

15 January 2020

The Chairman

Bangladesh Securities and Exchange Commission,
E-6/C, Agargaon, Sher-e-Bangla Nagar Administrative Area
Dhaka-1207.

Chief Regulatory Officer

Dhaka Stock Exchange Limited,
Stock Exchange Building,
9/F Motijheel C/A, Dhaka.

Chief Regulatory Officer

Chittagong Stock Exchange Limited,
Eunoos Centre, 15th Floor,
52-53 Dilkusha, Dhaka.

Subject: Submission of Monthly Audited IPO Fund Utilization in Compliance with the condition No. 3 of Part-C of BSEC's consent letter No. BESC/CI/BB-13/2017/490 dated 01 October 2019.

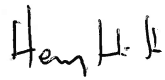
Dear Sir,

With reference to the above-mentioned subject, we are pleased to submit herewith the audited IPO fund utilization report for the month of **December 2019**, in compliance with condition No. 3 of Part-C of the consent given under Section 2CC of the Securities & Exchange Ordinance, 1969.

This is for your kind information and record.

Thank you.

Yours faithfully,



Henry Hilton
Managing Director



Enclosure:

01. Monthly audited IPO Fund utilization report;
02. Monthly bank statement.



**CERTIFICATE ON
Status Report on Utilization of Proceeds from
Public Offering**

OF

**ADN Telecom Limited
for the Month of December 2019**



**AZIZ HALIM KHAIR CHOUDHURY
CHARTERED ACCOUNTANTS**

EXCLUSIVE CORRESPONDENT FIRM OF PKF INTERNATIONAL

GLOBAL EXPERTISE, LOCAL KNOWLEDGE

**Uttara Office
Phulbari House
House 25 Road 1 Sector 9
Uttara Model Town, Dhaka-1230**

www.ahkcbd.com

ADN Telecom Limited

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AZIZ HALIM KHAIR CHOUDHURY
CHARTERED ACCOUNTANTS
EXCLUSIVE CORRESPONDENT FIRM OF PKF INTERNATIONAL

Certificate on
Status Report on Utilization of Proceeds from
Public Offering of ADN Telecom Limited
For the month of December 2019

We have been engaged by **ADN Telecom Limited** to certify whether the Company has complied with the conditions Initial Public offering (IPO) in relation to the utilization of proceeds from Public Offering, as required by Bangladesh Securities and Exchange Commission (BSEC) under Section 2CC of the Securities and Exchange Ordinance 1969.

The Company's Responsibilities

Those charged with governance and management of the company are responsible for utilizing the IPO proceeds, preparation, fair presentation and furnishing of the status report on utilization of IPO proceeds from public offering in accordance with the Bangladesh Securities and Exchange Commission (BSEC) Rules 1987, conditions laid down in clauses 2, 3, 5 and 6 of part-C of the consent letter #BSEC/CI/BB-13/2017/490 dated 1st October 2019 and other applicable rules and regulations.

Our Responsibilities

Our responsibilities is to audit all the relevant documents in connection with the utilization of proceeds from IPO with the reference to the TOR formulated by BSEC and certify whether the proceeds have been utilized and status report prepared in accordance with the conditions of IPO and clauses 3 and 4 of the consent letter#BSEC/CI/BB-13/2017/490 dated 1st October 2019 and other BSEC guidelines, rules and regulations.

Conclusion

We have examined relevant documents and obtained information and explanations which to the best of our knowledge and belief were necessary for the purpose of verification and certification of the annexed status report on the utilization of IPO proceeds.

As per Terms of Reference, we draw attention to the following matters:

- 1) During the month December 2019, the company has adjusted Taka 2,95,00,000.00 which is 100% of the budgeted amount for the purpose of IPO Expenses from IPO Proceeds.
- 2) The company had incurred total amounting to Taka 3,06,74,380.00 for the purpose of IPO Expenses as on 31 December 2019 which was paid from company's own source through cross cheque, bank transfer and pay order. During this month, the company has adjusted Taka 2,95,00,000.00 from IPO proceeds and transferred from IPO proceeds held at Company's SND Account Number 0023000000963 with One Bank Limited, Gulshan Branch IPO Bank Account to company's another bank account. It is mentionable here that total IPO expense as on 31 December 2019 was Taka 30,674,380.00 against budgeted IPO expenses of Taka 2,95,00,000.00 and the excess amount of Taka 1,174,380.00 was paid from company's own source.



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We also state that referred to above:

- a) IPO proceeds have been utilized for the purposes as specified in the prospectus;
- b) IPO proceeds have been utilized in line with the conditions as stipulated in the BSEC's consent letter for the IPO;
- c) Utilization of IPO proceeds is being under completion within the time frame as specified in the prospectus;
- d) Utilization of IPO proceeds is accurate for the purposes of the company as mentioned in the prospectus;
- e) The annexed audited status report on IPO Proceeds Utilization has been made on verification of all necessary documents/papers/vouchers in support of utilization of IPO proceeds making reconciliation with bank statement as submitted by the management of the company for the purpose.

