



United Power Generation & Distribution Company Ltd.

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NOTICE OF 13th ANNUAL GENERAL MEETING

Notice is hereby given that the 13th Annual General Meeting of **United Power Generation & Distribution Company Ltd.** (UPGDCL) will be held on **Sunday, 20th December 2020 at 11 a.m.** (Dhaka Time) in digital platform through the following link <https://upgdcl.bdvirtualagm.com> 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 2020 together with the Auditors' Report thereon.
2. Approval of Dividend for the year ended 30 June 2020 as recommended by the Board of Directors.
3. Election/Re-election of Directors.
4. Appointment of Auditor for the year 2020-21 and fixation of their remuneration.
5. Appointment of Compliance Auditor for the year 2020-21 and fixation of their remuneration.

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass a **Special Resolution** for inserting a new clause "**Meeting through Digital platform**" in the Articles of Association of the Company.
2. Consideration and approval of the **Related Party Transactions** (as disclosed in the Note 34 of the Separate and Note 42 of the Consolidated Audited Financial Statements) pursuant to the BSEC Notification No. *BSEC/CMMRRC-D/2009-193/Admin/103 dated 5th February 2020*.
3. Consideration and approval of issuance of **Corporate Guarantees** in favour of Eastern Bank Ltd. and The City Bank Ltd. by UPGDCL on behalf of its subsidiaries United Jamalpur Power Ltd. (UJPL) and United Anwara Power Limited (UAnPL) respectively, pursuant to the BSEC Order No. *SEC/CMMR-RCD/2006-159/Admin/02-10 dated 10th September 2006*.

By order of the Board
Sd/-

Dhaka, 29th November 2020

(**Badrul H. Khan, FCA**)
Company Secretary

Notes:

1. Members whose name appear on the Members/Depository Register as on "**Record Date i.e. 30th November, 2020**" are eligible to attend the AGM and are also entitled to receive Dividend.
2. A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote in his/her behalf.
3. Link for joining the AGM through the given link and detail login process will be notified to the respective Member through e-mail.
4. 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://upgdcl.bdvirtualagm.com>
5. 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.
6. 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.
7. Pursuant to the Bangladesh Securities and Exchange Commission (BSEC) Notification Noses/CMRRC-D/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.

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