

ANNUAL REPORT 2020-21



UNITED POWER GENERATION & DISTRIBUTION CO. LTD.

How we create value

Energy is at the core of a nation's prosperity. It, powers aspirations, propels society and fast forwards development in its true sense. Much like energy itself, its generation and consumption also are increasingly becoming more dynamic.

UPGDCL is, one of the integrated power Company, is shaping this drive for Bangladesh economy. Well established across the power value chain, we are cognizant of the energy needs of today and tomorrow.

To continue building together each day a healthier and more accessible energy model, based on electricity, is what we strive for...

IT UNDERPINS OUR PURPOSE TO DELIVER CLEAN ENERGY FOR A FAIRER AND HEALTHIER WORLD.

Ultimate Value Creation isn't a philosophy alongside our business strategy; it is hard-wired into what we do, and it drives UPGD, s overall performance and success.

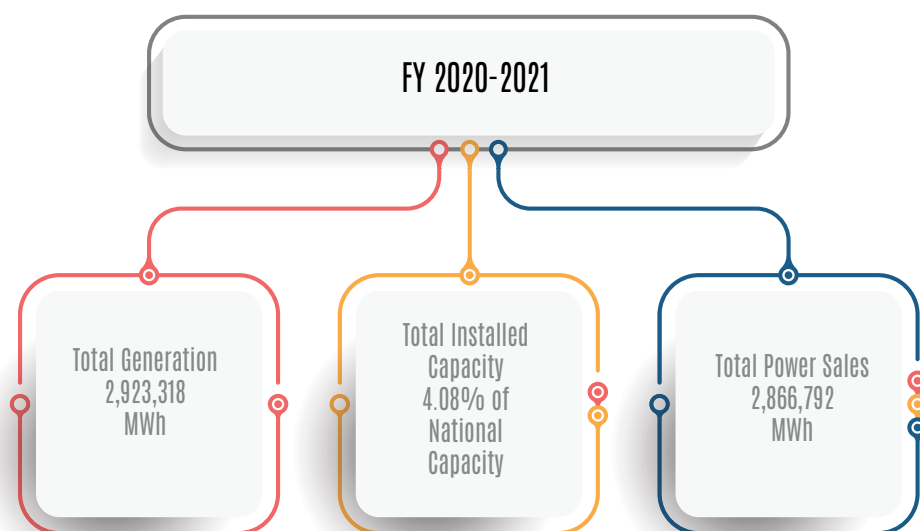


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PROXY FORM -	

UNITED GROUP: DREAMERS



From left to right

Ahmed Ismail Hossain, Faridur Rahman Khan, Khandaker Moinul Ahsan, Hasan Mahmood Raja, Akhter Mahmud, Abul Kalam Azad

NOTICE OF 14TH ANNUAL GENERAL MEETING



UNITED POWER GENERATION & DISTRIBUTION COMPANY LIMITED

United House, Madani Avenue, United City, Dhaka-1212, Bangladesh, Tel: +880 9666 700 900,
Web: www.unitedpowerbd.com, E-mail: info.power@united.com.bd



NOTICE OF 14th ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of **United Power Generation & Distribution Company Ltd.** (UPGDCL) will be held on **27 December, 2021 (Monday) at 11.00 a.m.** (Dhaka Time) in **digital platform** through the following link <https://tinyurl.com/unitedpoweragm2021> to transact the following businesses:

ORDINARY BUSINESS:

1. Consideration and adoption of the Directors' Report and the Audited Financial Statements for the year ended 30 June, 2021 together with the Auditors' Report thereon.
2. Approval of Dividend for the year ended 30 June, 2021 as recommended by the Board of Directors.
3. Election/Re-election of Directors.
4. Appointment of Auditor for the year 2021-22 and fixation of their remuneration.
5. Appointment of Compliance Auditor for the year 2021-22 and fixation of their remuneration.

SPECIAL BUSINESS:

1. Consideration and approval of the **Related Party Transactions** (as disclosed in the Note 12 of the Separate and Note 10 of the Consolidated Audited Financial Statements) pursuant to the BSEC Notification No. BSEC/CMMRRCD/2009-193/Admin/103 dated 5th February 2020.
2. Confirmation of re-appointment of Managing Director.
3. Consideration and approval of issuance of **Corporate Guarantee** in favor of Eastern Bank Ltd on behalf of its subsidiary United Jamalpur Power Ltd. (UJPL), pursuant to the BSEC Order No. SEC/CMMRRCD/2006-159/Admin/02-10 dated 10th September 2006.

By order of the Board

Badrul H. Khan FCA
Company Secretary

Dhaka, 06-12-2021

Notes:

1. Members whose name appear on the Members/Depository Register as on **"Record Date i.e. 22 November, 2021"** are eligible to attend the AGM and are also entitled to receive Dividend.
2. Pursuant to the Bangladesh Securities and Exchange Commission's Order No. SEC/SRMIC/94-231/91 dated 31 March 2021, the AGM will be virtual meeting of the Members, which will be **conducted via live webcast by using digital platform.**
3. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her behalf.
4. Link for joining the AGM through the given link and detail login process will be notified to the respective Member through e-mail.
5. Members will be able to submit their questions/comments and vote electronically 24 hours before commencement of the AGM and during the AGM. For logging in to the system, the Member need to put their 16-digit Beneficial Owner (BO) ID number and other credentials as proof of their identity, by visiting the link <https://tinyurl.com/unitedpoweragm2021>
6. Members whose Name, TIN, Bank A/C number, email addresses and mobile number have not been updated/changed in the meantime, are requested to update the same.
7. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her stead. The scanned copy of "Proxy Form, duly signed and affixed with BDT 20 revenue stamp must be sent through email at info@unitedpowerbd.com or atiq@united.com.bd no later than 72 hours before commencement of the AGM.
8. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification Nos/CMRRCD/2006-158/208/ Admin/81 dated 20th June, 2018, copy of the Annual Report will be sent to the e-mail address of the Member mentioned in their respective Beneficial Owner (BO) account maintained with the Depository based on the Record Date information.



14th AGM QR CODE

GROUP CHAIRMAN'S MESSAGE



Assalamualikum!

By the Grace of Allah ST, United Power Generation & Distribution Company Ltd (UPGDCL) or Company, has completed another successful year of operations. Year 2020-21 was the second consecutive year when we all of us experienced unprecedented challenges due to the continuation of Covid-19. Although socio-economic lives in the country were affected in all perceptive terms, yet being an essential service provider, our business operations had to run round the clock. We have been agile in running our operations and resilient in tackling the emerging situations with utmost priority to our employee's safety.

Although quite a number of our members were afflicted with COVID-19, due to setting up of COVID protocols we have been able to safely operate the company. The integrated chain of fuel handling for the Group, meeting the high dispatch requirements of the Government bodies as well as honoring all contractual obligations were our utmost priority, and by the Blessings of the Almighty, we have been successful.

Pursuant to the United Group's overall business strategy, UPGDCL has been given the shape of a "holding company" for the power generation units under its wings. At present, the combined generation capacity of the company stands at 895 MW (as of 30/6/21) with 08 (eight) power plants spread around the country which accounts for almost 9 percent of private sector plants capacity of the country.

UPGDCL registered remarkable growth in almost all the parameters of business performance which were the results of acquisitions of two HFO based power plants at Jamalpur and Anwara respectively, at the beginning of the year. Company's investment in acquisition of 99 percent shares in each of the Plant was around Taka 536 crore equivalent to \$ 64 million in total. Following this, company's generation capacity was boosted by additional 415 MW raising the total capacity to 895 MW. Revenue for the year had over 200 percent growth to reach BDT 30,580.52 million. While Net Profit after Tax was BDT 11,114.18 million registering 182 percent growth. Shareholders' Equity at the end of the year reached BDT 32,565.92 million and the overall EBITDA growth was 86 percent. Your company also earned Taka 16,335.00 million as Cash Dividend from two of its subsidiaries namely United Energy Ltd (UEL) and United Jamalpur Power Company Ltd (UJPL) during the period. Overall EPS for the year was Taka 36.27 which was almost 5 times that of last year.

The company has been practicing a stable dividend policy

throughout. Since its listing in the year 2015, company's dividend pay-out trend stands testimony towards this ensuring higher returns for the shareholders' and at the same time being strategic in profit emancipation through acquisition or other rewarding ways. It's a way of thinking about how investment returns are actually realized and a way of being rational, thoughtful and certain about an investment process that can produce consistent cash-in-hand returns over time. This year also Cash Dividend @170% per share has been recommended by the Board of Directors justifiably maintaining the trend followed over the last few years.

Human Capital

Amid the challenging socio-economic scenario resulting out of the pandemic, our company enjoyed an environment enriched with experienced, talented and dedicated employee capital which alongside the corporate culture of excellence in delivery made our successful journey a reality. Our ability to create value is driven by our focused strategy and rigorous attention to operational efficiency that goes a long way towards ensuring sustainability, profitability and success for all the stakeholders.

Honorable Shareholders

United Group, a multi-disciplinary business house, has proven itself to be a dynamic and progressive enterprise, positioning itself as one of the leading business houses of the country. We are now working to achieve being the best brand committed to excellence in all our endeavors - our long-term management vision. This calls for us to create a robust platform capable of delivering consistent growth under any condition. By the Grace of Almighty, we are certainly privileged to have received the strongest of platforms as gifts from our founding directors. They



GROUP CHAIRMAN'S MESSAGE



have presented us with a healthy financial base, strong asset backing, a company without debt and liabilities, a timely and forward-thinking succession planning and lastly, an undeniable reputation in the market.

United has built a strong repute of thinking out of the box as we continue to present the nation with innovative solutions to cater to the socio-infrastructure needs of the country. From the first private sector power plant in the country to the first private land port, we have presented the nation with many of its first of a kind project.

Right now, we are in a growing phase.

We are heavily investing in multiple sectors. At the moment, on the construction front we have multiple projects in hand. For starters, United City is a township project in Satarkul, about 2.5 km from the US Embassy. With over 300 acres currently under development we envisage that United City is on course to becoming a self-sustaining town in one of the most premiere locations of Dhaka. United City will also be home to Dhaka's first international standard condominium complex – **Meghbon**.

Our latest venture, **Centrepont**, is an integrated commercial complex adjacent to the Hazrat Shahjalal International Airport, in yet another one of the most prime locations in Dhaka.

Finally, a 600 MW LNG based power plant involving an investment of \$500 million is under the process of construction at Anwara, Chattagram. This Combined Cycle Power Plant, CCPP, will be the country's first single unit largest power plant, in terms of capacity, utilizing a single Gas Turbine and Steam Turbine power train.

We at United have a mission to remain committed to the socio-economic development of the country as we continue to enhance value for our stakeholders. We seek to deliver a better tomorrow as a socially responsible corporate entity through supporting community development activities; embodying the values of entrepreneurial leadership and integrity.

We are a business house of Trust.

My sincerest thanks and gratitude to all the Stakeholders of UPGDCL.

Group Chairman

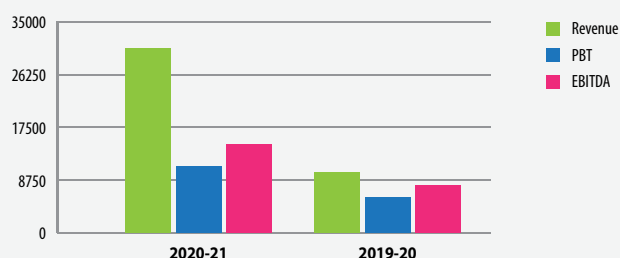
UPGDCL AT A GLANCE

CONSOLIDATED RESULTS

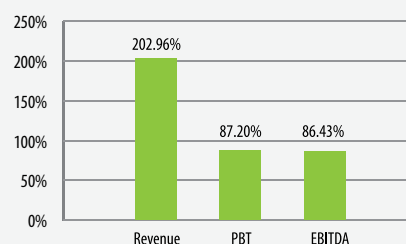
The year at a glance

		2020-21	2019-20	change over 19-20
Revenue	mIn Taka	30,580.52	10,094.03	202.96%
PBT	mIn Taka	11,104.96	5,932.01	87.20%
EBITDA	mIn Taka	14,688.57	7,878.69	86.43%
Profit af er Tax	mIn Taka	11,114.18	6,078.79	82.84%
Earnings per share	Taka	18.8	10.24	83.59%

REVENUE, PBT, EBITDA



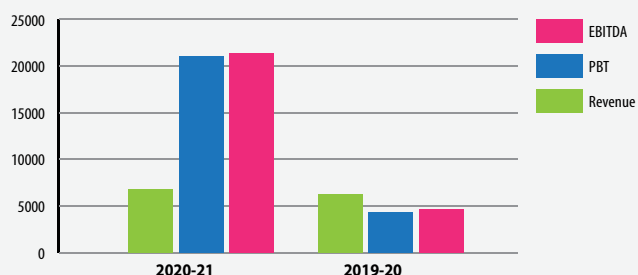
Percentage of change over 19-20



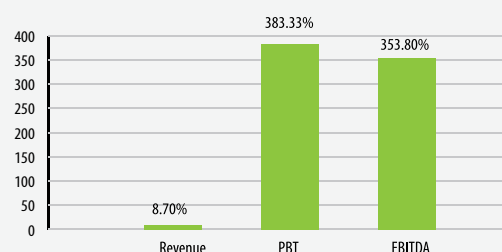
SEPARATE RESULTS

		2020-21	2019-20	change over 19-20
Revenue	mIn Taka	6,764.78	6,223.16	8.70%
PBT	mIn Taka	21,026.11	4,350.24	383.33%
EBITDA	mIn Taka	21,386.48	4,712.78	353.80%
Profit af er Tax	mIn Taka	21,024.94	4,348.77	383.47%
Earnings per share	Taka	36.27	7.50	383.60%

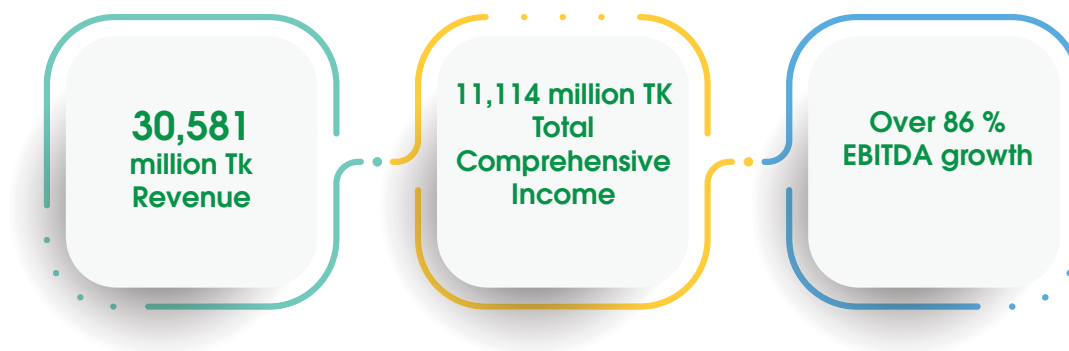
REVENUE, PBT, EBITDA



Percentage of change over 19-20



GROWTH DRIVERS



UPGDCL IN CAPITAL MARKET

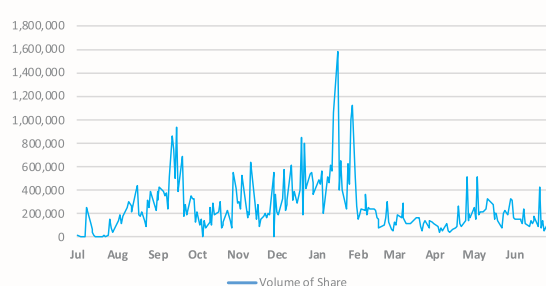
		For the year ended 30 June	
		2021	2020
Number of shares with dividend entitlement for the financial year	No.	579,695,270	526,995,700
Year-end closing price	Tk.	275.9	220.2
Year high	Tk.	335.9	414.1
Year low	Tk.	316	404.9
Price (Average) yearly	Tk.	273.81	283.82
Volume (Average) yearly	No.	245,735	189,981
Total dividend for the financial year (Cash)	Tk million	985.48	764.14
Market capitalization	Tk million	159,938	116,044
Information per share- Separate			
Cash dividend	Tk.	17	14.5
Stock dividend	%	Nil	10
Dividend yield	%	6.16	6.58
Operating cash flow per share	Tk.	8.76	6.53
EPS	Tk.	36.27	7.5

Company High & Low Share price month wise



COVID-19 TXN followed fixed Floor Price in Oct & Dec 20

Company High & Low Share price month wise



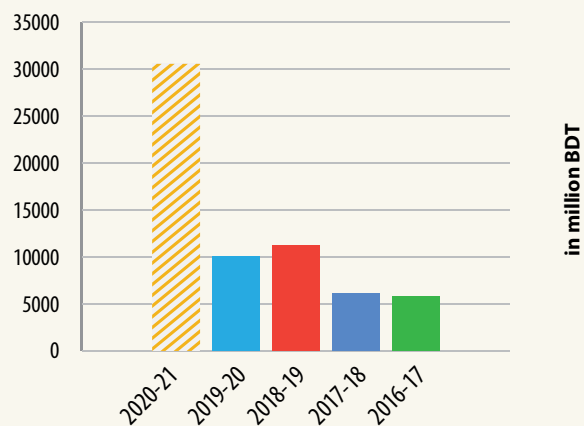
COVID-19 TXN followed fixed Floor Price in Oct & Dec 20

FINANCIAL HIGHLIGHTS

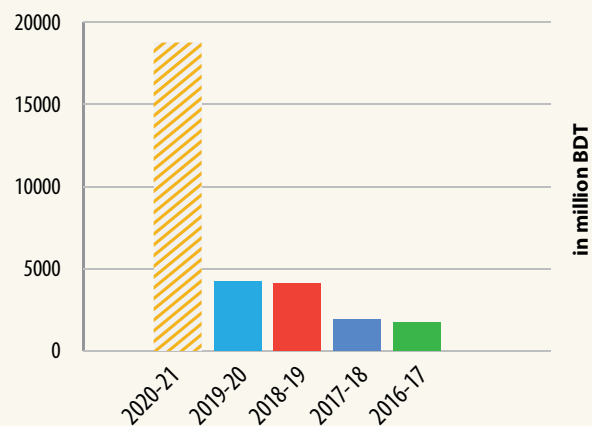
Figures in mln BDT

Particulars	2020-21	2019-20	2018-19	2017-18 Separate	2016-17 Separate
Operating Data					
Revenue	30,580.52	10,094.03	11,253.34	6,144.61	5,759.24
Operating Expenses	(18,767.74)	(4,242.26)	(4,132.32)	(1,925.89)	(1,727.29)
Gross Profit	11,812.78	5,851.78	7,121.02	4,218.72	4,031.95
General and Administrative Expense	(107.85)	(69.45)	(99.35)	(55.37)	(60.79)
Dividend from subsidiary company	-				
Operating Profit	11,680.37	5,786.30	7,832.65	4,157.34	3,988.04
Financial Expenses	(973.1)	338.52	(495.42)	-	-
Total Comprehensive Income	11,114.18	6,078.79	7,855.03	4,596.36	4,174.96
Balance Sheet Data (BDT million)					
Paid-up Capital	5,796.95	5,269.96	4,790.87	3,992.39	3,629.45
Shareholders' Equity	33,091.00	29,851.21	30,087.74	16,290.78	14,960.92
Total Debt	3,750.95	4,081.87	7,061.77	-	-
Current Assets	25,028.25	15,140.23	21,590.58	7,874.95	6,451.79
Current Liabilities	29,307.21	2,119.34	4,881.79	133.71	131.68
Total Assets	67,673.35	36,077.57	42,032.01	16,425.19	15,093.30
Total Liabilities	34,582.35	6,226.36	11,944.27	134.41	132.38
Financial Ratios					
Current Ratio (Times)	0.85	7.14	4.42	58.9	48.99
Debt to Equity Ratio (Times)	0.11	0.14	0.23	-	0
Debt to Asset Ratio (Times)	0.06	0.11	0.17	-	0
Return on Asset (%)	21.42%	15.56%	26.87%	29.17%	29.73%
Return on Equity (%)	33.59%	20.36%	26.11%	28.21%	27.91%
Gross Margin Ratio (%)	38.63%	57.97%	63.28%	68.66%	70.01%
Net Income Ratio (%)	36.34%	60.22%	69.80%	74.80%	72.49%
Other Data					
Earnings Per Share (Taka)	18.8	11.16	16.08	11.51	10.46
Stock Dividend (%)	-	10%	10%	20%	10%
Cash Dividend (%)	170%	145%	130%	90%	90%
Total no. of shares outstanding	579,695,270	526,995,700	479,087,000	399,239,167	362,944,698

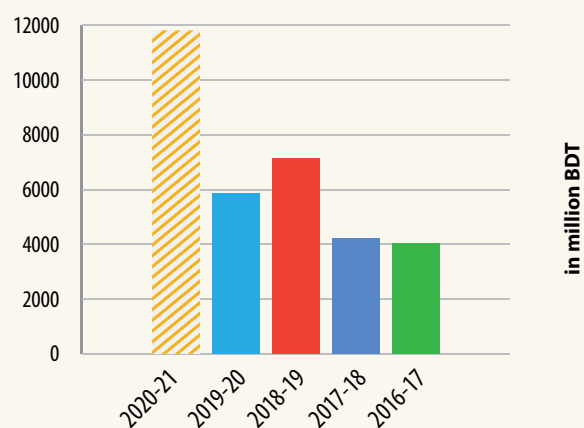
REVENUE



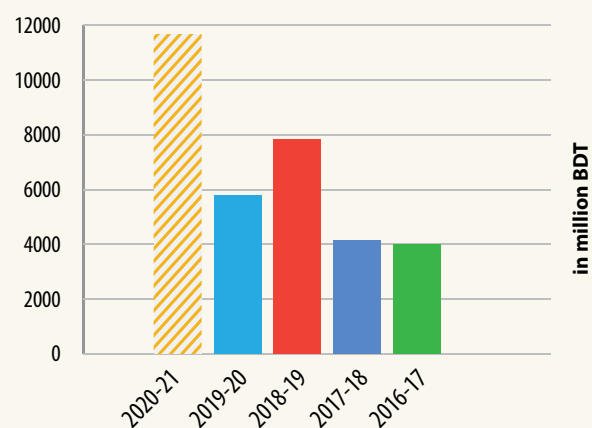
OPERATING EXPENSES



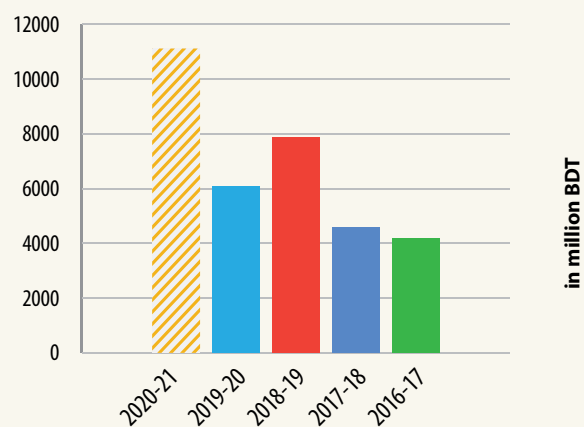
GROSS PROFIT



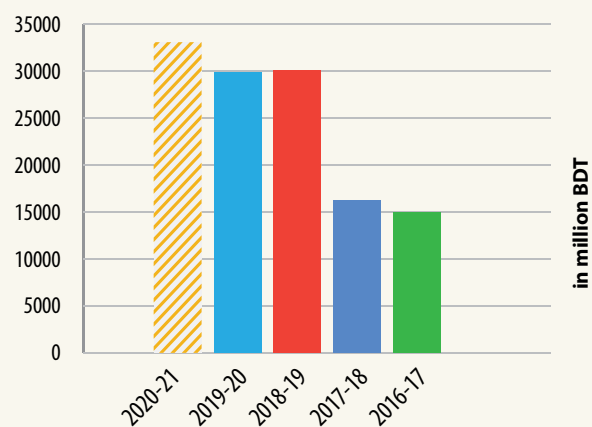
OPERATING PROFIT



TOTAL COMPREHENSIVE INCOME

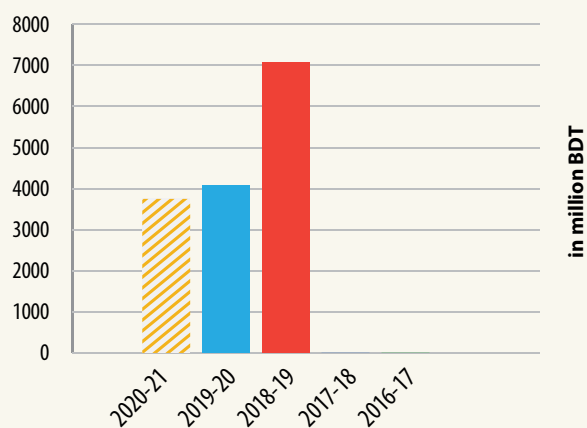


SHAREHOLDERS' EQUITY

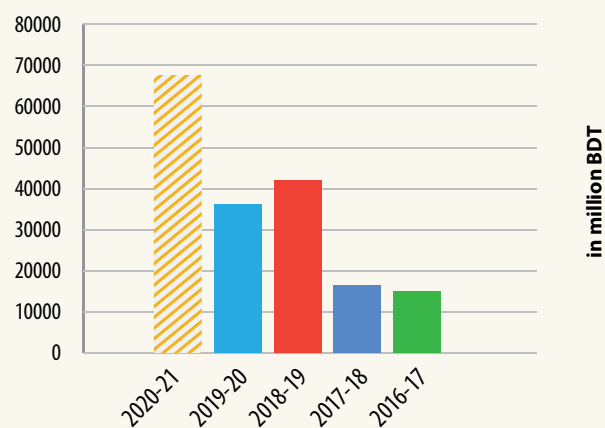




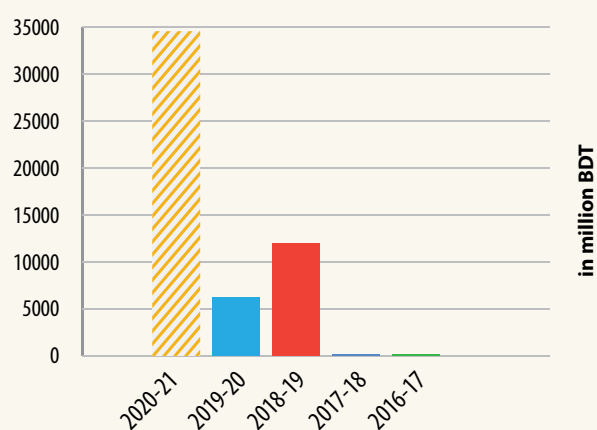
TOTAL DEBT



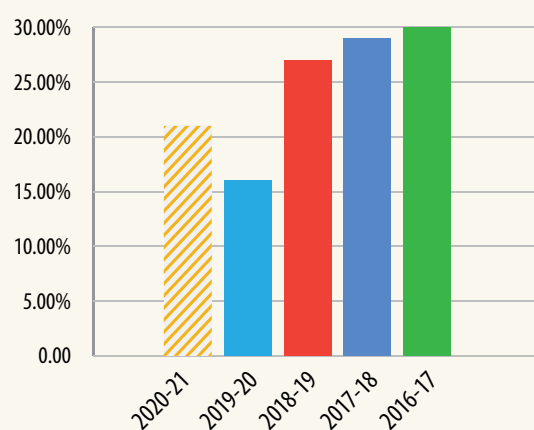
TOTAL ASSETS



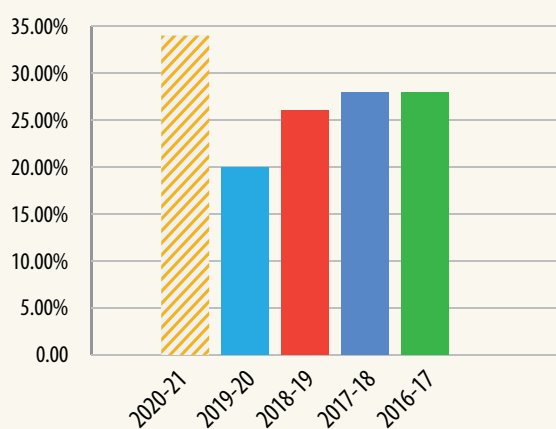
TOTAL LIABILITIES



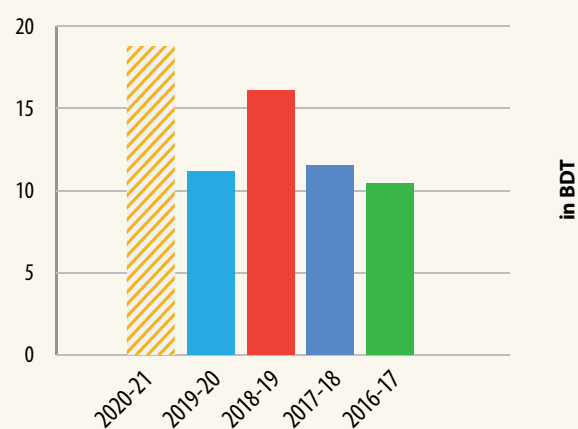
RETURN ON ASSET (%)



RETURN ON EQUITY (%)



EARNINGS PER SHARE (TAKA)



SHAREHOLDING INFORMATION: 30 JUNE, 2021

Name of the Shareholders	Shares held	(%) of Shareholding
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Parent/Subsidiary/Associated Companies and Other Related Parties

United Mymensingh Power Ltd	Corporate Director	521,716,902	90.00%
Investment Corporation of Bangladesh (ICB)	Corporate Director	16,178,079	2.79%
General Investors	Others	41,800,289	7.21%

Directors

General Md. Abdul Mubeen, SBP, ndc, psc (Retd.)	Nominated Director	-	-
Mr. Hasan Mahmood Raja	Nominated Director	-	-
Mr. Ahmed Ismail Hossain	Nominated Director	-	-
Mr. Khandaker Moinul Ahsan	Nominated Director	-	-
Mr. Akhter Mahmud	Nominated Director	-	-
Mr. Faridur Rahman Khan	Nominated Director	-	-
Mr. Abul Kalam Azad	Nominated Director	-	-
Mr. Malik Talha Ismail Bari	Nominated Director	-	-
Mr. Nasiruddin Akhter Rashid	Nominated Director	-	-
Mr. Fahad Khan	Nominated Director	-	-
Mr. Wasekul Azad	Nominated Director	-	-
Mr. Nizamuddin Hasan Rashid	Nominated Director	-	-
Mr. Khondaker Zayed Ahsan	Nominated Director	-	-
Mr. Moinuddin Hasan Rashid	Managing Director	-	-
Mr. Md. Abul Hossain	Nominated Director, ICB	-	-

Independent Directors

Dr. Muhammad Fouzul Kabir Khan	Independent Director	-	-
Lt. Gen. Sina Ibn Jamali, awc, psc (Retd)	Independent Director	-	-
Professor Mohammad Musa, PhD.	Independent Director	-	-

Chief Executive Officer, Chief Financial Officer, Company Secretary, Head of Internal Audit and Their Spouses and Minor Children

Mr. Md. Moinul Islam Khan	Chief Executive Officer	-	-
Mr. Badrul H. Khan, FCA	Company Secretary	-	-
Mr. Mostak Ahmmed	In Charge F&A	-	-
Mr. Khaled Mohammad Munirul Muktadir	Head of Internal Audit & Compliance (HIAC)	-	-

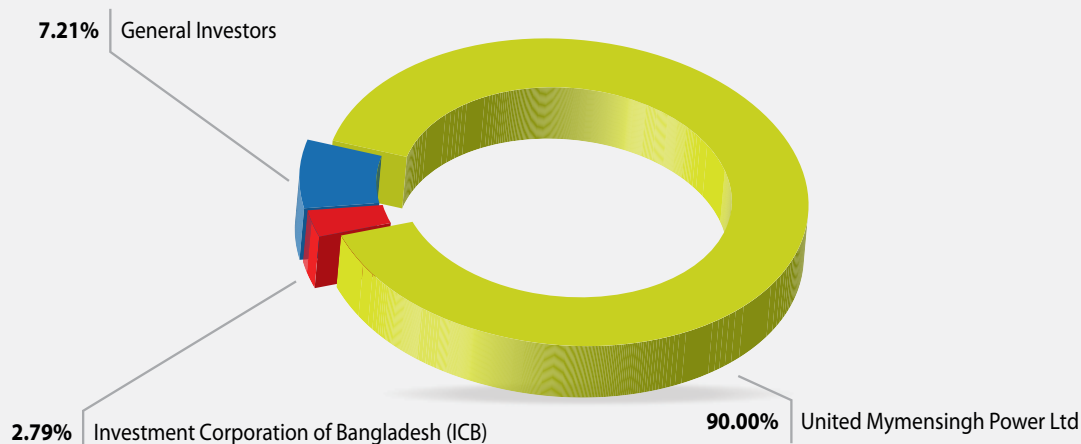
Executives	Not Applicable		
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Shareholders Holding 10% or more voting interest in the Company

United Mymensingh Power Ltd	Corporate Director	521,716,902	90.00%
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SHAREHOLDING INFORMATION: 30 JUNE, 2021

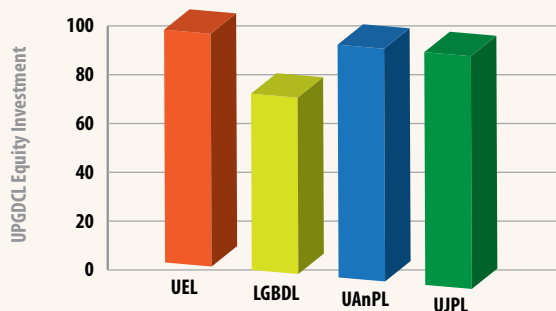
Percentage of shareholding as on June 30, 2021



Subsidiary Companies of UPGDCL

Subsidiary Companies	UPGDCL Shareholding	(%) of Shareholding
United Energy Ltd. (UEL)	29,700	99%
Leviathan Global BD Ltd. (LGBDL)	300,000	75%
United Anwara Power Ltd. (UAnPL)	9,900,000	99%
United Jamalpur Power Ltd. (UJPL)	9,900,000	99%

Subsidiary Companies



CONTRIBUTION TO THE NATIONAL EXCHEQUER

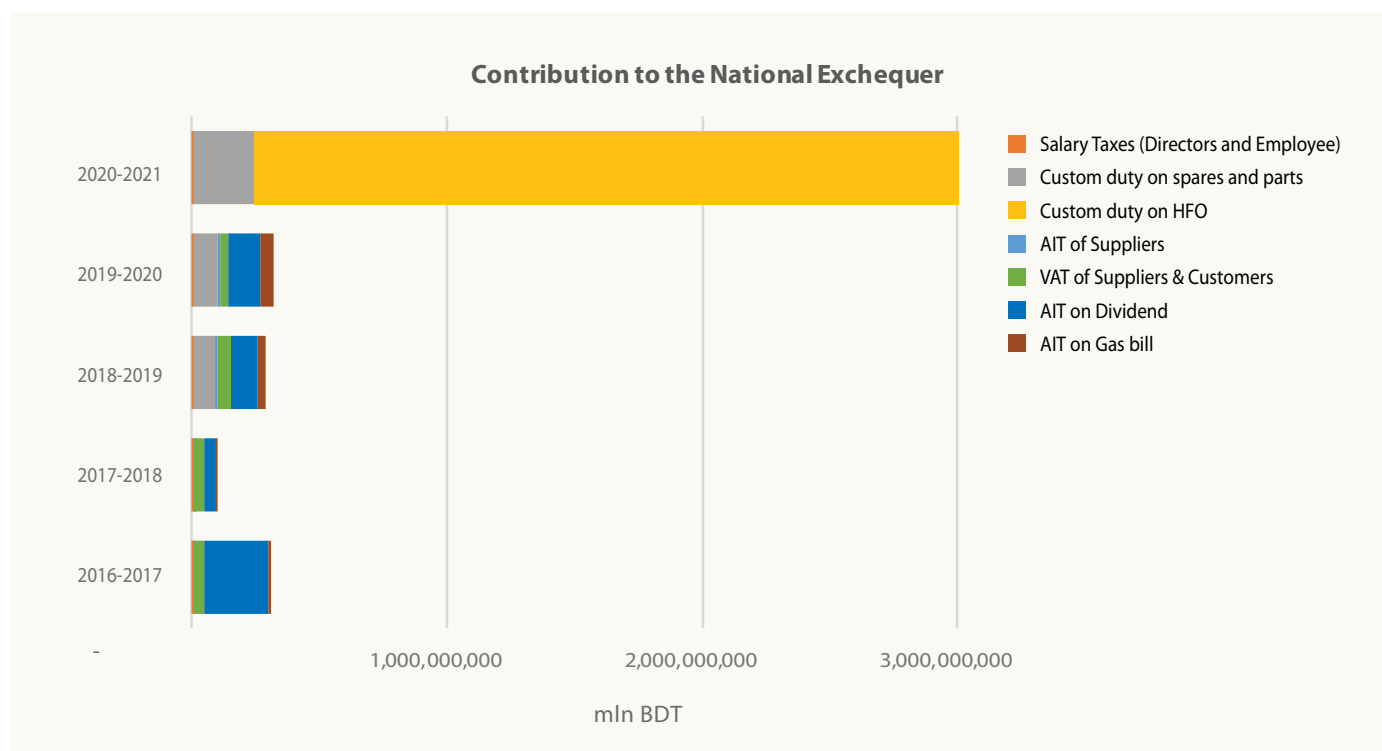
Contribution to the National Exchequer reached Taka 5,127.80 million as at the year end 2020-21 from the UPGDCL and its subsidiaries together. Consolidation of UJPL and UAnPL, the two HFO fi ed power plants beginning 01st July, 2020, has raised the contribution level significantly on account HFO Custom duty payments. Average contribution was 8.04 percent of over the fi e years average Revenue.

Contribution to the National Exchequer

For the year ended 30 June 2021

Figures in mln BDT

	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017
Salary Taxes (Directors and Employee)	5,996,400	4,602,771	4,738,132	4,357,500	4,082,500
Custom duty on spares and parts	244,447,050	97,595,763	84,687,950	3,793,851	1,340,759
Custom duty on HFO	3,546,887,075	-	-	-	-
AIT of Suppliers	20,415,892	8,277,916	13,052,754	4,314,091	6,753,983
VAT of Suppliers & Customers	64,680,619	33,939,592	49,177,637	32,672,145	41,108,505
AIT on Dividend	158,160,064	124,814,157	111,061,075	48,539,461	247,261,707
AIT on Gas bill	49,195,916	56,444,073	31,614,563	12,405,101	11,424,413
Total	4,089,783,017	325,674,272	294,332,111	106,082,150	311,971,867

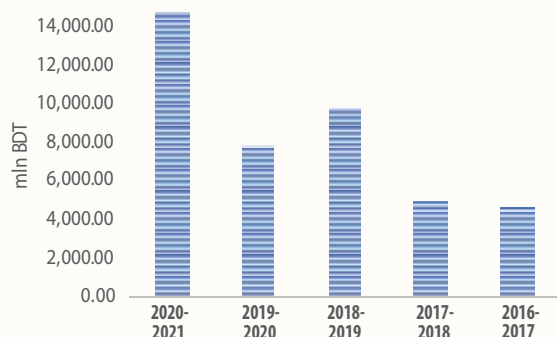


VALUE ADDED STATEMENT

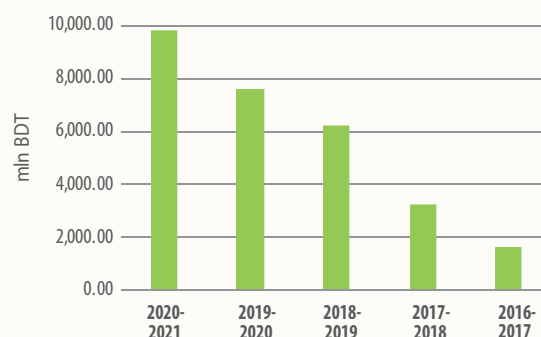
Figures in mln BDT

	2020-2021	2019-2020	2018-2019	2017-2018	2016-2017
Value added:					
Revenue	30,580.52	10,094.03	11,253.36	6,144.61	5,759.24
Other income including interest income	465.40	697.14	1,445.09	457.05	202.14
Cost of Sales, Excluding Depreciation and Amortization	(16,172.61)	(2,914.39)	(2,807.44)	(1,574.52)	(1,278.08)
Other operating expenses, excluding depreciation	(86.66)	(61.03)	(91.39)	(51.82)	(53.62)
Total Value Added	14,786.65	7,815.76	9,799.61	4,975.33	4,629.69
Distribution of added value:					
To Employees as salaries and allowances and others	308.25	211.65	262.722	95.224	83.583
To Directors as salaries and allowances	15.62	15.932	24.27	19.93	19.03
To Banks and other lenders	973.10	338.52	495.046	-	-
To Shareholders	9,854.82	7,641.44	6,228.13	3,266.50	1,633.25
	11,151.79	8,207.54	7,010.17	3,381.66	1,735.86
Retained for reinvestment & future growth:					
Depreciation and amortization	2,588.82	1,314.60	1,312.96	354.92	453.75
Retained Profit	1,046.04	(1,706.38)	1,476.49	1,238.75	2,440.07
	3,634.86	(391.78)	2,789.45	1,593.67	2,893.82
Total	14,786.65	7,815.76	9,799.61	4,975.33	4,629.69

TOTAL VALUE ADDED



DISTRIBUTED TO SHAREHOLDERS



CORPORATE OVERVIEW

UNITED POWER GENERATION & DISTRIBUTION COMPANY LTD (UPGDCL) - in the Bangladesh Power Sector

United Power Generation & Distribution Company Limited (hereinafter referred to as “The Company”, “UPGDCL”) formerly known as Malancha Holdings Limited (MHL) was incorporated as a private limited company on January 15, 2007. The Company changed its name from Malancha Holdings Limited to United Power Generation & Distribution Company Limited on October 01, 2009. Subsequently, UPGDCL was converted in to a Public Limited Company on December 22, 2010.

The Company started its commercial operation on December 26, 2008 with its first power plant located at Dhaka Export Processing Zone (DEPZ). Subsequently, it enhanced production capacity by installing second power plant and started commercial operation on August 12, 2009 located at Chittagong Export Processing Zone (CEPZ). The Company has already implemented two expansion projects, one at DEPZ to increase its production capacity from 41 MW to 86 MW and another at CEPZ to increase its production capacity from 44 MW to 72 MW. By doing so, UPGDCL has increased its production capacity from 85 MW to 154 MW beginning December 2013.

Besides power generation, UPGD also produces steam commercially for neighboring industries within DEPZ and CEPZ, by using Exhaust Gas Boilers (EGB), further improving power plant efficiency. Currently, UPGD DEPZ has steam production capacity of 8 TPH and UPGD CEPZ has steam production capacity of 12 TPH respectively.

UPGDCL holdings comprises the following -

Company	Name of the Plant	Installed Capacity (MW)	Ownership of UPGDCL	Commercial Operation Date (COD)	Contract Expiry
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GAS BASED: 480 MW

United Power Generation & Distribution Co Ltd	DEPZ Plant	82		26th Dec, 2008	Year 2038
	CEPZ Plant	72		12th Aug, 2009	Year 2039
United Energy Ltd	Ashuganj Plant	53	99% owned	22nd Jun, 2011	22 June 2019 (Extension under negotiation)
	Sylhet Plant	28		21st Oct, 2013	Year 2043
United Ashuganj Energy Ltd	Ashuganj Plant	195	92.41% owned by UEL	08th May, 2015	Year 2030
Leviathan Global BD Ltd	KEPZ Plant	50	75% owned	Expected soon	Year 2048

HFO BASED: 415 MW

United Jamalpur Power Ltd	Jamalpur Plant	115	99% owned	22nd Jun, 2019	Year 2034
United Anwara Power Ltd	Anwara Plant	300	99% owned	21st Feb, 2019	Year 2034

CORPORATE OVERVIEW

Today, UPGDCL owns and operates 08 (eight) power plants spread around the country having a total installed capacity of **895 MW** which is around **4.08 %** of the total installed capacity of the country and also **9.44%** of total private power generation of the country.

Subsidiaries of UPGDCL



United Energy Ltd (UEL) – gas fi ed

- ◆ Combined installed capacity of 81MW
- ◆ **Sylhet Plant – 28 MW**
 - ▶ Commercial Independent Power Plant (CIPP)
 - ▶ 3 Rolls-Royce Norway B35:40V20AG2 engines
- ◆ **Ashuganj Plant – 53MW**
 - ▶ Quick Rental Power Plant (QRPP)
 - ▶ 14 MWM Germany TCG2032V16 engines

United Ashuganj Energy Ltd (UAEL) – gas fi ed

- ▶ Combined Cycle Modular Plant 195MW
- ▶ 20 Wärtsilä 20V34SG engines
- ▶ 20 ME Energy's Waste Heat Recovery Boilers
- ▶ 01 Triveni Turbine Ltd's steam turbine of 16.1 MW capacity



Leviathan Global BD Ltd (LGBDL) – gas fi ed

- ▶ Capacity 45 MW
- ▶ 05 Wärtsilä Finland 20V34SG engines

United Jamalpur Power Ltd (UJPL) – HFO fi ed

- ▶ Combined Cycle Modular Plant 115 MW
- ▶ 12 Wärtsilä 20V32E engines
- ▶ 12 Alfa Laval Aalborg's Waste Heat Recovery Boilers
- ▶ 01 Triveni Turbine Ltd's steam turbine of 7.5 MW capacity

United Anwara Power Ltd (UANPL) – HFO fi ed

- ▶ Combined Cycle Modular Plant 300 MW
- ▶ 17 Wärtsilä's 18V46 engines
- ▶ 17 Alfa Laval Aalborg's Waste Heat Recovery Boilers
- ▶ 3 Triveni Turbine Ltd's steam turbine of 24 MW capacity

CORPORATE ETHOS

VISION

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

Mission

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



CORE VALUES

- ▶ **To our Customers:** 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

STRATEGIC OBJECTIVES

- ▶ 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

CORPORATE MILESTONES

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

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

2007

2008

2009-10

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



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

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.

2011-12

2013-18

2019-20

1 July 2019 Acquisition of (75%), shareholdings of Leviathan Global BD Ltd. (LGBD).

1 July 2020 Acquisition of (99%), shareholdings of United Jamalpur Power Ltd. (UJPL)

13 May 2013 UPGDCL DEPZ acquired license from BEPZA for Commercial Sales of Steam

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

9 December 2014 Acquired consent from BSEC

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

1 July 2018 Acquisition of (99%), shareholdings of United Energy Ltd. (UEL)



CORPORATE DIRECTORY

BOARD OF DIRECTORS

Chairman	General Md. Abdul Mubeen, SBP, ndc, psc (Retd.)
Managing Director	Moinuddin Hasan Rashid
Directors	Hasan Mahmood Raja Ahmed Ismail Hossain Khandaker Moinul Ahsan Akhter Mahmud Faridur Rahman Khan Abul Kalam Azad Malik Talha Ismail Bari Nasiruddin Akhter Rashid Wasekul Azad Fahad Khan Nizamuddin Hasan Rashid Khondaker Zayed Ahsan
Nominated Director, ICB	Md. Abul Hossain
Independent Directors	Lt. Gen. Sina Ibn Jamali, awc, psc (Retd.) Prof. Mohammad Musa, PhD Dr. Muhammad Fouzul Kabir Khan
Company Secretary	Badrul Haque Khan, FCA

AUDIT COMMITTEE

Chairman	Lt. Gen. Sina Ibn Jamali, awc, psc (Retd.)
Members	Abul Kalam Azad Prof. Mohammad Musa, PhD
Member Secretary	Badrul Haque Khan, FCA

NRC COMMITTEE

Chairman	Dr. Muhammad Fouzul Kabir Khan
Members	Faridur Rahman Khan Malik Talha Ismail Bari
Member Secretary	Badrul Haque Khan, FCA

MANAGEMENT TEAM

Managing Director	Mr. Moinuddin Hasan Rashid
Associate Director	Mr. Kutubuddin Akhter Rashid
Chief Executive Officer (CEO)	Mr. Md. Moinul Islam Khan
Chief Operating Officer (COO)	Mr. Sheikh Ashraf Hossain
Company Secretary (CS)	Mr. Badrul Haque Khan, FCA
Chief Financial Officer (CFO)	Mr. Mostak Ahmmed, FCA, In-charge of Finance & Accounts
Head of Internal Control & Compliance	Mr. Khaled Mohammad Munirul Mukhtadir, FCA

Plant Manager

Dhaka Export Processing Zone (DEPZ)	Mr. Momtaz Hasan
Chittagong Export Processing Zone (CEPZ)	Mr. Md. Monir Hossain Mizi
United Energy Ltd.	Mr. S. M. Alomgir Kabir
	Mr. Quazi Raihanur Rahman
United Ashuganj Energy Ltd.	Mr. Quazi Raihanur Rahman
Leviathan Global BD Ltd.	Mr. Abu Naser
United Jamalpur Power Ltd.	Mr. Mohammad Rezaul Alam
United Anwara Power Ltd.	Mr. Rezaul Ahsan

THIRD PARTY

Operations & Maintenance Team

United Engineering & Power Services Ltd.

“United House”, United City, Madani Avenue, Dhaka 1212

Auditors

A. Gasem & Co., Chartered Accountants

(Member Firm of Ernst & Young Global Limited),
Gulshan Pink City, Suites 1-3, Level 7,
Plot 15, Road 103, Gulshan Avenue,
Dhaka 1212, Bangladesh

Compliance Auditors

Podder & Associates

Cost and Management Accountants
6/A/1 (Ground Floor), Segun Bagicha, Dhaka-1000.

Legal Advisor

Tanjib Ul-Alam & Associates

Advocates & Legal Consultants,
BSEC Bhaban (Level 11)
102 Kazi Nazrul Islam Avenue, Karwan Bazar, Dhaka 1215

Bankers

Dhaka Bank Ltd.,

Foreign Exchange Branch, Motijhel C/A, Dhaka-1000.

Dutch Bangla Bank Ltd.

Banani Branch, Banani, Dhaka-1213.

HSBC Bank Ltd.

Dhaka Main Office, Anchor Tower (5th floor)
108 Bir Uttam C R Dutta Road, Dhaka 1205.

Standard Chartered Bank

67 Gulshan Avenue Gulshan, Dhaka 1212

Eastern Bank Ltd.

100 Gulshan Avenue Dhaka-1212, Bangladesh

Mutual Trust Bank Limited

MTB Centre (Ground Floor),
26 Gulshan Avenue, Gulshan 1, Dhaka 1212

Trust Bank Ltd.

Shadhinata Tower, Bir Srestha Shaheed Jahangir Gate
Dhaka Cantonment, Dhaka-1206

Credit Rating Agency

Emerging Credit Rating Ltd.

104, Shams Rangs, Level - A1, A2, & A5, Park Rd,
Dhaka 1212



CORPORATE DIRECTORY

OTHER INFORMATION

Incorporation Date	January 15, 2007
Stock Exchanges Listing	
Dhaka Stock Exchange (DSE)	March 19, 2015
Chittagong Stock Exchange (CSE)	March 8, 2015
Corporate Head Office	"United House", United City, Madani Avenue, Dhaka-1212. PABX: +88 02 5505 2000, +88 09666 700900 email: info@unitedpowerbd.com web: www.unitedpowerbd.com
Registered Office	Gulshan Centre Point Plot 23-26, Road 90, Gulshan 2, Dhaka 1212 PABX: +88 02 5505 2000, +88 09666 700900 Fax: +88 02 5505 1826, +88 02 5505 1827 email: info@unitedpowerbd.com web: www.unitedpowerbd.com
Power Plants	
UPGDCL DEPZ (82 MW) Dhaka Export Processing Zone (Extension Area), Ganakbari, Savar, Dhaka Tel: +88 02 7788 460, Fax: +88 02 7788 461, Cell no. 01914001300 Email: depz@united.com.bd	UPGDCL CEPZ (72 MW) Chittagong Export Processing Zone, Plot No. 6 & 7, Sector 2/A, South Haliashahar, Chittagong Tel: +88 031 740 449, Fax: +88 031 740 450 Cell no. 01914001500 Email: cepz@united.com.bd
UEL (28 MW) Akhailia, Kumargaon, Sylhet-3100, Bangladesh UEL (53 MW) Ashuganj, Brahmanbaria-3402, Bangladesh PABX: +88 02 5505 2000, +88 09666 700900 email: info@unitedpowerbd.com	UAEL (195 MW) Ashuganj, Brahmanbaria-3402, Bangladesh PABX: +88 02 5505 2000, +88 09666 700900 email: info@unitedpowerbd.com
LGBDL (50 MW) Plot- 101 & 102, Sector-3, Karnaphuli Export Processing Zone, North Patenga, Chattogram-4204, Bangladesh PABX: +88 02 5505 2000, +88 09666 700900 email: info@unitedpowerbd.com	UJPL (115 MW) Jamalpur Sadar, Jamalpur, Bangladesh PABX: +88 02 5505 2000, +88 09666 700900 email: info@unitedpowerbd.com
UAnPL (300 MW) Rangadia, Anwara, Chattogram-4376, Bangladesh PABX: +88 02 5505 2000, +88 09666 700900 email: info@unitedpowerbd.com	



REGULATORS & FACILITATORS

	Bangladesh Energy Regulatory Commission (BERC)		Chittagong Stock Exchange Ltd (CSE)		Dhaka Chamber of Commerce & Industries (DCCI)
	Bangladesh Securities Exchange Commission (BSEC)		Office of Chief Controller of Imports & Exports (CCI&E)		Customs Bond Commission (CBC)
	Bangladesh Power Development Board (BPDB)		Department of Inspection for Factories and Establishments (DIFE)		Bangladesh Inland Water Transport Authority (BIWTA)
	Financial Reporting Council, Bangladesh (FRC)		Department of Explosives		Bangladesh Telecommunication Regulatory Commission (BTRC)
	Bangladesh Investment Development Authority (BIDA)		Chittagong Port Authority (CPA)		The Chittagong Chamber of Commerce and Industry (CCC&I)
	Office of the Registrar of Joint Stock Companies (RJSC)		Mongla Port Authority (MPA)		Titas Gas Transmission and Distribution Company Limited
	National Board of Revenue (NBR)		Bangladesh Land Port Authority (BLPA)		Bakhrabad Gas Distribution Company Limited
	Department of Environment (DOE)		Bangladesh Petroleum Corporation (BPC)		Karnaphuli Gas Distribution Company Limited
	Fire Service & Civil Defense Authority (FSCDA)		Dhaka North City Corporation (DNCC)		Bangladesh Bank (BB)
	Dhaka Stock Exchange Ltd (DSE)		Dhaka South City Corporation (DSCC)		Bangladesh Export Processing Zones Authority (BEPZA)

BOARD OF DIRECTORS PROFILE



GENERAL MD. ABDUL MUBEEN,
SBP,ndc,psc(Retd.)
Chairman

Date of Appointment: 12th Feb 2013
Committee Membership: No

General Muhammad Abdul Mubeen, SBP, ndc, psc (Retd.) 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, those he held 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.

