



UNITED POWER GENERATION & DISTRIBUTION CO. LTD.,
ANNUAL REPORT 2015-16





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Be the most efficient and environment friendly power generation company of Bangladesh



Energy is Life

- Sustainable growth by ensuring quality, availability and efficiency in power generation
- Achieve excellence in project execution, quality, reliability, safety and operational efficiency in the power sector
- Become the most reputed and state-of-the-art power generation company of Bangladesh
- To promote a work culture that fosters learning, individual growth, team spirit and creativity to overcome challenges and attain goals

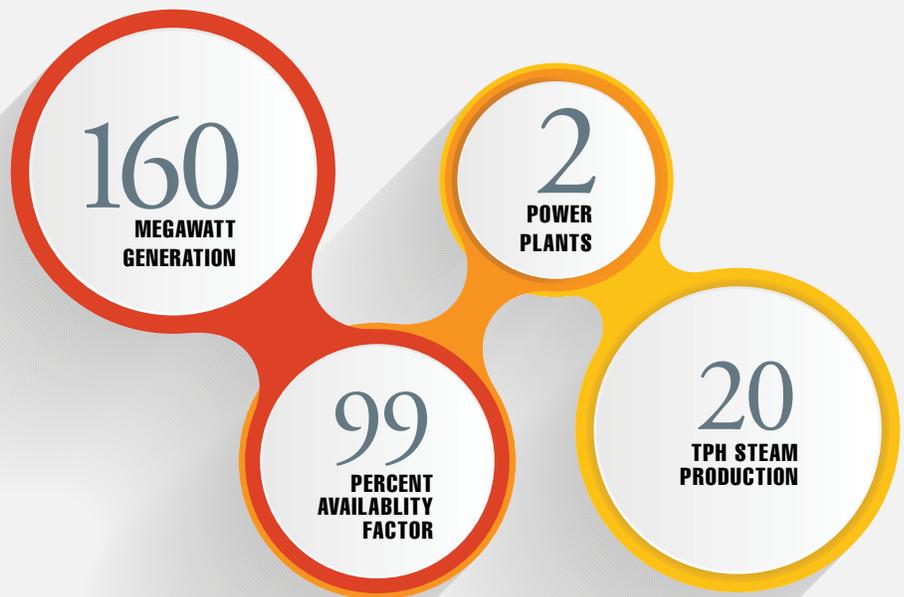


- Increase the power generation capacity in the country and help fulfil GoB's Vision 2021 in a safe, economical and rapid manner and keeping with the growth of electricity demand in the country.
- Establish a culture of safe operation that maintain zero casualty at all times.
- Enhance electricity generation capacity in the near future.
- Earn the confidence and trust of all stakeholders by performing well above their expectations.
- Utilize capital, machinery, material and human resources efficiently.



- TO OUR CUSTOMER** : Provide uninterrupted, quality power
- TO OUR EMPLOYEES** : Promote well-being, world-class working environment and encourage innovation and talent.
- TO OUR SHAREHOLDERS** : Ensure fair return on their investment through generating stable profit.
- TO OUR COMMUNITY** : Assume the responsibility of a socially corporate entity and improve the well-being of the local community

United Power Generation & Distribution Co. Ltd., formerly known as Malancha Holdings Ltd., was born out of the necessity for uninterrupted, quality power supply to the industries housed within the Export Processing Zones (EPZs) of Bangladesh. UPGDCL is a first of its kind company that is not only involved in power generation but also power distribution up to their customer's doorstep.



What makes this company unique is that it was built specifically for the Export Processing Zones of the country, particularly for Dhaka and Chittagong EPZ. These zones are nationally important as they have been specially set up by the government for local and foreign companies who have heavily invested in export oriented production. Reliable, uninterrupted and quality power are the key requirements for these industries to operate. It is UPGDCL's power plants providing this essential utility to the industries located inside these EPZs thereby helping the nation earn greater export revenue and foreign currency.

Since UPGDCL came into operation, both Dhaka and Chittagong EPZ have experienced an exponential growth in investment, export earnings and employment. Initially operating a 35 MW unit, with a subsequent addition of another 6 MW unit, in DEPZ and a 44 MW unit in CEPZ, the Company implemented two expansion projects, one at Dhaka Export Processing Zone (DEPZ), to increase its production capacity from 41 MW to 86 MW, and another at Chittagong Export Processing Zone (CEPZ), to increase its production capacity from 44 MW to 72 MW, at the behest of BEPZA to cater to the ever increasing demand of the EPZs. In doing so, UPGDCL has increased its production capacity from a total of 85 MW to 160 MW through these expansion projects by December 2013.

Exhaust Gas Boilers (EGBs) coupled with engines for producing steam for commercial supply, high voltage substations comprising of several power transformers, required length of 11kV and 33 kV distribution lines were built by UPGDCL under each of the two project sites along with an 11 km, 150 psi, 12" gas pipeline from the gas company's TBS at Ashulia to UPGDCL's RMS at DEPZ plant site. The company has, thus, established a multidisciplinary infrastructure through their projects. In effect, UPGDCL is the only true commercially independent power generation and distribution company as well as a multi-utility service provider in true sense of the terms.

ENERGIZING EPZS OF THE NATION

UNITED POWER GENERATION & DISTRIBUTION CO. LTD AT DHAKA EXPORT PROCESSING ZONE

PROJECT COST: BDT 5623.22 MILLION

LOCATION

Plot No 280, Extension Area, Dhaka Export Processing Zone, Ganakbari, Savar, Dhaka
Tel: +88-02-7788460, Fax: +88-02-7788461

NUMBER OF GENERATORS

4 units each of capacity 8.73 MW
5 units each of capacity 9.34 MW
2 units each of capacity 1.96 MW

GENSET MODEL

Wärtsilä Finland 20V34SG
Rolls-Royce Norway B35:40V20AG2
MTU Germany AOE20V4000L62

CAPACITY

86 Megawatts (Total)

NUMBER OF BOILERS

2 Units each of capacity 4 TPH

BOILER MODEL

Khan SPP Smoke Tube EGB

STEAM CAPACITY

8 TPH

COMMERCIAL OPERATION DATES (COD)

35 MW, December 2008
6 MW, October 2010
47 MW, December 2013

CLIENTELE

Dhaka Export Processing Zone
Rural Electrification Board
Bangladesh Atomic Energy Commission
Private Consumers

FUEL

Natural Gas

FUEL SUPPLIER

Titas Gas Transmission & Distribution Co. Ltd.





ENERGIZING EPZS OF THE NATION

**UNITED POWER GENERATION & DISTRIBUTION CO. LTD AT
CHITTAGONG EXPORT PROCESSING ZONE**

PROJECT COST: BDT 4429.34 MILLION





NUMBER OF GENERATORS

5 units each of capacity 8.73 MW
3 units each of capacity 9.34 MW

GENSET MODEL

Wärtsilä Finland 20V34SG
Rolls-Royce Norway B35:40V20AG2

CAPACITY

72 Megawatts (Total)

NUMBER OF BOILERS

3 Units each of capacity 4 TPH

BOILER MODEL

Khan SPP Smoke Tube EGB

STEAM CAPACITY

12 TPH

COMMERCIAL OPERATION DATES (COD)

44 MW, August 2009
28 MW, July 2013

CLIENTELE

Chittagong Export Processing Zone
Karnaphuli Export Processing Zone
Bangladesh Power Development Board

FUEL

Natural Gas

FUEL SUPPLIER

Karnaphuli Gas
Distribution Co. Ltd.

CORPORATE DIRECTORY

BOARD OF DIRECTORS

Chairman

Gen. Md. Abdul Mubeen, SBP, ndc, psc
(Retd)

Directors

Hasan Mahmood Raja
Ahmed Ismail Hossain
Khandaker Moinul Ahsan Shamim
Abul Kalam Azad
Faridur Rahman Khan
Akhter Mahmud Rana
Moinuddin Hasan Rashid

Independent Directors

Lt. Gen. Sina Ibn Jamali, awc, psc (Retd)
Prof. Mohammad Musa, PhD.

AUDITOR

Hoda Vasi Chowdhury & Co.

Chartered Accountants, BTMC Bhaban
(Level 7 & 8), Karwan Bazar C/A, Dhaka

AUDIT COMMITTEE

Lt Gen Sina Ibn Jamali, awc, psc (Retd)
- Chairman
Abul Kalam Azad
- Member
Prof. Mohammad Musa, PhD.
- Member

YEAR OF INCORPORATION

15 January 2007

LISTING STATUS

Listed in both Dhaka &
Chittagong Stock Exchange

STOCK EXCHANGE LISTING

8 March 2015 - Chittagong Stock Exchange
19 March 2015 - Dhaka Stock Exchange

AUTHORIZED CAPITAL

Taka 10,000,000,000.00

PAID - UP CAPITAL

Taka 3,629,446,980.00

MANAGEMENT TEAM

Managing Director

Moinuddin Hasan Rashid

Advisor

Syed Abdul Mayeed

Chief Operating Officer

Sheikh Ashraf Hossain

Executive Director (Distribution)

Didarul Islam

Chief Financial Officer

Md. Ebadat Hossain Bhuiyan, FCA

Company Secretary & Head of Compliance

Md. Mahfuzul Haque, FCMA

Head of Internal Audit

Mir Akhterul Alam

LEGAL ADVISOR

Tanjib - Ul Alam & Associates, Barristers,
Advocates and Legal Consultants
BSEC Bhaban (Level - 11),
102 Kazi Nazrul Islam Avenue,
Karwan Bazar, Dhaka - 1215

LEAD BANKERS

Dhaka Bank Ltd., Foreign Exchange Branch, Dhaka
Dutch Bangla Bank Ltd., Banani Branch, Dhaka
Jamuna Bank Ltd., Gulshan Branch, Dhaka
Trust Bank Ltd., Kawran Bazar Branch, Dhaka

O&M TEAM

United Engineering & Power Services Ltd.

REGISTERED OFFICE

Gulshan Centre Point
House 23-26
Road 90, Gulshan 2
Dhaka - 1212, Bangladesh
PABX : +880-2-55052000
+880-9666-700900
Fax : +880-2-55051826
+880-2-55051827
Email : info@unitedpowerbd.com
Web : www.unitedpowerbd.com





1st

- Independent Power Plant
- Commercial Power Plant
- Private Electricity Distribution Company
- Establishment of a power plant in 120 days
- Multi Utility Service Provider
- Joint Venture Power Plant between Private & Public Sector
- Largest Gas Fired Flexicycle™ Power Plant in Asia
- Largest EPC Contractor (Neptune Commercial Ltd)
- Largest Operation & Maintenance Contractor (United Engineering & Power Services Ltd)

O&M Experience
454 MW

Generation
700 MW

EPC Experience
730 MW

UNITED GROUP – POWER DIVISION

1000 MW – is the present portfolio of United Group in the Power Generation Sector. The Group contributes 700 MW to the national grid with another 300 MW of power generation facility under construction.

United Group has been a major player in Bangladesh's power sector for decades. The Group took a giant leap to its future development by establishing the country's first Independent Power Plant (IPP) in Khulna, a 110 MW HFO-fired barge mounted power plant, Khulna Power Company Ltd., in partnership with other likeminded local and international firms. This established the ground work for the Group, on which they continued investment in the power sector, having set up several small power plants for REB thereafter.

The Group's experience in the power sector eventually led to the formation of United Power Generation & Distribution Company Ltd. (UPGDCL), formerly known as Malancha Holdings Ltd., in 2007. UPGDCL is the country's first Commercial Independent Power Producer (CIPP) supplying quality power by their two power plants in Dhaka and Chittagong EPZs.

Subsequently 2011 saw launching of (i) United Ashuganj Power Ltd, a 53 MW gas fired quick rental power plant at Ashuganj, Brahmanbaria (ii) Khulna Power Co. Ltd Unit II, a 115 MW HFO fired rental power plant at Goalpara, Khulna (beside the existing Khulna Power Co. Ltd) and (iii) Khan Jahan Ali Power Co. Ltd (presently known as Khulna Power Company Ltd. Unit III), another 40 MW HFO fired rental power plant located at Noapara, Jessore.

2013 was another year of significant growth for the Group. Generation capacity of UPGDCL's both the power plants were increased by almost a 100%. In the same year, Shajahanullah Power Generation Company Ltd, another 28 MW gas fired CIPP was successfully commissioned in Kumargaon, Sylhet.

In 2015, United Group commissioned United Ashuganj Energy Ltd, Bangladesh's first Combined Cycle, Modular Power Plant, in joint collaboration with the Government of Bangladesh, in partnership with Ashuganj Power Station Company Ltd.





This first-of-its kind power plant in Ashuganj has recently been awarded the prestigious Asian Power Awards 2015 for Combined Cycle Plant of the Year under the Gold Category, Fast-Track Power Plant of the Year and Gas Power Project of the Year, where it has won Silver and Bronze respectively.

In continuation of its sustained excellence in the Power Sector of Bangladesh, United Group wishes to be a part of the Government of Bangladesh's drive towards implementing Power System Master Plan 2010, take the nation's generation capacity up to 34,000 MW by 2030 and ensure reliable electricity for all by 2021 through integrated development of power generation, transmission and distribution system.



OUR OPERATORS

THE LARGEST OPERATION AND MAINTENANCE
COMPANY IN BANGLADESH

OPERATING 5 POWER PLANTS WITH A
TOTAL CAPACITY OF 454 MW

IN ADDITION, TECHNICAL SUPPORT BEING PROVIDED TO
THREE MORE POWER PLANTS OF CAPACITY 287 MW

ABOVE IS A TOTAL INVOLVEMENT
OF 1059 MW

WIDEST RANGE OF EXPERIENCE ON RECIPROCATING
ENGINE OPERATION & MAINTENANCE

LOCATED IN 5 DIFFERENT SUITABLE
LOCATIONS NATIONWIDE

RESOURCE INCLUDES 350+ ENGINEERS

SUPPORTED BY 30+ DIFFERENT
TYPE OF IN HOUSE COMPANIES



O & M EXPERIENCE



454 MW

The overall Operation and Maintenance (O&M) of the plants have been outsourced to United Engineering & Power Services Ltd. (UEPSL), a sister concern of United Group, under a long term O&M Agreement.

United Engineering & Power Services Ltd. (UEPSL), formed in 2011, offers exhaustive operation & maintenance solutions, troubleshooting services, spare parts and consumables supply and sourcing for all types of power generation machinery and equipment, specializing in world renowned brands like Wärtsilä, Rolls-Royce, MWM, MTU, Tognum, Waukesha, Caterpillar, Sperre, Atlas Copco, Kawasaki etc.

454 MW

- ↘ OPERATING 5 POWER PLANTS
- ↘ UPGD DEPZ
- ↘ UPGD CEPZ
- ↘ UAPL 53 MW
- ↘ SPGCL 28 MW
- ↘ UAEL 200 MW

UEPSL provides one stop operation & maintenance services including spare parts and consumables supply to United Power Generation & Distribution Co. Ltd. – Dhaka EPZ 86 MW Power Plant, United Power Generation & Distribution Co. Ltd. – Chittagong EPZ 72 MW Power Plant, United Ashuganj Power Ltd. 53 MW Power Plant at Ashuganj, Brahmanbaria, Shajahanullah Power Generation Company Ltd. 28 MW Power Plant at Kumargaon, Sylhet and United Ashuganj Energy Ltd. 200 MW Combined Cycle Modular Power Plant at Ashuganj, Brahmanbaria.

Presently consisting of more than 350 members, UEPSL's maintenance highlights include successful 16000 hours, 24000 hours and 48000 hours major maintenance works of Wärtsilä 20V34SG Engines, major maintenance of Rolls-Royce & MWM engines, spares and consumables supply including safety spares, scheduled maintenance spares, lubricants,

coolants from various manufacturer approved OEMs.

UEPSL has O&M experience of 454 MW with an average plant availability of over 90% with another 318 MW HFO fired power plant to be added to their portfolio by 2019. UEPSL also provides technical support to the 287 MW power plants of Khulna Power Company Ltd. (KPCL I, KPCL II & KPCL III). The management team is led by ex-officials from Wärtsilä with over 25 years of experience in the marine industry and handling Wärtsilä engines. They each have 96000 hours of major maintenance experience of Wärtsilä engines. Engaging UEPSL for providing O&M services has benefitted the plant not only in terms of availability but also in terms of efficient operation, greater output and has secured a steady flow of revenue from the plant.

UEPSL also successfully extended its extensive workshop services (including critical services like Cylinder Liner Honing, Cleaning etc.) to multiple private clients and is currently developing another world class workshop at Dhaka, the capital of Bangladesh. The workshop is to be equipped with world class tools and equipment for precision servicing of components on a floor area of 30,500 sft.

UEPSL has the full responsibility of carrying out all services required to ensure smooth operation of the plant. The operational process has been developed and managed by the expert team. For any technical issue, the equipment manufacturer extends their

support as and when required. UEPSL is paid a management fee for their services rendered and any other actual cost, including manpower salary and emoluments, incurred by them while providing O&M services to UPGDCL's plant is reimbursed.

1059 MW

Total Involvement in Service Support & O&M

287 MW

Technical Support
KPCL I
KPCL II
KPCL III

318 MW

Upcoming Project
United Anwara 300 MW

ISO Certified

- ↘ ALL 5 POWER PLANTS CERTIFIED
- ↘ ISO 9001:2008
- ↘ ISO 14001:2004
- ↘ BS OHSAS 18001:2007

90%+

Availability for every project under O&M contract

PROFILES OF UEPSL MANAGEMENT



AMIN MD. MAHBOOB MORSHED

Managing Director

Mr. Amin Md. Mahboob Morshed joined UEPSL in 2014 as Managing Director. A seasoned professional, having over 31 years of experience, he has served in the following roles throughout his successful career – from Chief Engineer of various cargo, tanker and container vessels to General Manager, Services and Sales, Wärtsilä Bangladesh prior to joining United Engineering & Power Services Ltd. (UEPSL). Mr. Morshed was awarded Excellent Team Approach by Wärtsilä for his outstanding performance in logistic coordination, planning, scheduling and execution of the 110 MW Barge Mounted Power Plant project in Khulna, Bangladesh and Best Sales Manager (Middle East & South Asia region) award for his performance as General Manager (Service Sales). He has experiences in Network Sales activities such as Strategy, Sales, Budget & Margin and has led Operation & Maintenance of both Oil and Gas based generating units including installation, commissioning of major breakdown of several renowned brands, Field Service, Warranty, Technical Service, HR & Admin and Finance teams. Since joining UEPSL he has been overseeing Operation & Maintenance of UPGDCL's power plants at Dhaka and Chittagong EPZ.



MUHAMMAD MAZHAR IQBAL

Director (Operations & Maintenance)

Muhammad Mazhar Iqbal's experience in the power sector of Bangladesh and shipping industry spans across four decades. He has vast experience in management, operation, maintenance, servicing and reconditioning experience in most of the recognized 4-stroke and 2-stroke reciprocating engines and all auxiliary machinery of marine and power plants. During the tenure of his successful career Mr. Mazhar Iqbal has successfully completed Operations & Maintenance works of the various power projects including the 115 MW barge mounted HFO fired power plant, 110 MW HFO fired Power Plant and 40 MW HFO fired Power Plant of Khulna Power Company Ltd., 107 MW HFO Power Plant of IEL among others. Prior to joining United Engineering & Power Services Ltd., he served as Country Contract Manager at Wartsila Bangladesh Ltd. where he oversaw the overall Operations & Maintenance Agreements, planning and target determination, provided sales support including setting targets for sales support, net sales etc. Since joining UEPSL he has been overseeing Operation & Maintenance of UPGDCL's power plants at Dhaka and Chittagong EPZ.





SYED MOHAMMAD ALI

Director (Services)

Mr. Syed Mohammad Ali joined UEPSL in 2014 as Director (Services). A Class-1 Marine Engineer having over 31 years of experience, he served as Manager, Technical Services, Wartsila Bangladesh prior to joining United Engineering & Power Services Ltd. Mr. Mohammad Ali has vast experience in shipboard management, maritime training, operation, repair & maintenance of marine propulsion and power generating machinery, industrial equipment and utility machinery including management of their fuels and lubricants. He is skilled in overhauling, servicing and reconditioning of Wärtsilä 20V345G, 20V32, 20V32GD, 18V46GD, CR26 engines including detail knowledge of test bed run, commissioning and performance evaluation. Mr. Ali is also the Founding Director of International Institute of Maritime Technology (IIMT), Dhaka, Bangladesh. He coordinates and lectures QMR for ISO 9001:2000. Since joining UEPSL he has been overseeing Operation & Maintenance of UPGDCL's power plants at Dhaka and Chittagong EPZ.



SHAMER AHMED CHOWDHURY

Plant Manager, UPGDCL - DEPZ

Shamer Ahmed Chowdhury, previously served as a Marine Engineering officer, ranking from junior engineer to chief engineer in different leading shipping companies. He has an extensive exposure to different kinds of marine diesel engines, propulsion systems and multitude of auxiliary machinery with hands on experience of operation & maintenance. He has been with United Power Generation & Distribution Co. Ltd since August 2016. Being a graduate from Bangladesh Marine Academy, Chittagong, Mr. Chowdhury also holds an Executive MBA degree from Institute of Business Administration. His dedication to safe & efficient operation of machines & electrical installations on board as overall in charge of DEPZ plant has been noteworthy so far.



MONIR HOSSAIN

Plant Manager, UPGDCL - CEPZ

Monir Hossain, has hands on experience of operation & maintenance, overhaul, installation, conversion of gas & diesel power plants. He graduated from Southern University in Bangladesh with concentration in Electrical and Electronic Engineering. He also holds a Diploma in Marine Engineering alongside the Bachelors degree. Before joining UEPSL he served as Superintending Engineer at Wartsila Bangladesh and was assigned at Wartsila's installation at Heidelberg Cement Factory premises in South Halishahar, Patenga, Chittagong. Mr. Hossain has been in charge of UPGDCL's CEPZ Power Plant in the capacity of Plant Manager since 2013.

FINANCIAL HIGHLIGHTS

	2015-16 (18 months)	2014	2013	2012	2011
Operating Data (BDT in million)					
Revenue	7,901.37	4,463.32	3,396.09	3,273.49	2,227.63
Operating expenses	2,450.35	1,582.65	1,038.61	884.55	895.48
Gross profit	5,456.11	2,880.68	2,357.48	2,388.94	1,332.15
Administrative expense	140.83	59.65	242.52	57.4	36.37
Operating profit	5,726.00	2,821.03	2,114.96	2,331.54	1,295.78
Other non-operating income	410.72	130.92	32.25	0.225	2.06
Financial expenses	165.67	441.5	360.69	311.2	234.8
Total Comprehensive income before tax	5,606.15	2,464.63	1,774.43	2,020.48	1,062.27
Balance Sheet Data (BDT in million)					
Paid-up Capital	3,629.45	2,969.50	2,969.50	1,979.66	1,979.66
Shareholders' Equity	12,419.21	9,485.29	7,020.81	5,246.38	3,225.90
Total Debt	0	2,617.09	2,540.75	2,477.38	2,404.35
Current Assets	4,063.32	3,008.11	2,198.53	3,908.78	2,100.72
Current Liabilities	574.03	2,328.83	1,720.93	603.77	376.02
Total Asset	12,993.24	12,263.07	11,678.01	7,784.87	5,737.76
Total Liabilities	12,993.24	2,777.77	4,657.20	2,538.49	2,511.86
Financial Ratios					
Current Ratio (Times)	7.08	1.29	1.28	6.47	5.59
Debt to Equity Ratio (Times)	0.05	0.28	0.36	0.47	0.75
Debt to Asset Ratio (Times)	0.04	0.12	0.22	0.32	0.42
Return on Asset (%)	43.15	20.09	15	29.88	20.64
Return on Equity (%)	45.14	25.98	25.27	38.51	32.93
Gross Margin Ratio (%)	69.05	64.54	69.42	72.98	59.8
Net Income Ratio (%)	70.95	55.2	52.25	61.72	47.69
Other Data					
Earnings Per Share (Taka)	15.57	8.3	5.98	6.81	3.58
Stock Dividend (%)	Nil	10	Nil	50	Nil
Cash Dividend (%)	125	30	35	Nil	Nil
Total no of shares outstanding	3,629,446,980	296,949,726	296,949,726	197,966,484	197,966,484

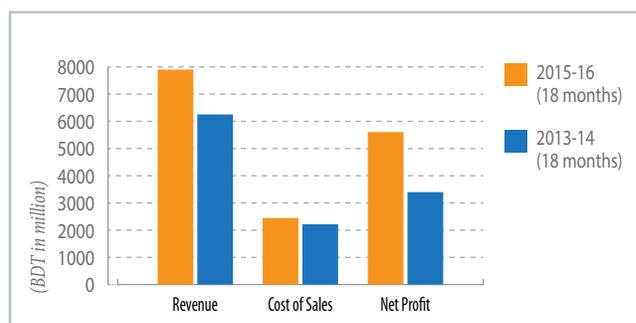
ANALYSIS OF FINANCIAL STATEMENTS

KEY HIGHLIGHTS 2015-16

United Power Generation and Distribution Company Limited managed to maintain its profitability despite the various macroeconomic challenges the economy under went in 2015-16. As can be seen from the review below, the Company managed to exhibit increased revenue performance and net profit:

(BDT in million)

Particulars	2015-2016 (18 months)	2013-2014 (18 months)	Change (%)
Revenue	7,901.37	6,254.42	26.33
Cost of Sales	2,445.26	2,215.94	10.35
Net Profit	5,606.15	3,397.79	64.99
Total Equity	12,419.21	9,485.29	30.93
Total Assets	12,993.24	12,263.07	5.95
Total Liability	574.03	2,777.77	-79.33



Revenue increased by 26.33% to Taka 7,901.37 million in 2015-16 from Taka 6,254.42 million in 2013-14. This increase in Revenue occurred due to the increase in production and increase in generation as well as sales and upward revision of the sales price per unit.

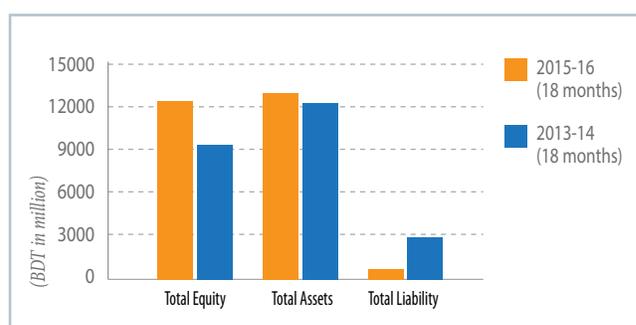
Cost of Sales increased by 10.35% to Taka 2,445.26 million in 2015-16 from Taka 2,215.94 million in 2013-14. The increase occurred due to the increase in fuel consumption (gas) for incremental production, spare parts and operation & maintenance expenses in the power plants as a result of major maintenance of power generation equipment and machinery.

Net Profit went up by 64.99% to Taka 5,606.15 million in 2015-16 from Taka 3,397.79 million in 2013-14. The increase in Net Profit occurred on account of operational and cost efficiency. Consequently, the Earnings per Share was raised from Taka 10.30 to Taka 15.57.

Total Equity increased by 30.93% to Taka 12,419.21 million in 2015-16 from Taka 9,485.29 million in 2013-14 mainly due to injection of IPO proceeds of 2,376 million, and issue of 10:1 stock dividend and increasing in Retained Earning.

Total Assets increased by 5.95% to Taka 12,993.24 million in 2015-16 from Taka 12,263.07 million in 2013-14 mainly due to increase in Cash & Cash Equivalents, Trade Receivables and Inter Company Receivables.

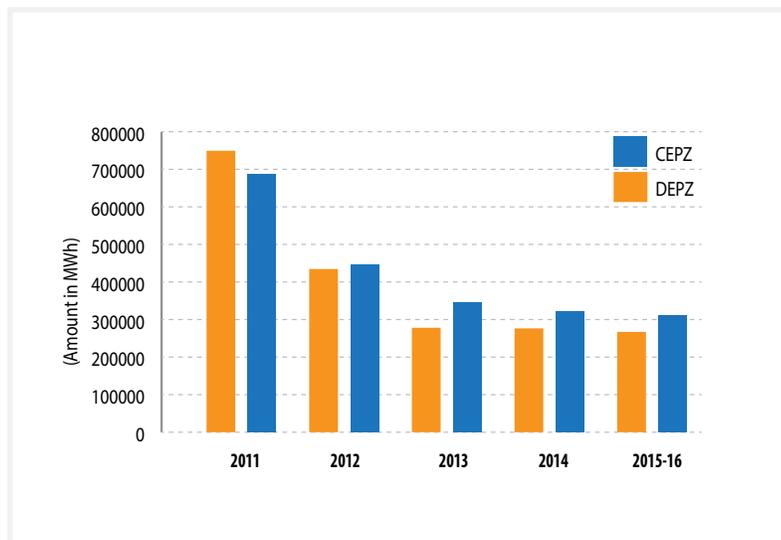
Total Liabilities saw a significant decrease by 79.33% to Taka 574.03 million in 2015-16 from 2,777.77 million in 2013-14 due to redemption of redeemable cumulative preference share and repayment of Long Term borrowings.





OPERATIONAL HIGHLIGHTS

(Sales)	2015-16	2014	2013	2012	2011
	(Amount in MWh)				
DEPZ	749,355	434,542	278,093	276,464	267,156
CEPZ	686,977	445,255	346,224	321,555	312,010



2015-16

PRODUCTION	DEPZ	754,395 MWh
	CEPZ	688,884 MWh
SALES	DEPZ	749,355 MWh
	CEPZ	686,977 MWh
AUXILIARY CONSUMPTION	DEPZ	2.42%
	CEPZ	2.27%
GAS CONSUMPTION	DEPZ	0.24 m ³ /kWh
	CEPZ	0.26 m ³ /kWh
LUBE OIL CONSUMPTION	DEPZ	186,675 Ltr
	CEPZ	184,061 Ltr

CHAIRMAN'S LETTER TO THE SHAREHOLDERS



General Md. Abdul Mubeen, SBP, ndc, psc (Retd)
Chairman

net profit after tax

+65%

to BDT 2,208.35 million

sales revenue exceeded

1,647.21 million (BDT)

total dividend

12.50 per share (BDT)

CHAIRMAN'S LETTER TO THE SHAREHOLDERS

Bismillahir-Rahmanir Rahim

Honorable Shareholders, Respected Members of the Board and Distinguished Guests, it is with immense pleasure that I welcome you all to the 9th Annual General Meeting of United Power Generation & Distribution Company Ltd (UPGDCL).

On behalf of the entire Board of UPGDCL, I would like to convey our sincere appreciation and gratitude to you, our esteemed shareholders, for your continuous support and cooperation and for being here with us to celebrate the occasion.

In April 2016 we changed our financial year from 31 December to 30 June in compliance to the government order to follow the uniform income year. This report, therefore, provides audited figures for the 18 months' period ending on 30 June 2016.

UPGDCL has again maintained its track record of consistently growing shareholding returns and delivering strong results in what has been another defining year.

Against a continuing difficult economic backdrop, UPGDCL's result for the 18 months' period and in particular for the year ending 30 June 2016 represents a very good performance. I am also pleased to report that the value of our business reached a record high of BDT 5,380 million in the past 12 months.

Net profit after tax increased 65% to BDT 2,208.35 million and sales revenue exceeded BDT 1,647.21 million, another milestone. The sales revenue was a 26.34% increase from prior period of 18 months. Strong organic growth illustrates that UPGDCL underlying business continues to perform strongly.

This is the seventh consecutive year that UPGDCL has delivered net profit growth and again, this performance stems from the hard work and dedication of 192 strong workforce and highly capable management team.

Our primary focus is to deliver for UPGDCL's customers, and this result would also not be possible without our customers. We thank them for their sustained support.

Continuing the trends of past years, the Board has increased distribution of dividend to shareholders. An interim dividend of BDT 8.00 per share was paid on 25 June 2016 and the Board is now pleased to propose a final dividend of BDT 4.50 per share to be paid to the Shareholders on the register at the close of business on 10 October 2016 subject to shareholder's approval at the Annual General Meeting. With this payment the total dividend relating to the 18 months up to 30 June 2016 is BDT 12.50 per share (in 2014 this figure was Tk. 4.00).

In June 2015 UPGDCL announced BDT 6520.00 million acquisition of United Ashuganj Power Limited (UAPL) and Shajahanullah Power Generation Company Limited (SPGCL). This presented a major opportunity for UPGDCL and gave the company an excellent platform to expand its presence. Hon'ble high court had granted the amalgamation scheme on 2 March 2016. But subsequently the Bangladesh Securities Exchange Commission lodged leave to appeal challenging the judgement and order dated 2 March 2016 passed by the Hon'ble High Court Division allowing the Scheme of Amalgamation. Upon hearing the Hon'ble Appellate Division granted Status-quo on 25 May 2016. In the meantime, the cutoff date for taking effect of the scheme of amalgamation, which was 30th June, 2016 as stipulated in Clause 24 of the Scheme of Amalgamation, has long been gone. Since the matter is pending

before the Hon'ble Appellate Division it is unlikely to take effect within very short time and hence the amalgamation will not be effective. Due to long time gap since the date of approving the Scheme the business situation has changed to an extent that an uncertainty is prevailing rendering the whole Scheme ineffective and untenable. Accordingly, the Shareholders of Shajahanullah Power Generation Company Limited and United Ashuganj Power Limited by their respective special resolution, subject to permission by the Hon'ble Appellate Division in the Civil Petition for Leave to Appeal No. 1572 of 2016, revoked, cancelled and set aside the special resolution passed in the Extraordinary General Meeting of the respective company held on 29 November 2015 whereby the shareholders of the respective company approved the scheme of amalgamation. Your Board recorded the facts of revocation, cancellation of the special resolution dated 29 November 2015 by SPGCL and UAPL with the Company and accordingly applied to Hon'ble Appellate Division to cancel the Scheme of Amalgamation and being infructuous the Hon'ble Appellate Division of the Supreme Court passed an order on 4 August 2016 disposing the civil petition leave to appeal no 1572 of 2016. Understanding that the Shareholders are shocked about all the happenings, we assure everybody that your Directors are very concerned to uphold the interest of the Shareholders and we will try to give the maximum returns to the Shareholders fund.

Bangladesh is currently experiencing significant growth in the power sector through contribution from both the government and private sectors. You will be pleased to know that our mother organization, United Enterprises & Co. Ltd. (UECL), is expected to continue benefitting from increased spending in the power project for a number of years. This will provide a greater degree of confidence for UPGDCL revenue streams.

I would like to commend Mr. Moinuddin Hasan Rashid, the Managing Director and his team for their outstanding efforts this year. The team has worked hard to deliver significant organic growth from the underlying businesses, which continue to generate excellent results.

Finally, I would like to take this opportunity to thank our shareholders for their continued confidence in our efforts. I extend my sincere thanks to my fellow Directors for their unrelenting support and contribution and express my appreciation to the members of the management team and all employees of UPGDCL for their resolute commitment, sincerity and hard work.

With Best Regards,



General Md. Abdul Mubeen, SBP, ndc, psc (Retd)
Chairman

PROFILES OF DIRECTORS

GENERAL MUHAMMAD ABDUL MUBEEN, SBP, ndc, psc (RETD)

Chairman



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

12 February 2013

LENGTH OF SERVICE:

3 years 8 months 17 days

DATE OF LAST RE-ELECTION:

24 June 2015

WORK EXPERIENCE

General Md. Abdul Mubeen, SBP, ndc, psc is a retired four-star General of the Bangladesh Army. He was a student of Adamjee Cantonment Public School and Adamjee Cantonment College and graduated from the Bangladesh Military Academy in 1976. General Mubeen is a graduate of the Defense Services Command and Staff College and also the National Defense College, Bangladesh. He has successfully completed the Senior Command Course from the War College in India. In his long service career, he has attended various professional courses both at home and abroad. He completed the NATO Weapon Conversion Course, Officers Weapons Course and Junior Tactics Course from School of Infantry and Tactics, where he returned later to teach tactics. He went to Military School in Guangzhou, China to undergo Infantry Heavy Weapons Course.

General Mubeen has a commendable record of ethical leadership and retired from the Bangladesh Army in 2012 after a long distinguished military career spanning over three decades of honorable active service. He started his career as a commissioned officer in an Infantry battalion. During his service career he has served in various challenging command, staff and instructional appointments. He has commanded two infantry battalions, one infantry brigade and two infantry divisions including the largest field formation in Bangladesh Army in Chittagong and Chittagong Hill Tracts involved in post counter insurgency operations. He has been the Director, Military Training of Bangladesh Army and senior tactics instructor in Bangladesh Military Academy. He served as the Chief of Staff in United Nations Operations in Mozambique (ONUMOZ). He has been at the helm of affairs of two prestigious institutions namely Defense Services Command and Staff College and Bangladesh Institute of International and Strategic Studies. His last assignment in service was holding the highest office of the Chief of Army Staff, Bangladesh Army.

General Mubeen has attended, chaired and been a panelist in numerous international conferences, seminars and exercises both at home and abroad. Some of his significant ex-officio assignments include, but not limited to, being Chairman of The Trust Bank Limited, Chairman Sena Hotel Development Limited, Chairman Board of Trustees, Sena Kallyan Sangstha, President Bangladesh Olympic Association and President of Bangladesh Golf Federation.

For his commendable service the Government of Bangladesh has awarded him the highest military award "Sena Bahini Padak". Besides, General Mubeen's award and decorations include 16 operational, service and UN honors, medals and decorations for his distinguished service.

HASAN MAHMOOD RAJA

Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

15 January 2007

LENGTH OF SERVICE

9 years 9 months 14 days

DATE OF LAST RE-ELECTION

24 June 2015

WORK EXPERIENCE

Mr. Hasan Mahmood Raja is one of the most renowned businesspersons of the country. Born in 1957, he completed his graduation in commerce and got passionately involved in business. He is one of the Founding Directors of the country's one of the leading business houses - 'United Group'.

Mr. Raja had a keen interest and an innate aptitude for doing business and rendering service to the nation for promoting economic development of Bangladesh. With a humble beginning in 1978, Mr. Raja displayed his excellence in business entrepreneurship by building his business domain. The biggest milestone of his success is the courage to embark into new business ventures based on sound foresight, ingenuity and skillful execution. Within a span of 37 years of his business career, he successfully managed to establish many diversified business enterprises under the umbrella of United Group. Commitment, integrity and sincerity are the key values of his various business achievements.

Dominant position of United Group in the Country's Power and Real Estate sectors and creating unique establishments like Khulna Power Company Ltd., United Power Generation & Distribution Co. Ltd., United Hospital Ltd., United Nursing College, United International University and United Maritime Academy are few of his landmark entrepreneurship. United Group has always marked its steady growth under Mr. Raja's leadership. His charming personality, focus in flawless implementation of every single business on time, constantly stressing on brainstorming for new ideas, efficiency in business management etc are only a few of his traits that eventually transformed into the core values of his business undertaking and implementation.

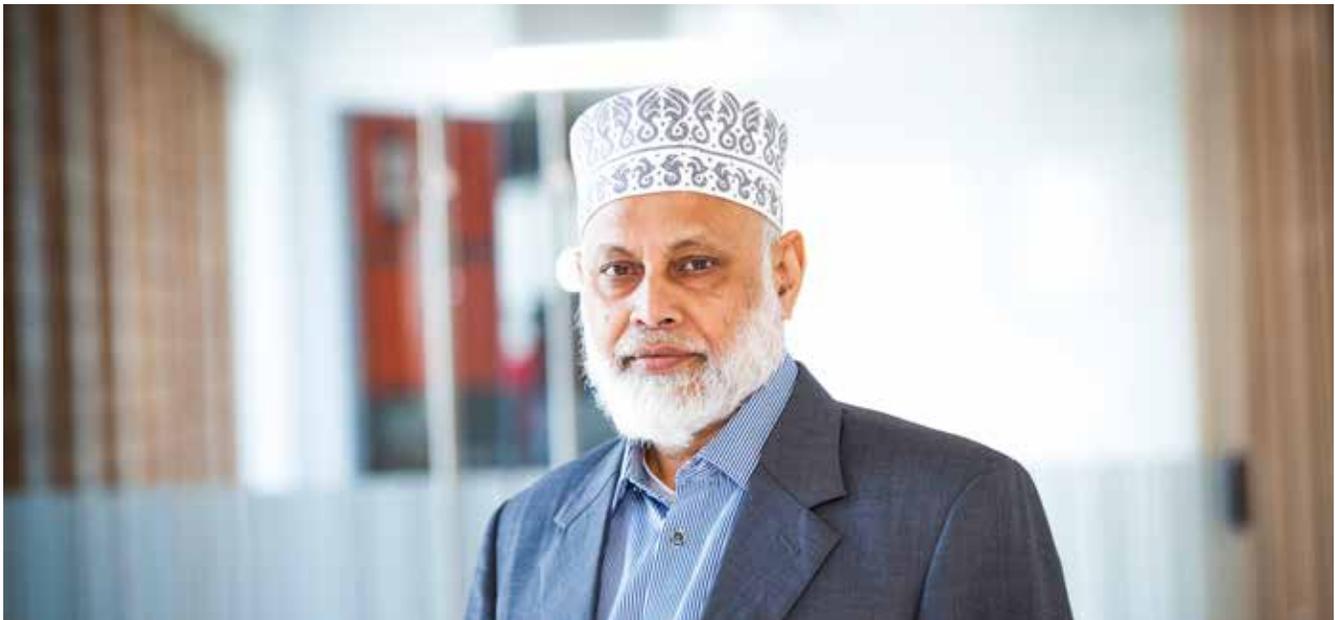
At present, Mr. Raja is the Chairman of United Enterprises & Co. Ltd as well as the Chairman and Managing Director of more than 20 Concerns of the Group, notably Khulna Power Company Limited, Neptune Land Development Ltd, United City twin Towers Developers Ltd, United Hospital, United Maritime Academy Ltd etc. He is also the Chairman, Board of Trustees of United International University.

Mr. Raja has travelled extensively at home and abroad namely to USA, UK, Australia, Canada, Germany, Japan, Malaysia, Singapore and many other countries for the purpose of business. He also takes a profound interest in community services and contributes generously for the welfare of the community, particularly to the underprivileged ones. He has established multiple school and madrasa in his village and surrounding areas. He continues to employ his best efforts to provide education, healthcare and infrastructure facilities for overall development of the people of Jamalpur district.

PROFILES OF DIRECTORS

ABUL KALAM AZAD

Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

15 January 2007

LENGTH OF SERVICE

9 years 9 months 14 days

DATE OF LAST RE-ELECTION

28 February 2013

WORK EXPERIENCE

Mr. Abul Kalam Azad was born in 1955. After completion of his Bachelor of Science, he joined United Group as one of the Directors. Presently, he is the Vice-Chairman of United Group. Best known for his dynamism, he is a key entrepreneur of the Group especially in real estate sector. His dedication and relentless efforts to the business is playing a pivotal role that has also helped United Group reach new heights.

Over the years in United Group, Mr. Azad has been overseeing diverse construction projects of the group starting from real-estate to power plant construction. Under his leadership United Group is developing "United City", the largest mini township in the country - at Satarkul and the largest international standard commercial complex with two international hotels and resorts adjacent to Hazrat Shahjalal International Airport, Dhaka. At present, he is the Managing Director of almost all real estate enterprises of the Group, notably Neptune Land development Ltd., United City Twin Towers Developers Ltd., Neptune Commercial Ltd. etc. He is also the Managing Director of United Land Port Teknaf Ltd., one of the pioneering 'Build, Operate and Transfer' (BOT) project of the Government. He is also the Director of Khulna Power Company Limited (KPCL), United Hospital Ltd. and many more concerns of the Group. He is one of the members of the Board of Trustees of United International University.

He is well known for his benevolence in the Group, he is one of the Trustees of United Trust, an organ of United Group responsible for Corporate Social Responsibility (CSR). He is a widely traveled man and engaged in many social and charitable works at his village home in Bikrampur.

AHMED ISMAIL HOSSAIN

Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

15 January 2007

LENGTH OF SERVICE

9 years 9 months 14 days

DATE OF LAST RE-ELECTION

24 June 2015

WORK EXPERIENCE

Mr. Ahmed Ismail Hossain is one of the Founding Directors of the country's one of the leading business houses - United Group which marked its debut in business in 1978. He was born in June 1956 and hailed from Kishoreganj district. After schooling from Faujderhat Cadet College, he completed his Honours and Master's degrees in International Relations from Dhaka University. He is one of the architects of the company we know as United Group today.

He undertook the responsibility as the Managing Director of United Enterprises & Co. Ltd., the parent Company of United Group for many years, demonstrated his entrepreneurial skills, and used his experience to establish many corporate bodies of the Group notably in textile and pharmaceutical sectors. He is the Vice-Chairman of United Hospital Ltd and Managing Director of Comilla Spinning Mill Ltd., performing diverse responsibilities of the Group as and when required. He is also one of the Directors on the Board of Khulna Power Company Ltd. He is also a member of the Board of Trustees of United International University.

Being one of the Trustees of the United Trust, the CSR wing of the Group, he enthusiastically undertakes social works in his village in Kishoregonj district. Mr. Ismail is a widely travelled man and has visited many parts of the world for the purpose of business.

PROFILES OF DIRECTORS

KHANDAKER MOINUL AHSAN SHAMIM

Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

15 January 2007

LENGTH OF SERVICE

9 years 9 months 14 days

DATE OF LAST RE-ELECTION

28 February 2013

WORK EXPERIENCE

Mr. Khandaker Moinul Ahsan Shamim is one of the Founding Directors of United Group. After completion of his Bachelor of Commerce, he joined the business together with a few like-minded friends. With his diligence and exceptional entrepreneurial skills, he played important roles in establishing firm footing and quick expansion of business of the Group. At one time he also undertook the responsibility of United Group in the capacity of the Managing Director, displaying his entrepreneurial skill and business experience, in order to sustain growth of business of United Group.

At present, he is one of the Directors of all the corporate entities of United Group, notably United Enterprises & Co. Ltd., United Power Generation and Distribution Company Ltd., United Hospital Limited, Khulna Power Company Ltd., etc. He oversees the overall financial management of the Group on behalf of the Board of Directors. Besides this, he is also a member, Board of Trustees of United International University.

