



Independent Auditor's Report To the Shareholders of OEG Bangladesh Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of OEG Bangladesh Private Limited (OEG.) which comprise the statement of financial position for 9 months from 1st July 2019 to March 31st 2020, and the statement of profit or loss, Statement of changes in equity and Cash Flow, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company for 9 months from 1st July 2019 to March 31st 2020, and of its financial performance and its 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 Company in accordance with the ethical requirement that are 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.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report the following:

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

Date: June 10, 2020
Dhaka, Bangladesh



Arzobine

G. KIBRIA & CO.
Chartered
Accountants

Ref: GKC/19-20/A/185

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OEG BANGLADESH PRIVATE LIMITED
 28, Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207
STATEMENT OF FINANCIAL POSITION
AS AT March 31, 2020

| Particulars | Notes | Taka 31.03.20 |
|--|-------|-------------------|
| <u>Non-Current Assets</u> | | |
| Office Equipment & Computers | 3.00 | 206,493 |
| <u>Current Assets</u> | 4.00 | 20,449,559 |
| Total Assets | | 20,656,052 |
| <u>Capital & Liabilities</u> | | |
| <u>AUTHORIZED CAPITAL</u> | | |
| 10,000 Ordinary Shares of Tk. 100.00 each | | |
| <u>ISSUED, SUBSCRIBED & PAID UP CAPITAL</u> | 5.00 | 4,160,300 |
| 41603 Ordinary Shares of Tk. 100.00 each fully paid up | | |
| <u>Share Deposit</u> | | 23,495 |
| <u>Loan Liability</u> | 6.00 | 11,512,298 |
| <u>Current Liabilities</u> | 7.00 | 5,038,356 |
| <u>Profit & Loss Account</u> | | (78,397) |
| Total Capital and Liabilities | | 20,656,052 |

Accompanying notes form the integral part of the financial statements.

As per our report annexed.

Place: Dhaka, Bangladesh
 Date: 10th June, 2020

DIRECTOR

MANAGING DIRECTOR

Angeline

G. KIBRIA & CO.
 Chartered Accountants

Ref: GKC/19-20/A/185



OEG BANGLADESH PRIVATE LIMITED
28,Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207

Profit & Loss and Comprehensive Income Statement
For the 9 months ending March 31, 2020

| Sl. No. | Particulars | Notes | Taka 31.03.2020 |
|---------|----------------------------------|-------|--------------------|
| A. | Revenue (Contract Bill) | 8.00 | 0 |
| B. | COST OF GOODS SOLD | | 0 |
| | Gross Profit | | 0 |
| C. | Expenses : | | |
| | Administrative Expenses | 9.00 | 78,397 |
| | Total Expense: | | 78,397 |
| | Net Loss from Operation | | (78,397) |
| | Add: Other Income | | |
| | Net Loss before Tax | | (78,397) |
| | Less: Provision for Tax | | |
| | Net Loss After Tax | | (78,397) |

Accompanying notes form the integral part of the financial statements.

As per our report annexed.

Place: Dhaka, Bangladesh

Date: 10th June, 2020

DIRECTOR

MANAGING DIRECTOR

Argebin
G. KIBRIA & CO.
Chartered Accountants



OEG BANGLADESH PRIVATE LIMITED

28, Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207

For the 9 months ending 31 March 2020

| Particulars | Paid up Capital | Share Deposit | Retained Earnings | Total Equity |
|-------------------------------------|------------------|---------------|-------------------|------------------|
| Balance as in 01.07.2018 | 0 | | 0 | 0 |
| Addition to paid up Capital | 4,160,300 | | | 4,160,300 |
| Share Deposit | | 23,495 | | 23,495 |
| Transfer from Profit & Loss Account | | | (78,397) | (78,397) |
| TOTAL | 4,160,300 | 23,495 | (78,397) | 4,105,398 |

