

Prospectus



 **GBB POWER LIMITED**

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

PROSPECTUS

Initial Public Offer of 20,500,000 Ordinary Shares of Tk. 10/- each at an issue price of Tk. 40/- each including a premium of Tk. 30/- per share worth Tk. 820,000,000

GBB Power Limited

Opening date for subscription : **December 04, 2011** Closing date for subscription : **December 11, 2011**

For Non-Resident Bangladeshi Quota, subscription closes on : **December 20, 2011**

Manager to the Issue



IDLC Investments Limited

Eunoos Trade Centre (Level 21)
52-53 Dilkusha C/A, Dhaka 1000
Website: www.idlc.com

Underwriters

Green Delta Insurance Company Limited	Janata Capital & Investment Limited
EC Securities Limited	LankaBangla Finance Limited
ICB Capital Management Limited	Pragati Life Insurance Company Limited
IDLC Investments Limited	Prime Bank Investment Limited
IIDFC Capital Limited	Prime Finance Capital Management Limited
Trust Bank Investment Limited	

Credit Rating Agency

Credit Rating Information and Services Limited (CRISL)

Entity Rating Long Term: A Short Term: ST-3

Date of publication of Prospectus: **November 01, 2011**

The issue shall be placed in "N" Category



GBB Power Limited

Momtaz Plaza (4th Floor), House # 7, Road # 4, Dhanmondi R/A, Dhaka 1205
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"CONSENT OF THE SECURITIES AND EXCHANGE COMMISSION HAS BEEN OBTAINED TO THE ISSUE/OFFER OF THESE SECURITIES UNDER THE SECURITIES AND EXCHANGE ORDINANCE, 1969, AND THE SECURITIES AND EXCHANGE COMMISSION (PUBLIC ISSUE) RULES, 2006. 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/CHIEF FINANCIAL OFFICER, ISSUE MANAGER, UNDERWRITER AND/OR AUDITOR"

Availability of Prospectus

Prospectus of GBB Power Limited may be obtained from following addresses:

Company	Contact Person	Contact Number
GBB Power Limited Morris Plaza (4th Floor) House 7, Road 4, Dhanmondi R/A, Dhaka 1205	Mr. Abdur Rouf Company Secretary	Tel: 8816703, 8823417-8, 9671899 Fax: 9666568 compsec@gbbl.com.bd
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Underwriters	Contact Person	Contact Number
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EC Securities Limited Nafi Tower (8 th Floor), Plot No. 53 Gulshan South C/A, Gulshan 1 Dhaka 1212	Mr. Mohammad Khurshid Alam Head of Monitoring & Settlement	Tel: 8818108-9 Fax: 8818107 Khurshid.a@ecslbd.com
ICB Capital Management Limited BDBL Bhaban (Level 16) 8 DIT Avenue, Dhaka 1000	Mr. Nasir Uddin Ahmed Chief Executive Officer	Tel: 7160326 Fax: 7160327 ceocmcl@accessat.net
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IDFC Capital Limited Eunoo Trade Center (Level 7) 52-53 Dilkusha C/A, Dhaka 1000	Mr. Mohammad Saleh Ahmed AVP & Head of Operations	Tel: 9550053 Fax: 9550053 saleh.icl@idfc.com
Janata Capital & Investment Limited 57, Purana Paltan, Dhaka 1000	Mr. Swapan Kumar Saha First Assistant General Manager	Tel: 7176720 Fax: 7110496 swapan.jbm57@yahoo.com
LankaBangla Finance Limited Safura Tower (Level 11) 20 Kemal Ataturk Avenue, Banani, Dhaka 1213	Mr. M A Faisal Mahmud Assistant Manager	Tel: 8883701-10 Fax: 8810996 faisal@lankabangla.com
Pragati Life Insurance Limited Pragati Bhaban (6 th Floor) 20-21 Karwan Bazar, Dhaka 1215	Mr. Chandra Shekhar Das Asst. Managing Director	Tel: 8189184-7 Fax: 9124024 chandrashekhar_cfo@yahoo.com
Prime Bank Investment Limited People's Insurance Bhaban (11 th Floor) 36 Dilkusha C/A, Dhaka 1000	Mr. Khandokar Raihan Ali First Assistant Vice President	Tel: 9555674, 9557688 Fax: 9559257 sonim@primebank.com.bd
Prime Finance Capital Management Limited 63 Dilkusha C/A, Dhaka 1000	Mr. M. Mosharraf Hossain PhD, FCA Managing Director & CEO	Tel: 9563883 Fax: 9563692 mbanking@primefinance.net
Trust Bank Investment Limited People's Insurance Bhaban (12 th Floor) 36 Dilkusha C/A, Dhaka 1000	Mr. Md. Mozakkerul Islam Senior Assistant Vice President	Tel: 01713 014641 Fax: 7161467 mzikislam@trustbanklimited.com
Stock Exchanges	Available at	Contact Number
Dhaka Stock Exchange Limited 9/F Motijheel C/A, Dhaka 1000	DSE Library	7175705-9
Chittagong Stock Exchange Limited CSE Building, 1080, Sheikh Mujib Road Chittagong 4100	CSE Library	031-714632-3 031-720871-3

Prospectus would also be available on the web site of SEC (www.secbd.org), DSE (www.dsebd.org), CSE (www.csebd.com), GBB Power Limited (www.power.gbb.com.bd) and IDLC Investments Limited (www.idlc.com) and Public Reference Room of the Securities and Exchange Commission (SEC) for reading and studying.

Name & Address of Auditor

Saha Mazumder & Co., Chartered Accountant

21, Purana Paltan Line (4th Floor), Dhaka 1000; Tel: 8355469, Fax: 9332936

Acronym

Allotment	Allotment of shares
BB	Bangladesh Bank
BO A/C	Beneficiary Owner's Account
BPDB	Bangladesh Power Development Board
Certificate	Share certificate
Commission	Securities and Exchange Commission
Companies Act	Companies Act, 1994 (Act No. XVIII of 1994)
CSE	Chittagong Stock Exchange
DESA	Dhaka Electric Supply Authority
DESCO	Dhaka Electric Supply Company Ltd.
DSE	Dhaka Stock Exchange Limited
Exchanges	Stock Exchanges
FC Account	Foreign Currency Account
GOB	Government of Bangladesh
IDLC	IDLC Investments Limited
IPP	Independent Power Plant
Issuer	GBB Power Limited.
Issue Manager	IDLC Investments Limited
GBBPL	GBB Power Limited.
MW	Megawatt
NAV	Net Asset Value
NBFI	Non-Banking Financial Institution
NBR	National Board of Revenue
NRB	Non Resident Bangladeshi
PGCB	Power Grid Company of Bangladesh
PPA	Power Purchase Agreement
REB	Rural Electrification Board
RJSC	Registrar of Joint Stock Companies & Firms
RPP	Rental Power Plant
SC	Share Certificate
SEC	Securities and Exchange Commission
Securities	Shares of GBB Power Limited
Tk.	Taka

Forward Looking Statements

This prospectus may include forward-looking statements. The use of the words "may," "will," "would," "could," "should," "believes," "estimates," "projects," "potential," "expects," "plans," "seeks," "intends," "evaluates," "pursues," "anticipates," "continues," "designs," "impacts," "forecasts," "target," "outlook," "initiative," "objective," "designed," "priorities," "goal," or the negative of those words or other similar expressions is intended to identify forward-looking statements that represent our current judgment about possible future events. All statements in this prospectus, and in related comments by our management, other than statements of historical facts, including statements about future events or financial performance, are forward-looking statements that involve certain risks and uncertainties.

These statements are based on certain assumptions and analyses made in light of our experience and perception of historical trends, current conditions, and expected future developments as well as other factors that we believe are appropriate in the circumstances. While these statements represent our current judgment on what the future may hold, and we believe these judgments are reasonable, these statements are not guarantees of any events or financial results. Whether actual future results and developments will conform to our expectations and predictions is subject to a number of risks and uncertainties, including the risks and uncertainties discussed in this prospectus under the caption "Risk Factors" and elsewhere.

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SECTION I

STATUTORY CONDITION

Disclosure in respect of issuance of security in demat form

As per provision of the Depository Act, 1999 and regulations made there under, shares will only be issued in dematerialized condition, only and, for this reason, GBB Power Limited has signed an agreement with the Central Depository Bangladesh Ltd. (CDBL). Therefore, all transfer/transmission/splitting will take place in the CDBL system and further issuance of shares (including right/bonus) will also be issued in dematerialized form only.

Conditions under Section 2CC of the Securities and Exchange Ordinance, 1969

PART-A

1. The company shall go for Initial Public Offering (IPO) for **20,500,000** Ordinary Shares of **Tk. 10** each at an issue price of **Tk. 40** per share including a premium of **Tk. 30** each worth **Tk. 820,000,000** (Taka Eighty Two Crore Only) following the Securities and Exchange Commission (Public Issue) Rules, 2006, the Depository Act, 1999 and regulations made there under.
2. The Company shall submit copy of new/renewed license from Bangladesh Energy Regulatory commission for electricity generation at least 01 (one) day before opening of IPO Subscription.
3. The abridged version of the prospectus, as approved by the Commission, shall be published by the issuer in 4 (Four) national daily newspapers (two in Bangla and two in English), within **3 (Three) working days** of issuance of the consent letter. The issuer shall post the full prospectus, vetted by the Securities and Exchange Commission in the issuer's website and shall also put on the websites of the Commission, Stock Exchanges and the Issue Manager, within **3 (Three) working days** from the date of issuance of this letter and shall remain posted till the closure of the subscription list. The issuer shall submit to SEC, the Stock Exchanges and the Issue Manager a diskette containing the text of the vetted prospectus in "MS -Word" format.
4. Sufficient copies of the prospectus shall be made available by the issuer so that any person requesting a copy may receive one. A notice shall be placed on the front of the application form distributed in connection with the offering, informing that interested persons are entitled to a prospectus, if they so desire, and that copies of the prospectus may be obtained from the issuer and the issue manager. The subscription application shall indicate in bold type that no sale of securities shall be made, nor shall any money be taken from any person, in connection with such sale until **twenty five days** after the prospectus has been published.
5. The company shall submit 40 (Forty) copies of the printed prospectus to the Securities and Exchange Commission for official record within **5 (Five) working days** from the date of publication of the abridged version of the prospectus in the newspaper.
6. The issuer company and the issue manager shall ensure transmission of the prospectus, abridged version of the prospectus and relevant application forms for NRBs through e-mail, simultaneously with publication of the abridged version of the prospectus, to the Bangladesh Embassies and Missions abroad and shall also ensure sending of the printed copies of abridged version of the prospectus and application forms to the said Embassies and Missions within **5 (Five) working days** of the publication date by Express Mail Service (EMS) of the postal department. A compliance report shall be submitted in this respect to the SEC jointly by the issuer

and the issue manager within 2 (Two) working days from the date of said dispatch of the prospectus and the forms.

7. The paper clipping of the published abridged version of prospectus, as mentioned at **condition no. 3** above, shall be submitted to the Commission within 24 hours of the publication thereof.
8. The company shall maintain separate bank account(s) for collecting proceeds of the Initial Public Offering and shall also open Foreign Currency (FC) account(s) to deposit the application money of the Non Resident Bangladeshis (NRBs) for IPO purpose, and shall incorporate full particulars of said FC account(s) in the prospectus. The company shall open the above-mentioned accounts for IPO purpose; and close these accounts after refund of over-subscription money. Non-Resident Bangladeshi (NRB) means Bangladeshi citizens staying abroad including all those who have dual citizenship (provided they have a valid Bangladeshi passport) or those, whose foreign passport bear a stamp from the concerned Bangladesh Embassy to the effect that no visa is required to travel to Bangladesh.
9. The issuer company shall apply to all the Stock Exchanges in Bangladesh for listing within **7 (Seven) working days** from the date of issuance of this letter and shall simultaneously submit the vetted prospectus with all exhibits, as submitted to SEC, to the Stock Exchanges.
10. 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 75 (Seventy Five) 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 75 (Seventy Five) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid 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) per month 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 7 (Seven) days of expiry of the aforesaid fifteen days time period allowed for refund of the subscription money."

11. The subscription list shall be opened and the sale of securities commenced **after 25 (Twenty Five) days** of the publication of the abridged version of the prospectus and shall remain open for **5 (Five) consecutive banking days**.
12. A Non Resident Bangladeshi shall apply either directly by enclosing a foreign demand draft drawn on a bank payable at Dhaka, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking "Account Payee only". The NRB applicants shall send applications to the

issuer company within the closing date of the subscription so as to reach the same to the company by the closing date plus 9 (Nine) days. Applications received by the company after the above time period will not be considered for allotment purpose.

13. The company shall apply the spot buying rate (TT clean) in US Dollar, UK Pound Sterling and Euro of Sonali Bank, which shall be mentioned in the Prospectus, as prevailed on the date of opening of the subscription for the purpose of application of the NRBs and other non-Bangladeshi persons, where applicable.
14. The company and the issue manager shall ensure prompt collection/clearance of the foreign remittances of NRBs and other non-Bangladeshis, if applicable, for allotment of shares.
15. Upon completion of the period of subscription for securities, the issuer and the issue manager shall jointly provide the Commission and the Stock Exchanges with the preliminary status of the subscription within 5 (Five) working days, in respect of the following matters, namely:-
 - (a) Total number of securities for which subscription has been received;
 - (b) Amount received from the subscription; and
 - (c) Amount of commission paid to the banker to the issue.
16. The issuer and the issue manager shall jointly provide the Commission and the Stock Exchanges with the list of valid and invalid applicants (i.e. final status of subscription) in electronic form in 2 (Two) CDs and final status of subscription to the Commission within 3 (Three) weeks after the closure of the subscription along with bank statement (original), branch-wise subscription statement. The list of valid and invalid applicants shall be finalized after examination with the CDBL in respect of BO accounts and particulars thereof.
17. The IPO shall stand cancelled and the application money shall be refunded immediately (but not later than 5 (Five) weeks from the date of the subscription closure), if any of the following events occur:
 - (a) Upon closing of the subscription list it is found that the total number of valid applications (In case of under subscription including the number of the underwriter) is less than the minimum requirement as specified in the listing regulations of the Stock Exchange(s) concerned; or
 - (b) At least 50% of the IPO is not subscribed.
18. 10% of total public offering shall be reserved for Non-Resident Bangladeshi (NRB) and 10% for mutual funds and collective investment schemes registered with the Commission and the remaining 80% shall be open for subscription by the general public. In case of under subscription under any of the 10% categories mentioned above, the unsubscribed portion shall be added to the general public category and, if after such addition, there is over subscription in the general public category, the issuer and the manager to the issue shall jointly conduct an open lottery of all the applicants added together.
19. All the applicants shall first be treated as applied for one minimum market lot of **200 shares worth Taka 8,000 (Taka Eight Thousands only)**. If, on this basis, there is over subscription, then lottery shall be held amongst the applicants allocating one identification number for each application, irrespective of the application money. In case of over-subscription under any of the

categories mentioned hereinabove, the issuer and the issue manager shall jointly conduct an open lottery of all the applications received under each category separately in presence of representatives from the issuer, the Stock Exchanges and the applicants, if there be any.

20. 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 makes more than two applications, all applications will be treated as invalid and will not be considered for allotment purpose. In addition, 15% (fifteen) of application money will be forfeited by the Commission and the balance amount will be refunded to the applicant.
21. The applicant shall provide the same bank account number in the application form as it is in the BO account of the application. Otherwise the application will be considered invalid and the subscription money may be forfeited.
22. The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission may forfeit whole or part of their application too.
23. Lottery (if applicable) shall be held within **4 (Four) weeks** from closure of the subscription date.
24. The company shall issue share allotment letters to all successful applicants within **5 (Five) weeks** from the date of the subscription closing. Within the same time, refund to the unsuccessful applicants shall be made in the currency in which the value of securities was paid for by the applicants without any interest, through direct deposit to the applicant's bank account as far as possible/ Account Payee Cheque/ refund warrants with bank account number, bank's name and branch as indicated in the securities application forms payable at Dhaka/ Chittagong/ Khulna/ Rajshahi/ Barisal/ Sylhet/ Bogra, as the case may be **subject to condition no. 20 above**.
Refund money of the unsuccessful applicants shall be credited directly to their respective bank accounts, who have chosen the option in the IPO application forms, as maintained with the bankers to the issue or any other banks mentioned in the application.
A compliance report in this regard shall be submitted to the Commission within **7 (Seven) weeks** from the date of closure of subscription.
25. The company shall furnish the List of Allottees to the Commission and the Stock Exchange(s) simultaneously in which the shares will be listed, within **24 (Twenty Four) hours** of allotment.
26. In the event of under-subscription of the public offering, the unsubscribed portion of securities shall be taken up by the underwriter(s) (subject to Para 17 above). The issuer must notify the underwriter to take up the underwritten shares within **10 (Ten) days** of the closing of subscription on full payment of the share money within **15 (Fifteen) days** of the issuer's notice. The underwriter shall not share any underwriting fee with the issue manager, other underwriters, issuer or the sponsor group.
27. All issued shares of the issuer at the time of according this consent shall be subject to a lock-in period of **3 (Three) years** from the date of issuance of prospectus or commercial operation, whichever comes later.

Provided that the persons (other than Directors and those who hold 5% or more shares in the company), who have subscribed to the shares of the company within immediately preceding two years of according consent shall be subject to a **lock-in period of 1 (One) year** from the date of issuance of prospectus or commercial operation, whichever comes later.

28. In respect of shares of Sponsors/Directors/Promoters (if in paper format) shall be handed over to security custodian bank registered with SEC and shall remain till completion of lock-in and name and branch of the bank shall be furnished to the Commission jointly by the issuer and issue manager, along with a confirmation thereof from the custodian bank, within one week of listing of the shares with the Stock Exchange(s). Or they (shares of Sponsors/Directors/Promoters) can be demated and will remain in lock-in under CDBL system and issuer will submit a dematerialization confirmation report generated by CDBL and attested by the Managing Director of the company along with lock-in confirmation with SEC 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 SEC.
29. The company shall apply to the Stock Exchanges for listing within **7 (Seven) working days** of issuance of this letter and shall simultaneously submit to the Commission attested copies of the application filed with the Stock Exchanges.
30. The company shall not declare any benefit other than cash dividend based on financial statement for the period ended December 31, 2010.
31. The company shall deposit 3% tax to the Government Treasury on the share premium of the IPO and submit authenticated copy of 'treasury chalan' to the commission, among others to obtain consent for holding of lottery in line with the NBR's order No জারাবো/আয়কর বাজেট/২০১০/৯৭ dated 30.06.2010 and জারাবো/কর-৪/অধিক্ষেত্র/১১/(৪)/ ২০০৩ (অংশ)-১/২২৫ dated 06.07.2010.

PART-B

1. The Issuer and Issue Manager shall ensure that the abridged version of the prospectus and the full prospectus is published correctly and in strict conformity with the conditions of this letter without any error/omission, as vetted by the Securities and Exchange Commission.
2. The issue manager shall carefully examine and compare the published abridged version of the prospectus on the date of publication with the copy vetted by SEC. If any discrepancy/inconsistency 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 SEC and the Stock Exchange(s) concerned, correcting the discrepancy/inconsistency as required under 'Due Diligence Certificates' provided with SEC.
3. Both the issuer company and the issue manager shall, immediately after publication of the prospectus and its abridged version, jointly inform the Commission in writing that the published prospectus and its abridged version are verbatim copies of the same as vetted by the Commission.
4. The fund collected through Public Offering shall not be utilized prior to listing with Stock Exchanges and that utilization of the said fund shall be effected through banking channel, i.e. through account payee cheque, pay order or bank drafts etc.
5. The company shall furnish report to the Commission and to the stock exchanges on utilization of Public Offering proceeds **within 15 (Fifteen) days** of the closing of each month until such fund is fully utilized, as mentioned in the schedule contained in the prospectus, and in the event of any irregularity or inconsistency, the Commission may employ or engage any person, at Issuer's cost, to examine whether the issuer has utilized the proceeds for the purpose disclosed in the prospectus.
6. All transactions, excluding petty cash expenses, shall be effected through the company's bank account(s).

7. Proceeds of the Public Offering shall not be used for any purpose other than those specified in the prospectus. Any deviation in this respect must have prior approval of the shareholders in the shareholders Meeting under intimation to SEC and stock exchange(s).
8. Directors on the company's Board will be in accordance with the applicable laws, rules and regulations.
9. The financial statements should be prepared in accordance with Bangladesh Accounting Standards (BAS) and Bangladesh Financial Reporting Standards (BFRS) as required by the Securities and Exchange Rules, 1987.

PART-C

1. All the above conditions imposed under section 2CC of the Securities and Exchange Ordinance, 1969 shall be incorporated in the prospectus immediately after the page of the table of contents, with a reference in the table of contents, prior to its publication.
2. 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.

PART-D

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

An applicant (including NRB) shall not be able to apply for allotment of shares without Beneficiary Owners (BO) account.

2. The company and the issue manager shall ensure due compliance of all above conditions and the Securities & Exchange Commission (Public Issue) Rules, 2006.

General Information

1. **IDLC Investments Limited**, the Issue Manager have prepared this prospectus based on the information provided by **GBB Power Limited**, Issuer and also upon several discussions with the Managing Director and concerned executives of the issuer company. The Directors, including Managing Director, of GBB Power Limited, IDLC Investments Limited collectively and individually, having made all reasonable inquiries, confirm that to the best of their knowledge and belief, the information contained herein is true and correct in all material aspects and that there are no other material facts, the omission of which would make any statement herein misleading.

2. No person is authorized to give any information or to make any representation not contained in this Prospectus, and if given or made, any such information or representation must not be relied upon as having been authorized by the Issuer Company or Issue Manager.
3. The Issue as contemplated in this document is made in Bangladesh and is subject to the exclusive jurisdiction of the Courts of Bangladesh. Forwarding this Prospectus to any person resident outside Bangladesh in no way implies that the Issue is made in accordance with the laws of that country or is subject to the jurisdiction of the laws of that country.
4. A copy of this Prospectus may be obtained from the Head Office of GBB Power Limited, IDLC Investments Limited, the Underwriters and the Stock Exchanges where the securities will be listed.

SECTION II

DECLARATIONS AND DUE DILIGENCE CERTIFICATES

**Declaration about the responsibility of the Director(s), including the CEO of the company
“GBB Power Limited” in respect of the prospectus**

This Prospectus has been prepared, seen and approved by us, and we, individually and collectively, accept full responsibility for the authenticity and accuracy 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 action against any or all of us as, it may deem fit.

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

Sd/-	Sd/-	Sd/-
Sk. Md. Rafiqul Islam Chairman (Nominated by GBB Limited)	Engr. Fauzul Akbar Managing Director & Director	Mohammed Taifur Hossain Additional Managing Director & Director
Sd/-	Sd/-	Sd/-
Mohammed Shahabuddin Independent Director	Rezina Akbar Director	Shamim Ara Islam Director

Consent of Director(s) to serve as Director(s)

We hereby confirm that we have been serving as Director(s) of GBB Power Limited and continue to act as a Director of the Company.

Sd/-	Sd/-	Sd/-
Sk. Md. Rafiqul Islam Chairman (Nominated by GBB Limited)	Engr. Fauzul Akbar Managing Director & Director	Mohammed Taifur Hossain Additional Managing Director & Director
Sd/-	Sd/-	Sd/-
Mohammed Shahabuddin Independent Director	Rezina Akbar Director	Shamim Ara Islam Director

Declaration about filing of prospectus with the Registrar of Joint Stock Companies and Firms

A dated and signed copy of the Prospectus has been filed for registration with the Registrar of Joint Stock Companies and Firms, Government of the Peoples' Republic of Bangladesh, as required under Section 138(1) of the Companies Act, 1994 on or before the date of publication of the prospectus.

Declaration by the Issuer about the approval from Securities and Exchange Commission for any material change

In case of any material changes in any agreement, contract, instrument, facts and figures, operational circumstances and statements made in the Prospectus subsequent to the preparation of the Prospectus and prior to its publication, shall be incorporated in the Prospectus and the said Prospectus should be published with the approval of the Commission.

For issuer,

Sd/-

Engr. Fauzul Akbar
Managing Director & Director
GBB Power Limited

Declaration by the Issue Manager about the approval from Securities and Exchange Commission for any material change

In case of any material changes in any agreement, contract, instrument, facts and figures, operational circumstances and statement made in the Prospectus subsequent to the preparation of the Prospectus and prior to its publication, shall be incorporated in the Prospectus, and the said Prospectus should be published with the approval of the Commission.

For Manager to the Issue

Sd/-

Md. Moniruzzaman
Managing Director
IDLC Investments Limited

Due Diligence Certificate of Manager to the Issue

Subject: Initial Public Offer of 20,500,000 Ordinary Shares of Tk. 10 each at an issue price of Tk. 40 per share including a premium of Tk. 30 each worth Tk. 820,000,000 by GBB Power Limited

We, the under-noted Manager to the Issue to the above-mentioned forthcoming issue, state as follows:

1. We, while finalizing the draft prospectus pertaining to the said issue, have examined various documents and other materials as relevant for adequate disclosures to the investors; and
2. On the basis of such examination and 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) The draft prospectus forwarded to the Commission is in conformity with the documents, materials and papers relevant to the issue;
- (b) All the legal requirements connected with the said issue have been duly complied with; and
- (c) The disclosures made in the draft prospectus are true, fair and adequate to enable the investors to make a well informed decision for investment in the proposed issue.

For Manager to the Issue

Sd/-

Md. Moniruzzaman
Managing Director
IDLC Investments Limited

Due Diligence Certificate of the Underwriter(s)

Subject: Initial Public Offer of 20,500,000 Ordinary Shares of Tk. 10 each at an issue price of Tk. 40 per share including a premium of Tk. 30 each worth Tk. 820,000,000 by GBB Power Limited

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

For Underwriter(s)

Sd/-

Managing Director/Chief Executive Officer/Director

Green Delta Insurance Company Limited
 EC Securities Limited
 ICB Capital Management Limited
 IDLC Investments Limited
 IIDFC Capital Limited
 Janata Capital & Investment Limited
 LankaBangla Finance Limited
 Pragati Life Insurance Company Limited
 Prime Bank Investment Limited
 Prime Finance Capital Management Limited
 Trust Bank Investment Limited

SECTION III RISK FACTORS & MANAGEMENT'S PERCEPTION ABOUT THE RISKS

An investment in capital market involves a high degree of risk. The company is operating in an industry involving both external and internal risk factors having direct as well as indirect effects on the investments made by the investors. All investors should carefully consider all of the information in this Prospectus, including the risk factors, both external and internal, and management perception thereabout enumerated hereunder before making an 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 shares could decline, and investors may lose all or part of their investment.

(a) Risk associated with Non-filing of Tax Return to the Tax Authority

GBB Power Limited has not filed tax return to the tax authority since inception due to non issuance of proper license by Bangladesh Energy regulatory Commission. BERC has issued a wrong provisional license to GBB Power Limited on May 5, 2008 for a period of one year ending on May 4, 2009 against GBB Power's application for Independent Power Producer (IPP)'s license. On a writ petition no. 968 dated February 8, 2009 by the Company, the High Court Division of the Hon'ble Supreme Court on May 6, 2009 has given judgement that *"Having considered all aspects of the case, we are of the opinion that a wrong license was issued to the petitioner (GBB Power Limited). In the result, the Rule is made absolute and the decision/certificate dated 5.5.08 of the respondents (BERC) is declared to have been issued without lawful authority having no legal effect. The respondents (BERC) are directed to issue a proper license to the petitioner in accordance with the law."* In the same award, the court also mentioned that there are three categories of license namely, a) Independent Power Producer (IPP) b) Captive Power Producer (CPP) and c) Small Power Producer (SPP). On the view of the above, GBB Power has requested BERC to issue proper license several times. But till date, they have not received any response from BERC in this regard. At the same time, the tax authority has not taken any action for non-filing of tax return by the company and there was no correspondence between tax authority and GBB Power in this regard. However, tax authority may take necessary action in future against the company as per Income Tax Ordinance, 1984 for non-filing of tax return.

Management Perception

According to Section 52N of the Income Tax Ordinance, 1984 Bangladesh Power Development Board (BPDB), at the time of payment of power generation invoice to GBB Power Limited on account of purchase of rental power deducts 4% tax on the said payment amount from GBB Power Limited which is treated as final discharge of tax liability as per the said ordinance. Subsequently, BPDB deposits the tax to Bangladesh Bank and forwarded the tax challan to the company. Therefore, there is no other income tax liability of the company.

The matter is currently sub-judice in the Hon'ble Supreme Court of Bangladesh for which the company holds view that it is the Independent Power Producer (IPP) as it does not fall under category of CPP and SPP. If the license is issued as per law under the judgment given by the High Court as IPP, no tax will be payable and power project of the company shall enjoy tax holiday for fifteen year from its date of commercial production on 17.06.2008 under SRO No. 114-AIN/ 1999 dated 26.05.1999 of NBR. And at the same time, the 4% tax deducted at source might be refunded to GBB Power Limited. In the view of the above, company has not filed/submitted income tax return which has also been disclosed in note 42 of the audited accounts for the year ended on December 31, 2010. However, there were no such communication between the tax authority and GBB Power regarding non-filing of tax return.

SECTION III RISK FACTORS & MANAGEMENT'S PERCEPTION ABOUT THE RISKS

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balance sheet of the company. On the other hand, if the company had to pay the remaining claim amounting to BDT 31,849,491, it might affect the profitability of the company.

Management Perception

Under the present circumstances, if an amicable settlement is not reached by both parties, GBB Power Ltd. reserves the right to refile the case in the future in the court of law as stated in the plaint, which was filed in the case withdrawal application # 1/2011 arbitration misc. case. Therefore with the withdrawal of the case on January 4, 2011, the whole matter has only been taken out of court into a negotiating table. If negotiation fails, GBB Power Ltd. by right, as stated in the plaint, can just refile the case again, restoring previous status-quo.

(d) Interest rate risks

Interest rate risk is the risk that a company faces due to unfavorable movement in interest rates on bank loans. Due to several macroeconomic and market driven factors, interest rates on short term and long term bank loans may fluctuate. Inflationary pressure, increased demand for bank loan, increased volatility in money market, restrictive monetary policy, etc. can increase market-wide interest rates on bank loans of different tenor. Rising interest rate adversely affects cash flow and profitability of any company with financial leverage. The risk is even greater when a company has floating rate liabilities which increase the variability of the company's cash flows and profitability.

Management perception

GBB Power Limited has a long term syndicated loan and some short term loans. The company will fully pay-off its long term loan with the proceeds of the public issue. On the other hand, amount of their short term loans is relatively low. Therefore, increase in long term or short term interest rates will not have significant effect on the profitability of the company. In future, the company prefers equity based financing to reduce dependency on debt financing. Therefore, management perceives that the fluctuation of interest rate on borrowings would have little impact on the performance of the company.

(e) Exchange rate risks

Exchange rate risks relate to the volatility in the value of Taka against any major international currency. The company purchases its major raw material natural gas from Pashimanchal Gas Company Limited and sells power to Bangladesh Power Development Board (BPDB). Both the transactions are made in local currency. However, they import some spare machinery parts from abroad against payment of foreign currency to continue their normal operations which exposes them to exchange rate risks.

Management perception

The value of the company's imported spare machinery parts is very low compared to their overall size of operation. Therefore, the net effect of currency volatility on their overall performance is insignificant. Moreover, value of Taka against major currencies has been volatile in recent times but it is expected to be stable as Bangladesh Bank is continuously monitoring the issue to manage current account deficit, growing export & remittance and favorable sovereign credit rating. On the other hand, the management of the company is confident to significantly cushion the foreign currency risk and price escalation risk through forward contracts if it is justifiable in terms of cost benefit analysis.

(f) Industry risks

Power sector of Bangladesh offers lucrative opportunities due to large demand-supply gap. Hence, there is ample scope of new players to enter into the industry. This might intensify competition among the existing players and elicit an aggressive price war.

Management perception

At present, country's productive sector is being badly affected due to acute power shortage. Country's total power generation capacity is much lower than total demand. In such a situation, inclusion of new players in the sector will not have any material effect on the performance of the existing players. Moreover, both gas and power tariffs are set solely by the Government of Bangladesh (GOB). The private power companies cannot fix their tariffs themselves. Therefore, the probability from an unfriendly price competition among the existing players is almost nonexistent.

(g) Market Risks

Market related risks refer to demand-supply situation of the product or service being rendered and pricing of the same. Over the course of time, demand for power in Bangladesh may slowdown that may lead to excess capacity. This will affect the profitability of the company.

Management perception

Due to many reasons, power generation in Bangladesh could not keep up with the growing demand. This has led to a chronic and acute power crisis in the country. Hence, power generation has become the topmost priority for the policymakers. Country needs massive and continuous investment in this sector in order to meet the current and future demand. Hence, demand for power is very unlikely to slowdown medium to long term. Moreover, GBBPL generates a minuscule portion of country's total demand. Through an off-take agreement, GBBPL is entitled to sell their entire output to BPDB. In addition, tariffs of gas and power usually change in similar direction. An increase in gas tariff is usually followed by an increase in power tariffs as well. The opposite is very unlikely to occur.

(h) Technology related Risks

Technological risk is related to generation, transmission and distribution of required electricity.

Management Perception

Technology of power generation definitely develops over time. Such development contributes in decreasing production cost, minimizing environmental effects and production from renewable or nuclear sources. These developments, however, do not render the necessity of power obsolete. There is no such substitute to power either.

(i) Potential or Existing Government Regulations

GBBPL operates in a highly regulated industry. Tariff of both gas and power at each distribution level is fixed by relevant government bodies. Currently, the Independent Power Plants (IPPs) enjoy tax holiday for 15 years. In addition, import of capital machinery for power generation enjoys favorable tax treatment. Changes in government's policies regarding these tax and tariff structures will adversely affect the financial performance of GBBPL.

