



Bangladesh Securities and Exchange Commission

NOTICE

Dated, 23 May 2026

The Bangladesh Securities and Exchange Commission (BSEC) hereby publishes the following draft Rules to the Bangladesh Securities and Exchange Commission (Corporate Restructuring) Rules, 2026 in the newspaper as per requirement of sub-section (১) of section ২৪ of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ (১৯৯৩ সনের ১৫ নং আইন), read with sub-section (1) section 33 of the Securities and Exchange Ordinance, 1969 (Ordinance No.- XVII of 1969), for eliciting public opinion, etc.

Opinion, advice or objection, if any thereon will have to be sent to the following address within two weeks from the date of publication of this Notice. Mentionable here that the draft Rules can be found in the following web link and scanning the QR code.

Address for sending opinion/advice or objection:

Chairman

Bangladesh Securities and Exchange Commission

Securities Commission Bhaban

E-6/C, Agargaon

Sher-e-Bangla Nagar Administrative Area

Dhaka-1207

Email: chairman@sec.gov.bd copy to: mehran@sec.gov.bd

Notification

23 May 2026

No..... Whereas the companies listed with the stock exchange(s) may undertake any scheme of arrangement, compromise, merger, demerger, amalgamation, acquisition, or any other form of corporate restructuring with any listed or non-listed company;

And whereas it is expedient and necessary to ensure proper valuation, adequate disclosure, transparency, and maintenance of market integrity in relation to such schemes for the purpose of protecting the interests of the shareholders of the companies, particularly the minority shareholders;

Now, therefore, in exercise of the powers conferred by section ২৪(১) of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ (১৯৯৩ সনের ১৫ নং আইন), read with section 33(1) of the Securities and Exchange Ordinance, 1969 (Ordinance No.- XVII of 1969), the Bangladesh Securities and Exchange Commission (hereinafter referred to as “the Commission”) hereby proposes the following rules, namely: -

1. Short title and application. —

- (1) These rules may be called the Bangladesh Securities and Exchange Commission (Corporate Restructuring) Rules, 2026.
- (2) These rules shall be applicable for adopting any scheme of corporate restructuring, e.g., merger, demerger, amalgamation, acquisition, arrangement, compromise or any other forms of corporate restructuring of any listed company with any other listed or non-listed company(ies), or vice versa.
- (3) These rules shall not prejudice the jurisdiction of the Court under the কোম্পানি আইন, ১৯৯৪ (Companies Act, 1994) or any other law of the land.

2. Definitions. — (1) In these Rules, unless there is anything repugnant in the subject or context-

- (a) “acquisition” means a corporate restructuring process in which a listed company acquires, directly or indirectly, controlling interest, substantial shares, assets, business operations, or management rights of another company, whether through purchase, transfer, exchange, subscription, or any other lawful means, resulting in the acquiring company obtaining control over the acquired company or its business undertaking:

Provided that, under these Rules, acquisition shall apply only to the acquisition by a listed company of the aforesaid controlling interest in a non-listed company:

Provided further that any acquisition of substantial shares, acquisition, or takeover of control of a listed company by any company or person shall be carried out in compliance with the provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (উল্লেখযোগ্য সংখ্যক শেয়ার অর্জন, অধিগ্রহণ ও কর্তৃত্ব গ্রহণ) বিধিমালা, ২০১৮.

- (b) “amalgamation” means a corporate restructuring process in which two or more companies (i.e., the transferor companies) combine to form an entirely new company (i.e., the transferee company), and all the transferor companies are dissolved without winding up;
 - (c) “arrangement” means any corporate restructuring or reorganization of share capital, business, operations, assets, liabilities, or shareholders’ rights of a company, including consolidation/ amalgamation, division, merger, demerger, or any other similar mode of restructuring;
 - (d) “board” means the Board of Directors of the company;
 - (e) “compromise” means a settlement of disputes, claims, rights, or obligations between a company and its creditors, shareholders, or any class thereof, involving mutual concessions;
 - (f) “corporate restructuring” means the process of significant modification of the financial structure, business operations, assets, liabilities, ownership structure, or organizational framework of a company through arrangement, compromise, merger, demerger, amalgamation, acquisition, or any other forms of corporate restructuring;
 - (g) “demerger” means a corporate restructuring process in which a company transfers or separates one or more of its business undertakings, divisions, or segments into one or more separate and independent legal entities;
 - (h) “merger” means a corporate restructuring process in which one company (i.e., the transferee company or survivor company) absorbs another company (i.e., the transferor company), and the transferor company ceases to exist without winding up while the transferee company retains its legal identity;
 - (i) “scheme” means a document or arrangement prepared for the purpose of merger, demerger, amalgamation, acquisition, arrangement, compromise, or any other corporate restructuring between or among companies.
- (2) Words and expressions used herein and not defined, but defined in the Securities and Exchange Ordinance, 1969 (XVII of 1969), ব্যাংক কোম্পানি আইন, ১৯৯১ (১৯৯১ সনের ১৪ নং আইন), বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন আইন, ১৯৯৩ (১৯৯৩ সালের ১৫ নং আইন), কোম্পানি আইন, ১৯৯৪ (১৯৯৪ সনের ১৮ নং আইন), ডিপজিটরি আইন, ১৯৯৯ (১৯৯৯ সনের ৬ নং আইন), বীমা আইন, ২০১০