15 January 2020
Dhaka

Dr. Jamshed S.A. Choudhury

Aziz Halim Khair Choudhury
Chartered Accountants

Report on Utilization of IPO proceeds
For the month of December 31, 2019

Name of the company : ADN Telecom Limited
 Amount (BDT) of Capital Raised Through IPO : 57,00,00,000.00
 Date of close of Subscription : November 11, 2019
 Proceeds Received as on 31-12-2019 : BDT-16,03,25,325.00, USD- 6,35,934.70 and EURO-1,063.08 (Details are shown in Annexure-1)
 Proceeds Receiving Date : December 18, 2019
 Last Date of Full Utilization of Fund as per prospectus : Within 12 Months of Obtaining IPO Proceeds

(All the figure are in BDT)

Sl #	Purpose mentioned in the Prospectus	Time Line as per Prospectus	Amount as per Prospectus	Status of Utilization		Utilized %	Total Un-utilization amount	Un-Utilized %	Remarks
				This Month	Total Utilized Amount				
1	BMRE for Infrastructure development	Within 12 Months of Receiving the IPO Proceeds.	326,660,018	-	-	0%	326,660,018	100%	
2	Data Centre Setup	Within 9 Months of Receiving the IPO Proceeds.	93,236,609	-	-	0%	93,236,609	100%	
3	Loan Repayment	Within 30 days of Receiving the IPO Proceeds.	120,603,373	-	-	0%	120,603,373	100%	
4	IPO Expenses (Estimate)	As and When required	29,500,000	29,500,000	29,500,000	100%	-	0%	
Total Amount			570,000,000	29,500,000	29,500,000	5.18%	540,500,000	94.82%	

Net Interest on IPO Proceeds

405,739.31

Un-Utilized IPO Proceeds

540,500,000.00

Total Un-Utilized IPO Proceeds with Interest Income

540,905,739.31

Percentage:

Interest on IPO Proceeds

0.07%

Un-Utilized IPO/RPO/RI proceeds with Interest Income

94.90%

Note:

a) The company had incurred total amounting to Tk. 30,674,380.00 for the purpose of IPO expenses as on 31 December 2019 which was paid from company's own source for the purpose of IPO Expenses.

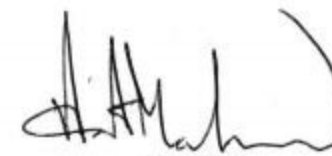
b) During the month December 2019 the company has adjusted Tk. 2,95,00,000.00 from IPO Proceeds and transferred from IPO Bank Account to company's another bank account. It is mentionable here that total IPO expense as on 31 December 2019 is Tk. 30,674,380.00 against budgeted IPO expense of Tk. 2,95,00,000.00 and the excess amount of Tk 1,174,380.00 was paid from company's own source.


c) The subscription forfeited: Tk. 1,81,035.00 have been deposited to BSEC from IPO Bank A/C: 0023000000963 on 18 December 2019.


Company Secretary


Chief Financial Officer


Managing Director


Chairman


Aziz Halim Khair Choudhury
Chartered Accountants

Annexure-1

Reconciliation of Bank Balance

Name of Bank / Institute	Branch	Account No	Currency	Proceeds received	Fund utilization	Refundable	Bank Interest	Bank Charges	Balance as on December 31'2019	Rate	Balance as on December 31'2019
One Bank Ltd	Gulshan	0023000000963	BDT	160,506,360.00	29,500,000.00	181,035.00	405,739.31	67,926.43	131,163,137.88	1.00	131,163,137.88
One Bank Ltd	Gulshan	0021130000128	USD	2,084,334.69	-	1,448,399.99	-	-	635,934.70	84.90	53,990,856.03
One Bank Ltd	Gulshan	0021130000117	GBP	-	-	-	-	-	-	111.01	-
One Bank Ltd	Gulshan	0021130000139	EURO	3,425.48	-	2,362.40	-	-	1,063.08	94.87	100,854.40
Total Amount				162,594,120.17	29,500,000.00	1,631,797.39	405,739.31	67,926.43	131,800,135.66		185,254,848.31

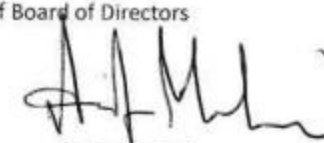
*The rate shown the published exchange rate as on December 31, 2019, of Bangladesh Bank


Company Secretary


Chief Financial Officer


Managing Director

On behalf of Board of Directors


Chairman

