

Notice of the 19th Annual General Meeting

Notice is hereby given that the 19th Annual General Meeting (AGM) of the Shareholders of ADN Telecom Limited ("Company") will be held on **Wednesday 7 December, 2022** at 11:00 am (Dhaka Time) using digital platform through the link <https://adntel.bdvirtualagm.com> (pursuant to the BSEC Order No. SEC/SRMIC/94-231/91 dated 31 March 2021) to transact the following businesses:

AGENDA

(A) Ordinary Business:

- To receive, consider and adopt the Financial Statements of the Company for the year ended on 30 June 2022 and the Reports of Directors and the Auditors thereon.
- To approve Dividend for the year ended on 30 June 2022.
- To elect Directors in place of those who shall retire by rotation in accordance with the provisions of Articles of Association of the Company.
- To approve the re-appointment of Managing Director of the Company for further period of Five Years.
- To appoint the Statutory Auditors for the year 2022-23 and to fix their remuneration.
- To appoint the Auditors to provide the certificate on compliance on Corporate Governance Code of BSEC for the year 2022-23 and to fix their remuneration.

(B) Special Business:

- To consider and approve the revisions and time extension for the utilization of the IPO proceeds.

The following proposed resolution to be considered with or without modification:

"Resolved that approval is hereby accorded for rearranging the unutilized IPO proceeds allocated for BMRE from BDT 184,963,089 to BDT 84,963,089. Out of the remaining BDT 100,000,000, BDT 50,000,000 is to be utilized for investment in the Hi-Tech Park for developing manufacturing facility and BDT 50,000,000 for the purchase of Land and Land Development within 31 December 2023, subject to necessary regulatory approval."

By Order of the Board of Directors
Sd/-

Md. Monir Hossain, FCS
Company Secretary

Dated: 10 November 2022
Dhaka

Notes:

- The Shareholders, whose name appeared in the Depository Register as on the "Record Date" i.e., 13 October 2022, will be eligible to attend/participate and vote in the Annual General Meeting through digital platform and to receive dividend.
- Pursuant to the BSEC Notification No. BSEC/CMRRCD/2006-158/208/Admin/81 dated June 20, 2018, soft copy of the Annual Report 2022 will be emailed to respective Shareholders' email IDs available in their BO A/C. The Annual Report 2022 will also be available in the Company's website at www.adntel.com.bd
- A shareholder entitled to attend/participate and vote at the Annual General Meeting may appoint a proxy on his/her behalf. Copy of the proxy form duly signed and stamped shall be sent to the share office or through email at investor.relations@adnsl.net not later than 48 hours before the meeting.
- The shareholders can log into the link <https://adntel.bdvirtualagm.com> by using their BO A/C number and will be able to submit their questions or comments and vote electronically 24 hours before the meeting. For any IT related guidance in this regard, Shareholders may contact cell number **+880177770551**.
- The concerned Merchant Banks and all Depository Participants (DPs) are requested to provide the copies of the list of margin clients along with the bank details for entitlement of dividend on or before 6 December 2022 as per the following:
 - Hard copy: Registered mail or courier to **Share Office, ADN Telecom Limited, Red Crescent Concord Tower (19th Floor), 17 Mohakhali C/A, Dhaka-1212.**
 - Soft copy: Email to investor.relations@adnsl.net
- In compliance with the Circular No. SEC/CMRRCD/2009-193/154 dated 24 October 2013 issued by BSEC, no benefit in cash or kind shall be offered to the members during the Annual General Meeting.

Explanatory Statement for Special Business:

Revisions and time extension for the utilization of the IPO proceeds:

ADN Telecom Limited has decided to extend the stipulated deadline for utilization of IPO proceeds for BMRE, which were intended to be utilized within 31 December 2022. The Company has been impacted by the COVID-19 pandemic and the ongoing Russia-Ukraine geopolitical situation, which has caused supply chain disruptions as well as additional cost pressure for devaluation of BDT against USD, which have created market uncertainties. Following that, the Company is being cautious in utilizing the fund and is unlikely to meet the aforesaid deadline.

