

**CERTIFICATE ON
STATUS REPORT ON UTILIZATION
OF
PROCEEDS FROM PUBLIC OFFERING
OF
ASSOCIATED OXYGEN LIMITED**

For the month of March 31, 2024

**AUDITOR'S CERTIFICATE REGARDING MONTHLY STATUS REPORT OF
UTILIZATION OF FUND AGAINST INITIAL PUBLIC OFFERING (IPO) OF
ASSOCIATED OXYGEN LIMITED
FOR THE MONTH OF MARCH 31, 2024**

This is to certify that ASSOCIATED OXYGEN LIMITED has received Taka 150,000,000 (Taka: Fifteen Crore) only as Initial Public Offering (IPO) proceeds through subscription from September 10, 2020 to September 16, 2020 in the separate Bank Account (Account number 1501204195399001) with Brac Bank Limited, Head Office, Gulshan-1, Dhaka. In line with the condition number 4, Part C of the consent letter number BSEC/C1/IPO-293/2019/161, dated on August 6, 2020 of Bangladesh Securities and Exchange Commission (BSEC), fund utilization status as on March 31, 2024 is as follows:

Sl. No.	Purpose of Utilization	Allotment as per IPO (Tk.)	Fund utilized up to the month of February 29, 2024	Fund utilized (Taka) for the month of March 31, 2024	Total Utilization of Fund up to March 31, 2024	Unspent Balance (Taka)
1	Construction of New Plant Shed & Store Shed	68,156,250	68,172,041	-	68,172,041	(15,791)
2	New Plant & Machinery	42,400,250	42,400,250	-	42,400,250	-
3	Bank Loan Repayment	20,000,000	20,000,000	-	20,000,000	-
4	IPO Related Expenses	19,443,500	17,016,043	-	17,016,043	2,427,457
	Total IPO Proceeds	150,000,000	147,588,334	-	147,588,334	2,411,666
5	Interest Income/ (Bank Charges & Foreign exchange loss)	3,378,315	3,378,315	-	3,378,315	-
	Total IPO Proceeds & Interest Income/ (Bank Charges)	153,378,315	150,966,649	-	150,966,649	2,411,666

Total unutilized fund excluding Interest Income/(Bank Charges) Taka 2,411,666 (Taka: Twenty four lac eleven thousand six hundred and sixty six) only and including Interest Income/ (Bank Charges & Foreign exchange loss) Taka 2,411,666 (Taka: Twenty four lac eleven thousand six hundred and sixty six) only as on March 31, 2024 which is lying with Brac Bank Limited, Principal Branch, Gulshan-1, Dhaka (Account number 1501204195399001) of Taka 3,126.70 and Taka 2,408,539 on Companies own Bank account from which Un-utilized Fund will be adjusted. We have collected relevant information and required documents and found in order according to the Bank Statements. There is no expenditure during the month of March 31, 2024. We enclosed herewith the Status Report as Annexure-A for utilization of fund which has been prepared by the management.

During the course of our certification, we have found that:

- The management of Associated Oxygen Limited has adjusted Taka 23,350,198 up to the month of June 30, 2021 which were previously paid for IPO proceeds from company's own bank account.
- The management of Associated Oxygen Limited has deposited Taka 97,000,000 (Taka: Nine Crore and Seventy Lac) only during the month of November 2020 as FDR with NRB Commercial Bank Limited in the form of 3 months separate FDR account with 9% interest rate per annum. Thereafter the management has encashed Taka 92,400,000 up to the month of March 31, 2022 including Taka 34,600,000 which has been encashed during the month of March 31, 2022 and rest of the FDR amount Tk. 2 Crore have encashed in April 30, 2022.
- The management of Associated Oxygen Limited has transferred Taka 150,000,000 through Issuance of Pay Order to Company's own Bank Account No. 011836000000081 of NRB Commercial Bank Limited during the period from October 28, 2020 to November 30, 2020.
- The management of Associated Oxygen Limited has spent total amount of Taka 68,172,041 for Construction of New Plant Shed & Store Shed up to the month of April 30, 2022 including Taka 4,237,500 has been spent during the month of April 30, 2022. It is to be noted that total Taka 6,609,214 has been paid from company's own bank account up to December 31, 2021 and has been adjusted from FDR encashment on March 31, 2022.

