

**No. SEC/Enforcement/620/2007/
June 24, 2008**

Power Grid Company of Bangladesh Ltd. (Issuer)
Red Crescent Concord Tower (6th Floor),17, Mohakhali C/A , Dhaka-1212

Managing Director
Power Grid Company of Bangladesh Ltd.
Red Crescent Concord Tower (6th Floor), 17, Mohakhali C/A , Dhaka-1212

Directors
Power Grid Company of Bangladesh Ltd.
Red Crescent Concord Tower (6th Floor), 17, Mohakhali C/A , Dhaka-1212

Company Secretary
Power Grid Company of Bangladesh Ltd.
Red Crescent Concord Tower (6th Floor), 17, Mohakhali C/A , Dhaka-1212

Sub: Alleged non-compliance with securities related laws in connection with the audited financial statements for the year ended on June 30, 2005 as well as the Information Documents published for offloading/direct listing of shares: Warning.

This refers to the Commission's show cause cum hearing notice No. SEC/Enforcement/620/2007/1185 dated November 14, 2007 and your explanations submitted to the Commission vide letter dated January 07, 2008, in respect of the said notice.

The Commission, considering your explanations/submissions, has decided to dispose of the proceedings against yourselves, by placing on record the Commission's dissatisfaction on the default/contravention made by you, with a warning to ensure compliance of all securities related laws in future.

Please note that this disposal does not absolve you from your lawful responsibilities/obligations to any person, if affected, as a result of your above said default/contravention.

For the Securities and Exchange Commission

Md. Monsur Rahman
Deputy Director

CC:
CEO, Dhaka Stock Exchange Ltd.
CEO, Chittagong Stock Exchange Ltd.
Executive Director (R & D), SEC
Director (MIS) SEC
Director (CFD), SEC
Chairman's Office, SEC