At this decisive moment, our foremost duty is to take solid strategic moves to ensure sustainable business growth while securing the investment of our respected shareholders. For that reason, we are taking some time to revise the action plan with utmost discretion. Hence, we move with diversified methodology to invest in a different segment to gain a sensible advantage.

Hence, the Board has proposed to rearrange the unutilized IPO proceeds allocated for BMRE from BDT 184,963,089 to BDT 84,963,089. Out of the remaining BDT 100,000,000, BDT 50,000,000 is proposed to be utilized for investment in the Hi-Tech Park for developing manufacturing facility and BDT 50,000,000 for the purchase of Land & Land Development within 31 December 2023 subject to the approval of shareholders and Bangladesh Securities & Exchange Commission.

Details of revisions and time extension for the utilization of the IPO proceeds:

Particulars	Utilization Timeline	Estimated Amount (BDT)	Utilized Amount (BDT)	Balance Un-Utilized (BDT)	Revised Utilization (BDT)	Revised Utilization Timeline
BMRE	31 December 2022	326,660,018	141,696,929	184,963,089	84,963,089	31 December 2023
Investment in the Hi-Tech Park for developing manufacturing facility	-	-	-	-	50,000,000	31 December 2023
Land & Land Development	-	-	-	-	50,000,000	31 December 2023
Data Center	30 September 2021	93,236,609	93,236,609	-	-	N/A
Loan Repayment	ASAP	120,603,373	120,603,373	-	-	N/A
IPO Expenses	ASAP	29,500,000	29,500,000	-	-	N/A
Total		570,000,000	385,036,911	184,963,089	184,963,089	





ADN Telecom Limited

Registered Office: Share Office, Red Crescent Concord Tower (19th Floor)
17, Mohakhali C/A, Dhaka - 1212.

PROXY FORM

I/We.....
.of.....being a member(s) of ADN Telecom Limited do hereby appoint Mr./Ms.as my/our proxy to attend and vote for me/us and my/our behalf at the **19th Annual General Meeting (AGM)** of the Company to be held on **Wednesday, 7 December 2022 at 11:00 a.m. (Dhaka Time)** using Digital Platform through the link <https://adntel.bdvirtualagm.com> (pursuant to BSEC Order No. SEC/SRMIC/94-231/91 dated 31 March 2021).

As witness my/our hand this day of December 2022.

Signature of Shareholder(s)

Signature of Proxy

No. of Shares held on Record date (13 October 2022)

Revenue
Stamp

BO ID NO.

Notes:

1. A member entitled to attend at the Annual General Meeting (AGM) may appoint a proxy to attend on his/her behalf. The scanned copy of "Proxy Form", duly signed and affixed with BDT 20 revenue stamp must be sent through email to Company's Share Office at to investor.relations@adnsl.net /deposited at the Registered Office of the Company no later than 48 hours before commencement of the AGM.
2. Signature of the member(s) must be in accordance with the specimen signature recorded with the Company or with Depository Participant(s) (CDBL).



To attend/participate in virtual AGM please scan the QR Code

Signature Verified

Authorized Signatory



ADN Telecom Limited

Registered Office: Share Office, Red Crescent Concord Tower (19th Floor)
17, Mohakhali C/A, Dhaka - 1212.

ACKNOWLEDGEMENT

I /We hereby record my/our attendance at the **19th Annual General Meeting (AGM)** of the Company to be held on **Wednesday, 7 December 2022 at 11:00 a.m.** (Dhaka Time) using Digital Platform through the link <https://adntel.bdvirtualagm.com> (pursuant to BSEC Order No. SEC/SRMIC/94-231/91 dated 31 March 2021)

Name of the Shareholder	<input type="text"/>
No. of Shares	<input type="text"/>
BO ID No.	<input type="text"/>
Name of the Proxy	<input type="text"/>



To attend/participate in virtual AGM please scan the QR Code

Signature of Shareholder/ Proxy

Signature Verified by