

নিরীক্ষা প্রতিবেদন  
AUDITORS' REPORT

OF

Certificate on  
Status Report on Utilization of Proceeds  
From Repeat Public Offering (RPO) of  
**Bangladesh Shipping Corporation (BSC)**  
As on 31 March 2021



Solution....Begins

রহমান মোস্তফা আলম এন্ড কোং  
**RAHMAN MOSTAFA ALAM & CO.**  
CHARTERED ACCOUNTANTS

**Principal Office :** Paramount Heights (7th Floor, D2 & C1), 65/2/1 Box Culvert Road, Purana Paltan, Dhaka-1000  
Phone : +88-02-9553449, 9551128, Mob : 01914284705, 01819225339, E-mail : rmadhaka@gmail.com, Web : www.rmabd.com

**Branch Office (Dhaka) :** House # 195 (3rd Floor, C-3), Road # 1, New DOHS, Mohakhali, Dhaka-1206  
Phone : +88-02-9834049, 1111, 01998841070, 01919224070, 01919225220, E-mail : rmadhaka@gmail.com, Web : www.rmabd.com



**Certificate on  
Status Report on Utilization of Proceeds  
From Repeat Public Offering (RPO) of  
Bangladesh Shipping Corporation (BSC)  
As on 31 March 2021**



**Certificate on**  
**Status Report on Utilization of Proceeds from Repeat Public Offering (RPO) of**  
**Bangladesh Shipping Corporation**  
**For the month of March 31, 2021**

We have been engaged by Bangladesh Shipping Corporation (the "Company") to certify whether the Company has complied with the conditions of Repeat Public Offering (RPO) in relation to the utilization of proceeds from Public Offering as required by Bangladesh Securities and Exchange Commission (BSEC) vide its consent letter (ref: SEC/CI/RPO-7/2010/624 dated September 05, 2011) issued for RPO under section 2CC of the Securities and Exchange Ordinance 1969.

**Company's Responsibilities**

The Company management is responsible for utilizing the proceeds from RPO and preparation of Status Report on utilization of Proceeds from Public Offering in accordance with the conditions of RPO consent letter issued by BSEC.

**Our Responsibilities**

Our responsibility is to examine all the relevant documents in connection with the utilization of proceeds from RPO with reference to the Terms of Reference formulated by BSEC and certify whether the proceeds have been utilized and the Status Report have been prepared in accordance with the conditions of RPO consent letter.

**We report that:**

We have examined relevant documents, obtained information and explanations which to the best of our knowledge and belief were necessary for the purpose of verification and certification of the Status Report. As per Terms of Reference of audit of Status Report, we certify that:

- a) BSC has invested Tk. 161,473,953 to conduct Budgetary Expense of the project of 6 Vessels procurement which was not mentioned in the prospectus issued before going to public. The project named "Procurement of six (06) new vessels {three (03) new product Oil Tankers and three (03) new Bulk Carriers of about 39,000 DWT each}" approved in ECNEC meeting dated 07/07/2015 and also approved by BSC. However, a board resolution was taken by the Board of Directors of BSC in its 275<sup>th</sup> Board Meeting in this regard and subsequently the same was also approved by the Shareholders in its 36<sup>th</sup> Annual General Meeting (AGM).
- b) BSC has invested Tk. 593,509,000 to construct multistoried building at Dhaka for strengthening earning capacity which was not mentioned in the prospectus issued before going to public. However, a board resolution was taken by the Board of Directors of BSC in its 264<sup>th</sup> Board Meeting in this regard and subsequently the same was also approved by the Shareholders in its 34<sup>th</sup> Annual General Meeting (AGM).



- c) Expenditure of Tk. 64,716,920 for conversion of Govt. Equity of Tk. 2,672,600,000 into 5,345,200 shares @ Tk. 500 each was made from RPO proceeds which was not disclosed or published in the prospectus. However, a board resolution was taken by the Board of Directors of BSC in its 264<sup>th</sup> Board Meeting in this regard and subsequently the same was also approved by the Shareholders in its 34<sup>th</sup> Annual General Meeting (AGM).
- d) Interest income on RPO Proceeds up to 31 March 2021 stood at Taka 1,768,094,245, which has been fully utilized as administrative expenses, which was not disclosed or published in the prospectus. Un-utilized RPO proceeds along with interest income stood at Taka 3,970,750,315.
- e) Assets have been procured/imported/constructed maintaining proper/required procedure as well as at a reasonable price.
- f) Verification of all necessary documents/papers/vouchers has been made in support of utilization of RPO proceeds making reconciliation with bank statements.

**Firm's Name** : **Rahman Mostafa Alam & Co.**  
Chartered Accountants

**Signature** :

**Auditor's Name** : **Arafat Kamal FCA (1184)**

**Date** : 13.01.2022

**Place** : Chattogram

Bangladesh Shipping Corporation  
 17, 11, 011 (Prospectus) & 09, 10, 011 (Form)  
 10, 11, 011 (Form) & 09, 11, 011 (Form)  
 Last Date of Full Utilization of Fund as per prospectus: Within June 2012 (extended upto June 2014)

(All the figures are in BDT.)