The General is currently the President of the oldest and the most popular football club of Bangladesh- Mohammedan Sporting Club Limited.

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

Date of Appointment: from the date of incorporation
Committee Membership: None

Mr. Hasan Mahmood Raja is one of the most renowned business person in the country. Born in 1957, he completed his graduation in commerce and got passionately involved in the business. He is one of the Founding Directors of the country's 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 the 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 41 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 Chief Advisor of United Enterprises & Co. Ltd as well 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 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.

BOARD OF DIRECTORS PROFILE



AHMED ISMAIL HOSSAIN
Director

Date of Appointment: from the date of incorporation
Committee Membership: None

Mr. Ahmed Ismail Hossain is one of the Founding Directors of the 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 traveled man and has visited many parts of the world for the purpose of business.



KHANDAKER MOINUL AHSAN
Director

Date of Appointment: from the date of incorporation
Committee Membership: None

Mr. Khandaker Moinul Ahsan 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 the growth of the business of United Group.

At present, he is one of the Advisors 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 the education sector in his home village and surrounding areas.



AKHTER MAHMUD
Director

Date of Appointment: from the date of incorporation
Committee Membership: None

Mr. Akhter Mahmud is one of the first-generation Directors of United Group. Born in 1960, he joined United Group upon completion of his formal education.

Mr. Mahmud's entrepreneurial initiatives and commitment have added significantly to United Group's current growth and streamlined human resources of the Group. In the early years of the Group's journey, Mr. Mahmud played an instrumental role in the implementation and commissioning of sub-station 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 the establishment of United Rotospin Ltd. stands as his most daring endeavor. 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 Advisors of all the corporate entities under United Group, notably 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.



FARIDUR RAHMAN KHAN
Director

Date of Appointment:
Committee Membership: Member of NRC Committee

Mr. Faridur Rahman Khan, one of the Founding Directors of United Group, was born in 1955 and hails from Louhajang, Munshiganj. 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 and the Vice-Chairman of the Board of Trustees, United International University. He is one of the Directors of United Energy Ltd (UAPL), United Ashuganj Energy Ltd (UAEL) and also Khulna Power Company Ltd (KPCL).

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.

BOARD OF DIRECTORS PROFILE



ABUL KALAM AZAD

Director

Date of Appointment: from the date of incorporation

Committee Membership: Member of Audit Committee

Mr. Abul Kalam Azad was born in 1955. After completion of his Bachelor of Science, he joined United Group as one of the Directors. 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 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.





MOINUDDIN HASAN RASHID
Managing Director

Date of Appointment: 10th Jan 2008
Committee Membership: None

Upon completion of his B.Sc. in Electrical and Electronics Engineering from University College London (UCL), U.K., Mr. Moinuddin Hasan Rashid joined United Group in 2005 as an Intern under the direct supervision of the then Chairman of United Group, Mr. Hasan Mahmood Raja. He started his career in Sales and Marketing of United City, a premium township project in Dhaka.

As a young and energetic executive, he later spent his time to learn and understand the power generation business as it serves as one of the major enterprises of United Group. At a very early stage, he was given the responsibility of power plant development. Mr. Rashid successfully developed and implemented more than 1 Gigawatt of power generation capacity to add to United Group's portfolio, making it one of the biggest contributors to the national grid for supply of electricity.

On July 2011, he was appointed as Managing Director of United Enterprises & Company Limited and was subsequently appointed as the Chairman in 2020, as part of United Group's succession plan.

Mr. Rashid has keen interest in the real estate, healthcare and retail sectors of Bangladesh. With the guidance of the founders of United Group, he intends to invest in these sectors as part of his diversification strategy to create a more financially stable, structured and sustainable company.

He believes that creating more employment in the economy, establishing a strong brand identity driven by a socially responsible corporate structure and sustaining the goodwill that had been handed over by the founding directors of the Group, are crucial for success in these sectors.

He firmly believes that United Group must maintain its status as the leading company in the Power Sector of Bangladesh. In parallel, Mr. Rashid also wants United Group to be based on strong and transparent core values that will uphold the company's vision, carry out its mission and shape its culture. The group's external stakeholders, including valued clients and partners, must have the belief that every single business decision that United Group takes is aligned with its core values.

He states that, the Group aspires to continue being known as a business house who establishes successful, pioneering business models and provide collective benefit to the community, adding sustainable social value to the quality of people's lives. The business-to-consumer ventures of the group like Unimart, Chef's Table, Sir John Wilson School, United Hospital and United International University are key examples of successful implementation of such aspiration.

Mr. Rashid envisions United Group's work environment to be such that it will attract and retain the most remarkable human capital for the Group. He also wishes for the company to have a happy environment because happiness builds positivity and multiplies success. Consequently, internal stakeholders are motivated to work together for the common well-being of the organization they are serving. He is also conscious that long term policy implementation, in line with the industry practices, will further pave the way for ensuring a sustainable organization.

In order to uphold the legacy of the founders, Mr. Rashid wants to honor the Group's commitments to all stakeholders including its partners, clients, colleagues, students, patients, vendors, social beneficiaries, community, etc. Rather than aiming to establish the largest business conglomerate in the country, his mission for United Group is to continue to grow in a sustainable manner.

BOARD OF DIRECTORS PROFILE



MALIK TALHA ISMAIL BARI
Director

Date of Appointment: 07th Nov 2016
Committee Membership: Member of NRC Committee

Mr. Bari completed his Bachelors in Business Management from King's College London, UK in 2005 and Masters in Finance from the University of New South Wales, Australia in 2007. He joined UG in 2008 and was subsequently appointed as the Director of UG in 2011. He is one of the second-generation directors of the Group. He is the Managing Director of Unimart Ltd. He is involved in the retail division and in the construction of the Airport Hotel and Retail project. He is also working with the team that is overseeing UG's first 600 MW combined cycle power project.

Bangladesh has one of the fastest middle-income segment growths in the world and UG aspires to form an integral part of the consumer and business retail scenario of the country. The Group wants to be at the forefront of all consumer and retail development of Bangladesh. Mr. Bari has played a founding role in the establishment of Unimart Ltd., the biggest hyper market chain in the country and also 'Chef's Table', the premier food court establishment of Bangladesh. Furthermore, UG is launching 'Avenue', the ultimate lifestyle retail solution for the consumers in our cities.

Mr. Bari aims to uphold the existing legacy by working with uncompromising ethics, adhering to commitments and by continuing to build the most profitable and reliable business ventures in the country through nation building activities. He envisions exponential growth of the number of people whose lives UG touches on a daily basis through United Power, Sir John Wilson School, Unimart, United Hospital, United International University and other future ventures.



NASIRUDDIN AKHTER RASHID
Director

Date of Appointment: 07th Nov 2016
Committee Membership: None

Mr. Rashid studied Commerce at Monash International, Melbourne, Australia and began his professional career back in 2006. His first placement was at United Hospital Limited, in the role of an Executive. He then joined United Enterprises & Company Limited in 2008 as an Executive, at a time when the Group was focusing on expanding its businesses through diversification and was thereafter appointed as Associate Director in 2009. As a young entrepreneur, he was deeply involved with business affairs of the Group and his keen sense of professionalism led to his appointment as the Director of United Enterprises & Company Limited in 2013. He is one of the second-generation directors of the Group.

Currently, Mr. Rashid is the Chairman of Gunze United Limited, Managing Director of United Tank Terminal Limited, United Shipping & Logistic Services Limited, United Land Port Teknaf Limited and United Refinery & Bulk Storage Limited. He also holds the position of Director in all of United Group's active subsidiaries including United Energy Trading Pte Limited, Neptune Land Development Limited and United LPG Limited.

Mr. Rashid is spearheading the joint venture establishment with Aygaz (the leading Turkish liquefied petroleum gas company) for establishing LPG supply, storage and distribution business in Bangladesh. He heads the energy trading business in Bangladesh and Singapore. He established and oversees the shipping, logistics and terminal operation businesses, with multiple facilities in Ashuganj, Chattogram, Mongla and Jamalpur. He developed the most efficient liquid fuel handling terminal in Bangladesh and the first private jetty on Karnaphuli River. He set up the joint venture establishment with Gunze (Japan) in Dhaka Export Processing Zone. In addition to the above, he is the Director of Administration at UG.

Mr. Rashid that an impactful business philosophy will engender remarkable feats, which would be a continuation of United Group's motto i.e. "Uniting dreams for a brighter tomorrow"



FAHAD KHAN
Director

Date of Appointment: 07th Nov 2016
Committee Membership: None

Mr. Khan holds a BA degree in Management and Economics from University of Sheffield. He is one of the associate directors of the Group. He joined UG in September 2009 and worked in the overall management, procurement and dispatch of the power sector. In the past, he was engaged in the power sector and assumed the position of Director of United Hospital Limited in 2011. He oversaw overall strategy and growth of the hospital and looked after the operations of the hospital including procurement, customer services and finance. He assists with the procurement of UG including construction procurement.

Mr. Khan was appointed as MD of UPHL (United Pharma and Healthcare LTD.) in 2017. He has dedicated himself full time to UPHL and led the company from the start. Wellbeing Pharmacy, a trademark of United Pharma and Healthcare Ltd. and a sister concern of United Group, currently has eight outlets in different prime locations of Dhaka city. He intends to make United Pharma the most profitable and sustainable healthcare product provider in the country. His vision is to make Wellbeing a complete lifestyle store.

He aims to add value to all ventures of UG and continue to embrace the spirit of innovation that the founding generation incorporated. He wants to create an inspiring and productive work culture and build an outstanding brand so that people feel immense pride in working for UG. By being the trusted employer of choice, UG will be able to attract top talent. In the past, UG has partnered with various international companies to leverage resources and assets. Mr. Khan rejoices in representing the country and hopes to continue building international collaborative ventures. To sustain the legacy, he feels that rather than having a parochial attitude, it is important to be dynamic and prudent while the principles, purpose and values of the Group remain the same.



WASEKU AZAD
Director

Date of Appointment: 07th Nov 2016
Committee Membership: None

Mr. Azad pursued a B.Sc. degree from University of Essex, England. He joined United Group as an associate director and started working at United Hospital. From there onward, he assisted in the construction of a number of residential and commercial projects. Moreover, he was partially involved in the construction of United International University. He was also responsible for making strategic decisions of United Polymers Ltd. (UPL).

Mr. Azad has enriched his knowledge in construction through his active involvement in the real estate division of UG. He aspires to make United Property Solutions Limited (UPSL) the top construction company of the country. He believes that the involvement of foreign contractors in UPSL's large scale investment projects will be an invaluable learning opportunity for the Group's engineering team which will give UG a competitive advantage over others in this field.

His vision is to make the Group efficient from all perspectives and contribute to the growth of the nation. He believes that social development work through United Trust will bring long lasting rewards for the Group. Mr. Azad desires to sustain and grow the business and the family's legacy of values. He believes that the sincerity and loyalty that the share-holders have towards each other will maintain their harmonious relationship and preserve the family business legacy.

BOARD OF DIRECTORS PROFILE



NIZAMUDDIN HASAN RASHID
Director

Date of Appointment: 07th Nov 2016
Committee Membership: None

Mr. Rashid is one of the associate directors of the Group. He holds a BSc in Engineering with a Major in Power and Electronics from United International University (UIU). He joined UG in 2016 as assistant to the Chairman who is the current Chief Advisor of the Group. Subsequently, he was appointed as the Managing Director of Moulvi Tea Estate.

Mr. Rashid feels pride in the fact that, in a span of three years, the Moulvi Tea Estate doubled its production. The Moulvi Tea Estate was upgraded from a C class rated garden to an A class rated garden in terms of both quality and quantity. He has plans to explore tea blending and make more investments in the tea sector.

Besides overseeing Moulvi Tea Estate, he is actively working in the real estate division and other companies related to real estate. Mr. Rashid hopes to play a significant role in whatever sector UG excels in future, be it Fast-Moving Consumer Goods (FMCG) or real estate. He believes that UG must grow sustainably and also uphold its brand value.



KHONDAKER ZAYED AHSAN
Director

Date of Appointment: 30th Jan 2020
Committee Membership: None

Mr. Ahsan was educated at Stony Brook University, New York with a Major in Economics. He is a member of the board of directors of "Footsteps", a next-generation organization. Prior to joining UG, he worked for tax evaluation in a wealth management firm and was engaged as a staff accountant for a year in New York.

Mr. Ahsan joined as a management trainee at UG on the 1st of January 2019. Working with different departments of the company for the first few months gave him an opportunity to learn about different divisions of the business. He was subsequently involved in the 50 MW power plant at KEPZ. With the completion of this project, he was appointed as an associate director of the company. He also oversaw the implementation of a few projects of United Power, United Trust, United Lube Oil Ltd. and UPSL.

After 2020, Mr. Ahsan focused on Orange IT Ltd. and Orange Solutions Ltd. which is the ICT division of UG that aims to cover the complete business automation solution. He envisions Orange Solutions Ltd. to burgeon and foster technological development in the country. Instead of going for vertical integration in operations, he wants to see the company as a service-oriented industry. He believes that upholding integrity and the core company values is important to leave a legacy for generations to come.



MD. ABUL HOSSAIN
Director
ICB Representative

Date of Appointment: 5th Nov 2019
Committee Membership: None

Md. Abul Hossain, Managing Director, Investment Corporation of Bangladesh

Md. Abul Hossain has been serving as the Managing Director of Investment Corporation of Bangladesh since 21 August 2019, the core public sector investment bank of the country. Mr. Hossain has more than 31 years of diversified experience in investment banking, specialized and commercial banking, Islamic banking, Asset management and ICT works. He started his career as a System Analyst/ Senior Principal Officer of ICB in 1998 and served in different positions in the same organization. Prior to his joining in ICB, he acted as the Managing Director of Karmasangsthan Bank. He also served as the Managing Director (Additional Charge) and Deputy Managing Director of Bangladesh Krishi Bank.

Currently, he is contributing his professional expertise as a Board member of British American Tobacco Bangladesh Co. Ltd. (BATBC), Unilever Consumer Care Limited (UNILEVERCL), Standard Bank Limited, National Tea Company Limited (NTC), Apex Tannery Limited, United Power Generation & Distribution Company Limited (UPGDCL), Apex Footwear Limited, Heidelberg Cement Bangladesh Limited and Padma Bank Limited. In addition to perform his professional duties, Mr. Hossain is actively involved in different philanthropic activities of various national, social, cultural, religious and volunteer organizations.



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

Date of Appointment: 30th Oct 2018
Committee Membership: Chairman of Audit Committee

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 holds the Masters of Defense Studies (MDS) and is a 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, Bhatary 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.

BOARD OF DIRECTORS PROFILE



DR. MUHAMMAD FOUZUL KABIR KHAN
Independent Director

Date of Appointment: 20th Dec 2020
Committee Membership: Chairman of NRC Committee

Dr. Khan is a distinguished Economist with over 35 years of experience in civil service, tax and regulatory matters, infrastructure financing, energy policy, renewable energy and various advisory services. He has worked in Bangladesh, United States, Singapore, Indonesia, Papua New Guinea and most recently South Sudan.

Dr. Khan is the founder CEO and a former Director of Infrastructure Development Company Ltd. (IDCOL), the largest infrastructure finance company of Bangladesh. He is also a former professor of Economics and Finance at the School of Business, North South University.

He served as the Secretary of the Power Division, Ministry of Power, Energy and Mineral Resources of the Government of Bangladesh from 2007-2008. During his tenure as Secretary, he is credited for the turnaround of the power sector in Bangladesh through generation capacity addition, expansion of transmission and distribution networks and implementing institutional and policy reforms. He was a Policy Expert to the World Bank to assess the Capacity Building Needs in Energy Sector as well as develop an Electricity Sector Strategy Note for South Sudan and conducted Bangladesh Off-grid Energy Sector study for International Finance Corporation (IFC).

Dr. Muhammad Fouzul Kabir Khan received his PhD in Economics in 1989 from Boston University, USA. He has also taught as part and full-time faculty at University of Massachusetts at Boston, National University of Singapore, North South University, BRAC University in Bangladesh.

Earlier, he served at the National Board of Revenue and was involved in design and implementation of tax and tariff reform in the early nineties.



PROFESSOR MOHAMMAD MUSA, PhD
Independent Director

Date of Appointment: 18 Sept 2019
Committee Membership: Member of Audit Committee

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 his 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 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 efficient.

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

OUR DIRECTORS IN OTHER BOARD

NAME OF THE COMPANIES		GENERAL MD. ABDUL MUBEEN (RETD.)	HASAN MAHMOOD RAJA	AHMED ISMAIL HOSSAIN	KHANDAKER MOINUL AHSAN	AKHTER MAHMUD	FARIDUR RAHMAN KHAN	ABUL KALAM AZAD	MALIK TALHA ISMAIL BARI	NASIRUDDIN AKHTER RASHID	FAHAD KHAN	WASEKUL AZAD	NIZAMUDDIN HASAN RASHID	KHONDAKER ZAYED AHSAN	MOINUDDIN HASAN RASHID	MD. ABUL HOSSAIN	LT. GEN. SINA IBN JAMALI (RETD)	PROF. DR. MOHAMMAD MUSA	DR. MUHAMMAD FOUZUL KABIR KHAN
1	United Ashuganj Energy Ltd.	-	-	-	-	-	✓	-	-	-	-	-	-	-	✓	-	-	-	-
2	United Anwara Power Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
3	Khulna Power Company Ltd.	-	✓	✓	✓	✓	✓	✓	-	-	-	-	-	-	✓	-	✓	✓	-
4	United Jamalpur Power Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
5	United Mymensingh Power Ltd.	-	✓	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
6	United Energy Ltd.	-	-	-	✓	✓	✓	✓	✓	-	-	-	-	-	✓	-	-	-	-
7	Leviathan Global BD Ltd.	-	-	-	-	-	-	-	✓	✓	-	-	-	-	✓	-	-	-	-
8	United Chattogram Power Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
9	United Payra Power Ltd.	-	-	-	-	-	-	-	✓	✓	-	-	-	✓	✓	-	-	-	-
10	United City Twin Tower Developers Ltd.	-	-	-	✓	✓	✓	✓	✓	-	-	-	-	-	✓	-	-	-	-
11	Neptune Commercial Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
12	Neptune Land Development Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
13	United Purbachal Land Ltd.	-	✓	✓	✓	✓	✓	✓	-	-	-	-	-	-	✓	-	-	-	-
14	United Property Solutions Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
15	United Enterprises & Co. Ltd.	-	-	-	-	-	-	-	✓	✓	-	-	-	-	✓	-	-	-	-
16	United Engineering & Power Services Ltd.	✓	-	-	-	-	-	-	-	-	-	-	-	-	✓	-	-	-	-
17	United Hospital Limited	-	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	✓	-	-	-	-
18	United Chattogram Hospital Ltd.	-	✓	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
19	United International University	-	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	-	✓	-	-	-	-
20	Unimart Limited	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
21	United Elevator World Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
22	United Land Port Teknaf Ltd.	-	✓	✓	✓	✓	-	✓	✓	✓	-	-	-	-	✓	-	-	-	-
23	United Lube Oil Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
24	United Makkah Madina Travel and Assistance Co. Ltd	-	✓	-	✓	✓	✓	✓	✓	-	-	-	-	-	✓	-	-	-	-
25	United Shipping and Logistic Services Ltd.	-	-	-	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
26	United Securities Ltd.	-	✓	✓	✓	-	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
27	UG Security Services Ltd.	-	-	-	-	-	-	-	-	✓	-	✓	-	-	-	-	-	-	-
28	United Pharma & Healthcare Ltd	-	-	-	✓	-	-	-	-	-	✓	-	-	-	-	-	-	-	-
29	Gunze United Limited	-	-	-	-	-	-	-	✓	✓	-	-	-	-	✓	-	-	-	-
30	Comilla Spinning Mills Ltd.	-	✓	✓	✓	✓	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
31	United Tank Terminal Ltd.	-	-	-	✓	✓	✓	✓	✓	✓	-	-	-	-	✓	-	-	-	-
32	Radiant Nutraceuticals Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	✓	-	-
33	Radiant Distribution Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	✓	-	-
34	Pharmacil Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	✓	-	-
35	Radiant Pharmaceuticals Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	✓	-	-
36	Moulvi Tea Company (Private) Ltd.	-	✓	-	✓	-	-	✓	✓	-	✓	-	✓	-	✓	-	-	-	-
37	Airport Hotels Ltd.	-	✓	-	✓	-	-	✓	✓	✓	✓	-	-	-	✓	-	-	-	-
38	United LPG Ltd.	-	-	-	✓	-	-	✓	✓	✓	✓	-	-	✓	✓	-	-	-	-
39	United Sulpho-Chemicals Ltd.	-	✓	✓	✓	✓	✓	✓	-	✓	-	-	-	✓	✓	-	-	-	-
40	United Professional Services Ltd.	-	-	-	✓	-	-	-	✓	-	✓	-	✓	-	✓	-	-	-	-
41	United Health Care Services Ltd.	-	-	-	-	-	-	-	✓	✓	✓	✓	-	✓	✓	-	-	-	-
42	Orange Solutions Ltd.	-	-	-	-	-	-	-	✓	✓	✓	✓	-	-	✓	-	-	-	-
43	United Trust	-	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	-	-	✓	-	-	-	-

CORPORATE GOVERNANCE STRUCTURE

Board of Directors (the Board) at UPGDCL recognizes the importance of good corporate governance and is committed to ensure the sustainability of the Company's business and operations by integrating good governance ethics and business integrity into the strategies and operations of the entity as a whole. Board believes these practices are key to continue delivering long-term shareholders' value, safeguard stakeholders' interest and maintain investors' trust and confidence.

Corporate Governance Framework

United Power Generation and Distribution Company Ltd. (UPGDCL) is a concern of United Group. Being a corporate leader UPGDCL emphasizes on the four pillars of Corporate Governance- transparency, fairness & equity, accountability and responsibility. Standards of corporate governance of the company are the main contrivance of continued growth and success. The Company has always strived to maintain the highest standards of corporate governance.

Good Governance practices helps UPGDCL to always act in the best interests of the business. More specifically, it improves the business performance, ensure stability and productivity and unlock new opportunities. At the same time, it creates and maintain sustainable shareholders' value, safeguard stakeholders' interest and maintain investors' trust and confidence.

In addition, UPGDCL expects compliance of Code of Conduct from its Board of Directors and employees.

Corporate Governance Practices

UPGDCL is committed to comply with all the laws of the country and all internal regulations, policies and procedures to recognized it as fair, transparent Company.

Being listed with both the Stock Exchanges, the Board ensured that during the year ended 30th June 2021, the Company has complied with all the applicable conditions set out in the Corporate Governance Code 2018 issued by the Bangladesh Securities and Exchange Commission (BSEC), besides other regulation issued from time to time. Compliance was all across the regulators. The Board continuously monitor and review the Company's Corporate Governance practices and makes necessary changes at an appropriate time. The disclosures in this report set out our corporate governance framework, practices and policies with reference to the Code.

BOARD AFFAIRS:

Role of the Board

The Directors of the Board are accountable to the Shareholders. The Board is responsible for ensuring that the business activities are soundly administered and effectively controlled. The Board also ensures that UPGDCL Policies & Procedures and Codes of Conduct are understood, implemented and maintained at all levels and the Company.

Key Features of our Board

- All Board Members are Non-Executive Directors;
- Chair of the Board is Non-Executive Director;
- Separation of the roles of Chair of the Board and the CEO;
- Chair of the Audit Committee and NRC Committee are Independent Directors; and
- Management do not sit on the Board.

Board Composition:

The UPGDCL Board is comprised of ten (10) Directors, with fourteen (14) Non-Executive Directors and two (2) Independent Directors and Managing Director. All of them are knowledgeable individual with integrity who is able to ensure compliance with financial laws, regulatory requirements and corporate laws and can make meaningful contribution to the business. Directors contribute diversified qualifications and experience to the Company by expressing their views in an independent, constructive and informed manner, and actively participating in Board and Committee meetings.

Board Diversity

The Board recognizes the importance of diversity in deliberations and decision-making and has established its efforts to establish a diverse Board. Board Members possess optimum knowledge, composure and technical understanding about the Company's business, which, combined with its diversity of culture and background, stands as the perfect platform to perform and deliver. A list of Directors and their respective short profile are set out in separate section in this Annual Report.

CORPORATE GOVERNANCE STRUCTURE

Appointment of Directors and Top-Level Executives

Board is responsible for the appointment of Directors and top-level executives. The Board delegates the screening and selection process to Nomination and Remuneration Committee.

Board Meetings

As per the SECRETARIAL STANDARD, BSS-1, 2.(i) (Secretarial Standard on Meetings of the Board Of Directors, BSS-1) issued by Institute of Chartered Secretaries of Bangladesh the Company requires the Board to meet at least four (4) times in a year or when duly called in writing by any Board member. Accordingly, Board of Directors met four (04) times in Board Meeting during the FY 30th June 2021. Board of Directors also met two (2) times in General Meeting. Board meetings for the upcoming financial year are scheduled in advance before the end of the current financial year to enable Directors to plan ahead and attend the meetings according to the respective meeting schedules. The notice of each Board Meeting is served in writing well ahead of the meeting. The notice contains the detailed statement of business to be transacted at each meeting. UPGDCL's AoA allows Board meetings to be held via audio and video conferencing to facilitate the decision-making process. The Board met Six (06) times during the Financial Year ended 30th June 2021 and attendance of the Board members in the meetings were as follows.

Board Meeting and AGM Attendance of Directors from July 2020 to June 2021

Name of the directors	13th AGM 20th Dec, 2020	EGM, 28th Oct, 2020	Board meeting number				Number of Meeting attended	% Of attendance
			94	95	96	97		
General Md. Abdul Mubeen							6	100%
Mr. Hasan Mahmood Raja							6	100%
Mr. Ahmed Ismail Hossain							6	100%
Mr. Khandaker Moinul Ahsan							6	100%
Mr. Akhter Mahmud							4	67%
Mr. Abul Kalam Azad							6	100%
Mr. Faridur Rahman Khan							6	100%
Mr. Moinuddin Hasan Rashid							6	100%
Mr. Md. Abul Hossain							6	100%
Lt. Gen. Sina Ibn Jamali							6	100%
Prof. Mohammad Musa PhD							6	100%
Dr. Muhammad Fouzul Kabir Khan							6	100%
Mr. Malik Talha Ismail Bari							6	100%
Mr. Nasiruddin Akhter Rashid							6	67%
Mr. Fahad Khan							6	100%
Mr. Wasekul Azad							6	100%
Mr. Nizamuddin Hasan Rashid							6	100%
Mr. Khondaker Zayed Ahsan							5	83%



Attended in person



Attended through video conference



Leave of absence

CORPORATE GOVERNANCE STRUCTURE

Board Activities During FY 30th June 2021

- ▶ Review UPGDCL's quarterly and annual Performance.
- ▶ Approved unaudited Quarterly Financial Statements and Audited Financial Statements for FY 30th June 2021
- ▶ Approved UPGDCL Final Dividend.
- ▶ Approved UPGDCL annual budget, business strategy and target
- ▶ Approved UPGDCL's capital investment
- ▶ Approved Internal Audit Plan and Compliance Plan
- ▶ Review Internal Audit Reports
- ▶ Approved related party transactions
- ▶ Reviewed the adequacy and integrity of the information provided by the Management and internal control systems
- ▶ Review the affair of the Subsidiary Companies.
- ▶ Reviewed the update from Board Sub-Committees.
- ▶ Approved Dividend policy and Code of Conduct.
- ▶ Approved transfer of "Unclaimed Cash Dividend" to "Capital Market Stabilization Fund" as per the Bangladesh Securities and Exchange Commission (Capital Market Stabilization Fund) Rules, 2021.

The Chair and the Chief Executive Officer (CEO)/MD

Chairman of the Board is a Non-Executive Director. The Chair and the CEO/MD of UPGDCL are separate persons. The roles of the Chair and Chief Executive Officer/MD are clearly established, set out in writing and agreed by the Board to ensure transparency and better governance. Chairman leads the Board and is responsible for ensuring the effectiveness of the Board and its governance processes, while the CEO/MD is the authoritative head for day-to-day management in the Company.

Empowerment:

To ensure the governance of UPGDCL, Board of Director approved the Company's delegation of authority framework and which is reviewed and updated time to time in order to ensure relevance and applicability. In addition, any amendments to these documents are also reviewed and approved by the Board.

Code of Conduct

In compliance with the requirement of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission (BSEC), the Company has framed and adopted the Code of Conduct for the Chair of the Board, other Board members and the Chief Executive Officer of UPGDCL. The Code is available in the Company's website at <http://www.unitedpowerbd.com>

Board and Top-Level-Executive Remuneration Policy

Nomination and Remuneration Committee (NRC) framed a policy with regard to determining qualifications, positive attributes, experiences, and remuneration mainly for Directors and Top-Level-Executives. The objective of the remuneration policy is to secure that reward for Top Level Executive shall contribute to attracting, engaging and retaining the right employees to deliver sustainable value for shareholders. In addition, Director shall receive the Board fees from the Company for every meeting attended.

Dividend Policy

In compliance with the requirement of the Corporate Governance Code 2018 of the Bangladesh Securities and Exchange Commission (BSEC), the Company has framed and adopted the Dividend Policy. The Dividend Policy is available in the Company's website at <http://www.unitedpowerbd.com>

Independent Scrutinizer

As per Bangladesh Securities and Exchange Commission (BSEC) Directive dated 10 March 2021, appointment of an Independent Scrutinizer to overview "the due process of election and detailed information of voting results" and report the same shall be submitted before the commission within 48 hours of conclusion of General Meeting. Board of Directors on its 98th Meeting held on 27th October, 2021 appoint M/S Haruner Rashid & Associates, Chartered Secretaries & Management Consultants as Independent Scrutinizer for the 14th AGM of the company.

Board Committees













Board has constituted two (2) sub-committees, viz: Audit Committee and the Nomination and Remuneration Committee. The role of Board Committees is to review and appraise the Board in respective areas and make recommendations to the Board. Each

Committee operates in accordance with the Charter/Terms of Reference (ToR) approved by the Board. The Board reviews the ToR of the Committees from time to time. Board also appoints the Members and Chair of each Committee. Both the Committees are empowered to perform the given roles as per the Code of Corporate Governance (CCG) 2018 besides specific performance, if any. Committees' Chairpersons are Independent Directors while the respective committee Members are nominated by the Board. Both the committees comprise of three non-executive Members and the Company Secretary acts as the Member Secretary in both the committee. A brief description of each Committee is presented below:

Audit Committee

The Audit Committee met four (4) times during the FY 30th June 2021 and attendance of the Committee members in the meetings was as follows:

Audit Committee Meeting Attendance of Members from July 2020 to June 2021

Name of the Member	Position in the Committee	Audit Committee meeting number				Number of Meeting attended	% Of attendance
		21	22	23	24		
Lt. Gen. Sina Ibn Jamali	Chairperson					4	100%
Mr. Abul Kalam Azad	Member					4	100%
Prof. Mohammad Musa PhD	Member					4	100%

The detailed activities of the Audit Committee during FY 30th June 2021 are given in the separate section of this Annual Report.

Nomination and Remuneration Committee

The detailed activities of the NRC during FY 2021 are given on the separate section of this Annual Report. The NRC met once (1) time during the year 2021 and attendance of the Committee members in the meetings was as follows:

NRC Meeting Attendance of Members from July 2020 to June 2021

Name of the Member	Position in the Committee	Position in the Board	3rd NRC meeting	% Of attendance
Dr. Muhammad Fouzul Kabir Khan	Chairperson	Independent Director		100%
Mr. Faridur Rahman Khan	Member	Non-Executive Director		100%
Mr. Malik Talha Ismail Bari	Member	Non-Executive Director		100%

The detailed activities of the Audit Committee during FY ended 30th June 2021 are given in the separate section of this Annual Report.

FINANCIAL CALENDAR

	Q1 July - Sept 2020	Q2 Oct-Dec 2020	Q3 Jan- Mar 2021	Q4 Apr- Jun 2021
Board Meeting	94 BM 15th September 2020	95 BM 28th October 2020	96 BM 30th January 2021	97 BM 3rd May 2021
Audit Committee Meeting	15th September 2020	28th October 2020	30th January 2021	3rd May 2021
NRC Committee Meeting			8th March 2021	
AGM		13th AGM 20th December 2020		
EGM		28th October, 2020		
PSI	15th Sept 2020 To acquire majority Shareholdings in the following HFO fi ed Power Plants	28th October 2020 Dividend, 13th AGM Date, Record Date & Financial performance of year ended 30th June 2020 Financial Performance of 1st Quarter (July- Sept) 2020-21	30th Jan 2021 Financial Performance of 2nd Quarter (Oct -Dec) 2020-21	3rd May 2021 Financial Performance of 3rd Quarter (Jan- Mar) 2020-21
Disclosure under Regulation 38 of the Listing Regulations, DSE & CSE.		12th October 2020 UAEL declared Final Cash Dividend @ Tk. 4.00 per share of Tk.10 each or 40%.	25 January, 2021 UEL declared "Interim Cash Dividend" worth Tk. 600,00,00,000 (Six Hundred Crore) 27 January, 2021 UJPL declared "Interim Cash Dividend" worth Tk. 150,00,00,000 (One Hundred Fifty Crore)	25 April, 2021 UEL declared "Interim Cash Dividend" worth Tk. 750,00,00,000 (Seven Hundred fifty Crore) 22-Apr-21 UJPL declared "Interim Cash Dividend" worth Tk. 150,00,00,000 (One Hundred Fifty Crore)



COMMUNICATION WITH STAKEHOLDERS

Aligning with the “CORE VALUE” UPGDCL Management developed the communication structure to free fl w of information to the stakeholders. Company has in place an effective system of communication directed towards to aware its Shareholders and other stakeholder in compliance with the disclosure requirements.

Mode of communication:



All information, that are disclosed to the Regulators like 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>

General Meeting

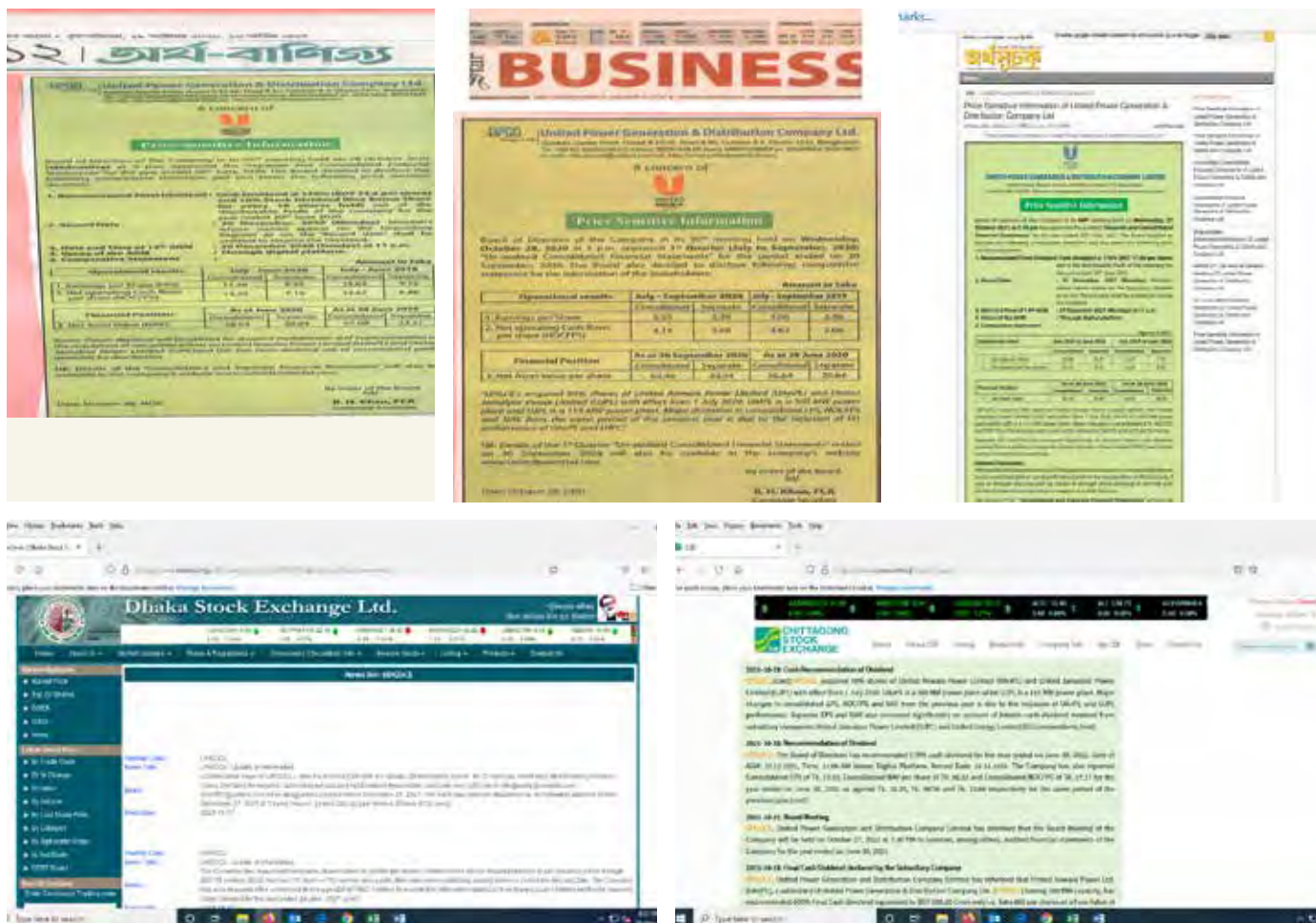
The Company recognizes the rights of the Shareholders and accordingly ensures that their right to voice their opinion is guaranteed at all the Shareholders' meet such as Annual and Extraordinary General Meetings (AGM & EGM). All members of the Board of Directors and the senior management team attend the General Meeting (AGM) so that the queries of the Shareholders regarding the financial and non-financial matters of the Company are appropriately explained/answered. In principle, general meetings are effective platform in facilitating communication between the Shareholders and the Company.

Direct Communications

Quarterly, Half Yearly and Annual Reports of the company predicably upload in the website of the company. Moreover, these reports are also kept readily available at the Head Office of the Company for any stakeholders to use whenever required. The reports are also regularly uploaded to the Company website <http://www.unitedpowerbd.com> for information of the Shareholders and any prospective investors. These detail reporting structure provide them the opportunity to make critical analysis about the Company and investment in it.

Media Communication:

In compliance with the regulatory compliance, Price Sensitive Information, Notice, Financial Statements are published in the national dailies and online News portals in Bangla and English as and when the occasion arises.



Company 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.

Regulators Website:

Regulatory Notice and declarations are duly reported to DSE and CSE, in order to inform the related parties through the Regulator's website.

Shareholders' Communication & Management of Corporate Affairs

In case of any queries related to the Shareholding of the Company, Shareholders may e-mail at info@unitedpowerbd.com or contact the dedicated Officer by calling at (+8802-55052000):

MESSAGE FROM THE CHAIRMAN



Respected Shareholders

Assalamualikum!

It's an immense pleasure to present the Year 2020-21 Directors' Report along with performance highlights of UPGDCL's business over the period, and also take the opportunity to express my gratitude to Allah Subhanahu Wa Ta'ala for allowing all of us to reach this point of time, in good stead, amid the situation marked by a pandemic of ever changing features and dimensions. When I write this message, already the 5th wave of the dreadful virus dubbed as the "omicron" is unfolding and threatening to hamper our course of normal life again.

We all have experienced an unprecedented and challenging year due to the pandemic which intermittently disrupted our socio-economic lives. However, our company UPGDCL and its subsidiaries, continued their operations and could make generation facilities available at the maximum level. As a result of such preparedness, UPGDCL could contribute to the fullest demand needs of the DEPZ and CEPZ, respectively. Besides, its HFO powered subsidiaries also provided power to the national grid at higher quantum than previous year. Overall increase in capacity utilization of almost all the plants under UPGDCL provides ample testimony to the above.

The year was a successful one in terms of "maximization of acquisition benefits" derived out of the two newly added HFO based power plants namely United Jamalpur Power Ltd (UJPL) and United Anwara Power Ltd (UAnPL), respectively. Total installed power generation capacity now stands at 895 MW which is over 9 percent of the country's private sector generation. Total Revenue for the year had over 200 percent growth to reach BDT 30,580.52 million. Net Profit after Tax was BDT 11,114.18 million registering 182 percent growth. Shareholders' Equity at the end of the year reached BDT 32,565.92 million and the overall EBITDA growth was 86 percent. Consolidated EPS reached Taka 18.80 per share which had a growth of 84 percent over last year's EPS.

UPGDCL's core business performance maintained the steady pace in line with previous years. However, Profit after Tax had phenomenal growth due to the receipt of interim cash dividend worth BDT 16,335.00 million from its subsidiaries viz United Energy Ltd (UEL) and UJPL. EPS reached Taka 36.27 as against Taka 7.50 last year thus clearly reaping benefits of acquisition strategies of the company towards shareholders' value creation. Company's market capitalization reached \$1.80 billion at the year-end.

During the year, UPGDCL contributed Taka 4,089.78 million to the National Exchequer in the form of taxes, VAT, import duty etc which is around 14 percent of the yearly Revenue.

Dividend proposed

Board of Directors' of the company has recommended Cash Dividend at the rate of 170 per cent or Taka 17.00 per share for each Share of Taka 10/- out of the distributable Net Profit for the year.

Honorable Shareholders

As the company is growing in age and capacity it is becoming more aware of the impact of its operations on the environment. Management has been active in putting in place technology driven initiatives to minimize impacts on the eco-system. UPGDCL remained a fully compliant company in terms of all regulatory conformities. It has already made disclosures of Dividend Policy and the Code of Conduct for the Board. Besides, our response to deposition of unclaimed dividends/ IPO subscription to the Capital Market Stabilization Fund under the auspices of the BSEC has been on time.

Amid the challenging socio-economic scenario resulting out of the pandemic, our company enjoyed an environment enriched with experienced, talented and dedicated employee capital which alongside the corporate culture of excellence in delivery made our tireless endeavors for a successful journey a reality. Our ability to create value is driven by our focused strategy and rigorous attention to operational efficiency that goes a long way towards ensuring sustainability, profitability and success for all the stakeholders.

Bangladesh is celebrating 50 years of independence and also has recently been graduated to the next level from LDC category by the UN General Assembly. UPGDCL looks forward to be a partner in the country's desired journey to transform into a high-income country.

As always, we are grateful to the Board of Directors for their wisdom and guidance in this extraordinary time of our operations. I also take this opportunity to commend the Managing Director and his team who worked fearlessly with dedication and resoluteness to keep the operations moving round the clock.

May Allah Subhanahu Wa Ta'ala grace our journey ahead with Rahmat and Baraka!

Look forward to welcoming you to the 14th Annual General Meeting of UPGDCL.



CHAIRMAN

DIRECTORS' REPORT 2021 TO THE SHAREHOLDERS

Board of Directors of United Power Generation & Distribution Company Limited (UPGDCL) is pleased to present the annual Directors' Report along with the audited financial statements for the year ended June 30, 2021.

SOCIO-ECONOMIC ENVIRONMENT

Year 2020-21 was characterized by the COVID-19 pandemic's impending spread across the globe. Intermittent lock-downs and restrictive/selective economic/social activities within and outside Bangladesh were the common features through-out the year. Our Country like most other economies, responded with fiscal and monetary policies to limit or minimize the pandemic impact. Hopes were raised by effective pandemic containment measures including the vaccination drive which lead to significant upliftment in the overall public sentiment towards the end of the year.

Amid such a demanding socio-economic environment, UPGDCL could maintain its steady pace of journey by the Grace of Almighty Allah ST. Along with the subsidiary companies results, it did turn out to be another year of GOOD performance for the company.



Global economy

Global economy started reversing to the recovery path after a sharp contraction in the year 2020 as nations across the globe cautiously engaged in phase-wise re-opening of economic activities. According to the World Economic Situations and Prospects (WESP) mid-2021 report, global economy is now projected to expand by 5.4 percent. However, the overall outlook remains highly uncertain with major risks around the trajectory of pandemic and the possibility of financial stress amid large debt burdens. Controlling the pandemic at the global level will require more equitable vaccine availability especially for low-income countries. Policy makers across the globe face a difficult balancing act between recovery safeguarding the price stability and fiscal sustainability.

Risks associated with climate change are becoming even-greater challenge and climate action must be an integral part of upcoming policy priorities. Bringing change in the energy mix and arresting global warming will require a strong political will side by side the deployment of all available policy instruments.

Bangladesh Economic Outlook

Notwithstanding the worldwide outbreak of coronavirus disease, which began to strike in Bangladesh from early March 2020, the economy displayed inherent resiliency. Noteworthy here that, the government of Bangladesh has so far announced stimulus packages worth BDT 1.35 trillion, which stands at nearly 5 percent of FY20's GDP, to mitigate adverse impacts of the COVID-19 on the economy and also to facilitate recovery. In this respect, spread of digitization of the trade and monetary system remarkably contributed in channelizing the economic activities during this prolonged period of COVID marked by intermittent lock-downs.

It may be mentioned that, Bangladesh economy has been performing consistently with above 6 percent GDP growth since FY11 till the COVID outbreak. According to BBS estimates, growth rate achieved in FY20 is nearly 4 percent. Prudent fiscal and monetary policy measures, rebounded exports and import growth amid high growth of inward remittances aided the country to carry-on with growth momentum recording an estimated growth of 6.1 percent in FY 21.

According to the BBS estimates per capita national income reached USD 2,227 in FY21. While domestic savings stood at 24.12 percent of GDP. Country's gross investment stood at approximately 30 percent of GDP where share of public and private investments were 8.67 percent and 21.25 percent, respectively. Historically, Bangladesh has remained a low-saving and low-investment country.

Overall inflation rate in FY21 was 5.56 percent mostly driven by food inflation (5.73 percent). Yet the Government's continuous efforts to keep up the food supply chain uninterrupted during COVID-19 period worked well and helped to keep the overall inflation under control.

Bangladesh Bank's monetary policy has been growth supportive and aimed at preserving price stability and generating employment. For the FY21 expansionary monetary policy has been adopted against the backdrop of the COVID-19. Central Bank's credit policies and programs were directed to channeling adequate credit flows for productive purposes, especially to agriculture, SME sectors. Domestic credit recorded 13.58 percent growth. Credit flow to private sector registered a lower growth of 8.61 percent mostly due to COVID impact. On the contrary, public sector credit recorded a growth of over 37 percent in the same period and was driven by nearly 56 percent growth in credit support to the Government.

Downward trends of interest rate for both deposit and credit remain static. Weighted average (Feb, 21) interest rate stood at 7.48 percent for credit and 4.46 percent for deposit respectively.

Capital market was found positively working in FY 20-21 although both Stock Exchanges - Dhaka and Chittagong- experienced some volatile period also. Overall there was a mentionable growth in the capital and value index. The growth of broad index for DSE was 37.37 percent and CSE it was 39.84 percent.

Export sector has resumed back to a positive trend after overcoming the pandemic shock. Earnings from export grew by 15.1 percent in FY21 at USD 38,758.31 million. Imports during the same period was recorded at USD 65,564.70 million nearly 20 percent higher over LY. During the year, remittance flow reached a higher level at USD 24,777.71 million nearly 36 percent higher than LY. Country's Foreign exchange reserve reached USD 45.39 billion an all-time high. Exchange rate throughout the year was also static.



DIRECTORS' REPORT 2021

TO THE SHAREHOLDERS

Year 2021 and beyond

The global economic recovery is continuing, even as the pandemic resurges. The fault lines opened up by COVID-19 are looking more persistent—near-term divergences are expected to leave lasting imprints on medium-term performance. Vaccine access and early policy support are the principal drivers of the gaps. The global economy is projected to grow 5.9 percent in 2021 and 4.9 percent in 2022. The downward revision for 2021 reflects a downgrade for advanced economies—in part due to supply disruptions—and for low-income developing countries, largely due to worsening pandemic dynamics. This is partially offset by stronger near-term prospects among some commodity-exporting emerging market and developing economies. Rapid spread of Delta and the threat of new variants have increased uncertainty about how quickly the pandemic can be overcome. Policy choices have become more difficult, with limited room to maneuver.

Bangladesh remains among the fastest growing economies in the world over the past decade, supported by a demographic dividend, strong ready-made garment (RMG) exports, and stable macroeconomic conditions. Continued recovery in exports and consumption will help growth rates pick up to 6.4 percent in fiscal year 2021-22. It is on track to graduate from the UN's Least Developed Countries (LDC) list in 2026. Poverty declined from 43.5 percent in 1991 to 14.3 percent in 2016, based on the international poverty line of \$1.90 a day (using 2011 Purchasing Power Parity exchange rate). Moreover, human development outcomes improved along many dimensions.

Like other countries, Bangladesh faces the daunting challenge of fully recovering from the COVID-19 pandemic which has constrained economic activities and reversed some of the gains achieved in the last decade. The COVID-19 pandemic decelerated economic growth in 2020. Nevertheless, strong remittance inflows and a rebound in export market has helped the economy to start recovering gradually. Vaccinating the population will reduce the incidence of the disease and mortality and enable the full resumption of economic activities. Bangladesh also needs to address the challenge of creating jobs/employment opportunities through a competitive business environment, increased human capital and skilled labor force, efficient infrastructure, and a policy environment that attracts private investments. Other development priorities include diversifying exports beyond the RMG sector; deepening the financial sector; making urbanization more sustainable and strengthening public institutions. Addressing vulnerability to climate change and natural disasters will help Bangladesh to continue to build resilience to future shocks. Pivoting towards green growth would support the sustainability of development outcomes for the next generation.

THE POWER SECTOR OF BANGLADESH

Electricity plays the most basic role in the economic growth through facilitating a sustainable structure which help eradicate poverty, ultimately. Long-term sustainable economic growth depends on the availability of electricity at affordable value and environment friendly standard.

Bangladesh Government has designed an extensive power generation plan to create sustainable growth of power sector and for overall development of the country's economy. Considerable progress has been made in ensuring electricity to the door steps of the population. At the end of FY 2021, total Installed Capacity reached 25,227 MW while Per capita generation increased to 515 kwh (nearly 20% higher) and access to electricity reached to 99.5%.

Overall power generation-mix is still dominated by the Coal, Gas and HFO based plants. Although the number of plants has reduced in case of Coal and Gas-based generation the mix still remain pre-dominant. Renewal Energy (RE) power is yet to set firm foot print although the generation is on the rise.

Energy -mix	YEAR 2021		% of generation
	No of Plants	MW generation	
Gas based	67	11,402	51.77%
HFO based	61	6,044	27.44%
Coal based	03	1,768	8.02%
HSD based	10	1,290	5.86%
Total Fossil fuel based	141	20,504	93.10%
Hydro power	01	230	1.04%
Solar power	07	129	0.59%
Imported power	-----	1,160	5.26%
TOTAL	149	22,023	

Power plants ownership

Public PP	Joint Venture	IPP	Rental PP	Total
57	1	71	20	149
Source: BPDB				

Mega projects having total generation capacity of 3,840 MW are being implemented at Payra, Maheskhali and Matarbari areas aimed at ensuring power and energy security. Government has also set a target of generating 2,000 MW of electricity from renewable energy sources in the coming three years. For ensuring the supply of LNG an initiative to develop a land-based LNG terminal at Matarbari is under active consideration.

With the rise in generation capacity, transmission and distribution remains a challenge. Total Distribution line reached 612,000 km in the year 2021. BPDB has also under taken the country's first smart-grid project under Dhaka Power Development Company (DPDC). Besides, a Taka 4,000 crore project has been taken up for expansion of distribution network under the Bangladesh Rural Electrification Board (BREB). Move is under way to develop the transmission system to evacuate electricity from the Rooppur Nuclear Power Plant (RNPP) and Matarbari and Payra power plants, respectively.

Under the Government initiative of "MY Village My Town" encouragement and support are being provided to set-up bio-gas plants and solar panels on group basis. Overall system loss has been reduced to the level of 8.73 per cent in 2021. In the FY 2022 Budget, the Energy and Power Sector has been given an allocation of Taka 27,484 crore off which ADP allocation for the Power Division was Taka 27,367 crore.

Bangladesh has already been graduated into a lower-middle income country from the low-income country. To ensure the transition from lower-middle-income to upper-middle income by 2031 and high-income by 2041 as envisioned in the Perspective Plan 2021-2041, there is no alternative to ensuring the provision of quality energy and power supply in view of the rising demand for power and energy to implement necessary socio-economic activities.

Capital Market scenario

Bangladesh's stock market was the best performing equity market in Emerging Asia during the year with a return of 21.3 % and with the second-highest return in the world after NASDAQ (43.4%) despite the pandemic. In peer markets, Bangladesh posted the highest returns followed by India's 15.5% and Vietnam's 14.6%. However, in the overall, the market was impacted significantly due to Covid-19. Subsequently, BSEC imposed floor prices to control the fall of prices. Moreover, both the stock markets in Bangladesh remained closed for 66 days during the first half of the year due to the nationwide lockdown measures.

Government's declaration of a stimulus package in the national budget had a positive influence on the market; coupled with several policy changes brought about by the Bangladesh Bank were key to persuading investors to look for alternative investment opportunities. BSEC made further changes which were investor friendly, such as strict stance on compliance issues, enlistment of reputed companies among others helped regain faith and positive response from investors.

Above initiatives resulted in an impressive recovery, the average daily turnover increased from Taka 3,864 million in the first half year to Taka 8,233 million. Average Turnover for the year 2020 as a whole was Taka 6,489 million.

