0    | 2.3    |
|                              | FCF to Interest expense (x)                 | 1.2                    | 1.8    | 0.7    |
|                              | (EBITDA-CAPEX) to Interest expense (x)      | 2.5                    | 2.5    | 2.2    |

**CRAB RATING SCALES AND DEFINITIONS –Long Term (Corporate)**

| RATINGS  | DEFINITION   |
|--|--|
| <b>AAA</b><br>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.  |
| <b>AA<sub>1</sub>, AA<sub>2</sub>, AA<sub>3</sub>*</b><br>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.  |
| <b>A<sub>1</sub>, A<sub>2</sub>, A<sub>3</sub></b><br>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.   |
| <b>BBB<sub>1</sub>, BBB<sub>2</sub>, BBB<sub>3</sub></b><br>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.  |
| <b>BB<sub>1</sub>, BB<sub>2</sub>, BB<sub>3</sub></b><br>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>B<sub>1</sub>, B<sub>2</sub>, B<sub>3</sub></b><br>Single B       | Companies rated in this category have weak capacity to meet financial commitments. These companies have speculative elements, subject to high credit risk.   |
| <b>CCC<sub>1</sub>, CCC<sub>2</sub>, CCC<sub>3</sub></b><br>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.  |
| <b>CC</b><br>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.  |
| <b>C</b><br>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. |
| <b>D</b><br>(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  |
|--|---|
| <b>AAA (Lr)</b><br>(Triple A)<br><b>Highest Safety</b>   | Loans/facilities rated <b>AAA (Lr)</b> 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.   |
| <b>AA (Lr)*</b><br>(Double A)<br><b>High Safety</b>      | Loans/facilities rated <b>AA (Lr)</b> 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.  |
| <b>A (Lr)</b><br><b>Adequate Safety</b>                  | Loan/facilities rated <b>A (Lr)</b> 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.   |
| <b>BBB (Lr)</b><br>(Triple B)<br><b>Moderate Safety</b>  | Loans/facilities rated <b>BBB (Lr)</b> 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.   |
| <b>BB (Lr)</b><br>(Double B)<br><b>Inadequate Safety</b> | Loans/facilities rated <b>BB (Lr)</b> 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>B (Lr)</b><br><b>High Risk</b>                        | Loans/facilities rated <b>B (Lr)</b> 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.   |
| <b>CCC (Lr)</b><br><b>Very High Risk</b>                 | Loans/facilities rated <b>CCC (Lr)</b> 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.   |
| <b>CC (Lr)</b><br><b>Extremely High Risk</b>             | Loans/facilities rated <b>CC (Lr)</b> are judged to be extremely vulnerable to default; timely payment of financial obligations is possible only through external support.  |
| <b>C (Lr)</b><br><b>Near to Default</b>                  | Loans/facilities rated <b>C (Lr)</b> 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. |
| <b>D (Lr)</b><br><b>Default</b>                          | Loans/facilities rated <b>D (Lr)</b> 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)*

| RATINGS                         | DEFINITION   |
|---------------------------------|--|
| <b>ST-1</b><br>Highest Grade    | This rating indicates that the degree of safety regarding timely payment on the loans/facilities is very strong.   |
| <b>ST-2</b><br>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.   |
| <b>ST-3</b><br>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. |
| <b>ST-4</b><br>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.  |
| <b>ST-5</b><br>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.   |
| <b>ST-6</b><br>Lowest Grade     | This rating indicates that the loans/facilities are expected to be in default on maturity or is in default.  |

© Copyright 2019, CREDIT RATING AGENCY OF BANGLADESH LIMITED ("CRAB"). All rights reserved. ALL INFORMATION CONTAINED HEREIN IS PROTECTED BY COPYRIGHT LAW AND NONE OF SUCH INFORMATION MAY BE COPIED OR OTHERWISE REPRODUCED, REPACKAGED, FURTHER TRANSMITTED, TRANSFERRED, DISSEMINATED, REDISTRIBUTED OR RESOLD, OR STORED FOR SUBSEQUENT USE FOR ANY SUCH PURPOSE, IN WHOLE OR IN PART, IN ANY FORM OR MANNER OR BY ANY MEANS WHATSOEVER, BY ANY PERSON WITHOUT CRAB'S PRIOR WRITTEN CONSENT. All information contained herein is obtained by CRAB from sources believed by it to be accurate and reliable. Because of the possibility of human or mechanical error as well as other factors, however, such information is provided "as is" without warranty of any kind and CRAB, in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness, completeness, merchantability or fitness for any particular purpose of any such information. Under no circumstances shall CRAB have any liability to any person or entity for (a) any loss or damage in whole or in part caused by, resulting from, or relating to, any error (negligent or otherwise) or other circumstance or contingency within or outside the control of CRAB or any of its directors, officers, employees or agents in connection with the procurement, collection, compilation, analysis, interpretation, communication, publication or delivery of any such information, or (b) any direct, indirect, special, consequential, compensatory or incidental damages whatsoever (including without limitation, lost profits), even if CRAB is advised in advance of the possibility of such damages, resulting from the use of or inability to use, any such information. The credit ratings and financial reporting analysis observations, if any, constituting part of the information contained herein are, and must be construed solely as, statements of opinion and not statements of fact or recommendations to purchase, sell or hold any securities. NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE ACCURACY, TIMELINESS, COMPLETENESS, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY SUCH RATING OR OTHER OPINION OR INFORMATION IS GIVEN OR MADE BY CRAB IN ANY FORM OR MANNER WHATSOEVER. Each rating or other opinion must be weighed solely as one factor in any investment decision made by or on behalf of any user of the information contained herein, and each such user must accordingly make its own study and evaluation of each security and of each issuer and guarantor of, and each provider of credit support for, each security that it may consider purchasing, holding or selling.

## SECTION: XXVIII PUBLIC ISSUE APPLICATION PROCEDURE

### Step-1 (Applicant):

1. An applicant for public issue of securities shall submit an 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 **25<sup>th</sup> (twenty fifth) working days** from the date of publication of an abridged version of the 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, Total Amount and Category of the Applicant. At the same time:
  - a) Non Resident Bangladeshi (NRB) applicants shall:
    - Apply to Stockbroker/Merchant Banker through BDT/NITA and provide bank certificate evidencing remit of foreign currency in the ESS;
  - b) The General Public and Non-resident Bangladeshi (NRB) applicants shall submit the application in the electronic subscription system of the exchange(s) through the Stockbrokers/Merchant Bankers where the applicant maintains customer account.

### Step-2 (Intermediary):

3. The registered Stock broker/Merchant Banker in the ESS shall:
  - a) Post the amount separately in the customer account equivalent to the application money;
  - b) Accumulate all the applications/buy instructions received up to the cut-off date and transfer the amount to their respective Consolidated Customer Account;
4. The registered Stockbroker/Merchant Banker in the ESS shall prepare category wise lists of the applicants containing Customer ID, Name, BO Account Number and within **3 (three) working days** from the cut-off date, upload to the ESS, the lists of applicants in electronic (text format with tilde '~' separator) format, deposit the full amount received from the General Public and Non-Resident Bangladeshi (NRB) applicants by the method as determined by exchange(s).
5. The application/buy instructions shall be preserved by the Stock broker/Merchant Bankers up to **6 (six) months** from listing of the securities with the exchange.
6. The Exchanges shall prepare a consolidated list of the applications and send the applicants' BOIDs in electronic (text) format in a CDROM to CDBL for verification **on the next working day**. Simultaneously, 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, verify more than two applications by an individual, verify more than two applications using same bank account and investment criteria.
7. **On the next working day**, CDBL shall provide the Exchanges with an updated database of the applicants containing BO Account Number, Name, Addresses, Parent s' Name and Joint Account information along with the verification report.
8. After receiving verification report and information from CDBL, the Exchanges shall scrutinize the applications, prepare category wise consolidated lists of valid and invalid applications **within 5 (five) working days**.
9. **On the next working day**, the Exchanges shall provide the Commission, Issuer and Issue Manager with the soft copy of subscription result.

### Step-3 (Issuer):

10. The Issuer and issue manager shall post the final status of subscription on their **websites within 6 (six) hours** and on the websites of the Commission and Exchanges **within 12 (twelve) hours** of receiving information by the Commission and the Exchanges.
11. **Within 3 (three) working days** of receipt of the subscription result, the Issuer and Exchanges shall:
  - a) Process pro-rata allotment of securities to the General Public and Non-Resident Bangladeshi (NRB) applicants;
  - b) Prepare category wise lists of invalid 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

- mentioning the penalty amount against each applicant;
- c) Issuer shall issue allotment letters in the names of allottees in electronic format; and
- d) Issuer shall credit the allotted shares to the respective BO accounts on the basis of allotment data (BOID and number of securities) via their CDBL VeDAS Terminal.

**Step-4 (Intermediary):**

12. **On the next working day**, Exchanges shall:
  - a) remit the amount of allotted applicants to the Issuer's respective Escrow Account opened for subscription purpose;
  - b) send the penalty amount who are subject to penal provisions to the Issuer's respective Escrow Accounts along with a list; and
  - c) distribute the information and allotment letters to the stock broker/Merchant Bankers concerned in electronic format with a request to refund the balance application money.
13. **On the next working day** of receiving the documents from the Exchanges, the Stockbrokers/Merchant Banker shall refund the excess application money in the customer accounts and inform the applicants about allotment of securities.