Place: Dhaka, Bangladesh

Date: 10th June, 2020

DIRECTOR

MANAGING DIRECTOR

Argebin

G. KIBRIA & CO.
Chartered Accountants



OEG BANGLADESH PRIVATE LIMITED

28, Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207

Statement of Cash Flow

All amounts presented in Bangladesh BDT

| | Mar 31, 2020 |
|--|------------------|
| Cash Flows from Operating Activities | |
| Cash Receipt from Sales | - |
| Reimbursement of Expenses | 8,107,559 |
| Bank Charges | (2,900) |
| Payment to Vendors | (3,060,113) |
| Net cash used in operating activities (A) | 5,044,546 |
| Cash Flows from Investing Activities | |
| Fixed Asset Additions | - |
| Proceeds from Disposal | - |
| Net Cash from Investing Activities (B) | - |
| Cash Flows from Financing Activities | |
| Paid up Capital | 3,660,300 |
| Share Deposit | 19,879 |
| Net Cash from Financing Activities (C) | 3,680,179 |
| Increase or Decrease in Cash (A+B+C) | 8,724,725 |
| Opening Cash and Cash Equivalents | 505,616 |
| Closing Cash and Cash Equivalents | 9,230,341 |

Accompanying notes form an integral part of these Financial Statements

As per our report of Same Date

Place: Dhaka, Bangladesh

Date: 10th June, 2020

DIRECTOR

MANAGING DIRECTOR

Argebin

G. KIBRIA & CO.
Chartered Accountants



OEG BANGLADESH PRIVATE LIMITED

28, Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207

1.00 THE COMPANY AND IT'S OPERATION:

1.00 Status and legal form of the Company:

The company was incorporated as a private Limited company by shares on October 19, 2005 under the Companies Act, 1994 having its registered office in Dhaka, Bangladesh. The registration number is C- 146449/2018.

1.01 Nature of Business Activities:

To invest, set up and run power generating company based on HFO, HSD, Natural Gas, LNG, Solar and Coal in Bangladesh. To provide all kinds of technical service related to HFO, HSD, Natural Gas, LNG, Solar, renewable Energy and Coal base power plans and projects in Bangladesh.

1.02 Place of Activity:

The principal place of business of the Company is at 28, Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207

2.0 Basis of preparation

2.01 Statement of compliance

These financial statements are individual financial statements of OEG Bangladesh, and have been prepared in accordance with International Financial Reporting Standards (IFRS), the Companies Act, 1994, the Securities and Exchange Rules, 1987, relevant guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC) and other applicable laws in Bangladesh. These individual financial statements present the financial position and performance of OEG Bangladesh Limited.

These financial statements have been prepared on going concern basis. Unless otherwise specifically mentioned, historical cost principle has been followed for the purpose of the financial statements.

2.02 Basis of measurement

Under the historical cost, assets are recorded at the amount of cash or cash equivalents paid or the fair value of the consideration given to acquire them at the time of acquisition. Liabilities are recorded at the amount of proceeds received in exchange for the obligation, or in some circumstances (for example, income taxes), at the amounts of cash or cash equivalents expected to be paid to satisfy the liability in the normal course of business.

2.03 Functional and presentational currency

These financial statements are prepared in Bangladeshi Taka (Taka/BDT.), which is both the company's functional and presentational currency. All financial information has been rounded off to the nearest integer.



2.04 **Going concern**

These financial statements have been prepared on going concern basis. The company has adequate resources to continue its operation for the foreseeable future. For this reason, the directors continue to adopt going concern basis in preparing the financial statements. The current resources and credit facilities of the company are sufficient to meet the present requirements of its existing business.

2.05 **Statement of Cash Flow**

Statement of cash flows has been prepared in accordance with as per IAS 7: "Statement of cash flows" under direct method as prescribed by the Bangladesh Securities and Exchange (BSEC) rule 1987.

2.06 **Offsetting**

The Company reports separately both assets and liabilities, and income and expenses unless required by an applicable accounting standard or offsetting reflects substance of the transaction and such offsetting is permitted by applicable accounting standard.

2.07 **Reporting Period**

The Financial period of the company covers 9 months from July 1st 2019 to March 31st 2020

2.08 **Shareholders' capital - paid-up capital**

Paid-up capital represents the total amount of shareholders capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time.