During the year, the highest value of UPGDCL share price was Taka 321.10 and the lowest price was Taka 220. **Company's market capitalization as on 30 June, 2021 stood at USD 1.885 billion representing 2.75% of the DSE's total Equity Market Capitalization.**

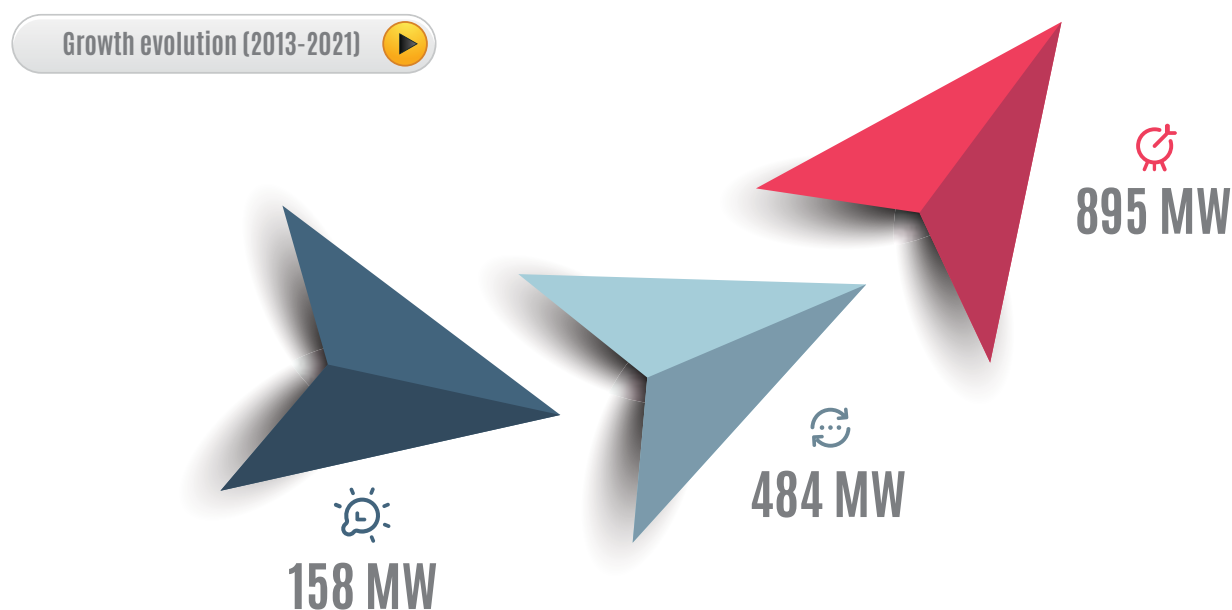
BUSINESS ACTIVITIES & OPERATING PERFORMANCE

UPGDCL, the front-runner in the private sector power operators in Bangladesh, remained "single-mindedly" focused about its roles, responsibilities and tasks on hand with the "positive instinct" which is very much phenomenal for the Group as a whole. We extended the positivity perimeter that embraced all our activities amid the challenging time of the year when intermittent "lock-downs" and/or "restricted" movements were thrust upon the socio-economic life of ours, due to the onslaught of the pandemic named COVID.

The company pursued the strategy of growth at sustainable pace and value enhancements through parallel acquisition which marked the beginning of the year. Two HFO based power plants having combined generation capacity of 415 MW involving total investment of Taka 536 crore [eq to \$ 64 million] joined the fray on 01st July, 2020. UPGDCL's total generation capacity has jumped to 899 MW during the year, a phenomenal increase of 86 percent.

DIRECTORS' REPORT 2021 TO THE SHAREHOLDERS

Year 2013	Year 2020	Year 2021
DEPZ 86MW CEPZ 72MW	DEPZ 86MW CEPZ 72MW UEL 81MW UAEL 195MW	DEPZ 82MW CEPZ 72MW UEL 81MW UAEL 195MW UJPL 115MW UAnPL 300MW
Total 158MW	Total 484MW	Total 895MW



COVID-19 and Initial Response: Operational challenges in 2020-21

When COVID-19 first surfaced and was spreading, there was little or no definite information available about the virus to take precaution against. This became of challenge for power generation companies, as this is a service that can't be halted (Core Industry or Frontline Industry). With guidelines from the concerned Ministries/Authorities as a foundation, UPGDCL laid out its own COVID guidelines for the operation and employees of the plant. The challenges that arose were unforeseen hence caution was required. **Ensuring the health and safety of our colleagues in parallel with maintaining maximum plant availability were our utmost responsibility.**

Mitigation Measures

At the time there was no formal data on how covid was spreading. To address this all plants under UPGDCL went into a bio bubble, isolated from the rest of the community.

1. **Accommodation :** All employees were facilitated to stay inside the plant premises with necessities provided by the company as and when required.
2. **Contact Tracing :** Tracing out affected person was a difficult task as there have been asymptomatic cases. To tackle this, a daily checklist was maintained by the Plant Health Officer for each individual.
3. **Availability of Health Services :** Contracts were made with local health centers (Upazilla Health Complexes and/or private hospitals/clinics) for Covid testing. Special arrangements were made at United Hospital Limited (a sister concern of United Group) for testing and treatment of any employee requiring further treatment.
4. **Access Control :** On site it's difficult to maintain bio bubble of the plant, which is why there were isolation housings for people who were coming from outside the bio bubble of the plant.
5. **Disinfection Practices :** It was found that, Covid may also spread through any other foreign body excluding human e.g. vehicle. To address this the plants had disinfecting chambers at its entrance.
6. **Mental Wellbeing :** Employees were separated from their family but appropriate motivational steps were taken so they can be in sound mind while working.
7. **HSE Practices and PPE :** Cleanliness has always been a key point to keep oneself away from Covid, hence stations were supplied with adequate washing, protective and cleaning materials.
8. **General COVID-19 Protocols :** As interaction between plant employee is a must, all were provided with mask and kept minimum distance that can be maintained while working.

In addition, all COVID-19 protocols issued by World health Organization (WHO) and Directorate of Health Services (DGHS) were adopted on an expedited basis.

There were zero confirmed cases of Covid patients in the plants and all the plants had a plant availability factor of 99% during the crisis.

Employees at the Plants

UPGDCL and its subsidiaries have standard O&M arrangement outsourced to the United Engineering & Power Services Ltd (UEPSL) which also deploys required manpower at the Plants. Company provide employees with various benefits and a working friendly environment for the tireless work they do. There is health insurance provision for the employee and family. Also, there are facilities for dormitory with food within the plant premises for easier movement.

Safety

Safety is one of vital area for any industries and UPGDCL plants have excellent track record for being able to maintain it. These plants have records of having no LTI (Lost Time Injuries) for straight 1000 days. Each and every employee on site of the plant receives proper PPE (Personal Protective Equipment) necessary for safety. Yearlong training in each month basis is given by Internal and External professionals on safety. Plants have Safety Officers for follow up with O&M Team on regular basis to ensure proper safety is maintained. Besides, yearly drills with Fire Service and Civil Defense are arranged so that all employees are well informed about any emergency situation.



FINANCIAL PERFORMANCE YEAR 2020-21

Consolidated financial performance: reflection of new acquisitions

Consolidated Revenue of UPGDCL for the year, was Taka 30,580.52 million, off which two newly acquired HFO business contributed over 66 percent. In terms of volume, Revenue increase was Taka 20,486.49 million. It is pertinent to mention that two diverse production bases (HFO and Gas) impacted the overall consolidated results of the company which is also going to be a feature in the years to come.

For the year, consolidated Gross Profit increased by Taka 5,959.86 million and after absorption of financing expenses the Net Profit after Tax stood at Taka 11,114.18 million as against Taka 6,078.79 for the last year.

DIRECTORS' REPORT 2021 TO THE SHAREHOLDERS

Summary of “consolidated” financial performance of the company is presented below –

In Mln Taka

	Year 20-21	Year 19-20
Revenue	30,580.52	10,094.03
Cost of sales	(18,767.74)	(4,241.89)
Gross profit	11,812.78	5,852.14
Other operating income	(24.56)	3.97
General and administrative expenses	(107.85)	(69.81)
Operating profit	11,680.37	5,786.30
Finance income	397.76	524.79
Finance charge	(973.10)	(338.52)
Foreign exchange gain/(loss)	(0.08)	(40.56)
Profit before tax	11,104.96	5,932.01
Income tax expenses	(9.22)	(146.78)
Profit after tax	11,114.18	6,078.79

Total assets at the consolidated level for UPGDCL stood at Taka 67,673.35 million showing the acquisition effects during the year. Shareholders' equity was Taka 33,090.99 million, growth of 83 percent, due to additional Net Profit generation to the extent of Taka 5,035.39 million. On the other hand, Long-term debt stood at Taka 5,275.14 million as a result of issuance of Preference Shares worth Taka 15,500 million by its subsidiary United Jamalpur Power Ltd (UJPL) to settle capital machinery payments. Consolidated Cash flow at the Operating level also depicts the ability to settle business obligations as the NOCF stood at Taka 15,749.63 million.

Financial highlights for the year 2020-21 are presented below –

	Consolidated performance	
	Year 2021	Year 2020
Earnings per Share (EPS)	Taka 18.80	Taka 10.24
Net Asset Value (NAV)	Taka 56.18	Taka 50.56
Net Operating Cash flow per Share (NOCFS)	Taka 21.17	Taka 12.04
Gross Profit ratio	39%	58%
Net Profit ratio	21.17%	12.04%



Financial Performance: core entity

Overall performance of the company as “separate” or “core” entity [apart from its subsidiaries] was persistent. Both DEPZ and CEPZ plants capacity utilization increased marginally to raise the overall utilization at nearly 82 percent. Business within EPZs was at par with last year which helped absorbing the COVID related operational and business challenges. Total Revenue of Taka 6,764.78 million had nearly 9 percent growth which resulted from maximization of the revenue-customer-mix of the company. Gross Profit for the year was Taka 4,396.47 million, an increase of Taka 501.98 million, as the higher margin Revenue mix helped towards absorption of Cost of Sales which was almost at par with last year. After meeting of administrative and finance expenses, the Operating Profit generated from the “core business” stood at Taka 4,691.11 million, growth of 8 percent over last year. However due to pooling of Dividends received from the subsidiary companies total Operating Profit stood at Taka 21,926.11 million. During the year, company received Taka 16,335 million as Cash Dividend from the subsidiaries.

Summary of financial performance of the company's “core” entity is presented below –

In Mln Taka	Year 20-21	Year 19-20
Revenue	6,764.78	6,223.16
Cost of sales	(2,368.31)	(2,328.67)
Gross profit	4,396.47	3,894.49
Other operating income	16,310.41	3.95
General and administrative expenses	(67.77)	(54.94)
Operating profit	20,639.10	3,843.50
Finance income	388.48	508.26
Finance charge	(1.47)	(1.52)
Profit before tax	21,026.11	4,350.24
Income tax expenses	(1.17)	(1.47)
Profit after tax	21,024.94	4,348.77

Total Equity reached Taka 21,162.49 million upon receipt of the Cash Dividends issued by United Energy Ltd (UEL) and United Jamalpur Power Ltd (UJPL), two of UPGDCL's subsidiaries. At the same time, the company could continue its debt-free situation at the core business level thus resulting in significant growth (86 percent) in Net Assets. Company's Total Assets stood at Taka 29,505.40 million.



DIRECTORS' REPORT 2021

TO THE SHAREHOLDERS

PROJECT DEBT RE-STRUCTURING

Newly acquired subsidiaries of UPGDCL availed Taka 5,750 million worth term financing in the last financial year 2020-21. Besides, United Jamalpur Power Ltd (UJPL) issued Preference Share worth of Taka 1,500 million at the rate of 5.50% pa. Mentioned facilities were availed at a competitive pricing and helped re-structure debt portfolio of the subsidiaries with matching time-line for smooth cashflow generation and also to strengthen the ability to re-pay the liabilities from own sources.

Moreover, mix of different financial products in capital structure like Preference Shares, Term Loan etc at competitive rates helped to increase the profitability of the subsidiaries concerned and ultimately adding to shareholders value. Amidst volatile global currency and credit situation as a fall-out of pandemic, these local currency loan help avoided the exchange rate and interest rate vulnerability. These finances were also taken based on the respective company's financial ability to mitigate term loan obligations



in the medium term so with a foreseeable timeframe particular company would become debt free contributing more profit in the coming years. Signing of Preference Share Agreement for United Jamalpur Power Ltd

DISCLOSURES/STATEMENTS ACCORDING TO THE PROVISIONS OF THE BSEC'S CORPORATE GOVERNANCE CODE 2018

Industry outlook and possible future developments in the industry

Socio-economic scenario - COVID-19 response remained a priority throughout the year crisscrossing both the Government and all other socio-economic operators' activities. UPGDCL had to adopt contingency response plans for smooth running of its activities. We had to remain vigilant to meet our contractual commitments under this challenging situation. On the other hand, near normal activities inside the EPZs coupled with increased power lifting from the two HFO plants could allow the company stave off the business challenges well.

Environmental perspective - UPGDCL and its subsidiaries are fully aware of the spectrum of challenges in this respect and strives to operate within pre-determined standards. Besides regular regulatory vigilance in these aspects are carried-out

Technological aspect - Government went ahead with the full-fledged introduction various digital solutions in the arena of payment methods to the national exchequer like VAT, Customs Duty etc. The company was able to keep pace with such developments and remained compliant through-out.

Regulatory regime - the business and the entire operation of the UPGDCL and its subsidiaries are end-to-end regulated. While maintaining to be a complaint entity it is determined to keep the committed delivery and service.

UPGDCL being a listed company with the Stock Exchanges are also regulated in the sphere of compliances, disclosures and shareholder relations. In this respect, the year witnessed many directives and instructions issued by the Bangladesh Securities & Exchange Commission (BSEC) covering COVID time responses, conducting general meetings through digital and/or hybrid system, unclaimed dividend regulation among others. UPGDCL responded and remained compliant through-out.

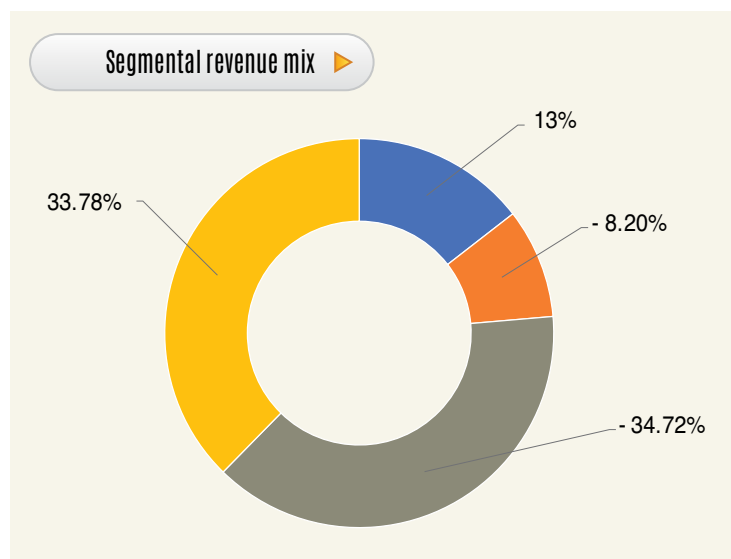
Segment-wise or product-wise performance

UPGDCL provides essentially the similar products and services to its contractual customers. Total Revenue for the year was Taka 6,764.78 million from the “core” business operations. Off which Electricity supply revenue fetched 99.40 percent while Steam supply generated Taka 40.42 million (0.6 percent). Steam supply also experienced growth of 35 percent as the consumption demands from the customer end increased.

The company has two segregated business operation areas under its own purview which are Dhaka EPZ and Chittagong EPZ, respectively. Revenue composition by operational set-up is presented below –

Plants under UPGDCL	Electricity generated MWH		Revenue in Taka million	
DEPZ plant	482,577	48.04%	3,447.51	50.96%
CEPZ plant	522,016	51.96%	3,317.27	49.03%
TOTAL	1,004,593		6,764.78	

Segmental revenue mix --



	Mln Taka	+/- growth
BEPZA	4,350.78	+13%
BPDB	673.40	-8.2%
BREB	434.44	-34.72%
Pvt customers	1,265.74	+33.78%

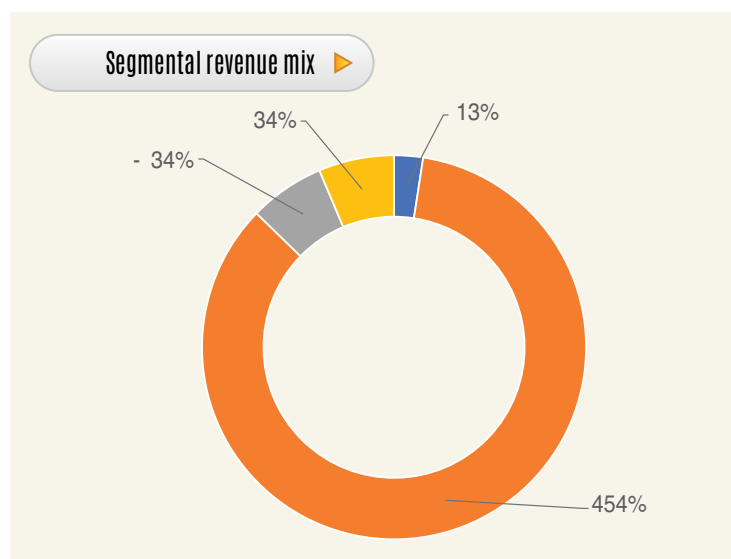
Consolidated Revenue for the year was Taka 30,580.52 million generated out of the electricity sale, mostly, from the plants including the subsidiaries. Acquisitions of United Jamalpur Power Ltd (UJPL) and United Anwara Power Ltd (UAnPL) have resulted in significant positive shift in Revenue generation and financial performance at the consolidated level.

	UPGDCL	UEL	UAEI	UJPL	UAnPL
Revenue mln TK	6,764.78	520.93	2,937.75	6,775.83	13,581.23
Proportion to total Revenue	22.12%	1.70%	9.61%	22.16%	44.41%
Electricity generated MWH	1,004,593	150,581	153,457	547,319	1,220,825
Proportion to total Generation	32.65%	4.89%	4.99%	17.79%	39.68%



DIRECTORS' REPORT 2021 TO THE SHAREHOLDERS

Segmental revenue mix consolidated -



	MIn Taka	+/- growth
BEPZA	4,350.78	+13%
BPDB	24,322.53	+ 454%
BREB	580.37	-34%
Pvt customers	1,265.74	+34%

In this respect relevant disclosures have been provided in the notes to the Financial Statements.

Review of Operating Expenses, Profit Margin and Net Profit Margin - covered under the Overall Financial Performance Review.

Business Risk Management: Business Risk Management is separately reported in page No 104 (TC 8.7) this Annual Report.

Environment, Social and Governance: Environment, Social and Governance is separately reported in page No 102 (TC 8.6) this Annual Report.

Extra-ordinary gain or loss

As per IAS:1-Presentation of Financial Statements, no items of income or expenses are to be presented as “extra ordinary” gain or loss in the financial statements. Accordingly, no “extra-ordinary” gain or loss has been presented in the Financial Statements for the year under reporting.

Related Party Transactions

All transactions with related parties have been made on normal course of business. Details of related parties and related party transactions have been disclosed following the compliance requirements under BAS 24 at the relevant notes to the Financial Statements. Moreover, in compliance with requirements of the BSEC Notification no BSEC/CMMRRCD/2009-193/Admin/103 dated 05th February, 2020 specific approval from the Shareholders at the AGM has also been proposed as regards related party transactions.

Utilization of proceeds from IPO, Rights Issues and/or any other instruments

UPGDCL acquired the consent/approval for Initial Public Offer (IPO) in the year 2014 (09th December, 2014) and the proceeds thereof were utilized for the business and reported accordingly to the regulators. No further issue of any instrument was made during the financial year.

Significant variance between Quarterly and Annual Financial Statements

Variances in Quarterly and Yearly performances, compared to the last year, at the consolidated level of UPGDCL were basically the outcome of acquisition of the UJPL and UANPL power plants effective this year. Results of both these plants have been accounted for from the beginning of the year.

Variance between Quarterly Financial Statements

Quarterly FS Variance Analysis

Fig in Taka	July - September (Q1)			October - December (Q2)				January - March (Q3)		April - June (Q4)		
	2020	2019	%	2020	2019	%	2021	2020	%	2021	2020	%
Revenue	9,224,771,503	2,765,041,135	233.62%	6,954,674,659	2,665,857,246	160.88%	8,674,268,430	2,593,471,767	234.47%	5,726,805,929	2,069,662,798	176.70%
Cost of Sales	(6,095,053,060)	(1,127,240,324)	440.71%	(4,116,817,977)	(1,112,033,980)	270.21%	(5,271,086,103)	(1,029,320,982)	412.09%	(3,284,783,943)	(973,296,760)	237.49%
Gross Profit	3,129,718,443	1,637,800,811	91.09%	2,837,856,682	1,553,823,266	82.64%	3,403,182,327	1,564,150,785	117.57%	2,442,021,986	1,096,366,037	122.74%
Net Profit	2,981,641,219	1,647,579,593	80.97%	2,631,789,619	1,593,780,271	65.13%	3,164,091,159	1,583,326,611	99.84%	2,336,653,011	1,254,101,074	86.32%
EPS-basic	5.55	3.06	81.37%	4.45	2.69	65.63%	5.33	2.66	100.35%	3.98	2.11	88.81%
EPS-restated	5.05	2.79	81.23%	4.45	2.69	65.63%	5.33	2.66	100.35%	3.98	2.11	88.81%
NOCFPS	3.76	3.29	14.40%	8.32	2.99	1.78	4.67	3.8	22.84%	10.42	1.96	430.70%
NAV per share	62.4	60.05	3.91%	47.88	51.26	(0.07)	52.2	54.26	(3.80%)	56.18	50.56	11.12%

Variance between Annual Financial Statements

Fig in Mln Taka	2021	2020	%
Revenue	30,580.52	10,094.03	202.96%
Cost of Sales	(18,767.74)	(4,241.89)	342.44%
Gross Profit	11,812.78	5,852.14	101.85%
Net Profit	11,114.18	6,078.79	82.84%
EPS-basic	18.00	10.24	75.78%
NOCFPS	27.17	12.04	125.66%
NAV per share	56.18	50.56	11.12%

Directors Remuneration

No remuneration is given to the Directors of the Board apart from attendance fees in connection with Board and its various Committee meetings. During the year attendance fees paid to Directors including the Independent Directors totaled Taka 4,947,195 (2020; Taka 3,325,876).

However, Managing Director is paid remuneration as approved by the Board which was Taka 15,621,375 this year.

Directors' Responsibilities and Reporting Framework

Board of Directors are responsible for an accurate and fair view of the company's financial performance and position as part of overall business enterprise governance. In line therewith and also in compliance of the BSEC's Notification dated 20th June, 2018, the Directors are pleased to make the following declarations in this report -

- I. The financial statements prepared by the Management of the company fairly presents the state of affairs, the result of its operations, cash flows and changes in equity;
- II. Proper books of accounts of the company have been maintained;
- III. Appropriate accounting policies have been consistently applied in preparation of the financial and that the accounting estimates are based on reasonable and prudent judgement;
- IV. International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed;
- V. The system of internal control is sound in design and has been effectively implemented and monitored;
- VI. Minority shareholders have been protected from abusive actions in the interest of controlling shareholders acting either directly or indirectly and have effective means of redress;

DIRECTORS' REPORT 2021 TO THE SHAREHOLDERS

- VII. There is no significant doubt upon the company's ability to continue as a going concern;
- VIII. Significant deviations from the last year's operating results have been highlighted along with reasons thereof;
- IX. Key operating and financial data of the last 5 (five) years have been presented separately in the Annual Report;
- X. The company has recommended final dividend for the year 2020-21 and no interim dividend was declared prior to that;
- XI. The company has not declared any stock dividend or bonus share as interim or final dividend in the year 2020-21;
- XII. The company's financial results have continued to improve since the IPO in the year 2015 as reflected in the yearly financial statements thereafter;
- XIII. During the year 2020-21, a total of 4 (four) Board meetings were held, which met the regulatory requirements in this respect. The attendance records along with other related disclosures have been made in this Annual Report separately;
- XIV. Shareholding pattern of the company as on 30th June, 2021 is shown separately in this Annual Report;
- XV. Brief profile (resume), nature of expertise in the specific functional areas and presence as director or shareholder (member) in other companies have been presented in different sections of the Annual Report

Declaration of the CEO and CFO on the Financial Statements

As per the requirements of the BSEC's Corporate Governance Code, the declaration by the Chief Executive Officer (CEO)/ Managing Director (MD) and the Chief Financial Officer (CFO) on Financial Statements 2020-21 to the Board is annexed to this Annual Report (page no 86).

Status of Compliance

In compliance with the BSEC Notification dated 03rd June, 2018 the "Status of Compliance with Corporate Governance Code" and the Certificate on Compliance on the Corporate Governance" from PODDAR & ASSOCIATES, Cost & Management Accountants are presented in the Annual Report (page no 93).

Minority Interest

Minority Shareholders comprises 10 percent of the Paid-up capital which in turn is a mix of institutional and individual shareholders. UPGDCL Board of Directors adheres to all the rules and regulations of the BSEC and the Stock Exchanges to ensure highest standards of governance entailing integrity, transparency and accountability designed to protect the interest of all stakeholders including the rights of the minority shareholders.

Management's Discussion and Analysis

Management's Discussion and Analysis presenting detailed analysis of the company's performance and operations along with a brief discussion of changes in the financial statements and other requirements of the Corporate Governance code is disclosed in this Annual Report (page no 81).

PROFIT APPROPRIATION

The Board of Directors of UPGDCL take pleasure in reporting the financial results of the company for the year ended 30th June, 2021 and recommended the appropriation of available profits as below:

	Taka in million
Profit available for distribution	21,162.49
Appropriations	
Proposed final cash dividend	9,854.82
Transferred to Retained earnings	11,307.67

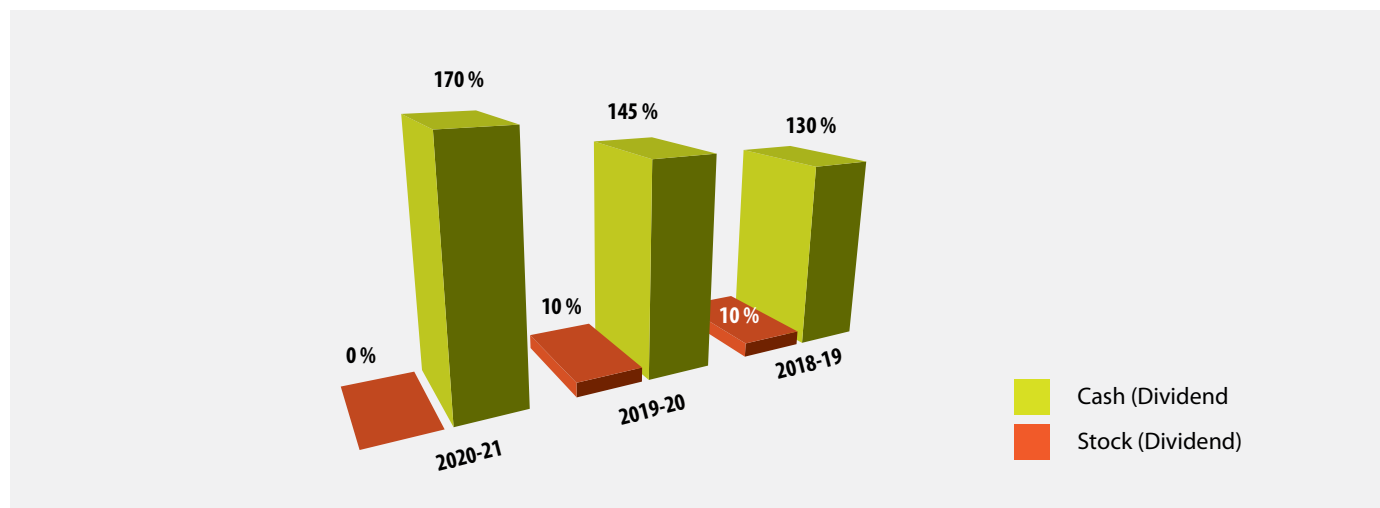
DIVIDEND

The Board of Directors of the company in its 98th meeting held on 27th October, 2021 recommended Cash Dividend @ 170% per share of Taka 10/- each being the final dividend for the year ended 30th June, 2021. Total involvement for the proposed Dividend shall be Taka 985,48,19,590 duly appropriated out of the available profit for distribution for the year. Moreover, no interim dividend was declared during the year.

Shareholders' whose name will be appearing in the Shareholders' Registry as on the Record Date i.e. 22nd November, 2021, shall be eligible to receive the recommended Dividend subject to approval by the Shareholders' in the 14th Annual General Meeting scheduled on 27th December, 2021.

DIVIDEND PATTERN

	2020-21	2019-20	2018-19
Stock (Dividend)	-	10%	10%
Cash (Dividend)	170%	145%	130%



Submission of Un-claimed Dividend

As per BSEC Directive no BSEC/CMRRCD/2021-386/03, dated 14 January 2021 and BSEC Capital Market Stabilization Fund (CMSF) Rule 2021, the Company has deposited Taka. 10,183,338.94 as detailed below. Prior to that, a Notice was given to the Shareholders to collect un-claimed Dividend if any, within the cut-off date, as per the BSEC Directive.

Year	Amount (Tk.)
Public Subscription Money (IPO)	46,29,240.00
2013 & 2014	14,20,959.69
2015-16 (Interim)	18,42,896.00
2015-16 (Final)	14,81,724.52
2016-17	8,08,518.73

Details of "Un-claimed Dividend" has been provided/up-loaded in the website of the Company

Board of Directors - Election and Re-appointment

As per the Article 23(a) of the Articles of Association of the company, following Directors are to retire in the 14th AGM of the company and being eligible have been recommended to be re-elected:

- 1 Malik Talha Ismail Bari
- 2 Nasiruddin Akhter Rashid
- 3 Fahad Khan
- 4 Wasekul Azad
- 5 Nizamuddin Hasan Rashid

Brief profiles of the Directors being recommended for re-election are given in the Board of Directors profile part of this Annual Report.

DIRECTORS' REPORT 2021

TO THE SHAREHOLDERS

Appointment of Auditors and Corporate Governance Compliance Auditor

Board of Directors of UPGDCL has recommended Messers. A. Quasem & Co, Chartered Accountants to be re-appointed as auditor for the year 2021-22 which is going to be placed at the 14th AGM on 27th December, 21 for approval.

In compliance with BSEC Corporate Governance Code, the Board appointed Messers. MABS & J Partners, Chartered Accountants as Corporate Governance Compliance Auditor of the company for the year 2021-22 and the said appointment will be approved at the 14th AGM. Existing Compliance Auditor Messers. Poddar & Associates, Cost & Management Consultants completed three consecutive tenure this year.

Other disclosures: compliances of BSEC Notifications/Directives on specific matters

1. BSEC Notification: SEC/CMRRCD/2008-183/Admin/03-30 dated 01st June, 2009
United Mymensingh Power Ltd (UMPL), which holds 90 percent shares of UPGDCL, has availed loan from HSBC against lien of 200,00,000 shares.
2. BSEC Directive: BSEC/CMRRCD/2021-386/03 dated 14th January, 2021
 - a. Board of Directors of the company approved the Dividend Policy and it has duly disclosed in the website. This has also been mentioned under the section Corporate Governance Structure in this Annual Report.
 - b. Company complied with the related requirements as to unclaimed cash dividend and IPO application money exceeding three years and also conformed to the BSEC Capital Market Stabilization Fund (CMSF) Rules, 2021 in this regard.

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 TNA 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). In total 75(including 34 online trainings) trainings and drills have been conducted in the reporting year 32 trainings being conducted at DEPZ plant 43 trainings and drills being conducted at CEPZ plant. The training equipped the plant personnel with technical and organization skills.

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.

Corporate Governance in UPGDCL

Board of Directors of the company drives this particular area. Corporate Governance is perceived as a system involving and aligning stakeholders' interest in overseeing the business overall. It underscores transparency, accountability and a culture of compliance among all the participants. Philosophy of the governance remain a firm commitment from the board being at the helm that the obligations to the stakeholders at large and alike is given the attention and focus it deserves.

Corporate Governance has been detailed in a separate Chapter to this Report. **It also embodies summarization of the conduct and activities of the Board and its Committees including the attendance.**

UPGDCL: a going concern entity

UPGDCL is the first Commercial Independent Power Purchase (CIPP) power generation company of the country established under the Private Sector Power Generation Policy of Bangladesh on November 2004. As per Clause 2(b) of the Power Sharing Agreement (PSA) with BEPZA, the company is to run initially for 30 years which is renewable for further 30 years. Moreover, Gas Supply for the Plants are ensured by the Government. It is dubbed an "open ended" project because of the longer duration. Mentionable that, EPZ operation is a 24X7 cycle and hence necessity of power is a prevalent necessity. EPZs are a necessity for the country and so is the energy supply. Company's resources are "adequate" to continue in operation for the foreseeable future (refer to Note 48 of the separate financial statements).

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 organization 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, and Healthcare and so on.

'United Trust' (UT), registered on 29 December 2011, is a 'Social Development' wing of United Group 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.

Impact of Pandemic

Following the declaration of COVID-19 as a pandemic by the World Health Organization (WHO) in early March 2020, the Government of Bangladesh introduced restrictive measures to contain further spread of the virus. Several lockdowns were imposed as the virus spread across the country. Though demand for electricity from BEPZA fell during lockdown, BPDB and REB bought low priced electricity from the company which kept the certain level of dispatch moving. As a result, there was no material impact of COVID-19 during the reporting period as well as after the reporting period.

Acknowledgement

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 had 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 and 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,

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

CHAIRMAN

MANAGEMENT PROFILE



MOINUDDIN HASAN RASHID
MANAGING DIRECTOR

Mr. Rashid's profile described in the Directors profile section in page no 35.



MR. KUTUBUDDIN AKHTER RASHID
Associate Director

Mr. Kutubuddin Akhter Rashid began his professional career at United Group in 2018 as a Management Associate in UECL - Power Division. He was posted on site at Mymensingh to be involved as a core project team member for United Jamalpur Power Ltd. and United Mymensingh Power Ltd. Upon successful completion of the projects in Mymensingh, he was transferred to Chattogram to supervise the implementation of United Anwara Power Ltd., which led to commissioning in June 2019.

As a young entrepreneur, Mr. Kutubuddin Akhter Rashid's involvement in business has imbued well with the core values of the Group. His keen sense of professionalism and ability to lead projects in strict timeframes led to his appointment as the Associate Director of United Enterprises & Co. Ltd. in 2020. He took charge of United Payra Power Ltd. project, and amid Covid pandemic outbreak, his careful planning and prudent decisions during project execution, led to on time commissioning of the project.

Mr. Kutubuddin Akhter Rashid is currently in charge of the Power Division of United Group with an objective to optimize operational efficiency in the ongoing projects. He also leads the planning and design phase of new/upcoming projects that the Group is interested to invest in. Additionally, he is the Managing Director of Leviathan Global (BD) Ltd. and United Healthcare Services Ltd.

Mr. Kutubuddin Akhter Rashid serves as Director on the board of United Payra Power Ltd, United Ashuganj Energy Ltd, United Hospital.

Mr. Kutubuddin Akhter Rashid completed his bachelor's degree in Public Relations & Marketing from Taylor's University, Malaysia.



MD. MOINUL ISLAM KHAN
Chief Executive Officer

Mr. Khan joined the United Group's Power Division as CEO on 6th October, 2021. He has brought along more than 27 years of professional experience in the energy Sector of Bangladesh.

He started career with Linde Bangladesh Limited (former BOC Bangladesh Limited) in 1994 and served there for 16 Years in different roles and responsibilities and got exposure on sales operation, distribution management, business development of welding, ASU gases and LPG products.

Mr. Khan joined Rahimafrooz Energy Services Ltd as COO in 2010 and was appointed CEO in 2016 and worked there till he joined United Group.


FATEMA RASHID HASAN
ED, Legal Affairs, United Group

Fatema Rashid Hasan began her career as a practicing lawyer during mid-80s. She appeared before the district courts and the High Court Division for few years. Later on she moved on to the Development Sector. She has more than 25 years of professional experience in program management in development sector with leading development agencies in Bangladesh and overseas. She has extensive working experience in the area of Access to Justice, Leadership and Governance, Human Rights and Rule of Law, Violence against Women, Safe Migration and Anti-Trafficking, Women and Child Rights issues in Bangladesh as well as in overseas.

The high lights of her career include her work as the Governance Advisor of CIDA, Canadian High Commission Dhaka; as Deputy Team Leader in Community Legal Services Project, under UKAID; as National Programme Manager, International Labour Organisation (ILO) and as a Senior Programme Officer of Save UK.

Her qualifications include LL.M and LL.B(Hons) from Department of Law, University of Dhaka and MA in Development Studies from Institute of Social Studies, the Hague, Netherlands; She also has a Diploma in Human Rights Advocates Training Programme from Columbia University, New York, USA. She continues to be a member/ Advisor of Ain-o-Shalish Kendra and a member of Bangladesh Jatiyo Mahalia Ainjibee Samity since late 80s. Both of these organizations are leading human rights/women's rights organization in Bangladesh.


FARHANA AFREEN MAHMOOD
Head of Human Resources

Ms. Farhana Afreen Mahmood has completed her BBA and MBA major in Management from University of Chittagong. She has done Post Graduate Diploma in Human Resource Management (PGDHRM). She is well versed about the Labour and Industrial Laws of the country. She worked in the companies such as Summit Group and she was jointly holding the position of Head of Human Resources and Company Secretary of MJL Bangladesh Limited, Omera Petroleum Limited, Omera Cylinders Limited and Omera Fuels Limited before joining United Group.

She worked at different capacities in her last 20 years of work experience in the areas of Human Resources, Administration, Safety, Health and Environment, Corporate & Regulatory Affairs and Company Secretarial Board functions. She has undergone some training programs on Workplace Skills of Future Leadership Programme, Human Resource Development, Fire Safety Management, Labour Laws of Bangladesh, Crisis Management, Modern Concept on HR Management, Labour Law and Legal Proceedings, Handle Disciplinary Proceedings, Key Performance Indicators, Management of Provident Fund, Profit Participation Fund & Gratuity Fund, Company Secretarial Practice, Internal Quality audit for ISO 9001:2000 and Overview and Understanding of ISO 9001 Standard.


SYED MOHAMMAD ALI
Managing Director, United Engineering & Power Services Ltd.

Mr. Syed Mohammad Ali joined UEPSL in 2014 as Director (Services). A Class-1 Marine Engineer having over 32 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 20V34SG, 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.

MANAGEMENT PROFILE



SHEIKH ASHRAF HOSSAIN

Chief Operating Officer

Mr. Sheikh Ashraf Hossain passed his Bachelor in Science degree 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 Lahmeyer 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.



MOHIUDDIN AHMED

Head of Supply Chain

Mohiuddin Ahmed studied engineering and economics under a scholarship scheme of the former Soviet govt. awarded to the Bangladesh govt. and started career in humanitarian aid logistics under multimodal shipping mode (sea-airlift-road transports) from USA to the former Soviet republics. He then worked over a year in Yang-Ming Shipping Line's, Gillette, Kodak, P&G and Philip Morris' agent in Bangladesh MGH Group, before shouldering the charge of establishing logistics functionality in the newly established Wärtsilä Bangladesh, an affiliate of the Finnish multinational power equipment manufacturer Wärtsilä Oyj Abp, starting with their first Independent (Barge-mounted) Power Plants in Bangladesh and continuing contributions as a logistics head in projects and aftersales services, implementing logistics & import-export's standard operating procedures, ISO certification, implementation of a few ERP software platforms line Scala and SAP with expertise in most their modules.

Before taking the opportunity to serve United Group since 2014 after 15 years of service in Wartsila and have been enthusiastically participating in United Group enterprises' supply chain functionalities, principally power projects and their operation & maintenance support. An avid follower of international affairs and trade with focus on supply chain matters – issues and solutions – home and abroad.



BADRUL HAQUE KHAN, FCA

Company Secretary

Mr. Badrul Haque Khan is a fellow member of the Institute of Chartered Accountants of Bangladesh and joined United Group as Head of Corporate Strategic Planning & Finance in 2017. Mr. Khan also holds the charge of Company Secretary of United Ashuganj Energy Ltd and United Power Generation & Distribution Company Ltd. Prior to joining United Group he served in Bangladesh Bank as General Manager (Accounts & Budgeting Department). He also served at AB Bank Ltd. as Deputy Managing Director (DMD). Mr. Khan has also worked with Reckitt Benckiser BD. Ltd., World Bank and Padma Oil Company Ltd. Born in 1961, Mr. Khan is an accounting graduate having completed his graduation and post-graduation from the University of Dhaka.

Mr. Khan has also served the positions of a Nominee Director in the Board of Directors of Amana Bank Ltd., Sri Lanka, Central Depository of Bangladesh Ltd. (CDBL) and the Arab Bangladesh Bank Foundation (ABBF) and has attended various training, workshops, seminars and symposiums both home and abroad.



MOSTAK AHMMED, FCA

In-charge & Accounts Controller (F&A)

Mr. Mostak is a Fellow member of the Institute of Chartered Accountants of Bangladesh (ICAB). He has been trained in KPMG Bangladesh. He obtained BBA and MBA from the University of Dhaka.

He started his professional career with IPDC, Bangladesh in the year 2009, prior to joining Unilever Bangladesh Ltd. in 2010. In Unilever, Mr. Mostak worked in multiple roles like internal control, risk management, SAP rollout, Marketing and Customer development finance and corporate Tax.

For a short duration, he was posted in Singapore and Pakistan as Country Access controller & Test Manager with Accenture & SAP.

He joined United Hospital Ltd. (UHL) in the year 2020 as CFO. Subsequently, been posted under UECL at Group Finance Division in the present role.



KHALED MOHAMMAD MUNIRUL MUKHTADIR, FCA

Head of Internal Control and Compliance (HIAC)

Mr. Mukhtadir is a Fellow Chartered Accountant of the Institute of Chartered Accountants of Bangladesh (ICAB). He obtained BBA & MBA in "Accounting and Information Systems" from the University of Dhaka with an excellent academic record. He is highly experienced in various accounting Software and Computer Aided Audit Technique (CAAT).

Mr. Mukhtadir has around 17 years of experience in the field of accounting & Finance, Auditing, Corporate Tax Management, Management Accounting, and Corporate Risk Management.

He has started his career with Sodical Chemical Industries Ltd. He has also served in Rahman Rahman Huq (KPMG), Eastern Bank Limited (EBL) and Pacific Bangladesh Telecom Limited (Citycell), Reliance Finance Limited, and Radisson Blu.

He Joined UECL as Head of Internal Control and Compliance on 1st June 2021.



K M ATIQUL ISLAM, FCA, ACMA (UK), CGMA

Finance Controller

K M Atiqul Islam is a Fellow member of Institute of Chartered Accountant of Bangladesh (ICAB), an Associate Member of Chartered Institute of Management Accountant (CIMA) and a Certified Global Management Accountant from American Institute of Certified Public Accountant (AICPA). He is also a Certified Expert in Risk Management from Frankfurt School of Finance & Management. He completed his graduation and post-graduation in Accounting with distinction. He has more than 10 years of experience in improving business process of organization, preparing insightful analyses and managing critical projects, comprehensive understanding of financial reporting, financial planning and analysis, financial controls and auditing. He has experience working in Bank, NBFIs and large corporates in Bangladesh.

MANAGEMENT PROFILE



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.



MONTAZ HASAN

Plant Manager, UPGDCL DEPZ

Joined the United Group on 1st April 2020 and has been posted as Plant Manager DEPZ Plant under the UPGDCL. Mr hasan has wide-exposure in shipping and power industry.

After successfully graduating from Dhaka University of Engineering and Technology, Gazipur in the field of Electric and Electronic Engineering (EEE) in 1992, he joined in Merchant Marine as Electrical officer in Ocean Bridge Shipping Lines, Singapore in 1993 and served upto 1995. From 1996 to 1998 he served QC shipping lines, Bangladesh as Electrical Engineer. Later he joined Wartsila Bangladesh Ltd, Khulna Plant in December 1998 as Instrument and Automation Engineer.

He joined Kazi Farms Group as Plant Manager Gozaria Feed Mill in 2004 and was last designated as General Manager Engineering. He joined back in Wartsila Bangladesh Ltd., IEL plant as Plant Manager and served there upto September 2013. He Joined Wartsila Zambia in October 2013 and served there upto August 2019 as Contract Manager. During his service period he attended several training program in Local and abroad regarding power plant and Feedmill operation.



MONIR HOSSAIN MIZI

Plant Manager, CEPZ-Plant

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 Haliashahar, Patenga, Chittagong. Mr. Hossain has been in charge of UPGDCL's CEPZ Power Plant in the capacity of Plant Manager since 2013.



MOHAMMAD REZAUL ALAM

Plant Manager
United Mymensingh Power Ltd. &
United Jamalpur Power Ltd.

Mohammad Rezaul Alam is a Marine chief engineer (Class One). He has served as chief engineer in various foreign fleet & domestic fleet. Mostly he has served in chemical tanker & bulk Carrier and travel all over the world. Approximately 40 countries he has visited with his Service vessel.

He was student of Nasirabad collegiate School in Mymensingh & Ananda Mohan college of Mymensingh. Then he admitted to Bangladesh Marine Academy at Chittagong & passed in 1996 from 31st batch as an engine Cadet.

Then started his career with a British company based in UK. Later he has mostly served in Singapore and Japan Based shipping companies. Part of his experience was also with KSRM & Akij Shipping Company Bangladesh. He has ended his shipping companies on August 2018. He joined with UEPSL at 9th September, 2018.



ENGR. MD. REZAUL AHSAN

General Manager & Plant In-Charge
United Anwara Power Limited

Mr. Md. Rezaul Ahsan was born in 1st December 1966. He obtained B.Sc in Mechanical Engineering from Dhaka University of Engineering Technology, Bangladesh in 1994.

He started his Engineering career as Maintenance Engineer in Bay Group in 1994 and continued till 1998. Afterward he joined in Wartsila Bangladesh Limited (a subsidiary of Wartsila Finland Oy) on 4th October 1998 and continued the job up to 13th December 2013 with last holding position Maintenance Manager, he also worked for Wartsila Sri Lanka (Pvt) Ltd, Indonesia and Sudan.

Thereafter, he worked for Khulna power Company Limited as General Manager up to 31st March 2021. Presently, he is working at 300 MW United Anwara Power Limited, United Group as General Manager & Plant In-charge.

He has performed in various training courses and seminars in home and abroad.



S.M. ALOMGIR KABIR

Plant Manager
United Energy Ltd. (UEL)

Mr. S.M. Alomgir Kabir was born in 28th December 1980. He obtained B.Sc in Electrical Electronic Engineering (EEE) from Dhaka University of Engineering and Technology (DUET)

He started his engineering career as maintenance Engineer in GBB Power Ltd. in 2005 and continued till 2012. Afterward, he joined in Wartsila Bangladesh Limited on February 2012 and continued the job up to 2014. Next, he joined in Ever Green Bd. as Asst. Manager.

MANAGEMENT PROFILE



ABU NASER

Plant In-charge
Leviathan Global BD Ltd. (LGBDL)

Abu Naser, a graduate in EEE started his career in Power Sector in the year 2009, immediate after completion of his graduation from UIU. He initiated his career in CEPZ plant when it was under construction with gas fired IC engine-based plant having capacity of 44 MW. Thereafter, he worked in almost every discipline of power sector viz. project implementation, operation, maintenance, transmission & distribution along with various job scopes and responsibilities including decision making & managerial potentials as well.

During his long 12 years of career, he got to involve in implementation of around 450 MW new project installation & extension inclusive of both Natural Gas Fired and HFO based power plants. He worked as Project Manager (Electrical) in HFO based combined cycle 300 MW United Anwara Power Ltd, in 50 MW Gas based plant of Leviathan Global BD Ltd. (LGBDL) at Karnafully EPZ & in extension project of CEPZ plant by 28 MW projects.

He is now working as AGM/ Plant In-Charge in 50 MW Power Plant of Leviathan Global BD Ltd. (LGBDL) at KEPZ. Being an ambitious and serious patron for career in power sector, he is also studying in a post-graduation course on "Energy Technology" in CUET which is designed fit for job holders as well.





FINANCIAL REVIEW: YEAR 2020-21

Company's overall profitability and earnings increased significantly during the year primarily through acquisitions of United Jamalpur Power Ltd (UJPL) and United Anwara Power Ltd (UANPL) beginning the year 2020-21. Company's power generation capacity almost doubled during the year to reach 895 MW.

Revenue

- ▶ Consolidated revenue of the company for the year was Taka 30,580.52 million representing a growth of over 200 percent. Revenue composition has been predominantly skewed toward HFO Power Plants which contributed nearly 67 percent at Taka 20,357.06 million.
- ▶ Capacity utilization of the power plants - Gas (43%) and HFO (53%) based - also increased during the year and sizeable growth of revenue resulted based demand for electricity sales to BPDB and BEPZA.

Cost of Sales

- ▶ Consolidated Cost of Sales also increased by 342 percent over last year. Gas based power plants accounted for 21 percent of the costs while the rest was attributable to the HFO plants.
- ▶ HFO costs mostly increased due to higher fuel price in the international market and imposition duty and taxes at the import stage. However, the cost of HFO are fully pass-through. Cost of Sales with relation to the Revenue was 61 percent.

Gross Profit Margin

- ▶ Gross Profit in terms of value increased by Taka 5,960.64 million.
- ▶ GP margin was 39 percent [Gas based: 61% and HFO based: 27%] as against 58 percent last year. This is mainly due to the mix-impact of HFO and Gas based plant operation. Previous year's GP margin was entirely the outcome of gas-based operations.

Net Profit Margin

- ▶ Consolidated Net profit for the year stood at Taka 11,114.18 million, growth of nearly 83 percent in value over last year. Gas based plants net profit accounted for 58 percent of the total.
- ▶ Net profit generated resulted after offsetting of increase in financial cost of long-term loans.

Total Assets

- ▶ Total assets of the company reached Taka 67,673.35 million which was an increase of 88 percent over last year.
- ▶ Volume increase in assets were mainly resulting out acquisition of UJPL and UANPL respectively.

Total Liabilities

- ▶ Total liabilities increased by Taka 28,355.99 million at the end of the year.
- ▶ Nearly 455 percent increase in volume of total liabilities were on account of the Long-term Loan, Preference Share Capital of the HFO Plants and trade payables etc.

Equity attributable to the Owners of the Company

- ▶ Shareholder's equity enhanced by 11 percent over last year due to the impact of consolidated net profit



Other Performance parameters of the company were as follows:

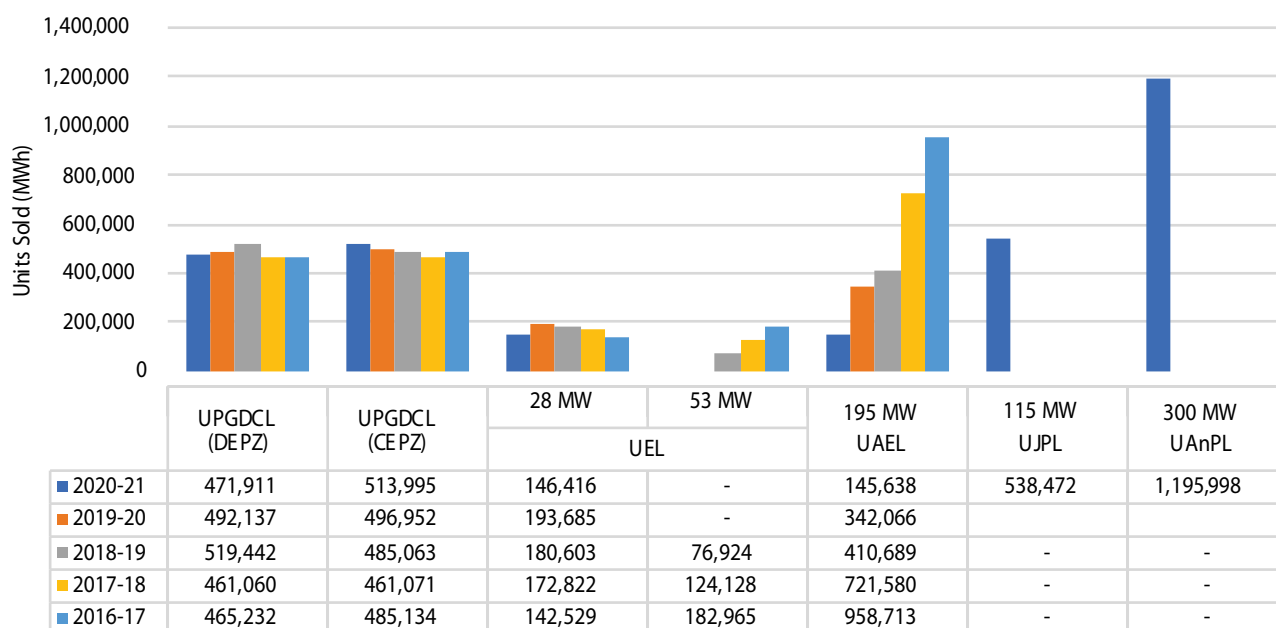
	Year 20-21	Year 19-20
EPS	Taka 18.80	Taka 11.16
NAV per share	Taka 56.18	Taka 50.56
NOCFS per share	Taka 21.17	Taka 12.04
Return on Assets	21.42%	15.56%
Return on Equity	33.59%	20.36%
Current ratio	0.85	7.14
Debt-Equity ratio	30:70	17:83

Electricity Sales	2020-21	2019-20	2018-19	2017-18	2016-17
(In MWh)					
UPGDCL (DEPZ)	471,911	492,137	519,442	461,060	465,232
UPGDCL (CEPZ)	513,995	496,952	485,063	461,071	485,134
UEL	28 MW	146,416	193,685	180,603	172,822
	53 MW	-	-	76,924	124,128
UAEL	195 MW	145,638	342,066	410,689	721,580
UJPL	115 MW	538,472	-	-	-
UAnPL	300 MW	1,195,998	-	-	-



OVERALL PLANT PERFORMANCE

Last five (5) years Electricity sales ---



Plant wise Financial Performance:

Company	Installed Capacity	Generation MWH	Revenue Taka mln	Operating Profit Taka mln	Net Profit Taka mln
GAS based					
UPGDCL (DEPZ)	82 MW	482,577	3,447.50	20,639.10	21,024.94
UPGDCL (CEPZ)	72MW	522,016	3,317.27		
		1,004,593	6,764.77		
HFO based					
UEL	28 MW	150,581	520.93	(73.53)	1,405.89
	53 MW	-	-	-	-
UAEL	195 MW	153,457	2,937.75	1,907.05	1,786.93
HFO based					
UJPL	115 MW	547,319	6,775.83	1,742.13	1,575.61
UAnPL	300 MW	1,220,825	13,581.23	3,804.35	3,115.97

HORIZONTAL & VERTICAL ANALYSIS

HORIZONTAL ANALYSIS	2020-21	2019-20	2018-19	2017-18	2016-17
Financial Performance					
Revenue	431%	75%	95%	7%	100%
Gross profit	192%	45%	77%	5%	100%
Operating profit	193%	45%	96%	4%	100%
Profit before tax	166%	42%	89%	10%	100%
Net profit after tax	166%	46%	88%	10%	100%
Financial Position					
Paid-up capital	60%	45%	32%	10%	100%
Shareholders' equity	118%	96%	98%	9%	100%
Non-controlling interest	8%	12%	100%		
Total equity	121%	100%	101%	9%	100%
Total non-current liabilities	(25%)	(42%)	100%		
Total current liabilities	22156%	1509%	3607%	2%	100%
Total non-current assets	393%	142%	137%	(1%)	100%
Property, plant & equipment	372%	121%	134%	(1%)	100%
Total current assets	288%	135%	235%	22%	100%
Total assets	348%	139%	178%	9%	100%

VERTICAL ANALYSIS	2020-21	2019-20	2018-19	2017-18	2016-17
Financial Performance					
Revenue	100%	100%	100%	100%	100%
Gross profit	39%	58%	63%	69%	70%
Operating profit	38%	57%	70%	68%	69%
Profit before tax	36%	59%	70%	75%	73%
Net profit after tax	36%	60%	70%	75%	72%
Financial Position					
Paid-up capital	9%	15%	11%	24%	24%
Shareholders' equity	48%	81%	70%	99%	99%
Non-controlling interest	1%	2%	1%		
Total equity	49%	83%	72%	99%	99%
Total non-current liabilities	8%	11%	17%		
Total current liabilities	43%	6%	12%	1%	1%
Total non-current assets	63%	58%	49%	52%	57%
Property, plant & equipment	60%	53%	49%	52%	57%
Total current assets	37%	42%	51%	48%	43%
Total assets	100%	100%	100%	100%	100%

COMPLIANCE WITH ACCOUNTING STANDARDS

As effected through its notific tion no. 146/FRC/notific tion/2020/67 dated 2 November 2020, the Financial Reporting Council (FRC) of Bangladesh has adopted International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) under IFRS Foundation as financial reporting standards applicable for the preparation and presentation of financial tatements by public interest entities (PIEs i.e. listed entities) incorporated in Bangladesh.