He plays key role in the social development sector of his home district. Being one of the active Trustees of the United Trust, a CSR organization of the Group, he generously patronizes education sector in his home village and surrounding areas.

FARIDUR RAHMAN KHAN

Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

15 January 2007

LENGTH OF SERVICE

9 years 9 months 14 days

DATE OF LAST RE-ELECTION

24 June 2015

WORK EXPERIENCE

Mr. Faridur Rahman Khan, one of the Founding Directors of United Group, was born in 1955. After completion of his Bachelor degree in Science, he engaged himself in Business. He is, at the moment, the Managing Director of one of the most vibrant concerns of the Group: United Hospital Ltd. Under his entrepreneurship and foresight, United Hospital developed its Medicare system at par with any international standard hospitals. Now, it has become a health care asset of the country. He is the founding Chairman of United College of Nursing – a wing of United Hospital Ltd. He is also the Vice-Chairman of the Board of Trustees, United International University. He is a member of the Board of Governors of United Maritime Academy and a member of the Board of Trustees of United Trust – a CSR wing of United Group.

He is one of the Directors of United Ashuganj Power Ltd (UAPL), United Ashuganj Energy Ltd (UAEL) and also Khulna Power Company Ltd (KPCL).

Mr. Faridur Rahman Khan hails from Louhojang, Munshigonj. He started his career in shipping and went on to lead one of the most reputed construction companies of the country, Neptune Commercial Limited. Under his dynamic leadership the country saw the implementation of its first Independent Power Plant, Khulna Power Company Limited and the first Commercial IPP, UPGDCL. He was also responsible for the successful completion of several coastal embankment projects, namely Chandpur, Ekhlaspur, Patenga and Anwara to name a few.

Being one of the honored Trustees of the United Trust, the CSR wing of the Group, he spontaneously patronizes and contributes substantially in social activities in his home village and surrounding areas. Notably, he set up and is currently the Chairman of “Younus Khan - Mahmuda Khanam Memorial Complex” in his village home which provides treatment to the local people including Pathology, Radiology and cataract Eye Surgery with nominal fees.

PROFILES OF DIRECTORS

AKHTER MAHMUD RANA

Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

15 January 2007

LENGTH OF SERVICE

9 years 9 months 14 days

DATE OF LAST RE-ELECTION

24 June 2015

WORK EXPERIENCE

Mr. Akhter Mahmud Rana is one of the first generation Directors of United Group. He is the younger brother of Mr. Hasan Mahmood Raja. Mr. Rana was born in 1960. Upon completion of his education he joined United Group.

Mr. Rana's entrepreneurial initiatives and commitment has added significantly to United Group's current growth and streamlined human resources of the Group. Throughout the past decades his attachment to the Group has flourished diversification, particularly in the textile industry. In the early years of the Group's journey Mr. Rana played an instrumental role in the implementation and commissioning of sub-substation of Radio Bangladesh, a milestone the Group achieved through his pivotal part.

His contribution in developing the textile sector in the Group is noteworthy. Of his many outstanding works, the revival of Comilla Spinning Mills Ltd. as a profitable venture from a bankrupt one and establishment of United Rotospin Ltd. stands as his most daring endeavors. United Elevator World is yet another one of his successful business projects. This company, formed under his bold leadership, is now supplying world class quality elevators to industrial and residential complexes in the country.

He is one of the Directors of all the corporate entities under United Group, notable United Enterprises & Co. Ltd., United Power Generation & Distribution Co. Ltd., United Hospital Ltd., Khulna Power Company Ltd., etc. In addition to this, he is also a member of the Board of Trustees of United International University.

Being one of the active trustees of United Trust, a CSR organization of the Group he generously patronizes education, healthcare and various charitable activities in and around his village home, Malancha, Jamalpur.

MOINUDDIN HASAN RASHID

Managing Director & Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

10 January 2008

LENGTH OF SERVICE

8 years 9 months 19 days

DATE OF LAST RE-ELECTION

24 June 2015

WORK EXPERIENCE

Mr. Moinuddin Hasan Rashid was born in 1982 in Dhaka. Upon completion of his B.Sc. in Electrical and Electronics Engineering from University College London he joined United Group in 2005 as a second generation Director. As a young and energetic entrepreneur, he marked his future through dedication, dynamism and foresight in shaping the Power Sector, one of the major enterprises of United Group. On 12 July 2011 he was appointed as Managing Director of United Enterprises & Co. Ltd, and simultaneously holds the position of the Managing Director for United Power Generation and Distribution Co. Ltd. and many more sister concerns. Mr. Rashid is an Active Trustee of the United Trust, a CSR organization of the Group and United International University Foundation. In 2011 he oversaw commissioning of 208 MW Power Generation under three projects (KPCL II, KJAPCL & UAPL). United Ashuganj Power Ltd. (UAPL) is a quick rental power plant that was constructed and commissioned in a record time of 120 days under the tireless and bold leadership of Mr. Rashid. He also established United Maritime Academy in 2011, one of the finest academic institutions in Bangladesh, United Property Solutions Ltd. one of the leading real estate developers of the country and oversaw the development of United Land Port Teknaf Ltd, Bangladesh's only land port with Myanmar. Along with responsibilities mentioned above, he looks after Group Investment and Business Development. Mr. Moinuddin Hasan Rashid supervised Power Plant expansion projects of UPGDCL DEPZ and UPGDCL CEPZ by 75 MW, oversaw commissioning of Shajahanullah Power Generation Co Ltd, a 28 MW Power Plant, and spearheaded the Joint-Venture of Gunze United Limited in 2013. Mr. Rashid also established United Shipping and Logistics Services Ltd. in 2015.

Currently, Mr. Rashid is the Managing Director or United Power Generation & Distribution Co. Ltd. (UPGDCL), United Ashuganj Power Ltd. (UAPL), United Ashuganj Energy Ltd. (UAEI) and United Property Solutions Ltd. (UPSL) and is in the Board of Directors of United Hospital Ltd. (UHL), Khulna Power Company Ltd. (KPCL) and United Landport Teknaf Ltd. (ULPTL). He is also an active member of the Board of Trustees of United International University (UIU).

PROFILES OF DIRECTORS

LT. GEN. SINA IBN JAMALI, awc, psc (Retd)

Independent Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

30 December 2014

LENGTH OF SERVICE

1 year 9 months 29 days

DATE OF LAST RE-ELECTION

24 June 2015

WORK EXPERIENCE

Lt Gen Sina Ibn Jamali, awc, psc (Retd) studied at Mirzapur Cadet College and was commissioned in Bangladesh Army (Infantry) in May 1977. Besides other coveted appointments, he commanded two Infantry Battalions and an Infantry Brigade involved in counter insurgency operations in Chittagong Hill Tracts. He held the appointments of Director Military Operations, Adjutant General, Bangladesh Army, General Officer Commanding of 24 Infantry Division, Chittagong and the Chief of General Staff in Army Headquarters.

He is the Masters of Defense Studies (MDS) and graduate of Defense Services Command and Staff College, Mirpur; 'Staff College' Quetta, Pakistan and 'Army War College' of USA. He held the honor of being the Colonel Commandant of 'Corps of Military Police' of Bangladesh Army and the Commandant of National Defense College. He served as an 'Observer' in the United Nation's Iraq-Iran Military Observer Group (UNIIMOG) in 1988, the first Bangladeshi UN Deployment. His other experiences include serving as the President, Bangladesh Cricket Board, Chairman, SenaKallyanSangstha, Sena Hotel Development Ltd, Governing Body of Cadet Colleges, Army Welfare Trust and Central Coordination Committee of Cantonment Public Schools & Colleges. He also rendered his services as the Vice Chairman, Trust Bank Limited and Senior Vice President, Bhatiary Golf and Country Club, Chittagong. Currently, he is serving as the Corporate Adviser at Radiant Pharmaceuticals Ltd, MD & CEO of Radiant Nutraceuticals Ltd, Radiant Distribution Ltd and Pharmacil Ltd.

PROFESSOR MOHAMMAD MUSA, Ph.D.

Independent Director



NATIONALITY

Bangladeshi

DATE OF APPOINTMENT

19 September 2016

LENGTH OF SERVICE

1 month 10 days

DATE OF LAST RE-ELECTION

N/A

WORK EXPERIENCE

Professor Mohammad Musa teaches finance courses in the School of Business at United International University (UIU). He teaches portfolio management & security analysis and corporate finance. His research interest is in market micro-structure, investments and capital markets. He has published a good number of articles on capital market efficiency and market micro-structure in professional academic journals in home and abroad.

He earned MBA from Institute of Business Administration (IBA), University of Dhaka and from University of Wisconsin, Madison, USA before completing his Ph. D. (Major: Finance, Minor: Business Statistics) from the University of Wisconsin, Milwaukee in 1995. He started his teaching career as a Lecturer at the IBA, Dhaka University in 1985. He conducted a large number of short courses and executive development courses as a lead resource person and at times as course coordinator. He worked as Research Director at Center for Research in Business, Economics and Technology at East West University and as Director, Institute of Business and Economic Research at UIU. Under his watch, the MBA curriculum of North South University and the Executive MBA curriculum of East West University were prepared.

Dr. Musa's involvement with the Capital Markets of Bangladesh goes back to 1998 when he started working as Research Advisor to Swadesh Investment Management Limited (SIML), a local merchant bank. He was founder Convener of Bangladesh Merchant Bankers Association (BMBA) and led the organization for about 3 years. He is keen to see Bangladesh Capital Markets to grow big and run efficiently. He advises AM Securities and Financial Services Limited (AMSFSL), a brokerage firm with membership in both the Dhaka and the Chittagong Stock Exchanges.

Professor Musa acted as the Chairman of the Board of Directors (BOD) of SIML for about 2 years. He was in the BOD of Central Depository Bangladesh Limited (CDBL) for two years. He acted as an Independent Director of in the BOD of Dhaka Power Development Company (DPDC) for about one year.

OUR DIRECTORS IN OTHER BOARD

Sl	Name of the Companies	HASAN MAHMOOD RAJA	AHMED ISMAIL HOSSAIN	KHANDAKER MOINUL AHSAN SHAMIM	AKHTER MAHMUD RANA	FARIDUR RAHMAN KHAN	ABUL KALAM AZAD	MOINUDDIN HASAN RASHID	GEN. SINA IBN JAMALI, awc, psc (Retd)	PROF. DR. MOHAMMAD MUSA
1	United Enterprises & Co. Ltd.	-	-	√	-	√	√	√	-	-
2	United Ashuganj Energy Ltd.	-	-	-	-	√	-	√	-	-
3	United Anwara Power Ltd.	-	-	√	-	√	√	√	-	-
4	Khulna Power Company Ltd.	√	√	√	√	√	√	√	√	-
5	United Hospital Limited	√	√	√	√	√	√	√	-	-
6	United International University	√	√	√	√	√	√	√	-	√
7	Unimart Limited	-	-	√	-	√	√	√	-	-
8	United City Twin Tower Developers Ltd.	-	-	√	-	√	√	√	-	-
9	United Elevator World Ltd.	-	-	√	-	√	√	√	-	-
10	United Engineering & Power Services Ltd.	-	-	-	-	-	-	√	-	-
11	United Grains and Spices Ltd.	-	-	√	-	√	√	√	-	-
12	United Land Port Teknaf Ltd.	-	√	√	√	-	√	√	-	-
13	United Lube Oil Ltd.	-	-	√	-	√	√	√	-	-
14	United Makkah Madina Travel and Assistance Co. Ltd	√	-	√	√	√	-	√	-	-
15	United Maritime Academy Ltd.	-	-	√	√	√	√	√	-	-
16	United Polymers Ltd.	-	-	√	√	√	√	√	-	-
17	United Property Solutions Ltd.	-	-	√	-	√	√	√	-	-
18	United Shipping and Logistic Services Ltd.	-	-	√	-	√	√	√	-	-
19	Gunze United Limited	-	-	-	-	-	-	√	-	-
20	UG Ship Management Ltd.	-	-	√	-	√	√	√	-	-
21	Comilla Spinning Mills Ltd.	√	√	√	√	√	√	√	-	-
22	IPCO Developments (Bangladesh) Ltd.	√	√	-	√	√	√	√	-	-
23	IPCO Hotels Ltd.	√	√	-	√	√	√	√	-	-
24	IPCO Resorts Ltd.	√	√	-	√	√	√	√	-	-
25	Neptune Commercial Ltd.	-	-	√	-	√	√	√	-	-
26	Neptune Land Development Ltd.	-	-	√	-	√	√	√	-	-
27	Soya Products Bangladesh Ltd.	-	-	√	√	√	√	√	-	-
28	Radiant Nutraceuticals Ltd.	-	-	-	-	-	-	-	√	-
29	Radiant Distribution Ltd.	-	-	-	-	-	-	-	√	-
30	Pharmacil Ltd.	-	-	-	-	-	-	-	√	-
31	Radiant Pharmaceuticals Ltd.	-	-	-	-	-	-	-	√	-

DIRECTORS' REPORT TO THE SHAREHOLDERS

FOR THE PERIOD OF 18 MONTHS ENDED ON 30 JUNE 2016

The Directors of the Board of United Power Generation & Distribution Company Ltd. (UPGDCL) have the pleasure in submitting their report and the audited financial statements of your Company for the period of 18 months ended 30 June 2016.

The Directors' Report is prepared in compliance with Section 184 of the Companies Act 1994, Rules and Regulations of the Institute of Chartered Accountants of Bangladesh (ICAB), Listing Rules of Dhaka & Chittagong Stock Exchange Ltd (DSE & CSE) and Bangladesh Securities & Exchange Commission's (BSEC) notification no- SEC/CMRRCD/2006-158/134/ Admin/44 dated 07th August 2012.

WORLD ECONOMIC OUTLOOK

Global growth, currently estimated at 3.2 percent in 2015, is projected at 3.5 percent in 2016. The pickup in global activity is projected to be more especially in emerging market and developing economies.

In advanced economies, a modest and uneven recovery is expected to continue, with a gradual further narrowing of output gaps. The picture for emerging market and developing economies is diverse but in many cases challenging. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016. The projected pickup in growth in the years 2016 despite the ongoing slowdown in China—primarily reflects forecasts of a gradual improvement of growth rates in countries currently in economic distress, notably Brazil, Russia, and some countries in the Middle East, even though this projected partial recovery could be frustrated by new economic or political shocks.

Risks to the global outlook remain tilted to the downside and relate to ongoing adjustments in the global economy: a generalized slowdown in emerging market economies, China's rebalancing, lower commodity prices, and the gradual exit from extraordinarily accommodative monetary conditions in the United States. If these key challenges are not successfully managed, global growth could be derailed.

GDP growth will grind higher to 3.5% from 3.2% as recovery from crisis continues. Growth will come from rebounds in hard-hit emerging markets and shall improve in Europe, Japan etc. Labor markets will continue to march toward full employment in economies such as the USA and UK.

% change YOY	2015	2016
World	3.2	3.5
Developed Markets	2.0	2.0
Emerging Markets	4.4	4.9

*source: IMF

DOMESTIC ECONOMIC OUTLOOK

Bangladesh is a rapidly developing country that is classified as one of the "Next 11" emerging markets and as one of the "Frontier Five" economies, of the world based on macro-economic and demographic trends. According to recent opinion polls, Bangladesh has the second most pro-capitalist population in the developing world. Despite political turmoil, structural constraints and global volatility, the Bangladeshi economy is maintaining macroeconomic stability and moving forward at a steadily increasing pace. The global recovery, strong domestic demand growth and sustained macro stability bodes well for Bangladesh's GDP growth and poverty reduction. Bangladesh has officially achieved lower middle income country (LMIC) status with the World Bank in mid-2015.

Selected economic indicators (%)	2015	2016
GDP Growth	6.5	7.05
Inflation	6.4	6.2
Current Account Balance (share of GDP)	-0.8	-0.5

*source: Bureau of Statistics

Furthermore, for the 6th straight year, Bangladesh has received favorable country credit ratings by the international issuer organizations. The ratings reflect Bangladesh's strong track record of macroeconomic stability, a modest debt burden, limited external vulnerabilities and an ample foreign reserves buffer. The ratings are as follows:

Agency	Rating	Outlook
Standard & Poor	BB-	Stable
Moody	Ba3	Stable
Fitch	BB-	Stable

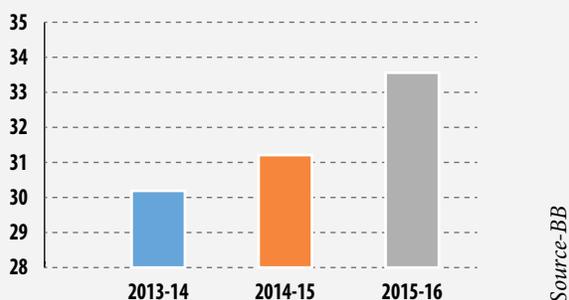
*source: Bangladesh Bank

Bangladesh's GDP growth in the Fiscal Year (FY) 2015 was 6.5%, which is higher than the 6.1% recorded in FY 2014. Despite political agitation early in 2015 that adversely affected transport services, exports, and private investment, growth in Bangladesh held up well because of brisk domestic demand,

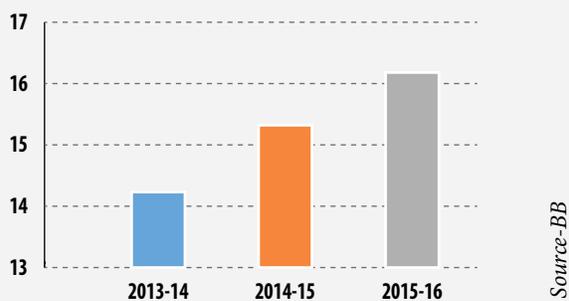
boosted by higher worker remittances, private sector wages, and public investment. Inflation moderated and achieved 6.4% in FY2015, reflecting large public stocks of food grains, normal weather, a supportive monetary policy, and lower global food and commodity prices that a steady exchange rate allowed to pass through. Export growth was 3.3% in FY 2015, down significantly from 12.1% in FY 2014. Garments—accounting for about 80% of total exports grew slowly by 4.1%, reflecting supply chains disrupted by political demonstrations in early 2015, soft demand from the European Union and the US, and a marked decline in prices for cotton, a major input cost that can affect pricing. Imports rose by 11.2%, accelerating from 8.9% growth in FY 2014. Larger imports of food grains, machinery, fertilizer, and industrial raw materials helped to propel the expansion. As exports grew significantly slower than imports, the trade deficit widened markedly. Despite a record amount of remittance received in FY 2015 (USD 15.30 billion), the current account recorded a small deficit.

consumption demand, private and public investment will pick up as the business climate improves under a stabilizing political situation, and spending will increase under the annual development program. The export target for FY2016 is USD 33.5 billion. The average inflation in FY2016 will be 6.2%, which matches the central bank's monetary policy statement. Although higher public sector wages and upward adjustments to administered prices for natural gas and electricity from 1 September 2015 will exert inflationary pressure, though the easing of supply constraints, a cautious monetary policy, and a better crop outlook should keep inflation in check. Export growth in FY2016 is projected to improve to 6.0% as economic growth in the European nation and the US strengthens. Imports are projected to increase by 13.0%, mainly for capital goods, industrial raw materials, and food grains. Despite the expansion in remittances, the larger trade deficit will likely mean a current account deficit narrower than in FY2015 but failing to achieve the small surplus.

TOTAL EXPORT VALUE (US\$ BILLIONS)



REMITTANCE (US\$ BILLIONS)



POWER SECTOR SCENARIO IN BANGLADESH

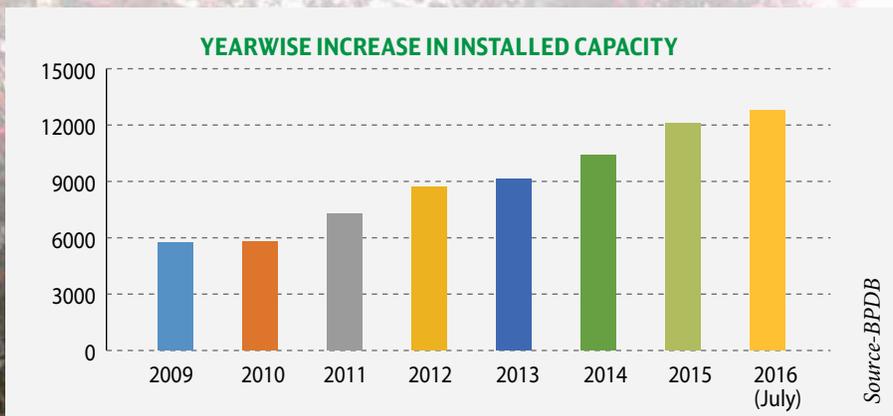
Bangladesh with its 160 million people in a land of 147,570 square-km has shown tremendous growth in recent years. A booming economic growth, rapid urbanization, increased industrialization and development has increased the country's demand for electricity. Recognizing this pressing demand for power and its requirement for the development of the economy, the present government has prioritized power sector in its election manifesto. As per the manifesto, electricity generation in the country was supposed to be 5000 MW by the year 2011 and 7000 MW by the year 2013. The government has been successful in meeting these targets and has even been able to achieve higher level of precedents. With proper load management, irrigation for agriculture has been given the fullest support which contributed to bumper harvests during the last crop seasons.

A quick comparison of the key parameters of the power sector provided below bears evidence of the development of the power sector.

The GDP growth forecast for FY2016 is revised to 7.05% somewhat higher still with the expectation that exports will grow with continued economic recovery in the US and the European Union, strong expansion in remittances will boost

Particulars	Unit	2014	Jul-16	% increase
Generation Capacity	MW	10,416	12,780	22.70
Maximum Generation	MW	7,356	9,036	22.84
Access to Electricity	%	68	76	11.76
Per Capita Electricity Generation	kWh	348	407	16.95
Number of Customers	Lacs	154	218	41.56
Total Length of Distribution Line	km	303,000	357,000	17.82
Total Length of Transmission Line	Ckt. km	9,536	9,893	3.74
System Loss	%	14.13	13.21	-6.51

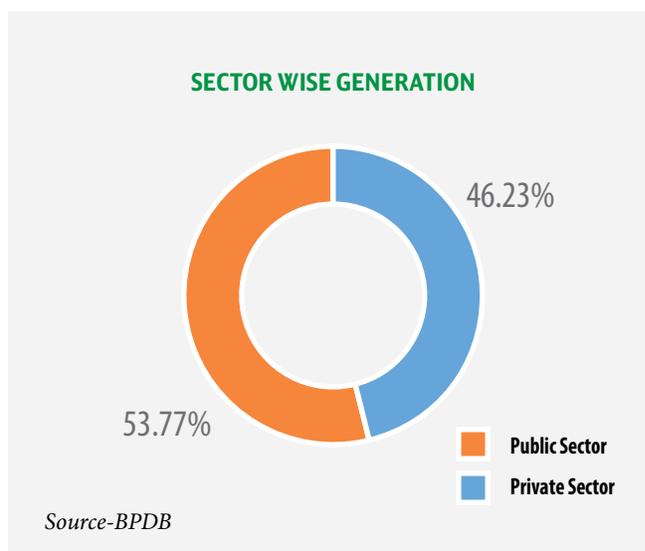
Source: BPDDB



DIRECTORS' REPORT TO THE SHAREHOLDERS

As of July 2016, the installed electric generation capacity stands at 12,780 MW of which the public sector produced 53.77% and the private sector produced 46.23%. It may be mentioned here that United Group's power division has a total generation capacity of about 700 MW which is about 12% of the power generated by the private sector.

Public Sector	Installed Generation Capacity (MW)	%
BPDB	4,320	33.80%
APSCCL	1,264	9.89%
EGCB	622	4.87%
NWPGCL	440	3.44%
RPCL	77	0.60%
BPDB-RPCL-JV	149	1.17%
Sub Total	6,872	53.77%
Private Sector	Installed Generation Capacity (MW)	%
IPPs	2,930	22.93%
SIPPs (BPDB)	99	0.77%
SIPPs (REB)	251	1.96%
15 yr. Rental	167	1.31%
3/5 yr. Rental	1,861	14.56%
Power Import	600	4.69%
Sub Total	5,908	46.23%
Total	12,780	



The Government of Bangladesh is committed to ensure electricity for all by 2021 and has aimed to add another 17,309 MW of electricity generation capacity by 2021, under the revised plan as follows:

Year	FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	Total
Public Sector (MW)	1015	1875	1289	1987	2011	750	8,927
Private Sector (MW)	581	213	1904	1402	1224	3058	8,382
Total	1,596	2,088	3,193	3,389	3,235	3,808	17,309

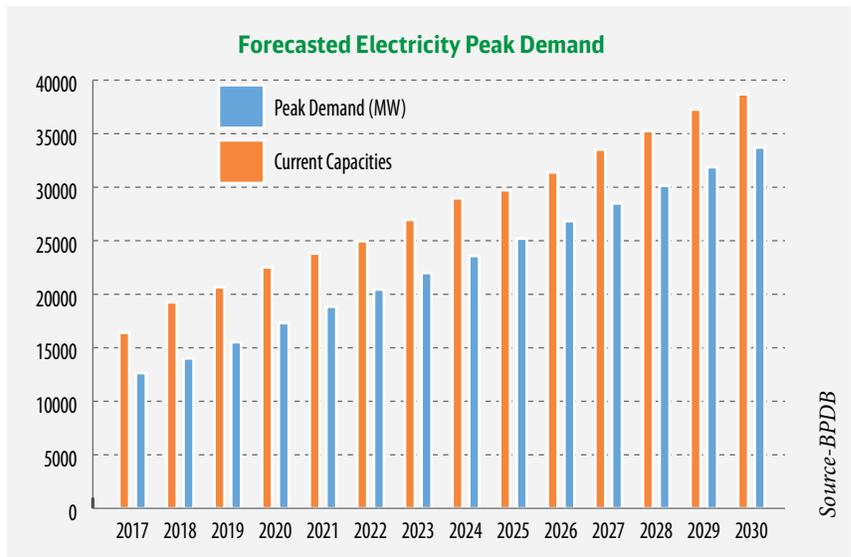
Source: BPDB

The government has further extended its vision targeting the upcoming years up to 2030 and prepared the Power System Master Plan 2010 (PSMP). As per the PSMP the generation capacity will be about 39,000 MW in 2030. According to the PSMP – 2010, year wise peak demand forecast is appended below.

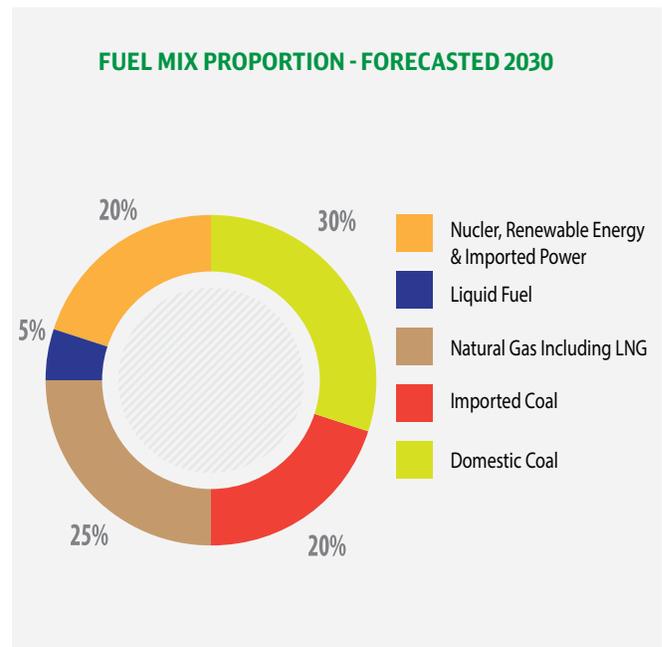
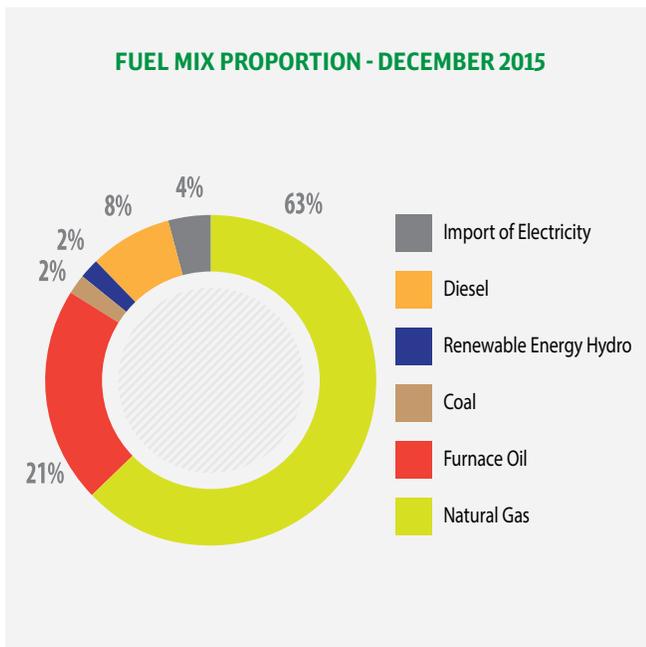


FORECASTED ELECTRICITY PEAK DEMAND

	Current Capacities	Peak Demand (MW)
2017	16,399	12,644
2018	19,249	14,014
2019	20,649	15,527
2020	22,509	17,304
2021	23,809	18,838
2022	24,961	20,443
2023	26,954	21,993
2024	28,966	23,581
2025	29,717	25,199
2026	31,388	26,838
2027	33,513	28,487
2028	35,253	30,134
2029	37,263	31,873
2030	38,685	33,708



The Power System Master Plan 2010 also stresses on the importance of diversification of fuel resources, keeping in consideration the country's future energy security. The present and proposed fuel mix option for power generation is as follows:



The Power System Master Plan of 2010, emphasizes that coal will be the dominating fuel in the future generation. Under the plan within 2030, 50% of total power generation i.e. around 20,000 MW will be from coal-based power plants. In this context, by 2024 the government, joint ventures, IPP, PPP sector are engaged in implementation of 12,000 MW power plant based on domestic imported coal. Two big coal fired plant with capacity of 1,320 MW each will be set up one in Khulna, and another in

Chittagong. The Khulna plant will be set up as a joint venture project of Bangladesh Power Development Board and NTPC of India. Besides, several other coal fired plants will be set up in different locations of Chittagong, Matarbari, Moheshkhali, Patuakhali, Khulna, Dinajpur etc.

In line with the strategy set out in the PSMP-2010, GOB decided to implement a new greenfield 200-850 MW LNG-based Combined Cycle Power Plant including LNG terminal & storage and regasification system on Build, Own and Operate ("BOO") basis at Chittagong. In addition to the above, Bangladesh is proceeding with a plan for setting up a 3.5 million tons a year LNG import facility at Matarbari in Maheshkhali Island of Cox's Bazar district or Anwara, Chittagong. The terminal, which is to be set up on the build-own-operate basis, will supply gas to a proposed 1,000 MW LNG based combined cycle power plant as well as the existing power plants in Raozan and Shikalbaha through a planned pipeline.

Several programs have been undertaken to promote use of renewable energy keeping in mind the country's future energy security and low-carbon emission strategy. Government has formulated pro-investment policy to encourage private sector investment in Renewable Energy (RE) Sector. Bangladesh has the fastest growing Solar Home System (SHS) in the world with about 3.6 million homes covered under the program, being spearheaded by a public infrastructure financing entity. The total energy generation from renewable has been targeted to be 2000 MW. Current large scale contribution of renewable energy based generation is 230 MW generated by the hydroelectric power plant at Kaptai, Chittagong. The government plans to add another 1200 MW through renewable energy based power generation, through public and private ownership.

The government has also taken timely decision to establish nuclear energy based power plant as part of the fuel diversification. Under the program by 2025 at least 2,400 MW of power will be generated from nuclear energy and by 2030 this capacity will climb to 4000 MW.

Realizing the ever increasing demand of electricity for socio-economic development and progress of the country, the government has also initiated sub-regional cooperation in the field of power generation, grid connectivity and overall energy security. Cooperation has been initiated through SAARC, SASEC and BIMSTEC etc. for sharing of hydropower through cross-border connectivity and capacity development. Through these cooperation efforts Bhutan's and Nepal's hydro power potential could be utilized for the sub-region. Sub-regional grid could enable flow of surplus electricity within the

countries and minimize the demand supply gap of electricity in these South-Asian nations. A historical bilateral tie took place in January 2010 where the Hon'ble Prime Ministers of Bangladesh and India agreed on a major cooperation between the two neighboring countries. This initiative highlighted the development of economic cooperation between the countries. At present, Bangladesh is importing 600MW of electricity from India through grid interconnectivity with a process underway to bring in another 900MW.

Moreover, the government of Bangladesh has also aimed to increase the power generation by refurbishing the 15 to 25-year-old, inefficient power plants from simple cycle to combined cycle power generation through the transformation and growth of different maintenance plan. Renovation and rehabilitation of the old power plants will improve the fuel efficiency and reduce emissions.

The government has taken up huge development plans in the transmission and distribution system to accommodate the increased generation. From 2009 to June 2016, distribution line has been extended from 2,60,396 km to 3,57,000 km and transmission lines have been increased from 7,991 ckt. km to 9,893 ckt. km. The transmission and distribution system losses went down from 18.2% to 13.6%. In the year 2015 in particular a significant infrastructural development was recorded in the transmission sector. In the fiscal year 2014-15 PGCB completed the construction work of the first 400/230 kV substation in Bangladesh at Bibiyana. The transmission and distribution companies has undertaken huge development plans for strengthening their systems to accommodate the growing power demand and the government's Vision 2021.

Relentless and careful monitoring over implementation of long term, mid-term and emergency measures has led the government to achieve landmark progress in realizing its target to make Bangladesh a complete power hub.

BUSINESS SECTOR OPPORTUNITIES FOR PRIVATE SECTOR

To encourage private sector for investment in the power sector of the country, the Government of Bangladesh adopted several policies namely Private Sector Power Generation Policy of Bangladesh, 1996 (revised 2004) and Policy Guideline for Enhancement of Private Participation in the Power Sector, 2008. The government has also taken a pragmatic step to revise the Electricity Act 1910, to be renamed as Electricity Act 2015, where adequate provisions has been kept to facilitate private companies to participate in developing the nation's power sector. Investment in power sector, at present, can be considered to have a much rewarding outcome. Some of such benefits for potential investors are as follows:

Facilities and Incentives for Private Power Companies	Facilities and Incentives for Foreign Investors
<ul style="list-style-type: none"> ➤ Exemption from corporate income tax for different tenure/period with different tax rates ➤ Allowed to import plant equipment and spare parts at up to a maximum of ten percent (10%) of the original value of total plant and equipment within a period of fifteen (15) years of commercial operation without payment of customs duties, VAT and any other surcharges as well as import permit fee except for indigenously produced equipment manufactured according to international standards. ➤ Repatriation of equity along with dividends allowed freely. ➤ Exemption from income tax for foreign lenders to such companies. ➤ The foreign investors will be free to enter into joint ventures but this is optional and not mandatory. 	<ul style="list-style-type: none"> ➤ Tax exemption on royalties, technical know-how and technical assistance fees, and facilities for their repatriation. ➤ Tax exemption on interest on foreign loans. ➤ Tax exemption on capital gains from transfer of shares by the investing company. ➤ Avoidance of double taxation case of foreign investors on the basis of bilateral agreements. ➤ Exemption of income tax for up to three years for the expatriate personnel employed under the approved industry. ➤ Remittance of up to 50% of salary of the foreigners employed in Bangladesh and facilities for repatriation of their savings and retirement benefits at the time of their return. ➤ No restrictions on issuance of work permits to project related foreign nationals and employees. ➤ Facilities for repatriation of invested capital, profits and dividends.

BUSINESS ACTIVITIES INCLUDING OPERATING PERFORMANCE

United Power Generation & Distribution Co. Ltd. (UPGDCL) is the country's first Commercial Independent Power Producer. Established under the Private Sector Power Generation Policy of Bangladesh, 1996 (Revised in November 2004). UPGDCL's power plants have been in operation for the past eight years. Initially UPGDCL started its journey with a 35 MW gas-fired, modular power plant in Dhaka EPZ, with a subsequent addition of 6 MW. In the following years a 44 MW gas-fired modular power plant was commissioned in Chittagong EPZ and by December 2013 UPGDCL's total installed capacity was enhanced to 160 MW. The principal activity of your company is to generate electricity and deliver output to Dhaka, Chittagong and Karnaphuli EPZs, REB, BPDB and several private customers. In addition, the DEPZ plant also produces steam as a by-product, using the exhaust of the engines and sells it commercially to industries inside Dhaka EPZ having demand for quality steam.

PRODUCTION

Name of the Plant	Installed Capacity (kWh)	Capacity Utilization		Production (kWh)		Sales (kWh)	
		2015-16	2013-14	2015-16	2013-14	2015-16	2013-14
		(18 months)	(18 months)	(18 months)	(18 months)	(18 months)	(18 months)
DEPZ	1,032,000,000	73%	69%	749,354,680	590,841,582	731,047,852	578,349,324
CEPZ	864,000,000	80%	86%	686,976,888	656,988,208	671,299,450	645,574,988
Total	1,896,000,000			1,436,331,568	1,247,829,790	1,402,347,302	1,223,924,312

During the year 2015-16, your company exported 1,402.35 million units (kWh) as compared to 1,223.92 million units (kWh) for the period July 2013 to December 2014, representing an overall growth of 14.58% in export. The average capacity utilization from both the plants is 76.50%. The Operational Performance Highlights has been enclosed as Note-41 of the Financial Statements.

DIRECTORS' REPORT TO THE SHAREHOLDERS

FINANCIAL RESULTS AND PERFORMANCE OF THE COMPANY

Key Financial Results compared with last year is detailed below:

Particulars	January-2015 to June-16	July-13 to December-14
	(in Million taka)	(in Million taka)
Revenue	7,901.37	6,254.16
Cost of Sales	(2,445.26)	(2,215.94)
Gross Profit	5,456.11	4,038.22
Other Income (net)	410.72	161.84
General and Administrative Expense	(140.83)	(101.73)
Operating Profit	5,726.00	4,098.33
Finance Cost (net)	(165.67)	(643.12)
Net Profit before Income Tax	5,560.33	3,455.21
Income Tax	45.82	(57.42)
Net Profit after Income Tax	5,606.15	3,397.79



Your company was successful in maintaining an upward trend in net profit. In 2015-16 the cost of sales of the company went up by 10.35% due to the increase in the units of energy sold relatively to sales in the previous year and several of the engines at the plants underwent scheduled major overhauling. The downtime of the engines caused a dent in the revenue. However, undertaking these maintenance works are absolutely necessary in order to increase the overall efficiency of your plants in the years to come. The gross profit margin increased from 64.57% to 69.05% in 2015-16. This means that during the year, each BDT 100.00 of sales made by the company, generated gross profit amounting to BDT 69.05. On the other head, the increase in net profit margin during the period was much greater, as the figure went up to be 70.95% compare to net margin of 54.33% in 2014. This indicates that for every BDT 100.00 sales UPGDCL made net profit of amounting BDT 70.95. The increase in net profit margin transpired as the relative change in net profit of the company was higher than the relative change in sales.

The company attained positive growth in Revenue & Net profit in the year 2015-16. There was also improvement in the profitability as well as the liquidity ratios which indicates strong financial backbone of the company. The operating efficiency of the company was also better than expected.

The decline in debt to equity ratio indicates that the company has reduced its dependence on debt financing. The return on equity 45.14% means the shareholders were receiving a return of BDT 45.14 for every BDT 100.00 invested in the company. The return on asset of 43.15% indicates that for every BDT 100.00 worth asset owned by the company, it has generated return of the BDT 43.15. The P/E ratio of 9.50 times indicates that shareholders were willing to pay BDT 9.50 for every BDT 1.00 earning made by the company. This ratio is a good indicator of growth prospects for the company.



ANNUAL RESULTS AND ALLOCATION

The Directors takes pleasure in reporting the financial results of the company for the period of 18 months ended 30 June 2016 and recommended the appropriation as mentioned below:

Particulars	Amount (in Million Taka)
Net Profit for the year 2015-16	5,606.15
Profit available for appropriations	5,606.15
Appropriations	
Interim Cash Dividend paid for current period	2,903.56
Proposed Final Cash Dividend for the 2015-16	1,633.25
Total Appropriation for the year	4,536.81
Transfer to Retained Earnings	1,069.34
	5,606.15

EXTRAORDINARY GAIN OR LOSS

No extra-ordinary gain or loss has been recognized in the financial statements.

RELATED PARTY TRANSACTION

The related party transactions carried out by the company on a commercial basis have been disclosed in notes 40 to the financial statements

UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES

The Board was informed that BSEC has given consent to utilize IPO Proceeds of BDT 2,376,000,000 but UPGDCL was able to utilize BDT 2,044,922,352 only, leaving a balance of BDT 331,077,648 as unutilized. The details of the same are appended below:

Particular	Sanction Amount (Tk.)	Utilized (Tk.)	Unutilized (Tk.)
Full redemption of redeemable cumulative preference share	1,490,000,000	1,192,000,000	298,000,000
Repayment of long term loan (including current maturity)	792,000,000	792,000,000	-
Working capital	27,908,238	27,908,238	-
IPO Expenses	66,091,762	33,014,114	33,077,648
Total	2,376,000,000	2,044,922,352	331,077,648

Utilizing the full amount from the IPO Proceeds was not possible due to settling the dues before the IPO proceeds were available. The Board of Directors of your company, in their 74th meeting held on 19 September, 2016, unanimously resolved to use the unutilized IPO funds for financing the working capital of the company instead of redeeming preference shares and IPO expenses as originally planned and accordingly recommended to shareholders for adoption of an appropriate Special Resolution in the 9th Annual General Meeting schedule to be held on 29 October 2016.

SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

Virtually there is no significant variance between quarterly and annual financial statements for the period of 18 months ended 30 June 2016. Due to the amalgamation during the year 2015, the financial statements for the period ended 31 December 2015 of UPGDCL's 1st Quarter of 2016 were prepared on amalgamation basis, which upon subsequent cancellation of the Scheme of Amalgamation the accounts presented herein were revised for UPGDCL only.

DIRECTORS' REPORT TO THE SHAREHOLDERS

DIVIDEND

For the period of 18 months ended 30 June 2016, the Board of Directors of the Company has paid as Interim Cash Dividend @ 80% of the Paid up capital amounting to BDT 2,903,557,584 which was BDT 8.00 per share of BDT 10.00 each. Now the Directors are pleased to recommended final Cash Dividend @ 45% of the paid up capital amounting to BDT 1,633,251,141 which is BDT 4.50 per share of BDT 10.00 each for the period of 2015-16 out of the divisible profit of the Company for consideration and approval of the Shareholders for distributions. Inclusive of the Interim Cash Dividend of 80% paid already, this would make a cumulative total Dividend of 125% of the paid up capital of the Company, which represents 81% of the profit after tax for the period of 18 months ended 30 June 2016 amounting to BDT 4,536.81 million.

DETERIORATION OF FINANCIALS POST-IPO

Virtually there is no deterioration in the financial statements to report after post IPO for the year 2015-16.

BUSINESS RISK & UNCERTAINTIES:

Investment in equity shares involves various levels of risk. Consequently, the return of investment is dependent on the functioning of the risk factors, UPGDCL operates in an industry which is exposed to a number of internal and external risk factors over which our company has little or no control. The occurrence of the risk factors as delineated hereunder can have significant bearing on the operational and financial performance of the Company. Therefore, it is imperative to thoroughly understand the risk profile of the Company along with management's perception of the risks so that you are aware that your company is in safe hands.

CREDIT RISK:

Credit risk refers to the financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers.

Your company's product, electricity and steam, is sold to Dhaka Export Processing Zone Authority (DEPZ), Chittagong Export Processing Zone Authority (CEPZ), Rural Electrification Board (REB), Bangladesh Power Development Board (BPDB), Karnaphuli Export Processing Zone (KEPZ), and other private customers under the conditions of the long term Power Sales Agreement (PSA)/Power Purchase Agreement (PPA). Sales made to these entities are fully secured by Letters of Credit issued by local scheduled banks. Credit

risk does not arise in respect of any other receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Your company's management assures you that UPGDCL has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast that has been prepared based on timeline of payment of the financial obligation and has accordingly arranged for sufficient liquidity/fund to make the expected payment within due date. Moreover, UPGDCL seeks to maintain short term lines of credit with scheduled commercial banks to ensure payment of obligations in the event that there is insufficient cash to make the required payment. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

MARKET RISK

Market risk refers to the risk that accompanies the changes in market forces, such as foreign exchange rates and interest rates, which affects the Company's income or the value of its holding of financial instruments.

Currency Risk: Your Company is exposed to currency risk as it imports machinery and equipment against payment of international currencies (USD and EURO). Unfavorable volatility or currency fluctuations may increase import cost and thus affect profitability of the company. However, the management of your company is fully aware of the risks associated with currency fluctuations. Major machineries and equipment purchases from abroad has been settled. Currently spare parts are being procured from suppliers from various countries. However, cost of these imported parts are a small component of revenues generated by the Company. Therefore, your Company's management believes that currency risk is not going to hamper business of the Company.

Interest Rate Risk: Interest rate risk refers to the likely changes in the cash flows or future value of a firm on account of

changes in the interest rates in the market. Increase in interest rate increases the cost of borrowed funds for a company in case of floating rate loans. Interest/financial charges are paid against the Company's borrowed funds. In the event of unfavorable movement in money markets, rising interest rate could increase the cost of debt and negatively impact profitability. The management of your company is well aware of the volatility in the money market of our country and believes that rising interest rates will not substantially affect the Company. For your company, the interest risk primarily arises due to the borrowing of the IPFF Term Loan where the rate is LIBOR plus 4%. finance cost to revenue ratio has improved during the year 2015. Your company has not entered into any type of derivative instrument in order to hedge interest rate risk as of the reporting date.