**Miscellaneous:**

14. The Issuer, Issue Manager(s), Stockbrokers and Merchant Bankers shall ensure compliance of the above.
15. The Issuer shall pay the costs related to process the Eligible Investors allotment if claimed by the Exchange concerned up to an amount of Tk. 2,00,000/- (Taka Two Lac) only and Tk. 8,00,000/- (Taka Eight Lac) only for processing the applications of General Public and Non-Resident Bangladeshi (NRB) applicants.
16. The Stockbroker/Merchant Bankers shall be entitled to a service charge of Tk. 5/- (Taka five) only per application irrespective of the amount or category for the service provided till withdrawal of the money. The service charge shall be paid by the applicant at the time of submitting an application.
17. The Exchanges shall provide the Issuer with a statement of the remittance.
18. The Issuer shall send the penalty amount to the Commission through a bank draft/payment order issued in favor of the Bangladesh Securities and Exchange Commission.
19. The concerned Exchange is 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 (other than non-resident Bangladeshis in US Dollar or UK Pound sterling or EURO) by the Stock Brokers/Merchant Bankers will be remitted to the '**Baraka Patenga Power Limited**' (IPO) interest bearing SND Account No. 1071301000000137 of United Commercial Bank, Bangladesh for this purpose.

The IPO subscription money collected from successful NRB applicants in US Dollar or UK Pound Sterling or EURO shall be deposited to three FC accounts opened by the Company for IPO purpose are as follows:

| #  | Name of the FC Accounts      | Currency          | Account No.      | Bank and Branch                                   |
|----|------------------------------|-------------------|------------------|---|
| 1. | BARAKA PATENGA POWER LIMITED | US Dollar         | 1071180000000021 | United Commercial Bank Limited, Bijaynagar Branch |
| 2. |                              | EURO              | 1071180000000032 |   |
| 3. |                              | UK Pound Sterling | 1071180000000043 |   |

**APPLICATION FORM**

**“পুঁজিবাজারে বিনিয়োগ ঝুঁকিপূর্ণ। জেনে ও বুঝে বিনিয়োগ করুন”**

**BARAKA PATENGA POWER LIMITED**

**APPLICATION FOR PUBLIC ISSUE**

**Date:**

|                              |   |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|------------------------------|---|-------------------------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--|
| <b>Name of applicant</b>     | : |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>Client Code</b>           | : |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>BO ID No.</b>             | : |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>Category of applicant</b> | : |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>Name of the Company</b>   | : |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>Number of Shares</b>      | : | ..... Shares of Tk. .... each |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>Total amount in Tk.</b>   | : |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <b>Amount in word</b>        | : |                               |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Signature of  
Applicants**

**Signature of  
Authorized Officer**

## AUDITORS' ADDITIONAL DISCLOSURE

## 1. Detail calculation of Foreign Exchange Gain/(Loss) of Baraka Patenga Power Limited for year ended June 30, 2020.

## Auditors' disclosures:

| LC/TT No     | Bank                       | Payment Date | Foreign Currency | Exchange Rate on B/E Date | Exchange Rate on Payment Date | Payment in Foreign Currency | Exchange Gain/ (Loss) in BDT | Category    |
|--------------|----------------------------|--------------|------------------|---------------------------|-------------------------------|-----------------------------|------------------------------|-------------|
| 236519020004 | Trust Bank Ltd             | 23.12.2019   | USD              | 84.4500                   | 85.9800                       | 99,842.58                   | (152,759.15)                 | Spare Parts |
| 102219150017 | United Commercial Bank Ltd | 31.07.2019   | USD              | 84.4500                   | 84.9523                       | 4,047.68                    | (2,033.15)                   |             |
| 102219150018 | United Commercial Bank Ltd | 24.07.2019   | USD              | 84.4500                   | 84.9523                       | 4,047.68                    | (2,033.15)                   |             |
| 102219020017 | United Commercial Bank Ltd | 03.02.2020   | USD              | 84.4500                   | 84.9000                       | 9,298.14                    | (4,184.16)                   |             |
| 102220150007 | United Commercial Bank Ltd | 12.02.2020   | USD              | 84.9000                   | 85.2985                       | 4,950.00                    | (1,972.57)                   |             |
| 102219020008 | United Commercial Bank Ltd | 19.03.2020   | Euro             | 96.5167                   | 94.5324                       | 114,800.00                  | 227,797.64                   |             |
| 102219150016 | United Commercial Bank Ltd | 15.07.2019   | Euro             | 94.1318                   | 97.9249                       | 2,582.00                    | (9,793.69)                   |             |
| 102219020031 | United Commercial Bank Ltd | 15.06.2020   | Euro             | 95.3075                   | 94.2608                       | 19,884.00                   | 20,813.34                    |             |
| 102219150019 | United Commercial Bank Ltd | 20.08.2019   | USD              | 84.4500                   | 85.0144                       | 3,900.00                    | (2,201.00)                   |             |
| 102220150006 | United Commercial Bank Ltd | 09.02.2020   | USD              | 84.9000                   | 85.3290                       | 4,550.00                    | (1,952.00)                   |             |
| 102219020022 | United Commercial Bank Ltd | 24.02.2020   | USD              | 84.4500                   | 87.7061                       | 50,915.00                   | (165,784.23)                 |             |
| 102219150023 | United Commercial Bank Ltd | 18.09.2019   | Euro             | 95.0829                   | 95.8105                       | 4,000.00                    | (2,910.40)                   |             |
| 102219150027 | United Commercial Bank Ltd | 16.10.2019   | GBP              | 109.7505                  | 110.4877                      | 3,921.75                    | (2,890.97)                   |             |
| 102219150028 | United Commercial Bank Ltd | 21.10.2019   | Euro             | 94.4701                   | 98.2162                       | 1,170.00                    | (4,382.98)                   |             |
|              |                            |              |                  |                           |                               | <b>Total</b>                | <b>(104,286.48)</b>          |             |
| 102219020003 | United Commercial Bank Ltd | 09.09.2019   | USD              | 84.4500                   | 84.9000                       | 4,350,852.48                | (1,957,883.61)               | HFO         |
| 102219020010 | United Commercial Bank Ltd | 30.07.2019   | USD              | 84.4500                   | 84.8506                       | 133,634.06                  | (53,533.63)                  |             |
|              |                            | 27.10.2019   | USD              | 84.4500                   | 85.9999                       | 1,202,706.54                | (1,864,114.70)               |             |
| 102219020015 | United Commercial Bank Ltd | 26.11.2019   | USD              | 84.4500                   | 84.8000                       | 221,821.27                  | (77,637.44)                  |             |
|              |                            | 24.02.2020   | USD              | 84.4500                   | 84.1500                       | 225,586.45                  | 67,675.93                    |             |
|              |                            | 20.05.2020   | USD              | 84.4500                   | 84.4500                       | 1,555,564.55                | -                            |             |
|              |                            | 20.05.2020   | USD              | 84.4500                   | 84.4500                       | 83,109.58                   | -                            |             |
| 102219020016 | United Commercial Bank Ltd | 07.10.2019   | USD              | 84.4500                   | 85.0500                       | 259,186.48                  | (155,511.76)                 |             |
|              |                            | 05.01.2020   | USD              | 84.4500                   | 84.9000                       | 2,332,678.28                | (1,049,705.22)               |             |
| 102219020023 | United Commercial Bank Ltd | 06.02.2020   | USD              | 84.4500                   | 85.2164                       | 2,544,905.66                | (1,950,332.69)               |             |
|              |                            | 16.02.2020   | USD              | 84.4500                   | 84.9000                       | 282,767.30                  | (127,245.28)                 |             |
|              |                            |              |                  |                           |                               | <b>Total</b>                | <b>(7,168,288.41)</b>        |             |

| Bank                       | Payment Date | Foreign Currency | Initial Booking Rate on 30.06.2019 | Exchange rate on payment/realization date | Payment/Valuation in Foreign Currency | Exchange Gain Loss | Category       |
|----------------------------|--------------|------------------|------------------------------------|---|---------------------------------------|--------------------|----------------|
| United Commercial Bank Ltd | 07.08.2019   | USD              | 84.45                              | 84.95                                     | 344,429.40                            | (173,583.98)       | IPFF Term Loan |
|                            | 22.08.2019   |                  | 84.45                              | 84.51                                     | 34,999.00                             | (2,055.00)         |                |
|                            | 30.10.2019   |                  | 84.45                              | 86.00                                     | 347,327.88                            | (538,358.21)       |                |
|                            | 21.11.2019   |                  | 84.45                              | 84.85                                     | 35,804.97                             | (14,321.99)        |                |
|                            | 30.01.2020   |                  | 84.45                              | 86.10                                     | 351,696.73                            | (580,299.60)       |                |
|                            | 23.02.2020   |                  | 84.45                              | 84.95                                     | 36,797.26                             | (18,398.63)        |                |
|                            | 30.04.2020   |                  | 84.45                              | 85.50                                     | 364,666.23                            | (382,899.54)       |                |



| Bank               | Payment Date | Foreign Currency | Initial Booking Rate on 30.06.2019 | Exchange rate on payment/realization date | Payment/Valuation in Foreign Currency | Exchange Gain Loss     | Category |
|--------------------|--------------|------------------|------------------------------------|---|---------------------------------------|------------------------|----------|
|                    | 31.05.2020   |                  | 84.45                              | 84.95                                     | 36,958.09                             | (18,479.05)            |          |
|                    | 30.06.2020   |                  | 84.45                              | 84.90                                     | 10,061,863.46                         | (4,527,586.00)         |          |
| Trust Bank Limited | 07.08.2019   | USD              | 84.45                              | 84.90                                     | 196,754.25                            | (88,041.00)            |          |
|                    | 22.08.2019   |                  | 84.45                              | 84.45                                     | 20,522.71                             | -                      |          |
|                    | 30.10.2019   |                  | 84.45                              | 86.40                                     | 140,780.25                            | (274,521.49)           |          |
|                    | 21.11.2019   |                  | 84.45                              | 85.95                                     | 12,250.10                             | (18,375.15)            |          |
|                    | 30.01.2020   |                  | 84.45                              | 85.90                                     | 119,683.28                            | (173,540.76)           |          |
|                    | 24.02.2020   |                  | 84.45                              | 85.60                                     | 14,284.99                             | (16,427.74)            |          |
|                    | 30.04.2020   |                  | 84.45                              | 84.90                                     | 121,899.28                            | (54,854.68)            |          |
|                    | 01.06.2020   |                  | 84.45                              | 84.90                                     | 14,567.60                             | (6,555.42)             |          |
|                    | 30.06.2020   |                  | 84.45                              | 84.90                                     | 4,239,241.16                          | (1,907,658.52)         |          |
|                    |              |                  |                                    |   | <b>Total</b>                          | <b>(8,795,954.75)</b>  |          |
|                    |              |                  |                                    |   | <b>Grand Total</b>                    | <b>(16,068,529.64)</b> |          |