International Accounting Standards (IAS)

Accounting Standards	Effective Date	Titles	Remarks
IAS-01	1st January 2007	Presentation of Financial Statements	Applied
IAS-02	1st January 2007	Inventories	Applied
IAS-07	1st January 1999	Statement of Cash Flows	Applied
IAS-08	1st January 2007	Accounting Policies, Changes in Accounting Estimates and Errors	Applied
IAS-10	1st January 2007	Events after the Reporting Period	Applied
IAS-11	1st January 1999	Construction Contracts	N/A
IAS-12	1st January 1999	Income Taxes	Applied
IAS-16	Jan-2007	Property, Plant & Equipment	Applied
IAS-19	1st January 2004	Employee Benefit	N/A
IAS-20	1st January 1999	Accounting of Government Grants and Disclosure of Government Assistance	Applied
IAS-21	1st January 2007	The Effects of Changes in Foreign Exchange Rates	Applied
IAS-23	1st January 2010	Borrowing Costs	Applied
IAS-24	1st January 2007	Related Party Disclosures	Applied
IAS-26	1st January 2007	Accounting and Reporting by Retirement Benefit Plan	N/A
IAS-27	1st January 2010	Separate Financial Statements	Applied
IAS-28	1st January 2007	Investments in Associates	N/A
IAS-29	1st January 2013	Financial Reporting in Hyperinfl tionary Economics	N/A
IAS-32	1st January 2010	Financial Instruments: Presentation	Applied
IAS-33	1st January 2007	Earnings per Share	Applied
IAS-34	1st January 1999	Interim Financial Reporting	Applied
IAS-36	1st January 2005	Impairment of Assets	N/A
IAS-37	1st January 2007	Provisions, Contingent Liabilities and Contingent Assets	Applied
IAS-38	1st January 2005	Intangible Assets	N/A
IAS-39	1st January 2010	Financial Instruments: Recognition and Measurement	Applied
IAS-40	1st January 2007	Investment Property	N/A
IAS-41	1st January 2007	Agriculture	N/A

International Financial Reporting Standards (IFRS)

Accounting Standards	Effective Date	Titles	Remarks
IFRS 1	1st January 2009	First-time adoption of International Financial Reporting Standards	N/A
IFRS 2	1st January 2007	Share-based Payment	N/A
IFRS 3	1st January 2010	Business Combinations	Applied
IFRS 4	1st January 2010	Insurance Contracts	N/A
IFRS 5	1st January 2007	Non-current Assets Held for Sale and Discontinued Operations	N/A
IFRS 6	1st January 2017	Exploration for and Evaluation of Mineral Resources	N/A
IFRS 7	1st January 2010	Financial Instruments: Disclosures	Applied
IFRS 8	1st January 2010	Operating Segments	N/A
IFRS 9	1st January 2013	Financial Instruments	Applied
IFRS 10	1st January 2013	Consolidated Financial Statements	Applied
IFRS 11	1st January 2013	Joint Arrangements	N/A
IFRS 12	1st January 2013	Disclosure of Interests in other Entities	Applied
IFRS 13	1st January 2013	Fair Value Measurement	Applied
IFRS 14	1st January 2016	Regulatory Deferral Accounts	N/A
IFRS 15	1st January 2018	Revenue from Contract with Customers	Applied
IFRS 16	1st January 2019	Leases	Applied

MANAGEMENT DISCUSSION AND ANALYSIS

As per the condition 1 (5) (xxv) of the Corporate Governance Code, 2018 the Management Discussion and Analysis are as follows:

(a) Accounting policies and estimation for preparation of financial statements:

The financial statements of the company have been prepared in accordance with International Financial Reporting Standards (IFRS), the Companies Act 1994, the Securities and Exchanges Rules 1987, relevant guidelines issued by the Bangladesh Securities and Exchange Commission (BSEC), Financial Reporting Act 2015 and other applicable laws. Details of the accounting policies and estimation used for preparation of the financial statements are disclosed in the notes 2 to 4 and 58 of the consolidated financial statements.

(b) Changes in accounting policies and estimation

The accounting policies applied are consistent with the previous financial years. However, if any changes or restatements take place then such will be adequately disclosed in the notes to the financial statements.

(c) Comparative analysis of financial performance and financial position as well as cash flow for current financial year with immediately preceding five years explaining the reasons thereof:

Comprehensive financial highlights for all the relevant years have been presented in the Financial Highlights section of this Annual Report.

Comparative analysis thereon are as follows:

- ▶ Company's parallel integration through acquisition has been the highlights for the 5-year period under mention herein.
- ▶ Revenue has increased by 431 percent over the year 2016-17 which stood at Taka 30,581 million. Noteworthy that with the integration of UEL (81 MW) and through it UAEL (195 MW) plants in the year 2018-19, Revenue experienced a substantial shift.
- ▶ Net profit after Tax reached Taka 11,114.18 million which has registered a growth of 166 percent from the 2016-17 level. In fact, beginning 2018-19, Net profit showed increase reflecting the benefits of acquisitions.
- ▶ Total assets of the company have also increased by 349 percent from that of 2016-17 and stood at Taka 67,673.35 million. With acquisition of the two HFO power plants in this year total assets increased by Taka 31,595.78 million or nearly 88 percent.
- ▶ Total Shareholders' equity increased by 121 percent at Taka 33,091 million off which Equity attributable to owners stood at Taka 32,565.92 million. Company's Retained Earnings increased by 166 percent during the period.
- ▶ EPS which stood at Taka 18.80 has registered 80 percent growth over the year 2016-17
- ▶ Net Assets Value (NAV) per share was Taka 56.18 as on 30th June, 2021 which represented 36 percent increase from the year 2016-17.

UPGDDCL is firmly moving forward and is on-trac in delivering the promised value addition for the shareholders. Above performances allowed the company to remain as the premiere listed Power company of the country with Market Capitalization of exceeding \$1.5 billion. Company's Credit Rating has also been consistently maintained at "AAA" for the consecutive years.

(d) Comparative analysis of financial performance and financial position as well as cash flow with peer industry scenario:

Based on the review of the peer industry financial highlights, it is observed that the Profitability of the company including other parameters are way above industry average. Moreover, the asset base, revenue and net profit are all above the industry average. Company's business potential and financial strength is amply reflected in Market Capitalization which stands at Taka 159,938 million.

(e) Financial and economic scenario of the country and the world:

These have been covered in details in the Directors Report.

(f) Risks and concerns related to the financial statements:

UPGDCL has structured risk identification and mitigating process concerning the impacts on financial statements with a view to represent true and fair view. Appropriate internal controls systems have been put in place including the Internal Audit and Compliance function. Moreover, integrated corporate performance reporting, monitoring and review process headed by the Managing Director's office do attaches the deserved "critical" focus on financial reporting matters. Besides, note 45 to the Financial Statements and the relevant section in the Directors Report has detailed discussions.

(g) Future plan or projection for company's operation, performance and financial position:

Over the last couple of years UPGDCL has doubled its power generation capacity through parallel integration strategy. This has augmented growth in revenue and also profitability in the process enhancing the shareholders' value addition prospects in a sustained manner over a considerable period in the future. Company also continued to maintain consistency and positive pattern in the dividend pay-out perspective.

The company is well placed and committed to all its stakeholders in living up to the challenges of business environment and to drive along the charted future.



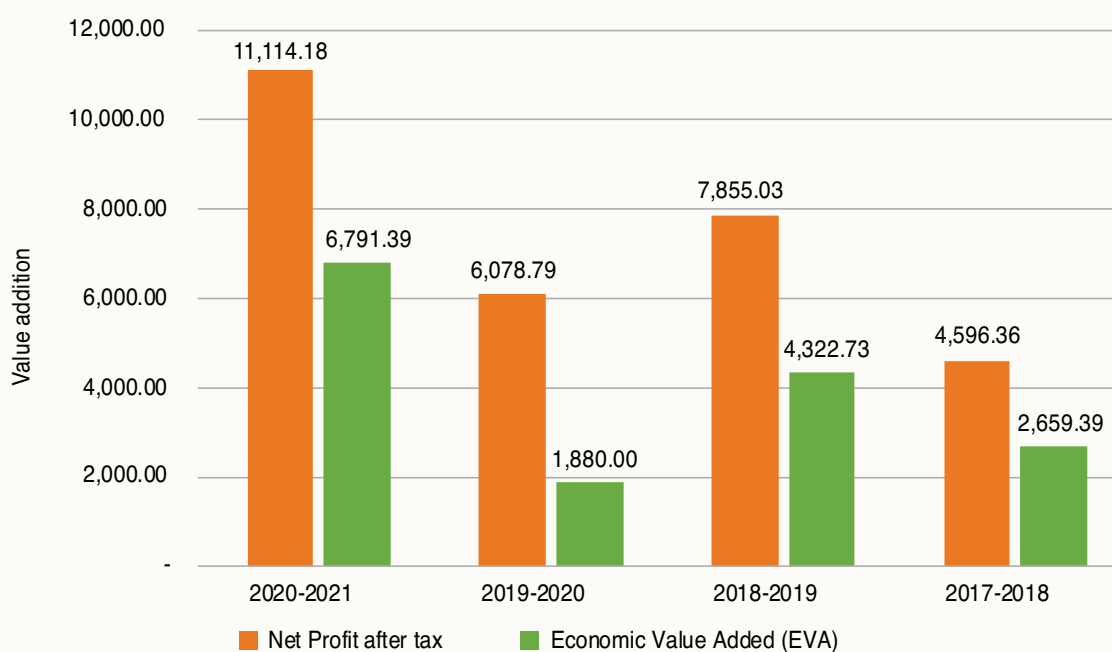
Moinuddin Hasan Rashid
Managing Director

ECONOMIC VALUE-ADDED STATEMENT

Economic Value added (EVA) = (Net Profit af er tax- Value of Cost of Shareholders equity)

Particulars	2020-2021	2019-2020	2018-2019	2017-2018
Net Profit af er tax	11,114.18	6,078.79	7,855.03	4,596.36
Shareholders' equity	33,091.00	29,851.21	30,087.74	16,290.78
Cost of capital	13.06%	14.07%	11.74%	11.89%
Value of Cost of Shareholders equity	4,322.79	4,198.78	3,532.30	1,936.97
Economic Value Added (EVA)	6,791.39	1,880.00	4,322.73	2,659.39

Economic Value added statement





INTEGRATED REPORTING

UPGDCL's annual report is a structured and concise communication platform with stakeholders about the company's business strategy, focus and overall performances which are the driving forces towards creation of value. The company has ensured that the financial reporting is aligned with the Companies Act 1994, BSEC rules including the Corporate Governance Code, 2018, Stock Exchanges etc and all other regulations applicable. Further, in documenting the report, clear linkages between the business performance and other factors – internal and external – like market trends, stakeholders' expectations, organizational priorities, regulatory requirements and best market practices have been given due consideration.

Throughout this report, efforts have been made to keep stakeholders informed about major developments, intended business strategies, programs and initiatives, overall business challenges and operational ecology including elaboration of business achievements with a view to promote understanding and connectivity.

Integrated approach of reporting

Organizational overview: company's vision, mission, ethics, value proposition, ownership, principal activities business landscape, value chain direction and purpose etc are well articulated and have been presented in appropriate manner in the Annual Report under section “**Corporate Overview**”.

External environment: UPGDCL operates its business within the set regulatory regime under which power generation license have been issued. Country's socio-political and regulatory developments have always been the perspective concerning business and operational activities of the company. Besides, the technological preparedness linked to the 24/7 readiness for uninterrupted power supply has remained the most important base line of plant operations. Operation conforming to environmental norms/ standards is a pre-requisite to all of the company's plants and are integral to the overall management system.

Governance: governance structure of the company is designed to create an appropriate oversight structure to run the activities in the short, medium- and long-term horizon. Details in this respect have been provided under the section “Corporate Governance Structure”.

Risks and opportunities: Risk management is a continuous process and an integrated part of business throughout the organization. All Heads of Department are required to assume responsibility for risk management within their areas of responsibility and ensure that risk management is embedded in day-to-day business processes. Details have been discussed in the section “Business Risk Management”.

Outlook: challenges and uncertainties the company is likely to encounter along with potential implications on the overall business performance have been discussed in the Directors' Report and the Management Discussions & Analysis section.

Value creation process of the company integrates the following in to framing the overall business strategies, objectives and development of appropriate models of operations.

Inputs components	Outcome effects on capitals
Financial capital <ul style="list-style-type: none"> ▶ Owners' equity Taka 7,900 mln ▶ Long-term debt Taka 5,251 mln ▶ Retained earnings Taka 24,666 mln 	<ul style="list-style-type: none"> ▶ EPS: Taka 18.80 ▶ NAVPS: Taka 56.18 ▶ NOCFPS: Taka 27.17 <p>Detail disclosures under Financial Highlights section</p>
Manufacturing facilities/capital <ul style="list-style-type: none"> ▶ 08 power plants under the company ▶ Property, plant and equipment ▶ Infrastructural facilities ▶ Fuel storage and supply network ▶ Integrated operational system 	<ul style="list-style-type: none"> ▶ Increase in generation ▶ Making power available on demand ▶ Uninterrupted supply of electricity
Intellectual capital <ul style="list-style-type: none"> ▶ Licenses for plant operations ▶ Organizational systems – process, knowledge of operations ▶ Electricity supply contracts ▶ Fuel supply contracts ▶ ERP system ▶ Spare parts supply and O&M agreements 	<ul style="list-style-type: none"> ▶ Meeting the contractual and regulatory obligations ▶ Higher level of satisfaction for customers ▶ Assurance and confidence generation for stakeholders ▶ Situational response capability

Inputs components	Outcome effects on capitals
Human capital <ul style="list-style-type: none"> ▶ Skilled manpower ▶ education, training, intelligence, skills, health, and other things employers' value such as loyalty and punctuality ▶ Employee training ▶ Employee benefit and valuation process 	<ul style="list-style-type: none"> ▶ Productivity improvement ▶ Redress of employee grievances ▶ Improved work environment and safety, security assurance ▶ Disaster response (COVID 19) initiatives
Social capital <ul style="list-style-type: none"> ▶ Sharing information with the stakeholders ▶ Platform for information dissemination ▶ CSR and environmental initiatives ▶ Intangibles associated with the brand and reputation of the company 	<ul style="list-style-type: none"> ▶ Regulatory compliances as identified with the listed entity ▶ Brand value enhancements ▶ Interactive business management ▶ Community service <p>Details under CSR write up and Sustainability Report</p>
Natural capital <ul style="list-style-type: none"> ▶ Air, water, land etc ▶ Bio-diversity and eco-system ▶ ETP and WTP ▶ Management of carbon emission ▶ Waste management ▶ Energy efficient working process 	<ul style="list-style-type: none"> ▶ Reduction of carbon footprint ▶ Usage of waste reduction and efficient plant processes ▶ Development of control and monitoring framework <p>Details under the Sustainability Report</p>

ASSURANCE PACKAGE

Reliability permeates from the systems and processes of business operations in UPGDCL which are firmly based upon a management framework intertwined with compliance and adherence in focus and assures risk responsiveness and mitigation on a continuous basis.

Assurance package of UPGDCL

	Assurance Provider
Financial Statements - UPGDCL and its subsidiaries	<ul style="list-style-type: none"> ▶ UPGDCL: A. Quasem & Co, Chartered Accountants ▶ UEL: Hoda Vasi Chowdhury & Co, Chartered Accountants ▶ UAEL: Rahman Rahman Huq, Chartered Accountants ▶ LGBDL: Hoda Vasi Chowdhury & Co, Chartered Accountants ▶ UJPL: Hossain Farhad & Co, Chartered Accountants ▶ UAnPL: Hoda Vasi Chowdhury & Co, Chartered Accountants
Corporate Governance Compliance	PODDAR & ASSOCIATES, Cost & Management Accountants
Credit Rating	Emerging Credit Rating Ltd (ECRL)

This Annual Report has been prepared under the overall guidance of the Board of Directors. Request for feedback, views, comments, queries and opinions from our stakeholders on this Report shall be provided at info.power@united.com.bd

DECLARATION BY CEO AND CFO

Declaration by CEO and CFO [As per condition No. 1(5) (xxvi)]

Date: 27th October 2021

The Board of Directors
United Power Generation & Distribution Company Ltd.
Gulshan Centre Point
H 23-26, R 90, Gulshan 2, Dhaka 1212, Bangladesh

Subject: Declaration on Financial Statements for the year ended on 30th June, 2021.

Dear Sirs,

Pursuant to the condition No. 1(5) (xxvi) imposed vide the Commission's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated 03 June, 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of United Power Generation & Distribution Company Limited for the year ended on 30th June, 2021 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed if found applicable.
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that:

- (i) We have reviewed the financial statements for the year ended on 30th June, 2021 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 collectively present 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 in violation of the code of conduct for the company's Board of Directors or its members.
- (iii) Following the declaration of COVID-19 as a pandemic by the World Health Organization (WHO) in early March 2020, like many other governments, the Government of Bangladesh introduced restrictive measures to contain further spread of the virus, affecting free movement of people and goods. Further lockdowns have been imposed locally as new variants of the virus have spread.

Though demand of BEPZA fell during lockdown in July 2021, BPDB and REB bought low price electricity from UPGDCL as UPGDCL electricity price is lower for them. So, there was no material impact of ("COVID-19") in UPGDCL's revenue and gross profit

On the other hand, the demand for electricity by BPDB fell during these restrictions, given that a large portion of subsidiaries revenue is capacity payment and the fuel payment is a pass-through, the Companies revenue and gross profit was not significantly impacted also.

Sincerely yours,



Moinuddin Hasan Rashid
Managing Director



Mostak Ahmed, FCA
In-charge Finance & Accounts

AUDIT COMMITTEE REPORT, 2021

AUDIT COMMITTEE REPORT FOR THE YEAR ENDED 30 JUNE 2021

The Committee plays the key role in governance of the Company's financial reporting, risk management, framing financial policy, internal control and assurance processes.

Honorable Shareholders,

This Report provides an overview of the Committee's activities and its role in ensuring the integrity of the Company's published financial information and ensuring the effectiveness of its risk management, controls and related processes.

Composition of the Committee

The Audit Committee is comprised of two (2) Independent Directors and one (1) Non-Executive Director. The Chair of the Committee is an Independent Director, as required under the BSEC Corporate Governance Code.













The Audit Committee of UPGDCL comprises of the following Members:

1. Lt. Gen. Sina Ibn Jamali, awc, psc (Retd) - Chairperson
2. Mr. Abul Kalam Azad - Member
3. Mr. Md. Prof. Mohammad Musa PhD - Member

Company Secretary acts as the Member Secretary to the Committee. The Chief Financial Officer (CFO), the Head of Internal Audit were the permanent invitees of the meetings. Besides, relevant Business Heads and other Members of the Management and Finance & Accounts Team also attended the meetings on occasions, as required.

Meeting of the Committee

The Audit Committee met four (4) times during the FY 30th June 2021 and attendance of the Committee members in the meetings was as follows:

Audit Committee Meeting Attendance of Members from July 2020 to June 2021							
Name of the Member	Position in the Committee	Audit Committee meeting number				Number of Meeting attended	% Of attendance
		21	22	23	24		
Lt. Gen. Sina Ibn Jamali	Chairperson					4	100%
Mr. Abul Kalam Azad	Member					4	100%
Prof. Mohammad Musa PhD	Member					4	100%

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.

AUDIT COMMITTEE REPORT, 2021

Activities of the Committee on Company's affairs for the period under Report

The Committee during the period under reporting met every Quarter 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).
- Review of Internal audit report on periodical basis
- Review of the financial statements of the subsidiary company
- Cleared the draft of the Dividend Policy and recommended to the Board.

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 of United Power Generation and Distribution Company Ltd.



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

Chairman

NOMINATION & REMUNERATION COMMITTEE (NRC) REPORT, 2021

NOMINATION & REMUNERATION COMMITTEE (NRC) REPORT FOR THE YEAR ENDED 30 JUNE 2021

Nomination and Remuneration Committee (NRC) is a vital sub-Committee of the Board for the purpose of assisting in formulation of policy with regard to Directors and Top-Level-Executives.

Honorable Shareholders,

This Report provides an overview of the Committee's activities and its role in ensuring the sound, fair and transparent nomination and remuneration processes.

Composition of the Committee




The Audit Committee of United Power Generation and Distribution Company Ltd. (UPGDCL) comprises of the following Members:

1. Dr. Muhammad Fouzul Kabir Khan - Chairperson
2. Mr. Faridur Rahman Khan - Member
3. Mr. Malik Talha Ismail Bari - Member

Company Secretary acts as the Member Secretary to the Committee. Besides, Head of Human Resources was the permanent invitee to the meeting.

Meeting of the Committee

The NRC met once (1) during the year 2021 and attendance of the Committee members in the meetings was as follows:

NRC Meeting Attendance of Members from July 2020 to June 2021				
Name of the Member	Position in the Committee	Position in the Board	3rd NRC meeting	% of attendance
Dr. Muhammad Fouzul Kabir Khan	Chairperson	Independent Director		100%
Mr. Faridur Rahman Khan	Member	Non-Executive Director		100%
Mr. Malik Talha Ismail Bari	Member	Non-Executive Director		100%

Role of the NRC

- a. NRC shall be independent and responsible or accountable to the Board and to the shareholders.
- b. NRC shall oversee, among others, the following matters and make report with recommendation to the Board:
 - (i) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:
 - (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;
 - (b) the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (c) remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
 - (ii) devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;
 - (iii) identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;
 - (iv) formulating the criteria for evaluation of performance of independent directors and the Board;
 - (v) identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria; and
 - (vi) developing, recommending and reviewing annually the company's human resources and training policies;

Activity report: Committee had one (1) meeting during the period. Committee also considered a 'Draft Code of Conduct for the Board among other assigned responsibilities.

On behalf of the NRC Committee of United Power Generation and Distribution Company Ltd.



Dr. Muhammad Fouzul Kabir Khan

Chairperson





CERTIFICATE OF COMPLIANCE BY THE CORPORATE GOVERNANCE AUDITOR, 2021



PODDER & ASSOCIATES

Cost and Management Accountants

Annexure-B

[Certificate as per condition No. 1(5)(xxvii)]

Report to the Shareholders of United Power Generation & Distribution Company Ltd. on compliance on the Corporate Governance Code.

We have examined the compliance status to the Corporate Governance Code by United Power Generation & Distribution Company Ltd. for the year ended on June 30, 2021. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80, Dated: 3 June 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission Except under conditions number 1(2)(a), 1(2)(d), 2(b);
- (b) The Company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws ; and
- (d) The governance of the company is satisfactory.

For Podder & Associates

Jayanta Kumer Podder
Cost & Management Accountants

Place: Dhaka
Dated: November 23, 2021

6/A/1 (Ground Floor), Segun Bagicha, Dhaka-1000. Phone : 02-57160360, 02-57160425. E-mail : podderassociates@yahoo.com, Web : www.thepodders.com

STATUS OF COMPLIANCE OF THE CORPORATE GOVERNANCE CODE, 2018

As Per condition no.1(5)(xxvi)
United Power Generation & Distribution Company Ltd
Status of Compliance with the Corporate Governance Code (CGC)
For the year ended 30th June 2021

Status of compliance with the conditions imposed by the Commission's Notification No..BSEC/CMRRCD/2006-158/207/Admin/80, dated 03 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

(Report under Condition No. 9.00)

Condition No.		Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
			Complied	Not Complied	
1. BOARD OF DIRECTORS					
1.1 Board's Size		The total number of members of a company's Board of Directors (hereinafter referred to as "Board") shall not to be less than 5 (five) and more than 20 (twenty).	✓		The Board of Directors is comprised of 18 Directors including 03 Independent Directors
1.2 Independent Directors	(a)	At least one fifth (1/5) of the total number of directors in the company's board shall be independent directors; any fraction shall be considered to the next integer or whole number for calculating number of independent director(s);		✓	There are (03) three Independent Directors in the UPGDCL Board.
	(b)	For the purpose of this clause "independent director" means a director			
	(i)	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;	✓		Do not hold any share of the company.
	(ii)	Who is not a sponsor of the company and is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company;	✓		
	(iii)	Who has not been an executive of the company in immediately preceding 2 (two) financial years;	✓		
	(iv)	Who does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies;	✓		
	(v)	Who is not a member or TREC (Trading Right Entitlement Certificate) holder, director or officer of any stock exchange;	✓		
	(vi)	Who is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market;	✓		
	(vii)	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 or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code;	✓		
	(viii)	Who is not an independent director in more than 5 (five) listed companies;	✓		
	(ix)	Who has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI);	✓		
	(x)	Who has not been convicted for a criminal offence involving moral turpitude;	✓		
	(c)	The independent director(s) shall be appointed by the board and approved by the shareholders in the Annual General Meeting (AGM);	✓		
	(d)	The post of independent director(s) cannot remain vacant for more than 90 (ninety) days;		✓	
	(e)	The tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) tenure only;	✓		
1.3 Qualification of Independent Director:	(a)	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.	✓		

STATUS OF COMPLIANCE OF THE CORPORATE GOVERNANCE CODE, 2018

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
(b)	Independent director shall have following qualifications:			
(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association;	-	-	N/A
(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company;			N/A
(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law;	✓	-	
(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law;	✓	-	
(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Certified Accountant or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification;	-	-	N/A
(c)	The independent director(s) shall have at least 10 (ten) years of experiences in any field mentioned in clause (b);	✓	-	
(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission.	-	-	No such deviation occurred
1.4 Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer				
(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals;	✓	-	
(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company;	✓	-	
(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company;	✓	-	
(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive officer;	✓	-	
(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓	-	No such event arose during the year
1.5 The Directors' Report to the Shareholders	The Board of the Company shall include the following additional statements or disclosures in the Directors' Report prepared under section 184 of the Companies Act, 1994 (Act No. XVIII of 1994):			
(i)	An industry outlook and possible future developments in the industry;	✓	-	
(ii)	The Segment-wise or product-wise performance;	✓	-	
(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any;	✓	-	
(iv)	A discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin, where applicable;	✓	-	
(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss);		-	No such issue arose

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓	-	
(vii)	A statement of utilization of proceeds raised through 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 Share Offer, Direct Listing etc;	✓	-	
(ix)	An explanation on any significant variance that occurs between Quarterly Financial Performance and Annual Financial Statements;	✓	-	
(x)	A statement of remuneration paid to the directors including independent directors;	✓	-	No remuneration paid to any Directors except Managing Director
(xi)	A statement that 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)	A statement that proper books of account of the issuer company have been maintained;	✓	-	
(xiii)	A statement that 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)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;	✓	-	
(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored;	✓	-	
(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress;	✓	-	
(xvii)	A statement that there is no Significant doubt upon the issuer company's ability to continue as going concern, if the issuer company is not considered to be a going concern, the fact along with reasons there of shall be disclosed;	✓	-	
(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof shall be explained;	✓	-	
(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized;	✓	-	
(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year;	-	-	The Board of Directors has recommended 170% Cash Dividend for the year ended on June 30, 2021
(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend;		-	N/A
(xxii)	The total number of Board meetings held during the year and attendance by each director;	✓	-	
(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:-			
(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details);	-	-	N/A
(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance their spouses and minor children (name-wise details);	✓	-	
(c)	Executives;	✓	-	

STATUS OF COMPLIANCE OF THE CORPORATE GOVERNANCE CODE, 2018

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
	(d) Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details).	✓	-	
(xxiv)	In case of the appointment or reappointment of a director, a disclosure on the following information to the shareholders:-			
	(a) a brief resume of the director	✓	-	
	(b) nature of his/her expertise in specific functional areas;	✓	-	
	(c) Names of companies in which the person also holds the directorship and the membership of committees of the board.	✓	-	
(xxv)	A management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in financial statements, among others, focusing on:			
	(a) Accounting policies and estimation for preparation of financial statements;	✓	-	
	(b) Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes;	✓	-	
	(c) Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof;	✓	-	
	(d) compare such financial performance or results and financial position as well as cash flows with the peer industry scenario;	✓	-	
	(e) briefly explain the financial and economic scenario of the country and the globe;	✓	-	
	(f) risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company; and	✓	-	
	(g) future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM;	✓	-	
(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A; and	✓	-	
(xxvii)	The report as well as certificate regarding compliance of conditions of this code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C.	✓	-	
1.6 Meetings of the Board of Directors	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code.	✓	-	
1.7 Code of Conduct for the Chairperson, other Board members and Chief Executive Officer				
	(a) The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC), for the Chairperson of the Board, other board members and Chief Executive Officer of the company;	✓	-	
	(b) The code of conduct as determined by the NRC shall be posted on the website of the company	✓	-	
2.00 Governance of Board of Directors of Subsidiary Company				
	(a) Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company;	✓	-	
	(b) At least 1 (one) independent director of the Board of the holding company shall be a director on the Board of the subsidiary company;		✓	
	(c) The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company.	✓	-	
	(d) The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also;	✓	-	

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
(e)	The Audit Committee of the holding company shall also review the financial statements, in particular the investments made by the subsidiary company.	✓	-	

3.00 Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO) Head of Internal Audit and Compliance (HIAC) and Company Secretary(CS)

3.1 Appointment	(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC);	✓	-	-
	(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals;	✓	-	-
	(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time;	✓	-	-
	(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS;	✓	-	-
	(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s).	✓	-	-

3.2 Requirement to attend Board of Director's Meetings

The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board:

✓ - -

3.3 Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer(CFO)

	(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:			
	(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;	✓	-	
	(ii)	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;	✓	-	
	(b)	The MD or CEO and CFO shall also certify that 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 code of conduct for the company's Board or its member;	✓	-	
	(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓	-	Disclosed in the Annual Report

4.00 Board of Director's Committee

For ensuring good governance in the company, the Board shall have at least following sub-committees:

	(i)	Audit Committee;	✓	-	
	(ii)	Nomination and Remuneration Committee	✓	-	

5.00 Audit Committee

5.1 Responsibility to the Board of Directors	(a)	The company shall have an Audit Committee as a sub-committee of the Board;	✓	-	
	(b)	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;	✓	-	
	(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓	-	

STATUS OF COMPLIANCE OF THE CORPORATE GOVERNANCE CODE, 2018

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
5.2 Constitution of the Audit Committee	(a) The Audit Committee shall be composed of at least 3 (three) members;	✓	-	Audit Committee (AC) is comprised of 3 (Three) members including 02 (two) Independent Directors
	(b) The Board shall appoint members of the audit committee who shall be non-executive directors of the company excepting Chairperson of the Board and shall include at least 1(one) independent director;	✓	-	All the AC members are non-executive Directors including Independent Directors;
	(c) All members of the audit committee should be "financially literate" and at least 1 (one) member shall have accounting or related financial management background and 10(ten)years of such experience;	✓	-	
	(d) When the term of service of any Committee members expires or there is any circumstance causing any Committee member to be unable to hold office before 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 shall appoint the new Committee member to fill up the vacancy immediately or not later than 1 (one) month from the date of vacancy in the Committee to ensure continuity of the performance of work of the Audit Committee;	✓	-	-
	(e) The company secretary shall act as the secretary of the Committee.	✓	-	-
	(f) The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓	-	-
5.3 Chairperson of the Audit Committee	(a) The Board of Directors shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an Independent director;	✓	-	-
	(b) In the absence of the Chairperson of the audit committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No.5(4)(b) and the reason of absence of the regular chairperson shall be duly recorded in the minutes.	✓	-	-
	(c) Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM):	✓	-	-
5.4 Meeting of the Audit Committee	(a) The Audit Committee shall conduct at least its four meetings in a financial year: Provided that any emergency meeting in addition to regular meeting may be convened at the request of any one of the members of the Committee;	✓	-	
	(b) The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓	-	
5.5 Role of Audit Committee	The Audit Committee shall:			
	(a) Oversee the financial reporting process;	✓	-	
	(b) Monitor choice of accounting policies and principles;	✓	-	
	(c) Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance plan and review of the Internal Audit and Compliance Report;	✓	-	
	(d) Oversee hiring and performance of external auditors.	✓	-	
	(e) Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓	-	
	(f) Review along with the management, the annual financial statements before submission to the board for approval;	✓	-	
	(g) Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval;	✓	-	
	(h) Review the adequacy of internal audit function;	✓	-	
	(i) Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓	-	

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
	(j) Review statement of all related party transactions submitted by the management;	✓	-	
	(k) Review Management Letters or Letter of Internal Control weakness issued by statutory auditors.	✓	-	
	(l) Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓	-	
	(m) Oversee whether the proceeds raised through Initial public Offering (IPO) or Repeat public Offering (RPO) or Rights Share offer have been utilized as per the purpose stated in relevant offer document or prospectus approved by the Commission;	✓	-	
5.6 Reporting of the Audit Committee	(a) Reporting to the Board of Directors			
	(i) The Audit Committee shall report on its activities to the Board.	✓	-	
	(ii) The Audit Committee shall immediately report to the Board of Directors on the following findings, if any:			
	(a) report on conflicts of interests;	-	-	No such reportable incidence arose
	(b) suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements; control system;	-	-	No such reportable incidence arose
	(c) suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;	-	-	No such reportable incidence arose
	(d) any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;	-	-	No such reportable incidence arose
	(b) Reporting to the Authorities:-			
	If the Audit Committee has reported to the Board about anything which has material impact on the financial condition and results of operation and has discussed with the Board 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 for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.	-	-	No such reportable incidence arose
5.7 Reporting to the Shareholders and General Investors	Report on activities carried out by the Audit Committee, including any report made to the Board under condition 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.	-	-	No such reportable incidence arose
6.00 Nomination and remuneration Committee (NRC)				
6.1 Responsibility to the Board of Directors	(a) The company shall have a Nomination and Remuneration Committee (NRC) as a sub-committee of the Board;	✓	-	
	(b) The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓	-	
	(c) The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b).	✓	-	
6.2 Constitution of the NRC	(a) The Committee shall comprise of at least three members including an independent director;	✓	-	NRC is comprised of 03 (Three) members including 01 (One) Independent Director
	(b) All member of the Committee shall be non-executive directors;	✓	-	All the NRC members are non-executive Directors including Independent Directors

STATUS OF COMPLIANCE OF THE CORPORATE GOVERNANCE CODE, 2018

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
	(c) Members of the Committee shall be nominated and appointed by the Board;	✓	-	The NRC members are duly appointed by the Board.
	(d) The Board shall have authority to remove and appoint any member of the Committee;	✓	-	
	(e) In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;	-	-	No such Incidence arose
	(f) The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	-	-	No such occurrence happen during the year
	(g) The company secretary shall act as the secretary of the Committee;	✓	-	
	(h) The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓	-	
	(i) No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓	-	
6.3 Chairperson of the NRC	(a) The Board shall select 1(one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;	✓	-	
	(b) In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting, the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓	-	
	(c) The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	✓	-	
6.4 Meeting of the NRC	(a) The NRC shall conduct at least one meeting in a financial year;	✓	-	
	(b) The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	-	-	No such case arose after formation of NRC
	(c) The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		
	(d) The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6.5 Role of the NRC	(a) NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
	(b) NRC shall oversee, among others, the following matters and make report with recommendation to the Board:			
	(i) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:			
	(a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		
	(b) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and	✓		
	(c) Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		
	(ii) Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		
	(iii) Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks
		Complied	Not Complied	
(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	✓		
(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	✓		
(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		

7.00 External or Statutory Auditors

1	The issuer shall not engage its external or 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 or special audit services;	✓	-	
(vii)	Any services that the Audit Committee determines.	✓	-	
(viii)	Audit or certification services on compliance of corporate governance as required under condition No.9(1);	✓	-	
(ix)	Any other service that creates conflict of interest	✓	-	
2	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; his or her family members also shall not hold any shares in the said company;	✓	-	
3	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓	-	

8.00 Maintaining a website by the Company-

1	The Company shall have an official website linked with the website of the stock exchange.	✓	-	
2	The company shall keep the website functional from the date of listing.	✓	-	
3	The company shall make available the detailed disclosures on its website as required under the regulations of the concerned stock exchange(s)	✓	-	

9.00 Reporting and Compliance of Corporate Governance

1	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on early basis regarding compliance of Corporate Governance Code of the Commission and such certificate shall be disclosed in the Annual Report.	✓	-	Required certificate has been obtained from "PODDER & ASSOCIATES" Cost & Management Accountants for the year ended 30th June 2021.
2	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the Shareholders in the annual general meeting.	✓	-	
3	The directors of the company shall state, in accordance with the Annexure-C attached, in the directors' report whether the company has complied with these conditions or not.	✓	-	-

ENVIRONMENT, SOCIAL & GOVERNANCE

UPGDCL strives for high standards on sustainability and continuous improvement in its operations including requirements on human rights, health and safety, labor rights, environment and anti-corruption throughout the supply chain. Strong supply chain surveillance, capacity building and long-term risk reduction will continue to remain a high priority as a part of UPGDCL's commitment to promoting responsible business conduct. UPGDCL strive towards long-term risk reduction, focusing on continual improvement in the supply chain.

With a fast-changing world where climate change has become an important factor, United Group is shifting towards Environment, Social and Governance (ESG) model. As ESG model is more integrated within the company and gives a more measurable value to work with, it goes with UPGDCL's mission of pursuing sustainable growth and ticks all the boxes of our company's core value. In accord of a more sustainable and green future, company established ISO Certifications by introducing Integrated Management System (IMS) at Corporate Office and operational Plants. Below Table gives an overview of the ISO certifications which have been obtained -

Key Figures of Plants Operation		
Particulars	Unit	2020-21
HFO Consumption	Metric Tons	346,503
Natural Gas Consumption	Cubic Meter	343,377,562
Quantity of waste generated (General Waste)	Metric Tons	21.465
Quantity of Hazardous waste generated (Sludge, Lube Oil & Oily rags etc.)	Metric Tons	1,457.61
Water Consumption	Cubic Meter	149,319.84
Quantity of waste water treated	Cubic Meter	3,793.45
Severe environmental incidents	Nos	0
Fatalities	Nos	0
Total Lost Time Injuries (including vehicular)	Days	0

Internationally Recognized Certifications Received by The Power Plants of United Power Generation and Distribution Company Limited

SL. No.	Plant Name	ISO 9001:2015	ISO 14001:2015	ISO 45001:2018	Social Policy
1	United Power Generation and Distribution Company Ltd. DEPZ	√	√	√	√
2	United Power Generation and Distribution Company Ltd. CEPZ	√	√	√	√
3	United Ashuganj Power Ltd.	√	√	√	√
4	United Energy Ltd.	√	√	√	√
5	United Ashuganj Energy Ltd.	√	√	√	√
6	United Jamalpur Power Ltd.	√	√	√	√
7	United Anwara Power Ltd	√	√	√	√
8	Leviathan Global BD Ltd.	√	√	√	√

Environmental consciousness

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.

UPGDCL's power plants are designed such that the pollution levels adhere to all environmental regulations and pollution norms of the country. In addition, it is working closely with the community to minimize environmental hazards. Furthermore, for the Gas based power plants use of natural gas ensures 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.

The company is committed to the continuous deployment of enhanced sustainable solutions for an energy-efficient and environment friendly operation. All the Plants are run by state-of-the-art machines which ensure the optimum output of the greatest efficiency that a plant can obtain. Intensive environmental inspection is performed at all of the plants through renowned local/ international organization and do regular follow-ups with the in-house O&M Team. The inspection that needs mentioning:

- ✓ Testing of emission from stack as per standard
- ✓ Air quality tests as per standard
- ✓ Noise monitoring test as per standard
- ✓ Ground water test as per standard
- ✓ Soil test as per standard.

Sustainability commitments

UPGDCL makes the following commitments to grow and innovate in a responsible, reliable way that benefits customers, shareowners, employees and society as a whole.

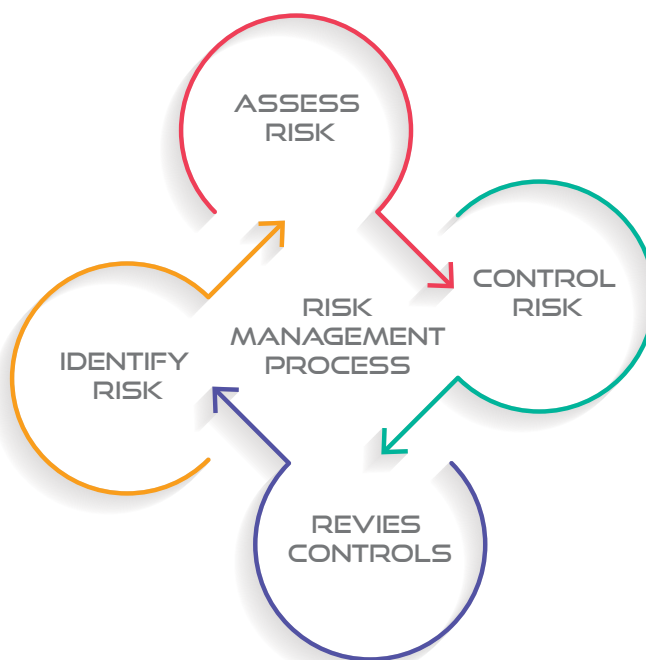
Energy and Environment	Social Responsibility	Governance and Management
 <p>Advance a cleaner energy future</p> <p>Encourage responsible stewardship in partnership with our customers and stakeholders to have a sustainable environmental impact</p>	 <p>Customer satisfaction</p> <p>Provide energy safely, reliably and in an environmentally responsible manner at the lowest reasonable cost</p>	 <p>Create extraordinary shareholder value</p> <p>Create long-term value for shareowners through fiscal discipline, continuous improvement, environmental stewardship and enduring strategic investments</p>
 <p>Build tomorrow's energy infrastructure</p> <p>Invest in tomorrow's energy infrastructure by developing a more reliable, resilient and efficient grid that enables continued progress and a cleaner energy future</p>	 <p>Foster an exceptional workplace</p> <p>Cultivate success by energizing an inclusive, respectful and diverse workplace that rewards performance, fosters professional development, encourages employee engagement and enables employees to achieve their full potential</p>	 <p>Drive best-in-sector operational performance</p> <p>Excel in safety, reliability, customer responsiveness and energy efficiency while maintaining a culture that fosters innovation</p>

BUSINESS RISK MANAGEMENT

UPGDCL and its subsidiaries operates in an industry which is exposed to wide range of internal and external risks that may affect its business. The Company aims to earn competitive returns at acceptable risk levels. Risk management is a continuous process and an integrated part of business throughout the organization. All Heads of Department are required to assume responsibility for risk management within their areas of responsibility and ensure that risk management is embedded in day-to-day business processes.

The occurrence of the risk factors as delineated hereunder can have significant bearing on the operational and financial performance of the Company. During the financial year under review, the significant risks in the Company's business were reviewed, monitored and reported and mitigating measures were evaluated by the Board and Management on a regular basis. The Board of Directors have overall responsibility for the establishment and oversight of the company and group risk management framework. Board is assisted by the Audit Committee. Internal Audit under the purview of the Audit Committee reviews risk management controls and provides feedback to the Committee. This is to ensure that the Company's risk management framework continues to effectively promote and enable the identification, management and monitoring of risks across the organization.

Company's financial risk management is governed by Treasury Policy. Company's principal financial assets include trade and others receivables, investment in marketable security, cash and short-term deposits that arise directly from its operations. Company's financial liabilities mainly include trade and other payables, land lease liability and borrowings. The main purpose of these financial liabilities is to finance the Company's operations. The Company is exposed to credit risk, liquidity risk and market risk in relation to its financial instruments.



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. 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. Outstanding trade receivables are regularly monitored and appropriate impairment charge if any is considered as per IFRS-9.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due that are settled by delivering cash or another financial asset. The Company's approach to managing 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.

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. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return:

Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of changes in foreign exchange rate. The 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. Besides as a group exposure to currency risks are there with respect to FC loans of UAEL and/or UPAS LCs including HFO LC exposures.

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. Since UPGDCL is a debt free company and surplus cash in operation, the only liabilities that your company is subjected to are short term, in terms receivables and payables. However, as to the debt exposures of the subsidiaries, interest rate risk is prevalent and the company management is continuously monitoring the developments through the prevalent Treasury structure of the Group.

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. 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, supply chain and business continuity risk, operational and maintenance (O&M) arrangement, obsolete parts and difficult repairs, Cyberattacks, regulatory changes, political or force majeure in the form of natural disasters like floods, cyclone, tsunami and earthquake may hamper normal performance of power generation.

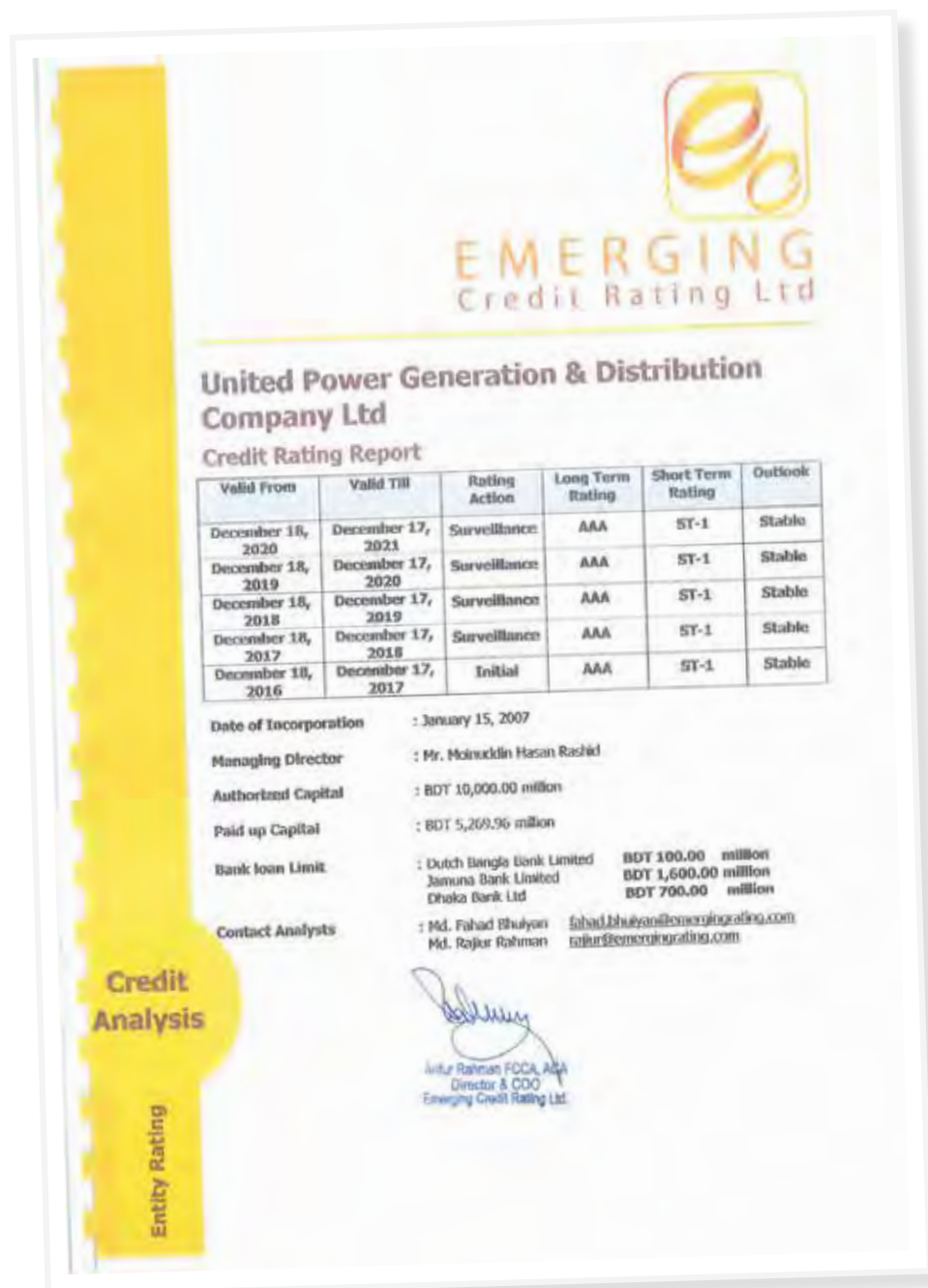
The routine and proper maintenance of their own distribution networks undertaken by both the O&M operators and BEPZA reduces the chance of major disruptions. However, severe natural calamities which are unpredictable and unforeseen have the potential to disrupt normal operations of UPGDCL. The management of the 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 to compensate for all potential damages caused in such situations.

Risk Associated with supply of Raw Materials

Gas based plants -the main raw material used for generating electricity is natural gas in the Gas based plants. Any interruption of supplies of the gas to the power plants will hamper the generation of electricity. The supply of natural gas is secured by the Gas Supply Agreements with Karnaphuli Gas Distribution Company Ltd, Titas Gas Transmission & Distribution Company Ltd etc for the term of the Power Supply Agreement as applicable. Hence there is no threat of interruption of supplies of the gas to the power plants that may hamper the generation of electricity.

HFO based plants – principal raw material supply which totally import dependent remains a critical risk factor. Company has in place reliable sourcing options from the regional markets. Besides, integrated bulk storage network in-house ensures adequate quantum and availability on time.

CREDIT RATING REPORT



UPGDCL has been rated AAA in the Long-term and ST-1 in the Short-term ST-1 by the rating agency Emerging Credit Rating Ltd (ECRL). The company received the similar ratings for the last five years consecutively. This underscores the highest credit quality for the company besides indicating capability to repay and settle the business obligations.

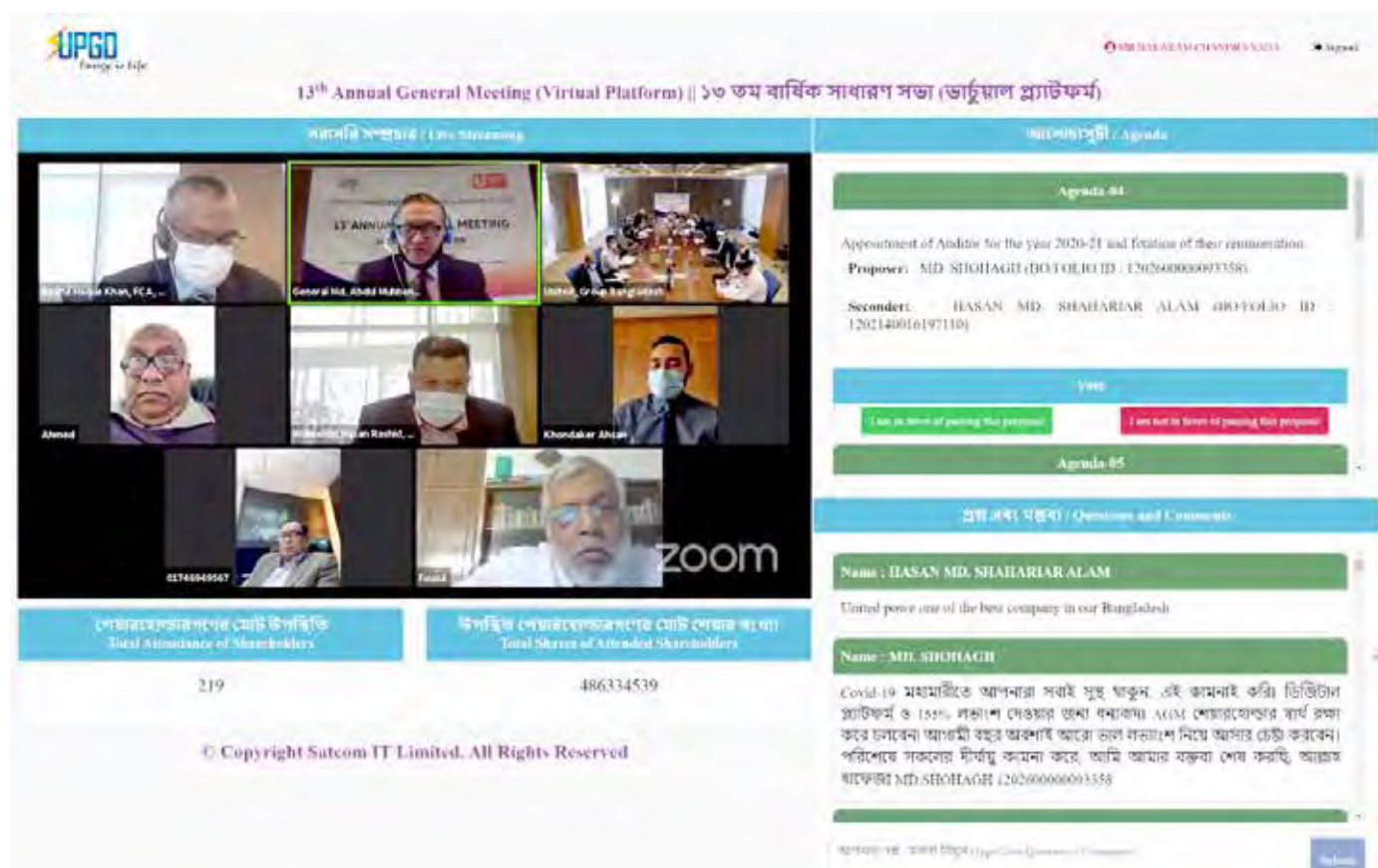
Year	Rating date	Valid	Rating		Out look	Rating agency Name
			LTL	STL		
2020	18-Dec-20	17-Dec-21	AAA	ST-1	Stable	Emerging
2019	18-Dec-19	17-Dec-20	AAA	ST-1	Stable	Emerging
2018	18-Dec-18	17-Dec-19	AAA	ST-1	Stable	Emerging
2017	18-Dec-17	17-Dec-18	AAA	ST-1	Stable	Emerging
2016	18-Dec-16	17-Dec-17	AAA	ECRL-1	Stable	Emerging
2015	1-Sep-15	31-Aug-16	AA+	ST-2	Stable	CRISL

GLIMPSES OF THE 13TH ANNUAL GENERAL MEETING

13th Annual General Meeting (AGM) of UNITED POWER GENERATION & DISTRIBUTION COMPANY LTD (UPGDCL) was held on Sunday 20th December, 2020 through the digital platform at <https://upgdcl.bdvirtualagm.com> as per the BSEC Notification No. SEC/SRMJC/94-231125 dated 08 July 2020.