CAPITAL RISK MANAGEMENT

Capital risk management refers to the implementation policies and measures adopted to maintain sufficient capital (consisting of share capital and retained earnings) and to assess the Company's internal capital adequacy to ensure its operation as a going concern. Valued shareholders, it is for your kind information that all major investment and operational decisions having even the slightest exposure to any risk are evaluated and approved by the Board of your Company. The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowing and the advantages and security afforded by a sound capital position. The Board also monitors the dividend trend to ordinary shareholders

OPERATIONAL RISK

Operational risk is measured against the ability of the Company's power projects to generate and distribute stipulated electricity to its off-takers. Limitation of technology used, fuel supply arrangement, operation and maintenance (O&M) arrangement, political or force majeure in the form of natural disasters like floods, cyclone, tsunami and earthquake may hamper normal performance of power generation.

The routine and proper maintenance of their own distribution networks undertaken by BEPZA reduces the chance of major disruptions. However, severe natural calamities which are unpredictable and unforeseen have the potential to disrupt normal operations of UPGDCL. The management of your company believes that prudent rehabilitation schemes and quality maintenance will lessen the damages caused by such natural disasters. Most importantly, all the above risks are covered under the insurance agreement with Pragati

Insurance Ltd. and Green Delta Insurance Company Ltd., to compensate for all potential damages caused in such situations.

RISK ASSOCIATED WITH SUPPLY OF RAW MATERIAL (GAS SUPPLY)

The main raw material used for generating electricity is natural gas. Any interruption of supplies of the gas to the power plants will hamper the generation of electricity, the main product of your Company.

The supply of raw material to your Company is secured by the Gas Supply Agreements with Karnaphuli Gas Distribution Company Ltd. and Titas Gas Transmission & Distribution Company Limited for the term of the Power Supply Agreement with BEPZA. So there is no threat of interruption of supplies of the gas to the power plants that may hamper the generation of electricity. Furthermore, new gas are being explored and discovered in many areas of the country such as Narayanganj, Narshingdi, and Bay of Bengal. As the Government of Bangladesh plans to add these discoveries to the national grid the management does not expect gas supply interruption in the future.

DIRECTORS' ELECTION AND RE-APPOINTMENT

As per article 23(b) of the Articles of Association, Mr. Khandaker Moinul Ahsan Shamim, Mr. Akhter Mahmud Rana and Mr. Abul Kalam Azad shall retire in the 9th Annual General Meeting and by rotation and being eligible, offer themselves for re-election.

In exercise of the power vested in article 20(c) of the Articles of Association of the Company, the Board appointed Prof. Dr. Mohammad Musa as Independent Director on 19 September 2016, Prof. Dr. Mohammad Musa will retire on the 9th Annual General Meeting and being eligible offer himself for re-election.

BOARD OF DIRECTORS' MEETING AND ATTENDANCE

The Board of Directors of the Company comprises of ten (10) members including two (2) independent directors. Names and profiles have been provided in detail under the heading Directors' Profile of this Annual Report. A statement for each of their involvement in other corporate bodies has been provided in this report.

The meetings of the Board of Directors are presided over by the Chairman. Written notices of the Board meeting mentioning agenda along with working papers are circulated ahead of the meeting; minutes are correctly recorded, signed by the Chairman and circulated.

DIRECTORS' REPORT TO THE SHAREHOLDERS

Eight (8) Board Meetings took place during the period of 18 months ended 30 June 2016. The attendances of the Directors are as follows:

Name	Designation	Attendance
General Md. Abdul Mubeen SBP, ndc, psc (Retd)	Chairman	8
Mr. Hasan Mahmood Raja	Director	8
Mr. Akhter Mahmud Rana	Director	3
Mr. Ahmed Ismail Hossain	Director	5
Mr. Khandaker Moinul Ahsan Shamim	Director	6
Mr. Faridur Rahman Khan	Director	8
Mr. Abul Kalam Azad	Director	8
Mr. Moinuddin Hasan Rashid	Managing Director	8
Lt. Gen. Sina Ibn Jamali awc, psc (Retd)	Independent Director	7
Mr. Md. Ebadat Hossain Bhuiyan, FCA	Independent Director	6
Mr. Md. Fazlur Rahman, FCA	Independent Director	1

CORPORATE AND FINANCIAL REPORTING FRAMEWORK

The law required that the financial statement of the company should be prepared in accordance to the prescribed format given by International Financial Reporting Standard (IFRS) as adopted by ICAB and Bangladesh Financial Reporting Standards (BFRS). This has been completely followed to fairly present the financial position and performance of the company. While preparing the financial statement, the following points were considered:

1. Selection of suitable accounting policies and then applying them consistently;
2. Making judgment and estimates that are reasonable and prudent;
3. Ensuring that the financial statements have been prepared in accordance with Bangladesh Financial Reporting Standards (BFRS);
4. Preparing the financial statements in an ongoing concern basis unless it is appropriate to presume that the company will not continue in business.

Proper accounting records have been kept so that at any given point the financial position of the company is reflected with reasonable accuracy, which will enable them to ensure that its financial statements comply with Companies Act 1994 and other required regulatory authorities.

In compliance with the requirements of BSEC's Notification dated 7th August 2012, the Directors are also pleased to make the following declarations in their report:

- a. The financial statements prepared by the management of your Company fairly presents its state of affairs, the result of its operations, cash flows and changes in equity;
- b. Proper books of accounts of your Company have been maintained;
- c. Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
- d. International Accounting Standards and International Financial Reporting Standards as applicable in Bangladesh, have been followed in preparation of the financial statements and any discrepancies have been adequately disclosed;
- e. The system of internal control is well structured and has been effectively implemented and monitored;
- f. There are no significant doubts upon your Company's ability to continue as an ongoing concern basis;
- g. Significant deviations from last year in operating results of the Company are highlighted and the reasons have been explained in financial results and profit appropriation;

- h. Key financial and operating data has been summarized for the preceding five years in this report
- i. Significant plans and decisions, such as future prospects, risks and uncertainties surrounding the Company has been outlined under the relevant captions of this report;
- j. The number of Board meetings held during the year and attendance of each director has been disclosed;
- k. The pattern of shareholding has been reported in this report to disclose the aggregate number of shares;

REMUNERATION OF DIRECTORS

Remuneration of Chairman and Managing Director is being paid. Directors including Independent Directors are paid attendance fee per meeting attended.

AUDIT COMMITTEE

Your company has an Audit Committee with an established charter. The Audit Committee of UPDGCL comprises of 3 (three) members of the Board of Directors nominated by the Board of Directors and operates according to the charter of the Committee approved by the Board on the basis of Bangladesh Securities & Exchange Commission guidelines.

The Audit Committee has met 5 times during this year and the committee members' attendance record is provided below:

Name	Status	Attendance
Lt. Gen. Sina Ibn Jamali, awc, psc (Retd)	Chairman	5
Mr. Abul Kalam Azad	Member	5
Mr. Md. Ebadat Hossain Bhuiyan, FCA / Mr. Md. Fazlur Rahman, FCA	Member	3

APPOINTMENT OF AUDITOR

Pursuant to BSEC Order No SEC/CMRRC/2009-193/104/Admin dated 27th July 2011, the present auditors Messrs. Hoda Vasi Chowdhury & Co., Chartered Accountants, will retire after completing consecutive 3 years of service as Statutory Auditors of your Company and will, therefore, not be eligible for re-appointment at the ensuing 9th Annual General Meeting. Your Board therefore, in its meeting held on 19 September 2016, resolved to recommend Messrs. Rahman Rahman Huq, Chartered Accountants for appointment as new Statutory Auditors of the Company for the year 2016-17. As recommended by the Board, the resolution to appoint Messrs. Rahman Rahman Huq, Chartered Accountants as auditors will be placed at the forthcoming Annual General Meeting.

CORPORATE GOVERNANCE

Corporate Governance is the system through which companies are directed, guided and controlled by the Board while keeping in view its accountability to the shareholders. Your company strives to maintain full compliance with the laws, rules and regulations that govern our business and to uphold the highest standards. Since corporate governance is not a static process, we will always continue to improve our practices.

Good Corporate Governance requires a transparent, efficient and effective system of decision making. It aims for high level of transparency in the company's operation. It has always been the company's endeavor to excel through better governance. The management strictly adheres to two basic principles of corporate governance: transparency and disclosure.

From 2014 your company started implementing Integrated Management Systems (IMS) to make it compliant to ISO 9001:2001-Quarterly Management Systems (QMS), ISO 14001:2004-Environmental Management Systems (EMS), ISO 18001:2007-Occupational Health & Safety (OH&S) and finally the Company achieved this year. A separate report on Corporate Governance has also been reported in this Annual Report.

GOING CONCERN

While approving the financial statement, the Directors have made appropriate enquires and analyzed significant operating and indicative financials which enabled them to understand the ability of your Company to continue its operations for a foreseeable

DIRECTORS' REPORT TO THE SHAREHOLDERS

future. The Directors are convinced and gave reasonable expectation that the Company has adequate resources and legal instrument to continue its operations without interruption. Therefore, UPGDCL adopted the going concern basis while preparing these financial statement.

HUMAN RESOURCE MANAGEMENT

Efficient manpower is the pre-requisite for an organization's development. Success of this organization depends on qualified and skilled manpower for the right post. UPGDCL is performing the task with due care and integrity to increase the efficiency of the plant through appropriate maintenance and operation. The aim is to maintain the place of work and surrounding condition in a manner that permits employees to work to the highest effectiveness and perform investing their full potential.

To develop and equip the employees with essential skills, the company places great emphasis on the development of its people and hence the Company undertakes appropriate training and workshops to update their knowledge in their respective functional areas. UPGDCL has implemented Training Needs Assessment (TNA) as part of its training system. The aspects of Training Needs analysis include determining what is required to complete the work activity, the existing skill levels of the staff completing the work and the training gap (if any).

We have an enriched Employee Service Rules with proper job descriptions and responsibilities. A detailed succession planning is considered every year to ensure good working environment and enhancement of knowledge of the employees. A yearly performance appraisal is carried out to reward and encourage diligent employees and assess their training requirements. Accordingly, the personnel department awards the yearly increment and other remuneration related matters.

STATUS OF COMPLIANCE

The financial statements have been prepared in accordance with Bangladesh Financial Reporting Standards (BFRS), the requirements of the Companies Act 1994, the Securities and Exchange Rules 1987 and Bangladesh Accounting Standards (BAS). In accordance with the requirement stipulated in condition no - 7/01 of the Bangladesh Securities & Exchange Commission's notification no SEC/CMRRCD/2006-158/134/ Admin/44 dated August 7th, 2012 the Corporate Governance Compliance Report has been provided in this Annual Report. A Certificate from M/s Podder & Associates, Cost and Management Accountants confirming compliance

of conditions of Corporate Guideline as stipulated under condition 7 (i) is also annexed with this report. The compliance report on BAS and BFRS has also been provided

CONTRIBUTION TO THE ECONOMY AND THE NATIONAL EXCHEQUER

Electricity is indisputably the indispensable tool for the development of industrialization and hence the nation's economy. The 1402.35 million kWh of reliable, quality electricity exported from your company's power plants had a notable contribution to the country's power sector, enhancing industrial production, and consequently creating more job opportunities. As a shareholder you can be proud of your Company's contribution to the nation's economy.

UPGDCL has received exemption from all corporate taxes from the Government of Bangladesh under the Private Sector



Power Generation Policy, 1996 for a period of 15 years from start of its commercial operation vide S.R.O. reference 188-LAW/Income Tax/2009/Income Tax Ordinance 1984 dated 1 July 2009. For the Company such exemption will expire in 2023). UPGDCL also enjoys VAT, tax exemptions for being located inside export processing zones (duty free zones). Taxes and VAT at sources and others levies from the various payments and services are deposited to Government Exchequer.

You will be pleased to know that this year your company's contribution to the National Exchequer was BDT 804.02 Million in 2015-16.

FUTURE PLAN

UPGDCL is apprehending load growth inside Dhaka and Chittagong Export Processing Zones due to an increase in the number of industries as well as capacity development of the existing industries housed inside. We are also anticipating increased load growth due to expansion of capacity of our private clients. We are hopeful that in time we will be successful to acquire more clients in the near future. Keeping all these in mind, to cater to this increasing demand UPGDCL has plans to undertake further capacity expansion, DEPZ to 100 MW and CEPZ to 100 MW. As the plants have a modular configuration, the number of generating units shall be increased. To facilitate the dispatch of increased power, the substation capacity will also be augmented accordingly.

ACKNOWLEDGEMENT

The Board of Directors would like to especially thank the members of the public for placing their confidence on the company by purchasing its shares and supporting its activities. Without the persistent support of the valued Shareholders the company could not have attained what it has achieved today. The Board would extend its foremost regards and appreciation to the Stakeholders and the Customers of the company for their unrelenting support and trust on the company. This, we strongly believe, acts as the driving force of the company. We accept this trust in all humility and shall continue to strive to live up to the expectations.

The Board also recognizes that the attainment made during the year was possible because of the cooperation, positive support and guidelines it has received from the Government of Bangladesh, Prime Minister's Office, Ministry of Power, Energy and Mineral Resources, Power Division, Energy Division, Ministry of Finance, National Board of Revenue, Ministry of Commerce, Board of Investment, Bangladesh Power Development Board, Petrobangla, Titas Gas

Transmission & Distribution Company Ltd. and Karnaphuli Gas Distribution Company Ltd. local administration of Dhaka and Chittagong EPZ and the people of the locality. Accordingly, the Board offers its utmost and sincere gratitude to them. The Board also extends its best wishes to the contractors and consultants who helped us running power plants and achieve this growth.

The Board would also like to express their humble gratitude to all the stakeholders including the investors, suppliers, banks & financial institutions, insurance companies, service providers, Bangladesh Securities & Exchange Commission, Registrar of Joint Stock Companies & Firms, Dhaka Stock Exchange Limited, Chittagong Stock Exchange Limited, The Central Depository of Bangladesh Limited, various Government Authorities and lastly the individuals and agencies who have helped us accomplish what we are today.

Your Board would also like to put on record its deep appreciation of the efforts made by the employees of the Company. Their commitment and passion, both individually and through team work has led your company achieve the accolades that it has acquired so far. The Board also recognizes and appreciates the critical support provided by the families of the employees which enables them to focus on their daily work in UPGDCL.

We are proud of you all and look forward to your continued support as we march ahead to take United Power Generation & Distribution Company Limited further forward as a leading player in the power sector of the country.

With Best Wishes,

On behalf of the Board



(Moinuddin Hasan Rashid)
Managing Director

শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

বিসমিল্লাহির রহমানির রহীম

প্রিয় শেয়ারহোল্ডারবৃন্দ,

আসসালামু আলাইকুম।

ইউনাইটেড পাওয়ার জেনারেশন এন্ড ডিস্ট্রিবিউশন কোম্পানী লিমিটেড এর পরিচালনা পর্ষদ এর পক্ষ থেকে আপনাদের সকলকে কোম্পানীর ৯ম বার্ষিক সাধারণ সভায় সাদর সন্তোষ। পরিচালনা পর্ষদ কোম্পানীর ৩০শে জুন ২০১৬ তারিখে সমাপ্ত ১৮ মাসের কর্মক্ষম কার্যক্রম ও নিরীক্ষকের প্রতিবেদন সহ নিরীক্ষিত হিসাব আপনাদের বিবেচনা, অনুমোদন ও গ্রহণের নিমিত্তে উপস্থাপন করতে পেরে আনন্দিত।

এই প্রতিবেদনটি কোম্পানী আইন ১৯৯৪ এর ১৮৪ নং ধারা, বাংলাদেশ সিকিউরিটিজ এন্ড একচেঞ্জ কমিশন (বিএসইসি) জারিকৃত প্রজ্ঞাপন নং এস ই সি সিএ-মআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪, তারিখঃ ০৭/০৮/২০১২ ইং, ইনস্টিটিউট অব চার্টার্ড একাউন্টেন্ট অফ বাংলাদেশ এর বিধি বিধান, ঢাকা ও চট্টগ্রাম স্টক এক্সচেঞ্জ এর লিস্টিং রুলের নির্দেশনা অনুযায়ী প্রণীত।

বিশ্ব অর্থনৈতিক দৃশ্যপটঃ

বৈশ্বিক প্রবৃদ্ধির হার ২০১৫ সালে ৩.২ শতাংশে অর্জিত হয় এবং ২০১৬ সালে এই প্রবৃদ্ধি ৩.৫ শতাংশে উন্নীত হবে বলে পূর্বাভাস করা হয়েছে। এই অর্জন উদীয়মান দেশ ও উন্নয়নশীল অর্থনীতির প্রবৃদ্ধির হারের উপর আরও বৃদ্ধি পেতে পারে। উন্নত দেশ সমূহের অমসূন ও বিনত প্রবৃদ্ধি ধারা অব্যাহত থাকার ফলে ব্যয় ও উৎপাদনের ব্যবধান আরও সংকুচিত হবে। উদীয়মান দেশ ও উন্নয়নশীল অর্থনীতির চিত্র বড়ই বিচিত্র এবং কিছু কিছু ক্ষেত্রে চ্যালেঞ্জিং। চীনের অর্থনীতির স্থবিরতা ও প্রতিমানতা, নিম্নমুখী পণ্যের মূল্য এবং উদীয়মান দেশের অর্থনৈতিক ধকল সমূহ ২০১৬ সালের প্রবৃদ্ধির উপর প্রভাব চলমান থাকবে। চীনের অর্থনৈতিক নিম্নমুখী প্রবণতা ও প্রাথমিক অর্থনৈতিক ভাবে জঙ্করিত দেশ সমূহের ক্রমশ উন্নতি বিশেষ করে ব্রাজিল, রাশিয়া ও মধ্য প্রাচ্যের অনেক দেশের আংশিক পুনরুদ্ধার সত্ত্বেও ২০১৬ ও এই প্রবৃদ্ধি প্রয়াস অব্যাহত থাকা নির্ভর করবে যদি না নতুন কোন রাজনৈতিক বা অর্থনৈতিক ধাক্কার উপর।

বর্তমান বিশ্বের অর্থনৈতিক পুনরুদ্ধার প্রক্রিয়া ব্লকিংর মধ্যে চলমান, বিশেষ করে উদীয়মান দেশ সমূহের স্থবিরতা চীনের অর্থনীতির প্রতিমানতা, নিম্নমুখী পণ্যের মূল্য, মার্কিন যুক্তরাষ্ট্রের অসাধারণ অতি সহায়ক মুদ্রানীতি ইত্যাদি যদি সুদক্ষ ভাবে দক্ষতার সাথে পরিচালিত না হলে বৈশ্বায়িক প্রবৃদ্ধি লক্ষ্যচ্যুত হওয়ার সমূহ সম্ভাবনা রয়েছে।

অর্থনৈতিক পুনরুদ্ধারের চলমান থাকা সত্ত্বেও বিশ্বের জিডিপি হার ৩.২% হতে ৩.৫% এ উন্নীত হবে, ইউরো অঞ্চল ও জাপানের উন্নতি এবং সম্পূর্ণ কর্মসংস্থানের দিকে এগিয়ে থাকা মার্কিন যুক্তরাষ্ট্র ও যুক্তরাজ্যে এবং উদীয়মান দেশ সমূহের বাণিজ্য বৃদ্ধির ফলশ্রুতিতে অর্থনীতি ঘুরে দাঁড়াবে।

শতাংশের পরিবর্তন বছর/বছর হিসাবে	২০১৫	২০১৬
বিশ্ব	৩.২	৩.৫
উন্নয়নশীল বাজার	২.০	২.০
বহির্গামী বাজার	৪.৪	৪.৯

সূত্রঃ-IMF

বাংলাদেশের অর্থনৈতিক দৃশ্যপটঃ

বাংলাদেশ একটি দ্রুত উন্নয়নশীল দেশ যাকে "পরবর্তী ৯৯" উদীয়মান বাজার হিসাবে শ্রেণীবদ্ধ করা হয়েছে সামষ্টিক অর্থনীতি এবং জনসংখ্যা তাত্ত্বিক প্রবণতার উপর ভিত্তি করেও বাংলাদেশকে ফ্রন্টিয়ার ফাইভ এর অন্যতম দেশ হিসাবে গণ্য করা হয়। সম্প্রতি জরিপের ভিত্তিতে বাংলাদেশকে জনসংখ্যার দিক দিয়ে দ্বিতীয় পুঁজিপতি স্বপক্ষের উন্নয়নশীল দেশ হিসাবে বিবেচনা করা হয়। রাজনৈতিক অস্থিরতা, দুর্বল অবকাঠামো, বৈশ্বায়িক অবিশ্বাস সত্ত্বেও বাংলাদেশ তার সামষ্টিক অর্থনীতি সন্তোষজনক ভাবে মোকাবেলা করে এগিয়ে যাচ্ছে। বৈশ্বায়িক অর্থনৈতিক পুনরুদ্ধার, অভ্যন্তরীণ চাহিদা বৃদ্ধি এবং স্থিতিশীল সামষ্টিক অর্থনীতির জন্য বাংলাদেশের জিডিবি বৃদ্ধিতে ও দরিদ্র বিমোচনে গুরুত্বপূর্ণ ভূমিকা রাখছে। বিশ্বব্যাপক বাংলাদেশকে আনুষ্ঠানিক ভাবে ২০১৫ সনের মধ্যভাগে নিম্নমধ্যম আয়ের দেশের মর্যাদা প্রদান করেছে।

নির্বাচিত অর্থনৈতিক সূচক (%)	২০১৫	২০১৬
জিডিপি প্রবৃদ্ধি	৬.৫	৭.০৫
মুদ্রাস্ফীতি	৬.৪	৬.২
চলতি হিসাবের জের (জিডিবি শেয়ার)	-০.৮	-০.৫

সূত্রঃ সরকারী পরিসংখ্যান ব্যুরো

তাছাড়াও পর পর ষষ্ঠ বছরের জন্য বাংলাদেশ আন্তর্জাতিক ক্রেডিট রেটিং প্রতিষ্ঠান কর্তৃক অনুকূল ক্রেডিট রেটিং পেয়েছে। এই রেটিং বাংলাদেশের সামষ্টিক অর্থনৈতিক স্থিতিশীলতা, শালীন খণ বোঝা, সীমিত বাহ্যিক দুর্বলতা এবং প্রশস্ত বৈদেশিক মুদ্রার মজুদ যা এর শক্তিশালী অবস্থান প্রতিফলিত করে। রেটিং এর বিবরণ নিম্নে প্রদান করা হল।

প্রতিষ্ঠান	মানদণ্ড	ভবিষ্যতের আশাদৃষ্টি
Standard & Poor	BB-	Stable
Moody	Ba3	Stable
Fitch	BB-	Stable

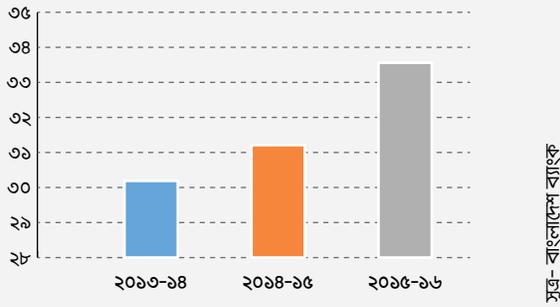
সূত্রঃ বাংলাদেশ ব্যাংক

২০১৫ সালে বাংলাদেশের জিডিবি প্রবৃদ্ধির হার ছিল ৬.৫% যা ২০১৪ সালের ৬.৯% হতে বেশি। ২০১৫ সালের প্রথম দিকের রাজনৈতিক

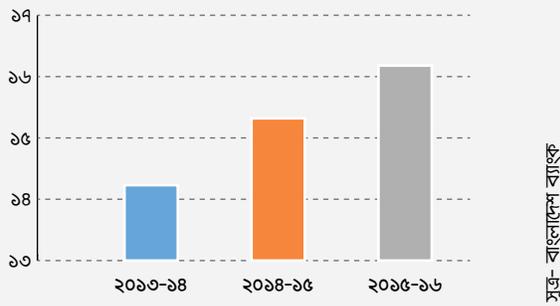
অস্থিরতায় যোগাযোগ ব্যবস্থায় পর্যুদস্ততা, রপ্তানী এবং বেসরকারী বিনিয়োগ বাধাগ্রস্ত করা সত্ত্বেও প্রাণবন্ত অভ্যন্তরীণ বাজার, বিদেশে কর্মরত শ্রমিকদের প্রেরিত অর্থ, বেসরকারী খাতের মুজুরী এবং সরকারী বিনিয়োগ ইত্যাদি দ্বারা এই সমস্যা কাটিয়ে উঠতে সহায়তা করেছে। মুদ্রাস্ফীতির হার সন্তোষজনক ৬.৪% এর মধ্যে ২০১৫ সালে সীমাবদ্ধ ছিল। যার প্রধান কারণ খাদ্য শস্যের সহস্ররতা, অনুকূল আবহাওয়া, সহায়ক মুদ্রানীতি, বৈদেশিক মুদ্রার স্থিতি ও খাদ্য পণ্য সামগ্রীর আন্তর্জাতিক নিম্নমুখী মূল্য।

২০১৫ সালে রপ্তানীর প্রবৃদ্ধি ৩.৩% বৃদ্ধি পেয়েছে যা ২০১৪ সালের ১২.১% চেয়ে কম। রপ্তানী বাণিজ্য আয়ের প্রায় ৮০% অর্জন হয় গার্মেন্টস খাত থেকে যার প্রবৃদ্ধি প্রায় ৪.১%। ২০১৫ সালে রাজনৈতিক অস্থিরতায় সাপ্লাই চেইন এর পর্যুদস্ততা, ইউরোপীয় ইউনিয়নের ও মার্কিন যুক্তরাষ্ট্রের চাহিদার সন্ত্রতা এবং আন্তর্জাতিক বাজারে তুলার দাম কমে যাওয়ায় রপ্তানী ইনপুট মূল্যও কমে যায় যা রপ্তানী মূল্য নির্ধারণের মুখ্য খাত হওয়া প্রবৃদ্ধি আশানুরূপ বৃদ্ধি পায় নাই।

মোট রপ্তানী মূল্য (মার্কিন বিলিয়ন ডলার)



প্রেরিত অর্থ (মার্কিন বিলিয়ন ডলার)



অপরদিকে ২০১৫ সালে আমদানী প্রায় ১১.২% বৃদ্ধি পেয়েছে যা ২০১৪ সালে ছিল ৮.৯%। অধিক খাদ্য পণ্য, যন্ত্রপাতি, সার, এবং প্রতিষ্ঠানের কাঁচামাল ইত্যাদি আমদানী বৃদ্ধিতে সহায়ক ভূমিকা পালন করেছে। আমদানীর চেয়ে রপ্তানী কম হওয়ায় বাণিজ্য ঘাটতি বৃদ্ধি পেয়েছে কিন্তু ২০১৫ সালে রেমিটেন্স প্রবাহের বৃদ্ধির কারণে (যা ইউএসডি ১৫.৩০ বিলিয়ন) এই ঘাটতি খুবই নগন্য। ২০১৬ সালের জন্য সংশোধিত মোট দেশজ উৎপাদন (জিডিপি) ৭.০৫% প্রাক্কলন করা হয়েছে যা উচ্চাভিলাসী, এই প্রাক্কলনের ক্ষেত্রে, মার্কিন যুক্তরাষ্ট্র

ও উইরোপিয়ান ইউনিয়নের মন্দা অর্থনীতির পন্থকদ্ধার চলমান থাকায় রপ্তানী বৃদ্ধি, রেমিটেন্স প্রবাহের পরিধি বৃদ্ধির বিপরীতে খরচের পরিধি বৃদ্ধি, দেশের অনুকূল রাজনৈতিক স্থিতিশীলতা ও ব্যবসায়িক বাতাবরণ, সরকারী ও বেসরকারী খাতে বিনিয়োগ বৃদ্ধি এবং বার্ষিক উন্নয়ন পরিধি বৃদ্ধি পাওয়ায় এই জিডিপি বৃদ্ধির প্রাক্কলন করা হয়েছে। ২০১৬ সালের জন্য রপ্তানী আয় মার্কিন ডলার ৩৩.৫ বিলিয়ন প্রাক্কলন করা হয়েছে। ২০১৬ সালের জন্যও মুদ্রাস্ফীতির হার ৬.২% বজায় থাকবে যা বাংলাদেশ ব্যাংকের মুদ্রানীতির সাথে সামঞ্জস্যপূর্ণ। যদিও সরকারী কর্মকর্তা ও কর্মচারীদের বেতন বৃদ্ধি, ১লা সেপ্টেম্বর ২০১৫ হতে বিদ্যুৎ ও গ্যাসের উর্দ্ধমুখী মূল্য সমন্বয় করার জন্য মুদ্রাস্ফীতি চাপের মধ্যে থাকা সত্ত্বেও চাহিদা সরবরাহের সহজীকারণ, সঠিক মুদ্রানীতি এবং অধিক শস্য উৎপাদন ইত্যাদির জন্য মুদ্রাস্ফীতি নিয়ন্ত্রণে থাকবে। ২০১৬ সালে রপ্তানী প্রবৃদ্ধি ৬% প্রাক্কলন করা হয়েছে যা ইউরো অঞ্চল, মার্কিন যুক্তরাষ্ট্রের প্রবৃদ্ধির উপর ভিত্তি করে। আমদানী প্রবৃদ্ধি ১৩% প্রাক্কলন করা হয়েছে যা মূলত মূলধনী যন্ত্রপাতি,



কারখানার উপকরণ এবং খাদ্যশস্য আমদানী বিবেচনা করে। আমদানী ও রপ্তানীর চলতি হিসাবে যদিও বিশাল বাণিজ্য ঘাটতি লক্ষ্য করা গেলেও বাস্তবে রেমিটেন্স প্রবাহের পরিধি বৃদ্ধি থাকায় এই ঘাটতি সামান্যই থাকবে।

বাংলাদেশের বিদ্যুৎ খাতের দৃশ্যপটঃ

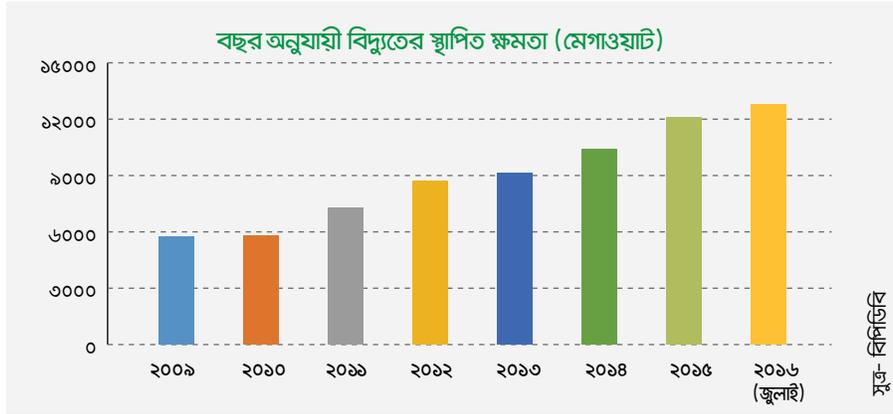
বাংলাদেশ ১৬০ মিলিয়ন জনবসতি ও ১,৪৭,৫৭০ বর্গ কিলোমিটার ভূসম্পত্তি সমন্বয়ে গঠিত, এবং বিগত কয়েক বছর ধরে অর্থনৈতিক প্রবৃদ্ধির উর্দ্ধগতি লক্ষ্য করা যাচ্ছে। অর্থনৈতিক প্রবৃদ্ধির এই উর্দ্ধগতি, বিশেষ করে শিল্পখাতে ঐতিহাসিক প্রবৃদ্ধি, দ্রুত নগরায়ন ও উন্নয়নের অগ্রগতিতে বিদ্যুতের চাহিদা উত্তরোত্তর বৃদ্ধি পাচ্ছে।

বিদ্যুতের এই ক্রমবর্ধমান চাহিদা বৃদ্ধির প্রতি লক্ষ্য রেখে সরকার তার নির্বাচনী ইশতেহার প্রণয়ন করে। এই নির্বাচনী ইশতেহার অনুযায়ী ২০১১ এবং ২০১৩ সালের মধ্যে উৎপাদন ক্ষমতা যথাক্রমে ৫,০০০ ও ৭,০০০ মেগাওয়াট নির্ধারণ করে যা অর্জনে সরকার সফল হয়েছে বাস্তবে কিন্তু এর চেয়েও বেশি অর্জন করতে সক্ষম হয়েছে। সঠিক লোড ব্যবস্থাপনার মাধ্যমে, সেচ সুবিধা প্রদানের ফলে গত কয়েক মৌসুমে কৃষিতে বাষ্পার ফলন অর্জন করতে সক্ষম হয়েছে। একনজরে বাংলাদেশের বিদ্যুৎ খাতের প্রধান প্রধান অর্জন সমূহের তুলনা নিম্নে প্রদান করা হল যা বিদ্যুৎ খাতের উন্নতির প্রমাণ বহন করে।

শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

বিবারণ	পরিমাপ	২০১৪	জুলাই ২০১৬	শতকরা (বেশি/কম)
উৎপাদন ক্ষমতা	মে.ও.	১০,৪১৬	১২,৭৮০	২২.৭০
সর্বোচ্চ উৎপাদন	মে.ও.	৭,৩৫৬	৯,০৩৬	২২.৮৪
সুবিধাপ্রাপ্ত জনগোষ্ঠী	%	৬৮	৭৬	১১.৭৬
মাথাপিছু উৎপাদন	কি.ও.ঘ.	৩৪৮	৪০৭	১৬.৯৫
গ্রাহক সংখ্যা	লক্ষ	১৫৪	২১৮	৪১.৫৬
মোট বিতরণ লাইন	কি.মি.	৩০৩,০০০	৩৫৭,০০০	১৭.৮২
মোট সঞ্চালন লাইন	সার্কিট কি.মি.	৯,৫৩৬	৯,৮৯৩	৩.৭৪
সিস্টেম লস	%	১৪.১৩	১৩.২৯	-৬.৫৯

সূত্র- বিপিডিবি

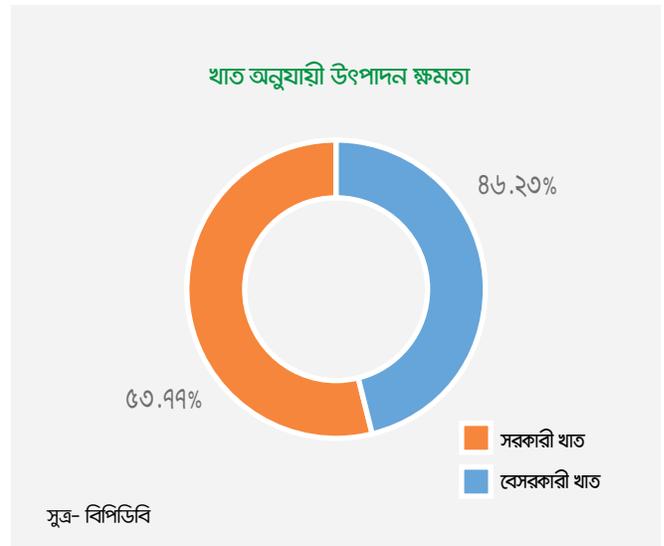


জুলাই, ২০১৬ সাল পর্যন্ত দেশের স্থাপিত বিদ্যুৎ উৎপাদন ক্ষমতা ১২,৭৮০ মেগাওয়াট যার মধ্যে ৫৩.৭৭% বিদ্যুৎ সরকারী খাতের বিদ্যুৎ উৎপন্ন কেন্দ্র হতে এবং অবশিষ্ট ৪৬.২৩% বেসরকারী খাত থেকে উৎপাদন করা হয়েছে। এখানে উল্লেখ্য যে ইউনাইটেড গ্রুপের পাওয়ার ডিভিশন এর মোট উৎপাদন ক্ষমতা ৭০০ মেগাওয়াট যা বেসরকারী খাতের মোট অবদানের ১২%।

সরকারী খাত	স্থাপিত উৎপাদন ক্ষমতা (মেগাওয়াট)	শতকরা হার
বিপিডিবি	৪,৩২০	৩৩.৮০%
এপিএসসিএল	১,২৬৪	৯.৮৯%
ইজিছবি	৬২২	৪.৮৭%
এনডবল্লুপিজিসিএল	৪৪০	৩.৪৪%
আরপিসিএল	৭৭	০.৬০%
বিপিডিবি - আরপিসিএল - জেডি	১৪৯	১.১৭%
মোট	৬,৮৭২	৫৩.৭৭%

বেসরকারী খাত	স্থাপিত উৎপাদন ক্ষমতা (মেগাওয়াট)	শতকরা হার
আই পি পি	২,৯৩০	২২.৯৩%
এস আই পিপি (বিপিডিবি)	৯৯	০.৭৭%
এস আই পিপি (আরইবি)	২৫৯	১.৯৬%
১৫ বছর রেন্টাল	১৬৭	১.৩১%
৩/৫ বছর রেন্টাল	১,৮৬৯	১৪.৬৬%
বিদ্যুৎ আমদানী	৬০০	৪.৬৯%
মোট	৫,৯০৮	৪৬.২৩%
সর্বমোট	১২,৭৮০	

সূত্র- বিপিডিবি



সরকার ২০২১ সালের মধ্যে সবার জন্য বিদ্যুৎ সুবিধা নিশ্চিত করতে প্রতিশ্রুতিবদ্ধ এবং এই লক্ষ্যে ২০২১ সালের মধ্যে আরও ১৭,৩০৯ মেগাওয়াট বিদ্যুৎ উৎপাদন ক্ষমতা বৃদ্ধির সংশোধিত পরিকল্পনা প্রণয়ন করছে যা নিশ্চে প্রদান করা হল।

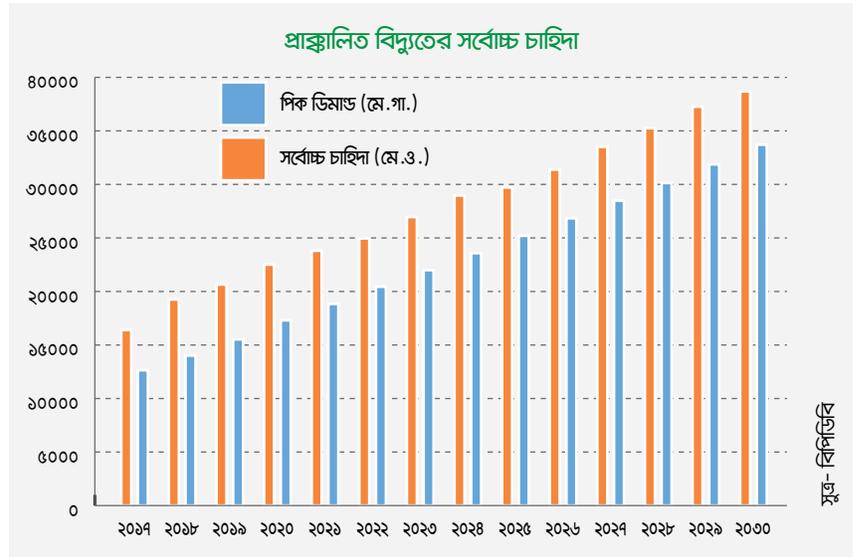
বছর	২০১৬	২০১৭	২০১৮	২০১৯	২০২০	২০২১	মোট
সরকারী খাত (মেগাওয়াট)	১০১৫	১৮৭৫	১২৮৯	১৯৮৭	২০১১	৭৫০	৮,৯২৭
বেসরকারী খাত (মেগাওয়াট)	৫৮১	২১৩	১৯০৪	১৪০২	১২২৪	৩০৫৮	৮,৩৮২
মোট	১,৫৯৬	২,০৮৮	৩,১৯৩	৩,৩৮৯	৩,২৩৫	৩,৮০৮	১৭,৩০৯

সূত্র- বিপিডিবি

সরকার তার দৃষ্টি সম্প্রসারিত করে ২০৩০ সন পর্যন্ত পাওয়ার সিস্টেম মাস্টার প্লান ২০১০ প্রণয়ন করেছে এই পরিকল্পনার আওতায় আগামী ২০৩০ সালের মধ্যে বিদ্যুৎ উৎপাদনের ক্ষমতা ৩৯,০০০ মেগাওয়াট উন্নত করার লক্ষ্য মাত্রা নির্ধারণ করা হয়েছে। পিএসএমপি ২০১০ অনুযায়ী বছর বছর সর্বোচ্চ বিদ্যুৎ চাহিদার পরিমাণ নিশ্চে প্রদান করা হল।

প্রাক্কালিত বিদ্যুতের সর্বোচ্চ চাহিদা

বছর	সর্বোচ্চ চাহিদা (মে.গা.)	পিক ডিমান্ড (মে.গা.)
২০১৭	১৬৩৯৯	১২,৬৪৪
২০১৮	১৯২৪৯	১৪,০১৪
২০১৯	২০৬৪৯	১৫,৫২৭
২০২০	২২৫০৯	১৭,৩০৪
২০২১	২৩৮০৯	১৮,৮৩৮
২০২২	২৪৯৬১	২০,৪৪৩
২০২৩	২৬৯৫৪	২১,৯৯৩
২০২৪	২৮৯৬৬	২৩,৫৮১
২০২৫	২৯৭১৭	২৫,১৯৯
২০২৬	৩১৩৮৮	২৬,৮৩৮
২০২৭	৩৩৫১৩	২৮,৪৮৭
২০২৮	৩৫২৫৩	৩০,১৩৪
২০২৯	৩৭২৬৩	৩১,৮৭৩
২০৩০	৩৮৬৮৫	৩৩,৭০৮

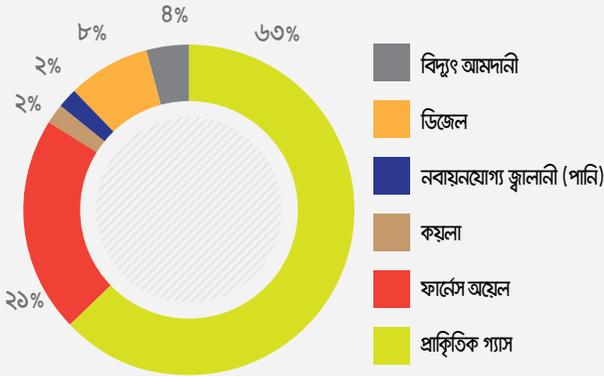


দেশের ভবিষ্যৎ জ্বালানীর নিরাপত্তার কথা বিবেচনা করে পাওয়ার সিস্টেম মাস্টার প্লানে বিদ্যুৎ উৎপাদন মহাপরিকল্পনায় একক জ্বালানীর উপর নির্ভরশীলতা কমিয়ে জ্বালানী বহুমুখী করণের উপর গুরুত্বারোপ করা হয়েছে। বিদ্যুৎ উৎপাদনের জন্য বর্তমান জ্বালানী মিশ্রণ নিম্নরূপ।

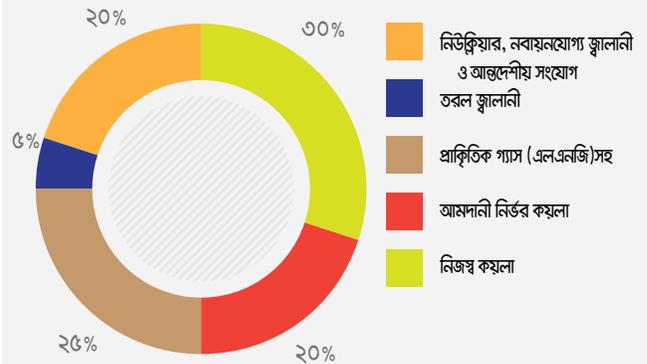


শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

বিদ্যুৎ উপাদানের জ্বালানীর ধরণ ডিসেম্বর, ২০১৫



বিদ্যুৎ উপাদানের জ্বালানীর ধরণ প্রাক্কলিত ২০৩০



পাওয়ার সিস্টেম মাস্টার প্লান ২০১০ এ বিদ্যুৎ উৎপাদন পরিকল্পনায় কয়লাকে মূল জ্বালানী হিসাবে বিবেচনা করে পরিকল্পনা প্রণয়ন করা হয়েছে। উক্ত পরিকল্পনায় ২০৩০ সালের মধ্যে মোট বিদ্যুৎ উৎপাদন ৫০% প্রায় ২০,০০০ মেগাওয়াট কয়লাভিত্তিক বিদ্যুৎ উৎপাদনের লক্ষ্যমাত্রা নির্ধারণ করা হয়েছে। এ প্রেক্ষাপটে ২০২৪ সালের মধ্যে সরকারী, যৌথ উদ্যোগে, আইপিপি, পিপিপি খাতে দেশীয় উৎপাদিত ও আমদানী নির্ভর কয়লা ভিত্তিক প্রায় ১২,০০০ মেগাওয়াট ক্ষমতার বিদ্যুৎ কেন্দ্র স্থাপনের কার্যক্রম গ্রহণ করা হয়েছে। দু'টি বৃহৎ কয়লা ভিত্তিক বিদ্যুৎ কেন্দ্র প্রতিটি ১,৩২০ মেগাওয়াট ক্ষমতা সম্পন্ন, একটি খুলনায় এবং অপরটি চট্টগ্রামে স্থাপন করা হবে। খুলনায় ভারতের এনটিপিএসি এবং বাংলাদেশের বিপিডিবি এর যৌথ উদ্যোগে স্থাপন করা হবে। তাছাড়াও চট্টগ্রাম, মাতারবাড়ি, মহেশখালী, পটুয়াখালী, খুলনায় ও দিনাজপুরে কয়লাভিত্তিক বিদ্যুৎ উৎপাদন কেন্দ্র স্থাপনের পরিকল্পনা প্রণয়ন করা হয়েছে।