(২০১০ সনের ১৩ নং আইন), ফিন্যান্সিয়াল রিপোর্টিং আইন, ২০১৫ (২০১৫ সনের ১৬ নং আইন), ফাইন্যান্স কোম্পানি আইন, ২০২৩ (২০২৩ সনের ৫৯ নং আইন) shall have the same meanings respectively assigned to them in the said Acts and the Ordinance, and the Rules and Regulations made thereunder.

3. Draft scheme of corporate restructuring. —

- (1) In case of any corporate restructuring involving a listed company with one or more listed or non-listed companies, or vice versa, the listed company shall, within 30 (thirty) days from the date of approval of the draft scheme by the Board of Directors of the company, submit the said draft scheme to the Commission as well as to the stock exchange(s), along with the documents specified in Schedule–A, for obtaining the observations of the Commission and stock exchange(s) thereon.
- (2) The Board of Directors of the companies involved in the proposed corporate restructuring, whether transferor or transferee company, acquiror or acquiree company, singly or jointly, shall, in its respective Board meeting, adopt a resolution approving the proposed corporate restructuring scheme:

Provided further that the Board of Directors of the concerned company shall record in the minutes of the meeting, and the draft scheme shall, inter alia, contain and address the provision of rule-4, the following matters:

- (a) the rationale for the proposed scheme;
- (b) the fairness of the valuation;
- (c) the adequacy of disclosures;
- (d) the impact of the scheme on the shareholders, including minority shareholders;
- (e) potential dilution of shareholding, if any;
- (f) any conflict of interest and related-party transactions, if any;
- (g) the opinion of the independent directors;
- (h) market integrity considerations;
- (i) compliance with the applicable securities laws, rules, regulations, directives, notifications, and listing regulations; and
- (j) any other relevant matter necessary for the protection of the interests of the shareholders and investors.

- (3) Upon receipt of the observations of the Commission and stock exchange(s) on the draft scheme, the Board of Directors of the listed company(ies) and the concerned non-listed company(ies), if any, shall modify the draft scheme in accordance with such observations and place the same before the shareholders' and/or creditors' meeting, as applicable, convened in the form of an Extraordinary General Meeting or otherwise in accordance with the provisions of the কোম্পানি আইন, ১৯৯৪ (Companies Act, 1994), for approval of the scheme by way of a special resolution:

Provided that the above provision shall also be applicable for acquisition of shares of a non-listed company by the listed company:

Provided further that the listed company(ies) shall disseminate Price Sensitive Information (PSI) relating to the proposed corporate restructuring scheme and declare a record date in compliance with the provisions of the বাংলাদেশ সিকিউরিটিজ অ্যান্ড এক্সচেঞ্জ কমিশন (সুবিধাভোগী ব্যবসা নিষিদ্ধকরণ) বিধিমালা, ২০২২ and the relevant listing regulations of the stock exchange(s):

Provided further that notice of such meeting shall be issued and circulated in accordance with the provisions of the কোম্পানি আইন, ১৯৯৪ (Companies Act, 1994).