Board of Directors including Independent Directors, Chairpersons of the Audit Committee, Chairperson of NRC Committee, Chief Financial Officer (CFO) and Company Secretary were present in the meeting. Representatives of the External Auditor (KPMG) also joined. Besides, in total 200, representing 486,191,545 shares in aggregate, Shareholders were present at the AGM.

In his opening remarks, Chairman highlighted the acquisitions of two power plants viz United Jamalpur Power Ltd (UJPL) and United Anwara Power Ltd (UAnPL), respectively. He also threw some light on the future benefits associated therewith to the UPGDCL shareholders. He underscored the fact that, although total acquisition value was BDT 536 crore, in real terms it was BDT 20 crore only representing both the company's Paid-up capital, as the balance represented the Reserves/Retained Earnings



which ultimately would benefit the UPGD shareholders through the holding of 99 percent shares of both the companies. Here the Chairman expressed his gratitude to the United Group Board for such a generous gesture towards the shareholders of UPGDCL in the overall.

Managing Director informed the connected audience (Shareholders) that there are few regulatory issues to be addressed before the LGBDL plant at KEPZ turns into commercial operations. He went on to mention that, irrespective of the COD date, the plant will continue to enjoy clear 30 years of operational life as per the contract with full benefits under the PPA. Moreover, at present partial energy needs at KEPZ are being fed from the CEPZ plant of UPGDCL which in the process generates some income ultimately benefiting the shareholders of UPGDCL. Dwelling on the 53MW plant under the UEL, a subsidiary of UPGDCL, Managing Director intimated that negotiation as to rate fixation before resumption of operation is at the final stage. He, in this regard reminded, that due to the recent opening of a 150 MW HFO based plant under the Govt management at the vicinity of UEL plant, re-opening decision of the 53MW plant did take some time. On the future dividend policy of the company, he assured that UPGDCL would be able to maintain a consistent approach towards dividend distribution in the future as well.

OUR RECOGNITIONS



POWER DIVISION : UNITED GROUP

“Pioneer” is the word that best describes United Group’s presence in the Power Sector of Bangladesh, having introduced numerous pioneering solutions over the years and serving the nation by providing quality and uninterrupted. The journey started in 1997 with the development of Khulna Power Company Limited, the first Independent Power Producer (IPP), paving the way for private sector participation in the Power Sector of Bangladesh. The Group also established the first Public-Private Partnership Joint Venture IPP project in Ashuganj, with the World Bank, International Finance Corporation (IFC), Deutsche Investitions- und Entwicklungsgesellschaft (DEG), Finnvera among its trusted financial partners

United Group’s Power Division has accumulated a development portfolio of 2,137 Megawatts across 17 power plants, with every project brought online before the required date. Currently, it is contributing 1,146 Megawatts to the national grid through 10 operational power generation facilities. The Group is present in the entire power generation value chain including Engineering, Procurement & Construction (EPC), Operation & Maintenance (O&M), Fuel Supply Logistics, etc. with more than 1,200 engineers in its ranks, serving the nation around the clock.

Till date, it is the only conglomerate in the country with an end-to-end presence in the power generation value chain and is known as the most reliable Bangladeshi developer of power plants, entrusted by the Government with constructing facilities at the most challenging locations or at locations with an utmost need for electricity. The Government of Bangladesh recognized United Group’s efforts numerous times through prestigious awards such as The Best Large Independent Power Producer (IPP) of 2016 and as The Best Power Producer of 2018.

Together with power generation, the Group is also known for its Engineering, Procurement & Construction (EPC) pedigree through its subsidiary called Neptune Commercial Limited. This subsidiary is the largest Bangladeshi power plant EPC solution provider with a track record of constructing 1,547 Megawatts across 16 projects. It has records of completing utility-scale projects within only 4 months (Ashuganj 53 Megawatts), only 6 months (Mymensingh 200 Megawatts), and a project which brought home the Gold Award at Asian Power Awards 2015 to Bangladesh (Ashuganj 195 Megawatts).

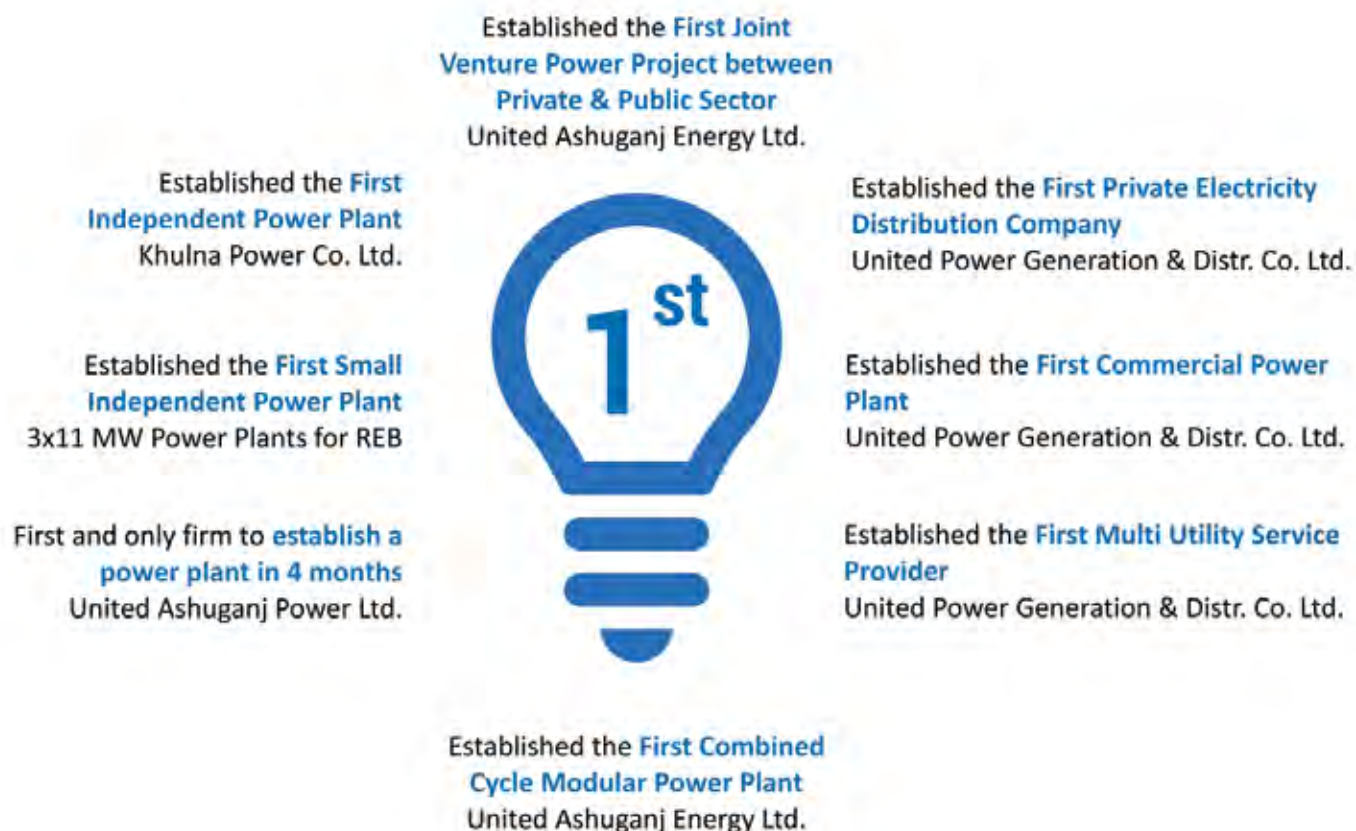
Operation and Maintenance is another key strength of the Group, with its subsidiary named United Engineering & Power Services Limited (UEPSL) presently looking after 146 major equipment generating 1,196 Megawatts of electricity in 9 power plants with more than 1,200 engineers in its ranks. This makes the subsidiary the largest local O&M Contractor in Bangladesh for power projects.

United Group’s Power Division also houses multiple other subsidiaries which are directly related to the power generation value chain. For example, the Group is present in liquid fuel sourcing & procurement, liquid fuel shipping & logistics, and fuel storage & terminal businesses.

The Group has continued its practice of introducing value-adding concepts such as Commercial Independent Power Plants as well as Combined Cycle Modular Power Plants in Bangladesh, alongside its identity as the only entity till date to commercially supply electricity & steam to industrial users. Its latest venture is the largest single gas turbine-based Combined Cycle Power Plant at Anwara with a capacity of 590 Megawatts. The project is under construction.



POWER DIVISION



POWER DIVISION RECOGNITIONS



BEST POWER PRODUCER AWARD 2018

Financials





UNITED POWER GENERATION & DISTRIBUTION COMPANY LTD.

CONSOLIDATED FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED 30 JUNE 2021

INDEPENDENT AUDITOR'S REPORT

To the shareholders of United Power Generation & Distribution Company Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of United Power Generation & Distribution Company Ltd. ("the Group" or "UPGDCL") and its subsidiaries (together referred to as the "Group"), which comprise the consolidated statement of financial position as at 30 June 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 30 June 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition

See note 59 (F) and 32 to the consolidated financial statements

Description of key audit matters	How the matters were addressed in our audit
<p>Revenue recognition and provision for customer receivables are key areas of judgement, particularly in relation to:</p> <ul style="list-style-type: none">energy revenue is made based on the survey of the meter reading. The customer (or government authority) verify the electrical energy output through physical inspection of meter and/or review of relevant reports generated from the meter. Upon agreement by both parties, the electrical energy delivered for the month is evidenced by the approval of the professional engineers representing the Group and the customer. The meter is calibrated and certified by independent professional engineers on a regular basis; andidentify conflicting issues relating to billing and assessing whether there is little prospect cash will be received for revenue that has been billed.	<p>Our audit procedures included:</p> <ul style="list-style-type: none">assessing whether revenue recognition policies are applied through comparison with relevant accounting standards and industry practice;testing the Group's controls over revenue recognition;re-calculate the invoice amount as per Power Purchase Agreement (PPA);assessing the assumptions used to calculate the metered accrued income by ensuring that inputs used to the calculation have been derived appropriately;assessing the Group's disclosures of its revenue recognition, including the estimation and uncertainty involved in recording revenue; anddiscussed with the management regarding the treatment for revenue recognition policy of the Group.

INDEPENDENT AUDITOR'S REPORT

To the shareholders of United Power Generation & Distribution Company Limited



2. Additional charges claimed by the gas suppliers to the UPGDCL

See note 50.2 to the consolidated financial statements

Description of key audit matters	How the matters were addressed in our audit
<p>Based on a decision of the Ministry of Power, Energy and Mineral Resources with regard to gas rates applicable for gas-based power plants, the gas suppliers of the UPGDCL have claimed additional amounts of BDT 2,815,279,689 and BDT 491,063,484 for Dhaka Export Processing Zone (DEPZ) and Chittagong Export Processing Zone (CEPZ) plants, respectively.</p> <p>UPGDCL initiated legal proceedings against this decision. Outcome of this litigation inherently affects the amount and timing of potential cash outflows.</p> <p>The matter being sub judicial outcome cannot be predict with certainty. However, Legal Advisor of the UPGDCL opined about positive grounds favouring UPGDCL.</p>	<p>Our substantive procedures in this area included:</p> <ul style="list-style-type: none"> • Reviewing of legal documents pertaining to the case. • Inquiry with management regarding probable outcome of the case. • Obtaining legal opinion from UPGDCL's external legal counsel with regard to the outcome of the case. • Reviewing contingent liability disclosures.

3. Impact of delay in renewal of Power Supply Agreement of 53 MW Ashuganj Power Plant of Subsidiary Company United Energy Ltd.

See Note 1.2.1 to the consolidated financial statements

Description of key audit matters	How the matters were addressed in our audit
<p>The 53 MW gas fired Ashuganj Power Plant in Ashuganj, B. Baria (which is included in the consolidated financial statements of Subsidiary Company United Energy Ltd.) is in full shutdown condition from June 22, 2019 as the Power Purchase Agreement (PPA) No. 09783, dated: December 23, 2010 (Amendment Contract No. 09966, dated: September 16, 2014) with Bangladesh Power Development Board has expired on June 21, 2019. The Company has applied for renewal for further five years. Renewal is still under process as of this date.</p>	<p>In order to assess that a potential non-renewal of the Agreement will not result in any material uncertainty on the operations of the Group and any material adverse impact on the profitability thereof, we performed the following procedures:</p> <ul style="list-style-type: none"> • Review of correspondence and other documents related to the application of renewal; • Discussion with management regarding the likelihood (or otherwise) of the renewal; • Analysis of the possible impact of non-renewal vis-à-vis the operations and financial position of the Group.

Other Information included in the Group's June 30, 2021 Annual Report

Management is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are

INDEPENDENT AUDITOR'S REPORT

To the shareholders of United Power Generation & Distribution Company Limited

considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 1987, we also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of accounts as required by law have been kept by the Group so far as it appeared from our examination of these books;
- c) the consolidated statement of financial position and consolidated statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of accounts and returns; and
- d) the expenditure incurred was for the purposes of the Group's business.

A. Qasem & Co.

Chartered Accountants

RJSC Registration No.: 2-PC7202



Mohammad Motaleb Hossain FCA

Partner

Enrolment Number: 0950

Dhaka, 27 October 2021

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

In Taka	Note	As at	
		30 June 2021	30 June 2020
Assets			
Property, plant and equipment	5	40,804,081,092	19,097,479,899
Capital Work In Progress (CWIP)	6	1,638,575,574	1,615,721,811
Right of use assets	7	202,444,023	224,133,730
Non-current assets		42,645,100,689	20,937,335,440
Inventories	8	4,118,391,067	1,331,234,455
Trade and other receivables	9	5,365,772,394	2,726,449,063
Receivable from related party	10	13,760,155,755	10,417,707,665
Advances, deposits and prepayments	11	145,308,271	139,556,570
Investment in marketable securities	12	151,883,809	92,817,221
Advance income tax	13	3,993,965	15,459,522
Cash and cash equivalents	14	1,482,743,529	417,010,048
Current assets		25,028,248,791	15,140,234,544
Total assets		67,673,349,480	36,077,569,984
Equity			
Share capital	15	5,796,952,700	5,269,957,000
Share premium	16	2,046,000,000	2,046,000,000
Revaluation reserve	17	56,787,291	57,459,283
Retained earnings	18	24,666,183,710	21,933,085,610
Equity attributable to the owners of the Company		32,565,923,701	29,306,501,893
Non-controlling interests	19	525,075,969	544,709,204
Total equity		33,090,999,670	29,851,211,097
Liabilities			
Preference Share Capital	20	1,500,000,000	-
Long term loan	21	3,750,946,968	4,081,869,702
Security money received	23	700,000	700,000
Land lease Liability	24	23,489,811	24,449,893
Non-current liabilities		5,275,136,779	4,107,019,595
Deferred revenue	25	477,756,223	263,191,682
Trade and other payables	26	5,827,211,311	258,600,242
Unclaimed dividend	27	13,155,151	9,676,552
Accrued expenses	28	51,370,373	24,187,065
Long term loan	21	2,058,335,238	782,948,179
Short term loan	22	2,486,321,103	-
Land lease Liability	24	960,083	905,739
Payable to related party	29	18,389,214,028	750,470,660
Current Tax liability	30	2,889,521	29,359,173
Current liabilities		29,307,213,031	2,119,339,292
Total liabilities		34,582,349,810	6,226,358,887
Total equity and liabilities		67,673,349,480	36,077,569,984
Net asset value per share		56.18	50.56

The annexed notes 1 to 59 form an integral part of these financial statements.

As per our report of same date

A. Qasem & Co.

Chartered Accountants

RJSC Registration No.: 2-PC7202



Mohammad Motaleb Hossain FCA

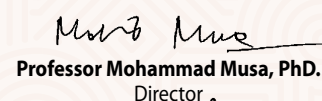
Partner

Enrolment Number: 0950

Dhaka, 27 October 2021



Moinuddin Hasan Rashid
Managing Director



Professor Mohammad Musa, PhD.
Director



Badrul Haque Khan, FCA
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

In Taka	Note	For the year ended	
		30 June 2021	30 June 2020
Revenue	31	30,580,520,521	10,094,032,945
Cost of sales	32	(18,767,741,083)	(4,241,892,046)
Gross profit		11,812,779,438	5,852,140,899
General and administrative expenses	33	(107,849,592)	(69,812,431)
Other income/(Loss)	34	(24,557,302)	3,974,180
Operating profit		11,680,372,544	5,786,302,648
Finance income	35	397,760,515	524,788,428
Foreign exchange gain/(loss)	36	(75,261)	(40,562,356)
Finance expense	37	(973,102,746)	(338,523,123)
Profit before tax		11,104,955,052	5,932,005,599
Income tax expense	38	9,219,956	146,781,950
Profit for the year		11,114,175,008	6,078,787,549
Other comprehensive income		-	-
Total comprehensive income		11,114,175,008	6,078,787,549
Total comprehensive income attributable to:			
Owners of the Company		10,900,859,457	5,935,053,939
Non-controlling interests	19	213,315,551	143,733,610
Total comprehensive income		11,114,175,008	6,078,787,549
Earnings per share (Basic)	39.1	18.80	10.24

The annexed notes 1 to 59 form an integral part of these financial statements.

As per our report of same date

A. Qasem & Co.

Chartered Accountants
RJSC Registration No.: 2-PC7202



Mohammad Motaleb Hossain FCA
Partner
Enrolment Number: 0950



Moinuddin Hasan Rashid
Managing Director



Professor Mohammad Musa, PhD.
Director



Badrul Haque Khan, FCA
Company Secretary

Dhaka, 27 October 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY


In Taka	For the year ended 30 June 2021					
	Attributable to the owners of the Company				Non-controlling Interest	Total
	Share capital	Share premium	Retained earnings	Revaluation reserve		
Balance at 1 July 2020	5,269,957,000	2,046,000,000	21,933,085,610	57,459,283	544,709,204	29,851,211,097
Profit or the year	-	-	10,900,859,457	-	213,315,551	11,114,175,008
Bonus dividend paid during the year	526,995,700	-	(526,995,700)	-	-	-
Cash dividend for the year 2019-2020	-	-	(7,641,437,650)	-	-	(7,641,437,650)
Dividend to minority shareholders	-	-	-	-	(286,632,000)	(286,632,000)
Depreciation on revalued assets	-	-	671,992	(671,992)	-	-
Minority interest added during the year	-	-	-	-	53,683,214	53,683,214
Balance at 30 June 2021	5,796,952,700	2,046,000,000	24,666,183,710	56,787,291	525,075,969	33,090,999,670

In Taka	For the year ended 30 June 2020					
	Attributable to the owners of the Company				Non-controlling Interest	Total
	Share capital	Share premium	Retained earnings	Revaluation reserve		
Balance at 1 July 2019	4,790,870,000	2,046,000,000	22,704,577,678	58,131,275	488,158,794	30,087,737,747
Profit or the year	-	-	5,935,053,939	-	143,733,610	6,078,787,549
Minority interest added during the year	-	-	-	-	1,000,000	1,000,000
Bonus dividend paid during the year	479,087,000	-	(479,087,000)	-	-	-
Cash dividend for the year 2018-19	-	-	(6,228,131,000)	-	-	(6,228,131,000)
Depreciation on revalued assets	-	-	671,992	(671,992)	-	-
Dividend paid to subsidiary	-	-	-	-	(88,183,200)	(88,183,200)
Balance at 30 June 2020	5,269,957,000	2,046,000,000	21,933,085,610	57,459,283	544,709,204	29,851,211,097

Notes 15 16 18 17 19

The annexed notes 1 to 59 form an integral part of these financial statements.


Badrul Haque Khan, FCA
 Company Secretary


Professor Mohammad Musa, PhD.
 Director


Moinuddin Hasan Rashid
 Managing Director

CONSOLIDATED STATEMENT OF CASH FLOWS

In Taka	Note	For the year ended	
		30 June 2021	30 June 2020
Cash flows from operating activities			
Cash received from customers		32,175,452,533	10,399,237,817
Cash received from other sources	34	104,322,718	56,715,227
Cash paid to suppliers and others		(15,550,568,650)	(3,213,532,597)
Tax paid		(2,973,886)	(5,610,987)
Financial charges paid	37	(976,603,147)	(255,139,800)
Net cash generated from operating activities		15,749,629,568	6,981,669,660
Cash flows from investing activities			
Acquisition of property, plant and equipment		(456,675,850)	(392,820,577)
Investment in subsidiary company		(5,314,638,192)	(3,000,000)
Cash paid for liabilities against capital machinery		(7,341,323,202)	-
Cash received/(paid) for related party loan		(4,656,931,110)	1,467,797,974
Insurance claim received		-	41,503,257
Dividend from subsidiary company		18,518,282,217	-
Net cash generated from/(used in) investing activities		748,713,864	1,113,480,653
Cash flows from financing activities			
Dividend paid		(27,127,448,934)	(6,740,241,409)
Preference Share Capital	20	1,500,000,000	-
Land lease payment	24	(905,738)	(854,470)
Cash paid for related party loan		13,190,044,527	-
Short term loan received/(paid)		(4,259,695,266)	-
Long term loan received/(paid)		1,096,403,972	(4,259,226,445)
Net cash generated from/(used in) financing activities		(15,601,601,439)	(11,000,322,324)
Net increase in cash and cash equivalents		896,741,993	(2,905,172,011)
Opening cash and cash equivalents		586,001,536	3,322,180,442
Effect of movements in exchange rates on cash held		-	1,617
Closing Cash and cash equivalents		1,482,743,529	417,010,048
Net operating cash flow per share		27.17	12.04

The annexed notes 1 to 59 form an integral part of these financial statements.



Badrul Haque Khan, FCA
Company Secretary



Professor Mohammad Musa, PhD.
Director



Moinuddin Hasan Rashid
Managing Director

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 Reporting entity**1.1 Company profile**

United Power Generation & Distribution Company Ltd. (UPGDCL) (hereinafter referred to as “the Company”), a public limited company, was incorporated in Bangladesh on 15 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, 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 on 22 December 2010. The Company is listed with Dhaka Stock Exchange Limited (DSE) and Chattogram Stock Exchange Limited (CSE).

1.2 Investment in subsidiaries

Consolidated financial statements of the Group as at and for the period ended 30 June 2021 comprise the financial statements of the Company and those of its subsidiaries (together referred to as “the Group”).

Subsidiaries

Subsidiaries are the entities controlled by the Company. The Company controls an entity when it has power over the entity and is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiary companies are included in the consolidated financial statements from the date on which control commences until the date on which control ceases. The following are the subsidiaries controlled by the Company:

1.2.1 United Energy Ltd.

United Energy Ltd. (UEL) the former name of Shajahanullah Power Generation Company Limited (SPGCL) (hereinafter referred to as “the Company”) a Public Limited Company in Bangladesh was incorporated vide registration no.-C-75168/09 on 04 March 2009 under the Companies Act (#18) 1994 having its present corporate office at United House, Madani Avenue, United City, Dhaka 1212. The company has developed a power plant of 28 MW capacity in Sylhet in order to produce and supply electricity through BPDB and BREB. The Sylhet power plant came into commercial operational on 21 October 2013.

The authorized capital of the company is Tk. 100,000,000 divided into 10,000,000 ordinary shares of Tk. 10 each. The company has acquired in the year 2017-18 a power plant of 53 MW capacity through Amalgamation of United Ashuganj Power Limited (UAPL) in B. Baria Ashuganj in order to produce and supply electricity through BPDB.

On 13 November 2018, the Board of Directors of the Company resolved to acquire 99% ordinary shares of United Energy Ltd (UEL) at face value. UEL is a power generation company established under the Private Sector Power Generation Policy of Bangladesh. It operates two power plants 28 MW plant at Sylhet and 53 MW plant at Ashuganj.

UEL also holds 92.41% ordinary shares of United Ashuganj Energy Ltd (UAEL), a power generation company established under Public Private Partnership (PPP). It operates a 195 MW plant located at Ashuganj, Brahmanbaria”

On 22 June 2019, the Contract for Supply of Electricity on Rental Basis between Bangladesh Power Development Board (BPDB) and United Energy Ltd relating to its 53 MW plant expired. Prior to the expiry, on 4 August 2018 the Company filed an application with BPDB for a 5 year extension of the contract.

Negotiations for extension of the contract with BPDB are under process and management believes that BPDB will agree to the extension. No electricity is being demanded from the plant by BPDB in the meantime. Necessary market disclosures in this regard were given by the Company on 23 June 2019.

1.2.2 United Ashuganj Energy Ltd. (UAEL) was incorporated in Bangladesh as a private company limited by shares under Companies Act (Act XVIII) 1994 on 30 January 2013. The authorised share capital of UAEL is Tk. 5,000,000,000 only divided into 500,000,000 ordinary shares of Tk. 10 each.

The principal activity of UAEL is power generation and sale of such power to Bangladesh Power Development Board (BPDB). UAEL is a gas fired power plant with a capacity of 195 MW (net) located at Ashuganj, Brahmanbaria which started its commercial operation on 8 May 2015.

1.2.3 Leviathan Global BD Ltd.

Leviathan Global BD Ltd. (LGBDL) (hereinafter referred to as “the Company”), a private limited company, was incorporated in Bangladesh on 23 May 2018 under the Companies Act (#18) 1994 under registration no. C-145026/2018 with its corporate office at United House, Madani Avenue, United City, Dhaka-1212, Bangladesh.

Leviathan Global BD Ltd. is a 50 MW IPP gas-fired power plant having a contract period of 30 years (extendable for further 30 years), built under joint venture with Leviathan Global Corporation, USA and United Power Generation & Distribution Company Ltd (UPGDCL) respectively.

On 22 June 2019, the Board of Directors of the Company resolved to acquire 75% shares (300,000 shares at face value of Tk. 10 each) of Leviathan Global BD Ltd. (LGBDL) from United Enterprises & Co. Ltd. (UECL). A share transfer agreement was also signed on the same date stating the acquisition to be effective from 1 July 2019. LGBDL is a 50 MW IPP gas fired power plant built under joint venture between Leviathan Global Corporation, USA and UECL. The plant is located at KEPZ in Chattogram and will be operated under an agreement with BEPZA with a contract period of 30 years (extendable for a further 30 years) which is expected to be operational by December 2021.

1.2.4 United Anwara Power Limited

United Anwara Power Limited incorporated in Bangladesh as private limited company under the companies Act (#18) 1994 vide registration no.-C-130232/2016 on 12 April 2016 having its corporate office at Gulshan Centre Point, Road # 90-91, House#23-26, Gulshan-2, Dhaka. The company shall develop a power plant of capacity of 300 MW at Anwara, Chittagong in order to produce and supply electricity under an agreement with Bangladesh Power Development Board (BPDB). The authorised share capital of the Company is Tk. 10,000,000,000 (Taka One thousand crore) only divided into 1,000,000,000 (One hundred crore) only ordinary shares of Tk. 10 (Ten) each.

The power plant consist of Wartsila engine generators, Exhaust Gas Boilers from Al-borg and steam Turbines from GE Triveni with 15 years minimum useful life, which form the major equipment for power generation. The power plant came into commercial operation on 22 June 2019 with capacity of 300 MW (net). This HFO based generating set has its own auxiliaries, exhaust Gas silencers and electrical, mechanical & civil construction and erection. The 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. There are seventeen (17) engine generator sets with capacity of 17.06 MW each i.e. total 300 MW capacity (net) including the capacity of Turbines.

On 15 September 2020, the Board of Directors of the Company, resolved to acquire 99% shares (9,900,000 shares) of United Anwara Power Limited (UANPL) from Sponsor Shareholders at Net Asset Value based on audited Financial Statements as at 30 June 2020. A share transfer agreement was also signed on the same date stating the acquisition to be effective from 1 July 2020. UANPL is a 300 MW IPP HFO fired power plant, located at Anwara, Chattogram for a period of 15 years which came into Commercial Operation on 22 June 2019. The principal activity of the company is to generate electricity to sell such generated electricity to Bangladesh Power Development board (BPDB) under a Power Purchase Agreement (PPA).

1.2.5 United Jamalpur Power Limited

United Jamalpur Power Ltd. (UJPL) (hereinafter referred to as "the Company"), a private limited company, was incorporated in Bangladesh on 20 September 2017 under the Companies Act (#18) 1994 under registration no. C-139126/2017 with its corporate office at Gulshan Center Point, Road No. 90-91, House No. 23-26, Gulshan-2, Dhaka-1212, Bangladesh. The authorized share capital of the Company is Tk. 1,000,000,000 (One Hundred crore) only divided into 100,000,000 (Ten Crore) ordinary shares of Tk. 10 (Ten) each.

The power plant consists of Wartsila engine generators with 20 years expected useful life, which form the major part of the power generation. The power plant came into commercial operation on 21 February 2019 with capacity of 115 MW. This HFO based generating sets consist of auxiliaries, exhaust silencer and electrical, mechanical & civil construction and erection. The 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. The company installed 12 Nos Wartsila engine @ 9.78MW each, 12 Nos Heat Recovery Steam Generators and 1 Steam Turbine of Capacity 6.5 MW.

On 15 September 2020, the Board of Directors of the Company also resolved to acquire 99% shares (9,900,000 shares) of United Jamalpur Power Limited (UJPL) from Sponsor Shareholders at Net Asset Value based on audited Financial Statements as at 30 June 2020. A share transfer agreement was also signed on the same date stating the acquisition to be effective from 1 July 2020. UJPL is a 115 MW IPP HFO fired power plant, located at Jamalpur for a period of 15 years which came into commercial operation on 21 February 2019. The principal activity of the company is to generate electricity to sell such generated electricity to Bangladesh Power Development board (BPDB) under a Power Purchase Agreement (PPA).

Details of holding structure in subsidiaries are described in Note 58A.

1.3 Nature of the business

The principal activity of the Company is to generate electricity by gas fired power plants, at Dhaka Export Processing Zone (DEPZ) with 82 MW capacity and Chattogram Export Processing Zone (CEPZ) with 72 MW capacity and to sell electricity to the export processing industries located inside DEPZ and CEPZ with the provision of selling surplus power outside the Export Processing Zones (EPZs) after fulfilling their requirement. The Company is also supplying electricity to Dhaka PBS-1 of Bangladesh Rural Electrification Board (BREB), Bangladesh Power Development Board (BPDB), Karnaphuli Export Processing Zone (KEPZ) and other private sector companies.

1.4 Power plant

The natural gas fired power plants of Dhaka EPZ and Chattogram EPZ consist of Wartsila and Rolls Royce engine generators with 30 years expected useful life, which forms the major part of the power generation companies.

DEPZ power plant came into commercial operation on 26 December 2008 with a capacity of 41 MW at DEPZ premises. In 2013, the Company increased its capacity from 41 MW to 86 MW and installed 2 heat recovery boilers to produce 8 ton/h of steam for sale to other customers. At DEPZ, there are four gas fired engines with a capacity of 8.73 MW each, five gas fired engines with a capacity of 9.34 MW each and two gas fired engines with a capacity of 2 MW each for generation of electricity. In 2021, the company disposed two gas fired MTU engines with a capacity of 2 MW. At present total install capacity of DEPZ power plant is 82 MW.

CEPZ power plant came into commercial operation on 12 August 2009 with a capacity of 44 MW at CEPZ premises. In 2013, the Company increased its capacity from 44 MW to 72 MW and installed 3 heat recovery boilers to produce 12 ton/h of steam for sale to other customers. At CEPZ, there are five gas fired engines with a capacity of 8.73 MW each and three gas fired engines with a capacity of 9.34 MW each.

The principal activity of the Group is to generate and supply electricity. Operational details of the Group are as follows:

Name of entity	Location	Plant capacity (MW)	Fuel Component	Commercial Operation Date (COD)	End of Contract year
United Power Generation & Distribution Company Ltd.	DEPZ	82	Gas	26 December 2008	2038
	CEPZ	72	Gas	12 August 2009	2039
United Energy Ltd	Ashuganj	53	Gas	22 June 2011	Expired. Negotiation in Progress.
	Sylhet	28	Gas	21 October 2013	2043
United Ashuganj Energy Ltd	Ashuganj	195	Gas	8 May 2015	2030
Leviathan Global BD Ltd.	KEPZ	50	Gas	-	2048
United Anwara Power Limited	Anwara	300	HFO	22-Jun-19	2034
United Jamalpur Power Limited	Jamalpur	115	HFO	21-Feb-19	2034

2 Basis of accounting

2.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Details of the Group's accounting policies are included in Note 58.

2.2 Date of authorisation

The consolidated financial statements were authorised for issue by the Board of Directors on 27 October 2021.

2.3 Reporting period

The reporting period of the group covers from 1 July to 30 June and it is followed consistently.

3 Functional and presentation currency

These consolidated financial statements have been presented in Bangladeshi Taka (Taka/Tk/BDT), which is both the functional and presentation currency of the Group. All financial information presented in Taka have been rounded off to the nearest integer, unless otherwise indicated.

4 Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

4.1 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at 30 June 2021 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

Note 5 and 58B	Property, plant and equipment
Note 8 and 58C	Inventories
Note 9 and 58D	Trade and other receivables
Note 30 and 58J	Current Tax liability
Note 47, 49, and 58H	Contingent assets and Contingent liabilities

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the assets or liabilities that are not based on observable market data

The Group, on regular basis, reviews the inputs and valuation judgements used in measurement of fair value and recognises transfers between level of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

5 Property, plant and equipment

See accounting policy in Note 58B

Reconciliation of carrying amount

In Taka	Plant and machinery	Gas line	Building and civil construction	Land and development	Office equipment	Furniture and fixture	Motor vehicle	Total
Cost								
Balance at 1 July 2019	26,661,217,004	482,305,512	751,030,070	279,952,125	16,133,177	12,059,402	95,518,715	28,298,216,004
Additions	197,634,750	1,410,533	1,753,625	-	888,397	153,956	-	201,841,262
Disposals/transfers	(48,140,896)	-	-	-	-	-	-	(48,140,896)
Balance at 30 June 2020	26,810,710,859	483,716,045	752,783,695	279,952,125	17,021,574	12,213,358	95,518,715	28,451,916,370
Balance at 1 July 2020	26,810,710,859	483,716,045	752,783,695	279,952,125	17,021,574	12,213,358	95,518,715	28,451,916,370
Additions	23,864,415,531	-	1,944,284,295	41,976,954	10,513,212	4,203,856	92,157,183	25,957,551,030
Disposals/transfers	(314,601,128)	-	-	-	-	-	-	(314,601,128)
Balance at 30 June 2021	50,360,525,262	483,716,045	2,697,067,990	321,929,079	27,534,786	16,417,214	187,675,898	54,094,866,273
Accumulated depreciation								
Balance at 1 July 2019	7,539,060,188	122,052,068	225,564,093	117,627,277	13,660,144	5,975,019	32,193,764	8,056,132,554
Depreciation for the year	1,238,503,937	14,829,465	40,633,959	9,387,678	909,499	1,210,834	9,126,646	1,314,602,019
Balance at 30 June 2020	8,761,266,026	136,881,533	266,198,052	127,014,955	14,569,643	7,185,853	41,320,411	9,354,436,473
Balance at 1 July 2020	8,761,266,026	136,881,533	266,198,052	127,014,955	14,569,643	7,185,853	41,320,411	9,354,436,473
Opening Depreciation added on acquisition	1,359,751,233	-	104,376,007	-	723,316	326,443	5,121,251	1,470,298,249
Depreciation for the year	2,409,238,016	13,074,592	135,525,724	9,387,678	1,894,902	1,487,957	18,209,201	2,588,818,070
Adjustment for disposal/transfers	(122,767,610)	-	-	-	-	-	-	(122,767,610)
Balance at 30 June 2021	12,407,487,664	149,956,125	506,099,783	136,402,634	17,187,861	9,000,253	64,650,862	13,290,785,182
Carrying amounts								
Balance at 30 June 2020	18,049,444,833	346,834,512	486,585,644	152,937,169	2,451,931	5,027,505	54,198,304	19,097,479,899
Balance at 30 June 2021	37,953,037,598	333,759,920	2,190,968,207	185,526,445	10,346,925	7,416,960	123,025,036	40,804,081,092

Allocation of depreciation

In Taka	Note	30 June 2021	30 June 2020
Cost of sales	32	2,567,620,736	1,306,178,813
General and administrative expenses	33	21,197,334	8,423,205
		2,588,818,070	1,314,602,019

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***6 Capital Work In Progress (CWIP)**

<i>In Taka</i>	30 June 2021	30 June 2020
Capital Machinery	1,324,303,110	1,555,743,277
Building and civil Construction	70,930,418	5,000,000
Office Furniture	157,607	54,888,927
Gas Line	5,000,000	89,607
Interest during construction year	238,184,439	-
	1,638,575,574	1,615,721,811

7 Right of use assets

See accounting policy in Note 58S

<i>In Taka</i>	30 June 2021	30 June 2020
Cost		
Balance as at 01 July	245,823,435	-
Recognition of right-of-use assets on initial application of IFRS 16	-	245,823,435
Addition	-	-
Disposals	-	-
	245,823,435	245,823,435
Accumulated depreciation		
Balance as at 01 July	21,689,705	-
Amortisation for the year	21,689,707	21,689,705
Adjustment for disposal/transfers	-	-
	43,379,412	21,689,705
Carrying amounts		
-	202,444,023	224,133,730

Amortisation on right of use asset has been charged to cost of sales.

8 Inventories

See accounting policy in Note 58C

<i>In Taka</i>	<i>Note</i>	30 June 2021	30 June 2020
Spare parts	8.1	1,610,163,572	1,162,763,960
Lube oil and chemicals	8.2	107,433,366	45,811,875
Heavy fuel oil	8.3	2,296,494,563	-
Light fuel oil	8.4	8,827,452	-
Materials in transit		95,472,113	122,658,620
		4,118,391,067	1,331,234,455

8.1 Spare parts

<i>In Taka</i>	30 June 2021	30 June 2020
Opening balance	1,249,367,080	1,022,385,629
Purchase during the year	955,798,240	606,886,635
Transfer during the year	(13,430,934)	9,781,993
Consumption during the year	(581,570,814)	(476,290,297)
	1,610,163,572	1,162,763,960

8.2 Lube oil and chemicals

<i>In Taka</i>	30 June 2021	30 June 2020
Opening balance	62,942,658	38,646,978
Purchase during the year	372,842,820	88,335,849
Transfer during the year	1,201,364	-
Consumption during the year	(329,553,475)	(81,170,952)
	107,433,366	45,811,875

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

8.3 Heavy fuel oil

<i>In Taka</i>	30 June 2021	30 June 2020
Opening balance	906,282,916	-
Purchase during the year	14,362,093,307	-
Consumption during the year	(12,971,881,661)	-
	2,296,494,563	-

8.4 Light fuel oil

<i>In Taka</i>	30 June 2021	30 June 2020
Opening balance	12,879,012	-
Purchase during the year	1,250,200	-
Transfer during the year	(2,467,549)	-
Consumption during the year	(2,834,211)	-
	8,827,452	-

9 Trade and other receivables

See accounting policy in Note 58D

<i>In Taka</i>	<i>Note</i>	30 June 2021	30 June 2020
Trade receivables	9.1	5,357,838,851	2,721,688,325
Other receivables	9.2	7,933,543	4,760,738
		5,365,772,394	2,726,449,063

9.1 Trade receivables

<i>In Taka</i>	30 June 2021	30 June 2020
BREB	233,605,341	251,478,856
BPDB	4,435,997,288	1,775,388,896
BEPZA	415,417,053	386,377,099
Private customers	272,819,170	308,443,474
	5,357,838,851	2,721,688,325

9.2 Other receivables

<i>In Taka</i>	30 June 2021	30 June 2020
Wartsila Bangladesh Ltd	5,022,158	4,401,754
Bergen Engine BD (Pvt.) Ltd	1,218,495	-
Kaltimex Energy Bangladesh (Pvt) Ltd.	164,133	164,133
Precision Energy Ltd.	129,978	-
ABB Ltd.	936,609	-
Weber Power Solution Ltd.	109,641	109,641
EVP Chittagong Ltd.	352,528	85,210
	7,933,543	4,760,738

9.3 Out of the total receivable from BREB, an amount of BDT 177,171,835 for the year from 2009 to 2012 was under arbitration in Bangladesh Energy Regulatory Commission (BERC) for determination. In May 2018, the arbitration panel awarded in favor of BREB. The Company has filed a writ petition with the Honorable High Court Division of the Supreme Court of Bangladesh against the arbitration award as management continues to believe the amount is recoverable. This is supported by external legal opinion.

9.4 Out of the total receivable from BPDB, an amount of BDT 128,900,233 is disputed by BPDB dating back to the year 2009 to 2012. The Company will pursue this amount upon satisfactory resolution of the above matter, but is confident of recovery.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***10 Receivable from related party**

See accounting policy in Note 58D

<i>In Taka</i>	30 June 2021	30 June 2020
United Enterprises & Co. Ltd	-	5,240,109,050
United Mymensingh Power Ltd	13,751,979,081	5,169,415,253
United Jamalpur Power Ltd	-	133,889
United Anwara Power Ltd	-	7,672,081
United Payra Power Ltd.	4,183,611	-
United Engineering and Power Services Ltd	1,527,907	-
United Lube Oil Ltd	2,465,157	377,392
	13,760,155,755	10,417,707,665

11 Advances, deposits and prepayments

See accounting policy in Note 58D

<i>In Taka</i>	<i>Note</i>	30 June 2021	30 June 2020
Advances	11.1	70,891,374	71,598,548
Deposits	11.2	53,950,158	52,036,610
Prepayments	11.3	20,466,739	15,921,412
		145,308,271	139,556,570

11.1 Advances

<i>In Taka</i>	30 June 2021	30 June 2020
Advance against salary and allowances	-	500,000
Advance against LC charges	1,632,449	351,125
Advance against expenses	69,258,924	70,747,422
	70,891,374	71,598,548

11.2 Deposits

<i>In Taka</i>	30 June 2021	30 June 2020
Karnaphuli Gas Distribution Company Ltd.	44,293,183	44,293,183
Bank guarantee margin	5,850,000	5,850,000
BEPZA	1,112,519	1,112,519
Balance in BO account	75,457	75,907
Central Depository Bangladesh Ltd.	500,000	500,000
Chattagram Palli Biddut Shamity-1	1,913,998	-
BPDB	205,000	205,000
	53,950,158	52,036,610

11.3 Prepayments

<i>In Taka</i>	30 June 2021	30 June 2020
Insurance premium	15,276,779	13,624,129
Bank guarantee commission	2,895,012	1,656,256
BERC license fees	2,294,948	641,027
	20,466,739	15,921,412

12 Investment in marketable securities

See accounting policy in Note 58D

<i>In Taka</i>	30 June 2021	30 June 2020
Cash available for share purchase	123,614	789,680
Financial assets classified as fair value through profit and loss	151,760,195	92,027,541
	151,883,809	92,817,221

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

12.1 Financial assets classified as fair value through profit and loss

Name of the Company	No. of shares	Rate per share	Market value at 30 June 2021	Cost price	Changes in fair value	Market value at 30 June 2020
BATBC	90,000	539.10	48,519,000	48,658,662	(139,662)	-
BERGERPBL	5,000	1,759.50	8,797,500	8,672,362	125,138	-
BXPHERMA	250,000	177.30	44,325,000	45,744,243	(1,419,243)	-
IDLC	100,000	59.90	5,990,000	6,174,600	(184,600)	-
Olympic Industries Ltd.	10,000	170.00	1,700,000	1,746,352	(46,352)	4,209,205
Ranata Ltd.	20,000	1,319.70	26,394,000	25,632,383	761,617	14,366,800
Shahjalal Islami Bank Limited	797,746	20.10	16,034,695	18,065,677	(2,030,982)	13,892,736
BEXIMCO	100,000	69.20	-	-	-	6,920,000
Square Pharmaceuticals Ltd	65,000	172.50	-	-	-	11,212,500
Glaxosmith Ltd.	5,500	2,186.60	-	-	-	12,026,300
Singer BD Ltd	150,000	147.00	-	-	-	22,050,000
Pioneer Insurance Ltd.	250,000	29.40	-	-	-	7,350,000
			151,760,195	154,694,278	(2,934,083)	92,027,541

13 Advance income tax

<i>In Taka</i>	30 June 2021	30 June 2020
Opening balance	15,542,391	15,869,483
Paid during the year	1,229,897	5,544,142
Adjustment for completion of assessment	(12,778,323)	(5,954,103)
	3,993,965	15,459,522

14 Cash and cash equivalents

See accounting policy in Note 58D

<i>In Taka</i>	<i>Taka</i>	30 June 2021	30 June 2020
Cash in hand	14.1	609,866	226,051
Fixed deposits	14.2	31,692,554	-
Cash at bank	14.3	1,450,441,109	416,783,997
		1,482,743,529	417,010,048

14.1 Cash in hand

<i>In Taka</i>	30 June 2021	30 June 2020
Cash in hand	609,866	226,051
	609,866	226,051

14.2 Fixed deposits

<i>In Taka</i>	30 June 2021	30 June 2020
AB Bank Limited	31,692,554	-
	31,692,554	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

14.3 Cash at bank

<i>In Taka</i>	30 June 2021	30 June 2020
Dhaka Bank Limited	820,378,657	361,922,440
Dutch Bangla Bank Limited	27,978,437	7,536,739
Shahjalal Islami Bank Limited	27,104	32,624
Eastern Bank Limited	2,263,091	1,073,666
Jamuna Bank Limited	70,247	952,255
Trust Bank Limited	222,913	223,753
Brac Bank Limited	13,681,649	13,498,490
Brac Bank Ltd.-Dividend dist. A/C 2013 and 2014	1,446,847	1,398,487
The City Bank Limited-Dividend distribution A/C 2016	558,254,984	8,916,088
Dhaka Bank Limited - Dividend distribution A/C 2017	1,079,961	1,072,191
The Hongkong and Shanghai Banking Corp. Ltd	14,065,856	7,746,743
Standard Chartered Bank	4,355,855	811,739
The City Bank Limited	4,204,323	11,598,782
Bank Asia Ltd.	1,351,143	-
United Commercial Bank Ltd.	9,940	-
Mutual Trust Bank Ltd.	450,086	-
Prime Bank Ltd.	462,094	-
One Bank Ltd.	8,917	-
Pubali Bank Limited	129,006	-
	1,450,441,109	416,783,997

15 Share capital

See accounting policy in Note 580

<i>In Taka</i>	30 June 2021	30 June 2020
Authorised		
800,000,000 ordinary shares of Tk. 10 each	8,000,000,000	8,000,000,000
200,000,000 redeemable preference shares of Tk. 10 each	2,000,000,000	2,000,000,000
	10,000,000,000	10,000,000,000
Ordinary shares issued, subscribed and paid up		
Opening balance	5,269,957,000	4,790,870,000
Bonus shares issued	526,995,700	479,087,000
Closing balance	5,796,952,700	5,269,957,000

15.1 Particulars of shareholding

<i>In Taka</i>	30 June 2021		30 June 2020	
	No. of shares	Value (Tk)	No. of shares	Value (Tk)
United Mymensingh Power Ltd	521,716,902	5,217,169,020	474,288,093	4,742,880,930
Investment Corporation of BD	16,178,079	161,780,790	14,395,360	143,953,600
General investors	41,800,289	418,002,890	38,312,247	383,122,470
	579,695,270	5,796,952,700	526,995,700	5,269,957,000

15.2 Percentage of shareholdings

	30 June 2021	30 June 2020
Name of shareholders		
United Mymensingh Power Ltd	90.00%	90.00%
Investment Corporation of Bangladesh	2.79%	2.73%
General investors	7.21%	7.27%
	100%	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

15.3 Classification of shareholders by holding

Range of holding in number of shares	30 June 2021		30 June 2020	
	No. of shareholders	No. of shares	No. of shareholders	No. of shares
01 to 5000 shares	11,723	5,160,459	6,864	3,378,514
5,001 to 20,000 shares	446	4,353,958	332	3,066,727
20,001 to 50,000 shares	94	3,008,485	94	2,952,245
50,001 to 1,000,000 shares	101	18,670,495	80	16,610,169
1,000,001 to 10,000,000 shares	8	26,784,971	9	26,699,952
over 10,000,001 shares	1	521,716,902	1	474,288,093
	12,373	579,695,270	7,380	526,995,700

16 Share premium

In Taka	30 June 2021	30 June 2020
Share premium	2,046,000,000	2,046,000,000
	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.

17 Revaluation reserve

In Taka	30 June 2021	30 June 2020
Revaluation reserve	56,787,291	57,459,283
	56,787,291	57,459,283

18 Retained earnings

	30 June 2021	30 June 2020
Opening balance	21,933,085,610	22,704,577,678
Net profit during the year	10,900,859,457	5,935,053,939
	32,833,945,067	28,639,631,617
Issue of bonus shares for the year 2018-19	-	(479,087,000)
Cash dividend for the year 2018-19	-	(6,228,131,000)
Issue of bonus shares for the year 2019-20	(526,995,700)	-
Cash dividend for the year 2019-20	(7,641,437,650)	-
Depreciation on revalued assets	671,992	671,992
	24,666,183,710	21,933,085,610

19 Non-controlling interests

In Taka	30 June 2021	30 June 2020
Opening balance	544,709,204	488,158,794
Addition during the year:		
Share capital	-	1,000,000
Dividend to minority shareholders	(286,632,000)	(88,183,200)
Profit during the year	213,315,551	143,733,610
Non-Controlling interest added on acquisition	53,683,214	-
	525,075,969	544,709,204

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***20 Preference Share Capital**

<i>In Taka</i>	30 June 2021	30 June 2020
Preference Share Capital (non-current portion)	1,000,000,000	-
Preference Share Capital (current portion)	500,000,000	-
	1,500,000,000	-

Type of Facility	Redeemable Cumulative Preference Share (UJPL)
Face Value	10 TK.
No of Share	15 Crore
Purpose	To repay high-cost existing liability
Tenor	3 Years
Dividend rate	5.5% p.a
Repayment	Half yearly payable in arrears commencing at the end of 6 (six) months from date of disbursement
Redemption	At the end of every year, 1/3 of subscribed amount would be redeemed.

21 Long term loan

See accounting policy in Note 58D

<i>In Taka</i>	30 June 2021	30 June 2020
Non-current portion	3,750,946,968	4,081,869,702
Current portion	2,058,335,238	782,948,179
	5,809,282,206	4,864,817,881

Non-current liabilities

<i>In Taka</i>	30 June 2021	30 June 2020
Investment Promotion and Financing Facility (IPFF) loan	2,861,363,635	3,420,439,651
Standard Chartered Bank Ltd.	889,583,333	-
Dutch Bangla Bank Limited	-	661,430,051
	3,750,946,968	4,081,869,702

Current liabilities

<i>In Taka</i>	30 June 2021	30 June 2020
Investment Promotion and Financing Facility (IPFF) loan	533,335,238	494,378,230
Standard Chartered Bank Ltd.	1,525,000,000	-
Dutch Bangla Bank Limited	-	288,569,949
	2,058,335,238	782,948,179

21.1 Terms and repayment schedule

The following loans were obtained by United Ashuganj Energy (UAEL) under Investment Promotion and Financing Facility (IPFF) for procurement of capital machineries, civil construction and local procurement related to power plant assets.

Nature of loan	Lender	Limit	Interest	Tenure	Year of maturity	Repayment terms
IPFF loan	Dhaka Bank Limited	USD 21,940,000	6 month USD LIBOR + 0.3% (IPFF margin) + 1.75% (PFI's margin)	12 years	2027	40 equal quarterly instalments
IPFF loan	Trust Bank Limited	USD 21,940,000	6 month USD LIBOR + 0.3% (IPFF margin) + 1.75% (PFI's margin)	12 years	2027	40 equal quarterly instalments
IPFF loan	Mutual Trust Bank Limited	USD 14,620,000	6 month USD LIBOR + 0.3% (IPFF margin) + 1.75% (PFI's margin)	12 years	2027	40 equal quarterly instalments

The IPFF loan is secured by:

- Registered hypothecation (first charge) on machinery, plant, equipment, furniture, fixture and all other assets, both present and future, of the borrower along with notarised IGPA to sell the same

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

- ii. Registered hypothecation (first charge) over all floating assets, both present and future, of the borrower along with notarised IGPA to sell the same.
- iii. Sponsors' undertaking to inject necessary equity funds to finance any cost overrun of the project
- iv. Personal guarantees by the personal guarantors
- v. Corporate guarantees by the corporate guarantors

21.2 The following term loan was obtained by United Anwara Power Ltd. (UANPL) for settlement of accepted liability under differed LC open through SCB for import of capital machineries of power plant.

Nature of loan	Lender	Limit	Interest	Tenure	Year of maturity	Repayment terms
Term Loan	SCB	BDT 305 Crore	6.25% p.a	2 years	2023	24 equal quarterly instalments

The term loan is secured by:

- i. Registered first charge (Specific) for BDT 9,271.5 million to be registered over Plant & Machinery of United Anwara Power Ltd. which are to be imported by SCB.
- ii. Registered hypothecation over present & future book debts for BDT 6,371,250,000 (for USD equivalent) charge to be created on capacity payment portion of receivables only.
- iii. Corporate Guarantee from United Enterprises & Co. Ltd. (UECL) and Neptune Land and Development Ltd. (Owner of United City) to be obtained favoring main Borrower's term loan for up to BDT 6,371,250,000 or up to their limit drawdown amount.
- iv. Corporate Guarantee from United Enterprises & Co. Ltd. (UECL) supported by Board Resolution.
- v. Insurance coverage on assets charged to the bank as security is needed throughout the loan tenor covering 100% of outstanding balance.

22 Short term loan

<i>In Taka</i>	30 June 2021	30 June 2020
Dutch Bangla Bank Ltd.	1,420,000,000	-
Prime Bank Ltd.	500,000,000	-
Dhaka Bank Ltd.	566,321,103	-
	2,486,321,103	-

23 Security money received

See accounting policy in Note 58D

<i>In Taka</i>	30 June 2021	30 June 2020
Lilac Fashion Wear Ltd	700,000	700,000
	700,000	700,000

Security deposit received comprises of an amount equal to two months minimum charge received from Lilac Fashion Wear Ltd.