## 2. Disclosure regarding Break-up of Cash Receipt from Customers & Others and Cash Paid to Supplier & Others for the year ended June 30, 2020

### Auditors' disclosures:

| Sl. No.     | Particular   | Notes | Amount in Tk.        |
|-------------|--|-------|----------------------|
| <b>1.00</b> | <b>Cash Receipts from Customer (Consolidated)</b>    |       |                      |
|             | BPPL's Cash Received from Customer                   | (A)   | 2,044,905,793        |
|             | KPL's Cash Received from Customer                    | (B)   | 1,132,108,631        |
|             | BSPL's Cash Received from Customer                   | (C)   | 2,140,039,017        |
|             |  |       | <b>5,317,053,441</b> |
|             | <b>Cash Receipts from Customer</b>                   |       |                      |
|             | <b>Particulars</b>                                   |       |                      |
| <b>(A)</b>  | <b><u>Baraka Patenga Power Limited (BPPL)</u></b>    |       |                      |
|             | Revenue  | 29.00 | 1,691,216,401        |
|             | Opening Accounts Receivable                          | 11.00 | 827,258,947          |
|             | Closing Accounts Receivable                          | 11.00 | (473,569,555)        |
|             |  |       | <b>2,044,905,793</b> |
| <b>(B)</b>  | <b><u>Karnaphuli Power Limited (KPL)</u></b>         |       |                      |
|             | Revenue  | 21.00 | 1,572,582,141        |
|             | Opening Accounts Receivable                          | 8.00  | -                    |
|             | Closing Accounts Receivable                          | 8.00  | (350,132,126)        |
|             | Non Cash Adjustment in Receivable                    | 20.00 | (88,697,050)         |
|             | Bad Debt Expenses                                    | 23.00 | (1,644,334)          |
|             |  |       | <b>1,132,108,631</b> |
| <b>(C)</b>  | <b><u>Baraka Shikalbaha Power Limited (BSPL)</u></b> |       |                      |
|             | Revenue  | 20.00 | 2,184,994,613        |
|             | Opening Accounts Receivable                          | 8.00  | 542,778,761          |
|             | Closing Accounts Receivable                          | 8.00  | (391,210,799)        |
|             | Bad Debt Expenses                                    | 22.00 | (1,348,977)          |
|             | Interest on LD                                       | 25.00 | (30,076,714)         |
|             | Non Cash Adjustment in Receivable                    | 19.00 | (165,097,867)        |
|             |  |       | <b>2,140,039,017</b> |
| <b>2.00</b> | <b>Cash Receipts from Others' (Consolidated)</b>     |       |                      |
|             | BPPL's Cash Received from Others'                    | (A)   | 586,092              |
|             | KPL's Cash Received from Others'                     | (B)   | 3,874,740            |
|             | BSPL's Cash Received from Others'                    | (C)   | 989,010              |
|             |  |       | <b>5,449,842</b>     |

### Cash Receipts from Others'

|  |       |                        |
|--|-------|------------------------|
| <b>(A) Baraka Patenga Power Limited (BPPL)</b>     |       |                        |
| Bank Interest                                      | 32.00 | 586,092                |
|  |       | <b>586,092</b>         |
| <b>(B) Karnaphuli Power Limited (KPL)</b>          |       |                        |
| Bank Interest                                      | 24.00 | 3,696,842              |
| Sale of Scrap                                      | 24.00 | 177,898                |
|  |       | <b>3,874,740</b>       |
| <b>(C) Baraka Shikalbaha Power Limited (BSPL)</b>  |       |                        |
| Bank Interest                                      | 23.00 | 100,869                |
| FDR Interest                                       | 23.00 | 1,303,578              |
| Sale of Scrap                                      | 23.00 | 62,991                 |
| Prior Year Adjustment for FDR Interest             |       | 485,682                |
| Opening Other Receivable                           | 9.00  | -                      |
| Closing Other Receivable                           | 9.00  | (964,110)              |
|  |       | <b>989,010</b>         |
| <b>3.00 Cash Paid to Suppliers' (Consolidated)</b> |       |                        |
| BPPL's Cash Paid to Suppliers'                     | (A)   | (1,350,359,454)        |
| KPL's Cash Paid to Suppliers'                      | (B)   | (219,477,333)          |
| BSPL's Cash Paid to Suppliers'                     | (C)   | (1,618,176,495)        |
|  |       | <b>(3,188,013,282)</b> |

### Cash Paid to Suppliers'

|   |            |                        |
|---|------------|------------------------|
| <b>(A) Baraka Patenga Power Limited (BPPL)</b>    |            |                        |
| Cost of Revenue                                   | 30.00      | (1,195,469,181)        |
| Plant Salaries & Allowance                        | 30.00      | 40,604,699             |
| Opening Inventories                               | 8.00       | 576,533,984            |
| Closing Inventories                               | 8.00       | (581,596,857)          |
| Opening L/C Margin                                | 10.03      | 2,518,343              |
| Closing L/C Margin                                | 10.03      | (8,071,150)            |
| Opening Spare Parts & Lubricants                  | 10.03      | 2,617,353              |
| Closing Spare Parts & Lubricants                  | 10.03      | (19,812,663)           |
| Opening Advance for Other Expenses                | 10.01      | 40,000                 |
| Closing Advance for Other Expenses                | 10.01      | (40,000)               |
| Opening Prepayment against Insurance Premium      | 10.00      | 11,391,583             |
| Closing Prepayment against Insurance Premium      | 10.00      | (11,347,890)           |
| Opening Bank Guarantee Margin                     | 10.00      | 8,968,155              |
| Closing Bank Guarantee Margin                     | 10.00      | (8,968,155)            |
| Opening Deposits against Storage Tank Rent        | 10.00      | 10,942,740             |
| Closing Deposits against Storage Tank Rent        | 10.00      | (14,028,536)           |
| Opening IPO Expenses                              | 10.00      | 8,608,856              |
| Closing IPO Expenses                              | 10.00      | (8,608,856)            |
| Opening Other Receivable                          | 12.00      | 5,360,932              |
| Closing Other Receivable                          | 12.00      | (28,000)               |
| Opening Accounts Payables                         | 27.00      | (19,315,361)           |
| Closing Accounts Payables                         | 27.00      | 12,046,191             |
| Opening Deferred Liabilities                      | 22.00      | (498,533,715)          |
| Closing Deferred Liabilities                      | 22.00      | 218,862,026            |
| Dep. Of Plant & Mac. & Main. Equipment (non-cash) | Schedule B | 116,966,048            |
|   |            | <b>(1,350,359,454)</b> |
| <b>(B) Karnaphuli Power Limited (KPL)</b>         |            |                        |
| Cost of Revenue                                   | 22.00      | (608,049,913)          |
| Plant Salaries & Allowance                        | 22.00      | 39,391,767             |
| Opening Inventories                               | 6.00       | -                      |
| Closing Inventories                               | 6.00       | (511,637,996)          |
| Opening Advance for Services                      | 7.00       | -                      |
| Closing Advance for Services                      | 7.00       | (522,349)              |
| Opening Advance for Tank Rent                     | 7.00       | -                      |