পিএসএমপি (PSMP) কৌশলের সঙ্গে সংগতিপূর্ণ সরকার এলএনজি টার্মিনাল ও স্টোরেজ সুবিধা এবং regasification সিস্টেম সহ একটি নতুন পরিবেশ বান্ধব ২০০-৮৫০ মেগাওয়াট এলএনজি (LNG) ভিত্তিক কন্সট্রাক্ট সাইকেল পাওয়ার প্লান্ট Build, Own এবং Operate (BOO) এর ভিত্তিতে বাস্তবায়ন করার সিদ্ধান্ত গ্রহণ করেছে। সরকার কন্সট্রাক্টরের মহেশখালী দ্বীপের মাতারবাড়ি অথবা চট্টগ্রামের আনোয়ারায় এলএনজি আমদানী সুবিধা সহ ৩.৫ মিঃটন ক্ষমতা সম্পন্ন একটি টার্মিনাল নির্মাণের পরিকল্পনা গ্রহণ করেছে। এই টার্মিনালটি বিওও (BOO) পদ্ধতিতে নির্মাণ করা হবে এবং যা দ্বারা পাইপলাইনের মাধ্যমে সরবরাহকৃত গ্যাসের মাধ্যমে প্রস্তাবিত ১,০০০ মেগাওয়াট ক্ষমতাসম্পন্ন এলএনজি ভিত্তিক কন্সট্রাক্ট সাইকেল পাওয়ার প্লান্ট এবং রাউজান ও শিকলবাহায বিদ্যমান বিদ্যুৎ কেন্দ্রে বিদ্যুৎ উৎপাদন করা হবে।

দেশের জ্বালানী নিরাপত্তা ও পরিবেশ তথা কম কার্বন নির্গমনের প্রতি লক্ষ্য

রেখে নবায়ন যোগ্য জ্বালানীর ব্যবহার উদ্বুদ্ধ করার বিভিন্ন পরিকল্পনা গ্রহণ করা হয়েছে। সরকার নবায়নযোগ্য শক্তিতে বেসরকারী বিনিয়োগকে আকর্ষিত করার জন্য বিভিন্ন বিনিয়োগ বান্ধব অনুকূল পরিবেশ সৃষ্টি করা হয়েছে।

বাংলাদেশ বিশ্বের সবচেয়ে ক্রমবর্ধমান সোলার সিস্টেম ব্যবহারকারী দেশ হিসেবে গণ্য করা হয়েছে এবং এ পর্যন্ত ৩.৮ মিলিয়ন বসতবাড়িকে এই সিস্টেমের আওতায় আনা হয়েছে, এক্ষেত্রে সরকারী অবকাঠামো অর্থায়নকারী প্রতিষ্ঠান অগ্রনী ভূমিকা পালন করছে। নবায়নযোগ্য জ্বালানী হতে ২,০০০ মেগাওয়াট পরিবেশ বান্ধব ও নিরাপদ বিদ্যুৎ উৎপাদনের জন্য বিভিন্ন পরিকল্পনা গ্রহণ করা হয়েছে। বর্তমানে চট্টগ্রামের কাপ্তাইএ অবস্থিত নবায়নযোগ্য জ্বালানীর বৃহৎ জলবিদ্যুৎ কেন্দ্র হতে ২৩০ মেগাওয়াট বিদ্যুৎ উৎপাদন করা হচ্ছে, তাছাড়াও সরকারী ও বেসরকারী উদ্যোগে আরও ১,২০০ মেগাওয়াট ক্ষমতার নবায়ন জ্বালানী ভিত্তিক বিদ্যুৎ কেন্দ্র স্থাপন সরকারের পরিকল্পনায় আছে।

সরকার বিদ্যুৎ উৎপাদনে বহুমুখী জ্বালানী ব্যবহার নিশ্চিত করণের লক্ষ্য নিউক্লিয়ার এনার্জি ভিত্তিক বিদ্যুৎ উৎপাদনের সমন্বয়যোগ্য পদক্ষেপ গ্রহণ করেছে। উক্ত পরিকল্পনার আওতায় ২০২৫ সালের মধ্যে নিউক্লিয়ার এনার্জি হতে ২,৪০০ মেগাওয়াট বিদ্যুৎ উৎপাদনের পরিকল্পনা গ্রহণ করা হয়েছে এবং পরবর্তীতে যা ২০৩০ সনে ৪,০০০ মেগাওয়াটে বৃদ্ধি পাবে।

দেশের সামাজিক ও অর্থনৈতিক উন্নয়নে বিদ্যুতের অপরিমিত গুরুত্ব বিবেচনা করে বিদ্যুতের ঘাটতিজনিত সমস্যার সমাধানের লক্ষ্যে সরকার সামগ্রিক জ্বালানী নিরাপত্তার প্রয়োজনীয়তা বিবেচনা করে উপ-আঞ্চলিক সহযোগিতা কার্যক্রমের আওতায় বিদ্যুৎ উৎপাদন, সঞ্চালন লাইনের মাধ্যমে বিদ্যুৎ আমদানীর পরিকল্পনা গ্রহণ করা হয়েছে। SAARC, SASEC এবং BIMSTEC ইত্যাদির সহযোগিতার মাধ্যমে আন্তর্দেশীয় সংযোগের মাধ্যমে জল বিদ্যুৎ ভাগাভাগির উদ্যোগ গ্রহণ করা হয়েছে।

এই সহযোগিতার আওতায় ভূটান এবং নেপালের সম্ভাবনা সূচক জলবিদ্যুৎ এতদঅঞ্চলের উন্নয়নের কাজে লাগাতে পারে। উপ-আঞ্চলিক সঞ্চালন লাইনের মাধ্যমে উদ্বৃত্ত বিদ্যুৎ দক্ষিণ এশিয়ার দেশ সমূহ তাদের চাহিদা ও সরবরাহের ঘাটতি প্রশমিত করতে পারে। জানুয়ারী, ২০১০ ভারত ও বাংলাদেশের প্রধানমন্ত্রীর উপস্থিতিতে প্রতিবেশি দুই দেশের মধ্যে বৃহত্তর সহযোগিতার সমজোতা স্মারক সাক্ষরিত হয়। এই পদক্ষেপ বিদ্যমান দুদেশের মধ্যে অর্থনৈতিক সহযোগিতার দ্বার উন্মোচন হয়। বর্তমানে ভারত থেকে সঞ্চালন লাইনের মাধ্যমে ৬০০ মেগাওয়াট বিদ্যুৎ আমদানী করা হচ্ছে এবং আরও ৯০০ মেগাওয়াট আমদানী প্রক্রিয়াধীন রয়েছে।

তাছাড়াও বাংলাদেশ বিদ্যুৎ উন্নয়ন বোর্ডের আওতাধীন ১৫/২৫ বছরের পুরানো ও অদক্ষ বিদ্যুৎ কেন্দ্র রিপেয়ারিং এর মাধ্যমে সিম্পল সাইকেল হতে কয়লাইড সাইকেলে রুপান্তর ও রক্ষণাবেক্ষণের মাধ্যমে বিদ্যুৎ উৎপাদনের বিভিন্ন পরিকল্পনা প্রণয়ন করা হয়েছে। পুরাতন বিদ্যুৎ কেন্দ্র সমূহকে সংস্কার ও পুনর্বাসনের মাধ্যমে জ্বালানী দক্ষতাবৃদ্ধি ও কার্বন নির্গমন হ্রাস পাবে।

সরকার বিদ্যুতের উৎপাদন বৃদ্ধির এই ক্রমাগত ধারার সহিত সামঞ্জস্য রেখে সঞ্চালন ও বিতরণ পদ্ধতির উন্নয়নের মহাপরিকল্পনা গ্রহণ করেছে। ২০০৯ হতে জুন ২০১৬ সনের মধ্যে বিতরণ লাইন ২,৬০,৩৯৬ কি.মি. হতে বৃদ্ধি করে ৩,৫৭,০০০ কি.মি. সম্প্রসারণ করেছে এবং সঞ্চালন লাইন ৭,৯৯১ সার্কিট কি.মি. হতে বৃদ্ধি করে ৯,৮৯৩ সার্কিট কি.মি. সম্প্রসারণ করেছে। সঞ্চালন লাইন ও বিতরণ লাইনের মধ্যে সিস্টেম লস ১৮.২% হতে কমে ১৩.২১% নেমে এসেছে। ২০১৫ সনে সঞ্চালন লাইনের অবকাঠামো উন্নয়নে অভূতপূর্ব উন্নতি সাধন করে। ২০১৪-১৫ আর্থিক বৎসরে পিজিসিবি সিলেটের বিবিয়ানায়া দেশের প্রথম ৪০০/২৩০ কে.ভি. সাবস্টেশন নির্মাণ কাজ সমাপ্ত করে। সঞ্চালন ও বিতরণ কোম্পানীসমূহ সরকারের ভিশন ২০২১ কে লক্ষ্য রেখে তাদের ক্ষমতা বৃদ্ধির মহাপরিকল্পনা গ্রহণ করেছে। সরকার নিরন্তর সতর্ক পর্যবেক্ষণ, মধ্যমেয়াদী ও দীর্ঘমেয়াদী জবুরী ব্যবস্থার মাধ্যমে এখাতে প্রভূত উন্নতি সাধন করতে সক্ষম হয়েছে যা ভবিষ্যতে বাংলাদেশ কে একটি পরিপূর্ণ পাওয়ার হাব উন্নীত করতে সক্ষম হবে।

বেসরকারী খাতে ব্যবসায়িক সুযোগঃ

বিদ্যুৎ খাতে দেশী ও বিদেশি উদ্যোক্তাদের বিনিয়োগে আকৃষ্ট করার লক্ষ্যে সরকার যুগোপযোগী আইন,নীতিমালা প্রণয়ন করেছে যথা Private sector Power Generation Policy 1996 (revised 2004) এবং Policy Guideline for Enhancement of Private Participation in the Power Sector, 2008। সরকার ১৯৯০ সনে প্রণীত Electricity Act কে যুগোপযোগী করার উদ্দেশ্যে গ্রহণ করা হয়েছে যা Electricity Act 2015 নামে অবহিত হবে যেখানে বেসরকারী কোম্পানী সমূহকে দেশের বিদ্যুৎ খাতে উন্নয়নে অংশগ্রহণ করার সুযোগ দেয়া আছে। বর্তমানে বিদ্যুৎ খাতে বিনিয়োগে পর্যাপ্ত ব্যবসায়িক সুযোগ সুবিধা রয়েছে যার মধ্যে উল্লেখযোগ্য সুবিধা সমূহ নিম্নরূপঃ

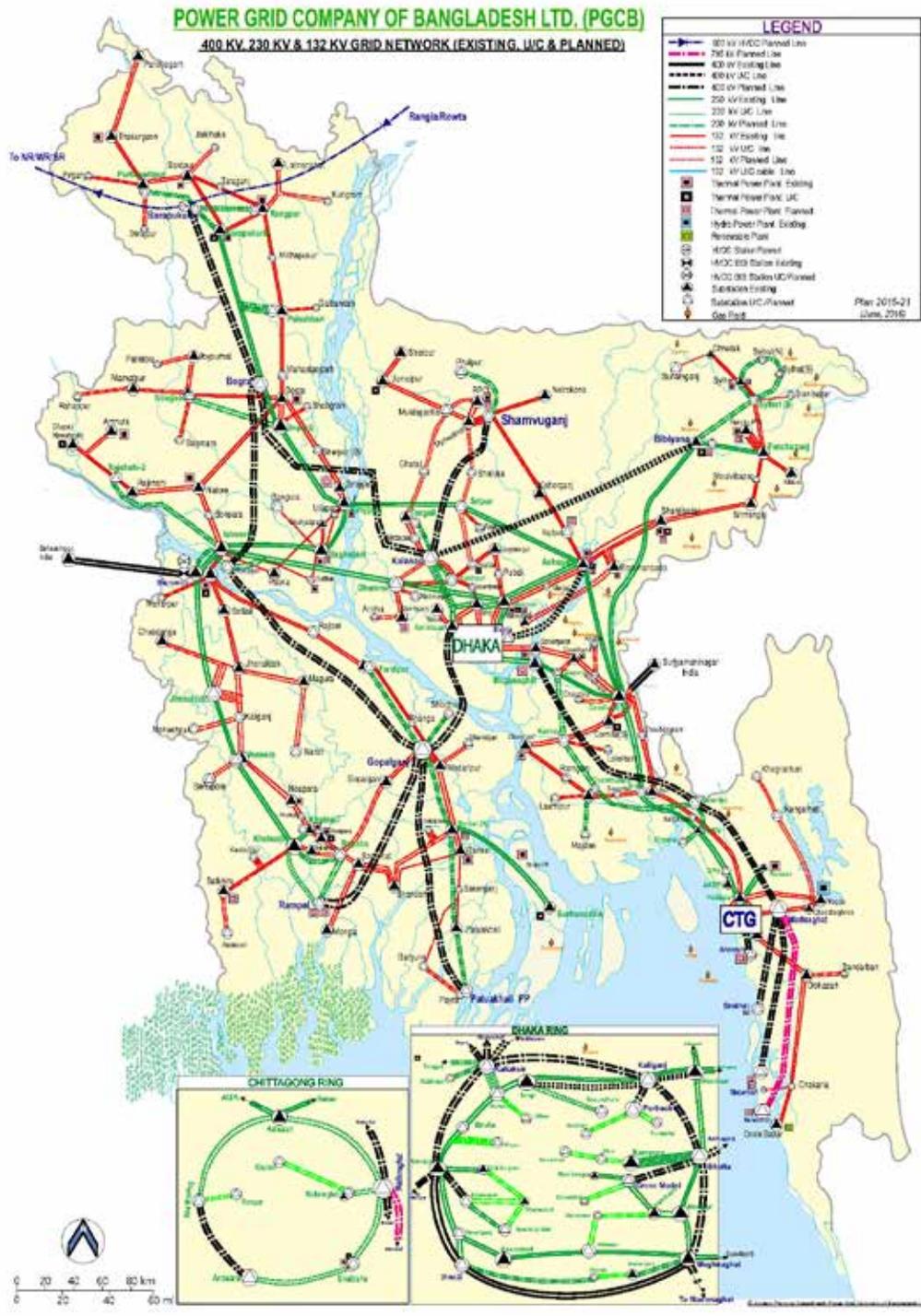
দেশীয় প্রাইভেট পাওয়ার কোম্পানীর জন্য সুযোগ সুবিধা

- কর্পোরেট ট্যাক্স হতে সময় মেয়াদের ভিত্তিতে বিভিন্ন হারে কর অব্যাহতি;
- সম্পূর্ণ বৈদ্যুতিক সরঞ্জাম ও যন্ত্রপাতি এবং ১৫ বছরের মধ্যে এর ১০ শতাংশ মূল্যের সমপরিমাণ খুচরা যন্ত্রাংশ আমদানীর ক্ষেত্রে ভ্যাট, কাস্টম ডিউটি অন্যান্য সারচার্জ ও আমদানী অনুমোদন ফি ছাড়াই আমদানী করতে পারার সুযোগ। তবে আন্তর্জাতিক মানসম্পন্ন দেশী উৎপাদনকৃত সরঞ্জামের ক্ষেত্রে এ সুবিধা প্রযোজ্য নয়;
- অব্যাহতি মূলধন এর লভ্যাংশ প্রত্যাবাসনের সুবিধা;
- বিদেশী ঋণদানকারী প্রতিষ্ঠানের আহ্বের উপর আয়কর অব্যাহতি;
- বিদেশী বিনিয়োগকারীদের যৌথ উদ্যোগে কোম্পানী গঠনের সুযোগ তবে এটা স্বেচ্ছামূলক, আবশ্যিকীয় নয়।

বিদেশী বিনিয়োগকারীদের জন্য সুযোগ সুবিধা

- রয়্যালটি, প্রযুক্তিগত জ্ঞান ও প্রযুক্তিগত সহায়তার প্রদানের পরিশ্রমিকের উপর কর অব্যাহতি এবং প্রত্যাবাসনের সুবিধা;
- বিদেশী ঋণের সুদের উপর কর অব্যাহতি;
- শেয়ার হস্তান্তর ফলে উদ্ভূত মূলধনী মুনাফার উপর বিনিয়োগ কোম্পানীর কর অব্যাহতি;
- দ্বি-পাক্ষিক স্বাক্ষরিত চুক্তির ভিত্তিতে বিদেশী বিনিয়োগকারীদের দ্বৈত করারোপ পরিহার;
- বিদ্যুৎ খাতে নিযুক্ত বিদেশী কর্মীদের তিন বছর পর্যন্ত মেয়াদকালের জন্য আয়কর অব্যাহতি;
- বিদ্যুৎ খাতে নিযুক্ত বিদেশী কর্মীদের বেতনের ৫০% পর্যন্ত রেমিটেন্স সুবিধা এবং তাদের সঞ্চয় ও অবসর সুবিধা প্রত্যাবাসন সুবিধা;
- বিদ্যুৎ খাতে প্রকল্পে জড়িত বিদেশী নাগরিক ও বিদেশী কর্মীদের কার্যানুমতি প্রদানে কোন নিষেধাজ্ঞা নেই।
- বিনিয়োগকৃত মূলধন, লাভ এবং লভ্যাংশ প্রত্যাবাসনের সুবিধা।

শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন



ব্যবসায়িক ও পরিচালনা কার্যক্রম

ইউনাইটেড পাওয়ার জেনারেশন এন্ড ডিস্ট্রিবিউশন কোম্পানী লিঃ (UPGDCL) দেশের প্রথম বাণিজ্যিক স্বতন্ত্র বিদ্যুৎ উৎপাদনকারী প্রতিষ্ঠান। Private Sector Power Generation Policy of Bangladesh 1996 (revised in November 2004) এর আওতায় এই কোম্পানী প্রতিষ্ঠিত হয়। বিগত ৮ বছর ধরে UPGDCL এর বিদ্যুৎ কেন্দ্র হতে বিদ্যুৎ সরবরাহ করে আসছে। ঢাকাস্থ ইপিজেড এলাকায় ৩৫ মেগাওয়াট গ্যাস ভিত্তিক মডিউলার পাওয়ার ইঞ্জিনের মাধ্যমে এই কোম্পানীর যাত্রা শুরু হয় এবং পরবর্তীতে আরও ৬ মেগাওয়াট যোগ করা হয়। পরবর্তী বছরে চট্টগ্রামস্থ ইপিজেড ৪৪ মেগাওয়াট ক্ষমতা সম্পন্ন গ্যাস ভিত্তিক মডিউলার পাওয়ার প্লান্ট চালু করা হয়। ডিসেম্বর, ২০১৩ এর মধ্যে কোম্পানীর উৎপাদন ক্ষমতা ১৬০ মেগাওয়াটে উন্নীত করা হয়। আপনাদের কোম্পানীর প্রধান কার্যক্রম হল বিদ্যুৎ উৎপাদন করা এবং ঢাকা, চট্টগ্রাম, কর্ণফুলি ইপিজেড, আরইবি এবং বিপিডিবি ইত্যাদি সহ অন্যান্য গ্রাহককে বিদ্যুৎ সরবরাহ করা। এছাড়াও ডিইপিজেড প্লান্টে উপজাত পণ্য হিসেবে বাষ্প উৎপাদিত হয় যা চাহিদা সম্পন্ন ঢাকা ইপিজেড এর প্রতিষ্ঠানের নিকট বিক্রি করা হয়।

উৎপাদনঃ

প্লান্টের নাম	স্থাপিত ক্ষমতা (কি.ও.ঘ)	ব্যবহৃত ক্ষমতা		উৎপাদন (কি.ও.ঘ)		বিক্রি (কি.ও.ঘ)	
	(১৮ মাস)	২০১৫-১৬ (১৮ মাস)	২০১৩-১৪ (১৮ মাস)	২০১৫-১৬ (১৮ মাস)	২০১৩-১৪ (১৮ মাস)	২০১৫-১৬ (১৮ মাস)	২০১৩-১৪ (১৮ মাস)
ডিইপিজেড	১,০৩২,০০০,০০০	৭৩ %	৬৯%	৭৪৯,৩৫৪,৬৮০	৫৯০,৮৪২,৫৮২	৭৩১,০৪৭,৮৫২	৫৭৮,৩৪৯,৩২৪
সিইপিজেড	৮৬৪,০০০,০০০	৮০%	৮৬%	৬৮৬,৯৭৬,৮৮৮	৬৫৬,৯৮৮,২০৮	৬৭৯,২৯৯,৪৫০	৬৪৫,৫৭৪,৯৮৮
	১,৮৯৬,০০০,০০০			১,৪৩৬,৩৩১,৫৬৮	১,২৪৭,৮৩০,৭৯০	১,৪১০,৩৪৭,৩০২	১,২২৩,৯২৪,৩১২

আলোচ্য বছর ২০১৫-১৬ তে আপনাদের কোম্পানী ১,৪০২.৩৫ মিলিয়ন ইউনিট (কিলোওয়াট ঘন্টা) বিদ্যুৎ সরবরাহ করেছে যা ২০১৩-১৪ সনে ছিল ১,২২৩.৯২ মিলিয়ন ইউনিট (কিলোওয়াট ঘন্টা) অর্থাৎ বৃদ্ধির হার ১৪.৫৮%, দুইটি প্রতিষ্ঠানের গড় উৎপাদন ক্ষমতার ব্যবহৃত ৭৬.৫০%। কার্যক্রম কর্মক্ষমতার উল্লেখযোগ্য অংশসমূহ নোট-৪১ দেয়া আছে।

আর্থিক ফলাফলঃ

বিগত বছরের ১৮ মাসের সাথে চলতি বছরের ১৮ মাসের তুলনামূলক আর্থিক ফলাফল নিম্নে দেওয়া হলঃ

বিবরণ	জানুয়ারি ১৫ থেকে জুন-১৬ (মিলিয়ন টাকা)	জুলাই-১৩ থেকে ডিসেম্বর-১৪ (মিলিয়ন টাকা)
আয়	৭,৯০১.৩৭	৬,২৫৪.১৬
বিক্রয় খরচ	(২,৪৪৫.২৬)	(২,২১৫.৯৪)
মোট লাভ	৫,৪৫৬.১১	৪,০৩৮.২২
অন্যান্য আয়, নীট	৪১০.৭২	১৬১.৮৪
সাধারণ এবং প্রশাসনিক ব্যয়	(১৪০.৮৩)	(১০১.৭৩)
কার্যপরিচালন আয়	৫,৭২৬.০০	৪,০৯৮.৩৩
অর্থায়ন খরচ (নীট)	(১৬৫.৬৭)	(৬৪৩.১২)
আয়কর পূর্ব নীট লাভ	৫,৫৬০.৩৩	৩,৪৫৫.২১
আয়কর	৪৫.৮২	(৫৭.৪২)
আয়কর উপর নীট লাভ	৫,৬০৬.১৫	৩,৩৯৭.৭৯



আপনাদের কোম্পানী চলতি বছরেও নীট মুনাফার উর্দ্ধগামী প্রবণতা বজায় রাখতে সক্ষম হয়েছে। ২০১৫-১৬ সালে বিক্রিত খরচ ১০.৩৫% বৃদ্ধি পেয়েছে, যার প্রধান কারণ বিদ্যুতের উৎপাদন ও বিক্রি বৃদ্ধি এবং গত বছরের চেয়ে চলতি বছরে অনেক ইঞ্জিন অনুসূচী অনুযায়ী মেজর ওভার হোলিং করা হয়েছে। এই রক্ষণাবেক্ষণের কাজ সমূহ আগামী কয়েক বছর ইঞ্জিনের সামগ্রিক দক্ষতা বৃদ্ধিতে সহায়ক হবে যদিও ইঞ্জিনের এই ডাউন টাইম রাজস্বের উপর কিছুটা প্রভাব ফেলেছে। মোট লাভের হার ২০১৫-১৬ সালে ৬৪.৫৭% হতে বৃদ্ধি পেয়ে ৬৯.০৫% উন্নীত হয়েছে। অর্থাৎ চলতি বছরে প্রত্যেক ১০০ টাকা মূল্যের

শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

বিক্রয়ের বিপরীতে কোম্পানী ৬৯.০৫ টাকা মোট লাভ করেছে। নীট লাভের হার ৫৪.৩৩% থেকে বৃদ্ধি পেয়ে ৭০.৯৫% উন্নিত হয়েছে। তার মানে প্রত্যেক ১০০ টাকা মূল্যের বিক্রয়ের বিপরীতে কোম্পানী ৭০.৯৫ টাকা মূল্যের নীট লাভ অর্জন করতে সক্ষম হয়েছে। নীট লাভের এই আপেক্ষিক পরিবর্তন বিক্রয়ের আপেক্ষিক পরিবর্তন থেকে বেশী হওয়াতে নীট লাভের হার বৃদ্ধিপ্রাপ্ত হয়েছে।

২০১৫-১৬ সালে কোম্পানী নীট লাভ এবং আয়বৃদ্ধি করতে সক্ষম হয়। লাভজনকতা ও তরলতা অনুপাতে উন্নতি থেকে বোঝা যায় কোম্পানীর শক্তিশালী আর্থিক মেরুদণ্ড। কোম্পানীর দৈনন্দিন রক্ষণাবেক্ষণের দক্ষতাও প্রত্যাশিত ফলাফলের উর্দে ছিল। চলতি বছরে দায় ও মূলধন অনুপাতের হ্রাস ঘটে যার অর্থ কোম্পানী ঋণ অর্থায়নের উপর নির্ভরতা কমিয়ে আনতে সক্ষম হয়েছে। কোম্পানীর শেয়ারহোল্ডারদের মূলধনের উপর প্রত্যাবর্তনের হার ৪৫.১৪% যার অর্থ শেয়ারহোল্ডারদের প্রতি ১০০ টাকার বিনিয়োগ থেকে তাঁরা ৪৫.১৪ টাকা লাভ করেছেন। কোম্পানীর সম্পদের বিপরীতে আয়ের হার ৪৩.১৫% যার অর্থ, কোম্পানী প্রতি ১০০ টাকার মূল্যের সম্পদ থেকে ৪৩.১৫ টাকা লাভ পাচ্ছে। কোম্পানীর শেয়ার মূল্য ও আয়ের অনুপাত ৯.৫০ গুন। তার মানে কোম্পানীর প্রতি ১ টাকা উপার্জনের বিনিময় শেয়ারহোল্ডাররা ৯.৫০ টাকা বিনিয়োগ করতে ইচ্ছুক। এ থেকে আমরা কোম্পানীর উন্নতির সম্ভাবনা কতটুকু তা জানতে পারি।

বার্ষিক ফলাফল ও মুনাফার আবর্তন:

২০১৬ সালের ৩০শে জুন সমাপ্ত ১৮ মাসের কোম্পানীর নীট মুনাফা হয়েছে ৫,৬০৬.১৫ মিলিয়ন টাকা। কোম্পানীর উন্নয়ন ও সম্প্রসারণ কাজ অব্যাহত রাখার জন্য পর্যাপ্ত অর্থের প্রয়োজন। এই বিষয়টি বিবেচনা রেখে কোম্পানীর পরিচালক মডলী ৩০জুন ২০১৬ তারিখে সমাপ্ত সময়ের জন্য

নিম্নোক্ত পরিমাণ মুনাফা বন্টনের সুপারিশ করেছে।

বিবরণ	টাকা (মিলিয়ন)
২০১৫ সমাপ্ত সালের নীট লাভ	৫,৬০৬.১৫
মোট বন্টন যোগ্য লাভ	৫,৬০৬.১৫
প্রস্তাবিত বন্টন সমূহ	
চলতি সময়ের জন্য অন্তবর্তী নগদ ডিভিডেন্ড প্রদান	২,৯০৩.৫৬
প্রস্তাবিত ছুড়ান্ত নগদ ডিভিডেন্ড	১,৬৩৩.২৫
সমাপ্ত বছরের মোট বন্টন সমূহ	৪,৫৩৬.৮১
আবর্তন হিসাবে স্থানান্তর	১,০৬৯.৩৪
	৫,৬০৬.১৫

অস্বাভাবিক লাভ/ক্ষতি

আলোচ্য বৎসরের আর্থিক বিবরণীতে কোন অস্বাভাবিক লাভ/ক্ষতি নেই।

সংশ্লিষ্ট পক্ষের সাথে লেনদেন:

বাণিজ্যিক ভিত্তিতে সংশ্লিষ্ট প্রতিষ্ঠানের সাথে কোম্পানীর সকল কার্যপরিচালনার বিবরণ, প্রতিবেদনের সাথে সংযুক্ত "নোট নং-৪০" এ প্রকাশ করা হয়েছে।

পাবলিক ইস্যু থেকে অর্জিত অর্থের ব্যবহার:

বাংলাদেশ সিকিউরিটি এন্ড এক্সচেঞ্জ কমিশন তাঁদের সম্মতি পত্রে আইপিও



হতে প্রাপ্ত অর্থ ২,৩৭৬,০০০,০০০ টাকা নির্দিষ্ট খাতে ব্যবহার করার জন্য নির্দেশ প্রদান করেছে। কিন্তু কোম্পানী এর মধ্যে ২,০৪৪,৯২২,৩৫২ টাকা বর্ণিত খাতে ব্যবহার করতে পেরেছে অবশিষ্ট ৩৩১,০৭৭,৬৪৮ টাকা অব্যবহৃত অবস্থায় রয়েছে যার বিবরণ নিম্নে প্রদান করা হল।

বিবরণ	অনুমোদিত টাকা	ব্যবহৃত টাকা	অব্যবহৃত টাকা
পূর্ণ দায়মোচন ক্রমসঞ্চিতি প্রেফারেন্স শেয়ার	১,৪৯০,০০০,০০০	১,১৯২,০০০,০০০	২৯৮,০০০,০০০
দীর্ঘ মেয়াদী ঋণ শোধ	৭৯২,০০০,০০০	৭৯২,০০০,০০০	-
চলতি মূলধন	২৭,৯০৮,২৩৮	২৭,৯০৮,২৩৮	-
আইপিও খরচ	৬৬,০৯৯,৭৬২	৩৩,০৯৪,৯৯৪	৩৩,০০৪,৭৬৮
মোটঃ	২,৩৭৬,০০০,০০০	২,০৪৪,৯২২,৩৫২	৩৩১,০৭৭,৬৪৮

কোন কোন দায় আইপিও হতে টাকা প্রাপ্তির পূর্বেই পরিশোধ হওয়ায় প্রাপ্ত টাকার সম্পূর্ণ ব্যবহার করা সম্ভব হয় নাই। এর প্রেক্ষিতে পরিচালনা পর্ষদ ১৯ সেপ্টেম্বর, ২০১৬ তারিখে অনুষ্ঠিত ৭৪ তম বোর্ড সভায় সর্বসম্মত ভাবে সিদ্ধান্ত গ্রহণ করে যে, আইপিওর অব্যবহৃত অর্থ সম্বন্ধে পত্র বর্ণিত প্রেফারেন্স শেয়ার পূর্ণদায়মোচন এবং আইপিও খরচ খাতের পরিবর্তে কোম্পানীর চলতি মূলধনের প্রয়োজনে ব্যবহার করার সুপারিশ করেছে। তদানুসারে শেয়ারহোল্ডারদের অনুমোদন গ্রহণের জন্য ২৯ অক্টোবর ২০১৬ তারিখে অনুষ্ঠিতব্য ৯ম বার্ষিক সাধারণ সভায় বিশেষ সিদ্ধান্ত হিসেবে উপস্থাপনের সুপারিশ করা হয়।

ত্রৈমাসিক ও বার্ষিক আর্থিক বিবরণীর মধ্যে উল্লেখযোগ্য পার্থক্যঃ

৩০শে জুন ২০১৬ সমাপ্ত সময়ে ও ত্রৈমাসিক আর্থিক বিবরণীর মধ্যে কোন উল্লেখযোগ্য পার্থক্য নাই। শুধুমাত্র একত্রীকরণের কারণে ইউনাইটেড পাওয়ার জেনারেশন এবং ডিস্ট্রিবিউশন কোম্পানী লিঃ ৩১ ডিসেম্বর ২০১৫ তারিখে সমাপ্ত অর্থ বৎসরে বার্ষিক আর্থিক বিবরণী ও প্রথম ত্রৈমাসিক হিসাব একত্রীকরণের ভিত্তিতে উপস্থাপন করা হয়েছে। কিন্তু পরবর্তীতে একত্রীকরণ বাতিল হওয়ায় পুনরায় শুধুমাত্র ইউপিজিডিএল এর হিসাবের ভিত্তিতে আর্থিক বিবরণী প্রণয়ন করা হয়েছে।

লভ্যাংশঃ

কোম্পানীর পরিচালনা পর্ষদ ৩০ জুন ২০১৬ ইং তারিখে সমাপ্ত সময়ের পরিশোধিত মূলধনের ৮০ % অন্তর্বর্তী নগদ ডিভিডেন্ড বাবদ সর্বমোট ২,৯০৩,৫৬৭,৫৮৪ টাকা প্রদান করেছে যা প্রতি ১০ টাকা শেয়ারের জন্য ৮.০০ টাকা। পরিচালনা পর্ষদ পূর্ণ সময়ের জন্য চূড়ান্ত ডিভিডেন্ড বাবদ কোম্পানীর বিভাজন যোগ্য নীট মুনাফা হতে পরিশোধিত মূলধনের উপর ৪৫% নগদ ডিভিডেন্ড বাবদ সর্বমোট ১,৬৩৩,২৬১,৯৪৯ টাকা, যা প্রতিটি ১০ টাকা শেয়ারের জন্য ৪.৫০ টাকা হিসেবে শেয়ারহোল্ডারদের বিবেচনা ও অনুমোদনের জন্য সুপারিশ করেছে। ৮০% অন্তর্বর্তীকালীন ডিভিডেন্ড যা ইতিমধ্যে পরিশোধিত হয়েছে ও ৪৫% চূড়ান্ত ডিভিডেন্ড সমেত ১৮ মাসের সময়ের জন্য কোম্পানী পরিশোধিত মূলধনের ১২৫% ডিভিডেন্ড প্রদান করা হয়/হবে, যা ৩০শে জুন ২০১৬ তারিখে সমাপ্ত সময়ের অর্জিত মুনাফার

৮৯% যা টাকায় ৪,৫৩৬.৮৯ মিলিয়ন।

আইপিও পরবর্তী আর্থিক পরিস্থিতির অধঃপতনঃ

২০১৫-১৬ সনের আর্থিক বিবরণীর মধ্যে আইপিও পরবর্তী অধঃপতন উল্লেখ করা মত কোন কিছু নেই।

ব্যবসায়িক ঝুঁকি ও অনিশ্চয়তা সমূহঃ

ইকুইটি শেয়ার বিনিয়োগে বিভিন্ন মাত্রার ঝুঁকি বিরাজমান ফলে বিনিয়োগের লাভালাভ ঝুঁকির কারণসমূহ নিয়ন্ত্রণের উপর নির্ভরশীল। UPGDCL এমন একটি শিল্প পরিচালনায় আছে যা অভ্যন্তরীণ ও বহিঃস্থ ঝুঁকি দ্বারা পরিবেষ্টিত যার উপর কোম্পানীর সামান্য বা কোন নিয়ন্ত্রণ নাই। ঝুঁকি সমূহ যা নিম্নে অংকিত করা হয়েছে তা কোম্পানীর কর্মক্ষম ও আর্থিক কর্মক্ষমতার উপর উল্লেখযোগ্য ভাবে সম্পর্কযুক্ত। অতএব এটা আবশ্যিক যে ব্যবস্থাপনার উপলক্ষিসহ ঝুঁকিসমূহ পুঙ্খানুপুঙ্খভাবে বোঝা উচিত যাতে আপনাদের কোম্পানী যে নিরাপদ হতে আছে তার উপলব্ধি হয়।

বকেয়া ঝুঁকিঃ

গ্রাহক কর্তৃক কোম্পানীর পাওনা পরিশোধের অপরাগতার জন্য যেসকল আর্থিক ক্ষতির সম্ভাবনা থাকে তাকেই বকেয়া ঝুঁকি বলা হয়। আপনাদের কোম্পানীর পণ্য, বিদ্যুৎ ও বাষ্প ঢাকা রপ্তানি প্রক্রিয়াজাত অঞ্চল কর্তৃপক্ষ, চট্টগ্রাম রপ্তানি প্রক্রিয়াজাত অঞ্চল কর্তৃপক্ষ, পল্লী বিদ্যুতায়ন বোর্ড, বিদ্যুৎ উন্নয়ন বোর্ড, কর্ণফুলি রপ্তানি প্রক্রিয়াজাত অঞ্চল এবং অন্যান্য গ্রাহকের নিকট দীর্ঘমেয়াদী বিদ্যুৎ বিক্রি চুক্তি বা বিদ্যুৎ ক্রয় চুক্তির মাধ্যমে সরবরাহ করা হয়। এ প্রতিষ্ঠান সমূহ হতে বিক্রয়লব্ধ অর্থ প্রাপ্তি নিশ্চিত করার জন্য স্থানীয় ব্যাংক কর্তৃক সম্পূর্ণরূপে ঋণপত্র দ্বারা সুরক্ষিত ফলে অনাদায়ী বকেয়াজনিত ঝুঁকি এক্ষেত্রে নেই। বকেয়ার এই ঝুঁকির প্রকাশ আর্থিক সম্পদ ও অবস্থার পরিমাণ দ্বারা প্রতিনিধিত্ব করা হয়।

তারল্যতা ঝুঁকিঃ

কোম্পানী সময় মত দায় পরিশোধ করতে না পারার আশংকাকে তারল্যতা ঝুঁকি বলা হয়। কোম্পানী যাতে স্বাভাবিক এবং চাপ অবস্থায় অগ্রহণ যোগ্য লোকসান বা কোম্পানীর সুনাম ক্ষতি ছাড়াই দায় পরিশোধের জন্য পর্যাপ্ত তারল্য থাকে তা নিশ্চিত করা।

কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ পরিচালনা ব্যয়, আর্থিক দায় সহ নগদ পূর্বাভাসের মাধ্যমে নিশ্চিত করে যে সময়েরো অনুরায়ী সম্ভাব্য দায় শোধ করার জন্য যথেষ্ট অর্থ আছে। তা ছাড়াও UPGDCL বিভিন্ন বাণিজ্যিক ব্যাংকের সাথে ঋণ সুবিধা বিদ্যমান যা দ্বারা স্বল্পমেয়াদী তারল্য সংকট মেটানো সম্ভব হবে। এই চাহিদা নগদ পূর্বাভাসের মাধ্যমে আগাম নির্ণয় করা হয় এবং পরবর্তীতে ব্যাংকের সাথে ঋণগ্রহণ সুবিধা দরাদরি করে ঠিক করা হয়।

মুদ্রাবাজারের ঝুঁকিঃ

বৈদেশিক মুদ্রা বিনিময় হার ও কোম্পানীর ঋণ সুদহার পরিবর্তিত হলে

শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

কোম্পানীর আয়ও কোম্পানীর ক্রয়কৃত আর্থিক উপকরণ সমূহের মূল্য প্রভাবিত হয়। এ পরিবর্তন কোম্পানীর প্রতিকূলে হলে যে ঝুঁকি সৃষ্টি হয় তাই মুদ্রা বাজারের ঝুঁকি।

ক) মুদ্রাঝুঁকিঃ কোম্পানী কর্তৃক আন্তর্জাতিক মুদ্রায় (মার্কিন ডলার/ ইউরো) পরিশোধের বিপরীতে যখন যন্ত্রপাতি ও সরঞ্জাম আমদানি করে তখনই মুদ্রা ঝুঁকি উন্মুক্ত হয়। প্রতিকূল অবিশ্বাস বা মুদ্রার উঠানামা আমদানি খরচ বৃদ্ধি যা কোম্পানীর লাভজনকতাকে প্রভাবিত করতে পারে। ব্যবস্থাপনা কর্তৃপক্ষ মুদ্রা উঠানামার সঙ্গে যুক্ত ঝুঁকি সম্পর্কে সম্যক অবগত আছেন। বিদেশ থেকে আমদানি করা প্রধান প্রধান যন্ত্রপাতি, সরঞ্জাম ক্রয়ের টাকা ইতিমধ্যে পরিশোধ করা হয়েছে। বর্তমানে বিভিন্ন দেশ থেকে শুধুমাত্র যন্ত্রাংশ আমদানি করা হয়ে থাকে। এই আমদানিকৃত যন্ত্রাংশের খরচ কোম্পানীর রাজস্বের একটি ছোট উপাদান। তাই ব্যবস্থাপনা কর্তৃপক্ষ বিশ্বাস করে যে, মুদ্রা ঝুঁকি কোম্পানীর ব্যবসা ব্যহত করার কোন সম্ভাবনা নেই।

খ) সুদের হার পরিবর্তনজনিত ঝুঁকিঃ ঋণ সুদের হার কোম্পানীর প্রতিকূলে পরিবর্তনের কারণে নগদ প্রবাহ বা ভবিষ্যৎ মূল্যের উপর যে ঝুঁকির আশংকা থাকে তা সুদের হার পরিবর্তনজনিত ঝুঁকি। সুদের হার বৃদ্ধি ডাসমান সুদের হারের ক্ষেত্রে কোম্পানীর ধার তাহবিলের খরচ বৃদ্ধি করে। মুদ্রাবাজারের প্রতিকূলে গতিবিধি, ক্রমবর্ধমান সুদের হার, ঋণ খরচ বৃদ্ধি করতে পারে এবং লাভজনকতার উপর নেতিবাচক প্রভাব ফেলতে পারে। কোম্পানীর ব্যবস্থাপনা দেশের মুদ্রাবাজারের প্রতিকূলে গতিবিধির ব্যাপারে সম্পূর্ণ অবহিত এবং বিশ্বাস করে যে, সুদের হার বৃদ্ধি কোম্পানীকে উল্লেখযোগ্য ভাবে প্রভাবিত করবেনা। আপনাদের কোম্পানীর সুদের ঝুঁকি প্রাথমিক ভাবে IPFF মেয়াদী খণের জন্য উদ্ভূত হয় যার সুদের হার LIBOR যোগ ৪%। UPGDCL এর রাজস্ব অনুপাত অর্থখরচ গত বছরের চেয়ে ২০১৫-১৬ সালে উন্নিত হয়েছে এবং প্রতিবেদনের তারিখে সুদের হার ঝুঁকি হ্রাসের নিমিত্তে হেজ করার জন্য কোন ডেরিভেটিভ উপকরণে প্রবিষ্ট হয় নাই।

আর্থিক ঝুঁকি ব্যবস্থাপনাঃ

কোম্পানীর আর্থিক ঝুঁকি ব্যবস্থাপনা বলতে ঝুঁকি ব্যবস্থাপনা নীতি ও পর্যাপ্ত মূলধন বজায় রাখা এবং কোম্পানীর অভ্যন্তরীণ মূলধন পর্যাপ্ততা মূল্যায়ন, যাতে চলমান প্রতিষ্ঠান হিসেবে এর পরিচালনা নিশ্চিত করার পদক্ষেপকে বুঝায়। সম্মানিত শেয়ারহোল্ডারবৃন্দ আপনাদের অবগতির জন্য জানানো যাচ্ছে যে, নামমাত্র নূন্যতম ঝুঁকি প্রকাশ থাকায়, সব বিনিয়োগ ও কর্মক্ষম সিদ্ধান্ত পর্ষদ কর্তৃক মূল্যায়ন ও অনুমোদিত হয়। পর্ষদ নিরাপত্তা সামর্থ্য ও সুষ্ঠু আর্থিক অবস্থান দ্বারা উচ্চতর ঋণের বিপরীতে উচ্চ আয় অর্জনের মধ্যে ভারসাম্য বজায় রাখার প্রতি যত্নবান। এছাড়াও পর্ষদ সাধারণ শেয়ারহোল্ডারদের ডিভিডেন্ড প্রবণতা নিরীক্ষণ করে।

কর্মপরিচালনার ঝুঁকিঃ

কর্মক্ষম ঝুঁকি পরিমাপ করা হয় কোম্পানীর বিদ্যুৎ প্রকল্পের উৎপাদিত বিদ্যুৎ তাঁর গ্রাহককে প্রয়োজনীয় বিদ্যুৎ বিতরণ করার ক্ষমতার উপরে, প্রযুক্তির সীমাবদ্ধতার ব্যবহার, জ্বালানী সরবরাহের ব্যবস্থা, কর্মক্ষম

এবং রক্ষণাবেক্ষণ ব্যবস্থা, রাজনৈতিক অথবা প্রাকৃতিক দুর্যোগ যথা- বন্যা, সাইক্লোন, সুনামী, ভূমিকম্প ইত্যাদি বিদ্যুৎ উৎপাদনের স্বাভাবিক কর্মক্ষমতাকে ব্যাহত করে। বেপজার বিতরণ নেটওয়ার্ক এর রুটিন এবং সঠিক রক্ষণাবেক্ষণ বেপজা কর্তৃক বরাদ্দ হওয়ায় বড় ধরনের বিঘ্ন ঘটাব সম্ভাবনা কম। কিন্তু বড় ধরনের প্রাকৃতিক দুর্যোগ যা অনিশ্চিত ও অপ্রত্যাশিত তা UPGDCL স্বাভাবিক অপারেশন ব্যাহত করার সম্ভাবনা আছে। কোম্পানীর ব্যবস্থাপনা বিশ্বাস করে যে বিচক্ষণ পুনর্বাসন প্রকল্প এবং সঠিকমানের রক্ষণাবেক্ষণ প্রাকৃতিক দুর্যোগ দ্বারা সৃষ্টি ক্ষতির হ্রাস করা যায়। সর্বোপরি গুরুত্বপূর্ণ উপরোক্ত সকল ঝুঁকি বীমা চুক্তির অধীনে প্রগতি ইনস্যুরেন্স লিঃ এবং গ্রীন ডেলটা ইনস্যুরেন্স কোম্পানী লিঃ নিকট বীমাকৃত।

কাঁচা মাল সরবরাহের সঙ্গে যুক্ত ঝুঁকি (প্রাকৃতিক গ্যাস সরবরাহ)

বিদ্যুৎ উৎপাদন করার জন্য ব্যবহৃত প্রধান উপকরণ প্রাকৃতিক গ্যাস। বিদ্যুৎ কেন্দ্র গুলোতে গ্যাস সরবরাহের সংকট কোম্পানীর প্রধান পণ্য বিদ্যুৎ উৎপাদনে বিঘ্ন সৃষ্টি করবে। প্রকৃতিক গ্যাস সংকটের আশংকা দূর করতে কোম্পানী তিতাস গ্যাস ট্র্যাগমিশন ও ডিস্ট্রিবিউশন কোম্পানী এবং কর্ণফুলী গ্যাস ডিস্ট্রিবিউশন কোম্পানীর সাথে বেপজার স্বাক্ষরিত বিদ্যুৎ সরবরাহ চুক্তির সময়কাল পর্যন্ত গ্যাস সরবরাহ চুক্তি সাক্ষর করেছে। ফলে মেয়াদ উত্তীর্ণ না হওয়া পর্যন্ত গ্যাস সরবরাহকারীরা নিরবিচ্ছিন্ন ভাবে গ্যাস সরবরাহ করতে বাধ্য থাকবে। তাছাড়া সরকার নারায়ণগঞ্জ, নরসিংদী, বঙ্গোপসাগর উপকূল প্রভৃতি এলাকায় গ্যাস ক্ষেত্র হতে গ্যাস উত্তোলন করে জাতীয় গ্রীডে সরবরাহ করার প্রচেষ্টা অব্যাহত রেখেছে। ফলে কোম্পানীর গ্যাস সংকট ঝুঁকি নগণ্যই বলা যায়।