- (4) Every company involved in the proposed corporate restructuring shall place the scheme, together with the observations of the Commission and stock exchange(s), before the shareholders and/or creditors, as applicable, for approval in accordance with the provisions of the কোম্পানি আইন, ১৯৯৪ (Companies Act, 1994).
- (5) After approval of the scheme by the shareholders and/or creditors in their general meeting, as applicable, the company involved in the proposed corporate restructuring shall file an application before the Honorable Court in accordance with the provisions of the কোম্পানি আইন, ১৯৯৪ (Companies Act, 1994), as applicable.
- (6) The Commission may, if it deems fit, be impleaded as a party to any petition relating to a scheme of corporate restructuring filed before the Honorable Court by the company(ies) involved in the proposed corporate restructuring.

4. Contents of the Scheme of Corporate Restructuring. — (1) The scheme of corporate restructuring to be approved in the general meeting of the shareholders and/or creditors, as applicable, under rule 3(4) of these Rules, shall contain, inter alia, the following information:

- (a) the nature and manner of consideration payable under the scheme, including consideration in the form of cash, shares, assets, securities, debt instruments, or

any combination thereof, shall be disclosed, along with the basis and justification for determination of such consideration;

- (b) particulars of the transferee and transferor companies; however, where such scheme relates to acquisition involving cash consideration, particulars of the acquiror and acquiree companies shall be disclosed;
- (c) the principal terms of transfer of assets from the transferor to the transferee, including authority to execute, on behalf of the transferee, all deeds, instruments, and documents necessary to give effect to such transfer;
- (d) the principal terms of transfer of liabilities from the transferor to the transferee, including any required no-objection certificate under the Bank Company Act, 1991, and compliance with the conditions attached to loans, debentures, bonds, and other financial obligations of the banks, financial institutions, trustees, or other creditors;
- (e) observations of the Commission on the draft scheme;
- (f) observations of the respective stock exchange(s) on the draft scheme;
- (g) rationale, benefits, and triggering factors of the scheme;
- (h) impact of the scheme on various classes of shareholders, including minority shareholders, and creditors of both the transferor and transferee companies;
- (i) detailed measures for protection of minority shareholders' interests;
- (j) impact of the scheme on the general public, where applicable;
- (k) the effective date from which the scheme shall take effect and the consequences thereof;
- (l) conditions, if any, regarding continuation of business operations by the transferor between the effective date and completion of the scheme;
- (m) details of share capital of both transferor and transferee companies, specifying authorized, issued, subscribed, and paid-up capital before and after the scheme;
- (n) details of capital restructuring or debt restructuring, if any;

- (o) proposed share exchange ratio or swap ratio, together with any conditions attached thereto, fractional share entitlements, and responsibility for obtaining necessary regulatory approvals for issuance, allotment, and listing of shares;
- (p) surrender of shares by shareholders of the transferor company in exchange for new share certificates, where applicable;
- (q) status of employees of the transferor company from the effective date, including treatment of provident fund, gratuity fund, superannuation fund, or any other employee benefit schemes;
- (r) treatment of outstanding debt balances appearing in the transferor company's balance sheet as on the effective date;
- (s) enhancement of borrowing limits of the transferee company upon effectiveness of the scheme, if any;
- (t) treatment of tax liabilities, contingent liabilities, and other material transactions/ changes requiring specific attention;
- (u) commitment of the transferor and transferee companies to file applications/ petitions for sanction of the scheme under applicable laws;
- (v) details of other approvals required from regulatory authorities, if any;
- (w) consent of the transferor and transferee companies to modify or amend the draft scheme in accordance with the observations of the Commission and stock exchange(s);
- (x) delegation of powers to authorized representatives of the transferor and transferee companies for implementation of the scheme;
- (y) conditions attached to the scheme, if any;
- (z) a statement to the effect that the scheme shall not become effective unless all requisite approvals as required under the কোম্পানি আইন, ১৯৯৪ (Companies Act, 1994) and/or any other applicable laws of the land have been obtained.
- (za) a statement to the effect that, upon the scheme becoming effective, the transferor company shall stand dissolved, with or without winding up, as the case may be, in accordance with the provisions of the কোম্পানি আইন, ১৯৯৪ (Companies Act, 1994) and/or any other applicable laws of the land, where applicable;

