



7th
EGM

**NOTICE OF THE
7th EXTRA-ORDINARY GENERAL MEETING (EGM)**

Notice of the 7th Extra-Ordinary General Meeting (EGM)

Notice is hereby given that the 7th Extra-Ordinary General Meeting of the Shareholders of **ADN Telecom Limited** ("Company") will be held on **Thursday, 24 December 2020 at 11:00 a.m. (Dhaka Time)** using Digital Platform through the link <https://adntel-egm-agm.bdvirtual.com> (pursuant to BSEC Order SEC/SRMIC/94-231/25 dated 08 July 2020) to transact the following business:

Agenda

To consider and approve, with or without modification, resolutions regarding extension of IPO fund utilization timeline and the necessary amendment for the fund utilization.

SL	HEAD	PROPOSED RESOLUTION																																				
a.	BMRE	<i>"Resolved that in order to comply with the requirement as per Clause 6 of Part C of the IPO Consent Letter dated 1 October 2019 granted to ADN Telecom Limited by Bangladesh Securities and Exchange Commission, approval is hereby accorded to extend the timeline stated in the Prospectus for utilizing the proceeds of public offering under the head of BMRE by 2 (Two) years, subject to necessary regulatory approval, as due to the ongoing COVID-19 pandemic situation it will take another 2 (Two) years approximately to utilize the proceeds for BMRE."</i>																																				
b.	Data Center	<i>"Resolved that in order to comply with the requirement as per Clause 6 of Part C of the IPO Consent Letter dated 1 October 2019 granted to ADN Telecom Limited by Bangladesh Securities and Exchange Commission, approval is hereby accorded to extend the timeline stated in the Prospectus for utilizing the proceeds of public offering for completion of the work under the head of Data Center by 1 (One) year, subject to necessary regulatory approval."</i> <i>"Further Resolved that approval is hereby accorded for the change of the address of the Data Center stated in the Prospectus from Red Crescent Concord Tower (5th Floor), 17 Mohakhali Commercial Area, Dhaka-1212 to Devo-Tech Technology Park (2nd Floor) Plot-11, Road-113/A, Gulshan-2, Dhaka-1212, Bangladesh, for better business possibilities, subject to necessary regulatory approval."</i>																																				
c.	Loan Repayment	<i>"Resolved that in order to comply with the requirement as per Clause 6 of Part C of the IPO Consent Letter dated 1 October 2019 given to ADN Telecom Limited by Bangladesh Securities and Exchange Commission, approval is hereby accorded to utilize the balance amount of BDT 13,860,031 under the head of Loan Repayment as stated in the Prospectus as soon as possible towards paying off outstanding loan with The City Bank Limited, subject to necessary regulatory approval."</i>																																				
d.	Revised schedule	<i>"Resolved that in order to comply with the requirement as per Clause 6 of Part C of the IPO Consent Letter dated 1 October 2019 given to ADN Telecom Limited by Bangladesh Securities and Exchange Commission and based on the above resolutions, approval is hereby accorded to the revised schedule for utilizing the proceeds of public offering as follows:</i> <table border="1" data-bbox="316 1438 1436 1774"> <thead> <tr> <th>SL</th> <th>Head</th> <th>Estimated Amount (BDT)</th> <th>Utilized Amount (BDT)</th> <th>Un-utilized Amount (BDT)</th> <th>Revised Fund Utilization Timeline</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>BMRE</td> <td>326,660,018</td> <td>38,075,072</td> <td>288,584,946</td> <td>Within 2 years i.e. 31 December 2022</td> </tr> <tr> <td>2.</td> <td>Data Center</td> <td>93,236,609</td> <td>60,603,796</td> <td>32,632,813</td> <td>Within 1 year i.e. 30 September 2021</td> </tr> <tr> <td>3.</td> <td>Loan Repayment</td> <td>120,603,373</td> <td>106,743,342</td> <td>13,860,031</td> <td>As early as possible</td> </tr> <tr> <td>4.</td> <td>IPO Expenses</td> <td>29,500,000</td> <td>29,500,000</td> <td>-</td> <td>N/A</td> </tr> <tr> <td colspan="2">Total</td> <td>570,000,000</td> <td>234,922,210</td> <td>335,077,790</td> <td></td> </tr> </tbody> </table>	SL	Head	Estimated Amount (BDT)	Utilized Amount (BDT)	Un-utilized Amount (BDT)	Revised Fund Utilization Timeline	1.	BMRE	326,660,018	38,075,072	288,584,946	Within 2 years i.e. 31 December 2022	2.	Data Center	93,236,609	60,603,796	32,632,813	Within 1 year i.e. 30 September 2021	3.	Loan Repayment	120,603,373	106,743,342	13,860,031	As early as possible	4.	IPO Expenses	29,500,000	29,500,000	-	N/A	Total		570,000,000	234,922,210	335,077,790	
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30 November 2020
Dhaka

By order of the Board of Directors
Sd/-
Md. Monir Hossain, FCS
Company Secretary

Notes:

1. The Shareholders whose name appeared in the Depository Register on “Record Date” i.e. 19 November 2020 are eligible to attend/participate and vote in the Extra-Ordinary General Meeting through Digital Platform.
2. The soft copy of the Notice and Proxy Form will be emailed to respective Shareholder’s email ID available in their BO A/C. The Notice and Proxy Form will also be available in the Company’s website at **www.adntel.com.bd**
3. A Shareholder entitled to attend/participate and vote at the Extra-Ordinary General Meeting may appoint a proxy on his/her behalf. Scanned copy of the proxy form, duly signed and stamped shall be sent through email at **investor.relations@adnsl.net** no later than 48 hours before the meeting.
4. The Shareholders can log into the link **https://adntel-egm-agm.bdvirtual.com** by using their BO A/C number and will be able to submit their queries or comments and vote electronically 24 hours before meeting. For any IT related guidance in this regard Shareholders may contact cell number +880177770551.
5. 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 Extra-Ordinary General Meeting.

ADN Telecom Limited

Corporate Office:

Red Crescent Concord Tower, 19th Floor, 17 Mohakhali C/A, Dhaka-1212, Bangladesh.

IP Phone: +880 961 000 8888; Tel: +8802 222 261 234, Fax: +8802 222 287 551; 24/7 Customer Support: 16615

Email: info@adntel.com.bd, Web: www.adntel.com.bd



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 7th Extra-Ordinary General Meeting (EGM) of the Company to be held on
Thursday, 24 December 2020 at 11:00 a.m. (Dhaka Time) using Digital Platform through the link
https://adntel-egm-agm.bdvirtual.com (pursuant to BSEC Order SEC/SRMIC/94-231/25 dated 08 July 2020)

As witness my/our hand this.....day of.....2020.

Signature of Shareholder(s)

Signature of Proxy

No. of Shares held on Record date (19 November 2020).....

Revenue
Stamp

BO ID NO.

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Notes:

1. A member entitled to attend at the Extra-Ordinary General Meeting (EGM) 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 EGM.
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 EGM
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 7th Extra-Ordinary General Meeting (EGM) of the Company to be held on **Thursday, 24 December 2020 at 11:00 a.m. (Dhaka Time)** using Digital Platform through the link **https://adntel-egm-agm.bdvirtual.com** (pursuant to BSEC Order SEC/SRMIC/94-231/25 dated 08 July 2020).

Name of the Shareholder
No. of Shares
BO ID No.
Name of the Proxy

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please scan the QR Code

Signature of Shareholder/ Proxy

Signature Verified by