|             |  |                |                        |
|-------------|--|----------------|------------------------|
|             | Closing Advance for Tank Rent                        | 7.00           | (6,789,898)            |
|             | Opening Advance for Inventory                        | 7.00           | -                      |
|             | Closing Advance for Inventory                        | 7.00           | (1,695,564)            |
|             | Opening Advance Office Rent                          | 7.00           | 258,000                |
|             | Closing Advance Office Rent                          | 7.00           | (258,000)              |
|             | Opening Bank Guarantee Margin                        | 7.00           | 17,256,576             |
|             | Closing Bank Guarantee Margin                        | 7.00           | (12,565,178)           |
|             | Opening Advance for Utility Connection               | 7.00           | 150,057                |
|             | Closing Advance for Utility Connection               | 7.00           | (150,057)              |
|             | Opening Prepayment for Insurance Premium             | 7.00           | -                      |
|             | Closing Prepayment for Insurance Premium             | 7.00           | (6,227,202)            |
|             | Opeing Deferred Liability for HFO                    | 15.00          | -                      |
|             | Closing Deferred Liability for HFO                   | 15.00          | 702,920,534            |
|             | Opening Accounts Payable for Operational Exp.        | 19.00          | -                      |
|             | Closing Accounts Payable for Operational Exp.        | 19.00          | 19,137,302             |
|             | Dep. Of Plant & Mac. (non-cash)                      | Schedule A     | 149,304,588            |
|             |  |                | <b>(219,477,333)</b>   |
| <b>(C)</b>  | <b><u>Baraka Shikalbaha Power Limited (BSPL)</u></b> |                |                        |
|             | Cost of Revenue                                      | 21.00          | (1,118,669,243)        |
|             | Plant Salaries & Allowance                           | 21.00          | 39,630,461             |
|             | Opening Inventory                                    | 6.00           | 151,814,129            |
|             | Closing Inventory                                    | 6.00           | (486,751,485)          |
|             | Opening Advance for Tank Rent                        | 7.00           | -                      |
|             | Closing Advance for Tank Rent                        | 7.00           | (6,481,564)            |
|             | Opening Advance for Services                         | 7.00           | -                      |
|             | Closing Advance for Services                         | 7.00           | (327,500)              |
|             | Opening Advance for Inventory                        | 7.00           | -                      |
|             | Closing Advance for Inventory                        | 7.00           | (1,690,241)            |
|             | Opening Advance Office Rent                          | 7.00           | 33,000                 |
|             | Closing Advance Office Rent                          | 7.00           | (117,000)              |
|             | Opening Bank Guarantee Margin                        | 7.00           | 19,481,669             |
|             | Closing Bank Guarantee Margin                        | 7.00           | (15,152,919)           |
|             | Opening Advance for Utility Connection               | 7.00           | 600,000                |
|             | Closing Advance for Utility Connection               | 7.00           | (600,000)              |
|             | Opening Deposit to Port Authority (Jetty)            | 7.00           | 426,400                |
|             | Closing Deposit to Port Authority (Jetty)            | 7.00           | (426,400)              |
|             | Opening Prepayment for Insurance Premium             | 7.00           | -                      |
|             | Closing Prepayment for Insurance Premium             | 7.00           | (917,710)              |
|             | Opeing Deferred Liability for HFO                    | 14.00          | (467,443,108)          |
|             | Closing Deferred Liability for HFO                   | 14.00          | 92,186,816             |
|             | Opening Accounts Payable for Operational Exp.        | 18.00          | (20,854,303)           |
|             | Closing Accounts Payable for Operational Exp.        | 18.00          | 18,451,529             |
|             | Dep. Of Plant & Mac. (non-cash)                      | Schedule A     | 178,630,974            |
|             |  |                | <b>(1,618,176,495)</b> |
| <b>4.00</b> | <b>Cash Paid to Others' (Consolidated)</b>           |                |                        |
|             | BPPL's Cash Paid to Others'                          | (A)            | (86,885,890)           |
|             | KPL's Cash Paid to Others'                           | (B)            | (83,122,451)           |
|             | BSPL's Cash Paid to Others'                          | (C)            | (79,372,209)           |
|             |  |                | <b>(249,380,550)</b>   |
|             | <b>Cash Paid to Others'</b>                          |                |                        |
| <b>(A)</b>  | <b><u>Baraka Patenga Power Limited (BPPL)</u></b>    |                |                        |
|             | Plant Salaries & Allowance                           | 30.00          | (40,604,699)           |
|             |  | Statement of   |                        |
|             |  | Profit or Loss |                        |
|             | Contribution to WPPF                                 | and Other      | (9,182,201)            |
|             |  | Comprehensive  |                        |
|             |  | Income         |                        |
|             | Opening Payable for WPPF                             | 24.00          | (13,782,712)           |
|             | Closing Payable for WPPF                             | 24.00          | 9,182,201              |
|             | Opening Advance to Employee                          | 10.00          | 75,500                 |

|   |            |                     |
|---|------------|---------------------|
| Opening Advance to Employee   | 10.00      | (105,000)           |
| General & Administrative Expenses                                   | 31.00      | (62,543,417)        |
| Opening Provision for Gratuity                                      | 20.00      | (5,854,828)         |
| Closing Provision for Gratuity                                      | 20.00      | 2,734,465           |
| Opening Liabilities for Expenses                                    | 25.00      | (3,527,938)         |
| Closing Liabilities for Expenses                                    | 25.00      | 4,935,452           |
| Dep. Of other than Plant & Mac. (non-cash)                          | Schedule B | 31,787,287          |
|   |            | <b>(86,885,890)</b> |
| <b>(B) Karnaphuli Power Limited (KPL)</b>                           |            |                     |
| Plant Salaries & Allowance  | 22.00      | (39,391,767)        |
| General & Administrative Expenses                                   | 23.00      | (106,792,448)       |
| Opening Liabilities for Expenses                                    | 17.00      | (2,852,739)         |
| Closing Liabilities for Expenses                                    | 17.00      | 7,538,200           |
| Bad debt Expenses   | 23.00      | 1,644,334           |
| Dep. Of other than Plant & Mac. (non-cash)                          | Schedule A | 56,731,969          |
|   |            | <b>(83,122,451)</b> |
| <b>(C) Baraka Shikalbaha Power Limited (BSPL)</b>                   |            |                     |
| Plant Salaries & Allowance  | 21.00      | (39,630,461)        |
| General & Administrative Expenses                                   | 22.00      | (98,207,784)        |
| Opening Liabilities for Expenses                                    | 16.00      | (2,862,423)         |
| Closing Liabilities for Expenses                                    | 16.00      | 9,279,135           |
| Bad Debt Expenses   | 22.00      | 1,348,977           |
| Dep. Of other than Plant & Mac. (non-cash)                          | Schedule A | 50,700,347          |
|   |            | <b>(79,372,209)</b> |
| <b>5.00 Change in Foreign Exchange Transactions' (Consolidated)</b> |            |                     |
| BPPL's Change in Foreign Exchange Transactions'                     | (A)        | (9,633,286)         |
| KPL's Change in Foreign Exchange Transactions'                      | (B)        | (4,564,313)         |
| BSPL's Change in Foreign Exchange Transactions'                     | (C)        | 1,879,041           |
|   |            | <b>(12,318,558)</b> |
| <b>Cash Paid to Others'</b>   |            |                     |
| <b>(A) Baraka Patenga Power Limited (BPPL)</b>                      |            |                     |
| Foreign Exchange (Loss)/Gain  | 32.00      | (16,068,530)        |
| Non Cash Exchange Gain/Loss for IPFF Loan                           |            | 6,435,244           |
|   |            | <b>(9,633,286)</b>  |
| <b>(B) Karnaphuli Power Limited (KPL)</b>                           |            |                     |
| Exchange Gain/Loss  | 24.00      | (40,140,868)        |
| Non Cash Exchange Gain/Loss for Deferred Liability                  |            | 35,576,555          |
|   |            | <b>(4,564,313)</b>  |
| <b>(C) Baraka Shikalbaha Power Limited (BSPL)</b>                   |            |                     |
| Exchange Gain/ Loss   | 23.00      | (26,128,116)        |
| Non Cash Exchange Gain/Loss for Deferred Liability                  |            | 28,007,157          |
|   |            | <b>1,879,041</b>    |

### 3. Compliance status of Section 103 of the Companies Act, 1994 regarding loan to Subsidiary Company;

**Auditors' Disclosure:** It has been disclosed in note 44B of audited financial statements of Baraka Patenga Power Limited (BPPL) for the year ended on June 30, 2020 that there was no outstanding receivable due from Karnaphuli Power Limited (KPL) and Baraka Shikalbaha Power Limited (BSPL). As such the compliance status of Section 103 of the Companies Act, 1994 is no longer applicable.

**4. It appears that the issuer company has come into contract with BPDB for power supply for 15 years. It is required to confirm whether any going concern threat may arise or not.**

**Auditors' disclosures**

The company has signed a contract with BPDB to generate & supply of electricity for 15 years on BOO basis. The revenue stream of the Company is guaranteed under the terms and conditions of PPA over the project life.

BPPL has set up its plant in a strategic location. It is very near to Chittagong port. The power consumption of this certain area is increasing day by day due to economic growth. Considering the above, management of BPPL believes that the company will get extension of the contract with BPDB so that it can continue its contribution to the national grid and to the economy.

Moreover, BPPL has two subsidiaries namely Baraka Shikalbaha Power Limited (105 MW) and Karnaphuli Power Limited (110 MW). Baraka Shikalbaha Power Limited has started commercial operation on May 24, 2019 and Karnaphuli Power Limited has started commercial operation on August 20, 2019. Both projects have contract with BPDB to generate & supply of electricity for 15 years. Income of both projects will play a positive role in BPPL's financial performance as well as in continuing the business in the foreseeable future.

Considering the above factors, we believe that no going concern threat may arise for Baraka Patenga Power Limited in future.

Dated, October 22, 2020  
Dhaka

Sd/-  
**KAZI ZAHIR KHAN & CO.**  
Chartered Accountants

**5. Impact of restatement by the subsidiary companies**

**Auditors' disclosures**

We have been commissioned by the management of Baraka Patenga Power Limited (BPPL) to issue an independent opinion about the impact of restatement by the subsidiary Companies (hereinafter "Companies") namely Baraka Shikalbaha Power Limited (BSPL) and Karnaphuli Power Limited (KPL) in BPPL's (parent company) consolidated financial statements for the year ended June 30, 2020.

During the year June 30, 2020, the Share Money Deposit of subsidiary Companies has been reclassified from equity to non-current liabilities in the Companies' financial statements as per 'IAS 1 - Presentation of Financial Statements' and 'IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors' as the Share Money Deposit does not meet the definition of Equity Instrument mentioned in 'IAS 32 - Financial Instruments: Presentation'. Such reclassification was not, initially, reflected in comparative financial information, however, IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors' requires to restate the comparative financial information. Considering this fact, the Statutory Auditor (M/S Masih Muhith Haque & Co.) of the subsidiary Companies of BPPL has reissued the audit opinion on revised financial statements, upon incorporating the reclassification in comparative financial information, for the year ended June 30, 2020. This restatement in subsidiary Companies financial statements was not reflected in consolidated financial statements of BPPL for the year June 30, 2020 as the said financial statements has already been approved by the shareholders in AGM and published.

As a result of this restatement by the subsidiary Companies of BPPL would not affect other line item of financial statements or Net Asset Value (NAV) and its Per Share value or the profit for the year and Earnings Per Share (EPS) or Net Operating Cash Flow and its Per Share value in the consolidated or separate financial statements of BPPL, if such restatement is considered in the consolidated financial statements of BPPL.

Dated, April 26, 2021  
Dhaka

Sd/-  
**Malek Siddiqui Wali**  
Chartered Accountants

Note: Malek Siddiqui Wali was appointed as the statutory auditor of BPPL on the AGM dated 30.12.2020.