- (zb) allocation of costs and expenses relating to the scheme;
 - (zc) any other material information relating to the transferor and transferee companies incidental or relevant to the scheme;
 - (zd) disclosure of related-party relationships and interests;
 - (ze) analysis of benefits to promoters and controlling shareholders;
 - (zf) quantified impact of dilution on public shareholders;
 - (zg) alternative valuation scenarios and sensitivity analysis;
 - (zh) explanation of the valuation methodology adopted;
 - (zi) disclosure of any prior transactions affecting valuation;
 - (zj) a statement as to whether the scheme results in an indirect listing, backdoor listing, or any similar outcome;
 - (zk) risk factors associated with the corporate restructuring, including integration, operational, and financial risks;
 - (zl) details of acquisition by the acquiror forming part of the scheme, where applicable; and
 - (zm) any other information or disclosure as may be required by the Commission from time to time in writing.
- (2) In addition to the requirements of sub-rule (1), the scheme shall also include, inter alia, the following information or statements:
- (a) the strategic context of the proposed scheme and the future business strategy to be pursued by the company;
 - (b) a summary of operating and financial performance of the company for the preceding 5 (five) years and for the current year up to the latest available quarter;
 - (c) details of any material interest of the directors, including the Chief Executive Officer, whether in their capacity as such or as shareholders, creditors, or otherwise, and the effect of the scheme on such interests, to the extent such effect differs from that on the corresponding interests of other persons;
 - (d) risk factors enabling shareholders to assess the impact of the scheme on the

- overall risk profile of the company;
- (e) pro forma financial statements after giving effect to the scheme;
 - (f) accounting and financial reporting policies to be adopted for the scheme;
 - (g) tax implications arising out of the scheme;
 - (h) the effect of the proposed corporate restructuring on the shareholding and ownership structure, including the interests of sponsors, promoters, and other principal shareholders;
 - (i) the number of shares to be issued pursuant to the scheme under different valuation methodologies, where applicable;
 - (j) the valuation report and fairness opinion supporting and justifying the proposed exchange ratio;
 - (k) disclosure as to whether any fresh issue of shares is proposed prior to completion of the scheme, and if so, the methodology for adjustment of the previously determined exchange ratio;
 - (l) the intention, if any, of acquisition or purchase of shares of one or more non-listed companies involved in the scheme by any listed company, in which case the listed company shall disclose, inter alia, the following:
 - (i) whether it proposes to acquire or purchase shares of any non-listed company(ies) involved in the scheme;
 - (ii) the maximum number of shares proposed to be acquired;
 - (iii) the maximum consideration proposed to be paid for such acquisition;
 - (iv) the manner in which the resultant shareholding position shall be treated; and
 - (m) any other information as may be required by the Commission from time to time.
- (3) The companies involved in the proposed corporate restructuring shall comply with the following requirements:
- (a) the scheme shall obtain clearance from the banks or financial institutions that have extended loans or Shari'ah-based investments to the transferor and transferee companies, as well as from the trustees representing the holders of bonds, debentures, or any other debt securities;
 - (b) No Objection Certificate (NOC) in respect of the proposed scheme shall be obtained from all secured creditors, bondholders, holders of debt securities,

preference shareholders, and holders of Islamic Shari'ah Based Securities (ISBS), as applicable, of the companies involved in the scheme; and

- (c) No Objection Certificate (NOC) in respect of the directors of the companies involved in the corporate restructuring shall be obtained from all secured creditors and bondholders of the concerned companies.
- (4) The scheme for any corporate restructuring shall not be adopted, initiated, or executed for any of the following purposes:—
 - (a) facilitating a backdoor listing or reverse takeover, meaning the listing of a non-listed company through a scheme of arrangement;
 - (b) resulting in artificial inflation of the valuation of the company;
 - (c) resulting in the unfair transfer of liabilities to public shareholders;
 - (d) involving manipulation of the market price prior to the valuation date; or
 - (e) having the effect of circumventing or evading any applicable securities laws.
- (5) The scheme shall contain a declaration to the effect that it is not contrary to the provisions of the প্রতিযোগিতা আইন, ২০১২ (২০১২ সনের ২৩ নং আইন) or any other applicable laws of the land.

5. Determination of Consideration for Corporate Restructuring. —

- (1) The concerned company shall appoint eligible independent valuer(s), who shall be either an audit firm enlisted in the panel of auditors of the Commission or a merchant banker registered with the Commission:

Provided that such audit firm or merchant banker shall not act as the statutory auditor or corporate adviser of the company(ies) involved in the proposed corporate restructuring.

- (2) The consideration for the proposed corporate restructuring shall be determined and adopted by the concerned company upon due examination of the audited financial statements, valuation reports, and all other material information relating to the financial position of the companies involved, so as to ensure that the consideration so determined is fair and reasonable:

Provided that such consideration shall not be contrary to any applicable law or prejudicial to the interests of any class of shareholders or creditors of the companies that are parties to the scheme of corporate restructuring.

