

CHAPTER-4



Bismillahir Rahmanir Rahim.

Dear Shareholders,

Assalamu Alaikum.

The Board of Directors of Doreen Power Generations and Systems Limited (DPGSL) have the pleasure to welcome you all to the 13th Annual General Meeting of the Company. The Directors delightfully presents before you the Audited Financial Statements of the Company for the year ended 30 June 2020 together with the Auditors' Report thereon and the Directors' Report for your consideration and adoption.

The Directors like to furnish a clear picture of the company to its valued shareholders. The Reports on Internal Audit & Internal Control System, on Risk Management Framework and on Corporate Governance as well as the tables, graphs, profiles and review by Managing Director which contains the Management's Discussion and Analysis presented separately shall be treated as integral part of this report.

4.1 GLOBAL ECONOMIC REVIEW

According to World Economic Outlook (WEO) forecast by International Monetary Fund (IMF), global growth was projected at 4.9 percent in 2020 which is 1.9 percentage points below the April 2020. The COVID-19 pandemic has had a more negative impact on activity in the first half of 2020 than anticipated, and the recovery is projected to be more gradual than previously forecast.

In 2021 global growth is projected at 5.4 percent. Overall, this would leave 2021 GDP some 6.5 percentage points lower than in the pre-COVID-19 projections of January 2020. The adverse impact on low-income households is particularly acute, imperiling the significant progress made in reducing extreme poverty in the world since the 1990s.

The global economy is climbing out from the depths to which it had plummeted during the Great Lockdown in April 2020. But with the COVID-19 pandemic continuing to spread, many countries have slowed reopening and some are reinstating partial lockdowns to protect susceptible populations. Although recovery in China has been faster than expected but the global economy's long ascent back to pre-pandemic levels of activity remains prone to setbacks.

A strong comeback in 2021 is needed to help the global economy heal from the coronavirus pandemic. But the International Monetary Fund is downgrading its forecasts for next year, and warning of a long, slow recovery that will stoke poverty and damage growth.

Global growth is expected to slow to roughly 3.5% between 2022 and 2025, leaving the output of most economies below levels that were predicted before the pandemic.

The US economy is expected to shrink by 4.3% in 2020 before expanding by 3.1% in 2021. The IMF thinks the 19 countries that use the euro will experience a harsher contraction but a sharper recovery, with output falling by 8.3% this year before jumping 5.2% next year.

Spain, which has been hard-hit by the virus and relies on service industries like tourism, is due to fare the worst among advanced economies, with output declining by 12.8% in 2020. Among emerging market economies, India - a key engine of global growth before the pandemic - will be especially damaged. The IMF thinks its economy will shrink 10.3% this year.

Britain, which has the added challenge of Brexit to cope with, will see its economy shrink by 9.8% this year.

Among major economies, only China is expected to expand in 2020. The IMF believes the country, which battled Covid-19 earlier than the rest of the world and was quickly able to move out of lockdown due to strict containment measures, will grow by 1.9%.

The IMF emphasized that uncertainty surrounding its projections is "unusually large" given the lack of clarity on the health crisis and the economic response, especially as global debt levels increase.

If new government spending is announced, the outlook could improve, the IMF said. It's only factored in existing legislation and announcements. On the other hand, a stronger resurgence of the virus or slower-than-expected progress on vaccines could lead to a weaker economy.

4.2 BANGLADESH ECONOMIC REVIEW

Despite various national and international adverse situations, Bangladesh has been able to continue her economic development and high growth trend in both Fiscal Year 2017-18 and 2018-19. However, the nation has seen a huge decline in many indicators of development in the Fiscal Year 2019-20 particularly in the second half of the period when COVID-19 Pandemic has had a tremendous impact.

The Asian Development Bank (ADB) has projected strong economic recovery for Bangladesh in the 2020-21 fiscal year, where gross domestic product (GDP) is expected to grow by 6.8% riding on strong manufacturing and exports.