## ADDITIONAL DISCLOSURES OF THE MANAGEMENT

### Statement Regarding Cost Audit

This is to certify that, as per provision of the Companies Act 1994, Cost Audit by Professional Accountant is not applicable for "Baraka Patenga Power Limited".

Sd/-  
**Mohammed Monirul Islam**  
Chief Financial Officer  
Baraka Patenga Power Limited

Sd/-  
**Monzur Kadir Shafi**  
Managing Director  
Baraka Patenga Power Limited

Sd/-  
**Iftekhar Alam**  
Chief Executive Officer  
LankaBangla Investments Limited

**Amount and maturity of "accounts receivable" (Tk. 47.36 Cr.) against that of "accounts payable" seems to be weaker treasury management. Comments in this regard is required.**

The accounts receivable of BDT 47.36 Crore is only associated with the receivable from Bangladesh Power Development Board (BPDB). The process of recovering the claim made by the Company to BPDB regarding any adjustment is a lengthy process as it is a matter of further review. Moreover, the Company is maintaining regular payment cycle towards the suppliers to procure the raw materials for ensuring uninterrupted power supply. So, the weaker treasury management is apparently the receivable and payment cycle due to nature in business. Moreover, the management is focused on the matter and regularly monitors the cash management of the Company.

On behalf of Baraka Patenga Power Limited

Sd/-  
**Monzur Kadir Shafi**  
Managing Director

**It appears from information as per 135 of the Companies Act, 1994 that the issuer company accounted for insignificant income tax in the year of profit in comparison with the year when the issuer was not in commercial operation. As such, it is required to be explained.**

No provision for Income Tax on revenue is required to be recognized as the Company has received exemption from all of its taxes from Government of Bangladesh under Private Sector Power Generation Policy & SRO # 211 dated 1 July 2013 for a period of 15 years from starts of its commercial operation date. However, Income tax on the other income & financial income has recognized using tax rates enacted or substantively enacted at the reporting date. The tax rate of other income was 35% for reporting periods excluding the dividend income (applicable rate 20%).

Before commercial operation, income tax was higher due to higher other income in the year 2012-13. Subsequently, tax expense varied as the other income was also varied.

On behalf of Baraka Patenga Power Limited

Sd/-  
**Monzur Kadir Shafi**  
Managing Director

**It appears from the draft prospectus that the issuer company has no contract with foreign supplier/expert to provide service for maintenance or to repair the same in case of sudden break down of machineries in order to avoid any penalty imposed by Bangladesh Power Development Board (BPDB) for disruption in uninterrupted power supply. Under the above circumstances, disclosures regarding the contingency plan of the issuer company are required**

Baraka Patenga Power Limited has a qualified engineering team to perform efficient operation, repair regular & sudden break down and maintenance of the plant machineries. However, in case of major break down, if there be any, the Company can hire authorized representatives of the manufacturers from home and abroad.

Also, it has been observed over the years, the average plant factor of BPPL is around 59.41% of contractual capacity (i.e. 50 MW). The plant has an installed capacity of 55.872 MW with 8 engines each having a capacity of 6.984 MW. In addition to that, the plant has a cogeneration secondary power plant with capacity of 3.20 MW. Since, the contractual capacity of the plant with BPDB is 50 MW, in case of failure of any engine, the plant has adequate capacity to maintain uninterrupted supply.

On behalf of Baraka Patenga Power Limited

**Sd/-**

**Monzur Kadir Shafi**

Managing Director

**It appears that land measuring 7.04 decimal was not mutated in the name of the issuer company. Disclosures regarding possession, usage etc. of such land are required;**

The possession of such land belongs to the Company which is duly butted and bounded within the plant area.

On behalf of Baraka Patenga Power Limited

**Sd/-**

**Monzur Kadir Shafi**

Managing Director

**Rationales of low current ratio (consolidated) registering at 0.23 times only for the year ended 30th June 2020**

BPPL's consolidated current asset is lower in comparison with consolidated current liability for the year ended June 30, 2020. This is because the two subsidiaries of BPPL namely, Baraka Shikalbaha Power Limited and Karnaphuli Power Limited have started their commercial operation very recently and the two-power plants are financed mostly by debt financing and a portion of equity is yet to be injected from IPO fund. As such the current liability of the said companies were higher in comparison with current asset which eventually effected the consolidated financial statements of BPPL. The individual performance of BPPL (Standalone) is good and in the coming years the consolidated current ratio will also be in satisfactory level upon receiving of IPO fund.

On behalf of Baraka Patenga Power Limited:

**Sd/-**

**Monzur Kadir Shafi**

Managing Director

**Rationales of huge debt-equity ratio (consolidated) registering at 6.90 times for the year ended 30th June 2020**

BPPL's consolidated total debt is higher in comparison with consolidated total equity for the year ended June 30, 2020. This is because the two subsidiaries of BPPL namely, Baraka Shikalbaha Power Limited and Karnaphuli Power Limited have been financed mostly by debt financing and a portion of equity is yet to be injected from IPO fund. As such the total debt of the said companies were higher in comparison with total equity which eventually effected the consolidated financial statements of BPPL. Though the individual performance of BPPL (Standalone) is good and in the coming years the consolidated debt-equity ratio will also be on satisfactory level upon completion of the planned debt equity mix of the subsidiaries and upon receiving of IPO fund.

On behalf of Baraka Patenga Power Limited:

**Sd/-**

**Monzur Kadir Shafi**

Managing Director

**Reasons of low Return on Asset (ROA)**

The Consolidated Return on Asset (ROA) ratio comprises Net Profit After Tax and Average Total Asset of both BPPL's and that of the two subsidiaries namely Baraka Shikalbaha Power Limited and Karnaphuli Power Limited. Both the company has started its commercial operation very recently. Hence, the consolidated net profit after tax was low in comparison with consolidated average total asset. Therefore, the Return on Asset (ROA) was lower and going forward it would be better as both the subsidiary companies started to generate revenue on full swing.

On behalf of Baraka Patenga Power Limited:

**Sd/-**

**Monzur Kadir Shafi**

Managing Director

**Reasons of deterioration in free cash flow as reported in Credit Rating Report dated 14th January 2019**

The free cash flow of the company deteriorated in the year 30 June 2018 mainly due to high amount of intercompany loans provided to Baraka Shikalbaha Power Limited and Karnaphuli Power Limited (two subsidiaries of Baraka Patenga Power Limited) and invested in equity of these subsidiaries by BPPL. Since the subsidiaries were under construction phase at that time, BPPL provided those intercompany loans to the subsidiaries as bridge finance. However, subsequently during the year 2018-2019 all intercompany loan to the subsidiaries have been repaid.

In this regard, we would like to mention that, after completion of construction of those subsidiaries, free cash flow has increased to 483.40 (credit rating report dated 31 December 2019) for the year ended on 30 June 2019.

On behalf of Baraka Patenga Power Limited

**Sd/-**

**Monzur Kadir Shafi**

Managing Director



# UN-AUDITED FINANCIAL STATEMENT FOR THE PERIOD ENDED MARCH 31, 2021

## Baraka Patenga Power Limited and It's Subsidiary Consolidated Statement of Financial Position (Un-audited) As at March 31, 2021

| Particulars                                       | Notes | As on<br>March 31, 2021<br>Amount (Tk.) | As on<br>June 30, 2020<br>Amount (Tk.) |
|---|-------|---|--|
| <b>ASSETS</b>                                     |       |   |  |
| <b>Non-Current Assets</b>                         |       |   |  |
| Property, Plant & Equipment                       | 04.A  | 16,851,765,566                          | 17,307,376,102                         |
| Capital Work-in-Progress                          | 05.00 | 10,154,618                              | -                                      |
| Goodwill on Acquisition of Subsidiary             | 06.00 | 1,768,182                               | 1,768,182                              |
| <b>Total Non-Current Assets</b>                   |       | <b>16,863,688,366</b>                   | <b>17,309,144,284</b>                  |
| <b>Current Assets</b>                             |       |   |  |
| Inventories                                       | 08.A  | 1,543,296,630                           | 1,579,986,338                          |
| Investment in Marketable Securities-Held for Sale | 09.A  | -                                       | 2,783,150                              |
| Advances, Deposits & Pre-payments                 | 10.A  | 156,862,985                             | 140,782,351                            |
| Accounts Receivables                              | 11.A  | 1,646,723,188                           | 1,214,912,480                          |
| Other Receivables                                 | 12.A  | 1,737,193                               | 992,110                                |
| Cash & Cash Equivalents                           | 13.A  | 337,859,064                             | 430,146,697                            |
| <b>Total Current Assets</b>                       |       | <b>3,686,479,060</b>                    | <b>3,369,603,126</b>                   |
| <b>TOTAL ASSETS</b>                               |       | <b>20,550,167,426</b>                   | <b>20,678,747,410</b>                  |
| <b>EQUITY &amp; LIABILITIES</b>                   |       |   |  |
| <b>Shareholders' Equity</b>                       |       |   |  |
| Share Capital                                     | 14.A  | 992,250,000                             | 992,250,000                            |
| Fair Value Reserve                                |       | -                                       | (1,379,190)                            |
| Retained Earnings                                 |       | 1,693,468,309                           | 1,291,179,476                          |
|   |       | <b>2,685,718,309</b>                    | <b>2,282,050,286</b>                   |
| Non Controlling Interest                          | 15.00 | 711,867,043                             | 335,553,320                            |
| <b>Total Equity</b>                               |       | <b>3,397,585,352</b>                    | <b>2,617,603,606</b>                   |
| <b>Non-Current Liabilities</b>                    |       |   |  |
| Advance against Share Issue                       | 16.00 | 1,396,500,000                           | 1,396,500,000                          |
| Preference Share (Redeemable)                     | 17.00 | 800,000,000                             | 200,000,000                            |
| Term Loan-Non Current Maturity                    | 18.A  | 3,434,289,911                           | 1,598,741,651                          |
| Finance Lease Liability-Non Current Maturity      | 19.A  | 6,371,837                               | 9,031,391                              |
| Provision for Gratuity                            | 20.A  | 1,170,397                               | 2,734,465                              |
| <b>Total Non-Current Liabilities</b>              |       | <b>5,638,332,145</b>                    | <b>3,207,007,507</b>                   |
| <b>Current Liabilities</b>                        |       |   |  |
| Term Loan-Current Maturity                        | 18.B  | 618,748,275                             | 422,478,894                            |
| Finance Lease Liability-Current Maturity          | 19.B  | 3,701,551                               | 3,358,237                              |
| Other Financial Facility                          | 21.A  | 8,926,162,713                           | 12,571,835,942                         |
| Provision for Income Tax                          | 22.A  | 2,477,893                               | 2,481,402                              |
| Provision for WPPF                                | 23.A  | 7,533,860                               | 9,182,201                              |
| Liabilities for Expenses                          | 24.A  | 27,378,687                              | 21,752,787                             |
| Current Account with Related Parties              | 25.00 | 1,779,309,544                           | 1,606,119,342                          |
| Accounts Payables                                 | 26.A  | 39,269,419                              | 52,512,304                             |
| Other Liabilities                                 | 27.A  | 109,667,987                             | 164,415,188                            |
| <b>Total Current Liabilities</b>                  |       | <b>11,514,249,929</b>                   | <b>14,854,136,297</b>                  |
| <b>TOTAL EQUITY &amp; LIABILITIES</b>             |       | <b>20,550,167,426</b>                   | <b>20,678,747,410</b>                  |
| <b>Net Assets Value Per Share (NAVPS)</b>         | 35.A  | <b>27.07</b>                            | <b>23.00</b>                           |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Statement of Profit or Loss and Other Comprehensive Income (Un-audited)  
For the third quarter ended March 31, 2021