- (3) In addition to the requirements of sub-rule (2), the valuation report for determination of the consideration shall include, inter alia, the following matters:
 - (a) the valuation methodology adopted and the reasons for selection thereof;
 - (b) the assumptions and limitations considered in the valuation process;
 - (c) sensitivity analysis relating to the valuation; and
 - (d) treatment of contingent liabilities, if any.
- (4) The valuer shall provide a declaration stating that the valuation, exchange ratio, or swap ratio, as applicable:
 - (a) is fair and reasonable;
 - (b) does not prejudice the interests of any class of shareholders or creditors;
 - (c) does not result in any undue benefit or advantage to any related party; and
 - (d) has not been determined solely on the basis of market price.
- (5) The valuer shall ensure that any departure from the applicable financial reporting framework, as identified in the audit reports of the relevant companies, is appropriately considered and reflected in the determination of the valuation, exchange ratio, or swap ratio.
- (6) The valuation of equity shares of every company involved in the corporate restructuring shall be carried out in accordance with the methodology specified in Schedule-B.
- (7) In determining the final valuation, exchange ratio, or swap ratio for the purpose of consideration under the corporate restructuring scheme, the following factors shall be taken into consideration:
 - (a) in the case of a company listed with the stock exchange(s), the prevailing market price on the valuation date;
 - (b) the historical share price trend for the immediately preceding 5 (five) years or from the date of listing, whichever is shorter, in respect of companies listed with the stock exchange(s);
 - (c) the history of share issuance during the immediately preceding 5 (five) years or from the date of incorporation, whichever is shorter, in respect of companies not listed with any stock exchange;
 - (d) in the case of a public company not listed with the stock exchange(s) or a private company, the dividend-paying capacity and profit-earning capacity of the company, where applicable;

- (e) the dividend history for the immediately preceding 5 (five) years or from the date of incorporation, whichever is shorter, of the transferor and transferee companies;
- (f) where there is no dividend history, the historical and projected profitability of the company;
- (g) the liquidation value of the company proposed to be wound up, where applicable;
- (h) the relative growth prospects of the transferor and transferee company(ies);
- (i) the net asset value (NAV) of the transferor and transferee companies; and
- (j) the facts and circumstances relevant to the proposed scheme, including the nature of business, prospects of cash flows, profitability, sustainability, growth potential, and other relevant factors.

6. Factors to be reviewed by the Commission. —

- (1) The Commission may, inter alia, review the following factors for the purpose of issuing its observations on the scheme of corporate restructuring:
 - (a) whether all procedures relating to notice, meeting, and disclosures have been complied with in accordance with rule 3 of these Rules;
 - (b) whether the scheme contains all information and disclosures as required under rule 4 of these Rules;
 - (c) whether all documents and information specified in Schedule–A have been duly submitted;
 - (d) whether the consideration, valuation, exchange ratio, or swap ratio has been determined in accordance with rule 5 of these Rules;
 - (e) whether the scheme has been prepared in compliance with the Companies Act, 1994 and other applicable laws of the land;
 - (f) whether approvals from other regulatory authorities, where required, have been obtained;
 - (g) whether No Objection Certificates (NOCs), where applicable, have been obtained from banks, financial institutions, creditors, bondholders, directors, and other relevant parties;
 - (h) whether the Boards of Directors of both the transferor and transferee companies have approved the scheme, and whether certified copies of such board resolutions have been submitted;

- (i) audited financial statements of the transferor and transferee companies for the preceding 5 (five) years or from the date of incorporation, whichever is shorter, along with supplementary audited financial statements where the latest audited financial statements are older than 180 (one hundred and eighty) days at the time of approval; and
 - (j) the valuation report issued by the valuer in respect of determination of consideration, valuation, exchange ratio, or swap ratio.
- (2) The stock exchange(s) shall, after reviewing the disclosures of the scheme of corporate restructuring as required under these Rules, and for the purpose of protecting the interests of investors of listed companies and ensuring market integrity, submit its observations on such scheme to the Commission and simultaneously communicate the same to the listed company involved in the corporate restructuring scheme within 30 (thirty) working days from the date of receipt of such scheme.
 - (3) The Commission shall, after reviewing the disclosures of the scheme of corporate restructuring as required under these Rules, observations of the stock exchange(s) and for the purpose of protecting the interests of shareholders, particularly minority shareholders, and ensuring the development of the capital market, issue its observations on such scheme and communicate the same to the listed company involved in the corporate restructuring scheme within 45 (forty-five) working days from the date of receipt of such scheme.
 - (4) The Commission and the stock exchange(s) may, for the purpose of review of the scheme of corporate restructuring, seek any additional information, clarification, or documents from the company(ies) involved in the scheme, as well as from their auditor(s), valuer(s), corporate advisor(s), directors, officers, or any other relevant person.
 - (5) The company(ies) involved in the scheme of corporate restructuring, along with their auditor(s), valuer(s), corporate advisor(s), directors, officers, or any other relevant person, shall provide and comply with such request for information, clarification, or documents within the time specified by the Commission or the stock exchange(s).