পরিচালক নির্বাচন এবং পুনঃনিয়োগ

অত্র প্রতিষ্ঠানের সংস্কারকের ২৩(বি) অনুচ্ছেদ অনুযায়ী জনাব খোল্কার মহিনুল আহসান শামীম, জনাব আকতার মাহমুদ রানা এবং জনাব আবুল কালাম আযাদ ৯ম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং বিধি মোতাবেক যোগ্য বিধায় নিজেদের পুনঃ নিয়োগের প্রস্তাব করেছেন।

কোম্পানী সংবিধির আর্টিকেল ২০ (সি) ধারার ক্ষমতাবলে পর্ষদ প্রফেসর ডঃ মোহাম্মদ মুসা কে ইনডিপেনডেন্ট ডাইরেক্টর হিসাবে ১৯ সেপ্টেম্বর ২০১৬ পর্ষদ সভায় নিয়োগ করার সিদ্ধান্ত গ্রহণ করে, প্রফেসর ডঃ মোহাম্মদ মুসা ৯ম বার্ষিক সাধারণ সভায় অবসর গ্রহণ করবেন এবং বিধি মোতাবেক যোগ্য বিধায় নিজেদের পুনঃ নিয়োগের প্রস্তাব করেছেন।

পরিচালক মডেলীর সভা ও উপস্থিতিঃ

কোম্পানীর পরিচালনা পর্ষদ ১০ জন পরিচালক নিয়ে গঠিত ও তৎমধ্যে ২জন ইনডিপেনডেন্ট ডাইরেক্টর। এই প্রতিবেদনের সঙ্গে পরিচালক বৃন্দের প্রোফাইল শিরোনামে তাঁদের নাম ও সংক্ষিপ্ত বৃত্তান্ত প্রকাশ করা হয়েছে। কোম্পানীর বোর্ড সভা পরিচালনা করেন কোম্পানীর চেয়ারম্যান। বোর্ড সভায় লিখিত নোটিশ সহ সভার কার্যপত্র সভার পূর্বেই পরিচালকবৃন্দের নিকট সরবরাহ করা হয়। সভার কার্যবিবরণী সঠিক ভাবে লিপিবদ্ধ করা হয় এবং চেয়ারম্যান কর্তৃক স্বাক্ষরের পর তা প্রচারিত করা হয়। ২০১৬ সালের ৩০জুন তারিখে সমাপ্ত সমায়ে পরিচালনা পর্ষদের সর্বমোট ৮টি সভা

অনুষ্ঠিত হয়। নিম্নে পরিচালকগণের নামসহ উপস্থিতির তালিকা দেয়া হলঃ

নাম	পদবি	উপস্থিতি
জেনারেল মোহাম্মদ আব্দুল মুবীন এসবিপি, এনডিএসি, পিএসসি (অবঃ)	চেয়ারম্যান	৮
জনাব হাসান মাহমুদ রাজা	পরিচালক	৮
জনাব আকতার মাহমুদ রানা	পরিচালক	৩
জনাব আহমেদ ইসমাইল হোসেন	পরিচালক	৫
জনাব খন্দকার মহিনুল আহসান	পরিচালক	৬
জনাব ফরিদুর রহমান খান	পরিচালক	৮
জনাব আবুল কালাম আযাদ	পরিচালক	৮
জনাব মঈন উদ্দিন হাসান রশিদ	ব্যবস্থাপনা পরিচালক	৮
লে. জেনারেল সিনা ইবনে জামালী এডব্লিউসি, পিএসসি (অবঃ)	ইনডিপেন্ডেন্ট পরিচালক	৭
জনাব মোহাম্মদ ইবাদত হোসেন ঙুইয়া, এফসিএ /	ইনডিপেন্ডেন্ট পরিচালক	৬
জনাব মোঃ ফজলুর রহমান, এফসিএ	ইনডিপেন্ডেন্ট পরিচালক	৯

কর্পোরেট এবং আর্থিক প্রতিবেদনের কাঠামো

ইন্টারন্যাশনাল ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ড অনুসরণে প্রণীত, বাংলাদেশের ফাইন্যান্সিয়াল স্ট্যান্ডার্ড আইসিএবি কর্তৃক গৃহিত হওয়ার প্রেক্ষিতে তদনুযায়ী আর্থিক কার্যবলীর বিবরণী প্রনয়নে আইনী বাধ্যবাধকতা রয়েছে। সে প্রেক্ষাপটে কোম্পানীর আর্থিক বিবরণী প্রণয়নে নিম্নবর্ণিত বিষয়াবলী বিবেচনা করা হয়েছে।

১. যথোপযুক্ত হিসাবরক্ষণ নীতি প্রণয়ন ও তার অব্যাহত অনুসরণ;
২. যুক্তিসঙ্গত ও দূরদর্শী সিদ্ধান্ত গ্রহণ;
৩. বাংলাদেশ ফাইন্যান্সিয়াল রিপোর্টিং স্ট্যান্ডার্ড (বিএফআরএস) অনুযায়ী আর্থিক বিবরণী প্রস্তুত নিশ্চিতকরণ;
৪. কোম্পানী আর ব্যবসা চালাবেনা এমন সিদ্ধান্ত গ্রহণের মত পরিস্থিতি সৃষ্টি হওয়ার পূর্ব পর্যন্ত একটি চলমান প্রতিষ্ঠান হিসেবে নিয়মিত আর্থিক বিবরণী প্রস্তুত করণ।

আপনাদের কোম্পানীর অর্থ ও হিসাব সংক্রান্ত যাবতীয় তথ্যাবলী এমন ভাবে সংরক্ষণ করা হয়েছে যাতে যে কোন সময়ে কোম্পানীর সঠিক এবং প্রকৃত আর্থিক অবস্থা তুলে ধরা সম্ভব হয়। তাছাড়া উক্ত হিসাব বিবরণী ১৯৯৪ ইং সনের কোম্পানী আইন এবং অন্যান্য সংশ্লিষ্ট কর্তৃপক্ষের নিয়ম-নীতি অনুসরণ



শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন

করে সম্পাদিত হয়েছে। ৭ আগস্ট, ২০১২ ইং তারিখের বাংলাদেশ সিকিউরিটি এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি) এর প্রজ্ঞাপন অনুযায়ী পরিচালকবৃন্দ তাঁদের জানা মতে এই প্রতিবেদনে নিশ্চিত করেছেন যে:

- ক) কোম্পানী ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরণীতে এর কর্মকাণ্ড, কার্যক্রমের ফলাফল, নগদ প্রবাহ এবং ইকুইটির পরিবর্তন সম্পর্কে যথার্থ চিত্র উপস্থাপিত হয়েছে;
- খ) আপনাদের কোম্পানীর হিসাবের প্রয়োজনীয় বইসমূহ যথাযথ ভাবে সংরক্ষণ করা হয়েছে;
- গ) আর্থিক বিবরণীসমূহ প্রস্তুত করার সময় উপযুক্ত হিসাব-নীতি সঙ্গতিপূর্ণভাবে প্রয়োগ করা হয়েছে এবং হিসাবের প্রাক্কলন করা হয়েছে যুক্তিসঙ্গত ও প্রাক্ত বিচারকের ভিত্তিতে;
- ঘ) আর্থিক বিবরণী প্রস্তুত করার সময় আন্তর্জাতিক হিসাব মানদণ্ড ও বাংলাদেশের আর্থিক বিবরণীর মানদণ্ড অনুসরণ করা হয়েছে এবং তা থেকে যে কোন ব্যত্যয় পর্যাপ্তভাবে প্রকাশ করা হয়েছে;
- ঙ) অভ্যন্তরীণ নিয়ন্ত্রণ পদ্ধতি ছিল বলিষ্ঠ এবং তা কার্যকরভাবে বাস্তবায়ন ও পর্যবেক্ষণ (মনিটরিং) করা হয়েছে;
- চ) চলমান প্রতিষ্ঠান হিসাবে কার্যক্রম অব্যাহত রাখতে আপনাদের কোম্পানীর সামর্থ্যের ব্যাপারে তেমন কোন সংশয় নেই;
- ছ) কোম্পানীর সার্বিক কার্যক্রমের ফলাফলের ক্ষেত্রে গত বছরের তুলনায় উল্লেখযোগ্য যেসব ব্যত্যয় রয়েছে সেগুলো বর্ণনা করা হয়েছে এবং তার কারণ ব্যাখ্যা করা হয়েছে;
- জ) সার্বিক কার্যক্রম এবং আর্থিক বিষয়ে গত পাঁচ বছরের গুরুত্বপূর্ণ উপাত্ত সংযোজন করা হয়েছে;
- ঝ) এই প্রতিবেদনের সংশ্লিষ্ট অধ্যায়ে কোম্পানীর ভবিষ্যত সম্ভাবনা, প্রাতিষ্ঠানিক ঝুঁকি এবং অনিশ্চয়তা ইত্যাদি বিষয়ে গৃহীত পরিকল্পনা ও রূপরেখা যথাযথ ভাবে তুলে ধরা হয়েছে;
- ঞ) পরিচালক পর্ষদের সভার সংখ্যা এবং সভাসমূহ পরিচালকদের উপস্থিতির তথ্য প্রকাশ করা হয়েছে;
- ট) কোম্পানীর শেয়ারহোল্ডিং এর ধরন এই প্রতিবেদনের "সংযুক্তি-৩" এ দেখানো হয়েছে।

পরিচালকগণের পরিতোষিক:

কোম্পানী চেয়ারম্যান এবং ব্যবস্থাপনা পরিচালকের পরিতোষিক প্রদান করা হয়। পরিচালকবৃন্দ এবং ইনডিপেন্ডেন্ট পরিচালকবৃন্দকে প্রত্যেক সভায় উপস্থিতির জন্য সম্মানী ভাতা পান।

অডিট কমিটি:

আপনাদের কোম্পানীর এর চার্টার এ ভিত্তিতে একটি অডিট কমিটি রয়েছে। ইউপিজিডিসিএল এর অডিট কমিটি পর্ষদের তিন সদস্য সমন্বয়ে গঠিত যারা পর্ষদ কর্তৃক মনোনীত হন। অডিট কমিটি পর্ষদ কর্তৃক অনুমোদিত চার্টার এবং বাংলাদেশের সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নীতিমালার ভিত্তিতে পরিচালিত হয়। এ কমিটি গত বৎসরে মোট ৫টি বৈঠকে বসেছেন। নিম্নে

কমিটির সদস্যদের নাম সহ উপস্থিতির তালিকা দেয়া হলো:

নাম	পদবি	উপস্থিতি
লে. জেনারেল সিনা ইবনে জামালী এড-ব্লিউসি, পিএসসি (অবঃ)	চেয়ারম্যান	৫
জনাব আবুল কালাম আযাদ	সদস্য	৫
জনাব মোহাম্মদ ইবাদত হোসেন ঙুইয়া এফসিএ / জনাব মোঃ ফজলুর রহমান, এফসিএ	সদস্য	৩

নিরীক্ষক নিয়োগ:

এসইসি আদেশ নং এসইসি/সিএমআর আরসিডি/২০০৯-১৯৩/১০৪/প্রশাসন তারিখ ২৭ জুলাই ২০১১ অনুযায়ী মেসার্স হুদাভাসী চৌধুরী এন্ড কোঃ চার্টার্ড একাউন্টেন্ট কোম্পানীর সংবিধিবদ্ধ নিরীক্ষক হিসাবে পরপর তিন বৎসর সমাপ্তি হওয়ায় তারা পুনঃ নিয়োগের জন্য যোগ্য নয় বিধায় পর্ষদ তাদের ১৯ সেপ্টেম্বর ২০১৬ অনুষ্ঠিত ৭৪তম পর্ষদ সভায় মেসার্স রহমান হক চার্টার্ড একাউন্টেন্ট কে সংবিধিবদ্ধ নিরীক্ষক হিসেবে ২০১৬-১৭ অর্থ বছরের জন্য নিয়োগের সুপারিশ

করেছেন। পরিচালক পর্ষদের সুপারিশ ক্রমে নিয়োগের জন্য তাঁদের আবেদন আসন্ন ৯ম বার্ষিক সাধারণ সভায় পেশ করা হবে।

কর্পোরেট গভর্নেন্স:

যে প্রক্রিয়ায় বোর্ড অব ডিরেক্টরস কর্তৃক শেয়ার হোল্ডারবৃন্দের নিকট জবাব দিহিতা সুনিশ্চিত রেখে কোম্পানী পরিচালিত, নির্দেশিত ও নিয়ন্ত্রিত হয় তাই কর্পোরেট গভর্নেন্স বা প্রতিষ্ঠানিক ব্যবস্থাপনা। আপনাদের কোম্পানী প্রচলিত আইন, নিয়ম ও বিধি অনুযায়ী কোম্পানীর ব্যবসায়িক কার্যক্রম পরিচালনা করছে এবং সর্বোত্তম মান নিশ্চিত করছে। কর্পোরেট গভর্নেন্স কোন স্ব্বির প্রক্রিয়া নয়। তাই আমরা ক্রমাগত ভাবে এটা উন্নত করার চেষ্টা করছি।

একটি ভাল কর্পোরেট গভর্নেন্স জন্য প্রয়োজন একটি সুষ্ঠু, দক্ষ ও কার্যকর সিদ্ধান্ত গ্রহণ। যার লক্ষ্য কোম্পানী পরিচালনার উচ্চ পর্যায়ের স্বচ্ছতা। এটা সবসময় কোম্পানীর প্রচেষ্টা, যাতে ভাল শাসনের মাধ্যমে সীমা অতিক্রম করা যায়। ব্যবস্থাপনা কর্তৃপক্ষ কর্পোরেট গভর্নেন্স এর দুটি মৌলিক নীতিগুলি যথা স্বচ্ছতা ও প্রকাশ, কঠোর ভাবে মেনে চলে। পর্ষদ কর্তৃক প্রদত্ত কর্পোরেট গভর্নেন্স বিষয়ক একটি পৃথক প্রতিবেদন বার্ষিক প্রতিবেদনে সন্নিবেশিত করা হয়েছে।

২০১৪ সন থেকে আইএসও ৯০০১:২০০০ কোয়ালিটি ম্যানেজমেন্ট সিস্টেম (QMS) আইএসও ১৪০০১;২০০৪ এনভায়রনমেন্ট ম্যানেজমেন্ট সিস্টেম (EMS) আইএসও ১৮০০১:২০০৭ অকুশেশনাল হেলথ এন্ড সেফটি (OH&S) বাস্তবায়ন করেছে এবং এর ফলশ্রুতিতে ২০১৬ ইং সালে কোম্পানী বুরিউ ভেরিটাস কাছ থেকে সনদপত্র অর্জন করেছে। এছাড়াও এই বার্ষিক প্রতিবেদনে কর্পোরেট গভর্নেন্স বিষয়ক একটি পৃথক অধ্যায় রয়েছে।

চলমান প্রতিষ্ঠান

আর্থিক বিবরণী অনুমোদন কালে পরিচালকবৃন্দ যথাযথ অনুসন্ধান করে, পরিচালন ও আর্থিক সূচক সমূহ বিশ্লেষণ করেছেন। পরিচালকবৃন্দ আশ্বাস্ত হয়েছেন যে অদূর ভবিষ্যতে সুষ্ঠুভাবে পরিচালনায় কোম্পানীর সামর্থ্য রয়েছে। তারা অনুধাবন করতে পেরেছেন যে ভবিষ্যতে নিবিষ্ট পরিচালনার জন্য কোম্পানীর পর্যাপ্ত সম্পদ এবং আইনানুগ ভিত্তি রয়েছে এ জন্য আর্থিক বিবরণী প্রস্তুতকালে একটি চলমান ধারাবাহিক প্রতিষ্ঠান হিসাবে গন্য করে বিবরণী প্রস্তুতের সিদ্ধান্ত নেয়া হয়েছে।

মানব সম্পদ ব্যবস্থাপনাঃ

দক্ষ জনবল যে কোন প্রতিষ্ঠানের উন্নয়নের অন্যতম পূর্বশর্ত। প্রতিষ্ঠানের সাফল্য অনেকাংশে নির্ভর করে নির্দষ্ট পদের বিপরীতে যোগ্য ও দক্ষ জনবলের উপর। UPGDCL উপযুক্ত যত্ন ও সততার সাথে উপযুক্ত রক্ষণাবেক্ষণ ও অপারেশন দ্বারা প্লান্টের দক্ষতা বৃদ্ধির মাধ্যমে এই দায়িত্ব প্রতিপালন করে আসছে। যার ফলে কর্মকর্তা ও কর্মচারীদের কাজের পরিবেশ এমন সৃষ্টি হয় যাতে করে তাঁরা স্ব-স্ব ক্ষেত্রে পূর্ণ ক্ষমতা ও পেশাগত দক্ষতা প্রয়োগের মাধ্যমে সর্বোচ্চ কার্যকারিতা দেখাতে পারে।

দক্ষ জনবল গঠনে কোম্পানী কর্মকর্তা-কর্মচারীদের জন্য নিয়মিত প্রশিক্ষণ

ও কর্মশালার আয়োজন করে থাকে। যার মাধ্যমে কর্মকর্তা-কর্মচারীগণ স্ব-স্ব ক্ষেত্রে পেশাগত দক্ষতা ও অভিজ্ঞতা অর্জন করার সুযোগ পায়। সম্প্রতি উইপিজিডিসিএল Training Needs Assessment (TNA) নামক প্রশিক্ষণ পদ্ধতি বাস্তবায়ন করেছে। এই পদ্ধতি কর্মচারীদের দক্ষতা, কাজ সম্পূর্ণ করার জন্য যথেষ্ট কিনা তা নির্ধারণ করে।

আমাদের রয়েছে একটি সুচিন্তিত Employee Service Rules। কার্যকারী কর্মপরিবেশ সুনিশ্চিত করণ এবং কর্মকর্তা-কর্মচারীগণের দক্ষতা বৃদ্ধি ও প্রতিবছর একটি ধারাবাহিক পরিকল্পনা গৃহিত ও বাস্তবায়িত হয়ে আসছে। বছর শেষে উৎকৃষ্ট কর্মনৈপুণ্য প্রদর্শনের জন্য কর্মকর্তা ও কর্মচারীগণ কে উৎসাহ প্রদান করা হয় এবং তাদের প্রশিক্ষণের প্রয়োজনীয়তা নিরূপণ করা হয়। এর প্রেক্ষিতে Personnel Department প্রতিবৎসর বার্ষিক ইনক্রিমেন্ট সহ অন্যান্য সম্মানী প্রদান করে আসছে।

নিয়ম প্রতিপালনে অবস্থান

কোম্পানীর আর্থিক প্রতিবেদন বাংলাদেশ আর্থিক রিপোর্টিং স্ট্যান্ডার্ডস, কোম্পানী আইন ১৯৯৪, বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের নিয়মাবলী ১৯৮৭ অনুযায়ী প্রস্তুত করা হয়েছে। বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক আরোপিত প্রজ্ঞাপন নং- এসইসি / সিএমআর-



শেয়ারহোল্ডারদের প্রতি পরিচালনা পর্ষদের প্রতিবেদন



আরসিডি/ ২০০৬-১৫৮/১৩৪/প্রশাসন /৪৪, তারিখ- আগস্ট ৭, ২০১২, কর্পোরেট গভর্নেন্স কমপ্লায়েন্স রিপোর্ট এ সন্নিবেশিত হয়েছে। মেসার্স পোন্দার এড এসোসিয়েটস কস্ট এড ম্যানেজম্যান্ট একাউন্টেন্ট এর একটি প্রত্যয়ন পত্র এ প্রদান করা হয়েছে, যা শর্ত ৭(১) অনুসারে কর্পোরেট গভর্নেন্স গাইড লাইনের শর্ত সমূহ প্রতিপালনের সাক্ষ্য স্বরূপ। বিএএসও বিএফআরএস এর কমপ্লায়েন্স রিপোর্ট এ প্রতিবেদনে সন্নিবেশিত হয়েছে।

জাতীয় কোষাগারে অবদান

বিদ্যুৎ যে কোন দেশের অর্থনীতির প্রধান চালিকা শক্তি এবং এর বহুমুখী ব্যবহারে ও শিল্পখাতের উন্নয়নে দেশের অর্থনৈতিক প্রবৃদ্ধিতে কার্যকারী ভূমিকা রাখে। আলোচ্য বছরে আপনাদের প্রতিষ্ঠান সর্বমোট ১,৪০২.৩৫ মিলিয়ন ইউনিট কিঃ ঘঃ বিদ্যুৎ সরবরাহ করেছে। ফলে আপনাদের প্রতিষ্ঠান দেশের বিদ্যুৎ, শিল্পখাতে উৎপাদন বৃদ্ধি এবং কর্মসংস্থান বৃদ্ধিতে সহায়তা করেছে। কোম্পানীর সম্মানিত শেয়ারহোল্ডার হিসেবে আপনারা এই অবদানের জন্য গর্বিত হতে পারেন।

UPGDCL বেসরকারী খাতে বিদ্যুৎ উৎপাদন নীতির আলোকে ১৫ বছরের জন্য সম্পূর্ণ কর দায় থেকে মুক্তি পেয়েছে এসআরও নং ১৮৮-আইন/আয়কর/২০০৯-অডিনেন্স ১৯৮৪ তারিখঃ ১ জুলাই ২০০৯। কোম্পানীর ক্ষেত্রে এই কর দায় মুক্তির অবসাদ ঘটবে ২০২০ সনে ইউপিজেডি, ইপিজেড এর করমুক্তি অঞ্চলের অভ্যন্তরে অবস্থিত হওয়ায় করমুক্ত এলাকা হিসাবে ভ্যাট এবং কর অবকাশের সুবিধা পেয়ে আসছে। বিপরীতে অত্র কোম্পানী কর আইন অনুযায়ী বিভিন্ন পরিশোধিত অর্থ হতে উৎসে আয়কর, ভ্যাট এবং অন্যান্য লেভী কর্তন পূর্বক জাতীয় কোষাগারে জমা প্রদান করে আসছে। ২০১৫-১৬ সনে জাতীয় তহবিলে আপনাদের প্রতিষ্ঠানের অবদান ছিল ৪৭৬.৭২ মিলিয়ন টাকা।

ভবিষ্যৎ পরিকল্পনাঃ

ঢাকা এবং চট্টগ্রাম রপ্তানী প্রক্রিয়াজাত অঞ্চলের শিল্প সংখ্যা বৃদ্ধির পাশাপাশি বিদ্যমান শিল্পসমূহের ধারণ ক্ষমতা উন্নয়নের ফলে UPGDCL লোড ক্রমবৃদ্ধির আশংকা করে। তাছাড়াও প্রাইভেট ক্লায়েন্টদের ধারণ ক্ষমতা উন্নয়নের ফলে লোড ও ক্রমবৃদ্ধির আশংকা করে। আমরা অদূর ভবিষ্যতে আরও ক্লায়েন্ট অর্জন করতে পারব বলে আশাবাদী। এসব বিবেচনায় রেখে UPGDCL কোম্পানীর উৎপাদন ক্ষমতা ডিইপিজেডে ১০০ মেগাওয়াট এবং সিইপিজেডে ১০০ মেগাওয়াট উন্নীত করার পরিকল্পনা গ্রহণ করা হয়েছে। যেহেতু আমাদের প্লান্টগুলি মডুলার কনফিগারেশন এর তাই জেনারেটিং ইউনিট এর সংখ্যা বৃদ্ধির মাধ্যমে উৎপাদন ক্ষমতা বৃদ্ধি করা হবে। বর্ধিত বিদ্যুৎ প্রেরণ সহজতর করার জন্য সাবস্টেশন সক্ষমতাও বৃদ্ধি করা হবে।

কৃতজ্ঞতা স্বীকারঃ

আপনাদের পরিচালনা পর্ষদ কোম্পানীর সকল সদস্য ও শেয়ারহোল্ডারদের কে আন্তরিক ভাবে ধন্যবাদ জানাচ্ছে যারা বিভিন্ন সময়ে শেয়ারক্রয়ের মাধ্যমে, কোম্পানীর বিভিন্ন কাজে একাত্মতা প্রকাশ করে আসছেন এবং কোম্পানীর সকল কার্যক্রমে অংশগ্রহণ ও সম্পৃক্ততা প্রদর্শনের মাধ্যমে সর্বদা কোম্পানীর আত্মবিশ্বাস বৃদ্ধিতে সহায়তা করছেন। শেয়ারহোল্ডারদের এই আন্তরিক

সহযোগিতা ছাড়া কোম্পানী কখনই আজকের এই সাফল্যমন্ডিত অবস্থানে পৌঁছাতে পারতেনা। কোম্পানীর চালিকা শক্তি হিসাবে ইহা আমরা দৃঢ়ভাবে বিশ্বাস করি। আমরা সকল নিরঅহংকারতার উপর আস্থা রাখি যা আমাদেরকে প্রত্যাশা অনুযায়ী গন্তব্যে পৌঁছাতে সাহায্য করবে। এছাড়াও পর্ষদ স্বীকার করে যে, বছরের এই অর্জিত সাফল্য হত না যদি না সহযোগিতা, ইতিবাচক সমর্থন এবং নির্দেশাবলী গণপ্রজাতন্ত্রী বাংলাদেশ সরকার, প্রধানমন্ত্রীর অফিস, বিদ্যুৎ, জ্বালানী ও খনিজ সম্পদ মন্ত্রণালয়ের বিদ্যুৎ বিভাগ, জ্বালানী বিভাগ, অর্থমন্ত্রণালয়, জাতীয় রাজস্ব বোর্ড, বাণিজ্য মন্ত্রণালয়, বাংলাদেশ বিনিয়োগ বোর্ড, বাংলাদেশ বিদ্যুৎ উন্নয়ন বোর্ড, পেট্রোবাংলা, তিতাস গ্যাস ট্রান্সমিশন এড ডিস্ট্রিবিউশন কোম্পানী লিঃ এবং কর্ণফুলি গ্যাস এড ডিস্ট্রিবিউশন কোম্পানী লিঃ, বাংলাদেশ এনার্জী রেগুলেটরী কমিশন ও পরিবেশ অধিদপ্তর, ঢাকা এবং চট্টগ্রামের স্থানীয় প্রশাসন, ঢাকা এবং চট্টগ্রাম রপ্তানী প্রক্রিয়াজাত অঞ্চল কর্তৃপক্ষ ও এলাকার সকল জনসাধারণ সকলকে আন্তরিক ধন্যবাদ ও কৃতজ্ঞতা জানাচ্ছি।

একই সাথে পরিচালনা পর্ষদ ধন্যবাদ জানাচ্ছে কোম্পানীর কর্মকাণ্ডের সাথে সংশ্লিষ্ট সকল বিনিয়োগকারী, সরবরাহকারী, আর্থিক প্রতিষ্ঠান, ইন্স্যুরেন্স কোম্পানী, সেবা প্রদানকারী, বাংলাদেশ সিকিউরিটিজ এড এক্সচেঞ্জ কমিশন, রেজিস্ট্রার অব জয়েন্ট স্টক কোম্পানীজ এড ফার্মস, ঢাকা স্টক এক্সচেঞ্জ লিমিটেড, চট্টগ্রাম স্টক এক্সচেঞ্জ লিমিটেড, সেন্ট্রাল ডিপোজিটরি বাংলাদেশ লিমিটেড সহ সকল সরকারী সংস্থা, ব্যক্তি এবং প্রতিনিধিদের যারা আমাদের আজকের অবস্থানে আসতে সহায়তা করেছেন।

পরিচালনা পর্ষদ কোম্পানীর সকল স্তরের কর্মকর্তা কর্মচারীদের আন্তরিক ধন্যবাদ জানাচ্ছে। তাঁদের ব্যক্তিগত এবং সম্মিলিত দায়িত্ববোধ ও কর্মউদ্দীপনায় কোম্পানীকে আজকের এ সাফল্য অর্জনে সক্ষম হয়েছে। পর্ষদ কর্মকর্তা-কর্মচারীদের পরিবারের সদস্যদেরও আন্তরিক ধন্যবাদ ও কৃতজ্ঞতা জানাচ্ছে যারা সর্বদা কোম্পানীর প্রতিটি মহৎ পদক্ষেপের অন্তরালে থেকে অনুপ্রেরণার উৎস হয়ে থাকছে।

আপনাদের জন্য আমরা গর্বিত এবং UPGDCL কে দেশের বিদ্যুৎ খাতে একটি নেতৃস্থানীয় প্রতিষ্ঠান হিসাবে গড়ে উঠার প্রত্যাশা করছি।

পর্ষদের পক্ষ থেকে

(মর্দীন উদ্দিন হাসান রশিদ)
ব্যবস্থাপনা পরিচালক

PROFILES OF MANAGEMENT TEAM



MOINUDDIN HASAN RASHID

Managing Director

Mr. Moinuddin Hasan Rashid joined United Group in 2007 as a second generation Director. On October 2011 he was appointed as Managing Director of United Power Generation and Distribution Co. Ltd. Mr. Rashid is an Active Trustee of the United Trust, a CSR organization of the Group and United International University Foundation. In 2011 he oversaw commissioning of 208 MW Power Generation under three projects - KPCL II, KJAPCL and UPACL (in a record time of 120 days). He also established United Maritime Academy in 2010, one of the finest academic institutions in Bangladesh, and oversaw the development of United Land Port Teknaf Ltd, Bangladesh's only land port with Myanmar. Mr. Moinuddin Hasan Rashid supervised Power Plant expansion projects of UPGD DEPZ, UPGD CEPZ by 75 MW in 2013, oversaw commissioning of Shajahanullah Power Generation Co Ltd., 28 MW Power Plant in 2013 and United Ashuganj Energy Ltd., a 200 MW Modular Combined Cycle Power Plant in 2015.



SYED ABDUL MAYEED

Adviser

Mr. Syed Abdul Mayeed, former Chairman, Bangladesh Power Development Board, has been on-board with United Power Generation & Distribution Co. Ltd. since December 2007. He is a graduate from Bangladesh University of Engineering & Technology and has a Masters in Electrical and Electronics Engineering Degree from abroad with a work experience that spans over four decades. During his lifelong career in Bangladesh's power sector he has served in many roles beginning from Assistant Engineer to Project Director, Superintending Engineer, General Manager, Member and finally Chairman. Mr. Mayeed is a seasoned professional having sound knowledge of the overall operation of power generation, transmission and distribution of the country, inclusive of operation maintenance and development of all power projects. He is also closely associated with power sector reform activities. He has been with United Group for over a decade and has played a pivotal role in developing the power division of the Group and UPGDCL in particular.



SHEIKH ASHRAF HOSSAIN
Chief Operating Officer

Mr. Sheikh Ashraf Hossain passed his Bachelor in Science degree in in Electrical & Electronics Engineering from Bangladesh University of Engineering & Technology (BUET) in 1987 and joined Bangladesh Power Development Board (BPDB) in 1988 in Khulna Power Station. He worked in different offices in BPDB including the office of the General Manager, Commercial Operation, BPDB, Dhaka and Independent Power Producer (IPP) cell, Dhaka. During service in BPDB he completed Post Graduate Diploma in Electric Power System from Norwegian University of Science and Technology, Trondheim, Norway in 1996. He left BPDB and joined emerging private power sector in Bangladesh in 2004 in Lahmeyar International Pally Power Services. He joined United Enterprises & Co. Ltd in 2006. In 2006 he also completed MBA degree in Finance from Dhaka University. He actively participated in growing power division of United Group in implementing power plants in Dhaka EPZ, Chittagong EPZ, Ashuganj, Sylhet, Khulna, and Jessore. During the period from October 2013 to April 2015 he served Digital Power Associates Ltd., a concern of Orion Group, as Director (Technical) and successfully implemented 102 MW HFO based power plant in Narayanganj. He again joined Power Division of United Enterprises & Co. Ltd. in April 2015 as Chief Operating Officer. He played an active role in the development of 195 MW(net) gas based Combined Cycle Modular Power Plant in Ashuganj in the name of United Ashuganj Energy Ltd.(UAEL).



G. M. Didarul Islam
Executive Director (Distribution)

Mr. G.M Didarul Islam has been a part of the United Enterprises & Co Ltd's Power Division since the March 2015 when he joined as an Executive Director (Distribution). He was born on 30 June 1955 and he completed his H.S.C from Sundarban College in Khulna. After graduating with a Bachelor in Sciences degree in Electrical Engineering from Rajshahi Engineering College (currently known as RUET), he went on to work for the Bangladesh Power Development Board (BPDB). He worked in Bangladesh Power Distribution Board (BPDB) from March 1981 to June 2014 and during his long tenure, his responsibilities lied in the realm of Distribution, Operation & Maintenance, Grid Substation, Grid Operation & Maintenance and Planning (IPP Cell). Mr Didarul Islam is well-versed and well-endowed in the Power Sector of Bangladesh with a professional career spanning over three decades and it is certain that he will play an important role in the future of United Group's Power Division.



MD. EBADAT HOSSAIN BHUIYAN, FCA
Chief Finance Officer

Mr. Mohammad Ebadat Hossain Bhuiyan is a Fellow Chartered Accountant of the Institute of Chartered Accountants of Bangladesh (ICAB). He did his article ship in 2006 from Hoda Vasi Chowdhury & Co, a renowned Chartered Accountancy Firm affiliated with the globally reputed Chartered Accountancy Firm named Deloitte Touche Tohmatsu and qualified as Chartered Accountant in year 2007. He did his Masters of Business Administration (MBA) and Bachelor of Business Administration (BBA) major in Accounting and Information Systems from the University of Dhaka. He is a seasoned professional who has worked in companies such as Abul Khair Group, M & J Group and Abdul Monem Group.

PROFILES OF MANAGEMENT TEAM



MD. MAHFUZUL HAQUE, FCMA
*Company Secretary &
Head of Compliance*

Md. Mahfuzul Haque, a Fellow Member of the Institutes of Cost & Management Accountants of Bangladesh, joined United Group as Executive Director (Finance) of Power Division in 2014. Mr. Haque holds the charge of Company Secretary of United Ashuganj Energy Limited and United Power Generation and Distribution Company Ltd. Prior to joining to United Group he also served in Ashuganj Power Station Company Ltd. (APSCL) as Executive Director (Finance) and Company Secretary. He also served erstwhile Burmah Eastern Limited (Presently known as Padma Oil Limited) for more than three decades in various significant positions including the position of General Manager (Marketing), General Manager (Finance & Accounts) and Company Secretary. Born in 1954, Mr. Haque, a Management student, completed his graduation and post-graduation with excellent results from Chittagong University and then started his career as Executive of the Burmah Eastern Limited (currently known as Padma Oil Company Limited) in 1979.

Mr. Haque is also very proficient in finalizing loan agreements with various like HSBC, Standard Chartered Bank, ADB, IDB etc for APSC's projects of 225 MW CCPP, 450 MW CCPP (South) and 450 MW CCPP (North). He, who was two times General Secretary & Chairman of ICMAB Chittagong Branch, attended various training, workshop, seminar and symposiums in home and abroad on professional trips.



MIR AKHTERUL ALAM
Head of Internal Audit

Mir Akhterul Alam joined United Group in 2013 as Executive Director and Head of Internal Audit of United Power Generation & Distribution Company Ltd. (UPGDCL). Prior to joining United Group, Mr. Akhterul Alam served as Deputy General Manager in Pubali Bank Ltd. Born in 1953, he graduated with a Bachelor of Sciences degree. He also received various training such as General Banking and Credit Management from Bangladesh Institute of Bank Management, Pubali Bank Training Institute and Bangladesh Bank Training Academy. He worked at Pubali Bank from 1972 to 2013.



MD. MOJIBUL ISLAM PATOARY
Assistant General Manager (F & A),

Mr. Md. Mojibul Islam Patoary completed his post-graduation in Accounting from Comilla Victoria Government College under National University. He joined with United Group in 2006. Currently he is working as Assistant General Manager, Finance and Accounts Department. He completed his three years' article ship in 2006 from Howladar Yunus and Co., a renowned Chartered Accountancy Firm Correspondent firm with the globally reputed Chartered Accountancy Firm named Grant Thornton International Ltd. He did his Masters of Business Administration (MBA) from United International University majoring in Finance in 2013. He passed Income Tax Practitioner (ITP) under the Income Tax ordinance 1984 from National Board of Revenue (NBR), Bangladesh in 2012 and enlisted as an Income Tax Practitioner of NBR.





BENCHMARKS & MILESTONES



2007

15 JANUARY 2007

Incorporated as Private Limited Company

6 MAY 2007

UPGDCL DEPZ entered into a Power Supply Agreement with BEPZA for supply to DEPZ

6 MAY 2007

UPGDCL DEPZ entered into a Land Lease Agreement with BEPZA for constructing DEPZ plant

16 MAY 2007

UPGDCL CEPZ entered into a Power Supply Agreement with BEPZA for supply to CEPZ

16 MAY 2007

UPGDCL CEPZ entered into a Land Lease Agreement with BEPZA for constructing CEPZ plant

23 OCTOBER 2008

UPGDCL became a licensed Commercially Independent Power Producer (CIPP)

16 NOVEMBER 2008

UPGDCL DEPZ entered into a Gas Supply Agreement with TGTDC (A second GSA was signed on 27 February 2014 effective from 1 August 2009)

26 DECEMBER 2008

UPGDCL DEPZ achieved Commercial Operations



2009

2 APRIL 2009

UPGDCL DEPZ entered into a Power Supply Agreement with its first private customer, Oli Knitting & Fabrics Ltd.

9 MAY 2009

UPGDCL DEPZ entered into a Power Supply Agreement with REB

9 JULY 2009

UPGDCL CEPZ entered into a Gas Supply Agreement with BGDCL

12 AUGUST 2009

UPGDCL CEPZ achieved Commercial Operations

23 SEPTEMBER 2009

UPGDCL CEPZ entered into a Power Purchase Agreement with BPDB

22 DECEMBER 2010

Converted from Private Limited Company to Public Limited Company



2008



2010



2011

21 NOVEMBER 2011

UPGDCL DEPZ entered into an Amendment to the Power Supply Agreement with BEPZA for capacity expansion to 100 MW

21 NOVEMBER 2011

UPGDCL CEPZ entered into an Amendment to the Power Supply Agreement with BEPZA for capacity expansion to 100 MW



2012

4 APRIL 2012

UPGDCL CEPZ entered into a Power Supply Agreement with BEPZA for supply to KEPZ

4 SEPTEMBER 2012

UPGDCL DEPZ entered into a Steam Sales Agreement with Gunze United Ltd.

13 MAY 2013

UPGDCL DEPZ acquired license from BEPZA for Commercial Sales of Steam

15 MAY 2013

UPGDCL CEPZ entered into a Gas Supply Agreement with Karnaphuli Gas Distribution Co. Ltd.

17 APRIL 2013

UPGDCL held a Roadshow for discovery of Indicative Price for IPO

JULY 2013

Installed capacity of UPGDCL CEPZ increased to 72 MW through expansion

DECEMBER 2013

Installed capacity of UPGDCL DEPZ increased to 86 MW through expansion



2013



2014

13 JANUARY 2014

UPGDCL DEPZ entered into a Power Supply Agreement with its first large public customer, Bangladesh Atomic Energy Commission

18-20 MAY 2014

Successfully discovered the price for IPO under Book Building Method through Electronic Bidding conducted by DSE

9 DECEMBER 2014

Acquired consent from BSEC

19 FEBRUARY 2015

Conducted lottery for Allotment of Shares to the investors

8 MARCH 2015

Listed in Chittagong Stock Exchange

19 MARCH 2015

Listed in Dhaka Stock Exchange

5 APRIL 2015

Started trading of UPGDCL's shares in both Dhaka and Chittagong Stock Exchange



2015

ISO CERTIFICATION

UNITED POWER GENERATION AND DISTRIBUTION COMPANY LIMITED (UPGDCL) HAS IMPLEMENTED THE INTEGRATED MANAGEMENT SYSTEM (IMS) WHICH IS BASED ON ISO 9001:2008(QMS), ISO 14001:2004(EMS), OHSAS 18001:2007. IT SHOWS OUR COMMITMENT TO INCREASED PERFORMANCE, EMPLOYEE AND CUSTOMER SATISFACTION, AND CONTINUAL IMPROVEMENT. WITH AN INTEGRATED MANAGEMENT SYSTEM, WE WORK TOGETHER, WITH EACH FUNCTION ALIGNED BEHIND A SINGLE GOAL: IMPROVING THE PERFORMANCE OF THE ENTIRE ORGANIZATION. IT ALLOWS THE MANAGEMENT TEAM TO CREATE ONE SYSTEM THAT CAN HELP TO EFFECTIVELY AND EFFICIENTLY DELIVER THE ORGANIZATION'S OBJECTIVES. FROM MANAGING EMPLOYEES' NEEDS, TO MONITORING RISKS AND HAZARDS, FROM REDUCING INEFFICIENCIES AND MAXIMIZING RESOURCES, AN INTEGRATED APPROACH HELPS ACHIEVING OBJECTIVES.

Few steps those are integrated in the management system-

- Environmental Health and Safety considerations into our business planning and decision making processes, including product research and development and acquisitions/divestitures
- Identify, assess and manage environmental and occupational risks associated with our operations, to reduce or eliminate the likelihood of adverse consequences
- Comply with all applicable legal and regulatory requirements and, to the extent we determine it appropriate, adopt more stringent standards for the protection of our employees and the communities in which we operate
- Establish assurance programs, including regular audits, to assess the success of the QEHS program in meeting regulatory and other requirements.



BUREAU VERITAS
Certification



Appendix to the certification

UNITED ENGINEERING AND POWER SERVICES LTD.



Standard

**ISO 9001:2008, ISO 14001:2004 &
BS OHSAS 18001:2007**

Scope of certification

HEAD OFFICE : MARKETING, SALES AND SERVICES INCLUDING OPERATIONS AND
MAINTENANCE OF POWER PLANTS AND RELATED SYSTEM

SITE	ADDRESS	SCOPE
UNIT-1: UNITED POWER GENERATION AND DISTRIBUTION CO. LTD, DEPZ	PLOT-280, DEPZ (EXTENSION AREA), GANAKBARI, SAVAR, DHAKA.	OPERATION AND MAINTENANCE OF POWER PLANTS INCLUDING ASSOCIATED SITE ACTIVITIES
UNIT-2: UNITED POWER GENERATION AND DISTRIBUTION CO. LTD, CEPZ	PLOT-6&7, SECTOR-2/A, CEPZ, SOUTH HALISHAHAR, CHITTAGONG.	OPERATION AND MAINTENANCE OF POWER PLANTS INCLUDING ASSOCIATED SITE ACTIVITIES
UNIT-3: UNITED ASHUGANJ POWER LTD, ASHUGANJ	CHORCHARTOLA, (SHARIATNAGAR), ASHUGANJ, BRAHMANBARIA - 3402.	OPERATION AND MAINTENANCE OF POWER PLANTS INCLUDING ASSOCIATED SITE ACTIVITIES
UNIT-4: UNITED ASHUGANJ ENERGY LTD, ASHUGANJ	ASHUGANJ POWER STATION COMPLEX, ASHUGANJ, BRAHMANBARIA - 3402.	OPERATION AND MAINTENANCE OF POWER PLANTS INCLUDING ASSOCIATED SITE ACTIVITIES
UNIT-6: SHAJAHANULLAH POWER GENERATION COMPANY LTD, SYLHET	AKHALIAGHAT, KUMARGAON, SYLHET.	OPERATION AND MAINTENANCE OF POWER PLANTS INCLUDING ASSOCIATED SITE ACTIVITIES

Certificate No. IND16.8233/U

Version : 1

Revision date: 05 May 2016

Signed on behalf of BVCH SAS - UK Branch
Ramesh KOREGAVE
Director, CERTIFICATION
South Asia Region



Certification body address: 5th Floor, 66 Prescot Street, London, E1 6HG, United Kingdom

Local office: "Marwah Centre" 6th Floor, Krishanlal Marwah Marg, Opp. Ansa Industrial Estate, Off Saki Vihar Road, Andheri (East), Mumbai - 400 072, India.

Further clarifications regarding the scope of this certificate and the applicability of the management system requirements may be obtained by consulting the organization. To check this certificate validity please call +91 22 6696 6300.



8TH ANNUAL GENERAL MEETING

THE 8TH ANNUAL GENERAL MEETING (AGM) OF UNITED POWER GENERATION AND DISTRIBUTION COMPANY LTD. WAS HELD ON WEDNESDAY, 24 JUNE, 2015 AT 12.00 NOON AT ARMY GOLF CLUB, AIRPORT ROAD, DHAKA. BOARD CHAIRMAN GENERAL MD. ABDUL MUBEEN (RETD) PRESIDED OVER THE MEETING. DIRECTORS OF BOARD MR. HASAN MAHMOOD RAJA, DIRECTOR, MR. AHMED ISMAIL HOSSAIN, DIRECTOR, MR. FARIDUR RAHMAN KHAN, DIRECTOR, MR. KHANDAKER MOINUL AHSAN SHAMIM, DIRECTOR, MR. AKHTER MAHMUD RANA, DIRECTOR, MR. ABUL KALAM AZAD, DIRECTOR, MR. MOINUDDIN HASAN RASHID, MANAGING DIRECTOR, LT. GEN. (RETD) SINA IBN JAMALI, DIRECTOR, MR. MD. EBADAT HOSSAIN BHUIYAN, FCA, DIRECTOR AND MR. MD. MAHFUZUL HAQUE, FCMA, COMPANY SECRETARY AND OTHER SENIOR OFFICIALS OF THE COMPANY ATTENDED AT THE MEETING.