| Particulars  | Notes | Third Quarter Ended (09 Months) |                      | Third Quarter Ended (03 Months) |                    |
|--|-------|---------------------------------|----------------------|---------------------------------|--------------------|
|  |       | March 31,<br>2021               | March 31,<br>2020    | March 31,<br>2021               | March 31,<br>2020  |
|  |       | Amount (Tk)                     | Amount (Tk)          | Amount (Tk)                     | Amount (Tk)        |
| Revenue  | 28.A  | 3,919,014,528                   | 4,477,744,707        | 1,454,898,413                   | 1,104,025,678      |
| Cost of Revenue  | 29.A  | (1,853,032,703)                 | (2,583,808,577)      | (729,842,355)                   | (468,089,463)      |
| <b>Gross Profit</b>  |       | <b>2,065,981,825</b>            | <b>1,893,936,130</b> | <b>725,056,058</b>              | <b>635,936,215</b> |
| General & Administrative Expenses  | 30.A  | (203,519,423)                   | (190,165,709)        | (68,631,487)                    | (64,361,822)       |
| <b>Operating Profit</b>  |       | <b>1,862,462,402</b>            | <b>1,703,770,421</b> | <b>656,424,571</b>              | <b>571,574,393</b> |
| Other Income/(Loss)  | 31.A  | (7,124,089)                     | (6,051,188)          | (144,357)                       | (5,042,297)        |
| Financial Expenses   | 32.A  | (1,007,177,232)                 | (896,036,623)        | (376,432,737)                   | (329,693,622)      |
| <b>Profit before WPPF</b>  |       | <b>848,161,081</b>              | <b>801,682,610</b>   | <b>279,847,477</b>              | <b>236,838,474</b> |
| Contribution to WPPF   |       | (7,533,860)                     | (6,641,287)          | (2,306,045)                     | (1,558,820)        |
| <b>Profit before Tax</b>   |       | <b>840,627,221</b>              | <b>795,041,323</b>   | <b>277,541,432</b>              | <b>235,279,654</b> |
| Income Tax Expenses  | 33.A  | (1,999,665)                     | (605,169)            | (1,962,351)                     | (64,853)           |
| Prior year Income Tax Expenses for Income Year 2017-2018                   |       | -                               | -                    | -                               | -                  |
| <b>Profit after Tax</b>  |       | <b>838,627,556</b>              | <b>794,436,154</b>   | <b>275,579,081</b>              | <b>235,214,801</b> |
| Other Comprehensive Income/(loss) from Investment in Marketable Securities | 9.00  | 1,379,190                       | (253,815)            | -                               | (126,871)          |
| <b>Total Comprehensive Income for the period</b>                           |       | <b>840,006,746</b>              | <b>794,182,339</b>   | <b>275,579,081</b>              | <b>235,087,930</b> |
| <b>Profit Attributable To:</b>   |       |                                 |                      |                                 |                    |
| Owners of the Company  |       | 501,513,833                     | 470,189,700          | 163,144,574                     | 135,205,999        |
| Non-controlling Interest   | 15.01 | 337,113,723                     | 324,246,454          | 112,434,507                     | 100,008,802        |
|  |       | <b>838,627,556</b>              | <b>794,436,154</b>   | <b>275,579,081</b>              | <b>235,214,801</b> |
| <b>Total Comprehensive Income Attributable to:</b>                         |       |                                 |                      |                                 |                    |
| Owners of the Company  |       | 502,893,023                     | 469,935,885          | 163,144,574                     | 135,079,128        |
| Non-controlling Interest   |       | 337,113,723                     | 324,246,454          | 112,434,507                     | 100,008,802        |
|  |       | <b>840,006,746</b>              | <b>794,182,339</b>   | <b>275,579,081</b>              | <b>235,087,930</b> |
| <b>Earnings per Share:</b>   |       |                                 |                      |                                 |                    |
| Basic Earnings Per Share   | 34.A  | <b>5.05</b>                     | <b>4.74</b>          | <b>1.64</b>                     | <b>1.36</b>        |

(par value of Tk. 10 each)

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Statement of Changes in Equity (Un-audited)  
For the third quarter ended March 31, 2021

Amount in Taka

| Particulars   | Equity Attributable to Owners of the Company |                    |                      |                      | Non Controlling Interest | Total Equity         |
|---|--|--------------------|----------------------|----------------------|--------------------------|----------------------|
|   | Share Capital                                | Fair Value Reserve | Retained Earnings    | Total                |                          |                      |
| Balance as on 01-07-2020                              | 992,250,000                                  | (1,379,190)        | 1,291,179,476        | 2,282,050,286        | 335,553,320              | 2,617,603,606        |
| Increase/(Decrease) in Fair Value                     | -  | 1,379,190          | -                    | 1,379,190            | -                        | 1,379,190            |
| Net Profit/(Loss) during the period                   | -  | -                  | 501,513,833          | 501,513,833          | 337,113,723              | 838,627,556          |
| Issue of Share Capital                                | -  | -                  | -                    | -                    | 39,200,000               | 39,200,000           |
| Payment of Cash Dividend @ 10% for the year 2019-2020 | -  | -                  | (99,225,000)         | (99,225,000)         | -                        | (99,225,000)         |
| <b>Balance as on 31-03-2021</b>                       | <b>992,250,000</b>                           | <b>-</b>           | <b>1,693,468,309</b> | <b>2,685,718,309</b> | <b>711,867,043</b>       | <b>3,397,585,352</b> |

| Particulars   | Equity Attributable to Owners of the Company |                    |                      |                      | Non Controlling Interest | Total Equity         |
|---|--|--------------------|----------------------|----------------------|--------------------------|----------------------|
|   | Share Capital                                | Fair Value Reserve | Retained Earnings    | Total                |                          |                      |
| Balance as on 01-07-2019                              | 992,250,000                                  | (1,084,875)        | 956,984,246          | 1,948,149,371        | 94,605,355               | 2,042,754,726        |
| Increase/(Decrease) in Fair Value                     | -  | (337,886)          | -                    | (337,886)            | -                        | (337,886)            |
| Net Profit/(Loss) during the period                   | -  | -                  | 470,189,700          | 470,189,700          | 324,246,454              | 794,436,154          |
| Payment of Cash Dividend @ 10% for the year 2018-2019 | -  | -                  | (99,225,000)         | (99,225,000)         | -                        | (99,225,000)         |
| <b>Balance as on 31-03-2020</b>                       | <b>992,250,000</b>                           | <b>(1,422,761)</b> | <b>1,327,948,946</b> | <b>2,318,776,185</b> | <b>418,851,809</b>       | <b>2,737,627,994</b> |
| Balance as on 01-04-2020                              | 992,250,000                                  | (1,422,761)        | 1,327,948,946        | 2,318,776,185        | 418,851,809              | 2,737,627,994        |
| Increase/(Decrease) in Fair Value                     | -  | 43,571             | -                    | 43,571               | -                        | 43,571               |
| Net Profit/(Loss) during the period                   | -  | -                  | (37,017,168)         | (37,017,168)         | (83,536,473)             | (120,553,641)        |
| Prior Year Adjustment                                 | -  | -                  | 247,698              | 247,698              | 237,984                  | 485,682              |
| <b>Balance as on 30-06-2020</b>                       | <b>992,250,000</b>                           | <b>(1,379,190)</b> | <b>1,291,179,476</b> | <b>2,282,050,286</b> | <b>335,553,320</b>       | <b>2,617,603,606</b> |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021