7. Post compliance after the approval order of the Court. —

- (1) After obtaining the approval order of the Honorable Court, the company(ies) involved in the scheme of corporate restructuring shall apply to the Commission for issuance of capital (equity or debt), in accordance with the applicable securities laws, along with all relevant documents and information including special resolution of the general shareholders, certified copy of the court order, and approved scheme.

- (2) A copy of the consent letter issued by the Commission for issuance of capital shall be submitted by the transferee company to the Registrar of Joint Stock Companies and Firms (RJSC&F) within 10 (ten) days from the date of issuance of such consent letter.
- (3) Any listed company involved in such scheme shall comply with the applicable provisions of the Listing Regulations relating to listing or delisting of its securities, as the case may be.
- (4) The company(ies) involved in the scheme of corporate restructuring shall complete the transfer of assets and liabilities from the transferor company(ies) to the transferee company in accordance with the approval order of the Hon'ble Court.
- (5) Where any company involved in the scheme is a listed company, it shall issue or allot shares or securities in dematerialized form in accordance with the provisions of the ডিপজিটরি আইন, ১৯৯৯ (১৯৯৯ সনের ৬ নম্বর আইন).
- (6) The following post-approval formalities shall, inter alia, be complied with:
 - (a) transfer of investments of the transferor company(ies) in the name of the transferee company;
 - (b) intimation to banks, financial institutions, creditors, and debtors regarding transfer of assets and liabilities of the transferor company(ies) to the transferee company; and
 - (c) compliance with any other legal requirements arising out of the approval order of the Hon'ble Court.

Schedule-A
Documents to be Submitted along with the Application Seeking the Commission's
Observation(s) on the Draft Scheme

[See rule 3(1) & 6(1)(a)]

1. Certified copy of the Memorandum and Articles of Association of the Transferee and Transferor Company(ies), or the Acquiror and Acquiree Company, as applicable, shall be submitted.
2. Certified copies of the minutes of the meetings of the Board of Directors of the Transferee and Transferor Company(ies) approving the proposed corporate restructuring, duly certified by the Managing Director or Chairman of the respective company, shall be submitted.
3. Copies of National Identity Card (NID), Taxpayer Identification Number (TIN), and Passport (where applicable) of the sponsors, directors, including the Managing Director, of the Transferee and Transferor Company(ies), as well as the concerned Merchant Banker, shall be submitted.
4. Updated audited financial statements of the Transferee and Transferor Company(ies) for the immediately preceding five (05) years or from the date of commencement of commercial operation/business, whichever is shorter, shall be submitted.
5. Auditors' reports of the Transferee and Transferor Company(ies), prepared in accordance with Section 135(1) and Part-II, Paragraph 24(1) of the Third Schedule of the Companies Act, 1994, shall be submitted.
6. Revaluation reports of the assets and liabilities of the Transferee and Transferor Company(ies), prepared by the concerned revaluation firm, shall be submitted.
7. Physical inspection reports on the assets and properties of the Transferee and Transferor Company(ies), conducted jointly by the Merchant Banker and the asset revaluation firm, shall be submitted.
8. Copies of ownership documents or lease deeds in respect of land or leased properties, together with updated land development tax (Khajna) receipts of the Transferee and Transferor Company(ies), shall be submitted.
9. Documents relating to the acquisition of plant and machinery, including purchase/import documents, Letters of Credit (LC) documents, and relevant bank statements evidencing payment of the purchase consideration by the Transferee and Transferor Company(ies), shall be submitted.
10. Copies of loan sanction letters and loan agreements of the Transferee and Transferor Company(ies) shall be submitted.
11. Copies of appointment letters or agreements executed with the auditors, Merchant Banker, and asset and liability revaluation firms engaged by the companies shall be submitted.
12. Copies of tax holiday approvals, if any, issued by the National Board of Revenue in favour of the Transferee and Transferor Company(ies), shall be submitted.