24 Land lease Liability

See accounting policy in Note 58S

<i>In Taka</i>	30 June 2021	30 June 2020
Balance as at 01 July	25,355,632	-
Add: Addition during the year	-	26,210,102
Add: Interest charged during the year	1,468,565	1,519,833
Less: Payment made during the year	(2,374,303)	(2,374,303)
	24,449,894	25,355,632

Segregation of Land lease liability:

<i>In Taka</i>	30 June 2021	30 June 2020
Non-current portion	23,489,811	24,449,893
Current portion	960,083	905,739
	24,449,894	25,355,632

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***25 Deferred revenue**

<i>In Taka</i>	30 June 2021	30 June 2020
Deferred revenue	477,756,223	263,191,682
	477,756,223	263,191,682

This pertains to the difference between capacity payments received from the customer and capacity payments recognised in statement of profit or loss and other comprehensive income in relation to the Power Purchase Agreement (PPA) of United Ashuganj Energy Limited (UAEL) with Bangladesh Power Development Board (BPDB) due to straight-lining of capacity revenue over the remaining PPA term following the application of IFRS 16. UAEL is a subsidiary of United Energy Limited (UEL) while UEL is a direct subsidiary of United Power generation and distribution Company Limited (UPGDCL).

26 Trade and other payables

See accounting policy in Note 58D

<i>In Taka</i>	<i>Note</i>	30 June 2021	30 June 2020
Trade payables	26.1	5,626,966,143	229,472,321
Other payables	26.2	200,245,168	29,127,921
		5,827,211,311	258,600,242

26.1 Trade payables

<i>In Taka</i>	30 June 2021	30 June 2020
Gas bill	5,626,966,143	229,472,321
	5,626,966,143	229,472,321

26.2 Other payables

<i>In Taka</i>	30 June 2021	30 June 2020
Share application money	6,433,552	6,452,280
Service charge on gas bill	15,231,851	14,109,483
Other operating expenses	8,896,213	4,702,951
TDS payable	990,030	1,800,360
Bergen Engines Bangladesh Pvt.Ltd.	810,000	1,501,705
Wartsila Bangladesh Ltd	679,987	338,251
Interest on Intercompany loan	166,950,790	-
Payable against C&F bill	252,746	222,891
	200,245,168	29,127,921

27 Unclaimed dividend

<i>In Taka</i>	30 June 2021	30 June 2020
Unclaimed cash dividend for the year 2013 & 2014	1,404,329	1,405,987
Unclaimed interim & final cash di . for the year ended 30 June 2016	3,319,650	3,373,574
Unclaimed cash dividend for the year 2017	808,572	825,684
Unclaimed cash dividend for the year 2018	1,026,883	1,076,059
Unclaimed cash dividend for the year 2019	2,819,121	2,995,247
Unclaimed cash dividend for the year 2020	3,776,596	-
	13,155,151	9,676,552

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

28 Accrued expenses

See accounting policy in Note 58D

<i>In Taka</i>	30 June 2021	30 June 2020
Provision for expenses	16,657,672	3,442,938
Service charge on gas bill	10,276,855	8,273,856
VAT payable	11,386,560	5,995,272
Other operating expenses	5,196,759	2,286,948
Directors' remuneration	1,000,000	1,000,000
Audit fees	2,770,000	2,074,500
Utility bill	691,153	691,153
Security expenses	479,353	338,243
Medical expenses	50,970	50,970
Welfare fund	16,985	16,985
Environmental expenses	16,200	16,200
Interest Payable	2,824,291	-
TDS	3,575	-
	51,370,373	24,187,065

29 Payable to related party

See accounting policy in Note 58D

<i>In Taka</i>	30 June 2021	30 June 2020
United Engineering & Power Services Ltd	10,999,010	21,207,517
United Enterprises & Co. Ltd	18,377,598,950	729,263,143
United Mymensingh Power Ltd	616,068	-
	18,389,214,028	750,470,660

30 Current Tax liability

See accounting policy in Note 58J

<i>In Taka</i>	30 June 2021	30 June 2020
Opening balance	29,823,540	184,150,547
Provision during the year	5,461,628	5,461,848
Reversal of excess provision for completion of assessment of 2017	-	(55,741,770)
Reversal of excess provision for completion of assessment of 2018	-	(97,975,262)
Reversal of excess provision for completion of assessment of 2019	(15,553,661)	-
Reversal of excess provision for completion of assessment of 2020	(754,803)	-
Adjustment for completion of assessments	(12,663,573)	(5,954,103)
Paid during the year	(3,423,610)	(582,088)
	2,889,521	29,359,173

No provision is required for income tax on UPGDCL's profit as it has received exemption from all such taxes from the Government of Bangladesh for 15 years from commencement.

No provision is required for income tax on the business income of United Energy Ltd. (UEL), United Ashuganj Energy Ltd. (UAEL), United Anwara Power Ltd. (UANPL) and United Jamalpur Power Ltd (UJPL) as the companies have received exemption from income from power generation under the private sector power generation policy for a year of 15 years from the start of their commercial operation, vide SRO ref: 211-Ain/Aykor/2013-Income Tax ordinance (#36) 1984 dated 1 July 2013 for UEL, UAEL and SRO ref: 246-Ain/Aykor/2016-Income Tax ordinance (#36) 1984 dated 26 July 2016 for UANPL, UJPL. Such exemption of UEL (Sylhet power plant), UAEL (Ashuganj 195 MW power plant) UANPL (300 MW power plant) and UJPL (115 MW power plant) will expire on 2028, 2030, 2034, 2034 respectively. The Ashuganj 53 MW power plant being rental power plant is liable for TDS at 4% which is borne by the BPDB. However provision has been made on the non-business income of the subsidiaries companies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***31 Revenue**

See accounting policy in Note 58F

<i>In Taka</i>	<i>Note</i>	30 June 2021	30 June 2020
Electricity supply	31.1	30,540,102,820	10,064,068,261
Steam supply	31.2	40,417,701	29,964,684
		30,580,520,521	10,094,032,945

31.1 Electricity supply

<i>In Taka</i>	30 June 2021	30 June 2020
Bangladesh Power Devt. Board (BPDB)	24,322,528,482	4,388,143,924
Bangladesh Exp. Proce. Zone Auth.(BEPZA)	4,350,784,689	3,847,735,571
Bangladesh Rural Elect. Board (BREB)	580,365,022	873,077,319
Private customers	1,286,424,627	955,111,447
	30,540,102,820	10,064,068,261

Break up of revenue from electricity supply:

<i>In Taka</i>	30 June 2021	30 June 2020
Capacity payment	8,361,554,807	2,859,123,185
Energy payment	21,733,512,596	7,352,447,361
Supplemental Bill	437,227,379	108,687,607
True-up Bill	7,808,038	7,001,790
Deferred income	-	(263,191,682)
	30,540,102,820	10,064,068,261

The actual revenue billed by United Ashuganj Energy Limited (UAEL) is Tk. 3,152,312,109 recognition of TDT 214,564,541 of this has been deferred due to the Company's implementation of IFRS 16 from the years 2020 from lessor's perspective, for which capacity payment element of revenue is straight-lined over the remaining year of the PPA.

31.2 Steam supply

<i>In Taka</i>	30 June 2021	30 June 2020
Gunze United Ltd.	27,746,710	21,852,432
Global Labels (Bangladesh) Ltd.	4,838,316	3,487,050
Croydon-Kowloon Designs Ltd.	7,000,558	3,976,031
Talisman Ltd.	832,116	649,171
	40,417,701	29,964,684

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***32 Cost of sales**

<i>In Taka</i>	30 June 2021	30 June 2020
Fuel and energy	14,720,344,526	2,005,093,567
Spare parts and lube oil	881,541,839	526,565,701
Depreciation	2,567,620,736	1,306,178,813
Minimum load charge	47,082,934	27,278,956
Direct overhead	308,245,114	211,230,054
Repair and maintenance	87,020,529	49,750,122
Entertainment	9,098,434	9,548,742
Utility bill	10,738,879	19,573,659
Security expense	7,354,629	6,972,377
Carrying charge	4,248,775	2,081,575
Advertisement expense	-	1,091,672
Travelling and conveyance	1,391,228	868,760
Wages	3,401,847	703,973
Vehicle running and maintenance	4,858,525	1,734,976
Environmental expenses	1,797,998	1,044,682
Printing and stationery	876,178	536,525
Site office expense	3,188,150	358,514
Telephone, mobile and internet	1,079,444	466,754
Worker welfare fund	203,989	203,670
Postage and courier	180,373	67,040
Automation and IP expense	92,855	87,304
Insurance premium	84,088,379	47,853,950
Gardening and beautification	680,223	884,156
Amortisation of right of use assets	21,689,707	1,462,890
Safety material	912,717	20,226,815
Fire Fighting Exp	3,077	-
Computer maintenance	-	26,800
	18,767,741,083	4,241,892,046

- 32.1** The Group signed agreements for all its operation, maintenance and management (O&M) services with United Engineering and Power Service Ltd (UEPSL). It provides all technical support related to operation and management of the power plants. UEPSL raises invoice for actual cost and a service charge per month.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***33 General and administrative expenses**

<i>In Taka</i>	30 June 2021	30 June 2020
Directors' remuneration	15,621,375	15,932,500
Office maintenance	10,890,000	10,890,000
Advertisement	9,055,899	9,467,194
Depreciation	21,197,334	8,423,205
AGM expenses	1,470,009	2,742,545
Vehicle running expenses	709,426	441,476
Bank charge and commission	5,877,105	985,019
Office rent	1,380,000	2,760,000
Office expenses	-	550
Board meeting fees	4,947,195	3,325,876
Consultancy fees	2,284,870	448,750
Auditor's fee	2,805,000	2,065,000
Entertainment	492,266	407,732
Traveling and conveyance	640,516	470,957
Postage, telephone and telex	65,472	56,143
Printing and stationery	44,439	31,811
VAT on Audit fee	127,500	120,000
License, fees and others	5,743,455	2,494,486
RJSC expenses	7,777,245	165,265
CDBL and listing fee	2,540,494	4,981,661
Legal expense	57,500	2,705,590
Brokerage commission	14,033,532	896,670
Medical Fees	88,960	-
	107,849,592	69,812,431

34 Other income/(Loss)

<i>In Taka</i>	30 June 2021	30 June 2020
Realised gain from marketable securities	76,034,203	(11,552,297)
Dividend income from marketable securities	2,177,316	1,935,341
Unrealised gain/(loss) from marketable securities	(2,934,083)	(21,606,299)
Sale of used lube oil and drums	60,993,614	6,657,846
Scrap sale	24,853,345	18,879,128
Gain/(Loss) on Disposal of fi ed assets	(185,681,697)	9,660,461
	(24,557,302)	3,974,180

35 Finance income

See accounting policy in Note 58M

<i>In Taka</i>	30 June 2021	30 June 2020
Interest on related party loan	379,345,658	497,007,078
Interest on short term deposits	13,432,422	16,249,264
Interest income on bank balance and fi ed deposits	4,982,434	11,532,086
	397,760,515	524,788,428

36 Foreign exchange gain/(loss)

See accounting policy in Note 58I

<i>In Taka</i>	30 June 2021	30 June 2020
Foreign exchange loss - realised	(78,151)	(19,814,055)
Foreign exchange gain/(loss) - unrealised	-	(20,749,918)
Foreign ex. gain/(loss) on USD A/C- realised	2,890	1,617
	(75,261)	(40,562,356)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

37 Finance expense

See accounting policy in Note 58M

<i>In Taka</i>	30 June 2021	30 June 2020
Interest on IPFF loan	89,146,914	177,190,994
Interest on syndicated international loan		76,083,728
Interest on short term & Long term loan	520,985,199	81,737,409
Interest on liabilities for capital machinery	354,293,241	-
Bank guarantee commission	4,956,481	1,883,583
Interest on leasehold land	1,468,565	1,519,833
Monitoring fee	-	848,000
Agency and services fee	-	(3,250,751)
Syndication fee	2,252,346	2,510,327
	973,102,746	338,523,123

38 Income tax expenses

<i>In Taka</i>	30 June 2021	30 June 2020
Current year expenses	7,088,508	6,935,082
Reversal of excess provision for completion of assessment of 2017	-	(55,741,770)
Reversal of excess provision for completion of assessment of 2018	-	(97,975,262)
Reversal of excess provision for completion of assessment of 2019	(15,553,661)	-
Reversal of excess provision for completion of assessment of 2020	(754,803)	-
	(9,219,956)	(146,781,950)

39 Earnings per share

See accounting policy in Note 58P

39.1 Earnings per share

<i>In Taka</i>	30 June 2021	30 June 2020
Profit attributable to the ordinary shareholders	10,900,859,457	5,935,053,939
Weighted average number of shares outstanding	579,695,270	579,695,270
Earnings per share	18.80	10.24

According to paragraph 64 of IAS 33: Earnings per share, if the number of ordinary shares outstanding increases as a result of a bonus issue, the calculation of basic and diluted earnings per share for all years presented shall be adjusted retrospectively. Therefore, the basic earnings per share (EPS) for the year ended 30 June 2020 has been restated to reflect the bonus shares issued in 2021 on the basis of profit attributable to the ordinary shareholders for the year ended 30 June 2020.

40 Net asset value per share

<i>In Taka</i>	30 June 2021	30 June 2020
Net assets	32,565,923,701	29,306,501,893
Weighted average number of shares outstanding	579,695,270	579,695,270
Net asset value per share	56.18	50.56

41 Net operating cash flow per share

<i>In Taka</i>	30 June 2021	30 June 2020
Net cash generated from operating activities	15,749,629,568	6,981,669,660
Weighted average number of shares outstanding	579,695,270	579,695,270
Net operating cashflow per share	27.17	12.04

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***42 Reconciliation of net profit with cash flow from operating activities**

<i>In Taka</i>	30 June 2021	30 June 2020
Profit or the year	11,114,175,008	6,078,787,549
Adjustment for:		
Depreciation	2,588,818,070	1,314,602,018
Amortisation of lease rent	1,462,892	-
Depreciation of ROU	20,226,815	21,689,705
Brokerage commission	14,033,532	896,670
Realised gain from marketable securities	(76,034,203)	11,552,297
Unrealised (gain)/loss from marketable securities	2,934,083	21,606,299
Foreign exchange (gain)/loss - un-realised	-	20,749,918
Foreign exchange (gain)/loss - realised	-	20,064,743
Interest on related party loan	(379,345,658)	(497,007,078)
Loss on Disposal of fixed assets	185,681,697	(9,660,461)
Changes in:		
Inventories	(1,549,515,570)	(246,833,703)
Trade and other receivables	1,378,248,167	43,222,447
Advances, deposits and prepayments	14,322,126	120,113,256
Advance income tax	-	1,454,281
Trade and other payables	2,290,889,837	1,172,791
Accrued expenses	(43,503,406)	(35,503,544)
Provision for tax	(14,238,564)	(154,791,374)
Deferred income	214,564,541	263,191,682
Payable to related party	(13,089,800)	6,362,165
Net cash generated from operating activities	15,749,629,568	6,981,669,660

43 Related party transactions

During the period, the Group carried out a number of transactions with related parties. The names of the related parties and nature of these transactions have been set out in accordance with the provisions of IAS 24: Related party disclosures.

A Transactions with key management personnel**i. Loans to directors**

During the period, no loan was given to the directors of the Group.

ii. Key management personnel compensation comprised the following:

The key management personnel includes the Group Managing directors.

a) Short-term employee benefit

Short-term employee benefit includes remuneration, festival bonus and meeting attendance fees.

<i>In Taka</i>	30 June 2021	30 June 2020
Directors' remuneration	15,621,375	15,932,500
Board meeting fees	4,947,195	3,325,876
	20,568,570	19,258,376
b) Post employment benefit	-	-
c) Other long-term benefit	-	-
d) Termination benefit	-	-
e) Share-based payment	-	-
	20,568,570	19,258,376

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

B Other related party transactions**United Power Generation & Distribution Company Ltd.**

<i>In Taka</i>	Transaction value during the year ended 30 June		Receivable/(Payable) Balance as at	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020
Sale of goods and services				
Gunze United Limited	3,976,031	21,852,432	2,843,897	4,057,473
Brokerage commission				
United Securities Ltd.	14,033,532	896,670	-	-
Purchase of services				
United Engineering & Power Services Ltd.	44,486,779	100,762,268	2,340,800	(7,541,430)
Loans				
United Mymensingh Power Ltd	-	-	5,176,876,020	5,167,681,634
Loan disbursed during the year	21,157,741,633	10,877,681,635	-	-
Loan repaid during the year	12,731,632,930	5,710,000,000	-	-
Transfer of inventory (spare parts)				
United Mymensingh Power Ltd	19,427	36,121	377,392	531,782
United Anwara Power Ltd	7,255,947	14,703	68,114	7,272,176
United Lube Oil Ltd	-	-	944,922	377,392
United Jamalpur Power Ltd	-	-	9,194,386	68,114
United Ashuganj Energy Ltd	8,361,959	13,327,300	(33,648,445)	(23,766,215)
United Energy Ltd	4,617,107	2,445,969	-	944,922
United Payra Power Plant	7,257,473	-	-	-
United Engineering & Power Services Ltd.	-	-	(2,340,800)	(2,340,800)
Sale of fixed asset				
Neptune Commercial Ltd.	6,151,821	-	-	-

United Energy Ltd

<i>In Taka</i>	Transaction value during the year ended 30 June		Balance outstanding as at	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020
United Engineering & Power Service Ltd				
Purchase of services	17,345,478	22,419,779	-	(415,000)
Loan:				
United Enterprises & Co. Ltd			(5,374,690,950)	5,240,109,050
Loan disbursed	4,625,363,604	2,772,100,000		
Loan repaid	15,240,163,604	5,052,332,573		
United Ashuganj Energy Ltd.				
Dividend	(2,867,857,883)	703,118,613	-	1,387,694,279
Inventory loan	(8,388,763)	59,956	(9,356,264)	(967,501)
UPPL-Inventory Loan	119,755	-	119,755	-
UPGDCL-Inventory Loan	(1,019,333)	4,335,813	(1,964,255)	(944,922)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

United Ashuganj Energy Ltd

<i>In Taka</i>	Transaction value during the year ended 30 June		Balance outstanding as at	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020
United Engineering & Power Service Ltd				
Purchase of services	(82,044,743)	(80,969,301)	8,235,190	(10,910,287)
Loan:				
United Energy Ltd				
Loan received	2,239,500,000	1,292,126,877	-	-
Loan repaid	(2,239,500,000)	(1,292,126,877)	-	-
Dividend payable	(2,867,857,883)	(703,118,613)	-	(1,387,694,279)
Inventory loan	8,388,763	59,957	9,356,264	967,501
UPGDCL-Inventory loan	(6,826,867)	13,327,298	16,939,348	23,766,215
United Jamalpur Power Ltd.-Inventory loan	378,285	-	444,060	65,775
United Mymensingh Power Ltd.-Inventory loan	2,370,527	98,220	3,572,364	1,201,837
United Anowara Power Ltd.-Inventory loan	-	1,423,264	399,905	399,905
United Payra Power Ltd. (inventory loan)	573,570	-	573,570	-
United Lube Oil Ltd.-Inventory loan	2,087,765	-	2,087,765	-

Leviathan Global BD Ltd

<i>In Taka</i>	Transaction value during the year ended 30 June		Balance outstanding as at	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020
Loan:				
United Enterprises & Co. Ltd	-	-	1,765,063,143	729,263,143
Loan disbursed	1,035,800,000	362,692,834		
United Power Generation and Distribution Company Ltd.			253,069,320	-
Loan repaid	253,069,320	-	-	-

United Anwara Power Ltd

<i>In Taka</i>	Transaction value during the year ended 30 June		Balance outstanding as at	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020
United Engineering & Power Service Ltd				
Purchase of services	49,708,483	(34,576,569)	(4,235,698)	(4,385,923)
Loan:				
United Enterprises & Co. Ltd				
Loan disbursed	(19,448,500,000)	(10,766,467,313)	(5,120,399,660)	(2,672,167,313)
Loan repaid	17,000,267,653	8,094,300,000	-	-
Loan:				
United Jamalpur Power Ltd.				
Loan disbursed	(590,000,000)	(1,579,020,000)		
Loan repaid	590,000,000	1,467,187,653		
Loan:				
United Mymensingh Power Ltd.				
Loan disbursed	(608,707,998)	(1,026,570,407)	-	50,000,000
Loan repaid	558,707,998	1,076,570,407		
Loan:				
United Payra Power Ltd.			-	1,057,476
Loan disbursed	1,057,476	-		
Loan repaid	-	1,057,476		
Inventory loan				
United Power Generation & Distribution Company Ltd.	7,258,999	(7,272,176)	(13,178)	(7,272,176)
United Jamalpur Power Ltd. (Inventory loan)	(154,635)	(3,742)	158,376	(3,742)
United Payra Power Ltd. (inventory loan)	3,490,285	-	3,490,285	
United Ashuganj Energy Ltd.-inventory loan	-	(399,905)	(399,905)	(399,905)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

United Jamalpur Power Ltd

<i>In Taka</i>	Transaction value during the year ended 30 June		Balance outstanding as at	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020
United Enterprises & Co. Ltd			(6,117,445,197)	(6,507,116,744)
Loan disbursed	(9,859,000,000)	(5,372,733,692)		
Loan repaid	10,248,671,547	4,258,500,000	-	-
Loan:				
United Mymensingh Power Ltd.				96,352,305
Loan disbursed	(646,452,305)	(2,970,801,992)		
Loan repaid	550,100,000	1,573,225,187		
Loan:				
United Anwara Power Ltd.		112,520,000	-	111,832,347
Loan disbursed	(590,131,057)	(1,466,500,000)		
Loan repaid	478,298,710	1,579,020,000		
Loan:				
Neptune Commercial Ltd.			-	2,007,939,200
Loan disbursed				
Loan repaid	(2,007,939,200)			
United Anwara Power Ltd. (inventory loan)	(162,118)	3,742	(158,377)	3,742
United Power Gen. & Dist. Com. Ltd. (inventory loan)	-		(68,114)	(68,114)
United Engineering & Power Services Ltd. (Services Ltd.)	58,286,525.00		(2,730,490)	(61,017,015)
United Shipping and Logistic Support Ltd. (Service)	1,680,166.00	(6,628,864)	(4,948,698)	(6,628,864)
National Oil Carriers Ltd (Service)	6,349,049.00	(6,349,049)	-	(6,349,049)
Oil Carriers Ltd. (Service)	(6,043,098.00)		(6,043,098)	-
United Engineering & Power Services Ltd.-(Inventory loan)	1,527,906.54		1,527,907	
United Mymensingh Power Ltd. (inventory loan)	(1,380,911)	1,285,496	(616,068)	764,843
United Ashuganj Energy Ltd.(inventory loan)	(378,285)		(444,060)	(65,775)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***44 Financial instruments - Fair values and risk management**

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.

30 June 2021		Carrying amount						Fair value				
<i>In Taka</i>	Note	Fair value- hedging instruments	Mandatorily at FVTPL – others	FVOCI – debt instruments instruments	FVOCI – equity instruments maturity	Financial assets at amortised cost receivables	Other financial liabilities liabilities	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value												
Investment in marketable securities	12	-	151,883,809	-	-	-	-	151,883,809	151,883,809	-	-	151,883,809
		-	151,883,809	-	-	-	-	151,883,809	151,883,809	-	-	151,883,809
Financial assets not measured at fair value												
Trade and other receivables	9	-	-	-	-	5,365,772,394	-	5,365,772,394	-	-	-	-
Receivable from related party	10	-	-	-	-	13,760,155,755	-	13,760,155,755	-	-	-	-
Cash and cash equivalents	14	-	-	-	-	1,482,743,529	-	1,482,743,529	-	-	-	-
		-	-	-	-	20,608,671,678	-	20,608,671,678	-	-	-	-
Financial liabilities not measured at fair value												
Borrowings	21	-	-	-	-	-	5,809,282,206	5,809,282,206	-	-	-	-
Security money received	23	-	-	-	-	-	700,000	700,000	-	-	-	-
Trade and other payables	26	-	-	-	-	-	5,827,211,311	5,827,211,311	-	-	-	-
Accrued expenses	28	-	-	-	-	-	51,370,373	51,370,373	-	-	-	-
Payable to related party	29	-	-	-	-	-	18,389,214,028	18,389,214,028	-	-	-	-
		-	-	-	-	-	30,077,777,918	30,077,777,918	-	-	-	-
30 June 2020												
<i>In Taka</i>	Note	Fair value- hedging instruments	Mandatorily at FVTPL – others	FVOCI – debt instruments instruments	FVOCI – equity instruments maturity	Financial assets at amortised cost receivables	Other financial liabilities liabilities	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value												
Investment in marketable securities	12	-	92,817,221	-	-	-	-	92,817,221	92,817,221	-	-	92,817,221
		-	92,817,221	-	-	-	-	92,817,221	92,817,221	-	-	92,817,221
Financial assets not measured at fair value												
Trade and other receivables	9	-	-	-	-	2,726,449,063	-	2,726,449,063	-	-	-	-
Receivable from related party	10	-	-	-	-	10,417,707,665	-	10,417,707,665	-	-	-	-
Cash and cash equivalents	14	-	-	-	-	417,010,048	-	417,010,048	-	-	-	-
		-	-	-	-	13,561,166,776	-	13,561,166,776	-	-	-	-
Financial liabilities not measured at fair value												
Borrowings	21	-	-	-	-	-	4,864,817,881	4,864,817,881	-	-	-	-
Security money received	23	-	-	-	-	-	700,000	700,000	-	-	-	-
Trade and other payables	26	-	-	-	-	-	258,600,242	258,600,242	-	-	-	-
Accrued expenses	28	-	-	-	-	-	24,187,065	24,187,065	-	-	-	-
Payable to related party	29	-	-	-	-	-	750,470,660	750,470,660	-	-	-	-
		-	-	-	-	-	5,898,775,848	5,898,775,848	-	-	-	-

45 Financial risk management

The Group has exposure to the following risks from its use of financial instruments.

- A Credit risk
- B Liquidity risk
- C Market risk

The Board of Directors have overall responsibility for the establishment and oversight of the Group'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 Group. The Board is assisted in its oversight role by the 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.

A Credit risk

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. Management monitors the exposure to credit risk on an ongoing basis. The maximum exposure to credit risk is represented by the carrying amount of financial assets in the statement of financial position

i) Exposure to credit risk

The maximum exposure to credit risk at the reporting date was:

<i>In Taka</i>	<i>Note</i>	30 June 2021	30 June 2020
Trade and other receivables	9	5,365,772,394	2,726,449,063
Receivable from related party	10	13,760,155,755	10,417,707,665
Investment in marketable securities	12	151,883,809	92,817,221
Cash and cash equivalents (excluding cash in hand)	14	1,482,133,663	416,783,997
		20,759,945,622	13,653,757,946

ii) Ageing of trade and other receivables

<i>In Taka</i>	30 June 2021	30 June 2020
Not past due	2,412,303,109	930,999,795
Past due 0-30 days	1,320,665,719	434,781,206
Past due 31-60 days	1,044,242,577	401,561,658
Past due 61-90 days	60,111,826	428,065,407
Past due 91-120 days	14,228,616	75,746,331
Past due 121-365 days	123,152,273	115,052,335
Past due 365+ days	391,068,272	340,242,331
	5,365,772,394	2,726,449,063

B Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due that are settled by delivering cash or another financial asset. The Group'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 Group's reputation.

Typically, the Group ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow 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.

Exposure to liquidity rate risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***30 June 2021**

<i>In Taka</i>	<i>Note</i>	Contractual cash fl ws			
		Carrying amount	Total	6 months or less	Over 6 months
Non-derivative financial liability					
Long term loan	21	5,809,282,206	5,809,282,206	1,538,824,482	4,270,457,724
Short term loan	22	4,544,656,341	4,544,656,341	3,248,821,103	1,295,835,238
Trade and other payables	26	5,827,211,311	5,827,211,311	5,827,211,311	-
Accrued expenses	28	51,370,373	51,370,373	51,370,373	-
Payable to related party	29	18,389,214,028	18,389,214,028	18,389,214,028	-
		34,621,734,259	34,621,734,259	29,055,441,297	5,566,292,962
Derivative financial liability		-	-	-	-
		34,621,734,259	34,621,734,259	29,055,441,297	5,566,292,962

30 June 2020

<i>In Taka</i>	<i>Note</i>	Contractual cash fl ws			
		Carrying amount	Total	6 months or less	Over 6 months
Non-derivative financial liability					
Borrowings	21	4,864,817,881	4,864,817,881	335,913,091	4,528,904,790
Trade and other payables	26	268,276,794	268,276,794	268,276,794	-
Accrued expenses	28	24,187,065	24,187,065	24,187,065	-
Payable to related party	29	750,470,660	750,470,660	750,470,660	-
		5,907,752,400	5,907,752,400	1,378,847,610	4,528,904,790
Derivative financial liability		-	-	-	-
		5,907,752,400	5,907,752,400	1,378,847,610	4,528,904,790

C Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Group'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 optimising the return.

i. Currency risk

Currency risk is the risk that the fair value or future cash fl ws of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group is exposed to foreign currency risk relating to purchases and other transactions which are denominated in foreign currencies.

Exposure to currency risk

The Group's exposure to foreign currency risk arising from foreign currency denominated assets and liabilities at balance sheet date denominated in US dollar (USD) and British Pound (GBP) are as follows:

	30 June 2021		30 June 2020	
	USD	GBP	USD	GBP
Cash and cash equivalents	9,451	123	13,907	153
Share application money	(9,451)	(123)	(10,552)	(153)
Borrowings	(39,984,675)	-	(46,110,929)	-
Net exposure	(39,984,675)	-	(46,107,574)	-

The following significant exchange rates have been applied:

<i>In Taka</i>	Year-end spot rate	
	30 June 2021	30 June 2020
USD	84.90	84.90
GBP	117.49	104.37

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Sensitivity analysis

The basis for the sensitivity analysis to measure foreign exchange risk is an aggregate corporate-level currency exposure. The aggregate foreign exchange exposure is composed of all assets and liabilities denominated in foreign currencies.

A 2% change in foreign currency exchange rates in 2020 would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

<i>Effect in Taka</i>	Profit/(loss)	Equity, net of tax increase/(decrease)	
	Strengthening	Weakening	Strengthening Weakening
30 June 2021	(67,893,978)	67,893,978	(67,893,978) 67,893,978
USD (2% movement)			
30 June 2020	(78,290,660)	78,290,660	(78,290,660) 78,290,660
USD (2% movement)			

ii. Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on borrowings and deposits.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as at statement of financial position date is as follows:

<i>In Taka</i>	<i>Note</i>	Nominal Amount	
		30 June 2021	30 June 2020
Fixed rate instruments			
Financial assets			
Receivable from related party	10	13,760,155,755	10,417,707,665
Fixed deposits	14	31,692,554	-
Financial liabilities			
Payable to related party	29	(18,389,214,028)	(750,470,660)
Variable rate instruments			
Financial liabilities			
Long term loan	21	(5,809,282,206)	(4,864,817,881)
		(10,406,647,925)	4,802,419,124

46 Operational risk

Operational risk constitutes the ability of the Group's power projects to generate and distribute stipulated electricity to its off-taker. Technology used, fuel supply arrangement, operational and maintenance (O&M) arrangement, political or force majeure in the form of natural disaster like flood, cyclone, tsunami and earthquake may hamper normal performance of power generation. The timely and appropriate maintenance of the distribution networks of the plant reduces the chance of major disruptions. However, severe natural calamities which are unpredictable and unforeseen have the potential to disrupt normal operations of the Group. Management believes that prudent rehabilitation schemes and quality maintenance will lessen the damages caused by such natural disasters. Most importantly, all the above risks of the Group are covered under the separate insurance agreements between Pragati Insurance Company Limited to compensate for all the potential damages caused in such situations.

47 Contingent assets

The Company has raised a claim against BEPZA for losses suffered as a result of BEPZA failing to timely provide vacant possession of required land and gas connection and a consequent 234 day delay in the Company commencing commercial operation.

In March 2015 an Arbitration Tribunal (consisting of three arbitrators, one appointed by the Company, other appointed by BEPZA and the chairman of the Tribunal) has been appointed by the both arbitrator. The Tribunal ordered that BEPZA compensate the Company for the following amounts.

<i>In Taka</i>	30 June 2021	30 June 2020
Service charge deducted by BEPZA ordered to return to the Company	18,733,918	18,733,918
Loss of warranty	17,424,510	17,424,510
Total	36,158,428	36,158,428

In April 2015, BEPZA filed an appeal against the Arbitral award by the Tribunal in the court of district judge, Dhaka. Multiple hearings took place during this year with no significant developments to date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***48 Commitments**

The Group had the following outstanding letters of credit (LC) as at 31 March 2021 against which it is committed to purchase spare parts.

		30 June 2021	30 June 2020
	Currency	Invoice value	Invoice value
UPGDCL	USD	878,229	384,881
	EUR	322,070	1,478,941
UEL	USD	-	55,133
	EUR	-	-
UAEL	USD	33,000	140,443
	EUR	16,200	39,220
LGDBL	USD	-	1,692,700
	EUR	-	8,500
UAnPL	USD	43,040,917	25,500,008
	EUR	116,856	1,122,005
UJPL	USD	25,747,935	1,692,700
	EUR	-	8,500

49 Contingent liabilities**49.1 Contingent liabilities relating to bank guarantees amounted to:**
United Power Generation & Distribution Company Ltd
Beneficiary

<i>In Taka</i>	Expiry date	30 June 2021	30 June 2020
Titas Gas Transmission & Distribution Com. Ltd.	11 Nov. 2023	78,790,400	78,790,400
Titas Gas Transmission & Distribution Com. Ltd.	11 Dec. 2022	6,628,382	6,628,382
Karnaphuli Gas Distribution Company Limited	23 Jan. 2023	34,897,650	34,897,650
Karnaphuli Gas Distribution Company Limited	20 June 2023	8,647,617	8,647,617
Karnaphuli Gas Distribution Company Limited	2 March 2024	71,724,353	71,724,353
Chattogram Customs House	Unconditional & Continuous	17,544,403	20,421,244
		218,232,805	221,109,646

United Energy Ltd
Beneficiary

<i>In Taka</i>	Expiry date	30 June 2021	30 June 2020
Jalalabad Gas Transmission and Distribution Systems Limited	12 October 2022	48,396,019	48,396,019
Bangladesh Power Development Board (BPDB)	31 August 2019	-	128,790,000
		48,396,019	177,186,019

United Ashuganj Energy Ltd
Beneficiary

<i>In Taka</i>	Expiry date	30 June 2021	30 June 2020
Bangladesh Power Development Board	7 June 2022	380,000,000	380,000,000
Bakhrabad Gas Distribution Company Limited	13 June 2022	287,472,356	287,472,356
		667,472,356	667,472,356

Leviathan Global BD Ltd
Beneficiary

<i>In Taka</i>	Expiry date	30 June 2021	30 June 2020
Karnaphuli Gas Distribution Company Limited	10-Sep-23	53,688,716	53,688,716
Dhaka Customs House	Open Ended	31,795,876	-
Chattogram Customs House	29-Aug-21	62,716,669	-
		148,201,261	53,688,716

United Anwara Power Ltd**Beneficiary**

<i>In Taka</i>	Expiry date	30 June 2021	30 June 2020
Dhaka Bank Ltd.	14 Jul 2021	463,150,000	463,150,000
		463,150,000	463,150,000

United Jamalpur Power Ltd**Beneficiary**

<i>In Taka</i>	Expiry date	30 June 2021	30 June 2020
Dhaka Bank Ltd.	10 April 2022	280,000,000	280,000,000
		280,000,000	280,000,000

- 49.2** In line with the provisions of its gas supply agreements, the Company has historically been charged for gas consumption at the rate set for Independent Power Producers (IPPs). However, on 2 January 2018, the Energy and Mineral Resources Division of the Ministry of Power, Energy and Mineral Resources resolved in a meeting that gas based power plants will be charged for gas consumption in the following manner:

- Gas consumed for generating power supplied to the national grid will be charged at the rate set for IPPs.
- Gas consumed for generating power supplied to private customers will be charged at the rate set for captive power producers.

Accordingly, in May 2019, the Company's gas suppliers, Titas Gas Transmission & Distribution Company Limited and Karnaphuli Gas Distribution Company Limited, have claimed additional charges amounting to BDT 2,815,279,689 (for the year January 2018 to June 2021) and BDT 491,063,484 (for the year May 2018 to June 2019) respectively.

The Company has filed two separate writ petitions, dated 23 May 2019 and 1 July 2019, with the Honorable High Court Division of the Supreme Court of Bangladesh against the above decision. The Honorable High Court issued a stay order of 4 months, dated 26 May 2019 and 4 July 2019, respectively, on the operation of this decision.

50 Bank facilities

The Group enjoys the following credit facilities from the following financial institutions

30 June 2021**United Power Generation & Distribution Company Ltd**

Name of the bank	Letter of credit - limit	Loan against Trust Receipt - limit	Short Term Loan	Overdraft limit	Bank guarantee facilities - limit
Dhaka Bank Limited	350,000,000	300,000,000	-	150,000,000	50,000,000
Jamuna Bank Limited	1,000,000,000	250,000,000	-	-	300,000,000
HSBC, Bangladesh	425,000,000	-	-	51,000,000	-
Total	1,775,000,000	550,000,000	-	201,000,000	350,000,000

United Energy Ltd

Name of the bank	Letter of credit - limit	Loan against Trust Receipt - limit	Short Term Loan	Overdraft limit	Bank guarantee facilities - limit
Name of the bank					
Dhaka Bank Limited	400,000,000	-	-	-	48,396,019
Jamuna Bank Limited	1,000,000,000	-	-	-	-
Total	1,400,000,000	-	-	-	48,396,019

United Ashuganj Energy Ltd

Name of the bank	Letter of credit - limit	Loan against Trust Receipt - limit	Short Term Loan	Overdraft limit	Bank guarantee facilities - limit
Dutch Bangla Bank Limited	100,000,000	-	-	-	-
Dhaka Bank Limited	500,000,000	-	1,200,000,000	-	667,472,356
Total	600,000,000	-	1,200,000,000	-	667,472,356

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***Leviathan Global BD Ltd**

Name of the bank	Letter of credit - limit	Loan against Trust Receipt - limit	Short Term Loan	Bank guarantee facilities - limit	Bank guarantee facilities - limit
Dhaka Bank Limited	670,000,000	-	-	-	-
Total	670,000,000	-	-	-	-

United Anwara Power Limited

Name of the bank	Letter of credit - limit	Loan against Trust Receipt - limit	Short Term Loan	Bank guarantee facilities - limit	Bank guarantee facilities - limit
Standard Chartered Bank Ltd.	4,250,000,000	-	2,000,000,000	-	3,041,720,000
HSBC	3,400,000,000	-	500,000,000	-	-
Citi Bank NA	1,700,000,000	-	-	-	-
Dhaka Bank Limited	1,418,000,000	-	-	463,150,000	-
Pubali Bank Ltd.	2,700,000,000	500,000,000	-	1,000,000,000	-
The City Bank Ltd	6,000,000,000	-	-	-	-
Bank Asia Ltd.	2,125,000,000	-	-	-	-
Dutch-Bangla Bank Ltd.	-	-	1,500,000,000	-	-
Mutual Trust Bank Ltd.	2,000,000,000	-	-	-	-
Prime Bank Ltd.	1,000,000,000	-	1,000,000,000	-	-
United Commercial Bank Ltd.	2,000,000,000	-	500,000,000	-	-
One Bank Ltd.	1,700,000,000	-	-	-	-
Total	28,293,000,000	500,000,000	5,500,000,000	1,463,150,000	3,041,720,000

United Jamalpur Power Limited

Name of the bank	Letter of credit - limit	Loan against Trust Receipt - limit	Short Term Loan	Bank guarantee facilities - limit	Bank guarantee facilities - limit
HSBC	1,700,000,000	-	250,000,000	-	-
Dhaka Bank Ltd.	1,215,000,000	-	500,000,000	280,000,000	-
City Bank Ltd.	3,500,000,000	-	-	-	-
Bank Asia Ltd	488,380,746	-	-	-	-
Standard Chartered Bank	1,530,000,000	-	800,000,000	-	-
Eastern Bank Ltd.	7,937,300	-	1,000,000,000	-	-
Dutch Bangla Bank Ltd.	1,300,000,000	-	1,700,000,000	-	-
Citibank, N.A	1,360,000,000	-	-	-	-
Total	9,741,318,046	-	4,250,000,000	280,000,000	-

51 Expenditure in equivalent foreign currency

In Taka	30 June 2021	30 June 2020
Foreign travel for business purpose	-	-
	-	-

52 Capacity and production

Location of plant	Installed capacity (MWH)	30 June 2021		June 2020	
		Actual production (MWH)	Capacity utilisation (%)	Actual production (MWH)	Capacity utilisation (%)
United Power Generation & Distribution Company Ltd					
Dhaka EPZ	656,000	482,577	74%	502,742	73%
Chattogram EPZ	576,000	522,016	91%	504,804	88%
Total	1,232,000	1,004,593		1,007,546	

United Energy Ltd

Location of plant	Installed capacity (MWH)	30 June 2021		June 2020	
		Actual production (MWH)	Capacity utilisation (%)	Actual production (MWH)	Capacity utilisation (%)
Sylhet	224,000	150,581	67%	199,175	89%
Ashuganj	424,000	-	0%	-	0%
Total	648,000	150,581		199,175	

United Ashuganj Energy Ltd

Location of plant	Installed capacity (MWH)	30 June 2021		June 2020	
		Actual production (MWH)	Capacity utilisation (%)	Actual production (MWH)	Capacity utilisation (%)
Ashuganj	1,560,000	153,457	10%	353,284	23%

United Anwara Power Ltd

Location of plant	Installed capacity (MWH)	30 June 2021		June 2020	
		Actual production (MWH)	Capacity utilisation (%)	Actual production (MWH)	Capacity utilisation (%)
Anwara	2,400,000	1,220,825	51%	821,151	34%

United Jamalpur Power Ltd

Location of plant	Installed capacity (MWH)	30 June 2021		June 2020	
		Actual production (MWH)	Capacity utilisation (%)	Actual production (MWH)	Capacity utilisation (%)
Jamalpur	920,000	547,319	59%	438,927	48%

53 Number of employees

The Group has no employees. Operation and maintenance activities are managed by 172 personnel for UPGDCL, 92 personnel for UAEL, 35 personnel for UEL, 63 personnel for UJPL and 130 personnel for UANPL provided by United Engineering and Power Services Ltd under separate O&M contracts.

54 Comparatives and rearrangement

Previous year's figures have been rearranged, wherever considered necessary to conform to the current year's presentation.

55 Events after the reporting period

Events after the reporting period that provide additional information about the Company's position at the reporting date or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

The Board of Directors in its 98th meeting held on October 27, 2021 recommended cash dividend @170% per share equivalent to Taka 17.00 of Face Value Taka 10.00 per share aggregating Tk. 9,854,819,590 for the year ended 30 June 2021. The dividend is subject to final approval by the shareholders at the forthcoming annual general meeting of the Company.

The board of directors of United Anwara Power Ltd. in its 38th meeting held on 17th October 2021 have recommended total cash dividend amounting BDT 6,000,000,000 (Six hundred crore) only as final cash dividend for the year ended 30 June 2021. The dividend has not been recognised as liabilities and there are no tax consequences. The dividend is subject to final approval by the shareholders at the forthcoming annual general meeting of the Company. The board of directors of United Anwara Power Ltd. in its 38th meeting held on 17th October 2021 have recommended total cash dividend amounting BDT 6,000,000,000 (Six hundred crore) only as final cash dividend for the year ended 30 June 2021. The dividend has not been recognised as liabilities and there are no tax consequences. The dividend is subject to final approval by the shareholders at the forthcoming annual general meeting of the Company.

The board of directors of United Jamalpur Power Ltd. in its 34th meeting held on 13th October 2021 have recommended total interim cash dividend amounting BDT 3,000,000,000 (Three hundred crore) only on which BDT 1,500,000,000 (one hundred and fifty crore) only declared in its 27th meeting on 27 January 2021 and BDT 1,500,000,000 (one Hundred and fifty crore) only declared in 30th meeting on 22 April 2021 as final cash dividend for the year ended 30 June 2021. The dividend has not been recognised as liabilities and there are no tax consequences. The dividend is subject to final approval by the shareholders at the forthcoming annual general meeting of the Company.

The board of directors of United Energy Ltd. in its 30th meeting held on 6th October 2021 have recommended total interim cash dividend amounting BDT 13,500,000,000 (One thousand three hundred and fifty crore) only on which BDT 6,000,000,000 (Six hundred crore) only declared in 27th meeting on 25 January 2021 and BDT 7,500,000,000 (Seven hundred and fifty crore) only declared in 28th meeting on 25 April 2021 as final cash dividend for the year ended 30 June 2021. The dividend has not been recognised as liabilities and there are no tax consequences. The dividend is subject to final approval by the shareholders at the forthcoming annual general meeting of the Company.

Following the declaration of COVID-19 as a pandemic by the World Health Organization (WHO) in early March 2020, like many other governments, the Government of Bangladesh introduced restrictive measures to contain further spread of the virus, affecting free movement of people and goods. Further lockdowns have been imposed locally as new variants of the virus have spread.

Though demand of BEPZA fell during lockdown in July 2021, BPDB and REB bought low price electricity from UPGDCL as UPGDCL electricity price is lower for them. So, there was no material impact of ("COVID-19") in UPGDCL during the reporting period as well as after the reporting period.

On the other hand the demand for electricity by BPDB fell during these restrictions, given that a large portion of the Company's revenue is capacity payment and the fuel payment is a pass-through, the Company's gross profit was not significantly impacted of UAnPL, UJPL and UAEL during the reporting period as well as after the reporting period. The Directors continue to monitor the spread of the virus and impact it may have on the Company's operations going forward.

There are no other events identified after the date of the statement of financial position which require adjustment or disclosure in the accompanying financial statements.

56 **Going concern**

The Group has adequate resources to continue in operation for the foreseeable future. For this reason, the management continues to adopt going concern basis in preparing the financial statements. The current resources of the Group provide sufficient fund to meet the present requirements of its existing business.

57 **Basis of measurement**

The consolidated financial statements have been prepared on historical cost basis except inventories which is measured at lower of cost and net realisable value on each reporting date.

58 **Significant accounting policies**

The Group has consistently applied the following accounting policies to all periods presented in these financial statements.

Set out below is an index of the significant accounting policies, the details of which are available on the current and following pages:

- A Basis of consolidated financial statements
- B Property, plant and equipment
- C Inventories
- D Financial instruments
- E Impairment
- F Revenue
- G Provisions

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

H	Contingencies
I	Foreign currency
J	Income tax
K	Employee benefit
L	Statement of cash flows
M	Finance income and finance expenses
N	Advances, deposits and prepayments
O	Share capital
P	Earnings per share
Q	Dividends
R	Materiality and aggregation
S	Leases

A Basis of consolidated financial statements

The consolidated financial statements comprise the consolidated financial position and the consolidated results of operation of United Power Generation and Distribution Company Ltd. (the "Company") and its subsidiaries United Energy Ltd., United Ashuganj Energy Ltd., Leviathan Global BD Ltd., United Anwara Power Limited, United Jamalpur Power Limited (collectively referred to as the 'Group').

Subsidiary is an enterprise controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities. In assessing control, potential voting rights that are presently exercisable are taken into account. The results of operations and total assets and liabilities of the subsidiary are included in the consolidated financial statements on a line by-line basis and the interest of non-controlling shareholders, if any, in results and net assets of the subsidiary are stated separately. The financial statements of the subsidiary are included in consolidated financial statement of the Group from the date of control achieved until the date of control ceased. The consolidated financial statements have been prepared in accordance with International Accounting Standard (IAS)- 27 "Separate Financial Statements" and International Financial Reporting Standard (IFRS)- 10: "Consolidated Financial Statements".

Name of subsidiaries	% of controlling interest	% of non- controlling interest
United Energy Ltd	99	1
United Ashuganj Energy Ltd	91.49	8.51
Leviathan Global BD Ltd.	75	25
United Anwara Power Limited	99	1
United Jamalpur Power Limited	99	1

United Power Generation & Distribution Company Ltd. (UPGDCL) hold 99% Shares in each of United Energy Ltd. (UEL), United Anwara Power Ltd. (UANPL) United Jamalpur Power Ltd. (UJPL) and 75% Shares in Leviathan Global BD Ltd. (LGBD). Moreover UEL hold 92.41% Shares of United Ashuganj Energy Ltd. (UAEL) which is effectively owned by UPGDCL of 91.49% Shares in UAEL.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group. Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

ii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions are eliminated in preparing consolidated financial statements. Unrealised gains arising from transactions with equity accounted investees (that means in any company wherein UPGDCL has made investments, if any) are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. However, on 31 March 2021, there are no such investments.

B Property, plant and equipment**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 CONSOLIDATED FINANCIAL STATEMENTS *(continued)***Subsequent costs**

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 Group and its cost can be measured reliably. The costs of the day-to-day servicing of property, plant and equipment are recognised in the statement of comprehensive income as incurred.

Depreciation

- i) Property, plant and equipment is stated at cost less accumulated depreciation. All property, plant and equipment have been depreciated on straight line method.
- ii) In respect of addition to fixed assets, full depreciation is charged in the month of addition irrespective of date of purchase in that month and no depreciation is charged in the month of disposal/retirement. 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.

Considering the estimated useful life of the assets, the rates of depreciation are as follows:

	%
Plant and machinery	3.33 - 8.33
Gas line	2 - 8.33
Building and civil construction	3.33 - 8.33
Office equipment	10 - 15
Furniture and fixture	10
Motor vehicle	10

Retirements 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 and other comprehensive income.

C Inventories

Inventories consisting mainly of spare parts, lube oil and chemicals are valued at lower of cost and net realisable value. Net realisable 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. Costs of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Cost of inventories is determined by using weighted average cost method.

When inventories are consumed, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

D 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.

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii. Classification and subsequent measurement**Financial assets**

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment:

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management; the risks that affect the performance of the business model (and the financial assets held within the business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Assessment whether contractual cash flows are Solely Payments of Principal and Interest (SPPI)

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***Financial assets – Subsequent measurement and gains and losses**

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial assets include cash and cash equivalents, trade and other receivables and receivable from related parties.

(a) Cash and cash equivalents

Cash and cash equivalents comprise of cash balances and all cash deposits with maturities of three months or less that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

(b) Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

iii. Financial liability

All financial liabilities are recognised initially on the transaction date at which the Group becomes a party to the contractual provisions of the liability.

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

Financial liabilities include trade and other payables, related party payables, borrowings, accrued expenses etc.

(a) Trade and other payables

The Group recognises trade and related party payables 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 benefit.

(b) Loans and borrowings

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

(c) Accrued expenses

Accrued expenses represent various operating expenses that are due at the reporting date which are initially measured at fair value.

E Impairment**Financial assets**

Financial assets are assessed at each reporting date to determine whether there is any objective evidence of impairment. Financial assets are impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Non financial asset

An asset is impaired when its carrying amount exceeds its recoverable amount. The Group assesses yearly whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Carrying amount of the asset is reduced to its recoverable amount by recognising an impairment loss, if and only the recoverable amount of the asset is less than its carrying amount. Impairment loss is recognised immediately in the statement of comprehensive income.

F Revenue

Revenue is recognised, upon supply of electricity, quantum of which is determined by survey of meter reading. It excludes value added tax and other government levies, on the basis of net units of energy generated and transmitted to the authorised customer's transmission systems and invoiced on a monthly basis upon transmission to the customers. Revenue is valued using rates in effect when service is provided to customers.

G Provisions

A provision is recognised in the statement of financial position when the Group has a present obligation (legal or constructive) as 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. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and the risks specific to the liability.

H Contingencies

Contingencies arising from claims, litigation, assessment, fine, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

(i) 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.

Contingent liability should not be recognised in the financial statements, but may require disclosure. A provision should be recognised in the period in which the recognition criteria of provision have been met.

(ii) Contingent asset

Contingent asset is a possible 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 must 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.

I Foreign currency

Foreign currency transactions are translated into BDT/Taka at the exchange rates prevailing on the date of transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate prevailing at the reporting date.

Foreign currency denominated non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates prevailing at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

J Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Power generation companies in the Group are given tax exemptions for certain years beginning with the month of Commercial Date of Operation ("COD"). The summary of tax exemptions for the power plants operated in the Group are as below:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

Entity	Plant	Tax provision status	Period	Expiry
UPGDCL	82 MW plant at DEPZ	Tax exemption on all income	15 years	2023
	72 MW plant at CEPZ	Tax exemption on all income	15 years	2024
UEL	53 MW plant at Ashuganj	Tax exemption on business income	8 years	2019
	28 MW plant at Sylhet	Tax exemption on business income	15 years	2028
UAEL	195 MW plant at Ashuganj	Tax exemption on business income	15 years	2030
UAnPL	300 MW plant at Anwara	Tax exemption on business income	15 years	2034
UJPL	115 MW plant at Jamalpur	Tax exemption on business income	15 years	2034

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; an
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset only if certain criteria are met.

As of 30 June 2021, the Company's power plant operated under tax exemption regime. It has examined the precedent of tax assessment completed of a power generation company for the year when its tax exemption ended, which shows accounting depreciation charge to be equal to the tax depreciation charge, implying that there were no temporary differences between accounting net book value and tax written down value of property, plant and equipment at that point in time. On this basis, in the preparation of these financial statements, the Company has not considered any deferred tax relating to property, plant and equipment as the Company is still under tax exemption as at the reporting date.

K Employee benefit

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 it also needs to be distributed within 9 months of the statement of financial position date. Operation and maintenance (O&M) activities of the Group are managed by employees of United Engineering and Power Services Limited under an O&M contract. Therefore, the provision of WPPF is not applicable for the Group.

L Statement of cash flows

Statement of cash flows has been prepared in accordance with the IAS 7: Statement of cash flows under the direct method.

M Finance income and finance expenses

Finance income comprises interest on financial deposits with banks and loans made to related parties. Finance income is recognised on an accrual basis and shown under statement of profit or loss and other comprehensive income. The Group's finance cost includes interest expense which is recognised at amortised cost.

N Advances, deposits and prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads.

Deposits are measured at payment value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to statement of profit or loss and other comprehensive income.

O Share capital

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction are accounted for in accordance with IAS 12.

P Earnings per share

The Company represents earnings per share (EPS) data for its ordinary shares. EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Group by the weighted average number of ordinary shares outstanding during the period.