Management perception

At present, power crisis is the most restrictive infrastructural problem in the country. It requires massive investment, favorable policies and appropriate planning to resolve this crisis in near future. The GOB is well aware of the severity of the situation. As a result, it is highly unlikely that GOB will take any step that deters investment into this sector.

(j) Potential changes in Global or National Policies

Generation of power from fossil fuel has several environmental consequences including carbon dioxide and greenhouse gas emission. Due to global warming and climate change, there might be a worldwide move against use of fossil fuel for power generation. This might restrict further investment into this sector. As a result, existing power plants may have to discontinue operation or face adverse financial effects.

Management perception

Despite having adverse environmental effects, fossil fuel based power generation is most economical. Power generation from renewable and green sources is still very expensive and technologically not advanced enough. Therefore, majority of the world's power generation is expected to be fossil fuel based over medium to long term. Conversion to renewable and green sources can only take place gradually without having immediate impact on existing facilities.

(k) History of non operation

History of non operation indicates weak operational management of the company. Non operation leads to negative cash flow, incurring of losses and bankruptcy in worst case scenario.

Management perception

Since start of commercial operation in June 2008, GBBPL has been running their facility at full swing. The operation is fully automated; computer controlled and requires minimal manual input. The operation is looked after by professional and experienced personnel.

(l) Operational Risks

Operational risks refer to the possibility of plant shut down due to disruption in supply of gas, technological failure, natural calamities, human error and other unforeseen events. Such incidences may lead to non operation, large overhauling costs and financial losses.

Management perception

Operation of the plant is fully automated and involves minimal manual input. The overall process adheres to high international standards. The plant is operated by experienced and professional personnel. Supply of gas is guaranteed by Pashchimanchal Gas Company Limited. Hence, the plant is expected to continue operation smoothly. Besides, the plant is installed in a well-constructed building strong enough to face natural calamities like heavy rainfall, flood and moderate earthquake.

(m) Project Duration Risk

The project duration risk refers to the contract of the project to supply power to BPDB for a period of 15 years. The risk arises from the matter that what will happen to the company after 15 years of operation.

Management perception

The agreement between GBB Power Limited and BPDB on clause 4.1 states that the contract will terminate fifteen (15) years after the commercial operation date, unless extended or earlier terminated pursuant to the provisions of the agreement. The management foresees that the current power demand in the country is increasing at a rate which the national government is unable to meet, which is very alarming. In such case, the company expects the contract to be extended, since gas run power is cheapest to produce after coal. At the same time, the company also expects that within a few years PGCL will be able to increase supply of gas in Bogra, as pledged by the government, giving GBB Power Limited the opportunity to expand its capacity at the Bogra power plant. Precedence has been set in the past by other private power companies in this regard.

To meet up with the increasing power demand of the country, the Power Ministry via BPDB & REB are floating competitive tenders and giving out unsolicited contracts regularly to experienced companies to Build, Own & Operate (BOO) new power plants to shorten the huge supply and demand gap. GBB Power Limited plans to participate in such tenders and garner unsolicited contracts and build new plants using the experience they have gathered running the Bogra plant successfully. In which case, the company foresees itself with the opportunity of huge growth in the power sector. As such the management does not consider the Bogra Plants project duration as a huge risk.

SECTION IV ISSUE SIZE AND PURPOSE OF THE INITIAL PUBLIC OFFERING

Financial Structure

Financial Structure of the Company:

Particulars	No. of Shares	Amount (BDT)
Authorized Capital:		
- Ordinary Share Capital	80,000,000	800,000,000
- Preference Share Capital	20,000,000	200,000,000
Pre-IPO Paid-up Capital (Ordinary shares only as on December 31, 2010)	30,499,990	304,999,900
To be issued as IPO	20,500,000	205,000,000
Post-IPO Ordinary Paid-up Capital	50,999,990	509,999,900

The company is issuing 20,500,000 ordinary shares of BDT 10 each through Initial Public Offering (IPO) at an issue price of Tk. 40 each including a premium of BDT 30 each totaling to BDT 820 million.

Use of IPO Proceeds

GBB Power Limited plans to utilize the proceeds of the IPO in following manner:

Particulars	Amount in BDT
Long Term Loan refund	770,000,000
IPO Expenses	38,601,000
Working Capital	11,399,000
Total	820,000,000

Long Term Loan Refund

The company intends to pay-off the entire outstanding long term loan with the proceeds of IPO. The list of the banks is available in Note 34 of the audited financial statements for the year ended on December 31, 2010. The amount is estimated based on that the company will receive the IPO proceeds on December 2011.

IPO Expenses

The entire cost of IPO will be covered from the funds raised through IPO.

Working Capital

The balance amount of the fund raised through IPO will be utilized to meet the working capital requirement of the company.

Implementation Schedule

The net proceeds of the IPO shall be used in the above-mentioned manner within three months of receipt of the net proceeds.

Terms of Contract

There is no such contract for repayment of any liability regarding above loan.

Sd/-

Engr. Fauzul Akbar
Managing Director & Director

Sd/-

Md. Ayen Uddin
CFO

SECTION V
INFORMATION ABOUT THE COMPANY
GBB Power Limited – Company Profile

GBB Power Limited (GBBPL) is a private electricity generation company who supplies power to the National Grid. GBBPL was incorporated in Bangladesh on October 17, 2006 as a Private Limited Company and started commercial operation on June 17, 2008. The company has started with the Joint Venture Agreement executed between GBB Limited and Caladonian Power Limited as a private limited company. Later, Caladonian Power Limited, sponsor shareholder of the company, on November 15, 2006 has transferred 9,000 shares of face value BDT 100 each amounting to BDT 900,000 to GBB Limited, the holding company, at face value. On February 26, 2008 the Company was converted into a Public Limited Company under the Companies Act 1994 with an authorised capital of BDT 1,000 Million (Preference Share Capital of BDT 200 million and Ordinary Share Capital BDT 800 million) and paid-up capital of BDT 305 Million. The main objective of the company was to set up power plants on Built-Own-Operate basis for generation of electricity and to sell generated power to Bangladesh Power Development Board (BPDB). The main machineries of the plant, i.e. Gen-sets, were imported from the manufacturer MWM Asia Pacific Limited of Germany. The project is now operated by competent professionals and is serving the power sector, which is directly contributing to the national economy.

The company has been awarded a contract on June 17, 2007 to set up a 20 MW $\pm 10\%$ Gas Power Plant at Bogra to produce electricity and to sell the generated power to Bangladesh Power Development Board (BPDB). As per notification of award of "Supply Installation and Putting in Commercial Operation of 20MW $\pm 10\%$ Trailer/ Skid Mounted Power Plant at Bogra on Rental Basis for a tenure of 15 years" and the project has been issued by Bangladesh Power Development Board vide Memo No. 108-BPDB (CS.)/(Contract)/Bogra Rental/06 dated 03.08.2006 and 15.08.2006 respectively. The main purpose of the award is the supply electricity to BPDB of net energy output and to make available capacity and BPDB agrees to accept and pay for the Dependable Capacity & Net Energy Output. For this purpose, the company shall be responsible for financing, design, supply, installation, testing & commissioning, operation & maintenance including spares, consumables required for overhauling of the plant at its own cost in accordance with the agreements.

Important Dates

Particulars	Important Dates
Date of Incorporation	October 17, 2006
Agreement for Supply of Power at Bogra on Rental Basis	October 19, 2006
Contract to Sell Power to BPDB	June 17, 2007
Gas Sales Agreement with Pashchimanchal Gas Company Limited (PGCL)	July 3, 2007
Issuance of Provisional License issued by BERC (License No. BERC/RPP/L/001/1935)	May 5, 2008
Conversion into a Public Limited Company	February 26, 2008

Commencement of Commercial Operation	June 17, 2008
Termination Date of Agreement for Supply of Power at Bogra on Rental Basis	According to Section 4.1 of the Agreement for Supply of Power at Bogra on Rental Basis with BPDB, the agreement became effective upon signing and shall terminate fifteen (15) years after the commercial operation date, unless extended or earlier terminated pursuant to the provisions of the agreement.

Nature of business

The main objective of the company is to carry on the business of power generation, transmission and distribution and sale of electricity to State Utilities or Private Consumers in such manner as may be deemed feasible and deliver the electricity thus generated and in particular to finance, design, construct, own, operate and maintain one or more power stations at any locations in Bangladesh together with all machineries, equipment and work ancillary thereto from time to time and to do all such acts, deeds, and things, without limitation what so ever as may be necessary or desirable in that connection.

GBB Power Limited has successfully established a gas fired Power Plant on Build-Own-Operate (BOO) basis at Bogra consisting of 6 (six) number of 3.876 MW gas engines of 23.26 MW gross capacity. Since June 17, 2008 the company is supplying a minimum of 21.03 MW electricity to Bangladesh Power Development Board (BPDB)'s 33 KV regional grid for a period of 15 years. The Bogra plant is situated on a 1 acre land leased for 16.5 years from Bangladesh Power Development Board through a Land Lease Agreement (LLA).

Pashimanchal Gas Company Limited has a Gas Sales Agreement with GBB power according to which Pashimanchal Gas Company will supply and sell gas to the Issuer from the date of execution of this agreement and shall continue subject to the provisions of this agreement for a period that ends on the expiry date which is the expiration date for the term of the Power Purchase Agreement by BPDB. According to the gas sales agreement, Gas Seller shall sell and deliver gas to the Company at all times according to the Company's requirements for the facility during the term to meet start-up, commissioning and operation of the facility and the company shall accept, receive and pay for gas from gas seller. If during the term of this contract any appropriate authority of the Government of Bangladesh declares any priority for customers of any class/sector of power generation, the gas sellers agrees to give such priority if applicable to the project company

Principal products and services

The company is engaged in the business of generating electricity and supplying it to BPDB through Power Grid Company of Bangladesh's 33 KV regional transmission grid line at Bogra.

Products/service that accounts for more than 10% of the company's total revenue

The sole business of GBB Power is to generate electricity which contributes 100% of the company's total revenue. The following table illustrates the total revenue and respective percentage:

As per audited Accounts

Particulars	As of December 31, 2010		As of December 31, 2009	
	Revenue (BDT)	Value Contribution (% of Total Sales)	Revenue (BDT)	Value Contribution (% of Total Sales)
From the Sale of Power to BPDB	434,418,786	100%	355,225,483	100%

Associates, subsidiary/related holding company

Name of the Company	Relation	Nature of the business of the Company
GBB Limited	Holding Company	Engaged in Government and Commercial construction

Distribution of products/services

The electricity generated by GBB Power Limited is supplied to Power Grid Company of Bangladesh Limited's regional grid at Bogra through a 33 KV power line constructed by GBB Power according to the terms and conditions mentioned in the Power Purchase Agreement by BPDB.

Competitive Condition of Business

The economy of Bangladesh has been growing at an impressive rate over the last few years. During FY 2005-10, Bangladesh GDP grew at an average rate of 6.16%¹ per annum. On the other hand, installed capacity for power generation grew at an average rate of only 3.05%² during FY 2005-10. It is estimated that countrywide demand of electricity peaks to around 6,000 megawatts during summer and reduces to 4,500² megawatts during winter. In contrast, country's total installed generation capacity is 5,823² megawatts as of June 2010. Till date, country's maximum power generation stood at 4,876² megawatts (generated on June 13, 2011). Hence, it is very much evident that the country is suffering from acute power crisis due to huge demand-supply gap. Such power crisis has been affecting the growth potential of the economy to a large extent. In order to mitigate, the crisis, the Government of Bangladesh (GOB) has sought investment from local as well as foreign entrepreneurs in the power sector. During FY09-10, the private sector power plants generated 45.05%² of total output.

The private power plants sell electricity to BPDB at rates fixed by the GOB. For gas fueled plants, the tariff for gas is also fixed by the GOB. Hence, the private power plants do not have any control on the prices of their output or input. Considering the large demand-supply gap of electricity, there is little possibility that the players within the industry would engage in competitive price war that would adversely affect their operations.

¹ Bangladesh Bureau of Statistics
² BPDB

Sources and availability of raw materials and principal suppliers

The major raw material consumed in this business of GBB Power is natural gas. The other main consumables are lubricating oil, distilled water and various spare parts. Except natural gas all the other raw materials are widely available nationally and internationally. Natural gas is subject to availability by the Government of Bangladesh's Natural Resource Policy. Currently, natural gas is being sold on priority basis to Power Generation Companies countrywide even shutting down the fertilizer companies, where available, as the country is facing severe power crisis. It is foreseeable that this situation will not improve immediately, as demand of power is constantly increasing in the country.

The principal suppliers of raw materials of GBB Power are narrated below.

Raw Material	Supplier
Natural Gas	The major raw material for generating electricity is natural gas. Pashchimanchal Gas Company Limited (PGCL) has a Gas Sales Agreement with GBB Power for ensuring uninterrupted supply of gas to the project. As per Article 6.1 of the agreement, PGCL will supply maximum of 6,000 csm per hour daily, maximum 108,000 csm per day, maximum 3,240,000 csm per month, and the annual contract gas usage during a contract year shall be 38,880,000 csm per annum. As per Article 2 of the Gas Sales Agreement, PGCL will supply gas to GBB Power from the date of execution of this agreement and shall continue subject to the provisions of this agreement for a period that ends on the expiry date which is the expiration date for the term of the Power Purchase Agreement by BPDB.
Lubricating Oil	- Fuchs Lubricant Bangladesh Limited (a German product)
Spare Parts	- Kaltimex Energy Bangladesh Private Limited - Kaltimex Energy Singapore Private Limited - MWM Asia Pacific Limited Singapore - MWM Germany - Anan Enterprise - Cummins - ABB - CHINT - WARTSILA
Solution	- Havoline - Mobil

Sources of and requirement for power, gas and water or any other utilities

Power: The company mainly meets 99.9% of their power requirement from their own generation. However, a separate power line of Bangladesh Power Development Board (BPDB) exists for use in case of an emergency.

Gas: Pashchimanchal Gas Company Limited (PGCL) has a Gas Sales Agreement with GBB Power for ensuring uninterrupted supply of gas to the project. As per Article 2 of the Gas Sales Agreement, PGCL will supply gas to GBB Power from the date of execution of this agreement and shall continue subject to the provisions of this agreement for a period that ends on the expiry date which is the expiration date for the term of the Power Purchase Agreement by BPDB."

Water: GBB Power has its own deep tube well which meets the requirement of water.

Customer providing 10% or more revenues

Bangladesh Power Development Board is the only buyer, who purchases the total electricity generated by the company. According to the Section 4.1 of the agreement with BPDB, they will purchase a maximum of 22 MW of electricity for a tenure of 15 years after the commercial operation date, unless extended or earlier terminated pursuant to the provisions of the agreement. The agreement is for supply of power on Rental Basis from a gas-fired Power Plant located at Bogra, to provide a range of 20+/- 10% MW of electrical energy output based on technical, economic and financial analysis.

The purpose of this agreement is to supply all of the net energy output generated by GBB Power Limited to BPDB. BPDB agrees to accept and pay for the Dependable Capacity & Net Energy Output, under the terms and conditions provided in the agreement. For this purpose, the company shall be responsible for financing, design, supply, installation, testing & commissioning, operation & maintenance including spares, consumables required for overhauling of the plant at its own cost in accordance with the agreement, the technical limits and each of the schedules are part of the agreement.

The agreement became effective upon signing and shall terminate fifteen (15) years after the commercial operation date, unless extended or earlier terminated pursuant to the provisions of the agreement.

Description of contract with principal suppliers/customers

Particulars	Nature of Transaction	Duration of Contract
Bangladesh Power Development Board (BPDB): GBB Power Limited has been awarded a contract on June 17, 2007 to set up a 20 MW $\pm$ 10 % Gas Power Plant at Bogra to produce electricity and to sell the generated power to Bangladesh Power Development Board (BPDB).	Customer	According to Section 4.1 of the Agreement for Supply of Power at Bogra on Rental Basis with BPDB, the agreement became effective upon signing and shall terminate fifteen (15) years after the commercial operation date, unless extended or earlier terminated pursuant to the provisions of the agreement.
Pashchimanchal Gas Company Limited (PGCL): Pashchimanchal Gas Company Limited (PGCL) has a Gas Sales Agreement with GBB Power Limited for ensuring uninterrupted supply of gas to the project.	Supplier	As per Article 2 of the Gas Sales Agreement, PGCL will supply gas to GBB Power from the date of execution of this agreement and shall continue subject to the provisions of this agreement for a period that ends on the expiry date which is the expiration date for the term of the Power Purchase Agreement by BPDB.

Description of material patents, trademarks, licenses or royalty agreements

Bangladesh Energy Regulatory Commission (BERC) has issued provisional license to GBB Power Limited for generation of 22.80 MW of electricity as Rental Power Producer (RPP) on May 5, 2008.

Number of employees

As of December 31, 2010 the total number full time employee of the Company was 56.

Grade	Manpower
Officer	25
General Staff	31
Total	56

Production/Service Rendering Capacity and Current Utilization

As per Audited Accounts

Name of the Plant	Licensed Capacity	Installed Capacity	Capacity Rented	Total Electricity Generated	Total Electricity Sold
Bogra Plant	22.80 MW	23.26 MW	21.65 MW (93.09%)	177,298 MWH	168,978 MWH

SECTION VI
DESCRIPTION OF PROPERTY
Location of principal plants and other property of the company and their condition

1. The Bogra Plant of GBB Power is situated on one acre land which has been leased from the Bangladesh Power Development Board (BPDB). As per Clause 2 of the lease agreement, the term of the agreement shall be 16.5 years from the date of signing of the agreement or up to the date of termination of Agreement for Supply of Power at Bogra on Rental Basis, which occurs earlier and the company will pay BDT 10,000 per annum to BPDB as lease payment. However, the company has made land devolvement on the leasehold land amounting to BDT 12,404,400. The plant is situated inside the Bogra BPDB's compound. The plant consists of a 1500 sqm plant house which houses six generator sets, a three storied building attached to the plant house. Ground floor of the plant is used for housing the power cables and as a store. The first floor is the control room which houses control panels, switchgears, metering station, etc. The second floor is used for the plant office.

The six brand new generators are Deutz (Now MWM) TCG 2032 V16, 4 MW Gas Engine of 1000 rpm. With total capacity of 23.26 MW (3.876 x 6) @ 100% load factor, each of the 6 Deutz engines are also coupled with 6 AVK/Cummins Alternators which were brand new at the time of installation in 2008. In addition to the auxiliary and ancillaries equipment, the plant has a single 35 MVA Power Transformer and another 1250 KVA Transformer for auxiliary use; Gas Regulating and Metering Station (RMS); approximately 2 KM Gas Line from Paschimanchal Gas Company Limited (PGCL). All the plant & machineries have been purchased in brand new condition.

2. The company owns the following operating fixed assets and they are situated at Company's office and factory premises; and written down value are given below:

(Written Down Value in BDT as per Audited Accounts)

Particulars	As at December 31, 2010 (BDT)	As at December 31, 2009 (BDT)	As at December 31, 2008 (BDT)
Leasehold Land Development Cost*	9,334,624	12,404,400	12,404,400
Building & Premises	79,994,246	78,396,242	80,187,915
Plant and Machineries	927,092,584	947,353,151	965,969,178
Tools and Equipment	229,134,566	60,473,865	41,379,960
Furniture and Fixture	961,774	737,614	815,897
Office Equipment	1,094,920	1,312,400	1,469,574
Office Car	1,840,000	-	-
Local Equipment	-	139,636,440	122,716,603
Fabrication Work	31,254,252	16,112,176	16,335,684
Shuttering Materials	1,011,847	1,264,569	1,517,471
Total	1,281,518,614	1,257,690,647	1,262,796,672

* The company has decided to amortize the leasehold land development cost for a period of 16.5 years (198 months) from the date on which the land was taken lease. Subsequently, leasehold land development cost, relating to the period of lease up to December 31, 2010 has been amortized and the company will continue to amortize until the expiry of the lease as per para 14 of BAS 17.

3. All the assets of the company are owned by the company except the land on which the Bogra power plant is situated. The equipments of the plant are mortgaged to the participants of the syndicated bank loan where Bank Asia Limited is the Lead Arranger and Trust Bank Limited is the Co-Arranger of the syndicated bank loan. The other participants of the syndicated bank loan are Premier Bank Limited, NCC Bank Limited, United Commercial Bank Limited, IFIC Bank Limited, Mutual Trust Bank Limited, Bangladesh Commerce Bank Limited, Uttara Bank Limited and Dhaka Bank Limited. There is no other mortgage or any type of lien on the property.
4. GBB power has taken one acre of land lease from BPDB for 16.5 years on November 26, 2006. As per clause 2 of the lease agreement, the term of the agreement shall be 16.5 years from the date of signing of the agreement or up to the date of termination of Agreement for Supply of Power at Bogra on Rental Basis, which occurs earlier. The issuer has taken the land lease for the purpose to design, finance, supply, construct, operate and maintain a 20 ± 10 % MW power plant to supply electricity to BPDB under the Agreement for Supply of Power at Bogra on rental basis.
5. The date of expiration and name of lessors are given in the "Operating lease during last five years" part of this prospectus.

SECTION VII PLAN OF OPERATION AND DISCUSSION OF FINANCIAL CONDITION
Internal and external sources of cash
(As per Audited Accounts)

Particulars	As on December 31, 2010 (BDT)	As on December 31, 2009 (BDT)	As on December 31, 2008 (BDT)
Internal Sources of Cash			
Ordinary Share Capital	304,999,900	259,999,900	259,999,900
Redeemable Preference Share Capital*	-	100,000,000	100,000,000
Share Premium	270,000,000	-	-
Share Money Deposit	4,594,619	4,354,029	4,354,029
Retained Earnings	7,331,210	31,830,910	7,512,635
Capital Redemption Reserve	100,000,000	-	-
Total	686,925,729	396,184,839	371,866,564
External Sources of Cash			
Bank Loan	13,443,263	8,543,654	12,201,61
Long Term Loan (Secured)	883,162,471	983,761,077	959,515,754
Long Term Loan (Un-Secured)	-	-	682,796
Total	896,605,734	992,304,731	960,198,550
Grand Total	1,583,531,463	1,388,489,570	1,332,065,114

*GBB Power Limited vide their letter no. GBBPL/100/10/200 dated October 14, 2010 to Investment Corporation of Bangladesh (ICB) has fully paid off the preference share capital. In reference to the above, ICB has accepted the full redemption of the preference share capital of GBB Power Limited vide their letter no. 06.01/914 dated November 11, 2010.

Material commitment for capital expenditure

As on date, GBB Power Limited does not have any material commitment for capital expenditure.

Causes for material changes

(As per Audited Accounts)

Particulars	As at December 31, 2010 (BDT)	As at December 31, 2009 (BDT)	As at December 31, 2008 (BDT)
Turnover	434,418,788	355,225,483	199,944,871
Cost of Energy Sold	199,682,312	159,859,386	98,692,604
Gross Profit	234,736,474	195,366,097	101,052,267
Administrative Expenses	9,428,411	7,868,801	2,292,717
Other Expenses	13,476,082	9,200,836	6,635,106
Net Profit Before Financial Expenses	211,831,981	178,298,460	92,124,444
Financial Expenses	130,224,058	140,480,182	77,111,812
Net Profit after Financial Expenses	81,607,924	37,818,278	15,012,632
Capital Gain from the Sale of VERL Shares	7,336,155	-	-
Interest on short notice deposit accounts	1,303,768	-	-
Wastage sale from plant	488,735	-	-
Net Profit before Income Tax	90,736,582	37,818,278	15,012,632
Contribution to WPP & Welfare Fund	4,320,790	-	-
Net Profit before Income Tax after WPP & Welfare Fund	86,415,792	37,818,278	15,012,632
Provision for Tax on Capital Gain	1,100,423		
Net Profit before charging Preference Share Dividend	85,315,369	37,818,278	15,012,632
Dividend on Preference Share	9,815,069	13,500,000	7,500,000
Net Profit after charging Preference Share Dividend	75,500,300	24,318,278	7,512,632
EPS	2.83	0.94	0.29

The company started commercial operation in June 17, 2008. They had to set aside provisions for preference share dividends to the tune of BDT 7.5 Million during FY 2008. This has caused their EPS to stand at meager 0.29 BDT per share in FY 2008. During FY 2009, their EPS increased substantially to BDT 0.94 per share due to full year operation. During FY10, the company realized capital gain of BDT 7.3 Million by selling off their stake at Venture Energy Resources Ltd. (VERL). The turnover of the company increased 22.30% in FY10 due to increase in capacity utilization compared to FY09.

Seasonal aspect of the Company's business

In general, there is no seasonal impact on the business of the company but in Bangladesh severe crisis of gas prevails in all the season. The demand for electricity is usually severe in summer and irrigation season compared to the winter season. During the fiscal year 2009-2010, the maximum generated electricity was 4,606 MW³ against the installed generation capacity of 5,823 MW³. As of January 2011, the maximum demand of electricity for 2011 is estimated at 6765 MW³.

Known trends, events or uncertainties

Force majeure such as natural calamities, political unrest, hartal, etc. might have a material effect on the company's future business.

Change in the assets of the Company used to pay off any liabilities

No assets of the company have been used to pay off any liabilities.

Loan taken from or given to holding/parent company or subsidiary company

The company did not take or provide loan to any of its holding/parent company. The company does not have any subsidiary company.

Future contractual liabilities

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

Future capital expenditure

The company does not have any plan for future capital expenditure other than mentioned in Section IV under the head "Utilization of IPO Proceeds" of this prospectus.

VAT, Income Tax, Customs Duty or other tax liability

a) VAT

According to the notification (SRO No. 175-AIN/2009/528) dated June 30, 2009 issued by the Finance Ministry of the Government of Bangladesh, VAT has been exempted for the companies producing electricity.

b) Income Tax

According to Section 52N of the Income Tax Ordinance, 1984 Bangladesh Power Development Board (BPDB), at the time of payment of power generation invoice to GBB Power Limited on account of purchase of rental power deducts 4% tax on the said payment amount from GBB Power Limited which is treated as final discharge of tax liability as per the said ordinance. Subsequently, BPDB deposits the tax to Bangladesh Bank and forwarded the tax challan to the company. Therefore, there is no other income tax liability of the company.

Bangladesh Energy Regulatory Commission (BERC) has issued a wrong provisional license to GBB Power Limited on May 5, 2008 for a period of one year ending on May 4, 2009 against GBB Power's application for Independent Power Producer (IPP)'s license. On a writ petition no. 968 dated February 8, 2009 by the Company, the High Court Division of the Hon'ble Supreme Court on May 6, 2009 has given judgment that *"Having considered all aspects of the case, we are of the opinion that a wrong license was issued to the petitioner (GBB Power Limited). In the result, the Rule is made absolute*

³ Bangladesh Power Development Board (BPDB)

and the decision/certificate dated 5.5.08 of the respondents (BERC) is declared to have been issued without lawful authority having no legal effect. The respondents (BERC) are directed to issue a proper license to the petitioner in accordance with the law." In the same award, the court also mentioned that there are three categories of license namely, a) Independent Power Producer (IPP) b) Captive Power Producer (CPP) and c) Small Power Producer (SPP). On the view of the above, GBB Power has requested BERC to issue proper license several times. But till date, they have not received any response from BERC in this regard.

The matter is currently sub-judice in the Hon'ble Supreme court of Bangladesh for which the company holds view that it is the Independent Power Producer (IPP) as it does not fall under category of CPP and SPP. If the license is issued as per law under the judgment given by the High Court as IPP no tax will be payable and power project of the company shall enjoy tax holiday for fifteen year from its date of commercial production on 17.06.2008 under SRO No. 114-AIN/ 1999 dated 26.05.1999 of NBR. In the view of the above, the company has not filed/submitted income tax return which has also been disclosed in note 42 of the audited accounts for the year ended on December 31, 2010. However, there were no such communication between the tax authority and GBB Power regarding non-filing of tax return.

c) Customs Duty

As on December 31, 2010 the company has no outstanding customs duty,"GBB Power Limited is allowed to import all capital machineries against equivalent Bank Guarantees by the Supreme Court as the Independent Power Plants of the country are not required to pay any import duties. Since, the decision whether the company will be treated as Independent Power Plant (IPP) or Rental Power Plant (RPP) is pending in the Supreme Court, the matter is sub-judice.

Operating Lease agreement during last five years

Particulars	Asset Location	Area	Period of Lease	Rent (Tk.)	Effective Date of Lease	Expiration of Lease
Bogra Plant	Bogra PDB Compound, Bogra	1 Acre	16.5 Years	10,000 per annum	26.11.06	As per clause 2 of the agreement, the term of the agreement shall be 16.5 years from the date of signing of the agreement or up to the date of termination of Agreement for Supply of Power at Bogra on Rental Basis, which occurs earlier.
Corporate Office	Momtaz Plaza (4 th Floor), house No. 7, Road No. 4, Dhanmondi (R/A), Dhaka	1,170 sq. ft.	2 Years	32,760 per month	15.02.10	15.02.12

Financial lease commitment during last five years

The company has not entered into any financial lease commitment in the last five years.

Personnel related scheme

GBB Power Limited has sound human resource policy to ensure the congenial working environment and better career path. The compensation package of the company is structured with the objective to attract and retain high quality people. The remuneration packages of the company include salary and allowances, festival bonus and earned leave encashment. The company has initiated workers profit participation and welfare fund at 5% of net profit from the year 2010.

Breakdown of estimated expenses for IPO

Description	Basis of Fees	Amount in BDT (approx.)
Issue Management Fees		
Issue management Fee	1% of the total amount raised or TK. 2,000,000 whichever is lower	2,000,000
VAT against Issue Management Fees		300,000
Listing Related Expenses		
Prospectus Submission Fee to DSE		5,000
DSE & CSE Listing- Initial Fees	@ 0.25% on Tk. 100 million and 0.15% on the rest amount of paid up capital; maximum Tk. 2 million for each exchanges	1,730,000
DSE and CSE Annual Fee		200,000
SEC Fees		
Application Fee	Fixed	10,000
SEC Consent Fee	fee @ 0.15% on entire offer	1,230,000
IPO Related Fees		
Underwriting Commission	Commission @ 0.5% on Underwritten Amount	2,050,000
Bankers to the issue fee	Commission @ 0.1% of Collected Amount	4,100,000
Credit Rating Fees		300,000
CDBL Fees and Expenses:	At actual	
Security Deposit		500,000
Annual Fee		100,000
Connection Fee		8,000
IPO Fees	@.025% of issue size+.025% of Pre-IPO paid up capital	281,250
Printing and Post Public Offer Expenses:	Currently estimated (to be paid at actual)	
Publication of Prospectus & Application forms		700,000
Abridge Version in 4 daily news paper		400,000
Post Issue Managers Fee		5,438,750
Lottery Conduction Expense		500,000
Administrative & Stationary Expense		300,000
Tax on Premium		
Tax on premium charged on ordinary shares	3% tax on premium charged	18,450,000
Grand Total		38,601,000

Revaluation of company's assets and summary thereof

The company has not revalued any of its assets since inception.

Transaction between Holding/Associate/Subsidiary Company and Issuer

The company does not have any subsidiary company and it does not have any transaction with any of its holding/associate companies except transaction with GBB Limited as mentioned in Note 41 of the audited accounts for the year ended on December 31, 2010.

Auditors certificate regarding allotment of shares to promoters or sponsor shareholders in cash/other than in cash

This is to certify that GBB Power Limited does not have any paid up share capital upto the date of this certificate which has been issued/allotted for consideration other than for cash.

Dated, Dhaka
25 June 2011

Sd/-
SAHA MAZUMDER & CO.
Chartered Accountants

Declaration regarding non suppression of material information

This is to declare that, to the best of our knowledge and belief, no information, facts or circumstances, which should be disclosed have been suppressed, which can change the terms and conditions under which the offer has been made to the public.

For issuer,

Sd/-
Engr. Fauzul Akbar
Managing Director & Director
GBB Power Limited

SECTION VIII
INFORMATION ABOUT DIRECTORS AND OFFICERS
Directors of the Company

Name	Designation	Age	Experience	Nominated by	Period of Nomination
Sk. Md. Rafiqul Islam	Chairman	58	30 Years	GBB Limited	16.10.2012
Engr. Fauzul Akbar	Managing Director & Director	63	35 Years	N/A	N/A
Mohammed Taifur Hossain	Additional Managing Director & Director	35	10 Years	N/A	N/A
Mohammed Shahabuddin	Independent Director	62	26 Years	N/A	N/A
Shamim Ara Islam	Director	50	8 Years	N/A	N/A
Rezina Akbar	Director	61	N/A	N/A	N/A

Information regarding directors and directorship

Name	Designation	Date of becoming Director for the first time	Date of Expiration of Current Term
Sk. Md. Rafiqul Islam	Chairman	17.10.2006	16.10.2012
Engr. Fauzul Akbar	Managing Director & Director	15.11.2006	14.11.2012
Mohammed Taifur Hossain	Additional Managing Director & Director	30.10.2008	4th AGM
Mohammed Shahabuddin	Independent Director	22.09.2010	4th AGM
Shamim Ara Islam	Director	22.09.2010	4th AGM
Rezina Akbar	Director	22.09.2010	4th AGM

Directors' Involvement in other organization

Name	Designation in the Company	Directorship/Sponsorship/Ownership with other Organization	Position
Sk. Md. Rafiqul Islam	Chairman	GBB Limited	Managing Director
		Wonder Apparels Limited	Director
		GBB Properties Limited	Managing Director
Engr. Fauzul Akbar	Managing Director & Director	GBB Limited	Chairman
		Wonder Apparels Limited	Director
		GBB Properties Limited	Chairman
Mohammed Taifur Hossain	Additional Managing Director & Director	GBB Properties Limited	Additional Managing Director (Honorary Position)

Family relationship among directors and top officials

There are no family relationship among the directors and top officials of the company, except following relationships:

Mr. M. Taifur Hossain, Additional Managing Director of GBB Power Limited, is the son of Engr. Fauzul Akbar, Managing Director and Mrs. Rezina Akbar, Director of GBB Power Limited.

