

Checklist for Rights Issue

| Serial | Requirements | Reference (Rights Issue Rules, 2006) | Rule of Thumb | Status | Page No. | Remarks |
|--|---|--------------------------------------|---------------|--------|----------|---------|
| General Information and Documents | | | | | | |
| | Date of submission of Application (1 st Application) | | | | | |
| | Date of Extra-ordinary General Meeting | | | | | |
| | Applied For | | | | | |
| | Ratio (As per 1 st application) | | | | | |
| | Revised Date of submission of Application (2 nd Application) | | | | | |
| | Date of Extra-ordinary General Meeting | | | | | |
| | Applied For | | | | | |
| | Ratio (Revised) | | | | | |
| | Issue Price | | | | | |
| | Date of Audited Accounts | | | | | |
| | Issue Manager | | | | | |
| | Underwriter(s) | | | | | |
| | Credit Rating Status | | | | | |
| | Rating assigned by | | | | | |
| | Authorized Capital | | | | | |
| | Paid-up Capital (As on 30.06.19) | | | | | |
| | Memorandum and Articles of Association | | | | | |
| | Certificate of Incorporation | | | | | |
| | Certificate of Commencement of Business | | | | | |
| | Return of Allotment of Shares | | | | | |
| | Particulars of Directors | | | | | |
| | Certificate regarding compliance of Corporate Governance Code | | | | | |
| | | | | | | |
| 1. | Whether the Rights issue and price <i>approved</i> in a General Meeting | | | | | |
| 2. | Whether the proceeds of IPO/previous rights issue have been fully utilized | | | | | |
| 3. | Whether AGM held regularly | | | | | |
| 4. | Whether the rights issue has been fully underwritten on a firm commitment basis by the underwriter(s) | | | | | |
| 5. | Whether the financial statements of the company are prepared as per BAS and audited as per BSA | | | | | |
| 6. | Whether the company or any of its directors is a bank defaulter | | | | | |
| 7. | Whether the issuer has been credit rated by a credit rating company | | | | | |
| 8. | Whether the issuer has profitability record in the immediate preceding year | | | | | |
| | | | | | | |
| 1. | Whether the price of rights share is determined in consultation with the issue manager | | | | | |
| 2. | Whether the company is in commercial operation for immediate past three years having a track record of profitability | | | | | |
| 3. | Whether the number of rights share proposed exceeds one for Five existing share held in company | | | | | |
| | | | | | | |
| 1. | Whether a licensed issue manager has been appointed | | | | | |
| 2. | Whether the issue manager has furnished a due diligence certificate as per Form-A | | | | | |
| 3. | Whether licensed underwriter(s) have been appointed | | | | | |
| 4. | Whether a clause included that the issuer shall call upon the underwriter(s) within 10 days of closing of the subscription list and the underwriter(s) shall subscribe to the under subscribed shares, if any within 15 days of calling | | | | | |
| 5. | Whether the underwriter(s) have furnished due diligence certificate(s) as per Form-B | | | | | |
| 6. | Whether the underwriter(s) have furnished a statement regarding underwriting and portfolio management position, where applicable | | | | | |

| | | | | | | |
|-----|--|--|--|--|--|--|
| 1. | Whether the application along with the offer document furnished to the Commission for approval within fifteen working days of approval in the general meeting | | | | | |
| 2. | Whether copy(s) of underwriting agreement submitted | | | | | |
| 3. | Whether copy of issue management agreement submitted | | | | | |
| 4. | Whether copy(s) of agreement with the banker(s) to the issue submitted | | | | | |
| 5. | Whether original auditors' report and certificate with the related financial statements submitted | | | | | |
| 6. | Whether relevant extracts of the minutes of the general meeting submitted | | | | | |
| 7. | Whether undertakings of the company itself and its directors in prescribed CIB form submitted | | | | | |
| 8. | Whether a bank DD/PO for an amount of Tk.10,000/- submitted as application fee | | | | | |
| 9. | Whether copy of Credit Rating Report of the issuer submitted, if the offer is at a premium | | | | | |
| 10. | Whether copy of Memorandum and Articles of Association, Return of Allotment of Shares and Particulars of Directors submitted | | | | | |
| 11. | Whether Summarized cash-flows statement, profit and loss account and balance sheet, and dividend declared and paid for each of the five years immediately preceding the issue of rights share offer document or for such shorter period during which the issuer was in commercial operation submitted | | | | | |
| 12. | Whether Due diligence certificates by the directors submitted as per Form-D | | | | | |
| 13. | Whether the CEOs of the issuer and the issue manager jointly certify under full signature and seal each page of the documents submitted | | | | | |
| 14. | Whether the rights share offer document, along with the audited financial statements, submitted to the Commission within 120 days of the end of the period for which the said financial statements is prepared | | | | | |
| 1. | Date of the rights share offer document | | | | | |
| 2. | The amount of rights offered, divided into number of shares, par value and issue price of each share and number of rights share offered against each existing share mentioned | | | | | |
| 3. | Highlights of the rights offer | | | | | |
| 4. | Risk factors and management plans for reducing such risks | | | | | |
| 5. | Date and time of opening and closing of subscription | | | | | |
| 6. | Purpose of raising funds through rights offer, specifying clearly the heads and amount of the fund utilization and details highlights of various proposed projects | | | | | |
| 7. | Name of the existing/proposed products/services with capacity and capacity utilization for the last 3 years or the period of commercial operation for existing projects | | | | | |
| 8. | If rights offered at premium, justification of premium should be stated with reference to NAV per share at historical or current cost, earning based value per share on the weighted average of net profit after tax for last 5 years or commercial operation, average market price per share for the last 6 months | | | | | |
| 9. | Cash flows statement, profit and loss account, balance sheet and notes to the accounts of the issuer, together with certificate from the auditors as in Form-C | | | | | |
| 10. | Summarized cash-flows statement, profit and loss account and balance sheet, and dividend declared and paid for each of the five years immediately preceding the issue of rights share offer document or for such shorter period during which the issuer was in commercial operation | | | | | |
| 11. | Length of business of the issuer | | | | | |
| 12. | Implementation schedule for completion of each segment, proposed dates of trial and commercial operation of the proposed project | | | | | |
| 13. | Shareholding position of each director and persons who hold 5% or more of the paid-up share capital of the issuer on the date of the rights share offer document | | | | | |
| 14. | Name, address, description and occupation of directors, managing director, managers and company secretary | | | | | |
| 15. | Name of the public listed companies under common management | | | | | |
| 16. | Name and address of the underwriter(s) with number of shares underwritten | | | | | |
| 17. | Name and address of the issue manager, auditors, legal adviser and banker to the issue | | | | | |
| 18. | Particulars along with the terms and conditions of the material contracts of the vendors' agreement | | | | | |
| 19. | Particulars along with the terms and conditions of the material contracts of the underwriting agreement | | | | | |