However, the prolonged Covid-19 pandemic in Bangladesh or its export destinations may threaten the recovery and growth projection.

As per the provisional data of Bangladesh Bureau of Statistics (BBS), in the last fiscal year Bangladesh attained 5.24% GDP growth, while the government set an 8.2% growth target for fiscal year 2021.

According to the International Monetary Fund (IMF), Bangladesh's economy will see a 4.4% growth this fiscal year and will take two more years to see a turnaround from the damage caused by the Covid-19 pandemic.

The global lender forecasts that Bangladesh's GDP growth will reach close to 8% again by 2022 before slowing down to 7.3% in the next three years.

The country's GDP reached an all-time high of 8.15% in the fiscal 2018-19, which was brought down to 5.24% by the pandemic in the last fiscal year ending in June 2020.

IMF also predicts that inflation will remain below 6% despite higher economic growth expected in coming fiscal years. The investment-GDP ratio will go up gradually - to 27.28% this fiscal year and 30.96% in fiscal year 2022.

The IMF also projects a decline in current account deficit, which will fall to 2.75% of GDP this fiscal year and further fall to 1.5% or less in the next fiscal year.

However, if the coronavirus situation improves in the next fiscal year, the economic growth is likely to see an uptrend.

4.3 THE SECTOR WE OPERATE IN

Steady supply of power and energy is the prerequisite for the progress of an economy. The importance of energy is even more complementary in the context of Bangladesh, an emerging economy that has been experiencing rapid economic growth but also has been experiencing prolonged period of energy crisis. Electricity is the main form of energy that is tapped on both private and commercial scales in Bangladesh.

Demand for electricity in Bangladesh is projected to reach 34,000 megawatts (MW) by 2030 and the Government of Bangladesh has plans to increase power generation beyond expected demand to help propel growth in the export-oriented economy and to meet the demands of a growing middle class. Total investment in the sector over the next 15 years is estimated at \$70.5 billion. Total installed generation capacity is 20,383 MW which is 23,548 MW including captive power as of 30 June 2020.

Recently Bangladesh started construction of the 2.4-gigawatt (GW) Rooppur Nuclear Power Plant expected to go into operation in 2023. According to the Bangladesh Power Development Board in November 2020, 98 percent people have access to the electricity but still the per capita energy consumption in Bangladesh is considered low. The government of Bangladesh has set a target to bring 100 percent people of the country under un-interrupter electricity coverage by 2022.

To encourage private sector investment in the power sector of the country, Government has adopted several policies namely Private Sector Power Generation Policy of Bangladesh, 1996 (revised 2004) and Policy Guideline for Enhancement of Private Participation in the Power Sector, 2008. Some of such benefits for potential investors are as follows:

Facilities and Incentives for Private Power Companies

- Exemption from corporate income tax for 15 years
- Allowed to import plant equipment and spare parts at up to a maximum of ten percent (10%) of the original value of total plant and equipment within a period of twelve (12) years of commercial operation without payment of customs duties, VAT and any other surcharges as well as import permit fee except for indigenously produced equipment manufactured according to international standards.

- Repatriation of equity along with dividends allowed freely.
- Exemption from income tax for foreign lenders to such companies.
- The foreign investors will be free to enter into joint ventures but this is optional and not mandatory.
- Tax exemption on royalties, technical know-how and technical assistance fees, and facilities for their repatriation.
- Tax exemption on interest on foreign loans.
- Tax exemption on capital gains from transfer of shares by the investing company.
- Avoidance of double taxation case of foreign investors on the basis of bilateral agreements.
- Exemption of income tax for up to three years for the expatriate personnel employed under the approved industry.
- Facilities for repatriation of invested capital, profits and dividends.

Facilities and Incentives enjoyed by the Group

Among the above facilities DPGSL has already enjoyed 11.50 years tax exemption period and its two subsidiaries (DNPGSL and DSPGL) have enjoyed 4 years tax exemption period. All the companies of the Group have imported plant equipment without payment of customs duties, VAT and any other surcharges as well as import permit fee. Group is enjoying exemption from paying customs duties, VAT and any other surcharges as well as import permit fee in importing spare parts. Impact of availing the above incentives and facilities is reflected on the profitability of the company, the benefits of which is ultimately enjoyed by the shareholders.