Mrs. Shamim Ara Islam, Director of the company, is the wife of Sk. Md. Rafiqul Islam, Chairman of the company.

Mrs. Rezina Akbar, Director of the company, is the wife of Engr. Fauzul Akbar, Managing Director of the company.

Short bio-data of the directors

Sk. Md. Rafiqul Islam

Chairman, GBB Power Limited

Mr. Sheikh Md. Rafiqul Islam is the Director and Chairman of GBB Power Limited. He did his MA from University of Dhaka. Mr. Rafiqul is very renowned person in the field of construction industries of Bangladesh. Currently, he is the President of Bangladesh Association of Construction Industries (BACI). He is also the Managing Director of GBB Limited and GBB Properties Limited. He is also a director of Wonder Apparels Limited.

Engr. Fauzul Akbar

Managing Director & Director, GBB Power Limited

Engr. Fauzul Akbar is a B.Sc. Engineer, from Bangladesh University of Engineering and Technology (BUET). He is also a Fellow of Institution of Engineers, Bangladesh. He is serving as Managing Director of GBB Power Limited since inception of the company. He has extensive construction contract execution background as well as experience in Property Development, Garments sector and commercial imports. He is the Chairman of GBB Limited and GBB Properties Limited, and the director of Wonder Apparels Limited.

Mohammed Taifur Hossain

Additional Managing Director & Director, GBB Power Limited

Mr. M. Taifur Hossain is B.Sc. in Design & Construction Management, from University of Greenwich, UK. He has worked as a Chief Staff Officer of GBB Limited since 1997. He is currently the Additional Managing Director of GBB Properties Limited.

Mohammed Shahabuddin

Independent Director, GBB Power Limited

Mr. Mohammed Shahabuddin, a former Member of the National Board of Revenue, completed his M.Sc. in Psychology from Rajshahi University in 1970. He has over 26 years of experience in Customs, Excise and VAT policy, law and administrations under the National Board of Revenue. He has worked in various capacities in different Commissionerates and other organizations under NBR. He has also worked as a National Consultant and worked on different development projects under World Bank and similar organizations.

Shamim Ara Islam***Director, GBB Power Limited***

Mrs. Shamim Ara Islam, was a former Executive Director of the now defunct GBB Trading (Private) Limited from 1990 to 1998. She is the wife of Sk. Md. Rafiqul Islam, Chairman of GBB Power Limited.

Rezina Akbar***Director, GBB Power Limited***

Mrs. Rezina Akbar completed her M.A. in Sociology from Dhaka University in 1969. She was a cabinet member of the Department of Sociology, and is a member of the Alumni Association of 1969 of Dhaka University. She was the athletic champion of Eden Girls College and Rokeya Hall of Dhaka University. Currently she is an active member of the Women's Voluntary Association and the Narigrantha Prabartana.

Credit Information Bureau (CIB) Report

Neither GBB Power Limited nor any of its directors or shareholders, who hold 5% or more shares in the paid-up capital of the issuer, is loan defaulter in terms of Credit Information Bureau (CIB) of the Bangladesh Bank.

Description of top executives and departmental heads

Name	Position	Educational Qualification	Date of Joining	Last Five Years Experiences
Engr. Fauzul Akbar	Managing Director & Director	B.Sc. Engineering, BUET	15.11.2006	Chairman of GBB Limited and GBB Properties Limited, Director of Wonder Apparels Limited
Mohammed Tahir Hossain	Additional Managing Director & Director	B.Sc. DCM, University of Greenwich, UK	30.10.2008	Additional Managing Director of GBB Properties Limited and Former Chief Staff Officer of GBB Limited
Abdur Rouf	Company Secretary	B.Sc. Engineering, BUET	27.09.2010	Additional Director General, Directorate of Food, GOB
Md. Ayen Uddin	CFO	M. Com. in Accounting, MBA in Finance, CMA (Level II)	24.10.2007	Worked at Sapoorji Palonji and Company Limited, India
Engr. Md. Wahedur Rahman	Senior Vice President	B.Sc. Engineering, BUET	01.05.2010	Worked as GM, Power Grid Company of Bangladesh
Engr. Md. Nur Alam	Plant In-Charge	B.Sc. in Electrical Engineering, DUET	2.2.2009	AGM (Electrical & Power Generation) of Naheed Group of Companies until 2008
Md. Abdul Wahed	Manager & Head of Operation	Diploma in Mechanical Engineering	01.02.2008	Worked in Bangladesh Navy, Sambawang Shipyard Singapore, Dignity Textiles
Engr. S.M. Alamgir Kabir	Manager & Head of Electrical	B.Sc. in Electrical Engineering, DUET	12.01.2008	Worked in Telecom Industry for 3 years before joining GBB Power Limited
Md. Akik Ahmed Chowdhury	Senior Manager & Head of Machine Maintenance	B.Sc. in Mechanical Engineering, BUET	08.08.2009	Worked in Saudi ARAMCO
Syed F. Karim	Manager & Head of Admin. & Commercial	B.A., Rajshahi University	8.9.2007	Worked at ERBA Group of Companies

Involvement of directors and officers in certain legal proceedings

No Officer or Director of the Company was involved in any of the following types of legal proceedings in the last ten years.

- Any Bankruptcy Petition filed by or against any company of which any Officer or Director of the Issuer Company filing the Prospectus was a Director, Officer or Partner at the time of the bankruptcy;
- Any conviction of an Officer, Director in a criminal proceeding or any criminal proceeding pending against him;
- Any Order, Judgment or Decree of any Court of competent jurisdiction against any Officer, Director permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any Officer or Director in any type of business, securities or banking activities;

- d) Any Order of the Securities and Exchange Commission, or other Regulatory Authority or Foreign Financial Regulatory Authority, suspending or otherwise limiting the involvement of any Officer or Director in any type of business, securities or banking activities.

Certain Relationships and Related Transactions

The company does have any transaction during the last two years or any proposed transaction between the issuer and any of the following persons as under, except purchase of car from Mr. Fauzul Akbar, Managing Director & Director and GBB Limited, Holding Company amounting to Tk 2,050,000 as mentioned in note 41 as on December 31, 2010 and executive compensation to the following persons as per note 16.09 of the audited accounts:

(As per Audited Accounts)

Name	Designation	Remuneration paid for the year ended on Dec 31, 2010 (BDT)
Engr. Fauzul Akbar	Managing Director& Director	3,060,000
Mohammed Taifur Hossain	Additional Managing Director & Director	1,710,000

Except above the company does not have any transaction during last two years, or any proposed transaction, between the issuer and any of the following persons:

- Any director or executive officer of the issuer;
- Any director or officer;
- Any person owning 5% or more of the outstanding shares of the issuer;
- Any member of the immediate family (including spouse, parents, brothers, sisters, children and in-laws) of any of the above persons;
- Any transaction or arrangement entered into by the issuer of its subsidiary for 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 last three years prior to issuance of the prospectus;
- The company has not taken or given any loan from or to any director or any other persons connected with the director. The company also has not taken any loan from any person who did not have any stake in the issuer, its holding company or its associate concerns;
- Directors' positions in other companies are included in Director's involvement in other organization(s) part of the prospectus;

Executive compensation

Remuneration paid to top five executives

(As per Audited Accounts)

Name	Designation	Remuneration paid for the year ended on Dec 31, 2010 (BDT)
Engr. Fauzul Akbar	Managing Director & Director	3,060,000
Mohammed Taifur Hossain	Additional Managing Director & Director	1,710,000
Md. Wahedur Rahman	Senior Vice President	590,000
Engr. Md. Nur Alam	Assistant General Manager	915,396
Md. Abdul Wahed	Senior Assistant Manager	589,505

Aggregate amount of remuneration/ fee paid to Directors and Officers

(As per Audited Accounts)

Name	Total Remuneration paid for the year ended on Dec 31, 2010 (BDT)
Directors' Remuneration (as per audited accounts)	4,770,000
Salaries and allowances of Executives & Officers	12,985,292
Total	17,755,292

Remuneration paid to director who was not an officer of the company

The company did not pay remuneration to any director who was not an officer during the last fiscal year as per note 16.09 of the audited accounts which has also been disclosed in "Remuneration paid to top executives of the company".

Future Compensation

The company does not have any contract with any director or officer regarding future compensation.

Pay Increase Intention

Except for normal annual increment and allowance, the company has no plan to substantially increase the remuneration, salary etc.

Options granted to directors, officers and employees

The company did not grant any option for issue of shares to any officer, director and other employees of the company.

Transaction with the directors and subscribers to the memorandum

Benefit from the Company

The directors and subscribers of the company have not received any benefits other than director's fee which has also been disclosed in note 16.09 and 37.01 of the audited statement for the year ended

on December 31, 2010 and the company also has not received anything from its directors and subscribers except fund against allotment of shares.

Directors and Subscribers' assets to the Company

Caladonian Power Limited, sponsor shareholder of the company, on November 15, 2006 has transferred 9,000 shares of face value BDT 100 each amounting to BDT 900,000 to GBB Limited, the holding company, at face value. Additionally, the directors and subscribers to the Memorandum and Articles of Association of the company have not transferred any asset to the company but deposited share money as required. The company has purchased two cars from Mr. Fauzul Akbar, Managing Director & Director and GBB Limited, Holding Company amounting to Tk 2,050,000 as mentioned in note 41 of the Auditor's report as on December 31, 2010.

Auditor's Certificate Regarding Tangible Assets per share

(As per Audited Accounts)

Particulars	As on December 31, 2010 (BDT)
Non Current Assets	
Tangible Fixed Assets (Net Block)	1,272,163,990
Leasehold Land Development	9,334,624
Total Non-Current Assets (A)	1,281,518,614
Current Assets (B)	
Inventories	20,207,289
Advance, Deposit and Repayments (Considered Good)	68,966,302
Sundry Debtors (Considered Good)	107,276,877
Cash and Cash Equivalents	130,431,734
	326,882,202
Total Tangible Assets Value (C=A+B)	1,608,400,817
Long Term Liabilities (D)	
Long Term Loan (Secured)	883,162,471
Current Liabilities (E)	
Sundry Creditors	16,998,271
Accrued Expenses	2,449,870
Workers Profit Participation and Welfare Fund	4,320,790
Provision for Tax on Capital Gain	1,100,423
Bank Loan	13,443,263
	38,312,617
Total Liabilities (F=D+E)	921,475,088
Net Tangible Assets Value (G=C-F)	686,925,729
Shareholder Equity	
Ordinary Share Capital	304,999,900
Share Premium	270,000,000
Share Money Deposit	4,594,619
Retained Earnings	7,331,210
Capital Redemption Reserve	100,000,000
	686,925,729
Number of Shares Weighted (H)	30,499,990
Tangible Asset per Share(I=G/H)	22.52

25 June 2011
Dated, Dhaka

Sd/-
SAHA MAZUMDER & CO.
Chartered Accountants

Ownership of the Company's securities
Shareholding Position of the Directors

Name	Address	Shareholding Status	No. of Shares	Shareholdings (BDT)
Sk. Md. Rafiqul Islam	La Casita Apt. No. F/5, House No. 35, Road No. 12/A, Dhanmondi R/A, Dhaka	Chairman	5,434,650	54,346,500
Engr. Fauzul Akbar	Apt. No. AW2, House No. 17, Road No. 5, Dhanmondi R/A, Dhaka	Managing Director & Director	5,762,140	57,621,400
Mohammed Taifur Hossain	Apt. No. AW2, House No. 17, Road No. 5, Dhanmondi R/A, Dhaka	Additional Managing Director & Director	2,500	25,000
Rezina Akbar	Apt. No. AW2, House No. 17, Road No. 5, Dhanmondi R/A, Dhaka	Director	2,500	25,000
Shamim Ara Islam	La Casita Apt. No. F/5, House No. 35, Road No. 12/A, Dhanmondi R/A, Dhaka	Director	2,500	25,000

Securities owned by the officers

Name	Address	Shareholding Status	No. of Shares	Shareholdings (BDT)	% of Shareholdings
Engr. Fauzul Akbar	Apt. No. AW2, House No. 17, Road No. 5, Dhanmondi R/A, Dhaka	Managing Director & Director	5,762,140	57,621,400	18.892%
Mohammed Taifur Hossain	Apt. No. AW2, House No. 17, Road No. 5, Dhanmondi R/A, Dhaka	Additional Managing Director & Director	2,500	25,000	0.008%
Engr. Md. Wahedur Rahman	H-1, R-11, Nishindara Upasahar, Bogra	Senior Vice President	37,500	375,000	0.123%
Engr. Md. Nur Alam	GBB Power Ltd., Puran Bogra, BPDB Compound, Bogra.	Plant In-Charge	20,600	206,000	0.068%

Md. Abdul Wahab	Vill-Kalal, P-Kall, Thana-Kalal, Dist- Joypurhat	Manager & Head of Operation	12,500	125,000	0.041%
Engr. S.M. Alamgir Kabir	Vill-Chandopara, P.O. Shabgram, PS-Bogra Sadar, Bogra.	Manager & Head of Electrical	5,500	55,000	0.018%
Md. Akik Ahmed Chowdhury	44/K/1, Haji Abdul Hal Road, Zibatola, Dhaka-1210	Senior Manager & Head of Machine Maintenance	42,550	425,500	0.140%
Syed F. Karim	GBBPL, Momtaz Plaza, H-7, R-4, Dhanmondi, Dhaka	Manager & Head of Admin. & Commercial	900	9,000	0.003%
All other GBB Employees	GBBPL, Momtaz Plaza, 4 th Floor, House No. 7, Road No. 4, Dhanmondi R/A, Dhaka	-	48,295	482,950	0.158%

Shareholder shareholding 5% or more

Name	Shareholding Status	No. of Shares	Shareholdings (Tk.)	Percentage of Ownership
GBB Limited	Shareholder	14,581,590	145,815,900	47.81%
Engr. Fauzul Akbar	Managing Director & Director	5,762,140	57,621,400	18.89%
Sk. Md. Rafiqul Islam	Chairman	5,434,650	54,346,500	17.82%

SECTION IX

FEATURES OF IPO

Determination of Offering Price

The common postulation is that market, despite its regular price variations, provides better value judgment of a security over a reasonable time period. Additionally, market provides approximately a consensus value of securities in perspective of their respective risk and growth potentials. Another common postulation is that non-speculative investors may not be inclined to pay more for an asset than its underlying value. However, the perception of worth would vary among the investors, depending on present circumstances and also future expectations, as well as their objective for the particular acquisition, we have taken a general approach of valuation, from general investor's viewpoint in determining the acceptable price of the share.

(i) Valuation based on NAV per share

As per audited accounts net asset value per share of the company as on December 31, 2010 is BDT 22.52. The calculation of NAV is as follows

Particulars	As on December 31, 2010
Shareholder Equity	
Ordinary Share Capital	304,999,900
Share Premium	270,000,000
Share Money Deposit	4,594,819
Retained Earnings	7,331,210
Capital Redemption Reserve	100,000,000
	686,925,729
Number of Shares Weighted	30,499,990
NAV per Share	22.52

(ii) Valuation based on EPS Calculated on the basis of weighted average net profit after tax (NPAT)

We have calculated weighted EPS by multiplying corresponding year's EPS by Market P/E multiple as of July, 2011 to derive at the earning based value per share of the company. In order to derive the valuation of the company based upon the full year operation and financial performance of the company, we have only taken into consideration the last two years EPS of the company for our valuation purpose.

Year	NPAT (BDT)	No. of Ordinary Shares	EPS (BDT) (D)	Assigned Weight for each year based on NPAT (E)	Weighted EPS (BDT) (F=D*E)
2009 (A)	24,318,278	25,999,990	0.94	24.36%	0.229
2010 (B)	75,500,300	26,715,058	2.83	75.64%	2.141
Total NPAT during the period 2009-2010 (BDT) (C=A+B)	99,818,578				
Weighted EPS during the period 2009-2010 (BDT)					2.370
Valuation based on PE of Market PE = 17.53 as of July, 2011 (Source: DSE)					41.55

Determination of Fair Price of GBB Power Share

The offer price of GBB Power is derived under the methodologies delineated under SEC (Public Issue) Rules, 2006. Valuations derived under different methodologies are as follows:

Particulars	Fair Value (BDT)
Valuation based on NAV per share	22.52
Valuation based on EPS Calculated on the basis of weighted average net profit after tax (NPAT)	41.55

Finally, based on the above-mentioned valuation methodologies, GBB Power Limited in association with IDLC Investments Limited, the Issue Manager, propose an issue price of the share of GBB Power at **BDT 40** including a premium of BDT 30 per share.

The company has raised paid-up capital by issuing 4,500,000 ordinary shares of Tk. 10 each on November 4, 2010 at an issue price of BDT 70 each including a premium of BDT 60 each. So the premium charged in the IPO did not exceed the amount of premium charged on shares issued within immediately preceding one year.

Market for the securities being offered

The issuer shall apply to all the Stock Exchanges in Bangladesh within seven (7) working days from the date of consent accorded by the Commission to issue prospectus.

The issuer will apply at:

Dhaka Stock Exchange Limited.

9/E, Motijheel Commercial Area, Dhaka 1000

and

Chittagong Stock Exchange Limited

CSE Building, 1080, Sheikh Mujib Road, Chittagong 4100

Declaration about listing of Shares with Stock Exchange(s)

None of the Stock Exchange(s), if for any reason, grants listing within seventy five (75) 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 fifteen days from the date of refusal for listing by the Stock Exchanges, or from the date of expiry of the said seventy five (75) days, as the case may be.

In case of non-refund of the subscription money within the aforesaid fifteen (15) days, the company's directors, 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) per month 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 submit compliance report, thereon, to the Commission within seven (7)

days of expiry of the aforesaid fifteen (15) days time period allowed for refund of the subscription money.

Description of Securities outstanding or being offered

Dividend, Voting, Preemption Rights

The share capital of the company is divided into ordinary shares and is eligible to receive dividend in terms of the relevant provisions of the Companies Act, 1994 and the Articles of Association of the company. All Shareholders shall have the usual voting right in person or by proxy or power of attorney in connection with, among others, selection of Directors and Auditors and other usual General Meeting whether ordinary or extraordinary. On a show of hands, every shareholder present 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/her.

In case of any additional issue of shares for raising further capital, the existing shareholders shall be entitled in terms of the guidelines issued by SEC time to time.

Conversion and Liquidation Rights

If the Company at any time issues convertible preferences shares or debentures with the consent of SEC or/and other regulatory authority, such holders of securities shall be entitled to convert such securities into ordinary shares if it is so determined by the Company.

In terms of the provisions of the Companies Act, 1994, Articles of Association of the Company and other relevant rules in force, the shares of the company are freely transferable. The company shall not charge any fee for registering transfer of shares. No transfer shall be made to firms, minors or persons of unsound mind.

Dividend Policy

1. The profit of the company, subject to any special right relating thereto created or authorized to be created by the Memorandum of Association and subject to the provision of the Articles of Association, shall be divisible among the members in proportion to the paid up capital on the shares held by them respectively.
2. The Company in General Meeting may declare dividend to be paid to the members according to their rights and interests in the profits and may fix the time of payment. But no larger dividend shall be declared than is recommended by the Directors, but the Company at 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.
3. 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.
4. 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.
5. A transfer of shares shall not pass the right to any dividend declared thereon before the registration of transfer.

6. There is no limitation on payment of dividends to common stockholders.

Other Rights of the Shareholders

In terms of provisions of the Companies Act 1994, Articles of Association of the Company and other relevant rules in force, the shares of the Company are transferable. The Company shall not charge any fee, other than Government duties for registering transfer of shares. No transfer shall be made to a minor or person of unsound mind.

The shareholders shall have the right to receive all periodical reports and statements, audited as well as un-audited, published by the company from time to time.

The Directors shall present the financial statements as required under the law and Bangladesh Accounting Standards (BAS). Financial Statements will be prepared in accordance with the Bangladesh Accounting Standards, consistently applied throughout the subsequent periods and present with the objective of providing maximum disclosure as per law and Bangladesh Accounting Standard to the shareholders regarding the financial and operational position of the Company.

In case of any declaration of stock dividend by issue of bonus shares, all shareholders shall be entitled to it, in proportion to their shareholdings, on the date of book closure for the purpose.

The shareholder holding not less than 10% of the issued/fully paid up capital of the company shall have the right to requisition Extra-Ordinary General Meeting of the company as provided under Section 84 of the Companies Act, 1994.

Debt Securities

Declaration by the issuer about the Debenture Issue

The company has not issued any debt securities and has no further plan as such within next six months. However, the company has issued redeemable preference shares for an amount of BDT 100 million at fixed dividend of 15% per annum. The details of which is as follows:

Name of Subscriber	Amount of Subscription (Tk.)	Amount Paid (Tk.)	Amount Due (Tk.)
Investment Corporation of Bangladesh	100,000,000	100,000,000	Nil

GBB Power Limited vide its letter dated 14.10.2010 has made the total principal and dividend payment to ICB, and ICB has provided a "No Due Certificate" in this regard vide their letter dated 14.11.2010

For issuer,

Sd/-

Engr. Fauzul Akbar

Managing Director & Director

GBB Power Limited

SECTION X

PLAN OF DISTRIBUTION

Underwriting of Shares

Initial Public Offering (IPO) for **20,500,000** Ordinary Shares of **Tk. 10** each at an issue price of **Tk. 40** per share (including a premium of **Tk. 30** each) worth **Tk. 820,000,000** (Taka Eight Hundred Twenty Million Only). As per SEC's guideline, 50% of the said amount, i.e. **10,250,000** ordinary shares of **Tk. 40** each amounting to **Tk. 410,000,000** (Taka Four Hundred Ten Million Only) has been underwritten by the following institutions:

Name of Underwriters	Number of Shares Underwritten	Amount (BDT)
Green Delta Insurance Company Limited	1,107,000	44,280,000
EC Securities Limited	738,000	29,520,000
ICB Capital Management	738,000	29,520,000
IDLC Investments Limited	2,132,000	85,280,000
IIDFC Capital Limited	738,000	29,520,000
Janata Capital & Investment Limited	738,000	29,520,000
LankaBangla Finance Limited	738,000	29,520,000
Pragati Life Insurance Company Limited	1,107,000	44,280,000
Prime Bank Investment Limited	738,000	29,520,000
Prime Finance Capital Management Limited	738,000	29,520,000
Trust Bank Investment Limited	738,000	29,520,000
Total	10,250,000	410,000,000

Principal terms and conditions of Underwriting Agreement

1. If and to the extent that the shares offered to the public by a Prospectus authorized hereunder shall not have been subscribed and paid for in cash in full by the closing date, the Company shall within 10 (Ten) days of the closure of subscription call upon the underwriter in writing with a copy of said writing to the Securities and Exchange Commission, to subscribe for the shares not subscribed by the closing date and to pay for in cash in full for such unsubscribed shares in cash in full within 15 (Fifteen) days of the date of said notice and the said amount shall have to be credited into shares subscription account within the said period.

2. 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 the Agreement, until such time as the Cheque/Bank Draft has been en-cashed and the Company's account has been credited.

3. 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.

4. In case of failure by any underwriter to pay for the shares within the stipulated time, the Company/Issuer will be under no obligation to pay any underwriting commission under the Agreement.

5. In case of failure by the Company to call upon the underwriter for the aforementioned purpose within the stipulated time, the Company and its Directors shall individually and collectively be held responsible for the consequence and/or penalties as determined by the Securities and Exchange Commission under the law may be imposed on them.

Commission for the underwriters

The company shall pay to the underwriter an underwriting commission at the rate of 0.50% of 50% of the IPO amount (i.e. Tk. 410,000,000) of the issue value of share underwritten by them out of the Public Issue.

Relationship of officers or directors of the underwriter(s) with the member of Board of the company

No Officer or Director of the Underwriter(s) is presently engaged as the Director of the company.

SECTION XI
ALLOTMENT, SUBSCRIPTION AND MARKET
Lock-in Provision

All issued shares of the issuer at the time of according consent to public offering shall be subject to a lock-in period of three years from the date of issuance of prospectus or commercial operation, whichever comes later.

Provided that the person, other than directors and those who hold 5% or more, who have subscribed to the shares of the company within immediately preceding two years of according consent, shall be subject to a lock-in period of one year from the date of issuance of prospectus or commercial operation, whichever comes later.

Name of Shareholder	Status	No. of Shares	Percentage of Ownership	Lock In Period from the date of Prospectus Issuance
GBB Limited	Shareholder	14,581,590	47.81%	3 Years
Engr. Feuzul Akbar	Managing Director & Director	5,782,140	18.89%	3 Years
Morziana Hasan	Shareholder	209,110	0.69%	3 Years
Sk. Md. Rafiqul Islam	Chairman	5,434,850	17.82%	3 Years
Rafsana Rafique	Shareholder	2,500	0.01%	3 Years
Razina Akbar	Director	2,500	0.01%	3 Years
Rintia Rafique	Shareholder	2,500	0.01%	3 Years
Shamim Ara Islam	Director	2,500	0.01%	3 Years
Mohammed Taifur Hossain	Additional Managing Director & Director	2,500	0.01%	3 Years
Employees, Individual and Institutional Investors*	-	4,500,000	14.75%	1 Year
Total		30,499,990	100%	

* SEC has given consent vide letter No. SEC/CPLC-151/2008/317 dated September 30, 2010 to raise paid-up capital by issuing 4,500,000 Ordinary shares of Tk. 10 each. The shares were issued at an issue price of BDT 70 each including a premium of BDT 60 each. The shares were allotted on November 4, 2010. Detailed list of these shareholders are as follows:

Sl No.	Name of Shareholder	Address	No. of Shares
1	Muhammad Jahangir Hussain & Rashida Akhtar Begum	H-19, R-6, Sec-1, Uttara, Dhaka	15,000.00
2	Selima Azhar	H-28/B, R-3, Banani DOHS, Dhaka	30,000.00
3	Abu Obaida Md. Azhar	H-28/B, R-3, Banani DOHS, Dhaka	30,000.00

Sl No.	Name of Shareholder	Address	No. of Shares
4	AKM Rafiqul Islam & Lutfu Islam	H-75, R-51, Gulshan, Dhaka	15,715.00
5	AKM Rafiqul Islam	H-75, R-51, Gulshan, Dhaka	20,000.00
6	Golden Son Ltd	Suite-808, Palton Tower (8th Floor), 87, Purana Palton lane, Dhaka 1000.	25,000.00
7	IDLC -Portfolio A/c	36, Dilkusha C/A, Dhaka 1000	536,800.00
8	IDLC Finance Limited	36, Dilkusha C/A, Dhaka 1000	285,800.00
9	Md Omar Faruque	Apt-AW2, H-17, R-5, Dhanmondi R/A, Dhaka-1205	75,000.00
10	Numan Ahmed Khan	13/14, Babar Rd (2nd Fl), Block-B, Mdpur, Dhaka 1207.	68,000.00
11	Ladly Ayesha Khan	H-26 (3rd Fl), R-7, Sector-4, Uttara, Dhaka.	10,000.00
12	Salih Ahmed & Lucky Khan	H-35, R-12A, F-F-3, Dhanmondi R/A, Dhaka	5,000.00
13	Dr. Shafiq Ahmed Siddique	H-13, R-7, Gulshan, Dhaka	2,500.00
14	Md Helal Uddin	H-35, R-12A, FI-A-3, Dhanmondi R/A,	2,500.00
15	Md Iqbal Hussain	Apt-A1E, H-75, Rd-8A, Dhanmondi R/A, Dhaka.	2,500.00
16	M Khalilullah Khan	17/B, Monipurpara (4th Fl), Sengsad Avenue, Dhaka 1215.	1,250.00
17	A B M Osman Ghani	H-64, R-21, Rupnagar R/A, Pallabi, Dhaka 1216	1,250.00
18	Suraiya Siddiqui	H-21, FI-1A1, Road-5, Dhanmondi, Dhaka	1,500.00
19	Mujibur Rahman	Apt-503, House-10, R-118, Gulshan, Dhaka 1212.	22,500.00
20	M A Arif Sarker & Masuma Begum	10/4, Iqbal Road, Flat-4-C. Mdpur, Dhaka 1207.	45,000.00
21	M A Arif Sarker	10/4, Iqbal Road, Flat-4-C. Mdpur, Dhaka 1207.	40,000.00
22	Shamem Ahmed	H-236, R-4, Mohammedia Housing Society Ltd., Mdpur, Dhaka	7,000.00
23	Md Rafiqul Islam	VII-West Sharora, P.O: Sharora, Thana-Gournadi, Dist-Barishal	10,000.00
24	AKM Monirul Karim	H-17, R-3, BI-H, Banasree, Rampura, Dhaka.	20,000.00
25	Md Wahedur Rahman	H-1, R-11, Nishindara Upesahar, Bogra	37,500.00
26	Sayeda Ahmed	PBL, Tower, (11th Fl), 17, Kamal Ataturk Ave, Gulshan-2, Dhaka 1212.	10,000.00
27	Md Abdul Wahed	VII-Sree Potipur, P.O Mahimaganj, PS: Gabindaganj, Dist-Gaibandha	2,500.00
28	Md Nur Alam	GBB Power Ltd., Pura Bogra, BPDB Compound, Bogra.	20,600.00
29	Md Al-Amin	VII-Joganathpur, P.O: Kharna, P.S.: Shejanpur, Dist-Bogra.	6,250.00
30	Sayeda Salam	"Bay's Galleria" (4th Fl), 57, Gulshan Ave., Gulshan, Dhaka 1212.	6,000.00
31	Hiralal Sarker	VII-Chakkatali, P.O-Gabatali, P.S.: Gabatali., Bogra.	1,250.00
32	Md Ahasan Habib	VII-Kala hata, P.O.-Kolskopa, UZ-Gabatali, Bogra.	3,750.00
33	Md Abdul Wahab	VII-Kalai, P-Kali, Thana-Kalai, Dist-Joypurhat	12,500.00
34	Mohammad Shaifulah Khalid	Fl-701, Bldg-19, Japan Garden City, Ring Rd, Mdpur, Dhaka 1207	2,000.00
35	Md Asaduzzaman	VIII-kishamot Sherpur, P.O: Belgary, P.S. Gongachara, Dist-Rangpur	9,375.00
36	M A Sayeem	FI-A2, H-07, R-10, Dhanmondi, Dhaka-1205	8,000.00
37	Md Abiduzzaman	904/B, Eastern Tower, New Eskaton Rd, Dhaka.	6,000.00
38	Md Wahid-Uz-Zaman	Perfect Real Estate, H-9/A, R-53, Gulshan-2, Dhaka.	7,000.00
39	Maher-E-Azam	112/E, West Dhanmondi, Chowdhury Villa (1st Floor), R-15 (Old), 8/A (New), Dhanmondi, Dhaka	10,000.00
40	Noab Talukder	H-15, R-15, Dhanmondi R/A, Dhaka	10,000.00

Sl No.	Name of Shareholder	Address	No. of Shares
41	Lutfar Rahman Khan	5/1, Chowdhury Para, Rampura DIT Rd, Dhaka 1219.	7,000.00
42	Mahabubur Rahman Khan	H-42, R-7, Bl-C, Banasree, Rampura, Dhaka 1219	7,000.00
43	Md. Wahid Sadik Sarker	10/4, Iqbal Rd, Fl-4-C, Mdpur, Dhaka.-1207	25,000.00
44	Mohammad Mahtab Uddin	H-412/2, East Goran, 2nd Fl. Dhaka 1219	1,250.00
45	Fazlur Rahman	H-227/3A, R-10A, West Dhanmondi, Dhaka 1209	25,000.00
46	Md Shujaur Rahman	2, Holy Lane, Shamoli, Dhaka	6,250.00
47	Sajid Ahmad Khan	H-2, Holy Lane, Shamoli, Dhaka 1207	4,000.00
48	Ryan Ahmed	Apt-3C, H-12, R-95, Gulshan-2, Dhaka 1212.	3,600.00
49	Akbar Hossain Monju	H-4, R-126, Gulshan-1, Dhaka 1212.	50,000.00
50	Enamul Haque Chowdhury	Jiban Bima Tower (11th Fl), 10, Dilkusha C/A, Dhaka.	70,000.00
51	A K M Nazmul Haider	"Dominno-Ventoso" Fl-C-3, 71B, Siddeshwari, Dhaka 1217.	2,000.00
52	A K M Nurul Islam	D-5, Palton Tower, 65, Purana palton Line, Dhaka.	6,500.00
53	Zia Uddin Ahmed	41/19, Chand Housing, R-2, Bl-C, Mdpur, Dhaka 1207	10,000.00
54	Dr. Anwar Hassan Noor	H-27, Fl-A5, R-16, Sector-3, Uttara, Dhaka 1230.	12,000.00
55	Habibur Rahman Khan	Fl-G-5, DOM-INNO PINTURA, 83, Central Rd, Dhanmodi, Dhaka 1205	7,000.00
56	Md. Shafiqul Islam	10/4, Iqbal Road, Fl-6-C, Mdpur, Dhaka 1207.	7,000.00
57	Mohammed Nasiruddin	S/o. Md. Nurul Islam, H-232, R-13, Block-C, Bashundhara R/A, Dhaka.	50,000.00
58	Abul Kalam Mohammad Jasimuddin	H-342/ F-1, South Palikpara, Mirpur, Dhaka 1216	6,200.00
59	Mrs. Nupur Ahmed	PBL Tower (11th Fl), 17, Kemal Ataturk Ave, Gulshan-2, Dhaka 1212.	6,000.00
60	Mahbub Uddin Ahmed	PBL Tower (11th Fl), 17, Kemal Ataturk Ave, Gulshan-2, Dhaka 1212.	6,000.00
61	Md. Fakhrul Islam	3, Inner Circular, Rd, Fakirapool, Motijheel, Dhaka	50,000.00
62	A N M Jahangir	Jaleswartola Romena Afaz Rod, Bogra.	20,000.00
63	Akik Ahmed Chowdhury	44/K/1, Haji Abdul Hal Road, Zigatola, Dhaka-1210	42,550.00
64	S M Alomgir Kabir	VII-Chandopara, P.O. Shabgram, PS-Bogra Sader, Bogra.	5,500.00
65	Major Khalil Bin Wahid (Retd)	Md. Abdul Wahid, H-27, R-11, Bl-F, Banani, Dhaka 1213.	10,000.00
66	F H M Shamsuzzaman Shaams	Apt-A1, H-13, Rd-8, Sect-6, Uttara, Dhaka 1230.	10,000.00
67	Jashimuddin Khan	C/o, Selina Begum, H-47, R-02, Sec#4, Uttara, Dhaka	25,000.00
68	13 BMA Long Course Welfare Society	H-27, R-11, Block-F, Banani, Dhaka 1213.	25,000.00
69	Md Jahurul Islam	VII-Shakoa, P.O-Dholvanga, Thana-Potas Bar, Dist-Gaibandha-5700.	500.00
70	Md. Morshed Hassan	GBB Power Ltd., PDB Compound, Puran Bogra, Bogra.	270.00
71	Mosfaqur Rashid	SR-2B, Suramma Apt. Radlight Complex, Kamargari, Bogra.	2,500.00
72	Lt. CDR Rashed Iqbal (Retd)	105, SR Tower, Level-7, Uttara, Sect-7, Dhaka 1230.	10,000.00
73	Md Baki Billal	GBBPL, Montaz Plaza, h-7, R-4, Dhanmondi R/A, Dhaka	200.00
74	Syed F Karim	GBBPL, Montaz Plaza, H-7, R-4, Dhanmondi, Dhaka	900.00
75	Md. Mohiuddin	H-12, R-2A, Pallabi, Mirpur, Dhaka-1216	10,000.00
76	M. M. Zakaria Shahejahan	H-13, R-5, Boshoff Property Ltd. Borobag, Mirpur-2, Dhaka.	10,000.00