- (e) The Management of Associated Oxygen Limited has paid Taka 20,000,000 for Repayment of Bank Loan up to the month of April 30, 2022 including Tk. 78,00,000 during the month of April 30, 2022. Noted that Tk. 3,000,000 was paid from companies own account during the month of December 31, 2020 which was adjusted on June 2021 and Taka 20,00,000 was paid during the month of March, 2022 from its own Bank Account from which Tk. 502,516 was adjusted in March 2022 form FDR Encashment, Tk. 7,800,000 have paid of during the Month April 30, 2022 from FDR Encashment & Tk. 1,497,484 have adjusted during the month of April 30, 2022 from FDR Encashment which was paid off from Companies Own account previously.
- (f) The management of Associated Oxygen Limited has received Taka 3,378,315 as Interest Income on IPO BDT & FDR Account up to June 30, 2022. On November 30, 2023 the Interest Income (net off) Taka 3,214,858 which was adjusted with payment against acquisition of Plant & Machinery with won source of fund.
- (g) The management of Associated Oxygen Limited has paid an amount of Taka 17,016,043 for IPO Expenses including Tk.1,472,690 during the month of November 30, 2023. However, the Company adjusted Taka 1,800,000 as the Issue Management fee (net of TDS) from FDR encashment during the month of June 30, 2021 which previously paid from its own bank account on January 2021 and company paid Taka 256,308 as TDS which was deducted from Issue Management Fee, Underwrite Fee, Publication of Abridge Version of Prospectus fee, Prospectus Printing Fee on November 30, 2023.
- (h) The management of Associated Oxygen Limited has spent total amount of Taka 42,400,250 for New Plant & Machinery up to the month of November 30, 2023 including the adjustment of advance of Tk. 34,267,112 to "**Progressive Engineering Corporation**" against Plant & Machinery as the machinery was delivered to the factory premises as per work order and final bill was submitted.
Further noted that, the final bill of Progressive Engineering Corporation is Tk. 49,045,542/- (including VAT) for supply of the Plant. The company was paid Taka 42,715,575 on 24.02.2022 in form of an Advance from IPO fund Taka 34,267,112 and from own source Taka 8,448,463 (including interest income). However, there is a due with the supplier for Taka 6,329,967 which is not paid up to November 30, 2023.

We also report that:

- i. the expenses/utilization has been made during the month of March 31, 2024 from the fund of Initial Public Offering (IPO);
- ii. the expenses/utilization made in line with the condition 4, part C of consent letter of Initial Public Offering (IPO);
- iii. the expenses/utilization of Taka 147,588,334 of IPO proceeds have been completed up to March 31, 2024 according to the mentioned the time schedule/implementation schedule as specified Initial Public Offering (IPO) documents;
However, according to the fund utilization monthly report of IPO Proceeds and consent letter, report submission time line has been ended on October 23, 2022 as per Prospectus. We have received a letter from the company, reference no.AOL/BSEC/Utilization/Ext/2022/001 on dated October 20, 2022, where the company has applied to Bangladesh Securities and Exchange Commission (BSEC) and time has been extended 5 months up to the March, 2023.
Again the company have submitted a letter to BSEC vide reference no.AOL/BSEC/Utilization/Ext/2022/002 on dated August 07, 2023, (BSEC received on August 08, 2023) where the company has applied to Bangladesh Securities and Exchange Commission (BSEC) for 2nd time extension for 6 (Six) months up to September 30, 2023. However, Bangladesh Securities and Exchange Commission (BSEC) was refused the time extension letter on November 16, 2023 vide letter reference no. BSEC/Corpora/2023/238/Part-III/1664.
- iv. the expenses/utilization made is accurate /for the purpose of the company as mentioned in Initial Public Offering (IPO) documents; and
- v. we also confirmed that: (i) Assets have been procured/imported/constructed maintaining proper procedure as well as at a reasonable price; and (ii) all necessary documents/ paper/vouchers in support of IPO proceeds making reconciliation with bank Statements.

Dated: April 15, 2024
Place: Dhaka


FAMES & R
Chartered Accountants



Report on Utilization of IPO Proceeds for the month of March 31, 2024

Name of the Company : Associated Oxygen Limited
 Amount (BDT) of Capital Raised Through IPO : BDT. 150,000,000/-
 Date of Close of Subscription : September 16, 2020
 Proceeds Receiving Date : October 25, 2020
 Last Date of Full Utilization of Fund as per Proceeds : October 23, 2022


Sl. No.	Purpose Mentioned in the Prospectus	Time line as per prospectus	Amount as per prospectus	Fund utilized up to the month of February 29, 2024	Fund utilized (Taka) for the month of March 31, 2024	Total Utilized Amount	Utilized %	Total Un-utilized Amount	Un-utilized %	Remarks
1	Construction of New Plant Shed & Store Shed	24 Months	68,156,250	68,172,041	-	68,172,041	100.02%	(15,791)	-0.02%	
2	New Plant & Machinery	24 Months	42,400,250	42,400,250	-	42,400,250	100.00%	-	0.00%	
3	Bank Loan Repayment	3 Months	20,000,000	20,000,000	-	20,000,000	100%	-	0.00%	
4	IPO Related Expenses	As or when required	19,443,500	17,016,043	-	17,016,043	87.52%	2,427,457	12.48%	
Total IPO Proceeds						147,588,334		147,588,334		

Note:

* BDT 163,457 has been charged by the bank as maintenance fee & Foreign exchange loss, Taka 3,378,315 has been received as Interest Income on IPO & FDR account (net off withholding tax) up to the month of March 31, 2024 and net off Balance Taka 3,214,858.08 is adjusted with own fund for acquisition of Plant & Machinery.

* Balance as at bank as on March 31, 2024 with Brac Bank Limited, Principal Branch, Gulshan-1, Dhaka (Account number 1501204195399001) Taka 3,126.70; 1501204195399003 (GBP) BDT. 0.00, 1501204195399004 (EUR) EUR. 0.00, 150120419539902 (USD) \$0.00 and rest of Tk.-2,408,539 on Companies own account from which rest of the un utilized/ unadjusted fund will be adjusted.


Chairman


Managing Director


Company Secretary


Chief Financial Officer



Dated: April 15, 2024
Place: Dhaka