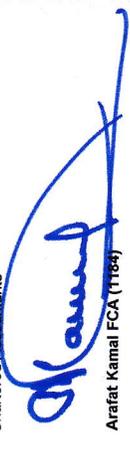
Sl.	Purpose mentioned in the prospectus	Time line as per prospectus	Revised time line (upto..)	Amount of Subscription	Amount as per prospectus	Amount as per revised utilization plan	Status of utilization			Remarks	
							Utilized in March 2021	Total Utilized Amount	Utilized (%)		Total Un-utilized Amount
01	Capital investment for purchasing ships				3,142,000,000	-	-	-	-	No amount was spent for this investment.	
02	6 Vessel project				-	346,400,000	161,473,953	46.61%	184,926,047	53.39%	Expenditure made for Procuring 6 Vessels was not declared in the Prospectus. It was approved at the 36th AGM of BSC and estimated expenditure for this purpose was Tk. 34.64 Crore.
03	Building construction			3,137,000,000	-	630,600,000	593,509,000	94.12%	37,091,000	5.88%	Expenditure made from RPO Proceeds not declared in the Prospectus. It was approved at the 34th AGM of BSC and estimated expenses for this purpose was Tk. 63.06 crore.
04	RPO Expense				118,444,200	179,360,977	179,360,977	100%	-	-	Expenditure of Tk. 64,716,920 for conversion of Govt. Equity Tk. 2,672,600,000 into 5,345,200 shares @ Tk. 500 each was made from RPO Proceeds which was not disclosed or published in the Prospectus. It was approved at the 34th AGM of BSC.
05	Un-Allocated Fund				3,260,444,200	1,980,639,023	934,343,930		1,980,639,023		It was approved at the 43rd AGM of BSC for Expenditure of ship acquisition and related purposes.
				3,137,000,000	3,260,444,200	3,137,000,000	934,343,930		2,202,656,070		

Percentage : 6%-6.75%  
 Interest on RPO Proceeds : 1,768,094,245  
 Un-utilized RPO proceeds with interest income : 3,970,750,315

  
 Managing Director

  
 Executive Director (Finance)

Rahman Mostafa Alam & Co.  
 Chartered Accountants

  
 Ararat Kamal FCA (1184)





**MD. AZAMGIR**  
 General Manager (Accounts)  
 Bangladesh Shipping Corporation  
 Chattogram



**Md. Shauhidul Islam**  
 Assistant General Manager  
 Accounts Department  
 Bangladesh Shipping Corporation  
 Chattogram



**Bangladesh Shipping Corporation (BSC)**  
**Calculations to the Statement of RPO Proceeds Utilization**  
**For the month ended March 31, 2021**

	Particulars	Note(s)	Amount (In Taka)
01.00	<b>6 Vessels Project (Work-In-Progress) (Undeclared)</b>		
	<b>a) Revenue Expenditures</b>		
	Registration Fee of Ships		1,692,783
	Buyer's Supervision		98,354,569
	Advance to Shipping Agency		3,879,032
	Stationary		1,860
	Buyer's Representative Inspection		14,089,088
	Logistics & Other expenses		35,938,641
	Traveling		77,590
	Honorarium		191,070
	Entertainment		219,320
			<u>154,443,953</u>
	<b>b) Capital Expenditures</b>		
	Jeep Purchase		7,030,000
			<u>7,030,000</u>
	<b>Total (a+b)</b>		<u><u>161,473,953</u></u>
02.00	<b>Construction of Building (Undeclared)</b>		
	Balance as on 01.03.2021		593,509,000
	Add: Addition during the month of March		-
	Balance as on 31.03.2021		<u>593,509,000</u>
03.00	<b>RPO Processing Expenses</b>		
	Consent Fee of BSEC	03.01	5,280,020
	Underwriter Commission		7,842,500
	Prospectus Submission Fee		10,000
	Annual Fee of DSE		2,100,000
	Annual Fee of DSE		1,081,100
	Entertainment Expenses		114,125
	Post Issue Management Fee		19,000,000
	Issue Management Fee		1,000,000
	Bankers Commission		3,502,832
	Income Tax on Premium	03.02	139,430,400
			<u>179,360,977</u>
03.01	<b>Consent fee of BSEC</b>		
	For issue of 62,74,000 shares		4,705,500
	For conversion of Govt. equity to 53,45,200 shares (Undeclared)		574,520
			<u>5,280,020</u>
03.02	<b>Income tax on premium</b>		
	For issue of 62,74,000 shares		75,288,000
	For conversion of Govt. equity to 53,45,200 no. of shares (Undeclared)		64,142,400
			<u>139,430,400</u>
04.00	<b>Balance available for RPO Proceeds</b>		
	RPO Proceeds Received		3,137,000,000
	RPO Proceeds Utilization		(934,343,930)
			<u>2,202,656,070</u>