4.4 PERFORMANCE OF THE COMPANY

DPGSL is one of the largest private sector power generation companies in Bangladesh which has started its power generation from November 2008 and proved its ability by successfully completing a decade of commercial operation. The company was incorporated in 2007 as a private limited company and converted into public limited company in 2011 and became listed with the DSE and CSE in 2016. It has three subsidiaries namely, Dhaka Southern Power Generations Ltd. (99.14% owned), Dhaka Northern Power Generations Ltd. (99.40% owned) and Chandpur Power Generations Limited (99.90% owned). Commercial Operation of Dhaka Northern and Dhaka Southern power plants having 55MW capacity each started in mid 2016 and construction work of Chandpur Power is going on and Construction and implementation work of the plant impacted and delayed due to global Covid 19 pandemic lockdown. However, management is hopeful to finish the construction work of the plant and start its commercial operation by March 2021.

In 2019-20, all five power plants were available to generate and supply to the extent required as per the Power Purchase Agreement (PPA), indicating excellent operational performance of your Company. As a result, this year our Group's power plants could deliver total 661.86 million Kwh electricity to the national grid.

4.4.1 PLANT-WISE PERFORMANCE

During the year 2019-20, the performance of different Power Plants was as stated below:

Name of Power Plant	Installed Capacity (Mwh)	Net Energy Output (Mwh)		Gas/HFO Consumption (Cubic Feet/MT)		Revenue (in million BDT)	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
Feni Plant	192,720	141,279	154,320	39,869,320	44,439,457	432.20	389.74
Narsingdi Plant	192,720	112,337	119,770	31,199,839	33,622,320	392.00	355.77
Tangail Plant	192,720	146,792	141,895	40,334,640	43,019,120	435.28	377.86
Northern Plant	481,800	151,070	252,122	30,267	50,152	1,900.17	3,011.48
Southern Plant	481,800	110,383	231,643	22,668	46,078	1,601.96	2,886.84

4.5 REPORT ON RISKS AND CONCERNS

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

Credit Risk: Credit Risk is the risk of financial loss 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 and investment securities. The company's sales are made to two Government-owned entities i.e. Bangladesh Power Development Board (BPDB) and Bangladesh Rural Electrification Board (BREB) under the conditions of Power Purchase Agreements (PPAs). Therefore, sales are fully secured by Power Purchase Agreement (PPA) with these two state-owned entities. Credit risk does not arise in respect of any other receivables.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position that has been disclosed in note 40.1 of the Financial Statements.

Liquidity Risk: Liquidity Risk is the risk of inability to meet financial obligations as they fall due. The Company's approach to managing liquidity risk 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 damage to the Company's reputation. Typically, Management ensures that it has sufficient cash and cash equivalent to meet expected operational expenses and financial obligations through cash forecast prepared based on timeline of payment of the financial obligation and accordingly arranging for sufficient fund and/or maintaining short term lines of credit with scheduled commercial banks to make the expected payment within due date. Financial Liabilities are expected to be repaid in due time from operational cash flows.

The contractual cash flows in terms of bank loan, trade payable, liabilities for expenses and provision for income tax have been disclosed in note 40.2 of the Financial Statements.

Market Risk: Market Risk is the risk associated with changes in market forces such as demand and supply situation, foreign exchange rates and interest rates that may affect the Company's income or the value of its holding of financial instruments. The objective of market risk management frame work is to manage and control market risk exposures within acceptable parameters while optimizing the return.

Currency Risk: Currency Risk is the risk associated with changes in foreign exchange rates that may affect the Company's purchases of spare parts and furnace oil that are denominated in a currency other than the functional currency, primarily Euro and US Dollars. Such risk may be hedged through entering into appropriate derivative financial instruments. However, the Company has not yet entered into any type of derivatives instrument in order to hedge foreign currency risk.