**Baraka Patenga Power Limited and It's Subsidiary**  
Consolidated Statement of Cash Flows (Un-audited)  
For the third quarter ended March 31, 2021

| Particulars  | Notes | Third Quarter Ended (09 Months) |                        | Third Quarter Ended (03 Months) |                      |
|--|-------|---------------------------------|------------------------|---------------------------------|----------------------|
|  |       | March 31,<br>2021               | March 31,<br>2020      | March 31,<br>2021               | March 31,<br>2020    |
|  |       | Amount (Tk)                     | Amount (Tk)            | Amount (Tk)                     | Amount (Tk)          |
| <b>Cash Flow from Operating Activities:</b>                  |       |                                 |                        |                                 |                      |
| Cash Receipts from Customer                                  |       | 3,422,526,214                   | 4,254,974,946          | 1,285,754,243                   | 1,751,009,225        |
| Cash Receipts from Others                                    |       | 1,793,239                       | 2,776,738              | 1,446,259                       | 254,570              |
| Cash Paid to Suppliers                                       |       | (690,418,026)                   | (1,303,873,731)        | (577,498,789)                   | (56,667,761)         |
| Cash Paid to Others  |       | (198,731,261)                   | (179,956,944)          | (67,656,095)                    | (67,954,922)         |
| Change in Foreign Exchange Transactions                      |       | (8,697,285)                     | (6,757,075)            | (1,831,644)                     | (4,375,557)          |
| <b>Cash Generated from operating Activities</b>              |       | <b>2,526,472,881</b>            | <b>2,767,163,934</b>   | <b>640,213,974</b>              | <b>1,622,265,555</b> |
| Income Tax Paid  |       | (24,230,587)                    | (5,201,562)            | (14,454,995)                    | (4,843,705)          |
| Financial Expenses   |       | (757,099,142)                   | (321,953,860)          | (471,016,924)                   | (127,939,115)        |
| <b>Net Cash from Operating Activities</b>                    |       | <b>1,745,143,152</b>            | <b>2,440,008,512</b>   | <b>154,742,055</b>              | <b>1,489,482,735</b> |
| <b>Cash Flow from Investing Activities:</b>                  |       |                                 |                        |                                 |                      |
| Acquisition of PPE   |       | (26,218,938)                    | (2,690,430,486)        | (1,706,210)                     | (594,093,286)        |
| Disposal of PPE  |       | -                               | 104,917,534            | -                               | 104,917,534          |
| Dividend Received  |       | -                               | 42,790                 | -                               | 42,790               |
| Investment in Marketable Securities-Held for Sale            |       | 3,219,214                       | (64,769)               | -                               | 13,679               |
| <b>Net Cash Provided by / (Used in) Investing Activities</b> |       | <b>(22,999,724)</b>             | <b>(2,585,534,931)</b> | <b>(1,706,210)</b>              | <b>(489,119,283)</b> |
| <b>Cash Flow from Financing Activities:</b>                  |       |                                 |                        |                                 |                      |
| Term Loan Received/ (Repayment)                              |       | 2,036,438,167                   | (259,346,662)          | 2,269,027,549                   | (74,852,026)         |
| Dividend Paid  |       | (99,225,000)                    | (99,225,000)           | (99,225,000)                    | (99,225,000)         |
| Short Term Loan  |       | (4,442,159,415)                 | (728,595,263)          | (2,520,250,735)                 | (211,965,923)        |
| Current Account With Related Parties                         |       | 53,631,427                      | 291,193,607            | (205,603,048)                   | (814,730,718)        |
| Lease Finance  |       | (2,316,240)                     | (1,785,496)            | (804,218)                       | (457,310)            |
| Issue of preference share capital                            |       | 600,000,000                     | -                      | 600,000,000                     | -                    |
| Advance Against Share Issue                                  |       | -                               | 1,198,402,160          | -                               | 542,152,160          |
| Issue of Share Capital                                       |       | 39,200,000                      | -                      | 39,200,000                      | -                    |
| <b>Net Cash Used in Financing Activities</b>                 |       | <b>(1,814,431,061)</b>          | <b>400,643,346</b>     | <b>82,344,548</b>               | <b>(659,078,817)</b> |
| <b>Net Cash Inflow/(Outflow) for the period</b>              |       | <b>(92,287,633)</b>             | <b>255,116,927</b>     | <b>235,380,393</b>              | <b>341,284,635</b>   |
| Opening Cash & Cash Equivalents                              |       | 430,146,697                     | 127,011,361            | 102,478,671                     | 40,843,653           |
| <b>Closing Cash &amp; Cash Equivalents</b>                   |       | <b>337,859,064</b>              | <b>382,128,288</b>     | <b>337,859,064</b>              | <b>382,128,288</b>   |
| <b>The above balance consists of the followings:</b>         |       |                                 |                        |                                 |                      |
| Cash in Hand   |       | 1,864,435                       | 4,451,877              | 1,864,435                       | 4,451,877            |
| Cash at Bank   |       | 206,637,450                     | 367,762,166            | 206,637,450                     | 367,762,166          |
| Cash available on BO A/C at period end                       |       | 1,179                           | 58,245                 | 1,179                           | 58,245               |
| Fixed Deposit Receipt  |       | 129,356,000                     | 9,856,000              | 129,356,000                     | 9,856,000            |
| <b>Total</b>   |       | <b>337,859,064</b>              | <b>382,128,288</b>     | <b>337,859,064</b>              | <b>382,128,288</b>   |
| <b>Net Operating Cash Flows Per Share (NOCFPS)</b>           | 37.A  | <b>17.59</b>                    | <b>24.59</b>           | <b>1.56</b>                     | <b>15.01</b>         |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021

**Baraka Patenga Power Limited**  
Statement of Financial Position (Un-audited)  
As at March 31, 2021

| Particulars                                       | Notes | As on<br>March 31, 2021<br>Amount (Tk.) | As on<br>June 30, 2020<br>Amount (Tk.) |
|---|-------|---|--|
| <b><u>ASSETS</u></b>                              |       |   |  |
| <b><u>Non-Current Assets</u></b>                  |       |   |  |
| Property, Plant & Equipment                       | 04.00 | 3,496,704,465                           | 3,601,576,523                          |
| Investment in Subsidiary                          | 7.00  | 137,700,000                             | 96,900,000                             |
| <b>Total Non-Current Assets</b>                   |       | <b>3,634,404,465</b>                    | <b>3,698,476,523</b>                   |
| <b><u>Current Assets</u></b>                      |       |   |  |
| Inventories                                       | 8.00  | 538,564,036                             | 581,596,857                            |
| Investment in Marketable Securities-Held for Sale | 9.00  | -                                       | 2,783,150                              |
| Advances, Deposits & Pre-payments                 | 10.00 | 69,573,277                              | 73,943,812                             |
| Accounts Receivables                              | 11.00 | 897,779,513                             | 473,569,555                            |
| Other Receivables                                 | 12.00 | 799,483                                 | 28,000                                 |
| Cash & Cash Equivalents                           | 13.00 | 42,433,386                              | 26,007,819                             |
| <b>Total Current Assets</b>                       |       | <b>1,549,149,695</b>                    | <b>1,157,929,193</b>                   |
| <b>TOTAL ASSETS</b>                               |       | <b>5,183,554,160</b>                    | <b>4,856,405,716</b>                   |
| <b><u>EQUITY &amp; LIABILITIES</u></b>            |       |   |  |
| <b><u>Shareholders' Equity</u></b>                |       |   |  |
| Share Capital                                     | 14.00 | 992,250,000                             | 992,250,000                            |
| Fair Value Reserve                                | 9.00  | -                                       | (1,379,190)                            |
| Retained Earnings                                 |       | 1,142,697,169                           | 1,091,281,803                          |
| <b>Total Shareholders' Equity</b>                 |       | <b>2,134,947,169</b>                    | <b>2,082,152,613</b>                   |
| <b><u>Non-Current Liabilities</u></b>             |       |   |  |
| Term Loan-Non Current Maturity                    | 18.00 | 1,413,642,111                           | 1,598,741,651                          |
| Provision for Gratuity                            | 20.00 | 1,170,397                               | 2,734,465                              |
| <b>Total Non-Current Liabilities</b>              |       | <b>1,414,812,508</b>                    | <b>1,601,476,116</b>                   |
| <b><u>Current Liabilities</u></b>                 |       |   |  |
| Term Loan-Current Maturity                        | 18.00 | 415,118,593                             | 422,478,894                            |
| Other Financial Facility                          | 21.00 | 1,187,519,730                           | 722,158,550                            |
| Provision for Income Tax                          | 22.00 | 2,012,535                               | 1,975,699                              |
| Provision for WPPF                                | 23.00 | 7,533,860                               | 9,182,201                              |
| Liabilities for Expenses                          | 24.00 | 5,008,620                               | 4,935,452                              |
| Accounts Payables                                 | 26.00 | 16,601,145                              | 12,046,191                             |
| <b>Total Current Liabilities</b>                  |       | <b>1,633,794,483</b>                    | <b>1,172,776,987</b>                   |
| <b>TOTAL EQUITY &amp; LIABILITIES</b>             |       | <b>5,183,554,160</b>                    | <b>4,856,405,716</b>                   |
| <b>Net Assets Value Per Share (NAVPS)</b>         | 35.00 | <b>21.52</b>                            | <b>20.98</b>                           |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021