Particulars	Note(s)	Amount (In Taka)
<b>04.01 The above balance is kept as follows:-</b>		
FDR Account	04.01.01	2,210,000,000
Savings Account	04.02	8,574,576
Fluctuation Gain on Realization of Foreign Currency	04.03	(15,918,506)
		<u>2,202,656,070</u>
<b>04.01.01 FDR Account</b>		
Balance as on 01.03.2021		2,210,000,000
Add: New FDR Investment		-
Add: Interest on FDR		13,650,000
		<u>2,223,650,000</u>
Less: Interest Encashment		12,165,000
Less: FDR Encashment		-
Less: Excise Duty & TDS		1,485,000
		<u>13,650,000</u>
Balance as on 31.03.2021		<u>2,210,000,000</u>
<b>04.01.02 Bank Balance as on 31 March 2021 was made up as follows</b>		
FDR No-0066085/3570 in the Agrani Bank Ltd.		200,000,000
FDR No-5000491 in the Rupali Bank Ltd.		30,000,000
FDR No-1318-01-0006434 in the Basic Bank Ltd.		150,000,000
FDR No-0418-01-0002824 in the Basic Bank Ltd.		150,000,000
FDR No-0418-01-0002851 in the Basic Bank Ltd.		60,000,000
FDR No-0818-01-0010682 in the Basic Bank Ltd.		50,000,000
FDR No-5000040 in the Rupali Bank Ltd.		50,000,000
FDR No-26348 in the Janata Bank Ltd.		20,000,000
FDR No-750394 in the Janata Bank Ltd.		10,000,000
FDR No-5000048 in the Rupali Bank Ltd.		50,000,000
FDR No-5001676 in the Rupali Bank Ltd.		10,000,000
FDR No-10953 in the Basic Bank Ltd.		30,000,000
FDR No-457844/49/08 in the Brac Bank Ltd.		15,000,000
FDR No-228429/35/4905 in the Brac Bank Ltd.		15,000,000
FDR No-24916 in the Janata Bank Ltd.		20,000,000
FDR No-5000052 in the Rupali Bank Ltd.		5,688,200
FDR No-500213 in the Rupali Bank Ltd.		10,000,000
FDR No-5004810 in the Rupali Bank Ltd.		10,000,000
FDR No-091443/49/25 in the Rupali Bank Ltd.		20,000,000
FDR No-298901/49/06 in the Rupali Bank Ltd.		20,000,000
FDR No-5000338 in the Rupali Bank Ltd.		70,000,000
FDR No-455171/49/15 in the Rupali Bank Ltd.		20,000,000
FDR No-296099/49/50 in the Rupali Bank Ltd.		20,000,000
FDR No-5000221 in the Rupali Bank Ltd.		10,000,000
FDR No-052189/48/01 in the Rupali Bank Ltd.		70,000,000
FDR No-279233 in the Rupali Bank Ltd.		70,000,000
FDR No-208908/3872 in the Janata Bank Ltd.		100,000,000
FDR No-204767/22311 in the Janata Bank Ltd.		100,000,000
FDR No-0642238/24324 in the Janata Bank Ltd.		200,000,000
FDR No-0642293/2486-9 in the Janata Bank Ltd.		100,000,000
FDR No-198610245 in the Janata Bank Ltd.		100,000,000
FDR No-002760/041801-0003148 in the Basic Bank Ltd.		40,000,000
FDR No-010677/1318-010006845 in the Basic Bank Ltd.		40,000,000
FDR No-094219/0818-01-0011430 in the Basic Bank Ltd.		40,000,000
FDR No-274821/49/10 in the Rupali Bank Ltd.		30,000,000
FDR No-0050129/4285 in the Agrani Bank Ltd.		30,000,000
FDR No-50408 in the Rupali Bank Ltd.		20,000,000
FDR No-0017915/1848		150,000,000
FDR No-57382 in the Rupali Bank Ltd.		50,000,000
FDR No- 76742 in the Agrani Bank Ltd.		4,311,800
FDR No-73615 in the Agrani Bank Ltd.		20,000,000
		<u>2,210,000,000</u>



Particulars	Note(s)	Amount (In Taka)
<b>04.02 Savings Account</b>		
Trust Bank Ltd. Dilkusha Branch A/C No: FC A/C DAD EURO- 0017-5027000037		92,162
Trust Bank Ltd. Dilkusha Branch A/C No: FC A/C DAD POUND- 0017-5026000020		80,896
Trust Bank Ltd. Dilkusha Branch A/C No: FC A/C DAD USD- 0017-5025000193		45,847
Trust Bank Ltd. Dilkusha Branch A/C No: SND - 0017-0320000898		323,419
Agrani Bank Ltd., Agrabad, Corporate Branch A/C No: SND-0200011798943		-
HSBC Offshore. Singapore Branch FCA No: 260-361076-178		8,032,252
		<u><u>8,574,576</u></u>
<b>04.03 Fluctuation Gain on Realization of Foreign Currency</b>		
Opening Balance as on 01 March 2021		15,918,506
Add: Amount Realized		-
Less: Amount as per subscription rate		-
Gain during the month of March 2021		-
Total Gain/(Loss) as on 31 March 2021		<u><u>15,918,506</u></u>

Executive Director (Finance)

Managing Director