Interest Rate Risk: Interest Rate Risk is the risk that arises due to changes in interest rates on borrowings. Local loans are however not significantly affected by fluctuations in interest rates. Foreign loans and borrowings are affected by fluctuations in interest rates. Such risk may be hedged through entering into appropriate derivative financial instruments. However, the Company has not yet entered into any type of derivative instrument in order to hedge interest rate risk as at the reporting date.

Capital Risk: Capital Risk is the risk associated with maintaining an optimal capital structure and minimal cost of capital. The objective of managing capital risk are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Board of DPGSL is careful to maintain a balance between risks and return that might be possible with a sound capital structure of equity and borrowed funds.

4.6 OPERATIONAL AND FINANCIAL RESULTS

The Directors are pleased to present the comparative operational and financial results (consolidated) for the year ended 30 June 2020 based on the year ended 30 June 2019:

Particulars	Amount (Taka)		% of Change
	2019-2020	2018-2019	
Revenue	4,746,318,581	7,021,677,166	Decrease by 32.40%
Cost of Sales	3,419,994,719	5,516,266,139	Decrease by 38.00%
Gross Profit	1,326,323,862	1,505,411,027	Decrease by 11.90%
Profit Before Tax	802,694,556	924,972,030	Decrease by 13.22%
Profit After Tax	802,262,798	923,584,126	Decrease by 13.14%

Consolidated revenue has decreased by 32.40% mainly for decrease in sale revenue of two subsidiaries (DSPGL & DNPGL) which has resulted from decrease in demand for electricity in the economy due to global Covid 19 pandemic as well as decrease in energy payment for fuel price decrease in international market. For the same reasons the cost of sales has decreased by 38.00% which is higher compared to decrease in revenue is just because of fixed capacity payment over the contract period. As a result, gross profit has decreased by only 11.90% is the reflection of fixed capacity payment and efficiency in plant operation. However, for reduction in financial expenses profit before tax and after tax has decreased by 13.22% and 13.14%.

4.7 EXTRA-ORDINARY GAIN OR LOSS

As per IAS 1: Presentation of Financial Statements, no item of income and expenses are to be presented as extra-ordinary gain or loss in the financial statements. Accordingly, no extra-ordinary gain or loss has been recognized in the financial statements.

4.8 RELATED PARTY TRANSACTIONS

During the year, with approval of the Board, some transactions have taken place as temporary loans between the Company and its subsidiaries and/or sister concerns in order to meet emergency business needs by charging/paying interests on outstanding balances at prevailing interest rates. This matter is placed in the AGM for approval of the valued shareholders. These transactions with other related party transactions of the Company during the year have been disclosed in note-42 of the Notes to the Financial Statements complying the requirements of IAS 24 and it is stated that all such transactions have taken place on a commercial basis.

4.9 UTILIZATION OF PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUES AND/OR THROUGH ANY OTHER INSTRUMENTS

Initial Public Offering (IPO) of Doreen Power Generations and Systems Limited was made in 2016 and the fund raised thereby has already been utilized as reported to the regulators. No further issue of any instrument was made during the year.

4.10 SIGNIFICANT VARIANCE BETWEEN QUARTERLY AND ANNUAL FINANCIAL STATEMENTS

No significant variations have occurred between quarterly and final financial results of the Company during the year under report. However, as part of environmental and normal operational pattern and Covid 19 pandemic, business had to face seasonal and global pandemic impacts during quarter 3 and 4.

4.11 REMUNERATION TO DIRECTORS

Remuneration, performance and other related perquisites/benefits of Executive Directors are reviewed annually and approved by the Nomination and Remuneration Committee (NRC). During the year ended 30 June 2020, only the Managing Director was paid remuneration/ allowance amounting Tk.1,320,000. No other Director (even the Independent Director) did take any remuneration/ allowance from the Company as disclosed in Notes - 44 to the financial statements.