Sl No.	Name of Shareholder	Address	No. of Shares
77	Mohammad Arshad & Md Idris	Fl-5C, H-56, R-7A, Dhanmondi, Dhaka.	10,000.00
78	Md. Jahangir Alam	Vill-Satra, P.O.Chanka, P.S. Sherpur, Dist-Bogra.	12,500.00
79	R Y Shamsher	Southern Wood, Fl-B-2, Rd-14 (New), H-6, Dhanmondi R/A, Dhaka.	90,000.00
80	Badrunnessa Akhter	H-23, R-6/A, Section-5, Uttara, Dhaka 1230	1,250.00
81	Mohammad Hasan Imam	91, South kamarpura, Uttara, Dhaka.	2,500.00
82	A K M Wazir Ali Sikder	H-23, R-6/A, Sector-5, Uttara, Dhaka 1230	2,500.00
83	Masuma Begum	10/4, Iqbal Rd, Fl-4-C, Mdpur, Dhaka 1207	5,000.00
84	Md Shafikul Islam	10/4, Iqbal Rd, Fl-4-C, Mdpur, Dhaka.-1207	5,000.00
85	Arastoo Khan	H-21/B, Apt-B-4, R-8, Gulshan-, Dhaka 1212.	7,000.00
86	Dr. Humaira Islam	H-21/B, Apt-B-4, R-8, Gulshan-1, Dhaka 1212.	8,000.00
87	Nadira Sultana	Fl-5C, H-46, R-10A, Dhanmondi, Dhaka.-1209	30,000.00
88	I C B Unit Fund	8, DIT Avenue, BDBL Bldg. Motijheel C/A, Dhaka 1000	40,000.00
89	I C B	8, DIT Avenue, BDBL Bldg. Motijheel C/A, Dhaka 1000	60,000.00
90	Abul Masud Chowdhury	BSM Centre (3rd Fl), 1191122 Amir Market, Khatungonj, Ctg.	300,000.00
91	Md Amzad Hossain	GBBPL, Montaz Plaza, H-7, R-4, Dhanmondi, Dhaka.-1205	3,000.00
92	K.M.S.A. Kaiser	50, Gausul Azam Ave, Sect-13, Uttara, Dhaka 1230.	2,500.00
93	Mahbub Al- Amin	69/O, Western Pantha Nivash, Flat-2B, Panth Path, Dhaka.	10,000.00
94	Syed Golam Wadud	Sharp Securities Ltd., North Tower (8th Fl), Sect-7, Uttara, Dhaka 1230.	200,000.00
95	Md Sajidur Rahman	House CGC-3, Rd-104, Gulshan-2, Dhaka.	25,000.00
96	Tanvir Shovan Haider Chowdhury	Rose Villa, Apt # 402, H-14, R-6, Gulshan, Dhaka 1212.	25,000.00
97	Borhan Uddin	Northern University, 93, Kawran Bazar, Dhaka.	1,400.00
98	Mansura Parvin	75H Indira Rd(2nd Fl) Farmegate, Dhaka.	7,600.00
99	Mrs. Monowara Sultana & Md Shahid Ullamia	B7/E3, Officer Quarter, AGB Colony, Motijheel, Dhaka 1000.	10,000.00
100	Mir Hoshrate Rahman	Fl-2B1, Suvastu Tajvilla, 7-3, Segunbagicha, Dhaka 1000	3,500.00
101	Alia Zaman	R-17, H-100, Fl-A-3, Sect-14, Uttara, Dhaka 1230.	1,500.00
102	Farhana Chowdhury	H-34, R-1231, Gulshan, Dhaka.	38,500.00
103	Fargana Akhter	H-34, R-123, Gulsha-1, Dhaka	100,000.00
104	Mohammed Yusuf	Saikat Enterprise, 20, Link Road Baponon area Banglamotor, Dhaka.	60,000.00
105	Mizanur Rahman	Ananta Garments Ltd., Nischintapur, DEPZ Road, Zirabo, Ashulia, Savar, Dhaka.	10,000.00
106	Sayema Sabrina Bipa	DSFM Securities Ltd., 161, Rahman Mansion (1st Fl), Motijheel C/A, Dhaka 1000.	10,000.00
107	Ghulam Mohiuddin-	H-1, R-80, Gulshan-2, Dhaka 1212.	50,000.00
108	Akram Ahmed	346/1, West Rampura, Palashbug Road, Dhaka 1219.	1,200.00
109	Md Shafiul Azam	16/23, Tajmahal Road, Block-C, 4th Fl, Mdpur, Dhaka 1207.	6,250.00
110	M A Wadud	H-74, Silicon Garden, Apt-3E, R-11A, Dhanmondi R/A, Dhaka	31,250.00
111	Rezwanul Huda	H-11, R-27, Sect-7, Uttara Model Town, Dhaka 1230.	7,750.00
112	Beauty Sikder	Flat-301, Building-06, Manik Mia avenue, Dhaka	10,000.00

Sl No.	Name of Shareholder	Address	No. of Shares
113	Mohammad Mashkur Rahman	Accounts Officer, Room-123(KA), Registrar Bldg. Dhaka University, Dhaka 1000.	3,000.00
114	Muhammad Shamsul Arefeen	H-222, R-15, New DOHS, Mohakhali, Dhaka.	6,250.00
115	Mohd. Selim Miah	A-8, Oriental Logocabin, 32 Mirpur Road, New Market, Dhaka 1205.	10,500.00
116	Nayma Meherin	H-79, Rd-12/A, Dhanmondi R/A, Dhaka-1209.	15,000.00
117	Nasir Uddin Ahmed	House-38/B, Road-103, Gulshan, Dhaka 1212.	2,000.00
118	Md Abdul Mannan	Green Delta Financial Services Ltd., Hadi Mansion (6th Floor), 2, Dilkusha C/A, Dhaka.	1,500.00
119	Apurba Enterprise	H-32, R-1, Kushumbagh, P.S. Bashaboo, P.S. Sabujbagh, Dhaka 1214.	50,000.00
120	Lutfu Jehan	80, Standard Collection, L-01, B-A, Bashundhara City Shopping Mall, Panthapath, Dhaka	3,000.00
121	Akbar Hossain	14/24, Shahjahan Road, Mdpur, Dhaka 1207.	7,000.00
122	Green Delta Financial Service Ltd	Hadi Mansion (6th Floor), 2, Dilkusha C/A, Dhaka 1000	15,000.00
123	A H M Nazmul Hasan	Flt-501, Sylcon Villa, 8/1, Shegunbagicha, Dhaka 1000.	50,000.00
124	Hafiz Imroz Mahmud	F-A1, H-28, Rd-10B, Block-H, Banani, Dhaka.	3,000.00
125	Sheikh Mohammad Maroof	H-258, R-1, Bi-B, Basundhara R/A, Dhaka 1229.	1,500.00
126	Aqueed Kader Chowdhury	53, Green Tower, Flt-10/A, Green Road, Dhanmondi, Dhaka.	2,000.00
127	Major Md. Rabiul Alam(Rtd)	Apt-2B, H-73/C, Central Road, Dhanmondi, Dhaka 1205.	65,000.00
128	Umma Kulsum	B-3/2/6, Khilgaon R/A, Dhaka.	2,000.00
129	Md Liaquat Ali	147, Motijheel C/A, (1st Floor), Dhaka 1000.	20,000.00
130	Zahrul Syed Bakht	H-82, R-2, Block-A, Bashundhara R/A, Dhaka.	3,000.00
131	Dr. Sherin Akhter	Apt-3B, H-3, R-1, Sector-11, Uttara, Dhaka 1230.	3,500.00
132	Md Aman Ullah	H-15, Rd-1, Block-A, 4th Fl, Niketon, Gulshan-1, Dhaka	20,000.00
133	International Securities Co. Ltd.	1 No. Ali Bironi, Laldighirpar, Sylhet	20,000.00
134	Md Jafor Kibria Shujon	M/s. Mamun Enterprise, Subid Bazar, Sylhet.-3100	10,000.00
135	Sheikh Mortuza Ahmed	Oriental Palace, Flt-B/3, H-85, R-12/A, Dhanmondi R/A, Dhaka.	15,000.00
136	Alliance Financial Services Ltd	Rahman Chamber (3rd Fl), 12-13, Motijheel C/A, Dhaka 1000.	10,000.00
137	Md Mosharraf Hossain & Rafia Akhter	"Imperial Ornate" Fl-B-4, 21/6, Khiljee Road, Block-B, Mdpur, Dhaka 1207.	2,000.00
138	Abu Sayed Mohammad Nayeem	H-154, Lane-4, Eastern Road, New DOHS, Mohakhali, Dhaka.	10,000.00
139	Shahana Azad	H-19, Rd-55, Gulshan-2, Dhaka.	10,000.00
140	Md. Rezaul Haque	9, Mitali Housing, South Kafrul, Dhaka 1220.	3,000.00
141	Md Rezaul Haque	House-18, Road-6, Block-J, Banasree, Rampura, Khilgaon, Dhaka 1219.	15,000.00
142	Md Nayeem Uddin	Island Securities Ltd., Nokshi Homes, (5th Floor), 6/1/A, Topkhana Road, Segun Bagicha, Dhaka.	5,000.00
143	Island Securities Ltd	Faruk Chamber (6th Fl), 1403, Sk. Mujib Road, Agrabad, Ctg.	5,000.00
144	Kazi Salfur Rahman	H-16, Flat-5B, Rd-16, Sector-4, Uttara Model Town, Dhaka 1230.	3,000.00
145	Taslima Begum	H-8, Rd-127, Gulshan, Dhaka.	20,000.00

Sl No.	Name of Shareholder	Address	No. of Shares
146	Abdullah Al Mahfuz & Farjana Yesmin	279, East Nakhal Para, Tejgaon, Dhaka.	7,000.00
147	Syed Durjoy Rahman Joy	H-10KA, Rd-10, Baridhara, Gulshan, Dhaka 1212.	62,500.00
148	Abul Bashar Chy	Abul Bashar Chy Bari, Bathua, Paliya, Ctg.-4370.	5,000.00
149	Mohd.Humayun Kabir	42/D, West Chowdhury Para, Khilgaon, Dhaka.	3,000.00
150	Md Shahadat Hossain Khan	Eastern Orchid, Flat-1/401, Circuit House Road, Dhaka.	10,000.00
151	Saida Parveen	56/Ka, South Mugda, Dhaka.	15,000.00
152	LankaBangla Securities Limited	AA Bhaban (Level-5), 23, Motijheel C/A, Dhaka 1000.	20,000.00
153	Md Atabullah	VII: Bhanua, P.O. B.O.F., Dist- Gazipur.	3,500.00
154	Chirkut	Fl-9/A-1, H-59/D/A (Darus Salam Apt), Bir Uttam AW Chowdhury Road, Darus Salam Mirpur, Dhaka 1216.	5,000.00
155	Tania Taher	C/o: Saika Capital Ltd., Manzur Bldg. (2nd Fl), 67, Agrabad C/A, Chittagong.	20,000.00
156	Md Mostaque Ali	H-6, Rd-80, Gulshan-2, Dhaka.	10,000.00
157	Prilink Securities Ltd	Room-702, Modhumita Cinema Bldg. 158,-160, Motijheel C/A, Dhaka.	15,000.00
158	Nazma Akther	B-40/F-1, Motijheel AGB Colony, Dhaka	3,000.00
159	SAR Securities Ltd	Swantax Bhaban ,9/I, Motijheel C/A, Dhaka	20,000.00
160	Rashid Investment Services Ltd	Suite:601, 5th Floor, DSE Bldg. 9 F, Motijheel C/A, Dhaka 1000	15,000.00
161	Jahangir Alam	H-44, Avenue-01, Block-4, Section-10, Mirpur, Dhaka.	7,000.00
162	Golam Mostafa Bhuiyan	C/o. Ibrahim Khalil, 122-124, Motijheel C/A, Dhaka.	20,000.00
163	Prime Bank Investment-MSD A/C	Peoples Insurance Bhaban (11th Fl), 36, Dikusha C/A, Dhaka.	15,000.00
164	Mohammad Saleh Ahmed	13C/1C, Babor Road, Mdpur, Dhaka 1207.	3,000.00
165	Md Tajul Islam	9/A, Madartek, Dhaka.	5,000.00
166	Md Khullur Rahman	2nd Fl., C-2, H-53/A, R-9/A, Dhanmondi R/A, Dhaka	2,000.00
167	Yeakub Ali Khandaker	Flat-M-6, House-22, Rd-4, Dhanmondi R/A, Dhaka.	11,000.00
168	Md Mashiur Rahman Jaahim	A/33, Mathanagar Project, Rampura, Dhaka.	10,000.00
169	Md Shariful Islam	6, Motijheel, 2nd Fl, Room-9, Dhaka-1000.	15,000.00
170	Mohabbuddin Ahmed	Apt-E5, Plot-78, Rd-18, Block-A, Banani R/A, Dhaka.	10,000.00
171	Syed Mahbub Alam	H-24, Rd-9, Sector-9, Uttara, Dhaka 1230.	20,000.00
172	Muhammad Nurul Afsar	WW Tower, 68, Motijheel C/A, Level-09, Dhaka-1000.	2,000.00
173	Farha Lazina	House-CEN(CD)3, Road-95, Gulshan-2, Dhaka-1212.	15,000.00
174	Dr. Yeasmin Hossain	97/5, Shantinagar, Dhaka 1217.	30,000.00
175	Pacific Jeans Ltd	Plot-14-19, Sector-5, EPZ, Ctg.	10,000.00
176	Md Rafiqul Anwer	Global Brand Pvt. Ltd., 5th Floor, 19/2, West Pantha Path Road, Dhanmondi, Dhaka 1205.	30,000.00
177	Q A F M Serajul Islam	Flat-602, Eastern Ramna View, 98/1, Bara Moghbazar, Dhaka.	10,000.00
178	Md Mustafa & Sultana Jahan	House-9, Road-33, Sheltech Symphony, Flt-2C, Gulshan-1, Dhaka.	15,000.00

Sl No.	Name of Shareholder	Address	No. of Shares
179	Abul Kasem Mohiuddin Al-Amin	GP House, Level-5, Bashundhara R/A,	6,250.00
180	Saida Dil Afroz	443/1, North Shahjahanpur, Dhaka.	2,000.00
181	Afsar Uz Zaman	86, Panchlalish R/A, Ctg.	75,000.00
182	Mohammad Yusuf Jamil	15/B-1, Mirbagh, Kaderiya Mansion (Level-2), Dhaka 1217.	5,000.00
183	Mohammad Zakir Hossain	535, West Nakhalpara, Tejgaon, Dhaka.	5,000.00
184	M A Rahim	BGMEA Complex (12th Fl), 23/1, Panthapath, Link Road, Kawran Bazar, Dhaka 1215.	15,000.00
185	Power Vantage Wear Ltd	234/8, Kafil Tower Kachukhate Road, Kafil, Dhaka Cantt. Dhaka 1206.	10,000.00
186	Chowdhury Asik Mahmud Bin Harun	NAM-6A3, Rd-2, Banani, Dhaka 1213.	27,000.00
187	Arifur Rahman	Apt-602, H-30, Rd-1, Banani, Dhaka 1213.	10,000.00
188	Md Ripon Sikder	26/9, Rajabari, Saver, Dhaka 1340.	8,000.00
189	Mohammed Khaledun Nabi	Puls Trading Far East Ltd., H-CWN(A), 35, R-43, Gulshan-2, Dhaka 1212.	5,000.00
190	Golam Mohammad	H-61 (3rd Floor), Rd-7/A, Dhanmondi R/A, Dhaka.	15,000.00
191	Mohammed Saiful Wadud	370/3, Ashkona, Uttara, Dhaka.	10,000.00
192	Nazmul Haque	Bagmara Shanarpar, Siddirgonj, Narayanganj.	5,000.00
193	Golam Faruq	Dominno Colorido, Flat-A-5, 344, Polasbag, West Rampura, Dhaka 1219.	5,000.00
194	Mokhlesur Rahman	VII-Bagmara, P.O.: Sanarpar, PS: Siddirgonj, Dist-Narayanganj.	5,000.00
195	Md Mustafizur Rahman	25/A, West Nakhalpara, Tejgaon, Dhaka 1215.	5,000.00
196	Malick Mahbub Al Hasnat	H-15 (3rd Floor), Rd-3BC, Mohanagar Project, Rampura, Dhaka.	5,000.00
197	A B M Mazharul Hoq Sikder	477/1, DIT Road, Malibagh (2nd Floor), Dhaka.	20,000.00
198	Abduzzaher	370/3, Ashkona, Uttara, Dhaka.	20,000.00
199	Mesbahul Islam	217/2, North Shahjahanpur, Dhaka.	15,000.00
200	Md Rezwan Selim	Suite B&C, Level-6, Concord I-K Tower, Plot-2, Block-CEN(A), North Avenue, Gulshan-2, Dhaka 1212.	12,500.00
201	Golam Kibria	319, Gulbagh, (3rd Floor), Malibagh, Dhaka.	5,000.00
202	Dr. Nazmun Ara	319, Gulbagh (3rd Floor), Malibagh, Dhaka.	5,000.00
203	Md. Shamsul Hassan	DMC-223/1/A, 3rd Floor, East Kafil, Dhaka Cantonment, Dhaka	8,000.00
204	Konika Afroz	DCC-223/1/A, 3rd Floor, East Kafil, Dhaka Cantonment, Dhaka	1,000.00
205	Md. Mostafa Kamal	DMC- 206/3/A 2nd Floor, South side, East Kafil, Dhaka Cantonment, Dhaka	1,000.00
206	Mainul Hossain	H-38, Rd-25, Block-A, Banani, Dhaka 1213.	10,000.00
207	Tofail Ahmed	House-38, Rd-25, Block-A, Banani, Dhaka 1213.	20,000.00
208	Taslima Ahmed Zaman	Plot-13, Apt-104, Rd-51, Gulshan-2, Dhaka 1212.	10,000.00
209	Mr. K M Hyder Ali	GBBPL, H-7, R-4, Dhanmondi R/A, Dhaka 1205.	1,000.00
210	Md Sarwar Jahan Chowdhury	6/4, Block-F, Flat-4/C, Lalmatia, Dhaka 1207.	1,000.00
211	Mohammed Arif Hossain	H-53, Rd-15/A, Dhanmondi R/A, Dhaka 1209.	15,000.00

Sl No.	Name of Shareholder	Address	No. of Shares
212	Anwara Ahmed	H-38, Rd-25, Block-A, Banani, Dhaka 1213	10,000.00
213	Mrs. Pritilata Barua	76, Hemsan Lane (4th Fl), South Side of Askardighi, Kotoail, Ctg.4000.	15,000.00
214	ISPI Securities Ltd	Ispahani Building, Sk. Mujib Road, Agrabad, Ctg.	20,000.00
215	Bijan Chakraborty	North -West Securities Ltd., Jiban Bima Bhaban, 56 Agrabad, Chittagong.	10,000.00
216	Mohammed Akther Parvez Chowdhury	PHP Stocks & Securites Ltd., PHP House, 31, Agrabad C/A, Chittagong-4100	15,000.00
217	Ms Sharmin Nahar	Villa De Este, Apt-DM, 7, Mymenshingh Road, Bangla Motor, Dhaka-1000	3,437.00
218	Dr. Mustafizur Rahman	28, Jalan kelabu Asap, Chip Bee Garden, Singapore-278221	61,303.00
Total			4,500,000.00

Refund of subscription money

As per SEC Notification Dated February 9, 2010, the issuer shall refund application money to the unsuccessful applicant of the public offer by any of the following manner based on the option given by the applicant in the application form:-

- Through banking channel for onward deposit of the refund money into the applicant's bank account as provided in the respective application form for subscription; or
- Through issuance of refund warrant in the name and address of the applicant as provided in the respective application form for subscription;

Provided that, in case of deposit into the applicant's bank account, the applicant will bear the applicable service charge, if any, of the applicant's banker, and the issuer shall simultaneously issue a letter of intimation to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.

Subscription by and refund to Non Resident Bangladeshis (NRB)

1. A Non-Resident Bangladeshi shall apply either directly by enclosing a foreign demand draft drawn on a bank payable at Dhaka, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in Taka, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking "Account Payee only".
2. The value of securities applied for by such person may be paid in Taka or US dollar or UK pound sterling or EURO at the rate of exchange mentioned in the securities application form.
3. Refund against oversubscription shall be made in the currency in which the value of securities was paid for by the applicant through Account Payee bank cheque payable at Dhaka with bank account number, Bank's name and Branch as indicated in the securities application form. If the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the Bankers to the Issue and other banks as mentioned below, refund amount of those applicants will be directly credited into the respective bank accounts as mentioned in their IPO Application Forms.

Availability of securities

1. Securities

Securities	Number of Shares	Total amount (BDT)
10% of public offer, i.e. 30,000 Shares shall be reserved for Non Resident Bangladeshis [A]	2,050,000	20,500,000
10% of public offer of Shares shall be reserved for Mutual funds and Collective investment schemes registered with the Commission [B]	2,050,000	20,500,000
80% of public offer of Shares shall be opened for subscription by the General Public. [C]	16,400,000	164,000,000
Total (A+B+C)	20,500,000	205,000,000

- All as stated in 1 (A), 1(B) and 1(C) shall be offered for subscription and subsequent allotment by the Issuer, subject to any restriction, which may be imposed, from time to time, by the Securities and Exchange Commission.
- In case of over-subscription, under any of the categories mentioned in the clause 1(A), 1(B) and 1(C), the Issue Manager shall conduct an open lottery of all the applications received under each category separately in accordance with the letter of consent issued by the Securities and Exchange Commission.
- In case of under-subscription, under any of the 10% category as mentioned in clause 1(A) and 1(B), the unsubscribed portion shall be added to the general public category, and, if after such addition there is over-subscription in the general public category the Issuer and the Issue manager shall jointly conduct an open lottery of all the applicants added together.
- In case of under-subscription of the public offering, the unsubscribed portion of shares shall be taken up by the underwriter(s).
- The lottery as stated in clause (3) and (4) should be conducted in the presence of the representatives of Issuer, Stock Exchange(s) and the applicants, if there be any.

Allotment

The company reserves the right of accepting any application, either in whole, or in part, successful applicants will be notified by the dispatch on an allotment letter by registered post/courier. Letter of allotment and refund warrants will be issued within 5(five) weeks from the closing of the subscription list. After allotment the company will have to transfer the shares to the allottees' Beneficiary Owners (BO) account, which has been mentioned in the application form.

The company shall issue share allotment letter to all successful applicants, within 5(five) weeks, from the date of the subscription closing date. At the same time, the unsuccessful application shall be refunded with the application money within 5 (five) weeks from the closing of the subscription date, by Account Payee Cheque, without interest payable at Dhaka/Chittagong/Khulna/Rajshahi/Barisal/Sylhet as the case may be.

Where allotment is made, in whole or in part in respect of joint application, the allotment letter will be dispatched to the person whose name appears first in the application form notwithstanding that the shares have been allotted to the joint applicants. Where joint applicant is accepted in part, the

balance of any amount paid on application will be refunded without interest to the person named first in the application form.

Application for subscription

1. Application for shares may be made for a minimum lot of **200 shares** to the value of **Tk. 8,000** (Taka Eight Thousand only) and should be made on the company's Printed Application Forms. Application Forms and Prospectus may be obtained from the Registered Office of the Company, members of Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, or from the Bankers to the issue. In case, adequate forms are not available, applicants may use photocopied/ cyclostyled/ handwritten/typed copies of the forms. Applications must not be for less than 200 shares. Any application not meeting this criterion will not be considered for allotment purpose.
2. Joint application form for more than two (2) persons will not be accepted. In the case of joint application, each party must sign the application form.
3. Application must be in full name of individuals, or limited companies, or trusts or societies, and not in the name of firms, minors or persons of unsound mind. Applications from insurance, financial and market intermediary companies must be accompanied by Memorandum and Articles of Association.
4. **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 makes 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 by the Commission and the balance amount will be refunded to the application.**
5. **The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission may forfeit whole or part of their application too.**
6. Bangladeshi Nationals (including non-resident Bangladeshi Nationals working abroad) and foreign nationals shall be entitled to apply for the share.
7. Payment for subscription by investors other than Non-Resident Bangladeshi may be made to the said branches/offices of the banks mentioned below in Cash/ Cheque/Pay Order/Bank Draft. The Cheque/ Pay Order/ Bank Draft shall be made payable to the bank to which it is sent, be marked **"GBB POWER LIMITED"**, shall bear the crossing **"A/C Payee Only"** and must be drawn on a bank in the same town of the bank to which application form is deposited.
8. All completed application forms together with remittances for the full amount, payable on application, shall be lodged by investors other than Non-Resident Bangladeshis with any of the branches of the Bankers to the Issue.
9. A Non-Resident Bangladeshi (NRB) shall apply against the Public Offer either directly by enclosing a foreign demand draft, drawn on a bank payable at Dhaka, or through a nominee (including a Bank or a Company) by paying out of foreign currency deposit account maintained in Bangladesh, for the value of securities applied for. The value of securities applied for may be paid in Taka, US Dollars, Great Britain Pounds or Euro Dollars at the spot buying (TT Clean) rate of exchange prevailing the date of opening of subscription. Refund against over subscription of shares shall be made in the currency, in which the value of shares, applied for, was paid by the applicant. Shares application form against the quota for NRB shall be sent by the applicant directly along with a draft or cheque to the company at its registered office. Copies of application form and prospectus shall be available with the Bangladesh Embassy/High Commission in USA, UK, Saudi Arabia, UAE, Qatar, Kuwait, Oman, Bahrain, Malaysia, and South Korea and on the website of the SEC, Issuer Company, Issue Manager, DSE & CSE.

10. The IPO subscription money collected from investors (other than non-resident Bangladeshis) by the Bankers to the Issue will be remitted to the Company's STD A/C No. **1501201917699001** of BRAC Bank Limited, Dhaka, Bangladesh for this purpose.
11. The subscription money collected from Non-Resident Bangladeshis in US Dollars or Great Britain Pounds or Euro Dollars shall be deposited to three **FC accounts opened by the Company for IPO purpose as follows:**

Name of the FC Accounts	Currency	Account No.	Bank
GBB Power Limited	US Dollar	1501201917699002	BRAC Bank Limited
GBB Power Limited	GB Pound	1501201917699003	BRAC Bank Limited
GBB Power Limited	Euro	1501201917699004	BRAC Bank Limited

12. In the case of over-subscription of securities to the NRB applicants, refund shall be made by BRAC Bank Limited out of the "FC Account for IPO NRB Subscription". BRAC Bank Limited has already opened the aforesaid FC accounts & Current Account and shall close these accounts after refund of over-subscription, if any.
13. Applications not in conformity with the above requirements and the instructions printed on the applicant form are liable to be rejected.

Trading and settlement

Trading and settlement regulation of the Stock Exchanges shall apply in respect of trading and settlement of the shares of the bank.

The issue shall be placed in Category "N" with DSE and CSE

Bankers to the issue

Bank Asia			
Agrabad Br. Chittagong	Gulshan Br. Dhaka	Mirpur Br. Dhaka	Scotts Br. Dhaka
Andarkilla Rd. Br. Chittagong	Jessore Br. Jessore	Mitford Br. Dhaka	Shantinagar Br. Dhaka
Beharidhat Br. Chittagong	Karnal Bazaar Br. Chittagong	Mohakhali Br. Dhaka	Station Rd. Br. Chittagong
Basundhara Br. Dhaka	Khatunganj Br. Chittagong	Moghbazir Br. Moghbazar	Syhet Main Br. Syhet
Bogra Br. Bogra	Khulna Br. Khulna	North South Rd. Br. Dhaka	Syhet Upshaha Br. Syhet
CDA Avenue Br. Chittagong	MCB Barani Br. Dhaka	Principal Office Br. Dhaka	Uttara Br. Dhaka
Corporate Br. Dhaka	MCB Dikusha Br. Dhaka	Pragati Barani Br. Dhaka	
Chamond Br. Dhaka	MCB Sk Mujib Rd Br. C'gong	Rajshahi Br. Rajshahi	
BRAC Bank Limited			
Asad Gate Br. Dhaka	Doria Br. Dhaka	Khulna Br. Khulna	Rampura Br. Dhaka
Agrabad Br. Chittagong	Graphica Building Br. Motijheel	Manda Br. Dhaka	Rajshahi Br. Rajshahi
Barani Br. Dhaka	Eskaton Br. Dhaka	Mirpur Br. Dhaka	Shyamoli Br. Dhaka
Basundhara Br. Dhaka	Gulshan Br. Dhaka	Momin Road Br. Chittagong	Uttara Br. Dhaka
Barisal Br. Barisal	Halahahar Br. Chittagong	Narayanganj Br. Dhaka	Zinda Bazar Br. Syhet
Bogra Br. Bogra	Jessore Br. Jessore	Nawabpur Br. Dhaka	
CDA Avenue Br. Chittagong	Kazirhat Br. Chittagong	Pota Br. Chittagong	
Dhaka Bank Limited			
Bhulta Br. Narayanganj	Comilla Br. Comilla	KDA Avenue Br. Khulna	Upshaha Br. Syhet
CDA Avenue Br. Chittagong	Goran Business Center, Dhaka	Mirpur Br. Dhaka	
Cox's Bazar Br. Cox's Bazar	Khilaon Br. Dhaka	Saver Bazar Br., Dhaka	
Dutch-Bangla Bank Limited			
Baburhat Br. Narail	Dania Br. Dhaka	Khulna Br. Khulna	Rajshahi Br. Rajshahi
B.B. Road Br. Narayanganj	Dhaka EPZ Br. Dhaka	Konabery Br. Gazipur	Rampura Br. Dhaka
Bandura Br. Dhaka	Dinajpur Br. Dinajpur	Kushtia Br. Kushtia	Ring Road Br. Dhaka
Barisal Br. Barisal	Elephant Road Br. Dhaka	Lohagara Br. Chittagong	Saidpur Br. Nilphamary
Basurhat Br. Noakhali	Fakichhari Br. Chittagong	Madarpur Br. Madarpur	Satkhira Br. Satkhira
Basunshara Br. Dhaka	Feni Br. Feni	Manikgonj Br. Manikgonj	Salmosjid Road Br. Dhaka
Beani bazar Br. Syhet	Gazipur Chowrasta Br. Gazipur	Mirzapur Br. Tangail	Saver Bazar Br. Dhaka
Bheirab Br. Kishanganj	Gaska bazar Br. Syhet	Moulavi Bazar Br. Moulavi Bazar	Shahzadpur Br. Sirajgonj
Bhuta Br. Narayanganj	Gobindaganj Br. Galbandha	Munshiganj Br. Munshiganj	Sinnai Br. Narayanganj
Blewarath Br. Syhet	Golapgonj Br. Syhet	Muradpur Br. Chittagong	Sonagazi Br. Feni
Boari Bazar Br. Dhaka	Halahahar Br. Chittagong	Mymensingh Br. Mymensingh	Syhet Br. Syhet
Bogra Br. Bogra	Hathazari Br. Chittagong	Narayanganj BSCIC Br. Narayanganj	Tongi Br. Gazipur
CDA Avenue Br. Chittagong	Jessore Br. Jessore	Narayanganj Br. Narayanganj	
Chhatrak Br. Sunamganj	Joypara Br. Dhaka	Narsingdi Br. Narsingdi	
Choumuhani Br. Noakhali	Jubilee Road Br. Chittagong	Netaganj Br. Narayanganj	
Comilla Br. Comilla	Kadamtal Br. Chittagong	Pabna Br. Pabna	
Cox's Bazar Br. Cox's Bazar	Karwan Bazar Br. Dhaka	Patherbar Br. Chittagong	
Dagonthulyan Br. Feni	Khatunganj Br. Chittagong	Rangpur Br. Rangpur	
Investment Corporation of Bangladesh (ICB)			
Barisal Br. Barisal	Chittagong Br. Chittagong	Khulna Br. Khulna	Rajshahi Br. Rajshahi
Bogra Br., Bogra	Head Office, Dhaka	Local Office, Dhaka	Syhet Br. Syhet
National Bank Limited			
Agrabad Br. Chittagong	Gulshan Br. Dhaka	Mirpur Br. Dhaka	Pragati Barani Br. Dhaka
Babubazar Br. Dhaka	Imanganj Br. Dhaka	Mohakhali Br. Dhaka	Rokeya Sarani Br. Dhaka
Bangshal Rd. Br. Dhaka	Islampur Br. Dhaka	Mohammadpur Br. Dhaka	Saver Bazar Br. Dhaka
Barani Br. Dhaka	Jatrabari Br. Dhaka	Motijheel Br. Dhaka	Sunamganj Br.
Chawk Bazar Br. Chittagong	Kawran Bazar Br. Dhaka	Narayanganj Br. Narayanganj	Uttara Br. Dhaka
Chamond Br. Dhaka	Khatunganj Br. Chittagong	Netaigonj Br. Narayanganj	ZH Slider MC Br. Dhaka
Elephant Road Br. Dhaka	Lake Circus Br. Dhaka	New Eskaton Br. Dhaka	
Foreign Ex. Br. Dhaka	Maitbagh Br. Dhaka	North Brook Hall Br. Dhaka	
Southeast Bank Limited			
Aganagar Br. Dhaka	Chouhata Br. Syhet	Madambir Hat Br. Chittagong	Pragati Barani Br. Dhaka
Agargaon Br. Dhaka	Comilla Br. Comilla	Madhabdi Br. Narsingdi	Principal Br. Dhaka
Ashulia Br. Dhaka	Corporate Br. Dhaka	Mohammadpur Br. Dhaka	Rajshahi Br. Rajshahi
Barani Br. Dhaka	Cox's Bazar Br. Cox's Bazar	Momin Rd. Br. Chittagong	Rangpur Br. Rangpur
Bandar Bazar Br. Syhet	Dhanmondi Br. Dhaka	Mouchak Br. Dhaka	Sat Masjid Road Br. Dhaka
Bangshal Br. Dhaka	Feni Br. Feni	Moulvibazar Br. Syhet	Saver Br. Dhaka
Barisal Br. Barisal	Halahahar Br. Chittagong	Naogaon Br. Naogaon	Shaymoli Br. Dhaka
Basurhat Br. Noakhali	Imanganj Br. Dhaka	Narayanganj Br. Narayanganj	Tongi Br. Dhaka
Basundhara Br. Dhaka	Kakrail Br. Dhaka	New Elephant Rd. Br. Dhaka	Uttara Br. Dhaka
Bogra Br. Bogra	Khulna Br. Khulna	New Eskaton Br. Dhaka	
CDA Avenue Br. Chittagong	Kulaura Br. Moulvibazar	Pahartal Br. Chittagong	
Chhagalaia Br. Feni	Laidighirpar Br. Syhet	Pathantula Br. Syhet	

Standard Chartered Bank

 Agrabad Br. Chittagong
 Bogra Br. Bogra

 Khulna Br. Khulna
 Mirpur Br. Dhaka

 Motijheel Br. Dhaka
 Nasirabad Br. Chittagong

Sylhet Br. Sylhet

Trust Bank Limited

 Ashuganj Br. Ashuganj
 Beanbazar Br. Sylhet
 Bogra Cantonment Br. Bogra
 Chittagong Cantonment Br.
 Chowmohoni Br. Chowmohoni
 Comilla Cantonment Br. Comilla
 Dilkusha Corp. Br. Dhaka

 Feni Br. Feni
 Jhalabadi Cant. Br. Sylhet
 Jessore Cantonment Br. Jessore
 Joydebpur Br. Gazipur
 Kalni Br. Dhaka
 Khwaja Yunus Ali Medical College
 Khulna Br. Khulna

 Millennium Br. Dhaka
 Momensahab Cantonment Br.
 Narsingdi Br. Narsingdi
 Naval Base Br. Chittagong
 Principal Br. Dhaka
 Progoti Sarani Br. Dhaka
 Radisson Water Garden Hotel Br.