After recitation of verse from the Holy Quran the Chairman welcomed the shareholders' in the Annual General Meeting. The Meeting started with the Chairman's inviting comments on proceedings of last Annual General Meeting followed by comments on Directors' Report and Audited Financial Statements for the year ended 31 December 2014.

The shareholders unanimously approved the audited financial statements and proposed 30% cash and 10% stock dividends for the year ended 31 December, 2014.

General Md. Abdul Mubeen (Retd), Mr. Moinuddin Hasan Rashid and Mr. Faridur Rahman Khan were re-elected as Directors and Lt. Gen. Sina Ibn Jamali (Retd) and Mr. Md. Ebadat Hossain Bhuiyan, FCA were re-elected as Independent Directors of the Company.

Proposal for appointment of external auditors Messrs. Hoda Vasi Chowdhury & Co., Chartered Accountant being eligible, were re-appointed as Auditors of the Company to hold office till the conclusion of the next Annual General Meeting for auditing the Company's accounts for the year ending 31 December 2015 was approved by the shareholders.

A huge number of Shareholders actively participated in the discussion and they talked about the overall performance of the Company in the AGM. The Chairman General Md. Abdul Mubeen (Retd) and the Managing Director, Mr. Moinuddin Hasan Rashid replied to the queries and explained on various comments made by distinguished shareholders.

Shareholders appreciated the Company's performance during the meeting. The meeting ended with a vote of thanks to the chair.



CORPORATE SOCIAL RESPONSIBILITY

UNITED POWER GENERATION AND DISTRIBUTION COMPANY LTD (UPGDCL) SUPPORTS AND CONTRIBUTES TOWARDS MANY SOCIAL AND HUMANITARIAN CAUSES AS PART OF ITS CORPORATE SOCIAL RESPONSIBILITY. CORPORATE SOCIAL RESPONSIBILITY IS PRACTICED THROUGH ITS SISTER ORGANIZATIONS UNITED TRUST LTD. TO EMBRACE RESPONSIBILITY FOR THE COMPANY'S ACTIONS AND ENCOURAGE A POSITIVE IMPACT THROUGH ITS ACTIVITIES ON THE ENVIRONMENT, CONSUMERS, EMPLOYEES, COMMUNITIES, STAKEHOLDERS AND ALL OTHER MEMBERS OF THE PUBLIC SPHERE WHO ARE ALSO PART OF THE COMPANY'S STAKEHOLDERS. SUCH ACTIVITIES ARE IN FAVOR OF EDUCATION, POVERTY ALLEVIATION, HEALTHCARE AND SO ON.

'United Trust' (UT), registered on 29 December 2011, is a 'Social Development' wing established by the Board of Directors of United Group, the parent concern of UPGDCL, from their religious urge of helping the poor and socially disadvantaged people. Islam has made this responsibility mandatory on anybody who is financially capable in the society. UT aims to plan, build, establish, maintain and run the charitable Social Welfare projects financed by the Group in a professional and efficient way. Vision of UT is to improve the quality of life of socially disadvantaged population primarily in the rural area. It is done by addressing basic needs of the people and the society: education, health, poverty alleviation and Social Development. Any project implemented to address such issues in rural scenario ought to be of high standard and quality at par with the similar good facilities available in the urban areas of Bangladesh. In past years, UT mainly focused on "Rural Education", "Health", "Poverty Alleviation" and "Urgent Social Need". Now UT is gradually increasing our field of activities and the geographic coverage under those broad 4 areas of activities.

In Education Sector, UT aims to raise the standard of rural education through capacity building. It helps rural schools and madrasas in making up of critical deficiencies of their classrooms, laboratories, furniture, teaching aids, teacher training and providing additional teachers where necessary. At the moment, it closely patronizes one college, four high schools, six madrasas (Kamil & Fazil), eighteen primary schools, three hifzkhana and five orphanages. It also provides scholarship of Tk. 1500 - 3000/- per month to more than 50 poor but meritorious students per year.

In Health Sector, UT has also established 5 Rural Hospital/Health Complex at Malancha, Jamalpur, at Momenabad, Jamalpur, at Shamur Barhi, Louhojong, at Motkhola Kishoreganj and Nijkunjora, Feni in the past 4 years. Most of these hospitals/complexes have outdoor treatment, pathology support, and cataract operation facility. On an average, UT facilitates over 48,000 outdoor patients and 2000 cataract operations almost free of cost per year. This year i.e. 2016, UT is planning to set up General Hospital in selected District town starting with Jamalpur. Main beneficiaries will be poor and middleclass people.

In Poverty Alleviation sector, UT introduced "Interest Free Micro-Credit and Loan" for the rural women, marginal businessman and the farmers. Over 1000 rural poor people are the direct beneficiaries of this scheme per year. It also works on capacity building of rural youths, especially the women, through vocational training. So far, UT arranged training for more than 800 people on IT, handicraft, tailoring, cow fattening, poultry and fisheries followed by interest free loan to enable them to earn livelihood. This year i.e. 2016, UT is planning to increase fields of activities in this sector primarily aiming at developing rural entrepreneurship among the rural youths.

Under Social Development sector, UT aims to address the immediate needs of the people. At the moment, UT is providing approximately 25 tube-wells and more than 300 semi-pakka toilets per year to the poor rural families free of cost. It also provides approximately 20 semi-pakka homes to homeless people, grants to more than 300 families per year for marriage, debt payment and advance treatment. Besides these, it also provides donations to more than 200 mosques per year.

United Trust is gradually increasing its organogram and the field of activities for the poor of our vast rural areas. By the grace of Almighty it will continue its dedicated endeavor for the well-being of the poor and distressed people.

STATEMENT OF CORPORATE GOVERNANCE

CORPORATE GOVERNANCE IS A SYSTEM BY WHICH COMPANIES ARE DIRECTED AND CONTROLLED. AT ITS MOST LEVEL, IT IS ABOUT HOW THOSE ENTRUSTED WITH DAY TO DAY MANAGEMENT OF A COMPANY'S AFFAIRS ARE HELD ACCOUNTABLE TO SHAREHOLDERS AND OTHER PROVIDERS OF FINANCE AND WHETHER THE ORGANIZATION HAS THE APPROPRIATE CORPORATE STRUCTURE TO UNDERPIN ACCOUNTABILITY. THE PRINCIPAL CHARACTERISTICS OF CORPORATE GOVERNANCE ARE TRANSPARENCY, INDEPENDENCE, ACCOUNTABILITY, RESPONSIBILITY, FAIRNESS, AND SOCIAL RESPONSIBILITY. A GOOD GOVERNANCE PROCESS PROVIDES TRANSPARENCY OF CORPORATE POLICIES, STRATEGIES AND THE DECISION MAKING PROCESS. THIS FURTHER STRENGTHENS INTERNAL CONTROL SYSTEMS AND HELPS IN BUILDING RELATIONSHIPS WITH ALL STAKEHOLDERS. WE AT UPGDCL BELIEVE IN TRANSPARENCY AND COMMIT OURSELVES TO ADHERENCE TO GOOD CORPORATE GOVERNANCE PRACTICES AT ALL TIMES, AS WE BELIEVE THAT GOOD GOVERNANCE GENERATES GOODWILL AMONG BUSINESS PARTNERS, CUSTOMERS AND INVESTORS AND HELPS THE COMPANY GROW.

Keeping in view the size, complexity and operations, the governance framework of our company is based on the following principles:

- That the Board is appropriate in size and members are committed to their respective duties and responsibilities
- That the Company is operated by a well-defined management structure
- That timely flow of information to the Board and its Committees are ensured to enable them discharge their functions effectively
- That a sound system of risk management and internal control is in place.
- That the Company has a sound asset management policy, which assures that proper records are maintained in case of capital expenditures of the Company and that no unauthorized use or disposal of any asset occurs.
- That timely and balanced disclosure of all material information concerning the Company is made to all Stakeholders.
- That all transactions of the Company are transparent and accountability for the transactions is well established.
- That all regulatory and statutory rules and regulations are complied with.
- Meeting the needs of the current generation without compromising the ability of future generation to meet their needs.
- Always considering a holistic (social, economical and environmental) approach for decision making, venture exploring and problem solving.

THE RESPONSIBILITIES OF THE BOARD

To ensure effective maintenance of corporate governance, the Board of United Power Generation & Distribution Co. Ltd. (UPGDCL) formulates strategic objectives and policies for the Company, provides leadership and supervises management actions in implementing those objectives of the Company. In UPGDCL, the Board of Directors fully control the Company's affairs and is also accountable to the shareholders. The Board firmly believes that the success of the Company depends largely on the prevalence of a credible corporate governance practice. In discharging its responsibilities, the Board fulfills certain key functions, including:

- Board members should be informed and act ethically and in good faith, with due diligence and care, in the best interest of the company and the shareholders.
- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring and implementing corporate performance.
- Ensuring the integrity of the Company's accounting & financial reporting systems, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
- Reviewing Company's financial statements and oversee its compliance with applicable audit, accounting and reporting requirements. In doing so the Company:
 - Applies suitable accounting policies;
 - Makes prudent judgments and estimates where needed;
 - Ensure all applicable accounting standards have been followed, all material departures have been disclosed and explained in the notes to the financial statements;
 - Make sure the accounting records present the financial position of the Company accurately;
 - Prepares the financial statements on a going concern basis.
- Ensure the integrity of the corporations accounting and financial reporting systems, including their independent audit.
- Monitoring implementation and effectiveness of the approved strategic and operating plans.

- Oversee major acquisitions and divestitures and establish Company's value.
- Oversee the corporate governance of the Company
- Select, compensate, monitor and replace key executives and oversee succession planning.
- Ensure a formal and transparent board member nomination and election process.
- Ensure appropriate systems of internal control are established.
- Where committees of the board are established, their mandate, composition and working procedures should be well-defined and disclosed.
- Align key executive and board remuneration (pay) with the longer-term interests of the company and its shareholders.

The Company's policy is to maintain optimum combination of Directors. The Chairman of the Company is a non-shareholder ex-officio Director and the Board has appointed two independent Directors as per the BSEC's requirement. The short introduction of the Directors has been described in earlier pages. The Board ensures that the activities of the Company are always conducted with adherence to high ethical standards and in the best interest of the shareholders.

BOARD MEETINGS AND PROCEDURES

The number of meetings held during the period of 18 months ended 30 June 2016 was 8. The procedures for the meeting of the Board of Directors are listed below:

- Selection of Agenda:** The Chairman of the Board, in consultation with Managing Director sets the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Any member of the Board may request that an item be included on the agenda.
- Board Materials:** Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings to allow the Directors to prepare for discussion of the items at the meeting.
- Senior Management in the Board meeting:** At the invitation of the Board, members of senior management attended Board meetings or portions thereof for the purpose of participating in discussions.

THE RESPONSIBILITIES OF THE MANAGEMENT

To ensure effective maintenance of corporate governance, the Management of United Power Generation & Distribution Co. Ltd. (UPGDCL) formulates and implements tactical plan to align the organization as per strategic objectives and policies provided by the Board. In UPGDCL, the Management is in full control of the Company's affairs and is also accountable to the Board. The Management firmly believes that the success of the company is achieved through fair practice of the corporate governance framework.

In discharging its responsibilities aligned with the defined policies and objectives of the board of directors, the Management fulfills certain key functions including:

- Implementing and providing feedback about the corporate strategy, major plans of action, risk policy, annual budgets and business plans and performance objectives.
- Assisting the Board to ensure the integrity of the Company's accounting & financial reporting systems, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
- Assisting the Board to review the Company's financial statements and oversee its compliance with applicable audit, accounting and reporting requirement.
- Assisting the Board to monitor and implement the effectiveness of the approved strategic plans by adopting relevant tactical and operating plans.
- Establish Company's values as defined by the Board.
- Monitor and provide feedback about the corporate governance of the Company to the Board.

The Management builds the confidence of the Board by ensuring that the activities of the Company are always conducted with adherence to high ethical standard and in the best interest of the shareholders and other stakeholders while optimizing the wealth of the Company.

INTERNAL CONTROL FRAMEWORK

Our understanding about Internal Control aligns with the COSO Internal Control Integrated Framework, a widely used framework of internal control, which is broadly defined as a process, carried out by an entity's board of directors, management, and other personnel. It is designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting, and compliance.

The Company has adequate system of internal control in place. The well-defined organization structure, predefined authority levels, documented policy guidelines and an extensive system of internal controls ensure optimal utilization and protection of resources, reporting of financial transactions and compliance with applicable laws and regulations. The system also ensures that assets are safeguarded against loss from unauthorized use or disposition.

STATEMENT OF CORPORATE GOVERNANCE

Everyone in an organization has responsibility for internal control to some extent and all personnel should be responsible to ensure a healthy internal control system. The roles and responsibilities of the major entities are as follows –

BOARD OF DIRECTORS

The Board of Directors provide governance, guidance and oversight to the management. Our board members are objective, capable and inquisitive. They also have knowledge of the entity's activities and environment, and commit the time necessary to fulfill their board responsibilities. Management may be in a position to override controls and ignore or stifle communications from subordinates, enabling a dishonest management which intentionally misrepresents results to cover its tracks.

MANAGEMENT

The top manager of the organization has overall responsibility for designing and implementing effective internal control to ensure the requirement of the board. The top management is also liable for the issues those affects integrity and ethics and other factors of a positive control environment. In our company, the top management fulfills this duty by providing leadership and direction to senior managers and reviewing the way they're controlling the business. Senior managers, assign responsibility for establishment of more specific internal control policies and procedures to personnel responsible for the unit's functions.

AUDITORS

The internal auditors and external auditors of the organization also measure the effectiveness of internal control and report them accordingly. They assess whether the controls are properly designed, implemented and working effectively, and make recommendations on how to improve internal control. They may also review Information technology controls, which relate to the IT systems of the organization. There are laws and regulations on internal control related to financial reporting in a number of jurisdictions. To provide reasonable assurance that internal controls involved in the financial reporting process are effective, they are tested by the external auditor (the organization's public accountants), who are required to opine on the internal controls of the company and the reliability of its financial reporting.

AUDIT COMMITTEE

United Power Generation & Distribution Co. Ltd. (UPGDCL) has a very well defined audit commit, similar like other committees. The roles and the responsibilities of the audit committee are as follows -

- a) Discuss about the quality and adequacy of the organization's internal controls system and risk management process, and their effectiveness and outcomes with management, internal and external auditors and major stakeholders.
- b) Review and discuss with management and the external auditors and approve the audited financial statements of the organization and make a recommendation regarding inclusion of those financial statements in any public filing. Also review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet issues in the organization's financial statements.
- c) Review and discuss with management the types of information to be disclosed and the types of presentations to be made financial and investment related issues.
- d) Confirm the scope of audits to be performed by the external and internal auditors, monitor progress and review results and review fees and expenses. Review significant findings or unsatisfactory internal audit reports, or audit problems or difficulties encountered by the external independent auditor. Monitor management's response to all audit findings.
- e) Manage complaints concerning accounting, internal accounting controls or auditing matters.
- f) Receive regular reports from the Top Management and the Company's other Control Committees regarding deficiencies in the design or operation of internal controls and any fraud that involves management or other employees with a significant role in internal controls.
- g) Support management in resolving conflicts of interest. Monitor the adequacy of the organization's internal controls and ensure that all fraud cases are acted upon.

OPERATING STAFF

The company perceives that all staff members are responsible for reporting problems of operations, monitoring and improving their performance, and monitoring non-compliance with the corporate policies and various professional codes, or violations of policies, standards, practices and procedures. Their particular responsibilities are documented in their individual personnel files. In performance management activities they take part in all compliance and performance data collection and processing activities as they are part of various organizational units and may also be responsible for various compliance and operational-related activities of the organization. Staff and junior managers are also involved in evaluating the controls within the organizational unit using a control self-assessment.

CONCLUSION

UPGDCL ensured highest standards in corporate good governance and strict adherence to the requirements of ethical code of conduct, through close monitoring. Through the code of ethics all levels of staff have been educated and encouraged to report to whistle blowing, when they suspect wrong doings by other employees.

STATUS OF COMPLIANCE WITH THE CORPORATE GOVERNANCE GUIDELINE (CGG)

Status of compliance with the condition imposed by the Commission's Notification No. letter SEC/CMRRCD/2006-158/134/Admin/44, dated 07 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969

(Report under Condition No. 7.00)

Condition No.	Title	Complied	Not Complied	Remarks (if any)
1	Board of Directors			
1.1	Boards size			
	The number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty).	√		The UPGDCL Board is comprised 10 Directors including 01 Managing Director.
1.2	Independent Directors			
(i)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors.	√		There are Two Independent Directors in the UPGDCL Board, namely: Lt. Gen (Retd) Sina Ibn Jamali, Mr. Md. Fazlur Rahman FCA
(ii)	For the purpose of this clause 'Independent directors' means a director-			
a)	Who either does not hold any share in the company or holds less than one percent (1%) shares of the total paid-up shares of the company;	√		
b)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or shareholder who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship. His/her family members also should not hold above mentioned shares in the company :	√		
c)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary/ associated companies;	√		
d)	Who is not a member, director. or officer of any stock exchange;	√		
e)	Who is not a shareholder, director or officer of any member of stock exchange or an intermediary of the capital market;	√		
f)	Who is not a partner or an executive or was not a Partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm;	√		
g)	Who shall not be an independent director in more than 3 (three) listed companies;	√		
h)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan to a bank or a Non-Bank Financial Institution (NBFI);	√		
i)	Who has not been convicted for a criminal offence involving moral turpitude.	√		
(iii)	The independent director(s) shall be appointed by the board of directors and approved by the shareholders in the Annual General Meeting (AGM).	√		The Appointments are duly approved at AGM
(iv)	The post of independent director(s) can not remain vacant for more than 90(ninety) days.	√		No vacancy occurred
(v)	The Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded.	√		
(vi)	The tenure of office of an independent director shall be for a period of 3(three) years, which may be extended for 1(one) term only.	√		
1.3	Qualification of Independent Director (ID)			
(i)	Independent director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business.	√		
(ii)	The person should be a Business Leader/ Corporate Leader/ Bureaucrat/University Teacher with Economics or Business Studies or Law background/Professionals like Chartered Accountants, Cost & Management Accountants, and Chartered Secretaries. The independent director must have a least 12(twelve) years of corporate management /professional experiences.	√		
(iii)	In special cases the above qualifications may be relaxed subject to prior approval of the Commission.			Not Applicable
1.4	Chairman of the Board and Chief Executive Officer			

STATUS OF COMPLIANCE

Condition No.	Title	Complied	Not Complied	Remarks (if any)
(i)	The position of the chairman of the Board and the Chief Executive Officer of the companies shall be filled by different individuals. The chairman of the company shall be elected from among the directors of the company. The Board of Directors shall clearly define respective roles and responsibilities of the chairman and the chief executive officer.	√		Different persons hold the positions with separate specific responsibilities set by the Board
1.5	Directors Report to the Shareholders			
(i)	Industry outlook and possible future developments in the industry.	√		
(ii)	Segment-wise or product-wise performance.	√		
(iii)	Risks and concerns.	√		
(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin.	√		
(v)	Discussion on continuity of any Extra-Ordinary gain or loss.	√		
(vi)	Basis for related party transactions-a statement of all related party transactions should be disclosed in the annual report.	√		
(vii)	Utilization of proceeds from public issues, rights issues and/or through any others instruments.	√		
(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.	√		
(ix)	If significant variance occurs between Quarterly Financial Performance and Annual Financial Statements the management shall explain about the variance on their Annual Report.	√		
(x)	Remuneration to directors including independent directors.	√		
(xi)	The financial statements prepared by the management of the issuer company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.	√		
(xii)	Proper books of account of the issuer company have been maintained.	√		
(xiii)	Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment.	√		
(xiv)	International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standard (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed.	√		
(xv)	The system of internal control is sound in design and has been effectively implemented and monitored.	√		
(xvi)	There are no significant doubts upon the issuer company's ability to continue as a going concern. If the issuer company is not considered to be a going concern, the fact along with reasons thereof should be disclosed.	√		
(xvii)	Significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof should be explained.	√		
(xviii)	Key operating and financial data of at least preceding 5 (five) years shall be summarized.	√		
(xix)	if the issuer company has not declared dividend(cash or stock) for the year, the reasons thereof shall be given.	√		
(xx)	The number of Board meetings held during the year and attendance by each director shall be disclosed.	√		
(xxi)	The Pattern of shareholding shall be reported to disclose the aggregate number of shares (along with name wise details where stated below) held by:	√		
(xxi) a)	Parent/Subsidiary/Associated Companies and other related parties (name wise details);	√		
(xxi) b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and their spouses and minor children (name wise details);	√		
(xxi) c)	Executives;	√		

Condition No.	Title	Complied	Not Complied	Remarks (if any)
(xxi) d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details).	√		
(xxii)	In case of the appointment/re-appointment of a director the company shall disclose the following information to the shareholders:			
(xxii) a)	a brief resume of the director;	√		
(xxii) b)	nature of his/her expertise in specific functional areas;	√		
(xxii) c)	Names of companies in which the person also holds the directorship and the membership of committees of the board.	√		
2.0	Chief Financial Officer (CFO), Head of Internal Audit and Company Secretary (CS)			
2.1 Appointment	The company shall Appoint a Chief Financial Officer (CFO), a Head of Internal Audit (Internal Control and Compliance) and a Company Secretary (CS). The Board of Directors should clearly define respective roles, responsibilities and duties of the CFO, the Head of internal Audit and the CS.	√		The Company has appointed CFO, CS and Head of Internal Audit. There are clearly defined roles, responsibilities and duties which have been approved by board as per requirement of BSEC notification.
2.2 Requirement to attend the Board Meetings	The CFO and the Company Secretary of the companies shall attend the meetings of the Board of Directors, provided that the CFO and/or the Company Secretary shall not attend such part of a meeting of the Board of Directors which involves consideration of an agenda item relating to their personal matters.	√		
3.0	Audit Committee			
(i)	The company shall have an Audit Committee as a sub-committee of the Board of Directors.	√		
(ii)	The Audit Committee shall assist the Board of Directors in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business.	√		
(iii)	The Audit Committee shall be responsible to the Board of Directors. The duties of the Audit Committee shall be clearly set forth in writing	√		
3.1	Constitution of the Audit Committee			
(i)	The Audit Committee shall be composed of at least 3 (three) members.	√		
(ii)	The Board of Directors shall appoint members of the audit committee who shall be directors of the company and shall include at least 1 (one) independent director.	√		
(iii)	All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management experience,	√		
(iv)	When the term of service of the Committee members expires or there is any circumstance causing any Committee member to be unable to hold office until expiration of the term of service, thus making the number of the Committee members to be lower than the prescribed number of 3 (three) persons, the Board of Directors shall appoint the new Committee member(s) to fill up the vacancy(ies) immediately or not later than 1 (one) month from the date of vacancy(ies) in the Committee to ensure continuity of the performance of work of the Audit Committee.	√		
(v)	The company secretary shall act as the secretary of the Committee.	√		
(vi)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	√		
3.2	Chairman of the Audit Committee			
(i)	The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairman of the Audit Committee, who shall be an independent director.	√		
(ii)	Chairman of the Audit Committee shall remain present in the Annual General Meeting (AGM).	√		
3.3	Role of Audit Committee			
(i)	Oversee the financial reporting process.	√		
(ii)	Monitor choice of accounting policies and principles.	√		
(iii)	Monitor Internal Control Risk management process.	√		

STATUS OF COMPLIANCE

Condition No.	Title	Complied	Not Complied	Remarks (if any)
(iv)	Oversee hiring and performance of external auditors.	√		
(v)	Review along with the management, the annual financial, statements before submission to the board for approval.	√		
(vi)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval.	√		
(vii)	Review the adequacy of internal audit function.	√		
(viii)	Review statement of significant related party transactions submitted by the management.	√		
(ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors.	√		
(x)	When money is raised through Initial Public Offering (IPO)/Repeat Public Offering (RPO)/Rights Issue the company shall disclose to the Audit Committee about the uses/ applications of funds by major category (capital expenditure, sales and marketing expenses, working capital, etc), on a quarterly basis, as a part of their quarterly declaration of financial results. Further, on an annual basis, the company shall prepare a statement of funds utilized for the purposes other than those stated in the offer document/prospectus.	√		
3.4	Reporting of Audit Committee			
(i)	The Audit Committee shall report on its activities to the Board of Directors.	√		
(ii)	The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:-	√		
3.4.1 (ii) a)	report on conflicts of interests;			
b)	suspected or presumed fraud or irregularity or material defect in the internal control system;	√		There was no such case in the year
c)	suspected infringement of laws, including securities related laws, rules and regulations;	√		
d)	any other matter which shall be disclosed to the Board of Directors immediately.	√		
3.4.2	If the Audit Committee has reported to the Board of Directors about anything which has material impact on the financial condition and results of operation and has discussed with the Board of Directors and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board of Directors for three times or completion of a period of 6 (six) months from the date of first reporting to the Board of Directors, whichever is earlier.	√		
Reporting to the Authorities				
3.5	Reporting to the Shareholders and General Investors			
	Report on activities carried out by the Audit Committee, including any report made to the Board of Directors under condition 3.4.1 (ii) above during the year, shall be signed by the Chairman of the Audit Committee and disclosed in the annual report of the issuer company.	√		
4	External/ Statutory Auditors			
The issuer company should not engage its external/statutory auditors to perform the following services of the company; namely:-				
(i)	Appraisal or valuation services or fairness opinions.	√		
(ii)	Financial information system design and implementation	√		
(iii)	Book-keeping or other services related to the accounting records or financial statement	√		
(iv)	Broker –dealer services	√		
(v)	Actuarial services	√		
(vi)	Internal audit services	√		
(vii)	Any other services that the audit committee determines.	√		

Condition No.	Title	Complied	Not Complied	Remarks (if any)
(viii)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company.	√		
(ix)	Audit/ Certification services on compliance of corporate governance as required under clause (i) of condition o. &	√		
5	Subsidiary Company			
(i)	Provisions relating to the composition of the Board of Directors of the holding company shall be made applicable to the composition of the Board of Directors of the subsidiary company.			No subsidiary Company
(ii)	At least 1 (one) independent director of the Board of Directors of the holding company shall be a director on the Board of Directors of the subsidiary company.			No subsidiary Company
(iii)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.			No subsidiary Company
(iv)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also.			No subsidiary Company
(v)	The Audit Committee of the holding company shall also review the financial statements, in particular, the investments made by the subsidiary company.			No subsidiary Company
6	Duties of Chief Executive Officer (CEO) and Chief Financial Officer(CFO)			
The CEO and CFO shall certify to the Board that:-				
(i)	They have reviewed financial statements for the year and that to the best of their knowledge and belief:	√		
a)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	√		
b)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.	√		
(ii)	There are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent illegal or violation of the company's code of conduct.	√		
7	Reporting and Compliance of Corporate Governance			
(i)	The company shall obtain a certificate from a practicing Professional Accountant/ Secretary (Chartered Accountant/Cost and Management Accountant/Chartered Secretary) regarding compliance of conditions of Corporate Governance Guidelines of the Commission and shall send the same to the shareholders along with the Annual Report on a yearly basis.	√		Required certification has been obtained from "PODDER & ASSOCIATES" Cost & Management Accountants as on 30th June 2016.
(ii)	The directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions.	√		Status of Compliance is published with the Directors' Report as required.

CERTIFICATION ON CORPORATE GOVERNANCE



PODDER & ASSOCIATES
Cost and Management Accountants

Compliance Certificate

On

CORPORATE GOVERNANCE

To the Shareholders of

United Power Generation & Distribution Company Limited

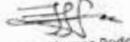
"Podder & Associates", being one of the firm of "Professional Accountants" in Bangladesh, takes the gratification to study and opine in attainment of Compliance on Corporate Governance by **United Power Generation & Distribution Company Limited** for the period ended 30th June 2016. This study is completed in accordance with the guideline set by **Bangladesh Securities and Exchange Commission (BSEC)** through the notification SEC/CMRRCD/2006-158/134/Admin/44, dated 07 August, 2012.

Accomplishment of compliance on corporate governance is the conscientiousness of the management of the Company. Our study is imperfect to the measures and execution of such as per guideline set by BSEC. It is neither an audit nor expression of opinion on the financial affairs of the Company.

As per our study and observation on the best of information & explanations provided, **United Power Generation & Distribution Company Limited** has complied with the conditions of Corporate Governance set by Bangladesh Securities And Exchange Commission.

On the above note, we would also like to state that such compliance is neither an assurance as to the future capability of the Company nor the efficiency or effectiveness by which management has conducted the affairs of the Company.

For Podder & Associates


Jayanta Kumar Podder
Cost and Management Accountant

Date: 28 SEP 2016
Place: Dhaka, Bangladesh

As per BSEC rules (letter SEC/CMRRCD/2006-158/134/Admin/44, dated 07 August, 2012), all the companies listed with any stock exchange in Bangladesh shall comply with some conditions in accordance with condition no. 7. The condition requires that the directors of the company shall state, in accordance with the Annexure attached, in the directors' report whether the company has complied with these conditions and prerequisite set by BSEC in their letter.

COMPLIANCE REPORT ON BAS AND BFRS

Sl. No.	BAS Titles	BAS Effective Date	Remarks
BAS-01	Presentation of Financial Statements	Adopted, on or after 1st January 2007	Applied
BAS-02	Inventories	Adopted, on or after 1st January 2007	Applied
BAS-07	Statement of Cash Flows	Adopted, on or after 1st January 1999	Applied
BAS-08	Accounting Policies, Changes in Accounting Estimates and Errors	Adopted, on or after 1st January 2007	Applied
BAS-10	Events after the Reporting Period	Adopted, on or after 1st January 2007	Applied
BAS-11	Construction Contracts	Adopted, on or after 1st January 1999	N/A
BAS-12	Income Taxes	Adopted, on or after 1st January 1999	Applied
BAS-16	Property, Plant & Equipment	Adopted, on or after 1st January 2007	Applied
BAS-17	Leases	Adopted, on or after 1st January 2007	Applied
BAS-18	Revenue	Adopted, on or after 1st January 2007	Applied
BAS-19	Employee Benefits	Adopted, on or after 1st January 2004	Applied
BAS-20	Accounting of Government Grants and Disclosure of Government Assistance	Adopted, on or after 1st January 1999	N/A
BAS-21	The Effects of Changes in Foreign Exchange Rates	Adopted, on or after 1st January 2007	Applied
BAS-23	Borrowing Costs	Adopted, on or after 1st January 2010	Applied
BAS-24	Related Party Disclosures	Adopted, on or after 1st January 2007	Applied
BAS-26	Accounting and Reporting by Retirement Benefit Plans	Adopted, on or after 1st January 2007	N/A
BAS-27	Separate Financial Statements	Adopted, on or after 1st January 2010	N/A
BAS-28	Investments in Associates	Adopted, on or after 1st January 2007	N/A
BAS-29	Financial Reporting in Hyperinflationary Economics	Adopted, on or after 1st January 2013	N/A
BAS-32	Financial Instruments: Presentation	Adopted, on or after 1st January 2010	Applied
BAS-33	Earnings per Share	Adopted, on or after 1st January 2007	Applied
BAS-34	Interim Financial Reporting	Adopted, on or after 1st January 1999	Applied
BAS-36	Impairment of Assets	Adopted, on or after 1st January 2005	Applied
BAS-37	Provisions, Contingent Liabilities and Contingent Assets	Adopted, on or after 1st January 2007	Applied
BAS-38	Intangible Assets	Adopted, on or after 1st January 2005	N/A
BAS-39	Financial Instruments: Recognition and Measurement	Adopted, on or after 1st January 2010	Applied
BAS-40	Investment Property	Adopted, on or after 1st January 2007	N/A
BAS-41	Agriculture	Adopted, on or after 1st January 2007	N/A

Sl. No.	BFRS Titles	BAS Effective Date	Remarks
BFRS 1	First-time adoption of International financial Reporting Standards	Adopted as BFRS 1, effective on or after 1 January 2009	N/A
BFRS 2	Share-based Payment	Adopted as BFRS 2, effective on or after 1 January 2007	N/A
BFRS 3	Business Combinations	Adopted as BFRS 3, effective on or after 1 January 2010	N/A
BFRS 4	Insurance Contracts	Adopted as BFRS 4, effective on or after 1 January 2010	N/A
BFRS 5	Non-current Assets Held for Sale and Discontinued Operations	Adopted as BFRS 5, effective on or after 1 January 2007	N/A
BFRS 6	Exploration for and Evaluation of Mineral Resources	Adopted as BFRS 6, effective on or after 1 January 2007	N/A
BFRS 7	Financial Instruments: Disclosures	Adopted as BFRS 7, effective on or after 1 January 2010	Applied
BFRS 8	Operating Segments	Adopted as BFRS 8, effective on or after 1 January 2010	N/A
BFRS 9	Financial Instruments	Adopted as BFRS 9, effective on or after 1 January 2013	Applied
BFRS 11	Joint Arrangements	Adopted as BFRS 11, effective on or after 1 January 2013	N/A
BFRS 12	Disclosure of Interests in other Entities	Adopted as BFRS 12, effective on or after 1 January 2013	N/A
BFRS 13	Fair Value Measurement	Adopted as BFRS 13, effective on or after 1 January 2013	N/A

COMMUNICATION WITH SHAREHOLDERS

In order to maintain sustainability of the Company it is imperative to ensure cooperation and communication between all stakeholders and the Company. Communication with the Shareholders is a vital aspect of Corporate Governance. The schedule and timely communication/reporting is enforced by the related regulators of the country and UPGDCL so far has never failed to comply with the time bound reporting regulations. Besides UPGDCL has an effective policy in ensuring proper information disclosure and communication. The Company regularly communicates information regarding any major development that has a sizeable impact on the operations of the business to its Shareholders, in compliance with the disclosure requirements.

INFORMATION DISCLOSURE

The Company makes use of the following forms of information disclosure:

1. Continuous Disclosure being the core form of disclosure and primary method of informing the market and shareholders
2. Periodic Disclosure being the quarterly, half yearly, yearly reporting of financial results and other issues (if any).
3. Event based Disclosure being mostly in the form of press releases as per requirement of administrative and corporate developments.

All information, that are disclosed to the Bangladesh Securities and Exchange Commission (BSEC) and the Stock Exchanges are simultaneously made available to the Shareholders of the Company in the Investor's Relations section of the Company's website <http://www.unitedpowerbd.com>

DIRECT COMMUNICATION

The Company sends hardcopies of the Quarterly, Half Yearly and Annual Reports to the Shareholders by post so that they have access to all the key information while making their valuable decisions. These reports are also kept readily available at the head office of the Company for any stakeholders to refer whenever required. The reports are also regularly uploaded to the Company website <http://www.unitedpowerbd.com> for kind information of the Shareholders and any prospective investors. These detail reporting structure provide them the opportunity to make critical analysis about the Company and their investment in it.

GENERAL MEETING

The Company recognizes the rights of the Shareholders and accordingly ensures that their right to voice their opinion is guaranteed at Shareholders' meet such as Annual and Extraordinary General Meetings (AGMs & EGMs). All members of the Board of Directors and the senior management team attend the AGM so that the queries of the Shareholders regarding the financial and non-financial results of the Company are duly addressed. These general meetings have proven to be quite effective in facilitating communication between the Shareholders and the Company as they allow instant clarifications on a myriad of queries from the Shareholders.

WEBSITE

All financial results, key performance indicators, compliance reports, other important financial and non-financial data, shareholding information etc are posted on the Company's website, <http://www.unitedpowerbd.com>. Important events and announcements of the Company are also regularly posted in the website for the Shareholders' kind information. Furthermore, information such as the record date, notice of the Annual General Meeting etc. are regularly reported to the stock exchanges, so the updated information is available on their website as well.

SHAREHOLDERS' QUERIES

In case of any queries related to the Shareholding of the Company, Shareholders may e-mail at info@unitedpowerbd.com or contact the following persons by calling at +880255052000:

1. Mr. Md. Mahfuzul Haque, FCMA : Company Secretary
2. Mr. Md. Mojibul Islam Patoary : Assistant General Manager (F&A)
3. Mr. Gazi Atiqur Rahman : Executive, Share Department

CODE OF CONDUCT AND ETHICS

	Fairness	Transparency	Respect	Reciprocity	Freedom	Trust
COLLEAGUES	<ul style="list-style-type: none"> Ban discrimination on the grounds of sex, race and political opinion; Practice respect and care towards employee at all time; Ban favoritism in recruitment, promotion, training and incentive policies. 	<ul style="list-style-type: none"> Share your knowledge without monopolizing it to your own advantage; Ensure transparency in your career path. 	<ul style="list-style-type: none"> Clearly define and responsibilities for all employees; Listen and pay constant attention to employees, respecting their values, feeling, moral stance; never use any form of undue pressure of offense. 	<ul style="list-style-type: none"> Trying to have a positive influence in our working environment; Co-operate, sharing knowledge to generate value and find legitimation of our professional identity beyond organization boundaries; Taking care of colleagues' needs 	<ul style="list-style-type: none"> Create proper environment, freedom of dissent and freedom to express what on thinks; Offer everybody the chance to practice the values of leadership and develop his/her own professional personality. 	<ul style="list-style-type: none"> Keep our commitment, admitting the possibility of mistakes made in good faith.
CLIENTS	<ul style="list-style-type: none"> Strive for client satisfaction at all times; Pay appropriate attention to each of our clients 	<ul style="list-style-type: none"> Ensure timely information on products and services at all times 	<ul style="list-style-type: none"> Maintain confidentially of any information acquired both in relation to clients and the company itself and its decisions; safeguard its assets. 	<ul style="list-style-type: none"> Offer a good return and a feeling of certainly to clients, to receive the equivalent in return; Listen to requirement and transform them into products and services. 	<ul style="list-style-type: none"> Handle interpersonal relations in free and equal terms without being in awe of those who are stronger and without arrogance towards those who are weaker. 	<ul style="list-style-type: none"> Build-up confidence through behaviors that constantly confirm our reputation.
INVESTORS	<ul style="list-style-type: none"> Pay appreciate attention to the investors, without discrimination or favoritism. 	<ul style="list-style-type: none"> Aim to be clear, complete and timely; Use most effective communication channel for investors; Turn market communication into an economic and cultural value. 	<ul style="list-style-type: none"> Behave with investors in line with corporate values and professional ethics as required by market's highest standards. 	<ul style="list-style-type: none"> Listen without prejudice to any indications that investors may communicate. 	<ul style="list-style-type: none"> Achieve freedom of action such that we can keep the promises we make to the market without undue conditioning. 	<ul style="list-style-type: none"> Develop lasting and continuous relationship with the financial community; Safeguard our consistency and credibility; Willingly accept any criticism expressed by the market
COMMUNITIES	<ul style="list-style-type: none"> Establish suitable relation with stakeholders in order to offer assistance, service and opportunities without discrimination. 	<ul style="list-style-type: none"> Keep the community we work informed of what we do and how we do it. 	<ul style="list-style-type: none"> Promote growth which is ecologically and socially sustainable. 	<ul style="list-style-type: none"> Create spaces for discussion and dialogue in which mutual exchange of information may increase our legitimacy and reputation. 	<ul style="list-style-type: none"> Respect individual moral codes and culture. 	<ul style="list-style-type: none"> Establish social and cultural relations with communities, whose distinctive features should be reciprocity.

Electricity is all around us – powering technology like our cell phones, computers, lights, soldering irons and air conditioners. Even when we try to escape electricity, it is still at work throughout nature, from the lightning in a thunderstorm to the synapses in our body.

But what exactly is electricity?

Electricity is a natural phenomenon that occurs throughout nature and takes many different forms. In the simplest of all terms, it is a form of energy that results as a flow of electric charges. Power plants use the chemical energy from the fuel, that is natural gas in our case, and converts it to mechanical energy that drives the governor system, the engines at our power plants, which in turn converts the mechanical energy to electrical energy by turning the rotor in the magnetic field of the stator thus producing our product, the driver of our nation – electricity.

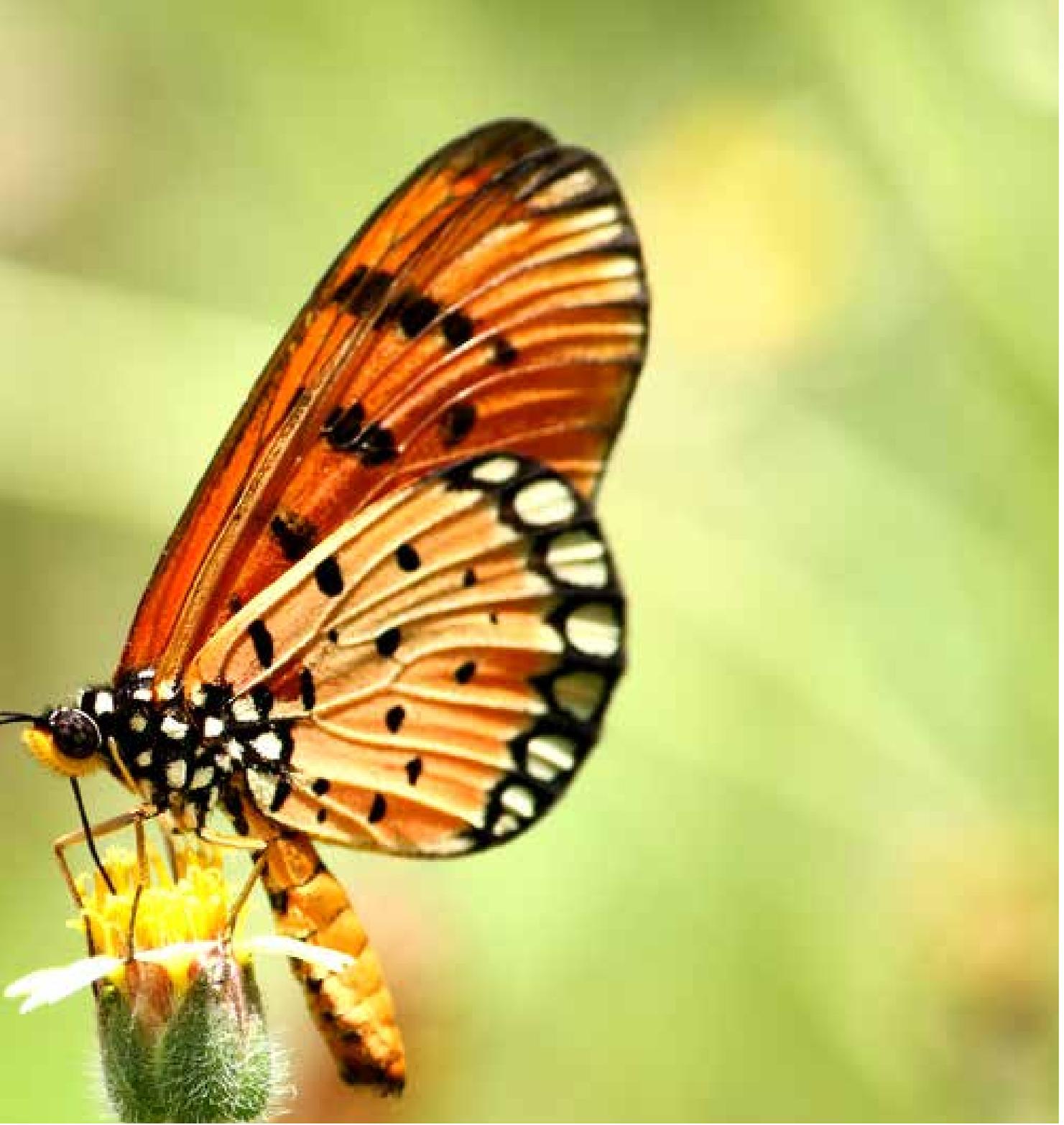
The cultivation of electricity for human use offers numerous conveniences, but it can also harm the environment and increase health risks to people.

The variety of fuels used to generate electricity all have some impact on the environment. Fossil fuel power plants release air pollution, require large amounts of cooling water and can mar large tracts of land during the mining process. Nuclear power plants are generating and accumulating copious quantities of radioactive waste that currently lack any repository. Even renewable energy facilities can affect wildlife (fish and birds), involve hazardous wastes, or require cooling water.

The Government of Bangladesh has laws to keep the environmental impacts associated with electricity production and transmission in check. Environmental laws in Bangladesh are based on the guiding principles stated in the “Bangladesh Environmental Policy 1992”. The government enforces environmental laws such as Bangladesh Environment Conservation Act 1995, Bangladesh Environment Conservation Rules 1997 etc. for the control of air pollutant emissions and set emissions standards for power plants.

UPGDCL is committed to conducting its business in socially responsible and environmentally sustainable manner. All the power plants of UPGDCL have acquired the necessary clearances from the Department of Environment (DoE), Ministry of Environment and Forest, Bangladesh and ensures compliance to the standards and limits set forth as conditions in the said clearances/licenses/permits. The environmental parameters such as air quality and noise are periodically monitored by representatives of the DoE and EPZ authorities. Thus, UPGDCL’s power plants have been operating keeping within the standard limits.

Furthermore, UPGDCL’s power plants uses natural gas, the cleanest of all fossil fuels, as its primary fuel thus keeping carbon emissions at minimum. The plants also employ best-in-class, high efficiency engines that ensure complete combustion of the fuel contributing further in reducing carbon emissions. To increase efficiency levels further several of the engines at the power plants in Dhaka & Chittagong EPZs have exhaust gas boilers fitted with them so that the exhaust gas can be used to produce quality steam that can be commercially sold to export processing industries with a demand for steam. This ensures fossil fuel saving that otherwise would have been needed to produce the steam and further reduces carbon emission to the environment as burning of that additional fossil fuel would have led to far greater concentration of greenhouse gases as exhaust.