4.12 FAIR PRESENTATION OF STATE OF AFFAIRS AND COMPLIANCE OF ACCOUNTING POLICIES, STANDARDS ETC.

The members of the board, in accordance with the Bangladesh Securities and Exchange Commission's Notification no: BSEC/CMRRCD/2006-158/207/Admin/80 dated 03 June 2018, are pleased to make the

following declarations in their report:

- i) The financial statements prepared by the management of DPGSL present fairly its state of affairs, the result of its operations, cash flows and changes in equity
- ii) Proper books of account of the company have been maintained.
- iii) 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.
- 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 there from 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 duly protected as have effective means of redress.
- vii) There is no significant doubt upon the company's ability to continue as a going concern.
- vii) Significant deviations from last year in operating results of the Company are highlighted and the reasons have been explained in Operation and Financial Results section (above).

4.13 KEY OPERATING AND FINANCIAL DATA

The Directors are pleased to present the Key Operating and Financial Data for the last 5 (five) years and the tabular presentation has been shown separately.

PARTICULARS	2019-2020	2018-2019	2017-2018	2016-2017	2015-2016
	Taka	Taka	Taka	Taka	Taka
Revenue	4,746,318,581	7,021,677,166	6,660,495,190	5,150,748,279	1,189,835,036
Cost of Sales	(3,419,994,719)	(5,516,266,139)	(5,250,534,560)	(3,789,896,730)	(791,458,229)
Gross profit	1,326,323,862	1,505,411,027	1,409,960,630	1,360,851,549	398,376,807
General & Admin. Exp.	(139,361,443)	(116,947,738)	(118,566,702)	(132,553,608)	(102,847,335)
Pre Operating Expenses	-	-	-	-	(415,262,98)
Profit from Operation	1,186,962,419	1,388,463,289	1,291,393,928	1,228,297,940	254,003,174
Other Income	-	-	-	-	445,200
Interest Income	2,112,462	1,158,728	1,829,050	1,775,002	5,309,941
Financial Expense	(386,380,325)	(464,649,986)	(460,751,796)	(481,473,112)	(210,510,650)
Non-operating Loss	(384,267,863)	(463,491,259)	(458,922,746)	(479,698,110)	(204,755,509)
Net Profit before Contribution to WPP and WF Fund	802,694,556	924,972,030	832,471,182	748,599,830	49,247,665
Contribution to WPP & WF	-	-	-	(7,718,880)	(9,300,468)
Net profit before income tax	802,694,556	924,972,030	832,471,182	740,880,950	39,947,197
Current tax expense	(431,757)	(1,387,904)	(776,663)	(3,897,606)	(1,106,633)
Net profit after income tax	802,262,798	923,584,126	831,694,519	736,983,345	38,840,564
Dividend	20%	30%	25%	20%	30%
Share Capital	1,312,608,000	1,161,600,000	1,056,000,000	960,000,000	800,000,000
Net Non-Current Assets	10,249,739,424	10,319,120,396	10,682,153,400	10,234,794,882	10,326,080,585
EPS	6.08	7.91	7.14	6.88	0.65

4.14 DIVIDEND FOR THE YEAR 2019-20

The Board has recommended 10% cash dividend for all shareholders excluding the Sponsors/ Directors and 10% stock dividend for all shareholders for the year ended 30 June 2020. The Sponsors/Directors hold 87.43 million shares out of total 131.26 million shares of the Company and the cash dividend to be payable to the General shareholders is Tk. 43.83 million. So, the shareholders are entitled to get 01 (one) bonus shares of Tk.10.00 (Tk. Ten) each for holding every 10 shares. The aforementioned dividend has been recommended being the 'final dividend' for the year and no interim dividend was declared during the year.

Shareholders' whose name will be appearing in the Shareholders' Registrar as on the Record Date (26 November 2020) shall be eligible to receive the above dividends subject to approval by the shareholders in the Annual General Meeting (AGM) scheduled to be held on 28 December 2020.