 Rangpur Cantonment Br. Rangpur
 Savar Cantonment Br. Dhaka
 Sena Kalyan Bhaban (SKB) Br.
 S.S. Cantonment Br. Tangail
 Tongi Br. Gazipur
 Uttara Corp. Br. Dhaka

SECTION XII**MATERIAL CONTRACTS AND OTHERS****Material Contracts**

- a) Underwriting Agreements between the Company and the Underwriters.
- b) Issue Management Agreement between the Company and IDLC Investments Limited.
- c) Contract between the Company and the Central Depository Bangladesh Limited (CDBL).

The copies of the aforementioned contracts and documents and a copy of Memorandum of Association and Articles of Association of the company and the Consent Order from SEC may be inspected, on any working day, during office hours, at the Registered Office of the Company and the Issue Manager.

Manager to the Issue

IDLC Investments Limited, Registered office at Eunoos Trade Centre (Level 21), 52-53 Dilkusha C/A, Dhaka 1000 is acting as the Issue Manager. The issuer shall pay an amount of Tk 2,000,000 (Taka Two Million Only) as issue management fee.

Commission to the Bankers to the Issue

Commission at the rate of 0.10% of the amount collected will be paid to the Bankers to the Issue for the services to be rendered by them.

SECTION XIII
CORPORATE DIRECTORY

Registered Office	GBB Power Limited Montaz Plaza (5th Floor) House No. 7, Road No. 4 Dhanmondi R/A, Dhaka
Corporate Office	GBB Power Limited Montaz Plaza (4th Floor) House No. 7, Road No. 4 Dhanmondi R/A, Dhaka
Auditors	Saha Mozumder & Co. 21 Purana Paltan Line (4th Floor) Dhaka 1000
Legal Advisor	Barrister Akhtar Imam Senior Advocate of Supreme Court Bangladesh M/S Imam & Associates Flat No. C1, House No. 51/A, Road No. 6/A Dhanmondi R/A, Dhaka
Manager to the Issue	IDLC Investments Limited Eunoos Trade Centre (level 21) 52-53 Dilkusha C/A Dhaka 1000
Company's Compliance Officer	Mr. Abdur Rouf Company Secretary

All investors are hereby informed that Mr. Abdur Rouf, Company Secretary, who will monitor the compliance of the Acts, and rules, regulations, notification, guidelines, conditions, orders/directions etc. 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.

SECTION XIV

AUDITOR'S REPORT AND RELATED CERTIFICATES

**AUDITORS' REPORT TO THE SHAREHOLDERS
OF
GBB POWER LIMITED**

We have audited the accompanying financial statements of GBB POWER LIMITED, which comprise the Statement of Financial Position as at 31 December 2010, and the Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year ended 31 December 2010 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about 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 auditors' judgment including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of GBB POWER LIMITED Company as at 31 December 2010 and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards.

We also report that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books;
- c) The Company's financial position and comprehensive income statement dealt with by the report are in agreement with the books of account; and
- d) The expenditure incurred was for the purpose of the Company's business.

Dated : 25 June 2011

Sd/-
Saha Mazumder & Co.
Chartered Accountants

GBB POWER LIMITED
House # 7, Road # 4, Dhanmondi R/A, Dhaka-1205
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2010

(Amount in Taka)

PARTICULARS	NOTES	31 DEC 2010	31 DEC 2009
NET ASSETS :			
Non-Current Assets		1,281,518,614	1,259,590,647
Tangible Fixed Assets (Net Block)	17.00	1,272,183,990	1,245,286,247
Leasehold Land Development	18.00	9,334,624	12,404,400
Preliminary Expenses	19.00	-	1,900,000
Investment at Cost	20.00	-	26,513,845
Current Assets, Loan & Advances		326,882,202	144,228,333
Inventories	21.00	20,207,289	7,251,504
Advance, Deposit & Prepayments (Considered Good)	22.00	68,966,302	39,861,231
Sundry Debtors (Considered Good)	23.00	107,276,877	87,476,814
Cash and Cash Equivalents	24.00	130,431,734	9,648,784
Current Liabilities and Provisions		38,312,617	50,386,909
Sundry Creditors	25.00	16,998,271	39,564,453
Accrued Expenses	26.00	2,449,870	2,278,802
Workers Profit Participation and Welfare Fund	27.00	4,320,790	-
Provision for Tax on Capital Gain	39.00	1,100,423	-
Bank Loan	28.00	13,443,263	8,543,654
Net Current Assets		288,569,585	93,841,424
	Tk.	1,570,088,200	1,379,945,916
FINANCED BY :			
Shareholders' Equity		686,925,729	396,184,839
Ordinary Share Capital	30.01	304,999,900	259,999,900
Redeemable Preference Share Capital	30.02	-	100,000,000
Share Premium		270,000,000	-
Share Money Deposit	31.00	4,594,619	4,354,029
Retained Earnings	32.00	7,331,210	31,830,910
Capital Redemption Reserve	33.00	100,000,000	-
Long Term Liabilities:			
Long Term Loan (Secured)	34.00	883,162,471	983,761,077
	Tk.	1,570,088,200	1,379,945,916
Net Assets Value (NAV) Per Share		22.52	15.24

The accounting policies and other notes from 01 to 48 form an integral part of the Financial Statements. The Financial Statements were authorised for issue by the Board of Directors on 25.06.2011 and signed on its behalf by :

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS:

This is the Financial Position referred to in our report of even date

21 Purana Paltan Line, (4th & 7th Floor), Dhaka-1000.

Dated : 25 June 2011

Sd/-
Saha Mazumder & Co.
Chartered Accountants

GBB POWER LIMITED
House # 7, Road # 4, Dhanmondi R/A, Dhaka 1205

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2010.

(Amount in Taka)

PARTICULARS	NOTES	31 DEC 2010	31 DEC 2009
TURNOVER	35.00	434,418,786	355,225,483
COST OF ENERGY SOLD	36.00	199,682,312	159,859,386
GROSS PROFIT		234,736,474	195,366,097
Administrative, Financial & Other Expenses	37.00	153,128,550	157,547,819
Administrative Expenses		9,428,411	7,866,801
Financial Expenses		130,224,058	140,480,182
Other Expenses		13,476,082	9,200,836
NET PROFIT BEFORE OTHER INCOME		81,607,924	37,818,278
Capital Gain on Sale of Investment in VERL	38.00	7,336,155	-
Interest on Short Notice Deposit Accounts		1,303,768	-
Wastage Sale from Plant		488,735	-
NET PROFIT BEFORE CHARGING INCOME TAX		90,736,582	37,818,278
Less: Contribution to WPP & Welfare Fund		4,320,790	-
NET PROFIT BEFORE INCOME TAX AFTER W.P.P. & W.F		86,415,792	37,818,278
Less: Provision for Tax on Capital Gain	39.00	1,100,423	-
NET PROFIT BEFORE CHARGING PREFERENCE DIVIDEND		85,315,369	37,818,278
Less: Dividend on Preference Share		9,815,069	13,500,000
NET PROFIT AFTER CHARGING PREFERENCE DIVIDEND		75,500,300	24,318,278
Profit Brought Forward		31,830,910	7,512,632
Profit Carried Forward		107,331,210	31,830,910
Earnings Per Share (EPS) – Weighted	40.00	2.83	0.94

The accounting policies and other notes from 01 to 46 form an integral part of the Financial Statements. The Financial Statements were authorised for issue by the Board of Directors on 25.06.2011 and signed on its behalf by

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

This is the Comprehensive Income Statement referred to in our report of even date.

21 Purana Paltan Line, (4th & 7th Floor), Dhaka-1000.
Dated : 25 June 2011

Sd/-
Saha Mazumder & Co.
Chartered Accountants

GBB POWER LIMITED
House # 7, Road # 4, Dhanmondi R/A, Dhaka 1205

**STATEMENT OF CASH FLOW
FOR THE YEAR ENDED 31 DECEMBER 2010.**

		(Amount in Taka)	
PARTICULARS	31 DEC 2010	31 DEC 2009	
Cash Flow from Operating Activities			
Collections from Turnover	424,482,708	357,751,679	
Payment for Cost and Expenses	(337,885,679)	(301,577,192)	
Income Tax Deducted at Source	(17,376,791)	(14,209,020)	
	69,220,238	41,965,467	
Cash Flows from Investing Activities			
Tangible Fixed Asset Acquired	(92,361,759)	(49,555,658)	
Disposal of Investments of VERL	33,850,000	-	
	(58,511,759)	(49,555,658)	
Cash Flows from Financing Activities			
Cash Credit and Other short term loan	18,206,346	(3,657,957)	
Long Term Loan Received/ (Payment)	(100,598,606)	23,562,527	
Ordinary Share Capital	45,000,000	-	
Ordinary Share Premium	270,000,000	-	
Redeemable Preference Share	(100,000,000)	-	
Share Money Deposits	4,531,800	-	
Dividend Paid on Preference Share	(27,065,069)	(3,750,000)	
	110,074,471	16,154,570	
Increase/(Decrease) in Cash and Cash Equivalent	120,782,950	8,564,379	
Cash and Cash Equivalents at Opening	9,648,784	1,084,405	
Cash and Cash Equivalents at Closing	130,431,734	9,648,784	
Net Operating Cash Flow Per Share	Tk. 2.27	1.61	

The accounting policies and other notes from 01 to 46 form an integral part of the Financial Statements. The Financial Statements were authorised for issue by the Board of Directors on 25.06.2011 and signed on its behalf by :

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS

This is the Statements of Cash Flow referred to in our report of even date.

21 Purana Paltan Line, (4th & 7th Floor), Dhaka-1000.

Dated : 25 June 2011

Sd/-
Saha Mazumder & Co.
Chartered Accountants

GBB POWER LIMITED
House # 7 Road # 4, Dhanmondi R/A, Dhaka 1205

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2010.**

(Amount in Taka)

PARTICULARS	ORDINARY SHARE CAPITAL TAKA	REDEEMABLE PREFERENCE SHARE CAPITAL TAKA	ORDINARY SHARE PREMIUM	SHARE MONEY DEPOSITS TAKA	RETAINED EARNINGS TAKA	CAPITAL REDEMPTION RESERVE TAKA	TOTAL TAKA
1st January 2010	259,999,900	100,000,000	-	4,354,029	31,830,910	-	396,184,839
Redemption during the period	-	(100,000,000)	-	-	-	-	(100,000,000)
Share Money Deposit **	-	-	-	4,531,800	-	-	4,531,800
Net Profit for the year 2010	-	-	-	-	75,500,300	-	75,500,300
Ordinary Share	45,000,000	-	-	(613,030)	-	-	44,386,970
Share Premium	-	-	270,000,000	(3,678,180)	-	-	266,321,820
Capital Redemption Reserve	-	-	-	-	(100,000,000)	100,000,000	-
31st Dec 2010	304,999,900	-	270,000,000	4,594,619	7,331,210	100,000,000	686,925,729

At 1 January 2009	259,999,900	100,000,000	-	4,354,029	7,512,632	-	371,866,561
Net Profit for the year 2009	-	-	-	-	24,318,278	-	24,318,278
31st December 2009	259,999,900	100,000,000	-	4,354,029	31,830,910	-	396,184,839

** Mr. Dr. Mustafizur Rahman and M. Faruk Hossain deposited share money Tk. 4,291,210 and Tk. 240,590 respectively during the year.

The accounting policies and other notes from 01 to 48 form an integral part of the Financial Statements. The Financial Statements were authorised for issue by the Board of Directors on 25.06.2011 and signed on its behalf by

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

AUDITORS' REPORT TO THE SHAREHOLDERS :

This is the Statement of Changes in Equity referred to in our report of even date.

21 Purana Paltan Line, (4th & 7th Floor), Dhaka-1000.
Dated : 25 June 2011

Sd/-
Saha Mazumder & Co,
Chartered Accountants

GBB POWER LIMITED
House # 7 Road # 4, Dhanmondi R/A, Dhaka 1205

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2010**

FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

A. Compliance with the requirements of notification of the Securities and Exchange Commission dated 04.06.2008 under reference # SEC/CMMRPC/2008-181/53/Adm/03/28.

1. Notes to the financial statements marked from C-1 to C-16 outlining the policies are unambiguous with respect to the reporting framework on which the accounting policies are based.
2. The accounting policies on all material areas have been stated clearly in the notes marked from C-1 to C-16.
3. The accounting standards that underpin the policies adopted by the company can be found in the following places of the notes to the financial statements:

SL. No.	Applicable Accounting Standards	Note reference
01.	IAS/BAS - 1	4.00
02.	IAS/BAS - 2	6.00
03.	IAS/BAS - 7	7.00 & 8.00
04.	IAS/BAS - 10	
05.	IAS/BAS - 12	9.00
06.	IAS/BAS - 16	5.00
07.	IAS/BAS - 18	10.00
08.	IAS/BAS - 19	14.00
09.	IAS/BAS - 21	11.00
10.	IAS/BAS - 24	16.02
11.	IAS/BAS - 33	12.00
12.	IAS/BAS - 36	13.00
13.	IAS/BAS - 37	

4. The financial statements are in compliance with the Bangladesh Financial Reporting Standards (BFRS) which are adapted from the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

AND

5. The Standards and reporting framework used in the financial statements do not differ from IFRS (BFRS).

B. Legal status and nature of the company – Disclosure under IAS 1 as adopted by The Institute of Chartered Accountants of Bangladesh as BAS 1 "Presentation of Financial Statements"

Domicile, Legal Form and Country of Incorporation

The Company was incorporated on 17th October 2006 as a private company limited by shares and by a resolution passed on 26 February 2008. It was converted into a public company limited by shares. The company implemented the Joint Venture Agreement executed between GBB Limited and Caladonian Power Limited and has done all that was necessary as per notification of award of "Supply Installation and Putting in Commercial Operation of 20MW +/- 10% Trailer/ Skid Mounted Power Plant at Bogra on rental basis for a tenure of 15 year Project" issued by Bangladesh Power Development Board vide Memo No. 108-BPDB (CS.)/(Contract)/Bogra Rental /06 dated 03.06.2006 and 15.08.2006 respectively.

The company has installed and utilized the following capacity:

Licensed Capacity by BERC (Net)	Saleable Rental Capacity by PPA (Net)	Installed Capacity	Commissioned Capacity
22.80 MW	20 (+/-) 10% MW	23.26 MW (100%)	19.38 MW (Up to 16/07/09) and 21.653 MW after 17/07/09

Capacity Rented	Total Electricity Generated 11KV (Gross)	Total Electricity Sold 33 KV (Net)
21.6533MW (93.09%)	177,298 MWH (100%)	168,978.07 MWH (95.30%)

Address of Registered Office and Principal Place of Business

The principal place of business is the registered office at Montaz Plaza (5th Floor), House # 07, Road # 04, Dhanmondi R/A, Dhaka-1205 and the plant is located at Bogra.

Principal Activities and Nature of Operations

Supply Installation and putting in commercial operation of 20MW +/- 10% Trailer/ Skid Mounted Power Plant.

Number of Employees

On the payroll of the Company, there were 25 officers, 31 staff and workers /technicians apart from many casual / contract technicians /workers.

		Taka
i)	55 Staff / Officers / Employees drew yearly salary & allowances of Tk. 36,000 or more	12,973,552
ii)	1 Staff / Officers / Technicians and many other casual workers drew yearly salary / wages & allowances less than Tk. 36,000	11,740
	<u>56</u>	<u>12,985,292</u>

C. Significant Accounting Policies-Disclosures

1.00 Compliance with International Accounting Standards (IASs)

The financial Statements have been prepared in compliance with requirements of IASs as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and applicable in Bangladesh.

2.00 Compliance with local Laws

The financial statements have been prepared in compliance with requirements of the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other relevant local laws and rules, including compliance with Income Tax Ordinance 1984, Income Tax Rules 1984, VAT Act 1991 and VAT Rules 1991.

3.00 Measurement Bases used in preparing the Financial Statements.

The elements of financial statements have been measured on "Historical Cost" basis, which is one of the most commonly adopted base as provided in "the frame-work for the preparation and presentation of financial statements" issued by the International Accounting Standards Committee (IASC).

4.00 Components of the Financial Statements

According to the International Accounting Standard (IAS) 1 as adopted by ICAB as BAS 1 "Presentation of Financial Statements", the complete set of Financial Statements includes the following components:

- (i) Statement of Financial Position (Balance Sheet) as at 31 December 2010;
- (ii) Statement of Comprehensive Income (Profit & Loss Account or Income Statement) for the year 31 December 2010;
- (iii) Statement of Changes in Equity for the year 31 December 2010;
- (iv) Statement of Cash Flows for the year 31 December 2010, and
- (v) Accounting policies and explanatory notes.

5.00 Specific accounting policies selected and applied for significant transactions and events.

Recognition of Property, Plant & Equipment and Depreciation.

Property, Plant and Equipment are stated at their cost less accumulated depreciation in accordance with IAS 16 as adopted by ICAB as BAS 16 "Property, Plant and Equipment". Cost represents cost of acquisition or construction and capitalization of pre-production expenditure including interest during construction periods. Half year's depreciation has been charged on additions irrespective of date when the related assets are put into use. Depreciation on all other fixed assets is computed using the diminishing balance method in amounts sufficient to write off depreciable assets over their estimated useful economic lives. Expenditure of maintenance and repairs are expensed; major replacements, renewals and betterments are capitalized.

The depreciation rates applicable to the principal categories are:

Building and Premises	5%
Plant and Machinery	5%
Tools & Equipment	5%
Furniture & Fixtures	20%
Fabrication Work	5%
Shuttering Materials	20%
Office Equipment	20%
Office Car	20%

The rent on leasehold land is being recognized as revenue expenses year to year, leasehold land development has been shown under separate head. Please see Note 18.00 hereinafter.

6.00 Inventories

Inventories comprise mainly of Lubricants, spare parts, consumable etc. They are stated at the lower of cost and net realizable value on consistent basis in accordance with IAS 2 as adopted by ICAB as BAS 2 "Inventories". Net realizable value is based on estimated selling price less any further costs expected to be incurred for completion and disposal.

7.00 Cash and Cash Equivalents

According to IAS 7 as adopted by ICAB as BAS 7 "Cash Flow Statement", cash comprises cash in hand and demand deposit and cash equivalents are short term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. IAS 1 as adopted by ICAB as BAS 1 "Presentation of Financial Statements" also provides that cash and cash equivalents are those which have no restriction in use considering the provision of IAS 7 and IAS 1. Cash in hand and bank balances have been considered as cash and cash equivalents.

8.00 Statement of Cash Flows

Statement of Cash Flows is prepared principally in accordance with IAS 7 as adopted by ICAB as BAS 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"

9.00 Taxation

Transactions relating to Income Tax have been disclosed in conventional manner. There appears no deferred tax liability arising out of taxable temporary differences as per BAS-12 for that the tax deducted at source by customer of Tk. 17,376,791 is the final liability u/s. 52 N of I.T Ordinance 1984 if the company is to pay tax which is dependent upon award of the Court as has been stated in Note-42.00. Provision @ 15% on capital gain of Tk. 7,336,155 against sales of VERL investment made as per Section-32, Schedule-2, Para-2.

10.00 Revenue Recognition

Revenue arising from the sale of power at end of the each month is recognized when deliveries are made to National Grid of Bangladesh Power Development Board (BPDB) compliance with all the conditions for revenue recognition as provided in IAS 18 as adopted by ICAB as BAS 18 "Revenue Recognition" The contractual agreement with BPDB provides as under as per clause 13.3(a)(i).

"Invoice shall be on a monthly basis. Invoice shall be prepared by the company and submitted to BPDB no sooner than 7 (seven) days after the end of the month for which such invoice is applicable and shall show the due date of payment of the invoice to be 45(forty five) days after date of issuance of the relevant invoice. Such invoices shall present all information including schedule 9, 10 & 11 and calculation, any other information required by BPDB to confirm the consistency of the invoice with the provision of the section 13.3. BPDB shall pay to the company by A/C payee cheque or Pay Order or through Bank Transfer all amount due under this agreement, less any amount that are subject to dispute "

11.00 Foreign currency translation

Transactions denominated in foreign currencies are translated into Bangladesh Taka and recorded at rates of exchange ruling on the date of transaction in accordance with IAS 21 as adopted by ICAB as BAS 21 "The Effects of Changes in Foreign Currency Rates"

12.00 Earning Per Share (EPS)

The company calculates Earnings per Share (EPS) in accordance with IAS 33 as adopted by ICAB as BAS 33 "Earnings per Share" which has been shown on the face of Comprehensive Income Statement and the computation of EPS is stated in Note -40.00

Basic Earnings

This represents earnings for the period attributable to ordinary shareholders. As there was no preference dividend, minority interest to extra ordinary items, the net profit for the period has been considered as fully attributable to the ordinary shareholders.

Basic Earnings per Share

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the period.

Diluted Earnings per Share

No diluted EPS is required to be calculated for the period as there was no scope for dilution during the period under review.

13.00 Impairment of Assets

As all assets of the company shown in the financial statements that are within the scope of BAS-36 are in physical existence and valued not more than their recoverable amount following International Accounting Standards adopted in Bangladesh, disclosures with regard to "Impairment of Assets" as per BAS-36 have not been considered necessary

14.00 Employee Benefit Obligations

The Company has declared following employees benefit plan:

- a) Earned leave
- b) Gratuity: this scheme is not recognised by NBR.
- c) Provident Fund: Although the benefit plan of contributory Provident Fund has been declared, this scheme is yet to be implemented upon recognition by NBR.
- d) Festival bonus is being paid year to year.
- e) Workers profit participation and welfare fund at 5% of net profit. It has been initiated from 2010.

15.00 Trade Creditors and Other Current Liabilities

Liabilities are recognised for amount to be paid in the future for goods and services received, whether or not billed by the supplier.

16.00 Additional Information

16.01 Responsibility for preparation and presentation of Financial Statements

The Board of Directors is responsible for the preparation and presentation 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 Standards Committee (IASC).

16.02 Transactions with Related Parties / Associated Undertakings

The company carried transactions with related parties in the arms' length basis. The nature of transactions and their total value has been disclosed in note: 41.00.

16.03 Risk and uncertainties for use of estimates in preparation of financial statements

The preparation of financial statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the report, amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain terms such as long term contracts, provision for doubtful accounts, depreciation and amortization, employees benefit plan, tax reserves and contingencies.

16.04 Reporting Currency and level of precision

The figures in the financial statements represent Bangladesh currency (Taka), which have been rounded off to the nearest integer.

16.05 Comparative Information

Comparative information have been disclosed in respect of the year 31 December 2009 for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding the current period's financial statements

- 16.06 Turnover
Turnover comprises energy sales of the company, excluding VAT, supplementary duty, etc.

- 16.07 Commission
No commission has been paid during the period under review.

- 16.08 Brokerage or Discount
The company did not pay any brokerage or discount during the period under review.

- 16.09 Payment to Directors
During the period the company has paid to its Directors as follows:

SL	Name	Designation	Remuneration (BDT)	Festival Bonus (BDT)	Total (BDT)
1	Sk. Md. Rafiqul Islam	Chairman	-	-	-
2	Engr. Fauzul Akbar	Managing Director	2,790,000	270,000	3,060,000
3	M. Taifur Hossain	Additional Managing Director	1,560,000	150,000	1,710,000
4	Mohammed Shahabuddin	-	-	-	-
5	Mrs. Rezina Akbar	-	-	-	-
6	Mrs. Shamim Ara Islam	-	-	-	-
	Total	-	4,350,000	420,000	4,770,000

The Directors were not paid for any other facilities from the company.

- 16.10 Miscellaneous Expenses
Miscellaneous expenses do not include any item exceeding 1% of total revenue.
- 16.11 Credit facility not availed of
There were no general credit facilities other than those are stated in "Note-34.00" available to the company under any contract to be availed of at the Financial Position date.
- 16.12 Leases
Lease rentals against assets acquisition have been expensed as they incurred.
- 16.13 Acknowledgement of Claims
There was no claim against the company acknowledged as debt as on 31 December 2010.
- 16.14 Going Concern
There is no significant doubt upon the company's ability to continue as a going concern.
- 16.15 Reporting Period
Financial statements of the company cover one financial period from 01 January to 31 December 2010.
- 16.16 Rearrange of Figure
Comparative figures have been rearranged, if necessary.
- 16.17 Loans, Advances and Deposits
This is considered good and collectible and therefore, no amount was written off as bad debt and no debt was considered doubtful to provide for.

17.00 TANGIBLE FIXED ASSETS: TK. 1,272,183,990

The figures have been arrived at as under:

	31 DEC 2010	31 DEC 2009
**Cost as per last account	1,326,816,830	1,277,261,172
Add : Additions during the year	92,361,759	49,555,658
	1,419,178,589	1,326,816,830
Less : Accumulated Depreciation	146,994,599	81,530,583
Written down value	1,272,183,990	1,245,286,247

Details have been shown in Annexure 'A-1'

** The Leasehold Land Development Cost has been separated from Schedule of Fixed Assets.

18.00 LEASEHOLD LAND DEVELOPMENT COST: TK. 9,334,624

The figures have been arrived at as under:

	31 DEC 2010	31 DEC 2009
Balance as per last Account	12,404,400	12,404,400
**Less: Amortization during the Year	3,069,776	-
	9,334,624	12,404,400

**The Leasehold Land has been obtained from BPDB for 16.5 years(198 months) from 26-11-2006 (Contract #09667) for which equivalent to 49 (upto 31-12-2010) months out of 198 months of the land development cost is being amortized by Tk.12,404,400.

19.00 PRELIMINARY EXPENSES: TK. Nil

The figures have been arrived at as under:

	31 DEC 2010	31 DEC 2009
Balance as per last Account	1,900,000	1,900,000
Less: Amortization during the Year	1,900,000	-
	-	1,900,000

20.00 INVESTMENT AT COST: Tk. Nil

The break up of the above amount is as under :
Investment in VERL as on 01.01.2010

	31 DEC 2010	31 DEC 2009
Investment in VERL as on 01.01.2010	26,513,845	26,513,845
Capital Gain	7,336,155	-
Total Investment at realizable value	33,850,000	-
Sales proceeds received	(33,850,000)	-
Balance	-	26,513,845

21.00 INVENTORIES: TK. 20,207,289

The break up of the above amount is as under :

	31 DEC 2010	31 DEC 2009
Stock of Spare Parts	15,902,156	5,162,368
Stock of Lubricants	4,305,133	2,089,136
	20,207,289	7,251,504

22.00 ADVANCE, DEPOSIT & PREPAYMENTS: TK. 68,966,302

The break up of the above amount is as under :

	31 DEC. 2010		31 DEC. 2009	
	Below six months	Over six months	Below six months	Over six months
Other Advances (Note-22.01)	20,315,725	819,700	5,704,353	3,692,792
Bank Guarantee Margin (Bank Asia Ltd)	-	6,953,850	-	6,953,850
Advance Income Tax Deducted at Source	9,097,576	31,779,451	-	23,500,236
	29,413,301	39,553,001	5,704,353	34,146,878

22.01 Other Advances: Tk. 21,135,425

The break up of the above amount is as under:

	31 DEC. 2010		31 DEC. 2009	
	Below six months	Over six months	Below six months	Over six months
Advance Rent (Office Rent)	-	261,700	-	33,550
Advance to Staff (Against Salary)	1,590,731	-	1,356,271	-
Jamuna Enterprise (C & F)	-	225,000	644,021	-
KN Harbour Consortium (C & F)	-	-	-	593,000
Navana Limited (DM Water)	802,994	66,000	753,700	-
NBC Group (Air Filter Supplier)	900,000	-	-	3,023,742
PIL Bangladesh Ltd (Shipping Agents)	50,000	-	409,881	-
Power Control	470,000	182,000	377,280	-
Anan Enterprise (Spark Plug)	7,500,000	-	-	-
Rafiqul Islam-Bogra (Civil Works)	700,000	-	506,800	-
Ramzan Ali-Carrying (Loading/Unloading)	300,000	-	210,000	-
Water Treatment Plant	1,100,000	-	-	-
Kruger Ventilation Fan	852,000	-	-	-
S Iron Mart (Mechanical Material Supply)	1,800,000	-	100,000	-
Sarker Traders (Civil Works)	-	85,000	-	27,000
Shamolima Limited (Carrying Charge)	-	-	520,500	-
Supreme Trade Corporation (Oil Filter)	2,500,000	-	-	15,500
Tecno HVAC System Ltd (A/C Duct & Vent)	1,100,000	-	197,500	-
Trade International (Motor Works)	650,000	-	628,400	-
	20,315,725	819,700	5,704,353	3,692,792

23.00 SUNDRY DEBTORS: TK.107,276,877

The break up of the above amount is as under

	31 DEC. 2010		31 DEC. 2009	
	Below six months	Over six months	Below six months	Over six months
Bangladesh Power Development Board	70,798,500	-	-	60,862,422
Gas Utilization Services Ltd.	530,000	250,000	-	-
MTH Enterprise (Engine Filter etc.)	1,688,055	-	3,350,978	-
Kaltimex Energy BD Pvt Ltd. (Radiator Motors)	5,500,000	7,114,090	4,405,445	-
New Amanatshah Iron Mart (MS pipes)	-	-	300,000	-
Capital Goods Work in Progress	3,943,253	-	-	-
Karnafuli Enterprise (Pipe Fixtures)	-	-	915,000	-
Zamzam Industries (Electric Crane)	-	-	190,000	-
Adex Corporation (Transformer)	4,000,000	-	-	4,000,000
* Liquidated Damage (Deducted at source while making payment of rent by BPDB.)	-	13,452,969	-	13,452,969
	86,459,818	20,817,059	9,161,423	78,316,391

* The matter is under mutual and amicable settlement and arbitration case has been withdrawn by GBB Power Ltd.