Q Dividends

Final dividend distributions to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders at the annual general meeting, while interim dividend distributions are recognised in the period in which the dividends are declared and paid.

R Materiality and aggregation

Each material class of similar items is presented separately in the financial statements. Items of dissimilar nature or function are presented separately unless they are immaterial.

S Leases

i) The Company as a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. Lease payments included in the measurement of the lease liability comprise the following:

- i. fixed payments, including in-substance fixed payments;
- ii. variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- iii. amounts expected to be payable under a residual value guarantee; and
- iv. the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in property, plant and equipment and lease liabilities separately in the statement of financial position

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)***Short-term leases and leases of low-value assets**

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

ii) The Company as a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand alone prices.


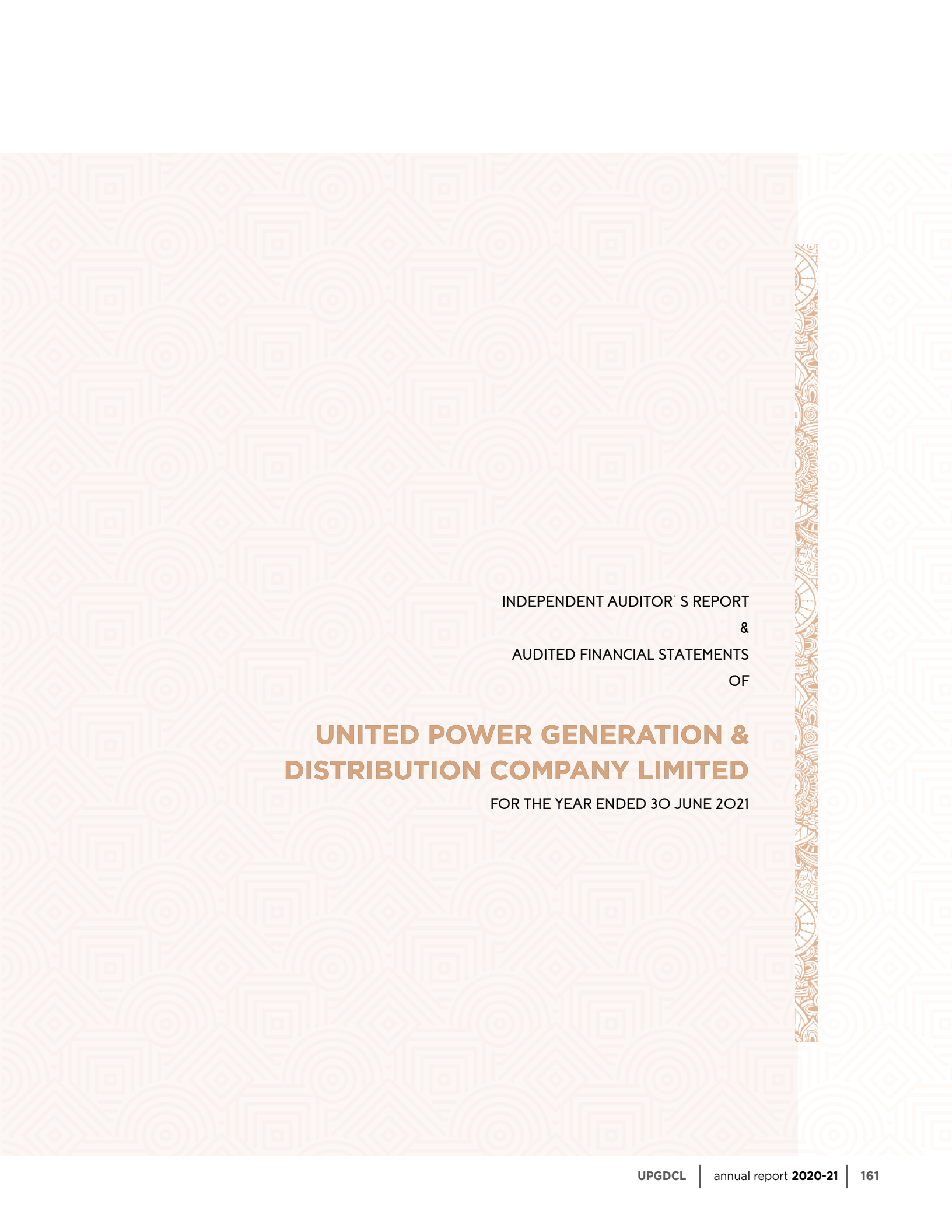
When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

If an arrangement contains lease and non-lease components, then the Group applies IFRS 15 to allocate the consideration in the contract.

The Group recognises lease payments received under operating leases as income on a straight line basis over the lease term as part of 'capacity revenue'.

59 Name of auditors of the Group companies

Name of subsidiary	Status	Name of auditors
United Energy Ltd	Subsidiary	Hoda Vasi Chowdhury & Co.
United Ashuganj Energy Ltd	Subsidiary	Rahman Rahman Huq
Leviathan Global BD Ltd.	Subsidiary	Hoda Vasi Chowdhury & Co.
United Anwara Power Limited	Subsidiary	Hoda Vasi Chowdhury & Co.
United Jamalpur Power Limited	Subsidiary	Hussain Farhad & Co.



INDEPENDENT AUDITOR' S REPORT
&
AUDITED FINANCIAL STATEMENTS
OF

**UNITED POWER GENERATION &
DISTRIBUTION COMPANY LIMITED**

FOR THE YEAR ENDED 30 JUNE 2021

INDEPENDENT AUDITOR'S REPORT

To the shareholders of United Power Generation & Distribution Company Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of United Power Generation & Distribution Company Ltd. ("the Company"), which comprise the statement of financial position as at 30 June 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below our description of how our audit addressed the matter is provided in that context.

1. Revenue recognition

See note 50 (E) and 24 to the financial statements

Description of key audit matters	How the matters were addressed in our audit
<p>Revenue recognition and provision for customer receivables are key areas of judgement, particularly in relation to:</p> <ul style="list-style-type: none">energy revenue is made based on the survey of the meter reading. The customer (or government authority) verifies the electrical energy output through physical inspection of meter and/or review of relevant reports generated from the meter. Upon agreement by both parties, the electrical energy delivered for the month is evidenced by the approvals of the professional engineers representing the Company and the customer. The meter is calibrated and certified by independent professional engineers on a regular basis; andidentify conflicting issues relating to billing and assessing whether there is little prospect cash will be received for revenue that has been billed;	<p>Our audit procedures included:</p> <ul style="list-style-type: none">assessing whether revenue recognition policies are applied through comparison with relevant accounting standards and industry practice;testing the Company's controls over revenue recognition;re-calculate the invoice amount as per Power Purchase Agreement (PPA);assessing the assumptions used to calculate the metered accrued income by ensuring that inputs used to the calculation have been derived appropriately;assessing the Company's disclosures of its revenue recognition, including the estimation and uncertainty involved in recording revenue; anddiscussed with the management regarding the treatment for revenue recognition policy of the Company.

INDEPENDENT AUDITOR'S REPORT

To the shareholders of United Power Generation & Distribution Company Limited

2. Additional charges claimed by the gas suppliers to the Company

See note 41.2 to the financial statements

Description of key audit matters	How the matters were addressed in our audit
<p>Based on a decision of the Ministry of Power, Energy and Mineral Resources with regard to gas rates applicable for gas based power plants, the gas suppliers of the Company have claimed additional amounts of BDT 2,815,279,689 and BDT 491,063,484 for Dhaka Export Processing Zone (DEPZ) and Chittagong Export Processing Zone (CEPZ) plants, respectively.</p> <p>The Company initiated legal proceedings against this decision. Outcome of this litigation inherently affects the amount and timing of potential cash outflows. The matter being sub judicial outcome cannot be predict with certainty. However, Legal Advisor of the company opined about positive grounds favouring the company.</p>	<p>Our substantive procedures in this area included:</p> <ul style="list-style-type: none">• reviewing of legal documents pertaining to the case.• inquiry with management regarding probable outcome of the case.• obtaining legal opinion from the Company's external legal counsel with regard to the outcome of the case.• reviewing contingent liability disclosures.

Other Information included in the Company's June 30, 2021 Annual Report

Management is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- ◆ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- ◆ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

INDEPENDENT AUDITOR'S REPORT

To the shareholders of United Power Generation & Distribution Company Limited

- ◆ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ◆ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994 and the Securities and Exchange Rules 1987, we also report the following:

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

A. Qasem & Co.
Chartered Accountants
RJSC Registration No.: 2-PC7202



Mohammad Motaleb Hossain FCA

Partner
Enrolment Number: 0950
DVC: 2110280950AS205587

Dhaka, 27 October 2021

STATEMENT OF FINANCIAL POSITION

In Taka	Note	As at	
		30 June 2021	30 June 2020
Assets			
Property, plant and equipment	5	7,765,391,289	8,021,031,738
Right of use assets	6	23,284,320	24,747,212
Investment in subsidiary	7	5,317,935,192	3,297,000
Non-current assets		13,106,610,801	8,049,075,950
Inventories	8	733,416,780	734,840,489
Trade and other receivables	9	1,148,461,551	1,407,646,707
Advances, deposits and prepayments	10	73,463,821	71,814,584
Investment in marketable securities	11	151,883,809	92,817,221
Receivable from related parties	12	13,750,829,655	5,176,876,020
Cash and cash equivalents	13	540,731,531	323,879,180
Current assets		16,398,787,147	7,807,874,201
Total assets		29,505,397,948	15,856,950,151
Equity			
Share capital	14	5,796,952,700	5,269,957,000
Share premium	15	2,046,000,000	2,046,000,000
Retained earnings	16	21,162,493,545	8,305,986,678
Total equity		29,005,446,245	15,621,943,678
Liabilities			
Security money received	17	700,000	700,000
Land lease Liability- Non-current portion	18	23,489,811	24,449,893
Non-current liabilities		24,189,811	25,149,893
Trade and other payables	19	163,966,596	147,446,988
Accrued expenses	20	24,287,675	18,178,856
Unclaimed dividend	21	13,155,151	9,676,552
Payable to related parties	22	272,751,968	33,648,445
Land lease Liability- Current portion	18	960,083	905,739
Provision for taxation	23	640,419	-
Current liabilities		475,761,892	209,856,580
Total liabilities		499,951,703	235,006,473
Total equity and liabilities		29,505,397,948	15,856,950,151
Net asset value per share	32	50.04	26.95

The annexed notes 1 to 50 form an integral part of these financial statements.
As per our report of same date

A. Qasem & Co.
Chartered Accountants
RJSC Registration No.: 2-PC7202



Mohammad Motaleb Hossain FCA
Partner
Enrolment Number: 0950

Dhaka, 27 October 2021



Moinuddin Hasan Rashid
Managing Director



Professor Mohammad Musa, PhD.
Director



Badrul Haque Khan, FCA
Company Secretary

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

In Taka	Note	For the year ended	
		30 June 2021	30 June 2020
Revenue	24	6,764,777,909	6,223,160,052
Cost of sales	25	(2,368,312,092)	(2,328,672,071)
Gross profit		4,396,465,817	3,894,487,981
Other operating income	26	16,310,409,668	3,948,448
General and administrative expenses	27	(67,774,889)	(54,937,223)
Operating profit		20,639,100,596	3,843,499,206
Finance income	28	388,482,386	508,260,780
Finance charge	29	(1,468,565)	(1,519,833)
Profit before tax		21,026,114,417	4,350,240,153
Income tax expenses	30	(1,174,200)	(1,473,234)
Profit after tax		21,024,940,217	4,348,766,919
Other comprehensive income		-	-
Total comprehensive income		21,024,940,217	4,348,766,919
Basic Earnings per share (EPS) Tk.	31	36.27	7.50

The annexed notes 1 to 50 form an integral part of these financial statements.

As per our report of same date

A. Qasem & Co.
Chartered Accountants
RJSC Registration No.: 2-PC7202



Mohammad Motaleb Hossain FCA
Partner
Enrolment Number: 0950

Dhaka, 27 October 2021



Moinuddin Hasan Rashid
Managing Director



Professor Mohammad Musa, PhD.
Director




Badrul Haque Khan, FCA
Company Secretary

STATEMENT OF CHANGES IN EQUITY

In Taka	For the Year ended 30 June 2021			
	Share capital	Share premium	Retained earnings	Tota equity
Balance at 1 July 2020	5,269,957,000	2,046,000,000	8,305,986,678	15,621,943,678
Total comprehensive income				
Profit or the year	-	-	21,024,940,217	21,024,940,217
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	21,024,940,217	21,024,940,217
Transactions with owners of the Company				
Contributions and distributions				
Issue of bonus shares	526,995,700	-	(526,995,700)	-
Cash dividend	-	-	(7,641,437,650)	(7,641,437,650)
Total transactions with owners of the Company	526,995,700	-	(8,168,433,350)	(7,641,437,650)
Balance at 30 June 2021	5,796,952,700	2,046,000,000	21,162,493,545	29,005,446,245
In Taka	For the Year ended 30 June 2020			
	Share capital	Share premium	Retained earnings	Tota equity
Balance at 1 July 2019	4,790,870,000	2,046,000,000	10,664,437,759	17,501,307,759
Total comprehensive income				
Profit or the year	-	-	4,348,766,919	4,348,766,919
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	4,348,766,919	4,348,766,919
Transactions with owners of the Company				
Contributions and distributions				
Issue of bonus shares	479,087,000	-	(479,087,000)	-
Cash dividend	-	-	(6,228,131,000)	(6,228,131,000)
Total transactions with owners of the Company	479,087,000	-	(6,707,218,000)	(6,228,131,000)
Balance at 30 June 2020	5,269,957,000	2,046,000,000	8,305,986,678	15,621,943,678
Notes	14	15	16	

The annexed notes 1 to 50 form an integral part of these financial statements.


Badru Haque Khan, FCA
 Company Secretary


Professor Mohammad Musa, PhD.
 Director


Moinuddin Hasan Rashid
 Managing Director

STATEMENT OF CASH FLOWS

In Taka	Note	For the year ended	
		30 June 2021	30 June 2020
Cash flows from operating activities			
Cash received from customers		7,026,082,368	6,003,014,356
Cash received from other income	26	95,008,669	39,724,530
Cash paid to suppliers and others		(2,039,288,987)	(2,253,640,442)
Finance charge paid	29	(1,468,565)	(1,519,833)
Income tax paid	23	(533,781)	(665,073)
Net cash generated from operating activities		5,079,799,705	3,786,913,538
Cash flows from investing activities			
Acquisition of property, plant and equipment	5	(288,939,918)	(141,827,724)
Investment in subsidiary company		(5,314,638,192)	(3,000,000)
Cash received from/(paid for) related party loan		(7,955,504,454)	1,857,076,496
Insurance claim received on disposal of fixed assets		-	41,503,257
Dividend from subsidiary company	26.1	16,335,000,000	-
Net cash flows from/(used in) investing activities		2,775,917,435	1,753,752,029
Cash flows from financing activities			
Dividend paid	16	(7,637,959,051)	(6,225,803,409)
Land lease payment	18	(905,738)	(854,470)
Net cash used in financing activities		(7,638,864,789)	(6,226,657,879)
Net (decrease)/increase in cash and cash equivalents		216,852,351	(685,992,312)
Opening Cash and cash equivalents	13	323,879,180	1,009,871,492
Cash and cash equivalents		540,731,531	323,879,180
Net operating cash flow per share (Basic)	33	8.76	6.53

The annexed notes 1 to 50 form an integral part of these financial statements.



Badrul Haque Khan, FCA
Company Secretary



Professor Mohammad Musa, PhD.
Director



Moinuddin Hasan Rashid
Managing Director

1 Reporting entity

1.1 Company profile

"United Power Generation & Distribution Company Ltd. (UPGDCL) (hereinafter referred to as "the Company"), a public limited company, was incorporated in Bangladesh on 15 January 2007 under the Companies Act (#18) 1994 under registration no. C-65291(2783)/07 with its corporate office at United House, Madani Avenue, United City, 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 on 22 December 2010.

The Company is listed with Dhaka Stock Exchange Limited (DSE) and Chattogram Stock Exchange Limited (CSE)."

1.2 Nature of the business

The principal activity of the Company is to generate electricity by gas fired power plants, at Dhaka Export Processing Zone (DEPZ) with 82 MW capacity and Chattogram Export Processing Zone (CEPZ) with 72 MW capacity and to sell electricity to the export processing industries located inside DEPZ and CEPZ with the provision of selling surplus power outside the Export Processing Zones (EPZs) after fulfilling their requirement. The Company is also supplying electricity to Dhaka PBS-1 of Bangladesh Rural Electrification Board (BREB), Bangladesh Power Development Board (BPDB), Karnaphuli Export Processing Zone (KEPZ) and other private sector companies.

1.3 Power plant

The natural gas fired power plants of Dhaka EPZ and Chattogram EPZ consist of Wartsila and Rolls Royce engine generators with 30 years expected useful life, which form the major part of the power generation companies.

DEPZ power plant came into commercial operation on 26 December 2008 with a capacity of 41 MW at DEPZ premises. In 2013, the Company increased its capacity from 41 MW to 86 MW and installed 2 heat recovery boilers to produce 8 ton/h of steam for sale to other customers. At DEPZ, there are four gas fired engines with a capacity of 8.73 MW each, five gas fired engines with a capacity of 9.34 MW each and two gas fired engines with a capacity of 2 MW each for generation of electricity. In 2021, the company dispose two gas fired MTU engines with a capacity of 2 MW each for generation of electricity. At present total install capacity of DEPZ power plant is 82 MW.

CEPZ power plant came into commercial operation on 12 August 2009 with a capacity of 44 MW at CEPZ premises. In 2013, the Company increased its capacity from 44 MW to 72 MW and installed 3 heat recovery boilers to produce 12 ton/h of steam for sale to other customers. At CEPZ, there are five gas fired engines with a capacity of 8.73 MW each and three gas fired engines with a capacity of 9.34 MW each.

Gas Line : Dhaka EPZ and Chattogram EPZ power plant

According to Power Supply Agreement, dated 6 May 2007 and 16 May 2007, Bangladesh Export Processing Zone Authority (BEPZA) at their own cost, was to 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 Karnaphuli Gas Distribution Company Limited (formerly known as Bakhrabad Gas System Limited). BEPZA was to maintain such gas connection until the expiry of a period of 50 years unless extended or terminated earlier. Although both parties agreed upon this arrangement, the Company established the gas line back on 17 November 2008 at its own cost due to lack of initiative by BEPZA in this regard.

For the DEPZ plant, the initial contract was for 6.91 (million cubic feet per day) MMCFD. Subsequently, additional allocation of 9 MMCFD gas was given by Titas Gas Transmission & Distribution Company Limited for further capacity enhancement. Thus total contract load is 15.91 MMCFD.

For the 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.

1.4 Investment in subsidiaries

On 13 November 2018, the Board of Directors of the Company resolved to acquire 99% ordinary shares of United Energy Ltd (UEL) at face value. UEL is a power generation company established under the Private Sector Power Generation Policy of Bangladesh. It operates two power plants, a 53 MW plant at Ashuganj and a 28 MW plant at Sylhet, respectively.

UEL also holds 92.41% ordinary shares of United Ashuganj Energy Ltd (UAEL), a power generation company established under Public Private Partnership (PPP). It operates a 195 MW plant located at Ashuganj, Brahmanbaria.

On 22 June 2019, the Board of Directors of the Company resolved to acquire 75% shares (300,000 shares at face value of Tk. 10 each) of Leviathan Global BD Ltd. (LGBDL) from United Enterprises & Co. Ltd. (UECL). A share transfer agreement was also signed on the same date stating the acquisition to be effective from 1 July 2019. LGBDL is a 50 MW IPP gas fired power plant built under joint venture between Leviathan Global Corporation, USA and UECL. The plant is located at KEPZ in Chattogram and will be operated under an agreement with BEPZA with a contract period of 30 years (extendable for a further 30 years) which is expected to be operational by December 2021.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

On 15 September 2020, the Board of Directors of the Company, resolved to acquire 99% shares (9,900,000 shares) of United Anwara Power Limited (UANPL) from Sponsor Shareholders at Net Asset Value based on audited Financial Statements as at 30 June 2020. A share transfer agreement was also signed on the same date stating the acquisition to be effective from 1 July 2020. UANPL is a 300 MW IPP HFO fired power plant, located at Anwara, Chattogram for a period of 15 years which came into Commercial Operation on 22 June 2019. The principal activity of the company is to generate electricity to sell such generated electricity to Bangladesh Power Development board (BPDB) under a Power Purchase Agreement (PPA).

On 15 September 2020, the Board of Directors of the Company also resolved to acquire 99% shares (9,900,000 shares) of United Jamalpur Power Limited (UJPL) from Sponsor Shareholders at Net Asset Value based on audited Financial Statements as at 30 June 2020. A share transfer agreement was also signed on the same date stating the acquisition to be effective from 1 July 2020. UJPL is a 115 MW IPP HFO fired power plant, located at Jamalpur, for a period of 15 years which came into commercial operation on 21 February 2019. The principal activity of the company is to generate electricity to sell such generated electricity to Bangladesh Power Development board (BPDB) under a Power Purchase Agreement (PPA).

Please see Note 7.

1.5 **Expiry of Contract for Supply of Electricity on Rental Basis**

On 22 June 2019, the Contract for Supply of Electricity on Rental Basis between Bangladesh Power Development Board (BPDB) and United Energy Ltd relating to its 53 MW plant expired. Prior to the expiry, on 4 August 2018 the Company filed an application with BPDB for a 5 year extension of the contract.

Negotiations for extension of the contract with BPDB are under process and management believes that BPDB will agree to the extension. No electricity is being demanded from the plant by BPDB in the meantime. Necessary market disclosures in this regard were given by the Company on 23 June 2019. Matter is under active negotiation.

2 **Basis of accounting**

2.1 **Statement of compliance**

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs), Companies Act 1994, the Securities and Exchange Rules 1987 and other applicable laws and regulations.

Details of the Company's accounting policies are included in Note 50.

2.2 **Date of authorisation**

The financial statements were authorised for issue by the Board of Directors on 27 October 2021.

2.3 **Reporting period**

The reporting period of the Company covers from 1 July to 30 June and it is followed consistently.

3 **Functional and presentation currency**

These financial statements have been presented in Bangladeshi Taka (Taka/Tk/BDT), which is both the functional and presentation currency of the Company. All financial information presented in Taka have been rounded off to the nearest integer, unless otherwise indicated.

4 **Use of estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

4.1 Assumptions and estimation uncertainties

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statement is included in the following notes:

Note 5 and Note 50A	Property, plant and equipment
Note 8 and 50B	Inventories
Note 39, 41, and 50G	Contingent assets and Contingent liabilities

When measuring the fair value of an asset or a liability, the Company uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: inputs other than quoted prices included in Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3: inputs for the asset or liability that are not based on observable market data.

The Company, on regular basis, reviews the inputs and valuation judgements used in measurement of fair value and recognises transfers between level of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

NOTES TO THE FINANCIAL STATEMENTS (continued)

5 Property, plant and equipment

See accounting policy in Note 50A

Reconciliation of carrying amount

<i>In Taka</i>	Plant and machinery	Gas line	Office equipment	Furniture and fi ture	Motor vehicle	Total
Cost						
Balance at 1 July 2020	10,513,086,214	354,286,635	11,583,530	3,102,923	62,493,836	10,944,553,138
Additions	293,574,200	-	901,711	36,975	578,854	295,091,739
Disposals/transfers	(314,601,128)	-	-	-	-	(314,601,128)
Balance at 30 June 2021	10,492,059,285	354,286,635	12,485,241	3,139,898	63,072,690	10,925,043,749
Balance at 1 July 2019	10,421,132,793	352,876,102	11,284,359	3,079,220	62,493,836	10,850,866,310
Additions	140,094,317	1,410,533	299,171	23,703	-	141,827,724
Disposals/transfers	(48,140,896)	-	-	-	-	(48,140,896)
Balance at 30 June 2020	10,513,086,214	354,286,635	11,583,530	3,102,923	62,493,836	10,944,553,137
Accumulated depreciation						
Balance at 1 July 2020	2,825,365,075	58,735,016	11,131,824	1,819,952	26,469,533	2,923,521,399
Depreciation for the year	345,623,704	7,085,733	182,447	283,763	5,723,024	358,898,671
Adjustment for disposals/transfers	(122,767,610)	-	-	-	-	(122,767,610)
Balance at 30 June 2021	3,048,221,169	65,820,749	11,314,271	2,103,715	32,192,557	3,159,652,460
Balance at 1 July 2019	2,493,994,151	51,668,090	10,977,794	1,517,354	20,645,375	2,578,802,764
Depreciation for the year	347,669,024	7,066,926	154,030	302,597	5,824,158	361,016,735
Adjustment for disposals/transfers	(16,298,100)	-	-	-	-	(16,298,100)
Balance at 30 June 2020	2,825,365,075	58,735,016	11,131,824	1,819,952	26,469,533	2,923,521,399
Carrying amounts						
At 30 June 2021	7,443,838,116	288,465,886	1,170,970	1,036,183	30,880,133	7,765,391,289
At 30 June 2020	7,687,721,139	295,551,619	451,706	1,282,971	36,024,303	8,021,031,738

a) Allocation of depreciation

<i>In Taka</i>	<i>Note</i>	2021	2020
Cost of sales	25.1	355,309,684	357,406,568
General and administrative expenses	27	3,588,987	3,610,167
		358,898,671	361,016,735

b) Basis of allocation

99% of total depreciation cost charged to cost of sales. Remaining 1% of total depreciation cost charged to the general and administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS (continued)

6 Right of Use Assets

See accounting policy in Note 50Q

<i>In Taka</i>	2021	2020
Cost		
Balance as at 01 July 2020	26,210,102	-
Additions	-	26,210,102
Disposals	-	-
Balance as at 30 June	26,210,102	26,210,102
Accumulated amortisation		
Balance as at 01 July 2020	1,462,890	-
Amortisation for the year	1,462,892	1,462,890
Adjustment for disposal/transfers	-	-
Balance as at 30 June	2,925,782	1,462,890
Carrying amounts		
Balance as at 30 June	23,284,320	24,747,212

Depreciation on right of use asset (land) has been charged to cost of sales.

7 Investment in subsidiary

<i>In Taka</i>	2021	2020
United Energy Ltd.	297,000	297,000
Leviathan Global BD Ltd.	3,000,000	3,000,000
United Anwara Power Limited	3,334,877,715	-
United Jamalpur Power Limited	1,979,760,477	-
	5,317,935,192	3,297,000

8 Inventories

See accounting policy in Note 50B

<i>In Taka</i>	<i>Note</i>	2021	2020
Spare parts	8.1	697,213,667	603,771,077
Lube oil and chemicals	8.1	12,362,084	20,906,529
Goods in transit		23,841,029	110,162,883
		733,416,780	734,840,489

8.1 Movement in inventories

<i>In Taka</i>	Spare parts	Lube oil and chemicals
Balance at 1 July 2020	603,771,077	20,906,529
Addition during the year	460,286,220	40,882,269
Loan/Transfer during the year	(12,162,333)	49,153
Consumption during the year	(354,681,298)	(49,475,867)
Balance at 30 June 2021	697,213,667	12,362,084
Balance at 1 July 2019	457,117,013	8,619,479
Addition during the year	509,768,425	54,907,753
Transfer during the year	9,781,993	-
Consumption during the year	(372,896,354)	(42,620,704)
Balance at 30 June 2020	603,771,077	20,906,529

NOTES TO THE FINANCIAL STATEMENTS (continued)

9 Trade and other receivables

See accounting policy in Note 50C

<i>In Taka</i>	<i>Note</i>	2021	2020
Trade receivables	9.1	1,141,745,643	1,403,050,102
Other receivables	9.2	6,715,908	4,596,605
		1,148,461,551	1,407,646,707

9.1 Trade receivables

<i>In Taka</i>	2021	2020
Bangladesh Rural Electrification Board (BREB)	215,069,206	231,669,177
Bangladesh Power Development Board (BPDB)	240,439,473	478,612,516
Bangladesh Export Processing Zone Authority (BEPZA)	415,417,053	386,377,099
Other private customers	270,819,911	306,391,310
	1,141,745,643	1,403,050,102

9.2 Other receivables

<i>In Taka</i>	2021	2020
Wartsila Bangladesh Ltd	4,891,198	4,401,754
Bergen Engine BD (Pvt.) Ltd	445,298	-
ABB Ltd.	936,609	-
Weber Power Solution Ltd.	109,641	109,641
EVP Chittagong Ltd.	333,162	85,210
	6,715,908	4,596,605

9.3 Out of the total receivable from BREB, an amount of BDT 177,171,835 for the period from 2009 to 2012 was under arbitration in Bangladesh Energy Regulatory Commission (BERC) for determination. In May 2018, the arbitration panel awarded in favor of BREB. The Company has filed a writ petition with the Honorable High Court Division of the Supreme Court of Bangladesh against the arbitration award as management continues to believe the amount is recoverable. This is supported by external legal opinion.

9.4 Out of the total receivable from BPDB, an amount of BDT 128,900,233 is disputed by BPDB dating back to the period 2009 to 2012. The Company will pursue this amount upon satisfactory resolution of the above matter, but is confident of recovery.

10 Advances, deposits and prepayments

See accounting policy in Note 50M

<i>In Taka</i>	<i>Note</i>	2021	2020
Advance	10.1	38,677,170	37,777,775
Deposits	10.2	24,911,344	24,911,344
Prepayments	10.3	9,875,307	9,125,465
		73,463,821	71,814,584

10.1 Advances

<i>In Taka</i>	2021	2020
Advance against expenses	37,363,704	37,000,711
Advance against LC charges	1,313,465	277,064
Advance against salary and allowances	-	500,000
	38,677,170	37,777,775

NOTES TO THE FINANCIAL STATEMENTS (continued)

10.2 Deposits

<i>In Taka</i>	2021	2020
Karnaphuli Gas Distribution Company Limited	17,448,825	17,448,825
Bank guarantee margin	5,850,000	5,850,000
Bangladesh Export Processing Zone Authority (BEPZA)	1,112,519	1,112,519
Central Depository Bangladesh Limited	500,000	500,000
	24,911,344	24,911,344

10.3 Prepayments

<i>In Taka</i>	2021	2020
Insurance premium	8,746,651	8,746,667
BERC license fees	1,128,656	378,798
	9,875,307	9,125,465

11 Investment in marketable securities

See accounting policy in Note 50C

<i>In Taka</i>	<i>Note</i>	2021	2020
Cash available for share purchase		123,614	789,680
Financial assets classified as fair value through profit and loss	11.1	151,760,195	92,027,541
		151,883,809	92,817,221

11.1 Financial assets classified as fair value through profit and loss

Name of the Company	No. of shares	Rate per share	Market value at 30 June 2021	Cost price	Changes in fair value	Market value at 30 June 2020
BATBC	90,000	539.10	48,519,000	48,658,662	(139,662)	-
BERGERPBL	5,000	1,759.50	8,797,500	8,672,362	125,138	-
BXPHERMA	250,000	177.30	44,325,000	45,744,243	(1,419,243)	-
IDLC	100,000	59.90	5,990,000	6,174,600	(184,600)	-
Olympic Industries Ltd.	10,000	170.00	1,700,000	1,746,352	(46,352)	4,209,205
Renata Ltd.	20,000	1,319.70	26,394,000	25,632,383	761,617	14,366,800
Shahjalal Islami Bank Limited	797,746	20.10	16,034,695	18,065,677	(2,030,982)	13,892,736
BEXIMCO	100,000	69.20	-	-	-	6,920,000
Square Pharmaceuticals Ltd	65,000	172.50	-	-	-	11,212,500
Glaxosmith Ltd.	5,500	2,186.60	-	-	-	12,026,300
Singer BD Ltd	150,000	147.00	-	-	-	22,050,000
Pioneer Insurance Ltd.	250,000	29.40	-	-	-	7,350,000
			151,760,195	154,694,278	(2,934,083)	92,027,541

12 Receivable from related parties

See accounting policy in Note 50C

<i>In Taka</i>	<i>Note</i>	2021	2020
United Mymensingh Power Ltd.		13,747,894,362	5,167,681,634
Inventory Receivable	12.1	2,935,293	9,194,386
		13,750,829,655	5,176,876,020

NOTES TO THE FINANCIAL STATEMENTS (continued)

12.1 Inventory Receivable

<i>In Taka</i>	2021	2020
United Mymensingh Power Ltd.	512,355	531,782
United Anwara Power Ltd	13,178	7,272,176
United Lube Oil Ltd	377,392	377,392
United Jamalpur Power Ltd	68,114	68,114
United Energy Ltd	1,964,254	944,922
	2,935,293	9,194,386

13 Cash and cash equivalents

See accounting policy in Note 50C

<i>In Taka</i>	<i>Note</i>	2021	2020
Cash in hand		214,526	140,534
Cash at bank	13.1	540,517,005	323,738,646
		540,731,531	323,879,180

13.1 Cash at bank

<i>In Taka</i>	2021	2020
Dutch Bangla Bank Limited	7,815,298	7,317,281
Dhaka Bank Limited	494,836,042	290,207,455
The Hongkong and Shanghai Banking Corporation Ltd	8,123,326	971,447
Brac Bank Limited	13,681,649	13,498,490
The City Bank Limited - Dividend distribution account	13,183,567	8,916,088
Brac Bank Limited - Dividend distribution account 2013 and 2014	1,446,847	1,398,487
Dhaka Bank Limited - Dividend distribution account 2017	1,079,961	1,072,191
Shahjalal Islami Bank Limited	27,104	32,624
Trust Bank Limited	222,913	223,753
Jamuna Bank Limited	20,629	21,319
Eastern Bank Limited	79,672	79,511
	540,517,005	323,738,646

14 Share capital

See accounting policy in Note 50N

<i>In Taka</i>	2021	2020
Authorised		
800,000,000 ordinary shares of Tk. 10 each	8,000,000,000	8,000,000,000
200,000,000 redeemable preference shares of Tk. 10 each	2,000,000,000	2,000,000,000
	10,000,000,000	10,000,000,000
Ordinary shares issued, subscribed and paid up		
Opening balance (526,995,700 ordinary shares of Tk. 10 each)	5,269,957,000	4,790,870,000
Bonus shares issued (52,699,570 ordinary shares of Tk. 10 each)	526,995,700	479,087,000
Closing balance (579,695,270 ordinary shares of Tk. 10 each)	5,796,952,700	5,269,957,000

NOTES TO THE FINANCIAL STATEMENTS (continued)

Particulars of shareholding

Name of shareholders	2021		2020	
	No. of shares	Value (Tk)	No. of shares	Value (Tk)
United Mymensingh Power Ltd	521,716,902	5,217,169,020	474,288,093	4,742,880,930
Investment Corporation of Bangladesh	16,178,079	161,780,790	14,395,360	143,953,600
General investors	41,800,289	418,002,890	38,312,247	383,122,470
	579,695,270	5,796,952,700	526,995,700	5,269,957,000

14.1 Percentage of shareholdings

Name of shareholders	2021	2020
United Mymensingh Power Ltd	90%	90%
Investment Corporation of Bangladesh	2.79%	2.73%
General investors	7.21%	7.27%
	100%	100%

14.2 Classification of shareholders by holding

Range of holding in number of shares	2021		2020	
	No. of shareholders	No. of shares	No. of shareholders	No. of shares
01 to 5000 shares	11,723	5,160,459	6,864	3,378,514
5,001 to 20,000 shares	446	4,353,958	332	3,066,727
20,001 to 50,000 shares	94	3,008,485	94	2,952,245
50,001 to 1,000,000 shares	101	18,670,495	80	16,610,169
1,000,001 to 10,000,000 shares	8	26,784,971	9	26,699,952
over 10,000,001 shares	1	521,716,902	1	474,288,093
	12,373	579,695,270	7,380	526,995,700

15 Share premium

In Taka	2021	2020
Share premium	2,046,000,000	2,046,000,000
	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.

16 Retained earnings

In Taka	2021	2020
Opening balance	8,305,986,678	10,664,437,759
Net profit or the year	21,024,940,217	4,348,766,919
	29,330,926,895	15,013,204,678
Stock dividend for the year 2018-19	-	(479,087,000)
Cash dividend for the year 2018-19	-	(6,228,131,000)
Stock dividend for the year 2019-20	(526,995,700)	-
Cash dividend for the year 2019-20	(7,641,437,650)	-
	21,162,493,545	8,305,986,678

NOTES TO THE FINANCIAL STATEMENTS (continued)

17 Security money received

See accounting policy in Note 50C

<i>In Taka</i>	2021	2020
Lilac Fashion Wear Ltd	700,000	700,000
	700,000	700,000

Security deposit received comprises of an amount equal to two months minimum charge received from Lilac Fashion Wear Ltd.

18 Land lease Liability

See accounting policy in Note 50Q

<i>In Taka</i>	2021	2020
Balance as at 01 July	25,355,632	-
Add: Addition during the year	-	26,210,102
Add: Interest charged during the year	1,468,565	1,519,833
Less: Payment made during the year	(2,374,303)	(2,374,303)
Balance as at 30 June	24,449,894	25,355,632

Segregation of Land lease liability:

<i>In Taka</i>	2021	2020
Non-current portion	23,489,811	24,449,893
Current portion	960,083	905,739
	24,449,894	25,355,632

19 Trade and other payables

See accounting policy in Note 50C

<i>In Taka</i>	<i>Note</i>	2021	2020
Trade payables	19.1	141,402,265	121,372,274
Other payables	19.2	22,564,331	26,074,714
		163,966,596	147,446,988

19.1 Trade payables

<i>In Taka</i>	2021	2020
Gas bill	141,402,265	121,372,274
	141,402,265	121,372,274

19.2 Other payables

<i>In Taka</i>	2021	2020
Share application money payable	6,433,552	6,452,280
Service charge on gas bill	15,231,851	14,109,483
Bergen Engine BD (Pvt.) Ltd.	810,000	810,000
Other operating expenses	88,929	4,702,951
	22,564,331	26,074,714

NOTES TO THE FINANCIAL STATEMENTS (continued)

20 Accrued expenses

See accounting policy in Note 50C

<i>In Taka</i>	2021	2020
VAT payable	11,165,099	4,831,160
Service charge on gas bill	10,276,855	8,273,856
Other operating expenses	8,829	2,286,948
Directors' remuneration	1,000,000	1,000,000
Audit fee	850,000	800,000
Utility bill	691,153	691,153
Security expenses	211,583	211,583
Medical expenses	50,970	50,970
Welfare fund	16,985	16,985
Environmental expenses	16,200	16,200
	24,287,675	18,178,856

21 Unclaimed dividend

<i>In Taka</i>	2021	2020
Unclaimed cash dividend for the year 2013 & 2014	1,404,329	1,405,987
Unclaimed interim & final cash di . for the period ended 30 June 2016	3,319,650	3,373,574
Unclaimed cash dividend for the year 2017	808,572	825,684
Unclaimed cash dividend for the year 2018	1,026,883	1,076,059
Unclaimed cash dividend for the year 2019	2,819,121	2,995,247
Unclaimed cash dividend for the year 2020	3,776,596	-
	13,155,151	9,676,552

22 Payable to related parties

See accounting policy in Note 50C

<i>In Taka</i>	<i>Note</i>	2021	2020
United Engineering & Power Services Ltd		2,743,300	9,882,230
United Ashuganj Energy Ltd		16,939,348	23,766,215
Leviathan Global Bangladesh Limited	22.1	253,069,320	-
		272,751,968	33,648,445

- 22.1** Payable to Leviathan Global Bangladesh Limited arises due to temporary bond to bond transfer of 1 no's Gen-set (Wartsila 20V345G) engine of LGBD (KEPZ) to UPGDCL (DEPZ) with a value of Euro 2,516,350.00 equivalent to Taka 253,069,320 vide BEPZA approval ref:03.062616.319.33.008.21-111(A).

23 Provision for taxation

See accounting policy in Note 50I

<i>In Taka</i>	<i>Note</i>	2021	2020
Opening Balance		-	-
Charged during the year	30	1,174,200	-
Less: Paid during the year		(533,781)	-
		640,419	-

No provision is required for income tax on the Company's profits as it has received exemption from all such taxes from the Government of Bangladesh for 15 years from commencement.

BDT 1,174,200 is charged under section 30 of Income Tax Ordinance 1984 for the assessment year 2019-2020 and 2020-2021.

NOTES TO THE FINANCIAL STATEMENTS (continued)

24 Revenue

See accounting policy in Note 50E

<i>In Taka</i>	<i>Note</i>	2021	2020
Electricity supply	24.1	6,724,360,208	6,193,195,368
Steam supply	24.2	40,417,701	29,964,684
		6,764,777,909	6,223,160,052

24.1 Electricity supply

<i>In Taka</i>	2021	2020
Bangladesh Export Processing Zone Authority (BEPZA)	4,350,784,689	3,847,735,571
Private customers	1,265,735,304	946,141,736
Bangladesh Power Development Board (BPDB)	673,404,087	733,837,499
Bangladesh Rural Electrification Board (BREB)	434,436,128	665,480,562
	6,724,360,208	6,193,195,368

24.2 Steam supply

<i>In Taka</i>	2021	2020
Gunze United Ltd	27,746,710	21,852,432
Global Labels (Bangladesh) Ltd	4,838,316	3,487,050
Croydon-Kowloon Designs Ltd	7,000,558	3,976,031
Talisman Ltd	832,116	649,171
	40,417,701	29,964,684

- During the year ended 30 June 2021, the Company generated 1,004,593 MWH electricity of which 482,577 MWH was from the DEPZ power plant and 522,016 MWH from the CEPZ power plant.
- Of the BDT 3,447,503,526 total revenue from DEPZ plant, BDT 2,015,897,788 is attributable to the plant's extended project which came into operation in 2013.
- Of the BDT 3,317,274,383 total revenue from CEPZ plant, BDT 1,185,048,477 is attributable to the plant's extended project which came into operation in 2013.

25 Cost of sales

<i>In Taka</i>	<i>Note</i>	2021	2020
Gas bill		1,352,563,958	1,334,140,283
Operation and maintenance expenses	25.1	611,590,969	579,014,730
Spare parts		354,681,298	372,896,354
Lube oil and chemicals		49,475,867	42,620,704
		2,368,312,092	2,328,672,071

NOTES TO THE FINANCIAL STATEMENTS (continued)

25.1 Operation and maintenance expenses

<i>In Taka</i>	<i>Note</i>	2021	2020
Depreciation	5	355,309,684	357,406,568
Direct overhead	25.2	103,232,436	105,160,573
Minimum load charge		47,082,934	27,278,956
Repair and maintenance		63,377,646	44,486,779
Insurance premium		16,480,016	15,264,000
Entertainment		6,379,799	7,367,168
Utility bill		6,991,139	9,105,228
Security expense		3,442,618	3,461,357
Vehicle running and maintenance		2,572,690	1,679,513
Travelling and conveyance		550,708	716,039
Carrying charge		1,646,092	1,819,175
Gardening and beautification		38,320	841,539
Advertisement expense		-	154,422
Site office expense		322,068	234,402
Wages		509,075	571,878
BERC license and others		523,514	296,626
Printing and stationery		121,990	439,831
Environmental expenses		910,228	668,957
Telephone, mobile and internet		295,234	277,971
Worker welfare fund		203,989	203,670
Automation and IP expense and others		92,855	87,304
Postage and courier		41,965	29,885
Amortisation of right of use assets		1,462,892	1,462,890
Fire Fighting Exp		3,077	-
		611,590,969	579,014,730

- 25.2** The Company signed an agreement for all its operation, maintenance and management (O&M) services with United Engineering and Power Service Ltd (UEPSL). It provides all technical support related to operation and management of the power plants. UEPSL raises invoice for actual cost and a service charge per month.

26 Other operating income

<i>In Taka</i>		2021	2020
Scrap sale		24,817,425	18,850,148
Sale of used lube oil and drums		60,993,614	6,657,846
Foreign Exchange gain		2,890	3,248
Realised gain/(loss) from marketable securities		76,034,203	(11,552,297)
Gain/(Loss) on disposal of fixed assets		(185,681,697)	9,660,461
Dividend from subsidiary company	26.1	16,335,000,000	-
Dividend income from marketable securities		2,177,316	1,935,341
Unrealised gain/(loss) from marketable securities		(2,934,083)	(21,606,299)
		16,310,409,668	3,948,448

26.1 Dividend from subsidiary company

<i>In Taka</i>		2021	2020
United Energy Limited		13,365,000,000	-
United Jamalpur Power Limited		2,970,000,000	-
		16,335,000,000	-

NOTES TO THE FINANCIAL STATEMENTS (continued)

27 General and administrative expenses

<i>In Taka</i>	<i>Note</i>	2021	2020
Directors' remuneration		15,621,375	15,932,500
Office maintenance		10,890,000	10,890,000
Advertisement		9,055,899	9,467,194
Depreciation	5	3,588,987	3,610,167
AGM expenses		880,052	2,742,545
Vehicle running and maintenance		709,426	441,476
Bank charge and commission		1,861,372	361,444
Board meeting fees		1,980,000	1,812,000
Office rent		1,380,000	1,380,000
Consultancy fees		279,750	218,750
Traveling and conveyance		404,199	377,696
Entertainment		318,332	306,442
Postage, telephone and telex		57,334	50,658
Printing and stationery		38,719	26,266
Trade license and others		-	35,529
RJSC expenses		3,068,958	106,225
Medical Fees		88,960	-
CDBL and Listing fees		2,540,494	4,981,661
Brokerage commission		14,033,532	896,670
Auditor's fee		850,000	800,000
VAT on audit fee		127,500	120,000
Legal expense		-	380,000
		67,774,889	54,937,223

28 Finance income

See accounting policy in Note 50L

<i>In Taka</i>	2021	2020
Interest on related party loan	379,345,658	497,007,078
Interest on Short Term Deposits Account	9,136,728	11,253,702
	388,482,386	508,260,780

29 Finance charge

<i>In Taka</i>	2021	2020
Interest on leasehold land	1,468,565	1,519,833
	1,468,565	1,519,833

30 Income tax expenses

<i>In Taka</i>	2021	2020
Adjustment of advance tax on completion of assessment	-	808,161
Charged on assessment during the year	1,174,200	665,073
	1,174,200	1,473,234

31 Earnings per share

See accounting policy in Note 500

The calculation of basic earnings per share is based on profit of the Company attributable to ordinary shareholders and weighted average number of ordinary shares outstanding.

<i>In Taka</i>	2021	2020
Profit attributable to the ordinary shareholders	21,024,940,217	4,348,766,919
Weighted average number of shares outstanding	579,695,270	579,695,270
Earnings per share (basic)	36.27	7.50

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

31.1 Weighted average number of shares outstanding

<i>In Taka</i>	<i>Note</i>	2021	2020
Ordinary shares outstanding at beginning of the year		526,995,700	479,087,000
Bonus shares issued in 2018-19		-	47,908,700
Bonus shares issued in 2019-20	14	52,699,570	52,699,570
Total weighted average number of share outstanding		579,695,270	579,695,270

According to paragraph 64 of IAS 33: Earnings per share, if the number of ordinary shares outstanding increases as a result of a bonus issue, the calculation of basic and diluted earnings per share for all periods presented shall be adjusted retrospectively. Therefore, the basic earnings per share (EPS) for the year ended 30 June 2020 has been restated to reflect the bonus shares issued in 2021 on the basis of profit attributable to the ordinary shareholders for the year ended 30 June 2020.

32 Net asset value per share

	<i>Note</i>	2021	2020
Net assets		29,005,446,245	15,621,943,678
Weighted average number of shares outstanding	14.2	579,695,270	579,695,270
Net asset value per share		50.04	26.95

33 Net operating cash flow per share

	<i>Note</i>	2021	2020
Net cash generated from operating activities		5,079,799,705	3,786,913,538
Weighted average number of shares outstanding	14.2	579,695,270	579,695,270
Net operating cashflow per share		8.76	6.53

NOTES TO THE FINANCIAL STATEMENTS (continued)

34 Reconciliation of net profit with cash flow from operating activities

<i>In Taka</i>	2021	2020
Profit for the year	21,024,940,217	4,348,766,919
Adjustment for		
Depreciation	358,898,671	361,016,735
(Gain)/Loss on disposal of fixed assets	185,681,697	(9,660,461)
Amortisation of right of use assets	1,462,892	1,462,890
Realised (gain)/loss from marketable securities	(76,034,203)	11,552,297
Brokerage commission	14,033,532	896,670
Unrealised (gain)/loss from marketable securities	2,934,083	21,606,299
Interest on related party loan	(379,345,658)	(497,007,078)
Dividend from subsidiary company	(16,335,000,000)	-
Changes in		
Inventories	1,423,709	(241,443,149)
Trade and other receivables	259,185,156	(219,121,451)
Advances, deposits and prepayments	(1,649,237)	681,335
Trade and other payables	17,160,027	4,433,828
Accrued expenses	6,108,819	(3,878,210)
Payable to related parties	-	7,606,914
Net cash generated from operating activities	5,079,799,705	3,786,913,538

35 Related party transactions

During the year, the Company carried out a number of transactions with related parties. The names of the related parties and nature of these transactions have been set out in accordance with the provisions of IAS 24: Related party disclosures.

A Transactions with key management personnel**i. Loan to directors**

During the year, no loan was given to the directors of the Company.

ii. Key management personnel compensation comprised the following:

The Company's key management personnel includes the Company's Managing Directors.

a) Short-term employee benefit

Short-term employee benefit includes remuneration, festival bonus and meeting attendance fees.

<i>In Taka</i>	2021	2020
Directors' remuneration	15,621,375	15,932,500
Board meeting fees	1,980,000	1,812,000
	17,601,375	17,744,500
b) Post employment benefit:	-	-
c) Other long-term benefit:	-	-
d) Termination benefit:	-	-
e) Share-based payment:	-	-
	17,601,375	17,744,500

NOTES TO THE FINANCIAL STATEMENTS (continued)

B Other related party transactions

<i>In Taka</i>	Transaction value during the period ended		Receivable/ (Payable) Balance as at	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020
Sale of goods and services				
Gunze United Limited	27,746,710	21,852,432	2,843,897	4,057,473
Brokerage commission				
United Securities Ltd.	14,033,532	896,670	-	-
Purchase of services				
United Engineering & Power Services Ltd.	103,232,436	100,762,268	(402,500)	(7,541,430)
Loans				
United Mymensingh Power Ltd	-	-	13,747,894,362	5,167,681,634
Loan disbursed during the year	21,157,741,633	10,877,681,635	-	-
Loan repaid during the year	12,731,632,930	5,710,000,000	-	-
Transfer of inventory (spare parts)				
United Mymensingh Power Ltd	19,427	36,121	512,355	531,782
United Anwara Power Ltd	7,255,947	14,703	13,178	7,272,176
United Lube Oil Ltd	-	-	377,392	377,392
United Jamalpur Power Ltd	-	-	68,114	68,114
United Ashuganj Energy Ltd	8,361,959	13,327,300	(16,939,348)	(23,766,215)
United Energy Ltd	4,617,107	2,445,969	1,964,254	944,922
United Payra Power Plant	7,257,473	-	-	-
United Engineering & Power Services Ltd.	-	-	(2,340,800)	(2,340,800)
Sale of fixed asset				
Neptune Commercial Ltd.	6,151,821	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (continued)

36 Financial instruments - Fair values and risk management

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.

30 June 2021		Carrying amount							Fair value				
In Taka	Note	Fair value- hedging instruments	Mandatorily at FVTPL – others	FVOCI – debt instruments	FVOCI – equity instruments	Financial assets at amortised cost	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total	
Financial assets measured at fair value													
Investment in marketable securities	11	-	151,883,809	-	-	-	-	151,883,809	151,883,809	-	-	151,883,809	
		-	151,883,809	-	-	-	-	151,883,809	151,883,809	-	-	151,883,809	
Financial assets not measured at fair value													
Trade and other receivables	9	-	-	-	-	1,148,461,551	-	1,148,461,551	-	-	-	-	
Receivable from related parties	12	-	-	-	-	13,750,829,655	-	13,750,829,655	-	-	-	-	
Cash and cash equivalents	13	-	-	-	-	540,731,531	-	540,731,531	-	-	-	-	
		-	-	-	-	15,440,022,737	-	15,440,022,737	-	-	-	-	
Financial liabilities not measured at fair value													
Security money received	17	-	-	-	-	-	700,000	700,000	-	-	-	-	
Land lease Liability	18	-	-	-	-	-	24,449,894	24,449,894	-	-	-	-	
Trade and other payables	19	-	-	-	-	-	163,966,596	163,966,596	-	-	-	-	
Accrued expenses	20	-	-	-	-	-	24,287,675	24,287,675	-	-	-	-	
Payable to related parties	22	-	-	-	-	-	272,751,968	272,751,968	-	-	-	-	
		-	-	-	-	-	486,156,133	486,156,133	-	-	-	-	
30 June 2020													
In Taka	Note	Held-for- trading	Designated at fair value	Fair value- instruments	Held to maturity	Loans and receivables	Available for sale	Other liabilities	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value													
Investment in marketable securities	11	92,817,221	-	-	-	-	-	-	92,817,221	92,817,221	-	-	92,817,221
		92,817,221	-	-	-	-	-	-	92,817,221	92,817,221	-	-	92,817,221
Financial assets not measured at fair value													
Trade and other receivables	9	-	-	-	-	-	1,407,646,707	-	1,407,646,707	-	-	-	-
Receivable from related parties	12	-	-	-	-	-	5,176,876,020	-	5,176,876,020	-	-	-	-
Cash and cash equivalents	13	-	-	-	-	-	323,879,180	-	323,879,180	-	-	-	-
		-	-	-	-	-	6,908,401,907	-	6,908,401,907	-	-	-	-
Financial liabilities not measured at fair value													
Security money received	17	-	-	-	-	-	-	700,000	700,000	-	-	-	-
Land lease Liability	18	-	-	-	-	-	-	25,355,632	25,355,632	-	-	-	-
Trade and other payables	19	-	-	-	-	-	-	147,446,988	147,446,988	-	-	-	-
Accrued expenses	20	-	-	-	-	-	-	18,178,856	18,178,856	-	-	-	-
Payable to related parties	22	-	-	-	-	-	-	33,648,445	33,648,445	-	-	-	-
		-	-	-	-	-	-	225,329,921	225,329,921	-	-	-	-

37 Financial risk management

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

- A Credit risk
- B Liquidity risk
- C Market risk

The Board of Directors have 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 the 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.

A Credit risk

Credit risk is the risk of a 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 receivables from buyers.