AUDIT COMMITTEE REPORT

FOR THE PERIOD OF 18 MONTHS ENDED 30 JUNE 2016

The Audit Committee of United Power Generation and Distribution Company Ltd. (UPGDCL) was established and its Charter was approved by the Company's Board. The Audit Committee, a sub-committee of the Board, supports the Board in fulfilling its oversight responsibilities. The Audit Committee of UPGDCL comprises of the following Board members:

1. Lt. Gen. Sina Ibn Jamali, awc, psc (Retd) - Chairman
2. Mr. Abul Kalam Azad - Member
3. Mr. Md. Fazlur Rahman, FCA - Member

The Audit Committee has met five times during the period under reporting

ROLE OF THE COMMITTEE

The Audit Committee's authorities, duties and responsibilities flow from the Board's oversight function. The major responsibilities of the Committee, among others, include:

- Reviewing the quarterly, half-yearly and annual financial statements and other financial results of the company and, upon its satisfaction of the review, recommend them to the board for approval.
- Monitoring and reviewing the adequacy and effectiveness of the Company's financial reporting process, internal control and risk management system.
- Monitoring and reviewing the arrangements to ensure objectivity and effectiveness of the external and internal audit functions. Examine audit findings and material weaknesses in the system and monitor implementation of audit action plans.
- Recommending to the Board the appointment, re-appointment or removal of external auditors.
- Reviewing and monitoring the Company's ethical standards and procedures to ensure compliance with the regulatory and financial reporting requirements.

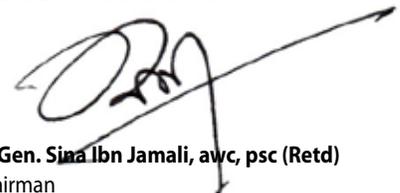
ACTIVITIES OF THE COMMITTEE ON COMPANY'S AFFAIRS FOR THE PERIOD UNDER REPORT

The Committee during the period under reporting met five and its activities include:

- Reviewing the audited financial statements of the Company and being satisfied that the critical accounting policies, significant judgments and practices used by the Company are compliant with the required laws and regulations, also confirmed by the external auditor in their independent report, thereafter recommending to the Board for adoption.
- Reviewing the quarterly financial statements of the Company and recommending the same to the Board for adoption and circulation as per the requirement of Bangladesh Securities & Exchange Commission (BSEC).
- Reviewing the external auditors' findings arising from audit, particularly comments and responses given by the management.
- Reviewing the matters as per requirement from the Bangladesh Securities and Exchange Commission (BSEC).

The committee is of the opinion that reasonable controls and procedures are in place to provide assurance that the Company's assets are safeguarded and the financial position of the Company is adequately managed.

On Behalf of the Committee



Lt. Gen. Sina Ibn Jamali, awc, psc (Retd)
Chairman

CFO & MD'S DECLARATION TO THE BOARD

Date: 8 September 2016

The Board of Directors
United Power Generation & Distribution Company Ltd
Gulshan Centre Point, House-23-23, Road-90
Gulshan 2, Dhaka 1212, Bangladesh

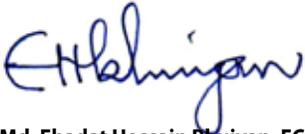
Subject : CFO and MD's Declaration to the Board

Dear Sirs,

In compliance with the condition no. 6 imposed by Bangladesh Securities & Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/ Admin/44 dated 7 August 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby certify to the Board that:

1. We have reviewed financial statements for the period of 18 months ended 30 June 2016 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
2. There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.

Yours Sincerely,



(Md. Ebadat Hossain Bhuiyan, FCA)
Chief Financial Officer



(Moinuddin Hasan Rashid)
Managing Director

SHAREHOLDING INFORMATION

AS OF 30 JUNE 2016

Name of the Shareholders	Status	Shares held	% of Shareholding
i) Parent/Subsidiary/Associated Companies and Other Related Parties			
United Enterprises & Co. Ltd.	Sponsor Shareholder	170,872,938	47.08%
ii) Directors			
Mr. Moinuddin Hasan Rashid	Managing Director	28,038,921	7.73%
Mr. Hasan Mahmood Raja	Director	28,038,921	7.73%
Mr. Ahmed Ismail Hossain	Director	28,038,921	7.73%
Mr. Akhter Mahmud Rana	Director	28,038,921	7.73%
Mr. Khandaker Moinul Ahsan Shamim	Director	28,038,921	7.73%
Mr. Faridur Rahman Khan	Director	7,788,575	2.15%
Mr. Abul Kalam Azad	Director	7,788,575	2.15%
Lt. Gen. Sina Ibn Jamali, awc, psc (Retd)	Independent Director	-	-
Mr. Md. Fazlur Rahman, FCA	Independent Director	-	-
iii) Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and Their Spouses and Minor Children			
Mr. Moinuddin Hasan Rashid	Managing Director	28,038,921	7.73%
Mr. Md. Ebadat Hossain Bhuiyan, FCA	Chief Financial Officer	-	-
Mr. Md. Mahfuzul Haque, FCMA	Company Secretary	-	-
Mr. Akhterul Alam	Head of Internal Audit	-	-
iv) Executives			
	Not Applicable		
v) Shareholders Holding 10% or more voting interest in the Company			
United Enterprises & Co. Ltd.	Sponsor Shareholder	170,872,938	47.08%

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 9th ANNUAL GENERAL MEETING of **United Power Generation & Distribution Company Ltd.** will be held on **Saturday, 29th October 2016, at 10:00 a.m., at Golf Garden, Army Golf Club, Airport Road, Dhaka** to transact the following businesses:

ORDINARY BUSINESS:

1. Consideration and adoption of the Directors' Report and the Audited Financial Statements of the Company for the 18 months ended 30 June 2016 together with the Auditors' Report thereon.
2. Declaration of Dividend for the 18 months ended 30 June 2016 as recommended by the Board of Directors.
3. Election/Re-election of Directors.
4. Appointment of Auditor for the year 2016-17 and fixation of their remuneration.

SPECIAL BUSINESS:

5. **Utilization of the Unutilized amount of the IPO proceeds and** To consider and if thought fit to pass the following resolution as special resolution.
"Resolved that, the unutilized proceeds of Tk. 331,077,648 from the initial public offering (IPO) of the company be and is hereby approved for utilization in financing working capital of the Company instead of redeeming preference shares and IPO expenses as originally planned and as stated under the head." Use of proceeds in the Prospectus of IPO dated 14 December 2014."
6. **Amendment of the Article of Association 20(a) of the Company to increase the number of Director from existing 15 to 20 and** To consider and if thought fit to pass the following resolution as special resolution:
Resolved that "Until otherwise determined in the General Meeting of the Company the number of the Directors shall be composed of not more than 20 (twenty) members"
7. **Revocation, Cancellation & set aside the special resolution taken in the EGM on 30.11.2015 on Scheme of Amalgamation of SPGCL & UAPL with UPGDCL and** To consider and if thought fit to pass the following resolution as special resolution:
"Resolved that the Special Resolution passed on 30.11.2015 approving scheme of amalgamation of Shajahanullah Power Generation Company Limited and United Ashugonj Power Limited with United Power Generation and Distribution Company Limited and the Scheme of Amalgamation itself be and are hereby revoked, cancelled and set aside."

By order of the Board of Directors



Md. Mahfuzul Haque, FCMA
Executive Director & Company Secretary

Dhaka, 03 October 2016

Notes:

1. Members whose names appeared on the Members/Depository Register as on "**Record Date i.e. 10th October 2016**" are eligible to attend the Annual General Meeting (AGM) and entitled to receive Dividend.
2. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her behalf.
3. The "Proxy Form", duly filled and stamped at Tk. 20 must be deposited at the Company's Share Office located at '**Gulshan Centre Point, House -23-26, Road -90, Gulshan - 2, Dhaka - 1212**', not later than 48 hours before commencement of the AGM.
4. Members/Proxies are requested to record their entry in the AGM well in time on 29 October 2016. The registration counter will open at 8:00 am on the AGM date.
5. In case of non-receipt of Annual Report 2015-16 of the Company sent through courier, Members may collect the same from the Company's Share Office within **28th October 2016** no additional Annual Report will be distributed at AGM venue. Soft copy of the Annual Report is available in Investor Relations section of the Company's website: www.unitedpowerbd.com.
6. The concerned Brokerage houses are requested to provide their margin loan holder's information who holds UPGDCL share with a statement showing Shareholders Name, BO ID Number, client wise Shareholding Position, Gross Dividend Receivable, applicable tax rate and net dividend receivable as on "Record Date" along with the names of the contract person to the Company's share office **on or before 20 October 2016**. The Brokerage houses are also requested to provide their Bank Account Name, Account Number, Routing Number etc.

Special Note:

No benefit or gift in cash or kind shall be given to the Shareholders for attending the 9th Annual General Meeting as per Bangladesh Securities and Exchange Commission's Circular No. SEC/CMRRCD/2009-193/154 dated 24th October 2013.

বার্ষিক সাধারণ সভার বিজ্ঞপ্তি

এতদ্বারা এই মর্মে বিজ্ঞপ্তি প্রদান করা যাচ্ছে যে, **ইউনাইটেড পাওয়ার জেনারেশন এন্ড ডিস্ট্রিবিউশন কোম্পানী লিঃ** এর নবম বার্ষিক সাধারণ সভা আগামী **শনিবার, ২৯ অক্টোবর ২০১৬ সকাল ১০:০০ ঘটিকার, স্থানঃ গলফ গার্ডেন, আর্মি গলফ ক্লাব, এয়ারপোর্ট রোড, ঢাকা** এ অনুষ্ঠিত হবে। সভার আলোচ্যসূচী নিম্নরূপঃ

সাধারণ আলোচ্যসূচীঃ

- ১। ২০১৬ সালের ৩০ জুন সমাপ্ত আঠারো মাসের কোম্পানীর পরিচালক মন্ডলীর প্রতিবেদন নিরীক্ষিত আর্থিক বিবরণীসমূহ ও নিরীক্ষকদের প্রতিবেদন গ্রহণ এবং অনুমোদন।
- ২। পরিচালনা পর্ষদের সুপারিশ অনুযায়ী ৩০ জুন ২০১৬ সমাপ্ত আঠারো মাসের লভ্যাংশ ঘোষণা অনুমোদন।
- ৩। পরিচালকবৃন্দের নির্বাচন/পুনঃনির্বাচন।
- ৪। ২০১৬-১৭ সমাপ্য বছরের জন্য অডিটর নিয়োগ ও তাদের পারিশ্রমিক নির্ধারণ।

বিশেষ আলোচ্যসূচীঃ

- ৫। **Utilization of the Unutilized amount of the IPO proceeds and** To consider and if thought fit to pass the following resolution as special resolution.

“Resolved that, the unutilized proceeds of Tk. 331,077,648 from the initial public offering (IPO) of the company be and is hereby approved for utilization in financing working capital of the Company instead of redeeming preference shares and IPO expenses as originally planned and as stated under the head.”Use of proceeds in the Prospectus of IPO dated 14 December 2014.”

- ৬। **Amendment of the Article of Association 20(a) of the Company to increase the number of Director from existing 15 to 20 and To** consider and if thought fit to pass the following resolution as special resolution:

Resolved that “Until otherwise determined in the General Meeting of the Company the number of the Directors shall be composed of not more than 20 (twenty) members”

- ৭। **Revocation, Cancellation & set aside the special resolution taken in the EGM on 30.11.2015 on Scheme of Amalgamation of SPGCL & UAPL with UPGDCL and** To consider and if thought fit to pass the following resolution as special resolution:

“Resolved that the Special Resolution passed on 30.11.2015 approving scheme of amalgamation of Shajahanullah Power Generation Company Limited and United Ashugonj Power Limited with United Power Generation and Distribution Company Limited and the Scheme of Amalgamation itself be and are hereby revoked, cancelled and set aside.”

পরিচালনা পর্ষদের নির্দেশক্রমে

মোঃ মাহফুজুল হক, এফসিএমএ
নির্বাহী পরিচালক ও কোম্পানী সচিব

ঢাকা, ০৩ অক্টোবর ২০১৬

টিকাঃ

১. যে সব শেয়ারহোল্ডারের নাম **রেকর্ড তারিখ ১০ অক্টোবর ২০১৬** কোম্পানীর সদস্য/ডিপোজিটরী বইতে নিবন্ধিত থাকবে তাঁরা সাধারণ সভায় যোগদান এবং লভ্যাংশ লাভের যোগ্য বলে বিবেচিত হবেন।
২. সদস্যবৃন্দ এই সাধারণ সভায় উপস্থিত থাকতে এবং ভোট প্রদান করতে পারবেন কিংবা তাঁর পক্ষে উপস্থিত থাকতে এবং ভোট দানের জন্য অন্য একজন প্রক্সি নিয়োগ করতে পারবেন।
৩. সভা অনুষ্ঠানের জন্য নির্ধারিত সময়ের ৪৮ ঘণ্টা পূর্বে **প্রক্সি করম** নিয়মানুযায়ী টাকা ২০/- স্ট্যাম্প সহকারে পূরণ করতঃ কোম্পানীর রেজিস্টার্ড অফিসে **গুলশান সেন্টার পয়েন্ট, বাসা নং ২৩-২৬, রোড-৯০, গুলশান-২, ঢাকা ১২১২** তে অবশ্যই জমা দিতে হবে।
৪. সকল সদস্য/প্রক্সিহোল্ডারদের **২৯ অক্টোবর ২০১৬** সভা প্রারম্ভের পূর্বেই নিবন্ধন করার জন্য অনুরোধ করা হল, রেজিস্ট্রেশন কাউন্টার সভার তারিখে সকাল ৮:০০ ঘটিকায় খোলা হবে।
৫. কুরিয়ারের মাধ্যমে পাঠানো ২০১৫-১৬ বার্ষিক প্রতিবেদন কারণ বশত না পেয়ে থাকলে, সদস্যবৃন্দ তা **২৮ অক্টোবর ২০১৬** এর মধ্যে কোম্পানীর শেয়ার অফিস থেকে সংগ্রহ করতে পারবেন। কোন অতিরিক্ত বার্ষিক প্রতিবেদন সভামঞ্চে সরবরাহ করা হবে না। বার্ষিক প্রতিবেদনের সফট কপি কোম্পানীর ওয়েব সাইট www.unitedpowerbd.com ইনভেস্টর রিলেশনে দেখা যাবে।
৬. সংশ্লিষ্ট ব্রোকারেজ হাউজ যাদের UPGDCL এর শেয়ার আছে তাদেরকে **রেকর্ড তারিখে** বর্ণিত ছক অনুযায়ী যথা শেয়ারহোল্ডারের নাম, বিও আইডি নম্বর, গ্রাহক অনুযায়ী শেয়ারহোল্ডিং বিবরণ, মোট ডিভিডেন্ড, প্রযোজ্য টাক্সরোট, এবং নিট ডিভিডেন্ড, এবং সংশ্লিষ্ট কর্তার্যক্তির নাম সহ আগামী **২০ অক্টোবর ২০১৬ তারিখের মধ্যে** কোম্পানীর শেয়ার অফিসে প্রদান করার জন্য অনুরোধ করা হল। ব্রোকারেজ হাউজদের মার্জিন লোন হোল্ডারদের ব্যাংকের নাম, ব্যাংক একাউন্ট নম্বর, রাওটিং নম্বর সহ অন্যান্য প্রয়োজনীয় তথ্যাদি প্রদান করার জন্যও অনুরোধ করা হল।

বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন কর্তৃক নোটিফিকেশন বিজ্ঞপ্তি নং এসইসি/সিএমআরআরসিডি/২০০৯-১৯৩/১৫৪ তারিখ ২৪ অক্টোবর ২০১৩ ধারা অনুযায়ী আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/খাবার/কোন ধরনের কুপন প্রদানের ব্যবস্থা থাকবে না।

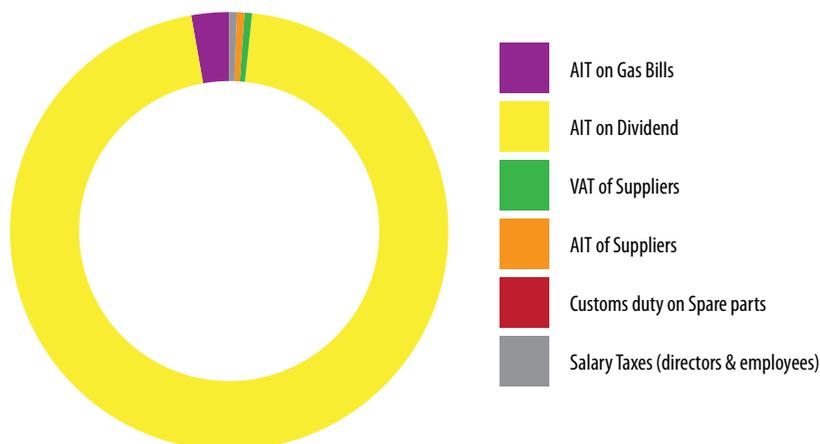
CONTRIBUTION TO THE NATIONAL EXCHEQUER

Electricity is one of the main driving forces of the economy and it has a diversified use and multiplier effect on the economy. Significantly in the development of industrialization, electricity has no alternative. During the reporting period your company sold 1,436 million units (1,436 million kWh) that was fed to the electricity distribution system. This addition has contributed notably in enhancing industrial productions and providing more job opportunities throughout the country. As a shareholder you can be proud of your Company's contribution to Bangladesh. Your company is now set to increase and enhance its contribution to national economy in the years to come.

Your Company has received exemption from all corporate taxes from the Government of Bangladesh under the Private Sector Power Generation Policy, 1996 for a period of 15 years from the commencement of its commercial operations vide S.R.O. reference 188-LAW/Income Tax/2009/Income Tax Ordinance (#36) 1984 dated 1 July 2009. Such exemption will expire on June 2023 for UPGDCL DEPZ and February 2024 for UPGDCL CEPZ. UPGDCL also enjoys VAT, tax exemptions for being located inside export processing zones (duty free zones). Conversely, it has contributed a significant amount to the national exchequer in the form of different duties, taxes and VAT while importing spare parts for the power plants' maintenance work and at investment in capital and money market. The details of such contribution to the National Exchequer and the economy is as follows:

Forms of Contribution	(amount in BDT)	
	2015-16 (18 months)	2013-14 (18 months)
Salary Taxes (directors & employees)	4,586,338	3,719,573
Customs duty on Spare parts	641,801	-
AIT of Suppliers	3,767,929	5,230,180
VAT of Suppliers	6,546,447	6,971,382
AIT on Dividend	767,089,038	-
AIT on Gas Bills	21,394,021	17,509,014
Total	804,025,574	33,430,149

Contribution to the National Exchequer for the period 2015-16



ECONOMIC VALUE ADDED STATEMENT

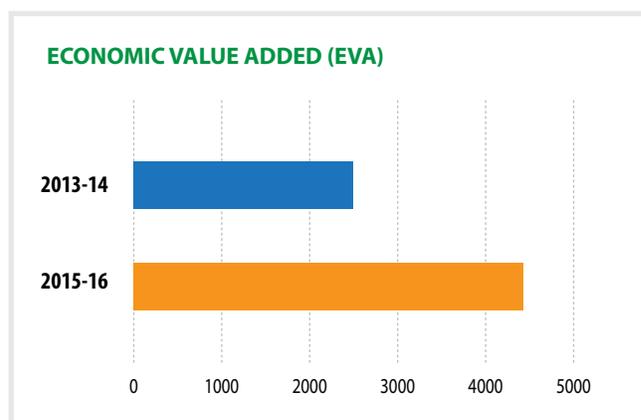
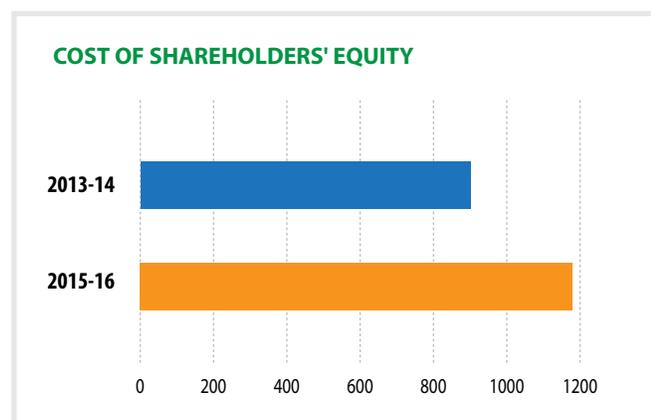
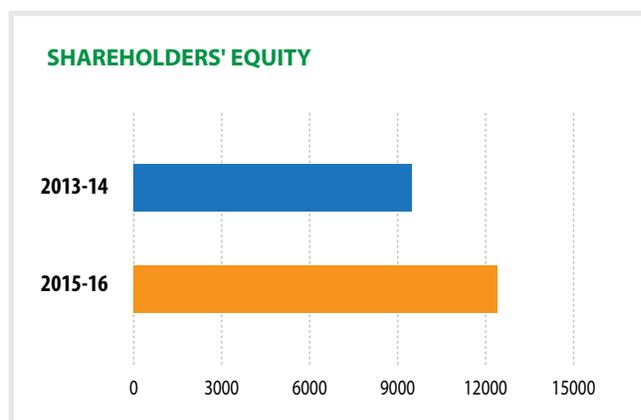
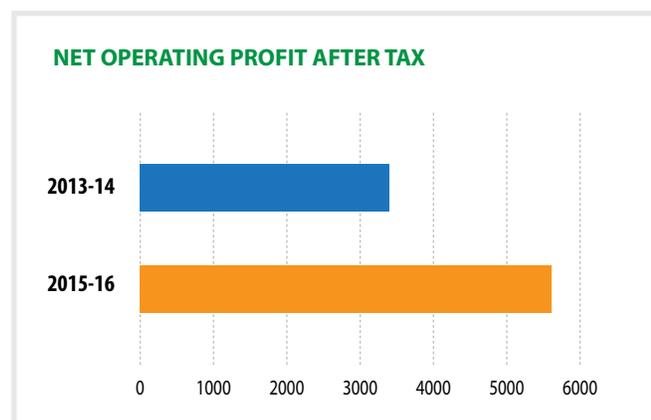
FOR THE PERIOD OF 18 MONTHS ENDED 30 JUNE 2016

Economic Value Added (EVA) is a measure of a company's financial performance based on the residual wealth calculated by deducting cost of capital from its operation profit (adjusted for taxes on a cash basis). The formula for calculating EVA is as follows:

$$\text{Economic Value Added (EVA)} = \text{Net Operating Profit after Taxes (NOPAT)} - (\text{Capital} \times \text{Cost of Capital})$$

(amount in million BDT)

Economic Value Added Statement	2015-16	2013-14
	(18 months)	
Net Operating Profit After Tax	5,606.14	3,397.79
Shareholders' Equity	12,419.21	9,485.29
Cost of Capital	9.50%	9.50%
Cost of Shareholders' Equity	1,179.82	901.10
Economic Value Added (EVA)	4,426.32	2,496.69

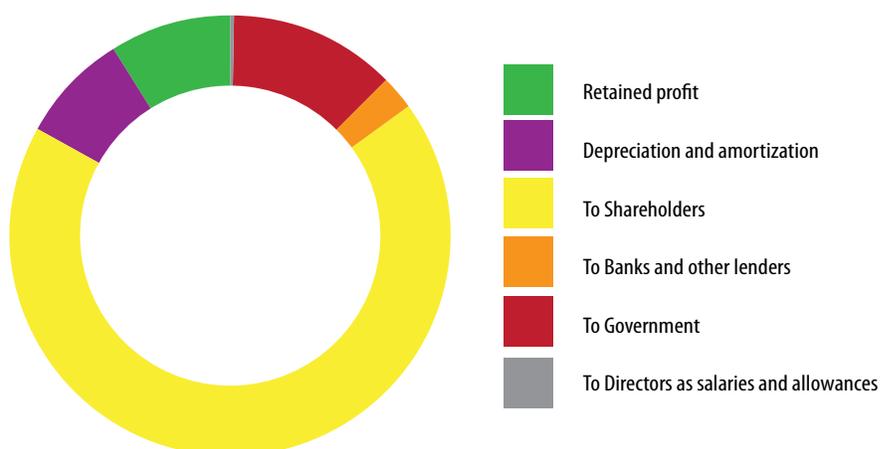


VALUE ADDED STATEMENT

A Value Added Statement (VAS) is regarded as part of social responsibility accounting. A Value Added Statement shows the wealth or value created and is attributed to all stakeholders rather than just the shareholders. The Value Added Statement (VAS) reports on the income earned by a large group of stakeholders, all the providers of capital plus employees and the government.

Particulars	(amount in Million BDT)	
	2015-16	2013-14
	(18 months)	
Value added:		
Revenue	7,901.37	6,254.16
Other income including interest income	410.72	161.84
Cost of Sales, Excluding Depreciation	(1,942.04)	(1,820.95)
Other operating expenses, excluding depreciation	(60.49)	(140.22)
Total Value Added	6,309.56	4,454.83
Distribution of added value:		
To Employees as salaries and allowances	-	-
To Directors as salaries and allowances	29.44	14.94
To Government	767.09	-
To Banks and other lenders	165.67	643.12
To Shareholders	4,281.14	-
	5,243.34	658.06
Retained for reinvestment & future growth:		
Depreciation and amortization	508.3	398.98
Retained profit	557.92	3,397.79
	1,066.22	3,796.77
Total	6,309.56	4,454.83

VALUE ADDED STATEMENT 2015 - 16



FINANCIALS



AUDITORS' REPORT

TO THE SHAREHOLDERS OF UNITED POWER GENERATION & DISTRIBUTION COMPANY LTD.

Introduction

We have audited the accompanying financial statements of United Power Generation & Distribution Company Ltd., which comprise the statement of financial position as at 30 June 2016 and statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the period of eighteen months from 01 January 2015 to 30 June 2016, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statement

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS), the Companies Act (#18) 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations. This responsibility includes: designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' 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 (BSA). Those standards require that we comply with relevant 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 auditor's 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, we consider 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, prepared in accordance with Bangladesh Financial Reporting Standards (BFRS), give a true and fair view of the state of the Company's affairs as at 30 June 2016 and of the results of its operations and cash flows for the period of eighteen months from 01 January 2015 to 30 June 2016 and comply with the Companies Act (#18) 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

We also report that:

- 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;
- 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;
- the Company's statement of financial position, statement of profit or loss and other comprehensive income, statement of cash flows and statement changes in equity together with notes dealt with by the report are in agreement with the books of account and returns; and
- the expenditure incurred and payments made were for the purposes of the Company's business.

Dated, **09 OCT 2016**


Hoda Vasi Chowdhury & Co
 Chartered Accountants

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		30-Jun-16	31-Dec-14
ASSETS			
Non-current assets			
Property, plant and equipment-net	4	8,929,915,762	9,254,961,271
		8,929,915,762	9,254,961,271
Current assets			
Inventories	5	506,065,100	251,555,997
Account receivables	6	867,737,116	851,807,451
Inter company receivables	7	2,002,238,953	1,562,043,136
Advances, deposits and prepayments	8	77,654,123	75,827,208
Cash and cash equivalents	9	609,628,757	266,872,319
		4,063,324,049	3,008,106,111
Total Assets		12,993,239,811	12,263,067,382
EQUITY AND LIABILITIES			
Capital & Reserve			
Share capital	10	3,629,446,980	2,969,497,260
Share Premium	11	2,046,000,000	-
Retained earnings	12	6,743,761,237	6,515,795,387
		12,419,208,217	9,485,292,647
Non-current liabilities			
Long term loan-non current portion	13	-	448,949,104
		-	448,949,104
Current liabilities			
Long term loan-current portion	13	-	976,149,050
Redeemable preference shares	14	-	1,192,000,000
Intercompany loan payable	15	460,000,000	-
Account payables	16	92,045,455	100,070,520
Other payables	17	21,986,139	14,785,339
Provision for taxation	18	-	45,820,721
		574,031,594	2,328,825,631
Total liabilities		574,031,594	2,328,825,631
Total equity and liabilities		12,993,239,811	12,263,067,382

1. Auditors' Report

2. The accompanying notes 1 to 44 form an integral part of these financial statements.


 Company Secretary


 Chief Financial Officer


 Director


 Managing Director


 Chairman

As per our report of same date

 Dhaka, **09 OCT 2016**

Hoda Vasi Chowdhury & Co
 Chartered Accountants

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE PERIOD 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)
Revenue	19	7,901,369,522	6,254,163,171
Cost of sales	20	(2,445,262,861)	(2,215,940,513)
Gross profit		5,456,106,661	4,038,222,658
Other operating income	21	410,719,403	161,839,153
General and administrative expenses	22	(140,831,041)	(101,730,905)
Operating profit		5,725,995,024	4,098,330,905
Finance cost	23	(165,669,372)	(643,120,809)
Net profit before income tax		5,560,325,652	3,455,210,096
Income tax expenses	24	45,820,721	(57,416,774)
Net profit for the period		5,606,146,373	3,397,793,321
Other comprehensive income		-	-
Total comprehensive income		5,606,146,373	3,397,793,321
Earning per share (EPS)	25	15.57	10.30

1. Auditors' Report
2. The accompanying notes 1 to 44 form an integral part of these financial statements.


Company Secretary


Chief Financial Officer


Director


Managing Director


Chairman

As per our report of same date

Dhaka, **09 OCT 2016**


Hoda Vasi Chowdhury & Co
Chartered Accountants

STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Share Capital	Share Premium	Retained Earnings	Total
	Taka	Taka	Taka	Taka
Balance at 1 July 2013	1,979,664,840	-	4,107,975,618	6,087,640,458
Issued for the year 2013	989,832,420	-	-	989,832,420
Net profit for the period	-	-	3,397,793,321	3,397,793,321
Dividend for the year 2013	-	-	(989,832,420)	(989,832,420)
Prior year adjustment for short provision of Income tax	-	-	(141,132)	(141,132)
Balance at 31 December 2014	2,969,497,260	-	6,515,795,387	9,485,292,647
Balance at 1 January 2015	2,969,497,260	-	6,515,795,387	9,485,292,647
Issue of ordinary Share	330,000,000	-	-	330,000,000
Issue of bonus shares to shareholder	329,949,720	-	(329,949,720)	-
Cash dividends	-	-	(2,144,673,219)	(2,144,673,219)
Interim Dividend	-	-	(2,903,557,584)	(2,903,557,584)
Share premium on ordinary share	-	2,046,000,000	-	2,046,000,000
Net profit for the period	-	-	5,606,146,373	5,606,146,373
Balance at 30 June 2016	3,629,446,980	2,046,000,000	6,743,761,237	12,419,208,217
Note(s)	10	11	12	

1. Auditors' Report
2. The accompanying notes 1 to 44 form an integral part of these financial statements.



Company Secretary



Chief Financial Officer



Director



Managing Director



Chairman

STATEMENT OF CASH FLOWS

FOR THE PERIOD 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Amount in Taka	
	1 January 2015 to 30 June 2016	1 July 2013 to 31 December 2014
A Cash flows from operating activities		
Cash received from customers	7,885,439,856	6,017,883,539
Cash received from other operating income	410,719,403	161,839,153
Cash paid to suppliers and contractors	(1,846,991,552)	(1,544,740,740)
Cash paid for other operating expenses	(487,960,919)	(345,798,145)
Payment of finance cost	(165,669,372)	(643,120,809)
Net cash flows from/ (used) in operating activities	5,795,537,416	3,646,062,996
B Cash flows from investing activities		
Payment for acquisition of property, plant and equipment	(183,256,205)	(2,110,478,145)
Proceeds from sale of property, plant and equipment	-	17,772,179
Net cash flows from/(used) in investing activities	(183,256,205)	(2,092,705,966)
C Cash flows from financing activities		
Long term loan received/(paid)	(1,425,098,154)	(823,868,970)
Redemption of cumulative preference shares	(1,192,000,000)	1,192,000,000
Share Capital received	330,000,000	-
Share premium received	2,046,000,000	-
Short term loan received/(paid)	-	(465,770,215)
Cash received / (paid) for inter-company loan	19,804,183	(1,210,619,462)
Dividend Payment	(5,048,230,803)	-
Net cash flows from/ (used) in financing activities	(5,269,524,774)	(1,308,258,647)
Net changes in cash and cash equivalents (A+B+C)	342,756,438	245,098,384
Cash and cash equivalents at the beginning of the year	266,872,319	21,773,935
Cash and cash equivalents at the end of the year	609,628,757	266,872,319

1. Auditors' Report
2. The accompanying notes 1 to 44 form an integral part of these financial statements.



Company Secretary



Chief Financial Officer



Director



Managing Director



Chairman

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

1. Reporting entity**1.1 Company profile**

United Power Generation & Distribution Company Ltd. (UPGDCL) (hereinafter referred to as “the Company”) a Public Limited Company incorporated in Bangladesh on 15th January 2007 under the Companies Act (#18) 1994 under registration no: C-65291(2783)/07 with its corporate office at Gulshan Center Point, Road No. 90-91, and House No.23-26, Gulshan-2, Dhaka-1212, Bangladesh. The Company was initially registered as a Private Limited Company formerly known as Malancha Holdings Ltd. (MHL) and subsequently converted into a Public Limited Company by share on 22 December 2010. The authorized share capital of the Company is Tk. 10,000,000,000 (Taka One Thousand crore) only divided into 800,000,000 (Eight Hundred million) ordinary shares of Tk. 10 (Tk. ten) each and 200,000,000 (Two Hundred million) redeemable preference shares of Tk. 10 (Tk. ten) each.

1.2 Nature of Business

The principal activity of the Company is to generate electricity by gas fired power plants, at Dhaka EPZ with 86 MW, Chittagong EPZ with 72 MW capacity and to sell generated electricity to the export processing industries located inside Dhaka EPZ and EPZ with the provision of selling surplus power outside the Export Processing Zones (EPZs) after fulfilling their requirement. The Company is also supplying electricity to the national grid of Bangladesh through selling the same to Dhaka PBS-1 of Rural Electrification Board (REB), Bangladesh Power Development Board (BPDB), Karnaphuli Export Processing Zone (KEPZ) and other Private Sector Companies.

1.3 Amalgamation

The Honorable High Court Division of the Supreme Court of Bangladesh by Judgment and order dated 2nd Mach 2016 sanctioned the Scheme of Amalgamation under Company Matter No. 236 of 2015. Under the amalgamation scheme, the entire undertaking of United Ashuganj Power Limited (UAPL) and Shajahanullah Power Generation Company Limited (SPGCL), (the transferor companies) will be dissolved as going concern and all assets and liabilities transferred to and vested in the United Power Generation and Distribution Company Limited (UPGDCL), (the transferee company) with effect from appointed date of 01 November 2015. Subsequently Bangladesh Securities and Exchange Commission (BSEC) filed a petition to the Honourable Supreme Court Appellate Division against the amalgamation. Considering the overall issues the shareholders of SPGCL and UAPL by their respective special resolution subject to permission Honourable Supreme Court Appellate Division in the civil petition for leave to appeal No 1572 of 2016 revoked, cancelled and set aside the special resolution passed in the EGM of the Scheme of Amalgamation. The Board of Directors of the companies have and accordingly withdrawn the application of amalgamation and applied to the Honourable Supreme Court Appellate Division recorded the facts of revocation, cancellation of special resolution on amalgamation by SPGCL and UAPL and subsequently as per the order of the court dated: 4 August 2016. Therefore disposed the civil petition appeal no. 1572 of 2016. The company have prepared the financial statements of the company without considering the amalgamation.

1.4 Capacity of the power plant**Dhaka EPZ Power Plant:**

Dhaka Export Processing Zone (DEPZ) with capacity of 41 MW at Dhaka Export Processing Zone (DEPZ) premises. In 2013, the Company increased its capacity from 41 MW to 88 MW at Dhaka Export Processing Zone (DEPZ) and The DEPZ project has installed 2 no's of Heat Recovery Boiler to produce 8 ton/h of steam, Under the agreements with Bangladesh Export Processing Zones Authority (BEPZA) signed on May 6, 2007. The plant DEPZ came into commercial operation on 26th December 2008.

Chittagong EPZ Power Plant:

Chittagong Export Processing Zone (CEPZ) with the capacity of 44 MW at Chittagong Export Processing Zone (CEPZ). In 2013, the Company increased its capacity from 44 MW to 72 MW at Chittagong Export Processing Zone (CEPZ) premises. and the CEPZ project has installed 3 no's of Heat Recovery Boiler to produce 12 ton/h of steam to sale to other customers Under the agreements with Bangladesh Export Processing Zones Authority (BEPZA) signed on May 16, 2007. The plant at CEPZ came into commercial operation on 12 August 2009.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

2. Basis of preparation of the financial statements

2.1 Statement of compliance

These financial statements have been prepared in accordance with Bangladesh Accounting Standards (BAS), Bangladesh Financial Reporting Standards (BFRS), Companies Act (#18) 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

The following Bangladesh Accounting Standards (BAS) applied for the preparation of the financial statements for the period under review:

BAS - 01	Presentation of financial statements
BAS - 02	Inventories
BAS - 07	Statement of Cash Flows
BAS - 08	Accounting Policies, Changes in Accounting estimates and Errors
BAS - 10	Events after the reporting period
BAS - 16	Property, Plant and Equipment
BAS - 18	Revenue
BAS - 21	The effects of changes in foreign exchange rates
BAS - 23	Borrowing cost
BAS - 24	Related Party Disclosure
BAS - 33	Earnings Per Share
BAS - 36	Impairment of Assets
BAS - 37	Provisions, Contingent Liabilities and Contingent assets.
BFRS - 7	Financial Instruments : Disclosures
BFRS - 9	Financial Instruments

2.2 Other Regulatory compliances

The Income Tax Ordinance (#36) 1984
 The Income Tax Rules 1984
 The Value Added Tax Act (#22) 1991
 The Value Added Tax Rules 1991

2.3 Components of Financial Statements

Being the general purpose of financial statements, the presentation of these Financial Statements are in accordance with the guidelines provided by the **Bangladesh Accounting Standard (BAS) 1 "Presentation of Financial Statements"**, the complete set of Financial Statements includes the following components.

- # Statement of Financial Position
- # Statement of Profit or Loss and Other Comprehensive Income
- # Statement of Changes in Equity
- # Statements of Cash Flows
- # Accounting policies and explanatory notes

2.4 Preparation and presentation of Financial Statements

The management of the Company is responsible for the preparation and fair presentation of Financial Statements of United Power Generation & Distribution Company Ltd. for the period ended 30 June 2016.

2.5 Authorization for issue

These financial statements have been authorised for issue by the Board of Directors of the Company on 19 September 2016.

2.6 Reporting period

Previously the company follows the income year for 12 months January to December of each year and accordingly the Financial statements are prepared and consistently followed. Now, in compliance with current law of the Income Tax Ordinance (#36) 1984, the financial statements need to be prepared for a period of 12 months commencing from 01 July each year onwards

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

2016, which shall be considered income year for the Company. For compliance with current law, Company prepared the financial statements for eighteen months ending to 30 June 2016. The Company has received the necessary permission from RJSC in this regard.

2.7 Functional and presentational currency

The financial statements are presented in Bangladesh Taka (BDT/Tk.), which is the Company's functional currency.

3 Significant accounting policies

The accounting policies set out below have been applied to the accounts consistently to all periods presented in these financial statements.

3.1 Basis of Measurement

The financial statements have been prepared, except cash flow information, using the accrual basis of accounting as well as historical cost.

3.2 Use of estimates and judgments

The preparation of financial statements in conformity with BAS and BFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to estimates are recognised prospectively.

(a) Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements.

(b) Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the period ended 30 June 2016 is included in the following notes:

Notes-4	Depreciation
Notes-5	Inventory
Notes-6	Account receivables
Notes-16	Account payables
Notes-17	Other payables

3.3 Going concern

As per BAS-1, a company is required to make assessment at the end of each year to assess its capability to continue as going concern. Management of the company makes such assessment each year. The company has adequate resources to continue in operation for the foreseeable future and has wide coverage of its liabilities. For this reason, the Directors continue to adopt the going concern assumption while preparing the financial statements.

3.4 Foreign currency

Foreign currency transactions are translated into Bangladeshi taka at the rates ruling on the transaction date. All monetary assets and liabilities at the statement of financial position date are retranslated using rates prevailing on that day. Foreign currency differences arising on retranslation are recognised in the statement of profit or loss and other comprehensive income.

3.5 Property, plant and equipment**3.5.1 Recognition and measurement**

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

3.5.2 Subsequent cost

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in the statement of profit or loss and other comprehensive income as incurred.

3.5.3 Retirement and disposals

An asset is derecognised on disposal or when no future economic benefits are expected from its use and subsequent disposal. Gain or loss arising from the retirement or disposal of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised as gain or loss from disposal of asset in the statement of profit or loss comprehensive income.

3.5.4 Depreciation

Property, plant and equipment are stated at cost less accumulated depreciation. All property, plant and equipment have been depreciated on straight line method.

In respect of addition of fixed assets, depreciation is not charged in the year of addition. Full year's depreciation is charged in the year of disposal. Residual value is estimated to be zero for all assets. The rates of depreciation vary according to the estimated useful lives of the items of all property, plant and equipment.

The rate of depreciation of property, plant and equipment are as follows:

Name of the assets	Depreciation rates (%)
Plant and machinery	3.33%
Gas line	2%
Office equipment	15%
Furniture and fixtures	10%
Transport and vehicles	10%

The asset's depreciation method, residual values and useful lives are reviewed and adjusted if appropriate at the end of each reporting period.

3.6 Inventories

Inventories primarily include maintenance spare parts, lube oil, and fuel are valued in accordance with BAS-2 (Inventories) at the lower of cost and net realizable value. Net realizable value is based on estimated selling price in the ordinary course of business less any further costs expected to be incurred to make the sale. Cost is calculated on First In First Out (FIFO) basis and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition. When inventories are used, the carrying amount of those inventories are recognised in the period in which the related revenue is recognised.

3.7 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

3.7.1 Financial assets

The Company initially recognises receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the date at which the Company becomes a party to the contractual provisions of the transaction.

The Company derecognises a financial asset when the contractual rights or probabilities of receiving the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Financial assets include trade receivables, inter company receivables, cash and cash equivalents etc.

(a) Account receivables

Account receivables represent the amounts due from customers for rendering services. Account receivables are recognised initially at cost which is the fair value of the consideration given for them. Provision for doubtful debts, if any, are made at the discretion of the management.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

(b) Advance, Deposits and Prepayments

Advance are initially measured at cost. After initial recognition advances are carried at cost less deduction or adjustments. Deposits are measured at payment value. Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to the statements of Profit or Loss and other Comprehensive Income.

(c) Cash and cash equivalents

Cash and cash equivalents include cash in hand and cash at bank which are held and available for use by the Company without any restriction. For the purposes of the statement of cash flows, cash and cash equivalents comprise cash in hand, deposits held at bank and financial institutions and short-term highly liquid investments with maturities of three months or less from the date of acquisition.

3.7.2 Financial liabilities

A financial liability is recognised when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the Company of resources embodying economic benefits. The Company initially recognises financial liabilities on the transaction date at which the Company becomes a party to the contractual provisions of the liability.

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled or expired.

Financial liabilities include account payables, Other payables and accrual, redeemable preference share and other current liabilities.

(a) Account and other payables

Other payables consist of unpaid bills payable to different parties for gas and lubricant consumption. The Company recognises a trade payable when its contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits.

(b) Borrowings

Borrowings are classified into both current and non-current liabilities. Principal amounts of the loans and borrowings are stated at their amortised amount. Borrowings repayable after twelve months from the date of statement of financial position are classified as non-current liabilities whereas the portion of borrowings repayable within twelve months from the date of statement of financial position, unpaid interest and other charges are classified as current liabilities.

(c) 11% Redeemable preference shares

The Company issued 11% redeemable preference shares during the year 2013. As per BAS-32 Financial Instruments: Presentation, the substance of a financial instrument rather than its legal form governs its classification on the entity's financial statements. Accordingly, the redeemable preference shares which, in substance, meet the conditions of a financial liability, have been classified as liabilities in these financial statements.

3.8 Impairment**3.8.1 Financial assets**

Account receivables is assessed at each date of statement of financial position to determine whether there is objective evidence that it is impaired. Account receivable is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the assets, and that the loss had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

3.8.2 Non-financial assets

At each reporting date, indicators of impairment are reviewed. For this review, the Company is considered as a single cash generating unit and assets are reviewed. If any indication exists, the assets' recoverable amount will need to be estimated. As at 30 June 2016, the assessment of indicators of impairment reveals that impairment testing is not required for the Company.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

3.9 Revenue recognition

Revenue is recognised in the statement of profit or loss and other comprehensive income upon supply of electricity, quantum of which is determined by survey of meter reading jointly by the Company. As per BAS-18 Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue measured at the fair value of the consideration received or receivable. The following specific recognition criteria must be met before revenue is recognized:

- The amount of revenue can be measured reliably
- The flow of economic benefits to the entity is probable
- The stage of completion at the period end can be measured reliably
- The cost incurred to date and the cost to completion can be measured reliably.
- When the service is performed in accordance with the terms of contractual arrangement

Revenue is recognized, excluding Value Added Tax and other Government levies, on the basis of net units of energy generated and transmitted to the authorized customer's transmission systems and invoiced on a monthly basis upon transmission to the customers. Revenues are valued using rates in effect when services are provided to customers. Accrued billed revenues are presented in current assets as trade receivables and the corresponding cost is included in operating expenses.

3.10 Finance cost

Finance expenses comprise interest expense on loan and overdraft. All borrowing costs are recognised in the statement of profit or loss and other comprehensive income using effective interest method except to the extent that they are capitalized during construction period of the plants in accordance with BAS-23 Borrowing cost.

3.11 Employee benefit schemes

Workers profit participation fund (WPPF)

The government of Bangladesh has made an amendment to the Labour Law 2006 in July 2013. As per amended section-232 (chha) of the Act, any undertaking carrying on business to earn profit is liable to make provision for WPPF at 5% of the net profit and also need to be distributed within 9 months of the statement of financial position/balance sheet date. UPGDCL has no employees and the Operation and maintenance activities of UPGDCL are managed by 191 employees of United Engineering and Power Services Limited under an O&M Contract. Therefore the provision of WPPF is not applicable for the company.

Considering the situation as above UPGDCL board of directors are of the view that UPGDCL is not required to make provision for WPPF for the period and as such no provision for workers profit participation fund (WPPF) has been made in the accounts of this Company for the period ended 30 June 2016.