24.00 CASH AND CASH EQUIVALENTS: TK. 130,431,734

The break up of the above amount is as under

	31 DEC 2010	31 DEC 2009
Cash in Hand at Head Office	55,392	43,933
Cash in Hand at Branch Office	896,899	385,665
Cash at Banks	129,479,443	9,219,186
	130,431,734	9,648,784

24.01 CASH AT BANKs : Tk. 129,479,443

The break up of the above amount is as under :

AB Bank Ltd.-4006-757891-000
Bank Asia Ltd. A/C 00733003080
Bank Asia Ltd. A/C 00733003201
Bank Asia Ltd. A/C 00733003204
Bank Asia Ltd. A/C 00733003205
Dhaka Bank Ltd. A/C-205-100-7210
Shahjalal Islami Bank Ltd. A/C-400311100011741
Shahjalal Islami Bank Ltd. A/C-400313100001422

31 DEC 2010	31 DEC 2009
102,933	6,774
4,841,457	-
9,382,275	6,282,915
6,275	7,425
42,105	43,375
51,915	54,893
231,423	2,823,804
114,821,060	-
129,479,443	9,219,186

25.00 SUNDRY CREDITORS: TK.16,998,271

The break up of the above amount is as under :

Fuchs Lubricants Bangladesh Ltd
Pashchimanchal Gas Co. Ltd
Preference Dividend Payable
Tax Deducted at Source (TDS) from salary & office rent

31 DEC 2010	31 DEC 2009
760,551	817,730
15,840,278	21,151,585
-	17,250,000
397,442	345,138
16,998,271	39,664,453

26.00 ACCRUED EXPENSES: TK. 2,449,870

The break up of the above amount is as under :

Bank Agency Fee Payable (SL)
Staff Salary
Transformer Rent
Office Rent
Audit Fees

31 DEC 2010	31 DEC 2009
445,000	890,000
1,822,110	816,802
-	261,000
32,760	11,000
150,000	300,000
2,449,870	2,278,802

27.00 Workers Profit Participation and Welfare Fund: Tk.4,320,790

The break up of the above amount is as under :

Opening Balance
Contribution to WPP & Welfare Fund 5% on Net Profit

31 DEC 2010	31 DEC 2009
-	-
4,320,790	-
4,320,790	-

28.00 BANK LOAN : TK. 13,443,263

The break up of the above amount is as under :

Short Term Loan - OD
IDLC Finance Limited
Liability Against Goods in transit
L/C#208410010768, dt, 15-12-2010 Of Bank Asia Ltd, Scotia Branch

31 DEC 2010	31 DEC 2009
-	5,999,375
9,500,000	-
3,943,263.00	2,544,279
13,443,263	8,543,654

29.00 Shareholders' Equity: TK. 686,926,729
29.01 Authorized Capital: Tk. 1,000,000,000

The Company has an authorized capital of Tk. 1,000,000,000 divided into 80,000,000 Ordinary and 20,000,000 Preference Shares of Tk. 10 each.

30.00 SHARE CAPITAL: TK. 304,999,900

The break up of the above amount is as under:

	31 Dec 2010	31 Dec 2009
30,499,990 Ordinary Shares of taka 10 each (Note-30.01)	304,999,900	259,999,900
10,000,000 Redeemable Preference Shares of taka 10 each	-	100,000,000
	304,999,900	359,999,900

30.01 ORDINARY SHARE CAPITAL: TK. 304,999,900

The company has raised paid-up capital by issuing 4,500,000 Ordinary shares of Tk. 10 each on November 4, 2010 at an issue price of BDT 70 each including a premium of BDT 60 each.

30.02 REDEEMABLE PREFERENCE SHARE CAPITAL: Tk . Nil

	31 Dec 2010	31 Dec 2009
Balance	-	100,000,000

GBB Power Limited vide #GBBPL/100/10/0200, dt. October 14, 2010 to Investment Corporation of Bangladesh has fully paid off the Preference Share Capital in reference to the above, ICB has accepted full redemption of preference share capital of GBB Power Limited vide# 06.01/914, dt. November 14th, 2010.

30.03 The percentage of shareholding by different categories of shareholders are as follows:

No. of Holders	Holdings				Total Holdings %
3	Less	than	500	shares	0.03
73	501	to	5,000	shares	0.707
63	5,001	to	10,000	shares	1.77
41	10,001	to	20,000	shares	2.22
16	20,001	to	30,000	shares	1.98
5	30,001	to	40,000	shares	0.81
8	40,001	to	50,000	shares	1.27
11	50,001	to	100,000	shares	2.58
6	100,001	to	1,000,000	shares	41.05
1	1,000,001	to	Over	shares	47.81
	Total				100.00

30.04 Composition of the Ordinary Shareholders:

Sl. No.	Particular	31 Dec 2010			31 Dec 2009		
		No. of shares	Value of shares	%	No. of shares	Value of shares	%
01.	GBB Limited (Holding Company)	14,581,590	145,815,900	47.81	14,569,090	145,690,900	56.035
02.	Engr. Fauzul Akbar (Managing Director)	5,762,140	57,621,400	18.89	350,000	3,500,000	1.346
03.	Sk. Md. Rafiqul Islam (Chairman)	5,434,650	54,346,500	17.82	10,000	100,000	0.038
04.	Morziana Hasan	209,110	2,091,100	0.69	209,110	2,091,100	0.804
05.	M. Taifur Hossain (Additional Managing Director)	2,500	25,000	0.01	2,500	25,000	0.01
06.	Shamim Ara Islam (Director)	2,500	25,000	0.01	2,500	25,000	0.01
07.	Rezina Akbar (Director)	2,500	25,000	0.01	2,500	25,000	0.01
08.	Engr. Mamun Haider	-	-	-	10,000	100,000	0.038
09.	Asma Begum	-	-	-	2,500	25,000	0.010
10.	Dr. Mustafizur Rahman	61,303	613,030	0.20	7,936,810	79,368,100	30.526
11.	Diesel System Inc.	-	-	-	2,899,980	28,999,800	11.153
12.	Rintia Rafique	2,500	25,000	0.01	2,500	25,000	0.01
13.	Rafsan Rafique	2,500	25,000	0.01	2,500	25,000	0.01
14.	Institutions	1,202,400	12,024,000	3.94	-	-	-
15.	Others	3,236,297	32,362,970	10.61	-	-	-
	Total	30,499,990	304,999,900	100.00	25,999,990	259,999,900	100.00

31.00 SHARE MONEY DEPOSITS: TK. 4,694,619

The break up of the above amount is as under:

SL. No.	Name of Depositor's	31 Dec 2010	31 Dec 2009
01.	Diesel System International -LLC	62,728	62,728
02.	Morziana Hasan	25	25
03.	Dr. Mustafizur Rahman	4,291,276	4,291,276
04.	Mohammed Taifur Hossain	240,590	-
	Total	4,694,619	4,354,029

Mr. Dr. Mustafizur Rahman and M. Taifur Hossain deposited share money Tk. 4,291,210 and Tk. 240,590 respectively during the year.

32.00 RETAINED EARNINGS TK. 7,331,210

The break up of the above amount is as under:

	31 Dec 2010	31 Dec 2009
Balance as per Statement of Comprehensive Income	107,331,210	31,830,910
Less: Utilized for Redemption for Preference Share	100,000,000	-
Balance	7,331,210	31,830,910

33.00 CAPITAL REDEMPTION RESERVE TK. 100,000,000

As compliance with Company's Act, 1994, Section-154 (1) (c) the company has redeemed the full amount of Redeemable Preference Share Tk.10 (Ten) crore from Net Profit. Hence the company created the above Capital Redemption Reserve.

34.00 LONG TERM LOAN (SECURED); TK. 883,162,471

The break up of the above amount is as under

	31 Dec 2010	31 Dec 2009
Principal Amount of Syndicated Loan:		
Bank Asia Limited	118,060,401	129,953,732
Trust Bank Limited	145,700,317	160,378,075
Mutual Trust Limited	51,349,917	56,522,875
Uttara Bank Limited	98,426,114	108,341,499
Premier Bank Limited	47,375,260	52,147,814
IFIC Bank Limited	98,301,086	108,203,875
NCCBL	68,853,070	75,789,285
Dhaka Bank Limited	49,121,743	54,070,238
UCBL	147,560,419	162,425,563
Bangladesh Commerce Bank Limited	49,201,463	54,157,987
	873,949,790	961,990,941
Interest & Penalty	9,212,681	21,770,136
Tk.	883,162,471	983,761,077

The above Syndicated Loan are secured by, among others

First charge on fixed and floating assets both present and future (by way of hypothecation) of GBB Power Ltd. on a pari-passu basis with other lenders registered with RJSC. Personal guarantee of the Directors of the company, Pledge of all share certificates of GBB Power Ltd., Corporate guarantee of GBB Limited and Hypothecation of book debts and receivables.

The loan carried 12.5% to 18% interest per annum.

35.00 TURNOVER: Tk. 434,418,786

The break up of the above amount is as under :

	31 DEC 2010	31 DEC 2009
Rental & Energy Sold*	<u>434,418,786</u>	<u>355,225,483</u>

*This turnover is from sale of energy to Bangladesh Power Development Board, through PGCB National Grid.

36.00 COST OF ENERGY SOLD: TK. 199,682,312

The break up of the above amount is as under :

	31 DEC 2010	31 DEC 2009
Consumed Gas Bill	101,382,877	83,084,085
Direct Expenses (Note-36.01)	98,299,635	76,775,301
	<u>199,682,312</u>	<u>159,859,386</u>

36.01 Direct Expenses: Tk. 98,299,635

The break up of the above amount is as under :

	31 DEC 2010	31 DEC 2009
Lubricants Consumed (Note-36.01.1)	4,808,389	4,630,750
Direct Labour Charge	52,843	13,500
Salary & Allowances	10,189,144	8,001,922
Loading/unloading Charge	560,780	257,750
Spare Parts (Note-36.01.2)	11,219,273	8,380,152
Service Charge	508,620	1,185,900
Depreciation Expenses	64,909,376	54,251,680
Amortization of leasehold land development cost	3,039,078	-
Amortization of Preliminary Expenses	1,881,000	-
Testing Expenses	10,400	53,847
Repair & Maintenance	1,220,732	-
	<u>98,299,635</u>	<u>76,775,301</u>

36.01.1 Lubricant: Tk.4,808,389

The break up of the above amount is as under :

	31 DEC 2010	31 DEC 2009
Opening Stock	2,089,136	289,136
Add: Purchases	7,024,396	6,430,750
	9,113,522	6,719,886
Less: Closing Stock	4,305,133	2,089,136
	<u>4,808,389</u>	<u>4,630,750</u>

36.01.2 Spare Parts : Tk.11,219,273

The break up of the above amount is as under :

	31 DEC 2010	31 DEC 2009
Opening Stock	5,162,368	4,711,980
Add: Purchase	21,959,081	8,630,540
	27,121,429	13,542,520
Less: Closing Stock	15,902,158	5,162,368
	<u>11,219,273</u>	<u>8,380,152</u>

37.00 ADMINISTRATIVE, FINANCIAL & OTHER EXPENSES: TK. 153,128,551

The break up of the above amount is as under :

	31 DEC 2010	31 DEC 2009
Administrative Expenses	9,428,411	7,866,801
Financial Expenses	130,224,058	140,480,182
Other Expenses	13,476,082	9,200,836
	<u>153,128,551</u>	<u>157,547,819</u>

37.01 Administrative Expenses: Tk. 9,428,411

The break up of the above amount is as under

	31 DEC 2010	31 DEC 2009
Salary & Allowances	2,796,148	2,688,514
Tours and Travelling Expenses	317,671	1,411,632
Directors Remuneration	4,770,000	2,698,000
Advertising	160,000	95,190
Electric Bill	68,332	206,049
Medical Bill Expenses	73,517	6,510
Office Maintenance	7,816	-
Audit fee	300,000	300,000
Wass Bill	22,657	27,799
Car Rental Expenses	180,000	-
Courier Service	23,617	-
Depreciation Expenses	654,640	410,003
Amortization of leasehold land development cost	30,698	-
Amortization of Preliminary Expenses	19,000	-
Miscellaneous	4,315	23,104
	9,428,411	7,866,801

37.02 Financial Expenses : Tk. 130,224,058

The break up of the above amount is as under

	31 DEC 2010	31 DEC 2009
Bank Charges	476,972	864,473
Bank Guarantee Commission	2,016,700	1,216,117
Interest on Syndicated Loan	120,636,997	135,030,621
Syndicated Term Loan Expenses	1,780,000	1,780,000
Interest on IDLC Loan	1,864,378	-
Interest on Bank Overdraft	3,449,011	1,588,971
	130,224,058	140,480,182

37.03 Other Expenses : Tk. 13,476,082

The break up of the above amount is as under

	31 DEC 2010	31 DEC 2009
Office Rent	436,082	376,800
Consultancy & service fee	396,744	91,850
Telephone & Mobile Expenses	119,557	133,520
Fuel Expenses	108,090	137,950
Donation & Subscription	120,000	154,213
Entertainment	84,391	122,184
Feeding Bill for Staff	1,309,718	1,169,131
Internet Line Expenses	27,349	45,732
* Tax on new Ordinary Share Premium	8,100,000	-
Miscellaneous Expenses for raising new Capital	128,073	-
Legal Expenses	41,321	46,555
Transformer Rent	809,100	2,401,200
Printing & Stationery	148,165	117,430
Registration Expenses	8,920	37,824
Repair & Maintenance	90,238	67,035
VAT on BPDB Bill	-	3,617,988
C & F Expenses	377,196	-
Licence Fee	47,679	-
Other Expenses	859,527	151,500
Miscellaneous Expenses	263,932	530,124
	13,476,082	9,200,836

*Tax on share premium has been recognized as expenses as per para 37 of BAS 33

38.00 Capital Gain in VERL: Tk. 7,336,155

The break up of the above amount is as under:

	31 DEC 2010	31 DEC 2009
Sale value of Investment in VERL	33,850,000	-
Cost of Investment	(26,513,845)	26,513,845
Gain on sale of investment	7,336,155	-

39.0 PROVISION FOR TAX ON CAPITAL GAIN Tk.1,100,423

The break up of the above amount is as under:

	31 Dec 2010	31 Dec 2009
Capital Gain from Sale of Investment	7,336,155	-
Provision for Tax on Capital Gain 15%	1,100,423	-

40.00 BASIC EARNINGS PER SHARE (EPS):

The computation of EPS is given below:

	31 Dec 2010	31 Dec 2009
(a) Earnings attributable to the Ordinary Shareholders	75,500,300	24,318,278
(b) Weighted average number of Ordinary Shares Outstanding during the year (25,999,990 + (New issued ordinary shares 4,500,000 + 365day X 58day, whereas new ordinary shares approved by the board of directors on 4 th November 2010))	26,715,058	25,999,990
(c) Basic EPS	<u>2.83</u>	<u>0.94</u>

41.00 TRANSACTION WITH RELATED PARTIES:

The Company has purchased following cars from related party during the period:

Particulars	Registration No.	Seller's Name	Based of Price Fixing	Date of Purchase by Seller	Price	Date of Transfer to the Company	Remarks
Toyota Allion	Dhaka Metro Ga-17-3192	GBB Limited	Current Market Value	19-10-2004	1,000,000	29/06/2010	Ownership transferred through BRTA
Maruti Suzuki Esteem	Dhaka Metro-Kha-12-0791	Fauzul Akbar	Do	09-05-2005	700,000	29/06/2010	Do
Maruti Suzuki 800	Dhaka Metro Ka-11-1985	SPCL-GBB Limited J/V	Do	09-04-2006	350,000	01/06/2010	Do
Total					2,050,000		

42.00 TAX ASSESSMENT STATUS:

Accounting Year	Assessment Year	Liabilities as per Assessment Order	Advance Income Tax Paid/Collected
2007	2008-2009	*Return not submitted	Nil
2008	2009-2010	-Do-	9,291,216
2009	2010-2011	-Do-	14,209,020
2010	2011-2012	-Do-	17,376,791
		Total	40,877,027

*On a writ petition number 968 of 2009 by the company the High Court Division of the Honorable Supreme Court has awarded that the wrong license as Rental Power Plant (RPP) has been issued to the company by Bangladesh Energy Regulatory Committee (BERC) and directed the authority to issue a proper license in accordance with the law.

In the same award it has been mentioned there are three category of license namely, a) Independent Power Producer (IPP) b) Captive Power Producer (CPP) and c) Small Power Producer (SPP).

The matter is sub-judice in the Honorable Supreme court of Bangladesh for which the company holds view that it is the Independent Power Producer (IPP) as it does not fall under category of CPP and SPP. If the license is issued as per law under the directive of the High Court as IPP no tax will be payable and power project of the company shall enjoy tax holiday for fifteen year from its date of commercial production on 17.06.2008 under SRO No. 114-AJN/ 1999 dated 26.05.1999 of NBR. In the strength of this the above company has not filed/submitted income tax return.

43.00 SOME INFORMATION WITH REGARD TO INCOME AND EXPENDITURE IN FOREIGN CURRENCY ETC.:

	31 Dec 2010	31 Dec 2009
(a) Value of Imports on C & F basis		
(i) Raw Materials	Nil	Nil
(ii) Packing Materials	Nil	Nil
(iii) Components and Spare Parts	USD 62,716	Nil
(iv) Capital Goods	Nil	Nil
(b) Expenditure in Foreign Currency for Royalty, Technical Fee Professional Advisory fee, Interest and Others.	Nil	Nil
(c) Value of Consumed Raw Materials, Packing Materials, Stores & Spares consumed with percentage:		
	Amount	Amount
	Raw Materials %	Packing Materials %
Imported	Nil	Nil
	Amount	Amount
	Stores & Spares %	
	Nil	
	31 Dec 2010	31 Dec 2009
(d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the number of non-resident shareholders,	Nil	Nil
(e) Earnings in foreign exchange classified under the following heads namely :-		
(i) Export of goods calculated on F.O.B basis:	Nil	Nil
(ii) Royalty, know-how, professional and consultation fees :	Nil	Nil
(iii) Interest and dividend :	Nil	Nil
(iv) Other income, indicating the nature thereof	Nil	Nil

44.00 CONTINGENT LIABILITY (BAS-37):

	31 Dec 2010	31 Dec 2009
* Demand Against Gas Bill	64,464,063	30,646,094
** Income Tax	40,877,027	23,500,236
	105,341,090	54,146,330

*This is the break-up of the Contingent Liability for demand against Gas Bill is as follows:

Item	31-Dec-10	31-Dec-09	31-Dec-08
Total Gas Bill by PGCL	152,741,523.00	125,102,875.00	69,982,299.00
Total Gas Bill as per BERC	128,429,306.00	97,939,888.00	66,499,192.00
Excess Gas Bill	24,312,217.00	27,162,987.00	3,483,107.00
<i>Break up of Excess Gas Bill:</i>			
Gas consumption billed by PGCL claimed against GBB for Faulty Meter	9,505,752.00	14,855,805.00	3,483,107.00
Higher Heating Value	24,312,217.00	10,584,516.21	-
Surcharge	-	1,722,665.79	-
Total During the period	33,817,969.00	27,162,987.00	3,483,107.00
Balance from previous year	30,646,094.00	3,483,107.00	-
Balance at the end of the year	64,464,063.00	30,646,094.00	3,483,107.00

** On a writ petition number 965 of 2009 by the company the High Court Division of the Hon'ble Supreme Court has awarded that the wrong license as Rental Power Plant (RPP) has been issued to the company by Bangladesh Energy Regulatory Committee (BERC) and directed the authority to issue a proper license in accordance with the law.

In the same award it has been mentioned that there are three categories of license namely, a) Independent Power Producer (IPP) b) Captive Power Producer (CPP) and c) Small Power Producer (SPP).

The matter is Sub-judice in the Honorable Supreme court of Bangladesh for which the company holds view that it is the Independent Power Producer (IPP) as it does not fall under category of CPP and SPP. If the license is issued as per law under the directive of the High Court as IPP no tax will be payable and power project of the company shall enjoy tax holiday for fifteen year from its date of commercial production on 17.06.2008 under SRO No. 114-AIN/ 1999 dated 26.05.1999 of NBR. In the strength of this the above company has not filed/submitted income tax return and the tax deducted at source of Tk 40,877,027 has been shown as contingent liability as the liability is contingent upon award of the final court of law.

45.00 THERE WAS NO CLAIM AGAINST THE COMPANY WHICH IS TO BE ACKNOWLEDGED AS DEBT AS ON 31-12-2010.

46.00 SUBSEQUENT EVENT:

There is no other significant event that has occurred between the Balance Sheet date and the date when the financial statements were authorized for issue by the Board of Directors.

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Dated: 25 June 2011

GBB POWER LIMITED
SCHEDULE OF FIXED ASSETS AS AT 31 DEC 2010

Annexure-A-1

Particulars	Cost			Rate	Depreciation			Written down value as on 31 Dec 2010
	Balance as at 01 Jan 2010	Additions during the Year	Total as on 31 Dec 2010		Balance as at 01 Jan 2010	During the Year	Total as on 31 Dec 2010	
Building & Premises	83,510,900	5,659,299	89,170,199	5%	5,114,658	4,061,295	9,175,953	79,994,246
Plant & Machinery	1,009,520,486	27,802,144	1,037,322,630	5%	62,167,336	48,062,711	110,230,046	927,092,584
Tools & Equipment	212,301,961	40,030,735	252,332,696	5%	12,191,856	11,006,274	23,198,130	229,134,566
Furniture & Fixtures	959,309	412,981	1,372,290	20%	221,666	188,821	410,516	961,774
Office Equipment	1,708,478	50,000	1,758,478	20%	396,078	267,480	663,558	1,094,920
Office Car	-	2,050,000	2,050,000	20%	-	410,000	410,000	1,640,000
Fabrication Work	17,160,273	16,366,600	33,516,873	5%	1,048,097	1,214,524	2,262,621	31,254,252
Shuttering Materials	1,655,423	-	1,655,423	20%	390,864	252,912	643,776	1,011,647
Total	1,326,816,830	92,361,759	1,419,178,589		81,530,583	65,464,016	146,994,599	1,272,183,990

Allocation of Depreciation :	Amount in TK.
Charged to Production	64,839,375
Charged to Administration	654,640
Total	65,494,016

**Auditors report under section 135(1), Para 24(1) of part II of schedule III
of the Companies Act, 1994**

We, as auditors, having examined the financial statements of GBB POWER LIMITED for the years ended 31 December, 2007, 2008, 2009 and 2010 and in pursuance of section 135(1) under para 24(1) of part II of the Third Schedule of the Companies Act, 1994 report as follows:

A) The statement of assets and liabilities of the company was as under:

PARTICULARS	TK - 31 DEC 2010	TK - 31 DEC 2009	TK - 31 DEC 2008	TK - 31 DEC 2007
Non-Current Assets	1,281,518,614	1,269,690,647	1,264,696,672	934,726,202
Tangible Fixed Assets (Net Block)	1,272,183,990	1,257,690,647	1,262,796,672	875,506,880
Leasehold Land Development Cost	9,334,624	-	-	-
Pre-operational Revenue Expenses	-	-	-	57,319,322
Preliminary Expenses	-	1,900,000	1,900,000	1,900,000
Investment at cost	-	26,613,846	26,613,846	-
Current Assets	326,882,202	144,228,333	113,573,737	78,969,746
Inventories	20,207,289	7,251,504	5,001,116	-
Advance, Deposit & Prepayment (Considered good)	68,966,302	39,851,231	27,736,112	295,000
Sundry Debtors (Considered good)	107,276,877	87,476,814	79,752,104	59,400,628
Cash and Cash Equivalents	130,431,734	9,648,784	1,084,405	19,294,117
Current Liabilities and Provisions	38,312,617	60,386,909	72,719,143	9,042,490
Sundry Creditors	16,996,271	39,564,453	57,841,937	9,042,490
Accrued Expenses	2,449,870	2,278,802	2,675,596	-
Workers Profit Participation and Welfare Fund	4,320,790	-	-	-
Provision for Tax on Capital Gain	1,100,423	-	-	-
Bank Loan	13,443,263	8,543,654	12,201,611	-
Net Current Assets /(Current Liabilities)	288,669,686	93,841,424	40,854,694	69,947,256
	1,570,088,200	1,379,946,916	1,332,065,111	1,004,673,467
FINANCED BY :				
Shareholders' equity	686,926,729	396,184,839	371,866,661	97,881,736
Ordinary Share Capital	304,999,900	259,999,900	259,999,900	2,000,000
Redeemable Preference Share Capital	-	100,000,000	100,000,000	-
Share Premium	270,000,000	-	-	-
Share Money Deposit	4,594,619	4,354,029	4,354,029	95,881,735
Retained Earnings	7,331,210	31,830,910	7,512,632	-
Capital Redemption Reserve	100,000,000	-	-	-
Long Term Liabilities:	883,162,471	983,761,077	960,198,560	906,791,722
Long Term Loan (Secured)	883,162,471	983,761,077	959,515,754	855,997,998
Long Term Loan (Un-secured)	-	-	682,796	50,793,724
	1,570,088,200	1,379,946,916	1,332,065,111	1,004,673,467

B) The statement of operating results of the company was as under:

PARTICULARS	TK - 31 DEC 2010	TK - 31 DEC 2009	TK - 31 DEC 2008	TK - 31 DEC 2007
TURNOVER	434,418,788	355,225,483	199,944,871	-
COST OF ENERGY SOLD	199,682,312	159,859,386	98,892,604	-
GROSS PROFIT	234,736,474	195,366,097	101,052,267	-
OPERATING EXPENSES				
Administrative, Financial & Other Expenses	153,128,550	157,547,819	86,039,636	-
Administrative Expenses	9,428,411	7,866,801	2,292,717	-
Financial Expenses	130,224,056	140,480,182	77,111,812	-
Other Expenses	13,476,082	9,200,836	6,635,106	-
NET PROFIT BEFORE OTHER INCOME	81,607,924	37,818,278	15,012,632	-
OTHER INCOME	9,128,658	-	-	-
Capital Gain on Sale of Investment in VERL	7,336,155	-	-	-
Interest on Short Notice Deposit Accounts	1,303,768	-	-	-
Wastage Sale from Plant	488,735	-	-	-
NET PROFIT BEFORE CHARGING INCOME TAX	90,736,582	37,818,278	15,012,632	-
Less: Contribution to WPP & Welfare Fund	4,320,790	-	-	-
NET PROFIT BEFORE INCOME TAX, AFTER W.P.P. & W.F	86,415,792	37,818,278	15,012,632	-
Less: Provision for Income Tax on Capital Gain	1,100,423	-	-	-
NET PROFIT BEFORE CHARGING PREFERENCE DIVIDEND	85,315,369	37,818,278	15,012,632	-
Less: Dividend on Preference Share	9,815,069	13,500,000	7,500,000	-
NET PROFIT AFTER CHARGING PREFERENCE DIVIDEND	75,500,300	24,318,278	7,512,632	-
Profit Brought Forward	31,830,910	7,512,632	-	-
Profit Carried Forward	107,331,210	31,830,910	7,512,632	-
Earnings Per Share (EPS) – Weighted	2.83	0.94	0.29	-

C) The statement of cash flows of the company was as under:

PARTICULARS	TK - 31 DEC 2010	TK - 31 DEC 2009	TK - 31 DEC 2008	TK - 31 DEC 2007
Cash Flows from Operating Activities				
Collections from Turnover & Others	424,482,708	357,751,679	136,556,253	-
Payment for Cost & Expenses	(337,885,679)	(301,577,192)	(94,202,167)	-
Income Tax Paid & Deducted at Source	(17,376,791)	(14,209,020)	(9,291,216)	-
	69,220,238	41,965,467	33,062,870	-
Cash Flows from Investing Activities				
Tangible Fixed Asset Acquired	(92,361,759)	(49,555,658)	(356,839,370)	-
Investments in VERL	33,850,000	-	(28,513,845)	-
	(58,511,759)	(49,555,658)	(383,353,215)	-
Cash Flows from Financing Activities				
Cash Credit & Other short term loan	18,206,346	(3,857,957)	12,201,611	-
Long Term Loan Received/(Payment)	(100,598,606)	23,562,527	53,406,828	-
Ordinary Share Capital	45,000,000	-	357,999,900	-
Ordinary Share Premium	270,000,000	-	-	-
Redeemable Preference Share	(100,000,000)	-	-	-
Share Money Deposits	4,531,800	-	(91,527,706)	-
Dividend Paid on Preference Share	(27,065,069)	(3,750,000)	-	-
	110,074,471	16,154,570	332,080,633	-
Increase/(Decrease) in Cash and Cash Equivalents	120,782,950	8,564,379	(18,209,712)	-
Cash and Cash Equivalents at Opening	9,648,784	1,084,405	19,294,117	-
Cash and Cash Equivalents at Closing	130,431,734	9,648,784	1,084,405	-

D) The company did not declare any dividend from the date of its incorporation.

E) The company was incorporated on 17 October 2006 as a private company limited by shares under the Companies Act, 1994. Subsequently it was converted into Public Company limited by shares vide special resolution passed in the extra ordinary general meeting held on 26 February 2008.

F) The company has no subsidiary company.

G) The company did not prepare any accounts for any period subsequent to 31 December 2010.

H) Figures related to previous years have been rearranged where considered necessary.

Dated, Dhaka
25 June 2011

Sd/-
Saha Mazumder & Co.
Chartered Accountants

Auditors' Certificate on Calculation of Various Accounting Ratios for the Years Ended on 31 December 2010, 2009 and 2008

We have examined the following accounting ratios of GBB Power Limited for the years ended 31 December 2010, 2009 and 2008 as submitted to us by its management. The preparation of these ratios is the responsibility of the Company's management. Our responsibility is to review and certify that these were prepared using acceptable accounting principles on the basis of audited financial statements for the years ended 31 December 2010, 2009 and 2008.

Based on our review, we certify that the Company has properly prepared the following ratios based on acceptable accounting principles:

Period Ended		31.12.08	31.12.09	31.12.10
I) Liquidity Ratio:				
Current Ratio	Times	1.56	2.86	8.53
Quick Ratio	Times	1.49	2.72	8.00
Times Interest Earned Ratio	Times	1.09	1.17	1.58
Debt Equity Ratio	Times	2.58	2.48	1.29
II) Operating Ratio:				
Accounts Receivable Turnover Ratio	Times	3.15	5.84	6.14
Asset Turnover Ratio	Times	0.15	0.25	0.27
Inventory Turnover Ratio (Cost of Sale/Average Inventory)	Times	19.77*	26.09*	14.54*
III) Profitability Ratio:				
Gross Margin Ratio	%	50.54%	55.00%	54.03%
Operating Income Ratio	%	7.51%	10.65%	18.79%
Net Income Ratio	%	7.51%	10.65%	17.38%
Return on Assets Ratio	%	1.19%	3.00%	4.69%
Return on Equity Ratio	%	2.76%	8.21%	10.99%
Earning Per-Share (EPS)		0.29	0.94	2.83

*The Company is engaged for generation of electric power for which it does not hold any inventory of its product for sale. The inventory, therefore, represents only spare parts and consumable lubricant. The inventory turnover ratio is also calculated on those items of company's inventory.

Dated, Dhaka
10 September 2011

Sd/-
Saha Mazumder & Co.
Chartered Accountants

**Auditors' Additional Disclosures to the Financial Statements
for the Year ended on 31 December 2010**

a) Quantity wise break-up of inventories as mentioned in note 21

Quantity wise break-up of Inventories as on 31 December 2010 is as follows:

1. Lubricants:

Particulars	Unit	Quantity	Rate	Total (Tk.)
Titan Genymet LA 40 (L)	Liter	20,170	213	4,304,278
Grease	Packet	1	855	855
Sub-Total of 1				4,305,133

2. Spare Parts:

Particulars	Unit	Quantity	Rate	Total
Air Filter-12409797	Pc.	96	42,830	4,092,480
O, Seal-011802769	Pc.	18	14,250	256,500
O, Seal-01182768	Pc.	18	23,750	427,500
Gasket- 12283715	Pc.	48	29,640	1,422,720
Sparkplug-12282839	Pc.	48	58,607	2,813,136
Main Bearing Sheel-12283823	Pc.	12	352,374	4,228,488
Alternator Bearing-00000021	Pc.	6	136,500	819,000
Thermocouple-12322218	Pc.	6	48,736	292,416
Compensator- 12281701	Pc.	6	151,798	910,788
Miscellaneous				639,128
Sub-Total of 2				15,902,156
Grand Total (1+2)				20,207,289

b) Interest on Short Notice Deposit Account mentioned in Statement of Comprehensive Income

Interest on short notice deposit (SND) account of Tk. 1,303,768 represents the interest/profit occurred/received from 05.10.2010 to 31.12.2010 on time to time deposits and calculated on 30.12.2010 to the SND A/C No. 400313100001422 with **Shahjalal Islami Bank Limited**. The amount is in agreement with the Bank Statements.

c) Income Tax deducted at source mentioned in Statement of Cash Flow.

The Cash Flow statement for the year ended 31 December 2010 has been presented consistently in direct method following Para 14(f) of BAS-7 and relevant Securities and Exchange Rules 1987. The Income Tax deducted at source has been shown in the Statement of Cash Flow as "operating activity" as per Part-III of the Schedule attached to Section 12(2) of The Securities and Exchange Rules, 1987 as amended up to date which reads as under:

1. The cash flow statement shall be so made out as to disclose clearly the cash flows of the company from its operating, investing and financing activities, disclosing every material feature and in particular, the following:

- A (1) the major classes of gross cash receipts and gross cash payments from operating activities, using the direct method.
- (2) interest paid on short term borrowing; and
- (3) taxes on income paid and/or deducted at source.