The Directors state that, no bonus share or stock dividend has been declared during the year or shall be declared in future as interim dividend.

4.15 DIRECTORS' RETIREMENT & RE-APPOINTMENT/RE-ELECTION

With regard to the appointment/election, retirement and re-appointment/re-election of directors, the company is governed by its Articles of Association, the Companies Act 1994 and other related legislations. Accordingly, at the 13th Annual General Meeting, Mr. Md Abul Hasnat and Mr. Md Ali Akbar will retire from the office of Director. They are however eligible for re-appointment/re-election. As required by BSEC's Corporate Governance Code [condition 1.5 (xxii)], their details is disclosed separately under Profiles of Directors and Disclosures of Directors' Interest.

4.15.1 APPOINTMENT OF SAME PERSON AS MANAGING DIRECTOR IN SUBSIDIARIES AND/OR SISTER CONCERNS

For greater benefit of the Group's business, the Directors in their meeting have considered the matter and given consent to Mr. Tahzeeb Alam Siddique (Managing Director of the Company) to serve as Managing Director of its subsidiaries and sister companies that have been engaged in doing same type of business. This is placed for approval in the AGM.

4.16 APPOINTMENT OF AUDITORS

M/s. Hoda Vasi Chowdhury & Co., Chartered Accountants, having office at BTMC Bhaban (6th & 7th Floor), 7-9 Kawran Bazar Commercial Area, Dhaka-1215, Bangladesh, was appointed as the Auditors by the company in its 12th AGM for a term till the conclusion of 13th AGM of the Company. M/s. Hoda Vasi Chowdhury & Co. have completed assignment of audit and will retire at the 13th AGM and being qualified, has expressed their willingness to be re-appointed as Auditors for the next term. The Audit Committee and the Board have recommended for their re-appointment as Auditors for the next term till conclusion of the 14th AGM. The matter is placed for the consideration of the honorable shareholders.

4.17 APPOINTMENT OF CORPORATE GOVERNANCE AUDITORS

M/s. SARashid & Associates, having office at 13-D, 55/B, Noakhali Tower, Purana Paltan, Dhaka 1000 was appointed as the Corporate Governance Auditors by the company in its 12th AGM to provide the compliance certification of the Corporate Governance Code (CGC). M/s. SARashid & Associates have completed assignment of certification and will retire at the 13th AGM and being qualified has expressed their willingness to be re-appointed as for the next term. The Audit Committee and the Board have recommended for their re-appointment. The matter is placed for due approval by the shareholders.

4.18 BOARD MEETINGS AND ATTENDANCE

The Directors meet regularly for smooth operation and management of Company. During the year ended 30 June 2020, a total of 08 (Eight) Board Meetings were held. Attendance of the Directors in the meetings was as follows:

NAME & DESIGNATION OF DIRECTORS	TENURE OF DIRECTORSHIP	NUMBER OF MEETINGS	
		HELD	ATTENDED
Mrs. Anjabeen Alam Siddique, Chairman	Since 23.12.2015	08	08
Mr. Tahzeeb Alam Siddique, Managing Director	Since 17.08.2017	08	08
Mr. Abul Hasnat, Director	Since 18.03.2019	08	08
Mr. Md. Ali Akbar, Director	Since 18.03.2019	08	08
Mr. Mahtab Bin-Ahmed, Independent Director	Since 23.12.2015	08	08

4.19 THE PATTERN OF SHAREHOLDING

As per condition 1(5)(xxiii) of the Corporate Governance Code issued by BSEC, the shareholding pattern as on 30 June 2020 was as follows:

SL	Name of Shareholder	Description	Number of Shares	Amount (Taka)	%
A. Parent/Subsidiary/Associated Companies and other related parties (name wise details)					
1	Asian Entech Power corporation Limited	Parent Company	83,400,771	834,007,710	63.54%
2	OPG Energy Pvt. Ltd.	Sponsor Company	89,502	895,020	0.07%
B.(i) Directors and their spouses and minor children (name wise details)					
1	Ms. Anjabeen Alam Siddique	Chairman [Nominated by Asian Entech Power Corporation Limited]	806,940	8,069,400	0.61%
2	Mr. Tahzeeb Alam Siddique	Managing Director	2,778,444	27,784,440	2.12%
3	Mr. Md. Ali Akbar	Director [Nominated by Asian Entech Power Corporation Limited]	4,478	44,780	0.003%
4	Mr. Md. Abul Hasnat	Director [Nominated by Asian Entech Power Corporation Limited]	Nil	Nil	Nil
5	Mr. Mahtab Bin-Ahmed	Independent Director	Nil	Nil	Nil
B.(ii) CEO, CFO, Company Secretary & Head of Internal Audit and their spouses and minor children (name wise details)					
1	Mr. Mostafa Moin	Chief Executive Officer	Nil	Nil	Nil
2	Mr. Afroz Alam	Chief Financial Officer	Nil	Nil	Nil
3	Mr. Masudur Rahman Bhuiyan FCS	Company Secretary	Nil	Nil	Nil
4	Mr. Taimur Alam ACMA	Head of Internal Audit	Nil	Nil	Nil
C. Executives [Top 5 salaried employees]					
1	Mr. Abul Hossain	Chief Development Officer	Nil	Nil	Nil
2	Mr. Md. Wahiduzzaman Khan	Chief Operating Officer HFO Plants	50,000	5,00,000	0.04%
3	Mr. Mostafizur Rahman	Chief Operating Officer Gas Plants	Nil	Nil	Nil
4	Mr. Iqbal Hossain	Chief Administrative Officer	Nil	Nil	Nil
5	Mr. Sultan Reza Bin Mahmood	GM & Plant In charge	Nil	Nil	Nil
D. Shareholders holding ten percent (10%) or more voting interest in the Company					
1	Asian Entech Power Corporation Limited	Parent Company	83,400,771	834,007,710	63.54%

4.20 NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) was formed on 30 December 2018 as the sub-committee of the Board. The NRC consists of three non-executive directors and the chairman of the committee is an independent director. Mr. Mahtab Bin-Ahmed is the chairman of the committee and Mr. Md. Ali Akbar and Mr. Md. Abul Hasnat are members of the committee who are nominated director. The NRC was set up with clear terms of reference. 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. The NRC has met twice during the year 2019-20. Mr. Masudur Rahman Bhuyan, Company Secretary, is the secretary of the Committee. The report of NRC is attached as Annexure-III of this Annual Report.

4.21 CORPORATE SOCIAL RESPONSIBILITY

Doreen Power Generations and Systems Limited supports and contributes towards many social and humanitarian causes as part of its Corporate Social Responsibility. Doreen Power also recognizes the importance of creating sustainability directly around the power plants that we operate in. This goes to the heart of our CSR initiatives, helping to provide the fundamentals to foster sustainable communities.

4.22 CORPORATE GOVERNANCE

Corporate Governance is the system through which a company is directed, guided and controlled by the Board, while keeping in view its accountability to the shareholders. DPGSL strives to ensure full compliance with the laws and regulations that govern its business and to uphold the highest standards. The Status of Compliance of BSEC's Corporate Governance Code is shown at Annexure - VI and Certificate thereon is also annexed as Annexure - V. Moreover, a separate Report on Corporate Governance is placed as Annexure - IV.

4.23 ACKNOWLEDGEMENT

Finally, we would like to extend our appreciation to the shareholders, government agencies, regulatory authorities, bankers, business constituents, suppliers, auditors, consultants and other stakeholders of the company for their continued co-operation and support. They also express their deep appreciation for the devoted and sincere services rendered by the employees at all levels of the Company and expect that such devotion will continue in future also. We sincerely look forward to welcoming you at our 14th Annual General Meeting (AGM). May you all have peaceful and progressive life.

Thank you all.

For and on behalf of the Board of Directors



Anjabeen Alam Siddique

Chairman

Dated: 28 October 2020