**Baraka Patenga Power Limited**  
Statement of Profit or Loss and Other Comprehensive Income (Un-audited)  
For the third quarter ended March 31, 2021

| Particulars  | Notes | Third Quarter Ended (09 Months) |                    | Third Quarter Ended (03 Months) |                    |
|--|-------|---------------------------------|--------------------|---------------------------------|--------------------|
|  |       | March 31,<br>2021               | March 31,<br>2020  | March 31,<br>2021               | March 31,<br>2020  |
|  |       | Amount (Tk)                     | Amount (Tk)        | Amount (Tk)                     | Amount (Tk)        |
| Revenue  | 28.00 | 1,672,425,063                   | 1,454,184,774      | 705,954,739                     | 362,298,735        |
| Cost of Revenue  | 29.00 | (1,276,936,947)                 | (1,079,061,430)    | (571,155,695)                   | (256,160,106)      |
| <b>Gross Profit</b>  |       | <b>395,488,116</b>              | <b>375,123,344</b> | <b>134,799,044</b>              | <b>106,138,629</b> |
| General & Administrative Expenses  | 30.00 | (47,489,704)                    | (42,202,114)       | (16,645,005)                    | (13,131,576)       |
| <b>Operating Profit</b>  |       | <b>347,998,412</b>              | <b>332,921,230</b> | <b>118,154,039</b>              | <b>93,007,053</b>  |
| Other Income/(Loss)  | 31.00 | (869,803)                       | (4,103,072)        | (20,746)                        | (1,709,977)        |
| Financial Expenses   | 32.00 | (188,917,547)                   | (189,351,135)      | (69,706,344)                    | (58,561,856)       |
| <b>Profit before WPPF</b>  |       | <b>158,211,062</b>              | <b>139,467,023</b> | <b>48,426,949</b>               | <b>32,735,220</b>  |
| Contribution to WPPF   |       | (7,533,860)                     | (6,641,287)        | (2,306,045)                     | (1,558,820)        |
| <b>Profit before Tax</b>   |       | <b>150,677,202</b>              | <b>132,825,736</b> | <b>46,120,904</b>               | <b>31,176,400</b>  |
| Income Tax Expenses  | 33.00 | (36,836)                        | (117,038)          | -                               | (8,558)            |
| <b>Profit after Tax</b>  |       | <b>150,640,366</b>              | <b>132,708,698</b> | <b>46,120,904</b>               | <b>31,167,842</b>  |
| Other Comprehensive Income/(loss) from Investment in Marketable Securities | 9.00  | 1,379,190                       | (253,815)          | -                               | (126,871)          |
| <b>Total Comprehensive Income for the period</b>                           |       | <b>152,019,556</b>              | <b>132,454,883</b> | <b>46,120,904</b>               | <b>31,040,971</b>  |
| <b>Earnings per Share:</b>   |       |                                 |                    |                                 |                    |
| Basic Earnings Per Share<br>(par value of Tk. 10 each)                     | 34.00 | <b>1.52</b>                     | <b>1.34</b>        | <b>0.46</b>                     | <b>0.31</b>        |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021

**Baraka Patenga Power Limited**  
Statement of Changes in Equity (Un-audited)  
For the third quarter ended March 31, 2021

Amount in Taka

| Particulars   | Share Capital      | Fair Value Reserve | Retained Earnings    | Total                |
|---|--------------------|--------------------|----------------------|----------------------|
| Balance as on 01-07-2020                              | 992,250,000        | (1,379,190)        | 1,091,281,803        | 2,082,152,613        |
| Increase/(Decrease) in Fair Value                     | -                  | 1,379,190          | -                    | 1,379,190            |
| Net Profit/(Loss) during the period                   | -                  | -                  | 150,640,366          | 150,640,366          |
| Payment of Cash Dividend @ 10% for the year 2019-2020 | -                  | -                  | (99,225,000)         | (99,225,000)         |
| <b>Balance as on 31-03-2021</b>                       | <b>992,250,000</b> | <b>-</b>           | <b>1,142,697,169</b> | <b>2,134,947,169</b> |

| Particulars   | Share Capital      | Fair Value Reserve | Retained Earnings    | Total                |
|---|--------------------|--------------------|----------------------|----------------------|
| Balance as on 01-07-2019                                    | 992,250,000        | (1,084,875)        | 1,007,869,150        | 1,999,034,275        |
| Increase/(Decrease) in Fair Value                           | -                  | (253,815)          | -                    | (253,815)            |
| Net Profit/(Loss) during the period                         | -                  | -                  | 132,708,698          | 132,708,698          |
| Payment of Final Cash Dividend @ 10% for the year 2018-2019 | -                  | -                  | (99,225,000)         | (99,225,000)         |
| <b>Balance as on 31-03-2020</b>                             | <b>992,250,000</b> | <b>(1,338,690)</b> | <b>1,041,352,848</b> | <b>2,032,264,158</b> |
| Balance as on 01-04-2020                                    | 992,250,000        | (1,338,690)        | 1,041,352,848        | 2,032,264,158        |
| Increase/(Decrease) in Fair Value                           | -                  | (40,500)           | -                    | (40,500)             |
| Net Profit/(Loss) during the period                         | -                  | -                  | 49,928,955           | 49,928,955           |
| <b>Balance as on 30-06-2020</b>                             | <b>992,250,000</b> | <b>(1,379,190)</b> | <b>1,091,281,803</b> | <b>2,082,152,613</b> |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021

**Baraka Patenga Power Limited**  
Statement of Cash Flows (Un-audited)  
For the third quarter ended March 31, 2021

| Particulars  | Notes | Third Quarter Ended (09 Months)  |                                  | Third Quarter Ended (03 Months)  |                                  |
|--|-------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
|  |       | March 31,<br>2021<br>Amount (Tk) | March 31,<br>2020<br>Amount (Tk) | March 31,<br>2021<br>Amount (Tk) | March 31,<br>2020<br>Amount (Tk) |
| <b>Cash Flow from Operating Activities:</b>                  |       |                                  |                                  |                                  |                                  |
| Cash Receipts from Customer                                  |       | 1,248,215,105                    | 1,671,030,997                    | 626,383,693                      | 373,505,880                      |
| Cash Receipts from Others                                    |       | 245,570                          | 309,944                          | -                                | -                                |
| Cash Paid to Suppliers                                       |       | (418,299,998)                    | (664,998,193)                    | (406,456,415)                    | (29,268,277)                     |
| Cash Paid to Others  |       | (69,062,492)                     | (52,373,952)                     | (28,751,434)                     | (21,509,574)                     |
| Change in Foreign Exchange Transactions                      |       | (172,247)                        | (2,342,165)                      | (20,746)                         | (788,667)                        |
| <b>Cash Generated from operating Activities</b>              |       | <b>760,925,938</b>               | <b>951,626,631</b>               | <b>191,155,098</b>               | <b>321,939,362</b>               |
| Income Tax Paid  |       | (19,802,296)                     | (4,660,565)                      | (12,276,857)                     | (4,615,882)                      |
| Financial Expenses   |       | (193,538,073)                    | (201,216,342)                    | (73,213,729)                     | (54,578,846)                     |
| <b>Net Cash from Operating Activities</b>                    |       | <b>547,585,569</b>               | <b>745,749,724</b>               | <b>105,664,512</b>               | <b>262,744,634</b>               |
| <b>Cash Flow from Investing Activities:</b>                  |       |                                  |                                  |                                  |                                  |
| Acquisition of PPE   |       | (5,787,600)                      | 1,456,122                        | -                                | -                                |
| Investment in Marketable Securities-Held for Sale            |       | 3,219,214                        | (64,769)                         | -                                | 13,679                           |
| Dividend Received  |       | -                                | 42,790                           | -                                | 42,790                           |
| Investment in Subsidiary Company                             |       | (40,800,000)                     | -                                | (40,800,000)                     | -                                |
| <b>Net Cash Provided by / (Used in) Investing Activities</b> |       | <b>(43,368,386)</b>              | <b>1,434,143</b>                 | <b>(40,800,000)</b>              | <b>56,469</b>                    |
| <b>Cash Flow from Financing Activities:</b>                  |       |                                  |                                  |                                  |                                  |
| Term Loan Repayment  |       | (187,839,315)                    | (259,346,662)                    | 44,750,067                       | (74,852,026)                     |
| Dividend Paid  |       | (99,225,000)                     | (99,225,000)                     | (99,225,000)                     | (99,225,000)                     |
| Current Account With Related Parties                         |       | (749,483)                        | -                                | (749,483)                        | (157,272,971)                    |
| Short term Loan  |       | (199,977,818)                    | (483,505,750)                    | (17,091,672)                     | 70,801,302                       |
| <b>Net Cash Used in Financing Activities</b>                 |       | <b>(487,791,616)</b>             | <b>(842,077,412)</b>             | <b>(72,316,088)</b>              | <b>(260,548,695)</b>             |
| <b>Net Cash Inflow/(Outflow) for the period</b>              |       | <b>16,425,567</b>                | <b>(94,893,545)</b>              | <b>(7,451,576)</b>               | <b>2,252,408</b>                 |
| <b>Opening Cash &amp; Cash Equivalents</b>                   |       | <b>26,007,819</b>                | <b>112,522,122</b>               | <b>49,884,962</b>                | <b>15,376,169</b>                |
| <b>Closing Cash &amp; Cash Equivalents</b>                   |       | <b>42,433,386</b>                | <b>17,628,577</b>                | <b>42,433,386</b>                | <b>17,628,577</b>                |
| <b>The above balance consists of the followings:</b>         |       |                                  |                                  |                                  |                                  |
| Cash in Hand   |       | 1,017,766                        | 649,956                          | 1,017,766                        | 649,956                          |
| Cash at Bank   |       | 7,058,441                        | 7,064,376                        | 7,058,441                        | 7,064,376                        |
| Cash available on BO A/C at period end                       |       | 1,179                            | 58,245                           | 1,179                            | 58,245                           |
| Fixed Deposit Receipt  |       | 34,356,000                       | 9,856,000                        | 34,356,000                       | 9,856,000                        |
| <b>Total</b>   |       | <b>42,433,386</b>                | <b>17,628,577</b>                | <b>42,433,386</b>                | <b>17,628,577</b>                |
| <b>Net Operating Cash Flows Per Share (NOCFPS)</b>           | 37.00 | <b>5.52</b>                      | <b>7.52</b>                      | <b>1.06</b>                      | <b>2.65</b>                      |

The accounting policies and other notes form an integral part of these financial statements.

The financial statements were approved by the Board of directors on April 29, 2021 and were signed on its behalf by:

Sd/-  
Company Secretary

Sd/-  
Managing Director

Sd/-  
Director

Sd/-  
Chief Financial Officer

Sd/-  
Director

Dated: Dhaka  
April 29, 2021