Management monitors the exposure to credit risk on an ongoing basis. The maximum exposure to credit risk is represented by the carrying amount of financial assets in the statement of financial position

i. Exposure to credit risk

The maximum exposure to credit risk at the reporting date was:

<i>In Taka</i>	<i>Note</i>	2021	2020
Trade and other receivables	9	1,148,461,551	1,407,646,707
Investment in marketable securities	11	151,883,809	92,817,221
Receivable from related parties	12	13,750,829,655	5,176,876,020
Cash and cash equivalents (excluding cash in hand)	13	540,517,005	323,738,646
		15,591,692,020	7,001,078,594

ii. Ageing of trade and other receivables

<i>In Taka</i>	2021	2020
Not past due	584,542,818	574,600,818
Past due 0-30 days	91,305,367	113,784,362
Past due 31-60 days	22,807,574	100,729,016
Past due 61-90 days	24,065,571	93,428,059
Past due 91-120 days	11,707,426	75,746,331
Past due 121-365 days	80,429,940	113,683,317
Past due 365+ days	333,602,854	335,674,803
	1,148,461,551	1,407,646,707

B Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due that are settled by delivering cash or another financial asset. 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 equivalents to meet expected operational expenses, including financial obligations through preparation of the cash flow 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

2021		Contractual cash flows			
In Taka	Note	Carrying amount	Total	6 months or less	Over 6 months
Non-derivative financial liability					
Trade and other payables	19	163,966,596	163,966,596	163,966,596	-
Accrued expenses	20	24,287,675	24,287,675	24,287,675	-
Unclaimed dividend	21	13,155,151	13,155,151	13,155,151	-
Payable to related parties	22	272,751,968	272,751,968	272,751,968	-
		474,161,390	474,161,390	474,161,390	-
Derivative financial liability		-	-	-	-
		474,161,390	474,161,390	474,161,390	-
2020					
In Taka	Note	Carrying amount	Total	6 months or less	Over 6 months
Non-derivative financial liability					
Trade and other payables	19	147,446,988	147,446,988	147,446,988	-
Accrued expenses	20	18,178,856	18,178,856	18,178,856	-
Unclaimed dividend	21	9,676,552	9,676,552	9,676,552	-
Payable to related parties	22	33,648,445	33,648,445	33,648,445	-
		208,950,841	208,950,841	208,950,841	-
Derivative financial liability		-	-	-	-
		208,950,841	208,950,841	208,950,841	-

C Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates 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 optimising the return.

i. Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company is exposed to foreign currency risk relating to purchases and other transactions which are denominated in foreign currencies.

NOTES TO THE FINANCIAL STATEMENTS (continued)

Exposure to currency risk

The Company's exposure to foreign currency risk arising from foreign currency denominated assets and liabilities at balance sheet date denominated in US dollar (USD) and Great British Pound (GBP) are as follows:

	<i>Note</i>	2021		2020	
		USD	GBP	USD	GBP
Cash and cash equivalents	13	9,451	123	10,552	153
Share application money payable	19.2	(9,451)	(123)	(10,552)	(153)
Net exposure		-	-	-	-

The following significant exchange rates have been applied:

<i>In Taka</i>	Year-end spot rate	
	2021	2020
USD	84.90	84.90
GBP	117.49	104.37

Sensitivity analysis

The basis for the sensitivity analysis to measure foreign exchange risk is an aggregate corporate-level currency exposure. The aggregate foreign exchange exposure is composed of all assets and liabilities denominated in foreign currencies. As the Company's net exposure to foreign currency risk arising from such assets and liabilities as on the date of statement of financial position is nil, no sensitivity analysis is required.

ii. Interest rate risk

Interest rate risk is the risk that arises due to changes in interest rates on deposits and receivables.

Exposure to interest rate risk

The interest rate profile of the company's interest-bearing financial instruments as at the date of statement of financial position is as follows:

		Nominal Amount	
<i>In Taka</i>	<i>Note</i>	2021	2020
Fixed rate instruments			
Financial assets			
Receivable from related parties	12	13,750,829,655	5,176,876,020
Financial liabilities			
		-	-
		13,750,829,655	5,176,876,020
Variable rate instruments			
Financial assets			
		-	-
Financial liabilities			
		-	-
		-	-

NOTES TO THE FINANCIAL STATEMENTS (continued)

38 Operational risk

Operational risk constitutes the ability of the Company's power projects to generate and distribute stipulated electricity to its off-taker. Technology used, fuel supply arrangement, operational and maintenance (O&M) arrangement, political or force majeure in the form of natural disaster like flood, cyclone, tsunami and earthquake may hamper normal performance of power generation. The timely and appropriate 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 the Company. 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 Pragati Insurance Company Limited to compensate for all the potential damages caused in such situations.

39 Contingent assets

The Company has raised a claim against BEPZA for losses suffered as a result of BEPZA failing to timely provide vacant possession of required land and gas connection and a consequent 234 day delay in the Company commencing commercial operation.

In March 2015 an arbitration panel (consisting of three arbitrators, appointed by the Company, BEPZA and the Government of Bangladesh, respectively) ordered that BEPZA compensate the Company for the following amounts.

<i>In Taka</i>	2021	2020
Service charge deducted by BEPZA ordered to return to the Company	18,733,918	18,733,918
Loss of warranty	17,424,510	17,424,510
	36,158,428	36,158,428

In April 2015, BEPZA took the matter to the Court of District Judge, Dhaka. Multiple hearings took place during this year with no significant developments to date.

40 Commitments

The Company has outstanding letters of credit amounting to USD 878,229 and EUR 322,070 against which it is committed to purchase spare parts & Lube Oil.

41 Contingent liabilities**41.1 Contingent liabilities relating to bank guarantees amounted to:**

Beneficiary	Expiry date	Currency	2021	30 June 2020
Titas Gas Transmission & Distribution Co. Ltd.	11 Nov. 2023	BDT	78,790,400	78,790,400
Titas Gas Transmission & Distribution Co. Ltd.	11 Dec. 2022	BDT	6,628,382	6,628,382
Karnaphuli Gas Distribution Company Ltd.	23 Jan. 2023	BDT	34,897,650	34,897,650
Karnaphuli Gas Distribution Company Ltd.	20 June 2023	BDT	8,647,617	8,647,617
Karnaphuli Gas Distribution Company Ltd.	2 March 2024	BDT	71,724,353	71,724,353
Customs House-Dhaka and Chattogram	Unconditional & Continuous	BDT	17,544,403	20,421,244
			218,232,805	221,109,646

41.2 In line with the provisions of its gas supply agreements, the Company has historically been charged for gas consumption at the rate set for Independent Power Producers (IPPs). However, on 2 January 2018, the Energy and Mineral Resources Division of the Ministry of Power, Energy and Mineral Resources resolved in a meeting that gas based power plants will be charged for gas consumption in the following manner:

- a) Gas consumed for generating power supplied to the national grid will be charged at the rate set for IPPs.
- b) Gas consumed for generating power supplied to private customers will be charged at the rate set for captive power producers.

Accordingly, in May 2019, the Company's gas suppliers, Titas Gas Transmission & Distribution Company Limited and Karnaphuli Gas Distribution Company Limited, have claimed additional charges amounting to BDT 2,815,279,689 (for the period January 2018 to June 2021) and BDT 491,063,484 (for the period May 2018 to June 2019) respectively.

The Company has filed two separate writ petitions, dated 23 May 2019 and 1 July 2019, with the Honorable High Court Division of the Supreme Court of Bangladesh against the above decision. The Honorable High Court issued a stay order of 4 months, dated 26 May 2019 and 4 July 2019, respectively, on the operation of this decision.

42 Bank facilities

The Company enjoys the following credit facilities from the following financial institutions

Name of the bank	Letter of credit limit	Loan against trust receipt limit	Overdraft limit	Bank guarantee facilities limit
Dhaka Bank Limited	350,000,000	300,000,000	150,000,000	50,000,000
Jamuna Bank Limited	1,000,000,000	250,000,000		300,000,000
HSBC, Bangladesh	425,000,000	-	51,000,000	-
Total	1,775,000,000	550,000,000	201,000,000	350,000,000

43 Expenditure in equivalent foreign currency

<i>In Taka</i>	2021	2020
Foreign travel for business purpose	-	-

44 Capacity and production

Location of plant	Installed capacity (MWH)		Actual production (MWH)		Capacity utilisation (%)	
	30 June 2021	30 June 2020	30 June 2021	30 June 2020	30 June 2021	30 June 2020
Dhaka EPZ	656,000	688,000	482,577	502,742	74%	73%
Chattogram EPZ	576,000	576,000	522,016	504,804	91%	88%
Total	1,232,000	1,264,000	1,004,593	1,007,546		

45 Number of employees

The Company has no employees. Operation and maintenance (O&M) activities of the Company is managed by 172 employees of United Engineering & Power Services Ltd under an O&M contract.

46 Comparatives and rearrangement

Previous year's figures have been rearranged, wherever considered necessary to conform to the current year's presentation.

47 Events after the reporting period

Events after the reporting period that provide additional information about the Company's position at the reporting date or those that indicate the going concern assumption is not appropriate are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes when material.

The Board of Directors in its 98th meeting held on October 27, 2021 recommended cash dividend @170% per share equivalent to Taka 17.00 of Face Value Taka 10.00 per share aggregating Tk. 9,854,819,590 for the year ended 30 June 2021. The dividend is subject to final approval by the shareholders at the forthcoming annual general meeting of the Company.

Following the declaration of COVID-19 as a pandemic by the World Health Organization (WHO) in early March 2020, like many other governments, the Government of Bangladesh introduced restrictive measures to contain further spread of the virus, affecting free movement of people and goods. Further lockdowns have been imposed locally as new variants of the virus have spread. Though demand of BEPZA fell during lockdown in July 2021, BPDB and REB bought low price electricity from UPGDCL as UPGDCL electricity price is lower for them. So, there was no material impact of ("COVID-19") during the reporting period as well as after the reporting period.

In accordance with IAS 10: Events after the Reporting Period, the proposed final dividend is not recognised in the statement of financial position.

There are no other events identified after the date of the statement of financial position which require adjustment or disclosure in the accompanying financial statements.

48 Going concern

The Company has adequate resources to continue in operation for the foreseeable future. For this reason, the management continues to adopt going concern basis in preparing the financial statements. The current resources of the Company provide sufficient fund to meet the present requirements of its existing business.

49 Basis of measurement

The financial statements have been prepared on historical cost basis except inventories which is measured at lower of cost and net realisable value on each reporting date.

50 Significant accounting policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

Set out below is an index of the significant accounting policies, the details of which are available on the current and following pages:

A	Property, plant and equipment
B	Inventories
C	Financial instruments
D	Impairment
E	Revenue
F	Provisions
G	Contingencies
H	Foreign currency
I	Income tax
J	Employee benefit
K	Statement of cash flows
L	Finance income and finance costs
M	Advances, deposits and prepayments
N	Share capital
O	Earnings per share
P	Dividends
Q	Leases

A Property, plant and equipment**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 of 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.

Subsequent costs

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, plant and equipment are recognised in the statement of comprehensive income as incurred.

Depreciation

- i) Property, plant and equipment is stated at cost less accumulated depreciation. All property, plant and equipment have been depreciated on straight line method.
- ii) In respect of addition to fixed assets, full depreciation is charged in the month of addition irrespective of date of purchase in that month and no depreciation is charged in the month of disposal/retirement. Residual value is estimated to be zero for all assets.

The rates of depreciation vary according to the estimated useful life of the items of all property, plant and equipment.

Considering the estimated useful life of the assets, the rates of depreciation are as follows:

	%
Plant and machinery	3.33%
Gas line	2%
Office equipment	15%
Furniture and fixture	10%
Motor vehicle	10%

Retirements 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 and other comprehensive income.

B Inventories

Inventories consisting mainly of spare parts, lube oil and chemicals are valued at lower of cost and net realisable value. Net realisable 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. Costs of inventories include expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. Cost of inventories is determined by using weighted average cost method.

When inventories are consumed, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

C 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.

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii. Classification and subsequent measurement**Financial assets**

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling

- financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management; the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Assessment whether contractual cash flows are Solely Payments of Principal and Interest (SPPI)

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires

prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets – Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial assets include cash and cash equivalents, trade and other receivables and receivable from related parties.

(a) Cash and cash equivalents

Cash and cash equivalents comprise of cash balances and all cash deposits with maturities of three months or less that are subject to an insignificant risk of changes in their fair value, and are used by the Company in the management of its short-term commitments.

(b) Trade and other receivables

Trade and other receivables and receivable from related parties are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

iii. Financial liability

All financial liabilities are recognised initially 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 trade and other payables, accrued expenses, payable to related parties etc.

(a) Trade and other payables

The Company recognises a trade and related party 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 benefit.

(b) Accrued expenses

Accrued expenses represent various operating expenses that are due at the reporting date which are initially measured at fair value.

D Impairment

Financial assets

Financial assets are assessed at each reporting date to determine whether there is any objective evidence of impairment. Financial assets are impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event has a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Non-financial asset

An asset is impaired when its carrying amount exceeds its recoverable amount. The Company assesses yearly whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use. Carrying amount of the asset is reduced to its recoverable amount by recognising an impairment loss, if and only the recoverable amount of the asset is less than its carrying amount. Impairment loss is recognised immediately in the statement of comprehensive income.

E Revenue

Revenue is recognised, upon supply of electricity, quantum of which is determined by survey of meter reading. It excludes value added tax and other government levies, on the basis of net units of energy generated and transmitted to the authorised customer's transmission systems and invoiced on a monthly basis upon transmission to the customers. Revenue is valued using rates in effect when service is provided to customers.

F Provisions

A provision is recognised in the statement of financial position when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of economic benefit will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and the risks specific to the liability.

G Contingencies

Contingencies arising from claims, litigation, assessment, fine, penalties, etc. are recorded when it is probable that a liability has incurred and the amount can be reasonably estimated.

(i) 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.

Contingent liability should not be recognised in the financial statements, but may require disclosure. A provision should be recognised in the period in which the recognition criteria of provision has been met.

(ii) Contingent asset

Contingent asset is a possible 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 must 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.

H Foreign currency

Foreign currency transactions are translated into BDT/Taka at the exchange rates prevailing on the date of transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate prevailing at the reporting date.

Foreign currency denominated non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates prevailing at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

I Income tax

Income tax expense comprises of current and deferred tax. Income tax expense is recognised in profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. 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 for Dhaka EPZ power plant will expire in 2023 and for Chittagong EPZ power plant in 2024.

(ii) Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset only if certain criteria are met.

As of 30 June 2021, the Company's power plant operated under tax exemption regime. It has examined the precedent of tax assessment completed of a power generation company for the year when its tax exemption ended, which shows accounting depreciation charge to be equal to the tax depreciation charge, implying that there were no temporary differences between accounting net book value and tax written down value of at that point in time. On this basis, in the preparation of these financial statements, the Company has not considered any deferred tax as the Company is still under tax exemption as at the reporting date.

J Employee benefit

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 it also needs to be distributed within 9 months of the statement of financial position date. Operation and maintenance (O&M) activities of the Company are managed by employees of United Engineering and Power Services Limited under an O&M contract. Therefore, the provision of WPPF is not applicable for the Company.

K Statement of cash flows

Statement of cash flows has been prepared in accordance with the IAS 7: Statement of cash flows under the direct method.

L Finance income and financial costs

Finance income comprises interest on financial deposits with banks and loans made to related parties. Finance income is recognised on an accrual basis and shown under statement of profit or loss and other comprehensive income.

M Advances, deposits and prepayments

Advances are initially measured at cost. After initial recognition advances are carried at cost less deductions, adjustments or charges to other account heads.

Deposits are measured at payment value.

Prepayments are initially measured at cost. After initial recognition prepayments are carried at cost less charges to statement of profit or loss and other comprehensive income.

N Share capital

Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction are accounted for in accordance with IAS 12.

O Earnings per share

The Company represents earnings per share (EPS) data for its ordinary shares. EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

P Dividends

Final dividend distributions to the Company's shareholders are recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders at the Annual General Meeting, while interim dividend distributions are recognised in the period in which the dividends are declared and paid.

Q Leases

The Company as a Lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased. Lease payments included in the measurement of the lease liability comprise the following:

- i. fixed payments, including in-substance fixed payments;
- ii. variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- iii. amounts expected to be payable under a residual value guarantee; and
- iv. the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.


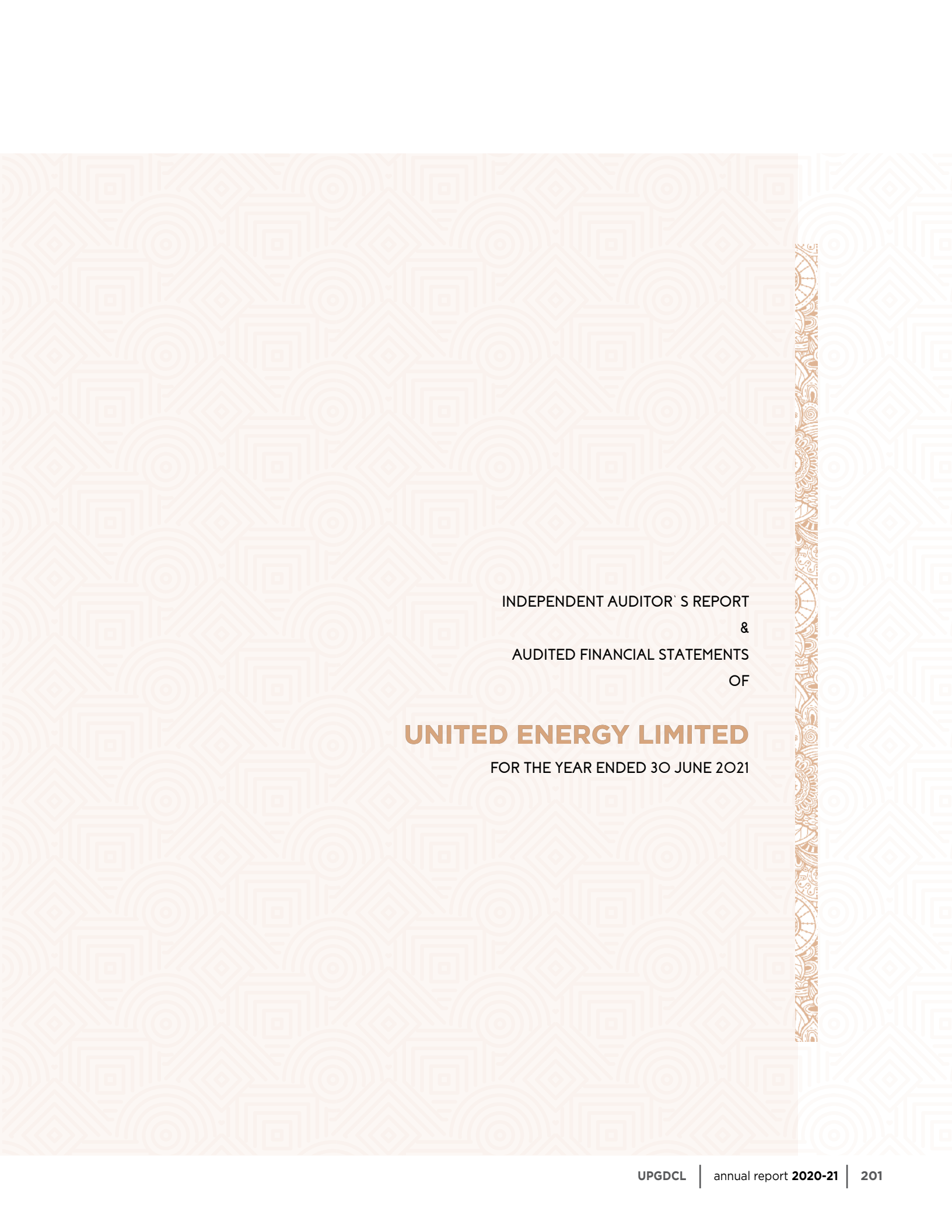
The lease liability is measured at amortised cost using the effective interest method. It is re-measured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property in property, plant and equipment and lease liabilities separately in the statement of financial position

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.



INDEPENDENT AUDITOR' S REPORT
&
AUDITED FINANCIAL STATEMENTS
OF

UNITED ENERGY LIMITED

FOR THE YEAR ENDED 30 JUNE 2021

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

United Energy Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of United Energy Limited (the "Company") which comprise the statement of financial position as at 30 June 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Company present fairly, in all material respect, the financial position of the Company as at 30 June 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The financial statements of the Company for the year ended 30 June 2020, were audited by another auditor who expressed an unmodified opinion on those statements on 15 October 2020.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRSs Companies Act 1994 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company's to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF United Energy Limited

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report that:

- (i) 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;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company's so far as it appeared from our examination of those books; and
- (iii) the statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account.

Dhaka, 04 October 2021
DVC: 2110100770AS604778



Sabbir Ahmed FCA, Partner

Enrolment no: 770
Hoda Vasi Chowdhury & Co
Chartered Accountants



STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

	30 June 2021	30 June 2020
	Taka	Taka
ASSETS		
Non-current assets		
Property, plant and equipment-net	1,176,647,092	1,473,076,244
Investment in shares	3,700,409,010	3,700,409,010
	4,877,056,102	5,173,485,254
Current assets		
Inventories	237,951,033	218,254,465
Trade and other receivables	78,887,567	174,377,235
Inter company receivables	119,756	6,627,803,329
Advances, deposits and prepayments	10,167,202	8,092,178
Cash and cash equivalents	308,742,741	34,509,376
	635,868,299	7,063,036,583
Total Assets	5,512,924,401	12,236,521,837
EQUITY AND LIABILITIES		
Shareholders equity		
Share capital	300,000	300,000
Revaluation reserve	57,360,900	58,039,680
Retained earnings	40,726,557	12,134,155,616
	98,387,457	12,192,495,296
Current liabilities		
Account payables	27,165,332	38,837,705
Other payables	1,051,651	2,506,160
Intercompany payable	5,386,011,469	2,327,422
Income tax payable	308,492	355,254
Total liabilities	5,414,536,944	44,026,541
Total equity and liabilities	5,512,924,401	12,236,521,837



Company Secretary



Director



Managing Director

As per our report of same date

Dhaka, 04 October 2021
DVC No: 2110100770AS604778



Sabbir Ahmed FCA, Partner
Enrolment No: 770

Hoda Vasi Chowdhury & Co
Chartered Accountants



STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2021

	2020-2021	2019-2020
	Taka	Taka
Revenue	520,932,150	676,936,247
Cost of sales	(589,948,070)	(624,108,760)
Gross profit/(loss)	(69,015,920)	52,827,487
General and administrative expenses	(4,516,520)	(5,852,642)
Operating profit/(loss)	(73,532,440)	46,974,845
Income from subsidiary company	1,480,163,604	1,073,118,613
Other income	1,222,850	388,555
Foreign exchange gain/(loss)	-	249,057
Net profit before tax	1,407,854,014	1,120,731,070
Income tax expenses	(1,961,853)	(207,224)
Net profit after tax	1,405,892,161	1,120,523,847
Other comprehensive income	-	-
Total comprehensive income	1,405,892,161	1,120,523,847



Company Secretary



Director



Managing Director

As per our report of same date

Dhaka, 04 October 2021
DVC No: 2110100770AS604778



Sabbir Ahmed FCA, Partner
Enrolment No: 770

Hoda Vasi Chowdhury & Co
Chartered Accountants



STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2021

Particulars	Share Capital	Retained Earnings	Revaluation Reserve	Total
	Taka	Taka	Taka	Taka
Balance as at 1 July 2019	300,000	11,012,952,989	58,718,460	11,071,971,449
Depreciation on revalued assets adjusted with retained earnings	-	678,780	(678,780)	-
Net profit or the year	-	1,120,523,847	-	1,120,523,847
Balance as at 30 June 2020	300,000	12,134,155,616	58,039,680	12,192,495,296
Balance as at 1 July 2020	300,000	12,134,155,616	58,039,680	12,192,495,296
Depreciation on revalued assets adjusted with retained earnings	-	678,780	(678,780)	-
Interim Dividend	-	(13,500,000,000)	-	(13,500,000,000)
Net profit or the year	-	1,405,892,161	-	1,405,892,161
Balance as at 30 June 2021	300,000	40,726,557	57,360,900	98,387,457



Company Secretary



Director



Managing Director

STATEMENT OF CASH FLOWS

For the year ended 30 June 2021

	2020-2021	2019-2020
	Taka	Taka
A Cash fl ws from operating activities		
Cash received from customers	616,421,819	911,117,462
Cash received from other operating income	1,222,850	388,555
Realized foreign exchange gain/(loss)	-	249,057
Cash paid to suppliers and contractors	(275,741,239)	(272,368,266)
Cash paid for other operating expenses	(55,204,372)	(66,740,485)
Tax paid	(46,762)	(374,863)
Net cash fl ws from/(used) in operating activities	286,652,296	572,271,460
B Cash fl ws from investing activities		
Payment for acquisition of property, plant and equipment	(3,950,155)	(57,435,433)
Dividend received from associate company	-	-
Dividend received from subsidiary companies	2,183,282,217	370,000,000
Investment in Subsidiary Companies	-	-
Net cash fl ws from/(used) in investing activities	2,179,332,063	312,564,567
C Cash fl ws from fin ncing activities		
Paid to inter-company as loan	5,924,564,960	2,283,623,464
Dividend paid	(13,500,000,000)	-
Loan repaid to inter-company	5,383,684,046	(3,235,004,090)
Net cash fl ws from/(used) in fin ncing activities	(2,191,750,994)	(951,380,626)
Net changes in cash and cash equivalents (A+B+C)	274,233,365	(66,544,599)
Cash and cash equivalents at the beginning of the year	34,509,376	101,053,975
Cash and cash equivalents at the end of the year (Note 10)	308,742,741	34,509,376



Company Secretary



Director



Managing Director



UNITED ASHUGANJ ENERGY LTD.

REPORT AND FINANCIAL STATEMENTS

AS AT AND FOR THE YEAR ENDED 30 JUNE 2021

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of United Ashuganj Energy Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of United Ashuganj Energy Ltd. ("the Company"), which comprise the statement of financial position as at 30 June 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirement that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent Auditor's Report (continued)

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

STATEMENT OF FINANCIAL POSITION

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report the following:

- a) we have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books; and
- c) the statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account.

Ali Ashfaq, Partner, Enrolment Number: 509
Rahman Rahman Huq, Chartered Accountants
Firm Registration Number: [N/A]

Dhaka, 28 Sep 2021

DVC: 2110190509AS833916

STATEMENT OF FINANCIAL POSITION

In BDT	30 June 2021	30 June 2020
Assets		
Property, plant and equipment	8,95,25,71,941	9,60,33,71,917
Right-of-use asset	17,91,59,703	19,93,86,518
Non-current assets	9,13,17,31,644	9,80,27,58,435
Inventories	40,46,51,467	37,81,39,501
Trade and other receivables	75,98,81,739	1,14,44,25,121
Advances, deposits and prepayments	44,19,434	38,12,779
Receivable from related party	3,33,73,276	2,64,01,233
Cash and cash equivalents	1,42,67,128	3,43,60,382
Current assets	1,21,65,93,044	1,58,71,39,016
Total assets	10,34,83,24,688	11,38,98,97,451
Equity		
Share capital	4,00,44,89,010	4,00,44,89,010
Share money deposit	7	7
Retained earnings	1,91,71,21,645	1,73,19,89,116
Total equity	5,92,16,10,662	5,73,64,78,133
Liabilities		
Borrowings	2,86,13,63,635	3,42,04,39,651
Non-current liabilities	2,86,13,63,635	3,42,04,39,651
Borrowings	1,04,46,56,341	49,43,78,230
Deferred revenue	47,77,56,223	26,31,91,682
Trade and other payables	3,19,56,607	6,00,01,724
Accrued expenses	27,46,030	4,95,000
Payable to related party	82,35,190	1,39,86,04,566
Current tax liability	-	1,63,08,465
Current liabilities	1,56,53,50,391	2,23,29,79,667
Total liabilities	4,42,67,14,026	5,65,34,19,318
Total equity and liabilities	10,34,83,24,688	11,38,98,97,451



Managing Director



Director



Company Secretary

As per our report of same date.



Auditor

Ali Ashfaq, Partner, Enrolment Number: 509
 Rahman Rahman Huq, Chartered Accountants
 Firm Registration Number: [N/A]
 DVC: 2110190509AS833916

Dhaka, 28 Sep 2021

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June

<i>In BDT</i>	2021	2020
Revenue	2,93,77,47,569	3,19,39,36,647
Cost of sales	(1,02,20,48,750)	(1,28,94,75,295)
Gross profit/(loss)	1,91,56,98,819	1,90,44,61,352
Other operating income	35,920	28,980
General and administrative expenses	(86,82,242)	(85,15,667)
Operating profit/(loss)	1,90,70,52,497	1,89,59,74,665
Finance income	30,72,844	1,61,39,093
Finance costs	(13,70,34,179)	(33,71,46,109)
Net finance costs	(13,39,61,335)	(32,10,07,016)
Foreign exchange gain/(loss)	(78,151)	(4,08,14,661)
Profit/(loss) before tax	1,77,30,13,011	1,53,41,52,988
Income tax expense	1,39,15,122	14,84,62,408
Net profit/(loss) for the year	1,78,69,28,133	1,68,26,15,396
Other comprehensive income/(loss)	-	-
Total comprehensive income/(loss) for the year	1,78,69,28,133	1,68,26,15,396



Managing Director



Director



Company Secretary

As per our report of same date.


Auditor

Ali Ashfaq, Partner, Enrolment Number: 509
 Rahman Rahman Huq, Chartered Accountants
 Firm Registration Number: [N/A]
 DVC: 2110190509AS833916

Dhaka, 28 Sep 2021

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2021		Attributable to owners of the Company		
In BDT	Share capital	Share money deposit	Retained earnings	Total
Balance at 1 July 2019	4,00,44,89,010	7	1,21,06,75,533	5,21,51,64,550
Total comprehensive income/(loss) for the year	-	-	1,68,26,15,396	1,68,26,15,396
Transactions with owners of the Company				
Cash dividend	-	-	(1,16,13,01,813)	(1,16,13,01,813)
Balance at 30 June 2020	4,00,44,89,010	7	1,73,19,89,116	5,73,64,78,133
Balance at 1 July 2020	4,00,44,89,010	7	1,73,19,89,116	5,73,64,78,133
Total comprehensive income/(loss) for the year	-	-	1,78,69,28,133	1,78,69,28,133
Transactions with owners of the Company				
Cash dividend	-	-	(1,60,17,95,604)	(1,60,17,95,604)
Balance at 30 June 2021	4,00,44,89,010	7	1,91,71,21,645	5,92,16,10,662

STATEMENT OF CASH FLOWS

For the year ended 30 June

In BDT

2021

2020

Cash flows from operating activities

Cash received from customers	3,53,68,74,858	3,48,51,05,999
Cash received from other income	35,920	28,980
Cash received from financial income	30,72,844	1,63,24,105
Cash paid to suppliers and others	(42,01,70,758)	(66,16,70,911)
Financial charges paid	(13,82,72,935)	(25,36,19,967)
Income tax paid	(23,93,343)	(44,99,822)

Net cash from operating activities

2,97,91,46,586 2,58,16,68,384

Cash flows from investing activities

Purchase of property, plant and equipment	(9,52,052)	(25,78,104)
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Net cash used in investing activities

(9,52,052) (25,78,104)

Cash flows from financing activities

Net proceeds from/(repayment of) long term loan	(52,01,19,008)	(4,21,84,10,167)
Net proceeds from/(repayment of) short term loan	51,13,21,103	-
Dividend paid	(2,98,94,89,883)	(51,44,38,000)

Net cash used in financing activities

(2,99,82,87,788) (4,73,28,48,167)

Net decrease in cash and cash equivalents

(2,00,93,254) (2,15,37,57,887)

Cash and cash equivalents at 1 July	3,43,60,382	2,18,81,16,652
Effect of movements in exchange rates on cash held	-	1,617

Cash and cash equivalents at 30 June

1,42,67,128 3,43,60,382



LEVIATHAN GLOBAL BD LTD.

REPORT AND FINANCIAL STATEMENTS
AS AT AND FOR THE YEAR ENDED 30 JUNE 2021

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

Leviathan Global BD Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Leviathan Global BD Ltd. (the "Company") which comprise the statement of financial position as at 30 June 2021, and statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Company present fairly, in all material respect, the financial position of the Company as at 30 June 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as explained in note 3.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The financial statements of the Company for the year ended 30 June 2020, were audited by another auditor who expressed an unmodified opinion on those statements on 15 October 2020. The Company has been set-up with an objective to generate electricity as an Independent Power Producer (IPP) and operate under a special Government framework for similar type of entities, and as it is yet to commence commercial operation no profit or loss account has been prepared by management.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRSs as explained in note 3, Companies Act 1994 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company's to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF Leviathan Global BD Ltd.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, 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's so far as it appeared from our examination of those books; and
- the statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account.

Dhaka, 5 October 2021
DVC No: 2110100770AS755672



Sabbir Ahmed FCA, Partner
Enrolment No: 770
Hoda Vasi Chowdhury & Co
Chartered Accountants

STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

<i>In Taka</i>	30 June 2021	30 June 2020
ASSETS		
Capital work in progress (CWIP)	1,638,575,574	1,615,721,811
Non-current assets	1,638,575,574	1,615,721,811
Advances, deposits and prepayments	45,197,461	58,601,098
Inter company receivable	253,069,320	-
Cash and cash equivalents	1,899,466	24,261,110
Current assets	300,166,247	82,862,208
Total assets	1,938,741,821	1,698,584,019
EQUITY		
Paid up capital	4,000,000	4,000,000
Shareholders' equity	4,000,000	4,000,000
Liabilities		
Other payables	169,678,678	3,554,105
Inter company payables	1,765,063,143	729,263,143
Liabilities for imported materials	-	11,766,771
Term loan	-	950,000,000
Current liabilities	1,934,741,821	1,694,584,019
Total equity and liabilities	1,938,741,821	1,698,584,019



Company Secretary



Director

See the annexed report of even date



Managing Director


Sabbir Ahmed FCA, Partner
Enrolment No: 770Hoda Vasi Chowdhury & Co
Chartered AccountantsDhaka, 05 October 2021
DVC No: 2110100770AS755672

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2021

In BDT			
Particulars	Total Share Capital	Retained Earnings	Total
Balance as at 01 July 2019	4,000,000	-	4,000,000
Net Profit or the year	-	-	-
Balance as at 30 June 2020	4,000,000	-	4,000,000
Balance as at 01 July 2020	4,000,000	-	4,000,000
Net Profit or the year	-	-	-
Balance as at 30 June 2021	4,000,000	-	4,000,000


 Company Secretary


 Director


 Managing Director

STATEMENT OF CASH FLOW

For the year ended 30 June 2021

<i>In BDT</i>	30 June 2021	30 June 2020
Cash flows from operating activities		
Cash receipts from customers	-	-
Cash payment to suppliers	-	-
Financial charges paid	-	-
Net cash generated from operating activities	-	-
Cash flows from investing activities		
Purchase of property, plant and equipment	(96,394,874)	(190,979,317)
Net cash used in investing activities	(96,394,874)	(190,979,317)
Cash flows from financing activities		
Short term loan term loan received/(paid)	(961,766,771)	(170,590,729)
Inter Company Loan received	1,035,800,000	362,692,834
Net cash from financing activities	74,033,229	192,102,105
Net increase/(decrease) in cash and cash equivalents	(22,361,644)	1,122,787
Opening cash and cash equivalents	24,261,110	23,138,323
Closing cash and cash equivalents	1,899,466	24,261,110



Company Secretary



Director



Managing Director



UNITED ANWARA POWER LIMITED

INDEPENDENT AUDITOR'S REPORT AND
FINANCIAL STATEMENTS
AS AT AND FOR THE YEAR ENDED 30 JUNE 2021

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF

United Anwara Power Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of United Anwara Power Limited (the "Company") which comprise the statement of financial position as at 30 June 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Company present fairly, in all material respect, the financial position of the Company as at 30 June 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as explained in note 42.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code and the Institute of Chartered Accountants of Bangladesh (ICAB) Bye Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The financial statements of the Company for the year ended 30 June 2020, were audited by another auditor who expressed an unmodified opinion on those statements on 14 September 2020.

Responsibilities of Management and Those Charged with Governance for the Financial Statements and Internal Controls

Management is responsible for the preparation and fair presentation of the financial statements of the Company in accordance with IFRSs as explained in note 42, Companies Act 1994 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing these financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company's to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

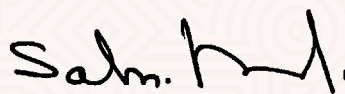
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF United Anwara Power Limited

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report that:

- (i) 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;
- (ii) in our opinion, proper books of account as required by law have been kept by the Company's so far as it appeared from our examination of those books; and
- (iii) the statement of financial position and statement of profit or loss and other comprehensive income together with the annexed notes dealt with by the report are in agreement with the books of account.



Sabbir Ahmed FCA, Partner
Enrolment No: 770
Hoda Vasi Chowdhury & Co
Chartered Accountants

Dhaka, 17 October 2021
DVC: 2110170770AS215386 20

STATEMENT OF FINANCIAL POSITION

As at 30 June 2021

<i>In Taka</i>	30 June 2021	30 June 2020
Assets		
Property, plant and equipments	16,180,326,981	16,736,213,606
Non-current assets	16,180,326,981	16,736,213,606
Inventories	2,069,369,946	981,537,308
Trade and other receivables	760,113,041	2,503,238,532
Receivable from related parties	3,648,662	51,057,476
Advances, deposits and prepayments	8,499,225	23,289,410
Cash and cash equivalents	588,562,441	84,885,582
Current assets	3,430,193,315	3,644,008,308
Total assets	19,610,520,296	20,380,221,914
Equity		
Share capital	100,000,000	100,000,000
Retained earnings	6,384,530,546	3,268,563,348
Total equity	6,484,530,546	3,368,563,348
Liabilities		
Liabilities for capital machinery	-	7,053,213,005
Long term loan (non-current portion)	889,583,333	-
Non-current liabilities	889,583,333	7,053,213,005
Long term loan (current portion)	1,525,000,000	-
Trade and other payables	3,664,730,783	2,385,381,533
Accrued expenses	4,580,698	28,384,057
Income tax payable	1,282,193	195,000
Short term loan	1,920,000,000	4,752,809,488
Inter company/ related party payables	5,120,812,742	2,791,675,482
Current liabilities	12,236,406,416	9,958,445,560
Total liabilities	13,125,989,750	17,011,658,566
Total equity and liabilities	19,610,520,296	20,380,221,914



Company Secretary



Director



Managing Director

See the annexed report of even date

Dhaka, 17 October 2021
DVC No: 2110170770AS215386



Sabbir Ahmed FCA, Partner
Enrolment No: 770
Hoda Vasi Chowdhury & Co
Chartered Accountants

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2021

In Taka	For the year ended	
	30 June 2021	30 June 2020
Revenue	13,581,234,102	9,908,087,164
Cost of Sales	(9,761,285,064)	(6,136,916,561)
Gross profit	3,819,949,038	3,771,170,602
Other income	-	600,000
Administrative expense	(15,600,731)	(11,295,428)
Operating profit	3,804,348,307	3,760,475,174
Financial income	3,515,643	-
Financial expenses	(690,809,558)	(515,429,197)
Net profit before tax	3,117,054,391	3,245,045,977
Income tax expenses	(1,087,193)	(195,000)
Net profit for the year	3,115,967,198	3,244,850,977
Other comprehensive income	-	-
Total comprehensive income	3,115,967,198	3,244,850,977



Company Secretary



Director



Managing Director

See the annexed report of even date



Sabbir Ahmed FCA, Partner

Enrolment No: 770

Hoda Vasi Chowdhury & Co

Chartered Accountants

Date: 17 October 2021
DVC No: 2110170770AS215386

STATEMENT OF CHANGES IN EQUITY

In Taka	For the year ended 30 June 2021		
	Share capital	Retained earnings	Total equity
Balance at 01 July 2020	100,000,000	3,268,563,348	3,368,563,348
Addition during the year	-	-	-
Transfer to inter company loan	-	-	-
Total comprehensive income	-	-	-
Profit or the year	-	3,115,967,198	3,115,967,198
Other comprehensive income	-	-	-
Balance at 30 June 2021	100,000,000	6,384,530,546	6,484,530,546

In Taka	For the year ended 30 June 2020		
	Share capital	Retained earnings	Total equity
Balance at 01 July 2019	100,000,000	23,712,371	123,712,371
Addition during the year	-	-	-
Transfer to inter company loan	-	-	-
Total comprehensive income	-	-	-
Profit or the year	-	3,244,850,977	3,244,850,977
Other comprehensive income	-	-	-
Balance at 30 June 2020	100,000,000	3,268,563,348	3,368,563,348


Company Secretary


Director


Managing Director

Date: 17 October 2021
Place: Dhaka

STATEMENT OF CASH FLOWS

In Taka	For the year ended	
	30 June 2021	30 June 2020
Cash flows from operating activities		
Cash received from customers	15,324,359,593	8,552,731,129
Cash received from other income	3,515,643	600,000
Cash paid to trade and other payables	(8,700,821,474)	(8,340,281,641)
Financial charge paid	(690,809,558)	(515,429,197)
Net cash generated from operating activities	5,936,244,203	(302,379,709)
Cash flows from investing activities		
Acquisition of property, plant & equipment	(49,564,062)	(577,801,697)
Cash paid of liabilities for capital machinery	(7,341,323,202)	(153,547,936)
Cash received from/(paid for) related party loan	47,408,814	814,900,583
Net cash used in investing activities	(7,343,478,450)	83,550,950
Cash flows from financing activities		
Short term loan received/(paid)	(2,832,809,488)	(597,190,513)
Long term loan received/(paid)	2,414,583,333	-
Inter company loan received/(paid)	2,329,137,260	892,038,529
Net cash from financing activities	1,910,911,106	294,848,017
Net increase/(decrease) in cash and cash equivalents	503,676,859	76,019,258
Opening cash and cash equivalents	84,885,582	8,866,324
Closing cash and cash equivalents as on	588,562,441	84,885,582



Company Secretary



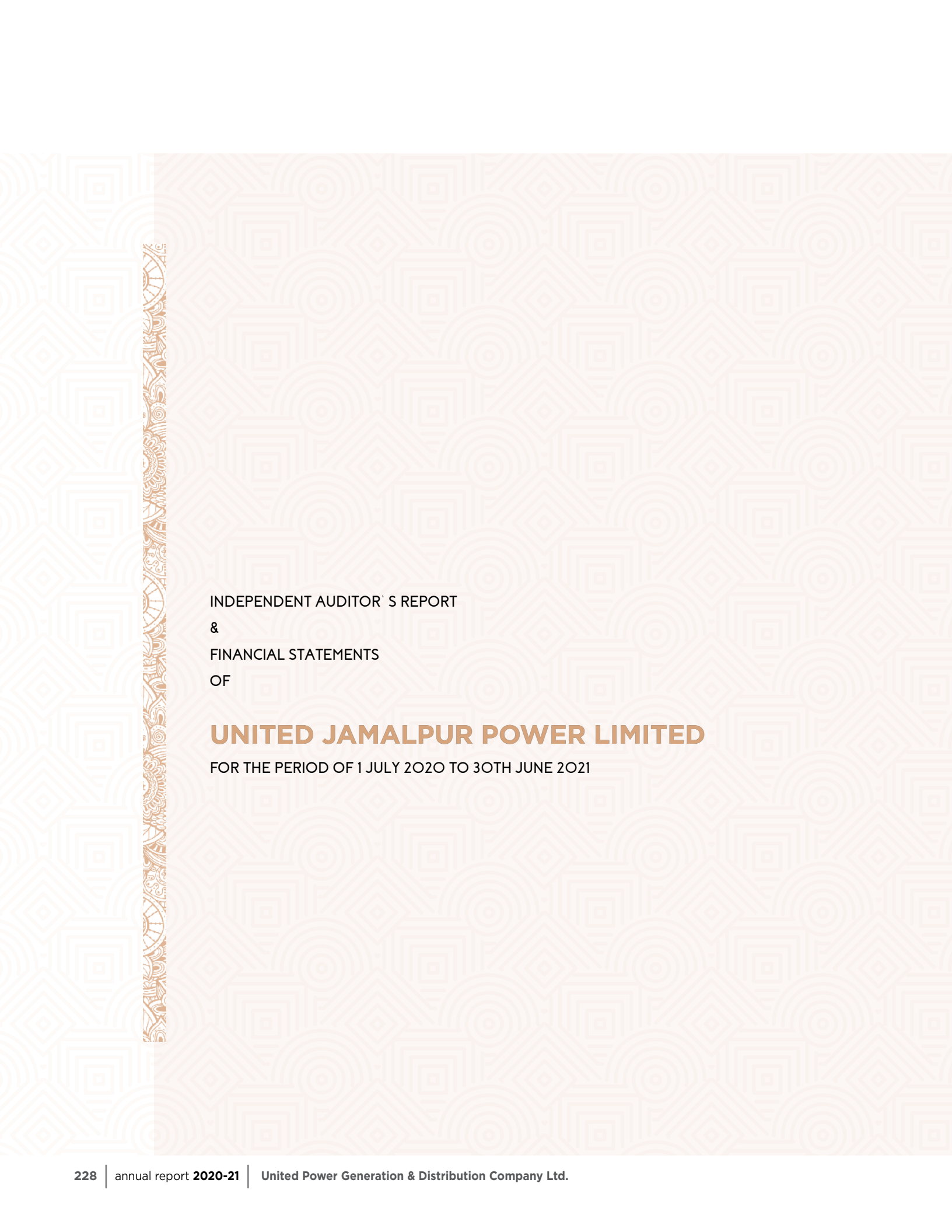
Director



Managing Director

Date: 17 October 2021

Place: Dhaka



INDEPENDENT AUDITOR' S REPORT
&
FINANCIAL STATEMENTS
OF

UNITED JAMALPUR POWER LIMITED

FOR THE PERIOD OF 1 JULY 2020 TO 30TH JUNE 2021

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of United Jamalpur Power Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of United Jamalpur Power Limited (the Company), which comprise the statement of financial position as at June 30, 2021, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at June 30, 2021, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The financial statements of United Jamalpur Power Limited for the year ended June 30, 2020, were audited by ARTISAN Chartered Accountants., who expressed an unmodified opinion on those statements on September 14, 2020.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of United Jamalpur Power Limited

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994, we also report that:

- (a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books; and
- (c) The company's statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account and return.

Firm Name : Hussain Farhad & Co., Chartered Accountants
Registration no : 4/452/ICAB-84

Signature of the auditor : 
Name of the auditor : **Esha Nabila Hussain FCA, Partner/Enrollment No: 1397**
DVC No : 2110131397AS424162
Place : Dhaka
Date : 13 October 2021

STATEMENT OF FINANCIAL POSITION

As at 30th June 2021

<i>In Taka</i>	30 June 2021	30 June 2020
Assets		
Property, plant and equipment	6,729,143,790	7,105,367,465
Non-current assets	6,729,143,790	7,105,367,465
Inventory	673,001,839	263,095,142
Trade receivables	2,618,428,495	1,514,313,600
Inter company receivables	1,527,907	2,216,892,436
Advance, deposits and prepayments	7,555,095	11,417,951
Cash and cash equivalents	28,540,222	84,105,906
Current assets	3,329,053,557	4,089,825,035
Total assets	10,058,197,348	11,195,192,500
Equity and Liabilities		
Equity		
Share capital	100,000,000	100,000,000
Retained earnings	495,368,960	1,899,758,058
Total equity	595,368,960	1,999,758,058
Long Term Liabilities		
Long term loan (non-current portion)	-	1,457,398,675
Preference Share Capital (non-current portion)	1,000,000,000	-
Total Long Term Liabilities	1,000,000,000	1,457,398,675
Current liabilities		
Trade and other payables	1,772,560,553	755,653,559
Inter company payables	6,118,752,336	6,566,094,075
Accrued Expenses	15,857,081	43,916,977
Preference Share Capital (current portion)	500,000,000	-
Long term loan (current portion)	-	372,101,789
Short term loan	55,000,000	-
Provision for Income tax	658,418	269,367
Total current Liabilities	8,462,828,388	7,738,035,768
Total liabilities	9,462,828,388	9,195,434,442
Total equity and liabilities	10,058,197,348	11,195,192,500



Company Secretary



Director



Managing Director

Signed In terms of our report of even date annexed

Place : Dhaka
Date: 13 October 2021
DVC No: 2110131397AS424162


Hussain Farhad & Co.
Chartered Accountants

Esha Nabila Hussain FCA
Partner
HUSSAIN FARHAD & CO.
Chartered Accountants
House # 15, Road # 12, Block-F
Niketon, Gulshan-1, Dhaka-1212

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For The Year ended on 30th June 2021

Particulars	Amount In Taka	
	30 June 2021	30 June 2020
Revenue	6,775,828,791	5,389,343,161
Cost of sales	(5,026,850,234)	(3,783,789,070)
Gross profit	1,748,978,557	1,605,554,091
Other Income	1,466,792	828,822
Administrative expenses	(8,310,438)	(6,718,736)
Operating profit	1,742,134,911	1,599,664,177
Financial expenses	(146,052,089)	(196,031,863)
Net Profit before tax	1,596,082,822	1,403,632,314
Income tax expenses	(471,919)	(269,367)
Net Profit for the period	1,595,610,902	1,403,362,947



Company Secretary



Director



Managing Director

Signed In terms of our report of even date annexed

Place : Dhaka
Date: 13 October'2021
DVC No: 2110131397AS424162


Hussain Farhad & Co.
Chartered Accountants

Esha Nabila Hussain FCA
Partner
HUSSAIN FARHAD & CO.
Chartered Accountants
House # 15, Road # 12, Block-F
Niketon, Gulshan-1, Dhaka-1212

STATEMENT OF CHANGES IN EQUITY

For The period ended on 30th June 2021

(Amount In Taka)

Particulars	For the year ended 30 June 2021		
	Share capital	Retained earnings	Total equity
Balance at 1 July 2020	100,000,000	1,899,758,058	1,999,758,058
Total comprehensive income			-
Profit or the year	-	1,595,610,902	1,595,610,902
Interim Dividend paid during the year		(3,000,000,000)	(3,000,000,000)
Other comprehensive income	-		-
Balance at 30 June 2021	100,000,000	495,368,960	595,368,960

(Amount In Taka)

Particulars	For the year ended 30 June 2020		
	Share capital	Retained earnings	Total equity
Balance at 1 July 2019	100,000,000	496,395,111	596,395,111
Transfer to Inter company loan			-
Total comprehensive income			-
Profit or the year	-	1,403,362,947	1,403,362,947
Balance at 30 June 2020	100,000,000	1,899,758,058	1,999,758,058



Company Secretary



Director



Managing Director

Signed In terms of our report of even date annexed

Place : Dhaka
Date: 13 October'2021
DVC No: 2110131397AS424162



Hussain Farhad & Co.
Chartered Accountants

Esha Nabila Hussain FCA
Partner
HUSSAIN FARHAD & CO.
Chartered Accountants
House # 15, Road # 12, Block-F
Niketon, Gulshan-1, Dhaka-1212

STATEMENT OF CASH FLOW

For the year ended 30 June 2021

Particulars	Amount In Taka	
	30 June 2021	30 June 2020
Cash flows from operating activities		
Cash receipts from customers	5,671,713,895	6,370,605,065
Cash paid to suppliers and others	(4,059,341,820)	(4,256,758,207)
Other Income	1,466,792	828,822
Financial charges paid	(146,052,089)	(196,031,863)
Net cash generated from/(used in) operating activities	1,467,786,778	1,918,643,817
Cash flows from investing activities		
Acquisition of property, plant and equipment	(16,874,789)	(3,455,052,131)
Cash received /(paid) on related party loan	2,215,364,530	1,288,455,220
Net cash generated from/(used in) investing activities	2,198,489,741	(2,166,596,910)
Cash flows from financing activities		
Preference share capital	1,500,000,000	-
Dividend paid	(3,000,000,000)	-
Long loan received/(paid)	(1,829,500,464)	1,829,500,464
Short term loan received/(paid)	55,000,000	(2,656,194,268)
Inter Company Loan received	(447,341,739)	1,113,546,039
Net cash generated from/(used in) financing activities	(3,721,842,203)	286,852,234
Net increase/(decrease) in cash and cash equivalents	(55,565,684)	38,899,141
Opening cash and cash equivalents	84,105,906	45,206,766
Closing Cash and cash equivalents	28,540,222	84,105,906



Company Secretary



Director



Managing Director

Signed In terms of our report of even date annexed

Place : Dhaka

Date: 13 October 2021

DVC No: 2110131397AS424162


Hussain Farhad & Co.
Chartered AccountantsEsha Nabila Hussain FCA
Partner
HUSSAIN FARHAD & CO.
Chartered Accountants
House # 15, Road # 12, Block-F
Niketon, Gushan-1, Dhaka-1212

UNITED POWER GENERATION & DISTRIBUTION COMPANY LTD.

Corporate Head Office: United House, Madani Avenue, United City, Dhaka-1212, Bangladesh

Tel: +880 9666 700 900, Web: www.unitedpowerbd.com

E-mail: info.power@united.com.bd

PROXY FORM

I/We ... of ... being the Member of United Power Generation & Distribution Company Ltd. (UPGDCL) hereby appoint Mr./Ms./Mrs. ... of ... as my proxy to attend and vote on my behalf at the **14th Annual General Meeting of the company to be held on Monday, 27th December 2021 at 11 a.m. (Dhaka Time)** through the digital platform with the following link **<https://tinyurl.com/unitedpoweragm2021>** and at any adjournment thereof.

As witness my hand this ... day of ... 2021 signed by the said in presence of ...

Revenue
Stamp
Tk 20.00

(Signature of the Proxy)

Date-----

(Signature of witness)

Date-----

Signature of the Shareholder(s)

Register BO ID:

Date-----

N. B.

1. The "Proxy Form", duly filled, signed and stamped at BDT 20 must be sent through email to info@unitedpowerbd.com, bhk1161@united.com.bd or atiq@united.com.bd no later than 72 hours before commencement of the AGM.
2. Signature of the Member(s) must be in accordance with the Specimen Signature recorded with the Company.



14th AGM QR CODE





**LEADING
COMPANY**

By Market Capitalization
in the Power Sector
of Bangladesh

USD
1.5
Billion
Plus

VALUATION

ENERGIZING THE EXPORT PROCESSING
INDUSTRIES OF THE NATION



United Power Generation
& Distribution Co. Ltd.

United House, Madani Avenue, United City
Dhaka 1212, Bangladesh
Telephone : +88 02 5505 2000
Email : info@unitedpowerbd.com

*as of 21 December 2020, DSS website



**UNITED
POWER**

CORPORATE HEAD OFFICE
UNITED POWER GENERATION & DISTRIBUTION COMPANY LTD.

United House

United City, Madani Avenue, Dhaka-1212.
PABX: +88 02 5505 2000, +88 09666 700900
email: info@unitedpowerbd.com
web: www.unitedpowerbd.com



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