Sd/-
Managing Director

Sd/-
Director

Sd/-
Company Secretary

Sd/-
Saha Mazumder & Co.
Chartered Accountants

Dated, Dhaka
10 September 2011

SECTION XV

CREDIT RATING REPORT

**CREDIT RATING REPORT
ON
GBB POWER LIMITED
REPORT: RR/474/10**

Address:
CRISL
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Entity Rating
Long Term: A
Short Term: ST-3

Outlook: Positive

GBB POWER LIMITED

ACTIVITY
Power Generation

INCORPORATED ON
October 17, 2008

CHAIRMAN
Mr. SK. Md. Rafiqul Islam

MANAGING DIRECTOR
Engr. Fauzul Akbar

Equity
Tk.296.17 million

TOTAL ASSETS
Tk.1,430,333 Million

This is a credit rating report as per the provisions of the Credit Rating Companies Rules, 1998. CRISL's entity rating is valid one year for long-term rating and 6 months for short-term rating. CRISL's Bank loan rating (bl) is valid one year for long-term facilities and up to 365 days (according to tenure of short-term facilities) for short-term facilities. CRISL followed Corporate Rating Methodology published in CRISL website www.crislbd.com

	Long Term	Short Term
Entity Rating	A	ST-3
Outlook	Positive	
Date of Rating Declaration	23 September 2010	

1.0 RATIONALE

Credit Rating Information and Services Limited (CRISL) has assigned "A" (Pronounced as single A) rating in the long term and ST - 3 in the short term to GBB Power Limited (GBBPL) on the basis of its financials and other relevant quantitative and qualitative information. The above ratings have been done after due consideration to its good fundamentals such as good financial performance, thrust and priority sector of government, secured and guaranteed market, sound exposures in power plant operation, good cost efficiency, experienced top management, etc. However, the above rating was moderated to some extent, by high financial cost burden and exposed to financial risk etc.

Although the company is operating for only two years; financial performance of this company is good and revenue is almost secured by the Power Purchase Agreement. In view of the above, the company maintained a reasonable growth in its financial performance over the last two years. The company generated 13.35 million KW electricity from its plant for the first six months of 2010 and earned gross revenue of Tk. 206.98 million. The average plant factor stood at 86.96%. In terms of Economic Efficiency (production cost to energy output) the company reported Tk 1.16 per Kw. The revenue earned in 2009 Tk. 355.23 million against Tk. 199.94 million in the FY2008 (for six months) and it fetched Tk. 206.98 million for the 1 H of 2010 indicating a growth of 16.53% in the 1 H of 2010 on annualized basis. After deducting all Administrative and Financial expense the net profit of the company reached to Tk. 24.32 million in FY 2009 against Tk. 15.01 million in FY2008 and during 1 H of 2010 it reached to Tk. 40.25 mill. The cost efficiency ratio (cost of production compared to its revenue) was found almost stable and decreased marginally in 2009 compared with 2008.

GBBPL depends highly on its early realization of receivables from BPDB to support its liquidity. As its revenue flow has been structured through PPA, presently it has to delay almost 45 days to cash its receivable from BPDB. Accordingly, it had to stagger its payment obligation to gas distributing company that counterbalanced the impact. Although its current ratio was found marginal i.e. 1.10 times at year end June 2010 and 1.00 times in FY2009, due to regular receivable realization, the company has so far not faced any liquid problem.

Entities rated in this category are adjudged to offer adequate safety for timely repayment of financial obligations. This level of rating indicates a corporate entity with an adequate credit profile. Risk factors are more variable and greater in periods of economic stress than those rated in the higher categories. The Short term rating ST-3 indicates good certainty of timely payment. Liquidity factors and company fundamentals are sound. Although ongoing funding needs may enlarge total financing requirements, access to capital markets is good. Risk factors are small.

CRISL also placed the company with stable outlook due to its continuous expansion and power generation as according to its highest capacity.

2.0 CORPORATE PROFILE

2.1 Genesis

GBB Power Limited (hereinafter referred as "GBBPL" or "the company"), an independent power producing company, was incorporated in Bangladesh on October 17, 2006 as a private limited company. Later on it was converted into a Public Limited Company with an authorized and paid-up capital of Tk.1000.00 Million and Tk. 380.00 Million respectively and commenced its commercial operation on 17th June 2008. GBBPL signed a power supply contract with Bangladesh Power Development Board (BPD&B) on 19 October 2006 for a term of 15 years under BOO (Build, Own & Operate) from Commercial Operation Date. Now the Company is operating a 20 MW $\pm$ 10% gas fired power plant at Bogra. The entire power is sold to BPD&B as per contract. The company plans to go for Initial Public Offering (IPO) of its shares in late 2010 by issuing 20.5 million share of Tk. 10 each. The company is in the process of converting its shares from Tk. 100 per share to Tk. 10 per share as per the Government's new direction. The IPO fund will be utilized for repayment of term loan, ICB preference shares, plant improvement and working capital finance for the company. Registered Office of the company is located at Montaz Plaza (5th Floor), House- 7, Road- 4, Dhanmondi R/A, Dhaka.

2.2 Ownership Pattern

Being a subsidiary of GBB Limited having 56% stake on GBBPL, the balance stake vested upon both individual and institutional share holders. Diesel System International LLC, the institutional shareholder is controlling 11.15% of the total outstanding shares. The rest of the 32.81% shares are being held by 10 individual shareholders. While reviewing the shareholding pattern it appeared that Dr. Mustafizur Rahman is controlling the highest 30.53% shares under individual capacity followed by Eng. Fauzul Akbar (1.35%), Mrs. Morziana Hasan (0.80%), Mr. Sk. Md. Rafiqul Islam (0.038%). Details share holding is delineated in the following table:

Sl. No.	Particular	31 Dec. 2009		
		No. of shares	Value of share	%
01.	GBB Ltd.	1,456,909	145,690,900	56.035
02.	Dr. Mustafizur Rahman	793,681	79,368,100	30.526
03.	Diesel System Intl. LLC	289,998	28,999,800	11.153
04.	Eng. Fauzul Akbar	35,000	3500,000	1.346
05.	Eng. Mamun Haider	1,000	100,000	0.038
06.	MR. Sk. Md. Rafiqul Islam	1,000	100,000	0.038
07.	Mr. Mohammed Taifur Hossain	250	25,000	0.010
08.	Mrs. Asma Begum	250	25,000	0.010
09.	Mrs. Morziana Hasan	20,911	2,091,100	0.804
10.	Mrs. Rezina Akbar	250	25,000	0.010
11.	Mrs. Rintia Rafique	250	25,000	0.010
12.	Mrs. Shamim Ara Islam	250	25,000	0.010
13.	Mrs. Rafsana Rafique	250	25,000	0.010
	Total	2,599,999	259,999,900	100.00

CRISL views that although present share holding pattern is confined to few number of share holders, after IPO the above will be diversified to some extent.

2.3 Business Plan

The Management of the Company has decided to go for IPO (initial public offering) by issuing 20.50 million share of Tk 10 each including an expected premium of Tk.60 per share. The IPO fund will be utilized to pay off its bank syndicated term loan, redemption of ICB preference share, working capital finance, plant expansion & balancing and plant infrastructure improvement.

An Independent Power
Producing Company

Confined to few number of
share holders

Site enjoys all available facilities

6 nos. of 3.876 MW DEUTZ engines with 6 AVK/Cummins alternators

Management of GBBPL wants to expand its existing plant by setting up another 1.5 MW gas burn power generator in order to supply of total 22 MW power to the national grid. Management also wants to keep a backup for emergency spare parts for the uninterrupted power supply.

3.0 PLANT DETAILS

3.1 Plant Location & Production Facilities

The Gas- fired Power plant of GBBPL is within the existing BPDB compound at Bogra Town. The projects land is provided by BPDB on leasehold basis which is solely and exclusively for the purposes of the project. The site enjoys all available facilities like power line, road communication etc.

The Plant consisting of 6(six) numbers of 3.876 MW gas engines of 23.256 MW gross capacities, supplying minimum of 21-22 MW electricity. The main machineries of the plant, i.e. Gen-sets were imported from the renowned manufacturer DEUTZ Power System GmbH & Co. KG of Germany and were installed under their supervision by their local agent PT Kalimex Energy, Indonesia. Each of the 6 DEUTZ engines is also coupled with 6 AVK/Cummins alternators. In addition to the auxiliary and ancillaries equipment, the plant has a single 35MVA power transformer and another 1250KVA 440V transformer for auxiliary use. Zicom Singapore supplied and installed the Gas Regulating and Metering Station (RMS). GBB arranged construction of approximately 2 KM Gas line from Paschimanchal Gas Company Ltd. (PGCL) City Gas Station to the plant. The plant consists of 1500sqm plant house where 6 gas fired generator were installed. A three storied building attached to the plant house of which ground floor is used for housing the power cables & stores. First floor is for the control room, control panels, switchgears, metering station, etc. 2nd floor is used for the plant office. Adjacent to the Plant building, there is a store room, which is used for spare parts and other necessary storage. In addition to this, there is a room for PGCL to maintain the RMS next to the storage room.

The major raw material of the project is Natural gas supplied by Paschimanchal Gas Company Limited (A Company of Petrobangla) and GBBPL paid for the fuel. BPDB acted as a facilitator to ensure that GBBPL receives gas from PGCL.

3.3 Main Features of PPA

Considering the BPDB as the single buyer, the Power Purchase Agreement between BPDB and GBBPL plays a very important role. The PPA inter alia includes the following important provisions:

- a) The term of the contract is for 15 years from the date of commercial operations;
- b) Under the PPA (Power Purchase Agreement), GBBPL can not sell power to any other party except BPDB without having any prior written consent from the authority;
- c) Tariff structure includes: i) Reference Rental Price and ii) Reference Energy Price; Reference Energy Price has two component – Variable O&M Price and Fuel Price
- d) In the event of default occurs to GBBPL in failure to pay the liquidated damages amount within the 45 days of the due dates BPDB will realize the undisputed amount from the performance-Security/ Operations Security after 7 days of the LD due date;
- e) GBBPL shall obtain the supply of all electrical energy and required capacity either by generating from companies own facilities or purchasing from the relevant electricity utility;
- f) GBBPL is required to pay liquidated damages of USD 200 per MW each day in failure to start at required commercial operation date;

Having technical
Collaboration with the
manufacturer

- g) Failure to meet Guaranteed capacity, GBBPL is liable to pay BPOB one time liquidated damages for each KW drop from the Guaranteed Capacity at the rate of US dollar 1000/KW;
- h) All cost regarding fuel & electrical interconnection facilities should be borne by the GBBPL;
- i) PGCL will be the fuel supplier and BPOB will act as facilitator

3.4 Tariff Structure

The tariff structure is clearly outlined in the PPA where the Reference Tariff is composed of two components: Reference Rental Price (RRP) and Reference Energy Price (REP). Again the REP is composed of two components as Variable O&M Price and Fuel Price.

Project (plant)	Contract Year	Reference Rental Price		Reference Energy Price	
		Reference Non-Escalable Rental Price (Taka/KW-Month) (RNERP)	Reference Escalable Rental Price (Taka/KW-Month) (RERP)	Reference Variable O & M Price (Taka/ KWh) (RVOMP)	Reference Fuel Price (Taka/KWh) (RFP)
20 MW $\pm$ 10% gas fired power plant on BOO basis	15	605.75	189.03	0.18579	1.018575

The Levelized Tariff is Tk.3.016 per KW-Hr, the highest obtained from BPOB by any 15 yrs contracted power plant.

3.5 Technical Arrangement

The Company has installed 6 nos. DEUTZ TCG 2032 V16 Gas Gen Set by DEUTZ Power System GmbH & Co. KG, Germany. The machineries were installed under their supervision by their local agent PT Kalimex Energy, Indonesia. GBBPL also made a technical collaboration memorandum with the manufacturer; in case of any emergency, they are available for consultation during regular office hours, and their engineers are deputed as required during any emergency on a 12 hour notice.

4.0 INDUSTRY ANALYSIS

Electricity is the major source of power for country's most of the economic activities. Bangladesh's energy infrastructure is quite small, insufficient and poorly managed. It's installed electric generation capacity was 4.7 GW in 2009; only three-fourth of which is considered to be 'available'. That is only 45% of the population has access to electricity with a per capita availability of 149 kWh per annum only. And the gap between power demand and supply would be wider in the coming years if proper step wouldn't be taken.

Problems in the Bangladesh's electric power sector include corruption in administration, high system losses, delays in completion of new plants, low plant efficiencies, erratic power supply, electricity theft, poor governance, politically blessed bureaucracy dominated energy sector management lacked competency and efficiency blackouts, and shortages of funds for power plant maintenance.

Experienced Board of Directors

At present 85 percent of electricity is produced by the natural gas. And the country's gas reserve is depleting over years. The proven reserve now is 7.3 trillion cubic feet (tcf) while probable reserve is 5.5 tcf more as disclosed by competent authority. For this, it is important to take up on-shore and offshore exploration for new reserves. Government plans to import gas from neighbouring countries for mitigating the power crisis on a short term basis. Bangladesh has signed all the treaties, protocols and conventions required for developing nuclear energy and the IAEA has given green signal to go ahead with the project. For nuclear waste disposal, Bangladesh stands in a position for pursuing 'take back option' meaning that the reactor suppliers will take the high level radioactive wastes back. Again the government has taken up initiatives of a Tk 105 crore project to produce energy saving bulbs to saving of 350MW electricity. For transmission-distribution of power, the government has a three-year plan. An additional 837 km power grid line, 17 sub-stations and 15,000 km distribution line will be built.

Also the government planned to set up IPP projects that has been put on offer for overseas investment include Bibiyana 450 megawatts (mw), Meghnaghat 450 mw and Bhola 225 mw projects, Four coal-based power plants to generate a total of 2,000 mw of electricity and 12 furnace oil-run Quick Rental projects to generate 100 mw of electricity each at Savar, Karanigonj, Madangonj, Noapara, Ghorasal, Barisal, Khulna, Kaliakoir also offered for investment and implementation. The government is planning to set up a LNG terminal in the port city Chittagong with a target to meet the soaring energy demand for the liquefied gas. The capacity constraints of the country's existing transmission pipelines along with the sharp fall of Sangu gas output have led to the energy supply crunch in the port city. Production of electricity in the public sector in 2009 stood at about 4300 MW per day against the daily demand for about 7,000 MW as of moment time.

5.0 CORPORATE GOVERNANCE

5.1 Board of Directors

The Board of Directors of the company comprises of 5 Directors including the Managing Director as an ex-officio. Out of the above, Mr. Sk. Md. Rafiqul Islam is the representative Director from GBB Ltd., Mr. Kafil Uddin Ahmed Chowdhury is the representative Director from Investment Corporation of Bangladesh and rest of the two is general shareholder Director. The five member Board of GBBPL is chaired by Mr. SK. Md. Rafiqul Islam, a renowned business personality in the field of construction industries of Bangladesh. Mr. Islam completed MA from Dhaka University in 1974. Currently he is the President of Bangladesh Association of Construction Industries (BACI) & also the MD of GBB Limited, GBB Properties Ltd and the Director of Wonder Apparels Ltd. The Managing Director of GBBPL, Engr. Fauzul Akbar, B.Sc. Engineer (BUET 1989), FIEB has extensive experience in Construction, Property Development, Garments Sector and Imports business. He is the Chairman of GBB Limited & GBB Properties Ltd. and the Director of Wonder Apparels Ltd. The other members of the Board are eminent personality and having diversified business track record. The Board formulates strategic objectives and policies for the company, provides leadership and supervises management actions in implementing those objectives of the company. The Board conducted 27 meetings during 2009 against 21 meetings in 2008.

5.2 Corporate Management

The corporate management team of GBBPL is very experienced and efficient that is led by Managing Director Engr. Fauzul Akbar having long exposures in the power sector. He is the first MD of GBB Power Ltd. Prior to joining GBBPL, he has extensive construction contract execution background, as well as experience in Property Development, Garments sector and Imports business. Engr. Akbar is aided by Mr. Tahir Hossain, Additional MD, Engr. Md. Wahedur Rahman, Sr. Vice President; Engr. Md. Nur Alam, Plant In-Charge and Engr. Akik Ahmed Chowdhury, Sr. Manager (Mech) Head of Maintenance. Mr. Hossain is a former Chief Staff Officer of GBB Ltd. and currently additional MD of GBB Properties Ltd. Engr. Rahman served as GM, Power Grid Co. of Bangladesh a Subsidiary of BPDB, Engr. Alam served as AGM (Electric & Power Generation) of Naheed Group of Companies, until 2006. Mr. Abdur Rouf, Additional Director General (Rtd) of Directorate of Food, GOB, as Company Secretary, Mr. Md. Ayenuddin, M.Com as CFO, Mr. B. B. Saha FCA as Company Secretarial & Financial Consultant and Barrister Akhtar Imam, Senior Advocate of Supreme Court Bangladesh of M/S Imam & Associates as the legal Adviser.

Experienced & efficient management team

Five management committees

5.3 Management Committees

The management team is divided in five committees namely Audit Committee consists of five Members chaired by Mr. SK.Md.Rafiqul Islam Chairman of the company; Executive Committee consists of four members chaired by Engr. Fauzul Akbar, the Managing Director of the company; Purchase Committee consists of four members chaired by Mr. Taifur Hossain, Director (Additional MD); Technical Committee consists of six members chaired by Engr. Fauzul Akbar; Operation & Maintenance Committee comprises of six members chaired by Engr. Md. Wahidur Rahman, SVP. The above management teams of the company has qualified and technical professionals to run the operation smoothly. Internal auditor Zahir Ahmed & Co. has also been appointed during 2009, so the Audit Committee can ensure the transparency and accountability of the financial operations of the company.

Qualified employees

5.4 Human Resource Management

GBBPL recognizes human resource as the most important resource and for this it tries to create a congenial working environment within the company. GBBPL follows structured service rule to deal with employees and to ensure transparency at all level. The company is developing its Human Resources through effective training Programs at various institutes around the country, for operating the plant with latest technological know-how and facilities. During the year, GBBPL has taken up various training courses covering Programmable logic Controller & Instruments, Inspection & Troubleshooting of Rotating Machines, Mechanical Maintenance, Maintenance of bearing, Selection & Proper use of lubricants, Paints & Protective Coatings etc. During 2009-10, GBBPL arranged 10 Local training at Central Training of Bangladesh Chemical Industries Corporation (TICI) where ten engineers participated in turn. However, there were no arrangements for Overseas Training during the FY2009. Total staff strength of GBBPL stood at 58 including 8 (eight) Head Office staff and 7 (seven) General Plant Staff as on 31st December 2009. The Company promoted 2 officials in the last two years as recognition to their good performance, though the company is yet to introduce structured performance evaluation system. Admin Department handles the HR activities, headed by Mr. S.F. Karim under the Company Secretary.

Moderate MIS

5.5 Management Information System

The Management Information system of the company is moderate. The company has own web based data communication system among the power plants and Head Office. Each work stations of Head Office are connected with LAN. The company uses different automated software to generate management report. The company uses Tally software for accounting system.

6.0 RISK MANAGEMENT

6.1 Operational Risk Management

The operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. Some of the examples of Operational Risks are internal and external frauds, legal risks, damages to clients, diversity, damage to physical assets, business interruptions etc. The global best practice suggests that any corporate irrespective of size and business must identify and assess all operational risk against all of its products and services and monitor the same by an operationally independent professional. The operational risk management of GBBPL is reviewed as follows:

Structured Internal Control System

6.1.1 Internal Control System and Compliance

The company has restructured its internal control system through documented policy guidelines, defining organizational structure, reporting of financial transactions and sound utilization and protection of resources. The operational activities are supervised by mainly two Departments namely Operation & Maintenance Department and Planning & Design Department. To ensure the operational effectiveness, GBBPL recently has recruited an internal auditor and also formed an internal audit department to safeguard the interest of the shareholders.

Insurance coverage for all risks of Physical Damages	6.1.2 Plant Protection System & Risk Mitigations Strong protection system is a must for power plant and it has no alternative. GBBPL has established fire protection devices, different type of extinguishers at various key points, for any fire hazard. Every six months the employees of the plants are trained by the local Fire Department Supervisor about immediate fire protection measures and do fire safety drills for fire protection. GBBPL have also maintained high safety & security in the plant area. Security of the plant is maintained by the Security team headed by a Security- in Charge. The Control Room has CCTV cameras and access-control to bar unauthorized access. So far GBBPL has not faced any fire causality. The company has insurance coverage of all risks of physical loss or damages, e.g. Industrial materials, machinery, equipment, operations & maintenance from Pioneer Insurance Company Ltd.
Taking minimal operational risk	6.2 Operating & Maintenance Risk GBBPL has the operating and maintenance risk exposure. The company does not employ any O & M agent to transfer and mitigate such type of risk. The company has been trying to reduce the risk through hiring experienced engineers as consultant, and recruiting senior engineers in plant operation. The 15-year supply contract with PT Kaltimex Energy for major spare parts of gas-fired reciprocating engines provides the way to minimize operational risk and major parts availability risk.
Exposed to huge financial risk	6.4 Financial Risk GBBPL has on going litigations against BPDB and BERC which exposed to financial risk. Because of Rental Power Producer (RPP) license, the company is paying 4% income tax which is being deducted at source. However, it came to the knowledge of the company that there is no such approved policy for RPP by the government at that time. GBBPL filed a writ petition to the Honorable High Court and won. The High Court instructed BERC to issue a proper license to GBBPL in accordance with law. BERC appealed to the Supreme Court against the decision which is pending. If the company gets the IPP license, it will be exempted from paying any income tax for the tenure of 15 years as well as payment of any Import Tax on equipment and spares on settlement of pending legal suits. The other litigation is against BPDB for delay in implementation of the power project and failing to achieve guaranteed power out-put. The main delay occurred due to illegal unilateral cancellation of the PPA by Caretaker Govt which was subsequently restored by them, however, undue delay was caused and all procurement contracts were jeopardized. While importing its machineries, one of the alternators was fallen from the gantry crane at Chittagong Port during discharge by Port operators and totally damaged. For the above, GBBPL could not start the plant in time and failed to achieve guaranteed power output. As per PPA, BPDB imposed liquidate damage clause and started to deduct Tk. 4.48 mil from each bill of GBBPL. However, the company claimed that it is not liable to pay the liquidate damage due to 'Force Majeure' under the clause of 'Force Majeure' as per PPA. Therefore, the matter is under arbitration and subjudice. On the above backdrop, GBBPL has huge financial risk.
Dependency on natural gas	6.5 Gas Supply and Gas Price Escalation Risk As per the agreement with BPDB, Pashchimanchal Gas Company Limited is responsible for supply of gas in appropriate specification and quantity to the projects. The company is guaranteed by BPDB for gas supply agreement for fifteen years with required quantity and pressure. The company is yet to face any shortage of gas supply or required gas pressure from the inception. Again, availability of gas, being a natural resource is not fully dependent on supplier's commitment. Therefore, project has dependency risk for availability of natural gas. As per PPA, gas price, unlike other PPAs, is not a pass through element in the Tariff Structure of GBBPL. Any change of the gas price from the quoted base price will be compensated through the energy price quarterly as per CPI of Bangladesh Bank guideline. In this case, rather the gas price quotation is such that the company benefits by any increase of gas price. Thus CRISL does not foresee any gas price escalation risk.

7.0 PERFORMANCE ANALYSIS

7.1 Operational Performance

Good operational performance

Indicators	GBBPL		
	1 H of 2010	2009	2008
Installed Capacity (MWH)	23 MWH	18-22 MWH	18 MWH
Average Energy Generation (KW)-Monthly	13,350,000	11,017,000	10,126,000
Net Energy Output/Dispatched (KW)-Monthly	13,213,000	10,500,000	9,745,000
Plant Factor (%) *	86.96%	78.44%	75.53%
Economic Efficiency(TK/KW)	1.16	1.21	1.08

*Plant factor means (Net energy Output in the year) / (Average Dependable Capacity in KW x 8760) (From SPDS Contract Agreement - Section 1)

The Operating performance of the company is good. The company generated 13.35 million Kw electricity from its plant for the first six months of 2010 against which the company earned gross revenue of Tk. 206.98 million. GBBPL has dispatched average 19-21 MWh of energy to national grid against installed capacity of 23 MWh of energy during 1 H of 2010. In view, the average plant factor stood at 86.96%. In terms of Economic Efficiency (production cost to energy output) the company reported Tk 1.16 per Kw.

7.2 Financial Performance

Good financial performance

Although the company is operating for only two years; financial performance of this company is appeared to be good and revenue is almost secured by the Power Purchase Agreement. In view of the above, the company maintained a reasonable growth in its financial performance over the last two years. The revenue was Tk. 355.23 million in the FY2009 against Tk. 199.94 million in the FY2008 (for six months) and it faced Tk. 206.98 million for the 1 H of 2010 indicating a growth of 16.53% in the 1 H of 2010 on annualized basis. After deducting all Administrative and Financial expense the net profit of the company reached to Tk. 24.32 million in FY 2009 against Tk. 15.01 million in FY2008 and during 1 H of 2010 it reached to Tk. 40.25 mill.

7.2.1 Profitability

Good profitability indicators

Indicators	*1 H of 2010	2009	2008
Return on Average Assets After Tax (ROAA)%	5.65	2.67	2.48
Return on Average Equity After Tax (ROAE)%	25.62	13.32	16.24
Return on Average Capital Employed (After tax)%	5.95	2.79	2.57
Gross Profit Margin%	54.87	55	50.54
Operating Profit Margin%	53.02	52.78	49.39
Net Profit Margin%	19.58	10.65	7.51

*6 months operation from 1 January 2010 to 30 June 2010 has been annualized for comparison purpose

The profitability indicators of GBBPL were found good. Although the gross profit margin in the 1 H of 2010 was slightly decreased to 54.87% from 52.78% in FY 2009, its operating profit margin and net profit margin was in increasing trend from the inception. The net profit margin of the company increased to 19.58% in the 1 H of 2010 against 10.65% in FY 2009 and 7.51% in FY 2008. It reveals that GBBPL maintained its improvement continuously over the years.

While analyzing the profitability of the company in terms of Return on Average Assets (ROAA), Return on Average Capital Employed (ROACE) and Return on Average Equity (ROAE), it was revealed that ROAA stood at 5.65% in the 1 H of 2010 and 2.67% in FY 2009. By nature, power generation industry is very capital intensive. moreover, significant trade debtors and huge spare parts supplies inventory induced to reduce the return on assets. Return on Average Equity (ROAE) stood at 25.62% in 2009 and 13.32% in 2008. The Return on Average Capital Employed (ROACE) increased to 5.95% at 1 H of 2010 from 2.79% against Tk. 2.89 at YE2008. As on 30th June, 2010 the Earning per Share (EPS) of Tk. 100 stood at Tk 15.48 against Tk. 9.35 at end of FY2009.

High financial cost

7.2.2 Cost Efficiency

Indicators	30 th June 2010	2009	2008
Cost to Revenue Ratio (%)	45.13	45.00	49.46
Administrative Expense to Revenue Ratio (%)	1.86	2.22	1.15
Finance Cost to Revenue Ratio (%)	31.62	39.55	38.57

The cost efficiency ratio (cost of production compared to its revenue) was found almost stable and decreased marginally in 2009 than 2008 but slightly increased as on 30th June, 2010. Cost to revenue ratio stood at 45.00% in 2009 against 49.46% in YE 2008 and 45.13% in 1H of 2010. Administrative expense as a percentage of revenue decreased to 1.86% in 30 June 2010 from 2.22% in the YE2008. Finance cost to revenue ratio of the company was found very high in the industry and stood at 31.62% in 1 H of 2010 and 39.55% in 2009 due to significant term loan.

8.0 CAPITAL STRUCTURE AND LEVERAGE

Highly levered company

Indicators	GBBPL		
	30 June 2010	2009	2008
Leverage Ratio (X)	3.28	3.83	4.17
Internal Capital Generation (%)	20.22	16.42%	2.76%
Net Asset Value Per Share (Tk. 100)	129.40	113.92	104.56

GBBPL is a highly levered company that reflects through its leverage ratio of 3.28 times as on June 30, 2010. The capital employed amount of GBB stood at Tk. 1246.39 million as on 30 June 2010 consisting of fixed assets of Tk. 1230.05, and net working capital of Tk. 16.34 million. CRISL measured the above net working capital after adjusting the current due of long term loan and other liability. The above capital employed was financed by shareholders' equity of Tk. 336.42 mill, long term liabilities of Tk. 832.44 mill and redeemable Preference Share capital of Tk. 80 mill as on 30 June 2010.

Capital adequacy related indicators of the company show its highly levered position having significant amount of outside liability and comparably less contribution by shareholders. Leverage ratio of GBB stood at 3.83 times as on December 31, 2008 against 4.17 times at YE2008 and 3.28 times as on 30th June 2010. Bank borrowing to equity ratio of the company stood at 3.35 at YE2009 and 2.88 as on 30th June 2010. CRISL views that after issuance of new share in the market and redemption of bank loan will improve its leverage position and reduce its financial burden. Internal Capital Generation capacity of the company was found good and stood at 20.22% in the 1 H of 2010. Net asset value per share (NAV) of Tk. 100 each stood at Tk. 129.40 as on June 30, 2010 and Tk. 113.92 as on 31st December 2009.

9.0 LIQUIDITY & FUNDING

Liquidity depends on early realization of receivables from BPDB

Indicators	30 th June 2010	2009	2008
Current Ratio (X)	1.10	1.00	1.56
Quick Ratio (X)	1.06	0.95	1.49

Being a power generation company not alike other inventory based manufacturing company, GBBPL depends highly on its early realization of receivables from BPDB to support its liquidity. Albeit its revenue flow has been structured through PPA, presently it has to delay almost 45 days to cash its receivable from BPDB. Accordingly, it is also staggering its payment obligation to gas distributing company that counterbalanced the impact. Although its current ratio was found marginal i.e. 1.10 times in 30 June 2010 and 1.00 time in FY2009, due to regular receivable realization by the company is yet to face any liquid crisis.

Started to pay of loan in
timely manner

Marginal debt servicing
capacity

In analyzing the cash flow of the company, it revealed that the company can not internally generate sufficient fund to service its debt burden and other liabilities. During 1 H of 2010 the company generated Tk. 55.23 million as free operating cash flow against Tk. 41.96million in 2009.

10.0 CREDIT WORTHINESS AND SOLVENCY

As on 30 June 2010 the outstanding syndicated term loan liability was Tk. 925.98 million against Tk. 983.76 mill in FY 2009. The above Syndicated loan from the Banks are secured by pari-passu charge with other lenders on the fixed and floating assets both present and future of the company registered with RJSC, Personal guarantee of the Directors of the company, Pledged of all share certificates of GBBPL, Corporate guarantee of GBBL, hypothecation of book debts and receivables.

GBBL can not pay its loan installment in timely manner due to deduction of Tk. 4.48 mill from each bill by BPDB as liquidated damage which is under court litigation. Meanwhile, Bank Asia as a lead arranger, rescheduled its term loan in 31 March 2009 considering the above situation. From December 2009, GBBPL started to pay its loan installment in timely manner.

Indicators	30 th June 2010	2009	2008
Debt Service Coverage Ratio (X)	1.22	1.66	1.54
Interest Coverage Ratio (X)	2.10	1.66	1.54

While reviewing the repayment capability of the company, the solvency related indicators of the company have been found marginal due to its huge financial cost burden and good sum of loan installment. Debt service coverage ratio of the company increased to 1.22 times, 1.66 times in the 1 H of 2010 and FY 2009 respectively. Interest coverage ratio of the company stood at 2.10 times and 1.66 times in the 1 H of 2010 and FY 2009 respectively.

11.0 OBSERVATION SUMMARY

Rating Comforts: - Government guarantee against minimum power purchase - Sound Exposures in Power Plant operation - Good financial performance - Good cost efficiency - Experienced top management - State-of-the-Art-Plant - No market risk regarding demand	Rating Concerns: - High financial cost burden - Moderate liquidity position - Repair and Maintenance Risk - Marginal fund flow to serve its debt burden - Exposed to financial risk
Business Prospects: - Bright Scope of private sector power generation - Huge deficit of electricity generation in the Government sector	Business Challenges: - Unstable Government Policy - Limited Gas supply - Dependency on foreign technology

12.0 CONCLUSION

The power sector of Bangladesh has been passing through a critical stage due to many reasons including shortage of production compared to demand. According to PDB, the demand of electricity reached to 5500 MW, whereas daily power generation stayed between 3300 MW to 3400 MW in recent days. Bangladesh has a daily shortfall of up to 2000 MW of electricity. This wide gap between generation and demand is not solely for non addition of new production but also lack of consistent expansion of transmission and distribution channels. Consequently, per capita electricity generation or coverage of population under electricity not achieved as per Power Sector Master Plan (PSMP). Bangladesh needs up to \$12 billion worth of investment over the next five years to meet fast growing demand for energy and power that is growing at a rate of 8 to 10 percent each passing year.

Moreover acute shortage of natural gas makes the uncertainty in the power generation. Overall, the power sector of Bangladesh falls in a disaster category. GBB as a power generation company runs successfully since its commercial operation. The profitability, solvency and efficiency of the company improved over the periods. Good exposures of the entrepreneurs in power sector and government supportive policy help to maintain company's present stability in the coming periods.

End of the Report

(Information used herein is obtained from sources believed to be accurate and reliable. However, CRISL does not guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Rating is an opinion on credit quality only and is not a recommendation to buy or sell any securities. All rights of this report are reserved by CRISL. Contents may be used by news media and researchers with due acknowledgement.)

12.0 CORPORATE INFORMATION

Date of Incorporation: 17 October, 2006
Commencement of Business: 17th June, 2008

Board of Directors:

	Name	Position
1	Mr. Sk. Md. Rafiqul Islam	Chairman
2	Engr. Fauzul Akbar	Managing Director
3	Engr. Md. Mamun Haider	Director
4	Mr. Kafil Uddin Ahmed Chowdhury	Director
5	Mr. M. Taifur Hossain	Director

Key Management:

Engr. Fauzul Akbar	Managing Director
M. Taifur Hossain	Director (Addl. MD)
Engr. Md. Wahedur Rahman	Sr. Vice President
Engr. Md. Nur Alam	Plant In-charge
Abdul Wahed	Manager & Head of Operation
Engr. S.M. Alamgir Kabir	Manager & Head of Electrical
Engr. Akik Ahmed Chowdhury	Sr. Asst. Manager (Mech) Head of Machine Maintenance
Syed F. Karim	Manager & Head of Admin. & Commercial
Nadim Eqtal	Manager & Head of Purchase
Md. Ayen Uddin	CFO & Manager Accounts
Abdur Rouf	Company Secretary

13.0 FINANCIALS

A. Balance Sheet (as on 31st December)

Figure in million Tk.