| | | | | | | |
|--|--|--|--|--|--|--|
| 20. | Particulars along with the terms and conditions of the material contracts of the issue management agreement | | | | | |
| 21. | Particulars along with the terms and conditions of the material contracts of the agreement with the bankers to the issue | | | | | |
| 22. | Particulars along with the terms and conditions of the material contracts for acquisition of property, plant and equipments | | | | | |
| 23. | Number of rights shares that the directors are going to subscribe or to make renunciation with reasons and extent of such renunciation | | | | | |
| 24. | Statement of actual utilization of funds raised by IPO/previous rights offer | | | | | |
| 25. | Application form with the provision for renunciation | | | | | |
| 26. | Declaration about the responsibility of the issue manager in Form-A | | | | | |
| 27. | Declaration about the responsibility of the underwriter(s) in Form-B | | | | | |
| 28. | Declaration about the responsibility of the auditor(s) in Form-C | | | | | |
| 29. | Declaration about the responsibility of the directors in Form-D | | | | | |
| 30. | Whether a statement about 3 years lock-in for directors' shares (including their renounced shares) and shares of other shareholders holding 5% or more shares from the date of closure of the subscription lists included | | | | | |
| 31. | Whether the declaration that the shares to be issued in dematerialized condition included | | | | | |
| 32. | Whether the application forms have provision for inserting BO account numbers of the applicants | | | | | |
| 33. | Credit Rating Report of the issuer, if the offer is at premium | | | | | |
| 1. | | | | | | |
| 1. | Whether the Subscription period is minimum 15 days and maximum 30 days | | | | | |
| 2. | Whether subscription opening date commences after fifteen days from the record date as mentioned in rule 9 (d) | | | | | |
| 2. | | | | | | |
| 1. | Whether the company announces two separate dates, for the purpose of record dates, one for shareholders decision regarding the proposed rights issue, and the other for determination of entitlement of rights issue after the Commission accords approval | | | | | |
| 2. | Whether the issuer announces the record date for the purpose of determination of entitlement of rights issue, within three working days from the date the Commission accords approval | | | | | |
| 3. | Whether the issuer disseminates the receipt of the Commission's approval along with the purpose, amount and price of the rights issue, as a price sensitive information, mentioning the record date for entitlement of rights share, subscription opening and closing dates within 3 working days | | | | | |
| 4. | Whether the record date commenced as per (b) above, not earlier than 14 working days and not later than 21 working days from the date of approval by the Commission | | | | | |
| 5. | Whether the offer document approved by the Commission are delivered to the shareholders entitled to have rights shares, stock exchange(s) and the Commission within 10 (ten) working days from the record date as mentioned in (d) above | | | | | |
| 6. | Whether the issuer shall post the rights offer document in the issuer's website and also put on the websites of the Commission, stock exchanges and the issue manager within 3 (three) working days from the date of according consent and shall remain posted till the closure of the subscription period | | | | | |
| 7. | Whether the rights offer is withdrawn, cancelled, postponed or varied by the issuer after approval without prior written consent from the Commission. | | | | | |
| Post Approval (Rule: 7, 11, 13) | | | | | | |
| 1. | A statement of the subscription received to be furnished to the Commission within 10 days of closing of the subscription list | | | | | |
| 2. | A statement of the subscription received from the underwriter against the under subscribed shares to be furnished to the Commission within 7 days of the subscription period allowed to the underwriter under rule 6 | | | | | |
| 3. | Whether approval fee @ 0.15% of the entire amount deposited within 7 working days of approval | | | | | |