OEG BANGLADESH PRIVATE LIMITED
28, Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207

3.00 Fixed Assets TK. 206,493

The consist of as under:

| Particulars | Taka 31.03.2020 |
|----------------------------|--------------------|
| W.D.V on 01.07.2019 | - |
| Add: Purchase | 223,620 |
| Less: Depreciation | 17,127 |
| W.D.V on 31.03.2020 | 206,493 |

A details of fixed asset is provided on Schedule-1

4.00 Current Asset TK. 20,449,559

The above figure consists of:

| Particulars | Taka 30.06.2019 |
|--|--------------------|
| Reimbursement Of Expense Claim Receivable (Notun Bidyut) | 10,523,100 |
| Social Islami Bank-1371330002023 | 9,230,341 |
| VAT to be used for Input Credit | 696,118 |
| | 20,449,559 |

5.00 Paid up Capital TK. 4,160,300

The following consists of:

| Particulars | Taka 31.03.2020 |
|--|--------------------|
| Subramanyam Ramesh | 250,000 |
| Usha Ramesh | 250,000 |
| Operational Energy Group India Limited | 3,660,300 |
| Total Taka | 4,160,300 |

6.00 Loan Liability TK. 11,512,298

This consists as of under:

| Particulars | Taka 31.03.2020 |
|--|--------------------|
| Operational Energy Group India Limited | 1,195,924 |
| Operational Energy Generation FZCO | 10,316,374 |
| Total Taka | 11,512,298 |



7.00 Current Liability

TK.

5,038,356

This consists as of under:

| Particulars | Taka 31.03.2020 |
|--|--------------------|
| Professional & Consultancy charges payable | 2,707,791 |
| Lutfun Kadir | 2,000 |
| Shah Ali Hardware | 700 |
| Talent Centric | 2,327,865 |
| Total Taka | 5,038,356 |

8.00 Revenue

OEG Bangladesh Limited has contracted to execute operations and maintenance of a gas based power plant which is under erection. As per the O&M agreement signed the revenues for OEG Bangladesh will commence only after the power plant commences commercial operations. Till such time the actual expenses incurred by OEG Bangladesh is being reimbursed by its client and hence there is no revenue in the books of OEG Bangladesh as on 31st March 2020.

10.00 Administrative Expenses

TK.

78,397

| Particulars | Taka 30.06.2019 |
|----------------------|--------------------|
| Preliminary Expenses | 61,270 |
| Depriciation | 17,127 |
| | 78,397 |



OEG BANGLADESH PRIVATE LIMITED
28,Kawran Bazar, Taj Mansion Building. (3rd floor), Dhaka, P.O.1207

Fixed Asset Schedule
As of March 31, 2020

Annex -1

| SI No. | Particulars | W.D.V as on 01.07.2019 | Addition during the Year | Total Value as on 30.06.2018 | Dep % | Depreciation | W.D.V as on 31.03.2020 |
|--------|------------------------------|---------------------------|-----------------------------|---------------------------------|-------|--------------|---------------------------|
| 1 | Office Equipment & Computers | - | 223,620 | 223,620 | 20% | 17,127 | 206,493 |
| | | | | | | | |
| | | 0 | 223,620 | 223,620 | | 17,127 | 206,493 |

| List of Fixed Assets | | | | | | | |
|----------------------|-------------|------------------|-----|------|-----------|-----------|-------------|
| Sl.no | Description | Date of Purchase | Nos | Days | COST | DEP. RATE | DEP. AMOUNT |
| 1 | LAPTOP | 10/31/2019 | 4 | 153 | 141738.00 | 20.00% | 11,882.69 |
| 2 | LAPTOP | 11/30/2019 | 4 | 123 | 65724.00 | 20.00% | 4,429.62 |
| 3 | LAPTOP | 12/31/2019 | 1 | 92 | 16158.00 | 20.00% | 814.54 |
| | Total | | | | 223620.00 | | 17126.85 |