13. Certified copies, issued by the Registrar of Joint Stock Companies and Firms (RJSC), of the Return of Allotment and Particulars of Directors of the Transferee and Transferor Company(ies), shall be submitted.
14. Copies of approvals relating to the increase of paid-up capital and documentary evidence, including bank statements, showing deposit of such capital (other than bonus shares), along with a certificate from the auditor in this regard, shall be submitted.
15. Copies of all valid licences, approvals, consents, or permits issued by the relevant regulatory authorities in favour of the Transferee and Transferor Company(ies) shall be submitted.
16. Updated monthly VAT returns, VAT challans, certificates evidencing payment of VAT, Income Tax, and other applicable taxes, duties, or levies of the Transferee and Transferor Company(ies) for the immediately preceding five (05) years shall be submitted.
17. A financial justification report in respect of the proposed corporate restructuring, prepared by the Merchant Banker, shall be submitted.
18. A declaration confirming that the Transferee Company, Transferor Company(ies), and the Merchant Banker have complied with the provisions of the Companies Act, 1994 and the Bangladesh Securities and Exchange Commission (Corporate Restructuring) Rules, 2026 in preparing, approving, and implementing the proposed scheme of corporate restructuring shall be submitted.
19. Where shares are proposed to be issued by the Transferee Company to the Transferor Company(ies) as consideration under the scheme, detailed information regarding the common shareholders of the Transferee Company to whom such shares are proposed to be issued shall be submitted.
20. Certified copies of the minutes of the general meetings of the Transferee and Transferor Company(ies), together with the report of an independent scrutinizer, evidencing that the proposed scheme of corporate restructuring has been approved by at least seventy-five percent (75%) of the general shareholders, excluding sponsors, directors, and shareholders holding five percent (5%) or more shares, present and voting at the meeting either in person or through proxy, where permitted, shall be submitted.
21. A report adopted by the Board of Directors of the applicant companies explaining the effect of the proposed scheme on each class of members, including, inter alia, the share swap ratio and any special valuation difficulties encountered, shall be submitted.
22. Full disclosure of all material facts relating to the applicant companies, including details of any pending complaint, investigation, inspection, enquiry, litigation, or adverse observation by any regulatory or judicial authority, shall be submitted.
23. An affidavit affirming that accurate, complete, and true information has been furnished to the Commission, particularly in relation to the rights, title, and ownership of the underlying properties forming the subject matter of the application, shall be submitted.
24. A list of dissenting members/ shareholders of the applicant companies, if any, shall be submitted.

25. A report detailing the impact of the proposed scheme on the minority shareholders of the Transferee and Transferor Company(ies) shall be submitted.
26. Detailed computation and basis/ justification of determination of valuation/ share exchange/ swap ratio shall be submitted.
27. A report of the Audit Committee of the listed company(ies), recommending the draft scheme after taking into consideration, among others, the valuation report, shall be submitted. The Audit Committee report shall specifically address:
 - (a) necessity of the corporate restructuring;
 - (b) rationale of the proposed scheme;
 - (c) business synergies expected to arise from the scheme;
 - (d) impact of the scheme on shareholders; and
 - (e) cost-benefit analysis of the proposed scheme.
28. A fairness opinion issued by a Merchant Banker registered with the Commission on the valuation of assets or shares conducted by the audit firm in respect of the Transferee and Transferor Company(ies) shall be submitted.
29. The following statements and information of the Transferee and Transferor Company(ies), duly certified by a panel auditor enlisted with the Commission, for the immediately preceding five (05) years or from commencement of business, whichever is shorter, shall be submitted:
 - (a) details of long-term loans, short-term loans, and loans from related parties/entities, including applicable interest rates, interest paid, and outstanding interest;
 - (b) details of all secured loans, including terms of the loan, name and address of lender, purpose, sanctioned amount, interest rate, outstanding amount, particulars of securities, repayment schedule, and classification or rescheduling status;
 - (c) details of unsecured loans containing information similar to sub-clause (ii);
 - (d) inventory statements, including raw materials, packing materials, work-in-progress, finished goods, stores, and spare parts, together with quantity-wise details;
 - (e) accounts receivable/debtors statements, including names and addresses of debtors, related party identification, and ageing analysis;
 - (f) details of income earned from interest, dividend, discount, or any other sources;
 - (g) statements of total sales/turnover, separately disclosing cash sales and bank sales;
 - (h) details of loans and advances provided, including names of borrowers, nature of security, and separate disclosure for related parties;
 - (i) statements of all related party transactions;
 - (j) reconciliation statements between income disclosed in income tax returns and income/profit disclosed in the audited financial statements;
 - (k) declaration confirming that all receipts or payments amounting to Tk. 500,000 (Taka Five Lac) or above were transacted through banking channels, together with relevant bank statements;
 - (l) auditor's certificate confirming reconciliation of bank statements with the books of accounts of the company;