Balance Sheet	30th June, 2010	2009	2008
Non-Current Assets:			
Property, Plant & Equip.	1,228.15	1257.89	1262.79
Capital work in progress			
Intangible Assets(net)			
Investment		26.513	26.513
Other Non-Current Assets	1.9	1.9	1.9
Total Non-Current Assets	1,230.05	1286.103	1291.203
Current Assets:			
Inventories (Product)	7.6	7.25	5
Stores & Spares			
Trade Debtors	71.76	60.86	63.36
Adv. Deposits & Prepayments	72.62	39.85	27.74
Short Term Investment			
Other Current Assets	44.94	26.62	16.36
Cash & Bank Balances	11.82	9.65	1.06
Total Current Assets	208.74	144.23	113.57
Current Liabilities:			
Short Term Loan	44.92	6.54	12.2
Long Term Loan-CP			
Trade Creditors	46.17	39.56	57.64
Accrued Expenses & others	3.31	2.26	2.68
Total Current Liabilities	96.4	50.36	72.72
Net Current Assets	112.34	93.85	40.85
Net Assets/Capital Employed	1342.39	1379.953	1332.053
Non-Current Liabilities:			
Long Term Loan	925.96	983.76	960.19
Deferred Liabilities			
Other Non-Current Liab.	80	100	100
Total Non-Current Liab.	1005.96	1083.76	1060.19
Minority Interest		0	0
Shareholders' Equity:			
Share Capital	259.99	259.99	259.99
Share Premium			
Share Money Deposit	4.35	4.35	4.35
Capital Reserve	20		
Other Reserve			
Retained Earnings	52.08	31.83	7.51
Total Shareholder's Equity	336.42	296.17	271.85
Total Equity and LT Liab./Capital	1342.38	1379.93	1332.04
Total Assets	1438.79	1430.333	1404.773

B. Income Statement (For the period ended)

Figure in million Tk.

Income Statement	30th June, 2010	2009	2008
Sales Revenue	206.98	355.23	199.94
COGS Excluding Dep.	62.22	105.61	72.23
Depreciation-Mtg	31.16	54.25	26.66
Cost of Good Sold	93.4	159.86	98.89
Gross Profit	113.58	195.37	101.05
Salary & Allowances	1.35	2.69	0.46
Depreciation-Admin.	0.41	0.41	0.21
Other Admin. Expenses	2.08	4.77	1.62
Total Adm. Exp	3.84	7.87	2.29
Selling & Distribution Exp.			
Other Operating Exp.			
Profit from Operation	109.74	187.5	98.76
Other Income			
Financial Cost	65.44	140.48	77.11
Non Operating Income			
Other Non-Operating Exp.	3.78	9.2	6.64
Profit Before Tax	40.52	37.82	15.01
Income Tax			
Profit After Tax	40.52	37.82	15.01
Minority Interest		0	0
Net Profit from Ordinary Acti.	40.52	37.82	15.01
Extra Ordinary Items	6.24	0	0
Net Profit for the Period	46.76	37.82	15.01
Previous Year P/L	31.83	7.51	
Accumulated Profit from Appro.	78.59	45.33	15.01
Proposed Cash Dividend	6.5	13.5	7.5
Proposed Stock Dividend			
Reserves & Others			
Ret. Profit Transferred to BS	72.09	31.83	7.51
EBITDA	137.55	232.96	118.99

CRISL RATING SCALES AND DEFINITIONS
LONG-TERM RATINGS OF CORPORATE

RATING	DEFINITION
AAA Triple A (Highest Safety)	Investment Grade Entities rated in this category are adjudged to be of best quality, offer highest safety and have highest credit quality. Risk factors are negligible and risk free. Government bonds and securities. Changing economic circumstances are unlikely to have any serious impact on this category of companies.
AA+, AA, AA- (Double A) (High Safety)	Entities rated in this category are adjudged to be of high quality, offer higher safety and have high credit quality. This level of rating indicates a corporate entity with a sound credit profile and without significant problems. Risks are modest and may vary slightly from time to time because of economic conditions.
A+, A, A- Single A (Adequate Safety)	Entities rated in this category are adjudged to offer adequate safety for timely repayment of financial obligations. This level of rating indicates a corporate entity with an adequate credit profile. Risk factors are more variable and greater in periods of economic stress than those rated in the higher categories.
BBB+, BBB, BBB- Triple B (Moderate Safety)	Entities rated in this category are adjudged to offer moderate degree of safety for timely repayment of financial obligations. This level of rating indicates that a company is under-performing in some areas. Risk factors are more variable in periods of economic stress than those rated in the higher categories. These entities are however considered to have the capability to overcome the above-mentioned limitations.
BB+, BB, BB- Double B (Inadequate Safety)	Speculative Grade Entities rated in this category are adjudged to lack key protection factors, which results in an inadequate safety. This level of rating indicates a company as below investment grade but deemed likely to meet obligations when due. Overall quality may move up or down frequently within this category.
B+, B, B- Single B (Risk)	Entities rated in this category are adjudged to be with high risk. Timely repayment of financial obligations is impaired by serious problems which the entity is faced with. While an entity rated in this category might be currently meeting obligations in time through closing internal liabilities.
CCC+, CCC, CCC- Triple C (Vulnerable)	Entities rated in this category are adjudged to be vulnerable and might fail to meet its payments frequently or it may currently meeting obligations in time through closing internal liabilities. Continuance of this would depend upon favorable economic conditions or on some degree of external support.
CC+, CC, CC- Double C (Highly Vulnerable)	Entities rated in this category are adjudged to be very highly vulnerable. Entities might not have required financial flexibility to continue meeting obligations, however, continuance of timely repayment is subject to external support.
C+, C, C- (Extremely Speculative)	Entities rated in this category are adjudged to be with extremely speculative in timely repayment of financial obligations. This level of rating indicates entities with very serious problems and unless external support is provided they would be unable to meet financial obligations.
D (Default)	Default Grade Entities rated in this category are adjudged to be either already in default or expected to be in default.

For long-term ratings, CRISL assigns a (Positive) sign to indicate that the issue is rated at the upper-end of its generic rating category and a (Minus) sign to indicate that the issue is rated at the lower end of its generic rating category. Long-term ratings without any sign denote mid-level of each group.

SHORT-TERM RATINGS OF MANUFACTURING COMPANIES

ST-1	Highest Grade Highest certainty of timely payment. Short-term liquidity including internal fund generation is very strong and access to alternative sources of funds is outstanding. Safety is almost like risk free Government short-term obligations.
ST-2	High Grade High certainty of timely payment. Liquidity factors are strong and supported by good fundamental protection factors. Risk factors are very small.
ST-3	Good Grade Good certainty of timely payment. Liquidity factors and company fundamentals are sound. Although ongoing funding needs may enlarge total financing requirements, access to capital markets is good. Risk factors are small.
ST-4	Moderate Grade Moderate liquidity and other protection factors qualify an entity to be in investment grade. Risk factors are large and subject to more variation.
ST-5	Non-Investment/Speculative Grade Speculative investment characteristics. Liquidity is not sufficient to ensure discharging their obligations. Operating factors and market access may be subject to a high degree of variation.
ST-6	Default Entity is in default or is likely to default in discharging its short-term obligations. Market access for liquidity and external support is uncertain.

SECTION XVI

APPLICATION FORMS

"Interested persons are entitled to a prospectus. If they so desire, and that copies of prospectus may be obtained from the issuer and the issue manager"

GBB Power Limited

Application Form

APPLICATION FOR SHARES BY INVESTORS OTHER THAN NON-RESIDENT BANGLADESHI(S)

Warning: Please read the instructions at the back of this form. Incorrectly filled applications or applications failing to comply with any of the instructions therein may be rejected.

The Managing Director

GBB Power Limited
Mentat Plaza (4th Floor)
House No. 7, Road No. 4
Chandona RA, Dhaka

Banker's SI no:

Dear Sir,

I/we apply for and request you to allot me/us the _____ number of Shares and I/we agree to accept the same or any smaller number that may be allotted to me/us upon the terms of the Company's approved Prospectus and subject to the Memorandum and Articles of Association of the Company. Further, I/we authorize you to place my/our name(s) on the Register of Members of the Company and deposit the said ordinary shares to my/our BO (Beneficiary Owner) Account and/or a Crossed (Account Payee only) Cheque in respect of any application money refundable by post/courier at my/our risk to the first applicant's address stated below:-

1. No. of Ordinary Shares _____ of Tk. 40/- each
2. Amount of Tk. (in figure) _____, Tk(s) (in words) _____ only deposited via
Cash/Cheque/Craft/Pay Order No. _____ dated _____ on _____ Bank _____ Branch _____
3. Beneficiary Owner (BO) Account Number _____

(If you do not mention your valid BO (Beneficiary Owner) account number, your application will be treated as invalid)

4. I/we agree to fully abide by the instructions given herein

5. Particulars of Applicant(s)

a) **Sole/First Applicant**

Name:		
Father's/Husband's Name _____		
Mother's Name _____		
Postal Address _____		
Occupation _____	Nationality _____	Telephone No. (if any) _____
For refund warrant (Application will not be treated as valid if anyone uses a non-scheduled bank. To avoid this complication, investors are requested not to use the name of any non-scheduled bank) Please write the correct and full name of bank and branch _____		
For Refund Purpose: I/We want refund through ☐ Bank Account* ☐ Courier/Hand Delivery (Please put tick mark in which refund will be made)		
* The applicant shall provide with the same bank account number in the application form as it is in the BO account of the applicant. Otherwise the application will be considered invalid and the subscription money may be forfeited.		
In case of deposit into the applicant's bank account, the applicant will bear the applicable service charge, if any, of the applicant's banker and the issuer shall simultaneously issue a letter of instruction to the applicant containing, among others, the date and amount remitted with details of the bank through and to which bank such remittance has been effected.		
For Refund Warrant: Applicant's Bank A/C No.		
Name of the Bank: _____	Branch _____	

b) **Second Applicant**

Name:		
Father's/Husband's Name _____		
Mother's Name _____		
Postal Address _____		
Occupation _____	Nationality _____	Telephone No. (if any) _____

6. I/We hereby declare that I/We have read the Prospectus of GBB Power Limited and have willingly subscribed for _____ no. of ordinary shares of Tk. 40/- each

7. **Specimen Signature(s)**

1 st Applicant Name (in Block Letters)	Signature
2 nd Applicant Name (in Block Letters)	Signature

BANK'S ACKNOWLEDGEMENT

Certified that this Bank has received Tk. (in figure) _____ (in words) _____ only from Mr/Mrs/Ms _____ being the application money for _____ no. of ordinary shares of GBB Power Limited.

Bankers SI. No. _____

Seal & Date

Authorized Signature
(Name & Designation)

INSTRUCTIONS

1. As per provision of the Depository Act, 1986 and regulations made there under shares will only be issued in dematerialized condition. Please mention your BO (Beneficiary Owner) account number in the Application Form. If you do not mention your valid BO (Beneficiary Owner) Account, your application will be treated as invalid.
2. All information must be typed or written in full (in block letters) in English or in Bengali and must not be abbreviated.
3. Application must be made on the Company's printed form/photocopy or on typed copy/hand written form thereof.
4. Application must not be for less than 200 ordinary shares and must be for a multiple of 200 ordinary shares. Any application not meeting the criteria will not be considered for allotment purpose.
5. Receipts for the full amount of the shares must accompany each application and must be forwarded to any of the Bankers' to the Issue. Receipts should be in the form of cash/cheque/bank draft/order payable to one of the Bankers' to the Issue favoring "GSS Power Limited" and crossed "A/C Payee only" and must be drawn on a bank in the same town as the bank to which the application form has been sent.
6. In the case of a joint application form, the Allotment letter will be dispatched to the person whose name appears first on this application form and where any amount is refundable in whole or in part the same will be refunded by Account Payee Cheque by post/courier service to the person named first on the Application Form in the manner prescribed in the Prospectus.
7. Joint application form for more than two persons will not be accepted. In case of joint application, each party must sign the application form.
8. Applications must be in the full name of individuals or companies or societies or trusts and not in the name of firms, minors or persons of unsound mind. Application from financial and market intermediary companies must be accompanied by Memorandum of Association and Articles of Association and Certificate of Incorporation.
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 makes 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 by the Commission and the balance amount will be refunded to the applicant.
10. No receipt will be issued for the payment made with application, but the bankers will issue a provisional acknowledgment to the issue for application lodged with them.
11. In the case of non-allotment of securities, if the applicants' bank accounts as mentioned in their IPO Application Forms are maintained with the Bankers to the Issue, refund amount of those applicants will be directly credited into the respective bank accounts as mentioned in their IPO Application Forms. Otherwise, refund will be made only through "Account Payee" cheque(s) showing bank account number and name of bank and branch as mentioned in the application payable at Dhaka or Chittagong, as the case may be.
12. Allotment shall be made solely in accordance with the instructions of the Securities and Exchange Commission.
13. Withholding of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information shall make the application liable to rejection and subject to forfeiture of application money and / or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited Application money or share (unit) will be deposited in account specified by the Securities and Exchange Commission (SEC). This may be in addition to any other penalties as may be provided for by the law.
14. Applications which do not meet the above requirements, or applications, which are incomplete, shall not be considered for allotment purpose.
15. The Bankers' to the Issue shall be obliged to receive the A/C Payee Cheque(s) on the closing day of the subscription.
16. No sale of securities shall be made nor shall any money be taken from any person, in connection with such sale until twenty five days after the prospectus have been published.
17. The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission may forfeit whole or part of their application too.

BANKERS TO THE ISSUE

Bank Asia Agrabad Br. Chittagong Anderkilla Rd. Br. Chittagong Bahadurhat Br. Chittagong Basundhara Br. Dhaka Bogra Br. Bogra CDA Avenue Br. Chittagong Corporate Br. Dhaka Dhanmendi Br. Dhaka Gulshan Br. Dhaka Jessore Br. Jessore Karnal bazaar Br. Chittagong Khazangaj Br. Chittagong Khulna Br. Khulna MCS Banani Br. Dhaka MCS Dilkusha Br. Dhaka MCS Sk Mujib Rd Br. C'gong Mirpur Br. Dhaka Milford Br. Dhaka Mohakhali Br. Dhaka Moghbazsar Br. Moghbazar North South Rd. Br. Dhaka Principal Office Br. Dhaka Progoti Sanni Br. Dhaka Rajshahi Br. Rajshahi Scodia Br. Dhaka Shantinagar Br. Dhaka Station Rd. Br. Chittagong Sylhet Main Br. Sylhet Sylhet Upoishahar Br. Sylhet Uttara Br. Dhaka BRAC Bank Limited Asad Gata Br. Dhaka Agrabad Br. Chittagong Banani Br. Dhaka Basundhara Br. Dhaka Barisal Br. Barisal Bogra Br. Bogra CDA Avenue Br. Chittagong Donia Br. Dhaka Ekaton Br. Dhaka Gulshan Br. Dhaka Graphics Building Br. Motheel Halahochor Br. Chittagong Jessore Br. Jessore Jazzirent Br. Chittagong Khulna Br. Khulna Wanda Br. Dhaka Mirpur Br. Dhaka Morin Road Br. Chittagong Nawabpur Br. Dhaka Narayanganj Br. Dhaka Polla Br. Chittagong Rampura Br. Dhaka Rajshahi Br. Rajshahi	Shymoli Br. Dhaka Uttara Br. Dhaka Zinda Bazar Br. Sylhet Dhaka Bank Limited Shufta Br. Narayanganj Comilla Br. Comilla Cook's Bazar Br. Cook's Bazar CDA Avenue Br. Chittagong Goran Business Center, Dhaka KDA Avenue Br. Khulna Kilgash Br. Dhaka Mirpur Br. Dhaka Savar Bazar Br., Dhaka Upoishahar Br. Sylhet Dutch-Bengla Bank Limited Babuhat Br. Narsingdi B.S. Road Br. Narayanganj Bandura Br. Dhaka Barisal Br. Barisal Bashurhat Br. Noakhali Basundhara Br. Dhaka Benai bazar Br. Sylhet Shufta Br. Narayanganj Bhalab Br. Kalaraganj Biswanath Br. Sylhet Board Bazar Br. Gazipur Bogra Br. Bogra CDA Avenue Br. Chittagong Cook's Bazar Br. Cook's Bazar Chowmochni Br. Noakhali Chhatak Br. Sunamganj Comilla Br. Comilla Dinajpur Br. Dinajpur Daria Br. Dhaka Dhaka BPHZ Br. Dhaka Dagonflyer Br. Feni Elephant Road Br. Dhaka Fadhkhali Br. Chittagong Feni Br. Feni Gazipur Chowmala Br. Gazipur Goala bazar Br. Sylhet Golbindaganj Br. Gaibandha Golpoigonj Br. Sylhet Halishahar Br. Chittagong Halahazari Br. Chittagong Jhappan Br. Dhaka Jubilee Road Br. Chittagong Jessore Br. Jessore Khulna Br. Khulna Kushla Br. Kushla Konabury Br. Gazipur Kadamrali Br. Chittagong Kavran Bazar Br. Dhaka Khazangaj Br. Chittagong Lohaganj Br. Chittagong	Madaripur Br. Madaripur Manikgonj Br. Manikgonj Mirzapur Br. Tangail Moulavi Bazar Br. Moulavi Bazar Munshiganj Br. Munshiganj Munsirpur Br. Chittagong Myemansingh Br. Myemansingh Narayanganj BSCIC Br. Narayanganj Narayanganj Br. Narayanganj Narsingdi Br. Narsingdi Netaganj Br. Narayanganj Pabna Br. Pabna Padmahat Br. Chittagong Rampura Br. Dhaka Ring Road Br. Dhaka Rajshahi Br. Rajshahi Rangpur Br. Rangpur Saipuri Br. Nilphamary Salhinia Br. Salhinia Saver Bazar Br. Dhaka Salmogid Road Br. Dhaka Shaheedpur Br. Birgaonj Simral Br. Narayanganj Sonagad Br. Feni Siemangal Br. Moulvibazar Sylhet Br. Sylhet Tongi Br. Gazipur Investment Corporation of Bangladesh (ICB) Barisal Br. Barisal Bogra Br., Bogra Chittagong Br. Chittagong Head Office, Dhaka Khulna Br. Khulna Local Office, Dhaka Rajshahi Br. Rajshahi Sylhet Br. Sylhet National Bank Limited Agrabad Br. Chittagong Babubazar Br. Dhaka Bangshal Rd. Br. Dhaka Banani Br. Dhaka Chawk Bazar Br. Chittagong Dhanmendi Br. Dhaka Elephant Road Br. Dhaka Foreign Ex. Br. Dhaka Gulshan Br. Dhaka Imarganj Br. Dhaka Islampur Br. Dhaka Jatrahati Br. Dhaka Kavran Bazar Br. Dhaka Kharungonj Br. Chittagong Lake Circus Br. Dhaka Mirpur Br. Dhaka Mohekhali Br. Dhaka Mohammadpur Br. Dhaka	Motheel Br. Dhaka Muttibagh Br. Dhaka Narayanganj Br. Narayanganj New Ekaton Br. Dhaka North Brook Hall Br. Dhaka Netaganj Br. Narayanganj Pragati Sanni Br. Dhaka Rokaya Sanni Br. Dhaka Savar Bazar Br. Dhaka Sunamganj Br. Uttara Br. Dhaka ZH Sikder MC Br. Dhaka Southeast Bank Limited Aganagar Br. Dhaka Agarganj Br. Dhaka Ashulia Br. Dhaka Bandar Bazar Br. Sylhet Bangshal Br. Dhaka Barisal Br. Barisal Bashurhat Br. Noakhali Basundhara Br. Dhaka Bogra Br. Bogra Banani Br. Dhaka CDA Avenue Br. Chittagong Chapainalya Br. Feni Chouhatta Br. Sylhet Comilla Br. Comilla Corporate Br. Dhaka Cook's Bazar Br. Cook's Bazar Dhanmendi Br. Dhaka Feni Br. Feni Halishahar Br. Chittagong Imarganj Br. Dhaka Kakinal Br. Dhaka Khulna Br. Khulna Kulaura Br. Moulvibazar Laddighripur Br. Sylhet Madanibiri Hat Br. Chittagong Madhabat Br. Narsingdi Mohammadpur Br. Dhaka Morim Rd. Br. Chittagong Mosthak Br. Dhaka Moulvibazar Br. Sylhet Naogaon Br. Naogaon Narayanganj Br. Narayanganj New Elephnat Rd. Br. Dhaka New Ekaton Br. Dhaka Pragati Sanni Br. Dhaka Principal Br. Dhaka Pahalatal Br. Chittagong Pathantula Br. Sylhet Rajshahi Br. Rajshahi Rangpur Br. Rangpur Sat Mashjid Road Br. Dhaka	Savar Br. Dhaka Shymoli Br. Dhaka Tongi Br. Dhaka Uttara Br. Dhaka Standard Chartered Bank Agrabad Br. Chittagong Bogra Br. Bogra Khulna Br. Khulna Motheel Br. Dhaka Mirpur Br. Dhaka Nasrabad Br. Chittagong Sylhet Br. Sylhet Trust Bank Limited Ashugonj Br. Ashugonj Bogra Cantonment Br. Bogra Beenbazar Br. Sylhet Chittagong Cantonment Br. Chittagong Comilla Cantonment Br. Comilla Chowmochni Br. Chowmochni DKWaha Corp. Br. Dhaka Feni Br. Feni Jalilabad Carl. Br. Sylhet Jessore Cantonment Br. Jessore Joydebpur Br. Gazipur Kafni Br. Dhaka Khawja Younus Ali Medical College Khulna Br. Khulna Millennium Br. Dhaka Momenshahi Cantonment Br. Narsingdi Br. Narsingdi Naval Base Br. Chittagong Pinotal Br. Dhaka Pragati Sanni Br. Dhaka Radison Water Garden Hotel Br. Dhaka Rangpur Cantonment Br. Rangpur Saver Cantonment Br. Dhaka Sera Kalan Bhawan (SKB) Br. Dhaka S.S. Cantonment Br. Tangail Tongi Br. Gazipur Uttara Corp. Br. Dhaka
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"Interested persons are entitled to a prospectus, if they desire, and that copies of prospectus may be obtained from the issuer and the issue manager"

GBB Power Limited

Application Form

APPLICATION FOR SHARES BY NON-RESIDENT BANGLADESHI(S)
(TO BE SENT DIRECTLY TO THE COMPANY'S CORPORATE OFFICE)

Warning: Please read the instructions at the back of this form. Incorrectly filled applications or applications failing to comply with any of the instructions therein may be rejected.

The Managing Director

GBB Power Limited
Montar Plaza (4th Floor)
House No. 7, Road No. 4
Diamonds R/A, Dhaka

Dear Sir,

I/we apply for and request you to allot me/us _____ number of Shares and I/we agree to accept the same or any smaller number that may be allotted to me/us upon the terms of the Company's approved Prospectus and subject to the Memorandum and Articles of Association of the Company. Further, I/we authorize you to place my/our name(s) on the Register of Members of the Company and credit the said ordinary shares to my/our BO (Beneficiary Owner) Account and/or a Crossed (Account Payee only) Cheque in respect of any application money refundable by post/courier at my/our risk to the first applicant's address stated below:

- No. of Ordinary Shares _____ of Tk. 40/- each.
- Total subscription money of the amount of Tk. (in figure) _____ Tk. (in words) _____
only convertible into USD 1=BDT _____ GBP 1=BDT _____ and EURO 1=BDT _____
- Payment by Cheque/ Draft No. _____ date _____ for USD or GBP or EURO or BDT _____ drawn on _____ Bank _____ Branch _____
- Depository (BO) Account Number _____

(If you do not mention your valid BO (Beneficiary Owners) account, your application will be treated as invalid)

5. I/We agree to fully abide by the instructions given herein.

6. Particulars of Applicant(s)

a. Sole/First Applicant

Name:		
Father's/Husband's Name		
Mother's Name		
Postal Address		
Occupation	Nationality	Telephone No. (If any)
Passport No.	Valid up to	Date of Birth
The applicant shall provide with the same bank account number in the application form as it is in the BO account of the applicant. Otherwise the application will be considered invalid and the subscription money may be forfeited.		
For Refund Warrant: Applicant's Bank A/C No.		
Name of the Bank		Branch

b. Second Applicant

Name:		
Father's/Husband's Name		
Mother's Name		
Postal Address		
Occupation	Nationality	Telephone No. (If any)
Passport No.	Valid up to	Date of Birth
Nominee's Name:		
Mailing Address		

7. I/We hereby declare that I/we have read the Prospectus of GBB Power Limited and have willingly subscribed for _____ No. of Ordinary Shares of Tk. 40/- each.

8. Specimen Signature(s)

1 st Applicant Name (in Block Letters)	Signature
2 nd Applicant Name (in Block Letters)	Signature
Nominee Name (in Block Letters)	Signature

* Please see the instructions in paragraphs 14 & 15 for the evidence required to establish Non-Resident Bangladeshi Status

INSTRUCTIONS

1. As per provision of the Depository Act, 1999 and regulations made there under shares will only be issued in dematerialized condition. Please mention your BO (Beneficiary Owner) account number in the Application Form. If you do not mention your valid BO (Beneficiary Owner) account, your application will be treated as invalid.
2. All information must be written or typed in block letters in English and must not be abbreviated.
3. An application must not be for less than **200** ordinary shares and must be for a multiple of **200** ordinary shares. Any application not meeting this criterion will not be considered for allotment purpose.
4. An application must be accompanied by a foreign demand draft drawn on a bank payable at Dhaka or cheque drawn out of foreign currency deposit account maintained in Bangladesh for the full value of shares favoring **"GBB Power Limited"** and crossed **"A/C Payee only"**.
5. An application shall be sent by the applicant directly to the Company by **December 11, 2011** so as to reach the Company by **December 20, 2011**. Applications sent after **December 11, 2011** or received by the Company after **December 20, 2011** will not be considered for allotment purpose.
6. Refund against over-subscription shall be made in the currency in which the value of shares was paid for by the applicant at the same rate as stated on the application form through Account Payee cheque payable at Dhaka with bank account number, Bank's name and Branch as indicated in the securities application form.
7. In case of over-subscription, allotment shall be made by lottery solely in accordance with the instructions by SEC.
8. Money receipt on clearance of draft or cheque, as the case may be, shall be sent by post to the applicant by the Company.
9. Joint Application by two persons will be acceptable. In such a case, allotment of refund shall be made to the first applicant. Note that a non-resident Bangladeshi (NRB) applicant cannot submit more than two applications: one in his/her own name and another jointly with another person by one cheque/DD/PO by USD/GBP/Euro/BDT (supported by a foreign currency encashment certificate). More than two applications by one cheque/DD/PO by USD/GBP/Euro/BDT (supported by a foreign currency encashment certificate) will not be allowed.
10. Application must be made by an individual, a corporation or company, a trust or a society and not by a firm, minor or persons of unsound mind.
11. Making of any false statement in the application or supplying of incorrect information therein or suppressing any relevant information in the application shall make the Application liable to rejection and subject to forfeiture of application money and/or forfeiture of share (unit) before or after issuance of the same by the issuer. The said forfeited application money or share (unit) will be deposited in account specified by the Securities and Exchange Commission (SEC). This may be in addition to any other penalties as may be provided for by the law.
12. The intending NRB applicants shall deposit share subscription money by USD/GBP/Euro draft drawn on any Bank and payable in Dhaka, Bangladesh, or through a nominee by paying out of foreign currency deposit account maintained in Bangladesh or in BDT, supported by foreign currency encashment certificate issued by the concerned bank, for the value of securities applied for through crossed bank cheque marking "Account Payee only". So that the issuer's collecting bank can clear the proceeds and deposit the same into issuer bank's account in time.
13. The spot buying rate (TT Clean) in USD, GBP and Euro of Sonali Bank at the day of subscription opening will be applicable for the Non Resident Bangladeshi (NRB) applicants.
14. The applicant shall furnish photocopies of relevant pages of valid passports in support of his being a NRB, dual citizenship or of the foreign passport bearing an endorsement from the concerned Bangladeshi Embassy to the effect that no visa is required for him to travel to Bangladesh.
15. In case of joint NRB application joint applicants shall also submit supporting papers/documents in support of their being a NRB as mentioned in para-14 (above).
16. **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 makes 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 by the Commission and the balance amount will be refunded to the application.**
17. No sale of securities shall be made nor shall any money be taken from any person, in connection with such sale until twenty five days after the prospectus have been published.
18. In case of non-allotment of the ordinary shares, if the applicants' bank accounts as mentioned in their application forms are maintained with any of the bankers to the issue, the amount refunded to those applicants will be directly credited into their respective bank accounts as mentioned in their application forms. Otherwise, refunds will be made only through "Account Payee" cheque(s) with bank account number and name of the bank branch as mentioned in the application form, payable at Dhaka or Chittagong, Khulna, Barisal, Rajshahi or Sylhet, as the case may be.
19. **The applicants who have applied for more than two applications using same bank account, their application will not be considered for lottery and the Commission may forfeit whole or part of their application too.**

THE NRB APPLICATION ALONG WITH THE FOREIGN CURRENCY DRAFT, AS ABOVE, IS TO BE SUBMITTED TO THE COMPANY'S HEAD OFFICE DIRECTLY WITHIN THE STIPULATED TIME MENTIONED IN PARA 5.

SECTION XVII

ANNEXURE

Annexure 1"
Summarized features of major agreements

Agreement with Bangladesh Power Development Board (BPDB)
for supply of Power at Bogra on Rental Basis

The company has been awarded a contract on June 17, 2007 to set up a 20 MW $\pm 10\%$ Gas Power Plant at Bogra on Rental Basis to produce electricity based on technical, economic, and financial analysis and to sell the generated power to Bangladesh Power Development Board (BPDB). As per notification of award of "Supply Installation and Putting in Commercial Operation of 20MW $\pm 10\%$ Trailer/ Skid Mounted Power Plant at Bogra on Rental Basis for a tenure of 15 years" and the project has been issued by Bangladesh Power Development Board vide Memo No. 108-BPDB (CS.) / (Contract) / Bogra Rental /06 dated 03.08.2006 and 15.08.2006 respectively. The main purpose of the award is the supply electricity to BPDB of net energy output and to make available capacity and BPDB agrees to accept and pay for the Dependable Capacity & Net Energy Output. For this purpose, the company shall be responsible for financing, design, supply, installation, testing & commissioning, operation & maintenance of a gas-fired Power Plant including spares, consumables required for overhauling of the plant at its own cost in accordance with the agreements. BPDB will pay rent for the dependable capacity, and pay maintenance and fuel costs for the supplied electricity. There is provision for Parts of the rent, and the full fuel and maintenance cost to be adjusted according to inflation.

The agreement became effective upon signing and shall terminate fifteen (15) years after the Commercial Operation Date, unless extended or earlier terminated pursuant to the provisions of the agreement.

Agreement with Bangladesh Power Development Board (BPDB)
for Make Over/Take Over of Land

GBB power has taken one acre of land lease from BPDB for 16.5 years on November 26, 2006. As per clause 2 of the lease agreement, the term of the agreement shall be 16.5 years from the date of signing of the agreement or up to the date of termination of Agreement for Supply of Power at Bogra on Rental Basis, which occurs earlier. Also the issuer has taken the land lease for the purpose to design, finance, supply, construct, operate and maintain a 20 $\pm 10\%$ MW power plant to supply electricity to BPDB under the Agreement for Supply of Power at Bogra on rental basis. Provided that the Make over/Take over will not cease the ownership of the provider in any way. Under this agreement only the possession of the area as delineated in the annexed drawing and described in the schedule will be made over by the provider to the recipient with effect from the date as/to be specified in the executive order issued by BPDB for the above purpose.

The recipient (GBB Power Limited) shall pay BDT 10,000 (Taka Ten Thousand) to the provider (BPDB) per annum as use value (as token) of the land and shall be due upon the execution of the agreement, and thereafter, on the same day as the date of this agreement.

**Gas Sales Agreement with Pashchimanchal Gas Company Limited (PGCL)
for supply of gas**

The agreement states that the Gas Seller shall sell and deliver to Project Company at all times all of the Project Company's requirements for Gas (Up to the maximum daily gas of 6,000 csm as specified in this agreement) for the facility during the term hereof to meet start-up, commissioning and operation of the facility and project company shall accept, receive and pay for gas from gas seller at a gas price that will be determined by the Government of Bangladesh as per agreement. Project company shall not sell or deliver to any third party and gas purchased hereunder. If during the term of this contract any appropriate authority of the Government of Bangladesh declares any priority for customers of any class/sector of power generation, the gas seller agrees to give such priority if applicable to the project company.

**Annexure 2
Tariff Structure**

The tariff structure is clearly outlined in the Power Purchase Agreement (PPA) where the Reference Tariff is composed of two components: Reference Rental Price (RRP) and Reference Energy Price (REP). Again the REP is composed of two components as Variable O&M Price and Fuel Price.

Project (plant)	Contract Year	Reference Rental Price		Reference Energy Price	
		Reference Non-Escalable Rental Price (Taka/KW-Month) (RNERP)	Reference Escalable Rental Price (Taka/KW-Month) (RERP)	Reference Variable O & M Price (Taka/ KWh) (RVOMP)	Reference Fuel Price (Taka/KWh) (RFP)
20 MW ±10% gas fired power plant on BOO basis	15	605.75	189.03	0.16579	1.016575

The Levelized Tariff is Tk.3.016 per KW-Hr, the highest obtained from BPDB by any 15 yrs contracted power plant.



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