3.12 Income Tax

Tax on the statement of comprehensive income for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

3.13 Current tax

No provision is required for income tax on the company's profits as the Company has received exemption from all such taxes from the Government of Bangladesh under the private sector power generation policy for a period of 15 years from start of its commercial operation, vide SRO ref: 188-Law/Income Tax/2009-Income Tax ordinance (#36) 1984 dated 01 July 2009. Such exemption of Dhaka EPZ Power Plant will expire on 2023 and Chittagong EPZ Power Plant on 2024. So tax provision is not required to be maintained by the Company.

3.14 Deferred Tax

As there is considerable time remaining before expiry of tax exempt period, management feels it is not possible to make a reasonable estimate of deferred tax assets/liabilities at this stage.

3.15 Provisions

A provision is recognised in the statement of financial position when the Company has a legal or constructive obligation as

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation and accordingly provision for expenses has been made in the accounts.

3.16 Contingent liability

Contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

The company has contingent liability during this year which has been disclosed in Notes-38.

3.17 Contingent asset

Contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

A Contingent asset shall not be recognised. Only when the realisation of the related economic benefits is virtually certain should recognition take place provided that it can be measured reliably because, at that point, the asset is no longer contingent. The Company has contingent asset that has been disclosed in notes-37.

3.18 Statements of cash flows

Cash Flow Statements has been prepared under direct method as per BAS-7 Statements of Cash Flows.

3.19 Earning per share

- a) Basic earnings per share
The Company represents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss for the current year attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.
- b) Weighted average number of shares outstanding during the year
This represents the number of ordinary shares outstanding at the beginning of the year plus the number of ordinary shares issued during the year multiplied by a time weighting factor. The time weighting factor is the numbers of days the specific shares are outstanding as a proportion of the total number of days in the period.
- c) Diluted earnings per share
Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the affects of all dilutive potential ordinary shares. However, dilution of EPS is not applicable for these financial statements as there was no potential dilutive ordinary shares during the period.

3.20 Comparative Information:

The financial statements have been prepared for a period of eighteen months ended 30 June 2016 whereas the comparative figures have been presented for eighteen months ended 31 December 2014, therefore the comparative figures are comparable.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

4 Property, Plant and Equipment-net 30 June 2016

SL No	Particulars	COST				Rate of Depreciation %	DEPRECIATION				WDV as at 30 June, 2016
		Balance as at 1st January, 2015	Addition during the period	Adjustment/ Disposal during the period	Balance as at 30 June 2016		Balance as at 1st January, 2015	Charges during the period	Adjustment/ Disposal during the period	Balance as at 30 June 2016	
1	Plant and Machinery	9,907,951,148	175,713,630	-	10,083,664,778	3.33	870,017,606	496,794,030	-	1,366,811,636	8,716,853,142
2	Gas Line	225,054,911	-	-	225,054,911	2	25,590,671	6,751,647	-	32,342,318	192,712,593
3	Office Equipment	10,522,677	65,875	-	10,588,552	15	3,391,717	2,372,542.95	-	5,764,260	4,824,292
4	Furniture & Fixture	1,954,451	448,700	-	2,403,151	10	293,389	313,568	-	606,957	1,796,194
5	Motor Vehicle	11,456,836	7,028,000	-	18,484,836	10	2,685,370	2,069,925.40	-	4,755,295	13,729,541
Total -2016 (Tk.)		10,156,940,023	183,256,205	-	10,340,196,228		901,978,753	508,301,713	-	1,410,280,466	8,929,915,762

Property, Plant and Equipment-net 31 December 2014

SL No	Particulars	COST				Rate of Depreciation %	DEPRECIATION				WDV as at 31 December, 2014
		Balance as at 1st January, 2014	Addition during the year	Adjustment/ Disposal during the year	Balance as at 31 December 2014		Balance as at 1st January, 2014	Charges during the year	Adjustment/ Disposal during the year	Balance as at 31 December 2014	
1	Plant and Machinery	9,829,268,588	114,448,621	35,766,061	9,907,951,148	3.33	547,467,001	327,314,644	4,764,039	870,017,606	9,037,933,542
2	Gas Line	205,581,967	19,472,944	-	225,054,911	2	21,479,032	4,111,639	-	25,590,671	199,464,240
3	Office Equipment	9,367,112	1,155,565	-	10,522,677	15	1,986,650	1,405,067	-	3,391,717	7,130,960
4	Furniture & Fixture	1,169,828	784,623	-	1,954,451	10	176,406	116,983	-	293,389	1,661,062
5	Motor Vehicle	7,166,836	4,290,000	-	11,456,836	10	1,968,686	716,684	-	2,685,370	8,771,466
Total -2014 (Tk.)		10,052,554,331	140,151,753	35,766,061	10,156,940,023		573,077,775	333,665,017	4,764,039	901,978,753	9,254,961,271

Property, Plant and Equipment-net 31 December 2013

SL No	Particulars	COST				Rate of Depreciation %	DEPRECIATION				WDV as at 31 December, 2013
		Balance as at 1st January, 2013	Addition during the year	Adjustment/ Disposal during the year	Balance as at 31 December 2013		Balance as at 1st January, 2013	Charges during the year	Adjustment/ Disposal during the year	Balance as at 31 December 2013	
1	Plant and Machinery	3,793,833,146	6,035,435,441	-	9,829,268,587	3.33	484,360,210	63,106,791	-	547,467,001	9,281,801,586
2	Gas Line	148,705,152	56,876,815	-	205,581,967	2	19,991,980	1,487,051	-	21,479,031	184,102,936
3	Office Equipment	7,158,854	2,208,258	-	9,367,112	15	1,565,986	420,664	-	1,986,650	7,380,462
4	Furniture & Fixture	978,023	191,805	-	1,169,828	10	141,916	34,490	-	176,406	993,422
5	Motor Vehicle	5,236,836	1,930,000	-	7,166,836	10	1,706,843	261,842	-	1,968,685	5,198,151
Total -2013 (Tk.)		3,955,912,011	6,096,642,319	-	10,052,554,330		507,766,936	65,310,838	-	573,077,774	9,479,476,556

Allocation of Depreciation Expenses

Particulars	1 January 2015 to 30 June 2016	1 July 2013 to 31 December 2014
Operating Expenses (Notes- 20)	503,218,696	394,986,096
Administrative Expenses (Notes- 22)	5,083,018	3,989,759
	508,301,714	398,975,855

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

4.1 Power plant**4.1.1 Plant description****4.1.1.1 Dhaka EPZ and Chittagong EPZ Power Plant**

The natural gas fired power plants of Dhaka EPZ power plant consist of Wärtsilä, Rolls Royce and MTU engine generators with 30 years expected useful life, which form the major part of the power generation companies. This gas fired generating set consists of auxiliaries, exhaust gas silencer and electrical, mechanical & civil construction and erection. Each power plant has fourteen (14) integrated systems named fuel, lubrication oil, compressed air, cooling, charge air, exhaust, water treatment, fire protection, emission control, automation, electrical, station service, DC and high voltage systems. At DEPZ there are four (4) gas fired engines with the capacity of 8.73 MW each, five (5) gas fired engines with capacity of 9.34 MW each and two (2) gas fired engines with the capacity of 2 MW each for the generation of electricity. At CEPZ there are five (5) gas fired engines with the capacity of 8.73 MW each and three (3) gas fired engines of capacity 9.34 MW. The total output of these stationary power plants at DPEZ and CEPZ is 86 MW & 72 MW respectively.

4.1.2 Environmental impact

The environmental impact of a gas power plant is low; it is both efficient and environmentally sound. These gas power plants have the highest simple-cycle efficiency in the market. Natural gas has the lowest CO₂ emissions compared to other fossil fuels. The SO₂ and PM emissions are relatively low for power plants running on natural gas. The NO_x emissions are also lower than with fuel oil-fired diesel/HFU engines. The engine cooling arrangement using closed-circuit radiator cooling reduces plant process water consumption to almost zero, minimizing the effect on local water resources. Effective sound-proofing allows the plant to be operated even in densely populated areas.

4.1.3 Gas Line**Dhaka EPZ and Chittagong EPZ power plant:**

According to Power Supply Agreement, dated 6th and 16th May 2007 with Bangladesh Export Processing Zone Authority (BEPZA); BEPZA, at their own cost, shall provide necessary gas connection of required quantity and specification from the nearest District Regulatory Station (DRS) of Titas Gas Transmission and Distribution Company Limited and Bakhrabad Gas system Limited, the former name of Karnaphuli Gas Distribution Company Ltd. BEPZA shall maintain such gas connection until the expire of a period of fifty (50) years unless extended or earlier termination. Although both parties agreed upon this condition but due to lack of initiative by concerned authority (BEPZA), UPGDCL has established this gas line back on 17 November 2008 at its own cost. For DEPZ plant the initial contract was for 6.91 (Million Cubic Feet Per Day) MMCFD. Subsequently additional allocation 9 MMCFD gas given by Titas Gas Transmission & Distribution Company Ltd. for further capacity enhancement. Thus total contract load is 15.91 MMCFD. For CEPZ plant the initial contract was for 10.68 MMCFD. An additional allocation was given for another 4 MMCFD by Karnaphuli Gas Distribution Company Ltd for further capacity enhancement. Thus total contract load is 14.68 MMCFD. Gas line cost includes Electric Resistance Welded (ERW) carbon steel pipe, tape for gas line, Regulating & Metering System (RMS), Town Border Station (TBS), line accessories, and construction and commissioning expenditures.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		As at 30 June 2016	As at 31 December 2014
5 Inventories			
Spare parts	5.1	494,164,198	245,304,781
Fuel and lubricants	5.2	11,900,902	6,251,216
		506,065,100	251,555,997

Inventories comprises spare parts and fuel & lubricants which are used for maintenance and operational purpose of power plants machineries. Inventories are valued at the lower of cost and net realizable value.

5.1 Spare parts

Opening balance		245,304,781	218,754,767
Purchase during the year		573,025,018	250,947,315
Issued during the year		(324,165,601)	(224,397,301)
	5.3	494,164,198	245,304,781

5.2 Fuel and lubricants

Opening balance		6,251,216	32,184,865
Purchase during the year		71,350,259	44,284,506
Issued during the year		(65,700,573)	(70,218,155)
	5.3	11,900,902	6,251,216

5.3 Break-up of Inventories

	Spare parts				Fuel and lubricants			
	Quantity (Nos)		Amount (Taka)		Quantity (Litre)		Amount (Taka)	
	2016	2014	2016	2014	2016	2014	2016	2014
DEPZ	24,982	11,408	278,545,427	134,199,535	17,498	15,026	2,792,326	3,632,226
CEPZ	21,316	7,993	215,618,772	111,105,246	25,333	10,016	9,108,575	2,618,990
Total	46,298	19,401	494,164,198	245,304,781	42,831	25,042	11,900,902	6,251,216

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		As at 30 June 2016	As at 31 December 2014
6 Account Receivables			
Bangladesh Power Development Board (BPDB)		209,329,447	293,453,039
Rural Electrification Board (REB)		205,161,098	262,949,572
Chittagong Export Processing Zone (CEPZ)		145,036,652	135,640,893
Dhaka Export Processing Zone (DEPZ)		128,637,299	94,102,143
Karnaphuli Export Processing Zone (KEPZ)		36,505,442	32,107,248
Oli Knitting Fabrics Ltd.		7,838,463	5,573,758
Lilac Fashion		3,104,610	2,377,460
Dhaka Thai Ltd		4,462,136	3,041,900
Ahad Fashion Ltd.		931,744	164,623
Atomic Energy Research Establishment (AERE)		839,494	509,089
Rahimafrooz Accumulators Limited		4,430,238	2,008,129
GMS Composite Knitting Ind. Ltd.		17,382,846	8,220,794
Square Textile Limited		16,895,250	9,335,898
Gunze United Limited		2,395,701	1,630,234
Rahimafrooz Batteries Limited (Unit-2)		2,735,250	169,471
Zam Zam Engineering Limited		403,200	523,200
Mega Yarn		52,144,969	-
Fountain Garments Ltd.		1,333,570	-
Matin Spinning mills Ltd.		20,370,409	-
Mashihata Sweaters Ltd.		6,883,337	-
Plastoccats Ltd.		915,961	-
		867,737,116	851,807,451

The Company did not charge any interest for the time being on the receivables to BPDB and REB considering the strategic reasons but the Company is actively considering applying the clause to charge interest on the receivables. Upon realization of the principal amount, the Company shall pursue collection of interest separately.

7 Inter company receivable

United Enterprises & Co. Ltd.	2,002,238,953	1,562,043,136
	2,002,238,953	1,562,043,136

As per decision in the meeting of the Board of Directors, dated, 01 January 2014, interest has been charged on the inter company loan from 1st January 2014 @ average FDR interest rate receivable by UPGDCL against their FDR in respective commercial banks (note-21).

8 Advances, deposits and prepayments

Advances	8.1	62,369,024	64,179,208
Security and other deposits	8.2	9,499,433	6,159,667
Prepayments	8.3	5,785,666	5,488,333
		77,654,123	75,827,208

8.1 Advances

Advance against Expense	59,334,024	61,381,689
Against Land Lease Rent	1,612,519	1,112,519
Against Salary	500,000	500,000
Advance income tax	922,481	1,185,000
	62,369,024	64,179,208

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		As at 30 June 2016	As at 31 December 2014
8.2 Security and other deposits			
LC Margin		3,649,433	309,667
Bank guarantee margin		5,850,000	5,850,000
		9,499,433	6,159,667
8.3 Prepayments			
Insurance premium		5,477,333	5,113,333
BERC license fees		308,333	375,000
		5,785,666	5,488,333
9 Cash and cash equivalents			
Cash in hand		224,926	190,786
Cash at bank	9.1	375,842,144	161,736,533
Fixed Deposits Receipts (FDR)	9.2	233,561,687	104,945,000
		609,628,757	266,872,319
9.1 Cash at bank			
Dhaka Bank Ltd.		33,104,824	125,924,438
Standard Chartered Bank		91,935	93,931
One Bank Limited		16,450	18,295
Mercantile Bank Limited		43,181	47,941
Dutch-Bangla Bank Ltd.		3,598,305	25,930,456
The City Bank Ltd.		18,324	22,135
Shahjalal Islami Bank Ltd.		933,810	2,359,871
National Bank Ltd.		2,693	6,260
Eastern Bank Ltd.		42,762	44,757
Brac Bank		142,720	141,738
Jamuna Bank		178,575	5,639,580
Trust Bank Ltd		176,137	188,937
Eastern Bank Ltd.-Escrow		1,135,866	1,318,194
BRAC Bank.-GB-IPO A/C		336,356,562	-
		375,842,144	161,736,533
9.2 Fixed Deposits Receipts (FDR):			
Lanka Bangla Finance Limited		233,561,687	94,511,250
Dhaka Bank Limited		-	10,433,750
		233,561,687	104,945,000
10 Share capital			
10.1 Authorized share capital			
1000,000,000 ordinary shares of Tk. 10 each		10,000,000,000	8,000,000,000
200,000,000 redeemable preference shares of Tk. 10 each		-	2,000,000,000
		10,000,000,000	10,000,000,000

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		As at 30 June 2016	As at 31 December 2014

10.2 Issued, subscribed and paid-up capital

296,949,726 ordinary shares of Tk. 10 each

33,000,000 ordinary shares issued through IPO of Tk. 10 each

32,994,972 bonus shares of Tk. 10 each

2,969,497,260	2,969,497,260
330,000,000	-
329,949,720	-
3,629,446,980	2,969,497,260

10.3 Shareholding position is as follows:

SL No.	Name of the Shareholders	No. of Shares		Percentage of share holding		2016	2014
		2016	2014	2016	2014	Taka	Taka
1	Hasan Mahmood Raja	28,038,921	25,489,929	7.73%	8.58%	280,389,210	254,899,290
2	Ahmed Ismail Hossain	28,038,921	25,489,929	7.73%	8.58%	280,389,210	254,899,290
3	Akhter Mahmud Rana	28,038,921	25,489,929	7.73%	8.58%	280,389,210	254,899,290
4	Khandaker Moinul Ahsan Shamim	28,038,921	25,489,929	7.73%	8.58%	280,389,210	254,899,290
5	Faridur Rahman Khan	7,788,575	7,080,523	2.15%	2.38%	77,885,750	70,805,230
6	Abul Kalam Azad	7,788,575	7,080,523	2.15%	2.38%	77,885,750	70,805,230
7	Moinuddin Hasan Rashid	28,038,921	25,489,929	7.73%	8.58%	280,389,210	254,899,290
8	United Enterprises & Co. Ltd	170,872,938	155,339,035	47.08%	52.31%	1,708,729,380	1,553,390,350
9	General Investors	36,300,005	-	10.00%	0.00%	363,000,050	-
Total		362,944,698	296,949,726	100%	100%	3,629,446,980	2,969,497,260

10.4 Classification of shareholders' by holding

Range of the shares	No of shareholders		No of shares	
	2016	2014	2016	2014
01 to 5000 shares	20,622	-	10,823,735	-
5,001 to 20,000 shares	760	-	7,617,731	-
20,001 to 50,000 shares	157	-	4,822,117	-
50,001 to 1,000,000 shares	91	-	12,032,792	-
1,000,001 to 10,000,000 shares	3	2	16,580,780	14,161,046
over 10,000,000 shares	6	6	311,067,543	282,788,680
Total	21,639	8	362,944,698	296,949,726

11 Share Premium

Share Premium

2,046,000,000	-
2,046,000,000	-

This represents premium of Tk. 62 per share of 33,000,000 ordinary shares of Tk. 10 each.

12 Retained earnings

Opening balance

Profit during the period

Dividends

Prior year adjustment for short provision of Income tax

6,515,795,387	4,107,975,618
5,606,146,373	3,397,793,321
(5,378,180,523)	(989,832,420)
-	(141,132)
6,743,761,237	6,515,795,387

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		As at 30 June 2016	As at 31 December 2014
13 Long term loan			
Non current portion	13.1	-	448,949,104
Current portion	13.2	-	976,149,050
		-	1,425,098,154
13.1 Non current portion			
Dutch-Bangla Bank Ltd.		-	448,949,104
		-	448,949,104
13.2 Current portion			
Dhaka Bank Limited		-	660,425,548
Dutch-Bangla Bank Ltd.		-	315,723,502
		-	976,149,050

The company repaid all the outstanding long term loans on 30 March 2016.

a) Dhaka Bank Limited

This is a syndicated loan arranged by Dhaka Bank Ltd. Total facility amount is Taka 115.00 crore, out of which Investment Promotion and Financing Facility (IPFF) fund was Taka 92.00 crore and the remaining Taka 23.00 crore was syndicated non IPFF term loan.

- Interest rate:
 - For IPFF loan: 364 days Bangladesh Bank Treasury bill rate plus 0.30%(IPFF margin) plus 2.50% (PFI's margin).
 - For Non-IPFF Syndicated Loan: 15.50% p.a.
- Tenure: For IPFF Door -to-Door 120 months (10 years) from the date of disbursement.
- Repayment: For IPFF- 34 equal quarterly instalments and for non-IPFF- 21 equal instalments.
- Purpose: To pay off the Syndicated Term Loan arranged by SCB and IDLC.
- Security: Hypothecation of all fixed and floating assets including but not limited to machinery, book debts, furniture and equipment on first ranking pair passu basis creating present and future charge with the RJSC.

b) Dutch-Bangla Bank Ltd.

This is arranged by Dutch-Bangla Bank Ltd. Total facility amount is Taka 135 crore, out of which Investment Promotion and Financing Facility (IPFF) fund was Taka 108 crore and the remaining Taka 27 crore was non IPFF term loan.

- Interest rate:

For IPFF loan: 360 days Bangladesh Bank Treasury bill rate plus 0.30% (IPFF margin) plus 2.10% (PFI's margin).

For Non-IPFF Syndicated Loan: 15.50% p.a.
- Tenure: For IPFF Door - to - Door 120 months (10 years) from the date of 1st disbursement.
- Repayment: 28 equal quarterly instalments.
- Purpose: To implement the CEPZ power project.
- Security: Hypothecation of all fixed and floating assets including but not limited to machinery, book debts, furniture, fixture and equipment on first ranking pair passu basis creating present and future charge with the RJSC.

14 Redeemable Preference Share capital @ 11%

Opening Balance	-	2,000,000,000
Issued during the year	-	-
Repayment during the year	-	(808,000,000)
Balance as at 31 December	-	1,192,000,000

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)

14.1 Non-current portion

Non-current portion	-	-
Current portion	-	1,192,000,000
	-	1,192,000,000

As per declaration to prospectus by UPGDCL, IPO proceeds were utilized for full redemption of redeemable cumulative preference shares in the year 2015.

Shareholding position of 11% redeemable preference shares :

Name of the shareholders	2016		2014	
	No. of Shares	Face Value	No. of Shares	Face Value
Eastern Bank Ltd.	-	-	-	-
Pubali bank Ltd.	-	-	40,000,000	400,000,000
Delta Brac Housing Finance Ltd.	-	-	7,200,000	72,000,000
Trust Bank Ltd.	-	-	16,000,000	160,000,000
The City Bank Ltd.	-	-	24,000,000	240,000,000
Jamuna Bank Ltd.	-	-	16,000,000	160,000,000
Standard bank Ltd.	-	-	16,000,000	160,000,000
Total	-	-	119,200,000	1,192,000,000

Name of the Instrument is Redeemable cumulative preference share and other features of the instruments are as follows :

- Number of shares to be issued 200,000,000
- Issue size in currency is BDT 2,000,000,000
- Face value is BDT 10
- Issue price is BDT 10
- Purpose of issue is to make expansion of power plants in DEPZ & CEPZ
- Security of the instrument is put option on expansion assets.
- Tenure is 5 years.
- Dividend rate is 11% p.a
- Frequency of dividend payment is quarterly payable in arrears commencing from 1st quarter of 1st year
- Frequency of Capital Redemption is yearly payable in arrears in equal instalments commencing from 4 the quarter of 1st year
- Participation fee is 0.80% (upfront).

15 Inter company Loan Payable

United Ashuganj Power Limited	385,000,000	-
Shajahanullah Power Generation Company Limited	75,000,000	-
	460,000,000	-

16 Account payables

Gas bill for DEPZ - Titas Gas Transmission & Distribution Company Ltd.	32,500,000	34,496,017
Gas bill for CEPZ - Karnaphuli Gas Distribution Company Ltd.	59,545,455	65,574,503
	92,045,455	100,070,520

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)
17 Other payables			
Operation & Maintenance expense		600,000	2,802,697
Service charge on gas bill		5,954,544	6,557,450
VAT payable		10,332,911	1,734,283
Provision for Expenses		1,880,003	-
Directors Remuneration		1,250,000	1,250,000
Audit fees		243,750	299,000
Security expenses		-	195,790
Security Money Received	17.1	700,000	756,904
TDS payable		517,403	390,000
C&F Bill		380,000	642,367
Utility bill		87,528	127,500
Medical expenses		24,000	13,755
Welfare fund		16,000	15,593
		21,986,139	14,785,339
17.1 Security Money Received			
Lilac Fashion wear Ltd.	17.3	700,000	700,000
Delco Building Systems		-	56,904
		700,000	756,904
17.2	United Power Generation & Distribution Company Limited has entered into a management agreement with United Engineering & Power Services Ltd. (UEPSL) for providing technical and operational support. Therefore, no. of employees of UPGDCL during the year is "nil".		
17.3	Security deposit received comprises of an amount equal to 2 months MMC (Monthly Minimum Charge) received from Lilac Fashion Wear Ltd.		
18 Provision for taxation			
Opening balance		45,820,721	12,094,683
Adjustment during the year	18.1 & 18.2	(45,820,721)	141,132
Addition during the year		-	45,820,721
Paid during the year		-	(12,235,815)
		-	45,820,721
18.1	The provision for income tax had been made shortfall in 2013 Tk. 141,132, subsequently provision had been made in 2014 by prior year adjustment.		
18.2	No provision is required for income tax on the company's profits as the Company has received exemption from all such taxes from the Government of Bangladesh under the private sector power generation policy for a period of 15 years from start of its commercial operation, vide SRO ref: 188-Law/Income Tax/2009-Income Tax ordinance (#36) 1984 dated 01 July 2009. Such exemption of Dhaka EPZ Power Plant will expire on 2023 and Chittagong EPZ Power Plant on 2024. So tax provision is not required to be maintained by the Company. For that last year provision for income tax Tk. 45,820,721 has been prospectively recognized in the statement of profit or loss and other comprehensive income as per BAS 8, para-34 & 36.		

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)
19 Revenue			
From power supply	19.1	7,887,591,158	6,251,758,257
From steam supply	19.2	13,778,364	2,404,914
		7,901,369,522	6,254,163,171
19.1 From power supply			
Chittagong Export Processing Zone (CEPZ)		2,472,839,756	2,135,396,388
Dhaka Export Processing Zone (DEPZ)		2,108,226,324	1,791,827,731
Rural Electrification Board (REB)		1,076,846,183	944,759,388
Bangladesh Power Development Board (BPDB)		746,293,258	796,116,819
Karnaphuli Export Processing Zone (KEPZ)		592,258,109	409,930,170
GMS Composite Knitting Ind. Ltd.		212,731,718	33,559,403
Square Textile Limited		207,985,456	36,388,211
Mega Yarn		132,087,759	-
Dhaka Thai Ltd		68,112,346	34,430,234
Rahimafrooz Accumulators Limited		56,829,893	12,184,942
Oli Knitting Fabrics Ltd.		41,927,535	43,882,863
Rahimafrooz Batteries Limited		25,834,876	161,401
Matin Spinning mills Ltd.		95,443,614	-
Atomic Energy Research Establishment (AERE)		13,842,694	5,097,100
Fountain Garments limited		16,486,800	-
Lilac Fashion		6,754,474	7,069,047
Ahad Fashion		5,662,460	954,559
Plastoccats limited		872,344	-
Mashihata Sweaters ltd		6,555,559	-
		7,887,591,158	6,251,758,257
19.2 From steam supply			
Gunze United Limited		13,778,364	2,404,914
		13,778,364	2,404,914

- Revenue includes 18 months from 1 January 2015 to 30 June 2016 for Dhaka EPZ power plant and Chittagong EPZ power Plant. During the period revenue increased of the company by Tk. 1,647,206,351/- as compared to the previous (18 months) due to the increasing production capacity and tariff enhancement. During the period the Company generated electricity totally 1,436,331,568 kwh (DEPZ power plant generated 749,354,680 kwh, CEPZ power plant generated 686,976,888 kwh)
- Out of total revenue of Dhaka EPZ power plant's contribution is Tk. 4,089,978,398/-, Chittagong EPZ power plant is Tk. 3,811,391,128/-.
- Moreover, of the total revenue of Dhaka EPZ power plant, Tk. 2,235,220,752/- comes from the expanded project. The expanded unit of Dhaka EPZ power plant came into operation in the year 2014.
- Similarly of the total revenue of Chittagong EPZ power plant, Tk. 1,482,207,660/- comes from the expanded unit. The expanded unit of Chittagong EPZ power plant came into operation in the year 2014.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)
20 Cost of sales			
Fuel and energy		1,194,591,210	1,041,485,515
Operation and maintenance expenses	20.1	620,665,220	637,880,733
Depreciation expenses	4	503,218,696	394,986,096
Minimum load charge		88,959,769	94,634,261
Insurance premium		16,068,000	18,174,000
Security expenses		4,989,701	3,908,804
Entertainment		5,313,292	4,519,289
Traveling and conveyance		2,346,574	2,380,987
Land lease rent		3,208,363	2,660,394
Utility bill		1,343,327	1,127,134
License and other fees		1,196,133	2,924,145
Environmental expenses		401,370	744,000
Telephone, mobile, internet & dish line bill		702,300	619,578
Vehicle running and maintenance		461,219	845,409
Site office expenses		471,697	442,858
Fire fighting expenses		360,490	355,248
Printing and stationery		382,529	736,350
Beautification and gardening expenses		191,602	17,768
Newspaper, postage and courier		104,721	89,024
Computer maintenance		61,500	-
Liquidity damage charge		-	1,824,542
Rent, rates and taxes		-	2,454,365
Medical expenses		225,148	477,571
Discount on sales		-	2,652,442
		2,445,262,861	2,215,940,513
20.1 Operation and maintenance expenses			
Operational expenses		101,933,137	112,429,268
Stores and spares consumed		389,866,174	442,662,334
Repair and maintenance		128,865,909	82,789,131
		620,665,220	1,074,968,356
21 Other operating income			
Investment income	21.10	338,518,183	154,630,349
Interest income on IPO fund		67,173,464	-
Burn lube oil/use drum sales		4,512,136	6,695,280
Scrap Sale		515,620	513,524
		410,719,403	161,839,153
21.1 Investment income			
Interest income		124,322,366	11,360,285
Interest on Inter Company Loan		214,195,817	143,270,064
		338,518,183	154,630,349

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)
22 General and administrative expenses			
Personnel costs			
Salary and bonus		-	9,084,480
Welfare and benefits		-	2,373,914
		-	11,458,394
IPO Expenses		33,014,114	-
Directors' remuneration		29,437,502	14,941,457
Office maintenance		16,245,000	-
Consultancy fees		10,157,500	15,145,500
CDBL & listing Fee		8,677,837	-
Advertisement		7,626,588	1,230,000
AGM Expenses		4,133,712	-
Underwriter Commission		4,098,600	-
BSEC Consent fee		3,564,000	-
Depreciation on property, plant & equipment	4	5,083,018	3,989,759
Vehicle running expenses		2,965,111	5,326,301
EGM Expenses		1,887,386	-
Office rent		1,962,000	19,620,000
Entertainment		1,773,704	1,260,691
Auditor's fee	22.1	1,562,063	1,282,250
Printing and stationery		1,307,204	1,866,307
Tax expense		1,185,000	-
Bidding fees		1,000,000	-
Traveling and conveyance		1,184,895	2,683,470
Bank charge and commission		883,254	4,776,834
Postage, telephone and telex		669,912	194,726
Gift and complements		944,164	95,000
Office expenses		365,750	124,014
Board meeting fees		437,500	-
Legal fees		379,000	2,121,675
Trade licence & Others		228,785	4,255
RJSC		38,900	717,366
Newspaper bill		10,342	23,420
Medical expenses		8,200	151,020
Computer maintenance		-	5,730
Overseas Travelling		-	1,055,394
Other administrative expenses		-	27,500
Loss on disposal of fixed assets		-	13,229,843
Fine, Membership Fees and others		-	400,000
		140,831,041	101,730,905

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)
22.1 The break up of auditor's fee are as below:			
Statutory audit		568,750	575,000
Certification fees of use of proceed of IPO		40,250	172,500
Professional Fee		953,063	-
Custom, Credit rating & various certification for IPO		-	534,750
		1,562,063	1,282,250
23 Finance cost			
Interest on long term loan	23.1	107,735,118	418,861,523
Interest on overdraft	23.2	1,528,369	14,189,350
Preference share Dividend	23.3	56,399,561	185,571,507
Preference share Settlement fees		6,324	-
Preference share agency fees		-	3,902,180
Preference share participation fees			18,400,000
Term Loan agency fees			2,196,250
		165,669,372	643,120,809
23.1 Interest on long term loan			
Dhaka Bank Limited		43,075,357	163,444,735
Dutch Bangla Bank Limited		64,659,761	178,360,178
Trust Bank Ltd.		-	77,056,609
		107,735,118	418,861,523
23.2 Interest on overdraft			
Dhaka Bank Limited		1,528,369	14,189,350
		1,528,369	14,189,350
23.3 Preference share Dividend			
Eastern Bank Ltd.		-	21,671,507
Pubali bank Ltd.		18,926,028	55,000,000
Delta Brac Housing Finance Ltd.		3,406,685	9,900,000
Trust Bank Ltd.		7,570,410	22,000,000
The City Bank Ltd.		11,355,618	33,000,000
Jamuna Bank Ltd.		7,570,410	22,000,000
Standard bank Ltd.		7,570,410	22,000,000
		56,399,561	185,571,507
24 Income tax expenses			
Income tax expenses		45,820,721	(57,416,774)
		45,820,721	(57,416,774)

No provision is required for income tax on the company's profits as the Company has received exemption from all such taxes from the Government of Bangladesh under the private sector power generation policy for a period of 15 years from start of its commercial operation, vide SRO ref: 188-Law/Income Tax/2009-Income Tax ordinance (#36) 1984 dated 01 July 2009. Such exemption of Dhaka EPZ Power Plant will expire on 2023, Chittagong EPZ Power Plant on 2024. So tax provision is not required to be maintained by the Company. For that last year provision for income tax has been prospectively recognized in the statement of profit or loss and other comprehensive income as per IAS 8, para-34 & 36 which has now been reversed.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)
25 Earnings per share			
Basic EPS			
Net profit for the period		5,606,146,373	3,397,793,321
Weighted average number of shares outstanding during the period		359,988,575	296,949,726
		15.57	11.44
Restated Earning Per Share			
Net profit for the period		5,606,146,373	3,397,793,321
Weighted average number of shares outstanding during the period		359,988,575	329,944,699
		15.57	10.30
Weighted average number of shares outstanding during the period		30-Jun-16	Restated 31-Dec-14
No. of Share outstanding at the beginning of the year		296,949,726	296,949,726
No. of Share allotted through IPO on 19.02.2015		30,043,876	-
		326,993,602	296,949,726
No. of Share allotted through stock dividend on 24.06.2015		32,994,973	32,994,973
Total Weighted average no. of share outstanding after dilution		359,988,575	329,944,699

Since the stock/bonus issue is an issue without consideration, the issue has been treated as if the event had occurred at the beginning of the earliest period presented and adjusted retrospectively as per BAS 33 para 64.

26 Diluted earning per share

No diluted earnings per share is required to be calculated for the years presented as there was no scope for dilution during the period.

27 Financial risk management

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board oversees how management monitors compliance with risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to risks faced by the company. The Board is assisted in its oversight role by Audit Committee. Internal Audit, under the purview of Audit Committee, undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

28 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivable from customers. The company's sales is made to Dhaka Export Processing Zone Authority (DEPZ), Chittagong Export Processing Zone Authority (CEPZ), Rural Electrification Board (REB), Bangladesh Power Development Board (BPDB), Karnaphuli Export Processing Zone (KEPZ), and other private sector under the conditions of the long term Power Purchase Agreement (PPA). Sales made to this entity is fully secured by Letters of Credit issued by local scheduled banks. Credit risk does not arise in respect of any other receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		1 January 2015 to 30 June 2016 (18Months)	1 July 2013 to 31 December 2014 (18Months)

28.1 Exposure to credit risk

The carrying amount of financial assets represent the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Account receivables	867,737,116	851,807,451
Inter-company receivables	2,002,238,953	1,562,043,136
Advances, deposits and prepayments	77,654,123	75,827,208
Cash and cash equivalents	609,628,757	266,872,319
	3,557,258,949	2,756,550,114

29 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Typically, the Company ensures that it has sufficient cash and cash equivalent to meet expected operational expenses, including the servicing of financial obligation through preparation of the cash forecast, prepared based on time line of payment of the financial obligation and accordingly arrange for sufficient liquidity/fund to make the expected payment within due date. The requirement is determined in advance through cash flows projections and credit lines facilities with banks are negotiated accordingly.

In extreme stressed condition, the company may get support from the group in the form of inter-company loan.

The following are the contractual maturities of financial liabilities:

	Contractual cash flows					
	Carrying amount	Total	6 months or less	6 - 12 months	1 - 2 years	More than 2 years
	Taka	Taka	Taka	Taka	Taka	Taka
30 June 2016						
Non-derivative financial liabilities:						
Trade payable	92,045,455	92,045,455	92,045,455	-	-	-
Other payables and accrual	21,986,139	21,986,139	21,986,139	-	-	-
	114,031,594	114,031,594	114,031,594	-	-	-
31 December 2014						
Non-derivative financial liabilities:						
Redeemable preference shares	1,192,000,000	1,192,000,000	1,192,000,000	-	-	-
Term loan	1,425,098,154	1,425,098,154	910,000,584	66,148,466	203,628,638	245,320,466
Trade payable	100,070,520	100,070,520	100,070,520	-	-	-
Other payables and accrual	14,785,339	14,785,339	14,785,339	-	-	-
Provision for taxation	45,820,721	45,820,721	45,820,721	-	-	-
	2,777,774,735	2,777,774,735	2,262,677,165	66,148,466	203,628,638	245,320,466

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

30 Market risk

Market risk is the risk that any change in market conditions, such as interest rates that will affect the company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

30.1 Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings. Local loans and borrowings are however not significantly affected by fluctuations in interest rates as the rate is below from market rate. The Company has not entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

31 Capital risk management

Capital risk management refers to implement policies and measures to maintain sufficient capital, assessing Company's internal capital adequacy to ensure Company's operation as a going concern. Capital consists of share capital and retained earnings. All major investment and operational decisions with exposure to certain amount are evaluated and approved by the board. The Board of Directors monitors the level of dividends to ordinary shareholders.

32 Operational risk

Operational risk constitutes the ability of the Company's power projects to generate and distribute stipulated electricity to its off-takers. Technology used, fuel supply arrangement, operational and maintenance (O&M) arrangement, political or force majeure in the form of natural disaster like floods, cyclone, tsunami and earthquake may hamper normal performance of power generation.

The routine & proper maintenance of the distribution networks undertaken by BEPZA reduces the chance of major disruptions. However, severe natural calamities which are unpredictable and unforeseen have the potential to disrupt normal operations of UPGD. Management believes that prudent rehabilitation schemes and quality maintenance will lessen the damages caused by such natural disasters. Most importantly, all the above risks are covered under the insurance agreement with Green Delta Insurance Company Ltd., Pioneer Insurance Company Limited and Pragati Insurance company Limited to compensate for all the potential damages caused in such situations.

33 Risk associated with supply of raw material (Natural gas)

The main raw material used for generating electricity is natural gas. Any interruption of supplies of the gas to the power plants will hamper the generation of electricity, the only product of the Company.

The Company has a Gas Supply Agreement with Titas Gas Transmission & Distribution Company Limited for Dhaka EPZ power plant, Bakhrabad Gas system Limited, the former name of Karnaphuli Gas Distribution Company Ltd. for Chittagong EPZ power plant for 15 years which is renewable every 5 years thereafter. So there is no threat of interruption of supplies of the gas to the power plants that may hamper the generation of electricity, the only product of the company. Furthermore, new gas are being explored and discovered in many areas of the country such as Narayanganj, Narshindi, and Bay of Bengal. The Government of Bangladesh plans to add these discoveries to the national grid. Therefore, management does not expect gas supply interruption in the future.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

34 Accounting classifications and fair values

The following table shows the carrying amounts and fair values, where applicable, of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value:

As at 30 June 2016

	Carrying amount								Total
	Note(s)	Held for trading	Designated at fair value	Fair value hedging instruments	Held to maturity	Loans and receivables	Available for sale	Other financial liabilities	
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	
Financial assets measured at fair value		-	-	-	-	-	-	-	-
Financial assets not measured at fair value									
Account receivables	6	-	-	-	-	867,737,116	-	-	867,737,116
Inter company receivables	7	-	-	-	-	2,002,238,953	-	-	2,002,238,953
Advances, deposits and prepayments	8	-	-	-	-	77,654,123	-	-	77,654,123
Cash at bank	9	-	-	-	-	609,628,757	-	-	609,628,757
		-	-	-	-	3,557,258,949	-	-	3,557,258,949
Financial liabilities measured at fair value		-	-	-	-	-	-	-	-
Financial liabilities not measured at fair value									
Account payables	16	-	-	-	-	-	-	92,045,455	92,045,455
Account payables and accrual	17	-	-	-	-	-	-	21,986,139	21,986,139
Long term loan	13	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	114,031,594	114,031,594

As at 31 December 2014

	Carrying amount								Total
	Note(s)	Held for trading	Designated at fair value	Fair value hedging instruments	Held to maturity	Loans and receivables	Available for sale	Other financial liabilities	
	Taka	Taka	Taka	Taka	Taka	Taka	Taka	Taka	
Financial assets measured at fair value		-	-	-	-	-	-	-	-
Financial assets not measured at fair value									
Account receivables	6	-	-	-	-	851,807,451	-	-	851,807,451
Inter company receivables	7	-	-	-	-	1,562,043,136	-	-	1,562,043,136
Advance, deposits and prepayments	8	-	-	-	-	75,827,208	-	-	75,827,208
Cash at bank	9	-	-	-	-	266,872,319	-	-	266,872,319
		-	-	-	-	2,756,550,114	-	-	2,756,550,114
Financial liabilities measured at fair value		-	-	-	-	-	-	-	-
Financial liabilities not measured at fair value									
Account payables	16	-	-	-	-	-	-	100,070,520	100,070,520
Account payables	17	-	-	-	-	-	-	14,785,339	14,785,339
Redeemable preference shares	14	-	-	-	-	-	-	1,192,000,000	1,192,000,000
Long term loan	13	-	-	-	-	-	-	1,425,098,154	1,425,098,154
Provision for taxation	18	-	-	-	-	-	-	57,416,774	57,416,774
		-	-	-	-	-	-	2,789,370,788	2,789,370,788

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

35 Bank facilities

The Company has got the following loan facilities from the followings financial institutions:

Name of the bank (s)	Term loan -Limit (million)	Short Term Loan Limit (million)	Letter of credit-limit (million)	LTR - limit (million)	Overdraft Limit (million)	Bank Guarantee Facilities - limit (million)
Dutch-Bangla Bank Ltd.	1,350	-	50	30	-	80
Dhaka Bank Ltd.	1,150	-	350	300	300	50
Jamuna Bank Ltd.	-	-	250	200	50	300
Total	2,500	-	650	530	350	430

Particulars	Note (s)	Amount in Taka	
		As at 30 June 2016	As at 31 December 2014

36 Expenditure in equivalent foreign currency

Foreign travel for Company's business purpose	1,000,000	-
	1,000,000	-

37 Contingent assets

The company has raised a claim against BEPZA for losses incurred to it (UPGD) as BEPZA provided vacant possession of land and gas connection in delayed which in turn delayed commercial operation (by 234 days) and the following amount is ordered by Excerpt of the Award of Arbitration BEPZA vs UPGD to pay to UPGD. The order is made, declared and signed by three arbitrators (one has been appointed by UPGD, one has been BEPZA and another by Government) dated 1st March 2015.

Particulars	30-Jun-16	31-Dec-14
Service charge deducted by BEPZA ordered to return to UPGD	18,733,918	-
Loss of warranty	17,424,510	17,424,510
Loss of profit	-	200,288,084
Loss of interest and charges	-	156,473,346
Loss of overhead expenses	-	14,335,221
	36,158,428	371,096,651

38 Contingent liabilities and commitments**i) Contingent liabilities**

- a) Bank Guarantees issued by Shahjalal Islami Bank Ltd. with 5% margin in favour of Bangladesh Export Processing Zone (BEPZA).
- b) Bank Guarantees issued by Trust Bank Ltd. with Nil margin in favour of Titas Gas Transmission and Distribution Company Limited.

117,000,000	117,000,000
78,790,400	78,790,400
77,024,851	53,996,728
272,815,251	249,787,128

ii) Financial Commitments

- Confirmed irrevocable letters of credits

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

Particulars	Note (s)	Amount in Taka	
		As at 30 June 2016	As at 31 December 2014

39 Transactions with key management personnel

Employee benefits

18,106,251	13,848,600
18,106,251	13,848,600

40 Related party transactions and balance

During the year, the company carried out a number of transactions with related parties. In accordance with the provisions of BAS-24 Related Party Disclosures, these are detailed below:

Name of party	Nature of relationship	Nature of transactions	Transactions during the period			Figures in Taka	
			Opening balance as on 01.01.2015	Addition	Adjustment	30-Jun-16	31-Dec-14
						Dr./ (Cr.)	Dr./ (Cr.)
United Enterprises & Co Ltd.	Parent Company	Loan	1,562,043,136	2,435,195,817	1,995,000,000	2,002,238,953	1,562,043,136
Gunze United Limited	Sister concern	Power sales	1,630,234	9,277,136	9,813,684	1,093,686	-
United Engineering & Power Services Ltd.	Sister concern	Operations & Maintenance	(2,802,697)	67,868,304	65,065,607	-	(2,802,697)

41 Capacity and Production

41.1 Own Manufacture

Name of the Plant	Installed capacity (kwh)	Actual Production (kwh)		Capacity utilization (%)	
		30-Jun-16	31-Dec-14	30-Jun-16	31-Dec-14
Dhaka EPZ power plant	1,032,000,000	749,354,680	578,349,324	73%	69%
Chittagong EPZ power plant	864,000,000	686,976,888	645,574,988	80%	86%
Total	1,896,000,000	1,436,331,568	1,223,924,312		

41.2 Licensed capacity is no more applicable and the regulatory authority does not exercise any direct control over the procurement, production or sale.

42 Interim Dividend:

The Board of Directors of United Power Generation and Distribution Company Limited (UPGDCL) in its meeting held on 27th April 2016 approved 80% cash dividend (BDT Tk. 8 per share of Tk. 10each) as interim dividend which has already been paid.

NOTES TO THE FINANCIAL STATEMENTS

AS AT AND FOR THE PERIOD FROM 1 JANUARY 2015 TO 30 JUNE 2016

43 Events after reporting date**43.1 Proposal of dividend**

The Board of Directors of United Power Generation and Distribution Company Limited (UPGDCL) in its 74th meeting held on 19 September 2016 has approved the financial statements of the company for the period of 18 months ended 30 June 2016. The Board of Directors also recommended final cash dividend @ 45% (BDT 4.50 per share of Tk. 10 each) for the shareholders for the period of 18 months. With this payment of final dividend the total dividend for the 18 months period is BDT 12.50 per share of Tk.10 each.

The proposed final dividend is not recognized at the statement of financial position in accordance with BAS 10: Events after the Reporting Period.

44 General

- i) Previous year's figures have been rearranged, wherever considered necessary, to conform to current year's presentation as per BAS-1: Presentation of Financial Statements
- ii) All financial information presented in Taka (BDT/Tk). has been rounded off to the nearest Taka (BDT/Tk).



Company Secretary



Chief Financial Officer



Director



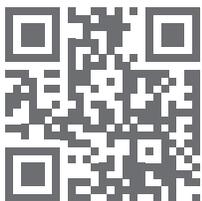
Managing Director



Chairman



www.unitedpowerbd.com



Scan code with a QR code reader-enable mobile phone to find out more about the company

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