- (m) reports regarding payment of VAT, Tax, and other statutory dues; and
 - (n) any other information or documents as may be required by the Stock Exchange or the Commission.
30. No Objection Certificates (NOCs) from the creditors and lending banks or financial institutions of the companies proposing to amalgamate, duly certified by the competent authority, shall be submitted.
 31. A certified copy of the agreement executed with the Merchant Banker in relation to the proposed corporate restructuring shall be submitted.
 32. Certified extracts of the minutes of the meetings of the Board of Directors of the companies proposing to restructure, approving the proposed corporate restructuring, shall be submitted.
 33. The original due diligence certificate issued by the Merchant Banker shall be submitted.
 34. Copies of all material contracts and agreements entered into by the Transferee and Transferor Company(ies) shall be submitted.
 35. A summary of the updated share capital structure of the companies, together with a list and particulars of shareholders duly certified by the Registrar of Joint Stock Companies and Firms, including Schedule-X, shall be submitted.
 36. Copies of No Objection Certificates obtained from the creditors of the companies in respect of the proposed corporate restructuring shall be submitted.
 37. Details of any complaint, investigation, enquiry, inspection, or court proceeding pending or concluded against the applicant companies, as per available records, shall be disclosed and submitted.
 38. The Commission may require submission of any further document, information, clarification, explanation, or undertaking as it may deem necessary for consideration of the proposed scheme.

Schedule B
GUIDELINES FOR JUSTIFICATION OF VALUATION
[See rule5(6)]

The intended company shall justify the valuation of the equity securities using at least 2 (two) methods from the following absolute valuation and at least 2 (two) methods from the following relative valuation, which are most suitable for the company:

(1) Notable valuation methods under Absolute Valuation:

- (i) Discounted Cash Flow Method (DCFM);
- (ii) Dividend Discount Model (DDM);
- (iii) Residual Income Model (RIM);
- (iv) Asset-Based Model; and
- (v) Any other recognized method;

(2) Notable valuation methods under relative valuation:

- (i) Price-to-Earnings (P/E) based valuation method;
- (ii) Price-to-Book (P/B) based valuation method;
- (iii) Price-to-Sales (P/S) bases valuation method;
- (iv) Price-to-EBITDA (P/EBITDA) or Enterprise Value to EBITDA (EV/EBITDA) (based valuation method, for capital intensive, mature and profitable companies); and
- (v) Any other recognized valuation method;

(3) In relative valuation method, valuation shall be justified with the peer company or related industry fundamentals considering the revenue size, dividend yield, growth rates, discount rate, macro and industry factors, etc.;

(4) In relative valuation method, peer company or industry is to be recognized on basis of classification by any legitimate authority of the country; or in absence of that the Standard Industrial Classification Codes set by U.S. Securities and Exchange Commission may be considered;

(5) In absolute valuation method:

- (i) the discount rate shall not be less than the rate/yield declared for 10 (ten) years' treasury bond; and

- (ii) the revenue growth rate shall not be higher than the average growth rate of the last 5 (five) years of the issuer:

Provided that if there is any BMRE project, the revenue growth projection needs to be justified with expected capacity enhancement:

Provided further that for companies with initial high growth phase, multi stage valuation method can be used with strong rationale as well as considering GDP growth rate:

Provided further that the terminal growth rate cannot be higher than long term GDP growth;

- (6) In addition to the above, if the valuer validates the valuation of equity shares by any other valuation method, it shall follow the conservative approach to justify such valuation.

By order of the Bangladesh Securities and Exchange Commission

Khondoker Rashed Maqsood
Chairman.